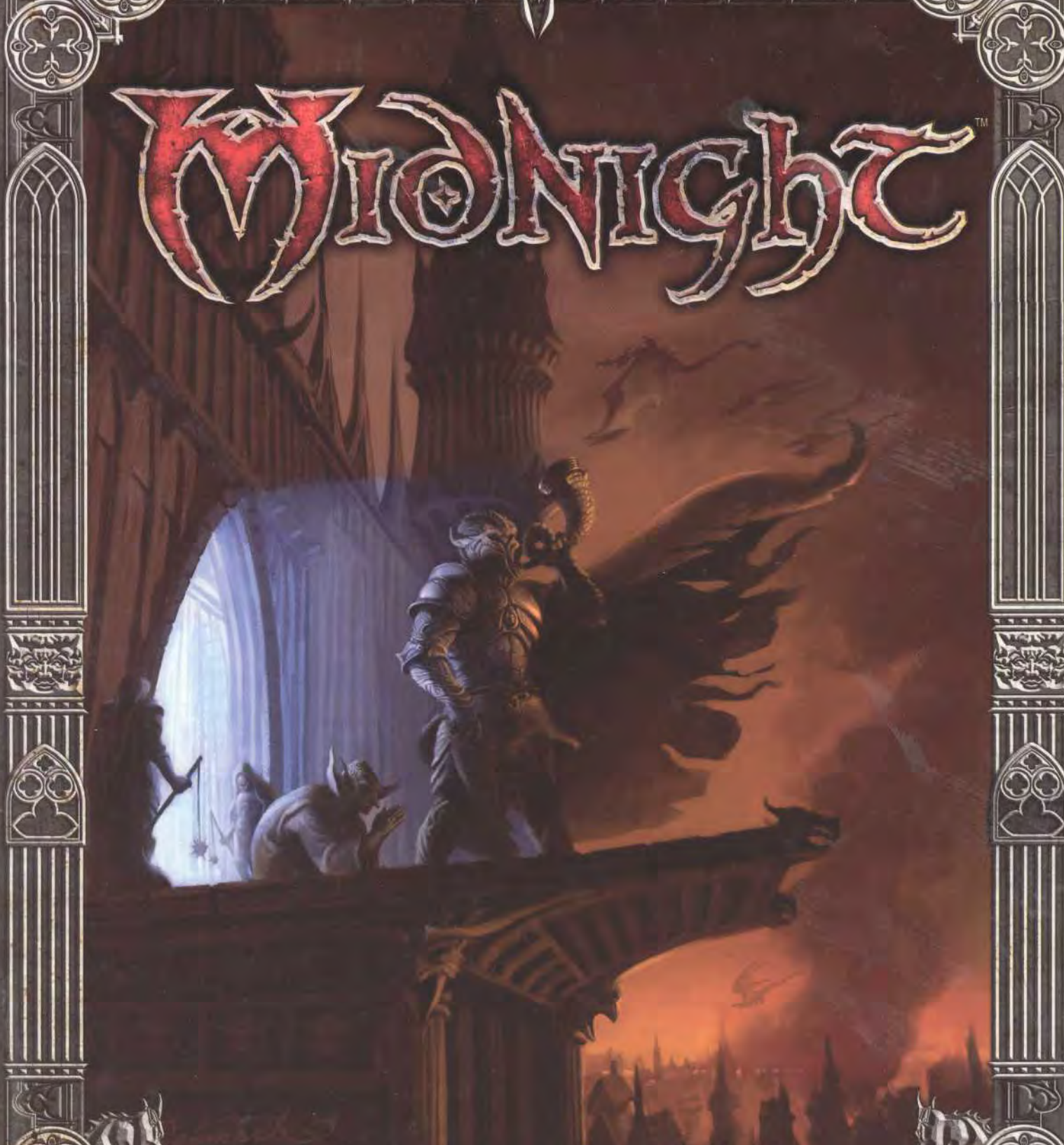
Midnight™



Epic Fantasy in an Age of Shadow

d20 system™

Berzerker

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Introduction

Fantasy Flight Games is pleased to present MIDNIGHT, a unique and exciting fantasy campaign setting designed for use with the d20 System. This book provides all the rules you need to play in the MIDNIGHT setting, including new character races, classes, feats, magic rules, new equipment, and much more. The MIDNIGHT campaign setting book also presents a wealth of setting information and background material to help DMs bring the adventure of MIDNIGHT to life for their players.

How To Use This Book

The MIDNIGHT campaign setting is a tool for both players and DMs. It is designed as a supplement to the d20 System core rules. This book builds and expands upon those rules, and the more familiar and comfortable you are with them, the more useful this book will be. This book should be used as a companion to the core rules and not a standalone game.

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The text of the introductory chapter is desginated as closed content.

The Hunter

Isorn the Wolf gripped an arrow between his teeth, his longbow in one hand, and with the other reached to retrieve the dagger he'd buried in the last orc's throat.

He'd been tracking the orcs for most of three days, with little sleep, almost no food, and only a few precious swallows of water. Few men had the endurance or determination to keep up the chase, but Isorn's love of the hunt had earned him his nickname from the other Dornish outlaws that raided supply caravans and ambushed orc patrols in the Northern Marches of Eredane.

What he couldn't figure out was why the orcs were running this way. They'd sacked a village three days ago and were heading south with a sizable lot of Dornish slaves. So why had they turned back north to meet Isorn on this hill? And where were their captives?

Isorn moved quitely through the tall sword grass. After he'd followed his quarry's trail for another two hours, he crested a slight ridge that broke the flatness of the prairie. The sight that greeted him chilled his blood.

Scattered around the broad depression at the base of the ridge were the brutalized corpses of the orcs' former captives. The orcs had obviously grown tired of the crying and pleading and finally indulged in a proper slaughter. That still didn't explain what had spooked the orcs and sent them fleeing north.

Isorn climbed down the side of the ridge, bow in hand, eyes wary for any sign of trouble. He saw the figure at about the same time he heard the quiet sobbing.

A young boy, not more than seven or eight summers, sat on a rock, hands covering his face, crying softly to himself. Isorn moved quickly to the child and sat beside him, dropping his bow and putting his arm around him.

"You're safe now, son," he said quietly.

Suddenly, the child's head whipped around and transfixed Isorn with a terrible, feral gaze. Isorn now saw the blood covering the boy's face, hands, and mouth. He recalled how savaged some of the corpses had looked, though he'd ignored them in his haste to comfort the boy. The blood drained from Isorn's face as realization dawned.

The Fell.

"I'm still hungry," said the boy, and his red-stained teeth rose to meet Isorn's throat.

The Legacy of Midnight

In the ageless time before the dawn of history, there was a war in heaven. In desperation, the lords of light severed the black spirit of the dark god Izrador, casting him out of the celestial kingdom.

The gods succeeded in vanquishing their brother, but Izrador corrupted their magic and turned their victory against them. As the fallen god's spirit was severed from his physical form, so too was the celestial kingdom severed from all contact with the material realm. The lords of light discovered that they could no longer commune with their mortal children. This cataclysm shook the foundations of the world and came to be known as the Sundering.

The dark one fell to the earth, his foul essence staining the land with its evil shadow. Weakened and bodiless, Izrador retreated to the ice and cold of the far north. There he slumbered, slowly recovering his strength and dreaming of vengeance across eons of time. Empires were built and crumbled to dust, races were born and died, and the Shadow in the North grew deeper and darker.

Three times the dark god rose and threatened the nations of Aryth with iron and fire. As the First Age drew to a close, a host of elves, dwarves, and Dornish men led by Aradil, the Witch Queen, met and defeated Izrador's horde on the plain of Eris Aman in the Battle of Three Kingdoms. At the end of the Second Age, the great races joined together once again to throw back Izrador's armies at the Battle for the Wall.

At the end of the Third Age, four of the greatest heroes of Aryth were corrupted by the Shadow. These new servants, the Night Kings, led Izrador's foul hordes across all the lands of the world.

This time, the dark god won.

The dwarven clans were broken and retreated to their holdfasts deep within the earth. The elves withdrew into their vast and ancient forest, abandoning all to the Shadow. The Dorns, tamed by a power from across the sea in the Second Age, were betrayed from within and surrendered to the Night Kings. The corruption of Izrador spread from the ancient battlefields of Eredane until all the land had fallen under the Shadow.

A hundred years have passed since the Shadow fell.

Izrador and the Night Kings have embarked upon a final campaign to consolidate their power and eradicate their enemies. The elder races—those of good heart and fey ancestry who have battled Izrador for millennia—are being systematically hunted down and exter-

minated. The great forest of Erethor has become an island of light in a darkening world, as the elves fight a never-ending battle against besieging hordes of orcs, ogres, trolls, and goblinoids. The surviving dwarven clans have locked themselves in their mountain holdfasts, and the streets of once-proud subterranean cities have become meat grinders for the Night Kings' troops that are sent in to root them out.

While the desperate war rages on in the ancestral homelands of the fey, the lands of men are ruled with an iron fist by the minions of the Shadow. Many cities lie in ruins, and most common folk live in walled towns and lock the gates against the darkness each night. Literacy and learning are punishable by death, and ignorance spreads across the land like a terrible plague.

The World of Midnight

The MIDNIGHT campaign setting focuses on Eredane, one of the largest continents of Aryth. Eredane is home to the oldest civilizations of the world and has figured the most prominently throughout the long history of struggle against the Shadow in the North. The continent spans some 3,000 miles at its widest point and nearly as far from the icy reaches of Izrador's domain to the Kasmael Sea in the south.

Eredane's heartland features rolling, wooded hills and open plains in the north and arid coastal savanna in the south. This heartland is flanked by the vast forest of Erethor in the west and the rugged Kaladrun Mountains in the east.

During the First Age, the ancient kingdoms of the elves in Erethor and the dwarves in the Kaladruns were the greatest civilizations of Aryth. The heartland was home to scattered clans of nomadic halflings and gnome river folk, but much of it was untamed wilderness.

The region was invaded from across the sea by barbarian raiders from the Dornland river valley on the continent of Pelluria in the middle of the First Age. The Dorns warred with the elves of Erethor and the dwarves of the Kaladruns before finally forging a lasting peace. At the end of the First Age, the Dorns joined with the elves and dwarves to throw back the dark forces of the Shadow in the North.

Eredane was again invaded in the Second Age, this time by the conquering armies of Sarcosa, the Old Empire of Pelluria. The Sarcosan Empire was a great civilization of advanced knowledge and science. They brought steel swords, great war machines, and sophisticated warcraft to Eredane, and they were the first to introduce horses and mounted knights to the continent.

The Sarcosans battled the elves, cutting and burning deep into the fringes of Erethor. Settlers from the

The Sundering of Solace

The following excerpt of prayer was found inscribed on a fragment of shattered marble; it was all that remained of an ancient temple to an *elithedar* goddess of safety and nurturing after the Sundering.

. . . then they will be rewarded for their obeisance to the lords of light, the masters of spirit, guides of the soul, and shapers of the mind.

Call in song for the blessings of the hand of the goddess and you will never be unheard or unprotected.

The blessing that is first is breath, the taking in of the world to your breast and the drinking of the light of the heavens.

The blessing that is second is sight, the beholding of your lover's eyes and the welcome sight of home after travels far.

The blessing that is third is pain, the unwanted brother of the rest, the protector of our children and our bodies.

The blessing that is fourth is the milk of Aryth, from the first drink of the child to the last wine of the hunter.

The blessing that is fifth and most sacred is sanctuary, of home and of family. The mother of light provides.

The five blessings are granted to any of the People who would look for them. Should your house fall, look to your neighbor. Should your milk sour, look to the plenty of the forest and grove. Should your spirit cease to feel, look to the downtrodden to feel beyond yourself. Should your sight become cloudy, look to the writings of the wise for clarity. Should your breath fail, release your mortal form and look to the new home that the lords of light have prepared for you in the worlds above.

And look to the safety of the temple if all the world should turn against you, for it shall never fall while the goddess watches.

The Witch Queen

Aradil listened to the Whisper as she prepared to begin the ritual. Her mind drifted away and was submerged in the river of spirit-sound that flowed through Erethor.

She saw the orc army of Grial Fey Killer pushing farther west along the Felthera, burning the forest behind them. She felt the undercurrent of agony and terror in the Whisper, as ancient trees died in fire and elven spirits were cast adrift.

She saw the orc soldier legate, Gorgathan, called the Butcher of Althorin, swelling Grial's ranks with undead raised by necromantic magic and demons summoned from the dark heart of the Aruun Jungle.

She saw the great water spirit at the Keep of the Cataracts pulling down river runners and drowning reluctant orc sailors, but she saw a never-ending line of identical craft sailing inexorably up the river.

She saw ogres, trolls, and giant-men fighting alongside the orcs of the Shunned Mother Tribe as they assaulted the few remaining keeps of the Fortress Wall in the Veradeen.

She saw the blood of her people staining the snow.

In the eastern Caraheen, she saw a Whisper Adept ambushed by goblins and the body of the elven warrior that was his charge left to rise as one of the Fell.

In Caradul, she saw the growing refugee camps and shanty towns spreading around the once-pristine tree-city. She saw the spirits of the trees smothered by the press of outlanders who did not know the elven way.

Aradil saw all these things, and she despaired.

Her people fought valiantly and were aided in their struggle by the magic of the forest itself. But in the end, Aradil knew that Erethor would fall.

It wouldn't fall easily, though, as long as the Witch Queen still drew breath. Aradil began the ritual and Grial Fey Killer's orcs began to die.

Old Empire poured into Eredane, and the Sarcosans built great cities along the southern coasts. They eventually made peace with the elves and began trading with Erethor and the Kaladruns, carving great roads across the newly tamed wilderness.

With their hold on the southern regions of Eredane secured, the Sarcosans turned their attention to the Dornish kings in the north. After years of war, the Dorns were finally beaten and the northland kings surrendered their crowns to the lords of the southern cities.

The Kingdom of Erenland

Despite their defeat, the Dorns' might was not broken, and in time, they joined with the Sarcosan colonial lords to throw off the rule of the Old Empire. When a great imperial armada was destroyed at the island fortress of Stormhold, the Old Empire's power in Eredane came to an end. The Dorns and the Sarcosan colonial lords created a unified kingdom called Erenland that ruled over the heartland of Eredane.

Rule of the Kingdom of Erenland was shared by great houses tracing their lineage to both the Sarcosan colonial aristocracy and the Dornish clans. The greatest cities of Erenland, including the capital, were always in the south. These were the civilized jewels of the kingdom, with fabulous palaces, monuments, and wondrous star towers dedicated to the Sarcosan religion.

The descendants of the Dorns, known as the Old Kings or the Northmen, held to their traditions as well. Their castles were simple stone keeps and holdfasts, and they continued to worship their ancestors in sacred circles of standing stones built millennia ago by the first Dornish settlers in Eredane.

The heartland of Erenland is dominated by the common folk who share a mixed Dorn and Sarcosan heritage. In the Third Age, they were farmers, herdsmen, and craftsmen and lived lives of simple prosperity and peace in their bountiful land.

The central plains are also home to scattered tribes of halfling nomadic hunters and herders. The halflings are a fey people descended from the elves of the southern jungles of Erethor, and they are renowned for their skill with leatherwork and with growing things, and for the great wolflike wogrens the nomads ride on the hunt.

The Eren River winds through central and southern Erenland from the Sea of Pelluria all the way to the Kasmael Sea. This verdant river valley has been the homeland of the gnomes since the First Age. Their river barges sail up and down the Eren and their raft towns are scattered all along the river and the shores of the great lake the gnomes call the Goil.

The Great Forest of Erethor

In Erethor, the elven people are still ruled by Aradil, of the line of Shadiuil, who has held the throne in the great tree-city of Caradul for thousands of years.

Aradil is a sorceress without rival and ancient even by the standards of the long-lived elves. Some believe she is an immortal dragon or spirit manifested in mortal form, others say she is a god who fell from the celestial realm during the Sundering. To most, she is simply the Witch Queen of Erethor, an elemental and mysterious presence in the great forest, the beloved leader and protector of her people.

Erethor is divided historically and geographically into four great woods: the Veradeen in the north, the Caraheen in central Erethor, the Miraleen along the western coast, and the Aruun Jungle in the south. Each region is home to an elven culture that, while distinct from the others, nevertheless owes its allegiance to Aradil and the Elven Court.

The Caraheen is the heart of both the great forest and the elven nation, home to the great city of Caradul and the Witch Queen's court. Its people, the wood elves, are among the greatest mages, artists, and scholars of Aryth, and it is in the Caraheen that the culture and civilization of Eredane reached its pinnacle.

The Veradeen straddles the northern waters of the Itheris and Gamaril rivers and lies in the shadow of the ancient Highhorn Mountains. This region and its people, called the snow elves, are on the frontlines of the Shadow's assault on Erethor, as it is left to them to stem the tide of the orc hordes and their dark allies pouring down out of the mountains.

The Miraleen lies along the western coast of Eredane, where the Great Forest meets the Kasmael Sea. The sea elves of the Miraleen build their dwellings in great mangrove forests and depend on the ocean for their fortune and prosperity. The fractured islands off the coast are also home to the ruins of an ancient *elthedar* civilization, including the fabled City of the Sea. Sea elf divers explore these ruins during low tides, but they are haunted by demons and foul monsters.

The people of the southern Aruun Jungle are sometimes called the "feral elves," but their culture is as sophisticated as any in Erethor. The southern jungle is an often-harsh place that is infested with fell beasts and demons trapped on Aryth by the Sundering. The jungle elves have produced some of the most renowned druids and demon-fighters in Eredane. The halflings are thought to have descended from the elves of the Aruun, and many halfling refugees have fled to the jungle from central Erenland in front of the Shadow's armies.

Highhorn Mountains
Bandilrin
Steel Hill
Nalford
Skadur
Talua
Dahurin
The Veradeen
Cale
Plains of Eris Aman
Foul Bog of Eris Aman
Tylden
Erethor
Gamaril River
Arnthora
Itheris River
Althorin
The Caraheen
Caradul
Felthera River
Harancara
The Miraleen
Alloduan
Keep of the Cataracts
Isles of Ernan
City of the Sea
Westrin
Druid's Swamp
Arunath Mountains
Isolde River
Aruun Jungle
Archipelago of the Eywulf
Kaelrin River
Eywulf Island
N
EREDANE
Key
Ruins
Village
Town
City
Fortress
Unique Site
MILES
0
250
500

The Vale of Tears
Northern Marches
Ishnia River
Riismark
Steel Hill
Northern Erenland
Icewall Mountains
Falter Pass
Bastion
Barrens
Davindale
White Province
Calador
High Road
Port Esben
Northlands
Kaladrun Mountains
White Desert
Dragon Island
Chandering
Fallport
Highwall
White Cliff
Idenor
Torbrun River
Corbron Isles
Sea of Pelluria
Low Rock
Highwood
Althorin
Lardun
Baden's Bluff
Kardoling
Garol
Erenhead
Plains of Erenhead
Westlands
Caderin
Swift Water
Pale Ocean
Eisin
Barren Forest
The Ardune
Al Kadil
Wogren Moor
Druid's Swamp
Drumlen
Southern Erenland
Bodrun
Landfall
Eren River
Cambrial
Forest of the Sahi
Zorgetch
Alvedara
Horse Plains of Erenland
Desert of Tears
Sharuun
Terrace of the Elders
Eren Fen
Darkwood
Gulf of the Sorshef
Trader's Camp
Island of Asmadar
Farodun
Hallisport
Paol
Stormhold
Asmadarin Plains
Kasmael Sea

The Kaladrun Mountains

Eredane is flanked on the east by the great Kaladrun Mountains, an ancient range of soaring peaks and deep, rugged valleys. The Kaladruns are home to the scattered and often-contentious dwarven clans of Eredane. The dwarves have battled the orcs of the north for thousands of years, and for them, the war against the Shadow is an ancient struggle.

Foreign Lands

There are other lands beyond the Pale Ocean and the Kasmael Sea, but the people of Eredane had little knowledge of them before the Last Battle and now are almost completely ignorant of foreign shores.

Both the Dorns and the Sarcosans settled Eredane from a continent called Pelluria in ancient days, and much of what is known of that land comes from their records. There was some trade with the Old Empire even after its colonies rebelled, and port cities and trading centers such as Alloduan in Erethor and Sharuun in southern Erenland were home to many strange sights, sounds, and smells. Nevertheless, real cultural exchange with Pelluria and beyond remained rare and limited in scope even before the Shadow fell across Eredane.

The Shadow in the North

A thousand years ago, at the end of the Second Age, an alliance of elves, dwarves, and men defeated the armies of the Shadow in the North for the second time. The victory was a narrow and costly one, however, and the dark god continued to marshal his strength in preparation for the next battle.

In the aftermath of this war, the undead began to plague the lands of Eredane. With the material realm veiled from the celestial kingdom by the Sundering, the souls of the dead had no way to escape the mortal world. Sometimes, those souls become tethered to their corpses and those corpses eventually rise as undead creatures. These abominations, commonly called the Fell, are driven to feed on the flesh of sentient creatures to sustain their unnatural existence. It is believed that Izrador's dark magic was responsible for the first rise of the Fell.

Izrador spent the first centuries of the Third Age cultivating his black priesthood and sowing corruption amongst the free races. As predicted in ancient prophesies, four great heroes were corrupted by the Shadow and turned to his cause. The identities of these four

remain a dark mystery to most, but they shattered the alliance that opposed Izrador and corrupted it from within. They became the Shadow's lieutenants, the Night Kings, and led his forces to victory over the peoples of Aryth a hundred years ago.

Today, the great elven forest is besieged by the dark armies of the Night Kings. Orc and goblinoid hordes encircle Erethor, driving ever deeper into the heart of the ancestral forest of the elves. Only the ancient magic of the Witch Queen and the enchanted forest itself hold the forces of the Shadow at bay.

In the Kaladrun Mountains, the dwarves have abandoned many of their mountain cities, retreating to the deep subterranean holdfasts built by their ancestors in the First Age. The armies of the Shadow have been drawn into a war of attrition, as thousands die pursuing the dwarves though their underground tunnels and vaults. Every foothold the dark armies gain is won with the blood of hundreds of orcs, goblins, ogres, and trolls, but fresh troops pour into the mountains faster than the dwarves can kill them.

In the heartland, the once-great kingdom of Erenland is a shattered ruin. The proud cities have been occupied by the forces of the Night Kings, and patrols of goblins and orcs roam the countryside, killing, looting, and crushing any resistance. Those of the Sarcosan nobility who did not turn to the Shadow have been nearly exterminated to the last woman and child. Only a few brave freeriders remain to oppose the minions of Izrador on the open plains.

The great castles and keeps of the Dorns have been razed, and the last survivors of the Old Kings wage a desperate guerilla war against the ultimate triumph of the Shadow. The small towns and villages scattered across Eredane are ruled by petty tyrants who sell the blood and sweat of their people for the favor of the Night Kings. These greedy and opportunistic men betray their own for promises of wealth and power, and they have become the mayors and constables who use fear and suspicion to bend the common folk to the Shadow's will.

All but a few nomadic halfling tribes have been destroyed or enslaved by the minions of the Shadow. Some refugees have found temporary sanctuary with their elven kin in Erethor, but most surviving halflings live lives of toil, misery, and despair.

The gnomes continue to sail the Goil and the Eren River, but now they are most often transporting orc troops and supplies for the Shadow's war effort. Many think the gnomes are the worst kind of opportunists and collaborationists, but they do not realize that the gnomes use their relative freedom and autonomy to sabotage Izrador's advance and smuggle much-needed supplies to the desperate resistance efforts in Erethor, the Kaladruns, and the plains of Erenland.

The Forging of a Night King

Jahzir Kamael, Lord General of Erenland, was alone in the dark. He'd been chained to the crumbling stone wall of some forgotten dungeon for days...or months?

He'd ridden into the Northern Marches alone, as the old crone instructed him. There'd been a storm approaching, black, greasy clouds oozing across the sky and turning day into night.

And then...nothing. He remember nothing of what happened during the storm, or what had come afterward. Except...there'd been something with him in the storm. And it was with him here, in this cell, though he couldn't see it. He could smell it, taste it even, and sometimes even feel it on his naked skin. And sometimes, he could hear it.

The darkness around him seemed to fade, shadows swirling and writhing until they seemed to form a pale image around him, a scene he knew, though he'd never actually witnessed it. He'd replayed it a thousand times in his mind, in his dreams.

His cousin, King Kali of Erenland, was sitting in the elaborately carved wooden throne of his fathers and grandfathers. The man standing before him was Erldred Redgard, the lord of one of the most powerful Dornish houses in the Northlands.

Jahzir's king, his cousin, had just given the savage's son the bride that had been promised to Jahzir.

And they were laughing.

Yes. The voice in the darkness, like dry leaves rustling in the wind.

"No!" he screamed, and the word echoed in the darkness. "It didn't happen that way! The king did what he had to do to secure the loyalty of the Northmen."

His words sounded hollow, empty. The darkness was silent.

"But *I* could have won their loyalty, with steel if needed. The king denied me my right, my *birthright*, because he is afraid of me, afraid of my might and my power, afraid of what I could become."

YES. The voice in the darkness swirled around him like a bitter, winter wind.

Jahzir Kamael screamed as the darkness embraced him.

The Taking of Davin Keep

A single servant of the king survived the taking of Davin Keep. He lived long enough to pass on this tale before being beaten and stoned to death by his kinsmen for abandoning his king.

As the battle cries of his men hurtled up the passage behind him, Davin the NorthSpear drew tired feet up the steps of his keep's center tower. He stopped for a moment, put out a hand to rest against the thick stone wall as if hoping to pull the might of earth from the rocks themselves. He grimaced in surprise and snatched his hand back. The walls were already lukewarm with heat. The dragons must have come. Or demons. It didn't matter. He continued, his frightened steward trailing behind him.

The tall, gray-bearded lord emerged among crenelations already blackened with soot. He peered down at the enemy, pouring now through the breached wall, and flinched as a blistering gout of flame erupted into the defenders on one of the lower towers. The dragon swooped upward after its pass, glancing mockingly at the lord on his high tower. The smell of charred flesh reached them soon after the screams stopped.

"He didn't need the lizards to defeat us," Davin muttered. "They're here for the pleasure of it, like black crows on the gallows tree. Go," he gestured emphatically to the steward of his castle, "I will make my death here. You may choose where to take your own stand."

As the steward's footsteps hurried down the stairs, Davin turned back to the army rampaging in his courtyard. Individuals beneath detached themselves from the crowd, sank abyssal claws into stone as easily as if it were flesh, and began to scale the wall of his tower. They had been sent for him.

"You should have come yourself, Gregon," he said to the air, volume mounting with each word. "If it meant inflicting a single wound in your shadowed skin, I'd have killed all my men myself."

He gripped the longspear that was his namesake, knuckles whitening, and waited for the demons to come.

The Heroes of Midnight

In the world of MIDNIGHT, the legendary heroes of past ages are all dead or corrupted by the Shadow, with only a rare few exceptions. Aradil, the Witch Queen, still defends Erethor from the encroaching hordes of the Night Kings, and a handful of other noble heroes still resist the final triumph of the Shadow.

The player characters are among these last few heroes. They may begin their epic journey as inexperienced and desperate fugitives, but they are destined to become the world of Aryth's last great champions. They are unwelcome and unheralded heroes, and even the common folk they strive to protect may turn against them. This is an age of darkness and fear, and for many, all hope is lost. Despair turns to selfishness, and most of the common people merely wish to save themselves and their families from the ravages of the Night Kings. To aid heroes blinded by glory is to call down the wrath of the Shadow, and few have any interest in dying for a lost cause.

Most of these new heroes who stand against the Shadow are humans. The forces of the Night Kings hunt the elder or fey races—elves, dwarves, halflings, and gnomes—because they know it is in their natures to resist the Shadow until the last of them falls. There are always exceptions—elves who betray their kind or dwarves of evil intent—but the Night Kings exterminate the fey races without discrimination.

Some elves and dwarves can be found beyond the borders of Erethor and the Kaladruns, but they are usually agents operating in secrecy and disguise, and they know they will be killed on sight if they are captured by their enemy. The gnomes of the Eren River Valley have won a measure of peace and freedom by aiding the minions of the Shadow, but they work in secret to sabotage the war effort from within. Most of the halfling peoples have been enslaved, but small tribes of nomadic hunters continue to elude Izrador's forces on the open plains of central Erenland.

The fey races of Eredane all trace their heritage to a common ancestor race, called the *elthedar* by the elves and the elder fey in the common tongues of men. This common bloodline means that the descendants of the *elthedar*—called the younger fey—are the only races that can interbreed and produce offspring. Such children are somewhat rare, but they have created several exotic races in the world of Aryth. The dworgs are the cursed and outcast offspring of dwarven mothers and orc fathers. They share the sturdy builds and powerful musculature of both parents, but theirs is an unfortunate and often miserable existence. The dwarrow are children of gnomes and dwarves. Most dwarrow live among the

gnomes in the Eren River Valley, but a few have the fortitude to survive with their dwarven parents in the rugged and harsh mountains. Elflings are the offspring of halflings and the elves of the southern jungles. They enjoy the grace, agility, and keen senses of their fey parents and most often choose to live among the elves of the Aruun Jungle.

The heroes of MIDNIGHT are condemned by their ideals and forced to wage a war that all but a few believe was lost long ago. They face overwhelming odds and must confront an enemy that is the immortal manifestation of evil and dark power. They have no hope of ever confronting Izrador directly, so they struggle in the dark corners and hidden places to thwart the dark god's incomprehensible plans.

Despite the seemingly hopeless challenges they must face, the heroes of MIDNIGHT are the last guardians of the world and the champions of its future. The world groans under the evil weight of the Shadow in the North, and the magic of the world of Aryth itself is marshaled to the heroes' cause. These heroes are not ordinary men and women, but a select few touched by the magic of fate and chosen to carry the banner of destiny.

When you create a MIDNIGHT character, you choose a heroic path along with the character's race and class. Your choice of heroic path provides your character with a unique special ability every time you advance a level. These can include spell-like abilities, combat bonuses, ability score bonuses, and unique abililities that typically are not offered by races or classes. There are 20 different heroic paths in MIDNIGHT, including the dragonblooded, giantblooded, ironborn, seer, and warg. These heroic paths allow you to create characters that can become truly legendary heroes.

The Magic of Midnight

Magic is rare and powerful in the world of MIDNIGHT, and new rules for learning and casting spells have been introduced to better represent the role of magic in the setting. In MIDNIGHT, spellcasting ability is not tied to your choice of character class—any character can, in principle, learn to cast spells.

MIDNIGHT introduces a new character class, the channeler, and most characters who really want to master the power of magic will take levels in channeler. The other spellcasting classes, however, have been replaced or eliminated. If you want to create a spellcasting fighter, or rogue, or barbarian, you can do it without multiclassing by taking the required feats and learning the spells you want to cast.

There is also no general distinction between arcane and divine spells in MIDNIGHT. A spellcasting character can learn spells from any of the schools of magic she knows, regardless of the spell list they are found on in the core rules. The only exceptions are spells restricted to the cleric and paladin lists. Since the world of Aryth was severed from the outer planes, the gods cannot grant spells to their mortal children. Only Izrador, who resides now in the mortal realm, can grant such power to his followers, and the Shadow's priests—called legates—are the only true clerics in the world of MIDNIGHT.

Because it separates spellcasting from class abilities, MIDNIGHT also features new rules for casting spells. The class- and level-based spell slot system is replaced by new rules that limit the number of spells a character can cast each day. In MIDNIGHT, every time you cast a spell, you suffer temporary Constitution damage equal to the level of the spell. Spellcasters also receive a pool of spell energy they can draw on to cast spells without suffering this damage. For channelers, this pool grows as they gain levels. For other characters, the pool is small and fixed, and for the most part they will find it impossible to do more than dabble in low-level magic.

MIDNIGHT's new magic system also allows characters to cast spells spontaneously, and spellcasting only requires material components if they are especially rare or expensive. This, along with the spell energy system, gives spellcasters unmatched versatility in MIDNIGHT. There are even rules for ritual magic and spell talismans that allow characters to cast certain spells at a reduced cost in spell energy. Finally, MIDNIGHT presents two prestige classes, the druid and wizard, that allow characters to specialize in more focused magical traditions. Druids learn to cast spells from the druid spell list more efficiently and gain improved mastery of the natural world. Wizards are the true masters of high-level magic, as their ability to prepare spells from a spellbook allows them to cast powerful spells much more efficiently than other channelers.

Spellcasters in MIDNIGHT wield powerful magic, but they also face a lot of unique challenges. In the lands controlled by the Night Kings, only the legates are permitted to use magic freely. For those who fight the Shadow, spellcasting is punishable by death. The legates are charged with tracking down and executing such transgressors, and the dark god has granted them powerful allies in this cause. Every legate is accompanied by an astirax, an incorporeal spirit that takes physical form by possessing the bodies of animals. Astiraxes have the ability to sense magical emanations, and the legates use them as arcane bloodhounds to track and capture those who use magic. The bite of an astirax-possessed animal drains the spell energy from a spellcaster, and a legate's quarry is often rendered defenseless by the creature's attacks.

Magic items are also far more rare in the world of MIDNIGHT than they are in other fantasy campaign set-

Born and Bred

Couthlin wrinkled his nose at the rank smell. The odors of sweat, blood, and less polite bodily fluids wafted up to him as he strolled on the elevated walkway. The commoners milled about below in their usual mindless herd.

"Civilized!"

The large canine creature preceding him stopped and looked up at him, cocking his head in confusion. The legate frowned and kept walking, yanking on the chain attached to its collar.

"Stupid beast. No, they are not civilized. I was exclaiming in disbelief. Being facetious. Go back to your sniffing."

The astirax-possessed hound obligingly returned to scenting the air.

The legate frowned. It was pathetic that he had to rely on one-way communication with a magic-hunting beast. His skills at dialogue and manipulation would be all but blunted by the time he returned to Theros Obsidia.

A snort from the astirax snapped Couthlin from his thoughts. The canine form was watching a passing figure below, quite intently. Couthlin's dark eyes.followed as well, noticing a suspicious narrow shape jutting out from beneath the figure's cloak. Roughly hilt-shaped.

"A weapon...magical?" he asked in a hushed tone. The astirax growled in assent.

"Then follow," Couthlin said eagerly, releasing the chain. "Return to me at the temple when you've tracked the criminal to his lair."

The beast slunk into the shadows and trotted after the offending figure...towards its demise, Couthlin hoped. The mage-hunting beast had been witness to too many of Couthlin's intrigues and coups. The mercenary it now trailed had agreed quickly to his terms: kill the astirax in exchange for the sword the legate had given him.

Meanwhile, below, the astirax salivated in anticipation. The scent of magic was heavy in the air...not just from the sword, but from at least a few enchanted crossbow bolts. All of them aimed at the walkway above, where his master walked.

Rather, his *former* master.

tings. Magic items more powerful than potions and charms can only be forged in special places of power, and many of these magical nexuses have fallen under the power of the Night Kings.

When magic items are crafted, they are typically items of great power and significance, rather than the generic and often-disposable tools that fill adventurers' backpacks in other settings. They are unique items that are often passed down as family heirlooms, gifted to students by their mentors, or offered as rewards for great service. The heroes of MIDNIGHT will have far fewer magic items than characters in other settings, but the ones they do have will be truly special. Some of these magic items—called covenant items—have several powers that are unlocked one by one as the wielder grows in experience and renown.

The Sundering also had far-reaching effects on the magic of Aryth. The Fell are one manifestation of this cataclysm. However, the impenetrable veil between the mortal and celestial realms affected other spirits besides those of the dead. No portals or communication to other planes are possible, and the beings native to those planes cannot be summoned to Aryth.

However, many spirits were trapped in the mortal realm when it was severed from the outer planes, and these beings have endured over the long millennia since.

The power to commune with and command these spirits is all but lost in the aftermath of the Last Battle, but a rare few still possess the lore of conjuration and summoning. The most powerful druids speak with the spirits of earth and beast and the legates of the Order of Shadow command demons and other foul spirits from the lower planes.

In the world of MIDNIGHT, however, these are not nameless spirits called to the mortal realm to perform specific tasks before returning to their native domains. They are unique and powerful beings with distinct personalities, natures, and goals of their own. Their true names are words of power guarded jealously by those who know them, and their service often comes at a price few mortals are willing to pay.

Most of the spirits and outsiders trapped on Aryth are unbound creatures of great power that haunt the wild places and the margins of civilization. Many are strong enough to resist the call of mortal conjurers and they are a bane to travelers and those who must live near their domains. The Aruun Jungle is home to many such spirits, particularly the demon-haunted ruins of legendary Ibon-sul.

Just as the veil that separates the mortal world from the celestial realm prevents spirits and outsiders from returning to their native planes, so does it prohibit any magical travel to or through other planes of existence. Spells that rely on planar travel or communication, such as *contact other plane*, *etherealness*, and *teleport*, have not been practiced since the Sundering.

Welcome to Midnight

In the world of MIDNIGHT, evil rules and the last, brave heroes strive against unbeatable odds. The lands of men have been crushed under the iron heels of the Night Kings and their minions and the lands of the fey are besieged on all sides by the dark hordes of the Shadow in the North. Those who would resist the dominion of the dark god must often do so from the shadows, fighting a secret war that most people believe was lost a hundred years ago.

The heroes of MIDNIGHT stand with snow elf warriors in the frozen woods of northern Erethor to defend the few remaining keeps of the Fortress Wall from the orc hordes that pour out of the Highhorn Mountains. They join with gnome smugglers to carry food and medicines to the besieged dwarven clans of the Kaladruns. They ride with Sarcosan outlaws and halfling nomads on the open plains of central Erenland. They elude scheming legates and their magic-sniffing bloodhounds as they search for the priceless artifacts of a lost age. These heroes fight to defend isolated towns from the ravages of fell beasts and undead—the same towns that shun them as troublemakers and glory-seekers.

In the world of MIDNIGHT, the rewards of heroism are not fortune and fame. In this age of shadow, your hero fights only to guard the last lights in a darkening world and to preserve the glimmer of hope that the long night will pass.

This is the legacy the heroes of MIDNIGHT have inherited and the world they must survive. As the Shadow falls across the world, they are the few brave and defiant souls who dare to oppose the tyranny of the Night Kings. They struggle to stem the tide of darkness and restore hope to a despairing world. Pursued by the Night Kings' foul minions and the secretive legates of the Order of Shadow, these heroes will never receive parades and victory feasts as the reward for the their noble efforts. Their greatest foes are often the suspicion, resentment, and fear of the very people they strive to champion and protect.

Along with the core rules for the d20 System, this book includes everything you need to create and play a character or run a campaign in the MIDNIGHT setting. Most of the information players will need is found in Chapter 1: Characters and Chapter 2: Magic. Players may also wish to read more about the land of Eredane and its peoples, though avoiding certain sections will help to preserve the mystery, excitement, and sense of discovery that MIDNIGHT offers. Specifically, players should avoid the "Personalities" and "Against the Shadow" sections, as well as Chapters 10 through 13. These sections are intended specifically for the DM.

CHAPTER 1

Characters

From the ancient wisdom of the elves, we know that magic flows through all the world. Our world is made up not only of things that we can easily grasp, but also of forces that are often concealed from our view and apprehension. These things, too, are touched by the magic of Aryth. This magic flows through time, through the long history of the world, and it colors and even guides the lives of men and the course of nations. This is the magic of fate.

The world of Aryth is not just the ground below us, the sky above us, and all things in between, it is the thread of destiny that leads us from our past, through our present, and into our future. And just as the magic of Aryth seeks a just and proper balance in the natural world, so too does it seek order in history. The world has a destiny that is right for it, that belongs to it, and the magic of Aryth is always searching for this destiny, reaching for it, blindly but with great purpose. The rare men and women who stand at the crossroads of this magic, who shake the foundations of kingdoms and turn the course of events, we call heroes. When the Shadow in the North corrupted the Night Kings, it was not merely a corruption of mortal men, but a corruption of the magic of fate and destiny.

But the magic of Aryth has not been stilled. Even in this dark time, it strives to find its proper course once again. Just as the mortal vessel battles the disease that smothers the spark of life, so too does the magic of the world struggle against the dominion of the Shadow. New heroes will arise, driven by fate, to lead the world out of darkness and herald the coming of a new dawn.

— Aran Noros of the Sahi Priesthood, *Commentaries on Vesra's* "Prophecies of the Last Age"

The destiny of the world is Shadow.

— Anonymous note penned in the margin of the Academy's *Commentaries*

Races of Midnight

The details of the following descriptions of the common player character races of the world of MIDNIGHT supersede the descriptions of similar races presented in the core rules.

Note that these races are somewhat more powerful than those in the core rules. This does not require the DM to make adjustments to the party's level or the difficulty of encounters. The characters will often be challenged by NPCs sharing the same racial traits, and the world of MIDNIGHT is an often-harsh place where characters will need every advantage simply to survive. If you are bringing in character races from other sources, however, the races in MIDNIGHT are equivalent to characters of the core races with one additional class level.

The names of the races and their racial traits are designated as **Open Game Content**. The background descriptions are designated as closed content.

Dwarves

The dwarves are an ancient people and in their own way have a culture as rich as that of the elves. Dwarven society is structured along familial lines, with clan loyalty and honor at the center of their lives. Historical records indicate that in the First Age there were more than 600 dwarven clanholds spread throughout the Kaladrun Mountains. Now there are fewer than 200 and this number continues to fall as the Shadow advances.

The clan is the basic dwarven social and political unit. The smallest clans may contain as few as 100 indi-

viduals and the largest many thousands. Alliances between the clans are fluid, complicated affairs, most typically formed by intermarriage or common enemies. In bygone days, skirmishes between the various clans were common, but in the past centuries of war, such hot-bloodedness has instead been spent against the forces of Izrador. For matters of governance that affect all dwarves, great clanmoots were once called where representatives of each clan would meet in raucous assemblies to determine collective courses of action. The cantankerous and aggressive nature of these meetings is a reflection of dwarven clan relations at large.

In addition to the clan structure of dwarven society, there is another important social distinction within the dwarven culture. Most dwarves, about four out of every five clans, live underground in their warrenlike holdfasts that are carved out of the hard flesh of the mountains. The remaining clans are called the Kurgun, the surface dwellers. The Kurgun still live in the old dwarven cities of the southern Kaladruns that predate the First Age and the digging of the holdfasts.

Dwarves are a stout race, with short thick bones and heavy muscles. Their heads and chins—and most of the rest of their bodies, for that matter—are covered in thick hair in a variety of pale colors. These colors typically indicate an individual's clan heritage, as do the jeweled bangles they wear in their heavy braids. Dwarves tend to blue eyes, and most have light, ruddy skin that only turns redder in the sun. They wear heavy goat-hair clothes, tunics of supple metal lamé, and orthide boots.

The Kurgun have darker skin from their lives in the sun and tend to long black hair that they wear bound in multiple ponytails. They are slightly taller and a bit leaner than their underground brethren, but only other dwarves seem to notice this. From a very young age, Kurgun begin covering their bodies with intricate, abstract tattoos that give them a fearsome look. By the time a Kurgun is very old, there is very little unmarked skin left on his body. The patterns trace the lineages of individuals, and supposedly other Kurgun can match son to father, father to grandfather, and so forth simply by looking at the patterns. Kurgun dress in goat leather and typically wear vests made of small, intricately carved metal plates.

Most dwarves live in underground cities that are warrens of chambers, rooms, and great halls that mining constantly expands. The proximity of various clans and their eons of expansion have turned much of the central Kaladrun Mountains into an underground warren containing thousands of miles of tunnels and passages and countless chambers large and small, new and old, occupied and forgotten.

The Kurgun live in a few of the ancient cities of dwarven prehistory. Their stonecutters and masons have kept these old places strong and whole and have turned

most into stout fortresses against the orc invaders. Though the Kurgun spend much of their time above ground, most of their cities sit on mazelike underground holdfasts in which they mine and from which they can hold off orc attackers.

Dwarves live on diets of goat and ort meat, cave peppers, and a variety of savory mushroom species. The Kurgun are the only dwarves that do any true farming and trade much of their vegetable crops to other clans for raw metal ore. Though dwarves were once known as the smiths of Eredane, since the end of the Second Age they have become isolationists, trading only with the gnomes and only for necessities. Since the fall of Erenland, the clanholds have severed almost all contact with the world beyond their mountains, and all their craft has now been turned to their own defense, survival, and subsistence.

The dwarves are master weaponsmiths and armorers and rival the elves in the art of enchanting armaments. Any weapon long used by a dwarf soon earns a name, and its history can become a legacy passed down in the history of the clan. Weapons that have proven themselves are often subsequently enchanted, with more spells being laid upon the weapon as its glory waxes. Every clan has its armory of hereditary weapons that feature prominently in their legends and their war cries. It is one of the greatest honors a clan can bestow on one of its kin to deign her worthy of carrying one of these weapons into battle. Dwarves prefer to fight with short-handled battleaxes and hammers or thick-bladed knives in the confines of the underground. The Kurgun prefer to fight with paired, long-handled hatchets called urutuk, which are just as deadly when thrown as when used in a crazed flurry of blows.

Dwarf Racial Traits

- +2 Constitution, –2 Charisma: Dwarves are tough and sturdy but isolated and reserved in their dealings with others.
- Medium-size: As Medium-size creatures, dwarves have no special bonuses or penalties due to their size.
- Dwarf base speed is 20 feet.
- Darkvision: Dwarves can see in the dark up to 60 feet. Darkvision is black and white only, but it is otherwise like normal sight, and dwarves can function just fine with no light at all.
- Stonecunning: This ability grants dwarves a +2 bonus to notice unusual stonework, such as sliding walls, new or unsafe construction, and the like. A dwarf who comes within 10 feet of unusual stonework can make a check as if actively searching, and a dwarf can use the Search skill to find stonework traps as a rogue can. A dwarf can also intuit depth, sensing his approximate depth underground as naturally as a human can sense which way is up.
- +2 natural armor: Dwarves are notoriously difficult to damage with physical attacks.
- +2 racial bonus on saves against poison: Dwarves are naturally resistant to poisons and toxins.
- +2 racial bonus on saves against spells and spell-like effects: Dwarves are innately resistant to the power of magic.
- Dwarves who can cast spells gain two fewer points of spell energy than they otherwise would. Their innate resistance to magic means spellcasting is often difficult for dwarves.
- +1 racial bonus on attack rolls against orcs and their kind. Dwarves and orcs are ancient enemies that have fought each other for thousands of years. Dwarves long ago developed special tactics for fighting orcs.
- +1 dodge bonus to Armor Class against orcs. Dwarves have fought orcs for so long they have developed an innate sense that helps them to avoid the orcs' powerful blows.
- +1 racial bonus on attack rolls when fighting with axes and hammers.
- Proficient with urutuk hatchets. Dwarves also gain proficiency with dwarven exotic weapons as if they were martial weapons.
- +2 racial bonus on Appraise and Craft checks that are related to stone or metal items. Dwarves are uniquely capable and familiar with stonework and metalwork.
- +2 racial bonus on Climb checks: The mountain fey are natural climbers.
- +2 racial bonus on Wilderness Lore checks in the mountains and underground.
- Dwarves gain Knowledge (Kaladrun Mountains) as a class skill.
- Automatic Languages: Clan Dialect, Old Dwarven Pidgin, Orcish Pidgin. Bonus Languages: Old Dwarven, Orcish, other Clan Dialect, Trader's Tongue.
- Favored Class: Fighter (all clans) or barbarian (Kurgun). A multiclass dwarf's fighter class (or barbarian class, for Kurguns) does not count when determining whether he suffers an XP penalty for multiclassing.

Elves

The elves are more like the elder fey than any of the other fey races of Eredane, both physically and culturally. They are a slight race, lithe, quick, and agile. They are all children of nature, and even with their ancient culture, keen science, and powerful magic, they still live close to the wilds as part of the Great Forest. They are a unified people, allied not only to tribes or family groups but instead to a single royal line that rules over all of Erethor. The racial devotion to their High Queen Aradil is akin to worship, and though there is a large and powerful Council of the Throne, it seldom

opposes Aradil's will. Despite this greater shared history and culture, there remain various subraces of elvenkind, each with its own unique physical traits and ways of life.

Snow Elves

The elves of northern Erethor, called the Erunsil or the snow elves, are the stoutest elven stock. They dominate the forest from its northernmost reaches to the southern end of the Highhorn Mountains. They are fair skinned with long braided hair the white of snow. Their eyes are narrow, shaped like sweetroot seeds, and are as pale as their skin. They wear heavy clothes and thick furs or leathers enchanted against the cold.

The Erunsil live in giant shelterwood trees surrounded by groves of massive, evergreen winter oak. Their homes are magically grown hollows in the massive trees, insulated by creeper vine and heated by hearthstones. They are hunters and live off the natural bounty of the forest. Groves of tuber- and nut-bearing plants supplement their diets of deer, caribou, and ebota meat.

The northern elves have fought the orcs of the mountains for thousands of years and are expert at hunting this prey. They are fierce warriors and have been keys to the defense of Erethor against the advance of the Shadow. They carry heavy icewood bows and large paired fighting knives they use to deadly effect.

Snow Elf Racial Traits

- +2 Dexterity, –2 Constitution: Elves are graceful and agile but somewhat slight of build.
- Medium-size: As Medium-size creatures, snow elves have no special bonuses or penalties due to their size.
- Snow elf base speed is 30 feet.
- +2 racial saving throw bonus against Enchantment spells or effects.
- +1 racial bonus on Fortitude saving throws. Snow elves are a bit hardier than their southern cousins.
- Cold resistance 5: Their long history in the frigid north gives snow elves a natural tolerance for cold weather.
- Low-light Vision: Snow elves can see twice as far as a human in starlight, moonlight, torchlight, and similar conditions of poor illumination. They retain the ability to distinguish color and detail under these conditions.
- Proficient with either the longsword or fighting knives; proficient with longbows and short bows (normal and composite). All elves gain proficiency with exotic elven weapons as if they were martial weapons.
- +2 racial bonus on Listen, Search, and Spot checks.
- +4 racial bonus on Climb checks when climbing trees. Snow elves are at home in the trees.
- Snow elves gain Knowledge (nature) and Knowledge (Veradeen) as class skills. They gain a +2 racial bonus on Knowledge (nature) and Wilderness Lore checks in forests or woodlands.
- Snow elves who can cast spells gain 2 extra points of spell energy. Elves have a natural facility with magic.
- Snow elves with Wisdom scores of 10 or higher may choose any two 0-level spells on the druid spell list. They can cast each of these spells once per day. The two spells must be chosen when the character is created and cannot be changed. These spells are inherent spell-like abilities and can be cast with no cost in spell energy. As a race, the elves have made the arcane a foundation of their culture and now depend on magic in their everyday lives.
- Snow elves gain a +1 racial bonus on attack rolls with icewood bows.
- Snow elves gain a +1 racial bonus on attack rolls when wielding their traditional fighting knives in their unique two-weapon style.
- Automatic Languages: High Elven, Orcish Pidgin, Patrol Sign. Bonus Languages: Black Tongue, Erenlander, Norther, Orcish, Trader's Tongue.
- Favored Class: Wildlander. A multiclass snow elf's wildlander class does not count when determining whether he suffers an XP penalty for multiclassing.

Wood Elves

The elves of central Erethor, the Caransil or wood elves, are the most widespread and familiar of the woodland fey ranging from the southern Highhorns, east to the Plains of Eris Aman and the Westlands, south to the Aruun Jungle. Their skin is the beautiful brown of ino tree wood, and their hair tends to long, shiny, and black. Their eyes are large and dark, and they are the tallest of the elvenkind. They wear a variety of clothes, from the dark and mottled camouflage leathers of a scout's kit to the sunset brilliance of a courtier's elaborate silks.

These elves live in enormous maudrial, or homewood, trees that have been coaxed to grow in elegant but useful domestic shapes by age-old spells. The Caransil eat mostly fruits, vegetables, nuts, and seeds. They supplement their diets with rabbits and grouse raised in family hutches and with river fish from the Gamaril and Felthera.

The wood elves are traditionally the artists, philosophers, and craftsmen of Erethor. They are also the lineage from which have come the greatest sorcerers and battle mages of recent times. Their warriors carry light longbows and leaf-shaped short swords.

Wood Elf Racial Traits

- +2 Dexterity, –2 Constitution: Elves are graceful and agile but somewhat slight of build.
- Medium-size: As Medium-size creatures, wood

elves have no special bonuses or penalties due to their size.

- Wood elf base speed is 30 feet.
- +2 racial saving throw bonus against Enchantment spells or effects.
- 1 extra skill point per class level. All elves are intelligent and capable, but the wood elves are the brightest of all.
- Low-light Vision: Wood elves can see twice as far as a human in starlight, moonlight, torchlight, and similar conditions of poor illumination. They retain the ability to distinguish color and detail under these conditions.
- Proficient with either the longsword or short sword; proficient with longbows and short bows (normal and composite). All elves gain proficiency with exotic elven weapons as if they were martial weapons.
- +2 racial bonus on Listen, Search, and Spot checks.
- +4 racial bonus on Climb checks when climbing trees. Wood elves are at home in the trees.
- Wood elves gain Knowledge (nature) and Knowledge (Caraheen) as class skills. They gain a +2 racial bonus on Knowledge (nature) and Wilderness Lore checks in forests or woodlands.
- Wood elves who can cast spells gain 3 extra points of spell energy. Wood elves are especially accomplished with magic.
- Wood elves with Intelligence scores of 10 or higher may choose any three 0-level spells on the wizard spell list. They can cast each of these spells once per day. The three spells must be chosen when the character is created and cannot be changed. These spells are inherent spell-like abilities and can be cast with no cost in spell energy. As a race, the elves have made the arcane a foundation of their culture and now depend on magic in their everyday lives.
- Automatic Languages: High Elven. Bonus Languages: Colonial, Erenlander, Halfling, Jungle Mouth, Old Dwarven, Orcish, Trader's Tongue.
- Favored Class: Channeler. A multiclass wood elf's channeler class does not count when determining whether he suffers an XP penalty for multiclassing.

Sea Elves

The Miransil are the sea elves that dwell along the southwestern coast of Eredane, where the great forest of Erethor meets the sea. These people are from the same ancestral stock as the Caransil but long ago became as bound to the spirits of the sea as their cousins are to those of the forest. The sea elves are a darker-skinned people than their inland brothers, well tanned by the sea sun. Their dark hair is worn short and bushy, and they wear loose-fitting short pants and saris or nothing at all.

The Miransil live over the water in hidden warrens of giant mangrove trees that protect their root-borne homes and small harbors from ocean storms. The Miransil live off the bounty of the sea and are expert sailors in their small fishing boats and coastal traders. The sea elves are not many but have sent their share of warriors to fight Izrador's invaders. Their longspears have proven as useful in killing orcs as in killing fish.

Sea Elf Racial Traits

- +2 Dexterity, –2 Constitution: Elves are graceful and agile but somewhat slight of build.
- Medium-size: As Medium-size creatures, sea elves have no special bonuses or penalties due to their size.
- Sea elf base speed is 30 feet. Sea elves add 5 feet to their swim speed when swimming as a move-equivalent action and 10 feet when swimming as a full-round action (see Swim, PHB).
- +2 racial saving throw bonus against Enchantment spells or effects.
- Sea elves can hold their breath for a number of rounds equal to six times their Constitution score.
- Low-light Vision: Sea elves can see twice as far as a human in starlight, moonlight, torchlight, and similar conditions of poor illumination. They retain the ability to distinguish color and detail under these conditions.
- Proficient with longspear and javelin; proficient with longbows and short bows (normal and composite). All elves gain proficiency with exotic elven weapons as if they were martial weapons.
- +2 racial bonus on Listen, Search, and Spot checks.
- +4 racial bonus on Climb checks when climbing trees. Sea elves are very much at home in the trees.
- +4 racial bonus on Swim checks. Sea elves are almost as comfortable in the water as they are on land.
- +2 racial bonus on Profession (boater, fisher, and sailor) checks.
- +2 racial bonus on Craft (shipmaking) checks.
- Sea elves gain Knowledge (nature) and Knowledge (Miraleen) as class skills. They gain a +2 racial bonus on Knowledge (nature) and Wilderness Lore checks in coastal and marine environments.
- Sea elves who can cast spells gain 2 extra points of spell energy. Elves have a natural facility with magic.
- Sea elves with Charisma scores of 10 or higher may choose any two 0-level spells on the wizard spell list. They can cast each of these spells once per day. The two spells must be chosen when the character is created and cannot be changed. These spells are inherent spell-like abilities and can be cast with no cost in spell energy. As a race, the elves have made the arcane a foundation of their culture and now depend on magic in their everyday lives.

- Automatic Languages: High Elven, Jungle Mouth. Bonus Languages: Erenlander, Halfling, Trader's Tongue.
- Favored Class: Channeler. A multiclass sea elf's channeler class does not count when determining whether he suffers an XP penalty for multiclassing.

Jungle Elves

The elves of the southern jungle are called the Danisil. They are small, slight, and ebony skinned. Historians speculate that they may be the elven line from which the halflings were born. The uninitiated consider the Danisil "feral elves," but their culture is as sophisticated as that of their cousins. Many of Erethor's most powerful druids are of the Danisil lineage.

Their hair is dark and coarse and typically worn in short dreadlocks. Their eyes are black and so narrow that the whites barely show. They dress in loose shorts and brightly painted vests, but when hunting, they wear only layers of river mud to hide them from both sight and scent. Adults typically adorn their faces and arms with strangely beautiful patterns of ritualistic scarring. The scars are said to frighten away evil spirits.

The Danisil live in boa-bil groves along the many small rivers of the Aruun Jungle. Their druids enchant vines to form large slings that suspend their tiny huts high in the jungle canopy. They live off the fruits of the forest but are also cunning hunters. They are good fishermen and use fleets of delicate canoes to fish and hunt along their rivers.

The jungle elves have mastered the use of poison arrows and have developed several toxic elixirs uniquely effective against orcs. They also carry wide curved fighting knives called *sepi*. Izrador's invaders learned long ago to fear these ugly little blades.

Jungle Elf Racial Traits

- +2 Dexterity, –2 Constitution: Elves are graceful and agile but somewhat slight of build.
- Medium-size: As Medium-size creatures, jungle elves have no special bonuses or penalties due to their size.
- Jungle elf base speed is 30 feet.
- +2 racial bonus on Will saving throws. The jungle elves have learned to survive in the demon-infested Aruun, and they are unusually resistant to enchantments and compulsions.
- Low-light Vision: Jungle elves can see twice as far as a human in starlight, moonlight, torchlight, and similar conditions of poor illumination. They retain the ability to distinguish color and detail under these conditions.
- Proficient with sepi fighting knives; proficient with longbows and short bows (normal and composite). All elves gain proficiency with exotic elven weapons as if they were martial weapons.
- +4 racial bonus on Listen, Search, and Spot checks. Jungle elves are even more attuned to their surroundings than other elves.
- +4 racial bonus on Climb checks when climbing trees. Jungle elves are very much at home in the trees.
- +4 racial bonus on Hide and Move Silently checks in forest, jungle, and woodlands.
- Jungle elves gain Knowledge (nature) and Knowledge (Aruun) as class skills. They gain a +4 racial bonus on Knowledge (nature) and Wilderness Lore checks in forest, jungle, and woodland environments. Even other elves believe the Danisil are half-feral.
- Jungle elves who can cast spells gain 2 extra points of spell energy. Elves have a natural facility with magic.
- Jungle elves with Wisdom scores of 10 or higher may choose any three 0-level spells on the druid spell list. They can cast each of these spells once per day. The three spells must be chosen when the character is created and cannot be changed. These spells are inherent spell-like abilities and can be cast with no cost in spell energy. As a race, the elves have made the arcane a foundation of their culture and now depend on magic in their everyday lives.
- Jungle elves gain a +1 racial bonus on attack rolls when wielding their sepi fighting knives in their unique two-weapon style.
- Automatic Languages: High Elven Pidgin, Jungle Mouth. Bonus Languages: Colonial, Erenlander, Halfling, High Elven, Trader's Tongue.
- Favored Class: Wildlander. A multiclass jungle elf's wildlander class does not count when determining whether he suffers an XP penalty for multiclassing.

Gnomes

The gnomes are a clever and resourceful race. Though it is well known that they share ancient kin with the dwarves, even the Kurgun do not like to claim responsibility for the lineage. Gnomes are barely taller than halflings, with only a slightly stouter build. They are bronze skinned but pale eyed, with jet black hair they keep short as they are constantly in and out of the water.

Gnomish culture and history are characterized by their adaptable nature. Their nimble society first allowed them to move from mountain life to that of the coastal hills of the Ebon Sea. In time, they became adroit seafarers and river runners. With the human invasions, the gnomes quickly adapted and were the first to trade with the newcomers. Their solicitous demeanor and mercenary hearts have allowed the gnomes to readily survive the sudden shifts in the current of their history. Even with conquest by the minions of Izrador, their malleable nature remains true as they adapt quickly to life under the Shadow.

Though the race has been subjugated along with the halflings, gnomes continue to enjoy a sort of freedom. Even the forces of the Shadow need to transport cargo and soldiers, and the river barges of the gnomes suit this purpose well. Various traitor princes and orc warchiefs rule over long stretches of the great rivers of Erenland on the condition that they maintain and protect these transport routes. Under this arrangement, the governors suffer the existence of the gnome barges so long as they move only cargoes for Izrador's minions. The gnomes live almost exclusively aboard their barques and barges and survive off river fish and subsistence barter with human farmers.

On the surface, most other races see the cost of this semi-freedom as the worst kind of enemy collaboration. Beneath the surface, the arrangement has given gnomes the freedom of movement they need to become consummate spies and smugglers. It is their secret trade that keeps weapons, magic, and information flowing among the free races of Eredane.

Gnomes wear loose pants and garish vests marked with the trader seal of their family. Rafters always carry sharp daggers in their belts and use small crossbows to spear pike or to protect their crews from hungry river eels. When they get the odd chance to turn their bows on the occasional orc, the weapons prove both stealthy and lethal.

Gnome Racial Traits

- +4 Charisma, –2 Strength: Gnomes are socially gifted and cunning, but they are smaller and weaker than many other races.
- Small: As Small creatures, gnomes gain a +1 size bonus to Armor Class, a +1 size bonus on attack rolls, and a +4 size bonus on Hide checks, but they must use smaller weapons than Medium-size characters use and their lifting and carrying limits are three-quarters of those of Medium-size characters.
- Gnome base speed is 20 feet. Gnomes add 5 feet to their swim speed when swimming as a move-equivalent action and 10 feet when swimming as a full-round action (see Swim, PHB).
- Gnomes can hold their breath for a number of rounds equal to three times their Constitution score.
- Low-light Vision: Gnomes can see twice as far as a human in starlight, moonlight, torchlight, and similar conditions of poor illumination. They retain the ability to distinguish color and detail under these conditions.
- +1 racial bonus on Fortitude saving throws. While not as tough as dwarves, gnomes are a hardy race.
- +2 racial bonus on saves against spells and spell-like effects: As a race, gnomes are incredibly resistant to magic.
- +2 racial bonus on Profession (boater and sailor), Swim, and Use Rope checks. Gnomes are a culture of river folk.
- +4 racial bonus on Wilderness Lore checks when on rivers.
- +4 racial bonus on Appraise, Bluff, Diplomacy, and Profession checks when made during trading activities.
- +4 racial bonus on Bluff, Forgery, and Gather Information checks when made during smuggling activities.
- +2 racial bonus on Perform checks for singing, storytelling, or playing musical instruments.
- Gnomes gain Knowledge (Eren River Valley) as a class skill.
- Gnomes gain proficiency with gnome exotic weapons as if they were martial weapons.
- Automatic Languages: Trader's Tongue, any other single language, and any one pidgin language. Bonus Languages: Any, except secret languages, Black Tongue, Courtier, or Patrol Sign.
- Favored Class: Rogue. A multiclass gnome's rogue class does not count when determining whether he suffers an XP penalty for multiclassing.

Halflings

Halflings are a race of tiny folk that some believe descended from the Danisil lineage of southern elvenkind. They call themselves the Dunni, or "the people" in their own tongue. They are almost as dark skinned as the Danisil, with the same coarse hair worn in small, intricate braids that mark their tribal membership. Their eyes range from common black to dark brown and green.

Where still free-living, the nomadic tribes dwell on the open plains in large hide tents they share with their extended families. The farming families have almost been wiped out by the advance of the Shadow, but a few groups still remain along the southeastern margins of Erethor. They dwell in cozy sod villages kept alive through their exceptional horticultural skills and the watchful presence of their wogren companions.

Halflings wear durable clothes of leather and fine, intricately woven wool. Sadly, most halflings now live in slavery, captured and forced to work in the occupied cites or military camps of Izrador's armies. The free-living feed on their livestock and crops, while the enthralled survive off what scraps they can scrounge, beg, or steal. The halfling weapon of choice is a short spear with which they protect their flocks, hunt wild boar, and skewer the occasional orc.

Halfling Racial Traits

- +2 Dexterity, –2 Strength: Halflings are notoriously quick and agile, but they are smaller and weaker than most other races.
- Small: As Small creatures, halflings gain a +1 size bonus to Armor Class, a +1 size bonus on attack

rolls, and a +4 size bonus on Hide checks, but they must use smaller weapons than Medium-size characters use and their lifting and carrying limits are three-quarters of those of Medium-size characters.

- Halfling base speed is 20 feet.
- Low-light Vision: Halflings can see twice as far as a human in starlight, moonlight, torchlight, and similar conditions of poor illumination. They retain the ability to distinguish color and detail under these conditions.
- Bonus Feats: Halfling characters can choose Endurance and Toughness, or Magecraft, or Mounted Combat as extra feats at 1st level: Agrarian halflings are renowned for their stamina, nomadic halflings are natural riders, and both cultures demonstrate a unique aptitude for magic.
- +2 racial bonus on Climb, Jump, and Move Silently checks: Halflings are naturally athletic and graceful.
- +1 racial bonus on all saving throws: Halflings have a legendary knack for getting out of trouble.
- +2 morale bonus against fear effects: Curiosity and fearlessness are halfling traits in equal measure.
- +2 racial bonus on Spot and Listen checks: Halflings are gifted with remarkably keen senses.
- Nomadic halflings gain a +2 racial bonus on all Handle Animal and Ride checks and a +2 racial bonus on Wilderness Lore checks in plains and grasslands.
- Agrarian halflings gain a +2 racial bonus on all non-metal and non-wood Craft checks and all Heal checks.
- Halflings with Wisdom scores of 10 or higher may choose any two 0-level spells from the following list: *create water*, *cure minor wounds*, *light*, *mending*, and *purify food and drink*. They can cast each of these two spells once per day. These spells are inherent spell-like abilities and can be cast with no cost in spell energy. Like the elves, halflings have an arcane cultural heritage.
- Halflings gain Knowledge (central Erenland) as a class skill.
- Halflings gain proficiency with halfling exotic weapons as if they were martial weapons.
- Automatic Languages: Colonial Pidgin, Halfling, Orcish Pidgin. Bonus Languages: Colonial, Erenlander, Jungle Mouth, Orcish, Trader's Tongue.
- Favored Class: Channeler. A multiclass halfling's channeler class does not count when determining whether he suffers an XP penalty for multiclassing.

Humans

The humans of Eredane were once a proud and unified people that shared a rich historical legacy born of invasion, war, and grand alliance. Now, the conquest of Izrador has left them a broken and divided people, increasingly suspicious and ignoble. In once-great cities, they live as slaves to the minions of the Shadow and in the wilderness they are savages only one step above animals. Most live in daily fear for their lives and those of their families. Most settlements drive off strangers or kill them outright. They are lorded over by human puppet rulers that conspire with the terrible orc warchiefs and preening legates that back their authority. Every settlement pays tribute to the armies of the Shadow in food, supplies, and slaves, and citizens live in mortal dread of the day orc soldiers will be garrisoned in their town. Humans were not always the weak and hopeless creatures they are today and once prided themselves on their noble ancestry, drawn from the Great Houses of the Dorns and the high castes of the Sarcosan Empire.

Dorns

Those humans descended from the houses of the Old Kings, known commonly as the Northmen, still live in the lands north of the Sea of Pelluria. Those that remain in the environs of their ruined cities live at the will of their orc masters and survive off what subsistence they can grow, poach, or scrounge. Those that choose to run as outlaws on the open plains live dangerously as bandit raiders and must always be on the move.

Dornish people are big, even for humans, with broad shoulders and long limbs. They have pale skin and green or blue eyes. Their hair ranges from gold to red and was once worn long and bound with metal rings, each commemorating a battle in which the individual had fought. Now most Dorns, even many women, shave their heads in shame for their defeat by the forces of Izrador. Dorns once wore painted leather coats, fur boots, and heavy woolen kilts and gowns whose patterns marked their house allegiances. Now they are lucky to have dirty rags in which to wrap their hungry bodies.

The Dornish people once swore fealty to the Old Kings of the Great Houses. The noble clans were fiercely loyal to their lines and bound by family honor codes in behavior and in battle. But with the betrayal of the Night Kings, most Northmen are now loyal only to their own skins and swear fealty only to their stomachs. The shades of their ancestors, which traditional Dorns honor with altars, prayers, and sacrifices, would weep to see what has become of their once-great people.

In the centuries since the Sarcosans came to Eredane the Dorns have become excellent riders, though

they still prefer to fight on foot. Their weapons of choice were heavy claymores and two-handed greatswords, though many chose to carry large battleaxes. Today, orc patrols kill armed humans on sight, so the rare Dorns who go armed use whatever weapons are available.

Dorn Racial Traits

- +2 Strength, –2 Intelligence: Dorns are larger and stronger than most humans. As a people, they value knowledge and craft but ironically are often set in their ways and slow to embrace new ideas.
- Medium-size: As Medium-size creatures, Dornish humans have no special bonuses or penalties due to their size.
- Dorn base speed is 30 feet.
- 1 extra feat at 1st level, chosen from any weapon or armor proficiencies or the fighter's list of bonus feats. Dorns are versatile and dedicated warriors.
- 4 extra skill points at 1st level and 1 extra skill point at each additional level. Dornish humans are flexible and committed to excellence.
- Cold resistance 5: The Northmen are rarely bothered by the cold.
- +1 racial bonus on Fortitude saving throws. The Dorns are a hardy people.
- Dorns gain proficiency with the bastard sword as if it were a martial weapon.
- +1 racial bonus on attack rolls when fighting in groups of five or more Dorns. Dornish pride and valor go hand in hand with brotherhood.
- +1 racial bonus on attack rolls when fighting with bastard swords, greatswords, greataxes, and all spears.
- Dornish humans gain Knowledge (Northlands) as a class skill. They gain a +2 racial bonus on Wilderness Lore checks when in the Northlands.
- Automatic Languages: Erenlander and Norther. Bonus Languages: Colonial, High Elven, Orcish, Orcish Pidgin, and Trader's Tongue.
- Favored Class: Any. When determining whether a multiclass Dorn suffers an XP penalty, his highest-level class does not count.

Sarcosans

The humans of southern Erenland, descended from the Sarcosans, are smaller and much leaner than the big Northmen. They have dark brown skin and black, shiny hair. Their eyes are the deepest brown and set in narrow lids that grant them hard stares when angry and bright smiles when pleased. They paint their skin with herbal salves that bleach intricate, pale designs on their faces, arms, and chests for nothing more than the haunting beauty it creates. They dress in flowing pants and loose robes that offer them both protection from the elements and the freedom they need to ride and fight.

Like the Northmen, the Sarcosans once swore allegiance to noble princes. With the rule of the Shadow, most of these sussars, or sworn riders, have been killed or forced to ride as outlaws. Those that remain are traitors and have become soulless and hollow tyrants under the control of the legates and their orc enforcers.

By the time the forces of Izrador had reached the southern cities of Erenland, the human armies had been crushed and only a few cities resisted. Cambrial and Alvedara were both razed for their refusal to surrender. Sharuun, Hallisport, and several other cities still stand, essentially as they did before the war. As a result, there are still many southern Erenlanders that live in the cities, though their fragile economies and orc garrisons make such a life hard.

Many Erenlanders have reverted to the ways of their ancient Sarcosan ancestors and returned to nomadic, horse-tribe lifestyles. These mobile bands are led by outlaw sussars or their kin. They live in small tent villages that pop-up in the night and are gone by dawn. Every tribe member is as one with her horse and no other cavalry can stand against Sarcosan riders. These nomads are renegades and live off horse meat, wild game, and the spoils of their raids. They are continuously hunted by the minions of the Shadow and must be careful of who they trust.

Sarcosan riders wield lances and wickedly curved scimitars when on horseback. On foot, they prefer their short, hook-bladed swords called cedeku.

Sarcosan Racial Traits

- +2 Charisma, –2 Wisdom: Sarcosans are by nature socially adept and outgoing, but they are an impulsive race and often fail to fully consider the consequences of their actions.
- Medium-size: As Medium-size creatures, Sarcosan humans have no special bonuses or penalties due to their size.
- Sarcosan base speed is 30 feet.
- 1 extra feat at 1st level, because the Sarcosans are quick learners and an unusually diverse culture.
- 4 extra skill points at 1st level and 1 extra skill point at each additional level, since Sarcosan humans are ambitious and capable.
- +1 racial bonus on Reflex saves. The Sarcosans are small but quick.
- +4 racial bonus on Handle Animal and Ride checks when working with horses.
- +1 racial bonus on weapon damage rolls when attacking from horseback.
- Natural Horsemen: Sarcosans do not have to make Ride checks to guide their horses with their knees in combat, and they do not have to make Concentration check to cast spells from horseback (see Mounted Combat, PHB). In addition, all attack penalties for ranged weapon attacks made from horseback are halved. The benefits of this ability stack with those from the Mounted Archery feat.

- +2 racial bonus on Bluff, Diplomacy, and Sense Motive checks: Even the lowliest sheol is adept at everyday social manipulation and petty intrigues.
- Sarcosan humans gain Knowledge (southern Erenland) as a class skill. They gain a +2 racial bonus on Wilderness Lore checks when on the southern plains and a +2 racial bonus on Gather Information and Knowledge checks when in large cities. Southern Erenland is the only region of Eredane that still supports large cities, and the Sarcosans are uniquely at home in urban environments.
- Sarcosans gain proficiency with the cedeku as if it were a martial weapon.
- Automatic Languages: Colonial and Erenlander. Bonus Languages: Courtier, Halfling, Norther, Orcish, Orcish Pidgin, and Trader's Tongue.
- Favored Class: Any. When determining whether a multiclass Sarcosan suffers an XP penalty, his highest-level class does not count.

Erenlanders

For more than 2,000 years, the Northman descendants of the Dorns and the colonial Sarcosans have lived together as two cultures unified by military, commercial, and royal alliance under the single banner of the nation of Erenland. In that time, they have also become kin through friendship and family. From the southern coast of the Pelluria to the shores of the Ardune, the peoples of both races have interbred and intermarried for so long that a new race of true Erenlanders has been born.

These people are a handsome mix of their forebears. Not as large or pale skinned as their Dorn parents nor as slight or dark as their Sarcosan ancestors, their colorations and builds vary widely. They are a transitional people between both Erenland's northern and southern regions as well as its past and future. They are adaptive and quick witted and individually practice the dominant cultural traditions—either Dornish or Sarcosan—of their own local regions.

Erenlander Racial Traits

- Erenlanders gain a +2 bonus on one ability score of the player's choice and suffer a –2 penalty on one other ability score of the player's choice. Erenlanders are the most diverse and versatile race of Eredane and demonstrate a wide range of physical and mental strengths and weaknesses.
- Medium-size: As Medium-size creatures, Erenlander humans have no special bonuses or penalties due to their size.
- Erenlander base speed is 30 feet.
- 2 extra feats at 1st level, because Erenlanders are unrivaled in their ability to learn specialized tasks, and they feature many different talents.
- 8 extra skill points at 1st level and 2 extra skill points at each additional level, since Erenlander humans are adaptive and uniquely competent in their chosen fields.
- 4 bonus ranks in one Craft or Profession skill of the player's choice. This chosen skill is still limited by maximum skill ranks based on level. In the Last Age, life in central Erenland is hard, and men and women must develop useful trades and crafts at a young age simply to survive.
- Erenlander humans gain Knowledge (central Erenland) as a class skill.
- Automatic Language: Erenlander. Bonus Languages: Any (other than secret or restricted languages, such as Druidic or Black Tongue). Erenlanders live in the heartland of Eredane and are exposed to many different cultures and languages.
- Favored Class: Any. When determining whether a multiclass Erenlander suffers an XP penalty, his highest-level class does not count.

Orcs

The orcs are an abominable race created by the black will of Izrador. Though scholars only suspect it and every dwarf would savagely deny it, orcs and the dwarves share a common elder fey lineage. In the prehistory of the Kaladrun Mountains, a large clan of exiled dwarf ancestors was subverted by the Shadow in the North. In the eons that followed, they were corrupted to Izrador's cause and transformed into the foul beings they have become.

Orcs are huge creatures, twice the size of their dwarf ancestors and bigger even than the Dorns. They are heavily muscled, with broad builds and powerful limbs. Their thick hides are tough and range from light stony gray to coal black. Their hair is tawny and manelike, growing over their heads, along their spines, and down their chests to their groins. Their large black eyes are hooded and protected by thick, bony brows. Their jaws are large and strong, with tusklike lower canines. Orcs are impressive creatures and even beautiful in that way only fearsome predators can be.

Orcs are the only race of Aryth whose prayers still reach their god. They are the only race that can still draw on divine magic and whose priestesses are still true clerics rather than just abandoned scholars. Orcs have long been a matriarchal culture and are ruled by their preist-mothers. Each family group, tribe, and clan is guided by a single priestess, each deferring in turn to the higher-ranked priest-mothers at each level. The orc nation as a whole is now ruled by a holy convent of Izrador's high priestesses called the *kurasatch udareen*, "the mother-wives of Izrador."

In the lands of the far north, orcs still live in deep mountain caves and rough-hewn, underground warrens. They consume anything edible, including their own dead, but get most of their food from hunting the surface lands at night or by raiding their dwarven enemies.

Immune to all but the coldest weather, orcs seldom wear more than weapon belts and armor. In conquered Erenland, orcs have taken over human cities, turning large buildings into meeting halls, communal barracks, and storage depots. They feed and resupply from the tribute they demand of their human subjects and relish the occasional meal of human or halfling flesh.

Orc forces are garrisoned in cites throughout Erenland, and orc armies war with the elves in the west and the dwarves in the east. Large orc patrols range across the heartland, subjugating their human thralls and hunting spies, smugglers, and insurgents. In the north, the orcish people are slowly leaving their frozen realm and moving as a race into the more hospitable Northlands and beyond. Families and whole tribes are moving south into the lands once held by the Dorns, acquiring them as the spoils of war promised by Izrador.

Orc warriors take great pride in their fighting prowess and make cuts along their arms for each foe they kill in battle. The cuts form thick scars and feature different shapes for the race of each victim. The arms of warchiefs are usually covered in such marks from hand to shoulder, and at least half the marks are for killing other orcs. Orcs favor large spears they can both throw and use as thrusting weapons. They also carry heavy iron swords with blunt but serrated edges. These weapons are slow but brutal and so heavy that the smaller fey races can hardly lift them.

Orc Racial Traits

- +4 Strength, –2 Intelligence, –2 Charisma: Orcs are large and powerful creatures, but they tend to be dull, crude, and brutish.
- Medium-size: As Medium-size creatures, orcs have no special bonuses or penalties due to their size.
- Orc base speed is 30 feet.
- Darkvision: Orcs can see in the dark up to 60 feet. Darkvision is black and white only, but it is otherwise like normal sight, and orcs can function just fine with no light at all.
- Light sensitivity: Orcs suffer a –1 penalty on attack rolls in bright sunlight or within the radius of a *daylight* spell.
- Night fighting: Orcs gain a +1 bonus on attack rolls when there is no light at all. Orcs are affected as other creatures in conditions of magical darkness.
- Proficient with vardatch. Orcs can gain proficiency with orc exotic weapons as if they were martial weapons.
- Cold resistance 5: Orcs are children of the north and as such have a natural tolerance for cold weather.
- +1 racial bonus to attack rolls when fighting in groups of 10 or more orcs, whether they are enemies or allies: The wild calls and howls of attacking

orcs fill their brethren with a frenzied sort of valor.

- +2 racial bonus to saving throws against spells and spell-like effects: Like their distant cousins, the dwarves, orcs are innately resistant to magic.
- +1 racial bonus on attack rolls against dwarves. Orcs and dwarves are ancient enemies that have fought each other for thousands of years. Orcs long ago developed special tactics for use against their ancient cousins.
- +2 racial bonus on Intimidate and Wilderness Lore checks: Orcs are natural and fearsome predators.
- Orcs gain Knowledge (Northern Marches) as a class skill.
- Automatic Languages: Black Tongue, Old Dwarven Pidgin, High Elven Pidgin, Orcish. Bonus Languages: Any, except secret languages and Courtier.
- Favored Class: Barbarian. A multiclass orc's barbarian class does not count when determining whether he suffers an XP penalty for multiclassing.

Halfbreeds

Though there are inevitable couplings between members of most races, only a few such pairings are capable of producing offspring. Such offspring typically show a natural blending of the characteristics of their parent's kin. Most adopt the culture and ways of the people among whom they live but often still find themselves ostracized because of their heritage.

Dwarrow

The dwarrow are the offspring of gnomes and dwarves. Long ago, such pairings were common, but since the dwarves have become so withdrawn, dwarrow are increasingly rare. Dwarrow appear as stout, uncommonly strong gnomes but tend to lack their even temper and inherent musical grace. As a rule, dwarrow do not have the fortitude to survive life in the mountains. If a dwarrow is unlucky enough to be born there, he is typically sent to the rivers to live with his father's family. Dwarrow are welcomed by rafters for their strong backs and stronger loyalties.

Dwarrow Racial Traits

- +2 Charisma: Dwarrow are nearly as sociable as their gnome parents. They are stronger than gnomes but lack the fortitude of their dwarven parents.
- Small: As Small creatures, dwarrow gain a +1 size bonus to Armor Class, a +1 size bonus on attack rolls, and a +4 size bonus on Hide checks, but they must use smaller weapons than Medium-size characters use and their lifting and carrying limits are three-quarters of those of Medium-size characters.
- Dwarrow base speed is 20 feet. Dwarrow raised among gnomes add 5 feet to their swim speed when swimming as a move-equivalent action and 10 feet when swimming as a full-round action.
- Darkvision: Dwarrow can see in the dark up to 60 feet. Darkvision is black and white only, but it is otherwise like normal sight, and dwarrow can function just fine with no light at all.
- +2 racial bonus on saves against spells and spell-like effects: Like the dwarves, dwarrow are innately resistant to the power of magic.
- +2 racial bonus on saves against poison: Dwarrow are as resistant to poison as their dwarf parents.
- +1 natural armor: Dwarrow are almost as tough as their dwarf parents.
- Dwarf and Gnome Blood: For all special abilities and effects, dwarrow are considered dwarves and gnomes. Dwarrow, for example, can use gnome or dwarf weapons or magic items with racially specific gnome or dwarf powers as if they were gnomes or dwarves.
- Automatic Languages: Clan Dialect, Old Dwarven Pidgin, Orc Pidgin (dwarrow raised among dwarves); Trader's Tongue, any other one language, and any one pidgin chosen from Colonial, Erenlander, Halfling, High Elven, Norther, Old Dwarven, Orcish (dwarrow raised among gnomes). Bonus Languages: Old Dwarven, Orcish, other Clan Dialect, Trader's Tongue (dwarrow raised among dwarves); any, except secret languges, Black Tongue, Courtier, Patrol Sign (dwarrow raised among gnomes).
- Favored Class: Fighter (dwarrow raised among dwarves) or rogue (dwarrow raised among gnomes). A multiclass dwarrow's fighter or rogue class does not count when determining whether he suffers an XP penalty for multiclassing.

Dwarrow raised among dwarves receive the following traits:

- Stonecunning: This ability grants dwarrow a +2 bonus to notice unusual stonework, such as sliding walls, new or unsafe construction, and the like. A dwarrow who comes within 10 feet of unusual stonework can make a check as if actively searching, and a dwarrow can use the Search skill to find stonework traps as a rogue can. A dwarrow can also intuit depth, sensing his approximate depth underground as naturally as a human can sense which way is up.
- +1 dodge bonus to Armor Class against orcs. Orcs are not used to fighting "dwarves" this small.

- Dwarrow gain proficiency with dwarven exotic weapons as if they were martial weapons.
- +2 racial bonus on Appraise and Craft checks that are related to stone or metal items. Dwarrow raised among dwarves are extremely capable and familiar with stonework and metalwork.
- +2 racial bonus on Climb checks: Dwarrow raised among dwarves become accomplished climbers.
- +2 racial bonus on Wilderness Lore checks in mountains and underground: Dwarrow feel at home in the mountains and dwarven holdfasts.
- Dwarrow raised among dwarves gain Knowledge (Kaladrun Mountains) as a class skill.

Dwarrow raised among gnomes receive the following traits:

- Dwarrow can hold their breath for a number of rounds equal to three times their Constitution score.
- +2 racial bonus on Profession (boater and sailor), Swim, and Use Rope checks. Dwarrow raised among the river folk learn to live their lives on the water.
- Dwarrow raised among gnomes gain proficiency with gnome exotic weapons as if they were martial weapons.
- +2 racial bonus on Wilderness Lore checks when on rivers.
- +2 racial bonus on Appraise, Bluff, Diplomacy, and Profession checks when made during trading or merchant activities.
- +2 racial bonus on Bluff, Forgery, and Gather Information checks when made during smuggling activities.
- +2 racial bonus on Perform checks for singing, storytelling, or playing musical instruments.
- Dwarrow raised among gnomes gain Knowledge (Eren River Valley) as a class skill.

Dworgs

Dworgs are perhaps the most unfortunate race in the history of Eredane. These bastard children are the misbegotten fruit of orc raids against the dwarves and are very rare. Those that are not murdered at birth suffer a lifetime of abuse as outcasts from their own kind. Most are killed in fights with their clansmen by the time they reach adulthood. Those that survive are usually banished from the clan and forced to make their way alone.

Many of these unfortunates find their way to the Durgis clan of the Kurgun. This alienated, half-wild clan of surface dwarves has a long reputation of accepting any dwarven outcast from other clans. The kinship dworgs find among the Durgis instills them with a rabid dedication to their adopted clan that few full-blooded dwarves can honestly claim.

Dworgs combine the strength of their orc fathers and the fortitude of their dwarven mothers and the result is the most physically imposing race in all the lands. Dworgs have the build and proportions of their dwarven kin but are almost as tall as humans. They have the wild eyes and heavy skulls of their orc parents as well as their gray skin, manelike hair, and large canines.

If any race hates orcs more than the full-blooded dwarves, it is the dworgs. They blame their orc fathers for their lives as outcasts and seem to take a measure of revenge with every orc they kill. The Durgis sent a host of dworg infantry to fight in what became the Last Battle with Izrador. The dwarven war ballads about that war are the only ones that have ever praised the valor and ferocity of their dworg kin.

Dworg Racial Traits

- +2 Strength, +2 Constitution, –2 Intelligence, –2 Charisma: Dworgs are strong and tough, but their orc heritage makes them dull and brutish.
- Medium-size: As Medium-size creatures, dworgs have no special bonuses or penalties due to their size.
- Dworg base speed is 30 feet.
- Darkvision: Dworgs can see in the dark up to 60 feet. Darkvision is black and white only, but it is otherwise like normal sight, and dworgs can function just fine with no light at all.
- Stonecunning: This ability grants dworgs a +2 bonus to notice unusual stonework, such as sliding walls, new or unsafe construction, and the like. A dworg who comes within 10 feet of unusual stonework can make a check as if actively searching, and a dworg can use the Search skill to find stonework traps as a rogue can. A dworg can also intuit depth, sensing his approximate depth underground as naturally as a human can sense which way is up.
- Minor light sensitivity: Dworgs in bright sunlight or within the radius of a *daylight* spell must make a Fortitude save (DC 15 for sunlight, or the save DC of the spell) or suffer a –1 penalty on attack rolls as long as they remain in the lighted area. Dworgs are not as sensitive to bright light as their orc parents, but they nevertheless function more effectively in the dark.
- +2 racial bonus on all saving throws. Dworgs are a rugged race and learn at an early age to be on the constant lookout for trouble.
- Dworgs who can cast spells gain two fewer points of spell energy than they otherwise would. Their innate resistance to magic means spellcasting is often difficult for dworgs.

Random Height and Weight

Race	Base Height	Height Modifier	Base Weight	Weight Modifier
Dwarf, man	3'10"	+2d4	140 lb.	x (2d6) lb.
Dwarf, woman	3'8"	+2d4	110 lb.	x (2d6) lb.
Dwarf, Kurgun man	4'0"	+2d4	145 lb.	x (2d6) lb.
Dwarf, Kurgun woman	3'10"	+2d4	115 lb.	x (2d6) lb.
Snow elf, man	4'0"	+2d6	75 lb.	x (1d6) lb.
Snow elf, woman	3'10"	+2d6	70 lb.	x (1d6) lb.
Wood elf, man	4'6"	+2d6	85 lb.	x (1d6) lb.
Wood elf, woman	4'4"	+2d6	80 lb.	x (1d6) lb.
Sea elf, man	4'4"	+2d6	70 lb.	x (1d6) lb.
Sea elf, woman	4'2"	+2d6	65 lb.	x (1d6) lb.
Jungle elf, man	3'8"	+2d6	65 lb.	x (1d6) lb.
Jungle elf, woman	3'6"	+2d6	60 lb.	x (1d6) lb.
Gnome, man	3'0"	+2d4	40 lb.	x 1 lb.
Gnome, woman	2'10"	+2d4	35 lb.	x 1 lb.
Halfling, man	2'6"	+2d4	30 lb.	x 1 lb.
Halfling, woman	2'4"	+2d4	25 lb.	x 1 lb.
Human, Dorn man	5'6"	+2d10	140 lb.	x (2d4) lb.
Human, Dorn woman	5'4"	+2d10	105 lb.	x (2d4) lb.
Human, Sarcosan man	4'10"	+2d10	120 lb.	x (2d4) lb.
Human, Sarcosan woman	4'8"	+2d10	85 lb.	x (2d4) lb.
Human, Erenlander man	5'0"	+2d10	130 lb.	x (2d4) lb.
Human, Erenlander woman	4'10"	+2d10	95 lb.	x (2d4) lb.
Orc, man	5'10	+2d8	250 lb.	x (2d6) lb.
Orc, woman	5'8"	+2d8	210 lb.	x (2d6) lb.
Dwarrow, man	3'6"	+2d4	50 lb.	x 1 lb.
Dwarrow, woman	3'4"	+2d4	45 lb.	x 1 lb.
Dworg, man	4'6"	+2d10	140 lb.	x (2d4) lb.
Dworg, woman	4'4"	+2d10	120 lb.	x (2d4) lb.
Elfling, man	3'4"	+2d6	50 lb.	x (1d4) lb.
Elfling, woman	3'2"	+2d6	40 lb.	x (1d4) lb.

- +2 racial bonus on attack rolls against orcs and their kind. Dworgs hate orcs even more than full-blooded dwarves do.
- +2 racial bonus on Wilderness Lore checks when in the mountains. The outcast lot of the dworgs means they are often forced to live off the land.
- Dworgs gain Knowledge (Kaladrun Mountains) as a class skill.
- Dworgs gain proficiency with dwarf exotic weapons as if they were martial weapons. They do not gain any special proficiency with orc exotic weapons.
- Dwarf and Orc Blood: For all special abilities and effects, dworgs are considered dwarves and orcs. Dworgs, for example, can use orc or dwarf weapons or magic items with racially specific orc or dwarf powers as if they were orcs or dwarves.
- Automatic Languages: Clan Dialect, Old Dwarven Pidgin, Orcish Pidgin. Bonus Languages: Old Dwarven, Orcish, other Clan Dialect, Trader's Tongue.
- Favored Class: Barbarian. A multiclass dworg's barbarian class does not count when determining whether he suffers an XP penalty for multiclassing.

Elflings

Pairings between the diminutive Danisil elves and their halfling kin are not uncommon and they sometimes produce offspring the elves call Luiniel, or the "little elfkin." These people look most like smaller versions of the jungle elves, with lighter skin and slighter builds. As a people, they are welcome in the lands of both the halflings and Danisil where they are accepted as if they were of pure blood.

Random Starting Age

Race	Adulthood	Barbarian Rogue	Defender Fighter Wildlander	Channeler
Dwarf	40 years	+4d6	+6d6	+9d6
Dwarrow	40 years	+3d6	+5d6	+7d6
Dworg	20 years	+2d4	+3d6	+4d6
Elf	110 years	+4d6	+6d6	+10d6
Elfling	40 years	+4d6	+6d6	+9d6
Gnome	40 years	+3d6	+5d6	+7d6
Halfling	40 years	+3d6	+5d6	+7d6
Human	15 years	+1d4	+1d6	+2d6
Orc	14 years	+1d4	+1d6	+2d6

Aging Effects

Race	Middle Age	Old	Venerable	Maximum Age
Dwarf	125 years	188 years	250 years	+2d% years
Dwarrow	100 years	150 years	200 years	+2d% years
Dworg	50 years	75 years	100 years	+5d20 years
Elf	175 years	263 years	350 years	+4d% years
Elfling	125 years	188 years	250 years	+3d% years
Gnome	100 years	150 years	200 years	+2d% years
Halfling	100 years	150 years	200 years	+2d% years
Human	35 years	53 years	70 years	+2d20 years
Orc	30 years	45 years	60 years	+2d10 years

Elfling Racial Traits

- +4 Dexterity, –2 Strength, –2 Constitution: Elflings are the most agile and athletic of the younger fey, but they are smaller, weaker, and more delicate than most other races.
- Medium-size: As Medium-size creatures, elflings have no special bonuses or penalties due to their size.
- Elfling base speed is 30 feet.
- Low-light Vision: Elflings can see twice as far as a human in starlight, moonlight, torchlight, and similar conditions of poor illumination. They retain the ability to distinguish color and detail under these conditions.
- +2 racial bonus on Climb, Heal, and Hide checks: Elflings demonstrate many of the same aptitudes as their fey parents.
- +2 racial bonus on Listen, Search, and Spot checks: Elflings enjoy the keen senses of both their halfling and elven parents.
- +1 racial bonus on all saving throws: Elflings share their halfling parent's natural ability to avoid trouble.
- +2 racial bonus on Wilderness Lore checks in the environment in which they were raised, either forest or plains.
- Elflings with Wisdom scores of 10 or higher may choose any two 0-level spells from the following list: *create water*, *cure minor wounds*, *light*, *mending*, and *purify food and drink*. They can cast each of these two spells once per day. These spells are inherent spell-like abilities and can be cast with no cost in spell energy. Like their elf and halfling parents, elflings have a natural facility with magic.
- Elflings gain proficiency with elf or halfling exotic weapons as if they were martial weapons.
- Elf and Halfling Blood: For all special abilities and effects, elflings are considered elves and halflings. Elflings, for example, can use elf or halfling weapons or magic items with racially specific elf or halfling powers as if they were elves or halflings.
- Elflings gain Knowledge (central Erenland) or Knowledge (Aruun) as a class skill.
- Automatic Languages: Halfling, High Elven Pidgin, Jungle Mouth. Bonus Languages: Colonial, Erenlander, Orcish, Trader's Tongue.

- Favored Class: Rogue. A multiclass elfling's rogue class does not count when determining whether she suffers an XP penalty for multiclassing.

Height and Weight

Choose or randomly determine your character's height and weight using the table on page 32. Roll the dice given in the Height Modifier column and add that many inches to your character race's base height. Then roll the dice given in the Weight Modifier column. Add the number you rolled on the Height Modifier column to this number and add that many pounds to your character's weight (see Description, Height and Weight, PHB).

Age

Use the tables on page 33 to determine the lifespan and starting age of your character. Refer to the core rules for the details of aging effects on your character.

Core Classes

The available classes in the MIDNIGHT setting are somewhat different from those presented in the d20 System core rules. Barbarians, fighters, and rogues remain unchanged. All of the remaining core classes have been eliminated and replaced with new classes unique to the world of MIDNIGHT. These classes are presented in full in this section. Note that some spellcasting classes, including bards and rangers, have been eliminated but not replaced. It is easy to create characters that dabble in a bit of magic, however. If you want to play a bard, simply create a rogue character with the Magecraft and Spellcasting feats, then specialize in spells of enchantment and illusion. If you want to play a spellcasting ranger, play a barbarian or wildlander and choose spells appropriate to this role. In MIDNIGHT, spellcasting is not tied to your choice of character class, so you should have unmatched flexibility in developing magic-using character concepts.

The names and game statistics of these classes are designated as **Open Game Content**. The background descriptions are designated as closed content.

Channeler

Magic is a rare and powerful force in the world of MIDNIGHT, and mortals who can wield it are rarer still. Most arcane spellcasters of any accomplishment perished or were corrupted at the end of the Third Age. In the aftermath of the war, there are precious few teachers and mentors who can pass along their lore to a new generation. Those who manage to learn the craft of magic on their own are inevitably hunted down and exterminated by ravenous astiraxes and the dark masters they serve. Only the legates who serve the Shadow in the North wield true divine magic.

People who know and can cast a few useful spells are not completely unknown in Aryth. Usually this is practical magic that aids common folk in their daily lives—spells like *light*, *mending*, and *purify food and drink*. Occasionally, exceptional individuals learn to wield more powerful spells useful in battle, commerce, thievery, diplomacy, or other pursuits. To truly master the art of magic, how-

ever, a person must devote himself to it completely. These rare few are known as channelers.

Adventures: Channelers lead lives of great risk and danger. Their innate power and potential mark them as threats to the Night Kings and their dominion. They are hunted by the ravenous beasts known as astiraxes, foul spirits that possess the bodies of animals and can smell magic on their prey.

Because of these dangers and the superstitions of common folk, channelers often seek secluded places to pursue their studies, experiments, and meditations in isolation. When they venture out, they often quest for rare items of power, lost knowledge, or vengeance against those who persecute their kind.

Characteristics: Channelers devote themselves to the understanding and mastery of magic. Because magic is a force that flows through the world, they often pursue knowledge of nature and other scholarly subjects as well. Most channelers lack the combat abilities of other classes, but their command of magic more than offsets this weakness. While characters of any class can learn to use a few simple spells, channelers are the only ones that do not worship the dark god who become truly accomplished spellcasters.

Alignment: Channelers can be of any alignment, though this trait often follows their choice of magical tradition. Hermetic channelers tend toward law over chaos, charismatic channelers are often just the opposite, and many spiritual channelers are inclined toward balance and neutrality.

Religion: Hermetic and charismatic channelers are rarely religious, unless they are evil characters who serve Izrador and the Night Kings. These channelers recognize that they do not owe their power to any divine agency and that the only spellcasters who do are servants of the Shadow. Spiritual channelers, on the other hand, are often trained in and committed to animistic or religious traditions, usually those that are strongest in their native cultures.

Background: As a persecuted and elite group, channelers are often bound together by a strong bond of fraternity, though this rarely manifests as formal organizations or orders. The dangers faced by channelers make membership in such groups risky at best. Many channelers, however, aid each other when and where they can and do their best to pass on their knowledge and traditions to promising youths.

Races: During the Third Age, humans were the most common channelers within the hermetic tradition. They rigorously pursued the refinement of magic as a craft and science. Magic also plays a strong role in halfling culture, though few truly powerful halfling channelers survive. Elves and elflings, though rare in the aftermath of the Last Battle, are among the most powerful spiritual and charismatic channelers. Dwarf, dwarrow, dworg, and orc channelers are exceptionally rare and almost always follow the spiritual traditions of their people.

Other Classes: Channelers seek to work and associate with members of other classes more often than with other channelers. Fighters, barbarians, and defenders offer needed protection in close combat, while rogues and wildlanders are useful for gathering information and scouting out potential dangers. Some channelers look down on members of other classes who dabble in magic without truly committing themselves to its mastery.

Game Rule Information

Channelers have the following game statistics.

Abilities: A channeler's most important ability is determined by his choice of magical tradition. Hermetic channelers need Intelligence to cast their spells effectively, while spiritual and charismatic channelers require good scores in Wisdom and Charisma, respectively. A high Constitution helps a channeler withstand the exertion of spellcasting. A good Dexterity is very useful for lightly armored channelers.

Alignment: Any.
Hit Die: d6.
Starting Gold: 3d4x10.

Class Skills

The channeler's class skills (and the key ability for each skill) are Alchemy (Int), Animal Empathy (Cha, exclusive skill), Bluff (Cha), Concentration (Con), Craft (Int), Diplomacy (Cha), Handle Animal (Cha), Heal (Wis), Intimidate (Cha), Knowledge (all skills taken individually) (Int), Profession (Wis), Scry (Int, exclusive skill), Sense Motive (Wis), Spellcraft (Int), and Wilderness Lore (Wis).

Skill Points at 1st Level: (6 + Int modifier) x 4.
Skill Points at Each Additional Level: 6 + Int modifier.

Class Features

All the following are features of the channeler.

Weapon and Armor Proficiency: Channelers are skilled with the club, dagger, heavy crossbow, light crossbow, and quarterstaff. Channelers are not proficient with any type of armor or with shields. Armor of any type exposes a channeler to the risk of spell failure (see page 75). Note that armor check penalties for armor heavier than leather apply to the skills Balance, Climb, Escape Artist, Hide, Jump, Move Silently, Pick Pocket, and Tumble. Also, Swim checks suffer a –1 penalty for every 5 pounds of armor and equipment carried.

Magecraft: The channeler gains the Magecraft feat for free at 1st level.

Bonus Schools: At 1st level, the channeler can learn and cast Universal and Transmutation spells, as well as spells from one other school. The channeler

Lorebook Checks

DC	Type of Knowledge	Examples
10	Common, known by at least a substantial minority of the local population	A legend about a spirit that haunts the nearby forest; the local lord's tax collection schedule, or what other burdens he places on the people.
20	Uncommon but available, known by only a few people in the area.	Legends of a lost city sunk in a nearby swamp; the fact that the town's healer also brews potions; identify a minor or medium magic item.
25	Obscure, known by few, hard to come by.	The fact that the town's healer is an insurgent; that the town was once the site of a mass destruction of the Fell; identify a major magic item.
30	Extremely obscure, known by very few, possibly forgotten by most who once knew it, possibly known only by those who don't understand the significance of the knowledge.	That the elves refer to the town's orchard as *elluinel*.

gains a bonus school at 4th level and every four levels after that (8th, 12th, 16th, and 20th). The channeler gains the Spellcasting feat for each of his chosen schools, along with all the benefits that confers.

Bonus Spells: A channeler begins play knowing five 0-level spells from his starting schools and three 1st-level spells of the player's choice (he may also know spells from other schools for which he has taken the Spellcasting feat). Each time the character achieves a new channeler level, he gains two new spells of any school and level he can cast (according to his new level). A channeler can learn additional spells according to the normal rules for learning spells (see Chapter 2).

Art of Magic: A channeler devotes himself to mastering the art of tapping into and harnessing the flow of magic as efficiently as possible. This allows the channeler to cast spells with less cost to his physical strength and vitality. A channeler has an amount of spell energy equal to his spellcasting ability modifier plus his class level. Note that this includes the spell energy gained from the Magecraft feat.

In addition, the channeler must expend less of his energy to learn new spells. The channeler pays 10% less XP to learn a new spell regardless of the method he is using. This reduction increases by an additional 10% at 5th level and every five levels thereafter (10th, 15th, and 20th).

Finally, a character with more channeler levels than levels in other classes adds +1 to his character level for determining the highest level spells he can cast. Thus, a 1st-level channeler can cast 1st-level spells, a 3rd-level channeler can cast 2nd-level spells, and so on. Likewise, a 2nd-level channeler/1st-level rogue can cast 3rd-level spells, but a 1st-level channeler/2nd-level rogue can only cast 1st-level spells.

Channeler Gift: Each channeler is gifted with a special ability, depending on his tradition. Each ability makes use of the channeler's strongest attributes and improves as he gains levels.

Lorebook: Hermetic channelers are gifted with a book of lore. This book is usually given to them by a teacher or protector, but sometimes the basic information that the book contains is written or expanded by the channeler himself over the course of his travels and research. In any case, the lorebook is a valuable tool, especially to adventuring channelers, who can often find some useful bit of information within. Lorebooks are filled with forgotten trivia, esoteric facts, lost lore, and dubious knowledge that are often pertinent to the situation at hand.

To use a lorebook, the channeler must make a lorebook check with a bonus equal to his class level plus his Intelligence modifier. This is a full-round action. If successful, he gains some useful bit of knowledge or insight from his book. Lorebooks contain information on history, people, places, and legends. The channeler may not take 10 or take 20 on this check, since the information may simply not be available in the book. Retries are also not possible. The DM should determine the DC of the check by using the table above as a guide.

A channeler can choose almost anything to be his lorebook, as long as it is conducive to some sort of writing. A typical lorebook is a leather-bound volume with 100 heavy parchment pages and quickly fills up with

The Channeler

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1	+0	+0	+0	+2	Magecraft, bonus school, bonus spells, art of magic, channeler gift
2	+1	+0	+0	+3	Summon familiar
3	+2	+1	+1	+3	
4	+3	+1	+1	+4	Bonus school
5	+3	+1	+1	+4	Bonus feat, art of magic
6	+4	+2	+2	+5	
7	+5	+2	+2	+5	
8	+6/+1	+2	+2	+6	Bonus school
9	+6/+1	+3	+3	+6	Bonus feat
10	+7/+2	+3	+3	+7	Art of magic
11	+8/+3	+3	+3	+7	
12	+9/+4	+4	+4	+8	Bonus school
13	+9/+4	+4	+4	+8	Bonus feat
14	+10/+5	+4	+4	+9	
15	+11/+6/+1	+5	+5	+9	Art of magic
16	+12/+7/+2	+5	+5	+10	Bonus school
17	+12/+7/+2	+5	+5	+10	Bonus feat
18	+13/+8/+3	+6	+6	+11	
19	+14/+9/+4	+6	+6	+11	
20	+15/+10/+5	+6	+6	+12	Bonus school, art of magic

notes, copied passages from books, sketches, maps, and reproductions. Many lorebooks have metal corner caps, clasps and locks, and other reinforcements or protections to help ward off mishap and deliberate damage. The lorebook gets filled with a number of pages each level equal to the channeler's Intelligence modifier x 5.

If a channeler loses his lorebook, he must attempt to rebuild it. This is a long, painstaking process that taxes the channeler's memory and mental fortitude. The channeler must make an Intelligence check (DC 15) each day to make progress, and each successful check allows the channeler to recall and transcribe a number of pages equal to his Intelligence modifier.

Master of Two Worlds: Spiritual channelers are gifted with the ability to command animals, plants, and spirits. Good and neutral channelers have the supernatural ability to rebuke animals, sentient plants, and outsiders. This works just like an evil cleric's ability to rebuke and command undead in the d20 System core rules, but it affects only animals, sentient plants, and outsiders. Evil channelers gain the ability to turn animals, plants, and outsiders as a good cleric turns undead. Double an outsider's HD for the purposes of resolving turning and rebuking checks against it.

A channeler may use master of two worlds a number of times per day equal to three plus his Charisma modifier.

Force of Personality: Charismatic channelers are able to affect the actions of others by instilling in them a sense of courage, fear, or confidence. They do this by exerting their own force of personality on those around them by cajoling, insulting, and otherwise interacting with friends and foes alike. Activating this ability is a standard action for the channeler and lasts as long as he concentrates on the effect, up to three rounds plus one round per class level. While using this ability, the channeler may only take move-equivalent actions and must be able to speak clearly.

In order to use this ability, the channeler must decide what effect he wants to produce and then make a level check modified by his Charisma modifier (1d20 + channeler level + Charisma modifier). The following table presents various possible effects and the DC for each. To be affected, a creature must be able to both hear and see the channeler. If the channeler fails this check, he may not use that particular ability again for the duration of the encounter.

Summon Familiar: A channeler can obtain a familiar. Doing so takes a day and uses up magical materials that cost 10 gp. A familiar is a magical, unusually tough, and intelligent version of a small animal. The creature serves as a companion and servant to the channeler. Familiars follow all of the rules described in the core rules. Note that a toad familiar provides a bonus of

Force of Personality

Ability	DC	Effect
Inspire Courage	10	The channeler's allies gain a +2 morale bonus to saving throws against charm and fear effects, and a +1 morale bonus to all attack and weapon damage rolls. This effect is a supernatural, mind-affecting ability.
Instill Doubt	10	All hostile creatures suffer a –1 morale penalty to attack and damage rolls.
Inspire Competence	15	A single creature chosen by the channeler gains a +2 competence bonus to the next skill or ability check it makes. If more than two minutes pass before a check is made, this bonus disappears.
Countercharm	var	The channeler may attempt to counter any mind-affecting spell or effect that is currently affecting his allies. While the countercharm is in effect, the channeler may attempt to dispel any mind-affecting effect on one ally per round. He may only attempt this once per ally per encounter. If the result of the channeler's level check would beat the save DC of the targeted effect, it is immediately dispelled.
Intimidate Foes	20	Any creature attempting to attack the channeler while this ability is in effect must make a Will save (DC 10 + half channeler's class level + Cha modifier) or lose its action.
Inspire Greatness	25	Up to one creature for every three channeler levels gains +2d10 temporary hit points, a +2 competence bonus to all attack rolls, and a +1 competence bonus on Fortitude saves.

+3 hit points rather than a +2 bonus to Constitution.

Bonus Feats: The channeler gains a bonus feat at 5th, 9th, 13th, and 17th level. The feat chosen must be either an item creation or metamagic feat.

Defender

Heroes are hard to come by in the lands of Eredane and beyond. The oppressive reign of the Night Kings and their dark god have sapped the will of the people of these lands, who now seem content to scrape out what lives they can under control of Izrador's forces. But from among these beaten people come men and women of great strength and character. They have vowed to fight the Shadow and his forces until their dying breaths. These adventurous and liberated spirits are known as defenders.

Defenders know that to openly defy the Night Kings is to bring death to themselves and all who know them. They also know that they must rally the spirits of their people if there is ever hope of triumphing over him. To this end, they train their bodies to be weapons and learn martial techniques with simple tools in order to hide their nature from the soldiers of the Night Kings. Defenders are legendary for their toughness of both mind and body, and their ability to defeat more heavily armed foes does indeed give hope to the downtrodden and oppressed.

Adventures: Defenders often travel far to achieve their goals, but their hearts are always with the people of their homelands. They may leave their homes to train with other defenders or to pass along the knowledge that they have gained. They sometimes act as guards to important caravans or underground leaders who work to undermine the Night Kings' control.

Characteristics: The defender's greatest ability is to fight with no weapons or armor, or those that do not appear to be instruments of war. Defenders learn to use their arms and legs to damage and incapacitate their foes with blinding speed. They have trained their bodies, minds, and spirits, and they can effectively strike even the most heavily armored of opponents.

Alignment: Defenders would once have been thought lawful protectors of their homelands, but no more. Now they must fight on their own terms, often circumventing local laws that give advantage to the forces of the Night Kings. Thus, they are often chaotic or neutral in personality. Most defenders are good, as they see themselves as the protectors of those who are unable to protect themselves. Sometimes defenders are forced to use methods that skirt the edges of morality, so they may be neutral. Only rarely would those of evil intent devote themselves to the protection of others, but defenders are not unknown among evil societies.

Sample Defender Code

Codes such as this are prevalent among defenders. Though many such codes are merely statements of how a defender would choose to live his life, each defender takes his code very seriously and will often recite it as he fights to his death.

- You shall never use your abilities to harm the innocent.
- You shall fight the Night Kings wherever they hold sway.
- You shall be the last to leave a battle.
- You shall endeavor to give others happiness even when you are not happy.
- You shall die in service to your home.

Background: Defenders come from all walks of life, sometimes peasants who feel they have nothing to give but their bodies to aid their friends and family, other times the descendants of noble men who feel compelled to protect those that their forefathers could not. Candidates are sometimes approached by existing defenders who understand the necessity of passing on the knowledge and training that they have gained. Often a child will be impressed by the actions of a defender and in adulthood seek to emulate the hero of his youth. The defenders are always taught a strict code of honor that governs their actions and philosophy, though there are many codes of this nature.

Races: Almost all defenders are human, as they can blend in to local communities without drawing the attention of the local authorities. Elves on the run and free dworgs also often take up the defender's arts, hoping to be able to fight the dark god without calling attention to themselves.

Other Classes: Defenders prefer to work alone or in small groups to avoid drawing attention. They find it easiest to work with rogues, although sometimes their vocations work at cross-purposes. They respect wildlanders for their stealth and combat abilities and can understand a channeler's need for secrecy. They believe fighters are just asking for trouble with their heavy weapons and armor.

Game Rule Information

Defenders have the following game statistics.

Abilities: Dexterity is important for defenders because they usually wear light or no armor and because many of their important skills are based on it. Strength helps defenders strike their foes in combat and deal enough damage to end fights quickly. A high Intelligence grants additional skill points for the defender to use with his large array of skill choices.

Alignment: Any.
Hit Die: d8.
Starting Gold: 5d4 gp.

Class Skills

The defender's class skills (and the key ability for each skill) are Balance (Dex), Bluff (Cha), Climb (Str), Craft (Int), Escape Artist (Dex), Hide (Dex), Jump (Str), Listen (Dex), Move Silently (Dex), Profession (Wis), Sense Motive (Wis), Swim (Str), and Tumble (Dex).

Skill Points at First Level: (4 + Int modifier) x 4.
Skill Points at Each Additional Level: 4 + Int modifier.

Class Features

All of the following are class features of the defender.

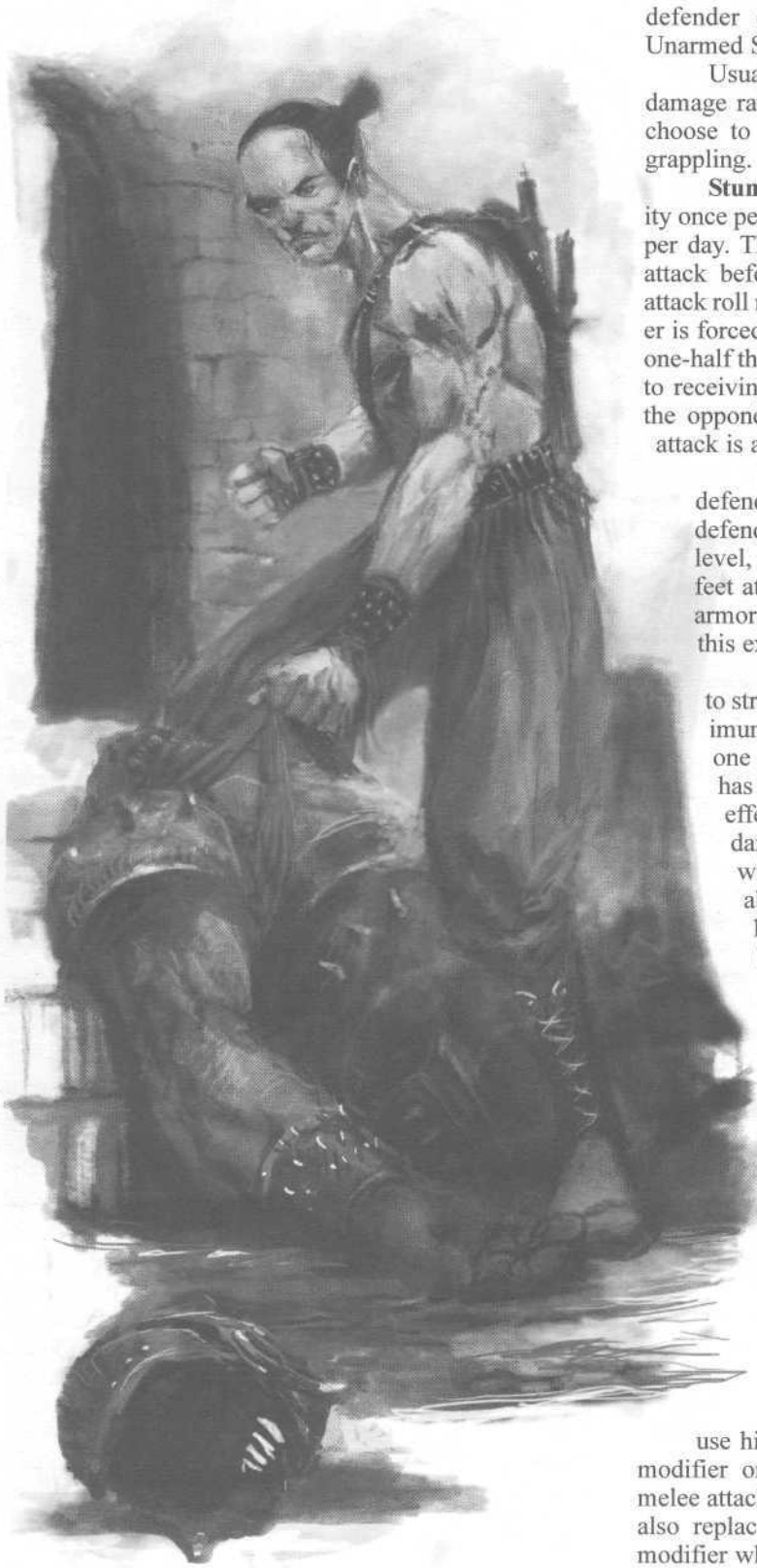
Weapon and Armor Proficiency: A defender is proficient with a variety of traditional weapons that would not be seen as a threat by the Shadow's minions. Many of these weapons have evolved from the simple tools of peasants and craftsmen. This list includes the club, dagger, light hammer, light pick, quarterstaff, sickle, throwing axe, sling, and great sling.

A defender using any of these weapons in melee may use his defender abilities with these weapons, as appropriate for individual abilities.

Defenders are not proficient with armor or shields, but their training teaches them to avoid potentially deadly blows, sometimes even before they realize the attacks are coming. This awareness grants the defender an AC bonus, which increases with his level. The defender retains this bonus even in times where he would lose his Dex bonus to AC.

The defender loses many of his special abilities if he ever dons armor, since they require a total freedom of movement that even the lightest armor prohibits. These abilities include his AC bonus, his defender abilities, and his increased speed. Note that armor check penalties for armor heavier than leather apply to the skills Balance, Climb, Escape Artist, Hide, Jump, Move Silently, Pick Pocket, and Tumble. Also, Swim checks suffer a –1 penalty for every five pounds of equipment carried.

Unarmed Strike: A defender gains advantages over other characters when fighting unarmed. A defender deals 1d6 points of damage with a successful unarmed attack (1d4 points of damage for Small defenders and 1d8 points of damage for Large defenders). A defender also gains the benefits of the Improved Unarmed Strike feat when attacking unarmed.



Usually, a defender's unarmed strikes deal normal damage rather than subdual damage. However, he can choose to deal his damage as subdual damage when grappling.

Stunning Attack: The defender can use this ability once per round, but no more than once per class level per day. The defender must declare he is using a stun attack before making the attack roll (thus, a missed attack roll ruins the attempt). A foe struck by the defender is forced to make a Fortitude saving throw (DC 10 + one-half the defender's level + Str modifier). In addition to receiving normal damage, if the saving throw fails, the opponent is stunned for one round. The stunning attack is a supernatural ability.

Fast Movement: At 4th level and higher, a defender moves faster than normal for his race. The defender's speed is increased by 10 feet at 4th level, another 10 feet at 10th level, and another 10 feet at 16th level. A defender in armor (even light armor) or carrying a medium or heavy load loses this extra speed.

Precise Strike: Defenders learn where best to strike heavily armored opponents to cause maximum damage. At 6th level, the defender ignores one point of armor bonus to AC (if his opponent has no armor or natural armor bonus, this has no effect) and he can deal damage to creatures with damage reduction as if the blow were made with a +1 weapon. At each new level of this ability, these benefits increase by one point (at 12th level, he ignores two points of armor bonus and strikes as a +2 weapon, etc.).

Masterful Strike: At 7th level, a defender deals extra damage on a successful unarmed strike or a melee attack with a weapon with which defenders are proficient. This extra damage is +1d6 at 7th level, and it increases to +2d6 at 13th level and +3d6 at 19th level.

Defender Ability: At 2nd level and every three levels thereafter (5th, 8th, 11th, etc.), a defender may choose one ability from the following list. The defender cannot use any of these abilities except incredible resilience while wielding a weapon with which defenders are not normally proficient.

Combat Mastery: The defender can use his Wisdom modifier in place of his Strength modifier on damage rolls with unarmed strikes and melee attacks with defender weapons. The defender can also replace his Strength modifier with his Wisdom modifier when using any of the defender class abilities.

The Defender

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	AC Bonus
1	+1	+0	+2	+0	Unarmed Strike, stunning attack	+1
2	+2	+0	+3	+0	Defender ability	+1
3	+3	+1	+3	+1		+2
4	+4	+1	+4	+1	Fast movement +10 ft.	+2
5	+5	+1	+4	+1	Defender ability	+3
6	+6/+1	+2	+5	+2	Precise strike I	+3
7	+7/+2	+2	+5	+2	Masterful strike +1d6	+4
8	+8/+3	+2	+6	+2	Defender ability	+4
9	+9/+4	+3	+6	+3		+5
10	+10/+5	+3	+7	+3	Fast movement +20 ft.	+5
11	+11/+6/+1	+3	+7	+3	Defender ability	+6
12	+12/+7/+2	+4	+8	+4	Precise strike II	+6
13	+13/+8/+3	+4	+9	+4	Masterful strike +2d6	+7
14	+14/+9/+4	+4	+9	+4	Defender ability	+7
15	+15/+10/+5	+5	+10	+5		+8
16	+16/+11/+6/+1	+5	+10	+5	Fast movement +30 ft.	+8
17	+17/+12/+7/+2	+5	+11	+5	Defender ability	+9
18	+18/+13/+8/+3	+6	+11	+6	Precise strike III	+9
19	+19/+14/+9/+4	+6	+12	+6	Masterful strike +3d6	+10
20	+20/+15/+10/+5	+6	+12	+6	Defender ability	+10

For example, the defender could use his Wisdom modifier to determine the save DC for his stunning attacks or to modify his grapple checks. If the defender is fighting with two weapons, his full Wisdom bonus is applied to damage rolls for both his primary and off-hand attacks. However, if the defender is attacking with a two-handed weapon, his Wisdom modifier to damage rolls is not multiplied by 1.5.

Counterattack: If an opponent to whom the defender has assigned his bonus to AC from the Dodge feat misses the defender, the opponent must immediately make a Reflex save (DC 10 + half the defender's level + Dex modifier). If the save fails, the opponent is off-balance and the defender may immediately make a normal unarmed strike against the opponent as an attack of opportunity. The defender cannot use any other attack action, such as a grapple, or a defender ability in conjunction with this free attack. If the defender has the improved dodge ability (see below), he cannot use this ability unless he assigned his dodge bonus to a single attacker. The defender must have the Dodge feat to take this ability.

Cover Ally: The defender can elect to cover any creature within 5 feet. Doing so is a free action and lasts until the defender's next turn or until the defender and his chosen ally move more than 5 feet from one another. While covering, the defender suffers all attacks of opportunity provoked by the creature he is covering, as he dives into the path of oncoming attacks.

Debilitating Strike: When the defender uses a stunning attack, he may opt to blind or deafen his opponent for a number of rounds equal to his Strength modifier instead of the normal stunning effect. He still causes his unarmed attack damage as normal.

Defensive Mastery: Defenders train rigorously to improve the natural defenses of their bodies, minds, and spirits. This ability grants the defender a +1 bonus to all saving throws.

Devastating Strike: When the defender uses a stunning attack, he may elect to also knock the targeted creature back 5 feet for every 5 points of damage dealt by the attack.

Flurry Attack: This ability reduces the penalty for fighting with two weapons (or with both ends of a double weapon, such as the quarterstaff) by 1. This benefit stacks with feats such as Ambidexterity and Two-Weapon Fighting and with any ability that stacks with those feats.

Grappling Disarm: When grappling a target, the defender may disarm the target with a successful grapple check.

Hammer Throw: When grappling a target, the defender may throw the target up to 15 feet in any direction with a successful grapple check. The target auto-

matically lands prone and suffers 1d6 points of damage. If the defender throws the target into another creature, that creature must make a Reflex save (DC 10 + defender's Dex modifier) or fall prone as well.

Improved Dodge: This ability increases the dodge bonus to AC granted by the Dodge feat to +2. Alternatively, the defender may gain his +1 dodge bonus against attacks from all opponents threatening him at the beginning of his action. The defender must have the Dodge feat to take this ability.

Incredible Resilience: The defender can use a free action to give himself damage reduction equal to his Constitution modifier until his next turn. This damage reduction stacks with that from racial abilities, heroic path abilities, and class abilities, but not with damage reduction from spells or magic items. This counts as one of his uses of stunning attack for the day.

Masterful Shot: The defender deals extra damage on a successful ranged attack with a thrown weapon or projectile weapon with which defenders are proficient. The extra damage is the same as the extra damage the defender gains from the masterful strike ability at his level. A masterful shot requires precision, and a defender does not deal extra damage on ranged attacks beyond 30 feet.

Rapid Strike: This ability allows a defender to take one extra attack or move-equivalent action on his turn, either before or after his regular actions. The defender can use rapid strike a number of times per day equal to his class level.

Retaliatory Strike: The defender can take an attack of opportunity against any foe within his threatened area that strikes one of the defender's allies. The defender must choose one ally each round that he so protects. Doing so is a free action.

Strike and Hold: Any time the defender hits an opponent with an unarmed melee attack, he deals normal damage and may attempt to start a grapple as a free action without provoking an attack of opportunity. The opponent's size category must be equal to or less than that of the defender. No touch attack is necessary to initiate the grapple when using this ability.

Weapon Trap: An unarmed defender can assume a defensive posture that allows him to intercept attacks before they reach him. To do so, he makes an unarmed attack roll opposed by the target's attack roll. If the defender wins, he has grabbed onto the target's weapon. This immediately ends the target's attack unless the target releases his weapon, has a weapon in his off hand, can draw another using the Quickdraw feat, or has more than one natural attack. If the weapon being trapped is the same size category as the defender or smaller, it requires only one hand to use this maneuver. Weapons one size category larger than the defender require the use of two hands, and larger weapons may not be stopped with this maneuver. A defender can catch two weapons with this ability, as long as both weapons are used to attack in the same round and neither is larger than the defender. Note that catching a sword or similar slashing weapon causes normal damage, unless the defender can use two hands to trap the weapon.

Once the defender has a weapon trapped, he has several options.

- He can attempt to disarm his opponent with a successful opposed attack roll.
- He can automatically deal his unarmed damage to the weapon.
- He can make a single unarmed strike against his opponent, who loses his Dex bonus to AC against the attack.

Once the defender has resolved one of these actions, the weapon is released.

Legate

When the gods defeated Izrador, they severed his body and spirit, trapping each on separate planes of existence. As Izrador's spirit sank into its prison, the dark god defied the other gods one last time by corrupting the magic that kept him from his physical form, thus cloaking the world of Aryth in what historians and sages now call the veil. One effect of this action was the detachment of clerics from the powers of their faith. Just as Izrador was unable to ascend back into the godly realms, the gods themselves were unable to channel power through their followers as once they had. This left the world of Aryth a godless place—save one.

Izrador found that he could still wield his full divine power through his followers, even if his prison did restrict his own ability to act. Knowing then that his true hope lay in the hands of his followers, he commanded those that served him to find new servants from across the land. In the aftermath of the Last Battle, they built a great tower in which children were taught the ways of Izrador to become a new generation of unholy clerics and warriors in his name. Soon, as the wars spread and Izrador's forces needed more and more aid, the breeding programs were stepped up. Newborns stolen from across the land began to appear at the tower known as Theros Obsidia, where they were trained to serve the Shadow in the North. These, the dark god's most faithful servants, are now known as legates.

Adventures: Legates are used in a variety of ways by the Night Kings and Izrador himself, although as time passes they are contriving more and more of their own goals, separate from their powerful masters. They scour the land, searching for sources of magic that could be used to fuel the dark lord's escape from his bonds. They are also used as hunters, along with their astirax companions, to root out sources of magic not under Izrador's control. Their task is simple: recruit or kill any spellcaster who does not pledge his soul to the Shadow in the North.

Characteristics: Legates are the only true wielders of divine magic left on Aryth. They hold the power of life and death in their hands, and as such are the most

feared minions of the dark god. Legates can command the undead that stalk the world, whose spirits are unable to cross over to the next realm. And although these abilities are great, legates also train with sword and shield to better ensure the success of their missions.

Alignment: Legates are bred for evil. Their training and indoctrination into the ways of the dark lord leave them emotionally scarred, twisted people. Some have the strength of personality to fight these lessons, but none ever achieve anything but moral neutrality. They tend toward lawful personalities, as their masters give them very little freedom and autonomy. Those legates operating far away from Theros Obsidia are more apt to follow their own rules in pursuit of their goals, but even these can be recalled if tales of their independence travel too far back to their leaders.

Background: Legates typically hail from one of two different backgrounds. Some legates are descended from followers of Izrador who submit themselves to the dark god's breeding programs. These tend to be the most loyal and evil members of the church, and they also tend toward great decadence as they are given positions close to the Shadow's realm. Other legates were stolen from their homes as small children and indoctrinated into the ways of the Shadow, or came to Theros Obsidia following their own dark call. They are second-class priests as far as the born legates are concerned and always draw the most dangerous assignments. These legates are less loyal and usually have agendas of their own that they try to advance while performing their duties.

Races: Legates are primarily human, although the rare orc or dworg may be accepted into the order if he shows great potential. No other race is allowed to serve the dark god in the Order of Shadow.

Other Classes: Most legates travel with a bodyguard comprised of warriors or fighters. They may also employ rogues and evil wildlanders to gather information or act as guides when they enter unfamiliar lands. They hunt and execute magic-users of all kinds, and defenders are their natural enemies as well.

Game Rule Information

Legates have the following game statistics.

Abilities: Wisdom determines how powerful a spell a legate can cast, how many spells the legate can cast per day, and how hard those spells are to resist. To cast a spell, a legate must have a Wisdom score of 10 + the spell's level. A legate gets bonus spells based on Wisdom. The Difficulty Class of a saving throw against a legate's spell is 10 + the spell's level + the legate's Wisdom modifier. Constitution and Charisma are also both very important to a legate, allowing him to survive long battles against powerful foes and to better command undead to aid him in his tasks.

Alignment: Since Izrador is neutral evil, a legate must be either chaotic evil, lawful evil, or neutral evil. On rare occasions, Izrador will allow a neutral legate to live but only if his service is beyond all others.

Hit Die: d8.

Starting Gold: 5d4x10.

Class Skills

The legate's class skills (and the key ability for each skill) are Concentration (Con), Craft (Int), Diplomacy (Cha), Handle Animal (Cha), Heal (Wis), Intimidate (Cha), Knowledge (arcana) (Int), Knowledge (religion) (Int), Profession (Wis), Scry (Int, exclusive skill), and Spellcraft (Int).

The Legate

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1	+0	+2	+0	+2	Rebuke undead
2	+1	+3	+0	+3	Astirax companion
3	+2	+3	+1	+3	
4	+3	+4	+1	+4	
5	+3	+4	+1	+4	
6	+4	+5	+2	+5	
7	+5	+5	+2	+5	
8	+6/+1	+6	+2	+6	
9	+6/+1	+6	+3	+6	
10	+7/+2	+7	+3	+7	
11	+8/+3	+7	+3	+7	
12	+9/+4	+8	+4	+8	
13	+9/+4	+8	+4	+8	
14	+10/+5	+9	+4	+9	
15	+11/+6/+1	+9	+5	+9	
16	+12/+7/+2	+10	+5	+10	
17	+12/+7/+2	+10	+5	+10	
18	+13/+8/+3	+11	+6	+11	
19	+14/+9/+4	+11	+6	+11	
20	+15/+10/+5	+12	+6	+12	

Skill Points at First Level: (2 + Int modifier) x 4.
Skill Points at Each Additional Level: 2 + Int modifier.

Class Features

All the following are class features of the legate.

Weapon and Armor Proficiency: Legates are proficient with all simple weapons. Legates are proficient with all types of armor (light, medium, and heavy) and with shields. Izrador's favored weapon is the longsword. Note that armor check penalties for armor heavier than leather apply to the skills Balance, Climb, Escape Artist, Hide, Jump, Move Silently, Pick Pocket, and Tumble. Also, Swim checks suffer a –1 penalty for every five pounds of equipment carried.

Rebuke Undead (Su): A legate has the supernatural ability to rebuke and command undead that are within his presence. To do this, he makes a normal turning check as described in the PHB (Chapter 8, Turn and Rebuke Undead). A legate may rebuke undead a number of times per day equal to three plus his Charisma modifier. The legate may take the Extra Turning feat in order to increase the number of times per day he may use this ability.

Astirax Companion (Ex): Each legate is assigned an astirax that acts as his companion, helping him to seek out those who would carry and use magic against the decree of the Shadow. The astirax gains extra HD as the legate gains levels, gaining one HD at 4th, 8th, 12th, 16th, and 20th levels. A legate's astirax companion can usually be found inhabiting an animal when it is accompanying its master. In addition to standard animals found in the MM, several powerful types of animal are bred specifically for this purpose and are trained to follow the commands of a legate even when they are not possessed.

Spells: A legate casts divine spells granted by the dark god Izrador, as shown in the following table. A legate may prepare and cast any spell on the legate spell list, provided he can cast spells of that level. This list is the same as the cleric spell list presented in the core rules. The Difficulty Class to resist a legate's spell is 10 + the spell's level + the legate's Wisdom modifier.

Legates must prepare their spells each day, meditating and incanting to the dark lord for one hour at midnight. Failure to do so results in the legate not being able to prepare spells until the following night. When the legate prepares his spells, he also gains access to one domain spell per spell level, starting at 1st level. These spells must be selected from two of the following domains, chosen at the time of the character's creation: Death, Destruction, Evil, Magic, and War.

Domains and Domain Spells: Legates all derive their power from Izrador, the Shadow in the North. Izrador grants access to the Death, Destruction, Evil,

Legate Spells per Day

	Spells Per Day								
Level	**0**	**1**	**2**	**3**	**4**	**5**	**6**	**7**	**8**	**9**
1	3	1+1	—	—	—	—	—	—	—	—
2	4	2+1	—	—	—	—	—	—	—	—
3	4	2+1	1+1	—	—	—	—	—	—	—
4	5	3+1	2+1	—	—	—	—	—	—	—
5	5	3+1	2+1	1+1	—	—	—	—	—	—
6	5	3+1	3+1	2+1	—	—	—	—	—	—
7	6	4+1	3+1	2+1	1+1	—	—	—	—	—
8	6	4+1	3+1	3+1	2+1	—	—	—	—	—
9	6	4+1	4+1	3+1	2+1	1+1	—	—	—	—
10	6	4+1	4+1	3+1	3+1	2+1	—	—	—	—
11	6	5+1	4+1	4+1	3+1	2+1	1+1	—	—	—
12	6	5+1	4+1	4+1	3+1	3+1	2+1	—	—	—
13	6	5+1	5+1	4+1	4+1	3+1	2+1	1+1	—	—
14	6	5+1	5+1	4+1	4+1	3+1	3+1	2+1	—	—
15	6	5+1	5+1	5+1	4+1	4+1	3+1	2+1	1+1	—
16	6	5+1	5+1	5+1	4+1	4+1	3+1	3+1	2+1	—
17	6	5+1	5+1	5+1	5+1	4+1	4+1	3+1	2+1	1+1
18	6	5+1	5+1	5+1	5+1	4+1	4+1	3+1	3+1	2+1
19	6	5+1	5+1	5+1	5+1	5+1	4+1	4+1	3+1	3+1
20	6	5+1	5+1	5+1	5+1	5+1	4+1	4+1	4+1	4+1

Magic, and War domains. At 1st level, a legate chooses two of these domains as his own. A neutral legate may not choose the Evil domain. Each domain gives the legate access to a domain spell at each level as well as a granted power. The legate gets the granted power of each domain that he selects. Since the legate may only prepare one domain spell per day per level, he must choose between the spells offered by his two domains. If a domain spell is not on the legate's normal list, he may only prepare it in his domain slot.

Spontaneous Casting: Legates can channel the negative energy of their prepared spells into *inflict* spells that they have not prepared. The legate can exchange any prepared spell for an *inflict* spell of the same level or lower. He may not, however, convert a domain spell into an *inflict* spell.

Wildlander

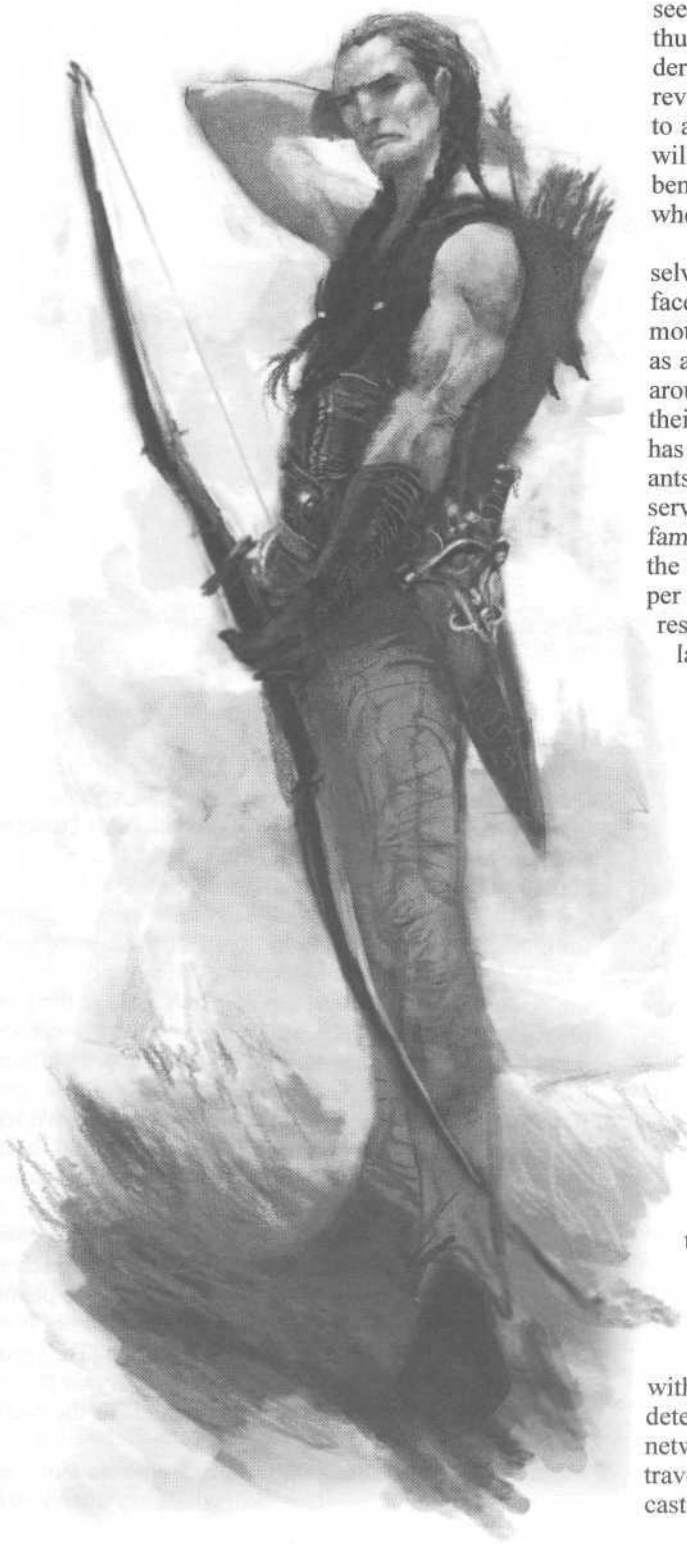
Before the time of the dark god's reign, there were men who lived not only in the wilderness, but with it. These rangers knew the land and its inhabitants as well as a farmer knew his fields. They could identify medicinal herbs and roots, find a quick source of food, and use the land as a weapon against their enemies.

As the forces of the Shadow marched through Eredane, the wildlanders, as they came to be called, retreated into the primeval forests and high mountains that they knew so well. Some chose to side with the civilized men who fought against Izrador's armies, but these were few and they could only help delay the inevitable. Now, many see the wildlanders as cowards and traitors who allowed the Shadow in the North to conquer whole the lands of Eredane. Some wildlanders see this as an inevitable backlash as the people search for a scapegoat for their failure, others experience guilt over their forefathers' failure to aid their people in a time of great need, and yet others still begrudge the people their prejudices and return them in kind. Now, most importantly, the wildlanders are one of the only groups to have escaped the grasp of the Night Kings and their fell armies. Their skills in moving through the wilderness without being seen are becoming paramount to the forces of good that are fighting a desperate and ongoing battle against Izrador and his minions.

Adventures: Wildlanders often find an area close to a town or other bastion of civilization in which to live. They then serve as hidden protectors to the people who live near, as well as guerrilla warriors fighting from the trees against the dark god's forces. They also spend their time clearing the area of monsters and other threats that have only grown in the 100 years since the Night Kings were turned.

Characteristics: Wildlanders are masters of their environment and have many skills that help them to sur-

vive, to track their prey, and to help others find their way through the wilderness. They are proficient in most forms of weaponry and armor, granting them combat capabilities far greater than most. Finally, wildlanders are always aware of their surroundings and train themselves to make quick decisions in times of great stress.



Alignment: Wildlanders can be of any alignment. The majority are good-hearted protectors who feel either heroic or guilt-driven motivations to guard those around them. Most wildlanders are also chaotic, ignoring the laws of the lands in which they live as readily as they flaunt those of the Night Kings. The wildlanders see their freedom from such restraints as a strength and thus fight to maintain their independence. Evil wildlanders still harbor resentment toward the people who revile them as traitors. While they do not actively seek to aid the Night Kings in most cases, these wildlanders will make life difficult for local populations by hunting beneficial creatures to extinction and attacking those who dare to make their way into their territory.

Background: Most current wildlanders are themselves descended from the rangers who retreated in the face of Izrador's forces. They were trained by their mothers and fathers in the ways of the wilderness, and as a result, they have a deep understanding of the lands around them. They tend to be isolated from others of their kind, and their social development in most cases has been inadequate at best. Some wildlanders are peasants who chose to live in the wild to escape the bonds of servitude that the Night Kings have forced upon their family and friends. These wildlanders learned their craft the hard way and tend toward using their skills to hamper the servants of Izrador whenever possible. As a result of their relatively normal upbringing, these wildlanders tend to understand and have better relations with others of their kind.

Races: Wildlanders are most commonly elves or humans. Elves have a natural affinity with the land and their innate grace allows them to move stealthily through the woods and tall grasses of Eredane. The dark god's standing order to kill elves on sight makes this a natural choice for those elves outside the protection of the Witch Queen. Elflings also commonly choose this path to avoid having to hide their heritage out of fear of persecution. Humans can be found on every continent and in almost every land. They tend to be hardy and adaptable, making them well suited to the life of a wildlander. Dworgs are also commonly wildlanders, feeling more comfortable in the solitude of the wilds than in a culture that sees them as half-breeds or worse. The dwarves of the Kaladrun Mountains can often be found living alone deep in the tunnels and caverns that they call home. These robust individuals serve as scouts and early opposition in the case of incursions by the dark god's forces or any of the horrors that call the deep their home.

Other Classes: Wildlanders often associate with channelers and other spellcasters who must avoid detection by the forces of the Night Kings. Often, entire networks are formed to facilitate such alliances, and a traveling wildlander might know where to find a spellcaster no matter where he goes. A wildlander can

respect the martial skills of a fighter and the underlying rebellion of the defender's training. Other classes are tolerated by the wildlander, who has no reason to be irritated at the ways of others since he follows his own path and lets those around him do the same.

Game Rule Information

Wildlanders have the following game statistics.

Abilities: Strength and Dexterity are equally important for wildlanders because they make their way through the world using both stealth and martial prowess. Many of a wildlander's important skills are also based on these two abilities. Constitution is helpful when dealing with the extreme weather conditions and scarcity of food that a wildlander may encounter in his travels. A high Wisdom score will help a wildlander master many of the skills that are necessary for survival in the wilds.

Alignment: Any.
Hit Die: d8.
Starting Gold: 6d4x10.

Class Skills

The wildlander's class skills (and the key ability for each skill) are Animal Empathy (Cha, exclusive skill), Climb (Str), Craft (Int), Handle Animal (Cha), Heal (Wis), Hide (Dex), Intuit Direction (Wis), Jump (Str), Knowledge (nature) (Int), Listen (Wis), Move Silently (Dex), Profession (Wis), Ride (Dex), Search (Int), Spot (Wis), Swim (Str), Use Rope (Dex), and Wilderness Lore (Wis).

Skill Points at First Level: (6 + Int modifier) x 4.
Skill Points at Each Additional Level: 6 + Int modifier.

Class Features

All of the following are class features of the wildlander.

Weapon and Armor Proficiency: A wildlander is proficient with all simple and martial weapons, light armor, medium armor, and shields. Note that armor check penalties for armor heavier than leather apply to the skills Balance, Climb, Escape Artist, Hide, Jump, Move Silently, Pick Pocket, and Tumble. Also, Swim checks suffer a –1 penalty for every five pounds of equipment carried.

Danger Sense (Ex): Wildlanders have an almost supernatural ability to sense when things are about to go wrong. At 3rd level, the wildlander receives a +4 insight bonus on Spot checks made to notice other creatures at the beginning of an encounter (see Encounter Distance, DMG).

At 6th level and above, the wildlander is never surprised. The wildlander can always take a partial action during a surprise round, unless he is immobilized or otherwise unable to act.

At 9th level, the wildlander gets a +1 insight bonus to his initiative checks. This increases to +2 at 12th level, +3 at 15th level, and +4 at 18th level. This ability stacks with Improved Initiative and other abilities that grant bonuses to initiative checks.

Smite (Su): Some wildlanders devote their lives to defending the frontier from savage monsters and Izrador's fell minions. Others must learn to fight simply to survive the hostile wilderness. Once per day at 4th level, a wildlander may attempt to smite an opponent with one normal attack. He gains a +4 competence bonus to the attack roll and deals 1 extra point of damage per class level. The wildlander can smite with a melee or ranged attack, though the target of a ranged smite must be within 30 feet. The wildlander can use the smite ability twice per day at 10th level and three times per day at 16th level.

Wildlander Trait: At 1st and 2nd level and every three levels thereafter (5th, 8th, 11th, 14th, 17th, and 20th), a wildlander gains a special trait of his choice from among the following. Unless noted, a wildlander may only choose each trait once.

Animal Communion (Sp): Once per day, the wildlander can *speak with animals* as the spell. The character's caster level is equal to his class level.

Bloodhound (Ex): The wildlander receives a +6 competence bonus to Wilderness Lore checks made when tracking. In addition, he may take 10 when making such a check even if stress and distraction would normally prevent him from doing so.

Forager (Ex): Choose one type of terrain (forest, jungle, tundra, desert, ocean, etc.) When traveling through that terrain, the wildlander automatically forages enough food and water to supply himself and one additional person for every three class levels he has. This ability may be taken multiple times, choosing a different terrain type each time.

Ghost Walk (Ex): The wildlander receives a +4 competence bonus to Move Silently checks. In addition, he may take 10 when making Move Silently checks even if stress and distraction would normally prevent him from doing so.

Hawk Eyes (Ex): The wildlander receives a +4 competence bonus to Spot checks. In addition, he may take 10 when making Spot checks even if stress and distraction would normally prevent him from doing so.

Light Step (Ex): The wildlander can conceal his party's tracks while moving at full speed (+5 to the DC of any checks made to track the group). If he slows to half speed, he can conceal their tracks even more effectively (+10 to the DC of any checks made to track the group).

Master Hunter (Ex): The wildlander may choose a type of creature (based on the ranger's favored enemy list in the PHB) that he has studied or encountered over his career. Against this type of creature, the wildlander

The Wildlander

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1	+1	+2	+0	+0	Wildlander trait
2	+2	+3	+0	+0	Wildlander trait
3	+3	+3	+1	+1	Danger sense (bonus to spot enemies)
4	+4	+4	+1	+1	Smite 1/day
5	+5	+4	+1	+1	Wildlander trait
6	+6/+1	+5	+2	+2	Danger sense (never surprised)
7	+7/+2	+5	+2	+2	
8	+8/+3	+6	+2	+2	Wildlander trait
9	+9/+4	+6	+3	+3	Danger sense (+1 initiative)
10	+10/+5	+7	+3	+3	Smite 2/day
11	+11/+6/+1	+7	+3	+3	Wildlander trait
12	+12/+7/+2	+8	+4	+4	Danger sense (+2 initiative)
13	+13/+8/+3	+8	+4	+4	
14	+14/+9/+4	+9	+4	+4	Wildlander trait
15	+15/+10/+5	+9	+5	+5	Danger sense (+3 initiative)
16	+16/+11/+6/+1	+10	+5	+5	Smite 3/day
17	+17/+12/+7/+2	+10	+5	+5	Wildlander trait
18	+18/+13/+8/+3	+11	+6	+6	Danger sense (+4 initiative)
19	+19/+14/+9/+4	+11	+6	+6	
20	+20/+15/+10/+5	+12	+6	+6	Wildlander trait

gains a +1 bonus to Bluff, Listen, Sense Motive, Spot, and Wilderness Lore checks when using these skills against this type of creature. In addition, he gains a +1 bonus to weapon damage rolls against this type of creature. This bonus applies to ranged weapons only if the wildlander is within 30 feet of his target, and it does not apply against creatures that are immune to critical hits. The wildlander may choose this ability multiple times, but the bonus does not increase or stack.

Quick Stride (Ex): The wildlander's speed increases by 10 feet when he is wearing light or no armor.

Sense Dark Magic (Su): As a standard action three times per day, the character can sense the presence of magic or magic items that are derived from the power of Izrador. This ability functions just like the *detect magic* spell except that it will only detect the magic of Izrador, such as a legate's spells or magic items created by a legate or channeler in service to the Shadow in the North.

Stealthy (Ex): The wildlander receives a +4 competence bonus to Hide checks. In addition, he may take 10 when making Hide checks even if stress and distraction would normally prevent him from doing so.

Tracking (Ex): The wildlander gains the Track feat.

Trap Disarming (Ex): The wildlander can disarm non-magical traps that have a DC greater than 20, similar to a rogue. This applies only to wilderness traps and traps that do not use complex machinery or devices.

Wolf Ears (Ex): The wildlander receives a +4 competence bonus to Listen checks. In addition, he may take 10 when making Listen checks even if stress and distraction would normally prevent him from doing so.

Woodsman (Ex): The wildlander receives a +4 competence bonus to Craft checks when constructing an object entirely out of natural materials (such as stone, wood, or plant and animal parts, but excluding metal or glass). In addition, he may take 10 when making such a check even if stress and distraction would normally prevent him from doing so.

Prestige Classes

The following are merely a few of the specialized roles available to characters in the world of MIDNIGHT. DMs may choose to allow characters access to additional prestige classes from the core rules and other sources. Most such classes can be incorporated into MIDNIGHT with only minor alterations. Spellcasting classes, how-

ever, will require substantial revisions. Use the channeler, druid, and wizard classes as benchmarks when altering spellcasting prestige classes for inclusion in a MIDNIGHT campaign.

The names and game statistics of these prestige classes are designated as **Open Game Content**. The background descriptions are designated as closed content.

Druid

Druids were once much more common in the lands of Aryth, but many of their traditions have been lost in the aftermath of the war. As the Last Age dawns, few are willing to risk their lives to guard the knowledge and lore of the old ways, so druids have become mere legends in many places. Still, a few persevere and a new generation presents the rare brave soul to whom they can pass on the knowledge of their ancestors.

Druids draw their power from the magic of the natural world, and even more than other spiritual channelers, they live as one with nature. Druids gain abilities that allow them to live and act more freely in the wilderness. The spells they gain tend to emphasize the magical power of the natural world as well.

Hit Die: d8.

Requirements

To qualify to become a druid, a character must fulfill all the following criteria.

Skills: Knowledge (nature) 8 ranks, Wilderness Lore 8 ranks.

Spellcasting: Must be of the spiritual spellcasting tradition and know the *animal friendship* spell.

Class Skills

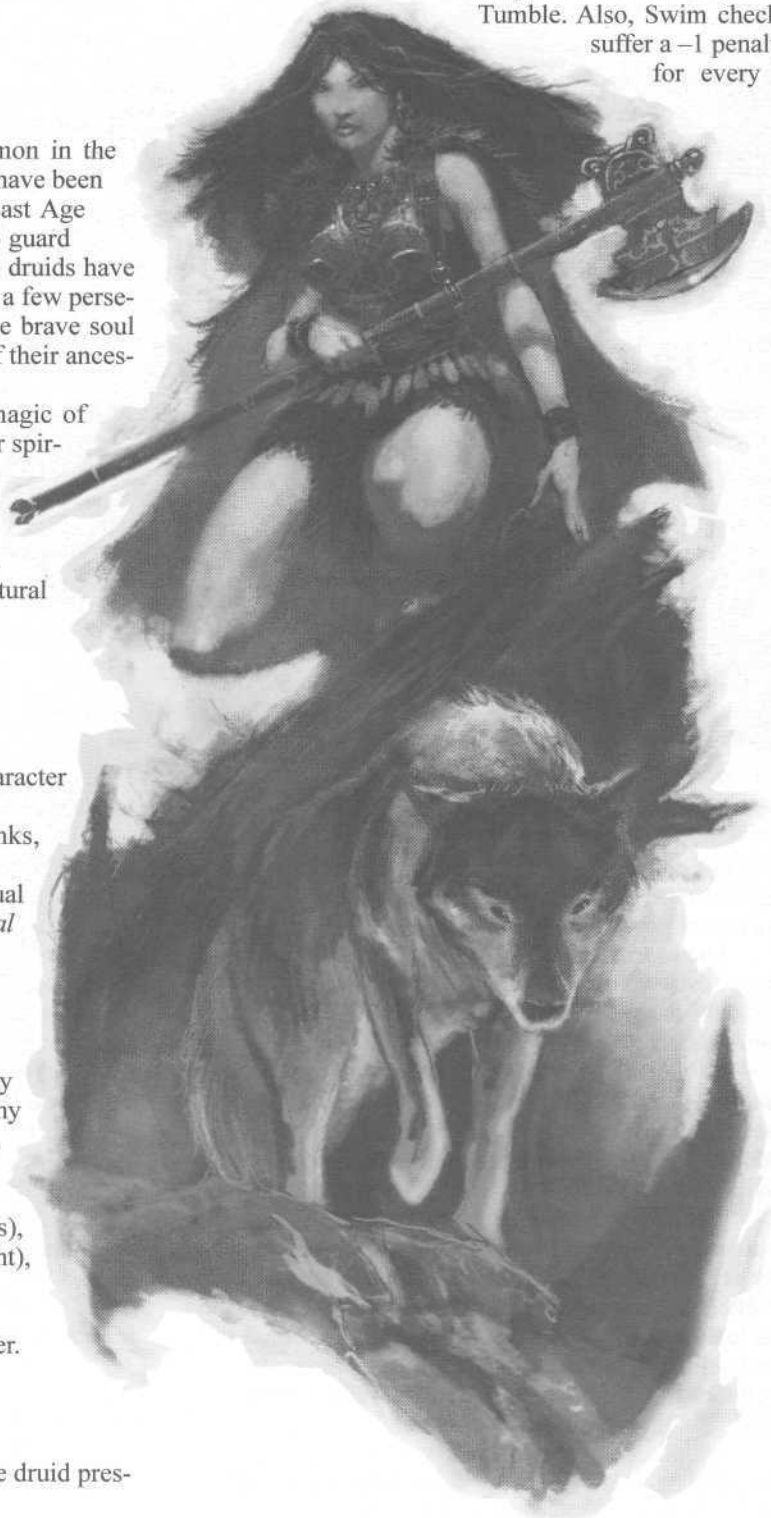
The druid's class skills (and the key ability for each skill) are Animal Empathy (Wis), Concentration (Con), Craft (Int), Diplomacy (Cha), Handle Animal (Cha), Heal (Wis), Intuit Direction (Wis), Knowledge (nature) (Int), Profession (Wis), Scry (Int, exclusive skill), Spellcraft (Int), Swim (Str), Wilderness Lore (Wis).

Skill Points at Each Level: 4 + Int modifier.

Class Features

All of the following are features of the druid prestige class.

Weapon and Armor Proficiency: Druids are skilled with the club, dagger, longbow, shortbow, and quarterstaff. Druids are not proficient with any type of armor or with shields. Note that armor check penalties for armor heavier than leather apply to the skills Balance, Climb, Escape Artist, Hide, Jump, Move Silently, Pick Pocket, and Tumble. Also, Swim checks suffer a –1 penalty for every 5



The Druid

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1	+0	+2	+0	+2	Improved spellcasting, master of two worlds, druidcraft, nature sense
2	+1	+3	+0	+3	Whispering world
3	+2	+3	+1	+3	Woodland stride
4	+3	+4	+1	+4	Trackless step
5	+3	+4	+1	+4	
6	+4	+5	+2	+5	Venom immunity
7	+5	+5	+2	+5	
8	+6	+6	+2	+6	Fey friend
9	+6	+6	+3	+6	
10	+7	+7	+3	+7	

Whispering World

DC	Information Gained	Examples
10	Basic impressions	The presence of other large creatures in the area, the direction of a water source or other natural structures
20	Current information	The number of large creatures in the area and their general direction, the presence of buildings or other unnatural structures in the area
25	Specific information	The current movements of large creatures in the area, how long they have been in the area, whether magic is present in the area or has been used recently

pounds of armor and equipment carried.

Bonus Language: Druids are taught a special language called Druidic, known only to the druids since the First Age. They receive proficiency in this language when they gain their first druid level.

Druidcraft: Like channelers, druids gain spell energy equal to their level. This amount is in addition to any spell energy they have from the Magecraft feat or from another class ability.

In addition, a druid learns to use nature's gifts to benefit herself and her companions and to harm her enemies. The spell energy cost for casting all druid spells is reduced by 1. Druid spells include all spells normally available to druids in the core rules and supplements.

Improved Spellcasting: Each time the character achieves a new druid level, he gains one new spell of any school and level he can cast (according to his new level). This bonus spell must be a druid spell. A druid can learn additional spells according to the normal rules for learning spells (see Chapter 2). A druid can learn spells in this way that are not normally available to druids, subject to all the same restrictions as channelers.

In addition, the druid's effective caster level increases by one. This affects level-related spell effects, caster level checks, and the level of spells that the character can learn. It does not grant him any bonus spells or spell energy.

Druid levels stack with channeler levels for the purposes of determining the highest-level spells the character can cast. A character with more channeler and druid levels than levels in other classes adds +1 to his character level to determine the highest-level spells he can cast. For example, a chn5/drd3/wld7 can cast up to 8th-level spells.

Master of Two Worlds (Su): A druid continues to grow in his ability to command animals, plants, and spirits. He adds his druid levels to his channeler levels when using this ability.

Nature Sense (Ex): A druid can identify plants and animals (their species and special traits) with perfect accuracy. He can determine whether water is safe to drink or dangerous (polluted, poisoned, or otherwise unfit for consumption).

Whispering World (Ex): Druids learn to attune themselves to the natural world to such a degree that they can "talk" to the flora and fauna, gaining information about the surrounding area. The degree and specificity of information gained is governed by a druid level

check (1d20 + the druid's class level + Wisdom modifier). The druid can gain information about the area within 500 feet per class level.

Woodland Stride (Ex): Starting at 3rd level, a druid may move through natural thorns, briars, overgrown areas, and similar terrain at her normal speed and without suffering damage or other impairment. However, thorns, briars, and overgrown areas that are enchanted or magically manipulated to impede motion still affect the druid.

Trackless Step (Ex): Starting at 4th level, a druid leaves no trail in natural surroundings and cannot be tracked.

Venom Immunity (Ex): At 6th level, a druid gains immunity to all organic poisons, including monster poisons but not mineral poisons or poison gas.

Fey Friend: At 8th level, a druid's connection with nature gives him a +4 bonus to all Charisma and Charisma-related skill checks when dealing with woodland fey creatures, including elves.

Freerider

During the wars of the Third Age, those nobles that were not captured, tortured, and killed by the dark god's forces were left landless and wandering, striving to unite what remained of the people they had once protected. Those who were successful in gathering a loyal band of followers became wandering outlaws, striking where they could against the Shadow's forces and battling every day for the survival of their families. Generations have passed, and now the descendants of these lords and their men are known as freeriders. Though some have settled down in one location to start new lives, many still roam the Eredane countryside seeking vengeance for their ancestors and freedom for their people.

Hit Die: d10.

Requirements

To qualify to become a freerider, a character must fulfill all the following criteria.

Skills: Ride 8 ranks, Wilderness Lore 4 ranks.

Feats: Mounted Combat, Track.

Special: The character must be a human from Eredane and must be descended from either a noble or one who followed a freerider.

Class Skills

The freerider's class skills (and the key ability for each skill) are Climb (Str), Craft (Int), Handle Animal (Cha), Intuit Direction (Wis), Jump (Str), Listen (Wis), Profession (Wis), Ride (Dex), Spot (Wis), Swim (Str), and Wilderness Lore (Wis).

Skill Points at Each Level: 4 + Int modifier.

Class Features

All of the following are features of the freerider prestige class.

Weapon and Armor Proficiency: Freeriders are proficient with all simple and martial weapons, all types of armor (light, medium, and heavy), and shields. Note that armor check penalties for armor heavier than leather apply to the skills Balance, Climb, Escape Artist, Hide, Jump, Move Silently, Pick Pocket, and Tumble. Also, Swim checks suffer a –1 penalty for every five pounds of equipment carried.

Horse Lord: A freerider is as comfortable on his horse as he is on foot. This affinity grants him a +1 circumstance bonus per level to all Animal Empathy, Handle Animal, and Ride checks related to his horse. He must spend one week acclimating himself to a horse before these bonuses apply to that steed.

Leadership: At 1st level, the freerider gains the Leadership feat.

Loyal Companions: Beginning at 2nd level, the freerider can attract an additional cohort. This cohort follows all rules for cohorts as normal (see Leadership , Chapter 2, DMG).

Bonus Feat: At 3rd level, the freerider gains a bonus feat from the following list. The character must still meet any prerequisites for a feat that he selects. The freerider gains an additional bonus feat at 6th and 9th level. The feats are: Alertness, Mounted Archery, Ride-

The Freerider

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1	+1	+2	+0	+0	Horse lord, leadership
2	+2	+3	+0	+0	Loyal companions
3	+3	+3	+1	+1	Bonus feat
4	+4	+4	+1	+1	Inspiring leader
5	+5	+4	+1	+1	Whispering step
6	+6	+5	+2	+2	Bonus feat
7	+7	+5	+2	+2	Spur
8	+8	+6	+2	+2	Inspiring leader
9	+9	+6	+3	+3	Bonus feat
10	+10	+7	+3	+3	Whispering step

By Attack, Sarcosan Pureblood, Skill Focus (Ride), Spirited Charge, Trample, Weapon Focus (shortbow, composite shortbow, or any lance).

Inspiring Leader (Su): Beginning at 4th level, the freerider is able to affect his allies with a rallying cry that boosts their morale in combat. All allies within 60 feet of the character gain a +1 morale bonus to attack rolls as long as the freerider is mounted and fighting. At 8th level, this bonus increases to +2.

Whispering Step (Ex): The freerider becomes adept at hiding his host of followers from the forces of the Shadow. At 5th level, the DC modifier for following the freerider and his followers increases by 5 as long as the freerider actively hides their tracks. At 10th level, the freerider can hide the tracks of his forces while moving at full speed.

Spur (Ex): At 7th level, the freerider can spur his horse on to greater than normal speeds. During any round in which the freerider's horse makes a double move, the actual distance traveled is equal to three times the horse's speed. So, a horse with a base speed of 40 ft. would travel 120 ft. with a double move. This ability may only be used a number of rounds per day equal to the horse's Constitution score.

Insurgent Spy

"The closer you can stay to an enemy, the further he is from defeating you." — Sarcosan proverb

None of the oppressed people of Eredane take this ancient wisdom to heart as closely as its rogues. Many of them find that having contacts within the armies of the Night Kings can aid them tremendously, and many of them are of questionable enough character to even aid Izrador's forces in exchange for their freedom. Still others use their contacts to aid the resistance fighters that struggle against the forces of the Shadow. These brave souls use their contacts and skill with words to deceive occupying forces, safely coordinate illegal actions, and keep their friends safe from harm. They are known to those who work against the Shadow in the North as insurgent spies.

Hit Die: d6.

Requirements

To qualify to become an insurgent spy, a character must fulfill all the following criteria.

Skills: Bluff 8 ranks, Diplomacy 5 ranks, Gather Information 8 ranks, Sense Motive 5 ranks.

Feats: Inconspicuous.

Special: The character must have contacts within the armies of the Night Kings, whether on a local or greater scale. Even good relations with a local captain and some of his guards is sufficient to satisfy this requirement.

Class Skills

The insurgent spy's class skills (and the key ability for each skill) are Appraise (Int), Balance (Dex), Bluff (Cha), Climb (Str), Craft (Int), Decipher Script (Int, exclusive skill), Diplomacy (Cha), Disable Device (Int), Disguise (Cha), Escape Artist (Dex), Forgery (Int), Gather Information (Cha), Hide (Dex), Innuendo (Wis), Intimidate (Cha), Intuit Direction (Wis), Jump (Str), Listen (Wis), Move Silently (Dex), Open Lock (Dex), Perform (Cha), Pick Pocket (Dex), Profession (Wis), Read Lips (Int, exclusive skill), Search (Int), Sense Motive (Wis), Spot (Wis), Swim (Str), Tumble (Dex), Use Magic Device (Cha, exclusive skill), and Use Rope (Dex).

Skill Points at Each Level: 8 + Int modifier.

Class Features

All of the following are features of the insurgent spy prestige class.

Weapon and Armor Proficiency: Insurgent spies are skilled with all simple weapons. They are proficient with all light armor, but not with shields. Note that armor check penalties for armor heavier than leather apply to the skills Balance, Climb, Escape Artist, Hide, Jump, Move Silently, Pick Pocket, and Tumble. Also, Swim checks suffer a –1 penalty for every five pounds of equipment carried.

Conceal Magic (Su): The insurgent spy can conceal one magical aura per level. This can be used to hide magic items, spell effects (such as a stone with *light* cast on it), and other such sources of magical emanation. While concealed on the insurgent spy's person, items and effects radiate no magical auras. Spells such as *detect magic* and abilities such as the astirax's sense magic ability cannot detect the presence of magic on the spy's person. If the insurgent spy has more magical objects than she can conceal, those with the highest caster level are unaffected by this ability.

Shadow Contacts: Unlike most denizens of Eredane, the insurgent spy has made friends within the armies of the Night Kings. She may have grown up gambling with a local guard captain or could be the acquaintance of a prominent orcish war leader. Whatever the case, her association provides her many benefits. She is able to use her affiliation to get favors, gather information, or get local authorities to look the other way.

In order to use this ability, the character must first attempt to make contact with someone that she knows either directly or through association. The character spends a full day attempting to make contact and then makes a Gather Information check. The DC for the check varies by the magnitude of the favor sought, as shown by the table on the following page. Of course, the DM may simply rule that no contact is available in the spy's current location.

Once the contact has been made, the spy must still convince the contact to grant her the favor. This can take the form of a bribe, a threat, or simple diplomacy, but success is never guaranteed. The DM should feel free to make things as difficult for the player as he wishes, but the DC for any skill check associated with getting the favor should rarely be higher than the Gather Information check needed to approach the contact in the first place.

Shadow Speak: Through her contact with minions of the Shadow, the character learns jargon, names, speech patterns, and other verbal cues that allow her to more effectively communicate with those characters. Any time the character uses Bluff, Diplomacy, Intimidate, or Sense Motive against a minion of Izrador, she gains the listed bonus to her check.

Sneak Attack: Any time the insurgent spy's target would be denied a Dexterity bonus to AC (whether the target actually has a Dexterity bonus or not) or when the spy flanks the target, the character's attack inflicts extra damage. The extra damage is +1d6 at 3rd level and an additional 1d6 every two levels thereafter. Should the insurgent spy score a critical hit with a sneak attack, this extra damage is not multiplied. Ranged attacks only count as a sneak attack if the target is within 30 feet. The insurgent spy can't strike with deadly accuracy from beyond that range.

With a sap or unarmed strike, the insurgent spy can make a sneak attack that deals subdual damage instead of normal damage. She cannot use a weapon that deals normal damage to deal subdual damage in a sneak attack, not even with the usual –4 penalty, because she must make optimal use of her weapons in order to execute the sneak attack.

An insurgent spy can only sneak attack living creatures with discernible anatomies—undead, constructs, oozes, plants, and incorporeal creatures lack vital areas to attack. Additionally, any creature immune to critical hits is similarly immune to sneak attacks. Also, the insurgent spy must also be able to see the target well enough to pick out a vital spot and must be able to reach a vital spot. The insurgent spy cannot sneak attack while striking at a creature with concealment or

The Insurgent Spy

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1	+0	+0	+2	+0	Conceal magic, shadow contacts (minor)
2	+1	+0	+3	+0	Shadow speak +1
3	+2	+1	+3	+1	Sneak attack +1d6, shadow contacts (major)
4	+3	+1	+4	+1	Shadow speak +2
5	+3	+1	+4	+1	Sneak attack +2d6, shadow contacts (incredible)
6	+4	+2	+5	+2	Shadow speak +3
7	+5	+2	+5	+2	Sneak attack +3d6
8	+6	+2	+6	+2	Shadow speak +4
9	+6	+3	+6	+3	Sneak attack +4d6
10	+7	+3	+7	+3	Shadow speak +5

Shadow Contacts Favors

Type of Favor Sought	Gather Information DC
Minor (ignore illicit trading, let characters pass unmolested)	20
Major (secure release of an ally, ignore punishable offense such as weapon possession)	25
Incredible (actively deceiving a legate, hiding contraband or wanted individuals)	30+

by striking the limbs of a creature whose vitals are beyond reach.

If an insurgent spy gets a sneak attack bonus from another source (such as rogue levels), the bonuses to damage stack.

Wizard

Some channelers desire to expand their spellcasting capabilities past their natural abilities. These curious individuals often pursue a more rigorous and systematic approach to magic than is followed even by traditional hermetic channelers. The wizards of Aryth study complex spell formulas that require precise movements, carefully phrased intonations, and an array of physical components to generate magical effects. They are able to prepare spells ahead of time, allowing them to use less of their own energy when casting. The study of magic also brings knowledge of the fundamentals of magic, opening new doors to metamagic and the creation of items of power. It takes a great deal of dedication to become a wizard, but the benefits are both powerful and rewarding for those who choose the path.

Hit Die: d4.

Requirements

To qualify to become a wizard, a character must fulfill all the following criteria.

Skills: Knowledge (arcana) 8 ranks, Spellcraft 8 ranks.

Feats: One metamagic and one item creation feat.

Spellcasting: Must know 13 spells of at least 1st level, and must be of the hermetic tradition.

Class Skills

The wizard's class skills (and the key ability for each skill) are Alchemy (Int), Concentration (Con), Craft (Int), Knowledge (all skills, taken individually) (Int), Profession (Wis), Scry (Int, exclusive skill), and Spellcraft (Int).

Skill Points at Each Level: 2 + Int modifier.

Class Features

All of the following are features of the wizard prestige class.

Weapon and Armor Proficiency: Wizards are

skilled with the club, dagger, heavy crossbow, light crossbow, and quarterstaff. Wizards are not proficient with any type of armor or shields. Note that armor check penalties for armor heavier than leather apply to the skills Balance, Climb, Escape Artist, Hide, Jump, Move Silently, Pick Pocket, and Tumble. Also, Swim checks suffer a –1 penalty for every 5 pounds of armor and equipment carried.

Art of Magic: Wizards gain bonus spell energy equal to their level. This amount is in addition to any spell energy they have from the Magecraft feat or from another class ability. In addition, the wizard expends less of his own energy when creating magic items. The wizard pays 10% less XP to craft any magic item regardless of its type. He must still have the appropriate feat to create the item. This reduction increases by an additional 10% at 5th level and 10th level.

Wizard levels stack with channeler levels for the purposes of determining the highest-level spells the character can cast. A character with more channeler and wizard levels than levels in other classes adds +1 to his character level to determine the highest-level spells he can cast. For example, a chn5/wiz3/rog7 can cast up to 8th-level spells.

Improved Spellcasting: Each time the character achieves a new wizard level, he gains two new spells of any school and level he can cast (according to his new level). A wizard can learn additional spells according to the normal rules for learning spells (see Chapter 2).

In addition, a wizard's effective caster level increases by one each time he gains a level. This affects level-related spell effects, caster level checks, and the level of spells that the character can learn. It does not grant him any bonus spells or spell energy.

Spell Preparation: Wizards are able to prepare spells ahead of time to be cast later in the day. While this restricts their choice of spells compared to the normal method of casting, it provides several benefits. Preparing a spell costs only half the spell energy (rounded up) normally required to cast a spell of that level. This reduction applies after spell levels have been added for metamagic feats. This reduction does not stack with the reduced cost provided by spell talismans or any ability that allows spells to be cast with a reduced cost in spell energy. It can never cost less than one point of spell energy to prepare a spell, and a wizard can prepare 3 spells/class level.

A wizard must rest for eight hours and spend one hour studying in order to prepare spells each day. His spells must be prepared at the beginning of each day, and the spell energy required for the spells is expended when they are prepared. This spell energy cannot be regained until the wizard gets another full night's rest. When the wizard rests and recovers this spell energy, any uncast prepared spells are lost.

Spellbooks: Wizards must study their spellbooks each day to prepare their spells. A wizard cannot prepare any spell not recorded in his spellbook (except for *read magic*, which all wizards can prepare from memory). When a character takes his first wizard level, he receives a spellbook containing all spells that he knows. The bonus spells he gains with each wizard level are also added to his spellbook automatically. The wizard's spellbook otherwise follows all the rules for wizards' spellbooks presented in the core rules, including the process used to add new spells to the spellbook (see Arcane Spells, Arcane Magical Writings, PHB).

Bonus Feats: The wizard gains a bonus feat at 2nd, 4th, 6th, 8th, and 10th level. The feat chosen must be either an item creation or metamagic feat.

Bonus Schools: At 3rd level, the wizard gains access to a new school. The wizard gains the Spellcasting feat for each of his chosen schools. He also gains a bonus school at 6th and 9th levels.

Lorebook: Each time the wizard gains a level, he continues to improve his lorebook and his ability to use it as if he had gained a level in the channeler class.

The Wizard

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1	+0	+0	+0	+2	Art of magic, improved spellcasting, spell preparation, lorebook
2	+1	+0	+0	+3	Bonus feat
3	+1	+1	+1	+3	Bonus school
4	+2	+1	+1	+4	Bonus feat
5	+2	+1	+1	+4	Art of magic
6	+3	+2	+2	+5	Bonus feat, bonus school
7	+3	+2	+2	+5	
8	+4	+2	+2	+6	Bonus feat
9	+4	+3	+3	+6	Bonus school
10	+5	+3	+3	+7	Bonus feat, art of magic

Heroic Paths

Whether they choose to follow their destiny or to deny the gifts they have been given, every hero in the world of MIDNIGHT is born to be just that. Some have a supernatural connection to the land itself, as they fight against the Shadow's withering influence. Others have the blood of angels and devils in their veins or can trace their ancestry to giants, lycanthropes, or any number of other magical creatures. These birthrights are known as heroic paths. Heroic paths represent the benefits these fantastic origins grant to those who live with a legacy of power. They grant characters new powers at each character level, including 1st, ranging from spell-like abilities to ability bonuses to special resistances.

A character must choose a single heroic path at 1st level. This choice is permanent—a character can never change his heroic path or have more than one. There are no prerequisites for any heroic path, and sometimes characters gain the most unlikely abilities from their birthrights. These abilities are gained at each character level, regardless of which class a character selects. Twenty sample birthrights are presented below that represent the most common abilities found among the heroes of Aryth. Others are possible, however, and many have yet to be discovered.

Granted spells (or psionic powers) are treated as if the character had innate spell-like abilities and function at a caster level equal to the character's current level. Other abilities are explained in the individual entries for each heroic path.

The names and game statistics of the heroic paths are designated as **Open Game Content**. The background descriptions are designated as closed content.

Chanceborn

The chanceborn character is a child of fate, a master of destiny that can change his fortunes and those of his companions with but a thought. The chanceborn hero is often capricious and lighthearted even in the face of grave danger. He does not mind taking risks and sometimes will even choose to take risks that could have consequences for those around him. He trusts in the wheels of fate, and much to the consternation of those around him, he usually gets out of such situations without a scratch.

Chanceborn Abilities by Level

Level	Ability
1	*Resistance* 1/day
2	Luck of Heroes +1d4
3	*True strike* 1/day
4	Luck of Heroes +1d6
5	*Resistance* 2/day
6	Luck of Heroes 2/day
7	*Entropic shield* 1/day
8	Luck of Heroes +1d8
9	*True strike* 2/day
10	Infallible Action 1/day
11	*Displacement* (self only) 1/day
12	Luck of Heroes +1d10
13	*Break enchantment* (self only) 1/day
14	Luck of Heroes 3/day
15	*Entropic shield* 2/day
16	Luck of Heroes +1d12

17	*Displacement* 2/day
18	Luck of Heroes +1d20
19	*Spell turning* 1/day
20	Infallible Action 2/day

Chanceborn Ability Descriptions

Luck of Heroes (Ex): The chanceborn character has an uncanny knack for turning a failure into a success by the sheer force of his luck. Once per day, the character may choose to add the appropriate die roll to any other roll after the dice have been rolled but before he knows whether the outcome is a success or failure. For example, a 4th-level chanceborn rolls a 17 on an attack roll and misses his opponent. The following round, he rolls a 16 but chooses to use this ability. He rolls 1d6 and adds the result to his attack roll result of 16.

At 6th level the chanceborn character may use this ability twice per day, and three times per day at 14th.

Infallible Action (Ex): The chanceborn becomes so lucky that he can automatically succeed at an action that he believes to be absolutely necessary. He can declare the use of this ability before he makes a roll to determine whether or not he succeeds at some action. This ability covers skill checks, attack rolls, saving throws, and any other similar roll. It cannot be used to confirm a critical, on damage rolls, effect rolls (such as the number of creatures summoned by a spell), or any other roll that does not determine the success or failure of an action. Even so, the chanceborn character cannot exceed his own capabilities. When he invokes this ability, he treats the result as if he had rolled a 20. If this is an attack roll, it is a critical threat.

Charismatic

Aryth's common folk do not dare to rise up against the rule of the Night Kings, lest their families and homes be destroyed. Occasionally a hero comes along who is so charismatic that he can convince even the most reticent to aid those who fight against the Shadow. Such heroes often lead pockets of rebellion, inspiring others through their words and deeds and using their charm and power of personality to aid those in need.

Charismatic Abilities by Level

Level	Ability
1	*Charm person* 1/day
2	*Hypnotism* 1/day
3	Inspiring oration 1/day
4	*Suggestion* 1/day
5	+1 Cha
6	*Charm person* 2/day
7	Natural leader +1
8	Inspiring oration 2/day
9	*Hypnotism* 2/day
10	+2 Cha
11	*Charm monster* 1/day
12	*Emotion* 1/day (despair or hope only)
13	Inspiring oration 3/day
14	Natural leader +2
15	+3 Cha
16	*Charm monster* 2/day
17	*Emotion* 2/day (despair or hope only)
18	*Mass suggestion* 1/day
19	Inspiring oration 4/day
20	+4 Cha

Charismatic Ability Descriptions

Inspiring Oration (Su): Once per day starting at 3rd level, a charismatic character can deliver a speech so rousing that it inspires others to rally around him. After one full round of speaking, all creatures within 60 feet gain immunity to fear (magical or otherwise) and a +1 morale bonus to attack rolls for 10 minutes per level.

Natural Leader: The character gains a +1 bonus to his Leadership score each time this ability is gained. If he does not yet have the Leadership feat, it applies immediately when he takes it.

Dragonblooded

When dragons were a more common sight on Aryth, they sometimes took on different forms and intermingled with other species. This sometimes resulted in the birth of a half dragon, and the blood of dragons still flows through the veins of some of the heroes of Aryth. The dragonblooded have a natural feel for magic and the arcane energies that flow through the world. They are often hot-tempered and quick to anger, and the power they radiate can be intimidating to their foes.

Dragonblooded Abilities by Level

Level	Ability
1	Bonus spell
2	Bolster spell
3	Bonus spell energy +2
4	Quickened counterspelling
5	Bonus spell
6	Improved spellcasting
7	Bonus spell energy +4
8	Bolster spell
9	Spell penetration +1
10	Bonus spell
11	Bonus spell energy +6
12	Improved spellcasting
13	Spell penetration +2
14	Bolster spell
15	Bonus spell

16	Bonus spell energy +8
17	Spell penetration +3
18	Improved spellcasting
19	Frightful presence
20	Bolster spell

Dragonblooded Ability Descriptions

Bolster Spell: At 2nd, 8th, 14th, and 20th levels, the dragonblooded character can choose one spell that he knows. The save DC to resist this spell increases by two. This ability can only be applied to a spell once and stacks with feats such as Spell Focus.

Bonus Spell: The dragonblooded hero learns a spell of any school and level he can cast with no cost in gold or XP. The character gains an additional bonus spell at 5th level, 10th level, and 15th level.

Bonus Spell Energy: Dragonblooded characters receive two additional points of spell energy per day at 3rd, 7th, 11th, and 16th levels.

Quickened Counterspelling (Ex): Once per round starting at 4th level, a dragonblooded character can attempt to counterspell even if he does not have a readied action. He must still follow all other rules associated with counterspelling, including making a Spellcraft check to identify the spell being cast.

Spell Penetration: At 9th, 13th, and 17th levels the character gains a +1 bonus to all caster level checks made to beat a target's spell resistance.

Improved Spellcasting: At 6th level, the dragonblooded character chooses one school of magic for which he has the Spellcasting feat. The spell energy cost or Constitution damage for all spells cast from that school are reduced by one per casting (minimum one). Each time this ability is gained, a new school must be chosen. This discount does not stack with that of any other source, such as the prepared spells of a wizard or the reduced cost of a *spell talisman*.

Frightful Presence (Ex): Starting at 19th level, the dragonblooded character's mere presence can unsettle his foes. This ability takes effect whenever the character casts a spell. Creatures within a radius of 30 feet are subject to the effect if they have fewer HD than the character.

Affected creatures must make a Will save (DC 10 + 1/2 character's HD + character's Charisma modifier). Creatures with four or fewer HD that fail the save become panicked for 4d6 rounds and those with five or more HD become shaken for 4d6 rounds. A creature that succeeds at its Will save is immune to the character's frightful presence for one day.

Earthbonded

An earthbonded character is descended from dwarves and other races of the mountain fey who prefer living underground to the surface world. The character still shares some traits with those creatures, such as the ability to see normally in darkness and an affinity with stone of all kinds. Although the earthbonded can easily survive on the surface of Aryth, the character still prefers to have a roof of stone over her head whenever possible. This can lead her to be somewhat disagreeable after a long time on the surface, but she is a stalwart hero whose loyalty and prowess cannot be denied.

Earthbonded Abilities by Level

Level	Ability
1	Cavern sight
2	*Hold portal* 1/day*
3	*Make whole* 1/day*
4	*Soften earth and stone* 1/day
5	Stone sight
6	*Endurance* 1/day (self only)
7	*Hold portal* 2/day
8	*Spike stones* 1/day
9	*Make whole* 2/day
10	*Stone shape* 1/day
11	*Soften earth and stone* 2/day
12	*Transmute rock to mud* 1/day
13	*Endurance* 2/day
14	*Spike stones* 2/day
15	Blindsight
16	*Wall of stone* 1/day
17	*Stone shape* 2/day
18	*Stone tell* 1/day
19	*Spike stones* 3/day
20	*Transmute rock to mud* 2/day

*Stone construction only.

Earthbonded Ability Descriptions

Cavern Sight (Ex): Earthbonded characters gain darkvision to a range of 60 feet. If an earthbonded character already has darkvision, the range extends to 120 feet.

Stone Sight (Ex): The character gains a +2 bonus to notice unusual stonework, such as sliding walls, stonework traps, new construction, unsafe stone surfaces, shaky stone ceilings, and the like. An earthbonded character who merely comes within 10 feet of unusual stonework can make a check as if she were actively searching. If a character already has an ability similar to this, such as dwarven stonecunning, then both the bonus and the radius of the sense stack with the other ability.

Blindsight (Ex): At 15th level, an earthbonded character can act without penalty even when she cannot see (such as when she is blinded or in areas of magical darkness). She can sense creatures she cannot see within 5 feet, allowing her to attack invisible or otherwise concealed creatures as normal. She does not need to make Spot or Listen checks to detect such creatures.

Faithful

Even though the gods have been lost to Aryth for thousands of years, the faith of mortals dies hard. The faithful hero knows that once the gods did bless her world, and she believes that someday these deities will return to herald a new age. The power of her faith is transformed by the magic of destiny into powerful effects that protect her and her allies from harm. The faithful hero rarely preaches what she believes, for she knows how absurd it sounds to most people she encounters. Still, they cannot deny the power that she wields.

Faithful Abilities by Level

Level	Ability
1	*Bless* 1/day
2	*Protection from evil* 1/day
3	*Aid* 1/day
4	*Divine favor* 1/day
5	+1 Wis
6	*Magic circle against evil* 1/day
7	*Prayer* 1/day
8	*Divine power* 1/day
9	Turn undead
10	+2 Wis
11	*Aid* 2/day
12	*Divine favor* 2/day
13	*Magic circle against evil* 2/day
14	*Prayer* 2/day
15	+3 Wis
16	*Divine power* 2/day
17	*Bless* 3/day
18	*Protection from evil* 2/day
19	*Holy aura* 1/day
20	+4 Wis

Faithful Ability Descriptions

Turn Undead (Su): The character gains the ability to turn undead a number of times per day equal to three + her Charisma modifier. The character wields Aryth's positive energy and turns it against the undead.

Feyblooded

Feyblooded characters are descended from the fey creatures that were once common in the forests and mountains of Aryth. Even if they no longer resemble their fey ancestors, lingering traces of fey blood have given these individuals incredible powers. They are able to change their appearance, disappear from view, and affect others with their charismatic presence. Feyblooded characters will be hunted above all others by the forces of Izrador, for their link to Aryth's free past and the elves who yet hold out against the dark god

angers him, and he desires to see all such creatures completely destroyed.

Feyblooded Abilities by Level

Level	Ability
1	Fey vision
2	*Detect magic* 1/day
3	*Change self* 1/day
4	*Charm person* 1/day
5	*Invisibility* 1/day
6	*Detect thoughts* 1/day
7	*Dispel magic* 1/day
8	*Confusion* 1/day
9	*Summon nature's ally IV* 1/day
10	Blinding presence 1/day
11	*Detect magic* 2/day
12	*Change self* 2/day
13	Spell resistance
14	*Charm person* 2/day
15	*Invisibility* 2/day
16	*Detect thoughts* 2/day
17	*Dispel magic* 2/day
18	*Confusion* 2/day
19	*Summon nature's ally IV* 2/day
20	Unearthly presence 1/day

Feyblooded Ability Descriptions

Fey Vision (Ex): The feyblooded character gains low-light vision. If the character already has low-light vision, he also gains darkvision with a range of 60 feet. If the character already has darkvision, its range is doubled.

Blinding Presence (Su): Starting at 10th level, the feyblooded character can activate an ability once per day that affects all creatures within 60 feet as if they had been targeted by a *blindness* spell. Creatures can resist this effect with a successful Fortitude save (DC 15).

Spell Resistance (Ex): Feyblooded characters gain spell resistance equal to their character level + 10.

Unearthly Presence (Su): At 20th level, the feyblooded character can activate this ability once per day. All creatures within 30 feet that are looking directly at the character must make a Will save (DC 17) or die.

Giantblooded

A rare hero in the world of Aryth is known as giantblooded, though it is disputed whether or not the blood of giants truly flows through his veins. This hero grows to eight feet tall or more and is truly terrifying in battle. Though large in size, the giantblooded hero tends to have a subdued personality and often finds it more beneficial to blend in as best he can rather than draw the attention of those who would see all heroes destroyed. Only human, orc, and dworg characters can choose the giantblooded heroic path.

Giantblooded Abilities by Level

Level	Ability
1	Large
2	Intimidating size +2
3	Precise throw +1
4	Fast movement +5 ft.
5	Fearsome charge +1
6	Extended throw +10 ft.
7	Intimidating size +4
8	Precise throw +2
9	Fast movement +10 ft.
10	Fearsome charge +2
11	Extended throw +20 ft.
12	Intimidating size +6
13	Precise throw +3
14	Fast movement +15 ft.
15	Fearsome charge +3
16	Extended throw +30 ft.
17	Intimidating size +8
18	Precise throw +4
19	Fast movement +20 ft.
20	Fearsome charge +4

Giantblooded Ability Descriptions

Large: At 1st level, the giantblooded hero's size increases from Medium-size to Large. The character suffers a –1 size penalty to Armor Class, a –1 size penalty on attack rolls, a –2 penalty to Dexterity, and a –4 size penalty on Hide checks. The giantblooded hero's armor weighs and costs twice as much as normal (see Armor for Unusual Creatures, PHB). The giantblooded hero gains 10-ft. natural reach. He can wield Large weapons in one hand and Huge weapons in two hands.

Intimidating Size (Ex): At 2nd level, the giantblooded hero gains a +2 competence bonus on Intimidate checks. He learns to use his massive size to his advantage when interacting with others. This bonus increases to +4 at 7th level, +6 at 12th level, and +8 at 17th level.

Precise Throw (Ex): At 3rd level, the giantblooded hero learns to use his size, power, and leverage to improve his accuracy with thrown weapons. The character gains a +1 bonus on attack rolls with thrown weapons. This bonus increases to +2 at 8th level, +3 at 13th level, and +4 at 18th level.

Fast Movement (Ex): At 4th level, the giantblooded hero begins to master his oversized frame. He learns to extend his gait without losing quickness and his base speed increases by 5 feet. His speed increases by additional 5 feet at 9th, 14th, and 19th level.

Fearsome Charge (Ex): At 5th level, the giantblooded hero learns to harness his great size to make devastating charge attacks. He gains a +1 bonus on weapon damage rolls when charging. This bonus increases to +2 at 10th level, +3 at 15th level, and +4 at 20th level.

Extended Throw (Ex): At 6th level, the giantblooded hero's mastery of thrown weapons continues to improve. His range increments with thrown weapons are increased by 10 feet. This increases by another 10 feet at 6th, 11th, and 16th level.

Guardian

The hero born to the guardian's path finds value in serving others. This often manifests as a loyal bond to an individual or group, or as a fierce devotion to a cause or ideology deemed righteous by the guardian and those he respects and trusts. A guardian may be among the most outspoken of those who rebel against the Shadow. The hero seeks out ways to further the fight against Izrador and the Night Kings and does not shy away from the danger such quests inevitably bring.

Guardian Abilities by Level

Level	Ability
1	*Detect evil* 1/day
2	Aura of courage
3	Renown
4	Smite evil 1/day
5	+1 Con
6	Righteous fury +1
7	Inspire valor 1/day
8	Rage 1/day
9	Smite evil 2/day
10	+2 Con
11	Righteous fury +2
12	Inspire valor 2/day
13	*Forbiddance* 1/day
14	Smite evil 3/day
15	+3 Con
16	Righteous fury +3
17	Rage 2/day
18	Inspire valor 3/day
19	Smite evil 4/day
20	+4 Con

Guardian Ability Descriptions

Aura of Courage (Su): Beginning at 2nd level, a guardian character is immune to fear (magical or otherwise). Allies within 10 feet of the guardian gain a +4 morale bonus on saving throws against fear effects. Granting the morale bonus to allies is a supernatural ability.

Renown: At 3rd level, the guardian character receives a +2 bonus to all Charisma checks and Charisma-related skill checks when dealing with non-evil characters.

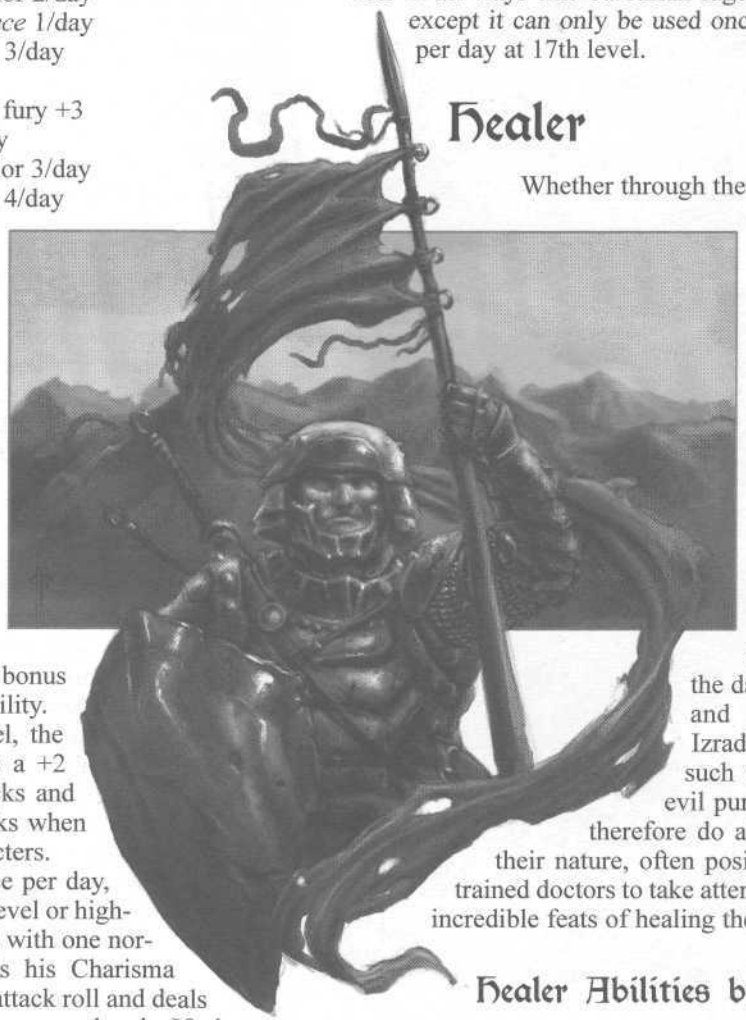
Smite Evil (Su): Once per day, a guardian character of 4th level or higher may attempt to smite evil with one normal melee attack. He adds his Charisma modifier (if positive) to his attack roll and deals one extra point of damage per level. If the guardian character accidentally smites a creature that is not evil, the smite has no effect but it is still used up for that day. Smite evil is a supernatural ability. The guardian character gains an additional smite attack at 9th, 14th, and 19th level.

Righteous Fury (Ex): Starting at 6th level, all of the guardian character's attacks ignore damage reduction as if the character had a +1 weapon. This does not affect attack or damage rolls. This ability increases to +2 at 11th level, and +3 at 16th level.

Inspire Valor (Su): At 7th level, the guardian character gains the supernatural ability to inspire his allies once per day. All allies within 30 feet of the guardian character when this ability is activated gain a +1 morale bonus to attack rolls, damage rolls, and saving throws. It is a free action to initiate this ability, and it lasts for one round per level of the guardian character.

At 12th level, this ability can be used twice per day and grants a +2 bonus, and at 17th level it can be used three times per day and grants a +3 bonus.

Rage: Starting at 8th level, a guardian character can enter a righteous fury when he is in combat. This acts in all ways like barbarian rage (Barbarian, PHB), except it can only be used once per day, or twice per day at 17th level.

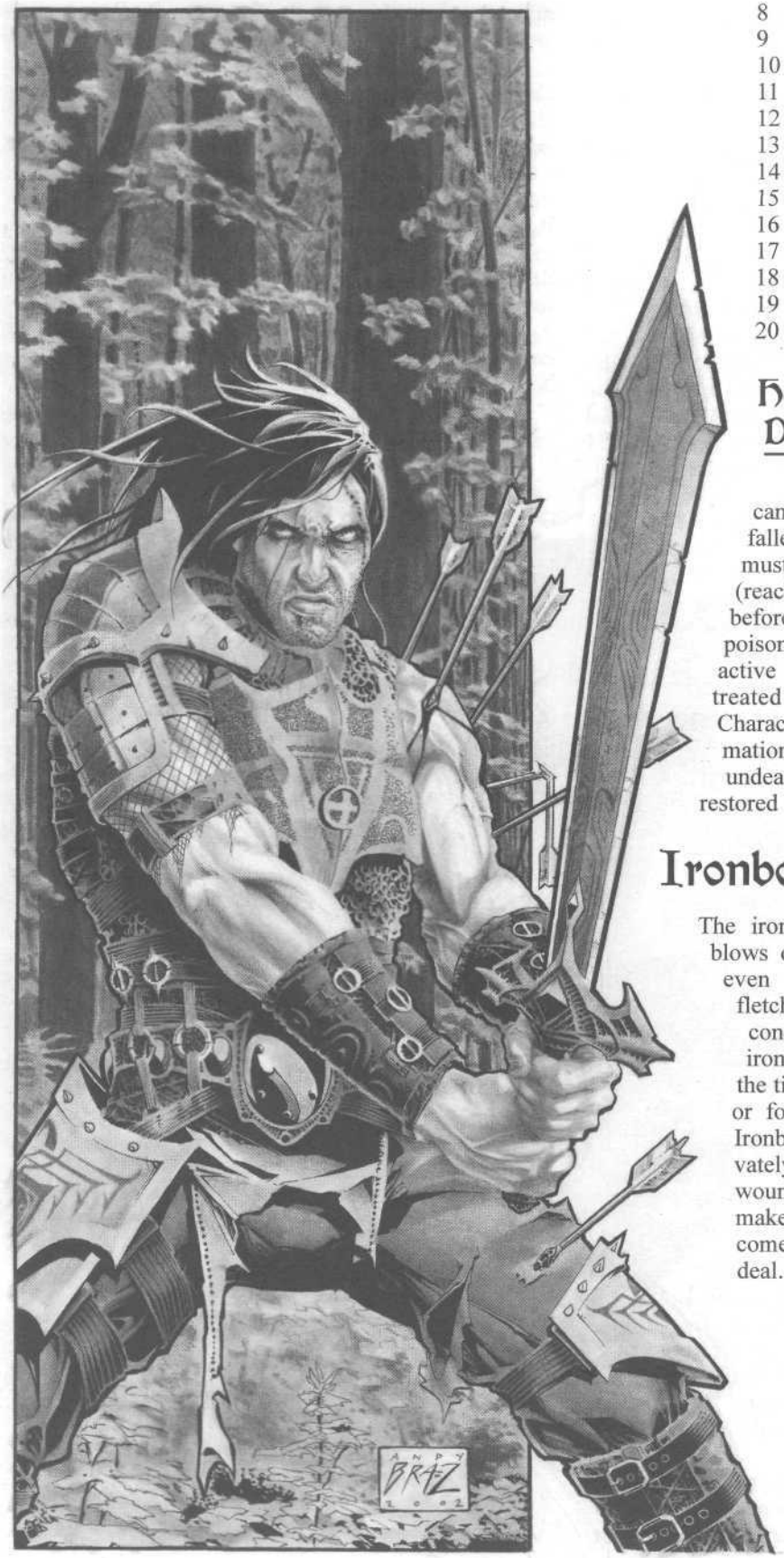


Healer

Whether through the blood of the fey or as a magical expression of deep caring, some heroes are able to perform great acts of healing without taxing their bodies, or indeed ever learning to cast another spell. A healer will be sought after by all the people he encounters—the good folk to help allay the abuses of the dark gods's minions, and the minions of Izrador that would bend such characters to their evil purpose. Most healers therefore do all they can to hide their nature, often posing as herbalists or trained doctors to take attention away from the incredible feats of healing they perform.

Healer Abilities by Level

Level	Ability
1	*Cure light wounds* 1/day
2	*Cure light wounds* 2/day
3	*Cure moderate wounds* 1/day
4	*Delay poison* 1/day
5	*Lesser restoration* 1/day
6	*Cure moderate wounds* 2/day
7	*Cure serious wounds* 1/day



8	*Remove blindness/deafness* 1/day
9	*Remove disease* 1/day
10	*Cure light wounds* 3/day
11	*Cure critical wounds* 1/day
12	*Neutralize poison* 1/day
13	*Cure moderate wounds* 3/day
14	*Delay poison* 2/day
15	*Lesser restoration* 2/day
16	*Cure serious wounds* 2/day
17	*Heal* 1/day
18	*Cure light wounds* 4/day
19	*Cure moderate wounds* 4/day
20	Restore life 1/day

Healer Ability Descriptions

Restore Life (Su): The healer can restore a character to life that has fallen to less than –10 hp. The character must have suffered the mortal wound (reached –10 hp) no more than 10 minutes before the healer uses this ability, and any poisons, diseases, and other effects are still active on the character unless they were treated prior to him being restored. Characters that have undergone a transformation after their death, such as by an undead's create spawn ability, may not be restored by this ability.

Ironborn

The ironborn character can withstand the blows of the mightiest creatures, fight on even while punctured by many black-fletched arrows, and resist the harshest conditions and most potent venoms. The ironborn hero can single-handedly turn the tide of a battle and rout vastly superior forces with his inspiring leadership. Ironborn characters tend to be loners, privately battling the pain of a thousand wounds, both physical and mental. They make loyal allies, however, and those who come to know them respect them a great deal.

Ironborn Abilities by Level

Level	Ability
1	Incredible resilience
2	+1 bonus on Fort saves
3	+1 natural armor
4	Improved healing 1
5	DR 1/—
6	Elemental resistance 5 (first type)
7	+2 bonus on Fort saves
8	+2 natural armor
9	Improved healing 2
10	DR 2/—
11	Elemental resistance 5 (second type)
12	+3 bonus on Fort saves
13	+3 natural armor
14	Improved healing 3
15	DR 3/—
16	Elemental resistance 5 (third type)
17	+4 bonus on Fort saves
18	+4 natural armor
19	Improved healing 4
20	DR 4/—

Ironborn Ability Descriptions

Incredible Resilience: The ironborn character's HD type increases by one step (d6 becomes d8, d8 becomes d10, d10 becomes d12). If the character already has a d12 for HD, he gains one additional hit point per level.

Elemental Resistance (Ex): At 6th level, the ironborn character chooses one elemental energy type (acid, cold, electricity, or fire). He gains energy resistance 5 against the chosen energy type. At 11th and 16th levels, he must choose different energy types against which he gains energy resistance 5.

Improved Healing (Ex): The ironborn character recovers from damage much more quickly than others. Each level of improved healing grants him the ability to recover one hit point per hour, even while performing normal or strenuous activity.

Juggernaut

Some heroes of Aryth are strong in both body and mind. Their physical power is undeniable, but it is their strength of will that grants them the ability to boost their natural strength and perform acts of great physical exertion. Juggernaut characters sometimes tend to come off as too direct and forceful, as they often use their muscles to solve problems before their brains. They are no less intelligent than those around them but simply prefer to look for a direct answer to their problems before attempting a more cerebral solution.

Juggernaut Abilities by Level

Level	Ability
1	Brute Strength +1
2	*Knock* 1/day*
3	Ignore Hardness 1
4	*Shatter* 1/day*
5	Brute Strength +2
6	+1 Str
7	*Knock* 2/day
8	*Bull's strength* (self only) 1/day
9	Ignore Hardness 2
10	Brute Strength +3
11	*Shatter* 2/day
12	+2 Str
13	*Knock* 3/day
14	Ignore Hardness 3
15	Brute Strength +4
16	*Bull's strength* (self only) 2/day
17	*Shatter* 3/day
18	+3 Str
19	Ignore Hardness 4
20	Brute Strength +5

*Range: Touch.

Juggernaut Ability Descriptions

Brute Strength (Ex): Juggernaut characters can perform acts of great strength due to their extreme muscular endurance. The character adds his Brute Strength score to all Strength checks, grapple checks, and Climb and Jump checks.

Ignore Hardness (Ex): The juggernaut's great strength and will to power allow him to ignore some of the hardness of objects that he strikes. When a juggernaut character strikes an object, subtract the amount of this ability from an object's hardness rating before applying damage to it.

Mentalist

Some heroes exhibit powers beyond the magic used by the world's few channelers and wizards. Such a character can alter his mind and those of others with a mere thought. Although he is often feared both by those who follow the dark god and also those who fight against him, mentalists can be invaluable companions to those who can learn to trust them. Mentalist characters are cautious about revealing their powers because of the suspicion they engender, and can thus be seen as secretive and mysterious by even those who know them well.

Mentalist Abilities by Level

Level	Ability
1	*Missive* 1/day
2	*Empathy* 1/day
3	*Detect thoughts* 1/day
4	*Missive* 2/day
5	*Lesser mindlink* 1/day
6	*Empathy* 2/day
7	*Detect thoughts* 2/day
8	*Suggestion* 1/day
9	*Lesser mindlink* 2/day
10	*Forced mindlink* 1/day
11	*Mindwipe* 1/day
12	*Suggestion* 2/day
13	*Missive* 3/day
14	*Empathy* 3/day
15	*Tailor memory* 1/day
16	*Detect thoughts* 3/day
17	*Mind probe* 1/day
18	*Lesser mindlink* 3/day
19	*Suggestion* 3/day
20	*Forced mindlink* 2/day

Mystic

The mystic hero is born with the ability to focus his body and mind so that they work together as a single unit. The mystic can alter his body's chemistry and physical attributes with a mere thought, granting him amazing physical skills and making him a deadly combatant. The mystic hero often stays quiet about his abilities, and he finds it hard to trust others with his secrets.

Mystic Abilities by Level

Level	Ability
1	*Burst* 1/day
2	*Biofeedback* 1/day
3	*Combat prescience* 1/day
4	*Burst* 2/day
5	*Hustle* 1/day
6	*Biofeedback* 2/day
7	*Combat prescience* 2/day
8	*Metaphysical weapon* 1/day
9	*Hustle* 2/day
10	*Inertial barrier* 1/day
11	*Adamant grasp* 1/day
12	*Metaphysical weapon* 2/day
13	*Burst* 3/day
14	*Biofeedback* 3/day
15	*Energy barrier* 1/day
16	*Combat prescience* 3/day
17	*Adapt body* 1/day
18	*Hustle* 3/day
19	*Metaphysical weapon* 3/day
20	*Inertial barrier* 2/day

Naturefriend

A rare hero of Aryth is born with a connection to the natural world that goes beyond a simple affinity for nature. She understands how all the natural elements of the world—plants, animals, weather—interact with one another and with the other denizens of Aryth. This hero has abilities that help her interact with nature and allow her to call upon its help in times of need. She often looks for like-minded companions with whom she can work to turn back the Shadow before it utterly befouls the world with its dark taint.

Naturefriend Abilities by Level

Level	Ability
1	*Calm animals* 1/day
2	*Detect animals or plants* 1/day
3	*Entangle* 1/day
4	*Speak with animals* 1/day
5	Animal friend
6	*Plant growth* 1/day
7	*Calm animals* 2/day
8	*Speak with plants* 1/day
9	*Detect animals or plants* 2/day
10	Plant friend
11	*Speak with animals* 2/day
12	*Entangle* 2/day
13	*Calm animals* 3/day
14	*Plant growth* 2/day
15	*Wall of thorns* 1/day
16	*Animal growth* 1/day
17	*Speak with plants* 2/day
18	*Speak with animals* 3/day
19	*Entangle* 3/day
20	*Liveoak* 1/day

Naturefriend Ability Descriptions

Animal Friend (Su): Starting at 5th level, animals must make a Will save (DC 10 + character's Cha modifier) each round in order to attack the naturefriend character. In addition, the character gains a +4 bonus to all Animal Empathy and Handle Animal checks.

Plant Friend (Su): Starting at 10th level, plant creatures must make a Will save (DC 10 + character's Cha modifier) each round in order to attack the naturefriend character. In addition, the character gains a +4 bonus to all Diplomacy checks against intelligent plant creatures.

Philosopher

The philosopher hero is born with a power of mind that comes from neither study nor magic but is often cultivated by both. She is able to calculate the best course of action, to confuse her opponents with leaps of logic, and come out ahead on almost any transaction that requires brains over brawn. This character is often somewhat arrogant about her abilities, which can drive others away. Those who know her best value her skills, however, and a philospher hero can aid her friends immensely in times of need.

Philosopher Abilities by Level

Level	Ability
1	*Augury* 1/day
2	Rational discourse 1/day
3	*Hypnotism* 1/day
4	*Augury* 2/day
5	+1 Int
6	*Modify memory* 1/day
7	Rational discourse 2/day
8	*Confusion* 1/day
9	*Augury* 3/day
10	+2 Int
11	*Hypnotism* 2/day
12	Rational discourse 3/day
13	*Modify memory* 2/day
14	*Feeblemind* 1/day
15	+3 Int
16	*Confusion* 2/day
17	*Augury* 4/day
18	Rational discourse 4/day
19	*Modify memory* 3/day
20	+4 Int

Philosopher Ability Descriptions

Rational Discourse (Ex): Once per day starting at 2nd level, a philosopher character can use logic traps and confusing patter to convince someone of her position, even if it is clearly wrong. This grants the character a +10 circumstance bonus to all Bluff and Diplomacy checks for one round per level. She may invoke this ability additional times at 7th, 12th, and 18th levels.

Quickened

The quickened hero moves faster than those around him. He develops incredible speed of movement, a blinding flurry of attacks, and a quickness that allows him to dodge all but the most accurate of blows. He tends to live life to its fullest extent, working as hard as he plays, and is as quick in judgment and action as he is on his feet. A quickened character's energy can be tiring

to those around him, and keeping up with his explosive personality can be an ally's toughest challenge.

Quickened Abilities by Level

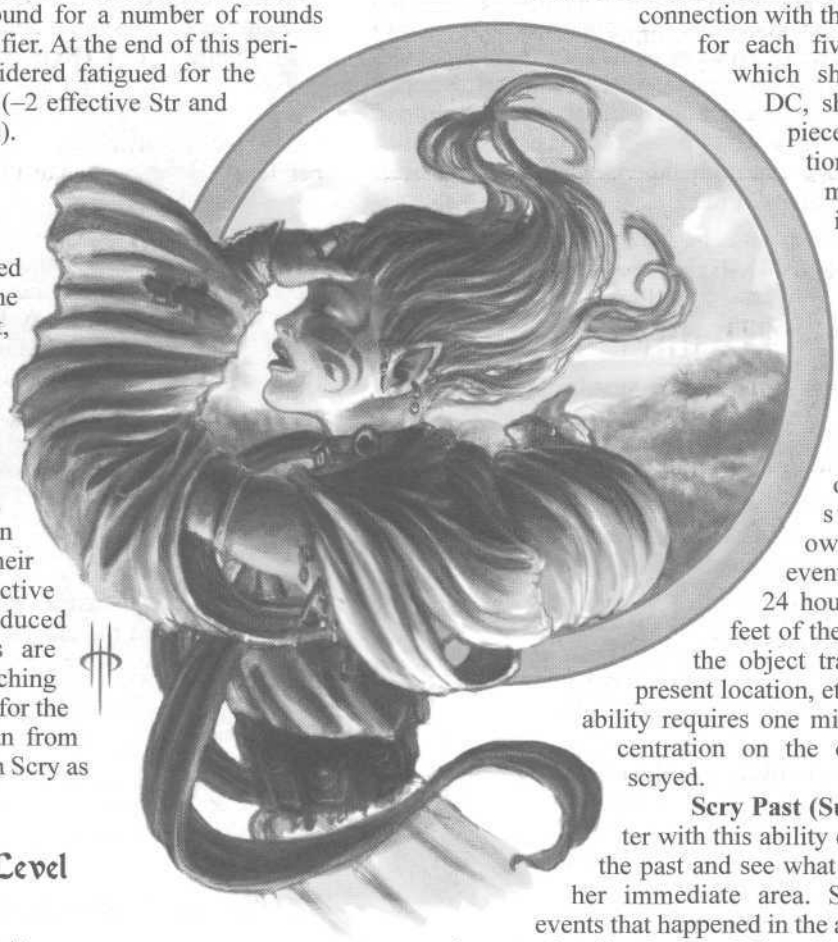
Level	Ability
1	+2 bonus to initiative
2	+1 dodge bonus to AC
3	+5 ft. speed
4	Burst of speed 1/day
5	+1 Dex
6	+4 bonus to initiative
7	+2 dodge bonus to AC
8	+10 ft. speed
9	Burst of speed 2/day
10	+2 Dex
11	+6 bonus to initiative
12	+3 dodge bonus to AC
13	+15 ft. speed
14	Burst of speed 3/day
15	+3 Dex
16	+8 bonus to initiative
17	+4 dodge bonus to AC
18	+20 ft. speed
19	Burst of speed 4/day
20	+4 Dex

Quickened Ability Descriptions

Burst of Speed (Ex): Once per day, the quickened character can activate a burst of speed as a free action. Once activated, he can take one extra attack or move-equivalent action each round for a number of rounds equal to 5 + his Con modifier. At the end of this period, the character is considered fatigued for the duration of the encounter (–2 effective Str and Dex, cannot run or charge).

Seer

Seers are descended from an ancient bloodline gifted with second sight, rare oracles that were reportedly able to see the future, peer into the past, and seek any person or object to the farthest corners of the earth. Visions come to them in their sleep, as they fill their canteens in clear, reflective pools, and in self-induced trances. Seer characters are often introspective, searching always within themselves for the answers they cannot glean from their visions. All seers gain Scry as a class skill.



Seer Abilities by Level

Level	Ability
1	*Augury* 1/day
2	*Clairaudience/clairvoyance* 1/day
3	Scry object 1/day
4	*Augury* 2/day
5	*Clairaudience/clairvoyance* 2/day
6	*Divination* 1/day
7	Scry object 2/day
8	*Scrying* 1/day
9	*Augury* 3/day
10	*Clairaudience/clairvoyance* 3/day
11	Scry past 1/day
12	Scry object 3/day
13	*Divination* 2/day
14	Scry future 1/day
15	*Scrying* 2/day
16	*Foresight* 1/day
17	*Augury* 4/day
18	Scry past 2/day
19	*Divination* 3/day
20	Scry future 2/day

Seer Ability Descriptions

Scry Object (Sp): The seer can divine information from an object just by touching it. She must make a Scry check (DC 10) in order to make a connection with the object, and for each five points by which she beats the DC, she gains one piece of information. The information gained is up to the DM and can include any of the following: the object's most recent owner, the object's original or subsequent owners, the events of the past 24 hours within 30 feet of the object, how the object traveled to its present location, etc. Using this ability requires one minute of concentration on the object being scryed.

Scry Past (Su): A character with this ability can look into the past and see what happened in her immediate area. She sees all events that happened in the area for up to one hour per level in the past. Using this ability incapacitates the character for one minute, during which time she is considered helpless. During this minute, all the information she gains is transferred to her as a series of quick flashes in her mind. Once this minute is up, the character stops receiving images and is dazed for one minute. After this time, she remembers the events as if she had been present at them. A character searching for a specific action or object in the past must make a Spot check (DC 15) to effectively remember the presence or absence of the object. A character with 5 or more ranks in Scry gains a +2 synergy bonus on this check.

Scry Future (Su): With this ability, the character is able to look into the future and see what consequences a certain course of action might have. Like the scry past ability, the character must enter a trance for one minute in order to see flashes of what might happen, and she is similarly dazed when she awakens. She must also make a Spot check (DC 15) to notice any particular detail she may be looking for. The difference lies in the fact that the character must focus on a particular course of action

for which she would like to see the outcome. It is this action and its consequences that the character will see in her flashes.

So, if a party of adventurers was trying to decide whether or not to cut a rope bridge that would hinder their pursuers but trap them in a dangerous area, the character would focus on cutting the rope bridge and then enter her trance. When he awoke, and after the period of disorientation, she would be able to recall a general accounting of what would happen if they took that course of action.

Of course, scrying in this manner is never completely accurate, as even simple changes can cause a radically different outcome, but it does provide a reasonable idea of an action's consequences.

Shadow Walker

Some heroes walk more easily in the night, hidden away from the prying eyes of the Night Kings' minions. They prefer the pale light of the moon and stars to the bright, revealing rays of the sun. The power that flows through them grants them extraordinary abilities, including the ability to obfuscate their movements and to hastily retreat, on foot as well as through the shadows themselves. Shadow walkers are often mistaken for enemies of the peoples of Aryth because of their nocturnal ways, but a shadow walker hero may be a more effective insurgent than those who continue to fight openly.

Shadow Walker Abilities by Level

Level	Ability
1	Night vision
2	Shadow veil 1/day
3	*Expeditious retreat* 1/day
4	*Undetectable alignment* 1/day
5	*Blur* 1/day
6	Shadow jump 10 ft.
7	*Pass without trace* 1/day
8	Shadow veil 2/day
9	*Expeditious retreat* 2/day
10	*Nondetection* 1/day
11	*Blur* 2/day
12	Shadow jump 20 ft.
13	Shadow veil 3/day
14	*Expeditious retreat* 3/day
15	*False vision* 1/day
16	*Blur* 3/day
17	Shadow jump 30 ft.
18	*Freedom of movement* 1/day
19	Shadow veil 4/day
20	*Expeditious retreat* 4/day

Shadow Walker Ability Descriptions

Night Vision (Ex): Shadow walkers gain darkvision to a range of 60 feet. If a shadow walker character already has darkvision, the range is doubled.

Shadow Veil (Ex): At 2nd level, the shadow walker can cover himself in a veil of shadow once per day. This grants him a +10 circumstance bonus to Hide and Move Silently checks for one minute plus one round per level. He may invoke this ability additional times per day at 8th, 13th, and 19th levels.

Shadow Jump (Su): Beginning at 6th level, a shadow walker character can move through shadows. He can move up to the distance shown as a move-equivalent action, bypassing any barriers as if they did not exist. Thus, a character hiding behind a boulder could shadow jump to the other side of the boulder to avoid searching foes. Moving in this way never provokes attacks of opportunity, and it cannot be performed in or through areas lit by the equivalent of full sunlight.

Steelblooded

The steelblooded hero may serve as a mercenary, aiding rebels and the armies of the Night Kings alike. Although unable to explain it, he finds himself with a natural affinity for weapons of all kinds. He usually tries to hide this trait by training hard with the weapons he uses, for his unique abilities make him very valuable. Although his birthright can make him mercenary, the steelblooded hero still follows his heart when it comes to choosing sides in the war against Izrador's menace.

Steelblooded Abilities by Level

Level	Ability
1	Weapon sense +1
2	Strategic blow +1
3	Offensive tactics +1
4	Defensive tactics
5	Weapon sense +2
6	Combat endurance 1/day
7	Furious attacks +1
8	Strategic blow +2
9	Defensive tactics
10	Weapon sense +4
11	Offensive tactics +2
12	Combat endurance 2/day
13	Strategic blow +3
14	Defensive tactics
15	Furious attacks +2
16	Mastery of steel
17	Strategic blow +4
18	Combat endurance 3/day
19	Defensive tactics
20	Strategic blow +5

Steelblooded Ability Descriptions

Weapon Sense (Ex): A steelblooded character is able to learn the techniques associated with new weapons very quickly. This grants him a bonus on all attack rolls using weapons with which he is not proficient equal to the bonus shown. At 10th level, a steelblooded character effectively has no penalty when using a weapon with which he is not proficient.

Offensive Tactics (Ex): At 3rd level, when a steelblooded character uses the full attack action, he gains the listed bonus to either his first attack roll or all damage rolls. The steelblooded character must choose whether to apply his bonus to attack or damage at the beginning of the round before any rolls are made.

At 11th level, this bonus increases to +2.

Defensive Tactics (Ex): At 4th level, when a steelblooded character fights defensively with a melee weapon in hand, he suffers only a –2 penalty to attack rolls rather than the standard –4.

At 9th level, a steelblooded character armed with a melee weapon gains a +6 dodge bonus to AC when using the total defense action.

At 14th level, a steelblooded character armed with a melee weapon can move up to his base speed each round without suffering attacks of opportunity due to his movement.

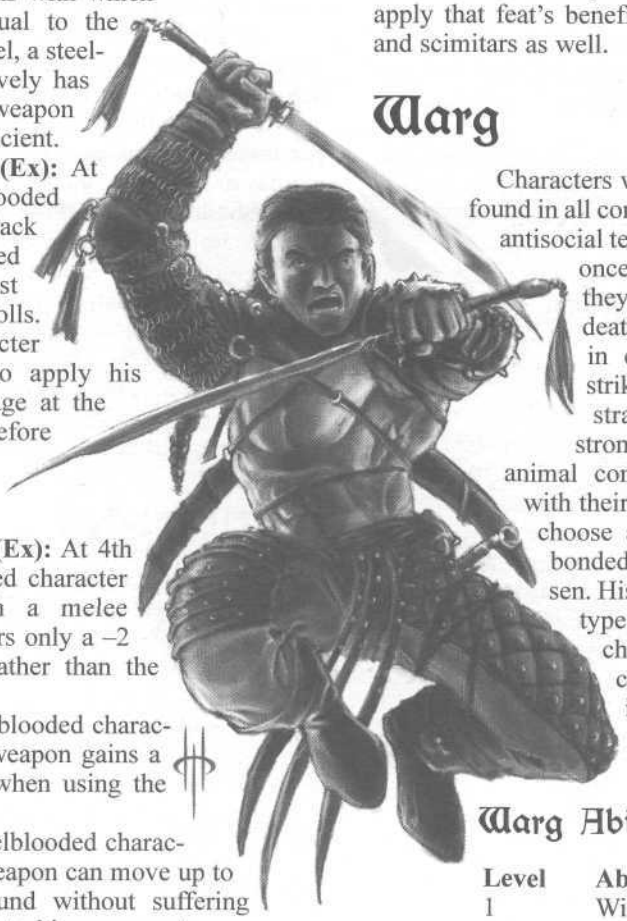
At 19th level, a steelblooded character armed with a melee weapon never suffers attacks of opportunity for any action.

Combat Endurance (Ex): Once per combat, the character gains one temporary hit point per level. He can temporarily have more than his normal allotment of hit points by using this ability, and all subsequent damage is taken from these hit points first. The hit points last for one minute, at which time any remaining bonus hit points disappear. Activating this ability is a free action.

Furious Attacks (Ex): When a steelblooded character fights with both ends of a double weapon or with a weapon in each hand, he gains the listed bonus to all attack rolls. All the normal penalties associated with fighting with two weapons still apply.

Strategic Blow (Ex): Starting at 3rd level, all of the steelblooded character's melee attacks ignore damage reduction as if the character had a +1 weapon. This ability increases to +2 at 8th level, +3 at 13th level, +4 at 17th level, and +5 at 20th level.

Mastery of Steel (Ex): At 16th level, the steelblooded hero may now utilize any weapon-specific feat (Weapon Focus, Weapon Specialization, etc.) with any melee weapon of the same damage type (bludgeoning, piercing, or slashing) and size. Thus, if the steelblooded character had Weapon Focus (longsword), he could apply that feat's benefit to bastard swords, battleaxes, and scimitars as well.



Warg

Characters with the blood of animals can be found in all corners of Aryth. They at once have antisocial tendencies and a pack mentality—once they choose their companions, they defend them loyally and to the death. Warg characters are ferocious in combat, favoring quick, brutal strikes over fancy maneuvers and strategic planning. They have a strong affinity with animals, and their animal companions grow stronger along with their masters. A warg character must choose a single type of animal as his bonded creature when this path is chosen. His warg abilities apply only to this type of animal. Halfling wargs can choose the wogren as their bonded creature, even though the wogren is a magical beast.

Warg Abilities by Level

Level	Ability
1	Wild sense
2	Animal companion
3	*Speak with animals* 1/day
4	*Charm animal* 1/day
5	Call animal 1/day
6	*Wildshape* 1/day
7	Improved companion
8	Wild sense
9	*Speak with animals* 2/day
10	*Wildshape* 2/day
11	*Charm animal* 2/day
12	Improved companion
13	Call animal 2/day
14	*Wildshape* 3/day (dire or advanced)
15	*Speak with animals* 3/day
16	Improved companion
17	*Charm animal* 3/day
18	*Wildshape* 4/day (dire or advanced)
19	Call animal 3/day
20	Improved companion

Warg Companion Improvement

Character Level	Bonus HD	Natural Armor	Str Adj.	Int	Special
7–11	+2	+2	+1	6	Share saving throws*
12–15	+4	+4	+2	7	Improved evasion*
16–19	+6	+6	+3	8	
20	+8	+8	+4	9	

* See PHB, The Paladin's Mount for more details on these two abilities.

Warg Ability Descriptions

Wild Sense (Ex): The character may choose either low-light vision or scent as a special quality. If the character already has low-light vision, it improves to darkvision with a range of 60 feet. If the character already has darkvision, he gains nothing by choosing the low-light vision option.

Animal Companion: The character gains a single animal companion with whom he shares an empathic link out to a distance of one mile (see the Paladin's Mount, PHB, for more details on the empathic link). The companion follows all rules as if he had been attracted by an *animal friendship* spell, whether or not it could normally be affected by the spell.

The companion's Hit Dice cannot be more than twice the warg character's level. The warg character may only have one companion at a time. The character may dismiss his animal companion at any time and call a new one, although this may impact its statistics temporarily (see Improved Companion below). A halfling warg may choose a wogren as his bonded companion.

***Charm Animal* (Sp):** This ability works exactly like the *charm person or animal* spell except it can only target the warg character's chosen type of animal.

Call Animal (Sp or Su): This ability can be used in one of two ways, each of which counts as a single use of the ability. First, the character can communicate simple thoughts to his companion over any distance. Second, the character can call animal allies from the surrounding lands as if he had cast *summon nature's ally*. The number and type of creatures called depends on the warg character's level, as shown in the table below. Only animals of the warg character's chosen creature type heed his call.

Level	Creatures Summoned
5–9	1d3 animals or 1 wogren
10–15	1d6 animals or 2 wogrens
16–20	1d4+1 dire animals or wogrens

***Wildshape* (Sp):** At 6th level, a warg character gains the spell-like ability to *polymorph self* into his chosen creature type and back again once per day. Unlike the standard use of the spell, however, the warg character may only adopt one form. As stated in the spell description, the warg character regains hit points as if he or she had rested for a day. The warg character does not risk the standard penalty for being disoriented while in the *wildshape*.

The warg character can use this ability more times per day at 10th, 14th, and 18th level, as noted. In addition, at 14th level the warg character gains the ability to take on a dire or advanced form of his chosen animal. The advanced form at 14th level gains +4 HD and is one size larger than the base creature.

At 18th level, the warg's dire form advances +4 HD but retains its same size category. An advanced form advances another +4 HD and remains one size larger than the base creature.

For example, a human warg could *wildshape* into a wolf at 6th level. At 14th level, the warg could *wildshape* into a dire wolf. At 18th level, the character's dire wolf form would be advanced by +4 HD and it would remain a Large creature.

Alternatively, a halfling warg could *wildshape* into a wogren at 6th level. At 14th level, the halfling's wogren form would have 8 HD and would be a Large creature. At 18th level, the halfling's wogren form would have 12 HD and would remain a Large creature.

Improved Companion: Each time this ability is gained, the character's companion improves as shown in the table above. If the companion is ever dismissed, it loses one step of benefits per day. Similarly, if a high-level warg character gains a new companion, it improves one step per day until it reaches the highest level of improvement based on the warg character's level. These improvements apply only to the single companion granted by this heroic path. Note that some companions, namely wogrens, may already have Intelligence scores of 6 or higher. Treat this entry as the companion's minimum Intelligence score.

Feats

The following new feats are available to characters in the world of MIDNIGHT. The names and game mechanics of these feats are designated as **Open Game Content**.

Craft Greater Spell Talisman

You can create greater spell talismans, which reduce the cost for casting spells from a single school.

Prerequisite: Magecraft, any three Spellcasting feats, character level 12th+.

Benefit: You can create a greater spell talisman for any school for which you have the Spellcasting feat. Like spell talismans, greater spell talismans can be of any size, shape, or material. Creating a greater spell talisman takes one day for each 1,000 gp in its base price. To craft a greater spell talisman, you must spend 1/25 of its base price in XP.

Craft Spell Talisman

You can create spell talismans, which reduce the cost for casting specific spells.

Prerequisite: Magecraft, Spellcasting, character level 3rd+.

Benefit: You can create a spell talisman for any spell that you know. A spell talisman can be of any shape, size, or material. Each is a unique creation and often reflects either the purpose of the spell for which it is being created or the personality of its creator. Creating a spell talisman takes one day for each 1,000 gp in its base price. To craft a spell talisman, you must spend 1/25 of its base price in XP.

Greater Spellcasting (General)

You gain knowledge of spells from one of the greater schools of magic.

Prerequisites: Character level 7+, Spellcasting (Lesser Conjuration or Lesser Evocation).

Benefit: When this feat is selected, choose one school of magic from the list below. You must have access to the lesser form of any greater school you choose with this feat. You immediately learn one spell from this

Simple Weapons—Ranged

Weapon	Cost	Damage	Critical	Range	Weight	Type
Large						
Great sling	3 gp	1d6	x2	60 ft.	1 lb.	Bludgeoning

Exotic Weapons—Melee

Tiny						
Fighting knife	3 gp	1d6	x2	—	2 lb.	Slashing
Sepi	3 gp	1d4	19–20/x3	—	2 lb.	Slashing
Small						
Cedeku	15 gp	1d6	19–20/x2	—	3 lb.	Slashing
Urutuk hatchet	10 gp	1d6	x3	20 ft.	3 lb.	Slashing
Medium-size						
Vardatch	20 gp	1d12	x2	—	16 lb.	Slashing

school or its lesser version, and you may now learn spells from this school through one of the methods discussed in Chapter 2.

The two greater schools are Conjuration (greater) and Evocation (greater).

Special: You may choose this feat more than once. Each time you do, you must choose a different school of magic.

Inconspicuous (General)

You have an uncanny knack for avoiding contact with minions of the Shadow.

Benefit: You gain a +2 bonus to all Bluff, Diplomacy, Hide, and Sense Motive checks against members of the dark god's forces.

Magecraft (General)

You have the blood of mages running through your veins.

Benefit: Spellcraft is always a class skill for you. In addition, you must choose a magical tradition that you will follow throughout your career. Your tradition determines which ability score your spellcasting will be based on. The three traditions (and the key ability for each tradition) are Charismatic (Cha), Hermetic (Int), and Spiritual (Wis). Depending on the tradition you choose, you gain knowledge of a single spell chosen from the following lists when you take this feat.

Hermetic mages can cast *detect magic, mage hand*, or *mending*.

Charismatic mages can cast *daze, prestidigitation*, or *virtue*.

Spiritual mages can cast *cure minor wounds, purify food and drink,* or *resistance*.

A character with the Magecraft feat can cast a number of 0-level spells per day equal to 3 + his spellcasting ability modifier. In addition, he gains an amount of spell energy (see Chapter 2) equal to his spellcasting ability modifier and can learn and cast Universal spells.

Normal: A character cannot cast spells without taking this feat.

Spellcasting (General)

You gain knowledge of spells from one school of magic.

Prerequisite: Magecraft.

Benefit: When this feat is selected, choose one school of magic from the list below. You may now learn spells from this school through one of the methods discussed in Chapter 2 and you may cast spells from this school that you have learned. See page 251 for a listing of spells by school.

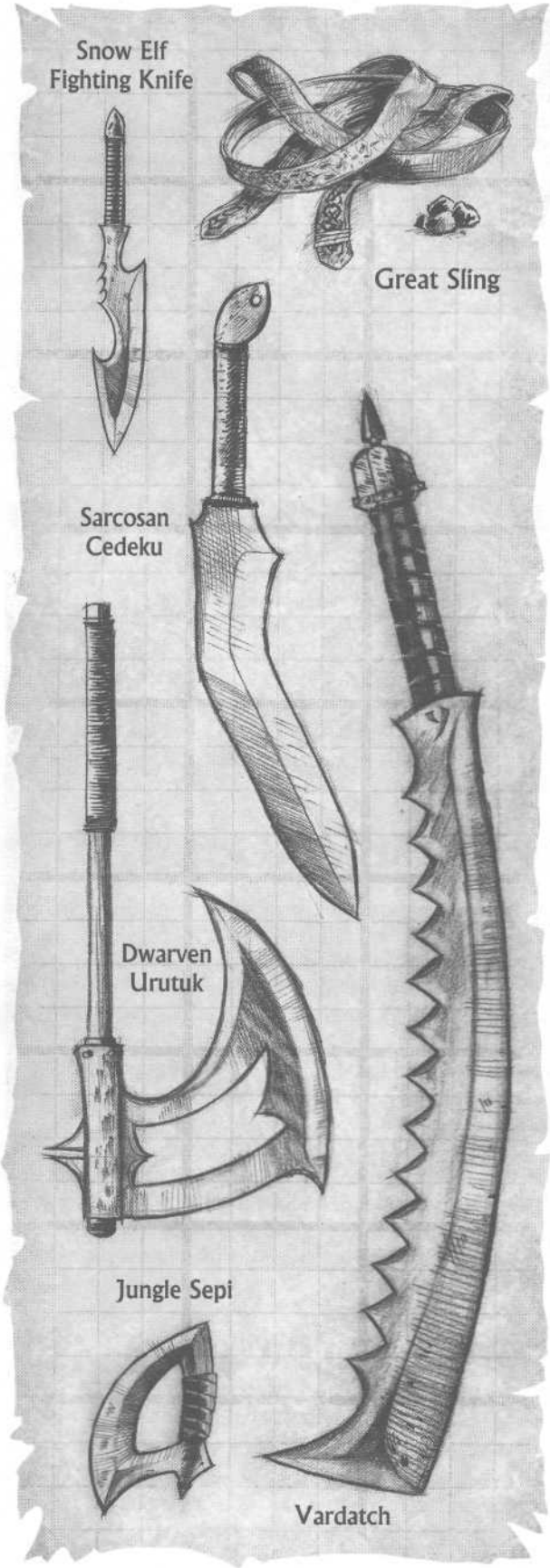
The eight schools are Abjuration, Conjuration (lesser), Divination, Enchantment, Evocation (lesser), Illusion, Necromancy, and Transmutation.

Special: You may choose this feat more than once. Each time you do, you must choose a different school of magic.

Sarcosan Pureblood (General)

You have untainted Sarcosan ancestry.

Benefit: You gain a +2 bonus to Ride checks with horses and a +2 bonus to all Charisma-related skill checks when dealing with Sarcosans.



New Weapons

The following new weapons are available to characters in MIDNIGHT. Most of these weapons originated with a specific race or culture, and they are rarely used by other peoples. The text of this section is designated as **Open Game Content**.

Cedeku: This small, hook-bladed sword is commonly used by Sarcosan warriors when they fight on foot. Because of the cedeku's hooked blade, you gain a +2 bonus on opposed attack rolls to disarm an opponent (including the roll to avoid being disarmed if you fail to disarm your opponent). The cedeku is treated as a Medium-size weapon when its wielder is making a disarm attempt.

Fighting Knife: These oversized, curved blades are almost as large as short swords. The snow elves often wield them in both hands when fighting orcs in the Veradeen.

Great Sling: This sling consists of a long leather strap with a large pouch in the middle for seating stones and bullets. The weapon is designed to be swung with two hands, and it delivers its ammunition with significantly more power than a normal sling. It uses standard sling bullets or stones.

Sepi: These wide, curved blades are often wielded in both hands by jungle elves when they fight in melee.

Urutuk Hatchet: This long-handled axe is balanced for close fighting and throwing. It is often wielded in both hands by Kurgun dwarves fighting in melee.

Vardatch: This crude, brutal weapon, whose Orcish name means "cleaver," is a heavy, broad-bladed sword with a blunt edge and a serrated edge. The vardatch is considered a slashing weapon, though it does not so much slash as tear. The weapon can be wielded two-handed by a Medium-size character as a martial weapon or one-handed as an exotic weapon.

CHAPTER 2

Magic

Magic is as much a part of the world as wood and earth, water and air. Just as felling a tree or carving a stone requires the sweat of labor, so too does the working of magic tax the craftsman who would wield it. Whether one would learn and master a magic, harness that magic in the casting of a spell, or bind the magic in the enchantment of a material object, the sorcerer must always invest some of his own essence and vitality in his art. The student of magic must learn that a true channeler does not master a power or force outside himself, but rather one that comes from within.

— Suruliam of Caradul, *The Art of Magic*

Magic in Midnight

Magic is rare and powerful in the world of MIDNIGHT, and its role is somewhat different from other fantasy settings. This section presents new rules for learning and casting spells, rules for magical rituals, and new types of magic items, such as charms, spell talismans, and covenant items. This chapter also provides a discussion of the effect of the Sundering on the practice of magic. All game rules and mechanics in this section, including material derived from the d20 System Reference Document, are designated as **Open Game Content**. This includes the new rules for learning and casting spells, the spell lists, the ritual magic rules, and the names and game mechanics of magic items. Background text and setting information is designated as closed content.

For a complete list of spells from the core rules organized by school, see page 251.

The Midnight Spell System

With the exception of the legates, spellcasting in MIDNIGHT is not tied to any class. Rather, it requires a character to take feats that represent spellcasting ability. Characters draw from their own energy to cast spells, causing themselves temporary damage whenever they cast a spell. Characters gain spell energy that allows them to cast a certain number of spell levels per day without taking this damage. They can then exert themselves to cast even more spells, though doing so too often is very dangerous.

Many of the traditional spellcasting classes found in the d20 System core rules—bards, clerics, paladins, rangers, and sorcerers—are not found in MIDNIGHT. Druids and wizards only exist as prestige classes. The ability to cast spells is no longer tied to the class you take—anyone can take the Magecraft and Spellcasting feats and learn to wield magic. One new class, the channeler, does facilitate the casting of spells, and as inheritors of the magical tradition, they gain special abilities that allow them to wield more effective and powerful magic than those who merely dabble in the arts.

Magecraft and Spellcasting

A character who wants to be able to cast spells must take the Magecraft feat (page 71) in order to do so. This feat is the basic building block upon which all of the character's spellcasting abilities are based. After he takes this feat, the character can then select Spellcasting feats that allow him to cast spells from certain schools. No character except a legate or those with certain heroic paths (or other sources of spell-like abilities) can cast spells without taking these feats.

Schools of Magic

There are 11 schools of magic in MIDNIGHT: Abjuration, Divination, Enchantment, Greater Conjuration, Greater Evocation, Illusion, Lesser Conjuration, Lesser Evocation, Necromancy, Transmutation, and Universal. These schools are unchanged from the core rules with the exception that Conjuration and Evocation have been split into two different schools, with lesser and greater versions of each.

Lesser Conjuration: This school includes all Conjuration spells other than those with the Calling or Summoning subtypes.

Greater Conjuration: This school includes all Conjuration spells of the Calling or Summoning subtypes.

Lesser Evocation: This school includes all Evocation spells with no descriptor, as well as those with the Darkness, Light, and Sonic descriptors.

Greater Evocation: This school includes all Evocation spells with a descriptor not listed above.

Learning Spells

Characters know very few spells when they first select the Magecraft and Spellcasting feats, but any character with the Spellcasting feat may learn new spells in several ways. In order to learn a spell, a character's level must be at least twice the spell's level. Therefore, a character must be at least 2nd level to cast 1st-level spells, 4th level to cast 2nd-level spells, and so on. Note that the channeler and legate gain spells at an improved rate and do not abide by this rule in some cases. The character must also have access to the school (through the Spellcasting and Greater Spellcasting feats) of the spell he wishes to learn. The easiest way to learn spells is to take levels of channeler, which automatically grants the character new spells each level. There are three other primary ways to learn spells.

The first way to learn a new spell is to be taught that spell by another spellcaster. Working with a teacher drastically reduces the amount of time it takes to learn a new spell, as well as reducing the spellcaster's personal XP loss, but it costs quite a bit of money. Teachers are also hard to come by—spellcasters tend to be very hesitant to reveal their knowledge and abilities to those they do not trust. If you can find a teacher, however, the time and XP saved are usually well worth the effort. Learning a spell from a teacher requires one day (eight full hours of study) per spell level, 50 gp per spell level worth of equipment, barter goods, or services, and 50 XP per spell level (one day, 25 gp, and 25 XP for 0-level spells).

The second way to learn a new spell is by finding it in a spellbook or on a scroll. Learning a spell from a scroll destroys the scroll, as the learning process culminates in the successful casting of the spell. A character

Time and Costs to Learn Spells

Method	Time*	Gold Cost*	XP Cost*
Teacher	1 day/level	50 gp/level	50 XP/level
Book/scroll	2 days/level	25 gp/level	50 XP/level
Spontaneous	2 days/level	50 gp/level	100 XP/level

*Costs for learning a 0-level spell are half the cost of a 1st-level spell, with a minimum of 1 day per spell.

must spend two days per spell level, 25 gp per spell level, and 50 XP per spell level (one day, 12 gp, and 25 XP for 0-level spells) to learn a spell in this manner.

The final way to learn a new spell is by experimenting spontaneously until the desired effect is achieved. This is quite difficult and has a greater personal cost than either of the other methods. In addition, all Spellcraft checks made to learn the new spell (see below) have their DC increased by 5. The DM always has the final decision on whether or not a spell can be learned spontaneously, and he may require some quest to be fulfilled before the character can achieve such a breakthrough.

For example, Elerik wants to learn *fireball* upon gaining access to the Greater Spellcasting (Greater Evocation) feat, but he cannot find a spellbook that contains the spell nor a teacher who will teach it to him. He decides to try to learn it spontaneously, but his DM rules that he cannot figure out the necessary components until he visits the Firefalls, a subterranean lava flow that resembles a waterfall. Once there, Elerik communes with a fire elemental within the flowing lava and learns from him how to cast the *fireball* spell.

Such quests are not a requisite part of learning a spell in this way, however, and the DM may allow a character simply to pay the costs associated with the method. Learning a new spell on your own requires two days per spell level, 50 gp per spell level, and 100 XP per spell level (one day, 25 gp, and 50 XP for 0-level spells).

At the end of each day of research, no matter which method the character is using, the character must make a Spellcraft check (DC 15 + spell level, 20 + spell level for spontaneous learning). Success indicates that the character has made progress and has either learned the spell or may continue his studies the next day. Failure indicates that the character has failed to grasp the necessary techniques and must repeat the day's work. This does not increase either the gold or XP expenditure, though teachers may become quite impatient with a student who repeatedly fails to learn what he is being taught.

There is no general distinction between arcane and divine spells in MIDNIGHT. A character can learn any spell from the core rules or supplements that is not restricted to the paladin or cleric spell lists. For example, a character with the Spellcasting (Enchantment) feat could learn and cast *charm person* (an arcane spell) and *calm animals* (a divine spell in the core rules). Characters learn spells at their listed socerer/wizard level, if applicable. If a spell is not on the sorcerer/wizard lists, characters learn them at their lowest level on any other list, with the exception of the paladin and cleric lists. Caster level is always equal to character level.

Choosing a Spell

Characters with the Spellcasting feat do not need to prepare spells ahead of time each day. They may select any spell they know when they need to cast it and can cast the same spell as many times per day as they have spell energy to do so (see below).

Armor and Arcane Spell Failure

Spellcasting characters who wear armor have the same chance of spell failure as arcane spellcasters in the core rules. Legates' spells are granted by their god and are not subject to spell failure.

Metamagic

Unlike spontaneous spellcasters in the core rules, spellcasters in MIDNIGHT do not have to use a full-round action to cast spells using metamagic feats. The caster simply pays the increased cost in spell energy for the spell and casts it normally.

Components

A spellcaster must use any verbal and somatic components required by a spell. However, material components are not necessary unless they have a value of 1 gp or greater. Sometimes, specific material components can be used to cast spells without utilizing spell energy. This is discussed below.

Spell Energy

Characters begin play with no spell energy. When a character selects the Magecraft feat, he gains spell energy equal to his spellcasting ability modifier. Spell energy represents the amount of spellcasting a character can perform each day without suffering spell damage (see below). Casting a spell takes an amount of spell energy equal to the spell's level. So, casting a 3rd-level spell reduces your available pool of spell energy by three. There are several ways to reduce the amount of spell energy required to cast a spell. A character can learn rituals that reduce or eliminate the energy necessary to cast a spell. Magic items known as *spell talismans* (see page 85) can also help ease the burden on a spellcaster when he uses specific spells.

Spell energy is recovered each day with a full night's rest. If a character does not get eight hours of sleep or suffers undue interruptions throughout the night (more than a single encounter), then he may recover little or no spell energy that day. Your DM is the final arbiter on how much spell energy can be recovered after a night with little or no real sleep.

Normally, characters can cast a number of 0-level spells per day equal to 3 + their spellcasting ability modifier without suffering spell damage or using spell energy. If the character exceeds this limit, treat all 0-level spells as 1st-level spells for purposes of spell energy and spell damage.

Running Out of Spell Energy

Spellcasters in MIDNIGHT fuel their magic with their own life energy. If you cast a spell and cannot pay the cost in spell energy, you suffer spell damage equal to one point of temporary Constitution damage per spell level. This damage cannot be prevented and may not be restored using spells or effects such as *lesser restoration*. The only way to recover Constitution lost in this way is by resting for a full eight hours. Upon getting a full night's sleep, a character recovers all spell damage suffered in the previous day.

If a spellcaster has some spell energy left, but not enough to cast the spell he needs, he can pay the difference in spell damage and cast the spell normally. So, if Elerik needs to cast a *fly* spell but only has two points of spell energy left, he can cast the spell by using up his remaining spell energy and suffering one point of spell damage. A character must use spell energy to cast a spell if he has any remaining for the day.

Casting Multiple Spells

If for any reason a character casts more than one spell in a single round, the spell energy cost of the second spell is doubled. The Quicken Spell metamagic feat is an exception to this rule: A character can use this feat to cast two spells in a round with no spell energy penalty. Note that if a character, such as a wizard, casts a prepared spell as the second spell in a round, he must expend the extra spell energy when the spell is cast.

Spell-Like Abilities

Creatures with innate spell-like abilities do not suffer spell damage for using those abilities. They can use their spell-like abilities as described in the core rules. They cannot, however, suffer spell damage to use their spell-like abilities more times per day than listed in their description. This option is only available to spellcasters.

Spellcasters Without Constitution Scores

Some creatures, such as undead and constructs, have no Constitution scores. Undead suffer Charisma damage instead of Constitution damage when casting spells beyond their spell energy, while constructs suffer Strength damage as the bonds that hold them together deteriorate under the strain. In either case, if the creature's ability score drops to zero, the creature is immediately destroyed.

Ritual Magic

A character can learn rituals that reduce the amount of spell energy necessary to cast a spell. These rituals have been developed over thousands of years as the channelers of Aryth have come to understand the fundamentals of their magic and arcane lore better and better. Different groups have become well known for certain types of rituals. The elves, for instance, are well known for their healing rituals, and the halflings of the central Erenland often weave rituals that ensure that their crops remain robust year round. A character can learn a ritual for any spell that he knows, as described below.

Learning Rituals

Characters begin play with no knowledge of the rituals used in magic, although they may acquire the skills necessary to perform several such acts over the course of their lifetimes. In order to learn a ritual, a character must find someone who knows it. Rituals almost always consist of bringing together intricate incantations, specific material components (whose cost varies), and precise motions on the part of the caster.

A character must have a number of ranks in Spellcraft equal to twice the level of the spell for which he is learning the ritual. So, a character learning a ritual for casting *cure serious wounds* must have at least six

ranks in Spellcraft. Learning a ritual takes one day and culminates with the character actually using the ritual to cast the spell. At that time, he must make a Knowledge (arcana) check (DC 10 + the spell's level) in order to commit the ritual to memory. Failure costs him only time, and he may attempt to learn the ritual the next day, assuming his teacher is willing. The cost for learning a ritual varies by the teacher, who may freely give the knowledge as a sign of respect or gratitude, or who may charge a hefty sum in barter goods or services for risking his life to teach magic.

Using Rituals

Rituals significantly lower the cost of casting the spell to which they are attuned. However, because they take a great physical toll on the caster, he cannot use spell energy, *spell talismans*, or any other method to offset the ritual spell's Constitution damage. Ritual spells cause an amount of spell damage according to the chart below rather than their normal damage.

Spell Level	Spell Damage
0–2	0
3–5	1
6–8	2
9	3

It takes 10 minutes per spell level to use a ritual to cast a spell. This includes time preparing material components, drawing glyphs and symbols on the target of the spell (or area that it will affect), and mentally preparing for the grueling task ahead. Such preparations generally do not take more than one quarter of the time spent on the actual casting. For example, a 4th-level ritual rarely requires more than 10 minutes to prepare. A ritual's level equals the level of the spell to which it is attuned.

The actual casting of the spell requires complete concentration, and significant distractions can cause the ritual to fail. Anything that would normally disrupt the casting of a spell requires a Concentration check in order to maintain the ritual. In addition, large-scale distractions or a change in the local environment (a powerful storm moving into the region, a battle taking place, etc.) require the caster to make a Concentration check (DC 10 + the ritual level) every minute or lose the ritual. Once order has been restored, the caster no longer needs to make these checks.

Rituals can fail for a variety of reasons. A ritual fails if the caster does not succeed at a required Concentration check, the ritual area is disturbed, or the caster simply stops performing the ritual. Other situations may cause a ritual to automatically fail as well, according to the DM. If a ritual fails, any character participating in the casting suffers immediate spell damage

as if he had cast the spell without use of the ritual. This penalty is harsh, and characters are well advised to use rituals only under circumstances they fully control.

Multiple Casters

More than one channeler can attempt to cast the same ritual, although the failure of any of them to meet the conditions for success causes the ritual to fail immediately. There is a benefit, however. For each qualified caster after the first, the spell's level is considered one less for purposes of determining the spell damage suffered at the ritual's completion, although each caster now suffers this damage. Having more than one caster during a ritual does not affect the time it takes to complete it. Thus, if three 10th-level channelers each participated in a ritual to cast a *mirage arcana* spell (5th level), each would suffer no spell damage at the end of the ritual, which would still take 50 minutes to complete. Each channeler participating in a ritual must know and be capable of casting the spell for which the ritual is being performed.

Designing Rituals

Rituals are an important part of the magic of Aryth, and each should be designed to reflect the particular culture from which it springs. Different types of magic also have certain common elements in their rituals, elements that can be found in the rituals of diverse cultures.

The material components used in rituals are rarely valuable, as items of worth—food, clothing, and tools—are hard to come by in the Last Age. They are more likely to be materials common to the area in which the rituals are conceived. The elves make liberal use of wood, leaves, flowers, herbs, and moss in their rituals, while gnomes use the bones of river fish, reeds, and smooth stones from shallow areas. The humans of Eredane adapt to their varied surroundings, using clay for drawing and other materials where appropriate.

Some of the most common types of ritual spells and their components are as follows.

Healing: Healing rituals are common, especially when greater healing is needed and there are not many healers to perform the duties. The subject of the healing is usually painted with an aromatic paste made from various local plants. The spellcaster then chants over him for several hours while applying more of the paste and sometimes feeding him roots or leaves during the process.

Illusion: Illusions are often used to hide entire communities from oncoming armies or to facilitate the movement of small numbers of people through enemy territory. When used on these scales, it is often more than local channelers can handle, so they turn to rituals to aid them. Illusion rituals often use translucent gemstones and minerals such as quartz. Light is shone through the stone and reflected onto the area to be glamered, while the channeler envisions and describes the illusion to be wrought.

Abjuration: Spells used for protection can often be made to affect more people and larger areas when used in conjunction with rituals. Protection rituals often make use of powdered substances that are used to draw circles and symbols on the area to be protected. Common materials include bone and dirt from an area that is sacred or somehow special to the local population.

Transmutation: Sometimes a channeler needs to use powerful transmutation magic to aid himself or another. This is common when a great champion is needed in battle. Transmutation rituals are always intense and personal, and they usually involve the use of colorful dyes or pastes that are applied to the subject in a way related to the enhancement he is being given. For instance, a character being augmented by a ritual *bull's strength* may have an exaggerated or stylized musculature painted on his body during the ritual.

The Sundering

Beyond the obvious effects of the Sundering as it relates to clerical power and divine access to the world of Aryth, the barrier also has some practical effects that affect characters in the world.

Summoning

The most obvious effect of closing off the world from other planes is that creatures from those planes cannot be summoned. Nor can characters communicate with anyone not on their plane of existence. When the Sundering occurred, thousands of outsiders were trapped on Aryth, unable to return to their homes. Many of these creatures have died in the intervening years, but even after several millennia have passed, there are plenty left in the world.

For unintelligent creatures, this has little effect on summoning spells, but for creatures with intelligence and the ability or desire to communicate with the spellcaster, this can have some interesting ramifications. When a spellcaster learns a summoning spell, he learns how to summon a single distinct creature. These creatures are friendly toward the spellcaster due to the effects of the summoning spell and will follow his instructions as normal. That said, a creature that is summoned too often may attempt to break his link with the character, and if it dies between summonings, it will not appear when the spell is cast.

Each time a character casts a summoning spell,

there is a 5% chance that the spell will fail for some reason. If this occurs, the character must attune the spell to a new creature of that type. This process does not take long and can be undertaken during the character's normal meditation time at the beginning of each day. Any further castings of the spell for the remainder of the day must summon a different type of creature than the one for whom the spell failed.

Many spellcasters form bonds with the creatures they summon that are, in some cases, akin to friendships. They might even summon creatures merely to talk with them about some problem or get advice from a friendly source. It is even possible to intentionally attune a spell to a different creature so that one that has served well can live in peace.

Incorporeal Creatures

Incorporeal creatures still exist on Aryth, although the Sundering forbids travel to and from the Ethereal Plane. Such creatures are trapped in the material realm, but they are no less incorporeal. Use all the standard rules for incorporeal creatures when resolving encounters with these beings. The only difference is that incorporeal creatures such as ghosts do not exist on the Ethereal Plane and cannot be encountered or combated there.

Planar Travel

Planar travel is impossible to or from Aryth. All spells that require contact with or travel to or through other planes do not function in MIDNIGHT. This includes such spells as *blink*, *etherealness* and *ethereal jaunt*, *dimension door* and the various *teleport* spells, *plane shift*, and *astral projection*.

Similarly, the *lesser planar binding* and *planar binding* spells call creatures from other planes in such a way that they cannot function due to this planar barrier. *Gate* cannot be used to travel between planes, and only specific creatures that exist on Aryth already may be called using its other function. The character must name a specific creature—the creature's type will not do. Otherwise the spell is treated as normal.

Magic Items

Magic items in the world of MIDNIGHT are even more heroic than in other campaigns by virtue of their rarity and power. A powerful sword can define a character over the course of his career, rather than just serving as a commodity to be traded away at the first sign of a better weapon. Because it is so dangerous to carry magic items of any kind in Eredane, items with multiple powers and uses are much more valuable than several smaller items or than items that provide only one power. This affects how magic items are created, how they should be distributed to the PCs and NPCs, and above all how the presence of a magic item can affect the game.

Rare Magic Games

MIDNIGHT is a rare magic campaign setting. This means that magic items are not commonly found, traded, or bought and sold on the open market. It does not necessarily mean a low magic game, however, as the magic items the characters do find can be quite powerful. Rare magic gives spells and magic items an aura of wonder, and players should be excited when their characters have the chance to acquire a magic item.

The MIDNIGHT economy does not allow for the trading or selling of magic items, as their utility is beyond price to measure. With coin worthless in most places and the overriding aim being just to survive under the strangling yoke of the Shadow, a *+1 longsword* is more of a burden than a boon—anyone not actively fighting against the Night Kings and their master would be foolish to trade food or tools for such an item.

Rare magic is a boon to characters in MIDNIGHT, since the astiraxes and their legate masters are always searching for those who would dare to wield magic against their dark god. Thus, carrying a few magic items can be more effective than carrying many. Covenant items help a great deal in this regard, as a single item can hold many different powers that a character can draw upon.

There are still many reasons for players to be excited by magic in MIDNIGHT. First, because of its rarity, players will appreciate what they have even more, as it will have a proportionately larger effect on their characters. Second, many of the items in MIDNIGHT are very powerful but with a limited scope. These items are exciting, and as DM you should look for opportunities to let your players use these items as often as possible without letting them become boring.

Item Creation Feats

Creating a magic item in MIDNIGHT is a more involved process than in a standard setting. Changes to item creation are detailed below.

XP Cost: The XP cost for creating an item is unchanged.

Raw Materials Cost: There is effectively no raw materials cost to create a magic item in MIDNIGHT. The character need only provide the focus of the magical creation, whether it be a masterwork sword, wand, or other object, and then find a power nexus that can accommodate the item's creation.

Time: The time to create a magic item is unchanged.

Item Cost: Magic items do not have a cost in MIDNIGHT, as they are invaluable and are rarely traded, especially for gold. Costs are given for new items to calculate how much XP it costs to create them and to show their value relative to the standard system (Creating Characters Above First Level, Chapter 2, DMG). The base price for new items should always be calculated for these reasons.

Extra Costs: Characters must still pay the XP cost of casting a spell, if any, in addition to that for creating the item itself. Materials with a listed cost of more than 1 gp must also be provided. Some magic items similarly incur extra costs in material components or XP as noted in their descriptions. This must still be paid as well.

Potions and Scrolls: These items do not require a power nexus to create. Use all of the existing rules for brewing potions and scribing scrolls, including the costs listed in the core rules. In most cases, characters must gather, discover, or barter for a potion's material components or the rare inks and parchments used to scribe a scroll. These specialized items are not openly bought and sold and the attempt to acquire them may draw the attention of a legate or other minions of the Shadow.

Handling Magic Items

Magic items, like magic, are very rare on Aryth. Their value is incalculable, as those who fight against the Shadow need every advantage they can get. Of course, even possessing an enchanted weapon or item is dangerous, as the dark god's minions have standing orders to confiscate any magic item they find and to kill its owner. The presence of the legates and their astirax companions in all corners of the world presents an even greater danger to those found with magic items of any kind, for a legate may not be satisfied to simply kill such offenders outright. Carrying items of power is a dangerous risk for any who would hope to loosen the tight grip that the Shadow maintains over the people of Aryth.

Placement as Treasure

Magic items are much less common in MIDNIGHT than in many traditional fantasy settings. Finding a magic item could be the end of a great quest or a reward for some outstanding service provided to the elves or some other pocket of resistance. Of course, carrying a magic item is both a blessing and a curse for a character thanks to Izrador's prohibition of magic. This means that as DM you must be very careful about including them as treasure. In traditional settings, magic items are used to help balance the power of a party against the challenges they will face, but in MIDNIGHT, other methods are present to accomplish this, principally the heroic paths and more powerful racial traits that are available to characters. Thus, finding a magic item should be a rare and memorable occasion and most times is by the DM's specific design rather than a roll on a random magic item chart.

Identifying Items

Because of the limited nature of magic in the world of MIDNIGHT, knowledge, lore, and research are more important in identifying items than magic. Hermetic channelers can consult their lorebook to identify items, and any character can make a Gather Information, Knowledge (arcana), or Spellcraft check (DC 30) in order to identify an item. Gather Information may take anywhere from one day to one month, depending on the character's location and the availability of sages and research materials. Some items will identify themselves to their owner via a telepathic bond, revealing powers as the character grows able to use them (see Covenant Items below).

A Note about Market Prices

Market prices are given for the items and abilities described later in this chapter, but in the barter economy of Eredane, such designations have little meaning. They

Power Nexus Spell Energy Costs

Item Ability	Spell Energy Cost
+1 enhancement bonus	2 (weapon) or 1 (armor)
+2 enhancement bonus*	8 (weapon) or 4 (armor)
+3 enhancement bonus*	18 (weapon) or 9 (armor)
+4 enhancement bonus*	32 (weapon) or 16 (armor)
+5 enhancement bonus*	50 (weapon) or 25 (armor)
+6 enhancement bonus*	72 (weapon) or 36 (armor)
+7 enhancement bonus*	98 (weapon) or 49 (armor)
+8 enhancement bonus*	128 (weapon) or 64 (armor)
+9 enhancement bonus*	162 (weapon) or 81 (armor)
+10 enhancement bonus*	200 (weapon) or 100 (armor)
Ability enhancement bonus	Bonus squared
Deflection bonus	Bonus squared x 2
Luck bonus	Bonus squared x 2
Natural armor bonus	Bonus squared x 2
Resistance bonus	Bonus squared
Save bonus (limited)	Bonus squared/4
Skill bonus	Bonus
Spell resistance	Bonus squared x 2
Spell-like ability 1/day**	Spell level squared x 2
2 additional uses per day	+4
At will	x2
Increased caster level	+1 per caster level
Wand (50 charges)	Spell level squared

Spell Level: A 0-level spell counts as half a spell level for purposes of determining the spell energy used.

XP Cost: If a spell has an XP cost, the character must still pay it. Continuous or unlimited (at will) abilities demand 100x the XP cost of casting the spell. Charged items and items with a daily limit of uses demand 50x the XP cost of casting the spell.

* Includes market price modifiers for armor or weapon special abilities

** This cost is for a spell cast at its minimum caster level

are provided simply to give the DM an idea of the item's power relative to standard magic items. It is almost inconceivable that the PCs will be able to purchase or sell magic items for gold. This has several effects on the creation of magic items.

Creating Magic Items

Magic item creation differs from the standard rules because of the setting's unique economic system. The lack of a common currency means that materials and supplies cannot simply be purchased, and finding someone who will admit that he can craft magic items is difficult as well. The lack of such material components makes the crafting of magic items, even relatively simple ones, impossible without finding a material source of raw magical energy. Such a source is known as a power nexus.

A power nexus can be anything from a waterfall whose water can be used to brew potions to a lava flow with a trapped fire spirit living within it that can be used to forge magic weapons and armor. The identification and harnessing of power nexuses is one of the top priorities of the legates who roam Eredane on behalf of the dark god Izrador. There are many known and unknown power nexuses on Aryth, many of them too small to even be detected. It is said that the Witch Queen has a map identifying hundreds of these sites across Eredane, but if this were true she would keep such a prize hidden in the deepest recesses of her private hall. Knowledge of even a single power nexus is cause for the legates to hunt a person down, and no methods are beyond their reckoning to gain such information.

The power within a nexus is finite, and if it is used too often or as a conduit for too much magic, it can be drained forever. Each nexus contains spell energy, just like a channeler, and creating a magic item within the

nexus drains this energy just like casting a spell. The amount of energy drained to create magic items is shown in the table on page 81. Unlike spellcasters, however, a nexus does not automatically recover all of its spell energy at the end of each day. Instead, each nexus has a unique rate of recovery. Some recover quite slowly, while others recover their spell energy daily.

While the raw magical energy found in a power nexus can be used to fuel the creation of different types of items, some nexuses can more easily create specific abilities. This is known as an affinity. For instance, the enchanted lava flow mentioned above might be attuned to create flaming weapons and would use less spell energy to create such weapons. Affinities work exactly like spell talismans do for spellcasters (see below), except they often cover a wider range of effects and can provide substantially greater discounts. An affinity can be specific, such as a broad-leafed tree whose leaves, when filled with summer rainwater, act as a power nexus for the creation of a *staff of the woodlands*. To create such a nexus, simply give it an affinity for a specific spell with a level equal to the amount of spell energy it would take to cast the spell. While it would slowly drain the nexus (since all item creation expends at least one level of spell energy, no matter how great the affinity), it would provide a great deal of energy if used solely for that spell or effect.

Example Power Nexuses

Ironmelt Vortex

This permanent lava flow found deep under the southern Kaladrun Mountains is home to a fire spirit that was trapped on Aryth by the Sundering. The spirit has been driven insane by its long years of imprisonment, and its constant thrashing has formed a whirlpool in the center of the fiery river. Its planar energies have also seeped into the lava, making the ironmelt vortex an effective power nexus for creating magic items that produce fire effects. It has a total of 20 spell energy, reduces the cost of creating any fire effect by two (minimum one), and recovers three spell energy per day.

Ironmelt Vortex
Spell Energy: 20
Feats Allowed: Craft Magic Arms and Armor
Affinity: Fire effects 2
Recovery: 3

Windforge Chasm

This old river bed in the plains of Erenhead is more of a steep-walled canyon than a chasm, but the

local Dornish tribe that settled near it gave it this fanciful name due to the sharp, howling winds that blow through it night and day. Even when the surrounding lands are still, the wind whips through Windforge Chasm, making a sound that can be heard across the flat plains for miles. The shamans of the Dorns have also found that certain types of magic can more easily be manipulated within the chasm. They often go there with a large contingent of guards in order to forge magical objects with which they can aid those who fight against Izrador's minions.

Windforge Chasm
Spell Energy: 15
Feats Allowed: Craft Staff, Craft Wondrous Item, Forge Ring, Craft Spell Talisman
Affinity: Flight and air effects 1
Recovery: 5

New Magic Item Types

The following section details three new types of magic items: charms, spell talismans, and covenant items.

Charms

In the war-torn lands of Eredane, magic use has become a dangerous practice for all who have not yet fallen under the Shadow. Izrador's armies hunt down magic-users of all kinds, and even the slightest spell talents must be hidden away from the prying eyes of the dark god and his minions. Possession of any magic item is an offense punishable by death, so the art of creating such items has diminished, now found only within the deepest dwarven cities, secluded elven sanctuaries, and secret havens in the lands of humans, halflings, and gnomes.

People have turned to ancient rituals for aid, hoping that somehow their ancestors will aid them in their time of need. Through the use of these rituals and the harnessing of the natural magic of the world, an ancient type of item has been rediscovered—the charm.

Charms are small tokens that provide a minor effect for a limited amount of time and then become inert. Some charms mimic very low-level spells, while others provide small bonuses to specific actions. The main benefit of a charm is that it does not radiate any magic unless it is in use, so it can be safely carried without fear of detection by the forces of the Shadow. In addition, charms look just like everyday objects, so physical inspection does not reveal the power held in such items. A charm may appear to be a sprig of holly, a smooth river stone, or any other mundane object. In fact, the best charm weavers select objects so ordinary that no one would even look twice at them, much less consider them sources of power.

True charms are an exception to the above rule that such items only provide benefits for a limited time. These powerful charms are the closest thing to a magic item that a non-spellcaster can ever hope to create. They grant specific benefits to their bearers and some are quite potent. True charms never radiate magic, even though they are always in effect.

Anyone with knowledge of ancient rituals and a close connection with natural energies can create a charm. It does not require any spellcasting ability or knowledge of arcane magical formulas, nor does it require expensive components or the expenditure of one's personal energy. There are, however, prerequisite levels of knowledge of the ways of magic and nature, and a character must have a Craft skill appropriate to the medium in which he works.

All charms other than true charms are single-use items, meaning that after they have been used they hold no further power. A true charm's ability is always active. Activating a charm is a free action and can take the form of anything from snapping a twig of holly to rubbing a stone to crushing a flower. Charms are often worn on necklaces or other jewelry to make them easily accessible to characters in need of their powers.

The four types of charms are described below.

Minor Charm

Craft DC 15
Prerequisites: Knowledge (arcana) 1 rank, Knowledge (nature) 1 rank.
Example Benefits: +2 luck bonus to any single skill check, attack roll, or saving throw made within one round of activation.
Market Price: 2 gp.

Lesser Charm

Craft DC 20
Prerequisites: Knowledge (arcana) 4 ranks, Knowledge (nature) 6 ranks.
Example Benefits: +1 luck bonus for one minute to a single skill, attack rolls, AC, or a single saving throw; mimics a 0-level spell effect.
Market Price: 5 gp.

Greater Charm

Craft DC 25
Prerequisites: Knowledge (arcana) 8 ranks, Knowledge (nature) 10 ranks.
Example Benefits: +4 luck bonus to any single skill check, attack roll, or saving throw; +2 luck bonus for one minute to a single skill, attack rolls, AC, or a single saving throw; +1 luck bonus to a group of related skills for one minute; grants minor, specific protections.
Market Price: 10 gp.

True Charm

Craft DC 30

Prerequisites: Knowledge (arcana) 14 ranks, Knowledge (nature) 12 ranks

Example Benefits: +4 luck bonus to a specific type of saving throw (mind-affecting spells and effects, poison, disease, etc.), immunity to a specific type of disease or poison (lycanthropy, monstrous spider venom, etc.), grants major, specific protections.

Market Price: 50–500 gp.

Random Charm Tables

Table 1: Appearance (d%)

01–08	Smooth pebble
09–14	Roughly carved idol
15–20	Etched flint
21–26	Broken arrowhead
27–32	Sprig of holly
33–38	Perfectly straight twig
39–44	Whittled statue
45–50	Lightning-singed bark
51–56	Flat metal ring
57–62	Thin chain
63–68	Twisted wire strands
69–74	Silver coin
75–80	Leafy vine
81–86	Dirt clod
87–92	Woven grass
93–00	Pressed flower

Table 2: Type (d%)

01–60	Minor, roll on Table 3
61–85	Lesser, roll on Table 4
86–95	Greater, roll on Table 5
96–00	True, roll on Table 6

Table 3: Minor Charm Effect

01–10	+2 luck bonus to a Fortitude save
11–20	+2 luck bonus to next Search check
21–30	+2 luck bonus to a Will save
31–40	+2 luck bonus to next Open Lock check
41–50	+2 luck bonus to next attack roll
51–60	+2 luck bonus to next Jump check
61–70	+2 luck bonus to next Hide check
71–80	+2 luck bonus to a Reflex save
81–90	+2 luck bonus to next Bluff check
91–00	+2 luck bonus to next Heal check

Table 4: Lesser Charm Effect

01–10	+1 luck bonus to Fortitude saves for one minute
11–20	+1 luck bonus to Reflex saves for one minute
21–30	+1 luck bonus to Will saves for one minute
31–40	+1 luck bonus to AC for one minute
41–50	+1 luck bonus to attack rolls for one minute
51–60	Purifies up to one cubic foot of water
61–70	Detects magic in object touched
71–80	Allows character to discern north
81–90	Detects poison in object touched
91–00	Character immediately recovers one hit point or 1d3 subdual damage

Table 5: Greater Charm Effect

01–08	Grants character immunity to subdual damage caused by cold for eight hours
09–14	Grants character immunity to subdual damage caused by heat for eight hours
15–20	+2 luck bonus to Fortitude saves for one minute
21–26	+2 luck bonus to Reflex saves for one minute
27–32	+2 luck bonus to Will saves for one minute
33–38	+2 luck bonus to AC for one minute
39–44	+2 luck bonus to attack rolls for one minute
45–50	+4 luck bonus to next Jump check
51–56	+4 luck bonus to next Hide check
57–62	+4 luck bonus to next Bluff check
63–68	+4 luck bonus to next Search check
69–74	+4 luck bonus to next Heal check
75–80	+1 luck bonus to all Balance, Climb, and Jump checks for one minute
81–88	+1 luck bonus to all Hide, Move Silently, and Pick Pocket checks for one minute
89–00	Character immediately recovers from being exhausted, fatigued, or nauseous

Table 6: True Charm Effect

01–08	Grants character immunity to subdual damage caused by cold
09–14	Grants character immunity to subdual damage caused by heat
15–20	Grants character immunity to lycanthropy
21–26	Grants character immunity to any vermin poison
27–32	+4 bonus to Will saves versus mind-affecting spells
33–38	+4 bonus to Fortitude saves versus disease
39–44	+4 bonus to Reflex saves versus spells that target an area
45–50	The character is always considered to be taking 10 on Swim checks, even if he is unconscious or immobile

51–56	The character gains the benefit of the *sanctuary* spell during surprise rounds
57–62	Vermin may not approach within 5 feet of the character
63–68	Undead cannot sense the character unless he moves within 5 feet of them
69–74	Absorbs the first point of damage from any spell effect
75–80	Shortens the duration of any harmful spell cast on the character by one round
81–88	Attempts to describe the character physically always fail
89–00	Animals always shift their attitude up one level when the PC is within 5 feet

Spell Talismans

Spell talisman is the collective name for any number of objects that are used by spellcasters to power the casting of specific spells. They take many shapes and forms, from a shamanic headdress that aids in the casting of *bull's strength* to a finely crafted jade idol that helps its owner cast *charm person*. A character must have the Craft Spell Talisman feat in order to make these items.

Spell talismans are created to work with a single spell, and they lower the amount of spell energy required to cast the spell by one. Thus, a character with a *spell talisman (fireball)* would only expend two points of spell energy when casting a *fireball*.

A spell can never cost less than one point of spell energy to cast. Spell talismans for 1st-level spells can still be useful, however, as they reduce the cost of casting a spell with a metamagic feat applied to it.

Multiple spell talismans do not stack. Thus, if a character had two *spell talismans (fireball)*, the spell energy cost would only be reduced by 1. The only exception to this is the use of greater spell talismans.

Spell talismans have a market price based on the level of the spell they modify, as follows:

Spell Level	Market Price
1	500 gp
2	1,250 gp
3–4	2,500 gp
5–7	7,500 gp
8–9	12,500 gp

Greater Spell Talismans

A greater spell talisman reduces the amount of spell energy required to cast any spell from a specific school by 1. Thus, a character with a *greater spell talisman (evocation)* would only lose two points of spell energy when casting a *lightning bolt* or *fireball*. This reduction does stack with spell talismans, so that if the character above also had a *spell talisman (lightning bolt)*, he would only lose one point of spell energy when casting that spell. Greater spell talismans are incredibly powerful tools, and a character must have the Craft Greater Spell Talisman feat in order to create one.

Greater spell talismans have a market price based on the school that it modifies, as follows:

Schools	Market Price
Abjuration, Lesser Conjuration, Divination, Lesser Evocation	25,000 gp
Greater Conjuration, Enchantment, Illusion, Transmutation	40,000 gp
Greater Evocation, Necromancy	75,000 gp

Covenant Items

A covenant item is one that bonds with the character that carries it and over time develops new abilities as the character grows stronger. A character never needs to identify a covenant item, as it will reveal its abilities to whoever holds it. How many of its abilities it reveals depends on the level or HD of its wielder. Weapons and armor are the most common types of covenant items, as these tend to stay with a character throughout his career. Wondrous items are sometimes also covenant items, though this is rare; items with limited uses such as wands, staffs, and potions are never covenant items.

These items make it easier for the DM to maintain the rarity of magic while still allowing the characters to increase their power as they gain levels. The ability for an item to grow in power is not meant to offset the lower overall amount of magic in a MIDNIGHT game, however—as has been stated before, characters in MIDNIGHT have far less value in items and possessions than in a standard game setting.

Creating Covenant Items

Characters can create covenant items just as they would a normal item of its type. There is no discount on the cost to create a covenant item, since a character must be of a sufficient level to use an item he can create. It can help to keep the powers of such items out of the hands of lesser enemies or unworthy wielders, but otherwise there is little benefit to doing so.

The first thing that must be done when creating a covenant item is to determine the exact powers it has. Most covenant items have many lesser abilities (see below) and only a few greater abilities, since finding an area of power great enough to forge items with multiple greater abilities is a monumental task in and of itself.

Once the abilities have been chosen, the creator must decide at what levels each ability manifests. Abilities must be discovered in the order of their power (as determined by the market price modifier of each).

Thus, a covenant sword that allows its wielder to cast *darkness* twice per day and has the *disruption* property would have to manifest the spell-like ability before it could manifest the *disruption* property. The exact progression of levels is up to the creator.

The market price of a covenant item is the same as an item that manifested all of the chosen powers normally, although for purposes of granting a character the item, only the powers available to him at the time he gains it count against his total wealth.

New Magic Items

Amulet of Precise Strike: This dagger-shaped amulet allows its user to affect creatures with damage reduction as if he had a magic weapon with an enhancement bonus equal to the amulet's listed power, regardless of the weapon he is using. This bonus does not apply to attack or damage rolls—it only serves to negate damage reduction.

Caster Level: 5th; *Prerequisites*: Craft Wondrous Item, *greater magic weapon*; *Market Price*: 400 gp (+1), 1,600 gp (+2), 3,600 (+3), 6,400 gp (+4), 10,000 gp (+5).

Robe of Dampening: This robe is prized by adventurers who carry magical items in defiance of the Shadow's prohibition. It dampens the magical aura of those items, hiding them from detection via methods such as *detect magic* and an astirax's tracking sense. Up to 10 items may be stored within the robe, effectively masking their true nature. The robe itself does not radiate any magical aura.

Caster Level: 9th; *Prerequisites*: Craft Wondrous Item, *dispel magic, undetectable aura*; *Market Price*: 14,500 gp.

Sample Covenant Items

The Sword of Torbault: The Dornish leader Hedgreg the Last led a valiant but futile assault against the forces of the Night Kings in the Last Battle. Legend has it that his sword began to glow with orange fire as he strode about the deck of his warship and urged his crew to greater speed. Hedgreg the Last was finally consumed in the fiery breath of a great dragon.

The *sword of Torbault*, named for Hedgreg's family line, is a legendary symbol of the Dornish resistance to the Night Kings and their forces. It bestows the following powers upon its wielder, who can become a great champion for the rebellion with its aid.

1st Level: The sword can be made to glow once per day for 10 minutes per level. This effect sheds light as a torch but is not hot to the touch and cannot be used to start a fire.

3rd Level: The sword grants its wielder a +2 resistance bonus to saving throws against fear and fear effects.

6th Level: The sword gains a +1 enhancement bonus.

9th Level: The sword gains the *flaming* special quality once per day for one minute. While it is so lit, it deals triple damage to orcs and their kind.

12th Level: The sword's enhancement bonus increases to +2.

Gaurok's Iron Fist: On the plains of Eris Aman in 5133 FA, Izrador's armies clashed with the combined human, dwarf, and elven forces that fought under the banner of the Witch Queen for the fate of Eredane. During the battle, word began to spread throughout the ranks that an oruk champion of unsurpassed power was decimating the human footsoldiers on the army's left flank. The great elven captain Raounel called for a company of archers to follow him to the scene. They fired volley after volley at the oruk, but each time the arrows fell short. Sensing powerful magic at work and the morale of the soldiers failing, Raounel spurred his horse and charged the oruk. After a single swing that glanced off the oruk's armor, the creature reached up and landed a grave blow to the chest of the elven leader. Though he fell to the grievous wound, the loss of their leader had infuriated the elves, who charged the oruk and managed to finally bring him low. Swept up in the battle, the forces of good left the oruk's corpse to rot with the other fallen, at the same time leaving behind the powerful gauntlet that he wore.

Gaurok's iron fist can only be worn by Large humanoids or giants and grants the following abilities to its wearer.

3rd Level: The gauntlet grants a +1 armor bonus to AC that stacks with one other armor bonus.

6th Level: The gauntlet grants its wearer a +2 enhancement bonus to Strength.

10th Level: The wearer is protected at all times by a shield that acts as *protection from arrows*. The magic can prevent up to 50 points of damage per day in this way.

Durgen's Honor: This warhammer was used by Durgen the Black during his ascension to the rulership of the Orin Clan of the Dorns in 4151 FA. It took three solid blows from this mighty weapon to fell Durgen's elder brother, the only other legitimate heir to the crown. Some say the weapon itself drove Durgen to commit this heinous act of fratricide, but tales of his other exploits consistently show a man driven to achieve his goals no matter the cost.

Durgen's honor is made of incredibly hard taggetwood bound with gold. The hammer's head is grooved at both ends, which helps it crush bone through even the hardest armor. In addition, it grants its wielder the following abilities.

2nd Level: The hammer ignores up to four points of armor bonus or natural armor bonus to AC when used to strike a foe.

5th Level: The hammer gains a +1 enhancement bonus.

8th Level: The hammer allows its wielder to cast *knock* three times per day as a 5th-level channeler.

11th Level: The hammer ignores up to 10 points of hardness when used to strike an object.

Elenial's Quiver: This magical quiver gave rise to the legend of Elenial, an elf girl who took bloody revenge on the Shadow's minions who murdered her family, and today it bears her name in lorebooks across Eredane. Saddened by the girl's plight and enraged by the foul orcs and corrupt men who slashed and burned their way through the elven forest, the spirits of the wood enchanted the girl's quiver to aid her in her quest for revenge. Elenial failed to notice this magical aid in her bloodlust, and the orcs who cut her down simply left the quiver to rot with her body where she fell.

The quiver itself is made of fine leather and stitched with the sinew of a dire bear. As long as its wearer wields a shortbow or longbow of some kind, the quiver will always have at least one arrow in it. In addition, *Elenial's quiver* grants the following abilities to its wearer.

2nd Level: The wearer gains use of the Rapid Shot feat.

4th Level: All concealment miss chances are reduced by 10% when firing arrows from the quiver.

6th Level: Once per day, the quiver can cast *magic weapon* on all arrows inside it (the quiver holds up to 20 arrows) as a 3rd-level channeler.

The Great Mithral Axe: This axe was used by the dwarven hero known as Puldur during the Long Duel of Hanigor Pass. In this battle, which took place during the great orc invasions of the Kaladrun Mountains, Puldur single-handedly held the pass against a large orc raiding party in a fantastic battle that lasted nearly a full day. Legend has it that the axe and dwarf sang together during the battle, and that the orcs retreated at dawn of the second day rather than continue to fall to the blade of the *great mithral axe*.

This dwarven waraxe is formed entirely of mithral, from its handle to its double-bladed head. Three golden rings encircle the handle, and it has the following abilities.

1st Level: The bearer gains the Exotic Weapon Proficiency (dwarven waraxe) feat whenever he wields this weapon.

3rd Level: The wielder gains the Endurance feat and a +2 bonus to Fortitude saves.

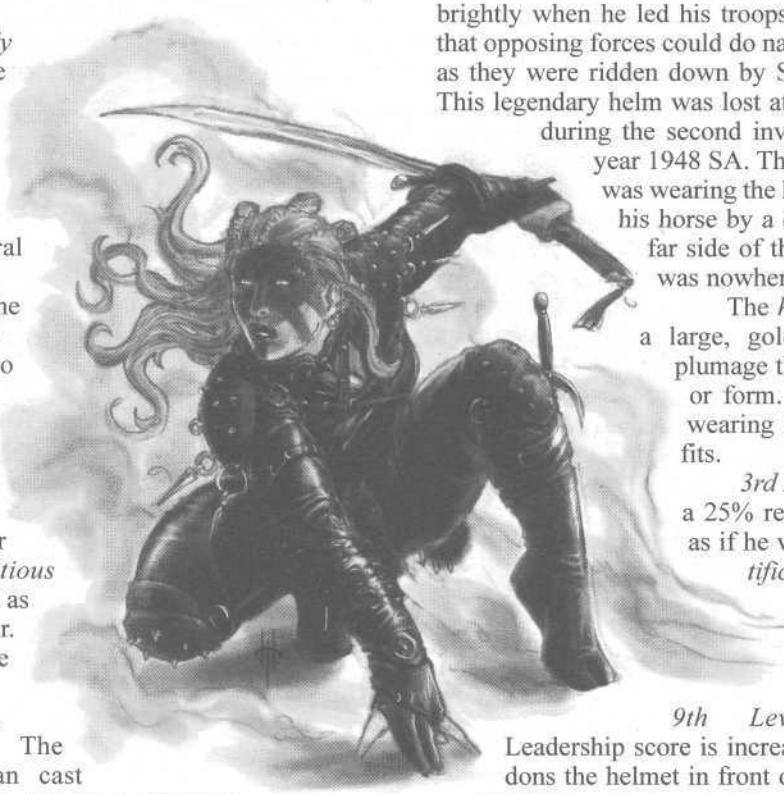
6th Level: The waraxe gains a +1 enhancement bonus.

9th Level: The wielder gains the ability to cast *cure light wounds* as a 3rd-level channeler on himself as a free action three times per day. Each time he does so, one of the golden rings cries forth a song of fury and dulls until the next day.

12th Level: The waraxe gains a +2 enhancement bonus.

The Bloody Knife: This knife was used by a halfling called Aio the Light Foot to take revenge upon

the orc invaders that killed his family. Had it not been for its powers, unknown to the halfling at the time, he would not have escaped with his life. It helped the halfling slave, who had no experience in combat, make short work of his orc enemies while they slept. Over time, Aio learned to complement the magic of the knife with his own skills, and he became a powerful force in the war against the Shadow until he was eventually captured and executed.



The *bloody knife* appears to be nothing more than a well made kitchen knife, but anyone who wields this dagger finds that it has several magical abilities.

1st Level: The knife's wielder gains a +4 bonus to Move Silently and Hide checks while it is in hand.

4th Level: The knife's wielder can cast *expeditious retreat* once per day as a 3rd-level channeler.

7th Level: The knife gains a +1 enhancement bonus.

10th Level: The knife's wielder can cast *invisibility* once per day as a 7th-level channeler.

The Eris Stone: This stone was found in the palm of an elven general at the Battle of Three Kingdoms that ended the Shadow's first incursion into the heart of Eredane. A light pulsed faintly within as if it were a beating heart. When it was removed from the hand of the general, his body crumbled to dust. Despite this eerie portent, the stone's finder revealed the powers that it held and used it during the subsequent military campaign that drove the remaining orcs and goblins back to their northern homes.

The *eris stone* appears as a fist-size, translucent quartz stone with a greenish-blue light emanating from its center. The light grows brighter when its powers are used. The *eris stone* has the following abilities.

1st Level: The wielder of the *eris stone* can cast *light* at will, as long as he is holding the stone.

4th Level: The wielder heals twice the normal amount of hit points for normal rest.

7th Level: Once per day, the *eris stone* can shed a soothing green light to a radius of 30 feet. All good creatures within the light are bolstered, gaining a +2 bonus to attack and damage rolls. The effect lasts for one minute.

10th Level: Three times per day, the *eris stone* can shoot forth a beam of pure energy that acts as a beam from the *sunburst* spell as cast by a 13th-level channeler.

The Helm of the Horseman: This helm was worn by the leader of the Sarcosan cavalry during the invasion of Eredane. It is said that the helm glowed brightly when he led his troops on the battlefield, and that opposing forces could do naught but stand and stare as they were ridden down by Sarcosan heavy cavalry. This legendary helm was lost at the Battle for the Wall during the second invasion of Izrador in the year 1948 SA. The Sarcosan general who was wearing the helm was snatched from his horse by a dragon and flung to the far side of the battlefield. The helm was nowhere to be found.

The *helm of the horseman* is a large, gold full helm with red plumage that never loses its color or form. It grants the character wearing it the following benefits.

3rd Level: The wearer gains a 25% resistance to critical hits, as if he wore *armor of light fortification*.

6th Level: The wearer gains a +2 enhancement bonus to Charisma.

9th Level: The wearer's Leadership score is increased by 4 as long as he dons the helmet in front of his men at least once per day.

12th Level: The wearer can cast *dominate person* once per day as a 9th-level channeler.

Hedgreg's Promise: With this ring, Hedgreg the Younger wed a Sarcosan princess to usher in an era of peace between the Dorns and Sarcosans. He gave the ring to the princess to make the marriage easier, as her beauty was far from legendary, and she accepted it knowing that it would give her greater power over the men who once privately mocked her. Though it was never a marriage born of true love, the partnership lasted nearly 40 years and was successful by all accounts. At the time of her death, the queen bequeathed the ring to the daughter of a particularly loyal servant, who carried it off into legend.

This ring is formed by two intertwined bands of silver and platinum, inset with a gold crown that holds a delicately carved ruby. It grants its wielder the following abilities.

1st Level: The wearer gains a +2 bonus to all Charisma checks and Charisma-based skill checks when dealing with people of the opposite gender.

3rd Level: The wearer can cast *charm person* once

per day as a 3rd-level channeler.

6th Level: The wearer gains a +2 enhancement bonus to Charisma.

9th Level: Anyone of the opposite gender who tries to attack the wearer must make a Will save (DC 14) in order to make the attempt. This works like a permanent *sanctuary* spell.

12th Level: The wearer gains a +4 enhancement bonus to Charisma. This replaces the 6th-level ability.

Ithsylliak's Plate: This breastplate is actually a single scale from Ithsylliak, one of the good dragons that saved Eredane at the Battle for the Wall during Izrador's second invasion. Although the dragon fell defending a group of elven archers from another of its kind, this dragon scale survived and was taken by the elves as a reminder of all that was lost. The scale was then enchanted and given to one of Aradil's avatars, who was subsequently destroyed by an agent of the Shadow at the dawn of the Third Age.

This breastplate has a copper hue tinged with green and bestows the following abilities upon its wearer.

2nd Level: The breastplate gains a +1 enhancement bonus.

4th Level: The wearer is always considered under the effects of a *water breathing* spell.

6th Level: The breastplate gains a +2 enhancement bonus.

8th Level: The wearer can cast *barkskin* once per day as a 5th-level channeler, causing his skin to take on the appearance of dragon scales.

10th Level: The breastplate grants the wearer acid resistance 10.

The Staff of the Betrayer: Beirial the Betrayer was the first of the Order of Truth to be corrupted by Izrador's subtle whisperings. He helped to spread the faith of the Shadow among the holy men of Bandilrin, ultimately creating the Order of Shadow. Izrador delivered an item of power to Beirial to aid him in his service.

The *staff of the betrayer* has the following powers.

3rd Level: The staff's wielder deals an additional two points of damage in melee combat.

6th Level: Once per day, the wielder can invoke the name of Izrador. This supernatural ability stuns all non-evil creatures within 30 feet of the wielder for 1d4 rounds. A Will save (DC 24) negates the effect.

9th Level: The staff's wielder can rebuke undead as the legate ability. If he already has this ability, he gains a +4 bonus to all turning checks and turning damage rolls.

12th Level: The staff's wielder can cast *greater planar ally* as a 15th-level caster. The minions of the Shadow always heed the staff's call.

CHAPTER 3

Eredane

The peoples of Eredane know little of the lands that lie beyond our seas. Some say the elves of the First Age traveled to all the corners of the world, but even if such legends are true, this lore was almost certainly lost in ages past and was never shared with the wise of other nations. What little we know comes from the records of Dornish and Sarcosan settlers who traveled to Eredane from the eastern continent known as Pelluria in ancient days. Sadly, these records are often little more than folk-tales and must be held suspect in the light of reason.

From fragments of the Histories of the Old Empire, *we gather that Pelluria is a land of greater aspect and extension than Eredane, as "a youth shall gray and come to infirmity before crossing the breadth of the Kalif's dominion." Even allowing for the excesses of a culture known for its vanity and embellishment, this suggests a vast continent unconstrained by the great oceans that embrace our land on three sides. Nor is there reason to believe that the "Kalif's dominion" ever covered all the realms of Pelluria. It is known that the Sarcosan Empire conquered the Dornland river valley in the north. It is believed, however, that the fall of the Old Empire in the Third Age had as much to do with a war against a rival power in the east as with internal decay and the loss of its overseas colonies in the west.*

The Dorns describe their ancestral home as a land of cold, rugged hills, glacial valleys, and deep, snow-laden forests. In the Sarcosan records, we learn of vast grasslands, endless deserts, and great cities of stone built in the oldest days by the first men of Aryth. The elder races of the fey are unknown in these lands, but the stories speak of stranger peoples that share no blood with the elder fey, of fearsome races that hate all others and feed on the flesh of men. Tales of serpent people and beastmen must be considered little more than fables told for the benefit of wayward children.

— Ilsrid of Highwall, *The Lands of Aryth*

The History of Eredane

This section recounts the history of the continent of Eredane, from the time of the elder fey to the Last Age. This section is designated as closed content.

The Elder Fey

The *elthedar*, or elder fey as they are called now in the Erenlander tongue, were the first of the races born to the continent of Eredane. Myth holds that they were the children of the Lost Gods, blessed in their creation and favored by the celestial realm. The elder fey lived in unified majesty across Eredane, and settled many other lands beyond. Their civilization was the culmination of countless centuries of peace and high learning. They built spectacular cities that were wondrous feats of engineering and architecture. They sailed vast trade fleets and exchanged goods and knowledge with other ancient races across Aryth. They reveled in music, art, sport, and the spirits of nature. They were master historians, philosophers, and storytellers. The fey were faithful and worshiped their attentive gods and were granted great boons in return. Their priests were touched with divine magic and their powers were near absolute. Their devotion, prayers, and offerings pleased the gods and for eons the fey wanted for nothing in an idyllic world.

Year of the Seer Wind

Xircxi, Patriarch of the Dragons, gifts a crown of scales to Suthail Aman, High Lady of the *elthedar*. The present is a token of highest honor and sublime divinity.

Sadly, even the blessings of the gods do not last forever—not when the gods are betrayed by one of their own. A shadow crept out of the darkest reach of heaven to challenge the lords of light. A great celestial war raged as the gods did battle with this dark lord and his kin. The terrible contest cracked open the sky and Aryth itself was shaken. In the end, the gods of the *elthedar* vanquished the Shadow and banished it to the mortal world, but at a horrible cost. The dark lord's fall tore Aryth from the grasp of heaven, separating it forever from the celestial realm and its gods. Not only could the gods no longer serve their mortal children, their victory had condemned those children to the wrath of a merciless and evil lord. This was the time of the Sundering.

The Sundering

With the Shadow's fall, a black veil crossed the sun and all the lands of Aryth went dark. The darkness brought with it earthquakes, floods, and rains of fire. Foul demons trapped by the veil ravaged the lands. Forests burned, mountains were shattered, and waters boiled away. Fey civilization was destroyed by a maelstrom of divine chaos. Cities were razed and their inhabitants burned to ash. Those that survived were hunted by foul creatures or starved to death in the endless winter that followed. The remaining fey prayed to the Lost Gods, begging for salvation. Their supplications were not heard and they fell into despair.

Year Under the Black Sky

Erum Pel, chieftain of the Aru tribe, takes his followers deep into the Great Forest. The demons they flee are tricked by spirits of the wood and consume themselves in their madness.

In time, the black Shadow slowly recoiled from the sky, its dark tendrils retreating to the frozen north where its shattered form would lie dormant, slumber, and in time regain its power. As the sky cleared, the sun once again warmed the land, but Aryth had become a wasted and forsaken place. Its greatest civilization was destroyed and its people scattered. They had become faithless refugees in a world devoid of any blessings save those of a vile and fallen deity.

The Younger Fey

As is the nature of life, the *elthedar* that survived grew accustomed to their new world, and in time the fear and disasters of the years of the Sundering faded from memory. Each scattered group adapted in its way, and civilization was reestablished in new forms and new traditions. In time these new races of the *alethar*, or younger fey, would rise to dominate the lands of Eredane.

Those elder fey that sought refuge in the vast forests of the west took shelter in the trees and became skilled hunters and woodsmen. They courted the spirits of nature and ran with the beasts, growing lithe and agile. They learned how to control the growth of the forest and built delicate villages high above the ground. They gained a kinship with woodland creatures and became a natural part of the living forest. Over long generations, these children of the natural world became the elves.

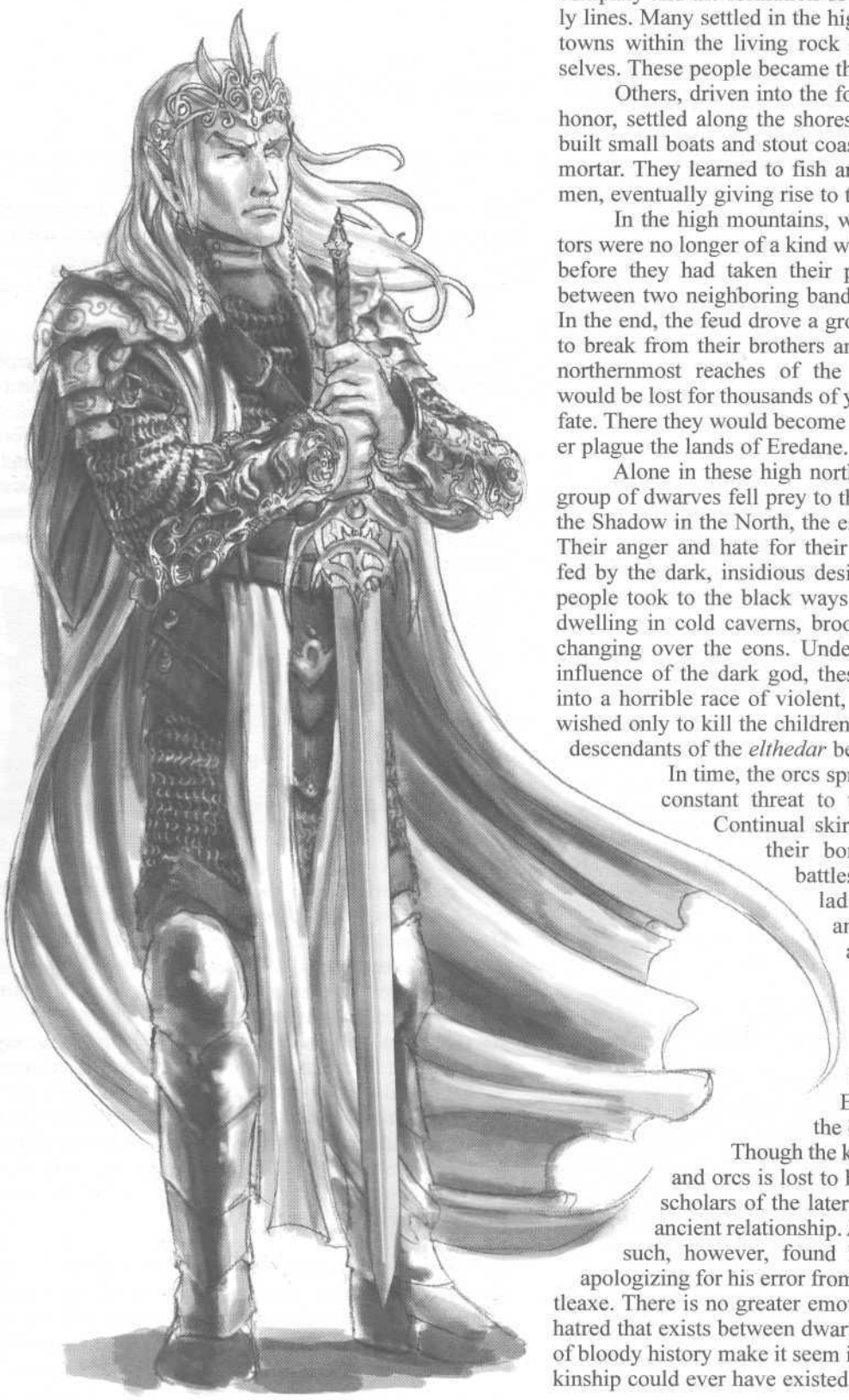
Year Before the Rain

Shadiuil is born. In time he will become the first of the High Kings establishing the elven monarchy in Erethor. Aradil, known in later days as the Witch Queen of Erethor, will eventually become the greatest of this line.

In the absence of the once-bright flare of divine magic, the elves discovered the spark of arcane power. They nurtured it into flame and released a new and powerful magic on the world. In time, new elven masters of magic would arise to rival the most powerful clerics of their lost, ancestral past.

The descendants of the elder fey living on the very margins of Erethor learned to herd the beasts of the open plains and till the rich soil they found there. They cherished the open skies and reveled in the bright stars they could see at night. They traveled the vast, rolling hills of Eredane's central plains, living by their lore and their skill in the hunt. These nomadic herdsmen and hunters are now called halflings.

In the east, many *elthedar* took refuge from the darkness of the Sundering in the high valleys of the Kaladrun Mountains. Here they grew stout and rugged like their stony surroundings. They learned to mine the riches of the highlands and to work metal into masterful tools and items of exquisite beauty. Life was often hard in the cold mountains, and these people became a noble but prideful lot. Squabbles over trivial things led to



duels and clan skirmishes. Greater insult led to breaks of company and the formation of numerous isolated family lines. Many settled in the high peaks and built whole towns within the living rock of the mountains themselves. These people became the dwarves.

Others, driven into the foothills by their stubborn honor, settled along the shores of the Ebon Sea. They built small boats and stout coastal villages of brick and mortar. They learned to fish and became clever craftsmen, eventually giving rise to the race of gnomes.

In the high mountains, when the dwarven ancestors were no longer of a kind with the elder fey but long before they had taken their present form, a conflict between two neighboring bands started a terrible feud. In the end, the feud drove a group of these younger fey to break from their brothers and settle far away in the northernmost reaches of the Kaladruns. There they would be lost for thousands of years and suffer a terrible fate. There they would become a bane that would forever plague the lands of Eredane.

Alone in these high northern wastes, the splinter group of dwarves fell prey to the twisting corruption of the Shadow in the North, the essence of the fallen god. Their anger and hate for their southern brethren were fed by the dark, insidious desires of the Shadow. The people took to the black ways beneath the mountains, dwelling in cold caverns, brooding on their hate, and changing over the eons. Under the subtle, irresistible influence of the dark god, these lost fey were twisted into a horrible race of violent, nocturnal creatures that wished only to kill the children of the sun. These tragic descendants of the *elthedar* became the orcs.

In time, the orcs spread south and became a constant threat to the dwarven clanholds. Continual skirmishing occurred along their borders, and many great battles spawned famous ballads among the dwarves and bloody warchants among the orcs. The orcs moved west as well, spreading into the Highhorn Mountains. There they began to threaten northern Erethor and fought with the elves.

Though the kinship between dwarves and orcs is lost to history, there were some scholars of the later ages that suspected the ancient relationship. Any sage who suggested such, however, found himself quite suddenly apologizing for his error from the wrong end of a battleaxe. There is no greater emotion in Eredane than the hatred that exists between dwarves and orcs. Their eons of bloody history make it seem impossible that any such kinship could ever have existed.

Year of Colder Stone

Padul of Modrun Clan is the first dwarf in history to kill an orc. His distinction is forever lost moments later as he and the rest of his mining party are slaughtered by the dead orc's fellow raiders.

The Beasts and the Fey

The *elthedar* had shared their world with all manner of creatures and races, both wild and magical. When the Sundering tore divine magic from Aryth, entire species perished while many others were changed.

Many natural animals survived the disasters of the Sundering and adapted to life in the new world. They slowly outgrew their refuges and after generations they again filled the land with all forms of living things. Many feral species were transformed into greater creatures and came to be known as the dire animals. Many of the magical beasts were driven mad, their once benign spirits turned malevolent.

Sprites, fairies, dryads, and the other lesser fey became secretive creatures and even now only parlay with the elves. The highland imps that were once friendly inhabitants of the northern hills were twisted into horrible shadows of their former species, and now as goblins and their kind join the orcs in their raiding. The once noble giant-men of the Kaladrun Mountains became a reclusive and violent race, warring among themselves. Their kind, in time, gave rise to the ogres and trolls that now stalk the lonely places of the world.

The dragons were once good and noble creatures, and true friends of the *elthedar*. They suffered greatly when divine magic left the world. A great schism formed within dragonkind as the chaos of the Sundering turned these enigmatic beings against each other. The dragons fought an endless war for dominance one against the other and rarely concerned themselves with the ways of lesser creatures. This, too, would change, as in time the insidious call of the Shadow in the North would subvert many dragonkind, and the nobler dragons would be forced to rally with the descendants of their *elthedar* allies.

Year of the Far Water

The last of the dragonkind is born, as was foretold by the prophetess Kirinhi in her *Fables of the Lizard's Eye*.

Dark Slumber

Throughout the thousands of years during which the younger fey crawled from the ruins of their old world and built a new one, the dark god was dormant, slumbering in a terrible undeath. He lay harboring his waxing powers, reaching the black tendrils of his evil influence ever farther to the south. Exploring. Sensing. Seeking the weak and spiritless.

The Shadow watched the younger fey grow strong again and build new civilizations. He was weak but bided his time, knowing that one day he would bend these new races to his divine will. When he discovered the outcast dwarven kin, he subverted them and twisted them to his dark designs. One day, he would need a mortal army, and what could be better than soldiers formed in his own terrible image?

Year Behind the Red Moon

The Vale of Tears forms in the far north of Eredane as Izrador stirs and continuous earthquakes shatter the region for more than a decade.

His essence drifted southward like a poisonous fog, and where it found the weak of spirit or cruel of heart, it took subtle hold. The Shadow lurked on the frontiers of civilization, slowly corrupting others to his intent. He needed spies, he needed informants, agents, and pawns. He found them. The Shadow also needed worshipers, dark priests and cultists that would make vile sacrifices to quicken his return to strength. He found these as well. He needed all these things, and so quietly, subtly he worked. Over the centuries, over the eons, the dark god bred his orc hordes, corrupted his servants, and drew worshipers to his evil church. For thousands of years, the Shadow's power slowly grew, insidious and hidden.

Dawn of the First Age

More than 8,000 years ago, an elven sorceress named Aradil ascended to the throne of the High Kings of Erethor. The history of her ascendancy is more like legend and varies by who tells the tale. Some stories claim she gained the throne by casting an unbreakable glamour over Erethor, forcing all to love her. Others say the crown was forced upon her when she defeated the orc horde of Sky Mountain with a single spell. Still others tell that she is an ageless dragon cloaked in elf form that controls the souls of the elven council with black magics. While it is true the Witch Queen is a sorceress

Scribe Calendar of the Elven Court

The races of Eredane each keep records of history in their own ways. The dwarves carve elaborate stories on the pillars of ancient chambers, marking the passage of years with elaborate symbology. In the open plains, the humans have become able astronomers and track time by the movement of the constellations. The gnomes have complex and endless oral histories they pass onto their children in songs. The elves have the longest history, which is recorded by the scribes of the Witch Queen's court.

The scribe calendar begins with Aradil's coronation. Dates are recorded as the number of the year and the age, and with the advent of each new age the sequence of numbers begins again. Though this can be confusing at times, the scribe calendar is the most accurate measure of history and is the preferred record of scholars from all the races of Eredane. Events prior to the coronation are said to have occurred in the Time of Years, which is a notation as vague and unreliable as the myths attributed to that era.

Year 1, First Age: Aradil the Witch Queen is crowned monarch of all the elves.

Year 3951, First Age: The Dorns first land on Eredane's southern shores.

Year 230, Second Age: Armies of the Sarcosan Empire invade southern Eredane.

Year 875, Third Age: The corruption of the first among the Night Kings begins.

Year 99, Last Age: The present day.

of unmatched ability, her rise to power was due to nothing more than her noble lineage, great wisdom, and greater loyalty to her people.

Scholars would later refer to Aradil's coronation as the advent of the First Age. Her rule ushered in a golden era for the elven people that became one of the highest points in the cultural history of Aryth. The scribe calendar of the elven court marks the year of the coronation as Year One of the First Age. It is often called the Year of the Queen, and it is difficult even for the long-lived elves to believe their queen still reigns today after 8,234 years on the throne.

A Golden Age

The prosperity of the elves eventually spread to the other races, spurring economic, political, and cultural advances across Eredane the likes of which had not been known since before the Sundering and which will sadly never be seen again.

Knowledge of the natural world, science, and magic reached such levels that it seemed elven powers might have no bounds. They used their magic to tame all of Erethor to their will. Its creatures and even its plants became minions and allies, and their bond with the forests deepened until the relationship became vital to their culture.

With their refined control of the forest, Caradul, Erethor's greatest tree-city and the seat of Aradil's rule, came into its own. Many outpost towns like Althorin and Eisin were founded beyond the fringes of Erethor on the western shores of the Ebon Sea and along the Felthera River. Busy trade routes were established with other major cities across Eredane and the elves made commerce with all the races of the younger fey. Elven craftsmen became renowned for the finest bows and woodwork, and elven potions and charms were sought after by merchants everywhere. The elven court established embassies and missions in the great dwarven cities and among the gnomes and halflings as well. Cultural exchange and tolerance became proud traditions.

The dwarven clanholds of the Kaladruns also experienced a time of great peace and achievement. Though skirmishes with the orcs continued, the dwarves' own often-contentious relations were peaceful, and they welcomed the trade and cultural exchange with other races. They built the wondrous stone cities of Idenor and Calador and burrowed deep into the flanks of their mountains. Their mines and underground towns became fantastic warrens of great beauty and craft. Their skill with rock and metal was itself a new kind of magic, and their fine goods were traded across Eredane. They discovered mithral and from it built keen weapons and stout armor for fighting the orcs. They built durable tools and clever devices that were coveted trade goods, and they made jewelry of such unmatched intricacy and luster that even the most refined elves cherished its beauty.

On the open plains of central Eredane, halfling culture changed, too. Many tribes gave up their nomadic ways and settled into earthen villages, becoming able farmers. Besides harvest crops, they grew exotic spices and tobaccos that were valued commodities in the elven and dwarven realms. Many remained at least semi-nomadic and continued to herd their flocks and roam the grasslands. These nomads became expert weavers and leather workers, trading their fine cloth and leather goods for tools and elven bows.

Through their trade and cultural exchange with the elves, the halflings discovered an innate ability with the arcane and as a race became proficient users of hedge magic. To a person, halflings grew up learning simple spells and cantrips that made their hard work easier. They integrated these abilities into even the most mundane activities of everyday life and in many ways became as dependent as the elves on the use of magic.

Year 2101, First Age

Poedren of the Urthec Tribe becomes the first halfling nomad to study magic with elven tutors in Caradul.

As trade and travel between the younger fey increased, many of the gnome fishermen turned their small boats into coastal traders. The prosperity that followed meant more boats and expanded trade routes. Whole families began to abandon life ashore as the gnomes discovered a penchant for barter and commerce. Their single trade boats became family fleets, and as their coastal villages disappeared, temporary raft towns became increasingly common. Gnome barges traveled the length of the Eren and sailed far up the Felthera and Gamaril Rivers, deep into Erethor. Clever tradesmen, the gnomes turned their natural abilities with story and song to their commercial advantage. As often as not, their customers were as eager for a story or rhyme as they were to trade, and a happy tune always facilitated negotiations.

Orc raiders continued to harass frontier settlements and were a constant threat to trade caravans and other travelers. Both the dwarves and the elves were forced to establish patrols in the northern regions of their realms to keep the bloodthirsty creatures at bay. Skirmishes were common, but dwarven fortitude and elven archers always made short work of the savage creatures.

Dark Portent

In the winter of 3893, an old seer named Ressial came to the court of the Witch Queen, bearing word that he promised was of dire importance, and Aradil agreed to a private audience. Though it is not known what passed between them, or what proof he offered for his claims, the Queen emerged from the meeting in a black and terrible fury. She ordered reports from the northern patrol captains and sent them soldiers to double their numbers. She ordered the old man, a monk from a long forgotten religious order, to send for his brothers and bring them to Caradul where they were installed as secret advisors to the throne. Though the group called itself the Order of Truth, beyond the walls of the elven court, these blind prophets of lost gods became known as the Abandoned.

The monks came to the city and shared with Aradil an ancient prophecy passed down from a time before the rise of the younger fey. The portent claimed a great darkness would rise and fall across the land. It would bring with it a demon horde bent on destruction, and a firestorm of divine magic that would lay waste to Eredane. The prophecy spoke of a fallen god, a power from the ancient world, the incarnation of destruction, death, war, black magic, and evil. The portent named the darkness a true god and called it Izrador, meaning the Shadow in the North in a lost elven dialect.

For over a thousand years, the Witch Queen would watch the north with wary concern. Her dark moods, strange orders, and increasingly frequent absences troubled the court. In the end, her secret obsession and magical preparations would prove a salvation to all the people of Eredane—though sadly only a temporary one.

The Dornish Invasion

If doom and war was on the northern horizon, only the Witch Queen saw it. Had she been looking to the south as well, she might have played a hand in keeping it from coming ashore there instead.

In the spring of 3951, the Dorns landed their small ships in southern Eredane. The Dorns were a barbarous, seafaring race of humans, great lumbering creatures with almost as much hair as dwarves and even less refinement. They came from across the Pale Ocean, from the continent of Pelluria, fleeing a powerful empire that had conquered their homeland. They brought with them their warrior culture, ancestor worship, clan loyalties, and a fierce hunger for land.

They settled first along the southern coast but soon began sailing their long boats far up the Eren River. When they encountered the halfling tribes and gnome barge families, they slaughtered the men and took many women and children as thralls. They burned villages and rafts and took everything of value. When they reached the Ebon Sea, they settled its coastline and slowly abandoned their southern enclaves. They overran gnome and halfling settlements, and those they did not conquer were forced into elven and dwarven lands. The stories the refugees told of Dornish brutality galvanized

the more powerful races. The elves and dwarves armed themselves and looked to the defense of their realms. War had finally come to Eredane.

Year 4151, First Age

Durgen the Black kills his elder brother in single combat, becoming Durgen the Bloody. He takes his due title as King of Orin Clan, Right Defender of the Great Houses of the Dorns.

The first Dornish raids against elven and dwarven outposts were devastating. The Dorns were hardened warriors before they came to Eredane, and the dwarves and elves had never fought against anything but disorganized and undisciplined orc hordes. The Dorns were neither disorganized nor undisciplined, and their individual bravery made them savage opponents. The fey learned quickly, however. They had numerical advantage and soon turned their metal craft and magic to the war effort. The elves developed battlefield spells, and their archers—once only expert hunters—became expert hunters of men. Dwarven weapons and war machines quickly proved superior to those of the Dornish invaders.

Armies were raised, as common folk became soldiers and the fey learned the arts of war. Fortresses were built on all sides and foundries pounded out weapons. War raged across the plains of Eredane, as thousands of years of peace were forgotten. Fronts ebbed and flowed. Armies attacked and overran defenders. Defenders stood fast and routed attackers. Years became decades and still the armies fought on. Often it seemed that a peace might be won, but a new offensive would fan the flames and the fighting would begin anew. A hundred years, then two, then three. For more than 300 years the people of Eredane fought over lands that were once at peace.

The Fell

Word of a new threat first reached the elven court in 4393, in the last years of the Dornish War. Initially the stories of battlefield dead rising to fight again were passed off as delusions suffered in the heat of battle. Later, as official reports claimed that dead soldiers were returning to their encampments and attacking the living, the Order of Truth saw it as a new portent of the Shadow's growing influence and warned Aradil.

They did not understand exactly why this foul thing was happening, but they were certain it was a legacy of the death and destruction of the long war. Many of the Abandoned believed that with Aryth severed from heaven, the souls of the dead had no where to go. So many soldiers were dying and there was no way for their souls to reach the spirit realm, so they lingered in the mortal world in some kind of terrible unlife. They lingered on as the Fell.

This new horror became a bane across Eredane as the fey and the Dorns alike were forced to fend off these terrifying creatures. In addition to fighting the war, soldiers had to patrol against roving bands of undead, spreading their resources even thinner and suffering even more casualties. Quickly, as the vile threat became universal, each race was forced to change the customs with which it laid its dead to rest. Within a decade, the great flood of the Fell was reduced to a trickle by the new funeral practices, though battlefield casualties continued to rise and hunt the living. A war weary world, tired of death and undeath, looked to the promise of peace.

Year 4397, First Age

Packs of undead from the Dornish battlefield become a horrifying scourge as they learn to hide and move beneath the coastal waters of the Ebon Sea, rising from the depths at night to stalk through shoreline villages.

A New Peace

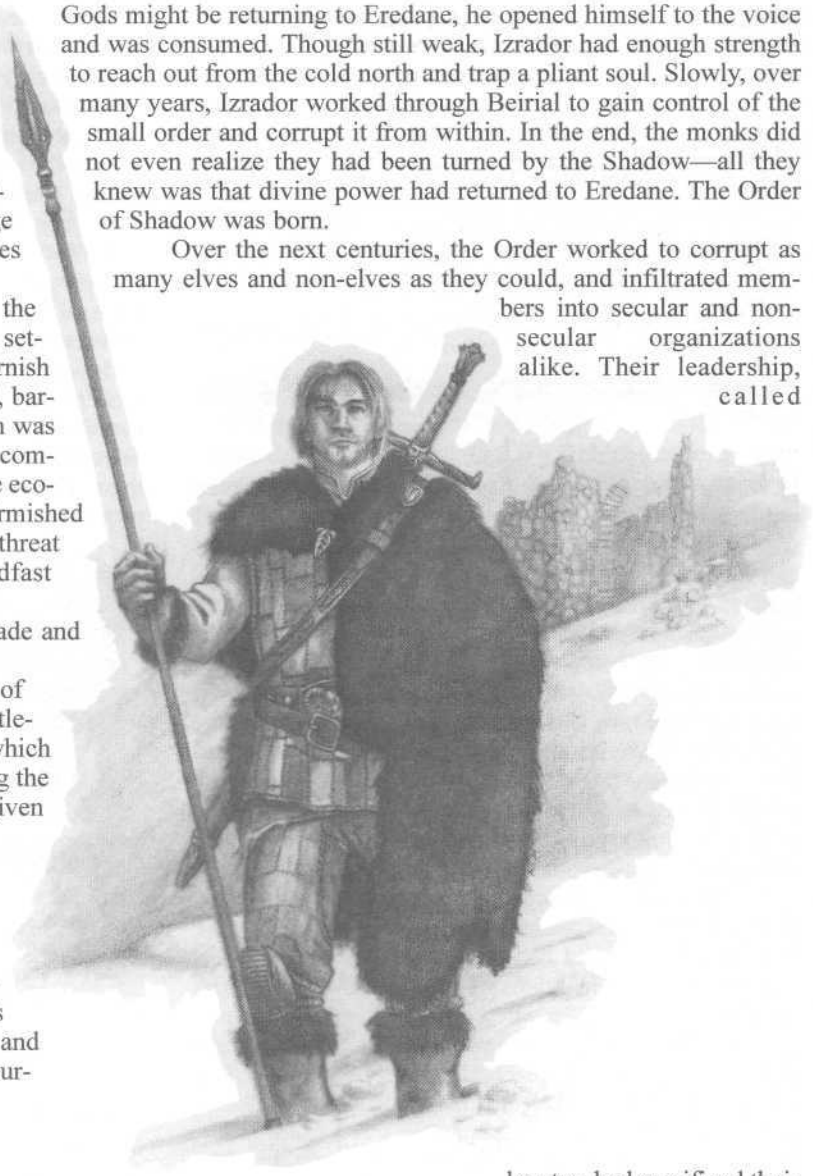
Aradil and her priest advisors feared it was the influence of Izrador that maintained the violence of the Dornish wars for so long. They could sense it in the flow of magic and somehow knew that the continued war only served to feed the growing Shadow in the North. In the end, it was a series of diplomatic emissaries from the Witch Queen to the Dornish Kings that led the way to a final peace in the year 4410. Many believed it was the threat of superior elven magics and dwarven fortitude that made the peace last. Ultimately, the centuries of warfare would prove an ominous boon for the fey. The long conflict had served to build the warrior cultures they would eventually need to fend off the rising Shadow.

Though many hundreds of years would pass before the younger fey would learn to trust the Dornish invaders, the races of Eredane settled into a long period of peace and relative prosperity. The gnomes returned to the rivers and their trading, but left the open waters of the Ebon to the Dorns. It was their trade families that were the first to begin trading with the humans. They made good profits in the deal, passing goods back and forth between the Dorns and their fellow fey. The

halfling people returned to the plains but ranged far inland from the Ebon Sea. They had suffered terribly at the hands of the Dorns and would never truly trust human ways again. Eventually, as many of the old outpost towns were rebuilt and long abandoned trade routes were reestablished, economic and cultural exchange served to create true peace between the races of Eredane.

By the year 4560 of the First Age, the entire shoreline of the Ebon Sea had been settled by the Twelve Great Houses of the Dornish Kings and carved up into small kingdoms, baronies, and manorial estates. Each kingdom was its own nation, bound to the others by a complex web of fealty oaths. Though they were economic rivals, and sometimes even skirmished among themselves, against any outside threat the Dornish kingdoms remained steadfast allies.

Most became rich by dominating trade and transport over the Ebon Sea, which they now called the Sea of Pelluria in honor of their lost homeland. Many founded settlements in the unclaimed Northlands, which would eventually become large cities along the caravan routes. Dornish knights were given fiefdoms under orders to tame the frontier and protect the growing towns. As the settlements continued to expand northward, the Dorns ran afoul of the orcs and soon their knights had plenty of enemies on which to exercise their warlike natures. Eventually the Dornish knights became renowned as skilled orc-hunters, and their hatred of the vile creatures was surpassed only by that of the dwarves.



Order of Betrayal

Despite this welcome age of peace across Eredane, the Order of Truth was fearful and continued preaching wariness. They claimed the power of the Shadow in the North was waxing. They begged the Witch Queen to make preparations and to send emissaries to the dwarves and the Dornish Kings, warning them of the prophecy and recruiting them to the cause. As Aradil listened to the voices of the Abandoned, a small band of monks in the ancient monastic village of Bandilrin were lured by a different voice—an insidious shadow of a voice that promised dark salvation and the return of a god's favor.

In the Year 4705, the monastery of Bandilrin was a remote outpost, a quiet place of learning and meditation. One of its young members, now remembered only as Beirial the Betrayer, began hearing a quiet voice during his meditations. Thinking that the spirits of the Lost Gods might be returning to Eredane, he opened himself to the voice and was consumed. Though still weak, Izrador had enough strength to reach out from the cold north and trap a pliant soul. Slowly, over many years, Izrador worked through Beirial to gain control of the small order and corrupt it from within. In the end, the monks did not even realize they had been turned by the Shadow—all they knew was that divine power had returned to Eredane. The Order of Shadow was born.

Over the next centuries, the Order worked to corrupt as many elves and non-elves as they could, and infiltrated members into secular and non-secular organizations alike. Their leadership, called legates, had sacrificed their souls to the growing will of Izrador, and their divine powers were becoming increasingly terrible. The legates carried on in secret, biding their time, increasing their influence and hoarding their power.

Year 4975, First Age

A Dornish King, Sedrig the Sly, founds an enlightened monastery of learning. It will eventually become the Scholar's Academy at Highwall, the greatest single repository of knowledge in Eredane.

The Shadow Rises

For more than 700 years, the people of Eredane lived in relative prosperity. Trade was widespread, and culture and learning had entered a renaissance since the end of the Dornish War. The races were at peace, and even along the northern frontiers the orc raids had all but ceased over the preceding two centuries. This alone should have been warning enough, but even the wary monks of the Order of Truth did not heed it as such.

In the spring of 5133, the long peace was shattered as a vast orc army poured out of the north. It was supported by goblin hordes and countless other foul creatures. The long quiet along the frontier had only been a time of spawning and preparation as Izrador had bred and armed his invasion force. The attack came out of the Highhorn Mountains, and Izrador's army drove southward towards the heart of Erethor. He knew the elves were his most powerful enemy and intended to destroy their might with his first assault.

The Witch Queen had not been idle, however. Her long obsession with the Shadow had been filled with secret preparations. She had trained many powerful battle mages and armed legions of archers with magical arrows. She had parleyed with the dire animals of Erethor and recruited them to her army. Secret emissaries had gone out to the dwarves and the orc-hunting Dornish barbarian-kings in the Northlands. These last took long convincing, but in the end they heeded the queen's call.

In the first months of the invasion, the orc army flooded out of the mountains and poured across the plains. With the orcs came goblins, ogres, trolls, and giants. Foul demons, trapped by the Sundering and enthralled by Izrador, fought beside them. There were bands of corrupted humans and even foul elves, turned by the Order of Shadow into devoted followers of Izrador. Dark magics came before the host, the divine might of the fallen god. Frozen winds and rains of lightning helped to clear their way. Dark clerics wielding divine powers not seen since the time of the elder fey led the invaders and burned a path towards Erethor.

As it marched south, Izrador's army sacked Nalford, Cale, and Haldred, killing everything that did not flee before them. Knowing that the elves greatest power lay within Erethor, Izrador's army skirted the forest intending to enter it at Althorin and then force their way southwest to Caradul. Aradil and her generals did not give them the chance, and in a surprise strategy, marched their defenders to meet the orc horde on the plains of Eris Aman. The allied forces—elf, dwarf, and human—rallied about the standard of the Witch Queen and joined in a battle the likes of which had never been seen in the history of Eredane.

The tales passed down of the Battle of Three Kingdoms seem like nothing less than myths and legends. In truth, they are not fantastic enough. Divine and arcane magics clashed and rent the sky. Black clouds borne on the foul north wind covered the battlefield with poison and ice. Flights of sorcerous arrows flew so thick they blocked out the sky. Orc blood formed a great dark swamp that mixed with the rivers of red flowing from slaughtered defenders. Dire wolves ripped out the throats of ogres, and giants broke the backs of massive bears. Demons raged across the field attacking anything, mad with bloodlust. The Shadow's legates cast their spells and hunted the Witch Queen. Aradil's sorcerous host loosed terrible fires as she stalked Izrador's generals. The battle was a black nightmare of clashing blades, dying screams, and freezing gore.

The Battle of Three Kingdoms lasted six days. More than 5,000 elves, dwarves, and humans died. Forty thousand of Izrador's foul creatures were slain. The dark forces broke and fled.

The kingdoms of Eredane were victorious.

The surviving Eredane forces spent months hunting down bands of fleeing orcs, killing as many as they could find. They were also forced to destroy the countless Fell that had risen from the bloodiest battlefield in Eredane's history. These skirmishes and battles took their own toll and many more brave warriors were killed. By winter of the next year, what remained of the orc horde had been driven back into the northern wastes, most of the undead had been destroyed, and a hard-won peace had returned to the lands.

Aradil and her host returned to Erethor, not daring to hope that the Shadow in the North had been defeated for good. In her heart, the Witch Queen knew this battle had not been the end. She knew Izrador would return.

Year 5133, First Age

In the aftermath of the Battle of Three Kingdoms, a desperately cast spell inadvertently creates the first of the spirit trees in what will eventually become the Whispering Wood.

Dawn of the Second Age

The elven scribe calendar marks the end of the First Age with the Battle of Three Kingdoms in 5133. It opens the Second Age with the short-lived period of peace and racial trust known to Dornish scholars as the "Years of Unity." For more than two centuries the races of Eredane lived in harmony. Their economies flourished as the frontiers were expanded and trade grew accordingly. At the behest of Aradil, the armies of Eredane were rebuilt and construction began on what would become the Fortress Wall of the Northern Marches. This vast series of defenseworks against the orc hordes would eventually span the entire continent and would take centuries to complete.

The Sarcosan Invasion

In the year 230 of the Second Age, a new threat to Eredane arrived from the Dornish homeland across the sea. The Sarcosans, a small and dark-skinned race of humans, landed a series of large invasion fleets in southern Eredane. The Sarcosans had driven the Dorns from the land of Pelluria with steel weapons and cavalry warcraft. They were a people with a long history of conquest and had been powerful enough to defeat the warlike Dorns. They quickly established a number of fortified settlements, from which would eventually grow the great cities of Hallisport, Cambrial, and Sharuun. They had brought their horses and the secret of steel to Eredane and quickly began to expand their holdings north along the Eren and into Erethor.

When the Sarcosans began to cut and burn trees in Erethor, the elven army again went to war. The battle lines stretched along the southern borders of the forest, and for almost a century the elves held off the invaders. The Sarcosans had steel and horses, but their arcana was like hedge magic to that of the elves. The dwarves sent weapons and mercenary troops, but the Dorns faltered, uncertain about facing their old enemy. In the end they betrayed the elves by letting them stand alone.

In 318 SA, at the Battle of Pethurin, elven sorcerers assassinated the five Sarcosan generals commanding the assault, allowing the fey infantry to crush the attacking army. Realizing that this strange race of forest dwellers was unbeatable within the trees and would not to be drawn from them, emissaries from the Sarcosan lords sued for peace with the elves. By the end of the year hostilities had ceased, though for many years after, the elves kept a standing army on the southern borders of Erethor.

The halflings and gnomes began limited trade with the Sarcosans that eventually grew into cultural relations that would spare them war with the invaders. As the Sarcosans moved north along the Eren, they were content to leave these odd, gentle peoples to themselves. In fact, in time, they grew to depend on halfling livestock and leather goods and the transport services of the gnome barge families.

The first dwarves the Sarcosans met were the fierce mercenaries that had fought alongside the elves. As a result, when they eventually encountered the dwarven clanholds in the mountains of the east, they were rightly cautious. After a few tense years and the occasional skirmish, it became clear that the Sarcosans had no hope of taking the mountains and left them to the stout fey. Over time peaceful relations were established, and in exchange for the secret of steel the dwarves traded the Sarcosans superior weapons and tools forged from the new metal.

The Dornish clans knew the Sarcosans had designs on the rich lands of their kingdoms. They also knew their failure to stand with their one-time allies the elves meant they could expect no help from the fey. Ultimately it was a relatively short war. From the first battle on the Plain of Erenhead to the final surrender of Hedgreg the Red, only 18 years passed. The Dornish Kings were a proud and brave lot, but they had not been a match for the Sarcosans 2,000 years earlier and did not stand long against their new invasion.

The Sarcosan colonial lords, though victorious, had not broken the honor of the Dornish Kings and were impressed with their steadfast courage and warrior nobility. Since coming to Eredane they had learned it was wiser, and more profitable, to make allies than to subjugate enemies. When the Sarcosan war ended in 853 SA, the colonial lords offered the Dornish Kings the retention of their lands and titles in exchange for oaths of fealty. With only short-lived dissent the Dorns made the oaths and Eredane again returned to peace.

Year 861, Second Age

Marriage of Hedgreg the Younger to Princess Ialla of the Sarcosans initiates an era of alliance through royal marriage between the Dornish kings and the Sarcosan colonial nobility.

A New Kingdom

For more than two hundred years the old Sarcosan Empire far to the east took tribute from the colonial lords in Eredane. As the years passed, the lords began to chafe under this yoke. In 1062 SA, a fleet of colonial warships began intercepting Old Empire vessels bound for Eredane. Those they could not capture, they burned or sent fleeing. A war of rebellion was joined, but this time the heartland of Eredane and the fey were spared.

An alliance of colonial Sarcosans and their Dornish oathmen waged a bloody sea war along the Eredane coast, from Sharuun to Landfall. Hundreds of ships were destroyed on both sides, and savage ground battles were fought when Old Empire troops came ashore. Ultimately, the Empire was simply too distant to respond quickly to the needs of its war fleets or to readily supply its soldiers. The crushing defeat of an Old Empire armada at the island fortress of Stormhold in 1112 SA finally ended the conflict. It was a brutal war that lasted almost 50 years. When it was over the Old Empire had relinquished claim to its colonies in Eredane and the Sarcosan lords were freed to forge their own destiny.

The Sarcosans and Dorns had become kin, born in the blood of battle. When the war ended, a great meet was held, called the Conclave of Kings. At this gathering, the Sarcosan *kalif* accepted the fealty of the Dornish Kings and founded a unified human nation, the

Kingdom of Erenland. Alliance and intermarriage gave rise to royal families that could trace their lineages to both the Sarcosan nobility and the Great Houses of the Dornish clans. Under the Erenlander king, loyal princes of these families served as advisors, governors, ambassadors, and generals. After centuries of strife, mistrust, and war, a unified human nation ruled peacefully over the heartland of Eredane.

Year 1123, Second Age

The river town of Fartherness is refounded as Alvedara, capital city of Erenland, and construction begins on the first of what will eventually be known as the Bridge Towers of the Kalif.

The Shadow Comes Again

For almost 800 years, the people of Eredane lived in peace. Not since before the Dornish invasion more than 3,000 years earlier had the lands known a longer time without war. The bonds between nations strengthened and trade flourished. The fleets of Erenland established routes to distant continents and explored the wider world. Humans settled throughout the heartland, building countless towns and villages, even homesteading far to the north of the Sea of Pelluria into lands once held by orcs. The magic of the elves reached sublime heights and their scholars followed new ways in science and philosophy. The dwarves expanded their subterranean world and turned many of their ancient holdfasts into cities that were engineering masterworks. The halflings and gnomes continued in their ways, living on the margins of Erenland and prospering in their commerce with the humans.

Year 1216, Second Age

Construction of the last of the keeps along the Fortress Wall of the Northern Marches is completed. Across the nations, soldiers are recruited to garrison the newly completed forts.

Quietly, Aradil kept a lonely vigil against the north. Old treaties and new accords kept the Fortress Wall in good repair and ready against the Shadow, but she feared the great fortresses might not be enough to protect the lands if Izrador rose again.

The start of the second war with Izrador in the year 1920 SA was not a sudden, surprise assault by a massive army as it had been in the first. Instead, it began with dozens of small attacks, probing sallies by orcs and savage bands of human horsemen, all along the northern frontier. Where resistance was strongest Izrador's forces retreated, and where they could they pressed the attack. Like the thrusts of a dozen blades, the armies of the Shadow forced their ways into the lands of Eredane, stabbing at the Fortress Wall and in many places cutting beyond.

Many fronts formed across the frontier and the defenders were spread thin. The elves fought a stealthy woodland war as the orcs and their minions pushed deep into northern Erethor, burning the forest as they advanced. The humans, now armed with steel and astride massive horses, charged into battle on the open steppes. The mountain warrens of the dwarves were formidable fortresses and allowed them to deploy in secret and set bloody ambushes for the enemy. Many halflings and gnomes took up arms as scouts and couriers, and many others worked behind the front to keep the southern supply lines open and stocked.

No single battle approached the level of carnage and destruction of the Battle of Three Kingdoms in the first war, but there were far more, and in the end they took a much greater toll on the lands of Eredane. Millions died, soldiers and civilians alike. Countless settlements were razed, never to be rebuilt, and much of northern Erethor was lost to flame. Thousands of battlefield casualties rose as Fell and stalked the land, adding to the fear, chaos, and death of the war.

The dark magics cast against Eredane's defenders during the second war were far more subtle and ultimately more effective than they had been in the first. Freezing weather broke their bodies as well as their spirits. Wasting diseases appeared and spread like no natural sickness. Glamours of mistrust and fear turned defenders against each other and broke their wills. Vile summonings corrupted and poisoned vast tracts of land and set loose demonic forces that would continue to stalk Eredane for centuries to come.

In the year 1948 SA, the outcome of the war balanced on the edge of a knife. Then everything seemed to be lost, as flights of ancient dragonkind, allied with the dark will of Izrador, flew out of the north and began ravaging the Fortress Wall. For several weeks it seemed the end had come and the war would be lost. Thousands died and fortresses that were not destroyed were overrun by orc hordes.

Then, when defeat was all but certain, a warm southern gale heralded the arrival of victory. Another host of raging dragons unexpectedly appeared across the many fronts and savagely joined battle against their traitorous kin. The physical and magical destruction the

dragons wrought as they attacked and counterattacked was almost as great as that from the rest of the war combined. Death was everywhere, and chaos was absolute.

When it was over, both sides were broken. The orc hordes had scattered to the north and the only dragons to be found were the broken bodies of their dead. The Fortress Wall had stood, but many of its keeps lay smashed and in ruins. The weary armies of Eredane quietly returned to their homelands to lick their wounds and pray to the Lost Gods that Izrador would not rise again.

Dawn of the Third Age

The elven scribes close the Second Age of Eredane with the second war with Izrador, 1,000 years ago. The deaths of so many people, the total destruction of so many cities, and the utter desolation of so much land proved more than the old world could bear. In the aftermath of the war, the Third Age would dawn as a dark time of collapsing political alliances, economic decay, and increasing racial isolation.

The elves, knowing that Izrador was sure to return, struggled to hold the people of Eredane true to the cause. As time passed, this became impossible as the memories of the shorter-lived races faded. Aradil continued to weave arcane defenses in Erethor and maintain the elven keeps of the Fortress Wall, but her will alone would not be enough to spare the world.

The dwarves suffered great losses in the war and when it was over they still could not find rest. Long after the conflict ended, they found themselves still fighting with orcs and other foul creatures that had found their ways into the southern reaches of the mountains during the war. Slowly, the dwarves withdrew from the other races and eventually would trade only through their gnome cousins.

Erenland fractured as many of the old Dornish Kings broke fealty with their lords and declared their independence. The breakaway states soon began fighting among themselves and plunged the Northlands into civil war. The attrition of its military might and dwindling trade meant that southern Erenland did not have the resources to prevent the secession. Other clans of the Old Kings declared their independence and the nation threatened to come apart at its historical seams.

Despite efforts to maintain treaties and allegiances, the nations of Eredane sank further into isolation. Efforts to rebuild the Fortress Wall were limited, and as alliances broke and economic and military resources were needed elsewhere, the reconstruction all

Year 243, Third Age

Aradil's agents discover a coven of elven devotees of Izrador operating in Erethor. The queen personally attends to the traitors and no sign of them is ever seen again.

but stopped. Eventually, efforts to garrison the keeps would falter, and in the end the Wall would become a useless relic of a lost era.

A thousand years passed, and a darkness fell across the lands of Eredane fed by the fell Shadow of Izrador. His power had waxed again and this time he would not be defeated.

The Victory of Izrador

The third rise of Izrador was an insidious and subtle thing, cloaked in the dark age that had already conquered Eredane. The first attacks of the war were not military assaults on some battlefield. Instead, they were the destruction of trust and the corruption of men.

Across Erenland, agents of Izrador offered dark promises, spread black magics, and made terrible threats. They corrupted the hearts of once-valiant knights and offered dark powers to once-noble princes. Bands of savage Northmen, long turned by the Shadow, moved south and settled in nomadic camps along the frontier. Orcs squatted in the ruins of old Fortress Wall keeps and ancient cities left by the last war with the Shadow. They parleyed with traitorous humans and traded magic and gold for steel and black promises.

Elven emissaries sent to the princes of Erenland met with promises of alliance, but promises made by a realm too weak to keep them. Similar missions to the dwarven clanholds were often intercepted by agents of the Order of Shadow. Those that got through had difficulty gaining entrance to the underground dwarven cities. The words of those that did often fell on the deaf ears of paranoid dwarven leaders, weary from a thousand years of fighting the minions of Shadow that had stalked their mountains since the last war. The dwarves had little help to offer and few soldiers to spare outside their own lands.

In the most damning victory of this quiet war of corruption, four great heroes of the age were secretly turned by the Order of Shadow and swore allegiance to Izrador. In exchange for their souls, the dark lord betrayed them. He transformed them into the Night Kings, damned creatures of terrible supernatural power. Sowing fear and despair among their peoples, the Night Kings helped to crush the weakened coalitions that remained in Eredane. When Izrador's attack finally came, the alliance of races shattered like dry bone.

Year 893, Third Age

Hedgreg the Last dies in battle opposing the Night King's betrayal of his Erenlander brethren. He is the last of the Old Kings to stand against the Shadow.

Legends and Heroes

The wars with Izrador spawned many great heroes from all the races. The memory of these champions helps to keep the faith among human insurgents and inspire fey defenders who still battle the Shadow today.

Legend says Elenial, an elven girl whose family was killed in the orc raid on Althorin, killed 27 raiders with a single arrow. Sneaking through the burning remains of the town with only one arrow left in her quiver, she would shoot an unsuspecting warrior, watch him die, and then sneak to the corpse and recover her shaft undamaged. She did this time and again, until the entire orc host huddled together in fear and set to hunting her. It is said she killed their leader with her final shot, just before they cut her down. Still today, elven archers running low on arrows recite her name as they loose their flights, asking her boon in guiding their aim.

Puldur was a great dwarven weaponsmith and a stalwart warrior to whom countless fantastic exploits have been attributed, and whose legend has become the stuff of myth. One of his best known feats is the Long Duel of Hanigor Pass. He held that cold, lonely ground against a large orc raiding party by challenging each raider to single combat. The orcs were no match for Puldur's stamina or the mithral axe he wielded, and he took them one after another. By the dawn of the second day, the bodies were piled so high they blocked the pass, and the remaining orc fighters skulked away under the cover of darkness. Bards claim it is because of this battle that every axe forged in the dwarven lands is still engraved with Puldur's clan mark.

Aio the Light Foot suffered the loss of all his kin and friends to the war when his small village was razed. Aio went to the elves asking to join the fight. He was small even for a halfling and was sent to work behind the lines supporting the troops. Aio stole a knife from the kitchens and snuck into the sleeping enemy camp. By the time he left an hour later, there were nine orcs dead in their bedrolls. Aio's nightly forays continued for several weeks and word quickly spread of his stealth and prowess. Aio himself was eventually captured and executed, yet he remains a revered hero of the halfling people even today.

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When Izrador's armies again poured across the frontier in 897 TA, there was nothing to stop them. Led by the Night Kings, the Shadow's hordes drove southward crushing what little opposition they met. For the first time, Izrador's forces crossed the Sea of Pelluria. As the host made the crossing, it was joined by a flight of allied dragons. They raided and burned ahead of Izrador's ships, torching the small fleet sent against them and culling the hastily assembled defenders that waited on the southern shore.

A desperately rallied force of elves, humans, and a few weary dwarves made a final stand on the coast of the Pelluria. The vigilant elves were steeled and ready, but the humans were unprepared and fractious. The dwarves were battle hardened but had haunted souls and were simply too few. Elven scholars refer to this engagement as the Last Battle, but that name lends it too much glory. Izrador's forces came ashore like a black tide and flooded over the defenders. The elves fought hard but were forced to retreat into Erethor. The humans suffered terrible casualties, and broke and fled to the south. The dwarves fought like demons and died to the last warrior.

The march down the Eren took only months, and by midwinter the Shadow held all the heartland of Eredane from the Northland Frontier to the Kasmael Sea. Those that resisted were quickly crushed and with hardly a dying whimper the human lands fell. With the might of the elves and dwarves now divided, the forces of the Shadow turned their wrath toward the lands of the fey. Orc hordes marched east into the foothills of the Kaladruns, and in the west the borders of Erethor began to burn.

The Last Age

The fall of Erenland marked the end of the Third Age, ushering in this time of war, death, and despair that scholars ominously call the Last Age of Eredane.

The human lands have been fully subjugated. The last human insurgents are being systematically eliminated by agents of the Shadow. The old principalities of Erenland have been divided among the legates of the Order of Shadow who rule through corrupt human pawns. Travel has been restricted. Trade with the fey, literacy, and the use of magic of any kind have become capital crimes. Those gnomes or halflings that failed to escape to the mountains or into Erethor have been enslaved, and a pogrom against the remaining fey is underway. Any elves or dwarves foolish enough to be discovered in the conquered lands are killed on sight.

As Izrador's eastern armies move deeper into the Kaladrun Mountains, the dwarves retreat into their ancient holdfasts. Their savage warriors and clever engineers turn every pass, hall, tunnel, and mine into a brutal killing zone. They set murderous traps, lay bloody ambushes, and make crippling raids. Every advance of the invaders is earned at a deadly cost, and the last-stand frenzy of the dwarven warriors has turned them into a terrible foe of which orc soldiers now grow truly afraid.

In the west, the forest of Erethor itself stands against the hordes of Izrador. Through her avatars, Aradil fights at the head of her armies, steadfastly holding the invaders at bay, though in her deepest heart she despairs for her people. The Whispering Wood gives warning of orc advances, as elven archers and battle mages cast death on the invaders. Patrols are slaughtered by dire animals, which then vanish into the forest. Enchanted thickets of poisonous plants trap Izrador's troops, yet readily part for elven forces.

Despite the resolve of these fey defenders, they have ultimately lost the war. They are hopelessly outnumbered, and for every orc killed three more join the fight. Food, weapons, and equipment from the human realms supply the enemy lines. The dark magic of the legates supports their advances and the elemental forces of dragons support their attacks. Battle by battle, skirmish by skirmish, soldier by soldier, the armies of Izrador drive the elves and dwarves deeper into their refuges, taking heavy tolls on their numbers and their hope.

It in now the 99th year of the Last Age. A shadow covers the land. Faith has fled. Freedom is lost. Hope is gone. The dark god has risen and the world is his. Who will stand against him?

Languages of Eredane

Eredane is home to many different cultures, most of which trace their lineages from ancient times before the First Age. They have inherited old tongues that over eons have changed, been combined with other languages, or simply lost and then born anew. There are native languages, cultural tongues, tongues of necessity, and trader's glot, as well as magical cants, enemy tongues, and the lost prayer words of the gods. Across the lands of Eredane, there are many languages and it is always a significant advantage to know more than one's mother tongue. The game mechanics and rules for learning languages are designated as **Open Game Content**.

High Elven

High elven is the oldest tongue in Eredane, and most races of elves speak it, though with a variety of accents and regional variations. The tongue is purest at the Court and in the remaining scholar's halls. It reaches its most exotic form in the far north when spoken by the people of the Veradeen. High Elven is a fluid, sibilant tongue that is difficult for other races to learn.

Pronunciation is challenging, and the meanings of the words vary by the addition or subtraction of countless suffixes that allow for great specificity in names and descriptions. As a result, High Elven is seldom spoken by non-elves. Because of its complexity, High Elven requires two skill ranks for basic fluency.

Snow Elf Patrol Sign

Though the Erunsil speak a heavily accented version of High Elven, they also possess their own unique form of sign language. Born of their long history fighting the orcs, Patrol Sign is simplistic and does not allow for the exchange of anything but basic descriptive and instructional information. It does, however, allow elven soldiers to pass information silently when in dangerous situations. Even those of the Erunsil that do not fight usually learn this language, and many of the snow elves that command Aradil's southern armies have taught it to their soldiers. Patrol Sign requires visual contact between users, and only a few basic signs can be read beyond 50 yards.

Danisil

The elves of the southern jungle have their own native tongue, which other elves often refer to as Jungle Mouth. It has a lineage that links it to High Elven, but most of its vocabulary and pronunciation are dramatically different, as are some key elements of its syntax. As a result, speakers of High Elven can often almost understand the language, but ultimately become confounded. On the other hand, speakers of High Elven can usually learn Jungle Mouth quite readily with only casual study. Any character that knows High Elven can learn to speak Jungle Mouth for one skill rank. Characters who do not must spend two skill ranks to learn the language.

Halfling

Halflings speak a musical language that shares common linguistic rules and vocabulary with the tongue of their Danisil cousins. The languages are so similar, in fact, that Danisil elves and halflings that do not speak a formal word of each other's native tongue can usually communicate their basic meaning. There are notable differences in pronunciation between the nomadic and agrarian tribes of halflings that give each a slight accent to the other's ears, but only halflings seem to notice the difference.

Old Dwarven and Clan Dialects

Old Dwarven is the mother tongue of the dwarves, but their long history of clan isolation has led to the natural development of clan dialects. Many dialects are quite similar and mutually comprehensible, while others have become unique languages unto themselves. Though all dwarves speak their own clan dialect, the increased isolationism of the dwarves as a whole has served to even isolate many clans from each other. As a result, not all young dwarves still learn Old Dwarven and know only their clan tongue. Old Dwarven is the language of the clanmoots so the fact it is fading away is a bad sign for the already strained unity of the dwarves. Old Dwarven is guttural, with many stretched syllables and hard stops, but it is also melodic and beautiful in its own unique way.

Trader's Tongue

The Gnomish tongue shares a common root with Old Dwarven, but then Gnomish also shares vocabulary, slang, and idioms with almost every other language as well. Gnome culture is characterized by its adaptability, which seems to be reflected in its language. A history of widespread trading concerns has not only made gnomes Eredane's finest practical linguists, it has also transformed their own language into a universal pidgin that most simply call Trader's Tongue. If there is a common language in Eredane, it is Gnomish. Because most races recognize many of their own words and linguistic elements in Trader's Tongue, they find it unusually easy to learn. Accordingly, any character can take Trader's Tongue as a bonus language or learn it for one skill rank.

Norther

Like most Dornish cultural traditions, Norther is an heirloom from the peoples of the Dornland River Valley of Pelluria beyond the Pale Ocean. This bastardized, vowel-heavy tongue is almost as difficult to learn as High Elven and has almost as many dialects as Old Dwarven. The dialects are not so incomprehensible that Northmen cannot understand each other but do often identify the house to which a character belongs. Non-native speakers can learn Norther for two skill ranks.

Courtier and Colonial

The southern Erenlanders are descended from the colonial Sarcosans that invaded Eredane in the Second Age. Their language was thick tongued with such soft sounds and throaty hisses that their Dornish enemies

once called them "snakemen." The early Sarcosans were a very hierarchal people, with the nobles and commoners living as almost separate cultures. Each spoke their own version of their mother tongue, however, as a sign of station and education. The nobles spoke what was called Courtier while the masses spoke a version known as Colonial. When the Old Kings of the Dorns joined with the Sarcosans to form the Kingdom of Erenland, the traditional social stratification became less defined. Over time, Courtier became the language of science, philosophy, and politics, while Colonial became the common tongue of peasants and lords alike. Characters can learn Courtier or Colonial for one skill rank.

Erenlander

The Dornish and Sarcosan ancestors of modern Erenlanders did not speak the same language, and neither culture's tongue is particularly easy to learn. As a result, the forces of necessity conspired to form a sort of pidgin of Norther and Colonial that most other races simply call Erenlander. Most humans speak at least some Erenlander, and those of the central plains, where Dornish and Sarcosan culture are most intermixed, speak it almost exclusively. Fey that learn a human tongue almost always learn Erenlander, as it combines the easier aspects of both parent tongues and is the most universal human language. Characters can learn Erenlander for one skill rank. All human characters can choose it as a bonus language.

Orcish

Orcs have a great facility for language. Their own tongue features exotic and complex sounds that only they are able to pronounce despite their protruding lower tusks. The orc language reflects orc culture in that it is uniquely hierarchical. The language has vocabulary and syntax that allows each social level to speak with absolute deference to the levels above, and absolute authority to the ones below. Orc linguistic ability has allowed many orc soldiers to learn Old Dwarven, High Elven, and Norther, and now in the conquered lands they are quickly learning the other fey and human tongues. Though some dwarf, elf, and Dorn fighters are able to speak Orcish, their command of the language is poor and childlike in comparison to the typical orc's fluency in other race's tongues.

Black Tongue

The hosts of Izrador contain far more sorts of foul creatures than just orcs, and none of these have the orcs' facility with language. As a result, the armies and agents of Izrador use a language the dwarves call Black Tongue. It is a simple tongue that even the most dimwitted ogre is able to master. They use this language when encamped, on patrol, or fighting together. Many of the non-orc races of Izrador's horde have begun using the language exclusively, even when among only their own kind. Characters can learn Black Tongue for one skill rank. Orcs can choose it as a bonus language.

Pidgin Languages

When a character knows a language, it typically means he has full fluency in that tongue and can communicate subtle, abstract, and humorous meanings with ease. There are times, however, when geographical and cultural circumstances allow a character to develop a practical level of comprehension in a given tongue without actually gaining full fluency. Such ability allows for the communication of basic instructional and descriptive information but does not allow the communication of subtle concepts, humor, or other nuances associated with actual fluency. It also excludes competency in reading or writing the language. This low but functional level of fluency in a given language is called a pidgin of that language.

There are pidgins of all languages in Eredane except for Black Tongue, which is already a sort of pidgin, and Courtier, a formal scholarly language. Pidgins are common as automatic racial languages. DMs may allow players to purchase pidgin languages at their discretion if circumstances merit. Pidgin languages must be purchased for one skill rank, but a character can learn two pidgins for the cost of a single bonus language based on his Intelligence.

Reading and Writing

The world of MIDNIGHT is one in which knowledge and learning are rapidly fading into an intellectual dark age. Therefore, contrary to the standard rules in the PHB, MIDNIGHT characters that speak a language do not automatically read and write that language, even when it is an automatic language for their race. To gain the ability to read and write a specific tongue, a character must take an additional skill rank in that language. The second rank indicates he has learned the alphabet and punctuation conventions of that tongue and is able to both read and legibly write it.

Alphabets

Most of the major languages of Eredane, if written at all, use unique, traditional alphabets.

High Elven and Jungle Mouth share an alphabet, and though the spoken tongue of the halflings is significantly different, the written language uses the same 38 letters as High Elven.

Old Dwarven does not use an alphabet and is recorded in pictographs instead. There are thousands of

these, and learning to read and write Old Dwarven actually requires that a character take two additional ranks in the language beyond the first. Those clan dialects very similar to Old Dwarven share its library of pictographs, but most clan dialects have no written version.

Trader's Tongue is written primarily in Elven script, but a greatly simplified version that has, over the centuries, incorporated elements from the other alphabets of Eredane.

Norther has a simple alphabet of 18 letters and this is the linguistic reason its pronunciation is so vowel heavy.

Colonial and Courtier share the same linguistic roots and use the same 30-letter alphabet. Erenlander, despite, or perhaps because of, its Norther influences, uses a 23-letter subset of the Sarcosan alphabet.

Orcs do not have a written language, and so both Orcish and Black Tongue lack alphabets entirely.

Goods and Barter

In the days of the Last Age, things once thought precious—gold, silver, diamonds, rubies—have completely lost their value. In a starving land where trade is banned, skilled crafts are dying out, and feeble crops whither on the vine, there is little value in anything that cannot be eaten to fill one's belly, worn to fend off the cold, or used as a weapon to keep away one's enemies. The entire economy of Eredane, once a continent-spanning collection of trade routes, craft houses, agricultural collectives, mining guilds, and more, has been utterly shattered by the war with Izrador. It has been reduced to local subsistence farming and cottage crafts that cannot support their own regional populations let alone an economy driven by the flow of gold coins. As a result, most races of Eredane now live in manorial economies where barter is the chief means of trade in goods and services.

Manorialism and Barter

Across Eredane, society lies in ruins and those that survive live in desperate times. Many are forced to live off the land, eating nuts, tubers, and the occasional wild animal. They are always hungry and fight over any scrap of food like starving dogs. Others live by stealing, sneaking in the night, or making brazen daylight raids. These outlaws live dangerously, risking their lives simply to eat. Other people, those clinging to some form of civilization, live in manorial economies.

In settlements across Eredane, humans, dwarves, and even the elves participate in manorial economies where farmers must grow enough food not only for their families but also to exchange with craftsmen for goods they cannot make themselves. Both the farmers and craftsmen must provide shares of their products as taxes, or tribute, to support the soldiers, municipal works, and local officials that protect—or subjugate—their settlements.

In such an economy, barter is the chief form of daily commerce. Goods of one kind are exchanged for equal values of goods of another kind, and the relative values are determined by those making the deal. There is no one standard, there are no set prices or agreed trade values. What one person is willing to trade for what he wants is the current value of that thing. To make things manageable when playing in the world of MIDNIGHT, however, assume that a single day's ration of decent food is the basic standard against which the value of goods and services are measured. For the sake of comparison to published price lists, assume under most cir-

cumstances a single day's ration is worth a single gold piece—after all, food is a valuable commodity in war-torn Eredane.

Not all barter is in the form of goods. Individuals with specific skills can offer those skills in trade for goods or other services in turn. How much time and effort such trades require is up to the participants in a deal. Unskilled laborers can also often trade their hard work for goods and services. Though slaves and cheap workers are common in parts of Eredane, day labor can at least prevent one from starving.

Payment

It is important to note that people visiting a market, paying a healer, or trading for an ale do not offer plates of roast meat and biscuits in payment when using the daily ration standard. Typically, a farmer seeking medicine for his daughter might trade a sack of wheat or maybe a goat for treatment, or a frequent patron of a tavern might run a tab and give the owner a side of venison every so often in payment for his drinks. In fact, many trade relationships in the world of MIDNIGHT involve credit or tabs, as it is not always convenient or timely to trade for cheap goods or common services with large commodities or specialized skills. Parties that trade frequently often keep careful records of what is owed and to whom, or simply have standing agreements with their trade partners about payment rates and schedules. In general, traders and customers alike benefit from high Appraise, Bluff, Diplomacy, and Profession (merchant) skills when working to make the best deals in the barter economies of Eredane.

New goods are exceptionally rare and always command the highest prices. Typically, the items available in the common markets are used, and though they may have been well cared for, they are usually worn and seldom as effective or reliable as if they were new. Many items have been repaired or otherwise refurbished, and in fact there are traders who make their livings bartering for old or damaged items, repairing and then re-trading them at a higher value. How new or worn an item is, and how often it has been repaired, have proportional effects on its trade value.

Remember that circumstances have a great effect on the trade value of goods and services. When a commodity is particularly rare, or is at least currently or locally difficult to come by, then it can cost many times its normal trade value. Commodities proscribed by the Night Kings or their local puppet rulers, such as weapons, magic items, or warhorses, are often impossible to find at any price or require other equivalently rare and valuable things in trade.

The following examples should give both DMs and players alike an idea of the nature of trade in Eredane's local barter economies:

• A tavern owner gives a local boy free meals and lets him sleep in his stables for doing odd jobs around his establishment.

• By long-standing arrangement, a livestock farmer and a winemaker keep each other in steak and drink respectively.

• The residents of a halfling village offer a human wildlander meals and a place to sleep in exchange for hunting down a grass cat that is killing their livestock. What convinces the wildlander to take the job is the new coat one of the residents offers to make him out of the animal's pelt.

• A human smith is secretly forging a new longsword for a Northman raider. The smith is risking his life making the sword and so charges the raider three 5-lb. sacks of rice and a cask of wine. He would have charged him two casks but he hates orcs and is glad to have the chance to help the Northman kill a few of the bastards.

• Kurgun clans trade smoked goat meat and fresh vegetables with their subterranean cousins for raw mithral ore.

• Gnome river barges carry orc troops on their decks and sacks of Dornish wheat hidden in their holds.

Fair Trade

A miner steals 100 lb. of iron ore from a mine, sneaking it out in half-pound pocketfuls every day for most of year. A taverner lets the miner drink free for that year in exchange for the ore. The taverner trades the ore to the local smith, who repairs the tavern's aging stove with some of the metal and keeps the rest. The smith uses some of the iron to make a new hammer for the village cobbler in exchange for a new pair of shoes. The smith forges a longsword for a village watchman in exchange for two bags of the grain the watchman got from his new farmer father-in-law as part of a dowry, as well as assurances that the watchman will ride as a guard on the smith's next three ore shipments. A rogue promises the cobbler a healing potion he doesn't have in exchange for some new boots. When the cobbler produces the boots, the lying rogue slits his throat and sneaks out the back wearing his new shoes. He signs on as a guard for the ore caravan heading to the mine, and when no one is looking, he picks a couple pockets, steals the watchman's new sword, and slips away into the night. The next morning, he is run down by an orc patrol and killed for carrying a weapon. The orcs take the sword and force their halfling kitchen slaves to roast the rogue for that night's dinner.

They offload the troops and then trade the grain to halfling nomads for saddles and leather armor, which the gnomes smuggle back to the Northlands. Mysteriously, the crew eats fresh bread and each wears a warm leather vest when the trip is over.

• An elven trader from Caradul brings a wagonload of halfling wool, 300 lb. of salt, 250 hearthstones, and 10 *cloaks of elvenkind* into the Veradeen and trades them for 35 Erunsil swords and three icewood bows.

• A human farmer trades a bag of cut diamonds he was given by a beggar who only wanted a place to sleep for the night to a halfling nomad for a bag of tobacco. The halfling's children use the diamonds as sling stones with which to hunt rabbits.

• A bigger orc likes the dwarven axe a smaller orc brought back from a raid. He takes the axe, and when the smaller orc protests, the bigger orc kills him. The tribe eats a meal of fresh meat.

• A band of Sarcosan raiders ambushes orc patrols that venture too near a farming village on the lower Eren in exchange for food and horse feed. One of the villagers trades the location of the band's hideout to the local orc forces for assurances of safety for his family. The horse raiders are wiped out and the villager's family is taken when goblin slavers raid the town.

Precious Items

In the ruined world of MIDNIGHT, some items are just too rare or valuable to be easily bartered for and require highly valuable goods when they are. Swords and bows, especially if they are new or from dwarven or elven lands, fetch exorbitant trade values. Magic items, exceedingly rare in the Last Age, are not only hard to come by but few have anything of equal value to trade. Many such arcane objects are cherished heirlooms and have been passed down from one generation to the next. Armor, saddles, carriages, and other items that require skilled craftsmen and long effort to make can only be purchased by those in positions of authority and power, who collect sufficient taxes to afford such things. In some settlements, human craftsmen are often enslaved by orc warchiefs and forced to produce weapons, armor, and otherwise costly goods for Izrador's hordes simply in exchange for their lives.

Shops and Markets

Across Eredane, shops and city markets where anything and everything was once sold are lost to the past. The shattered economy and proscriptions on travel and certain commodities means that only what is locally produced and not banned is available in most markets. The convenience and simplicity of a coin-based currency are also long gone, replaced by shoppers lugging about baskets of trade goods or tugging on livestock tethers, and haggling with shopkeepers over trade values and the nature of future payments.

Shops have become less common and markets smaller, too, as there are fewer things to trade and trade itself becomes more generalized. These days, most markets consist of a few stalls trading agricultural goods and most shops have become true general stores where just about anything can be traded for anything else, but where rarity and luck determine if any specific commodity or item is in stock.

Inns and taverns, once ubiquitous in Eredane, are now dwindling concerns. With travel proscribed in most regions of Erenland and elves and dwarves besieged in their own lands, the need for inns and hostels has vanished. Taverns, too, have become less viable businesses in the collapsed economy, and only the larger, more stable towns are able to support the luxury of a pub or two. Inside such establishments, tabs are run and paid with trade in everything from day labor and bags of salt to prostitution and medicinal herbs. Gambling stakes and bets in games of chance are paid with tobacco, drinks, and dinners, while the nightly fare is determined by what foodstuffs and meat were used to pay the previous day's tabs.

A Gold Trade

There are still a very few regions in Eredane where coin of the realm is used as the basic currency. In the Erenland cities of Sharuun, Hallisport, and their surrounding areas, the puppet governments play at normalcy and pay for resources in gold but take their tribute in goods and services. Gold can therefore still be used to purchase everyday items like lamp oil, rope, and tavern meals, but increasingly larger purchases are bartered. This trend has created inflated prices so that even a mug of ale now costs as much as eight or 10 gold pieces. The rulers of these cities have consequently issued edicts making barter commerce illegal, but these have only served to drive such activities underground.

The Lands of Eredane

The continent of Eredane is a vast land with a geography as varied as its people. Eredane is a single huge landmass flanked by several large islands to the south. The Kasmael Sea washes against the southern and western shores, and to the east the vast emptiness of the Pale Ocean lies between Eredane and the lands of the Old Empire. The continent is almost 3,000 miles across at its widest and half again as long from the southern coast to the unexplored northern reaches.

Two major mountain ranges extend from the frozen north. The Kaladrun Mountains run the length of the eastern coast to the southern shores of Erenland and beyond to the island of Asmadar. They are young as mountains go, but ancient in the lives of the races. They are steep with high glaciers and deep snows even in the south. They hide a thousand secret valleys and spawn countless crystal streams. Their roots reach to the center of the earth, their eastern flanks push the desert to the sea, and their western foothills become the rolling high plains. The central and southern ranges of these cold mountains are home to the clanholds of the dwarves, while Izrador's foul orcs hold the northern peaks.

The Highhorn Mountains in the west extend only partway to the southern sea becoming low hills as they reach central Erethor. These mountains are older still than the Kaladruns, and though they no longer reach so high, they are no less rugged. Within their reaches are cold and hidden places and there, too, dwell orcs and many other foul creatures.

The Great Forest of Erethor is a massive continent-spanning wood that covers most of western Eredane. It is more than 2,000 miles from its northern to southern ends and 1,300 miles across at its center. The forest reaches from the cold north through temperate lands to the tropical south, and within its borders are found woodlands of every type.

The northern forest is a cold realm of evergreens, cedars, and winter oak. This boreal wood is home to the Erunsil elves and spends much of the year under heavy snows. The central expanse is full of hickory, homewood, and elfpine. It is home to the Caransil elves, the fabled tree-city of Caradul, and the Court of the Witch Queen. The Miransil elves live along the western coast and the Danisil live in the wet jungle of southern Erethor. Its vast swamps of cypress and muckwood and dark, hidden rivers are laden with druidic power and are homes to ancient spirits, both evil and benign.

The vast central plains of Eredane are flanked by the high Kaladruns in the east and Erethor in the west. Their deep black soils and tall grasses reach from the frozen wastes of the Northern Marches to the warm coastal plains of southern Erenland. Three great rivers, the Ishensa, the Torbrun, and the Gamaril, converge in the heart of the Northlands to form the vast freshwater called the Sea of Pelluria. The Pelluria drains south through endless plains, down the long winding valley of the River Eren to the Kasmael Sea. The shores of the Pelluria were once the home of the Northmen, but those that have not been killed or enslaved by the invaders have fled. The southern plains are home to the once-conquering Sarcosans who are now themselves a conquered people.

Climate

The climate of Eredane was once a docile and temperate one with cold winters and pleasant summers

in the Northlands, warm sun in the central plains, and balmy days year round in the far south. Since the rise of Izrador and the wanton use of dread magics by his legates, the winds have fouled and turned the once-benign climate into a brutal weapon against the people of Eredane.

Winter now never seems to relinquish its hold on the Northlands and snows sometimes fall there even in high summer. The trees of northernmost Erethor are dying under layers of ice and the cold has killed many animals and driven the survivors south. The Sea of Pelluria is hidden under frequent fogs and driving rains are more common than sun.

The Kaladrun Mountains are buried under unnatural snowfalls and year-round freezing winds blow out from the mountains, chilling the high plains. Continuous lightning storms plague the Eren River Valley with grass fires and hail, and months go by without so much as a single ray of sunshine or drop of quenching rain.

In the south a constant pall blocks out the sun but little rain falls to water natural plants or dying crops. Even in Erethor's wet southern jungle, drought threatens to destroy the vibrant ecology of the forest, and the spirits of that place grow restless.

CHAPTER 4

Erethor

My Revered Lord,

News from the front is not good. I know that many of your legates and generals have deceived you with tales of our great victories, for they fear your wrath should they offer you the truth. My own devotion to the One God is greater than my fear of His honored servants, even one as lordly as you.

A thousand tales have been told of this forest, and by my oath, even the most fanciful fail to match it in truth. It is a nightmare, an impenetrable hell of brown and green, and I have long since abandoned any thought of leaving here alive. This place is infested with demons and haunted by pale-skinned ghosts, and both kill our troops without discrimination or mercy. The orcs, all of them born and bred hunters and killers, are like lost children amongst these ancient trees. For a while, I did not understand what it was that seemed to strip away all their training and hate and transform their howls of bloodlust into the mewling cries of babes. I know now.

The orcs, my lord, are terrified of this place. Like me, they know they will die here.

— Excerpt from a dispatch taken from a courier in the Veradeen bound for Theros Obsidia

This chapter presents detailed information on the history, geography, culture, and personalities of the Great Forest of Erethor. The text of this chapter is designated as closed content.

The Caraheen

The heartland of Erethor is the vast wood the elves call Caraheen, meaning "home wood" in the high tongue. It is a sylvan world dominated by trees, both mundane and magical. It is an ancient and trackless place that the elves know well but in which other races often fear to tread. It is a wonderland of beautiful meadows, pleasant dales, shady copses, and babbling brooks. It is also a mysterious land of hidden groves and secret thickets, foggy vales and murky swamps. It is at once both breathtaking and frightening, familiar and haunting. It is the Heart of Erethor, the Great Wood, the Tree Kingdom, and the Domain of the Witch Queen.

In the forests of the northern Caraheen, the land is rough and rolling as it becomes the hill country of the Veradeen. The trees are dominated by towering spruce and thick groves of aspen and elfpine, and countless streams cut back and forth between the hills. Deer are plentiful year round, and elk and ebo-ta are common when the winter snows drive them south. This is the hunting ground of the dire wolves and home to scores of elven tree-villages, outposts, hunting camps, and trade markets.

The heartland of the Caraheen is an ancient forest that stands almost unbroken, cut only by the wide gashes of the Itheris, Gamaril, and Felthera rivers. In the west, the hills and ridges of the heartland are dominated by oak, hickory, and shield ash. The forest thins as it reaches the sea, becoming isolated copses in coastal savanna. Enormous cedar, sequoia, and homewood trees dominate the eastern forest where the hills give way to plains and patchy woods along the border with Erenland.

The central Caraheen is home to the fabled tree-city of Caradul and the High Court of the Witch Queen. For untold ages, it has been the heart of elven civilization and the pinnacle of culture in Eredane. It is the center of elven history, magic, and scientific learning.

Now, in the central Caraheen, the elves fight their most desperate battles against Izrador's hordes, and it is in this great wood that the future of their ancient race will be decided.

In the southern Caraheen, the tall forests turn gradually into flatland swamps and marshes dominated by cypress, sycamore, and willow. These reach farther south where they become the wet Aruun and to the west where they transition into coastal mangrove. These swamplands are pathless and dangerous places for the unfamiliar and unwary. There are monstrous creatures, both natural and demonic, stalking the marshes, and legends claim that shades of the elder fey haunt the place. Few elves make their homes in these lands, and those that do are said to be possessed by the malevolent spirits that lived there since before the days of the *elthedar*.

The Caraheen suffers cold winters, especially so since the rise of the Shadow in the North, but its springs are warm and bright with green leaves and new flowers. The summers are sunny and bountiful, though in recent years a pall of ash from the forest fires wrought by invading orcs often hangs in the air. Autumns are long and their lingering warmth belies the coming winter. Many woodsmen fear the long drought that has kept the rains at bay for many years. Some are afraid it may be the dark ways of Izrador, as he works to help his hordes burn away the elven forest.

The History

It is certain that elves lived in the Caraheen for thousands of years before the First Age. Most elven scholars agree that the Caraheen is the ancient homeland of the Caransil, and it was from this vast wood that the other elven lineages were born. This long regional history is characterized by a prosperity and culture that has been untouched by the invasions and wars that have broken and remade so many of the lands of Eredane. Sheltered there, the elves of the Caraheen were free to create a high culture unmatched by any other on the continent.

Most elven magic, art, science, philosophy, craft, and trade began in the Caraheen and migrated to the reaches of Erethor with the elfkin. From there, the elven ways traveled to distant lands and influenced the cultures of other races. It could therefore be said that not only is the Caraheen the home of elven ways, but that it is also the home of much of Eredane's culture.

Recent history has not been nearly so benign, and the protected realm of the Caraheen is now in grave danger. The orc hordes of Izrador force their way deeper into the forest every day and even the vigilance and might of the Witch Queen does not seem enough to stem their advance. The great city of Caradul, the beating heart of the elven world, is threatened and has already begun to suffer the influx of desperate refugees from the east. The Caraheen is no longer the haven from the ravages of history it once was, and as its fate hangs in the balance so does the fate of everything the elves hold dear.

The People

The Caraheen is the homeland of the Caransil, or the ancient elfkin, also known as the elves of the wood or simply the wood fey in the Norther tongue. Though it is their home, the wood elves share the Caraheen with many members of the other elfkin races. Through its long history, traders, merchants, students, soldiers, wizards, council members, and more were drawn to the Caraheen and the capital from across Erethor. Now the war brings even more elves to the heartland as the fit flock to defend the realm. Across the Caraheen there are more than 300,000 elves of the Caransill lineage and another 40,000 of the other races.

Izrador's invasion of Erenland drove many humans and halflings from their ancestral lands. Many took refuge within Erethor and settled in large camps that eventually became true villages deep in the forest. A very few even found their ways into elven settlements where they have been grudgingly accepted. It has been a hundred years since Erenland fell to the orcs, and very few of the original refugees still live. However, the refugee's descendants have become a kind of stepchildren to the elves and make do as best they can. In all, perhaps 45,000 disenfranchised humans and halflings make their homes in the forests of the Caraheen.

Settlements

The elven settlements of the Caraheen are the oldest and most traditional in Erethor. The long and magical partnership between the forest and the elves allowed the elfkin to coax their shelters from the living wood of the trees themselves. Their magics have allowed them to change the course of springs and streams, grow orchard groves in wild woods, and create many other forms of natural infrastructure within their settlements. As a result, even the largest tree-city functions as a natural part of the forest, even though many such cities are thousands of years old.

Most elven settlements in central Erethor are in large groves of maudrial, or homewood trees. Homewoods are massive, with broad branches and thick, dark green canopies. The boles of the trees spiral as they grow and the ridges and grooves that form are magicked into rooms, passages, and chambers. Spells bend and bind the branches of adjoining trees so that the wood of many trees actually grows together. The joined branches form large, beamlike supports within the

canopy and walkways between the trees. Ever-smaller limbs and branchlets are bent and woven together magically like the reeds of a basket to form living platforms supported by the larger branches. The platforms create open decks and floors that support various structures with walls of similarly woven branches and roofs of living leaves.

Smaller trees may have only one or perhaps two such layers or decks, but larger trees may have as many as five or six. The decks are often continuous with the platforms of other trees and connect to the ones above and below by stairs and wide ladders that drop through open wells. Even the lowest platforms are usually at least 50 feet above the ground, though railings are uncommon throughout. Access to the ground is along enormous vines that have been grown in ramplike spirals that wrap around the main tree trunks down to the forest floor. Stairlike steps are often formed into the largest of such vines, but use of the smaller ones simply depends on the surefooted nature of the elfkin.

Streams and natural springs were long ago diverted into the homewood groves where their water is collected in cisterns formed in the roots of the trees. Enchanted creepers draw water up the tall trunks and dribble it springlike into public wells on the decks or large basins within individual dwellings. Hearthstones, an old elven magic, provide heat for warmth and cooking without consuming wood for fire. Fairy's torch, created by elven druids eons ago, grows throughout the inhabited canopies and provides more than enough nighttime light. Bodily wastes are mixed with druidic powders and earth then dumped in root middens to feed the trees of the orchard groves.

Such settlements take planning and patience to create, often requiring many years for the modification or addition of structures. For the long-lived elves, this is simply the way of things. However, the influx of refugees, soldiers, and other outlanders since the advent of the war means that many tree-cities have not been able to expand to keep pace with their growing populations. Many elven settlements have been forced to build human-style shelters on the ground and have begun to overtax their orchard groves, water supplies, and game resources. As a result, many of the larger settlements are suffering declines in the health of their surrounding forests as these resources become scarce or polluted.

The forest villages in which the human war refugees live are an even greater burden on the health and bounty of Erethor. These settlements are unplanned, and despite the requests and threats of the elves, their unwanted guests continue to rape the forest for resources. The humans continue to cut trees for firewood and construction materials, clear undergrowth for gardens and livestock pens, and pollute streams with waste and garbage. The lands for miles around these refugee towns have become sick and poisoned and there is understandable and growing animosity between the races as a result.

Halfling domestic traditions are much less disruptive than human ones, and their refugee settlements have been less trouble for the elves and their forest. The halflings are fewer in number and have settled in smaller groups. They build living sod houses that appeal to elven sensibilities and have less impact on the forest. Their simple agrarian ways have little effect on the surrounding ecology and their hedge magic reduces their need for resources such as firewood and their production of garbage and waste. As a consequence, their presence is more readily tolerated by the elves.

A further consequence of the expansion of elven towns and the establishment of the refugee settlements is that Erethor has become harder to defend against the minions of Izrador. Tree-villages are often difficult for orc patrols to find, and when they do the elves have the tactical advantages of height, cover, and freedom of movement. The ground dwellings of the refugees and the expanding elf cities are much easier to find and greatly reduce these tactical advantages.

The elven court recognizes the problems that the presence of the refugee towns has created for the elves and their wood. It has dispatched advisors and sorcerers to help the refugees live more harmoniously with the forest, but they have met with only limited success. Still, there is little else that can be done as even the Witch Queen does not have the will to drive the refugees back into their conquered lands. Ultimately, the refugees may prove a boon, as many are hungry for revenge and now eagerly fight alongside Erethor's elven defenders.

Language

The wood elves of the Caraheen speak High Elven, but the presence of so many other elfkin and refugees means that many wood elves also speak other languages. A few speak Jungle Mouth, and many, especially soldiers, know Erenlander or a little Norther. Of course, they have also had to learn some Orcish, and even children in the capital know a little Orcish slang. In Caradul, there are merchants that know languages from more distant lands, such as Trader's Tongue and Colonial. There are also scholars who know Old Dwarven and the Courtier speech of the Sarcosan academics. Finally, some agents of the Witch Queen study Black Tongue, the better to spy on the enemy.

Governance

Every settlement of the Caraheen is governed by a council of aged and experienced elves chosen from the local population. These elder councilors have often distinguished themselves in service to the queen, the court, or the elven people. The council serves as the administrators and arbitrators for the settlement and its surrounding area. The position is an honored one, but it also comes with a great deal of responsibility. It is also often a thankless job, as elder council members are forced to deal with the constant and petty issues of daily life.

Each elder council selects from its number a single member to serve as a Lord or Lady Councilor in the elven high court's Council of the Throne. There are currently 53 such councilors from the Caraheen, and another 22 from the lands of the other elfkin. There are also 14 special councilors, chosen by the queen herself. The Council of the Throne therefore represents many thousands of years of accumulated knowledge and experience and is a valuable resource. The duty of the Council of the Throne is to advise the queen and to provide her with the information and knowledge she needs to administer the elven lands and protect the elven people. The council serves at the pleasure of the Witch Queen, however, and there is no doubt as to her absolute authority—in all matters, her's is the final word.

Religion

Spirit Worship

The gods may be gone, but the elves know other powerful magical entities share their world, trapped in the mortal realm by the Sundering. Spirits, demons, outsiders, the true fey—whatever one names them, all are real and inhabit both the light and dark places of the world. As a race, the elves are uniquely sensitive to the presence of these spirits and over the millennia have come to pay them a sort of religious homage. The elven world is rich with both named and anonymous spirits. Some are well known and receive daily deference and offerings. Others are dark creatures whose names are not spoken aloud and who are only called on for the blackest of services.

Nurellia

Nurellia is the mistress spirit of the homewood trees and is a patron of sorts to the druids that shape the elven settlements. At the beginning of every new project, the elves make offerings of homewood seeds, spring water, and rich soil to Nurellia to gain her favor for their work. Traditionally, a small bag of homewood seeds is hung over the entrances of elven dwellings in hopes of keeping the mistress spirit's favor.

Zulion

Zulion the Trickster is a mischievous imp trapped in Erethor by the Sundering. Though he is seldom actually summoned, his name is frequently invoked by angry elves as they shout curses at each other. There are occasionally runs of bad luck after these curses that seem more than coincidence, giving credence to the

The Lost Gods

What little is known about the Lost Gods comes from the few ancient and poorly understood *elthedar* manuscripts maintained by elven scholars and the enigmatic tales of immortal spirits and demons. So much knowledge has been lost since the Sundering that most of the gods are known only by obscure references to their High Elven names.

The Lords of Light

These beings are the myriad forces of the celestial realm that struggle to maintain the flow and structure of order in the universe. In the mortal realm, they manifest as the powers of good and righteousness.

The Lords of Darkness

These powers are the countless celestial agents of chaos and destruction that are seen as the gods of evil and corruption.

Galahane, the Father of Order

Galahane is thought to be one of the greatest of the lost gods, perhaps the ranking deity, as those things might be measured, among the lords of light.

Izrador, the Shadow in the North

Izrador is the most potent corruptive force in the universe. He is said to be the master of the lords of chaos, and it is his banished essence that now plagues the mortal world.

Shandring, the Balancing Hand

Shandring is the manifestation of the balancing forces of the universe. Not good, not evil, not of order or chaos, this power serves as both in the cosmic struggle, assuring that neither gains the greater share of power.

The Wael

These are the countless demigods that are born of the greater deities of heaven and participate as divine foot soldiers in their eternal struggles.

belief in the Trickster. Enough so that elven mothers commonly use Zulion to frighten troublesome children into better behavior.

Corzafel

Corzafel is a shapeless, demonic entity or terrible power. It became one of Izrador's dark minions when it finally gave up trying to find a way back to its native realm. The creature was an insidious messenger for the legates and corrupted many elves to Izrador's service. It fell prey to an arcane trap laid by Aradil and now resides sealed in an enchanted water gourd. The gourd lies among many other dangerous magical artifacts the Witch Queen keeps hidden in the bowels of the Elder Tree.

Heepa—heepa

Heepa-heepa is the elven name for the friendly spirits that many believe watch over the lives of children. Many traditional elves perform a solemn ritual immediately following the birth of a child in which they make offerings of placental blood and ancient evocations in hopes of binding a heepa-heepa to the newborn. Though there is seldom evidence that such rituals accomplish anything, the belief and the practice remain common.

In the lonely wilds, there are countless nature spirits with which druids and wildlanders must parley. The woodsmen know many of these spirits, so offerings can be made or they can be carefully avoided as necessary. When on unknown paths, however, elves are wise to be watchful for feral or dangerous spirits whose favor they have yet to curry or whose wrath it could be dangerous to incur.

The Abandoned

The monk scholars of the Order of Truth have kept the religious traditions of the elder fey and the Lost Gods alive since the Sundering, through the Time of Years and the Ages of the Scribe Calendar and now into the Last Age. There have doubtless been changes and errors that have become canon in their practices and beliefs over such an unimaginable span of time, but their order still possesses the purest records of the Lost Gods and the ways of their lost religion.

Aradil brought the Order of Truth to Caradul in the middle of the First Age as secret advisors on the ways of Izrador. Their knowledge and records have served the queen well in her wars with the Shadow, and even still the order advises her. Since the end of the Second Age, interest in the Lost Gods has spread among the elves and a following has grown around the Abandoned. Aradil has done nothing to dissuade this and in fact believes the renewed faith will rebuild the

order's dwindling membership and may even be a spiritual ward of sorts against Izrador.

Almost 800 years ago, the order commissioned the growth of a small temple for the Lost Gods in a quiet grove just north of Caradul. The temple has since been enlarged and the surrounding trees now contain a small community of religious scholars, apprentice monks, and faithful pilgrims from across Erethor.

Cult of the Witch

For more than 2,000 years, the Cult of the Witch Queen has been an underground movement within many of the larger elven cities. The cult's initiates believe that Aradil is actually one of the Lost Gods, returned to Aryth in mortal form to rid the world of the Shadow. The popularity of the movement has risen and fallen in the past, and once, when the murders of several vocal elven dissidents were claimed by the cult, the court went so far as to outlaw the organization.

In the hundred years since the reign of the Shadow in Eredane, the cult has experienced a resurgence in membership. Though one might think that a band of zealots would make for valuable support, Aradil is concerned. She knows that in such fertile ground, corrupt weeds can quickly grow. She is wary of the insidious nature of Izrador's agents and so keeps one of her secret avatars an active member in the cult.

Trade and Craft

The once far-reaching trade routes of the elven merchants are long abandoned. The war with Izrador has cut Erethor off from the lands of the other races and turned elven resources and craftspeople to wartime efforts. Now the only goods that leave or enter the forest do so in smugglers' carts or aboard small river runners that brave orc patrols and enemy lines. In these dark times, it is not for profits that such risks are taken but simply to gain weapons, information, and other commodities needed to fight the invaders.

Elven trade caravans travel only between the elfkin lands now, and their cargoes are mostly weapons, equipment, and goods necessary for the war effort. Food stuffs, arrows, hearthstones, and cloth are taken to the north and exchanged for blades, raw ore, obsidian, armor, and dried meat. Goods from the Caraheen are also provided as support to the families of snow elf soldiers serving in the south. Leather goods, fruit, steel tools, and halfling cloth are exchanged with the Miransil elves for fish, small river boats, and artifacts collected from the City of the Sea. Metal work, bows, and alchemical ingredients are taken to the jungle and traded with the Danisil for druid-brewed medicines and orc poisons, as well as tobacco, spices, and cloth from their halfling cousins.

In days long past, the caravan paths of Erethor were safe routes where only a hunter or two was needed to fend of the occasional wolf pack or other woodland predators that took interest in a party's draft animals. Now the paths are dangerous ways, where chance encounters with orc scouts or roving ogres are common and mean bloody fighting. Now traders group their caravans together and travel well guarded, making use of less known paths and hidden ways. It is particularly dangerous for travelers of any kind to spend the night outside the protected confines of a settlement. Orcs and their minions are nocturnal creatures by nature and rejoice in ambushing night-darkened encampments.

In bygone days, caravans would make stops at traditional sites along their routes called trade markets. These sites might only be some tiny village, an open glen, or maybe a river ford, but they were chosen for their convenience to a number of small villages and hamlets. The caravan would stop for a day or two and word would quickly spread of its presence, drawing customers from the nearby area. Now caravans are only safe in well-protected villages, and as they carry goods needed for the war effort, they cannot risk the chance of being taken by orcs at the old market sites. As a result, outlying settlements seldom see caravans anymore, and their inhabitants often have to travel several days if they which to trade with one.

Both elven and gnome trading vessels once plied the Felthera and Gamaril rivers, delivering goods and travelers to ports from Eisin to Caradul and from the Sea of Pelluria to Autilar. Now the lower stretches of both these rivers are deadly battlegrounds, too dangerous for any but soldiers, scouts, and desperate smugglers. The armies of Izrador have set bands of trolls to watching the rivers and downstream fords, and passage through these places is now a lethal gamble. Only the Itheris River remains wholly under elf control, and though it is still a vital trade link to the western Veradeen, it is not an easy river to navigate. None but the smallest boats and most skilled oarsmen can manage its upper reaches.

Master Crafts

Elven archers are renowned throughout Eredane, but in truth it is the elfkin fletchers' art that make their bows shoot so straight. Every elven archer knows this and only shoots his best with arrows made in the Caraheen. Even the high elven word for arrow, *io-cara*, attests to this craftsman's legacy. The fletchers of the elven heartland make such balanced shafts with such true fletches that their arrows are considered masterwork weapons. With the ongoing war, the raw materials for Caraheen arrows are in such short supply that even the feathers and tips from broken shafts are scrounged from battlefields and sent back to the heartland to be reused.

The refugee halflings have proved a boon of sorts to the craft of elven leatherwork. Supplied with tools and raw materials, the halfling exiles have taken on

elven apprentices and have been producing boots, saddles, and armor for the elven army for more than 50 years. Though still an uncommon item "refugee leathers," as the troops call halfling armor, are so well made they offer an additional point of armor bonus to the wearer, with no corresponding increase in the armor check penalty or chance of spell failure.

Enchanting Wares

The elves shared their command of arcana with the other races of Eredane, so elfkin sorcerer-craftsmen were not always the only source of enchanted devices and magical artifacts. Now, in a world where the use of magic is a capital crime, the wizards of Erethor are the only channelers free to practice their craft. The Caraheen is therefore essentially the last source of newly made enchanted items in all the realms of Eredane.

Hearthstones are a common elven magic that is so old their origin is long forgotten. Hearthstones are vital to the elven way of life, as they allow elfkin to heat their dwellings and cook their food without the need for firewood and with less risk of burning down their wooden homes. Hearthstones are flat, palm-size blocks of obsidian dug from the southern Highhorns and enchanted to release the elemental "heat of the earth" trapped within. They are lit and extinguished with the words *eailin* and *eailone*, respectively, and they shed heat with no flame. Most stones of any quality will last for several days of continual use and contact with hearthstones will ignite dry wood and other flammable materials. Most elven scouts carry arrows tipped with small hearthstone heads with which they can set fire to orc battleworks and other flammable structures.

The halfling weavers may be masters of mundane cloth, but it is the elvenkind that have mastered the art of enchanting clothes to fend off the elements and hide the wearer from enemy sight. Every elven woodsman, and practically any elf that ventures beyond the trees of the larger settlements, wears a *cloak of elvenkind* and clothes that keep them both drier and warmer than their make would suggest. Such items are obviously valuable in the wilds and the war zones, and even many refugee warriors now fight in human-size versions of this traditional elven garb.

Elven wildlanders and druids have long practiced herbology and plant magics that give them control over and benefit from the forest flora. Wildlanders still practice spells that can control wild plants and capture these magics in powders and fluids that the uninitiated can use. Such spells enchant plants to hide one's tracks, entangle enemies, or even grow into poisonous thickets to protect a camp. The druids of the Caraheen once produced countless powders, elixirs, and potions from the green things of Erethor and traded them across Eredane. They healed wounds and sickness, they intoxicated and calmed, and they bequeathed magical abilities. Such potions are still brewed in the forest, but they are hoarded now and offered mostly to the soldiers and agents of the queen to aid in their fight against the forces of the Shadow.

The elves once traded all these things and more across the lands of Eredane. Now, under the darkness of the Shadow, trade is restricted and magic is forbidden. Beyond the Great Forest, Caraheen arrows are treasured and used sparingly. Hearthstones, once common in the plains, have long since burned out. Carefully hoarded elven potions are used only in times of dire need and *cloaks of elvenkind* are passed on as family heirlooms. What little trade in such goods there is comes through gnome smugglers and the human outlaws that occasionally take refuge in the forest.

Ways and Traditions

Daily Magics

Mention the elves outside Erethor and even in these dark times anyone listening will likely think of magic. Elves and arcane magic are historically, inextricably bound together. Elvenkind discovered arcane spellcasting and created most of the magical disciplines. They developed battle magics and were the most prolific source of enchanted objects before the rise of the Shadow. Sorcery is everywhere among the elves, and though much of their arcana is subtle, their daily lives are steeped in common spells and arcane traditions.

The form and function of elven tree-cities is the most obvious magic in the daily lives of elves. More subtle but equally powerful sorceries such as the Whispering Wood or the glamour that protects Caradul from discovery pervade elfkin life. Lesser magics, such as hearthstones, enchanted clothes, spell-grown food, magical beasts, and conversations with mundane animals are less formidable but no less common. Magic is everywhere in elven life, and were arcane powers to suddenly vanish from the world, elvenkind would shortly follow.

The elves of the Caraheen eat little meat, preferring cultivated vegetables and the forest's fruits. Without magic, the elves would be unable to support the populations of their larger settlements, instead having to clear great tracts of forest and resort to human-style agriculture. The orchard groves of the elves are fantastic works of magic. Each grove appears as a natural part of the forest, but one densely packed with fruit trees, edible nuts and roots, climbing vegetables, and sprawling natural gardens. The groves offer a variety of crops throughout the year and serve as the primary source of food in the Caraheen. Orchard groves are found around most elven settlements where apprentice druids work to keep them healthy and supernaturally productive.

Learning Magic

The Caraheen, and Caradul in particular, was once known across Eredane for its academies of magical learning. Apprentice channelers of all the free races came to Erethor to study with the most powerful and learned sorcerers in the world. These students would then return to their lands, carrying with them the arcana of the elves and spreading magic across Eredane. Though the elves certainly kept their greatest secrets for themselves, the arcane powers they shared help to shape economies and cultures throughout Eredane.

Now, most of the great magical schools are long gone and only a few new students come to Caradul each year to study sorcery. These are usually called to service by the queen and come to learn only battle magic. Refugees of other races occasionally seek magical training, but it is a hard and demanding path, and few have the discipline to learn more than the simplest spells.

The one arcane discipline that has the most new apprentices is that of the Whisper Adepts. The queen is obsessed with the growth and power of the Whispering Wood, and the endless fighting with the orcs and their minions creates a constant supply of souls for the Adepts' art. Aradil's agents are watchful for those who show promise in the ways of the spirit wood. By her command, dozens of new apprentices are anointed every year, though many ultimately fail to complete the training.

Dire Pact

Long ago the dire animals of Erethor rivaled the elves for mastery of the Great Forest, and the elfkin feared and fought them. At the end of the First Age, Aradil parleyed with these wondrous beasts and won a powerful alliance. This alliance was born under threat of war with the Shadow, but in the thousands of years since, it has grown into a deep and solemn kinship. The dire creatures are native to Erethor, created in the dark maelstrom that destroyed the elder fey. The Great Forest is their only home and in their animal ways they recognize the need to ally with the elves in protecting it. The elves in turn have grown to depend on the dire animal's potent spirits and their profound sensitivity to the natural whisper of the forest world. Though dire creatures are seldom seen, they remain in constant contact with their elven allies, and in times of need they fight by their sides. They also sometimes serve as scouts, patrol members, or even couriers and battle mounts.

The dire species of MIDNIGHT are almost races unto themselves. They have primitive societies organized in hierarchies determined by age and physical prowess. They speak their own tongues and know enough simple High Elven to communicate basic information with the elfkin. Dire creatures are found only in and around Erethor and so cherish the Great Forest. They are motivated by a burning hatred of Izrador and his minions and are therefore steadfast allies of the elves.

Schools of Magic

Though most elven channelers take on apprentices, there are only a few formal schools of arcane study still operating in the Caraheen.

The School of the Willow in the city of Ensera is a traditional academy that emphasizes formal spells and careful research. Its students spend years studying the ways of the old masters and emulating their methods. The wizards trained here are the most able enchanters and produce most of the magical artifacts available in Erethor.

The Order of the Sisters in the village of Senuil is well known for its improvisational and emotive approach to spellcasting. The Sisters train only women and produce the most formidable battle mages in Eredane.

The remote hamlet known only as the Druid's Swamp in the southern Caraheen is the home of a coven of druids that teach their apprentices to summon the nature spirits of the Great Forest. It is here that Adepts learn the way of the Whispering Wood and the awesome powers it commands.

The Queen's Academy in Caradul was founded by Aradil herself in the middle of the First Age. Only those students with the most potential are accepted, and even after years of training they are turned away if they do not continue to meet demanding expectations. The Witch's School, as it is often called, produces sorcerers of subtle but terrible power, masters of future sight, divination, and spirits.

Dire creature's statistics are as described in the core rules, except that all are considered awakened animals.

Personalities

The Witch Queen

The ancient line of the elven High Kings is a vaunted lineage of rulers. Though many are now lost to time, the legacies of others have become myth and legend. Hatuliun the Healer, who lived a thousand years and a day. Orinian, who died in the Wizard Fire in the Year of Green Autumn. Fionial the Mother, who is said

to have born each line of the elves. The Scribe Archives contain hundreds of lineages, accounts, and biographies describing the lives of the elven kings and queens, including stories about the unification of the ancient elfkin tribes under Shadiuil, the first High King. Not even the greatest of these legends compares to the reign of Aradil the Witch Queen. She is the most recent in this line of monarchs and without question the greatest ruler the elves, or any race of Aryth, has ever known.

The elves are the longest-lived race of Eredane, but Aradil's magics have kept her alive for almost 9,000 years and most elfkin believe she is immortal. She is the most powerful sorceress her race has ever born, and her control of the arcane is absolute. Her sublime wisdom has guided her kingdom through long wars with orc and human invaders, and twice she has led the forces that drove Izrador back into the north. She now wages a third war against the Shadow, and inspires her forces to continue the fight though hope of final victory is all but lost. Aradil is an elemental force of nature and is loved by her people who almost worship her as they might a goddess.

Aradil appears as an ageless elven woman. She is possessed of a cold and alien beauty, but she exudes an overwhelming charisma that transcends mere physical appearance and captures the heart of any that look on her. She is tall for an elf and has long, flowing black hair that is graying at the temples. Her skin is pale for a Caransil and careworn, but her back is straight and her arms are still able to swing a sword. Aradil's eyes, however, are the source of legend. They are completely black, without whites. The stories claim she never blinks, but none seems able to meet her gaze long enough to be sure. Aradil moves with a perfect economy of motion and slow grace that accentuates her surreal presence. Aradil wears simple gowns of forest green and always goes unshod. The tales say it is so she might better sense the spirit of the forest through the earth and living wood beneath her feet.

In her eight millennia as High Queen of Erethor, Aradil has become something more than elven. She has ascended to a spiritual place that she alone occupies. She rarely interacts with the surrounding world and seldom appears in public. She almost never even speaks directly with the Council of the Throne. In fact, Aradil rarely leaves the lower levels of the Elder Tree, preferring to sit in the darkness of her secret chambers, lost in a deep trance night and day. From this state, Aradil maintains constant communion with the Whispering Wood and controls the actions of her many avatars.

Aradil acts and interacts most commonly through her avatars. No one but the queen is exactly sure just how many she controls, but there are at least 20 in Caradul and likely another 50 spread throughout Erethor. The Queen's Avatars are formidable servants, handpicked by Aradil herself to serve in this honored capacity. Avatars dedicate their lives to Aradil, serving as her eyes, ears, hands, and voice in the court and the elven realm beyond. The Queen's Avatars are not simply agents of the queen, they are Aradil herself. Through arcane arts she is able to possess the bodies of her avatars and act through them. Aradil is able to inhabit as many avatars as she wishes simultaneously, allowing her to speak to the Council of the Throne, command her armies at the fronts, and research her magics in the Elder Tree's laboratories, all at the same time. The Queen's Avatars give her a form of omnipotence that is perhaps Aradil's single most sublime power.

The Queen's Avatars dress is green livery, whether it is a scholar's robes or the armor of a general. Each also wears a sapphire diadem at her throat to signify her office. As if this heraldry were not enough, over time the eyes of Aradil's avatars slowly darken to black, gaining the same chilling gaze as their mistress. The avatars include both males and females, and though most are elves, there are at least five halflings, several humans, and even a lone dwarf among their number

The longer an avatar serves the queen, the more he seems to lose his previous identity, submitting it completely to Aradil's will. After several years, there is no discernible trace of the original personality, as it becomes one with that of the queen and her other avatars. On the rare occasion that such a highly ranked avatar is left unpossessed, he simply stands or sits were left as if in a deep trance. The fact that her subjects willingly submit to such a fate is further testament to the elfkin's devotion to their queen.

There are a number of avatars that the queen maintains in secret. She inhabits these only periodically. They do not wear her livery and she uses them sparingly enough that their eyes do not turn the characteristic black. The queen uses these secret avatars to keep a clandestine watch across her realm. There is one in the Council of the Throne, several in the armies along the fronts, one in the Queen's Academy, and at least one in each of the major cities of Erethor. Even in a realm where the least subject is willing to die for his queen, there cannot be too much caution or security. The agents of Izrador are everywhere, and in the end no one is to be trusted. Aradil has learned this in the very hardest of ways.

Lord and Lady Councilors

The elven lands are by no means democratic. They are ruled by Aradil's firm hand, and there is no question as to her authority. She is a wise woman, however, and sincerely considers the advice of the sage members of the Council of the Throne. The council has offered advice to the High Kings since the elfkin tribes were first united, and the rulers who have ignored them often did so at their folly.

Councilors are typically well-respected, experienced individuals of considerable power and authority in their own home settlements. Most are learned, cooperative, far thinking, and loyal. Still, as with any such group, they can sometimes be ignorant, stubborn, short-

sighted, and self-serving as well. Even in the council, there are alliances, cooperatives, cabals and enmities. Aradil is mindful of these and careful to keep them in check. She is not above using them to her advantage as well.

Beonoul

Beonoul is the oldest member of the council and was actually one of Aradil's lieutenants during the second war with Izrador. She is a horribly bent and wrinkled snow elf and can hardly speak above a whisper. Her will is strong, however, and she is perhaps the staunchest supporter of the queen on the council. There are even whispers that Aradil herself uses magic to keep the cantankerous old woman alive because of this. In truth, Beonoul is a sage advisor that says little but tells profound truths when she does speak.

Durelion

Durelion is the Lord Councilor from Caradul and is the Master Instructor at the Queen's Academy. He is a proud elf with long black hair, silver robes, and a vanity to match his considerable magical powers. Durelion is one of the most accomplished mages in Erethor and also one of the most arrogant. He is at the same time in awe and envious of Aradil's sorcerous abilities and wishes nothing more than to be made one of her avatars. He is convinced that this would finally bring his own powers to transcendence.

Suruliam

Suruliam is a Danisil and a skilled druid. She is the Lady Councilor from Prasnial, but since the fall of that city to the orc horde she has resided either in Caradul or in Druid's Swamp where she trains future Whisper Adepts. Suruliam is one of Aradil's key advisors regarding the Whisper, and as the queen has become so dependent on the Whispering Wood, Suruliam's is a very important post.

Puiomoro

Puiomoro was the Lord Councilor from the river valley town of Eisin, the elven trading outpost on the banks of the Felthera on the plains of the southern Westlands. He was an influential merchant before the third rise of Izrador and is an expert on the ways of humans. Though the city he represents was razed almost 100 years ago, Puiomoro remains a councilor at the queen's request, as she finds his insight and observations regarding the human race invaluable.

Sites and Features

The Great Forest

The most fantastic feature of the Caraheen is undoubtedly the forest itself. It is a vast and diverse woodland, but there is more to its nature than a simple collection of giant trees. In its way, Erethor is the oldest kind of natural magic. It has a life of its own beyond the plants and creatures that live there. The forest seems a living entity unto itself, a sort of collective being with an ancient memory and its own survival instincts. Quite aside from the magical ways of the Whisper, the forest seems a sort of protective spirit watching over its inhabitants. The wood seems to conspire against Izrador's forces, leading them astray, placing thickets and deep streams in their paths, deterring and confounding them. Erethor is alive and in its way fights alongside its elven children against the threat of the Shadow.

Caradul

The oldest occupied city in Eredane, Caradul is the center of the elven world and a place of mystery and magic to those outside Erethor. Caradul, meaning "home of the people," is a massive tree-city supported by a grove of almost a thousand homewood and giant cedar trees. It sits on the banks of the upper Felthera River and is home to more than 40,000 Caransil, along with an additional 3,000 other elfkin. Only a very few outlanders live in the city, and these are unique individuals there at the special request of the queen.

The city is a traditional one, with few ground structures. It was once well planned and beautiful, but the necessities of the long war against the Shadow have served to transform the place. The branch platforms support closely packed structures, and every space not occupied by older buildings now holds public halls, storage chambers, barracks, smithies, and craftsmen's shops. The interconnecting walkways are narrow and wend between or along the tops of the various structures. River water is magicked into large cisterns formed out of hollow branches, and new orchard groves crowd the ground beneath and around the city. The only significant ground structures are the small river docks that moor hunting canoes, scout runners, troop transports, and the occasional smuggler's boat.

As the home of the Witch Queen, Caradul is the seat of elven political and arcane power, and it is from this place that the resistance against the Shadow is commanded. As a consequence, city defenses are tantamount to tradition and ecology. The Whispering Wood is thick for hundreds of miles about Caradul. Manned outposts and lookouts form a growing perimeter about the city, parties of archers and battle mages patrol the surrounding wood, and dire creatures stalk the nighttime

The Arbor of the Witch Queen

The Arbor is a beautiful place that exudes an air of antiquity and elven nature traditions. It is where Aradil once met with foreign diplomats and emissaries and where she holds her increasingly rare audiences and councils with her advisors. This is where the Councilors of the Throne hold public meetings and make formal political announcements. It is where honors are paid to heroes who fall in battle and where faithful subjects make requests to the court.

The Arbor is a long hall of an irregular, wending shape, with living walls and a vaulted roof that are open to the sky when weather allows. Verdant plants—vines, shrubs, flowers, and samplings—grow gardenlike across the floor and up the walls, and an enchanted spring bubbles into a reflecting pool in the middle of the room. At the far end of the chamber is a large circle of thronelike chairs that are formed of branches growing up from the floor. A single chair at the top of the circle, larger and more ornate than the others, sits on a raised dais of living wood—the Throne of the High Queen of Erethor. It is said that if one loyal to Erethor were to sit upon the throne, the Whisper would reveal its greatest secrets to her. It is also said that if an enemy of the elves were to sit there, the Whisper would instantly drive him mad.

forest hunting orcish prey. There are few access points to the city decks and these can readily be cut away if the city is attacked. No vital structures or equipment are left on the ground and a series of enchanted cataracts far down stream keep unwanted boats from coming up the Felthera.

The single most powerful magical defense protecting the city is a compelling glamour created by Aradil herself. The spell ensorcels any creatures harboring ill will towards the elfkin, preventing them from finding Caradul. The magic is subtle but powerful. It causes enemies searching for the city to become lost or confused. It makes them forgetful and saps them of their will to push deeper into the forest. Often, before they even realize what has happened, the victims of the ward find themselves headed back the way they have come, and happy to be doing so. To resist the effects of the glamour, a character must succeed in daily Will saves (DC 35).

The Elven Court

Caradul is home to the elven High Court. The court resides in a massive and ancient tree that legend says grew from the First Seed of Erethor and was watered by the tears of the Lost Gods. In truth, the tree is a strange one, of a species seen nowhere else in the forest. It was ancient when Aradil was crowned, and though it is mentioned countless times in the histories of the court scribes, the species of tree, or why it seems to be the only one, is never revealed. It is referred to by most as the Elder Tree, or simply the Court.

The Elder Tree is truly massive, with a bole more than 250 feet across and a canopy that towers above those around it. Its branches are only joined to those of the surrounding city by a single formal bridge. Where the large bole separates into the branches of the upper canopy, there is only a single plaza—the Arbor of the Witch Queen. Open and airy in summer, protected by its high roof of leaves in the rain, and sealed tight against the winter cold by intertwining branches and vines that regrow with the seasons, the Arbor is the official center of the elven world.

There are no other structures or platforms on the branches of the Elder Tree. Instead, there are dozens of passages, halls, and chambers within the very trunk and branches of the tree itself, formed by old druidic magics. The upper bole houses the Hall of the Council of the Throne, the Archives of the Court Scribes, and the studies of the Order of Truth. Below these is a warren of meeting rooms, libraries, workspaces, and living quarters for the inner circle of the elven court.

The deeper rooms are rumored to be off limits to all but the queen and her avatars, and the passages are said to extend to dark chambers within the tree's massive and ancient roots. This is where Aradil resides and increasingly spends most of her time. This is where it is said she researches her most powerful magics and where she spends weeks at a time entranced, listening to the Whisper.

The Rivers of the Caraheen

The great rivers of the Caraheen—the Felthera and the Gamaril—were once highways for traders and travelers from as far away as the dwarven city of Calador and the Erenland capital of Alvedara. They carried elven barques and canoes, Northman longboats, and gnome trade barges. They were vital links in commerce, communication, and culture, alive with activity and traffic. Many elven towns and villages grew along their banks and their waters truly flowed through the forest like a kind of life's blood.

Now the rivers are hostile and dangerous battle

zones. The orc hordes have constructed massive earthen battleworks where the Gamaril meets the Pelluria Sea and where the Felthera leaves the protection of Erethor. From these battlements, they command access to the rivers with powerful war machines and elemental magics. From these forts, orcs use captured longboats to patrol far up the rivers and reinforce outposts along their banks. They line the shores with archers and ambush elven river runners. Izrador's agents dump alchemical toxins in the streams that kill the fish the elves eat and poison the water they drink. Their legates conjure horrible aquatic beasts and release them into the waters. Reports of the death and destruction caused by these monsters have forced the abandonment of more than one elfkin river town. At the queen's request Danisil river hunters from the southern jungle have come north and now stalk these fearsome creatures.

A 500-mile stretch of eastern Erethor borders the western shore of the Sea of Pelluria. At the mouth of the Gamaril, a large delta feeds vast swamps that flood the surrounding forests every spring. In the past, the annual floods were a boon to the wood, creating a verdant and bountiful ecology in which the local elfkin villages reveled. Now the swamps also serve as a refuge for elven armies fighting along the forest boundaries. The paths of the swamps are well known to the elves but seem to confound the orcs. The elves tread lightly along hidden ways and their narrow war canoes let them quickly cover great distances. The mud drags at the orcs' heavy boots and the waters are too shallow and the trees to dense for their longboats. The forests are bountiful, providing food and shelter to the elves and nothing but biting insects, quick muds, and marshland predators for the orcs. The elves run their supply lines through the swamps to the central Caraheen and hole up in the marshes, making sallies against orc lines and patrols. It is even rumored that a clan of dire weasels hunts this region and has taken a great liking to orc meat.

The only reason Izrador's forces have not yet used the Felthera to transport a siege force to Caradul is the Keep of the Cataracts and the powerful spirit that dwells in the rapids there. The fortress is a living tree keep, much like those of northern Erethor, formidable but not unbreachable. Also, it is tricky but not impossible to navigate the cataract. It is a long tumble of boulders and quick water, but elven river runners and welcome traders have long known how to make the passage.

The true defense at the Keep of the Cataracts is the water itself. An elder water elemental has dwelled there since the Dornish invasion, summoned by Hurial, a skilled druid of the River Sept, as a defense against the humans. The spirit still defends the cataract against elven enemies, obeying the will of the sept brothers that continue to hold watch in the keep. That stretch of river is always eerily quiet even with the rushing water. Animals shy from the area, and even in the heyday of river traffic, outlander captains never liked to tarry near the cataract. The stories of the rage and fury of the unleashed elemental are frightful and give even the brothers that control the spirit pause when they are near the water.

The Archives of the Elven Court Scribes

The Scribe Archives have always been the oldest collection of recorded knowledge in Eredane, and with the burning of the Scholar's Tower at Highwall, they are now the largest and most complete library as well. The Archives contain thousands of books, scrolls, folios, and letters on every sort of academic discipline. The wizened librarians sort and catalog the information in their own cryptic ways, but facts and wisdom about natural science, history, philosophy, astronomy, politics, and more can be found in the collections.

Once, there were more than a hundred Honored Scribes of the Court in Caradul and often many times that number of students and visiting scholars. Each contributed new material and knowledge to the library, keeping it updated and vital. Now, in the long dark of the Shadow, there is little time for pure academics and the shelves and racks of the Archives grow dusty. Many scribes have put down their styluses to take up bows and swords, and the librarians quietly mourn the wane of learning.

The Whispering Wood

It is not only silent wildlanders and keen-eyed archers that guard the forest of Erethor from the Shadow's forces. Great magics also flow through the trees, protecting the elven nation and the forest itself from invasion. One of the most powerful and vital forms in which this magic manifests is known as the Whispering Wood.

The Whispering Wood is an ancient construct that has been part of the Witch Queen's realm since the Second Age. The Wood is a vast, interconnected network of trees and forest groves that have been possessed by the souls of the elven dead. Though thickest in the Caraheen, the Whispering Wood is not restricted to central Erethor, and there are many thousands of individual trees scattered throughout the Great Forest that host these spirits. Each is able to commune with the others nearby and pass information, visions, and warnings

throughout the forest from one enchanted tree to the next. This flow of spirit voices is called the Whisper. It can usually only be heard by elfkin and only fully understood by trained Whisper Adepts.

When in Erethor, any elf is able to feel the hidden flow of Whisper magic and can use those feelings to sense the unseen in her surroundings. She is able to determine the proximity of others, the direction game has fled, and the presence of danger or outlanders. An elf's basic ability to sense the Whisper is innate but requires a Wisdom check (DC 12). What a success allows the individual to actually sense in any given situation is left to the discretion of the DM. Elfling characters may also sense the Whisper, but their mixed blood makes the Wisdom check more difficult (DC 16). Wildlanders, spiritual channelers, and druids with no elven blood may also learn to sense the spirits of the Whisper, but it is a rare outlander that can master the ability (Wisdom check DC 20).

Sensing the Whisper is not just an active or even conscious ability, and the forest can whisper to her children at any time. Whenever the DM thinks it is appropriate, he can roll a player character's Wisdom check secretly. If the check is successful, he should offer the player some bit of useful information based on whatever it is the forest could be trying to communicate.

The Witch Queen and her Whisper Adepts have a far greater sense of the Whisper than most elves. It is said that the queen and her adepts can possess individual trees, seeing what they see and hearing what they hear. There are stories that claim the most able Adepts can pass into a spirit tree and rest there, hidden from danger. The most powerful are said to then be able to pass unseen from one tree to the next as if on some secret path. Such powers mean that even the farthest corner of Erethor does not escape the queen's attention, and that within the forest nothing is kept secret from her for long.

The ability to hear the Whisper and react to its warnings gives the elven kin a preternatural advantage within Erethor. This attuned state is a key defense within the forest and one of the reasons Erethor has so far been able to hold off the advance of the Shadow.

The Whispering Wood originated at the end of the First Age, during the first war with Izrador. Umann-Ul, the father of elven druidic traditions, was killed in the Battle of Autilar while in the midst of conducting a ritual to call on the spirits of the forest to help break the siege. Umann was killed, the powerful spell went awry, and the tree spirits failed to manifest. Later that same night, the elves besieged at Autilar heard Umann whispering to them out of the darkness, telling them of a gap in the enemy lines. The beleaguered elven defenders crept through the gap and escaped, only to return with reinforcements at dawn and slay the surprised orc forces.

In time, the story of Umann's strange message reached the Witch Queen, who ordered her druid advisors to discover what had happened. The advisors soon learned that much of Umann-Ul's soul remained, entwined within the very trees he had been calling on for aid. After long study and experimentation, the druids learned how to purposefully meld the souls of the dead with the essence of potent tree spirits. Throughout the Second Age, many who lived for the forest and wished to continue protecting elven lands offered their spirits to the Wood in death.

Now however, as Izrador holds the lands of man and threatens to take Erethor itself, every elf has come to believe it is a sacred duty to become part of the Wood. The constant fighting on the borders creates no small supply of dead, and in the last hundred years the number of spirits in the Whispering Wood has grown quickly. Some of the queen's druid advisors believe that as it grows the Wood is slowly becoming something else. They believe it has begun to manifest new powers and seems almost to have gained a coherent essence beyond the sum of its parts. Some are excited by the promise this new force holds. Others are quietly fearful of what it may become.

The Whispering Wood is maintained by the Adepts. It is their somber responsibility to mate the souls of dead elves with the tree spirits. When an elf dies, a Whisper Adept places an enchanted seed in the deceased's mouth. The seed quickly grows into a strong network of vines that securely enwraps the body as proof against it rising as one of the Fell. The Adept then travels deep into Erethor—the Wood has grown large over the past centuries, and it is often many days travel from a given settlement to reach a region of forest that has not been imbued with the Whisper. The enwrapped body is buried within the roots of a large tree, along with several ensorcelled seeds. The Adept then conducts an elaborate, nightlong ritual that binds the soul of the fallen elf to the essence of the tree, adding a new spirit to the flow of the Whisper.

The powers of the Wood explain in part how the elven people have been able to hold off the advance of the Shadow into Erethor. The intelligence and warnings the Whisper delivers to the Witch Queen are vital and allow her to most effectively deploy her forces, control her agents, and defend the forest.

The Whispering Wood offers elven characters in the world of MIDNIGHT a great deal of power. It provides a mechanism by which DMs and players alike can express the mysterious bond between elven characters and the forest that is such a part of elven mythology. The Whisper explains woodsmen's intuition and gives druids, wildlanders, and other such characters a substantial handle on this mythology within the mechanics of the game.

Against the Shadow

The dark god has subjugated the human lands and his war against the clanholds has fractured the dwarven people and trapped them in their own mountain keeps. The elves stand as the last true resistance in all of Eredane, and conquering Erethor is all that remains between Izrador and total domination. To this end, the Shadow has set the greater part of his military and magical might against the Great Forest and the elves. Though his forces make advances in the north and south of Erethor, Izrador knows that if the elven heartland falls, if he conquers the Caraheen and destroys Caradul, all of Erethor will fall with it.

Unholy Fires

War has raged on the borders of Erethor for a hundred years, but only in the last three decades have the orc armies learned how to fight in the woods and how to successfully battle the forest itself. One terrible tactic that the elves are powerless to stop is the use of fire. Once just a natural part of the forest life cycle, fire has become a nasty tool that the orcs are using to terrible effect.

In the early years of the fighting, the healthy trees and moist soils confounded the orcs' efforts to burn the forest. Sadly, the Caraheen has experienced an unnatural drought for many years and the forest is beginning to suffer. Many shallow wetlands have dried away, vast swaths of woods are brown, and many groves are sick and dying. The elven court fears that the want for water is Izrador's doing, that he has turned his divine powers to holding off the natural rains. In recent summers, the forest fires set by orc soldiers have raged out of control. They burn huge tracts of forest, destroying ancient trees, killing wildlife, and razing elfkin settlements. Their dense and acrid smoke settles over the wood, blocking sight and confounding smell. Even the tree spirits of the forest are powerless to resist and their death shrieks sound a shrill and terrifying note in the Whisper.

Risen Dead

As if the burning forest were not a dire enough threat to accompany the invading orc hordes, a new menace has risen quite literally from the dead to do battle with the beleaguered elves. The Fell have long been a bane to all the races, including the minions of Izrador, for in their demented and insatiable state they do not care what race they attack as long as it is warmblooded and living.

Now though, it seems that the black legates of the Order of Shadow have used their divine magics to gain some measure of control over these heinous creatures. In recent years, there have been increasing reports of attacking packs of undead of all races—orcs, humans, and even elves. At first these undead bands were thought to simply be the inevitable result of neglected battlefield dead waking to unlife. Recent encounters between elven soldiers and these undead packs have proven that something else is going on—that these creatures are being directed by some greater authority than their own hunger. Their actions are more organized and methodical than those of typical undead, and most are more deliberately armed than zombies are wont to be. Most telling is that elven scouts report seeing these undead troops marching with living orc soldiers, taking their orders, and in a few cases, even fighting beside them.

The Witch Queen now realizes that Izrador is adding undead soldiers to the ranks of his foul armies. These creatures are a horrible threat that instills dread in the most resolute warriors. Even some dire animals, fearless and steadfast elven allies, flee in fear at the approach of these unnatural beings. Aradil and her advisors recognize the danger this new threat represents but are increasingly hopeless in their efforts to counter it.

Homeless Soldiers

Many of the disenfranchised humans living in Erethor are broken and spiritless, without kin and afraid. Others are not content to hide in the forest and let the elves do all the fighting. Many are hungry for revenge and desire nothing more than the chance to kill a few orcs. These refugee soldiers have formed units up and down the eastern border of Erethor and fight alongside the elves. Most such groups take their orders from elven commanders and in exchange for their service are provided with food and equipment.

A few small groups fight independently, ambushing orc patrols and raiding orc encampments. These humans equip and arm themselves with stolen gear and use the orcs' own tactics against them. The elves are wary of these feral bands, calling them "orcmen," but for their numbers they seem to cause a great deal of death and confusion among the invaders. For this the elves provide them caches of food and weapons but otherwise leave the orcmen to themselves.

A Lost War

The elves of the Caraheen are fighting a valiant war, but there is little doubt that they are losing. The queen and her generals are clever and able leaders, but the elfkin forces are simply proving too few to resist the endless orc hordes. Even reinforced with their formidable arcane powers and allied with the trees, animals, and spirits of the forest itself, the elves cannot continue to resist the continuous onslaught. Slowly, inexorably, the elves are losing Erethor as the orcs move closer to Caradul. The queen boldly rallies her people, yet in her heart she despairs. She fears that the Shadow has already fallen over the Great Forest and that Izrador has already won.

The Veradeen

The forests of northern Erethor are called the Veradeen, which means "coldest wood" in the local elven dialect. At first glance the place seems an inhospitable world of snow and ice-stunted trees. It is certainly this, but there is more as well. There is a stark, wild beauty to the land that can only be appreciated by those who behold it.

The Veradeen consists of the forests and foothills that lie against the southern fingers of the Highhorn Mountains. The low country is rough, with hills, valleys, and deep gorges thrown up by the roots of the great mountains and dug by the erosion of icy glaciers and countless frigid streams. The hilltops are often barren rock or support only fairy forests of wind-gnarled trees. On their sides, tall evergreens grow thick, holding each other up against winter gales to catch what little sun is offered. Massive winter oaks fill the protected dales, their interwoven boughs protecting elven tree-villages from the worst of the elements.

The mountains themselves are ancient bones jutting from Aryth's frozen skin. They are trackless, formidable towers of granite and obsidian, home to the orc hordes of the Shunned Mother and other, darker creatures. Elven legend says that the Highhorns reach to the very top of the world and that Izrador crouches there with his great horned head against the rock, listening to the secrets from the forest. Some say this is why the Erunsil always speak so softly.

High winter has grown even longer since the coming of the Shadow and deep snow makes the land all but impassible. Spring turns every meadow, path, and dell into a swamp of icy snow melt and feeds the bogs at Eris Aman. Summer is as fleeting as a breeze, and even in this warmest season unexpected blizzards endanger travelers. Rain is uncommon and comes only in the fall, where it quickly turns again to winter snow.

The History

The history of the people of the northern forest is characterized by hardship and stoicism. The climate tempered the Erunsil and prepared them well for when orcs began migrating out of the east and into the Highhorn Mountains. The constant raids that followed would be the bane of the snow elves for centuries and would eventually be known simply as the Orc Uprisings.

By the time of the Dornish invasion, the prowess of the orc-fighters of the Veradeen was legendary across Erethor, and Aradil recruited their most able leaders as officers in her new armies. When the Witch Queen marched against the orc hordes on the plains of Eris Aman in the Battle of Three Kingdoms, it was Erunsil generals that helped win the day.

When the races of Eredane began construction of the keeps of the Fortress Wall, the elves built theirs across the Veradeen. It was the Erunsil that were chosen to garrison these forts and the Erunsil that stood fast against the assaults of the second rising of Izrador at the end of the Second Age. Now, as the Shadow falls over Erethor, the snow elves are the only defenders in the Veradeen, receiving scant support from the south.

The People

The people of the Veradeen are known as the Erunsil, or the "pale elfkin," to their darker-skinned southern cousins. They simply call themselves the snow elves. Despite the vastness of the northern forest, there were never many Erunsil, and with the high warrior's attrition they have suffered there are now even fewer still. There are likely no more than 130,000 Erunsil still living in the northern woods.

Settlements

The snow elves live in small villages centered around two or three massive shelterwood trees, surrounded by groves of winter oak and conifers that offer good protection against the elements. Their homes are high in the boughs of the shelterwoods, where druids have coaxed the trees to grow large hollows that the elves use as communal living quarters.

The boughs of the village trees are intertwined, forming walkways that allow the residents to pass from tree to tree unhindered by deep snow. Older settlements are surrounded by such snow bridges, where druids have encouraged branches to form long paths that lead far into the forest. These networks of aerial walkways can be extensive, sometimes even reaching other villages or to the keeps of the Fortress Wall. The snow bridges make travel possible in the winter and provide elves with hiding places and a means to move unseen by orc patrols. Though the orcs know the bridges exist, they have difficulty spotting them among the other branches and are typically not agile enough to access or walk them.

Language

As do all elves, the Erunsil speak the language of the High Court, but they do so with a strong accent other elves often have a hard time understanding. Most also speak Orcish, at least the western dialect, and commonly incorporate many orc words as slang in their own conversation. The majority of Erunsil use a simple sign

language when fighting orcs, and though limited in scope, it is more than sufficient for the task. A few snow elves also speak Norther, having learned it from the human refugees that have fled the forces of Izrador and now fight alongside the Erunsil in Erethor.

Governance

The snow elves may have little patience for the ways of the High Court but they are loyal subjects of the queen and rabid defenders of the elven people. In their own lands, the small villages are each governed by a three-person council of elders called the Snow, the Tree, and the Blood. The Snow is the eldest channeler in the village and advises in matters of magic and lore. The Tree is the eldest woman in the village and governs in matters of hearth, home, and trade. The Blood is the most experienced warrior and determines the disposition of the village's defenses and troops.

Religion

The elves of the Veradeen are rather pragmatic in their ways. They know the legends of the Lost Gods but they also know the gods have done little to help them in their hard land. Like their southern cousins, the Erunsil instead pay homage to the powerful spirits trapped on Aryth by the Sundering that exist in the wilds around them. These sprites and demons have the power to grant great boons or to offer terrible curses, and rites that curry their favor are far more practical than faith to long-silent gods.

Mixed with their daily activities, the snow elves diligently enact the small spirit rituals and offerings that have been passed down among their people for thousands of years. They believe these rites serve to protect them from some supernatural entities while securing the favor of others.

The most often patronized spirit in the Veradeen is Xione, the Mistress of the Frozen Wood. She is believed to be the essence of the cold north. She is both terrible and beautiful. Her breath is the icy wind and her touch makes frost crystals. She is believed to hold some sway over every spirit in the north woods and is uniquely powerful. The Erunsil believe it is her favor that keeps their villages from being frozen over in winter and that it is Xione's hand that turns normal trees into icewood.

Trade and Craft

The elves of the Veradeen do not support a major economy. Their people are known for being warriors and do not produce goods in sufficient quantities for trade. Most of what they make is for their own use, and much of what they need in these dark times they are forced to import. The war with Izrador's armies leaves these fighters little time to work even their cottage crafts, and they depend on the support of the queen and the southern elves for most of their foodstuffs, daily goods, and magic.

Deadly Trade

If the Erunsil have a true industry it is fighting orcs and manning the elven keeps of the Fortress Wall. These hard professions protect Erethor and the southern elves, in exchange for which Aradil is more than willing to spend her kingdom's resources to support the snow elves. This trade in warfare also produces hardened soldiers and military leaders, another rare commodity for which the elven queen is happy to pay.

The Erunsil do make their own clothes, as none in the south could know as well how to fend off the cold, and they also make fine armor that they occasionally export. What crafts the snow elves are best known for are their keen blades and their legendary icewood bows. The sword smiths of the Veradeen in their way are almost as talented as those of the dwarves and have learned the subtle balance, grip, and edge that are best for cleaving orcs. As a result, any Erunsil-forged blade gains a +1 enhancement bonus against orcs and their kin. These weapons are not magical and the enhancement bonus does not stack with enhancement bonuses provided by masterwork quality or magic.

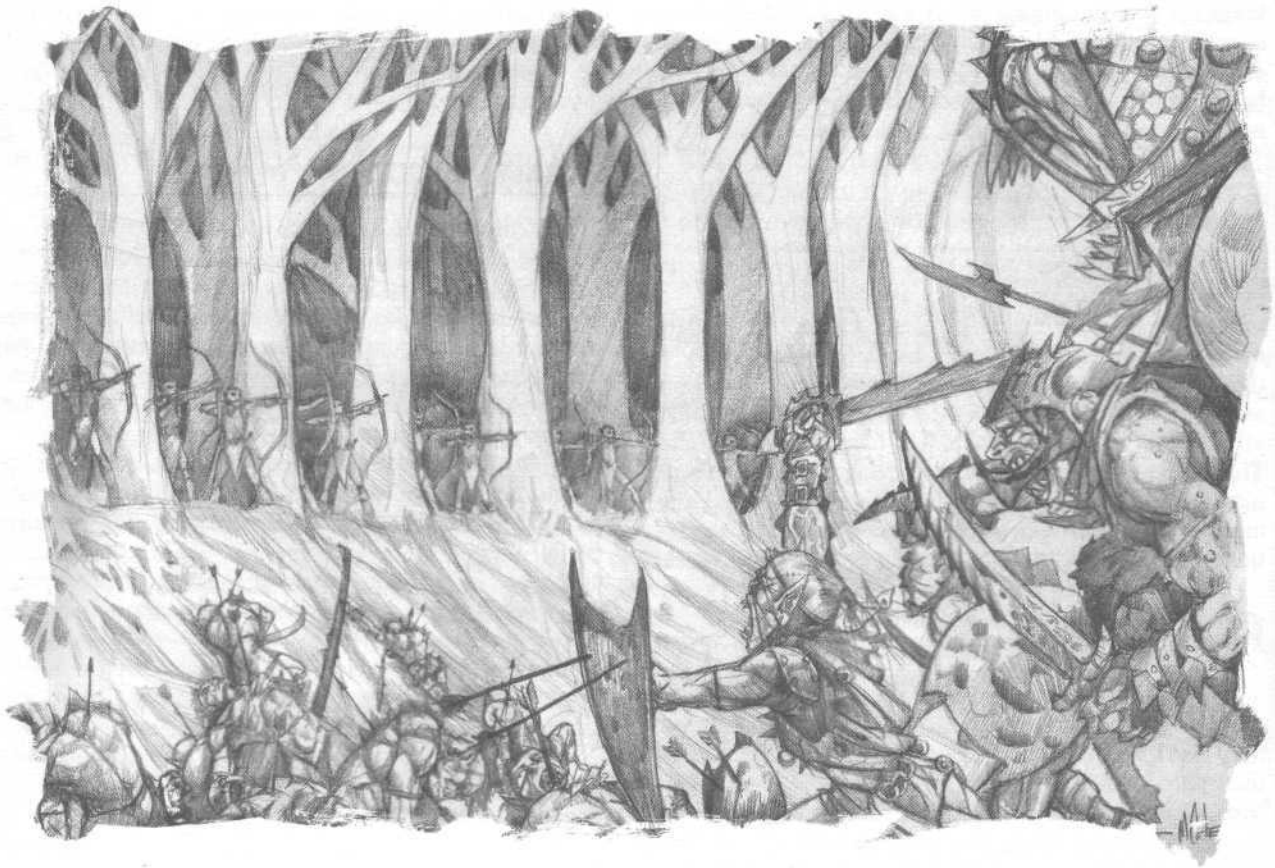
Spirit Weapon

Icewood bows are a rare and wonderful weapon that legend holds were a gift to the Erunsil from Xione, the Mistress of the Frozen Wood. Icewood is an extremely rare species of small hardwood that grows only in the northern Veradeen. Its bark is shaggy and gray, and though its meat feels and cuts like wood, it has a translucent appearance that makes it look more like milky ice or quartz. Tradition says that icewood can only be harvested in the dead of winter when the spirits that inhabit the trees are dormant. Tradition also says that icewood must be harvested so that the cut does not kill the parent tree, for when the tree dies the bow will lose its power and shatter when drawn. Because the trees are so hard to find, icewood bows are exceptionally rare and coveted by every snow elf archer. Not only does icewood make fine bows, but it is also so easily enchanted that doing so costs only one-half of the standard resources of time, components, and energy.

Ways and Traditions

Cold Warriors

The saying goes that if a snow elf has not yet killed an orc, she is too young to lift a bow, and this is



closer to the truth than it might seem. The Erunsil are a warrior people who since the end of the Third Age have done nothing but fight with the forces of Izrador. Every member of the race is taught to fight and by the time a snow elf reaches her twentieth year she is as fine an archer as any rank and file in the southern armies. The snow elves carry weapons even around their villages and are on constant watch for orcs or their minions. When not responding to orc assaults or making raids of their own, small bands of Erunsil orc-hunters make long patrols through the woods, often for many days at time. They listen to the Whisper, using it to locate and surprise their quarry. They prefer to make careful ambushes of arrows and combat spells from the trees, or to set deadly traps. When such tactics fail, snow elves are just as content to close with the enemy and put their fine swords and fighting knives to work.

Keeps of the Fortress Wall

The elves of the Veradeen are also responsible for manning the Fortress Wall keeps of Erethor. There are nearly 30 such forts across the wood, and they represent the majority of the Wall keeps still standing against Izrador. Most are snow elf villages unto themselves, manned by entire communities. They are imposing examples of the druid's art, built of massive shelterwood trees forced to grow in a tight ring. Their trunks are flush around the base with gaps higher up through which defenders can move, fire arrows, and cast spells. The trees' branches form multiple levels within the ring wall of the trunks and form archer's nests, walkways, snow bridges, and other vantage points outside the ring. The trees' deep roots keep the orcs from burrowing under the walls. Since these forts are all part of the Whispering Wood, they can even speak to their defenders.

The approaches to the forts are mazes of thickets sporting poison thorns through whose changing paths only elves seem able to find their ways. The outer branches of the fortress trees link to miles of snow bridges that the defenders use to exit the keep unseen and take attackers unaware or to reinforce defenders already under siege. These forts and their Erunsil defenders are doubtless the primary reason the Veradeen has so far held against the relentless onslaught of the orc hordes in Erethor.

Personalities

Urdonil

Urdonil is a legendary sword smith of the Veradeen. No one knows just how old he is, including himself, but he supposedly made the blade that Aradil

carried onto the field during the second war against Izrador. Crippled in the Last Battle, Urdonil returned to the north, to the village of Dahurin, where he began training a new generation of sword makers. Too feeble now to swing his own tools, Urdonil's many apprentices do most of the heavy work, though the old elf still does all the final sharpening and casts every enchantment himself. A blade from Urdonil's smithy is a valuable and deadly weapon that is typically passed down a family line as a treasured heirloom.

Bedrial

Bedrial, known also as the Hermit Warrior, is a strange, almost mythic figure in the Veradeen. Though few have met her, everyone has heard tales. Bedrial is an expert woodswoman and has been stalking the wilds of the northern forest for hundreds of years. She has a passionate hatred for orcs, despises ogres, and hunts both year round. She will occasionally turn up in a settlement or a fort with a bag of ogre tusks and valuable intelligence on enemy activities. The stories of Bedrial are legion, claiming she is everything from a wandering tree spirit to Aradil's grandmother. The truth is she is a master wildlander and has killed more than 1,000 orcs in her lifetime.

Tokoral

Tokoral is the young Blood on the council at the wall keep at Garduran. He is an expert swordsman and a savage orc-fighter. Unfortunately, he has fallen in love with a druid woman he rescued from a village destroyed by an orc raid. He knows her only as Kial and is completely under her spell. Tragically, when her village was attacked she was ensorcelled by a legate of the Order of Shadow and is now under their control. Through her, the legates hope to corrupt Tokoral and betray the fort at Garduran.

Sites and Features

Bandilrin

This ancient village was once a well-known monastery and retreat for priests and intellectuals from as far away as Caradul. By the year 5000 FA, it had been fully corrupted by the machinations of Izrador and become a stronghold for his growing order of legates. From Bandilrin, the legates ranged south and east, laying the seeds of decay and betrayal. Though once an elven tree-village, the forest around the site has been burned and the ashes blasted away. A warren of dark tunnels, secret chambers, and dank halls have been dug into the underlying rock forming a well-protected subterranean fortress. Orcs patrol the approaches, sneaking in and out through dozens of hidden entrances, and ogres stalk the perimeter. The orc war for northern Erethor is controlled from this dark place and many foul plots and evil magics are born in cursed Bandilrin. The snow elves have assaulted it many times but have suffered terrible losses with each attack.

Dahurin

Dahurin is the informal capital among the settlements and inhabitants of the Veradeen. It sits at the confluence of the Syldur and the Talura, the headwater streams of the great Itheris River in western Erethor. Once just a wall keep, the fort has expanded, with many inhabited shelterwood trees scattered beyond the protective wall of the keep. More than 5,500 snow elves make their homes in the town and the surrounding wood, making Dahurin the largest Erunsil settlement.

The fort sits in the very fork of the rivers, with walkways and snowbridges spanning the water to connect it with the other trees of the town. The Whispering Wood is thick around Dahurin and the Whisper is loud, offering long notice if orc forces get too close. Nonetheless, elf warriors maintain constant and vigilant patrol in the surrounding forest.

Foul Bog of Eris Aman

At the very southeastern reaches of the Veradeen on the very edge of Erethor lie the fabled battlefield plains of Eris Aman. In this legendary place, the Witch Queen and her allies defeated Izrador's forces the first time they rose against Eredane. As the stories all tell, the battle was a fierce one with many terrible magics and cruel spirits unleashed on both sides. Though the allied races were victorious, the fell powers used during the battle left the plain a fearsome ruin that today is still a scarred wasteland of corrupted magics, demon spirits, and befouled creatures.

Where this cursed heath meets the edge of Erethor, the lowland forest has become a vile bog that holds only death and madness for any foolish enough to enter. In summer, thick fogs hide the place even when the rare sun shines. Bottomless pits of black water suck down the unwary and hide hungry monsters lying in ambush. Errant black magics, corrupt nature spirits, and the insane shades of the battle dead haunt the bog. In winter, snow and treacherous ice hide the deep holes and frozen mud where evil lies just below the surface. The Foul Bog is a dangerous place, and there is never good enough reason to venture into its terrible wilds.

Against the Shadow

Even more than the other elven races, the Erunsil seem steadfast in their belief that the Shadow in the North can and must be resisted. Their entire culture and

all their traditions are born of fighting Izrador's orc minions and so they continue to take the battle to the enemy whenever they can, defending Erethor to the death when they cannot. They are hard-hearted and steadfast warriors and keep the forts of the Wall garrisoned and their orc-hunters on the scent. Despite their resolute defiance, the snow elves are suffering growing attrition of their ranks and resources, and many are secretly beginning to wonder if the Veradeen's resistance to the Shadow might soon be broken.

The orc hordes continue to attack Erunsil villages and destroy supply caravans from the south. They burn the forest during summer and poison every shelterwood tree and stream they come across. Orcs slaughter animals the elves might hunt for food and raze their orchard groves. They have organized ogres and trolls into irresistible siege forces that have recently taken several Wall forts. Their raiding parties are becoming bolder, and elf scouts report that not only have orc military reinforcements been pouring out of the Highhorns, but also families and whole tribes of noncombatants have settled into caves and warrens in the foothills.

Human Allies

The snow elves have forged an arrangement with a band of human Northmen. They ride under the banner of Roland the Raider of the Great House of Redgard and fight a nomadic but stalwart resistance against the puppet rulers of the Northlands. In exchange for information and the occasional strategic raid, the elves give the humans food stuffs, arrows, and hearthstones. They also give the horsemen sanctuary in the forest, where they can hide from pursuit or make surprise raids.

The Miraleen

The Miraleen or "sea wood" is the region of central Erethor that borders on the western coast of Eredane. The forest in this region is dominated by sycamore, cypress, and sea willow and interspersed with swamps, salt marshes, and tidal rivers. The Itheris River borders the very north of the region, forming a large delta that supports a verdant bayou, impassible without small boats and a good knowledge of the area. The coast itself is dominated by mangrove forests, supporting a unique combination of sylvan and marine ecologies. Much of the coast is broken up into countless tiny keys forming sheltered archipelagos around a few larger, dominant islands. On its southern border, the Miraleen transitions into the Aruun where it becomes a wet tropical jungle.

Warm coastal currents from the south moderate the Miraleen's climate, giving it subtropical weather despite the temperate climate of the Caraheen to the east. Rainfall is high but seasonal with most of the year's rain coming in the spring and fall. The summers are hot and sunny with balmy southern breezes. The winters are sunny, too, but cooler and with increasingly frequent chilling gales that blow out of the northwest.

The History

It is likely that the Miraleen was settled shortly after the elves first came to the Caraheen. The mild climate and bountiful ecology would have been a boon to the subsistence lifestyle of the elfkin ancestors. For thousands of years, the region remained only a collection of isolated villages. As elvenkind developed its arcane talents, however, they were able to build larger ships and to master the skills that would eventually allow them to trade all along the coast of Eredane and with other lands far across the open ocean.

During the earliest years of the First Age, the harbor settlement of Alloduan grew into a large and cosmopolitan city that rivaled Caradul economically and culturally. Trade with the foreign lands of Palonia and Fasimir, Sassima and Sarcosa brought valued goods, strange customs, and alien peoples to Erethor, and Alloduan benefited as the center for their distribution.

In the past century, the size and significance of Alloduan has declined significantly. First, the fall of Erenland to Izrador's armies choked off most of the traditional coastal trade routes, and both the Exodus and the war effort greatly reduced the number of ships available for trade. Much of the city and harbor now lie empty and unused.

While the Miraleen has remained physically untouched by the forces of Izrador, it has not remained unaffected by the powerful influence of the war with the Shadow. Many feel that perhaps the people of Miraleen have made the greater sacrifice of the war, and without even taking up arms.

At the end of the Third Age, in the shadow of a conquering Izrador, Aradil ordered a desperate gambit. She ordered the Council of the Throne to choose 3,000 hardy souls and send them off in the stoutest ships as colonists to new lands. They were to carry elven ways with them to new forests and establish colonies there. They were then to send back ships to bring others to these distant outposts, thereby preserving the traditions of Erethor in case the worst were to befall the elves and Izrador conquered the Great Forest. Because of their sailing expertise and knowledge of foreign lands, a disproportionate number of those chosen to go were Miransil. The court scribes call this event the Exodus, and though a hundred years is not all that long in the life of an elf, many are beginning to wonder at the fate of the colonists as few colony ships have returned.

Today most of the Miraleen has reverted to the ancient traditions of small village life and subsistence fishing. Trade with the Caraheen is common, but what oceangoing ships remain are now reserved for smuggling and transportation for the war effort.

The People

The Miransil or "sea elfkin" are ethnically similar to the Caransil but can be distinguished by their sun-darkened skin and typically short hair. Before the decline in overseas trade, many merchants, craftsmen, and channelers from central Erethor also lived along the southern coast, but most have since returned to the Caraheen. During the height of ocean trade, there were actually many foreign races that visited and resided in the Miraleen and especially in Alloduan. As trade diminished and their own homelands' ships came to Eredane less often, most of these peoples left. Those that stayed did so for personal reasons or because they were abandoned when ships from their nations stopped coming without warning.

With the Exodus and the migration eastward to fight in or otherwise support the war against the Shadow, the population of the Miraleen has dropped significantly and many settlements are virtually abandoned. There are now only about 45,000 sea elves still living in the Miraleen. There are perhaps 5,000 elves from other parts of Erethor and roughly 2,000 southern Erenlanders and other, more exotic foreigners living in coastal Erethor, most of them war refugees.

Though most of the foreigners abandoned in the Miraleen remain there, many—especially their descendants—have struck out to other parts of Eredane, either in a desperate gamble to find a way home or simply out of resigned curiosity. This historical source of exotic immigrants and expatriates allows DMs to include player character and non-player character races and cultures not described in the MIDNIGHT setting.

Settlements

The Miraleen has the greatest diversity of settlements of any of the elven woods. The few towns and villages not on the coast are traditional elven tree settlements but are relatively small and lack any defenses. Their host trees are generally smaller than those in the Caraheen so they tend to be lower to the ground and simpler in design.

Villages on the coast are usually built on the exposed prop roots of giant mangrove trees. These roots arch out from the base of the trees, suspending the huge boles in the air before plunging into the mud of the seafloor. These roots hold the tree trunks up out of the water and provide sheltered moorings underneath for small fishing boats and swamp canoes. The roots and branches are carefully magicked into platforms like those of the homewood trees of the Caraheen, but most of the buildings are wall-less shelters formed with roofs of massive, interwoven, living mangrove leaves. Interconnecting bridges are uncommon in these villages, where residents move from tree to tree by diving into the water, swimming to the next tree, and climbing up ladderlike hand- and footholds formed in the tall prop roots. Narrow channels snake among the root systems, leading to other villages, fishing and hunting grounds, or the open sea.

Larger coastal settlements like Alloduan are built around natural harbors with deep, wide channels to the open sea. They still take advantage of the prop roots of the giant mangroves, but they also feature many ground structures. These are built on exposed rock or suspended above the water on prop-root pilings cut from their parent trees or built from blocks of coral stone quarried from coastal islands. These ground structures are non-traditional wood and coral stone buildings that are a legacy of a thousand years of foreign trade. These sites typically have complex webs of docks, walkways, and suspended bridges interconnecting the various collections of ground- and tree-borne districts that ring the harbors, making them confusing places for any visitors.

Perhaps as many as one half of the smaller Miransil villages and several of the larger towns are not on the shore of Eredane at all. Instead, they are scattered among the islands that abound along the coast. Most such villages are sheltered on the lee shores of their islands and built in the traditional style. Many stand above or within the vast scatter of ancient ruins known commonly as the City of the Sea, where they take advantage of the few stone quays, bridges, towers, and seawalls that still stand.

Language

The Miransil speak High Elven with a slight, singsong lilt that cannot really be called an accent. They also use many maritime and ocean-related colloquialisms that are unique to their region. Over the centuries, they have also included the odd word or slang term from many of the foreign tongues visitors brought to the Miraleen, and this frequently confuses speakers of traditional High Elven. Many also speak the language of the Danisil, as there is as much cultural exchange as there is trade between the two peoples.

Governance

The smaller villages of the Miraleen are most often inhabited by only two or three extended family groups. Each family is governed by a matriarch, usually the eldest female blood relative. The matriarchs for each family together administer the village, and though feuds and shouting matches are common, they are considered the natural way of working out compromises.

The larger cities were once governed by trade assemblies that consisted of representatives from the major merchant houses. The assemblies were responsible for daily administrative tasks as well as for developing trade agreements and treaties with foreign merchants. When the merchant trade collapsed, so did this practice,

and now the larger settlements that remain depend on a traditional elven council of elders chosen from the population for their intelligence and experience.

Religion

The Miransil are perhaps even more sensitive to the presence of powerful spirits in the world around them than their inland cousins, as the sea is a chaotic and temperamental reminder of the forces of nature. As a consequence, the sea elves spend even more effort that most elfkin trying to earn the favor of benign spirits while trying to protect themselves from the wrath of the malevolent.

Baalu

The Miransil believe that Baalu is one of the most powerful entities in the ocean and typically takes the form of a great whale. The sea elves pay homage to Baalu at the start of every fishing trip by releasing their first catch of the day from their nets. When seeking special boons, individuals often swim far out from shore and tread water for several hours at a time, demonstrating their trust and faith that the great sea spirit will protect them.

Kaaktu

Kaaktu is an evil demon that is somehow related to Baalu, and most simply think of the two as brothers. The stories say they became enemies when the fall of Izrador trapped them on Aryth. Baalu opposed the dark god, but Kaaktu wished to serve him. The legends say the two have fought over the islands off Erethor ever since and that the frequent storms are the results of their constant battle. Kaaktu is said to commonly take the form of a massive octopus.

At the beginning of every summer, the fishermen of a Miransil village dab the hull of a small boat with blood drawn from each member of the settlement and fill the boat with manikins made of sedge grass and dressed in old clothes. They then send the boat out to the open ocean on the ebb tide as a lure to draw Kaaktu away from their village.

Seedra

The seedra are chaotic, spritelike spirits that reside in ocean waves. They can be playful and are generally harmless, but sometimes their whim can cause a boat to capsize, swamp, or run aground. To prevent such unlucky mishaps, the Miransil paint the hulls of their boats with fanciful colors to distract the seedra from troubling them.

Trade and Craft

With the decline of the sea trade, even the people of the larger settlements of the Miraleen have reverted to subsistence lifestyles. They fish and hunt for themselves and make most of the mundane items they require. They do continue to trade dried fish and alchemical ingredients with the Caransil in exchange for things like hearthstones and steel tools. They are still master boat builders, and many Miransil shipwrights now work in Caradul building riverboats to support the war effort.

The strangest wares that come from the Miraleen are not actually made by the sea elves at all. Instead they are artifacts found during the seasonal dive—hunts in the underwater ruins of the City of the Sea. The exposed and shallow ruins of the ancient city were scoured clean of objects of interest or value a thousand years ago. Now the only artifacts that remain are hidden in the halls and chambers of only the very deepest underwater ruins.

Twice each year, for only a few days, the tides are low enough that the best divers can reach these deep ruins. The work is dangerous because of the extreme depth and the various creatures and spirits that reside in the ruins, but the rewards can be great. The scholars and wizards of Caradul pay high premiums for any unique or magical artifacts the divers can find. Studying these objects, they have learned many historical and magical secrets from the time of the Lost Gods.

Ways and Traditions

People of the Sea

Just as the Caransil are people of the forest, the Miransil are a people of the sea. Their lives are governed by the cycles of tides and the currents bring them the food they eat. The waves guide their boats and the ocean wind is a friend. They are practically born in the water and can swim before they can walk. They can read the moods of the sea like those of a lover and they know both the beauty and dangers that dwell there. Though the ocean has no Whisper, many sea-wizened elves claim its waters speak to them nonetheless.

Souls in the Sea

The Miransil are of the sea and rarely do they offer their dead to the Whispering Wood. Instead, sea elf dead are offered in a sort of homage to the spirits of the deep. When a sea elf dies, her body is wrapped in cords and weighted with a block of coral stone. The body is then taken out over deep water and dropped into an ebb tide. The body sinks into the deep where it is consumed by marine scavengers. This ritual frees the souls of the dead to swim forever as seedra in the open sea.

Personalities

Pashiro

Pashiro is one of the oldest sea captains of the Miraleen and has sailed to more distant lands than any in recent memory. He is gray and has lost much of his strength, and though he is now too old to sail, his wisdom and experience are still solicited in the ways of the sea. He once served on the Council of the Throne, but that was years ago. He now simply likes to sit on the quays of Alloduran and watch the waves roll in. He claims they tell him stories about where they have been, and it is easy to believe he tells the truth.

Ketrilio

Ketrilio is a young and brave sea captain. Her fleet of five ships makes daring runs to southern Erenland, smuggling magical trade goods from the Caraheen to exchange for weapons, information, and other items of value to the war effort. She has made dozens of successful voyages and has sunk many of the small boats the orcs use to patrol the southern coast. Many think she is a brave hero. Others think she is a fool. None know that she is one of the Witch Queen's secret avatars.

Ceelian

Ceelian is the best artifact diver in Alloduan. She is strong and beautiful and can dive deeper and longer than anyone else in the city. For years, she has always found the most—and most valuable—artifacts during the dive-hunts. This last season, however, Ceelian found more than she bargained for. While diving deep in a newly discovered section of ruin, Ceelian unintentionally freed a demonling named Asale bound within a sealed room, but then became stuck herself as she tried to leave the chamber. As she began to drown, the demonling possesed her, saving her life. Asale, not believing his luck, now lives among the people of Alloduan, embedded like a thorn deep within Ceelian's body and soul. He is simply biding his time, trying to decide what terrible thing to do first to feed his demonic desires.

Sites and Features

Alloduan

Alloduan is the largest city in the Miraleen and was once a great trading port, Erethor's gateway to the sea. With the fall of Erenland and the associated collapse of foreign trade, Alloduan has seen a complete

decline in both its influence and population. More than half the dwellings and structures in the city now stand empty and idle, and the town has reverted almost entirely to a subsistence economy. Its large harbor supports only a few small ships, and most of these have been turned to the war effort. The city's population continues to dwindle, as more and more young people head east to defend Erethor.

The City of the Sea

The City of the Sea is the name the Miransil have long used to describe the various ruins scattered on the shores and in the shallows around the islands of the Miraleen. The legends say that a great *elthedar* port city once stood in this place but was punished for some terrible transgression against the Lost Gods. The gods' wrath destroyed the city, shattering the very ground on which it stood and forming the many islands of the region. The ruins then sank into the sea and were covered over by marine growths and time.

There are countless tumbles of stone blocks, ancient pillars and quays, and even a few building foundations that still stand exposed on the islands. The majority of the ruins, however, are under the water. In many places, piles of stone still rise above the surface at low tide, and fishermen know where mostly intact buildings still sit on the sea floor.

The most accessible ruins were explored and pilfered long ago. Deeper sites can only be reached by able divers when the tide is very low. During these few days each year, the normal village labors stop and a festival-like atmosphere takes over as the islanders join in dive-hunts for artifacts of the elder fey. The dive-hunts are a time of feasts and celebrations, but they are dangerous, too. Every season, several divers never resurface, lost to marine predators or vicious sea demons residing in the ruins.

Island Towers of the Miraleen

The countless islands of the Miraleen are scattered like handfuls of emeralds along the coast. Many are inhabited, supporting elfkin villages large and small. Others are deserted, having never been tamed. On many of these islands there stand tall coral stone towers whose origins are lost to time. A few have long since toppled over or sank into the sea, but many remain whole and intact, tempting explorers with their mystery.

These towers were erected by the elder fey after the massive earthquake that destroyed the port the elves now call the City of the Sea. The *elthedar* built the towers and manned them with monks dedicated to paying penance for the wrongs of the destroyed city and recovering the favor of the gods. These towers contained various wonders and divine artifacts, and though many were destroyed during the Sundering, others stand waiting to be explored. Whether because of their isolation or the attraction of their divine auras, many of these remaining towers are now homes to powerful spirits, most of which are anything but benign.

Against the Shadow

The Miraleen has yet to suffer direct assaults in the war with Izrador. Daily life in the Miraleen seems far removed from the advance of the Shadow and it is often easy to forget the looming threat to Erethor. The orcs would have to take the Caraheen before they could invade coastal Erethor, or they would have to master ocean travel and naval warfare—skills for which they have so far demonstrated little aptitude. Still, the Miransil are not fools and know that if the heartland falls, so does the Miraleen, and so many of their sons and daughters leave the coast to join the fighting in the east.

The Aruun

The southern reach of Erethor is a wet tropical jungle as full of mysteries as it is of exotic living things. It is most commonly called the Aruun, which in the soft tongue of the Danisil simply means "the jungle." The woods transition quickly from the temperate Caraheen swamps in the north to the humid and verdant woods of the tropical forest. To the south and west, the jungle stops at the sea, growing right up to the exposed rock and crashing waves of the shore. To the east, the jungle dries out as it breaks apart in the southern plains of Erenland. In this region, the forest becomes patchy and intermixed with hot, open savanna.

In the heart of the jungle, the landscape is uneven, carved by countless tiny streams and creeks that collect into many small rivers that slowly drain into the Kasmael Sea. There are large lakes and wet glades that dot the region, and the eroded spine of an ancient mountain range, now covered over in green, rises above the surrounding canopy. In these old hills and in the depths of the encircling forest, there are dark and quiet places where even the Danisil do not go. There are ancient temples to the Lost Gods and a hidden city abandoned by the *elthedar* when Izrador fell. Foul spirits haunt these places now and only the very brave or the very foolish venture into them.

The climate is hot and humid, with rains brought ashore by warm southern winds. There are only two seasons, the wet and the dry, but only a native Danisil can tell the difference.

The History

Though it is generally accepted that elven culture was born in central Erethor, there are some scholars who claim the first elven tribes may have originally come from the Aruun. Some rare artifacts and odd cliff-dweller ruins in the central jungle seem to support the claim. Others think that the first Caransil and the first Danisil came from the same ancestral people and subsequently settled their respective regions of Erethor independently. The Danisil are the most physically unique of the elfkin, which gives a kind of credence to this theory.

Through much of the First and Second Ages, the elves of the Aruun were considered by many of their brethren to be uncouth, feral creatures that had more in common with the animals with which they lived than with other elves. Aradil, however, respected them for their natural hunter's cunning and their great facility with druidic magics. Though many of the old prejudices still exist, the queen's acceptance and admiration for the Danisil have done much to improve their relations with the other elfkin.

The Aruun has suffered its share from the ravages of war. It was attacked in both the Dornish and Sarcosan invasions, and the Danisil always sent their best warriors to fight against the minions of the Shadow. Now they wage a desperate battle within their own forest, as Izrador's demonic minions relentlessly hunt them in the heart of their own jungle domain.

The People

The Danisil or "dark elfkin" are the ancient people of the Aruun. They are smaller and more lithe even than the Miransil and in fact are thought to be the ancestors of the tiny halflings. Their skin is the darkest of all the elven races and they even speak their own nameless tongue. No one knows for sure just how many Danisil there are, as they are scattered in tiny settlements throughout the jungle. Estimates are hard to make, but the Scribes claim there may be as many as 80,000 elves in the region as well as perhaps 2,500 elfling halfbreeds living within Danisil villages.

The jungle is not an easy place for those born on the plains to survive. There are poisonous plants and insects, dangerous predators, and foul spirits. Despite these dangers, the fall of Erenland has driven as many as 20,000 halflings and humans to seek refuge in the jungle. Most of the halflings have been taken in by their Danisil cousins, but most humans have been left to their own resources. The Danisil have long memories and harbor considerable animosity toward the descendants of the Sarcosan invaders that once ravaged their lands.

Settlements

Like the other races of elves, the Danisil live in the trees. Their villages are typically found along larger river courses in small groves of boa-bil trees. These trees are tall and thin, but with high canopies of many strong branches. The druids grow hanging vines from these branches, forming large slings in which the jungle elves weave their tiny, spherical, basketlike dwellings. Most of these huts are more than a hundred feet above the ground and are typically suspended over nearby rivers where the running water serves as a ward against raiding demons. The Danisil move from branch to branch and hut to hut along narrow, living-vine bridges or by swinging from one perch to the next on strategically hung vines. Access to the villages is gained by carefully hidden vine ladders, which are taken up at night. The village residents even draw their small river canoes up into the trees when they are not being used.

Of all the tree settlements of the elves, those of the Danisil have the least impact on the surrounding forest and they are the hardest to locate. In fact, it is common for members of other races to pass right beneath Danisil villages without even seeing them. Even other elfkin have been known to pass by unaware.

Most outlanders think the villages are so well hidden to avoid detection by the minions of Izrador, but the Danisil have lived like this for thousands of years, long before the forces of the Shadow came to their jungle. The truth is the nighttime jungle is rife with demonic spirits and the Danisil learned long ago how to best protect their villages from these evil beings.

Language

The Danisil speak their own tongue, which appears to share a common heritage with High Elven—another point of evidence scholars use to support their various ideas about the origins of the jungle elves. The tongue does not provide a formal name for itself, so the Danisil simply call it their language and most other elves call it *arayal-isurin*, or "Jungle Mouth." It is frustratingly familiar yet incomprehensible to those that speak High Elven but is not difficult for them to learn. Many Danisil also speak High Elven and some know Halfling and even Colonial.

Governance

The jungle elves live in uniquely egalitarian tribes. The groups consist in part of the members of extended families, but they also include groups of individuals from other tribes bonded to the family by mating rituals. All major issues facing a tribe are decided on by consensus and every member of the tribe that has reached her majority is allowed equal say in what is to be done. Most daily issues are a matter of long tradition

and seldom need input from the entire tribe.

Most Danisil find Caradul polluted and smelly and the ways of the High Court tedious. As a result, service on the Council of the Throne is not considered the honored post it is in other parts of Erethor. At any one time, there are only a few councillors from the Aruun in attendance at the High Court and these serve reluctantly, at the behest of the queen and chosen by tribal consensus.

Religion

The jungle world of the Danisil is home to more nature spirits and demonic beings than any other region of Erethor. As a consequence, the Danisil are even more sensitive to the presence of supernatural spirits than the other races of elves. Though they do not actually worship these entities, they do have a long tradition of rituals that allow them to curry the favor of some spirits while protecting themselves from the attention and wrath of others. These practices have taken on the solemn nature of religious homage and have infiltrated every aspect of daily life for the jungle elves.

Most of the rituals the Danisil practice are simple offerings and invocations that color their daily activities. At each meal, for example, before taking their first bite jungle elves will hold pieces of whatever they intend to eat behind their backs in case a passing, friendly spirit happens to be hungry. Though the offering is seldom taken, many claim they have seen it happen. Before washing, the water a Danisil uses is first stirred vigorously with a wooden stick. This chases out any evil spirits waiting in the water to vex the bather. Mantras are offered over every hunter's kill, and fishermen spit into the river before casting their nets, offering a portion of their own spirits to the river for those of the fish.

Other rituals are significantly more involved and potent, with far more dangerous consequences. Every birth is attended by a powerful druid who calls on benign spirits to protect the laboring mother so that skulking demonlings are not able to possess the newborn child. Most older druids have sad stories of times when this ritual failed and a family was forced to kill a demonic infant. When a jungle elf is injured, any blood spilled on the ground must be scooped up along with the forest litter on which it fell and cast into the nearest river, lest a foul spirit use the blood to track the injured elf and poison her through the wound.

In an ancient practice many outlanders, including other elves, think rather barbaric, the Danisil ritually scar themselves upon realizing their majority. Older elves use the subjects' own sepi fighting knives to carefully make elaborate patterns of scars across their faces and up and down their arms. The resulting scars are beautiful in a terrible sort of way, and the Danisil claim they frighten away lesser demons and serve as places for

protective spirits to hide, helping to armor the elfkin against greater evils.

Protective Spritis

The Aruun is home to countless nature spirits, all of which the Danisil invoke at one time or another.

Seecha

Seecha is the rather omnipresent entity inhabiting the jungle rivers. It is not a foul or overly friendly being but one that must be courted by fisherman and canoe hunters.

Bashia

Bashia is the mindless essence that resides in the hanging vines that support Danisil villages. Their druids long ago learned how to encourage that essence to grow however they wished.

Kayba

Kayba is the Danisil word for the tree spirits with which the elven dead are bound in the formation of the Whispering Wood. In the jungle, the Wood is a key defense against the ravages of hunting demons.

Baneful Spirits

The Aruun also suffers the presence of more vile spirits than any other part of Erethor.

Tuks

Tuks are tiny and common demonlings found throughout the Aruun. They are stupid but mischievous and troublesome, and in large groups they can be dangerous. They are known for raiding villages and camps and are said to steal unwatched babies.

Chappa

Chappa is an insidious entity that possesses swarms of insects and uses them in mass attacks on her victims. The terror of a million mosquitoes swarming a single elf or the horror of a thousand centipedes all biting at once are not to be taken lightly.

Terrod

Terrod is the Danisil name for one of the oldest entities in the jungle. Terrod inhabits the ruins of Ibonsul and all other demons flee before it. Though it has lost most of its conscious mind, its instincts and powers remain awesome. Terrod wants nothing but to be free of its jungle prison so that it might rage across Eredane, destroying everything in its path.

Trade and Craft

Jungle Potions

The Danisil have little industry or craft that produces more than what they can use themselves. The main exceptions are the druidic potions and alchemical concoctions for which the Danisil are well known. The druids and alchemists of the Aruun produce the finest healing ointments and potions in Erethor, and with the ongoing war these salves are rarer and more valuable than at any time in the past.

The Danisil are also known for their uniquely effective poisons. These were once used as quick, humane means to kill prey animals but have since been refined for use against orcs. Elven archers rejoice when shipments of Danisil poisons reach the front, knowing that each arrow they fire is as deadly as an entire volley.

Middlemen

The close relations between the halflings and the Danisil mean that the few jungle elf traders are the default middlemen for halfling spices, tobbaco, and cloth. These commodities are highly valued in the Caraheen and so in their own way serve as lucrative trade goods for the Danisil.

Ways and Traditions

Demon Hunters

The Aruun is inhabited by many ancient entities trapped on Aryth and forced to dwell in the mortal world. Their endless imprisonment has driven many insane and others, malevolent since before their confinement, have become even more so over the eons. As a result, the Danisil learned long ago the ways of demons and other evil spirits, becoming the most able demon-fighters in Eredane.

Family Tribes

The Danisil tribal structure is a complex one, and to outside observers it seems as though every jungle elf is related to every other jungle elf in one way or another. Individual tribes are at their core large extended families, but there is more to it than this. Danisil mating traditions dictate that matches be made outside one's

immediate tribe. They also require that any unmarried bothers of the groom become members of the bride's tribe and join the groom in his new tribe's village. As brothers subsequently marry, each in turn takes any remaining unmarried brothers with him. In this way, every family tribe gains an influx of new blood with every mating and passes its own blood on to new lines. This practice also builds close and strong alliances among the individual tribes.

Rite of Passage

Most of the cultures of Eredane have rites marking the passage from child to adult, but the Spirit Walk of the Danisil is one of the most dangerous of these customs. When the adults of a village believe a particular youth is ready, the eldest blood relative of the initiate gives him a single boa-bil seed and his first sepi fighting knife. The youth quietly leaves the village early the next morning, without supplies and armed only with his new blade.

The youth travels into the Arunath Mountains, often many days journey from his home village, living off the land and avoiding the many hazards of jungle travel. He may not ask for or accept assistance from anyone he chances to meet along the way. Once he reaches the mountains, he plants the seed and waits until it sprouts. When it does, he is free to return to his village where he is received as a full adult.

This trial is not as simple as it may seem. The initiate must often travel hundreds of miles through trackless jungle, dealing with dangerous predators and fell spirits all the while. The Arunaths are known for the cruel demons that dwell there, and even experienced wildlanders avoid the mountains when they can. From start to finish, the Spirit Walk may take 60 days or more to complete. Many become lost or hurt along the way, taking even longer to make their way home. Others are never seen again.

For those that succeed, there is no greater proof of their majority and their right to speak in the tribal councils. Outlanders familiar with the demands of the Spirit Walk know that jungle elves marked by the ritual scars of adulthood are uniquely formidable, whether they are friends or foes.

Personalities

Eridon

Eridon is one of the most skilled alchemists in the Aruun. Her potions and elixirs are valued across Erethor, and she has been summoned to Caradul many times to consult with the Witch Queen. Eridon is more than 800 years old, but her own elixirs have kept her looking significantly younger—almost childlike. Oddly, the woman lives alone in her small treetop workshop, several miles from the nearest village. Her tribe mates often express concern for her safety, but she is unworried. There are rumors that she has bound several powerful spirits and even a darker demon to her service, and that they afford her all the protection she needs.

Yihil

Yihil is a master Whisper Adept and spends more time communing with the Whisper than he does talking with members of his own tribe. He often spends weeks at a time alone in the jungle, and it is said he carries on an almost continual consultation with Aradil through their connections to the Whisper. He is ever wary of the movements of Izrador's minions, spying on them through the Wood. His reports to the Danisil warriors are vital to their ability to anticipate the dark god's forces. Yihil is only 230 years old and very boyish in appearance, but he has the abilities of a much older and more experienced channeler.

Sites and Features

The Demon Ruins of Ibon-sul

There are places in Erethor where even the most stalwart wildlander fears to go. Ancient places where natural magics born in the dawn of the world still haunt the land, and spirits of vile intent stalk the nighttime forest. There are demons in such places and other evil things trapped since the time of the gods. Most of these places only exist in myth and legend. Others, however, are very real, and though few may believe in them and fewer still may have ever seen them, they are no less dangerous. The ruin of Ibon-sul is just such a place.

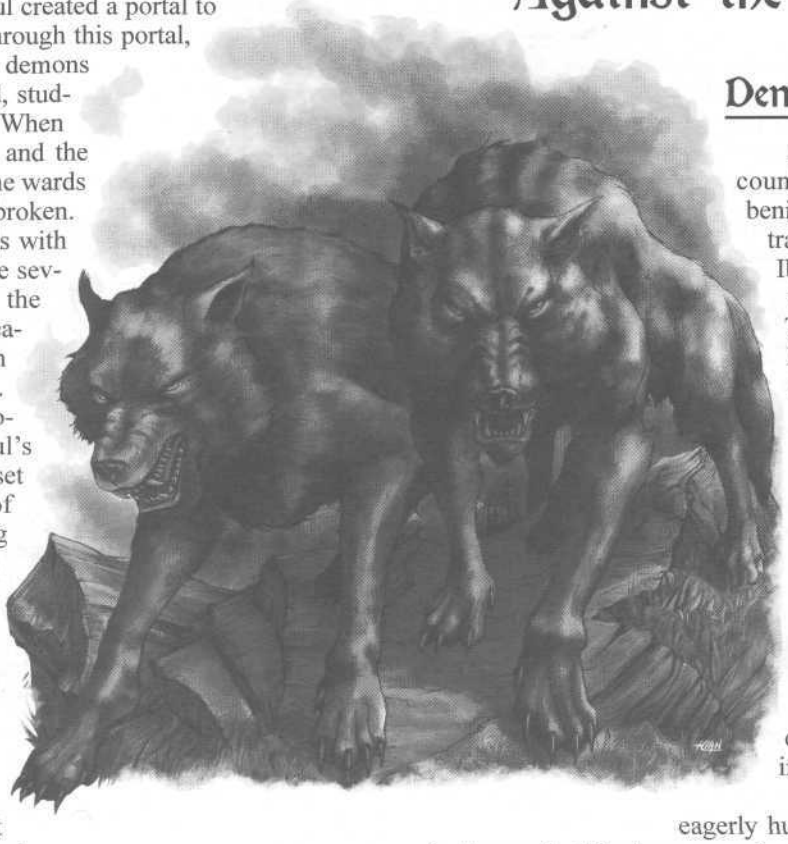
The Archives of the Scribes make just one mention of Ibon-sul, and this is only a vague note on an ancient map of southern Erethor. The map dates back to the Time of Years before the First Age and indicates only that the ruins of Ibon-sul are thought to lie in the trackless wetlands south of the Arunath Mountains.

Some stories call the site the Demon Ruins and others name it the Ialorn or "Sunken Place." Ibon-sul was once a great city of the *elthedar* but was destroyed in the cataclysm of the Sundering. It is now a vast ruin half buried in the stagnant water and mud of a forbidding swamp. Huge blocks of stone protrude from thick, creeping vegetation. Massive walls stand broken and enormous towers lay toppled over one another. Oily water surrounds everything and any explorers would find the tumble confusing and almost impossible to navigate without a small boat, machetes, and climbing ropes. The ruins cover perhaps a dozen square miles, and near the center a large hill rises above the surrounding swamp. The hill is covered by the ruins of an enor-

mous temple, beneath which there are many rooms, passages, and chambers containing untold mysteries and relics of the Lost Gods.

The ruins are dangerous enough. Their antiquity makes them prone to cave-ins and sudden collapses. There are quick muds and deep waters full of entangling vegetation. There are poisonous insects and a number of large predators that hunt the area. There are worse things, however, stalking the nighttime ruins of Ibon-sul, things that give the place its palpable feel of dread and spawn the terrifying legends told about the city.

Thousands of years before the Sundering, the clerics of Ibon-sul created a portal to an abyssal realm. Through this portal, they summoned fell demons that they then bound, studied, and destroyed. When the cataclysm came and the city was shattered, the wards on the gate were broken. Just as Aryth's bonds with the outer planes were severed, hundreds of the foulest demonic creatures poured through the failing gate. Infuriated by the arrogance of Ibon-sul's clerics, the fiend's set upon the people of the city, devouring their bodies and their souls.



When the demons subsequently discovered that they could not return to their dark realms and that glyphs on the shattered portal kept them from leaving the jungle, they turned on each other. A terrible demonic battle raged, further destroying the city and scarring the surrounding lands with corrupt magic.

In the eons since their entrapment, many of these demons have been driven insane and their hatred for each other has become absolute. They carry on their demonic civil war throughout the Aruun, battling with each other and attacking elves when they can find them. Sometimes their battles are waged in their natural demonic form, unleashing terrible magical forces. Other times their attacks are subtle, as they possess the very plants and animals of the jungle and make them minions in their eternal struggle for dominance.

Most of these warring demons long ago scattered throughout the jungle, finding lonely and hidden places to dwell—old ruins, dark swamps, black caves, and the like. Several powerful entities still claim the ruins of Ibon-sul as their home, and any explorers foolish enough to enter the ruin, if not attacked and killed outright, will certainly become pawns in the demon war.

If the glyphs on the remains of the portal are ever dispelled or destroyed, the spirits will be freed. The demonic horde will no longer be trapped in the Aruun and will scatter throughout Erethor and the lands beyond, where they will revel in rampant, unrestrained destruction.

Against the Shadow

Demon Minions

Aruun is home to countless spirits both benign and foul. Many are trapped in the ruins of Ibon-sul and would do anything to escape. Though demons are loath to serve any master, many of the Aruun's vilest entities have made dark pacts with Izrador in exchange for promises of freedom once his powers are fully restored. These divine assurances have set many jungle spirits to hunting elves, where once they were more concerned with fighting their own kind.

These beings now eagerly hunt Danisil, and unlike in the north, this demon war is one with no front. The enemy is everywhere and anywhere. They know the jungle as well as the elves and they can possess many of the forest's plants and animals, using them to ambush and track their elven prey. The constant vigilance and combat readiness this kind of war demands is beginning to take its toll on the tribes of the Danisil and even their best demon hunters are being taken down by increasingly daring, packlike bands of foul spirits.

CHAPTER 5

Northern Erenland

Four who sleep in dreams they see,
The Night Kings wake
And come for me.
Black crows on the gallows tree,
The Night Kings wake
And come for me.

— Dornish nursery rhyme

The Northlands

This chapter presents detailed information on the history, geography, culture, and personalities of the northern realms of the fallen Kingdom of Erenland. The text of this chapter is designated as closed content.

The Northlands are a wide expanse of grassy plains that reaches from the frozen steppes of the Frontier in the north to the windswept shores of the Sea of Pelluria in the south, and from Erethor in the west to the foothills of the Kaladruns in the east. At first glance, the vast region seems a desolate one, with nothing but tall grass and rolling hills as far as the eyes can see. In truth, there is much life here, and nature finds a surprising number of ways to inhabit these lands.

Six species of sword grass dominate the flora. Stiff and hardy, the plant grows up to three feet tall and provides food for the abundant herds of caribou in the north and elk along the Pelluria. Smaller animals abound, rabbits, grunts, and chukas, and predators such as plains leopards and grass cats make good use of this prey.

In the east, beyond the deep valley of the Ishensa River, orc grass dominates the prairie, growing up to 10 feet in height. Tunnellike animal paths form crisscrossing warrens through the shadowed underlayers of this grassy wilderness, and the once-wide roads kept open by heavy caravans have long since grown over. The region is a trackless forest of grass, as mysterious in its own way as any elven wood.

In the north, beyond the Frontier, the sword grass gives way to the cold tundra and frozen foothills beneath the unexplored mountain domain of the Shadow in the North and his orc tribes. No elf, dwarf, or human has ever set foot there and returned to tell the tale.

Spring thaws cut narrow ravines into the chalky limestone, making sudden drop-offs and defiles common across the plains. Dangerous seasonal flooding of these streambeds scours them clear of vegetation and enriches the surrounding soil. Summers are short, with rampant blooms of beautiful prairie flowers awash in a sea of green as the rich soil yields up new grass. The winters are long, and many say they are getting longer as the Shadow tightens its grip. Along the shores of the Pelluria, the snows are wet and heavy but usually melt away in dreary winter rains. In the north, along the Frontier, the snows start in early fall and lay deep on the land throughout the winter until spring. The air is chill and everything lies still and frozen.

The History

Until the Dornish invasion in the latter part of the First Age, the Northlands were largely uninhabited by any race save a few roving bands of goblins. The dwarves kept to their mountains, the gnomes preferred the southern shores of what in those days was called the Ebon Sea, and the halflings were always creatures of the warm south. Even the elves kept most of their plains outposts south of the Ebon, and the northernmost trade routes were the coastal shipping lanes of the gnomes.

When the Dornish invasion ran its course and peace was established between the humans and the younger fey, the Dorns settled the entire shore of the Pelluria and well into the northern plains beyond. The rich soil proved excellent farmland, and the short-lived humans spread like rabbits across the prairie.

The first war with Izrador was a turning point in the history of the Dorns. The Battle of Three Kingdoms was fought in their homeland and many of their northernmost towns were razed. The Dorns became stout allies of the fey and superior orc-hunters. The Dorns readily supported construction of the Fortress Wall across their lands and considered it an honor to man its keeps.

When the Sarcosans eventually invaded and conquered the Dorns, they did not break them but instead accepted oaths of fealty and alliance from the Dornish Kings. The northern plains and the Sea of Pelluria were to remain the realm of the Dorns, and when together the Dorns and Sarcosans threw off the yoke of the Old Empire, the north would become part of the Kingdom of Erenland.

Though the forces of the free races would ultimately be victorious, the second war with Izrador would prove too much for the Northmen to bear. The cost in human lives and resources would leave northern Erenland to sink into a thousand-year dark age of social decay and civil war. By the time the Northlands were again invaded by the Shadow's armies, there was little left of the once-proud warrior traditions of the Dornish knights to stand against Izrador's hordes.

Now, in the Last Age, the Northlands are a broken land and the Northmen are a broken people. Most of its once-great cities lie in ruins, inhabited by frightened and starving peasants. Orc tribes have settled across the plains and now occupy the towns and castles of the Old Kings. The once proud Dornish trade fleets have been either sunk or refitted for war by the orcs. The few lands still under human control are ruled over by puppet kings, Dornish and Sarcosan lords so greedy or afraid for their own skins they have sworn fealty to Izrador and rule only at the pleasure of the Night Kings.

The few truehearted Dornish princes that survive have taken to the plains or the open Pelluria, where they now live as outlaws. From these refuges, they attack orc encampments, raid sellout settlements, and sink enemy transport ships at every opportunity. They seek little more than the chance to kill orcs and a full measure of revenge against the traitor kings.

The People

Most of the people that still live in the Northlands are pureblooded descendants of the Dorns. They are a big race, wild of hair and eye, quick to laugh and quicker to anger. Every Northman can trace his heritage from one of the Great Houses of the Dorns, and they were once proud of the blood of the Old Kings that flows in their veins. Now that pride is lost as the houses that resisted the Shadow have been crushed and their princes killed or scattered. Those that remain are pawns of Izrador, ruling over the land without honor and over a people without hope.

Along the southern shores of the Pelluria, there are many old Dornish settlements with citizens of mixed Dornish and Sarcosan ancestry. These people feel less loyalty to the traditional houses of the Dorns and instead, for what it is worth in these grim days, think of themselves more as true Erenlanders—sons and daughters of the long-standing alliance between the Dorns and the Sarcosans.

There are few younger fey in the Northlands anymore. The once-common elven traders and dwarven craftsmen have all been hunted down by the legates of the Order of Shadow, or they have long since fled to their homelands. Few halflings ever migrated this far north, but the gnomes are not uncommon, having earned themselves an uneasy status as conquered minions of the orcs.

There are perhaps 825,000 Dornish humans remaining in the Northlands, the majority living in isolated hamlets. Perhaps a third of these live in either the squalor of razed cities such as Highwall or in the orc infested towns of the Dornish traitor kings. There are about 125,000 people of mixed Dornish and Sarcosan ancestry, and perhaps another 20,000 full-blooded Sarcosans living along the eastern, western, and southern coasts of the Sea of Pelluria. There are perhaps 10,000 gnomes that live in seasonal raft towns and continue to ply trade routes to northland ports.

All along the Frontier, orc settlements are becoming more common as noncombatants migrate out of their cold mountain lairs into the far more hospitable lands to the south. In some places they have built their own villages and in others they have simply driven human survivors from their own towns and settled there. There are about 350,000 orc noncombatants living in the Northlands.

Settlements

The thick limestone that underlies the northern plains is easily quarried and makes excellent construction material. Even the meanest of Northman structures are built of this whitish stone and once stood up well to both the harsh weather and attacking orcs.

In the distant past, most Northman villages were small collections of farmers' houses and a few out buildings, surrounded by crop fields and pastures. The building walls were made of rock quarried from the banks of nearby streams and the roofs were thatched with sword grass.

Larger Dornish towns centered around small keeps, which in turn were surrounded by the houses and shops of the townspeople. The stone from which a town was built was quarried to form a wide ditch around the

settlement and a low wall was typically constructed along the inner edge of this moat. Most such towns typically spanned year-round streams, diverting the water into wells and the protective moats, as well as using it to carry away refuse and waste.

The settlements where the Old Kings built their House Keeps grew into the largest cities in the Northlands. Most of these towns were along the Pelluria's northern shore, standing on high sea cliffs above deep and sheltered harbors. These cities reached their prime under the threat of the Shadow and so were well defended. Their walls featured high towers, deep moats, drawbridges, heavy gates, and other formidable fortifications.

Most of these towns, large and small, now lie in ruins. A hundred years ago, the Shadow's armies swarmed over these lands, laying waste to cities that had stood against them for almost 4,000 years. In the frenzy of their bloodlust, the destruction was absolute. The legates' magic sundered walls and the Night Kings' treachery opened gates from within. For the simple joy of the kill, orc hordes ravaged the Northland settlements, burning anything that would flame and killing anything that breathed.

These destroyed settlements are now piles of charred rock and skeletal foundations. The desperate human survivors that still live in these places have cobbled together dwellings from the refuse of the old buildings and huddle together against the cold and marauding monsters. They scavenge what they can from the ruins, scrape what living they have from the soil, and do their best to hide from the minions of Izrador.

The only large cities still standing whole are those ruled by the Erenlander lords subverted by Izrador. Many of these petty tyrants are princes of the Sarcosan line, false sussars granted lands and power in the north in return for their betrayals. The cities they rule, such as Chandering, Bastion, and Port Esben, were spared the sword but now suffer a fate that is perhaps worse still. These craven rulers are the pawns of Izrador, and life in their towns is a fearful existence. There is never enough food, fuel, or medicine. There is little law and innocents suffer at the hands of the brutal. The Shadow's fell minions patrol the streets in the name of order but are only vicious overlords who steal, rape, and kill at their whim.

There are many scattered Northland villages and towns that remain whole, too small or isolated to have yet drawn the wrath of the invading armies. In such places, the townsfolk huddle behind their stone walls against the nighttime monsters that have followed the orcs out of the north, living in constant fear that tomorrow will be the day the orcs make their final, killing raid.

Language

The Northmen speak Norther, a tongue derived from the ancient language the Dornish invaders brought with them from across the sea. It is a harsh and loud tongue well suited to battle cries and bragging stories but poorly made for calming a crying baby or gentle whispers to a lover. Those living on the Pelluria can often speak Erenlander, Trader's Tongue, or sometimes a bit of Colonial. Many also speak Orcish or its pidgin, as learning it can be a matter of survival. Many of the outlaw raiders speak some High Elven, having learned it parleying with the elves of the Veradeen for refuge, weapons, and other supplies.

Governance

Before the Sarcosan invasion and the founding of Erenland, the Northmen were ruled by the Great Houses of the Dorns. The Great Houses represented royal lineages drawn from the barbarian chiefs that ruled the Dorns long before they first came to Eredane. Each house had a long and noble history passed down in songs and stories that even the lowliest members learned as children.

Every Northman could trace his line to one of the Great Houses and did so with pride and loyalty to his prince. The leaders of each house ruled over the Northlands as feudal kings, each with his own lands and subjects, each with his own vassal lords and knights. Through a complex web of oaths and royal marriages, the Old Kings of the Dornish Houses were bound together in alliance. Though they frequently squabbled among themselves and occasionally even fought short civil wars, they were always staunchly allied when threatened from the outside.

When the Sarcosans conquered the Old Kings and eventually founded the Kingdom of Erenland, the Dornish royal houses were forced to swear fealty to the young Erenlander king. Kalif Kari was a wise ruler, however, and the Sarcosans had a long history of honoring their liegemen. The Dornish Great Houses were allowed to keep their proud traditions and ruled the north as loyal vassals of Erenland.

It was not until the second war with Izrador that the ancient foundations of house alliance and honor began to crack. In the end, the cost of the war was simply too much for the Northlands to bear. Through the Third Age, hardship became suffering, suffering became anger, and anger turned to war. Many of the Old Kings declared their independence and withdrew from the pacts that had formed the Kingdom of Erenland. Infighting and petty squabbles turned bloody as the Northlands descended into civil war.

For hundreds of years, the Great Houses fought among themselves. Houses loyal to Erenland and the kalif were arrayed against those claiming independence. Alliances formed and were broken. Assassinations and single combats took a toll on house leadership. Continued fighting further drained the manpower and treasuries of already bankrupt kingdoms and plunged their peoples into deeper despair. In this dark time, the

Northlands were fertile ground for the minions of the Shadow. During these years of civil conflict, hatred, and mistrust, the dark lord sowed the seeds of betrayal, forming pacts and alliances that would eventually isolate and weaken the Dornish clans, allowing his forces to take the Northlands almost uncontested.

Now thè Great Houses are only shattered remnants of their former glory. Many royal lines have been systematically wiped out, either by agents of the Night Kings or by old enemies acting on long-held grudges. Other heirs have been forced into hiding or have become outlaw princes, fighting a futile resistance against Izrador's forces.

Religion

The Dorns were ancestor worshipers since long before they came to Eredane, and their Northman descendants have inherited their traditions. They do have a vague mythology that recognizes a band of sibling gods that rule over various esoteric realms far beyond the mortal world, but it is their own departed ancestors they believe have power over the affairs of the living. This is the reason the Northmen are so concerned with the conduct of their honor. They believe that if they act dishonorably, they can incur the wrath of departed kinsmen that will not only bring them foul luck in this world but will also bring them disgrace, punishment, and eternal servitude in the hereafter.

Like all the races of Eredane, the Northmen have had to make allowances for the rise of the Fell, but death ceremonies remain solemn and important traditions. In the days before the risen dead, the Northmen erected rings of standing stones on the outskirts of their villages. In the center of these structures, they would place large stone biers on which they would cremate their dead. The deceased's family would then scatter the ashes within the circle and would occasionally visit the ring to make offerings, seek guidance, or simply pay tribute to their ancestors. Though few ever seemed to see shades themselves, every Northman had a story of someone who had and of the boons she had been granted.

Now, in the days of the Fell, a town's ancestor ring is typically built several miles from the settlement, and though cremations are usually accomplished with enough haste to keep the dead's body quiet, the circles have become haunted places where the wraiths of the Lost linger. Most stay well away from the circles after dark, but a brave or desperate Northman sometimes seeks them out in hopes of truly speaking with the spirit of a departed relative. Most often they suffer nothing more than a night of lost sleep. Other times, strange visitations offer the insight they came seeking. Sometimes, however, the spirits of the circle have suffered the insanity of the dead or been corrupted by the Shadow and such vigils quickly turn deadly.

The lingering souls of the Lost have become such problems in modern spirit circles that most towns are forced to build new ones every few years, simply to prevent the dangerous accumulation of undead souls. It is advisable, then, when travelers in the Northland plains encounter an abandoned ring of standing stones surrounding a fire-blacked altar, that they make every effort to be well past the place by nightfall if they do not wish a ghostly and dangerous encounter.

Trade and Craft

The Northmen were once famous for their trade fleets that sailed the Pelluria, and their wheat fed much of southern Erenland. They were known for their steelcraft and though they never rivaled the Sarcosans in the saddle, their horses grew large and strong and were prized mounts in the south.

Now the economy of the Northlands lies in ruins. The trade fleets either rest on the sea floor or have been commandeered by the orcs and refurbished as warships and troop carriers. Trade between different house lands has been banned, and most craftsmen have either fled or been enslaved in the war effort. In some regions, Northman slaves work vast farms growing crops and producing meat to support the occupying armies. Where the people are not yet enthralled, the orcs make frequent raids, stealing whatever food and livestock they find, killing or arresting anyone that resists.

Crafts from blacksmithing to weaving have become less common as those that know the skills are enslaved or killed. The equipment and resources for such arts are also increasingly rare, and so even the cottage industries that support local areas are failing. Northmen wear mended rags and go barefoot. Glass and tanned leather goods are uncommon, and metal tools are becoming priceless. Salt and medicines are almost nonexistent and wood products are increasingly rare, as there are few carpenters to make them, no wood imports from which to build them, and a constant hunger for fuel to stave off the cold.

Ways and Traditions

Great Houses of the Dorns

House Davin

House Davin ruled from the city of Davindale near the mouth of the Ishensa River. The kingdom's economic strength lay in its vast wheat- and corn-producing lands, and it was also known for taking the lion's share of the responsibility for manning the easternmost human keeps of the Fortress Wall.

House Davin was the sworn enemy of the blackhearted Prince Gregon of House Chander. When Gregon

gained his dark reward for betraying his fellow Dornish princes to the Night Kings, his first act was to send a demonic horde to raze Davin Keep and kill everyone within. As far as any know, the royal family of House Davin is now extinct.

House Dale

House Dale was one of the few Great Houses whose seat of power was not on the shores of the Pelluria. Its house keep was in the northern town of Riismark, and it supported its people supplying the Fortress Wall citadels and running trade caravans across the Frontier.

House Dale was a proud line, loyal to Dornish traditions and to the realm of Erenland. The entire Dale clan resisted the Shadow to the end. Now the survival of any heirs may only be hopeful rumor.

House Torbault

House Torbault has a long tradition of leadership and honor among the Great Houses of the Dorns. House Torbault was governed from the city of Erenhead. Its trading fleets dominated the southern coast of the Pelluria and it built tremendous wealth as the gateway to trade with southern Erenland. The Torbault family was the first to take the oaths of fealty at the Conclave of Kings that founded Erenland and the first to ally itself with the Sarcosans through intermarriage in the early years of the young nation.

The last prince of the Torbault line, now called Hedgreg the Last, died on the deck of his flagship during the Last Battle. He was only 17 years old and the last Dornish crowned prince to stand against the Shadow. He burned to death in the breath of a dragon.

House Sedrig

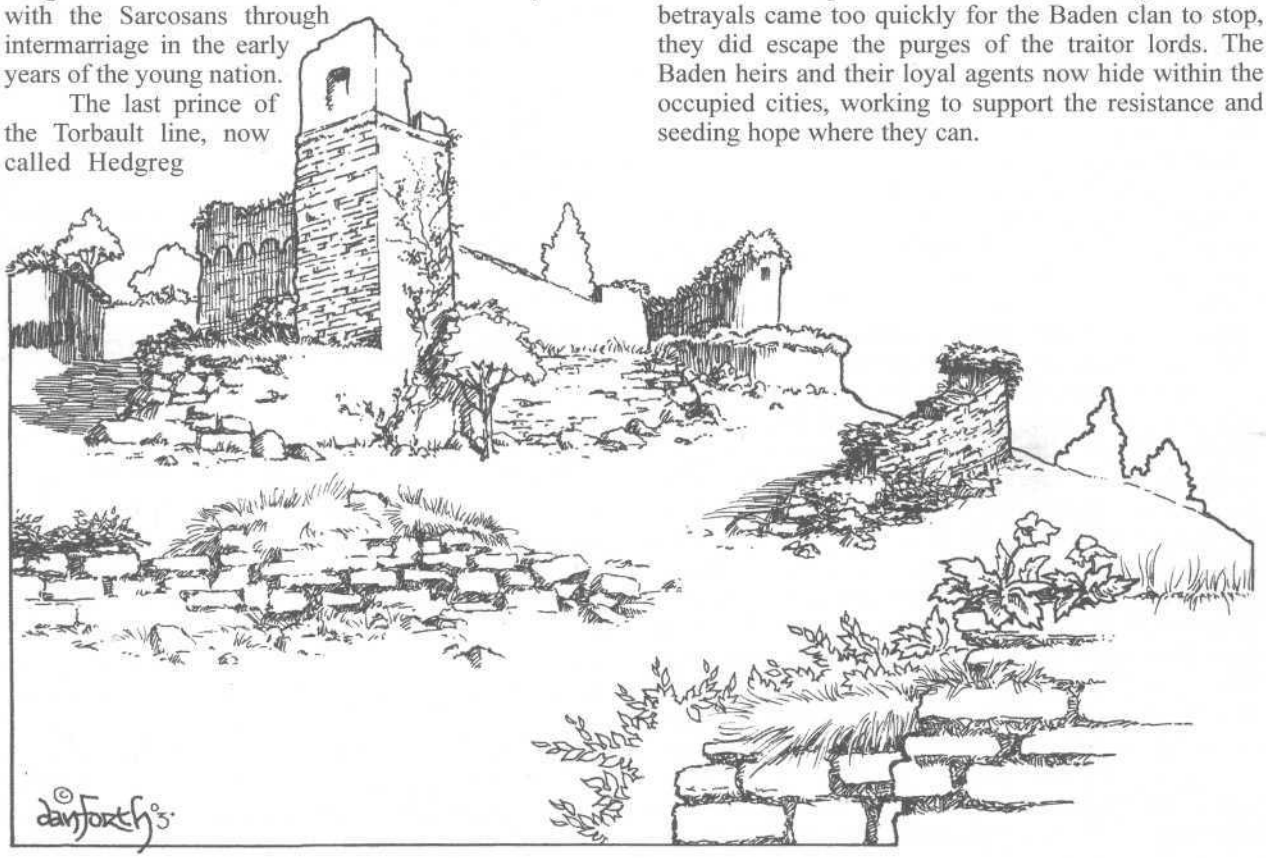
House Sedrig was the most diversified economic power on the Pelluria. It had a large trade fleet, rich agricultural lands, trade caravans, and a virtual monopoly on trade with the scholar's city of Highwall. Though its house keep was in the small port town of White Cliff, most of its government and business concerns were administered from Highwall.

No one knows what happened to the Sedrig royal family, but many suspect they were put to the sword when Highwall fell. Their loss is mourned, for they were one of the most noble of the Dornish clans.

House Baden

House Baden ruled its lands from the south shore city of Baden's Bluff. The Badens were a small clan but clever and resolute. They ran a profitable shipping fleet and courted elven and Sarcosan traders. Their capital became a cosmopolitan city to rival Highwall, and when the end came, House Baden sent its sons to battle.

Agents of House Baden had long been living in secret in the capitals of its rivals, and though the final betrayals came too quickly for the Baden clan to stop, they did escape the purges of the traitor lords. The Baden heirs and their loyal agents now hide within the occupied cities, working to support the resistance and seeding hope where they can.



House Norfall

The Norfall clan claimed the greatest sailors of the Pelluria, and it is their ancestors that are said to have first discovered Eredane when the Dorns began migrating from their homeland. The kingdom was based on a strong navy and large shipping fleet. They employed many gnome seamen and were one of the few Northman houses to sail river runners down the Eren. The seat of their power was in Fallport, along the Pelluria's northwestern shore.

Captain Jaden Norfall is the eldest heir to the crown of House Norfall, and he and his kin have become known as the Pirate Princes. Having taken to the open sea aboard its surviving ships, the remains of House Norfall live a pirate existence, capturing orc ships and coming ashore only to raid orc-occupied towns. The clan has a number of secret seaport sanctuaries in the Corbon Isles, and it is said that the pirate fleet grows with each passing year as Northmen and gnome sailors alike rally to the Norfall banner.

House Orin

House Orin was a small but proud Dornish house. Its ancestral castle was in the coastal foothills town of Low Rock, in the shadow of the Kaladruns. Situated at the mouth of the Torbrun River, Low Rock and House Orin became the natural port of trade with the dwarven cities of Idenor and Calador. Over time, the Orin clan became the dwarves' closest human allies, and Low Rock became known for its high dwarf population.

Now, Low Rock lies in ruins and the heirs and loyal followers of House Orin have retreated into the mountains where they fight off orc invaders side by side with the Kurgun. Many have even been accepted as full members into Durgis Clan and have begun adopting the tattoo markings of the Kurgun.

House Redgard

House Redgard ruled over a vast region of the far north and was known for its rice, salted meats, and fine horses. The house seat was in the town of Cale. This city was sacked in the fist war with Izrador and suffered long sieges in the second, but never fell. In the last war, it was betrayed from within and razed by the release of a horrible demonic power.

Roland Redgard is the last surviving heir of House Redgard and leads a growing nomad kingdom of horse raiders that survive off what they can steal and live for killing orcs. They are a boon to the few remaining free Northland settlements and a bane to the puppet princes and their Night King overlords. They have built a valuable alliance with the elves of the Veradeen, trading them information, horses, and diversionary raids in return for arrows, healing elixirs, hearthstones, and the occasional forest refuge.

House Chander

House Chander was one of the weakest of the Great Houses and was always discontented with its place among the other Dornish principalities. Other Dornish princes felt the Chander line had grown too dilute with Sarcosan blood and that its court had become as full of intrigue as those of the Sarcosan sussars. The capital city of Chandering was a tiny port off the main trade routes, and the members of its royal family had a tradition of underhanded dealings and conniving to set the other houses against each other.

When the emissaries of the Shadow offered Prince Gregon Chander power over his rivals, the temptation was too great. The weak man made a pact with the dark god and swore fealty to the Shadow in exchange for demonic magic and unnatural long life. His betrayal of the other Great Houses began with the murder of the entire Davin royal line in 895 TA. He directed the agents that subverted Cale and sent troops to fight beside the orcs at Highwall, Low Rock, and Fallport. As he continues to serve the Shadow and his power continues to increase, so does his fury at the continued resistance of his Dornish cousins. He has sworn to kill each of the outlaw kings himself and offer their warm hearts to his dark master in sacrifice.

House Falon

House Falon was once a strong House, known for its orc-hunters and its warcraft. Its capital of Steel Hill was one of the youngest of the Northman capital cities, founded when Gerad the Northsword built a new house keep there to stand as one of the citadels in the Fortress Wall of the Northern Marches. Next to Low Rock and House Orin, the mines of House Falon provided the Northmen with most of their iron. The city became known for its smiths and armorers, and it was a great loss to the human war effort when it was betrayed to the orcs.

Eden the Maidensword of House Falon was a noble queen, and one of the few female rulers among the Dorns. She would have gladly died to defend her people and Erenland from the threat of Izrador. Tragically, the insidious agents of the dark lord reached their corrupting touch into her city and subverted one of her liegemen, a Sarcosan-born prince by the name of Aushav, with promises of eternal life. As Lady Falon rallied her troops to stand against the Shadow, Aushav's own soldiers took the city from within. The increasingly demonic Aushav now controls what remains of House Falon. Steel Hill's population now lives enslaved, working in the mines and smithies of the city, forging weapons for the orc army.

The Scholar's Academy at Highwall

Highwall was once a gleaming jewel of a city, perched on the bluff tops above the northern shore of the Sea of Pelluria. The city was a cosmopolitan place, a major seaport and a vital source of supplies for the Fortress Wall and many other frontier settlements. The city was also the home of Aryth's greatest library and one of its most revered centers of learning, the Scholar's Academy at Highwall.

In the year 4975 FA, an enlightened Dornish King, Sedrig the Sly, founded a monastery on the cliffs above the northern shore of the Sea of Pelluria. He called it Highwall and set aside a large tract of land to support the enclave. He declared it an independent settlement free from the rule of any human or fey and invited scholars from across Eredane to come live and study there. His only requirement was that the knowledge accumulated at Highwall would belong to the people of Eredane, shared by all.

The monastery gained renown for the intellectual prowess of its members, and it quickly grew. A village was established to support the growing community of students that came to the monastery to study. In only a few years, the village became a town, and the town eventually grew into the sprawling city of Highwall. The Academy became famous for the great minds that studied there and for the vast powers of the channelers and alchemists that worked in its laboratories. The Scholar's Tower, a vast and beautiful library, became the single largest repository of books, tomes, tablets, and scrolls in Eredane and the focal point for historians, poets, magicians, and other intellectuals of every race. By 220 SA, the presence of the Academy and its standing as a tax-free port had made the city of Highwall one of the most significant economic powers on the Pelluria.

Now, in the world of Shadow, the beacon of knowledge that was the Academy has been snuffed out. When the Night Kings took Highwall, the first thing the legates did was burn the Scholar's Tower and raze the vast compound that housed the Academy.

House Pendor

Tabel Pendor was an honorable man whose only concern was for the welfare of the people of House Pendor. His house keep was in the plains city of Bastion, and his people were such able farmers and ranchers that his kingdom was known as the Pantry of the Northlands.

In the closing years of the Third Age, as Izrador's agents spun their webs of betrayal and dark promise across the north, Pendor became more and more fearful that his people were certain to suffer terribly if they resisted the Shadow. In his despair, Pendor eventually convinced himself that allying with Izrador would be the best way to protect his people. When his pact with the Shadow was made known, the apparent betrayal drove his outraged people to resist the orcs when they came to Bastion. The battle for the city was short, the resistance was crushed, and many thousands were killed. Seeing what his efforts had wrought, Tabel took his own life rather than face the consequences.

House Pendor and its lands are now ruled by a corrupt Sarcosan prince named Sameal. His subjects despise him but fear his orc enforcers. They live as virtual slaves, working in the vast fields of the Pendor lands, growing crops and raising livestock to feed Izrador's armies. Despising the memory of Tabel, many refuse to claim Pendor heritage.

House Esben

House Esben was always a minor clan but was ruled by a good family from the capital city of Port Esben. They had a small trade fleet and benefited by contracts with House Pendor that gave them shipping rights to the greater part of Pendor's agricultural trade.

In 886 TA, Vildar Esben ascended to the throne of House Esben. He was a disturbed little man who heard voices and treated his underlings cruelly. However, he was always wise enough to treat and reward his military captains well and enjoyed their staunch support. With his coronation, his obsessions and paranoia grew more and more pronounced. His dark depressions became debilitating, and his paranoid delusions led to more than one bloody purge of his court. By the time the agents of Izrador came to Vildar with their dark promises, he was already far beyond the pale and readily allied with the Shadow. In exchange for dark magic that keeps him alive even today, Vildar has become a willing and enthusiastic minion of the dark god. His cruelty and vicious temper have been responsible for the deaths of thousands of Northmen, and those of his subjects who have not fled to other lands live in constant and abject fear.

House Clans

Though every Northman traces his heritage to one of the Great Houses, each is also a member of smaller clans within each house. These groups are large, extend-

ed families that define a Dorn's more immediate relations and loyalties. Most existed as loyal lines of their respective houses, some were nefarious, and others found distinction in service to their liege lords. Clans like the Mahalds of House Davin or the Calders of House Pendor are still famous for their historic military accomplishments. The Alard clan of House Sedrig was always rumored to be the wealthiest family on the Pelluria, and whenever a tale of daring, romance, and villainous intrigue is told, the Doval and Podrick clans of House Baden and House Chander always seem to supply the main characters.

Though house allegiance was once the cornerstone of a Northman's honor, the dark times and betrayals of the Last Age have served to realign this obligation. Now, for most Northmen, their extended families take precedence over historical house allegiance and their actions are often governed by the survival and ambitions of their individual clans.

Personal Combat

The Dorns have a long tradition of honor combat between champions. In their earliest history, this always assured that the most powerful warriors would lead the clans. In the golden ages of the Great Houses in Eredane, it assured that grudges and quarrels could be settled without the houses involved going to war. Though the practice long ago fell from favor as a means to arbitrate political and legal disagreements, it remained a common way to settle matters of honor and sometimes even a means to decide a pending battle with little bloodshed. In the dark age before the final fall of the Northlands, it became a foul means by which rivals battered each other's reputations, or worse still, carried out what amounted to sanctioned assassinations.

In traditional honor fights, the challenger would call out the challenged by sending him a broken dagger. The challenger's second would deliver the dagger, state the nature of the offense, and wait for formal acceptance. To accept the challenge, the offender would replace the broken dagger with a whole blade. To reject a challenge was to brand oneself craven and forswear one's honor. Once the challenge was accepted, the arrangements would be made, the principals would meet with their seconds, and they would commence fighting. Such duels were typically fought with dulled blades and were seldom to the death unless grievous offense had been made. At worst, most such fights ended in a broken arm and wounded pride.

In the years of civil strife leading up to the fall of Erenland, it became common for such challenges to be made as strategic moves in the ongoing conflict. Greater warriors would challenge and kill weaker ones, and weaker ones would contrive circumstances to put superior seconds in their places to kill stronger opponents. Much good Dornish blood was spilled in these duels, and many of the Old Kings' knights were culled as a direct result. Many now look back at that time and suspect the hand of Izrador was at work in this. There are few with the will and honor left to fight duels, and even these few now seldom enact the tradition, knowing that it only serves to further weaken the Dornish houses.

Highwall is still a large city, of sorts, though many of its people died or fled to the south during Izrador's rise, and much of it has fallen to neglect over the last century. The stark ruins of the Academy still stand, as the legates prohibit anyone from building on the site or even clearing away the rubble. The Shadow intends the skeletal remains of the tower to stand as a visceral reminder that learning and books are punished with fire and death.

Many of the scholars and wizards from the Academy fled the Shadow's forces, bearing with them what books and papers they could carry. Many were hunted down and killed and others died in the wilderness. The cleverest went to ground in far-flung places. Some stayed in the human realms, hiding as best they could. Others traveled deep into the fey lands to seek the aid of colleagues and fellow intellectuals. These survivors began to teach others what they knew, attempting to pass on their knowledge and the wisdom of the few books they'd managed to save. Many were found out and arrested by the legates. Others were sold out to agents of the Shadow, and many lost their will and simply gave up. The rarest few managed to build small communities of like-minded people, students willing to risk the wrath of the Shadow to preserve at least part of the legacy of knowledge for which so many have died.

The Loss of Knowledge

The forces of the Shadow in the North raided and burned, killing all who opposed them, and laid waste to the land. They destroyed whole cities, wiped entire cultures from the face of the earth, and plunged the world into a dark age out of which there is little hope of crawling. The legates of the Order of Shadow have continued to drive this descent into darkness by outlawing literacy, writing, and science, arresting or killing outright those found with books or teaching others to read.

With the destruction of the accumulated knowledge of centuries and the brutal punishment of anyone caught pursuing such knowledge, the Order of Shadow has forced the human lands into a pit of ignorance and sealed it over with fear, suspicion, and hate. Trade routes

have been broken and the flow of information severed along with the flow of goods. Without the natural exchange of ideas and knowledge, the human lands have fragmented into isolated pockets of mistrust and prejudice. Art has ceased to exist and only the basest of necessary crafts continue. The common tongue, once widespread, is fragmenting into incomprehensible regional dialects, further alienating humans from each other. The sciences of alchemy, healing, and metalworking stagnate and slowly revert to more primitive forms.

Now, even if the fey were free to openly walk the land, they would find nothing but fear and prejudice awaiting them in the human lands. Suspicious peasants and fearful city dwellers alike would hand them over to the legates' spies, with no respect for the memory that their peoples once stood together against the Shadow.

Even in the lands of elves and dwarves, where books and literacy are cherished legacies, there has been an inevitable academic decline. Under the reign of the Shadow, trade with the fey is punishable by death and therefore only vital goods are smuggled into their lands. Unfortunately, little science or philosophy comes with them. As one by one settlements near the borders of their lands fall to the Night Kings' raids, great thinkers are murdered and libraries of irreplaceable tomes are burned. One idea, one thought, one story, or one scroll at a time, the collective enlightenment of the world is falling prey to the fire and hate of the Shadow.

Personalities

Roland of Redgard

Roland of Redgard is the last of the heirs of House Redgard and is the charismatic leader of the outlaw Northman band that has become known as Roland's Raiders. Roland is barely more than a boy, having just turned 19. His is small for his race, but he has a fierce look in his eyes that gives larger men pause. He rides like a Sarcosan and is a natural tactician. He has been called out to single combat more times that he can remember and refuses to kill even the most aggressive challenger. Instead, he beats them senseless and when they recover he often asks them to join his raiders. Oddly, most accept, eventually becoming rabidly loyal to the young leader. Though many have tried to convince Roland to wear his father's crown, he refuses to do so in exile, swearing he will only accept the throne when the Northlands are once again free.

Jaden the Pirate Prince

Jaden Norfall is third eldest of the seven Norfall heirs that captain the fleet of the Pirate Princes, but he is the unquestioned leader. To those that do not know him, he appears every bit the handsome, arrogant, foppish, good-for-nothing heir apparent of a once-great noble house. On the open water, however, he is a sea captain of unmatched skill and cunning. Countless times he has out-maneuvered superior numbers of orc and traitor lord vessels, always coming away victorious, enemy ships aflame in his wake. He has forged his love of the sea and knowledge of its ways into a powerful weapon for resistance and revenge. Though the man seems charmed and all but invincible, Jaden's kin fear that his increasingly bold actions and hunger for vengeance may soon be his undoing.

Vildar Esben

Vildar Esben, ruler of House Esben, is mad, and though he was insane long before he became a pawn of Izrador, the condition certainly made it easier for the Shadow to corrupt the cruel little man. Vildar is now the head of the last Great House that freely operates its fleet on the open Pelluria. Though most of this so-called trade is troop and supply transport in support of Izrador's forces, this does not seem to concern Vildar, as he is convinced he has led House Esben to the greatness it has always been denied.

Vildar is paranoid, vicious, spiteful, and cruel. Even his black-hearted generals fear his wrath. Vildar hears constant voices he believes are the spirits of his ancestors, offering him guidance. Most of these voices are his own delusions, but one is the voice of Izrador and seems so easy to obey. Vildar does not even realize he is a puppet of Izrador and has rationalized the downfall of his rivals and the presence of orcs in his city as part of his own strategic genius. He even believes the supernatural longevity he has been granted by Izrador in exchange for his service is simply a mark of his own greatness, a boon from the shades of his ancestors.

Sites and Features

The Fortress Wall of the Northern Marches

Though legends abound about the great Fortress Wall of the Northern Marches, there is no doubt that the ancient defense works is a real part of history and one that played a major role in staving off the Shadow in the Second Age. The Fortress Wall is not a single edifice but a long chain of forts, keeps, and towers that stretches along the border of the northern frontiers. Built during the heady days following the first defeat of the Shadow, the Wall was a collective effort of the free races of Eredane, a testament to their combined strength and their shared fear of Izrador. Any two consecutive forts in the Wall were never more than a few day's march apart and each was built not only as a defensible keep but also

a garrison, storage depot, and sally point for patrols and small armies. The Wall served as a military barrier keeping the marauding remains of the dark god's forces safely at bay in the north and as a means to contain any future rise of the Shadow.

For more than a thousand years the Fortress Wall served its purpose, supporting the armies of the free races and defending the south. When the Shadow rose again, the Fortress Wall stood fast against it, a vital force in stemming the black tide of Izrador's second invasion. The Fortress Wall of the Northern Marches was lauded in song and story. Broken stone was rebuilt, ramparts remanned, vigilance redoubled, and time passed.

Years became centuries, and as can happen during long periods of peace, allies began to squabble and kings found better uses for their gold than rebuilding fortress walls and feeding idle soldiers. Failing treaties, racial mistrust, civil war, and decaying economics conspired with the insidious corruption of Izrador to bring down the Fortress Wall. Repairs were neglected and the more remote keeps were abandoned. Standing soldiers mustered out and conflicts with neighbors drew away the armies that remained. Orc raiders plundered and razed many of the undermanned keeps and took over many of the abandoned forts, turning them to their own dark uses. The orcs rebuilt many, making them forward outposts from which they could raid nearby lands and covet the world to the south.

By the end of the Third Age, the Wall had become a broken and useless defense. Many keeps had fallen to rubble or been plundered and burned. Those that were still manned were overrun and quickly fell to the hordes that poured out of the north. Many were taken by the Shadow and used by his armies against the free races of the south in just the same way the forts were once used against them.

Today the ruins of the Fortress Wall are a bitter legacy, standing like a row of gaped and broken teeth across a desolate land. Most of the individual keeps are gone, lost to the ravages of war and time. A few are still held by forces of the Shadow, but even most of the battlements they once took have been abandoned as the armies moved south. Some have been conquered by wild tribes of goblins who live there in feral squalor. Some have been taken over by human squatters and turned into fortified villages against the horrors of the night. Many have become haunts of the undead or other creatures too foul to follow even Izrador.

A few of the original Wall forts are still held by the elder races. Where the Wall passes through the northern evergreens of Erethor, there are still elven fortifications built of living trees, held by soldiers and wildlander scouts loyal to the Witch Queen. In the Icewall Mountains, the dwarves keep a number of their old forts battle-ready, while they sharpen their axes and practically challenge the Shadow's dark forces to attack.

The citadels of the Fortress Wall were by no means similar in design, layout, or construction, and the lands on which they were built varied as much as the forts themselves. Many of the human keeps were tall, fortified towers built in the open northern steppes. Water-filled moats and iron reinforced limestone walls were common structural elements. The dwarves preferred to carve their forts into the living rock of the mountains, featuring ramparts and war machines that gave them commanding positions over the mountain passes and deep caverns they guarded. The elves worked living copses of huge trees into fortifications that combined the forces of magic and forest into unbreachable wooden towers that gave their archers and battle mages key advantage over their foes.

The Sea of Pelluria

The Sea of Pelluria is a vast freshwater fed primarily by the cold flows of the Ishensa, Gamaril, and Torbrun Rivers. It fills the heart of Erenland and is the natural southern border of the Northlands. It is a central ecological feature of Eredane and influences climate, weather patterns, and flora across the continent. The sea is as varied in its forms and moods as the great oceans, and in the winter it can raise up terrible gales.

The northern shore is a long wall of high limestone bluffs and sea cliffs broken only occasionally by small bays and river estuaries. The seascape is stormy and chill in winter and blustery and cool in the summer. The waters are deep and iron gray, with spiteful, unpredictable tempers. Storms are common and the worst of them seem to turn the very water black in their rages. The southern shore, in contrast, borders a gentler, shallower sea. The southwest winds are consistent, the summers are warm, and the winters mild. The sea is a more predictable mistress in the south and is seldom anything but the richest of blues. In the west, the easternmost reaches of Erethor line the shore and the large wetlands drain into the sea. In the east, the high peaks of the Kaladruns are reflected in the water's surface and foothills rise right from the shore. There are countless islands scattered across the Pelluria, but few of any size. The Corbron Isles are the largest and are rumored to be the secret haven of the Pirate Princes.

The gnomes were the first to explore the Pelluria, which at that time was known to the younger fey as the Ebon Sea. They settled its shores and lived off its bounty as fishermen. They eventually became traders and on its waters carried their goods from one end of Eredane to the other. They eventually gave up their shorebound lives and took to the sea and rivers permanently. When the Dorns invaded and settled the Northlands, the gnomes were quick to adapt and gave the seafaring humans reign over the sea, forsaking it for life on the rivers.

The Dorns renamed the Ebon the Sea of Pelluria as a remembrance of their lost homeland, and their Great Houses settled its shores. Dornish sailors quickly became masters of the sea's many moods and the humans prospered as their cities grew and shipping routes became the economic lifeblood of their people. Every house maintained trade fleets and small navies to protect them. Even through the Sarcosan conquest and the founding of Erenland, the Pelluria remained the tie that bound the lands of the Old Kings together. That is until Izrador's insidious agents severed this bond with dark magic and vile betrayals. Now the Pelluria is a sea of war where the blackened wreckage of broken ships mixes with the blood and tears of the Dornish people.

In some ways the geography of the Pelluria has been an unacknowledged boon to southern Eredane. The orcs are poor and unwilling sailors, and though they use the sea to transport troops, they are still not accomplished seamen. They have so far not used the sea or rivers to their potential, and their drive south of the Pelluria was not as forceful or well supplied as it might have been. Consequently, Izrador's forces are not as agile, well equipped, or as often reinforced as they could be. Unfortunately, the pause the Pelluria affords the orc armies means that the Northlands suffer under an abundance of well-supplied enemy soldiers and that the southward migration of the orc noncombatants is stagnating along the sea's northern shores.

In these days of the Last Age, the only ships that freely sail the Pelluria are the meager remnants of the great Dornish trade fleets under the control of the traitor lords or converted to the use of the orc armies. A few small gnome barques ply the sea under orcish charter, but the majority of gnome vessels keep to the major rivers. The limited trade that goes on supports Izrador's war effort or serves to fill the warehouses of his traitor kings. There are other vessels that sail the inner sea, not quite so openly, and the trade they seek is that of smuggling or piracy. Under the restrictions of the Night Kings, humans and gnomes alike have been forced to establish large smuggling networks across the Pelluria, both to make a profit and to support the resistance. Pirates of every stripe, privateers as well as noble sea captains, hunt orc vessels with the skill and single-mindedness of some of the deep-water predators that lurk in the Pelluria's deeper reaches.

There are myriad creatures that make the Pelluria itself their home. Most are natural but many are otherwise. Fish, of course, are abundant, as are sea birds, otter, and freshwater sea lions. There are also more dangerous creatures like island lizards, lesser sea drakes, and the arguably mythical greater sea dragon. The sea is also home to countless nature spirits and uncounted other supernatural entities of a less benign sort.

Sailors are a strange combination of the pragmatic and superstitious. They keep a lookout for natural predators with crossbows or axes close to hand, yet they are the first to drop offerings over the side or make prayers to ancestors when it is a question of sea spirits. The creatures and spirits of the Pelluria have always

been a concern for those who sailed its waters, but since the coming of the Shadow it seems that even the usually harmless creatures have become vicious and the truly dangerous creatures have become even more fearsome. Many blame Izrador and claim his legates have used their black ways to turn the creatures of the sea against the world, and seeded the waters with foul, unnatural beasts far worse than any wizened sailor has ever seen before.

There are even times when some of the darker creatures that usually haunt the land take to the waters. The Fell are always a problem, but along the shores of the Pelluria, these abominations take on a more insidious nature. They have learned to hide from the daylight and city watches by lurking in the shallows of the Pelluria itself. During the day, they cling to the mud and rocks of the sea floor, only to rise wet and weed covered to lumber into town on their deadly hunts. Many sea coast towns have had to establish boat watches that patrol the nighttime shallows on alert for these amphibious horrors.

Cities of the Northlands

Baden's Bluff

The Baden family keep is built on a low bluff at the head of a wide peninsula that hooks out into the blue waters of the southern Pelluria. The heart of the city occupies this point and is cut off from the mainland by a high wall that runs east to west across the base of the small cape. In the earliest days of the city, many canals were dug into the peninsula to serve as both protected harborage and waterfront docks. Over the intervening centuries, the channels were further excavated to provide more building stone, and now the city is a maze of water-filled canals running throughout, spanned by countless foot and cart bridges. The canals make for convenient transportation of goods and passengers by small flatboats, but they create a confusing cityscape for any visitor unfamiliar with their layout.

When the orcs came to the southern shore in the Last Battle, the heirs and knights of House Baden went out to meet them. When the bloodied survivors came straggling back, they readied the city for a siege that never came. Baden's Bluff was not strategic to the southward drive of Izrador's army, and it did not have the military resources to threaten the orcs' advance. As a result, the city was left relatively untouched by the immediate ravages of the orc invasion. Though the orcs occasionally raid for slaves and other resources, the many canals and the surrounding sea seem to discourage them from permanently occupying the city. Additionally, the bounty of the sea helps to curb the economic devastation that plagues surrounding lands. Though still hard, life in Baden's Bluff is much better than it is in any other of the Northlands' larger cities.

In a selfless, strategic move that likely saved the lives of thousands of his subjects, Fedrick Baden ordered his people not to openly resist the orcs but to live on as best they could. He bid them strike from the shadows but only when certain of both a deadly blow and a sure escape. The king and his court then abandoned the family keep and melted into the populace of the city. Since then, the heirs of family Baden and their agents have spread out into the remaining cities of the Northlands where they lead a hidden war against the forces of the Shadow. It is likely that the ships they set ablaze, the officers they assassinate, and the information they gather has a greater impact than all the bloody raids and lauded last stands of the other insurgent Dornish outlaws combined.

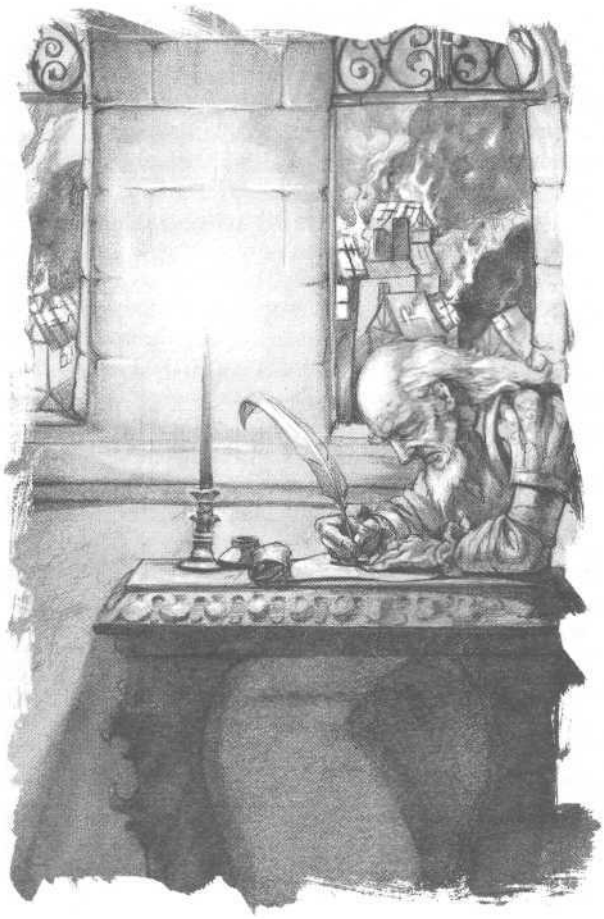
The quiet and underground resistance of the populace of Baden's Bluff has served to make the city a sanctuary of sorts for outlaws and smugglers working against Izrador. These insurgents know not to make open war in the city and use it instead as a refuge for rest and resupply. Baden's Bluff's proximity to Erethor also makes the city an important staging point for smugglers that parley with the elves, trading raw ore, foodstuffs, and information for elven blades, arrows, and magic. As a result, gnomes are common in the city and even elven agents occasionally come to Baden's Bluff, knowing it is the only city in the Northlands where they will not be quickly betrayed to Izrador's minions.

Cale

Cale was once a large city built in the limestone block-and-wall tradition of the Old Kings. It was a good city ruled by a good family. It served as the western overwinter stop for many trade caravans and so had a cosmopolitan culture that belied its provincial location. It was surrounded by open plains, countless livestock ranches, and horse farms and was an important regional trading post when caravans came to town.

All this ended when the city fell in the early days of the Shadow's third invasion. Having stood strong for thousands of years, Cale fell overnight, betrayed by agents of the Shadow who loosed a demonic spirit called Vorzelem within the city. Nothing escaped the creature's wrath. It slaughtered everyone that had not already fled the orc hordes and smashed every building to rubble with terrible, sundering magic.

Now the city lies in absolute ruin, haunted by the ghosts and stalked by the walking dead that resulted from the carnage of the fall. Vorzelem reigns over these tortured souls and has turned Cale and the surrounding lands into a demonic refuge in which even the orc hordes are now afraid to travel. Hunting packs of the city's Fell now raid farther to find sustenance, attacking orcs and humans alike.



Chandering

Chandering stands in the hills above a small bay on the eastern shore of the Pelluria. It was always a small city off the primary northshore trade routes and therefore never as wealthy or powerful as its ruling family would have liked. The house keep sits atop the tallest hill, and the surrounding city cascades down lesser hills to its waterfront on the protected southern shore of the bay. While the castle is one of the largest and most elaborate on the Pelluria, the rest of the city's buildings are modest and packed closely together.

Since the betrayal of Gregon Chander, the city has been reformed. Historically, the only defense works had been around the keep. Now a massive wall of stone surrounds the entire city and five high towers watch over the harbor, the town center, the gates and approaching roads, and Chander Keep itself. Orc minions and worse patrol the city and garrison the castle. Orc-captained ships fill the harbor, from which they raid coastal villages for food and slaves and hunt the pirate fleet of House Norfall.

The people of Chandering live a nightmare parody of their former lives. Gregon plays at being the great Dornish ruler, demanding fealty and service from his subjects. Their existence, however, is no better than that of slaves and they live in constant fear and at the whim of their traitor overlord and his minions. Many attempt to escape, either overland or in small boats. Most are captured by goblin enforcers, killed, and then hung to rot from the tower walls as object lessons for the rest of the populace. Life in Chandering is a tale of woe and suffering that foreshadows the eventual fate of all Eredane.

Fallport

Fallport is built in a deep cove set in the midst of high northshore sea cliffs. The cove makes a good harbor, and the natural lay of the land made the unique construction of Fallport possible. The cove is a rough semicircle with pointed headlands that protect the harbor against the frequent storms of the northern sea. As the city was constructed, the limestone used to make its buildings was quarried from the shore in rising terraces. Now, centuries after the city was first founded, Fallport sits on concentric, stairlike plazas that progress upward and inland from the sea's edge to the top of the surrounding cliffs. The original construction was ordered, and many of the buildings were carved out of the living stone as much as they were built from blocks. Many extend deep into the cliff face, and there are rumors that Castle Norfall has hidden chambers and halls that reach far inland underground. Nearer the top of the bluffs, the city is younger and less carefully planned, and most of the buildings are excavated rather than built up as proof against the cold of winter gales.

Fallport was the capital city of House Norfall. When the city fell, its princes took to the Pelluria in what remained of the Norfall navy and continue to resist the Shadow on the open sea. The citizens that had not already fled were loaded onto the ships of the Norfall trading fleet and taken south to Baden's Bluff and sent ashore with orders to seek refuge deeper in Erenland. The elderly and the young were forced to comply, but being steadfast Norfalls, the fit and able turned many of the trading ships about and sailed north again to join their prince and his pirate fleet.

Fallport is now abandoned by its original inhabitants, but its many underground dwellings were quick to attract an orc population. Now, the city is the southernmost settlement of orc noncombatants in the Northlands. There are perhaps 10,000 members of the Gray Mother tribe living in Norfall, and the city's shipyard and docks have become important elements in the orc war effort. Human slaves live packed into the waterfront warehouses and are forced to work as fishermen, ship builders, and dock workers by whip-wielding goblin overseers.

Highwall

Highwall was once an economic giant and intellectual beacon on the Pelluria. Its prime location on the northern coast route and its independent status gave it advantages that made the city a vital trading center and a key link in the economic chain between southern Erenland and the Northern Frontier. The presence of the Scholar's Academy drew intellectuals from all over Eredane and the city's population was the largest on the Pelluria and more racially integrated than any other city on the continent.

When the orc hordes came out of the north, the soldiers of House Sedrig and the powerful wizards at the Scholar's Academy were not unprepared. They had read the portents and had set themselves to the city's defense. What they could not have known was the ultimate fury with which the orc hordes and their Night King generals would attack the city. It seemed as if every orc, goblin, and ogre in the world descended on the city on that fateful night. The Night Kings and their legate lieutenants broke its walls with terrible magic and survivors claim Zardrix herself set both the defenders and the city ablaze.

The attack was a symbolic as well as strategic one. By crushing the city, Izrador destroyed the greatest symbol of peace and interracial culture in Eredane while also destroying the greatest single repository of knowledge and magical lore outside of Caradul. In this single attack, his forces burned away the enlightened and social links that helped hold Eredane culture together.

Izrador's minions razed the Scholar's Academy, and on its shattered grounds raised the greatest fortress ever built in all the lands of Eredane, and perhaps all of Aryth. Theros Obsidia is a massive tower of black stone, magicked up from the very bedrock of the sea cliffs. The tower's vast height is lost in the veil of fog that always seems to hang in the unnaturally still air that surrounds the ruins of Highwall. The lower levels of the dark keep sprawl outward like the limbs of a great, fat spider, dwarfing the remains of the surrounding city, and the once great Library Tower of the Scholar's Academy stands a broken and skeletal ruin in the shadow of the larger edifice.

To Theros Obsidia, all the homage of the orc hordes and deference of the legates is turned, for it is in this unholy keep that the stories claim the manifest form of Izrador resides. It is from this place that they say he guides his armies and unfolds his grand and vile plan. Though many believe these are simply the dread tales of frightened people, there is no doubt that the fortress is the capital of Izrador's dark kingdom. The Night Kings frequently visit the keep and there are thousands of orcs garrisoned there, with armies of the foul creatures always moving through the area, stopping for supplies and fresh recruits.

The humans that still reside in the ruins of Highwall, in the shadow of the black tower, are the broken slaves of the orc armies garrisoned there. They live in hovels cobbled together from the ruins and eat the few scraps left to them by their orc masters. They have forgotten their Dornish pride and exist as ragged, savage animals without the faintest shred of hope or dignity.

Steel Hill

Steel Hill is a mining and foundry town in the southwestern foothills of the Highhorn Moutains. It is young as large Dornish settlements go but became an economic power as its metal trade expanded. Before Izrador conquered the Northlands, Steel Hill was known for it fine weapons, armor, and tools and was also a source of the raw iron ingots from which more southerly smiths forged their wares. The city was a sprawling complex of foundries surrounded by residential neighborhoods, as well as the outlying villages of miners, farmers, and woodcutters. The air was always full of gray charcoal smoke and the clanging music of hammers.

With the betrayal of Eden of House Falon by her vassals, the city quickly fell under the control of Izrador. It has since become a nightmare place of human despair and suffering. The populace slaves under the yoke of orc lash-masters, digging in the mines and smelting steel. As quickly as they die, more are brought in by goblin slavers from across the Northlands to take their places. The steel and weapons they produce are shipped in well-guarded caravans across Erenland and used to kill their brethren and support the war efforts against the elves and the dwarves.

White Cliff

White Cliff was the capital city of House Sedrig, set atop high, chalky sea cliffs on the north shore. It was small but wealthy, gleaming white and full of fountains, beautiful mosaics, and great mansions. Its harbor was in a narrow defile created by the mouth of the Northfork River and quarried out into a protected port well within the high sea cliffs. Though not a vital port in its own right, House Sedrig and the city of White Cliff profited greatly by the presence of Highwall within their lands.

When the orc armies came down from the frontier, White Cliff was one of the first cities they planned to attack. When they arrived, however, they found the city empty, its people fled to the south and its warriors preparing to stand with their kin in what would become the Last Battle. The horde took most of the resources left in the city but left its structures largely unscathed. White Cliff's open vistas and perches on some of the Pelluria's highest bluffs make the subterranean creatures uncomfortable and so they have left it unoccupied. The city is now a staging point for smugglers and human bandits and home to the occasional goblin squatters. When the humans periodically surprise the squatters, the streets ring with the clash of bloody street fighting.

Against the Shadow

Three kinds of humans live in the Northlands: broken slaves, fearful villagers, and those still fighting against the forces of Izrador. The first two are pitiful and hopeless or wild as animals and not to be trusted. The latter are the last hope for the Northmen and the only people with the pride and honor of their Dornish ancestors. It is within the ranks of this resistance that the new heroes of Eredane are born and where any hope for humankind remains.

Roland's Raiders

In the wild, northwestern plains, there is a growing band of outlaws known as Roland's Raiders. Once only a few stalwart souls, this ragged army of horse soldiers has grown to more than 3,000 men and women. Led by Roland, heir to House Redgard, these fierce and experienced fighters are an increasingly painful thorn in the side of the orc army. Roland's Raiders are all excellent riders and can cover great distances quickly. They strike targets and then vanish instantly into the wilds, only to strike again a few days later but many leagues away. They have come to think of killing orcs as most people think of breathing. They raid supply caravans, kill soldiers, assassinate officers, and burn encampments. They steal most of what they need to survive, but many of the smaller, isolated villages frequently offer them what food and supplies they can. They have earned the respect of the elves and trade tactical raids and information for weapons and magic. Roland has also been given permission to take refuge in the fringes of Erethor when in need. The raiders are a noble band but each and every one is certain that his life will be lost in the fight, and each and every one has already asked his departed ancestors to prepare him a place in the afterlife's circle of heroes.

Shadows of the Shadow

The members of House Baden are many, and they largely escaped the pogrom of the traitor lords. When the final attacks began, they ordered their people to resist the Shadow, but carefully and in secret. The heirs themselves ghosted into the population at large, and now their descendants and their agents work in the shadows, fighting a clandestine urban war against Izrador.

Secret War

A well was poisoned in the heart of Port Esben, and more than 200 orcs died before it was discovered. Not a single human was affected. The traitor lord Maden's warehouse in Bastion was burned and rebuilt three times before he was finally forced to keep his personal resources stacked in the halls of Pendor Keep. Orc ships in Chandering seem to sink while docked with greater frequency than those at sea. Orc officers ignore their broken and silent kitchen slaves, yet outlaw bands and smugglers always seem to know when orc troops are about to make a raid. Such small sabotages may be quiet and lack the honor of swinging a sword in combat, but over the years this hidden war has been more costly to Izrador's army than any other single campaign.

The Pirate Princes

The Pirate Princes, as they are called, are all heirs of the Norfall royal family—three brothers, one sister, two cousins, and an uncle. This fleet of pirates is led by Captain Jaden, the eldest of the brothers, and the orcs consider him the scourge of the Pelluria. The orc fear of drowning is so acute that even the mention of these sea raiders makes them nervous. The Pirate Princes spend most of their efforts hunting and sinking troop carriers and taking supply ships as prizes. For each ship they lose, they take three, and slowly their tiny fleet has become a sizable flotilla. Still, they are outnumbered, and they are forced to depend on surprise and their hidden harbors in the Corbron Isles to avoid the orc oar galleys sent after them.

Beneath the Surface

The natural fauna and sea spirits of the Pelluria are dangerous enough, but the legates of the Order of Shadow have taken steps to make them even more perilous. Several years ago they summoned a number of aboleths from their subterranean domains under the Kaladrun Mountains and released them into the Pelluria. Unfortunately, the legates' efforts to control them have failed and the enraged creatures now attack orc ships as mercilessly as they attack human vessels.

The legates have succeeded in binding an elder water elemental they know only as Grixelpaux, a terrible spirit that for some unknown reason has been trapped in Aryth and the waters of the Pelluria since long before the fall of Izrador and the Sundering. They intend to use this entity to hunt down and destroy the Norfall fleet.

Blood from Stones

Izrador's war effort against the younger fey is taking an even greater toll on the Northlands than might at first be apparent. The Shadow's forces are bleeding the human lands dry of every resource in their efforts to conquer Erethor and the Kaladruns. Every weapon forged, every soldier fed, every slave worked to death is one more brick that is taken out of the already crumbling ruin that is northern Erenland. As this drain of resources continues, nothing will remain of the once-proud Dornish people save broken walls and bone dust.

CHAPTER 6

Southern Erenland

It is the duty of all men to excel, and he who does not improve his station will die honorless and without value. The worthy man will ride forever with the Heavenly Host, but the sheol is doomed to walk alone in the dark places.

— Excerpt from the *Sorshef Sahi*

The Southlands

This chapter presents detailed information on the history, geography, culture, and personalities of the southern realms of the fallen Kingdom of Erenland. The text of this chapter is designated as closed content.

The region that most consider southern Erenland reaches from just south of the Ardune all the way to the Kasmael Sea, and from the border of Erethor in the west to the foothills of the Kaladrun Mountains in the east. It is a dry, golden grassland divided north to south by the wide green ribbon of the Eren River Valley. The northern terrain is rolling with deceptively deep draws and sharply cut, seasonal stream beds that drain into the Eren. In the south, the plains are as flat as still water and fade into the haze at the distant edge of sight. There are more than a dozen species of tall sword and plains grass that dominate the vegetation and small woodlands along the stream beds and where wetter soils give them life.

In the northern reaches, the plains are dry prairies that bloom bright green with spring rains but slowly turn brown and dusty by the fall. Winters are cool and bring occasional chilling rains. Massive herds of boro, once rare for having been over-hunted, graze across the plains in great numbers now. There are simply too few humans left in the central plains to keep their numbers in check.

In the far south, the grasslands are hot, verdant savanna watered by frequent rains off the Kasmael. The seasons vary little, distinguishable only by the turn of the stars and the plants that are in bloom. Antelope and sedge grouse are mainstays for hunters, and the skies wheel with birds of every kind.

Where the plains meet the sea, there are vast salt marshes and great mudflats. The local ecology conspires to make these some of the richest environments in Eredane and they crawl with life of every shape and size. Most coastal creatures are small, mysterious, elusive, and shy, while a few are large, predatory, and extremely dangerous.

The History

The Sarcosan invasion in 230 SA laid the cultural and ethnic foundations of southern Erenland. The Sarcosans brought horses and the secret of steel with them, forever changing warcraft, technology, and trade across Eredane. They built massive cities that would stand for thousands of years, eventually becoming the largest settlements on the continent. They conquered the Dorns and joined with them to throw off their old masters across the eastern sea. They prospered in trade across Eredane and overseas. They bred with the Northmen and gave rise to the Erenlanders of the central plains, a mixed heritage of the Dornish and Sarcosan lines. As part of the Kingdom of Erenland, they allied with the fey and defeated Izrador's second invasion in 1920 SA.

Like the Northmen, the Sarcosans suffered from the long age of social want and political decay that followed the second war with Izrador. Though the social and economic decline in the south was not as violent or total as in the Northlands, it took a significant toll

nonetheless. The civil wars among the Dorns slowly drained military resources from southern Erenland and cut off vital trade routes and markets between the north and south. The increasing isolationism of the dwarves eliminated another key market for Sarcosan goods, further crippling the south's weakened economy. As the political and economic situation became more unstable, the overseas trade that had long supported the southern port cities sailed elsewhere in search of more reliable markets.

This slow economic decline was insidious, creating political and social unrest that weakened the once-strong fabric of Sarcosan culture. When the agents of the Shadow reached the southern cities, they found resistance to their corruption diminished and discovered a surprising number of willing allies among the destitute and disenfranchised populations.

When Izrador's forces crushed the remaining Northman defenders in the Last Battle and marched south, there was nothing to stop their advance across the central plains. Cambrial fell and was razed as an example to the people of southern Eredane, as if the stories of the Northman refugees were not warning enough. As Izrador's armies reached the westbound arm of the Eren, the sussar Jukal sat ahorse on the open plains just north of the city, scimitar in hand, and 5,000 horsemen from across the southlands at his back. For one moment, hope burned in the hearts of men, and then the black wave crashed over them and washed them under. The ragged remnants of that vast cavalry were forced to flee, and now their descendants fight a hopeless resistance from their tent camps on the open plains.

Though many sussars defiantly resisted the Shadow and held their lands against the final invasion far longer than might have been hoped, the seeds of corruption and the irresistible might of Izrador's hordes eventually subjugated the south, making his victory over all of Erenland absolute.

The People

The dominant race of southern Erenland is the human line descended from the Sarcosan invaders that first came from the Old Empire far across the Pale Ocean. These people are dark skinned, slight of build, and unrivaled horsemen. They have a long history of which they are fiercely proud and live within a strict caste system. There are 650,000 pureblood Sarcosans living in southern Erenland, more than 210,000 of whom live in the large cities of Alvedar, Sharuun, and Hallisport.

As in the Miraleen of Erethor, there are many foreigners that have been trapped in Erenland by the cessation of overseas trade. Members of strange races from distant lands left behind by choice or abandonment, they have been forced to build lives for themselves among strangers in a land apart. There are perhaps 3,500 members of other human and more exotic races living in cities like Sharuun and Hallisport. These foreign races allow DMs and players to introduce exotic player and non-player character races to the MIDNIGHT setting.

Though there are still relatively few orc noncombatants that have migrated south of the Pelluria, there are many priestesses, traders, hunters, cooks, smiths, slavers, camp followers, and the like that have followed the countless orc soldiers into southern Erenland. Including the troops, there are 200,000 orcs and perhaps half again as many goblins, ogres, and other minions of Izrador on the southern plains.

Settlements

Sarcosans were once a nomadic people of horse tribes and tent villages. Long ago, they adapted to city life and permanent architecture, but they never lost their nomadic sensibilities. As a result, Sarcosan cities are open and spacious. They contain many plazas, fountains, and gardens and are surrounded by vast pasturelands. Their architecture is a durable combination of stone foundation and mud-brick construction, and most buildings are round-walled with domed roofs. The buildings tend to be low but spacious, with sprawling layouts, few internal walls, central courtyards, balconies, and wide windows.

Every Sarcosan settlement, from the smallest village to the greatest city, has at least one structure that stands towerlike high above all other buildings. This badrua, or "star tower," is a focus of Sarcosan religious worship and is a modern manifestation of the spirit pole, a tall totem once erected in the centers of ancient tent villages.

The tradition of horsehide tent villages has never been totally lost, and Sarcosan traders, travelers, and hunters once used to make good use of such temporary settlements. Now, in the time of the Shadow, many refugees and freedom fighters are forced to utilize the nomadic dwellings of their ancient forebears.

Individual tents are made from tanned horse leather on which the fur has been left. The tents are low-walled, with wood-pole supports and domed roofs that have large, open smoke holes in their centers. Most tent villages consist of several smaller tents that house up to 20 individuals arrayed around a massive central tent that serves as both a common area and shelter for the camp leader and his extended family. Horses are typically staked by their leads outside the tents of their individual riders.

A typical tent village can be set up in only an hour and can be broken down in half that time. Every tent can be divided into small enough loads that the horses bearing them can still gallop under their burdens. The mobility this lends the horsemen is one of the reasons Izrador's orcs have so far been unable to eliminate the last of the Sarcosan resistance fighters.

Language

When the Sarcosans first came to Eredane, their strict caste system was further divided by language. The nobility spoke a tongue known as Courtier, the language of the noble and ruling classes. The lower and servant classes spoke a simpler language that shared much of its basic structure with Courtier but had significantly different vocabulary and pronunciation. This more common tongue became known as Sarcosan or Colonial to the other races of Eredane. The odd thing is that both groups could speak the other's language but by custom were not allowed to. Communication between the upper and lower classes was therefore strange, with each group speaking to the other in its own given tongue but listening to and understanding the other's words.

After the formation of Erenland, the traditional linguistic stratification of Sarcosan culture began to break down. Their new Dornish allies had trouble enough with the sibilant pronunciation of the Sarcosan tongues without having to learn two different languages. In a relatively short time, practical social pressures overcame traditional taboos and Colonial became the common tongue of all Sarcosans, while Courtier remained the language of science, religion, and magic.

Governance

In ancient times, before the colonial Sarcosans came to Eredane, they were ruled over by a powerful emperor known as the kalif. The empire was large and to facilitate its administration it was divided into districts run by sharif governors handpicked from among the kalif's highest-ranking sussars, or "sworn riders."

When the colonial presence in Eredane was established, the kalif appointed a sharif to govern the new lands. The sharif ruled in the name of the empire, but in practice he was a king in his own realm. But for the tribute he sent sailing back to the kalif, his authority within the colony was absolute. The Sarcosan lands in Eredane were vast and to support his rule the sharif appointed regional governors of his own from within the ranks of his sussars. As the Eredane sharifs aged or were recalled to domestic posts, the emperors appointed new colonial rulers, often the sons or other proteges of the outgoing sharifs. In this way, the post of colonial sharif slowly became a hereditary one.

By 853 SA, the war with the Dorns had ended and the rule of the sharif over the human lands of Eredane was secure. Instead of subjugating the Northmen, the Sarcosans offered them alliance. The sharif offered to accept oaths of fealty from each of the Old Kings of the Dorns and in exchange the Northman rulers would be allowed to retain their lands. Despite initial resistance, dissension, and numerous skirmishes over the matter, the oaths were eventually made and the human lands settled into peace under the rule of the Sarcosan sharif.

By 1062 SA, the colony had begun to chafe under the demands of the Old Empire. The empire was weakening and uprisings across its lands were forcing the kalif to demand even greater tribute. The cost in treasure, ships, soldiers, and other resources had simply become too great. Certain Eredane was too distant to make putting down a revolt easy, and knowing that the empire already fought on many fronts, the ambitious young sharif, Shezen Kari, rallied his sworn men, Sarcosan and Northman alike, and began attacking imperial ships bound for Eredane ports. The sharif was soon fighting a full-scale rebellion. The war was brutal and lasted almost 50 years, but in the end the Old Empire was too far away and spread too thin to maintain control over the Eredane colonies.

In 1113 SA, Prince Zefu Kari, son of Shenzen, called together both his Sarcosan and Dornish sworn men to a great meet that history knows as the Conclave of Kings. At the conclave, Kari declared the lands of Eredane free of the rule of the Old Empire and proclaimed the founding of the Kingdom of Erenland. His family would rule under the title of kalif, High King of Erenland. His line would be first among Erenland's kings, and his sussars, Sarcosan and Dorn alike, would hold their lands as noble princes. He demanded that public oaths be sworn renewing old alliances under the banner of Erenland, and though the early times of the young kingdom would prove difficult, Erenland would ultimately stand for 1,800 years, until the rise of Izrador in 897 TA.

Through the long centuries of the Second Age and darkening times of the Third, the high kings maintained the rule of law in Erenland. Through times of economic crisis, civil unrest, and war, the kalifs held their lands and the loyalty of the people with enlightened leadership, political savvy, charity, and military force. The kalifs were dedicated and honorable kings but in the end they would prove no match for the insidious corruption of Izrador.

Long before Izrador's forces poured out of the north, his dark agents were at work in the south breeding corruption and mistrust among the kalif's sworn men. In the end, many were bent to Izrador's will and Jahzir Kali—a Sarcosan prince of Erenland, one of the kalif's most trusted sussars, and his own cousin—turned against the high king. In the foulest of betrayals, Jahzir became one of Izrador's dread Night Kings and usurped the rightful Kalif Kari, bringing ruin and despair on the realm of Erenland. Now, under the reign of the Shadow, false puppet sussars rule in the great cities of the south and Jahzir Kali claims the title of King of Erenland.

Though they have all been replaced by enemy collaborators, there are still legitimate Sarcosan princes living in the southlands, hiding in the cities or riding free on the open plains. Most are part of the ongoing resistance and have less a desire for their birthrights than for the deliverance of their lands and people from darkness.

Historically, every Sarcosan was oath-bound to a

Parables of the Sorshef

Dal Sahaad is one of the most familiar Sarcosan deities and his name is invoked often. He is attributed with having tamed the first wild horse and is therefore one of the only gods to have ever offered the Sarcosans anything other than lessons. Riders and horse-trainers call on him when dealing with particularly stubborn animals, and horses of exceptional quality are often called Sahaad Bedin, or "children of Sahaad." Sahaad is a bright constellation low in the southern sky and often seems like an outrider to the moon itself.

Dal Hali is the evening star and has the endless, exhausting task of dragging the sun from the sky each night. She is therefore most often called upon when people must accomplish physically difficult tasks or survive circumstances that challenge their endurance.

Dal Pashva is forever a young colt that has just taken to hoof and runs endlessly across the night sky. Dal Pashva is the avatar of fortune, luck, and coincidence and is only seen in the light of falling stars.

given sworn rider, either serving in turn as his liegeman or as a member of his household. This rider in turn was bound to another of higher rank, and ultimately, through the highest order of riders, to the kalif himself. In the days of the Last Age, most Sarcosans are forced to serve lords that claim the title of sworn rider but are little more than traitorous collaborators. The outlaw freeriders, on the other hand, loyally serve their lords by choice, regardless of their lost heritage.

Religion

The Sarcosans are one of the only races in Eredane that still worships divine gods, and through that worship support the trappings of a spiritual religion and its priesthood. The basic tenets of the Sarcosan faith center around the lessons of the Sorshef, or the "Riding Host." The countless members of the Riding Host are gods or goddesses unto themselves and continually ride across the heavens on enigmatic quests reflected in the paths of the constellations. Their adventures are recorded in the *Sorshef Sahi*, an endless series of parables from which the Sahi Priesthood garner lessons of wisdom and codes of behavior for the Sarcosan faithful.

The Sarcosan gods have never been beneficent entities from which their worshipers expected boons in exchange for prayers and offerings. They have instead always been considered strict teachers, concerned only with providing their faithful harsh lessons that serve to cull the unworthy. Therefore, the Sarcosan faith is perfectly suited to a mortal realm severed from the heavens, as it has never promised the favor of its gods.

The Sarcosans believe that whatever challenges and troubles they face in their mortal lives are only tests by which their worth is judged. When they die and take their hashu, or "heaven ride," Sarcosans believe they will be challenged by the god riders of the Sorshef. If they are found wanting, they will be thrown from their mounts and forced to walk forever in the dark spaces between the stars, horseless and dishonored. If they find favor, they will ride as part of the starry host of the Sorshef and shine as examples of virtue and honor to mortal Sarcosans.

There are hundreds of individual deities in the Riding Host and most are believed to be both human and horse, able to assume either shape or any combination of the forms. Each deity is attributed with specific domains of knowledge, skill, and virtue, but only the priests seem able to keep all of them straight. In their daily lives, faithful Sarcosans often call on those whose abilities they most need in a given task, not in hopes of gaining some advantage but more in hopes of impressing the specific god with their own qualities.

The stars of the nighttime sky are believed to be the Sorshef and their hosts, and most of the Sahi parables identify the constellations as specific gods. As a result, almost every Sarcosan can name most of the constellations visible in the southern sky and can recount various exciting or moralistic fables explaining their shapes and paths.

Trade and Craft

Horse Traders

The Sarcosans were once almost as accomplished in their own way as the gnomes in the art of trade. Before the rise of Izrador, they had long been trading partners with the dwarf clans of the southern Kaladruns. They traded the bounty of their rich farmlands for dwarven tools, blades, and fine golden jewelry. They traded with the halflings and eventually grew to depend on the superior skills of their leather workers for saddles, tack, and light armor. They traded horses with the elves for magic, arrows, and medicine. The elves preferred the smaller Sarcosan mounts to the larger Northman breeds, and the Sarcosans have never been known for their magic. They served as middlemen between the Northmen and halfling weavers, spice growers, and tobacco farmers. They made huge profits from exotic goods that came to Sharuun and Hallisport aboard for-

eign ships and passed on to the rest of Eredane. This diverse flow of trade made southern Erenland an economic power and gave the region significant influence across the continent.

During the Third Age, as the dwarves became more isolated and untrusting and as the Old Kings of northern Erenland fell to fighting among themselves, the Sarcosan economy began to fail. Their dependence on the dwarves for metalwork had quietly robbed the Sarcosans of their own skills with steel, and as trade with the mountain fey trickled away, the humans were left with too few able craftsmen. The civil war in the Northlands meant the markets vital to the southern middlemen had little gold for exotic goods, and the flow of northern coin all but stopped. The final blow came with the rise of Izrador and the accompanying end of overseas trade. The Sarcosans were prohibited from manning ships, and foreign vessels refused to land in Eredane ports for fear of the darkness that now covered the region.

The far-ranging and diverse economy of the Sarcosans was broken, and what came to replace it over the past century is a far smaller collection of regional cottage industries and local farms that support only the people of southern Erenland. Restrictions on travel mean that each settlement or small region now must support itself, depending upon its own craftsmen and its own—typically rare—raw materials. Though food is more plentiful than in many other lands of Eredane, there are no local sources of raw ore and so all metalwork has to be done with recycled stock, making iron and steel scraps more precious than the realm's decreasingly valuable gold coins.

Coin of the Realm

Southern Erenland, and more specifically the regions around Alvedara, Sharuun, and Hallisport, are the only places in Eredane where gold and silver still hold some value. The local economy and social order in the southernmost regions have not yet forced people into a barter economy. The puppet princes bolster the use of currency by insisting that all is well and demanding that trade therefore be conducted in coin of the realm.

These edicts encourage inhabitants to continue using gold and silver in their minor purchases, such as mugs of ale, boot repairs, or horse feed. Most people have read the direction of the wind, however, and barter for more valuable goods and services. Though coins are often exchanged in such deals, they are used only as show to satisfy orc enforcers and fool human informants. Even when coinage is used, prices have slowly increased over the past decades and now inflation means things cost three to five times what they once did.

Ways and Traditions

Kingdom of Erenland

The Kingdom of Erenland was initially a political construct created by the savvy Kalif Kali to solidify his power after winning the independence of the Eredane colonies from the Sarcosan Empire in 1112 SA. It was a formal recognition of his rule as high king and a renewal of the fealty that the Old Kings of the Dorns had given the Sarcosan sharif upon their defeat in 853 SA. At the Conclave of Kings, sworn treaties assured that both the Sarcosan sussars and the Dornish house rulers would serve as noble princes under the Erenlander King, retaining rights and privileges as his vassals.

In the early years, the political concept of Erenland had little meaning beyond the words of the treaties that had created it. There was no sense of unity between the Dorns and the Sarcosans, and the political relations between the sussars and the Old Kings were rife with tension and uncertainty. The first decades were hard ones, and there were more than a few rebellions by Dornish princes or conflicts with splinter groups of Sarcosan nobles that tested the fealty of both the north and south to the young kingdom.

As time went on, trade and the inevitable cultural exchange that went with it helped to form the kinds of bonds that political treaties could not and began tying the Dorns and Sarcosans into a unified people. Political marriages between the noble families as well as the inevitable relations between commoners also went a long way towards creating social unity out of disparate cultures.

As decades became centuries, continued trade, intermarriage, and shared enmity toward Izrador led to a social unification that slowly made a true kingdom out of what began as a contentious political convenience. Though regional geography, Dornish house loyalties, and the Sarcosan caste system have conspired to maintain significant cultural differences between the north and south, Erenlanders long ago stopped thinking of themselves as anything else and now feel a strong sense of loyalty to the kingdom and each other, regardless of their heritage.

Sarcosan Castes

When the Sarcosans first came to Eredane, they brought with them a rigid caste structure that had been established in the ancient days of their greatest conquests. Long ago, the lowest levels of this social structure were left to foreigners, criminals, and the most recently subjugated peoples. The highest were reserved only for those of royal blood, priests, political appointees, and horse breeders. The layers in between were for peasants, craftsmen, merchants, soldiers, and

Kings of Erenland

Though the Dornish and Sarcosan princes of Erenland often behaved more like contentious stepbrothers than countrymen, their alliance was strong and owed much to the honor, wisdom, and integrity of the Erenlander royal family. King Kari founded the line with his own kin but was quick to include Dornish blood through political marriage. In 1115 SA, he gave the hand of his sister Princess Sallia to the heir of House Sedrig, Wendel the Sage. The princes born of this marriage were given lands in the south, as many northern fiefs were entrusted to nobles of Sarcosan heritage. By the middle of the Second Age, the lineages of the royal families had become so intermixed that only court heralds seemed able to trace a given ancestry. To the Sarcosans, with their history of empire building, this was the normal course of things. To the Dorns, who had always valued house lineage above all, this was a blow to tradition that many felt corrupted Dornish blood and weakened the race.

the like. The system was strict and harsh, with different laws, social restrictions, and privileges for each caste.

Over the centuries, social unrest and political pressures eventually forced a revolution in the caste structure. Over time, the system became one based less on station of birth and more on individual reputation, honor, and personal accomplishment. This merit-based caste system in its own way remained as rigid and strict as its predecessor but was one in which even the lowliest serf could rise to greatness.

By the time the Sarcosans came to Eredane, the merit-based social structure had been entrenched in their culture for hundreds of years and was one of the reasons the culture had been so successful. Its inherent structure made certain that people of exceptional character and worth rose to power and influence. The system gave subjugated races the chance for prosperity and even greatness within the conquering Sarcosan culture. This relatively enlightened social order is what motivated the colonial Sarcosans to unite with the Dornish kings rather than crush them. It is doubtless one of the reasons the Sarcosans have become the most widespread and dominant human culture on Aryth.

Though royal heritage and wealth still provide a significant head start within Sarcosan social structure, anyone can rise to superior station based on his accomplishments, service, and reputation. Status within the caste system can only be awarded by sussars or the kalif. Though corruption and favoritism might seem a concern, there is so much social value placed not only one's own reputation but also the reputation of those upon which one bestows status that unscrupulous promotions are rare.

The lowest tier of the Sarcosan caste system is that of *sheol* and typically includes criminals, beggars, the unsworn, and foreigners who have done nothing to improve their lot. This caste is never awarded horse rights.

The next highest level is that of *asara* and typically includes farmers, herders, fishermen, peasants, and Erenlanders of Sarcosan descent. Asara may not yet have been awarded horse rights but can typically count on rising higher in the social order.

The third caste is that of *beeshi*, and membership is readily bestowed on merchants, horse traders, soldiers, and craftsmen. Most any Sarcosan of worth will eventually rise to the station of beeshi, though he may be old when the status is bestowed.

The next level is that of *uruush* and is typically only obtained by priests and those of noble birth who provide long or exceptional service to a sussar.

The *sharu* is the second-highest rank and is reserved for those being groomed as sworn riders.

Sussar, or "sworn rider," is the highest rank but includes several levels of responsibility and authority. The sussars answer only to the kalif and it is from their ranks that generals, governors, and other powerful leaders are appointed.

In its own way, the caste system of the Sarcosans is actually more egalitarian than the social classes typical of most other cultures. Though it is a strict system and ascension to higher station is not assured, everyone at least has the opportunity to better his station. Poor and rich, young and old, male and female alike may share a given status and are obliged to follow the same customs. Every Sarcosan is free to aspire to any status and is limited only by his individual ability and ambition.

Children are essentially without station until they break their first horse to saddle. This ritual is full of ceremony and marks a Sarcosan child's transition to adulthood, usually between the ages of 12 and 14 years. If, as sometimes happens, a child is thrown during the ritual, by tradition she must wait a year until she can try again. When a child breaks her first horse, she becomes an adult in the eyes of Sarcosan society. She is awarded the rank of sheol and has the right to marry. As is typical, however, she usually waits until she achieves at least the rank of asara as custom forbids marriage outside of one's caste.

Promotions of caste status can only be awarded by the sussar to which a person is sworn. On rare occasions, other sussars can request that a promotion be given to a person sworn to a different lord, for service rendered or exceptional heroism. Sussars do not make such requests

of their fellow sworn riders lightly and so they are almost always honored.

Promotions from one rank to the next are made for a variety of reasons. The cultural context and how personal accomplishment is assessed are governed by old and complex traditions. Military or public service, acquisition of wealth, scholarly achievement, artistic talent, and learned skills are each means by which higher rank can be earned. Other considerations, such as personal sacrifice, heroism, and special service to a sussar can also earn advances in status. In these dark days, resistance against the forces of Izrador is a primary mark of worth and many rise in rank battling the forces of the Shadow. Though noble lineage and family wealth may be sufficient to carry even a person of questionable worth to the status of beeshi, his own reputation and proven ability is all that can earn him higher ranks.

There are many customary laws, restrictions, and privileges associated with the Sarcosan caste system that are deeply ingrained in everyday life. A person may not qualify for horse rights until he rises above the status of sheol. A person may not marry outside his caste, and only those of the beeshi or higher may breed and trade horses. There is increasing honor and respect associated with higher ranks and deference in all social situations and many legal ones is given to those of superior caste.

Status can be lost, sometimes more easily than it was gained. Lying, cheating, horse-killing, or conviction of criminal acts typically means that the transgressor loses one or more ranks, depending upon the offense. In the most serious instances, not only is a criminal permanently stripped of any and all status, but they are also forever banished from Sarcosan lands on pain of death.

Caste status is a touchstone of Sarcosan culture. Even now, under the reign of the Shadow when so many other social institutions have lost their meaning and when there are few sworn riders left alive to bestow rank, the caste system of the Sarcosans remains a powerful social force. As unlikely as it may at first seem, there is a stability and comfort that the custom lends society that gives Sarcosans a sense of meaning, pride, and hope in these dark times. A person's status is one of the few things of value to both individuals and the culture as a whole that neither Izrador nor his minions can take away.

Oath Sworn

Upon reaching adulthood, every Sarcosan once swore an oath to serve a given sussar and in turn was considered a member of that liege lord's extended household. Each Sarcosan therefore had clearly defined loyalties and responsibilities and worked or fought to support the rights, holdings, and obligations of his sussar. Unlike the Northmen, the members of a Sarcosan lord's household were not necessarily related and became oath sworn usually through the vagaries of history and geography. Though most met with their sussar only when he raised them to new castes, they were always well aware of his rank, reputation, and obligations. Most interacted more frequently with lower-ranking sworn riders and sharu that served their sussars as regional governors.

Now, under the reign of the Shadow, many of the traditional oath-sworn relationships have broken down. Many Sarcosans have no recognized sussar to follow, while others are forced to swear allegiance to self-proclaimed sussars and other collaborator-princes. Some follow traitor lords out of choice, while others do so out of fear. Still others seek the lost descendants of the Sarcosan princes in hopes of becoming their sworn riders and serving in their outlaw cavalries.

Masters of Intrigue

As ennobling as advancement within the Sarcosan castes may have often been, the dark side of the system was that members of the higher castes become masters of social intrigue and manipulation. Long ago, Sarcosan nobility learned that social scheming and subtle plotting were often the best ways to protect one's reputation and advance one's rank. Even the most worthy had to learn the nuances of courtly intrigue if they hoped to attain higher rank, and there were many of dubious nature that gained rank above their worth simply because they played the game very well.

When the Kingdom of Erenland was founded, the Northmen were completely unprepared for the rampant intrigue of the kalif's court, and in the early years found themselves politically outmaneuvered at every turn. In addition, the courts of the Old Kings themselves began to suffer an infection of subtle plotting as intermarriage and alliance brought Sarcosan lords and ladies into their houses.

When the agents of Izrador began planting their seeds of corruption across Erenland, it was in the soil of the most intrigue-ridden noble houses that they grew best. The Sarcosan princes' instinctual behavior often defied their own loyalties as they acted as they always had to secure power and influence. This is perhaps why it was more often lords of Sarcosan descent that betrayed their Erenlander kin when the Shadow spread its corruption throughout the human lands.

Horse Lords

Above all else, the Sarcosans are a people of the horse. Their long history is one intertwined with and dependent on horses, and it was the Sarcosans that introduced the creatures to Eredane. It was from horseback that the Sarcosans built their great empire, it was from horseback that they ruled Erenland, and it is from horseback that many now resist the reign of the Shadow. The Sarcosans are master horse trainers and breeders, and their culture is ingrained with equine mythology, spiri-

tualism, traditions, and practices. Most learn to care for horses and to ride as small children, and in fact their transition to adulthood is marked by a ceremony centered around the breaking of a horse. Killing a healthy horse is a serious crime and there are many rules and restrictions regarding their use and treatment.

In Sarcosan cultural traditions, the horse is the highest form of property and wealth and only the kalif and his sussars are allowed to actually own them. Sarcosans of lower castes are only allowed to ride and work their horses at the discretion of their sussars. In practice, it is members of the beeshi that handle most of a sworn rider's horse stock, breeding and trading animals in their lords' names.

The bestowing of horse rights is a key component of a sussar's power and having them is a defining feature of the rights of the lower castes. Horse rights give a Sarcosan the legal and cultural right to possess, train, work, and ride horses and are a vital part of a Sarcosan's pride and status. The sheol, the lowest class, can never be awarded horse rights. The asara can eventually earn their horse rights, but they are not an automatic privilege of the rank. Having one's horse rights is a prerequisite for promotion to beeshi, and as a form of legal punishment horse rights can be revoked temporarily or permanently depending upon the offense.

A Sarcosan with horse rights has the authority to trade for a horse or earn one in service to her sussar. Though it is understood that only the sussar can own horses, for all practical purposes once a person acquires a horse it remains hers until she loses her horse rights or the horse dies.

The horses of the Sarcosans are of a breed small, lean, and swift. Though not as rugged as the larger stock of Northman breeders, they can run all day and are able to carry and pull loads that belie their smaller size. They range in color from glossy black to dark bays, have thick manes, and are without exception well cared for and trained. Many are experienced in combat, and though most Sarcosan horse soldiers disdain heavy armor for their mounts, the animals' speed and instincts are protection enough in battle.

Master Astrologers

The Sahi Priests are expert stargazers. For thousands of years they have tracked the movements of the stars, reading portent and meaning in their paths. They believe that every event can be predicted by the patterns of the night sky and that the positions of the stars determine fate and fortune. The birth of a baby, the breaking of a horse, the marriage of a maiden, or the fighting of a battle—all suffer the enigmatic influence of the Sorshef as it wheels through the heavens. The common belief in the influence of the stars is widespread and strong among those of Sarcosan descent. As a result, deference to the favor of the stars is given whenever possible. Crops are harvested, horses bred, marriages consummated, and even raids made when the stars are, if not right, then at least not wholly unfavorable.

The sky of the Sorshef is divided into 10 Great Arcs. Each arc represents the realm of a different god-rider kalif and includes a specific host of constellations. The boundaries of the arcs are cryptic and confusing, known in their entirety only to the priesthood. The positions of the arcs slowly

progress through an annual cycle during which each arc in turn holds a position of dominant influence called the helia. Each helia is approximately 34 days long and is believed to be the time of greatest scrutiny by the god-riders of that arc's host. Each arc is further divided into increasingly irregular lesser helia that mark the attentions of specific host riders within a given arc. Not only does the passing of arcs and helias mark significant annual dates within the Sarcosan religious calendar, but they have also come to mark the passing of time in the secular world.

Though the elves have the most complete historical records in Eredane and it is their historical calendar of ages by which history is described, it is the Sarcosan priesthood that provides the most accurate and detailed daily calendar. Since the Sarcosan invasion, the system of arcs and helias have infiltrated all the races of Eredane and is now used everywhere, in one form or another, to mark the passage of days and months within a year.

Personalities

Kalif Saida

Zari Mansoor is a charismatic and graying horse soldier of the sharu caste and the leader of a nomadic band of insurgents that lives free on the open plains. His many devoted followers and sworn riders call him Kalif Saida, or "free man's kalif." In truth, Mansoor is of noble blood but most of his family became enemy collaborators. Denouncing them all, he took to the plains where he wages a brutal resistance, attacking orc caravans, raiding orc camps, and torching collaborationist holdings.

The Saida is also a very devout man and has gathered a group of warrior-priests around him as close advisors and personal guards. He calls them his Cedeku, named for the small, curved swords free Sarcosans always carry at their sides, and has made them all sworn riders. Their allegiance to him is unwavering and each would gladly die in his defense. Mansoor's success in resisting and evading the Shadow is renowned and some have begun to whisper that he is not a man at all, but the mortal incarnation of Roheem, the Sarcosan god best known for his cleverness in battle and his ability to outwit his enemies. Though most believe this is highly unlikely, there are others, even among his personal guard, that are not so sure.

Samsi the Wanderess

Samsi seems almost a mythical figure among the outlying towns and villages of southern Erenland. She is a healer of great skill and a channeler of significant power. Despite the edicts against the use of magic, Samsi travels the plains from town to hamlet, ministering to the sick and using her magic to help improve the lives of those she meets.

Though Samsi risks certain death by using her arcane powers, she seems to do so with the faith and impunity of the charmed. There are informants everywhere and fell minions of Izrador sensitive to the flow of magic, and yet Samsi wanders free. Many of the stories about her claim she charms all she meets to hide her passing. Others say she walks invisible in the high grass, allowing those that hunt her to pass harmlessly by.

Some say she is an old woman, bent and half-blind, who rides a pale mule. Others claim she is a young and beautiful sussar woman of noble birth. In truth, Samsi is middle-aged and plain, and though she is an orphan who has never been awarded higher caste, her good heart and bravery shame many of the highest rank.

Zebrim the Slayer

Zebrim Baalum is the ruthless leader of the band of vicious cutthroats called the Carasoom, or the "smiling killers." The Carasoom are human mercenaries that ride for the puppet princes that rule the occupation districts in Izrador's name. The princes use them to hunt insurgents and cow local populations. The Carasoom are locked in an ongoing game of cat and mouse with the riders of the Kalif Saida and other outlaw resistance groups. They hunt and raid and sometimes take a harsh toll on insurgent forces, but they never manage to crush them entirely.

Zebrim is the vilest of the lot and a savage, brutal man. He kills for pleasure and is as feared by his men as he is by his victims. He is small and light skinned for his race, and he bears the scars of countless fights.

Sites and Features

Cambrial

Cambrial was once one of the largest cities in southern Erenland and home to a vibrant, mixed-race population. Among the Sarcosan majority, there were Erenlanders, Northmen, elven traders, and even a few city-dwelling halflings. Even in the dark days at the end of the Third Age, the city remained a center for interracial trade and was known throughout the southlands as the home of Sarcosan wizardry.

When the Shadow's forces took southern Erenland, they attacked and razed Cambrial as a demonstration of their power and ruthlessness. They killed all that did not flee, leaving the city broken and its streets flowing with blood. At the command of the Night Kings, the bodies were purposefully left untended and soon every last one rose as Fell. Neither time nor decay seemed to diminish the undead horde's numbers and

Sarcosan Sahi Calendar

Each day on Aryth is about 26 hours long and each year is approximately 337 days. Adjusting for the vagaries of Sarcosan religious portent, each Great Arc is therefore about 34 days long. Each arc is further divided into lesser helias that vary in length between two and 17 days. Because of their inconsistency, and because only Sarcosan priests seem able to keep track of them all, the lesser helias are seldom used to mark time. There is one day during each helia, however, that is often used to measure time and it is called the helial zenith. The zenith is the midpoint of each arc and marks the day on which the ascending arc transitions to the descending one.

For ease of comparison to known constants, note that because of the longer day length in Aryth, a character who has lived a given number of the shorter Aryth years is still just as old in actual time as a character that has lived the same number of years in the real world.

Great Arcs of the Sorshef

Each arc is named after the god-rider that is believed to hold the most power within that region of the stellar Sorshef. There are sections of the *Book of the Sahi* that tell of times in the ancient past when the god-kalifs of given arcs changed and were therefore given new names, but this has not happened since before the Sarcosans came to Eredane.

ARC OF SHAREEL

Also known as the Arc of the Sisters, the first thaws in the central plains usually come by the end of Shareel and the wild boro begin their migration north.

ARC OF DOSHRAM

This arc is when crops are planted and young horses broken. Sarcosan weddings are also thought most favored during Doshram.

ARC OF SAHAAD

This arc marks the end of spring and is the favored time for birthing foals. Traditionally this is also the time when nomadic Sarcosans left their winter camps. If many believe it is the black magic of Izrador that maintain them.

In the century since its fall, so many of the foul creatures continued to haunt the place that the ruins of Cambrial came to be known as the City of the Dead. The settlement and its environs have become so dangerous that even orc legions stay well clear of the region. It is almost as if the undead hordes are guarding a darker secret within the city itself, but of what it might be there are only rumors.

Alvedara

Alvedara, or "the city of the king," is a relatively young settlement but stood as the capital of Erenland and the pinnacle of southern culture. It straddles the Eren and was an important river port—the last major city on the voyage north until Erenhead. It was built in the traditional Sarcosan style but with a grandeur and beauty in its architecture far greater than that of other southern cities. High-spired, whitewashed towers, hammered gold domes, dazzling mosaics, the glittering ribbon of the river, and the rich green of the surrounding fields made Alvedara one of the most impressive and stunning cityscapes in all of Eredane.

The most fantastic features of all this glory were the twin Bridge Towers of the Kalif. These massive structures spanned the width of the Eren, arching from one shore to the other. Each wide causeway supported a pair of tall white towers in which the high king and his family made their home and held court. The bridges were not only architectural wonders but they were also the only river crossing south of the Ardune, making Alvedara an important stop along every southern caravan route.

The city's fall stands as one of the blackest events in the history of Erenland, and in the minds of most marks the day the Kingdom of Erenland was defeated. The betrayal of the kalif by the Night King Jahzir left the city all but undefended, and the orc army flooded into the town, pillaging and destroying. The horde tore down the city's defenses and even managed to sunder one Bridge Tower. Today Alvedara stands as a tragic reminder of Erenland's past greatness, a once-beautiful city overrun with orcs and home to the court of Jahzir the Usurper King.

Sharuun

Sharuun was once a great seaport and is still the biggest city in Eredane. If not for the occupation, the city would be much like any other large port town around the world. It is a mix of architectural styles from across Ayrth and home to more races and cultures than any other city on the continent. Humans of Sarcosan heritage dominate, but even a hundred years after the fall of Erenland there are still descendants of foreign races that are forced to make the place their home.

The city was once the center of overseas trade in Eredane and stood as the gateway to the River Eren. This generated huge profits for the trading companies and local sussars and gave the city significant influence across the continent. Today, Sharuun is a shadow of its former greatness and its influence barely reaches the people of its own region.

Sharuun sits on the coast just east of the Eren river delta and was built on the ruins of the first human settlement on the continent. Some of the larger village mounds of the first Dornish settlers now support younger Sarcosan-built structures near the town center. The settlement is sprawling and shows the sometimes random layout of old cities, where new construction mixes with old and choices made centuries ago affect the lay of things today.

The waterfront is enormous, with a dozen massive stone quays and countless decayed wooden docks. There are large stone and wood warehouses that are now mostly empty and several great boat-building yards that have not launched a ship in living memory. Where countless vessels from far-off lands once moored and offloaded goods, now only a few fishing boats dump their daily catches. The last remnants of a few burned and rotted ships lie mired in the bottom next to the unused docks, and the only large vessels that still sail the bay are patrol craft and war galleons manned by reluctant orc seamen.

Between the waterfront and the city center once stood the dense warren of shops, booths, and carts that made up the Far Lands Market. The market was a huge bazaar that featured wares from every corner of Eredane and every known land beyond. If it could be found for sale anywhere it was once found in this bazaar. Now the Far Lands Market is a decrepit collection of decaying buildings and empty lots, home to beggars, thieves, and other sheol. Only a small corner of the original bazaar remains active and only as a fish and farmer's market.

The massive Plaza of the Sorshef occupies the center of the city and is paved with huge mosaics depicting scenes from classic parables of the Sahi. At the western end stands the enormous Palace of the Stars. Tall whitewashed towers, domes covered in hammered gold, sprawling gardens, and a dozen glittering fountains make the palace a beautiful and impressive place. Its glory is now marred by an ugly gray wall that the first of the city's false princes built to protect himself from his own subjects.

At the eastern end of the plaza stands the Great Badrua—a tall star tower built of red stone cut and shipped from the shores of the Island of Asmadar. The tower once held the fabled *Book of the Sahi* and the army of acolytes and priests that studied its teachings. It now stands empty and sealed by order of the false sussars. Under the dominion of the Shadow, worship of any god but Izrador is punishable by death and the priests are long fled with the holy artifact. No one knows where they now hide.

born on the zenith of Sahaad, a Sarcosan child is thought to be destined for greatness.

ARC OF SENNACH

Also known as the Arc of Battle, this is the traditional time of hunts, conquest, and trade caravans.

ARC OF HALAIL

This is high summer in Eredane and the hottest time of the year across most of the continent. Children of age often attempt their soba, or "breaking ceremony," during Halail.

ARC OF ZIMRA

This is the time of harvests and is dry and windy across most of the lands. It is considered bad luck to be born in Zimra and in times not so ancient, children born on the zenith of Zimra were often drowned.

ARC OF OBARES

This is autumn and time for the last preparations before winter comes. Nomadic tribes returned to winter camps and settled in for the long winter by the zenith of Obares, also known as the Day of Rests.

ARC OF HANUD

Also known as the Arc of the Dead, this a traditional time to honor the memory of lost relatives and the only time of the year when it is wise to ask favors of the Sorshef. The Dorns, long influenced by the Sarcosan calendar, hold their most solemn ancestor ceremony on the zenith of Hanud. They call the ceremony the Calling of Honors.

ARC OF HISHA

Also known as the Arc of Winter, this time marks the heart of the winter season. The zenith of Hisha coincides with the winter solstice and is the called the Day of the Sun.

ARC OF SUTARA

This is still a time of bleak cold before the spring. Since the end of the Third Age, the long winters often seem to cling to the lands, a dread portent many attribute to the foul ways of Izrador.

The western, upwind end of the city holds the large, walled estates of the sussars, rich nobles, merchants, and politicians. Now, these manors are occupied by the petty lords that serve the false sussars. Just north of the plaza is the craftsman's quarter, which fronts a residential district occupied by merchants, traders, alchemists, healers, and others of the middle castes. The eastern end of the city is a packed maze of warehouses, stockyards, tanneries, and shacks where the sheol and the poorest asara make their homes. Beyond in every direction lie farms, large and small, and the vast pasture lands that support the great southlander horse herds.

Kasmael Coast

The southern coast of Erenland is warm and windswept. The vast sea of sword grass meets the endless sea of water in this place and the two blend together in trackless salt marshes, estuaries, and tidal flats. The land is awash in life of all sorts and until the last century the shore had seldom known the footsteps of man or fey.

Once home only to wildlanders and isolated fishing villages, the region was long left to the animals that lived there. As with so many things, the invasion of Izrador's hordes has changed this, driving thousands of southern Erenlanders into the coastal wilds seeking refuge. The tiny villages there have swelled in population and small hamlets dot the coastline. Life is hard, as the descendants of city dwellers are forced to become reluctant fishermen and hunters and do so with little expertise and few resources. The terrain is deceptively inviting but dangerous with its deep muds, tidal currents, and lack of landmarks. Insects are legion and many are poisonous, and unfortunately the dangers of navigating the open water are evenly matched by the hunger of the large predators of the coastal marshes.

The Shadow's minions, for some unknown reason, loathe the ocean and by preference avoid its shores as much as possible. In consequence, the coastal settlements are seldom bothered by raids or slavers—a hollow boon as life is hard enough and most such villages have nothing of value in the first place.

Asmadar

The Island of Asmadar is a large landmass off the southeast coast of Eredane. It is a rugged place with high central mountains, dense forest, dry plains, and coastal deserts. It is also home to the Asmadarins.

The Asmadarin people are descendants of the original Sarcosan invaders that came to Eredane almost 3,000 years ago. They settled the island in preference to the mainland and have lived as traditional horse nomads ever since. To outlanders, they seem a hard and savage people, but they are also honorable, loyal, and possessed of a rare passion for life.

The Asmadarins live in large extended families joined into interrelated tribes. They no longer live by the social castes of the mainland Sarcosans, but they do have a strict honor code that governs their interactions with each other and their responsibilities to their tribes. They speak an older, more formal version of Colonial with significant colloquial vocabulary, phrases, and syntax. The Asmadarins have no permanent settlements, but there are many traditional campsites were various tribes come together throughout the year for trade, celebrations, and marriages.

There is also a large coastal camp on the island's northwestern shore where merchant ships from the mainland used to come several times a year to trade with the islanders. The Erenlanders would exchange weapons and tools for the Asmadarins' unique horse stock and the exceptional diamonds they collected in the island's eastern desert.

When the colonial Sarcosan and Northman alliance fought against the Old Empire for independence, many Asmadarins joined the fray. They were motivated as much by their passion for living free as by their passion for glory in combat. When the Conclave of Kings formed the Kingdom of Erenland, there was a delegation of Asmadarins in attendance, but they had little interest in the larger rule of the human lands and returned to their island, content to be left to their ways.

By the time Izrador invaded the southlands, Asmadar and its inhabitants had long been considered a people apart from the concerns of Erenland, and any Asmadarin that visited the mainland seemed as foreign as any of the outland traders from overseas. The Asmadarins also considered their world a separate one, and all they knew of the war with Izrador was what a few straggling groups of refugees were able to tell them. That is, until recently. Though the orc armies have yet to invade Asmadar, the Shadow's influence appears to have come to the island nonetheless and now threatens the island people.

There are ruins scattered across Asmadar, and though even the elves do not know this, they predate the remnants of *elthedar* civilization. These ancient places were built and destroyed long before Asmadar drifted away from the mainland and still they linger as mysterious ruins in the loneliest and darkest reaches of the island. The islanders have always known they existed, but for as long as memory the ruins have been taboo. No Asmadarin was allowed to enter them on pain of being made outcast from his tribe. For just as long there have been legends and frightening tales about the ruins and the fell creatures that were supposed to inhabit them, known as the horsha or "the whites." These tales were most often used to frighten children away from the ruins, but there was always an unsettling earnestness to them. Now, recent events bear out the truth of these stories, and it seems that the evil of Izrador has finally been unleashed on the Asmadarins.

For several years now, camps made near any of the old ruins have been plagued by attacks of strange,

manlike beings so pallid as to almost glow in the dark of night. They appear silently and strike without sound. They fight if attacked but are most intent on capturing islanders alive and spiriting them away. If tracked, the creatures' trails invariably lead back to the ruins, but there is never any further sign of their existence or that of their captives.

Why the horsha take humans and what power Izrador has over them is unknown, but the attacks have begun to change the attitudes of the Asmadarins. They are no longer blissful in their ignorance of the ways of the Shadow and they realize it is time for their people to fight. Unfortunately, they do not yet know what it is they battle or how it might be defeated.

Against the Shadow

Deceiving Appearances

Southern Erenland has not suffered nearly the destruction, death, and oppression that the orcs have heaped on the Northlands. Though the people still live under the rule of Izrador's minions, the conditions in the south are far better than those in the old Dornish kingdoms. Most cities still stand and have large populations. The weather is warm the year round so winter snows do not threaten lives. There has been enough food so far, though shortages are common and becoming more so. For the greater part, the settlements are still governed by humans—puppets of Izrador, to be sure, but humans nonetheless. Though betrayers, and often brutal, they are more predictable and comprehensible than the orc warchiefs that oversee the occupation of most northern towns. The guards and city watches are also typically human, and unlike orc enforcers they are sometimes sympathetic, easier to bribe, and open to infiltration.

These conditions conspire to create the false appearance of normal life in southern Erenland. On the surface, daily existence goes on with few external clues to the real changes, conflicts, and dangers that the Shadow's conquest has created. A look beneath the surface, however, exposes the constant tension, distrust, and violence that haunt the people of the region.

Izrador's reach is long, but his armies are not infinite and the majority of their strength is now spent occupying the north and warring with the fey in the east and west. There are not enough orc soldiers yet garrisoned across the south, so the false sussars rely in part on human collaborationist soldiers to police their lands. With brother lording over brother, there is a deeper sense of betrayal that tears communities apart and makes the violence all the more personal and painful. Punishment and reprisal follow each other in an endless cycle that ultimately plays out in the tragedy of Erenlander killing Erenlander.

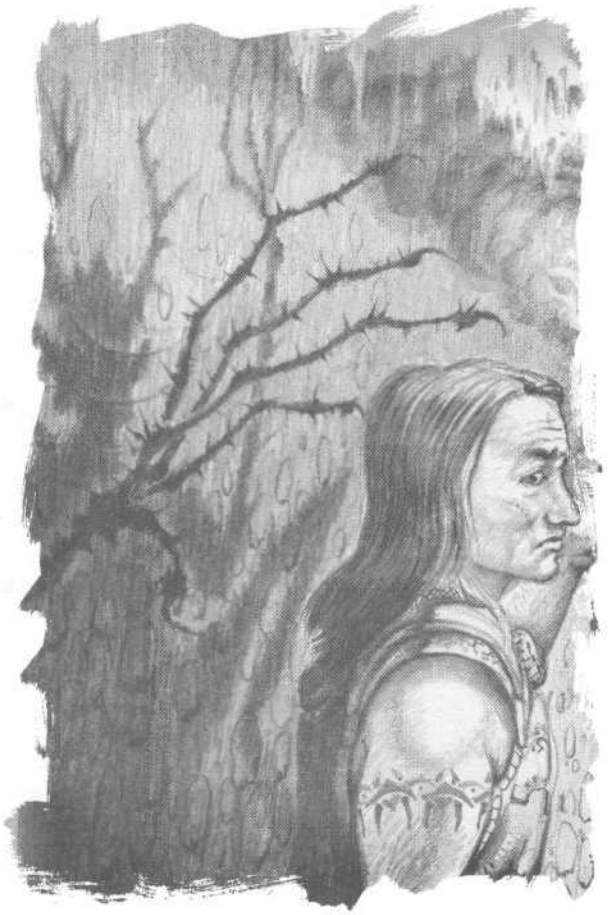
It is not only the overt collaborators that feed the

distrust and malice that characterizes southern life under the Shadow. Hidden among the people are countless human agents and informers working for the enemy. Most are honorless opportunists that are concerned only for their own place in the new order. Others are desperate souls simply trying to protect their families or communities. Regardless, betrayal is rampant as peasants and nobles alike sell out both the guilty and the innocent in acts of vile self-interest.

Southern Insurgency

The southern Erenlanders had much longer to steel themselves against Izrador's invasion than their northern countrymen. Many realized from the first that military resistance would be futile and instead chose to wage a covert insurgency against the Shadow's minions. From the earliest days of the occupation, Sarcosans have fought an effective campaign of resistance that has not only cost the orc hordes dearly in lives and resources but has also served to give southern Erenlanders a measure of hope.

The Sarcosan resistance has been well organized from the start, led by experienced soldiers and supported by skilled and dedicated people. One of the reasons for its success is that its efforts have not all been mili-



tary in nature. Instead, most have been clandestine actions intended to undermine the authority and erode the strength of the false sussars and their orc enforcers. Such actions include stealing Northlands' weapon shipments, sinking naval ships at anchor, poisoning orc drinking water and food, and leading patrols on carefully choreographed wild goose chases. These and efforts like them have served to drain Izrador's resources while keeping the insurgents themselves mostly out of harm's way.

The insurgents, too, are not only soldiers and warriors. Children, old women, farmers, taverners, craftsmen—there are people of all castes and occupations involved in the fight against the Shadow, and their everyday lives and unlikely appearance make each a uniquely effective agent of the resistance.

The insurgents are also clever in that they intentionally plan long periods of inactivity to lull the sussars' forces into complacency and then act suddenly on several fronts. This unpredictable pattern of action and dormancy has served to protect resistance fighters from the reprisals and periodic sweeps of the sussars' forces.

Perhaps most critical to the success of the insurgency is the social honor that southlanders have come to place on fighting in the resistance. Many have earned higher caste rank though service to the insurgency, and there is a collective pride that the people take in its accomplishments. This has greatly improved the general morale of the southlands, offering dignity and hope in a world sorely lacking these things.

Unfortunately, the resistance has been too successful, and the Night Kings have taken notice. Unsatisfied with the ineffectiveness of the governor princes in dealing with the continued uprisings, they are sending more orcs into the south to bolster the regional garrisons. They are also sending more legates to the courts of the false sussars, ostensibly as advisors but in reality as handlers to better control the actions of the southland's puppet rulers. The insurgency will soon find itself arrayed against still greater numbers, controlled by far more ruthless and determined agents of the Shadow. It is also certain that this increased pressure will drive even more people to sell out their neighbors to protect themselves.

The Freeriders

The nomadic and warlike history of the Sarcosans means southern Erenlanders are born for the life of insurgent raiders, and many have taken to the open plains and become freeriders. Their horsemanship, swordsmanship, camp-life expertise, and savanna survival skills give these bandit raiders significant advantage over the occupying forces of the Shadow.

The combination of their regional knowledge and horsemanship mean the freeriders can come and go like plains mirages and that their mobile camps are almost impossible to find or catch. They make raids to disrupt enemy operations, to kill orc troops, and for weapons and other supplies. Their strikes are quick and deadly and infuriate the orc warchiefs and their human collaborators.

To fight fire with fire, the false sussars have long recruited local sellouts willing to hunt the freeriders using their own tricks against them. The tactic always meets with initial success until loyal Erenlanders infiltrate the traitor ranks, assassinating their leaders or betraying them to freerider ambushes. Usually the families of such sellouts are ultimately identified, and in the dirty tactics of this kind of war the threat of reprisal is often sufficient to deter the collaborators' zeal.

There are even stories of stalwart freerider bands that pass themselves off as mercenaries willing to hunt insurgents and sign on with the false sussars' forces. They use the resources with which they are paid to support their own plans, and when the time is perfect, they turn on their employers usually in some destructive act of sabotage and slaughter. The risks in such a double-crossing life are obvious and lethal.

CHAPTER 7

Central Erenland

This is a land forgotten by history. The north is the land of the Dorns and their long legacy of war and struggle, while the south is the land of the great cities and ancient monuments of the Sarcosans. In the middle is the unassuming plain that is at once the heart of Eredane and the backbone of the Kingdom of Erenland. This is a land of farmers, shepherds, tradesmen, and hunters, not of princes and kings. It is a land of hard work and simple things, but there is magic here, too.

— Ilsrid of Highwall, *The Lands of Aryth*

The Central Plains

This chapter presents detailed information on the history, geography, culture, and personalities of the realms of central Erenland. The text of this chapter is designated as closed content.

The central plains east and west of the Eren River Valley are vast and sparsely inhabited grasslands. In the west, they border Erethor and are dotted with patchy woodlands and laced with small streams. In the east, the tall grass and rich soils give way to the rocky ground and scrubby vegetation of the Kaladrun foothills. The grasslands of central Eredane are known as the *noriam kedunni*, or the "lands of the wandering people" in the halfling tongue.

Sword grass grows tall in this region and the occasional panock trees form natural oases on the plains. These islands in the sea of grass are rich with life, attracting many species to the shelter and water they offer and serving as good hunting grounds for smaller predators. Boro herds range across the region and prides of southern grass cats follow their seasonal movements.

The central plains are dry through much of the year, but the rains of early spring cause them to erupt with wildflowers and bright green grass shoots. The halflings call this time the *feyon ferran*, or the "time of birthing." By midsummer, the grass has passed gold on its way to brown. In the fall, the constant winds whip up dust storms laced with biting fragments of dried sword grass. The storms can move quickly across the plains and endanger travelers, and the dust kicked up by riders or even those on foot can give away their locations over many miles. Winters are cool, and occasional icy showers precede the heavy spring rains.

The History

The central plains have never been a place where history happened, but instead a grassy road along which history passed to where it would eventually occur. The central plains have been marched across and bloodied by every army in Eredane. When the Dornish invaders came up the Eren, they pushed the halflings ahead of them, enslaving those that did not flee. They brought war to the fey and doused the plains in blood and death. The Sarcosans rode across the prairie, first to battle the elves and then to conquer the Dorns. The Dornish knights later marched south to join the Sarcosans in their rebellion against the Old Empire. Then, at the end of the Third Age, the armies of Izrador swept across the undefended plains leaving a charred, broken, and bloody swath behind them.

When the halflings first wandered the central prairie, they lived in a bountiful wilderness, unclaimed and unblemished by any fey or human. Their small farming villages and nomadic camps stood in harmony with the natural cycles around them and a primal peace lay across the land. When the Dorns and then the Sarcosans invaded, the halflings' peaceful existence was

first broken and then shattered by the brutality of the invaders. Though the wars always ended and periods of social prosperity came between, the halflings never truly recovered their trust for humans and never again knew the ethereal peace under which they had once lived.

After each invasion, the halfling people would resume their lives in the high plains, each time a bit more wary than the last. With Izrador's invasion and the enslavement of the halflings by his minions, the race was forced to finally abandon its ancestral villages and hunting grounds. The halfling people were driven either east or west to the margins of the plains. Those that fled now stand divided by the Eren and the orc armies that patrol it. A few small tribes live as nomadic herders in the rugged rolling hills of the eastern plains, while several small farming villages have been established in the isolated regions of the southwestern savanna. Those that did not flee have been captured and enthralled by goblin slavers and forced to serve orc and human masters from the Pelluria to the Kasmael.

The People

Most halflings live under horrible conditions as slaves to the minions and human cronies of Izrador and have lived as such since the conquest of the south 100 years ago. The halflings live in pitiful circumstances, forced to endure endless labor, malnurishment, brutal masters, and the constant threat of sickness, punishment, and death. The lot of the halfling slave is perhaps the foulest manifestation of Izrador's vile war. More than 160,000 halfling slaves live in southern Eredane, from Erenhead to Sharuun. Only a small fraction of this number, perhaps 30,000, actually inhabit the orc camps and outposts of the central plains.

In the southwestern savanna, 25,000 free halflings still live along the borders of Erethor. They dwell in small villages farming the land and raising livestock. Their traditional ways defy the Shadow and they live under the constant threat of the orcs' raids and enslavement. There are powerful channelers among them, however, and these clever magicians are often able to offer their tiny villages arcane protection against discovery.

In the eastern plains, where grasslands become the Kaladrun foothills, live the many small nomadic halfling tribes. They roam the rolling hills of the high plains, herding livestock and hunting. They protect themselves by staying forever on the move, making little impact on the land and carefully hiding their trails. Only 15,000 halflings still live this ancient lifestyle.

The central plains are also home to many humans. Erenlanders of mixed descent are the most common people in the region, living in small farming villages scattered across the grasslands. There are also many of Northman descent living among them whose ancestors fled Izrador's army and settled the plains as refugees of the war. There are about 350,000 Erenlanders and 150,000 Dorns living in the central plains.

Settlements

Traditional halfling villages are unique in their architecture and make almost as little impact on their surroundings as the tree-cities of the elves. The buildings are half buried, with wooden rafters supporting green sod roofs that are part of the surrounding turf. The floors and walls are tamped and earth-lined with river pebbles or mud stucco. Doors, window shutters, and other furnishings are typically made of boro hide worked into useful forms and beautiful designs by master halfling craftsmen.

Ensorceled gardens provide each household a bounty of vegetables, and other fields are used to grow the herbs, spices, and tobacco the halflings still secretly trade with their elven kin and sometimes with the gnomes. Nearby streams provide water for domestic use, livestock, and irrigation. Wastes are used for fertilizer and dried animal chips are used for cook fires and heat when hearthstones are unavailable. Livestock is left to wander about unpenned, but shepherding wogrens keep the stock from straying too far and protect it from plains leopards and grass cats.

The nomadic halfling tribes in the east live in clever hide tents worked with their particular skill into warm, wind- and waterproof homes as cozy as any permanent dwelling. Their tents are spacious, at least for their small stature, and feature many pockets, hanging storage nets, and warm, fur-covered floors that serve double duty as soft beds. They are easy to put up and take down and fold into small bundles that are easily carted around by boro beasts of burden.

The nomads preferred campsites are within the shelter of panock tree oases. Panock trees are squat, sprawling trees that grow in the hollows of the central plains. They have thick canopies that block both sun and wind and advantageous branches that grow as secondary trunks so that one tree looks like a grove of 50 all sharing a single crown. They are usually found near springs or seeps and valuable forage grows sheltered beneath them. The water and forage also attract game animals and so make the oases good hunting grounds as well.

Like their inhabitants, the Erenlander settlements of the central plains are hybrids of the low brick architecture of their Sarcosan ancestors and the stout limestone construction of their Northman parents. In some instances, the individual buildings are each one style or the other, arranged in clusters or districts that follow the cultural practices of either the north or the south. In other cases, where the Dornish and Sarcosan cultures are better mixed, the buildings are curious but practical combinations of the two styles.

Language

Halflings speak a language that elven scholars believe is a derivative of the tongue of the Danisil elves.

There are increasing dialect differences among the separate agrarian, nomadic, and enslaved halflings that amount to accents that only halflings themselves actually notice. Most halflings, and especially those who are enslaved, speak Orcish and Colonial pidgin. It is also not uncommon for them to speak Jungle Mouth, Erenlander, and Trader's Tongue.

Erenlander is the hybrid tongue born in the central plains as Dornish and Sarcosan cultures intermixed. The tongue was originally a pidgin glot of both Norther and Colonial, but over time it became a true language of its own. Almost every Northman and Sarcosan speaks a little Erenlander, just as most Erenlanders speak a little Norther or Colonial.

Governance

Each village of agrarian halflings is guided by the wisdom of a small counsel of elders. This group, called the Duah, or "wise kin," makes most of the decisions about issues affecting the whole village and always takes pains to consider input from the younger members of the settlement. Membership in the Duah is essentially a matter of age. If a halfling reaches 120 years old, she is expected to take her place on the council. Work and resources that are needed for the community are contributed by the residents as a whole. This simple social ethic has served halfling farmers for thousands of years, and even in these dark times they see no reason for things to change.

Nomadic halflings are governed by a chief known as the basra, or "guiding one." Every year, on the night of the spring equinox, the standing basra and any challengers to his leadership undergo a grueling series of traditional physical, mental, and magical challenges called the Sohal. Whoever wins the competition is made basra for the upcoming year. The lifestyle of the halfling nomads is a hard one, especially in these days of the Shadow. It is therefore vital that the most able among them guide the tribes.

The halflings enslaved by the minions of Izrador have only these evil taskmasters and are forced to suffer wretched lives under their leadership.

Religion

Like their elven kin, halflings are not a religious people, but they do pay homage to the various nature spirits that influence their daily lives. Where their ancestors called on the spirits of the jungle, halflings call on the spirits of the open plains. These entities are often more ethereal and unfocused than those of the forest, which seems in keeping with the vast and austere nature of the plains.

Farmers make offerings of their own blood to the spirits of the soil and as fertilizer to plants they grow. Each farmer sacrifices a choice boro calf every spring by cremating it and spreading its ashes in the grass of the pastures. They believe this keeps the grass spirits from poisoning the rest of the herd.

The nomads pay homage to the spirits of the panock trees by burying their dead in their shade. They ask the panock spirits to aid their hunts and to hide their camps from spying enemies. Nomad hunters also fend off the feral plains spirits by leaving blood and a bit of meat at the site of each kill to assuage their hunger.

Trade and Craft

Leather and Lace

Halflings are clever and unrivaled craftspeople when it comes to working leather and weaving cloth. For thousands of years, these skills were a mainstay of halfling trade. The gold they earned trading leather boots, saddles, armor, bolt cloth, blankets, and finished garments they used to buy the various metal tools and weapons they needed.

Though the hides used to make most halfling leather goods are typically boro skin, they also use goat, rabbit, and grass cat pelts for special purposes. Most weaving is done with sheep's wool, though boro hair and some prairie plant fibers are used to make special yarns and threads as well.

Spice of Life

Halfling farmers were once famous across Eredane for both their spices and pipe tobacco. Halfling cooking is even spicier than Sarcosan fare and the herbs and other savory blends halflings once traded were valued commodities.

Halfling farmers also produce a variety of prized pipe weeds that were coveted from Caradul to the Kaladruns. They range in taste and effect from fruity, after-dinner digestives to bitter, hallucinogenic smokes that users claim allow them to see into the spirit realm.

These products were also key elements of the halfling trade economy and were once sold all over Eredane. Now halfling leather, textiles, and agricultural goods are seldom available anywhere but in Erethor. Halfling craftsmen still trade with the Danisil, running secret caravans to the edge of the jungle several times each year to deliver stockpiled goods. In exchange, they receive steel tools, hearthstones, enchanted weapons, and various potions.

Ways and Traditions

Way of the Wogren

Outlanders think they are simply big dogs, and the elves believe they are descended from dire wolf packs that migrated from Erethor to the open plains, but the halflings know otherwise. They know the wogrens are spiritkin and that they choose to live among the halflings as a debt of honor and friendship.

The legends say that long ago, in the Time of Years, Keela, the Spirit Mother of the Plains, was attacked by a zeedrith, a foul sort of entity older than the plains themselves that survives by hunting and consuming other spirits. Utham the Hunter of the Tall Grass Tribe witnessed the attack and without thought threw himself into the fray. His tiny stature and wooden spear were small distraction to the fell creature but enough that Keela was able to bite its throat and kill the demon.

Utham was mortally wounded and beyond the power of even the Spirit Mother to heal. In gratitude for his help, Keela took Utham back to his tribe and delivered the dying halfling to his mourning family. Keela, too, began to cry, and where her tears dropped onto Utham's body they mixed with his blood. The bloody drops formed into writhing masses of fur. The fur grew quickly to become small pups akin to those of wolves, but of both the spirit world and the mortal realm.

Keela told the tribe that these pups were wogrens, spirit creatures that in ages past had watched over the spirit world's mortal allies. She bid them care for the pups and promised that for as long as they showed the wogrens the same loyalty and friendship Utham had shown her, they would serve the halflings as their closest friends.

Whether the tales of their origins are true or not, wogrens have been an integral part of halfling culture since before the First Age. They are often mistaken for large wolves, but there are distinct differences. Wogrens are stouter, with thicker bodies, larger feet, bigger eyes, and longer tails. Their jaws and teeth are formidable, and like cats, their claws are sharp and retractable.

Wogrens are friends, allies, and servants to the halflings. They are playmates and nurses to the young and companions to the old. They shepherd flocks and protect villages from predators and orc raiders. They serve as mounts, messengers, scouts, and hunters. All they seem to want in return is the same loyalty and friendship they offer. As a culture, halflings are dedicated to their wogren companions and feel an abiding and vital kinship with the creatures.

Wogrens are so long lived that many believe they are immortal. Females may whelp once in a halfling lifetime, and a wogren birth is cause for great celebration in the community. Wogrens are not owned by the halflings they befriend. Instead, they are true allies that live in a sort of symbiotic relationship with the diminutive fey. Every free village or nomadic tribe typically has six to 10 adult wogrens and perhaps one juvenile that are part of the community. Individual wogrens often form closer bonds with certain halflings and most such pairs are inseparable. Though they come and go as they please, wogrens seldom travel far and are always close at hand in times of trouble.

Wogrens are animals, but they are uniquely intelligent. Their senses seem preternatural and many believe they truly do have spirit blood. Though they seldom make any noises at all, they can bark and howl but seem to communicate with each other without sound. Though wogrens do not have a language, it is second nature for halflings to understand their body language and emotion. Wogrens, on the other hand, seem perfectly able to comprehend halfling words and act with uncanny understanding.

Wogren populations suffered badly during Izrador's invasion. Every halfling village or tribe that was enslaved was protected by a pack of wogrens, and every one fought to the death to protect their fey kin. For every group of halflings taken, an entire pack of wogrens was exterminated. Now the wogrens are even rarer than the small bands of halflings among which they live.

Boros of Burden

The halflings long ago domesticated the boro, and though the species they now herd is far more docile and not nearly so large as its wild cousins, it is still strong enough to serve the halflings as beasts of burden and draft animals. Halfling farmers use their boros to plow fields, tow small wagons, and power their millstones. Nomadic halflings use elaborate harnesses to support pole and leather frames slung between pairs of boros. These sedanlike transports serve to carry cargo and passengers slowly but surely across the plains.

A Magical People

Like their elven cousins, the halflings are an inherently magical people. By the time children can walk, they begin to learn their first cantrips and as adults most become able hedge wizards. Their daily lives are made far easier by their use of simple magics, and halflings were once known for their constant magical fiddling and experimentation. In fact, the sheer variety of cantrips, orisons, and other elementary spells known across Eredane is due primarily to a long history of halfling magical development. There is also a long tradition of the most powerful halfling channelers taking on apprentices from among those that show the greatest potential. The skills they pass on assure that there are always able magicians among their kind.

Under the reign of the Shadow, the pervasive nature of halfling arcana has become a danger, as it

attracts the unwanted attention of Izrador's legates and their fell astirax bloodhounds. Many of the most powerful magics cast by halfling channelers are intended to hide the scent of lesser magics from these sorcerous hunters. As a result, wizards are often safe when casting spells within a halfling camp or village but run the risk of attracting wary astiraxes when using magic outside these confines. Additionally, wogrens seem uniquely sensitive to the presence of astiraxes, which in turn seem to particularly fear the halflings' canine kin. As a result, unless they are hunting in overwhelming numbers or accompany more formidable forces, astiraxes rarely approach settlements or parties protected by wogrens.

Even among halfling slaves, magic is common. Usually hidden from arcane senses by the greater magics of the legates and Shadow minions flowing around them, the slaves' cantrips do much to ease their suffering. Purifying food and water keeps them from starving to death and their healing touches mend injuries inflicted by brutal masters. Without these simple spells, the life of the halfling thrall would truly be unbearable.

Plainsmeet

Traditionally, the nomadic halfling tribes gathered twice each year around the zeniths of Doshram in the spring and Obares in the fall. They would meet to visit with relatives, pass on news, court spouses, share magics, and celebrate weddings. These plainsmeets, as they were called, would last many days and were holidays that often attracted agrarian halfling participants as well.

Now, under the reign of the Shadow, plainsmeets have become clandestine affairs that are orchestrated by secret messengers and scheduled for unexpected times. They occur in distant, lonely reaches of the grasslands and last only a few days. Though the risks of such gatherings are high, the nomadic halfling culture would surely die without the renewed alliance, improved morale, and flow of new blood such meetings allow. If any one plainsmeet were to be compromised and raided by orc soldiers, the attack might very well put an end to the nomadic halflings as a free people.

Personalities

The Liberators

There are tales passed around the halfling slave enclaves that tell of the exploits and promise of the Liberators. The Liberators are rumored to be a pair of escaped slaves themselves who have dedicated their lives to freeing enthralled halflings. Known only by the unlikely names of Smidge and Copper, they are rumored to be honorable heroes of great power who have even served the Witch Queen herself.

The Liberators are said to hide among the tribes of the eastern plains, from where they make their raids against goblin slavers along the Eren. The tales tell of how they sneak invisible into goblin camps and break the chains of the enthralled with only a touch. They tell of how they secret away each prisoner in tiny pockets within their magic cloaks and then steal back into the trackless plains. The stories also tell of the goblin slavers always found some days later, dead to the last, looks of terror frozen on their lifeless faces.

Roa the Wogren

Roa is a young halfling maiden whose entire village was killed by orc raiders. She was badly injured in the battle and left for dead. Expecting the effort to cost her life, she used the last of her magics to mend the wounds of a dying wogren that had fallen defending her. The creature survived and carried Roa to shelter, where he licked her wounds and kept her warm and fed until she recovered.

The two seem to have formed a closer bond than any halfling and wogren before and now travel the plains spying on Izrador's minions. They pass word of enemy movements and activities to a network of halfling, gnome, and even human contacts Roa has developed over the years. Their information has served

to save hundreds of halfling lives and kept whole tribes out of the slavers' pens. Roa has become a legend of sorts among the halflings and every girl-child of the people hopes to one day be just like her.

Sites and Features

Ghost Tribe

There are tales told around nighttime watch fires about a wandering halfling camp that appears as the sun sets and then vanishes again with the morning mist. The stories say the camp is more than illusion and yet less than real. They say the camp was once of a mortal tribe that was slaughtered when Izrador's forces first came into the central plains.

They say the shades of the nomads now appear in hopes of luring orc raiders to their doom. Astiraxes are drawn to the ghost camp by the scent of powerful magic, bringing with them orc patrols. When the orcs descend on the camp, they are horrified to discover their prey has turned ghostly hunter and seldom does a single orc escape. It is also said that those not allied to Izrador who enter the camp are forever trapped and become part of the eternal ambush. The tales recommend that if one ever stumbles upon a silent halfling camp in the dark of night, it is best to keep away until morning and see if it remains after first light.

Against the Shadow

The Enthralled

Perhaps the greatest wrong yet perpetrated by the forces of Izrador is the enslavement of the halfling people. The small but hardy folk make able but unthreatening laborers and the orcs were quick to exploit this resource.

Since the early years of the invasion, goblin slavers have raided halfling villages and dragged their captives to orc-occupied cities and army encampments. In these places, goblin slave masters run work crews that perform all kinds of labor, from mining and farming to cooking and whoring. The conditions under which the slaves are forced to live are horrifying, and starvation and disease are rampant. Punishment for disobedience ranges from beatings to death. Halfling kitchen crews are forced to roast those that die and serve them to orc officers, though many like to kill transgressors themselves and eat them raw.

Most halfling slaves now serving Izrador's minions were born in slavery. Yet somehow, even under these crushing circumstances, most manage to maintain their dignity and strong sense of community. They refuse to betray each other, they help their fellows when they are sick or hurt, and they shield each other as best they can from the wrath of their masters. And whenever possible, they act from within to resist the reign of the Shadow.

Food that makes officers sick to their stomachs, tack and armor with severed straps, weapons that go missing, warehouses that burn accidentally, medicines that are suddenly poisoned—these and more are the battle tactics of the halfling slaves. Often individuals are caught and punished, but just as often their actions cost orc lives or save halfling ones. They become martyrs to the cause and inspire others to keep up the fight. Without the hope such activities and heroes provide them, the halfling slaves would likely have all slipped into despair and perished long ago.

CHAPTER 8

The Eren River Valley

At the beginning of time, there was no Eren River. The Watcher saw that pinkfish would swim up to the Goil from the sea to be food for the People if there was a way for them to get here. So the Watcher went down to the sea and dug a ditch between the ocean and the Goil. The water flowed out of the Goil and through the ditch down to the sea, but the Goil always filled up again when the rains came. The pinkfish came up the new river, and the People have always had plenty to eat.

— Gnome river fable

The Great River

This chapter presents detailed information on the history, people, culture, and geography of the Eren River Valley in central Eredane. The text of this chapter is designated as closed content.

The Eren River Valley is a long, verdant serpent that winds its drunken way from the southern shore of the Pelluria through the heart of Erenland to the coastal plains of the Kasmael Sea. The valley is narrow and bordered by steep bluffs along its eastern edge. It widens to form the basin of the Ardune, called also the Goil, or "lake of the gnomes," in Trader's Tongue. Below the Ardune, the valley remains wide and green, even when the surrounding plains turn golden in high summer. As the river enters southern Erenland, it seems to wander even farther off course, and the valley all but disappears as the surrounding terrain becomes a flat and featureless sea of grass.

The Eren River itself is an ancient waterway that has worn central Eredane down into wide plain and left its soil thick and rich. At its head, the river is fed by the Pelluria and is barely half a mile across. Its waters run clear and swift and its banks and valley walls are rocky and steep. As the waters reach the Ardune, they take on the flow of the Felthera River from the vast wood of Erethor. The rich litter of the forest turns the southern Ardune dark, and by the time the waters mix and the Eren leaves the great lake, it runs black with tannins. South of the Ardune, the Eren is a different river. Often several miles across, it is slow and shallow, dotted with sandbars, islands, and deep holes. Its banks are low, and marshy and patchy bottomland forests become common. When it finally reaches the sea, the river fans out into a broad trackless delta known only to boat captains and wildlanders.

Though the river cools the air of the valley and is often hidden by thick ground fogs in the morning, it has little influence over the climate of the plains. Central Erenland remains seasonally dry, and the coastal plains in the south remain humid and wet year round.

The History

As one sails up the Eren and watches the passing landscape, it is like slowly turning through the pages of some illustrated tome of Erenland's history. One page gives way to the next, passing from age to age, tracing the long legacy of trade, alliance, invasion, peace, and war that has shaped the Eren valley and the land of Eredane at large.

The great Sarcosan cities of the south sit on the long-abandoned village mounds of the first Dornish immigrants. Farther north, the bridge towers in Alvedara stand in mute testament to the lost height of Erenland culture. Old river villages, now empty or burned, and river checkpoints manned by goblin enforcers tell of the Shadow's victory. The gnome vessels that pass remind one of both the lost days of open trade and the bleak

economy of the new world. The Ardune, without elven ships, and the upper Eren, thick with orc outposts, speak to Izrador's continued war with the fey and long oppression of the human lands. Erenhead, once a great trading city and now little more than a rallying point for Izrador's armies, tells of the death of the Northlands.

Both the river and the history of Erenland are long, but unlike the flow of the river, the pages of Erenland's history may very well have reached their end.

The People

But for the elves and the dwarves, members of every race make the Eren valley home, though gnomes and southern humans dominate this population. Along much of the Eren's length, the humans have abandoned their old riverfront settlements, retreating to the relative safety of inland villages. Though the river offers a bounty of fish and rich farmland, the frequency of orc patrols, troop transports, and goblin slavers on the water makes life along its banks simply too dangerous.

No more than 10,000 humans live on the northern banks of the river, though eight or 10 times this number live within the rich farmlands of the river's wide valley. Most humans that now live on the river itself dwell in the larger settlements such as Alvedara and Sharuun along the Eren's southern course. There are just over 175,000 human inhabitants in the Sarcosan river cites.

Nine of every 10 gnomes live along the Eren, and eight of these nine live aboard their family trading barges and river barques. The only exceptions are those that live in small riverside villages or among the humans in their river towns. They live as they have for thousands of years, as traders, river guides, ferrymen, smugglers, and fishermen. Their adaptive, ingratiating ways have earned them a sort of liberty under Erenland's orc overlords, and they continue to travel the Eren with a relative freedom. As the old gnome saying goes, "home is where the boat is," and though individual boats do sometimes sail the length of the river, most have sections of river along which their families traditionally trade. At any given time, there are 35,000 gnomes north of the Ardune, 15,000 on the Goil itself, and another 65,000 plying the waters and living in the river cities of the southern Eren. Mixed among these populations are another 15,000 or more dwarrow members of the gnome trading families.

Settlements

There are many gnome villages along the banks of the Eren. Like most of gnome culture itself, a gnome village is a hybrid of the architecture of other cultures combined to form a practical but uniquely gnomish style. The buildings of gnome villages are typically laid out in concentric half circles against the riverbank and centered on a small open trading plaza. The structures have low stone walls and raised wooden floors to keep out the periodic floods. The roofs are pole-framed and thatched with living sod. The lanes between buildings are grass-covered, and there is seldom even a dirt track leading inland as gnomes rarely have any reason to venture away from the river.

The docks are typically larger and more elaborate than their villages and are frequently full of local and visiting boats. The wharves are usually made of heavy stone blocks sunk in the riverbank, though some smaller villages get by with log-and-piling docks. Many support small warehouses and meeting halls for the crews of visiting vessels.

Raft Towns

The most common gnome settlement, if such can be called a settlement, is the temporary, ephemeral raft town. Raft towns form when several barques or gnome barges tie off together, mooring temporarily in a bay, cove, eddy, oxbow, or other sheltering harbor. Most raft towns are small, with five to 20 boats, but larger ones of 30 to 50 boats sometimes form in the bays and harbors along the southern Pelluria or in the Ardune. The largest is the mysterious, ever-drifting city called the Ghost Raft, which can be found year-round floating in the spiraling currents of the central Goil.

The boats in a raft town will lay anchors or tie off to shoreline trees or docks and then link up to one another in any haphazard way that space, boat size, and prevailing currents allow. The boats are lashed together and planks and gangways are laid from deck to deck to make for convenient passage from one boat to another. The resulting layout is complex and unstable, as boats shift or rise and fall in the tides, waves, or currents. Gnome river etiquette allows crews from any boat in a raft town to visit or pass over the decks of any other boat in the grouping as is needed, but crewmembers are permitted to visit below decks only when invited.

Raft town layout also changes constantly, as boats come and go or simply change positions to fit currents or fancy. In fact, it is common for the boats that seeded a given raft town to be long gone before the raft ultimately breaks apart for good.

Though many raft towns last only a few days, some last weeks, and still others, usually annual family gatherings, sometimes remain together through the winter season. The floating city of the Ghost Raft never fully disbands except during storms or the rare occasions when orc naval vessels threaten raids.

Language

If there was a common tongue among the once-free peoples of Eredane, it was Gnomish. The language of trade, Gnomish contains words, structures, and

expressions from many languages and therefore sounds in part familiar to almost every ear. The gnomes are also almost as accomplished linguistically as the orcs, and most speak several languages. Even if a given gnome doesn't know a given language, it is likely that she knows a song or two in that tongue. In the last generation, many have even learned a few Orcish ballads and war chants, finding that singing them is a good way to ease the tension as orc troops ride along the river in gnome transports.

Governance

If the gnomes can be said to have a government it would have to be the extended family structure of their individual trading companies. If they can be said to have law among these families it would have to be the rules of commerce that have guided their lives for many thousands of years.

Gnome trading companies consist of one or more interrelated, extended families and the boats operated by the members of these families. Each company has a captain's committee made up of the captains from the individual boats within that family. Though on most matters captains are free to act as they see fit, when there are greater concerns facing the family they work to establish a consensus course of action. There are no traditional obligations between different trade companies other than the rules of commerce and the courtesies of seamanship. This would seem to be a handicap of sorts when there are concerns that face the gnome people at large, but the network of information and cooperation that exists between the families has always been adequate to meet any need.

Most gnomes wear light, halfling-worked leather vests that have been dyed and painted with various symbols or crests that denote both family affiliation and shipboard rank. The vests are covered in pockets and pouches that invariably hold everything from fishhooks and line to lengths of mooring rope, small musical instruments, pipes and weed, booze flasks, and the odd rations. Most gnomes can get along nicely for quite some time living only on what they typically carry in their pockets.

Religion

The gnomes, and more than a few human river folk, pay religious homage to an entity they call the Watcher in the River. The Watcher is a mysterious synergy of ancient magical forces that manifests as a unique form of spirit inhabiting the Eren. The entity is intelligent but enigmatic, and even gnome druids do not profess to understand all its ways. The spirit is vast, reaching from one end of the river to the other, and though its attention might be focused one place or another, it remains aware of all things that happen along its watery length and is impossible to deceive.

The gnomes believe that the Watcher holds the world in balance and is the ultimate arbiter of providence. They believe that every thinking creature accumulates a karmic measure during its lifetime, and when the creature dies the Watcher weighs that balance. If its life has been more good than not, the deceased's soul becomes part of the river's greater flow. If its life is deemed unworthy, then the spirit rejects the wanting soul, which is washed out to sea and lost amid the infinity of raging spirits in the open ocean.

Gnome daily life is filled with small homages and offerings to the Watcher, and not a gnome vessel moves without its crew sounding a few mantras, spilling a draught of wine overboard, or painting the annual blessing marks on the hull. The most solemn and meaningful act of reverence is the Death Offering, when the body of a deceased devotee of the Watcher is wrapped in symbolic cords and sunk to the riverbed.

In exchange for their devotion, the gnome people are convinced they tilt the balance of their luck. They are certain that their boats sail a bit safer, that river eels sometimes swim the other way, and that they land more often than not on the high side of their deals. Though most outlanders do not believe such a thing as the Watcher exists, most gnomes are quite convinced. As those that have spent much time among them can attest, there is no other creature in Eredane luckier at dice, fishing, or love than a gnome.

Trade and Craft

Masters of the Trade

The gnomes are legendary tradesmen. At one time or another they have sold or bartered every kind of stock and service from one end of Eredane to the other. If they do not have an item in their stores, they know a gnome who does, and they can eventually find almost anything, legal and mundane or otherwise—especially when the price is right.

A gnome on the scent of a sale is harder than a river eel to escape and their means are varied and effective. They start with words, talking up the quality of their goods and talking down the buyer's resistance. They ply the customers with free wine, or perhaps some stronger drink, ingratiating themselves all the while with complements, stories, and maybe even a song. In the end, the charmed and half-drunk patron is certain the trade was his idea in the first place and is convinced he is getting the better end of the deal.

Stronger Spirits

Before the fall of Erenland, gnome spirits were famous across Erenland: beer of all weights, wines of

every color, and harder drink as well. Up and down the Eren, gnome breweries and vineyards supported small trading families that specialized in fine beverages. Now, though there are fewer such operations, gnome spirits have lost none of their popularity and remain a valuable commodity wherever gnome traders take their goods. The frequent distribution of complimentary casks and kegs to the local orc garrisons assures that most breweries, vineyards, and distilleries are mostly left alone—orcs more than most enjoy a good drink and typically do not have the patience to make their own.

River Couriers

For the right price, gnomes will transport any cargo and information is no exception. Though the transport of mail is proscribed, the gnomes do a booming business in secret information delivery, carrying small packages and letters, serving as messengers themselves, and even smuggling the occasional human or fey spy. They are also often ordered to carry orc military couriers, though an increasing number fail to reach their destinations in time or with the proper dispatches in hand. River passage can be tedious, even orc couriers like their drink, and there are many gnomes accomplished in the fine arts of sleight-of-hand and forgery.

Perhaps most important is the flow of general news that travels naturally with the gnome traders. Once travelers carried news and goings-on everywhere they went. Now, the gnomes are the only people with any freedom to move openly through Erenland. They are therefore the only link between various regions of the land. The news and stories they bring and happily spread for the price of listening are in some ways more valuable than any of the goods they trade.

Ways and Traditions

Trading Families

There were once close to 1,000 gnome trading companies that worked territories from the lower Pelluria to the sea coast of the Kasmael, from the rivers of central Erethor to the high mountain trading posts of the Torbrun River in the Kaladruns. The companies included six or seven thousand extended families bound together as crews and communities by their occupation and river-life traditions. Now, after the destruction and death of Izrador's conquest, there are fewer than 300 companies left and the families that remain struggle to survive, clinging fiercely to each other for strength. Gnome company loyalty is almost as strong as the clan devotion of the dwarves—perhaps an heirloom of their common ancestry.

Many companies are small, trading along only limited sections of the river. Others are much larger and have boats all along the length of the Eren. Regardless of size, most companies are known to each other, and their reputations often determine their inter-company relationships and the loyalty of their customers.

The High Cloud Family is one of the largest and most widespread. They trade in everything and are known for driving tough deals on quality goods. Their company crest is a stylized bird against a field of light blue.

The Zephyr Family is tiny and one of the few families that specializes solely in performance. They trade shows of their outstanding singers, musicians, players, and storytellers for the various commodities they need. Their family sign is a trio of pipes across a splash of bright yellow.

The Gale Family is small and not well known—by choice. They are expert smugglers and specialize in moving living cargoes. They are especially good at transporting escaped slaves but are also known to the agents of the elves. Their company symbol is a flashing bolt of lighting on a field of midnight blue.

The members of the Swift Water Family are likely the best winemakers on the Eren. Their vineyard town of Swift Water on the northern Eren is large for a gnome settlement and they have no real trade fleet of their own. There is never a lack of willing middlemen for their products, however. Their family symbol is a purple cluster of grapes on a splash of green

Gnome Vessels

Though the gnomes build and use a great variety of boat sizes and styles, there are two basic types that are most common—the barge and the barque. Both are shallow draft, have two or three low-ceilinged decks, and are powered by river flow, sails, oars, land-drawn towlines, or some combination thereof. The barges are wide and slow but possess tremendous cargo capacity and lots of room for family quarters. The barques are swift but crowded, with much less room for goods or crew. All larger gnome craft carry numerous smaller boats—canoes, skiffs, and sail launches—for transferring cargo and passengers or moving up tributaries too small for the larger vessels.

Though the upper decks are comfortable enough, human-size creatures and larger find the lower decks of gnome craft impossibly small and cramped. As a result, most passengers are often given quarters in the cargo holds.

Boat Rank

Gnome society is not exactly hierarchical, but everyone earns a shipboard rank, which has strong social ramifications even across crews and when living ashore. The lowest rank is Boater, rising to Oarsman, then Linesman, Hawker, Trader, Watch Captain, and Boat Captain, in that order. Each includes several

grades, entails specific responsibilities, and owes deference to higher ranks. There are traditional rules governing advancement, and the most common ranks, even for many old timers, are Linesman, Hawker, and Trader.

Born Performers

Gnomes are as famous for their songs, stories, and musicians as they are for their beer. Every gnome loves to sing and tell stories, and it is a rare gnome who does not play at least one instrument, and well. They are constantly creating new stories and they often challenge each other in rounds of improvised singing. They know songs and stories of many other races and have long served to pass them from one region to another. Gnome historical ballads are all the history many people know, the elves laud their love songs, and even most orcs know several gnome drinking tunes.

Personalities

Gorba Vaban

Gorba Vaban of the Cold Spring trading company is a cagey old woman and one of the most respected captains on the Eren. Her personal barque seldom leaves the ephemeral Ghost Raft these days, yet she remains well aware of all that is happening up and down the river. Her family's boats carry their goods far and wide but their captains still defer to her for strategy and advice. At the secret behest of Aradil of the elves, Gorba has become the primary smuggling contact among the gnomes, and she now manages most of their clandestine trading activities with the elves.

The Otter and the Star

Many years ago, a pair of gnome-raised dwarrow known now only as the Otter and the Star gathered a dedicated following of other dwarrow, teaching them the ways of the defender and perfecting their skills in the fine art of smuggling. The members of this group now work as bodyguards and agents for most of the major trading families. Their ultimate purpose is unknown, but their brotherhood is now in a unique position to gather information and act widely when its plans come to fruition.

Orvis the Fisherman

Orvis the Fisherman is a legendary character on the Eren, a young and dashing gnome swordsman that travels the river disguised as an old gray fisherman. He is attributed with all sorts of mischievous and nefarious goings-on, but the tales of his greatest feats involve attacks and pranks at the expense of the orcs and their minions. He is supposed to have done so many outrageous and dangerous things, and over such great reaches of the river, that most people think he is only myth. Others believe he is an intentional fabrication propagated by gnome resistance fighters to garner popular appeal for their cause.

Boat Rank

To qualify for a given shipboard rank a character has to have minimum scores in Profession (boater) and Profession (merchant). The following should be used as guidelines to promotion, but remember that just because a character has the minimum qualifications that does not mean automatic advancement. The DM must consider the character's reputation among his company and the nature of his experience before allowing the character's superiors to promote him.

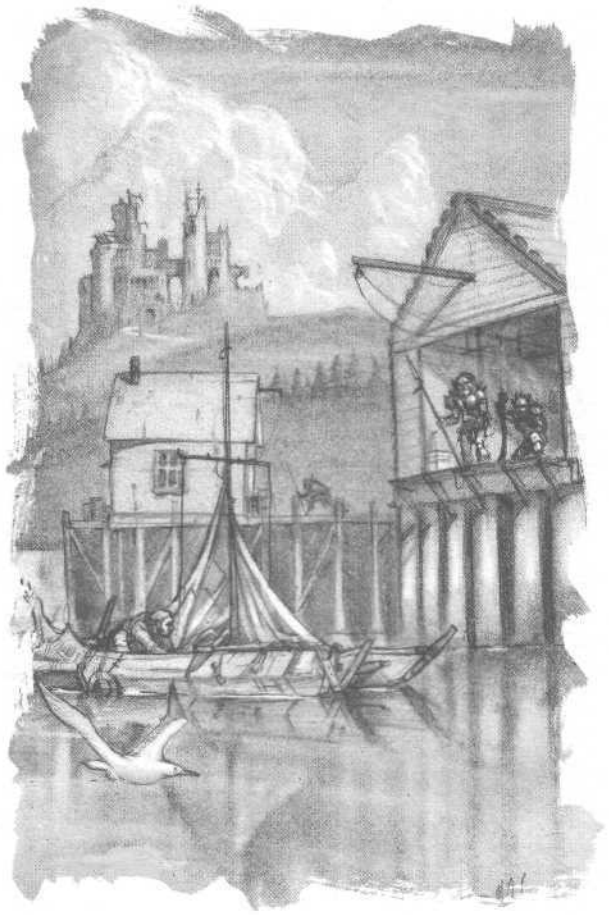
Boat Rank	Boater Ranks	Merchant Ranks
Boater	1	1
Oarsman	4	2
Linesman	5	3
Hawker	6	5
Trader	7	8
Watch Captain	9	9
Captain	12	10

Sites and Features

The Ardune

The Ardune is a small inland sea that legends say formed when Izrador fell from heaven and smashed a deep pit into the land. The waters of the Watcher flowed in around the corpse, filling the Ardune. The gnome stories say that Izrador's blood instantly poisoned the Eren and in its pain the Watcher reared up and cast Izrador's vile spirit far into the northern wastes to rid itself of the pollution. The stories say even then the river ran tainted for a thousand years, and that this is why its southern stretch remains black to this day.

The Ardune is deep and murky. It is fed by the Eren and the Felthera, which brings tannins from the forest that color the Ardune's southern waters black. There are only a few small islands along its shores, and many human fishing villages dot the coastline. It is rich



with aquatic life, but like the Pelluria and the Eren itself, much of it is dangerous or has been corrupted by the Shadow. The hullbiter, a species of river eel grown fantastically large, in one such particularly formidable creature of the Goil.

The Ardune is an important watery crossroads for river trade and is also home to the notorious gnome cultural phenomena called the Ghost Raft.

The Ghost Raft

Somewhere in the open waters of the Ardune drifts a huge, ever-changing collection of river barges and gnome barques called the Ghost Raft. It began more than 1,000 years ago as a seasonal gnome gathering that allowed trade companies to renew bonds, exchange news, stories, songs, and goods, and do so far from shore, with a seagoing sort of privacy. This vast drifting conclave was a haven of sorts from the races and concerns of the rest of the world.

In these days of darkness, the raft city has become an almost permanent settlement and a haven of a different sort, providing a place of refuge for smugglers, river pirates, elven agents, and resistance fighters that need a place to hide, provision, or simply meet and parley. As such, the Ghost Raft has become a vital element in the beleaguered insurgency against the Shadow.

Not many outlanders even know of the Ghost Raft's existence and these few are seldom able to find it without gnome guides. The natural currents of the central Ardune spiral in a vast circle, powered by the inflow of the Eren and Felthera. This spiraling current holds the Ghost Raft safely out at sea and moves it slowly around in a never-ending cycle. Only gnome boat captains seem able to find it deliberately, but even they sometimes have trouble predicting its position if they have been away for long. When the orc navy occasionally catches wind of a large raft gathering on the Ardune and sends out raiders, the raft quickly breaks apart. As its name suggests, the individual ships ghost away into the mists and disappear. When the orcs invariably give up the search, the boats rejoin, and the Ghost Raft is reformed in a matter of days.

Erenhead

Erenhead is not a gnome town, but as the one-time gateway to trade with the north, the city has a long-standing importance to the gnome trading companies. The city was built on the river trade and owes its size and past influence more to river traffic than any other city in Eredane.

Erenhead is built around the headwaters of the Eren on the very shore of the Pelluria. A massive stone causeway called the Peredon bridges the river in the middle of the city, connecting the riverfronts of the two halves of the settlement. The buildings are predominantly Northman in construction, made of large limestone blocks, though the most recent prewar construction is Sarcosan in style.

Erenhead is now an occupied city and though most of the town still stands, much of its original human population has fled south ahead of Izrador's invasion. Izrador's armies use the city as a naval port and staging area for southbound supplies and troops. At any given time, there are 10,000 to 20,000 orcs, goblins, and miscellaneous other minions of the Shadow in the city. There are still 3,000 to 4,000 humans trying to eke out an existence in Erenhead and the surrounding lands and perhaps 2,000 halfling slaves working under goblin masters. There is a rotating population of 1,000 to 2,000 gnomes in the city involved in various aspects of troop and supply transport for the orcs.

Swift Water

Swift Water is one of largest gnome villages on the Eren and is home to the famous vineyards and fine beverages label of the Swift Water Trading Company. The village is actually several miles up a narrow tributary and nestled in a shallow valley dripping with grapevines and surrounded by golden fields of hops, wheat, corn, and sugar beets. There are several breweries, a distillery, and a massive winehouse hemmed

round by the tiny gnome homes and shops of the Swift Water family. The little harbor in Swift Water is always busy with boats from almost every other family on the river.

Orc officers turn blind eyes toward this ripe little settlement and, in fact, order their men and goblin slavers to stay out of the town. The orcs like their beer and especially the hard liquor the gnomes make there and do not want anything to interfere with production.

The gnomes use the resulting privacy and relative freedom of the place to good effect. The network of tunnels that their dwarrow kin have excavated under the settlement over the past hundred years serves as a large and well-hidden smuggler's depot. There are also smaller passages from these underground warehouses that lead east into the plains. They serve as important paths along the route to the smuggler's tunnels of the Kaladrun foothills.

Against the Shadow

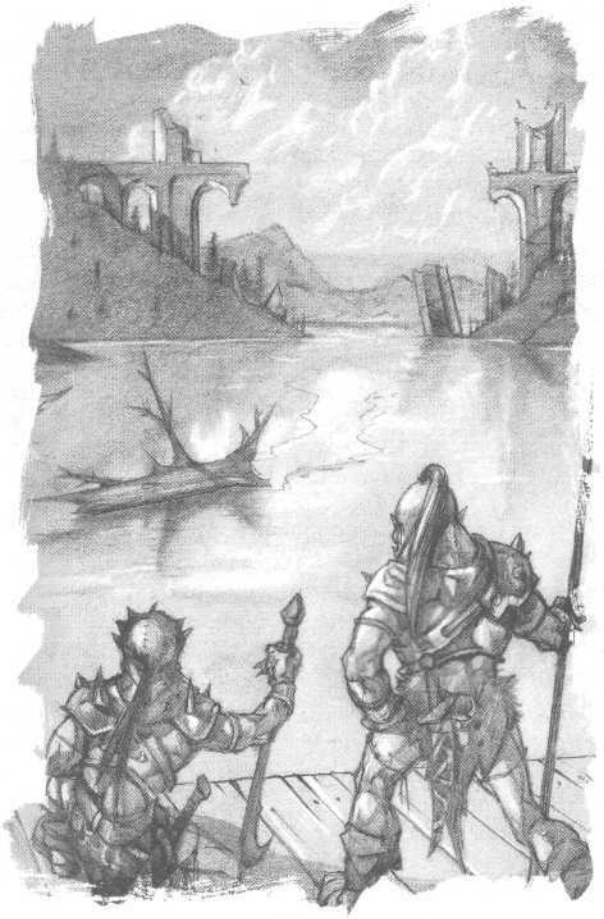
Smuggling

Whether the cargo is weapons, magic items, fey spies, or messages, the gnomes are consummate smugglers. They have long practiced little subterfuges that allowed them to avoid some of the tariffs and fees of the different lands they traded in. Now, under the reign of the Shadow, they have perfected the arts of misdirection and deceit that allow them to move almost any cargo or passengers without discovery. Whether they are hiding escaped halfling slaves disguised as gnomes, carrying swords from Sharuun to the Northlands under their boats' false decks, or hiding elven spies wrapped in stowed sails, they always seem to have a way to sneak smuggled cargoes past goblin checkpoints and orc boarding parties.

Sadly, as vital as the gnome smuggling efforts are to the human and fey resistance, the inherent need for secrecy means that most people do not know what the gnomes are doing. Most humans are convinced the gnomes have simply sold out to the forces of Izrador and that they are now willing partners in the Shadow's domination. In payment for this apparent betrayal, gnomes are unwelcome in many Erenland towns and villages and often suffer brutally when caught alone by drunk thugs or embittered ex-soldiers.

Sweet Water Haven

The gnome town of Sweet Water has long enjoyed a certain amount of favor among the orc minions of the Shadow in the North. The orcs' love of liquor is motivation enough for them to leave the small town in peace. The gnomes in the town use their relative autonomy and privacy to good effect in the war against the Shadow.



Sweet Water has become the busiest smuggler's haven in central Eredane. The gnomes smuggle leather and textiles to the elves in Erethor and return with magic, bows, and medicines. They smuggle food to the beseiged dwarves in the Kaladruns and weapons to insurgents fighting in southern Erenland and the Northlands.

Over the last several years, escaped halfling slaves have become one of the smugglers' most common cargoes. As a result, Sweet Water has become a sort of waystation for escaped halfing slaves on their way to the refugee camps in Erethor. At any given time, there are dozens of halfling fugitives living in the subterranean tunnels below the town.

While most of these halflings are eventually smuggled out of Erenland and into southern Erethor, a growing number is responding to their enslavement with a deep-seated desire for revenge. Some of these halflings are remaining in Sweet Water to aid the gnomes in their smuggling and procurement operations, but others are taking up arms and joining other resistance fighters in the Northlands and the occupied cities of southern Erenland.

Halflings make ideal spies and saboteurs, and many of them use magic to disguise their appearance and illicit activities.

CHAPTER 9

The Kaladrun Mountains

Shadow was this world's midwife.
Our mother is forever lost;
We are orphans, fostered by stone.
Lighter days were squandered;
Heroes marched to war,
And neither days nor heroes come again.
We built noble mountain-halls
Where no dwarf now walks;
Stone breaks and plazas drown,
Living rock rots in the dark.
The elves wove magic,
Great mansions in the green.
Now trees are made torches
And the fell devour hope.
Dust blinds the plainsdwellers;
The rivers ooze bitter gifts.
Beer sours in the mouth,
Meat spoils on the bone,
Seed's virtue withers,
The war-tread hammers on dwarfish roofs,
And a warrior's spirit turns cold.

— An anonymous inscription from the hall of heroes in the dwarven holdfast of Calador

The Dwarven Clanholds

The Kaladruns are an ancient mountain chain that reaches from the frozen north along the eastern coast of Eredane to the Kasmael Sea in the south. They from a vast realm of steep granite, broken only occasionally by basaltic cliffs and volcanic slopes. In the north and at higher elevations, there is deep snow and ice the year round and glaciers rest in narrow valleys, their melt water feeding countless streams and cold mountain lakes. The Kaladruns' western slopes begin as rugged, grassy foothills on the high plains and climb quickly. The eastern slopes tumble to arid coastal deserts where the land is covered by broken rock and low, shifting sand dunes.

There are many passes through the Kaladruns but most are treacherous and open only in high summer. The mountains are riddled with natural caverns and dwarven tunnels, which in past times were part of the trade routes from the lowlands. There are old dwarven ruins throughout the Kaladruns—surface cities and fortresses and underground holdfasts destroyed by the forces of the Shadow and long abandoned. There are also signs of the elder fey hidden in lost valleys—towers and crumbled ruins hiding ancient secrets. Some say there are older things in the mountains, caverns and ruins in the deepest underground, remnants of a race older even than the *elthedar*.

The high peaks of the Kaladruns are always cold, from the frozen north to the tropical south, and even

there the mountains are capped in snow year round. The climates of the lower elevations show more seasonal variation, matching that of the surrounding lowlands. The western slopes are usually dry but receive heavy rains in the late winter and spring. The eastern slopes are hidden in the mountains' rain shadow and turn to arid desert before they reach the sea.

The History

The dwarves of the Kaladruns were once a peaceful people content to pursue their great art—building their cities of stone and crafting the metal goods they traded with the other races of Eredane. Though often contentious and stubborn, the clans were of noble stock. Family relations, intermarriage, and trade kept them closely allied.

Then, in the Time Before Years, the orcs came. There are legends told among the other fey races that the orcs were once dwarfkin run afoul of Izrador, but none now know for sure. When orc raiders came out of the northern mountains, they slaughtered thousands before the dwarves were able to muster real defenses. They turned their craft skills to building fortifications and forging weapons, eventually becoming expert in such things. Their great strength and fortitude served them well as they trained for battle.

By the time the Dorns brought true war to Eredane, the dwarves were well prepared to meet the threat, having been tempered in their ongoing skirmishes with the orcs. By the time Izrador made his first bid for power, the dwarves were hardened and cunning soldiers and were key to the victory at Eris Aman. When the Sarcosans invaded, they quickly learned to leave the stout and formidable warriors to their mountains, and when the Shadow rose a second time, the long warrior tradition of the dwarves was one of the only reasons Eredane was not lost. By the end of the Second Age, the greatest builders and craftsmen in all Eredane had become the greatest warriors as well.

In the thousand years of the Third Age, while the other races lived in relative peace, the dwarf clans were forced to continue the war against the Shadow. The orcs and their minions had held the northern Kaladruns since before the First Age and during the Third continued to force their way into the southern mountains. The dwarves continued to fight, but as they suffered attrition, the orcs only seemed to grow in numbers.

As the Third Age wore on and the human lands descended into a dark age of civil war and economic ruin, the dwarf clans became even more isolated in their mountain realm. They abandoned trade and any craft not used to battle the orcs. Their lives became endless rounds of patrols, watches, fighting, and weapon making, and if a skill or craft did not kill orcs it was of no value to the dwarves. Their cities decayed as their fortresses grew, and deep holdfasts were expanded as the surface was permanently abandoned for the relative safety of the underground. Not only did the dwarves sever ties with the lowlands, but the clans also began to lose contact with each other. Travel had become too dangerous, and there were not enough resources to trade or share as it was. Isolation increased and over time many clans lost touch altogether.

Now the Kaladrun Mountains are a realm contested by the minions of Izrador in the north and the fractured dwarven clanholds in the south. The dwarves have become an isolated, haunted race that lives only to battle orcs. The clans have become distrustful even of each other and paranoia is common among the clanholds' leaders. The only hope to which most dwarves now aspire is to kill a few orcs before they themselves die in battle.

The People

There were once as many as 600 dwarven clans in the Kaladruns, each with thousands of kin living in hundreds of settlements and outposts from the Icewall Mountains in the north to the fabled city of Bodrun in the south. Now, through the isolation and attrition of endless war, there are fewer than 200 living clans and some of these have as few as 100 members.

There are less than 150,000 dwarven clanfolk now surviving in the Kaladruns. Of these, most live underground, but perhaps 25,000 are Kurgun, the "surface dwellers," living in the decaying cities from more peaceful times. There are also perhaps 2,700 dwarrow in the mountains, as most are sent to join their gnome kin in the lowlands. There are also about 1,300 dworg halfbreeds living as part of Durgis Clan or as outcasts surviving on the margins of dwarven culture.

There are also humans living in the western valleys of the Kaladruns, and a few have even earned membership in Durgis Clan. They are refugees from Northman towns such as Low Rock and most are members of House Orin, historical allies and trade partners of the dwarves. There are perhaps 10,000 human refugee descendants living and fighting beside the dwarves.

Settlements

In the distant past, most dwarven settlements were built in hidden mountain valleys. They were constructed on the surface of the world, made of unmatched stonework or cut from living rock. The grand scale, beauty, and clever architecture of these cities were unmatched in their time or by anything since. Slender towers, ornate walls, pillared halls, grand fountains, massive bridges, and great domes were crafted with such skill that their fantastic size, delicacy, and durability seemed magical. Mountain streams provided water that was stored in vast underground cisterns, and terraced mountainsides provided crops and pastureland. Long, narrow roads cut and tunneled along cliff faces

and through high passes, connecting each town to many others.

The dwarves always had extensive underground chambers and caverns excavated as part of their mining efforts. They used them as storage, treasuries, and foundries, and as refuges against orc raids. In the centuries after the Dornish invasion, the dwarves expanded these warrens into viable settlements and over time many of the surface cities were abandoned in favor of these safer holdfasts beneath the ground. They provided greater protection against orcs and supported the ethic of racial isolation already beginning to grow among the dwarven people.

Now the surface cities lie empty, stripped of resources, buildings crumbling, waterways clogged, and terraces overgrown. Their only inhabitants are the Kurgun, the dwarves that still cling to life on the surface. Most live in huge and ancient citadels they keep well repaired or in fortified quarters of otherwise ruined cities.

Over the long centuries, the dwarven holdfasts have expanded into mazelike complexes. They feature endless passages and halls and link to mines and natural caverns that reach to great depths. The living spaces include apartments, workshops, gathering halls, plazas, training yards, dungeons, fighting pits, and more. Subterranean streams power water wheels used to run forge bellows and lift water into community cisterns. The stream water is also used in the mines and to carry away waste. Most spaces are unlit, but larger public areas feature sconces and great fires that burn with heatless, arcane light.

Those dwarves that have survived the endless warring have done so in part by turning their holdfasts and surrounding caverns into veritable killing zones. They have installed devious and lethal traps of every sort. There are murder holes, suspended rockfalls, and deep, water-filled pits covered with false floors. There are countless boltholes and hidden passages that make shortcuts between otherwise distant places. Every approach to a holdfast is well guarded, and massive stone gates trap potential invaders in open killing chambers. Guards with ranged weapons man high, hidden ledges, and floodgates allow huge cisterns to fill the chambers with water.

In these dark days, the attrition of endless war has left most holdfasts sparsely inhabited, and large sections of many have been abandoned or sealed off as additional defense against invaders. Others have been abandoned altogether, as members of a given clan consolidate their numbers into more viable communities.

Language

The traditional language of the mountain fey is Old Dwarven. The tongue is as ancient as the race and has changed little in thousands of years. The various clans have always had their own regional accents and colloquialisms that have given most distinct clan dialects. Over the past millennium, however, the increasing isolation of the clans has exaggerated these dialects so that most are now unique languages.

Clans within a given region can usually understand each other's dialects, but those separated by much distance cannot. Unfortunately, the lack of trade and communication means that many dwarves have never learned Old Dwarven and can speak only their local tongue.

Many dwarves are also fluent in Orcish or Black Tongue, for knowing the language of one's enemy can provide an advantage in combat. Though many dwarves once spoke the language of their gnome cousins, only the elderly know it now and see scant reason to pass it on to the young.

Governance

The dwarves have never had a centralized government. Instead, they pay allegiance to individual clans that were founded in the Time Before Years and consist of allied groups of extended families. Clans are autonomous and are ruled by chieftains called the clan *dor*, or "stone." The lands over which a clan has control are called its clanhold, and each settlement within the clanhold is governed by a clan noble called a *dorthane*, or "lesser stone."

The position of stone is not necessarily a hereditary one, as each stone grooms one or two young proteges to take over when he dies or is no longer able to fulfill his duties. But often, this stone-to-be is the son, daughter, or some other relative of the ruling stone, and so the line is often hereditary by default.

Over the past centuries of constant warfare, a rite of formal challenge has evolved among most clans that allows clan members to challenge the leadership of a *dor* or *dorthane*. The challenge is a martial one in which the challenger calls out the stone in single combat. Particularly aged or infirm stones can rely on loyal champions if they choose. The combat is traditionally fought unarmored, with matching axes, and to the death. If the stone or his second wins, he remains ruler, but if the challenger wins, he becomes stone. When this happens, he must often face a rash of challengers loyal to the displaced stone.

Most stones keep councils of experienced advisors that assist them in governing their people. Clan councilor is an honored position, and most *dor* once served as councilors in their time.

In the past, there were large gatherings of delegations from each clan that would occur every few years or when the dwarven people as a whole faced certain issues, such as the Dornish invasion or the construction of the Fortress Wall. These gatherings were called clanmoots and were as close as the dwarves ever came to a unified government. Clanmoots served not only political purposes but also important social ones, helping to

spread knowledge and news from clan to clan and to maintain alliances. It has been centuries since the last clanmoot and perhaps 1,500 years since the last that included the majority of the clans. The loss of the clanmoot tradition has only led to the further isolation and weakening of the dwarven people.

Religion

Spirit of the Rock

The dwarves long ago abandoned their faith in the Lost Gods, and in their fatalistic way are certain that the gods have forsaken the people of Aryth forever. What little faith they have has been transferred to the powerful spirits that inhabit the natural world. The spirits of the mountains are even more enigmatic and ethereal than those of the Great Wood or the plains, manifesting in subtle ways if at all. As a result, many dwarves simply do not believe in them or at least refuse to pay them any homage.

Those that do believe honor a powerful but subtle entity they call the Dorogin, or the "Spirit of the Rock." They believe the Dorogin manifests in the echoes that pass from cavern to cavern. Many dwarves claim echoes are the voices of the rock and if you listen carefully they impart wisdom and warning. Many believe echoes can tell the best routes to the surface, where to hunt orts, or warn of approaching enemies. Though subtle echoes and vibrations can indeed give away the footfalls of orc troops, most younger dwarves think the Dorogin is nonsense and holds no more power in the underground than the superstitions of old men.

The Sun and the Moon

The dwarves have not always lived underground, and the skies of Aryth are not unknown to them. Since the First Age, dwarves have told stories of Father Sun and Mother Moon. Though not worshiped as gods, the sun and the moon play key roles in dwarven mythology. There are endless fables that tell how the sun and the moon created the world, and the fey and the dwarves themselves. They tell how the sun is a great warrior and punisher of the wicked. They tell that the moon is the mother of all and the source of the world's magic. The warnings and morals the tales offer are used by dwarven parents to guide their children and serve to define what is honorable and what is not among adults. The fables are rich in meaning, history, and social tradition and could do much to teach outlanders about dwarven culture and explain their ways. Many are also simply meant to be entertaining—adventurous, funny, or frightening.

According to the fables, when not crossing the sky the sun and moon rest deep within the underground. This is why, the dwarves say, they rise from and sink into the earth with the passing of each day. Many say it is the hot, yellow blood of Father Sun that seeps through the ground to form veins of gold and the cool white blood of Mother Moon that forms silver. As a consequence, stylized suns and moons are common motifs in dwarven art, especially on objects made of these metals. Sun and moon designs are found in all dwarven crafts, from the shape of a city gate and the engravings on the head of an ax to the traditional moon amulets of the dwarven loremasters.

Trade and Craft

Stonecunning

Dwarves are masters of stone working and stone architecture. Their ancient cities and holdfasts are fantastic examples of their craft, and it seemed they had few limits on what they could build from rock. At the height of Erenland culture, dwarven architects and builders were in great demand across the human realm and played key roles in the construction of edifices such as the Bridge Towers of the Kalif in Alvedara and the Great Badrua in Sharuun.

Though the fundamental skills may still exist, the pride of art that once went into dwarven stonework is all but lost in these dark times. Most stone craft goes into repair and upkeep and few things new are built. The rare exceptions are constructed in haste and serve only function. The ancient traditions, though not quite dead, are surely dying.

Masters of Metal

If the dwarven race can be said to have a spirit, then that spirit surely manifests itself in their metalworking. All dwarves have some level of aptitude for metalworking but many aspire to greatness. Whether making jewelry, armor, blades, gears, wheels, or children's toys, the dwarves work metal with such skill and passion it seems a kind of magic. Indeed, most dwarven arcane practices focus on working and enchanting metal and metal objects. Both their magical and mundane metallurgical techniques are closely guarded secrets and their foundries and workshops are as clever as they are mysterious.

In the process of becoming master smiths, dwarves also became master miners. The millennia they have spent digging in the earth after ore made them expert in the art of finding precious metals and the science of underground engineering. These practices combined with their stone working skills are what ultimately allowed the dwarves to master the underground and build their vast holdfasts.

Metal goods, especially tools, weapons, and armor, were the core commodities of dwarven trade

with other races. Dwarven wares were highly coveted by the other races and were traded for cloth, leather, tobacco, wine, medicine, and magics across the realms. Ultimately, the races of the plains became so dependent on dwarven metal goods, that as the dwarves became increasingly isolated these other races discovered that time and neglect had cost them much of their own metalworking skills. Never has this loss been so telling as it is today in the time of the Shadow.

Sadly, the pride and joy with which the dwarves once pursued the art of metalworking have been lost in the long years of warfare with the Shadow. Beauty and delicacy have been utterly supplanted by the pursuit of lethal function. Few smiths forge anything now but weapons and armor and the tools to make them. Though these specific skills have been honed to perfection, the artistic ones, dedicated to form and beauty, have been lost to the ravages of war. Most dwarven smiths no longer have either the time or the soul to mourn their passing.

Gift of the Moon

There is a legend among the dwarves that Mother Moon took a handful of fire from Father Sun's crown and cooled it in her silver grasp. She then buried it in the roots of the Kaladrun Mountains where her dwarven children would someday find it. In doing so, Mother Moon is said to have given the dwarves the priceless gift of mithral.

Mithral is a wondrous ore that only the dwarves know how to find and smelt, and its forging is perhaps the most closely guarded of their secrets. Mithral is a rare silvery metal that is far lighter and stronger than seems natural. Armor made from mithral provides superior protection and weapons crafted from it make the keenest cuts. Mithral blades never lose their luster or their edges and are traditionally marked with an image of Mother Moon in honor of her gift. Mithral arms are rare enough in the dwarven lands, but in the realms beyond they are prized beyond all others.

Any weapon made of mithral is considered masterwork and receives a +1 enhancement bonus on attack rolls. The bonus also applies to damage rolls if the target is an orc. The dwarves have fought the orcs for so long that they have learned just what weight, balance, and edge are best used against them. Mithral armor is as described in the core rules.

Food and Fare

Dwarves have voracious appetites and are willing to eat just about anything to fill their bellies. Unfortunately, their mostly underground world offers a limited and often unsavory fare.

Dwarves hunt orts, large and vicious subterranean

rodents that can reach 60 pounds or more. Dwarves eat their greasy meat and make broths from their blood and bone meal. They use their hides to make boots and other leather goods and even spin crude yarn from their hair. Many holdfasts keep semi-domestic orts, put they are loud, smell foul, and make for vicious livestock.

Underground dwarves compost their waste and use it to farm mushrooms of many kinds. Some are large and flavorless but rich in nutrition. Others are small and pungent and add flavor to other foods. Some are even used in medicines and poultices that prevent infection.

The Kurgun are the farmers of the mountains, raising crops of wheat, rice, and various vegetables, as well as livestock such as goats, mountain pigs, game hens, and rabbits. The surface dwarves trade this produce with the subterranean clans for raw ore and mushrooms.

When desperate for food, dwarves have been known to eat orc meat, and many clans have developed a taste for it. Though few eat it as a staple, some clans serve orc meat following successful battles or at certain ceremonial feasts.

Ways and Traditions

Clans of the Dwarves

The dwarven clan structure is the basis and focus of dwarven culture. The ambitions and needs of the clan outweigh those of its individual members and loyalty is not only a matter of honor, it is ingrained in the soul of every dwarf. The weight of history and the threats of the Shadow demand that the clan comes first, and all but the most craven dwarf would rather die than betray his clan or clansmen.

The histories recorded in each clanhold's hall of heroes describe the purported origins of the clan. Many record mythic references to a great hero of the Time Before Years who founded the clan as one of his or her many exploits. Some read as if the clan had always existed, like some aspect of primal nature. Some even claim that Mother Moon spawned each clan's original stone and scattered them across the Kaladruns. Many loremasters believe the clans arose slowly as the elder fey refugees that fled into the mountains established tribes and began to become their own people.

At the height of dwarven culture in the midst of the Second Age, there were as many as 600 different clans. Now there are fewer than 200. Attrition in the constant war against the Shadow has been brutal and many clans that have not been wiped out entirely have been forced to join with their cousins simply to survive.

Thedron Clan

Thedron Clan was once the largest and most influential clan among the dwarves. Their wealth and holdings were vast and their weapon enchanters unmatched. They were often leaders of the clanmoots and frequently spoke for the clanmoots in parley with other races. Thedron Clan built the wondrous Stone City at Calador and later constructed the largest of the dwarven holdfasts beneath it.

In these dark days, the clan is all but broken. The Stone City lies in ruins, destroyed by an army of orc-led giant-men, and the remaining clan members now live in an almost constant state of siege. They are virtually trapped in their own holdfast, confined to a small region of the underground by the orc forces arrayed against them.

Fodrin Clan

Fodrin Clan was a large clan once well known across Eredane as metal traders and stone architects. In fact, the dwarves of Fodrin Clan supervised the construction of the Bridge Towers in Alvedara. Fodrin Clan built the vast holdfast of Idenor, one of the most elaborate and beautiful cities of the underground.

No one knows for sure what happened to Fodrin Clan. There are not even rumors about its extinction, a likely sign that its fate was dramatic, sudden, and cruel. All that remains of the holdfast at Idenor now are ruin-filled caverns blasted by terrible magics and half-flooded by a breached spring.

Durgis Clan

Durgis Clan is one of the few clans that make up the Kurgun, those dwarves that still live predominantly on the surface. Durgis Clan was never a large one and was often looked down upon by other dwarves, as they were the only clan that would accept outsiders into their ranks. They had long been willing to accept dwarves that had been banished from other clans and so were often considered a clan of criminals and miscreants. They were also the only clan that allowed dwarves to live among them and so were considered poisoned with contaminated blood.

The willingness to accept outsiders would eventually prove a boon to Durgis Clan. The outcasts and dwarves they embraced have typically been so grateful to have a home that their loyalty verges on fanaticism. Their openness also meant that the attrition of the Third Age did not have as great a net effect on Durgis Clan. In fact, as refugees and dwarves from other clans continue to join, Clan Durgis has become one of the largest dwarven clans in existence today.

There are rumors among the other clans that one of the branches of Durgis Clan has even accepted the membership of a group of orc dissidents that fled the

north. They are opposed to the ways of Izrador and are said to fight alongside the dwarves as allies against the Shadow. Most dwarves discount this as impossible, even for the Durgis.

Gorand Clan

Gorand Clan is one of the only clans that is a mixture of ground dwelling and Kurgun dwarves. They live in the southern city of Bodrun and its surrounding settlements. In the early years of the Third Age, Gorand Clan sent warriors north to help their kin fight the Shadow, but by the middle of the age they withdrew from what little was left of collective dwarven culture. Though the minions of Izrador occasionally make raids from the plains west of Bodrun, they have not yet moved far enough south within the mountains to be a constant threat to Gorand Clan. As a result, the lifestyle of Gorand Clan is more like that of ancient dwarves than that of other clans.

Gorand Clan still actively trades with the humans in the isolated coastal town of Landfall, and up to 300 dwarves can be found in the city at any time. The clan also still trades with the human freeriders of Erenland, though in well-guarded secret. Gnomes and humans run caravans into the foothills south of Bodrun, where they are met by dwarves that have come through hidden ways to the surface. The dwarves trade weapons and armor for medicine, wine, magical elixirs, and news of the outside world.

The Black Blood Clan

The clanhold of Dorin Clan was one of the northernmost of all the clans, hidden among the steep crags of the Icewall Mountains. The Dorin Clan had a proud warrior tradition but in the end fell into darkness when its people were corrupted by a host of demonlings serving Izrador. In the years ending the Second Age, long before the final rise of the Shadow, Izrador's minions unleashed a horde of insidious magical creatures into the Icewall Mountains. These horrible entities sought out and possessed individual dwarves of Dorin Clan. A terrible but brief civil war ensued, as the possessed turned on their one-time brethren, slaughtering them all.

Now, generations later, the kin of Dorin Clan have become truly evil worshipers of Izrador and hate the other dwarves with the same passion as their orc allies. They battle frequently with other clans and divulge dwarven secrets to the Shadow. They infiltrate dwarven settlements posing as refugees and then betray them from within, fostering distrust among the other clans. The clans have grown to despise the Dorin and often refer to them as the Odrud, or "Black Blood," Clan. On the rare occasions when members of the Odrud are captured, they are often brought back alive and subjected to slow torture before being thrown into pits with packs of half-starved orts.

There are persistent stories, supported by a few eyewitness accounts, that the great smiths among the Black Blood Clan forged a quartet of enchanted mithral weapons for Izrador's Night Kings: a terrible scimitar, a black staff, a sundering hammer, and a cruel spear, each imbued with frightful and devastating enchantments.

Outcasting

Dwarves that commit crimes against their clans or otherwise break clan traditions, oaths, or taboos are typically punished with outcasting. When banished, a criminal is branded on his right cheek with a symbol of his crime and then taken to the borders of his former clanhold and forbidden to return on punishment of death. Most other clans typically refuse such criminals succor and may even kill them on sight. The only clan to accept such outcasts is Durgis Clan, and even it will not accept those branded for murder, rape, or treason.

Loremasters

Dwarven loremasters are channelers of significant power that have dedicated their lives to the arcane protection of their clans. Their magic helps shield the clanholds from the spies and agents of the Shadow and assists the stone in setting his defenses and anticipating the actions of the enemy. Loremasters also help with food production and often create powerful enchantments for weapons and armor.

Loremasters are also keepers of history and law and are responsible for maintaining the clans' halls of heroes. It is their sacred duty to assure the clan always knows their past, even in the face of their despair for the future.

In past times, every settlement had a loremaster who in turn had many apprentices that helped with research and lesser magics. In time, these apprentices would become loremasters themselves and take on their own trainees. During the Third Age, the terrible attrition cost many clans their loremasters as well as their warriors. The elders were often killed in raids, and few younger dwarves are willing to forego battling orcs for the subtler ways of loremaster apprenticeship.

Hall of Heroes

Every older clan settlement has a building or chamber called the hall of heroes. Here the loremaster and her assistants record the history of her clan on thick stone pillars. Some pillars list significant battles and events. Others hold descriptions of the exploits of great dwarven heroes who died in combat, and still others are covered in bas reliefs of ancient myths and legends. The walls are typically lined with cherished works of clan art and items of historical significance. Huge books with metal pages and some rarer ones with paper leaves are

displayed in these halls, as are the weapons of ancient heroes when they are not carried into battle by the current clan champions.

Over the centuries, the dwarven reverence for histories and artifacts of their past has increased in proportion to their racial despair for the future. It is as though its past glory and honor is all that remains of a clan, despite the fact that its people may live on. Pride in the past seems to have replaced any sense of hope for the future among the dwarven holdfasts of the Kaladruns.

Enemy Experts

During their long wars with the forces of Izrador, the dwarves have become experts in the ways of orcs, goblins, ogres, giant-men, and trolls. Not only have they learned their battle tactics and how best to fight them, but they have also learned much about their cultures, languages, and religious beliefs. This knowledge allows the dwarves to exploit weaknesses or to predict the sorts of responses they might get from tactical raids, bluffs, and torture. This knowledge has been hard won and is carefully passed on to younger warriors in hopes that it might keep them alive a little longer, allowing them to kill just a few more orcs.

Pit Fights

Over the past several centuries, a gruesome tradition has evolved among the more bloodthirsty dwarven clans. Many holdfasts, and even a few Kurgun cities, now feature small arenas where captured minions of the Shadow are used as fodder in brutal pit fights. These bloody combats serve several purposes and have become a major aspect of life in some clans.

Dwarven adolescents are first blooded in the pits in a ceremony that marks their transition to adulthood. A young warrior is typically pitted against a half-starved goblin or an orc whose leg has been broken. If the child survives, she is awarded full status in the clan. If she is killed, then her opponent is slain by her relatives and eaten at her funeral feast.

The pits are also used to train warriors under realistically dangerous circumstances, against living enemies. Pit training is one of the reasons even young dwarves are formidable orc-fighters.

The pits are also used when challenges are made against a clan's stone. This is typically where the formal combat takes place so that it can be witnessed by the entire settlement.

Finally, the most subtle and perhaps disturbing purpose for the pit fighting is its entertainment value. Life in the dwarven lands is a harsh and brutal existence with no relief from the oppression of constant war. In the arenas, wild animals are set against orcs, goblins, and other enemy captives simply for the cathartic, primal thrill of experiencing the bloodshed. Dwarf champions also fight the captives. These are often the best-attended combats, and the more formidable the opponents, or the weapons they are given, the bigger the thrill of the audience. Skilled or lucky captives have killed not a few dwarven warriors, and yet the tradition continues.

Personalities

The Brothers Kurgun

Most of the dwarven heroes of the war with the Shadow die in obscurity. Few become known outside their own clans and fewer still are ever known beyond the Kaladruns. Most are warriors, seldom smiths or stone workers, and none were ever dworgs. That is until the Kurgun Brothers left their mountain home and traveled into the lands of men. The stories of their exploits are hard to believe, if for no other reason than they seem to have traveled everywhere and done everything, despite the reign of the Shadow.

The tales claim they rid an Erenlander town of a whole garrison of orcs simply by challenging them to single combat. They are said to have taught a thousand boys to forge blades and to have repaired the Bridge Towers of the Kalif right under the nose of Jahzir the Night King. Whatever the truth of the many stories of the Brothers Kurgun, they seem to have become a kind of everyman's myth and are now a permanent part of the lore of the Last Age.

Harrek of Brendol Clan

Harrek of Berendol Clan is the greatest hero of the surviving dwarves. His clan is small and faces extinction, but his feats of strength, cunning, and skill in combat are unrivaled in modern times. He has killed so many orcs that even the minions of Izrador know of him, naming him Sorgrander, or "Death Wielder," in the Black Tongue.

Harrek is the quintessential dwarf. He despises the orcs and lives only to fight them. He has no concept of hope and suffers his own existence simply to protect his kin and shed orc blood. His only ambition is that his axe be enshrined in the hall of heroes when he is finally killed. He knows just where he wants it to hang and is certain it will only be a matter of time before it joins the weapons of his ancestors.

Loremaster of Calador

The loremaster of Calador is perhaps the oldest dwarf in the Kaladruns and likely the most powerful channeler remaining among the dwarves. She is so old, in fact, that none who live remember her name, honoring her simply as Mistress. Her body is weak and wizened and her eyes are cloudy and blind. Her wit, however, is as sharp as ever and she has the kind of sight that

allows her to peer beyond the chambers of the holdfast and the confines of time. Her counsel has long been one of the only things keeping the besieged dwarven settlement from falling to the orcs, and her magic is all that sometimes stands between her people and starvation.

To all outward appearances, the loremaster is forever positive and confident that her people will survive. In her heart, however, she is convinced that, though she may not live to see it, her people, and eventually all the Kaladruns, will fall to Izrador and pass into eternal darkness.

Kala the Clanless

Kala is the warrior leader of a band of nomadic dwarves that travel the mountains ambushing orcs and surviving off what resources they can steal during their raids. Her small band is all that remains of her clan after ogres overran her clanhold several years ago, killing almost everyone and driving them from their ancestral lands. Kala was only a young fighter then but has matured into an able warrior, and her wisdom and prowess have made her the natural leader of her roving tribe.

The band spends most of its time hunting the underground for the Shadow's minions. They have taken to patrolling the lands of the smaller clanholds, fighting as phantom guardians for the lesser clans. They sometimes shadow other dwarf hunting parties and charge to the rescue if they are attacked. As signs of their patronage, they often leave the severed heads of the orcs they kill near the gates of the holdfasts they protect. Many of the people in these clanholds have come to call their unknown benefactors the Valgard, or the "ancestor ghosts," and believe they are the shades of their forefathers, returned to protect the people.

Sites and Features

Calador

Calador, known as Caladale in the old tongue, is one of the oldest and largest of the dwarven settlements and is home to Thedron Clan. Calador was originally founded on the terraced slopes of Cardred Mountain, but as it grew it took over the very mountain itself. The entire peak was terraced from the green dales of the surrounding valley to the summit, and over the centuries the mountain came to look less like a thing of nature and more like a dwarven vision of heaven. The living mountain was cut inside and out to form walls, towers, buildings, great halls, individual dwellings, wells, roads, and plazas, all of fantastic architecture and stunning grandeur. By the end of the First Age, the physical distinction between mountain and settlement was lost and the place simply became known as the Stone City. It was such a wondrous place that even the elves of Erethor made the long journey to Calador simply to see it with their own eyes.

During the Third Age, as the dwarves retreated to the underground, the city was slowly abandoned and began to suffer from neglect. By the time dwarven trade with the outside world had ceased, Calador was all but empty, a shadow of its former glory.

The Calador of today is a vast holdfast far beneath the old city. It is the largest of the underground settlements and home to more than 10,000 people. Most of the surrounding surface and underground regions are held by the forces of Izrador, and the city is under an almost constant state of siege. As a result the Calador holdfast is one of the most secure, with defenseworks, traps, and deadfalls guarding every approach. All but a few passages to the surface have been permanently sealed off, and every citizen strong enough to carry a weapon does so. The soldiers of Calador even leave the decapitated bodies of slain orcs piled in the surrounding caverns in hopes of encouraging hungry predators to rampage through enemy lines.

Idenor

Idenor was once the great holdfast of Fodrin Clan and large enough to rival Calador. More than 80 years ago, a terrible earthquake shook the region and even the intermittent contact some clans had with Idenor was lost. The few that have braved the journey there and made it back again claim that Idenor is now nothing but a dead ruin that reeks of fell power. Many of the original chambers are caved in and impassable. Other sections lie broken and half flooded by seeping spring water that once fed the city's now-sundered reservoir. Strange creatures dwell in those black waters, and other denizens of the underground lair within the exposed structures. Some explorers even claim that a vast cavern lies exposed beneath the lowest levels of the Idenor ruins, as if the earthquake had just revealed its presence.

Nowhere is there sign of the dwarves that once inhabited the holdfast. No bones, no cast off armor or weapons, nothing to show where, how, or even if they died. Some say the inhabitants fled the destruction of the earthquake. Others believe the earthquake unleashed foul demons trapped in a previously undiscovered Darguul cavern. Still others wonder if the quake itself was not the result of the inhabitants of Idenor delving a bit too deep and loosing the wrath of something that should not have been disturbed.

Smuggler's Ways

During the Second Age as the dwarves began their retreat into the underground, they maintained many of their old trade routes by excavating connecting passages to the surface. These tunnels led though natural caverns to secret trade rendezvous beyond the mountains, in the

foothills, and even out in the high plans. Using the tunnels, the dwarves were able to link their underground communities to their old trade partners without having to use the rambling mountain roads or risk encountering the increasingly frequent orc raiders.

During the Third Age, the passages became known as smuggler's tunnels and were vital to the maintenance of trade as the dwarves became even more isolationist and the orcs more numerous. By the last centuries of the Third Age, the dwarves were trading only with the gnomes, and only through their secret tunnels.

Now, in the darkness of conquest, many of the tunnels have been sealed by dwarven engineers to protect their holdfasts. Others have caved in through neglect, and still others are forgotten. A very few still host some traffic, as gnome smugglers and spies, human resistance fighters, and a few stubborn dwarves use them to trade information, weapons, and magic. These few are ever wary, however, as many of the secret smuggler's tunnels of the dwarves have been found by the agents of the Shadow and are no longer so secret.

Caverns of the Darguul

Since long before the First Age, the dwarves have known that they were not the first race to inhabit the underground, and as they dug deeper into the mountains during the later ages, they discovered more about this lost race than perhaps they should have.

The dwarves call them the Darguul, or the "masters of the dark," and record of their presence is most often revealed in vast caverns inadvertently discovered in the deepest reaches of the Kaladruns by dwarf miners and explorers. Their ruins are ancient, appearing to predate even those of the elder fey. The dwellings, sculptures, and other enigmatic structures they left behind lack a form or logic dwarven engineers can understand and fail to even reveal if they were humanoid or monstrous. The few artifacts that remain are also enigmatic, though many practically glow with arcane energy.

The few dwarves that have visited such ruins claim that a palpable sense of evil pervades them and infects those that linger too long with madness. Terrible beings reside in some of these places, and whether they are the degenerate descendants of the original inhabitants or simply the foul heirs to a lost kingdom of evil, no one knows as few who have encountered these entities have lived to tell about it. Even the minions of Izrador seem loath to enter the caverns of the Darguul and take pains to avoid regions of the underground known to hide them.

Eastern Desert

The eastern shore of Eredane is a narrow coastal desert, created by the rain shadow of the high

Kaladruns. The foothills are arid, with scrubby vegetation watered by spring melt and home to a few small Kurgun villages and only the hardiest of wildlife.

Nearer the shore, the desert becomes a lifeless, trackless waste of rocky ground and shifting dunes. Reptiles, insects, and insane spirits are the only things that dwell in this place, and even in the glory days of the First Age the most intrepid adventurers avoided it.

The coast itself, though still arid, is at least habitable. The humidity of the sea supports hardy plants and the ocean's bounty means that fishermen can enjoy a simple coastal existence. Before the coming of the Shadow, few people braved the isolation and hard life of the eastern coast. Now, many human and even some dwarven refugees have found their way to the shore of the Pale Ocean and live a quiet existence, hoping that the wrath of Izrador might pass over their desert land.

Landfall

Landfall is an old settlement that started as a Sarcosan fishing village founded not long after the initial invasion of Eredane. During the centuries of conquest and trade that followed, it became an important provisioning stop for ships plying the trade routes between Eredane and the Old Empire. In time, it became an important trading post in its own right, as several dwarf clans used it as a place to sell their metal wares to merchants from overseas. Even through the economic decline of the Third Age, the city's isolation insulated it from most of the troubles of the time, as localized free trade with foreign companies continued.

Today, under the darkness of the Shadow, Landfall remains the only sizable city almost completely unaffected by Izrador's conquest of Erenland. Whether it is because of its isolation or lack of strategic value, the city has yet to be attacked or occupied by the forces of the dark god. In fact, there is still a valuable trickle of trade both with the dwarves of the southernmost Kaladruns and the few foreign trade companies that still brave Eredane's waters.

Landfall is a small port city. It was part of Erenland, but with the fall of the kingdom seems to have been forgotten by the puppet princes that now rule there. When the flow of trade stopped and refugees brought word of what was happening over the mountains, the sussar, or sworn rider, of Landfall prepared his sworn men to protect the city. In the end, no attack came and slowly life in Landfall returned to a semblance of normalcy. Though on the surface life seems to go on as it always has, there is an overlying layer of uncertainty that grates on the nerves of Landfall's inhabitants and creates a palpable tension. They cannot help but wonder when the wave of conquest will come ashore.

Landfall has perhaps 12,000 human residents and roughly 300 dwarven inhabitants. There are also about 1,500 residents of foreign human and non-human races from across the sea that, at least temporarily, make their homes in Landfall. The city sits at the mouth of a small river that barely makes the trek from the Kaladruns to the sea. Careful irrigation supports the agricultural needs of the city and a large fishing fleet provides the city's meat. Most of the larger buildings are low, dwarf-built structures that are cool in the desert heat and will likely stand for 10,000 years. The waterfront is large and busy with at least fishermen, and there is usually a ship or three in port every helia.

Against the Shadow

Warriors to the Death

The dwarves have fought with the orcs since before the First Age. The dwarves long held the upper hand, but with the rise of Izrador the orcs and their minions became more organized and fanatical. As a result, they also became much more formidable. At the end of the second war with Izrador, his forces withdrew from the human and other fey lands, but remained in the Kaladruns. They continued to make war with the dwarves throughout the Third Age down to the present day. For the dwarves, the conquest of Izrador is not something that happened only a hundred years ago. For them it is something that started a thousand years ago and continues in the battles they fight every day.

Modern dwarven culture is focused entirely on orc-fighting and the continuing war effort. Everything dwarves do is somehow related to battle and the warrior craft. It has been this way as long as any remember and it will continue to be so until the last dwarf falls. Almost without exception, dwarves are fatalistic about the future. They have no hope that Izrador will be defeated and they have no hope that the dwarves will survive as a people. They are a strangely stoic race that knows it is doomed, and yet passionately throws itself into battle. The only thing the dwarven people have left to care about is the fleeting glory of killing orcs.

Final Days

The Night King Jahzir is frustrated by the continued resistance of the dwarves and has sworn that the mountain fey will not stand much longer. Troops and supplies have been organized and have started pouring into the Kaladruns in unprecedented numbers to begin a crushing offensive. The forces of the Shadow already control the mountains as far south as Calador, and the isolated pockets still held by dwarves in that region are falling quickly. As soon as they do, the northern armies will begin marching south and forces from southern Erenland will move into the mountains and head north. The Jahzir intends to crush the last of the dwarves between his converging armies and plans to completely eradicate them within the next few years.

CHAPTER 10

The Shadow in the North

Across Eredane, there are countless ancient myths that tell of the birth of the gods. Elaborate stories that, like an old tree, have undoubtedly grown and twisted with the passage of time. Though each race is certain its own story is true, such concerns are wasted breath. What human truly knows what happened 100 years ago? What dwarf can tell an honest tale from 500 years past, and what elf can speak firsthand of a thousand years ago? Even with her high magic, the Witch Queen is a seedling to the gods, so what truth can be spoken of their origins? They and their powers are lost to the way of time. The tales told of them are only matters of pleasant poetry or ominous prophecy, dependent upon the teller and his audience. One tale is as good as the next, holding as much truth as another. Let this one suffice, as it is both beautiful and terrible and one that may just bear the greater share of wisdom, if not actual truth.

The elves of Erethor have a myth that tells of the Bole of Heaven, a vast tree whose roots are the beginning of time and whose trunk reaches to unknown places beyond the edge of the universe. Its branches fill the celestial world and its leaves are everywhere and everything. There has never been a time when the tree did not grow and the tree will outlive forever.

Like the seeds of some cosmic spring, the gods formed from the tree and grew each as its kind. The lords of light grew from high in the branches where the bright sun of order made them strong and pure. The masters of dark spawned from deep in the roots and grew gnarled and black in the rich soil of chaos.

Eternities passed and the god-seeds grew and sought knowledge. At first, they learned slowly, quietly becoming more than they had been. Their curiosity became hunger and their hunger became need. They harvested the secret fruits of the tree and fed on their divine magic. They cast the seeds into the mortal realms where they grew into the elder fey, the god's mortal children. More eternities passed and the godlings became gods and their hungers deepened. The fruits of the tree became fewer, and in their seeking through heaven, the gods encountered each other and grew wary. For the first time they knew love, lust, envy, fear, and hate. They learned of trust and betrayal and inevitably discovered death.

Alliances formed and were broken. A great war raged across heaven and the high lords of light arrayed themselves against a dark master of shadow. In a final cataclysmic battle, the gods of light sundered their fell enemy and crushed his chaos minions. With their combined strength, they cast him out of heaven, banishing his immortal form to this mortal place. Even as he fell, the shadow lord drew on what remained of his terrible power and cast a darkness across the reach of heaven. His shadow hid the realm of Aryth from the grace of the gods, leaving the mortal world unblessed and forever vulnerable to his dark hunger.

— Excerpt from A *Dissertation on Sacred Myth* by Parial, monk of the Order of Truth, Archives of the Elven Scribes, Second Age

Exiled God

This chapter presents detailed information on Izrador and his minions. Game rules and statistics are designated as **Open Game Content.** Background and setting text is designated as closed content.

Elven myths say Izrador was cast from heaven in a war with the lords of light and paid for his treachery with imprisonment in the mortal world. Dwarven histories claim the dark god was driven from Castagar, the "Heaven Under the Mountain," by Father Sun and Mother Moon for creating the Darguul and loosing the orcs upon the world. Gnomish tales tell how the Shadow was sent from the Abyss to destroy the Watcher in the

Tales of Heaven

The war in heaven shattered the elder fey and left a paltry legacy of recorded knowledge from that time. There were a few ancient scrolls and a single tablet in the Scholar's Tower in Highwall that sages believed were from the age of the *elthedar*. These were poorly understood and are long destroyed with the sacking of that city. The Archives of the Scribes in the elven lands contain one ancient book whose leaves are preserved by spells older still. It seems a catalog of the aspects of some heavenly host, but its translation is uncertain and often nonsensical. There are bas-relief murals carved in the walls of archaic ruins of elder fey cities. They depict myths of a celestial realm and the great boons it offered the *elthedar*. They are little studied, for the ruins lie in distant places haunted by demons and fouler things.

What little the present world knows of the *elthedar* and the lost gods that once ruled them has been learned from the cryptic tales of spirits and demons coaxed or forced to speak of such things by powerful mages and cunning demon hunters. It is never wise to trust all the words of the ethereal or vile, for their understanding of the world is not a mortal one and they are often full of deliberate and clever tricks. But over time and with careful consideration, their tales have yielded, if not the truth of the Lost Gods, at least a basic myth that hints at the forms of truth.

River, yet has so far failed. Halfling lore does not claim the dark god, for naming such a thing, they say, gives it greater power still. The humans see things only in terms of monsters and demons and say he is a king among demons and a fell enemy to be opposed.

What greater or lesser truth does any cosmology hold when the facts of it are lost to thousands upon thousands of years of history, and even those few tomes that survive are cryptic references written in long dead tongues? What true knowledge can be gleaned from the mouthings of ancient spirits and bound demons forced to speak by spells and threats? There are countless myths and stories that can be told but scant few facts that can be trusted.

So far as the living peoples of the world can know, so far as the facts are discernible, there were once great and powerful gods who held sway in an immortal, celestial realm. A terrible war raged across this heaven, but whether the gods fought for power, honor, love, or some unknowable thing none can say. All that can be said of this savage battle was that a greater power defeated a force of elemental darkness and banished it forever to the mortal realm. By design or folly, this dread exile tore the world of Aryth from the grace of the gods, condemning the mortal lands to a foul inheritance and cursing the world to a dark legacy that would ultimately be its undoing.

The aftermath of the heavenly war was a dark time of devastation in which Aryth itself was sundered and the great race of the *elthedar* was scoured from the world. In time, the flames of destruction cooled and became the fires of creation. With false hope, the cultures of the younger fey crawled out of the darkness into a new world, but one tainted with the foul legacy of the celestial war—a legacy that in the end would mean their doom.

For countless ages, the foul remnants of the banished god lay broken and scattered across the frozen top of the world. Over numberless ages it drew upon the arcane power of the land and slowly coalesced into a spirit-thing, a shadow of its former essence. Slowly it regained its consciousness, but its crippled magic remained limited in scope and reach. It remembered its lost divinity, it remembered its place in heaven, and it remembered the powers that had trapped it in the mortal realm. For a thousand years it raged with elemental anger and for a thousand more it brooded in utter despair. The despair eventually became a terrible hunger for a return to godhood and a bitter thirst for revenge. As some measure of its powers returned, the entity slowly set itself to exploring its limited world and began its enigmatic, inexorable quest to return to heaven.

Nature of the Beast

How does one describe a god? When a being's potential powers are infinite, when its essence is of the celestial realm, words do not exist in the languages of men or fey that offer fitting explanation. The ancient texts of the elves name the entity Izrador, the Shadow in the North, and the dwarves call it Gor Grafang, the Evil Under the Mountain, yet these names capture nothing of its true essence. Perhaps the smaller fey come closest to its nature for they fear to name it at all.

Izrador is evil. Not like orcs are evil or the deeds of a man can be evil. He is the source and manifestation of the elemental darkness of the universe. His intent is the poison that befouls the realms of demons and corrupts the hearts of mortals. He does not do things that are evil and therefore earn the mantle of evil. He *is* evil and it is from him that lesser darkness and corruption earn their titles.

Damned to an immortal existence in the mortal world, the Shadow is an exiled spirit whose once limit-

less divine powers are weakened and finite. Trapped in the mortal realm yet unable to manifest a true physical form, Izrador is like the ruins of an ancient city buried in the mud of a foul swamp. Only those few stones that break the surface are comprehensible to mortals, and even then their purpose and intent are most often uncertain. The rest, the foundations, the greater form, lies hidden, unseen, far below the black and immortal surface.

Izrador's only worldly manifestation consists of a shifting black smoke that, while incorporeal, can coalesce into a solid-seeming mass of any shape. When communing with his servants, Izrador typically takes the form of a massive shadowy, black orc with a featureless face whose body seems to absorb the very light around it. Why he assumes this form or what others he might take are unknown even to his most trusted minions.

Only those faithful to him and of the strongest will can actually look upon Izrador without quailing in fear or falling into madness. Those of weaker will suffer numbing horror and can only cower in his presence. It is said those unfaithful to the Shadow, or enemies brought before him and forced to gaze upon his visage, simply die of fright, their hearts bursting in their chests from the pure and relentless terror.

Izrador is attributed with dark powers of awesome scope and scale, but he is not so omnipotent as the stories and rumors would imply. If he were, all of Eredane would have fallen long ago and he would not now require the service of his Night Kings, legates, or orc armies. It is equally certain, however, that every day his strength grows and that every day he comes a little closer to recovering the powers of his lost godhood.

Though greatly diminished, Izrador's divine powers are still the only ones that exist in the mortal realm of Aryth and not only can he draw on them, but so can his faithful. The Shadow has also come to depend on the forces of arcane sorcery to supplement his divine abilities. In his thousands of years of imprisonment, Izrador has mastered the terrible arts of necromancy, evocation, conjuration, and enchantment.

The Shadow is particularly powerful in his control over the souls of the dead and has cast dark magics that have turned the restless dead of Aryth into minions of his will. Across the lands, the risen dead are falling under his control and serving to bolster the strength and terror of his orc armies.

It is believed that Izrador can see and hear all that goes on in his countless temples and that his worldly form can travel from any one to any other as long as the temple's black mirror is in order. If true, this means he can manifest almost anywhere he wishes in Eredane, from the far north to the deepest south, from northern Erethor to the Kaladruns—anywhere a Temple of Shadow stands.

Izrador is rumored to be able to posses any of his faithful but particularly his priesthood—the legates and the sisters of the *kurasatch udareen*. In truth, his foul possession is too much for even the most corrupt soul to bear and leaves most hosts insane or dead when his presence is withdrawn. Izrador therefore commonly possesses only those servants whose loss is of no concern. When Izrador does choose to possess the body of a mortal, he retains all his powers but his fearsome aspect quickly subsumes that of his chosen avatar. His corrupting presence becomes obvious even through his mask of flesh, and any that look upon him soon see the Shadow for what he is.

A God in the Game

When running adventures in the world of MIDNIGHT, it is important not to make Izrador out to be human (or fey) in aspect and action. The evil he represents must be grander and more universal than the common experiences of mortals. His goals are not those of an evil king or general but those of evil itself. He is not concerned with wealth, politics, honor, or the other mundane consequences of adventure, war, and conquest. His intent and actions are those of a god and are therefore beyond the full understanding of lesser beings.

It is likely that characters will never interact directly with, or ever threaten, Izrador—in fact, DMs should make certain of this. The Shadow is simply too powerful, even for the highest-level characters, and his concerns are enigmatic and far beyond the insignificant activities of a party of mortal adventurers. Izrador is, after all, a god.

His Dark Intent

Izrador is a banished god, stripped of his rightful place in the heavens and imprisoned in the mortal realm. Since the first spark of consciousness returned to his broken form eons ago, he has desired nothing but to return to the celestial realm and bring revenge upon his enemies, wiping the forces of order and light from the universe once and forever. He has desired nothing but this, and the desire of an immortal god is certainly one of the greatest powers in the cosmos. Every action he takes, every magic he casts, and every servant he commands is bent towards this goal, and nothing will deter the Shadow's dark intent.

To regain his ascendancy, Izrador needs power. Great power. In essence, the power of a god. With his divine strength crippled, the Shadow's only course is to draw that power from the raw arcane energies that flow

Black Mirrors

Mirror Type	Range			
	1 mile	10 miles	100 miles	200 miles
Pale	2/10th-level	1/5th-level	—	—
Red	3/15th-level	2/10th-level	1/5th-level	—
Grand	4/20th-level	3/15th-level	2/10th-level	1/5th-level

from the world of Aryth itself. The power of a god, though not without limits, is vast, and to achieve his desire Izrador not only needs magical power, he needs all of it. It is this monumental undertaking, the collection of all the magical energy of Aryth, that Izrador's every act and minion has been set to. It is also the culmination of this goal, and not Izrador's armies, that is the greatest threat to Eredane. In truth, the loss of magic threatens the very existence of Aryth itself.

Izrador's dark agenda is to simultaneously conquer the lands of Aryth and spread the temples of his foul church across the world. Through these dark places and the bloody altars they contain, the Shadow is able to draw the magic from the surrounding lands and collect it to himself. In truth, Izrador depends on the service of his Night Kings so that he may be free to dwell in the bowels of his darkest temple and draw to himself the magical power of the world. It is a slow and demanding process, but one that Izrador must accomplish if he is ever to regain the heavens.

The legates have built dark Temples of the Shadow, churches for the worship of Izrador, across the north and in every orc-occupied settlement in Erenland. Each contains a fell magical altar called a *zordrafin corith*, or Black Mirror of the Shadow, in the Black Tongue. Through these *corith*, Izrador is able to draw on the magical essence of the lands surrounding a given temple and collect that power to his use. The power that currently remains within a given region therefore depends on the proximity and age of the closest *corith*.

There are essentially three classes of *corith*, based on their relative ages. Those that have stood for less than a decade are called pale mirrors and have only begun to draw power from their surroundings. Those that have existed for up to 100 years are called red mirrors and have stolen much of the magical essence of their surrounding lands. Those that have stood for more than 100 years are called grand mirrors. These are found only in the far north in the warrens of the orc people and the Vale of Tears, or in long-corrupted places such as Bandilrin and the wicked holdfasts of the dwarven Black Blood clan. These terrible altars have drawn all but the last vestiges of magic from vast regions across northern Eredane.

Since the arcane energies around these temples are greatly reduced, the magical power on which spellcasters can draw is limited by their proximity to a *zordrafin corith*.

Likewise, magic items or ongoing spells and enchantments that enter the area of influence of a *corith* can be suppressed as the spell *dispel magic* (or *greater dispelling*).

In the table above, find the mirror type on the left and cross-reference with the characters' distance from the mirror on the right. The first number listed is the increase in the spell energy cost to cast a spell. The second number is the caster level of the *dispel magic* (or *greater dispelling*) effect.

In all cases, check once for each item or ongoing spell to see if it is dispelled or suppressed when it enters the area and check again when it draws closer and crosses one of the listed thresholds. For example, a character with an active spell effect would have to check to see if the effect was dispelled when he approaches within 10 miles of a pale mirror. He would have to check again if he approaches to within one mile of the mirror.

Black mirrors have no effect on the divine spells of the legates, as any magic that is drawn into a *corith* is Izrador's to do as he pleases. The Shadow typically allows his servants to keep their divine magic, and if he wishes to punish them, he can withhold his favor without the aid of a mirror. Mirrors do affect the legates' magic items and spells other than those directly granted by Izrador.

Note that while pale and red mirrors are relatively common in Erenland, grand mirrors are found only in a few of the major cities and in the orc lands of the far north. As a result, the severe effects they can have on magic and magical items should be rather limited within the scope of most MIDNIGHT campaigns. There are grand mirrors in Cambrial, Sharuun, and Highwall, and in several major orc warrens in the Northern Marches and the Vale of Tears. The locations of other grand mirrors are left to the discretion of the DM.

The belief among Izrador's faithful is that if the *coriths* are not properly attended, it is the Shadow's wrath that destroys the offending church and its congregation. In truth, the disconnection of a single *corith* from the greater network causes a volatile release of arcane energies that Izrador is powerless to control. The resulting forces leave any temple a charred ruin and destroy all living things within a widening range: one

mile for pale mirrors, five miles for red mirrors, and 10 miles for grand mirrors. Any character within this area when the mirror is destroyed must make a Fortitude save. A successful save halves the damage.

Mirror	Damage	Save DC
Pale	5d6	15
Red	10d6	20
Grand	20d6	30

The destruction of a *corith* also damages Izrador himself and robs him of much of the energy that mirror has collected. Not only does such a loss raise his anger but it costs the Shadow arcane resources he is loath to waste. In the past, Izrador's wrath over the loss of a *corith* has been far more destructive than the initial loss itself, and so every caution is taken to protect and service them. Most Temples of the Shadow are heavily guarded by able soldiers, legates, and other minions as a result.

The Night Kings

The Night Kings are Izrador's powerful lieutenants, demonic creatures that once had mortal form but are now immortal avatars of evil and destruction. They were each once great heroes of the people of Eredane, but they were corrupted by the power and promises of the Shadow. Their collective betrayal broke the last defenses of Eredane and assured victory for the forces of Izrador. Now they crush the kingdoms they once protected beneath their iron heels and wage a brutal war to exterminate the fey.

There are four of these terrible beings, each drawing power and direction from Izrador himself. In truth, a part of his greater darkness resides within each and he is forever aware of what they see and what they do.

Ardherin, Sorcerer of Shadow

Ardherin of Erethor was a sorcerer of exceptional power and knowledge. He was also a trusted advisor to Aradil, the elven High Queen, and for more than 300 years he was her beloved consort. Through much of the Third Age, Ardherin stood as the Witch Queen's greatest ally. He had her trust, her love, and served her with devotion.

Ardherin was a master of the dangerous art of conjuration and was dedicated to protecting his people from the many demonic forces that allied themselves with the Shadow and stalked the Great Forest. He was

often called upon to hunt the most powerful demons and so was frequently forced to confront evil in its purest and most dangerous forms. He also created many of the arcane defenses that protected the major settlements in Erethor and for his great magics and brave vigilance was considered a living hero among the elven people.

In the year 890 TA, as the threat of Izrador was again on the rise, Erethor was suffering increased infestation by demonic forces. On one of his spirit hunting forays, Ardherin captured a lesser devil and bound it to his service, keeping it held within a protective ward in his laboratory. The spirit called itself Vard, which means "the servant" in Black Tongue. Over time, Ardherin became confident of his control over Vard and grew accustomed to its presence. In spare moments, he would converse with the creature to learn more of its kin and kind. Vard appeared weak and fearful and offered many secrets in exchange for assurances it would not be destroyed.

Vard was not what it seemed. In fact, it was a spirit under the direct control of Izrador. The Shadow had enthralled the tiny devil and sent it into Erethor and into one of Ardherin's countless spirit weirs. He submitted easily to the elven conjuror's control and imprisonment. In time, familiarity bred complacency and Ardherin not only ceased to be wary of the creature but grew to value its advice. Vard ingratiated itself into the elven sorcerer's confidence by offering knowledge that helped the wizard catch or destroy dozens of formidable spirits. Against the admonitions of his colleagues and Aradil herself, Ardherin chose not to destroy the creature. In the end, this would prove his undoing.

In 895 TA, Izrador sent a host of 12 mighty demons rampaging through the Veradeen. Ardherin consulted with his colleagues, his notes and lorebooks, and with the helpful Vard, and then traveled to northern Erethor to battle the threat. Ardherin laid a powerful, sorcerous trap for the demon horde, adding wards that Vard had taught him. When the elven wizard moved to spring the magical snare, he found himself bound instead. He had become a summoned creature, and like the demons he had so often trapped, he had become bound to a greater power—Izrador himself.

The demon horde spirited Ardherin away to the presence of the Shadow, where the great elven sorcerer was lost to a nightmare of torture and magical transformation that left him at once destroyed and reborn. When some measure of sanity returned to his mind, he had become one of the immortal Night Kings.

His body had been reformed into a terrible apparition of his original elven form. Ardherin, the servant of Shadow, retains the general build of his kind but is even more slender—almost gaunt. His skin is the flawless white of the snow of the Vale of Tears, and his eyes burn with the red fire of hell. His new form is immune to the blades of warriors and practically glows with arcane power. Ardherin's mind had been transformed as well. No longer the Protector of Caradul, Advisor to the Queen, Consort of Aradil, Ardherin has become as foul and dark of soul as any of Izrador's minions. He serves the Shadow willingly and has been infected with the same hatred for the fey that lives in the souls of the orcs. The memories of his past as an elf lord only serve to fill him with fury and fuel his resolve to destroy the Great Forest.

Ardherin is Izrador's master of magic and the arcane hand with which the Shadow counters the sorceries of the Witch Queen. The elven Night King has betrayed every secret of the elven wood and its defenses to Izrador, and the elves have suffered for this treachery. Ardherin, once the Demon Bane of Erethor, has now become simply Erethor's Bane.

Ardherin spends most of his time at the Erethor front, advising the legate generals that command the orc armies fighting the elves. He controls the Shadow's demon hordes and works ceaselessly to summon might-

ier forms and enhance the destructive power of those already haunting the forest. Ardherin also strives to nullify the powers of his lover and nemesis, Aradil. What he lacks in comparative knowledge and magical skill he more than makes up for in the raw arcane power at his disposal. Secretly, Aradil fears Ardherin's sorcerous strength will be the doom of elvenkind.

Only Aradil and her closest advisors know the fate that has befallen Ardherin. While the rest of the elven people believe he fell battling demons and mourn his loss, Aradil fears what will happen when some lesser sorcerer learns through the spirit world that one of the elves' greatest heroes is now its greatest enemy.

Jahzir, Sword of the Shadow

Jahzir Kamael was a distant cousin of King Kali of Erenland and one of the most celebrated warriors of the kingdom. In his youth, he learned his craft along the Fortress Wall fighting against the orcs. He was a natural leader of men, a brilliant strategist, and an expert tactician. He was also one of the finest swordsmen in the human realm. His rise through both military and social ranks was as earned as it was expected, and when in 882 TA he was made sussar and Lord General over all the armies of Erenland, no one was surprised. Jahzir's staunch loyalty and impeccable honor were the stuff of legend and he was considered a hallmark of Sarcosan nobility. The only thing greater than Jahzir's reputation was his pride, a fault that would eventually fell the kingdom.

Jahzir had long desired the prestige and high rank that marriage into the royal family would bring him. Assurances were made that when the king's only daughter reached her majority, her hand would be offered to the general, thereby securing his own ascendancy. When in 889 TA the king decided to wed her to a Dornish prince instead, to bolster ailing political ties, Jahzir was incensed. The insult infuriated him and he seethed with the righteousness of the betrayed. To hide his self-perceived shame, Jahzir rode north with his personal cadre, ostensibly to support the Dornish princes still loyal to Erenland in their civil wars. There he spent more than a year fighting renegades and wallowing in prideful bitterness.

At night, his dreams became haunted by voices that whispered things he could not quite recall in the light of day. Time passed and as the nightmares worsened, so did his bitterness. Then one day, while interrogating a group of prisoners taken from a renegade village, Jahzir came across an old woman who spoke to him in the same strange language he heard in his tortured sleep. He ordered her gagged and imprisoned with the others, but when the nightmares abruptly stopped, Jahzir had the old crone brought before him.

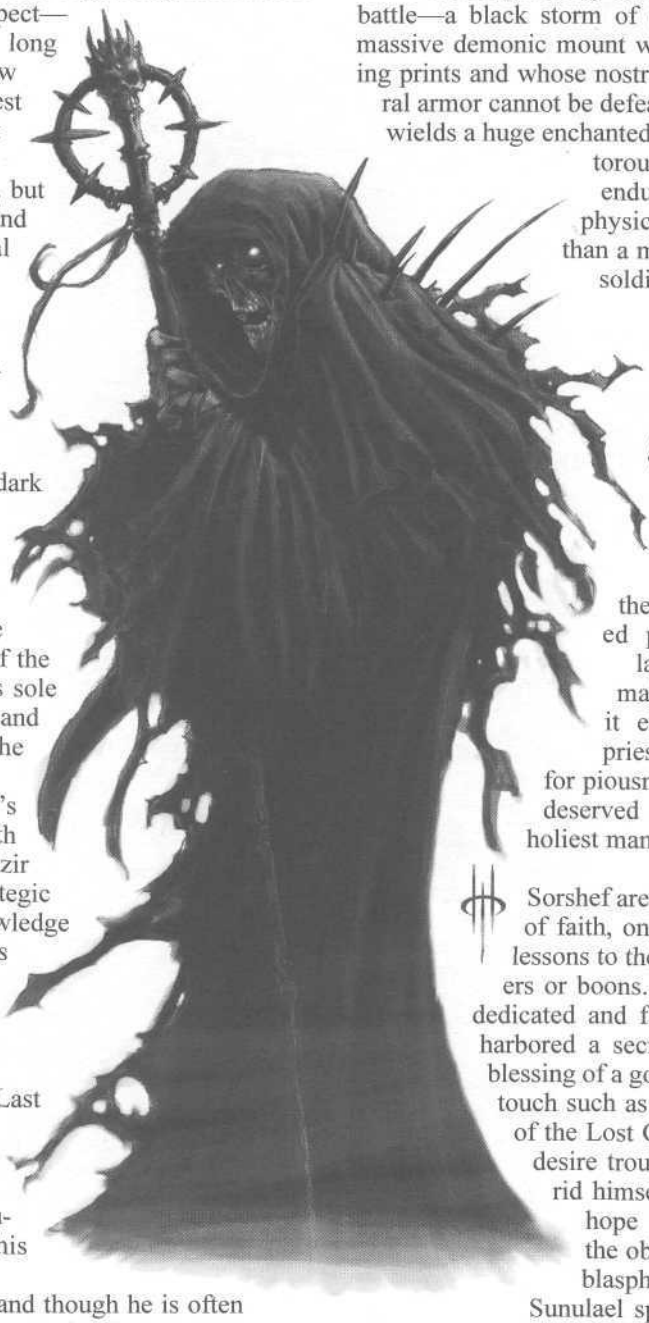
Over several months they spoke many times. The woman, it turned out, was some sort of seer and had visions of Jahzir ascending to greatness. In fact, she saw him rising to lord over all the lands of Eredane, as something greater than a mere king. As her words soothed Jahzir's pride, they also poisoned his soul and soon his mind was bent to things besides his wounded pride. The dreams resumed but now they were filled with visions of the greatness, power, and respect Jahzir felt he deserved. The general no longer fretted over paltry things like honor and loyalty. These were worries for lesser men and he had a greater glory to win.

The old woman was in fact a greater legate of the Order of Shadow, passing herself off in disguise. She sought to corrupt General Jahzir to the dark god's will and in doing so found the leader that would assure victory to the Shadow's conquering armies.

One night, six months after the old woman began telling Jahzir her tales, the general stole from his quar-

ters, mounted his horse, and road north alone. For days he traveled, not truly sure why, but certain his promised greatness was at stake. Then one day a black storm swept down from the northern horizon, engulfing the general, and he knew no more. When he came to, Jahzir was no longer on the plains and he was no longer entirely human.

Jahzir's form had become frightening indeed. He was much the same in aspect—dark skin, almond eyes, long black hair—but he was now larger than even the burliest Dorn, standing nine feet tall. His body was covered in the blackest plate armor, but armor that was not worn and was instead an unnatural part of his living skin. His mind too had been transformed. His smoldering pride had been turned into a burning firebrand of hatred and spite. His will was no longer entirely his own and was driven by dark desires for domination and power. He was no longer Jahzir, Lord General of Erenland, but had been transformed into Jahzir the Night King, Lord Master of the Armies of the Shadow. His sole desire was to serve Izrador and in doing so subjugate the lands of all Eredane.



When the Shadow's armies swept out of the north in the spring of 897 TA, Jahzir rode at their head. His strategic expertise and intimate knowledge of human tactics allowed his army to cut through the arrayed defenders like so much wheat and march south virtually unchecked.

In these days of the Last Age, Jahzir is the high commander of all the Shadow's military forces and the campaign to subjugate the continent is his domain. He is the crowned king in Erenland, and though he is often afield with his forces, he maintains court in Alvedara and is often at Theros Obsidia in Highwall consulting with legate seers.

It was Jahzir's strategy to subjugate the human lands first, dividing and thereby weakening the historical allies. With all Erenland under his control, he is now free to focus on defeating the fey, and the campaign proceeds apace. He knows that the collective force of the dwarves is broken and that it is only a matter of time before the last holdfast falls. He also knows the elves begin to despair and see their doom in the smoke that rises from their burning forest.

The Night King Jahzir is awesome to behold in battle—a black storm of unbeatable fury. He rides a massive demonic mount whose hooves leave smoldering prints and whose nostrils spew flames. His unnatural armor cannot be defeated by mortal blades, and he wields a huge enchanted sword made for him by traitorous dwarves. His strength and endurance are legendary, and his physical prowess alone is more than a match for two score hardened soldiers.

Sunulael, Priest of Shadow

For eighty years, Sunulael, Chief Acolyte of the Badura, had served the Sarcosan faithful as a devoted priest of the Sorshef. He labored on the *Book of Sahi*, maintaining the long traditions it extolled and initiating new priests in its ways. His reputation for piousness and generosity was well deserved and he was considered the holiest man in Erenland.

The Followers of the Sorshef are a church based on a religion of faith, one in which the gods offered lessons to their mortal children, not powers or boons. Yet during all his years, as dedicated and faithful as he was, Sunulael harbored a secret desire to know the true blessing of a god—to just once feel a divine touch such as those told of in the legends of the Lost Gods of the fey. Though this desire troubled Sunulael, he could not rid himself of the hope. In time, the hope became an obsession, and the obsession became the ultimate blasphemy.

Sunulael spent long hours every night deep in meditation, contemplating the heavens from the observatory at the top of the Badrua. In the winter of 875 TA, his meditations began to fill with subtle visions. At first, he assumed they were the signs of age, for he was hardly a young man anymore. In time, the visions

gained in strength and Sunulael began to hope that perhaps his dearest wish had come true—that the gods had finally deigned to speak to their most devout priest. Over the course of several years, Sunulael became convinced it was indeed the voice of a god speaking to him, and in truth, he was correct. It was the corrupting whispers of Izrador that intruded upon the old priest's mind.

Izrador led the poor acolyte to believe that his was the voice of Dal Sahaad, god-rider among the heavenly host. The voice slowly convinced the priest that the time had come to reawaken the force of the gods in the mortal lands and he, Sunulael, was their chosen champion.

Izrador's dark promises slowly corrupted the old man's thoughts and the priest eventually became his willing instrument. Sunulael gathered about him a cadre of young acolytes that he in turn corrupted to the ways of the false Sahaad. By the time Izrador finally revealed his true essence to Sunulael, the old man was so enraptured in his devotion he took small notice.

Claiming he was retiring to found a monastery, Sunulael left Sharuun and took his cult of followers to Cambrial in the summer of 881 TA, taking up residence in an old manor. Beneath the building he constructed the first Temple to the Shadow in the southlands and erected a *zordrafin corith*. His clerical powers had become formidable and his Cult of the Shadow quickly grew. In a few short years, his devotees had established secret temples across the south and awaited the coming of their dark god.

By the time Izrador's forces poured out of the north, the Shadow had a large and secret following in southern Erenland. With promises of power, bribes, assassinations, and other devious means, the cult had subverted southern defenses and made the final conquest of Erenland as much a political victory as a military one.

For his service to the Shadow, the devoted Sunulael was made a Night King. His mind had been turned long ago, but now his body was transformed as well. He became a tall, gaunt wight, with dark and rotted flesh hanging from a black skeleton. He wears a rotting cowl and a crown of black iron and it is said that any mortal that looks upon this gruesome visage uncloaked instantly turns to dust.

Sunulael the Night King is the ranking legate of the Order of Shadow and has become a master of the necromantic arts. He commands Izrador's legates and his growing undead hordes. He is also the willing and most frequent vessel of Izrador's possession and suffers the madness this brings as a kind of divine rapture. Sunulael resides most often in Theros Obsidia where he is both close to his beloved god and his legate minions. He also maintains a vast and sinister laboratory on the grounds of the temple he built in Cambrial where his acolytes work to perfect their necromancy. The city now crawls with the walking dead, hordes of which periodically march to join Izrador's army on the borders of Erethor or in the Kaladrun Mountains.

There has always been a palpable resentment on the part of the legates for the Night Kings, and particularly Sunulael. They are offended that their order has served Izrador for thousands of years, and yet he chose an outsider to command them. Though unwilling and unable to openly oppose Sunulael and his Night King brothers, the legates seldom forego the opportunity to steal what credit, praise, and honors they can while carrying out their orders.

Zardrix, Wrath of Shadow

Zardrix is a dragon and older almost than her own memory. She was birthed in the Time Before Years and was an ally of the Elder Kings. She was a devoted friend of Xircxi and bore him many eggs. When the Sundering fractured the draconic race, she sided with Xircxi and fought at his side. For thousands of years she was a champion of draconic honor and even advocated alliance with the children of their *elthedar* friends, the younger fey.

She and her cohorts where unable to mediate peace among the dragonkin and so retreated to unknown lands far to the south of the Kasmael Sea. They found solace in the old ways and hoped that in time the animosity of their northern kin would wane. The rise of the dread power of the Shadow only aggravated this anger and hatred, however, and when their kin allied with Izrador, Zardrix convinced her compatriots that even the dragons were not safe from such a threat. Rising from their hidden sanctuary, she led them north to meet the Shadow's dragon horde over the plains of the Northern Marches in the catastrophic battle that ended the Second Age.

Legends claim the ground shook in Sharuun and the dragon fires that lit the sky could be seen from Caradul. In truth, the battle released destructive forces not seen since the fall of Izrador and the Sundering. The battle was terrible, turned day into night, and left death and abject devastation across the frontier.

In the fight, Zardrix was mortally wounded and crashed to the ground in a broken and bloody heap. She lay dying for days, unable to summon aid from her surviving kin or even lift her head. As the last of her life drained from her body, a legate of Izrador appeared on a black horse and offered to end her suffering in exchange for a strange boon. Delirious, she agreed, and with a huge axe the legate hacked open the dragon's chest and removed her beating heart. She died then and slipped into a thousand year oblivion—a darkness from which she would eventually wake into a treacherous nightmare.

The legate brought the dragon's heart before Izrador, who ensorceled it and secreted it away against his future need. When Izrador again rose to power, he used the magical heart to resurrect Zardrix and trans-

formed her into the fourth of his Night Kings. Through the heart, the Shadow controlled the dragon's will and bestowed on her powers greater than any dragon had ever possessed. Izrador made Zardrix his avatar of destruction, a singular force of reckoning never before known in the mortal realm.

Zardrix is the absolute servant of the dark god. Her will is not her own and only anguished fragments of her original memories remain, trapped in the recesses of her mind. She now spends much of her time patrolling the blasted plains around Theros Obsidia, protecting the holy bastion of her god. She dwells within a massive lair deep under the structure and often perches on the tower's peak. Izrador orders her on frequent missions to support his armies' assaults, and she is often commanded to burn great swaths of the elven forest. The Shadow also uses her terrible grandeur as a weapon of fear, cowing both his enemies and allies alike, ever reminding them of his irresistible power. When she is required to move among lesser races, she often takes the form of an armored draconic humanoid.

Zardrix is at once the most formidable of the Shadow's Night Kings and the most pitiable. Her lost honor and nobility make her corruption all the more tragic.

The Order of Shadow

The Order of Shadow is the dark church dedicated to the worship and service of Izrador. The priests of this foul religion are the legates and their sole purpose is to serve the will of Izrador. Most legates are powerful clerics and wield potent magic. Many serve in Theros Obsidia, attending Izrador in his enigmatic rituals. Others serve the Night Kings and district governors as advisors, providing them with both dark insight and black magic. Still others cast powerful spells in support of the orc armies fighting the fey. They heal the injured and spread magical fear and plague among the enemy. They raise the dead and send them into battle against the elves, controlling the foul creatures with necromantic arts.

The most vital service the legates provide the Shadow is the creation, maintenance, and growth of his network of temples and the black mirrors contained therein. The *corith* are the instruments through which Izrador collects the arcane energies he requires to achieve his ultimate goals. As the custodians of these dark altars, the legates are therefore key to the Shadow's plans.

Temples of the Shadow

Every settlement occupied by the forces of Izrador, regardless of its size, has a Temple of the Shadow. The temples are always caves, pits, basements, or other convenient underground structures that are deep enough to block out even the least ray of light. The temples feature absolute darkness that even the most casual worshippers fear to break, on punishment of death. The darkness is said to be the Essence of the Shadow and it is believed Izrador can see into the minds of his worshipers when they are wrapped in this dark cloak. It is also said he hears everything said within the blackness of his temples—even the quietest of whispers.

Each temple features a large, basinlike altar in its center into which the blood of living sacrifices is poured. As the blood pools in the basin, it quickly turns a glistening, silvery black, becoming what is called the *zordrafin corith* in Orcish, or the Black Mirror of the Shadow. The mirror is the link between the dark god and his worshipers and is vital to his designs. Through the temple mirrors, Izrador commands his legates and priest-mothers. Through them, he gathers information from across the lands and communicates with his spies and agents. He also uses the mirrors to maintain the sway he holds over his orc minions. And, most importantly, Izrador uses his ever-expanding network of dark mirrors to gather to him the arcane energy of Aryth itself as he labors to hoard the magical power he needs to achieve his ultimate goal.

The mirrors must be renewed once every few days or they become fouled and the connection with Izrador is lost. It is said that when this happens the entire congregation of the offending temple suffers the Shadow's wrath and is blasted by uncontrolled dark magic, never to be seen again.

The Legate Ranks

The Order of Shadow is an ancient organization and as it has grown over the centuries it has become a complex, stratified, and intrigue-bound hierarchy. Each rank within the order is tasked with specific duties, and by tradition each level owes deference to those above it. In practice, however, there is enough difference between their individual jurisdictions that running rivalries, intrigue, and religious gamesmanship are rampant among the legates. Though in theory a legate must serve in the lower ranks before she may ascend to a higher one, favoritism, bribery, and extortion often play a greater role in advancement than piousness and experience.

Most legates are human and male, though there are many females, orcs, elves, and even a few dwarves among the ranks of the order.

Legate Ranks

The rank of an individual legate is linked primarily to his character level, though other variables, such as born or bred origin, unique service, and specific experience may influence when a character is promoted. Use the following as a guide when determining legate character ranks and promotions.

Rank	Level
Lesser Legate	1–4
Soldier Legate	3+
Temple Legate	5–15
Greater Legate	16+

Note that a soldier legate typically takes up his weapons at 3rd level and generally remains a soldier for the rest of his life.

Lesser Legates

Lesser Legate is the lowest and most common rank. These clerics serve most often as acolytes in the Temples of Shadow. They are assistant priests and record keepers and serve on the staff of Theros Obsidia. Many also serve as couriers and spies. Lesser legates are also responsible for raising and training the born legates and some serve Sunulael's undead host in the ruins of Cambrial.

Because of their diverse and often sensitive duties, lesser legates as a whole wield a significant amount of power, though most are not practiced enough in the arts of intrigue to make much use of it.

Soldier Legates

The Soldiers of Shadow are warrior-priests that serve the armies of Izrador. Though not in the formal orc chain of command, they are typically assigned to specific armies where they follow the orders of the commanding warchiefs. Though it is not common, some soldiers serve as standing advisors to the regional governors, and both the Night Kings Sunulael and Jahzir travel with loyal personal guards made up of these dark knights.

Though they are technically of higher rank than lesser legates, soldier legates are a group apart. They do not typically participate in the dark intrigues of their brother priests and rarely aspire to be anything but devout warriors in service to the Shadow.

Temple Legates

Temple Legates are the ranking legates responsible for the administration of individual Temples of the Shadow. This is the highest rank to which most legates aspire, but within it there are many levels of power and influence. As a general rule, the larger a temple and the older its *corith*, the more sway a given temple legate has in regional and church affairs.

The temple legates also typically serve as the Shadow's advisors to the princes and governors that rule over the occupation districts. This often lends them subtle power in the political and church power structures.

Greater Legates

There are currently only 87 greater legates and they are the eldest and most powerful of the Order of Shadow's clerics. Many have been alive—or undead—for thousands of years and are wise, clever, and uncannily subtle. Most of the greater legates serve the enigmatic ways of the Shadow, seldom leaving Theros Obsidia. Some are personal advisors and servants of the Night Kings, and there are even some who move among the realms of man and fey as powerful but secret agents of Izrador himself.

All greater legates could only have reached their high station through the careful and subtle exercise of power and influence. Each is a master of misdirection, long-term planning, and manipulation, and every one has plans within plans and personal ambitions to rise above his fellows.

First Legate

The Night King Sunulael is First Legate of the Order of Shadow and serves as the order's absolute earthly master. With his transformation to Night King, Izrador made Sunulael the most powerful of his clerics and now depends on the undead priest to attend to the administration of the church. His status in the order has created a great deal of animosity over the decades, as legates of lesser rank feel their devotion has not been rewarded as perhaps it would be if a true legate controlled the church.

Power Corrupts

The antiquity, hierarchical structure, and great power of the Order of Shadow has made calculated intrigue a feature of the dark church's culture, and to rise in rank and power a legate must learn to play a subtle game. The rivalries and intrigues at every level are complex, long term, and seldom include force or direct action. If revealed, the plans always appear as tangled threads and teasing one loose to follow invariably leads one away from the truth of things.

This rivalry and gamesmanship is not only restricted to relations within the Order of Shadow. The Order as a whole, and many of the older legates individually, are frustrated by and jealous of the favor Izrador bestows on the Night Kings. The legates carefully avoid overt challenges to the authority or power of the Night Kings, as the powers of just one of these demonic avatars makes such a challenge tantamount to suicide. They do, however, often guilefully subvert the Night Kings' own efforts, stealing some of their glory and favor for the order and themselves.

The Chosen of Izrador

The Odrendor—the chosen of Izrador, or the orcs as they are called in the lands of men—first came out of the high mountains of the north, from a frozen land of rock, ice, and snow. Over the First and Second Ages, they spread across Northern Eredane like a slowly advancing tide. Then, like a terrible flood released by a broken dam, they washed over the rest of the continent at the end of the Third Age and now occupy at least part of every land in Eredane.

The orcs remain most numerous in the far north, across the lands of the Dorns and in the Icewall Mountains. They have spread as the conquering armies of the Shadow, however, and there are orc outposts, camps, and settlements from Erenhead and the borders of Erethor to Sharuun on the Kasmael and the Kaladrun foothills west of Bodrun. Almost every major settlement of the Kingdom of Erenland has been either overrun or occupied by orc forces, and following these troops, orc noncombatants have come to settle. Many dwarven cities and holdfasts have also been lost to the orcs, and the elven haven within the Great Forest continues to dwindle as the orcs advance.

The History

Some say the orcs were once dwarves, but to look at them would seem to put the lie to that story. In truth, they share a common heritage and are both born of the same line of *elthedar* refugees that sought safety from the maelstrom of the Sundering in the Kaladruns. In the Time of Years, the ancestors of the dwarves feuded and a great band left the enclaves of the central Kaladruns and vanished into the far north. For thousands of years they were thought to have been lost.

In truth, they fell prey to the power of the dark god Izrador. Though still without form in those ancient days, the Shadow held sway over the cold lands of the far north. Some among the outcast fey heard his corrupting whispers in the dark of the endless winter and succumbed to his divine will. In exchange for their worship and eternal service, Izrador gave the orcs the form and strength to survive in the harsh realm of the north and slowly corrupted their race to his dark intent. Over time, the orcs became spiritual reflections of their master, growing into hateful, violent, evil creatures whose self loathing and spite were turned southwards by the Shadow's subtle manipulations. By the time the first tribe of orc raiders rediscovered the dwarves, there was nothing but hatred in orc souls and a feverish desire to kill all that opposed the will of Izrador.

Three times the tribes of the orcs rose up against the southern lands, and twice they were defeated. The third time broke the resistance of men and the orc horde poured across their lands. Now, in the days of the Last Age, the chosen of Izrador rule over most of Eredane and threaten to take the entire continent.

The People

Orcs only live a fraction as long and their dwarven cousins, but they are a prolific race, breeding and maturing far faster than even humans. In crafting his chosen race, Izrador made certain he would always have an endless supply of new recruits for his vast armies.

There are more than 3,000,000 orcs still living in the cold fastness of the far north, mostly breeders and children. As the children mature, they join Izrador's legions and march to the south or become part of the general migration that is slowly moving the orc nation into northern Erenland and the central Kaladruns. There are more than 350,000 orc noncombatants now living in the Northlands and almost twice that number of troops. There are about 170,000 orc soldiers in the Icewall Mountains and close to that number in the Highhorns fighting the elves in northern Erethor. Another 30,000 make up advance forces scattered through the central and southern Kaladruns. There are still relatively few orc noncombatants in southern Erenland, but 200,000 soldiers hold those lands secure.

Settlements

The traditional settlements of the orcs were shallow, underground warrens dug against the cold and bright sun of the far north. They often incorporated natural caverns and consisted of many small sleeping, breeding, and storage chambers arrayed about larger centralized common areas. The common areas included feeding halls, training arenas, and temples dedicated to Izrador. Most such warrens supported up to a thousand residents, so each tribe typically occupied many settlements within a given region.

Agriculture was limited to a few root vegetables grown in the short summers and frozen ground above the warrens, and fertilized by waste carted up from

Orc Military Rank

To qualify for a given rank, an orc character has to have a minimum level, a minimum number of ranks in Profession (soldier), and a minimum number of enemy kills, as indicated by his arm scars. The following guidelines should be used to determine rank, but remember that just because a character has the minimum qualifications, this does not mean automatic promotion. The DM must consider the character's reputation within his tribe and the nature of his combat experience before allowing the character's commanders to promote him.

Of course, a character that successfully challenges or otherwise displaces a superior usurps that soldier's rank in fine orc tradition. The only question that remains is how long he will be able to hold it.

Orc Ranks

Soldier Rank	Level	Profession (Soldier)	Kills
Recruit	1	1	0
Blooded	2	4	10
Trooper	4	5	30
Warrior	6	6	50
Champion	8	7	70
Commander	10	9	100
Warchief	15	12	150

below. Most food came from hunting the vast caribou herds that inhabited the region and from the meat of the orcs' own dead.

Since the conquest of Izrador, the orcs have simply adopted the expedient of occupying human settlements. Those that are not conveniently abandoned before their arrival they attack, killing the residents or at least forcing them to flee. The abandoned towns are often half-razed, and though not great craftsmen, the orcs sometimes make repairs, modifying structures to their ground-dwelling preferences. Most often, the orc squatters utilize only the largest public buildings and those parts of the city that are underground—basements, catacombs, dungeons, and the like. The behavior fits their nocturnal, subterranean, and communal sensibilities.

Language

By a quirk of biology and brain structure, the orcs are the best linguists in Eredane, despite their thick tongues and pronounced tusks. Even as adults they learn languages quickly and it is not uncommon for an orc to know three or four different tongues in addition to Orcish, Black Tongue, and the fey pidgins. This natural language makes it difficult for slaves to keep their conversations secret. On the other hand, despite their facility with spoken languages, most orc soldiers never bother to learn to read or write, considering the effort a waste of time.

Governance

Ultimately, the orcs are ruled over by the Shadow in the North, whose will is made known through the visions he grants his chosen priestesses, the *kurasatch udareen*. Orcs are naturally matriarchal, and even the greatest male warriors defer to the exclusively female leadership. They are, after all, the bearers of young and the chosen "mother-wives of Izrador."

The *kurasatch udareen* are worthy females chosen from the masses to govern their people, as the mothers of individual bloodlines to the ranking priest-mothers of entire tribes. Over the past thousand years, Izrador has fostered increased organization among the various tribes to better facilitate his ends. The activities of the collective orc nation are now governed by a convent of high priestesses from each tribe. Their decisions are in turn influenced by the orders of the Night Kings and ranking legates, as well as the visions offered them by Izrador himself.

Religion

The orcs worship Izrador through the Order of Shadow, the dark god's foul church. Since they are the only people on Aryth whose deity still communes with his followers, they are the only race still possessed of sacred magic and divine intervention. The clergy of Izrador are the legates of the Order of Shadow and the priestess of the *kurasatch udareen*. Through these powerful avatars, Izrador works his black magic, controls his orc, demon, and undead hordes, and grants dark boons to his loyal followers. His congregations participate in dreadful ceremonies that feature fey, human, and even orc sacrifices. There are secret and terrible rituals that allow the Shadow to draw upon the magic of Aryth itself, feeding his need for raw power.

There is no division between the religious and secular lives of Izrador's followers. Everything they do and to which they aspire is dictated by Izrador's dark clergy or the Shadow himself. Izrador's worshipers open themselves to his corruption and lose their souls to the flow of his greater will. Many suffer periodic bouts

of madness and in the end often become wholly insane. The one emotion Izrador leaves his faithful is hate, and the only desires he grants them are the needs to conquer, destroy, and kill.

The religion of Izrador is an insidious thing that offers only corruption and evil. Yet in these times of the Lost Gods the weak find a strange form of comfort even in this, and many humans and a few errant fey have fallen prey to the unholy temptations of the Shadow.

Trade and Craft

Warcraft

The only trade or craft to which the orcs aspire is that of war. Their tactics are simple and their strategies basic, but they are executed with effective precision and unmatched aggression. Their greatest strengths are their ever-superior numbers and the unnerving way they throw themselves into battle without fear. Every orc fights with the knowledge that his god fights with him and is ready to collect his soul should he fall in battle.

Though necessarily fluid with the constant warfare, challenges, and infighting, orcs recognize a strict chain of command within their military forces. Unless an orc leader is being actively challenged, his orders are always followed with fear-driven enthusiasm.

Orc soldiers are typically organized in groups of 50 to 100 called war bands. Each has its own corps of 10 to 20 goblin servants and a cadre of five to 10 warrior sergeants led by a single ranking champion. Groups of three to five war bands are typically combined into legions led by a commander with his own retinue of warriors and champions. Groups of a dozen legions are often organized into regional armies commanded by formidable and experienced warchiefs. There are currently almost 150 regional armies of the Shadow deployed across Eredane. Each is identified by the name or title of its current warchief, giving them such designations as Fey Killer's Army, the Horde of Drogan, and the Bloody Host of Bale.

Practical Arts

The orcs have never traded much with other races and have always relied on their own industry to provide them with the goods and wares they needed. Their craftsmen are effective if not particularly skilled and their weapons, armor, tools, clothing, and such are functional but seldom artful. Though crude, their swords, breastplates, and helms often have a singularly gruesome appearance that lends their users an even more fearsome aspect.

Foul Fare

Orcs farm or raise livestock only when there are no other options. They prefer to hunt, forage, scavenge, or raid, and in the wild most orcs can readily feed themselves. Though they are omnivorous, orcs as a race prefer meat. They can and do tolerate meat too fetid for most scavengers, but their favorite fare is raw flesh, still warm for having just been killed. Orcs are not picky about where that meat comes from and are accustomed to eating their own dead. The dead of enemies is preferred, however, with many claiming that halflings and human children offer the sweetest meats. As it is so seldom available, fresh elf is a rare delicacy. This prize is so sought after that officers and clergy are the only ones that ever seem to get it, and even then fights still break out over limited portions.

Ways and Traditions

Tribes

The orc people are divided among dozens of great tribes, each of which is further divided into many smaller bands and extended families. Each group is ruled over by members of the *kurasatch udareen* hierarchy that governs the orcs as a race. Each tribe is named for the legacy of its founding priest-mother, but as old leaders die or large tribes split into smaller ones, these names sometimes change.

Shunned Mother Tribe

The Shunned Mother Tribe is one of the largest orcs tribes in the west. Its members long ago migrated into the Highhorn Mountains and now support the armies fighting the elves by producing arms and equipment as well as new recruits. Shunned Mother orcs are typically identified by wide black bars tattooed across their eyes, lower jaws, and chests.

Feral Mother Tribe

The Feral Mother Tribe is one of the numerous orc clans pushing southward in the Kaladrun Mountains. Soldiers of the Feral Mother have razed many Kurgun settlements and currently besiege the doomed holdfast of Calador. The tribe is identified by the bloodlike splash of red paint with which they decorate their breast plates and armor.

Mother of Blood Tribe

Most of the Mother of Blood Tribe still lives in the original orc tribal lands far to the north. Though

Izrador's orc hordes are belligerent mixes of different tribes, the orcs of the Blood Mother dominate the forces occupying southern Erenland. They are particularly brutal even for orcs and are typically distinguished by their shaved manes and the mohawks into which they cut their crests.

Dark Mother Tribe

The Dark Mother Tribe was the first tribe to move south after the victory of Izrador's forces in the Last Battle. They now make up the majority of orc noncombatants in the Northlands. The Dark Mothers are identified by their iron-capped tusks.

Might is Right

Next to the divine authority of Izrador's priest-mothers, there is nothing orcs respect more than martial power. Fighters of exceptional strength and skill are renowned heroes and offered deference in all things. Secular authority and military rank is determined by a given orc's physical prowess and his ability to hold his position against all comers. Open fights, murder, assassination, and massacres are common and accepted means for advancement in most orc cultural institutions.

Boros and Boats

Orcs are not much for utilizing any means of transportation other than their own feet. They are almost too big for even the largest breeds of horses, and most horses seem unable to overcome their natural fear of the race. There are some cavalry units in the orc armies, but these typically ride on massive boro bulls called gundren whose lineage the orcs long ago bred for war. These beasts are larger, more aggressive versions of their ornery cousins and their great tusked heads make them vicious when trained as combat mounts. Orcs are also sometimes mounted on worgs, though these tend to be among the smallest warriors of an orc legion so as not to overburden their mounts.

Orcs also make reluctant sailors. They seem to have a racial loathing of open water and most are unable to swim. Even the narrow waters of the Eren make orcs nervous and they take to boats only under threats from their superiors. In fact, most orc sailors are serving terms of punishment for having been found guilty of breaking religious or social taboos.

Accordingly, most ship captains and watch officers in the service of the Shadow are traitorous humans or gnomes.

Minions of Izrador

Though orcs are the chosen of Izrador, there are many other races that are also common minions of the Shadow. In theory, orc supervisors and officers command these servants, but in practice, that command is often frustrated by the sometimes limited intelligence or natural instincts of the troops.

Oruks are orckin themselves, but unnatural creatures created by the fell experiments of the legates that resulted in further corruption of the orc lineage. The oruks are disciplined and brutal soldiers, the backbone of the orc army. The common orcs are often trained as scouts and spies, as well as rank-and-file soldiers. Both are formidable servants of the Shadow.

The goblinoids work as support for Izrador's armies, handling supplies, food preparation, and arms maintenance as well as acting as scouts, couriers, and spies. They serve as guards in occupied cities and as domestic staff for the orc warchiefs and in the households of the human puppet princes. The goblins are also the slavers of Erenland, hunting, capturing, transporting, and working halfling and human thralls.

Ogres and trolls are used as shock troops by the Shadow's army and support large assaults and small raids alike. Packs of ogres and trolls are also often unleashed in Erethor to follow their own destructive natures, sowing panic and death in the forest.

Giant-men, a race descended from the foul, arcane maelstroms of Izrador's fall, also serve the Shadow. They are rare and reclusive, but when they stride into battle they are destructive forces surpassed only by the Night Kings and the dragons.

Hatred

Hate is the sole emotion, passion, and motivation of the orc people, and is a divine, cultural legacy bred into them by Izrador himself. Orcs can hardly stand each other, as manifest in their constant infighting, and they absolutely loath other races. They ally with the goblins, ogres, and other Shadow minions only at the command of Izrador himself and even then are aggressive and brutal in their dealings with them. Orcs are violent racists without equal.

Their hatred for humans is apparent in the brutality they offer those in the occupied lands, and it is all even the most disciplined orcs can do to restrain their rancor when dealing with, and taking orders from, human district governors.

Their animosity for other races fills them with rage when dealing with the other fey. Halfling slaves are often brutalized or killed on a moment's whim—cut down by passing orcs in simple emotional outbursts. In dealing with the gnomes, the orcs rankle and are abusive and sometimes even murderous, but they follow the Night Kings' orders to leave the gnomes to their tasks.

When fighting the elves, the orcs are gleefully vicious in combat and take great pleasure torturing captives. Against the dwarves, however, the orcs find their greatest antipathy. Their hatred towards the mountain fey is instinctually primal and legendary in its intensity.

They are incapable of parleying with even the Black Blood Clan and are forced to leave those dealings to the legates.

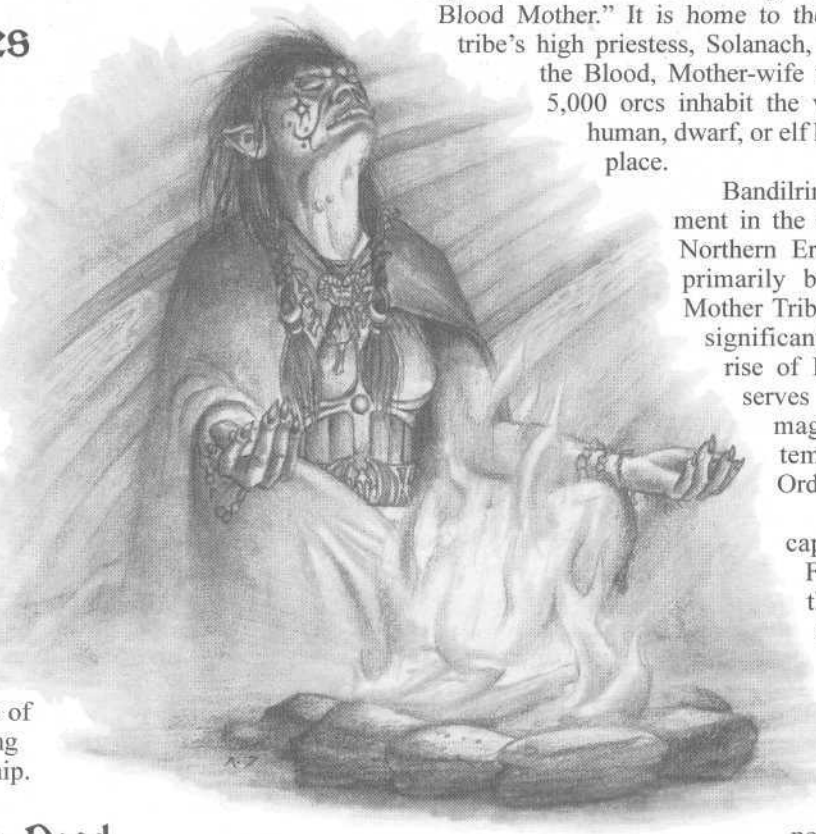
Creatures of the Night

Orcs are nocturnal creatures by nature and choice. When possible, they chose to fight, patrol, travel, or otherwise carry out their business in the dark of night. Though they are able to act in daylight, they are hindered by their light sensitivity and suffer a –1 racial penalty on all attacks when in bright sunlight. Those trying to avoid detection or capture by orc forces are advised to hole up at night and travel during the day.

Personalities

Shealgruf One Arm

Shealgruf is the orc general in charge of the forces occupying the district around Alvedara. His headquarters is in the city, but he is often afield as he prefers to lead troops rather than issue orders. He is a cunning and vicious orc of unusual size and strength, and despite the fact that he lost his left arm in battle years ago, none of his officers seem willing to challenge his leadership.



Dorshod of the Dead Mother Tribe

Dorshod is an orc sorcerer of unmatched ability among his people. He now resides in Highwall at Theros Obsidia where he is a close advisor to the Night King Ardherin. Dorshod's personal ambition is matched only by his loyalty to Izrador.

Gorgathan of the Mother of Bone Tribe

Gorgathan is a soldier legate of exceptional abilities. He is currently an advisor to Grial the Fey Killer, the warchief of the forces assaulting Erethor. Gorgathan's headquarters is at the orc fortifications of the Felthera River where it departs Erethor, though he is often out among the frontline forces, accompanied by a large bodyguard of oruks or traveling alone disguised as a lowly soldier.

Sites and Features

Orc Settlements

The largest orc settlement of the far north is a huge warren called Gasterfang, or "Place of the Blood Mother." It is home to the Blood Mother tribe's high priestess, Solanach, First Mother of the Blood, Mother-wife to Izrador. Over 5,000 orcs inhabit the vast pit, and no human, dwarf, or elf has ever seen the place.

Bandilrin is a key settlement in the orc offensive in Northern Erethor. Occupied primarily by the Shunned Mother Tribe, the place was significant in the initial rise of Izrador and still serves as a dark and magically potent temple for his Order of Shadow.

The one-time capital of House Falon, Fallport is the largest orc settlement in the Northlands. Originally taken over by goblin squatters, most of the Gray Mother Tribe now makes the old city its home. They have excavated much of the underlying rock of the bluff and created a vast undertown of tunnels and chambers more in keeping with their traditional settlements.

Zorgetch, or "water guard," is the huge orc camp on the Eren River halfway between Alvedara and Sharuun in southern Erenland. Now more a quickly growing town than a military camp, Zorgetch hosts a huge standing garrison and serves as a major supply, rally, and training site for Izrador's southern forces.

Larndun is an abandoned dwarven city with a deep holdfast southeast of Idenor. The last of the dwarves holed up in the fortress were killed several years ago, and in the intervening time the city has

become the southernmost stronghold of the orc forces inexorably advancing southward through the Kaladruns.

Kardoling is an orc outpost in the Kaladrun foothills due east of the orc-occupied city of Erenhead. It has become a way station for resupply caravans headed into the Kaladruns. It also serves as a base of operations for goblin slavers hunting the last of the halfling nomads on the plains to the south.

The Fell

There are many dangers in the world of MIDNIGHT but few as foul and horrifying as the Fell. When Izrador's fall severed the bond between heaven and the mortal world, it did more than sever the connection between the gods and their faithful. It also trapped the souls of all future dead in the material realm, preventing their ascension to the celestial kingdom. The terrible consequence is that the souls of the newly dead are often unable to leave their bodies, remaining tied to them and doomed to walk the land as horrible undead abominations. These unfortunate, fearsome, undead monsters are commonly known as the Fell.

When a person dies, there is a very real and frightening possibility that he may become a walking corpse. In game terms, the DM must make a Will save (DC 12) for the deceased. If the roll succeeds, the deceased remains a corpse. If the roll fails, the deceased is doomed to rise as an undead creature in 1d4 days.

If the DM rolls a 1 for the Will save, the unfortunate soul rises immediately, and despite whatever lethal wounds may be evident, the newly undead may be completely unaware that he has just been killed. Companions may even try Heal checks or *cure* spells, but these will prove useless and it will not be long before those companions realize something is very wrong.

Unintelligent creatures seldom rise as Fell. Their souls are simply not coherent or focused enough. In game terms, a creature must have a base Intelligence of at least 5 to risk becoming undead. Conversely, exceptionally willful souls, those of creatures with a base Wisdom score of 20 or higher, also seldom become Fell. They are unlikely to fail the required Will save and so their souls rarely become tethered to the mortal realm. All creatures regardless of Intelligence or Wisdom are subject to necromancy if it is powerful enough. Even the oldest dragon might be raised from the dead by the magic of Sunulael, Night King of death and the undead.

Undead Behavior

The initial shock of death and the subsequent realization that one has become undead is a crushing psychological blow and insanity is usually immediate, leading quickly to extreme paranoia, violent rage, and bloodlust. A successful Will save (DC 15) allows the undead creature to keep these overwhelming impulses at bay, but only for short periods. A Fell creature retains its basic Intelligence and many of its memories, but as its body starts to decay, so does its mind. For every week that passes without feeding (see below), an undead creature decays and gradually loses its intelligence and true sentience, as well as the associated memories and conscious control over its actions.

Despite their horrific state, the madness of the Fell typically imbues them with a powerful survival instinct, and only the most willful soul can take direct action to destroy, and therefore free, itself. With a successful Will save (DC 30) an undead character can intentionally destroy itself by means of any method that consumes or dismembers its body, such as lighting itself on fire or crushing itself in a rock fall. This sort of action obviously becomes more and more unlikely as the creature's mind decays and it loses control over its actions. An undead character can typically not attempt this saving throw more than once a month. A failure typically results in a period of heightened madness, bloodlust, and a sustained feeding frenzy that can last for days or even weeks.

From the moment it awakens, an undead creature feels a magical craving for the flesh of the living, for only by consuming the living can an undead creature maintain its foul existence. This hunger quickly becomes the driving motivation behind the actions of the Fell and continues to compel them, even after their minds have rotted away. If an undead character consumes a large meal of still-warm flesh at least once per week, it can stave off the decay of its body as well as the rot of its mind. For every week an undead creature goes without such a meal, it suffers decay and the associated loss of intelligence described above. To feed their hunger, the undead must consume the flesh of living creatures with similarly potent souls (base Intelligence of 5 or more). Elven undead could therefore survive on the flesh of dwarves or goblins but not on the meat of rabbits or bears.

Player characters that suffer the horrible fate of becoming Fell immediately come under the control of the DM. The characters are assumed to have lost so much of their original personality and sanity in death that their actions are no longer their own.

Ungral (see page 235) are typically intelligent enough to hunt on their own, stalking their prey on the edges of civilization, sneaking into and raiding outlying farms or hamlets in the dark of night. Many of these cunning creatures have even learned to hide beneath the surface of swamps, lakes, and other bodies of water during the day. At night, they crawl out of the depths and sneak into river towns and coastal cities to hunt. On the Sea of Pelluria, amphibious dead have become such a problem that most coastal settlements are forced to maintain boat patrols along their nighttime shores.

Faengral and maelgral, as their Intelligence drops to the level of animals, often turn to hunting in savage, roving packs, where their decaying mental abilities and limited Dexterity are made up for by numbers. Hiding in woods, ruins, or empty caves during the day, these packs shamble deliberately into villages and outposts as darkness falls, attacking without warning. These nightmare bands have forced many human settlements to build high walls and lock their gates when night comes. When they attack, the faengral and maelgral bring down their prey by swarming them, and in their frantic compulsion to feed, they often end up in savage fights among themselves.

The Fell are creatures of darkness, preferring to hide in dim and secret places during the day, avoiding the sun whenever they can, biding their time before stalking into the night to hunt. Though light does not physically harm the Fell, they seem almost afraid of it and it clearly affects their ability to see. Undead will often shy away or even flee from sulight, and even bright torchlight and lamplight seems to affect them.

Nature of the Undead

The core rules present undead creatures as separate entities with no defined relationship. In the world of MIDNIGHT, the more common undead creatures are each actually part of a continuum of decay and corruption that leads from a still-cooling corpse to a pile of bone dust.

When a creature first rises as a Fell, it is considered an ungral as described in Chapter 12. The DM should simply apply the ungral template to a base creature or NPC to create a newly risen Fell. If the creature goes without feeding, it decays quickly and after 30 days the faengral template replaces the ungral template. If the undead continues unfed for another 30 days, the creature decays into one of the maelgral.

Note that, unlike zombies in the core rules, the walking dead in MIDNIGHT may not completely lose their minds to rot and can have a rudimentary Intelligence that zombies do not. For several years, a walking dead can amble about in search of living meat, all the while rotting away, losing its own flesh and organs, exposing the skeleton beneath. If at least a year passes in which a walking dead does not feed, it becomes a mindless bony fiend held together only by magic and drying bits of sinew. The Fell templates are lost and the creature's original game statistics are replaced by those of a common skeleton. Though unable to gain sustenance from them, a skeleton is still driven to kill the living. Over time, the gristly bones will bleach white and weaken, becoming brittle. Eventually, even the most minor damage will destroy the creature, turning it to fragments and dust.

Ghost Battle of Nalford

As the tale goes, Nalford was once a fair hill town nestled in a fertile valley on the banks of the Pale River. The city was home to proud warriors and stout allies of the elven court, and when Izrador rose at the end of the First Age, the sons and daughters of Nalford are said to have been the first to rally. For its faith and daring in opposing the Shadow, the city was sacked and burned to the ground when Izrador's forces poured out of the north at the end of the Third Age. By the light of the full moon, the greater legates unleashed deadly magic, killing every living creature, tearing down the city's battlements, and burning what was left to the ground—all in a single night. At dawn, the Shadow's armies moved south, leaving nothing but charred corpses and smoking ruins.

The ruins of Nalford still stand today, bleak and gray in a valley no longer fertile and on the banks of a river now sluggish with mud and foul growths. The ruins beckon to adventurers with promises of lost treasure and hidden secrets, but woe to the unfortunate souls that find themselves in the ruins on the night of the fullest moon. For then, as has happened every month since the legates' raid, the city returns to life. The walls stand again, cook smoke climbs from chimneys, and the city's battlements are guarded by watchful soldiers. In the streets and taverns, the inhabitants go about their business as though life were always so.

Then in the middle of the night and with no warning, the city erupts into battle. Trumpets call, soldiers shout, and the telling clash of steel rings in the streets. The townsfolk flee or run for arms as battle rages at the walls. The fortifications fall quickly and the city begins to burn. People scream and die and soldiers fight through the town, weapons flashing in pitched combat.

Yet, when watched by outsiders, this ghostly fall of Nalford is more than a dreadful battle, it is a terrifying vision. There is no enemy to be seen. Buildings erupt into flame for no apparent cause. Swordsmen hack and curse at nonexistent enemies, and civilians are cut down by unseen attackers. The city is

It is left to the DM to decide exactly when a given undead creature has decayed enough to transition from one form to another, and therefore from one Fell template to another. It is also up to the DM to determine how often an undead creature has fed and therefore specifically how durable and intelligent it is when the player's characters encounter it.

Dealing with the Dead

When the Fell first began to appear, the horrified living quickly learned how to dispose of corpses to keep them dead. Now, though the undead are no less a threat, the races' various practices of body disposal have become culturally ingrained and greatly reduce their potential numbers.

Humans have assumed the practice of burning their dead. They follow little ceremony, as it is widely believed that the sooner a corpse is ash the safer it is for everyone. The Dorns cremate their relatives on open pyres inside circles of tall standing stones until even the bones are consumed. They then cast the ashes about within these ancestor rings, freeing the souls to watch over the living that remain. The Sarcosan colonials also burn their dead, but they collect the ash and mix it with the grain they feed their horses. They believe this passes the finer qualities of the deceased onto the steeds and gives them an extra measure of strength and endurance.

Dwarves dig elaborate catacombs in which they entomb their dead. When a dwarf dies, she is laid in a shallow sarcophagus-like pit carved out of the stone floor of the catacomb. A heavy stone slab, often intricately worked by the deceased herself when she lived, is then lowered onto the corpse, crushing it and pinning it to the bottom of the pit. The weight of the slab is sufficient to keep any Fell from actually rising and serves as a kind of memorial on which is typically carved a narrative of the deceased's life. Though dwarves commonly visit catacombs in hopes of speaking to the shades of their ancestors, only the most stouthearted do so before allowing enough time for the body to decay away. The moans, screams, and curses that sometimes rise from under the crushing stones are often too much for even the bravest to bear. The dwarves believe that by keeping the souls of the dead tethered to their bodies, they encourage the spirits to remain to watch over and protect the realm of the living.

The elves are the most spiritual in how they treat their dead, but the end results are also perhaps the most practical. When an elf dies, his body is covered in a sorcerous wrapping of living vines and then is taken deep into the forest by a Whisper Adept. The vines secure the body, keeping it subdued even if it should wake as undead, for the adept may travel many days before reaching a location suited to her purpose. When the adept has chosen an appropriate site, she conducts an elaborate ritual that involves burying the body within the roots of a large tree and the casting of several ancient

spells. Over the course of the ritual, the spirit of the deceased passes into the tree and becomes one with the tree's own essence. The new entity that is formed becomes part of the vast network of spirit tree guardians known as the Whispering Wood.

In a somber but gruesome ceremony, halflings remove the heads of their dead and collect a bowl of blood from each body. They bury the heads and corpses separately beneath plots of prairie sod that they carefully cut away and replace undamaged and unmarked. They mix the blood with a recipe of herbs, dry the resulting paste, and grind it into powder. They place the powder in sacred cloth bags containing the similar remains of other family members. On the holy days of the halfling celestial calendar, families burn the powder as incense in offerings to their ancestral spirits.

Gnomes tightly bind the bodies of their dead in coils of ceremonial rope and weigh them down with stones. With brief services featuring improvised group songs about the individuals being interred, the bodies are committed to the waters of the Eren to be judged by the enigmatic river spirit the gnomes call the Watcher. In the river, the bodies sink to the bottom where the natural course of life disposes of the remains and the soul is freed to flow with the water.

Even the races that serve Izrador are not immune to the unwelcome rise of their own dead. Though many bodies are left to the necromancy of the Night Kings, most goblinoid and orc dead are dealt with in a gruesome yet morbidly effective way—they are eaten by the living. This practical cannibalism not only assures that the dead do not wake to trouble the living but also provides a valuable food supply within a scavenging culture that suffers a great deal of mortality from constant internal fighting.

As a result of this diligent disposal of corpses, most undead arise either from those slain in battle and left to rot or from the bodies of errant adventurers that die in the wilderness. Another, more insidious source of undead is lethal conscription into the undead armies of the Night King Sunulael. Using dark necromancy, he and his acolytes empower the dead and force their decaying minds to their bidding. The dire rituals used to create these creatures cannot only give them unnatural strength and defenses but can also turn the bodies of the Lost into the Fell. For game purposes, undead created through necromancy, such as the *animate dead* spells, use the standard game statistics for undead in the core rules.

Killing the Fell is not really possible in that they are already dead. They can be destroyed, however, by freeing the soul trapped inside the body. An undead character is destroyed when its body is completely dismembered, decapitated, or consumed by fire or other elemental forces. An undead creature is considered destroyed when its hit points are reduced to zero or less. If not completely destroyed, the undead will continue to function and amble about even if large parts of their bodies are missing. Few sights are as purely horrible as the severed torso of a rotting corpse dragging itself across the ground, jaw snapping with an animal hunger.

sacked again with the exact same horror in which it burned more than a hundred years ago, and the shades of the townsfolk die the same terrible deaths again for perhaps the ten thousandth time. What is most terrifying for the outsiders is that they cannot help but become embroiled in the battle.

Outsiders caught within the walls when the battle begins are suddenly seen by the townsfolk as part of the assaulting force and are savagely attacked by the deadly ghost soldiery. Even if they are able to fend off the assaults, outsiders are unable to find their way clear of the city. The burning buildings, collapsing walls, and savage defenders seem to always block their way. If the outsiders are killed or find themselves still trapped in the city at dawn, they are lost forever. With the first light of day, the city fades and the outsiders along with it. They become shades of themselves, forever cursed to relive their deaths with each full moon, trapped for eternity in the ghost battle of Nalford.

The Lost

Even those that die and are lucky enough to be spared the fate of rising as Fell are still unable to reach heaven through the black veil of Izrador's banishment. A further travesty is that many of these unfortunate souls are still unable to rest quietly. Instead, they rise as haunts and shades, cursed to roam the place of their death or familiar locations from their lives. These ghosts are the Lost, and they live a half existence only semi-aware of what has happened to them, confused and trapped in a limbo somewhere between the physical and celestial realms.

Like the Fell, ghosts are traumatized by their own deaths but the effects are more varied. Haunts are not driven by bloody hunger but instead follow often-cryptic or bizarre motivations that reflect parts of their past personalities. Many suffer insanities upon death that drive them to malevolent and violent acts. Others remain motivated by the things that moved them in life and can be coherent or even benevolent at times. Unlike the Fell, haunts do not have the release of eventually decaying away to dust but face eternity in their horrific states. Eventually, what passes for minds in these spirits degrade, spiraling slowly into incomprehensibility and insanity. In the end, even the ghosts of the most kind and

Undead in a Campaign

Undead are an important, tone-setting part of MIDNIGHT. The desperate and vile nature of their existence lends the world a bleak aspect that few other creatures can provide. It is therefore important that DMs use them effectively, giving undead the power and emphasis they need to truly frighten and threaten the player characters.

Many experienced players often react in a rather "ho-hum" way when their characters encounter undead. MIDNIGHT offers a more coherent and plausible motivation for including undead in adventures to help make it easier to get players excited about meeting such creatures. There are also several ways DMs can present undead more effectively to increase the interest and threat levels of such encounters.

The most important thing is to make them realistically frightening. These are horrible creatures that are not only physically revolting but are driven to literally eat the player characters' flesh! DMs should avoid falling into the trap of simply calling such creatures "zombies" or "ghouls." They should describe them as they appear and let the players decide what their characters are encountering. Describing an undead as a "shambling figure of sinew-covered bones, hung with tatters of dried flesh, red eyes glinting in a broken skull" is much more evocative than simply calling it "a skeleton." DMs should also play up the threat level of these creatures. Remember, they want to eat the flesh of the living and can be cunning night stalkers or savage, animalistic pack hunters. Some undead have dangerous magical powers and are less vulnerable to certain kinds of damage. They can carry disease and can be psychologically traumatic to encounter.

Remember that these creatures can be, at least in the earlier stages of decay, intelligent and therefore they should be able to stalk their prey and fight with more cunning than they are typically given. Well fed and relatively fresh ungral might even be able to pass cursorily in civilized places as they cleverly attempt to find prey. Be sure to use them in ways and places that make sense. Undead are potent souls become dim and dangerous shadows of what they once were.

If a deceased character succeeds in the Will save (DC 12) that prevents his body from rising as one of the Fell, there is still a chance his soul may become doomed to unlife as a shade. If a character succeeds in the first Will save, he must make a second Will save (DC 8). If he succeeds, his soul departs his body and vanishes into the maelstrom of spirits that wreath the world of Aryth like an incorporeal halo. If he fails the save, his soul becomes a haunting shade and is subject to the ghost template as described in the core rules (Ghost, MM). As with becoming one of the Fell, particularly willful souls rarely become ghosts.

As the years pass and the veil between the heavens and Aryth remains, the frequency of ghosts haunting the realm of the living increases. It is an uncommon person that is lucky enough not to have been haunted by the shade of a deceased ancestor, and a rare traveler that has not been driven from his camp by the chilling wail of a Lost soul.

The Occupation

Over the past 100 years, the forces of the Shadow have conquered most of the continent of Eredane. They now control all the Kingdom of Erenland, and despite scattered resistance, their rule of the human lands is secure.

Between the soldiers and noncombatants there are almost as many orcs living in the Northlands today as there are humans. There are more than 300,000 orc and goblinoid soldiers in the region. Most serve as garrison troops stationed in the various cities, and there is a standing army of 10,000 at Theros Obsidia alone. Some are bivouacked in training camps or as guards along key supply routes. Orc cavalry patrol the vast stretches of open land between settlements for resistance fighters and escaped slaves and routinely collect tribute from unprotected settlements. Many also serve, though reluctantly, in the orc navy on the Pelluria.

The central plains, as sparsely populated as they are, have their share of occupying soldiers. The city of Erenhead is a strategic military post for the Shadow and at times hosts up to 20,000 soldiers. The Eren is a vital highway for orc troops and supplies year round and as many as 3,000 soldiers are in transit somewhere along its length at any given time. Another 5,000 soldiers occupy barge checkpoints and outposts along the river's banks. Foot patrols make continual forays between the shoreline outposts, and small navy vessels continuously patrol both the river and the Ardune.

Southern Erenland is occupied by more than 200,000 soldiers and perhaps half again as many goblinoid support personnel. Many serve in the garrisons of the larger cities, such as Alvedara and Sharuun, and there are at least 10,000 soldiers and other servants of Izrador at the orc military town of Zorgetch. Many thousands are also stationed at smaller settlements or patrol the borders of Erethor and the foothills of the Kaladruns against fey spies and smugglers.

Erenland is now divided into almost two dozen regional occupation districts, most of which are administered by human collaborator-princes supported by orc warchiefs and advised by legates of the Order of Shadow. These power triumvirates are often volatile and contentious, but their machinations are kept in check for fear of retribution should their intrigues disrupt the Night Kings' plans.

The traitor princes that rule the districts typically do so from courts in the larger cities and appoint human or sometimes orc governors to administer lesser regions and settlements. Within his district, a prince is free to rule as he sees fit as long as the tribute of food and other war supplies meets expected quotas. Jahzir has no concern for the atrocities committed in his name by his princes and their orc enforcers—they are simply the means to a greater end.

Bastion District

Bastion is the capital city of the largest district in the western Northlands. It includes dozens of small towns and villages within its jurisdiction and thousands of acres of livestock pastures and farms vital to Izrador's supply lines. The Sarcosan prince Sameal, or Sameal the Eel as he is called by his enslaved subjects, governs the district and is typical of the collaborators that rule under King Jahzir.

Sameal is weak-willed and impulsive and employs the brute force of his orc soldiers too often and with too little restraint. He makes the mistake of thinking his orc warchief is stupid and that he has his legate advisors cowed. In truth, the warchief simply commands his forces as he sees fit and the legates have little trouble manipulating Sameal into making decisions and decrees that serve their own purposes.

Westlands District

The Westlands district is governed from the ruined elven city of Eisin by the orc warchief Grial the Fey Killer. It is one of the handful of districts administered by orcs and encompasses the coast of the Ardune in the east and hundreds of miles of the Erethor border in the west. Grial is a methodical and tenacious leader and one of the only orc generals Jahzir respects. As a consequence, the Night King gives the cunning old orc a freer hand and makes sure that the wheedling legates do not interfere overly much with his efforts.

> not only guards used in a crypt by some evil necromancer. They can be self-motivated hunters lying in ambush in the dark corners of any lonely place, or they can shamble boldly into night-darkened villages hungry for blood.
>
> Remember that the possibility of intelligence means that the undead can speak, though their ability to do so depends on just how badly decayed they are. For a uniquely disturbing scene, a DM should set up an encounter with undead that doesn't necessarily lead immediately to combat. Setting things up so that the characters have to parley with the undead makes for a horrifyingly strange, tension-filled, and memorable encounter.

There were never many human settlements in the region and now there are even fewer as constant orc raids for food and slaves have driven them from the area. The Westlands district is the heart of the southern war front with the elves and Eisin serves as a critical supply depot and transfer point. The Felthera is a strategic feature of the district and flows with gnome barge traffic to and from the front lines.

Zorgetch District

The Zorgetch district surrounds the growing orc town on the southern Eren and includes all the lands within 100 miles of the river between the Alvedara and Sharuun districts. The district is governed by a pair of orc brothers known as Vorbane and Vrin.

Vorbane is the young but feared warchief in charge of the training camp at Zorgetch. Vrin is a rare orc legate of some status and is both advisor to Vorbane and leader of the Temple of Shadow recently established in the camp. Though Vorbane and Vrin quarrel incessantly, each has grown to depend on the other's council in carrying out their duties.

Southeast Coastal District

Hallisport is the capital of the large district that spans the coastal plains from the Kaladrun foot hills in the east to the borders of the Sharuun district 500 miles to the west. The district is ruled over by a canny Sarcosan prince named Castor Mardif. He has managed to ingratiate himself with his legate handlers and has proven an able enough military leader that he has been given direct command over his own sizable orc force.

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The district hosts a growing military presence that will soon be used to form a second front in the war with the mountain fey. Jahzir's intent is to crush the last of the dwarven resistance between the hammer and anvil of two advancing orc armies—one from the north and one from the south.

In an effort to control the flow of information and restrict the movement of spies and insurgents, district governments require that traders, couriers, barge crews, and other travelers carry specific authorization. These authorizations are typically paper documents stating the purpose, point of origin, and destination of the authorized traveler and feature official seals proving authenticity. Other times, authorizations take the forms of small metal batons, crests, or other objects that give the bearers special privileges to travel as needed. These are often carried by government officials, agents, and spies. Other, rarer authorizations take the form of arcane marks or magical symbols that only legates and channelers can read. These are usually invisible to the unaware and almost impossible to forge.

The enforcement of the will and laws of the district rulers is typically harsh and brutal. King Jahzir does not care how the districts are managed as long as tribute quotas are met. As a consequence, the individual governors are free to exercise whatever means they wish to secure order and maintain resource production. Many resort to enslaving much of their populations. Others coerce through brutal raids and corporal punishment. Some take hostages from each regional settlement and others simply garrison orc troops throughout their districts and let them provide whatever motivation they see fit. Some district princes do a combination of all these things. The suffering, injury, and death of these daily atrocities cause most to despair and drive others to rebellion.

Fey War

The highest of Jahzir's priorities is the war against the fey. The Shadow wants the elves and the dwarves destroyed and total control over all Eredane. He has commanded his Night Kings to complete the campaign quickly and does not care at what cost. In compliance with his master's wishes, Jahzir is currently pulling troops and resources from garrisons across Erenland and is transferring them to the Kaladrun and Erethor fronts.

Against the Dwarves

The greater share of resources is bound for a growing offensive against the dwarves, in which more than 130,000 orc soldiers already fight. The orc forces advancing from the north are being heavily reinforced and a new front is being established in the south. The Night King general's intent is to smash the dwarven

Laws of the Land

The Night Kings have made a series of decrees that are enforced as law in the occupation districts. The standing garrisons and city watches brook no violations of these commandments, making life extremely dangerous for those that seek to resist the Shadow. Violators are seldom given trials, and even when they are, the trials are mockeries—public object lessons to show what happens to those who disobey the will of Izrador.

Punishments are swift and severe, and innocents suffer as often as true offenders. Executions are often carried out with a heavy orc waraxe and no ceremony. These public examples are typically beheaded and left to rot, spiked on iron poles in the town center.

Common Violations and Punishments

- Failure to report a violation: whipping or enslavement
- Stealing: whipping or enslavement
- Unauthorized travel beyond settlement borders: enslavement
- Possession of books or scrolls: whipping and enslavement
- Unauthorized presence in a restricted area: enslavement or death
- Resisting arrest: enslavement or death
- Worship of any deity but the Shadow: enslavement or death
- Smuggling: enslavement or death
- Fey blood: death
- Collaboration with the fey: death
- Aiding of fugitives: death
- Assaulting agents of Izrador: death
- Possession of martial weapons: conscription, enslavement, or death
- Possession of enchanted items: death
- Casting of spells or other use of magic: torture and death

Bounties

Bounties of privileges, food, or other resources are routinely paid by regional governments and enforcers for information and services of many kinds. Such bribery and payoffs make most settled areas in the human lands particularly dangerous places for well armed, magical, or fey adventurers.

resistance between two irresistible orc armies. He is convinced that the dwarves are close to breaking and that in only a few short years his forces will have taken the last of their holdfasts.

The dwarves appear to have made a strategic mistake, and it will likely cost them the war. In retreating to their holdfasts and isolating their clans from one another, they have become vulnerable to siege tactics. Over the past 100 years, more than 50 holdfasts have fallen to orc siege forces and another dozen are currently blockaded, including the once great settlement of Calador.

Orc commanders have become adept at besieging holdfasts and continue to refine their tactics. First they begin with raids against dwarven patrols and outposts, killing as many warriors as they can and forcing the rest to withdraw to their main fortress. Then they use goblin and hobgoblin scouts to hunt down every tunnel and passage that leads to the holdfast. The orcs collapse or block those they can and set bands of ogres and trolls to guarding those they cannot. The commanders make sure that access to the surface and the potential food sources there are cut off as well. They then seek means to divert or poison any springs or underground rivers that provide the settlements with water. Finally, they settle in to wait, patrolling against reinforcements from other settlements or defenders using secret passages or excavating new tunnels to get past the orc lines. Though most such sieges last several years, in the end, even the most resolute holdfasts fall—either to the specter of starvation or in a desperate and bloody last stand.

Against the Elves

The war the Shadow fights with the elves is very different from the one against the dwarves. The elves do not have their backs against stone walls, Erethor itself is a living ally, and they have not yet despaired of victory. The elves also have magic—formidable battle spells and arcane defenses that not only bring the forest itself to their aid but all its denizens as well.

The forces of Izrador fight with the forces of Erethor on three major fronts. In the north woods of the Veradeen, the orc warriors of the Shunned Mother Tribe and their minions, 140,000 strong, battle the snow elves. The fighting is close and bloody, with ogres, trolls, and worgs fighting with the orcs, and dire wolves, bears, and wolverines battling alongside the elves. Skirmishers, patrols, and raiding parties give and take ground while simply trying to outlast each other in a brutal conflict that has essentially been ongoing since the orcs first came to the Highhorn Mountains thousands of years ago.

In the central forests of the Caraheen, the orcs have pushed their lines as far as 100 miles into Erethor, and more than 230,000 orc troops now fight in the forest. They reinforce and supply their units using the Gamaril and Felthera Rivers and slowly advance on the elven capital of Caradul.

The fighting is savage. Elven arrows rain death on enemy positions and fey magic fills the air with orc screams. The forest itself works to bar the advancing armies, as animals large and small attack the harried orcs. Even the tree spirits aid the fey, strangling orc soldiers in their sleep or leading them blindly into elven ambushes.

Despite the elves' resolute efforts, the orc numbers are overwhelming and their tactics are slowly wearing down the elven defenses. For every orc killed, there are three more ready to take his place, but for every elf killed there is only a grieving family. The orcs have magic of their own, dark and divine spells born of the Shadow. Orc clerics heal their wounded, sending them back into battle. They spread divine fear among the hearts of the elven soldiers and conjure demons that stalk quiet and deadly behind the elven lines.

The orcs poison the rivers, kill any animals on sight, and set fire to the forest. With the aid of Zardrix, the orcs have destroyed many thousands of acres of the ancient wood. This is a crippling blow to elven morale, as the Great Forest is considered the mother of the elves and to see it die is more than some can take.

In the foulest of their tactics, the forces of Izrador have begun to field Fell soldiers raised from the battlefield slain and controlled by the vile magic of the legates. These horrible abominations are durable and frightening combatants and stand to take a terrible toll on the elven forces.

In the jungles of southern Erethor, the war between the Shadow and the elves is essentially a frontless one. Arcane pacts between Izrador and the multitude of demonic spirits that dwell in the Aruun has the Danisil elves fighting an all-out demon war. Forced to use every bit of demon-hunting skill and magic they possess, the jungle elves are unable to support their cousins to the north and instead fight an arcane guerrilla war with ancient and insidious spirits. The battle is beginning to take a terrible toll on the jungle elves and both their will and hope are starting to wane. They are simply too few and the demonic forces arrayed against them too many for the elves to last much longer.

CHAPTER 11

Midnight Campaigns

I saw that the Host of Heaven was dark and rode no more in the sky. The icy gates of the land of the dead were opened, and the fallen god rode forth with a crown of iron and a sword of flame. His raiment bled the blood of the innocent and he smote all the lands of the world. His form was of fire and shadow, and his name was Sorrow.

— Vesra Anu, *Prophecies of the Last Age*

Running a Midnight Campaign

This chapter presents tips and guidelines for running effective campaigns in the world of MIDNIGHT. Game rules and statistics are designated as **Open Game Content**.

Though MIDNIGHT draws its basic conventions from the classic archetypes of fantasy gaming, in many ways it is not a typical fantasy game setting. The apocalyptic history, the manifestation of evil, the ongoing oppression and war, the isolation of the races, and the limits on magic and treasure all conspire to make MIDNIGHT a unique and challenging place to run adventures. The following advice is intended to help DMs take advantage of the intended strengths of the setting while keeping their adventures from taking on the trappings of more conventional fantasy games.

A World of Shadow

Aryth is a world suffering under a terrible legacy of evil, destruction, and oppression. It is a post-apocalyptic setting that not only has yet to recover from the cataclysm that destroyed it but is also in many ways still suffering that destruction. It is a world where the powers of evil rule and there is little hope that this will ever change. If players are to truly experience this setting, the mood of the adventures in which they play needs to elicit the desperation, horror, and sadness of daily life under the reign of Izrador. There are several things that DMs can do to bring this mood to life in their games.

Careful description is a vital tool for creating mood. DMs should take the time to describe the nature of the people and things the characters encounter with an emphasis on the weary, fearful, desperate, and hungry aspects of those encounters. Remember that people are dispirited, underfed, and furtive and seldom look characters in the eyes. Remember that settlements are run down, clothing and equipment are old and worn, and that magic is rare and proscribed. DMs should verbally remind players of the palpable feeling of evil or the visceral sense of despair that accompanies most encounters and interactions with non-player characters. It is surprisingly easy for players to revert to the stylistic conventions of the settings with which they are most familiar, so it is key that the DM's descriptions constantly remind players that Aryth is not a conventional fantasy world.

Actions speak louder than words and DMs can use the simple nature of small events and minor encounters to emphasize the mood of the setting. Carefully tailored encounters can often be more effective in portraying the bleak tone of MIDNIGHT than any expository descriptions. Sharing food with hungry orphans, watching diamonds being used as sling stones, destroying family members risen as zombies, or seeing an old woman

stealing boots off a corpse goes a lot further to create the right mood than even the most eloquent words.

Another tool that effectively sets mood is the creation of substantive backgrounds for individual player characters. DMs and their players should work together to create detailed, setting-specific character backgrounds that include motivating or poignant reminders of the state of world in which the characters live. Personal histories that provide genuine emotion and motivation help determine a character's place in the world and show how the character has been affected by, and is part of, the themes that run throughout the setting. Examples of such background elements might include parents killed saving the child character from a demon, early life lived as a slave, or the simple realization that a character's dworg heritage is due to the rape of his mother by orc raiders.

Promise of Hope

As important as it is to create a mood of desperation and despair in a MIDNIGHT campaign, it is perhaps more important to make sure that the mood, events, and encounters do not completely rob the player characters of all hope. DMs must take care to keep at least the spark of hope alive for their players. Hope is the ultimate motivator and the reason characters in any story continue to strive. This hope should not be that the characters will some day deliver Eredane from the reign of Izrador. While tempting, this sort of quest is simply beyond the intent of MIDNIGHT. Instead, the hope should be on a more personal and immediate scale. Players should be made to feel that however grim the odds or dire their circumstances, there is always a chance they will succeed.

A Game of Heroes

The characters in MIDNIGHT are intended to be exceptional individuals destined to become great heroes. The heroic paths characters are born to support this intention and help make them bright points in a world of hopelessness and despair. DMs should work to craft adventures and encounters that test the honor, will, and morals of the characters, allowing them to make the choices and take the actions they must to become the heroes they are meant to be.

The caveat to this destiny is that heroes are considered troublemakers across most of Eredane. The average person's best hope is to be ignored by the forces of Izrador, and they are afraid of the retaliation the actions of any so-called heroes are likely to incur. Most commoners are therefore less likely to thank a party of player characters for their interference than they are to turn them in for the bounty on suspicious strangers or insurgents.

This emphasis on heroism without the typical rewards of wealth and glory is not common in most fantasy settings, and if the DM works to emphasize it, this can be an interesting and compelling aspect of the campaign setting.

Story Arcs

MIDNIGHT is intended as a dark world where the noble actions of those of heroic destiny serve to ease the suffering of those they help. Because of this inherent theme, MIDNIGHT is not the ideal setting for conventional adventures that feature long dungeon crawls and piles of treasure. Though exploration and the discovery of magical treasure can be important parts of stories in the setting, they are not its focus. It is therefore important that DMs craft adventures that feature genuine story arcs and heroic challenges beyond the killing of orcs or the hunting of brigands.

Such adventures can be simple, such as defending a village, or they can be complex, such as a cross-country quest in service to the elven queen. They can feature combat challenges, but they should also feature role-playing challenges as characters interact with desperate villagers, orc captors, or savage freedom fighters. They should provide characters with rewards other than gold—things like honor, gratitude, self-respect and self-worth, or simply enough food to survive the adventure.

Tavern Parties

The heroic paths intrinsic to each character mean that any party of adventurers in MIDNIGHT is an unlikely and powerful group assembled through some manifestation of destiny. Adventures in the setting therefore cannot rely on the cliche of characters meeting in a tavern or some such—and if the party is of mixed race, the proscriptions on travel and the fey make the party's origins even more unlikely.

To fit the setting and give genuine context to a party's existence, DMs need to craft plausible and meaningful reasons for the individual characters to be adventuring together. Often, these reasons can be inherent in the adventure itself, or they can simply be part of the characters' collective backgrounds. Regardless, carefully crafted origins are important to making plausible parties and viable stories within the severe cultural divisions in the MIDNIGHT setting.

Note that this does not mean you cannot feature taverns and inns in your campaigns. These places are still important public areas in most villages and towns, and they are plausible places for travelers and strangers to meet and mingle. The adventure at the end of this book features an encounter in a tavern, but the PCs are assumed to have been already brought together by whatever fate guides them before the adventure begins.

World of Want

One of the biggest differences between MIDNIGHT and other settings is that gold and treasure are worthless, and goods and commodities that are readily available in most game worlds are hard to come by. DMs need to remind their players about the state of Eredane's economy and emphasize the value of mundane resources such as food or clothing. There are several ways this can be accomplished.

The fact that gold and jewels have lost all value in most places across Eredane is enough to make most gamers realize that MIDNIGHT is very different from the settings they are used to. Participation in the barter economy, while often a fun aspect of roleplaying, also serves to capture the mood of the setting and helps players internalize the nature of the world.

DMs should encourage players to conserve their resources and give consequences to the mismanagement of those resources. DMs should make frequent audits of food stores and other disposable supplies that parties are carrying and should hold them to shortfalls. The availability of such things as lamp oil and arrows is often assumed in other game settings, but in MIDNIGHT these things are frequently hard to come by and must be bartered for. Running out of food a few times and suffering the consequences will quickly set a tone that reminds players that their characters live in a harsher world than they are used to.

DMs should encourage players to stock up on things they think can be used in barter. Scrap metal, broken tools and weapons, and scavenged arrow parts are always viable trade goods. Things that are locally common in one region but not in another are always good trade items, assuming the party is traveling—such things as medicine or halfling tobacco are lightweight but valuable commodities. Learning to always be on the lookout for tradable goods does a lot to keep players aware of the world their characters are in.

Magic items are exceptionally rare in the world of MIDNIGHT. Characters should come across them only infrequently, and when they do, DMs should present even the most minor items as wondrous objects of great value. DMs should stress their antiquity, mystery, and rarity, and should treat such items with a kind of awe that makes them really seem special, lending them a magical feeling that is lacking in settings where arcane items are everyday commodities.

The Wonder of Rediscovery

Aryth is a world where learning and science are proscribed, knowledge of geography and history has faded away, and familiarity with other races is a thing of the past—especially for the short-lived humans. As a consequence, most peoples have become isolated and provincial and are increasingly ignorant and suspicious.

The myths and stereotypes, exotic or otherwise, about various races are often accepted as fact by other peoples, and DMs should play on this when running mixed-race parties or when characters encounter races other than their own. Fear, misunderstandings, and even humor can be part of such encounters and can add appropriate flavor to MIDNIGHT campaigns. This racial isolation also lends an air of mystery that can be a compelling and fun part of the interactions between races.

There is also a sense of mystery and wonder that can surround lost aspects of a given race's own culture. The lack of learning in the present world means that when characters discover the past greatness of their own people through interactions with knowledgeable nonplayer characters, by reading ancient tomes, or by exploring lost ruins, the players can actually appreciate the wonder and revelation of the encounters. The history of the MIDNIGHT setting allows this sort of rediscovery by giving background for the lost knowledge and present-day context for the resulting mystery.

One excellent trick for creating and maintaining this sense of rediscovery is to present old encounters in new guises. For example, when characters are set to meet an umber hulk, DMs should not give away the creature's identity by calling it simply "an umber hulk." Instead, he should describe it and tell the players they have never even heard of such a thing. Or maybe if they have, tell them they know it as an ulfaarn (or some other name), a monster from old fairy tales, and that they know it is a very dangerous creature. Tricks of presentation such as this go a long way to making players feel like they are experiencing a unique world.

Morality Play

A more philosophical way to engage players in the unique aspects of MIDNIGHT is to encourage them to explore the meaning of good and evil, heroism and malfeasance, and their relationships to these forces. More than in most settings, evil is a manifest, tangible, powerful presence in the world, and one with which players frequently have to deal. Besides the practical, sword-swinging aspects of evil, players should be led to experience crises of conscience and moral dilemmas that they might not typically face in other game settings.

Such dilemmas might include having to decide between saving one village or another from orc raiders or deciding between giving a magical source of food to a starving family or keeping it so that a personal quest might succeed. Characters may have to choose between risking their lives to free a group of slaves or sneaking safely into the dark, or they may have to trust their fates to a member of a race they fear or do not know. Forcing players to deal with such issues will go a long way towards helping DMs define the mood and nature of adventures in MIDNIGHT.

The Mechanics of Midnight

Playing in the world of MIDNIGHT is different from playing in a standard fantasy campaign. Perhaps the largest changes are the replacement of the standard spell slot magic system and the lack of a gold-driven economy. While these changes are obvious in their application, they mark subtle shifts in many of the rules and conventions that bind a standard d20 System fantasy game.

For instance, MIDNIGHT's spell system supports the dark tone of the setting, with its evil overlords, unchecked bands of goblins and orcs, and the dark god that rules over the land. This and the fact that carrying magic items places a party at risk of being hunted by Izrador's legates means that magic is a less common, but no less significant, force in the world. The rarity of spells and items with magical enhancement bonuses makes some creatures much more dangerous than in a standard game, where *fireballs* and *holy avengers* can cut through even the nastiest challenges.

The lack of a gold-based economy has several repercussions as well. It makes the acquisition of treasure much different than in a standard game, since even if a tribe of kobolds has amassed a hoard of gold and silver, such a find is not likely to provide the material luxuries that a character in a standard setting might enjoy. The fact that magic items are rare and require special circumstances to be created rather than a straight gold expenditure means they are at once more accessible and less easily acquired from others.

Some of the most significant changes and their repercussions are discussed below. Both players and DMs will benefit from the points raised below, although players should not take the suggestions given below for granted—the DM is justified in doing whatever he deems necessary to provide an appropriate challenge for the characters. For a discussion of how to handle adventures in the world of MIDNIGHT, see page 226.

Damage and Healing

The lack of a healing specialist core class can be a significant loss for any party of adventurers, who usually rely on their cleric to get them up and running again in between fights. While some channelers have access to healing spells, it is hard for them to match the sheer healing power of a standard cleric.

So, what does this mean? Well, for one thing, characters must be more careful to avoid combat where it is not absolutely necessary. A wound that could normally be cured by just a few spells could lay a character up for a day or more, especially if a healer is not present in the party. Thus, instead of assaulting every band of goblins they come upon, the characters must learn to use stealth, ambush tactics, and tactical retreats to their advantage. Bluff, Diplomacy, and Intimidate are all key skills that can help characters avoid combat when stealth fails.

What healing the characters do have available will have to be rationed more carefully as well. It is much more likely for a MIDNIGHT character to be walking around with some cuts and bruises than a character that can rely on a shot from a *wand of cure light wounds* every time he gets nicked by a goblin's blade.

High-level characters must also go through their adventuring careers without any way except *reincarnation* to be brought back from the dead. This should make any character think twice about entering combat against very powerful foes or those with attacks that can kill them instantaneously. While *lesser restoration* and *stone to flesh* can save lives in some cases, the lack of the ability to raise characters from the dead is a significant change from the core rules.

Combat in the world of MIDNIGHT is not only deadlier as a result of these limitations, it is also more hindering. Even if a party of adventurers can survive a fight with the camp of orcs, what happens if they stumble into the territory of an owlbear or a pack of wolves after the fight? How will two days spent resting and healing impact their current mission? These questions and others must go through the minds of the characters before they choose to fight when other options are available to them.

Monster Abilities

Given the rarity of magic items and direct damage spells in the world of MIDNIGHT, as well as the increased lethality of the setting, some special attacks and qualities possessed by monsters can have more or less impact on the game. Some of the most common abilities and how they should be addressed are discussed below.

Ability Damage

Temporary ability damage is affected by the rarity of magic and the lack of a healing core class. Without a cleric in the party, the group is not guaranteed to have access to *lesser restoration*, and *restoration* is not even on the channeler's spell list. The lack of *restoration* can make permanent ability drain a very powerful, but also frustrating, ability for the characters to face. DMs should remain aware of the party's healing capabilities and frame encounters with creatures that cause ability damage within these parameters.

Optional Rule: Creature abilities that cause permanent ability drain now only cause temporary ability damage that cannot be healed by magic. There are no quick fixes when facing such a creature, but characters will eventually recover from the damage with rest and recuperation. While this can take the bite out of some creatures, it can save the players from becoming frustrated with facing challenges they cannot overcome.

Damage Reduction

Damage reduction, while normally an impediment worthy of special consideration, is even more potent in the world of MIDNIGHT than in a traditional setting. The rarity of magic weapons and true magical firepower means that most characters will not have the ability to overcome even the smallest amount of damage reduction. Some heroic paths, such as the steelblooded, grant characters non-magical means to bypass damage reduction, as does the precise strike ability of the defender class. Still, damage reduction remains much more powerful than in standard games.

Optional Rule: As with all things in the game, the DM should consider his party's capabilities when deciding upon appropriate challenges for them. If the party has no guardian or steelblooded characters, no defenders, and no magic weapons, damage reduction is going to be a serious issue. On the other hand, if the party has effective means to handle damage reduction, no adjustments to encounter levels may be necessary.

Death Effects

Because of the lack of magical means to bring characters back to life, death attacks and those that cause instant death, such as a disintegrating touch or a death gaze, are nearly irreversible in MIDNIGHT. These attacks should be used very sparingly or replaced with something else entirely. Giving the characters a method of becoming immune to a specific creature's attack can also add flavor to the game (e.g., if the characters have earplugs made of river grass when they approach the banshee, they will be immune to its wail).

Optional Rule: Any character failing a save against an attack that would cause his instant death is instead dropped to –1 hp and begins dying.

Energy Drain

Energy drain is much like permanent ability drain in that without the *restoration* spell available to the characters it becomes a challenge that cannot be overcome, which can lead to player frustration. Creatures with this attack should be used sparingly or modified, perhaps by substituting temporary ability damage that cannot be healed by magic for their normal energy drain attack.

Optional Rule: A character that fails his Fortitude save to remove a negative level keeps that negative level for an additional day. At the beginning of the next day, the character can make another Fortitude save to remove the negative level. This continues until the character either succeeds at his Fortitude save or goes up a level, in which case all negative levels are removed from the character.

Energy Resistance/Subtypes

A creature with energy resistance or with an energy subtype that renders it immune to certain forms of energy or causes it to suffer additional damage from certain energy types has less to worry about from PCs in MIDNIGHT than in traditional settings. With the possible exception of using normal fire or acid against a creature, characters in MIDNIGHT have few ways to generate dam-

age with an energy type. *Fireballs, lightning bolts,* and *cones of cold* are limited to mid- or high-level spellcasters, and even then they are not as common as in a standard campaign.

No change is needed to these creatures, but DMs should be aware that such abilities will have a more limited impact on combat than normal. This depends heavily on the capabilities of the characters in an individual campaign, however. It is rare that this would affect a creature's CR, but certain encounter levels might be changed slightly since the creature has less relevant defensive capabilities.

Optional Rule: A creature with energy resistance causes one point of damage per five points of energy resistance to any creature it touches or that touches it. A character attacking a creature with a weapon other than natural weapons would not suffer this damage, but a character grappling the creature would suffer it. The damage caused by this ability caps at 5 points. Thus, a defender attacking a shocker lizard (electricity immunity) with his bare hands would suffer 5 points of electricity damage each time he struck the creature.

Flying Creatures

Monsters that can take to the air can be some of the most devastating encounters characters in MIDNIGHT are likely to face. In a standard d20 System fantasy game, *fly* spells and magic items that permit flight are relatively common by the middle levels. In MIDNIGHT, this kind of magic is likely to remain very rare. Just as with damage reduction, the DM should base any adjustments to encounter level for flying creatures on the capabilities of his party.

Incorporeal Creatures

Incorporeal creatures cannot be affected by nonmagical weapons. This poses a bigger problem than normal for MIDNIGHT characters, who do not have easy access to magical weapons and damaging spells. Similar to death attacks, it is a good idea to use incorporeal creatures sparingly as opponents, although using them as plot points (i.e., noncombatants) can be a great change of pace. If you do use them as foes, then give the characters different ways to affect the creature that they can discover through research, investigation, or word of mouth. For instance, a local ghost might have died by a silver dagger, and now silver is the only way to affect his incorporeal form. In this case, the normal rules for striking an incorporeal target should be used.

Regeneration

Regeneration can normally be overcome through the use of fire and acid. Keep in mind that spell effects producing these energies are not as common in MIDNIGHT, thus putting the regenerating creature at a distinct advantage. While this does not raise the CR of creatures with regeneration, it could possibly affect encounter levels when these creatures are present.

Optional Rule: Regeneration works like fast healing except that regenerating creatures can still reattach lost body parts.

Spell Resistance

Spell resistance is less potent because magic is not as powerful or common a weapon as in most standard campaigns. While this does not change the CR of a creature with SR, it could modify the encounter levels of encounters that contain such creatures.

Modifying Encounter Levels

Many of the special abilities discussed above mention that in certain cases encounter levels should be modified based on how such abilities affect combat in the world of MIDNIGHT. There are other considerations as well, so several guidelines have been provided below for DMs who are modifying the encounter levels of their MIDNIGHT game. Even though encounter levels are not used for any mechanical purpose, it is important to modify them for a MIDNIGHT game. The modified encounter levels will give the DM a better understanding of how each combat will affect the resources of his party, thus ensuring that he does not overtax them with challenges that they cannot possibly overcome. Remember that these are simply general guidelines, and each DM should consider his particular group of characters and their abilities before making modifications.

Suggestions for handling these modified encounter levels are given in the Midnight Adventure Creation Guidelines.

The "No Fireball" Effect

Spells that cause mass destruction, such as *fireball, lightning bolt,* and *cone of cold*, are not as readily available to spellcasters in MIDNIGHT as they are in a standard campaign setting. In fact, a character has to be at least 7th level to even cast *magic missile*! With this level of mass destruction no longer available, the danger of facing many opponents increases, and at higher levels, if the characters still do not have these spells, it can be drastic. The table on the following page gives general guidelines based on the number and strength of the opposing creatures.

Large Encounter Modifiers

Situation	EL Adjustment
There are more monsters than party members, and the monsters are of equal or lesser strength than the party.	+1
There are more monsters than party members, and the monsters are of greater strength than the party.	+2
There are more than twice as many monsters as party members	Additional +1

Monster Ability Modifiers

Ability	EL Adjustment
Damage Reduction	+1 to +3 per creature
Energy Resistance	–1 if the creature(s) relies on this as a primary defense
Flying	+1 to +2 per creature
Incorporeal	+2 per creature
Regeneration	+1 per creature
Spell Resistance	–1 per creature if the creature relies on this as a primary defense

Monster Abilities

Certain monster abilities can raise or lower an encounter level based on the relative usefulness of the ability in the world of MIDNIGHT. The above table lists guidelines for adusting the encounter levels appropriately. Remember that if a specific party has the tools to overcome a creature's abilities, then it may not be necessary to adjust the encounter levels.

Handling Treasure

Granting treasure in MIDNIGHT is significantly different than in a standard campaign setting because of the barter economy used throughout Eredane. Sacks of gold are not worth as much as a pound of food in most areas, so the PCs are less likely to consider such "wealth" a fine reward for defeating their enemies. The lack of a true economy also means that the PCs will have less valuables than in a standard campaign, but one or two of their possessions might be worth quite a bit to them. The themes of MIDNIGHT are also somewhat different from a standard campaign setting. Rather than "kill and collect," the characters are fighting for a different purpose—to aid in the opposition to the Shadow. While material rewards can help them significantly, there are other considerations that might come in handier, such as contacts and information.

The lack of a typical magic item and gold progression is made up for by the use of charms and other small rewards that take on a more significant meaning in the world of MIDNIGHT. Covenant items, with their expanding powers and personal connection to the characters, give a sense of progression and achievement to the characters while helping to maintain the rare magic tone of the setting. Remember to always keep your players interested and excited about progressing in levels and overcoming challenges, but keep in mind that different strategies will need to be employed without the simple tools of gold and magic to keep them occupied.

Equipment Value

The gp value of the equipment found in the PHB and elsewhere is still relevant and characters in MIDNIGHT should still be limited in the value of their equipment as they rise in level. The guidelines found in the DMG (Chapter 2, Starting Equipment for PCs Above 1st Level) apply to characters in MIDNIGHT, but to a lesser degree. A MIDNIGHT character should only have 25–30% of the value listed in that table. This by its very design slows down the acquisition of magic items and makes lower-cost items even more valuable by comparison. Most of the covenant items presented in this book were designed with this guideline in mind, as they are meant to be a character's ultimate treasure.

Alternative Treasure

Since gold and gems have no objective value in MIDNIGHT (meaning that different people will value them differently), there is no strict guideline to offering them as treasure to the characters. Worked items such as

jewelry will have a higher value than rough gems or minted coins, since they have value outside their material composition. When giving out such treasures, try to keep in mind the perceived value of such items rather than actual worth, because in a barter economy the perception of value is a much stronger force than a manufactured economic one. Consider an isolated tribe of halflings, then ask which they would find most useful—a lump of steel, a promissory note for 20 gp, or an axe. This is the basic idea behind assigning value to found goods in MIDNIGHT.

Giving food out as treasure is much more viable in MIDNIGHT than in other settings, since it is harder to come by unless the characters are experienced hunters. Tools and weapons are also valuable, although carrying a sack full of swords around is a good way to shorten the lifespan of any character whose allegiance is not with Izrador or his minions.

You might wish to consider non-material ways to reward the characters for their actions. While this is harder to track and to assign a monetary value to, it is still possible. For instance, an innkeeper that was saved from a beating offers to let the characters stay at his inn free of charge whenever they are in town. Depending on the expense of staying at the inn and the campaign relevance of the town, this could have a value of 5–50 gp over the course of the PCs' careers. Favors promised also fall into this category. Gaining the trust of a witch that can brew potions for the characters is an invaluable resource that can help the characters succeed in the future, as is the promise of a tribe of halflings that the characters will be safe from the Shadow's minions while within their tribal lands.

Adventure Creation Guidelines

Creating adventures for MIDNIGHT requires thinking about the game in a non-traditional way. The world of Aryth is a place where heroes are corrupted by the power of a dark god and those who would help a people in need are put to the sword. Many of the rules changes and suggestions covered in "The Mechanics of Midnight" (see page 222) will affect the way you design encounters, and below you will find suggestions on how to craft memorable adventures and plots around those encounters.

Mood and Theme

The mood of MIDNIGHT is one of desperate, clandestine battle against the forces of a dark god who has enslaved the people of a world. Heroes are hard to come by in this world, and those who do take up the sword against their masters are hunted down and executed for their treason. Izrador's legates are everywhere, and the forces of the Night Kings keep watch over the lands and people of Eredane. In this world, everything is working against the heroes. They will not be celebrated for defeating a band of orcs or ridding the forest of a dragon that preyed upon the people of a village. Instead, those that once knew them will deny such a connection, and they might find themselves turned away from the very town that they just helped defend.

Of course, not everyone hides from those who would oppose the Shadow. There are those who help such rebellious characters, giving them aid and shelter when possible. Finding these hidden allies is not easy, however, as one slip would mean their lives, so they guard their secrets with great care. More often than not, a potential ally will make himself known to the characters after they have proven themselves to be men and women of good character. As characters progress through their adventures, they should come to find many such allies so that all hope does not seem lost.

Most good characters will spend their days trying to find a way to weaken the Shadow's grip on the world. While some may concern themselves with easing the suffering of a particular group, most will come to understand that only Izrador's defeat will bring about true change in the world. Although the young are driven by these ideals, the older rebels have all but resigned themselves to die in their efforts to release Eredane from the Shadow.

Your campaign will likely focus on this hope to make a difference. The characters must make strides toward this goal as they progress, otherwise they will become frustrated. But it is always important to make them understand that even their greatest triumphs are but a small part of the fight against the Shadow. For every victory, there should be a new obstacle, for every warleader slain a town is put under tighter rule. Occasionally the characters should enjoy a victory that truly hurts the Shadow, but at all times they must be made to feel his presence in their lives.

Challenges

Combat encounters in MIDNIGHT can be deadlier than in a traditional game, as noted in "The Mechanics of Midnight." As a result, adventures should not revolve as heavily around combat as in a more traditional setting. A dungeon with room after room of encounters is going to weigh very heavily on a group of adventurers in MIDNIGHT. Some of this issue can be resolved by

adopting the suggested encounter level modifications, but no amount of reasonable adjustment can completely abrogate the need for restraint when planning encounters that can only be solved through combat.

This is not to say that MIDNIGHT adventures lack the excitement of life and death combat, and threats to the characters' well being are always close at hand. The DM must simply be careful not to present too many of these threats close together. Give the characters a chance to rest between encounters, and make sure they are able to handle the damage they could receive. It is also important to give the characters non-combat solutions to many of the challenges they face. Diplomacy is often the key to survival, even when the characters must deal with evil creatures that they would just as soon destroy. After all, the minions of the Shadow are no more interested in dying than the characters. Retreating is another option that characters in MIDNIGHT must consider more carefully than in a setting in which healing and even resurrection are much more commonplace.

Treasure

The distribution of appropriate treasure is covered under "Handling Treasure" on page 225.

Adventure Types

There are many types of adventure suited for play in the world of MIDNIGHT. A few examples are given below, although this is by no means an exhaustive list of possible adventure types.

Sneaking

The dark god's forces are everywhere, and moving from place to place tends to attract their attention. Characters in MIDNIGHT will find stealth to be a powerful tool for surviving under the yoke of Izrador and his Night Kings.

Example Hook: The characters might simply be on the move from one location to another, but the fact that they are carrying weapons and magic items, as well as traveling with a channeler, could spell trouble for them if they are caught. Perhaps, even, an oruk-led patrol or a dragon or other creature loyal to the Shadow catches them, but they are given a task to perform in return for their safe passage.

Smuggling

Weapons, magic, and even some races of humanoids are all outlawed in the lands of Eredane. There is always work smuggling items and people from one part of the continent to another.

Example Hook: The characters must take an item, person, or other contraband from one location to another. This is much more dangerous than simply traveling, and the characters must use a network of safe houses to get to where they are going without being detected. One of the safe houses may have been compromised by monsters or forces of the Shadow, forcing the characters to deal with that problem before moving on.

Information Gathering

The vastness of Eredane has been settled for thousands of years, but still much of it lies unexplored. Rumors of magic and other strange happenings are always drawing the interest of those who work against the dark god.

Example Hook: The elves of Erethor are looking for a staging ground for raids on the Shadow's troops. Unfortunately, they are too conspicuous to scout out the area, as it lies on the eastern shore of the Sea of Pelluria. They have detected great magic there and need someone to find out what is there and whether or not it can be bent to serve the forces opposing the dark god. The characters are just right for the job.

Retrieving an Item

Some of the most powerful items ever created are hidden away, either buried with their owners or spirited out of Izrador's hands. He who finds them first can wield great power for either good or evil.

Example Hook: The legendary *ring of Alondor* is said to be buried somewhere in the central plains of Eredane. A tribe of halflings and wogrens seem to guard a certain group of burial mounds very closely, and the characters pick up rumors that lead them to believe the magic ring is buried in one of these earthen tombs.

Using Published Modules

Many published modules will fit just fine into the world of MIDNIGHT, although some of their aspects will have to be changed to reflect the nature of the setting. DMs should use the guidelines provided in "The Mechanics of Midnight" to adjust these adventures as appropriate to the characters in their campaigns.

CHAPTER 12

Monsters

The races of men and fey have held dominion over the world since before the First Age, but we share our world with countless creatures both great and small. While the fey claim descent from a common elder race, it is evident to the wise who have studied natural lore that the races of men and the common animals were the first living things born to our world. We are of a kind and share the same bone, blood, and sinew. The fey races, monstrous creatures, and fell beasts that now inhabit the land are likewise of a kind—they are creatures of magic and their origins can be found in the magical cataclysm we know as the Sundering. During this time of darkness and chaos, the races of men and animals were twisted and remade into countless aberrant forms, just as a pox will refashion a man's visage in a terrible parody of his original likeness. The dire animals of the wood, the fell beasts of mountain and plain, and the fey races we call elves and dwarves—all such creatures are corruptions or deformations of the natural world born of an ancient and dark magic.

— Sunulael of the Sahi Priesthood, *The Origins of the Fey and Other Beasts*

Monsters of Midnight

The creatures that inhabit the world of MIDNIGHT are like those of many other fantasy campaign settings, although on Aryth evil walks in daylight without fear of persecution or destruction. The world is overrun by humanoids, and the nature of the world (rare magic, no gods, planar insularity) makes some creatures more or less common upon it. One is not likely to find many of the more exotic d20 System monsters in Eredane, but the hundred years of Izrador's rule have seen a rise in the orc, bugbear, and goblin populations. The Fell phenomenon keeps a fresh supply of undead coming even without the widespread use of necromantic magic. Even if humans, elves, and dwarves have learned rituals to protect the bodies and spirits of their loved ones, many evil humanoids have no such respect for their dead.

Outsiders are a very special case, since the Sundering prohibits them from traveling to Aryth from their home planes or returning. Summoning spells are particularly affected by this phenomenon, since creatures cannot be called from different planes. This means that summoning spells actually call creatures from around Aryth, sending them back to where they came from at the end of the spell's duration. A spellcaster can learn to call the same individual creature each time he casts a summoning spell with a successful Spellcraft check (DC 15 + the creature's HD). This can benefit the spellcaster, but it often annoys the creature, who may demand some payment for his trouble.

Several new creatures can be found below, as well as a sampling of the unique dragons to be found across the continent of Eredane. This is a terrible world overrun with evil, where monsters rule and good men are hunted like animals.

Astirax

Small Magical Beast (Incorporeal)

Hit Dice:	3d10+6 (22 hp)
Initiative:	+2 (Dex)
Speed:	30 ft., fly 60 ft. (good)
AC:	14 (+2 Dex, +2 deflection)
Attacks:	—
Damage:	—
Face/Reach:	5 ft. by 5 ft./5 ft.
Special Attacks:	Animal possession, drain spell energy, horrid visage
Special Qualities:	Incorporeal, natural invisibility, sense magic, silver vulnerability
Saves:	Fort +5, Ref +5, Will +2
Abilities:	Str —, Dex 14, Con 15, Int 16, Wis 12, Cha 15
Skills:	Hide +5, Knowledge (arcana) +5, Listen +7, Search +9, Sense Motive +3, Spellcraft +6, Spot +7, Wilderness Lore +7
Feats:	Track
Climate/Terrain:	Any
Organization:	Solitary or pack (4–12)
Challenge Rating:	4
Treasure:	None
Alignment:	Always neutral evil
Advancement:	4–5 HD (Small), 6–10 HD (Medium-size)

Nearly unknown in the mundane world, astiraxes are the bane of Aryth's spellcasters. Izrador created the astiraxes during the wars of the Third Age to help his servants find and eradicate any spellcaster that stood against him. He knew that without the aid of magic, Aryth's people would easily fall to his forces. To this day, legates are given an astirax as a companion and ally in their task to destroy the last remnants of magic among the subjugated peoples of the world.

Astiraxes are naturally invisible and incorporeal spirits. Should they become visible, they appear as apparitions of rotting animals. They take on the appearances of all the animals they have possessed, causing older astiraxes to look like a cobbled-together, phantom animal golem, made of the rotting flesh of dead animals.

Combat

Astiraxes have no offensive capability in their natural forms, but their ability to inhabit the body of animals assures that they are not completely helpless if forced to fight.

Animal Possession (Su): An astirax can temporarily inhabit the body of any animal, giving the astirax complete control over the animal's body and mind. The astirax essentially becomes the animal, although it keeps its own Intelligence, Wisdom, and Charisma scores. In addition, the astirax is able to deliver its drain spell energy attack through the natural attacks of the creature (see below).

Possessing an animal counts as a standard action and the animal receives no saving throw against the effect. Dire animals and familiars receive a Will save (DC 15 + the astirax's Charisma modifier) to resist the possession. A dire animal or familiar that makes this save is immune to that astirax's animal possession ability for one day.

As soon as an astirax leaves an animal's body, the animal regains full control of its mind and body, suffering no ill effects from the possession, though it may find itself in an unfamiliar location or facing angry humanoids who do not know that it was possessed.

Drain Spell Energy (Su): When possessing an animal, the astirax is able to deliver the attack that causes it to be feared by channelers across Aryth. Whenever an astirax hits a spellcaster (i.e., any character with the Magecraft feat) with the bite attack (or other primary attack) of its host creature, it immediately drains 1d4 points of spell energy from its victim in addition to normal damage. If this reduces the spell energy of the creature to zero, then any remaining damage is taken as temporary Constitution damage just as if the creature had cast a spell. This Constitution damage follows all the normal rules for spellcasting Constitution damage, including its inability to be healed by any means other than a full night's rest (see Chapter 2).

Horrid Visage (Su): Any living creature within 30 feet that views the astirax's natural appearance must succeed at a Will save (DC 13) or become frightened and flee for 1d4 rounds as the *cause fear* spell.

Incorporeal: Can be harmed only by other incorporeal creatures, +1 or better magic weapons, or magic, with a 50% chance to ignore any damage from a corporeal source. Can pass through solid

objects at will, and own attacks pass through armor. Always moves silently.

Natural Invisibility (Ex): An astirax is invisible at all times, as the spell. Its animal possession attack does not cause it to become visible. It can turn this ability on and off at will, if it wishes to use its horrid visage attack, for instance.

Sense Magic (Su): An astirax can sense the magical emanations from any creature, item, or location within one mile of its location. It cannot pinpoint the source of the emanation unless it comes within 30 feet, but it can make tracking checks (DC 20) to find the general direction of a particular emanation. The astirax gains a +1 circumstance bonus on its Wilderness Lore check for each magical emanation coming from a particular area. Active spells and magic items each count as a single emanation, even if they have more than one power or effect.

Silver Vulnerability (Ex): Silver weapons can affect an incorporeal astirax as if it were a corporeal creature, although targeting the creature is still difficult due to its natural invisibility. In addition, an astirax cannot cross a threshold of silver. Thus, if a house were completely surrounded by a circle of powdered silver, the astirax could not enter the house, even when possessing an animal. Creating such a circle requires a Spellcraft check (DC 20) and requires 5 minutes of work per 10-foot radius of the circle.

Dragons of Aryth

Aryth's dragons are each unique creatures whose abilities are not defined by the color of their scales. In fact, most of the dragons that exist today have scales ranging from silver-gray or mottled green to deep black and have features that vary from spiked armor plating to long snouts, allowing them to be easily differentiated from one another by those who are versed in draconic lore. The dragons are ancient creatures, perhaps even immortal, who have watched the growth and trials of the peoples of Aryth for thousands of years. They rarely involve themselves in the affairs of men, and when they do it is on their terms. They are not driven by the riches or power offered by the kings of men, but have their own motivations that are seldom fathomable by less long-lived races. The most notable exception to this was the corruption of many dragons by Izrador's whisperings at the end of the Second Age.

Although the dragons that survive today are fractured and individual, it was not always so. A sovereign once ruled dragonkind, and the dragons befriended the elder fey and were content to share the world with them. The Sundering had a terrible impact on the dragons' civilization, however, and they were split into many different factions that warred with each other throughout much of the First Age, even as the fey were splitting into the races now found throughout Aryth. These wars ravaged much of the world's dragon population, until finally only a few hundred remained. The Battle of the Wall at the end of the Second Age further reduced this number. Today, a handful of dragons still serve the Shadow, with his promises too alluring to resist. Those that are sympathetic to the oppressed people of Aryth hide from the world, helping where they can but fearful of being discovered and hunted to extinction.

Several dragons are detailed below, along with their current whereabouts and activities.

Xircxi

Xircxi was the patriarch of all dragonkind during the Time of Years. He did not fight in the wars that followed the Sundering. This won him no friends, however, and he was considered both a coward and a traitor by the different factions. He went into self-imposed exile for more than a thousand years until word came to him that the fallen god was using dragons in his war upon mankind. He emerged to lead his brethren against the corrupted dragons, an endeavor that culminated in the bloody Battle of the Wall, where many of Aryth's dragons were slain.

Xircxi himself was wounded in the battle, but he did not fall. His wounds proved quite a bit more than he could heal, however, and he has been crippled ever since. Out of respect for his emergence as a leader during those dark times, two other dragons, Estherix and Agammon, agreed to serve as his companions. Xircxi now takes an active interest in the affairs of the world and did his best to aid the forces of good in the final war against Izrador. He now resides deep in a mountain in the central Kaladruns, though the exact location of his lair is unknown. He uses Estherix and Agammon as his eyes and ears to the world and occasionally tasks them to bring aid to great heroes in need.

Xircxi: male dragon; CR 20; Colossal dragon; HD 41d12+451; hp 717; Init +4; Spd 40 ft., fly 250 ft. (clumsy), swim 60 ft.; AC 42; Atk +51 melee (4d8+18 bite), +46 melee (4d6+9 2 claws), +46 melee (2d8+9 wings), +46 melee (4d6+27 tail slap); Face/Reach 40 ft. by 80 ft./15 ft.; SA Breath weapon, crush, frightful presence, tail sweep; SQ Blindsight, damage reduction 20/+3, immunities (fire, mind-affecting spells), keen senses, spell-like abilities; SR 33; AL LG; SV Fort +33, Ref +22, Will +33; Str 47, Dex 10, Con 33, Int 32, Wis 33, Cha 32; Length 70 ft.

Skill and Feats: Alchemy +31, Jump +56, Listen +52, Search +52, Spot +52, Bluff +48, Concentration +49, Diplomacy +52, Escape Artist +16, Intimidate +36, Spellcraft +52, Scry +42, Knowledge (arcana) +50, Knowledge (nature) +52, Knowledge (history) +52, Sense Motive +32, Speak Language (every known language); Alertness, Cleave, Fly-By Attack, Great Cleave, Hover, Improved Initiative, Power Attack, Snatch, Sunder, Wingover.

Breath Weapon (Su): Xircxi has two forms of breath weapon, a cone of fire and a cone of stunning gas. The cone of fire deals 24d10 points of damage to all within it, with a Reflex save (DC 41) allowed for half damage. The cone of stunning gas stuns all creatures within its area for 4d4 rounds. A successful Will save (DC 41) reduces the duration to a single round.

Crush: Xircxi can jump or land on opponents, forcing a Reflex save (DC 41) to avoid being pinned. Pinned opponents take 4d8+27 points of damage each round that they are under the dragon. The dragon's grapple bonus is +75.

Frightful Presence (Ex): Xircxi's mere presence unsettles those around him. This ability takes effect whenever he attacks, charges, or flies overhead. Creatures within 360 feet of Xircxi are subject to the effect if they have fewer than 41 HD. A potentially affected creature that succeeds at a Will save (DC 41) remains immune to his frightful presence for one day. On a failure, creatures with four of fewer HD become panicked for 4d6 rounds and those with five or more HD become shaken for 4d6 rounds. Other dragons are immune to this effect.

Tail Sweep: Xircxi can sweep his tail as a standard action, causing all creatures within a 40-ft. half-circle (from the dragon's rear) to suffer 2d8+27 points of damage unless they succeed at a Reflex save (DC 41), in which case they take only half damage.

Blindsight (Ex): Xircxi can ascertain creatures by nonvisual means with a range of 360 feet.

Immunities: Xircxi is immune to *sleep* and *paralysis* effects, fire, and mind-affecting spells.

Keen Senses (Ex): Xircxi can see four times as well as a human in low-light conditions and twice as well in normal light. He also has darkvision with a range of 1,200 feet.

Spell-Like Abilities: At will—*ghost sound, levitate, telekinesis*; 3/day—*blur, cure critical wounds, polymorph self*; 1/day—*foresight, heal, protection from arrows*. These abilities are cast as a 20th-level channeler. Xircxi's *polymorph self* works just like the spell, except that each one allows only one change, which lasts until the dragon assumes another form or reverts to its own (which does not count as a use of this ability).

Verlathis

Along the Eren River between the cities of Erenhead and Eisin lies Grover's Hollow, a small town with a big secret. The dragon Verlathis makes her lair in a secret cavern complex beneath the town's center. This secret is known only to a few of the town elders—outside the town, it is unknown. Her existence has been kept hidden from the forces of the Shadow since the region fell a century ago. Grover's Hollow, known only for the sweet apples grown in its orchards and several miles from the river proper, is not a very important part of Izrador's empire, and thus the secret has been safe all these years.

Verlathis came to these caverns almost a thousand years ago, before the town was settled, and she has watched it grow ever since. It began as a small village of gnomes who wished to leave the river life of their people behind while maintaining a close connection to their families. After a few decades, it gained a reputation as a refugee town that welcomed newcomers regardless of their race, culture, or background. Once it had grown large enough to sustain trade of its own, Verlathis decided that she would either have to reveal herself or leave her lair behind. She chose to reveal herself to the gentle

people that lived in the village, and using her *polymorph* and *charm* abilities, was able to gain the friendship of several of the town elders, who swore to protect her secret. Ever since, the dragon and the town have lived together in peace, and Verthalis has used her considerable powers to keep the worst of the orcs' depredations from plaguing the people of Grover's Hollow.

Verlathis: female dragon; CR 15; Huge dragon; HD 28d12+168; hp 350; Init +0; Spd 40 ft., fly 150 ft. (poor); AC 35; Atk +37 melee (2d8+10 bite), +31 melee (2d6+5 2 claws), +31 melee (1d8+5 wings), +31 melee (2d6+15 tail slap); Face/Reach 10 ft. by 20 ft./10 ft.; SA Breath weapon, crush, frightful presence; SQ Blindsight, damage reduction 10/+1, immunities (cold, acid), keen senses, spell-like abilities; SR 26; AL NG; SV Fort +22, Ref +16, Will +22; Str 31, Dex 10, Con 23, Int 24, Wis 25, Cha 24; Length 30 ft.

Skill and Feats: Alchemy +31, Jump +33, Listen +35, Search +35, Spot +35, Bluff +35, Concentration +34, Diplomacy +35, Escape Artist +16, Spellcraft +35, Scry +32, Knowledge (arcana) +35, Knowledge (nature) +28, Sense Motive +29; Alertness, Fly-By Attack, Hover, Power Attack, Snatch, Weapon Focus (bite), Wingover.

Breath Weapon (Su): Verlathis has two forms of breath weapon, a line of acid and a cone of *sleep* gas. The line of acid deals 16d8 points of damage to all within it, with a Reflex save (DC 30) allowed for half damage. The cone of *sleep* gas affects all creatures within its area (regardless of their HD) for 2d4+8 rounds. A successful Will save (DC 30) reduces the duration to a single round.

Crush: Verlathis can jump or land on opponents, forcing a Reflex save (DC 30) to avoid being pinned. Pinned opponents take 2d8+15 points of damage each round that they are under the dragon. The dragon's grapple bonus is +46.

Frightful Presence (Ex): Verlathis' mere presence unsettles those around her. This ability takes effect whenever she attacks, charges, or flies overhead. Creatures within 240 feet of Verlathis are subject to the effect if they have fewer than 28 HD. A potentially affected creature that succeeds at a Will save (DC 30) remains immune to her frightful presence for one day. On a failure, creatures with four of fewer HD become panicked for 4d6 rounds and those with five or more HD become shaken for 4d6 rounds. Other dragons are immune to this effect.

Blindsight (Ex): Verlathis can ascertain creatures by nonvisual means with a range of 240 feet.

Immunities: Verlathis is immune to *sleep* and *paralysis* effects, cold, and acid.

Keen Senses (Ex): Verlathis can see four times as well as a human in low-light conditions and twice as well in normal light. She also has darkvision with a range of 800 feet.

Spell-Like Abilities: At will—*feather fall, shield, charm person*; 3/day—*polymorph self, haste, cure serious wounds*; 1/day—*reverse gravity, heal*. These abilities are cast as a 20th-level channeler. Verlathis' *polymorph self* works just like the spell, except that each one allows only one change, which lasts until the dragon assumes another form or reverts to its own (which does not count as a use of this ability).

Anaximath

Anaximath was at the vanguard of Izrador's forces when they drove south during the Last Battle and was responsible for the death of hundreds of elves during that day of slaughter. Ever since that day, he has taken up residence on the eastern outskirts of Erethor, making skirting the Sea of Pelluria to the west a dangerous endeavor. He patrols the forest constantly, killing off elves and other travelers when he finds them and feeding on the dire animals that call the forest home. Anaximath is a cruel creature who lives for nothing more than to serve the Shadow by killing his enemies, so perverted has his will become.

He has two lairs, one in a moss-covered cave in the forest and the other a submerged cavern along the western shelf of the Pelluria. It is in this submerged cavern that he hides several magical treasures he recovered from the battles he fought in the war. He hopes one day to make all of Erethor his kingdom, and he is very comfortable in the forest surroundings in which he now resides. Many intelligent creatures in Erethor already

refer to this portion of the forest as "Anaximath's domain," although the elves regard such a thought as an affront to the last holdout of Eredane.

Anaximath: male dragon; CR 11; Huge dragon; HD 20d12+100; hp 230; Init +0; Spd 40 ft., fly 150 ft. (poor), swim 40 ft.; AC 27; Atk +26 melee (2d8+8 bite), +21 melee (2d6+4 2 claws), +21 melee (1d8+4 wings), +21 melee (2d6+12 tail slap); Face/Reach 10 ft. by 20 ft./10 ft.; SA Breath weapon, crush, frightful presence; SQ Blindsight, damage reduction 5/+1, immunities (acid, fire), keen senses, spell-like abilities; SR 21; AL CE; SV Fort +17, Ref +12, Will +15; Str 27, Dex 10, Con 21, Int 16, Wis 17, Cha 16; Length 25 ft.

Skill and Feats: Alchemy +13, Hide +0, Listen +24, Search +23, Spot +23, Bluff +18, Concentration +10, Escape Artist +8, Spellcraft +23, Scry +13, Knowledge (arcana) +7, Knowledge (nature) +10, Sense Motive +10; Alertness, Fly-By Attack, Power Attack, Snatch, Wingover.

Breath Weapon (Su): Anaximath's breath weapon is a cone of acidic gas. The gas deals 12d6 points of damage to all within it, with a Reflex save (DC 25) allowed for half damage.

Crush: Anaximath can jump or land on opponents, forcing a Reflex save (DC 25) to avoid being pinned. Pinned opponents take 2d8+12 points of damage each round that they are under the dragon. The dragon's grapple bonus is +36.

Frightful Presence (Ex): Anaximath's mere presence unsettles those around him. This ability takes effect whenever he attacks, charges, or flies overhead. Creatures within 180 feet of Anaximath are subject to the effect if they have fewer than 20 HD. A potentially affected creature that succeeds at a Will save (DC 25) remains immune to his frightful presence for one day. On a failure, creatures with four of fewer HD become panicked for 4d6 rounds and those with five or more HD become shaken for 4d6 rounds. Other dragons are immune to this effect.

Blindsight (Ex): Anaximath can ascertain creatures by nonvisual means with a range of 180 feet.

Immunities: Anaximath is immune to *sleep* and *paralysis* effects, fire, and acid.

Keen Senses (Ex): Anaximath can see four times as well as a human in low-light conditions and twice as well in normal light. He also has darkvision with a range of 600 feet.

Spell-Like Abilities: At will—*water breathing, entropic shield, silence*; 3/day—*warp wood, suggestion, plant growth*; 1/day—*dominate person, heal*. These abilities are cast as a 20th-level channeler.

Oruk

Large Giant	
Hit Dice:	3d8+6 (19 hp)
Initiative:	+0
Speed:	20 ft. (half-plate); base 30 ft.
AC:	17 (–1 size, +7 half-plate, +1 small shield)
Attacks:	Greataxe +5 melee; or Large javelin +1 ranged
Damage:	Greataxe 1d12+3; or Large javelin 1d8+3
Face/Reach:	5 ft. by 5 ft./10 ft.
Special Qualities:	Light sensitivity, orc/ogre blood
Saves:	Fort +5, Ref +1, Will +1
Abilities:	Str 17, Dex 10, Con 15, Int 9, Wis 10, Cha 8
Skills:	Listen +3, Spot +3
Feats:	Weapon Focus (greataxe)
Climate/Terrain:	Any land and underground
Organization:	Solitary, pair, gang (2–4), squad (11–20 plus two 3rd-level sergeants and one leader of 3rd-6th-level), or band (20–80 plus 100% non combatantas plus one 3rd-level sergeant per 10 adults, five 5th-level lieutenants, and three 7th-level captains)
Challenge Rating:	2
Treasure:	Standard
Alignment:	Usually lawful evil
Advancement:	By character class

Oruks, also called elite orcs or greater orcs, are the much larger kin of normal orcs. They usually reach well over eight feet tall but closely resemble normal orcs in all ways except build: oruks are much stronger and stockier. It is believed that oruks are the result of the union of a male orc and a female ogre.

In contrast to lesser orcs, oruks are highly disciplined and straightforward. The oruks of Aryth were bred to lead their lesser cousins in battle, although they often segregate themselves into all-oruk military units once battle is joined. Oruk military units are highly organized, tactically superior, and far more dangerous than those of normal orcs. Such oruk units formed the vanguard of Izrador's armies during the Last Battle, and they proved devastating to the defending human, elf, and dwarf units. Oruks do not separate themselves into their own clans, despite their tendency to self-segregate while in an orc army. Oruks speak Orcish and Black Tongue.

Combat

Oruks prefer weapons that deal massive amounts of damage. They try to avoid subterfuge, favoring direct combat to any other tactics.

Light Sensitivity (Ex): Oruks suffer a –1 penalty to attack rolls in bright sunlight or within the radius of a *daylight* spell.

Orc/Ogre Blood (Ex): For all special abilities and effects, an oruk is considered an orc or ogre. Oruks, for example, can use special ogre or orc weapons or magic items with racially specific ogre or orc powers as if they were ogres or orcs.

Wogren

Medium-Size Magical Beast

Hit Dice:	3d10+9 (25 hp)
Initiative:	+5 (+1 Dex, +4 Improved Initiative)
Speed:	40 ft.
AC:	16 (+1 Dex, +5 natural)
Attacks:	Bite +7 melee, 2 claws +2 melee
Damage:	Bite 1d6+4, claws 1d4+2
Face/Reach:	5 ft. by 5 ft./5 ft.
Special Attacks:	Trip
Special Qualities:	Blindsight, scent
Saves:	Fort +6, Ref +4, Will +2
Abilities:	Str 18, Dex 13, Con 16, Int 7, Wis 13, Cha 12
Skills:	Listen +7, Spot +7, Wilderness Lore +5
Feats:	Improved Initiative
Climate/Terrain:	Central plains and southern savanna
Organization:	Solitary, pair, or pack (6–10 plus 10–30 halflings)
Challenge Rating:	2
Treasure:	None
Alignment:	Usually neutral good
Advancement:	4–7 HD (Medium-size); 8–13 HD (Large)

Wogrens are intelligent creatures that resemble thick-bodied hunting dogs. They are almost exclusively found in the company of halflings, whose communities the wogrens faithfully serve and protect.

Combat

Wogrens aggressively defend their territory as well as any halflings they have befriended. They charge the nearest enemy and attempt to knock him off his feet before delivering the killing blow.

Blindsight (Ex): Wogrens can ascertain creatures by nonvisual means (mostly hearing and scent) with a range of 100 feet.

Trip (Ex): A wogren that hits with its bite attack can attempt to trip the opponent as a free action without making a touch attack or provoking an attack of opportunity. If the attempt fails, the opponent cannot react to trip the wogren.

The Fell

The Sundering completely changed the world of Aryth by separating it from its gods as well as other planes of existence. This had devastating effects on the nature of life and death, as suddenly clerics were no longer able to heal and raise the dead. The spirits of the dead were unable to leave their bodies after death, which resulted in the slow corruption of their corporeal forms. The people of Aryth slowly realized that all sentient creatures eventually rose in this way and began to refer to the creatures as the Fell.

In MIDNIGHT, the Fell are represented by a series of templates that can be added to deceased creatures and characters if they rise from the dead. For more information about the Fell, see page 210.

Ungral

Deceased that have recently become Fell are called ungral, a High Elven word meaning "tethered dead." Ungral often appear almost indistinguishable from living creatures, though a violent or debilitating death will typically leave obvious signs. Ungral retain the intelligence they had in life, and not all of them have yet succumbed to evil.

If an ungral fails to feed, it becomes a faengral. A faengral that fails to feed becomes a maelgral, or "walking dead." Finally, as the bodies of the Fell inevitably continue to rot and decay, they eventually become indistinguishable from animated skeletons created through necromancy. When they reach this stage, they are no longer considered Fell.

Creating an Ungral

"Ungral" is a template that can be added to any corporeal creature with an Intelligence score of 5 or more other than an undead (referred to hereafter as the "base creature"). The creature's type changes to Undead. It retains most type modifiers (such as Fire or Aquatic) but loses alignment modifiers (such as Good) and type modifiers that indicate kind (such as Goblinoid or Reptilian). It uses all the base creature's statistics and special abilities except as noted here.

Hit Dice: Increase to d12.

Speed: Same as the base creature. If the base creature has a burrow, climb, fly, or swim speed, it retains those abilities.

AC: Natural armor increases to a number based on the ungral's size. Use the base creature's natural armor if it is higher.

Size	Natural Armor
Diminutive	+1
Fine	+1
Tiny	+1
Small	+2
Medium-size	+3
Large	+4
Huge	+6
Gargantuan	+8
Colossal	+12

Attacks: The ungral retains all the natural attacks, manufactured weapons, and weapon proficiencies of the base creature. An ungral also gains a slam attack if the base creature does not already have one.

Damage: Natural weapons and manufactured weapons deal damage normally. A slam attack deals damage depending on the ungral's size. Use the base creature's slam damage if it is higher. For purposes of Strength bonuses to damage, a slam attack is considered a two-handed attack.

Size	Damage
Diminutive	1
Fine	1d2
Tiny	1d3
Small	1d4
Medium-size	1d6
Large	1d8
Huge	2d6
Gargantuan	2d8
Colossal	4d6

Special Attacks: The ungral retains all the special attacks of the base creature.

Special Qualities: The ungral retains all the special qualities of the base creature and also gains the undead type (Introduction, MM).

Saves: Same as the base creature.

Abilities: Same as the base creature. As undead creatures, ungral have no Constitution score.

Skills: Same as the base creature.

Feats: Same as the base creature.

Climate/Terrain: Any land, aquatic, and underground

Organization: Any

Challenge Rating: Same as the base creature +1

Treasure: Standard

Alignment: Usually neutral evil

Advancement: By character class

Faengral

If an ungral fails to feed for 30 days, it becomes a faengral, or "feral dead." The mind of a faengral has begun to deteriorate, and it eventually succumbs to the dark desires that drive it to feed. A faengral retains some

of its original intelligence and personality, but they are complemented by wicked cunning and a burning hunger that can never be satiated.

Creating a Faengral

"Faengral" is a template that can be added to any corporeal creature with an Intelligence score of 5 or more other than an undead (referred to hereafter as the "base creature"). The creature's type changes to Undead. It retains most type modifiers (such as Fire or Aquatic) but loses alignment modifiers (such as Good) and type modifiers that indicate kind (such as Goblinoid or Reptilian). It uses all the base creature's statistics and special abilities except as noted here. This template replaces the ungral template for any such creature that goes 30 days without feeding.

Hit Dice: Increase to d12.

Speed: Same as the base creature. If the base creature has a burrow, climb, fly, or swim speed, it retains those abilities.

AC: Natural armor increases to a number based on the faengral's size. Use the base creature's natural armor if it is higher.

Size	Natural Armor
Diminutive	+1
Fine	+1
Tiny	+1
Small	+2
Medium-size	+3
Large	+4
Huge	+6
Gargantuan	+8
Colossal	+12

Attacks: The faengral retains all the natural attacks, manufactured weapons, and weapon proficiencies of the base creature. A faengral also gains a slam attack if the base creature does not already have one.

Damage: Natural weapons and manufactured weapons deal damage normally. A slam attack deals damage depending on the faengral's size. Use the base creature's slam damage if it is higher. For purposes of Strength bonuses to damage, a slam attack is considered a two-handed attack.

Size	Damage
Diminutive	1
Fine	1d2
Tiny	1d3
Small	1d4
Medium-size	1d6
Large	1d8
Huge	2d6
Gargantuan	2d8
Colossal	4d6

Special Attacks: The faengral retains all the special attacks of the base creature.

Special Qualities: The faengral retains all the special qualities of the base creature. It also gains the undead type and the scent special quality (Introduction, MM).

Saves: Same as the base creature.

Abilities: Modify from the base creature as follows: Str +2, Int –4, Wis –2, Cha –2. As undead creatures, faengral have no Constitution scores.

Skills: Faengral gain a +4 racial bonus to Hide, Listen, Move Silently, and Spot checks. Otherwise, same as the base creature.

Feats: Same as the base creature.

Climate/Terrain: Any land, aquatic, and underground

Organization: Any

Challenge Rating: Same as the base creature +1

Treasure: Standard

Alignment: Always neutral evil

Advancement: By character class

Maelgral

If a faengral fails to feed for 30 days, it becomes a maelgral, or "walking dead." These creatures lose all but the last vestiges of their former intelligence and personalities. They are in many ways indistinguishable from zombies created by necromantic magic, but some maelgral retain a vicious cunning that mindless undead lack.

Creating a Maelgral

"Maelgral" is a template that can be added to any corporeal creature with an Intelligence score of 5 or more other than an undead (referred to hereafter as the "base creature"). The creature's type changes to Undead. It retains most type modifiers (such as Fire or Aquatic) but loses alignment modifiers (such as Good) and type modifiers that indicate kind (such as Goblinoid or Reptilian). It uses all the base creature's statistics and special abilities except as noted here. This template replaces the faengral template for any such creature that goes 30 days without feeding.

Hit Dice: Remove all Hit Dice gained from class levels, double the number of Hit Dice left, and raise them to d12.

Speed: Same as the base creature. If the base creature has a burrow, climb, or swim speed, it retains those abilities. If the base creature has a flying speed, its maneuverability is reduced to clumsy.

AC: Natural armor increases to a number based on the maelgral's size. Use the base creature's natural armor if it is higher.

Size	Natural Armor
Diminutive	+0
Fine	+0
Tiny	+0
Small	+1
Medium-size	+2
Large	+3
Huge	+4
Gargantuan	+6
Colossal	+10

Attacks: The maelgral retains all the natural attacks, manufactured weapons, and weapon proficiencies of the base creature. Recalculate the maelgral's melee and ranged attack bonuses based on its undead creature type and new abilities (+2 Strength, –2 Dexterity). Undead creatures have a base attack of HD x 1/2 (the same as a wizard). A maelgral also gains a slam attack if the base creature does not already have one.

Damage: Natural weapons and manufactured weapons deal damage normally. A slam attack deals damage depending on the maelgral's size. Use the base creature's slam damage if it is higher. For purposes of Strength bonuses to damage, a slam attack is considered a two-handed attack.

Size	Damage
Diminutive	1
Fine	1d2
Tiny	1d3
Small	1d4
Medium-size	1d6
Large	1d8
Huge	2d6
Gargantuan	2d8
Colossal	4d6

Special Attacks: The maelgral loses all the special attacks of the base creature.

Special Qualities: The maelgral loses all special qualities of the base creature except those based on its subtype (such as Fire or Aquatic). It also gains the undead type (Introduction, MM) and the following special quality:

Partial Actions Only (Ex): The maelgral have poor reflexes and can perform only partial actions. Thus they can move or attack but can only do both if they charge (a partial charge).

Saves: A maelgral loses the base creature's saving throws. Base saves are Fort +1/3 HD, Ref +1/3 HD, and Will +2 +1/2 HD (same as a wizard).

Abilities: The maelgral's Strength increases by +2, its Dexterity decreases by 2, it has no Constitution score, its Intelligence decreases to one-quarter of the base creature's, its Wisdom changes to 10, and its Charisma decreases to 1.

Skills: The maelgral loses all skills.

Feats: The maelgral loses all feats.

Climate/Terrain: Any land, aquatic, and underground

Organization: Any

Challenge Rating: The CR of a maelgral is based on its Hit Dice.

Hit Dice	CR
1/2	1/8
1	1/4
2–3	1/2
4–5	1
6–7	2
8–10	3
12–14	4
16–18	5
19–20	6

Treasure: None

Alignment: Always neutral evil

Advancement: None.

Necromantic Confluxes

Certain areas have an amount of ambient necromantic energy, which can play havoc with the manifestations of newly formed Fell. This may occur in a graveyard, in a series of catacombs near the burial tombs of evil kings, or in an area where a massive unleashing of necromantic magic happened at some time in the past. In such areas, Fell may rise more powerful than normal, with more Hit Dice than the creature had in life. In some cases, a necromantic conflux speeds the process of rising, so that a creature might rise as a Fell as soon as one round after its demise. Another conflux might keep the Fell from deteriorating at the normal rate, perhaps keeping them animate for months, even permanently as long as they do not leave the area. These areas are evil beyond measure, and in one case a legate skilled in the necromantic arts was known to use the area as a generator for a nearly limitless supply of loyal minions.

On the other side of the coin, particularly holy or blessed sites may actually prevent the dead from rising again. The home of a celestial trapped on Aryth by the Sundering may function in such a capacity, as could the burial place of a powerful magic item dedicated to good. When such areas are found near towns or other settlements, they make natural hospital grounds and sickness colonies where those who are ill beyond repair go to die so that they do not haunt their loved ones after they depart.

CHAPTER 13

On the Run

Preparation

"On the Run" is an introductory adventure set in the world of MIDNIGHT, and is suitable for four characters of 1st level. The party will benefit from having a good variety of social and combat skills, as they will need both diplomacy and steel to make their way down the river. A good tracker will also help the party avoid many of the dangers in the woods. If the party includes an elf or elfling, their mission may take on a more personal tone. The adventure serves to introduce several major elements of the world of MIDNIGHT, and many of the setting's themes pervade the adventure.

Game statistics for encounters and all material derived from the d20 System Reference Document are designated as **Open Game Content**. All other text is designated as closed content.

Adventure Synopsis

The characters come upon the small town of River's Edge as it is recovering from an attack of some kind. They find that the town has been besieged by goblins under the local oruk commander who were searching for "a spy." The characters are then contacted by a mysterious traveler and asked to deliver a message to an ally in Hope Point, a few days journey down the Eren River from the town.

On their trip down the River Eren, the characters encounter a group of gnome barges. The captain warns them about a bugbear-infested checkpoint on the river ahead and suggests an overland route around it. The characters make use of the suggested hunting trails, although they are not quite as safe as the gnomes had promised. After dealing with some of the dangers of the area, they meet the gnomes on the other side of the checkpoint and resume their journey.

The rest of their journey if fairly uneventful until they reach the shore just outside of Hope Point. There they are ambushed by a band of goblins with orders to bring them in to the legate. After struggling with the goblins, the characters meet up with their contact and complete their mission.

For the Players

Any of the following could serve to get the characters involved in the adventure.

- One or more of the characters are from the town of River's Edge, and they are traveling there to see friends and family.
- The characters have recently run into a family fleeing the town and have decided to investigate the cause.
- Garak Thul, the oruk commander that oversees troop activity in the region, runs across the characters. Rather than imprison them for carrying weapons or another such charge, he conscripts them to go into River's Edge (which is now overrun with the Fell) to find the spy.

PART I: River's Edge

The town of River's Edge is not used to the excitement and chaos that have befallen it as of late. Its small size and relatively unimportant location spared it from the worst of the Shadow's forces as they marched to the south a century ago. In the time since, it has continued on with its simple and unassuming ways. The town is for the most part self-sufficient, and traders coming downriver usually avoid its two piers since the townsfolk have little to trade.

Their world was turned upside down recently, however, when a band of Garak Thul's goblins tracked an elven spy to the small town. Now the town has suffered a great deal of damage—buildings have been

River's Edge (small town): Conventional; AL N; 50 gp limit; Assets 1,750 gp; Isolated (Erenlander 84%, Sarcosan 9%, Dorn 5%, Other 2%).

Authority Figures: Garak Thul male oruk Ftr3, regional warleader; Arrok Thorn male Erenlander Ari3, town councilor; Gabriel Elesk male Erenlander Com2/Chn1, town councilor; Zhmar Erenson male Erenlander Com5, town councilor.

Important Characters: Burlen Firemill male human Exp2/War2, town smith; Selenil female wood elf Rog3/Wld4, elven spy.

burned, townsfolk have been beaten, interrogated, and killed, and undead now walk the streets. Garak's forces have withdrawn for the moment, but they are still keeping a close eye on the town to make sure their quarry does not escape. The elf does indeed still hide in the town, using illusion magic to stay hidden and safe from her pursuers. Rumor has it, however, that a legate is being summoned to the town to root out any magic that might be hiding their prey.

The town is still reeling from the brutal attacks, and several of its members have secrets of their own that might be discovered should an investigating legate visit them. The town's smith, a descendant of one of the minor heroes of the Last Battle, has begged the elf to leave, but she says that her mission is too important. The characters present just the opportunity the elf needs to fulfill her duties and spare the town any more horrors. If the characters do not agree to help her, it is likely she will be forced to leave by Gabriel Elesk, who is sympathetic to the elf's cause but is determined to protect the town above all else.

Areas of Interest in River's Edge

The Burning Grave

This is a shallow pit that the bodies of the dead, both goblins and townsfolk, are burned in to ensure that they do not arise as Fell. Of course, in the chaos of the attack and its aftermath, several dead were left unburied and have become ungral that walk the town killing whatever they come across. The pit is just on the edge of town and you can read the following to the players as they approach.

A ghastly smell blows your way as you approach the town of River's Edge. You see a shallow pit filled with smoldering remains. The grave is no longer burning, but black smoke still meanders toward the sky from the carnage.

There is nothing of value in the pit, and characters lingering near it for too long must make a Fortitude save (DC 10) or be nauseated until they move away from it. There appear to be more human bodies than goblins or orcs, but it is difficult to get an exact count due to the nature of the remains.

The River's Edge Inn

This inn located near the center of town is the only place to find food, drink, and shelter in the town. It is sometimes used to house the goblins and orcs that Garak Thul has roaming the countryside. They stay for free, of course, and the inn remains mostly empty while they are in town. The inn itself is owned by the town and run by a mild-mannered citizen called Darien Innkeep by the rest of the townsfolk. He acquired the last part of his name by virtue of never having done anything of note outside of running the inn.

As the characters arrive, two orcs are busy yelling at the innkeeper in broken Erenlander about the food he served them during their stay. They wear the black tabards common to Garak's troops and wear battelaxes on their hips. The two orcs have been lingering here a little longer than they should have while the rest of Garak's forces set up camp nearby. They are hoping to sneak back into the camp unnoticed, and if they see that the PCs are carrying weapons or otherwise acting suspicious, they will start a fight in hopes of having something to bring to Garak in order to explain their absence.

The PCs can stay at the inn in exchange for labor or barter, although the events of the evening will likely preclude them from doing either. If the characters fight the orcs inside the inn, Darien allows them to stay for free in gratitude for having the courage to do what he wishes he could do. He does insist that the PCs take the orcs to the burning grave and torch them immediately, however, as he does not want evidence of their deaths in the inn or another pair of ungral to spring up during the night. If the characters are not careful about how they transport the bodies, there is a 25% chance they are spotted by a group of goblins (see River's Edge Encounters below) as they take the dead orcs to be burned.

The Stockyard

Although the River's Edge stockyard is small and some of the animals were taken away by Garak's forces,

it is a significant area of the town. It is the primary public meeting place for the townsfolk and is where the council holds public session once per week. In addition, one of the council members, Gabriel Elesk, has a secret structure built beneath the yard where he brews herbal remedies and sometimes even magic potions to aid the townsfolk. He will do almost anything to keep this a secret—even turn over the elf if he must. There is a minor power nexus inside the structure, the discovery of which prompted Gabriel to build the structure around it.

Gabriel Elesk can almost always be found near the stockyard, and if the PCs run into any trouble near it, he may come running to join the fight. If the PCs make a Diplomacy check (DC 20), Gabriel might be convinced to tell them his fears about the elf bringing a legate to the town. He will be much more careful about revealing his hidden structure, but if the PCs persist or suggest that they will help get the elf out of town, he may be willing to offer up some of the charms and potions he has created. He has the following items available and is willing to trade for just about anything of value, especially crafted items, as he can always make more charms and potions.

- *Minor Charm:* the wishbone from a chicken; +2 luck bonus to next Heal check
- *Minor Charm:* a piece of leather that must be placed into one's mouth; +2 luck bonus to next Hide check
- *Minor Charm:* a thin chain that must be pulled off the neck; +2 luck bonus to next attack roll
- *Lesser Charm:* a marble filled with water that must be submerged in the water to be purified; purifies up to one cubic foot of water
- *Potion of cure light wounds* x2

Burlen's Fine Metals

Burlen is the town's finest metalworker. Burlen has proven his loyalty to the town time and again, most recently in the attacks of a few days ago. Gabriel Elesk told Burlen of the elf's presence after the initial assault was over, as both know each other's unlawful secrets.

Part of Burlen's success at helping to defend the town is through the sword he inherited from his father, who received it from his father, and so on for several generations. It is a moderately powerful covenant item, the secrets of which Burlen has only begun to unlock. He is worried that if the elf attracts the attention of a legate, that this sword might be compromised and his life forfeit. For this reason, he has begged the elf to leave town and take his mission with him, and he would not hesitate to turn the elf in if it meant keeping his treasured heirloom.

The PCs do not have to do much talking to get Burlen to admit he knows of the elf in town, as he hopes that persistent rumors will drive the elf out of River's Edge. He does not know the elf's location, however, and asks the PCs to convince the elf to leave town if they should run into her. Burlen has a selection of metal items for trade that includes almost anything of up to 10 gp in value. If the PCs seem amenable to helping him get the elf out of town or make a successful Diplomacy check (DC 15), he can be convinced to trade them a weapon from his secret stash. He has two daggers, a bastard sword, and a battleaxe hidden under a loose board in his shop.

Encounters in River's Edge

These encounters can be used any time the DM feels it appropriate, and both the "Goblin Patrol" and "The Dead Attack" encounters can be used multiple times. If you think the PCs will need some incentive to carry the elf's message, then having them meet up with either Burlen or Gabriel might help. Also, if the characters seem to be in trouble during an encounter with either the Fell or goblins, then one of these men can arrive to help out. In addition to these encounters, the PCs might run into one or more villagers, who generally seem frightened and admonish the PCs to get indoors.

The Dead Attack (EL varies)

This is the most common encounter that PCs will have when wandering the town. These ungral were created from the dead that were not burned after the recent attacks. These creatures shamble out of alleyways, from behind stacked barrels, or anywhere else they might have to hide. Roll on the chart below to determine exactly what is encountered.

Roll (d%)	Encounter
01–50	James Tolbert
51–75	Heather
76–00	Martin Chandler and Sara Grove

James Tolbert, Male Erenlander Ungral Com1: CR 1; Medium-size undead; HD 1d12; hp 9; Init +0; Spd 30 ft.; AC 13 (+3 natural armor); Atk +1 melee (1d6+1, slam); SQ Undead; AL NE; SV Fort +0, Ref +0, Will +0; Str 13, Dex 11, Con —, Int 9, Wis 10, Cha 10.

Skills and Feats: Climb +5, Craft (carpentry) +4, Knowledge (central Erenland) +3, Profession (lumberjack) +4; Skill Focus (Craft [carpentry], Skill Focus (Profession [lumberjack]), Toughness.

Possessions: none.

Notes: James Tolbert was a middle-aged woodcutter who lived in River's Edge all his life. He was killed by a goblin axe that nearly ripped his head from his shoulders. The wound is ghastly, and Tolbert's head is canted at an unnatural angle. A good-hearted man in life, Tolbert quickly succumbed to the hunger and will kill indiscriminately in order to feed.

Heather, Female Human Ungral Com1: CR 1; Small undead; HD 1d12; hp 6; Init +2; Spd 20 ft.; AC 16 (+2 Dex, +3 natural armor, +1 size); Atk +0 melee

(1d6–1, slam); SQ Undead; AL NG; SV Fort +0, Ref +2, Will +0; Str 8, Dex 14, Con —, Int 10, Wis 11, Cha 15.

Skills and Feats: Climb +4, Jump +2, Spot +3, Swim +2; Skill Focus (Climb).

Possessions: none.

Notes: Heather is the 10-year-old daughter of the town's cobbler. She doesn't know she is dead and doesn't even remember her last name. The characters are likely to encounter her sitting in the branches of a tree, knees tucked up under her chin, crying quietly to herself. Heather's body is mostly intact and there is little sign that she is an ungral, except for the small blossom of blood on her shift where a goblin halfspear pierced her stomach. Heather died slowly and her mind has been greatly traumatized by the ordeal, but she has not yet fed. She cannot go home because her parents and older brother and also dead. If the characters remain in Heather's presence for more than five minutes, she must make a Will save (DC 12) once an hour to resist attempting to feed on one of them. Heather, as a child, uses the game statistics for standard humans from the core rules.

Martin Chandler, Male Erenlander Ungral Com1: CR 1; Medium-size undead; HD 1d12; hp 6; Init +5; Spd 30 ft.; AC 16 (+1 Dex, +2 leather armor, +3 natural armor); Atk +1 melee (1d8+1, longsword); SQ Undead; AL NE; SV Fort +0, Ref +1, Will –1; Str 12, Dex 13, Con —, Int 10, Wis 9, Cha 10.

Skills and Feats: Climb +4, Craft (cobbling) +4, Jump +4, Spot +3, Swim +4; Armor Proficiency (light), Improved Initiative, Martial Weapon Proficiency (longsword).

Possessions: longsword, leather armor.

Sara Grove, Female Erenlander Ungral Com1: CR 1; Medium-size undead; HD 1d12; hp 6; Init +1; Spd 30 ft.; AC 14 (+1 Dex, +3 natural armor); Atk +0 melee (1d6, slam); SQ Undead; AL NE; SV Fort +0, Ref +1, Will +2; Str 10, Dex 12, Con —, Int 11, Wis 11, Cha 13.

Skills and Feats: Bluff +4, Craft (weaving) +4, Diplomacy +5, Knowledge (central Erenland) +2, Profession (seamstress) +4; Iron Will, Skill Focus (Bluff), Skill Focus (Diplomacy).

Possessions: none.

Notes: Martin Chandler was the son of the local cobbler, but his real dream was to become a soldier. He worked long hours at it and had developed surprising skill with an old, rusty longsword he found in a field. The blade didn't help him when the goblins found his lover, Sara, and him out for a nighttime stroll along the road. Martin bled to death when his left arm was severed above the elbow by a goblin axe.

Sara Grove was a pretty 17-year-old girl apprenticed to the town's seamstress. She had a knack for the work, but her real talent was with boys—or men, as she preferred to think of them. Sara's dream was to be married, and not to some stuffy, boring townsman. She thought Martin was a terrific catch and applied all her wiles to winning him. Sara was assaulted by the orcs and finally strangled to death. Her eyes are bloodshot, but the marks on her throat are barely visible (Spot check DC 15).

Martin and Sara realize they are dead, but their twisted minds have embraced their undead state as a way for them to be together forever. They know they have to feed, and Sara knows how to get victims. She uses her natural charms to lure any unwary character into a dark place where Martin lies in wait.

Goblin Patrol (EL 1)

These goblins have been wandering the city and its outskirts since the attacks, looking for the elf and any other trouble they can get into. They might have even followed the PCs into the city either to waylay them or to investigate them in connection with the elf. In any case, once the PCs see them they rush to attack.

Creatures: Goblins (4) hp 4 each; see *MM*.

Tactics: As soon as they are spotted by the PCs, the goblins rush to attack. They throw their javelins before entering melee combat, making a single move if necessary to get in better range.

Treasure: In addition to their normal equipment, the goblins each have three days of edible rations.

Elf Whispers

The PCs are not the only ones moving about town in search of something. The elf, Selenil, is also on the move looking for a way out of town without jeopardizing her mission. She watches the PCs from the shadows (total Hide bonus +10) for some time before making herself known to them. If the PCs spot her or she finds the time is right, she will step out from the shadows, being careful to maintain some distance between herself and the party. Read the following to the players at this time.

> You see a figure step out of the shadows ahead of you. He speaks in a whispered tone that you can barely hear from your distance.
>
> "It's not a good time to be caught alone in the streets. Try the River's Edge Inn, especially for dinner."
>
> The figure darts back into the shadows.

A Listen check (DC 15) detects that the figure's Erenlander was flecked with an accent, although its origin is indistinguishable. The PCs can attempt to follow the stranger, but when they turn the corner they see nothing but an alley filled with boxes and barrels.

Creatures: Selenil hp 42; see Appendix I for statistics.

Men About Town

If the residents of River's Edge are nervous about more attacks, Burlen the smith and Gabriel the town leader are even more worried that a legate will be called in to find the elf that is hiding in their town. Both men ceaselessly walk the streets looking for signs of more attacks or worse—a legate and his entourage. They have also been helping to rid the town of any lingering Fell that were not found and burned with the rest. Burlen carries a battleaxe with him at all times, believing it to be safer to hide his treasured heirloom at home than to carry it in plain sight.

As mentioned above, either man can be found wandering the streets at the DM's discretion, or if the players find themselves in a jam. Depending on the nature of the predicament, either Burlen's axe or Gabriel's healing ability may be of use to the party.

Encounter at the Inn

This encounter should take place last, after the characters have had a chance to explore the town a bit and find out what is going on. If they understood the elf's clue, they should be in the common room at dinnertime. This is the only time it is crowded enough that the elf can effectively move about without attracting much attention. If the PCs are around at this time, read them the following.

> A man approaches you from across the room, deftly avoiding the gaze of the others in the inn. He moves like the man you saw in the shadows earlier in the day, but he looks slightly different.

The elf has changed her disguise since the PCs saw her earlier, one of the many methods she has used to thus far elude those who are searching for her. Currently, she appears to be a human male of around 40 years. A successful Spot check opposed by Selenil's Disguise check (total bonus +18) allows a character to notice some of the telltale signs of a disguise: They will be able to tell that she is female, but not that she is an elf.

Selenil will ask to sit, and whether or not the characters agree to this request, she will lean in and quietly tell them why she has asked them here.

> "I am carrying a message to a contact in Hope Point," she begins, "and if it were to fall into the hands of Garak Thul, or worse, a legate, then many who oppose the Shadow would be compromised. I wish no further harm to come to this town, but I must deliver this message. If you will take it down river to Hope Point, I will lead Garak's troops away from here."

Once the PCs have had time to process this much, or if they ask about payment or more details about the mission, read them the following.

> "I cannot offer you much except the gratitude of all the good peoples of Eredane, but you will have a reward at the end of your journey. I can provide you with my ring, which will identify you to my ally. But do not let it fall into the hands of the Shadow's forces! I have boats hidden near the docks for you to take should you accept this mission. I know you have no reason to trust me, but my presence in this town is too dangerous to its people, and my message must be delivered!"

If the PCs agree, Selenil produces a scroll tube and asks that it be delivered to Antoni Grimald. She also hands them a sack, but as she does, an orc throws the door to the inn open. He tells the assembled townsfolk to hand over the spy or they will be killed. The orc is too far from the PCs to get a clear shot, and getting to him will take two rounds due to the number of people in the inn. Regardless of the PCs' actions, Selenil runs toward the door, knocks the orc down, and runs out the door. As she leaves, she yells to the PCs that there are more on the way and that they should hurry to the river. If one of the PCs is an elf or elfling, they will swear that they catch a glimpse of elven features for just an instant before she takes off for the door.

The orc standing at the door will get up and follow Selenil down the street. When the PCs get outside, they will see about a dozen orcs and goblins coming down the street toward them. The goblins are leading a pack of wolves in front of them. If the PCs do nothing, the orcs and goblins come and demand to see all of their possessions. This puts characters hiding weapons and other contraband in a bad situation, but there still may yet be hope for them. In the chaos of all the villagers being searched, they can make a break for the river with only a single orc chasing them down. Of course, they will still have to deal with the goblins at the piers in addition to this orc.

What's the Secret?

The contents of the scroll tube are left up to the DM. The decision should depend on the direction you want to take your campaign after this adventure is completed. The following are a few possibilities:

- A message to the Witch Queen, Aradil, warning her of a traitor in her court.
- A schedule of supply transports running from Erenhead to the southern cities.
- The location of a pale mirror that has recently been constructed in southern Erenland.

At the Pier

After they make their way down to the pier, the goblins shouting behind them all the way, they find a pair of goblins and their pet wolf awaiting them. They will have to fight their way past the goblins and wolf (and possibly a trailing orc guard, as noted above) before they can search for the hidden canoes that the elf told them about. Once they have defeated the goblins, a Search check (DC 15) locates the two boats (if the party includes more than four characters, have enough canoes to seat two people to a boat). They should have enough time to take 20 on the check, although if they must do so then pursuit will be close on their heels as they push off into the dark river and head south to Hope Point.

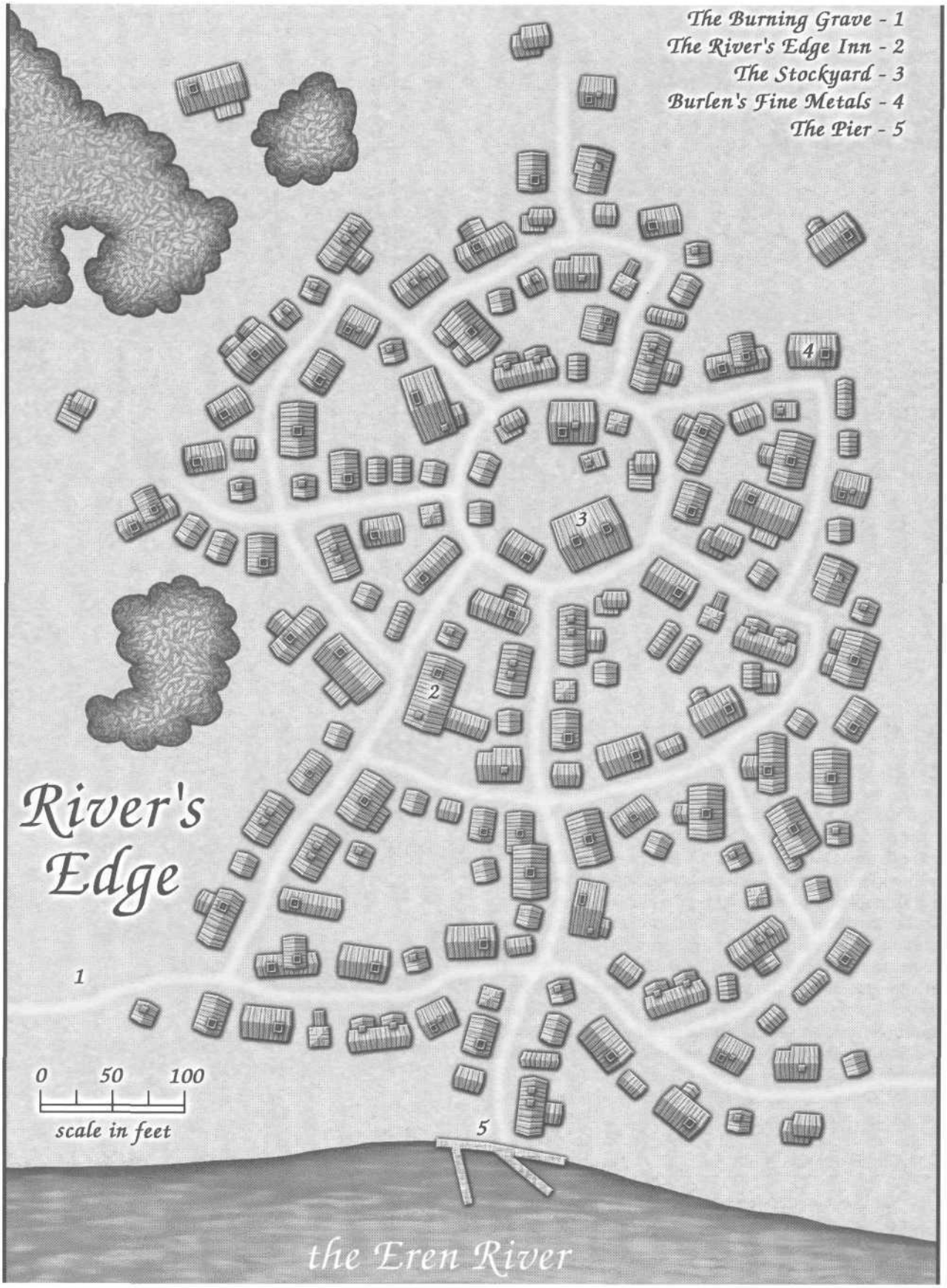
Creatures: Goblins (2) hp 4 each, wolf hp 13; see *MM*.

PART II: Down the Eren River

The trip down the Eren River is fairly easy, and the scenery is beautiful, changing from the sprawling vistas of the Eren River Valley to high cliff walls. The river is smooth and there are fish aplenty to be caught, as well as a plenitude of coves in which to hide the canoes to camp or hunt for game. It is about a four-day journey by canoe from River's Edge to Hope Point, and at the end of the second day the characters will meet up with a gnome raft town. Up to that point, they will not have any encounters, other than possibly passing a camp of hobgoblins or other humanoids that may shoot arrows at them for sport.

Optional Encounter: Orc Encampment

This encounter can be used to help give the players a sense that their characters are never safe from the forces of the Shadow. A group of eight hobgoblins are camped out next to the river, and when the characters


The Burning Grave - 1
The River's Edge Inn - 2
The Stockyard - 3
Burlen's Fine Metals - 4
The Pier - 5
River's Edge
1
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0 50 100
scale in feet
the Eren River

pass, they start jeering them. Eventually, one of the goblinoids picks up a bow and starts firing arrows at the PCs. This lasts for about a minute before the hobgoblin stops wasting arrows. PCs can gain 75% cover by ducking down into the canoe. If the PCs fire back at the hobgoblins, then four more of them pick up their bows and begin firing, otherwise they are content at the entertainment being provided by the initial attacker.

Creatures: Hobgoblins (8) hp 5 each; see *MM*.

Gnome Raft Town

This gnome raft town has been anchored on the shore of the Eren for about a week now and is getting ready to leave the morning after the PCs encounter it. The gnomes are friendly to the PCs and give them a warning that will quite possibly save their lives. Barge Captain Sequenelly invites the PCs to dine with him that evening, and there tells them about the bugbear-manned checkpoint that searches river traffic on behalf of the legates. Sequenelly knows of a hunting trail that loops around the outpost and suggests that the PCs take it to avoid detection. He does not inquire as to the PCs' mission, but instead is just offering up friendly advice to ensure their safety. In addition, the captain tells them that he will carry their canoes through the checkpoint so that they can rendezvous on the other side. They will have to stay overnight at the checkpoint, so the PCs can camp on a small beach on the other side of the hunting trail and await their arrival. The raft town will not be settling down for another few days, as they are going all the way to the Kasmael coast, but he will hide the canoes a half mile from the other side of the hunting trail. If asked why he is doing them all these favors, the gnome smiles mischievously and simply says that he likes to help travelers avoid the hassles of the river wherever possible. A Sense Motive check (DC 10) allays any suspicions the characters might have.

The PCs are free to move from one boat to the next once they have met with Sequenelly, as is raft town custom. The other gnomes are friendly to them, offering conversation, rumors of the area, and trade. The PCs can find just about any piece of mundane equipment worth less than 15 gp on the barges, and there are several weapons hidden onboard. It requires a Diplomacy check (DC 15) to convince a gnome to trade for weapons, but once barter is secured, the PCs will enjoy a variety of weapons for trade. Available weapons include two shortbows, six bundles of 50 arrows, two light hammers, six daggers, one silver dagger, and three handaxes.

In addition, a Gather Information check reveals the following information.

DC 10: "The shores have been alive with activity lately. I don't know if anyone is sure what is going on, but more and more of the Shadow's forces have been seen moving in both directions. The eerie cries of the worgs can be heard each night when the moon reaches midsky."

DC 15: "I hear they've increased the size of the guard at the outpost up ahead. Not sure what that means, but we've spent some extra time making sure all our gear is in order, if you know what I mean."

DC 20: "If you're thinking of taking the long way around, be careful. There are rumors of a witch in the area that controls every plant and animal for miles. Some say she is a corrupted dire wolf that can now change shape into a human when she so desires."

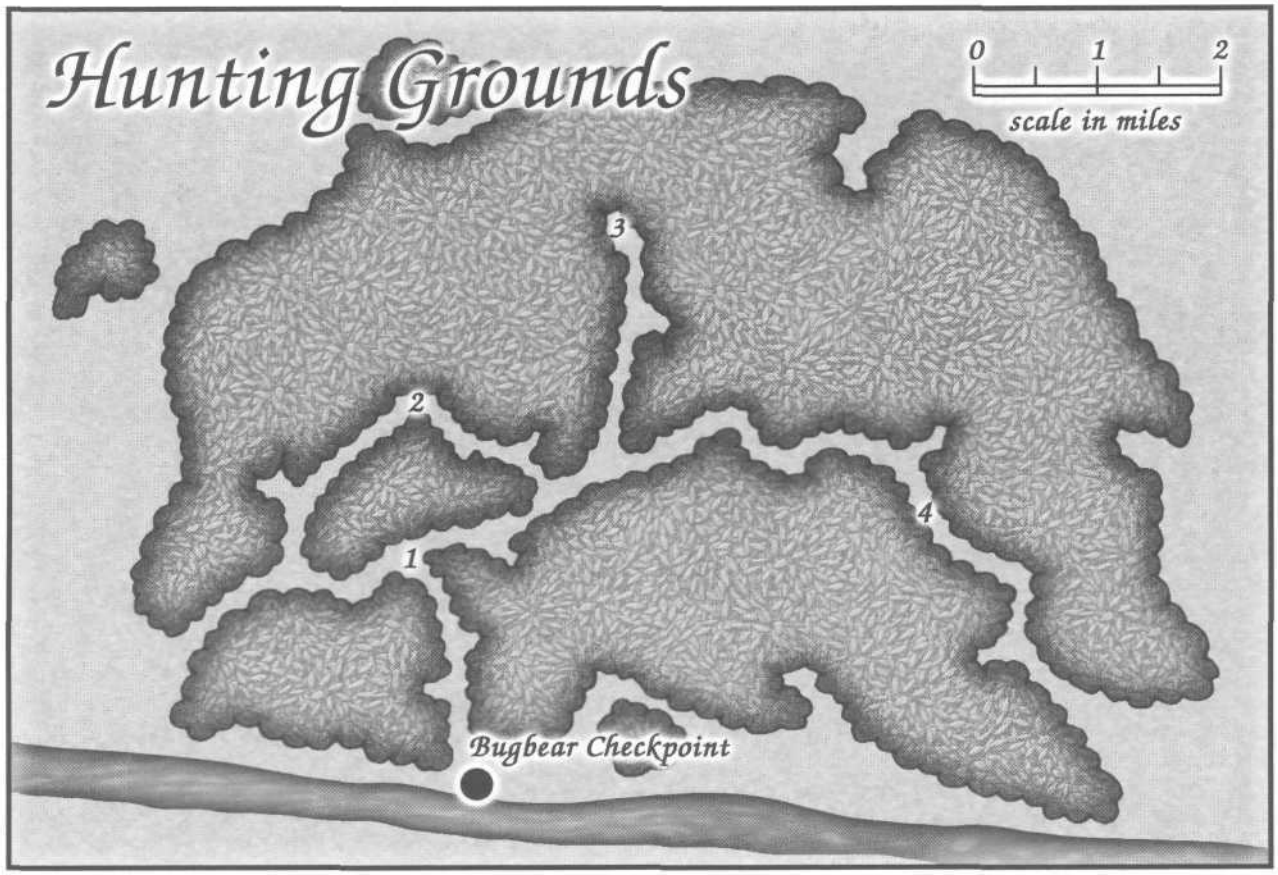
Hunting Grounds

The hunting trail that Sequenelly referred to is actually comprised of several trails that run through the thick forest, but the gnome assured the PCs that if they stayed on the main trail they would end up on the other side of the outpost on the river's shore. Unfortunately for the PCs, their way is blocked by a camp of bugbears that are out hunting for food to bring back to the others. They have goblins with wolves out searching the forest for food while they sit around and gamble. There are other, more dangerous things prowling the hunting grounds as well, including a witch whose command over the forest insures that only those she wants to leave the forest do.

> The barge captain's directions were right on target, and you now find yourself standing at the edge of a dense forest and looking down a well-worn hunter's trail. The wind blows leisurely through the trees around you, but it does not make it much farther into the dense underbrush. The gnomes seemed to think this was the least dangerous way around the bugbear outpost, but something about the forest makes the hair on the back of your neck stand on end.

The forest is indeed thick for the most part, and moving off the trail reduces a character's movement by half. A character may move at full speed if he succeeds at a Balance check (DC 15). In addition, all attack rolls except those made by piercing weapons suffer a –1 penalty due to the amount of branches and underbrush that get in the way.

Several smaller trails split off from the main trail through the forest at various points. A successful Wilderness Lore check (DC 15) allows a character to determine which trail keeps them on the main path. Failure indicates that the character cannot discern the correct trail. The exception to this is the split at the bugbear camp. It is fairly easy to tell (Wilderness Lore check DC 5) from which direction the bugbears and goblins came. The PCs would do well to avoid that trail as it leads back to the river outpost and certain capture.



In addition to the encounters marked on the map, the PCs might encounter any of the creatures noted in the Random Forest Encounters table. The trip through the forest should take them about three hours. There is a 25% chance per hour that the PCs have a random encounter. Roll on the table to determine what shows up.

Random Forest Encounters

Roll (d%)	Encounter
01–35	Goblin hunting party consisting of two goblins and a wolf (EL 1)
36–60	A clutch of three stirges looking to feast on the characters' warm blood (EL 1)
61–85	A bugbear that got bored of gambling and decided to do some hunting (EL 2)
86–100	A magical trap that casts *entangle* at the point it is tripped and summons the forest witch. Go immediately to Forest Encounter #3

Forest Encounter 1: Bugbear Camp (EL 6)

You can all hear sounds of raucous laughter and conversation coming from up ahead. The voices are speaking Black Tongue, an ominous sign for what was supposed to be a trail around these foul creatures.

Unfortunately for the characters, a hunting band has recently come here to find meat for the bugbears back at the outpost on the river. There are six bugbears in all, none of which is paying particular attention to the trails (–2 circumstance penalty to Spot and Listen checks). They brought along a dozen goblins and some wolves who are out doing the hunting while the bugbears enjoy some gambling and gnomish liquor. This group of bugbears is much too strong for the party to fight, so they will have to take the other trail that presented itself several hundred yards back.

Creatures: Bugbears (6) hp 16 each; see *MM*.

Forest Encounter 2: Goblin Hunting Party (EL 2)

You can hear the sound of voices up ahead when suddenly a wolf howls and you hear thrashing noises coming from the underbrush. The voices, which are clearly speaking in the language of goblins, get more excited as the thrashing dies down.

A group of goblins has just made a fine kill, skewering a boar with javelins before setting their wolf on it to finish the beast off. They are about 30 feet ahead in a small clearing and have a –2 penalty to their Spot and Listen checks as they celebrate their kill. This changes if the PCs decide to linger or hide, however, as the goblins march back in the direction from which the PCs just came with their kill slung over a pole.

Creatures: Goblins (2) hp 4 each, wolf hp 13; see *MM*.

Forest Encounter 3: The Forest Witch's Domain (EL 12)

The trail here starts to grow over with vines and thorny hedges. It almost seems as if the forest itself is moving around you, trying to keep you from advancing any farther down this path.

This path leads to the forest witch's house, although none but she or those she desires can approach it without some effort. In addition to the plants that grow and bend, impeding the movement of those on the trail, a variety of snakes, spiders, and other dangerous animals and vermin will impede the progress of any who try to make their way through the dense underbrush. If the characters persist too long, they set off an *entangle* trap similar to the one detailed in the Random Forest Encounters table. This summons the forest witch, who arrives three rounds after the spell activates.

In this case, or if the PCs set off a trap due to a random encounter, the forest witch arrives and speaks to them in a hissing tone.

A wolf approaches your position, deftly avoiding the dense forest growth as it moves toward you. It stops momentarily to stare at you, and then the wolf begins to blur and shift. Where the wolf once stood, you now see an elderly woman who exudes an aura of great strength and power despite her feeble age.

"Would you also invade my forest like the goblins and their foul masters? Do you also have animals that you would bend to an evil purpose beyond their true natures?"

The forest witch is irritated by all the activity in her forest, and she has been harassing the goblin hunting parties ever since they moved into the area. She is not as old as she seems but keeps up that appearance to throw her enemies off guard. While she is suspicious of the characters, she will not do them any harm if they beg her off or convince her that they are not in the wood to cause it or its denizens any harm. A Diplomacy check (DC 15) is enough to convince her that they are telling the truth. Tales of killing goblins in the wood will be well received by the forest witch, and grants them a +2 bonus to their check. If they mention that they are on a mission from Selenil, then she sets them free immediately and even gives them a charm that keeps all vermin from coming within five feet of the bearer.

If the characters are hostile or in any way attempt to harm her, she casts *summon nature's ally II* to summon three tiny vipers. She then tells them to leave her wood, changes back into wolf form, and bounds off into the forest.

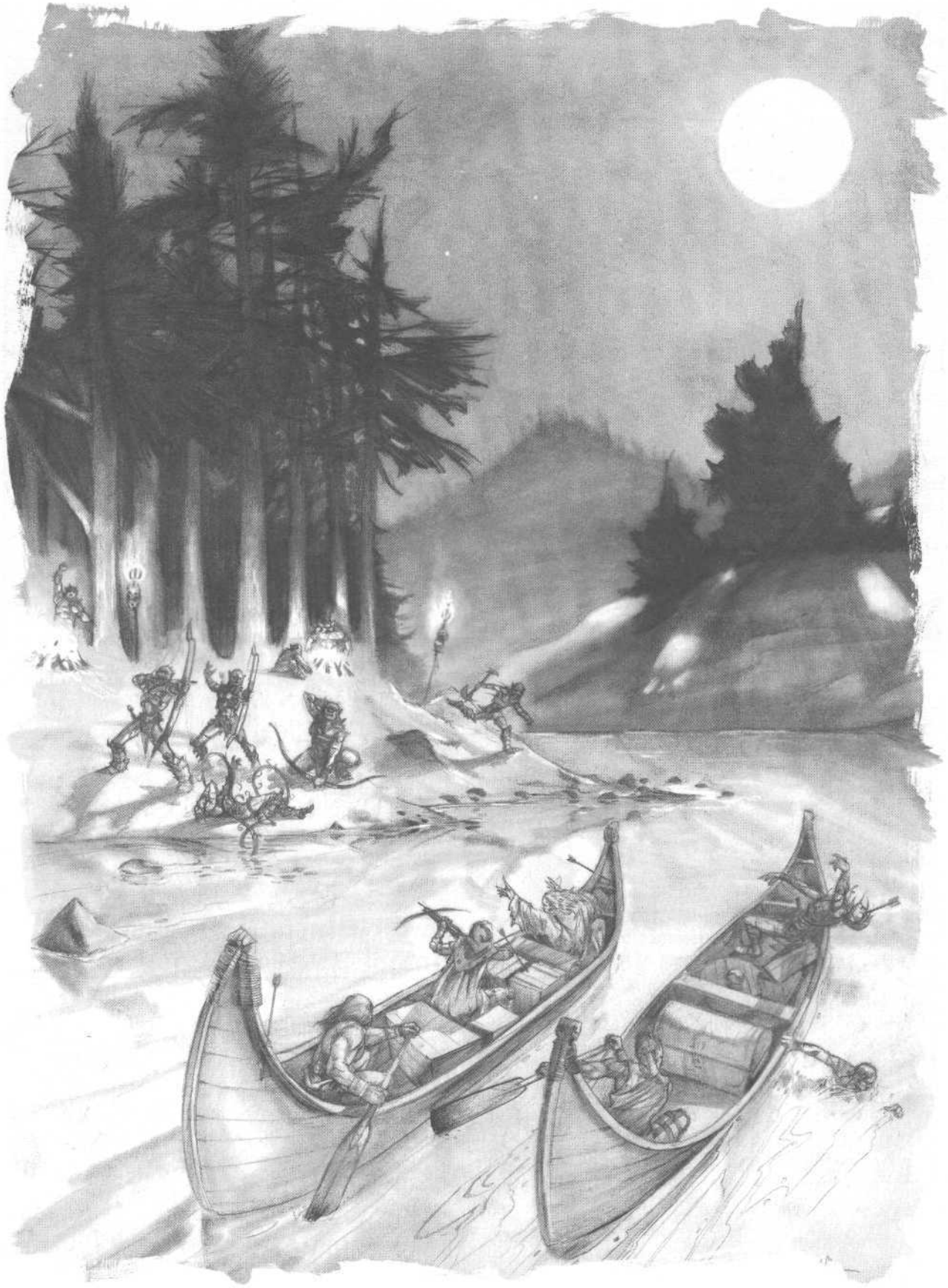
Creatures: Forest witch hp 72, see page 250 for statistics; Tiny vipers (3) hp 1 each; see *MM*.

Ad Hoc XP Award: Grant the characters 50 XP each if they are able to appease the forest witch and convince her to let them go on without a fight.

Forest Encounter 5: Giant Anthill (EL 1 or 3)

You see a mound of earth raised just off the trail to your left. A strange clicking noise emanates from the woods around you, although you cannot pinpoint its exact source.

This is a giant anthill, and if the PCs linger for more than a round near it, a worker ant attacks them. If they defeat the ant and remain in the area, another work-



er comes. After this, a larger ant crawls out of the hill to see what is happening. If the PCs do not leave immediately, it will charge from the anthill and attack one character with its improved grab and acid sting attacks until that character is dead, then move on to the next.

Creatures: Giant ant, worker hp 9, giant ant, soldier hp 11; see *MM*.

Out of the Forest

After finally making your way through the forest, you come out to see the small beach described by Sequenelly. While the trip through the hunting grounds was more difficult than he described, you are certain that it was easier than the alternative. Now all that remains is to wait for the raft town to make its way down the river tomorrow morning.

The raft town will indeed arrive the next day around noon, and Sequenelly will report that they made it through the checkpoint without a hitch. After exchanging pleasantries for a few minutes with the characters, Sequenelly and the barges will set off down the river, asking for an hour's head start on the PCs.

PART III: Hope Point

After two more days on the river, the characters finally come to the hidden landing point about a mile north of the town of Hope Point. As they are stowing their boats and preparing for the journey to the city, they are waylaid by a group of goblins, led by Gerikus, a goblin channeler, in service to a legate in Hope Point.

Hope Point Encounter 1: Goblins on Patrol (EL 3)

As you are stowing your boats and preparing for the journey ahead, you hear a voice in broken Erenlander speak to you from across the beach.

"Halt, in the name of Ardalir Doje, Legate of the Order of Shadow!"

You turn to see a goblin in fine clothing speaking to you. He is flanked by four other goblins, to whom he turns and says, "Let's see what this band of travelers has to offer the legate."

These goblins are merely out on patrol and happened to spot the PCs as they made their way down the Eren. If the goblins are allowed to search the PCs, Gerikus casts *detect magic* on them while the goblins do a mundane search. They will confiscate all of the PCs' weapons and insist that they come to Hope Point to answer for their crimes. The goblins take themselves very seriously and will fight to the death. Remember that charms do not detect as magical.

Sometime during this process, or at the end of the second round of combat should the PCs attack the goblins, a woman runs onto the beach and attacks the goblins with her handaxe. This is Alaya, Antoni's daughter. She suspected the PCs might arrive by the river and has been watching it for the past day.

Creatures: Gerikus hp 5; see page 250 for statistics; goblins (4) hp 4 each; see *MM*.

Tactics: Gerikus begins the battle by casting *sleep* on the party's most heavily armored warrior. After that, he uses his *inspire courage* ability to aid his bodyguards. If one or more of his guards goes down, Gerikus enters battle himself.

Development: Once the battle is over, Alaya produces a piece of parchment with descriptions of the PCs written on it. She informs them that they are wanted, and that the message is spreading throughout Hope Point as they speak. Her father was taken into custody by the legates two days ago, and she fears that Selenil was caught and the details of her mission compromised. If the PCs wish it, she agrees to take the scroll tube and gives them each two days worth of food and a masterwork handaxe as payment for their service. A Sense Motive check (DC 10) allows a character to determine that she is telling the truth. Her voice breaks slightly when she speaks of her father, and her urgent tone has the ring of truth about it.

Concluding the Adventure

Once the PCs have delivered the message, their part in this is done. It looks like they will have to lay low for a while or leave the area until things calm down and the legate's forces stop searching for them. Until then, they are in constant danger of being caught.

There are several possibilities for continuing this plot in further adventures. Alaya could ask the PCs to accompany her to deliver this grave and urgent message to another person. Alternatively the message could have been a map to a hidden burial chamber that possesses a weapon capable of great power when wielded by one who is pure of heart. Or the chase could continue, with the legate's forces hunting down the PCs, who must avoid them at every turn while trying to stay alive in the town of Hope Point and the wilderness that surrounds it.

NPCs and Monsters

Alaya Grimald, Female Erenlander Ftr3: CR 3; Medium-size humanoid; HD 3d10+3; hp 19; Init +6; Spd 30 ft.; AC 14 (+2 Dex, +2 leather armor); Atk +5 melee (1d6+2, handaxe); AL NG; SV Fort +4, Ref +3, Will +1; Str 14, Dex 14, Con 12, Int 13, Wis 11, Cha 11.

Skills and Feats: Climb +5, Handle Animal +4, Jump +4, Knowledge (southern Erenland) +5, Profession (spy) +4, Ride +7; Dodge, Expertise, Improved Initiative, Mobility, Power Attack, Weapon Focus (longsword).

Possessions: leather armor, handaxe, true charm (+4 save bonus versus mind-affecting spells).

Barge Captain Sequenelly, Male Gnome Exp6: CR 5; Small humanoid; HD 6d6+12; hp 33; Init +3; Spd 20 ft.; AC 16 (+3 Dex, +2 leather armor, +1 size); Atk +6 melee (1d4 masterwork dagger) or +8 ranged (1d4 sling); AL CG; SV Fort +6, Ref +5, Will +7; Str 10, Dex 16, Con 15, Int 14, Wis 14, Cha 15.

Skills and Feats: Balance +9, Bluff +10, Diplomacy +7, Jump +6, Knowledge (Eren River Valley) +8, Listen +10, Profession (sailor) +12, Spot +10, Swim +15, Use Rope +14, Wilderness Lore +10; Alertness, Dodge, Skill Focus (Swim).

Possessions: masterwork dagger, leather armor, small shield, sling, pouch of 50 sling bullets.

Burlen, Male Erenlander Exp2/War2: CR 3; Medium-size humanoid; HD 2d6+4+2d8+4; hp 24; Init +0; Spd 30 ft.; AC 14 (+4 chain shirt); Atk +5 (1d8+3, battleaxe); AL N; SV Fort +7, Ref +0, Will +4; Str 15, Dex 11, Con 14, Int 9, Wis 12, Cha 10.

Skills and Feats: Climb +4, Craft (blacksmithing) +5, Jump +3, Listen +4, Ride +4, Spot +3; Endurance, Great Fortitude, Skill Focus (Craft (blacksmithing)).

Possessions: battleaxe, chain shirt, battleaxe.

Forest Witch, Female Erenlander Chn5/Dru7 (spiritual): CR 12; Medium-size humanoid; HD 5d6+10+7d8+14; hp 72; Init +2; Spd 30 ft.; AC 15 (+2 Dex, +2 leather armor, +1 small shield); Atk +8/+3 melee (1d6 sickle); AL N; SV Fort +8, Ref +5, Will +14; Str 10, Dex 14, Con 15, Int 14, Wis 17, Cha 15.

Skills and Feats: Animal Empathy +12, Concentration +8, Handle Animal +8, Heal +12, Intimidate +9, Intuit Direction +7, Knowledge (arcana) +10, Knowledge (nature) +14, Listen +12, Profession (herbalist) +7, Scry +10, Sense Motive +10, Spellcraft +8, Spot +10, Wilderness Lore +12; Alertness, Brew Potion, Craft Spell Talisman, Iron Will, Magecraft, Scribe Scroll, Spellcasting (Enchantment), Spellcasting (Lesser Conjuration), Spellcasting (Greater Conjuration), Spellcasting (Transmutation), Spellcasting (Universal), Track.

Spells Known: 0—create water, cure minor wounds, detect magic, flare, light, know direction; 1st—*animal friendship, charm person, cure light wounds, entangle, obscuring mist, pass without trace, sleep, summon nature's ally I*; 2nd—*animal trance, barkskin, fog cloud, summon swarm*; 3rd—*cure serious wounds, plant growth, stinking cloud, suggestion*; 4th—*mind fog, minor creation, scrying, summon nature's ally IV*; 5th—*commune with nature*; 6th—*healing circle*.

Possessions: sickle, leather armor, small wooden shield, spell talisman (*entangle*), *potion of cure light wounds* x2, lesser charm (+1 AC for one minute), lesser charm (detect poison), greater charm (+2 to attack rolls for one minute), true charm (immune to lycanthropy).

Gabriel Elesk, Male Erenlander Com2/Chn1 (charismatic): CR 12; Medium-size humanoid; HD 2d4+1d6; hp 8; Init +0; Spd 30 ft.; AC 11 (+1 padded armor); Atk +1 melee (1d4 dagger); AL LG; SV Fort +0, Ref +0, Will +4; Str 11, Dex 11, Con 10, Int 13, Wis 14, Cha 15.

Skills and Feats: Climb +4, Knowledge (arcana) +2, Listen +6, Profession (brewer) +6, Ride +4, Sense Motive +4, Spellcraft +2, Spot +6; Alertness, Brew Potion, Magecraft, Skill Focus (Spellcraft), Scribe Scroll, Spellcasting (Lesser Conjuration), Spellcasting (Transmutation), Spellcasting (Universal).

Spells Known: 0—*detect magic, mage hand, open/close, prestidigitation*; 1st—*cure light wounds, expeditious retreat, obscuring mist, reduce*.

Possessions: padded armor, dagger.

Gerikus, Male Goblin Chn1 (charismatic): CR 1; Small humanoid; HD 1d6+1; hp 4; Init +2; Spd 20 ft.; AC 16 (+2 Dex, +2 leather armor, +1 shield, +1 size); Atk +0 melee (1d4–1, dagger); AL NE; SV Fort +1, Ref +2, Will +2; Str 9, Dex 14, Con 13, Int 10, Wis 11, Cha 14.

Skills and Feats: Knowledge (arcana) +4, Listen +5, Search +3, Sense Motive +4, Spellcraft +4, Spot +6, Wilderness Lore +4; Alertness, Magecraft, Spellcasting (Enchantment), Spellcasting (Transmutation), Spellcasting (Universal).

Spells Known: 0—*daze, detect magic, mending*; 1st—*calm animals, charm person, expeditious retreat, sleep*.

Possessions: dagger, leather armor, small wooden shield, gold earring.

Selenil, Female Wood Elf Rog3/Wld4: CR 7; Medium-size humanoid; HD 3d6+6+4d8+8; hp 42; Init +7; Spd 30 ft.; AC 16 (+3 Dex, +3 studded leather armor); Atk +9/+4 (1d6+2 masterwork rapier) or +9/+4 (1d6 shortbow); AL CG; SV Fort +7, Ref +7, Will +4; Str 14, Dex 16, Con 15, Int 13, Wis 14, Cha 11.

Skills and Feats: Climb +11, Disguise +8, Handle Animal +6, Heal +8, Hide +12 (+22), Intuit Direction +6, Jump +9, Listen +12, Move Silently +14, Search +10, Spot +12, Wilderness Lore +10; Alertness, Improved Initiative, Track.

Spells Known: 0—*daze, light, mending*.

Wildlander Traits: Stealthy.

Possessions: masterwork rapier, masterwork studded leather armor, shortbow, 50 elven arrows, *cloak of elvenkind, potion of cure moderate wounds, true charm (change self 3/day)*.

Abjuration

0-Level Spells
Resistance

1st-Level Spells
Alarm
Endure Elements
Hold Portal
Invisibility to Animals
Protection from Chaos
Protection from Evil
Protection from Good
Protection from Law
Shield

2nd-Level Spells
Arcane Lock
Obscure Object
Protection from Arrows
Resist Elements
Undetectable Alignment

3rd-Level Spells
Dispel Magic
Explosive Runes
Magic Circle Against Chaos
Magic Circle Against Evil
Magic Circle Against Good
Magic Circle Against Law
Nondetection
Protection from Elements

4th-Level Spells
Antiplant Shell
Dimensional Anchor
Fire Trap
Freedom of Movement
Minor Globe of Invulnerability
Remove Curse
Repel Vermin
Stoneskin

5th-Level Spells
Atonement
Break Enchantment
Dismissal

6th-Level Spells
Antilife Shell
Antimagic Field
Globe of Invulnerability
Greater Dispelling
Guards and Wards
Repulsion

7th-Level Spells
Banishment
Sequester
Spell Turning

8th-Level Spells
Mind Blank
Prismatic Wall
Protection from Spells
Repel Metal or Stone

9th-Level Spells
Freedom
Imprisonment
Disjunction
Prismatic Sphere

Conjuration, Greater

1st-Level Spells
Mount
Summon Monster ISummon Nature's Ally I

2nd-Level Spells
Summon Monster II
Summon Nature's Ally II
Summon Swarm

3rd-Level Spells
Summon Monster III
Summon Nature's Ally III

4th-Level Spells
Summon Monster IV
Summon Nature's Ally IV

5th-Level Spells
Insect Plague
Leomund's Secret Chest
Lesser Planar Binding
Summon Monster V
Summon Nature's Ally V

6th-Level Spells
Planar Binding
Summon Monster VI
Summon Nature's Ally VI

7th-Level Spells
Creeping Doom
Drawmij's Instant Summons
Summon Monster VII
Summon Nature's Ally VII

8th-Level Spells
Greater Planar Binding
Summon Monster VIII
Summon Nature's Ally VIII
Trap the Soul

9th-Level Spells
Elemental Swarm
Gate
Summon Monster IX
Summon Nature's Ally IX

Conjuration, Lesser

0-Level Spells
Create Water
Ray of Frost
Cure Minor Wounds

1st-Level Spells
Grease
Mage Armor
Obscuring Mist
Unseen Servant
Cure Light Wounds

2nd-Level Spells
Fog Cloud
Glitterdust
Acid Arrow
Web
Cure Moderate Wounds
Delay Poison
Lesser Restoration

3rd-Level Spells
Flame Arrow
Phantom Steed
Sepia Snake Sigil
Sleet Storm
Stinking Cloud
Cure Serious Wounds
Neutralize Poison
Remove Disease

4th-Level Spells
Black Tentacles
Secure Shelter
Minor Creation
Solid Fog
Cure Critical Wounds

5th-Level Spells
Cloudkill
Major Creation
Faithful Hound
Wall of Iron
Wall of Stone
Wall of Thorns
Healing Circle

6th-Level Spells
Acid Fog
Fire Seeds

7th-Level Spells
Magnificent Mansion
Phase Door
Power Word, Stun
Heal
Regenerate

8th-Level Spells
Incediary Cloud
Maze
Power Word, Blind

9th-Level Spells
Power Word, Kill
Shambler
Mass Heal

Divination

0-Level Spells
Detect Poisn
Guidance
Know Direction

1st-Level Spells
Comprehend Languages
Detect Animals or Plants
Detect Secret Doors
Detect Snares and Pits
Detect Undead
Identify
True Strike

2nd-Level Spells
Detect Chaos
Detect Evil
Detect Good
Detect Law
Detect Thoughts
Locate Object
See Invisibility
Speak with Animals

3rd-Level Spells
Clairaudience/Clairvoyance
Speak with Plants
Tongues

4th-Level Spells
Arcane Eye
Detect Scrying
Locate Creature
Scrying

5th-Level Spells
Commune with Nature
Contact Other Plane
Prying Eyes
Telepathic Bond

6th-Level Spells
Analyze Dweomer
Find the Path
Legend Lore
Stone Tell
True Seeing

7th-Level Spells
Foresight
Greater Scrying
Vision

8th-Level Spells
Discern Location

Enchantment

0-Level Spells
Daze

1st-Level Spells
Animal Friendship
Calm Animals
Charm Person
Hypnotism
Sleep

2nd-Level Spells
Animal Messenger
Animal Trance
Charm Person or Animal
Enthrall
Hold Animal
Hideous Laughter

3rd-Level Spells
Dominate Animal
Hold Person
Suggestion

4th-Level Spells
Charm Monster
Confusion
Emotion
Lesser Geas
Modify Memory

5th-Level Spells
Dominate Person
Feeblemind
Hold Monster
Mind Fog

6th-Level Spells
Geas/Quest
Mass Suggestion

7th-Level Spells
Insanity

8th-Level Spells
Antipathy
Binding
Command Plants
Demand
Mass Charm
Irresistible Dance
Sympathy

9th-Level Spells
Dominate Monster

Evocation, Greater

1st-Level Spells
Magic Missile
Floating Disk

2nd-Level Spells
Continual Flame
Flame Blade
Flaming Sphere
Produce Flame

3rd-Level Spells
Call Lightning
Fireball
Tiny Hut
Lightning Bolt

4th-Level Spells
Fire Shield
Flame Strike
Ice Storm
Resilent Sphere
Wall of Fire
Wall of Ice

5th-Level Spells
Cone of Cold
Hallow
Unhallow
Wall of Force

6th-Level Spells
Chain Lightning
Freezing Sphere

7th-Level Spells
Delayed Blast Fireball
Fire Storm
Forcecage
Sword

8th-Level Spells
Telekinetic Sphere
Sunburst
Whirlwind

9th-Level Spells
Meteor Swarm

Evocation, Lesser

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Dancing Lights
Flare
Light

1st-Level Spells
Faerie Fire

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Shatter
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Gust of Wind
Wind Wall

4th-Level Spells
Shout

5th-Level Spells
Interposing Hand
Sending

6th-Level Spells
Forceful Hand
Contingency

7th-Level Spells
Grasping Hand
Prismatic Spray
Sunbeam

8th-Level Spells
Clenched Fist

9th-Level Spells
Crushing Hand
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Illusion

0-Level Spells
Ghost Sound

1st-level Spells
Change Self
Color Spray
Magic Aura
Undetectable Aura
Silent Image
Ventriloquism

2nd-level Spells
Blur
Hypnotic Pattern
Invisibility
Trap
Magic Mouth
Minor Image
Mirror Image
Misdirection
Silence

3rd-level Spells
Displacement
Illusory Script
Invisibility Sphere
Major Image

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Chill Touch
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Scare
Spectral Hand

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Poison
Vampiric Touch

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Enervation
Fear

5th-level spells
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Death Ward
Magic Jar

6th-level spells
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7th-level spells
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Finger of Death
Harm

8th-level spells
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Horrid Wilting

9th-level spells
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Energy Drain
Soul Bind
Wail of the Banshee

Transmutation

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Mending
Open/Close
Virtue

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Burning Hands
Enlarge
Entangle
Erase
Expeditious Retreat
Feather Fall
Goodberry
Jump
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Magic Weapon
Message
Pass Without Trace
Reduce
Shillelagh
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Blindness/Deafness
Bull's Strength
Cat's Grace
Chill Metal
Darkvision
Endurance
Heat Metal
Knock
Levitate
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Soften Earth and Stone
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Warp Wood
Whispering Wind
Wood Shape

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Gaseous Form
Greater Magic Fang
Greater Magic Weapon
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Keen Edge
Meld into Stone
Plant Growth
Sculpt Sound
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Water Walk

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Etherealness
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