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# SEVEN STRONGHOLDS

A D20™ SOURCEBOOK OF FORTRESSES AND FORTIFICATIONS



BY ROBIN D. LAWS



**PENUMBRA**

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**Dedicated to Allen, Ben, and Luke**

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## INTRODUCTION

# STORMING THE CASTLE

Whether you're looking for a stately castle to be the target of a clandestine infiltration, an imposing fortress to host your next battle between kings, a magically fortified lair for your players' newest arch-nemesis, or just something to put over top of your lovingly crafted dungeon, *Seven Strongholds* is the book you're looking for.

*Seven Strongholds* is a D20 System sourcebook that details seven forts, castles, and other well-fortified locations for your fantasy roleplaying game. Described in full are the military entrenchments of gnome warriors, powerful elves, halfling adventurers, desperate humans, and dwarf metalworkers, as well as bloodthirsty orcs and strange bird-men. Each stronghold includes complete maps, perilous hazards, devious traps, and magical protections enough to make any would-be intruder quake.

But *Seven Strongholds* goes deeper than just the walls of these unique fortifications; the personalities behind the defenses are vividly depicted for each location. Dangerous intrigues, elaborate plays for power, and inscrutable secrets are sure to enthrall your players even after their first battle has been won.

Like all **Penumbra** D20 products, *Seven Strongholds* gives you material that's adaptable to any fantasy campaign, whether it be a published setting or a world of your own creation. You can use these fortresses straight out of the book at a moment's notice, or make them a foundation for strongholds of your own design. Either way, *Seven Strongholds* promises to reinforce your next game session with stalwart fortifications designed to captivate every player's imagination!

## THE STRONGHOLDS

The seven strongholds included in this book cover a multitude of designs and construction types. Each was created by a distinct group with its own goals and motivations, and harbors secrets and dangers unique to itself.

**The Barrows:** A concrete bunker allows a determined troop of gnomes to hold at bay the misshapen monsters of the subterranean world, intent on breaking through to the surface.

**Castle Briar:** An elven warlord protects his living castle from jealous rivals.

**Gloom Keep:** Under a sunless sky, grim-faced humans protect their senile, maddened deity from the world.

**Old Mound Fort:** An Iron Age ditch-and-rampart fort, refurbished by halfling adventurers, offers a way station for treasure-hungry dungeon explorers.

**Steelface Point:** An imposing dwarven fortress protects the mouth of a mountain pass from the orcish horde and its war machines.

**The Perch:** Keen-eyed birdmen zealously guard their domed lair, from which they oppress the area's population of "walkers" — their contemptuous term for flightless humanoids.

**Uthront Fort:** Ambitious half-orcs occupy a newly built motte-and-bailey castle as an early stage of their effort to mold the local humanoid raiders into a mighty and unified army.

## SECTION LAYOUT

For easy reference, each stronghold is described using the following headers. The index at the back of the book also lists all of the NPCs given in this book, as well as the new D20 System material, for quick referral.

### AT A GLANCE

This section provides a quick rundown on the stronghold's history, construction, layout, and defenses. It also briefly discusses the group that built it and why, and describes a few of the primary people inhabiting it, as well as their basic goals and motivations. Finally, it gives an explanation of the primary uses for the stronghold at present.

### PLACEMENT

Here we suggest the sorts of locations where the stronghold would work best. This usually gives you some choices designed to help adapt the stronghold into your campaign with minimal effort, and talks about the changes that might need to be made to the stronghold to make it fit in realistically.





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## CHARACTERS

Here you can find statistics for the stronghold's most important NPCs. In addition, this section describes their personality traits, motivations, goals, and their potential interactions with other NPCs and the player characters. The larger politics involved in the situation are many times outlined in this section, as well.

## THE INSTALLATION

The physical description of the stronghold is given in this section. This, of course, is the meat of the book: general layout, traps, hazards, fortifications, magical protections, design features, and all the crunchy bits that make the stronghold nigh-impenetrable are included here.

## SCENES

This section contains ideas for ways PCs can become involved with the stronghold. This includes hooks for getting the characters to the stronghold and suggestions for involving them in the internal machinations

of its inhabitants, as well as larger plotlines to involve your players in.

## ALTERNATE VERSIONS

Finally, we close with some quick ideas on modifying the personalities and goals of the stronghold's keepers to allow them to play different roles in your campaign. What if the residents are really evil minions of some dark god, and not kindly caretakers they would have the PCs think them? Or maybe those orcs have some higher purpose that makes their apparent evildoing morally virtuous? These are the kinds of variations that are suggested in this last section.

---

## INTO THE BREACH ...

And so, with these basics in mind, we ask you to turn the page to explore these seven strongholds of might and wonder. Let your imagination lead you through the battles ahead!



## CHAPTER ONE

# THE BARROWS

### AT A GLANCE

The Barrows is a two-story concrete bunker full of chambers and tunnels atop a much older subterranean complex leading deep into the earth, where terrible monsters dwell. It was constructed by members of a gnomish mercenary order. Their descendants are now paid by local citizens to keep the monsters from bursting from the underground world to raid their farms

and towns. In exchange for a hefty share of local taxes, the hard-bitten mercenaries continually patrol, reinforce, and trap their concrete bunker as well as any other possible exits from the underworld that may lay beyond it. They scour the countryside for previously unknown entryways to the underworld, so they can close them off forever. Without their aid, the nearby communities could not exist at all; the place would be a devastated, monster-haunted wasteland.





The mercenary company is formally known as The Indomitable Order of the Sharpened Spade. Most people hereabouts call them the Sharpspades. Leadership of the company is hereditary; a new Grand Officer has just taken over. Her name is Blimdidia Tharthuria Kwenisdale, a bright but soft-spoken gnome who will have a hard time living up to the example set by her predecessor. Her father, who just died in a battle with an underworld abomination, was both loved and feared by his men. Her envious cousin, Ramthoodle Tuchatcha Kwenisdale, is looking for a way to embarrass her, so he can invoke a little-used clause in the company charter calling for a review of her leadership. He thinks he can then take over the company himself. Though selfish, Ramthoodle is not evil; he truly believes he can do a better job of maintaining the Barrows than Blimdidia can.

Adventurers sometimes wish to use the Barrows as a means of entry into the underworld. The Sharpspades allow this, but only under strictly controlled conditions. They also charge a hefty tithe for entry privileges. Treasure-hunters using insecure entryways beyond the bunker are dealt with severely.

## PLACEMENT

You can add the Barrows as a top layer to any deep dungeon complex that leads to the underworld below. Most dungeon complexes are far away from civilized places. The Barrows allows you to stick a dungeon entrance right in the middle of a quiet, bucolic countryside. It can even be near a major population center. The closer it is to civilization, the more important the Sharpspades' mission becomes.

## CHARACTERS

### BLIMDIDIA THARTHURIA KWENISDALE

**Grand Officer of the Indomitable Order of the Sharpened Spade**

*"I am not my father, but I will live up to his legacy, or die trying."*

Blimdidia Tharthuria Kwenisdale is the middle-aged daughter of the legendary, recently deceased hero Arbothrote Tharthuria Kwenisdale. Four months ago, this courageous, snowy-haired champion fell in battle against a horde of underground monsters. Cut in half by a snake-like creature's razor-toothed jaws, his remains now lie in the Crypt of Honor, along with the other great heroes of the proud Kwenisdale clan.

### BLIMDIDIA THARTHURIA KWENISDALE

#### 9th-Level Gnome Wizard

CR 9; SZ S (humanoid); HD 9d4+27; hp 55; Init +2 (Dex); Spd 20 ft.; AC 18 (+1 size, +2 Dex, +5 *bracers of armor*); Atk melee +6 (1d4+1/crit 19-20/x2, dagger) or ranged +7 (1d8/crit 19-20/x2, light crossbow); Face 5 ft. X 5 ft.; Reach 5 ft.; SA Spells; SQ Gnome Traits, Summon Familiar; AL LG; SV Fort +6, Ref +5, Will +7; Str 12, Dex 15, Con 17, Int 18, Wis 12, Cha 10

**Skills:** Alchemy +11, Appraise +6, Balance +4, Concentration +8, Diplomacy +6, Gather Information +6, Hide +6, Knowledge (arcana) +8, Knowledge (nature) +8, Listen +4, Move Silently +7, Sense Motive +3, Spellcraft +13, Spot +2, Wilderness Lore +2

**Feats:** Craft Magic Arms and Armor, Craft Rod, Empower Spell, Endurance, Scribe Scroll

**Gnome Traits (Ex):** Gnomes have Low-light Vision that lets them see twice as far as a human in starlight, moonlight, torchlight, and similar conditions of poor illumination. They also have +2 racial bonus to saving throws against illusions, +1 racial bonus to attack rolls against kobolds and goblinoids, and +4 dodge bonus against giants. Once per day a gnome can use *speak with animals* as a 1st-level druid to communicate with a burrowing mammal (badger, fox, rabbit, etc.); this is a spell-like ability. Gnomes with Intelligence scores of 10 or higher may cast *dancing lights*, *ghost sound*, and *prestidigitation*, each once per day as a 1st-level wizard (spell failure penalties for armor apply).

**Summon Familiar:** Blimdidia has an owl named Yellow Ring as her familiar (see insert for stats). Blimdidia gains a +2 bonus on Move Silently checks because her familiar is an owl (this bonus is already figured into Blimdidia's skills, above).

**Spells:** (4/5/4/3/2/1) Blimdidia knows the following spells; those prepared are marked with asterisks.

0 Level — *arcane mark*, *dancing lights*, *daze*, *detect magic\**, *detect poison*, *disrupt undead*, *flare*, *ghost sound*, *light*, *mage hand\**, *mending*, *open/close*, *prestidigitation*, *ray of frost*, *read magic\*\**, *resistance*

1st Level — *charm person\**, *chill touch*, *identify\**, *mage armor\**, *magic weapon*, *shield*, *silent image*, *sleep\*\**

2nd Level — *blur*, *invisibility\**, *levitate\**, *Melf's acid arrow*, *see invisibility\**, *spectral hand*, *web\**

3rd Level — *dispel magic\**, *fly*, *fireball\**, *lightning bolt*, *shrink item*, *slow\**, *summon monster III*

4th Level — *arcane eye\**, *improved invisibility*, *lesser geas*, *wall of fire\**

5th Level — *contact other plane*, *stoneshape\**



## YELLOW RING

### Owl Familiar

CR 3; Size T (animal); HD 9d4; hp 27; Init +3 (Dex); Spd 10 ft., fly 40 ft. (average); AC 22 (+2 size, +3 Dex, +7 natural); Atk melee +7 (1d2-2/crit 20/x2, 2 claws); Face 2 1/2 ft. x 2 1/2 ft.; Reach 0 ft.; SQ Alertness, Empathic Link, Improved Evasion, Low-Light Vision, Share Spells, Speak with Birds, Speak with Master, Touch; AL LG; SV Fort +6, Ref +5, Will +7; Str 6, Dex 17, Con 10, Int 10, Wis 14, Cha 4

**Skills:** Listen +14, Move Silently +20, Spot +6 (+14 in dusk and darkness); otherwise as Blimdidia's

**Feats:** Weapon Finesse (claws)

**Alertness:** While the familiar is within arm's reach, the master gains the Alertness feat.

**Empathic Link (Su):** Blimdidia can communicate telepathically with Yellow Ring up to one mile away.

**Improved Evasion (Ex):** If the familiar is subjected to an attack that normally allows a Reflex save for half damage, the familiar takes no damage on a successful save and half damage on a failure.

**Low-Light Vision (Ex):** Yellow Ring can see twice as far as a human in starlight, moonlight, or torchlight.

**Share Spells:** Any spell Blimdidia casts on herself may also affect Yellow Ring if he is within five feet. She may also cast spells with a target of "You" on Yellow Ring instead of on herself.

**Speak with Birds:** Yellow Ring can communicate with other birds.

**Speak with Master:** Blimdidia and Yellow Ring can communicate verbally.

**Touch:** When Blimdidia casts a touch spell, Yellow Ring can act as the "toucher" and deliver the spell.

According to Sharpspade tradition, leadership of the order fell to his nearest heir, Blimdidia. For years, her father's advisers worried about the day when the torch would pass from father to daughter. Although she is bright and well-liked, Blimdidia has never projected the air of confident heroism her father had, which made people ready to risk their hides for him. Unlike most of the Kwenisdales, she chose to become a wizard, not a practitioner of the warrior arts. She's gone on her share of missions against the spawn of the underworld, but prefers the solitude of her library to active duty. She has few close friends, and it's common knowledge among the Sharpspades that her relationship with her husband, Pichenchap "Mintspear" Wingine, remains strained and distant. She married the fellow, an outsider to the order, a couple of years ago, in response to complaints that she wasn't doing enough to ensure the continuance of the Kwenisdale line. (As part of the nuptial agreement, she kept her family name.) The marriage has yet to produce any children, to the quiet displeasure of many Sharpspades.

In fact, she found out just two months ago that she is pregnant, but has yet to announce this fact, not knowing how it will affect her hold on authority. She knows that Ramthoodle means to displace her, and fears that he'll argue that the job is too important for a pregnant woman. Many of her father's old comrades, who sit on the company's ring of advisers, are gray-bearded chauvinists who might be quick to accept this argument.

Blimdidia doesn't love the job of Grand Officer the way her father obviously did, but wants to do a good job of it, as her duty to him, and to her family. She doesn't like what Ramthoodle is doing but can't bring herself to hate him for it.

Blimdidia is slim for a gnome, with unusually delicate features. She wears her brown hair long and parted in the middle, never bothering with the jewels and adornments most gnomes, male and female alike, delight in. She generally wears a velvet robe that is the same color as her hair. Recently she has taken to wearing a gold pendant that bears a miniature portrait of her father, painted on porcelain.

## ORDER HIERARCHY

According to its charter, The Indomitable Order's hereditary Grand Officer (currently, Blimdidia) holds near-absolute power over its members. But in reality, there is nothing to bind warriors to the organization other than their own oaths, so the Grand Officer must take pains to remain popular.

The Grand Officer is advised by a council of senior Sharpspades; the charter does not specify a number but most Grand Officers keep it to a handful of people. A successful Grand Officer uses her councilors to maintain lines of communication with the warriors, and to maintain her popularity. When councilors determine that a Grand Officer's popularity has been irrevocably eroded, they may pressure her to resign her post in favor of the family member next in line to inherit. (This is exactly the scenario Ramthoodle hopes to bring about.)

The Grand Champion is an honorary title bestowed by the Grand Officer on the order's greatest warrior. The Grand Champion usually sits on the council, as Ramthoodle does now, but this is a matter of tradition and is not demanded by the charter.

## RAMTHOODLE TUCHATCHA KWENISDALE

### Envious Cousin

*"We must uphold the traditions that strengthen us, and question those that place us at risk."*

With Arbothrote Kwenisdale dead, his nephew, Ramthoodle, is clearly the most accomplished warrior



among the Sharpspades. At a whopping four feet tall, he's a gigantic specimen of muscle and bone, at least by gnomish standards. His pale blond hair, penetrating blue eyes, large jaw, and prominent canine teeth create an unforgettable impression in all who meet him; he is handsome, but in a slightly alarming, almost predatory way.

Ramthoodle has never been the sort to entertain doubts about himself and his capabilities. For years, he took it for granted that Arbothrote would retire and, setting aside the usual rules of succession, install him as Grand Officer, instead of his obviously incapable cousin, Blimdidia. He doesn't dislike her, but knows without a doubt that he'd do a better job than she ever could. His closest companions are his uncle's old cronies. Although a few of them have told him they wish he was the son, and not the nephew, of their old leader, none seem ready to help him depose Blimdidia. For the moment, all he can do is argue against her cock-eyed notions during strategy meetings, and wait for her to make a mistake that he can capitalize on.

Although Ramthoodle's many heroic battles have won him the respect of his fellow mercenaries and the gratitude of the people in the outlying community, he mistakes their gratitude for affection. He doesn't realize that he often comes off as pushy and grasping. He has rightly concluded that the company has its doubts about Blimdidia's leader-





## RAMTHOODLE TUCHATCHA KWENISDALE

### 9th-Level Gnome Fighter

CR 9; SZ S (humanoid); HD 9d10+36; hp 103; Init +2 (Dex); Spd 15 ft.; AC 20 (+1 Dex, +1 size, +8 full plate); Atk melee +12/+7 (1d8+3/crit x3, battleaxe), or melee +8/+3 (1d6+2/crit x3/x4, gnome hammer), or ranged +12/+7 (1d10/crit 19-20/x2, heavy crossbow); Face 5 ft. X 5 ft.; Reach 5 ft.; SQ Gnome Traits; AL LG; SV Fort +10, Ref +5, Will +7; Str 15, Dex 15, Con 19, Int 13, Wis 15, Cha 12

**Skills:** Bluff +3, Climb +0, Diplomacy +2, Disable Device +2, Intimidate +3, Jump -2, Listen +4, Move Silently -2, Search +3, Sense Motive +3, Tumble -1, Use Rope +3

**Feats:** Blind-Fight, Cleave, Dodge, Great Cleave, Improved Bull Rush, Iron Will, Power Attack, Quick Draw, Sunder

**Gnome Traits (Ex):** Gnomes have Low-light Vision that lets them see twice as far as a human in starlight, moonlight, torchlight, and similar conditions of poor illumination. They also have +2 racial bonus to saving throws against illusions, +1 racial bonus to attack rolls against kobolds and goblinoids, and +4 dodge bonus against giants. Once per day a gnome can use *speaking with animals* as a 1st-level druid to communicate with a burrowing mammal (badger, fox, rabbit, etc.); this is a spell-like ability. Gnomes with Intelligence scores of 10 or higher may cast *dancing lights*, *ghost sound*, and *prestidigitation*, each once per day as a 1st-level wizard (spell failure penalties for armor apply).

ship, but is blind to the fact that they have their qualms about him, too.

## QUEGGONIA GARMUNT GROFOR

### Seductive Councilor

*"You are not the first to gaze at me in that manner."*

Although you can see the traces of many years' hard living in the tiny lines around her eyes, Queggonia Garmunt Grofor is still a phenomenally alluring woman, at least as far as her fellow gnomes are concerned. Although she often alludes to her checkered and tragic past, no one among the Sharpspades knows her story in detail. (Landerby sometimes hints that he knew her before he joined the bunker's forces, but when questioned remains typically cryptic.)

She came to the Barrows about five years ago and quickly proved herself as a warrior and tactician.

Many whisper that she owes her spot on council to a furtive romantic liaison with the former Grand Officer, Blimdidia's father. If anyone were to be so rude as to bring the matter up with her, she remains silent while her eyes well up with tears.

Perhaps due to her supposed relationship with Blimdidia's father, Queggonia's relationship with the new Grand Officer has always been strained and formal. Some Sharpspades crudely gossip that Ramthoodle's breeches are on fire for Queggonia. Whether she reciprocates the attraction, or might lead him on to further her own agenda, remains to be seen.

## LANDERBY HANDULIA LUZKIVE

### Inscrutably Clever Councilor

*"What have we here?"*

The round-faced, bald, rotund Landerby Handulia Luzkive has always lived by his wits. He came to the Sharpspades a few years back and quickly proved himself as an expert researcher of the enemy. He found a

## QUEGGONIA GARMUNT GROFOR

### 7th-Level Gnome Fighter

CR 7; SZ S (humanoid); HD 7d10+28; hp 74; Init +2 (Dex); Spd 15 ft.; AC 21 (+1 size, +0 Dex, +10 for *half-plate armor* +3); Atk melee +10/+5 (1d6+5/crit 19-20/x2, scimitar), or ranged +10/+5 (1d6/crit x3, composite shortbow); Face 5 ft. X 5 ft.; Reach 5 ft.; SQ Gnome Traits; AL LG; SV Fort +11, Ref +6, Will +3; Str 15, Dex 15, Con 18, Int 12, Wis 13, Cha 12

**Skills:** Bluff +2, Climb -3, Disable Device +2, Escape Artist -4, Forgery +2, Innuendo +2, Intimidate +2, Jump -3, Move Silently -5, Pickpocket -4, Sense Motive +2, Swim -4

**Feats:** Combat Reflexes, Dodge, Weapon Focus (scimitar), Great Fortitude, Lightning Reflexes, Power Attack, Weapon Specialization (scimitar)

**Gnome Traits (Ex):** Gnomes have Low-light Vision that lets them see twice as far as a human in starlight, moonlight, torchlight, and similar conditions of poor illumination. They also have +2 racial bonus to saving throws against illusions, +1 racial bonus to attack rolls against kobolds and goblinoids, and +4 dodge bonus against giants. Once per day a gnome can use *speaking with animals* as a 1st-level druid to communicate with a burrowing mammal (badger, fox, rabbit, etc.); this is a spell-like ability. Gnomes with Intelligence scores of 10 or higher may cast *dancing lights*, *ghost sound*, and *prestidigitation*, each once per day as a 1st-level wizard (spell failure penalties for armor apply).

## LANDERBY HANDULIA LUZKIVE

4<sup>th</sup>-Level Gnome Bard/3<sup>rd</sup>-Level Rogue

CR 7; SZ S (humanoid); HD 4d6+4 + 3d6+3; hp 37; Init +2 (Dex); Spd 20 ft.; AC 17 (+2 Dex, +1 size, +4 chain shirt); Atk melee +6 (1d8/crit 19-20/x2, longsword) or melee +6 (1d4/x2, spiked gauntlet), or ranged +8 (1d8/crit 19-20/x2, light crossbow); Face: 5 ft. X 5 ft.; Reach 5 ft.; SA Sneak Attack, Spells; SQ Bardic Music, Bardic Knowledge, Gnome Traits, Evasion, Traps, Uncanny Dodge; AL LG; SV Fort +3, Ref +9, Will +5; Str 10, Dex 14, Con 12, Int 11, Wis 10, Cha 13

**Skills:** Alchemy +3, Appraise +4, Bluff +6, Climb -2, Diplomacy +4, Disguise +3, Escape Artist +0, Gather Information +7, Hide +3, Intimidate +5, Jump +0, Knowledge (arcana) +2, Knowledge (nature) +1, Listen +8, Move Silently +2, Open Lock +5, Perform +3, Pick Pocket +4, Profession (apothecary) +2, Profession (brewer) +2, Sense Motive +3, Spot +6, Tumble +1

**Feats:** Alertness, Brew Potion, Run

**Bardic Knowledge:** Landerby may make a special Bardic Knowledge check with a bonus of +4 to see whether he knows some relevant information about local notable people, legendary items, or noteworthy places. The DC is 10 for common knowledge, 20 for uncommon, 25 for obscure, and 30 for extremely obscure.

**Bardic Music:** Three times per day, Landerby can use Bardic Music; he has access to Inspire Courage, Countersong, and Fascinate. A deaf bard suffers a 20% chance to fail with Bardic Music. If the bard fails, the attempt still counts against the daily limit.

**Evasion (Ex):** If exposed to any effect that normally allows a character to attempt a Reflex saving throw for half damage, Landerby takes no damage with a successful saving throw. Evasion can only be used if the rogue is wearing light armor or no armor.

**Gnome Traits (Ex):** Gnomes have Low-light Vision that lets them see twice as far as a human in starlight, moonlight, torchlight, and similar conditions of poor illumination. They also have +2 racial bonus to saving throws against illusions, +1 racial bonus to attack rolls against kobolds and goblins, and +4 dodge bonus against giants. Once per day a gnome can use *speak with animals* as a 1st-level druid to communicate with a burrowing mammal (badger, fox, rabbit, etc.); this is a spell-like ability. Gnomes with Intelligence scores of 10 or higher may *cast dancing lights, ghost sound, and prestidigitation*, each once per day as a 1st-level wizard (spell failure penalties for armor apply).

**Sneak Attack:** Any time Landerby's target would be denied a Dexterity bonus to AC (whether the target actually has a Dexterity bonus or not), or when he flanks the target, his attack deals +2d6 extra damage. Should Landerby score a critical hit with a sneak attack, this extra damage is not multiplied.

**Traps:** Rogues (and only rogues) can use the Search skill to locate traps when the task has a DC higher than 20. Finding a non-magical trap has a DC of at least 20, higher if it is well hidden. Finding a magic trap has a DC of 25 + the level of the spell used to create it. Rogues (and only rogues) can use the Disable Device skill to disarm magic traps. A magic trap generally has a DC of 25 + the level of the spell used to create it.

**Uncanny Dodge:** Landerby retains his Dex bonus to AC if caught flat-footed or struck by an invisible attacker.

**Spells:** (3/3/0) A bard can cast spells without needing to memorize them beforehand. He knows these spells:

0 Level — *dancing lights, detect magic, light, mage hand, prestidigitation, resistance*

1<sup>st</sup> Level — *hypnotism, mage armor, message*

number of new egresses from the underground levels just before its inhabitants were set to use them to invade the surface world. Contrary to Sharpspade tradition, he encourages exploration of the subterranean world in order to gather information on its forces and personalities. He rarely goes himself, but equips experienced adventurers with maps and useful magic in exchange for their spying efforts.

Landerby is as clever about people's hearts as he is about the world below. He understands Ramthoodle's ambitions, and has allowed himself to seem receptive to them. He does this in order to keep a better eye on the hungry warrior, not because he thinks Blimdidia is unsuited to her job.

Landerby makes a useful but sometimes frustrating ally. He may withhold information in order to manipulate his allies into doing what he wants. He some-

times disappears without warning, often showing up when things look bleakest, the means for a surprise rescue in hand.

THRELFONA  
LASABARC THIEL

## Trembling Councilor

*"I do not believe that it is wise at this juncture. Nor, now that I reflect on it, at any conceivable future juncture."*

The house chaplain, gristly, sharp-nosed Threlfoona Lasabarc Thiel, once smote subterranean dwellers with her mighty mace. She drove back undead and crushed the skulls of dark elves. It has been many years



## THRELFHOONA LASABARC THIEL

### 6<sup>th</sup>-Level Gnome Cleric

CR 6; SZ S (humanoid); HD 6d8 +30; hp 63; Init +1 (Dex); Spd 15 ft.; AC 20 (+1 Dex, +1 size, +8 full plate armor); Atk melee +7 (1d8+3/crit x2, heavy mace), or ranged +8/+3 (1d8/crit 19-20/x2, repeating crossbow); Range 5 ft. x 5 ft.; Reach 5 ft.; SA Spells, Turn Undead; SQ Gnome Traits, Spontaneous Casting; AL LG; SV Fort +12, Ref +3, Will +9; Str 15, Dex 12, Con 20, Int 14, Wis 18, Cha 16

**Skills:** Concentration +9, Diplomacy +9, Gather Information +5, Heal +12, Intimidate +5, Knowledge (arcana) +4, Knowledge (religion) +4, Spellcraft +4, Swim -8

**Feats:** Endurance, Weapon Focus (heavy mace), Great Fortitude

**Gnome Traits (Ex):** Gnomes have Low-light Vision that lets them see twice as far as a human in starlight, moonlight, torchlight, and similar conditions of poor illumination. They also have +2 racial bonus to saving throws against illusions, +1 racial bonus to attack rolls against kobolds and goblinoids, and +4 dodge bonus against giants. Once per day a gnome can use *speaking with animals* as a 1st-level druid to communicate with a burrowing mammal (badger, fox, rabbit, etc.); this is a spell-like ability. Gnomes with Intelligence scores of 10 or higher may cast *dancing lights*, *ghost sound*, and *prestidigitation*, each once per day as a 1st-level wizard (spell failure penalties for armor apply).

**Spontaneous Casting:** Good clerics can “lose” a prepared spell (other than domain spells) in order to cast any cure spell of the same level or lower.

**Turn Undead:** Threlfoona may attempt to Turn Undead six times per day.

**Spells:** (5/4+1/4+1/3+1) Threlfoona worships the primary gnomish god of humor and wit; her chosen domains are Good and Protection. Threlfoona has the following spells already prepared:

- 0 Level — *cure minor wounds* x2, *detect magic* x2, *light*
- 1<sup>st</sup> Level — *command*, *cure light wounds* x2, *magic weapon*, *protection from evil*
- 2<sup>nd</sup> Level — *calm emotions*, *cure moderate wounds* x2, *shield other*, *summon monster II*
- 3<sup>rd</sup> Level — *cure serious wounds* x2, *dispel magic*, *magic circle against evil*

since she has waded into combat. Her eyes have grown rheumy, her muscles cramped and unwilling to obey her. Still, she maintains a position of respect within the order, for all have heard the poems of her past exploits. She’s been on the council since before Blimdidia was born. Where once she was bold and an advocate of swift action, in her dotage she’s grown cautious and fearful. If there is risk in any plan, she’s against it. Today’s warriors are not like the mighty companions

she had in her day. Everything is going to hell, and she’s sorry she’s still alive to see it.

As a staunch adherent to the path of least resistance, Threlfoona currently stands squarely in Blimdidia’s camp. But if the Grand Officer were to make a big blunder or two, especially by taking risks, she might swing her support to Ramthoodle. (Or so Ramthoodle hopes.)

## TYPICAL SHARPSPADES

### Dedicated Protectors

*“Fight we must, in vigilance eternal!”*

With chins jutting and shoulders squared, the typical member of the Order goes about his business in the Barrows with an air of certitude and efficiency. Many show a marked difference in behavior, depending whether or not they’re on duty. While on shift, they’re poker-faced, deep-voiced, and polite, though in a distant, businesslike sort of way. In their private hours, they act more like typical gnomes: high-spirited, quick to laugh, and inquisitive. They believe strongly in their mission and take pride in the prosperity their work brings to the surrounding community. Although some sympathize with Ramthoodle, they want him to take over by legitimate means, and will do nothing to undermine Blimdidia until that happens.

## TYPICAL SHARPSPADES

### 3<sup>rd</sup>-Level Gnome Fighters

CR 3; SZ S (humanoid); HD 3d10+6; hp 28; Init +5 (+1 Dex, +4 Improved Initiative); Spd 15 ft.; AC 17 (+1 Dex, +1 size, +5 chainmail armor); Atk melee +4 (1d6/crit 19-20/x2, short sword), or ranged +6 (1d6/crit 19-20/x3, composite shortbow); SQ Gnome Traits; AL LG; SV Fort +5, Ref +2, Will +1; Str 10, Dex 13, Con 15, Int 10, Wis 10, Cha 9.

**Skills:** Climb -4, Heal +2, Jump -2, Listen +4, Spot +4

**Feats:** Alertness, Weapon Focus (composite shortbow), Improved Initiative, Point Blank Shot

**Gnome Traits (Ex):** Gnomes have Low-light Vision that lets them see twice as far as a human in starlight, moonlight, torchlight, and similar conditions of poor illumination. They also have +2 racial bonus to saving throws against illusions, +1 racial bonus to attack rolls against kobolds and goblinoids, and +4 dodge bonus against giants. Once per day a gnome can use *speaking with animals* as a 1st-level druid to communicate with a burrowing mammal (badger, fox, rabbit, etc.); this is a spell-like ability. Gnomes with Intelligence scores of 10 or higher may cast *dancing lights*, *ghost sound*, and *prestidigitation*, each once per day as a 1st-level wizard (spell failure penalties for armor apply).

## THE INSTALLATION

The Barrows is a two-story bunker made centuries ago from concrete. Originally an oval-shaped structure, the outer edges of the concrete building have eroded over the years, giving it an irregular form. Also during that time, the inhabitants have dug new chambers from the concrete and filled in other rooms and corridors.

The upper level is devoted to living areas and support functions, and contains barracks, storage, quarters, a mess hall, meeting rooms, a trophy chamber, and even a network of shops catering to visitors. It sits on the ground level.

The lower level is below ground, and provides fortification against invaders from below. Its most strategic point is Hell's Gate, a set of doorways leading to the underworld. The Sharpspades keep this one entrance open because it's better to maintain a single entryway that they can control than to seal the place off and leave the matter in the hands of adventurers. If prevented from entering the underworld altogether, adventurers would look for, and perhaps even create, new ways in. Then the underworld denizens would gain new ways of bursting up through to the surface. The existence of the doorway seems to concentrate the efforts of underworld creatures, who scheme to break through it, rather than go to the trouble of excavating new passageways.

The closer you get to Hell's Gate, the tighter the order's defenses become. Most of these areas are constructed with five-foot ceilings, making progress slow for humanoids of medium size and up. The small size of the corridors is one of the Barrow's best defenses; invading monsters often get stuck in them, and can then be easily be slain by gnomes firing missiles from a safe distance.

### SEEKING ENTRANCE

To gain entrance to the dungeon beyond the Barrows, adventurers must make an application to the Sharpspades. They need to pass a screening appointment with a trio of council officers. The duty sergeant posted at the Grand Entrance (page 26) makes an appointment for would-be visitors. The Sharpspades make unknown adventurers wait for a day or two before giving them the appointment; known adventurers on good terms with the order can forgo the formalities entirely.

At a screening meeting, the adventurers are quizzed as to their intentions. The councilors, who understand that explorers in search of a particular item are understandably reluctant to give away too much information, don't press too hard. They simply want assurances that the party members are basically good, and won't do anything, intentionally or otherwise, to help monsters attack the surface world.

Once the group receives the councilors' approval, they must pay a license fee of 500 gp for entry through Hell's Gate. If asked, the Sharpspades explain that this fee includes the cost to maintain the various protective spells on the gate. It also covers the rental fee for the *medallion of alert* used to tell the Sharpspade guards to open the doors back up again when the adventurers want to return from the dungeon (see page 13).

When the group gets its approval, it is also warned that it may want to have a *silence* spell ready to muffle the sound of the doors as they're pulled open.

## COMMON FEATURES

The floors, ceilings, and walls of most chambers and corridors are still rough-hewn, shored up by timbers and the occasional moveable stone support column. Pockets of loose earth are held in place with wire mesh, or sealed over with concrete. Travelers through the tunnels must walk carefully, because the floors are uneven and strewn with stray rocks, sometimes as big as a fist. A careless person could easily twist an ankle.

Although it would be annoying if you did this constantly, you might run across a particular situation in which a PC should roll to avoid twisting an ankle. Require a DC 15 Balance check; failure means that the character suffers a sprain. He takes 1d4 damage and suffers a +2 increase to the DCs of all actions requiring the use of two good legs. He can't move at any rate faster than a walk. These penalties last for a number of days equal to the damage suffered, or until the character regains that number of hit points through magical healing.

Sunrods hang on thin chains attached to corridor ceilings, spaced twenty-five feet apart. They've all been treated with a spell of Blimdidia's creation (see insert). The sunrods in this complex are all keyed to members of the Indomitable Order.

The corridors are cool and slightly damp. Sometimes it gets cold enough for the characters to see their breath.

Throughout the complex you'll find disused tunnels. These once led to areas of the complex that are now blocked off in an effort to confuse invaders from the subterranean world. After every major incursion into the Barrows by subterranean invaders, the Grand Officer always orders an extensive renovation, digging new tunnels and filling in old ones with loose rock, piled floor to ceiling. The last such incursion took place over a century ago, so the tunnels have been disused for a long time. They're not empty, though; the first few yards of each is filled with old lumber and various other bits of junk. Deeper in, they're filled with broken-up concrete. After about twenty yards, the tunnels are completely filled and impassable.



NEW SPELL:  
**BLIMDIDIA'S  
SELECTIVE  
ILLUMINATION**

Transmutation [Light]

**Level:** 1

**Components:** S

**Casting Time:** 1 round

**Range:** touch

**Duration:** permanent

**Saving Throw:** (object)

**Spell Resistance:** (object)

This spell alters a sunrod so that it lights up when persons selected by you approach its area of illumination, and darkens again when they pass out of it. You must select the persons when you cast the spell. You can list as many names as you like, or allow all members of a particular organization to trigger the effect. Or you may restrict the effect to a single race, species, or alignment. You can't mix the categories; it's acceptable to say "all members of The Indomitable Order of the Sharpened Spade," or "all orcs," or "all lawful good characters," but not "all neutral evil characters and Ramathan the Bold."

The altered sunrod remains active for a total of six hours of illumination time, no matter how many times the spell effect activates or deactivates it. This is in contrast to a normal sunrod, which, once struck, remains active until it burns out.

NEW WONDROUS ITEM:  
**MEDALLIONS  
OF ALERT**

This is a pair of small, flat discs about three inches in diameter. To use one, put it between your palms and squeeze hard. The other disc of the pair then emits a low hum and glows green. It does so as long as the two medallions are within five hundred feet of one another, no matter what kinds of barriers sit between them.

**Caster Level:** 3<sup>rd</sup>; **Prerequisites:** Craft Wondrous Item, *message*; **Market Price:** 1,000 gp; **Weight:** 3 ounces apiece

## LOWER LEVEL

### HELL'S GATE

Hell's Gate is gigantic brass door, twenty feet tall and ten feet wide. The gnomes also use the term to refer to the entire room in which the door can be found.

Other room features include two barriers that can be dropped down into the room from above: a portcullis and an iron wall, which is solid except for a few murder holes. The southern door is labelled on the map of the Barrows (page 14) as secret because, when shut, it blends in with the wall on this side. The door is perfectly visible from the corridor side; it's disguised to confuse creatures trying to break into the complex.

A Search DC 30 is needed to find this secret door from its disguised side.

Normally the big door is barred shut; the big brass bar weighs five hundred pounds. It is also locked with an enormous padlock (Open Locks DC 30) and fixed shut with *arcane lock*. 6th-level *glyphs of warding (blast)* have been placed on both sides of the door.

When allowing an adventuring party through the gate, the gnomes dispel the magical lock spell, open the padlock, and supply the frequently-changed password to evade the glyphs. The adventurers must get the bar off the door on their own.

As the dungeon-delvers step forward to deal with the bar, the gnomes lower a heavy portcullis behind them. That way, if some creature is waiting on the other side of the door (which is very often the case), it can attempt to eat the adventurers but still faces another barrier before it can get into the complex proper.

The door itself is very heavy, but the gnomes have rigged it with a pair of chains attached to a winch and pulley system, allowing them to open it from a distance. The chains go through the portcullis bars; the adventurers must pass them out to the gnomes on the other side, who then hook them up to the winches. It takes a full minute for the heavy doors to swing completely open; they do so with a piercing screech. Wandering creatures near the other side of the door may be attracted by the sound, which the gnomes, despite many inventive attempts, have been unable to effectively muffle.

Having already paid their 500 gp entry fee (page 12), the group's leader should have received a *medallion of alert* (see sidebar). The guards explain that a party member should squeeze the medallion as he approaches the door. When they receive the alert, it takes the guards three minutes to drop the portcullis, dispel magical lock spell, remove the bar, affix the chains, and winch open the door. They explain that they will not open the door if they hear any kind of dis-





## SEVEN STRONGHOLDS

turbance, like a monster attack, on the other side. Adventurers enter the underworld at their own risk, and the gnomes will not endanger Barrows security in order to aid them.

On no condition will guards pass through the doorway to fight anything on the other side. On rare occasions, a party of Sharpshades might enter the underworld to launch an offensive, but even in this case the regular guards remain behind.

When a monster or enemy gets through the door into the area bounded by the portcullis, the guards try to slay it with missile weapons. By hitting a pedal near the southern winch, they can cause a second steel door to drop down from the ceiling. It lands at the line indicated on the map. The wall has murder holes through

which the gnomes can fire bows or crossbows, while enjoying nine-tenths cover.

The steel door is 3 inches thick, has a Break DC of 30, a Hardness of 12, and 100 hp.

If invaders get past the portcullis, the gnomes don't wait for them to bust through the steel wall. They retreat through the southern door, running to the secret door, and from there to the sloping corridor. From this corridor, they can run up to the chamber they call Thundering Hall, on the upper level, to man the next stage of defense.





## THE BARROWS

### SECRET DOOR/SLOPING CORRIDOR

#### FALLING BLOCK TRAP (CR 5)

The secret door leading to the sloping corridor is disguised on the south side only; it requires a Search roll DC 30 to find the door from the disguised side. The last guard running through it can pull a lever activating a falling block trap that strikes the next person to open the door from the south side. The trap can be easily deactivated from the north side by anyone familiar with it.

Attack melee +15 (6d6); Search (DC 25) to notice; Disable Device (DC 30)

Those going through the secret door find themselves in a narrow corridor gradually sloping upwards to take its users to the Thundering Hall on the upper level without having to slow down for stairs. It is used when monsters get past Hell's Gate.

### THE GAUNTLET

To travel between the support areas of the Barrows and Hell's Gate, the Sharpshades use the Gauntlet — a series of trapped rooms connected to the sloping corridor via a secret door.

It takes a Search DC 35 to find the secret door from the sloping corridor.

#### ELECTRIC SHOCK TRAPS (CR 6)

All of the doors in the Gauntlet are locked (Open Locks DC 30), and also trapped; by using the keys, the Sharpshades ignore these traps as a matter of course.

Electric shock triggered by Open Lock or bash attempt (5d6 damage); Search (DC 30) to notice; Disable Device (DC 30)

#### CRUSHING CEILING TRAPS (CR 7)

Crushing ceiling traps prime themselves if any of the electric shock traps are triggered. Otherwise, they remain inactive, so the Sharpshades can blithely cross through without having to worry about them.

Crushing ceiling triggered by entry after previous traps go off (8d6 damage); Search (DC 30) to notice; Disable Device (DC 30)

### STAIRCASE ROOM

This chamber contains a metal spiral staircase providing the main point of connection between upper and lower levels, but it is trapped.

#### STAIRCASE GLYPH TRAP (CR 3)

*Glyphs of warding* (blast glyph, 3d8 damage) have been placed at the top and bottom of the stairs. The top one goes off if any creature comes up the stairs; the bottom one affects creatures heading downwards. In either case, saying the password exempts you from the blast; all of the Sharpshades know the password.

The glyphs cannot be affected or bypassed by physical or magical probing, though they can be dispelled. A Spellcraft check DC 13 identifies a *glyph of warding*.

No attack roll, electricity blast targets everyone on the staircase (3d6); Reflex save DC 20 for half damage; Search by a rogue (DC 28); Disable Device by a rogue (DC 28)

Adventurers who've paid to go through Hell's Gate are always escorted by Sharpshades who say the password, thus preventing unseemly explosions.

### THE DEATH ROOM

Creatures from the underworld usually make their way from Hell's Gate straight down the main corridor to the chamber affectionately called the Death Room. Unlike many of the surrounding chambers, the Death Room's ceiling is high: about forty feet above floor level. This allows gnomes up in the Thundering Hall (see page 16) to drop things on its inhabitants from a position of relative safety.

Even if the Thundering Hall is free of gnomes dropping huge rocks, the Death Room is still dangerous. Seventeen spiked pit traps await the unwary; when conducting friendly adventurers to the Hell's Gate, the gnomes carefully guide them around the pit traps in this room.

#### SPIKED PIT TRAP (CR 6)

The floor of the Death Room has seventeen pits dug into its floor, with spikes planted in the bottom of each one to make short work of the unwary. Each pit is a 60-foot drop to its bottom.

Unless invading or sneaking around the complex, PCs face no risk from the pits, and get no XP for being taken past them.

No attack roll required (10d6) plus melee +10 (1d4 spike hits for 1d4+5 damage per hit); Reflex save to avoid (DC 20); Search (DC 20) to notice; Disable Device (DC 25)



## QUICK & DIRTY TRAP GENERATOR

To make up a trap on the fly, roll on the following charts and assign the skill checks listed below.

Each trap requires a DC 25 Search check to spot, can be avoided on a DC 20 Reflex save, and can be knocked out with a DC 20 Disable Device check.

### ROLL 1D6 TYPE OF DAMAGE

1	Fire Blast
2	Cold Blast
3	Electricity
4	Acid Spray
5	Shower of Darts/Needles
6	Spear or Scythe

### ROLL 1D8

### TRAP DAMAGE

1	1d4
2	1d6
3	2d6
4	3d6
5	4d6
6	5d6
7	6d6
8	9d6

Remember that Challenge Ratings are based on the damage dealt; assign +1 CR for every 2d6 points of damage the trap deals.

An undisguised stone door stands at two o'clock. There are secret doors at three o'clock, five o'clock, and nine o'clock.

All of the secret doors in this room levy Search DCs of 25.

Three and five o'clock lead to Murder Alley — the twisting corridors for which the Barrows is famous. The door at nine o'clock, however, is a trap.

### FIREBALLED DOOR TRAP (CR 6)

The nine o'clock door leads nowhere, except to a *fireball*. It's triggered when the door is opened.

*Fireball* spell cast at 5<sup>th</sup> level directly from doorway (5d6 damage); Search (DC 26) to notice; Disable Device (DC 25)

### MURDER ALLEY

This dead end maze of corridors is designed to confuse, exhaust, and demoralize any invaders who survive the death room. It seems as if a variety of rooms open up from it, but most of them are just trapped doors that go nowhere. Any door that appears on the map but has nothing behind it is trapped. If you ever need to determine the nature of a trap, use the random charts given in the insert above.

All of the doors out of Murder Alley are secret, and take a Search DC 20 to find.

The corridors are narrow (six feet across) but the ceilings are twenty feet high. The ceiling is not solid, but an iron mesh. The Sharpspades use it to attack from above (see "The Mesh Room," page 17).

If there are gnomes up above in the Mesh Room, magically altered sunrods hanging from its ceiling will shine through the mesh to illuminate the corridors of Murder Alley. The mesh casts shadows on creatures below, creating a cross-hatched lighting effect.

## UPPER LEVEL

### THUNDERING HALL

When creatures from the underworld break through Hell's Gate into the Death Room, the guards retreat to Thundering Hall for the next attack. This chamber allows the defenders to rain death down on invaders who've rushed into the identically-shaped chamber on the lower level, which the gnomes have charmingly termed the Death Room (page 15). From a dozen trap doors, the gnomes can drop big chunks of rock down on the occupants of the room below.

Rock chunks do 3d6 damage, and use the gnomes' usual missile attack bonuses.

They also have on hand two dozen flasks of acid (1d6 damage to target and 1 point of splash damage to all creatures within 5 feet of its impact) and a dozen flasks of alchemist's fire (same damage as acid), just in case any of the creatures are impervious to impact damage.

Although they're unlikely to run out of rock chunks, trap door users can use normal missiles if they wish. Spellcasters can cast spells down through open trap doors. You can get nine-tenths cover by crouching



## THE BARROWS

down and pulling the trap door up in front of you. Characters who are for some reason unable to situate the door between themselves and the hole still gain half cover. The ceiling of this chamber is only five feet high.

There is one rope ladder for every trap door, should the gnomes decide to jump down into the Death Room to finish off its inhabitants the old-fashioned way.

### THE MESH ROOM

This gigantic, irregularly shaped chamber is used to attack enemies trapped below in Murder Alley (page 16). Its walls and ceiling are made of concrete. The flooring is made up of criss-crossing iron strips, forming a mesh across which the gnomes can walk or run. The mesh is wide enough that they can fire arrows or bolts down into Murder Alley, directly below.

Most of the Sharpspades have learned a feat allowing them to accurately fire through the mesh (see sidebar). To characters with this feat, opponents on the other side of the mesh have only one-quarters cover. For anyone else, the target enjoys the benefits of one-half cover.

Situated around the room are six ingenious gnomish contraptions designed to keep burning oil ready at a moment's notice. These wheeled devices suspend a steel bucket, containing oil, over a coal fire. Sharpspades guards keep the fires stoked at all times. When needed, the contraption can be wheeled across the mesh. The bucket is set on a pivot, so that it can be easily dumped over. The gnome using the device stands behind it, so that it shields him from back-splash as the oil hits the mesh and then pours down into Murder Alley, below.



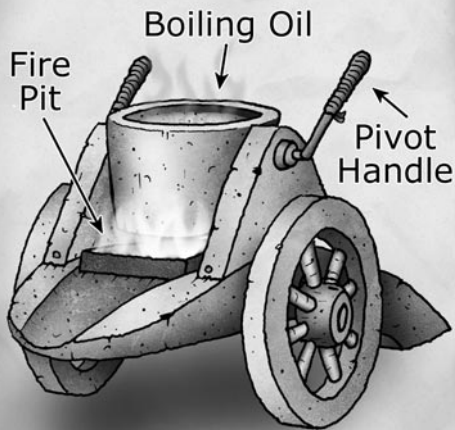
## NEW FEAT: CRISP SHOT [GENERAL]

In missile combat against foes hiding behind cover, you expertly shoot past barriers protecting the target.

**Prerequisite:** Point Blank Shot

**Benefit:** When firing at a foe who enjoys less-than-total cover, his degree of cover is considered one step worse than it really is: you treat nine-tenths cover as three-quarters, three-quarters as one-half, and so on. One-quarter cover is treated as no cover at all.

## BOILING OIL TRAP



## BOILING OIL THROUGH MESH TRAP (CR 3)

When poured through the metal mesh into Murder Alley, a rain of boiling oil does 4d6 damage to every creature in the target grid square, and 1d6 splash damage to any creatures in any adjacent grid squares. The buckets can be moved at a rate of only 10 feet per round. No attack roll is necessary to hit the grid square in Murder Alley, which is directly below the bucket when it is overturned.

No attack roll (4d6 plus 1d6 splash damage); Reflex save (DC 20) halves damage; Search (DC 20); Disable Device not possible from Murder Alley, DC 15 from above in the Mesh Room.

The ceiling is six feet high. Altered sunrods (page 13) hang from the ceiling; when members of the Order are in the mesh room, it is fully lit. Murder Alley is illuminated by them, as well.

## ARMORY

The more standard route from the lower level of the Barrows to the ground level is through the staircase room up to a corridor opening onto the living areas of the bunker. The armory is the first room on this hallway. When not in use, the Sharpshades' weapons and armor pieces hang on racks that fill this chamber to the brim, with little room to navigate between them. Most of the armor pieces are breastplate armor sized for gnomes. Likewise, the vast majority of missile weapons are repeating crossbows, and most of the melee weapons are gnomish hammers. Still, there's a 10% chance that 1d4 examples of any other standard, mundane weapons or armor pieces suitable for gnome use can be found tucked away amid the usual gear. The room is kept unlocked, so that off-duty warriors can rush in and arm themselves during emergencies. Although a few minor pieces have been pilfered from time to time, it's never really been raided, and the Sharpshades do not think to heavily defend it against theft.

## BARRACKS

Each barrack room houses eight or nine rank-and-file Sharpshade warriors. At over twelve hundred square feet each, the rooms are fairly large. The warriors use self-supporting wooden screens to separate their living areas, affording each a good degree of privacy. They all have beds, wooden bed-stands, and lockers. Some may have small bookshelves, stand-up mirrors, wardrobes, or even bits of statuary. Each soldier's personal effects would be worth a total of about 200 gp, give or take. As gnomes come and go from the barracks all the time, petty thefts should be difficult here. The warriors do not leave their personal fortunes in the Barrows; most send their earnings back to their families, or entrust it to local financiers, who invest it for them.

## CRYPT OF HONOR

Stacked three deep in five piles are the stone sarcophagi of the order's past leaders. On top of the last pile is a stone coffin engraved with the name of the recently slain Arbothrote Tharthuria Kwenisdale. Fresh flowers still adorn his final resting place. Sharpshade warriors often come here in their spare time to pay their respects to their beloved leader. Guests are welcome to bow their heads in silent contemplation. If they're as loud, boisterous, or irreverent as the typical adventurer party, they'll earn shocked and horrified responses. Sufficiently rude behavior might get a group barred from the Barrows forever, and forbidden to ever use Hell's Gate.



## THE BARROWS

Quiet, respectful questions will elicit admiring stories about Arbothrote, who was known variously as Old Iron Guts, The Gleeeful Hammer, Jawbreaker, and God of Pain. A mourner may mistakenly voice his worries about Blimdidia measuring up to the old man's legacy. If pressed on this point, he or she will quickly backpedal, not wanting to air internal doubts with strangers present.

The doors are kept locked at night and require an Open Locks check DC 15.

Each of the corpses wears jewelry worth 1d6 x 200 gp apiece. Any character caught trying to rob these coffins will be regarded as a rank defiler of all that is holy. The Sharpspades are strict moralists, and won't think twice about summarily executing grave robbers.

### HALL OF TROPHIES

This room is higher than most in the complex, with twelve-foot ceilings. It's better finished, with slabs of polished pink marble lining the walls and floor. Blimdidia's specially altered sunrods hang from the ceiling, but are rigged to light up when anyone enters.

The room displays items commemorating the great past battles of the Indomitable Order. The six-foot skull of a four-eyed, snake-like creature hangs from chains attached to the ceiling. A dozen shields, all crudely painted with skulls, bloody daggers, and other emblems of violence and evil, hang on a rack. A scorched and broken crystal ball stands on a podium. The shimmering robe of an octopus-headed man stands on a wax model of its deceased former wearer. Along the south wall is a series of permanent magic mouths, which, when approached, recite the great deeds of the order's legendary past leaders.

This room is only occupied when visitors come to the complex. It is a highlight of any guest's visit. Guests will be accompanied by their Sharpspade hosts. They might be local burghers, visiting dignitaries, or kinfolk of rank-and-file Sharpspade warriors.

### GRAND OFFICER'S QUARTERS

Blimdidia dwells in this gigantic, lushly appointed set of apartments. Banners hang from the ceilings. Every available bit of expensive furniture is covered with trophies and mementos belonging to Blimdidia's late father, Arbothrote. His taste in décor leaned towards giant wall-mounted battleaxes and mammoth pieces of wooden furniture. Although Blimdidia hasn't had the heart to redecorate, and isn't much interested in superficial matters of appearance anyway, she apologizes for the look of the place whenever she receives visitors. She explains that everything belonged to her father, and she hasn't figured out what to replace it

with yet. She tears up a little whenever she talks about him.

Although many of the pieces of furniture are valuable, they aren't readily portable. If a group somehow managed to strip the room to the walls and cart everything away for resale, they might get as much as 10,000 gp for the contents.

To identify a valuable item amid the vast array of interesting-looking junk, a character must make a DC 20 Appraise check. An Appraise result of 30 or more singles out the most valuable items first; otherwise, the PC spots a random item (see list below).

If a PC tries to steal one of the things while Blimdidia or another Sharpspade is present, pit the character's Pick Pocket against the gnome's Spot.

There are a total of five pilferable items here:

- Arbothrote's leather-bound diary, 100 gp
- An ivory drinking horn, 400 gp
- A crystal orb, hand-painted with a scene of gnomes fighting giant snakes, 600 gp
- A pewter statue of a gnomish maiden, 1500 gp
- A lute once owned by the legendary bard Axion, 3000 gp

The doors to these quarters are kept locked when Blimdidia retires for the evening, and require an Open Lock check DC 20.

The entrance is also guarded day and night. Blimdidia will certainly be awakened by any struggle with the guards outside.

### GRAND OFFICER'S GUARD POST

Four Sharpspades stand duty here at all times. The guards serve for eight-hour shifts, with staggered shift changes. Their duties are largely ceremonial; no enemy has ever made it to the Grand Officer's Chambers since the terrible Night of Black Knives two hundred years ago, when Yanis "Unlucky" Cambrothniall met his colorful final demise. (This is the sort of picturesque Sharpspade trivia the guards are only too happy to share with chatting visitors.) Because this is a low-risk position, it is often assigned to older or recuperating warriors. They stand at attention when anyone passes, but may otherwise indulge themselves in games of dice, or send one of their number off to the pantry in pursuit of snacks. This mildly lackadaisical behavior is as close as any of the Sharpspades get to poor discipline.



## SEVEN STRONGHOLDS

### CONSORT'S QUARTERS

In this comparatively spacious chamber, Pichenchap "Mintspear" Wingine lives apart from his wife, Blimdidia. Pichenchap is a surgeon (medieval doctor) who operates out of one of the shops near the grand entrance. He's a sociable fellow; when not in his offices, he'll be in the mess hall, trading puns and riddles with other shop owners. Because he uses it only as a place to sleep, his room (formerly a storage hall) is mostly empty. The most notable feature is a big four-poster bed, draped in mauve silk. Visitors will also find a bedside table, a wash basin, and several rickety, mismatched chairs on which his very infrequent visitors might sit themselves.

### LIBRARY

The Barrows library used to be a small bookshelf containing a works of epic gnomish poetry and a selection of engineering manuals. Since becoming a wizard two decades ago, Blimdidia has amassed an enviable collection of texts. They include both tomes of arcane knowledge and books on the natural world. The Barrows library counts as well-stocked for spell research purposes. Blimdidia alone determines who may use it. She'll give free access to PCs who impress her as both honest and interested in intellectual pur-

suits. Characters who make an unfavorable impression on her can redeem themselves by performing some great heroic act that benefits the Indomitable Order.

Shelves and scroll racks are tightly packed in here. Blimdidia doesn't have it cleaned very often, because the warriors always seem to rearrange things when they try to get the place spic and span. A thick coat of dust consequently coats the books and shelves.

Large tables sit at the north side of the room, for the use of researchers. As Blimdidia is generally the sole user of the library, she's usually got the tables stacked with a huge mess of books, papers, and magical implements. She claims to know where everything is, but clearly works in a chaotic environment. She'll be displeased if visitors disturb her pile of junk, but, unless they do so, they'll have nowhere to work themselves.

She'd like nothing more than to have someone to talk to about her work. She's currently researching a magical version of the hot oil buckets used in the Mesh. She wants to create buckets that automatically recognize the presence of enemies below, zero in on them, and drop boiling oil. A PC hoping to ingratiate himself with the Sharpshooter leader could do worse than to join in on this eccentric project.

## THE BARROWS - GROUND LEVEL





## THE BARROWS

### MEETING HALL

Several dozen chunky, well-used oaken chairs sit around in this large room, which is deserted except for the weekly meetings in which Blimdidia confers with her men and doles out assignments. Colorful tapestries on the wall depict scenes of battle between doughty gnomes and slimy underworld denizens. Another panel shows the original construction of the Barrows, centuries ago. If stolen, each of the four tapestries here could be fenced for 500 gp. However, any honest curio dealer in the area would likely buy the items in order to return them to the order, after identifying the thieves.

### STORAGE

This room is stacked almost to the ceiling with bits of unused miscellanea, from obscure kitchen implements to boxes containing the personal effects of long-dead order members to splinter-laden chunks of planking. Although the Sharpspades would not take kindly to a group of adventurers treating themselves to a systematic rummage through it, there is little of value here. It would take sixteen hours to thoroughly search the stacks of ancient junk.

For each hour of searching, a character can find items worth 1d12 –4 gp, and must make a DC 20 Reflex save, or take 1d4 damage from assorted splinters, scrapes, and crushing damage from falling objects.

### LAUNDRY

Civilian day laborers toil here on alternate days, cleaning uniforms, bed sheets, and the personal finery of Sharpspade higher-ups. When the laundry is in operation, about a dozen townsfolk work here. They hate to be interrupted. They admire the Sharpspades as great heroes who keep their community safe, and look down on adventurers as dangerous riff-raff who might stupidly lure underworld monsters up to the surface to threaten their families. It should be very difficult to get information or cooperation from them.

The washing is done in a large inlaid pool, about two feet deep. The launderers work amid great heaps of clothing, both dirty and wet.

### LINEN STORAGE

Wooden cupboards and wardrobes store unused uniforms and bedclothes. Short-statured adventurers scheming to impersonate Sharpspades may be interested in this room, but otherwise it's hard to imagine the PCs having any reason to come here.

### GRAND CHAMPION'S QUARTERS

The egotistical but capable warrior Ramthoodle Kwenisdale (page 7) quarters himself here. Warrior

austerity is not for him; his bed is draped with colorful, expensive silks (500 gp in all, but very awkward to carry). Clay studies for busts portraying him line a long table; he is auditioning various local sculptors, trying to decide which one should get the honor of immortalizing him in marble. A capacious wardrobe houses a wide variety of finery, all at the very height of fashion. A dresser drawer contains various bottles of colored glass, all containing expensive colognes, hair treatments, and soothing incenses (300 gp in all, but fragile).

Ramthoodle keeps his room locked when he is not in it; it requires an Open Locks check DC 25.

The thick top of his wooden bedstead conceals a secret compartment in which he hides his journal; it takes a Search roll DC 20 to find.

Written on loose leaves of onion paper in painfully small printed dwarven script, his journal describes his daily efforts to live up to his supreme potential, and frets in detail over Blimdidia's perceived inadequacies. Ramthoodle would become violently upset were anyone, especially a disreputable outsider, to indicate a familiarity with his private writings.

### LANDERBY'S QUARTERS

#### LANDERBY'S PAINT TRAP (CR ○)

Landerby (pages 9-10) keeps his chamber door stoutly locked (Open Locks DC 30) and trapped with a device that sprays uninvited guests with a bright green, foul-smelling paint that remains on the skin for about a month.

Landerby may simply have green-faced victims of the trap barred from the complex, or might take more protracted and devious revenge against them.

No attack roll, triggered by any attempt to use Open Locks or otherwise force the door open; Spot (DC 30) to notice; Disable Device (DC 35)

His room is filled with books, only a few of which sit on their rightful places in his tall bookshelf. The rest are strewn all over. His walls are covered with maps of the underworld, many of them crudely drawn and covered with symbols whose meaning is known only to Landerby. Landerby does not entertain guests here, because he does not want to have to disturb his mountains of clutter. However, if the PCs ally with him, he may meet them in the mess hall to show them some of his maps.





## SEVEN STRONGHOLDS

A handful of the books are both rare and valuable (worth a total of 1000 gp), but it takes six hours of undisturbed sifting and a DC 20 Appraise check to sift them out.

### QUEGGONIA'S QUARTERS

Quegonnia (page 9) has decorated her quarters by hanging lengths of silk from the ceiling. They make a sort of maze; her visitors must part the silk banners to find her. They smell of perfume and exotic incenses. Her large four-poster bed is a valuable antique worth 5,000 gp, but would be all but impossible to smuggle out of the complex. An assortment of colored shells and polished crystals sit atop her bedside table; they are decorative but not especially valuable.

Quegonnia keeps her door locked at all times; it takes an Open Locks check DC 20 to open it.

### THRELFONA'S QUARTERS

The aged cleric Threlfoona lives austere, sleeping on a crude bed with no mattress. A shrine to the gods of the gnomish pantheon occupies most of the southern wall of his chamber; it is a shelf covered with whittled wooden statues of the deities. She made these herself and they are not valuable.

Although most Sharpspades are too intimidated by her to approach, Threlfoona is fond of saying that her door is open, day or night, and this is true: she never locks it.

### PANTRY

Sharpspade cooks store food here. Because the Barrows is located in a well-populated area with a thriving marketplace, the pantry stocks only a few staples, like flour, in mass amounts. The rest of the ingredients are bought fresh each day.

Gnomes are notorious midnight snackers, so the pantry is kept locked at night; it requires an Open Locks roll DC 20.

However, many of the warriors have, by stealthy means, secured copies of the keys. They might be willing to share these with equally hungry PCs, though it's hard to imagine what business they might have in the pantry at night.

### KITCHEN

This well-equipped kitchen prepares food for members of the Order, as well as for the resident shopkeepers,

and any visitors willing to pay a few silver pieces for a hearty meal. The chief cook is a civilian named Elbron "Thickstews" Varagaccio. He's a portly fellow who wants everyone around him to share in the joy of a good meal. He is happy to receive visitors, and cheerily insists that they taste a morsel of everything simmering in his bustling kitchen.

His chief assistant is his gloomy son-in-law, Oplothni "Hang Dog" Julivarian, who sullenly mopes about the kitchen resenting his lot in life. Although the players might conclude that his unpleasant attitude provides a clue to some conspiracy or secret plot, he's really just a sourpuss who hates to be told what to do, no matter how nicely.

### BREWERY

The Sharpspades drink huge quantities of ale every day. They're not drunkards, just normal members of a quasi-medieval society, in which ale is much cleaner, and thus safer, than water. Its alcohol content is lower than modern-day beer, and people are well-used to constant consumption. Thus there is no need to increase difficulties to rolls or to portray the inhabitants of the Barrows as drunken louts.

Under the command of its brewmaster, Zeps "Handsome" McAfeid, the brewery has expanded its production and now sells thousands of gallons of ale each week to area public houses. The Sharpspades brew is well-known for its mellow taste, and fetches premium prices at local taverns. The Order now makes a third as much from its brewery business as it does from the fees it collects from adventurers and the levies paid by townsfolk.

Day and night, members of the Order labor here over the brewery's copper cauldrons. When the brew is right, it is poured into an oaken cask, ready to be taken either to the pantry or to the loading dock.

Zeps McAfeid is a dark-haired gnome with black, burrished eyes. Although his chiselled features and deep voice flutter the hearts of many a female Sharpspade, Zeps maintains his celibacy. He says with apparent seriousness that his abstinence from romantic entanglements makes his ale better.

Zeps' latest project is to convince Blimdidia to expand his operation to include barrel-making. He argues that the brewery would be even more lucrative if he didn't have to buy casks from outside. Some members of the order oppose him, on the grounds that making barrels is not as prestigious as brewing ale. They neither want to learn the trade, or to allow large members of civilian tradesmen to live among them at the complex.

### LOADING DOCK

Brewery customers drive their carts up to this wooden platform, situated by a secondary entrance to the complex. It allows the Sharpspades to quickly offload casks of ale, or to take in empty barrels for later use.



## THE BARROWS

Although the workers are Sharpspades warriors themselves, the entrance is not otherwise guarded; no one has ever broken in here, and it is hard to imagine why anyone would attempt it.

### MESS HALL

Here the Sharpspades take their meals, sitting on benches at long tables. They are often joined by visitors and patrons of nearby shops. Each meal costs a handful of silvers. People in the local community know the Barrows as one of the best places to eat for miles around. There's no telling who the PCs might bump into here. The hall typically rings with the sound of laughter and conversation, but you won't find the rowdiness typical of most dining establishments. Despite the great quantities of ale the Sharpspades quaff, they behave with good decorum, by gnomish standards. Although they sometimes laugh and exchange good-natured, teasing insults, the sudden, senseless violence that generally accompanies heavy drinking is altogether absent here. The soldiers sharpen up quickly when danger rears its head, no matter how many belts they have under their belts.

Known troublemakers are not permitted past the grand entrance. Brawls just don't break out here. If the adventurers start a fight, no matter how friendly or innocent, they'll be treated like dangerous maniacs. They'll be asked to leave immediately.

Permit the characters a DC 15 Sense Motive check before they start anything of the sort; if successful, tell them they've just realized what a terrible gaffe they'd be committing. If they try to talk their way past their rank offense, the listening guards or officials gain a +5 bonus on their opposing Diplomacy checks.

During the day, a pair of guards stations itself near the mess hall's northern entrance, where they politely turn back any diners unaccompanied by members of the order. If anyone tries to rush past them, the guards will sound the alarm, and warriors will pour from the barracks in force, ready to repel a major assault.

### SMITHY

The Barrows smith is the round-faced Ludmika "Many Proverbs" Prelthorian. She repairs the order's damaged weapons and armor, and designs strange devices in her spare time. She is also frequently called upon to replace bits of the mesh (page 17). When not working in her smithy, she might be found in the library, assisting Blimdidia with her current research project. As her nickname suggests, she is a collector of wise sayings, which she drops into conversation as often as possible.

Ludmika is a gnome civilian, and has no influence on the order's affairs.

### INTERVIEW ROOM

In this room, officials of the order screen adventurers who wish to enter the underworld through the Barrows. They also interview applicants to the order. The room is decorated with embossed shields depicting great champions of the order's past. The workmanship is good if not exceptional, and each of the six shields would bring 250 gp if sold to a curio dealer. No honest, local dealer would accept these items, as their connection to the order is obvious.

The room's wooden furniture is plain and unadorned. Unusually for the Barrows, some of the chairs here are sized for humans and other medium-sized humanoids.

### SHOPS

The Barrows have become a major destination for curious townsfolk. To fund order operations, past Grand Officers allowed shopkeepers to move in to an annex just past the Grand Entrance. The rents they pay reduce the levies the Sharpspades must charge to local authorities. These shops are highly coveted, as they get plenty of traffic, and can be quite lucrative.

You'll excuse us for not giving complete inventories of each store; this is *Seven Strongholds*, not *Shopping Districts of the Outer Kingdoms*.

Unless noted differently, each shop is locked when closed (Open Locks DC 1d10+20), but not trapped.

Most vendors charge 120% of the standard price for items, and can be bargained down to 10% less than the standard price with a successful Bluff check versus the merchant's Sense Motive of +10, unless specified otherwise. Multiple checks must be made for multiple items purchased.

### APOTHECARY

From this shop Tamir Akorof, a dark-haired human with a colorfully exotic accent, dispenses medicines, salves, cures, elixirs, and the occasional healing potion. He is very anxious to appear friendly and helpful, so that customers will buy his wares.

Most of Tamir's stock is powerless folk medicine that he charges a few sp for, but he does have 1d4 potions of *cure light wounds*. There's also a 20% chance that he has a potion of *cure moderate wounds*.

### CHIRURGEON'S

The mundane healer Shagaizar Braza Nisk-Dain examines, diagnoses, and patches up his many patients, both Sharpspades and townsfolk, from this



dusty, gloomily-lit shop. Despite his aristocratic name, he's a folksy, quavery-voiced old gnome who's always ready to dispense homespun wisdom along with his stitches and leech treatments. Shagaizar has been in the Barrows since the shops open and knows the recent history of the Order inside out, including all the gossip. He favors Blimdidia and thinks Ramthoodle should stick to fighting and leave the politics to grown-ups.

Shagaizar has a Heal skill bonus of +10, including +2 for his healer's kit.

Shagaizar charges adventurers 50 gp for first aid, to treat poison, or to treat disease, and 20 gp per day for long-term care; his prices for locals are about 1/10th what he charges gold-laden adventurers.

Sure, Shagaizar's prices are high, but adventurers who have just been mauled by the denizens of the underworld are usually not in a position to argue, especially as he charges them after services are rendered, and has the Sharpspades to exact payment if necessary.

## WEAPONS

Any standard weapon, shield, or armor piece you feel comfortable making available to the adventurers can be purchased from Hilleyn Gambolgui Khuleru, a crusty ex-warrior who has retired from the Order but still craves a connection to the ways of sword and steel. Although his prices are high, he'll knock down his rates (to normal prices, but not lower) for adventurers willing to share their war stories of monster slaying and treasure hunting. By listening to hundreds of these stories, he's learned a great deal about the underworld. Adventurers entering the shop may find Hilleyn chatting with his friend Landerby (pages 9-10), who's always hoping to add to his store of knowledge about the realms below.

## BAKERY

Clouds of flour waft perpetually from the doorway of this bakery, run by Leopodir Ingaspo Nickert, a bearded, hairy-chested, somewhat taciturn





## THE BARROWS

gnome whose loaves of bread feed not only the hungry members of the Order, but also visitors to the complex. An austere fellow with a stringent view of life, Leopodir views the baking of sweets as a self-indulgent diversion from the true path. Only grudgingly does he provide pastries and candies, and then only for visitors' children. Adults who desire such fripperies receive a haughty lecture or silent stare, depending on how talkative Leopodir feels at the time.

The severe baker keeps mostly to himself, but is sometimes seen exchanging complaints about the decreasing standards of the modern world with the equally gloomy Bladatzya, proprietress of the gear and tackle shop (below).

### GEAR AND TACKLE

This store features miscellaneous items, from lanterns to ladders, of interest to the adventurers and explorers who use the Barrows as an entry point to the underworld; pretty much any standard adventuring gear is available. Though she's a cynical, even grumpy person, the Sharpspades feel great affection for the proprietress, Bladatzya Garitz Gorran. She's the widow of a well-loved old Sharpspades veteran, who died several years ago when Octopus Men stormed Hell's Gate.

### MEMORABILIA

The Barrows is a famous place, and visitors often want momentos of their journey here. Here they can buy commemorative items bearing the seal of the Indomitable Order. These include clay lamps, medallions, belt buckles, plaques, and wall hangings. These items are very popular with the everyday citizens who come to visit the complex on a day's outing, and only cost a few silver coins. They can be found on the shelves of humble folk throughout the area. The shop also sells an array of pickles and preserves prepared by camp cook Elbron Varagaccio.

The shopkeeper is a cheerful, sunny-haired young gnome named Vassia Domar Ruiiri. She's engaged to a young Sharpspades warrior and happily regales anyone who approaches with the fine details of her upcoming wedding ceremony.

### MAGIC

Crammed together on teetering shelves sit hundreds of lacquered wooden boxes containing the current inventory of the Barrow's magic item shop. Its proprietor, the low-voiced, big-nosed gnome Egoldis Audisla Luxemia, makes a lucrative living buying, selling, and trading magic items. Most of his acquisitions come from the various explorers who use the Barrows as a point of entry to the dungeons below. These same explorers serve as his main source of customers, too. He purchases at 75% of standard prices, sells at 120%, and trades at par for items he does not have in stock. (There is a 20% chance that an item offered to him in trade will be something he doesn't have in stock.)

Egoldis speaks in a funny-sounding voice and displays a goofy, eager-to-please manner. Although he is sometimes easily hoodwinked in other areas of life (for example, when friends in the Order play practical jokes on him), he's actually sharp as a tack when it comes to the buying and selling of arcane merchandise.

Egoldis' Appraise, Bluff, Diplomacy, and Sense Motive ratings are all at +18 bonus.

His goods are well-secured from theft. Only a third of the unmarked boxes actually have items in them; Egoldis' prodigious memory allows him to remember exactly where everything is, and helps him avoid the glyph traps that Threlfoona casts on his inventory for him.

### INVENTORY GLYPH TRAP (CR 3)

Every box has an 80% chance of being trapped with a 3d8 electricity blast from a *glyph of warding*. Good characters can touch the boxes without setting off the trap.

A *magic mouth* screams an alert whenever a blast goes off. The screaming alert brings the Sharpspades running to defend their complex from attack by thieves.

The glyphs cannot be affected or bypassed by physical or magical probing, though they can be dispelled. A Spellcraft check DC 13 identifies a *glyph of warding*.

No attack roll, electricity blast targets everyone within 5 ft. of the box (3d6); Reflex save DC 17 for half damage; Search by a rogue (DC 28); Disable Device by a rogue (DC 28)

If your PCs are notorious for trying to raid magic item shops, you may want to introduce further security measures. (One of the best ways to punish them for taking undue advantage is to have all of the magic shops in the area, including this one, close down until the thieves are caught.)


### CURIOS

The well-tanned, vaguely oily Volooma Ivars Valding-Blainst pounces eagerly on entrants to his curio shop, anxious to sell them one of the hundreds of antiques he's purchased from dungeon explorers. He leaves the enchanted items to Egoldis (above), concentrating instead on furnishings, carpets, paintings, sculptures, and other art objects.

Volooma's Appraise, Bluff, and Sense Motive ratings are all at +15.



## SEVEN STRONGHOLDS



If he senses that antiquities hunters are just passing through the area, he squeezes them as hard as he can, trying to pay the least possible fees for the best possible treasures; he'll offer 75% of standard value in this case. On the other hand, if he senses that a group intends to spend a good period of time delving in the underworld, he'll do his best to befriend them and offer them a fair price. He teaches them about the most desirable objects and encourages them to concentrate on finding them. (Right now, for example, local collectors are especially interested in ivory carvings, display-piece weaponry, and gems with insignia carved in them.) When he buys a desirable piece, he quizzes the seller thoroughly to learn where in the underworld it was found. He then instructs his favored dungeon-delvers to return to that spot in search of similar items. His friendliness with certain adventurer groups also proves useful when he gets robbed: he can send his well-armed buddies off to find and punish the miscreants.

Although always anxious to maximize his profits, Volooma is generally a gnome of good character. He sees nothing wrong with out-negotiating his business associates, but would never sanction theft or other acts of skullduggery. (It goes without saying that no one considers it theft to separate dungeon-dwelling creatures from their treasure hoards.)

### GRAND ENTRANCE

The Grand Entrance is a wedge-shaped piece cut into the Barrows' concrete bunker. It leads to a corridor lined with the businesses described above. It terminates in a T-junction providing access to the complex proper.

The entrance is lined with marbled columns chased in gilt and adorned with exquisitely-detailed wooden carvings, which are also covered in gold leaf. The carvings depict lesser figures of the gnomish pantheon. The columns along the east side of the entrance show the warrior heroes and godlings of gnomish myth suiting up for war. The western side of the entrance portrays the pantheon's gods of grain and grape engaged in chaste, well-clothed revelry.

Frescoes adorn the walls. On the wall marked (A) in the map on page 20, the mural depicts a battle between a dozen nameless Sharpspades and a multi-legged snake creature with a dog-like head. (B) shows the Order's founder, Kwelthorpe Danisman Volgustan, pointing prophetically off into the distance, as a group of similarly noble-looking gnomes gather around him. This image represents the moment when he decided to build the Barrows here. (C) depicts swarming work crews of diligent gnomes pouring the original concrete into a wooden frame. (D) portrays the entire corps of Sharpspades bidding Kwelthorpe a stone-faced goodbye at his funeral banquet; the mas-

sive corpse of a two-headed giant, presumably Kwelthorpe's slayer, lies in a corner.

At night the Grand Entrance is hung with lanterns covered in colored glass. Vendors of hot chestnuts, custards, and candies gather around it during holidays, when visitors are most likely to come here.

## SCENES

The most obvious use of the Barrows is as a means of entry into a subterranean network of your choice. To use it as written, make sure that the dungeon whose entrance it guards is extensive enough, and filled with sufficiently dangerous creatures, to warrant the effort involved in building and maintaining the complex. Here are some other ideas for involving PCs in the Barrows:

- If any PC enjoys a reputation for wizardly research, Blimdidia might want to swap methods or even to recruit the character to join one of her projects. Surrounded by hard-headed warrior types, she's always on the lookout for like-minded persons with whom she can share her real interests. After befriendng Blimdidia, the PC might then become aware of Ramthoodle's efforts to unseat her. Because she's uninterested in politics and reluctant to think ill of her cousin, Blimdidia remains blind to his machinations, perhaps leaving the PCs as her best defenders.
- On the other hand, Ramthoodle might make an effort to befriend a suitably aggressive warrior among the group, especially a PC gnome. Ramthoodle may also be interested in ingratiating himself to a talented rogue, thinking he might need an agent to perform a dirty trick or two down the line. In this case, he prefers a non-gnome, who he can easily disavow if things go wrong. In either case, Ramthoodle looks for ways to involve his favored PCs in his quest for power.
- As mentioned in the curio shop description, its proprietor, Volooma Ivars Valding-Blainst, sometimes hears of valuable antiquities down in the dungeons and encourages favored PC groups to go find them for him.
- Landerby also encourages explorations, but he wants maps and descriptions of previously-unexplored sections of the underworld.
- A disguised creature from the underworld might teleport to the surface world and begin an infiltration of the Barrows from its vulnerable topside entrances. It plans to recruit an adventurer band, establishing their credentials as honest explorers by sending them repeatedly down into the dungeon until they become a fixture in the complex.



## THE BARROWS

Then, when the moment is right, it will use them to attack the guards and throw open the floodgates for a massive invasion of the surface world. The impostor might try recruit a group of adventurers hostile to the PCs, so the characters can then discover their sinister plot.

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### ALTERNATE VERSIONS

By ignoring all but the western half of the upper level map, you're still left with a martial community in an underground complex. You can place these chambers in a dungeon level, or leave them in a bunker, dropping the whole business about fortifying a gateway to the underworld. Stick them anywhere, and use as needed.

The complex could be down deep in the underground itself. If so, drop the loading dock, the grand entrance, and the shops. The Sharpspades could be a beleaguered community of gnomes fighting against other dungeon inhabitants for territory. You might want to add more chambers for non-combatant members of the community, including spouses, children, and elderly dependents.

The Sharpspades could be swindlers, whose honest ancestors long ago cleared out all of the dungeon levels below. Now there's nothing at all down there more dangerous than a blind albino goldfish. They carefully maintain the illusion that the underworld is full to bursting with murderous creatures, who would quickly overwhelm the town were it not for the presence of the Indomitable Order. In this version, the Sharpspades naturally refuse to allow outside adventurers access to the dungeons. If anyone were to reveal that the lower levels are empty of menace, they'll lose their lucrative meal ticket. They patrol the area for previously unknown entrances, because anyone who sees inside the dungeons must be hunted down and killed. Naturally, the PCs stumble across just such an entrance ...

You could use the Barrows as is, but place the action after the conflict between Blimdidia and Ramthoodle has broken out into full-fledged conflict. Rebuffed by the council, Ramthoodle has convinced a hard core of supporters to depose his cousin and exile her from the Barrows. After a terrible battle, loyalist forces retreated, to plot their retaking of the complex. Maybe Blimdidia is with them, or perhaps Ramthoodle holds her hostage in her quarters, to guarantee the good behavior of her exiled supporters. The split could spill out into the politics of the city, with its burghers splitting into two factions, one advocating Blimdidia's return to her rightful position, and the other supporting Ramthoodle's apparently greater martial fervor.



## CHAPTER TWO

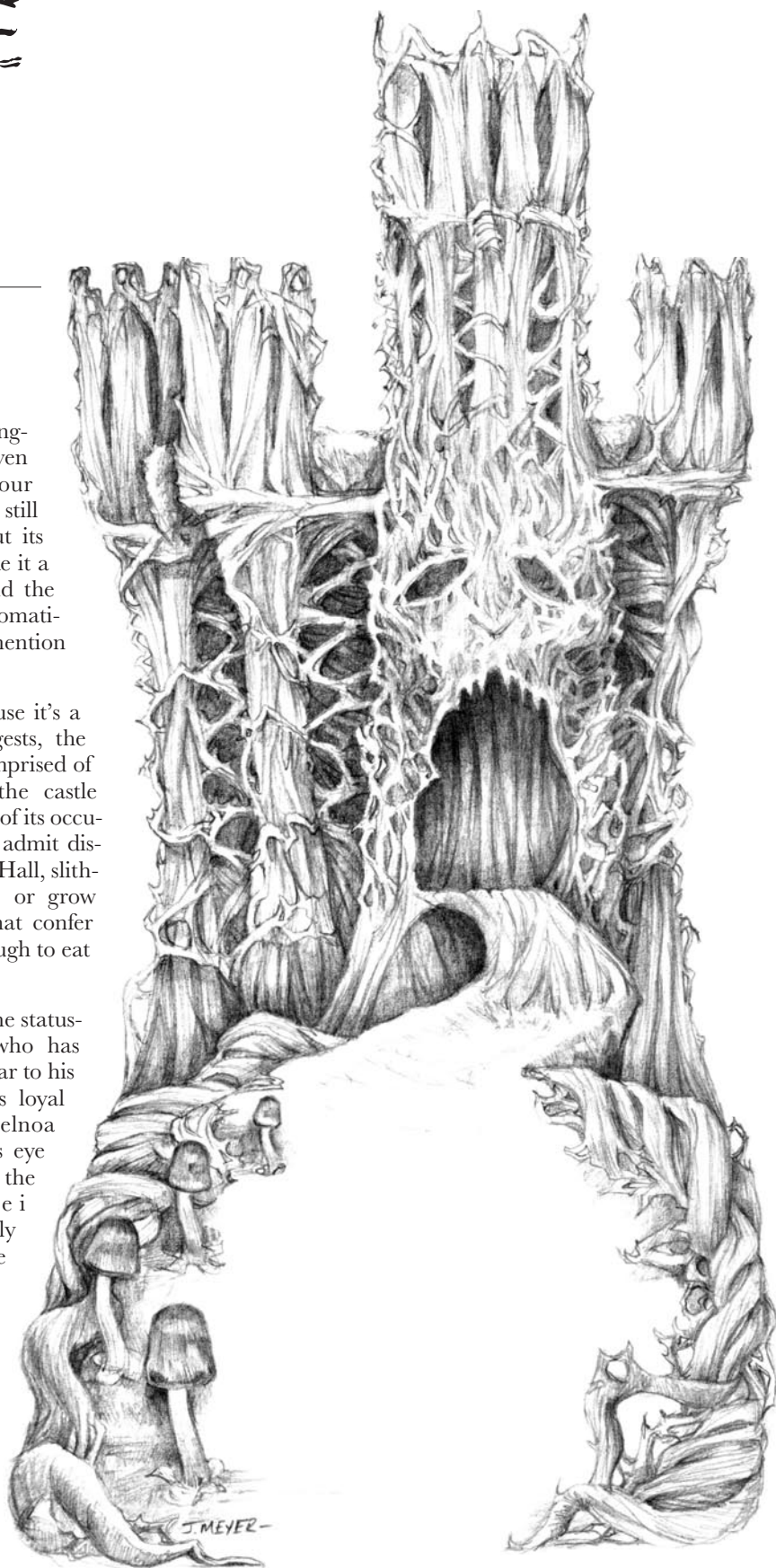
# CASTLE BRIAR

### AT A GLANCE

Castle Briar is a legendary stronghold from the early days of elven history. Depending on your requirements, it may or may not still maintain its strategic value. But its great role in saga and song make it a possession of great prestige, and the warlord who commands it automatically proves himself worthy of mention in the great annals.

The castle is also notable because it's a living thing. As its name suggests, the walls, floors, and ceiling are comprised of thorny briar vines. Further, the castle responds intuitively to the needs of its occupants. Its branches can part to admit distinguished guests into the Great Hall, slither forwards to seize intruders, or grow weird and intoxicating fruits that confer magical gifts on those lucky enough to eat them.

The castle's current warlord is the status-conscious Gwairin Enderan, who has toiled mightily to add Castle Briar to his domains. With the help of his loyal adviser, the kindly Belnoa Malphelirel, he keeps a jealous eye on rivals. One such rival may be the up-and-coming Serei Witherence, who has recently won several great battles for the glory and protection of the elven people.





## LORD G'WAIRIN ENDERAN

### 3rd-Level Elf Fighter/2nd-Level Ranger/2nd-Level Cleric

CR 7; SZ M (humanoid); HD 3d10+3 + 2d10+2 + 2d8+2; hp 51; Init +4 (Dex); Spd 30 ft.; AC 21 (+4 chain shirt, +4 Dex, +3 *ring of protection*); Atk melee +11/+6 (1d8+2/crit 19-20/x2, longsword), or ranged +10/+5 (1d8/crit x3, composite longbow); Face 5 ft. x 5 ft.; Reach 5 ft.; SA Spells, Turn Undead; SQ Elven Traits, Favored Enemy, Spontaneous Casting; AL NG; SV Fort +10, Ref +5, Will +4; Str 15, Dex 19, Con 12, Int 11, Wis 10, Cha 19

**Skills:** Craft (bowmaking), +1 Diplomacy +7, Handle Animal +5, Ride +6, Sense Motive +1

**Feats:** Dodge, Weapon Finesse (longsword), Weapon Focus (longsword), Mobility, Spring Attack, Track

**Elven Traits (Ex):** Elves are immune to magic *sleep* spells and effects, have a +2 racial bonus to Will saves against enchantment spells or effects, have Low-light Vision that lets them see twice as far as a human in starlight, moonlight, or torchlight, and an elf who merely passes within five feet of a secret or concealed door is entitled to a Search check as though actively looking for it.

**Favored Enemy:** Enderan gains a +1 bonus to Bluff, Listen, Sense Motive, Spot, and Wilderness Lore checks when using them against orcs. He gets the same bonus to weapon damage rolls against creatures of this type.

**Spontaneous Casting:** Good clerics can “lose” a prepared spell (other than domain spells) in order to cast any cure spell of the same level or lower.

**Turn Undead:** Enderan may attempt to Turn Undead seven times per day.

**Spells:** (4) Enderan worships the primary elven god of magic and the arts; his domains are Protection and War. Enderan has the following spells prepared:

0 Level — *cure minor wounds* x2, *detect magic*, *detect poison*

## PLACEMENT

First, decide whether you want Castle Briar to be an active fortress still engaged in defense against the enemies of elvenkind, or an out-of-the-way installation of purely symbolic significance.

In the first case, situate it on an important frontier where an elven nation must defend itself against an enemy. Depending on your campaign, that enemy might be an orcish horde (like the one described in “Steelface Point,” page 80), a nation of dark elves, or a throng of wraiths and other supernatural horrors.

In the second case, put Castle Briar in an isolated but beautiful corner of the world. Though this area may still be inhabited by elves, it could just be an uninhabited stretch of sylvan glades, untouched forests, and crystal-clear waterfalls. To heighten its mystery, you could choose to say that this area is no longer wholly of the material world. It is slowly retreating into the land of myth and memory, and thus can only be reached at certain times, or under particular conditions. For example, the PCs might have to ride through a fog-enshrouded valley, perhaps performing ritual tasks or answering questions from mysterious guardians, before they can make their way to it. After their initial visit, they may find that the route they followed has disappeared, barring their return.

## CHARACTERS

### A NOTE ON ELVEN POLITICS

To avoid conflicting with elements of your established campaign, we’ve tried not to be too specific about the way in which the elves govern themselves. We describe G’wairin Enderan as a warlord, and imply that his success or failure on the battlefield determines whether or not he gets to hold on to his position of authority at Castle Briar. You may want to substitute some other title for “warlord,” and some other set of duties that determine how long he holds his post. Also left unspecified is the nature of the authority he must answer to. Is it an elven queen or a general? An elected body, or a council of nobles? Perhaps even the divine favor of a goddess? You know how elvish society works in your campaign, and can adjust the facts here to fit a situation where Enderan must answer to whichever power you prefer.

## LORD G'WAIRIN ENDERAN

### Status-Hungry Warlord

*“I have earned my position here, and will continue to earn it.”*

Even as a lad, G’wairin Enderan was regarded as an unusually humorless elf. During his adolescence, when most elves explore the world and try out various possibilities, he unswervingly fixed his sights on a single goal: recognition as a great warlord. Those around him found his manner tactless and his enthusiasm for



war unseemly. But they had to admire his courage when he traveled far and wide to places where elven holdings were threatened by enemies, and proved his valor against them, time and time again. Eventually elven leaders admitted that Enderan deserved the honor of command at Castle Briar, even though he holds his fork the wrong way and spoils conversations with his incessant talk of bloodshed and enemies.

Enderan feels that he fully deserves the honor he has received, but is thin-skinned and quick to verbally assault anyone who seems to question his accomplishments.

Enderan glumly acknowledges, at least to himself, that he has trouble making and sustaining friendships. He will try to befriend visitors to the castle, especially if they are warriors of great accomplishment. But he is a snob and values the company of elves, especially high-ranking ones, over non-elves of equal or greater merit.

As an ambitious man himself, he sees only too well that the elven commander Serei Witherhence means to eclipse him. He will not resort to treachery to see her undone, though. He remains confident that she'll slip up on her own. Even more importantly, he values his own righteousness too highly to ever act in an unbecoming or underhanded manner.

He trusts and admires Belnoa Malphelirel, recognizing that the older woman's calm and wisdom provide a necessary balance to his fiery temper and harsh judgments.

Enderan still regards his new wife, Athsil Eriothlorn, with distant awe. Some titter that he values her chiefly for her beauty and social standing. Though this might be true, his devotion to her is unstinting. He respects her reserved nature and allows her the privacy she demands, as many other husbands would not.

His newborn twins mean everything to him; now he measures all of his actions in terms of the legacy he will leave to them. If anything ever happened to them, he would go to the ends of the earth — and beyond — to destroy those responsible.

Enderan is pale-skinned and dark-eyed, with long, silky black hair, which he piles up into a top-knot on battle days. He strides through his castle with exaggeratedly perfect posture, his head constantly turning, always alert to signs of laxity or disrespect.

## BELNOA MALPHELIREL

### Kindly Adviser

*"Please, let us sit, and sup sweet wine, and dispel this unfortunate misunderstanding."*

Once, as a paladin of the elven god of martial virtue, Belnoa hewed and hacked her way through throngs of enemies and evildoers. However, as her hair whitened

## CLOVIS

### Heavy Warhorse

CR 3; SZ L (magical beast); HD 6; hp 45; Init +1 (Dex); Spd 50 ft.; AC 18 (−1 size, +1 Dex, +8 natural); Atk melee +9/+4 (1d6+4 each/crit 20/x2, 2 hooves), melee +4 (1d4+2/crit 20/x2, bite); Face 5 ft. x 10 ft.; Reach 5 ft.; SQ Empathic Link, Improved Evasion, Scent, Share Saving Throws, Share Spells; AL N; SV Fort +8, Ref +4, Will +3; Str 19, Dex 13, Con 17, Int 6, Wis 13, Cha 6

**Skills:** Listen +7, Spot +7

**Empathic Link:** Belnoa and Clovis can communicate telepathically up to a distance of one mile.

**Improved Evasion (Ex):** If Clovis is subject to an attack that allows a Reflex save for half damage, he takes no damage on a success and half damage on a failure.

**Scent (Ex):** Clovis can detect opponents within thirty feet by his sense of smell. If Clovis moves within five feet of the source of a smell, he can pinpoint its source.

**Share Saving Throws:** Clovis uses his own base save or Belnoa's, whichever is higher.

**Share Spells:** Any spell Belnoa casts on herself may also affect Clovis if he is within five feet. Belnoa can also cast spells with a target of "You" on Clovis instead of herself.

and her joints began to complain of age, her attitudes softened. She learned to temper ferocity with mercy, and certitude with curiosity. Eventually she set down her sword and shield for a life of quiet contemplation. Occasionally the elven leadership called on her for advice, and she became known at court as a source of good counsel.

When Enderan was granted the lordship of Castle Briar, the elven authorities assigned Malphelirel, who he had not previously met, to serve as his chief adviser. They clearly hoped she could moderate his rash and impolitic nature. Although reluctant at first to re-enter the realm of worldly concerns, Malphelirel soon warmed to her post. She became fond of Enderan, in whom she sees her earlier, heedless self. And she finds in the castle itself an environment of calm and solace.

Malphelirel has no real rivals at the castle. She believes she'll eventually be able to soften Serei Witherhence's craving for power. Although she finds the new lady of the fort cold and distant, Malphelirel sees no reason why the two of them should find themselves at odds with one another.

A good judge of character, she will see through the intentions of selfish PCs and warmly embrace heroic ones.



## BELNOA MALPHELIREL

### 6<sup>th</sup>-Level Elf Paladin

CR 6; SZ M (humanoid); HD 6d10; hp 40; Init +3 (Dex); Spd 30 ft.; AC 16 (+3 Dex, +3 *ring of protection*); Atk melee +6/+1 (2d6/crit 19-20/x2, greatsword), or ranged +9/+4 (1d8/crit x3, composite longbow); Face 5 ft. x 5 ft.; Reach 5 ft.; SA Smite Evil, Spells, Turn Undead; SQ Detect Evil, Divine Grace, Divine Health, Elven Traits, Lay on Hands, Remove Disease, Special Mount; AL LG; SV Fort +11, Ref +9, Will +9; Str 10, Dex 17, Con 10, Int 10, Wis 16, Cha 18

**Skills:** Concentration +1, Craft (calligraphy) +1, Diplomacy +9, Heal +8, Knowledge (religion) +2, Profession (guide) +5

**Feats:** Alertness, Endurance, Great Fortitude

**Aura of Courage (Su):** Belnoa is immune to fear, and allies within ten feet of her gain a +4 morale bonus to saves against fear effects.

**Detect Evil (Sp):** At will, Belnoa can *detect evil*, as the spell.

**Divine Grace:** Belnoa applies a bonus of +4 to all saving throws.

**Divine Health:** Belnoa is immune to all diseases, including magical diseases.

**Elven Traits (Ex):** Elves are immune to magic *sleep* spells and effects, have a +2 racial bonus to Will saves against enchantment spells or effects, have Low-light Vision that lets them see twice as far as a human in starlight, moon-

light, or torchlight, and an elf who merely passes within five feet of a secret or concealed door is entitled to a Search check as though actively looking for it.

**Lay on Hands (Sp):** Belnoa can heal 48 points of damage by touch as a standard action. The paladin can cure himself or may choose to divide his curing among multiple recipients, and she doesn't have to use it all at once. Alternatively, the paladin can use any or all of these points to deal damage to undead creatures like a touch spell. The paladin decides how many cure points to use as damage after successfully touching the undead creature.

**Remove Disease (Sp):** Belnoa can *remove disease* as the spell, 2 times per week.

**Smite Evil (Su):** Once per day, Belnoa can Smite Evil with a +4 bonus to her attack roll, and deals six extra points of damage. If she accidentally smites a creature that is not evil, the smite has no effect but it is still used up for that day.

**Special Mount:** Belnoa keeps a heavy warhorse named Clovis to help her in her crusade against evil (see insert for stats).

**Turn Undead:** Belnoa can Turn Undead seven times per day. She Turns Undead as a cleric of 4th level would.

**Spells:** (2) A paladin has access to any spell on the Paladin Spell List and can freely choose which to prepare. Starting at 4th level, a paladin's caster level is one-half his or her class level. Belnoa has prepared the following spells:

1<sup>st</sup> Level — *cure light wounds* x2

## SEREI WITHERHENCE

### Ambitious Commander

*"When I run this place, things will be much different."*

Serei Witherhence is an attractive, but by no means stunningly beautiful, elven woman with rounded features, almond eyes, and straw-colored hair. She adorns herself with flowers and perfume and carries herself as if she is the most seductive creature on the face of the earth. However, she is capable of switching personae in the merest of instants, transforming herself from a sophisticated elven courtier into a sword-swinging, battle-bellowing avatar of death and bloodshed.

She admires Enderan but sees no reason to conceal her desire to displace him. Though he is a mighty warrior, she is certain of her superiority to him — and to anyone else she has ever met, for that matter. Witherhence is used to snubs, suspicious glances, and foolish jokes made at her expense. She understands that others must be jealous of her looks, her skill, and her obvious destiny as possessor of Castle Briar — possibly even as the elven queen.

Witherhence has arranged for herself to be stationed here as inspiration. She wants to breathe in the scents and pollens of the castle, and to acclimate it to her inevitable lordship over it. She wishes the soldiers to know her, and to anticipate her final victory. She is not actively scheming against Enderan, just making it clear that she will go off to war, vanquish the elves' foes, and earn the right to take his place.

She thinks of Belnoa as a potentially useful ally, and believes the older woman will eventually admit she's better suited to the job than Enderan. She dislikes Lady Eriothlorn, who openly mocks her. In response, Witherhence barely acknowledges her presence.

Not the most perceptive elf in the world, at least where her own ego is concerned, Witherhence will eagerly embrace any visiting elven PCs who seem to acknowledge her might and general wondrousness. She treats non-elves, and elves who disagree with her, as if they are invisible.



## SEREI WITHERHENCE

### 6<sup>th</sup>-Level Elf Fighter

CR 6; SZ M (humanoid); HD 6d10; hp 40; Init +4 (Dex); Spd 20 ft.; AC 20 (+4 Dex, +4 chain shirt, +2 *ring of protection*); Atk melee +8/+3 (2d6+3/crit 19-20/x2, greatsword), or ranged +11/+6 (1d8/crit x3, composite longbow); Face 5 ft. x 5 ft.; Reach 5 ft.; SQ Elven Traits; AL LG; SV Fort +5, Ref +6, Will +2; Str 13, Dex 18, Con 11, Int 12, Wis 11, Cha 12

**Skills:** Craft (bowmaking) +6 Climb +3, Intimidate +2, Jump +3, Ride +9, Swim -4

**Feats:** Cleave, Weapon Focus (greatsword), Weapon Focus (composite longbow), Great Cleave, Power Attack, Weapon Specialization (greatsword), Weapon Specialization (composite longbow)

**Elven Traits (Ex):** Elves are immune to magic *sleep* spells and effects, have a +2 racial bonus to Will saves against enchantment spells or effects, have Low-light Vision that lets them see twice as far as a human in starlight, moonlight, or torchlight, and an elf who merely passes within five feet of a secret or concealed door is entitled to a Search check as though actively looking for it.

## LADY ATHSIL ERIOTHLORN

### Enderan's New Bride

*"I shall be in my chambers."*

Athsil Eriothlorn springs from one of the most noteworthy bloodlines in elven history. Her family traces its ancestry back to the elven gods themselves. From behind the curtains, they have influenced elven politics since time immemorial.

Like her forebears, Eriothlorn is almost cruelly beautiful, born with an aloof, commanding air that makes other elves instinctively want to please her. Yet the deference she's received since childhood has stunted her ability to relate to people around her. She expects others to do her bidding, and to keep their distance. Over the years, many suitors tentatively approached her, then backed off when they learned that her frosty manner concealed an equally chilly heart.

When it occurred to Enderan to propose marriage to her, Eriothlorn quickly agreed. She knows he loves her for the status she confers on him, and secretly mourns this fact. She has resigned herself to a life of reclusive loneliness. Even her newborn children seem odd and distant to her, although (or perhaps because) they both bear the aura of uncanny beauty that is her family legacy.

Aside from her husband, the only person she has really noticed at Castle Briar is ambitious young Serei Witherhence, who Eriothlorn regards as little more than an annoying, buzzing insect.





## LADY ATHSIL ERIOTHLORN

### 7th-Level Elf Aristocrat

CR 6; SZ M (humanoid); HD 7d8-14+3; hp 22; Init +1 (Dex); Spd 30 ft.; AC 11 (+1 Dex); Atk melee +5 (1d4/crit x2, dagger), or ranged +6 (1d8/crit 19-20/x2, light cross-bow); Face 5 ft. x 5 ft.; Reach 5 ft.; SQ Elven Traits; AL LG; SV Fort +0, Ref +3, Will +7; Str 11, Dex 12, Con 6, Int 10, Wis 11, Cha 19

**Skills:** Bluff +13, Diplomacy +14, Hide +1, Innuendo +2, Jump +2, Knowledge (arcana) +4, Listen +2, Move Silently +1, Ride +9, Search +2, Sense Motive +7, Spot +2

**Feats:** Iron Will, Skill Focus (ride), Toughness

**Elven Traits (Ex):** Elves are immune to magic *sleep* spells and effects, have a +2 racial bonus to Will saves against enchantment spells or effects, have Low-light Vision that lets them see twice as far as a human in starlight, moonlight, or torchlight, and an elf who merely passes within five feet of a secret or concealed door is entitled to a Search check as though actively looking for it.

## MAEADHE DUILIAI

### Lusty Nurse

*"How fare my little ones today?"*

Roly-poly and double-chinned, the boisterous nurse Maeadhe Duilial gives Eriothlorn's newborn children the attention and affection the lady herself cannot muster. Duilial's main concern is the welfare of the babes, but she is also always ready for a roll in the hay with pretty much anyone who could be vaguely described as male.

Think of an elven version of the nurse from Shakespeare's *Romeo and Juliet*, and you have Maeadhe Duilial.

## TYPICAL CASTLE BRIAR SOLDIER

### Loyal Champions

*"There's no better station than Castle Briar."*

In a wartime scenario, the soldiers of Castle Briar won coveted positions here proving their bravery and competence in battle. This site is central to all elves' sense of patriotism, and these stout-hearted men and women would sooner die than allow it to fall into enemy hands. Their loyalty to the castle, and whoever rightfully commands it, is absolute.

## MAEADHE DUILIAI

### 3rd-Level Elf Expert

CR 2; SZ M (humanoid); HD 3d6-3; hp 12; Init +3 (Dex); Spd 30 ft.; AC 13 (Dex); Atk melee +5 (1d3+3 subdual, fist), or ranged +5 (1d3+3, rock); Face 5 ft. x 5 ft.; Reach 5 ft.; SQ Elven Traits; AL LG; SV Fort +0, Ref +4, Will +7; Str 17, Dex 17, Con 9, Int 15, Wis 14, Cha 13

**Skills:** Alchemy +4, Diplomacy +6, Gather Information +7, Heal +8, Hide +4, Listen +4, Profession (apothecary) +3, Profession (herbalist) +5, Profession (nurse) +8, Ride +9, Search +5, Sense Motive +8, Spot +4

**Feats:** Iron Will, Toughness

**Elven Traits (Ex):** Elves are immune to magic *sleep* spells and effects, have a +2 racial bonus to Will saves against enchantment spells or effects, have Low-light Vision that lets them see twice as far as a human in starlight, moonlight, or torchlight, and an elf who merely passes within five feet of a secret or concealed door is entitled to a Search check as though actively looking for it.

## TYPICAL CASTLE BRIAR SOLDIER

### 1st-Level Elf Ranger/2nd-Level Fighter

CR 3; SZ M (humanoid); HD 1d10 + 2d10; hp 22; Init +2 (Dex); Spd 30 ft.; AC 18 (+2 Dex, +4 chain shirt, +2 large steel shield) Atk melee +5 (1d6/crit 19-20/x2, short sword), or ranged +5 (1d8/crit x3, composite longbow); Face 5 ft. x 5 ft.; Reach 5 ft.; SQ Elven Traits, Favored Enemy; AL LG; SV Fort +7, Ref +2, Will +0; Str 14, Dex 14, Con 10, Int 11, Wis 11, Cha 10

**Skills:** Climb +3, Handle Animal +1, Heal +2, Intuit Direction +1, Listen +4, Ride +6, Search +2, Spot +4, Wilderness Lore +1

**Feats:** Alertness, Ambidexterity\*, Blind-Fight, Dodge, Great Fortitude, Track, Two-Weapon Fighting\*

**Favored Enemy:** They typical Castle Briar soldier gains a +1 bonus to Bluff, Listen, Sense Motive, Spot, and Wilderness Lore checks against orcs. He gets the same bonus to weapon damage rolls against creatures of this type.

**Elven Traits (Ex):** Elves are immune to magic *sleep* spells and effects, have a +2 racial bonus to Will saves against enchantment spells or effects, have Low-light Vision that lets them see twice as far as a human in starlight, moonlight, or torchlight, and an elf who merely passes within five feet of a secret or concealed door is entitled to a Search check as though actively looking for it.

\*Asterisked feats are virtual; the character gets them for being a lightly-armored ranger.

## SEVEN STRONGHOLDS

If the castle is of mostly ceremonial interest, the soldiers are courtiers used to a life of luxury and frolic. However, they still remember tougher times, and are absolutely sure that they deserve the peace and prosperity destiny has bestowed upon them. While they seem frivolous and concerned mostly with petty games of oneupsmanship, they'll leap into battle with fury and determination if Castle Briar is suddenly threatened.

# THE INSTALLATION

## APPROACHING THE CASTLE

### BRIAR WALLS

The outer fortification consists of ten towers, each fifty feet high, connected by lengths of wall, each twenty-five feet high. Stairs connect each tower to the wall section next to it, so that a guardian can run from any one point on the parapets to any other point. Machicolated battlements run along the length of the walls and towers, providing openings from behind which defenders can fire with three-quarters cover. The structure is composed of living briar.

The briar walls that make up both the outer fortress structure and the tower keep are made of thick, woody intertwined branches that have grown from vines. While wooden walls might not seem the strongest possible fortification, the living briar offers advantages over ordinary timber.

### NEW POISON: POISONED THORNS

The castle's thorns normally do 1d6 damage, but one in every four of the thorns also produces a natural poison that can be used as a more potent defense; when injured by a poisoned thorn, in addition to taking 1d6 damage the victim falls immediately asleep if he fails his Fortitude save. Victims of poisoned thorns remain asleep for 20 minutes minus a number of minutes equal to their levels, or for one minute, whichever is longer. The poison on a thorn becomes impotent 24 hours after it is plucked from its vine, and each thorn can only deliver one dose of the poison.

*Type:* Injury, Fort DC 20; *Initial Damage:* unconsciousness; *Secondary Damage:* 0; *Price:* 100 gp, but very rare except in certain locations, and doesn't transport well.

The exteriors have the standard hardness and hit point values of strong wooden walls: Hardness 5, 20 hp, break DC 23. However, sap running through the briar strengthens it against fire, from which it takes only half damage. Further, the walls can regenerate. The fortress walls can automatically heal a total of 50 points of damage per round. The keep can heal 30 points of damage per round. The briar acts instinctively to best defend itself, so if it's being damaged in multiple places, the GM chooses to allocate the available points of regeneration in a way that most frustrates its attackers.

In addition, wickedly sharp thorns — some as large as spearheads — cover the exterior surfaces of both fortress walls and keep as an effective deterrent to intruders.

### THORNY CLIMB TRAP (CR 3)

To climb the briar walls quickly, make a DC 10 Climb check, but the GM rolls 1d8 for every ten feet the character climbs (that's two 1d8 rolls to reach the top of the twenty-five-foot outer wall, or three rolls if he wants to climb to the thirty-five-foot parapets of the keep, for some reason). For each odd result, the climber takes 1d6 damage from thorns. Each time the GM gets a 1 on the 1d8 roll, the character takes the same 1d6 damage but has also been poked with a poison thorn; a DC 20 Fortitude save is required or the victim falls immediately asleep (see the "Poisoned Thorns" insert). Falling asleep while climbing may be dangerous; unless the climber is well-secured, it's a long way down. The GM should assess falling damage as appropriate to the character's height when he falls; 1d6 points of damage per ten feet fallen.

To climb walls with care to avoid thorns, make a DC 25 Climb check. On a failure, the GM rolls 1d8 once only, to determine whether the character has been hit by a single thorn. This does not alter the normal chances of falling on a failed check.

To determine the distance fallen on a failed check (in either case), roll 1d8. A result of 1 through 3 means the character falls ten feet. A result of 4 through 8 means the fall is twenty feet.

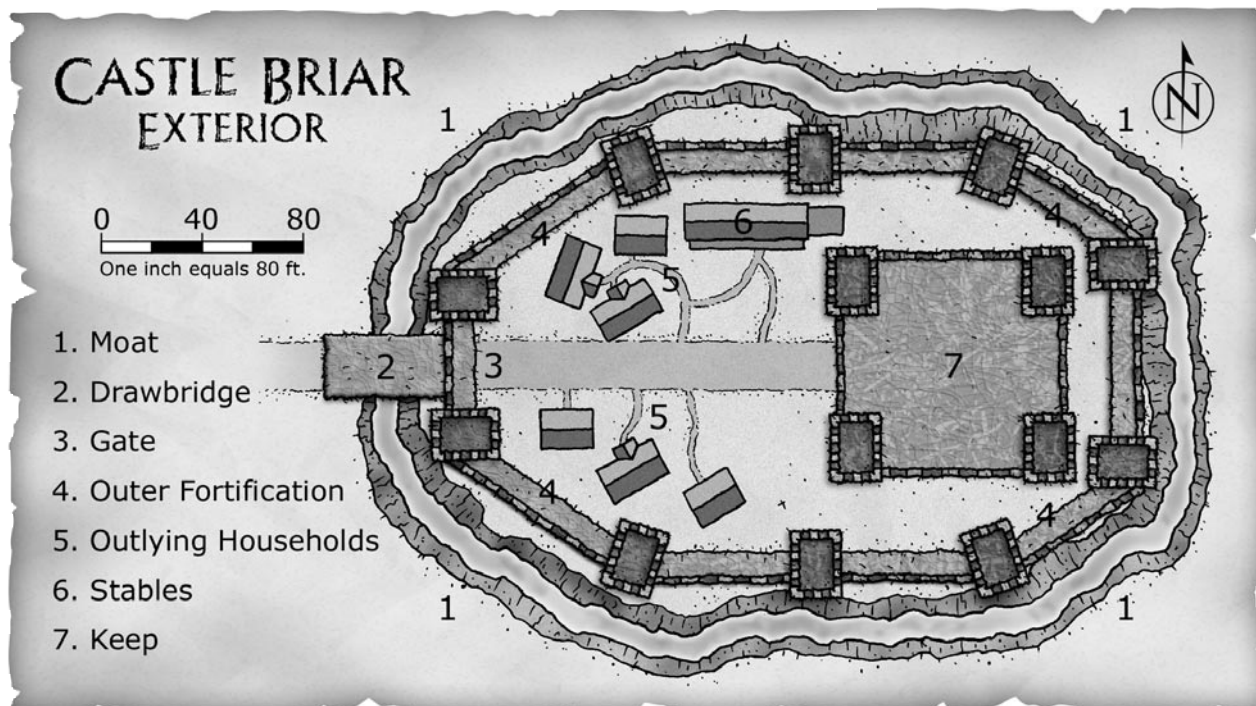
Roll 1d8 either two or three times (1d6 damage on each odd result, 1d6 + unconsciousness + falling damage on each result of 1); Fortitude save (DC 20) negates unconsciousness and falling damage; Search (DC 15) detects hazard; Disable Device not applicable

### ENTANGLING TRAP (CR 2)

The briar branches of the outer wall and the keep can also reach out to entangle climbers. They do this only when the command word has been given by a pure-blooded elf; the structure's primitive plant mind can



## CASTLE BRIAR



maintain the concentration necessary to watch out for climbers for only a couple of hours at a time. When the entangle command has been given, those climbing the wall must make Reflex checks (DC 20) each round. Failure means that the briars have grabbed the character by the body part indicated by a 1d4 roll:

1d4	Body Part Entangled
1	left ankle
2	right ankle
3	right wrist
4	left wrist

Entangled characters can't move any further before succeeding at a DC 18 Strength check. Making a check takes up a character's entire action for a round. At the beginning of each round, the wall tries to spear entangled characters with poisoned thorns that do 1d6 damage and render the victim unconscious (see "Poisoned Thorns" insert).

The wall will also attempt to further entangle trapped characters. If one or more of their limbs are already held, victims must make a Reflex check versus a DC of 25 + (5 for each trapped limb) each subsequent round they're immobilized (before making their Strength check) to avoid having yet another limb entangled. They must make a Strength check (DC 18) for each grip the wall has managed to get on their body to free themselves.

Attack melee +15 at the beginning of each round a character is immobilized to hit with poisoned thorn (1d6 + unconsciousness); Fortitude (DC20) negates poison, but still takes 1d6 damage; Search (DC 25) detects entangling hazard; Disable Device not applicable.

The briars typically release their entangled victims only when a castle defender speaks a command word. Defenders can choose how many victims to release at a time. They also have the option of issuing an alternate command that causes the walls to drop sleeping and entangled victims, so that they fall to the ground below, suffering injuries when they hit the earth (see the notes about falling damage in the "Thorny Climb Trap" insert).

An additional defense the castle is capable of is concentrating its poisoned thorns into a deadly volley of toxic missiles:

### VOLLEY OF POISONED THORNS TRAP (CR 3)

The castle is capable of offense as well as defense. The exterior of both keep and fortress walls can fire a volley of poisoned thorns as projectiles at approaching attackers, which does 4d6 damage and renders targets unconscious. The castle can't distinguish between friend and foe, and does not fire its thorns spontaneously. It fires only when a pure-blooded elf clearly speaks the current word of command within ten feet of any part of the briar wall in question (usually from the safety of the inner side of the wall). These missiles are concentrated in the first ten feet above ground level, and fire all at once along a stretch of wall nearest the elf commanding it. The outer wall has twelve discrete sections, and the keep has four, so the castle can fire poisoned thorns a maximum of sixteen times, though it can't aim at anything except those standing directly in front of the activated section of wall.





## SEVEN STRONGHOLDS

Once a section of the wall has flung a volley of poisoned thorns, it takes 1d12 days for new thorns to grow to a suitable size to be effective weapons. The warlord knows the command word, and can change it at will. Typically he shares it with his adviser and about a dozen of his most trusted men.

Attack roll +10 (1-4+1/crit x2, range 60 ft., 4d6 plus unconsciousness); Fortitude (DC 20) negates unconsciousness, but still takes 4d6 damage; Search (DC 15) detects hazard; Disable Device (DC 25) to cut off the poisoned thorns in the first ten feet of the exterior wall without being pricked, but this takes 1d4 hours and the trap resets in 1d12 days, and failure deals damage as per the "Poisoned Thorns" insert (a second, similar Disable Device roll can be made to disable the keep walls, as well).

### DRAWBRIDGE

The drawbridge, also composed of briar vines, does not work in the conventional way. There are no pulleys or chains to draw it up in time of war. Instead, the defenders issue a command word to the drawbridge. When anyone runs across it, the tightly-interwoven wooden vines separate, so that the feet of running soldiers, the hooves of war horses, or the wheels of carts fall down into the suddenly-created spaces. Then the vines tighten back up again, leaving would-be intruders swimming in the moat as easy targets for missile fire from the parapets.

### DRAWBRIDGE TRAP (CR 1)

A character on the drawbridge when it springs its surprise must roll Reflex DC 20 — assuming he has somewhere safe to jump to. Just landing on another section of bridge does no good, and a nasty moat waits below. Falling into the moat does 1d6 damage since the moat is ten feet below the drawbridge.

No attack roll (1d6 damage); Reflex (DC 20) avoids if a solid object is within 5 ft.; Search (DC 25) detects hazard; Disable Device isn't applicable.

### MOAT

About twelve feet across and twenty feet deep, the moat has banks that are wickedly sloped, making it difficult for those who fall in to scrabble back out again.

Carrion-eating aquatic plants provide another reason to avoid falling into the moat. Equipped with dozens of broad, flat appendages apiece, they quickly wrap themselves around any heavy object, such as a person, that enters the moat. When the object is a dead animal, the leaves leech nutrients from the carcass over a period of weeks. Their microscopic feeding suckers act too slowly to do any harm to a living thing, but their entangling action does create an additional drowning risk.

### MOAT TRAP (CR 1)

Hauling oneself out of the moat and onto the bank requires a Climb check against a DC of 25. Characters can make one Climb check per round, and must make Swim checks each round they remain in the moat; the Swim check comes before the Climb check when attempted in the same round.

The weeds increase the DC of Swim checks in the moat from 10 to 20, and each 5 pounds of gear a PC is carrying or wearing adds another 1 point to the DC. Characters must also make DC 15 Will saves when they first fall into the moat and are enveloped in the thick, slimy leaves; failed characters panic, causing an additional 10 points to be added to the Swim DC.

A failed Swim roll means you make no progress through the water; a Swim roll failed by 5 or more means you start to drown. In the first round, your character falls unconscious (0 hp), in the second he drops to -1 hp and is dying, and in the third he drowns. PCs suffer a cumulative -1 to Swim checks for each consecutive round they've been drowning.

No attack roll (drowning damage); Search (DC 10) to notice the hazard the moat poses; Disable Device not applicable.

### GATE

Visitors approaching the stronghold for the first time are surprised to see that the drawbridge seemingly leads to a solid briar wall, with no sign of doors or an archway. However, by speaking a command word, guards posted atop the parapet can cause the briar to separate itself into an opening twenty feet wide at the base, and twenty feet high. The arched opening looks somewhat like a mouth, an effect enhanced by two dark burls in the briar wall, positioned so they look like eyes.

(The fortress isn't actually sentient in any meaningful way, but there's no reason to tell your players that. Some of the guards enjoy playing on the fears of visitors who are obviously disturbed by the place. They may tell tall tales about the fortress and keep, for example, suggesting that they're members of the treant family.)

The gate can quickly close itself up, but isn't usually fast enough to trap or entangle people who happen to be going through it at the time.

### CLOSING GATE TRAP (CR 0)

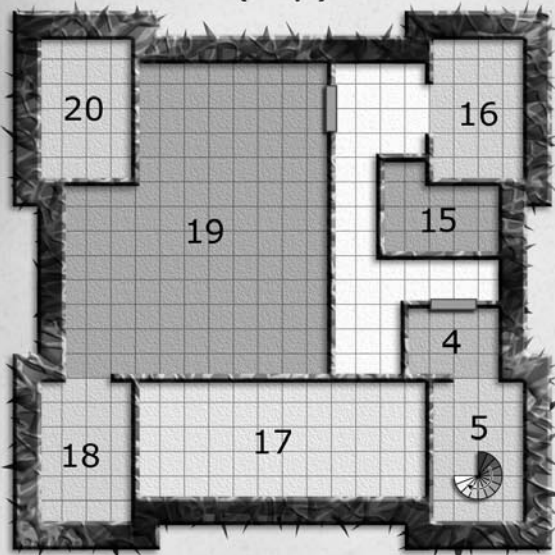
Characters standing in the gateway need only make DC 10 Reflex checks to avoid being entangled. The unlucky few who get caught are stuck until a guardian (or other full-blooded elf who knows the command word) issues



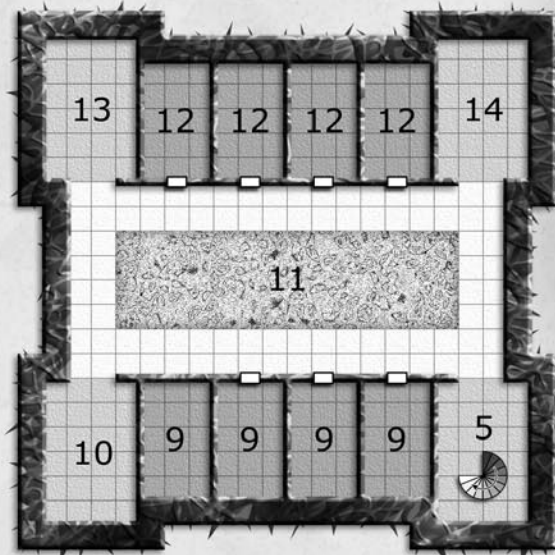
# CASTLE BRIAR INTERIOR

1 Square = 5 Feet

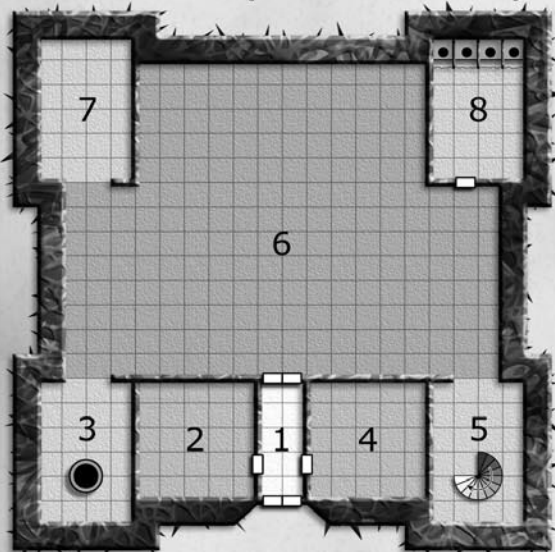
Third (Top) Floor



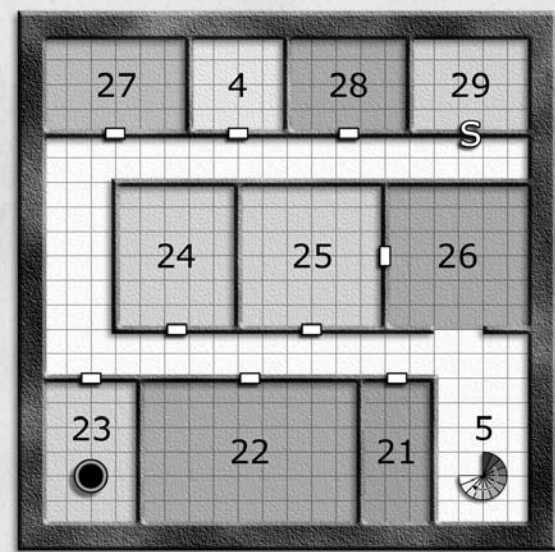
Second Floor



First Floor (Ground Level)



Basement



- |                       |                                 |                     |
|-----------------------|---------------------------------|---------------------|
| 1. Foyer              | 11. Garden of Truth             | 21. Hamper          |
| 2. Cloak Room         | 12. Champions' Quarters         | 22. Armory          |
| 3. Well Room          | 13. Chapel                      | 23. Well Room       |
| 4. Guard Post         | 14. Vine Room                   | 24. Winery          |
| 5. Staircase          | 15. Nursery                     | 25. Pantry          |
| 6. Great Hall         | 16. Nurse's Quarters            | 26. Kitchen         |
| 7. Instrument Storage | 17. Lady's Chamber              | 27. Dungeon         |
| 8. Privy              | 18. Chamber of the Golden Apple | 28. Torture Chamber |
| 9. Guest Rooms        | 19. Lord's Chamber              | 29. False Treasury  |
| 10. Fruit Room        | 20. Treasury                    |                     |



## SEVEN STRONGHOLDS

the command for the walls to spit them out, or a total of 60 points of damage can be done to the surrounding briar vines (the stats for the walls are given on page 34).

No attack roll; Reflex (DC 10) avoids; Search (DC 10) to notice hazard; Disable Device not applicable.

### OUTLYING HOUSEHOLDS

These stone-and-mortar buildings serve as barracks for the elven soldiers attached to the fort. (If Castle Briar is a ceremonial possession rather than an active fortress, these may be empty or even absent. Or they might be filled by fawning courtiers and their entourages.)

The northernmost house is not a barracks, but provides quarters for the castle's servants.

Although the soldiers and servants live at close quarters, they avoid the squalor and stench typical of such arrangements: the elves bathe regularly in a nearby stream; flowers blossom year round in the buildings' thatched roofs; the walls and floors are scrubbed regularly; and the elves see to it that their clothes are laundered on a regular basis.

### STABLES

Like the nearby houses, the stables are constructed of stone and mortar and have thatched roofs. The soldiers' mounts are usually allowed to graze nearby, but can be stabled here during wartime or other emergencies. The PCs can safely leave their horses here. A quick look at the fine condition of the elves' steeds, and the eager, earnest attitudes of the stable boys, indicates that they'll be well cared for.

## THE KEEP

The keep is an imposing structure of thick, gnarled briar vines. It's three stories high, with an additional basement level. The main floors all have twelve-foot ceilings, putting the parapet level on top of the structure at roughly the thirty-five foot mark.

Large windows open at dawn and close at dusk; the vines move about spontaneously, in reaction to sunlight. On cloudy days the windows can still be opened, on the issuance of a command word. Another command word causes the windows to quickly close themselves. They automatically close when any of the walls, either those on the keep or the outer fortification, react to spear or entangle an intruder. Windows are located in the middle of the east and west walls on the first and second floors, and on the east and north walls of the third floor.

On the inside, the briar seems like an amalgam of many plant types. Hanging from its walls at various

points are burrs, seed cones, outcroppings of deciduous leaves, fruits of various sorts, grass patches, falls of moss, and flowers of all colors and shapes.

Vines on the keep's interior walls can quickly react to entangle visitors who move to threaten it or its inhabitants. Thorny branches snake out from the wall to encircle the troublemaker's limbs and torso.

### INTERIOR TANGLE TRAP (CR 2)

Some characters might be fast enough to get a chance to act before the vines can snare them. Roll initiative to see who goes first, the characters or the keep; the keep's Initiative bonus is +7. On the castle's turn, all of the characters it targets must make a Reflex save DC 15 to avoid being entangled by the vines.

Victims of this effect are treated as if they've been subjected to the *entangle* spell by a 15<sup>th</sup>-level druid with a Wisdom of 18; they suffer a -2 penalty to attack rolls, a -4 penalty to effective Dexterity, and can't move.

A Strength or Escape Artist check (DC 20) looses the character, but the vines' sharp thorns allow the keep to dish out damage to PCs who struggle to break free. Struggling characters take 1d6 damage per round, including a round in which they successfully get free. The vines can also deal 1d6 damage to passive captives, but do so only on the orders of the keep's elven masters.

Unlike the *entangle* spell, characters who break free can move at their normal speed; those who succeed at the Reflex save to avoid being entangled in the first place can also move at full speed.

The castle can reach any point in its interior with its tendrils. Each round, the castle can again attempt to entangle as many creatures as it likes, including any creatures that have already avoided or escaped entanglement, though it does so all on one Initiative increment.

Characters aware of the keep's abilities may try to disguise their imminent attacks against it or its inhabitants by moving about in a nonchalant, inconspicuous way until the very moment they strike. Check Bluff versus DC 15; on a success, the character gets one free round to act before standard initiative order kicks in.

No attack roll (1d6); Reflex save (DC 11) avoids entanglement; Strength or Escape Artist (DC 20) allows escape; Search DC 20 to notice hazard; Disable Device is not applicable

Castle residents can order the vines to release or entangle any stranger. Once it has accepted an elf as one of the residents, the keep will no longer act against him, unless that elf harms it or another castle denizen. After being accepted by the keep, elves can leave for decades and still be recognized on their return. The keep has a similarly long memory for elven traitors, who it never again trusts. It never lets down its guard against non-elven people, even those invited to stay at



## CASTLE BRIAR

the keep for extended periods. The keep treats half-elves as if they aren't elven.

The keep, like a possessive guard dog, reacts poorly to certain strangers.

When first entering the keep, all characters check Diplomacy vs. DC 15. Elves check against DC 8. Failure means that the keep has taken a dislike to the character.

The keep may show its dislike in any or all of the following ways:

- Moving the characters' possessions around when they aren't looking.
- Spurting nasty wet pollen on their clothing, or reaching out to catch cloaks or skirt hems with its thorns.
- Making ominous noises by rustling its leaves or rattling dried seed pods.
- Attempting to trip the characters up by rendering the floor uneven.
- Souring the flavor of any fruits they might pick and eat.
- Responding slowly (or not at all) to command words.

The keep gets an additional +3 Initiative bonus against characters it dislikes.

The keep tends to perform these vindictive actions furtively, so that its masters don't find out. It will be especially careful when the objects of its spite clearly enjoy the castle lord's favor. Anyone who's lived here for long knows that the keep does this. If characters complain to Enderan, he reacts with the conflicted embarrassment of someone whose beloved pet is growing cantankerous in its old age. With an abashed shrug, he explains that this is the way the keep is, and begs the characters' understanding. It's clear that nothing he can do or say would alter the keep's behavior for long.

Once earned, the keep's ire is hard to shake. The only real way to win it over is to perform some great deed to protect the castle lord, or the stronghold itself.

## FIRST FLOOR

### FOYER

Guards in elaborate, colorful ceremonial attire stand watch before the entrance to the Great Hall. The

doorway into the Great Hall is actually a thick curtain of willow branches, which part automatically when approached. Four lanterns, covered in dried, partially translucent leaves, dangle from the ceiling. They contain fireflies, and cast a flickering, greenish light throughout the room.

### CLOAK ROOM

Here visitors store their cloaks and outer garments. Long, smooth branches jut out from the walls just above eye level. Characters the keep dislikes may find their cloaks torn or covered with burrs, but, for everyone else, this is a safe, prickle-free place to leave their outdoor finery. In fact, blossoms dripping from the ceiling fill the room with a subtle, agreeable scent that frees garments from the unpleasant odors of the trail.

### GUARD POST

An octet of guards is stationed here. In warlike mode, they'll be alert and nervous. In peacetime, they wear fanciful, ceremonial uniforms and lazily gossip about their rivals and superiors.

### GREAT HALL

In this enormous chamber the castle lord feasts with his guests and retinue. Long tables and benches rise from the briar flooring. A dais sits near the back of the hall; on its tables Enderan, his lady, and honored guests dine. The dais' briar tables and benches, unlike the others, are separate pieces, and can be hauled off to one side when the meal has ended. Then the dais serves as a small stage for performances by jesters, jugglers, musicians, and troubadours.

A large globe of unpolished stone, with marks and craters matching those of the moon, hangs from a log-thick branch terminating in a series of slightly smaller branches that hold the globe like a grasping hand. At night the globe illuminates, casting bright yet eerie moonlight throughout the hall.

The north wall of the room contains a tapestry woven in leaves and petals. Its central image is that of the Briar Princess, her head and shoulders writ large. Tears drop from her right eye to the earth, where they sprout into a small image of the keep, below. Arrayed in rows on each side of the tapestry are depictions of the keep's great past lords. The leftmost figure is that of Gwairin Enderan. If and when another takes his place, the living tapestry will reorient itself to depict the new lord here. Whether it puts Enderan's face on one of the other figures in the honor guard depends on how illustriously he serves the elven people during his time here.

If Castle Briar is a working fortress, feasts here will be rough and rowdy affairs, as fighting soldiers vent their terror and tensions in drink and merriment. Feasters tear enthusiastically into their meals. Cups and dishes sail across the table. The evening climaxes in frenzied



## SEVEN STRONGHOLDS

dancing, and ends in melancholy drunkenness. The proceedings will still seem restrained to a dwarf or half-orc, but there will be no doubt that this is a place of war, where death and glory await the feasters in equal measure. Outsiders who carry themselves as hardened veterans, or who have proven themselves in battle against the elves' enemies, will be treated with respect. Others might be jovially bullied; they might be forced to drink copiously, or to perform for the feasters' amusement.

If the keep is a monument to elven heritage, feasting will be much more decorous. The diners are courtiers, anxious to increase their prestige by associating themselves with the castle lord. Garbed in outlandish elven fashions, they daintily sip moon-wines and dandelion brandy. Judiciously they sample exquisitely prepared morsels of exotic food. They trade gossip and well-turned quips. Because the slightest social embarrassment could bring about a devastating social downgrading, they remain sober and cautious. Rustic elves, used to the comfortable, communal atmosphere of their home glades, are treated as figures of jest by these jaded, sophisticated nobles. The typical motley band of muck-encrusted dungeon-crawlers will be treated with haughty disdain, as if beneath the diners' notice.

### INSTRUMENT STORAGE

Attesting to the elven love of music, briar display cases hold instruments of all types, for the use of guests and resident performers. Musicians will find various lutes, flutes, harps, cornets, tambourines, crystal spheres, and woodwinds among the collection. Dwarves may be disappointed to find that no members of the bagpipe family can be found here. Such instruments are regarded as abominations by all right-thinking elves, and have been banned from Castle Briar since time immemorial.

### PRIVY

First-time users of this facility may be disconcerted by the immediate rustling sound that ensues when they eliminate solid waste here. Large hungry leaves ripple up from the privy to quickly absorb the night soil, which serves as one of the keep's chief sources of nourishment. Users may hear a barely audible sigh of vegetable disappointment when it becomes obvious that they've come in only to urinate.

### WELL ROOM

The well in this room yields fresh, slightly sweet, fragrant water from the depths of the earth. The leaves on the walls here seem especially lush and green.





## STAIRCASE

A slightly uneven spiral staircase, again of thick and woody briar vines, rises up all the way to a trap door in the keep's ceiling.

### STAIRCASE TRAP (CR 2)

On the issuance of a command word by a full-blooded elf, the stairs suck themselves back into a trunk-like column, sending anyone on them falling to the floor below. When it does this, the keep also hardens its flooring and protrudes spear-like thorns to deal additional damage to those falling from the withdrawn staircase. Characters take 2d6 damage from the thorns plus standard falling damage of 1d6 points per ten feet fallen; the staircase is twelve feet tall at its highest point. The GM should determine the characters' height based on the line order of the PCs and the intent of the elf speaking the command word.

No attack roll (2d6 plus falling damage); Jump or Tumble (DC 25) halves damage; avoid by making sure no one's around to sound the command word when you charge up the stairs with hostile intent; Search not applicable; Disable Device not applicable.

## SECOND FLOOR

### GUEST CHAMBERS

If the PCs manage to secure an invitation for an extended stay at Castle Briar, these chambers on the second floor are where they'll likely sleep. The guest chambers are more modest than the champion's quarters (below). The beds are mundane and not part of the keep itself. Their straw is a little lumpy, but no worse than those found in the sorts of inns that cater to adventurers. The walls lack the lush foliage of the champions' quarters, and no magical fruit awaits at breakfast time.

### CHAMPIONS' QUARTERS

These guest rooms are reserved for great champions of the elven people. If Castle Briar is a working fortress, this usually means accomplished warriors and generals. In peacetime, places here might instead be accorded to poets, sages, mystics, and gardeners. Non-elves are ineligible for this honor; this includes half-elves.

The large, comfortable beds are framed by vines, with soft beds of soothing leaves as mattresses. Hothouse temperatures make sheets or blankets unnecessary. Multiple pegs on the walls allow users to hang up clothing and weapons. A large living-wood bench sits at the foot of each bed.

The walls of these rooms are lushly covered in green, healthy leaves. Each morning, guests awake to find that fruits of nourishment have appeared amongst the foliage.

### NEW POTION-LIKE FRUIT:

## FRUITS OF NOURISHMENT

Fruits of nourishment are like mangoes, with a soft outer shell covering sweet and juicy green fruit, and a hard pit inside.

If eaten in the morning, three of these fruits provide users with all the nourishment they need for an entire day, yet they at no point feel overfull. For sixteen hours afterwards, eaters enjoy a +1 Fortitude bonus.

The fruits must be eaten while fresh to be potent. If eaten on the second day after it ripens, the character makes a DC 20 Fortitude check. On a success, the fruit works as normal. On a failure by more than 5, the character gains no food value from the fruits, instead suffering a mild but distracting nausea that increases DCs of all saves by 1.

These are not standard magic items that can be manufactured in a magician's lab. They grow only in a few rare places of special importance to elven deities, of which Castle Briar is the foremost example.

*Caster Level:* 1st; *Prerequisites:* naturally occurring only; *Market Price:* 50 gp, though they do not keep for transport and so are not found outside of the region where they grow.

### VINE ROOM

Bulging from the interior walls here are enormous bundles of round, juicy grapes, each fruit covered in dewy dots of condensation. They come in several varieties, from deep purple to golden to crimson. As tantalizing as they may be, the residents look askance at anyone so gauche as to eat these grapes from the vine. They're really intended to be made into wine, in the basement winery (page 45). The grapes regrow rapidly once plucked, but every little bit counts.

### CHAPEL

A trinity of briar columns depict the dominant male and female deities in the elven pantheon, plus the Briar Princess.

A high stump, cut off at waist level, sits between the three columns. Any plant or animal matter can be placed on this altar, where it will be quickly absorbed and converted into nutrients for the keep.

Visitors who enter the chapel unattended may find this feature dangerous. As any resident could explain, any item placed on the top of the stump is quickly reduced into food for the keep. It therefore poses a disintegration hazard to anyone who leans against it.



## NEW DEITY: THE BRIAR PRINCESS

**Alignment:** Chaotic Good

**Domains:** Earth, Plant, and Protection

**Typical Worshipers:** Denizens of Castle Briar, relatives of elven soldiers at war

The Briar Princess is regarded as a saint or demigoddess, to whom elves stationed at Castle Briar can personally direct their devotions and requests for divine aid. Legend has it that she was the first lady of Castle Briar, who lost her lord in an epic battle against goblinoid hordes of the untamed wastes; she walked the castle walls waiting for her love, and favors those who long for warriors to return safely from battle.

The Briar Princess is depicted as a lovely elven maiden all in white, though tears drop from her right eye (she appears thus on the Great Hall tapestry, page 39). Her symbol is Castle Briar itself, and her favored weapon is the elven longbow.

## DISINTEGRATING OFFERING TRAP (CR 0)

The altar in Castle Briar disintegrates offerings left for the elven deities, turning them into plant food. This does 3d6 damage per round to anyone touching the top of the stump.

The CR for this trap is 0, since it is only activated by ignorant poking around. The effect counts as divine magic and can't be dispelled.

No attack roll (3d6 damage per round); Knowledge (religion) DC 20 to know not to touch the altar; Search not applicable; Disable Device not applicable.

## FRUIT ROOM

Four soldiers stand perpetually on guard outside this room, where the keep grows its legendary magical fruits. The room has no door, so visitors can peer behind the guards to see a variety of different fruits, which resemble everything from mangoes to apples to berries, hanging from the walls inside. It is never possible to simply waltz in and pluck a fruit from the wall, or to sweet-talk the guards into handing one over. The elves may decide to present fruits to guests as gifts, though. Although they won't offer their guests a choice, the GM should choose gifts that best suit the needs of each PC.

## GARDEN OF TRUTH

One of the castle lord's chief duties, in addition to any responsibilities he may have as an active warlord, is to maintain the garden found in this chamber. He must

## NEW POTION-LIKE FRUIT:

## FRUITS OF CASTLE BRIAR

The fruits of Castle Briar are all perishable items that can't be manufactured by normal means. The fruit must be fully consumed to activate its effect, so each is a one-use item. The fruits are specially adapted to the elven digestive system and may fail to work for non-elves. Characters other than elves and half-elves must make Fortitude saves versus DCs of 20 whenever they eat one of these fruits. If they *succeed* their bodies have rejected the fruit as poisonous and inedible. They suffer no ill effects, but do not gain the benefit of the fruit.

For elves and half-elves, the benefits of each fruit last for 72 hours. For others, they last for 24 hours. Each fruit spoils 24 + (3d12 x 2) hours after it is first picked, losing all magical potency.

Fruits include the following varieties:

### ACRID PLUM

When a character or monster uses an extraordinary ability against you, it cannot re-use that ability again until the plum's duration expires. The plum takes effect against the first, and only the first, extraordinary ability used against you.

### CHANGEBERRY

You may swap modifiers in two Abilities. For example, if you have a +2 Strength modifier and a +0 Wisdom modifier, you can give yourself +2 Wisdom for the duration, but reduce your Strength bonus to 0. You cannot end the effect prematurely without taking some other measure, like the use of *dispel magic*.

### HARD NUT

When struck in combat, you may ignore all damage from opponents' Strength bonuses for the duration of the fruit's effect.

### PEAR OF ENEMIES' WOE

You gain a +4 bonus on all rolls to oppose an action initiated by another character for the duration of the pear's effect; for example, gain +4 on your Sense Motive roll versus a character's attempt to Bluff you, or your Listen roll against his Move Silently try.

### SWEET PEACH

This fruit decreases DCs of Will saves by 4 when targeted by spells for the duration of the peach's effect.

### THORN FRUIT

While the thorn fruit is in effect, every time you take damage from an attack or spell the character who launched the attack or cast the spell takes 2 points of damage.

*Caster Level:* 4th; *Prerequisites:* naturally occurring only; *Market Price:* 900 gp, though they do not keep for transport and so are not found outside of the region where they grow.



## CASTLE BRIAR

create and nurture a garden of sublime beauty, which expresses both the essential nature of his own soul, and the eternal verities of elven culture.

Enderan's garden is an impressive display of vibrant, mostly oversized blossoms, all of them rare. He favors regular, geometrical shapes and carefully pruned foliage.

If the garden begins to die, it is a sure sign that the lord has lost the confidence of the keep, the Briar Princess, and the elven gods. The lord invariably steps down from his post when such a disaster occurs. In wartime, he may attempt to redeem himself through martyrdom by launching a suicidal assault against the enemies of the elven people.

The walls of the chamber part for its gardener. It is only possible to see the garden as his guest. To gain such an invitation is to receive the profoundest of honors. There are loyal elven soldiers who have served for decades at the keep without ever having been invited to view the garden.

Needless to say, adventurers caught trying to hack through the walls here to get to the garden will be regarded as blackguards and blasphemers. The elves will do their best to apprehend and slay them, feeding them to the keep as sacrifices in the chapel.

## THIRD FLOOR

### GUARD POST

Six elven guards are on duty at the top of the staircase at all times. There is no doorway from this chamber; instead, a command word must be issued, which prompts the briars to part at the point marked on the map.

If Castle Briar is an active fortress, their attitude is meditative but alert. Unlike most guards, they do not while away their time in casual chatter, games, or covert drinking. They sit in their chairs, calm, watchful, and motionless.

The guards here enjoy a +3 Initiative bonus. Their other stats are as the typical soldiers listed on page 33.

If Castle Briar has a ceremonial function, the guards loll around in their elaborate parade gear, exchanging gossip, eating, and playing word games.

### NURSERY

The nursery has no door; to enter, one must speak a command word prompting the briar to part its walls. Only the lord, lady, and nurse know this command word.

In the center of the room, in a briar cradle filled with soft grass and rose petals, lie the newborn twin son and daughter of Enderan and Eriothlorn. The nurse is always here during waking hours, and 40% likely to be present on any given hour of the night, too.

Large sunflower-like plants loom over the cradles. If anyone approaches the cradles without the nurse or one of the parents present, the plants emit a high-pitched wail, alerting the soldiers in the guard post. Enderan will also come running if he is anywhere nearby. Meanwhile, the flooring will rise up to attempt to entangle the intruders, preventing them from getting any closer to the children.

### NURSE'S QUARTERS

Macadhe Duiliai, nurse to the lord's infant twins, dwells in this sparsely appointed chamber. She has a bed, a washstand, and a mostly empty wardrobe. She doesn't spend much time in here, anyway; most of her waking hours are spent in the nursery. If multiple PCs enter while she is sleeping, and they make enough noise to awaken her, she'll panic and scream for the guards. However, if a single male PC enters, she'll happily assume that he's crept in for a wee bit of lusty activity and will grapple him into bed. She'll howl for the guards only if the PC rebuffs her or otherwise makes it clear that his intentions are less than amorous.

### LORD'S CHAMBER

Enderan's living quarters have no doors; a command word can be spoken by either Enderan or his wife to part the briars at the point opposite the nursery, as marked on the map.

In a wartime situation, Enderan's chamber is decorated with crude maps of the surrounding region. One of these maps lies on a large table, with modified chess pieces to represent both the warring forces and their various strongholds and installations. The floors are covered with the furs of giant bears and other fearsome animals. Spare spots on the walls are given over to massive weapons and shields, all of which are badly damaged, and all of which once belonged to foes Enderan personally vanquished on the battlefield.

In more peaceful circumstances, the walls are overgrown with blossoms, arranged to form elaborate living tapestries, like the one found down in the Great Hall. They're erotic in nature, depicting the lesser (and less dignified) gods of the elven pantheon engaged in unclothed frolic. The floors are covered in top-quality imported rugs. There are six of them, worth 1d6 x 1000 gp each, weighing 100 lbs. apiece.

In wartime, Enderan spends much time here with Belnoa and his top warriors, plotting strategy and anticipating the enemy's plans. In peacetime, he spends as much time as possible in the Great Hall,



## SEVEN STRONGHOLDS

basking in the flattery of his courtiers and the glory of his position.

### TREASURY

A door to this room only appears on the command of the castle's lord.

In wartime, it contains mostly empty chests. Only three chests are locked. Each contains 1000 sp, and is also trapped.

In peacetime, it contains twenty locked chests; all are trapped, and each contains 1000 gp.

### TREASURY POISON NEEDLE TRAPS (CR 8)

The treasury chests can each be opened with an Open Locks check DC 18, but contain poison needle traps dealing thieves a painful victory.

Attack melee +15 (2d6 Constitution initial damage, and 1d4 Constitution secondary damage); Fortitude (DC 18) to negate poison; Search (DC 25) to find trap; Disable Device (DC 30)

### CHAMBER OF THE GOLDEN APPLES

In this room, accessible only via the Lord's Chamber (see above), grow the most potent magical fruits the castle keep produces. These are reserved for the consumption of the lord himself, though in extraordinary circumstances he may make an apple available to his lady, a visiting elven dignitary, or a champion of his people before a mighty battle. Only 1d4 apples grow here at any given time; when one is plucked, 1d4–2 grow back in 1d6 days. GMs may specify that golden apples grow elsewhere in their worlds, or can decide that Castle Briar is the only place where they can be found.

### LADY'S CHAMBER

Lady Eriothlorn's private chambers are richly appointed with art works and luxury goods.

Appraise vs. DC 10 reveals that almost all of these items have been imported from distant lands, at an expense at least equal to their considerable value.

The place smells of rose petals and cinnamon. The aloof Eriothlorn spends much of her time here and does not appreciate uninvited guests. Unless quickly persuaded otherwise, she calls for the guards if her privacy is intruded upon and demands the offenders' immediate expulsion not only from her chamber, but

### NEW POTION-LIKE FRUIT:

## GOLDEN APPLES

A golden apple is a naturally occurring magical item that cannot be manufactured by any known means. It looks like any other yellow-skinned apple, albeit with completely unblemished skin and a perfectly symmetrical, rounded shape. The apple is pleasing just to look upon.

Although most useful to elves, a golden apple benefits anyone who eats it; an apple grants a +1 bonus on all rolls for a 24 hour period for non-elves, or a +3 bonus on all rolls for 72 hours for elves. These benefits are not cumulative with the consumption of multiple apples.

However, an individual can, when eating the apple, instead concentrate on receiving the apple's other possible benefit: longevity. Characters consuming an apple for this reason decrease their effective age by a number of years dependent on race, as per the following chart:

Race	Age Reduction
Human	3d6 years
Dwarf	3d6x3 years
Elf	3d6x6 years
Gnome	3d10x2 years
Half-Elf	4d6 years
Half-Orc	2d8 years
Halfling	3d8 years

After using one apple to regress in age, the recipient cannot do so again until a number of years equal to the age regression has passed. So if you use an apple to shed 16 years, you must wait 16 years before you can once more take advantage of an apple's longevity effect.

The apples can't be used to regress a character past the typical starting age for his race.

*Caster Level:* 15th; *Prerequisites:* naturally occurring only; *Market Price:* 6,000 gp, though they do not keep for transport and so are not found outside of the region where they grow.

from the entire complex. Unless the PCs can provide Enderan with an excellent explanation for their gross breach of decorum, he'll fulfill his wife's request, no matter how good a relationship they've otherwise established with him.

Prominent among Eriothlorn's furnishings are:

- A large, intricately carved wooden bed (worth 2000 gp, weighs 750 lbs., value plummets if even slightly damaged).
- Framed works of master elven calligraphers (worth total of 2500 gp, very fragile and must be transported carefully).
- A selection of jeweled gowns (worth a total of 7500 gp, delicate).



## CASTLE BRIAR

- The gowns hang in an antique wardrobe adorned with painted figures of sylvan creatures (1500 gp, weighs 200 lbs., value plummets if even slightly damaged).

### PARAPET LEVEL

From the top floor staircase, one can reach the tower roof, which is surrounded by parapets and allows a good view of the surrounding area. In wartime, a dozen soldiers stand on guard here. In peacetime, six soldiers stand here, in parade-ground finery. They keep their trumpets at the ready, to blat out a welcoming ode to any dignitaries.

### BASEMENT

The walls and floors of the basement level are of stone and mortar, though large briar roots run down the walls and through holes in the floors. Some of the roots come down directly through rooms or corridors, so that quick travel through these areas is difficult at best.

### KITCHEN

Here skilled chefs prepare the dainty morsels demanded by elven palates. From dawn to midnight, its pots and cauldrons bubble, sending tantalizing aromas throughout the basement level and up to the Great Hall. Up to a dozen cooks and servers can be found here during times of peak activity.

### HAMPER

This room is filled with dirty laundry, which castle servants take out to a nearby stream to launder. In wartime, they turn the pantry into a makeshift laundry room, moving the stored food into the kitchen.

### PANTRY

Flour, salt, spices, and other non-perishable foodstuffs are stored here. Castle residents are all devoted vegetarians, so PCs searching for sausages, salt pork, or dried fish are bound for disappointment.

### ARMORY

Spare pieces of armor and weaponry, most matching the standard equipment of the average elven soldier, are stored in this cool, quiet room.



## SEVEN STRONGHOLDS

### WINERY

Casks of wine line the walls here. All of the vintages are made from grapes grown in the vine room, page 41. Each cask is marked with elven characters naming the varietal (type of grape used) and maturity date. Each cask weighs fifty pounds; roll 1d12 to determine the value of any cask:

1d12 Roll	Wine Value
1 - 8	100 gp
9	1d10 x 50 gp
10	1d10 x 100 gp
11	1d10 x 500 gp
12	1d10 x 2000 gp

A character can check Appraise versus DC 20 to determine a wine's value at a taste.

In the center of the room stands a large vat for grape-crushing. Visitors who show sufficient wine expertise may be invited to participate in winemaking. As the vine room produces few grapes, winemaking occurs infrequently. At all other times, the doors are kept locked to minimize the temptation these superb wines may exert on residents and visitors alike.

It takes an Open Locks check DC 20 to open the doors.

To be caught breaking in here is a breach of etiquette, though perhaps more understandable than attempts to sneak into more vital areas.

### DUNGEON

This empty room is secured with a heavy iron door. It can be locked tight when the lord feels the need to imprison someone. It is rarely used. Unless your storyline requires it, the dungeon is empty when the PCs first come to Castle Briar.

To open the dungeon door, an Open Locks check at DC 25 is required.

Two guards are posted outside the dungeon door when an important prisoner is inside. PCs will be regarded as sufficiently resourceful to warrant this extra level of caution.

### GUARD POST

Six guards are posted here day and night. For their attitudes, see the third-floor guard post, page 43.

### TORTURE CHAMBER

A few dusty implements of torture, obviously unused for a very long time, lie scattered on the floor of this otherwise empty chamber. Considered an unseemly reminder of war's cruel necessities, this room is generally kept locked.

The torture chamber requires an Open Locks check DC 15 to enter.

### FALSE TREASURY

An easily-found secret door may lure would-be thieves to expose their true intentions. When the door is opened, the sunflower-like alarm plants inside (also found in the nursery) shriek to alert castle guards.

To find the door players must make a Search check DC 10. To open it, they need to successfully roll Open Locks DC 10.

## SCENES

PCs could come to the castle to do any of the following:

- Aid the elves in defense against a common enemy.
- Hunt down a traitor at the fortress.
- Seek the influential Lady Eriothlorn's blessing for a trade arrangement or other deal with the elven leadership.
- Try to steal wine for a wealthy connoisseur.
- Ask Belnoa for information about an old foe of hers, who has recently resurfaced (and, unbeknownst to them, is following them to the castle).
- Petition Enderan for the rare right to a Golden Apple. It might be needed to save a beloved leader in danger of dying of old age before he can complete an important duty, such as the sealing of a peace treaty between hostile nations.

## ALTERNATE VERSIONS

The text of this chapter already focuses heavily on two possible versions of Castle Briar, the working fortress and the ceremonial institution. See the text for suggestions on using it as one or the other.



## CHAPTER THREE

# GLOOM KEEP

### AT A GLANCE

Gloom Keep is a crumbling stone tower where small band of human zealots guard, as their ancestors did before them, their earthbound deity, Hustalen. A few cult members fan out across the world to evangelize, seeking believers who might prevent him from dying. The residents of Gloom Keep, on the other hand, seek merely to protect their weakened deity from insincere penitents, blasphemers, and god-killers. Their leader is Timothy Osterwald, a stern warrior who makes distrust his watchword.

Although their god lives just upstairs, Gloom Keep's penitents know better than to try to contact him directly. Though Hustalen might be withered and

senile, he is still a god, and to look upon him is to risk insanity or the irrevocable draining of one's life essence. To divine his inscrutable wishes, Osterwald and company rely upon the demanding mystic Mother Julieta, who can summon up visions of Hustalen, seemingly at will.

The Guardians of Hustalen want nothing from the world but its inattention. Unfortunately, legends of the place continue to spread, bringing a constant stream of curiosity seekers, grasping theurgists, and fortune hunters to its doors. Though the Guardians would sooner simply send these people on their way, they know that there will always be a few who are so persistent that the only way to get rid of them is to bring a violent end to their misguided lives.





## PLACEMENT

Put Gloom Keep in any dreary and isolated corner of your campaign world. It should be difficult to reach, and far from civilization. Its immediate surroundings should be awash in fetid marshes, twisted forests, fog-drenched hollows, and other images of entropy and decay. This little corner of the world seems as if it's dying along with Hustalen. This is not a place of evil, though; orcs and demons give it a wide berth. The reigning power here is slow, aching death: a force beyond questions of good and evil, or even law and chaos.

## CHARACTERS

### TIMOTHY OSTERWALD

#### Stern Leader

*"Through silence we can avoid foolish utterances."*

The tall, craggy-faced, white-haired Timothy Osterwald looks old before his time. He carries himself with great dignity and forbearance. Osterwald never laughs or even allows a smile to flit across his lips. He was born in Gloom Keep and knows no other existence. Even when he went out into the world to hone his capabilities as an adventurer, he went with other Guardians as his sole companions. As far as he's concerned, there is no other reason to live, except to guard his god Hustalen from blaspheming invaders. He

## MOTHER JULIETA CAMBOROSO

#### 6<sup>th</sup>-Level Human Monk/3<sup>rd</sup>-Level Cleric

CR 9; SZ M (humanoid); HD 9d8+18; hp 72; Init +2 (Dex); Spd 30 ft.; AC 16 (+2 Dex, +4 *bracers of armor*); Atk melee +7/+2 (1d8+1/crit x2, fists), melee +7/+2 (1d6+1/crit x2, nunchaku), melee +7/+2 (1d8+1/crit x2, longsword), or ranged +8/+3 (1d8/crit x3, composite longbow); Face 5 ft. x 5 ft.; Reach 5 ft.; SA Spells, Turn Undead; SQ Spontaneous Casting; AL LN; SV Fort +10, Ref +8, Will +11; Str 13, Dex 15, Con 15, Int 10, Wis 16, Cha 12

**Skills:** Balance +7, Concentration +4, Diplomacy +10, Heal +6, Jump +6, Knowledge (arcana) +5, Listen +15, Move Silently +4, Sense Motive +5, Tumble +8

**Feats:** Deflect Arrows, Improved Unarmed Strike, Point Blank Shot, Precise Shot, Stunning Fist, Weapon Focus (longsword)

**Spontaneous Casting:** Mother Julieta can "lose" a prepared spell (other than domain spells) in order to cast any cure spell of the same level or lower.

**Turn Undead (Su):** Mother Julieta can Turn Undead four times per day.

**Spells:** (4/3+1/2+1) Mother Julieta worships the god Hustalen; her domains are Law and War. She has the following spells already prepared:

- 0 Level — *cure minor wounds, detect magic, detect poison, guidance*
- 1<sup>st</sup> Level — *cause fear, command, doom, magic weapon*
- 2<sup>nd</sup> Level — *calm emotions, cure moderate wounds, enthrall*

## TIMOTHY OSTERWALD

#### 4<sup>th</sup>-Level Human Fighter/4<sup>th</sup>-Level Cleric

CR 8; SZ M (humanoid); HD 4d10+8 + 4d8+8; hp 60; Init +6 (+2 Dex, +4 Improved Initiative); Spd 20 ft.; AC 19 (+1 Dex, +8 full plate armor); Atk melee +9/+4 (1d10+5/crit x2, greatclub), or melee +10/+5 (1d8+2/crit 19-20/x2, longsword), or ranged +9/+4 (1d8/crit 20/x3, longbow); Face 5 ft. x 5 ft.; Reach 5 ft.; SA Spells, Turn Undead; SQ Spontaneous Casting; AL LN; SV Fort +10, Ref +4, Will +8; Str 15, Dex 15, Con 15, Int 13, Wis 17, Cha 16

**Skills:** Climb +8, Craft (Pottery) +2, Diplomacy +7, Handle Animal +5, Heal +13, Jump +2, Knowledge (arcana) +3, Ride +7, Sense Motive +5, Swim -9

**Feats:** Weapon Focus (greatclub), Weapon Focus (longsword), Improved Initiative, Leadership, Power Attack, Weapon Specialization (greatclub), Toughness x2

**Spontaneous Casting:** Osterwald can "lose" a prepared spell (other than domain spells) in order to cast any cure spell of the same level or lower.

**Turn Undead (Su):** Osterwald can Turn Undead six times per day.

**Spells:** (5/4+1/3+1) Osterwald worships the god Hustalen; his domains are Law and War. Osterwald has the following spells already prepared:

- 0 Level — *create water, cure minor wounds, detect magic, detect poison, light*
- 1<sup>st</sup> Level — *cause fear, command, cure light wounds x2, magic weapon*
- 2<sup>nd</sup> Level — *cure moderate wounds, enthrall, spiritual weapon, summon monster II*



doesn't care if others share his beliefs, and so remains quietly indifferent to Sister Therese's revivalist agenda (see below). But if men and women do join the cult, he expects nothing less from them than unquestioning, even suicidal, obedience.

Osterwald believes utterly in Mother Julieta's visions and does whatever he can to obey her requests.

Although he slips into a burnt-out state of catatonia in moments of solitude, he's capable of snapping to full attention at a split second's notice, ready to address whatever force threatens to disturb Hustalen's quietude.

Osterwald responds favorably to solemn, cooperative PCs. He has no patience for fools, dandies, or those who question the value of his life's work.

### MOTHER JULIETA CAMBOROSO

#### Demanding Mystic

*"Hustalen has spoken to me, and he says that Janos must shave his head, and Fiorila may no longer eat apples."*

Mother Julieta is a short, wizened woman who walks with a stoop. Milky cataracts cover her eyes, yet she seems to have no trouble seeing, and, when action is required, she casts off her air of feebleness to display all of the acrobatic prowess of the warrior monk.

Like Osterwald, Julieta Camboroso was born in Gloom Keep and ventured outside it only to hone herself into a more perfect protector of its deity. About ten years ago she started having visions in which Hustalen himself appeared to her and issued various demands. Her fellows immediately accepted her visions as genuine, and did their best to follow the god's commandments. They did so even when his requests were peculiar: often they required other cultists to make great sacrifices or deprive themselves of their few, meager pleasures.

To see Julieta experience a vision is to be convinced that a great power has settled itself upon her. She trembles, rolls about, froths at the mouth, and is sometimes carried bodily up into the air.

Occasionally, cult members have questioned the veracity of her visions. Soon after, Hustalen appears to her and demands the heretic's expulsion. A few of the excommunicated have quietly rejoined the sect as Sister Therese's roving followers, and wait patiently for the day when Julieta passes away, or their brethren start to see her lunacy for what it is.

Mother Julieta responds favorably to PCs who curry her favor, even if they seem otherwise uninterested in the worship of Hustalen. Adventurers who do a really

good job of flattery may find that they feature in her visions, as the god commands that they be given various perks.

### SISTER THERESE LACLAU

#### Formidable Evangelist

*"Soon, Hustalen will rise again, and the smiting of his foes shall be terrible to behold."*

With her high cheekbones and dark, burning eyes, the beautiful priestess Sister Therese Laclau exudes forcefulness and certainty. She heads a roving band of evangelists who travel the world seeking new believers. So far her success has been limited. After she leaves them on their own, few of her converts remain fervent for long. However, Therese's confidence in her imminent victory remains undimmed.

Unlike Osterwald and Mother Julieta, she was not born at the Keep, but was herself converted to the cause by a now-dead predecessor. She's more worldly than the Guardians who live here full time. She chafes at its narrow, mournful atmosphere, and rarely stays for long. Therese is too dominant a personality to easily accept the orders of either Osterwald (who she respects, but feels sorry for) or Julieta (whose visions she does not entirely believe in.) Typically she comes here for only a few days at a time, bringing new recruits to replace slain or departed Guardians. She lets them acclimate to the place, then heads off in search of new communities to proselytize.

Therese will treat PCs with aloof suspicion, unless they somehow convince her they'd make fine converts to the cause. Her travels have given her much experience with scoundrels and charlatans.

### TYPICAL GUARDIAN

#### Stoic Sentinels

*"Our purpose in life is clear — to protect and follow Hustalen."*

The keep houses two types of people. About two-thirds of the Guardians were born here and can conceive of no other way to live. The rest are converts to the cause, most of them brought in by Sister Therese. They yearn for a simple, stripped-down existence in which all decisions, big and small, are made for them by a charismatic but trustworthy individual.

Disaffected people don't stay long; there's nothing to bind them to this difficult life. Even if the PCs find a few Guardians unhappy at recent edicts Mother Julieta has handed down, they'll be struggling to banish their heretical thoughts, not plotting to overthrow her.



## SISTER THERESE LACLAU

### 5<sup>th</sup>-Level Human Cleric/2<sup>nd</sup>-Level Rogue

CR 7; SZ M (humanoid); HD 5d8+5 + 2d6+2; hp 46; Init +1 (Dex); Spd 20 ft.; AC 16 (+1 Dex, +5 chainmail armor); Atk melee +8 (1d10+3/crit x2, greatclub), or ranged +6 (1d6/ crit 20/x3, shortbow); Face 5 ft. x 5 ft.; Reach 5 ft.; SA Sneak Attack, Turn Undead; SQ Evasion, Spontaneous Casting; Traps; AL LN; SV Fort +8, Ref +2, Will +5; Str 14, Dex 12, Con 13, Int 11, Wis 12, Cha 18

**Skills:** Concentration +5, Diplomacy +16, Gather Information +12, Heal +4, Intimidate +14, Knowledge (arcana) +1, Knowledge (religion) +3, Sense Motive +11, Spellcraft +4, Spot +3, Use Magic Device +9

**Feats:** Iron Will, Toughness (x2), Track, Weapon Focus (greatclub)

**Evasion (Ex):** At 2nd level, a rogue gains Evasion. If exposed to any effect that normally allows a character to attempt a Reflex saving throw for half damage, the rogue takes no damage with a successful saving throw. Evasion can only be used if the rogue is wearing light armor or no armor.

**Sneak Attack:** Any time the rogue's target would be denied a Dexterity bonus to AC (whether the target actually has a Dexterity bonus or not), or when the rogue flanks the target, the rogue's attack deals extra damage. The extra damage is +1d6. Ranged attacks can only count as sneak attacks if the target is within 30 feet.

**Spontaneous Casting:** Sister Therese can "lose" a prepared spell (other than domain spells) in order to cast any cure spell of the same level or lower.

**Traps:** Rogues (and only rogues) can use the Search skill to locate traps when the task has a DC higher than 20. Finding a non-magical trap has a DC of at least 20, higher if it is well hidden. Finding a magic trap has a DC of 25 + the level of the spell used to create it. Rogues (and only rogues) can use the Disable Device skill to disarm magic traps. A magic trap generally has a DC of 25 + the level of the spell used to create it.

**Turn Undead (Su):** Sister Therese can Turn Undead seven times per day.

**Spells:** (5/4+1/2+1) Sister Therese worships the god Hustalen; her chosen domains are Law and War. She has the following spells already prepared:

0 Level — *cure minor wounds*, *detect magic* x2, *guidance* x2

1<sup>st</sup> Level — *command*, *cure light wounds* x2, *detect undead*, *magic weapon*

2<sup>nd</sup> Level — *bull's strength*, *spiritual weapon*, *summon monster II*

## TYPICAL GUARDIAN

### 3<sup>rd</sup>-Level Human Fighter

CR 3; SZ M (humanoid); HD 3d10+6; hp 28; Init +6 (+2 Dex, +4 Improved Initiative); Spd 20 ft.; AC 19 (+2 Dex, +5 chainmail armor, +2 large steel shield); Atk melee +7 (1d8+3/crit 19-20/x2, longsword), melee +6 (1d4+3/crit 19-20/x2, dagger), or ranged +6 (1d8/crit x3, composite longbow); Face 5 ft. x 5 ft.; Reach 5 ft.; AL LN; SV Fort +7, Ref +3, Will +2; Str 17, Dex 14, Con 15, Int 12, Wis 13, Cha 11

**Skills:** Craft (carpentry) +2, Craft (stonemasonry) +2, Handle Animal +3, Jump -3, Knowledge (religion) +2, Listen +4, Ride +3, Search +1, Sense Motive +2, Spot +3, Swim -10

**Feats:** Endurance, Weapon Focus (composite longbow), Great Fortitude, Improved Initiative

## NEW DEITY: HUSTALEN THE PROTECTOR

**Alignment:** Lawful Neutral

**Domains:** Law, Protection, War

**Typical Worshipers:** Denizens of Gloom Keep; only a few hardy souls still draw power from this decaying deity

Also known as the Hammer of Law, and as the Maker of Laws, Hustalen is an incarnation of rigid and authoritarian law. Hustalen's worshippers depict him as an old, bearded man bearing a grim, angry expression, but they can answer few other questions about him. He is sometimes shown clad in chainmail armor and leaning against a massive two-handed sword, other times in full plate armor wielding a gigantic club. His symbol is a greatclub, and his favored weapon is the genuine item.

Although evangelists occasionally seek converts in the outside world, few are drawn to the worship of a forbidding, impersonal god whose myths and exploits have been lost to the sands of time. His religion attracts isolated, pessimistic loners and ascetics with a taste for extreme self-sacrifice.



## Q AND A WITH THE GUARDIANS OF HUSTALEN

Here's some basic information about the deity Hustalen and his worshipers, presented in the format that your players are most likely to learn it — as answers to questions they pose to the Guardians. Naturally, you should alter the answers to suit the actual questions the players ask. Don't deprive them of necessary information just because they fail to exactly duplicate the wording of the queries here.

(This assumes that the PCs have already won the Guardians' trust. If not, the answers to all such questions will be something along the lines of: "Go away! Gloom Keep is a place where all questions go unanswered!")

### Why do you guard this place?

*We serve as did our mothers and fathers, as did their grandmothers and grandfathers. One day, our sons and daughters will serve in our place, and then their sons and daughters, until the final day.*

### Who do you serve?

*We serve Hustalen, the Protector, the Hammer of War, the Maker of Laws. He who was the first and*

*greatest of the gods ... though the ungrateful multitudes have long forgotten him, and now lay his glories at the feet of newer, lesser gods.*

### How do you serve him?

*We guard his vault.*

### What's in his vault?

*It is his most holy of places here on this earth, sanctified to him, his final temple.*

### And what is in the vault, precisely?

(Hustalen is physically present up in the vault, but if the PCs don't already know this, the Guardians won't just up and tell them about it. They must first be persuaded that the PCs need — and deserve — to know the truth.)

To get a Guardian to make this admission, a PC must pit Bluff or Diplomacy versus the NPC's Sense Motive or Diplomacy. If he succeeds, the party learns the following:

*Hustalen himself dwells there, in his earthly heaven.*



**How come he's down here on earth, instead of another plane, like other gods?**

[shrugs] *It is not ours to know. Some say that gods shrink and wither without worldly believers. As infidels came to outnumber his followers, Hustalen was gradually forgotten by the common man. When too few worshipped him, he fell from the skies, like a bird with scorched wings. Others say it is just the way of things, that all beings shrink and die over time, even the gods ... even Hustalen.*

**If a lack of believers is killing him, why don't you recruit more?**

*Some of us, the Evangelists of Hustalen, seek to do just that, and scour the globe for new and worthy believers, so that he might be revived, and ascend to the heavens once more.*

**I have not heard of this Hustalen. What are his great achievements?**

*He made the first laws, the first swords, the first castles.*

**Can you tell me stories about him?**

*All such stories are long since forgotten.*

**What about his fellow gods? What pantheon did he belong to?**

*If he had fellows, they long ago crumbled into memory.*

**What about his divine enemies?**

*His enemies also have been reduced to dust. His only foes now are Death and Time, powers perhaps greater than even the gods.*

**What does he look like?**

*None may gaze upon him.*

**Does he talk to you? Issue instructions?**

*Though dying, he is still a god. The sound of his voice would shatter any mortal's ears, and drive him to madness.*

**If no one ever looks in on him, how do you know he's even there, still?**

*Mother Julieta is gifted by visions, in which Hustalen appears to her and makes his divine will known.*

**And what does he want?**

*To be left alone, to wither away in peace.*

**Some god that is. Why don't you worship someone more powerful, and cheerful?**

*Die, accursed infidel! Die!* [draws sword, and blows whistle to alert comrades]

## THE INSTALLATION

From a distance, Gloom Keep is hard to see. During the warm season, it is inevitably shrouded in fog. In the winter, which lasts longer here than in adjoining regions, the Keep is either obscured by storms or coated in patches of ice and snow. Whatever time of year it is, the sun never shines here.

The blackened, naked trees of the surrounding forest seem to creep up towards the Keep like a corps of knife-wielding assassins. The dying forest is empty of animal sounds, unless you count the occasional massed buzzing of carrion flies, which rise up *en masse* from the swamps in search of corpses to impregnate with their maggots.

Visitors who draw closer see that Gloom Keep is a five-story square tower. Its windows are boarded over; its dark stones have eroded over time; chunks and chips of stone lie at the foot of the building like so much exfoliated skin. Carved faces once adorned the parapets and the lintels over the grand doorway, but their features have all been worn away, so that they look like so many ossified fetuses.

The keep once had a moat, but it has gradually filled in over the years, becoming a barely detectable, depressed trough running around the building.

## GATEHOUSE

A squat wooden building sits outside the grand entrance. Although it was built just a few years back, passersby couldn't tell this from its gray, decaying exterior. Several boards have fallen away, and if you bother to look you'll see a series of holes in the ceiling. The Guardians, who are used to physical discomfort and resigned to inexorable decay, have not bothered to repair it, even to shelter themselves from the rain.

Six Guardians stand watch in or around the gatehouse. At night, they don't even bother to keep a lantern on; Guardians often forget to consider their physical comfort, and are inured to boredom. Consequently, the gatehouse contains only a few unyielding benches and chairs, and no physical reminders of pleasure or enjoyment: no flagons, no wineskins, no cards, not even a target on the wall to throw knives at.

The deafening silence of the surrounding woods makes it easy for the Guardians to detect strangers as they approach. If they hear someone coming, some may sneak off into the nearby underbrush, hoping to ambush interlopers.

Guardians at the gatepost gain a +5 bonus to their Listen checks, unless the PCs deploy some unusual counter



measure. A *silence* spell might fool them, since they rarely speak to one another and might not notice that they've stopped making sounds.

The Guardians challenge visitors with a standard cry:

*"Turn back! Neither man nor beast is welcome at Gloom Keep!"*

Any attempt at further conversation is met with a second rebuff:

*"I said: turn back! No matter how justly you seek it, this place offers hospitality to no one!"*

Although they'd like to send all visitors immediately packing, the Guardians realize that certain curious sorts require a certain amount of attention before they'll give up and go away. Guards only draw swords against visitors after exhausting all means of persuasion.

Under normal circumstances, the Guardians would never dream of letting the typical PC band inside their keep. See "Scenes" for plot hooks that require them to admit the PCs.

## INSIDE THE KEEP

The keep interior is even more battered than its outer walls. Over the centuries, the walls of all but one room on the first floor have crumbled. There are still a few extant walls on the second and third floors. Only the fourth floor, where Hustalen dwells, is still mostly intact. The fifth floor is just as desolate as the first, but is entirely disused.

With many walls gone, the floors of the Keep sag alarmingly. Yet, aside from a hole in the second floor (see page 58), nothing has collapsed yet. Though the Guardians prefer not to think about such things, some of them privately speculate that only the power of Hustalen keeps the building together at all. The moment he expires, they muse, the whole structure may come crashing down, crushing them all. A true devotee of Hustalen would consider this merely fitting, though some of the less fervent hope they'll be on guard post duty when the moment of final reckoning comes.

The Keep is cold and clammy no matter how many fires the Guardians light. Even with all the windows boarded shut, it's drafty, too. Although the Guardians are fastidious observers of personal hygiene, the place always smells of urine and bad breath. They'd never dare voice the fact, but these odors obviously emanate from Hustalen's quarters up on the fourth floor.

## GROUND FLOOR

Most of the Guardians eat and sleep here, in austere, communal conditions. The ground floor also provides the central point of defense against invaders.

In lieu of walls, the Guardians have thrown up barricades made of dead and weathered wood. They've used raw branches and logs, giving the barricades a twisted, haphazard, organic look. As firelight from the cooking area dances across the barricades' bark and burls, it's easy to imagine tormented faces trapped in the surface of the wood.

They may look decayed, but the barricades are sturdy and difficult to bash through. Check Strength against a DC of 35 to bash a man-sized hole in a barricade.

The twisted, grasping branches make them hard to climb; it's easy to catch one's clothing or get painfully poked while scrabbling up a barricade. It requires a Climb check versus DC 30 to scale a barricade without getting stuck and falling back down again.

## DOORWAY

The grand entrance to the Keep is a big set of wooden double doors, now slightly crooked on their hinges. The planks that make up the doors have warped slightly, so light spills through them.

The doors can be barred from the inside; breaking through them requires a Strength roll DC 40.

Around the doors is a stone lintel. As mentioned before, this is one of the spots on the Keep exterior where creepily eroded ornamental stone heads peer blindly down at those who pass beneath them.

## CAGE TRAP (CR 1)

From the point marked "Cage Activation Lever" on the map, just south of the barracks wall, a Guardian can release a ceiling-mounted cage constructed from rough, weathered deadwood. The cage is bottomless so that it can fall around invaders, trapping them. Characters not quick enough to get out from under the cage when it falls are stuck until they bash a large hole in the cage's sturdy bars.

No attack roll; Reflex (DC 25) to avoid; Strength (DC 35) to escape; Spot (DC 10) to notice the cage before it falls; no Disable Device roll required (pulling the activation lever springs the trap)



**BEAR TRAPS (CR 4)**

The Guardians set these large steel traps to cripple invaders, channeled to this point by the barricades. Keep inhabitants, including the toddlers, are so used to their presence that they skirt them without even thinking about it. Invaders — or careless PCs — won't be so lucky. There are nine traps scattered about the entryway of the first floor.

Attack melee +15 (3d6); Reflex while running (DC 35) or while walking (DC 15) avoids; Search (DC 10) notices the hazard; Disable Device (DC 5) to trip it with a stick or similar object — but if you fail this laughably easy task, you get snapped in the trap.

**HARPOON TRAP (CR 4)**

During an attack, the Guardians can rush behind these harpoons, then fire at invaders as they cross through the narrow space at the end of the barricades. The nine harpoons are fixed in place, and the person activating them doesn't need to aim or exhibit any particular facility with missile weapons. One person can man up to three harpoons. Even the children can activate them, if need be. In other words, the harpoons function as a trap, but only if manned, and only when invaders stand in their trajectories.

If you make a Reflex check to avoid the harpoons while also in the bear trap area (see above), you must make an additional Reflex check DC 35 (as if running) or be nailed by a bear trap.

Attack melee +10 (3d6); Reflex (DC 20) to avoid; Spot (DC 10) to notice; no Disable Device roll needed (triggering the harpoons with no target disables them)

Note that the Guardians have positioned barricades to prevent harpoons that miss their targets from continuing on into the cooking area or barracks.

**ARMORY**

This room is stacked literally floor to ceiling with weapons and armor pieces accumulated over many centuries. Swords and helmets, daggers and bows spill out past the half-crumbled wall to the floor space outside. Many of these things — especially the most easily accessible items, which have been sorted through and passed over uncounted times — are bent, broken, or coated with rust. Few of the Guardians are willing to bother with this pile of junk. On those rare occasions when they need to replace their gear, they're likelier to travel the long distance to the nearest market than root through this mess.

Guests who are fighting on the Guardians' behalf may be welcome to "borrow" what they like, however, provided that they aren't obviously cherry-picking all of the best and rarest pieces to take away with them.

By rooting through the pile, it takes fifteen minutes to find a specific simple weapon in good repair, thirty minutes to find a specific martial weapon, and two hours to find any exotic weapon. It takes three hours to find a complete set of any armor type in a single size. There's no point in even looking for armor in non-human sizes.

There is a small chance that any given weapon or suit of armor is magical. Roll d% and compare the result to the following chart.

d% Roll	Enchantment
01 – 02	masterwork*
03 – 04	+1
05	+2
06	+3
07 – 00	mundane

\*If available for the weapon or armor type in question.

Rather than impose an artificial limit on the amount of time PCs can spend rooting around in the armory in hopes of snaring the best possible magical item, we'll leave it up to you to decide when things are getting ridiculous. At that point, a Guardian approaches the PCs and lectures them on how their petty greed is showing, and tells them that they will surely incur Hustalen's displeasure if they continue in this manner.

**OSTERWALD'S QUARTERS**

Osterwald lives in comparative comfort behind barricade walls. He sleeps in an actual bed — a massive four-poster that bears bore-holes from successive generations of termites. Anyone examining it can easily blow up a cloud of sawdust simply by breathing on it; the bed looks like it might disintegrate at any time.

Osterwald has also claimed some moldy pillows, which he has heaped up into an Arabian-style couch, for guests to perch on. A visitor with a strongly developed sense of smell may prefer to stand. He keeps a severely scratched liquor cabinet near the entrance to his chamber, but adventurers thirsty for strong drink will be disappointed to see that it's empty, aside from a few belt buckles and Osterwald's long-neglected personal journal.

The room hasn't been cleaned in a long time, so dust bunnies and balls of hair coat its low-traffic areas.

Although Osterwald pretends that he has much organizational work to do in his suite, anyone catching him in an unguarded moment will find him staring blankly off into space.

**BARRACKS**

The Guardians sleep here together, men and women and alike. They slumber fitfully on moth-eaten bedrolls. The people of Gloom Keep are ascetics who care little for personal possessions. What little they do own is left scattered about, and anyone who needs a



## GLOOM KEEP

tool or other useful item is free to pick it up and use it, no matter who originally acquired it. Thus the PCs may trip over various items, ranging from hammers to cloak-clasps, as they tiptoe through this area.

This is where the PCs will be invited to sleep if the Guardians take them in as guests. The Guardians do not stand on formality and become quietly offended if guests demand such trivial luxuries as beds or privacy. Like the Guardians themselves, guests will be expected to lead a Spartan and abstemious life while visiting Gloom Keep. Strong drink, even ale, is forbidden, and visitors will find no chamberpots or similar conveniences here. Guardians slip outside to relieve themselves, even in the coldest of weather.

Guardians are permitted to couple only for the purposes of procreation. (New generations of Guardians have to come from somewhere!) To avoid offending others, a pair wishing to mate must slip to the third floor, or possibly the wilderness, to perform the reproductive deed. During their stay, the PCs will note that several of the women warriors are in various stages of pregnancy.

There are also a dozen or so children about. They sleep in the barracks, too. They carry themselves not as children, but as miniature Guardians. They do not play, laugh, or run about. Even those barely able to walk practice sparring and absorb the theology of Hustalen. Portray them as cold and unemotional, or even as slightly shell-shocked, just like their parents.

Mother Julieta and, when she is present at the Keep, Sister Therese both bunk down here with the ordinary zealots, maintaining a pretense of equality. Only the group's leader, Timothy Osterwald, keeps an authoritative distance from his flock. His quarters are described above.

### COOKING AREA

Here the Guardians prepare their austere and tasteless meals. A fire pit sits, rarely used, in the center of this area. The group occasionally feasts on deer or boar, but mostly disdains the satisfying taste of cooked animal flesh in favor of oatmeal mush and raw root vegetables. A well provides murky-looking, but very cold and perfectly safe, drinking water.

Food supplies are stored in bulging sacks, stacked none-too-neatly against the wall, just south of the barricades around the staircase. Well-fed rats scamper across them during the night, ripping holes in the burlap to get at the food inside. The Guardians scarcely notice them. The rats don't spread disease; as everyone knows, sickness comes from ill humors in the air.

### STAIRS

Barricades hide the stone, spiral staircase from invaders. During moments of alert, Guardians take

battle positions all the way up the stairs, ready to prevent intruders from getting any closer to their god.

## SECOND FLOOR

Most of the second floor is taken up by rooms that were important when the Keep was a younger and more vibrant place, but now have fallen into disuse.

### RUINED MAGICAL LAB

The only remnant of what used to be a magical research laboratory is a large pentagram incised in the stone floor tiles; it's about twenty-five feet across. The Guardians' attitude towards non-clerical magic has shifted over the centuries; once they used it themselves, but today they condemn it. Any Guardian, if asked about this area, responds with uneasy silence and a quick attempt to change the subject.

### ARCANE PENTAGRAM

By concentrating on the pentagram and making a Spellcraft check (DC 20), a character can cause the pentagram to react in a random manner, as per the chart below.

1d6

Roll Random Reaction

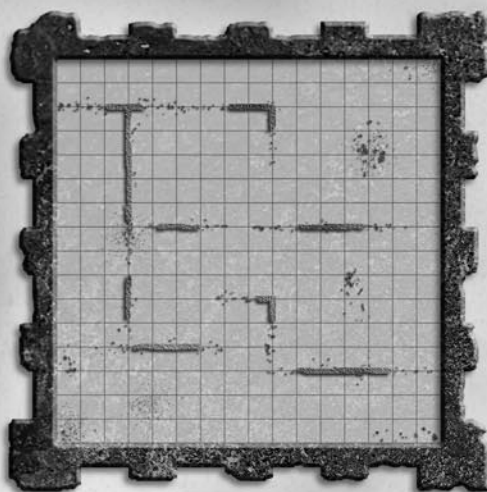
- |   |   |
|---|---|
| 1 | Grooves of the pentagram fill briefly with blood, which disappears as soon as the character stops concentrating.  |
| 2 | The pentagram glows. (Roll 1d6; the pentagram is colored 1: red, 2: orange, 3: yellow, 4: green, 5: blue, 6: violet)  |
| 3 | Cockroaches swarm out of the pentagram, and skitter towards the nearby trash pile.  |
| 4 | The pentagram gives off sparks. Characters standing inside it must make Reflex saves DC 20 or take 1d4-1 electrical damage.   |
| 5 | A strange noise emanates throughout the complex, possibly attracting annoyed Guardians. (Roll 1d6; the noise sounds like 1: a human groan, 2: the cawing of distant whippoorwills, 3: stone grinding on stone, 4: flesh being torn from bone, 5: an animal shriek, 6: atonal flute-playing) |
| 6 | The pentagram spins around at a rapid rate for about thirty seconds, stopping so that one of its points is directly at the activating character's feet.   |

Some adventuring groups, once they find they can make the pentagram do things, may become fascinated and keep coming back, in hopes of activating a secret door or acquiring some great power. In reality, all the PCs can hope to gain is their hosts' annoyance. The Guardians do not mess with the pentagram and





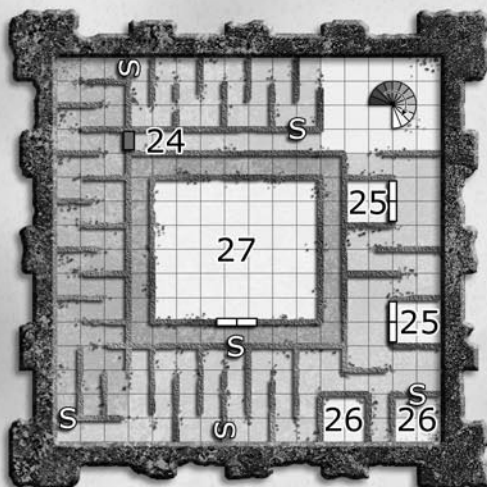
# GLOOM KEEP



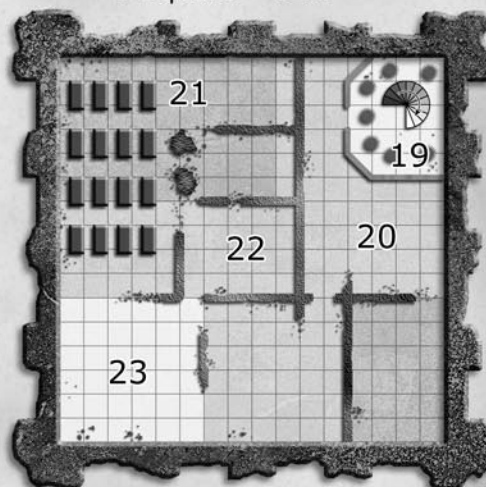
Top Floor

1. Doorway
2. Barricades
3. Cage
4. Bear Traps
5. Harpoons
6. Cooking Area
7. Cage Lever
8. Barracks
9. Osterwald's Room
10. Armory
11. Poisoned Trash
12. Ruined Magical Lab
13. Disused Chapel
14. Moldering Library
15. Hole in Floor
16. Glowing Green Orb
17. Crypt
18. Fool's Treasury
19. Floating Spike Balls
20. Guard Post
21. Ruined Crypt
22. Storage
23. Secondary Barracks
24. False Door
25. Fake Rooms
26. Empty Rooms
27. Vault of Hustalen
- S. Secret Door

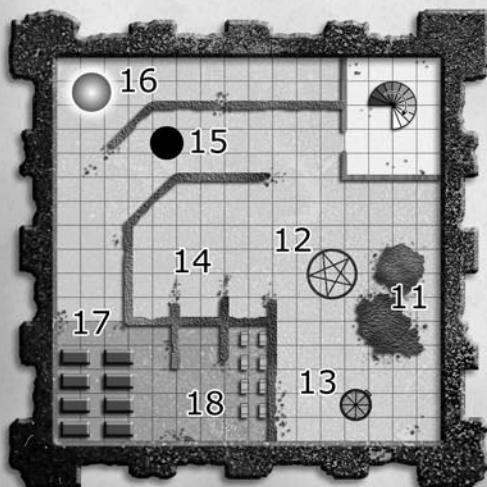
1 Square = 5 ft.



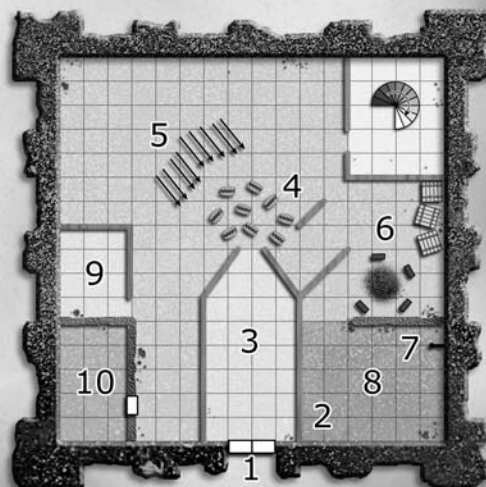
Fourth Floor



Third Floor



Second Floor



Ground Floor



## GLOOM KEEP

become mightily displeased if they find out that their guests have been making it do funny things.

Near the pentagram is a junk pile of assorted debris; everything from rotted leather straps to bent nails to broken hammers lie scattered here, along with some broken beakers and smashed arcane implements from the ruined lab. None of it is salvageable.

The Guardians know that, for some unaccountable reason, looters find garbage irresistible and like to search through it at every possible opportunity. When guests come, they poison this pile of refuse as a temptation (like the Fool's Treasury) to reveal their real intentions.

### POISONED REFUSE TRAP (CR 1)

The poison coating the refuse pile is a powerful narcotic that impairs judgment, inducing subjects to unwisely volunteer damaging and embarrassing information about themselves and their friends to anyone they encounter. Ability damage returns at a rate of one point per day.

No attack roll, contact poison (initial 1 Wisdom, secondary 2d6 Wisdom); Fortitude DC 15 to negate poison; *detect poison* spell can spot the hazard; Search not applicable; Disable Device not applicable

### DISUSED CHAPEL

A wooden pulpit, thoroughly chewed by termites, and an old stone statue of Hustalen, are all that remain of this former chapel.

The statue seems to have been crudely fashioned in the first place, and bits and pieces of it, including the nose, are now missing. But it seems to depict a robust yet elderly man in a long, flowing beard, clad in chain-mail armor and leaning against a massive two-handed sword.

If the PCs ask why the Guardians have let the chapel fall into ruin, they get the following response:

*"Once our sect worshipped the Deity in a formal fashion. But our forefathers realized that to guard Him day and night was a greater devotion than any hymn or sermon."*

### MOLDERING LIBRARY

In a huge heap in the middle of this room lie hundreds of mildewed books. Those that haven't been eaten through by bookworms have suffered water damage and are impossible to open. The useless books rest among splintered shards of ancient bookshelves. A thorough search through this mess takes about forty hours, and is utterly fruitless. Determined searchers

should suffer numerous splinters, which are painful but too insignificant to measure in game terms.

### CRYPT

Here, in wooden coffins wrapped in brocaded fabric, lie the remains of the Guardians' past leaders and heroes. (Less distinguished followers get an unmarked grave in a cemetery outside the Keep.) These are the fallen of the past hundred years or so. Osterwald's parents lie here, as does Mother Julieta's father. Their skeletons look older than they should, as they're subject to an accelerated process of decay that has left many of the bones soft and chalky.

If they're used to smashing their way through tombs in search of valuables, PCs intent on vandalism will be disappointed here. The only things that ever had value in this room were the expensive fabric shrouds that draped the coffins of these heroes of the past. These are now so mildewed and moth-eaten that they're essentially worthless.

Of course, anyone caught rummaging through here will cause grave offense to the Guardians. They'll have no choice but to assume that the party is made up of looters who intend to eventually profane Hustalen's sanctuary, too.

Assess hefty (+10 and up) bonuses to NPCs' defenses against the PCs' Bluff and Diplomacy checks as they attempt to explain away any unseemly grave-robbing.

### FOOL'S TREASURY

This area is a trap set out to induce false-faced guests to reveal their true intentions. Nine well-polished wooden chests sit to the north of four loose heaps of silver. Two of the heaps contain silver coins, plate, and display arms, while the other two consist of golden coins, jewelry, and even ingots.

The chests are locked and empty; Open Locks DC 25 can pick the locks, or a Strength check DC 30 can break them open.

However, the treasure heaps are illusionary figments. Any attempt to open the chests or touch the illusionary treasure sets off an alarm trap:

### MAGICAL ALARM TRAP (CR 0)

Disturbing the chests or illusionary treasure in the fool's treasury triggers a piercing wail that alerts all the



## SEVEN STRONGHOLDS

Guardians in building. This magical *alarm* can be dispelled, which also causes the illusions to disappear. The Guardians will later notice that the illusions are gone, so this only postpones the moment of discovery.

PCs can use Bluff or Diplomacy to explain away their unseemly behavior, but the Guardians get hefty (+8 or more) bonuses to their opposed checks.

Triggered by disturbing the treasure; Search not applicable; Disable Device not applicable

### CRUMBLING HALLWAY

In this corridor a twenty-foot hole has opened up in the floor. Anyone falling through it lands on the harpoon throwers on the first floor. Though normally characters who give it a wide berth can pass by with no danger of falling in, someone who is tricked, traveling around in the dark, or unhealthily curious could break through the crumbling stone of the hole's edge.

### HOLE IN THE FLOOR TRAP (CR 1)

Any PC who gets within five feet of the edge of the hole stands a chance of loosening the surrounding stone flooring, and falling through. Check Dexterity versus DC 20 to step lightly; Small characters check versus DC 15. The fall is only 10 feet, which does 1d6 damage, but the victim seriously annoys the Guardians, who blame him for further damaging their delicate building.

No attack roll (1d6); Dexterity (DC 20) to avoid; Search (DC 10) to notice; Disable Device not applicable

### GLOWING GREEN ORB

In one corner of the building, the PCs find a floating ball of green energy that crackles, changes hue, and rotates at a high speed. If asked what the orb is, the Guardians reply:

*"Living memory does not record its arrival. We think it may have been sent by Hustalen's enemies, in days of yore. We have learned not to touch it."*

If a PCs touches the orb, some random bad thing happens to him, according to the adjacent chart.

### THIRD FLOOR

The third floor has been more thoroughly cleared out than the second, and is mostly empty.

Hovering on the stairs between the third and fourth floors are six floating magical constructs. These objects, known as spheres of Hustalen, were animated

by long-forgotten magic, attack any non-Guardians attempting to get to the fourth floor.

### GUARD POST

Four Guardians sit on wooden stools here, ready to spring into action if they hear running noises on the stairs, or the sounds of a battle between intruders and the spheres of Hustalen. Shift changes occur at roughly 1 AM, 9 AM, and 5 PM. The guards here show the same slack, disaffected expressions as those in the exterior guardhouse.

### RUINED CRYPT

Smashed stone coffins, now empty, stand alone and ignored in this dusty corner. Aside from the occasional fragment of bone or bit of burial cloth, there's nothing to see here now.

If the PCs ask the Guardians who used to lie in the coffins, they're told that they were ancient heroes of the sect. They go on, saying:

## LINGERING MAGIC ILL-EFFECTS CHART

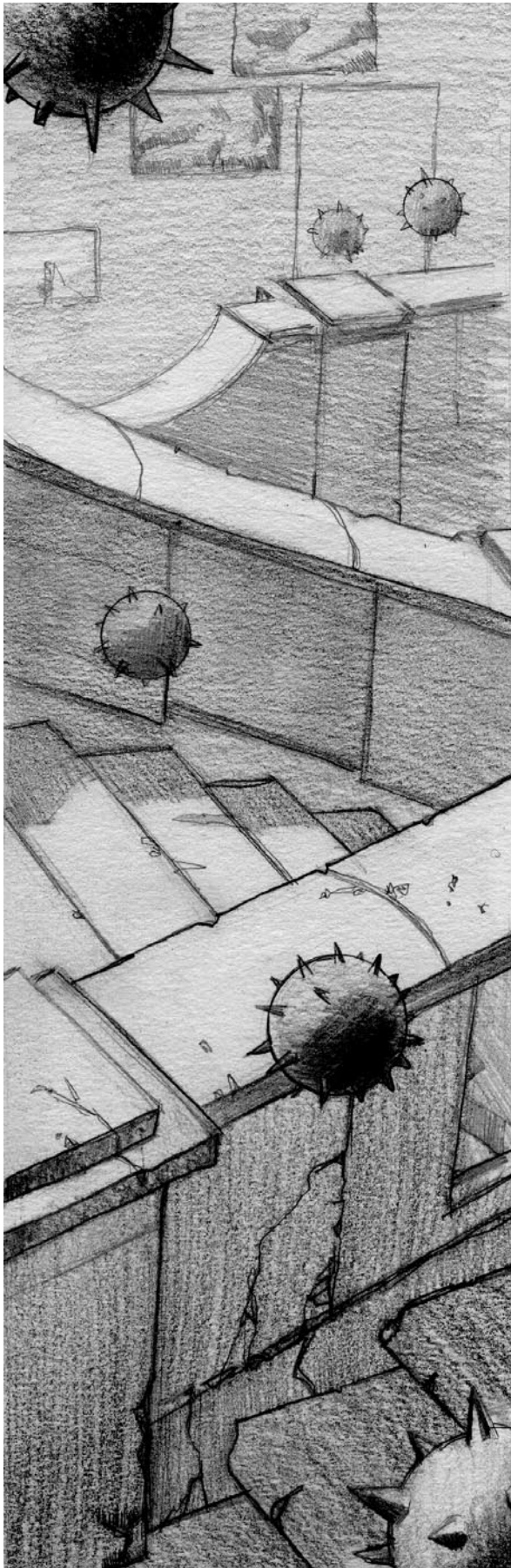
This chart can be used for any dangerous, residual magical energies the PCs may encounter in any dungeon environment. Roll 1d6.

#### Roll 1d6 Effect

- 1 *Damage to Magic Items* — roll Fortitude saving throws for the magic items you carry, in order, from lowest caster level to highest. For items of the same caster level, roll in alphabetical order. Keep checking until one item fails its save; that item is destroyed and the rest survive intact. If all items save, none are destroyed.
- 2 *Electrical Damage* — make a Reflex save DC 25 or take 3d6 damage
- 3 *Energy Drain* — make a Fortitude save DC 18+1d6 or lose XP equal to 25% of the amount separating your current level from the next
- 4 *Memory Loss* — roll Fortitude DC 18+1d6; on a failure, the spellcaster rolling loses access to all spells until the next morning or the non-spellcaster rolling loses access to all feats and skills until the next morning
- 5 *Sleep* — make a Fortitude save DC 25 or fall into a nightmare-haunted sleep for 1d4 days, from which it is impossible to awake.
- 6 *Uncontrollable Twitch* — succeed at a Fortitude save DC 25 or suffer from pronounced facial twitching for 1d4 days; during this time, your Charisma is effectively reduced by 2.

(The green orb isn't provided with a Challenge Rating since PCs can avoid it by simply ... well ... avoiding it.)





## NEW MONSTER: SPHERES OF HUSTALEN (6)

<b>Hit Dice:</b>	4d8 (18 hp)
<b>Initiative:</b>	+3 (Dex)
<b>Speed:</b>	Fly 60 ft. (perfect)
<b>AC:</b>	28 (+8 size, +3 Dex, +7 natural)
<b>Attacks:</b>	One slam +10 melee
<b>Damage:</b>	Slam 1d8+2 (crit 18-20/x3)
<b>Face/Reach:</b>	1/2 ft. by 1/2 ft./60 ft. (darts quickly through air)
<b>Special Qualities:</b>	Damage Reduction 30/+2, Hustalen's Wrath, Magic Immunity
<b>Saves:</b>	Fort +0, Ref +3, Will +0
<b>Abilities:</b>	Str 10, Dex 17, Con —, Int —, Wis 11, Cha 1
<b>Climate/Terrain:</b>	Any land and underground
<b>Organization:</b>	Gang (4-6)
<b>Challenge Rating:</b>	8
<b>Treasure:</b>	None
<b>Alignment:</b>	Lawful Neutral
<b>Advancement:</b>	None

A sphere of Hustalen is a fist-sized iron ball, from which spikes protrude. It hovers in mid-air, inactive, until an infidel (defined as anyone other than a worshiper of Hustalen) attempts to pass by the space it has been set to guard.

Created by an ancient wizard to guard the temples of his god, these constructs — which use air elementals as their animating force — survive in very small numbers today. Most of the temples they now guard are empty or have been completely razed for centuries. Dungeon explorers may fight them without ever knowing their purpose or what they were meant to guard.

They attack by flying through the air and smashing into their targets. The balls maneuver extremely well and, when in flight, are visible only as blurs. They emit no sound. Some have been corroded over the years and may have lower natural armor scores than those given above.

**Construct:** Immune to mind-influencing effects, poison, disease, and similar effects. Not subject to critical hits, subdual damage, ability damage, energy drain, or death from massive damage.

**Damage Reduction (Su):** Each time a foe hits a sphere of Hustalen with a weapon, the damage dealt is reduced by 30 points, though a +2 or better weapon does full damage.

**Hustalen's Wrath (Su):** A sphere of Hustalen has a +2 *enhancement* bonus that applies to both attack and damage rolls.

**Magic Immunity (Ex):** Spheres of Hustalen are immune to all spells, spell-like abilities, and supernatural effects.

### Construction

A sphere of Hustalen costs 50,000 gp to create, which includes 500 gp for the body. Assembling the body requires a successful Craft (armorsmithing or weapon-smithing) check (DC 15). The creator must be 14th level and able to cast arcane spells. Completing the ritual drains 1,000 XP from the creator and requires *geas/quest*, *limited wish*, and *polymorph any object*.



## SEVEN STRONGHOLDS

*"Our records do not tell us what happened here. An invasion, doubtless. All must have ended well, for we are still here. Perhaps the invaders went upstairs, and were disposed of by our god."*

### STORAGE

Here the cult stores various bits of unused gear, from good pieces of weathered deadwood to old tools to scrap clothing. There's nothing of real value, but if the PCs need a bit of miscellaneous junk in order to fulfill some ingenious plan, there's a chance they'll find it here. The more clever the plan, and the more usually valueless the item, the more generous you should be in allowing them to find it.

### SECONDARY BARRACKS

This open, comparatively well-swept patch of floor space is sometimes used for overflow accommodations when the main barracks are full. Most often, this happens when Sister Therese returns to the Keep with a new group of recruits. Only rarely do her charges stay for very long, so this barracks is unlikely to be in use for more than a few days at a time.

### FOURTH FLOOR

Even though they're closest to the dying god, the walls and ceilings on this floor are in the best repair.

The bad smell that permeates the complex is unmistakably strong here. Even imperceptive characters will find themselves wrinkling up their noses in disgust.

Those stepping onto this floor, Guardians included, feel an immediate sense of primal dread. Hearts speed up, stomachs knot in fear, and the hairs on the backs

of their necks rise. In a thousand ways their instincts tell them: *get out of here, now!* Some characters may be unable to resist this powerful impulse, and flee the tower.

Having to make this preliminary roll just for being near to a god should give your PCs one last warning that maybe they really ought to make a discreet exit from the vicinity.

### LABYRINTH

A maze of sorts attempts to delay intruders from finding the dying god's vault. Secret doors lie throughout the area; most lead to nowhere and exist only to confuse would-be blasphemers intent on beholding the face of Hustalen.

Finding the secret doors takes a Search roll DC 18.

### FAKE ROOMS (ONE AND TWO)

Both of these rooms exist to confound invaders. Each bears a gigantic set of cast iron doors, molded into the shape of a face. The face is that of a human man with a stern expression and long, flowing beard. The look in his cold iron eyes seems to suggest that he'll eternally curse any person foolish enough to approach closer. A few flakes of variously colored paint still remain on the doors, suggesting that they were once fully painted.

The doors are unlocked but are so heavy that it still takes some serious muscle to manhandle them open.

The doors open on a DC 25 Strength check.

## NEW D20 RULES: PRIMAL DREAD CHECK

All characters (with the possible exception of demigods and the like) entering a zone of primal dread must make a saving throw or suffer from a powerful urge to leave the area. The bonus to the roll is:

$$\text{Character Level} + \\ \text{[(Fortitude Bonus} + \text{Will Bonus)]/2}$$

The result of this roll determines the character's reaction to being in the general vicinity of a god:

**DC 35 or Higher:** Characters feel the physical symptoms of terror but are able to control them. They can continue on into the area of primal dread at will, concealing their fear from others, if necessary.

**DC 30 – 34:** Characters can force themselves onward but become nervous and distracted. Difficulties of all checks increase by 1; all attack bonuses decrease by 1.

**DC 25 – 29:** As above, but difficulties increase by 2, and attack bonuses decrease by 2.

**DC 20 – 24:** As above, but difficulties increase by 3, and attack bonuses decrease by 3.

**DC 19 or Less:** Characters utterly panic and run at top speed in the direction they came from, until reaching a point at least half a mile away from the zone of primal dread. They cannot even head in the direction of the zone until they successfully retake this save. New saves are permitted once every six hours.

If, for some reason, fleeing characters cannot retrace their routes out, they instead run in a random direction. Once one character chooses a direction, any fleeing comrades can head that way, too. If all of the characters' escape routes are completely cut off, they lose the urge to flee. Although they may be frightened, they suffer only the +2 to DC and –2 to attacks.

All ill effects from primal dread cease thirty minutes after the characters exit the zone.



## GLOOM KEEP

The rooms are absolutely empty, save for some cobwebs and (if you prefer) a rat's nest or two.

### FALSE DOOR

This door, visible from the wall's west side, is locked. It opens only onto the stone wall.

It takes an Open Lock check DC 20 to reveal the wall.

### THE VAULT OF HUSTALEN

The doors to the real vault are the same as on the two fake rooms, except that all of the paint has flaked off.

Further, this particular cast-iron representation of Hustalen's face is especially eerie. Even gazing upon it requires a second primal dead check (see above).

The door requires a DC 25 Strength check to pull open, and characters must make DC 25 Will saves just to touch the door.

Remember that the Guardians will do everything in their power to make sure that no PC gets the chance to open this door.

If they do it get it open, the adventurers behold a large expanse of mostly empty room. The floor is coated in a two-inch covering of small, white flakes that are slightly greasy to the touch.

Check Knowledge (nature) versus a DC of 20 to realize that these are flakes of dried skin.

The material registers as overwhelmingly powerful to a *detect magic* spell. It also shows up strongly under a *detect law* spell.

Yes, the dead skin is Hustalen's.

In the center of the room stands a wooden frame, about ten feet high and fifteen feet long, across which a large piece of gauzy red fabric hangs. Through the fabric, onlookers can make out what at first looks like the backlit silhouette of a man. Then they realize that the figure is not actually silhouetted; instead, it is the man who gives off the light that allows them to see through the cloth.

Their eyes can follow the bottom of the cloth; the figure's sandaled feet are clearly visible beneath it. These are the sallow, heavily veined feet of a very old man. His toenails are long, sharp, and yellowed. Onlookers can also make out that the figure sits on a large, stone throne of some kind.

This is when they must make their first save to protect themselves from the direct presence of a god. (See "Divine Contact Effects," the insert on page 63.)

You'll note that the Gloom Keep setting in no way forces the PCs to come anywhere near the god. It may *tempt* them to do so, by repeatedly warning them not to, but that's a whole different matter. The key point is that they've been given plenty of warning.

If they remain in the chamber, Hustalen, with a trembling, corpse-like hand, reaches forward and parts the gauzy red curtain, revealing himself in all of his decaying, fearsome divinity.

Again, the PCs must all check for divine contact effects, but this time they receive no bonus for the curtain. Note that effects of multiple failed saves are cumulative, so a character who doesn't know enough to split could end up suffering a heavy yoke of combined *energy drains*.

Hustalen looks like a withered old man with a long, yellowed beard. Only a couple of incisors dangle from his top gums. His head is bald and covered with liver spots. He wears a flimsy toga, which gapes open to reveal his cadaverous ribs. Despite his obvious physical decay, Hustalen's voice is as strong and booming as you'd expect from a patriarchal deity of law and war.

"*Why have infidels disturbed my rest?*" he demands.

Even in his youth, Hustalen was an incarnation of rigid and authoritarian law. He's gotten no more flexible in his dotage. There is no way to mollify him. He certainly won't dispense favors to adventurers; as far as he's concerned, not even his few remaining worshipers live up to the exacting standards of his creed.

If angered further, he gives off waves of divine energy — in other words, everyone must make another set of saves against divine contact effects. However, he will in no way impede the adventurers if they try to leave his presence.

If the PCs somehow manage to resist this barrage of energy, Hustalen may deign to respond to pleas from the PCs. (Unless otherwise indicated, all responses given here are followed with an explosion of divine energy.)

**I'm sorry, we didn't know you were here.**

*As god of knowledge, I condemn the willfully ignorant to the fourteen pits of belligerent darkness!*

**We want only to worship you, O great Hustalen!**

*Are you so ignorant of Him you would worship that you would break his most sacred laws, and profane His person with your ignominious presence? You are castigated, worms!*

**But I'm a friend of Timothy Osterwald's!**



## SEVEN STRONGHOLDS

*Bah! He did not tell you to come here. And what would I care if he did? He, and all the others, are but pale shadows of my true worshipers, back in the old days. Mere insects ... crawling in the footsteps of titans. [No emanation]*

**Do you truly send visions to Mother Julieta, or is she crazy?**

*Even if I cared to answer, I would not care to answer! [No emanation]*

**We have come to warn you of the approach of your great enemy!** (or any other fabrication; Hustalen automatically sees through all Bluff attempts)

*You would dare to lie to me, the divine incarnation of all truth?!*

**We only wish to bask in your divine and righteous presence!**

*You are fools! Depart forthwith!*

**We will not bother you any further ... we're leaving!**

*Then go, crawling sub-worms from the gutterous slime-ponds of unbeing!*

The last response brings no emanation, provided that the PCs leave immediately.

## TOP FLOOR

The top floor is entirely abandoned. Any salvageable stones that could be used to repair walls have long since been hauled away. Spiders, beetles, and rats skitter about, through scattered bits of rubble.

If the PCs stand over Hustalen's vault, they might occasionally hear disturbing noises from below, like phlegmatic grunts, horrific explosions of flatulence, or sudden wails of divine frustration.

## SCENES

The challenge in using Gloom Keep is that its residents are isolated from the world and like it that way. Here are some plot devices that force the Guardians to interact, however reluctantly, with the PCs:

- A local ruler discovers the existence of a document in which the ancient hierarchy of Hustalen recognizes that it owes him certain feudal duties. The ruler's functionaries arrange for the PCs to travel to the Keep, take an inventory of its resources, and determine how they can best be used to further his own goals. (He may be, for





## NEW D20 RULES: DIVINE CONTACT EFFECTS

Few gods manifest themselves directly, even to their worshipers. According to many doctrines, mortals can only be contacted by the gods through intermediaries, which may be angels, demons, elementals, celestials, or other beings, depending on the deity in question. Even if you worship a particular god, he'll probably be displeased to meet you if you show up uninvited on his godly doorstep. And if he doesn't object to your presence, your tiny, spiritually limited mortal mind is probably too small to encompass the manifold sensory and metaphysical emanations given off by even the most modest of divine beings.

Use the following chart when characters come into direct contact with a god or other divine entity, especially when they are unprepared for the encounter, or when the meeting is unwanted by the entity or is otherwise improper.

All characters make a saving throw, with the following bonus to the roll:

**Character Level + [(Fort bonus + Will Bonus)/2]**

If they view Hustalen only through the cloth, the PCs also gain a +5 bonus on their Fortitude/Will saving throw against the divine contact effects.

The result of this roll determines the character's reaction to being in the immediate presence of a god:

**DC 40 or Higher:** Characters feel an overpowering sense of awe (in the case of deities they worship, or are sympathetic towards) or dread (in the presence of any god hostile or indifferent to their beliefs). They suffer no permanent harm but, while in the divine presence, must succeed at a

DC 20 Will check before undertaking any action requiring a roll of any kind. Characters failing checks can't retry the action in question until out of the divine being's presence.

**DC 35 – 39:** Characters must check Will against a DC of 30 before undertaking any action requiring a roll. For 1d6+3 days after the incident, characters become depressed and exhausted. Each morning, they must check Will against a DC of 25, or refuse to get out of bed.

**DC 30 – 34:** Characters suffer five levels of *energy drain*. As soon as they are no longer in the god's presence, they partially recover, suffering only a single permanent level of *energy drain*.

**DC 25 – 29:** While in the divine entity's presence, characters suffer ten levels of *energy drain*. As soon as they are no longer in the god's presence, they partially recover, with two lingering levels of *energy drain*.

**DC 24 or Less:** The character's souls are torn from their bodies, then ripped to metaphysical shreds. Their bodies live on, thoughtless and insensate, but their minds and spirits are destroyed forever. By no means can the soul ever be reconstructed and returned to the still-living body. The character can't even be reanimated as a zombie or skeleton after death. That's it. *Gesphincto*. Dead, dead, dead. Time to create a new character.

Because these effects are really nasty, you should make sure that PCs have plenty of chances to avoid any opportunity for unwanted divine contact you include in adventures of your own devising.

example, waging a war, putting down an internal rebellion, or dealing with an incursion of monsters.) Osterwald doesn't want anything to do with the ruler or his delegation, but the ultra-lawful tenets of Hustalen require him to honor all old agreements. Can the PCs head off the Guardian's attempts to subvert the arrangement?

- One of the PCs somehow attracts the attention of Hustalen's roving consciousness. Perhaps he's annoyed by Mother Julieta's false prophecies, but has been unable to touch the minds of any of his other supposed worshipers. He gives the PC visions drawing him to the Keep, and provides minor miracles to impress the Guardians. Hustalen is probably unable to clearly communicate his exact desires, and the PC may have no interest in reforming the old god's cult. How does the group deal with this without incurring the senile deity's wrath?
- The party discovers that one of its enemies intends to attack the Keep in an attempt to steal Hustalen's essence for some nefarious, necromantic purpose. They can gain entrance to the Keep by presenting their evidence to Osterwald, and then unite with him against their mutual foe.

## ALTERNATE VERSIONS

The keep could be used as a more typical dungeon encounter if the Guardians are already gone. Perhaps the PCs encounter the inhabitants once, then, on a second occasion, discover that the Keep has been overrun by orcs, demons, or other enemies.

An eerie series of encounters will result if the PCs stumble across the deserted Keep, unoccupied except for Hustalen himself. Perhaps he then attempts to recruit them as followers, to replace the protectors who've abandoned him.

Alternately, make Hustalen an actively evil god freshly back from the dead and hoping to expand his power, giving the PCs every reason to bust in and fight the Guardians to the last man.

Or Hustalen might be malign, but his protectors virtuous; they're not protecting him from outsiders, but keeping him imprisoned in the tower. In this version, his vault is lined with heavy-duty protective magics strong enough to restrain a god, albeit a weakened one.





## CHAPTER FOUR

# OLD MOUND FORT

## AT A GLANCE

Old Mound Fort is an Iron Age fort — a compound of thatched huts on top of a vast earthwork mound, surrounded by timber palisades and protected by a confusing network of ditches and ramparts. The earthwork mound is ancient, but the fencing and compound are the recent additions of a small band of halfling adventurers led by the outgoing Jolly Flatrock and his taciturn lieutenant, Peaseberry Finefellow. Flatrock calls his group the Sojourners' Weal Society.

The fort sits in the midst of a long-deserted area that has become a magnet for treasure-seekers ever since the recent discovery of various entryways into lucrative archaeological ruins. Flatrock and Finefellow claim that their fort protects adventurers from the many predatory creatures that have migrated from the ruins to the surface world. In reality, it's a base from which the halflings prey on unwary dungeon-plunderers.

## PLACEMENT

The fort is located in an uninhabited backwater, far from towns and cities. Its main drawing point is the ruins of an ancient civilization that have recently been discovered near it, and are now being plundered.

Place the fort near a dungeon complex of your choice, whether from a published source or of your own creation. This chapter assumes that the underground complex has recently been rediscovered, and has become a magnet for greedy explorers anxious to strip it of its treasures. You'll also need to decide why the area surrounding the fort remains depopulated. Possible reasons might include:

- People think it's haunted by the ghosts of the dead civilization.
- It might be too far away from water or navigable trade routes to have been resettled.
- The area could be inhabited by tribal peoples or roving humanoids: they might be hostile enough to keep settlers away, even though they offer little resistance to seasoned, well-armored adventurers.

## CHARACTERS

### JOLLY FLATROCK

#### Bandit Leader

*"Welcome, esteemed explorers, to our exceedingly humble compound. We haven't splendors or luxuries to offer you, but can promise good, honest ale, and pleasant companionship."*

Jolly Flatrock is a stout, flat-faced halfling in his middle years. His rough features are ruddy and weathered. His eyes are the color of corn; his hair is deep brown running to gray. Flatrock carries himself with exaggerated dignity, often strutting about with thumbs tucked into the lapels of his green felt overcoat. He speaks in a deep, fusty voice, presenting himself as a combination of small-town mayor and eager innkeeper.

When crossed, he shows his true colors. His eyes narrow. His face becomes an even more vivid shade of red. He barks commands and issues vividly detailed threats. His men know how ruthless he can be and fear him accordingly.

Flatrock is motivated entirely by dreams of wealth. Even though each of his men owns a 2700 gp share of the treasure the Weal Society has stolen, he knows, in his heart of hearts, that the entire hoard beneath the Great Hall of the fort really belongs to him. He schemes constantly to enlarge this hoard. The lives of others mean nothing to him. On those rare occasions when tiny twinges of guilt afflict him, he reminds himself that the families of the people he kills are free to arrange for their resurrections. Of course, if any of his victims ever did come back from the lands of the dead, he'd do his best to send them right on back, with maximum haste.

His biggest worry is that underlings will decide to leave the encampment with plans to settle down and enjoy their ill-gotten gains. He's done a superb job of stoking his lackeys' greed, convincing them that what they've taken so far is just a fraction of riches to come. Only a few have made noises about leaving, and in each case he's turned the others against them; the necessary executions went off without incident.

He values the abilities of his right-hand-man, Peaseberry Finefellow, but is incapable of feeling genuine affection for anyone, no matter how loyal.



## JOLLY FLATROCK

### 4<sup>th</sup>-Level Halfling Rogue/3<sup>rd</sup>-Level Fighter

CR 7; SZ S (humanoid); HD 4d6+8 + 3d10+6; hp 50; Init +5 (Dex); Spd 15 ft.; AC 23 (+3 Dex, +5 breastplate, +1 size, +4 for *buckler* +3); Atk melee +7 (1d6/crit 19-20/x2, short sword), or melee +7 (1d4/crit 19-20/x2, dagger), or ranged +8 (1d8/crit 19-20/x2, repeating crossbow); Face 5 ft. x 5 ft.; Reach 5 ft.; SA Sneak Attack; SQ Evasion, Halfling Traits, Traps, Uncanny Dodge; AL NE; SV Fort +7, Ref +11, Will +4; Str 11, Dex 20, Con 15, Int 17, Wis 12, Cha 12

**Skills:** Appraise +10, Bluff +11, Climb +4, Diplomacy +13, Gather Information +3, Heal +3, Hide +10, Innuendo +5, Intimidate +5, Jump +6, Listen +7, Read Lips +6, Search +7, Sense Motive +10, Spot +3, Swim -8, Tumble +7, Wilderness Lore +4

**Feats:** Alertness, Combat Reflexes, Dodge, Expertise, Mobility, Run

**Evasion (Ex):** If exposed to any effect that normally allows a character to attempt a Reflex saving throw for half damage, Jolly Flatrock takes no damage with a successful saving throw. Evasion can only be used if the rogue is wearing light armor or no armor.

**Halfling Traits (Ex):** Halflings receive a +2 morale bonus to saving throws against fear.

**Traps:** Rogues (and only rogues) can use the Search skill to locate traps when the task has a DC higher than 20. Finding a non-magical trap has a DC of at least 20, higher if it is well hidden. Finding a magic trap has a DC of 25 + the level of the spell used to create it. Rogues (and only rogues) can use the Disable Device skill to disarm magic traps. A magic trap generally has a DC of 25 + the level of the spell used to create it.

**Sneak Attack:** Any time the rogue's target would be denied a Dexterity bonus to AC (whether the target actually has a Dexterity bonus or not), or when the rogue flanks the target, the rogue's attack deals extra damage. The extra damage is +2d6. Ranged attacks can only count as sneak attacks if the target is within 30 feet.

**Uncanny Dodge:** Flatrock retains his Dexterity bonus to AC if caught flat-footed or struck by an invisible attacker.





Flatrock esteems people according to their usefulness to him.

If placed in a position of weakness and asked to account for his crimes, Flatrock weeps and reveals the details of his grim childhood: the cold, the hunger, the countless beatings endured at the hands of a brutal and uncaring father. All of these pleadings are blatant hogwash. He was raised in comfort by a loving family, and has been ruled by greed ever since the day when he laid eyes on his first platinum piece.

## PEASEBERRY FINEFELLOW

### Flatrock's Majordomo

*"Let us see that it is done."*

With his stooped shoulders and enlarged red nose, it would be easy to mistake Peaseberry Finefellow for a witless, worn-down old drunkard. And, indeed, his joints creak audibly now when he moves, and his face shows the ravages of countless drained tankards. But Peaseberry Finefellow is the hardest-working man at the fort, and is nearly as accomplished a schemer and blackguard as his boss, Jolly Flatrock. The two have been partners in crime ever since they escaped from jail together. During their flight from the authorities, Flatrock knocked Finefellow out of the way of an incoming crossbow bolt, saving his life. (Flatrock actually panicked and saved Finefellow only by accident, but the older halfling has never quite figured this out.) Finefellow dedicated himself to Flatrock's service, swearing to become useful and competent, as he had been when he was a much younger man. He set aside strong drink, dedicating himself to relearning the old skills he'd allowed to atrophy during his years of dissipation.

He's been Flatrock's sidekick for the past ten years or so, and hasn't touched a drop in all that time. Flatrock is the schemer who gets the big ideas, like building a fort from which to prey on treasure-laden explorers. Finefellow is the hard worker who makes them happen. He screens recruits, makes schedules, and enforces procedures. Although Flatrock is probably the more villainous of the two, the workaday members of the Weal Society fear Finefellow more. He can swear a blue streak in six languages, and never seems to run out of lungpower. No one wants the humiliation his tongue-lashings bring.

Finefellow maniacally pursues order and discipline as a way of demonstrating that he's just as sharp and in control as ever, and that the old, weak, drunken version of himself has been banished forever. He doesn't care about the money in the hoard, except as a measure of his success.

If something happened to Flatrock tomorrow, Finefellow would probably seek out some other strong personality to attach himself to. He could just as easi-

## PEASEBERRY FINEFELLOW

### 4<sup>th</sup>-Level Halfling Rogue/2<sup>nd</sup>-Level Ranger

CR 6; SZ S (humanoid); HD 4d6+4 + 2d10+2; hp 39; Init +4 (Dex); Spd 15 ft.; AC 19 (+3 Dex, +1 size, +5 breastplate); Atk melee +7 (1d6/crit 19-20/x2, short sword), or melee +6 (1d4/crit 19-20/x2, dagger), or ranged +10 (1d8/crit x2, sling); Face 5 ft. x 5 ft.; Reach 5 ft.; SA Sneak Attack; SQ Evasion, Favored Enemy, Halfling Traits, Traps, Uncanny Dodge; AL NE; SV Fort +8, Ref +9, Will +3; Str 11, Dex 18, Con 13, Int 13, Wis 12, Cha 12

**Skills:** Bluff +9, Diplomacy +11, Gather Information +4, Innuendo +6, Intimidate +10, Listen +9, Move Silently +7, Pick Pocket +6, Read Lips +8, Sense Motive +9, Use Magic Device +5

**Feats:** Weapon Focus (short sword), Great Fortitude, Toughness, Track

**Evasion (Ex):** If exposed to any effect that normally allows a character to attempt a Reflex saving throw for half damage, the rogue takes no damage with a successful saving throw. Evasion can only be used if the rogue is wearing light armor or no armor.

**Favored Enemy:** This ranger gains a +1 bonus to Bluff, Listen, Sense Motive, Spot, and Wilderness Lore checks when using these skills against humans. The same bonus applies to weapon damage rolls against creatures of this type.

**Halfling Traits (Ex):** Halflings receive a +2 morale bonus to saving throws against fear.

**Traps:** Rogues (and only rogues) can use the Search skill to locate traps when the task has a DC higher than 20. Finding a non-magical trap has a DC of at least 20, higher if it is well hidden. Finding a magic trap has a DC of 25 + the level of the spell used to create it. Rogues (and only rogues) can use the Disable Device skill to disarm magic traps. A magic trap generally has a DC of 25 + the level of the spell used to create it.

**Sneak Attack:** Any time the rogue's target would be denied a Dexterity bonus to AC (whether the target actually has a Dexterity bonus or not), or when the rogue flanks the target, the rogue's attack deals extra damage. The extra damage is +2d6. Ranged attacks can only count as sneak attacks if the target is within 30 feet.

**Uncanny Dodge:** As a rogue of 3<sup>rd</sup> level or above, Peaseberry retains any Dexterity bonus to AC if caught flat-footed or struck by an invisible attacker.

**Equipment:** Finefellow has the following wands: *cure light wounds* (caster level 1, 3 charges); *ghoul touch* (caster level 3, 9 charges); *magic missile* (caster level 5, 24 charges)



ly dedicate himself to a champion of virtue as an avatar of evil. To Finefellow, it's not what you do that matters, it's how well you do it. He takes no special pleasure in the murders Flatrock orders, but isn't much troubled by them, either.

While he really just wants everyone he meets to respect him, he's not above playing for a little sympathy, too. When he's not patrolling the camp for signs of procedural error, he's sketching portraits of his beloved, dead wife. This saintly woman is entirely fictional.

## FLATROCK'S MEN

### Murderous Lackeys

*"Hey, what are you doing over there?"*

The Weal Society consists of about fifty halfling bandits. Their basic game statistics appear here, though you should tweak the numbers for individual NPCs if you want them to have specific personality traits or capabilities.

These fellows are your basic, interchangeable minion types. If the PCs set about changing their loyalties, they might be able to undermine Flatrock's position at the fort. But whatever persuasive powers the adventurers deploy, these bandits remain dedicated robbers and killers. They'll find it hard to go straight for any significant period of time.

Flatrock's men carefully watch visitors to the compound, though they take pains to look nonchalant and seem as if they're carrying on regular business. They don't march around in formation, for example. They know that if they seem distrustful of their guests, their guests will in turn become distrustful of them. But these fellows don't need to be geniuses to know when the PCs are investigating things better left alone.

## ENDICOTT BIRDWARMER

### Hot-Tempered Cook

*"No man has the right to criticize my sausage casings."*

Endicott Birdwarmer, a temperamental fussbudget who spends much of his time screaming at assistants, serves as camp cook. The other halflings view him as a comical figure, but appreciate the meals he prepares. Each morning, before entering the cookhouse, he laboriously shaves his oversized head and carefully waxes his curling moustache.

Birdwarmer has known Flatrock for over a decade. A couple of years ago he was forced to flee the estate of his employer, a baron, after fatally poisoning the man's son. (The wretched pup had the temerity to claim that his soup wasn't salty enough!) He heard that Flatrock

## FLATROCK'S MEN

### 2nd-Level Halfling Fighter/1st-Level Rogue

CR 3; SZ M (humanoid); HD 2d10+6 + 1d6+3; hp 29; Init +8 (+4 Dex, +4 Improved Initiative); Spd 20 ft.; AC 18 (+4 Dex, +3 studded leather armor, +1 size); Atk melee +7 (1d6+3/crit 19-20/x2, shortsword), or ranged +8/+3 (1d6/x3, composite shortbow); Face 5 ft. x 5 ft.; Reach 5 ft.; SA Sneak Attack; SQ Halfling Traits, Traps; AL NE; SV Fort +7, Ref +7, Will +1; Str 17, Dex 18, Con 17, Int 10, Wis 10, Cha 8

**Skills:** Bluff +1, Climb +8, Escape Artist +8, Hide +8, Innuendo +1, Jump +6, Listen +9, Move Silently +6, Profession (innkeeper) +3, Search +7, Spot +7, Tumble +11, Use Rope +7

**Feats:** Combat Reflexes, Dodge, Improved Initiative, Weapon Focus (shortsword)

**Halfling Traits (Ex):** Halflings receive a +2 morale bonus to saving throws against fear.

**Sneak Attack:** Any time the rogue's target would be denied a Dexterity bonus to AC (whether the target actually has a Dexterity bonus or not), or when the rogue flanks the target, the rogue's attack deals extra damage. The extra damage is +1d6. Ranged attacks can only count as sneak attacks if the target is within 30 feet.

**Traps:** Rogues (and only rogues) can use the Search skill to locate traps when the task has a DC higher than 20. Finding a non-magical trap has a DC of at least 20, higher if it is well hidden. Finding a magic trap has a DC of 25 + the level of the spell used to create it. Rogues (and only rogues) can use the Disable Device skill to disarm magic traps. A magic trap generally has a DC of 25 + the level of the spell used to create it.

had set up this fort in the wilderness, and came here to offer his services in exchange for protection.

All Birdwarmer wants is to prepare splendid meals and to perfect a new type of cheese, which he will name after himself, assuring the continuance of his name for all posterity. He finds Flatrock's murders distasteful but accepts them as necessary, because they fund a steady stream of otherwise unaffordable ingredients.

Birdwarmer's stats are as those of a typical Weal Society member, except as follows: Bluff +1, Profession (cook) +3.

## HANDSOME SINJON-CAVALIER

### Smith in Denial

*"I have no idea what you're talking about."*





## SEVEN STRONGHOLDS

The camp's smith and armorer, Handsome Sinjon-Cavalier, is a young fellow who looks from a distance like he deserves his given name: he boasts a fine head of blond hair and a strong, solid jaw unusual in a halfling. But up close his eyes are slightly crossed and his skin is pocked with the scars of some nasty skin disease.

Sinjon-Cavalier came to the region as an explorer, but his party broke up after the rogue tried to garrote the paladin. Looking for safety in a hostile wilderness, he threw in his lot with Flatrock. He does his best to avoid participating in any killings, and carries on as if nothing untoward is going on here. If Sinjon-Cavalier is evil, his is the evil of laziness; he simply takes the path of least resistance, and shuts his ears to the screams of burning men.

Sinjon-Cavalier's stats are as those of a typical Weal Society member, except as follows: Bluff +1, Craft (armorsmithing) +2, Craft (blacksmith) +1, Craft (weaponsmithing) +3.

### NEW WONDROUS ITEM:

## AMPLIFYING HORNS

*Amplifying horns* give residents of a small area an advantage over newcomers when they make opposed checks. They come in sets of four copper cones, each about three inches long. The cones are typically attached to walls or posts. Each cone must be placed no more than 1,000 feet away from another. When all four of them are properly installed, you can draw an imaginary, four-sided polygon connecting them together. The polygon is the horns' area of effect. The horns benefit all intelligent beings who have spent thirty days or more within the area of effect; they gain a +5 bonus on all opposed checks made against intelligent beings who have spent less than thirty days within the area.

*Caster level:* 3<sup>rd</sup>; *Prerequisites:* Craft Wondrous Item, *hypnotism*; *Market Price:* 4,000 gp; *Weight:* 6 ounces each

## TWOGO NUTVENDOR

*"I'm sick of this stinking place! Sick, I tell you!"*

### Camp Malcontent

Twogo Nutvendor is a pale-skinned halfling with coarse, dark hair, who walks with a lumbering gait.

Raised by his daddy and granddaddy to be a bandit just like them, he's been waylaying people ever since he was tall enough to ride a pony. He used to run his own gang of brigands, but their numbers slowly dwindled during an ill-conceived trek through the nearby wilderness. When he got to Old Mound Fort, he





## OLD MOUND FORT

immediately sensed the truth behind Flatrock's project and convinced the remnants of his band to join up.

In recent months, he's grown increasingly restless and discontented. He now realizes that Flatrock has no intention of giving anyone their rightful shares, and that death awaits those who cross him. Still, he can't contain his resentment. It should be him running this place, not that demented old windbag!

If Twogo were smart, he'd keep his complaints to himself while waiting for the moment to realize his ambitions. But Twogo is not smart, and any day now he's likely to make a rash move that may leave his corpse floating in Flatrock's lime pit ...

Twogo's stats are as those of a typical Weal Society member.

## THE INSTALLATION

### RECONSTRUCTING THE FORT

Old Mound Fort sits on scrub land where nothing but the hardiest of weeds will grow. The enemies of the now-dead civilization the fort is located near, after the final battles that razed the civilization's great walled cities, salted the farmlands with alchemical substances. Even after many centuries, large stretches of land that would otherwise have been covered over by encroaching forests still lie largely barren. But there are also thick stands of trees nearby, in places the conquerors happened to pass by untouched. This is where the Weal Society got the timber to reformat the old earthworks.

The earthen fort the Weal Society now occupies is even older than the buried ruins it sits in the midst of. It was constructed by the Iron Age precursors of the civilization that left the nearby ruins. Its gigantic mound foundation remained even as the lower, later walled cities were thoroughly covered over in the course of centuries of soil erosion. When Flatrock and his crew came upon it, it was overgrown with weeds and briars. They cleared the vegetation, re-dug the ditches, and uncovered the ramparts. They flattened the mound top back out again, added new timber palisade walls, and built simple thatched buildings in which to live.

The fort has never been attacked by anything resembling the full-scale force it's built to repel. Although orc and goblin marauders sometimes sweep across these plains, they're not organized enough to mount a credible assault on Old Mound Fort.

Still, the halflings remain alert, assuming that one day some warlord or another will try to capture their fort

as part of a general takeover of this now-lucrative patch of wasteland. From the watchtowers, they continually scan the plains for signs of troop mobilization.

Flatrock would like to have a defense against flying or burrowing enemies, but such things remain beyond his current resources. He's confident that the rampart system puts his fort beyond the reach of normal catapults and other such siege engines.

The halflings are not above fleeing if their fort is ever attacked by an obviously superior force. They're brigands and sneaks, not hardened warriors.

## RAMPARTS AND DITCHES

Old Mound Fort is a gigantic, artificial hill protected by a maze-like network of smaller, equally artificial hills. Each line of hills forms a manmade (or, in this case, halfling-made) ridge, called a rampart. Attackers attempting to storm the fort must find the correct route through the hills to get to the gates. Only two viable routes run up the side of the mound to the gates: one approaches from the north, the other from the south. Pathways on the east and west sides seem to lead towards the fort, but simply dead-end. The northern and southern approaches also offer a number of dead ends to mislead those seeking to storm the fort. The lines on the map of the fort show the proper route in.

While the correct route is a little confusing if you look at the accurate aerial map you see here, remember that it is *extremely* confusing in the heat of battle, on the ground, without a map. The pathways between the ridges all lead up the side of the mound. If a group large enough to take the fort was to storm the mound, a large number of its fighters would inevitably take the wrong pathways and get sidetracked. The hills all look alike, and it is very hard to learn the correct route in, even after many tries. Even a leader who did know the route would find it extraordinarily difficult to communicate it to all of his men and keep them all herded in the right direction while defenders stationed atop the fort walls rained missiles down on him. The halflings concentrate their fire on soldiers bearing ladders or other means of scaling the walls. (See the side view illustration for a sense of what the mound looks like when gazing up at it from ground level.)

The fort itself is surrounded by a deep ditch, or waterless moat. The bottom of the moat is twenty feet lower than the plateau on which the fort rests. Two wooden bridges provide the only access across the moat. Gates at the bridge are usually kept open but can be closed within seconds when an alarm sounds. The palisade walls are made of fresh timber; they're about fifteen feet high, with interior catwalks on which archers can perch. Halflings can crouch comfortably on these catwalks, gaining total cover. Sentries in watchtowers





## SEVEN STRONGHOLDS

observe the hill from four directions, giving fort inhabitants plenty of warning when someone approaches.

Flatrock and his men also enjoy a home-ground advantage over guests, thanks to the presence of a set of *amplifying horns*. One piece of this four-item set is placed at each of the palisade's four corners. Flatrock acquired these items in order to make his men better liars.

### THE COMPOUND

The inhabitants live and work in wooden buildings with thatched roofs, built in recognizably halfling style. The thatching is a little patchy; instead of straw, Flatrock's men use dried grass and weeds gathered from the surrounding scrublands. It does the job, but it looks bad and weathers more quickly than straw.

### WATCH TOWERS

The watch towers are round, thatched buildings placed up on stilts. The towers are about thirty feet in diameter, the stilts are twenty feet high, and the towers have a mere six feet of headroom. The towers clear the top of the palisade by only about five feet; because the fort is on a mound, they don't need to be any higher to see movement out on the surrounding scrublands.

Each tower is at all times manned by four of Flatrock's men (see page 67), all fully armed. The towers have been outfitted with makeshift gongs made from shields, modified by the smith's hammer. When the watchmen spot approaching forces, they bang on the gongs.

Halflings at the north and south towers control access to the gates (see "Gaining Entry" on page 78).

### ARMORY

Flatrock's men store their mundane weapons and armor here when off-duty. (Magical items are kept close at hand; the halfling bandits here trust each other, but not that much.) When guests are staying in the fort, a pair of sentries guards the place from straying hands. The armor is all breastplate, and halfling-sized. The weapons are mostly short-swords, with a smattering of daggers. The light crossbows hold out the greatest temptation to would-be thieves, though. There are twenty to forty of each item on hand at any one time, along with thousands of crossbow bolts.

The armory building is about fifty feet long and thirty feet wide. Aside from the wooden stools the sentries perch on, there is no interesting or valuable furniture inside.

### BARRACKS

This one-room building, which measures eighty feet by sixty feet, serves as the current sleeping quarters for Flatrock's fifty or so halfling accomplices. They sleep in shifts, pulling their personal bedrolls out of wooden lockers and unfurling them onto the hard floor. The barracks windows have been boarded over and sealed

with wax, to keep the place dark enough for daytime sleepers. Loud snoring sounds can be heard from the barracks around the clock. When guests stay in the compound, a pair of sentries always keeps watch at the barracks. They don't want anyone to run amok and slaughter their comrades in their sleep.

The place stinks of sweat and stale air. It gets hot during the summer months. A primitive clay stove sits in the middle of the store, ready to provide heat during the winter.

### OUTHOUSES

You know what these are for.

### SMITHY

The halflings engage in a profitable sideline business repairing and selling their guests' weapons and armor. The smith, Handsome Sinjon-Cavalier (see pages 67-68), keeps a small selection of armor pieces and weapons in the annex of his smithy. There is a 20% chance that he will have any desired mundane item in his inventory; he charges four times the normal rate for each piece. Most of these pieces were taken from the gang's victims. Some have been sold multiple times, with each successive buyer having been dispatched by the gang.

The smithy doesn't really make all that much money; it exists first of all to serve the gang, and, secondarily, as part of their ruse. Its extortionate pricing makes adventurers think that the Weal Society's members are merely shrewd businessmen taking maximum advantage of their need for certain services. Having had this one satisfyingly cynical thought, adventurers do not usually probe deeper into group's real intentions.

For his part, Sinjon-Cavalier takes offense at any suggestion that his prices are unreasonable. He claims that he has yet to amortize the cost of hauling his gear out to the wilderness, and that adventurers should be grateful to the Weal Society for providing any sort of repair and restock facility. A successful Sense Motive against his Bluff reveals that he's blatantly lying.

### HAY MOUND

This is an ordinary hay mound for the cattle in the barn. Although the PCs may be tempted to search through it as a logically inconspicuous place where treasure or secret passageways may be hidden, there's nothing to find here. If they're caught rooting through it, though, Flatrock's men begin to suspect them of hostile intent, and keep a much closer watch on them.

### BARN

The barn contains about a dozen beef cows, a couple of dairy cows, and around half a dozen goats. The floor is made from rough planks discarded from other buildings. It is scattered with straw and smells strongly of manure. The barn is left unguarded.



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It is extraordinarily difficult to transport livestock all the way out to this hinterland, so these animals are actually very valuable. The halflings assume that the dungeon explorers they invite into their fort are unlikely to engage in cattle rustling. Besides, the animals would make plenty of noise if anyone tried to herd them out of the compound. Anyone foolish enough to attempt some on-the-spot butchery would cause an even louder ruckus.

However, the barn is one of the more interesting places for curious adventurers to explore. Under the barn's floorboards lies a secret underground chamber, flooded with quicklime. The entrance to this chamber is in the barn's northeast corner. The halflings pull up the floorboards each time they need to access the pit. Under the floorboards is a metal trap door, set into concrete. Peaseberry Finefellow keeps the key on his person during waking hours, and under his mattress when he sleeps.

This secret trap door takes a Search check DC 30 to find, and is securely padlocked. It requires an Open Locks check DC 30 to get through it.

### LIME PIT TRAP (CR 5)

Any character opening the trap door is immediately struck by a powerful odor that rises up to burn the nose and eyes. He must make a DC 15 Fortitude save, or swoon and fall headlong into the pit of lime. If he falls, he must make a DC 20 Swim check just to stay afloat and underneath the opening of the trap door (there's nowhere to swim *to* in this pit, since its walls are lined with concrete); each round after that the character needs to succeed at another Swim check or go under, but the DC goes up by 3 each time.

On a failed swim check, the character must begin holding his breath; a character can hold his breath for a number of rounds equal to twice his Constitution score, and after this must make a Constitution check (DC 10) every round. Each round the Constitution DC increases by 1. When the character fails a Constitution check, he falls unconscious (0 hp), drops to -1 hp the next round, and dies in the third round.

If the trap door has been closed for some reason after he falls in, the character is in big trouble. There is not enough headroom for him to get his nose or mouth above water. Drowning rules come into play immediately (see above).

The lime sludge is caustic; each round a character is immersed in it he takes damage equal to 4 minus his Constitution bonus. (It should go without saying that characters with Constitution bonuses in excess of 4 aren't healed by contact with the sludge.)

It takes a Strength check DC 23 for character to pull himself out of the pit, or for one of his companions to hoist him out.

No attack roll (4 – Con damage per round); Fortitude save (DC 15) to avoid falling in; Swim (DC 20) to stay afloat; Strength (DC 23) to hoist out of the pit; Search not applicable; Disable Device not applicable

The Weal Society uses the lime pit to dispose of its victims. A liquid sludge composed of water, quicklime, and detritus from decayed corpses fills it nearly to the brim. Flecks of charred matter float on its surface, reflecting the fact that the halflings burn many of their victims to death (see more under "Guest Villas").

Though adventurers may be tempted to fish for treasure in the pit, there is nothing of value to be found here. The halflings are too adept at corpse-stripping to miss anything of value. They even take a victim's clothes, if they haven't been burned up already.

If you want to emphasize the horror of the situation, have a half-melted head bob up from the depths of the sludge, right in front of the character's face. Skip this gruesome detail if the group's discovery of the pit comes at a point in the story when you'd sooner not give the PCs incontrovertible evidence of the halflings' murderous activities.

Flatrock came upon the idea of a disposal pit when explorers of the ruins began to get suspicious about the piles of bones they would sometimes find out in the woods. One particularly persistent group kept asking questions about this, and Flatrock had to have them killed, too, when they became doubtful of his lies about marauding gnolls. No one blinks an eye when adventuring parties disappear without a trace; their rivals simply chalk them up as having died deep down in the ruins.

If confronted with the existence of the pits, the halflings put forth a cockamamie story about having to create a disposal method for a bunch of gigantic poisonous snake-demons that crawled out of the ruins in epidemic numbers a few years back. The creatures had mighty regenerative powers, or so the story goes. Burning their remains created poisonous smoke clouds; dismembering them just made them multiply.

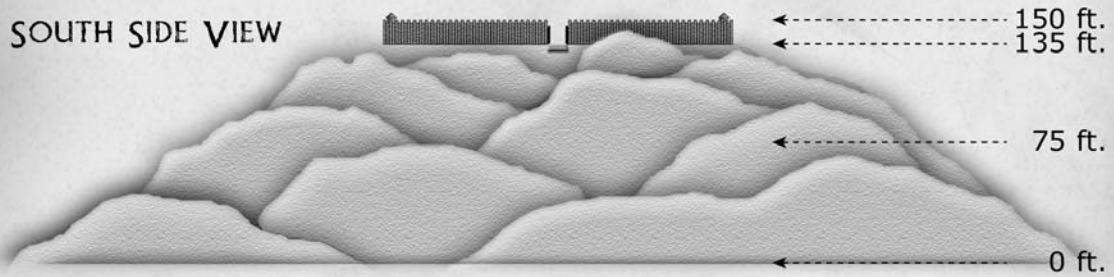
Of course, this is nonsense, as PCs who best the halflings' Bluff checks with Sense Motive rolls discover. (Don't forget the +5 bonus the halflings get from the *amplifying horns*; see page 68.)

The story is not meant to permanently mislead inquisitive explorers, just to buy time until the halflings can



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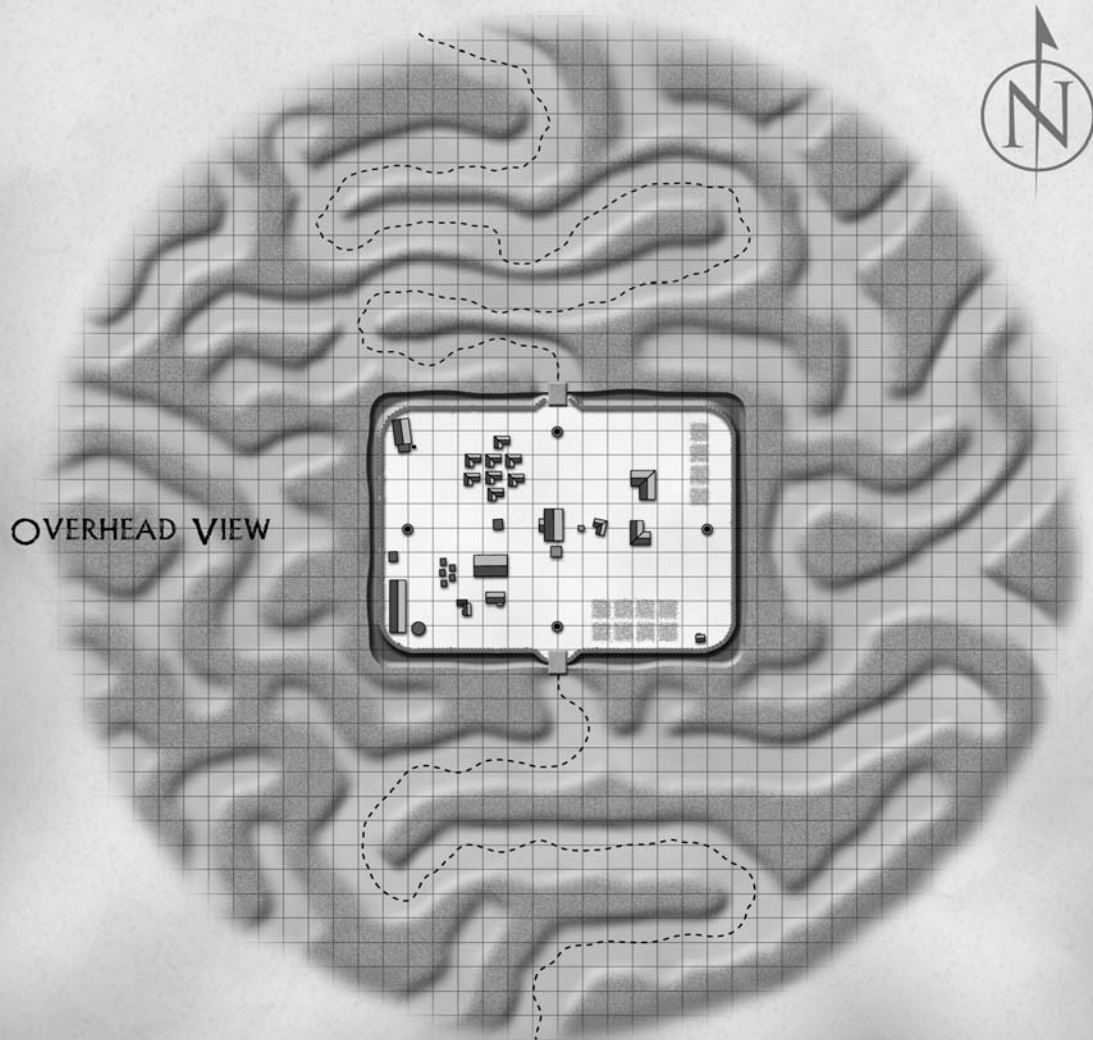
SOUTH SIDE VIEW



0 60 120  
1 inch = 120 ft.

1 Square = 15 Feet

OVERHEAD VIEW





## OLD MOUND FORT

arrange for a suitable ambush. So far, they've allowed no one to look upon the lime pit and live.

### CHEESE HOUSE

Here the fort's cook, Endicott Birdwarmer, prepares his beloved cheeses. He milks the barn's goats and dairy cows for this purpose. His cheeses are actually quite good, and would satisfy the palate of the most demanding gourmet.

The door to this humble, darkened hut is chained and padlocked. Three locks dangle from the heavy chain.

To pick the three cheese house locks, beat DCs of 20, 25, and 30, respectively. Any PC who knows that the building is a cheese house and spots the locks can make a Wisdom check (DC 15) to deduce that the locks are necessary not only to ward off hungry guests, but to keep Birdwarmer's fellows from launching midnight raids on his developing cheeses.

Cheese barrels of various sizes cover almost all of the building's floor. Anyone bigger than a halfling will have trouble navigating between them.

### VEGETABLE PATCH

Here Endicott Birdwarmer grows a variety of vegetables to add to his dishes. Astute gardeners can identify carrots, onions, beans, tomatoes, rhubarb, peas, leeks, and chives.

### STABLE

Here the Weal Society stables its own ponies, as well as the mounts of any guests. The halflings regularly keep about twenty ponies here.

### GUEST VILLAS

Visiting adventurers lodge in these comparatively large, airy cottages. The rental fee for a villa is 50 gold pieces per night. Flatrock doesn't care how many adventurers choose to bed down in a villa, and charges no fee for additional occupants. Each has about a thousand square feet of floor space, so a cheapskate party can easily fit into a single villa.

Guests are few and far between at Old Mound Fort, so the villas should only be occupied by other adventuring parties when you have a specific story reason for having them there.

If a PC inspects the exterior of the villas, he should be allowed to make a Spot check (DC 25). If successful, he notes a thin layer of charcoal under one villa's foundation. A quick check shows that all of the villas bear this mark.

If asked, any member of the Weal Society can explain that the original guest villas burned down in a fire. "Luckily," the explanation goes, "no one was staying here when they went up. And they're simple buildings, easy to replace."

The true story is grimmer: the halflings often murder adventuring parties by creeping up in the night, boarding their villa's doorway shut, and burning it to the ground. This lets them slay villa inhabitants without risking their own necks. Often the fire spreads to the other villas, which are, as the story explains, easily rebuilt. At one point they tried building one villa apart from the others to use for this purpose, but wary adventurers, sensing something fishy, often refused to occupy it.

This method is not used when Flatrock thinks the adventurers have found valuable items, such as magical scrolls or tapestries, that would be ruined by fire. But for plain, ordinary coins, it has so far worked splendidly.

The villa walls are constructed from two layers of board, sandwiched around crisscrossing metal slats. It is incredibly difficult for people trapped inside a burning villa to break through the walls to safety.

The DC of Strength checks to get through the slat walls is 40. The doors are also reinforced; the DC to break them down is 26.

Of course, spells and magic items may provide ways to get out that don't rely on physical strength. Characters capable of flight can rise up through the burning straw roof and escape before burning to death, for example.

### STOCKS

Flatrock enforces camp discipline with this set of stocks, raised up on a wooden platform. Rule-breakers are sentenced to spend time in this yoke-like device, into which their hands and head are locked. It's built to halfling specifications, and anyone larger than that will find it additionally painful to crouch down while locked into the stocks.

Lingering humiliation aside, the only lasting effect of a stay in the stocks is muscle cramping.

After being released from the stocks, a character must make a Fortitude save. If successful, he suffers an increase of one point to the DCs of all Dexterity-based checks for each two-hour period he spent in the stocks. On a failed result, he suffers 1 point of increase for each hour spent there.

The stocks are rarely used; their mere existence is enough to keep Flatrock's men in order. The device



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also serves as an unspoken threat reminding guests to stick to their best behavior. (In reality, troublemaking guests are more likely to get a knife across the throat than be thrown in the stocks.)

### GREAT HALL

This large one-room building is filled with long wooden tables, each flanked by benches set at halfling height. This is where Flatrock and his men eat, drink, and gamble.

The tables and benches can be cleared to the walls for special events. The most popular event is wrestling. About a dozen of the camp's halfling fighters are devoted practitioners of the sport, and regularly challenge one another for the coveted title of fort champion. The others join in the excitement by wagering their shares of stored plunder. Late in the evening, when they get really drunk and begin to lose large

quantities of money, fights often break out between spectators. Flatrock blithely allows these to play out. No one ever really gets hurt, and the donnybrooks provide his men the opportunity to vent frustrations that might otherwise be directed towards him. Although one man or another might lose his shirt on any given night, the betting evens out over time, and no one stays in debt for long. If the PCs ever try to break up a fight of this nature, they'll gravely offend both parties.

A Wisdom check at DC 15 reveals that outside intervention in these harmless scuffles is quite unwelcome.

A small stage of about twenty feet by fifteen feet abuts the Great Hall's north wall. Every month or so, the Old Mound Fort Sock and Buskin Society mounts an amateur theatrical performance. About a





## OLD MOUND FORT

dozen or so of Flatrock's men belong to this group. They stage the coarse, raucous comedies popular with many halflings, in which stock characters cavort and smack one another around. As Flatrock does not allow women as camp personnel (see below), male halflings must appear in drag to fill out the female roles.

A Sense Motive check at DC 20 reveals that many of the men are frustrated by the lack of female company. An enterprising character could use this fact to drive a wedge between Flatrock and his people.

Flatrock allows only male halflings to join his gang, telling his men that women have too many moral qualms. If he brings women out here, they'll go soft and try to stop the men from killing their victims, or some such nonsense. They'll try to civilize the men, forcing them to bathe regularly, and stopping them from drinking and gambling. The absence of women, Flatrock explains, is for everyone's benefit.

Really, it's for his own good; when men pair up with women, they're no longer so easy to order around. They might demand an immediate share of their cut, and start thinking about going off and setting up a homestead somewhere. And when people leave the fort, Flatrock has to go to the trouble of having them hunted down and killed. (He doesn't talk about this particular policy, but the smarter members of his gang know that it stands to reason.)

This policy does not bar female explorers from entering the fort as guests. Flatrock is just as happy to rob and murder women adventurers as he is men.

If PCs ask why there are no women living in the fort on a permanent basis, they're given only the part of the explanation that pertains to bathing and gambling and drinking, not the bit about qualms against killing.

The platform the halflings' monthly performances are given on has another use besides being a stage for this monthly entertainment. It is made of wooden planking piled atop limestone blocks pirated from the nearby ruins. Most of the blocks are mortared into place, but there is a small section of blocks on the platform's east side that can be pulled out of place without disturbing the planks.

To find this secret passage, check Search versus a DC of 35.

There is about three feet of clearance between the stage and the floor, but a halfling or similarly-sized person can crawl through this to reach a point immediately below center stage where a hole opens up in the floor. It's a chimney-like vertical passageway leading

straight down into the earth of the mound. The sides of this passage are shored up with support timbers. A rope, its end tied to an iron ring affixed to the underside of the stage planking, dangles down into the hole.

A Climb check of DC 15 gets a character down to the chamber below without incident. Otherwise, he suffers a ten-foot fall. Characters of Medium size or more are too big to make it under the stage or down the "chimney."

Stored in the crude earthen chamber below the passageway are the proceeds from Flatrock's murders. Crates and barrels overflow with coins. Art objects sit on freestanding shelves of unfinished wood.

The treasure is as follows:

**Coins:** 1955 pp; 28,432 gold; 145,823 sp; 1,380,621 cp;

**Art Objects:** a clay mother goddess statuette (400 gp); a ceremonial clay cone, inscribed in an ancient script (750 gp); a terracotta bowl (5800 gp); a gold mummy mask (7200 gp); a bronze pull-toy in the shape of a pig (900 gp)

**Armor & Weapons:** +1 large steel shield (1170 gp); +1 longsword (2315 gp)

**Potions:** *clairaudience/clairvoyance* (300 gp); *enlarge* (5<sup>th</sup> level, 250 gp); *hiding* (150 gp); *invisibility* (300 gp); *spider climb* (50 gp); *truth* (500 gp)

**Arcane Scrolls:** *charm person* (25 gp); *arcane lock* (175 gp); *Melf's acid arrow* (150 gp); *misdirection* (scribed twice, 300 gp for both); *identify* (125 gp)

**Divine Scrolls:** *entangle* (25 gp); *summon monster II* (150 gp); *aid* (150 gp); *spiritual weapon* (150 gp)

**Wands:** *detect secret doors* (level 1, caster level 1, 18 charges, 750 gp); *light* (level 1, caster level 1, 35 charges, 375 gp)

**Wondrous Items:** *candle of truth* (2500 gp); *wings of flying* (5500 gp)

This hoard represents the wealth of the two leaders and about fifty third-level characters. It's more than PCs usually find in one place. They may be able to steal it without defeating every single halfling in the fort. If they do so, the surviving members of the Weal Society track them down remorselessly. They break into small teams, hoping to slay the PCs and take back the loot. Naturally, none of these small groups will feel any sort of obligation to return the loot to their fellows. So it's possible that the PCs, even after having been ambushed and stripped of their ill-gotten gains, will still face further recovery attempts from other teams working at cross-purposes with the first. As the years go by, some of these vengeful halflings fall by the wayside, but others pass information on to their children, so that new generations continue to stalk the adven-





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turers. Legends will spread of the hoard of Old Mound Fort, and of the robbers who took it. The amount of loot grows in the telling; eventually robbers entirely unrelated to the original halflings will come sniffing around for it.

In short, if this is an outsized treasure for your group, there are things you can do to see that it brings outsized trouble.

### WATER BARREL

Every two weeks a Weal Society crew takes a cart down to a nearby lake and fills up on water, which they then store in this barrel. Although it is not guarded, the halflings, afraid of poisoners, become immediately suspicious of anyone skulking around here.

### FIRE PIT

In front of the cookhouse an iron spit straddles a charcoal-filled pit. It is used during feasts to roast cows or goats. More frequently, camp cook Endicott Birdwarmer uses it to prepare game fowl.

### COOKHOUSE

Halflings, even when they are bandits holed up in the midst of a trackless wilderness, appreciate the finer things in life. Flatrock routinely sends caravans back to civilization to stock up on foodstuffs. His men also scour the forests for game, fresh fruits, and exotic herbs. Responsibility for the preparation and storage of quality food falls to the temperamental Endicott Birdwarmer, who grumpily commands his staff of four assistants and vigilantly sees to it that no hungry interloper darkens the cookhouse doors.

The camp's meals are prepared in the cookhouse. The southern wing of this U-shaped building comprises the kitchen. From pre-dawn to dusk, something is always cooking, cooling, or marinating here. Tantalizing smells of garlic, bacon, onions, and basil fill the air. Soups bubble; stews simmer.

Food stores are kept in the rest of the building. Salamis and cheeses dangle on ropes from the ceiling. Kegs of beer line the northern wall. Barrels contain flour and precious salt. Rare spices sit in tiny ceramic pots on rough-hewn shelves.

A character surveying this bounty and making an Intelligence check (DC 20) understands that all of this food is very expensive, especially when you take into account the costs of carting it all in from hundreds of miles away. An alert player may wonder how exactly Flatrock can afford such luxuries.

Gourmet food is the halflings' sole visible extravagance. Although they're otherwise careful to disguise the fruits of their banditry from visitors, their weakness

for fine edibles has led them to set aside their usual caution in this one instance. Flatrock is aware of this lapse but rationalizes it by saying that non-halflings are too inattentive to food to put two and two together, and that other halflings will be too mesmerized by the stunning quality of Birdwarmer's mushroom reduction to question the financing arrangements.

During the cookhouse's hours of operation, interlopers are quickly shooed away by Birdwarmer or one of his assistants. The cookhouse has two doors, each at the end of a U-arm. At night, each is securely chained and padlocked.

Four padlocks (Open Locks DCs 15, 20, 25, and 30) guard the northern door; only three (DCs 25, 25, and 30) protect the southern one.

When locking up each night, the last cook out the door resets a pair of clever alarm traps. Birdwarmer's men gleefully set off the clattering alarms each morning, waking all but the deepest sleepers and alerting hungry bellies that breakfast will soon be underway.

### COOKHOUSE ALARM TRAP (CR ○)

Strung from a rafter above each door to the cookhouse is a net to which a variety of ladles, pan lids, and other metal implements are tied. Whenever the door is opened, they clatter together, making a racket loud enough to echo across the encampment, especially in the quiet of nighttime. The cookhouse alarm is very difficult to disarm (DC35) but carries no challenge rating, since it deals no damage.

No attack roll, triggered by opening the door; Search (DC 35) to notice the alarm; Disarm Device (DC 35) to bypass it

### FLATROCK'S VILLA

Nearly as large as the barracks in which all of his men are housed, Jolly Flatrock's villa stands as an unsubtle symbol of his importance. Although he would like to lavishly furnish and decorate the interior as further testimony to his success, he is too clever to so blatantly reveal himself as a bandit chieftain. Accordingly, he's made sure that all of the remarkable items here can logically be explained as products of the local area. He ordered his men to build him a massive bed, table, and set of six chairs made from the same timber that comprises the palisades. He shows off a chair made of elk antlers, all from animals he claims to have stalked and killed personally.



## OLD MOUND FORT

He allows himself to display a few minor items from the nearby ruins. If he shows any to the PCs, he makes a point of saying that they were gifts from other explorers grateful to him for providing a safe haven. Make it seem as if he's giving the party a great big hint that they ought to gift him as well, if they strike it rich out in the dungeons. (He's lying; these are choice pieces taken from the Weal Society's victims. They're attractive and interesting without being so obviously valuable that they're unbelievable as gifts.)

The items he displays are:

- a ceramic jug in the shape of a squatting figure (250 gp)
- a necklace made from bird bones (70 gp)
- a rug woven in a complicated geometric pattern (240 gp)
- a wooden face mask covered in a coppery patina (500 gp)

He also has a large map of the region, drawn on parchment by one of his men, strung along the villa's west wall. It shows all known entrances to the underground ruins. Also marked on the side of the map are the names of dozens of adventurers who have been lost or slain down there. Notably absent are the names of any explorers murdered by Flatrock's gang.

### FINEFELLOW'S VILLA

Flatrock's right hand halfling, Peaseberry Finefellow, lives by himself in this relatively large villa. Aside from his 2500 square feet of floor space, Finefellow's living arrangements are fairly austere. He has constructed a bed frame for himself, and some makeshift tables and chairs. Large pieces of old, crumbling parchment lie strewn across the floor. In his off hours, Finefellow sketches on these with sticks of charcoal. Most are sketches of a scantily clad halfling lass. If asked, Finefellow claims that they depict his dearly departed wife — see his character profile on page 66 for more.

### NEW VILLAS UNDER CONSTRUCTION

Sick of living together in a single barracks building while Flatrock and Finefellow stretch out in their large villas, the gang members have successfully agitated for the building of new, larger quarters. When the PCs first arrive here, all they see are cleared areas of ground, ready for the construction of these additional villas. The buildings go up quickly, at a rate of one a week, thereafter. They're the same size as the guest villas. There's room for seven of them in the northeast corner and twelve in the southeast corner. That means no gang member must room with more than one or two others.

Players might note from this that the halflings of the Weal Society have greater pull than the average lack-

ey or soldier. Their demand for more comfortable surroundings is more in keeping with a bandit or pirate gang than a community of altruists. (The players must make this deduction on their own, without the aid of a die roll.)

### CHAPEL

A lonely chapel sits in the compound's southeast corner. Flatrock and his men are irreligious sorts, but he ordered that they build this little shrine in order to appear safe and respectable. The shrine is dedicated to the god most popular among the halflings of your campaign setting. It contains a much-scuffed ceramic statue of the deity, inside a cabinet of unfinished wood. Worshippers must open the cabinet doors in order to see the idol, who grins out impishly at his adherents.

If a player wants his character to check the chapel for signs of use, a DC of 10 in any applicable skill tells him that the place is dusty, including the floor. An absence of tracks on the floor points to the chapel's disuse; no one has been in here in many months.

If asked about this, Flatrock (or any other inhabitant) mumbles something about they way that halflings hold their gods in their hearts and memories, so that formal worship at actual altars is necessary only in times of profound distress. Any halfling character knows this is patently false.

## SCENES

### VISITING THE FORT

Here are some ideas for scenes that might get the PCs involved with the fort:

- Outside the fort, the PCs meet a party of explorers who've been hired by a wealthy family to find their missing son, a neophyte paladin. He was last seen headed to these ruins in the company of an adventuring party. These supposed rescuers don't seem too motivated, though, saying they're sure the poor fellow perished in the ruins, and that they'll be lucky to find his remains. They apparently view their mission mostly as an opportunity to do some treasure-hunting of their own.

The rescuers know that paladin's gear included a *candle of truth* and a *+1 longsword* — both are now hidden in the halflings' treasure hoard since the young paladin and his party fell victim to Flatrock's gang just a few weeks ago.





## SEVEN STRONGHOLDS

- Before entering the fort, the PCs come across a convoy of supply wagons headed for the fort. Marauding orcs besiege the convoy and its defenders are badly outnumbered. If the PCs help drive the orcs away, they earn Flatrock's seeming gratitude, and gain free accommodations at the fort. This does not stop him from trying to kill them later, if they have good loot.
- A hungry flying creature — perhaps an immature dragon — takes a pass over the fort looking for tasty halflings to eat. The PCs are quickly welcomed into the stronghold as a defense against the monster.

### GAINING ENTRY

The best way to get into the fort is to stop at the bottom of the mound and shout up to the fortress above. Although the voices of shouting men at the bottom can be heard by sentries up top, PCs may find it easier on the lungs to alert them by blowing bugles or hunting horns. In response, the PCs hear a banging of gongs. A troop of six halflings in full war gear (for stats see the entry for Flatrock's men on page 67) will then ride down on ponies, and conduct a brief discussion with the party to determine its trustworthiness. They ask the PCs if they're freebooters or possibly shape-shifting monsters. Unless a member of the party says something outrageous, the group will pass the test and earn a welcome into Old Mound Fort. (Remember, the Weal Society wants to bushwhack the adventurers after they've gathered up some loot, so they're not going to be too picky. They want to seem just wary enough that the welcome they extend doesn't seem suspiciously eager.) Welcome granted, the halflings escort the group up to the nearest gate. They move at as fast a clip as their ponies will manage, to prevent the group from memorizing the pattern of ramparts. Any attempt to stop and map the place is greeted with a sharp reprimand. Surely the PCs understand that the maze pattern is integral to the fort's security!

"While you doubtless commit this horrendous gaffe out of colossal ignorance, rather than malice," the patrol leader exclaims, "you must understand that it is most offensive. Imagine if I went to your home, and carefully mapped out the distance between the back exit and the silverware cabinet!"

If sentries see the group successfully weaving its way up one of the correct routes to the gate without an escort, they'll send the six-man patrol out to intercept them. Then they go through the above routine.

Groups observed stumbling through dead-ends in the rampart maze will be allowed to fumble about until they make their way onto a correct pathway.

### SNEAKING IN

It is possible, but difficult, to make it up to the gates without attracting the halflings' attention.

Remember that due to their *amplifying horns* (see page 68), the halflings receive a +5 modifier to their Spot checks, with which they oppose sneaky PCs' Hide or Move Silently attempts.

The sentries aren't fooled by the obvious magical ruses; when they see a cloud of mist start to wind its way up through the hills, they bang their gongs and call the others to battle stations.

More sophisticated magic, like *invisibility* spells, may get characters up to the gates, though.

Flatrock treats any form of uninvited entry past his palisade walls as a hostile act. Patrols immediately confront intruders spotted inside their compound. They encourage the interlopers to surrender, and attack any who refuse.

Upon surrender, a single intruder will be placed in the stocks (see page 73), and then interrogated. If his men capture more than one intruder, Flatrock selects the one who does most of the talking, and puts him in the stocks; the rest are bound hand and foot and shoved face-first into the dirt. Flatrock knows that furtive, suspicious adventurers are often good earners, and may spare PCs who seem to have sneaked in out of mere habit. Of course, he does so because he hopes they'll find some good treasure out in the dungeons, which his men can then steal.

### INSIDE THE FORT

The following scenes could happen while the PCs are visiting the fort:

- Because of the lack of any resident female actors, women adventurers and their comrades may be asked to participate in, or at least join the audience for, a theatrical event put on by the halflings. Late in the proceedings, as flagons of ale are progressively emptied, a sour mood often settles over the crowd, and they begin to jeer and throw things. Audience members may even clamber up onto the stage to manhandle skirt-wearing performers. A massive brawl threatens to break out amongst the drunken halflings, leaving the PCs with the choice of either stopping the fight (which will offend their hosts), or participating in it. The halflings do not employ lethal attacks during these recreational tussles, and become quite offended if the PCs do.



## OLD MOUND FORT

- Twogo Nutvender is overheard condemning Flatrock's leadership. The next time the PCs see him, he's been sentenced to the stocks. If they approach him and ask him what his beef is, they get dirty looks from nearby halflings. If they press their question, Twogo, looking nervously about at the fellows keeping an eye on him, has nothing but praise for Flatrock and claims that his punishment was wholly deserved. Later, after being let out, he may approach the group and sound them out as possible allies in a plan to topple Flatrock and take over. He doesn't let any of the details of the society's murderous activities slip unless convinced that the PCs are just as evil and he and Flatrock.
- If the party includes a halfling who seems dishonest or shady (whether he really is or not), Flatrock takes him aside and attempts to befriend him. He's subtly trying to determine whether the PC would make a good recruit. If suitably impressed, he ever-so-carefully tries to find out if the character would be willing to help lead the other PCs to their dooms. If you decide to use this plot line, be careful not to portray Flatrock as stupidly trusting.

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## ALTERNATE VERSIONS

Needless to say, you should adjust the level of the NPCs to make them a credible threat to your party.

Their banditry becomes much less interesting if they have no real chance of harming any of the PCs.

The most obvious change you can make to Old Mound Fort is to remove the banditry angle. The halflings could be made good rather than evil; they really may just be dedicated souls anxious to make the lives of adventurers easier. Perhaps Flatrock is an idealistic fellow who wants to build a new nation, and sees his fort as the first building block in that process. The fort could then serve as nice, safe place for the PCs to stay between dungeon expeditions. In this case, you should remove the lime pit under the barn and severely reduce the amount of treasure in the hoard beneath the Great Hall.

But you don't have to make Flatrock totally altruistic just because you drop the murder plot. He may just be a clever individual who knows that it's the merchants, innkeepers, and tradesmen who make guaranteed profits when treasure hoards are discovered by adventurers. Any individual group of treasure-seekers may succeed or fail, but the ones who find caches of gold always spend it on needed services. In this scenario, Flatrock becomes a canny, staunchly neutral fellow anxious to separate the adventurers from their every last copper. His fort offers a much wider array of services than it does in the original version; whatever adventurers need, there's someone to offer it, at an exorbitant rate. As the only vendors within hundreds of miles, the Weal Society is free to charge up to five or even ten times the standard prices for goods and services.





## CHAPTER FIVE

# STEEFACE POINT

## AT A GLANCE

An imposing dwarven fortress protects the mouth of a mountain pass from a goblinoid horde and its war machines. In the face of constant assaults, the committed dwarves soldier on, taking solace in the awesome destructive power of their own military devices, which project arcane power across the battlefield. Bruised and battered but far from out, the fortress' redoubtable commandant, Egilin the Stout, prepares for further carnage, welcoming any prepared to fight on the side of righteousness and civilization.

## PLACEMENT

Although the text here refers to a mountain pass, you can place Steelface Point at any strategic location separating a monster-filled wilderness from civilized lands.

## CHARACTERS

### EGILIN THE STOUT

#### Battered Commandant

*"We won't lose. Because we can't afford to, that's why."*

Egilin's father, Egilin the Lean, built this fort nearly a hundred years ago. Though he's a simple man, more a warrior than a builder, Egilin has always admired his father. He's been in charge of Steelface Point for nearly twenty years. (His father never commanded the fort; after building it, he went on to other ambitious projects of magical engineering. Egilin has not seen him for about a decade, but knows he's off somewhere working on some impressive thing or another.)

Egilin misses his family but knows that his obligations are here, at Steelface Point. He takes seriously his obligation to protect the civilized lands from invading hordes. By staying here and keeping his father's most impressive achievement from being overrun, he

upholds the family name. This is much more important than actually going and visiting them.

Lately, the prospect of failure has begun to loom over Egilin like some evil specter (see "Under Bombardment," on page 93). Damage sustained in countless battles has begun to wear on him. He walks with a pronounced limp, and scar tissue from a serious burn covers the right side of his neck, jaw, and cheek. Years ago, in a one-on-one fight with a goblin shaman, he suffered a devastating blow to his right eye, which briefly popped out of its socket. Even while blinded, he killed the shaman, who used her dying breath to curse him. Now, whenever things are going badly for Egilin, his eye goes red, and he finds himself shedding involuntary tears of blood. These bloody tears came back when the north barracks burned.

Despite his apparent suffering, Egilin isn't ready for retirement yet. When the need arises, he can summon the full vigor of an accomplished warrior, and smite foes with the best of them. It is only after the battle, when his muscles ache and bones creak, that his suffering catches up with him. (In other words, the injuries described here don't affect his game statistics.)

Because he knows that morale is already low, he does his best to conceal his disquiet from the soldiers. It troubles him that Karkan-Ar, his trusted major-domo for many years, has so obviously slipped into despair. Egilin has tried gently talking to him on several occasions, and now must decide whether to confront him angrily, just let him be, or relieve him of his duties. He knows he should probably send Karkan-Ar away, but worries that his old friend might take his own life.

Only the barbarian Olan, whose sense of heroism remains undimmed, cheers him up these days. He envies her simple confidence and belief in warrior virtues.

When dealing with PCs, Egilin feels torn between his needs as a commander and his concern for others. He desperately needs new and competent lieutenants to fight at his side and restore the soldiers' morale. In particular, he requires a wizard or sorcerer to keep the *lions of war* charged up (see page 88). On the other hand, he doesn't want to feel responsible for leading anyone else towards what may well be a bitter and bloody death.

He becomes enraged if he feels that anyone is misleading him or taking advantage of the fort's dire situation. Egilin will show no mercy to swindlers, spies, or



## EGILIN THE STOUT

### 5<sup>th</sup>-Level Dwarf Fighter/2<sup>nd</sup>-Level Sorcerer

CR 7; SZ M (humanoid); HD 5d10 + 2d4; hp 40; Init +6 (+2 Dex, +4 Improved Initiative); Spd 15 ft.; AC 19 (+1 Dex, +8 full plate armor); Atk melee +9/+4 (2d6+5/crit 19-20/x3, greatsword), or ranged +4 (1d8/crit 19-20/x2, repeating crossbow); Face 5 ft. x 5 ft.; Reach 5 ft.; SA Spells; SQ Dwarven Traits; AL LG; SV Fort +4, Ref +3, Will +6; Str 15, Dex 14, Con 11, Int 15, Wis 11, Cha 10

**Skills:** Alchemy +6, Climb +0, Craft (blacksmith) +6, Craft (carpentry) +3, Craft (stoneworking) +6, Craft (armorsmithing) +4, Craft (weaponsmithing) +6, Diplomacy +5, Jump +1, Listen +2, Profession (miner) +3, Profession (siege engineer) +2, Sense Motive +3, Spot +2

**Feats:** Alertness, Cleave, Great Cleave, Improved Initiative, Iron Will, Power Attack, Weapon Focus (greatsword)

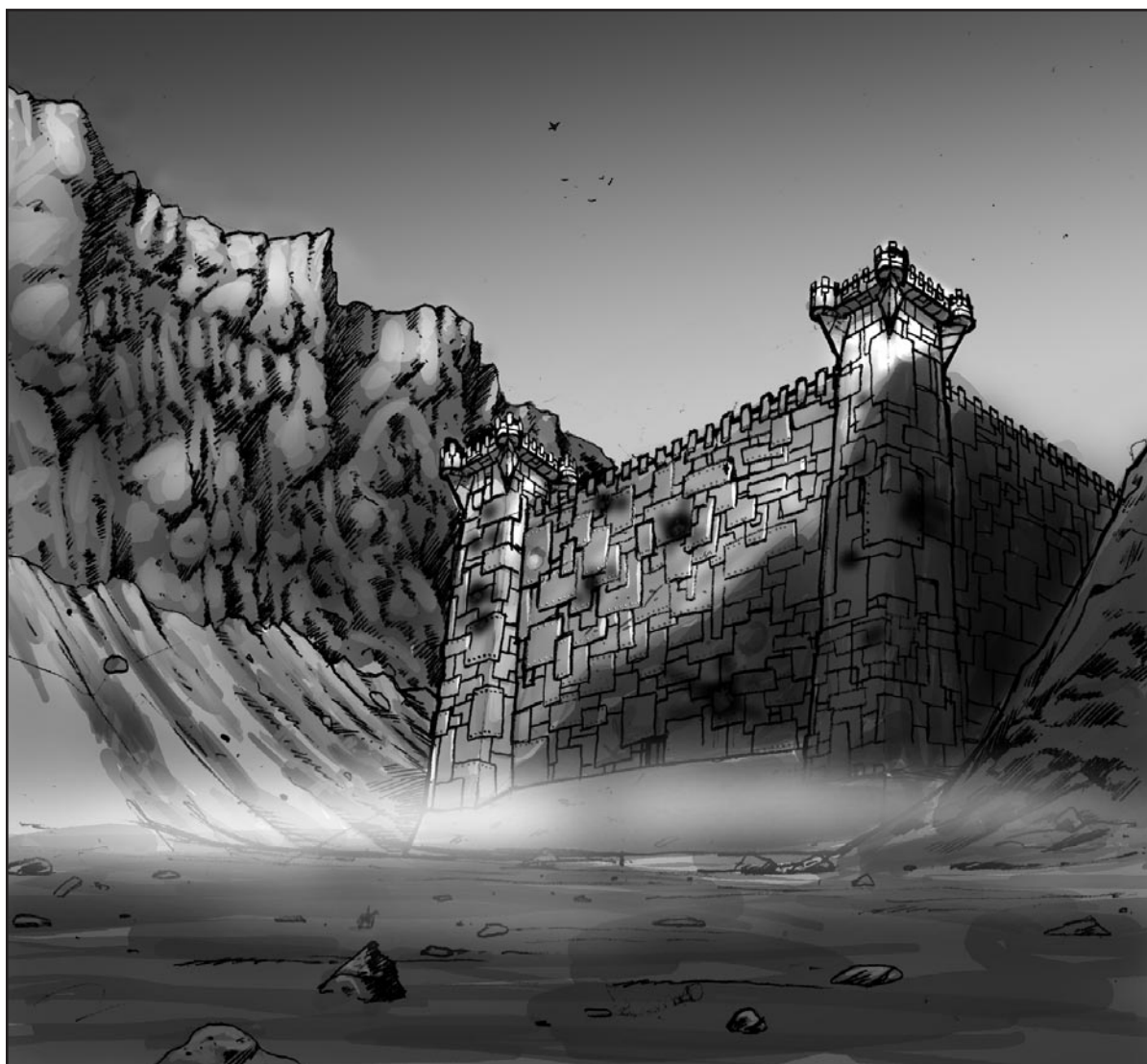
**Dwarven Traits (Ex):** Dwarves have +1 racial bonus to attack rolls against orcs and goblinoids, +2 racial bonus to Will saves against spells and spell-like abilities, +2 racial

bonus to Fortitude saves against all poisons, +4 dodge bonus against giants, and Darkvision that lets them see with no light source at all, to a range of 60 feet. Darkvision is black and white only. Dwarves also receive a +2 racial bonus to checks to notice unusual stonework. A dwarf who merely comes within ten feet of unusual stonework can make a check as though actively searching and can use the Search skill to find stonework traps as a rogue can.

**Summon Familiar:** This sorcerer has a raven named Bycgan-Rune as his familiar (see insert for stats). As a raven familiar, it also has the special ability to speak dwarven.

**Spells:** (6) A sorcerer need not prepare his spells in advance, and may use a higher-level slot to cast a lower-level spell if he so chooses. The spell is still treated as its actual level, not the level of the slot used to cast it. Egilin knows the following spells:

0 Level — *dancing lights*, *detect magic*, *disrupt undead*, *mage hand*, *ray of frost*



## BYCGAN-RUNE

### Raven Familiar

CR 2; Size T (animal); HD 7; hp 20; Init +2 (Dex); Spd 10 ft., fly 40 ft.; AC 15 (+2 size, +2 Dex, +1 natural); Atk melee +8/+3 (1d2–5/crit 20/x2, 2 claws); SQ Alertness, Empathic Link, Improved Evasion, Share Spells, Speak Dwarven; AL LG; SV Fort +4, Ref +3, Will +6; Str 1, Dex 15, Con 10, Int 6, Wis 14, Cha 6

**Skills:** Listen +6, Spot +6; otherwise use Egilin's skills

**Feats:** Weapon Finesse (claws)

**Alertness:** While the familiar is within arm's reach, the master gains the Alertness feat.

**Empathic Link (Su):** Egilin can communicate telepathically with Bycgan-Rune up to one mile away.

**Improved Evasion (Ex):** If the familiar is subjected to an attack that normally allows a Reflex save for half damage, the familiar takes no damage on a successful save and half damage on a failure.

**Share Spells:** Any spell Egilin casts on himself may also affect Bycgan-Rune if he is within five feet. He may also cast spells with a target of "You" on Bycgan-Rune instead of on himself.

**Speak Dwarven (Ex):** As a raven familiar, Bycgan-Rune can speak dwarven.

profiteers. Even mercenaries disgust him: he's an idealist who thinks that warriors should fight for good causes, not to line their purses.

## OLAN MANY-SLAYER

### Hard-Living Heroine

*"Like the book says, she who is afraid to die is also afraid to live."*

Though her broad, big-jawed face has begun to show the wrinkles of dwarven middle-age, the sword-wielding heroine Olan Many-Slayer still carries on like a youthful bravo without a care for tomorrow. She was raised in a nomadic clan and, even though her adventures have carried her far and wide, has never thought to question its straightforward, honest values.

At her mother's teat, she learned that war is glorious, that honesty and passion are the greatest virtues, and that book-learning and city life sap a person's vitality. If you live, love, fight, and drink, and do so with gusto, you've lived a good life. If you live a good life, it doesn't matter how you die. Whether you go with your hand resting on a handsome fellow's knee, or wrapped around an enemy's throat, your ancestors will be proud of you, and welcome you to the afterlife with a spectacular feast.

## OLAN MANY-SLAYER

### 7th-Level Dwarf Barbarian

CR 7; SZ M (humanoid); HD 7d12+14; hp 71; Init +2 (Dex); Spd 15 ft.; AC 19 (+1 Dex, +8 full plate armor); Atk melee +11/+6 (2d6+4/crit 19–20/x2, greatsword), or ranged +8/+3 (1d8/crit x2, longbow); Face 5 ft. x 5 ft.; Reach 5 ft.; SA Barbarian Rage; SQ Dwarven Traits, Fast Movement, Illiteracy, Uncanny Dodge; AL CG; SV Fort +7, Ref +4, Will +2; Str 16, Dex 14, Con 14, Int 10, Wis 11, Cha 6

**Skills:** Climb +1, Craft (trapmaking) +4, Intimidate +8, Intuit Direction +4, Jump +1, Listen +6, Swim –7, Wilderness Lore +4

**Feats:** Armor Proficiency (heavy), Weapon Focus (greatsword), Toughness

**Barbarian Rage:** A barbarian temporarily gains +4 to Strength, +4 to Constitution, and a +2 morale bonus on Will saves, but suffers a –2 penalty to AC. The increase in Constitution increases Olan's hit points by 14 points, but these hit points go away at the end of the rage. While raging, a barbarian cannot use skills or abilities that require patience and concentration. Olan's rages last seven rounds. At the end of a rage, she is fatigued (–2 to Strength, –2 to Dexterity, can't charge or run) for the duration of that encounter. Olan can only fly into a rage once per encounter, and two times per day.

**Dwarven Traits (Ex):** Dwarves have +1 racial bonus to attack rolls against orcs and goblinoids, +2 racial bonus to Will saves against spells and spell-like abilities, +2 racial bonus to Fortitude saves against all poisons, +4 dodge bonus against giants, and Darkvision that lets them see with no light source at all, to a range of 60 feet. Darkvision is black and white only. Dwarves also receive a +2 racial bonus to checks to notice unusual stonework. A dwarf who merely comes within ten feet of unusual stonework can make a check as though actively searching and can use the Search skill to find stonework traps as a rogue can.

**Fast Movement:** Olan has a speed faster than the norm for her race by +10 feet when wearing no armor, light armor, or medium armor (and not carrying a heavy load).

**Illiteracy:** Barbarians are the only characters who do not automatically know how to read and write. A barbarian must spend 2 skill points to gain the ability to read and write any language the barbarian is able to speak.

**Uncanny Dodge:** Olan retains her Dexterity bonus to AC if caught flat-footed or struck by an invisible attacker. Also, she can no longer be flanked. The exception to this defense is that a rogue at least four levels higher than the barbarian can still flank.



## KARKAN-AR THE BALD

### 5<sup>th</sup>-Level Dwarf Bard/2<sup>nd</sup>-Level Barbarian

CR 7; SZ M (humanoid); HD 5d6+15 + 2d12+6; hp 60; Init +2 (Dex); Spd 30 ft.; AC 16 (+2 Dex, +4 chain shirt); Atk melee +7 (1d6+2/crit x2, quarterstaff), ranged +7 (1d8/crit 19-20/x2, heavy crossbow), or ranged +7 (1d2+2 subdual/x2, whip); Face 5 ft. x 5 ft.; Reach 5 ft.; SA Barbarian Rage, Spells; SQ Bardic Knowledge, Bardic Music, Dwarven Traits, Fast Movement, Uncanny Dodge; AL NG; SV Fort +9, Ref +6, Will +5; Str 14, Dex 15, Con 16, Int 14, Wis 8, Cha 14

**Skills:** Alchemy +3, Appraise +6, Bluff +9, Climb +10, Decipher Script +5, Diplomacy +13, Gather Information +8, Knowledge (architecture and engineering) +8, Perform (declaim poetry, juggle, sing, play bagpipes) +6, Sense Motive +9, Wilderness Lore +1

**Feats:** Great Fortitude, Iron Will, Toughness

**Barbarian Rage:** A barbarian temporarily gains +4 to Strength, +4 to Constitution, and a +2 morale bonus on Will saves, but suffers a -2 penalty to AC. The increase in Constitution increases Karkan-Ar's hit points by 4, but these hit points go away at the end of the rage. While raging, a barbarian cannot use skills or abilities that require patience and concentration. Karkan-Ar's fits of rage last for a eight rounds. At the end of the rage, Karkan-Ar is fatigued (-2 to Strength, -2 to Dexterity, can't charge or run) for the duration of that encounter. Karkan-Ar can only fly into a rage once per encounter, and once per day.

**Bardic Knowledge:** Karkan-Ar may make a special Bardic Knowledge check with a bonus of +7 to see whether he knows some relevant information about local notable people, legendary items, or noteworthy places. The DC is 10 for common knowledge, 20 for uncommon, 25 for obscure, and 30 for extremely obscure knowledge.

**Bardic Music:** Five times per day, Karkan-Ar can use Bardic Music: three or more ranks in Perform allows him to use Inspire Courage, Countersong, or Fascinate. A deaf bard suffers a 20% chance to fail with bardic music. If the bard fails, the attempt still counts against the daily limit.

**Dwarven Traits (Ex):** Dwarves have +1 racial bonus to attack rolls against orcs and goblinoids, +2 racial bonus to Will saves against spells and spell-like abilities, +2 racial bonus to Fortitude saves against all poisons, +4 dodge bonus against giants, and Darkvision that lets them see with no light source at all, to a range of 60 feet. Darkvision is black and white only. Dwarves also receive a +2 racial bonus to checks to notice unusual stonework. A dwarf who merely comes within ten feet of unusual stonework can make a check as though actively searching and can use the Search skill to find stonework traps as a rogue can.

**Fast Movement:** The barbarian has a speed faster than the norm for his race by +10 feet when wearing no armor, light armor, or medium armor (and not carrying a heavy load).

**Uncanny Dodge:** Karkan-Ar retains his Dexterity bonus to AC if caught flat-footed or struck by an invisible attacker.

**Spells:** (3/4/2) A bard can cast spells without needing to memorize them beforehand. Karkan-Ar knows the following spells:

0 Level — *daze, detect magic, ghost sound, mage hand, open/close, read magic*

1<sup>st</sup> Level — *cause fear, erase, mage armor, silent image*

2<sup>nd</sup> Level — *blindness/deafness, darkness, suggestion*

Olan joined the force here on a whim, in the midst of combat. She saw a battle between dwarves and goblins, rode out into the thick of it, and started hacking away at the ancient foes of her people. Only afterwards did she see the fort she'd fought to protect, and meet the mighty general who commanded it. She agreed to stay on at the fort solely because Egilin impressed her as a mighty and honorable warrior.

Three years later, she's still an admirer of Egilin, and as anxious as ever to ride out and separate goblin skulls from goblin shoulders. However, she still doesn't feel fully comfortable living in a fort, and frowns on the gloomy attitudes of many of the men. She dislikes Karkan-Ar, viewing him as a negative influence on the soldiers. She won't act against him, though, because that would be dishonorable, and a betrayal of her sworn leader, Egilin.

She responds favorably to PCs who live life to the fullest, especially those who thirst for glorious combat. Though prejudiced in favor of dwarves and barbarians, and against half-orcs and wizards, she'll set aside

her biases when she encounters people who share her full-throated approach to life and death.

## KARKAN-AR THE BALD

### Gloomy Factotum

*"We're outnumbered six to one, and Egilin's eye has started bleeding again."*

The narrow, pinched features of Karkan-Ar the Bald are accentuated by eyebrows turned perpetually downwards and dark rings under his eyes. He pads glumly through the fortress in soft slippers and worn, threadbare robes. Anyone who knows clothing can tell that his outfits were once splendidly colorful and expensively embroidered, and that Karkan-Ar has worn them to the point of destruction. He speaks in a low, soft tone. These days it's hard not to smell the wine on his breath.

Members of Karkan-Ar's family have been assisting the great war leaders and engineers of Egilin's family



## SEVEN STRONGHOLDS

for untold generations. He and Egilin were boyhood friends. Karkan-Ar was a cautious child, always warning the dutiful but reckless Egilin of dangers he'd otherwise blindly stumble into. He has always been haunted by dreams in which Egilin takes on a too-heroic task and, despite Karkan-Ar's best efforts, is horribly killed. When he was an adolescent, these dreams grew so vivid and terrifying that Karkan-Ar ran away to join a nomadic raider tribe, hoping to put them forever behind him. But the dreams would not let him alone, and Karkan-Ar eventually returned home to accept his bitter destiny. Ever since then, he's worked to protect Egilin from his self-sacrificing nature. After trying repeatedly to convince Egilin to pass the command of Steelface Point to some younger officer, he's given up. He now drinks and sleeps his days away, waiting for the catastrophe to finally arrive. Karkan-Ar knows now that there's no point in trying to escape fate, so he won't leave the fort. His only hope now is that his own death will shortly follow Egilin's, and that it will be comparatively swift and painless.

When asked, Karkan-Ar still offers Egilin his best counsel. He knows that his friend is better off nursing false hope than being verbally bludgeoned into accepting the truth.

Others at the fort avoid Karkan-Ar as they would a contagious disease. If visitors come to the fort, Karkan-Ar may see in them the chance to do some good. He'll come out of his shell, befriend them and showing them the ropes. He wants to win the PCs' trust so he can persuade them not to get entangled in Steelface Point's inevitable doom.

There are no cowards left at Steelface Point. The weak-livered and yellow-bellied have all slipped off into the hills. The hard core of soldiers who remain are the bravest and most fatalistic battlers that dwarven society can produce — which is to say that they're both extremely courageous and entirely prepared to die. Most come from family traditions that demand exactly this sort of response in the face of overwhelming odds. They know that they'll be well-remembered in the chronicles, perhaps even celebrated in story and song.

Resignation does not make them cheerful. The strain of life at the fort is palpable. The soldiers drink even more heavily than is usual for dwarven warriors. They lose their tempers at the slightest provocation. Vituperative cursing is a big pastime here. Brawls explode at the drop of a war-helm.

The typical soldier greets newcomers with a mixture of guilt and gratitude. The dwarves know they need more manpower, but want recruits to know exactly what they're getting into. The emotional pressure of possible defeat intensifies any feelings they develop towards the PCs, whether friendly or hostile.

## THE INSTALLATION

Situated at the foot of a majestic mountain pass, Steelface Point looms over a flat, scorched plain where slaving hordes of goblinoids often mass, hoping to finally smash their way past it to the soft underbelly of the civilized lands beyond.

### TYPICAL STEELFACE POINT SOLDIER

#### Resigned Defenders

*"This may be our last battle, my friend."*





## TYPICAL STEELFACE POINT SOLDIER

### 3rd-Level Dwarf Fighter

CR 3; SZ M (humanoid); HD 3d10 +12; hp 37; Init +1 (Dex); Spd 15 ft.; AC 19 (+1 Dex, +8 full plate armor); Atk melee +7 (1d12+4/crit x3, greataxe), melee +6 (1d4+3/crit 19-20/x2, dagger), or ranged +5 (1d8/crit 19-20/x2, heavy crossbow); SQ Dwarven Traits; AL LG; SV Fort +7, Ref +2, Will +2; Str 17, Dex 13, Con 18, Int 11, Wis 13, Cha 5

**Skills:** Climb -1, Craft (armorsmithing) +1, Craft (construction) +1, Craft (weaponsmithing) +1, Hide -4, Jump -2, Search -1, Wilderness Lore +2

**Feats:** Weapon Focus (heavy crossbow), Weapon Focus (greataxe), Toughness, Track

**Dwarven Traits (Ex):** Dwarves have +1 racial bonus to attack rolls against orcs and goblinoids, +2 racial bonus to Will saves against spells and spell-like abilities, +2 racial bonus to Fortitude saves against all poisons, +4 dodge bonus against giants, and Darkvision that lets them see with no light source at all, to a range of 60 feet. Darkvision is black and white only. Dwarves also receive a +2 racial bonus to checks to notice unusual stonework. A dwarf who merely comes within ten feet of unusual stonework can make a check as though actively searching and can use the Search skill to find stonework traps as a rogue can.

## EXTERIOR

The fort, constructed a century ago, stands as a gargantuan monument to advanced dwarven engineering.

### WALLS

Steelface Point's massive walls are made entirely of steel, held together with thousands of fist-sized rivets. Though it once gleamed blindingly in the light of the sun, generations of attacks from flaming missiles, hurled from massive siege engines, have blackened, pitted, and partially buckled its armor. The worst damage appears on the southwest-facing wall, which points towards the plain from which the goblins can most easily mount their attacks. Damage can also be seen on the northeast- and southeast-facing walls. All four interior walls show scars of past battles as well, from when missiles landed inside the compound.

The walls are one hundred feet high and appear to be about sixty feet thick. Anyone who gives the walls a good thwack, however, can tell that they ring hollow. Four-inch sheets of steel cover a frame of girders and support struts. The girders between inner and outer walls are actually sixty-six feet long (see diagram, next page).

The sheets of armor-plating covering the walls have a Hardness of 12 and a total of 120 hit points.

A hypothetical invader who got through the first wall would then find himself trapped inside the hollow frame, and would still have to penetrate the second, inner surface to punch through into the compound itself. Although there are certainly powerful magics that allow people to pass through steel walls, they are not generally available to the goblinoid creatures against whom the dwarves usually battle. So far, the worst the wall has suffered is the temporary loss of a sheet or two of armor plating. A few enemies equipped with flying magic have gotten over the walls, but no one has ever gone through them.

### FOUNDATION

The fort sits on a foundation, giving it a height advantage over attackers on the plain. The fort's builders constructed it from iron-reinforced concrete, and it would likely remain standing even if some cataclysmic event wiped the fort itself from the face of the earth.

The fort level is sixty feet above the plain. The foundation slopes outwards, so that attackers can always remain fully vulnerable to missile fire from the parapets, above.

Invaders will find the foundation difficult to climb. When it was built, its concrete surfaces were troweled to a high state of smoothness.

### CLIMBING THE FOUNDATION TRAP (CR 1)

Characters move across the foundation's sixty-foot slope at one-quarter of their normal combat movement rate.

To scramble up the foundation surface, roll Climb (DC 23). If you fail, first determine the point at which you lost your balance; multiply the difference between the DC and your result by 3 feet. This is the number of feet you fall. You can't fall more than sixty feet.

If you do fall, take half the usual falling damage (this means 1d6 points of damage per ten feet fallen, divided by two); this reflects the fact that you're falling down a slope, instead of straight down. Tumble (DC 20) allows you to take only one-quarter of the standard falling damage.

Don't forget that climbers heading up the slope in the midst of battle will also be facing missile fire from above (see "Parapets" on page 88). Any attempt to stop and fire back, cast a spell, or take any similar action requires a "Climbing the Foundation" check. Even when it succeeds, the desired action faces a -4 penalty or +20% of spell failure, whichever is most appropriate.



## SEVEN STRONGHOLDS

No attack roll ( $\frac{1}{2}$  falling damage); Climb (DC 23) to avoid falling; Tumble (DC 20) deals only  $\frac{1}{4}$  falling damage; Spot DC 10 notices falling hazard; Disable Device not applicable

Further, the foundation walls were thoroughly trapped by dwarven engineers. Spring-loaded spears pop out to impale would-be climbers. To dodge a thrust from a spear-trap is to risk falling off the wall and tumbling back down to the foot of the foundation. Hundreds of these traps lie in wait in the foundation, especially on its southwest face.

### FOUNDATION SPEAR TRAP (CR3)

A climber in the first wave of an assault will have to deal with about four of these mechanical spears, assuming he climbs up in a straight line; space them evenly along his climb.

Climbers who zigzag take twice the usual number of rounds to travel up the slope. The DM rolls any die. On an even result, the climber faces only two traps. On an odd result, the climber must deal with six of them.

A player makes a Reflex check DC 25 to avoid being hit by a triggered spear. If he saves to avoid the trap, he must then attempt to remain on wall by rolling Climb (DC 35). If he fails, he falls. (See "Climbing the Foundation" above.)

A player who is hit (ie. fails the DC 25 Reflex save) makes a second Reflex save (DC 20) to grab onto the spear; otherwise, he starts to topple over and must make a "Climbing the Foundation" check.

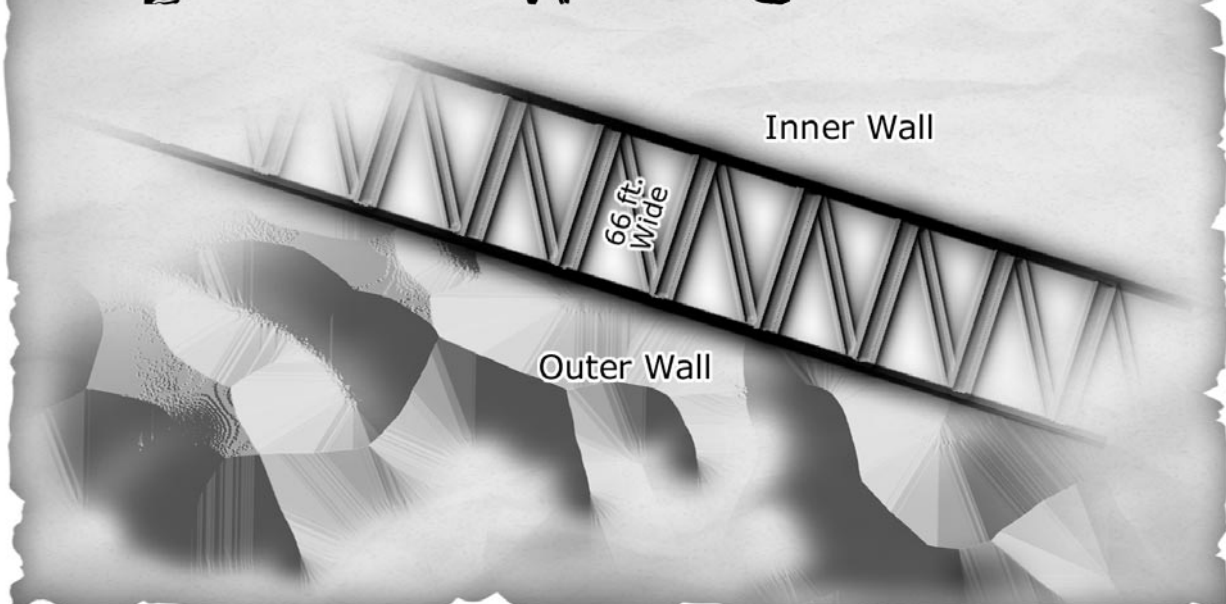
+15 melee (2d6+6), Reflex save (DC 25) avoids; Search (DC 30) to notice; Disable Device (DC 35)

### TOWERS

At each of the four compass points, massive towers anchor the fortress' structure. The bases of the towers slope outwards, so that blazing missiles that hit them roll down the sides, blunting the impact.

Atop the towers are roundels. From these watch-points, the dwarves can survey the entire plain, watch for parties attempting to cross the mountains, and keep an eye on the pass behind them.

## STEELFACE POINT EXTERIOR WALL CUTAWAY





# STEELFACE POINT

## STEELFACE POINT

1 Square = 20 ft.

0 80 160  
1 inch = 160 ft.

The Pass

The Plain

1. Gate
2. Stables
3. East Barracks
4. Armory
5. South Barracks
6. Support
7. West Barracks
8. Rubble
9. Command Haus
10. Dolphins of Vigilance
11. Lions of War



## SEVEN STRONGHOLDS

### NEW MINOR ARTIFACTS:

## LIONS OF WAR

These cannon-like missile weapons, made of alchemically treated brass and elaborately molded in the shape of fantastic lions, magnify and project the destructive power of certain spells across a battlefield. They weigh a ton and a half apiece.

Anyone capable of casting *fireball* or *lightning bolt* spells may cast them into the device, which stores them for later use. The *lions of war* have unlimited storage capacity, and release spells in the same order they were fed into them.

The spells can be discharged by any character with a Martial Weapon Proficiency. The character uses his missile attack bonus and rolls to hit, using as his AC a number determined by his distance from the target, as per the chart below:

Distance to Target	AC
Less than 100 feet	35
100 – 449 ft.	20
500 – 999 ft.	15
1000 – 1499 ft.	20
1500 – 1999 ft.	25
2000 – 2499 ft.	35
2500 – 5000 ft.	45

Note that the range progression is not flat; it's hard to hit targets that are too close, as well as those too far away. The *lions* are mounted heavy wooden bases, and are equipped with a swiveling mechanism. They can be aimed up to 45 degrees in either direction from their forward positions.

If the user hits his target with a *fireball*, the blast center occurs where he wants it. Everyone within twenty feet of the impact point takes 1d6 points of fire damage per caster level to a maximum of 10d6 (remember to also take into account any empowerments or maximizations). Everyone within another twenty feet of this impact area (see diagram) takes half damage. Everyone within twenty feet of the second impact zone takes one quarter damage.

If the user hits his target with a *lightning bolt*, all persons in his ten-foot square, and all persons in the three squares

nearest the target in a direct line between the target and weapon, take 1d6 points of damage per caster level to a maximum of 10d6. All persons in the four squares in front of that take half damage. All persons in the four squares ahead of this second zone take one-quarter damage (see diagram).



If the user fails to hit his target, the spell still falls somewhere. To find the distance the spell hits from its original target, multiply the difference between the missile attack result and the AC by ten feet. Then roll 1d8 to determine the direction in which the object deviated: 1 means long, 2 means long and to the right, 3 right, 4 short and right, 5 short, 6 short and left, 7 left, and 8 long and left. (Use the standard Grenade-Like Weapons diagram to visualize this impact deviation.)

Only Egilin the Lean knows the secret of making these artifacts.

Caster Level: 15<sup>th</sup>; Weight: 1 1/2 tons

### PARAPETS

Crenellated steel parapets run along the towers and walkways, giving the defenders cover from missile attacks while they themselves fire at the enemy.

### LIONS OF WAR

Mounted in cut-outs on the parapets are a total of eighteen devices the dwarves call *lions of war*. These massive constructions are a special invention of the fort's heroic engineer, who is also father to the present commander. The dwarves here jealously guard the plans to his creation, and so far no other magicians have ferreted out their secrets.

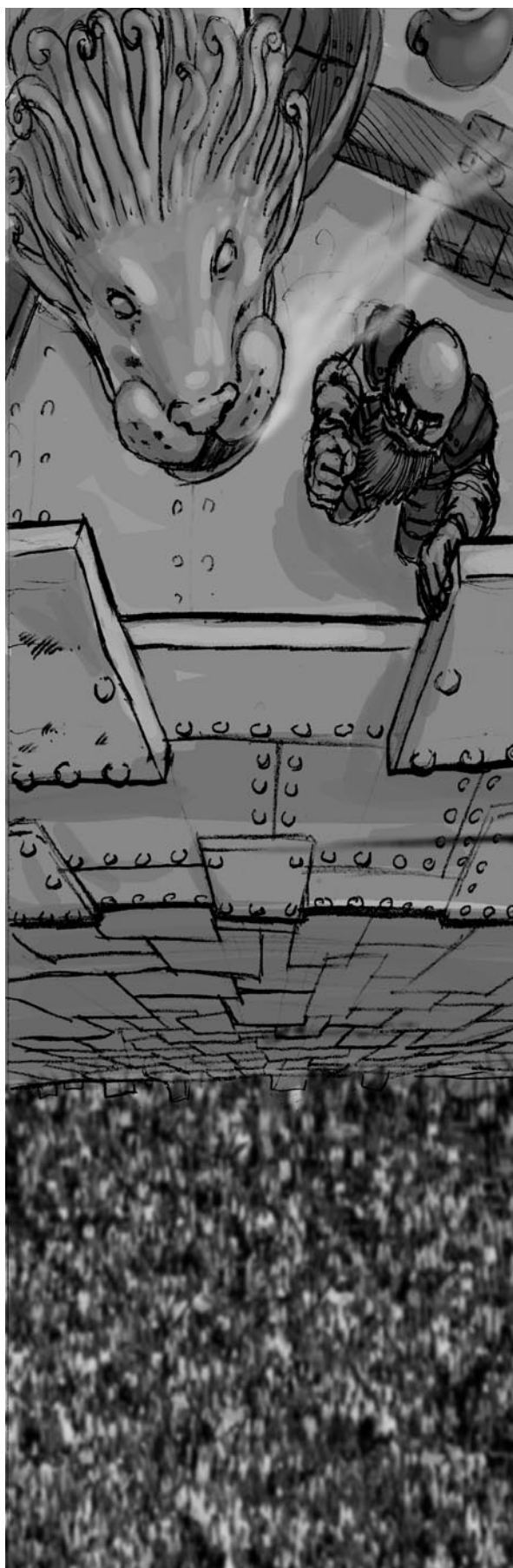
When firing from behind the parapets, defenders enjoy nine-tenths cover, giving them a +10 AC bonus. The range of a missile shot from the parapet to the foot of the foundation is 160 ft. Astute observers will note that this is only one increment out from the effective range of the dwarves' standard missile weapon, the heavy crossbow.

Although clumsy and sometimes indiscriminately destructive, the *lions of war* have proved a superb weapon against a foe whose favorite tactic is to fill the battlefield with hordes of dispensable warriors.

The chief limitation of the weapons is that they have to be charged up by magicians. It is difficult to get a



## STEELFACE POINT



high-level mage to while away all of his days at the fort, doing nothing more interesting than casting spells into the device. The fortress used to have a fellow who did just that, but he was recently killed on an expedition into the mountains, and the last of his charges are running low.

When the PCs first appear at the fort, the *lions* have the following charges in them (see the map for numbering):

<i>Lion Number</i>	<i>Number of Fireballs*</i>	<i>Number of Lightning Bolts*</i>
1	1	0
2	0	3
3	2	3
4	3	1
5	4	2
6	2	2
7	0	0
8	0	2
9	0	3
10	2	2
11	2	0
12	0	0
13	2	0
14	3	2
15	0	2
16	0	1
17	2	0
18	1	3

\* All current charges are maximized and extended versions cast by a 7<sup>th</sup>-level wizard.

## DOLPHINS OF VIGILANCE

With the fortress under threat of fiery bombardment, Egilin has installed four examples of his father's lesser handiwork, magical devices known as the *dolphins of vigilance* (page 90). Situated on the parapets, they're used to fight any fires that might break out below.

## GATE

The gates to the fortress are situated on its northeast face, pointing towards the mountain pass and away from the plains where the goblins gather. Twenty feet tall and ten feet wide, these double doors can be swung ponderously open when the guards inside activate a complicated chain-and-pulley device that operates via a system of counterweights. It takes a full three minutes to open or close the doors, so the guards are very careful about who they let in. Unless their counterparts up on the parapets give the all clear, affirming

## NEW WONDROUS ITEM:

## DOLPHINS OF VIGILANCE

A *dolphin of vigilance* is a long cast-iron tube, molded into the shape of a fantastic dolphin, which can be used to extinguish any fire, mundane or magical. An operator must pull an activating lever and point the muzzle of the device towards the fire. Each round, it extinguishes all flames within a ten-foot radius of the point at which the user aims. The device remains operational for ten rounds, so it can be used to douse flames covering an area with a total radius of one hundred feet.

Once used, the device must be recharged by casting *protection from elements* on it, which it absorbs and stores to power itself the next time it is used. There is no way to infuse it with multiple charges.

The device is heavy, weighing in at about 750 pounds, and is therefore usually mounted on some kind of wooden frame — often on a swivel allows users to cover a larger area.

Individuals seeing a *dolphin* in action for the first time may be surprised that it doesn't fire a stream of water. This is a good thing, since otherwise they'd cause water damage to the objects they're supposed to protect.

Especially potent magical flames, such as those that burn eternally at certain shrines, may pop back to life once the *dolphin's* ten rounds of operation elapse.

*Caster Level:* 7<sup>th</sup>; *Prerequisites:* Craft Wondrous Item; *protection from elements*; *Market Price:* 20,000 gp; *Weight:* 750 lbs.

that they see no enemies lurking in the mountain switchbacks, the gate stays resolutely shut.

Entrants to the fort typically wait at the foot of the foundation and call up for clearance to enter. The guards open the double doors, then stride forward to roll a rope ladder down the foundation slope. Visitors intent on maintaining their dignity may find the ladder a little tricky to navigate. Still, it's much easier than scaling the naked slope.

Using the ladder gracefully requires a Climb check DC 20. Heading up the ladder at full combat speed takes a Climb DC 25. Otherwise, using the ladder regardless of how coordinated you appear is an automatic success, but you look hilariously clumsy.

Failure of a Climb check means that the character falls off and rolls down the slope. See "Climbing the Foundation" for the damage taken from such a fall. However, using the ladder doesn't count as a trap with a CR, since players are offered an auto success.

## INTERIOR

The interior of the fortress consists of a flat courtyard covered in gravel. A few hardy and desperate weeds struggle up through the hard earth to provide the area with a touch of greenery. Many patches of the courtyard are scorched and blackened from old missile hits.

The buildings inside the fortress look like big blocks of blackened steel. Actually these structures are wooden underneath, but have been covered with scrap sheet metal. Their exteriors are decorated in the dwarven equivalent of the gothic style, with lots of buttresses, archways, and round windows, all covered over in hastily-pounded metal.

## STABLE

It should come as no surprise that Steelface Point's stable is quite small. It exists for the benefit of guests (who are responsible for figuring out how to get their mounts up to the fortress), and because Egilin cannot stand to part with his beloved but now quite aged warhorse, Earthrumbler.

## BARRACKS

Each of the barracks structures is six stories tall. They house about twenty-four small rooms apiece: each of these quarters a single dwarven warrior. (Dwarves keep their distance from one another, even when they forge themselves together into armies. Several dwarven folk-tales tell terrible stories about the bloodshed and dissension that resulted when foolish generals forced soldiers to bunk too closely together.)

The layouts of these buildings are simple: a long hallway goes down the length of each floor. Four doors along each corridor lead to four rooms. A spiral staircase in the middle of each building goes from one floor to the next.

Warriors eat and drink in their rooms, so the places smell of grease and ale fumes, not to mention a hundred years of stale sweat. Sometimes one hears the low murmur of conversation coming from one of the rooms. Occasionally a skirl of bagpipe playing shrieks out into the hallways. This is invariably followed by a chorus of shouted curses from soldiers elsewhere in the building. These in turn are met by further expletives from other comrades, denouncing the complainers for their lack of music appreciation.

The thumping sounds of angry soldiers settling their differences through unarmed combat may also be heard. Egilin, like any dwarven commander, tolerates a certain amount of friendly bone-crunching, as long as no one gets hurt too badly to fight the enemy when the time comes. It is a time-honored right of the dwarven soldier to let off steam as he sees fit.

Furniture at the fort falls into two categories. Much of it was laboriously hauled here from the dwarves' home communities. It tends to be heavy and blocky, whether



## STEELFACE POINT

it's carved from timber or wrought in iron. Other pieces have been casually slapped together from scrap parts here at the fort. Some of these are even covered in junk sheet metal.

The soldiers tend to decorate their rooms with war trophies, from weapons to goblin body parts. Many work on handicrafts to while away time between battles. They hang whittled plaques, painted panels of board, and handmade showpiece weapons on pegs hammered into the walls.

If the PCs are accepted as guests, they'll be given empty rooms in the south barracks. Of the three buildings, this is the least coveted, because it's the most exposed to enemy fire. New recruits start out here, until spaces in safer quarters open up for them. Unless they permanently sign on with Egilin's force, guests will always have to stay in the south building. A cursory inspection of the place reveals plenty of burned wood; this building has been razed by fire, then rebuilt, on numerous occasions.

(Surprisingly, the barracks most recently destroyed by enemy fire lay to the north; see "Rubble," below. This fluke has not altered the soldier's way of thinking about which barracks are the safest.)

### RUBBLE

Until about three months ago, this heap of twisted metal and charcoal-pitted timber was the fortress' north barracks. A lucky shot from a goblinoid siege engine hit it, setting it aflame. Using the Dolphins of Vigilance (see page 90), the dwarves managed to get the fire out, but not before the building was damaged beyond repair. Only a few soldiers were injured in the incident, but the loss of the barracks, supposedly the safest of the buildings inside the fort, has dealt a severe blow to the force's morale.

The unit has already pulled down the remaining shell of the barracks, but hasn't cleared the lot of rubble. Egilin hasn't even announced a schedule for its rebuilding. The force has neither the supplies nor the manpower to start work on a new structure.

Visitors will find the dwarves reluctant to speak of the incident that destroyed the barracks. They do, however, see soldiers walking glumly past it, then looking around at the rest of the fortress, as if thinking that soon the whole place will look like this.

### COMMAND HAUS

This large, circular structure consists of seven rooms, each of which takes up an entire floor, with a spiral staircase connecting them. On floors given over to personal quarters, the staircase is enclosed, giving residents their privacy.

### Command Center

The first floor is the command center, where Egilin meets with his soldiers to lay out plans. This is rarely used; everyone knows the routine here, and new plans for defense don't come along every day. Maps of the region, roughly drawn on large pieces of hide, decorate the walls. The preserved heads of various defeated goblinoid chieftains dangle from the rafters, as a cheerful reminder of the fort's past glories.

### Shrine

One flight up is a well-appointed shrine to the dwarves' grim and implacable god of war and smiting. A big wrought-iron pulpit towers asymmetrically over six rows of uncomfortable-looking, metal-covered pews. A blocky, ten-foot figure of the war god stands behind the pulpit, directing a cold, measuring eye down at worshippers.

### Wizard's Quarters and Lab

The third-floor wizard's quarters and laboratory are now unused, following the demise of the fort magician, Domal the Ubiquitous. Egilin is waiting to hear back from Domal's heirs before doing anything with his property. He and his fellow soldiers would deal mercilessly with anyone attempting to make off with their dead comrade's property.

Domal's luxurious furnishings stand in a corner, covered over with dirt-spattered drop-cloths. They'd net 3000 gp to anyone able to haul them back to civilization. Also under wraps are an assortment of books about magic, and various arcane implements useful to a spellcaster for research purposes. They'd be worth about 4000 gp to a collector of occult esoterica.

Domal's wizardly effects do not constitute a well-stocked magical library, but, if kept together, they reduce Knowledge (arcana) DCs by 1 for characters able to consult them for an hour or two.

Domal's bejeweled spellbook sits among the other arcane tomes. Its covers and spine comprise a special magical item known as the *binding of protracted consciousness*.

Domal's soul does indeed occupy the gem. He wants to be resurrected, naturally, but is also committed to the defense of the fort. If he links with a PC wizard, he'll try to convince him to remain at Steelface Point, charging up the *lions of war*, until at least such time as Egilin finds a permanent replacement for him. He'll offer spells as additional payment for the wizard's service. *Fireball* and *lightning bolt* he'll make available free, so the wizard will have them to cast into the *lions*. The others he'll dole out as slowly as he can without driving his subject away.



Domal's spellbook contains the following spells:

- 0 Level — *arcane mark, dancing lights, daze, detect magic, detect poison, disrupt undead, flare, ghost sound, light, mage hand, mending, open/close, prestidigitation, ray of frost, read magic, resistance*
- 1<sup>st</sup> Level — *charm person, detect undead, feather fall, jump, shield, sleep, spider climb*
- 2<sup>nd</sup> Level — *alter self, blur, darkness, ghoul touch, invisibility, knock, locate object, Melf's acid arrow, see invisibility, Tasha's hideous laughter, web*
- 3<sup>rd</sup> Level — *dispel magic, fireball, flame arrow, fly, gentle repose, greater magic weapon, illusory script, hold person, lightning bolt, sleet storm, slow, suggestion, summon monster III, wind wall*
- 4<sup>th</sup> Level — *confusion, fire shield, fire trap, improved invisibility, Otiluke's resilient sphere, polymorph other, polymorph self*
- 5<sup>th</sup> Level — *dominate person, summon monster V, telekinesis, wall of force*

### Storage

The fourth-floor storage area contains things like buckets of rivets and pieces of replacement sheet metal, but can also contain any odd items you want the PCs to be able to get their hands on.

### Olan's Quarters

Olan Many-Slayer's quarters take up the fifth floor. Like any barbarian, she feels uneasy with a roof over her head, and has decorated her oversized chambers with items that remind her of the trail. She sleeps on a large animal-fur blanket, and has scattered the rest of the floor with dried wildflowers and bits of straw. She's hidden her 10,000 gp fortune, divided up among roughly a thousand hide bags, under the floorboards. It would take a long time for a thief to scoop up that many bags, during which time Olan hopes she'll either come back in person to surprise the robbers, or someone else in the Command Haus will hear odd noises coming from her room.

### Karkan-Ar's Quarters

On the sixth floor, Karkan-Ar's quarters include a large, iron bed with a gigantic mattress, in which Karkan-Ar spends much of his time with his fur blankets pulled up over his head. A metal rack contains several dozen bottles of wine.

Appraise (DC 20) reveals that two of the bottles are valuable. If sold to a knowledgeable connoisseur, they might fetch as much as 21,500 gp for the pair.

### NEW WONDROUS ITEM:

## BINDING OF PROTRACTED CONSCIOUSNESS

This magical item is a special binding for a wizard's spellbook. The binding must be made of an exotic leather, such as the hide of a dragon, basilisk, or minotaur. An applique of precious metal stretches across the front and back covers, connecting to a clasp that can be used to lock the book shut. It also provides a setting for a large piece of amber, or other translucent stone, which sits in the center of the front cover.

When the magician who owns the spellbook dies, his soul, instead of heading to the afterlife appropriate to his belief system, transmigrates into the gem. From the gem, he can communicate telepathically with any wizard who touches the book. The soul in the gem can thereafter mentally contact the wizard at will, provided that they're separated by no more than a hundred feet. The wizard that touched the book can sever the link at any time by checking Spellcraft versus a DC of 20.

As long as the magic of this item is active, the spells written in the book remain invisible. However, the dead owner's soul can, at will, make any of the spells readable. This allows him to bargain from beyond the grave, offering his subject access to new spells in exchange for services. As for the *illusory script* spell, if a spellcaster overcomes the item's caster level with a *dispel magic* spell, he can read the spells for 1d4 rounds, and the resident soul goes dormant. (It takes much longer than this to copy a spell into another spellbook, though, so this doesn't jeopardize the soul's bargaining ability.) Unlike the *illusory script* spell, a spellcaster cannot see the spells by using a combination of *true seeing* and either *read magic* or *comprehend languages*.

The most typical use of the item is to try to convince a live wizard to arrange for your resurrection. Upon resurrection, the soul exits the stone and enters the new body. If the owner is slain again, his soul once more returns to the gem.

However, when the gem is empty, it is possible for any spellcaster to attune himself to it; roll Spellcraft versus DC 20. When more than one person is attuned to a single binding, the first one to die occupies the gem. If you die while someone else is occupying the gem, your soul goes to the worlds beyond, as it normally would.

**Caster Level:** 9<sup>th</sup>, **Prerequisites:** Create Wondrous Item, *illusory script, magic jar*; **Market Price:** 90,000 gp (if empty; valueless if gem is presently occupied)

### Egilin's Quarters

Egilin's quarters take up the top floor. This room is decorated with his collection of shields. Some are beautiful display pieces (the best are worth 250, 160, 575, 600, and 750 gp, respectively), while others are bashed and battered war trophies clearly taken from the corpses of his foes.



## STEELFACE POINT

### SUPPORT

In this tiny building a small coterie of former veterans, now too crippled or crazy to fight, continue to serve the unit as support staff. They cook up a hideous gruel in a big old pot, ready for soldiers to take back to their rooms. This one meal never stops cooking; it just evolves and changes as new ingredients arrive and are thrown into the mix. The hard-bitten dwarves scorn fancy spices, but do toss in liberal handfuls of salt whenever the mood strikes them. Non-dwarves will find the stew barely edible, but dwarf PCs will be reminded of the way Mother used to make it. PCs who volunteer to prepare a better meal will be gruffly mocked for their effete ways.

There is no laundry here, per se. The soldiers tend to wear their outfits to the point of disintegration. A pile of clothing, all in need of mending, sits in a corner of this building, adding a lovely stench of sweat to the aroma of the ever-bubbling cook pot. Occasionally one of the cooks ventures to sew something back together. The results are never better than barely serviceable.

### ARMORY

The Armory is well-stocked with heavy armor, martial weapons, and the other accoutrements of dwarven warfare. Light weapons, armor in non-dwarven sizes, or equipment strictly useful in a dungeon environment will not be found here.

A small smithy here gives soldiers the facility to repair their damaged gear. Every dwarven soldier worthy of the name can fix his or her own stuff, so there's no smith on hand to dutifully repair adventurers' damaged items; PCs will have to beg a favor from one of the common soldiers. Remember that any dwarf called upon to do a favor will complain about it incessantly, and then never let the recipient of his generosity forget about it.

The broken pieces of the mold in which the *lions of war* were cast are still leaning up against a wall in the Armory, waiting to be melted down into something useful. No other clues to the weapon's manufacture can be found here. The dwarves who assisted Egilin the Lean in their creation are all long gone, either dead in battle or off to work on other feats of engineering.

## SCENES

The following scenario can be used to heighten the action at Steelface Point:

### UNDER BOMBARDMENT

Every year, the size of the goblin hordes gets bigger. Their skills with their fiery siege engines increase. A

few weeks ago, the force lost its north barracks to a lucky barrage. Now many of the soldiers believe it is only a matter of months before the fort falls. Egilin refuses to give in to despair, but has nonetheless sent messengers to the cities on the other side of the pass, warning them that Steelface may not hold.

For whatever reason, reinforcements from the cities have not arrived. The exact reasons for this depend on your campaign setting. Possible explanations include:

- The leaders of the state or states involved are too busy struggling for power to free up the necessary resources. This political infighting concerns them more than any real danger to their land.
- The nearby states are pressed by enemies on other fronts.
- Reinforcements are on the way, but, because it's a tough trek through the mountains, may not get here in time.

Sheer numbers alone won't allow the goblinoids to swarm past the fort. As far as they know, the only way to win is to kill the dwarves inside, so there will be no one to man the *lions of war*. Then they can bypass the fort with impunity.

The goblinoid leaders have no idea that the soldiers inside are convinced of their impending destruction. If they knew the *lions of war* were charged devices, and that the charges are running out, they'd send in platoons of dispensable warriors to suffer the remainder of the blasts, then continue on their merry way through the pass.

As it is, though, they rely chiefly on their siege engines. These gigantic trebuchets were designed by a visionary chieftain who said he saw them in a dream sent by the goblin god of war and slaughter. These four-story wheeled towers are built from the bones of enormous lizards. With catapult-like levers, they hurl boulder-sized missiles at high velocity. Recently the goblins found a swamp where they can mine big boulders that burst into flame in mid-flight. This, for the first time, gives them a way of overcoming the fort's defenses. They can lob flaming missiles into the fort, burning the buildings (and dwarves) inside.

The final missing ingredient for victory is reasonable skill at operating their siege engines. Goblinoid engineers have been getting progressively better at aiming the things, though the hit that took out the north barracks was still a lucky one. Even so, the goblins are feverishly building new trebuchets, and mining more of the big, combustible boulders.

The goblins incorrectly assume that the fortress walls are too thick to pound through, even with repeated trebuchet hits. If they had the confidence and patience just to focus on a particular stretch of wall, they could eventually break through, even without the com-



## SEVEN STRONGHOLDS

bustible missiles, but they'd sooner pick the plan that involves lots of burning dwarves.

None of the goblin team leaders have the Siege Engine Proficiency feat yet, but when they do, watch out.

### COUNTERMEASURES

There are ways to counter the goblins' increasing advantage over the dwarves. They happen to be better suited to the *modus operandi* of the typical adventuring party than to soldiers.

- The trebuchets are very difficult to replace, so destroying them is an ideal tactic. Building one requires the goblins to go off on a dinosaur hunt, accumulate bones, and put a trebuchet together according to a set of plans they barely understand. There are currently four trebuchets, which are

NEW FEAT:

### SIEGE ENGINE PROFICIENCY [GENERAL]

You can aim siege engines such as catapults, trebuchets, and mangonels.

**Prerequisite:** none

**Benefit:** Use your missile attack bonus as the chance of hitting with a siege engine. If the aiming procedure is performed by a group, which is common for most of these large devices, you must be the one issuing all of the orders.

**Normal:** Characters without this feat who attempt to aim a siege engine use their missile attack bonuses, but at a -8 penalty.





## NEW MISSILE WEAPON: LIZARD-BONE TREBUCHET

The goblinoid trebuchets are gigantic, wheeled platforms supporting an equally enormous lever, constructed from the lashed-together femurs of enormous dinosaurs. At the end of the lever lies a basket, which is an upside-down tyrannosaurus skull. Teams of straining goblin warriors heft big boulders in the basket. Then the goblins furiously yank and pull on a set of leather cords attached to the lever, pointing it in the desired direction and releasing it so that the boulder hurtles through the air.

The trebuchet has a range increment of 250 feet, but cannot be used to strike targets closer than 50 feet. Ordinary boulders deal 4d6 damage. It takes twelve rounds to reload the trebuchet, and another three rounds to aim it at a new target. The trebuchet weighs about two tons, and so must be dragged across the battlefield by teams of soldiers or work animals; this assumes a team of twelve operators. Use the team leader's missile attack bonus with a -8 penalty to determine accuracy, and roll against an AC determined by the chart below; it greatly helps if that character has the Siege Weapon Proficiency feat (see New Feat insert).

Distance from Weapon	AC
Less than 100 feet	35
100 – 299 ft.	20
300 – 399 ft.	15
400 – 599 ft.	20
600 – 699 ft.	28
700 – 799 ft.	38
800 – 1000 ft.	50

Siege engines are more commonly used against fortifications than to kill enemy soldiers. Because incoming boulders are large can be clearly seen arcing in towards their targets, they can be dodged. Targeted characters avoid being hit by boulders with a DC 25 Reflex save. (The save is different for flaming boulders; see below.)

As with grenade-like weapons, a missed shot will still hit something. Roll 1d12 to determine the direction in which the shot deviated: 1 means long, 2 means long and to the right, 3 right, 4 short and right, 5 short, 6 short and left, 7 left, 8 long and left, and 9 through 12 short (a missed shot is more likely to fall short than to land in any other direction). To see how far off a shot is, multiply the difference between the AC and the team leader's attack roll result by 25 feet.

The goblins have rendered their siege engines magically impervious to fire and electrical damage by placing armor enchantments on them. (This is a specific response to the fort's weaponry, and would not be seen in trebuchets appearing elsewhere in the world.)

**Fire Resistance:** These siege engines have an enchantment that absorbs the first 40 points of heat damage per round that the weapon would normally take (similar to the *resist elements* spell).

**Lightning Resistance:** These engines also have an enchantment that absorbs the first 40 points of electrical damage per round that the engine would normally take (again, similar to the *resist elements* spell).

## FIRE BOULDER AMMUNITION

Fire boulders deal 4d6+2d12 damage. When they hit they explode, sending chunks of flaming rock hurtling in all direction at a very high speeds. They do 2d12 damage to all beings within ten feet of the impact point. Beings between Ten and twenty feet from the impact point take 1d12 damage. Those between Twenty and thirty feet away take 1d6 damage. This is considered fire damage, for the sake of those immune to it. Saves are not possible within ten feet of the impact point, but characters further from the target than that can halve the damage they'd otherwise take with a DC 35 Reflex save.

Exploded chunks continue to burn, meaning that if you're hit this counts as a non-instantaneous fire. People and objects exposed to it suffer a chance of catching on fire; a second Reflex save (DC 15) avoids this fate. Those who fail this roll take 1d6 points of damage immediately, and each subsequent round must make another Reflex throw or take another 1d6 points of damage. A success means that the fire has gone out. Anyone whose clothes or equipment catch on fire must make Reflex saves (DC 15) for each item; flammable items that fail sustain the same amount of damage as the character.

The fire rock must be mined in large chunks to preserve its explosive qualities. It is impossible to, say, chip out a fist-sized piece to use as a grenade. (Believe me, the goblins have tried that.)

heavily guarded. But a stealthy party could sneak in at night and topple them over. Because they're made of bone, they smash easily when tipped. Of course, this would necessitate a hair's-breadth escape from an encampment of suddenly alerted, slaving goblins. But that's what a life of adventure is all about, isn't it?

- By surreptitiously trailing a goblin supply convoy, an adventuring party could find the location of the swamp where the fire boulders are mined and blow up the quarry. They could attack and

destroy the mining encampment, which would cause the goblins to run out of ammunition for about three months. Or they could figure out a way to mine a chunk of rock themselves and hurl it into the middle of the swamp, causing a massive explosion that would destroy the entire quarry, permanently. Naturally, a clever GM will make this as difficult as possible, with a big fight at the end.

- Although the dwarves aren't stupid enough to allow goblinoids inside their fortress, there might





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be traitors — or magically disguised members of the horde — who get in and discover that the walls aren't as impervious as they look, and/or that the *lions of war* are running out of charges. The PCs might be dispatched to track them down and take them out before they can convey their news to the goblin leaders.

- After that, it might be a smoking ruin filled with goblin corpses.
- Finally, the PCs could come across it as a younger generation of dwarves, led by Egilin's daughter, tries to rebuild its interior structures and put it back in working order.

Other options include making Egilin and his men into villains who cruelly keep starving refugees from entering the pass, beyond which unused, fertile farmlands lie.

In another version, the fort might stand in the middle of nowhere, a monument to past victories. It is still maintained even though all available enemies have been long since vanquished. It's an outpost where traveling adventurers can stop, sell their unwanted magic items, and enjoy a decent meal.

Or it might seem like the aforementioned safe haven, except that Egilin and the others have come down with a bad case of vampirism, and wait anxiously for visitors to come and slake their blood thirst.

For a really different twist, weird magic cast by an enemy periodically teleports the fort to a different spot. The unwanted relocation happens on a regular schedule, but there's no predicting where it will end up next: on a glacier, near an erupting volcano, or even in the middle of a thriving metropolis. Anything unlucky enough to occupy the spot it appears on is pulverized, so many are killed whenever it appears in a populated area. Can the PCs find a way of breaking the curse before more are crushed to death?

## ALTERNATE VERSIONS

If you know the PCs will periodically pass by Steelface Point over a period of months or years, you can change its fortunes over time.

- After visiting the fort in the state described in the bulk of this chapter, the adventurers next see it in even worse straits: most of the buildings have been burned and only a fraction of the original force remains, huddling in tents.
- A few months later, it has been overrun by the goblins. The defenders are all dead and the goblin horde has dashed down into the pass, descending on the civilization on the other side.
- Next, the PCs see that the goblins have been pushed back by the civilized armies. Now they occupy the fort, using it as a bulwark against an army that aims to invade their territories and put their homes to the torch.



## CHAPTER SIX

# THE PERCH

## AT A GLANCE

A colony of psittae — a peevisish bird-man race — occupies this domed lair on top of a cliff face. From here, they swoop over the surrounding countryside, maintaining their dominance over an oppressed population of humans and halflings, most of whom are nomads or subsistence farmers.



## PLACEMENT

Put the Perch in any wilderness area in which a few people have begun to establish farms.

### NEW SKILL:

## MIMICRY (INT, TRAINED ONLY)

Use this skill to imitate sounds; you can duplicate specific voices or realistically copy noises. If you also allot a rank of the Perform skill to the task, you can entertain others with amusing vocal impressions of people they know. Mimicry of animal cries or other natural sounds can be used to signal your compatriots without alerting sentries. You can also use these imitations in hunting, to attract beasts of the wild.

**Checks:** Use the difficulties below when your artifice is showing; that is, you're not trying to fool people as to the origin of the noise, but just show them how good you are at mimicking a sound. When you seek to deceive, make an opposed check against the target's Listen skill.

### DC Attempted Sound

- 10 The cry of an ordinary animal
- 13 Speech with a specific foreign accent
- 20 Imitating a particular individual's speech
- 23 The cry of a monster or exotic beast
- 25 A noise or sound effect: a breaking dish, howling wind, the scraping of a sword on whetstone

**Retries:** These are generally not possible; once you've broken the illusion, you can't recapture it.

This is a class skill for bards, rangers, and rogues.





## NEW RACE:

## PSITTAE

## PERSONALITY

Intelligent, restless, and high-strung, the psittae (pronounced as a buzzing sound followed by a hard “i”) may seem distant or even cruel to mammalian humanoids. Among their own kind, they are highly social, following strict hierarchies of dominance and submission. Dominant individuals, who win their positions through ritualized combat, enjoy the best access to food, shelter, and mating opportunities. Subordinates follow their leaders out of a combination of fear, respect, and religious obligation. Always alert to the niceties of status, psittae are quick to take offense, a habit they find hard to drop while traveling in the lands of outsiders. Having been raised in a culture where all disputes are settled by the assertion of rank, they often find it hard to compromise or negotiate. Psittae are highly inquisitive; they believe there is no more satisfying way to die than in investigating a mystery.

Many outsiders incorrectly assume that these humanoid birds suffer from claustrophobia. In fact, they’re more than comfortable in caves, which many psittae colonies use as homes. Fiercely territorial, they eagerly make war with other psittae groups who encroach on their feeding grounds or nesting areas.

Contrary to the niceties of most intelligent cultures, psittae feel no sense of shame in relation to their own excrement, and are not revolted by the smell of their own ordure. Layers of the whitish guano typically coat the flooring of a psittae colony. (They might feel differently if they had to walk on the slimy, slippery stuff, but they perch high above it.) A psitta among other humanoids has to train himself not to empty his bowels with unthinking abandon. It is not physically difficult for them to use latrines or chamberpots, though many have difficulty remembering to do so, especially when tired or nervous.

## PHYSICAL DESCRIPTION

Psittae are winged, feathered humanoids, with large, rounded heads and big beaks that are both hooked and curved. Various groups display different colors of bright plumage, from eye-popping crimson to vivid cerulean. The first and fourth toes of their scaly gray bird’s feet are turned backwards. They’re slim of build but tall, with an average height of 5’ 11” for both male and female individuals. Psittae who survive to adulthood live, on average, to the age of 130 years. Although a few eccentrics may don clothes, most psittae are loath to hide the splendor of their plumage with mere rags. Psittae bones are pitted with air pockets, lightening their skeletons so that it’s easier for them to take flight. Consequently, they’re more susceptible to bludgeoning weapons than are mammalian humanoids.

Females lay eggs and do not nurse their young, so they lack mammalian breasts. Unlike many bird species, both the males and females are elaborately plumed.

## RELATIONS

Psittae lump all of the major humanoid races into the same category, perceiving little difference between them. They refer to them with an insulting psittan word that translates as “featherless.” While world-wise psittae are probably more enlightened, individuals who spend their whole lives among their own kind tend to look on the flightless as pathetic and easily exploitable.

## ALIGNMENT

With their hierarchical social structure, respect for the law is bred into a psittan’s aerated bones. Although often labeled as evil by outsiders, they’re more accurately described as indifferent to the welfare of creatures outside their colony structures. Even otherwise chaotic psittae

## CHARACTERS

## CH'THAIONS

## Reassuring Alpha Male

*“There is no need to fear. In the end, all will be made right.”*

Ch’thaions has risen to the top of the pecking order despite disadvantages that would have left a lesser psittae squawking on a low perch. Although his head tufts are prominent, his eyes dark and intelligent, and his beak pleasantly symmetrical, he lacks the vibrant plumage psittae expect from their leaders. His coloration is mostly green, with the odd speck of white or even gray mixed haphazardly in.

Perhaps even worse, his temperament does not seem outwardly aggressive. When challenged, he does not immediately fluff up his feathers and lean back his mighty beak to screech at the heavens. He has never been seen to menacingly curl and uncurl his big, gray talons. Instead, he speaks in a low, reassuring voice. For Ch’thaions, combat is a last resort. He deploys sweet reason against his challengers, calmly persuading them that any attempt to dislodge him is against their own best interests. Where the typical alpha male maintains his dominance through constant bullying, he befriends his rivals, rewarding them with food and lulling them into thinking they’ll be next in line for his perch.

When outsiders see how his lessers squabble and battle one another for perches near to him, they realize that his strategy isn’t even slightly naïve. A consummate politician in a culture where all a leader usually needs is big wing feathers and a loud voice, he divides and conquers. His strongest rivals weaken themselves against one another, leaving him to enjoy the best food



## (PSITTAE, CONT.)

usually follow the rules of the hierarchy, though they may be freedom-loving and unpredictable in other ways.

**PSITTAN LANDS**

In most realms, psittae are rare creatures who congregate only in colonies of a hundred or fewer individuals. A single colony may claim a territory of several thousand acres, maintaining its boundaries with regular aerial patrols. Other humanoid who do not threaten the colony may be allowed to live in psittan territory in relative peace, though they'll either have to pay tribute or suffer periodic raids from above. Psittae have been unable to transcend their habit of making war on rival colonies, preventing the development of larger political structures like kingdoms. (GMs may, of course, choose to create exceptional places where psittae have made this leap to larger communities.)

**RELIGION**

Psittae recognize an extensive pantheon of deities led by the distant and impersonal Ch'gatibal the Lawmaker, a father figure too aloof and dignified to accept prayer or communicate with worshippers. Instead, most psittae direct their worship to his daughter, Ch'sunuskam the Clever, a trickster and explorer who gets into trouble but finds useful things, like fire and the secret of breaking coconuts. Other deities include Ch'habugja Black-Robe, who sternly enforces Ch'gatibal's laws, and is Ch'sunuskam's nemesis; Ch'jahnisi the Provider, who seeds the earth with the food psittae forage for; and Ch'niththaim Taker-In-The-Night, the forbidding goddess of death and the underworld.

**LANGUAGE**

Psittan tongues and beaks are capable of producing a much wider range of sounds than mammalian humanoids, so their language is peppered with squawks, clicks, and mimicked sounds beings of other species find utterly impossible to recreate. Fortunately, they have no such problems with other languages, often learning Common to more precisely specify to local humanoids the detailed nature of the tribute they demand.

**NAMES**

Psittan names are polysyllabic, knotted with difficult consonant combinations, and invariably preceded by a shrieking noise best approximated with the prefix Ch'. Examples include Ch'thabugj, Ch'ailmaihlkin, Ch'hausthun, Ch'arabair, Ch'ungarnjthun, and Ch'lons-friggei.

**ADVENTURERS**

Psittan adventurers fall into two categories. Some are outcasts or eccentrics who have fled their home colonies to avoid a dominance duel, or after losing one. Others go out into the world as a sort of pilgrimage in tribute to the holy wanderings of Ch'sunuskam the Clever. They hope to return to their colonies one day, with the useful knowledge and magic they've acquired on their journeys. Their discoveries will allow them to challenge their colony leaders and send them shrieking from their perches. Some psittan adventurers develop an affection for the featherless and their ways, never returning to their homes.

**PSITTAE RACIAL TRAITS**

**Ability Modifiers:** +2 Intelligence, -2 Constitution

**Size:** Medium

**Base Speed:** 20 feet, fly 45 feet (poor)

**Flight (Ex):** Psittae have large, feathered wings and can fly, provided they begin by dropping from a height; for example, from a cliff face or tall tree. They can't simply rise into the air, even with a running start, so their flight is more limited than that provided by the *fly* spell. They'll almost never find good flying opportunities in the typical underground environment. Psittae cannot take flight while carrying a heavy load; while carrying a medium load, they can do so only by making a DC 20 Strength check. A failed check means that the character plummets to the ground, taking falling damage. Psittae wearing armor over medium weight cannot fly, but speed penalties for lighter armor don't apply to their flight speed. Special abilities such as the barbarian's Fast Movement do not affect the flying speed of a psitta character.

**Awkward Winged (Ex):** Because they have evolved arms as well as wings, psittae can't fold their wings down against their bodies as neatly as can ordinary birds. Even with wings folded down as far as they'll go, psittae need five feet of clearance to move comfortably down a passageway or corridor. Any passageway less than three feet across is impassable to a psitta.

**Attack From Above (Ex):** When entering combat against an opponent who is not in flight, a psittan's threat range for critical hit purposes increases by 1 for each previous round spent in the air, to a maximum of 3. The psittan must have been traveling in a more-or-less straight line through the air: diving or swooping are acceptable, but not circling.

The psittae have also learned to use their melee weapons in emulation of a claw attack during a dive attack: they get double damage with handheld weapons whenever they can swoop in from thirty feet (as a charge), but can't combine a critical and the dive attack damage.

**Mimicry:** Any psittae can purchase the Mimicry skill (page 97) as a class skill.

**Beak Attack (Ex):** Unarmed attack damage 1d6; this is standard damage, not subdual, and has a critical x2 despite being a natural weapon.

**Nonstandard Feet (Ex):** Psittae can't wear boots, including magical ones.

**Lightweight Bones (Ex):** When suffering a critical hit from a bludgeoning weapon, the damage multiplier of the weapon is increased by 1 — for example, a light mace critical is not x2, but x3.

**Racial Modifiers:** +2 racial bonus on Climb checks on natural surfaces, like cliffs and trees; -2 racial penalty on all Diplomacy checks.

**Automatic Languages:** Common and Psittan

**Bonus Languages:** None

**Favored Class:** Barbarian



## NEW DEITIES: PSITTAN PANTHEON

### CH'SUNUSKAM THE CLEVER

**Alignment:** Lawful Neutral

**Domains:** Knowledge, Trickery, Luck

**Typical Worshipers:** Any psitta

Ch'sunuskam is the psittan hero who tricked the older gods into bringing them the vital gifts of civilization, including fire, speech, and the secrets of dome-making. The myths depict her as a carefree wayfarer whose curiosity gets her into trouble, and whose ingenuity gets her back out of it again. She is a patron to blacksmiths and an encourager of troublemakers.

Ch'sunuskam is depicted as a bright-eyed, colorfully feathered psitta, always in a dynamic pose. Her symbol is an anvil; her favored weapon is the longspear.

### CH'HABUGJA BLACK-ROBE

**Alignment:** Lawful Neutral

**Domains:** Law, Protection, War

**Typical Worshipers:** Fighters and rangers

The enigmatic Ch'habugja Black-Robe is the war-maker of the gods. He is celebrated for slaying the ancestral foes of the psittan gods, including Kwa-thaa the Undulating Serpent and G'gobi Egg-Stealer. In many stories, he either captures and punishes Ch'sunuskam the Clever, or is fooled by her, depending on who tells the tale.

He is depicted as a stern-looking psitta covered in a mantle of black feathers. His symbol is a feathered fist; his favored weapon, the longbow.

### CH'JAHNISI THE PROVIDER

**Alignment:** Lawful Good

**Domains:** Good, Magic, Plant

**Typical Worshipers:** Paladins, foragers and crazy idealists

The merciful Ch'jahnisi seeds the earth with fruit and nut plants for psittae to glean from. She is noted for her forgiving nature, which sometimes angers the other gods or

leads to trouble, as in the story in which she takes pity on G'gobi Egg-Stealer and brings him back from the dead.

Ch'jahnisi the Provider is shown as a large psittan female with a fringe of white feathers around her neck. Her symbol is the papaya, and her favored weapon is the net.

### CH'NITHTHAIM TAKER-IN-THE-NIGHT

**Alignment:** Lawful Neutral

**Domains:** Death, Destruction, Earth

**Typical Worshipers:** Barbarians and fighters

Although Ch'niththaim Taker-In-The-Night is generally loathed and feared by ordinary psittae, she is not so much an enemy of the gods as a terrible relative whose presence must be suffered. Her dread laugh rattling around her dry and dusty throat, she sweeps the souls of the slain off to the loamy underworld, meting out the judgements that determine one's eternal perch in the great celestial dome. Some fighters and barbarians dedicate themselves to her grim cause, ensuring that their fellows may fear, but never love, them.

Ch'niththaim appears as a skull-faced psitta with only a few ragged feathers dangling from her spindly frame. To make her symbol, string a dozen songbird skulls on a circular wire frame. Like most psittan deities, she favors the longspear.

### CH'GATIBAL THE LAWMAKER

**Alignment:** Lawful Neutral

**Domains:** None

**Typical Worshipers:** No direct worshipers

The distant patriarch of the psittan gods is not directly worshiped, has no priests, and does not deign to provide magic or guidance to those foolish enough to seek these from him.

Unlike the other members of the pantheon, he is not depicted as an anthropomorphic figure; instead, he appears as a stylized sun. If he had a favored weapon, it would be the longspear.

and to fertilize the eggs that will hatch into the Perch's next generation.

Ch'thaions is perhaps the only individual here who does not fear his counterpart, the alpha female Ch'biggwil. Even so, he gives her as wide a berth as he can without seeming cowardly. He sees her, like anyone else whose actions are unpredictable, as a person to avoid. He finds the irascible priest Ch'froatai annoying, but has learned to ignore his constant provocations. As priest-smith, Ch'froatai is ineligible

to displace him, so Ch'thaions can afford to dismiss his activities. The alpha male's tolerance would quickly vanish if he ever thought the priest was helping someone else to challenge him.

Ch'thaions wants merely to maintain his dominance in the same quiet, risk-free way he's always done. Though he's smart enough to let the PCs think otherwise if it suits his plans, he's no more tolerant of featherless humanoids than any other psitta. He likes PCs who help him remain in power, and calmly decides to



dispose of those who might cause him trouble. Preferring to work through underlings whenever possible, he'll only flap into battle personally in the direst of circumstances.

## CH'BIGGWIL

### Terrifying Alpha Female

*"Any who cross me shall feel the sharpness of my beak!"*

Ch'biggwil is by far the largest specimen, male or female, among the psittae of the Perch. When she needs to bully one of her subordinates, she seems to grow even bigger. Her sizeable chest cavity expands, and its shocking orange feathers stand up like a forest of braced spears. Her pinpoint eyes fill with dark malice, yet her voice remains almost insanely calm. Ch'biggwil is the typical psittae alpha female, times ten.

Her whims are capricious. Some outsiders may receive nothing from her but dark-eyed suspicion, while other mammalian humanoids might impress her as potential pets. Ch'biggwil's assessments of others depend entirely on how they relate to her personal power. She despises people who threaten her sense of superiority, and enjoys the company of flatterers. The highest compliment anyone can pay her is to tremble in her presence.

She treats Ch'thaions as an equal. Though his soft-spoken methods are a puzzlement to her, she would never bother to form an opinion on the curious ways of males. If they allow themselves to be led by such an odd person, she sees no reason to question them.

The priest Ch'froatai, she feels, is an annoying pest. She hates the way he seems to make fun of her. Even worse is the fact that she can't always tell when he is

## CH'THAIONS

### 6<sup>th</sup>-Level Psitta Fighter/1<sup>st</sup>-Level Rogue

CR 7; SZ M (humanoid); HD 6d10+6 + 1d6+1; hp 52; Init +6 (+2 Dex, +4 Improved Initiative); Spd 15 ft., fly 45 ft. (poor); AC 20 (+2 Dex, +5 chainmail, +3 *ring of protection*); Atk melee +8/+3 (1d8+1/crit x3, longsword), melee +7/+2 (1d6+1/crit x2, beak), or ranged +8/+3 (1d8/crit x3, longbow); Face 5 ft. x 5 ft.; Reach 5 ft.; SA Sneak Attack; SQ Psittae Traits, Traps; AL LN; SV Fort +6, Ref +6, Will +2; Str 13, Dex 14, Con 13, Int 14, Wis 10, Cha 17

**Skills:** Appraise +4, Balance -2, Bluff +6, Climb +1 (+3 natural surfaces), Craft (bowmaking) +12, Craft (leatherworking) +6, Diplomacy +11, Intimidate +6, Jump +6, Knowledge (nature) +3, Listen +4, Move Silently -2, Read Lips +5, Sense Motive +10, Spot +4

**Feats:** Alertness, Blind-Fight, Dodge, Weapon Focus (longsword), Improved Initiative, Iron Will, Toughness

**Psittae Traits (Ex):** Psittae have Flight, Awkward Wings, Attack From Above, Beak Attack, Nonstandard Feet, and Lightweight Bones (see New Race insert, pages 98-99). They also have a +2 racial bonus on Climb checks on natural surfaces, and a -2 racial penalty on Diplomacy.

**Sneak Attack:** Any time the rogue's target would be denied a Dexterity bonus to AC (whether the target actually has a Dexterity bonus or not), or when the rogue flanks the target, the rogue's attack deals extra damage. Ch'thaions' extra damage is +1d6. Ranged attacks can only count as sneak attacks if the target is within 30 feet.

**Traps:** Rogues (and only rogues) can use the Search skill to locate traps when the task has a DC higher than 20. Finding a nonmagical trap has a DC of at least 20, higher if it is well hidden. Finding a magic trap has a DC of 25 + the level of the spell used to create it. Rogues (and only rogues) can use the Disable Device skill to disarm magic traps. A magic trap generally has a DC of 25 + the level of the spell used to create it.

## CH'BIGGWIL

### 7<sup>th</sup>-Level Psitta Ranger

CR 7; SZ M (humanoid); HD 7d10+7; hp 53; Init +3 (Dex); Spd 20 ft., fly 45 ft. (poor); AC 20 (+3 Dex, +4 scale mail, +3 *ring of protection*); Atk melee +11/+6 (1d8+4/crit x3, longsword), melee +10/+5 (1d6+3/crit x2, beak), or ranged +8/+3 (1d8/crit x3, longbow); Face 5 ft. x 5 ft.; Reach 5 ft.; SA Spells; SQ Favored Enemy, Psittae Traits; AL LN; SV Fort +6, Ref +5, Will +4; Str 16, Dex 17, Con 13, Int 14, Wis 14, Cha 12

**Skills:** Climb +2 (+4 natural surfaces), Diplomacy +2, Hide +1, Intimidate +6, Intuit Direction +6, Jump +2, Knowledge (nature) +5, Listen +6, Move Silently +3, Search +7, Spot +7, Wilderness Lore +4

**Feats:** Cleave, Weapon Focus (longsword), Power Attack, Track

**Favored Enemy:** Ch'biggwil gains a +2 bonus to Bluff, Listen, Sense Motive, Spot, and Wilderness Lore checks when using these skills against humans and halflings (the GM should change these to match the two most common humanoid types in the region). The same bonus applies to weapon damage rolls against creatures of these types.

**Psittae Traits (Ex):** Psittae have Flight, Awkward Wings, Attack From Above, Beak Attack, Nonstandard Feet, and Lightweight Bones (see New Race insert, pages 98-99). They also have a +2 racial bonus on Climb checks on natural surfaces, and a -2 racial penalty on Diplomacy.

**Spells:** (2) A ranger has access to any spell on the Ranger Spell List and can freely choose which to prepare. Starting at 4th level, a ranger's caster level is one-half his class level. Ch'biggwil has prepared the following spell:

1<sup>st</sup> Level — *magic fang* x2

joking. She wishes it was lawful to slay him, but he is protected by his role as priest-smith, and that is that.

Ch'biggwil has no further ambitions, now that she has reached the lofty summit of her power at the Perch. All she desires is to maintain her authority as long as she can, by spotting potential rivals early and bullying them until their spirits have been entirely broken.

## CH'FROATAI

### Blowhard Priest

"Look to your left, and you will see a fool. Look to your right: another fool! Now look at yourself, and ask: why do I think myself any better than they?"

Priests enjoy a curious position in psittan society. They remain outside the hierarchy, and nothing they do is seen as a challenge to the alphas. Nor are the alphas allowed to attack, harass, or otherwise punish priests. Priests are even allowed to mate, so long as they are currently childless. They must conduct their egg-laying and fertilizing (the post is gender-neutral) in a hidden place, outside the community.

Priestly duties include leading ceremonies, giving advice, maintaining the hall of worship, and repairing metal items. To qualify as a priest, one must show one's superior skill in the art of blacksmithing, which was the first talent Ch'sunuskam the Clever stole from the gods to give to mortals. Knowledge of smithing is usually handed down within families.

Psitta communities only have one priest-smith apiece. Heaven knows how a priesthood would organize itself if the race in general ever figured out how to live together in larger numbers.

Although all priests of Ch'sunuskam the Clever are expected to uphold the god's tricksterish ways, the trouble-loving Ch'froatai takes this one step further than most. Equipped with an unusually loud, bellowing voice and a razor-edged sense of humor, Ch'froatai never bypasses an opportunity to alarm and annoy his congregation. He says he does this because Ch'sunuskam wants her people to stay on their toes and to question the way things are. The people of the Perch quietly grumble that he really just enjoys upsetting them.

Ch'froatai takes special glee in tormenting the humorless alpha female Ch'biggwil. Her counterpart Ch'thaions, highly skilled at keeping his temper in check, proves less entertaining. But this does not stop Ch'froatai from trying.

Like many people who enjoy pointing out the follies of others, Ch'froatai is utterly thin-skinned when others tease or jab at him. Any PC who successfully makes Ch'froatai a laughing stock among his own people will also make of him an undying enemy.

## CH'FROATAI

### 6<sup>th</sup>-Level Psitta Cleric

CR 6; SZ M (humanoid); HD 6d8 – 6; hp 38; Init +1 (Dex); Spd 15 ft., fly 45 ft. (poor); AC 19 (+1 Dex, +5 chainmail, +3 *ring of protection*); Atk melee +3 (1d8-1/crit 19-20/x2, shortspear), melee +3 (1d6-1/crit x2, beak), or ranged +1 (1d8-1/crit x3, longbow); Face 5 ft. x 5 ft.; Reach 5 ft.; AL LN; SA Spells, Turn Undead; SQ Psittae Traits, Spontaneous Casting; SV Fort +4, Ref +5, Will +7; Str 8, Dex 13, Con 9, Int 14, Wis 15, Cha 13

**Skills:** Appraise +4, Bluff +5, Craft (blacksmith) +8, Diplomacy +3, Mimicry +6, Pick Pocket –3, Search +4, Sense Motive +4

**Feats:** Toughness x3

**Psittae Traits (Ex):** Psittae have Flight, Awkward Wings, Attack From Above, Beak Attack, Nonstandard Feet, and Lightweight Bones (see New Race insert, pages 98-99). They also have a +2 racial bonus on Climb checks on natural surfaces, and a –2 racial penalty on Diplomacy.

**Spontaneous Casting:** Ch'froatai can "lose" a prepared spell (other than domain spells) in order to cast any cure spell of the same level or lower.

**Turn Undead (Su):** Ch'froatai can Turn Undead four times per day.

**Spells:** (5/4+1/4+1/2+1) Ch'froatai worships the psittae god Ch'sunuskam; his chosen domains are Trickery and Luck. He has the following spells already prepared:

0 Level — *cure minor wounds*, *detect magic* x2, *detect poison*, *guidance*

1<sup>st</sup> Level — *cause fear*, *change self*, *command*, *comprehend languages*, *cure light wounds*

2<sup>nd</sup> Level — *cure moderate wounds*, *enthrall*, *invisibility*, *summon monster II*, *zone of truth*

3<sup>rd</sup> Level — *cure serious wounds*, *dispel magic*, *nondetection*

His approach to the PCs depends on how they entered the community. If he invited them in, he'll treat them well so long as they serve his purpose, helping him to shake things up under the dome. If another psitta brought them in, he'll peevishly zero in on them, doing his best to engineer their quick removal.

## TYPICAL PERCH RAIDER

### Peevish Birdmen

"I have earned my place in the pecking order!"

The game statistics here represent the average combat-ready psitta at the Perch. Since this is probably the first time this unusual race is appearing in your campaign, play them as per the general description of their kind, as given earlier in this chapter.



## TYPICAL PERCH RAIDER

### 3rd-Level Psitta Barbarian

CR 3; SZ M (humanoid); HD 3d12 + 3; hp 29; Init +2 (Dex); Spd 30 ft., fly 45 ft. (poor); AC 16 (+2 Dex, +4 chain shirt armor); Atk melee +7 (1d8+4/crit x3, longspear), melee +3 (1d6+4/crit x2, beak), or ranged +6 (1d8/crit x3, longbow); Face 5 ft. x 5 ft.; Reach 5 ft.; SQ Barbarian Rage, Fast Movement, Illiteracy, Psittae Traits, Uncanny Dodge; AL LN; SV Fort +4, Ref +3, Will +2; Str 16, Dex 15, Con 12, Int 14, Wis 12, Cha 12

**Skills:** Climb +7 (+9 natural surfaces), Craft (weaponsmithing) +4, Intimidate +7, Intuit Direction +7, Jump +7, Listen +7, Wilderness Lore +4

**Feats:** Weapon Focus (longbow), Weapon Focus (longspear)

**Barbarian Rage:** A barbarian temporarily gains +4 to Strength, +4 to Constitution, and a +2 morale bonus on Will saves, but suffers a -2 penalty to AC. The increase in Constitution increases raiders' hit points by 6 points, but these hit points go away at the end of the rage. While raging, a barbarian cannot use skills or abilities that require patience and concentration. The raiders' fits of rage last six rounds. At the end of a rage, the barbarian is fatigued (-2 to Strength, -2 to Dexterity, can't charge or run) for the duration of that encounter. The raiders can only fly into a rage once per encounter, and only once per day.

**Fast Movement:** The barbarian has a speed faster than the norm for his race by +10 feet when wearing no armor, light armor, or medium armor (and not carrying a heavy load). Fast Movement does not change a psitta's flying speed.

**Illiteracy:** Barbarians are the only characters who do not automatically know how to read and write.

**Psittae Traits (Ex):** Psittae have Flight, Awkward Wings, Attack From Above, Beak Attack, Nonstandard Feet, and Lightweight Bones (see New Race insert, pages 98-99). They also have a +2 racial bonus on Climb checks on natural surfaces, and a -2 racial penalty on Diplomacy.

**Uncanny Dodge:** At 2<sup>nd</sup> level and above, the barbarian retains his Dexterity bonus to AC if caught flat-footed or struck by an invisible attacker.





## THE INSTALLATION

The Perch is a wooden dome situated on top of a high mesa in the middle of a jungle or forest. Inside the dome are seven smaller domes. All of the domes have holes in the top that let in light, and through which the psittae fly to reach their roosts.

All entry holes are fitted with *glyphs of warding (blast)* which do 5d8 cold damage to non-psittan intruders.

The big dome is nearly 350 feet in diameter. Its access hole is twenty feet across, allowing up to three agile psittae to swoop in at once without bumping into one another. Except for the smithy, the interior domes are sixty feet across, each with a central access hole seven feet in diameter. These smaller holes allow only one psitta to fly in at a time. The smithy also has a seven-foot access hole, but is only about thirty feet in diameter.

The highest point on the big dome is ninety feet above ground level. The ceilings of the small domes are twenty feet high. The smithy's roof is a mere fifteen feet at its highest point.

The domes are built on wooden frames and are shingled over. The psittae make their own shingles by stripping bark from trees, soaking it in tar from a nearby tar pit, then covering it in finely-crushed gravel. The shingles make the domes watertight, except for the big access holes in the middle of each roof. Because rain can drip down through these entrances, the interiors of the domes gradually become damp, and wood rot sets in. The inhabitants must repair their structures on a regular basis, but at least this constant activity gives the lower-ranked psittae something to occupy themselves with, distracting them from their life of humiliation and limited mating opportunities.

Arranged in a circular pattern on the curved undersides of the domed roofs are wooden, rafter-like railings that the psittae use as perches. The smaller domes have only a few available perches, for the use of whoever needs to be working in that building. The main dome is arranged with enough perch space for all of the colony's hundred-odd adults and forty or so younglings. Perch residents take their seats according to their precise rank in the community's well-established hierarchy. Plush velvet covers the perches of the alpha male, Ch'thaions, and his female counterpart, Ch'biggwil. The arrogant priest, Ch'froatai, sits nearby on a perch he has decorated with colorful leaves meant to match the splendor of the imported velvet.

None of the domes have doors at ground level, or any other entrances for the flightless. Unless they have a way to fly magically, uninvited guests have no choice but to climb up the dome to the hole, then rappel

down to ground level. The big dome goes straight up for its first forty feet, then begins to curve.

### CLIMBING THE DOME TRAP (CR 1)

Climbing up the first forty feet of the dome takes a Climb check DC 25; scaling the remaining fifty vertical feet of the upper slope takes another Climb check at DC 20. A character who fails a Climb check falls from the dome and takes falling damage based on how high he was at the time. If the failure was on the first Climb check, multiply the difference between the DC and the player's result by 2 feet. This is the number of feet the character falls, but he can't fall more than forty feet. If the failure was on the second Climb check, multiply the difference between the DC and the player's result by 2.5 feet, and add forty feet to find the number of vertical feet the character falls. On the second Climb check he can't fall more than ninety vertical feet. A fall deals out 1d6 damage per ten feet fallen, to a maximum of 20d6.

Rappelling down from the entrance hole requires a Climb check DC 15. It's ninety feet down from the hole to the ground, and with psittae perched just feet below the roof, characters may also wish to Move Silently while climbing. Again, to figure falling damage from failing the Climb check, multiply the difference between the DC and the player's result by 6 and take 1d6 damage per ten feet fallen.

Any attempt to stop and fire back, cast a spell, or take any similar action while climbing requires another Climb check, this one at a DC of 30. Even when it succeeds, the desired action faces a -4 penalty or +20% of spell failure, whichever is most appropriate.

Resident psittae are so used to this cliff and their dome that they succeed automatically at all Climb checks made under normal conditions — that is, so long as they're not being attacked or trying to do anything funky.

No attack roll (falling damage); Climb (DC 25, 20, or 15, based on location) to avoid falling; Spot DC 10 notices falling hazard; Disable Device not applicable

Any attempt to ease one's climb by creating handholds (that is, ripping up shingles) is sure to attract the angry attention of Perch residents. But rappelling down through the hole without an invitation will also infuriate them, so there you go.

The domes have no flooring, and stand on the bare rock of the mesa. Previous generations of psittan workers chipped the area flat, so that the domes rest evenly on it. A cascade of rock chips can still be found, overrun with weeds, at the bottom of the cliff face.

Perhaps the most disconcerting aspect of dome life, as far as visitors are concerned, may be the residents' casual attitude towards their droppings. The floors are slick with guano, which in places may be an inch thick.



## THE PERCH

Any fast movement or complicated maneuver may lead to an embarrassing fall, and possibly a slide through the stuff.

An earthbound visitor will also find that the psittae, from up on their perches, let loose with nary a thought to those below. It's not just that they're unused to visitors; it's that they view the featherless as inferior creatures whose dignity is not worth even considering. So, at any moment, any of the psittae up above may defecate, sending a blob of white stuff hurtling at high speed towards your position below.

The floors of the smaller domes are clear of guano, except for circular areas right below their entry holes.

### GUANO TRAP (CR ○)

When running or performing a difficult physical maneuver on the ground of the Perch, roll a DC 15 Balance check. A failure means the character falls in guano.

To remain stationary after falling (failing the DC 15 Balance check) make a DC 20 Balance check, with armor penalty; failed PCs keep sliding in the direction they were heading. To find the distance they slide, take the difference between 20 and the result of their roll and multiply it by ten feet.

To dodge incoming droppings, make a DC 20 Reflex check to avoid the goop. A failure means the character is covered with guano. Since the Reflex check is a physical maneuver, the character must also make the DC 15 Balance check mentioned above.

Since the guano does no damage — other than to characters' self-respect — this "trap" has no CR.

No attack roll; Balance (DC 15) to avoid; Spot DC 10 to notice hazard; Disable Device not applicable

## ARMORY

Wooden racks dangle from the ceiling of this building, holding swords, spears, and armor pieces of all sorts, including special vambraces that the psittae can place on the musculature of their wings when wearing full-plate armor (otherwise their wings would be extremely vulnerable to attack). The gear is well cared for.

The psittae mark ownership of the various pieces by tying different dried flowers to the racks. Higher-ranking psittae use the most elaborate and colorful floral markers to show possession of their gear. They also get the best pieces.

If players can get in here when the psittae are in a state of low alert, they can poke around and find even the alpha leaders' weapons and armor.

Ch'thaions stores a +3 *longspear* and +3 *chainmail armor* in this building. Ch'biggwil has a +4 *greatsword* and +4 *full plate armor*. Ch'froatai's armor is mundane but his longspear has a +2 enchantment bonus. Unfortunately for would-be robbers, each piece has a *magic mouth* on it, which will shriek ear-splittingly in the psittae language when any intruders (or low-ranking psittae, for that matter) so much as reach a curious hand out towards them.

## FOOD STORAGE

These two buildings overflow with food taken as tribute, or as raiding spoils, from local settlers and tribesmen. All of the food is contained in various boxes, bags, and baskets suspended from the ceiling on cords. Most of the cords are made from dried vines, though some are manmade rope taken from people nearby.

The psittae do not make bread themselves, but force farmers to prepare it for them. They favor a crunchy flatbread that takes months to go stale or moldy. It is their main source of dietary salt. Some settlers are forced to mine salt for them, while others must supply the flour and do the baking. About half of the baskets in the south building contain this bread.

Psittae will deign to collect fruit and nuts, most of which they eat fresh. The remainder is sun-dried and stored here. The psittae leave the fruit out on the roof of their big dome to dry, which PCs may notice if they attempt to climb it. They dry fish as well, which is caught by the locals and given to them as tribute.

Four locked chests suspended from the dome of the north food storage building contain delicacies gained from raids on trade caravans, or taken from locals who traded for them honestly.

There are four locked chests, which can be gotten into with Open Locks checks; DCs are 11, 19, 24, and 26.

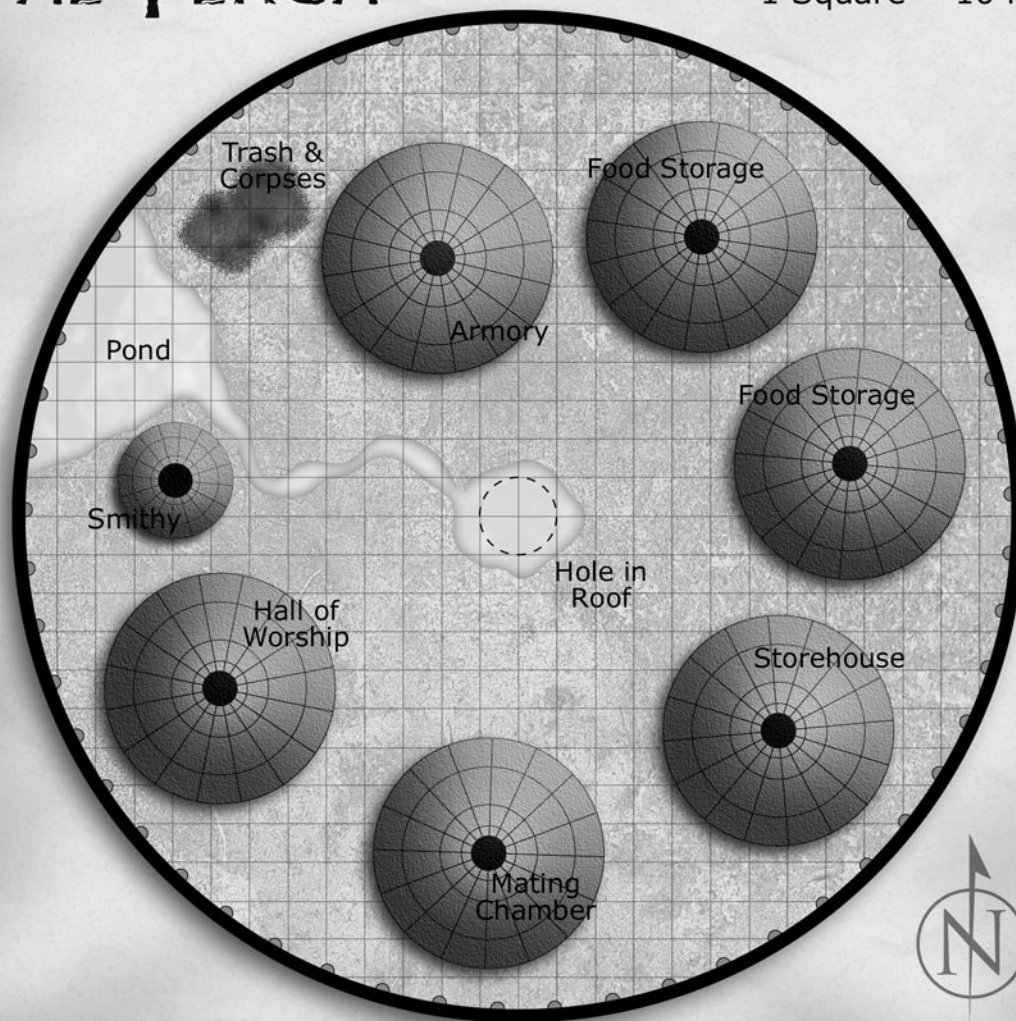
The chests contain ceramic jars of pickled cabbage, olive paste, preserved peaches, and spices including cumin and dried basil. Bottles in the chests also contain hot sauce, green elven brandy, and potent caramel rum. The contents are worth 500 gp.

These items can be used in isolated communities as gifts cementing social relations. PCs gain +1 to Diplomacy checks after gifting the target with a food delicacy. There is enough food here to do this ten times. Characters can't increase the Diplomacy bonus by loading down a single target with extra quantities of food.



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1 Square = 10 ft.



## STOREHOUSE

Large sections of vine, which are being dried for use as rope or wicker, lie on the floor here. From the ceiling, hundreds of bags, baskets, and baskets hang. A select few of these contain treasure. Unless characters somehow know exactly which ones hold valuables, and which are merely full of useful but essentially valueless gear, it will take a staggering thirty-three hours to systematically open and examine them all. They contain a total of 1680 platinum pieces, distributed through dozens of containers, often hidden under nondescript items. (The treasury of the Perch was, until recently, the typically bulky mishmash of coins, art objects, gems, and magic items. But a few months ago, the psittae made a deal with a traveling trader to change it all in for the more portable — and prestigious — platinum pieces.)

## MATING CHAMBER

Though indifferent to many of the concerns that plague other races, psittae are at least as furtively obsessed with the act of reproduction as any sentient species. On one hand, all of their hierarchical struggles essentially come down to the right to reproduce, so they think about mating almost all the time. Yet a powerful sense of shame prevents them from discussing the subject, except in the most oblique and delicate terms.

Both the alpha male and alpha female enjoy unlimited breeding rights. All psittae hatched in this colony start out as eggs either laid by the alpha female or fertilized by the alpha male. They can select any partner to mate with, except one another. The possibility of mating between the alpha male and female is consid-



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ered unbearably obscene. No psitta would ever dream of speaking about such a thing. When they hear outsiders suggest it, many psittae fall into an uncontrollable fit of hyperventilated trembling and compulsive feather-preening. Unfortunately, this is not exactly an uncommon subject for non-psittae to bring up, since it's natural for mammalian humanoids to conclude that the top male and top female would be each other's mates. In fact, both invariably choose mates just below them in the pecking order.

The two parents never occupy the mating chamber at the same time. To even brook the possibility is to utter the vilest obscenity in psittae society. It is the sacred duty of the colony priest-smith to arrange for the crucifixion of any psitta who so much as tells a joke about a male and female together in the mating chamber. Non-psittae who, after all, are little better than animals, may or may not be spared summary execution. Such mercies depend entirely on the circumstances, and the attitude of the priest. (Ch'froatai, an iconoclast, might be unusually willing to spare blaspheming PCs.)

When a female goes inside the mating chamber to lay her eggs, or a male enters to fertilize them, an abashed hush falls over the normally loud assemblage of psittae perched on the dome's inner rafters. They look down at their chests, up at the hole in the roof — anywhere but at the mating chamber, where the holy, necessary, yet unmentionable act is taking place. Visitors will find themselves the object of many nervous yet vigilant stares. The colony as a whole is at its most highly strung at such moments, and sudden movements or unusual behavior may provoke a mass attack. It goes without saying that guests should never even look at the mating chamber while the deed is in progress.

In fact, it's best if outsiders at all times act as if the mating chamber isn't even there. Any attempt to steal or damage eggs will be met with vicious determination. If offenders manage to escape from the dome, the psittae will pursue them relentlessly for their crimes. Note, though, that what offends them is the taboo violation; the eggs themselves are easily replaced. If PCs attempt to hold eggs for ransom, they'll be told that they can go ahead and destroy them. Then the psittae do their best to send all would-be egg-nappers to their graves.

The chamber is well-guarded, day and night. It usually contains two clutches of eggs, each set resting in a velvet-lined basket on a podium-like stand. When the nights get cold, underlings haul in braziers. They fill these with peat, which is burned to keep the room warm. The perches over the mating chamber then become unpopular, as smoke billows up and covers occupants with hot ash.

## HALL OF WORSHIP

The prickly, status-conscious psittae worship in small numbers, divided up by social status. Higher-ranking

Perch residents get more auspicious and coveted timeslots in which to direct their prayers to the gods. The various deities all have specific holy days and times attached to their worship. The greater an individual's status, the closer his or her allotted time slot will be to the correct time for genuflection. Lower-ranked worshippers always pray early. This means that the last people to worship during any particular cycle are the community leaders, who pray at the most auspicious time. Then the Hall is left empty until the next worship cycle, generally for a different deity, begins, and the process starts all over again.

This practice is common in psittan communities, and the individuals here all regard it as right and proper that one's access to the ears of the gods should be determined by social position. It is always the mid-ranking community members who most viciously police the system. Generally, the closer an individual is to the bottom, the more anxious he is to prove that there are others more miserable and bedraggled than himself. Their vigilance is necessary because low-status individuals can test their placement in the hierarchy by sneaking into the Hall of Worship unchallenged. If the individuals whose places they're usurping fail to confront them and bully them into submission, they permanently step up in the hierarchy, and their targets fall back. This system encourages regular church attendance.

Visitors to the Perch are therefore likely to witness repeated skirmishes over worship privileges. Unless they spot a low-ranking psitta creeping into the hall, the first part of a contretemps they'll likely notice will be the angry shrieking and wing-flapping of an outraged birdman whose place is being taken. He'll swoop down from his perch, or waddle angrily from ground level, to berate his challenger. If the object of his outrage stands his ground, the contest escalates to a bout of wing-buffeting, in which each participant tries to smack the other in the face with the hard, sharp talons on the tips of his wings. This does very little actual damage, and usually the two just hop about losing feathers until one individual backs off and mopes away. The other then dances around, shrieking triumphantly. A challenger who has successfully advanced in rank tends to shriek with greater volume and enthusiasm than a victor who has merely confirmed the status quo.

If you ever need to resort to game mechanics to resolve a rank challenge between two psittae, just have the two characters make opposed Intimidation checks.

Although an outsider might regard their customs cynically, psittae do not see anything hypocritical or impious about the way they mix social advancement and religious observance. As far as they're concerned, the two are one and the same. It makes perfect sense that



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the struggles that dominate their daily lives should be ordained by the gods.

It is a logical absurdity that a non-psitta could ever gain rank in the hierarchy. Members of other races attempting to do so will be greeted with gales of bird-like laughter. Humorless or very stuffy psittae may instead react with appalled horror.

The Hall of Worship itself is modestly appointed. Simple wicker figurines, each about a foot tall, represent the various deities. They're decorated with colorful leaves and dried flowers. Only an expert on psittan culture can distinguish one from the other. The divine figurines sit on a dais, all atop wooden blocks of various heights that are glued to the surface. These measure the gradations in rank between the different gods, for the heavens maintain as strict a hierarchy as any psittae colony. The highest and most central point on the dais is reserved for Ch'sunuskam the Clever. The distant over-god, Ch'gatibal the Lawmaker, is represented not by a figurine, but by a painted disc of wood suspended from the ceiling over the dais. The painting depicts a stern-looking psitta face surrounded by wavy, yellow solar rays.

At the base of the dais, visitors may find various nuts and other food delicacies, placed in small baskets. To speed these offerings to the gods, each group of worshipers eats the contents of the baskets left by the individuals of immediately lower rank who most recently vacated the chapel. Then they place their own offer-

ings into the baskets, which will in turn be eaten by the worshiping group after them. The highest-ranking community members do not bring anything; the metaphysical essences of the foods they eat are transmitted from their digestive systems directly to the particular god in question.

### SMITHY

This small, ill-equipped smithy is nonetheless adequate to the psittae's limited need for metal items. Ch'froatai, whose holy role as community smith allows him to act as a gadfly and keeps him apart from the eternal struggle for status, spends as little time in its confines as possible. His small forge is usually cold and unlit, but when he runs out of excuses and finally must spend some time working here, it can be painfully hot. Psittae who get too close to the forge find their feathers singeing.

In keeping with basic psittan storage habits, most of Ch'froatai's tools dangle from the ceiling. A few half-finished swords or metal tools may be strung up alongside them. Little nodes of metal dot the smithy's rough stone flooring.

In psittan culture, the smithy is a holy place. Any visitor, no matter how welcome he might otherwise be, receives a violent comeuppance if he tries to venture inside it without Ch'froatai's permission. And even





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though he avoids the place himself, the swaggering holy man becomes bitterly territorial when anyone else, especially someone trained in the arts of the smith, asks to go inside. Even though it's impossible for a non-psitta to usurp his social position, he requires extraordinary gifts and assurances before he'd even dream of allowing another smith to use his equipment.

### POND

This depression, chipped laboriously into the non-porous rock, is over thirty feet across at its widest point, and around six feet deep. It contains greasy, guano-polluted water, which the psittae keep on hand in case an enemy tries to set their dome on fire. A bucket, rope, and pulley contraption hangs from the ceiling above the pond. When fire breaks out, the psittae quickly haul big buckets of water up to the ceiling, which can then be poured down the side of the dome towards the flame.

No one has attacked them with fire for as long as they can remember, so the pool depletes itself only through evaporation. Every so often the psittae descend on a riverside village to demand that they haul water up to their stronghold. It would take weeks to replenish the pool if all of its water was used up at once.

This is not drinking water; the psittae get most of the water they need from the fruits they eat. What little extra they use is hauled in separately, and kept in watertight skins hanging in the food storage domes.

### TRASH AND CORPSES

When the psittae find something useless, they simply toss it from their perches to the stone floor below them. Periodically, the lowest of the low-ranked residents flap down to gather it up. With long-handled brooms, they push items into this trash pile, generally coating them with guano as they go. The occasional heavier object must be laboriously dragged from wherever it happens to land. The vast majority of trash consists of husks, nut shells, fish bones, and other food detritus.

Psittae fear death as much as any race, but are unsuperstitious and profoundly unsentimental regarding the physical remains of the fallen. When a psitta drops dead — which they tend to do without warning, as they're highly prone to strokes and heart failure — he plummets from his perch to land on the hard stone floor, making a nasty, wet crunching sound on impact. The deceased's friends and relatives may cluck and moan sadly at his departure from the land of the living, but display little interest in his remains. Eventually a cleaning detail will flutter down and haul the remains over to the trash pile.

On occasion, human corpses can be found among the decomposing rubbish. These appear when a psittan

raiding party captures a local for interrogation. Ch'thaions may want to know the location of hidden loot, or perhaps the hideout of bandits or raiders who refuse to pay tribute to him. Depending on how unsympathetic you want to play the psitta, the bodies can be those of competing bandits, or of innocent subsistence farmers. Human bodies will be present when PCs first visit the Perch.

Most of the year, a rotting corpse or two isn't enough to trouble the impregnable nostrils of the psittae (note that a numbed sense of smell is a trait of this particular community, not the race in general). But in the hottest months, even they begin to feel queasy if too much meat decomposes below them. They consider the disposal of excess offal too demeaning a task even for their lowliest members, so they look elsewhere for assistance. Ch'thaions usually orders a patrol to fly out and bring back a work crew. This detail cuts the corpses into manageable pieces and hoists them up on ropes through the hole in the dome. The psittae usually intimidate frightened locals into doing this job for them.

Work crews are instructed to just dump the bodies over the side of the cliff. Locals pressed into service may feel an obligation to give non-psittan corpses a proper funeral, though.

## SCENES

### GAINING ENTRANCE

The psittae admit few mammalian humanoids into their stronghold, especially not as equals who enjoy full run of the place. But just because something almost never occurs doesn't mean it can't happen to the PCs. After all, they're adventurers, to whom unusual things happen on a regular basis. Here are some suggestions to get them inside without easing up on the inhabitants' distant and exploitative natures.

- The PCs could get inside by agreeing to dispose of excess corpses (see "Trash and Corpses," earlier on this page). Psittae patrols are unlikely to choose them if they present themselves as seasoned adventurers, since they don't want to admit into their stronghold anyone who would pose an obvious threat. But if the PCs pose as hapless farmers or nomads, they can easily fool the arrogant psittae, to whom most mammalian humanoids look alike.

This psittae of the Perch suffer a -4 Sense Motive penalty against characters of all other humanoid races.

- Local villagers may know in advance that psittae will soon show up to demand that they haul water



## SEVEN STRONGHOLDS

up to replenish their pool (page 109). They could help the PCs to disguise themselves as peasants stepping forward to perform the task.

- Ch'froatai, despite his position as colony holy man, is an unconventional fellow who enjoys making trouble. He might meet the adventurers in the wilderness outside the psittan stronghold and invite them for a visit. If your PCs are the typically undisciplined lot no sensible person would ever invite into his home, this may be your best option for getting them inside the dome. Ch'froatai wants to vex his compatriots, especially Ch'thaions and Ch'biggwil. Letting ill-mannered humans into the dome provides him an amusing way of doing that. He'll feign friendship with the adventurers so they won't shy away from the colony. Really, though, he just hopes for an interesting fuss, and expects the mammalian humanoids to eventually wear out their welcome and get themselves killed. Although it's possible that he'll develop genuine feelings for the group, depending on what they do, it's more likely that he'll just sit smirking on his perch as his brethren attack them. If the PCs seriously threaten the colony's welfare, he'll certainly join in the fight against them.
- Ch'thaions, like the others, believes that flightless humanoids exist only so that the feathered might exploit them. On the other hand, he's an honorable, if crafty, fellow, and will respond favorably to extraordinary kindness on the part of the PCs. So if you were to engineer a situation out in the wilderness where the PCs can save his life, he might well invite them back to the dome for a feast of dried fish, and possibly even a gift of platinum pieces. Once inside, the PCs need to demonstrate further persuasive talents if they want to stay for any length of time. Ch'thaions worries that their presence will cause tension and eventual conflict in his carefully managed ranks. If the party can overcome his reservations, possibly by offering useful services, the invitation is extended. Alternately, the PCs might get in under the alpha male's auspices, then form a more lasting attachment to Ch'froatai or Ch'biggwil.
- Perhaps the psittae have been harassed by a posse of mercenary adventurers hired by the local farmers or nomads. The psittae aren't so good at fighting on the ground, and, possibly through a trusted featherless intermediary, hire the PCs to eliminate these troublesome adversaries.
- Even though they're isolated and get few opportunities to spend money, the psittae in the Perch are still enthralled by the thought of treasure. A group could gain entry by proposing to set up a trade arrangement that would ferry psittae goods to the nearest cities, and bring back chests full of coin. This idea is not actually outlandish. The

shingles the psittae use to cover their dome would find willing buyers in civilized lands. If your setting includes primitive firearms, the guano that coats the colony's floor turns out to be a very valuable commodity. It contains, in highly concentrated form, a chemical ingredient essential to the manufacture of gunpowder.

To know that the guano can be used to make gunpowder, a character must make a DC 15 Knowledge check.

A few player groups enjoy managing trade routes at least as much as they do killing monsters and taking their stuff. If your group fits this definition, prepare yourself for the possibility that they'll be satisfied to set up a *bona fide* business partnership with the birdmen. Such an arrangement need not spell the death of adventure. The new traders can fend off raiders and carnivorous beasts as they guide their caravans across the trackless wilderness. Robbers, swindlers, and corrupt taxation officials await them in the city. When they begin to turn an obvious profit, competitors take heed and try to establish their own relationships with the psittae. If they're selling gunpowder ingredients, warlords might regard their product as a strategic resource and try to gain the entire supply, or keep it out of their rivals' clutches.

## ONCE INSIDE

Here are some ideas for scenes inside the dome:

- Bottom-rung psittae try to bully the PCs; they're excited to finally have someone more lowly than themselves to push around. The adventurers must establish their freedom from the pecking order without doing anything extreme enough to annoy the higher-ranking psittae.
- To be treated with respect, an individual in psittae society must be able to sit on the perch offered to him. Demand as many Climb and Balance checks as you can possibly justify. Some PCs may try to cheat by strapping themselves to their perches. Allow hilarity to ensue.
- The seemingly contradictory measure of protectiveness and shame that the psittae show towards the mating chamber may prove irresistibly tempting to some PCs, who may want to sneak inside or attempt an egg-napping.
- Ch'biggwil sometimes takes a shine to a mammalian humanoid she finds interesting in some way — as a pet, that is. She may declare ownership of one of the PCs, feeding him delicacies and giving him special privileges, but refusing to allow him to leave the dome.



## THE PERCH

- Whether he invited them in or not, Ch'froatai seizes on the characters' presence as an opportunity for mischief. He subtly encourages them to get into trouble, though he makes sure he can always credibly disclaim responsibility for the havoc they wreak.
- The trader who exchanged the contents of the Perch's treasury for platinum pieces may still be in the area, or at least follows a regular and predictable trade route through the wilderness. Although he's said to be a powerful magician, accompanied by strange and powerful crystalline golems, more rapacious PCs might consider him a suitable target for banditry. The trader, a human named Boethius Silvermaker, happened to offend whichever of the psittae the adventurers best get along with. That character gives them the information on Boethius, perhaps in exchange for a commission on whatever portion of his goods the PCs manage to purloin.

## ALTERNATE VERSIONS

Rather than being the oppressors of the local farmers, the psittae could fill the role of protectors. The psittae are still as aloof and exploitative as ever, but the peasants and nomads are resigned to their overlord status. The tribute they exact is no more onerous than many feudal lords, and the psittae even allow them to give less in lean years. However, a foreign civilization now floods the region with settlers, who would rather displace the current farmers than go to the trouble of clearing land themselves. The psittae help the peasants wage war against the invaders. You might bring the PCs into the story as allies of the invaders, and see how long it takes them to realize that the imperious birdmen are actually in the right.

In another version, the local humans might be willing agents in their own cruel exploitation. They

identify the psittae as winged emissaries of their gods, an identification the birdmen are all too willing to take advantage of. The birdmen bleed the nomads and farmers for as much food and labor as they can get without killing them off. If the PCs learn the basic precepts of the local religion and then spend time among the psittae, they'll learn that the farmers are being hoaxed. Do they destroy this false religion, or do they decide that spiritual contentment compensates for physical suffering?

Alternately, the dome's cliff is sited right at the confluence of two major rivers. This spot, which was once only wilderness, provides such obvious advantages to traders that a settlement has sprung up at the very feet of the psittae colony. The townsfolk, represented by merchant associations, pay tribute to the psittae. If they wear special headgear designed to be easy to spot from the air, they're immune from attack or extortion attempts. People wearing the hats without paying their license fees are arrested and charged by the city guards. Adventurers new to town won't know about the hats at first, leaving them open to attack. Local authorities shrug when informed of such incidents, offering to sell them a license of immunity.

In a variation on the above idea, the former co-existence between psittae and townsfolk has broken down. Psittae equipped with buckets of flaming pitch have begun flying through the town at night, setting buildings alight. Officials hire the PCs to attack the dome and drive the birdmen off.





## CHAPTER SEVEN

# UTHRONT'S FORT

## AT A GLANCE

Uthront's Fort is a newly-constructed motte and bailey castle built in a wilderness area. Its designer, Uthront, intends it as the first in a line of strongpoints which will eventually allow him to found a kingdom populated by disaffected half-orcs. He subsidizes his project with raids on trading convoys and attracts converts by offering to teach them secret combat maneuvers. With characteristic modesty Uthront calls his fort Uthront's Fort, and his empire-to-be Uthrontia (or, in casual moments, "Uthront's Kingdom"). He refers to his followers as Uthrontians, though some of them prefer to be called Redfists, after the bloodied hand insignia on Uthront's battle banners.

## PLACEMENT

Situate the fort in a wild borderland within striking distance of a civilized area. The region should have a significant half-orc population from which Uthront can conscript his soldiers.

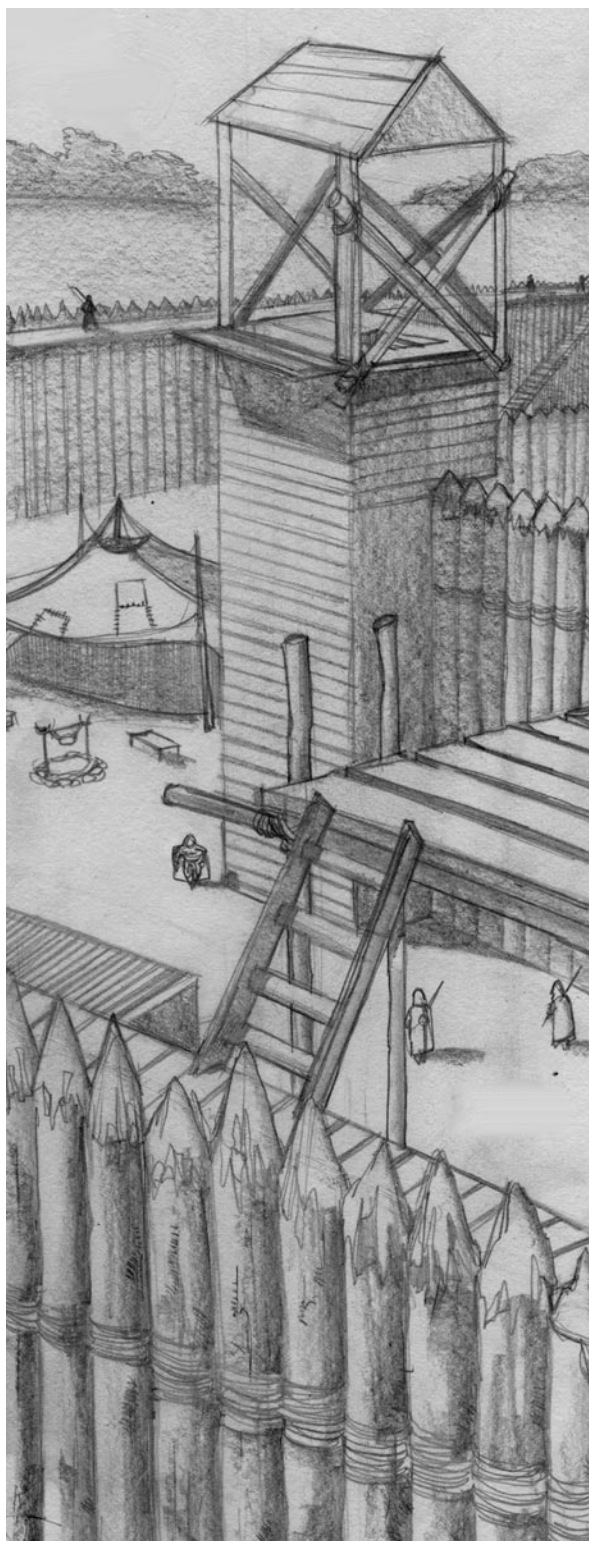
## CHARACTERS

### UTHRONT, "THE PATIENT ONE"

#### Visionary Chieftain

*"Soon, young half-orc, all this will be mine ... and, by extension, yours."*

Uthront cuts an unusual figure for a half-orc raider chieftain. He's slim of build (though you wouldn't know it from the ferociousness of his hammering greatsword), with delicate, fine-boned features and a long, flowing mane of silky black hair. He purses his thin, pale lips, rarely revealing his miniscule tusks, and carries himself with exaggerated grace. Some of his air of almost elfin sophistication is obviously a put-on. For example, he tries to speak like an educated orator, but often slips up and reveals the true, greedy intentions he takes great pains to hide. Despite his denials, he probably spent at least some of his youth in civilized





quarters, learning the tricks of silver-tongued politicians, before striking out for the wildlands and a career as a barbarian raider.

During his time on the trail, under the command of older brigands, Uthront's high opinion of himself flowered into calculating ambition. He decided that, with the application of a little brain power, he could mold his fellow bandits into a great and powerful kingdom. He knew two important things about half-orcs: they love the glory of battle, and they hate the way most civilized people treat them. He would draw

## UTHRONT

### 9<sup>th</sup>-Level Half-Orc Barbarian

CR 9; SZ M (humanoid); HD 9d12+12; hp 77; Init +2 (Dex); Spd 20 ft.; AC 19 (+1 Dex, +8 full plate armor); Atk melee +14/+9 (2d12+6/crit 19-20/x2, greatsword), or melee +13/+8 (1d6+4/crit x2, sickle), or melee +13/+3 (1d3+4/crit x2, fists), or ranged +8/+3 (1d8/crit 19-20/x2, longbow); Face 5 ft. x 5 ft.; Reach 5 ft.; SA Barbarian Rage; SQ Fast Movement, Half-Orc Traits, Illiteracy, Uncanny Dodge; AL CN; SV Fort +7, Ref +5, Will +4; Str 18, Dex 15, Con 13, Int 7, Wis 12, Cha 10

**Skills:** Climb -1, Diplomacy +5, Intimidate +4, Handle Animal +4, Jump -1, Ride +4, Sense Motive +3, Spot +2, Swim -10

**Feats:** Armor Proficiency (heavy), Weapon Focus (greatsword), Leadership, Finishing Strike

**Feats in Breastplate:** Power Attack

**Barbarian Rage:** A barbarian temporarily gains +4 to Strength, +4 to Constitution, and a +2 morale bonus on Will saves, but suffers a -2 penalty to AC. The increase in Constitution increases Uthront's hit points by 18 points, but these hit points go away at the end of the rage. While raging, a barbarian cannot use skills or abilities that require patience and concentration. Uthront's fits of rage last for six rounds. At the end of a rage, Uthront is fatigued (-2 to Strength, -2 to Dexterity, can't charge or run) for the duration of that encounter. Uthront can only fly into a rage once per encounter, and only three times per day.

**Fast Movement:** The barbarian has a speed faster than the norm for his race by +10 feet when wearing no armor, light armor, or medium armor (and not carrying a heavy load).

**Half-Orc Traits (Ex):** Half-Orcs have Darkvision that lets them see with no light source at all, to a range of 60 feet. Darkvision is black and white only. For all special abilities and effects, a half-orc is considered an orc.

**Illiteracy:** Barbarians are the only characters who do not automatically know how to read and write.

**Uncanny Dodge:** At 2nd level and above, the barbarian retains his Dexterity bonus to AC if caught flat-footed or struck by an invisible attacker. At 5th level, the barbarian can no longer be flanked. The exception to this defense is that a rogue at least four levels higher than the barbarian can still flank.

### NEW MAGICAL ARMOR:

## BREASTPLATE OF UTMOST DOMINANCE

This ebony-colored, silver-chased breastplate allows the wearer to learn additional feats, independent of his current level. For each new feat he takes, he loses XP equal to 25% of the cost differential between his current level and the next. (Multiclass characters base this figure on the class in which they've invested the most XP to date.)

For example, at 1000 XP you became a 2<sup>nd</sup>-level character, at 3000, you'll hit 3<sup>rd</sup> level. The differential is 2000 XP. The cost of a new feat for a 2<sup>nd</sup>-level character using the breastplate of utmost dominance is 25% of 2000, or 500 XP.

A character may not take a new feat if the XP loss would cause him to drop a level. The breastplate does not allow him to take feats for which he lacks prerequisites, or to defy any other rule of feat acquisition.

For each feat a character gains in this way, a silver emblem spontaneously appears on the breastplate, its design evoking the feat in question. The emblem for Finishing Strike might show a warrior decapitating a foe, while the Leadership feat might generate a symbol in the shape of a crown.

The user can only use feats gained via the breastplate if he's actually wearing it. If he goes for a two-week period without ever donning the armor, the emblems disappear, and his access to those feats (and the XP they cost him) is lost forever. He needs only to put on the armor every two weeks to keep the effect active; he doesn't have to actually use one of the feats.

This item otherwise functions as a regular piece of masterwork breastplate armor. It can be used as part of a suit of half or full plate.

**Caster Level:** 5<sup>th</sup>, **Prerequisites:** Craft Magic Arms and Armor, creator must be a caster of at least 7th level; **Market Price:** 21,600 gp; **Creation Cost:** 11,000 gp + XP equal to 25% of the cost differential between the caster's current level and the next

on both to bring warriors to his side, feeding them on his dream of a kingdom of the half-orcs, for the half-orcs, by the half-orcs. And, naturally, his rule over this kingdom would be absolute.

A discovery Uthront made in a well-hidden cave aids him in his recruitment efforts. It's a fragmentary copy of the *Book of Cevelac*, which contains the secrets of several esoteric combat maneuvers (see page 114). Aided by a second magic item, the *breastplate of utmost dominance* that allows him to learn these tricks more or less at will (see above), Uthront mastered them and now teaches the warriors who most please him. Thus his men gain an immediate benefit from serving him, as well as the promise of lofty positions in the kingdom he will soon establish.



## THE BOOK OF CEVELAC

Mystery shrouds the long-dead warrior known as Cevalac. Some say he was human, while other scholars contend that he was a half-orc, and the orcs claim him as a full-blooded member of their race. Little is now known about him, except that he honed the arts of bloody slaughter into a kind of mystical discipline. Legend has it that he invented many of the combat feats that are today accepted simply as ordinary tricks of the trade. The more sophisticated of his techniques — those that blur the line between mundane and magical — were supposedly set down by him in a great tome. Many copies were made in ancient times, but all are now lost — or were, until a certain half-orc recently dug one up.

GMs can decide whether they want these feats to remain rare things that must be passed down from one master to the next, almost like spells, or if they're commonplace in their worlds. The more mystical of the feats aren't unbalanced (their applications are limited), but some GMs may just find them too fantastic to make available to every Tom, Dick, and Galahad.

(The bandits in this chapter learn the latter feats not because they're that useful, but because mere rumors of their existence strike fear in the hearts of their enemies.)

### NEW FEAT: FINISHING STRIKE [SPECIALIZED]

Nearly slaying an opponent is never enough. You have learned how to twist that blade, to drive home that extra little bit of hideous injury, that makes the difference between your enemy dropping to his knees, or remaining upright to get one last hack at you.

**Prerequisite:** Power Attack

**Benefit:** Immediately after you deal damage to an opponent, ask your GM if he's near 0 hp. If adding your levels as a fighter and/or barbarian to your damage would drop him to 0 or less, he loses exactly enough hit points to put him at 0.

### NEW FEAT: KILLING STRIKE [SPECIALIZED]

Why incapacitate your opponent when you can cleave his puny head from his contemptible shoulders, sending it spinning through the air to thump desolately at his comrades' demoralized feet?

**Prerequisite:** Power Attack

**Benefit:** If you deal an opponent enough damage to drop him to 0 hp or below, you can then add your levels as a fighter and/or barbarian as further damage. If this reduces him

to -10 or fewer hp, you may specify the gruesome manner of his demise. (Your DM may ask you to modify a description inconsistent with the weapon you're using. For example, no blow from a greataxe, no matter how mighty, is sufficient to cause your victim to explode in a shower of sparks.)

### NEW FEAT: NAIL IN THE COFFIN [GENERAL]

Your wrath and bloodlust are sufficiently potent to attach themselves to the souls of those you slay, making it harder for clerics to resurrect them.

**Prerequisite:** Cleave

**Benefit:** It is harder than usual to raise or reanimate any victim you personally took to -10 hp or below. Spellcasters using *animate dead*, *raise dead*, *resurrect* and (at the DM's discretion) similar spells must overcome a DC equal to 7 plus your character levels. This assumes the spell does not already carry a DC; if it does, the caster adds only your levels to the DC.

**Special:** This feat counts as an extraordinary ability.

### NEW FEAT: "I MEANT IT WHEN I KILLED YOU THE FIRST TIME" [GENERAL]

Pesky high-level clerics make it all too easy for the victims of your terrible wrath to clamber back virtually unscathed from the lands of the dead. With this feat of mystical bloodthirstiness, you forge a link to the victims you slay, ensuring your timely notification when they later renege on the arrangement.

**Prerequisite:** Cleave

**Benefit:** If any character who you personally knocked below -10 hp is later resurrected, you immediately know it. By concentrating, you can roughly determine the location of this impertinent person: as you move towards them, you feel a little hotter; when you move in another direction, you feel cooler. (You can "turn off" this distracting effect at any time. You can also distinguish between victims in the unlikely event that multiple victims of your killing wrath now walk the earth simultaneously.) When you meet up with a former victim to send him back where he came from, you gain a +4 bonus to all attack rolls against him.

**Special:** This feat counts as an extraordinary ability.

Uthront's impulses are simple. He likes people and situations that make him feel smart and masterful, and dislikes those who threaten his vanity or long-term plans. He avoids showing weakness in front of others. No matter how angry or frightened he is, Uthront does his best to appear calm, composed, and in control.

Uthront takes no special pleasure in battle or destruction; he'd just as soon achieve his aims by the peaceful surrender of those whose lands he covets. As long as they avoided offending him, or mistreating his fellow half-orcs, Uthrontia's hypothetical citizens might not suffer too badly under his rule. He wouldn't be an



actively altruistic ruler, but history has seen much worse tyrants than he'll ever be.

## MUMSAK. "HE WHO CHRONICLES"

### Word-Drunk Historian

*"Axe in hand,  
Uthront crept,  
All around,  
His foes they wept,  
Into hell  
Their souls were swept.  
Uthront! Uthront! Uthront!"*

The dusky-skinned, round-faced Mumsak, who wears his dark hair tightly braided to his oversized skull, was one of the first converts to Uthront's cause. He rode with Uthront when the two of them were but young men, under the command of a raider chieftain Uthront later slew in one-on-one combat.

Mumsak fancies himself a poet for the ages, and thus mightily approves of his friend's nation-building ambitions. If Uthront makes history, surely Mumsak's deathless stanzas will be remembered along with him. Mumsak has even invented a new verse form for this purpose, the Mumsacorian Panegyric. It consists of six lines of three, three, four, three, and four syllables, respectively, followed by a cheer repeating the name of the esteemed personage the poem honors. The second, fourth, and sixth lines must also rhyme. So far Mumsak is the only practitioner of the Mumsacorian Panegyric, but he is sure it will take a central place in the annals of Uthrontian literature.

To ensure his rightful place in literary history, Mumsak must make sure that Uthront lives long enough to accomplish his aim. Though he would never say so to his friend's face, Mumsak has observed that Uthront is sometimes over-trusting and susceptible to flattery. Mumsak keeps his nostrils flared at all times, alert to treachery's tell-tale stench. He is not worried that the warrior Mira (below) might betray the cause; she is more likely, he thinks, to die in glorious combat. But if PCs show up at the fort and begin to wriggle their way into Uthront's inner circle, it will be Mumsak who keeps his suspicious eyes trained unwaveringly upon them.

## MIRA. "SHE WHO DISPATCHES"

### Gorgeous Decapitator

*"Let all foes who I have not slain now step forward, so I might bathe in your gore!"*

## MUMSAK

### 2nd-Level Half-Orc Barbarian/4th-Level Bard

CR 6; SZ M (humanoid); HD 2d12+4 + 4d6+8; hp 53; Init +2 (Dex); Spd 20 ft.; AC 19 (+1 Dex, +8 full plate armor); Atk melee +9 (1d8+4/crit x3, battleaxe), or melee +5 (1d8+4/crit x3, orc dbl. axe), or ranged +9 (1d6+4/crit x2, throwing axe), or ranged +7 (1d8/crit 19-20/x2, lt. crossbow); Face 5 ft. x 5 ft.; Reach 5 ft.; SA Barbarian Rage, Spells; SQ Bardic Music, Bardic Knowledge, Fast Movement; Half-Orc Traits; AL CN; SV Fort +6, Ref +6, Will +4; Str 18, Dex 14, Con 14, Int 10, Wis 11, Cha 16

**Skills:** Climb -1, Diplomacy +6, Intimidate +2, Intuit Direction +3, Jump +0, Knowledge (history) +2, Knowledge (nobility and royalty) +3, Listen +1, Literacy +1, Perform +4, Profession (guide) +1, Ride +7, Sense Motive +3, Wilderness Lore +1

**Feats:** Armor Proficiency (heavy), Toughness x2

**Barbarian Rage:** A barbarian temporarily gains +4 to Str, +4 to Con, and a +2 morale bonus on Will saves, but suffers a -2 penalty to AC. The increase in Constitution increases Mumsak's hit points by 4 points, but these hit points go away at the end of the rage. While raging, a barbarian cannot use skills or abilities that require patience and concentration. Mumsak's fits of rage last for seven rounds. At the end of a rage, Mumsak is fatigued (-2 to Strength, -2 to Dexterity, can't charge or run) for the duration of that encounter. Mumsak can only fly into a rage once per encounter, and only once per day.

**Bardic Knowledge:** Mumsak may make a special Bardic Knowledge check with a +4 bonus to see whether he knows some relevant information about local notable people, legendary items, or noteworthy places. The DC is 10 for common knowledge, 20 for uncommon, 25 for obscure, and 30 for extremely obscure knowledge.

**Bardic Music:** Four times per day, Mumsak can use Bardic Music to use Inspire Courage, Countersong, or Fascinate. A deaf bard suffers a 20% chance to fail with bardic music. If the bard fails, the attempt still counts against the daily limit.

**Fast Movement:** The barbarian has a speed faster than the norm for his race by +10 feet when wearing no armor, light armor, or medium armor (and not carrying a heavy load).

**Half-Orc Traits (Ex):** Half-Orcs have Darkvision that lets them see with no light source at all, to a range of 60 feet. Darkvision is black and white only. For all special abilities and effects, a half-orc is considered an orc.

**Uncanny Dodge:** At 2nd level and above, the barbarian retains his Dexterity bonus to AC if caught flat-footed or struck by an invisible attacker.

**Spells:** (3/3/1) A bard can cast spells without needing to memorize them beforehand. Mumsak knows the following spells:

0 Level — daze, detect magic, mage hand, prestidigitation, read magic, resistance

1st Level — charm person, silent image, sleep

2nd Level — enthrall, tongues





## MIRA

7<sup>th</sup>-Level Half-Orc Barbarian

CR 7; SZ M (humanoid); HD 7d12+7; hp 61; Init +2 (Dex); Spd 40 ft.; AC 22 (+2 Dex, +7 from *chainmail* +2, +3 from *small steel shield* +2); Atk melee +11/+6 (1d6+4/crit x2, battleaxe), or melee +11/+6 (2d6+6/crit 19-20/x2, greatsword), or melee +7/+2 (2d4+6/crit x2, spiked chain), or ranged +9/+4 (1d8/crit 19-20/x2, throwing axe), or ranged +9/+4 (1d6/x2, javelin), or ranged +9/+4 (1d6/x3, longbow); Face 5 ft. x 5 ft.; Reach 5 ft.; SA Barbarian Rage; SQ Fast Movement, Half-Orc Traits, Illiteracy, Uncanny Dodge; AL CE; SV Fort +6, Ref +4, Will +3; Str 18, Dex 14, Con 13, Int 10, Wis 13, Cha 6

**Skills:** Climb +2, Handle Animal +2, Intimidate +8, Jump +5, Listen +6, Read Lips +8, Swim -10

**Feats:** Cleave, Improved Bull Rush, Power Attack

**Feats in *Breastplate*:** Finishing Strike, "I Meant It When I Killed You the First Time," Killing Strike, Nail in the Coffin

**Barbarian Rage:** A barbarian temporarily gains +4 to Strength, +4 to Constitution, and a +2 morale bonus on Will saves, but suffers a -2 penalty to AC. The increase in Constitution increases Mira's hit points by 14 points, but these hit points go away at the end of the rage. While raging, a barbarian cannot use skills or abilities that require patience and concentration. Mira's fits of rage last for six rounds. At the end of a rage, Mira is fatigued (-2 to Strength, -2 to Dexterity, can't charge or run) for the duration of that encounter. Mira can only fly into a rage once per encounter, and only a certain twice per day.

**Fast Movement:** The barbarian has a speed faster than the norm for her race by +10 feet when wearing no armor, light armor, or medium armor (and not carrying a heavy load).

**Half-Orc Traits (Ex):** Half-Orcs have Darkvision that lets them see with no light source at all, to a range of 60 feet. Darkvision is black and white only. For all special abilities and effects, a half-orc is considered an orc.

**Illiteracy:** Barbarians are the only characters who do not automatically know how to read and write.

**Uncanny Dodge:** At 2nd level and above, the barbarian retains her Dexterity bonus to AC if caught flat-footed or struck by an invisible attacker. At 5th level, the barbarian can no longer be flanked. The exception to this defense is that a rogue at least four levels higher than the barbarian can still flank.

The bloodthirsty half-orc Mira is a walking, axe-wielding contradiction: she is at once a stunningly beautiful paragon of the humanoid form, and a grunting, surly murderess who can barely speak without drooling, or spend a moment in repose without scratching enthusiastically away at some indelicate portion of her anatomy.

She allied herself with Uthront after the rest of her bandit gang was slain by a border patrol from the civ-





ilized lands. Mira single-handedly killed the patrollers, then walked in a random direction until she found someone willing to give her room and board in exchange for her services as a killing machine. Uthront, initially smitten with her, as most men are, was only too happy to appoint her as his Field Commander, Lord High Executioner, and Righteous Avenger. After spending some time in her company, he quietly abandoned his plans to make her his queen. She has either forgotten his promises of royal matrimony, or was indifferent to them in the first place.

Meanwhile, she leads constant patrols and expeditions throughout the area, in search of enemies to slay horribly. The men she leads fear her much more than any foe. Few of them have any great taste for cruelty, and would just as soon let their victims go after peacefully stripping them of their valuables. They flinch and avert their eyes as she relentlessly pursues and exuberantly kills anyone who looks remotely foe-like.

If Uthront were as smart as he thinks he is, he might question the long-term usefulness of an underling who strikes such loathing and terror into the people of neighboring lands. But he is so flattered by her willingness to perform her slaughters in his name that he hasn't given much thought to consequences.

If the PCs meet Mira out on the trail, she'll probably try to kill them and take their stuff. Perhaps it's better to have her meet them after they've already been invited inside the fort. Mira would never kill someone to whom Uthront has extended his hospitality, unless they violated its terms, or provoked her beyond endurance.

Uthront had a second *breastplate of utmost dominance* commissioned for her, in which she stores the combat secrets of Cevalac.

## TYPICAL UTHRONTIAN

*"Uthront is our leader, for he has given us much rapine, and has promised more rapine still."*

Uthront's warriors live for loot and the thrill of raiding. Though the people of neighboring lands describe them as a pack of murderous villains who kill for the sport of it, they really aren't that bloodthirsty. They'll kill to defend themselves, or when goaded into it, but by and large they are professional brigands looking to expend the least possible effort for the greatest possible gain. Aside from a few hard cases inspired by Mira's viciousness, the vast majority of them are happiest when a victim drops his loot and runs away. Though all of them are capable of fighting when there is no better choice, most understand that threats and intimidation provide an infinitely safer means of separating the vast majority of victims from their valuables.

Uthront rewards his more effective warriors with official charters entitling them to positions as nobles in his

## TYPICAL UTHRONTIAN

### 3rd-Level Half-Orc Barbarian

CR 3; SZ M (humanoid); HD 3d12+6; hp 32; Init +2 (Dex); Spd 40 ft.; AC 17 (+2 Dex, +4 chain shirt, +1 small steel shield); Atk melee +7 (1d8+4/crit x3, battleaxe), or melee +7 (1d12+6/crit x3, greataxe), or ranged +5 (1d8/crit x3, longbow); Face 5 ft. x 5 ft.; Reach 5 ft.; SA Barbarian Rage; SQ Fast Movement, Half-Orc Traits, Illiteracy, Uncanny Dodge; AL CN; SV Fort +5, Ref +3, Will +2; Str 18, Dex 14, Con 14, Int 8, Wis 13, Cha 7

**Skills:** Climb +5, Handle Animal +0, Intimidate +0, Intuit Direction +3, Jump +4, Listen +3, Ride +5, Swim -6

**Feats:** Cleave, Finishing Strike

**Barbarian Rage:** A barbarian temporarily gains +4 to Strength, +4 to Constitution, and a +2 morale bonus on Will saves, but suffers a -2 penalty to AC. The increase in Constitution increases a typical Uthrontian's hit points by 6 points, but these hit points go away at the end of the rage. While raging, a barbarian cannot use skills or abilities that require patience and concentration. The typical Uthrontian's fits of rage last for seven rounds. At the end of a rage, the barbarian is fatigued (-2 to Strength, -2 to Dexterity, can't charge or run) for the duration of that encounter. Typical Uthrontians can only fly into a rage once per encounter, and only once per day.

**Fast Movement:** The barbarian has a speed faster than the norm for his race by +10 feet when wearing no armor, light armor, or medium armor (and not carrying a heavy load).

**Half-Orc Traits (Ex):** Half-Orcs have Darkvision that lets them see with no light source at all, to a range of 60 feet. Darkvision is black and white only. For all special abilities and effects, a half-orc is considered an orc.

**Illiteracy:** Barbarians are the only characters who do not automatically know how to read and write.

**Uncanny Dodge:** At 2nd level and above, the barbarian retains his Dexterity bonus to AC if caught flat-footed or struck by an invisible attacker.

kingdom-to-be. This hope for the future ensures their loyalty to him, but also gives them reason to keep death-defying actions to a minimum.

Most of Uthront's men lord their position over the noncombatant wretches (see below) who empty the chamberpots and keep the weapons sharpened. A few of the older ones may see their future selves in these poor fellows' weathered faces, and encourage the young bucks to treat them a little better.

In addition to their unwarranted reputation for utter butchery, Uthront's men have a second way of chilling the hearts of their foes: they ride peculiarly disconcerting war horses called Screaming Steeds (see below).



NEW CREATURE:  
**SCREAMING STEED**

<b>Hit Dice:</b>	<b>Large Animal</b> 4d8 (18 hp)
<b>Initiative:</b>	+2 (Dex)
<b>Speed:</b>	60 ft.
<b>AC:</b>	15 (-1 size, +2 Dex, +4 natural)
<b>Attacks:</b>	2 hooves +4 melee; bite +1 melee
<b>Damage:</b>	Hoof 1d4+3; bite 1d3+1
<b>Face/Reach:</b>	5 ft. by 10 ft./5 ft.
<b>Special Qualities:</b>	Scent, Demoralizing Scream (see below)
<b>Saves</b>	Fort +6, Ref +4, Will +2
<b>Abilities:</b>	Str 13, Dex 14, Con 15, Int 2, Wis 12, Cha 6
<b>Skills:</b>	Listen +7, Spot +7
<b>Climate/Terrain:</b>	Any land
<b>Organization:</b>	Solitary
<b>Challenge Rating:</b>	3
<b>Treasure:</b>	None
<b>Alignment:</b>	Always Chaotic Neutral

A screaming steed is a light war horse, slightly less robust than the norm, with a disconcerting combat shriek that makes run-of-the-mill soldiers reluctant to face them on the battlefield. Scrawny, patchy, and invariably gray-haired, these animals glower out at the world with a false air of cruel intelligence. (In reality, they're no smarter than any other horse, but this superstitious belief is hard to shake when one of these mangy beasts has fixed you in its damp, malign glare.)

Many people assume that everyone who rides a screaming steed is an utter blackguard, and will respond accordingly. GMs may increase DCs for Diplomacy checks for known riders of screaming steeds. Characters making an Intimidate check from the back of a screaming steed (in cases where it is not clearly ridiculous to be on horseback) gain a +3 bonus.

Screaming steeds are both rare and notoriously difficult to train. PCs who want to ride them will have

to acquire them as part of an adventure; they can't simply be purchased at your neighborhood livery stable. The process of breaking a wild screaming steed should take a couple of weeks, with at least one Handle Animal check per day; DCs should range between 15 and 25. Failed checks often inspire the steed to attack and attempt to kill its would-be master. At the end of the two-week period, the trainer must rack up at least four consecutive, successful Handle Animal checks.

Trained steeds must be re-tamed before they will accept a new master. This requires a week of Handle Animal checks, with DCs between 15 and 20, and three consecutive successes at the end of that period.

Screaming steeds terrify normal horses, donkeys, and mules, who instinctively flee from them — rumor has it this is because the steeds are flesh-eaters. It is impossible to mix them in with normal mounts.

**Demoralizing Scream (Ex):** In the thick of combat, screaming steeds rear back their long necks and emit a profoundly disturbing shriek some have likened to the sound of a human baby in distress — but angrier. Others call it the cry of a demon. NPCs fighting against combatants mounted on screaming steeds must make DC 15 Will checks, or turn and flee from the battle at top speed, taking no precautions for their safety as they rout. PCs must make DC 20 Will checks, or lose any morale bonuses granted them by spells, magic items, or other sources.

**Scent (Ex):** A screaming steed can detect opponents within 30 feet by sense of smell. If it moves within 5 feet of the source of a scent, the steed can pinpoint that source. It can also follow tracks by smell, making a Wisdom check to find or follow a track.

Here are some names and quick character sketches in case you need to bring a common soldier into the foreground:

**Kakuyor, "He Who Talks":** speaks in a loud, grating voice and loves to expound on philosophy and other topics of little interest to his fellow raiders.

**Yarak, "He of the Screaming Eyes":** a slightly crazy fellow who relates well to the screaming steeds, but poorly to his comrades.

**Zoru "White-Hair":** a veteran raider with a friendly attitude who likes to take younger warriors under his wing.

**Bastimb "All-Sister":** a wise, kindly mercenary whom the younger warriors treat like a big sister.

## THE WRETCHES

Uthront's warriors, most of whom he has declared aristocrats-in-waiting, consider themselves too lofty to perform the many menial tasks required to keep the fort in good order. To take care of these humble tasks, Uthront has recruited about sixty launderers, craftsmen, laborers, and general servants. Most of them were lowly attendants captured in Uthront's raids of convoys and caravans. Uthront held their masters hostage and gave the servants the option of returning



## UTHRONT'S FORT

home with them, or remaining at the fort. Most servants stayed loyal to their masters; a few escaped into the wilderness. But a core of hardworking men and women, most of whom had been mistreated by their original employers, chose to accept the half-orc's offer.

Being a wretch at Uthront's fort is no bowl of cherries. The warriors order them about, insult them, and occasionally hit them. A couple of unfortunate menials have been summarily slain by Mira after stepping on her foot or spilling soup on her. If it weren't for a handful of older warriors, who urge the young men to treat the servants more honorably, they'd be even worse off. Still, for many of them, life at Uthront's fort is a step up. These are people who've been resigned from an early age to a toilsome and unpleasant life. Some would leave if given the chance, but most would require serious convincing that their next situation won't be even worse than this.

The only half-orcs among the wretches are elderly or otherwise infirm; able-bodied half-orcs captured as servants were all given the opportunity to become warriors. The racial mix among the wretches matches that of the neighboring kingdoms.

If you need to bring a wretch into the foreground, here are some names and quick character ideas:

**Zurisky:** a fearful human who walks with his shoulders hunched up around his neck, ready to flinch from sudden blows.

**Willartha:** a cheerfully inattentive halfling woman.

**Hildigunn:** a stern human woman looking for someone to do something wrong, so she can squeal to Uthront and earn his favor.

**Luvodigo:** a blindly confident young dwarf man.

## THE INSTALLATION

Uthront's fort is a motte-and-bailey castle, a swiftly made installation consisting of a wooden fort on top of a manmade hill, (the "motte"), which looks down upon an area encircled by a timber palisade (the "bailey"). This lower area houses the buildings in which Uthront's warriors and wretched servitors dwell.

## TYPICAL WRETCHES

### 1st-Level Gnome or Halfling Commoners

CR 1/2; SZ S; HD 1d4+1; hp 5; Init +2 (Dex); Spd 20 ft.; AC 13 (+2 Dex, +1 size); Atk +1 melee (1d2, fists); Face 5 ft. x 5 ft.; Reach 5 ft.; SQ Gnome Traits or Halfling Traits; AL NE; SV Fort +2, Ref +3, Will +2; Str 11, Dex 15, Con 13, Int 10, Wis 13, Cha 9

**Skills:** Craft or Profession (any) +4, Hide +6, Jump +2, Listen +3, Use Rope +4

**Feats:** Dodge

**Gnome Traits (Ex):** Gnomes have Low-light Vision that lets them see twice as far as a human in starlight, moonlight, torchlight, and similar conditions of poor illumination. They also have +2 racial bonus to saving throws against illusions, +1 racial bonus to attack rolls against kobolds and goblinoids, and +4 dodge bonus against giants. Once per day a gnome can use *Speak with Animals* as a 1st-level druid to communicate with a burrowing mammal (badger, fox, rabbit, etc.); this is a spell-like ability. Gnomes with Intelligence scores of 10 or higher may cast *dancing lights*, *ghost sound*, and *prestidigitation*, each once per day as a 1st-level wizard (spell failure penalties for armor apply).

**Halfling Traits (Ex):** Halflings receive a +2 morale bonus to saving throws against fear.

### 1st-Level Dwarf, Human, Elf, or Half-Elf Commoners

CR 1/2; SZ M; HD 1d4+1; hp 5; Init +2 (Dex); Spd 30 ft.; AC 12(+2 Dex); Atk +1 melee (1d3, fists); Face 5 ft. x 5 ft.; Reach 5 ft.; SQ Dwarven Traits, Human Traits, Elven

Traits, or Half-Elven Traits; AL NE; SV Fort +2, Ref +3, Will +2; Str 11, Dex 15, Con 13, Int 10, Wis 13, Cha 9

**Skills:** Craft or Profession (any) +4, Hide +6, Jump +2, Listen +3, Use Rope +4

**Feats:** Dodge

**Dwarven Traits (Ex):** Dwarves have +1 racial bonus to attack rolls against orcs and goblinoids, +2 racial bonus to Will saves against spells and spell-like abilities, +2 racial bonus to Fortitude saves against all poisons, +4 dodge bonus against giants, and Darkvision that lets them see with no light source at all, to a range of 60 feet. Darkvision is black and white only. Dwarves also receive a +2 racial bonus to checks to notice unusual stonework. A dwarf who merely comes within ten feet of unusual stonework can make a check as though actively searching and can use the Search skill to find stonework traps as a rogue can.

**Human Traits:** No bonuses.

**Elven Traits (Ex):** Elves are immune to magic *sleep* spells and effects, have a +2 racial bonus to Will saves against enchantment spells or effects, have Low-light Vision that lets them see twice as far as a human in starlight, moonlight, or torchlight, and an elf who merely passes within five feet of a secret or concealed door is entitled to a Search check as though actively looking for it.

**Half-Elven Traits (Ex):** Half-elves are immune to magic *sleep* spells and effects, have a +2 racial bonus to Will saves against enchantment spells or effects, and have Low-light Vision that lets them see twice as far as a human in starlight, moonlight, or torchlight. For all special abilities and effects, a half-elf is considered an elf.



## SEVEN STRONGHOLDS

While a stone-and-mortar keep or castle takes years to build, this simple construction can be thrown up in the course of a single season. Though far from the most secure stronghold, Uthront chose this construction because it's quick and disposable. If the victims of his raids ever fielded an army against him, the fort would fall in short order. But if this happens, he won't have lost much. All he really needs for the moment is a point of defense against smaller vigilante parties that might be sent against him by merchants whose caravans he's robbed. When he has enough men gathered to his side — which may be as soon as next year — he intends to build a second motte-and-bailey castle about five miles away. He sees himself gradually covering the wilderness with similar forts until such time as the neighboring nations begin to treat him as a real threat. Then he hopes to build a sturdier, more permanent stone castle on a nearby escarpment. For the moment, the motte gives his people all the height advantage he needs.

The elements of his fort are as follows:

## OUTER FORTIFICATIONS

### PALISADES

Ragged-looking but sturdy timber palisades, about twenty feet high, surround the entire complex. They're fitted with narrow interior catwalks, from which defenders can fire missile weapons at attackers.

The catwalks are low enough that the defenders have nine-tenths cover while firing missiles, which they can do through arrow slits cut into the timbers.

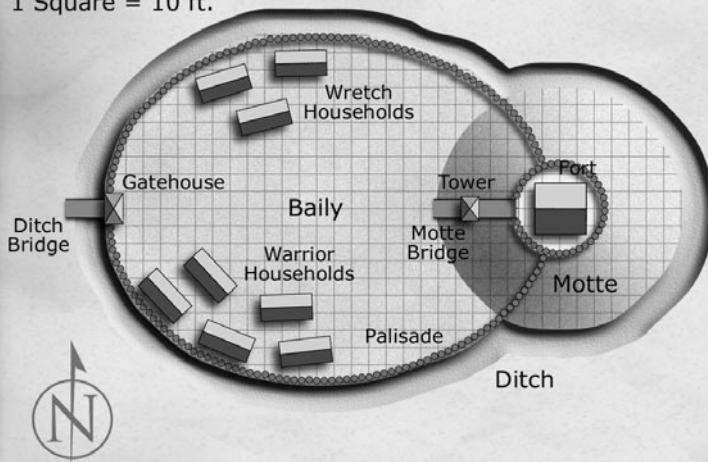
### DITCH

Around the stronghold palisades lies a wide ditch about thirty-five feet deep. It provides an effective barrier against attacking footmen, who will find it too wide to jump. They can climb down into it and back out again, but at the cost of valuable time. The sloping

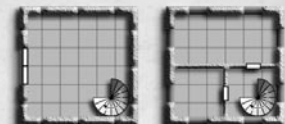
# UTHRONT'S FORT

## EXTERIOR

1 Square = 10 ft.



## INTERIOR



1st Floor 2nd Floor



3rd Floor 4th Floor 5th Floor

1 Square = 5 ft.

## CROSS SECTION





## UTHRONT'S FORT

ditch walls are of loose earth, so that it's easy to slide down and tough to scramble back up.

Climbing down the slope of the ditch is an automatic success, but climbing back out takes a Climb DC 20.

Horsemen will find the leap across the ditch a tough one; also, the palisades are so close to the ditch that their horses may shy from the jump, afraid of smashing into the timber walls.

Jumping the ditch on horseback requires a DC 25 Ride check. But riders must first check Ride vs. DC 20 to keep control of their mounts, otherwise the animal panics and either runs off in the wrong direction, or merely wheels around in a circle before the rider can attempt the jump. In the latter event, to try to get the horse under control the rider can make one Ride check (DC 15) per round until he scores a success.

### DITCH BRIDGE

This forward bridge crosses the ditch, allowing access to the gate and gatehouse. If necessary, a six-man crew of defenders can pull on heavy ropes, yanking the bridge backwards and past the ditch. The bridge is wooden and not especially sturdy. Well-laden horsemen may find that it creaks alarming as they attempt to cross it.

### GATEHOUSE

The gatehouse is a wooden tower from which a four-man detail of Uthront's warriors keeps a close eye on any party approaching the fort's front gate. The platform on top of the tower is fifteen feet by fifteen feet and is accessible via a ladder propped up against its east side. The walls of the tower extend up past the platform, forming a crenellated battlement behind which the guards can fire missile weapons.

While behind the battlement, guards enjoy nine-tenths cover.

### BAILEY

The Bailey is a rough, flat field of patchy grass. The large droppings of screaming steeds, who roam the bailey untethered at night, lurk throughout the area. A hapless pair of wretches works incessantly to keep the bailey cleared, but the surly creatures are both sneaky and prolific, so the careless walker is always in danger of soiling his footwear with their pungent leavings. Seasoned residents of Uthront's fort suspect that the

steeds do it on purpose, just to prove that they're never wholly in thrall to anyone.

The steeds hate being under a roof, even in the worst weather, so there is no stable for them. During the day, they're allowed to run wild outside the palisades. They generally keep the bailey well-grazed, and must venture further out in search of pasture land. Occasionally a steed declines to come back, so his rider must wander out into the wilderness, pitifully calling for it. Usually the beasts return, when sufficiently begged. The PCs may find in this a good opportunity to waylay a single, unsuspecting warrior outside the fort.

### WARRIOR HOUSEHOLDS

Warriors live communally in these long, open buildings. Although Uthront meant for everyone to sleep and snore together in martial togetherness, the half-orcs have erected makeshift barriers made of scrap lumber and blankets. Each warrior's cubicle contains a bedroll and a footlocker in which his gear is stored. The warrior's saddle and tackle typically rest on a wooden stand.

The fort has no armory; each warrior is expected to keep his weaponry and armor close at hand, and in good order. Some Redfists have constructed wooden racks to hold their gear, while others lovingly lay it out on their patch of flooring.

About one in five of the warriors are women. They would balk violently at any attempt to segregate them from the males. Occasionally a foolish young warrior attempts to creep into a woman's cubicle at night. Sometimes they even survive their injuries.

The warriors have little in the way of valuables on them, because they tend to accuse one another of theft and get into fights when their goods go missing. Instead, they own a share of Uthront's treasury up in the fort. Perhaps surprisingly, Uthront fairly distributes shares to men who choose to leave his service. He wants other potential half-orc recruits to hear how honest he is, and how prosperous his men can become.

### WRETCH HOUSEHOLDS

The fort's wretches dwell together in these open buildings. Uthront forbids them the luxury of makeshift cubicles, and demands that men and women segregate themselves, for decency's sake. Even married wretches are forbidden to cohabit. Women live in the easternmost building; men occupy the other two. These buildings also house the fort's laundries, pantry, and kitchens. Miscellaneous items of all kinds are stored here, so that the wretches are increasingly crowded out as Uthront and company accumulate more junk.

If they trust the PCs absolutely, some of the wretches might venture that the fort would be better run if they had, say, a more organized kitchen. But none of them would dare suggest improvements to Uthront.



## MOTTE

The motte is a big earthen hill, built up by the back-breaking effort of Uthront's warriors and wretches. It's almost 130 feet tall. Grasses and wildflowers have already taken root along its sides.

Conventional wisdom among the warriors has it that several of their late comrades, who ran afoul of Uthront and Mira, now lie buried in the motte. In reality, Uthront has his victims dragged about a mile away for vultures to eat. He doesn't want any nasty corpses stinking up his glorious achievement.

### MOTTE BRIDGE

A new but nonetheless rickety bridge slopes down from the motte at about a fifty-degree angle. Even a fit warrior must huff and puff and grasp the handrail on the way up. On the way down, he must struggle to keep his footing on the steeply sloped construction. Still, it offers much faster access to the fort than would a run up the side of the motte, with its still-loose earth.

Anyone trying to run up the motte needs to make Climb check DC 10, or start to slide down the hillside. A character who fails this roll loses his next action while regaining his footing.

### TOWER

Midway along the motte bridge lies a second watchtower. Except during an assault, it is left unmanned; the fort's observation deck provides a better view of the countryside. The tower is meant to provide an additional obstacle to would-be raiders attempting to make it up to the fort itself. Like the gatehouse, it features a crenellated parapet from which Uthront's men can fire missiles from a covered position. The tower is accessible from a ladder fixed to its east side.

Should an overwhelmingly large force attack, Uthront's plan calls for men atop this tower to set the lower part of the bridge alight with flaming arrows, and then to withdraw to the fort itself.

## FORT

The fort is a five-story wooden building with a peaked roof. It provides living quarters for Uthront and his two most important aides. It also houses his loot collection and gives him a private place in which to interrogate prisoners.

### 1ST FLOOR: GREAT HALL

Here Uthront seeks to impress guests and intimidate prisoners. The pelt of a gigantic bear, its tusks painted with picturesque blood spatters, lies on the floor. Wooden benches and chairs sit willy-nilly throughout

the room. Small, lightweight tables generally lie in a jumble near the northeast corner, except during meal times when diners must grab the table of their choice and drag it over to their chair or bench. The servants only occasionally think to roll up the bear carpet during feasting hours, so it has become stained with grease spots and bits of food detritus over the past year or so. In the summer months, hungry flies buzz contentedly over these discolored spots, to the indifference of Uthront and his hard-living men. For many of the Redfists, this is the first time they've lived anywhere more permanent than a tent, and they consider the fort's amenities the very lap of luxury. They therefore pay no heed to the spatters on the walls from hurled flagons of wine, or to the dents in the floorboards from the occasional good-natured fight.

The only part of this room Uthront is anxious to keep in mint condition is the felt banner, glued together by the great half-orc himself, depicting the flag of Uthrontia. Hanging from the eastern wall, it shows a red fist superimposed over a field of green and brown stripes. If anyone spills anything on the banner, or seems apt to damage it in any way, Uthront flies into an immediate rage. If the malefactor is sufficiently apologetic, Uthront subjects him merely to a harangue about the historical inevitability of his plan, and how those who show disrespect now will regret it later. If the offender fails to hang his head down low enough, Uthront orders him clapped in irons. His warriors immediately grab the unfortunate person by the arms and drag him up to the Interview Room for imprisonment, interrogation, and perhaps even torture.

### 2ND FLOOR

#### Mira's Quarters

The quarters of this bloodthirsty warrior take up most of the second floor. She keeps her door locked at all times.

It takes an Open Locks roll DC 18 to get past Mira's door.

Only a rare few outsiders ever get inside to look at her personal effects, which turn out not to be all that interesting anyhow. A simple bedroll lies in the southwest corner. Mira's collection of weapons hangs on metal pegs fastened to the north wall. The pieces are ill-cared for; dried gore flakes from many of the blades and little spatters of blood litter the floor beneath the weapons rack. She obviously never even wipes the weapons after use. (She knows she can always take someone else's fine, well-kept weapon when one of hers gets all dull and rusty, after all.)

She keeps most of the floor cleared of furniture, so she can use her large room as a sparring chamber. Every night she summons one of the Redfists up to her chamber to practice wrestling. Recent recruits may fear that her ultimate intentions are amorous, but experienced



## UTHRONT'S FORT

hands know there are no hidden agendas in Mira's room. She really only wants to beat the snot out of them. No one is brave enough to refuse her, so at night the fort reverberates with cries of pain as she tosses her sparring partner up against the walls and onto the floorboards. Visitors sometimes mistake this for the sound of vigorous lovemaking, which never fails to amuse Uthront, Mumsak, or other Redfists who may have gathered to drink in the Great Hall, below.

### Mumsak's Quarters

Also on the second floor are the bard Mumsak's quarters. Mumsak leaves the door to his modest chamber unlocked, in hopes that some of his comrades will pop in unannounced, to listen to his verses. They rarely do.

His furnishings include a battered, wooden-framed bed with a straw mattress, a wooden night table with a wobbly leg, and a large chair painted red.

Appraise versus DC 20 reveals that the chair is actually a valuable antique worth 1000 gp. Mumsak does not know this.

Most of his floorspace is obscured by a thick layer of parchment pieces, vellum, birch bark, and other scraps on which Mumsak has scrawled early drafts of his various epic poems. Paper is hard to come by out in the wilderness, and he's used pretty well anything he could get his hands on.

Search versus DC 15 turns up several scrolls in the disarray, which he has rendered useless by writing on the backs and in the margins. They used to contain the spells *insect plague* (divine); *suggestion* (arcane), and *wall of ice* (arcane).

## 3RD FLOOR

### Guardpost

Four of Uthront's men are stationed just outside of the stairwell at all times, to make sure that no unwanted guests snoop around the treasury. They sit on old stools, whiling away the time by playing dice or quaffing wine. Although ill-disciplined by civilized standards, they jump quickly into action when they sense anything amiss.

### Interview Room

Torture implements hang from the walls of this plain chamber. Several sets of shackles are fixed to the north wall at various heights, to facilitate Uthront's interrogations. Dried blood can be seen soaked into the floorboards. A couple of wooden stools sit in the corner, in case Uthront wants to take a seat in the course of an "interview."

If the gang captures hostages worth ransoming, they're kept here during their imprisonment. A prisoner Uthront holds for ransom can expect to be tortured only if his friends and family fail to deliver the money in a timely manner.

### Treasury

This room is accessible only via a secret, locked door on the third floor. Uthront has to go through it to get to the secondary stairway to his quarters. His guards know where the door is.

Spot versus DC 20 finds the secret door; Open Locks DC 20 opens it.

Uthront doesn't have access to fancy, expensive methods more established potentates might use to protect their wealth. Instead, his system of organization makes it as noisy and time-consuming as possible to ransack his treasure room, giving his men time to react to any stealthy infiltration. The contents of Uthront's treasury are stored in crudely fashioned pine boxes, most of them three feet high, three feet wide, and six feet deep. There are fifty boxes. Only sixteen (roughly one in three) of the boxes actually contains anything of value; the others are weighted down with bricks and rocks. The boxes are unlocked but thirty-seven (roughly three out of four) of the boxes are outfitted with needle traps to poison the unwary:

### UTHRONT'S TREASURY KEY

X	X	X	X	X	X	X	X	X	X
X	X	X	X	X	X				

- = No Trap/No Treasure
- = Trapped/No Treasure
- X = Trapped/Contains Treasure



## SEVEN STRONGHOLDS

### LOOTING THE TREASURY TRAP (CR 3)

If the PCs systematically open the containers, use the “Uthront’s Treasury Key” diagram to keep track of how many treasure-free and how many trapped boxes they’ve uncovered.

Whenever they open a box, roll 1d4 to see if the box is trapped; it is on any roll other than a 4. Then roll 1d6 to see if it contains anything; it does only on a 5 or 6. Every time they hit a trapped box, check off one of the gray boxes in the diagram section labeled “Trapped Boxes.” When they open an untrapped box, tick off one of the empty boxes. If you reach a point when all of the gray boxes have been checked off, the group has run out of traps. Likewise, as soon you check the last blank box, they’ve run through all of the safe containers.

The other half of the diagram works the same way. For each container in which the PCs find treasure, tick off a gray box. Once they’re out of gray boxes, they’re out of treasure. Tick a blank box for each empty container they open. If you check all of the empty boxes first (an unlikely event), that means every remaining box has treasure in it.

+15 melee (contact poison with initial damage paralysis); Fortitude (DC 13) to negate poison’s effects; Search (DC 25) finds a trap; Disable Device (DC 30) deactivates it

If any of Uthront’s warriors or wretches are close enough to hear the PCs making sounds in the treasury, a general alarm goes up immediately, sending all of the Redfists in the area running at top speed to crush the interlopers. They bust down the secret door, if necessary.

In order to loot the treasury quietly, a PC must make a DC 20 Move Silently check for *each* Search and Disable Device check he makes (see “Looting the Treasury Trap”). He must make a further Move Silently check (same DC) when removing the lid of a container.

Uthront’s riches come from the raiding of trade caravans, which only rarely carry usefully portable coins and gems. For each box with treasure in it, roll on the chart to see what kind of trade goods it contains. Each box contains 1d6 x 300 gp worth of trade goods. Note that many of the items are fragile or hard to transport. You don’t want to slide off a cliff while carrying a crate full of fine dishware, or fall into a creek while transporting a cask of precious salt.

### 4<sup>TH</sup> FLOOR: UTHRONT’S QUARTERS

Uthront’s Quarters on the fourth floor are only accessible via a staircase in his treasury. He lets no one in, not even trusted aides like Mumsak and Mira. This is because his private chamber, which he hopes everyone will picture as a splendidly appointed throne room, is practically empty. He sleeps on a moldy old bedroll and relieves himself in a cracked ceramic chamberpot, the

### TRADE GOODS

1d12 Roll	Goods	Weight*
1	Brocade Fabric	1 lb.
2	Dishware	5 lbs.
3	Exotic Spices (curry, etc.)	1 oz.
4	Exotic Wood	1/2 lb.
5	Glassware	5 lbs.
6	Ivory	1/2 lb.
7	Pepper	5 lbs.
8	Quilted Fabric	3 lbs.
9	Salt	10 lbs.
10	Silk	1 lb.
11	Silverware	3 lbs.
12	Wine	10 lbs.

\*The weight given here is per 100 gp worth of goods.

contents of which he pitches out the window every morning. He’s saving his wealth for kingdom-building, rather than displays of wealth. In the place of rich furnishings, he’s drawn imaginary items of luxury on his floor and walls with a piece of chalk. So his throne is marked out on the floor, while outlines of tapestries and impressive pieces of marble statuary adorn the walls.

Uthront becomes embarrassed, and therefore angry, if he learns that anyone has sneaked in here to take a gander at his eccentric set-up. Perceived assaults on his dignity make him irrationally furious, and he might well sic Mira on any such offenders, even if they’ve otherwise proven themselves congenial or useful.

### 5<sup>TH</sup> FLOOR: OBSERVATION DECK

The fifth floor allows a four-man detail of warriors to continually survey the surrounding countryside for approaching targets — or enemies. With spyglasses, they look in all directions for the tell-tale dust clouds that herald the arrival of trade caravans and vigilante expeditions alike. When they spot something, they bang a big gong, alerting the warriors in the bailey below that it’s time to suit up for battle.

The observation deck’s roof is peaked, so the watchers must hunch down uncomfortably whenever they move around. They usually squat in front of the windows. Although it’s boring and uncomfortable, watch duty is coveted, because only the most reliable warriors are singled out for it.

## SCENES

### REASONS TO VISIT

Introduce the fort into your campaign in any of the following ways:



- Uthront's territory just happens to sit between the PCs' home base and a destination for adventure, like a faraway dungeon. Every time they go to the dungeon, they risk being relieved of their treasure by the Redfists.
- A patron, unwilling to pay ransom, engages the party to rescue a kidnap victim from Uthront's clutches.
- A trading organization or neighboring government hires the PCs to sabotage Uthront's fort, or flat-out assassinate him.
- Dangle rumors before your players regarding the unique combat techniques one can learn at Uthront's Fort. The more powerful maneuvers might be particularly tempting if you habitually resurrect the party's enemies after they slay them.

## GETTING IN

Uthront doesn't allow just anyone to traipse through his gate. Parties approaching the palisades can expect to be hailed from the gatehouse. Guards demand that they identify themselves. Anyone just barging on ahead becomes a target for missile attacks.

By shouting up at the guards, the party can arrange for a parley to take place outside the palisades. (Obviously, this is unlikely to happen if the Redfists already know the PCs as their enemies.) The half-orcs prefer to meet right on the lip of the bridge, so that their comrades can easily fire missiles at the newcomers if something goes wrong. However, they will ride further out if the PCs object to a conversation held within missile range.

The parley takes place on horseback, the Uthrontians' screaming steeds hungrily sizing up the party's mounts. Warriors remain up in the gatehouse, and perched on nearby palisades, ready to fire missiles if the newcomers attack their spokesmen or make a dash for the fort.

Mumsak is usually delegated to speak on behalf of the nascent kingdom of Uthront. To allow the PCs in, he needs merely to be convinced that they're ready to serve, or ally themselves with, his glorious master. In the case of a mixed party, he'll respond best if the party seems to be led by one of its half-orc members.

If the party actually is led by a half-orc, that character gains a +4 bonus on all checks listed in the next paragraph. A half-orc party member also gains the bonus if he can successfully pretend to be leader, by overcoming Mumsak's Sense Motive with his Bluff. Parties consisting entirely of half-orcs gain a +7 bonus.

If the party really does intend to ally with Uthront, test the most vocal PC's Diplomacy versus Mumsak's. If they mean him no good, pit that PC's Bluff skill against Mumsak's Sense Motive.

## MEETING UTHRONT

Once Mumsak has cleared the party as worthy to meet the future king, Uthront will entertain them in the fort's Great Hall. Even though only half-orcs are eligible to join his cause as full-fledged Uthrontian citizens, he explains that he is always willing to ally himself with enterprising adventurers who aren't afraid to get their hands dirty. He'll extend his protection to any group of brigands who wish to operate in his territory, in exchange for a mere thirty percent of their take. Otherwise, naturally, he'll have to drive them off. Uthront is also willing to entertain other proposals that adventurers may present to him. He'll try to bargain for the lion's share of any benefit.

Uthront, like any true king, regards himself as a magnanimous upholder of hospitality. He won't attack or imprison people he's invited into his stronghold, unless they first commit serious crimes against him or his men.

Even if they don't come up with a plan to enrich him, Uthront may come to enjoy the PCs' company. To befriend him, they'll need to flatter him ceaselessly, yet convincingly. Although he possesses a limitless appetite for approval, Uthront is a wary fellow who can't easily be fooled by insincere compliments. If they succeed in making him like them, the PCs can enjoy reasonably free access to the various locations inside the fort. On the other hand, if he discovers they've betrayed him, he'll be twice as vicious and unforgiving than he would towards mere strangers.

## AROUSING MIRA'S IRE

There is much fun to be had in presenting Mira as a terrible and intimidating figure. Pump up her character statistics, if need be, to ensure she's buff enough to strike terror into your PCs.

Mira is suspicious of outsiders, easily offended, and psychotically violent. On the other hand, she won't embarrass Uthront by openly killing anyone he's befriended, or sheltered under the obligations of hospitality. But she sees nothing wrong with informing people that she intends to split them stem to stern the moment Uthront withdraws his protection from them.

If there's a Lothario character among the party, it might be entertaining to engineer events so that he thinks Mira has a crush on him. (He'll be mistaken, of course, but that doesn't stop you from piling on the romantic complications.)

## ALTERNATE VERSIONS

The easiest way to generate alternate versions of Uthront's fort is to move ahead in time:



## SEVEN STRONGHOLDS

- A year after the PCs first meet him, Uthront now has two forts. The second one is pretty much identical to this one (conveniently saving you the trouble of creating a new map), with perhaps a less elaborate fort atop the motte. The second fort is half a day's ride from the first. Uthront, reluctant to delegate, shuttles between the two installations. His raider force has nearly doubled, but, to maintain its half-orc composition, he's had to recruit some unreliable and inexperienced warriors. Discipline suffers as a result. Neighboring governments now realize that Uthront's plans are serious. Depending on how well-governed they are, they either mount a serious military effort against Uthront, or remain mired in bickering as various factions argue over who should bear the expense of the campaign.
- Some time later, Uthront builds four more forts similar to this one, and has built a sturdier stone-and-mortar keep on the site of the first. Each of these smaller forts is commanded by a warlord of its own. Mira has taken command at the most-attacked fort, supported by the most bloodthirsty of the Redfists. Mumsak dithers on poetically at the least-threatened fort. Other warlords of your creation (or typical warriors from page 117, appropriately leveled up) command the remaining locations. Needing all the raiders he can get, Uthront now allows warriors of all races to join his kingdom, provided they swear fealty to him and undergo a ceremony in which they accept the mantle of honorary half-orcs.
- Perhaps after enjoying some of the successes mentioned above, Uthront is now in big trouble. The neighboring lands have marshaled their forces and crushed or driven off many of his raiders. He and his men have retreated to this single fort, to which his enemies now lay siege. Mira lies gravely wounded in her chamber, vowing to recover and take vengeance on those who defeated her. Mumsak scribbles his final verses and buries them in airtight containers, for future scholars to discover. The PCs make their way inside the fort in time to witness what may be the upstart half-orc's last stand.
- After a valiant yet doomed defense, the fort now lies in the hands of Uthront's enemies. He and a core of his bravest (or luckiest) warriors have retreated to the hills, and plot to retake their stolen birthright. The PCs might accidentally stumble upon their wilderness hideout or deliberately seek it out, either to join Uthront or to help finish him off. Or they could encounter the fort's new masters, grim-faced officers intent on exterminating the area's bandit population once and for all.
- Uthront, aged and hoary, sits on the throne of the great half-orc nation of Uthrontia. This, his first fort, is now a national shrine, manned by a prestigious ceremonial brigade made up of his original cronies' shiftless, debauched offspring. The PCs become embroiled in a rebellion, as a new generation (perhaps led by a descendant of Mira) seeks to embarrass the corrupt old king by occupying this symbol of his former vigor.





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