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INTRODUCTION

Under the Shadow

The harbor bell rang with grim solemnity in the Stone Docks. The early morning mist swirled inquisitively about the last of the fishing boats heading for the open sea. A group of burly men stood in glowering silence on the pier, awaiting the arrival of the Carrion Wind out of Highwall. The creaking of ropes and rhythmic slapping of water on timber were the first signs of its approach, followed shortly by the appearance of the hulking black mass of the three-masted troop carrier. As the ship passed the seawall, the men on the docks erupted into a flurry of activity, preparing to bring the ship into berth. At the seawall, the cloud of gulls that had been following the ship wheeled suddenly and dispersed into the mist-shrouded horizon. Their strange behavior served only to highlight the absence of birds on the docksides.

As soon as the laborers tied off the ship, the planks were thrown roughly down and the dark shapes crowding the gangway resolved themselves into the brutish forms of orcs clad in black chain and carrying the large jagged blades of their kind. With a roar, the towering beasts charged down the boards and onto the quayside, snarling and howling at the terrified onlookers. There was a hollow ring to this fearsome bluster, and as the orcs moved swiftly away from the water's edge, several cast nervous glances at it and the creaking vessel that had carried them for a week across the wide Pelluria. Following after his troops, a much larger member of the species stopped in the gangway, sneering at the sprawling human city rising above him. There was no trace of fear in the oruk's manner, but his temper was as foul as his troops'. When a young lad stumbled under the weight of his load, dropping a crate that promptly fell into the water and sunk quickly from sight, the commander found an object on which to vent his irritation. The sickening sound of metal parting flesh and shattering bone reverberated around the dock. Silence rushed into the frozen tableau that followed, but the oruk merely grinned at the grim-faced humans and spat on his victim's body.

"Move on, ya laggards, before I start givin' you some!" The oruk bellowed to his orcs as he kicked the headless corpse into the water lapping at the quayside.

* * *

Legate Idis sipped from a gem-encrusted chalice wrought of gold. The fine wine was a piquant accompaniment to the screams of the oruk dangling in chains before him. This last had been particularly shrill and drawn out; the cold smile of the mistress of mercies told him that the show had at last come to an end. Idis was impressed with his endurance. The savage had survived a week under the mistress's tender ministrations. Ah! Fine wine and such sweet entertainment, he thought. Of course, he hadn't needed to torture the oruk; the populace would have been appeased by a simple execution. But then, one must take one's pleasures as one can.

"Orf, take this..." Idis idly waved his hand towards the mass of raw, bleeding flesh that had been Commander Turrz, "thing away. Hang it from the Weirhold Gate. Let his carcass serve as warning to the others that the status quo will not be threatened." Yawning, the legate left the subterranean room, his black robes dragging in the pooling blood upon the floor, leaving a glistening streak in his wake.

Under the Shadow allows MIDNIGHT characters to move through the darkened alleyways and labyrinthine canals of Baden's Bluff, where even Izrador's servants must move with care. The port city of Baden's Bluff is the pre-eminent, perhaps the only, city where human resistance to Izrador's choking tyranny is more than the dying reflex of a culture already doomed. This book details the wards, inhabitants and prominent figures of Baden's Bluff and surrounding lands, providing a wealth of information for DMs wishing to run an adventure or campaign on the southern coast of the Sea of Pelluria.

Welcome to Baden's Bluff, where evil wears many faces in a war in which the ends justify the means.

Lay of the Land

Where the blue waters of the southern Sea of Pelluria meet the rocky shoreline, a broad peninsula protrudes into a deceptively gentle sea, its length crenulated by gentle hills cloaked with dreaming woods and pleasant pastures that have long provided a bounty as rich as the sea that lies beneath them. At the tip of this promontory a bluff of gray stone rears above the water; clinging to its sides and crowning its summit is the city of Baden's Bluff. The west side of the bluff faces the open waters of the Sea of Pelluria, its surface pockmarked by ledges and mine shafts and scarred by the working faces of long defunct quarry works. The shallower tunnels and excavations are now used by the most destitute of the Bluff's residents as squalid tenements. On the northern and eastern flanks, the ground rises less severely and is carved by a maze of canals and alleyways that make up the Tidewood district. The northern part of this district is the claustrophobic shantytown of the Worm Docks, bound by rotting piers and the sea in the north and the broad Aransway canal to the southeast. Home to dour Dornish fishermen and grim-faced laborers, the Worm Docks are rumored to be the last dominion of the Badens in exile. The Stone Docks lie on the other side of the Aransway canal. Here is the true port of Baden's Bluff, where ships have for centuries found safe harbor behind the dwarf-built sea wall.

Occupying the north-easterly flanks of the Bluff, the craftsmen and merchant quarters of Guildall and the Well make up the Bellows District. Clinging precariously to the northern face, the slums known as the Steep provide shelter of sorts to the downtrodden and desperately poor. These are the squalid breeding grounds of disease, misery, and violence—they are Izrador's benedictions, and are tools used well by his black priests. Beyond Guildall, the plentiful inns of Hearthhome lie in crowded and incongruous proximity to a bewildering number of sinister temples and shrines to the dark god. Along with the administrative quarter of Kingshand and its imposing halls and governmental offices, and the dilapidated residences of Weirhold, Hearthhome forms the district of Leewall. Above it all, the once splendid Baden Court crowns the bluff, and within its walls pretenders, sycophants, and bastards squat in the Badens' palace, acting out a charade of governance and power. On the delicate balustrades of the graceful Spire, a winged horror squats where elven diplomats and emissaries once gazed at the stars. Corruption and menace hang over Baden's Bluff like a bilious cloud, and from its gates march a seemingly endless horde of orcs, newly alighted at the Stone Docks and on their way to war against the fey in Erethor.

The road that leads to the Burning Line passes through the wooded hills of the peninsula and traverses the borderlands bound on one side by the forests of Erethor and on the other by the Westland plains. To the east and west of the port city, the land rolls away in a

series of low hills that follow the coastline, providing a northern edge to vast plains that stretch to the lush Eren River Valley in the east and the shores of the Ardune in the south. The Shadow's grip is felt in the hill country, where the once multitudinous towns and villages of Erenland lie largely in ruin and the proud men and women of the kingdom eke out pitiful lives of servitude and toil. Only in the sea of tall sword grass can men and the last remaining halflings snatch some freedom from the Shadow's tyranny, but their existence is a hounded one as orc bands led by traitorous men hunt them through the plains.

History of Baden's Bluff

When the Dorns came to Eredane in 3951 FA, they arrived with the fire of conquest in their blood and drove the battle-naïve fey before them like doves before the falcon. They were a fierce people, honed by war and hardened by loss; the fey stood little chance before their onslaught. The Dorns spread quickly through southern Eredane, coming within a few years upon what was then called the Ebon Sea. Finding fertile lands and little resistance from the indigenous gnomes and halflings, the Dorns paused in their advance and began to settle the area in earnest. However, by this time the fey had begun to unite and offer resistance to the barbarian invaders; the conquerors soon had need to defend what they had won. The great war-captain Baden, heading west from the mouth of the Eren, came upon a pleasant land of fertile valleys and wooded hills that were readily defensible and provided dominance of land and sea. So it was that Baden's Bluff was born as a fortified camp on a promontory of the Ebon Sea.

Eventually, peace settled over Eredane like a threadbare cloak and concord was found between men and fey. By this time Baden's Bluff had grown into a large fortified town built in true Dornish style. Trading war for commerce and soldiery for farming and fishing, the town quickly became a city. Although it could never rival Erenhead as the gateway to the south, Baden's Bluff became important for several reasons. Firstly, the port stood at the narrowest crossing of the Sea of Pelluria and much of the traffic from the expanding Northlands stopped at the Bluff before continuing along the coast to Erenhead. Likewise, Baden's Bluff was a useful holdover for trade heading to or from Erethor by land or sea. But more than its position on the trade routes, the fertile soil and balmy weather of the region provided perfect growing conditions for the sweetest fruits and finest wines of the land. In the last centuries of the First Age, with the bitter scars of war fading, new treaties were signed between the fey and the Dorns, and Baden's Bluff became a cosmopolitan epicenter of learning and influence. The Battle of Three Kingdoms cemented the friendship of human, elf, and dwarf, and the legacy of those ties can still be seen in the city today. From the dwarf-engineered canals and Stone Docks of

the Tidewood and the wondrous stone-cunning of the Well to the graceful lines of the elf-built Spire set in gardens that were once the envy of Southern Erenland, Baden's Bluff was an example of the triumph that can be wrought when humans and fey work together for the betterment of all.

In the Second Age, the tumultuous arrival of the Sarcosans brought further change, but the people of Baden's Bluff endured the fires of conquest, revolution, and rebirth with stoicism worthy of the dwarves and wisdom apropos of the elves, and were tempered rather than diminished. In the new kingdom of Erenland, Baden's Bluff became the pre-eminent city of the Erenlanders, mixing the strengths of each culture to derive a people distinct onto themselves. They were adaptable survivors with a quickness of wit that allowed them to become the kingdom's greatest entrepreneurs and inventors. The potency of these cultural influences was nowhere as apparent as in the family that ruled these lands through three ages. Elven patience and dwarven cunning tempered the impetuous fire and fierce pride of their Dornish and Sarcosan blood and, in Erenland's darkest hour, the Badens chose exile over extinction and thus survived with power and influence through the Last Age.

War in the Shadows

Despite Fredrick Baden's strategic sacrifice at the end of the Third Age, the last century has not been easy for Baden's Bluff. While Jahzir's conquering army spent little time subjugating Baden's Bluff in the initial onslaught, the Order of Shadow lost no time in moving in to take control of the city. The Order has since spread its corruption and influence through every part of the city, and even though fear of retribution by hidden resistance forces prevent the excesses seen in most cities of conquered Erenland, the cunning legates have turned even this slight relief to their own ultimate gain. Throughout the Last Age the Bluff has been both execution ground and insidious honeypot. The higher ranking legates of the Order have, for decades, used posting in Baden's Bluff as threat and punishment to cajole and control the lower ranks, using the Badens' insurgents as the legates' executioners. More worryingly, the Bluff's reputation as a haven for dissidents and insurgents means that the city is a gathering point for resistance fighters from across Eredane. While the legates of Baden's Bluff appear to be only loosely in control of their city, the sacrifice of these pawns allows the greater Order and its conniving master Sunulael to keep a close watch on those who oppose the rule of the dark god.

The Badens in exile live upon a knife's edge. From the shadows, they conduct a war of counter-espionage and far-reaching insurgency that has had greater effect upon the Shadow's plans than all the bloody and heroic resistance of their doomed northern kin. Though they take the lives of those who overstep the unspoken bounds that bind the major players of the Bluff, the

Prince and his Fallen Court are careful not to foul their own pool. Those who fall to poison, knife, or spell are typically unwitting sacrifices set up by masters further up the chain of command or by peers or adversaries who are more cunning in their use of subterfuge and intrigue.

How To Use This Book

Under the Shadow is an investigation of one of the most mysterious and intriguing cities within the iron grip of the dark lord Izrador. Of all the metropolises he commands, Baden's Bluff alone has managed to sacrifice its body for the sake of something far more valuable: its soul. It is an ideal setting for an entire smuggling or stealth-based resistance campaign, and is also a challenging and unusual location from which to stage a few adventures as part of a larger campaign.

Some feats, prestige classes, and abilities from other MIDNIGHT supplements are referenced in this book. "AtS" stands for *Against the Shadow*, while "M2E" stands for MIDNIGHT 2ND EDITION.



CHAPTER ONE

City of Secrets

This chapter gives broad descriptions of each section of the city of Baden's Bluff, as well as detailed locations for each district. It would be impossible to provide details for each and every building, business, and alleyway in a city the size of Baden's Bluff, but the sample locations should provide DMs with an idea of the sorts of people and places that populate the city.

The information presented in this chapter is closed content.

Tidewood

At the base of the bluff, where the city touches the sea and the human refuse huddles, is Tidewood. This section of the city is a vast sprawl of warehouses, docks, quarries, and shanties, speckled throughout with rickety inns and taverns. Tidewood encompasses the abandoned stone quarries of the western bluff as well as two distinct wards, the Worm Docks and Stone Docks. Hundreds of boats are berthed here, from small flat-bottom canal runners to large sea-going vessels, all bringing in the bounty of the sea or ferrying goods from northern Erenland. Movement through the Tidewood by boat is quick, as the districts are covered in a spiderweb of canals. Most of these empty into a broad canal, the Aransway, that separates the two districts. Movement by foot is far more difficult, and a pedestrian trying to cross the Tidewood might spend the better part of a day doing so because the bridges are few and widely scattered. The one exception is a wide avenue along the length of both the Worm and Stone Docks, which is connected by two huge stone bridges known as Aran's Gates. The Aransway proceeds deeply into the Tidewood, eventually cutting into the rock of the bluff itself as it slopes steeply upward. The Aransway continues through the stone to a large central cavern hundreds of feet beneath the Well, from which a rope-and-pulley system allows goods to be hauled directly into the city.

The Aransway is not the only divide between the two districts. The Stone Docks are an eclectic mix of Dorns, Erenlanders, Sarcosans, and gnomes from across Erenland. The district is awash in colors and sound, a melting pot of the cultures of Erenland. The buildings are at least somewhat stable, and the peninsula protects the ships berthed here from the worst of the sea's weather. Crossing over Aran's Gates into the Worm Docks, on the other hand, is like stepping back in time. The Worm Docks are named for the scrounged wormwood with which the fishermen must build their homes and the oft-falling-apart docks to which they secure their boats. These dejected people hold fast to old Dornish traditions and the houses and people are noticeably poorer and more subdued. Outsiders are not welcome and usually stay only long enough to complete their business.

The quarries, meanwhile, can barely be termed a part of the city. Half of the area is frequently underwater, while the other half is precariously vertical or ominously subterranean. This area consists of the western face of the bluff upon which the city proper is built, and is a remnant of the First and Second Ages when it was mined to build everything from the city's harbors to its palaces, libraries, and outer wall. The face is pockmarked with mine tunnels cut horizontally into the rock, most just above the waterline but others higher up the face where the stone could be hauled directly up into the city. Stone is no longer quarried from the bluff, and the shallower pockets near the waterline have been occupied by refugees. Meanwhile, the higher pockets have become roosts for thousands of gulls, while the lowest pockets have flooded and become dark grottos from which long-forgotten stores of supplies might be recovered.

Stone Docks

Along the eastern base of the bluff is a district named after its massive stone docks. Merchant ships from Port Esben, Davindale, Erenhead, and Highwall all brave the Pellurian storms and the wrath of the Pirate Princes to bring goods to the largest harbor of the Last Age. The piers are also home to warships that provide scant protection for the troop ships bringing fresh soldiers for the Fey Killer's armies. The docks are rarely at rest, with taverns, brothels, and gambling dens providing a temporary respite from the horrors of the Last Age.

The importance of the docks has drawn the interests of the most powerful amongst the Shadow's hierarchy as well as the strongest of the resistance groups. Agents of the Night Kings Jahzir and Ardherin ensure that shipments important to their plans move safely through the docks and watch Sunulaeal's minions for signs of weakness, while the Esbens and Chanders look for opportunities to expand their influence in the city. The Pirate Princes and the Witch Queen need to know what is shipped through the port and when those ships are moving. Watching them all and manipulating their dance are the Badens, the once-masters of the city and, in many ways, masters of it still.

1. The Yards

At the southern end of the Stone Docks are two canals that have been drained of water and lined with stone slabs. These canals have been converted into dry docks for building large sailing ships. The ship frames are built inside the canals, and when the fitters' work is done the locks holding the seawater at bay are opened and the ships are floated out into the harbor. Both yards are busy around the clock, constructing new ships or repairing those ships that have survived a fight with the Pirate Princes. The yards are under heavy guard due to frequent attempts at sabotage. Workers are inspected entering and leaving the yards and a legate is assigned to the shipyard to question all new workers.

Captain Abram Hamsten (Male Erenlander Expert 2/Fighter 7), commander of the Southern Pellurian Fleet and a veteran of twenty years of fighting the Pirate Princes, runs the Yards. Captain Hamsten loathes the Pirate Princes, blaming them for the loss of his three sons and the suffering they've caused in their pointless resistance to the Shadow. When the Pirate Princes burn a port or sink a supply ship, it's not the orcs and the legates that go hungry or are forced to work until they drop; it's the people of Baden's Bluff and the surrounding towns who suffer. When Captain Hamsten is not at the Yards, he's on the deck of the *Sea Sprite*, one of four warships that call Baden Bluff home.



2. The Sea Witch

Quite a bit of flotsam washes up on the shore of Baden's Bluff, some of it human beings. Those with the least to lose usually end up finding their way to a tavern called the Sea Witch. The Witch is the most dangerous tavern on the docks and the best place to hire sailors and mercenary soldiers, especially those who ask few questions about their employers or their activities. Weapons and other contraband are plentiful here, and disagreements are usually fatal. The city guards give the tavern a wide berth. Arash (Male Sarcosan Rogue 8), a Sarcosan sailor who claims to have fled from Halisport, runs the Witch. Arash is no sailor and did not flee from Halisport; Sunulaeal's spymaster recruited him to watch the port and ferret out the Night King Jahzir's agents. That mission allows him free reign in the Witch and immunity from the local guards. With those gifts, and using the mercenary scum as his enforcers, Arash has been able to take control of almost a dozen taverns and brothels, becoming one of the most influential and dangerous men in the district. Arash has become complacent in his loyalty to Sunulaeal and does what he must to keep inquisitors at bay. He will work with any faction if he believes he can make good money off them and survive the experience.



The Landing

As the Aransway thrusts ever inward through Baden's Bluff, it eventually comes to a rise in elevation known as the Steeps. Rather than attempting to create a system of locks and dams, however, allowing ships to tediously rise higher up the bluff and further into the city, the dwarven engineers responsible for the later work on the Aransway decided to simply tunnel ahead. The canal breaches the bluff's chalky surface and delves level as a plain toward a point in the earth that is directly beneath the city's center. At the end of that long and broad subterranean canal is the Landing, a broad, domed cavern. The rock here was sturdy and good, and the mining potential using the Landing as a starting point was vast. Seeing the potential boon to the city's quarrying efficiency that this location could provide, the dwarves then tunneled directly upward, creating what is now known as the Well. As their final gift, they installed a system of pulleys to allow stone to be lifted from the cavern and quarries to the city above.

The quality of their work has stood the test of time and still serves the needs of the city, but not in the way they had first imagined. The city's hunger for stone eventually ebbed, but its appetite for commerce only grew. As such, the Well became an ideal method by which ships' goods could be unloaded directly to the market square at the center of town, avoiding the arduous task of hauling them up the steep roads beyond the Tidewood. The Landing is dominated by a large platform of wood and stone that stands four feet above the waterline even in the highest of tides. Along the platform are bronze rings and davits, green with verdigris and rubbed smooth with age, used to tie boats fast as their cargoes are offloaded. During the day, vast nets are lowered from the city above to ferry cargo up through the Well to the market square. Hewn into the rock near the waterline are storerooms for goods that can't be ferried up in a single day and lamp oil, spare lines, boat hooks, and planking to repair damage to the central platform.

The Landing has been run since the fall of the city by the Bredas family, once wealthy merchants now reduced to working as laborers. Like sailors in the rigging of ships, the Bredas family spends as much time amongst the ropes and nets of the Well as they do on solid ground. They're lowered down at dawn to greet the first fishing boats and flat-bottom barges carrying cargo. Each shipment from the platform has at least one member of the Bredas family riding along as it makes its transit to the city above. The job is dangerous as an unbalanced load, old rigging, or poorly made nets can send cargo and worker alike hurtling to their dooms.

The Bredas family has a macabre rite of passage when a child is considered old enough to "run the rigging" with the rest of his family. On the night before

his 14th birthday, he is lowered to the platform at the end of the working day. He must spend the night alone on the platform with just a candle, a blanket, and a knife. The darkness is his sole companion, and the sound of water rippling against the cave walls is amplified by countless echos. Those that make it through the night are greeted with stout ale in the morning to wash away the last of their childhood fears. Some never do conquer their fears, so overwhelmed by the experience that they can never again work in the Well. For all that, the test is not merely one of willpower, as several Bredas children have disappeared on their night of passage, victims of brine ungral or some other lurker in the dark or the deep.

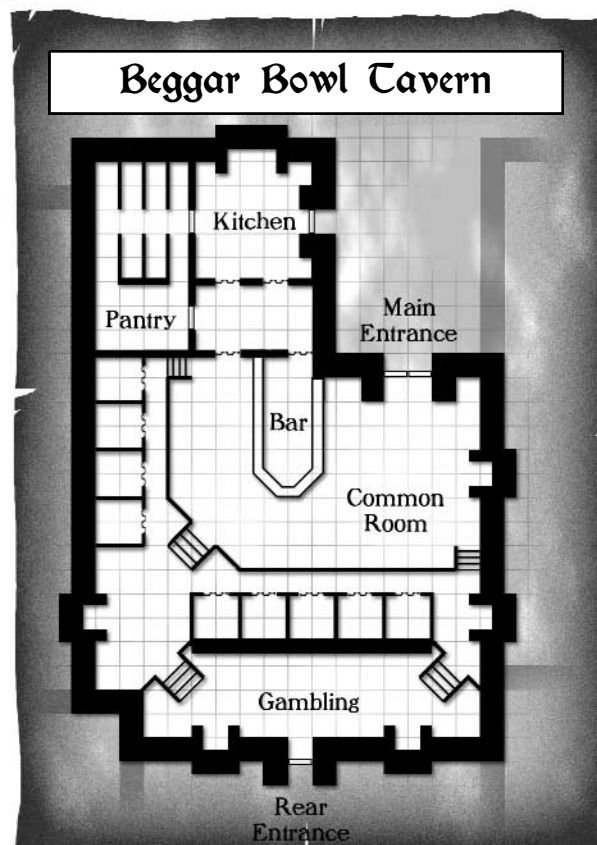
Milos Bredas (Male Dorn Expert 6/Rogue 3) is the head of the Bredas family. He abhors the Shadow but is not willing to risk his family to actively oppose it. He knows some members of the family work with the Badens, passing information on cargos, stealing small amounts of weapons and food, and even purposefully leaving cargo open to rot in the sea air. Milos turns a blind eye to such heroism only as long as the Shadow's agents stay clear of the Well. He does what he can to prevent their activities from putting the family at risk and will, if he must, sacrifice one of his kin to save the rest.

Worm Docks

At the northern edge of Tidewood are the Worm Docks. This district is dedicated to harvesting the rich bounty of the sea, and as such is dominated by almost two miles of rotting wooden docks and fishing boats. Nets in various states of repair dry in the sun and seabirds hover nervously offshore while the boats offload their catch. The area reeks of day-old fish, brine, and the tar used to patch boats that should have been broken into firewood years ago. Under the watchful eyes of the orc garrison, the sullen fishermen turn their catch over to tithemasters who leave barely enough behind to feed the fishermen's families.

Scattered along the docks are taverns that provide some relief from the hard, thankless labors on the sea and the mistreatment from bored orc guards. Warehouses, boat fitters, weavers, and simple carpentry shops compete for the limited space along the piers. Once past the piers, the district is a bewildering maze of narrow canals, wooden causeways, and small cluttered courtyards. Buildings are low, rarely more than two stories, and press tightly against their neighbors as if seeking comfort and warmth in these bleak times. The fishermen are primarily Dorns who still feel the call of the sea in their blood.

The piers are active during the day, with workers, returning fishermen, orc patrols, and tithemasters tallying the day's catch. By contrast, the piers and streets are empty and almost lifeless at night except for an occasional flickering light from a tavern or the grumbling of



an occasional orc sentry. The residents appear sullen and rarely make eye contact, clearly showing defeat and a sense of resignation to their fate as servants and slaves to the Shadow. The Worm Docks are a close-knit community and they do not welcome outsiders.

All is not what it seems, however. The Worm Docks are a Baden stronghold and the home of its leader, Prince Tomas Baden (Erenlander Channeler 7/Visionary 3). The prince plays his role as a simple fisherman well, setting sail before dawn to cast his nets. Once safely out of sight, however, his demeanor changes. He holds court on the open water, his agents among his fellow fishermen bringing him reports and taking his orders. From his tiny fishing boat, he issues

The Snarl

Baden's Bluff is the oldest human city on the shores of the Sea of Pelluria. As the city expanded, so did the sewers, leaving the bluff riddled with tunnels both natural and man-made. Over time the old sewers have fallen into disuse, collapsed entirely, or been forgotten. In the late Third Age, the Badens built a new sewer system, refurbishing some of the older sewers and digging new ones out of the rock. This system still survives in parts of the city, and is known by the locals and the occupiers alike as the Snarl. The Shadow's agents are well aware that the insurgents could use the sewers to travel about the city with impunity, and have built massive iron grills anchored into the rock to limit their use by Baden assassins. As the mood strikes the local garrison commander, patrols of orcs and goblins are sent in to sweep the homeless and whatever other vermin they might find from the sewers.

Not all of the sewers have obvious entrances, however, and House Baden's memory is long. Years of quiet tunneling have turned sections of the old sewers into secure paths into the Crown, under the walls of the Wierhold, and to the very steps of the dark temple in Hearthhome. Knowledge of the tunnels is limited, granted only to the ward leaders, and even then they only know the layout of the tunnels in their own wards. The Badens have found it useful to occasionally "gift" knowledge of a tunnel's location to the local Shadow agents, either to give them the false sense that the insurgency is weak or to influence the delicate political balance of power amongst the Shadow's hierarchy in the city.

orders that can bring silent death or ruin to even the most powerful people in his city.

1. The Beggar Bowl Tavern

At the western end of the docks and far from the orc garrison is a small tavern tucked between two warehouses. With no sign or windows facing toward the piers, there's no indication of what lies beyond its weather-beaten doors. Inside the tavern is a haven of life and in the early evening hours it is filled with fishermen, workers, and local merchants, all swapping stories, drinking the tavern's pale ale, and gambling for copper bits or prime fishing spots.

The busy tavern and the games of chance are all an elaborate show to disguise the true purpose of the tavern: it is the headquarters of the resistance in Baden's Bluff. Every patron is a Baden agent ready to defend the tavern, steel hidden just out of sight. The tavern offers a safe place for teams of agents to meet and discuss their missions, find additional willing hands, and obtain the tools they need. The tavern's back doors drop down to a small dock on a canal. Boats slip in at all hours of the night bypassing the orc patrols along the piers.

The tavern is run by Kels Lofsson (Male Fighter 2/Defender 6/Insurgent Commander 4 [see *AtS* or *M2E*]) a skilled warrior who was, in his youth, the prince's bodyguard. Kels is over sixty years old but carries his age well, and can still crush skulls with the iron-weighted cudgel he keeps behind the bar. He prefers subtlety over violence, however, and has established a simple but subtle set of signals for his patrons in the eventuality of an enemy entering the Beggar Bowl. Kels knows all of the local agents of the Shadow by sight, whether they serve a legate, a Night King, or an orc commander. He also has an uncanny ability to ferret out new spies, as well. Regardless, he is careful with this knowledge, even going so far as to let a known agent leave the tavern with valuable information; such an individual is merely given a momentary reprieve, however. As soon as Kels is sure that the spy has been seen leaving his establishment and is far enough away to avoid suspicion, he dispatches a team to ambush and assassinate the spy. These brutal but effective men always make sure to remove the tongue and jaw from the victim's head before sinking his body in the dark waters of the canals or the sea, so that it cannot be subjected to a *speak with dead* spell or similar magics.

2. Orc Garrison

At the northernmost part of the Worm Docks is an imposing stone tower that once served as a lighthouse for ships seeking the safety of the harbor. With the Shadow's occupation of the city, the lighthouse was expanded and reinforced to serve as a fortified garrison, built to control the docks. The garrison can house up to 400 troops, but currently holds just shy of 300 orcs

under the command of Gorun (Male Oruk Barbarian 7), an aging and morose oruk. Gorun sees little glory in watching over defeated men and rooting through fish searching for contraband that is never found. His command is the dregs of the city's orc garrison, and he and they both know it.

Gorun is no fool, and realizes that the resistance is strong in this district. Through the experience of three long years on the docks, he has learned its unwritten rules. His troops can move unmolested anywhere in the district, take what they need, and threaten any who do not bow before them, but that is all the resistance will allow. An orc that kills or maims a fisherman will likely be found floating in a canal before the end of the arc. The resistance has other less lethal ways of showing their displeasure; fires inside the garrison, fouled food, and poisons that can debilitate even the strongest orc for days on end are all used as warnings from the Badens when their patience is at an end.

Luckily for Gorun's troops, the fey are less dearly held to the Baden resistance. As a rare form of entertainment that just barely keeps up his troops' morale, Gorun trades with Fraag Longtusk of the Green March, giving the desperate commander a few of his garrison's well-crafted but unused weapons and suits of armor for the occasional elven prisoner taken from the war in Erethor. The captives, often wounded and near death anyway, are forced to spend their last evening of life in gladiatorial combat against the bored orcs. Those who refuse to fight are thrown from the garrison's tower; their screams and flailing in the air at least provide some entertainment to Gorun and his men.

3. fish Market

At the base of Aran's Gates is a wide plaza filled with market stalls full of fish from the cold blue waters of the Sea of Pelluria. This the largest fish market on the southern coast of the sea, and it draws merchants from throughout the city. Even stewards from wealthy families in Kingshand and Hearthhome make the difficult trek to provide the best fare for their masters. The calls of fishmongers fill the square,

each trying to shout down their competitors. The market is crowded, rank, and at times deafening.

One stall at the market is interested in more than profit. The stall run by the Teragan family is one of the most secure links between the various Baden cells in the city. Under the cover of selling fish, the Teragans pass information and missions to runners throughout the city. Items of importance are wrapped with or placed inside the fish they sell, to be delivered to waiting agents in the upper city. Amidst the noise and confusion of the market, agents can safely pass messages that will find their way to Prince Tomas's ear.

The Quarries

The western face of Baden's Bluff is pitted with shafts, carved during the First Age when the Dornish settlers quarried the stone to build their new city and to form the breakwaters that would protect their ships. As the Dornish miners dug deeper into the bluff, they broke into cathedral-like caverns with grottos and alcoves carved by water seeping from the bluff above. The caverns provided refuge from even the most fierce of the Pelluria's storms; in harsher winter arcs the Dorns were known to pull their boats into the cavern until the coming of spring. As the Second Age began and the alliance between the Dorns and the fey took root, the dwarves came to Baden's Bluff to lend their aid in the city's expansion. The dwarves dug new channels connecting the quarries to one another, some of which led as deep as the Well.

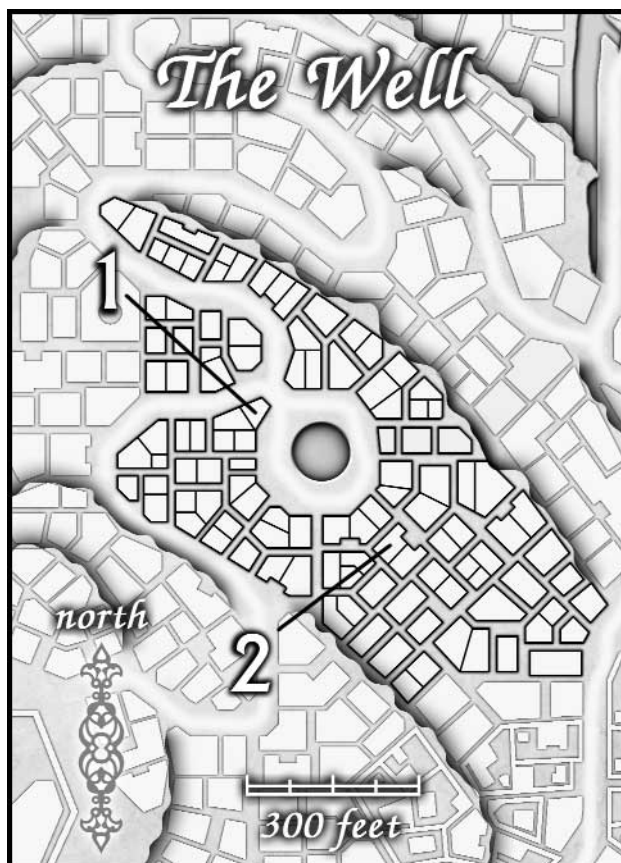
Entering the quarries by boat is no easy task even at high tide, as debris from broken ships, fouled cargo, the lack of light, and swirling currents can easily dash a ship against the jagged rocks. Ships travel by torch and lantern light with skilled pilots guiding the way. Scattered along the route are numerous channels into the rock, relics of a bygone age, their entrances as dark as Izrador's soul. Even the most experienced of the quarry pilots want to be clear of the lightless maze before the sun



sets. Further, the ravages of time and the failings of inexperienced miners have long since collapsed the tunnel leading from the quarries to the Well, so there is little reason for any above-board ship to travel the subterranean maze. The resistance, however, finds the labyrinthine caverns to be an excellent hiding place for both people and supplies. The dangers of the area are such that it is only resorted to when the Badens are at their most desperate.

The Quay

Hidden in the recess of one of the older and unused channels of the quarries is a dangerous secret: House Norfall has a hidden series of chambers beneath the city, referred to by its protectors as the Quay. The Norfalls keep two swift, flat-bottom boats moored there for smuggling supplies and agents into and out of the city. On moonless nights, using little or no light, the boats leave the caverns and slip down the coast to meet waiting ships and transfer their cargo. The Norfalls keep two crews in homes built into the face of the bluff in abandoned quarries. The crews try to blend in with the other refugees that fight the gulls for living space away from the gloom of the city. Their vantage point on the bluff face also allows them to monitor the ships coming into the city, providing valuable intelligence for the Pirate Princes.



The Bellows

The beating heart of the city is the Bellows, a ward of markets and merchants where goods from across Erenland are hawked to those with goods or services to barter. The ward is home to master craftsmen, merchants, workers, and the countless poor of the Steeps. The cobbled streets are filled with wagons and porters carrying goods, patrols of orcs and human soldiers, and legates looking for those who dare oppose the dark god. The Bellows includes three distinct districts of the city: the Well, Guildall, and the treacherous Steeps. Anyone wishing to travel from the upper city to the docks must traverse this labyrinthine area of the city.

The Well

At the center of the great market plaza and surrounded by a wall etched with dwarven and Dornish runes is the Well, a vast void that opens into the quarries below the city. Looming over the void is a boom of intricately worked iron, with pulleys and gears that hold in place heavy chains. A bronze turnstile, once driven by teams of boro but now tended by shackled slaves, powers the boom, which raises and lowers nets to the landing below. Once the nets reach the lip of the well, the boom is swung over the retaining wall and the cargo within is lowered to a receiving yard. There the merchants separate their goods and take them to market stalls that line the plaza.

The Well operates in all but the foulest of weather. Even in the winter, when ice and snow are thick and the road to the lower city is too treacherous to travel, the Well brings goods to the market. The Bredas family rises before dawn to heat great urns and pour steaming water over the ice-encrusted boom. Ice picks and shovels are often required to free the turnstile from the ice, and are also useful prods with which to force thinly clad slaves from their pens to their positions at the great turnstile.

The market plaza is a mixture of small shops built of wood and stone interspersed with temporary tables and tents. The merchants fight for the best spaces and hire local tuffs to protect their goods. Almost anything imaginable is sold here, from spices from the distant south to intricately carved ivory from the Dornish lands in the forgotten north. If you know where to look, you can also find items banned by the local legates and their puppet count. Poisons are hidden in plain sight among the healing roots and spices. Weapons are concealed inside bolts of fabric or buried under baskets of produce. Even books, the most dangerous of the items banned by the Shadow, can be found by those trusted by the Badens.

Due to the importance of the Well to the city, the local garrison has a heavy presence here. Guard patrols

of six to ten men roam the stalls, halfheartedly looking for contraband and thieves. Each of the four main roads leaving the plaza is overseen by a guard barracks: ugly, squat stone buildings, each holding up to fifty troops, usually human. Orcs are only rarely stationed here, and usually only as a punishment to the merchants and craftsmen. The Shadow's hand is light on the district as long as the goods continue to flow.

The winding alleyways, taverns, and numerous small shops are the Badens' playground. The market stalls are riddled with their agents, who smile as they sell their goods to Shadow collaborators while plotting their deaths. Merchant wagons from outside the city often leave as heavy as they were when they entered, with weapons hidden under floorboards or in seemingly empty trunks. The merchants also act as couriers to resistance bands outside the city and bring news of orc movements and events from as far south as Alvedara.

1. Haden's Sundries

One of the larger permanent market stalls is Haden's Sundries. The stall has stood in the market plaza since before the fall of the Kingdom of Erenland and has changed hands a dozen times over the past centuries, but always kept the same name. The stall is a favorite stop for merchants from outside the wall, and features everything from pickled eels to tuns of nails. The wide variety of goods ensures a constant flow of customers.

The current owner of Haden's Sundries is Daren Freheld (Male Erenlander Rogue 5/Insurgent Spy 3). Daren is like a master spider collecting flies to his web. Everyone that comes to his stand gives him information whether they realize it or not. His charming manner, quick wit, and charity to those too poor to pay have earned him the respect and trust of the local guards, fellow merchants, and even a few of the legates that call the city their home. He's careful to maintain that trust by limiting his direct contact with other Baden agents. If he has information of import, he leaves it under the bench in the corner booth of the Gull Tavern, a place he's known to frequent.

2. Merchants' Hospice

Just off the merchant plaza is a building indistinguishable from the other merchant stores that dominate the district. The building, the Merchants' Hospice, has served as an infirmary for merchants and their workers for hundreds of years. Following tradition, the hospice receives a small tithe from every merchant in the Well at the beginning of every arc. In return, the hospice cares for the merchants, workers, and their families. The hospice is staffed with skilled healers who will also, for a small fee, provide their services to travelers and those who do not live and work in the Well district.

The Silent Masters

Before the fall of the city to the Shadow, the masters of the guilds hid away the greatest secrets of their craft. Knowing that their lives were likely forfeit, they entrusted the knowledge of the hiding place to only the most skilled of their students, and swore them to oaths to protect that knowledge in readiness for a time when the Shadow would be driven once more into the frozen north. Those students formed the group known as the Silent Masters. Over the past century they have preserved their secrets and trained only the most trusted and gifted students in their hidden arts.

The Silent Masters play a waiting game with the Shadow's forces in Baden's Bluff, and are not willing to directly confront the legates who rule the city. On rare occasion, and only when the risk is minimal, they will gift part of their stored lore to the Badens to aid in their fight. The Silent Masters have access to the largest library of books to have survived the Shadow's conquest, including volumes on medicine, history, and even sorcery. Where that library is hidden is known only to the most senior of the masters. Access to the knowledge therein would be an unimaginable boon for the resistance, while its capture by the Shadow would spell the loss of hundreds of years of learning.

The legates have a keen interest in the hospice and its healers. Inspections are frequent and most believe that at least one of the healers is a spy for the legates watching for use of magic, illegal herbs, and potential agents of the Badens. For this reason, the resistance fighters in the city avoid the hospice for all but accidental injuries. Wounds caused in combat are likely to be reported quickly to the legates. The hospice has little of value beyond a stockpile of healing herbs and salves.

Guildall

In the days when the Baden flag flew proudly over the Baden palace, the craft guilds were powerful and very influential. Guild schools taught students from across the Kingdom of Erenland. The greatest masters of craft called Guildall their home. When the Shadow's army swept aside the last High King and the gates were



opened to the invaders, the guilds bowed their heads to their new masters. Sensing a threat to their power, the legates destroyed the main guildhall and school and executed the masters of each guild. Guilds that were of no use to the Shadow, such as sorcerors, bookbinders, scribes, and lawyers, were scourged down to the youngest apprentice. Only those guilds that still had value were allowed to exist, and even those fell under close scrutiny. Fourteen guilds survived the purge, and the legates appoint the masters of those more for their loyalty than their skill.

The remaining guilds have had to build their halls in repurposed homes, often taking over whole blocks of homes and converting them to guildhalls and workshops. While the guilds are nowhere near as efficient and capable as they once were, the fact of their existence at all is a marvel rarely occurring elsewhere in Erenland. As such, the quality of the crafts produced here is above the norm, and they are considered amongst the finest to be found in Erenland. Especially appreciative of that quality are the Shadow's elite and those who have profited from the fall of the Badens. These elite few submit orders for ornate furniture, fine garments, and magnificent statuary. The trade has made the guilds wealthy and, in part, restored some of their former influence. The count keeps the district safe and clean and makes sure the roads remain in good repair. In many ways, Guildhall is the quietest and safest of the city's districts.

1. The Grand Guildhall

The one blight on this district is the ruins of the old Grand Guildhall, a building that dominated the central square and covered almost two full blocks. The legates destroyed the building as one of their first acts after taking the city and have left the ruin as a reminder to the remaining guilds where true power lies. It was one of the few acts of destruction committed upon the taking of the city, and a very effective one. The building is a crumbling mass of rotten wood and stone that feels cold even on the warmest of days. The once grand entry hall is caked in dust and dirt that covers murals and guild symbols. Stories of hidden basements and tunnels leading to vaults rich with the hoarded wealth of the old guilds are still popular fare at taverns throughout the city. The tales also tell of fearsome traps, terrible curses, and guildsmen buried alive, a testament to the dangers that may still exist in the ruins.

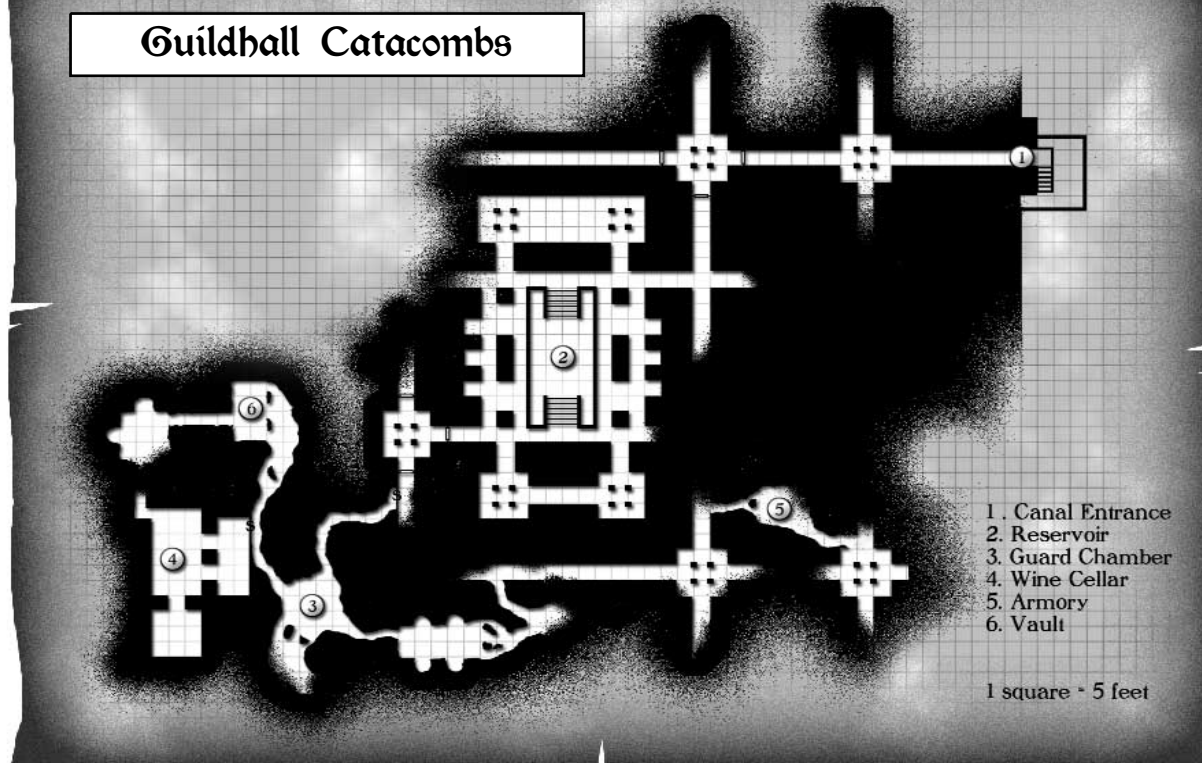
As with most tavern tales, only portions of the stories are true. The Grand Guildhall did have subterranean rooms filled with objects of art, rare books, and the wealth built from centuries of guild dues. When the Shadow loomed over the north, much of the wealth went to finance troops and equipment in a vain attempt to help House Baden and the High King. Even before the Fortress Wall fell, however, the Guildmaster began to move the treasures of the guild to a new stronghold within the city, one known only to the most trusted of his fellow guildsmen. By the time the Shadow's armies poured into the defenseless city, the guild vaults had long been empty. When the legates came seeking the guild riches and found that they were gone, they tortured and then buried the guild leaders alive in their empty vaults. They then cursed the ground to prevent their rescue.

The basements and passages below the Grand Guildhall are a dangerous maze filled with traps left by both the guild and the first legates who ruled the city. Avoiding the traps is but one peril on the route to the guild vaults. Swarms of deadly vermin are bound here by Izrador's will, some living and some undead. The vaults themselves are the final traps, each containing the angry undead spirits of the guild leaders who were left to rot there. As a final irony, the legates left them a treasure of sorts to guard, gold bars and cheap jewels infused with the insidious powers of the dark god. Taking the treasure is the road to corruption and horrible death; its curse leaches the holder's health like the dark mirrors steal the magic of Aryth.

2. The Shadow Fane

One of the most successful merchant families in Baden's Bluff are the Cerogans, dealers in iron and steel. Most of the city's smiths are indentured to the family and produce weapons for the city garrison and privately hired guardsmen. The family is known for its black wagons with their high wooden walls, heavy cloth

Guildhall Catacombs



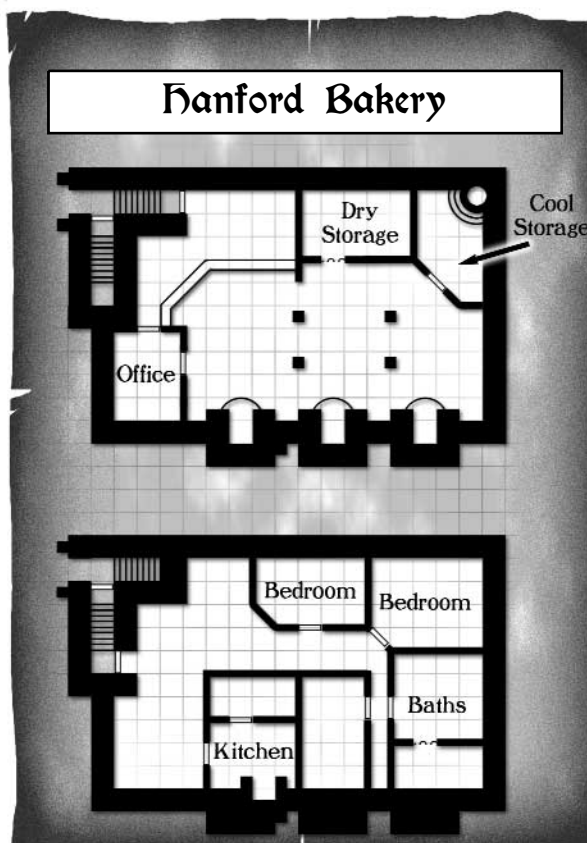
canopies, and metal-shod wheels. The wagons can be heard scraping across the cobbled streets at all hours of the day and night. The Cerogans have converted several buildings near their mansion into warehouses and a quatering yard for their wagons.

The Cerogans were devoted servants of the Shadow well before the end of the Third Age. Several favored sons of the time slipped quietly north to train as legates at Bandilrin, and that tradition continues today under similar secrecy with a differing motive. The Cerogans' mansion is the stronghold of the Cabal in Baden's Bluff and houses its darkest secret: a hidden pale mirror, a dark twin to the Devout's mirror in the Crown. The Cerogens have built a shadowed fane deep beneath the quatering yard to house their prize. The Cabal's legates, posing as drivers and servants, hold their rites at the fane, sacrificing victims brought bound and gagged from the Steeps in the backs of the black wagons. The Cabal's greatest sacrifices are legates who have lost the true path and follow the usurper Sunulael, captured in a vicious sect war. The war is quiet but deadly, and more legates have been killed in this fight than in any action by House Baden.

3. Hanford Bakers

The Hanfords have been bakers and guildsmen for centuries. Their breads and rolls are hearty and

Hanford Bakery



affordable, and seem to resist mold and staleness better than most. The demand for Hanford bread keeps the ovens constantly stoked and bakers working through most of the day and well into the night. Even those too poor to benefit from the bread are still granted some reprieve from their misery by the bakery: the warmth of the ovens can be felt through the walls, making the alleys behind the building a favorite spot for the desperate and homeless on freezing nights. The Hanfords usually take pity on the worst-off of these, giving them work hauling wood and stoking those same fires in exchange for food for themselves and their families.

The Flayers

The Flayers are currently the largest and most dangerous gang on the Steeps. They control nearly all of the eastern half of the Steeps, denoted by the road that continues up past the place where the Aransway tunnels into the bluff. The Flayers' stronghold is a three-story tenement with few windows and a single entrance that can be barricaded in a matter of minutes. Over 50 boys and men armed with daggers, broken glass, and clubs can be found in the area at any one time, ready to surge out of the surrounding tenements to exact a toll or blood from those who would travel through their turf. Some merchants pay the Flayers to attack wagons belonging to their competitors or to beat guardsmen who sell them out or otherwise cause problems.

Leadership of the gang changes with bewildering speed. The most recent struggle for leadership left dozens killed or maimed. The new leader is Bron (Male Sarcosan Warrior 4/Rogue 5), a young man bearing the scars and the gaunt ferocity of someone who has spent his whole life in the Steeps. Only when well outside of his earshot will his underlings whisper about the Night of Knives, when several witnesses saw Bron, then just a minor lieutenant, kill each and every one of his higher-ups, seeming to grow stronger with each life taken. The truth is that Bron sold his soul to the Cabal for their aid in taking control of the Flayers. With the legates' help, he easily slaughtered the old leaders' guards and took control of the gang. The price was victims for sacrifice. Those who don't support Bron spend their final moments screaming on an altar to the dark god.

The current head of the bakery is Emos Hanford (Male Erenlander Expert 3/Defender 6/Insurgent Commander 2), a 70-year-old man who still gets up to knead dough for the ovens long before the cock crows. This simple man is far more than he seems. Emos is the Lord of the Silent Masters (see sidebar, page 13) and protector of their greatest treasure, which is hidden deep beneath the Hanford ovens. One of the massive iron ovens can be turned to reveal stairs leading down to a hidden vault containing the treasures of the former Grand Guildhall. As the ovens are rarely cool, no inspection of the bakery has ever revealed the secret stairs; Emos keeps the ovens stoked for just that reason. As long as a Hanford runs this bakery, it is unlikely that the treasure will ever be found.

The Steeps

The land rises sharply from the Tidewood up to the bluff for which the city is named. This steeply angled section of the city is notoriously difficult to build on and unpleasant to traverse, and as such has been relegated to the poor and the working-class. The Steeps, as this middle ground between the docks and Baden's Bluff proper is called, has precious little level ground, and most of that is needed to turn wagons that wind up the narrow streets from the Stone Docks to the upper city. The streets are treacherous during the spring and autumn rains, and are virtually impassable in the snows of winter. Houses are piled one on another, crudely constructed and jammed with those who can afford only slightly better homes than the residents of the quarries or the squatters who live outside the city walls. Collapsing buildings kill residents on a regular basis, but that doesn't stop refugees from scavenging the wreckage to rebuild on the same ground. The district reeks with its own filth, which is only cleared away by the heaviest rains.

The desperation of the people here is palpable, and you can see it in the pleading eyes of the women and children who beg for food and in the men that will take work no matter how dangerous. Life is worth little here, and people have been killed for as little as a loaf of bread. Adding to the misery are gangs of young men and boys who terrorize their neighbors and take from those who have nothing. They have no care for the pain they cause; they care only for themselves. Their souls are dark and hard as flint and they'll fight anyone who tries to take what's theirs, whether supporters of the Shadow or the Badens. Some of the Shadow's best killers have been recruited from the Steeps.

Moving through the Steeps is difficult anywhere but on the main road. Side streets have long since been encroached upon by new shacks and are overshadowed by precarious second stories, while alleys are barely wide enough to walk through single file. The farther one gets from the road, the more likely an alley or road is to disappear entirely, leaving the pedestrian to move

through or over crudely built houses. Finding someone in this rat's warren is almost impossible. Even the orcs haven't been able to press through to the farthest reaches of the Steeps.

The Hollow

Buried deep in the farthest recesses of the Steeps are three crumbling tenements built into the side of the bluff. The buildings are ancient and covered with mold and decades of filth. Those forced to live near the buildings call them the Hollow and claim that the buildings are alive and hungry for blood and souls; as far as they know, those who enter never return. On days when the air is still, they claim a chill breeze flows from the buildings.

The Hollow has a malignant influence over its surrounds. Disputes between neighbors and gangs are more prone to become violent, and small slights easily turn into mortal insults. The bonds between friends and family can dissolve overnight. Delusions and paranoia are common, with people raving at shadows and unseen creatures lurking in the night. The madmen's claims aren't far from the truth: there are unseen monsters sliding through the mire, spreading hatred and murder. The Hollow is the lair of a group of masterless astiraxes, refugees from the war between the Cabal and the Devout. Free from their hated masters, the astiraxes spread their evil and hide from those who would bind them once again.

Their lair, the Hollow, is three buildings built partially above and partially inside the face of the bluff. The buildings are decaying and stairs and floors are likely to give way at any time. Strange molds grow throughout the buildings that, when disturbed, cast up clouds of choking spores. The only living residents are scores of rats, which act as the agents and hosts of the astiraxes. If attacked, the astiraxes can summon swarms of rats in their defense. The astiraxes reserve their greatest hatred for the legates that hunt them and their brethren who willingly serve the Shadow's priests. The bones of several astirax hunters litter the floors of the Hollow.

Leewall

If the docks are the city's commercial center, the Leewall district is its public face. The district is the only one directly accessible via a land route to the city, and its Hearthhome ward has perhaps the most hospitable and relaxed inns in all of Eredane. The city wall looms over most of the district, now keeping the rogues and rebels inside rather than defending against some threat from the south—for the past 100 years, there has been no threat for the city's current masters to fear.

Most nonshipping visitors to Baden's Bluff enter the town through the main gate, coming from the Road

of Ruin that winds northeast through the war-torn plains at the edge of Erethor. The gate is guarded by three thick portcullises manned by a half-dozen hobgoblin warriors and their trained dogs. Visitors to the city must prove that they have good reason to enter before the first two portcullises will be lifted. At the third portcullis, and once visitors have been trapped by lowering the first portcullis, the dogs sniff out any contraband. They are trained to smell steel and elves, the most common and recognizable signs of the resistance. Those with the scent of steel are searched and, assuming they bear no weapons, given the opportunity to explain themselves. Those with the odor of elvish goods or herbs clinging to them are immediately put to the sword. Once cleared, the final portcullis is lifted and the travelers are allowed to pass into Leewall.

The Leewall district is made up of three wards—Weirhold, Hearthhome, and Kingshand—each of which has its own distinct ambiance and inhabitants.

Weirhold

This ward is characterized by its muddy streets and downtrodden, claustrophobic atmosphere. The buildings of the ward are built very close together, and upper stories often extend out over the crowded lanes, casting a shadow over them for all but a few hours of the day. Mostly constructed of failing wood and old brick, every structure looks crooked and appears to be ready to fall at a moment's notice. Fires occur occasionally, but the moisture and humidity coming off the sea ensure that they spread slowly and thus do not envelop more than a few buildings. Most of the street level structures are brick, with wooden frames built atop them, so even the short-lived fires tend to only devastate second- and third-floor establishments and dwellings. The majority of the buildings are tenement-style housing converted from once prosperous shops and offices, or low-rent inns, taverns, and brothels. The ward also houses most of the city's blacksmiths, butchers, and other animal handlers, as the city's lawmakers discourage all unnecessary animal movement through the center of the city to prevent the fouling of the waterways.

The people of Weirhold appear as sodden and aged as their residences. They go about their days scraping together what meager food and barter fodder they can, contributing large percentages of these small gains to the various ward bosses that demand tribute from the hopeless lower classes. Those with the most energy tend to be those with the most to gain from such depredations—hucksters, macks, and con men looking to “show newcomers around.” The rest make their living by selling themselves as laborers loading and offloading caravans, by venturing outside the city walls to serve the orc warbands camped nearby, or by begging what they can off the more successful citizens of the other wards.

Ayrk Mellon

Ayrk is a glib-tongued huckster who roams Weirhold near the main gate, watching traffic come into and out of the city and looking for newcomers from whom he might liberate valuables or information. He is a tall, skinny fellow that appears to be an Erenlander at

The City Wall

The wall that separates the bluff from the rest of Eredane is a monstrous structure of gray stone that remained intact even as the city fell to the invading forces. It stands roughly 30 feet in height, is seven feet thick, and has an exterior battlement with regularly spaced merlons. The wall is composed of three layers of large stone slabs quarried from the western side of the bluff, making it the thickest and most resilient wall of any of the Pellurian cities. From a distance, it appears as smooth and unblemished as the wall of the keep that stands atop the bluff, but up close the scars of war can be seen marring the wall's stony surface, including arrow scrapes, scorched pock marks, and the symbolic Rebel Guard. The ironically named Rebel Guard is made up of the preserved skeletons of several city leaders who were captured during the city's fall. Each skeleton has been hardened to the strength of stone and fused with the wall, a plaque hanging above its skull naming the deceased and his crime.

The wall has living guardians stationed along it as well. A regiment of hobgoblins mans the wall at 100-foot intervals and controls traffic through the gate via its three spiked portcullises. The legates prefer bringing the more orderly hobgoblins from the south to man the gates, leaving the unruly orcs to shirk less important duties within the city's wards. While the city's rulers know that such a measure will not keep determined resistance members from walking in right under their noses, they hope that the appearance of strength and vigilance will discourage outside recruitment of resistance fighters.

The wall's only tower rises an additional 30 feet into the air, casting its shadow over all who move through the gate and housing the guard captain and about half the remaining wall guards. The rest of the wall guards have barracks in a supply warehouse that stands near the gate on the inside wall.

first glance (thanks to a constant disguise), but whose real origin lies in the northern villages of the Dorns. He wears a broad black hat to match his wide smile, and is always happy to show newcomers around for nothing more than a drink. Of course, he is also happy to sell out the very same folks if he thinks it will gain him any advantage within the city. Ayrk is very involved in the halfling slave trade, and will hire goons to kidnap any free halfling that enters his domain. He then ships captured halflings around the Sea of Pelluria, commanding the highest possible prices from the slave-starved traitor princes of the North.

Street Preachers

Religion is often the province of the hopeless, and one would be hard-pressed to find a more hopeless people than those who live in the squalor of Weirhold. As a result, the ward is replete with wandering preachers extolling the virtues of turning to the path of Izrador. Although it would seem that the resistance would silence these evangelists, they have long since learned that more will always appear to take the place of the fallen. This is ensured by the legates' sanctioning and financial compensation of these preachers, who often provide information to the city authorities about the goings on in Weirhold.

1. Hobgoblin Guardhouse

The newest and only fully renovated structure in Weirhold, this troop house was built on the foundation of the mayor's old ceremonial home, which was one of the few buildings razed during the city's occupation. (The mayor's position was mostly ceremonial, and he made his real home in either the Kingshand or Guildall district. This house was only occupied by servants unless the mayor was welcoming important guests to town.) The hobgoblins have since taken over the grounds, maintaining them themselves and populating them with trained mountain hounds under control of a houndsman, who is the highest ranking soldier living in the barracks.

The current houndsman, Atradees Khoyl (Male Hobgoblin Fighter 5/Wildlander 2), is a scarred veteran of several campaigns against the dwarves of the southern Kaladrans. He made his name as a tracker, and his affinity with dogs is legendary among his race. He keeps three large mountain hounds in his quarters, and has another dozen patrolling the grounds day and night. The dogs can often be seen lounging in the shade near one of the two fountains on the grounds. The fountains, along with the rest of the landscaping surrounding the guardhouse, are well kept by the hobgoblins, creating an area of dissonant beauty in a district known for its filth and poverty. The citizens of Baden's Bluff grumble that the hobgoblins keep the grounds up to rub their faces in their destitute condition, but in truth it is simply in the hobgoblins' nature to keep order to their surroundings.



Atradees lives in the old servants' lodge behind the main house, and 56 other hobgoblins live in the barracks on the ground floor of the house. They have constructed a rope bridge that connects one of the upper balconies to the top of the wall, and use it to perform shift changes.

2. Deegan Kerak, The fleshcarver

The Weirhold is home to many butchers, but none enjoy the work or revel in anatomical knowledge quite like Deegan Kerak, fearfully referred to as "The Fleshcarver" by the citizens of the ward. Deegan is a scarred and crippled dworg who has so far been able to pass himself off as an orc who was expelled from military service due to his lame leg. To avoid suspicion, he at first adopted a cruel, aggressive personality with everyone he dealt with. He has since entirely given himself over to this disguise, and has forgotten how to be kind or feel compassion for others. He chops meat off the carcass with bold strokes, designed to spray as much blood as possible around his workshop. He often berates his customers and publicly assaults those who cross him or fail to pay.

Even the orcs who patrol in Weirhold give him a wide berth, and none have ever shown the courage to try to stop him from abusing his customers. The Fleshcarver knows he has the entire ward cowed, but does not take advantage of this fact as one might expect. He was once approached by a local rake who wanted to recruit him into a protection racket, but Deegan was seen eating what was obviously a human leg the next day, and he has not been approached or bothered by the local rogues ever again.

Deegan's greatest fear is being exposed for his true heritage, although he suspects many in the ward already know. Someone that discovered this information would hold the key to cracking his cruel, uncaring façade, and could count on him to do whatever it took to keep his secret safe.

3. The Tussle House

In a ward known for its low-class, often depraved, offerings, the Tussle House ranks among the very best, or worst depending on how you see such things. Its employees, both male and female, are all of high quality, but what sets them apart from other brothels is their



willingness to engage in just about any acts their clients can dream up. One patron in particular, an undertaker named Maron, does not pay for the brothel's normal services—rather, he only asks to make small cuts on those he hires, which he then sews up with enough precision to leave only the slightest of scars. Two of Tussle House's employees exist only to indulge Maron, allowing him to reopen the same wound over and over again in exchange for avoiding the other duties of the hall's employees.

The cost for such services is high, of course, even by the standards of those who still live in relative luxury in other parts of town. In addition to standard fees, each of the clients must give over a family heirloom or personal keepsake, even a trinket or bauble so long as it is at least somewhat dear to them, which is promptly added to the collection of the Tussle House's madam, an enigmatic and ageless Erenlander named Arla Dell. Arla, despite her occupation and the reputation of her house, is welcome at every feast and gathering in the city. She does have a few enemies among the legates and the resistance, but otherwise she enjoys an almost unprecedented level of social mobility and fluidity in the city of Baden's Bluff.

Arla Dell

Arla Dell is actually not an Erenlander at all, but a wood elf named Areala Duelhe who represents the elves' most valuable asset within the city. She is a master spy in the ranks of Aradil's Eyes, and she regularly communicates with the Witch Queen herself to keep her apprised of important events within the city. The trinkets that her people collect from their patrons are not only a form of payment, they are also keys: keys allowing those patrons to be scryed upon by Areala or, if the donator is of a high enough rank, one of the Witch Queen's advisors.

As the war encroaches on Caradul, however, information from Baden's Bluff has become less and less important to Aradil, and Areala seems to be falling more and more in love with her primary alter ego. It's possible that soon Areala may stop being an elven asset, quietly renounce her allegiance to the Eyes, and immerse herself fully in the intrigues of the city. This would be a great blow to the foes of Izrador, something the servants of the fallen god could not fail to realize if they discovered her identity.

4. Hole in the Wall

On the Leewall's western edge there is a two-foot-by-two-foot chunk of stone that is actually a *permanent image* created long ago by some forgotten mage. The breach has yet to be discovered by the Shadow's forces, and is only known to two or three resistance leaders. It comes out underneath a stilted tenement in the worst section of Weirhold, and, for those who know of it, remains an easy way of entering the city without catching the attention of the guards.

Hearthhome

This ward is the closest thing to a normal residential area that Baden's Bluff has. Most of the city's tradesmen, government employees, and what remains of the city's property owners have their homes here. The ward's function has not changed in the last century, and it is perhaps the closest glimpse one can get of Baden's Bluff before the war. Many of the trade houses and homes have been passed down from family to family through the years, and more of these legacies have remained intact than in any other part of the city. Of course, the citizens of Hearthhome have been forced to pledge their allegiance to Izrador, and they are watched very closely. As a result, the people here tend to be outwardly very pious, and there is a culture of eavesdropping and backstabbing as those with the most to lose try to keep a hold on their tenuous positions and reputations.

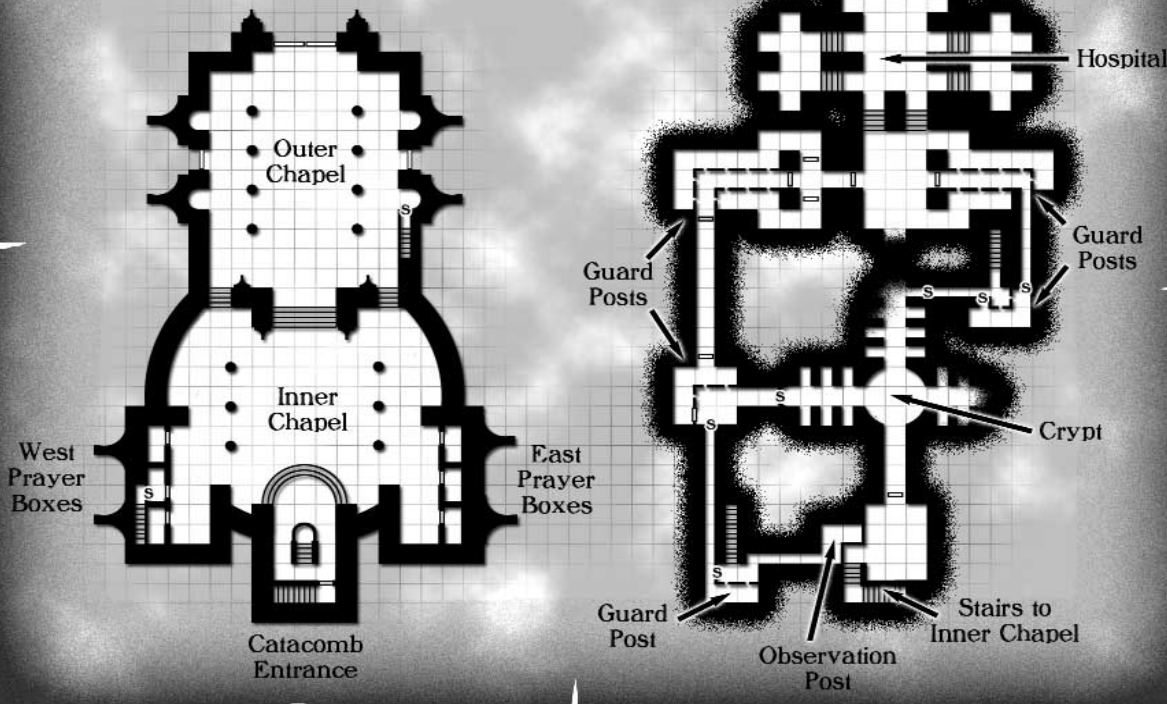
Temples of Izrador

One of the most interesting developments in Hearthhome over the century-long occupation has been the propagation of large shrines dedicated to Izrador. At first, two temples were established to oversee the conversion of recruits and to organize sacrifices to be taken to the Black Mirror in the Crown. Some new recruits who wanted to prove their piety began to establish shrines to the fallen god, each of which soon attracted more and more followers. Thus were born the new churches, led by unordained leaders who have established a cult-like presence in the ward. Some of the legates are getting uncomfortable with this arrangement, and since they don't want to be seen undermining religious fervor, they have been turning to their natural enemies in the resistance to sabotage these cults.

Legate Denarius

The most vocal opponent of these "false cults of Izrador" is a legate named Denarius, a gray-haired giant of a man from the northern wastes. He has thus far resisted his natural impulse to cleave through the congregations of cultists who twist his religion, and has instead

Temple of Izrador



focused his efforts on courting dangerous relationships with some of the resistance factions. He has not gone so far as having a cult leader assassinated, but intimidation and threats against cultists have been increasing lately. Both Denarius and the resistance are playing a dangerous game by working together, but so far it has worked to their mutual benefit. Denarius is risking everything by helping the resistance in his ward perpetrate crimes in others, and should the link be found out, the wrath of his fellows would be swift and brutal.

Kingshand

The Kingshand ward is a well-kept part of the city, owing to the influence of those who live and work there. Kingshand stays fairly dry, being sheltered from wind and rain off the Pellurian by the rest of the bluff, as well as benefitting from storm drains that filter water into Weirhold. This ward fulfills the same duties now as it always has—it is where the administrative dirty work of running the city is done, as well as the location of the second-largest orc garrison in the city. The high legate's minions relish their ability to lord power over the citizens' token representatives, who meanwhile do their best to keep their heads down and help the people of their wards as best they can. It is a place of allegiances and conferences, where even those with the authority of the

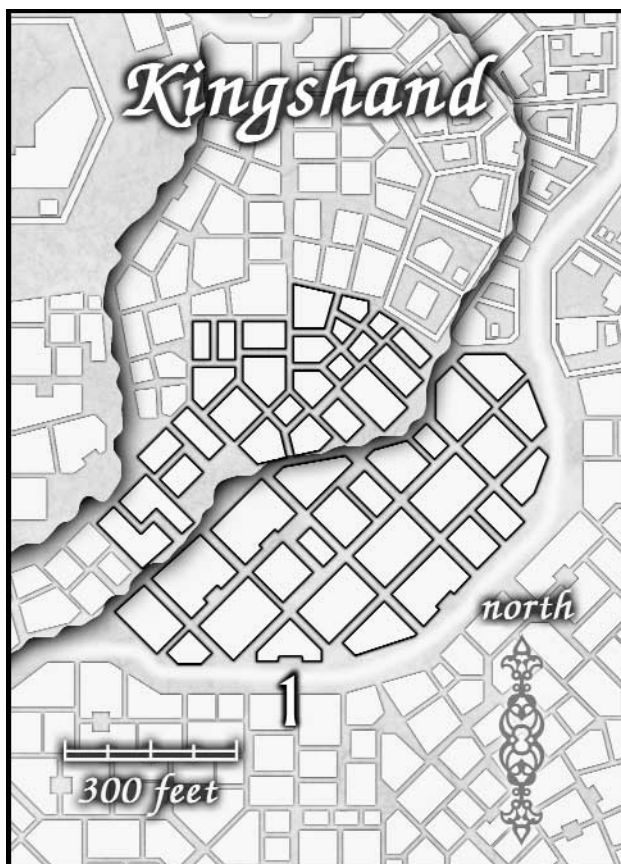
Shadow can be outmaneuvered by clever representatives of the people.

Those who live in Kingshand work in the government or serve those who do. Most of the legates and Shadow officials live in large homes, each of which is kept up by dozens of halfling slaves. Citizens of Baden's Bluff that assist in the task of running the city also live here, but are not allowed to occupy the area's homes, even those left empty for decades. Instead, they live in well-appointed apartments that are nonetheless painful places to live, overlooking and abutting the orc garrison and exposing their residents to the constantly horrific smells and sounds created by those vicious soldiers.

1. Government House

The main house of government in Baden's Bluff is a triangular structure with three wings and a courtyard whose gardens boast flowers from all around the coasts of the Sea of Pelluria.

One wing of the house is given over to the leaders of the citizenry. It is heavily guarded, and those within deal with the most mundane aspects of keeping the city running—work orders, maintenance, and disputes between citizens. The legates allow the citizens to handle their own disputes most of the time, which gives the impression that they still govern themselves to a small extent. Of course, the mere threat of a dispute being



“sent up to the Crown” ends many complaints even when the resolution is not to the liking of either party. Orc guards are plentiful here, and one loyalist human agent is assigned for every three citizen workers to watch for and report suspicious activities.

The second wing houses the legate representatives, nominally in charge of crime and punishment. They constantly exert their authority to crack down on resistance within the city as well as to improve their personal positions in the eyes of their masters in the Crown. Serving as bureaucrats in the hellhole of Baden’s Bluff makes most of these legates petty and defensive, always involved in a power struggle of some kind to validate their lowly positions.

The third wing was largely devoted to records and taxation before the legates took over, and this has not changed much in the intervening years. There is still a library full of records, although all of the non-religious books have been destroyed, and taxes are accounted for here. Since animals cannot enter this section of the city, an auxiliary taxation house has been established in Weirhold, where citizens can bring their tribute and have it accounted for before it is slaughtered.

Hidden in a cramped chamber accessed through a secret door found behind the stacks in the records wing lies one of Baden’s Bluff’s greatest treasures—a cache of magic items and written lore that has survived intact since the days of the Last War, hidden within a box of special material called mirrorglass. The rare substance is

only found in the aftermath of a black mirror’s destruction, and is probably the result of the intense heat of the accompanying explosion applied to dirt, sand, or masonry. More important that how it is created are its properties: the material appears to block astiraxes’ ability to sniff out magic. The Badens know that this cache is here, but have yet to risk the attempt to retrieve it. This could be the most important cache hidden in the city, as it is rumored to hold a map and accounts of several of the earliest caches and safehouses established by the Badens as the Third Age came to a close.

The Crown

When the Dorns settled the city, they reserved the highest ground overlooking the bluff for a stockade, a last retreat in times of trouble. Over the centuries, the stockade was converted to a simple keep, then a curtain wall was built to enclose the hill, and finally, in the days of the Badens, into a walled estate, with beautiful gardens and an ornate but still defensible palace. Barracks were constructed for the elite of the city’s guard and a parade ground was laid out to allow for their training and review. For over two thousand years the Baden flag flew proudly from the battlements and people looked with pride toward the Badens and their city.

When the city fell, the court and its administrative offices were gutted and converted into homes for those who would fawn at the feet of the legates. In the royal apartments, the legates installed a puppet duke and gave him all the trappings of a great lord, though with little or no real power. The duke’s court was comprised of legates, mercenary leaders, and merchants who sought to profit from the subjugation of the city; they acted more as the duke’s jailers than as his subjects. The once magnificent gardens have become in some places fallow and in others a collection of weeds. The barracks were given over to the most trusted of the human mercenaries and soldiers, usually those raised in families that had secretly worshipped the dark god in the Third Age and paved the way for his great victory.

The Crown, once open to the citizens of Baden’s Bluff, has become a fortified camp, designed to protect the residences of the city’s elite and keep the rabble away. The walls surrounding the Crown have been strengthened and all of the gates but one have been permanently sealed. Buildings outside the walls have been razed to provide almost a hundred yards of killing ground, providing no cover for Baden assassins attempting to sneak into the court. Merchants’ wagons are thoroughly searched and escorted the entire time they are inside the walls. Deliveries are only allowed during the day and then only from a small, vetted group of merchants. The Crown, once the last refuge of the people of Baden’s Bluff, has become a bastion seemingly under siege from the people it was designed to protect.

1. The Spire

In 382 TA, elven influence was strong in the city and the Green March extended to the edge of Baden lands. Elven traders and scholars were a common sight in the city's markets and libraries. To honor the alliance between the two peoples, the elves were granted land inside the Crown to build an embassy. In return, the Prince asked for a boon: that the elves create a grand garden to bring the beauty of Erethor to Baden's Bluff. It took the elves a generation to build their spire, which reached gracefully up to the heavens. Around its base was a garden of exotic trees and flowering shrubs that filled the spring air with strange and wondrous scents. The spire reached higher than even the Badens' own keep and provided a vantage from which to see the entire city. In a display of their generosity, the elves allowed Sahi scholars access to the spire on auspicious nights to observe the messages from the Riding Host.

As the Third Age was nearing a close, the elves were the first to sense Izrador's growing power and the corruption festering in the city. Elven traders were found dead, their bodies mutilated and their souls forever lost. Elven homes were attacked or marked in arcane symbols written in blood. The city became unsafe for the fey, and soon only a small embassy remained, virtual prisoners in their spire. The final blow came in 891 TA, on a night of the new moon, when horrible screams were heard from the spire. When the city guards broke in, they found the elves dead and symbols of Izrador carved into their skin. The bodies were burned, their ashes spread in the grand garden, and the spire's doors and windows were bricked shut.

When the Shadow's armies occupied the city, no attempt was made to reclaim the tower or nurture the gardens. The area was left to rot and the gardens grew wild, a rare explosion of life in a city struggling to survive. The tower lay dormant until the Year of Blood, 34 LA. Baden agents crept over the walls before dawn on the last day of the arc of Sennach, stole across the garden, and silently killed the guards patrolling outside the former Baden Court. As the sun rose, the change of guard arrived to find 30 corpses, including guards, collaborating nobles, and legates, all neatly beheaded and laid out in the garden. In response the legates culled one person in twenty from the city and sacrificed them on the altars to Izrador and requested aid from Sunulael. Then, on the darkest and coldest night of the year, as the people prayed for a respite, horror and despair came to the city on great black wings. The wyvern had arrived.

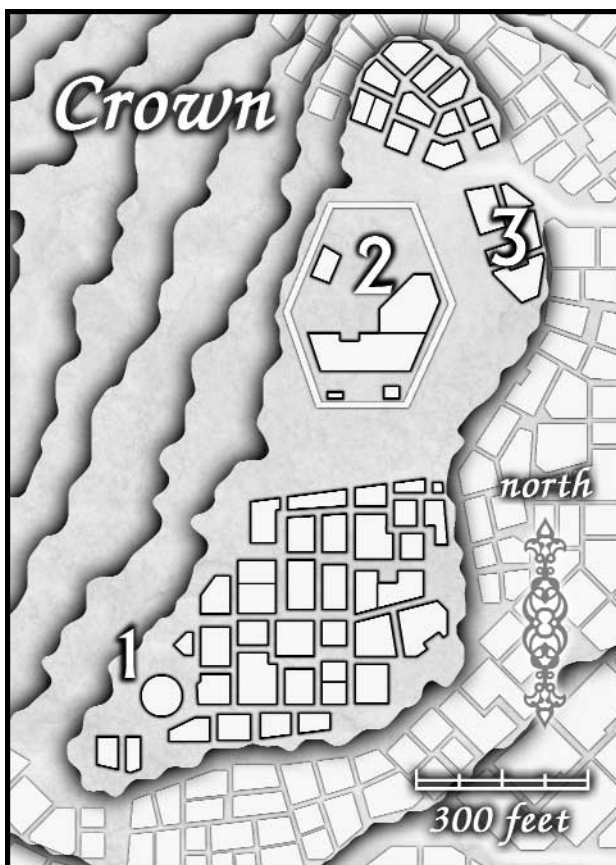
The wyvern was a parody of the great drakes that once ruled the skies, its head stunted, jaws uneven with serrated bone ridges, massive wings ending in barbed hooks like malformed claws, and ominous, unblinking dark eyes. It stank of death and decay and what skin it had was like ebon parchment stretched thin against its bones. Wherever it went, it spread despair and defeat. Those foolish few who tried to stand against the beast

and felt its gaze could not find the will to raise their weapons. The beast took as its perch the graceful elven spire, a mockery of great Zardrix and the Dark Tower to the north. While Zardrix's mind is too shattered to notice the insult, her fellow Night Kings are well aware of the significance of Sunulael's audacity and the challenge it sends.

2. Baden Court

Dominating the hill is the sprawling palace, once the home to House Baden and still known as Baden Court. Affairs of state and much of the day-to-day work running the city were once conducted here. Ambassadors, scholars, artisans, guild masters, and even the common citizens of the city came to the court to settle disputes and beg indulgences from the Badens. In the Last Age, the palace has reverted to a fortified residence for legates, collaborating nobles, and those with enough importance or influence to merit apartments in the best-protected residence in Baden's Bluff. There are no supplicants here, only those who have sold their souls to Izrador or those who will spend their last days in agony in the fetid chambers beneath the palace.

The palace has been expanded from the early keep throughout the ages, each new wing designed in the style of its day. The newest wings, most built in the later



Third Age, are more dwelling than fortress, with larger windows, balconies, and interior gardens. Older portions from the Second Age retain heavy ironbound doors and tall slit windows too narrow to allow even a halfling access. The truly powerful reside in the old keep, with doors barred and guards posted in every corridor. Beneath the old keep, the legates have reopened cells left empty for centuries and filled them with the most hated and dangerous of their enemies. The skilled inquisitors ply their trade here and take pleasure in keeping their victims at the brink of death in excruciating agony for weeks on end. When they are finally tired of their toys, their bodies are left impaled outside the gate to the Crown as a warning to those who would oppose the dark god.

Even in the days of House Baden, the court was known to be a center of intrigue. The palace is riddled with hidden passages purposefully installed to allow the Badens to spy on their guests and each other. Most, but not all, of those passages have been discovered by the legates. Very few have been sealed as the legates have found them just as useful as the previous residents. There is little trust among the wicked, and more than one legate has met his death by a rival's blade in the dark recesses behind the walls.

In the first days of the occupation, as the legates scoured the city for the Badens, rumors flowed about a secret tunnel from the court that ran under the walls of the city. The rumors claimed Prince Mikal Baden stayed at the court and watched, with tears in his eyes, as the orcs entered his beloved city. He was said to have remained atop one of the court towers until the orcs reached the gates of the Crown and then fled out the escape tunnel to join his personal guard outside the city. The legates believed the rumor and spent days searching for the tunnel and torturing those servants that remained to find any clue to its location. The legates were never able to discover the tunnel, but did find Prince Mikal's dagger atop the tallest tower, its blade embedded in a symbol of Izrador: a silent vow that House Baden would have its revenge on the Order of Shadow.

3. The Watch

Nestled inside the walls of the Crown are the former barracks of the House Baden guards. The barracks, as befitting their status as the home of the House Baden elite, were grand buildings with spacious apartments for officers and ornate walls inscribed with the Baden victories. At the height of the Badens' power, over 500 officers and troops were housed here, providing security for the Crown and acting as a strike force for threats against the city. When the gates were opened to the Shadow's armies, many of the guard had already fled, abandoning their equipment and either hiding inside the city or trying to join resistance groups in the Westlands. Some, ingrained with a sense of duty to protect the city of their birth, laid their weapons in front of the legates and

offered their service to maintain order; their bodies were soon displayed hanging from the battlements they offered to defend.

The barracks are now home to human mercenaries and collaborators loyal to the Order of Shadow. The murals of Baden victories have been gouged from the walls and replaced with symbols of Izrador. The mercenary units compete for the high legate's favor in order to be stationed inside the Crown, trying to impress him with their brutal efficiency and unquestioned loyalty. Service inside the Crown is the best duty available in the city for many reasons. The living conditions are well above the norm for the other barracks in the city. Soldiers in the Crown need not patrol the disease-ridden slums or risk daggers in the dark. The competition between mercenary groups for this attention is therefore fierce and sometimes even deadly. Battles of influence and obtaining sponsorship from leading nobles and merchants, however, are usually more effective methods than conflict in the city's back alleys. There is only one unwritten rule in the competition: only humans may be stationed in the Crown.

The watch is currently commanded by Theron Tolsson (Male Dorn Fighter 11), a native of the city and the son of a family long connected to the worship of Izrador. His parents and uncles are wealthy merchants who supply arms for units destined for the Fey Killer's armies and supply local legates with luxuries from Alvedara and beyond. Two of his brothers serve in the dark temple in the Crown, one as a soldier legate and the other as a master of rites and rituals. Theron's family connections have served him well, and are in large part responsible for his position of command. He understands the cost to his family if he fails at his duties, and therefore pushes his men hard with daily weapon training, mock battles, and snap inspections. The Crown guard has become a competent and disciplined squad of soldiers, but are still far short of being an elite military unit.

CHAPTER TWO

Beyond the Bluff

This chapter describes the land surrounding Baden's Bluff, from the peninsula on which the city lies to the coast of the Sea of Pelluria spreading to the east and west, and culminating in the broad Westlands to the south.

The information presented in this chapter is closed content.

The Peninsula

The city of Baden's Bluff crowns a wide peninsula that juts out into the mockingly serene azure waters of the Sea of Pelluria. The bluff is the last in a series of gentle hills that march north from the River Orh, a rich land blessed with fertile soil and good weather. The estates that the Dorn and Erenlander nobility once held here were famed for their splendid orchards, finely bred livestock, and vineyards that were the envy of the kingdom. Now, once grand manors lie in overgrown ruin or are occupied by traitorous usurpers who serve the Shadow and call themselves lords. The fine flocks and herds are gone, the pasturelands and orchards are reclaimed by the wilds, and the scions of the true lords are dead or live in secrecy among the winding back alleys of Baden's Bluff.

Towns that once dotted this pleasant land lie in echoing abandonment or have become slums where the race of men sinks into fearful ignorance, forgetting who they were and why they had once been proud. The rural folk whose ancestors lived free under the benign auspices of House Baden now eke out cruel lives as serfs forced to toil in servitude to traitors and black-hearted legates. They see little return for their back-breaking

labors as the legates' tithe-masters take most of what they grow to feed Izrador's growing armies. Meanwhile the hateful orcs arrive from the north in never-ending numbers, their howls and the fearful beating of drums often filling the night air as they march along the Road of Ruin to the war fronts of Erethor.

The Road of Ruin

From the walls of Weirhold a broad road leads south, descending to the lower coastal hills and beyond to the seemingly endless prairies of the Westlands. This highway is known as the Road of Ruin. Men speak its name with fear or smoldering rage, while orcs growl it with spiteful mirth as they grind the bones of Erenland beneath their hobnailed boots.

The Road of Ruin is a wide highway of compacted earth, broken stone and, in the muddier regions, felled logs, which cuts through the gentle hills and wooded lands south of the Bluff. In the shadow of the orc citadel of Vorstuk it meets the Eren Road to Erenhead in the east and the Road of Salt and Tears from Arwich in the west. The Road of Ruin continues southwest until it reaches the River Orh where it turns south again and, with the emerald smudge of Erethor ever on the horizon, follows the edge of the Westland plains to Eisin. Along this route from Baden's Bluff to the Orh a straggling chain of ghost towns slip slowly into oblivion. In the Second and Third Ages, these market towns and villages were the thriving heart of the Badens' dominion; now their eerie desertion is a poignant reminder that the Shadow's knife has pierced that heart and that it beats no more. It was the orcs that caused the inhabitants of these settlements to flee, for to live in the path of Izrador's armies is to live in the shadow of death. Those who could left decades ago, while those who didn't were taken as slaves or food. Now, only the truly desperate haunt the desolate towns: scavengers and

Dearest Iriene,

I shall soon take ship for Highwall and it grieves me to tell you that my trip has not been successful. Lord Baden is sympathetic enough, yet I fear he has not the will to commit further to the war—indeed, I have come to understand that our southern brethren do not see it as a war at all!

I have often felt anger that our kin die on the Wall while the southerners benefit from our protection and refuse to do more than provide coin for our efforts, and even this dwindles each year. Yet, when I walk in the green lands of the Bluff, my anger fades. All it takes is standing upon the white sands of this shore listening to the song of the sea, or strolling through scented orchards heavy with fruit. When I see Baden's contented folk, their faces creased by the sun and laughter rather than hardship and sorrow, my anger is replaced by a fierce protectiveness, as a father for his young children. It is the people of this land that have resigned me to defeat. Oh, their lords, at least, understand that we die fighting for the northern borders, though they do not truly understand what it is we fight. But it is the common folk who are beyond our persuasion. They tell tales of the Shadow to frighten their children and believe that is all they are: stories. In this green and pleasant land they are safe because of the blood we shed and the width of the Pelluria. They are like innocent children and my heart is torn by the thought that their innocence might ever be shattered.

—Letter from an unknown Dornish diplomat, 850 TA

those who are too weak, too poor, or too scared to flee to safer locales.

The Road of Ruin sees frequent and heavy traffic during the arcs that the Pelluria crossing can be made. Orc forces from the North disembark at Baden's Bluff before moving in force to join Grial the Fey Killer's armies in Erethor. Orc-held fortresses like Vorstuk, Orshank, and Gifang are spaced by a day's forced march to provide secure resting points for the warbands, and are manned by garrisons who enforce the Shadow's occupation. The orc garrisons mount regular patrols and hunting parties led by goblin sniffers to track down and eliminate insurgent forces that are a constant nuisance upon their flanks. While the orc soldiery are by far the most numerous travelers on the Road of Ruin, there is also a steady stream of wagons and mules carrying food,

supplies, and slaves to the fortress garrisons and to the warfronts. These caravans are usually guarded by human or hobgoblin mercenaries; such duty is considered demeaning by the orcs, and besides, their commanders believe that their bloodlust and ferocity is better employed on the killing fields of Erethor.

Elsweir

Not many miles from Baden's Bluff, the Road of Ruin crosses the valley of the river El, spanning the gorge by way of a high viaduct that is a testament to the engineering mastery once possessed by the men of Erenland. A few hundred yards from the old stone bridge, a rutted track descends into the valley and follows the river to the sea. The valley is a wild and beautiful countryside of reedy marshland and sloping meadows broken by woodlands of beech and oak. Dense hedgerows and majestic elms dot the landscape, serving with the crumbling stone crofts as reminders of the region's agrarian past. The only inhabitants left in this part of the valley are the occasional sullen-faced shepherd or goat herder and his milling, mutely staring charges. Five miles along the valley, the road comes to Elsweir, a dirty slum town built around a stone weir on a bend in the river. Long before a traveler reaches the ramshackle collection of tightly clustered hovels and rough-looking taverns, he is assailed by the stench of the town's industries: the smell of tanning skins, butchered meat and acrid dyes combine to generate a foul miasma that causes the eyes to water and the nose to rebel. Beyond the weir, a cluster of mills powered by slime-covered waterwheels line the river banks. Their badly maintained sails turn slowly in the breeze, accompanied by a strangely ominous rumble from within.

The grim inhabitants of Elsweir raise and butcher much of the meat that feeds Baden's Bluff and carry out most of the odoriferous occupations that would otherwise befoul the air and water of the city. The eastern road to Elsweir is little traveled as most of the town's produce makes its way to Baden's Bluff by boat: it is only a short journey downstream to the river-mouth, and from there is less than an hour around the peninsula to the Stone Docks of Tidewood. Surprisingly, there are no officials or legates in Elsweir and the orc patrols almost never journey this far down the valley. The regular to-ing and fro-ing between Elsweir and the city make it an ideal route by which insurgents may enter or leave Baden's Bluff. However, the slum is not as safe as it seems—the Shadow's spies and informers lurk amongst the populace, and the carrion birds that feast on the butchers' leavings are often host to the legates' malevolent astiraxes.



The Pellurian Coast

Six hundred miles southeast of quietly defiant Baden's Bluff, the fallen city of Erenhead has become a black nest swarming with goblins and orcs. Along the rocky coastline that separates them, the land becomes progressively more difficult as it rises from the Orh River Valley to the grassy plateaus of the Westlands. These littoral wilds have long been abandoned by men and orcs, who fear a terrible curse supposedly cast by legates decades ago. The Eren Road follows the edge of the downs and wooded hills and is broken only occasionally by drab settlements that are only ever built on the southern side of the road. Goblin patrols led by seasoned hobgoblin warriors are common along the Eren Road. So too are orcs in great numbers, in the form of fists and even whole warbands traveling to the distant warfronts on the border with Erethor. However, even these battle-eager troops keep a wary eye on the sea-

ward hills known as the Plague Hills, and are loathe to venture too far from the relative safety of the road.

West of the Bluff Peninsula, the land undulates toward the distant shadow of Erethor. These lands are gentler than those to the east, a province of wooded hills and broad meadowland that has seen continuous habitation since the distant dawning of the First Age. The warm waters of the Southern Sea of Pelluria, fertile soil, and a balmy climate have long been a haven for those who would work the land and fish the sea. In the First Age, simple gnomish fishermen first learned their love of the water along this coast. When the barbarous Dorns brought war and enslavement, the gnomes were displaced and the Sea of Pelluria became their refuge and, later, their home. In the Second Age, the Northmen were conquered themselves, and from the ultimate union of the Sarcosan and Dorn races sprang the Erenlanders. The region prospered during this time of peace, and countless villages and towns sprang up amongst its verdant dales. Halflings and gnomes resettled the westernmost holdings and lived harmoniously with the men of Erenland. In the adjacent forests of Erethor, the wood elves of the Green March looked on in approval and Baden's Bluff became second only to Eisin as a trading center with the woodland realm.

When the Kingdom of Erenland fell to the Shadow, the vile minions of the dark god—traitorous humans, foul orcs, and monstrous beasts—were not

long in coming to this rural idyll. Death, destruction, and misery followed in their wake and much of what had flourished here was laid to waste. Most of the fine towns and quiet villages have since vanished, torn down by orcish rage or quietly abandoned by their fearful inhabitants. The desolate ruins of these places stand as solemn reminders of Izrador's true legacy. Most human settlements reside on the coast now, close to the sea for which the orcs have no love and as far away as possible from the Road of Ruin and its citadels. However, the Sea of Pelluria, despite its often idyllic appearance, holds its own menaces and dangers. Its tall cliffs are riddled with caves that are used by pirates and smugglers and also as lairs for monsters that haunt the depths and come ashore at night in search of prey.

The Plague Hills

The hill country east of the River Orh and north of the Eren Road is a haunted land known fearfully as the Plague Hills. Its dark valleys and tangled woodlands are avoided by resistance fighters and the Shadow's minions alike. Men once dwelt here, but a great evil claimed them, leaving only the occasional remains of their habitation as evidence that they existed at all. Fields once rich with crops have become wild meadows or have been reclaimed by the woods. Stone walls overgrown with ivy and briars line the grass-tangled tracks that were well-traveled highways, and a sense of watchful menace pervades the disturbingly quiet air. No animal, bird, or insect moves in this eerie countryside, and even the wind seems unnaturally still. In the silent valleys, crumbling villages molder beneath the eaves of encroaching, shadowed woods; the houses are dilapidated and squalid, and carts and tools lie abandoned beneath shrouds of weeds as though death blew in on the wind and claimed every living creature where it stood.

Local legend proclaims that the legates unleashed a vile magical plague here, experimenting with dark magic that they might use in the war against the forest fey. The casting must have gone awry, as no one seems to have survived the spell, including the dark god's wicked priests. Other dread tales surround the Plague Hills: red, screaming mists composed of the Lost are said to haunt the empty villages, bound by pain to the places of their death, and black, eyeless hounds roam the gloaming in search of mortal flesh, drifting

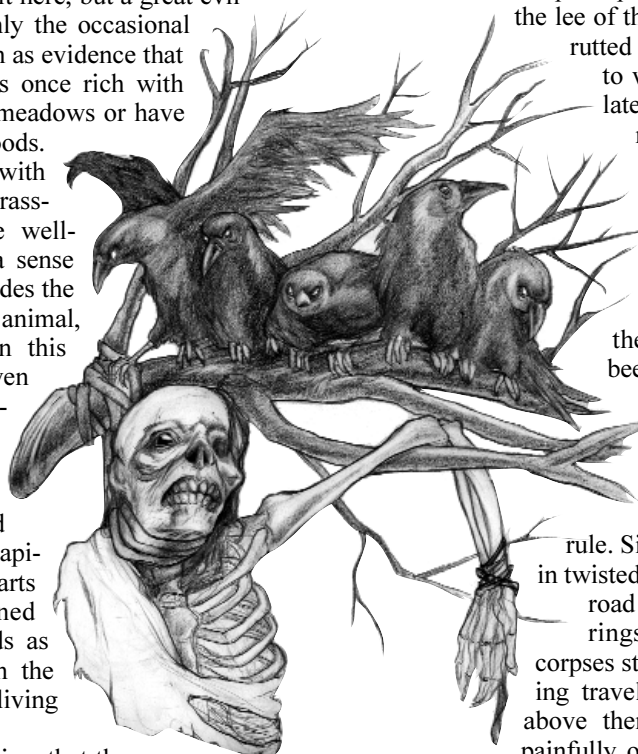
like smoke on a misty eve. Another tale speaks of the Muyrain, a vast abomination formed from the fused, suppurating corpses of the plague's victims. This creature is a vast, rotting mound of flesh that oozes through the darkest valleys hunting living creatures that dare intrude upon its domain. Whatever catastrophe befell the Plague Hills, its repercussions echo still and the region is almost universally shunned. The orcs are terrified of the place and even the legates maintain their distance. For those who would avoid the Shadow's minions, the Plague Hills might prove a dangerous but useful place in which to hide. However, Sunulael considers the cursed region to be a boon rather than a bane, and has tasked his necromancers with learning its secrets and claiming them for the glory of their dark master.

The Road of Salt and Tears

Just as the Road of Ruin is the chief inland highway of the area, the so-called Road of Salt and Tears is the principle road of the western coast. In the lee of the granite cliffs of Vorstuk, the rutted track leaves the Road of Ruin to wind through a sparsely populated country of lightly wooded meadowlands and low coastal hills. It wends through this picturesque landscape like a diseased vein carrying the poison of suffering and the Shadow's hate. Iron cages hang like rotting fruit from the creaking bows of twisted beech and blackened oak. Their rusted interiors contain the rotting corpses and flesh-stripped bones of unfortunates who were branded as traitors under the Shadow's rule. Similarly tragic forms are nailed in twisted agony to trees. And where the road crests a hill, gibbets stand in rings of nine, their swinging corpses staring in eyeless stupor at passing travelers while carrion birds gloat above them. Death comes slowly and painfully on the Road of Salt and Tears.

Its victims remain alive for days . . . or at least, they appear to, as their emaciated forms moan and plead for release. Only a fool would help them, however, for such victims are often already dead, and have risen unknowingly as Fell. Even when the flesh has finally fallen from their bones, they retain an awful animation, ready to attack anyone foolish enough to take them down.

The dangers of the Road of Salt and Tears include more than just escaped Fell and hilltops haunted by the



Lost. The main traffic consists of merchant trains taking cured meat, salt, and grain to Baden's Bluff and the garrisons of the Road of Ruin, tempting targets for rebels who wish to inconvenience the Shadow's war effort. Unfortunately, the consequences of such actions are usually suffered by those who are the least to blame. To deter such banditry and insurgency, the caravans are guarded by hobgoblins or human mercenaries and the surrounding lands are patrolled by goblin trackers and wolf riders. The Shadow's tithe-masters, usually low-ranking legates, are also frequent travelers of the road; they wander the countryside collecting Izrador's due from each hamlet, village, and town they pass. There is little coordination between the legates' activities and it is not uncommon for a place to be visited more than once in a single arc. The tithes are hefty and bleed the communities almost dry, yet there is no escape: those who can't pay or refuse to do so end up as carrion along the Road of Salt and Tears. The Order's vindictive tithe collectors are also favorite targets of resistance ambushes, so they usually travel with well-armed escorts.

Arwich

Arwich is a rundown border town built on the ashes of an older settlement that lies at the end of the Road of Salt and Tears. A century ago, Arwich was a thriving merchant city that enjoyed great wealth arising from the salt trade and close contacts with the nearby Green March. The city was sacked at the end of the Third Age, its fine buildings reduced to smoking slag by dragon fire and the salt mines claimed by goblins and orcs. After the Last Battle, Arwich was left deserted for decades. As the arcs turned to years and the war in Erethor continued interminably, hunger threatened to halt or even reverse Jahzir's progress. The great herds of wild boro and gazelle on the Westland Plains required intensive hunting, and the meat spoiled quickly in the hot springs and summers of Southern Erenland. Nor could the decimated halfling and human populations of Erenland support the orcs, either as a food source or as providers of it. In the face of looming disaster wrought of their own voracious and destructive nature, the orcs were forced to adapt to the role of occupiers rather than conquerors, besiegers rather than raiders. The legates began to restore order in the rural communities, slowly resurrecting the devastated society so that it might support the very forces that destroyed it. Soon, thousands of slaves toiled in the countryside of Erenland, growing and rearing food enough to feed Izrador's ravenous hordes. To solve the problem of spoilage, the legates reopened the salt mines at Aarl and shipped the dirty white powder by the wagon- and boat-load to Baden's Bluff and Erenhead.

The inhabitants of Arwich earn a meager living by providing food and labor to support the mining operation, although the mines themselves are worked by slaves drawn from across Eredane. The town is overseen

by Insaeros (Male Erenlander Legate 7), a petty and vindictive legate who irritated his masters, though not sufficiently to earn his death. Insaeros resents his posting to Arwich, which he sees as a dead-end backwater; his resentment makes him needlessly cruel, and his boredom drives him to invent increasingly vicious entertainment. The local populace suffers Insaeros's yoke with mounting anger, and even the contingent of human mercenaries assigned as his enforcers tire of his arrogant and sneering manner. Only fear of the Order of Shadow stays the hand of those who plot rebellion and revenge.

The Salt Mines of Aarl

Aarl is a wide area of rocky badlands and salt-flats that run from Arwich to the coast some fifteen miles distant. The region's name is a corruption of the elven word for death, and the brackish pools and barren rock stained by dirty bands of crystallized salt are aptly devoid of life. The salt mines are a legacy of Erenland's heyday. The entrance to the mine was once housed in an ornate stone dome that is now little more than a broken shell, half-buried beneath rubble and drifts of powdery salt crystals. The tunnels below wind bewilderingly for miles, some reaching as far as the coast. Within this labyrinth stunning examples of Aryth's hidden beauty can be found: great cathedral-like caverns, stalactites of salt hanging like chandeliers, and broad salt lakes lying beneath arching domes of glittering crystal. Before the flickering of torches, the salt crystals blaze with light reflected and amplified a hundred thousand times, a fierce beauty that bolsters the hearts of men and causes the Shadow's minions to recoil in fear. For this reason, the vindictive bugbear masters deny the slaves any light by which to work, forcing them to feel their way on hands and knees and to chip at the salt deposits in total blackness. The sharp rock salt lacerates their skin and it is not uncommon for a slave to bleed to death in his chains while only a few feet from his blindly oblivious companions.

The Sea of Pelluria

The Pelluria is not a true sea, but rather an immense freshwater lake fed by the Gamaril, Ishensa, and Torbrun rivers and drained by the mighty Eren. With the forests of Erethor dominating the western side of the continent and the towering Kaladrums looming to the east, the Pelluria effectively splits Eredane in two, and its presence has been a vital check preventing the Shadow from achieving total domination. The stormy expanse of the Pelluria and the orcs' natural fear of wide

open water hinders the Shadow's progress in the south, where life is often brutal and harsh but still far better than the hellish existence endured by the men of the north.

While the northern Pelluria is wild and cold and often ravaged by storms and high winds, the southern shore borders gentle waters that are blue, warm, and teeming with a profusion of life. The weather on the southern coast is also generally benign, although sudden squalls and thick fogs blowing off the sea are not uncommon. Myriad species of fish and birds call the Sea of Pelluria their home, and its waters harbor other, stranger creatures, some benign but many not. Yet despite the dangers offered by wave and wind and the dark shadowy shapes that lurk beneath the surface, the Sea of Pelluria is a refuge to many and is one battleground on which the odds are more evenly matched between the forces of the Shadow and those who oppose them. The majority of the sea-worthy vessels that still sail upon and around the inland sea—schooners, broad-bottomed merchantmen, troop-carriers and sleek, many-oared warships—are manned by Dornish and Erenlander sailors, while smaller river vessels and sea-going barges are typically crewed by gnomes. The Sarcosans have little interest in sailing the inland sea, but the mercenaries found aboard the pirate-hunters and warships patrolling the Sea of Pelluria are often of Sarcosan blood.

Pirates and Reavers

In addition to acting as a bulwark against the Shadow's forces, the Sea of Pelluria has proven to be a relatively safe haven to those who oppose them. The so-called Pirate Princes of House Norfall are, if any can claim such a thing, the true masters of the inland sea. They strike against the occupied cities of the north and south, harass the Shadow's fleets as they attempt to ferry soldiers and supplies across the water, and run contraband back and forth between Erethor and the insurgent forces operating in Erenland. Their contacts with gnomish river families and the smuggling rings of the Badens provide them with information on the enemy's movements and the supplies they need to wage a bloody war of attrition against the Shadow's forces. Unfortunately, others have also found a haven in the Sea of Pelluria: violent, despicable reavers who raid the almost defenseless fishing villages and towns that dot the coastline, as well as less violent but no less selfish pirates who are not particular about whom they rob. Fortunately, because Izrador's vessels are the most numerous on the Pelluria, these scoundrels more often than not end up attacking ships in service to the Shadow.

Rumors in the ports of the southern coast speak of islands where men live freely, albeit in violent and dangerous communities. These tales of pirate-run enclaves and freetowns are not without credibility: many small islands dot the Sea of Pelluria and the ragged coastline

hides countless coves and caves. These are used by the pirates and smugglers in the complicated, ever-changing game of cat and mouse played out between the various power factions active on the inland sea. The Norfalls attack the Shadow's troop-carriers, hunt collaborators and reavers, and hide from the inevitable reprisals in the bewildering archipelago of the Corbron Isles; the unaligned pirates and reavers are opportunistic scavengers and low-lives who attack anyone they believe they can best; and the Shadow's forces hate them all, but are more often victim than victor in the Norfalls' domain.

Dead Shoals

Pirates, reavers, and servants of the Shadow are not the only dangers on the Pellurian Sea. Those who die in the sea rarely find rest in its depths, and the Fell that rise here bear the marks of their watery grave. With their pale bloated skin and white sightless eyes, they seem somehow more horrific than the feral dead who stalk the land. More recently there have been rumors of strange Fell rising out of the salty waters offshore of the mines of Aarl. These brine ungral carry with them the stench of rotting fish and brine and are encrusted with salt crystals that turn arrow and blade and infect the wounds of those they attack. The coastal waters have become a deadly haunting ground for these creatures and their land-born kin; they hide beneath the waves during the day to avoid detection, then creep out under cover of darkness to attack the littoral communities of the southern shore. Such is the menace of this infestation that many fishing ports mount boat patrols during the night and place a line of burning torches along the shore.

Trade Winds

The Pelluria was alive with trade in the high days of Erenland. Small coastal vessels hopped from one port town to the next, river runners plied the many tributaries that feed the great lake, and larger sea-worthy ships capable of the crossing provided a vital link between northern and southern Erenland.

In the Last Age, the flame of commerce has been brutally extinguished. All that remains is the movement of goods and people to suit the Shadow's purposes. The vessels that still ply the Sea of Pelluria are used almost solely to transport supplies to support the war against the fey and the occupation of Erenland. With the war in Erethor rumbling ever on and Grial the Fey Killer focusing his efforts in the central forests, broad-bottomed troop carriers make regular crossings to deliver fighting orcs to the southern shores.

In recent decades, the flame of commerce seems to have been relit; however, this is just a marshlight, another divisive trick employed by the cunning legates of the Order of Shadow. The false economies and convoluted reward systems implemented in southern cities

help to control the populace, providing another means of corrupting and dividing the people. In Baden's Bluff, where ostentatious wealth differentiates those with favor and power from those who have neither, the legates use fine clothes, bright stones, and rare scented oils as badges of status to reward their cronies and tempt those who might betray their fellows. The legates keep a firm control on what, where, to whom, and by whom these luxuries are sold; while their minions squabble over false signs of wealth and prestige, the legates realize that control is the only true power.

The black market run by the Pirate Princes is where the true heart of commerce continues to thrive in Erenland. The Norfalls interface with the Badens, the gnome trading families, and other resistance groups to move people and supplies across the sea, and are the key contacts with the wood elves of the Gamaril. Even the unaligned pirates and reavers need the Norfalls to sell or trade their ill-gotten gains, though they play both the Shadow and the resistance groups for what they can.

The Westlands

The Westlands lie between Erethor and the Eren River to the east and west, and are bordered on the north by the Sea of Pelluria and on the south by the Ardune. From the Eren River Valley, plateaus and rocky steppes clad in low speargrass and sagebrush descend to wide open grasslands dominated by a towering sea of sword grass. As the arc of Shareel gives way to Doshram, heavy rains are followed by a flush of green that slowly fades into yellow, ending in brown by the arc of Halail. The winter arcs bring frosts and cold rains which, like the heavy spring rains, can cause flash floods across the plains. Dust storms blow on raging winds during the dry arcs and lightning storms that set the grass ablaze become the ascendant hazards.

The occasional grove of panock trees or rocky bluff seems to be all that breaks the monotony of the grassland sea. However, like the waters of the Sea of Pelluria, much is concealed beneath this gently swaying surface. While seeming flat and featureless from afar, the ground is stony and carved by countless rills, deep channels, and gullies that carry the springtime floods. Progress can be slow through this broken terrain.

Great herds of boro roam the grasslands, following migratory routes that their ancestors walked millennia before them. Plains leopards stalk unseen in their wake. The seasonal paths of the boro are well known to the halflings and humans who still dwell here, and while the orcs are quickly lost without guides, the plainsmen and nomadic halflings seem to know the trails as instinctively as the herds. Wild herds of horses roam free on the

steppes, northern descendents of the noble creatures introduced by the Sarcosans in the Second Age.

Between the grasslands and the northwestern hills, a huge wood called the Trollskarl maintains a tangled, brooding presence that is avoided by all. The lightly wooded meadowlands and broad valleys beyond the Trollskarl carry silt-laden rivers and streams from the plains to the sea. Along the riverbanks, tall reeds and rushes mark extensive marshlands that are home to waterfowl and sleek-headed otters. The hills become higher and more closely packed as they near the Pelluria, eventually cresting in the ridge that forms the sharp cliffs of the coast.

To the west, the Road of Ruin defines the edge of the grasslands. The land beyond it becomes more wooded as it rises to the dense canopy of Erethor. The southern part of this region borders the vast blight known as the Plains of Ash and Blood, a cursed land of choking ash and soot that is a brutal reminder of the Shadow's destructive power and the ultimate fate of the bravely defiant fey.

Horse and Hearth

Few permanent settlements remain on the Westland plains; the orcs hate the grasslands and are suspicious of those who would hide themselves in the sea of swordgrass. Sword and flame are the common solutions employed by Izrador's chosen, and because of this brutality, the majority of Erenlander communities cluster along the edge of the grasslands. Some choose to live in the fertile hills of the Pellurian and Ardune coasts, while others stay close to the Eren River Valley. For the most part, these settlements are poor farming communities that are barely self-sufficient. The inhabitants of these impoverished places live beneath a cloud of fear and have sold their pride and spirit in the hope that the legates and the orcs will leave them unmolested. Unfortunately, hope is a rare commodity in the Last Age, and providence is rarer still.

There are still those who defy their oppressors, however, following the lead of their southern brethren to pursue a semi-nomadic existence amongst the swaying grass. These are the horseclans, and it is in them and the various resistance groups of Baden's Bluff that the spirit of the Erenlanders and southern Dorns lives on. The horseclans follow the herds of wild boro on horseback for much of the year, camping during the winter arcs in redoubts hidden deep in the grasslands.

Caderin

Caderin is a semi-permanent walled settlement in the center of the Westland plains. Crouched atop a short mesa-like mount of rock, Caderin is a dusty place whose squat stone buildings are built without windows in order to protect its inhabitants from the fierce winds and dust

storms that frequently howl about the mount. A narrow trail winds around the mount and can be defended from apertures cut into the cliff face, opening from rooms that lie within the rock itself. These chambers are part of an enlarged natural cavern complex used by the original inhabitants to store food and water during the hot arcs and in which to shelter from the storms.

The horseclans come to Caderin to trade and sometimes to wait out the worst of the winter weather if they are cut off from their traditional havens. It is largely deserted for the rest of the year, inhabited only by those too old or infirm to accompany the riders. There is also a growing community of Erenlander merchants who, with permission from the legates, reside in Caderin for part of the year to trade with the horseclans for steeds, boro meat, and artifacts taken from the ruins of Erenlander towns now lost in the grasslands. In return, they supply the clansmen with items from Baden's Bluff and Erenhead: mainly salt and iron that the riders use to shoe their horses and forge weapons with which to hunt and wage their "little" war. The legates allow the merchants to continue their trade in part because they harbor a secret fear of the horseclans' capabilities should they be roused to battle—a small spark is often all that is needed to start an inferno, and the horseclans are a minor concern compared to their dark lord's anger should the offensive against Erethor be weakened in any way. Caderin also provides a useful means for the Order to monitor the nomads' activities, and their spies amongst the merchants are ever vigilant for clues as to the horseclans' activities and movements. The horseclans, of course, know of the legates' spies, but play the game nonetheless. Like the legates, they wish to keep at least some of their enemy where they can observe them.

Panock Shade and the Open Sky

The halflings call the Westlands the *noriam kedunni*, the "lands of the wandering people," and in the Last Age this title is more fitting than ever. Most of the halfling villages that for centuries nestled within the shade of panock oases have been abandoned or purged of their diminutive inhabitants, their populations decimated. There are a few hidden panock hamlets left on the Westland plains, however. In these last bastions of the western halfling people, the gentle folk struggle to keep their civilization from disappearing like a grain husk on the wind. Small groups of halfling outriders form an orbiting culture around these hamlets, leading orc patrols away from them when necessary. Their first duty is to protect their people, and for this they would gladly give their lives, but a few of the younger warriors are beginning to grow restless; they want to take a more active role in opposing the Shadow.

Trollskarl

In the Last Battle, the Shadow's forces teemed with countless orcs, terrifying fire-breathing dragons, foul demons, raging giant-kin, and other monstrous horrors out of the wild places of the world. One of the abominations put to devastating use against the human cities and elven woods were trolls bred in the vile pits north of the Highhorn mountains. These creatures, twisted by malice and hate, were often in the front of the Shadow's onslaughts and bore the brunt of the defenders' wrath. It was therefore not surprising when, in the aftermath of the war, a number of trolls fled their orcish masters and hid themselves in the wilds of Erenland. A large group escaped into the woods that were then called *Tir Amrasa Edior*, meaning "land of the emerald tears" in the language of the elves. Over the last century, the trolls' numbers have increased and the forest, now called the Trollskarl, has become infested with them.

Quite apart from the trolls, which orcish hunting parties sometimes attempt to capture, there is a palpable menace in the Trollskarl that is said to arise from a great spirit that haunts the dark center of the woods. The trolls are said to serve this entity, going as far as calling her queen. She is in fact a powerful elven sorceress called Gwyrldael (Female Caransil Spiritual Channeler 11/Druid 7), a general who was commander of Tir Amrasa Edior at the end of the Third Age. Gwyrldael was by all accounts a friend and protégé of Queen Aradil herself. Into her capable hands was given the safe-keeping of these sacred woods and the mysterious Emerald Tears, a series of power nexuses that lay at their center. Rather than fighting the hordes that assaulted Erethor, however, Gwyrldael chose to deceive them with powerful enchantments. Though she was ultimately successful at hiding the nexuses from the attention of the Shadow and luring hundreds of enemy troops inside her woods to their doom, her mind was irrevocably shattered. She believes that her entire race fell to the Shadow and brooks no intruders in her domain, believing them to be the agents of Izrador. Strangely, however, she has accepted the intrusion of the trolls, and has dramatically altered their forms to resemble the gnarled and twisted trees that grow in the darkest parts of the wood. Though her mind was shattered by grief, Gwyrldael retains formidable powers, and the Emerald Tears make her a force to be reckoned with. Unfortunately, her insanity makes it unlikely that she will use this power against the Shadow. Aradil knows of her friend's plight, but for reasons unknown has thus far done nothing to contact her or intervene. For their part, the Night Kings other than Ardherin are largely unaware of Gwyrldael's presence and know nothing of the Emerald Tears. Sunulael has occasionally wondered what lies within the Trollskarl's depths, but whenever his cadaverous gaze turns its way, the Shadow's Sorcerer somehow manages to learn of his interest and distracts him before the Shadow's Priest peers too closely.

CHAPTER THREE

Tyranny and Freedom

This chapter describes the power plays in Baden's Bluff and the organizations that guide them, from the determined and ruthless Badens to the insidiously merciful legates, from the daring pirates of the Sea of Pelluria to the brutal orc garrison.

The setting and background information presented in this chapter are closed content. The rules for finding and accessing caches or safehouses are designated as **Open Game Content**.

The Powers that Be

Baden's Bluff occupies an uneasily essential place in the Shadow's concerns. Its harbor and docks shelter the vital logistical lines draining from the north. The city's immediate environs provide the occupation forces with food, supplies, and staging areas for orcish troops. At the same time, the Badens take advantage of their city's importance. They resist the Shadow's minions and sometimes even kill them outright. More importantly, the Badens sit in the center of a web spread throughout the land. When they pull a thread, long-laid plans fall apart, officers die, and the Shadow's implacable purpose must pause to adjust.

Adjustments do not sit well with the Order of Shadow. The legates have long discussed direct intervention on several occasions, even up to and including razing every structure and killing every resident of the city. The city's future has hung on a single thread more than once. Each time, though, fate has intervened in the form of other, more pressing concerns. On the brink of one such action Grial drafted all available troops from

the city's garrison to prevent his forces in Erethor from being overrun. Another near holocaust was avoided when a fight broke out among the orcs scheduled to perform the culling, and they turned to butchering one another in the fields before dawn.

Eventually, Sunulael stepped in to prevent further waste. He acerbically pointed out the Bluff's historic pattern of cooperation when presented with a way to do so. He also suggested that a few hundred dead orcs, more or less, did not justify losing one of the few working cities left in Erenland. Within a relatively short time Baden's Bluff would become the northernmost city of Southern Erenland with either industrial or agricultural capacity. Given its long-term importance, perhaps his subordinates could use their minds rather than the orcs' vardatches for a change . . .

Said subordinates, once prodded, adopted a more conciliatory approach. Rather than marching in troops to deal with every perceived threat, they began to emphasize the benefits of cooperation. Children of cooperating families receive education, opportunities for advancement, and medical care. Men who assist the occupation forces find work and the resources to feed their families. The hungry and poor remain overlooked as normal, however; even this unusual beneficence on the part of the Order of Shadow does not stoop to charity.

Regardless, the legates' show of goodwill has produced remarkable results. Legates can of course walk the streets without fear. Their orc bodyguards must still roam in large units in the rougher parts of town, but by and large the city shows little sign of open rebellion. This odd policy of appeasement would, in time, result in complete capitulation in most cities. Brother would turn against brother, friend against friend, in the scramble for favor and food. Within a generation the city should have settled into the legate's hands like a grateful dog. Men need leaders; why would they not look to their benefactors to fill the role?

Baden's Bluff, though, never lacked for leaders. When Fredrick Baden gave his fateful order to surrender, he did so with an eye to eventual rebellion. His court retreated into the underground. There, among their people, they built both wealth and authority. On a local level the nobles continued to fulfill their duties, giving the people a sense of hope. In doing so, the court very intentionally gave the citizens of Baden's Bluff a method of resistance unavailable anywhere else in the world. Every teamster, fisherman, and carpenter knows, deep in his bones, that his sacrifices flow upwards to his beloved prince. Every day the residents of the Bluff see signs of a resistance guided by strategic planning. They see the power of tradition and the strength found in organization, and know that the combination of the two may yet save their way of life.

Forty years ago a third force entered the scene. The legates briefly captured, raped, and tortured Fredrick's granddaughter Alissa, the last pureblood descendent of the Baden line. She spent a year in their hands. After a daring rescue organized by her cousin, Prince Tomas's father, she revealed a dangerous truth: during her captivity she bore a son.

The legates raised her son as their creature. Spoiled and quite power-hungry, he now reigns over the city as the "duly appointed count of Baden's Bluff." By the right of primogenitor, though, the count truly holds the title of prince. His continued presence confuses the otherwise stable resistance; should they obey Fredrick's great grandson, raised though he was by legates, or his great grandnephew, whose bloodline is further removed from the throne but whose courage and loyalty to his people are proven through years of hardship and leadership? Both are of mixed blood, and whereas one has long fought beside them, the other has the potential to claim true power in the city as its recognized ruler.

In this strange place where evil works with good and the methods of the two are eerily similar, courageous but naive visitors could drown in a sea of intrigue and moral confusion. Wise men, though, might find a way to turn the city's pain and pride to their advantage.

The Voice of the Shadow

The Order of Shadow exerts considerable power in Baden's Bluff. While the place is notoriously dangerous for astiraxes and unusual in that legates cannot simply have their way based on whims, the city's wealth and importance to the logistical side of the war make it a surprisingly strong place from which to build influence within the Order. A legate who can ride the tempestuous tides sweeping the wards can, in time, create a name for himself in the Order.

Above the scrambling of his servants, Sunulael watches and waits. He knows that his supporters and enemies alike will eventually die, entering as all mortals must the realms granted unto him by his dark master; once there, they will be under his control, regardless of their alliances in life.

Lesser Legates

Most legates train first in Theros Obsidia, learning there obscene rites and rituals designed to call down the power of their dark god. They study the art of evil, mastering how to twist reality to their will and break men's souls. Then, naturally enough, their god sends them back out into the world to work his will.

Those that end up in Baden's Bluff are from varied backgrounds. Some have made the wrong enemies, and are sent there as punishment. Others hear rumors of a place where the people are still accepting of the dark god and worship him of their own volition. A surprising number of legates born in Baden's Bluff return to their former homes; such is the strength of family loyalty that they feel obligated to do so, and such is the strength of family power that they fear not acceding to their elders' wishes.

Lesser legates range between 1st and 5th level. Those who advance through study or experience beyond 5th level are called to higher service.

Numbers, Housing, and Status

Nearly 100 of these lesser legates call Baden's Bluff home. Each one lives alone, or with his astirax companion, in a house owned by the temple. The house might or might not have stood empty when the legate began his journey to the Bluff; ill fortune always ensures its former inhabitants pose no trouble to the current resident.

Most of the current legates came to the Bluff during the initial phase of the "new policy" that began 20 years ago. Though the residents feared and avoided them at first, they gradually wormed their way into the local society. Locals come to them with problems and they provide solutions. Sometimes, those solutions come free of charge. More often, they carry with them a price that the locals do not fully understand.

The legates of the Bluff express their personal evil in little ways. None of their number engage in the kind of random sadism or brutality so common outside of the Bluff. Instead, some spread malicious gossip, or quietly build enough influence over someone to force that person to engage in acts of depravity instead. One or two even delight in the long, steady process of corrupting a good soul by inches, eeking out evil from an honest man one drop of blood at a time.

These subtle evils require a craftsman's touch. The lesser legates of Baden's Bluff all possess remarkable skills with lies, diplomacy, intimidation, and the

subtle art of reading others. They tend to spend their skill ranks in Bluff, Diplomacy, Intimidation, and Sense Motive.

Daily Activities

The lesser legates of Baden's Bluff routinely and comfortably interact with the residents of their local communities, much to outsiders' consternation and confusion. In a typical day they may stroll the ward, speak with dozens of individuals, pay social calls to the sick and injured, and bring complaints against both orcs and local bravos to the city guard.

A lesser legate's activities fall into three basic categories: providing clerical services, acting as a liaison with the local authorities, and resolving specific kinds of local disputes. Additionally, they watch for evidence of illegal magic and try to discover the extent of the local resistance.

All three of these basic categories cloak the occupation's iron fist. The lesser legates do not have to heal the sick and injured. Nothing in their commandments from Izrador forces them to take up a local's side against orcish brawlers. However, by performing these services, they build up a store of influence that they can use for their own advancement. Also, and perhaps more importantly, these overtures of supposed kindness create a unique sense of acceptance of the dark god, and some of the recipients of their help have begun to believe that the human race could do worse than to worship him.

Paying for services

The legates only serve those who live in their wards. They do not traffic with foreigners or outsiders unless asked to do so as a special favor by one of their flock. Nor do they "charge" for their services; at least, not in the sense of demanding goods or service in immediate exchange.

Instead, when a legate intercedes on the part of his flock, whether magically or legally, he requests a lesser or greater favor from the recipient, to be named in the future. A legate requests a lesser favor when he can personally solve the problem. A lesser favor usually amounts to one of the following: a day of public service, information about the doings of one person named by the legate, an agreement to attend Izrador's rituals on a date named by the legate, or an offering of food/items/equipment no greater than the legate's needs for one week.

When the legate must call upon the higher echelons, he calls for a greater favor. Greater favors include but are not limited to: one week of public service, an offering of food/items/equipment no greater than the legate's needs for one month, long-term information (one year or longer) about one person of the legate's choosing, or the betrayal of a friend.

Lesser legates pile up favors of both kinds, calling them in when they wish to manipulate the local social situation or simply when they find themselves in need. A careless person can build up a huge debt very quickly, especially since the legate's assistance can make life so much easier.

Local Protection

Foreigners who attack a lesser legate will receive no support from the local population. Locals go out of their way to protect "their legate." Should the legate suffer a lethal accident, there are some who will do their best to hunt down the perpetrators. This unusual protection comes from several sources. First and most importantly, the locals know it could easily become much worse. The lesser legates are a known evil, and frankly not that bad compared to their compatriots. Second, and more obviously, many of the locals in a given ward depend on the lesser legate for favors. In the past he likely healed their children, found food for them, intervened with the orcs and the city guard before they burned down stores, and performed a host of other, similar deeds. The legate, regardless of his affiliation, is a member of good standing in the community and has the protection afforded to such.

Third and finally, the Fallen Court long ago issued a standing order: lesser legates who do not cause trouble are not to be harmed. The Court requires stability in Baden's Bluff. The lesser legates provide that stability at the relatively low price of a handful of souls every year. If, however, the lesser legate allows his taste for cruelty or his depraved desires free reign, the resistance deals with him in short order.

Higher Echelons

The greater legates (those higher than 6th level) spend their time either interfacing with the Shining Court or practicing politics with their fellow legates in the Order of Shadow. It is upon achieving this higher status that legates may be inducted into the Devout or the Cabal, the major factions in the Order. These powerful, corrupt individuals spend little time worrying about the local resistance unless it does something to attract their attention.

Baden's Bluff plays host to a variable number of greater legates, depending on both the Shadow's needs and Sunulael's whims. Currently around 40 legates of 6th level or higher feast on the Bluff's bounties, though the exact number remains a mystery.

The Legates and the Shining Court

The greater legates see the Shining Court as an amusement, a pack of animals who need to be guided if they are to perform appropriately. They leave the false

nobles to their games and intrigue until they have need of the court's approval for some official order, at which point they expect instant obedience. Those orders primarily consist of commands to gather sacrifices, engage in a specifically requested public service, or fetch a specific person. Should the court fail, legates feel free to display their displeasure through various creative means.

Only Cerano, the high legate, remains among the count and his Shining Court for any length of time, standing out like a drab crow amongst all the finery and flash affected by the courtiers. Publicly, he maintains the peace and defers to the count on minor matters. Privately, the high legate would happily stretch the entire ignorant lot on the altar if he could find decent replacements.

Occasionally one of the lesser legates petitions the Order to back some kind of public work: road building, fire control, or disease or famine relief. If Cerano sees an advantage in the work he will order the Shining Court to mobilize a work force, with levies drawn from the lesser legates' accumulated favors.

The Devout and the Cabal

The Order of Shadow's monolithic façade hides an organization riddled with the worst kind of internal politics. The two strongest factions, the Devout and the Cabal, have found the relative peacefulness of Baden's Bluff a perfect venue for the expansion of their hostilities.

The Devout, ever loyal to their master Sunulael, maintain the rites and rituals. They form the bulk (roughly 75%) of the greater legates in the city and its surrounds. Many work to expand their knowledge of necromancy, sometimes even going so far as to bring residents up to their laboratories for further study.

The Cabal, meanwhile, think of the Devout as betrayers of their dark lord Izrador. To retain their own power base, they have done the unthinkable: established a second black mirror to compete with the energy drawn from the principal mirror in the Crown. Various monsters and undead, many the remnants of their sacrifices, guard this hidden location in Hearthhome. Since the legates continue to serve Cerano in the Crown, they spend a great deal of their time moving back and forth between their own mirror and the official one they must serve.

Members of the Cabal answer the majority of lesser legate requests, even though they make up only 25% of the higher echelon. This subtle but efficient organization gives the Cabal access to the influence networks established by lesser legates regardless of their loyalties, something the Cabal uses to its advantage to offset its smaller power base.

The Lottery

The Cabal also runs a very secret gamble: a monthly lottery. Finding out about this lottery unless specifically invited by a Cabalist legate requires a DC 25 Gather Information check. Finding the location itself

takes a second Gather Information check, this time with a DC of 30.

The lottery gathering shifts place from month to month. Those who find it, whether invited or not, must write their names (or, for the illiterate, have their names written for them) on a wooden blank when they enter. The guards pile the marked blanks into a bowl crafted from a grinning skull of remarkable size. At midnight a masked legate appears. He draws forth two names, placing them face-down on an altar and marking one with a golden coin, the other with a chip of human bone. The lottery participant whose blank was marked with a golden coin receives good fortune in the form of magical assistance from the Cabal. The other must give himself up as a sacrifice.

Only desperate people attend the lottery, and everyone who is invited has something that the Cabal deeply wants or needs. Those who go find themselves entranced by the promise of power; even if they do not win this time, there always exists a chance that they will the next. Needless to say, the results of the lottery and the addiction to it are magically influenced by the legates' powers.

The Bastard Baden and His Shining Court

On his 21st birthday the bastard Helrion Baden took his place on his great grandfather's throne. While legitimately a prince of the realm, Helrion was only granted the title of count (both as a way of appeasing the other traitor princes in the area and as a means to keeping the youth's yearning for power in check). At his right hand stood Cerano, the legate responsible for his creation and upbringing. At his left stood a warrior of Shadow who had acquired the title and lands of the now-fugitive Duke of Dalmark. Before him knelt the debris accumulated over eighty years of capitulation and cooperation. The young count promised a new age for his people, an age in which the residents of the Bluff and the victorious forces from the north would rise together in mutual glory and prosperity.

Twenty years later, the Bastard Baden and his court continue to amass influence. They dispense petty baubles and guest rights with all the pomp and ceremony of a true court, though none of it truly represents any power. Sometimes they mark the passing months with

daylong parties. Everyone with access to the events makes an effort to catch a bit of the largess they dispense at such gatherings.

Despite appearances to the contrary, the court does pursue an agenda beyond simple self-gratification. A desire for real power burns in Helrion's veins. He wants more than just amusements. He yearns to see more than just grudging acceptance in the eyes of his subjects and mockery in those of the legates. He wants power, real power, and the freedom to use it.

Helrion will let others pay any price in order to gain that power. Those closest to him know this; they also know that his blood gives him the potential to sway the local populace against the Fallen Court and whoever leads them. The interplay within this inner circle creates constant opportunities for lesser individuals to achieve their own goals.

Politics and Factions

Helrion Baden and his friend and mentor Werner Dalmark stand at the center of the Shining Court. Around them swirl countless sycophants and a bare handful of effective men who, if given the opportunity, could amount to something. The court also contains numerous representatives from the Shadow's occupational government, various legates come to formally request permission for activities in the city, and delegations from other false courts in both northern and southern Erenland.

When not engaged in malicious gossip, the sycophants amuse themselves by supporting sporting events, including both horse racing and bear baiting. These amusements can quickly turn deadly: idle minds can place life or death importance on the outcome of a single race.

The army officers, for whom true trouble is a flaming elven arrow in the eye, generally regard court duty as a meaningless lark. They change their tune, though, when another shipment goes missing or pieces of a supply barge wash ashore. Then they demand the count do something to control the resistance before they level the city. It is, as everyone knows, an idle threat for now: Baden's Bluff provides too much in the way of logistical assistance to burn out of hand.

Finally, the various diplomats and courtiers from the other courts spend a great deal of their time drinking wine and playing at making treaties. They know, just as well as the resistance, that nothing can occur in Erenland without the Shadow's will. So they go through the motions, gathering false honors from their home courts and making mountains of meaningless treaties with equally powerless potentates.

The Court's Powers

The court has, in theory, a vast number of powers ranging from control of taxation to the right to adminis-



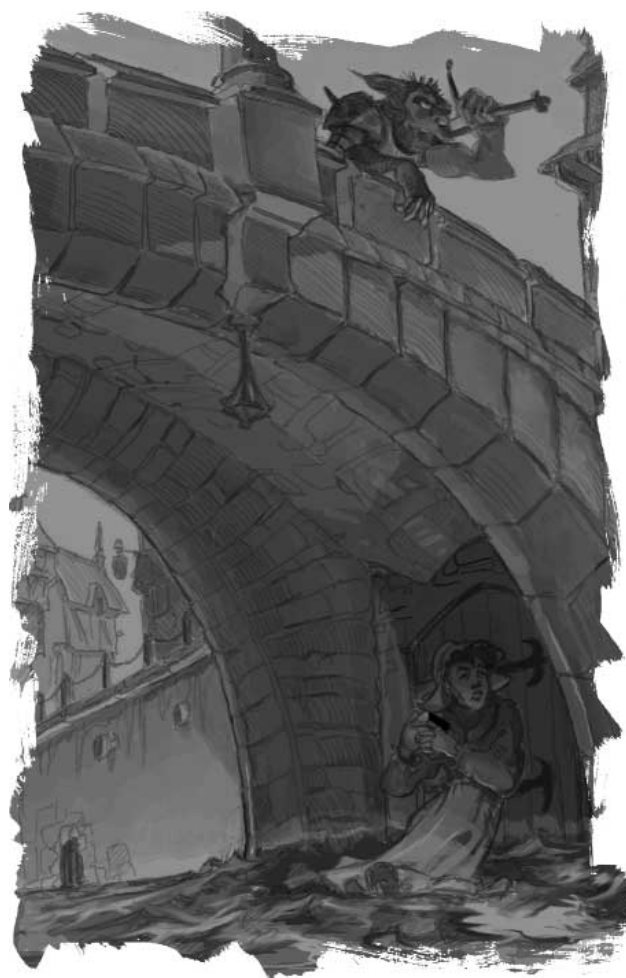
ter high justice. In practicality, the administrators in the Kingshand control all of these, pausing only occasionally to get approval from the court after the fact.

However, the court still hands out awards for various tasks well done. With the general devaluation of precious metals and gems, these rewards have gone from tasteful decorations to ostentatious displays designed to attract the eye. The court spends hours each day rewarding men and women for everything from inventing new prayers to Izrador to "keeping order" in an otherwise peaceful area. These tokens of the court's regard start with something as small as a bracelet of solid gold and increase in size and gaudiness from there. Helrion does not seem to have a method for handing out tokens, or at least not a comprehensible one.

In fact, Helrion is not so shallow or debased as he would have his legate handlers believe. He rewards his people in such a way as to increase their sense of competition with one another, thereby increasing the perceived value of the rewards in a constant cycle of inflation. His court sycophants build rivalries in fits and starts while he fans the flames of resentment when he can, all the while keeping any potentially dangerous contenders off balance and any useful servants willing to please.

The Orcs and the City Guard

The court maintains a standing force of 300 armed men. These thugs play soldier, dressing up and wandering around the city in large packs on frivolous patrols. They rarely stray too far from their barracks for fear that they might attract the attention of the orcs who are stationed throughout the city, the Badens' assassins who might be tempted to fire a crossbow bolt from the shadows, or even the thugs and gang leaders of the Steeps. The army's orc patrols do little better. They travel where they wish and may take what they like, as is the case in any city occupied by the Shadow; but those orcs who engage in senseless brutality, wanton murder, or otherwise egregious acts of violence are likely to disappear, washing up on the docks days later as bloated corpses or, worse, as Fell. The orc commanders who lose such troops occasionally attempt a widescale retaliation or cleansing of an entire district, but the resulting interruption of troops and supplies inevitably affects the war effort in Erethor. This causes the Fey Killer to send strongly worded missives to the Order of Shadow, which in turn result in punishment for the offending officer corps.



The Baden Resistance

Many of Erenland's nobles fought to the last, capitulated, or went into hiding when the Shadow in the North fell upon the land. Of these last, most fell to treachery or despair shortly thereafter, scattered and cut off from the feudal structure that once gave them strength. The former masters of Baden's Bluff had long been prepared for their defeat, however. When the time came, the entire court from the king to the least knight laid down their tabards and vanished into the crowds of their loyal subjects. When the Shadow came upon them, it found no sign of their presence. No sign, that is, save for the promise on the king's tower. There, the legates discovered a dagger driven into the heart of Izrador's symbol.

That dagger served as both prophecy and curse. It foretold the power of the Baden's Bluff resistance, its tenacity and dedication. It also might be interpreted as symbolic of the results of the resistance's efforts: though the defenders of light strike true, the Shadow's heart continues to beat in its cold, dark chest.

Other resistance fighters admire the Badens' apparent freedom to strike back against the oppressors. Nowhere else in occupied territory does a group so effectively defy the Shadow's forces. What others do not see are the constant sacrifices the Badens must make to achieve such freedom. Some of that sacrifice comes in the form of personal hardship or death; some comes at the cost of one's morals or one's soul.

Restraint is, in fact, the most important aspect of the Badens' efforts. They continue to exist because they do not attack whenever they can. They might, were they to pull in all of their favors and motivate all of their people, even manage to take the Bluff itself in armed conflict. But such an act would be ultimately pointless, as the full weight of Jahzir's forces would descend on the city in retribution, regardless of Sunulael's custodianship of the city. The major players on both sides understand this arrangement and live by it. Those who refuse to, be they of the Shadow or on the side of freedom, quickly become the sacrifice that preserves the status quo.

Organization

The Baden's Bluff resistance is organized around the remnants of Fredrick Baden's feudal court. His great grandnephew, Tomas Baden, accepts the loyalty oaths of the nobles who survived the city's occupation. These nobles, in turn, organize cells of knights who take the oaths of the common people.

The people take their oaths seriously. Many would die rather than betray the Badens' trust. All would kill, or at least help those with the skills kill, or engage in any sabotage they can think of. Orders flow down from Tomas through his inner circle and to the other resistance members. News and reports flow upwards, along with what tribute the soldiers can spare.

Within the city, the insurgents know only the member's of their cell and the knight to whom they swore an oath, and he only knows his peers and the noble to whom he swore an oath. Each tier of the resistance meets in small groups at irregular intervals; any one of these members might secretly be one of Tomas's inner circle of lieutenants and trusted agents.

Operations

Within the city limits, the Fallen Court brutally maintains the uneasy status quo. It punishes servants of the Shadow who are left out to dry by their masters. It makes life miserable for orcs who become lost in the wrong parts of town or let their violent natures get the best of them. At the same time, the court's cells leave the firmly entrenched legates alone, allow most orcs to go about their normal patrols and demand their tithes, and even help the legates hunt down serious troublemakers.

Under this veneer of calm the cells of the Fallen Court work at a fevered pace. Tomas's inner circle gets reports from hundreds of field agents, manages dozens of safehouses, and maintains caches of materials as far south as Drumlen and as far north as Davindale. They also attempt to coordinate the activities of scattered resistance groups, sometimes orchestrating strikes involving a half-dozen organizations.

Outside of the city, Baden agents move though the land like smoke. They carry messages, locate people who require assistance from gnome smugglers, identify weaknesses in the Shadow's forces, and generally stay out of trouble. Occasionally one will stay in place long enough to train a few resistance fighters, but usually to stop is to die.

Holding Court in the Sewers

Tomas's informants and connections normally interact with him in the anonymous safety of the fishing fleets on the Sea of Pelluria. However, a more formal organization of his men has a home deep in the Snarl, the collection of sewers and unused tunnels beneath Baden's Bluff. Tomas's inner circle meets there once a month to discuss current events and assess their operations. During these meetings they also meet ambassadors from other organizations and reward those who have served the resistance well. Tomas himself never appears at these meetings, as the risk of betrayal is too high.

The Snarl is also the resting place of the accumulated reports of the resistance and the ancestral arms of the Baden family. Though the arms hold great symbolic

value, the library is the greater prize. It contains almost 100 years' worth of observations about the Shadow's current tactics and logistical arrangements, information a visionary leader could turn into a detailed strategic plan capable of starving the Fey Killer's armies into submission.

Baden's Bluffs

The Fallen Court is the only truly organized land-bound resistance network in Erenland. Anyone else fighting against the Shadow either does so from the Sea of Pelluria, is part of an independent cell, or fights under the loose supervision of one of the rebel heroes of the age, like Roland and his riders. A fortuitous combination of circumstances and forethought have given the Badens a working command structure, loyal agents, considerable supplies, and an intact network extending as far as the southern Sarcosan horse-steppes.

The self-deposed rulers put these resources to work almost immediately upon their descent from the throne. Now they manage many separate operations, ranging from gnomish smuggling to complex exchanges involving corrupt legates and forgotten captives. Their activities rely on an ever-widening network of informants, rogues, and ne'er-do-wells pressed into service by desperation and achieving levels of heroism they never thought themselves capable of. Among the Fallen Court's greatest accomplishments have been the establishment of caches and safehouses throughout Erenland.

Avenging Knives

In all of Erenland, no organization dares dream what the Avenging Knives of Baden's Bluff have begun to do. They stand on the front lines, murdering traitors and orcs alike. They burn supply trains, sink ships, free slaves, and fight the good fight. The permanent residents of the city treat them like lepers, warding them off lest they bring down the Shadow's wrath, but the Knives do not care. They would happily sacrifice their own wretched lives, as well as those of any who are near them, for a brief, shining moment of honor. Ironically, despite their ideals, these reckless warriors are the Badens's worst enemy.

Overtures by Tomas's messengers have fallen on deaf ears. The leader of the band of Knives, one Jen Almasi, long ago lost everything he cared about, and is himself no longer under the control of his superiors outside of Baden's Bluff. To him, Baden's Bluff is just one in a long string of places for him to take his war to the Shadow. His overt methods and daring raids have begun to attract the attention of the less patient residents of the

city; some of the city's foreigners, whether newer Dorns from the north or down-on-their-luck Sarcosans and Erenlanders, have begun to offer aid and cover Almasi's tracks. Each time the Knives perform a strike, they carefully clean all of the evidence. So far, they think it has been enough.

They are wrong.

The Badens easily tracked the sites of several of their kills back to the Knives' hideouts, and know that if they can do it, the Order of Shadow can do so as well. To attempt to keep an eye on these dangerous mavericks and to clean up any messes they may bring upon the city, Tomas has assigned his most trusted and capable killer, Victor Fausebender (Male Dorn Defender 15). The Badens are right to fear the Knives' overt aggression, for it has attracted the attention of Sunulael himself. As Fausebender watches from within the organization on behalf of the Badens, a creature known only as Gorse watches on behalf of Sunulael himself. Gorse appears to all eyes as if he were a ragged, dirty, but quietly intelligent Erenlander. In fact, he is a dead man turned into something very much like a lich. Among his powers are the supernatural ability to mask himself from detection spells, to take on the appearance of a normal, living human, and to communicate telepathically with his master. Sunulael has bid him wait, hoping that the Knives' actions will eventually uncover the heart of the Baden resistance and betray them all. Meanwhile, if Gorse can quietly steer the Knives toward targets of opportunity that Sunulael would like to see killed (legates of the Cabal, for instance), so much the better.

Smugglers and Rogues

The Fallen Court expects and receives considerable assistance in Baden's Bluff. In the outside world, however, they must depend on somewhat less reliable allies. These include smugglers, pirates, and others who profit in some way from the Shadow's dominion.

The Fallen Court prefers to deal with individuals who represent large, or at least relatively well-established, groups. Their tolerance for independent operators vanished long ago; an individual has too little to lose. They like the predictability and, more importantly, the planning a large covert organization must engage in to survive. The gnomish smugglers and the Pirate Princes of the Sea of Pelluria stand foremost among these organizations, though they have some contact with Sarcosan freeriders in the south as well.

The Local Connection

The Badens mask their traffic under the streams of legitimate traffic moving in and out of Baden's Bluff. Since a significant percentage of this traffic flows through the warehouse owned by Ebores Arbter (Female Erenlander Expert 5/Smuggler 3 [AtS or M2E]), she is

an extremely important member of the resistance movement. She is also a legitimate businesswoman.

Ebores quietly slips extra cargoes in and out of Baden's Bluff but she does not take unnecessary risks. Anything that draws attention to her involvement with smuggling makes her life more difficult, so she is unlikely to assist those who just casually ask for assistance. If approached properly, i.e. though the Badens or the gnomes, Ebores will be far more cooperative. Her warehouse clears goods from the elves, the pirates, and even the dwarves in the east. Common items and normal weapons can be easily acquired on short notice. More exotic items, especially ones of elven manufacture, may take up to six weeks to arrive, and even then will only be available if Ebores is sufficiently convinced of the asker's needs and loyalty.

The Gnomish Smugglers

Gnomes pass through the city's harbors every day. They come in such numbers and frequency that the orc guards barely even register their existence. This is a very good thing from the gnomes' point of view, since roughly half of the ships carry some kind of contraband.

Some of the contraband comes from private ventures among the various gnomes. A majority, however, comes at the request of the Fallen Court, either to meet a specific need or to prepare for long-range plans. These later shipments are coordinated through Delwen Todorich (Male Gnome Rogue 5/Smuggler 5 [AtS or M2E]), a smuggler whose long history with Ebores Arbter makes him particularly well-suited for the role.

Approximately once every fortnight the gnomes put on a market for individuals interested in something more than turnips. They vary the market's location and timing so as to prevent the authorities from intervening. Though finding the market can be a challenge (DC 20 Gather Information check), it is one of the few places in Erenland that resistance fighters can acquire not only their standard stock items but also magical devices and professional advice. In some circles, the market is even more famous than the Baden resistance itself.

The Pirate Prince's Late Representative

The Pirate Prince and the Baden resistance work closely together in order to secure their mutual interests. This cooperation extends far past logistics and supply. The two groups have engaged in more than one joint operation, inflicting massive damage on the occupation forces.

In order to foster even closer relations, the two groups have recently exchanged formal ambassadors. The Baden ambassador, safe in the pirate's stronghold, has already made inroads in smoothing out communications. The pirates' ambassador, however, ran into some-

thing foul shortly after arriving in the city. Only one of his group survived.

That man, who was a less-than-courageous bodyguard for the true ambassador, is called Reidar Thorolfson (Male Dorn Fighter 2/Rogue 1). He has been installed in an anonymous room in an inn near the Worm Docks. Right now the Badens are investigating the ambassador's death. If, as they suspect, the pirate died due to attracting legate attention, they will hand Reidar over to their foes rather than risk exposing their own involvement in the affair.

Caches and Safe Houses

From the beginning, the Badens knew they would need outside assistance to throw off the Shadow's chains. As the rest of Erenland burned in heroic last stands, they prepared agents and sent them into the world. When local leaders fell before orcish blades, Baden agents moved in behind the waves of troops, securing what they could and destroying whatever they couldn't. In time, they established the caches and safehouses that now allow for widespread guerilla warfare throughout Erenland.

Unfortunately, the rest of the world remains unready for large-scale coordinated action. The Shadow presses down heavily on those who cannot bend their necks under the yoke. Daring is as dangerous a tendency as despair, and many resistance leaders rush to their own demise when, unable to watch as others suffer, they force themselves into bold, brave, but ultimately doomed last stands. Until these dangerous heroes learn to plan beyond the immediate moment, the Badens will continue to reserve the use of these valuable resources for their own agents.

What are they?

Caches and safehouses represent two types of logistical preparation that the Badens engage in as a matter of course. Caches contain resources, including but not limited to weapons, armor, herbal preparations, charms, and travel supplies. Conversely, safehouses rarely contain much in the way of equipment. Instead, they provide an insurgent on the run with a relatively secure haven from which he can continue on his operation after the heat dies down or his wounds heal.

The Badens deliberately locate their caches in out-of-the-way locations, often in dangerous wilderness, that are unlikely to be stumbled upon by chance. Most of them consist of little more than a secured box or hidden nook containing the bare essentials for a working agent. Some contain more substantial resources, including updated profiles of local legates and blind drops for communicating with the leadership back at Baden's Bluff. A small but growing number contain enough resources to equip an entire strike team, while a cher-

ished few could arm a small army. The Badens stocked several of these latter caches during the last days of the war, but such activity stopped soon after for fear that they had grown too large for the Shadow not to find or too tempting for foolish insurgents not to use. Prince Tomas has considered ordering the creation of more such fully equipped caches, particularly in the supposedly vanquished north where rumors of a resurgence of the old ways have begun.

Safehouses, on the other hand, appear almost entirely in settlements, whether large or small. A minor safehouse may consist of nothing more than a hollow space in the cellar of an inn. More elaborate arrangements, including rooms rented for years and even entire farmsteads located on the outskirts of major cities, also exist. All safehouses rely on anonymity for their protection. Should the Shadow's forces find one, those who tend it are under standing orders to retreat rather than attempt resistance. Real-estate, even secured, is far more readily available than competent agents.

Accessing a Cache or Safehouse

The Badens's busy efforts over the last century resulted in the creation of more caches than they can keep track of and a network of safehouses so deeply protected that no one in the network knows where more than a handful of them are. Even Tomas Baden, the leader, refuses to study the matter too carefully. He often says that should he die or be captured, the resistance could continue, but the loss of the resistance's resources would spell the end of hope.

Rather than prepare every cache and safehouse available to the Baden network, DMs should assume that there is a chance for a trained Baden agent to find resources in any locality. This chance is based on where the agent is and what he would like to find. For example, a Baden agent could probably find a small cache with some miscellaneous equipment in it anywhere in Southern Erenland. Finding a cache containing a greater charm with a *sanctuary* effect or a safehouse with a three-person intelligence staff takes a bit more luck and skill.

In order to use the rules below a character must have the Fallen Courtier feat, described on page 59. The following steps are taken when an agent attempts to access a cache or safehouse:

1. PC specifies attributes desired.
2. DM determines whether or not the cache or safehouse exists.
3. **Awareness:** PC must succeed at a Knowledge (local) check to determine whether or not he knows of such a cache or safehouse. The DM rolls this check secretly, and if the PC fails, he may not try again in that location until he gains more ranks in Knowledge (local).
4. **Discovery:** PC must succeed at a Search check (for caches) to discover the cache's precise location, or a Gather Information check (for

safehouses) in order to arrange a meeting with the safehouse contact. The DCs for these checks are the same as the awareness check to determine if PC knows of the cache or safehouse. The DM rolls this check secretly. If the PC fails in a Search check for a cache, he may try again or even take 10 or take 20, though doing so is likely to attract unwanted attention. If the PC fails in a Gather Information check, he has exhausted all of his local resources; he may not try again in that location until he gains more ranks in Gather Information.

5. **Access:** PC must successfully gain access to the cache or safehouse.

Determining Existence

The DM is of course the final arbiter on whether or not a cache or safehouse exists in an area and what contents or support it may offer. DMs who are not leaning one way or another may make a random roll to decide if the sought-after location exists. This roll is always made in secret, and players should not know whether a cache or safehouse exists or not until they spend the time to find it.

Two factors influence this roll: the Badens' stance in the area and how often the agent has accessed caches or safehouses in the area. See the table below.

Chance of Cache/Safehouse Existence

% Chance	Sample Areas	Badens	Shadow
80%	Baden's Bluff	Active	Weak
60%	Erenhead	Active	Strong
40%	Hallsport	Inactive	Weak
20%	Bastion	Inactive	Strong

Other

-10% Each time the agent has successfully accessed a cache or safe house in this location during this arc.

Awareness and Discovery

The DC for the skill checks required to know of a cache or safehouse and to uncover it depends on both the location (which will generally be the agent's current whereabouts) and the contents or services the agent hopes to find. The agent tells the DM what contents or services he hopes to find; the DM then determines the total DC for both the awareness and discovery checks and rolls secretly. The table below provides the base DCs based on location, while the agent's requirements

determine the modifiers to that DC, as shown on the tables on page 43.

Awareness and Discovery DCs (based on location)

Geographic Location	Knowledge DC
Baden's Bluff	10
Erenhead	10
Central Erenland	15
Sea of Pelluria, Southern Coast	15
Sea of Pelluria, Northern Coast	20
Eastern Erethor or Aruun	20
Northland Erendland	25
Southern Erenland	25
Kaladrun Mountains	25
Non-urban	+5

Accessing a Cache

Once the agent locates the cache, he must open it. Badens generally protect their caches with complex puzzle locks (requiring a cipher to open) and traps designed to disable those who foolishly poke their hands in where they do not belong.

If an agent attempts to access a cache while on a mission for the Fallen Court he may, at the DM's discretion, have received the cipher for the caches he was likely to need. In this case he does not have to make any skill checks to open the cache.

If the agent does not possess the appropriate cipher he must make a Decipher Script or Open Locks skill check with a DC equal to the cache's discovery DC. Failure may activate a trap (CR equal to the discovery DC minus 10; a CR of 0 means there is no trap). It also causes the lock to stop responding. The trap may be searched for and disabled, or the lock may be broken or forced, using the appropriate skills; each such check has a DC equal to the discovery DC of the cache.

Accessing a Safehouse

Once an agent has met a safehouse contact, on the other hand, he must present the appropriate credentials in order to be led to the location. If his Baden masters expected him to call on the safehouse they may, at the DM's discretion, have given him the correct recognition codes. In this case he does not have to make any skill checks to prove his identity.

If the agent does not possess the appropriate credentials, he must make a Diplomacy check with a DC equal to the safehouse's discovery DC. Success indicates that he has proven his identity. Failure indicates that the contact does not trust him, and will try to escape

Awareness and Discovery DC Modifiers

(based on cache size)

Size	Modifier	# of items	Sample Amounts*
Small	+0	1	5 days food, 10 arrows, 5 daggers, healing kit
Medium	+5	2	10 days food, 5 short swords, 3 light shields, 1 suit of studded leather
Large	+10	4	20 days food, 5 longswords or longbows, 1 chain shirt
Huge	+15	6	30 days food, cart, small boat, 5 greatswords, 3 heavy shields
Gargantuan	+20	10	50 days food, wagon, large boat, 3 suits of chainmail

* Each of these amounts counts as one item, of which there can be several in a single cache. For instance, a small cache is large enough to contain 5 days of food, or 10 arrows, or 5 daggers, etc. A medium cache may contain 2 of the items listed under sample amounts, or twice that number of items from the previous cache size, so it might have 20 days of food, 10 days of food and 5 short swords, 3 light shields and 10 daggers, and so on.

immediately. The agent may not try again until he has gained additional skill ranks in Diplomacy. Even if he trails the contact, she will not lead him to the safehouse and will do anything possible to keep its location secret.

Example

A Baden agent on the run needs to resupply quickly during a mission in the Westlands of Central Erenland. He does not want much, just a handful of herbal preparations and food so he doesn't have to pause to hunt or steal. He decides to look for a small cache. Since he is in the Westlands, the awareness check (using Knowledge [Central Erenland]) is DC 15 (15 for the location, +0 for cache size). His request for herbal preparations rather than just the standard small cache contents means that the discovery check (using Search) is DC 20 (15 for the location, +5 for the cache contents).

Awareness and Discovery DC Modifiers

(based on cache contents)

Equipment or Items	DC Modifier
Miscellaneous non-masterwork equipment	+0
Specific non-masterwork equipment	+2
Minor charms or herbal concoctions	+4
Lesser charm	+8
Greater charm or masterwork item	+12
Minor magic item	+16
Local intelligence reports (1d6 years old)*	+0
Local intelligence reports (1d6 months old)*	+5
Local intelligence reports (current)*	+10

*Intelligence reports contain information current as of the report's time frame about the Shadow forces and resistance efforts (Baden and non-Baden) within a 30-mile radius of the cache.

Awareness and Discovery DC Modifiers

(based on level of safehouse support)

Support	Modifier
Location protected from divination	+10
Location defended from search (DC 20)	+5
Location defended from search (DC 25)	+7
Location defended from search (DC 30)	+10
Safehouse is in a rural area	+10
Secured courier drop every 2d4 days	+5
Staff of one commoner (Com 3)	+2
Staff of one healer (Exp 3)	+5
Staff of one sage (Hermetic Cha 3)	+10
Staff of one Baden agent (Rog 5)	+10
Room for up to five people to stay	+2

CHAPTER FOUR

Heroes and Villains

The following personalities call Baden's Bluff home. Some come from unique backgrounds. Others arise from the circumstances attendant on the Shadow's dominion and could easily be used as templates for similar character types.

The names and background information presented in this chapter are closed content. The stat blocks are designated as **Open Game Content**.

Villains

Helrion Baden

The Bastard Count

Male Erenlander Aristocrat 6/Fighter 4: CR 7; Medium human (6ft. 4 in. tall); HD 6d8+4d10+20; hp 69; Init +5; Spd 20 ft.; AC 23 (+1 Dex, +8 masterwork full plate, +2 masterwork heavy steel shield, +2 *cloak of protection*), flat-footed 22, touch 13; Base Atk +8; Grp +9; Atk +12 melee (1d10+3, masterwork bastard sword); Full Atk +12/+7 melee (1d10+3, masterwork bastard sword); SQ Erenlander traits; AL NE; SV Fort +8, Ref +4, Will +5; Str 12, Dex 13, Con 14, Int 15, Wis 8, Cha 16.

Skills: Bluff +17, Craft (brewer) +5, Diplomacy +21, Forgery +9, Handle Animal +11, Intimidate +19, Ride +7, Sense Motive +14, Spot +4.

Feats: Combat Expertise, Deceitful, Exotic Weapon Proficiency (bastard sword), Improved Initiative, Leadership (Leadership 13), Persuasive, Skill Focus (Sense Motive), Weapon Focus (bastard sword), Weapon Specialization (bastard sword).

Languages: Courtier, Erenlander, Norther, and Orcish Pidgin.

Possessions: Masterwork full plate, masterwork

bastard sword, masterwork heavy steel shield, *circlet of persuasion*, *cloak of protection* +2, courtier's outfit.

When he draws himself up to his full height, Helrion Baden stands well over six feet tall. His solid strength and devilishly handsome good looks combined with blowing blonde hair and steely-gray eyes make him look like something out of legend. However, his appetite for luxuries, lack of moral courage, and willingness to sacrifice others to his greater glory reveal him to be a man of his times.

In other, more settled, circumstances Helrion would never have come to the Baden throne. Though he has the honor of being the eldest son of Prince Tomas's aunt (and therefore the great grandson of Fredrick Baden), his birth was less than legitimate. In fact, ugly rumors swirl around his birth, including the possibility of rape or even a forced breeding program run by a legate.

Whatever the case, Helrion was born and trained to rule over Baden's Bluff. He knows how to use his blood to impress the people of his court. He also knows how to fine-tune a gift so that it elicits envy in those who see it. This later skill he uses to set courtiers against one another and to manipulate the various guards, army officials, government officials, and other power brokers who truly run the city. He never speaks of his early years or of his plans for the future. Instead he turns every conversation to what he might, perhaps, be able to do for the person he talks to. These evasions serve to prevent people from gaining any handle on what he truly wants; when no one knows what you desire, he figures, no one can manipulate you.

Though Helrion may occasionally seem shallow and ineffectual, his desires are anything but. The bastard count remains focused on one goal: absolute domination of the southern coast of the Sea of Pelluria. The exact shape of his plans has not yet unfolded in his mind, but he is absolutely sure it will be brilliant.

Werner Dalmark

The Pretender of Dalmark

Male Erenlander Fighter

6: CR 6; Medium human (6 ft. tall); HD 6d10; hp 33; Init -1; Spd 20 ft; AC 17 (-1 Dex, +8 masterwork full plate), flat-footed 18, touch 9; Base Atk +6; Grp +9; Atk +11 melee (2d6+6, masterwork greatsword); Full Atk +11/+6 melee (2d6+6, masterwork greatsword); SQ Erenlander traits; AL LE; SV Fort +5, Ref +1, Will +3; Str 16, Dex 8, Con 11, Int 10, Wis 9, Cha 15.

Skills: Handle Animal +10, Jump +7, Intimidate +11, Profession (merchant) +4, Ride +9.

Feats: Cleave, Improved Bull Rush, Improved Sunder, Iron Will, Leadership, Power Attack, Quick Draw, Weapon Focus (greatsword), Weapon Specialization (greatsword).

Languages: Erenlander.

Possessions: Masterwork full plate, masterwork greatsword, courtier's outfit.

Werner Dalmark may wear full plate, wield a greatsword, and pretend to be a noble from the old Dornish lines, but his broad face and dark hair betray his true origins. The son of a farmer, he made his way up through the army to become the puppet ruler of Baden's Bluff a little over 10 years ago. Then, after his great victory, Cerano pulled Helrion from some dark hole to replace him.

The then 40-year-old Werner, now demoted to an estate that once belonged to a duke called Dalmark, spent a few years away from court sulking on his estates and beating his serfs. Eventually, though, he drifted back to Baden's Bluff. There he found the court in chaos and Helrion carefully manipulating things to keep it that way. The subtleties of Helrion's manipulations took Werner's breath away. He watched in delight as the younger man played even hardened legates like instruments. Those same skills, if honed and directed, could radically change the world in the hands of a man with some real ambition.

So Werner set out to instill that ambition in the young count. He succeeded, giving Helrion a sense of purpose and a broad ambition far beyond that instilled by his legate foster parents. Unbeknownst to Helrion, it was Werner's influence that set his mind to thinking

about the possibility of ruling the southern coast of the Sea of Pelluria.

However, Helrion has become fickle in his power, and Werner must tread carefully lest he become a victim of the Bastard Count's manipulations. Indeed, now he realizes the danger of his little game: his creation stands ready to challenge the very forces that gave him life.

Though Helrion may think of Werner as indispensable, the seasoned warrior knows better. He now lives in fear of what Helrion will do next, even though he cannot stop it.



Cerano

High Legate of Baden's Bluff

Male Dorn Legate 15:

CR 15; Medium human (5 ft. 8 in. tall); HD 15d8; hp 67; Init +1; Spd 30 ft. (20 ft. armored); AC 15 (+1 Dex, +4 *magic vestment*), flat-footed 14, touch 11 or 25 (+1 Dex, +12 *magic vestment-enhanced* full plate, +2 large shield), flat-footed 24, touch 11; Base Atk +11; Grp +11; Atk +13 melee (1d8+1, +1 *unholy longsword*); Full Atk +13/+8/+3 melee (1d8+1, +1 *unholy longsword*); SA spells; SQ Astirax companion (+3 HD), Dorn traits, rebuke undead 9 times/day; AL NE; SV Fort +10, Ref +6, Will +13; Str 10, Dex 12, Con 10, Int 12, Wis 18, Cha 14.

Skills: Concentration +18, Intimidate +20, Knowledge (religion) +19, Spellcraft +19.

Feats: Craft Magic Arms and Armor, Empower Spell, Enlarge Spell, Extend Spell, Extra Turning, Forge Ring, Spell Focus (necromancy).

Languages: Black Tongue (literate), Erenlander, Norther (literate), Orcish (literate), and Trader's Tongue.

Possessions: Masterwork full plate, large steel shield, +1 *unholy longsword*, *ring of mind shielding*, *ring of spell turning*.

Prepared Spells (6/6+1/6+1/6+1/5+1/4+1/3+1/2+1/1+1, base DC 14 + *spell level*): 0—*detect magic* x2, *guidance* x2, *read magic* x2; 1st—*curse water* x2, *command* x2, *detect good*, *magic weapon**, *shield of faith*; 2nd—*augury* x2, *death knell*, *desecrate*, *identify**, *shatter*, *zone of truth*; 3rd—*dispel magic**, *extended enthrall*, *extended resist energy*, *invisibility purge* x2, *locate object*, *status*; 4th—*air walk*, *divine power**,

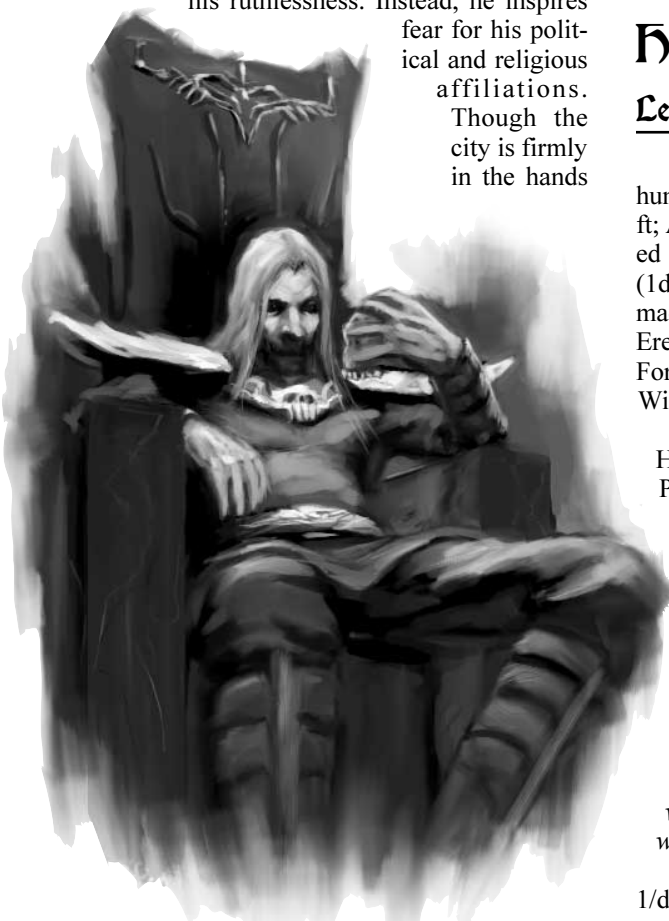
extended magic vestment, freedom of movement, giant vermin, sending; 5th—*commune, dispel good, extended spell immunity, mark of justice, spell resistance**; 6th—*blade barrier, create undead, extended scrying, word of recall*; 7th—*empowered flame strike, repulsion, spell turning**; 8th—*empowered flame strike, power word stun**.

*Domain Spell. *Domains*: Magic (use scrolls, wands and other devices as a channeler of 8th level) and War (Weapon Focus and proficiency with longsword).

Cerano never speaks of his life before he came to Baden's Bluff for the first time. Indeed, as far as the locals know, he appeared as a freshly minted, amazingly powerful legate steeped in evil. He appeared from the shadows, installed Helrion Baden on the Baden throne, stayed around for a few years, then returned to whatever pit spawned him. It came as a great surprise to the court when he reappeared, apparently in command of the city's legates, a few years ago.

This withered-looking yet still fit old man resides in Izrador's great temple in the Crown. There he continues his personal experiments in the art of necromancy, sometimes using the legates who displease him as his test subjects. More often he buys the dead and the dying from their bereaved families.

The other legates do not fear him for his power or his ruthlessness. Instead, he inspires fear for his political and religious affiliations. Though the city is firmly in the hands



of Sunulael and his Devoted, Cerano remains fiercely devoted to the Cabal and Izrador. The Devout majority often speculate wildly about ways in which they could remove their overbearing lord. They also wonder how a man so obviously a member of the wrong side could possibly achieve high standing in an important post.

None know, exactly, what arrangements Cerano came to with Sunulael. Both refuse to answer any questions about the matter. Whatever secret terms bind the two, one term is abundantly clear: Cerano does not support the other members of the Cabal in Baden's Bluff. Despite his professions of faith, he will neither aid them against their enemies nor involve himself in their plots.

Most of his brother legates also suspect Cerano has some unusual relationship with Zaindal. The legate often stands at his balcony looking up at the drake's tower for hours upon end. What he sees, or what magic he works, remains his own private business.

When his business forces Cerano to engage individuals outside of the Order, he tends to favor negotiations, using shows of strength and intimidation to get his way. He does not bargain, lie, or bother to hide his contempt for lesser mortals. No matter how strange or outrageous his demands may be, he delivers them with a flat, almost deadpan style more suited for asking for salt at the dinner table than demanding the still-beating heart of a foe served to him on a silver platter.

Horst of Guildall

Lesser Legate

Male Erenlander Legate 4: CR 4; Medium human (5 ft. 11 in. tall); HD 4d8; hp 18; Init -1; Spd 30 ft; AC 12 (-1 Dex, +3 studded leather armor), flat-footed 13, touch 9; Base Atk +3; Grp +2; Atk +2 melee (1d6-1, light mace); Full Atk +2 melee (1d6-1, light mace); SA spells; SQ astirax companion (+1 HD), Erenlander traits, rebuke undead 5 times/day; AL N; SV Fort +6, Ref +1, Will +7; Str 9, Dex 8, Con 10, Int 10, Wis 15, Cha 14.

Skills: Diplomacy +9, Gather Information +6, Handle Animal +6, Heal +9, Knowledge (religion) +4, Profession (herbalist) +6, Sense Motive +6.

Feats: Great Fortitude, Legate of the Bluff*, Negotiator, Scribe Scroll.

*New feat, described on page 59.

Language: Black Tongue, Erenlander (literate).

Possessions: studded leather armor, light mace, 2 scrolls of *cure light wounds* (4th-level caster), legate's robes, healing kit.

Prepared Spells (5/4+1/3+1, base DC 11 + spell level): 0—*cure minor wounds* x3, *light* x2; 1st—*bane, cause fear**, *command, cure light wounds* x2; 2nd—*calm emotions, cure moderate wounds* x2, *death knell**.

*Domain Spells. *Domains*: Death (death touch 1/day: with a successful melee touch attack, overcome

living creature's hit points on 4d6; success slays target) and Magic (use scrolls, wands and other devices as a 2nd-level channeler).

Horst's broad, honest face hides a heart filled with petty jealousy. His blunt, broken-nailed hands, scarred from years of work, tell almost as much of his tale as his black robe's ragged hem. Only his glossy black hair bound in a heavy silver ring and his bitter laugh fit in well with the common conception of a legate.

When the dark summons came to him, Horst thought he would rise in glory over his previously bland life; unfortunately, that same blandness marked him as prey in the Order's vicious politics. One of his brothers or sisters would have used him as an appetizer had Cerano not stepped in. The high legate saw in Horst something he could use: a banality that would help quell the constant problems in Baden's Bluff.

After cursory training, the legates dropped Horst into the maelstrom. Most thought he would last no more than a fortnight. Horst, however, proved adept at weaving his way through the labyrinthine local politics that consume more hardened men. He became, if not indispensable, at least useful to his neighbors. They may mock him, but they do come to him for aid when they have no other option.

After a decade in the Bluff, Horst has established a solid routine. During the day he walks his ward, meeting and greeting the locals. At noon he and other lesser legates from the surrounding neighborhoods take lunch at a local inn. He oversees prayers, rituals, and daily business at his neighborhood's shrine until mid-afternoon, at which point he returns home to putter in his garden until one of the local madams sends a young girl and his dinner. The rest of the evening passes without notice unless one of his neighbors comes to him for assistance.

A decade of stability has greatly improved Horst's outlook on life. He now deals serenely with his neighbors. Outsiders, on the other hand, frighten him. Anyone he does not already have a relationship with makes him nervous, fidgety, and prone to sudden expressions of temper.

Zaïndal the Drake

Puppet Beast of Sunulael

Undead Wyvern; CR 17; Gargantuan Undead Dragon; HD 20d12 (130 hp); Init + 0; Spd 20 ft., fly 80 ft.; AC 22 (−1 Dex, −4 size, +17 natural); Size/Reach: 20 ft./20 ft.; Base Atk +20; Grp +47; Atk +35 melee (2d6+15 plus rot, sting); Full Atk +35 melee (2d6+15 plus rot, sting) and +32 melee (3d8+15, bite) and +32/+32 melee (3d6+7, wings) and +32/+32 melee (4d8+15, talons); SA Breath weapon, despair, improved grab, tokens; SQ Low-light vision, regeneration 3, scent, spell absorption, undead traits; AL NE; SV Fort +6, Ref +11, Will +15; Str 40, Dex 8, Con —, Int 5,

Wis 17, Cha 10.

Skills: Hide +7, Listen +25, Move Silently +19, Spot +25

Feats: Ability Focus (rot), Ability Focus (tokens), Alertness, Flyby Attack, Hover, Improved Natural Attack (talons), Multiattack.

Languages: Black Tongue.

Sunulael realized some time ago that he needed devoted servants to help him pursue his pretensions to godhood. Zaïndal the Drake was his first experiment along this line. In Zaïndal, Sunulael attempted to combine the ferocious cunning and raw power of a dragon with the enduring strength and loyalty of a mummy. The result is certainly formidable but hardly the able assistant he hoped for. Rather than waste the effort, though, he decided to place the creature where it could do some good. Perched atop the Spire in Baden's Bluff, the drake offers up a constant unspoken comment about what the necromancer thinks of his fellow Night Kings, Zardrix in particular.

Zaïndal lacks the intellect required to assist its master in necromantic research. It does not lack, though, in physical power. In fact, the process used to transform the wyvern gave it immense strength and almost supernaturally acute senses. Its desiccated body is harder than steel and nearly impervious to normal or magical weapons. More importantly, the body is filled with countless tiny centipedes that scurry throughout its undead flesh, repairing minor wounds. Even if the drake is destroyed, it can return to full strength within a few hours.

The drake spends its days within the Spire, the unknown thoughts of rustling dead things scurrying in its mind. At night, it emerges to perch upon the Spire and watch the city below. Most evenings it simply sits there and waits, while on others it takes wing, perhaps to deliver a message to its master. Every few weeks its attention is caught by movement below, and it streaks streetward to rend some poor soul from its body. What sets Zaïndal off and causes him to attack is unknown; orcs and humans, legates and resistance fighters alike have been devoured by the creature.

Gorse can call upon Zaïndal's assistance if he wishes to. He rarely does so, as the drake has no sense of tactics or strategy. It will kill its target even if told simply to scare or disable it.

Combat

Zaïndal generally hovers above a fray, lashing out with his many physical weapons. If targeted by a magical attack, he tries to absorb it, then unleash it back on the caster. When heavily pressed he invokes the powers of his spell charms, though by the time he activates them the battle will have already turned against him.

Zaïndal has the following special abilities:

Despair (Su): Any creature catching sight of Zaïndal must succeed on a DC 20 Will save or be paralyzed with fear for 1d4 rounds. Whether or not the save



is successful, the sight of Zaindal cannot affect that creature again for 24 hours. This save DC is Charisma-based.

Improved Grab (Ex): Zaindal must hit with his talon to use this ability. He can then attempt to start a grapple as a free action without provoking an attack of opportunity. If he wins the grapple check, he establishes a hold and may attempt a sting as a free action.

Regeneration (Su): Zaindal takes normal damage from fire and acid.

Rot (Su): Though Zaindal's stinger once held venom, it now reeks with the unmistakable scent of mummy rot (DC 22, incubation period 1 minute, damage 1d6 Con and 1d6 Cha). The save DC is Charisma-based. Mummy rot continues until the victim reaches Constitution 0 (and dies) or is cured. While the target suffers from mummy rot he gains SR 20 against healing spells cast upon him.

Mummy rot functions both as a disease and a curse. In order to cure the disease, a channeler must first break the curse by casting *break enchantment* or *remove curse* (DC 20 caster level check for either spell). Once the curse component is removed, the disease may be healed as normal.

Spell Absorption (Su): Zaindal can automatically absorb up to 20 levels of spells cast at him. He can channel these spell levels into a breath weapon (90-ft. cone, DC 20 Fortitude half). Each spell level he channels into the breath weapon causes it to deal 1d6 sonic damage. If absorbing a spell would put him above 20 spell levels, the entire amount of stored spell energy has a cumulative 10% chance per spell level beyond 20 of exploding, depleting all spell levels and inflicting 20d6 sonic damage to Zaindal and everything else within a 500-ft. radius (DC 20, Fortitude half; Zaindal automatically fails the save).

Tokens (Sp): Sunulael embedded a number of magical tokens into Zaindal's undead body. These tokens will continue to function if he is somehow slain, but if he explodes due to spell absorption overload they melt into useless slag. He may use each token 3 times per day. Activating a token takes a standard action that does not provoke an attack of opportunity. The effects are at caster level 30 and last for 30 minutes or until dismissed. Dismissing an effect is a free action.

The three tokens are:

Token of Night: The bearer emanates magical darkness identical to a *deeper darkness* spell in a 60-ft. radius. The bearer can see through this darkness normally. This effect is not countered by *daylight*.

Token of Pain: The bearer emanates negative energy identical to that created by a *symbol of pain* spell in a 60-ft. radius. The bearer is immune to this effect. This effect does not allow a saving throw.

Token of Loss: The bearer emanates a magical field identical to that of a *symbol of weakness* spell in a 60-ft. radius. The bearer is immune to this effect. This effect does not allow a saving throw.

Gorse

Sunulael's Assassin

Undead (Erenlander) Rogue 7/Defender 9: CR 19; Medium Undead (6 ft. tall); HD 16d12; hp 104; Init +10; Spd 40 ft.; AC 26 (+6 Dex, +5 natural, +5 defender bonus), flat-footed 20, touch 22; Base Atk +14; Grp +19; Atk +19 melee (1d8+1d6+5 plus paralysis, unarmed strike); Full Atk +19/+14/+9 melee (1d8+1d6+5 plus paralysis, unarmed strike); SA sneak attack +4d6, unarmed strike; SQ damage reduction 5/—, defensive mastery, flurry attack, incredible resilience, masterful strike +1d6, precise strike I, spell-like abilities, uncanny dodge, undead traits, trapfinding, trap sense +2, turn resistance +4; AL NE; SV Fort +6, Ref +18, Will +10; Str 20, Dex 22, Con —, Int 18, Wis 17, Cha 16.

Skills: Appraise +13, Balance +27, Bluff +22, Climb +15, Disable Device +13, Disguise +12, Hide +25, Jump +26, Knowledge (central Erenland) +23, Listen +24, Move Silently +25, Open Lock +13, Profession (beggar) +8, Search +13, Spot +14, Tumble +27, Use Magic Device +12.

Feats: Combat Expertise, Dodge, Improved Disarm, Improved Grapple, Improved Feint, Improved Initiative, Improved Two-Weapon Fighting, Two-Weapon Fighting.

Languages: Black Tongue, Colonial, Erenlander, Norther, Orcish, and Trader's Tongue (literate in all).

Possessions: Dagger, peasant's outfit.

The man now known as Gorse once terrorized Shadow agents from the Sea of Pelluria to the southern shores. His known exploits made him the hero of the people. His unknown exploits brought down fear and starvation upon the heads of the Fey Killer's armies and destabilized otherwise functional regimes all over Erenland. Eventually this shadowy champion turned his attention to one of the most dangerous targets in all Eredane: the Night King Sunulael. Fully expecting to die but hoping to destroy the undead monstrosity as well, Gorse recruited like-minded heroes, powerful in their own rights but frustrated by their inability to stop the vast armies of the Shadow. They planned meticulously, ensuring that everything was in place before launching their assault.

Unfortunately, Sunulael proved to be far more than a mortal opponent. He easily trapped, tortured, broke, and then killed the heroes. Rather than leave such a useful potential servant untapped, however, the Night King then raised Gorse from the soil using a process which transformed him into something like a lich. He then imbued the new creature with magical abilities that would make him the ultimate spy and assassin.

The creature that was Gorse is a master of disguise. In his own, unaltered visage he looks like a young man of mixed Dorn and Sarcosan descent. He speaks

quietly, moves little, and rarely bothers to acknowledge others. Sunulael uses the former hero as his personal assassin and troubleshooter. His current mission revolves around infiltrating an Avenging Knives cell in Baden's Bluff. From there, he hopes to find and eliminate Tomas Baden himself.

Combat

Some of Gorse's defender abilities were improved or made superfluous by Sunulael's attentions. In addition to his defender and rogue abilities, Gorse has several magical abilities granted by his master. These abilities include:

Spell-like Abilities (Sp): 3/day—*animate dead*, *dispel magic*, *discern lies*, *divine power*, *entropic shield*, *invisibility purge*, *shield of faith*, *spell immunity*, and *undetected alignment*. 16th-level caster.

Mask of Life (Su): Gorse is constantly under the effect of a *change self* spell, the details of which may be altered at will, and an *undetected alignment* spell. Both are cast at 16th level; though they may be dispelled, Gorse can reactivate these effects as a free action on his turn.

Immunities (Ex): Gorse is immune to cold, electricity, fire, polymorph, and mind-affecting effects.

Paralyzing Touch (Su): Gorse's fists and feet are as solid as bone, and as such do 1d8 damage instead of 1d6. Any living creature Gorse hits with an unarmed attack must succeed on a DC 21 Fortitude save or be permanently paralyzed. If Gorse wishes, he may strike with a touch attack instead of an unarmed strike, doing 1d8+5 points of negative energy damage (DC 21 Will save for half). *Remove paralysis*, *remove curse*, or *break enchantment* can free the victim, though the effect cannot be dispelled. Anyone paralyzed by Gorse seems dead, though a DC 20 Spot check or a DC 15 Heal check reveals that the victim is still alive.

Heroes

Tomas Baden

Scion of Baden

Male Dorn Charismatic Channeler 7/Visionary 3: CR 10; Medium Human (6 ft. 7 in. tall); HD 7d6+3d8+20; hp 58; Init +1; Spd 30 ft.; AC 11 (+1 Dex), flat-footed 10, touch 11 or AC 18 (+1 Dex, +2 natural armor, +7 *invulnerable mithril chain shirt* +3), flat-footed 21, touch 11; Base Atk +6; Grp +9; Atk +10 melee (1d6+3, club) or +13 melee (2d6+9, +2 *ghost touch greatsword*); Full Atk +10/+5 melee (1d6+3 club) or +13/+8 melee (2d6+9, +2 *ghost touch greatsword*); SA spells; SQ art of magic (–20%), cast *daze*, *prestidigitate*

tion, or virtue 6 times/day, Dorn traits, force of personality, kindle hearts, oathbinder, vision, guiding light +2; AL LG; SV Fort +6, Ref +4, Will +11; Str 16, Dex 12, Con 14, Int 12, Wis 16, Cha 19 (23).

Skills: Bluff +20 (+22), Craft (alchemy) +14, Profession (fisherman) +16, Diplomacy +22 (+24), Perform (oration) +20 (+22), Knowledge (central Erenland) +11, Sense Motive +16.

Feats: Extend Spell, Fallen Courtier*, Leadership (leadership 22), Magecraft, Shadow Cipher, Spellcasting (divination), Spellcasting (enchantment), Spellcasting (lesser evocation), Spellcasting (illusion) Spellcasting (transmutation).

*New feat, described on page 59.

Languages: Erenlander, Norther (literate), and Trader's Tongue.

Known Spells (MP 13, base DC 13+spell level [DC 15+spell level w. cloak]): 0—dancing lights, light, ghost sounds; 1st—charm person, detect astirax†, disguise self, disguise weapon†, faerie fire, magic aura, undetectable aura; 2nd—disguise ally†, hypnotic pattern, knock, silver blood†, whispering wind; 3rd—cover the scent†, invisibility sphere, major image, meld into stone; 4th—illusory wall, lesser geas, silver storm†; 5th—control winds, shadow evocation.

Rituals: hallow.

†New spell, described in AtS or M2E.

Possession (carried): peasant's outfit

Possessions (in the Snarl): +3 invulnerable mithril chain shirt, +2 ghost touch greatsword, amulet of natural armor +2, cloak of charisma +4.

Tomas Baden, Prince of Baden's Bluff and a true king of Erenland, works the waters close to the Bluff as a fisherman. He lives alone in a one-room shack near the Worm Docks. When confronted by legates he bows and smiles; when orcs pass by he presses against the wall and trembles with fear. This public face never wavers or falls even under dire provocation.

In private, things are different. Tomas straightens his lanky body and raises his head up proudly. He drops his affected lisp to allow his rich voice full reign. His blue eyes sparkle with both hope and nobility, so much so that he can barely contain it.

Tomas knows he stands at the center of a war. He knows the forces arrayed against him conquered his forefathers. The tactics and strategies of old will, inevitably, result in the same result. So instead of dwelling on the past, he focuses on the future. He urges his people to seek out and find new ways of forcing the Shadow to a standstill. At night he pours restlessly over intelligence reports from his far-flung intelligence network, seeking a new angle from which to attack the information. His restless energy trickles down to his organization.

He also takes his responsibilities as a prince very seriously. For Tomas, the oaths his fathers swore to protect the people of Baden's Bluff still hold true. Though he must sacrifice them and himself in this war, he is determined to save those that he can. The orphaned and widowed will be cared for, the weak protected to the extent of his power. Otherwise, as he often tells his own people, how could he tell the difference between himself and the legates who prowl his streets?

The possessions presented above are the regalia of the Baden house. This equipment, stored in a secret room in the Snarl, is accessible to him on a few hours notice. He has never taken them out of their mirrorglass box save for a very occasional use of his great grandfather's mantel. Indeed, Tomas says he will not wear the regalia until he can once again sit on the Baden throne.

The Vision: A few years ago Tomas awoke from a glorious but terrifying dream. In that dream, he saw what would happen if the resistance achieved its goals. He saw people fighting back, not just as scattered moments of glory against the night, but as a coordinated rage capable of throwing back the Shadow. He dreamed of the Fey Killer's death at the hands of his own orcs and of the great tower in Theros Obsidia crumbling in fire. More importantly, his dream showed him how to accomplish those goals. He explains parts of this vision to his liege-men, but has not yet revealed its fullest extent; were he to do so, he fears his people would think him mad.



Colin the Tanner

True Duke of Dalmark

Male Erenlander Fighter 8; CR 8; Medium Human (5 ft. 11 in. tall); HD 8d10+8; hp 46; Init +6; Spd 30 ft; AC 12 (+2 Dex), flat-footed 10, touch 12; Base Atk +8; Grp +9; Atk +9 melee (1d6+1, club); Full Atk +9/+4 melee (1d6+1, club); SQ Erenlander traits; AL LN; SV Fort +7, Ref +4, Will +5; Str 12, Dex 14, Con 12, Int 15, Wis 17, Cha 11.

Skills: Bluff +7, Intimidate +7, Craft (leatherwork) +6, Gather Information +4, Knowledge (central Erenland) +10, Profession (tanner) +10, Sense Motive +7.

Feats: Dodge, Fallen Courtier*, Improved Initiative, Improved Unarmed Strike, Inconspicuous, Iron Will, Mobility, Persuasive, Power Attack, Spring Attack.

*New feat, described on page 59.

Languages: Erenlander.

Possessions: club, *amulet of nondetection*, merchant's outfit.

If Tomas Baden is the heart of the resistance, Colin Dalmark functions as its brain and hands. He translates Tomas's vision into reality, doing whatever must be done to ensure that his liege lord remains safe from harm. With that in mind, he also monitors the status quo in Baden's Bluff. If a sacrifice must be made, he chooses the time, place, and person. If a deal must be struck, he dirties his own hands so Tomas's can remain clean.

In his daily life Colin runs a tannery out beyond the city walls. Before the city's fall his forefathers owned the land he works on. Now he only reminds his former tenants of that fact when he needs their help hiding something from the orc patrols. Mostly he leaves them alone and they return the favor.

His cover as a successful tanner also gives him reason to entertain a wide variety of disreputable guests. Most of these serve, knowingly or not, as members of the Badens's intelligence network. Many have worked with him in the past, depositing caches in the furthest flung corners of Erenland.

If foreigners come to Baden's Bluff looking for the resistance, they might eventually find Colin. He will present himself as the resistance's leader, offering up his rank as the true Duke of Dalmark as a screen for the prince. Only if Tomas requests it will he grudgingly let anyone through to his prince.

Colin's stout form and badly stained skin hide exceptional physical prowess. Though he cannot match a large group of armored orcs, he can and has taken down armed thugs and lone raging orcish warriors.

Baroness Andilín Westerín

Baden Seductress

Female Dorn Aristocrat 6/Insurgent Spy 4*: CR 3; Medium Human (5 ft. 10 in. tall); HD 6d8+18; hp 45; Init +2; Spd 30 ft; AC 12 (+2 Dex), flat-footed 10, touch 12; Base Atk +7; Grp +8; Atk +8 melee (1d4, dagger); Full Atk +8/+3 melee (1d4, dagger); SQ conceal magic, Dorn traits, shadow contacts (major), shadow speak +2, sneak attack +1d6; AL CG; SV Fort +7, Ref +8, Will +8; Str 13, Dex 14, Con 16, Int 13, Wis 14, Cha 18.

Skills: Bluff +17, Diplomacy +21, Gather Information +20, Knowledge (nobles) +5, Listen +14, Perform (dance) +17, Sense Motive +18, Speak Language +9, Spot +6.

Feats: Fallen Courtier*, Inconspicuous, Shadow Cipher, Skill Focus (Gather Information), Skill Focus (Sense Motive).

*New feat, described on page 59.

Languages: Black Tongue (literate), Courtier, Erenlander (literate), High Elven (literate), Norther (literate), Orcish Pidgin.

Possessions: dagger, 2d4 minor and lesser charms chosen at time of encounter, courtier's outfit.

The raven-haired beauty calling herself Andilín Westerín worked her way up from the army camp to the army headquarters, into the false duke's bed, and from there into the Crown. In so doing she managed to secure a standing invitation to the Shining Court, permission to enter most of the buildings in the Kingshand at her whim to visit various friends, and a reputation for casual licentiousness remarkable even among the court's courtiers. Somewhere along the way she even became a baroness, though the details of the grant remain unclear.

The revelation of Andilín's true name would lead to her torture and eventual death. She is Marian Baden, the sister of Tomas Baden, and second in line for the Baden throne. Unlike her brother, she cannot force herself to stay out of the fray. Her fiery temperament and gnawing unease forced her to leave the protective silence of the city's slums for the more dangerous life of an active freedom fighter.

In the last decade she has uncovered more about the army's weaknesses than any other agent. Her activities directly and indirectly influence Baden policy up and down the coast of the Sea of Pelluria. Intelligence she retrieves has more than once saved countless lives and even stopped the Fey Killer's forces cold.

Though she may act like a feckless fool, Andilín does nothing by chance. She carefully calculates the effect of every laugh, every gesture, every casual kiss. In a very real way, she enjoys the effort of dancing on the edge of death. It at least gives her a feeling that she is fighting back instead of simply hiding and waiting.

Victor Fausebender

The Duke's Dog

Male Erenlander Defender 8/Fighter 4/Rogue 3: CR 15; Medium Human (6 ft. 2 in. tall); HD 11d8 + 4d10 + 45; hp 127; Init +3; Spd 40 ft; AC 17 (+3 Dex, +4 defender), flat-footed 14, touch 17; Base Atk +14; Grp +22; Atk +19 melee (2d6+6/19–20, unarmed strike); Full Atk +19/+14/+9 melee (2d6+6/19–20, unarmed strike); SA sneak attack +2d6, stunning fist 8 times/day, unarmed strike; SQ defensive mastery, evasion, flurry attack, incredible resilience, precise strike I, masterful strike +1d6, trapfinding, trapsense +1; AL N; SV Fort +11, Ref +13, Will +8; Str 18, Dex 16, Con 17, Int 11, Wis 17, Cha 6.

Skills: Balance +21, Climb +22, Escape Artist +21, Hide +21, Listen +12, Move Silently +21, Tumble +18.

Feats: Cleave, Combat Reflexes, Great Cleave, Fallen Courtier*, Improved Critical (unarmed strike), Improved Grapple, Power Attack, Two-Weapon fighting, Weapon Focus (unarmed strike), Weapon Specialization (unarmed strike).

*New feat, described on page 59.

Language: Erenlander.



Possessions: explorer's outfit, true charm (+2 natural armor against evil foes), true charm (+2 unarmed damage against evil foes).

The tall, thin figure of Victor Fausebender mostly haunts the Quarries and Steeps. He wears ragged clothes and eats from the refuse left behind by travelers and merchants of all sorts. Whatever he can find will suit him, whether it came from a gnomish barge or a raft full of water-panicked orcs out on harbor patrol. Badens and legates alike consider him a pathetic figure, an example of what might happen to a man who does not pay enough attention to his own affairs in this sadly fallen world.

A few, though, know Victor in other roles. He recently joined the Avenging Knives cell run by Jen Almasi, ostensibly eager to strike back against the darkness that stripped him of his dignity. This is a lie wrapped in a truth: Victor does hate the Shadow more than anything and does blame the legates for past wrongs. The lie, though, has to do with Victor's identity. He is not just a drifter or a would-be rebel. He stood at Colin of Dalmark's right hand during their tumultuous youths. Through Colin he met Tomas, and in Tomas the hollow man found his guiding light. He will kill anyone, destroy any foe, dare any danger, if commanded to do so by his Prince. Colin knows this, and therefore makes sure to couch the most important missions in Prince Tomas's name. If foreigners or low-ranking legates cause a sufficient amount of trouble, Victor pays them a visit. These visits always end with corpses floating up from the bay's bottom a few days later. The Duke only calls on his hound when lesser methods have failed, as Victor has no sense of proportion when he carries out his orders.

Victor's cold, methodical fighting style makes him one of the most dangerous men in Baden's Bluff. Worse, he never openly challenges anyone. If he can strike from the shadows he will. If he can lead his opponents into an ambush he will do so without a second thought. Victor's only concern is achieving his victory. Survival is second in the line of his concerns, and honor, glory, and fair play have long ceased to have any importance at all.

Ebore Arbter

Trader and Smuggler

Female Erenlander Expert 5/Smuggler 3: CR 5; Medium human (5 ft. 6 in. tall); HD 8d6; hp 28; Init +5; Spd 30 ft.; AC 11, flat-footed 10, touch 11; Base Atk +6; Grp +6; Atk +6 melee (1d4, dagger) or +7 ranged (1d4, thrown dagger); Full Atk +6/+1 melee (1d4, dagger) or +6 ranged (1d4, thrown dagger); SQ dominant will +2, Erenlander traits, mystifying speech 1/day, oathbound to Tomas Baden, smugglers trade +4; AL NG; SV Fort +4, Ref +4, Will 9; Str 10, Dex 12, Con 10, Int 16, Wis 14, Cha 14.

Skills: Appraise +14, Bluff +13, Disguise +12, Forgery +11, Gather Information +12, Hide +8, Knowledge (central Erenland) +11, Knowledge (northern Erenland) +11, Listen +11, Profession (merchant) +6, Search +14, Sense Motive +13, Spot +11, Swim +4, Use Rope +6.

Feats: Deceitful, Inconspicuous, Fallen Courtier*, Great Fortitude, Improved Initiative.

*New feat, described on page 59.

Languages: Erenlander, Norther, and Trader's Tongue (literate).

Possessions: 4 daggers, merchant's outfit.

Ebore spent her short childhood years playing down on the docks, running with a pack of girls her own age. During those carefree years she learned to swim, to tie a decent knot, and to haggle with the merchants for occasional crumbs. All that changed when she and her cadre, all young teenagers, were taken by a passing legate who took a fancy to them. A few days later the local legate told Ebore's parents that she had not yet died. Instead, the orcs wanted the girls for use in their camps. He also claimed they could save her soul, if not her body, by praying to the Shadow of the North.

Two days later the legate's broken body washed ashore. Ebore was spared the hell of becoming the orcs' plaything, but she remained a slave to the Order of Shadow nonetheless. On her sixteenth birthday Ebore snapped, choking her master with a sinew garrote and throwing herself into the sea. There the gnome smuggler Delwin Todorovich found her and returned her to her family.

A meeker woman might have given up. Ebore did not. Instead she went to work on the docks, turning her experience with the servants of the Shadow into a weapon she could use for the greater good. She worked hard, establishing contacts, building a reputation, and eventually coming to own one of the largest warehouses in the city. That warehouse and the shippers who use it form the primary artery through which the Badens feed supplies and information to the rest of the world.

Ebore's broad, once-handsome face still bears the scars of years of torment. Her big-boned frame stiffens as the day goes on, eventually developing a noticeable limp by dusk. Her once lyrical voice breaks and growls from the damage done by constant screaming. Only occasionally, when she is among others sworn to Tomas Baden and his cause, does she allow herself to slump from the exhaustion that will one day overwhelm her.

Delwen Todorovich

Smuggler of the Sea of Pelluria

Female Gnome Rogue 5/Smuggler 5: CR 10; Small Humanoid (2 ft 11 in); HD 10d6+10; hp 45; Init +6; Spd 20 ft.; AC 15 (+2 Dex, +1 size, +2 leather), flat-footed 13, touch 13; Base Atk +6; Grp +2; Atk +7 melee

(1d4, small shortsword) or + 10 ranged (1d4, small shortbow); Full Atk +7/+2 melee (1d4, small shortsword) or + 10/+5 ranged (1d4, small shortbow) or +8/+8/+3 ranged (1d4, small shortbow); SA poison arrows; SQ disguise contraband, dominate will +2, evasion, Gnome traits, information network, mystifying speech 1/day, smuggler's trade +5, sneak attack +3d6, trapfinding, trapsense +1, uncanny dodge; AL NG; SV Fort +5, Ref +8, Will +5; Str 11, Dex 14, Con 12, Int 10, Wis 10, Cha 20.

Skills: Appraise +13, Bluff +18, Diplomacy +23, Gather Information +18, Hide +15, Profession (smuggler) +13, Search +13, Sense Motive +13.

Feats: Improved Initiative, Point Blank Shot, Rapid Shot, Precise Shot.

Languages: Erenlander, Pidgin Orc, and Trader's Tongue (literate).

Possessions: leather armor, small shortbow, small shortsword, 30 poisoned arrows (DC 15, initial damage sleep for 1 minute, secondary damage sleep for 1 hour), traveler's outfit.

Delwen is hard to take seriously, thanks to her broad-brimmed hat, bright silk shirts, and meticulously shined and large-buckled boots. This carefully cultivated appearance deflects the casual observer and confounds those who pay a littler closer attention to detail, such that few recognize Delwen for the capable threat that she truly is.

Delwen got her start as a smuggler years ago, running goods from the elves to people in the far south. For years she plied her trade under the legates' noses. She took advice from other gnomes but kept her own council and worked on her own agenda.

Her free life came to an end the day she fished Ebore out of the sea. Together, they set about rebuilding the broken young woman's life. Delwen attached herself to the Baden resistance as a means to do so. At first her association was informal; eventually, however, she integrated herself with the other gnome smugglers working with the Fallen Court. In time she became their leader and primary point of contact with Tomas and his Inner Circle.

Now she divides her time equally between maintaining her cover as a loyal shipper of goods, coordinating the activities of dozens of smugglers, and helping Ebore slowly regain some sense of normality. Through it all she dreams of a day when the two of them might lay down their responsibilities and rest.

Delwen is one of the weakest links in the Baden resistance. She knows a great deal about their logistics and intelligence network, far more than any one operative should know. Colin dislikes investing so much information in one smuggler and tries to keep her from knowing or doing too much, but the trust the other gnomes have for her is unbreakable. As such, those activities she does not learn of from the Inner Circle, she ends up learning of from the mouths of her kinsmen. If

the legates discover and break her, the resistance could lose dozens of caches and an untold number of agents.

Ortwin of Rammelhouse

Broken Insurgent

Male Dorn Defender 3: CR 3; Medium human (6 ft. 1 in. tall); HD 3d8-3; hp 9; Init -2; Spd 30 ft; AC 10 (-2 Dex, +2 defender bonus), flat-footed 10, touch 10; Base Atk +3; Grp +4; Atk +4 melee (1d6+1, unarmed strike); Full Atk +4 melee (1d6+1, unarmed strike); SA defensive mastery, stunning fist 3 times/day, unarmed strike; SQ Erenlander traits, oathbound to Tomas Baden; AL NG; SV Fort +1, Ref +2, Will +2; Str 12, Dex 7, Con 5, Int 9, Wis 10, Cha 8.

Skills: Balance +3, Bluff +4, Hide +5, Listen +6, Move Silently +4, Profession (beggar) +4.

Feats: Dodge, Fallen Courtier*, Great Fortitude.

*New feat, described on page 59.

Language: Erenlander.

Possessions: beggar's outfit.

Ortwin once stood at almost six and a half feet tall. His flowing locks and devilish grin were well-known throughout the city. Then, almost by accident, he

fell in with a crowd of young insurgents who wanted nothing less than their city's freedom. They plotted, amassed arms, and were summarily dealt with by the legates before accomplishing much more than burning a few empty buildings. Most died in slow, painful ways. Ortwin and a few others survived as examples to the people of why one should never oppose the legates.

Ortwin's broken hands and twisted back could not support an honest day's work, so he took to the streets where he begged for scraps from anyone who would give them. In time even the orcs stopped kicking him. He became no more noticeable or important than any other ill-fed rat scurrying in the gutters.

At that point Victor Fausebender approached the broken man with an offer he dared not refuse. Victor offered to teach him to read and train him to defend himself, to give him hope and a mission. Though he had no love of his life, the broken man agreed to give it what purpose he could.

Ortwin now works for the Badens, though he does not know it. He moves through the city posing and living as a beggar. There he monitors the Shadow's government activities. Once a week he writes down his observations and drops the sheets into a barrel down on the docks. If Victor approves of his reports, he rewards his student with food and more training.



Sergeloth

Aradil's Eye

Male Wood Elf Rogue 5/Aradil's Eye 4: CR 9; Medium Human (5 ft. 10 in. tall); HD 9d6-9; hp 21; Init +4; Spd 30 ft; AC 10, touch 10, flat-footed 10; Base Atk +6; Grp +5; Atk +5 melee (1d8-1, longsword); Full Atk +5/+0 melee (1d8-1, longsword); SQ alter egos (2), cast *dancing lights*, *mage hand*, and *mending* 1/day each, closed mind, evasion, fascinating speech, mind bond, sneak attack +3d6, spy initiate, trapfinding, trap sense +1, uncanny dodge, wood elf qualities; AL CG; SV Fort +1, Ref +5, Will +8; Str 8, Dex 10, Con 8, Int 12, Wis 16, Cha 9.

Skills: Bluff +7, Disguise +7, Gather Information +11, Hide +12, Knowledge (Caraheen) +9, Listen +13, Move Silently +8, Read Lips +13, Search +13, Sense Motive +15, Spot +17, Tumble +8.

Feats: Improved Initiative, Inconspicuous, Two-Weapon Fighting*, Two-Weapon Defense*.

*Sergeloth cannot use these feats due to the damage he suffered in the war.

Languages: Black Tongue (literate), Erenlander (literate), and High Elven (literate).

Possessions: longsword, traveler's outfit.

The residents of Baden's Bluff are among the closest humans to the elves, yet they might as well be thousands of miles away. Most have never seen an elf, and imagine them as otherworldly beings cloaked in power,

striking down orcs with bows that sing like thunder.

Though true enough in their way, these stories mask the ugly price the elves pay for every victory. Elves maimed in both body and spirit sometimes linger on for decades before quietly ending their lives to join the Whisper. Others who suffer grievous injuries struggle back out to the front lines, there to die on an orc spear rather than waste away.

Sergeloth was one such casualty. He nearly died from his wounds before the elven healers managed to return him to a semblance of health. His wandering mind returned to a crippled body and a world filled with fear. Every shadow, every turn of the leaf, reminded him of those long days spent pulling himself through the orcish lines. Every snap of a bowstring reminded him of the sound his legs made as they shattered.

He tried to master his fear, to return to the line, but he failed. However, he still wished to serve. Seeing that his heart remained strong, the elves placed him with Aradil's Eyes. They taught him the magic of change so he could pass among humans and orcs. They also gave him a mission: to find a place among the humans and watch for signs of a true resistance.

In time this broken soul made his way to Baden's Bluff. Here he encountered Tomas Baden, both in his guise of a fisherman and in his princely role. The two struck up a quiet friendship and began to pass occasional bits of information. They also, eventually, began to funnel considerable amounts of supplies both out of the forests and into them.

His new role has brought some measure of peace to Sergeloth's heart. He still flinches from loud noises and goes silent when orcs come by, but he can now rest most nights without falling into nightmares. While in Baden's Bluff, Sergeloth adopts the guise of a war-torn old man. He roots in the garbage along with the rest of the beggars, sometimes crossing paths with both Ortwin and Victor. He avoids anyone who might bring the legates down on him, including rowdy orcs and foreigners who do not know enough to keep their heads down.

Doran Naismith

Insurgent Apothecary

Male Erenlander Expert 7/Herbalist 3†: CR 5; Medium Human (5 ft. 8 in. tall); HD 10d6; hp 35; Init +2; Spd 30 ft; AC 12 (+2 Dex), flat-footed 10, touch 9; Base Atk +7; Grp +6; Atk +6 melee (1d4–1, dagger); Full Atk +6/+1 melee (1d4–1, dagger); SQ efficient harvest, Erenlander traits, extended concoction, infusion mastery; AL LG; SV Fort +3, Ref +2, Will +10; Str 8, Dex 15, Con 10, Int 14, Wis 14, Cha 11.

†New prestige class, see *AtS*.

Skills: Craft (alchemy) +18, Diplomacy +12, Heal +15, Knowledge (arcana) +15, Knowledge (geography) +12, Knowledge (herbalism) +15, Knowledge (local) +12, Knowledge (nature) +18, Profession (herbalist)

+15, Wilderness Lore +12, Sense Motive +12.

Feats: Brew Herbal Concoction†, Charm Lore†, Green Thumb†, Skill Focus (Craft [alchemy]), Skill Focus (Knowledge [arcana]), Skill Focus (Knowledge [nature]).

†New feat, see *AtS*.

Languages: Erenlander (literate) and Norther.

Possessions: 2d4 charms (minor, lesser, or greater) and 3d6 herbal preparations chosen at time of encounter.

Doran Naismith runs an approved apothecary shop frequented by common folk and legates both. He does brisk business in medicines, herbs, and expensive ointments not available anywhere else in the city. He also covertly manufactures the charms the Baden resistance stores in its supply caches. He works late into the night to prepare these things, then takes an herbal concoction so he can get by on just a few hours of sleep. Doran has done this for so long that he thinks of it as normal. He cannot imagine sleeping for more than a few hours at a time or doing without the foul-tasting green brew he drinks to stay mobile.

The years of sleepless nights followed by busy days have taken their toll, however. Doran has trouble relating to new people and frequently babbles about inconsequential things ranging from an interesting species of weevil to the patterns on a plant's leaves. His memory for faces has long since fled, and he can only barely remember his lifelong friends. Anyone he has known for under a decade will likely not make a lasting impression on him, something that reassures the resistance agents that, should he be captured, their identities will not be betrayed.

Jen Almasi

Reckless Rogue Insurgent

Male Sarcosan Rogue 5/Avenging Knife 4*: CR 9; Medium Human (5 ft. 9 in. tall); HD 9d6+18; hp 49; Init +7; Spd 30 ft; AC 19 (+3 Dex, +6 +1 shadow studded leather), flat-footed 16, touch 13; Base Atk +6; Grp +7; Atk +7 melee (1d6+1, cedeku) or +9 ranged (1d4+1, thrown dagger); Full +7/+2 Atk melee melee (1d6+1, cedeku) or +9/+4 ranged (1d4+1, thrown dagger); SA sneak attack +4d6; SQ evasion, fast hands, the drop, Sarcosan traits, security breach, target study, trapfinding, trap sense +1, uncanny dodge; AL CG; SV Fort +4, Ref +8, Will +3; Str 12, Dex 17, Con 14, Int 15, Wis 12, Cha 11.

*New feat, see *AtS* or *M2E*.

Skills: Appraise +10, Balance +11, Bluff +13, Decipher Script +11, Diplomacy +13, Disguise +13, Escape Artist +12, Gather Information +9, Hide +15, Listen +10, Move Silently +15, Search +11, Sense Motive +11, Spot +10.

Feats: Combat Expertise, Improved Disarm,

Improved Feint, Improved Initiative, Quick Draw.

Languages: Courtier, Colonial, Erenlander, and Orcish.

Possessions: +1 shadow studded leather armor, cedeku, 3 minor charms chosen at time of encounter, 3 lesser charms (+1 AC).

Jen Almasi has spent his life fighting the Shadow. His stands against the darkness are legendary among those who know of such things. More than once he placed his life on the line in order to defend a settlement or disrupt some foul plan laid out by Izrador's minions. Having paid the price for it, he now expects and demands respect from those who should, logically, follow him.

Unfortunately, the Circle of Skulls believed that his methods were too drastic, his stands too visible, and have assigned him to Baden's Bluff to hide and let things cool off. After all, rumors claimed that the Badens ran their own government and could murder legates at their whim, so hiding an avenging knife on the run should be easy.

Things proved far less simple when Jen arrived in the city, not least because he and his men had no intention of lying low. Most of Jen's men died in the first week they were there while on a mission to assassinate the Bastard Count, Helrion Baden; unbeknownst to Jen, they were killed under the orders of Colin the Tanner, Tomas's right-hand man, as the Badens feared that such an overt action would bring the city crashing down. All Jen knows is that the Badens refuse to fight on their own ground. He has learned that they will even sacrifice a fighter for the cause rather than do the right thing. This kind of cowardly pandering is what led to the fall of Erenland in the first place, according to Jen; seeing it again in the great "Baden resistance" turns his stomach.

Rather than admit failure, Jen has retreated into the sewers. He has begun to rebuild his cell, recruiting resistance fighters that are newer to the city or more permanent locals who yearn for a more active fight against their oppressors. So far they have executed only a few minor raids, carefully covering their tracks. Despite his frustrations, Jen remains a careful planner and a dangerous combatant. If he continues down his current path, however, he is likely to make the kinds of mistakes that lead to a legate's torture chamber.

Reidar Thorolfson

Spokesman of the Pirate Prince

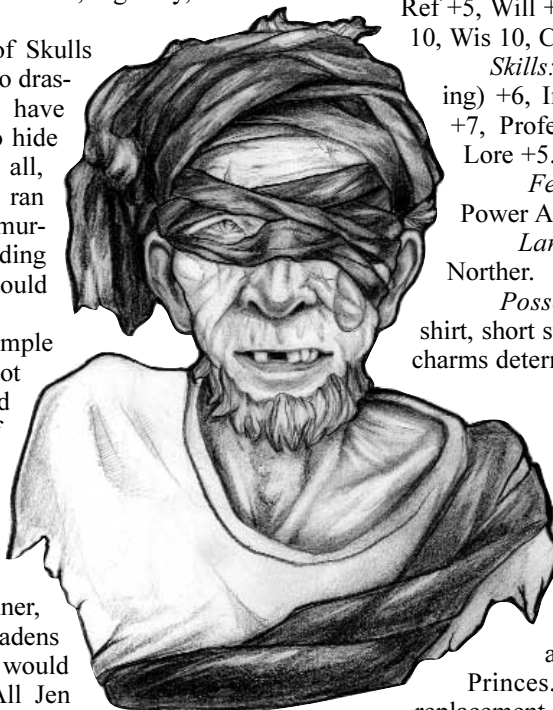
Male Dorn Rogue 2/Barbarian 2: CR 4; Medium Human (6 ft. 8 in. tall); HD 2d12+2d6+8; hp 28; Init +2; Spd 40 ft; AC 16 (+2 Dex, +4 masterwork chain shirt), flat-footed 13, touch 12; Base Atk +3; Grp +6; Atk +8 melee (1d6+3, short sword) or +8 melee (1d6+4, quarterstaff); Full Atk +8 melee (1d6+3, short sword) or +8 melee (1d6+4, quarterstaff); SQ Dorn traits, evasion, fast movement, rage 1/day, sneak attack +1d6, uncanny dodge, trapfinding; AL NG; SV Fort +5, Ref +5, Will +0; Str 17, Dex 14, Con 14, Int 10, Wis 10, Cha 9.

Skills: Climb +10, Craft (woodworking) +6, Intimidate +6, Listen +7, Ride +7, Profession (sailor) +6, Wilderness Lore +5.

Feats: Cleave, Improved Sunder, Power Attack.

Languages: Erenlander and Norther.

Possessions: masterwork chain shirt, short sword, quarterstaff, three minor charms determined at time of encounter.



Reidar is a massive man, a Dorn and a fighter who would gladly go out of his way for a chance to cleave an orc's skull. He likes to drink, likes to fight, and enjoys the scent of the sea. None of these traits make him a good ambassador for the Pirate Princes. Unfortunately, until his replacement arrives, this loquacious drunk is all they have.

He originally came to Baden's Bluff as an aid to a much more experienced ambassador. Things seemed to go well for a while. Then, quite suddenly, something that looked like an Erenlander but shrugged off solid blows tore down the door to their sleeping chambers. The ambassador died within seconds. Reidar would have followed him into death if he had not broken and run. The creature did not pursue.

The Badens are not entirely sure what to do with him. They placed him in a relatively secure location as an interim measure. His close brush with an obvious Shadow servant has them worried, though. If they cannot get him off the shores in short order they may have to kill him, both for their own protection and for the protection of the pirates themselves. Reidar remains happily oblivious to the continually increasing tension around him.

Appendix

New Rules

Under the Shadow introduces dangerous new opponents and powerful allies. The background information and illustrations presented in this appendix are closed content. All other material presented in this chapter is designated as **Open Game Content**.

The Visionary

New Prestige Class

One hundred years ago, the Shadow came from the north and extinguished all hope from the world. Only scattered fighters remain to oppose him, many pursuing ultimately self-destructive paths. However, no matter how dark things may seem, there are men who will continue to dream of a chance to regain the light. Even in the broken lands of Eredane those dreams may kindle a flame, blazing bright enough to give men hope once more.

Among those who dare to dream stand the visionaries, men and women who not only see a brighter future but inspire others with their vision. They blaze like beacons in the Last Age, attracting the lost and the hopeless to their cause.

Hit Die: d8.

Requirements

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

Skills: 10 ranks each in any three Charisma-based skills.

Feat: Leadership

Special: The character must clearly articulate a vision of the future. This vision must include specific long-term and short-term goals, a clear role for both the character and his allies, and at least one radical change

from the current status-quo. The DM may disallow any vision he feels fails to inspire heroism or at least strong action in Eredane.

Class Skills

The visionary's class skills (and the key ability for each skill) are Appraise (Int), Bluff (Cha), Craft (Int), Decipher Script (Int), Diplomacy (Cha), Disguise (Cha), Gather Information (Cha), Handle Animal (Cha), Intimidate (Cha), Knowledge (geography) (Int), Perform (Cha), Profession (Wis), Sense Motive (Wis), and Speak Language.

Skill Points at Each Level: 4 + Int modifier.

Class Features

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

Weapon and Armor Proficiency: The visionary gains no proficiency with weapons or armor.

Vision (Su): At 1st level the visionary creates a unique view of the future. This vision, regardless of its contents, feels just as real to the character as the real world does to ordinary people. The visionary can, as a standard action, use his Perform skill to communicate this vision to one character per class level within range. For each shared alignment component (e.g., a lawful neutral character affected by the vision of a lawful good visionary), a target gains a +1 bonus to attacks, level checks, skill checks, and saving throws for as long as the visionary performs. For each opposed alignment component (e.g., a chaotic evil character affected by the vision of a neutral good visionary), a target suffers a –1 penalty to armor class and to damage rolls. For this purpose, chaotic is opposed to lawful and good is opposed to evil, but neutral has no opposed component.

A target may gain both the penalty and the bonus from this ability simultaneously.

This ability has a range of 60 ft., requires line of sight, and is a mind-affecting and sonic effect. The vision is maintained for as long as the visionary spends a move action each round, up to a maximum of 1 minute per class level. After the visionary ceases to maintain the vision, all affected targets retain their bonuses and penalties for a number of rounds equal to the visionary's Charisma modifier.

The visionary may use this ability a number of times per day equal to his visionary class level.

Guiding Light (Ex): At 3rd level the visionary's inspiration draws others to him. He may increase his leadership score by +2. Every odd level thereafter this bonus increases by +2, to +4 at 5th level, +6 at 7th level, and +8 at 9th level.

Vision's Gifts (Su): At 1st level and at every even level thereafter, the visionary may select one of the following special abilities. These abilities arise from his vision of the future; as such, their selection should reflect the visionary's hopes as well as his ability force that dream into the real world. Unless otherwise noted, each gift may only be chosen once.

Fires of Conviction: Those who share your stance on the world can feel your vision's power blazing from you. Increase the bonus granted to characters with your exact alignment (e.g., a neutral good character affected by the vision of a neutral good visionary) by an additional +1. This gift may be chosen multiple times.

Fires of Acceptance: Those whose stance on the world differs from your own can nonetheless see the benefits of your vision. Allies affected by your vision may ignore the penalties caused by opposed alignment components.

Fires of Destruction: Your presence quells your enemies. Increase the penalty inflicted on characters with two opposing alignment components (e.g., a lawful evil character affected by the vision of a chaotic good visionary) by an additional -1. This gift may be chosen multiple times.

Forged in Dreams: You must have *fires of conviction*, *fires of acceptance*, and *fires of destruction* to select this ability. Those who interact with you can almost see your dream's edges with their waking eyes. With a standard action and one use of your vision ability, you may target one indifferent, unfriendly, or hostile creature within 60 ft. The target must make a Will save (DC 10 + your class level + your Cha modifier). If he fails, his attitude shifts to friendly for a number of hours equal to your Charisma modifier.

Kindle Hearts: Your vision sparks an answering flame in others' hearts. Even though they may not know

The Visionary

Class Level	Attack Bonus	Fort Save	Ref Save	Will Save	Special
1st	+0	+2	+0	+2	Vision, Vision's Gift
2nd	+1	+3	+0	+3	Vision's Gift
3rd	+2	+3	+1	+3	Guiding Light +2
4th	+3	+4	+1	+4	Vision's Gift
5th	+3	+4	+1	+4	Guiding Light +4
6th	+4	+5	+2	+5	Vision's Gift
7th	+5	+5	+2	+5	Guiding Light +6
8th	+6	+6	+2	+6	Vision's Gift
9th	+6	+6	+3	+6	Guiding Light +8
10th	+7	+7	+3	+7	Vision's Gift

exactly why, those who feel it find it both comforting and sustaining. With a standard action and one use of your vision ability, you may target one creature within 60 ft. that is suffering from a morale penalty. If there was a saving throw against the effect, the target may make an additional immediate saving throw against the effect with a bonus equal to your Charisma modifier. If there was no saving throw against the effect, any penalties up to your Charisma modifier are negated.

Kindle Minds: Your vision reminds others of their inner courage. With a standard action and one use of your vision ability, you may target one creature within 60 ft. that is suffering from a fear effect. If there was a saving throw against the effect, the target may make an additional immediate saving throw against the effect with a bonus equal to your Charisma modifier. If there was no saving throw against the effect, you may lessen the fear effect by one step (i.e., from panicked to frightened, from frightened to shaken, or from shaken to unaffected).

Kindle Spirits: Your vision reasserts others' faith in their view of the world. With a standard action and one use of your vision ability, you may target one creature within 60 ft. that is suffering from a compulsion effect. If there was a saving throw against the effect, the target may make an additional immediate saving throw against the effect with a bonus equal to your Charisma modifier.

Light the World: You must have *kindle hearts*, *kindle minds*, and *kindle spirits* to select this ability. Your vision radiates out from you in everything you do, subtly bending the world to your will. By using one of your daily uses of the vision ability as a free action, you may re-roll an attack roll, saving throw, or skill check you just made. You must declare that you wish to re-roll before the DM declares whether the roll results in success or failure. You must take the result of the re-roll, even if it's worse than the original roll.

Oathbinder: Those who swear to follow your vision find themselves bound to you. They become one of your oathbound, sworn to your cause. You can, as a standard action, use one of your daily uses of the vision ability to sense the direction, distance, mental state, and health of any of your own oathbound. You may have a number of oathbound equal to your Leadership score. This is a magical connection that has no maximum range, but can be severed by anything that prevents divination magic. You instantly know if any of your oathbound die.

Oathholder: You must have *oathbinder* to select this ability. You can, at need, use their oaths to strengthen your oathbound. Whenever one of your oathbound must make a Fortitude or Will saving throw you can, as a free action, use one of your daily uses of the vision ability to substitute your base saving throw modifiers for those of your oathbound. If you fail the saving throw, both you and the oathbound suffer the effect equally.

Oathkeeper: You must have *oathbinder* to select this ability. You can, as a standard action that uses one daily use of your vision ability, issue a mental command to one of your oathbound that he must obey as if subject to the *command* spell with a duration in minutes equal to your Charisma modifier. If the oathbound suffers from any magical effect(s) that would prevent him from obeying (such as paralysis, being subject to a *dominate person*, etc.), you may make an immediate character level check to attempt to dispel each effect (instead of adding your caster level to the roll, add your character level). If the oathbound wishes to refuse the command he must make a Will save (DC 10 + your character level + your Charisma modifier). If he succeeds, he breaks his oath and is no longer counted among your oathbound.

Oathmaker: You must have *oathbinder*, *oathholder*, and *oathkeeper* to select this ability. You can, as a standard action that uses one daily use of your vision ability, simulate a *screaming* spell on any of your oathbound with a caster level equal to your class level. This screaming effect does not create a magical sensor and therefore cannot be detected.

New Feats

The Badens have spent the last 100 years studying their oppressors and using those findings to develop specific techniques for evading their scouts, tricking their guards, and defeating their tactics. They passed down those methods that worked; those that failed tended to vanish with the bodies of the fools who tried them.

The legates of Baden's Bluff have not been idle, however. They have studied their opponents in turn and realized that the strongest of weapons may be mercy.

Fallen Courtier

You serve the Fallen Court, the organization at the heart of the Baden's Bluff resistance. You know their methods, their systems, and how to access their resources when far from home.

Benefit: You may attempt to find a Baden cache or safehouse as described on page 41. You gain a +2 bonus to Sense Motive checks to determine characters' allegiances and a +2 bonus to any saving throw or skill check made to resist a spell, effect, or skill check that would cause you to betray knowledge of the Fallen Court.

Legate of the Bluff

You participate in the constant exchange of services for favors that is so common to Baden's Bluff.

Prerequisite: Legate level 3rd, Cha 12.

Benefit: Once per day, you may make a DC 10 Gather Information check to find a resident of your district who owes you a lesser favor, and a DC 10 Diplomacy check to convince him to repay the lesser favor without having to resort to harsher measures. The DM is the final arbiter of who does and does not owe you favors. Lesser favors include: a day of public service, information about the doings of one person, an agreement to attend Izrador's rituals on a date named by you, or an offering of food/items/equipment no greater than your needs for one week.

A number of times per month equal to your Charisma modifier, you may make a DC 25 Gather Information check to find a resident of your district who owes you a greater favor, and a DC 25 Diplomacy check to convince him to repay the greater favor without having to resort to harsher measures. The DM is the final arbiter of who does and does not owe you favors. Greater favors include: one week of public service, an offering of food/items/equipment no greater than your needs for one month, long-term information (one year or longer) about one person of your choosing, or the betrayal of a friend.

Special: When you select this feat you must select one ward in Baden's Bluff. In order to maintain your ability to call on lesser favors, you must spend at least 10 hours per week helping the ward's residents; additionally, you must use half of your 0-level and 1st-level spells each day assisting residents. There is a 25% chance each day that you must use one additional spell of a randomly determined level to assist your residents. Finally, in order to maintain your ability to call on greater favors, you must spend three full days each month helping residents, using up all of your available spells for those days except one of each level.

If you fail to perform either duty, the DCs to find residents who owe you favors and to convince them to repay you increase by +10 per week missed (for lesser favors) or per month missed (for greater favors) until the time and effort are made up.

Shadow Cipher

You have a knack for deciphering the Shadow's codes.

Prerequisite: Fallen Courtier, 2 ranks in Decipher Script, literate in Black Tongue.

Benefit: You can take 10 or take 20 on any Decipher Script skill check to decipher coded text used by Izrador's forces. Taking 10 requires 5 minutes per page of script and taking 20 requires 30 minutes per page of script.

Shadow Killer

The blood of orcs and legates alike has stained your blade.

Prerequisite: Fallen Courtier, sneak attack +1d6.

Benefit: Whenever you do sneak attack damage to a servant of Izrador, you may add an additional +1d6.

Brine Ungral

New Monster

Those unfortunates who drown in the salty waters near Baden's Bluff suffer much the same fate as other unburned dead: they rise as ungral. However, the salt and something worse in the water alters them significantly. Their hunger becomes more acute, and their ability to withstand and deal damage increases considerably.

Creating a Brine Ungral

"Brine Ungral" is a template that can be added to any corporeal creature with an Intelligence score of 5 or more other than plants or undead (referred to hereafter as the base creature).

Size and Type: The creature's type changes to undead and it gains the Fell subtype. It retains any subtype except for alignment subtypes (such as good). It uses all the base creature's statistics and special abilities except as noted below.

Hit Dice: Increase to d12.

Speed: Same as base creature. If the base creature does not have a swim speed, it gains a swim speed of 30 ft.

AC: Natural armor bonus increases by a number based on the brine ungral's size, as shown below.

Size	Natural Armor Increase
Diminutive	+2
Fine	+2
Tiny	+2
Small	+3
Medium	+5
Large	+7

Huge	+11
Gargantuan	+15
Colossal	+19

This natural armor comes both from the creature's supernatural toughness and from the heavy salt encrustations covering its skin.

Attacks: A brine ungral retains all the natural weapons, manufactured weapon attacks, and weapon proficiencies of the base creature. A creature with hands gains one claw attack per hand; the brine ungral can strike with each of its claw attacks at its full attack bonus.

Damage: Natural weapons and manufactured weapons deal damage normally. A claw attack deals damage based on the brine ungral's size, as shown below. (Use the base creature's claw damage if it is higher.)

Size	Damage
Diminutive	1
Fine	1
Tiny	1d2
Small	1d3
Medium	1d4
Large	1d6
Huge	1d8
Gargantuan	2d6
Colossal	2d8

Special Attacks: A brine ungral retains all the special attacks of the base creature. Additionally, it gains the following special attacks:

Rend (Ex): If the brine ungral hits with both claw attacks it automatically bites into its target. This bite inflicts damage equal to double its normal claw damage.

Vile Salt (Ex): If the brine ungral strikes an unarmored foe with a claw attack or rends an armored foe, the foe must immediately make a Fortitude save (DC 10 + one-half the brine ungral's Hit Dice). If the target fails, he suffers 1 point of Constitution damage. In the case of a rend the brine ungral also gains 5 hit points for each point of Constitution damage it inflicts.

Special Qualities: The brine ungral retains all the special qualities of the base creature and also gains undead traits.

Saves: Same as the base creature.

Abilities: +2 Str. As undead, brine ungrals have no Constitution score.

Climate: Aquatic (Southern Sea of Pelluria).

Organization: None.

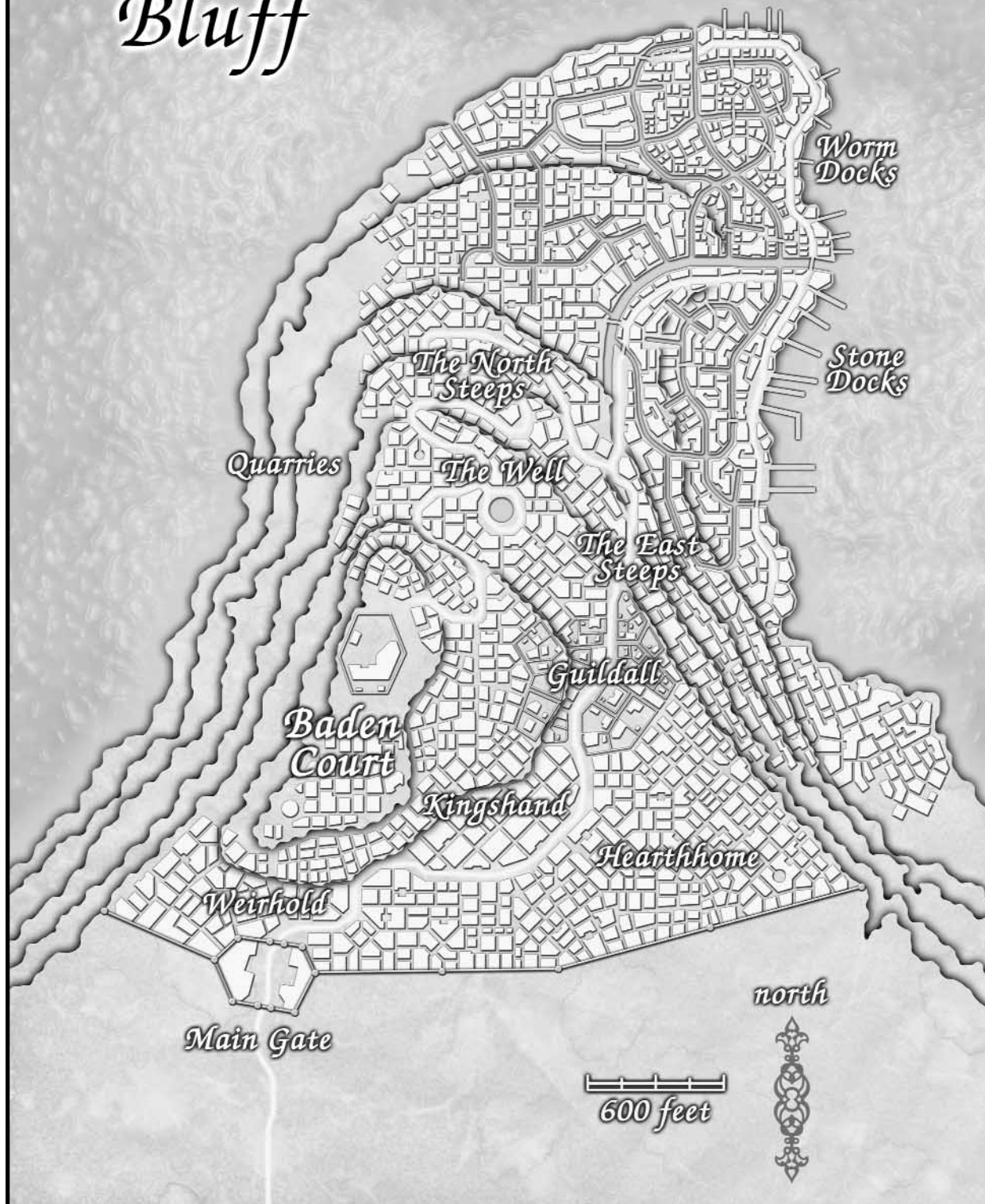
Challenge Rating: Same as base creature +2.

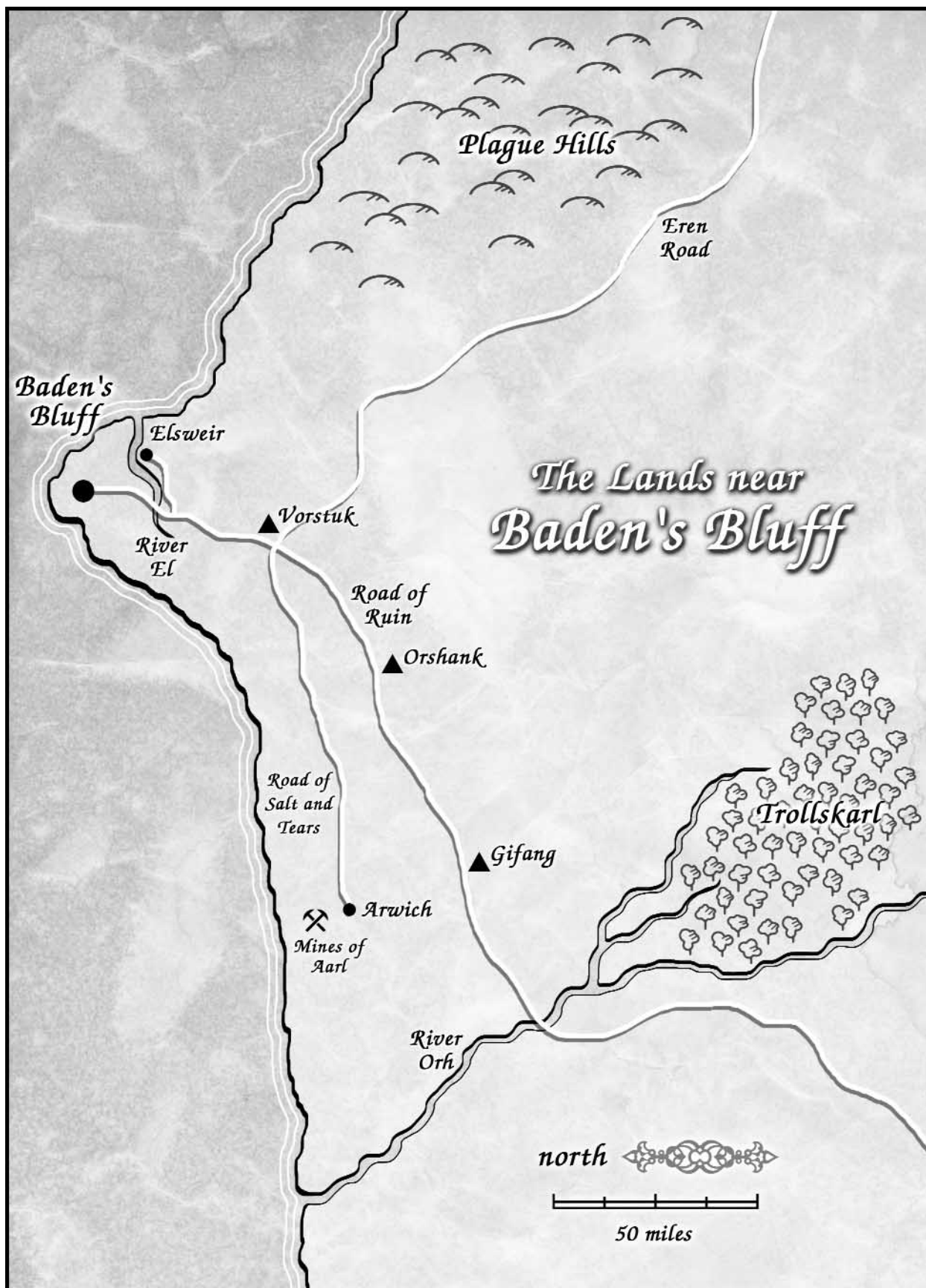
Alignment: Usually neutral evil.

Advancement: By character class.

Special: A brine ungral must feed on fresh meat every fifteen days. If it fails to do so, it becomes a brine faengral. The brine faengral retains its special attacks, swim speed, bonus strength, and enhanced natural armor but is otherwise identical to a normal faengral.

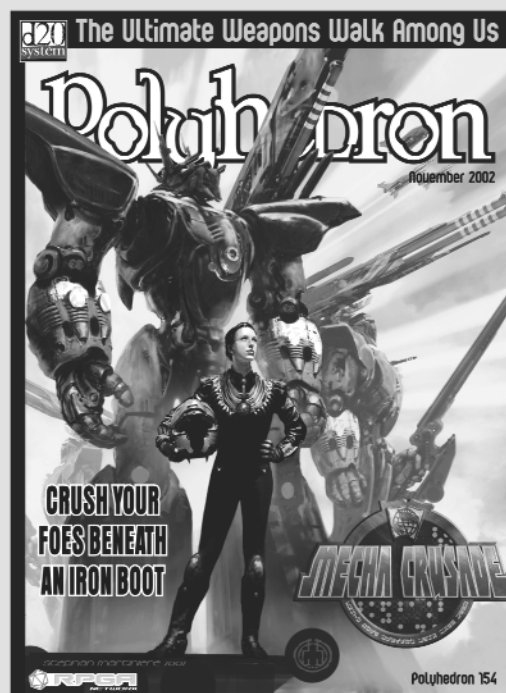
Baden's Bluff





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