

# SHADOWSFALL

SHADOW PLANE PLAYER'S COMPANION



**D&D**  
PATHFINDER®  
ROLEPLAYING GAME COMPATIBLE

**JON BRAZER  
ENTERPRISES**



# SHADOWSFALL

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### TABLE OF CONTENTS

Introduction	3
Races	4
Classes and Archetypes	8
Animals	12
Strongholds	14
Feats	20
Equipment	22
Religion	24
Magic	28
Magic Items	29
Altered Items	30

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I MUST ADMIT, GIOVIAN, THE DANGERS OF THIS PLANE ARE MANY, AND THE EVERPRESENT CHILL AND DARKNESS ONLY COMPLICATE MATTERS - BUT THE PEOPLE OF SHADOWSFALL SOMEHOW CARRY ON AND SURVIVE IN THIS IMPOSSIBLY HARSH REALM. MY STUDIES, HOWEVER, WILL KEEP ME HERE LONGER.

- ROSONA, STUDENT AT BLACKBAT ACADEMY AND GREY INITIATE.

## INTRODUCTION

Welcome to a larger world. While there are many worlds in many different campaign settings, there is only one Plane of Shadows - and it crosses all settings. It may seem infinite in size, but it is only because so much has been forgotten by other realms that Shadowsfall is so expansive.

So what exactly are the Plane of Shadows and Shadowsfall? The Plane of Shadows is the dark and twisted reflection of the Material Plane. All things lost or forgotten eventually find their way here. Everything from missing keys to great tomes and powerful weapons can be found scattered across the darkened landscape. Small items that simply disappear on the Material Plane reappear on Shadowsfall when no one remembers them anymore. Larger things, such as buildings and forests, decay over time and show up piece by piece on the plane. Rarely, events on the Material Plane, like earthquakes and tornadoes shallow or otherwise decimate entire sections of lands and cities. When this happens, this decimated land appears almost instantly on the Plane of Shadows, taking any people and buildings once situated there with them. The people living on the Plane of Shadows call it Shadowsfall, just as those that live on the Material Plane have a name for their own realm.

On Shadowsfall, you will find ancient tombs and ruins of cities built hundreds or even thousands of years ago, their crafters hailing from different planes and long since forgotten by time. That does not mean that these places are empty. Some of these tombs are still sealed and contain powerful magic items ready for you to plunder. Others, monsters have taken over, making the ruins into lairs and vaults for their ill-gotten treasure. In a rare few of these ruins, the various races have fixed them up and made them their homes. The larger and more densely populated of these restored ruins are called strongholds. They provide shelter from the monsters that stalk the eternal night.

A number of themes are central to Shadowsfall. Among these is life versus death. In many ways Shadowsfall is more akin to a zombie apocalypse game than any other Pathfinder setting. With large numbers of roving zombies versus the few pockets of civilization scattered across an enormous gulf of wasteland, fans of zombie movies and games will feel at home in this setting. Another theme revolves around how much you will compromise your principles to stay alive and have security. Bloodchain keeps the majority of its population in constant pain and torture as the price they pay for not being overrun by the undead. Vole's Deep does not suffer many attacks, but your character might have to murder someone just to be able to eat. Even Bastion, the stronghold of the faithful, requires significant compromise to maneuver the ever shifting alliances that rule there.

In my own opinion, the most important theme is about discovering what your character lost. Shadowsfall is a land that absorbs things that are lost and forgotten in other worlds and incorporates them into itself. This is not limited to items; it can also include memories, loved ones, knowledge, honor, powerful artifacts, fame and dark power. Some are seeking answers to the question, "Why?" If there are two constants in

Shadowsfall, they are that everyone is seeking something, and everyone has a story to tell. What stories will you tell, and what stories will others tell of you?

We welcome you to share your stories with us over at JonBrazier.com. May the light of the Twin Gods guide you, wherever your travels may take you.

Dale C. McCoy, Jr.  
President, Jon Brazier Enterprises  
August 2012

## The Plane of Shadows

Unlike the Material Plane, the Shadow Plane is quite different. The following is a summary of these differences:

- **Natural Light Sources:** During the day, the dim sun gives off light that is similarly bright as a full moon. At night, the blood moon illuminates the areas as bright as a cloudy, moonless night. For more information on light sources, see Chapter 7 of the Pathfinder Core Rulebook.
- **Mundane and Magical Light Sources:** All light sources have their ranges cut in half on the Plane of Shadows.
- **Shifting Landscape:** The Plane of Shadows constantly absorbs parts of other planes that are forgotten. As such, Shadowsfall shifts constantly, making a precise map impossible.
- **Spells with the Fire or Light Descriptor:** Spells with either the fire or light descriptor require a concentration check (DC 20 + the level of the spell) to successfully cast. A failed check means the spell is lost. A successful check means the spell functions normally.
- **Spells with the Shadow Descriptor:** Spells with the shadow descriptor are treated as if cast at 2 caster levels higher. Additionally, spells with the shadow descriptor are treated as if 10% more real. For example, disbelieved *shadow evocation* spells are 30% as strong as normal instead of 20%.

## How To Use This Book

This book presents a number of options to optimize your character for the **Shadowsfall** setting. However, your game master may choose to alter or disregard portions of this book, so it is best to ask him/her first before utilizing the options presented herein.

This supplement references a number of books other than the Pathfinder Core Rulebook. The notation for these books is as follows:

- APG – Pathfinder Roleplaying Game: Advanced Player's Guide
- UM – Pathfinder Roleplaying Game: Ultimate Magic
- UC – Pathfinder Roleplaying Game: Ultimate Combat
- ARG – Pathfinder Roleplaying Game: Advanced Race Guide
- B3 – Pathfinder Roleplaying Game: Bestiary 3

# RACES

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## SURVIVORS IN SHADOW

### PLAYABLE RACES

Unlike the Material Plane, humans are not the most populous race on Shadowsfall. The Plane of Shadows is primarily the home of the undead, with zombies making up the majority of the reanimated. Still, many living creatures attempt to carve out a home for themselves. The following races are some of the most common found within the boundaries of Shadowsfall.

#### Dhampir <sup>ARG</sup>

The scions of vampires and humans are both hated and tolerated on Shadowsfall. They are a living reminder of the demands some vampires place upon human communities in exchange for their protection.

**Racial Trait – Dedicated Defender:** You are sworn to defend others in their time of need. When taking an Aid Another action, you increase the ally's AC by +3 instead of the normal +2.

#### Drow <sup>ARG</sup>

Drow of the Material Plane are known to be cruel and cunning. While this is still largely true on Shadowsfall, there are many more examples on this plane of good drow that fight the forces of undeath on behalf of the living.

**Racial Trait – Elven Loyalty:** The blood of elves flows through your veins and warms your heart. You gain a +1 trait bonus to your Armor Class when standing next to an ally.

#### Duergar <sup>ARG</sup>

Foul-tempered and downright mean, duergar force into slavery all those they can oppress. However, enough were raised by dwarves that a sense of honor has crept into their society. Despite their natural dispositions, duergar frequently work with the other races to keep the zombie hordes at bay.

**Racial Trait – Familiar with Other Races:** You have had enough dealings with other races that you can make them do what you need when you need them to. You gain a +1 trait bonus to Bluff and Intimidate checks, and Intimidate is always considered a class skill for you.

#### Dwarf

Even though dwarves tend to stay in mountain caverns, many more live above ground on Shadowsfall than on the Material Plane. As the generations pass, the dwarven offspring become more foul-tempered than their parents as

they slowly turn into duergar.

**Racial Trait – Almost a Duergar:** Your family has lived so long on Shadowsfall that your children will be your line's first generation of duergar. Your darkvision extends out to 120 feet and you gain Light Sensitivity.

#### Elf

The few elven towns on Shadowsfall are deep within the lifeless forests, constantly threatened by vampiric trees and roving undead. Few elves venture onto the plane, and fewer still stay for an entire lifetime. Those that stay can watch each successive generation gain more and more drow traits.

**Racial Trait – Adept Acrobat:** More than once you have narrowly escaped an opponent's attack. You gain a +2 trait bonus to your Acrobatics check to avoid an attack of opportunity when moving through a threatened area.

#### Fetchling <sup>ARG</sup>

Humans, changed by Shadowsfall over the course of generations, become fetchlings. Unlike their human progenitors, they are native to the Plane of Shadows and do not suffer from its ever-changing effects. They are by far the most populous living creatures on the plane and are masters at hiding in dark surroundings.

**Racial Trait – Master of the Dark:** You keep to the shadows, staying out of sight as much as possible. You gain a +1 trait bonus to Stealth checks when hiding in dim light or darkness. Stealth is always considered a class skill for you.

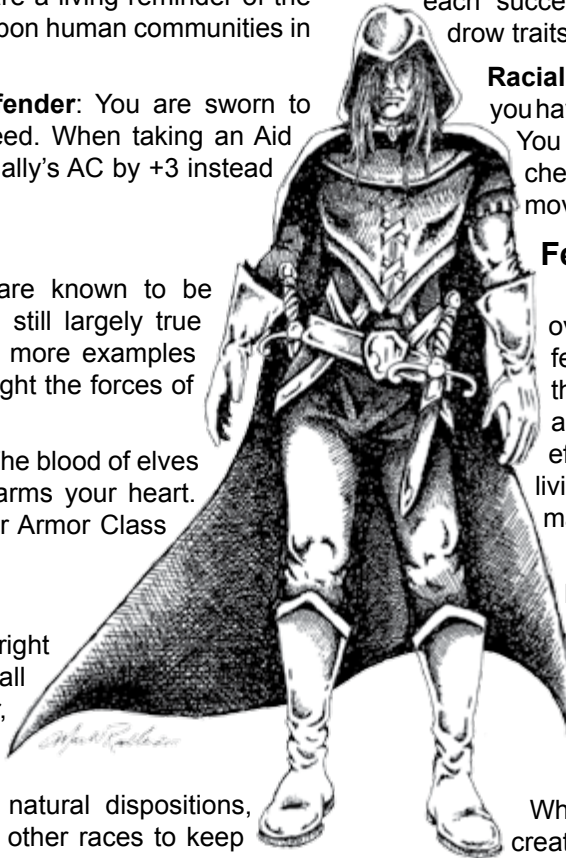
#### Gnome

While they do not change into another creature, gnomes that live too long on the Plane of Shadows do turn grey and lose their characteristic gnomish curiosity. Many gnomes dedicate their lives to arcane research, attempting to discover some way to stop the plane's effects on their kind.

**Racial Trait – Protective Caster:** Your arcane studies have strengthened your defensive magical abilities. You cast abjuration spells as if your caster level is one higher. This bonus only applies to your favored class.

#### Half-Elf

For reasons no scholar has been able to yet discern, half-elves are not affected by the Plane of Shadows. Their skin



and eye color may reflect those of their parents; successive generations of half-elves are as unchanged by Shadowsfall as the previous.

**Racial Trait – Touch of Drow:** Your parent began to change into a drow and passed a drop of that blood onto you. You gain darkvision out to 15 feet.

## Half-Orc

Half-orcs suffer far less prejudice on Shadowsfall than on the Material Plane because of their lineage. Instead, most half-orcs are expected to protect those around them. Those not protecting others are treated poorly.

**Racial Trait – Aklo Familiarity:** You are familiar with the older and fouler monsters of Shadowsfall. You can speak Aklo.

## Halfling

Unlike other races from the Material Plane, halflings do not change into another race. Instead, the Plane of Shadows alters their appearance and their natural racial abilities. Over generations, halflings typically lose their hair, grow large bulging eyes or see their skin grow thin and taut across their bones. All halflings born on this plane possess the darkvision alternate racial trait (see sidebar).

**Racial Trait – Harmless-Looking:** You gain a +1 trait bonus to all Bluff checks, and Bluff is always considered a class skill for you.

## Hobgoblins <sup>ARG</sup>

Hobgoblins tend to pick a territory and rule over that land, making slaves of any other creature they can subjugate to their will. The Blackblade hobgoblin tribe were among the founding members of Blackbat and now work mostly as zombie slavers in that area. Fighting wave after wave of undead tends to keep their numbers low, but their high birth rate easily compensates.

**Racial Trait – Slave Tripper:** After considerable practice at knocking around slaves, you are well skilled. You gain a +1 trait bonus to all CMB checks when attempting a trip.

## Humans

While not every human is completely insane, the majority of them are. Those that live on Shadowsfall for ten years or longer tend to go a little mad; the second or third generations of humans born on the Plane of Shadows are frequently crazy. It is said that humans that look into the depths of the plane's blackness find that madness has replaced their soul. A rare few humans possess an innate resistance to this maddening effect and become great heroes.

**Racial Trait – Stable Mind:** Whether by luck or by divine intervention, you are far more resilient to the maddening effects of the Plane of Shadows. You gain a +2 trait bonus on all saving throws against mind-affecting compulsion effects.

## Orc <sup>ARG</sup>

Orc tribes wander the outlands of Shadowsfall, taking what they need to survive from both ruins and inhabited villages. Some villages far from the protection of the strongholds

have worked out an arrangement with orc tribes, giving them food and supplies in exchange for protection from the undead menace. Naturally, orc tribes take full advantage of this, leaving the villagers in abject poverty. Honorable orcs in these tribes get shunned and sent away.

**Racial Trait – Easily Enraged:** You can rage for 3 rounds per day, as per the barbarian ability. If you have the rage class feature, these rounds stack with those granted by the class.

## Ratfolk <sup>ARG</sup>

A people that thrive in undesirable locations, ratfolk feel at home among the ruins of Shadowsfall. These tightly packed communities are known to overwhelm undead hordes and quickly flee in the face of superior forces. Ratfolk frequently venture out of their communities looking for a new source of food or seeking a safer place to live. A few brave ratfolk choose to meet danger head on before it endangers their community.

**Racial Trait – Practiced Tinkerer:** You have considerable experience with disarming and setting traps. You gain a +1 trait bonus to all Disable Device checks and can disable a simple device as a standard action instead of a full-round action.

## Tiefling <sup>ARG</sup>

Children of kytons and their human slaves, tieflings are most commonly found in and around Bloodchain, serving the powers of that city. Despite their parentage, tieflings are no more or less prone to choosing evil over good.

**Racial Trait – Pain Tolerant:** You gain a +2 trait bonus against all spells and abilities with the pain descriptor.

## Wayang <sup>ARG</sup>

While most gnomes would disagree, wayang believe that gnomes are wayang that spent far too long on the Material Plane. Wayang are known to appear gaunt and possess a reclusive temperament. Wayang do not build their own cities. Instead, they prefer to live in small communities in or near deathlands. They rely on their wits to keep them hidden from the dark forces that roam Shadowsfall and work to exterminate them.

**Racial Trait – Rushed Shadowcaster:** You are well used to casting spells in less than ideal situations. You gain a +3 trait bonus on concentration checks when casting spells from the Shadow subschool that are not cast defensively.

## ALTERNATE RACIAL TRAITS

### Halfling

**Darkvision 60 ft. (Ex)** This racial trait replaces the halfling luck racial trait.

### Wayang

**Negative Energy Affinity (Su)** Even though she is alive, a wayang reacts to positive and negative energy as if she were undead—positive energy harms her and negative energy heals her. This racial trait replaces the light and dark racial trait.



## UMBRAL KOBOLD

Curious and possessing a knack for getting into trouble, umbral kobolds are a variant of the kobold race. Generations ago, a tribe of kobolds dug a deep cave looking for gold and safety from adventurers. When they emerged sometime later to look for food, they found themselves in the land of perpetual night. With few adventurers there to cull their numbers, the kobolds flourished and grew stronger. These dark-scaled reptilians now call themselves umbral kobolds. Over the centuries, these kobolds spread throughout Shadowsfall and now fight on the side of the other living races to defend against the undead scourge that threatens living creatures across the Shadow Plane.

The timidity and willingness of their Material Plane brethren to retreat at the first sign of danger is still prevalent in umbral kobold culture. However, a rare few are confident enough in their abilities to rise up against the threats posed against them in order to see their people survive and prosper. These few typically either become chief of their tribe or choose to leave and make their way as adventurers.

**Physical Description:** Standing as tall as a halfling, umbral kobolds' bodies are covered in scales. These scales range from black to dark blue or purple. Most are hairless, though the few umbral kobolds who do have hair sport it either on the very top of their heads or under their snouts.

**Society:** Umbral kobolds organize themselves into tribes. Each tribe has a specific hierarchy. When a chief dies, the next highest in the hierarchy becomes the chief. Individuals rise in the hierarchy by their ability to find food, make traps, create explosives, mine for

shiny metals, craft weaponry or otherwise defend the tribe.

**Relations:** While umbral kobolds are generally not well-liked among other races, few will seek them out simply to kill them. They will fight against the hordes of undead alongside any other living creature, even if they do compete for food with the same races at other times. Some city strongholds even trade with kobold tribes for weaponry and magic items.

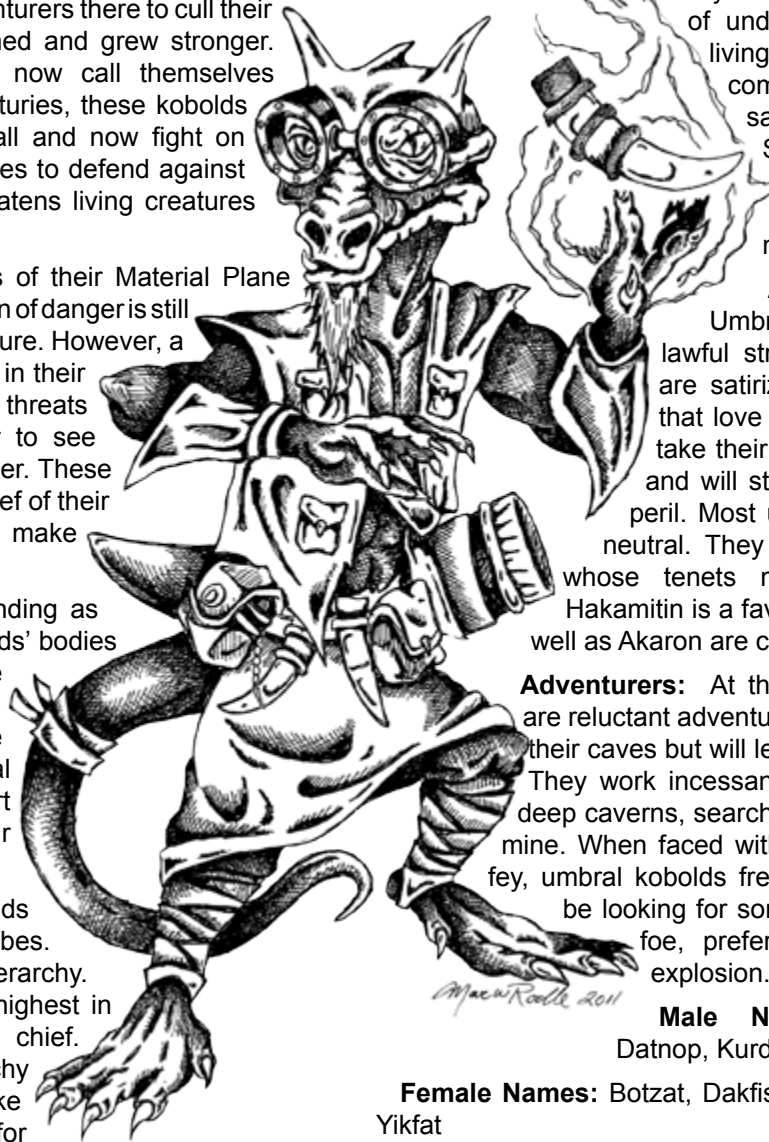
### Alignment and Religion:

Umbral kobolds have a strong lawful streak to them. While they are satirized as comical creatures that love explosives and gold, they take their friendships very seriously and will stand true when faced with peril. Most umbral kobolds are lawful neutral. They prefer to worship deities whose tenets match these traits, and Hakamitin is a favorite. Bendes and Ular as well as Akaron are common choices as well.

**Adventurers:** At their heart, umbral kobolds are reluctant adventurers. They prefer to stay in their caves but will leave them to hunt for food. They work incessantly to explore further into deep caverns, searching out precious metals to mine. When faced with a zombie or some dark fey, umbral kobolds frequently run away but will be looking for some way to overcome their foe, preferably with some kind of explosion.

**Male Names:** Bipjot, Corpaz, Datnop, Kurdag, Teangog, Vorfot

**Female Names:** Botzat, Dakfisk, Faxgip, Nuzlik, Tebzol, Yikfat



## Umbral Kobold Racial Traits

**–2 Strength, +2 Dexterity, +2 Intelligence:** Umbral kobolds are fast and a quick study but physically weak.

**Small:** Umbral kobolds are Small and gain a +1 size bonus to their AC, a +1 size bonus on attack rolls, a –1 penalty to their CMB and CMD, and a +4 size bonus on Stealth checks.

**Normal Speed:** Umbral kobolds have a base speed of 30 feet.

**Darkvision:** Umbral kobolds can see in the dark up to 60 feet.

**Armor:** Umbral kobolds have a +1 natural armor bonus.

**Crafty:** Umbral kobolds gain a +2 racial bonus on Craft (trapmaking), Perception, and Profession (miner) checks. Craft (trapmaking) and Stealth are always class skills for a kobold.

**Light Sensitivity:** Umbral kobolds are blinded for 1 round if exposed to bright light, such as *sunlight* or the *daylight* spell. Umbral kobolds are also dazzled for as long as they remain in areas of bright light.

**Languages:** Umbral kobolds begin play speaking Common and Draconic. Umbral kobolds with high Intelligence scores can choose from the following: Aklo, Dwarven, Gnome, Shadowpeak, and Undercommon.

## WANDERER

Not every angel or archon that leaves the service of his god falls and becomes a demon or a devil. A few celestials ask to leave or merely walk away from their duty. The reasons why the individual immortal chooses a life among mortals vary. Some may fall in love with a mortal; others yearn for the freedom to choose their own destiny. A select few lose faith in the plans of their deities and abdicate from their service as a matter of conscience. No matter the reason, the result is the same: these celestials are transformed into human-looking creatures with all of the memories of the perfect life they had given up still intact. Some find what they are looking for, but so many others that choose this path are left to wander in darkness. And it is these wanderers that find a natural home on Shadowsfall.

Despite looking human, two aspects betray a wanderer's heavenly origins. The first is the eternal sadness that seems to follow them wherever they go. The memories of the price the wanderer paid only to lose a loved one less than a century later or to realize that their choice to embrace mortality has brought harm upon others leaves the wanderer with an almost palpable aura of sorrow about them. The second is their perspective of the infinite. When a wanderer is first "born" he has already lived a longer life than any of the eldest elves. And this new body, a last gift from the god the wanderer once served, will never lose its youthful appearance nor its vigor regardless of how long the wanderer may live.

**Physical Description:** At first glance, a wanderer appears exactly like a human. They possess all the variations of a human in height, weight, skin color, eye color and hair color.

**Society:** Wanderers tend to hide themselves

among human communities, passing themselves off as humans. The house of Kardonel in Gear's Gate is almost entirely composed of wanderers. There they work together to hide their true nature. Bastion is the one place where some wanderers publicly acknowledge their celestial past.

**Relations:** Wanderers tend to feel the closest kinship towards elves and dwarves due to their long lifespans. Races that are typically evil, such as drow, hobgoblins and orcs, tend to not get along well with wanderers since the wanderer more than likely has fought either members of those races or other servants of their deities before transforming.

**Alignment and Religion:** Wanderers tend towards whatever alignment they were as a celestial. Some, however, have chosen an alternate extreme. There is little pattern as to what kind of deities a wanderer worships, if a wanderer chooses to worship a deity at all. Some worship the deity they served as a celestial. Some choose to give reverence to all of the deities. Other vow never to bow before any deity ever again.

**Adventurers:** Wanderers make natural adventurers since many are searching for something long gone or some way to give their life meaning. Regardless of which deity a wanderer worships, few feel comfortable as a cleric, inquisitor or a paladin, having walked away from an even higher calling. Instead, they tend towards arcane spellcasting and martial pursuits.

**Male Names:** Ecanerous, Kero, Mikael, Nealtison, Rashnu, Urim

**Female Names:** Ariel, Casseih, Diniel, Isda, Sasha, Yalaphanah



### Wanderer Racial Traits

**+2 Constitution, +2 Intelligence, -2 Charisma:** Wanderers are well-learned and are adept at enduring hardship but possess little personal magnetism.

**Darkvision:** Wanderers can see in the dark up to 60 feet.

**Celestial Resistance:** Wanderers have acid resistance 5, cold resistance 5, and electricity resistance 5.

**Ageless:** Wanderers do not age. They do not possess age categories, nor do they suffer aging effects.

**Remnant of Holiness:** Wanderers may wield a holy weapon, regardless of their alignment, as if they are a good aligned creature.

**Surrounded by Sadness:** Wanderers gain a +2 racial bonus on saving throws against emotion spells and effects. Once per day for one minute, wanderers can grant this bonus to all allies within 10 feet.

**Languages:** Wanderers begin play speaking Celestial and Common. Wanderers who have high Intelligence scores can choose any of the following bonus languages: Abyssal, Draconic, Ignan, Infernal, Shadowpeak, or Terran.



# CLASSES AND ARCHETYPES

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## HEROES IN ETERNAL DARKNESS

### CLASSES

The following are some of the most common classes in which the heroes of Shadowsfall train, along with descriptions of how they fit into the Plane of Shadows. Ask your game master about using classes from other Pathfinder Compatible products.

**Alchemist:** Several noble houses in Gear's Gate maintain their position because of the power of their alchemists. Umbral kobolds are also known for their overenthusiastic use of alchemical bombs. Alchemists that imbibe a mutagen and wade into a horde of mindless undead can be a wrecking force upon the field of battle.

**Barbarians:** Savage tribes that roam the Outlands of Shadowsfall hunt undead for sport and survival, and their barbarian warriors lead the charge. Many such tribes have agreements with local villages, giving the tribes food and supplies in exchange for protection.

**Bard:** More than any others, bards keep the light of civilization alive. With their inspiring songs and tales, they keep the spirits of a stronghold high, bolstering the spirits of people defending their homes and warding away despair. When an undead horde attacks, bardic performances may make the difference between the forces of life carrying the day and the horde adding the stronghold's population to its numbers.

**Cavalier:** With its wide open planes, cavaliers are commonly found in Bastion. Throughout Shadowsfall, cavalier orders train to keep the living safe from danger. Some cavaliers, however, ride for the spoils of war and the coin more than the merit of preserving life.

**Cleric:** Clerics that can channel positive energy are looked upon as protectors of the community, being able to both heal the living and hurt undead monstrosities. Clerics gifted with channeling negative energy are still seen as beneficial since they can take command of undead creatures, keeping them from attacking. Clerics are most often found in or near strongholds.

**Druid:** Champions of nature are most at home in the Outlands. With little sunlight, druids make their home in the leafless forests, desolate plains, or stony mountains, protecting life in whatever form it may take in such a harsh plane.

**Fighter:** Those adept at weaponry fighting are looked upon favorably, no matter where they wander. It is these fighters that are called upon to hold off the masses of undead while those less trained escape, for they fear little and are confident in their abilities.

**Gunslinger:** Ancient firearms, occasionally found in forgotten tombs, are seldom used outside of Gear's Gate. This particular stronghold has both the resources to maintain firearms and the alchemical prowess to be able to make the necessary components readily. However, gunslingers have been found through the Southern Peninsula, fighting undead and monsters alike with their unusual weaponry.

**Inquisitor:** Inquisitors prefer to stay close to the worshippers of their deity, ensuring purity of actions and thoughts. Yet when a creature or an undead horde wanders out of the eternal darkness to threaten their followers, an inquisitor is at the forefront protecting the community.

**Magus:** Adept with both a blade and a spell, a magus is a welcome sight in both Outland villages and stronghold cities. More than one group of survivors of the undead hordes safely arrived at unused ruins and established a new home with a magus protecting them the entire time.

**Monk:** Being seekers of inner purity, monks seek out the serenity of the Outlands where the worries of security and pressures of society are more distant concerns. Meditating in this changing land helps a true seeker to find enlightenment. Yet with so many dangers in Shadowsfall, monks frequently escort travelers to their destination.

**Oracle:** Possessing an intimate connection to their deity, oracles can be found most often wherever a deity is frequently worshiped. Ultimately, however, oracles go wherever their deities send them.

**Paladin:** With only one lawful good deity worshipped in significant numbers, few paladins can be found on Shadowsfall. Yet these few hold to their sacred duty of fighting the good fight no matter the cost. Many paladins have died holding the line against the undead blight.

**Ranger:** With few outposts and signal towers to inform Blackbat of impending danger, the stronghold relies heavily on their ranger patrols to keep the people safe. Rangers in the Outlands are known to scout ruins, giving villagers a safe place to run when the zombies threaten their homes.

**Rogue:** Thieves, spies, beggars and politicians, rogues are known by many names, but they are all adept at misdirection and underhanded attacks. Given the ever-present supernatural darkness of the land of eternal night, rogues use this cover of shadow to hide from more powerful foes as well as set up ambushes.

**Sorcerer:** The shadow bloodline is by far the most common among sorcerers. With Shadowsfall being the home of large numbers of kytons, the infernal bloodline is

also quite common. Sorcerers spring up everywhere but are most common in Bloodchain and Vole's Deep.

**Summoner:** With a unique connection to unusual creatures, summoners bring forth great and powerful monsters in the defense of the living. Many of these creatures share a special connection to the Plane of Shadows that few summoners from other planes possess.

**Witch:** Ancient dark powers still stir on Shadowsfall. These dark powers choose individuals they feel they can use towards their unknowable purposes and unto whom they send their chosen familiars in order to teach them arcane mysteries. What the chosen do with their newfound power, however, is ultimately up to them.

**Wizard:** Both students and masters of arcane lore come to Shadowsfall to uncover secrets forgotten by time. Universities at Blackbat and Gear's Gate produce some of the best wizards in the Southern Peninsula. While many spell books and scrolls found in ancient tombs have long since decayed beyond the point of usefulness, a few are still readable. Many of these spells and scraps of knowledge are of exceedingly high power - and few wizards will simply pass up a chance to seize that power for themselves.

## ARCHETYPES

Not every member of a class possesses the same abilities. Some specialized classes commonly found in Shadowsfall are listed below. For more information on archetypes, see the Pathfinder Roleplaying Game: Advanced Player's Guide.

### Dusk Stalker

*"So, Kero says I couldn't sneak up on a blind and deaf toad, eh? Well, let's see what he thinks of my skills when he finds these toads. Heheheh."* —Fixgip Toughscale, umbral kobold dusk stalker, upon casting a summon minor monster spell in her compatriot's bedroll.

For an umbral kobold, survival is all about staying hidden until ready to strike. A dusk stalker umbral kobold uses her natural abilities to ambush the target, giving her options to do so with both spell and sword. She is capable of harming her quarry without making a sound. A dusk stalker has the following class features:

**Associated Class:** magus

**Associated Race:** kobold and umbral kobold

**Replaced Abilities:** heavy armor, improved spell recall, magus arcana (9th level only), medium armor, spell recall, spellstrike

**Modified Abilities:** arcane pool, skills

**Skills:** The dusk stalker gains skill ranks equal to 4 + Intelligence modifier per level. Her class skills include all of the magus' class skills plus Bluff (Cha), Disable Device (Dex) and Stealth (Dex).

**Arcane Pool (Su):** A dusk stalker has an arcane pool equal to 1/3rd her magus level (minimum 1) plus her Intelligence modifier. This ability otherwise works like the magus' arcane pool.

**Combat Expertise (Ex):** At first level, the dusk stalker gains Combat Expertise as a bonus feat, even if she does not meet the prerequisites.

**Arcane Feint (Su):** At 2nd level, the dusk stalker learns how to use her magic to set up her next attack. Instead of casting one of her magus spells, she may sacrifice it as a swift action and gain an enhancement bonus to a feint attempt made within the same round. This bonus is equal to the spell's level. Cantrips do not grant a bonus with this ability.

**Sneak Attack (Ex):** At 2nd level, the dusk stalker gets 1d6 points of sneak attack damage. At 5th level and every 3 levels thereafter, the sneak attack damage increases by 1d6, to a maximum of 7d6 at level 20. This ability works exactly like the rogue ability of the same name. If a dusk stalker gets a sneak attack bonus from another source, the bonuses on damage stack.

**Silentwhisper (Su):** At 4th level, the dusk stalker gains Silent Spell as a bonus feat. In addition, the dusk stalker may cast cantrips cast from one of her magus spell slots as if silenced without using a higher spell slot.

**Trackless Shadows (Ex):** At 7th level, the dusk stalker leaves no trail when moving through areas of dim light or darkness and cannot be tracked. She may choose to leave a trail if so desired.

**Silencing Blade (Sp):** At 9th level, the dusk stalker becomes adept at keeping her quarry quiet when attacked. After a successful attack, she can expend 2 points from her arcane pool as a free action to silence the opponent. This ability works as the *silence* spell except it only affects the target creature and lasts for a number of rounds equal to the dusk stalker's Intelligence modifier. The DC to avoid being silenced is 12 + her Intelligence modifier.

### Radiant Knight

*"As the hands of the Twin Gods steward our crops and usher game and fowl into our hunters' sights, so too must I strive to shepherd the light of Bendes and Ular into the darkness of Shadowsfall. My duty demands nothing less."* —Chivinis, wanderer radiant knight, to her companions.

The remnant of holiness ever burns within the heart of the wanderer. She clings to this last bit of the divine and lets it fill every aspect her life. Instead of choosing a paladin's dedication to a deity, a life she had willingly given up, the wanderer chooses the radiant knight. This variant fighter draws its strength and power from this last bit of her old life and uses it in the struggles of her new life.

**Associated Class:** fighter

**Associated Race:** wanderer

**Replaced Abilities:** bravery, bonus feats (2nd, 6th, and 14th level), weapon training

**Modified Abilities:** weapon and armor proficiency

**Alignment:** Any Good

**Weapon and Armor Proficiency:** The radiant knight is proficient with the bastard sword, crossbow (light, heavy and hand), flail, great sword, lance, long sword, longbow, mace,

rapier, short sword, shortbow, and warhammer. The radiant knight retains the fighter's armor proficiency.

**Eloquence (Ex):** A radiant knight treats Diplomacy and Sense Motive as class skills, and gains a bonus to Diplomacy checks equal to half her level (minimum +1).

**Vestige of Divinity (Su):** Through vigorous training and purity of heart, the radiant knight has found within herself a small spark of her lost angelic power. At 2nd level, the radiant knight can use a swift action to focus on that remaining spark, causing herself to glow with holy light. The radiant knight can use this ability a number of rounds per day equal to 6 + her Charisma modifier.

At each level after 2nd, she can focus on the vestige for 2 additional rounds. Temporary increases to Charisma, such as those gained from spells like *fox's cunning*, do not increase the total number of rounds that a radiant knight can focus on the vestige per day. The total number of rounds she can focus on the vestige per day is renewed after resting for 8 hours, although these hours do not need to be consecutive.

While focusing on the vestige, the radiant knight gains a +1 sacred bonus to his AC and a +1 sacred bonus on saves against fear effects. The bonus against fear effects increases by +1 every 4 levels thereafter, to a maximum of +5 at 18th level.

As a move action, the radiant knight can choose to spend 2 rounds of her focus to perform any of the following actions:

**Burst of Holy Glory:** A 10 ft.-radius burst centered on the radiant knight burns with holy light. A creature within the area must succeed a Fortitude saving throw or is dazzled for 1 round for every 4 radiant knight levels she possesses (minimum 1). At 6th level, a creature that fails this Fortitude save become dazed. At 12th level, a failed Fortitude save blinds the creature. The DC is equal to 10 + 1/2 the radiant knight's level + her Charisma modifier. All evil outsiders that fail the Fortitude save are also shaken. The radiant knight is immune to this ability.

**Guided Hand:** The radiant knight can ignore the miss chance due to concealment until the end of her next turn.

**Holy Aid:** All allies within 30 ft. of the radiant knight gain the bonus to AC and saves against fear effects granted by the vestige of divinity until the end of the radiant knight's next turn.

Additionally, a radiant knight that is focusing on her vestige of divinity can suppress any spells with the darkness descriptor that are within 10 ft. The spell or spell-like ability's level must be less than 1/2 the radiant knight's level. A spell or spell-like ability with the darkness descriptor can suppress the light of this ability. No other part of this ability is suppressed.

**Honorable Warrior (Ex):** At 5th level, the radiant knight gains a +1 bonus on attack and damage rolls with weapons she is proficient with from this class. At 17th level, this bonus increases by +1.

**Righteous Warrior (Su):** At 8th level, the radiant knight gains a +1 sacred bonus to hit and damage while focusing on her vestige of divinity. At 12th level, these bonuses increase by +1.

**Code of Conduct:** A radiant knight who becomes any non-Good alignment loses the vestige of divinity class ability.

A radiant knight must act with honor (not lying, not cheating, not using poison, etc). A radiant knight may atone by using the *atonement* spell, or by a suitable act as determined by the GM.

**Special Note:** Unlike other light sources on Shadowsfall, the light of a radiant knight's vestige of divinity is neither reduced by half nor is its effectiveness reduced.

## CLASS OPTIONS

The following options are your choices for characters in Shadowsfall.

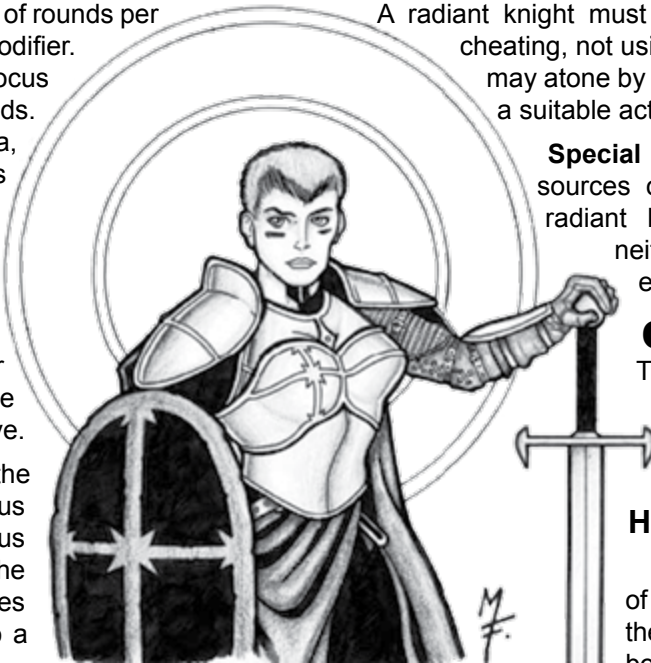
### Order of the Blackened Heart (Cavalier Order)

Cavaliers who join the order of the blackened heart dedicate themselves to purity of mind and body through the use of pain and torture, much like their kytton masters. Members of this order tend to be cruel and ruthless towards those who cannot defend themselves. Most of this order's members dwell within the stronghold of Bloodchain, but they can be found in the Outlands as well as all other strongholds - even Bastion is home to a few members of this order.

**Edicts:** The cavalier must at all times seek self-perfection through pain and suffering, looking to cut away the parts of her life that cause weakness. She must be honest to the point of cruelty, able to make hard choices, and ready at all times to enforce those choices. She chooses to inflict pain upon those she cares about the most, cutting away their weaknesses and making them stronger.

**Challenge:** Whenever an order of the blackened heart cavalier issues a challenge, she inflicts 1 point of non-lethal damage to the target of her challenge in addition to the normal damage she deals. This non-lethal damage increases by +1 for every four levels the cavalier possesses.

**Skills:** An order of the blackened heart cavalier adds Heal (Wis) and Knowledge (planes) (Int) to her list of class skills. In addition, an order of the blackened heart cavalier adds her Strength modifier to her Intimidate skill when attempting to demoralize a creature. This bonus does not stack with the Intimidating Prowess feat.





**Order Abilities:** A cavalier belonging to the order of the blackened heart gains the following abilities as she increases in level.

*Pain Giver (Ex):* At 2nd level, the cavalier excels at inflicting pain upon her foes. She can inflict non-lethal damage with a weapon that normally deals lethal damage without taking the normal -4 penalty to her attack rolls.

*Fear Monger (Ex):* At 8th level, the cavalier is a master at making the weak fear her. Anytime a cavalier inflicts non-lethal damage upon her target, the cavalier may attempt to demoralize that target as a free action. Also, she gains the amount of non-lethal damage she inflicted upon her target as a bonus to the demoralize attempt.

*Deadly Strike (Ex):* At 15th level, the cavalier brings death to the weak. As long as the cavalier's attack inflicts non-lethal damage, she may choose to inflict 1d4 points of Constitution damage on the same attack. She can use this ability once per round.

## New Sorcerer Bloodlines

The two most common dragon types on Shadowsfall are the quake dragon and the umbral dragon. These two dragon bloodlines are the same as the Draconic Bloodline (see Chapter 3: Classes of the **Pathfinder Core Rulebook**) but with the following energy types and breath weapon shapes.

Dragon Type	Energy Type	Breath Shape
Quake	Acid	30-foot cone
Umbral	Negative Energy	30-foot cone

## New Summoner 4-Point Evolutions

The following evolutions cost 4 points from the eidolon's evolution pool.

*Deep Shadows (Su):* Shadows surround the eidolon, reducing the light in the area and preventing many creatures from seeing through it. The light in a 30-foot radius area centered on the eidolon is reduced so far that even darkvision cannot see through it. See in Darkness is able to see through this veil of shadows. The summoner must be at least 9th level before selecting this evolution.

*Shadow Touch (Su):* An eidolon's body becomes infused with the material of the Shadow Plane. As a standard action, an eidolon can touch a creature, causing 1d6 points of Strength damage. A successful Fortitude save by the touched creature reduces this damage by half. The DC is equal to 10 + 1/2 the eidolon's HD + the eidolon's Charisma modifier. The eidolon can use this ability once per day. The eidolon can use this ability 1 additional time per day by spending 1 additional evolution point (maximum 3/day). The summoner must be at least 11th level before selecting this evolution.

## New Witch Hex

*Blinding Light (Su):* A witch can cause a bright light to appear anywhere within 30 feet. All creatures within a 10-foot radius of the light are blinded for one round. A successful Fortitude save negates this effect. Creatures with light sensitivity suffer a -4 penalty to this saving throw; creatures with light blindness automatically fail. At 8th level, a witch

can make the light appear anywhere within 60 feet and the radius is increased to 20 feet. On Shadowsfall, the effective distance of all light sources is halved, so this ability can blind a creature within 5 feet of the light. This is increased to 10 feet at 8th level.

## Shadow (New Wizard Elemental School)

Shadow represents the memory of what was, the loss of what is, and the broken dreams of the future. It is the lifelessness and despair that comes from a former glory wasting away. Shadow elementalists resemble necromancers and illusionists in their approach to magic. Fire is a shadow elementalists' opposite school.

*Shadow Magic:* At 1st level, add the following spell to your wizard spell list at the listed spell level: 4—*deeper darkness*.

*Shadow Supremacy (Su):* You gain a +2 enhancement bonus on Stealth skill checks. This bonus increases by +1 for every five wizard levels you possess. In addition, you gain darkvision out to 30 feet. If you already possess darkvision, its range increases by 30 feet. At 5th level and every 5 levels after 1st level, your darkvision increases by an additional 30 feet. At 20th level, darkness no longer hinders your vision; you gain the see in darkness ability.

*Frightening Shadows (Su):* As a standard action you can unleash a barrage of fearsome images of shadow creatures. This barrage deals 1d6 points of cold damage plus 1 point of damage for every two wizard levels you possess to all creatures within 5 feet of you and leaves the creatures shaken for 1 round. A successful Will save disbelieves the dangerous power of these shadows, negating the shaken effect and halving the damage. The DC of this save is equal to 10 + 1/2 your wizard level + your Intelligence modifier. You can use this ability a number of times per day equal to your Intelligence modifier.

*Shadow of Life (Su):* At 8th level, you can enhance an undead creature by infusing it with the material of the Shadow Plane. Once per day when you create an undead creature, you can choose to give it a +2 bonus to its Strength or Dexterity. An intelligent undead enhanced with this ability also receives a +2 bonus to its Charisma score. This bonus can only be applied when the undead creature is created and cannot be added afterwards. Every 4 levels beyond 8th, the bonus to the newly-created undead's Strength or Dexterity score increases by +2 (to a maximum of +8 at 20th level). At 14th level, you can use this ability twice per day.

**Shadow Elemental Wizard Spells:** 0—*touch of fatigue*; 1st—*cause fear*, *decompose corpse*<sup>UM</sup>, *memory lapse*, *ray of enfeeblement*, *shadow weapon*<sup>UM</sup>; 2nd—*command undead*, *darkness*, *dust of twilight*<sup>APG</sup>; 3rd—*halt undead*, *lesser animate dead*<sup>UM</sup>, *twilight knife*, *vampiric touch*; 4th—*animate dead*, *deeper darkness*, *shadow conjuration*, *shadow projection*<sup>APG</sup>, *shadow step*<sup>UM</sup>; 5th—*shadow evocation*, *waves of fatigue*; 6th—*create undead*, *shadow walk*, *undeath to death*; 7th—*control undead*, *greater shadow conjuration*, *phantasmal revenge*<sup>APG</sup>; 8th—*create greater undead*, *greater shadow evocation*; 9th—*energy drain*, *shades*.

# ANIMALS

## SHADOW FAMILIARS AND COMPANIONS

### ANIMAL COMPANIONS

Not every animal commonly found on the Material Plane is as plentiful on Shadowsfall. As such, druids, rangers and cavaliers are more typically known to take alternate animal companions such as these.

#### Nightcrawler, Giant

**Starting Statistics:** **Size** Small; **Speed** 20 ft., burrow 30 ft.; **AC** +0 natural armor; **Attack** bite (1d4); **Ability Scores** Str 12, Dex 16, Con 12, Int -, Wis 10, Cha 1; **Special Qualities** darkvision 60 ft., tremorsense 60 ft.; **CMD** cannot be tripped.

**4th-Level Advancement:** **Size** Medium; **AC** +1 natural armor; **Attack** bite (1d6); **Ability Scores** Str +4, Dex -2, Con +2

#### Riding Dodo\*

**Starting Statistics:** **Size** Large; **Speed** 50 ft.; **AC** +3 natural armor; **Attack** bill slam (1d8); **Ability Scores** Str 16, Dex 15, Con 15, Int 2, Wis 11, Cha 6; **Special Qualities** low-light vision, scent.

**4th-Level Advancement:** **Ability Scores** Str +2, Con +2; **Special Qualities** combat trained (see the Pathfinder RPG Bestiary), darkvision 30 ft.

#### Shade Ferret\*

**Starting Statistics:** **Size** Medium; **Speed** 40 ft.; **AC** +2 natural armor; **Attack** 2 claws (1d3), bite (1d4); **Ability Scores** Str 13, Dex 13, Con 15, Int 2, Wis 13, Cha 8; **Special Qualities** blindsight 60 ft., scent, stand on hind legs

**4th-Level Advancement:** **Ability Scores** Str +2, Con +2. **Special Qualities** combat trained (see Handle Animals in the Pathfinder Core Rulebook), superior scent

#### Stand on Hind Legs (Ex)

When making a full attack, a shade ferret must stand on its hind legs. This causes the shade ferret to take a -2 penalty on all Reflex saves for the round.

**Superior Scent (Ex)** This ability functions like the scent ability except that it can detect an opponent within 120 feet. This range is increased to 240 feet when

upwind and decreased to 60 feet when downwind. Strong or overpowering scents can still be detected at twice or three times their normal range, respectively. Additionally, this ability provides a +12 racial bonus to all Survival checks when tracking by scent.

#### Umbral Vulture

**Starting Statistics:** **Size** Small; **Speed** 10 ft., fly 60 ft. (average); **AC** +1 natural armor; **Attack** bite (1d4); **Ability Scores** Str 10, Dex 15, Con 12, Int 2, Wis 15, Cha 5; **Special Qualities** darkvision 60 ft., +4 on saves vs. disease.

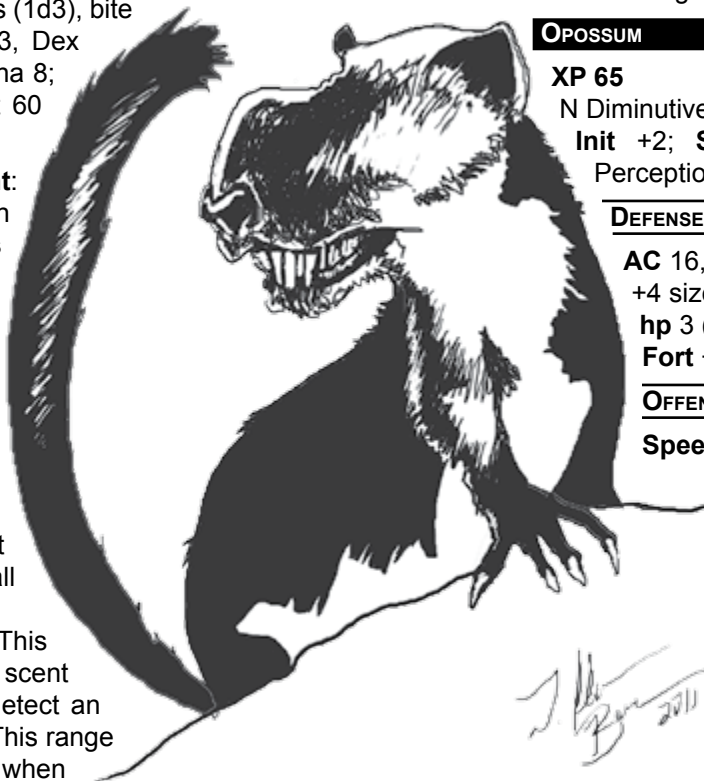
**4th-Level Advancement:** **Size** Medium; **AC** +2 natural armor; **Attack** bite (1d6); **Ability Scores** Str +2, Con +2.

\* The riding dodo is available as a mount to a medium size cavalier. The shadow ferret is available as a mount to a small size cavalier.

### FAMILIARS

In addition to the familiars found in the Pathfinder Core Rulebook and Ultimate Magic, the following animals can be chosen as familiars as well:

Familiar	Special Ability
Opossum	Master gains a +3 bonus on Bluff checks
Pale Fox	Master gains a +2 bonus on Reflex saves
Rabbit	Master gains a +3 bonus to Initiative
Shade Terrier	Master gains a +3 bonus vs fear effects



OPOSSUM	CR 1/6
<b>XP 65</b>	
N Diminutive Animal	
<b>Init</b> +2; <b>Senses</b> low-light vision, scent; Perception +5	
DEFENSE	
<b>AC</b> 16, touch 16, flat-footed 14 (+2 Dex, +4 size)	
<b>hp</b> 3 (1d8-1)	
<b>Fort</b> +1, <b>Ref</b> +4, <b>Will</b> +1	
OFFENSE	
<b>Speed</b> 20 ft., climb 20 ft.	
<b>Melee</b> 2 claws +4 (1d2-4), bite +6 (1d3-4)	
<b>Space</b> 1 ft.; <b>Reach</b> 0 ft.	
STATISTICS	
<b>Str</b> 3, <b>Dex</b> 15, <b>Con</b> 8, <b>Int</b> 1, <b>Wis</b> 12, <b>Cha</b> 6	
<b>Base Atk</b> +0; <b>CMB</b> -8; <b>CMD</b> 4 (8 vs. overrun, trip)	
<b>Feats</b> Weapon Finesse	
<b>Skills</b> Bluff -2 (+2 when	

playing dead), Climb +4, Perception +5, Stealth +14;  
**Racial Modifiers** +4 Bluff when playing dead

#### ECOLOGY

**Environment** any

**Organization** solitary, pair, or passel (3–12)

**Treasure** none

An opossum is an aboreal marsupial and is known for playing dead so that larger animals will not eat it. On Shadowsfall, spellcasters that specialize in deception and misdirection find these familiars to be exceptionally useful.

#### PALE FOX

CR 1/4

**XP 100**

N Tiny animal

**Init** +3; **Senses** low-light vision, scent; Perception +4

#### DEFENSE

**AC** 15, touch 15, flat-footed 12 (+3 Dex, +2 size)

**hp** 5 (1d8+1)

**Fort** +3, **Ref** +5, **Will** +0

#### OFFENSE

**Speed** 40 ft.

**Melee** bite +5 (1d3-1)

**Space** 2-1/2 ft.; **Reach** 0 ft.

#### STATISTICS

**Str** 9, **Dex** 16, **Con** 13, **Int** 2, **Wis** 10, **Cha** 6

**Base Atk** +0; **CMB** -3; **CMD** 10 (15 vs. overrun, trip)

**Feats** Weapon Finesse

**Skills** Acrobatics +3 (+11 jumping), Perception +4, Stealth +11, Survival +0 (+4 scent tracking); **Racial Modifiers** +8 Acrobatics when jumping, +4 Survival when tracking by scent

#### ECOLOGY

**Environment** any

**Organization** solitary, pair, or skulk (3–12)

**Treasure** none

A pale fox closely resembles a normal fox but is almost completely white. Wild pale foxes are quite aggressive, but many on Shadowsfall keep a domesticated pale fox as a pet or familiar.

#### RABBIT

CR 1/6

**XP 65**

N Tiny animal

**Init** +3; **Senses** low-light vision, scent; Perception +10

#### DEFENSE

**AC** 15, touch 15, flat-footed 12 (+3 Dex, +2 size)

**hp** 2 (1d8-2)

**Fort** +0, **Ref** +5, **Will** +2

#### OFFENSE

**Speed** 20 ft.

**Melee** bite +5 (1d3-5)

**Space** 2-1/2 ft.; **Reach** 0 ft.

#### STATISTICS

**Str** 1, **Dex** 17, **Con** 6, **Int** 1, **Wis** 14, **Cha** 6

**Base Atk** +0; **CMB** -7; **CMD** 6 (10 vs. overrun, trip)

**Feats** Run<sup>B</sup>, Weapon Finesse

**Skills** Perception +10, Stealth +11; **Racial Modifiers** +4 Perception

#### ECOLOGY

**Environment** any

**Organization** solitary, pair, or herd (3–24)

**Treasure** none

Small and speedy, a rabbit sprints away from danger at the first sign. Spellcasters with rabbit familiars tend to be highly alert.

#### SHADE TERRIER

CR 1/6

**XP 65**

N Tiny animal

**Init** +2; **Senses** low-light vision, scent; Perception +5

#### DEFENSE

**AC** 14, touch 14, flat-footed 12 (+2 Dex, +2 size)

**hp** 3 (1d8-1)

**Fort** +1, **Ref** +4, **Will** +1

#### OFFENSE

**Speed** 20 ft.

**Melee** bite +4 (1d3-4)

**Space** 2-1/2 ft.; **Reach** 0 ft.

#### STATISTICS

**Str** 3, **Dex** 15, **Con** 8, **Int** 2, **Wis** 12, **Cha** 2

**Base Atk** +0; **CMB** -6; **CMD** 6 (10 vs. overrun, trip)

**Feats** Weapon Finesse

**Skills** Perception +5, Stealth +10 (+14 in dim light or darkness), Survival +1 (+5 scent tracking); **Racial Modifiers** +4 Stealth when in dim light or darkness, +4 Survival when tracking by scent

#### ECOLOGY

**Environment** any

**Organization** solitary, pair, or litter (3–12)

**Treasure** none

This little dog with short legs has jet black fur and a lovable temperament. It is known for being stubborn, yet loyal and brave. Its dark fur helps it to hide in the dimly lit terrain of Shadowsfall. It also likes to chase objects its master throws.

### IMPROVED FAMILIAR

The following creatures may be chosen as a caster's familiar with the Improved Familiar feat. Creatures listed below can be found in the **Book of Beasts: Monsters of the Shadow Plane** unless otherwise noted.

Familiar	Alignment	CL
Darkened Giant Centipede	NE	5th
Dull Mite	CE	3rd
Flumph <sup>B3</sup>	LG	5th
Halfling Shadow	CE	7th
Kyton, Noxil	LE	5th
Monkeybat	CN	3rd
Sasquatch <sup>B3</sup>	N	7th
Small Shadow Elemental	N	5th



# STRONGHOLDS

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## CITIES IN SHADOW

With so many different kinds of dangers on the Plane of Shadows to threaten the living, many find strength in numbers to be their best defense. Strongholds, expanses of land boasting a city and standing army, are the best defense against the undead forces that seek to end all life and powerful monsters looking for their next meal. These strongholds are protected with a varied array of mundane and magical defenses, lookout and signal towers, and fortresses. However, the walled city at the center of the stronghold possesses the best defense in that area. The quality of these defenses ranges from those of Gear's Gate and Vole's Deep, which are well protected and seldom suffer serious casualties, to Bastion, which is spread so thin that the city is frequently attacked, and Blackbat, where few defenses beyond the city itself are in place, leaving the city vulnerable to large scale sieges. Adventurers have also been known to bring word of an impending attack after a chance encounter with a horde of undead outside the strongholds proper.

Outside every city lies a series of farming villages, mining towns and lumber camps that gather resources to keep the city alive. Even when undead hordes fail to reach the city, they can still cause serious damage to the stronghold. The more farms a horde destroys, the less food the people have to eat. When something similar happens in a kingdom on the Material Plane, the ruler can negotiate a treaty with a neighboring country to import food. On Shadowsfall, however, the nearest stronghold typically sits across an immense, unprotected gulf. As such, trade is seldom a realistic option. Other solutions exist, such as making deals with the fey. However, these other avenues are typically dangerous and risky. But to prevent starvation of thousands of people, the boldest heroes will go to great length to help.

Beyond the edge of the strongholds are the Outlands. The Outlands is the name for the vast, largely undefended region between strongholds. Here, the undead and screamers alike roam free. Those that live here are accustomed to a random zombie or skeleton wandering into their town and having to kill it before it causes any serious damage. Many live in ruins not far away from where the undead wander. Those denizens fortify whatever ruin in which they live and leave only when they need to search for food. They end up being exceptionally good at stealth and striking from hidden locations.

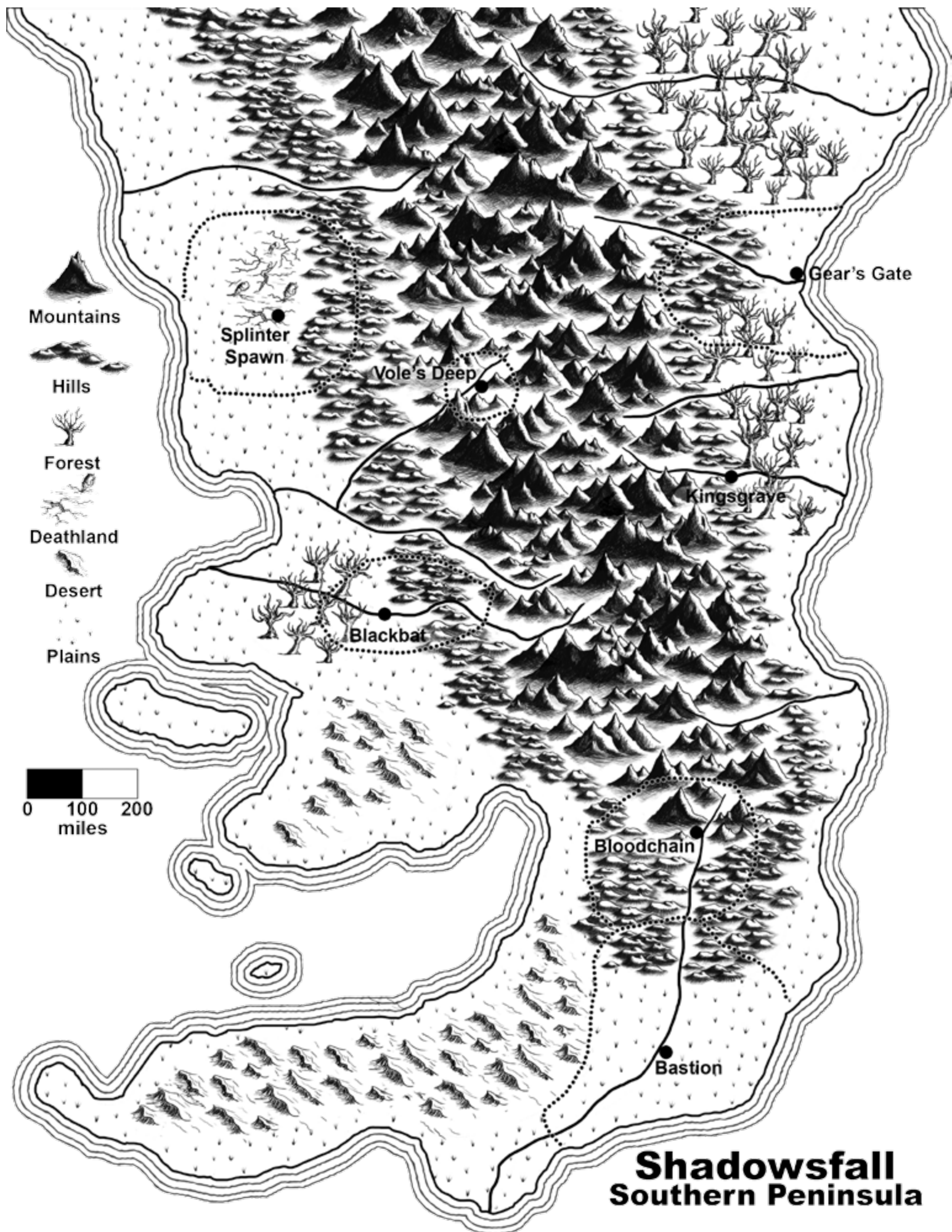
With so much less security and ready access to food, many that live in strongholds wonder why those that live in the Outlands choose to do so. There are many such reasons. Chief among these reasons is the lack of laws. Those that do not like having to obey law or would rather be the king of their domain can find such freedom in the

Outlands. Bastion, by contrast, requires veneration of certain deities. Those that fail to do so to an inquisitor's standards are punished via impressment and sent to staff the watch towers and fortifications throughout the stronghold, which is largely considered a death sentence. Gear's Gate requires its citizens to be a part of a guild or house in order to be afforded greater opportunities. Some Outlanders live away from a stronghold because they do not want to be pressed into military service to defend the city when they feel leaving is an equally viable option.

Yet the reason most often given by those living in the strongholds is that the Outlands offer more opportunities for adventure. When adventurers come into a stronghold to trade goods earned on their quests, they also tell stories of great heroism and triumph. This tend to skew the point of view of those living in the strongholds that it is easy to survive in the Outlands and every day there brings new excitement. More than a few wide-eyed city dwellers have left the security of the stronghold in search of action and adventure, finding instead only death.

A stronghold typically arises when settlers in the Outlands find an easily defensible group of ruins, fix them up, and hold them against raiders, monsters and undead hordes. Blackbat, the newest stronghold, was founded when a group of fetchlings and hobgoblins agreed not to fight each other over the land but instead ally in its defense. Gear's Gate, the oldest of the strongholds, claims its founding occurred when one of the ruin dwellers figured out how to operate the Eldritch Projector, enabling the use of the giant mechanized machines scattered throughout the ruins and empowering those hiding there to defend themselves against the formidable monsters who sought to invade the settlement. Adventurers tend to play a key role in the defense of young strongholds. While the people of the strongholds can hold off the average skeleton or zombie, adventurers and stronghold leaders concentrate on those who control and command the undead forces. There are numerous small towns that may one day become a stronghold in their own right, as long as some brave adventurers can ensure that its citizens do not perish under an overwhelming force.

The following pages contain more in-depth descriptions of each stronghold as well as the Outlands. The top part details the stronghold's name, population, races and languages commonly found there (listed in order of frequency). At the bottom is a listing of regional traits from which your character can choose at first level. Check with your Game Master to see if these are suitable for your campaign.



Mountains



Hills



Forest



Deathland



Desert

Plains



**Shadowsfall**  
**Southern Peninsula**

## BASTION

**Alignment:** NG

**Population:** 50,957

**Major Races:** fetchlings, wanderers, humans, dwarves, dhampirs

**Languages:** Shadowpeak, Common

Frequently called the City of Fire and Light, Bastion was established to be a bulwark against the forces of undeath and darkness. Founded by clerics of Bendes and Ular, Dulé, Faranel, Slatchak, and Zyree within the ruins of a sizable fort, the city of Bastion is a sprawling complex of half-finished tenements squeezed between the lavish homes of the priests and other influential members of each faith. While participation in one of the founding beliefs is not required of Bastion's citizens, it is essential if the individual wants to avoid trouble within the city. Beyond the city wall, life is much easier in the farming villages and outposts for those that are less religiously fervent - that is, until an inquisitor arrives.

The governing body of Bastion is called the Faithful Council, to which each of the five major religions in the city appoints a high-ranking cleric to represent their interests. Although they frequently work out their differences through compromise, each religious faction has used less honest means to accomplish their goals. While the other faiths rely on open methods, however, followers of Slatchak make it a routine habit to blackmail, bribe and threaten to accomplish their desires. When those methods fail, the Church of Daemonic Flame is willing to act on their own, even if it compromises the security of the stronghold.

No stronghold is as serious about expansion as Bastion. Their territory is larger than any within the region, to the point where the defenders are stretched thin. Ruins of buildings are turned into outposts only to be abandoned for another ruin to be fixed up some time later. This situation provides a comfortable and defensible environment for monsters to raid the countryside. While it is the responsibility of the Bastion Defenders to keep such threats at bay, it is public knowledge that the Defenders' leadership is less concerned about such matters than they are about holding the stronghold's territory.

Wanderers hold an unusual station in Bastion. Having formerly been celestials that walked away from their deity or were deemed unworthy by their god, wanderers experience more prejudice here than any place else (except for Bloodchain). Whenever trouble arises, however, few would not welcome a wanderer at their side. The Knights of the Kindred Remembrance are based out of Bastion and have been scouring both the stronghold and the surrounding lands for remnants of memories and other knowledge to preserve, defending villagers from danger along the way.

### Traits

The following are regional traits for Bastion.

**Bastion Defender:** You served in the Bastion Defenders and are accustomed to fighting when outnumbered. You gain a +2 trait bonus to all melee damage rolls when your allies are outnumbered by your enemies.

**Firecaster:** Your magic is anathema to many undead. You gain a +4 trait bonus on Concentration checks when casting spells with the fire or light descriptors.

## BLACKBAT

**Alignment:** CG

**Population:** 8,124 (plus about 3,000 zombies)

**Major Races:** fetchlings, zombies, humans, umbral kobolds, dhampirs, wanderers, orcs, half-orcs, hobgoblins, elves, gnomes, drow

**Languages:** Common, Draconic, Orc, Goblin, Elf, Gnome, Shadowpeak

The newest of the strongholds, Blackbat is less than 100 years old - and it shows its youth through its internal struggles. Even though they rely on each other for mutual defense, the humans, elves, fetchlings and gnomes still chafe at living next to the orcs, hobgoblins and drow. The shared need for self-preservation does not suppress the underlying resentment the races have for each other. The inhabitants of Blackbat spend as much time fighting each other as they do repelling undead hordes.

Blackbat has refined a unique survival technique on Shadowfall: the citizens catch wandering zombies and put them to work in the nearby mines. Hunters that live in the city's Darktown district scour the nearby Shivering Forest and seize free-roaming zombies, then sell them to the vampire lords in the Withering Rose district that keep them in the zombie pens until the miners need more zombie workers. The mined minerals return to Blackbat's Fireside district and are fashioned into tools, weapons and other needed gear. Not only does this help reduce the local zombie population, but it produces much-needed materials for the fledgling stronghold.

The defenders of Blackbat are constantly playing catch-up. Warning outposts and retreat fortifications are nearly non-existent. The defenders tend to learn that one of the stronghold's villages has been wiped out only when a zombie horde arrives at the city walls, containing zombified villagers within their numbers. Everyone from advisers to Baron Blackbat to the lowliest zombie catcher has a theory as to why these attacks seem to come straight for the city instead of passing harmlessly by. Many of those theories revolve around the Splinter Spawn stronghold's close proximity. Other citizens blame a small but highly active deathland nearby, a cult of Orcus bent on the city's destruction, or a curse placed upon the land by a long-forgotten lich witch.

### Traits

The following are regional traits for Blackbat.

**Horde Repeller:** You have done more than your fair share of repelling the hordes of undead from atop Blackbat's battlements. When you have cover, you gain a +5 bonus to your AC instead of the normal +4.

**Negotiator:** You lived much of your life dealing with other races, whether you like it or not. You are more adept at smoothing over differences and perceived slights. You gain a +1 trait bonus to Diplomacy, and Diplomacy is always considered a class skill for you.

**Zombie Hunter:** Growing up in Blackbat prepared you for a life of capturing zombies. You gain a +1 trait bonus to all CMB checks against undead.



## BLOODCHAIN

**Alignment:** LE

**Population:** 24,394

**Major Races:** kytons, humans, fetchlings, tieflings, drow

**Languages:** Shadowpeak, Common

The stronghold of Eskendra would have fallen before the endless waves of undead minions led by the nightshades had the city not been rescued by the kytons. The citizens soon discovered that their “rescuers” had plans to bring them endless pain and torment from which they can never escape. Today, the city of Bloodchain is all that remains - and its lost name of Eskendra is only uttered in screams by those few mortals who resist their sadistic masters.

About three hundred years ago, a group of kytons migrated to the southern peninsula looking for fresh lives to sate their desire for screams. After subjugating the populace of Eskendra, they began working outward, conquering more territory. Their stronghold, however, is the one place they control without fear of intervention by heroic saviors turning their slaves’ orgasmic shrieks into death wails.

Mortals that fail to see the pleasure in pain serve only to feed the insatiable kyton hunger. It is these cries that keep the resistance alive in the city, preventing many that have escaped their chains from fleeing the stronghold. Instead this loose alliance of freedom fighters, based in hidden regions of the mountains and sections of the city ruins not yet perverted by the kytons’ sadomasochistic designs, tirelessly works to bring an end to the slavery of their brethren. Many in this resistance effort abhor active cooperation with one another, feeling this will make them more like their former masters. Instead many prefer to work solo, yet will accept gifts and borrowed items, hoping to improve their own odds against the kytons. A handful of escapees have called for a unified effort, but few have yet to join together.

The Abbey of the Blessed Screams is the largest monastery on the southern peninsula and is located within the Bloodchain stronghold, about fifty miles west of the city. The Abbey’s mission is to achieve self-perfection through the power of agony. They believe that pain is the purest form of feeling alive. Monks that are trained here travel the Outlands looking for creatures that will find pleasure in torment and liberate the landscape of the undead menace.

### Traits

The following are regional traits for Bloodchain.

**Freedom Fighter:** You have learned how to hit your opponent where it counts. Whenever you score a critical hit, your opponent becomes staggered for 1 round. A successful Fortitude save negates this ability. The DC is equal to 10 + your Strength modifier. Additional hits do not stack.

**Punisher:** The dark power of the archkyton strengthens your ability to channel. You gain a +1 trait bonus to the DC of saving throws made to resist the effects of your channel negative energy ability.

**Scarred:** Your tormentors frequently punished you. Your body remains a visible reminder of the screams that still live in your head. You gain DR 2/lethal.

## GEAR’S GATE

**Alignment:** CN

**Population:** 35,132

**Major Races:** fetchlings, umbral kobolds, wanderers, dwarves, drow

**Languages:** Shadowpeak, Common, Draconic

The oldest of the remaining strongholds, Gear’s Gate is a magical wonder. Over a thousand years ago, Shadowfall absorbed this city and all the magic within. The relatively secure lifestyle of Gear’s Gate’s residents is due to their immense cache of artifacts and magic items.

More than a dozen houses are charged with controlling, maintaining and protecting these wonders. The most powerful of these is House Sarvenva. They maintain the Eldritch Projector which provides power to all the stronghold’s guardians for 100 miles. Daily life in this stronghold relies heavily on the Eldritch Projector. This dependence upon the projector and the exclusive expertise in maintaining it has allowed Sarvenva to maneuver their way into ruling the city. Other houses specialize in food production, water purification, mining, magical transit, and coordinating security. Fighting between the houses typically results in food production delays, monsters penetrating deep into the stronghold’s territory, and rampant disease. Rumors also persist of violent skirmishes between the houses well outside the city walls.

Significant resentment against the arcanocracy exists among those without connections. Grumbings about how the people would be better off without the ruling families continue to grow as the houses fail to live up to their charge of providing for the people. Talk of revolt continues in the taverns in the city and around the surrounding villages.

Aside from farming, more people work in or for the Gear’s Gate military than they do in any other occupation. While relatively few serve in the military itself, many others work in the houses’ businesses - maintaining the guardians, brewing alchemical reagents or healing potions, and crafting weapons and armor. Battles with undead hordes or other monsters are an almost daily occurrence along the edge of the stronghold’s territory. A few of the field captains suspect that something intelligent enough to stay out of the guardians’ reach is behind these attacks.

### Traits

The following are regional traits for Gear’s Gate.

**Alchemical Crafter:** You supported the military by crafting alchemical reagents that helped power and arm the guardians. You receive a +1 trait bonus on Craft (alchemy) and Knowledge (arcana) checks. Knowledge (arcana) is always considered a class skill for you.

**Hardened Mind:** You grew up witnessing various houses of the arcanocracy fighting each other and using their magic on each other to get what they want. You receive a +2 trait bonus on saving throws against compulsion effects.

**Versatile Driver:** You grew up around many different kinds of vehicles. You gain a +1 trait bonus to all related skill checks when attempting to drive a vehicle.

## KINGSRAVE

**Alignment:** N

**Population:** 3,286 (plus an unknown number of golems)

**Major Races:** golems, fetchlings, drow, humans, elves

**Languages:** Shadowpeak, Common, Elven, Aklo

The stronghold of Aldmech was once the most protected region on the southern peninsula. They relied on their expertise in golem creation to keep the region secure. That changed almost two hundred years ago when the golems rose up and slew every living creature within the city's borders. None that live today know why this happened, but tales of the massacre in the old stronghold continue to this day. The region is as free from undead today as it has been for the past several hundred years. Yet the lifeless city still stands as a memorial to that once great stronghold.

Today the stronghold of Kingsgrave, as it is now known, is as dangerous for the living as any wild region of Shadowfall. The golems that patrol the city's surrounding area will destroy any living or undead creature on sight. The danger to living creatures is no less ever-present than in the Outlands; however, the potential to find food and treasure in Kingsgrave is great. All that is required is for someone to sneak into the golem-protected city, grab some food from the magical trees in the King's orchard, and escape without being spotted. Stealing food in this manner is considered a rite of passage among the people that live around the city; the populace here believes that anyone that cannot acquire their own food is a hindrance to their society.

The greatest magical treasure in the city is an enormous artifact known as the Spire of Aldmech. It produces constructs of varying designs and levels of complexity, from simple wood and metal golems to complex alchemical, clockwork or cannon golems. Many scholars wonder if the artifact is intelligent. There is ample evidence to indicate this is the case, considering the golems' ever-increasing complexity, but none are willing to test the artifact's intelligence by attempting to take control of it, risking their own life or sanity in the process.

With few undead around to interrupt their tutelage, the Greys use Kingsgrave as a training ground for initiates. Here they hone their ability to move silently, strike from hidden locations, and offer fighting retreats. The few undead that make it past the golems are typically severely weakened and easy for a Grey initiate to defeat in single combat.

### Traits

The following are regional traits for Kingsgrave.

**Golemslayer:** You have encountered many golems and know their vulnerabilities. You gain a +1 trait bonus on attack rolls made against creatures of the construct type.

**Practiced Climber:** More than once, you made your escape by way of climbing higher than any golem can reach. You can attempt a Climb check without provoking an attack of opportunity.

**Wood Crafter:** You receive a +1 trait bonus to all Craft (carpentry) checks. When making a magic item out of wood, you receive a +1 trait bonus to your caster level.

## OUTLANDS

**Alignment:** N

**Population:** 22,776

**Major Races:** undead, fetchlings, umbral kobolds, wayang, fey, dhampirs, wanderers

**Languages:** Shadowpeak, Common, Aklo, Draconic, Sylvan

The Outlands consist of all the spaces in between the strongholds. Even though it is not a stronghold and the regions differ wildly in geography, demographics and styles of protecting one's self, many across the Outlands share many similarities. Refugees and villagers are accustomed to moving swiftly on short notice. Few villages stay in one place for long. Most people that live in the Outlands are tribal and stay within a certain territory. Those that seldom move around make deals with more powerful groups such as vampires, orc tribes, and duplicitous fey. Many live to regret these bargains. Sometimes even the great-grandchildren of Outlanders who have made such agreements continue to suffer under their cruel terms.

Life in the Outlands is incredibly harsh. Those with more weapons and resources routinely steal from and otherwise take advantage of those without similar material protections. The life of an adventurer in the Outlands is typically very eventful and painfully short. The rare few that survive become great heroes, and their stories are told far and wide. These heroes are as varied in their races and abilities as they are in their styles. Some prefer stealth, choosing to fight only when absolutely necessary; others prefer a more direct and brutal approach.

Besides the many dangers of this untamed region, the Outlands are home to uncounted treasure troves of gold, gems, and adjusted magic items. Many an adventurer has set out from a stronghold seeking ruins that are rumored to lie abandoned in the shifting darkness. Few are ever seen or heard from again. Those that do return come back with wild tales to tell, or with pockets lined with riches and magic items marred with unpredictable quirks. Stories of those that returned continue to fuel the romantic vision that many a stronghold-dweller finds so alluring about the Outlands.

### Traits

The following are regional traits for the Outlands.

**Practiced Illusionist:** You have considerable practice hiding from the many monsters of the Outlands by using illusions. You gain a +1 trait bonus to your caster level when casting spells from the figment subschool.

**Survivalist:** You are used to living off whatever food you can find. You gain a +1 trait bonus on all Survival checks, and Survival becomes a class skill for you.

**Seen It All:** After traveling throughout Shadowfall, you have seen many different monsters. You gain a +1 trait bonus to Knowledge checks when attempting to identify a creature. Additionally, you gain a +1 trait bonus to Stealth checks when attempting to hide from monsters you have identified.

## SPLINTER SPAWN

**Alignment:** NE

**Population:** 1,856,739

**Major Races:** zombies, skeletons, wights, ghouls, ghosts, vampires, dhampir, wayang

**Languages:** ShadowSpeak, Aklo, Draconic, Common, Wayang

Spanning the largest deathland on the southern peninsula, Splinter Spawn is home to countless undead. The natural portal to the Plane of Negative Energy at the center of the deathland spawns these undead abominations from the countless forgotten creatures absorbed by Shadowfall over the centuries. Intelligent undead, evil clerics and necromancers find whole armies ready for them to command. The very ground is cursed such that any plant that does not subsist on negative energy cannot survive here. Having absorbed so much negative energy over the centuries, the region permeates death and decay.

The necropolis of Splinter Spawn is home to every kind of undead creature imaginable. This city of graves is mostly composed of rubble and is infested with mindless zombies and skeletons. They wander these ruins looking for living creatures to feast upon, their hunger never sated. Many are controlled by vampires, liches, and clerics of unholy deities looking to turn the living into such unthinking creations. The living clerics that lead these creatures typically possess the death domain and seek to become undead themselves.

Since many unholy armies are raised and battle plans are formed in this inhospitable land, any intelligence coming out of this stronghold is incredibly valuable. Dhampirs and wayang live throughout Splinter Spawn, serving as spies for the living strongholds. Others with powerful spells, magic items or artifacts that can resist the burst of negative energy characteristic of any deathland come to seek out a force's weakness and disrupt their plans. Those who charge forward foolishly and unprepared into this land of death will leave a walking corpse. Those with a carefully laid plan tend to leave alive, if nearly dead. To date, no invasion by the living has stopped the growth of this expansive deathland, much less reversed it. A few attempts have slowed its expansion, but those expeditions have always come at an extraordinarily high cost.

### Traits

The following are regional traits for Splinter Spawn.

**Negative Energy Exposure:** You have been heavily exposed to negative energy throughout your life. If you take damage from negative energy, you gain a +1 trait bonus to saving throws made to resist negative energy damage. If you are healed by negative energy, you regain 1 additional hp every time you regain hit points from negative energy healing.

**Spawn Scout:** You are adept at remaining hidden from the denizens of Splinter Spawn. You gain a +1 trait bonus to Disguise checks when attempting to appear like an undead creature. You also gain a +1 trait bonus to Stealth checks when attempting to hide from an undead creature. Disguise is always considered a class skill for you.

## VOLE'S DEEP

**Alignment:** CE

**Population:** 12,738

**Major Races:** duergar, fetchlings, dwarves, humans, drow, umbral kobolds, ratfolk, orcs

**Languages:** Dwarven, ShadowSpeak, Undercommon, Common, Draconic, Elven, Orc

Built in the ruins of a once-great dwarven city, Vole's Deep was once considered the most protected stronghold in the entire Southern Peninsula. That was before the farmland around the city shifted away from the stronghold, leaving the city inhabitants desperate for food. Ten years later, the land around the city has changed from blooming mushroom fields to pillaged landscape. The few remaining fields that are lush with food are well-guarded by powerful fey or are surrounded by shadows. This does little to deter hungry citizens from attempting to steal or bargain for food. Few that steal do so successfully, and those who attempt to bargain with fey usually procure an exceedingly steep price that seldom involves gold.

Deep within the city itself, anarchy and self-preservation now rule. Nine out of ten that once lived in this once-bristling city have either died from starvation, succumbed to disease, been stabbed for a meager morsel of food or simply fled the city, seeking out friendlier territory elsewhere. Those that remain are some of the most cutthroat, diehard individuals in Shadowfall. The governing council, long since dissolved, has been replaced with a number of warlords. These warlords pay anyone daring enough to brave the local Outlands to bring food back to the city - and they will pay even more handsomely for stealing food from another warlord. Adventurers that get caught are quickly disavowed by the warlord that sent them, fearful of the potential backlash.

More and more undead have been coming up from the abandoned caves beneath the city. Rumors persist explaining these occurrences. Some believe this is the work of an evil cleric setting himself up as a warlord, raising the bodies of fallen citizens to secure his power base. Others fear that all the death the city has endured over the past decade has caused a deathland to form underneath their feet. Some even say that these are just mad followers of Andraste, disguising themselves as undead to cover their cannibalism. Few know for sure, but many hope the source is stopped before whatever is causing these attacks gains any more power.

### Traits

The following are regional traits for Vole's Deep.

**Endured the Plagues:** You endured the plagues that left so many dead in the city, and you are stronger as a result. You gain a +2 trait bonus to saving throws against disease.

**Food Runner:** More than once you have made a trip outside the city's protected area in search of food. You gain a +2 trait bonus to Constitution checks to avoid nonlethal damage from starvation, thirst or a forced march.

**Street Thief:** You regularly steal to survive. You gain a +1 trait bonus to all Disguise and Sleight of Hand checks, and Sleight of Hand is always considered a class skill for you.



# FEATS

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## CHARACTER OPTIONS

### NEW FEATS

The Plane of Shadows is home to some of the dirtiest combatants and bravest saviors. These talented adventurers have learned to win by any means necessary. The following are a number of options you can choose to customize your character.

#### Augment Undead

Your created or animated undead are more powerful than normal.

**Prerequisite:** Spell Focus (necromancy).

**Benefit:** Each undead creature you create using *lesser animate dead*, *animate dead*, *create undead*, *create greater undead* or similar spells gains a +2 enhancement bonus to Strength and +2 hit points per Hit Die.

#### Blind Targeted Spell (Metamagic)

Your spells can affect a target even if you no longer have line of effect to it.

**Benefit:** You can affect a target to which you no longer have a direct line of effect, as long as the target is within the spell's maximum range and it was within your line of effect within a number of rounds equal to your Intelligence modifier. The target gains a bonus to any saving throws against the modified spell equal to the number of rounds since you had line of effect. Spells modified with this feat provide no knowledge as to the target's current location. This feat cannot be applied to spells that require a melee or ranged touch attack or are area effect spells. A blind targeted spell uses up a spell slot one level higher than the spell's actual level.

#### Cooperative Channeling (Teamwork)

The power of your faiths combine to harm undead more severely.

**Prerequisites:** Ability to channel positive energy

**Benefit:** Whenever you are adjacent to an ally who also has this feat, you add a +2 bonus to the DC of saving throws to resist the effects of your channel positive energy ability. This bonus increases to +4 if the adjacent channeler worships the same deity as you. This bonus stacks with Improved Channel and similar feats.

#### Dimcaster

Your practiced hand at shadow and darkness spells has made you powerful.

**Prerequisites:** Spell Focus (Illusion)

**Benefit:** You gain a +2 bonus on caster level checks when

casting spells with either the shadow or darkness descriptor.

#### Fighting Retreat (Combat)

You can still keep up the fight, even as you withdraw from battle.

**Prerequisites:** Int 13, Combat Expertise, base attack bonus 6+

**Benefit:** If you are taking a withdraw action, you may first make a single attack action at a -4 penalty. You may only move up to your normal speed this round. The attack must come before the movement.

**Normal:** When taking a withdraw action, you may move up to double your speed and may not take an attack action.

#### Hidden Sniper (Combat)

You are well practiced at striking from a hidden location and concealing yourself again.

**Prerequisites:** Dex 13, Point Blank Shot, Rapid Shot, Skill Focus (Stealth), base attack bonus +6

**Benefit:** When sniping, you can choose one of the benefits. You may make a second attack before using Stealth again. This second attack uses your highest BAB, but both attacks suffer a -2 penalty. Alternatively, you can choose to take a -10 penalty to your Stealth after making a single attack.

**Normal:** You can make a single attack and then use Stealth again, suffering a -20 to the skill check.

#### Improved Outflank (Combat, Teamwork)

You excel at defeating an opponent when flanking an enemy.

**Prerequisites:** Outflank<sup>APG</sup>, base attack bonus +8

**Benefit:** Whenever you and an ally who also has this feat are flanking the same creature, your flanking bonus on attack rolls increases to +6. In addition, whenever you score a critical hit against the flanked creature, the flanked creature loses its Dex bonus to its armor class until the start of the flanked creature's turn.

#### Multigenerational Shadow Plane Dweller

Your family has lived on Shadowfell for several generations. You are the first to show signs of being altered by the plane.

**Prerequisite:** You cannot possess darkvision as a racial trait.

**Benefit:** You gain darkvision 30 ft.

**Special:** You can only take this feat at 1st level.

## Shadow Attack (Combat)

The power of a shadow continues to infuse your body, allowing you to rob your target of its Strength.

**Prerequisites:** Wis 19, Improved Unarmed Strike, Shadow Strike, Shadow Style, base attack bonus +15 or monk level 15th, Knowledge (planes) 15 ranks.

**Benefit:** While using Shadow Style, you can choose to make a touch attack that steals a living creature's Strength. As a standard action you can make a touch attack that deals 1d4 points of Strength damage. This damage is halved (to a minimum of 1) if the living creature succeeds on a Fortitude save. The DC for this ability is equal to (10 + 1/2 your hit dice + your Wisdom modifier). You do not add your Strength modifier or precision damage to the Strength damage, although a critical hit deals double Strength damage.

## Shadow Strike (Combat)

As a shadow's energy infuses with your body, your strikes become harder to avoid.

**Prerequisites:** Wis 15, Improved Unarmed Strike, Shadow Style, base attack bonus +9 or monk level 9th, Knowledge (planes) 9 ranks.

**Benefit:** While using Shadow Style, your attacks move past your target's armor. You may ignore up to your Wisdom modifier of either armor or shield bonus to your target's armor class.

## Shadow Style (Combat, Style)

Your movements become as graceful as a shadow moving through the darkness.

**Prerequisites:** Wis 13, Improved Unarmed Strike, base attack bonus +5 or monk level 5th, Knowledge (planes) 5 ranks.

**Benefit:** When using this style, your base land speed increases by 10 feet, and you add your Wisdom bonus to your Fly and Stealth checks.

## Shadow Walk Accuracy

You can end your *shadow walk* with incredible accuracy.

**Prerequisites:** Knowledge (planes) 11 ranks, ability to cast *shadow walk*.

**Benefit:** When your *shadow walk* spell ends, you are shunted 1d10 feet in a random direction. Also, you increase your *shadow walk* speed by 10 miles per hour. This increase stacks with any other increases to your *shadow walk* speed.

**Normal:** When your *shadow walk* spell ends, you are shunted 1d10 x 100 feet in a random direction.

## Sustained Trick (Combat)

You can make a dirty trick last longer.

**Prerequisites:** Int 15, Combat Expertise, Improved Dirty Trick, base attack bonus +6.

**Benefit:** In place of an attack action, you can attempt to increase the duration of a dirty trick a creature has sustained. A successful CMB check (using the same base attack bonus as the attack action given up) means the duration of an existing dirty trick is increased by 1 round.



# EQUIPMENT

## WEAPONS AND ARMS OF SHADOW

Shadowfall possesses a number of unique weapons and equipment. Below are a few examples of these items.

### New Exotic Weapon

**Wartrident:** A wartrident has three metal prongs at the end of a 6-foot shaft. One of the outer prongs has a number of razor-sharp spikes for slicing opponents. This weapon is treated as a martial weapon when wielded with two hands. **Cost** 25 gp **Damage (Small)** 1d8 **Damage (Medium)** 1d10 **Critical** ×2 **Weight** 8 lbs. **Type** P or S **Special** brace, reach

### New Alchemical Items

**Deathburn:** This vial of yellow liquid smells strongly acidic. When deathburn is poured on a non-living creature, its natural attacks deal acid damage instead of physical damage. This effect lasts for 3 minutes. When poured on a living creature, the creature sustains 1d6 points of acid damage. **Cost** 30 gp **Weight** -.

**Holy Orb:** This glass orb contains holy water. It can be hurled from a sling as a bullet. It hurts undead and other creatures susceptible to damage from holy water. This does not deal any splash damage. **Cost** 25 gp **Damage (Small)** 1d3 **Damage (Medium)** 1d4 **Critical** ×2 **Weight** 1/2 lb.

**Kyton Painmush:** This foul smelling paste contains a few drops of kyton blood. When a creature spends 5 minutes rubbing it all over his body, 1 point of lethal damage is converted to non-lethal from each individual attack that hits the creature. This effect lasts for 1 hour. One package of kyton painmush contains enough paste for 10 uses. **Cost** 40 gp **Weight** 2 lbs.

**Warming Salve:** Rubbing this salve on a creature's cheeks provides a +1 alchemical bonus to Fortitude saves against cold and exposure. Each use of this salve lasts 1 hour. One canister contains enough salve for 5 uses. **Cost** 20 gp **Weight** -.

### New Drug

**Feyschrooms:** These grey mushrooms are cultivated by many types of fey and frequently a source of food among the people of Shadowfall. Eating them makes a creature feel warm inside and able to withstand the biting cold of the Plane better. **Type** ingested; **Addiction** minor, Fortitude DC 14, **Price** 3 gp, **Effect** 1 hour; cold resistance 1, **Damage** 1d2 Wis damage.

### New Vehicles

Information on vehicles can be found in Section 4 of the **Pathfinder Roleplaying Game: Ultimate Combat**.

#### REAPER

Huge land vehicle

**Squares** 12 (30 ft. by 10 ft.; 10 feet high); **Cost** 500 gp

#### DEFENSE

**AC** 9; **Hardness** 10

**hp** 180 (89)

**Base Save** +3

#### OFFENSE

**Maximum Speed** twice the speed of the pushing creatures; **Acceleration** half the speed of the pushing creatures.

**CMB** +2 (+4 overrun); **CMD** 12

**Ramming Damage** 2d8

#### DESCRIPTION

Used to overrun zombie squadrons, reapers are built of wood and armored with metal. The front has a metal deflector to shield the crew, granting total cover from ranged attacks in front of the vehicle. The driver, however, has only cover since the driver needs to see where to maneuver the reaper. It is not uncommon for creatures who are not a part of the crew to move behind the reaper. The six creatures immediately behind the crew are granted cover. A reaper possesses a +2 circumstance bonus to overrun attempts, and creatures that are Large-sized or smaller cannot choose to avoid this overrun.

**Propulsion** muscle (pushed; 6 Medium creatures or 3 Large creatures pushing on a single bar behind the reaper)

**Driving Check** Diplomacy or Intimidate

**Forward Facing** opposite the creatures pushing the vehicle.

**Driving Device** an extension of the pushing bar (AC 10, hp 25, Hardness 5)

**Driving Space** a single 5-ft.-by-5-ft. square on either the left or right side of the reaper.

**Crew** 7; 6 pushers, 1 steering from the side

**Decks** 1

**Weapons** Multiple blades on the forward side, able to damage up to 6 Medium creatures

Developed by duergar warleaders of the Razor Mountains, reapers became Vole's Deep's front line weapon against the roaming zombie hordes. They proved most effective against mindless undead that are not actively directed by a greater intelligence. When guided down a mountain, a reaper can cut down such hordes and knock them to the ground with little effort.

At one point, every outpost in Vole's Deep possessed at least one reaper. Now the majority of those outposts and reapers right along with them are scattered throughout the



Razor Mountains and beyond. Bastion and Bloodchain possess reapers as well, each decorated differently in their respective styles.

SCOUT GUARDIAN
Large land vehicle <b>Squares</b> 4 (10 ft. by 10 ft.; 10 feet high); <b>Cost</b> 100,000 gp
DEFENSE
<b>AC</b> 9; <b>Hardness</b> 10 <b>hp</b> 80 (39) <b>Base Save</b> +3
OFFENSE
<b>Maximum Speed</b> 60 ft. (eldritch receiver) or 40 ft. (alchemical); <b>Acceleration</b> 40 ft. (eldritch receiver) or 30 ft. (alchemical) <b>CMB</b> +1; <b>CMD</b> 11 <b>Ramming Damage</b> 1d8
DESCRIPTION

This model of guardian appears as little more than a bowl with a pilot's chair in the middle, supported by two legs and possessing two ballistae strapped to its sides. Built for function over form, it is described as a gangly mechanized monstrosity. However, this machine serves as the main line of defense against the undead hordes and monsters that attack Gear's Gate. The scout guardian can operate entirely on its eldritch receiver as long as it is within 100 miles of the Eldritch Projector in Gear's Gate, or the alchemical drive can be activated for a speed boost when it needs to make a quick getaway. It costs 100 gp in alchemical reagents to fuel 1 hour of activity and can hold enough reagents to operate for 8 hours. The driver gains cover. The control deck is open from the top, allowing the driver to see with his normal vision.

**Propulsion** eldritch receiver (1 square of magical

engines; hardness 10, hp 30), alchemical (1 square of alchemical engines; hardness 8, hp 20)

**Driving Check** eldritch receiver (Profession [guardian driver], Spellcraft or Use Magic Device, +5 to the DC); alchemical (Profession [guardian driver], Knowledge [arcana] or Craft [alchemy], +5 to the DC)

**Forward Facing** one side of the square vehicle space

**Driving Device** control console which includes a throttle and two levels to move the legs.

**Driving Space** a single 5-ft.-by-5-ft. square that contains the control console, located on the upper deck.

**Crew** 1

**Decks** 2; The lower deck gives access to the eldritch receiver and alchemical engine that powers the scout guardian. This deck has neither windows nor any space to store cargo, except for the alchemical fuel. The upper deck is an observation deck that contains the control console and driving square.

**Weapons** 2 light ballistae: each is normally equipped with a single ballista bolt. A scout guardian does not carry additional ammunition nor can it reload by itself.

Unlike other guardians, the crafters of Gear's Gate are able to produce new scout guardians. The eldritch receiver, a device that powers the scout guardian, is a poor copy of the receivers powering the more-powerful, artifact guardians. Even this is the upper limit of the crafter's abilities. It also carries an alchemical drive, allowing it to operate outside of the Gear's Gate protected zone for a short time.

The standard orders of a scout guardian driver in the Gear's Gate military involve observing the situation, determining if the scout can solve the situation alone or if backup is required and then act accordingly. With only two shots available from its side-mounted ballistae, it cannot stop something as deadly as a starak by itself. A driver is trained to retreat from such threats or to wait for backup.





# RELIGION

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## SHADOWS OF FAITH

Faith in Shadowsfall is all about survival. A person's chosen beliefs tells much about that individual's view of how best to survive against the threats of the Shadow Plane. While many citizens of Shadowsfall venerate all deities to some degree, most will still consider themselves a worshipper of a single deity above all others.

### DEITIES

**Agraddar (NG)** charges his followers with the protection of those too weak to defend themselves. Some of his followers rely on strength of arms or magical ingenuity, while others depend on stealth and subterfuge. He urges all his followers to be vigilant in their duties and to practice their craft for the betterment of the community. Agraddar's more lawful followers tend to defend the cities while his chaotically-inclined worshipers protect the areas of a stronghold around the city or in the Outlands. His worship is most prevalent in Blackbat, Bastion and throughout the Razor Mountains in the Outlands. Agraddar's symbol is a black shield with three stars.

**Akaron (LE)** commands all followers to brave the night of Shadowsfall to protect order by enslaving every living creature that does not willingly submit to his might and authority. Those of his followers who are more neutral than evil emphasize the virtues of willful submission over that of forced servitude. The Order of the Archkyton teaches that screams of pain and suffering are the gifts of their dark master, and those tormented by the kytons should take orgasmic pleasure in such gifts. Followers of the Paingiver are charged with the destruction of all undead since these unliving creatures cannot feel pain and give Akaron no glory through prolonged suffering. His worship is strongest in Bloodchain, but Blackbat and Vole's Deep also see some sizable enclaves of followers. Akaron's symbol is a spiked slave's collar.

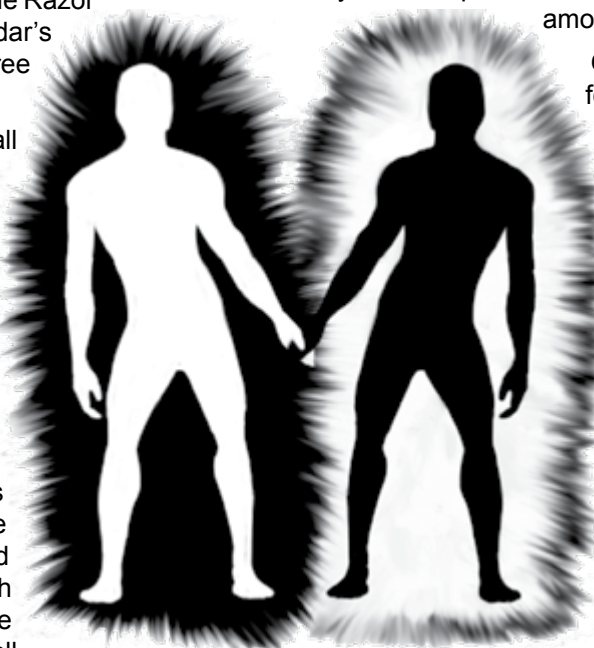
**Andraste (NE)** is worshipped by barbarian tribes, the mad screamers that wander the Outlands and non-magic wielding undead alike. Many orc and barbarian tribes that wander the Outlands venerate the Vorpal Hare, reveling in her unsullied savagery. While some screamers may not directly worship her, many believe that Andraste works miraculous deeds by transforming rational creatures into brutal killers. Vampires,

graveknights and other undead without much divine or arcane power are numbered among Andraste's followers. Her holy symbol is a fanged rabbit's head.

**Bendes and Ular (LG)**, the Twin Gods, are not so much worshipped as they are begged to deliver a good crop and hunt. They demand unwavering cooperation of their followers, be they hunter or gatherer, human or orc, sword wielder or spellcaster. It is said they withhold prosperity from those that cause strife within communities. The Peacemakers, followers of the Twin Gods, work to find amicable solutions to any difficulties that emerge in the strongholds. Whether great or small, a worship center to Bendes and Ular can be found anywhere living creatures reside on Shadowsfall, except at Vole's Deep. Since the lands changed, taking farms and animals far away, the names of the Twin Gods are considered a curse in this stronghold. Bendes and Ular's symbol is a pair of black and white humanoids holding hands among bursts of light and darkness.

**Calista (CN)** urges her free spirited followers to discover and enjoy all the new places absorbed by Shadowsfall. They enjoy the exhilarating rush of fighting an unexpected battle or uncovering an undiscovered dungeon. Followers of the Journeywoman are seldom found in cities, instead favoring the Outlands - specifically within the communities of the Razor Mountains, small hamlets and tribes that move around quickly. Many of them earn their living as guides through the shifting landscape of the plane. Her followers typically include drow, elves, gnomes, ratfolk, bards, rangers and sorcerers. Calista's symbol is a whirlwind.

**Dulé (NG)** and the Performer's Guild are said to give many a reason to continue living in the face of the undead surge when many of the other religions of Shadowsfall are focused on mere survival. The Two-Faced God charges his worshippers with spreading joy, laughter, and song throughout the bleak barren landscape of Shadowsfall. Priests and high ranking Guild members are easy to identify since they frequently wear white face paint or an expressive costume. This is especially true when going into battle, where presentation is just as important as winning. Centers of Dulé's worship include Blackbat, Gear's Gate and Kingsgrave. His holy symbol is a smiling mask next to a frowning mask.



**Faranel (CG)**, the Deft Azata, rewards guile and misdirection over brute force. The Hidden Fellowship suggests to its followers that they should act in a good and moral way and use any ill-gotten gains for the betterment of others. They are also well-known for playing practical jokes and finding comical ways to humiliate a rival instead of open bloodshed. When fighting is unavoidable, the Fellowship encourages surprise attacks and ambushes. The Fellowship's elders encourage the study of illusion magic as well as mundane ways of deceiving one's foe, reminding members to always look for an opportunity to confound a target. Her worshippers are frequently found in Vole's Deep, Bastion, and King's Grave. Faranel's symbol is an open door.

**Hakamitin (LN)** stands ready against the darkness of the Shadowsfall night. Revered by military commanders throughout the Southern Peninsula, the clergy, known as the Eternal Regiment, admonish all followers of the Steadfast Deity to practice their trade or skills to perfection. Her faithful view battlefield prowess as a blessing from the deity herself and regard victories against their enemies as a sign of being one of the goddess's chosen. Worship is concentrated around Bloodchain and Gear's Gate. Bastion also has a small but vocal group of followers. Hakamitin's symbol is a fist grasping a sword.

**Hekara (CN)** is largely considered insane by all except her followers. Even though the Goddess of Mystery does not have a formal church, the Seekers of Truth that stop at her scattered shrines tend to believe that questioning the dark mysteries of Shadowsfall grants forbidden wisdom and forgotten truths. Hekara's followers include both living and undead and are frequently seen as intermediaries between the two sides. Hekara's followers are most frequently found in the Outlands; however, the tunnels beneath Vole's Deep also are home to small enclaves of worshippers. Hekara's symbol is a brazier holding a black flame.

**Orcus (CE)**, also known as the Demon Prince of Undeath, is heavily worshipped in Splinter Spawn and among the undead throughout Shadowsfall. The highest calling of his followers is to kill the living and reanimate the dead to bring an end to the suffering of the living. Orcus' few living spellcaster worshippers study both arcane and divine magic, seeking to become intelligent undead such as vampires and liches. Many of the attacks against the living strongholds on Shadowsfall are led by or in some way aided by the Cult of Orcus. Orcus' symbol is that of a four-horned ram's head.

**Rhodia (N)** charges her followers with finding creative ways to survive in such a harsh environment. Her followers are credited with such innovative ideas as squeezing moss for clean water. It is said that the Mistress of the Moss helps her followers by changing diseased or decayed food into something safe to eat. In small communities, the Fellowship of the Moss typically helps manage a community's resources.

When living in a stronghold, her followers are known for their mushroom farms. Blackbat and the area around Kingsgrave are the two strongest centers of worship. Rhodia's symbol is a purple mushroom.

**Sardalia (LN)**, known to many as the Enlightened One, orders her followers to seek perfection in all they attempt. Many of her followers practice martial arts both in isolated monasteries in the Outlands as well as in the Strongholds. The core belief among the Sardalic Order is that strength comes from cooperation of the community, while a community's strength comes from the training and dedication of individuals in that community and is tempered by the community's leaders. Bastion, Blackbat and Gear's Gate are the largest centers of her worship. Sardalia's holy symbol is two hands holding a open book.

**Slatchak (NE)** believes in attacking any threats first before that threat has a chance to strike. To convince others to join their cause, the Assembly of Decisive Action uses fear, coercion, and outright lies.

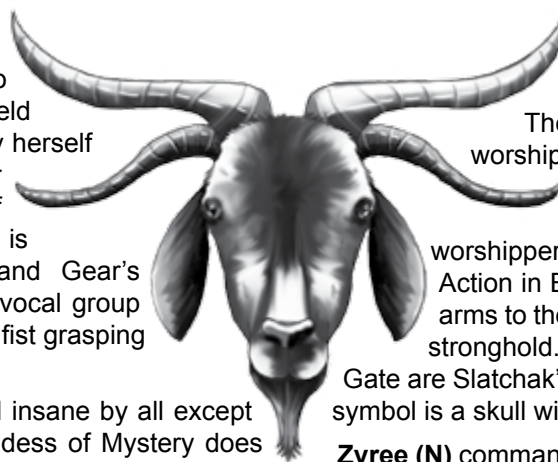
The Resolute One demands that his worshippers take any and all action to prevent danger from befalling the Assembly and the stronghold in which the worshipper is located. The Assembly of Decisive Action in Bastion is one of the chief suppliers of arms to the rebels working within the Bloodchain stronghold. Bastion, Splinter Spawn and Gear's

Gate are Slatchak's major centers of worship. Slatchak's symbol is a skull with an arrow through the eyes.

**Zyree (N)** commands its followers to be fruitful and breed life into Shadowsfall. The Caregiver, being both male and female, teaches that the single best way to put an end to the undead's domination of the Shadow Plane is to outnumber them. The Halls of Life also places children orphaned by undead attacks with couples that do not or cannot have children - some of which have been rendered mysteriously infertile by overexposure to negative energy, and others who are same-sex partners, yet identify with Zyree's inherently genderless nature and uphold its doctrine of strength in numbers. Bastion and Gear's Gate are the two largest centers of Zyree's worship; however, worshippers can be found in every stronghold and isolated village in Shadowsfall. Zyree's symbol is a face mask with red lips and a furrowed brow.

## PHILOSOPHY

**Grey** Those that call themselves "Grey" see themselves as the defenders of life. Their core belief is simple: "We stand between the darkness and the light. We walk in the dark places no others will enter. We defend the bridge so that death may not pass. We live as one. We die as one." These warrior-poets cherish life and honor while answering to neither government nor deity. They are trained to protect the living, no matter the cost. They often defend provinces in the Outlands as well as the less-fortified villages near the strongholds.



**TABLE 1: THE SHADOWSFALL PANTHEON**

Name	AL	Domains	Subdomains <sup>APG</sup>
Agraddar	NG	Darkness, Good, Healing, Protection, Travel	Agathion, Defense, Resurrection, Shadow, Trade
Akaron	LE	Evil, Knowledge, Law, Nobility, Rune	Kyton, Language, Martyr, Memory, Thought
Andraste	NE	Animal, Darkness, Death, Evil, Strength	Daemon, Ferocity, Fur, Murder, Shadow
Bendes and Ular	LG	Animal, Good, Law, Plant, Sun	Archon, Feather, Fur, Growth, Light
Calista	CN	Chaos, Healing, Liberation, Travel, Weather	Exploration, Protean, Restoration, Seasons, Storms
Dulé	NG	Charm, Glory, Good, Liberation, Luck	Agathion, Freedom, Honor, Lust, Revolution
Faranel	CG	Air, Chaos, Good, Luck, Trickery	Azata, Cloud, Deception, Thievery, Wind
Hakamitin	LN	Artiface, Glory, Law, Nobility, War	Construct, Heroism, Inevitable, Leadership, Tactics
Hekara	CN	Chaos, Knowledge, Madness, Magic, Trickery	Divine, Insanity, Memory, Protean, Thievery
Orcus	CE	Chaos, Death, Evil, Magic, War	Blood, Demon, Divine, Murder, Undead
Rhodia	N	Community, Darkness, Plant, Repose, Water	Decay, Family, Ice, Loss, Night
Sardalia	LN	Community, Earth, Law, Rune, Strength	Home, Inevitable, Metal, Resolve, Wards
Slatchak	NE	Destruction, Evil, Fire, Madness, War	Ash, Catastrophe, Daemon, Nightmare, Rage
Zyree	N	Charm, Community, Luck, Protection, Repose	Ancestors, Curse, Fate, Love, Souls

## SUBDOMAINS

Full details for subdomains can be found in the Cleric section in Chapter 2 of the **Pathfinder Roleplaying game: Advanced Player's Guide**<sup>TM</sup>.

### Kyton Subdomain

**Associated Domains:** Evil, Law.

**Replacement Power:** The following granted power replaces the scythe of evil power of the Evil domain or the staff of order power of the Law domain. Kytons are a race of lawful evil outsiders (see **Pathfinder Roleplaying Game: Bestiary**, **Bestiary 3** and **Book of Beasts: Monsters of the Shadow Plane**).

**Unnerving Gaze (Su):** At 8th level, you can cause creatures who look upon you unable to act as normal. Creatures in a 30-foot cone that fail a Will save gain the staggered condition for 1 round. You can use this ability for a number of times per day equal to 3 + your Wisdom modifier.

**Replacement Domain Spells:** 1st—*murderous command*<sup>UM</sup>, 4th—*pain strike*<sup>APG</sup>, 7th—*pain strike*, *mass*<sup>APG</sup>.

### Shadow Subdomain

**Associated Domains:** Darkness.

**Replacement Power:** The following granted power replaces the eyes of darkness power of the Darkness domain.

**Overwhelmed by Shadow (Su):** At 8th level you can cause a creature to become overwhelmed with darkness, costing the creature its darkvision. If a creature within 30 foot fails its Will save, it loses its darkvision ability for a number of rounds equal to 1/2 your cleric level. You can use this ability once per day at 8th level, and an additional time per day for every four levels beyond 8th.

**Replacement Domain Spells:** 1st—*shadow weapon* (favored weapon only)<sup>UM</sup>, 3rd—*shadow step*<sup>UM</sup>, 5th—*shadow projection*<sup>APG</sup>.

## MYSTERY

The following is a new mystery for oracles. Unless otherwise noted, the DC to save against these revelations is equal to 10 + 1/2 the oracle's level + the oracle's Charisma modifier.

### Joy

**Deities:** Akaron, Calista, Dulé

**Class Skills:** An oracle with the joy mystery adds Linguistics and all Perform skills to her list of class skills.

**Bonus Spells:** *bless* (2nd), *hideous laughter* (4th) *good hope* (6th), *death ward* (8th) *dance of a hundred cuts*<sup>UM</sup> (10th), *joyful rapture*<sup>UM</sup> (12th), *waves of ecstasy*<sup>UM</sup> (14th), *euphoric tranquility*<sup>APG</sup> (16th), *overwhelming presence*<sup>UM</sup> (18th)

**Revelations:** An oracle with the joy mystery can choose from any of the following revelations.

**Bardic Performance:** An oracle can perform an inspiring performance. Half of the oracle's levels (minimum 1) count as bard levels for determining the effects of bardic performance. The oracle must already possess bardic performance from another class before taking this revelation.

**Crippling Sorrow (Su):** You know how a lack of joy can crush a creature's spirit and affect every action the creature takes. As a standard action, you can discourage your enemies. All enemies within 100 feet who can hear and understand you gain a -1 penalty on attack rolls, skill checks, and saving throws for a number of rounds equal to your Charisma modifier. At 10th level, this penalty increases to -2. You can use this ability once per day, plus one additional time per day at 5th level and every five levels thereafter. This is a language-dependent effect.

**Euphoric Healing (Su):** Once per day whenever you cast a *cure* spell (a spell with "cure" in its name) your healing directs a wave of the euphoria to the target, healing the

**TABLE 1: THE SHADOWSFALL PANTHEON**

Name	Mysteries <sup>APG/UM</sup>	Areas of Concern	Favored Weapon
Agraddar	Heavens, Life, Stone	protection, healing, bravery, roads	heavy spiked shield
Akaron	Bones, Dark Tapestry, Joy, Lore	eternal night, misery, sorrow, rulership	spiked chain
Andraste	Battle, Dark Tapestry, Nature	mindless fury, animal viciousness, cannibalism	spiked gauntlet
Bendes and Ular	Battle, Bones, Nature, Wood	hunting, gathering, cooperation	dagger
Calista	Joy, Life, Wind	shifting landscape, exploration self-sufficient	longbow
Dulé	Joy, Heavens	laughter, joy, silence	rapier
Faranel	Heavens, Wind	hiding, deception, practical jokes	bolas
Hakamitin	Battle	obedience, practice, battle glory	greatsword
Hekara	Lore	impossible tasks, deception, forbidden lore	net
Orcus	Battle, Bones	undeath, war, necromancy	heavy mace
Rhodia	Bones, Nature, Time, Waves	survival, decay, moss, mushrooms	quarterstaff
Sardalia	Metal, Stone	self-perfection, community, writing	unarmed strike
Slatchak	Battle, Metal, Flame	decisive action, total war, battle rage	greatclub
Zyree	Ancestor, Bones, Life, Time	birth, life, death	starknife

creature for an additional 1d8 points of damage. At 5th level and every five levels thereafter, you can use this ability one additional time per day. This does not deal additional damage to creatures that sustain damage from a cure spell.

**Heartening Presence (Ex):** Your presence encourages your allies to carry on in their pursuits. As a standard action, you can encourage your allies. All allies within 100 feet who can see you gain a +1 morale bonus on attack rolls, skill checks, and saving throws for a number of rounds equal to your Charisma modifier. At 10th level, this bonus increases to +2 and removes all fear effects. You can use this ability once per day, plus one additional time per day at 5th level and for every five levels thereafter.

**Instant Friends (Su):** As a standard action you can influence a creature to be friendly. A single creature within 30 feet that can understand you must succeed on a Will save, or it is regarded as a friend and ally, as per the spell charm person. This lasts for a number of minutes equal to the oracle's level. This duration does not need to be consecutive, but it must be spent in 1-minute increments. This is a language-dependent effect.

**Joyful Casting (Su):** Your inner joy manifests itself in your spells. Once per day you can cast one spell as if it were modified by the Enlarge Spell or Extend Spell feat without increasing the spell's casting time or level. At 10th level, the feats that can be used to modify a spell with this ability include the Empowered Spell and Persistent Spell<sup>APG</sup> feats. You cannot use this ability if you are suffering from a fear effect.

**Perseverance (Ex):** Your positive attitude keeps you going even in the direst of circumstances. You gain the Endurance feat. At 7th level you gain the Diehard feat. At 15th level you gain the Heroic Defiance<sup>APG</sup> feat. You do not need to meet the prerequisites to receive these feats.

**Reckless Overconfidence (Su):** You can fill an enemy with so much confidence that your opponent behaves in a

foolish manner. You can target an enemy within 30 feet as a standard action. If the enemy fails a Will save, it takes a -1 penalty to its armor class for a number of rounds equal to your Charisma modifier. At 7th and 15th level, this penalty increases by -1. You can use this ability once per day. At 10th level, you can use this ability one additional time per day.

**Shout of Ecstasy (Su):** Whether from pain or pleasure, you are overcome with a euphoric feeling and shout it out as loud as you can. As a standard action, you shout so loud that it hurts those in a 15-foot cone, dealing 1d6 points of sonic damage per two levels (minimum 1d6) and deafening creatures within the area of effect for 1d4 rounds. A Fortitude save halves this damage. You can use this ability once per day, plus one additional time per day at 5th level and every five levels thereafter.

**Uplifting Joy (Su):** As a swift action, you can manifest a pair of butterfly-like wings made of pure joy that grant you a fly speed of 60 feet with good maneuverability. At 10th level, your speed increases to 90 feet and your maneuverability increases to perfect. You can use these wings for 1 minute per day per oracle level. This duration does not need to be consecutive, but it must be spent in 1-minute increments. You must be at least 7th level to select this revelation.

**Final Revelation:** Upon achieving 20th level, you become an avatar of joy and encouragement. You receive a bonus on all saving throws equal to your Charisma modifier. You become immune to fear and pain effects and can ignore any emotion effects you do not wish to suffer. As a standard action you can remove all emotion, fear or pain effects with a touch attack. Resisting this requires a Will save. You can use this ability at will.



# MAGIC

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## SHADOW SPELLS

With *fireball* and other spells common to the Material Plane less effective on Shadowsfall, many spellcasters on the Plane of Shadows find alternatives to such spells. The shadow subschool is more powerful on this plane and tends to offer more versatility than many other spells. As such, wizards and magi tend to focus their arcane studies towards these effects.

Presented below are a number of new spells commonly used on Shadowsfall that mesh well with these themes in the environment.

### BLACK SNOW BURST

**School** evocation [cold]; **Level** magus 4, sorcerer/wizard 4  
**Casting Time** 1 standard action

**Components** V, S, M (tuft of polar bear fur and black tar)

**Range** long (400 ft. + 40 ft./level)

**Area** 20-ft.-radius spread

**Duration** instantaneous; see text (D)

**Saving Throw** Fortitude half; see text (object); **Spell Resistance** yes

A *black snow burst* spell produces an area of sticky black snow that clings to creatures and objects. Upon a failed Fortitude save, a creature or object within the area suffers 1d6 points of cold damage per caster level (maximum 10d6) and is entangled for 1 round. A successful Fortitude save indicates that the creature or object takes half damage and is not entangled.

### BLINDING SHADOWS

**School** illusion (shadow) [shadow]; **Level** bard 3, inquisitor 3, sorcerer/wizard 3

**Casting Time** 1 standard action

**Components** V, S

**Range** close (25 ft. + 5 ft./2 levels)

**Target** one living creature

**Duration** 10 minutes/level (D)

**Saving Throw** Will disbelief; **Spell Resistance** yes

Shadows cover your target's eyes, blinding the target. A successful Will save means the target successfully recognizes these as shadows, granting concealment (20% miss chance) to any creature the target of this spell attempts to attack. Darkvision does not allow a creature to see through the shadows. Casting this spell on the Plane of Shadows increases the miss chance to 30% on a successful saving throw.

### DARKVISION, MASS

**School** transmutation; **Level** sorcerer/wizard 6

**Range** close (25 ft. + 5 ft./2 levels)

**Targets** one creature/level, no two of which can be more than 30 ft. apart

*Mass darkvision* works like *darkvision*, except that it affects multiple creatures.

### DISRUPT UNDEAD, GREATER

**School** necromancy; **Level** inquisitor 3, magus 3, sorcerer/wizard 3

**Casting Time** 1 standard action

**Components** V, S

**Range** long (400 ft. + 40 ft./level)

**Target** one undead creature

**Effect** ray

**Duration** instantaneous

**Saving Throw** none; **Spell Resistance** yes

You direct a ray of positive energy. You must make a ranged touch attack to hit, and if the ray hits an undead creature, it deals 1d8 points of damage per caster level (maximum 10d8).

### FLICKER

**School** illusion (glamer); **Level** bard 1, inquisitor 1, magus 1, sorcerer/wizard 1, summoner 1

**Casting Time** 1 swift action

**Components** V

**Range** touch

**Target** creature touched

**Duration** 1 round

**Saving Throw** Will negates (harmless); **Spell Resistance** yes (harmless)

This spell functions like *invisibility*, except it lasts until the end of your next turn, and it does not affect objects.

### SHIFTING SHADOWS

**School** illusion (shadow) [shadow]; **Level** alchemist 1, bard 1, inquisitor 1, magus 1, sorcerer/wizard 1

**Casting Time** 1 standard action

**Components** V, S

**Range** touch

**Target** creature touched

**Duration** 1 min./level (D)

**Saving Throw** Will disbelief (harmless); **Spell Resistance** yes (harmless)

The landscape around you shifts as you move. Your base land speed increases by 10 feet. This adjustment is treated as an enhancement bonus. There is no effect on other modes of movement, such as burrow, climb, fly, or swim. As with any effect that increases your speed, this spell affects your jumping distance (see the Acrobatics skill). This bonus does not stack with the increases in speed gained from *expeditious retreat*. This spell automatically fails if not cast in dim light or darkness. If the targeted creature enters an area of normal or bright light, this spell ends.

# MAGIC ITEMS

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## ARTICLES OF POWER

With most worried about day to day survival, few magic items are created by the inhabitants of Shadowsfall. However, magic items that are created here tend to be specialized to the plane. A few such items are presented here.

### ALARMING ROPE

**Aura** faint abjuration; **CL** 3rd  
**Slot** none; **Price** 1,620 gp; **Weight** 15 lbs.

#### DESCRIPTION

This 50-foot hemp rope is decorated with a series of silver bells. When laid out in a 10 ft.-radius circle, the bells will ring loud enough to wake up any creatures within the circle any time a living creature crosses the rope. If an undead creature comes within 20 ft. of the protected circle, the bells will ring in a funeral dirge. The *alarming rope* can be used once per day in this manner up to a maximum of 6 hours.

#### CONSTRUCTION

**Requirements** Craft Wondrous Item, *alarm, detect undead*; **Cost** 810 gp

### CLOAK OF DARKNESS

**Aura** moderate illusion; **CL** 6th  
**Slot** shoulders; **Price** 10,800 gp; **Weight** -

#### DESCRIPTION

A *cloak of darkness* envelops the wearer's body with some of the material of the Plane of Shadows, making them harder to discern from the nearby shadows. This gives the wearer a +10 enhancement bonus to Stealth checks when in dim light or darkness. A *cloak of darkness* operates differently on Shadowsfall. Here, the wearer becomes part of the Plane of Shadows itself and turns invisible to creatures using darkvision. Creatures without darkvision do not take a penalty to seeing the wearer aside from the miss chance from being in dim light or darkness. This cloak of black silk can be used up to one hour per day; that time can be divided into 10 minute increments.

#### CONSTRUCTION

**Requirements** Craft Wondrous Item, *darkness*; **Cost** 5,400 gp

### CLOAK OF GRAVE STEALTH

**Aura** faint abjuration; **CL** 3rd  
**Slot** shoulders; **Price** 1250 gp; **Weight** 1 lb.

#### DESCRIPTION

Made from black and purple weave, this cloak provides the wearer with a +5 competence bonus to all Stealth checks against undead creatures.

#### CONSTRUCTION

**Requirements** Craft Wondrous Item, *hide from undead*, creator cannot be undead; **Cost** 625 gp

### COWL OF UNDEAD COMMAND

**Aura** faint necromancy; **CL** 3rd  
**Slot** head; **Price** 4,900 gp; **Weight** -

#### DESCRIPTION

This black hood hides the wearer's face from view. It provides a +5 competence bonus to Intimidation checks. Once per day, you can compel an undead creature to obey your commands. An undead creature within 30 feet that fails a DC 13 Will save is forced to obey your commands for 1 day. If the command is not one the creature would normally obey, it can attempt another Will save. Unintelligent undead do not get to make any saving throws against this item and can only obey the most basic of commands.

#### CONSTRUCTION

**Requirements** Craft Wondrous Item, *command undead*, creator must have 5 ranks in Intimidate; **Cost** 2,450 gp

### KYTON SLAVERY WHIP

**Aura** faint necromancy; **CL** 5th  
**Slot** none; **Price** 38,301 gp; **Weight** 2 lbs.

#### DESCRIPTION

This black leather whip is laced with bits of bone and iron. It acts as a +2 whip when used in combat and wracks its target with pain. Upon a successful hit, the target suffers a -2 penalty to AC, attack and melee damage rolls, and Reflex saves for one round and must make a concentration check to cast spells for the same time frame.

#### CONSTRUCTION

**Requirements** Craft Magic Arms and Armor, *howling agony*<sup>APG</sup>, creator must be a kyton, possess the kyton bloodline, or be a worshipper of Akaron; **Cost** 19,150 gp

### SALVE OF NIGHT

**Aura** faint transmutation; **CL** 3th  
**Slot** none; **Price** 1,500 gp; **Weight** -

#### DESCRIPTION

This tin canister of salve has an image of a cat's eye in black and white. When applied to the eyes, the creature gains darkvision 60 feet for 3 hours. A single canister has enough salve for five uses.

#### CONSTRUCTION

**Requirements** Craft Wondrous Item, *darkvision*; **Cost** 750 gp

# ALTERED ITEMS

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## ADJUSTED MAGIC ITEMS

When a magic item becomes absorbed by the Plane of Shadows, the plane alters its normal function, turning it into a new item. It does not become cursed so much as it works in a strange and eccentric way. These less-than-optimal magic items are called "altered items" by those living on Shadowsfall. Identifying an altered item on the third round of a *detect magic* spell requires a Knowledge (arcana) check (DC 25+1/2 caster level). Failing the roll by 10 or less reveals the item as its normal counterpart.

Altered items cannot be purposely crafted but are found in the ruins and tombs absorbed by the plane. On Shadowsfall, items such as these are far more common than normal magic items. A brisk trade in these items can be found in every stronghold throughout the plane; such items sell for the price of their normal counterpart since few recognize the item's alteration until after its use.

With few spellcasters focusing on magic item creation on Shadowsfall, altered items are frequently used by the protectors of small villages and tribes loyal to the strongholds themselves.

Below are some of the most common altered items found in strongholds throughout Shadowsfall.

### BELT OF PHYSICAL DEFORMITY

**Aura** strong transmutation; **CL** 8th  
**Slot** belt; **Price** 16,000; **Weight** 1 lb.

#### DESCRIPTION

What would normally be an image of a muscle-bound bear on this belt now appears weak and scrawny. This belt grants a +4 enhancement bonus to Constitution and a -2 penalty to Strength. Other variations of this belt exist, but this is the most common one.

#### CREATION

**Magic Item** *belt of mighty constitution* +4

### BRACERS OF OVERWHELMING FORCE

**Aura** moderate conjuration; **CL** 7th  
**Slot** wrists; **Price** 4,000 gp; **Weight** 1 lb.

#### DESCRIPTION

Appearing much the same as regular *bracers of armor* +2, these wrist guards surround the wearer with an invisible but tangible field of force, granting him an armor bonus of +2, just as though he were wearing armor. When a critical hit is confirmed against the wearer, however, the force within the bracers is released, knocking creatures down.

All creatures within a 30-ft. burst whose CMD is less than the total damage dealt against the wearer by the critical hit are knocked prone. Flying creatures may make a Fly check (DC equal to the critical damage dealt) to keep from falling. The wearer is automatically knocked prone and fails any Fly check to which it would normally be entitled.

#### CREATION

**Magic Items** *bracers of armor* +2

### ELIXIR OF PYROMANIA

**Aura** moderate evocation; **CL** 11th  
**Slot** none; **Price** 1,100 gp; **Weight** -

#### DESCRIPTION

This bubbling elixir surrounds the drinker and her belongings in living flames. Creatures and objects that the drinker attacks with a melee or natural weapon or an unarmed attack take an additional 2d6 points of fire damage. Creatures that attack the drinker with a natural weapon or an unarmed attack take 4d6 points of fire damage. If the drinker is in contact with an object or creature for 1 round, the creature or object must succeed on a DC 13 Reflex save or catch fire.

#### CREATION

**Magic Items** *elixir of fire breath*

### NECKLACE OF EXPLODING BEADS

**Aura** moderate evocation; **CL** 10th  
**Slot** neck (does not take up slot); **Price** 5,400 gp; **Weight** 1 lb.

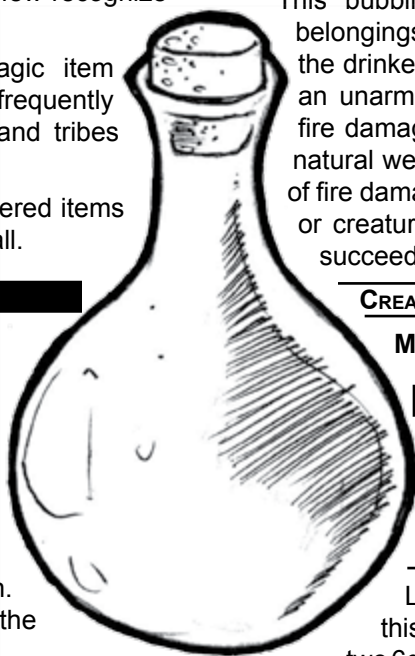
#### DESCRIPTION

Like a standard type IV *necklace of fireballs*, this necklace contains one 8d6 fireball beads, two 6d6 beads, two 4d6 beads, and four 2d6 beads.

Unlike its normal counterpart, the fireball explodes as soon as the wearer takes the bead off the string, before it can be thrown. All creatures within a 20-ft. radius of the wearer may attempt a Reflex save (DC 14) for half damage; the wearer takes full damage (minus any resistance or immunity to fire the wearer may possess). The remaining beads do not explode when a bead is removed. Other *necklaces of exploding beads* exist, each corresponding to the various types of *necklaces of fireballs*.

#### CREATION

**Magic Items** *necklace of fireballs type IV*



### PEARL OF LESSER POWER, 3RD-LEVEL SPELL

**Aura** strong transmutation; **CL** 17th  
**Slot** none; **Price** 9,000 gp; **Weight** –

#### DESCRIPTION

This smooth, beautiful pearl behaves exactly like a *pearl of power*, except all saving throw DCs for the recalled spell are reduced by 2. Just like a *pearl of power*, the spell cast must be of a particular level, depending on the pearl. Different pearls exist for recalling one spell per day of each level from 1st through 9th, although 3rd level pearls are the most common.

#### CREATION

**Magic Item** *pearl of power, 3rd-level spell*

### PHYLACTERY OF UNDEAD PAIN

**Aura** moderate necromancy [good]; **CL** 10th  
**Slot** headband; **Price** 11,000 gp; **Weight** –

#### DESCRIPTION

This item allows channelers of positive energy to increase the amount of damage dealt to undead creatures by +3d6, while making the wearer vulnerable to negative energy damage.

#### CREATION

**Magic Items** *phylactery of positive channeling*

### RAPIER OF BLOOD DRINKING

**Aura** strong necromancy; **CL** 13th  
**Slot** none; **Price** 50,320 gp; **Weight** 2 lbs.

#### DESCRIPTION

Three times per day, this +2 *wounding rapier* allows the wielder to make a touch attack with the weapon which deals 1d6+2 points of Constitution damage by draining blood. The wielder sustains half this Constitution damage as well (minimum 1). Creatures immune to critical hits are immune to the Constitution damage dealt by this weapon.

#### CREATION

**Magic Items** *rapier of puncturing*

### RING OF FALLING ROCKS

**Aura** faint transmutation; **CL** 5th  
**Slot** ring; **Price** 2,500 gp; **Weight** –

#### DESCRIPTION

A leather cord tied around a finger, this ring grants a +5 competence bonus on Climb checks. When a natural 1 is rolled on a Climb check, the wearer automatically fails, falling to the ground and bringing down pieces of the climbing surface with her. In addition to the falling damage, the climber takes 1d6 points of bludgeoning damage. All those within 5 feet of the fallen climber take 1 point of bludgeoning damage.

#### CREATION

**Magic Items** *ring of climbing*

### RING OF MIND DEFLECTING

**Aura** faint abjuration; **CL** 3rd  
**Slot** ring; **Price** 10,000 gp; **Weight** –

#### DESCRIPTION

Whenever the wearer is the target of *detect thoughts*, *discern lies* or any attempt to magically discern her alignment, this finely worked gold ring deflects the spell or effect onto the nearest creature that is not the caster. This new target must be within 30 ft. and be within range of the spell or ability. The caster believes the alignment/thoughts belong to the wearer, but the caster is not magically prevented from figuring out otherwise through different means.

#### CREATION

**Magic Items** *ring of mind shielding*

### RING OF TROLL REGENERATION

**Aura** strong conjuration; **CL** 15th  
**Slot** ring; **Price** 90,000 gp; **Weight** –

#### DESCRIPTION

The white gold of this ring turned green and the inlaid sapphire turned black. This ring heals 1 point of damage per round. The wearer is also immune to bleed damage. Limbs, organs and other body parts lost while wearing this ring regrow as per the spell *regenerate*. However, the wearer appears more and more like a troll every time the ring regenerates damage. For every 10 hp healed by this ring, the wearer sustains 1 Cha damage. This Cha damage heals normally. A creature whose Cha is reduced to 0 by this ring permanently looks like a troll unless *remove curse* or a similar, more powerful spell is cast upon the wearer. A cursed person does not gain any of a troll's abilities and its height does not change.

#### CREATION

**Magic Items** *ring of regeneration*

### SKULLCAP OF SKELETAL APPEARANCE

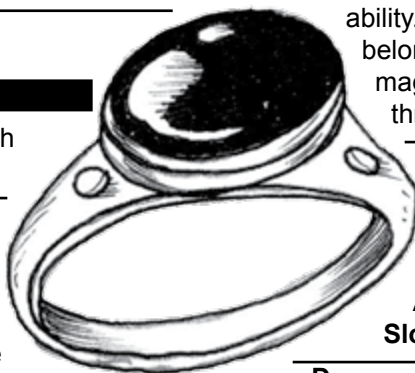
**Aura** faint illusion; **CL** 1st  
**Slot** head; **Price** 1,800 gp; **Weight** –

#### DESCRIPTION

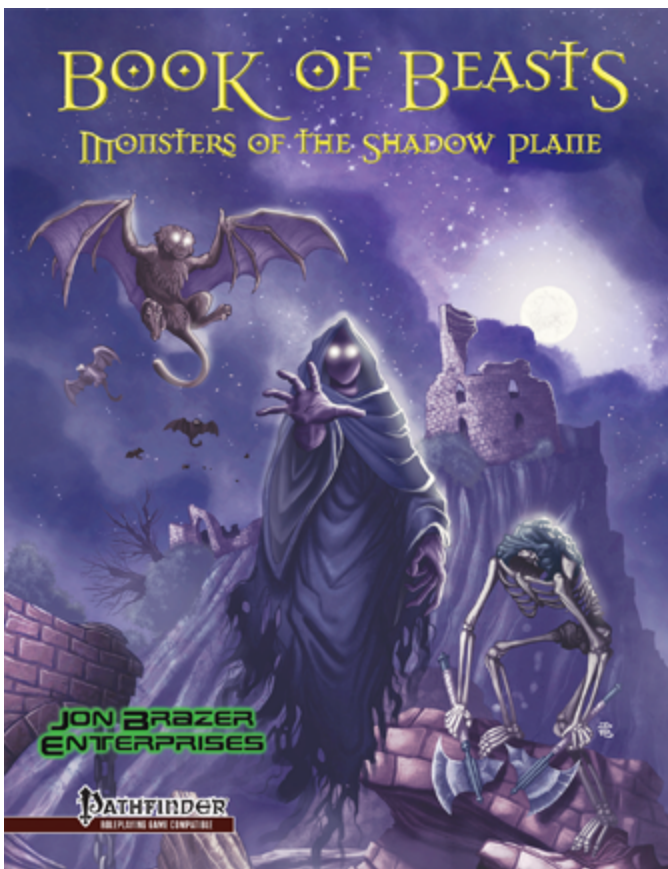
This red and yellow skullcap makes its wearer appear like a skeleton of its creature type and subtype. You do not detect as undead for the purposes of a *detect undead* spell nor do you count as undead for spells like *disrupt undead* or abilities like favored enemy. Items worn by the creature (such as clothing, armor and weapons) do not change in appearance.

#### CREATION

**Magic Items** *hat of disguise*







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