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UNHALLOWED HALLS



AN ADVENTURE FOR CHARACTERS OF
Levels 6 - 8

by Christina Stiles

PENUMBRA

UNHALLOWED HALLS



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About the Author

Christina Stiles says three things sparked the creation of this adventure: an English class discussion on Julian of Norwich and medieval anchorites in general; the novel *The Relic*; and her continuing stint as a college employee. As a programmer and freelance writer, she is living proof that a philosophy degree does not necessarily lead to a job in fast food. Christina lives in Sharon, SC.

Dedicated to Dr. Jo Koster, for teaching me about Julian of Norwich and other things medieval.
And for my father, Thomas P. Ashley, I'm sorry that you did not live long enough to see this book printed.
I loved you dearly; my heart is hollow from your loss.

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INTRODUCTION

An Army of Darkness

Heat surged through Nalix's arms and down his body. His pink skin, which had only hours before been pocked with dark patches, now burned to scaly blackness. When the fire finally subsided, he hoped his hellish transformation was complete. But it had only just begun. Before he could catch his breath, pain shot through his back, doubling him over. He felt his spine lengthen and bend forward, and blood pounded into his eyes, blurring his vision. Even in this haze, he could "see" the heat rising from his watching master's form. Hadn't he served him well? Hadn't he done everything asked of him?

"Why me?" he screamed, as the pain wracked him, but the words wouldn't form; they came out as a grunt, drawing laughter from his master. With great effort, Nalix focused his red, tear-stained eyes on the nebulous form before him and pled silently for mercy, as his failed voice could not. His pleas went unanswered; his master reveled in Nalix's transformation.

The pain ... the horrendous pain ... it grew worse, and his toes elongated, splayed, and burst through his soft leather shoes. His hands followed in form, and sharp claws tore out of his fingertips. Then horns ripped through his skull, and a spiked tail grew behind him.

When his frame finally stopped shifting, the apprentice that was Nalix was no more. But strangely, unlike the other students before him, he held onto his mind and will. Those others had only one thought, one purpose: to serve their master, the man before him, as a god, unto death. Nalix's only thought was to stay alive. But Nalix knew all too well the fate his master's failures met; he would pretend to be a success. He knelt and bowed his head, praying all the while that this false god would soon be dead.

Overview



This adventure is designed for four to six characters of 4th to 6th level. It emphasizes investigation, infiltration, and diplomacy; players who do not enjoy hobnobbing or finessing their way through tight situations may not find the adventure to their taste, even though combat opportunities exist.


The main action revolves around a small town called Solanton, the town's temple to the sun goddess Soljera, the nearby village of Grimm's Thorp, and Grimm Thorpe University. You can easily substitute a town that already exists in your campaign world for Solanton, which is the starting point of the adventure. The time required to play this scenario varies depending on how long the player characters are willing to spend socializing. If the players enjoy roleplaying of this kind, a GM could easily spend an entire game session at the fundraiser ball held by the university. Also, as there are many places to explore and people to gather information from, it is suggested that the adventure be played in at least two to three sessions; good stopping points are after Chapter One and Chapter Four.

Long after the adventure is over, Grimm Thorpe University can be a useful, long-term part of your campaign world. A GM could easily develop a party of novice characters from the school's student body, or current characters may decide to become faculty members or regents there, involving themselves further in university politics.

A DARK EXPERIMENT

Situated a mile north of the town of Solanton, and on the outskirts of the village of Grimm's Thorp, Grimm Thorpe University is a small school for scribes, alchemists, and wizards. The university's current chancellor, Charles Cavanaugh, has a keen interest in transmutation magic, and in the last year has begun practicing his magic and alchemy on problem-causing students sent to him for disciplinary action.

At first, these "test subjects" were merely given small doses of potions to discover their side effects, but soon Cavanaugh's deep interest in transmutation magic made him wonder if permanent physical changes could be achieved through these alchemical elixirs rather than with magic.

 His preliminary attempts at creating a permanent, alchemical transformation mixture proved ineffectual, lasting no longer than normal *alter self* or *change self* spells — a far cry from his goal to reproduce the effects of the *polymorph other* spell.

His tests didn't achieve his desired result until Ferocass, a dwarven trader Cavanaugh had dealt with for some time, brought him an odd black stone, almost charcoal-like in appearance and texture. Ferocass told him that the denizens of the realms beneath the earth called it "shadow stone," for those who were unfortunate to drink water tainted with it soon transformed into creatures of chitinous darkness.

The stone intrigued Cavanaugh, who took it back to his lab and shaved some off into an unknowing apprentice's drink. Just as the dwarf had said, the stone's properties soon took effect and the student developed dark splotches upon his skin within four hours of consumption. When the student brought the rash-like discolorations to Cavanaugh's attention, Cavanaugh convinced him to imbibe an antidote (a more potent mixture of the shadow stone, actually). Within three days the student had completely transformed into a black, scaly creature with a tail, claws, and nightmarish red eyes. Cavanaugh immediately imprisoned the creature and watched it carefully for the next several weeks, waiting for its transformation to revert; it didn't. It did show signs of a diminished mentality, however, and ultimately went insane, but it never once returned to its original form.

Cavanaugh eventually killed the creature, but his interest in the stone was fueled. He then set out to design a more stable alchemical mixture that would maintain the subject's sanity and a certain degree of its intelligence; but one that would make the creature a more pliable, loyal servant. Several months and test subjects later, he succeeded in perfecting the mixture. He christened the resulting creature a



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nightling, and went on to create several more, using purchased orc slaves as test subjects instead of students, as he knew that more disappearances could attract unwanted attention to his project.

While his initial interest in creating these creatures was purely scientific, he soon sought to build a nightling army. After all, he had two perfect breeding centers for his plan: the university and the village surrounding it. And the real testing ground for his army lay only a mile away: the temple of the sun goddess Solyera.

CAVANAUGH'S PLAN

The day of Grimm Thorpe University's annual fundraiser ball marks the second day of Cavanaugh's plan to create a nightling army to destroy the Temple of Solyera. He needs seventy-two hours bring his plan to fruition — the time it takes his improved elixir to entirely transform his victims. His plan is to unfold as follows:

DAY ONE: THE DAY BEFORE THE BALL

The night before the ball, at about 11:00 p.m., Cavanaugh sends Graves, his hired assassin, to poison the well that serves the village of Grimm's Thorp. He contaminates it with a small barrel of the transformation elixir.

That night Graves also kills Alton Lorock, a professor of necromancy at Grimm Thorpe University and mayor of Grimm's Thorp village, because the professor discovered Cavanaugh's nightling project and threatened to reveal the details of it at the ball.

DAY TWO: THE DAY OF THE BALL

At the ball, Cavanaugh sends his assistant Jaylin Vaas to ask the high priestess to stop at the village the next morning to investigate the nature of the strange disease the populace has acquired.

DAY THREE: THE DAY AFTER THE BALL

The high priestess of Solyera and her entourage will bring the donated proceeds from the fundraiser ball to the university on the morning after the ball; this has been the case for the previous two years. As the high priestess and her entourage travel toward the village just before dawn, Graves, a contingent of bandits, and several nightlings attack and kill the clerics of Solyera, and kidnap the High Priestess Giorna Kal and an underling priest named Cobain. The university's stolen donations are then taken into hiding in the tunnel areas beneath Cavanaugh's manor to be used to fund the chancellor's plan.

Graves poisons the campus well upon his return. Cavanaugh has already stored barrels of clean water in his manor house to avoid affecting himself, his allies, and his family. If the visiting alumni, regents, and PCs should drink the water, they, too, become soldiers in his plan; see Appendix IV for information on the nightling "disease".

DAY FOUR: THE DAY OF THE NIGHTLINGS

Assuming Cavanaugh meets no interference — and with the most powerful clerics of Solyera imprisoned or dead, he doesn't expect any — the villagers will complete their transformation into nightlings on the night of day four.

DAY FIVE: THE NIGHTLING ATTACK

In the early morning hours following the transformation of the villagers, Cavanaugh's assassin Graves will lead the new nightlings on a full-fledged attack of the Temple of Solyera at Solanton.

However, several things happen the evening of the ball to complicate this plan, and later the nightlings are sent to hunt down Cavanaugh's apprentice Gelrin, who has stolen his notes, and kidnap the anchorite Juliana who was witness to his death. When the PCs begin to uncover Cavanaugh's plot, it's up to them to defeat Cavanaugh and his nightlings before they gain control of the temple.

ENTER THE PLAYER CHARACTERS

It is important to the scenario that the characters attend Grimm Thorpe University's annual fundraiser ball, a social gathering during which the administration begs for more funding from alumni and other benevolent supporters. This year's ball is especially important; it marks the university's 300-year anniversary. It is at this function that the characters meet some of the key personalities of this adventure.

The ball is held at the Temple of Solyera, which is situated outside the walls of Solanton; however, most of the adventure takes place in the village of Grimm's Thorp and on the campus of Grimm Thorpe University, both of which lie a mile north of the temple and town. Information on the temple and the deity Solyera is presented in Chapter One; if Solyera does not suit your campaign, replace her with your campaign's primary sun god. The village and the university are detailed in Chapters Three and Four.

Several avenues for getting the player characters involved are suggested below. If none of these suggestions prove suitable to your campaign, feel free to create a new entrance for the player characters.

- Sven Sorensin, a silk merchant of considerable wealth, hires the party to escort a large sum of money to the Grimm Thorpe University fundraiser ball. While his business duties prevent him from attending the function, he is very grateful to the university for taking in his unruly son, Korliss Sorensin, improving the young man's disposition and providing him with an occupation to fall back on. He requests that his 5,000 gp be taken to the temple where the ball is being held, and that the PCs personally present the money to the school's chancellor and thank him for the work he has done with Korliss. For their efforts, the characters will be paid a total of 500 gp. This hook relies on the characters being of well-known

moral character; Sven does not trust questionable individuals with such a large sum of money.



If Sven is from the same city or town as one of the PCs, on a Gather Information or a Knowledge check (DC 10), the PCs note the following information about the son's infamous doings: Korliss Sorensin has been causing trouble for most of his sixteen years. His most recent exploits include setting fire to a temple's interior with his torch-juggling attempts, robbing a drunken merchant, and impregnating Jesea Vress, the daughter of his father's business partner.

- A spellcaster PC in the group once studied at the university and was a favored student of Professor Ivara Carnen, a well-known alchemist and enchanter. She has kept an ear open to the character's exploits and knows that he or she has done well financially, so she personally invites the character to the ball. Part of this is to merely visit with the character, but her intentions are also selfish in nature: she has a pet project that the chancellor cut funding on, so she invites the character so as to solicit funding of her own.

In this scenario, the main character receives, in addition to an alumni request to attend, a written invitation from Ivara. As Ivara hopes to gain substantial financial backing, she asks that the player character bring his adventuring companions to the ball.

- One of the PCs is a Grimm Thorpe alumnus and is sent an invitation to the fundraiser ball from the university. This is a yearly occurrence, in fact, though the

invitation promises more in terms of feasting and hobnobbing than the previous three years.

Two of Grimm Thorpe University's Board of Regents seats are open, and a former professor or alumnus has nominated the PC as a candidate; the character also receives a personal invitation to the ball to politick for a seat.

- A good-aligned cleric in the party is a member of the temple that is hosting the ball for the university. As the character has risen considerably in fame, the temple's high priestess, Giorna Kal, has personally sent a request asking the character to attend the prestigious event.

Whatever the circumstances of their attendance, the following event program is given to the characters before their arrival.

A NOTE TO THE GM

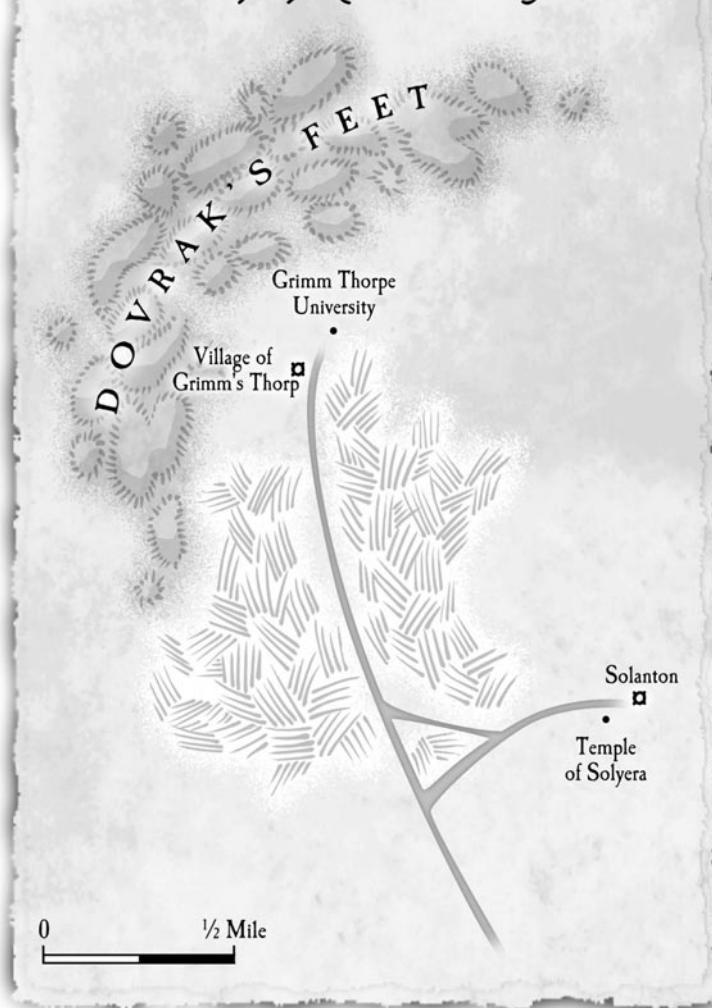
The personalities included in this adventure can be found in Appendix I. The GM should become very familiar with the all these characters before play begins. Only those individuals who are possible combatants have been given full stats, magical items, etc.

Additionally, only the GM knows the makeup of the party playing this adventure, so there may be a need to scale the NPC com-

batants up or down, depending on the power of the PCs. A group that is mage- or thief-heavy may find the final battle very difficult, while a band of fighters may walk right through it. Please take this into consideration when preparing for play.

Travel Map:

Grimm Thorpe University



You are cordially invited

to the Temple of Solyera's third annual Grimm Thorpe University ball, in the town of Solanton. This year's event marks the university's 300th anniversary! Please join us for this celebration, and consider making a donation to this worthy institution so that it might continue to educate and serve its growing student body.

Scheduled Events

- 5:00 p.m.** Doors open to guests. Food and drink will be served.
- 6:30 p.m.** High Priestess Giorna Kal on "The Importance of Grimm Thorpe University"
- 7:00 p.m.** Chancellor Cavanaugh's remarks
- 7:30 p.m.** Presentation of donations
- 8:30 p.m.** Election of new Board of Regents members

Grimm Thorpe University Attendees

Charles Cavanaugh, Chancellor and Professor of Transmutation and Alchemy
 Jacobus Pauley, Vice-Chancellor
 Kevrick Halstromm, Professor of Abjuration and Bookbinding
 Ivara Carnen, Professor of Enchantment and Alchemy
 Ablin Highhill, Professor of Divination
 Dejah Corellis, Professor of Conjuratation
 Malvina Zevlin, Professor of Evocation
 Dimble Galemott, Professor of Illusion
 Alton Lorock, Professor of Necromancy and Mayor of Grimm's Thorp
 Vermmond Haguus, Professor of Transmutation, History, Metallurgy, and Alchemy
 Odilia Halstromm, Alumna and University Scribe
 Jaylin Vaas, Assistant to the Chancellor

Esteemed Alumni Attendees and Benefactors

Giorna Kal, High Priestess of the Temple of Solyera
 Abelard, Priest of Solyera
 Ellayne Kayle Cavanaugh, Alumna and wife to Chancellor Cavanaugh
 Legrande Grimm, Regent and Renowned Engineer
 Augustine, Alumnus and Wizard Adventurer
 Belyr, Alumna and Apothecary of Solanton
 Eilif Lefling, Alumnus and Necromancer
 Zela, Alumna and Wizard Adventurer
 Pinkham Morigosh, Benefactor and Merchant

Tour and Accommodations

Grimm Thorpe University will have an Open House the day after the ball. All guests are invited to tour the campus. Refreshments will be provided.

The Temple of Solyera has acquired special rates for its alumni and guests to stay at the following Solanton inns. These prices are for private rooms and a complimentary breakfast.

- Tarquil's Inn, 4 gp per night
- Halawyn's Hostel, 3 gp per night
- The Hale Griffon, 3 gp per night

CHAPTER ONE

The Grimm Thorpe Ball

When the characters arrive in Solanton to attend the ball, the first step of Cavanaugh's plan is already in effect: Graves, his hired assassin, poisoned the well of the nearby village of Grimm's Thorpe the night before. The player characters should arrive in town the morning or early afternoon of the Grimm Thorpe University fundraiser ball, which begins at 5:00 p.m., thereby giving them time to find lodgings in Solanton, buy gowns and formal wear, do errands, and make any other necessary preparations beforehand.

The Temple of Solvera, which is hosting the ball, sits just outside the town's gates, so the PCs encounter it immediately upon reaching Solanton.

The Temple of Solvera

The temple is a massive, stunning building of pure white marble that stands forty feet tall. A thick, peaked, glass roof covers it, and sunlight dances prismatically within its walls. A set of marble steps leads fifteen feet up to a pillared entrance and a set of marble doors — locked tightly until the ball begins. Frescoes of the sun goddess and her symbol adorn the massive pillars, while lush plants and beautiful pink and yellow flowers surround the building.

A long line of people stretches across the foot of the stairs, and leads around the western side of the temple. The head of the line begins at the door of a yellow tent at the back of the temple, where a young priest stands alongside two guards. A small, square building of whitewashed stone sits fifteen feet from the tent; its modest design is a stark contrast to the extravagant temple. The stone building is only fifteen feet wide by fifteen feet long, and a six-foot-high wooden fence surrounds the back of the structure, extending twenty feet behind it. Anyone peering over the fence or entering the gate can see that a small but thriving garden lies within.

The people standing in line appear to be peasant types — a good many have chickens and pigs with them — and young, gray-robed students from Grimm Thorpe University. Amidst this rag-tag group, and highly visible with their fine clothing and large entourages, a few wealthy merchants and aristocrats stand in line with these common



folk. More people are headed toward the temple from the town gates and the road.



If the PCs are curious about the pilgrims, they may listen in on their joyous conversations. A Listen check (DC 5) reveals that they have come to see someone named Juliana, and seem very excited despite the long line.

Further investigation, such as a Gather Information check (DC 5), also reveals that Juliana is the beloved but reclusive anchorite of the Temple of Solyera — a seer and healer. She spends her days and nights in prayer and contemplation of the goddess Solyera the Lightbringer in the small stone building and garden that are her home, and only speaks with people — outside of her priest Abelard and servant Telnara — on one day of each month. The townsfolk look forward to this monthly event, and indeed people travel from far and wide to visit the famed mystic. They come seeking her wisdom and her blessing, though some also ask for her curing powers.

Although the characters do not need to meet with Juliana to propel the plot forward, Cavanaugh's nightlings attack and kidnap her the night of the ball, so it helps if they are at least familiar with her and her importance to the community; she is an icon to these folk, and anyone approached openly about Juliana talks willingly and lovingly about her.

Meeting the Mystic

Gaining an audience with the anchorite Juliana requires either patience or guile; characters must either wait in line for at least two hours, or try to bribe or otherwise finesse their way to the head of the line. The anchorite only meets with people from 7:00 a.m. to 4:00 p.m., so take note of the game time if the characters choose to wait. Otherwise, they notice that some of the more well-to-do pilgrims have managed to work their way up the line by giving a "consid-

eration" of 10 cp or more to each person before them. Given the length of the line, this method costs at least 10 gp per PC. The priest and guards at the door of the tent cannot be bribed, and will ask the characters to leave if they try it; they'll turn a blind eye to characters working their way up the line, though.



PCs can also convince the locals to let them ahead without distributing coins by making a Bluff, Diplomacy, or Intimidate check DC 12. If the two guards see characters trying to intimidate pilgrims, though, they'll ask the PCs to leave; the PC doing the intimidating gets a Hide check DC 15 to avoid being seen. The guards are both 2nd-level fighters, and the priest is a 3rd-level cleric named Cobain who is devoted to the goddess Solyera. Juliana's personal bodyguard — a 3rd-level fighter — will emerge from the tent and join the fray if trouble starts. Characters caught sneaking into the anchorite's tent will be met by her bodyguard and forcibly removed.

If they decide to wait, the GM should have the local folks strike up conversations with the PCs on just about anything. The wait is long, so the people prefer to while away the time in idle chitchat. The weather, the state of the crops, the dietary habits of livestock, and just about anything else is fair game for the peasant folk. Those of higher class standing are more interested in talking about commerce, other towns, the temple, tonight's ball, etc. Some characters from Appendix I who might be in the line include the lovebird students, Aasta and Isak; the adventurer Augustine and Belyr the apothecary, both of whom are alumni; and Professors Vermmond Haguus and Ablin Highhill. These characters and any of the unnamed pilgrims can tell the PCs general information about the anchorite, the university, and the communities of Grimm's Thorp and Solanton. The named characters also know the following useful information, which is further detailed in Appendix I:

- Aasta and Isak saw a dark creature lurking around the university's barns, stealing chickens, and think it might be fol-



The Town of Solanton

Size: Small Town; **Power Center:** Conventional and Magical; **Power Center Alignment:** Lawful Good; **GP Limit:** 800 gp; **Assets:** 60,000 gp; **Population:** 1,500 (45% dwarf, 40% human, 5% halfling, 5% elf, 5% other)

Authority Figure: Gulaag Griswald, Mayor of Solanton, 8th-Level Dwarf Expert (Blacksmith) (not in attendance at the ball); Giorna Kal, High Priestess of the Temple of Solyera, 13th-Level Human Cleric

lowing Aasta. They also know that there's a tunnel entrance in the barn and think they saw the creature climbing out of it. They told Professor Haguus about the incident.

Aasta and Isak also know that four students of Grimm Thorpe University — Korliss Sorensin, Nalix Corrv, Holder Gayyl, and Milo Haguus — are missing, and Aasta is upset that the university has issued notices that the students returned home. Isak was a good friend of Korliss, and believes that Korliss may have entered the tunnels and met his doom.

- Augustine knows who's who at the university, and is happy to introduce the PCs later at the ball, but is unaware of any rumors regarding Grimm Thorpe's troubles.
- Belyr knows that the necromancy professor, Alton Lorock, was fired, and she knows that at least two students are presumed missing: Nalix Corrv and Korliss Sorensin. Her friend Adla Vrek, one of the university's librarians, has told her that Chancellor Cavanaugh has been checking out alchemy texts like crazy, and has yet to return the overdue books. She thinks he's embezzling money and that the strange student disappearances may be traced back to him, too, but she has no proof.
- Professor Haguus rants that his nephew, Milo Haguus, has been missing for five weeks, and the administrators keep telling him that he left the campus of his own accord. But two other students — Korliss Sorensin and Nalix Corrv — are missing too! The administration is selling them into slavery, he says, and lining their pockets! He also believes that Vice-Chancellor Jacobus Pauley is a half-demon; Haguus has seen him lurking about campus in his true form — a dark, scaly, red-eyed monster.

- If his ego is stroked suitably, Professor Highhill tells the PCs that he "overheard" Cavanaugh arguing with Professor Alton Lorock about the "lighting project" on two occasions. He can't understand why Lorock threatened to reveal Cavanaugh's project to the clerics unless he was given 5,000 in gold, though he does know Lorock was just fired because of the argument.

When the characters reach the tent, the young priest holds out an offering plate. The characters may note that persons reaching the priest before them have offered various things to the priest that obviously won't fit on the plate. A pile of items such as woven cloth, chickens, baskets of eggs, cured meats, etc., can be seen stacked upon a cart beside the tent. The two guards stand beside the cart, making certain that no one gets the idea to "take" from the cart, instead of leaving items for the temple. Offerings don't have to be elaborate; the priest gladly accepts anything, no matter how meager. A few peasants, in fact, have nothing to offer but their prayers for Juliana and the priest at the tent. This is suitable enough to gain entrance.

As the characters get closer to the open tent, they can hear each supplicant inside whispering his or her questions to Juliana; her answers are just as discreet. After each request, Juliana announces quite audibly, "You have my words of blessing. May you walk in the light of Soljera forever." Stress to the characters that this is her standard blessing; allow them to hear her say it at least three times.

Only one unarmed character is allowed in the tent with Juliana at a time. Once inside, the character sees a small-framed woman of about twenty-three years seated in a large,





Solyera, The Light Bringer

Alignment: Lawful Good

Domain: Healing, Knowledge, Plant, Sun

Typical Worshippers: Solyera's worshippers include paladins, monks, and mystics (new class, see Appendix III), and those benefiting directly from the sun, such as farmers. Bards, while not worshippers of the lawful deity, sing of her beauty.

Description: Solyera is a Lawful Good deity worshipped throughout many lands. Her titles include the Lightbringer and the Lifegiver. Solyera favors those who cultivate life in all its beauty. She rewards those who use their gifts to sustain the lives of others,

whether by healing or by providing them food and shelter. She especially rewards her clerics for bringing learning and the arts to the masses. It's not uncommon for Solyera's followers to set up small hospitals and schools throughout the land rather than temples. When a temple of Solyera is encountered, however, it is always magnificent; no expense is ever spared in emulating the goddess' beauty.

Solyera's symbol is a cornucopia surrounded by scrolls and a candle, and her favored weapon is the quarterstaff.

well-cushioned chair that engulfs her frail form. A large man in full plate armor stands beside her with his arms folded across his chest. He wears a longsword and dagger at his side. The gaunt woman has stringy silver-blond hair, sharp facial features, and golden eyes. She wears plain brown robes, and she looks out of place in the finery of the huge chair. Her eyes stare, trance-like, beyond the character she's talking to, but she holds out both her small hands towards him as if she sees perfectly well.

She knows each character's name and addresses him as such, asking, "What do you seek?" as she takes the character's hands within her own and leans forward to hear the request. Juliana answers the question/request to the best of her knowledge — GMs should play this as if she has some limited omniscience. The PCs may think that Juliana is a gypsy fakir, but she is not. She is a mystic (see Appendix III), who has access to healing powers and often sees glimpses of the future. Some people ask her to heal their family members or sick animals, while others ask questions about their crops, futures, or anything else that concerns them deeply. She is always kind but honest to those who seek her out. If she cannot help, she at least offers a blessing to the supplicant.

If several PCs decide to visit Juliana, single one out to receive a special gift and blessing from her. Just before that character leaves, and unbeknownst to the guard behind her, she discreetly slips her gold Grimm Thorpe University class ring into the character's hand. Her eyes snap momentarily into focus and seem to implore the character not to say anything. If the character tries to speak, she quickly ends the visitation with a different blessing: "Darkness surrounds us. You must sever its threads, so that we may all walk in the light of Solyera forever." If the character tries to stay in the

tent after this blessing, the bodyguard moves to reinforce the visit's end. If any other characters visit Juliana, she only offers them her standard blessing, as she does not wish to attract too much of the guard's attention.

The class ring is a gold band with "GT" engraved on its flat, oval top. A decorative chain pattern circles the outside of the oval, and Juliana's name is engraved on the inside of the ring. The ring is valued at 30 gp. If Juliana's chosen recipient cannot guess that the item is a class ring, this information can easily be obtained by asking anyone at the temple or ball.

Prelude to the Ball

Of course, the PCs may decide that waiting in lines is for commoners and go off on their own. As mentioned before, there's plenty of time to explore the town of Solanton or the grounds of the Temple of Solyera. If the PCs seek an audience with the temple's high priestess, Giorna Kal, before the ball, she is unavailable for any meetings until the morrow; she is currently busy preparing for tonight's affair, and no guests are to be allowed inside the temple until 5 p.m. Her assistant, Abelard, can spend a few minutes talking with them at the door, though. Abelard is a pale, balding priest in his late forties. He is of medium build, has a soft voice, and shrewd eyes.



The priest Abelard can tell the PCs the following information on a successful Diplomacy check. PCs discover everything up through the DC they match.

DC INFORMATION

- 10 or less Abelard recommends Tarquil's Inn as the best accommodations in town; he also suggests Halawyn's Hostel and the Hale Griffon should Tarquil's be full up or beyond their means.
- 12 Abelard knows the guest list for the ball; see the invitation in the Introduction, but leave out Professor Vermmond Haguus. Abelard doesn't know that Alton Lorock is already dead or that the antisocial Kevrick Halstromm has decided not to come.
- 15 The Temple of Soljera was completed three years ago, and it contains a grand ballroom for entertaining. Since its completion, it has become the setting for the university's fundraiser ball.
- 18 As the clerics do not want to offend any of their guests, the ballroom is not warded in any way. Guests of all alignments and religions are welcome. In fact, the temple believes that assisting the university is one of the rare things that divergent groups can agree and come together on.
- 20 Abelard is aware that the chancellor and high priestess have made arrangements to keep Professor Vermmond Haguus from attending the ball, as he disrupted last year's event with his ranting about conspiracies.
- 22 Abelard has served as the anchorite Juliana's confessor for the last three years. He doesn't fully understand Juliana's gifts, but knows that she has the innate power to cure, can read auras, sees visions, and can use divine magic without needing to pray for spells in advance ... he tries to advise her to use her abilities wisely.
- 24 Juliana has recently suffered from terrible nightmares ... Abelard encouraged her to take up gardening as a means of relaxation.

Of course, the PCs may also decide to carouse around the town of Solanton, or possibly visit the village of Grimm's Thorp and Grimm Thorpe University instead of waiting to see the anchorite Juliana. The village and the university lie only a mile up the road from the town of Solanton. Details on the village and the university can be found in Chapters Three and Four.

If the characters attempt to visit the university's campus before the ball, allow them to do so. They have to travel through the outskirts of the village to get to the fortified campus, so have them take note of the itchy dark spots on the skin of most of the villagers (see Chapter Three). Once they arrive at the guarded university gate, a student guide approaches them and insists

on giving them a campus tour — the guide is the graduate student Torlov from Appendix I, and the tour's description is included in Chapter Four. Actually, Cavanaugh requires that all guests have a guide while on campus, so Torlov does more than insist; the PCs are not allowed entrance past the gate unless they accept his presence. Cavanaugh requires this, as he doesn't want people exploring the campus of their own accord at this important juncture of his plan. The student also advises the group that an "official" alumni day is scheduled for the day after the ball, and this is when most alumni visit the campus. See Chapter Four for more on the university's layout and defenses.

Attending the Ball

Just before 5 p.m., the weather has turned overcast and guests in their best finery begin gathering at the doors of the Temple of Soljera; see the personalities Appendix I if the PCs arrive early and feel like socializing on the steps of the temple. Five security guards and a short priest with a guest list stand on the temple's steps blocking access to the event. In order to weed out unwanted and uninvited guests, like thieves or Professor Vermmond Haguus (see below), the priest checks the guest list or asks for signed invitations before allowing anyone inside.

Once he confirms the PCs' invitations, the priest hands them each a ball program if they don't already have one (see the Introduction handout). Even though the program lists all the names of the university's professors, not all are in attendance: Alton Lorock, professor of necromancy and mayor of Grimm's Thorp, is dead though no one yet realizes this; Vermmond Haguus, professor of transmutation, history, metallurgy, and alchemy, will not be allowed entry by order of the chancellor and high priestess; and Kevrick Halstromm, professor of abjuration and bookbinding, stayed home to work on personal projects. The students Isak, Aasta, and Torlov are also present, though they are not on the list; they are dressed in their finest gray student robes and are serving the guests refreshments.

SCUFFLE AT THE GATES

The following encounter should be read or paraphrased just before the PCs gain entrance to the event:

A wild-haired dwarf approaches the priest, and the priest politely asks him to step aside. When he doesn't comply, the priest stays firm, saying "Professor Haguus, you're not on the list. I can't let you in." He looks to the next person, but Haguus doesn't move.

"I am a member of Grimm Thorpe's esteemed faculty," the irate dwarf exclaims, "and I should be allowed entrance to any function that's in support of it. There's no reason that I wouldn't be on the guest list."

The priest replies: "I'm sorry, but you're not on the list, and I can't permit you to enter. These are the high priestess's

orders, and I must obey them. I'm afraid you're just going to have to leave." He looks to the muscular guards for reassurance that his words will be heeded, and they quickly move forward, pick the dwarf up, and remove him from the stairs.

"Do you see this? Do you see how they treat a professor of Grimm Thorpe?" the dwarf yells to the crowd. "This is unheard of! I want to see Cavanaugh! I want to see Giorna Kal! I demand entrance!"

The guards forcefully push him away from the building; the strength of the push knocks him off balance, and he falls on the ground before the player characters.

Should the PCs intervene on Professor's Haguus' behalf, they have made a friend for life — or at least until they espouse a view he doesn't agree with. The guards won't fight the characters; they just explain that they're doing their jobs and that the dwarf was asked nicely to leave. If the PCs give Haguus a chance to talk, he begins telling them how things aren't right at the university.

He complains mainly about the pay, saying that too much money goes into the administrators' wallets and not to the faculty members. After fifteen minutes of complaining, he mentions that at least three students are missing — Korliss Sorensin, Nalix Corrv, and his own nephew Milo Haguus — and then claims that the administration is selling them into slavery and lining their pockets!

At this point he goes off on another rampage, yelling at the guards and priest at the top of the steps. "What about those students? You can't tell me that they left on their own accord. I don't believe that! And I know that my nephew, Milo, would never have left Grimm Thorpe! I don't believe it! Not for one minute. You can't tell me that he did!"

The priest and the security guards allow him to continue his tirade for some time. The dwarf runs back and forth through the crowd, yelling different complaints to anyone who will listen.



At some point, the priest decides that he has had enough of Professor Haguus, and casts a *silence* spell on him to shut him up. He then returns to his place at the top of the steps as if nothing happened. Note that the priest is a 2nd-level human cleric, and the five guards are all 2nd-level human fighters; two of these fighters were guarding the donations for the anchorite earlier in the day.

A NIGHT TO REMEMBER

Since the PCs are on the guest list, they gain admittance into the temple without incident. Just inside the double doors, a yellow-robed priest asks if the PCs have a donation to present, or if they want to vote or run for a regent position. If they have donations, he directs them to a guarded, chest-laden table to the right of the doors. If they want to vote or campaign for a regent seat, he directs them to the table at the left of the door.

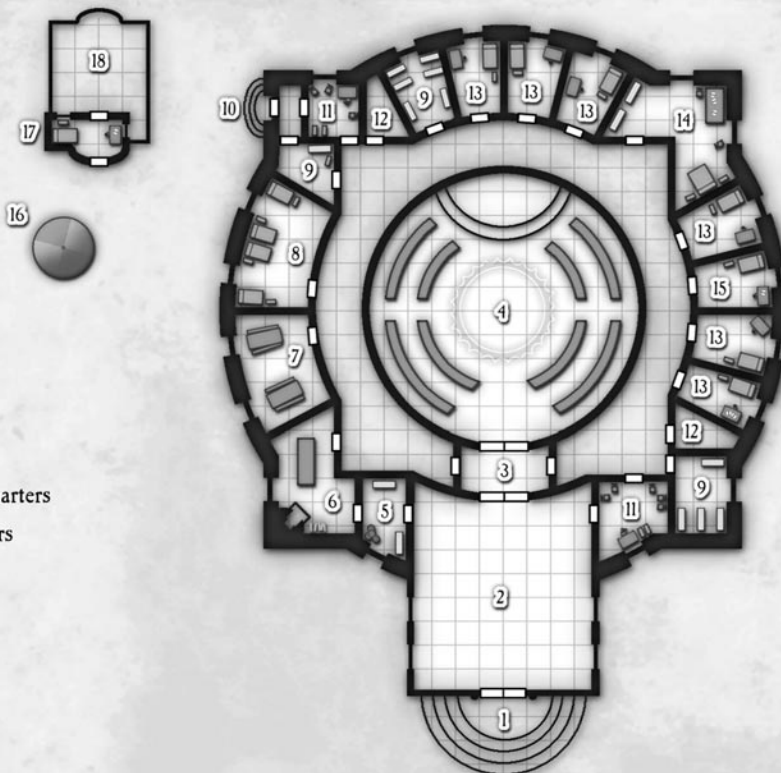
At the donations table, a priest records their information and informs them that they may present their gift directly to Chancellor Cavanaugh during the designated presentation time at 7:30 p.m. if they so desire. Then he nods to the three guards, and one of them takes the donation and places it among the others. The priest then invites them to mingle and enjoy the food, reminding them that the speeches are to begin promptly at 6:30 p.m.

Building Map:

Temple of Solvera

- | | |
|-----------------------|----------------------------|
| 1. Main Entrance | 13. Priest's Quarters |
| 2. Ballroom | 14. High Priest's Quarters |
| 3. Narthex | 15. Abelard's Quarters |
| 4. Hall of Worship | 16. Juliana's Tent |
| 5. Pantry | 17. Anchorage |
| 6. Kitchen | 18. Juliana's Garden |
| 7. Dining Room | |
| 8. Servant's Quarters | |
| 9. Storage Room | |
| 10. Rear Entrance | |
| 11. Guard Room | |
| 12. Water Closet | |

1 Square = 5 feet



The priest at the voting and registration table hands the PCs a ballot, unless they also ask for an entrance form. If a PC does want to run for one of the two open regent seats, he informs her that time is limited, as she will have to do all her campaigning before the election time, which is scheduled for 8:30 p.m., after the speeches and donation presentation. Nonetheless, anyone with the 25 gp entrance fee is eligible to run.



Each of the three priests is a 3rd-level human cleric, while the three guards are 3rd-level human fighters; the priest at the donations table is Cobain, the same cleric who was taking offerings for the anchorite earlier in the day.

When the PCs get past the table areas, they get their first real view of the ballroom. Bright yellow tapestries line the walls and the hall's marble floors gleam, as the sunlight spills down from the glass ceiling above and dances playfully on it. On the northern side of the hall, in front of a set of double doors that lead to the temple proper, sit two marble statues: one is a robed dwarf, and the other an elderly, human woman in robes. Each statue has a golden plaque at its base. The one below the dwarf reads: "Grimm Thorpe University's Benevolent Founder, Erasmus Grimm." The woman's plaque reads: "Grimm Thorpe University's Visionary Leader and Beloved Servant of Solyera, Evelyne Braeyde. Her light will be missed."

The delicious smell of roast chicken and pork wafts through the hall. The roasts, along with hot breads, steamed vegetables, and fresh fruits, are spread out as a banquet on shining silver dishes loaded onto numerous tables around the hall. Expensive wines and liquors line the tables, as well, and several gray- and yellow-robed individuals replace the food as quickly as it is devoured; anyone at the ball can tell the PCs that the yellow-robed persons are priests of the Temple of Solyera, while the gray-robed servers are assisting Grimm Thorpe University students.

The temple's richly dressed guests mingle around the tables talking and laughing. On the western side of the room, a dozen or so people dance to the minstrels' up-tempo lute playing. Some guests are already seated at smaller tables throughout the ballroom; they are enjoying the food and awaiting the speeches and presentations. As adventurers make up a large percentage of Grimm Thorpe's graduates, most guests welcome the PCs' presence; a few, however, don't like them being here — the merchant Pinkham Morigosh and Professor Ablin Highhill are cases in point.

If the PCs are slow to mingle, have the adventurer Augustine approach them and begin introducing them around. He is always eager to make friends with other adventurers, if only to swap war stories. He also knows the apothecary Belyr is interested in meeting single men, so he tries to introduce a suitable PC to her.

The GM should follow the timeline in Appendix II and interject the appropriate scheduled speeches and the donation presentation throughout the evening's play, and can add incidents from the "Livening Up the Party" section at his discretion. A map of the temple is provided in case the PCs decide to go exploring surreptitiously, but the temple holds no clues to the trouble at Grimm Thorpe University. It's the guests at the ball who can give the PCs the information they need.

GATHERING INFORMATION



This section includes things that the PCs may overhear with a Listen check, or glean from conversations with the ball's guests or with a Gather Information check; the party discovers all the information up through the highest DC they roll, but you might spread the conversations amongst different players for variety. Appendix I includes more-detailed accounts of what each character knows.

DC	INFORMATION
10	"So Many Guards!"
10	"More Adventurer Scum"
10	The Devoted Chancellor
10	Missing Monks
15	Missing Students
15	"Speaking of Young Men..."
20	A Mysterious Disease
25	"Where's Alton?"
30	"An Error in the Books!"

"SO MANY GUARDS!"

An obviously pregnant blonde woman wearing an emerald evening gown with matching shawl that hangs over her round belly (Ellayne Cavanaugh, the chancellor's wife) is speaking with a pale, balding man in his late forties wearing priests' robes (Abelard).

The woman exclaims to the priest, "There are so many guards about ... why, they're positively frightening!"

The priest explains, "Remember, my dear, that ruckus Professor Haguus caused last year ended up costing the University dearly when pickpockets robbed the onlookers blind."

"Of course ... my poor Charles spent the next six months apologizing to guests who left before making their donations!"

"The high priestess doesn't want a repeat of the performance ... she's asked several of the University's more adventurous alumni to act as security for this year's function, and Professor Haguus won't be joining us this evening."

"MORE ADVENTURER SCUM"

A white-garbed halfling with a handlebar mustache (the drunken merchant Pinkham Morigosh) is talking to a pot-

bellied halfling with too-short pants (Ablin Highhill, professor of divination).

When he sees the PCs, the mustached halfling mutters, "Just great. More stinkin' adventurer scum. That's all we need. Money or not, the university ought to have standards! And they just better watch where they're walkin'!"

His portly companion nods in agreement. "As dull as they are, they *do* help fund the university, and, therefore, my studies. Unfortunately, my friend, they're a necessary evil. Alton even suggested that the university award some of them honorary Grimm Thorpe degrees to get more money from them. Of course, he also suggested we trade library time and information for captured orcs to use as test subjects. I don't know where he gets these crazy ideas," he says shaking his head.

"Hell, that last part's not so crazy! What else is an orc good for? Besides, I think he's already gettin' orcs. I heard some dwarf merchant's been deliverin' cages of 'em to the tunnels. You think the bastard asked me if I could get him orcs? Hell, no! And I could. Those dwarves are cuttin' me outta some trade!"

"Really, now? Live orcs are being delivered to Grimm Thorpe University for Alton? That doesn't sound like him. Why would he want a *live* orc? A dead one, certainly."

THE DEVOTED CHANCELLOR

A thin, silver-blond woman in her late thirties wearing white satin robes and a platinum necklace (High Priestess Giorna Kal) chats with an elderly, black-haired elven woman in a comfortable black gown (Dejah Corellis, professor of conjuration). A bodyguard in formal dress lingers nearby the first woman, utterly failing to look nonchalant; he is the same 3rd-level fighter who was protecting the anchorite Juliana earlier in the day.

"When Chancellor Braeyde died, I was sure we'd not see another chancellor as devoted to Grimm Thorpe as she," the human woman says. "But in his three years here, Chancellor Cavanaugh has worked hard to fill her shoes. He's expanded the university's offerings, and now he's talking of starting a scholarship program for poor but able students. That's altruism at its best! I'm very pleased with his work, and I'll have my clerics do everything we can to help him."

"Yes, on the surface he does seem to be doing well," the elf replies. "Only, I must say, as a faculty member of long standing, these past few years have been the tightest in terms of budgeting. I find that strange, especially since these fundraisers have been very successful ... at least to my knowledge. I would like to know where the money's going, because I haven't seen a great deal of it, and the library hasn't benefited with any new books. I'm starting to think that Professor Haguus is right to complain about funding."

MISSING MONKS

A short, thin woman with dark brown hair wearing an expensive green silk dress (Belyr, the Solanton apothecary)

is speaking to a tall, stately man in his early sixties with a scar that runs from underneath his left eye to the bottom of his left ear. He wears a flowing, dark blue robe of fine quality decorated with gold embroidered arcane symbols (Augustine the adventurer).

The woman asks, "Have you heard that several monks are missing from the northern monastery? Some monks came into my shop for supplies yesterday and asked me if I'd heard anything about highwaymen attacks lately. I told them about that bandits had waylaid several merchant caravans recently, but I hadn't heard anything about them assaulting monks. I mentioned this to the priest Abelard, and he said that the monks presented a letter to the temple asking for help in locating their friends."

"No, I hadn't heard ... very disturbing," the man replies. "Of course, I had heard about the bandits, and I'm planning on looking into the matter with my party members ... just as soon as I round them up. I haven't seen them much since we scored that big cache from those giants."

MISSING STUDENTS

Three young people in the gray robes of Grimm Thorpe students gossip in a corner, serving trays in hand (Isak, Aasta, and Torlov).

The clean-cut, sandy-haired boy says in a subdued tone, "I think there's something to what Professor Haguus is saying about missing students. Besides Korliss, you remember Holder Gayyl? No one's seen him for months."

"Holder was crazy," replies the dark-haired girl. "He liked to go into the tunnels under the barn too much. He probably met one of Professor Lorock's experiments down there, and it killed him."

"If anyone's crazy, it's Professor Haguus. The man is a complete nutcase. Even Cavanaugh thinks so," says an older student of obviously orcish heritage wearing lighter-colored robes.

The girl seems unconvinced, retorting, "He may have said that, but Cavanaugh's apprentice, Gelrin, sure thinks there's something up. He goes pale when you even talk about missing students, and he insists that Haguus isn't crazy."

"SPEAKING OF YOUNG MEN..."

A beautiful, red-haired half-elven woman in her late fifties, wearing a low-cut evening gown of green silk and high-heeled low black boots (Ivara Carnen, professor of alchemy and enchantment) converses with an equally attractive blonde human woman wearing a provocative, open-sleeved blue dress (Odilia Halstromm, university scribe).

The half-elf sighs, saying, "Man, I miss having the ball at Brayede Hall! That was more fun than this stuffy place."

"You just miss picking up young university men afterwards. You're probably the reason that Cavanaugh won't let us have it there anymore. You know you're the one he's referring to when he says that 'the ball's presence will interfere with the students' studies,'" the human woman says with a wink.

The half-elf laughs. "Sex isn't interference. And speaking of young men, I really miss Korliss. I still don't believe that he went home ... he would have told me if he was going to leave school! He tells me everything ... *everything!*"

"You're right, Ivara. I bet he's lost in the tunnels and that administrative whore, Jaylin Vaas, is just telling us that to cover up the truth. Who does she think she's fooling, anyway? Everyone knows she's sleeping with Cavanaugh."

"Cavanaugh? Really? I heard it was Jacobus Pauley."

"Hey, so she gets around."

A MYSTERIOUS DISEASE

A conservatively dressed woman with auburn hair and pasty skin (Jaylin Vaas, Cavanaugh's administrative assistant) accosts the silver-blond woman in white satin robes (High Priestess Giorna Kal). Her bodyguard is still at his post.

"Charles ... uh, Chancellor Cavanaugh ... wants to know if you could check into a problem at the village? The villagers are showing signs of disease. He says many of them have broken out with dark, scaly rashes. In fact, he saw several of them on his way here today. I personally haven't seen them ... and I don't want to. Anyway, he would have brought it up to you himself, but the ball has his mind elsewhere. Since you're dropping off the donations early in the morning, you could just stop by the village on your way to the university, right?"

"This is the first that I've heard of a disease, but, of course, we will stop and check on it. He didn't think it was a plague, did he?" Giorna says in alarm. "Those poor people!"

"We're not sure at this point. I hope not, though. It wouldn't be good for a plague to break out so close to the university. What would we do without a student body to teach?"

"WHERE'S ALTON?"

A short, portly woman in her early thirties, wearing a knee-length navy dress with a gold vest, large hoop earrings, and several jangling bracelets. (Malvina Zevlin, professor of evocation) speaks with a flashy gnome wearing an extravagantly ruffled white shirt clasped down the front with fiery red gems and a black woodsman's hat with a gold feather on top (Dimble Galemott, professor of illusion).

"Little man," the woman intones with a slight smile, "unless you want to be the brunt of my new magical jokes, I suggest you tell me what you've heard about Alton. Why isn't he here tonight?"

"You wouldn't dare ridicule me in public! Do you want to *appear* naked in this crowd? I can do that, you know," he exclaims, eyes wide.

"You forget that I can do a few illusions myself," she replies, "so don't threaten me, you fop. Else, I'll create a whole chicken to go with that gold feather on your hat. Spill the beans."

"Okay ... okay. The word is that he and Cavanaugh had some difference of opinion and Alton ended up being fired ... something about Alton meddling when he shouldn't. That's what I heard, anyway. I'm betting Cavanaugh found his experimentation too controversial."

"Still, I didn't think a tenured professor *could* be fired. Strange. Besides, the man's a necromancer, so of course his experiments are going to be controversial. That's the nature of the magic."

"AN ERROR IN THE BOOKS!"

A short, balding, portly man in his mid-forties (Jacobus Pauley, Grimm Thorpe's vice-chancellor) is deep in discus-



sion with an aristocratic man with blond hair, a well-trimmed mustache, and charming blue eyes (Charles Cavanaugh, Grimm Thorpe's chancellor).

The portly man whispers frantically, "The regents are all over the university, and I've just found an error in our books. I can't account for 20,000 gold pieces of last year's donations. You know they're going to want to look at the books!"

His companion stays composed, though a haunted look comes to his eyes; "Jacobus, obviously you've just overlooked something. Go over it again first thing in the morning. When your mind is fresher, I'm sure you'll locate the mistake."

LIVENING UP THE PARTY

If things need a little shaking up, you might add a few silly, non-plot-related events to the ball.

- Odilia Halstromm, the slutty university scribe, can hit on someone's husband and start a catfight.
- The trickster Malvina Zevlin, professor of evocation, can play magical pranks on her favorite targets: Ablin Highhill, professor of divination, and Dimble Galemott, professor of illusion.
- Someone stepping on the drunken halfling merchant Pinkham Morigosh would also cause a ruckus.

The following are suggested plot-related events to liven things up:

- The halfling merchant Pinkham Morigosh, belligerent from his overindulgence, starts a loud conversation with Jacobus Pauley, Grimm Thorpe's vice-chancellor, about being cut out of the "orc trade." Jacobus has no idea what he is talking about, and tries to get away from the man. The halfling follows him throughout the ball, yelling: "I want in, I tell ya! I can beat his price!"
- Zela, a Grimm Thorpe alumna and bandit who works for Cavanaugh, begins picking the crowd's pockets; see Appendix I for her stats. The GM may have one of the characters or a guard notice her, or a PC may become a victim of such an attempt.
- The mischievous Grimm Thorpe students Isak and Aasta, who, as servers, have full access to the temple, sneak their favorite professor, the exiled Vermmond Haguus, into the event through the back door. Just before the speeches are to begin, he takes the podium and begins ranting about faculty funding problems and the missing university students; see his entry in Appendix I for the full monologue. Before he can say too much, several guards rush him. Once they have him subdued, the guards remove him from the building. After the incident, the horrified high priestess, Giorna Kal, apologizes to all her guests for the man's rude and unscheduled appearance.

- When the new regents are announced at 8:30 p.m., Professor Dejah Corellis wins one spot, and one of the male PCs wins the other, even if he didn't enter the race. Ivara Carnen, professor of enchantment and alchemy, took a liking to him and campaigned in his honor, and she tells him so, hoping to start a physical relationship, if not win his future assistance in dealing with the faculty funding issue. The two new regents are congratulated by the entire faculty, then taken aside by Cavanaugh's assistant Jaylin Vaas and told their responsibilities; this basically includes attending the quarterly Board of Regents meeting and helping with fundraising.
- Eilif Lefling keeps scratching his arms and neckline throughout the ball. He occasionally grimaces as if in pain. When he overhears Jaylin Vass, the assistant to the chancellor, and High Priestess Giorna Kal discussing the disease in the village, Eilif's eyes get large, and then he excuses himself from the party and hurriedly exits the temple.



A direct Spot check (DC 14) at any point during the ball reveals that Eilif's arms and neckline are covered in a black, splotchy rash. If the PCs went to the village before the ball or overheard the exchange between Jaylin and Giorna Kal, they will already know that the villagers of Grimm's Thorpe have a similar disease.

The Best-laid Plans ...

While the festivities continue, Cavanaugh's plan develops behind the scenes and the storm that was brewing throughout the evening lets loose a torrent of rain, though it doesn't deter the merry-makers from enjoying the last few hours of the ball. Before the night is over, though, the PCs will have their first encounter with the nightlings.

Although Cavanaugh has carefully laid the groundwork for his army of darkness, and the village well poisoning and Alton Lorock's assassination took place as planned, the rest of his scheme doesn't fall into place as smoothly. Ultimately, two individuals interfere with his plans: the anchorite Juliana, and Gelrin, Cavanaugh's apprentice.

A MYSTIC TRANCE

After meeting with the locals, the mystic Juliana retires to her anchorage. Around 4:30 p.m. her servant Tilnara brings her evening meal, and Juliana asks Tilnara to have the priest Abelard meet with her before the ball event gets underway. She doesn't tell the girl what she wants of the priest, as she doesn't want to frighten her, but the nightmarish visions she has seen for some time have started to make sense, especially if she has met the PCs, and she realizes that Grimm Thorpe University

is somehow at their center. The foreboding feeling is so strong that she unwillingly enters into a trance when the girl leaves her. During this trance she sees the horrid nightlings, and she draws their dreadful images upon her wall with charcoal. Behind them she places a key to their whereabouts: Grimm Hall, where a secret passage leads to their base in the tunnels.

Tilnara returns to the temple, but she is quickly recruited into helping prepare for the ball, so she never delivers Juliana's message to Abelard; in fact, she forgets that she was even asked — until she discovers the anchorite's disappearance the next morning.

THE ANGUISHED APPRENTICE

While Cavanaugh is at the ball accepting donations, his apprentice, Gelrin, unsettled by his master's horrible experimentation, sneaks into the secret lab in the chancellor's manor via the greenhouse entrance, and steals the scrolls outlining his master's plans, the nightling creation process, and the alchemical formula needed to create them. He plans to interrupt the ball and reveal Cavanaugh's evil machinations through this evidence. But, when leaving through the underground tunnel, the boy catches the attention of a lone nightling. The creature senses the boy's fear, and it lashes out at him, wounding him severely. He escapes the creature and flees the complex with the stolen scrolls. Hurt, he is unable to run to the temple, so he hides in the village and binds his wounds as best he can.

When Cavanaugh returns from the ball, he realizes his notes are missing, and when he can't find his apprentice, he realizes Gelrin must have taken them.



Using his *crystal ball*, he locates the boy hiding in the village, and he sends his nightlings out to track him down.

With the nightlings hot on his trail, the boy once again takes flight. In his escape from the village, he loses hold of the formula scroll, ripping a piece of it off in his hand, as the body of it falls to the ground, later to be picked up by Fedris, a village boy. He runs to the anchorage behind the Temple of Solyera, and he bangs wildly on the door for the anchorite's help.

The anchorite is deep in her trance, but hears the boy's banging and screaming, so she opens the door for him. When she does so, the dying boy hands her the remaining scrolls — but drops the scroll fragment near her door — and begins mumbling warnings about Cavanaugh. Unfortunately, the entranced girl is not coherent, and the boy falls into her arms and dies before she can use her divine magics to save him. In his fall, a tiny gray fragment from his robe is snagged on the doorframe.

The nightlings encircle them both and capture them for their master, returning them both to the tunnels.

A Bloody Night's End

Cavanaugh and Giorna Kal make their apologies and leave at about 9 p.m., just before the building storm finally lets loose on the town. Before they go, Cavanaugh formally invites the guests to tour the university the next day. The rest of the guests begin leaving the ball at about 10:30 p.m., though the music keeps going until 11:00. As the PCs make their way down the temple stairs through the torrent to find their inn, they notice dark figures lurking on either side of the temple, just around the corners of the building.



A Spot check DC 12 notices the humanoid figures hiding at either side of the temple, five on each side. A DC of 16 sees that these are dark, chitinous monsters with glaring red eyes, horns, tails, and sharp claws.

The storm reduces visibility by half, causing a -4 penalty to Spot and Search checks, automatically extinguishes unprotected flames, and causes a -4 penalty to Listen checks and ranged weapon attacks. The darkness may further hamper the PCs' vision. Nightling stats are in Appendix I; any character struck by a nightling claw or bite attack must make a Fortitude save DC 16 or begin to transform into a nightling. If this happens, refer to Appendix IV.

These two groups of nightlings have been set as guards, while a third group of four gathers Cavanaugh's escaped apprentice Gelrin and kidnaps the anchorite Juliana who unfortunately witnesses his death. The goal of the first two groups is to stall anyone who would interfere with their mission so that the third group can make off with Gelrin's body and Juliana while the fight is in progress. The nightlings break off their attack once they're sure the others have escaped. The creatures all make their way to the northeast tunnel entrance nearby the university, but the storm and darkness makes tracking the creatures impossible until morning.

Unless the PCs check on the welfare of the anchorite that evening, her disappearance is not discovered until morning. If asked, the clerics assume the creatures are the marauders who've been attacking caravans of late, so they don't think to check on the mystic's anchorage behind the temple.

The Missing Mystic

As Cavanaugh's alchemical formula is not returned with the other scrolls retrieved from his apprentice and the anchorite, he thinks the boy gave it to someone in the village or lost it during his run. He sends people out before daybreak to look for it, but they do not find it; nor do they discover the

small piece that the boy dropped at the anchorage. Cavanaugh fears the scroll's discovery could incriminate him, as it could be traced back to the university, and ultimately back to him, as he is a leading alchemist on campus — assuming its discoverer is intelligent enough to realize the scroll's purpose.

He also knows that the anchorite's disappearance is sure to bring inquiry, and that the temple might hire adventurers to find her. Even though his assassin Graves successfully poisons the university's well, and kidnaps the High Priestess Giorna Kal and the priest Cobain early this morning with the help of a contingent of bandits and nightlings, he realizes that outside interference is indeed a possibility, so he begins to prepare for the worst. He gathers his allies, Graves and Zela, and has them remain close to him until things settle down.



Remembering the PCs' presence at the ball, he assumes them to be the most likely candidates to be sent after the anchorite, so he begins scrying on them with his *crystal ball*. Because he continues to do this throughout the day, he is always aware of the PCs' actions.

The Morning After

When the temple servant Tilnara takes Juliana her normal late breakfast around 10:00 a.m., she finds the anchorage door ajar. This doesn't immediately alarm her, since Juliana often spends her mornings working in the garden. She makes her way into the one-room house,

and places Juliana's food on the small wooden desk beside her bed. When she turns to leave, she catches sight of a nightmarish, charcoal drawing of several dark, twisted shapes on the room's western wall. The grisly sight shakes her deeply, and she runs screaming from the building, making her way to the temple to report the disquieting image to Abelard.

When the girl becomes coherent enough to explain her findings to the priest, he and several others go in search of Juliana, hoping to find out why she created such a frightening thing on temple property. They search the anchorage and the garden and question anyone who might have seen Juliana leave, but they don't find her.

As the high priestess and the most accomplished priests already left the temple before dawn to take the ball donations to the university, the rather inexperienced priest Abelard, who is in charge by default, is left alone to discover what happened to the anchorite. Unaccustomed to dealing with these kinds of dilemmas, the priest remembers the adventurers at the ball as being the inquisitive sort, so he sends a messenger to seek the party's aid in locating the anchorite. Most of the experienced adventurers hired by the high priestess to guard the ball have already left town, leaving only the untrained security guards at the university, so Abelard has nowhere else to turn.

When the PCs arrive, they are quickly shown the anchorite's quarters and the strange drawing on her wall. A shaken Tilnara assures the characters that nothing appears to have been disturbed in the room; besides the drawing, it appears exactly as Juliana keeps it.



COLLECTING THE CLUES

The room contains a small bed, a wooden desk, writing materials, three prayer books, and a small chest with only a clean robe inside. The plate of food that Tilnara brought for the anchorite's breakfast still sits on the desk where she left it. The charcoal drawing has been left untouched, as well. The drawing depicts several humanoid-shaped dark figures with long claws and horns. A tall, menacing structure rises behind them.



If the characters look carefully at the drawing, a Wisdom check (DC 7) reveals the tall structure to be a hastily drawn tower or spire rising in the distance behind the life-size creatures.

As the structure is poorly drawn, no specific details are discernible. If a character is an alumna of the university, she may think it resembles Grimm Hall or Tyman Tower. Otherwise, it is possible that any characters who have already traveled to the village of Grimm's Thorp may think that it resembles Alton Lorock's tower. Abelard can suggest these possibilities, as well.



If the PCs examine the door, a Search check (DC 15) reveals several tiny strands of gray wool caught in the door's frame.

Most people associated with the temple wear yellow or brown clothing; the priests wear yellow robes trimmed in white, while the servants wear brown robes — Abelard and Tilnara should be with the PCs, so the color of their garments is obvious. If the characters don't remember seeing the gray-robed university students standing in line to see the anchorite or serving at the ball, the priest might offer this information.



A Spot check (DC 25) finds some strange footprints outside the anchorage. The DC is high because of the large crowd around the tent the day before, and because the storm obliterated some of the tracks. While the tracks are human-sized, the toes are splayed, as if the person might be deformed. If a character has the Track feat, he needs to make a Wilderness Lore check (DC 35) to follow the footprints. The tracks lead to the northeastern tunnel entrance beyond the town of Solanton. Also, if the PCs battled the nightlings the evening of the ball and are just not cluing in, with a Wisdom Check (DC 10) they should realize the footprints belong to those creatures.



A Search check (DC 22) of the grounds also reveals a parchment fragment, miraculously untouched by the rain, from the stolen alchemical scroll. (Fedris, a child in Grimm's Thorp, now has the remainder of the scroll; see the Village Kid encounter

in Chapter Three). As this bit is only a fragment of a formula, an Alchemy check (DC 30) is needed to reveal it as part of a transmutation formula; add a +2 circumstance bonus to the roll if the character is a wizard specialized in transmutation magic. The DC is high for two reasons: only a tiny piece of the formula is in hand, and the majority of alchemical mixtures do not transform their imbiber, so this one is very unusual. If the check is failed, the PC may think it's only a formula for a strange poison.

Regardless of the roll to decipher the formula fragment, tell the PC attempting it that the formula is unlike anything she's ever seen before. The formula is so complicated that it would take a highly skilled alchemist to create; the PCs may think to seek its author at the university. If they have their program still, they can note that only three faculty members teach alchemy: Vermmond Haguus, Ivara Carnen, and Chancellor Cavanaugh.

The fenced-in garden area behind the anchorage remains undisturbed.

QUESTIONING THE WITNESSES

If questioned, Tilnara retells her story of this morning's events. She includes the fact that the door was slightly open, and she becomes tearful and slightly hysterical as she describes the details.

Abelard, who served as a personal confidante to Juliana, can add that he knows that Juliana suffered from nightmares for some time. She would often tell him that she didn't sleep well at night from all the vile visions that danced through her head. He advised her to work harder in the garden, hoping that working with her hands would tire her enough to fall asleep more easily.

THE ANCHORITE'S RING

If the PCs visited Juliana the day before, one PC should be in possession of another clue: Juliana's Grimm Thorpe University class ring. When the PCs came to see her, she suddenly realized that the nightmares she suffered had something to do with the university. She would have reported these thoughts to Abelard had he received the message she gave Tilnara for him to visit her before the ball.

All Clues Lead to the University

The gray robe, the ring, the parchment fragment, and the tower association should prove enough of a clue to send the characters to Grimm Thorpe University to seek answers; luckily, a public tour is planned for today, which will allow them easy access.

CHAPTER TWO

The Village

Grimm's Thorp, the village beside the university, is a small community of 430 people. Erasmus Grimm, former adventurer and famed dwarven wizard, settled this area and founded Grimm Thorpe University over 300 years ago. The people currently living here are descendants of the laborers who built the university, and most make their living farming the land or working for the university in some capacity. The land they live on, they own; Erasmus Grimm willed each family a parcel of it for helping him achieve his dream.

The village sits one mile north of the Temple of Solvera and the town of Solanton, though the patchwork fields of corn and wheat surrounding each community continue uninterrupted the entire length of the road between them. Grimm's Thorp itself is nestled near the foothills of a neighboring mountain chain and the small river that runs along them. Locals call the hills "Dovrak's Feet," Dovrak having been a legendary titan who walked the lands when Erasmus Grimm was just a boy. The locals also derogatorily refer to the river as "Dovrak's Trickle."

Encounters on the Road

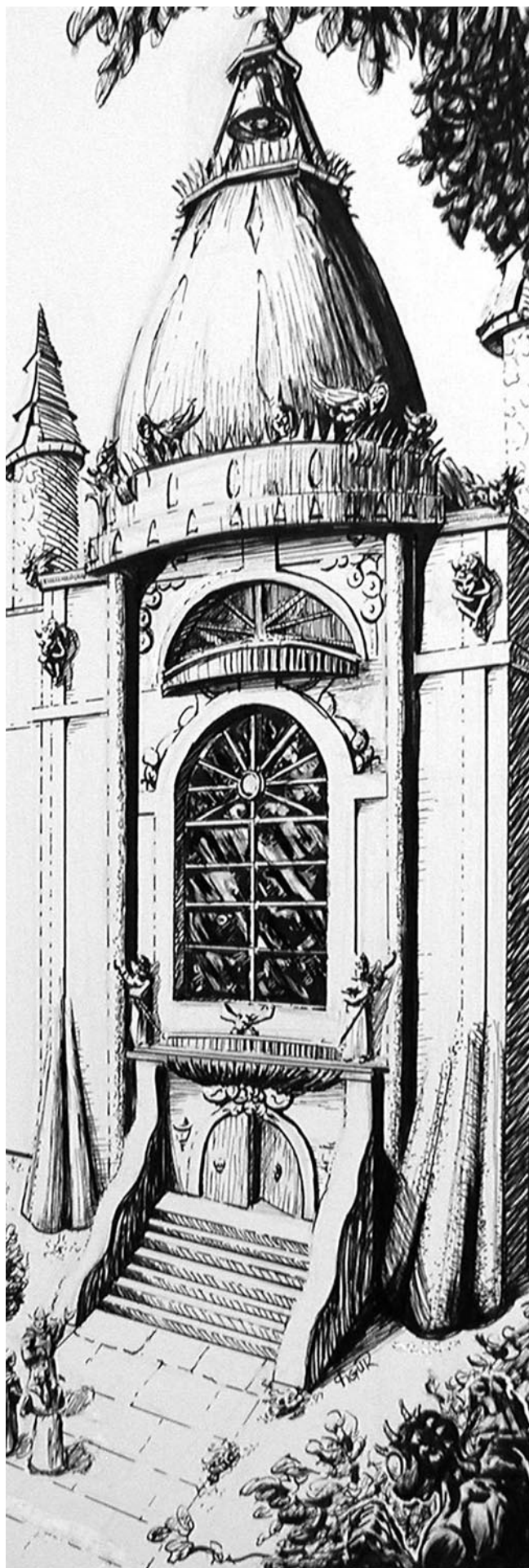


The following table provides possible encounters the characters may have while visiting or traveling to Grimm's Thorp. Roll randomly or just use any that interest you; stats can be found in Appendix I unless otherwise noted. Encounters marked with an asterisk should only take place after the ball. Replace any asterisked encounters with bandits, if need be.

ROLL	ENCOUNTER
1 – 2	Nightlings (5)
3 – 6	Bandits (6)
7 – 10	Village Kid*
11 – 13	Village Dog
14 – 17	Rider*
18 – 20	Worg (4)

NIGHTLINGS

These are the alchemical creations of Chancellor Cavanaugh. They are bipedal creatures with black, chitinous skin, horns, sharp claws, tails, and red, glowing eyes. Their natural attacks can cause their victims to transform into nightlings, and they are both aggressive and ravenous.



The nightlings are more likely encountered lurking in the village at night or in the early morning hours, as they prefer the darkness. During the daylight hours, they may be found stalking wild animals or farmers in the tall wheat fields. Cavanaugh has made a total of about forty nightlings, most from orc slaves.



Any character hit by the bite or claw attack of a nightling must make a Fortitude save (DC 16) or begin the transformation into a nightling; see Appendix IV. A paladin's Divine Health ability makes him immune to the effect.

BANDITS

The characters encounter a group of human bandits trying to waylay a small caravan. This group works indirectly for Cavanaugh, as Graves, his assistant, hired them and their leader, Zela, to start fleecing caravans in the area to cover up the slaughter caused by the nightlings. The stolen money helps fund Cavanaugh's research, and occasionally he has the bandits kidnap caravan guards to add to his nightling army.

The bandits know about the nightling project, but, unlike the worg below, they can't be bribed, as they fear Cavanaugh will transform them into gruesome nightlings if he learns of their betrayal. They would rather die than face that existence.



If the bandits are killed and the PCs employ a *speak with dead* spell upon them, then the bandits, no longer having anything to fear, tell them everything.

Also, if they are encountered late in the morning after the ball, the bandits carry three golden holy symbols of Solyera with them, valued at 25 gp each. These symbols belonged to the Solyeran clerics who were traveling to Grimm's Thorp and the university before dawn to deliver the donations. The bandits, along with Graves and a band of nightlings, waylaid the priests and took their treasure. They brought the two surviving priests — High Priestess Giorna Kal and a lesser priest, Cobain — to the tunnel area beneath Cavanaugh's manor; see Chapter Five.



On a Search check (DC 5), the PCs note the presence of dried blood upon the holy symbols.

If the bandits are killed, subtract their number from the reinforcements that can arrive in the final battle; there are a total of eighteen bandits working for Cavanaugh.

VILLAGE KID

Fedris, a young boy of eleven, sits on a hog fence looking at a ripped scroll. Every once in a while he looks up, as

if contemplating its contents. Fedris cannot read. He found the scroll that Cavanaugh's apprentice, Gelrin, dropped while escaping through the village to avoid the nightlings. The piece of parchment found at the anchorage fits the missing portion of the scroll. If the PCs ask the boy for the scroll, he clutches it tightly to him. He only lets the PCs hold it if they give him money. He requests 100 gp, as he considers this to be the largest sum imaginable. The players can haggle him down to 1 gp, or they can physically take the scroll away from him.



With the entire scroll in hand, they can take another opportunity to roll Alchemy (now at DC 20) to discover its transmutational nature of the formula if they failed their first attempt. With both pieces, an Alchemy check (DC 25) is required to recreate the process of creating a nightling, or to create an antidote to the nightling disease that works in conjunction with a *remove curse* spell cast at 12th level; see Appendix IV.

If the PCs cannot figure out the nature of the scroll, several alchemists reside on Grimm Thorpe University's campus — Professor Haguus, Professor Carnen, and Chancellor Cavanaugh — who could help them decipher it, or they might return to the town of Solanton and discuss the matter with the apothecary, Belyr.

VILLAGE DOG

Not long after the characters enter the village, a friendly collie begins following them. The dog carries a stick in its mouth, and he tries very hard to get the characters to play fetch with him. He gladly accepts food scraps, too, though he will not accept offered village well water — or university well water if collected after 4:30 a.m. on the day after the ball. Any other water is fine. He follows them everywhere while they are in the village, unless they attempt to hurt him. If they should head toward Grimm Thorpe University, however, he follows them, but puts his head down and whines the closer they get. If they get within fifty feet of the gates, he barks loudly three times in warning; then he runs off.



If a PC can *speak with animals*, the dog — whose name is Rox — tells her that there is danger within.

Rox saw dark, scaly creatures skulking around in there while he was with his master, the groundskeeper Ivan Bogdorff, in the campus' orchard one evening. He's been too scared to go back ever since. He has tried to warn his master not to travel there, but his master continues to ignore his barked warnings.

Rox has the standard SRD stats for a dog. See Appendix I for more on Ivan.

RIDER

The day after the ball, the villagers of Grimm's Thorpe send a rider to the Temple of Solyera to get help in stopping the "plague" that has fallen upon them. When the rider sees the PCs, he stops at a distance and yells to them: "Turn back! The village is stricken with plague, and I'm riding to the temple to get aid. By chance, is there a cleric among you?"

If the characters know about the clerical retinue that was scheduled to arrive in the village this morning, then they may wonder what happened to them. The rider informs them that no clerics of Solyera came to the village. The rider shows no sign of being infected at by any disease at this time, though he stresses that many of the villagers have dark markings on them, and they are complaining of severe pain.

WORG

A small pack of worg is stalking the area around the village. They attack a lone farmer in his fields just as the PCs are passing, using the cover of the tall wheat and corn to mask their presence. If characters are walking through the fields, they may see them. Otherwise, they may hear the farmer scream when the worg jump him. If the characters come to the farmer's rescue — and they have only two rounds to do so — the worg flee. While in the tall grasses, it is easy for the worg to evade pursuing PCs.



If the PCs are in the fields, a Spot check (DC 15) is required for them to notice the worg stalking the farmer. Otherwise a Listen check (DC 10) is needed to hear his scream when he is attacked. Add +5 to each worg's Hide skill while in the fields.

These worg are a few members of the larger pack that are Cavanaugh's fair-weather allies. They can be bribed — 250 gp or more will get them talking. Of course, captured worg may also release the information in return for their lives. Successfully bribing or threatening them gives the PCs information about the tunnel system, Cavanaugh, and the nightlings. The worg can confirm

that the mystic Juliana was taken into the tunnels late last night, and can show them the entrances.

Use the standard SRD stats for worg.

The Nightling Disease

If the players arrive in Grimm's Thorpe village the day of the ball, by mid-afternoon at least thirty villagers show signs of Cavanaugh's nightling disease from drinking from the poisoned well: they have hard, dark patches on their skin, and it feels as if it's on fire. The following morning, another ninety exhibit the same symptoms. Thinking their village a victim of a strange plague, some of the wiser villagers quarantine the infected and send out a rider to seek help from the Temple of Solyera, as mentioned above.

Their attempts to inform the mayor about the problem have all failed; they have knocked loudly upon his door and shouted for him, but he has not responded. The villagers believe that he has left for another one of his "adventures," since they, too, have heard that he was fired from the university and didn't attend the ball, but they find it odd that he didn't take his horse; he loves her dearly, and he takes her on all his trips.



If a PC cleric enters the village and attempts to cast a *cure* spell or *remove disease* on an individual, the spell does not work; the villagers are not really under the effects of a disease, and only *remove curse* will do any good at this stage of the transformation's progression.

Of course, the well is still tainted, so "cured" villagers are still at risk of immediately picking it up again. Anyone drinking the village's water must make a Fortitude save (DC 16) or become infected with the nightling "disease;" see the template in Appendix IV. A paladin's Divine Health ability makes him immune to the effect.



The Village of Grimm's Thorpe

Size: Village; **Power Center:** Magical; **Power Center Alignment:** True Neutral; **GP Limit:** 200 gp; **Assets:** 4300 gp; **Population:** 430 (60% dwarf, 38% human, 2% other)

Authority Figure: Mayor Alton Lorock, Mayor of Grimm's Thorpe and Professor of Necromancy, 11th-Level Human Wizard (Necromancer)

The Mayor's House

Alton Lorock, the mayor of Grimm's Thorp, is the only Grimm Thorpe University professor who does not live on campus. Instead, he inhabits Erasmus Grimm's former home: a hexagonal, three-story wizard's tower made from large, white-streaked, gray stones. The lowest story of the tower is actually a series of six fifteen-foot-high, twenty-foot-wide arches surrounding a central cylinder. Inside the southernmost arch is a set of stone stairs leading to a black iron door set high on the cylinder wall. Horse stalls and a padlocked wooden door are visible from the other archways.

Twenty feet up the southern side of the building is a three-foot-deep, six-foot-high alcove with a silver statue of a dwarven wizard with arms extended — this is Erasmus Grimm. The weather has not affected the statue; it glows as if polished daily, and it is valued at 1,000 gp. Two bands of silver, as polished as the Erasmus statue, circle the tower's upper level.

At the tower's top, a domed roof extends another ten feet beyond the uppermost band. Five stone spikes protrude from it at odd angles, looking much like an opening flower or an outstretched claw — depending on your viewpoint. The tower's upper level and dome are spotted with several hundred small, star-shaped stained-glass windows of various colors.



A Spot check DC 15 notices that the windows on the southern side of the dome seem dimmer than the others.

Architectural enthusiasts call Erasmus' tower his Experimental Period, which, to those in the know, only includes this one structure; none of the buildings on the university's campus exhibit such a style. Rumor has it that the style emerged after Erasmus experimented with some strange potions he'd discovered on an extraplanar adventure.

The tower sits on the sloping northern end of the village, very close to the hills. It rises above the other buildings in the village, and no trees or bushes grow near it. In fact, there is very little sign that it is actually inhabited. The villagers refer to the tower as "the mayor's house," as all those who have inhabited it have taken on that particular responsibility.



Unless otherwise noted, as in the case of the iron front door, the doors in Alton Lorock's tower, including those on the stable, have the following qualities:

These are strong wooden doors, and are 2 inches thick; hardness 5; 20 hp; AC 5; break DC 23 (DC 25 if locked).

GROUND FLOOR

Anyone coming within fifty feet of the tower definitely smells the tell-tale signs of a horse within. An occasional whinny may be heard, as well.

The dirt-floored bottom level contains the set of stairs running up to the side of the central cylinder, a small privy, and a stable with three stalls and a tack room inside of it. A one-horse carriage and a well to the right of the stairs are the only other features of interest on this level.

STABLE

A round stable with three stalls and a tack room take up most of this level, just inside of this level's circle of archways. A fine black mare mills about in the stall closet to the central stairway. An engraved sign on the stall door reads "Gelara." As her master has not fed or exercised her since the night before the ball, she is upset. She snorts often and stomps her hooves in anger. If anyone nears the stairway or her stall, she quickly pokes her head out, hoping Alton has finally arrived to feed and adore her. When she realizes it's not Alton, she snorts angrily and turns around, then kicks the stall door with her back legs.



GELARA, LIGHT WARHORSE

Large Animal

CR 1; SZ L (animal); HD 3d8+12; 25 hp; Init +2 (Dex); Spd 60 ft.; AC 15 (–1 size, +2 Dex, +4 natural); Atk melee +4 (1d4+3, 2 hooves); melee –1 (1d3+1, bite); Face 5 ft. X 10 ft.; Reach 5 ft.; SQ Scent; AL N; SV Fort +7, Ref +5, Will +2; Str 16, Dex 14, Con 18, Int 4, Wis 13, Cha 8

Gelara is more intelligent than most horses and very strong-willed; she is valued at 200 gp. She loved Alton Lorock dearly, so she will outwardly pine for him when he does not show up within a day or two, even if she is otherwise well cared for.




An *animal friendship* spell or a Handle Animal check (DC 25) is required to control the temperamental animal. If a *speak with animal* spell is employed, she tells the PCs that she hasn't seen her master since the night before yesterday. Although she saw him return from work that evening and go inside, he never came back out to feed her.

The other two stalls are empty.

The door to the tack room is locked. Inside the room are various tools, horse blankets, two barrels of oats, an expensive saddle (250 gp value), and chain barding (250 gp). A locked secret door in the western wall opens to a ladder shaft, leading thirty feet down into a tunnel. If the PCs explore the tunnel, they may indirectly discover Cavanaugh's nightling project; the tunnel connects to the area beneath




the chancellor's manor house, as the manor once belonged to Erasmus Grimm, as well; see the Basement and Tunnels section in Chapter Five for more details.

 An Open Lock check (DC 16) is required to open the tack room door, and a Search check (DC 18) is needed to find the locked secret door leading to the tunnel system. The DC for the Open Lock check to get past the secret door is 20.

STAIRS


In front of the stable is a set of stairs leading twenty feet up toward a black iron door. A small, round dish extends from the iron door at the height of the doorknob. The dish is an offering plate, and anyone placing at least 1 gp within it gains automatic entrance to the first floor's waiting chamber; see page belong. The gold teleports to a chest located underneath a trap floor in the library; see page 26. This is a leftover feature from Erasmus' day; he served as a sage in the area, and people had to pay a fee to gain an audience with him.

 The iron door is 4 inches thick; hardness 12; hp 80; AC 4; break DC 28. It is locked (Open Lock check DC 28), and Cavanaugh's assassin Graves trapped the door with a *fire trap* scroll scribed at 9th level. Anyone opening the door takes 1d4+9 fire damage in a 5-foot radius as per the spell;

Reflex save DC 16 for half damage. Rogues need a Search check and a Disable check (DC 29 for both) to locate and disarm it.

FIRST FLOOR

The iron door at the top of the entry stairs leads to the waiting chamber from the ground floor. In order to gain access to the library and the kitchen areas, the PCs must locate the six-foot-long by six-foot-high illusory section of the wall on the north side of the room. It is located twelve feet off the ground. The floor in the waiting chamber is ten feet lower than the rest of the first floor.

 A Search check (DC 25) reveals the *illusory wall* spell hiding the entrance to the rest of the first floor. Erasmus Grimm and subsequent tenants of the tower used a simple *ring of levitation* to access the rest of the building.

WAITING CHAMBER

The waiting chamber is a round room with a twenty-foot diameter and walls that stretch almost fifty feet up to the domed ceiling above. If it's daylight when the PCs enter this area, hundreds of pools of star-shaped light spill onto the lower walls and floor from above.

Six dwarven statues — leftovers from Erasmus' ownership of the manor house — circle the room's interior. The

armless, headless body of Alton Lorock lies in the center of the statues, covered in a black robe. Rolling him over reveals a dagger-sized stab wound in his back.

Nothing of value remains on the corpse. Each statue depicts a famous local dwarven hero and is valued at 250 gp.



Alton Lorock's arms are located in Cavanaugh's *bag of arms* (see Chapter Five, page 44), a wondrous item Lorock created, but which the assassin Graves removed from Lorock's person and gave to Cavanaugh.

Cavanaugh had Graves remove the necromancer's head as an extra precaution — in case anyone with magical abilities found the body, he didn't want the necromancer to reveal anything about his nightling project. Cavanaugh's a very paranoid man, after all. He decided to display the upstart's head in his hidden lab; see Chapter Five, page 43.

Unfortunately for Cavanaugh, Graves couldn't find the illusory section of the waiting chamber wall to gain access to the rest of the tower and remove the other incriminating clues; a nightling corpse and a hidden note from Lorock to himself can give PCs clues to Cavanaugh's plan.

LIBRARY

The illusory portion of the wall in the waiting chamber leads into Alton's library. This room has two tables and two standing shelves in addition to those that line the walls. The room is magically illuminated. Except for a three-foot path leading to a bookshelf and then to the southernmost table, and another crossing the floor to the kitchen, thick dust covers this room. On the table lies an open book, entitled (in Dwarven) *My Travels Volume II*, by Erasmus Grimm. If the PCs have a means of understanding Dwarven, then read or paraphrase the excerpt from Erasmus' book below, or provide them with a photopy.

The books housed here are over 300 years old and the total library is valued at 4,500 gp. The books are all written in Dwarven and cover all things of that culture: history, lore, religion, metallurgy, architecture, etc. Texts on magical theory can be found on the shelves as well. Some of these texts have been translated and are included in the Cavanaugh Library on Grimm Thorpe University's campus.



Underneath the northern table is a trap door (Search check DC 20). Opening the trap door reveals a dwarven-made, *arcane locked* iron chest (hard-

We had been in the drow lands for twenty days, and our supplies were running low. Luckily - or so we thought. Valloc, one of our human companions, located an underground stream trickling down a dark wall of stone. Valloc, having emptied his last water skin the day before, drank heartily from the stream itself and filled his skins to brimming.

All went uneventfully until we made camp three nights later, and when I went to relieve Valloc from his watch, I noticed that his skin had grown black, and he complained heavily about a searing pain running through his body. Our priest looked him over and tried his curing magics upon him, but to no avail. Within hours, the human transformed into something dark and demonic-looking; his body hunched forward, horns grew upon his head, and his hands sprouted dangerous claws. His eyes ... those terrible eyes ... glowed red, and when I looked upon them, I couldn't move.

Several of my companions drew weapons and attacked, but their weapons would not drive through his ... its... skin. Then the

young Ferocass, my dwarven kinsmen, drew his dead father's magical waraxe, and his cut connected with bone. Even as he laid into our former friend, three creatures just like him appeared in the tunnel area around us. Legrande and the human barbarian, Holtac, came to his aide, fighting them off heroically, and we all managed to escape with our lives.

It wasn't until several days later that we learned the cuts that Holtac had received in battle had infected him with the same disease that had afflicted Valloc; none of us saw black patches that showed he had been stricken until it was too late. Needless to say, we lost two friends to this strange malady. The area's natives later told us that the black stone the stream trickled from had tainted the water Valloc drank. They called the rock "shadow stone," and they said that it made Shadow Men or Nightlings of those who drank water contaminated with it. Worse, anyone wounded by these creatures could become one of them within three days, as we had seen firsthand.

ness 8; hp 50; AC 5; break DC 35). The chest contains 365 gp, which has been *teleported* from the magic offering plate on the door of the tower's ground level.

KITCHEN


The kitchen contains a table with six chairs, a large fire-place for cooking, shelves with spices, a wine rack with eight bottles of dwarven wine, several jars of preserved vegetables, and some mugs. Pots and pans line the walls, and a drawer holds eating utensils. Alton, who had a penchant for dwarven wine, purchased it very recently; each bottle is valued at 50 gp.

GUEST ROOM

This room is very dusty and contains five rotten cots left here from Erasmus' day, when they were used to accommo-date friends or guests who visited his library.

SECOND FLOOR

In order to gain entrance to the second floor, inhabitants must reach a second six-foot-long by six-foot-wide illusory section of the waiting chamber wall forty-two feet up; the waiting chamber acts as an elevator shaft for the tower, effectively.


 Unless a character can *levitate* or fly and is actively searching the upper portion of the waiting chamber wall, do not allow a Search check

to locate this door. If a character has means to search at this height, a Search check (DC 25) reveals the *illusory wall* spell hiding this level's entrance. Alternately, if the characters discovered the other *illusory wall*, you might allow them a Will check at the same DC to find this opening by disbelieving the illusion if they're actively looking for it.

LABORATORY

The second illusory section of the waiting chamber wall leads into Alton's laboratory. The lab contains a thirty-foot-long table strewn with books and beakers, four bookshelves, and a smaller, six-foot table.

The stench of alchemical preservatives and death permeate this room, and on the table rests a black, horned humanoid corpse — a nightling. The corpse's skin is chiti-nous, and the fingers on its left hand end in long claws; the right hand, however, has dark, scaly patches upon it, but otherwise looks human.

 Of the numerous bottles on the long table, three are completed potions: *cat's grace*, *invis-ibility*, and *ghoul touch*.

The bookshelves hold thirty volumes on necromancy, the undead, and alchemy; the total lot is valued at 1,200 gp



Alton's Spell Books

SPELLS & RITUALS

This fake spellbook is trapped with an *explosive runes* spell. A Search check (DC 28) is required to find the trap, and a Disable Device check (DC 28) is required to remove it. If the trap is not removed and someone reads it, he takes 6d6 points of damage. The contents of the book are copied from a remedial text-book on alchemy; the book is valueless except as a trap for the unwary.

TALES OF THE UNDEAD

Alton's real spellbook contains the following spells:

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

1st Level — *animate rope*, *cause fear*, *charm person*, *chill touch*, *detect secret doors*, *detect undead*, *identify*, *mage armor*, *magic missile*, *ray of enfeeblement*

2nd Level — *arcane lock*, *cat's grace*, *darkness*, *dark-vision*, *detect thoughts*, *ghoul touch*, *invisibili-ty*, *leomund's trap*, *scare*, *spectral hand*

3rd Level — *dispel magic*, *explosive runes*, *fireball*, *gentle repose*, *halt undead*, *hold person*, *light-ning bolt*, *slow*, *vampiric touch*

4th Level — *contagion*, *detect scrying*, *enervation*, *fear*, *fire trap*, *minor globe of invulnerability*, *minor creation*, *polymorph other*


5th Level — *animate dead*, *dismissal*, *fabricate*, *fee-blemind*, *magic jar*, *major creation*, *telekinesis*

6th Level — *circle of death*, *disintegrate*, *globe of invulnerability*, *improved animate dead**

* denotes a new spell Alton created; see page 28.

(excluding the spellbook below). Amidst these thirty volumes are two particular books of interest: a large, elaborately decorated, leather-bound tome entitled *Spells & Rituals*, which is prominently displayed on a stand; and an unassuming book entitled *Tales of the Undead*, which is Alton Lorock's real spellbook.


Two archways on the south side of the internal wall lead into Alton's bedroom.

 Several folded and torn pieces of paper rest inside the spellbook's covers — these are miscellaneous notes, spell component reminders, the beginnings of spell research, and “to do” lists. On a successful Search check (DC 15), the PCs find a note Alton scribbled to himself out of boredom one day while his class took a written test. He placed it in his spellbook and forgot

about it. Alton's handwriting is horrible, so an Intelligence check (DC 12) is required to decipher his script; see the handout on page 29.

BEDROOM

The bedroom contains two plush sitting chairs, a fifteen-foot-long by fifteen-foot-wide, elaborately carved bed, and an armoire. Inside the armoire are several sets of black robes and cloaks. A chamber pot sits by the bed. Heavy, black tapestries line the bedroom's walls, blocking out the light from the star-shaped windows set in them. Because of this, the windows appear dimmer on the southern side of the tower.

 A Search check (DC 15) reveals a finely made cloak within the armoire. It is a *cloak of protection +2*.



Improved Animate Dead

Necromancy [Evil]

Level: Clr 4, Death 3, Sor/Wiz 6

Components: V, S, M

Casting Time: 1 action

Range: Touch

Targets: One or more dead body parts touched

Duration: Instantaneous

Saving Throw: None

Spell Resistance: None

This spell turns the separated body parts of dead creatures into animated undead — they are effectively Small zombies. The spell is similar in all respects to *animate dead*, except that it does not require complete bodies to form undead. The new undead uses the stats for the standard SRD Small zombie with the following modifications:

- It can fly at 30 ft. (poor) rather than having a walking speed.
- It keeps its Dexterity and Improved Initiative bonuses to Initiative.
- It still has its original Dexterity and any natural bonuses to its AC, and bonuses from any armor it can still wear, such as gauntlets. It adds to this the size and natural bonuses of a Small zombie.
- It retains the attacks that it had in life that are still possible for it to use (for example, unarmed attacks and one-handed weapons), and gains the Small zombie's slam attack.

- It keeps the attack and damage bonuses the original creature had that were not dependent on magic items or other factors it doesn't now have access to, and gets its original Base Attack Bonus and Strength bonus to its new slam attack. If an arm was originally the creature's off-hand, this no longer matters.
- It still has its combat-oriented special abilities and feats, if still useable in its new form.
- It has its original Strength and Dexterity scores, as well as its Reflex save; it has no Constitution or Intelligence scores, and uses the Wisdom and Charisma scores of a Small zombie.
- It does not suffer from the Partial Actions Only extraordinary ability of typical zombies, since it retains its former Dexterity.
- Its CR goes up one per four levels or HD the original creature had.
- If this spell is cast on a spellcaster's arm, the arm retains the last spell cast in life at its original caster level, and it may cast this spell once per day without the need for components.

Material Component: You must place a black onyx gem worth at least 20 gp in the hand of each arm, or otherwise place it on the body part. The magic of the spell turns these gems into worthless, burned-out shells.

Nightlings? How did Cavanaugh create these dark creatures? Did he acquire the shadow stone of which Erasmus spoke in his travel journal, or are they the result of his transmutation magics? I do know that he is their creator, for I tracked some of the creatures to his underground lab, as they dragged poor Korliss Sorensen to their lair. I can guess his fate ... and probably that of the other missing students. At least one of them has kept its intelligence, though ... maybe there's still hope for an antidote?

Either way, I will have to confront him about them, especially since I've acquired one as proof of their existence ... thanks to the groundskeeper's tip and the timely assistance of Malvina Zevlin. Its right hand is still human even! I think his dirty secret is worth the 5,000 gold pieces I owe Graves for getting those monk arms for my little project. If he doesn't pay up, I'll just release his secret to the clerics of Solvera. Won't they be surprised that their favored son is an evil, monster-creating brute!


Meanwhile, I think I'll make another trip or two into the tunnels to find out more, and maybe talk to Kervick Halstromm about that stone. He's sure to know about the rock. I'd best prepare for a three-hour lecture on it, though."



CHAPTER THREE

The University

Grimm Thorpe University sits 150 yards to the east of the village of Grimm's Thorp, and one mile from the town of Solanton. The main road through the village leads directly to its front gates, which are watched by six security guards at all times. A smaller road leads to its back gates, which are guarded by six more guards. Twenty-foot-high and one-foot-thick walls made from the same gloomy, gray stones as Erasmus' tower surround the university in an oval shape. Eight battlements extend above them at intervals.


 A Spot check DC 20 realizes that only the four of the battlements nearest the front and back gates appear to be manned by campus security; there are two guards in each of these.

An appropriate Knowledge check DC 12 determines that six guards at the front gate and another six at the back, plus those in the battlements seems a bit excessive for a peaceful university. They don't look like particularly dangerous sorts, though.

All of the security guards are 1st-level fighters; there are another 15 guards patrolling the campus inside of the walls.

The tops of most of the buildings can easily be seen from outside the university's walls. From the front gate, in particular, the large bell tower of Grimm Hall, its shiny bronze bell contrasting sharply with the dreary gray stone surrounding it, can be seen rising prominently above the nearby buildings. In the distance behind it another tower — that of Tyman Tower — rises even higher than the bell tower.

Inside the university's walls, the grounds are kept green and immaculate. Plants, trees, and flowers line the walkway paths, but the vegetation does little to liven the sense of foreboding created by the looming stone structures, however.

 A Wilderness Lore check DC 15 lets a PC realize that, oddly enough, no squirrels or birds are in sight, although insects still buzz about.

Unless otherwise noted, the buildings on Grimm Thorpe University's campus are made of the same dark gray stones. These massive blocks were brought down from the neighboring mountains and carved by the former inhabitants of Grimm's Thorp, many of whom, like Erasmus Grimm, were dwarves. Inside the buildings, the rooms are

naturally cool and have twenty-foot-high ceilings. The rooms always seem dark, no matter their light source. The furniture within is of high quality, though it shows definite signs of age, and the hanging tapestries, once vibrant, are now faded and moth-eaten in places.



As of the morning after the ball, the well at the university is tainted with the shadow stone. Anyone drinking the campus' water, other than a paladin with Divine Health, must make a Fortitude save (DC 16) or become infected with the nightling "disease," swelling the nightling army's numbers even more — unless the PCs succeed in thwarting Cavanaugh's plan; see Appendix IV.

Tour of the Campus

If the PCs legitimately enter the university as new regents, alumni, or visitors attending the ball, at the front gates they are assigned the half-orc graduate student Torlov as a tour guide; the PCs are not allowed entrance past the gate unless they accept his presence. GMs will note that each building description below has a Tour Info section that may be read aloud to the players. If the PCs evade the tour and investigate the buildings on their own, merely provide the appropriate building's description.

BEGINNING THE TOUR

The tour starts in front of Grimm Hall. It then moves counter-clockwise around the campus. So as not to tire out the guests, the tour only includes a brief visit of the following buildings' first floors: Grimm Hall, Braeyde Hall, the Common Hall, Tyman Tower and Labs, and Cavanaugh Library. Torlov's group walks by the student dorms, the barns, the chancellor's manor, and Havermale House. As most of the other buildings are domiciles or unimportant buildings, Torlov does not mention them unless directly asked; information is included below for these buildings, though, in case the PCs ask about them or want to explore them. These off-the-tour buildings include the eastern and western barracks, the guard station, and the warehouse.

Torlov answers any questions related to the campus' history. He does not willingly gossip about professors or missing students — unless questioned until enraged or otherwise tricked into doing so — and his responses are brief. However, he has seen a great deal of what's been happening on campus, and he knows about Cavanaugh's creations in the tunnel system. See his entry in Appendix I for roleplaying notes and other information on Torlov.



Grimm Thorpe University

Size: Hamlet; **Power Center:** Magical and Conventional; **Power Center Alignment:** True Neutral; **GP Limit:** 55,000 gp*; **Assets:** 550,000 gp*; **Population:** 200 (100 students, 20 full- and part-time faculty, 35 security guards, and 45 staff such as gardeners, cooks, servants, and clerks)

Authority Figures: Chancellor Charles Cavanaugh, 9th-Level Human Wizard (Transmuter); also, the ten-member Board of Regents

Important Characters: The faculty and administration listed in the Introduction and detailed in Appendix I

* Although the size of a hamlet, Grimm Thorpe University's GP and Asset limits reflect the faculty's ability to produce magical items. At the GM's discretion, the PCs could purchase or have a faculty member make-to-order any magical item of up to a 55,000 gp value — or more, if the GM is feeling generous.

Tour Info: "As you know, Grimm Thorpe University is celebrating its 300th anniversary. Erasmus Grimm built the university, which only consisted of Grimm Hall then, within five years of settling this area. He was able to complete it quickly by using magical building spells and the labor provided by the inhabitants of his thorp, who were mostly dwarves at the time. When Grimm Hall was completed, he opened its doors to students. To differentiate the school from the village in the minds of the learned, he called the new school Grimm Thorpe, thinking that the added 'e' would prove more sophisticated.

"As time passed, hostile humanoid tribes began to flood into the area, so Erasmus built a wall around the university for protection. Thus, the university became a safe haven for those families living in the nearby thorp as well.

GRIMM HALL

Grimm Hall stands 150 feet high at its tallest point, which is its bell tower. Two spires stretch out toward the sky adjacent to the bell tower, but they only rise to 120 feet, allowing the tower and its lustrous bell to be displayed more prominently. A magnificent rose window faces the road. An ornate five-foot-tall silver statue of Erasmus Grimm, identical to the one in the alcove at Alton Lorock's tower (and also valued at 1,000 gp), sits on the right side of the building's walkway. Torlov shows his charges through the main floor of this building.

Tour Info: "As I mentioned before, Grimm Hall was the first university building established. Erasmus Grimm designed it himself, and it used to house all the classrooms, labs, and living quarters for both the students and the faculty, in addition to a small library of books Erasmus brought back from his adventures and travels. It now holds the university's administrative offices.

"In its 300-year existence, Grimm Thorpe University has had only seven chancellors. Paintings and statues of these great men and women can be found throughout the

campus. You'll notice that a silver statue of Erasmus Grimm rests here in front of Grimm Hall.

"I'm certain that everyone has also noted the bell tower of Grimm Hall and its well-kept bell. The bell is polished daily, though it's rarely used. It used to mark the beginning and ending of classes, but now it's only tolled on special, often somber, occasions, such as the death of a student or faculty member. The last time it was tolled, in fact, marked the passing of the previous chancellor, Eveliss Braeyde."

Note: if the PCs know about Alton Lorock's death and inform the university officials of his assassination, the bell is chimed in his honor. If the PCs haven't discovered the body at this point, it will be several more days before someone in the village braves the tower and finds him within.

MAIN FLOOR

The main floor of Grimm Hall houses the university's administrative offices, including the chancellor's office and a large conference room. A gold plaque rests on the wall in front of the chancellor's office suite. It lists the service dates of each of the university's previous chancellors. Only Charles Cavanaugh's service dates remain blank, as he has not completed his term in office.

SECOND FLOOR

The second floor of Grimm Hall contains little-used classrooms. These rooms are only opened to students when class sizes at Tyman Tower expand beyond their capacity, which isn't often.

BASEMENT

The basement of Grimm Hall houses the faculty's laboratories. Cavanaugh's laboratory here has a secret trap door with a ladder that leads down into the tunnel system below the university.



A Search check (DC 25) is needed to find the unlocked secret door.

BRAEYDE HALL

Braeyde Hall stands thirty five feet tall. Unlike the other campus buildings, this hall is made all of white marble. Its stained glass windows depict people of all races bowing before the beauty of a dominant, yellow sun. Marble steps lead to sets of elaborate teak doors on either side of the building. The tour includes only the main floor of this building.

Tour Info: "Braeyde Hall was named after the previous chancellor, Eveliss Braeyde, for whom the bell last tolled. Chancellor Braeyde enjoyed extravagant affairs, and felt that the Common Hall just wasn't suited for

such parties. So Braeyde Hall was built as an elegant place to entertain the university's benefactors and alumni. During her leadership, three of the annual ball celebrations that now take place at the Temple of Solyera were held here. You may also have noted the similarity in architecture between Braeyde Hall and the Temple of Solyera; the temple helped fund the project. When the temple was completed three years ago, Chancellor Cavanaugh decreed that Braeyde Hall not be used anymore for social gatherings, as such events interfere with the students' studies. I also understand that he's a bit averse to alumni visitations, but it's a tradition the Board of Regents would not let him break."

Campus Map:

Grimm Thorpe University

0 100 200
All distances in feet.



1. Grimm Hall
2. Braeyde Hall
3. Common Hall
4. Student Labs
5. Tyman Tower
6. Barracks

7. Student Dormitory
8. Barn
9. Warehouse
10. Guard Station
11. Chancellor's Mansion

12. Chancellor's Guest House
13. Chancellor's Stable
14. Cavanaugh Library
15. Havermale House
- X Tunnel System Entrance

Esteemed Chancellors of Grimm Thorpe University

Chancellor	Years of Service	Chancellor	Years of Service
Erasmus Grimm	187	Waverlin Cavanaugh	22
Galrin Tyman	43	Eveliss Braeyde	13
Angeline Havermale	32	Charles Cavanaugh	

MAIN FLOOR

Just inside the entrances to Braeyde Hall stand well-detailed silver statues of prominent servants of Solyera, one of whom is Eveliss Braeyde; there are five statues in all, and each is valued at 500 gp. The main floor of Braeyde Hall contains the kitchen, two water closets, and a lavish hall for hosting social events. The hall has an arched teak ceiling and a beautiful mosaic floor depicting a brilliant sun. A raised platform sits at one end of the hall for minstrels and small groups of performers.

BASEMENT

The basement of Braeyde Hall houses the university's pantry and wine cellar. Over 200 bottles of wine can be found in the cellar. The wines are of average quality and expense (8 gp each), but there are fifty enclosed in various chests that are each worth 100 gp or more. In addition to the pantry and wine cellar, the basement houses a workshop and boarding room for the university's carpenter. Broken chairs and desks can be found within this room.

COMMON HALL

This building is quite plain in appearance; it is a long, stone, institutional-looking rectangular hall with very small windows. A whitewashed wooden walkway with carvings of everyday university scenes — such as classroom activities and farm work — extends from the Common Hall to Braeyde Hall's kitchen. The university's well sits fifteen feet away from the kitchen's back door. Torlov shows the PCs through this building.

Tour Info: "The Common Hall serves as the student dining area, although it was used to host social functions before Braeyde Hall or the temple were built. Student meals are served at 6:00 a.m., noon, and 5:00 p.m. The students have an hour between classes and chores to eat. Depending on the time of day, the fare usually consists of gruel, water from the campus well, freshly baked bread, and vegetables from the student farm. Rarely are the students given meat, though eggs are often provided.

"Servants from Braeyde Hall's kitchen bring dishes to the Common Hall, where the students eat buffet-style. While the serving lines are orderly, the noise level does get

quite high at times. The faculty members are required to rotate weeks chaperoning the student meals; two faculty are present at all meals. This is, of course, not something that they enjoy doing."

MAIN FLOOR

The Common Hall only has one floor. The doors to the Common Hall remain open at all hours of the day, though the students are only served during the times that Torlov mentions. Six cloth-covered tables here seat thirty students each. Two other chairless tables hold the spread for the banquet-style meals.

If the PCs enter the building at one of the serving times, the Common Hall is in utter chaos: food fights are in progress, the noise level is deafening, and minor magics are being cast across the hall. The noise can be heard from outside, and Torlov enters to investigate if the PCs do not. He calms the students down with threats of expulsion, and tells the PCs that Professor Lorock was supposed to be on meal duty, but he's not there.

Torlov is aware that Cavanaugh fired him, so he is not surprised by his absence. (Of course, if the PCs have already told the university officials about Alton Lorock's death, Torlov may not be expecting him for this reason.) He merely thinks that the administration failed to replace the professor on the meal roster. He doesn't mention this to the PCs, however, as he tries to maintain some decorum on the tour, even though he resents doing the job. If the PCs overheard information about the professor's termination at the ball, and they bring it up to him, he does not deny it. He says, "Yes, I have heard that, but no official information has been released about the incident."



The students in the Common Hall have all consumed water from the campus well at various points of the day, so some are exhibiting signs of the transformation. A Spot check (DC 15) reveals the dark rashes on the affected students' arms and necklines.

TYMAN TOWER AND LABS

Tyman Tower is a six-story, 180-foot-tall, circular building, with an annex extending off its eastern side. The tower has no visible windows. A battlement with an old ballista resting in it — currently aimed at the university's orchard — sits on the roof. The annex is a long hall, similar in appearance to the Common Hall, though twice as wide and three times as long. Torlov shows the PCs through the first floor of tower and through the attached labs.

Tour Info: “Galrin Tyman, the university's second chancellor, had this tower and its adjacent laboratories built during his reign. All classes are currently held in the tower, and it also houses a small alchemical library. Before the Cavanaugh Library was built, which was named for Waverlin Cavanaugh, not our current chancellor, the tower contained the main library, which was moved from Grimm Hall. The alchemical library holds scribed copies of every alchemy book available at Cavanaugh Library; this just allows for easier access.”

FIRST FLOOR

The first floor of Tyman Tower houses the library and its librarian, Adla Vrek. Adla may be able to help the PCs discern the nature of the alchemical scroll dropped by Cavanaugh's apprentice Gelrin, if they haven't deciphered it themselves.



Adla can be convinced to help decipher the scroll on a Bluff check DC 15. Any attempt to Intimidate her prompts her to scream for security. Her total Alchemy skill modifier is +10.

If the PCs search the library for alchemical texts, Adla tells them that Chancellor Cavanaugh has checked out a great many of the texts at this time. She adds that the books are overdue.

UPPER FLOORS

The floors in Tyman Tower above the first are filled with well-appointed classrooms, all magically lit. Depending on the time of day, they may be bustling with gray-robed students and their harried professors rushing to class.

LABORATORIES

The annex contains teaching labs where students each have a bench assigned to them. Several students can be found here at any time, practicing their craft in preparation for exams, and Professor Kevrick Halstromm is generally supervising them.

EASTERN BARRACKS AND COURTYARD

The eastern barracks is a long rectangular building, standing only twenty five feet tall. The plain building looks very much like the Common Hall. It is not on the tour, but



Torlov's response is included below, should the PCs ask about it.

Tour Info: "That's the eastern barracks. It houses the university's guards and servants. You'll note that, unlike the students' dorm, it has its own courtyard," he says bitterly.

STUDENT DORMS

The student dorm building is a plain three-story-tall building. Each dorm room is fifteen feet wide and fifteen feet long, and two students share each room. A billboard displaying "This Month's Slackers" sits in front of the building. Only one slacker's name is on the board: Korliss Sorensin. The tour does only a walk-by of this building.

Tour Info: "This is the student dormitory. Men have the upper three floors and women the lowest one. Currently, a hundred students reside in the building, and eighty five of them are males.

"Each floor has a resident director who sees to it that the rules and regulations of the dorm are followed. Anyone disobeying those rules is sent to the chancellor for punishment, which often consists of added chores after classes.

"The Temple of Solyera also helped fund the building of the dorms, though you wouldn't know it by its stoic appearance. In fact, the High Priestess Giorna Kal has been a major proponent and benefactor of the university for some time."

If asked about the billboard, Torlov states that lazy students' names get placed on the board, and they are then assigned additional duties, such as cleaning out the stables. He adds that Korliss' name has been on the board since he came to the university, but he recently left school — just before he was about to be kicked out — and no one has bothered to remove his name.

UNIVERSITY BARNES

These two large barns house the university's cows, horses, pigs, and chickens. Much of the area between the barns and the eastern walls is farmland. A thriving orchard of apple, orange, and pear trees and a small lake are also on this side of campus. An access hole in the northern barn leads to the tunnel system. The tour calls for only a quick walk-by of this building, but it may deserve further investigation.

Tour Info: "The students work the farm and take care of the animals as part of their responsibilities. These chores are done in the two and a half hours between breakfast and the first scheduled classes.

"The most interesting feature of the main barn is the access hole that leads to a tunnel system below the barn. Erasmus Grimm had the tunnels built for transporting supplies to and from the mountains, though I understand they may also have been planned as escape routes, in case overwhelming forces attacked the university. Some of the more

curious students have been known to try to explore them ... a few have gone missing in the process."

If the PCs explore the barn toward dusk, there's an eighty five percent chance that the love-struck students Isak and Aasta are meeting here clandestinely. They know about the tunnel entrance here, and can show the PCs where it is if asked.



A Search check (DC 12) reveals the grate-covered access hole to the tunnel system below, located by the northern barn. The grate is loose but heavy; it takes a Strength check DC 12 to lift it.

If the PCs don't find the tunnel entrance on their own, on a Spot check DC 25 they notice a dark humanoid shape lurking around the corner of the northern barn, obviously torn between hiding and trying to get the attention of the PCs.

This is the missing student Nalix Corry; he has kept his intelligence despite his transformation into a nightling. He tries to make contact, recognizing that the PCs are the ones Cavanaugh is so afraid of. He cannot speak, but he makes gestures for them to follow him, and he leads them to the tunnel system — assuming the PCs don't butcher him. Nalix's stats are included in Appendix I, and more information on nightlings can be found in their entry and in Appendix IV.

Torlov is more annoyed than frightened by the nightling's appearance, and does his best to keep his charges from entering the tunnels. He may call the security guards if they insist on breaking off the tour early. He won't follow them into the tunnels under any circumstances, however.

GUARD STATION

The guard station sits near the northern gate. It is a plain wooden, twenty-foot-long by twenty-foot-wide building. It is not on the tour, but Torlov's response is included below, should the PCs ask about it.

Tour Info: "Merchants use this gate to bring their supplies to the campus, so as not to impede official university business at the front gates. Five to ten security guards may be found here at any given time. They check all shipments coming through."

WAREHOUSE

The thirty-foot-high wooden warehouse is a hundred feet long and fifty feet wide, and contains dried foodstuffs, furniture, linen, writing materials, and lab materials.



Unlocking the heavy wooden warehouse door requires an Open Lock check (DC 20). A Strength check (DC 23) is needed to break it down.

The warehouse is not on the tour, but Torlov's response is included below, should the PCs ask about it.

Tour Info: "Once supplies are received at the north gate, they are kept in the warehouse for storage. Several clerks receive and divvy out these supplies, and servants with horse-drawn wagons take the supplies to their ultimate destinations."

THE CHANCELLOR'S MANOR

The chancellor's manor is a fortified building with twenty-foot-high stone walls that block the view of its grounds. This house is home to the current chancellor, Charles Cavanaugh, and this is where much of his experimentation is done. A map and details of this building can be found in Chapter Five, but the tour does not go inside its gates.

Tour Info: "This is the chancellor's manor. Although you can't see within, the grounds boast a private pond, a stable, horse-riding trails, its own gardens, a lab, and a guesthouse."

CAVANAUGH LIBRARY

Cavanaugh Library is two stories tall, and it is topped with two spires. It also has a prominent rose window. Torlov takes his charges through the first floor of the library only.

Tour Info: "Waverlin Cavanaugh, the current chancellor's father, established this library over twenty years ago. It was obvious to him at the time that the rooms serving as the library in Grimm Hall were inadequate for the university's research needs. The library currently houses over 2,000 books."

MAIN FLOOR

The main floor of the library contains large shelves packed with books, study alcoves, and scattered desks and tables. Smaller rooms at the back of the building serve as offices and storage for newer books awaiting cataloging. Rare and "dangerous" books are also housed in these areas.

If the PCs check the library for transmutational texts, they find that many of the books are checked out. Asking a librarian confirms that Chancellor Cavanaugh has checked them out, and they are overdue.

SECOND FLOOR

Alchemy texts are on the upper floor of the library; copies of these texts can also be found in Tyman Tower's alchemical library for the convenience of the students working there.

HAVERMALE HOUSE

The four-story Havermale House is a genteel-looking manor of gray stone, surrounded by a black iron fence. Lush gardens block the view of its internal courtyard. Since this is a private residence, the tour doesn't go inside the building.

Tour Info: "This building was named after Chancellor Angeline Havermale, who felt the faculty deserved nice housing and other perks for serving the university. It was completed during her last year as chancellor, and she provided most of the funding herself.

"Each faculty member is offered a rent-free, furnished, five-room apartment in Havermale House for working at the university. Living in the house is not a requirement, but most take the university up on the offer as it cuts down on their living expenses. Alton Lorock, professor of necromancy, is the only professor that does not live on campus, as he's also the mayor of Grimm's Thorp village."

WESTERN BARRACKS

The western barracks appear similar to the eastern one, except that it lacks a courtyard. It is not on the tour, but Torlov's response is included below, should the PCs ask about it.

Tour Info: "The barracks on the western side of the main gate are for travelers and the local villagers to take shelter in, in case of a serious storm or a war. They are currently empty. The barracks can hold 150 people, which was the population of the village of Grimm's Thorp when Erasmus Grimm had it built."

ENDING THE TOUR

If the PCs are touring the day of the ball, Torlov leads the group back to the campus' entrance, where the security guards usher them out. If it's the day after the ball, he takes them to Braeyde Hall to enjoy some refreshments. The characters can leave the reception area and explore on their own, but any guards noting their presence on campus without a student escort ask them to return to the reception hall or leave the campus.

Tour Info: "I hope you have enjoyed your tour of Grimm Thorpe. If you have any further questions, I'll be glad to answer them."

Torlov answers any general question put to him, but he avoids questions about disappearing students or nightlings. If asked such questions, he directs the characters to seek an audience with Jaylin Vaas, the chancellor's assistant, whose office is in Grimm Hall.

After all their questions have been answered, Torlov humbly bids them farewell.



CHAPTER FOUR

Into the Heart of the Matter

The characters may uncover Cavanaugh's plot in several ways. Here are some possible avenues:

- If the PCs somehow manage to track the nightlings that kidnapped the anchorite Juliana or waylaid the priests on the road from Solanton, or if they bribe the group of worg wandering the countryside, they may find the northeast entrance to the tunnels in the foothills behind the university.
- If the PCs travel to Alton Lorock's tower in Grimm's Thorp, they might find the note stuck in his spellbook that Alton made to himself about Cavanaugh's nightling project. They may also discover the secret door in his tack room that leads to the tunnels and the basement area underneath Cavanaugh's manor.
- If the PCs acquire the alchemical scroll from the Fedris, the boy in Grimm's Thorp village, they could, with the help of the party's alchemist or one from the university or Solanton — Professor Ivara Carnen, Professor Vermmond Haguus, the Tyman Tower librarian Adla Vrek, and Solanton apothecary Belyr are all prime candidates — discern the formula's transmutational purpose. Knowing this could lead them to investigate the only transmutation magic specialists on campus: Vermmond Haguus and Chancellor Cavanaugh. The passages in the chancellor's laboratory in the basement of Grimm Hall and in the greenhouse on the second floor of his manor house (see below) might be discovered this way, leading the PCs into the tunnels.
- Alternately, the transformed nightling Nalix Corrv, whose transformation didn't affect his intelligence and personality, sneaks about campus searching for help in stopping Cavanaugh. He might show them the tunnel entrance in the barn during their tour in an attempt to foil Cavanaugh's plan.
- One other entrance exists in the hills of Dovrak's Feet just north of Grimm's Thorp. This entrance is marked on the map of the tunnels in the Basement and Tunnels section, below.

Exploring the Tunnels

The tunnel system stretches under the university and the village of Grimm's Thorp, and is crucial to Cavanaugh's plans. Most of the tunnels are roughly fifteen feet wide and ten feet tall. Erasmus Grimm and his dwarven laborers carved the tunnels from the campus to the village as an escape route should the university ever come under siege. Erasmus also had two tunnels extended to a cave system underneath the nearby hills. This facilitated trade with the dwarven clans that lived in the area. Ferocass, the dwarven trader who found the shadow stone for Cavanaugh, uses the tunnel entrance behind the village to make their trades in stones and test subjects.

ENCOUNTERS IN THE TUNNELS

While the PCs are in the tunnel system, roll for wandering monsters. The bugbears and the carrion crawlers are not affiliated with Cavanaugh; they just wandered in from the tunnels connecting to the hills and mountains beyond the village and the university.

ROLL	ENCOUNTER
1 – 4	Bandits (5)
5 – 8	Worg (4)
9 – 16	Nightlings (6)
17 – 18	Carrion Crawlers (2)
19 – 20	Bugbears (4)

If the party does not contain two or three combat-strong characters, the GM should scale down these encounters by

including fewer creatures in each episode, making it challenging but not murderous. The GM can also use the adventurer Augustine, whom the PCs should have met at the ball, to augment a weak party's spellcasting ability.

BANDITS



Use the stats in Appendix I. If any bandits are encountered as wandering monsters, subtract their number from the number of bandits that can appear as reinforcements for the final battle with Cavanaugh. There are a total eighteen bandits in Zela's band; if you would encounter more than that by rolling multiple times on this table while exploring the tunnels, roll again.

WORG

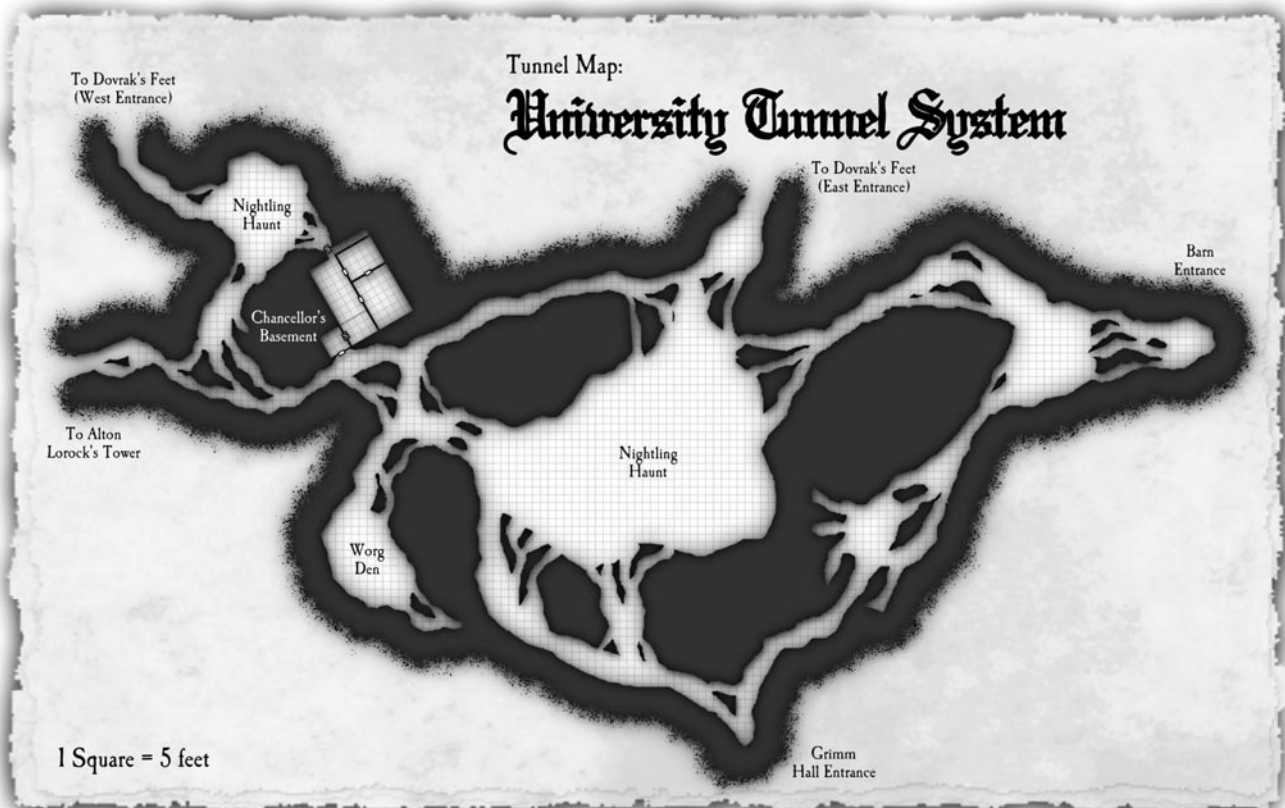


Use the standard SRD stats for all of these worg. The tunnel system is home to a pack of worg — a total of eight of them are in the tunnels and can be bribed to remain neutral or impart information; their two leaders are in Cavanaugh's secret lab. These worg are more concerned with protecting themselves than the upstart mage, though.

NIGHTLINGS



Use the stats in Appendix I. Like the worg, the nightlings can be found throughout the tunnel system. Their natural attacks can cause a form of lycanthropy in their victims. Although aggressive and ravenous, the creatures are obedient to both Cavanaugh and



Graves, and they view Cavanaugh as their god. Cavanaugh has created about forty of these creatures.

CARRION CRAWLERS



Use the standard SRD stats.

BUGBEARS



Use the standard SRD stats. Each bugbear carries a pouch with 25 gp in it.

Into the Chancellor's Manor

The chancellor's manor is a two-story building. Very few people know about the house's basement level and connecting tunnels; the engineer Legrande Grimm is one notable exception. Only one area of the chancellor's manor — the greenhouse — gives entrance to the basement level, and nothing on the main two levels of the house reveals anything in regard to Cavanaugh's research.

If the characters sneak into the house proper from the university grounds, keep in mind that the servants and Cavanaugh's family may likely encounter them. The campus security guards will defend the home, while Ellayne Cavanaugh, the chancellor's wife, tries to escape to safety with her young daughter. She fights back if attacked.

If the characters make their way into the lower level through the underground tunnels, skip down to the Basement and Tunnels section, below.

THE GROUNDS

Twenty-foot-high stone walls surround the chancellor's manor house and grounds. Inside the walls are a private pond with riding trails, gardens, a stable, a guesthouse, and the manor itself.

The guesthouse sits to the right side of the manor house. The guesthouse is a thirty-foot-long by thirty-foot-wide, unlocked house. It contains a bedroom, water closet, and a den area only. As the guesthouse is not in use at this time, its furniture is covered with sheets. A thin layer of dust covers the floor.

The barn is a sixty-foot-long by thirty-foot-wide structure behind the guesthouse. Inside are three light riding horses and a light warhorse. The light riding horses are valued at 75 gp each, and the warhorse is valued at 300 gp. Feed and tack for the horses can be found here, as well.

FIRST LEVEL

A broad porch spans the front of the chancellor's manor house. Stately columns run the length of the porch, and frame the large double doors.



Each window on the first floor is trapped with a *fire trap* spell; it takes a Search check DC 29 to locate, and a Disable Device check DC 29 to disable. Once the spell has been set off, the glass can be easily broken and entered.

The outer doors are made of very thick, strong wood; Strength check DC 23 to break. The inner doors are of less well-made material; Strength DC 18 to break. All locks should be considered of excellent make, and they require an Open Lock check (DC 25) to open.

DEN

Just inside the front doors is a receiving room used for entertaining guests. As such, it is well decorated and has very comfortable chairs. Paintings of the current and previous chancellors line the walls, and a cozy fireplace is on one wall.



Globes of *continual flame* brighten the room.

LIBRARY

The manor's library contains two tables and numerous bookshelves. The room is lit with magical globes and heated by a small fireplace. All of these books — many of which are copies of those at the Cavanaugh Library — are nonmagical, and they cover a variety of topics: history, religion, geography, demonology, etc. The total library is worth in excess of 3,000 gp.



If the PCs search the library and know that Cavanaugh is an alchemist and transmutation specialist — his teaching specialties are listed on the ball program — on a Wisdom check (DC 12) they note the lack of alchemical and transmutational texts.

MAIN STAIRS

A 10 foot wide set of stairs leads to the private upper level of the manor house.

PERSONAL STUDY

The bookshelves in this room contain works on alchemy, transmutation magic, flora, and fauna. Many of the books found here were checked out from the Cavanaugh Library and the alchemical library in Tyman Tower, and they are so marked. Several of the alchemical books lie open on the table and desk. Magical globes light the room. A large fireplace dominates the eastern wall.



The desk is locked (Open Lock DC 25) and trapped with an *alarm* spell. This spell triggers a mental alarm, not an audible one — as per *alarm's* description. Inside the desk are two

Building Map:

Cavanaugh's Manor

Ground Floor



Second Floor



Basement

To Dovraks's Feet
(West Entrance)To University
Tunnel SystemTo University
Tunnel System

- | | |
|---------------------------|-------------------------------|
| 1. Porch | 16. Main Stairs |
| 2. Den | 17. Master Bedroom |
| 3. Library | 18. Personal Lab |
| 4. Personal Study | 19. Family Den |
| 5. Ballroom | 20. Balcony |
| 6. Dining Room | 21. Greenhouse |
| 7. Patio | 22. Secret Stairs to Basement |
| 8. Kitchen | 23. Private Dining Room |
| 9. Pantry | 24. Empty Bedroom |
| 10. Servants' Entrance | 25. Child's Bedroom |
| 11. Servants' Dining Room | 26. Hidden Lab |
| 12. Servants' Quarters | 27. Pens |
| 13. Water Closet | 28. Bandit Quarters |
| 14. Storage | 29. Treasure Room |
| 15. Guest Bedroom | 30. Nightling Haunt |

1 Square = 5 feet

potions of *cure light wounds*, a small piece of black rock — which is, of course, shadow stone — and four transmutation scrolls: *feather fall* (25 gp value), *fly* (375 gp), *alter self* (150 gp), and *blink* (375 gp). Each scroll is scribed at caster level 9.

If the PCs haven't discovered Cavanaugh's magical specialty, a Spellcraft or a Knowledge (arcana) check (DC 13) reveals the transmutational nature of the discovered scrolls. Alternately, allow a wizard or sorcerer character to make a Wisdom check (DC 10) to realize this.

A Knowledge (geology) check (DC 30) is needed to identify the rock as shadow stone if the PCs

have had no previous hint of its existence, as it is an extremely rare stone.

A successful roll to identify the rock reveals it to be the fabled shadow stone that is thought to have a strange transmutational effect on creatures who imbibe water tainted by it. The stone is said to come from deep within the earth, from the duergar and drow realms, in fact. If the PCs fail to identify the stone, then Professors Kevrick Halstromm or Vermmond Haguus could possibly identify it for them, as both have a keen interest in geology.



Each of the professors has a +10 skill modifier in Knowledge (geology) to determine the nature of the stone if the PCs cannot.

Of course, the PCs may have discovered Erasmus' book of travels in Alton Lorock's library. If they read the passage describing the stone and its properties, but don't immediately relate the two, have them make a Wisdom check (DC 15) to realize these are one and the same.

BALLROOM

Several chandeliers hang from the ceiling of this unlit room. A few *hors d'oeuvre* tables line the walls. On the north side of the room is a stage with several stools and musical instruments upon it. Although this room has been little used by Chancellor Cavanaugh, the servants keep it very clean.

DINING ROOM

This room contains a beautiful mahogany table that can seat twenty. It has been used very little since Chancellor Braeyde's death; Cavanaugh does not share the love of parties that the former chancellor had. Doors lead to the kitchen and the outside patio area.

PATIO

A tiled patio containing five iron-wrought, canopied tables extends off the dining room. After a night of dancing and dining, Chancellor Braeyde would often have her guests retire to the patio for pastries, drinks, and conversation. As Chancellor Cavanaugh doesn't entertain guests, the patio has remained unused during his tenure.

KITCHEN

This room includes a hearth for cooking, cabinets, pots and pans, utensils, and several racks of herbs and exotic spices. The herbs come from the greenhouse on the second level. A dumbwaiter on the southwestern corner leads up to the chancellor's private dining room, above.



A Listen check (DC 15) can tell if anyone is in the dining room on the second level. A DC of 20 can hear what they're saying.

SERVANTS' ENTRANCE

The servants who maintain the manor use this entrance. Supplies are delivered here as well.

PANTRY

All the dried foodstuffs are stored here. Several wine racks line the walls. Most of the wine stored here ranges in value from 10 gp to 100 gp per bottle.

SERVANTS' DINING AREA

The servants have their own dining area, and they usually eat an hour after the chancellor and his family are served.

SERVANTS' QUARTERS

Six servants share this room. Each servant has a bed and a small locked chest. Each chest, when unlocked, contains a change of clothing and 3 cp.



The chests can be unlocked with an Open Locks check (DC 12).

STORAGE ROOMS

These two areas contain household supplies, such as candles, lantern oil, linen, cleaning supplies, and tools for minor repairs.

GUEST ROOMS

The two well-furnished guestrooms are unused. Each room contains a canopied bed, a writing desk, and an unlocked chest for belongings.

WATER CLOSETS

These are water closets for guests and household members.

SECOND LEVEL

The second level of the manor house is reached by the circular stairs located in the personal study on the first floor.

MASTER BEDROOM

This room contains a beautiful carved four-poster bed (2,000 gp value), an armoire, a small table, two chairs, and a fireplace.

PERSONAL LAB

This lab is fully stocked with components, beakers, and stoppered bottles. Everything rests neatly on shelves and tables, and it looks as if nothing has been disturbed for quite some time. There are no books or notes nearby. A PC is ninety percent likely to find any desired spell component within.

FAMILY DEN

This communal area is where the chancellor and his family spend much of their private time together. It is furnished with a comfortable plush couch and chairs.

BALCONY

This is the chancellor's private balcony. It is lined with many plants from the greenhouse. A stone table and chairs can be found here, in addition to six well-crafted marble statues of cherubs, valued at 150 gp each.

GREENHOUSE

The greenhouse is packed with various exotic plants from places near and far.



A Search check (DC 18) reveals that a section of the north wall has been covered with an *illusory wall* spell, and it hides a staircase leading to the secret passageway between the hidden basement lab and the northernmost nightling haunt in the tunnels.

PRIVATE DINING ROOM

This room contains a small fireplace and mahogany table with four place settings. The Cavanaughs take all their meals here. A dumbwaiter leading down to the kitchen sits in the west wall.



A Listen check (DC 15) can tell if anyone is in the kitchen below. A DC of 20 can hear what they're saying.

EMPTY BEDROOM

This bedroom contains a comfortable bed and an empty armoire.

CHILD'S BEDROOM

This is Meyla Cavanaugh's room. It contains a small bed, an armoire, and a chest of wooden toys and dolls. If the PCs sneak into the manor house while the Cavanaughs are home, it is seventy five percent likely that they encounter the young girl either playing or sleeping in her room, depending on the time.

WATER CLOSET

This is the family's private water closet

BASEMENT AND TUNNELS

The PCs may enter the tunnel system via several possible entrances: the passageway in the chancellor's laboratory in Grimm Hall, the secret door in the tack room of Alton Lorock's tower, the hidden staircase in the chancellor's greenhouse on the second floor of his manor house, the northeast entrance in the hills behind the university, or the tunnel in the northern campus barn. One other entrance exists in the hills behind Grimm's Thorp village. Unless they go through the mansion, the PCs must pass by the nightling haunts and worg den to gain access to the chancellor's basement through the treasure room, as described below.

NIGHTLING HAUNTS

If the PCs enter either of these caverns, they encounter 1d20 nightlings. Cavanaugh has converted over forty nightlings at this point. Most of them were orcs kidnapped by the dwarven trader Ferocass and sold to Cavanaugh, though a few were guards from caravans waylaid by Zela's bandits. Only three students to date have been turned into nightlings: Holder Gayyl, Nalix Corry, and Milo Haguus. Of course, a fourth is known to be missing and is in fact being kept in one of the pens underneath the chancellor's manor; this is Korliss Sorensin.



An unlocked secret door (Search check DC 20) leads from the northern nightling haunt into the stairwell that runs from the greenhouse on the second floor of the chancellor's manor to his secret lab.

WORG DEN

This natural cave is home to a pack of worg. While the two worg leaders are currently with Cavanaugh in the hidden lab, the other eight pack members reside here and may be met in other sections of the tunnels in the random encounters. In their den the worg are extremely territorial, so they are aggressive when initially encountered. The creatures are more concerned about protecting themselves than protecting Cavanaugh.



Cavanaugh's Spellbook

Cavanaugh's spellbook contains the following spells:

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

1st Level — *alarm, burning hands, change self, enlarge, grease, mage armor, magic weapon, shield, shocking grasp*

2nd Level — *alter self, blindness/deafness, bull's strength, cat's grace, mirror image, misdirection, rope trick*

3rd Level — *blink, dispel magic, displacement, fly, gaseous form, haste, invisibility sphere, nondetection*

4th Level — *arcane eye, bestow curse, confusion, dimension door, fire trap, illusory wall, polymorph other, polymorph self, stoneskin*

5th Level — *animal growth, feeblemind, transmute rock to mud*

Instead of fighting them, the PCs could bribe the worg to remain neutral in the fight against Cavanaugh, especially if they've already been wounded by the PCs in a previous wandering monster encounter. Of course, the worg do prey on the local village, so ridding the area of them would be beneficial to both the university and the villagers.

TREASURE ROOM

A locked, magically trapped iron door bars entrance to this room. Inside, the room contains five well-crafted chests marked with the Temple of Solyera's seal. These items are the university donations stolen from the priests the morning after the ball. A platinum necklace with a sun-like amber stone as its centerpiece lies on the floor near these chests; this belongs to the High Priestess Giorna Kal and has a 1,300 gp value.

Three ordinary iron chests contain money Cavanaugh embezzled from the university. All told, the room contains 30,000 in gold and gems. This money rightfully belongs to the university, though.



The iron door is 4 inches thick; hardness 12; hp 80; AC 4; break DC 28. The door is also *fire trapped* (Search check DC 29/Disable Device check DC 29).

The five iron chests have a hardness of 6; hp 30; AC 5; break DC 25.

If the PCs search the room, they can locate an unlocked secret door on a Search check (DC 20), which leads to Cavanaugh's hidden lab. Cavanaugh cast an *alarm* spell on the ten-foot area in front of it. Anyone stepping within the spelled area triggers the spell and mentally alerts Cavanaugh to his presence. Of course, Cavanaugh has been observing the characters through his *crystal ball* in the lab area and already knows of their presence in this room.

HIDDEN LAB

Cavanaugh, his assistant Graves, the bandit captain Zela, three nightlings, and the two worg leaders are in the lab waiting to ambush the PCs.



If the PCs enter the lab via the treasure room door, they don't see the lab's true appearance, as an *illusory wall* spell has been placed in the room, making it look like a twenty-foot by forty-foot space. Cavanaugh and his gang are on the other side of the *illusory wall*; they are well aware of the PCs' presence and attack from surprise.

Alternatively, if the PCs enter the lab by the secret stairway from the second floor greenhouse, Cavanaugh and his followers are still expecting the PCs because of their scrying, and again attack from surprise just as they reach the bottom of the stairway. In this case the PCs encounter Cavanaugh and his followers and then must discover the *illusory wall* to find the treasure room.

No matter which side of the lab the PCs are in, it takes a Search check DC 18 to reveal the *illusory wall* spell. However, if the characters already discovered the other *illusory wall* in the greenhouse you might allow them a Will check at the same DC to disbelieve this illusion.

This is Cavanaugh's real lab — the place where he does his nightling research. It is a long room, and most of its area is wasted open space. Twenty barrels of water are scattered throughout the room. Zela and Graves have maneuvered them to use as cover for their bow attacks.

A ten-foot-long, five-foot-wide, four-foot-tall counter is located on the northern end of the room. Alton Lorock's decapitated head is sitting upon it. A large, five-foot-tall stone pedestal with a crystal ball upon it also sits on this lab table. The ball is fused to the stone and cannot be removed without magical means, and doing so ruins the item. The pedestal weighs 450 lbs, but it is moveable. This item came with the lab, so it is Grimm Thorpe University property, not Cavanaugh's.



Four *continual flame* sconces light the room. The shelves underneath the counter also contain several magical potions: *cat's grace* (x2), *cure light wounds*, *bull's strength* (x2), and *haste*; six bottles of the nightling elixir; three blue bottles of nightling antidote; eight small pieces of shadow



Zela's Spellbook

Zela's spellbook contains the following spells:

0 Level — *arcane mark*, *dancing lights*, *daze*, *detect magic*, *flare*, *ghost sound*, *open/close*, *read magic*

1st Level — *burning hands*, *grease*, *mage armor*, *magic missile*, *message*, *obscuring mist*, *ray of enfeeblement*, *shield*

2nd Level — *blur*, *cat's grace*, *invisibility*, *levitate*



Bag of Arms

This bag appears to be a three-foot-long leather bag, and it holds up to eight arms; it's currently full. An activation word is embroidered near the lip of the bag; when read aloud, it animates the arms within. Once it's activated, the user may untie and toss the bag at opponents, or he may pull out the arms and throw them at opponents one by one. Each animated arm has the attacks and the physical bonuses of the original creature, and each arm acts as a separate entity, even if its twin is present. The arms are capable of using any one-handed weapon previously used in life. Additionally, the spellcaster's arm(s) can recast the last spell cast in life once per day, without needing to use any components. Alton Lorock created the bag and the prerequisite spell *improved animate dead* after traveling with a barbarian who had a habit of disarming his opponents — *literally* dis-arming them!

The bag currently contains six monk arms and the murdered necromancer Alton Lorock's arms.

MONK ARMS (6)

Small Undead

CR 1; SZ S (undead); HD 1d12+3; 9 hp; Init +7 (+3 Dex, +4 Improved Initiative); Spd fly 30 ft. (poor); AC 15* (+3 Dex, +1 size, +1 natural); Atk melee +4 (1d8+1, unarmed strike), or melee +2 (1d8+1, Flurry of Blows, 2 unarmed strikes), or melee +3 (1d4+1, slam); Face 5 ft. X 5 ft.; Reach 5 ft.; SA Flurry of Blows; SQ Evasion, Stunning Attack, Unarmed Strike; AL N; SV Fort +0, Ref +8, Will +2; Str 12, Dex 17, Con —, Int —, Wis 10, Cha 1

* AC 16 against one opponent due to the Dodge feat.

Feats: Deflect Arrows, Dodge, Improved Initiative, Weapon Focus (unarmed strike)

Flurry of Blows: The monk's arms can each make one extra attack per round at their highest base attack, but this attack and each other attack made that round suffer a –2 penalty apiece. This penalty applies for 1 round, so it affects attacks of opportunity the arms might make before their next action. The arms must use the full attack action to strike with a Flurry of Blows. The arms may also use the Flurry of Blows if armed with a special monk weapon (kama, nunchaku, or siangham). If armed with such a weapon, the arms make the extra attack with that weapon.

Usually, a monk's unarmed strikes deal normal damage rather than subdual damage. However, the arms choose to deal damage as subdual damage when grappling.

Stunning Attack: The monk's arms can each use this ability once per round, but no more than once per level per day. The GM must declare the arms are using a Stunning Attack before making the attack roll (thus, a missed attack roll ruins the attempt). A foe struck by the arms is forced to make a Fortitude saving throw (DC 10 + one-half its former monk level + Wisdom modifier). In addition to receiving normal damage, if the saving throw fails, the opponent is stunned for 1 round. The Stunning Attack is a supernatural ability.

Evasion: If the monk's arms make a successful Reflex saving throw against an attack that normally deals half damage on a successful save, the arms instead take no damage. Evasion can only be used if the arms are wearing light armor or no armor. It is an extraordinary ability.

ALTON'S ARMS (2)

Small Undead

CR 2; SZ S (undead); HD 1d12+3; 9 hp*; Init +1 (Dex); Spd fly 30 ft. (poor); AC 13 (+1 Dex, +1 size, +1 natural); Atk melee +5 (5d6, *vampiric touch* unarmed strike), or melee +5 (1d4, slam); Face 5 ft. X 5 ft.; Reach 5 ft.; SA spell (*vampiric touch* 1/day); AL N; SV Fort +0, Ref +4, Will +2; Str 11, Dex 13, Con —, Int —, Wis 10, Cha 1

* These arms' hit point total may fluctuate due to the *vampiric touch* spell they have in place when attacking.

Alton's arms attack in the second round that they are released, as they each invoke their *vampiric touch* spell in the first round as an 11th-level caster; these have a duration of one hour. When the arms make a successful touch attack, they gain temporary hit points equal to the damage they inflict on their opponent.


Caster Level: 11th; **Prerequisites:** Craft Wondrous Item, *improved animate dead* (new spell, see page 28); **Base Market Price:** 6000 gp + 500 gp/arm. Monk arms increase the bag's value to 1,000 gp per arm.

stone; four unlit *candles of confusion* (see below); and Cavanaugh's spellbook and alchemical notes.

The village kid Fedris found Cavanaugh's completed nightling formula when the apprentice Gelrin dropped it, so unless the PCs have it now, they will have to piece together the notes found here to create an antidote, which raises the DC for doing so by 10.


PENS

The pens hold current test subjects undergoing transformation. One of the cells contains the missing anchorite, Juliana. Another holds the student Korliss Sorensin, the missing son of the merchant Sven Sorensin. A third cell holds two wounded Solyeran priests: the High Priestess Giorna Kal and the underling Cobain. The cells are made of iron, and they are locked.

 The cells require an Open Lock check (DC 25) to open or a Strength check (DC 23) to bend the bars. An *anti-magic shell* encases the entire room, cells and all.

Korliss has been locked in the pens area for over two weeks. Although Cavanaugh has subjected the boy to several doses of the nightling elixir, he remains unaffected. Cavanaugh has kept him alive in an attempt to discern why the change has not taken place. Korliss does not appear to be too worse for the wear; he has eaten everything offered him.

Juliana has only been in captivity since the night of the ball, and she hasn't consumed anything during her imprisonment. When discovered in her cell, she is calmly meditating. Nightling scratches cover her arms, but she has not been able to heal herself due to the room's magical protections.

 Juliana's Divine Fortitude ability has protected her from acquiring the nightling "disease" from her wounds. She has 5 hp when encountered.


Giorna Kal and Cobain have been imprisoned in the cell since around 6:00 a.m. the morning after the ball. They both bear severe cuts from the nightling's claws, and have contracted the nightling disease from these

attacks. It will be several days until this is known for certain, however. They have only 2 hp each when rescued.

If released in time to aid in the final battle, Korliss gladly leaps into battle, while Juliana goes to the aid of the high priestess and Cobain. Given the situation of the pens, though, it's more likely that they'll be discovered after the excitement is over, at which point Korliss begins yelling for help.

BANDIT QUARTERS

This room is filled with twenty beds. At the foot of each bed sits a chest. The bandits are off on errands in the tunnels when the PCs reach this area.

 Nineteen of the chests are wooden and have a hardness of 5; hp 1; AC 5; break DC 17. All but one of them are locked and require an Open Lock check (DC 15) to open. These chests contain a change of clothing and 35 gp. The remaining wooden chest is unlocked and empty.

Zela's chest is made of iron and has a hardness of 6; hp 30; AC 5; break DC 25. This chest is also locked, and requires an Open Lock check (DC 25) to open. The chest contains 1500 gp and her spellbook.

Cavanaugh and His Crew

Cavanaugh is a paranoid man; upon returning from the ball, he goes to his hidden basement lab to snoop on the PCs as those most likely to be hired by the temple to investigate the anchorite's disappearance. Unless the PCs have magical means to protect themselves from this intrusion, he succeeds in keeping an eye on them. The morning after the mystic is captured, he is particularly interested in seeing if the PCs get involved. When he sees them do so, he calls the assassin Graves and bandit leader Zela to him, and prepares to make his stand in the hidden lab beneath his manor. GMs should assume that Cavanaugh always knows the PCs' whereabouts, and he is not surprised when they show up in the tunnels or



Candle of Confusion

This blue tallow candle, when burned, emits a *confusion* spell in a twenty-foot radius of its smoke. The confusion lasts for one hour, which is the time it takes the candle to completely burn down. If it is snuffed

out before that time, the effect is cancelled after two rounds and the candle is ruined.

Caster Level: 7th; *Prerequisites:* Craft Wondrous Item, *confusion*; *Market Price:* 2,000 gp each; *Weight:* 1 lb.

his manor house. The PCs ultimately encounter Cavanaugh, Graves, Zela, three nightlings including Nalix Corrv, and the two worg leaders in the hidden laboratory in the basement/tunnel area beneath the manor; their stats are given in Appendix I and on the combat table on page 49.

CAVANAUGH

Cavanaugh has had time to prepare for the PCs' attack. The following outlines his daily spellcasting routine and his specific combat tactics, and provides the GM with special notes for running him.



Cavanaugh casts the following spells daily: *alarm* (x2), *cat's grace*, *mage armor*, and *nondetection*. Most of these spells last one hour per level, so he has them available for nine hours; the *alarm* spells last two hours per level, so he has them for eighteen hours. No matter what time the characters find him, assume these protections are in place. Cavanaugh's stats include these magical adjustments, but not his skills.

Additionally, he has placed an *alarm* spell on the desk in his personal study at the manor house (see page 39) and in front of the treasure room door that leads to his basement lab (see page 45). Before the PCs enter the lab, and in an effort to confuse them, he casts *alter self* to appear as a young student; he's even wearing a gray robe to pull off this disguise.

Before the PCs enter the lab, he casts *stoneskin* on himself, which gives him a Damage Reduction 10/+5 for up to 90 points of damage.

The use of these spells adjusts Cavanaugh's usable spells per day to 5/3/5/4/3/2. One spell out of each slot, except 2nd-level spells, must be a transmutation spell; these are marked with a (t) in his spell list.

If the PCs get through Cavanaugh's companions, he releases the arms in the *bag of arms* described on page 44; he then casts his *dimension door* spell and transports himself to the nightling haunt just north of his hidden lab — where the secret door in the stairwell up to the greenhouse also leads; it takes a Search check DC 18 to discover the unlocked secret door. From the nightling haunt Cavanaugh can escape through the tunnels into the mountains behind Grimm's Thorp village. He can also use his *gaseous form* spell to float down the drain in the lab floor behind his counter, which empties into the same nightling area. This is a slower form of exit, however, and it is not his preferred method.

GRAVES

Graves is Cavanaugh's hired assassin, and is directly responsible for most of the blood shed in the village of Grimm's Thorp and the university.





Before the PCs enter the lab, Graves lights a *candle of confusion* next to the entrance the characters use. When they enter, anyone standing within the twenty-five-foot radius of the candle must make a Will save (DC 17) or suffer the effects of a *confusion* spell; see the insert below. When the PCs enter the hidden lab, Graves waits to see if the candle affects the PCs. He then uses his Combat Reflexes to hit any unaffected characters with his composite shortbow. He also imbibes a potion of *cat's grace* before their arrival; his stats in Appendix I reflect this, but his skills do not.

ZELA

Zela is a former Grimm Thorpe University student who has fallen from grace and into the position of bandit leader. Zela has been helping Cavanaugh scry on the PCs.



Before they arrive, Zela has already cast *mage armor* and *cat's grace* upon herself; her stats in Appendix I have been adjusted accordingly, though not her skills. Zela initially uses her bow to Sneak Attack the characters with surprise when they first enter the lab; she then switches to her *wand of hold person* to attempt to detain the PCs.

If the fight goes badly, Zela flees or surrenders. If she surrenders, she is willing to help the PCs create an antidote for the nightling disease from Cavanaugh's notes.

WORG

The two leaders of the worg pack that inhabits the tunnels have recently made an alliance with Cavanaugh to capture intruders for his nightling project and to help protect his underground hideout. To seal the alliance, Cavanaugh gave these two worg *collars of enlarge*. They also participated in the attack on the clerics of Solyera the morning after the ball and were given a share of the booty (1,000 gp). They are loyal to Cavanaugh, as they see the monetary benefit of the association.

Before the PCs enter the lab area, the two worg invoke the collars' powers. Unless they see Cavanaugh flee the battle, they fight to the death. Use the stats for the worg leaders given in Appendix I, rather than the standard SRD stats for worg.

NIGHTLINGS

Three nightlings remain with Cavanaugh in the lab, including the still-intelligent Nalix Corrv if he's managed to stay alive. The normal nightlings fight to the death to protect Cavanaugh, who they see as being their god. Nalix turns on Cavanaugh as soon as the fighting begins.

BANDIT REINFORCEMENTS

Eighteen bandits make up Zela's band, and may have been encountered as wandering monsters in the tunnels beneath the university and the village of Grimm's Thorp, and on the road from Solanton. If some survive until this point and they hear a battle raging in the lab area, they join the fight within two rounds.

Loose Ends

Several goals can be fulfilled by the characters, depending on how altruistic they are. Each has its own reward.

RECOVERING THE PRIESTS

Returning the mystic and the clerics to the Temple of Solyera gains the temple's gratitude. If the PCs ever need the temple's services, they are gladly granted one large boon — such as the use of scrolls to resurrect a party member — and a 2,000 gp reward. Hereafter, the temple also will offer their NPCs' casting abilities to the PCs at twenty percent less than standard price.

Juliana is also grateful for her rescue. She may have a vision directing her to accompany them on their next adventure, or she may offer to provide them with magical healing



Collar of Enlarge

This collar is made of black leather with silver studs. The collar fits any medium-sized, quadrupedal creature, though similarly sized humanoid creatures could wear it, as well. The collar is attuned to an activation word, and when triggered, the collar enlarges the creature as per the *enlarge* spell; this effects a fifty percent size increase in the wearer, and adds +2 to his

Strength score due to the size increase. The collar is usable once per day and duration is as per the creator's caster level.

Caster Level: 3rd; *Prerequisites:* Craft Wondrous Item, *enlarge*; *Market Price:* 2,000 gp each; *Weight:* 1/4 lb.

or information at a later date. As she is poor, she cannot offer them a monetary reward.

PREVENTING THE TRANSFORMATION OF THE MASSES

The PCs can use the bottles of antidote in the secret lab, and can study Cavanaugh's notes to come up with a cure for the affected students and villagers.



If the PCs have the fragment of the nightling formula left at the anchorite's home, and the larger piece of scroll found by the village kid Fedris, an Alchemy check (DC 25) is required to create an antidote to the nightling transformation; see Appendix IV. This antidote can be used in conjunction with a *remove curse* spell cast by a 12th-level spellcaster to cure already-transformed victims.

If the PCs don't have both parts of the scroll, they will have to piece together the notes found in Cavanaugh's secret lab to create an antidote, which raises the DC for doing so by 10. However, using drops of Korliss' resistant blood in the antidote mixture reduces the DC by 2. If none of the PCs have the Alchemy skill, they may enlist Ivara Carnen or Vermmond Haguus, among others, to create the cure.

The GM should note that when Cavanaugh's nightlings are cured, that still leaves the PCs with forty very angry orcs to deal with. Also, the transformed students Nalix Corrv, Holder Gayyl, and Milo Haguus, and the few caravan guards who were transformed by the chancellor, might have been killed in the fighting.

RETURNING THE STOLEN DONATIONS

If the PCs successfully thwart Cavanaugh's plan and return the missing money to the university, they are hailed as heroes by the faculty and the Board of Regents. Any wizard PCs are offered part-time or full-time teaching positions, and everyone in the party is given an honorary degree and a Grimm Thorpe University class ring. The PCs may use the campus libraries at any time, and they may gain magical assistance and information from the faculty at a twenty percent discount. At the GM's discretion, the PCs might also be made lifetime members of the Board of Regents, thereby expanding the size of the board, which is normally made up of only ten members.

RECOVERING KORLISS SORENSIN

If the Sven Sorensin hook was used to begin this adventure, Sven rewards the characters for rescuing his son, giving them 5,000 gp total. If this hook wasn't used, Sven becomes aware of the PCs' exploits and establishes a scholarship at the university in their honor. The GM may also use him as a behind-the-scenes NPC; he can use his influence to do beneficial things for the PCs without their knowledge. For example, any establishments

he owns — and these are many — offer them a thirty percent discount whenever the characters frequent them. This shouldn't be overtly announced to the characters, however, or they may realize something is up and start taking advantage of Sven's generosity. If they do abuse his kindness, he quickly sours towards them; he then starts overcharging them by thirty percent, instead.

Future Consequences

This story doesn't end well for everyone, unfortunately. The following ideas can be used by the GM as future adventure hooks.

CHARLES CAVANAUGH

If Cavanaugh escapes, he makes it his life's goal to harass and kill the PCs, one by one, whenever they least expect it. When he gets back on his feet, which means finding a new scam to fund him, he hires assassins and rogues to track their every move. He also uses his magic to appear as certain PCs, and he then perpetrates crimes while in their guise. This serves to ruin the PCs' reputations and places bounties on their heads.

ELLAYNE AND MEYLA CAVANAUGH

Whether or not the PCs kill Cavanaugh, they make enemies of his wife and daughter. Ellayne's sanity suffers after losing her husband, and her heart fills with such hatred for the PCs that her sweet, altruistic nature gradually turns evil. She then devotes her life to funding assassins to take them out. She passes this hatred on to her daughter, Meyla, who likewise grows up to despise the PCs. Meyla becomes a wizard/rogue/assassin, and she seeks to discredit and kill any remaining members of the group who ruined her family.

THE NEW CHANCELLOR

If the PCs never discover Jaylin Vaas' part in killing Chancellor Braeyde or hiding Chancellor Cavanaugh's plot (see Appendix I), she is elected as the new chancellor. She is evil, but she tries to keep the faculty members and students happy, so that she can enjoy her position of power. She has no desire to concoct plots against the temple or the villagers; she just wants the authority that comes with leading the university.

MORE NIGHTLINGS

Unless the PCs quickly purify the campus and village wells, people will continue to be converted into nightlings. As this water supply also feeds the surrounding countryside, it is highly likely that nightlings will pop up in outlying areas, and a new transformative plague will have begun.

CHANCELLOR CAVANAUGH

INIT BONUS: +9 AC: 21 HP: 41

INIT ROLL	HP LOST	ATTACK/DAMAGE: +1 <i>short sword</i> +5 <i>melee</i> /1d6+1	SPECIAL: Improved Initiative, Iron Will, Spell Focus (<i>transmutation</i>), Spells
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GRAVES THE ASSASSIN

INIT BONUS: +8 AC: 20 HP: 44

INIT ROLL	HP LOST	ATTACK/DAMAGE: +2 <i>short sword</i> +6 <i>melee</i> /1d6+2; or light crossbow +8 <i>ranged</i> /1d8	SPECIAL: +1 <i>Save</i> v. Poison, Combat Reflexes, Death Attack, Evasion, Improved Initiative, Poison Use, Sneak Attack +3d6, Spells, Uncanny Dodge, Weapon Focus (<i>short sword</i>)
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ZELA THE BANDIT LEADER

INIT BONUS: +5 AC: 19 HP: 38

INIT ROLL	HP LOST	ATTACK/DAMAGE: <i>short sword</i> +4 <i>melee</i> /1d6+1; or light crossbow +8 <i>ranged</i> /1d8	SPECIAL: Combat Casting, Combat Reflexes, Evasion, Sneak Attack +2d6, Spells, Uncanny Dodge
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AUGUSTINE THE ADVENTURER

INIT BONUS: +6 AC: 17 HP: 36

INIT ROLL	HP LOST	ATTACK/DAMAGE: <i>quarterstaff</i> +3 <i>melee</i> /1d6-1; light or crossbow +5 <i>ranged</i> /1d8	SPECIAL: Combat Casting, Improved Initiative, Iron Will, Spells
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MONKS' ARMS (6)

INIT BONUS: +7 AC: 15 HP: 9

ATTACK/DAMAGE: unarmed strike +4 <i>melee</i> /1d8+1; or Flurry of Blows, 2 unarmed strikes +2 <i>melee</i> /1d8+1; or slam +3 <i>melee</i> /1d4+1	SPECIAL: Deflect Arrows, Dodge (AC 16 vs. one opponent), Evasion, Improved Initiative, Stunning Attack, Unarmed Strike, Weapon Focus (unarmed strike)
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ONE	INIT ROLL	HP LOST	TWO	INIT ROLL	HP LOST	THREE	INIT ROLL	HP LOST
FOUR	INIT ROLL	HP LOST	FIVE	INIT ROLL	HP LOST	SIX	INIT ROLL	HP LOST

ALTON'S ARMS (2)

INIT BONUS: +1 AC: 13 HP: 9

ATTACK/DAMAGE: unarmed strike +5 <i>melee</i> / <i>vampiric touch</i> ; or slam +5 <i>melee</i> /1d4	SPECIAL: Spell (<i>vampiric touch</i>)
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ONE	INIT ROLL	HP LOST	TWO	INIT ROLL	HP LOST
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NALIX CORVV THE INTELLIGENT NIGHTLING

INIT BONUS: +2 AC: 14 HP: 11

INIT ROLL	HP LOST	ATTACK/DAMAGE: 2 claws +4 melee/1d6+3 each; bite +2 melee/1d4+1; gore +2 melee/1d4+1; and tail +2 melee/1d6+1	SPECIAL: Damage Reduction 15/silver, Darkvision 60 ft., Low-light Vision, Multiattack, Paralyzing Gaze, Scent, Spawn Nightling, Spells, Toughness
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NIGHTLINGS (2)

INIT BONUS: +1 AC: 13 HP: 12

ATTACK/DAMAGE: 2 claws +4 melee/1d6+4 each; bite +2 melee/1d4+2; gore +2 melee/1d4+2; and tail +2 melee/1d6+2			SPECIAL: Damage Reduction 15/silver, Darkvision 60 ft., Light Sensitivity, Low-light Vision, Multiattack, Paralyzing Gaze, Scent, Spawn Nightling, Toughness		
ONE	INIT ROLL	HP LOST	TWO	INIT ROLL	HP LOST

WORG LEADERS (2)

INIT BONUS: +2 AC: 14 HP: 30

ATTACK/DAMAGE: bite +8 melee/1d6+6			SPECIAL: Alertness, collar of enlarge, Scent, Trip		
ONE	INIT ROLL	HP LOST	TWO	INIT ROLL	HP LOST

BANDITS (18)

INIT BONUS: +0 AC: 13 HP: 9

ATTACK/DAMAGE: longsword +3 melee/1d8+1; light crossbow +1 ranged/1d8			SPECIAL: Toughness, Weapon Focus (longsword)					
ONE	INIT ROLL	HP LOST	TWO	INIT ROLL	HP LOST	THREE	INIT ROLL	HP LOST
FOUR	INIT ROLL	HP LOST	FIVE	INIT ROLL	HP LOST	SIX	INIT ROLL	HP LOST
SEVEN	INIT ROLL	HP LOST	EIGHT	INIT ROLL	HP LOST	NINE	INIT ROLL	HP LOST
TEN	INIT ROLL	HP LOST	ELEVEN	INIT ROLL	HP LOST	TWELVE	INIT ROLL	HP LOST
THIRTEEN	INIT ROLL	HP LOST	FOURTEEN	INIT ROLL	HP LOST	FIFTEEN	INIT ROLL	HP LOST
SIXTEEN	INIT ROLL	HP LOST	SEVENTEEN	INIT ROLL	HP LOST	EIGHTEEN	INIT ROLL	HP LOST



Personalities

This section includes people the PCs can meet at the university, in the village of Grimm's Thorp, and at the university's ball at the Temple of Soljera. For those characters appearing at the ball, their described appearance reflects their party attire only.

Alton Lorock, Kevrick Halstromm, and Vermmond Haguus are the only professors listed on the event program in the Introduction not to attend the ball. The fired Alton Lorock is dead, having been killed by Cavanaugh's assassin, Graves, the night before; Kevrick Halstromm is antisocial and refused to attend; and Vermmond Haguus is denied entrance at the door because the chancellor and the high priestess fear he'll "disturb the guests."

Aasta

LOVESTRUCK STUDENT



1st-Level Human Wizard; CG

Location: Visiting the anchorite; serving at the ball; at Grimm Thorpe University in the student dorms, Common Hall, or sneaking away for a tryst at the barns with Isak, her student boyfriend.

Background: Aasta is a third-year student at Grimm Thorpe University, and she works in the labs attached to Tyman Tower, along with her boyfriend, Isak. The two are very much in love, and they often sneak off together to the northern barn for some privacy. On one such evening, they saw a dark creature lurking around the barns, stealing chickens. Seeing the creature frightened them, but not enough that they've stopped meeting there. Aasta has seen the creature since; it's been following her around campus. For some unknown reason, she doesn't feel afraid of it.

Aasta loves hearing about conspiracies, and she often has long talks with Professor Haguus, whom she feels has a lot of credibility, even though the others think he's crazy. She and Isak told him about the creature they saw at the barn, and he promised to look into the matter.

Aasta and Isak have full access to the temple while volunteering as servers at the ball, and so sneak their favorite professor, the exiled Vermmond Haguus, into the event

through the back door. Aasta thinks Professor Haguus deserves a fair chance to be heard.

Appearance: Aasta is a petite, sixteen-year-old girl with black hair and green eyes. She wears the Grimm Thorpe required uniform: a gray robe.

Roleplaying Notes: Wherever Aasta is, Isak is sure to be nearby, and the two engage in a lot of public affection. Aasta enjoys talking about the creature that she and Isak saw, and she is likely to approach a seasoned adventurer to see if he knows what it might be. She knows that Korliss Sorensin, Nalix Corrv, Holder Gayyl, and Milo Haguus are missing, and she is angry that the university's administration keeps issuing notices that the students returned home. She knows it's a cover-up.

Quote: "There's no way Korliss returned home; his father told him if he screwed up one more time, he would disown him. I think he went into the tunnels and got killed — they just don't want us to know that!"

Abelard

PRIEST OF SOLYERA & JULIANA'S CONFESSOR



5th-Level Human Cleric; LG; Plant and Sun domains

Location: The Temple of Soljera; at the ball; Juliana's anchorage the morning after the ball



Background: Abelard has served as the anchorite Juliana's confessor for the last three years. While he respects her piety and dedication, her visions make him uncomfortable, especially since he doesn't fully understand her gifts. He has tried to advise her wisely, but he feels that he has failed in this regard.

Appearance: Abelard is a pale, balding man in his late forties. He is of medium build, has a soft voice, and has shrewd eyes.

Roleplaying Notes: At the ball, Abelard is very polite but standoffish. When Giorna Kal leaves with her entourage of four priests on the morning after the ball, she puts him in charge — a position for which he is capable, but he finds it disconcerting. As soon as he confirms the anchorite's disappearance, he contacts the PCs and asks them to investigate the matter.

Quote: "I told Juliana to take up gardening ... as a means to relaxation. She suffered from horrible nightmares. The poor girl! And now she's missing!"

Ablin Highhill

NOSEY PROFESSOR OF DIVINATION



6th-Level Halfling Wizard (Diviner); N

Location: The ball; Grimm Thorpe University at Tyman Tower or Havermale House

Background: Ablin aspires to be the next chancellor, and he was even considered for the position — or so he says — when Cavanaugh was given it. Ablin attends all the balls to market his future chancellorship potential, should something happen to Cavanaugh — and he does hope something happens to him, though he wouldn't go so far as to personally harm him. Ablin is always looking for "dirt" on Cavanaugh — anything that will prove him unfit to serve as chancellor. Even if Cavanaugh is removed, Ablin's lack of wisdom and his superior attitude have not endeared him to those in charge of naming a replacement.

Ablin's small stature helps him eavesdrop on conversations, as most people fail to look down when divulging secrets. Dimble Galemott, professor of illusion and one of Ablin's few friends, calls him "Ears Highhill" because of his skill at "hearing" things. Unfortunately, Ablin also lacks the ability to understand much of what he hears, and he often garbles conversations. For instance, he's overheard Cavanaugh arguing with Alton Lorock about the "nightling project" on two occasions, only he thought they were talking about a "lighting project." Frankly, he doesn't understand why Lorock is so against adding lights to the dimly lit campus. And he can't understand why Lorock threatened to reveal Cavanaugh's project to the clerics unless he was given



5,000 in gold. He does know that Alton was fired because of the argument, and he intends to ask him about it first chance he gets.



Ablin has a Listen skill modifier of +9; this would be a +11, except that he suffers a -2 modifier caused by his 7 Wisdom, thus he often misinterprets what he hears.

Appearance: Professor Highhill is a short, portly halfling. He stands only two feet eight inches tall. The pants he wears are always too short, and his shirt stretches tightly over his bulging belly.

Roleplaying Notes: Ablin Highhill talks in a high-pitched, nasally voice. He struts about the ball as if he's important, and he never fails to introduce himself to everyone — just in case they have a hand in choosing the next chancellor. He doesn't particularly like adventurers, but he knows they help fund the university. If the PCs play up to his ego, he may reveal the information he knows about Alton's firing.

Quote: "I understand that Chancellor Cavanaugh is undertaking an as-yet-undisclosed campus-wide lighting project. Please keep this in mind if you intend to make a donation to the university; I'm sure it's bound to be costly."

Adla Breck

UNIVERSITY LIBRARIAN



5th-Level Human Wizard; LG

Location: Tyman Tower alchemical library

Background: Adla is the librarian for the alchemical library in the first floor of Tyman Tower. She is also good friends with Belyr, the Solanton apothecary.

Appearance: Adla is a petite, perky woman just over thirty with a curly blonde bob of hair. She wears a perpetual smile of welcome for everyone who comes into her library.

Roleplaying Notes: Adla is a bit perturbed that Chancellor Cavanaugh has checked out a large number of her rarest alchemical tomes and has yet to return the overdue books. Her friend Belyr thinks the chancellor is embezzling money and that he's responsible for so-called student disappearances at the university. Adla is of a more practical bent than Belyr; she enjoys her job and so doesn't go around accusing her superior of things she can't prove. She will tell anyone who asks for the alchemy books that the chancellor has them, though.



Adla is able to help the PCs discern the nature of the scroll dropped by Cavanaugh's apprentice Gelrin, if they ask her nicely; if they try to bully her she calls for security. Her Alchemy skill bonus is +10.

Quote: "I'm sorry. Those books are being used by the chancellor for the duration of the semester, I'm afraid ... can I help you find anything else?"

Alton Lorock

PROFESSOR OF NECROMANCY &
MAYOR OF GRIMM'S THORP VILLAGE



11th-Level Human Wizard (Necromancer); NE

Location: Lying dead on the first floor of his manor house in Grimm's Thorp village

Background: The PCs never encounter Alton Lorock, except as a corpse, since he's assassinated the night before the ball. Alton has been a professor at Grimm Thorpe University for over twenty years and mayor of Grimm's Thorp for fifteen. The man was a loner, except for his friendships with Professors Kevrick Halstromm and Vermmond Haguus. He was also known to have a strong love for his horse, Gelara, who bears his ex-wife's name. He acquired

the horse not long after his wife left him, and the villagers gossip that the horse *is* actually his wife. They also note that the two get along much better now. If the PCs talk to any villagers about Alton, they will certainly hear about this theory.

As mayor, the villagers recently asked him to look into the increased bandit activity in the area. Ivan Bogdorff, the groundskeeper at the university, also told him about the creature in the campus orchards that scared his dog Rox. In investigating these matters, he and Professor Malvina Zevlin managed to attack and kill a nightling, and took its body to his tower to dissect. He also tracked the troublesome bandits to Cavanaugh's underground lab, where he spied on their operation for a few hours. It was there that Nalix Corrv, a transmuted Grimm Thorpe student/nightling, made contact with him.



Through his *detect thoughts* spell, Alton was able to communicate with Nalix and learn the truth about Cavanaugh's plot. Nalix even provided him with a piece of the shadow stone that caused the nightling transformation.

Alton didn't use this knowledge to put an end to the project as Nalix had hoped, however. Instead, he tried to use the information to extort money from Cavanaugh to pay off an assassin he'd hired, threatening to reveal Cavanaugh's plan at the ball if he didn't pay up.





Alton owed the assassin Graves 5,000 gp for the six monk arms needed to create his most recent magical item, the *bag of arms*, which Cavanaugh currently possesses; see Chapter Five, page 44.

Alton didn't know that the Graves worked for Cavanaugh; he only knew that the assassin was pressuring him for his money, and he didn't have it to pay him, having dumped all his coin into his research.

Rather than giving in to Alton, Cavanaugh fired the professor and dared him to talk to the clerics. Stunned at the man's reaction, Alton returned home to think about how he would reveal the plot at the ball, only Graves was waiting for him in his own tower. Graves removed Alton's arms and head, and took the dead man's magical bag. He gave all these items to Cavanaugh.

Appearance: Alton Lorock was a gangly man with long arms, sharp features, and dark hair. He always wore black robes.

Roleplaying Notes: The only chance the PCs should have to roleplay with Alton is if they discover his decapitated head in Cavanaugh's hidden lab, and they will require magic to speak with him.

Quote: "Thud" as his decapitated head hits the ground during the final battle.

Augustine

BENEVOLENT ADVENTURER



2nd-Level Human Aristocrat/7th-Level Wizard
CR 8; SZ M (humanoid); HD 2d8+2 + 7d4+7; 36 hp; Init +6 (+2 Dex, +4 Improved Initiative); Spd 30 ft.; AC 17 (+2 Dex, +4 *mage armor*, +1 *ring of protection*); Atk melee +3 (1d6-1/crit 20/x2, quarterstaff), ranged +5 (1d8/crit 19-20/x2, light crossbow); Face 5 ft. X 5 ft.; Reach 5 ft.; SA Spells; AL LG; SV Fort +3, Ref +4, Will +10; Str 9, Dex 14, Con 12, Int 17, Wis 11, Cha 13

Skills: Alchemy +9, Appraise +8, Concentration +10, Craft (bookbinding) +13, Diplomacy +6, Gather Information +7, Innuendo +5, Knowledge (arcana) +10, Knowledge (history) +7, Knowledge (nobility) +8, Listen +3, Scry +5, Sense Motive +2, Spellcraft +13

Feats: Brew Potion, Combat Casting, Craft Wand, Craft Wondrous Item, Improved Initiative, Iron Will, Scribe Scroll

Languages: Common, Dwarven, Elven, Giant

Spells: (4/5/4/3/1) The DC to save versus Augustine's spells is 13 + the spell level.

0 level — *daze*, *detect magic*, *detect poison*, *open/close*, *resistance*

1st level — *change self*, *color spray*, *comprehend languages*, *detect secret doors*, *identify*, *mage armor*, *magic missile*, *protection from chaos*

2nd level — *flaming sphere*, *invisibility*, *knock*, *levitate*

3rd level — *lightning bolt*, *magic circle against chaos*, *magic circle against evil*, *suggestion*

4th level — *fire shield*, *improved invisibility*

Possessions: *ring of protection +1*, *potion of cat's grace*, *wand of magic missiles*

Location: The ball; helping the PCs' party at the GM's discretion

Background: Augustine graduated from the university twelve years ago; he was the oldest student in his class at the time. Since his graduation, he has made adventuring his career. In fact, he received his facial scar while trying to rescue a friend from a wyvern's clutches. He loves fighting for good causes, and he feels strongly that the world is becoming



ing too chaotic and evil. He doesn't like mercenaries, but he welcomes fellow do-gooders into his company.

Augustine regularly attends the balls, and he always makes a large donation to support the school that helped him find his purpose in mid-life.

Appearance: Augustine is a tall, stately man in his early sixties. His hair and neatly trimmed beard have both turned snow white. He is very handsome, except for a scar that runs from underneath his left eye to the bottom of his left ear. He wears a flowing, dark blue robe of fine quality that falls to his ankles. It is decorated with gold embroidered arcane symbols.

Roleplaying Notes: Augustine is gregarious and enjoys meeting fellow adventurers. He introduces himself to the PCs immediately, and he takes them under his wing if they let him, introducing them around and filling them in on who's who.

Augustine is unaware of any rumors regarding Grimm Thorpe's troubles. If the PCs bring the rumors to his attention, he is legitimately concerned that something be done. In fact, if the GM feels the PCs need help in fighting Cavanaugh and his crew, Augustine makes a great short-term addition to the party.

Quote: "The world's spiraling into decadence, and no one seems to care. Why, if it wasn't for us adventurers fighting the good fight, we'd all be slaves of one monstrosity or another!"

Bandits (18)



1st-Level Human Warriors

CR 1/2; SZ M (humanoid); 1d8+1; 9 hp; Init 0; Spd 30 ft.; AC 13 (+3 studded leather); Atk melee +3 (1d8+1/crit 19–20/x2, longsword), ranged +1 (1d8/crit 19–20/x2, light crossbow); Face 5 ft. X 5 ft.; Reach 5 ft.; AL NE; SV Fort +3, Ref +0, Will +0; Str 12, Dex 11, Con 12, Int 9, Wis 9, Cha 10

Skills: Climb +4, Intimidate +4, Ride +4

Feats: Toughness, Weapon Focus (longsword)

Languages: Common

Possessions: If encountered the morning after the ball or later, the bandits carry a total of three golden holy symbols of Solyera with them, valued at 25 gp each.

Location: On the road to the village of Grimm's Thorp; in the tunnels under the chancellor's manor house

Background: The band of cut-throats that Zela leads is made up of eighteen individuals. Cavanaugh has hired them to patrol the tunnels and do his dirty work, such as kidnapping the High Priestess Giorna Kal. They also waylay caravans to cover up the kills made by the nightlings.

Appearance: These are unwashed, rough, obviously criminal men and women.

Roleplaying Notes: The bandits are interested only in the money Cavanaugh has promised them, but can't be bribed for fear that Cavanaugh will transform them into gruesome nightlings if he learns of their betrayal. If they hear a scuffle in the hidden lab, those who are left will arrive as reinforcements.

Quote: "Ere now, what'd'ye think that ruckus is about, then?"

Belyr

LONELY TOWN APOTHECARY



9th-Level Human Expert (Apothecary); NG

Location: The ball; at her apothecary shop in Solanton

Background: Belyr is an alumna of the university. She studied alchemy and the apothecary profession there, and she graduated eight years ago. She currently owns and operates an apothecary shop in town. Belyr decided to attend this year's ball, her first, to improve her social life. At twenty-six she wants to settle down, and she hopes to find an interesting, suitable man at the party.

Belyr visits the Cavanaugh and Tyman Tower libraries often, and she is friends with many of the librarians, including Adla Vrek. Because of these friendships, Belyr knows a great deal of what happens at the university. For instance, she knows that the necromancy professor Alton Lorock was fired, and she knows that at least two students are presumed missing: Nalix Corrv and Korliss Sorensin. She also knows that Cavanaugh has been checking out alchemy texts like crazy, and he has yet to return the overdue books.

Appearance: Belyr stands just over five feet tall and has a thin build. Her dark brown hair is shoulder length, and her eyes are green. She is somewhat pretty, and she wears an expensive green silk dress.

Roleplaying Notes: Although she runs a business and has to talk to people daily, Belyr is shy and rarely initiates conversation. She is looking for a husband at the ball, though, so she has vowed to overcome this personality weakness.

If approached about Cavanaugh and/or the missing students, the normally calm woman responds passionately. She hates Cavanaugh; she doesn't trust him, and she feels he is hiding his true personality behind his good looks and glib tongue. It also infuriates her that the wise, powerful High Priestess Giorna Kal cannot see through him; instead, she is like putty in his hands. She thinks he's embezzling money — though she has no proof — because she knows the faculty and libraries haven't received much funding. She feels the

strange student disappearances may be traced back to him as well, but once again, she has no proof, just a hunch.

Belyr gives any romantically unattached male characters a twenty percent discount at her shop if they pay her any attention.

Quote: "I truly hate Chancellor Cavanaugh," she sneers. "There's something about him that's sleazy and vile, and I don't understand why no one else can see it."

Charles Cavanaugh

CHANCELLOR & PROFESSOR OF
TRANSMUTATION AND ALCHEMY



9th-Level Human Wizard (Transmuter)

CR 9; SZ M (humanoid); HD 9d4+18; 41 hp; Init +9 (+5 Dex*, +4 Improved Initiative); Spd 30 ft.; AC 21 (+5 Dex*, +4 *mage armor*, +2 *ring of protection*); Atk melee +5 (1d6+1/crit 19–20/x2, +1 *short sword*), ranged +9* (1d8/crit 19–20/x2, light crossbow); Face 5 ft. X 5 ft.; Reach 5 ft.; SA Spells; AL LE; SV Fort +5, Ref +8*, Will +9; Str 11, Dex 17 (20*), Con 14, Int 18, Wis 12, Cha 17

Skills: Alchemy +16, Bluff +6, Concentration +8, Craft (calligraphy)+7, Diplomacy +7, Intimidate +6, Knowledge (arcana) +16, Knowledge (nature) +11, Profession (apothecary) +6, Profession (book-keeper) +7, Sense Motive +4, Spellcraft +11

Feats: Brew Potion, Craft Magic Arms & Armor, Craft Wondrous Item, Improved Initiative, Iron Will, Scribe Scroll, Spell Focus (transmutation)

Languages: Common, Draconic, Dwarven, Elvish, Orc

Spells: (4+1/5+1/5+1/4+1/3+1/1+1) By the time the PCs encounter him at the final battle, he has already cast several spells; his current available spells are 5/3/5/4/3/2. His specialty is transmutation, and his prohibited spell school is evocation. The DC to save against his spells is 14 + spell level; add +2 to the DC of any transmutation spells he casts — marked with a (t) — due to his Spell Focus feat.

0 level — *daze*, *detect magic*, *detect poison*, *open/close*(t), *resistance*

1st level — **alarm*, *burning hands*(t), *change self*(t), *enlarge*(t), **mage armor*, *magic weapon*(t), *message*, *shield*, *shocking grasp*(t)

2nd level — **alter self*(t), *blindness/deafness*(t), **cat's grace*(t), *mirror image*

3rd level — *displacement*, *gaseous form*(t), *haste*(t), **nondetection*

4th level — *confusion*, *dimension door*, *polymorph other* (t), **stoneskin*

5th level — *feeblemind*, *transmute rock to mud* (t)



* Denotes spells that Cavanaugh has already cast at the time of the final battle and/or the ability-related effects due to the *cat's grace* spell.

Possessions: *ring of protection* +2, *bag of arms*, *robe of eyes*, *potion of cat's grace*, *potion of bull's strength*, +1 *short sword*.

Location: The ball; secret lab underneath the chancellor's manor house

Background: Cavanaugh has been teaching at Grimm Thorpe University for five years; the last three he has also served as chancellor, replacing the late Chancellor Braeyde, whose confidence he had gained almost immediately upon acquiring his position at the university. In fact, he helped the elderly woman to an early grave by poisoning her.

Cavanaugh is an ambitious man and a calculating one. He planned his ascendancy to the chancellorship even before he had obtained his university job. His association with the assassin Graves was no coincidence, either. What became the nightling experiment was one of the few things that "landed" in his lap, as he had been experimenting with transmutational alchemical formulas for years with no success. Now that his formula is perfected, he plans to build an army of these crea-

tures and destroy any opposition that could topple his rise to power; see his plan in the Introduction.

In addition to being ambitious, Cavanaugh is also extremely paranoid. For this reason, he keeps tabs on the people around him. He also takes note of any new people that he encounters, especially adventurers since they usually wield considerable magic, and have the nasty habit of sticking their noses where they don't belong. He's also an insomniac; his sleeplessness allows him to spy on people at all hours of the day.

Cavanaugh is married to Ellayne Kayle Cavanaugh, and they have a daughter, Meyla, and a baby on the way. Cavanaugh loves his daughter dearly; she is his pride and joy. He married Ellayne so as to have access to her family's money and good standing. He is not the least bit faithful to her, having had affairs with Zela, his bandit leader and former student, and with his assistant Jaylin Vaas, among others.

As the nightlings have killed all their prey to date, Cavanaugh is unaware that their attacks can cause the nightling transformation in individuals.

Appearance: Cavanaugh is a handsome man with blond hair and charming blue eyes. He sports a well-trimmed mustache, and he has a smile that melts women's hearts. He is always dressed to the nines and has an aristocratic bearing. His insomnia has not affected his appearance.

Roleplaying Notes: At the ball, Cavanaugh mingles with his guests. The charming Cavanaugh is very congenial to everyone, makes jokes, and is conversant on many topics. If questioned about faculty funding issues, he confesses that, unbeknownst to his faculty, he has already implemented his plan to fund poorer students' education; he reallocated some of the research funding to provide tuition scholarships. (This isn't entirely a lie, as he has funded one such student to date.) If questioned about missing students, he says that his assistant Jaylin Vaas, who is in charge of student affairs, hasn't told him about any missing students. (Once again, this is true: he already knew about their disappearances, and he provided her with "official" information to disperse about them.) He won't discuss the issue of Alton's termination, stating: "That's between the university and Professor Lorock, I'm afraid."

He takes note of the PCs at the ball and begins scrying on them as soon as he returns home, unless they have some magical defense against such intrusions. The morning after the mystic is captured, he is particularly interested in seeing what reaction, if any, this has on the adventurers. If he sees them get involved in the search for her, he prepares for the worst, alerting his people that trouble is coming.



In addition to his daily tactical spell routine (see Chapter Five, page 46), Cavanaugh has a *misdirection* spell in place at the ball.

Quote: "Thank you for supporting the university. Your generosity is very much appreciated."

Cobain

MISTREATED PRIEST



3rd-Level Human Cleric; LG; Healing and Sun domains; 2 hp when found

Location: The anchorage; the donations table at the ball; imprisoned in the pens in the basement of Cavanaugh's manor house

Background: Cobain is an underling priest of Soljera, kidnapped during the attack on the High Priestess Giorna Kal and her entourage the morning after the ball. He was infected by the nightling disease in the attack, and is being kept in the spell-proofed pens in the basement of the chancellor's manor house.

Appearance: Cobain is a man of medium height, with sandy hair and brown eyes. He looks much the worse for wear when the PCs find him, suffering from festering cuts that he cannot heal, and is desperate to escape.

Roleplaying Notes: Cobain is a kind-hearted fellow who nonetheless takes his job seriously. He won't stand for troublemakers at the anchorage or the ball.

Cobain is near to being unconscious when found in the pens. He will plead piteously for help should anyone enter the room, and spends the rest of his time in prayer.

Quote: "For the love of Soljera, please help us!"

Dejah Corellis

POLITICKING PROFESSOR OF CONJURATION



12th-Level Elf Wizard (Conjurer); N

Location: The ball; Grimm Thorpe University at Tyman Tower and Havermale House

Background: Dejah has been teaching at various universities across the lands for over 500 years. She never adventured much, preferring the challenge of a good book to attacking an orc horde, but she is well-traveled. Dejah is at the ball for two reasons: she wants to discuss the university's funding problems with Legrande Grimm, the dwarven regent, and, after centuries of avoiding campus politics, Dejah has decided to run for one of the vacant regent seats. If Dejah wins, she will have to retire from teaching, but she can no longer stand idly by while the university she's spent her last 300 years teaching at falls into ruin.

Appearance: An elven woman of advanced years, she dresses in a very comfortable black gown. Her long black hair is pulled back into a ponytail, and her piercing jade eyes — her most striking feature — are full of life.



Roleplaying Notes: Dejah's mad about the current state of the university. She feels Grimm Thorpe needs some new blood in its lazy Board of Regents. She introduces herself to everyone and asks them to vote for her, explaining that, if elected, she will get to the bottom of the funding problem.

Quote: "I've been teaching at Grimm Thorpe for all of its 300 years, and never have I seen faculty funding so sparse. These fundraisers appear to be effective, so where is all the money going, I ask?"

Dimble Galemott

PROFESSOR OF ILLUSION



6th-Level Gnome Wizard (Illusionist); N

Location: The ball; Grimm Thorpe University at Tyman Tower and Havermale House

Background: Dimble's been teaching at Grimm Thorpe for less than two years. He and Malvina Zevlin, professor of evocation, have an unusual friendship that involves playing pranks on one another. He came to the ball to be seen and to acquire more information on Alton Lorock's firing.

Appearance: Dimble is a true gnome illusionist, flashy in both his personality and looks. He is three foot six inches with sandy brown hair and dark, almost black, eyes. He attends the ball wearing his finest: a pair of black pants with gold stitching are tucked into ankle-high black leather boots

with gold studs running down the sides. His white shirt has ruffles running down both arms and is clasped shut down the front with fiery red gems. He wears black leather gloves with red gems at the wrists. All this is topped off by a black woodsman's hat with a prominent gold feather, which makes him appear a good foot taller than he really is.

Roleplaying Notes: Dimble is vain but good-natured, and he enjoys the finer things in life. He also loves practical jokes, even when he's the victim. Dimble overheard Professor Highhill talking to Kevrick Halstromm, professor of abjuration, about Alton Lorock's firing this morning. Ablin made it sound as though Alton and the chancellor had a difference of opinion. Dimble knows that Alton was working on a new necromantic magical item, and he wonders if this item may have been the cause of this disagreement.

Quote: "Two days ago, I asked Alton how his magical research was going on his new creation. All he said was: 'It's in the bag,' and he laughed."

Eilif Velling

DISEASED FOP



7th-Level Elf Wizard (Necromancer); CN

Location: The ball

Background: Eilif's parents sent him to Grimm Thorpe when he was just an 80-year-old lad, as they felt him to be too dark and brooding; they hoped that college life would invigorate his spirit. While there, Eilif discovered his niche: necromantic magic. Eilif's passion for necromancy did, to his parents' amazement, improve the boy's disposition and rattle him out of his sulking shell. In fact, Eilif graduated with honors in his field.

Appearance: Eilif is a slim elf, standing five foot three inches with blond hair and blue eyes. He wears fine red silk breeches and a vest embroidered with gold dragons. He has on shiny black boots, and wears a metal circlet of intertwining dragons on his head.

Roleplaying Notes: Eilif is now extremely outgoing and flamboyant. If the PCs find themselves in his company, they cannot get him to shut up. He loves talking about magical theories, but he is conversant on many topics. Eilif attends every ball. He is very proud of his alma mater; it introduced him to necromancy and it made him the man he is today. He always tithes ten percent of his adventurer's earnings to the school.

Eilif stopped in the village to refresh his water supply two hours before he came to the ball. As he quenched his thirst in addition to refilling his water skin, his flesh underneath his garments has begun to break out in dark splotches. The sensation is painful, so he peeks underneath his

sleeves often to see what is causing the irritation. He is alarmed by the sight, and removes himself immediately from the conversation — this is possibly the only moment he is quiet all night. He excuses himself suspiciously when Jaylin Vaas tells the High Priestess Giorna Kal that the villagers have come down with a strange disease.

Quote: “I just love the undead! They are so fascinating! Don’t you agree?”

Ellayne Kayle Cavanaugh

CHANCELLOR’S WIFE

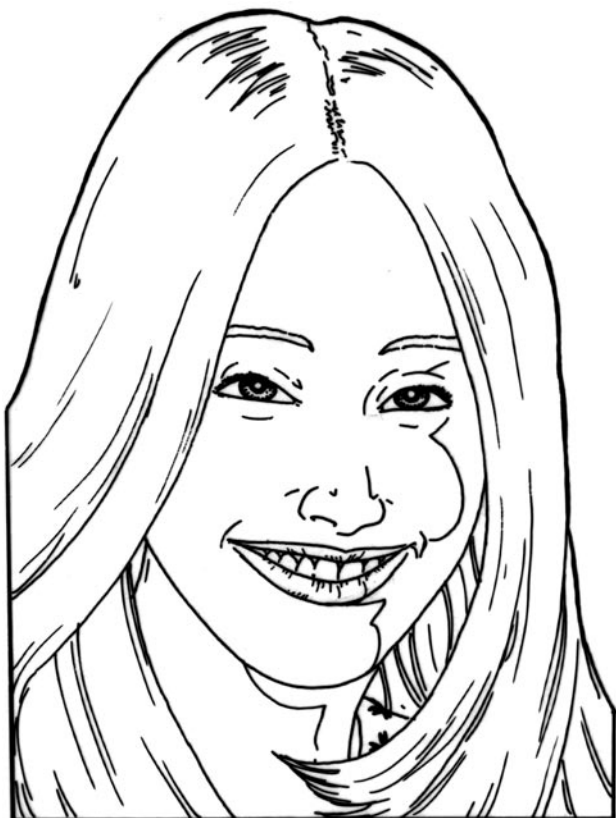


1st-Level Human Wizard; LG

Location: The ball; Grimm Thorpe University at the chancellor’s manor

Background: Ellayne Kayle Cavanaugh graduated from Grimm Thorpe University three years ago, whereupon she immediately married her professor, Charles Cavanaugh. Charles succeeded Chancellor Braeyde just three months later, when the elderly woman passed away, and they had their first child shortly after that.

Ellayne’s family, the Kayles, own a great deal of land and several castles in the neighboring kingdom, and they are well-respected benefactors of the Temple of Soljera. Chancellor Cavanaugh and Ellayne have one daughter, Meyla, and a baby on the way.



Appearance: Ellayne is twenty-three, blonde, and beautiful — and six months pregnant. At the ball, she wears an emerald evening gown with matching shawl that hangs over her round belly.

Roleplaying Notes: Ellayne works diligently to promote the university and the Temple of Soljera, especially to her rich friends and family. Ellayne also worships the ground her husband walks on, and she talks about him non-stop. She doesn’t know anything about the nefarious experiments he’s involved in, and she won’t believe it if presented with proof. Nor is she aware of his involvement with any other women.

At the ball, Ellayne spends her time talking to the High Priestess Giorna Kal and the other clerics. When not talking to the priests, she mixes with the more affluent crowd. She pays the PCs and other adventurers no heed.

If the PCs later break into her house and she discovers them, she screams for the guards, then runs to save her daughter from these thugs.



Once Ellayne has gathered her daughter, she uses her *wand of magic missiles* to make an escape, unless the guards are able to capture or detain the PCs.

If the PCs kill her husband or force him to escape, thereby leaving her for good, Ellayne’s sanity suffers and her sweet, altruistic nature turns sour. She then devotes the next years of her life to funding assassins to take the PCs out. She passes this hatred on to her daughter, Meyla, who likewise grows up to despise the PCs.

Quote: “Charles is very concerned about Grimm Thorpe’s students; he would do anything to see each and every one succeed. He’s very kind that way.”

Fedris

VILLAGE BOY



1st-Level Human Commoner; N

Location: Village of Grimm’s Thorp

Background: Fedris is a young boy who early the morning after the ball finds a scroll lying in the street of his village. This is the alchemical formula for making nightlings, which Cavanaugh’s apprentice, Gelrin, dropped in his ill-fated flight from the creatures. Unfortunately, Fedris is illiterate and so has no idea what he has, though he knows it must be important.

Fedris requests 100 gp from the PCs if they ask for the scroll, as he considers this to be the largest sum imaginable. The players can haggle him down to 1 gp, or they can physically take the scroll away from him.



Appearance: Fedris is a tow-headed eleven-year-old sitting on an old fence.

Roleplaying Notes: Fedris is guileless in every way. He is obviously impressed by the PCs, and treats them as true heroes unless they threaten him physically.

Quote: "I'll sell it fer ... um ... fer a *hundred* gold pieces!"

Ferocass Grimm

DWARF TRADER



3rd-Level Dwarf Expert (Trader); NE

Location: Hills behind the village of Grimm Thorp

Background: Ferocass is the dwarven trader supplying shadow stone and orc slaves to Chancellor Cavanaugh. Over three hundred years ago, the then-young Ferocass was part of the adventuring party that originally discovered the stone in the hills behind the village. This adventure is chronicled in his kinsman Erasmus Grimm's travel journal, which is located in Alton Lorock's tower. The story is also known to the engineer Legrande Grimm, who was part of the ill-fated party, as well.

Ferocass gave Cavanaugh a piece of shadow stone when he discovered the man was interested in alchemical transmutation, and has profited ever since.

Appearance: Ferocass is a battle-worn dwarf beyond his prime. He makes a marginal living selling slaves, and over

his lifetime his disposition has degraded along with his morals.

Roleplaying Notes: Ferocass is busy rounding up orcs in the hills beyond the village for the duration of this adventure, and so doesn't make a personal appearance. If the GM decides to introduce him to the players, he will tell all and do anything for a few gold pieces.

Quote: "Well, now ... I might be able to acquire said items fer yer lordships, if'n there's enough gold involved..."

Gelrin

THE MURDERED APPRENTICE



1st-Level Human Wizard; N

Location: The anchorage

Background: Gelrin is Cavanaugh's apprentice, who sneaks into his master's secret lab the night of the ball and steals the scrolls outlining Cavanaugh's plans, the nightling creation process, and the alchemical formula needed to create them. He plans to interrupt the ball and reveal Cavanaugh's evil machinations.

However, he's wounded by a nightling while fleeing, and Cavanaugh soon finds him through his scrying arts. Nightlings are sent out to bring him back, but he dies of his wound in the anchorite Juliana's arms before they arrive at the Temple of Soljera. Two groups of nightlings distract the PCs while a third group takes the boy's body back to the tunnels and kidnaps Juliana as the only witness. They don't notice the scrap of parchment left at the anchorage, or the larger scroll containing the nightling alchemical formula that Gelrin dropped in the village of Grimm's Thorp.

Appearance: Before his death, Gelrin was a good-natured, dark-skinned young man dressed in gray student robes.

Roleplaying Notes: Gelrin is not encountered in person. For the few weeks before his death, he wore a harried countenance and constantly looked as if he felt something was following him. He was exceptionally jumpy in Chancellor Cavanaugh's company, and his face went positively pale when the missing students were mentioned in conversation.

Quote: "All I'll say for now is this: Haguus isn't crazy!"

Giorna Kal

HIGH PRIESTESS OF SOLYERA




13th-Level Human Cleric; LG; Healing and Knowledge domains; 2 hp when found

Location: The ball; the Temple of Soljera; imprisoned in the pens underneath Cavanaugh's manor house

Background: Giorna Kal has served as the high priestess of the Temple of Soljera for over ten years now. She and the former chancellor, Evelyn Braeyde, were the best of friends, and they worked very hard together to promote the university and build upon its programs. She is very grateful that Chancellor Cavanaugh is resuming where his predecessor left off.

Appearance: Giorna Kal is a thin, tall, regal woman in her late thirties. She has silver-blond hair that hangs loosely down her lower back, and wears white satin robes with yellow trim. Around her neck hangs a shiny platinum necklace with a round, sun-like amber stone as its centerpiece. The necklace is later stolen by Cavanaugh's men and placed in the underground treasure room; see Chapter Five, page 43.


Roleplaying Notes: Giorna mingles with the school's administrators and Solanton's elite. She is courteous but reserved toward newcomers who approach her, including the PCs. Because of her standing, she is shadowed by an armed guard at the ball.

 Giorna's bodyguard at the ball is the 3rd-level fighter who was also protecting Juliana during her visitation hours.

Giorna is a genuinely good person, but Cavanaugh has snowed her with his good looks, glib tongue, and his pretense to good deeds. In fact, she has been one of his staunchest supporters over the years, even when her long-time faculty friends made complaints about the funding problem under his leadership. When Cavanaugh's men kidnap her and the priest




Cobain, and kill several more clerics, the morning after the ball, they shatter her rose-colored view of Cavanaugh. She is infected with the nightling disease in the attack.

 If the PCs rescue her, she can use her *remove curse* spells to assist anyone who has been inflicted with the nightling disease but hasn't yet changed. One of these spells must be cast in conjunction with the nightling alchemical antidote to undo the completed transformation, though; see Appendix IV.

Quote: "I am so proud of the work that Chancellor Cavanaugh has done. He was obviously the right person to replace the late Chancellor Braeyde. May Soljera shine upon him in all his endeavors!"

Graves

CAVANAUGH'S ASSASSIN

 **5th-Level Dwarf Rogue/2nd-Level Assassin**
CR 7; SZ M (humanoid); HD 7d6+14; 44 hp; Init +8* (+4* Dex, +4 Improved Initiative); Spd 20 ft.; AC 20* (+4* Dex, +4 *leather armor* +2, +2 *cloak of protection*); Atk melee +6 (1d6+2/crit 19–20/x2, *short sword* +2), ranged +8* (1d8/crit 19–20/x2, *light crossbow*); Face 5 ft. X 5 ft.; Reach 5 ft.; SA Death Attack, Poison Use, Sneak Attack +3d6, Spells; SQ +1 Save vs. Poison, Evasion, Uncanny Dodge; AL NE; SV Fort +4, Ref +10, Will +0; Str 10, Dex 17 (19*), Con 14, Int 13, Wis 9, Cha 8

* Adjusted for the *potion of cat's grace* Graves takes just before the final combat.

Skills: Climb +4, Disable Device +5, Disguise +3, Escape Artist +7, Gather Information +2, Hide +11, Intimidate +3, Listen +6, Move Silently +11, Open Lock +10, Search +8, Tumble +7, Use Magic Device +7

Feats: Combat Reflexes, Improved Initiative, Weapon Focus (short sword)

Languages: Common, Dwarven

Spells: (0/2) The DC to save against Graves' spells is 12.

1st level — *change self*, *obscuring mist*

Possessions: *cloak of protection* +2, *short sword* +2, *potion of cat's grace*, *leather armor* +2.

Location: Grimm Thorpe University's tunnel system

Background: Graves has been working with Cavanaugh for eight years. While Cavanaugh has schemed his way into high society, Graves has killed off anyone who's gotten in his way. Graves views the chancellorship as just another

scam in a long line of them. This one has proven more fruitful to date, however.

He has found the tunnels underneath the chancellor's manor to be useful in integrating his own side business of robbing travelers with that of Zela, the bandit leader. It wasn't until recently that he returned to his most favorite pastime: killing people.

Appearance: Graves is a small-framed dwarf. A hooded, black cloak hides his rough features.

Roleplaying Notes: Graves never makes contact with the PCs until the final battle in the Cavanaugh's underground lab. Graves is fatalistic, so he fights to the death even though he expects Cavanaugh to bail on him at the first sign of serious trouble.

Quote: "Today is a good day to die, my friend. Your death or mine, it does not matter; the gods do not care whom they greet this day."

Holder Gayyl

MISSING STUDENT



Formerly a 1st-Level Human Wizard; N
Gayyl is indistinguishable from the rest of Cavanaugh's 40 nightlings; for simplicity's sake, use the nightling stats given in the entry below.

Location: Outside of the ball; on the road to Grimm Thorpe University and the village; in the tunnels underneath the chancellor's manor house

Background: Holder was a rather undistinguished student whose fatal flaw was a bit too much curiosity. When he witnessed a nightling stealing livestock from the university barns a few months ago — just as did the students Aasta and Isak — he couldn't help but follow it down into the tunnels, where he was quickly captured and taken to the chancellor to become a subject for his experiments. He is now one of Cavanaugh's horde of nightlings, roaming the tunnels under the university.

Appearance: As a standard nightling; he is a dark, chitinous monster with glaring red eyes, horns, a tail, and sharp claws.

Roleplaying Notes: Holder has lost his independent will and intelligence. He will attack the PCs on sight in the tunnels just as any nightling would.

Quote: "Grrrrrr ..."

Isak

LOVESTRUCK AND MISCHIEVOUS STUDENT



1st-Level Human Wizard; CG

Location: Visiting the anchorite; serving at the ball; Grimm Thorpe University at the student dorms, Common Hall, Tyman Tower labs, and sneaking away for a tryst at the barns with Aasta, his student girlfriend

Background: Isak works as a lab assistant in the student laboratories attached to Tyman Tower. He is very much aware that at least four students are missing, and he likes Professor Haguus because he is the only instructor willing to talk about the issue. Isak knows something is amiss, but he's not sure what that something is. He knows there's a tunnel entrance in the barn, as he and Aasta spend many an evening there. Both he and Aasta have seen a dark shape climbing out of the tunnels and making off with livestock. However, in the darkness, he wasn't able to get a good look at it — and, of course, his attention was really elsewhere.

Isak and Aasta have full access to the temple while volunteering as servers at the ball, and so sneak their favorite professor, the exiled Vermmond Haguus, into the event through the back door. Isak does this mainly to see and enjoy the chaos that his presence causes.

Appearance: Isak is a clean-cut, sandy-haired, eighteen-year-old. He wears a gray Grimm Thorpe University student robe.



Roleplaying Notes: Isak is gregarious and a prankster, a trait he shares with another of his favorite professors: Malvina Zevlin.

Korliss was a good friend of his, and he is deeply concerned about his disappearance. He believes that Korliss may have entered the tunnels and met his doom, as the young man often talked about wanting to explore them.

Quote: "Korliss Sorensin, Nalix Corrv, Holder Gayyl, and Professor Haguus' nephew, Milo Haguus, are all missing. One missing person might be strange, but four ... well, that's awfully suspicious, if you ask me."

Ivan Bogdorff

GROUNDSKEEPER



4th-Level Dwarf Commoner; NG

Location: Grimm Thorpe University grounds

Background: Ivan has worked in the Grimm Thorpe University orchards for over seventy years. Of late, his faithful canine companion, Rox, refuses to go into the orchards with him, as had been their routine for years.

Appearance: Ivan is a stalwart dwarf usually dressed in coveralls. He's generally covered with the dirt and sweat of hard work outdoors.

Roleplaying Notes: Ivan has a kindly, plainspoken way about him, and is happy to help visitors any way he can. He recently had a run-in with a nightling that left him and his dog Rox leery of being on campus at night..

Quote: "Late one evening about three weeks ago, me and Rox were in the orchards after dark, packing up for the day. Suddenly, Rox started barking and jumping around in all directions. The hair on his back stood straight up. I couldn't figure out what was going on, and then Rox grabbed my ankle and started tugging at me. I gathered he was trying to tell me something bad was coming, so I dropped everything and took off at a run. Rox stayed behind, and I could hear him growling and thrashing at something. When I looked back, I saw a dark, man-sized *thing* skulking in the orchard. Its red eyes glared at me. Needless to say, I ran quicker, and I didn't see Rox again until the next morning, when he returned all bloody but alive. Since then, he won't to go to work with me. I don't stay in the orchards too late anymore, either. I told Mayor Lorock about it, since he's a professor there, and he looked into it. He even claimed he and Professor Zevlin captured that thing!"



Ivara Carnen

LUSTY PROFESSOR OF ALCHEMY AND ENCHANTMENT



7th-Level Half-Elf Wizard (Enchanter); CN

Location: The ball; Grimm Thorpe University at Tyman Tower, Havermale House, and lingering near the student dorms or Common Hall

Background: Ivara has taught alchemy and enchantment magic at Grimm Thorpe for the last twenty years. Over the years, she has bedded many a young man under her tutelage, and it's not uncommon for her to award passing grades to otherwise failing students for these extracurricular activities.

Appearance: Ivara is a beautiful, flirtatious, half-elven woman in her late fifties. At the ball, she wears a low-cut evening gown of green silk and high-heeled low black boots. Her vibrant red hair, held from her face by a gold circlet, cascades down her shoulders.



Ivara has a Charisma score of 17.

Roleplaying Notes: It is standard gossip that Ivara has affairs with her young male students. She is also enamored with Chancellor Cavanaugh, but he has not responded to her sexual overtures. She thinks it's possible that he's devoted to his wife, even though her friend Odilia Halstromm, the university's scribe, thinks he's sleeping with his assistant



Jaylin Vaas. Ivra roams the crowd at the ball, looking for this evening's catch.

As mentioned in the Introduction, Ivra may have personally invited a PC to the ball. If so, she takes the character aside and pleads for the PC to consider making a personal donation to help fund her enchantment research. She explains that the university's funding has dwindled tremendously in the last three years, and she needs donations to continue. Of course, if the PC is handsome, she may also have invited him for other, more personal reasons.

As the student Korliss Sorensin was one of her paramours, she knows he is missing. She willingly and sadly talks about his disappearance, although she has personally made no efforts to find him. As a free-spirited person, she's fairly sure he decided to leave school and move on, and she respects that, but she knows it's also possible he entered the tunnels in search of adventure, as he was a rash young man. It bothers her that the school's administration decided to cover up the incident by releasing a statement that the boy had returned home. She knows that he hated his father too much to go back there.

Quote: "I miss Korliss dearly. He was so full of verve and vigor, with a throbbing desire to experience life's best."

Jacobus Hailey

WOMANIZING VICE-CHANCELLOR



6th-Level Human Wizard; N

Location: The ball; Grimm Thorpe University at Grimm Hall, and flirting with female faculty members at Tyman Tower and Havermale House

Background: As an administrator, Jacobus' job is to manage the university's funds and resolve any faculty issues. Jacobus haphazardly performs these duties, however, as he is too busy chasing women. Currently he is rumored to be having affairs with the chancellor's assistant Jaylin Vaas and several administrative clerks. Because Jacobus' attention has been elsewhere, he has just realized that at least 20,000 gp is missing from the university's coffers — a tidbit that the PCs may overhear at the ball. Including the gems that Cavanaugh has pilfered, the total is actually closer to 30,000.

Appearance: Jacobus is a short, balding, portly man in his mid-forties.

Roleplaying Notes: Jacobus is very flirtatious and mingles freely at the ball, approaching any comely female PC in the process. If he's later sought at the university, he is difficult to locate or make an appointment with; he's too busy avoiding work and questions about the missing money.

Quote: "Wow! Now, that's a good-looking woman! Excuse me, please. There's someone over there that I just have to meet ..."

Jaylin Vaas

AMBITIOUS ASSISTANT TO THE CHANCELLOR



6th-Level Human Wizard; NE

Location: The ball; Grimm Thorpe University at Grimm Hall

Background: Jaylin Vaas is as ambitious as her boss, Chancellor Cavanaugh. For the past five years, she's been worming her way up the university ladder. Not long after Cavanaugh arrived, he and Jaylin became lovers. He convinced her to help him poison Chancellor Braeyde so that he might assume the chancellorship, which he had in the bag since he had already charmed and befriended the Board of Regents. He promised to promote her if she helped him, so she did.

Jaylin always listens in on conversations held in the chancellor's office, so she knows that Alton was fired and

ordered killed because of his blackmail attempt on Cavanaugh over the nightling experiment.

Appearance: Jaylin Vaas has auburn hair and pasty, unhealthy-looking skin. She wears a conservative, long-sleeved, black dress.

Roleplaying Notes: Jaylin is a no-nonsense woman when it comes to dealing with students and outsiders. As an assistant to Cavanaugh, she takes her duties seriously, and she does anything within her power to protect both him and Vice-Chancellor Jacobus Pauley, so long as it's in her best interest to do so.

She is uncomfortable in social situations, though she is trying to overcome this in order to better her chances of becoming the next chancellor. Still, she is very abrupt in her interactions, and she does not start conversations with people who she is unfamiliar with. If questioned by the PCs, she gives vague answers and refers them to the vice-chancellor, Jacobus Pauley.

Jaylin is, above all else, self-serving, so her protection of Cavanaugh will only last as long as it doesn't hurt her own advancement opportunities. If she thinks that she can gain the chancellorship for herself by revealing information on Cavanaugh, she will do so. If not, she intends to ride out the storm and let what happens happen. If the PCs kill Cavanaugh outright, it is likely that her part in Chancellor Braeyde's demise will never come to light — in three years, no one has thought the woman's death to have been anything but natural.

Quote: "I am in charge of student affairs, but I'm not authorized to make official statements to the public about university issues. I could get fired for doing so. Please refer such questions to Vice-Chancellor Pauley."



Feats: Iron Will, Great Fortitude, Lightning Reflexes, Toughness.

Languages: Common, Celestial, Elven

Mystic Abilities: Aura of Calm, Detect Chaos, Divine Grace, Divine Fortitude, Enthrall (1/day), Lay on Hands, Portents, Protection from Chaos (1/day), Revelation (2/week); see Appendix III for descriptions.

Spells: (7/8/6) The DC to save versus her spells is 13 + spell level.

0 level — *create water, cure minor wounds, detect poison, guidance, light, purify food and drink, read magic*

1st level — *bless, cure light wounds, endure elements, shield of faith*

2nd level — *augury, cure moderate wounds, delay poison*

3rd level — *create food and water, cure serious wounds*

Location: Anchorite's tent before the ball; in the anchorage; imprisoned in the pens underneath Cavanaugh's manor house

Background: Juliana took up residence as the Temple of Solyera's anchorite just after graduating from Grimm Thorpe University three years ago. She decided to devote her life to meditation and prayer, and the temple offered her the small anchorage. She spends her days and nights in reverence of the goddess, often slipping into mystical trances. During the morning hours, she works in her garden, as her

Juliana

BELOVED ANCHORITE OF SOLYERA



6th-Level Human Mystic

CR 6; SZ M (humanoid); HD 6d8+9; 36 hp (5 hp when found); Init +1 (Dex); Spd 30 ft.; AC 15 (+1 Dex, +3 Divine Grace*, +1 Mystic AC Bonus); Atk melee +4 (1d6, quarterstaff); Face 5 ft. X 5 ft.; Reach 5 ft.; SQ Mystic Abilities, Spells; AL LG; SV Fort +10, Ref +7, Will +10; Str 10, Dex 13, Con 12, Int 15, Wis 13, Cha 17

*The mystic gains an AC bonus from high Charisma due to her Divine Grace special ability. The mystic class is outlined in Appendix III.

Skills: Alchemy +8, Animal Empathy +10, Concentration +9, Diplomacy +10, Handle Animal +10, Heal +4, Knowledge (religion) +9, Sense Motive +8, Spellcraft +11

confessor priest, Abelard, advised her that gardening would relax her enough to sleep soundly at night — the exercise hasn't stopped the nightmares as the priest hoped, though.

As an anchorite, Juliana has little contact with people outside of Telnara, her maid, and Abelard. One day each month, she uses her special gifts to help the community, and people come from miles around just to meet her and gain her blessing. This is the event that is taking place when the PCs arrive at the temple.

Appearance: Juliana is a frail girl in her twenties with silver-blond hair. Her skin is pale, despite the time she spends gardening, and she wears brown servant robes.

Roleplaying Notes: Juliana's nightmares are related to Cavanaugh's experiments at Grimm Thorpe University, but she doesn't realize this until the day of the ball, when she receives a premonition that the source of her nightmares resides at Grimm Thorpe and gives her class ring to the PCs. Later that evening, Cavanaugh's nightlings kidnap her from her anchorage and take her to the pens in his basement (See Chapter Five, page 45).



Although the nightlings scratched Juliana numerous times, her Divine Fortitude ability makes her immune to the nightling transformation.

If the PCs rescue her, she does everything she can to help save the students and villagers from becoming nightlings. She is very grateful to the PCs, and she offers them any magical curing that she can. At the GM's discretion, she may show up at a later date and assist the PCs on a mission, having seen their need of her in a vision.

Quote: "May you walk in the light of Solvera forever."

Kevrick Halstromm

STOIC PROFESSOR OF ABJURATION



6th-Level Human Wizard (Abjurer); LN

Location: Grimm Thorpe University at the Tyman Tower labs or in his apartment at Havermale House

Background: Kevrick is a stern professor who's been teaching for six years now. He's a very serious, stoic fellow who enjoys making undergraduates squirm, and many a student has a tale about his classroom terror tactics. Kevrick focuses his energies on teaching and research, and when not in the classroom, he can be found working alone in the labs or reading in the Cavanaugh Library.

He seems unaware of his wife Odilia's indiscretions, but he has a very somber manner about him that gives the impression he knows more than he reveals. He never attends social gatherings unless mandatory, and even then, he's



bound not to be there. Among the faculty, it's a running joke that Kevrick won't be in attendance, but his lusty wife sure will. Not surprisingly, he's doesn't attend this year's ball.

Appearance: Although a professor, the forty-five-year-old Kevrick always wears the light gray robes of a Grimm Thorpe University graduate student. His dark hair is always in place, and his face remains expressionless at all times, even when he's excited.

Roleplaying Notes: Kevrick is a loner by nature, but he enjoys sharing his knowledge and helping students, even if he is a bit hard on them. When approached, he is pleasant but notably distracted.



Kevrick has a +10 skill modifier in Knowledge (geology) to determine the nature of the shadow stone if the PCs cannot.

He and Professor Alton Lorock shared an unusual friendship, though they rarely agreed on anything.

Quote: "I wear the graduate robes because I am, at heart, still a student. The day I stop learning is the day I die."

Karliss Sorensin



1st-Level Human Wizard; CN

Location: Imprisoned in the pens under the chancellor's manor house

Background: Korliss' father is a merchant who sends PCs to the ball to deliver his donation to the university; Korliss is resentful of his father because the older man sent him off to school against his will. Unbeknownst to his father, two weeks ago Korliss was abducted by nightlings to become another test subject for the chancellor; Professor Alton Lorock witnessed the creatures dragging him through the underground tunnels to Cavanaugh's hidden lab. Although Cavanaugh has subjected the boy to several doses of the nightling elixir, he remains unaffected. Cavanaugh has kept him alive in an attempt to discern why the change has not taken place.

Before coming to Grimm Thorpe University, Korliss' exploits included setting fire to a temple's interior with his torch-juggling attempts, robbing a drunken merchant, and impregnating Jesea Vress, the daughter of his father's business partner. Korliss had quite the reputation as an unruly troublemaker at school, as well. A billboard displaying his name as "This Month's Slacker" sits in front of the student dorms, and he was about to be kicked out of school before his disappearance despite the good grades he managed to scam from sleeping with his alchemy teacher, Professor Ivara Carnen.

Appearance: Korliss is a good-looking, tanned sixteen-year-old with mussed blond hair and a roguish grin. He does not appear to be too worse for wear when found in the pens; he has eaten everything offered him.

Roleplaying Notes: Korliss has been trapped for two weeks with nothing to do and no one to talk with except for three incessantly praying priests. He's bored beyond belief and will gladly join in the final battle if released in time.

Quote: "What took you so long?"

Legrande Grimm

REGENT AND RENOWNED ENGINEER



5th-Level Dwarf Fighter/15th-Level Expert (Engineer); LN

Location: The ball

Background: Legrande is the late Erasmus Grimm's nephew, and he had a hand in designing and building every structure on Grimm Thorpe's campus, including the tunnel system. He views the Temple of Solyera as his greatest creation.

Appearance: Legrande is a gray-haired dwarf of 500 years, who walks with a cane.

Roleplaying Notes: Legrande talks very little, unless questioned about his buildings, but he always shows up at the fundraiser balls to reap praise for his creations. The PCs

may question him for information about the campus' layout and building floorplans, which he will gladly discuss in great detail; he also knows the design specifics basement of the chancellor's manor house and the attached tunnels. He can talk for hours about engineering and the need for proper building materials.

Legrande also knows about shadow stone, and he's seen first-hand the creatures it's capable of making, as he was part of the original expedition — with his uncle Erasmus and cousin Ferocass — when Erasmus first came into contact with it.

Quote: "The Temple of Solyera is my grandest achievement. Part of me will always be here, long after I'm dust."

Malvina Zevlin

PRANKSTER PROFESSOR OF EVOCATION



7th-Level Human Wizard (Evoker); CG

Location: The ball; Grimm Thorpe University at Tyman Tower and Havermale House

Background: Professor Zevlin has taught at Grimm Thorpe for five years, and she is a known practical joker. Her comical antics make her one of the most popular professors on campus. She attends the ball simply because she enjoys parties far too much. After several drinks, she begins



using her magic to play pranks on fellow faculty attendees. She does not do anything to cause actual physical harm, but she acts as if she is the picture of innocence when strange things happen.

Appearance: Malvina is a short, portly woman in her early thirties with shoulder-length, light brown hair and green eyes. She is always smiling. She is wearing an expensive knee-length navy dress with a gold vest, large hoop earrings, and several jangling bracelets.

Roleplaying Notes: Malvina is a happy-go-lucky woman, and she gladly talks to the PCs and anyone else who approaches her. The other faculty members, except Dimble Galemott, professor of illusion, avoid her, as they have no desire to be the victim of her jokes.

Malvina has seen a nightling up close and personal. She was walking past the orchards late one evening, when she saw Professor Alton Lorock casting spells at something off in the trees. Then a dark, red-eyed creature rushed out at him, and he froze as if paralyzed. If she hadn't rushed to his aid, the creature would have dismembered him. She killed it with her spells and waited for Alton to snap out of it. When he came to, she helped him load the dead creature into his nearby cart. He left soon thereafter, never bothering to explain what it was she had killed. She had planned to ask him about it at the party, but, of course, he doesn't show.

Quote: "You know, I've never once played a joke on Alton Lorock. I think he'd sooner kill you than know you laughed at him. I did catch him smiling at some pranks I pulled last week on Ablin Highhill, though."

Meyla Cavanaugh

CHANCELLOR'S DAUGHTER

Location: Chancellor's manor house, most likely playing or sleeping in her bedroom

Background: Meyla is a sweet little girl, who is completely innocent of any wrongdoing. If her mother, Ellayne, discovers the PCs infiltrating the chancellor's manor house, she screams for the guards, then attempts to defend herself and her daughter long enough to escape. Whether or not the PCs kill Cavanaugh, Ellayne passes her hatred of the characters on to Meyla, who grows up to despise the PCs. Meyla becomes a wizard/rogue/assassin, and she seeks to discredit and kill any remaining members of the group who ruined her family.

Appearance: Meyla is a two-and-a-half-year-old little girl with blonde, curly hair and bright blue, inquisitive eyes.

Roleplaying Notes: If accosted by the PCs, Meyla begins screaming hysterically. She knows nothing about her papa's nefarious deeds, but could be used as a bargaining piece if the PCs aren't averse to that kind of thing.

Quote: "Mama! Mama!"

Milo Haguus

MISSING STUDENT



Formerly a 1st-Level Dwarf Wizard; NG
Milo is indistinguishable from the rest of Cavanaugh's 40 nightlings; for simplicity's sake, use the nightling stats given in the entry below.

Location: Outside of the ball; on the road to Grimm Thorpe University and the village; in the tunnels underneath the chancellor's manor house

Background: Milo is Professor Haguus' nephew who was abducted by nightlings five weeks ago to serve as one of Cavanaugh's guinea pigs. The administrators have told his family that he left the campus of his own accord, but the professor refuses to believe this and has begun a campaign of delivering wild tirades in public places in order to discover the truth. Milo now wanders the tunnels under the university as one of the chancellor's horde of nightlings.

Appearance: As a standard nightling: he is a dark, chitinous monster with glaring red eyes, horns, a tail, and sharp claws.

Roleplaying Notes: Milo has lost his independent will and intelligence. He will attack the PCs on sight in the tunnels just as any nightling would.

Quote: "Grrrrrr ..."

Nalix Corru

STILL-INTELLIGENT NIGHTLING



Medium-Size Magical Beast
CR 3; SZ M (magical beast); HD 1d10+5; 11 hp; Init +2 (Dex); Spd 30 ft., AC 14 (+2 Dex, +2 natural), Atk melee +4 (1d6+3 each, 2 claws), melee +2 (1d4+1, bite), melee +2 (1d4+1, gore), and melee +2 (1d6+1, tail); Face 5 ft. x 5 ft.; Reach 5 ft.; SA Paralyzing Gaze, Spawn Nightling, Spells; SQ Damage Reduction 15/silver, Darkvision, Low-light Vision, Scent; AL N; SV Fort +3, Ref +3, Will +4; Str 17, Dex 15, Con 15, Int 15, Wis 14, Cha 10

Skills: Alchemy +6, Concentration +4, Knowledge (history) +4, Knowledge (geography) +5, Hide +9 (+13 in dark surroundings), Listen +5, Move Silently +9, Scry +3, Spellcraft +6, Spot +4

Feats: Multiattack, Toughness

Languages: Common, Dwarven, Elven (cannot speak; Nalix cannot cast spells requiring a verbal component, and with claws, spells requiring somatic components require a Concentration check (DC 16).)

Damage Reduction (Su): Nightlings ignore 15 hit points from most weapons and natural attacks. A silver weapon or better negates the ability.

Magical Beast: Magical beasts have Darkvision up to 60 feet, and Low-light Vision.

Paralyzing Gaze (Su): Anyone within 30 feet of the creature's gaze must make a Will save (DC 12) or be paralyzed with fear for 1d4 rounds. This ability can be used at will.

Scent (Ex): The creature can detect opponents within 30 feet by sense of smell.

Spawn Nightling (Su): The creature's skin emits a potent trace of the chemical formula that transformed it into a nightling. Any successful claw or bite attack requires its target to make Fortitude save (DC 16) or he begins to turn into a nightling himself; this process takes a full three days, during which victims develop hard, dark patches on their skin, which feels as if it's on fire. The Divine Health of paladins makes them immune to this ability. The process can be reversed during the first three days of the transformation with a *remove curse* spell. After the transformation is complete, it can be reversed with a *remove curse* spell cast by a cleric of 12th level or higher, as long as it is cast in conjunction with the use of an alchemical antidote; see Appendix IV.

Spells: (3/2) The save versus Nalix's spells is 12 + the spell's level. However, Nalix does not have access to his own spellbook. He has had access to Cavanaugh's spellbook in the hidden lab, though.

0-Level — *detect magic, read magic, prestidigitation*

1st-Level — *identify, summon monster I*



Note: Nalix was formerly a 1st-level human wizard and made the Will save associated with his transformation; see Appendix IV for the nightling template.

Location: Skulking about the Grimm Thorpe University campus and the tunnel system underneath it; Cavanaugh's hidden lab during the final battle

Background: Nalix has been a nightling for three months, but for some reason has retained his intelligence while his fellows are mere beasts. For some time he thought about making contact with several of his old professors, but he knew he could not communicate with them, as his vocal chords no longer work. Instead, he decided to follow Aasta, a former friend, and approach her when he could catch her alone — which has proven impossible.

Recently his luck changed, however: Professor Alton Lorock made his way into the tunnel system tracking the nightlings who kidnapped Korliss Sorensin. Nalix followed him and saw that he was spying on Cavanaugh's operation. He thought the man's intentions good, so he showed himself. He made talking gestures in hopes the professor would note his intelligence. The professor did, and he cast a spell that opened Nalix's thoughts to him. In this way, Nalix was able to convey Cavanaugh's plot to him.

With this contact, he felt sure the nightling plot would be destroyed, and he waited patiently for the attack, but it never came. He later saw Graves carrying Alton Lorock's head into Cavanaugh's private lab.

Appearance: Nalix appears as a dark, chitinous monster with glaring red eyes, horns, a tail, and sharp claws.

Roleplaying Notes: Nalix knows that Cavanaugh's plot is being put in motion, and now that Alton Lorock is dead, he is desperate to find help. Thus, he's decided to risk his life and make contact with one of the adventurers sure to visit the campus the day after the ball. He realizes he may be killed on the spot, but he knows that if he doesn't try, all the villagers and students will become horrid nightlings.

Nalix positions himself to be in the hidden lab for the final battle; he turns on Cavanaugh as soon as the fighting starts.

Quote: *I know your magic lets you hear me ... now you've got to foil Cavanaugh's plan!*

Nightlings (40)



Medium-Size Magical Beasts

CR 2; SZ M (magical beast); HP 1d10+4; 12 hp; Init +1 (Dex); Spd 30 ft., AC 13 (+1 Dex, +2 natural), Atk melee +4 (1d6+4 each, 2 claws), melee +2 (1d4+2, bite), melee +2 (1d4+2, gore), and melee +2 (1d6+2, tail); Face 5 ft. x 5 ft.; Reach 5 ft.; SA Paralyzing Gaze, Spawn Nightling; SQ Damage

Reduction 10/silver, Darkvision, Light Sensitivity, Low-light Vision, Scent; AL LE; SV Fort +4, Ref +2, Will -3; Str 18, Dex 12, Con 13, Int 6, Wis 6, Cha 6

Skills: Hide +9 (+13 in dark surroundings), Listen +5, Move Silently +9, Spot +4

Feats: Multiattack, Toughness

Languages: Common (cannot speak)

Damage Reduction (Su): The creature ignores up to 15 hit points of damage from each successful attack with nonmagical, non-silver, and natural weapons. Magical and silver weapons do full damage.

Light Sensitivity (Ex): Former orc nightlings suffer a -1 penalty to attack rolls in bright sunlight or within the radius of a *daylight* spell.

Magical Beast: Magical beasts have Darkvision up to 60 feet, and Low-light Vision.

Paralyzing Gaze (Su): Anyone within 30 feet of the creature's gaze must make a Will save (DC 12) or be paralyzed with fear for 1d4 rounds. This ability can be used at will

Scent (Ex): The creature can detect opponents within 30 feet by sense of smell.

Spawn Nightling (Su): The creature's skin emits a potent trace of the chemical formula that transformed it into a nightling. Any successful claw or bite attack requires its target to make Fortitude save (DC 16) or he begins to turn into a nightling himself; this process takes a full three days, during which victims develop hard, dark patches on their skin, which feels as if it's on fire. The Divine Health of a paladin makes them immune to this ability. The process can be reversed during the first three days of the transformation with a *remove curse* spell. After the transformation is complete, it can be reversed with a *remove curse* spell cast by a cleric of 12th level or higher, as long as it is cast in conjunction with the use of an alchemical antidote; see Appendix IV.

Note: These stats are for an orc with the nightling template in Appendix IV applied to it, who missed his Will save during the transformation. They should be used for all the nightlings except for Nalix, whose stats are given above.

Location: Outside of the ball; on the road to Grimm Thorpe University and the village; in the tunnels underneath the chancellor's manor house

Background: These are chancellor Cavanaugh's nightmarish alchemical creations. Most of them were made from orc slaves provided by the dwarf trader Ferocass, and a few are guards from caravans waylaid by the bandits, but three of them used to be the students Nalix Corrv, Holder Gayyl, and Milo Haguus. Use the stats above for the orcs, the guards, and Holder and Milo for simplicity's sake; Nalix

has different stats from these in his entry as he retained his intelligence in his transformation. Only Korliss Sorensin has proven immune to the effects of the shadow stone, and his resistant blood is the key to creating an antidote.

Appearance: Nightlings are dark, chitinous monsters with glaring red eyes, horns, a tail, and sharp claws.

Roleplaying Notes: Although the nightlings are both aggressive and ravenous, they are obedient to both Cavanaugh and Graves. Due to their diminished intellectual capacity, they view Cavanaugh as their god.

Quote: "Grrrrrr ..."

Odilia Halstromm

WANTON SCRIBE



9th-Level Half-Elf Expert (Scribe); CN

Location: The ball; Grimm Thorpe University at Grimm Hall or Havermale House

Background: Odilia studied scribing at the university over forty years ago. She lives at the Havermale House with her husband, Professor Kevrick Halstromm. Over the years, she has grown tired of the bookish life of a scribe, and she longs for excitement. In this pursuit, she has joined Ivara Carnen, professor of enchantment, in seducing young male students.

She sees her husband, Kevrick, as overly stuffy and boring. Adventurers fascinate her, as she feels their lives have to be filled with fun, pleasure, and money — which often leads to pleasure — so she seeks out the attentions of any male PCs. Professor Carnen, her friend in chaos, is always in tow.

Appearance: Odilia is of average height and build, with blonde hair and blue eyes, and she is simply gorgeous. She wears a provocative, open-sleeved blue dress.



Odilia has a Charisma score of 19.

Roleplaying Notes: Odilia talks too much, drinks too much, and is very lusty; gathering information and opinions from her should prove very easy, especially if she is given more drinks. She attends the ball just to get away from her humdrum husband, who only wants to work. While here, she hopes to make interesting acquaintances, have a sexual encounter or two ... or three, and return home.

She knows that Korliss Sorensin is missing, as he was Ivara's favored beau. She thinks that the rambunctious youth entered the tunnel system and met his demise, even though the university's official stance on the matter is that he returned home. She also knows that Alton Lorock visit-

ed her husband some time ago with questions about something called "shadow stone." She has no idea what it is, as she didn't hang around to hear Kevrick's droning lesson on it.

Quote: "This place is getting boring. Wanna go back to your place?"

Rinkham Morigosh

MALICIOUS MERCHANT



9th-Level Halfling Expert (Merchant);NE

Location: The ball; his shop in the town of Solanton

Background: Morigosh supports the university because they purchase a large amount of goods from him. Morigosh is the university's sole supplier — save for the slaves and shadow stone that Cavanaugh purchases directly from the dwarf Ferocass. The halfling personally drums up donations for the university, as the more money they have in their pockets, the more likely they are to buy more from him, thereby increasing his profits.

Appearance: Morigosh is three feet five inches tall and he keeps his long brown hair tied in a ponytail. He also sports a handlebar mustache and is dressed all in white.

Roleplaying Notes: The halfling likes to drink to excess, and he becomes aggressive and abusive when drunk. To liven up the party, GMs may use the halfling to pick fights

with the characters or other guests. He is especially sensitive about his size, so he becomes angered if someone accidentally stumbles over him when not paying attention. Morigesh also has a contact in Zela, the bandit leader, who has "taken care" of much of his local competition already, at his request. If any of the PCs infuriate him, they find themselves on his hit list — literally.

Morigosh knows that a dwarven trader is supplying Grimm Thorpe University with orc slaves, and he is angry about it — but only because he is being cut out of a potential sale; he'd gladly acquire slaves of any race if asked. When drunk, he complains about this issue to anyone nearby.

Quote: "If they'd just told me they needed slaves, hell, I'd've gotten 'em. I got no qualms with that. I'm a business man, not a paladin!"

Tilnara

JULIANA'S FORGETFUL SERVANT



1st-Level Human Commoner; NG

Location: The Temple of Soljera; the anchorage

Background: Tilnara is the youngest of eight children. Her parents sent her to the temple to serve the clerics of Soljera, as they could not afford to raise her. She has half-heartedly served as Juliana's servant for one year now, and Abelard chides her daily for being remiss in her duties. Although she cares deeply for Juliana, and is honored to serve her, anchorite's trances and babblings frighten her, and she has told Abelard as much. Each time she asked to be assigned elsewhere, he refused her request, saying that she could learn much from the anchorite's piety and devotion.

Appearance: Tilnara is a fifteen-year-old girl with red hair and freckles. Like all temple servants, she wears brown robes.

Roleplaying Notes: The young Tilnara is very timid, easily frightened, and prone to hysterics and daydreaming. She wants nothing more than to return home to her mother. When not attending to the mystic or miscellaneous temple duties, Tilnara spends her daylight hours lying in the nearby wheat field, watching the clouds go by.

Quote: "I can't believe she's gone. And that drawing ... that horrible, horrible drawing! What could it mean? Has she gone mad?"



Torlov

GROUCHY GRADUATE STUDENT



2nd-Level Half-Orc Wizard; N

Location: Serving at the ball; at the gates of Grimm Thorpe University acting as tour guide, at Tyman Tower, and at the student dorms

Background: Torlov graduated from Grimm Thorpe last year. He is currently working on advanced studies in abjuration magic. In order to receive free tuition, he works as Jaylin Vaas' assistant, which means he gets stuck with the jobs that no one wants to do, like being the campus tour guide.

Appearance: Torlov is an ugly, muscular, bald student of average build. His orcish heritage is very evident. He wears gray student robes that are lighter in color than those of the undergrads and made from finer-quality material; the lighter-colored robe signifies his graduate status.

Roleplaying Notes: Torlov keeps to himself and doesn't enjoy the social roles the administrators assign him. He answers questions and performs his responsibilities as necessary, but in a lackluster manner. He is very resentful of the tour guide assignment, and he hurries each visiting group through a fast walking tour of campus, hoping they have no questions upon its completion.

Torlov does not like to talk about missing students; he returns the administrators' rote answers to these questions. Torturing him with an endless stream of questions, however, angers him, and when he is angered, he goes off on a tirade about the question at hand, spilling some of the truth — which he really does know — with each enraged utterance.

Torlov has seen a great deal of what happens on campus, and he knows about Cavanaugh's creations in the tunnel system. He hasn't squealed on the chancellor because he doesn't really care what the man does, nor does he want to become one of them. He only wants to finish his studies and move on.

Quote: "I'm just a student here. Other peoples' affairs are none of my business."

Vermmond Haguus

PROFESSOR OF TRANSMUTATION, HISTORY,
METALLURGY, AND ALCHEMY



9th-Level Dwarf Wizard (Transmuter); CG

Location: Turned away at the door to the ball; Grimm Thorpe University at Tyman Tower, Havermale House, and Cavanaugh Library

Background: Vermmond has been a professor at Grimm Thorpe University for over fifty years. He loves hearing himself talk, and his favorite topics of conversation are university conspiracies and wrongdoings. He especially thinks the administration is corrupt. Most people write him off as irritating and insane, but he occasionally hits upon the truth. In terms of his teaching specialties, he is, indeed, a notable scholar.

Appearance: Vermmond is a wild, red-haired dwarf who paces and wrings his hands while he talks — and it's rare that he's not talking.

Roleplaying Notes: It's hard to get a word in edge-wise with Vermmond Haguus, and he'll talk the PCs' ears off, if given the chance. He feels that it's his calling to alert everyone to the university's problems. He has met with the Board of Regents and the priests of Solyera on several occasions to talk about the things he feels are going on. So far, his warnings have gone unheeded, and he's been asked not to return.

Last year, his ramblings frightened many of the guests, and they left without delivering their donations. Because of this behavior, the High Priestess Giorna Kal and Chancellor Cavanaugh have made arrangements to bar him from the ball this year.

When the students Aasta and Isak sneak him into the temple, he immediately heads for the podium and begins a speech about his perceived conspiracies. The following is a list of these:

"Students are disappearing! My nephew, Milo Haguus, has been missing for five weeks now, and the administrators keep telling me that he left the campus of his own accord. But he hasn't left; he's missing, I tell you! And so are Korliss Sorensin and Nalix Corrv. They're selling them into slavery. I just know they are!" (True, students are missing; False, they aren't being sold as slaves, but rather being turned into nightlings by Chancellor Cavanaugh.)

"Where's our funding going? It's not going to the faculty. I say these administrators are lining their pockets! The Board of Regents needs to check into this." (True, at least one administrator — Cavanaugh — is lining his pockets.)

"That sneaky Jacobus Pauley is a half-demon. I've seen him lurking about campus in his true form — a dark, scaly,

red-eyed monster. He's summoning more of his friends, and soon the campus will fall to his minions!" (False, though he has seen a nightling, and the campus may indeed fall to them.)



Professor Haguus has a +10 skill modifier in Knowledge (geology) to determine the nature of the stone if the PCs cannot.

Quote: "Something strange is going on at Grimm Thorpe, and no one will listen to me! You're all blind and stupid! You'll see that I'm right. You'll see! Then, who'll be laughing at me? You'll definitely see."

Worg Leaders (2)



Medium-Size Magical Beasts

CR 2; SZ M (magical beast); HD 4d10+8; 30 hp; Init +2 (Dex); Spd 50 ft.; AC 14 (+2 Dex, +2 natural), Atk melee +8* (1d6+6*, bite); Face 5 ft. X 5 ft.; Reach 5 ft.; SA Trip; SQ Scent; AL E; SV Fort +6, Ref +6, Will +3; Str 19*, Dex 15, Con 15, Int 6, Wis 14, Cha 10

Skills: Hide +7, Listen +9, Move Silently +7, Spot +9, Wilderness Lore +2 (+6 when tracking by scent)

Feats: Alertness

Languages: Worg, Common

Scent (Ex): The creature can detect opponents within 30 feet by sense of smell.

Trip (Ex): If the worg hits with a bite attack, it can attempt to trip its opponent as a free action, without making a touch attack or provoking an attack of opportunity.

Possessions: 1,000 gp and a *collar of enlarge*. The command words for these collars are in the worg language, and their effect has a duration of nine minutes. Affected stats are marked with an asterisk

Location: Cavanaugh's hidden lab under the chancellor's manor house

Background: These are the two leaders of the worg pack that inhabits the tunnels under the university. They recently made an alliance with Cavanaugh to capture intruders for his nightling project and to help protect him and his lab. To seal the alliance, Cavanaugh gave these two worg *collars of enlarge*. They also participated in the attack on the clerics of Solyera the morning after the ball and were given 1,000 gp as their share of the booty.

Appearance: Like most worg, these two look like large gray wolves, but wear leather collars with silver studs. With their collars activated they are fifty percent larger than the

rest of their packmates, making them almost 7 1/2 feet long from nose to base of the tail, and about 300 lbs each; the stats above reflect these changes.

Roleplaying Notes: These two worg are loyal to Cavanaugh, as they see the monetary benefit of the association.

Before the PCs enter the lab area, the two worg invoke their collars' powers. Unless they see Cavanaugh flee the battle, they fight to the death.

Quote: "Mmmm ... the warm flesh of these adventurers will soon fill my belly!"

Zela

BANDIT LEADER



3rd-Level Human Wizard/3rd-Level Rogue

CR 6; SZ M (humanoid); HD 3d6+6 + 3d4+6; 38 hp; Init +5* (Dex*); Spd 30 ft.; AC 19* (+5 Dex*, +4 *mage armor*); Atk melee +4 (1d6+1/crit 19-20/x2, short sword), ranged +8* (1d8/crit 19-20/x2, light crossbow); Face 5 ft. X 5 ft.; Reach 5 ft.; SA Sneak Attack +2d6, Spells; SQ Evasion, Uncanny Dodge; AL NE; SV Fort +4, Ref +8, Will +5; Str 13, Dex 20*, Con 14, Int 15, Wis 12, Cha 11

Skills: Alchemy +11, Bluff +4, Concentration +8, Decipher Script +6, Disable Device +8, Disguise +6, Escape Artist +10, Hide +13, Move



Silently +10, Open Lock +13, Pickpocket +9, Scry +8, Search +5.

Feats: Combat Casting, Combat Reflexes, Scribe Scroll, Toughness, Track

Languages: Common, Draconic, Dwarven

Spells: (4/3/2) The DC to save versus Zela's spells is 12 + the spell level.

0 level — *daze, detect magic, flare, open/close*

1st level — *burning hands, mage armor, shield*

2nd level — *cat's grace, invisibility*

Possessions: *wand of hold person* (10 charges),
potion of cure light wounds

* Stats marked with an asterisk are modified to reflect Zela's use of her *cat's grace* and *mage armor* spells in the final battle.

Location: The ball; Cavanaugh's secret lab beneath the chancellor's manor house

Background: Zela studied with then-Professor Cavanaugh at Grimm Thorpe University years ago, and the two quickly formed a physical relationship that extends to this day. Zela now works more exclusively with his assassin hireling, Graves, from whom she learned the thieving arts. Currently, the two run a bandit ring out of the underground tunnel area. Their thugs are paid to attack caravans to disguise the killings of the nightlings, and they have recently done work for the halfling merchant Pinkham Morigesh, who hired them to eradicate most of his local competition. They use their ill-gotten money to fund Cavanaugh's cause, as they stand to gain substantially more wealth when he overtakes the Temple of Soljera.

Appearance: Zela is a moderately attractive woman in her twenties with long, dark hair and a medium build. She wears an unpretentious burgundy dress and laced sandals.

Roleplaying Notes: Zela, like Cavanaugh, is an opportunist. She's just in it for the money, and she will bail on him if things get rough. She does not intend to forfeit her life for his cause, though, unless it's unpreventable. She is plotting her own rise to greatness, and she hopes to learn the assassin trade from Graves in the future.



At the ball, Zela does a little pick pocketing, just to keep in practice. She has a +9 modifier to this skill. As mentioned in the ball events section, the PCs may spot her "working" the crowds.

Quote: "What's in it for me?"



Timeline

The beginning of this adventure is somewhat event-driven. The following timeline charts the flow of the Grimm Thorpe University fundraiser ball and the disappearance of the anchorite, Juliana. The guests begin to leave the ball around 10:30 p.m., so no matter the season, it should be dark outside; that and the storm facilitate the nightlings' retreat.

THE DAY BEFORE THE BALL

11:00 p.m. Cavanaugh's assassin, Graves, poisons the well in Grimm's Thorp village, then kills Professor Alton Lorock at his home for threatening to reveal Cavanaugh's plans at the ball.

THE DAY OF THE BALL

7:00 a.m. The anchorite Juliana begins receiving visitors in a tent behind the Temple of Soljera.

Noon The PCs arrive at Solanton.

4:00 p.m. The remaining visitors seeking an interview with Juliana are turned away. The tent is taken down quickly, and the cart containing the proffered goods is off-loaded into a back entrance of the temple into a storage room. Juliana retires to her anchorage.

4:30 p.m. The temple servant, Tilnara, takes the anchorite Juliana her meal, as is her duty. Juliana asks Tilnara to have the priest Abelard come to see her before the ball gets underway. Tilnara promises to ask him before she leaves, but she forgets to give Abelard the message. She is the last person to see the anchorite that day.

4:45 p.m. The guests begin arriving at the front doors of the temple for the ball.

5:00 p.m. A priest and several guards exit the temple and begin checking guests' invitations. They also prevent Professor Haguus from entering the affair.

The priests inside the temple inform the PCs where to put their donations, and they mention that two Board of Regent positions are being voted on tonight for which the characters are welcome to apply. All the guests are allowed to eat and mingle before the speeches begin at 6:30.

Cavanaugh's assistant Jaylin Vaas asks the high priestess to stop at the village the next morning to investigate the nature of the strange disease the populace has acquired.

5:30 p.m. The anchorite Juliana enters a mystical trance, and she begins drawing scenes of nightlings and Grimm Thorpe University on her anchorage wall with charcoal.

6:30 p.m. The High Priestess Giorna Kal gives a speech on the topic of the temple's approval of and assistance to Grimm Thorpe University over the years. She talks somewhat at length about why this relationship has proven fruitful; her acolytes have been given free tutelage in scribing and alchemy, and the wizards have often helped the temple in times of need, etc.

7:00 p.m. Giorna Kal introduces Chancellor Charles Cavanaugh. He is extremely charismatic and well-liked by the ladies, who seem to swoon over his every word and gesture.

While Cavanaugh is at the ball, his apprentice, Gelrin, steals his master's nightling alchemical notes and formula scroll from the hidden lab. A nightling attacks and wounds him before he escapes the tunnels. He hides in the village with the scrolls.

7:30 p.m. Charles Cavanaugh remains at the podium, while the scribe who logged the donations does a roll call of sorts and allows each donator to come up to the podium and announce his donation, speaking to or shaking hands with the chancellor. If the PCs are working for Sven Sorensin, he asked that they make his donation publicly and personally thank the chancellor for his work with his son, Korliss; they would want to follow through with his request at this time.

9:00 p.m. The two new Board of Regents members are elected. Professor Dejah Corellis wins one of them. A PC may fill the remaining position — if none of them politicked for a position, Professor Ivara Carnen may have done so for one of the more handsome male PCs, or the GM can randomly assign it to another NPC. After congratulations have been given, Cavanaugh's assistant Jaylin Vaas takes the new regents aside and explains the responsibilities of the position, which include fundraising and attending the quarterly meetings.

Cavanaugh says his farewells and apologies for begging out early, and reminds the guests that tours will be given at Grimm Thorpe University tomorrow morning and afternoon. Then he leaves the temple to return to Grimm Thorpe University. Giorna Kal leaves the party as well, retiring to her room to get some sleep before her early morning departure. She'll be traveling to the village and the university just before dawn, as she plans to heal the sick villagers and escort the donations to Grimm Thorpe.

9:15 – 11:00 p.m. The crowd is allowed to mingle and dance. A group of minstrels plays music for almost two hours. If the characters haven't mingled earlier, this is the time to let them meet some of the NPCs. A few of the professors at least, especially Ivara Carnen, may try to talk them into some personal funding for their favorite projects.

9:30 p.m. Cavanaugh returns to his hidden lab and begins to work.

The storm that has been gathering all afternoon lets loose on Solanton and the surrounding countryside.

10:30 p.m. The ball crowd begins to disperse.

Cavanaugh realizes many of his notes have been taken. He can't find his apprentice Gelrin, so he believes him to be responsible. He then scrys on the boy, finding him hiding in what appears to be the village. He sends his minions after him.

The nightlings find the wounded boy in the village and flush him out. He drops the nightling alchemical formula scroll during his flight, ripping a fragment from it as it falls to the ground.

11:00 p.m. The apprentice successfully dodges his pursuers in the village, and he runs to the temple's anchorage for help. He shouts loudly and bangs on the anchorite's door, the nightlings hot on his trail. Juliana, deep in her trance, vaguely notes that someone is at her door, and she opens it to the boy, not fully aware of her actions.

Gelrin falls into her doorway, tearing a piece of his robe on the anchorage's doorframe. The boy hands Juliana the remaining scrolls and mumbles some warnings about Grimm Thorpe University. The alchemical fragment slips from his hand, and is picked up by the wind, whereby it falls beside the garden gate. The boy dies in her arms as the nightlings surround them.

The nightlings kidnap the anchorite Juliana and make off with Gelrin's body. However, the PCs encounter the group of nightlings set to watch for trouble, unfortunately losing them in the storm when they flee. The storm covers the nightlings' tracks, providing the need for investigation the following day. The nightlings return the anchorite, the dead boy, and the remaining scrolls to the tunnels underneath the chancellor's manor house via the northeastern tunnel entrance.

THE DAY AFTER THE BALL

4:30 a.m. Graves poisons the Grimm Thorpe University well located behind the Common Hall, and searches for the missing notes at the village.

5:10 a.m. Graves, along with a party of bandits and nightlings, attack the High Priestess Giorna Kal and her entourage as they travel from the Temple of Soljera with the university's donations. They kill most of the party, but they kidnap her and a lesser priest, Cobain.

8 a.m. Cavanaugh begins scrying on the PCs as a precaution.

10 a.m. The servant girl Tilnara discovers the anchorite Juliana is missing and Abelard sends for the PCs to investigate.

Noon By lunchtime, the Grimm Thorpe students who drank water from the campus' well earlier that morning show signs of the disease.

The PCs will most likely be exploring the village or taking the university tour at this point, and will soon have to confront Cavanaugh and his crew in the hidden lab underneath his manor house.



The Mystic

Mystics embody law, and they are in tune with the divine around them, not unlike druids, who gain their powers from nature itself. Mystics are so in touch with the divine that they often receive strange visions, or portents, of the present and future. These visions, which are little understood and often feared by non-mystics, guide them in their everyday activities.

Like monks, mystics pursue personal perfection through contemplation, attempting to achieve a meditative state beyond the mortal realm. Good and neutral mystics who

achieve this state of nirvana often lead others by word and deed. In doing so, they can acquire massive, cult-like followings. Evil mystics seek to bilk communities of their money, and they feed off the adoration of such followings.

Adventures: Mystics approach adventures as opportunities to follow the path that life has laid out before them. Their visions usually guide them into making long treks, and they willingly take them, believing a valuable lesson is to be learned from the experience. Evil mystics also enjoy the monetary gains from such adventures, and they use the proceeds to fuel their cult's expansion.

Characteristics: Mystics cast spells through innate power rather than through prayer. They have access to fewer spells than clerics or druids, but they may cast spells more often, and they have no need to select or prepare them ahead of time.

Alignment: Mystics must always be lawful in alignment (LG, LN, or LE), and they lose the ability to harness this divine magic should they shift to any non-lawful alignment.



The Mystic: Class Table

LEVEL	BASE ATTACK BONUS	AC BONUS*	FORT SAVE	REF SAVE	WILL SAVE	SPECIAL
1	+0	+0	+2	+0	+2	Detect Chaos, Lay Hands, Portents
2	+1	+0	+3	+0	+3	Aura of Calm
3	+2	+0	+3	+1	+3	Enthrall 1/day, Revelation (1/week)
4	+3	+1	+4	+1	+4	Divine Grace, Divine Fortitude
5	+3	+1	+4	+1	+4	Protection from Chaos (1/day)
6	+4	+1	+5	+2	+5	Revelation (2/week)
7	+5	+1	+5	+2	+5	Protection from Chaos (2/day)
8	+6/+1	+2	+6	+2	+6	Scrying (1/day)
9	+6/+1	+2	+6	+3	+6	Revelation (3/week)
10	+7/+2	+2	+7	+3	+7	Greater Lore
11	+8/+3	+2	+7	+3	+7	Protection from Chaos (3/day)
12	+9/+4	+3	+8	+4	+8	Scrying (2/day)
13	+9/+4	+3	+8	+4	+8	Granted Power
14	+10/+5	+3	+9	+4	+9	Granted Power
15	+11/+6/+1	+3	+9	+5	+9	Granted Power
16	+12/+7/+2	+4	+10	+5	+10	Granted Power
17	+12/+7/+2	+4	+10	+5	+10	Granted Power
18	+13/+8/+3	+4	+11	+6	+11	Granted Power
19	+14/+9/+4	+4	+11	+6	+11	Granted Power
20	+15/+10/+5	+5	+12	+6	+12	Granted Power

* This figure plus the mystic's Charisma modifier are added to the mystic's AC. The AC bonus is one-fourth the mystic's level. A mystic's intuition in avoiding attacks drives this special ability, not training in dodging blows.

Religion: Mystics do not have to devote themselves to a deity, but they must always follow the ideal of law.

Background: Good mystics often wander the lands helping those in need, or they settle in communities as protectors. Evil mystics are often charlatans who use their divine abilities to dupe others into following false causes; then they fleece the populace of their wealth and leave.

Races: Most mystics are humans or half-elves, though the talent to channel divine magic may show up in any of the other common races.

Other Classes: Mystics like working with other lawful classes like the monk, the paladin, and some clerics. They sometimes find themselves at odds with more carefree, chaotic individuals. In addition, those mystics who work outside the realms of religion are often hated and feared by traditional clerics; clerics don't understand their ability to channel divine magic without prayer and devotion to a deity, and many have seen firsthand the effects evil mystics can have on a population.

GAME RULE INFORMATION

Mystics have the following game statistics.

Abilities: Charisma determines how powerful a spell a mystic can cast, how many spells the mystic can cast per day, and how hard these spells are to resist. To cast a spell, a mystic must have a Charisma score of 10 + the spell's level + the mystic's Charisma modifier. A high Dexterity improves her armor class, and Constitution improves her hit points.

Alignment: Mystics may be lawful good, lawful neutral, or lawful evil.

Hit Die: d8.

CLASS SKILLS

The mystic's class skills (and the key ability for each skill) are Alchemy (Int), Animal Empathy (Cha), Bluff (Cha), Concentration (Con), Craft (Int), Diplomacy (Cha), Handle Animal (Cha), Heal (Wis), Knowledge (arcane) (Int), Knowledge (religion) (Int), Profession



The Mystic: Spell Tables

SPELLS PER DAY											SPELLS KNOWN**										
Level	0	1st	2nd	3rd	4th	5th	6th	7th	8th	9th	Level	0	1st	2nd	3rd	4th	5th	6th	7th	8th	9th
1	4	3	—	—	—	—	—	—	—	—	1	4	2	—	—	—	—	—	—	—	—
2	5	4	—	—	—	—	—	—	—	—	2	5	2	—	—	—	—	—	—	—	—
3	6	5	—	—	—	—	—	—	—	—	3	5	3	—	—	—	—	—	—	—	—
4	7	6	3	—	—	—	—	—	—	—	4	6	3	2	—	—	—	—	—	—	—
5	7	7	4	—	—	—	—	—	—	—	5	6	4	2	—	—	—	—	—	—	—
6	7	7	5	3	—	—	—	—	—	—	6	7	4	3	2	—	—	—	—	—	—
7	7	7	6	4	—	—	—	—	—	—	7	7	5	3	2	—	—	—	—	—	—
8	7	7	7	5	3	—	—	—	—	—	8	8	5	4	3	2	—	—	—	—	—
9	7	7	7	6	4	—	—	—	—	—	9	8	6	4	3	2	—	—	—	—	—
10	7	7	7	7	5	3	—	—	—	—	10	9	6	5	4	3	2	—	—	—	—
11	7	7	7	7	6	4	—	—	—	—	11	9	6	5	4	3	3	—	—	—	—
12	7	7	7	7	7	5	3	—	—	—	12	9	6	6	5	4	3	2	—	—	—
13	7	7	7	7	7	6	4	—	—	—	13	9	6	6	5	4	4	2	—	—	—
14	7	7	7	7	7	7	5	3	—	—	14	9	6	6	6	5	4	3	2	—	—
15	7	7	7	7	7	7	6	4	—	—	15	9	6	6	6	5	5	3	2	—	—
16	7	7	7	7	7	7	6	5	3	—	16	9	6	6	6	6	5	4	3	2	—
17	7	7	7	7	7	7	6	6	4	—	17	9	6	6	6	6	6	4	3	2	—
18	7	7	7	7	7	7	6	6	5	3	18	9	6	6	6	6	6	5	4	3	2
19	7	7	7	7	7	7	6	6	6	4	19	9	6	6	6	6	6	5	4	3	3
20	7	7	7	7	7	7	6	6	6	6	20	9	6	6	6	6	6	5	5	4	4

** Known spells may be chosen from any cleric or druid spell. Mystics tend to choose spells from the healing, divination, and protection domains, but many have an affinity toward the animal and plant domains, as well.

(Wis), Scry (Int, exclusive skill), Sense Motive (Wis), and Spellcraft (Int).

Skill Points at 1st Level: $(4 + \text{Int modifier}) \times 4$.

Skill Points at Each Additional Level: $4 + \text{Int modifier}$.

CLASS FEATURES

All of the following are class features of the mystic.

Weapon and Armor Proficiency: Mystics are proficient with simple weapons. The full list includes club, dagger, handaxe, quarterstaff, and the sling. Mystics are not proficient in the use of armor or shields, but their connection to the divine allows them to add their Charisma bonus to AC, in addition to any normal Dexterity modifiers, and their armor class improves as they gain levels. Wearing armor also interferes with their ability to channel spells.

Spells: Mystics cast divine spells, the same spells usable by clerics and druids, and they do not have to prepare them in advance. Mystics are limited in the number of spells they know; see the Mystic Spells Known table. Mystics' Charisma modifier improves the number of spells they can cast.

Detect Chaos: At will, the mystic can detect chaotic creatures, spells, and magic items at a range of 60 feet as a spell-like ability. This ability duplicates the effects of the *detect chaos* spell.

Lay on Hands: Each day a mystic can cure a total number of hit points equal to the mystic's Charisma bonus (if any) times the mystic's level. The mystic can cure herself. The mystic may choose to divide her curing among multiple recipients, and she doesn't have to use it all at once. Lay on Hands is a spell-like ability whose use is a standard action.

Alternatively, the mystic can use any or all of these points to deal damage to undead creatures. Treat this attack just like a touch spell. The mystic decides how many curing points to use as damage after successfully touching the undead creature.

Portents: This is a supernatural ability that allows the mystic to "read" the aura of a person at will. Physical contact with the person, such as hand holding, allows for stronger readings. Mystics receive minor, often cryptic, knowledge as to the person's nature when this ability is used. This information may come in terms of words or images. Examples of things revealed include the person's name, her disposition (though not necessarily her alignment), the kind of pursuits that she is involved in, and/or vague glimpses of her future. This ability can be used an unlimited number of times per day.

Aura of Calm: Beginning at 2nd level, a mystic may radiate an Aura of Calm to a range of 30 feet at will. This ability works as per the spell *calm emotion*, and can affect 1d6 creatures per level in the mystic class.

Enthrall: At 3rd level, once per day the mystic can hold a group of creatures spellbound for up to one hour as per the *enthrall* spell.

Revelation: At 3rd level, the character receives visions of future or past events that will affect or have affected someone or something close to the character. The exact vision is up to the GM; the mystic character cannot determine when a revelation occurs or what its content pertains to. Revelations occur a maximum of once per week at 3rd level, up to two times per week at 6th level, and at most three times per week at 9th level.

Divine Grace: At 4th level, the mystic applies her Charisma modifier (if positive) as a bonus to all saving throws.

Divine Fortitude: At 4th level, the mystic is immune to all diseases, magical and nonmagical.

Protection from Chaos: At 5th level, this ability creates a magical barrier around the mystic at a distance of one foot, which moves with the mystic. This barrier protects the mystic from chaotic creatures and mental control. It duplicates the effects of the spell *protection from chaos*, and can be used once per day at 5th level, twice per day at 7th level, and three times per day at 11th level.

Scrying: At 8th level, this ability allows the mystic to see and hear some creature, who may be at any distance. It lasts for one minute per level in the mystic class, and can be used once per day at 8th level and twice per day at 12th level. It duplicates the effects of the *scrying* spell.

Greater Lore: At 10th level, the mystic gains the ability to *identify* magic items, as the spell, as an extraordinary ability. She can do this once per item examined, as per the loremaster prestige class.

Granted Power: At 13th level and at every level thereafter, the character may choose one "granted power" from a clerical domain as if she belonged to that domain. The Chaos domain's granted powers may not be chosen.



A nightling is a humanoid who has been transformed by exposure to shadow stone or by another a nightling's claw or bite. Nightlings are dark, chitinous monsters with glaring red eyes, horns, a tail, and sharp claws. Nightlings are both aggressive and ravenous, and have a diminished intellectual capacity.

Sample stats are included in the nightling entry and in Nalix Corrv's entry in Appendix I; in the first case the nightling template has been applied to a standard SRD orc, and in the second to a 1st-level human wizard.

CREATING A NIGHTLING

"Nightling" is a template that can be added to any humanoid creature (referred to hereafter as the "base creature") who is exposed to shadow stone or the claw or bite attacks of another nightling. The creature goes through the transformation process described below under the Spawn Nightling ability, and its type changes to "magical beast."

Before applying the template, the character makes a Will save (DC 25). On a success, use the base creature's original alignment and ignore the nightling ability score penalties to its Intelligence and Wisdom and the racial penalty to its Will save. Also, on a success it keeps its original skills and gains the nightling skills as bonuses to them. Otherwise, the nightling uses the base creature's statistics except as noted here:

Hit Dice: Increase to d10 and adjust the bonus for ability score changes.

Speed: Same as the character.

AC: The character's natural armor increases by +2 and its AC is adjusted for changes to ability scores, feats, etc.; nightlings do not wear armor.

Attacks: The character's attacks change to a claw, bite, gore (horns), and slam (tail) attack; nightlings cannot use weapons.

Damage: Use the damage values in the table below for its natural attacks.

SIZE	CLAW DAMAGE	BITE DAMAGE	GORE DAMAGE	SLAM DAMAGE
Fine	1	—	—	1
Diminutive	1d2	1	1	1d2
Tiny	1d3	1d2	1d2	1d3
Small	1d4	1d3	1d3	1d4
Medium-size	1d6	1d4	1d4	1d6
Large	1d8	1d6	1d6	1d8
Huge	2d6	2d8	2d8	2d6
Gargantuan	2d8	2d6	2d6	2d8
Colossal	4d6	2d8	2d8	4d6

Special Attacks: A nightling retains all the special attacks of the base character including spells, as long as they're not weapon-based, and it gains the special attacks below; see Languages for a special note on spell use.

Spawn Nightling (Su): The creature's skin emits a potent trace of the chemical formula that transformed it into a nightling. Any successful claw or bite attack requires a target to make Fortitude save (DC 16) or he begins to turn into a nightling himself; this process takes a full three days, during which victims develop hard, dark patches on their skin, which feels as if it's on fire. The Divine Health of paladins and mystics makes them immune to this ability. The process can be reversed during the first three days of the transformation with a *remove curse* spell. After the transformation is complete, it can be reversed with a *remove curse* spell cast by a cleric of 12th level

or higher, as long as it is cast in conjunction with the use of an alchemical antidote. Creating an antidote requires an Alchemy check DC 25 if at least a month's study on the creatures or the shadow stone has been done in advance; in this adventure, finding the scroll with the nightling alchemical formula works as a shortcut. Otherwise the DC is 35 to create the antidote.

Paralyzing Gaze (Su): Anyone within 30 feet of the creature's gaze must make a Will save (DC 12) or be paralyzed with fear for 1d4 rounds. This ability can be used at will.

Special Qualities: A nightling retains all the special qualities of the base character, as long as they're not weapon-based, and it gains those listed below.

Damage Reduction (Su): Nightlings ignore 15 hit points from most weapons and natural attacks. A silver weapon or better negates the ability.

Darkvision (Ex): Magical beasts can see in the dark up to 60 feet. Darkvision is black and white only, but it is otherwise like normal sight. Nightlings function fine in no light at all.

Low-light Vision (Ex): Magical beasts can see outdoors on a moonlit night as well as they can during the day.

Scent (Ex): The creature can detect opponents within 30 feet by sense of smell.

Saves: Nightlings receive a +1 racial bonus to Fortitude and Reflex saves. They also suffer a -1 racial penalty to Will saves if they fail the Will save at the beginning of the transformation.

Abilities: Nightlings receive the following ability bonuses: Str +3, Dex +2, Con +2, Int -3, Wis -2, Cha -2. If the Will save was made at the beginning of the transformation, the Intelligence and Wisdom scores remain as the base character's. All abilities have a minimum score of 1 after adjustments.

Skills: If the creature made its initial Will save, it keeps its original skills and gains the following as additional bonuses to them. Otherwise, it has only the following skills: Hide +9 (+13 in dark surroundings), Listen +5, Move Silently +9, Spot +4

Feats: Multiattack, Toughness; all other feats are lost.

Languages: If the creature made its initial Will save, it can understand all of its original languages. Otherwise, nightlings understand only Common; however, nightlings don't have the ability to speak, even if they do make their Will save. Nightlings retain the ability to cast spells, but are not able to cast spells requiring a verbal component, and with claws, spells requiring somatic components require a Concentration check (DC 16).

Climate/Terrain: Same as base character.

Organization: Solitary, family (2-4), pack (6-10), troupe (20-40)

Challenge Rating: Same as the base character +2.

Treasure: Standard.

Alignment: Alignment changes to LE, unless the Will save was made at the beginning of the transformation, in which case the alignment is as the base character's.

Advancement: By character class.

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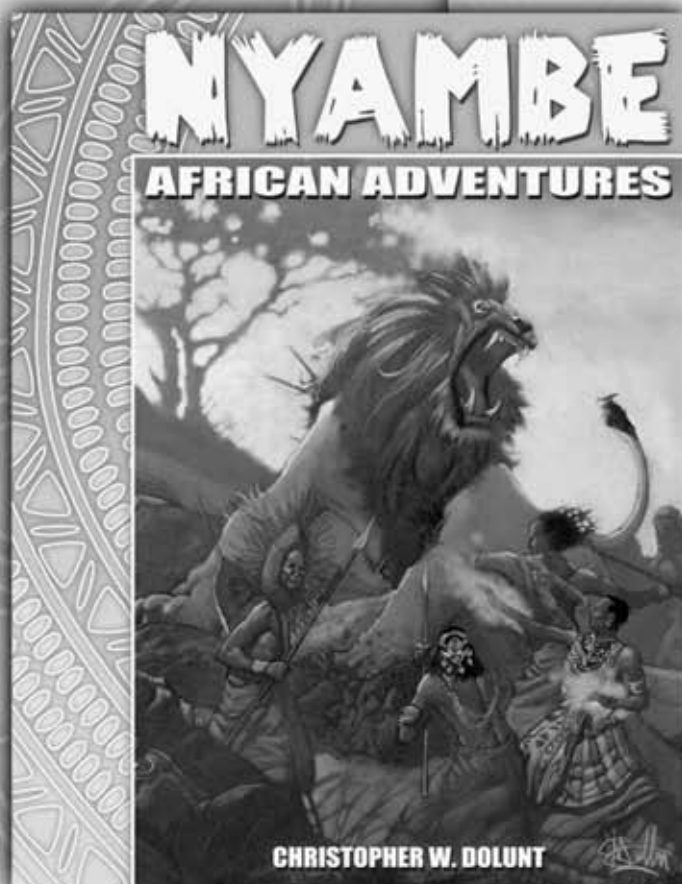
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