Midnight™

Epic Fantasy in an Age of Shadow

SECOND EDITION

Midnight™

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SECOND EDITION

Fantasy Flight Games

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Introduction

Fantasy Flight Games is pleased to present MIDNIGHT 2ND EDITION, an updated and expanded version of the unique, exciting, and acclaimed MIDNIGHT fantasy campaign setting designed for use with the d20 System. MIDNIGHT has been an amazing success, capturing the imagination of diabolical DMs and inspired players all over the world. By the end of 2005 MIDNIGHT will be supported by more than a dozen supplements, regular web content updates at http://www.fantasyflightgames.com, a committed and supportive fan base with several independently maintained web sites, 3rd-party adventure publishers like www.direkobold.com, and even a board game expansion for the best-selling Runebound line! From a campaign setting premise founded in Shadow, Midnight has become a shining beacon of quality game design, excellent visual presentation, and intense and thought-provoking story telling.

This new edition brings you the core content and rules that started it all. The book you are holding contains all of the relevant content from the original MIDNIGHT core book and the first supplement and player's guide in the line, *Against the Shadow*. Where necessary or desirable, information from these two books has been updated (such as to bring them in line with the 3.5 version of the core rules or to implement errata). Rest assured that everything that made Midnight a fan favorite is still here, however, from the devious legates to the powerful orcs to the valiant free peoples of Eredane.

Best of all, careful consideration has been paid to the needs of our current customers, who may already own many of the books in the MIDNIGHT line. Therefore, all of the information herein, even updated or expanded rules mechanics, is consistent with all currently in-print MIDNIGHT material (which includes MN03: *Minions of Shadow* onward).

The Open Game License

Midnight is published under the terms of the Open Game License and the d20 System Trademark License. The OGL allows us to use the d20 System core rules and to publish game products derived from and compatible with those rules.

In fact, all rules-related material is designated as Open Game Content. You can use this material in your own works, as long as you follow the conditions of the Open Game License. You can copy the material to your website or even put it in a book that you publish and sell. The introduction to each chapter or section identifies the rules material that is designated as Open Game Content.

Not everything in this book is Open Game Content, however. In general, game rules, statistics, and mechanics are Open Game Content, but all background, story, and setting information is closed content and cannot be republished, copied, or distributed without the consent of Fantasy Flight Publishing, Inc.

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

How To Use This Book

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

MIDNIGHT 2ND EDITION includes expanded, updated, and reorganized information from the original MIDNIGHT core book and *Against the Shadow*; it may take some getting used to for MIDNIGHT 1ST EDITION players who are used to finding information in a specific section. In summary, this book is divided into three sections: A player's section, a setting section, and a DM's section.

Player's Section

Book One: Adventures in Midnight

This section provides all the rules a player needs to get started in the MIDNIGHT setting, including new character races, classes, feats, magic rules, new equipment, new skill uses, and a primer on life in Eredane. All players should read this section, and all information presented herein is common knowledge among the races of Eredane. DMs should also be very familiar with this section, as it establishes the basic rules for the major changes in Midnight to the core mechanics, including spellcasting, heroic paths, and the wealth/barter system.

Setting Section

Book Two: The World of Midnight

This section offers detailed setting information on Eredane, the continent on the world of Aryth in which the events of Midnight take place. Both players and DMs should feel free to read this section; in particular, players should be familiar with the setting information that pertains to their characters' home regions, races, and cultures. Characters may or may not know the information regarding other regions. In this case, players will have to keep in mind what is in-character knowledge and what is player knowledge.

DM's Section

Book Three: Secrets of Midnight

The third section includes all of the tools and background material a DM needs to bring the adventure of MIDNIGHT to life for his players. Much of the information in this section should not be known to any players or their beginning characters; only through hard-fought battles and bitter experience can the heroes of MIDNIGHT learn the weaknesses and plots of the Shadow in the North.

A World In Shadow

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

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

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

Three times the dark god rose and threatened the nations of Aryth with iron and fire. The first time he was defeated by a proud host of elves, dwarves, and Dornish men led by Aradil the Witch Queen. The second time, races of good held the Shadow off long enough for aid to come from an unlooked-for ally. By the time of his third rising, the free peoples of Eredane were battered, bitter, and distracted by their own infighting as well by the insidious corruption sown by the dark god's spies over the years. Four of the land's greatest heroes fell prey to his dark promises and betrayed their people, leading his hordes from the north.

This time, the dark god won.

The dwarven clans were broken and retreated to their holdfasts deep within the earth. The elves withdrew into their vast and ancient forest, abandoning all to the Shadow. The Dorns, tamed by a power from across the sea in the Second Age, were betrayed from within and fell swiftly.

One hundred years have passed since the Shadow fell. The elder races—those of good heart and fey ancestry who have battled Izrador for millennia—are being systematically hunted down and exterminated. The great forest of Erethor has become an island of light in a darkening world, its elven keepers fighting a never-ending battle against besieging hordes of orcs, giants, and goblinoids. The surviving dwarven clans have locked themselves in their mountain holdfasts, and the streets of once-proud subterranean cities have become meat grinders for the orcs who are sent in to root them out.

The lands of men are ruled with an iron fist by the minions of the Shadow. Cities lie in ruins, and the commoners in isolated towns lock the gates against the darkness each night. Literacy, magic, and weapons are illegal, and ignorance spreads across the land like a terrible plague.

The Legacy of Midnight

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

The heroes of MIDNIGHT stand against orcish hordes with snow elf warriors in the frozen woods of northern Erethor. They travel the barren lands of the Dorns and fight a guerilla war in the shadow of the broken Fortress Wall. They join with gnome smugglers to carry food and medicines to the besieged dwarven clans of the Kaladruns. They ride with Sarcosan outlaws and halfling nomads on the open plains of central Erenland. They elude scheming legates and their magic-sniffing spirit servitors as they search for the priceless artifacts of a lost age. These heroes fight to defend isolated towns from the ravages of fell beasts and undead—the same towns that shun them as troublemakers and glory-seekers.

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

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

I saw that the Host of Heaven was dark and rode no more in the sky. The icy gates of the land of the dead were opened, and the fallen god rode forth with a crown of iron and a sword of flame. His raiment bled the blood of the innocent and he smote all the lands of the world. His form was of fire and shadow, and his name was Sorrow.

— Vesra Anu, *Prophecies of the Last Age*

The Tithe

At dawn the headman woke us and told us it was time. The whole village lined up along the edge of the cornfield, which was strewn with cut stalks and the debris of the harvest. It had taken over four days for all the fodder to be gathered and stored for the winter. Nearby, the sheep and boro pens were full of animals noisily calling for their breakfasts. In the village, the windows and doors of every house were flung open and the hearths were cold; today was the day of the tithe. We stood there, in a line, for over three hours before they arrived.

The legate rode in on the lead wagon with his guards; eight wagons in all filed into the village. The headman, head bowed, approached the legate and announced our willingness to provide the tithe to the Dark God. With a grunt and a wave of his hand, the legate dismissed the headman and sent the orcs into the houses and barns. Almost immediately, there were sounds of breaking furniture. I heard screams, and the sounds of people being hurt. I ignored it. It was better not to hear. Women buried their heads in their husbands' chests as they tried to stifle their tears. Then the orcs came and grabbed men to start loading the wagons; it was well past midday when the loading was done. Seven out of ten parts of the harvest were loaded on the wagons. An equal amount of animals were also taken, bleating in fear as they were tethered to wagons for the trip back to the city of Bastion.

When they were done the legate announced the Dark God's blessing on us and commented on the wisdom of our headman for not trying to hide any of the harvest. The legate reminded us that the Dark God only punishes those who are disloyal.

The World As it Was

The MIDNIGHT campaign setting focuses on Eredane, one of the largest continents of Aryth. The continent of Eredane is a vast land with a geography as varied as its people. Eredane is a single huge landmass flanked by several large islands to the south. The Kasmael Sea washes against the southern and western shores, and to the east the vast emptiness of the Pale Ocean lies between Eredane and the lands of the Old Empire. The continent is almost 3,000 miles across at its widest and half again as long from the southern coast to the unexplored northern reaches.

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

Two major mountain ranges extend from the frozen north. The Kaladrun Mountains run the length of the eastern coast to the southern shores of Erenland and beyond to the island of Asmadar. They are young as mountains go, but ancient in the lives of the races. They are steep, with high glaciers and deep snows even in the south. They hide a thousand secret valleys and spawn countless crystal streams. Their roots reach to the center of the earth, their eastern flanks push the desert to the sea, and their western foothills become the rolling high plains. The central and southern ranges of these cold mountains are home to the clanholds of the dwarves, while Izrador's foul orcs hold the northern peaks.

The Highhorn Mountains in the west extend only partway to the southern sea, becoming low hills as they reach central Erethor. These mountains are older still than the Kaladruns, and though they no longer reach so high, they are no less rugged. Within their reaches are cold and hidden places and there, too, dwell orcs and many other foul creatures.

The Great Forest of Erethor is a massive continent-spanning wood that covers most of western Eredane. It is more than 2,000 miles from its northern to southern ends and 1,300 miles across at its center. The forest reaches from the cold north through temperate lands to the tropical south, and within its borders are found woodlands of every type.

The northern forest is a cold realm of evergreens, cedars, and winter oak. This boreal wood is home to the Erunsil elves and spends much of the year under heavy snows. The central expanse is full of hickory, homewood, and elfpine. It is home to the Caransil elves, the fabled tree-city of Caradul, and the Court of the Witch Queen. The Miransil elves live along the western coast and the Danisil live in the wet jungle of southern Erethor. Its vast swamps of cypress and muckwood and dark, hidden rivers are laden with druidic power and are homes to ancient spirits, both evil and benign.

The vast central plains of Eredane are flanked by the high Kaladruns in the east and Erethor in the west. Their deep black soils and tall grasses reach from the frozen wastes of the Northern Marches to the warm coastal plains of southern Erenland. Three great rivers, the Ishensa, the Torbrun, and the Gamaril, converge in the heart of the Northlands to form the vast freshwater called the Sea of Pelluria. The Pelluria drains south through endless plains, down the long winding valley of the River Eren to the Kasmael Sea. The shores of the Pelluria were once the home of the Northmen, but those that have not been killed or enslaved by the invaders have fled. The southern plains are home to the once-conquering Sarcosans who are now themselves a conquered people.

Climate

The climate of Eredane was once a docile and temperate one with cold winters and pleasant summers in the Northlands, warm sun in the central plains, and balmy days year round in the far south. Since the rise of Izrador and the wanton use of dread magics by his legates, the winds have fouled and turned the once-benign climate into a brutal weapon against the people of Eredane.

Winter now never seems to relinquish its hold on the Northlands and snows sometimes fall there even in high summer. The trees of northernmost Erethor are dying under layers of ice and the cold has killed many animals and driven the survivors south. The Sea of Pelluria is hidden under frequent fogs, and driving rains are more common than sun.

The Kaladrun Mountains are buried under unnatural snowfalls, and year-round freezing winds blow out from the mountains, chilling the high plains. Continuous lightning storms plague the eren river valley with grass fires and hail, and months go by without so much as a single ray of sunshine or drop of quenching rain.

In the south, a constant pall blocks out the sun but little rain falls to water natural plants or dying crops. Even in Erethor's wet southern jungle, drought threatens to destroy the vibrant ecology of the forest, and the spirits of that place grow restless.

The Heritage of Eredane

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

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

The Sarcosans battled the elves, cutting and burning deep into the fringes of Erethor. Settlers from the Old Empire poured into Eredane, and the Sarcosans built great cities along the southern coasts. They eventually made peace with the elves and began trading with Erethor and the Kaladruns, carving great roads across the newly tamed wilderness.

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

The Kingdom of Erenland

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

Rule of the Kingdom of Erenland was shared by great houses tracing their lineage to both the Sarcosan colonial aristocracy and the Dornish clans. The greatest cities of Erenland, including the capital, were always in the south.

These were the civilized jewels of the kingdom, with fabulous palaces, monuments, and wondrous star towers dedicated to the Sarcosan religion.

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

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

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

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

The Other Lands of Aryth

The peoples of Eredane know little of the lands that lie beyond our seas. Some say the elves of the First Age traveled to all the corners of the world, but even if such legends are true, this lore was almost certainly lost in ages past and was never shared with the wise of other nations. What little we know comes from the records of Dornish and Sarcosan settlers who traveled to Eredane from the eastern continent known as Pelluria in ancient days. Sadly, these records are often little more than folktales and must be held suspect in the light of reason.

From fragments of the Histories of the Old Empire*, we gather that Pelluria is a land of greater aspect and extension than Eredane, as "a youth shall gray and come to infirmity before crossing the breadth of the Kalif's dominion." Even allowing for the excesses of a culture known for its vanity and embellishment, this suggests a vast continent unconstrained by the great oceans that embrace our land on three sides. Nor is there reason to believe that the "Kalif's dominion" ever covered all the realms of Pelluria. It is known that the Sarcosan Empire conquered the Dornland river valley in the north. It is believed, however, that the fall of the Old Empire in the Third Age had as much to do with a war against a rival power in the east as with internal decay and the loss of its overseas colonies in the west.*

The Dorns describe their ancestral home as a land of cold, rugged hills, glacial valleys, and deep, snow-laden forests. In the Sarcosan records, we learn of vast grasslands, endless deserts, and great cities of stone built in the oldest days by the first men of Aryth. The elder races of the fey are unknown in these lands, but the stories speak of stranger peoples that share no blood with the elder fey, of fearsome races that hate all others and feed on the flesh of men. Tales of serpent people and beastmen must be considered little more than fables told for the benefit of wayward children.

— Ilsrid of Highwall, *The Lands of Aryth*

The Great Forest of Erethor

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

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

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

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

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

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

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

The Kaladrun Mountains

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

Foreign Lands

There are other lands beyond the Pale Ocean and the Kasmael Sea, but the people of Eredane had little knowledge of them before the Last Battle and now are almost completely ignorant of foreign shores. Both the Dorns and the Sarcosans settled Eredane from a continent called Pelluria in ancient days, and what little is known of that land comes from their records.

The Shadow in the North

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

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

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

The destiny of the world is Shadow.

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

The Unredeemed

How I hate midweek, auction day, and wish my business didn't force me to be here. As it nears noon, the streets clear and I stand aside as the goblins bring a line of shackled slaves through the filthy streets, winding their way toward the auction block. Along the street, in half opened doorways, women weep and shield the eyes of their children as the men and women, filthy and bruised, struggle under the weight of their chains.

The march of the slaves is a weekly ritual as the mines and forges of Steel Hill have a ravenous hunger for lives. As the slaves reach the block, I find myself joining the gathering crowd, drawn by this sad spectacle. In the front of the crowd are local Dorns in the bright clan colors of clan Strathan and Kalle, along with a handful of legates in their ebon robes, and the oruk Kregar, looking for fighters for his pit. I watch as the bidders approach the slaves, covering their noses to avoid the stink, while inspecting them for health, strength, and appearance. The bidding is quick, as most of the slaves are taken for the mines, destined to work the remainder of their short lives in darkness.

In the end the clansmen take only a few of the slaves and show not the slightest remorse for the fate of their fellow Dorns. I'm little better, I've come here for years and not spent a single coin to save one of the slaves.

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

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

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

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

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

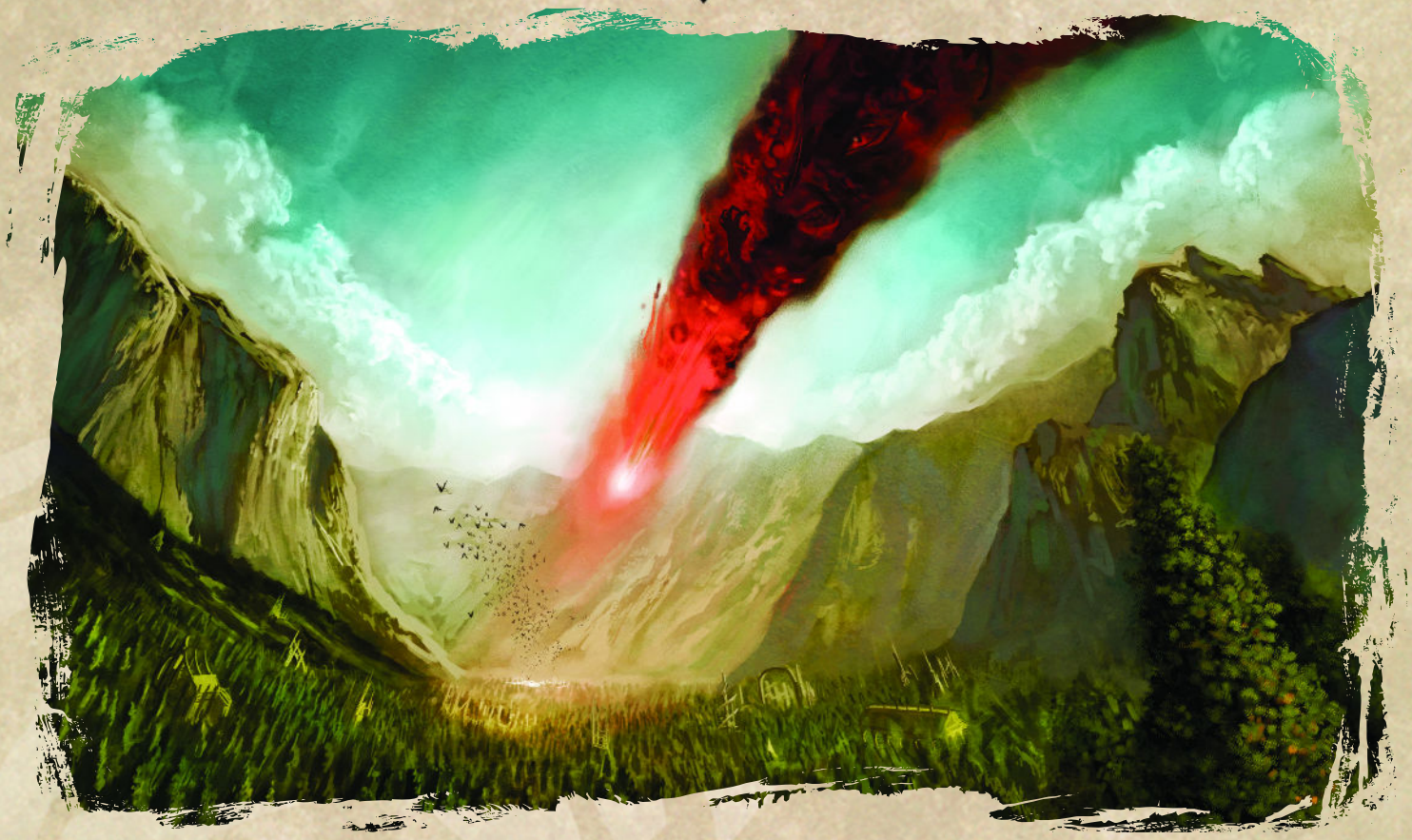
All but a few nomadic halfling tribes have been destroyed or enslaved by the minions of the Shadow. Some refugees have found temporary sanctuary with their elven kin in Erethor, but most surviving halflings live lives of toil, misery, and despair.

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

The Sundering

With the Shadow's fall, a black veil crossed the sun and all the lands of Aryth went dark. The darkness brought with it earthquakes, floods, and rains of fire. Foul demons trapped by the veil ravaged the lands. Forests burned, mountains were shattered, and waters boiled away. Fey civilization was destroyed by a maelstrom of divine chaos. Cities were razed and their inhabitants burned to ash. Those that survived were hunted by foul creatures or starved to death in the endless winter that followed. The remaining fey prayed to the silent gods, begging for salvation. Their supplications were not heard and they fell into despair.

In time, the black Shadow slowly recoiled from the sky, its dark tendrils retreating to the frozen north where its shattered form would lie dormant, slumber, and in time regain its power. As the sky cleared, the sun once again warmed the land, and the animals and plants of Aryth began to grow and thrive once more. The elder fey adapted to their new world, becoming the ancestors of the dwarves and elves, halflings and gnomes, and other fey races of Eredane. But the Sundering had left more than just physical scars. The soul of Aryth itself had been shattered.



The Veil

As the people of Eredane struggled to recover from the darkness of the Sundering, they looked to their gods and found only silence. Those benevolent beings, the ancient powers that had given birth to the *elthedar* and guided them through the millennia, were gone. Those who were foremost among them and whose loss was most keenly felt were the lords of light, but even the darker gods who claimed Izrador as kin and the lesser deities and demigods who were their offspring failed to answer their supplicants' prayers.

The Abandoned, as the followers of these gods came to be known, now believe that Izrador tricked his punishers and jailers. He was meant to be thrown down to the mortal realm, they say, banished from the higher planes. There he was meant to learn to suffer as only a mortal can suffer, and subsequently to be destroyed by a great host of the servants and angels of the lords of light. But something went wrong. Izrador, they believe, twisted the magic with which the gods meant to imprison him, corrupting it with a tendril of his own being. He is, after all, corruption and evil incarnate. In so doing, he ensured that his banishment to the world of Aryth spelled the doom of the precious mortals that his fellow gods watched over. The suffering that was meant for Izrador became the suffering of the people of Aryth, and the walls that were meant to keep Izrador forever locked away from the other planes became the same walls by which the other gods were kept out. That barrier, which is known only as the Veil, prevents Izrador from returning to the heavens to spread his corruption, but also prevents the Silent Ones from answering their followers' prayers or aiding them against the dark god.

The Sundering had other, far-reaching effects on all of the creatures of Aryth, even those who claimed no connection with the gods. The Fell and the Lost are one manifestation of this cataclysm: without a final resting place the spirits of the dead remained on Aryth. Some were bound to their bodies, rising as hideous parodies of their former selves, tainted by madness and hungering for the flesh of the living. Others left their bodies and roamed the world, unseen but not unfelt, bodiless spirits that might assist or destroy the living depending on their whim.

The impenetrable Veil between the mortal and celestial realms affected other creatures besides the once-living. All travelers from other planes, demons and angels alike, were now trapped on Aryth. Countless such beings were trapped in the mortal realm when it was severed from the outer planes, including creatures of the fey, elemental, and outsider types. Some were simply here when the Sundering happened, having been called by magic or sent by their gods. Others were banished with Izrador, his willing minions in his war against the gods and therefore forced to share in his punishment. And finally, many of these unfortunate beings were pulled from beside their gods when Izrador's banishment went awry, pulled down to Aryth by the Sundering and bound there by the Veil.

Regardless of the means by which they came here, all of these creatures became known as the Trapped, and joined the Eternal and the Lost as the spirits of Midnight.

The Spirits of Midnight

Those Trapped who were banished to Aryth with Izrador or caught in the maelstrom of the Sundering came to Aryth in their purest forms, as beings of thought and power, light and shadow. Caught without form or bodies of their own, they were forced to exist on Aryth as faceless spirits. Even those who had been summoned and given form by magic were eventually destroyed by violence or time. Regardless, without their home planes to return to, the spirits of the Trapped all eventually found themselves as bodiless and nearly helpless spirits.

It is the duty of all men to excel, and he who does not improve his station will die honorless and without value. The worthy man will ride forever with the Heavenly Host, but the sheol is doomed to walk alone in the dark places.

— Excerpt from the *Sorshef Sahi*

The Lost

A lone man walks down a trader's trail barely visible due to ever encroaching sword grass; he appears to know the route, moving purposefully toward a series of buildings silhouetted against a copse of aspen trees. The sword and bow on his back and the fighting knife in his hand mark him as a warrior vice a returning hunter. In the distance, birds can be heard flittering in the trees, but beside their calls there is no other noise: gone are the sounds of people at work, of hammer on anvil, of boro being used to plow fields, and people talking over the events of the day. As the man gets closer, the signs of destruction are clear. No building has been spared; doors have been kicked in and at least two buildings have been razed, the fires of their ruination long since cold. With slow tears falling down his face, the warrior peers into a small home at the corner of the town. There is no sign of who or what attacked the town and the bodies are gone. The tears come quicker now as the warrior begins to search the rubble for any momento of the past or item of value. As he does, a dog begins to bark in the distance. The sound is not filled with anger but with fear. Looking up the warrior sees the lengthening shadows as the sun begins its descent. He knows he must be far from his lost home when the night falls; whatever force destroyed his village may return, or worse, those he once knew and loved may not be resting easy in their graves.

Unlike other worlds, to which the Astral and Ethereal planes are joined, Aryth is completely cut off from the other planes and to the normal dwelling places of the unseen. The world is surrounded by an unfelt wind of agony and unheard cries of despair, comprised of the souls of the dead and the spirits of trapped extraplanar creatures.

Along with the souls of the dead and the spirits of visitors from elsewhere, this unseen world is populated by powers that always have been and always will be on Aryth. They were made with the world, and are of the world, as much as light is part of fire and darkness is part of shadow. These are the Eternal, and they have been worshiped as gods of place and spirits of nature, alien beings to supplicate and loved guardians to depend upon. They are at turns destructive and protective, responsive and uncaring, and none can say what thoughts they have, if any.

While the Eternal continued their incomprehensible existences and the Lost wailed in despair and madness, the Trapped responded in several different ways to their exile. Some hid away from the world while others raged against it. Many now roam Aryth on missions arcane and esoteric, some serving good, some serving evil, all attempting to find a way home.

Those Trapped that wish to can take physical form, although there are always limits. Elemental spirits are, appropriately, dependent on the presence of the element to which they are attuned. Fey spirits can only enter this world in areas of great life and natural abundance, and are bound to those areas as surely as any dryad is bound to her tree. Outsiders have more power to roam freely, but must do so at the expense of the corporeal creatures of Aryth: only by possessing others and hijacking their bodies can outsiders affect the world around them, and a body that remains in the possession of such a being for very long begins to transform, eventually becoming the demon or angel that took hold within.

A rare few in the Last Age possess the lore of conjuration and summoning, and can command these spirits to obey their will. They can draw them from their bodiless prisons and give them form, albeit temporarily. The most powerful druids speak with the spirits of nature while the legates of the Order of Shadow command demons and other foul spirits from the lower planes.

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

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

The Magic of Midnight

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

This isolation from the other planes is just one change to magic and spellcasting in the world of MIDNIGHT. Magic is rare and powerful on Aryth, and new rules for learning and casting spells have been introduced to better represent the role of magic in the setting.

There are three types of magic in Midnight: channeled, innate, and divine. Divine magic is that granted by the gods. Divine magic allows true miracles to be performed, from the communion of a worshiper with his deity to the raising of the dead. In MIDNIGHT, however, miracles are few and far between, and those that are granted are always bent towards evil ends. Only one god answers prayers in the Last Age of Eredane, and he is neither benevolent nor merciful. Whether because of trickery on his part or by simple cause of nature, the dark god Izrador, the Shadow in the North, is the only god of Aryth still able to reach his followers and grant them spells.

Innate magic comes not from some outside source, but from within. This is the primal and dangerous magic of fantastic creatures as well as the hedge magic of the halflings or the instinctive magic of the elves.

Channeled magic is the type most often used by PCs. It is the manipulation of the energy and power that surrounds and binds all of Aryth to create miraculous effects. Channeled magic includes spells from the bard, druid, or sorcerer/wizard spell lists from the core rules. A spellcasting character can learn spells from any of the schools of magic she knows, regardless of the spell lists in which they are found in the core rules. Channeled magic uses a feat-based system, and is not tied to your choice of character class—any character can learn to cast spells in MIDNIGHT without multiclassing!

This change in magic rules and the rare-magic style of MIDNIGHT also has an effect on character classes: core classes with secondary spellcasting or supernatural abilities like the monk, ranger, and paladin have been removed. In some cases new core classes have been introduced to fill their niches. Beyond just offering new core classes, however, MIDNIGHT'S feat-based magic system lets players tailor their characters with as much or as little spellcasting ability as fits their vision of their character. Any hero, whether a clever rogue who benefits from illusion and enchantment magic or a fully armored fighter who wants the added utility of being able to cast his own healing spells between battles, can now dabble in magic in general or focus on the few specific schools of magic that best suit his needs.

The Covenant

The wars with Izrador spawned many great heroes from all the races. The memory of these champions helps to keep the faith among human insurgents and inspire fey defenders who still battle the Shadow today, and some say the strength they gave in the fight against Izrador persists in the weapons they used.

Legend says Elenial, an elven girl whose family was killed in the orc raid on Althorin, killed 27 raiders with a single arrow. Sneaking through the burning remains of the town with only one arrow left in her quiver, she would shoot an unsuspecting warrior, watch him die, and then sneak to the corpse and recover her shaft undamaged. She did this time and again, until the entire orc host huddled together in fear and set to hunting her. It is said she killed their leader with her final shot, just before they cut her down. Still today, elven archers running low on arrows recite her name as they loose their flights, asking her boon in guiding their aim. The quiver of Elenial, should one be able to find it, is rumored to never run out of arrows.

Puldur was a great dwarven weaponsmith and a stalwart warrior to whom countless fantastic exploits have been attributed. One of his best known feats is the Long Duel of Hanigor Pass. The last survivor of Hanigor's defensive unit, Puldur held it alone for three days and three nights against an orc raiding party numering in the hundredst. The songsmiths say that in days past, when the orcs still had some semblance of pride and honor, they could be goaded and challenged to single combat; this is what Puldur did, they say, a hundred times and more without rest, holding that cold, lonely ground. Individually, the orcs were no match for Puldur's stamina or the mithral axe he wielded, and he took them one after another. By the dawn of the second day, the bodies were piled so high they blocked the pass, and the remaining orc fighters skulked away under the cover of darkness. Bards claim it is because of this battle that every mithral axe forged in the dwarven lands is still engraved with Puldur's clan mark, and it is said that he who wields Puldur's axe itself can never be defeated in single combat and knows not the meaning of fatigue or despair.

Aio the Light Foot survived the razing of his village, but everyone and everything he loved was taken that night. Aio was given as a slave to a wealthy legate who wanted a halfling slave to cook his meals. He played the part, but learned to pick the lock on his collar. He stole a knife from the kitchens and snuck into the sleeping orc camps nearby. By the time he left an hour later, there were nine orcs dead in their bedrolls. Aio's nightly forays continued for several weeks and word quickly spread of his stealth and prowess. Aio himself was eventually captured and executed, yet his blade has found its way into the hands of captive halflings ever since so that they might enact justice upon their captors.

MIDNIGHT introduces a new character class for those who wish to master the power of channeled magic, called the channeler. The roles once filled by core spellcasting classes are filled instead by subclasses of channeler. There are also new prestige classes that reflect a channeler's intense focus on one style or area of spellcasting. The path of the druid is a true prestige class in MIDNIGHT, for instance, whose adherents excel at natural magics and gain power over the plants and animals of Aryth. The wizard prestige class, meanwhile, offers true mastery of high-level magic through more traditional study and the use of arcane texts.

Beyond just separating spellcasting from class abilities, the feat-based spellcasting system of MIDNIGHT also presents entirely new rules for learning, preparing, and casting spells. The class- and level-based spell slot system, appropriate for other more civilized fantasy settings but clunky in the more naturalistic and intuitive magical traditions of MIDNIGHT, has been replaced. In MIDNIGHT, every time you cast a spell, you use up a pool of points called spell energy. For channelers, this pool grows as they gain levels. For other characters, the pool is small and increases only slowly, and for the most part they will find it difficult to cast more than one or two spells each day. When the need is great, however, as is so often the case in these dark times, great sacrifices must be made. Therefore, even when a spellcaster runs out of spell energy, he may continute to cast spells at the expense of his own life force. The number of channelers who have given their lives in valiant last stands is untold, and many are the tales of those who traded their own lives to cast a direly needed healing spell on a wounded warrior or a suffering innocent.

MIDNIGHT's new magic system also allows characters to cast spells spontaneously and, quite important in this dark age when materials are few and trade is a luxury, often without material components. Rituals allow spellcasters to create more powerful and varied effects than the traditional limited spell list system, and spell talismans let channelers cast specific spells or spells from certain schools of magic much more efficiently. These factors all combine to give the spellcasters in MIDNIGHT unmatched versatility, offsetting the lower number of spells they can generally cast each day.

Items of Power

Magic items are also far more rare in the world of MIDNIGHT than they are in other fantasy campaign settings. This is in part because of the rabid desire of Izrador's forces to find, harness, or destroy any item of power they can find. They rightfully believe that magic is one of the few weapons their enemy has that can even the odds against the dark god's greater numbers and more savage minions. Additionally, however, magic on Aryth is by defenition less per-

manent than other worlds, ebbing and flowing in unseen tides of power. This means that permanent magic items cannot be created simply through the expenditure of vast wealth and resources and some personal energy. In order for an item to be permanently enchanted, its creator must tap into one of the wellsprings of magic called power nexuses. Unfortunately for the forces of good, many of these magical nexuses have fallen under the power of Izrador and his Night Kings.

When magic items are crafted, they are typically items of great power and significance, rather than the generic and often-disposable tools that fill adventurers' backpacks in other settings. They are unique items that are often passed down as family heirlooms, gifted to students by their mentors, or offered as rewards for great service. The heroes of MIDNIGHT have far fewer magic items at their disposal than characters in other settings, but the ones they do have are truly special. Some of these magic items, called covenant items, grow in power along with the wielder, gaining improved and different abilities as the character gains greater personal skill, experience, and sense of self.

The Hunted

Spellcasters in MIDNIGHT wield powerful magic, but they also face unique challenges. In the lands controlled by the Night Kings, only the legates and those channelers bound by Izrador are permitted to use magic freely. For the conquered of the occupied lands, spellcasting is punishable by death. Channelers among the besieged elves and dwarves are little better off, being highly sought-after targets who bring much honor to those who can destory them or, even better, take them alive. The fates reserved for these unlucky captives are among the worst that any on Aryth suffer.

The legates are charged with tracking down and executing such transgressors, and the dark god has granted them powerful allies in this cause. Legates are always accompanied by strange, preternaturally intelligent animals that seem able to track insurget spellcasters as a bloodhound tracks wounded prey. These creatures are universally feared by the channelers of Midnight, and their touch is said to be poisonous to those who use magic without the dark god's consent.

The Villains of Midnight

The legates are one of many types of villains that threaten the future of Eredane. The foes and evils of Midnight are legion, and the allies are few. Above them all is Izrador. No mere overlord or tyrant of the flesh, Izrador is a god that walks the earth, as far above mortals as humans are above insects. He has more power than any mortal can dream to achieve, and is beyond even the ability of the Witch Queen of Erethor to battle. Yet Izrador is not omnipotent, bound as he is in shapeless darkness. He relies on his minions to spread

terror and despair, offering them power but relying on their ability to travel the land of Eredane in a way that he cannot.

Above all of Izrador's minions and by far the most dire enemies of all heroes in the world of MIDNIGHT are the Night Kings. These four lieutenants of the Shadow are made all the more tragic and fell by their previous roles as heroes of Eredane; if these brave champions fell to the corrupting whispers of Izrador, who among the mortals of the Last Age can hope to resist him? Indeed, as the dark god foresaw, the physical damage wrought by the Night Kings at the end of the Third Age was as nothing compared to the wound their mere existence continues to inflict, even today, on the morales and spirits of Eredane's defenders. Even the greatest heroes of MIDNIGHT fear these four; they are as gods above men, and none can hope to stand against them. Only the Witch Queen's constant striving and counter-maneuvers save the defenders of Eredane from being overwhelmed by their might; thankfully, she is aided in these efforts by the Night Kings themselves. Their own greed for power, made evident in their struggles with one another and their otherworldly plotting, distracts them from turning their full attention to the obliteration of the enemies of their dark god.

Despite these overwhelming powers, there are foes that the heroes of MIDNIGHT can and must face. Foremost among them are the legates, the dark priests of the Order of Shadow. These are the strongest of Izrador's mortal servants, not least because of their spellcasting abilities. More important than this divine might is their influence over every aspect of conquered Erenland, from the orc warbands to the lives and belongings of common citizens. Legates are entitled to any action, no matter how foul, that serves the greater good of their god. Murder and theft are disguised as punishment and the taking of tithes, and their power and religious rituals are both dependent on the sacrifice of living, intelligent, and usually innocent beings. Finally, the legates are granted devious servants, animals that seem possessed of a malign intelligence and unerring ability to sense those who are disloyal to the Shadow in the North.

Yet these powerful enemies, like those above them, are distracted by the intrigues among their peers. They too jocky for position, backstab and wheedle, and strive to climb the ancient and crumbling edifice of Izrador's favor.

Beneath the legates in power but just as dangerous to the people of Eredane are the dark god's savage and relentless hordes of orcs. These are not the mindless brutes of other campaign settings, however. The orcs of MIDNIGHT are the chosen of Izrador, bred for strength and savagery, pride and cunning. They are raised only to hate and kill, but do so in a selfless and passionate way that the forces of evil find beautiful to behold. They alone can see and hear the sendings of Izrador each night as they lie in sleep, and they alone have been promised the inheritance of the world.

Where there is ignorance, pain, and helplessness, there are those who would prey on the unfortunate and the defenseless. The destrucion wrought by Izrador's army as it conquered Erenland has left an economy shattered by war, a people broken by tyrants, and a land raped of its resources, and throughout them all roam enemies with a thousand names and faces. As in other worlds, monsters and predatory beasts roam the wastes between the holdouts of civilization, but in a land where weapons are outlawed and magic is hunted down, how are such creatures to be fought? In the supposedly safe remaining towns and cities, the people are hunted instead by spies and collaborators. These are traitors to their own people who, to save their own skins or to receive power from their dark

Born and Bred

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

"Civilized!"

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

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

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

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

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

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

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

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

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

Rather, his *former* master.

masters, turn in those who disobey the Night Kings' decrees and the legates' demands.

Crimes include the pursuit of literacy and learning, the practice of magic, providing help to outlaws, or even hiding a few sacks of grain from the dark god's tithe-takers in order to feed one's family. The punishment for such acts begins with lashings horrid enough to kill most men, escalates to slavery guaranteed to do so, and at worst includes fates even worse than death.

There are other, less easily defined and even less easily defeated foes awaiting your characters in MIDNIGHT. Hunger and want are everywhere, and cannot be cut with any sword. Despair and ignorance creep through the people of Eredane, and cannot be banished with a spell or a ritual.

The Heroes of Midnight

The legendary heroes of past ages are all dead or corrupted by the Shadow. The lines of the kings are all but ended, and the strength of the elves and dwarves has waned. The only thing standing between the helpless masses of the people of Eredane and the overwhelming evils described above are a handful of desperate, determined heroes. The player characters are among these unbowed, unbroken few.

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

Despite the odds stacked against them, the heroes of MIDNIGHT have a few simple but powerful edges over their foes. The races of the free peoples of Eredane have been tempered by years of want and war. They know their homelands like no others, dependent as they are on the terrain for survival and protection. They have greater natural affinities for certain skills, abilities, and weapons than races from other settings; whether it be the way of the horse or the way of the sword, the use of magic or the use of stealth, the races of Eredane excel at their chosen paths. Even the creatures bred by Izrador himself, the orcs, can be heroes in Midnight, and their strength and savagery when turned against their fellows is a dire thing indeed.

The Hero

All my life, I've looked up to Eanos, our village smith. Eanos towers over every other man in the village. In a show of strength, on midsummer's eve, he lifts the round stones in the village square over his head and heaves them a full three lengths of his body. The other men can't even lift one, let alone throw it.

Eanos is always the first man up when there's work to be done and there is nothing he can't fix with the strength of his body and the tools he's been allowed to keep. The orcs constantly bait him, ready to test their strength against his, but he never rises to their taunts. It's clear that the local legate despises him, but Eanos has never given him cause to vent his wrath until now.

Four days ago, a traveling tinker came to town bearing news and small items for barter. He had healing salves for burns and red rash that we desperately needed. He offered to give us the salves if Eanos would repair a small chopping axe and a handful of metal tools. Eanos knew the laws forbade use of the forge without permission, but he saw no harm in repairing simple tools. The tinker was a spy, sent to lure Eanos into violating the law.

The legate and the tinker, with almost a dozen fully armed orcs, came for Eanos just after dawn. The penalty for his crimes was 30 lashes. Eanos, who could easily snap the legate's neck, walked meekly to the wooden post hammered into the center of the village green. He gripped it while the orcs leaned into each lash. Eanos screamed but never let go of the post.

When it was over, we washed his wounds as best we could and carried him to his bed. It's been three days and he still hasn't regained the strength in his left arm and some doubt that he ever will.

The Power of Aryth

Also, though few sword-arms join their cause and no gods answer their prayers, Aryth herself gives aid to those who fight Izrador. Her animals have united and grown wise, and begin to fight the invaders. The power nexuses that grant the ability to create magic items are hidden from the legates and their hunting beasts. Charms and herbal concoctions offer boons to the champions of good that cannot be detected like other magics, and can be made only by those in tune with the natural world and rhythms of life.

Aryth also reaches out to her defenders in another, less subtle way. With the power of heroic paths, characters in MIDNIGHT can call upon extraordinary, supernatural, and spell-like abilities previously known only among magical beasts and the like. The giantblooded tower above normal men and have the strength that goes along with it, while the feyblooded claim the grace and insight of the ethereal woodland spirits. The guardian and beast each bring the fight to the enemy, one with a will and determination as strong as any paladin, the other with as much ferocity and viciousness as a ravenous predator. The quickened and the shadow walker, the steelblooded and the warg, the ironborn and healer, each bear gifts that none can explain and none can take away, gifts that make great heroes even more powerful and draw those who would otherwise cower or flee into the fight. For when the burden of a heroic path is placed upon a person's shoulders, her destiny is no longer her own. She has become a defender of Aryth and her free peoples, and has become an enemy of the forces of darkness.

In part because of these heroic paths, in part because of desperation, the heroes of MIDNIGHT come from all circumstances and walks of life. They are not adventurers, glory-seekers, treasure-hunters, and the like. They are normal men and women, even children, whose freedom and way of life have been taken from them. They have had to watch their people and families beaten, murdered, tortured, and starved. They have had their weapons, their lore, their homes and food, all taken away from them.

But there is one thing that the enemy cannot take from the heroes of Midnight. That thing is hope.

The Races of Eredane

Of the heroes who stand against the Shadow, the humans have both the greatest challenges and the easiest paths. All of the once-human lands are now conquered, the playgrounds of orcs, legates, and collaborators. The Dorns in the north have paid for their history of resistance with near-annihilation and total subjugation. The Sarcosans in the south can blame many of their own kin for their fall, as many of that once-proud race have become servants of Shadow. The true Erenlanders, that recently born race of men that comes from the mixed blood of Dorns and Sarcosans, lack the cultural traditions and pride of their parent races, which is both a benefit and a liability.

While such challenges have crushed and defeated the human masses, they have strengthened and tempered the heroes among them. Dorns have begun to look once more to their Great Houses and to revive their warrior traditions. Sarcosan freeriders raid Shadow forces from the vast plains of southern Erenland while their urban kin use intrigue and stealth to maintain a quiet but deadly insurgent movement in the cities. Because so little is thought or expected of the Erenlanders, they have few restrictions on the ways in which they fight the Shadow. Lacking taboos and operating beneath their conquerers' notice, they hone the best strategies and skills of their two parent races and adapt to an existence few others could stand.

Whereas the humans have a choice between occupation and defiance, freedom or slavery, the elder races have none. The Night Kings hunt the elves and dwarves because they

know it is in their natures to resist the Shadow until the last of them falls. The elves boast the last stronhold of magic and peace in their vast forest of Erethor, a thing that the dark god cannot abide. The dwarves are at the edge of extinction, besieged by orcs in their mountain holdfasts and cut off from their allies and kin.

The halflings are a decimated people, equally prized as slaves for the legates or as a food source for the orcs. Then there are the gnomes, among the most heroic of all, who suffer bitter resentment from the other races while doing all they can to save them. They have won a measure of peace and freedom by aiding the minions of the Shadow as traders, merchants, and transporters of goods, but they work in secret to sabotage the war efforts of the Night Kings.

The History of Eredane

This section recounts the history of the continent of Eredane, from the time of the elder fey to the Last Age.

The Elder Fey

The *elthedar*, or elder fey as they are called now in the Erenlander tongue, were the first of the races born to the continent of Eredane. Myth holds that they were the children of the Lost Gods, blessed in their creation and favored by the celestial realm. The elder fey lived in unified majesty across Eredane, and settled many other lands beyond. Their civilization was the culmination of countless centuries of peace and high learning. They built spectacular cities that were wondrous feats of engineering and architecture. They sailed vast trade fleets and exchanged goods and knowledge with other ancient races across Aryth. They reveled in music, art, sport, and the spirits of nature. They were master historians, philosophers, and storytellers. The fey were faithful and worshiped their attentive gods and were granted great boons in return. Their priests were touched with divine magic and their powers were near absolute. Their devotion, prayers, and offerings pleased the gods and for eons the fey wanted for nothing in an idyllic world.

Sadly, even the blessings of the gods do not last forever—not when the gods are betrayed by one of their own. A shadow crept out of the darkest reach of heaven to challenge the lords of light. A great celestial war raged as the gods did battle with this dark lord and his kin. The terrible contest cracked open the sky and Aryth itself was shaken. In the end, the gods of the elthedar vanquished the Shadow and banished it to the mortal world, but at a horrible cost. The dark lord's fall tore Aryth from the grasp of heaven, separating it forever

The Scroll of Years

Each of the cultures of Eredane records history differently. The dwarves carve elaborate stories on the pillars of ancient chambers, marking the passage of years with elaborate symbology. The Sarcosans track the months and years by the movement of the constellations. The gnomes have complex and endless oral histories passed in song. The elves have the longest history, which is recorded by the scribes of the Witch Queen's court.

The scribe calendar begins with Aradil's coronation. Dates are recorded as the number of the year and the age, and with the advent of each new age the sequence of numbers begins again. Events prior to the coronation are said to have occurred in the Time of Years, a vague and unreliable period of myths and legends.

Year of the Seer Wind

Xircxi, Patriarch of the Dragons, gifts a crown of scales to Suthail Aman, High Lady of the elthedar. The present is a token of highest honor.

Year Under the Black Sky

Erum Pel, chieftain of the Aru tribe, takes his followers deep into the Great Forest. They are saved from the demons there by spirits of the wood.

Year Before the Rain

Shadiuil is born. In time he will become the first of the High Kings of the elves. Aradil, known in later days as the Witch Queen of Erethor, will eventually become the greatest of this line.

Year of Colder Stone

A miner of Modrun Clan is the first dwarf in history to kill an orc. His distinction is forever lost as, moments later, he and his party are slaughtered by the dead orc's fellow raiders.

Year of the Far Water

The last of the dragons is born, as was foretold by the prophetess Kirinhi in her *Fables of the Lizard's Eye*.

Year Behind the Red Moon

The Vale of Tears forms in the far north of Eredane as Izrador stirs. Continuous earthquakes shatter the region for more than a decade.

Year 1, First Age

Aradil the Witch Queen is crowned monarch of all the elves.

Year 2101, First Age

Poedren of the Urthec Tribe becomes the first halfling to study magic with elven tutors in Caradul.

Year 3951, First Age

The Dorns first land on Eredane's southern shores.

Year 4397, First Age

Packs of undead from the Dornish battlefield become a horrifying scourge as they learn to hide and move beneath the coastal waters of the Ebon Sea, rising from the depths at night to stalk through shoreline villages.

Year 4975, First Age

A Dornish King, Sedrig the Sly, founds an enlightened monastery of learning. It will eventually become the Scholar's Academy at Highwall, a great repository of knowledge.

Year 5133, First Age

The first rise of Izrador. The free peoples of Eredane unite to repel his hordes of orcs, goblinoids, giants, and demons. The Whispering Wood is formed. The First Age comes to an end.

Year 230, Second Age

Armies of the Sarcosan Empire invade southern Eredane.

Year 861, Second Age

Marriage of Hedgreg the Younger to Princess Ialla initiates an era of alliance between the Dornish kings and the Sarcosan colonial nobility.

Year 1123, Second Age

The river town of Fartherness is refounded as Alvedara, capital city of Erenland, and construction begins on the first of what will eventually be known as the Bridge Towers of the Kalif.

Year 1216, Second Age

Construction of the last of the keeps along the Fortress Wall of the Northern Marches is completed. Across the nations, soldiers are recruited to garrison the newly completed forts.

Year 1920, Second Age

The second rise of Izrador. His forces begin several tentative thrusts against the Fortress Wall. A brutal war of constantly shifting batte lines proceeds for nearly 30 years. Millions of fey and humans are killed in battle or slaughtered by the invaders.

Year 1948, Second Age

The southern dragons join the fray on the side of the humans and fey. Izrador is defeated again, but at great cost. The Second Age ends.

Year 243, Third Age

Aradil's agents discover a coven of elven devotees of Izrador operating in Erethor. The queen personally attends to the traitors and no sign of them is ever seen again.

Year 891, Third Age

Jahzir Kamael, Lord General of all the armies of Erenland, disappears after several seasons of fighting renegades and raiders in the north.

Year 897, Third Age

Jahzir returns as the leader of Izrador's armies, transformed and terrible. Hedgreg the Last, last of the Old Kings of the Dorns, dies in battle opposing him. The Last Batle is lost. The Third Age ends.

Year 1, Last Age

Erenland has been conquered. The assault on the Great Forest of Erethor and the dwarven clanholds of the Kaladrun Mountains begins.

Year 99, Last Age

The present day.

from the celestial realm and its gods. Not only could the gods no longer serve their mortal children, their victory had condemned those children to the wrath of a merciless and evil lord. This was the time of the Sundering.

After The Sundering

The Younger Fey

As is the nature of life, the *elthedar* that survived grew accustomed to their new world, and in time the fear and disasters of the years of the Sundering faded from memory. Each scattered group adapted in its way, and civilization was reestablished in new forms and new traditions. In time these new races of the *alethar*, or younger fey, would rise to dominate the lands of Eredane.

Those elder fey that sought refuge in the vast forests of the west took shelter in the trees and became skilled hunters and woodsmen. They courted the spirits of nature and ran with the beasts, growing lithe and agile. They learned how to control the growth of the forest and built delicate villages high above the ground. They gained a kinship with woodland creatures and became a natural part of the living forest. Over long generations, these children of the natural world became the elves.

In the absence of the once-bright flare of divine magic, the elves discovered the spark of arcane power. They nurtured it into flame and released a new and powerful magic on the world. In time, new elven masters of magic would arise to rival the most powerful clerics of their lost, ancestral past.

The descendants of the elder fey living on the very margins of Erethor learned to herd the beasts of the open plains and till the rich soil they found there. They cherished the open skies and reveled in the bright stars they could see at night. They traveled the vast, rolling hills of Eredane's central plains, living by their lore and their skill in the hunt. These nomadic herdsmen and hunters are now called halflings.

In the east, many *elthedar* took refuge from the darkness of the Sundering in the high valleys of the Kaladrun Mountains. Here they grew stout and rugged like their stony surroundings. They learned to mine the riches of the highlands and to work metal into masterful tools and items of exquisite beauty. Life was often hard in the cold mountains, and these people became a noble but prideful lot. Squabbles over trivial things led to duels and clan skirmishes. Greater insult led to breaks of company and the formation of numerous isolated family lines. Many settled in the high peaks and built whole towns within the living rock of the mountains themselves. These people became the dwarves.

Others, driven into the foothills by their stubborn honor, settled along the shores of the Ebon Sea. They built small boats and stout coastal villages of brick and mortar. They learned to fish and became clever craftsmen, eventually giving rise to the race of gnomes.

In the high mountains, when the dwarven ancestors were no longer of a kind with the elder fey but long before they had taken their present form, a conflict between two neighboring bands started a terrible feud. In the end, the feud drove a group of these younger fey to break from their brothers and settle far away in the northernmost reaches of the Kaladruns. There they would be lost for thousands of years and suffer a terrible fate. There they would become a bane that would forever plague the lands of Eredane.

Alone in these high northern wastes, the splinter group of dwarves fell prey to the twisting corruption of the Shadow in the North, the essence of the fallen god. Their anger and hate for their southern brethren were fed by the dark, insidious desires of the Shadow. The people took to the black ways beneath the mountains, dwelling in cold caverns, brooding on their hate, and changing over the eons. Under the subtle, irresistible influence of the dark god, these lost fey were twisted into a horrible race of violent, nocturnal creatures that wished only to kill the children of the sun. These tragic descendants of the elthedar became the orcs.

In time, the orcs spread south and became a constant threat to the dwarven clanholds. Continual skirmishing occurred along their borders, and many great battles spawned famous ballads among the dwarves and bloody warchants among the orcs. The orcs moved west as well, spreading into the Highhorn Mountains. There they began to threaten northern Erethor and fought with the elves.

Though the kinship between dwarves and orcs is lost to history, there were some scholars of the later ages that suspected the ancient relationship. Any sage who suggested such, however, found himself quite suddenly apologizing for his error from the wrong end of a battleaxe. There is no greater emotion in Eredane than the hatred that exists between dwarves and orcs. Their eons of bloody history make it seem impossible that any such kinship could ever have existed.

The Beasts and the Fey

The *elthedar* had shared their world with all manner of creatures and races, both wild and magical. When the Sundering tore divine magic from Aryth, entire species perished while many others were changed.

Many natural animals survived the disasters of the Sundering and adapted to life in the new world. They slowly outgrew their refuges and after generations they again filled the land with all forms of living things. Many feral species were transformed into greater creatures and came to be known as the dire animals. Many of the magical beasts were driven mad, their once benign spirits turned malevolent.

Sprites, fairies, dryads, and the other lesser fey became secretive creatures and even now only parlay with the elves. The highland imps that were once friendly inhabitants of the northern hills were twisted into horrible shadows of their former species, and now as goblins and their kind join the orcs in their raiding. The once noble giant-men of the Kaladrun Mountains became a reclusive and violent race, warring among themselves. Their kind, in time, gave rise to the ogres and trolls that now stalk the lonely places of the world.

The dragons were once good and noble creatures, and true friends of the elthedar. They suffered greatly when divine magic left the world. A great schism formed within drag-

onkind as the chaos of the Sundering turned these enigmatic beings against each other. The dragons fought an endless war for dominance one against the other and rarely concerned themselves with the ways of lesser creatures. This, too, would change, as in time the insidious call of the Shadow in the North would subvert many dragonkind, and the nobler dragons would be forced to rally with the descendants of their elthedar allies.

Dark Slumber

Throughout the thousands of years during which the younger fey crawled from the ruins of their old world and built a new one, the dark god was dormant, slumbering in a terrible undeath. He lay harboring his waxing powers, reaching the black tendrils of his evil influence ever farther to the south. Exploring. Sensing. Seeking the weak and spiritless.

The Shadow watched the younger fey grow strong again and build new civilizations. He was weak but bided his time, knowing that one day he would bend these new races to his divine will. When he discovered the outcast dwarven kin, he subverted them and twisted them to his dark designs. One day, he would need a mortal army, and what could be better than soldiers formed in his own terrible image?

His essence drifted southward like a poisonous fog, and where it found the weak of spirit or cruel of heart, it took subtle hold. The Shadow lurked on the frontiers of civilization, slowly corrupting others to his intent. He needed spies, he needed informants, agents, and pawns. He found them. The Shadow also needed worshipers, dark priests and cultists that would make vile sacrifices to quicken his return to strength. He found these as well. He needed all these things, and so quietly, subtly he worked. Over the centuries, over the eons, the dark god bred his orc hordes, corrupted his servants, and drew worshipers to his evil church. For thousands of years, the Shadow's power slowly grew, insidious and hidden.

Dawn of the First Age

More than 8,000 years ago, an elven sorceress named Aradil ascended to the throne of the High Kings of Erethor. The history of her ascendancy is more like legend and varies by who tells the tale. Some stories claim she gained the throne by casting an unbreakable glamour over Erethor, forcing all to love her. Others say the crown was forced upon her when she defeated the orc horde of Sky Mountain with a single spell. Still others tell that she is an ageless dragon cloaked in elf form that controls the souls of the elven council with black magics. While it is true the Witch Queen is a sorceress of unmatched ability, her rise to power was due to nothing more than her noble lineage, great wisdom, and greater loyalty to her people.

Scholars would later refer to Aradil's coronation as the advent of the First Age. Her rule ushered in a golden era for the elven people that became one of the highest points in the cultural history of Aryth. The scribe calendar of the elven court marks the year of the coronation as Year One of the First Age. It is often called the Year of the Queen, and it is difficult even for the long-lived elves to believe their queen still reigns today after 8,234 years on the throne.

A Golden Age

The prosperity of the elves eventually spread to the other races, spurring economic, political, and cultural advances across Eredane the likes of which had not been known since before the Sundering and which will sadly never be seen again.

Knowledge of the natural world, science, and magic reached such levels that it seemed elven powers might have no bounds. They used their magic to tame all of Erethor to their will. Its creatures and even its plants became minions and allies, and their bond with the forests deepened until the relationship became vital to their culture.

With their refined control of the forest, Caradul, Erethor's greatest tree-city and the seat of Aradil's rule, came into its own. Many outpost towns like Althorin and Eisin were founded beyond the fringes of Erethor on the western shores of the Ebon Sea and along the Felthera River. Busy trade routes were established with other major cities across Eredane and the elves made commerce with all the races of the younger fey. Elven craftsmen became renowned for the finest bows and woodwork, and elven potions and charms were sought after by merchants everywhere. The elven court established embassies and missions in the great dwarven cities and among the gnomes and halflings as well. Cultural exchange and tolerance became proud traditions.

The dwarven clanholds of the Kaladruns also experienced a time of great peace and achievement. Though skirmishes with the orcs continued, the dwarves' own often-contentious relations were peaceful, and they welcomed the trade and cultural exchange with other races. They built the wondrous stone cities of Idenor and Calador and burrowed deep into the flanks of their mountains. Their mines and underground towns became fantastic warrens of great beauty and craft. Their skill with rock and metal was itself a new kind of magic, and their fine goods were traded across Eredane. They discovered mithral and from it built keen weapons and stout armor for fighting the orcs. They built durable tools and clever devices that were coveted trade goods, and they made jewelry of such unmatched intricacy and luster that even the most refined elves cherished its beauty.

On the open plains of central Eredane, halfling culture changed, too. Many tribes gave up their nomadic ways and settled into earthen villages, becoming able farmers. Besides harvest crops, they grew exotic spices and tobaccos that were valued commodities in the elven and dwarven realms. Many remained at least semi-nomadic and continued to herd their flocks and roam the grasslands. These nomads became expert weavers and leather workers, trading their fine cloth and leather goods for tools and elven bows.

Through their trade and cultural exchange with the elves, the halflings discovered an innate ability with the arcane and as a race became proficient users of hedge magic. To a person, halflings grew up learning simple spells and cantrips that made their hard work easier. They integrated these abilities into even the most mundane activities of everyday life and in many ways became as dependent as the elves on the use of magic.

As trade and travel between the younger fey increased, many of the gnome fishermen turned their small boats into coastal traders. The prosperity that followed meant more boats and expanded trade routes. Whole families began to abandon life ashore as the gnomes discovered a penchant for barter and commerce. Their single trade boats became family fleets, and as their coastal villages disappeared, temporary raft towns became increasingly common. Gnome barges traveled the length of the Eren and sailed far up the Felthera and Gamaril Rivers, deep into Erethor. Clever tradesmen, the gnomes turned their natural abilities with story and song to their commercial advantage. As often as not, their customers were as eager for a story or rhyme as they were to trade, and a happy tune always facilitated negotiations.

Orc raiders continued to harass frontier settlements and were a constant threat to trade caravans and other travelers. Both the dwarves and the elves were forced to establish patrols in the northern regions of their realms to keep the bloodthirsty creatures at bay. Skirmishes were common, but dwarven fortitude and elven archers always made short work of the savage creatures.

Dark Portent

In the winter of 3893, an old seer named Ressial came to the court of the Witch Queen, bearing word that he promised was of dire importance, and Aradil agreed to a private audience. Though it is not known what passed between them, or what proof he offered for his claims, the Queen emerged from the meeting in a black and terrible fury. She ordered reports from the northern patrol captains and sent them soldiers to double their numbers. She ordered the old man, a monk from a long forgotten religious order, to send for his brothers and bring them to Caradul where they were installed as secret advisors to the throne. Though the group called itself the Order of Truth, beyond the walls of the elven court, these blind prophets of lost gods became known as the Abandoned.

The monks came to the city and shared with Aradil an ancient prophecy passed down from a time before the rise of the younger fey. The portent claimed a great darkness would rise and fall across the land. It would bring with it a demon horde bent on destruction, and a firestorm of divine magic that would lay waste to Eredane. The prophecy spoke of a fallen god, a power from the ancient world, the incarnation of destruction, death, war, black magic, and evil. The portent named the darkness a true god and called it Izrador, meaning the Shadow in the North in a lost elven dialect.

For over a thousand years, the Witch Queen would watch the north with wary concern. Her dark moods, strange orders, and increasingly frequent absences troubled the court. In the end, her secret obsession and magical preparations would prove a salvation to all the people of Eredane—though sadly only a temporary one.

The Dornish Invasion

If doom and war was on the northern horizon, only the Witch Queen saw it. Had she been looking to the south as well, she might have played a hand in keeping it from coming ashore there instead.

In the spring of 3951, the Dorns landed their small ships in southern Eredane. The Dorns were a barbarous, seafaring race of humans, great lumbering creatures with almost as much hair as dwarves and even less refinement. They came from across the Pale Ocean, from the continent of Pelluria, fleeing a powerful empire that had conquered their homeland. They brought with them their warrior culture, ancestor worship, clan loyalties, and a fierce hunger for land.

They settled first along the southern coast but soon began sailing their long boats far up the Eren River. When they encountered the halfling tribes and gnome barge families, they slaughtered the men and took many women and children as thralls. They burned villages and rafts and took everything of value. When they reached the Ebon Sea, they settled its coastline and slowly abandoned their southern enclaves. They overran gnome and halfling settlements, and those they did not conquer were forced into elven and dwarven lands. The stories the refugees told of Dornish brutality galvanized the more powerful races. The elves and dwarves armed themselves and looked to the defense of their realms. War had finally come to Eredane.

The first Dornish raids against elven and dwarven outposts were devastating. The Dorns were hardened warriors before they came to Eredane, and the dwarves and elves had never fought against anything but disorganized and undisciplined orc hordes. The Dorns were neither disorganized nor undisciplined, and their individual bravery made them savage opponents. The fey learned quickly, however. They had numerical advantage and soon turned their metal craft and magic to the war effort. The elves developed battlefield spells, and their archers—once only expert hunters—became expert hunters of men. Dwarven weapons and war machines quickly proved superior to those of the Dornish invaders.

Armies were raised, as common folk became soldiers and the fey learned the arts of war. Fortresses were built on all sides and foundries pounded out weapons. War raged across the plains of Eredane, as thousands of years of peace were forgotten. Fronts ebbed and flowed. Armies attacked and overran defenders. Defenders stood fast and routed attackers. Years became decades and still the armies fought on. Often it seemed that a peace might be won, but a new offensive would fan the flames and the fighting would begin anew. A hundred years, then two, then three. For more than 300 years the people of Eredane fought over lands that were once at peace.

The Fell

Word of a new threat first reached the elven court in 4393, in the last years of the Dornish War. Initially the stories of battlefield dead rising to fight again were passed off as delusions suffered in the heat of battle. Later, as official reports claimed that dead soldiers were returning to their

encampments and attacking the living, the Order of Truth saw it as a new portent of the Shadow's growing influence and warned Aradil.

They did not understand exactly why this foul thing was happening, but they were certain it was a legacy of the death and destruction of the long war. Many of the Abandoned believed that with Aryth severed from heaven, the souls of the dead had no where to go. So many soldiers were dying and there was no way for their souls to reach the spirit realm, so they lingered in the mortal world in some kind of terrible unlife. They lingered on as the Fell.

This new horror became a bane across Eredane as the fey and the Dorns alike were forced to fend off these terrifying creatures. In addition to fighting the war, soldiers had to patrol against roving bands of undead, spreading their resources even thinner and suffering even more casualties. Quickly, as the vile threat became universal, each race was forced to change the customs with which it laid its dead to rest. Within a decade, the great flood of the Fell was reduced to a trickle by the new funeral practices, though battlefield casualties continued to rise and hunt the living. A war weary world, tired of death and undeath, looked to the promise of peace.

A New Peace

Aradil and her priest advisors feared it was the influence of Izrador that maintained the violence of the Dornish wars for so long. They could sense it in the flow of magic and somehow knew that the continued war only served to feed the growing Shadow in the North. In the end, it was a series of diplomatic emissaries from the Witch Queen to the Dornish Kings that led the way to a final peace in the year 4410. Many believed it was the threat of superior elven magics and dwarven fortitude that made the peace last. Ultimately, the centuries of warfare would prove an ominous boon for the fey. The long conflict had served to build the warrior cultures they would eventually need to fend off the rising Shadow.

Though many hundreds of years would pass before the younger fey would learn to trust the Dornish invaders, the races of Eredane settled into a long period of peace and relative prosperity. The gnomes returned to the rivers and their trading, but left the open waters of the Ebon to the Dorns. It was their trade families that were the first to begin trading with the humans. They made good profits in the deal, passing goods back and forth between the Dorns and their fellow fey. The halfling people returned to the plains but ranged far inland from the Ebon Sea. They had suffered terribly at the hands of the Dorns and would never truly trust human ways again. Eventually, as many of the old outpost towns were rebuilt and long abandoned trade routes were reestablished, economic and cultural exchange served to create true peace between the races of Eredane.

By the year 4560 of the First Age, the entire shoreline of the Ebon Sea had been settled by the Twelve Great Houses of the Dornish Kings and carved up into small kingdoms, baronies, and manorial estates. Each kingdom was its own nation, bound to the others by a complex web of fealty oaths. Though they were economic rivals, and sometimes even skirmished among themselves, against any outside threat the Dornish kingdoms remained steadfast allies.

Most became rich by dominating trade and transport over the Ebon Sea, which they now called the Sea of Pelluria in honor of their lost homeland. Many founded settlements in the unclaimed Northlands, which would eventually become large cities along the caravan routes. Dornish knights were given fiefdoms under orders to tame the frontier and protect the growing towns. As the settlements continued to expand northward, the Dorns ran afoul of the orcs and soon their knights had plenty of enemies on which to exercise their warlike natures. Eventually the Dornish knights became renowned as skilled orc-hunters, and their hatred of the vile creatures was surpassed only by that of the dwarves.

Order of Betrayal

Despite this welcome age of peace across Eredane, the Order of Truth was fearful and continued preaching wariness. They claimed the power of the Shadow in the North was waxing. They begged the Witch Queen to make preparations and to send emissaries to the dwarves and the Dornish Kings, warning them of the prophecy and recruiting them to the cause. As Aradil listened to the voices of the Abandoned, a small band of monks in the ancient monastic village of Bandilrin were lured by a different voice—an insidious shadow of a voice that promised dark salvation and the return of a god's favor.

In the year 4705 of the First Age, the monastery of Bandilrin was a remote outpost, a quiet place of learning and meditation. One of its young members, now remembered only as Beirial the Betrayer, began hearing a quiet voice during his meditations. Thinking that the spirits of the Lost Gods might be returning to Eredane, he opened himself to the voice and was consumed. Though still weak, Izrador had enough strength to reach out from the cold north and trap a pliant soul. Slowly, over many years, Izrador worked through Beirial to gain control of the small order and corrupt it from within. In the end, the monks did not even realize they had been turned by the Shadow—all they knew was that divine power had returned to Eredane. The Order of Shadow was born.

Over the next centuries, the order worked to corrupt as many elves and non-elves as they could, and infiltrated members into secular and non-secular organizations alike. Their leadership, called legates, had sacrificed their souls to the growing will of Izrador, and their divine powers were becoming increasingly terrible. The legates carried on in secret, biding their time, increasing their influence and hoarding their power.

The Shadow Rises

For more than 700 years, the people of Eredane lived in relative prosperity. Trade was widespread, and culture and learning had entered a renaissance since the end of the Dornish War. The races were at peace, and even along the northern frontiers the orc raids had all but ceased over the preceding two centuries. This alone should have been warning enough, but even the wary monks of the Order of Truth did not heed it as such.

In the spring of 5133, the long peace was shattered as a vast orc army poured out of the north. It was supported by

goblin hordes and countless other foul creatures. The long quiet along the frontier had only been a time of spawning and preparation as Izrador had bred and armed his invasion force. The attack came out of the Highhorn Mountains, and Izrador's army drove southward towards the heart of Erethor. He knew the elves were his most powerful enemy and intended to destroy their might with his first assault.

The Witch Queen had not been idle, however. Her long obsession with the Shadow had been filled with secret preparations. She had trained many powerful battle mages and armed legions of archers with magical arrows. She had parleyed with the dire animals of Erethor and recruited them to her army. Secret emissaries had gone out to the dwarves and the orc-hunting Dornish barbarian-kings in the Northlands. These last took long convincing, but in the end they heeded the queen's call.

In the first months of the invasion, the orc army flooded out of the mountains and poured across the plains. With the orcs came goblins, ogres, trolls, and giants. Foul demons, trapped by the Sundering and enthralled by Izrador, fought beside them. There were bands of corrupted humans and even foul elves, turned by the Order of Shadow into devoted followers of Izrador. Dark magics came before the host, the divine might of the fallen god. Frozen winds and rains of lightning helped to clear their way. Dark clerics wielding divine powers not seen since the time of the elder fey led the invaders and burned a path towards Erethor.

As it marched south, Izrador's army sacked Nalford, Cale, and Haldred, killing everything that did not flee before them. Knowing that the elves greatest power lay within Erethor, Izrador's army skirted the forest intending to enter it at Althorin and then force their way southwest to Caradul. Aradil and her generals did not give them the chance, and in a surprise strategy, marched their defenders to meet the orc horde on the plains of Eris Aman. The allied forces—elf, dwarf, and human—rallied about the standard of the Witch Queen and joined in a battle the likes of which had never been seen in the history of Eredane.

The tales passed down of the Battle of Three Kingdoms seem like nothing less than myths and legends. In truth, they are not fantastic enough. Divine and arcane magics clashed and rent the sky. Black clouds borne on the foul north wind covered the battlefield with poison and ice. Flights of sorcerous arrows flew so thick they blocked out the sky. Orc blood formed a great dark swamp that mixed with the rivers of red flowing from slaughtered defenders. Dire wolves ripped out the throats of ogres, and giants broke the backs of massive bears. Demons raged across the field attacking anything, mad with bloodlust. The Shadow's legates cast their spells and hunted the Witch Queen. Aradil's sorcerous host loosed terrible fires as she stalked Izrador's generals. The battle was a black nightmare of clashing blades, dying screams, and freezing gore.

The Battle of Three Kingdoms lasted six days. More than 5,000 elves, dwarves, and humans died. Forty thousand of Izrador's foul creatures were slain. The dark forces broke and fled.

The kingdoms of Eredane were victorious.

The surviving Eredane forces spent months hunting down bands of fleeing orcs, killing as many as they could find. They were also forced to destroy the countless Fell that had risen from the bloodiest battlefield in Eredane's history. These skirmishes and battles took their own toll and many more brave warriors were killed. By winter of the next year, what remained of the orc horde had been driven back into the northern wastes, most of the undead had been destroyed, and a hard-won peace had returned to the lands.

Aradil and her host returned to Erethor, not daring to hope that the Shadow in the North had been defeated for good. In her heart, the Witch Queen knew this battle had not been the end. She knew Izrador would return.

Dawn of the Second Age

The elven scribe calendar marks the end of the First Age with the Battle of Three Kingdoms in 5133. It opens the Second Age with the short-lived period of peace and racial trust known to Dornish scholars as the "Years of Unity." For more than two centuries the races of Eredane lived in harmony. Their economies flourished as the frontiers were expanded and trade grew accordingly. At the behest of Aradil, the armies of Eredane were rebuilt and construction began on what would become the Fortress Wall of the Northern Marches. This vast series of defenseworks against the orc hordes would eventually span the entire continent and would take centuries to complete.

The Sarcosan Invasion

In the year 230 of the Second Age, a new threat to Eredane arrived from the Dornish homeland across the sea. The Sarcosans, a small and dark-skinned race of humans, landed a series of large invasion fleets in southern Eredane. The Sarcosans had driven the Dorns from the land of Pelluria with steel weapons and cavalry warcraft. They were a people with a long history of conquest and had been powerful enough to defeat the war-like Dorns. They quickly established a number of fortified settlements, from which would eventually grow the great cities of Hallisport, Cambrial, and Sharuun. They had brought their horses and the secret of steel to Eredane and quickly began to expand their holdings north along the Eren and into Erethor.

When the Sarcosans began to cut and burn trees in Erethor, the elven army again went to war. The battle lines stretched along the southern borders of the forest, and for almost a century the elves held off the invaders. The Sarcosans had steel and horses, but their arcana was like hedge magic to that of the elves. The dwarves sent weapons and mercenary troops, but the Dorns faltered, uncertain about facing their old enemy. In the end they betrayed the elves by letting them stand alone.

In 318 SA, at the Battle of Pethurin, elven sorcerers assassinated the five Sarcosan generals commanding the assault, allowing the fey infantry to crush the attacking army. Realizing that this strange race of forest dwellers was unbeatable within the trees and would not to be drawn from them, emissaries from the Sarcosan lords sued for peace with the elves. By the end of the year hostilities had ceased, though for many years after, the elves kept a standing army on the southern borders of Erethor.

The halflings and gnomes began limited trade with the Sarcosans that eventually grew into cultural relations that would spare them war with the invaders. As the Sarcosans moved north along the Eren, they were content to leave these odd, gentle peoples to themselves. In fact, in time, they grew to depend on halfling livestock and leather goods and the transport services of the gnome barge families.

The first dwarves the Sarcosans met were the fierce mercenaries that had fought alongside the elves. As a result, when they eventually encountered the dwarven clanholds in the mountains of the east, they were rightly cautious. After a few tense years and the occasional skirmish, it became clear that the Sarcosans had no hope of taking the mountains and left them to the stout fey. Over time peaceful relations were established, and in exchange for the secret of steel the dwarves traded the Sarcosans superior weapons and tools forged from the new metal.

The Dornish clans knew the Sarcosans had designs on the rich lands of their kingdoms. They also knew their failure to stand with their one-time allies the elves meant they could expect no help from the fey. Ultimately it was a relatively short war. From the first battle on the Plain of Erenhead to the final surrender of Hedgreg the Red, only 18 years passed. The Dornish Kings were a proud and brave lot, but they had not been a match for the Sarcosans 2,000 years earlier and did not stand long against their new invasion.

The Sarcosan colonial lords, though victorious, had not broken the honor of the Dornish Kings and were impressed with their steadfast courage and warrior nobility. Since coming to Eredane they had learned it was wiser, and more profitable, to make allies than to subjugate enemies. When the Sarcosan war ended in 853 SA, the colonial lords offered the Dornish Kings the retention of their lands and titles in exchange for oaths of fealty. With only short-lived dissent the Dorns made the oaths and Eredane again returned to peace.

A New Kingdom

For more than two hundred years the old Sarcosan Empire far to the east took tribute from the colonial lords in Eredane. As the years passed, the lords began to chafe under this yoke. In 1062 SA, a fleet of colonial warships began intercepting Old Empire vessels bound for Eredane. Those they could not capture, they burned or sent fleeing. A war of rebellion was joined, but this time the heartland of Eredane and the fey were spared.

An alliance of colonial Sarcosans and their Dornish oathmen waged a bloody sea war along the Eredane coast, from Sharuun to Landfall. Hundreds of ships were destroyed on both sides, and savage ground battles were fought when Old Empire troops came ashore. Ultimately, the Empire was simply too distant to respond quickly to the needs of its war fleets or to readily supply its soldiers. The crushing defeat of an Old Empire armada at the island fortress of Stormhold in 1112 SA finally ended the conflict. It was a brutal war that lasted almost 50 years. When it was over the Old Empire had relinquished claim to its colonies in Eredane and the Sarcosan lords were freed to forge their own destiny.

The Sarcosans and Dorns had become kin, born in the blood of battle. When the war ended, a great meet was held, called the Conclave of Kings. At this gathering, the Sarcosan *kalif* accepted the fealty of the Dornish Kings and founded a unified human nation, the Kingdom of Erenland. Alliance and intermarriage gave rise to royal families that could trace their lineages to both the Sarcosan nobility and the Great Houses of the Dornish clans. Under the Erenlander king, loyal princes of these families served as advisors, governors, ambassadors, and generals. After centuries of strife, mistrust, and war, a unified human nation ruled peacefully over the heartland of Eredane.

The Shadow Comes Again

For almost 800 years, the people of Eredane lived in peace. Not since before the Dornish invasion more than 3,000 years earlier had the lands known a longer time without war. The bonds between nations strengthened and trade flourished. The fleets of Erenland established routes to distant continents and explored the wider world. Humans settled throughout the heartland, building countless towns and villages, even homesteading far to the north of the Sea of Pelluria into lands once held by orcs. The magic of the elves reached sublime heights and their scholars followed new ways in science and philosophy. The dwarves expanded their subterranean world and turned many of their ancient holdfasts into cities that were engineering masterworks. The halflings and gnomes continued in their ways, living on the margins of Erenland and prospering in their commerce with the humans.

Quietly, Aradil kept a lonely vigil against the north. Old treaties and new accords kept the Fortress Wall in good repair and ready against the Shadow, but she feared the great fortresses might not be enough to protect the lands if Izrador rose again.

The start of the second war with Izrador in the year 1920 SA was not a sudden, surprise assault by a massive army as it had been in the first. Instead, it began with dozens of small attacks, probing sallies by orcs and savage bands of human horsemen, all along the northern frontier. Where resistance was strongest Izrador's forces retreated, and where they could they pressed the attack. Like the thrusts of a dozen blades, the armies of the Shadow forced their ways into the lands of Eredane, stabbing at the Fortress Wall and in many places cutting beyond.

Many fronts formed across the frontier and the defenders were spread thin. The elves fought a stealthy woodland war as the orcs and their minions pushed deep into northern Erethor, burning the forest as they advanced. The humans, now armed with steel and astride massive horses, charged into battle on the open steppes. The mountain warrens of the dwarves were formidable fortresses and allowed them to deploy in secret and set bloody ambushes for the enemy. Many halflings and gnomes took up arms as scouts and couriers, and many others worked behind the front to keep the southern supply lines open and stocked.

No single battle came near the level of carnage and destruction of the Battle of Three Kingdoms in the first war, but there were far more, and in the end they took a much greater toll on the lands of Eredane. Millions died, soldiers and civilians alike. Countless settlements were razed, never to be rebuilt, and much of northern Erethor was lost to flame. Thousands of battlefield casualties rose as Fell and stalked the land, adding to the fear, chaos, and death of the war.

The dark magics cast against Eredane's defenders during the second war were far more subtle and ultimately more effective than they had been in the first. Freezing weather broke their bodies as well as their spirits. Wasting diseases appeared and spread like no natural sickness. Glamours of mistrust and fear turned defenders against

each other and broke their wills. Vile summonings corrupted and poisoned vast tracts of land and set loose demonic forces that would continue to stalk Eredane for centuries to come.

In the year 1948 SA, the outcome of the war balanced on the edge of a knife. Then everything seemed to be lost, as flights of ancient dragonkind, allied with the dark will of Izrador, flew out of the north and began ravaging the Fortress Wall. For several weeks it seemed the end had come and the war would be lost. Thousands died and fortresses that were not destroyed were overrun by orc hordes.

Then, when defeat was all but certain, a warm southern gale heralded the arrival of victory. Another host of raging dragons unexpectedly appeared across the many fronts and savagely joined battle against their traitorous kin. The physical and magical destruction the dragons wrought as they attacked and counterattacked was almost as great as that from the rest of the war combined. Death was everywhere, and chaos was absolute.

When it was over, both sides were broken. The orc hordes had scattered to the north and the only dragons to be found were the broken bodies of their dead. The Fortress Wall had stood, but many of its keeps lay smashed and in ruins. The weary armies of Eredane quietly returned to their homelands to lick their wounds and pray to the Lost Gods that Izrador would not rise again.

Dawn of the Third Age

The elven scribes close the Second Age of Eredane with the second war with Izrador, 1,000 years ago. The deaths of so many people, the total destruction of so many cities, and the utter desolation of so much land proved more than the old world could bear. In the aftermath of the war, the Third Age would dawn as a dark time of collapsing political alliances, economic decay, and increasing racial isolation.

The elves, knowing that Izrador was sure to return, struggled to hold the people of Eredane true to the cause. As time passed, this became impossible as the memories of the shorter-lived races faded. Aradil continued to weave arcane defenses in Erethor and maintain the elven keeps of the Fortress Wall, but her will alone would not be enough to spare the world.

The dwarves suffered great losses in the war and when it was over they still could not find rest. Long after the conflict ended, they found themselves still fighting with orcs and other foul creatures that had found their ways into the southern reaches of the mountains during the war. Slowly, the dwarves withdrew from the other races and eventually would trade only through their gnome cousins.

Erenland fractured as many of the old Dornish Kings broke fealty with their lords and declared their independence. The breakaway states soon began fighting among themselves and plunged the Northlands into civil war. The attrition of its military might and dwindling trade meant that southern Erenland did not have the resources to prevent the secession. Other clans of the Old Kings declared their independence and the nation threatened to come apart at its historical seams.

Despite efforts to maintain treaties and allegiances, the nations of Eredane sank further into isolation. Efforts to rebuild the Fortress Wall were limited, and as alliances broke and economic and military resources were needed elsewhere, the reconstruction all but stopped. Eventually, efforts to garrison the keeps would falter, and in the end the Wall would become a useless relic of a lost era.

A thousand years passed, and a darkness fell across the lands of Eredane fed by the fell Shadow of Izrador. His power had waxed again and this time he would not be defeated.

The Victory of Izrador

The third rise of Izrador was an insidious and subtle thing, cloaked in the dark age that had already conquered Eredane. The first attacks of the war were not military assaults on some battlefield. Instead, they were the destruction of trust and the corruption of men.

Across Erenland, agents of Izrador offered dark promises, spread black magics, and made terrible threats. They corrupted the hearts of once-valiant knights and offered dark powers to once-noble princes. Bands of savage Northmen, long turned by the Shadow, moved south and settled in nomadic camps along the frontier. Orcs squatted in the ruins of old Fortress Wall keeps and ancient cities left by the last war with the Shadow. They parleyed with traitorous humans and traded magic and gold for steel and black promises.

Elven emissaries sent to the princes of Erenland met with promises of alliance, but promises made by a realm too weak to keep them. Similar missions to the dwarven clanholds were often intercepted by agents of the Order of Shadow. Those that got through had difficulty gaining entrance to the underground dwarven cities. The words of those that did often fell on the deaf ears of paranoid dwarven leaders, weary from a thousand years of fighting the minions of Shadow that had stalked their mountains since the last war. The dwarves had little help to offer and few soldiers to spare outside their own lands.

In the most damning victory of this quiet war of corruption, four great heroes of the age were secretly turned by the Order of Shadow and swore allegiance to Izrador. In exchange for their souls, the dark lord betrayed them. He transformed them into the Night Kings, damned creatures of terrible supernatural power. Sowing fear and despair among their peoples, the Night Kings helped to crush the weakened coalitions that remained in Eredane. When Izrador's attack finally came, the alliance of races shattered like dry bone.

When Izrador's armies again poured across the frontier in 897 TA, there was nothing to stop them. Led by the Night Kings, the Shadow's hordes drove southward crushing what little opposition they met. For the first time, Izrador's forces crossed the Sea of Pelluria. As the host made the crossing, it was joined by a flight of allied dragons. They raided and burned ahead of Izrador's ships, torching the small fleet sent against them and culling the hastily assembled defenders that waited on the southern shore.

A desperately rallied force of elves, humans, and a few weary dwarves made a final stand on the coast of the Pelluria. The vigilant elves were steeled and ready, but the humans were unprepared and fractious. The dwarves were battle hardened but had haunted souls and were simply too few. Elven scholars refer to this engagement as the Last Battle, but that name lends it too much glory. Izrador's forces came ashore

like a black tide and flooded over the defenders. The elves fought hard but were forced to retreat into Erethor. The humans suffered terrible casualties, and broke and fled to the south. The dwarves fought like demons and died to the last warrior.

The march down the Eren took only months, and by midwinter the Shadow held all the heartland of Eredane from the Northland Frontier to the Kasmael Sea. Those that resisted were quickly crushed and with hardly a dying whimper the human lands fell. With the might of the elves and dwarves now divided, the forces of the Shadow turned their wrath toward the lands of the fey. Orc hordes marched east into the foothills of the Kaladruns, and in the west the borders of Erethor began to burn.

The Last Age

The fall of Erenland marked the end of the Third Age, ushering in this time of war, death, and despair that scholars ominously call the Last Age of Eredane.

The human lands have been fully subjugated. The last human insurgents are being systematically eliminated by agents of the Shadow. The old principalities of Erenland have been divided among the legates of the Order of Shadow who rule through corrupt human pawns. Travel has been restricted. Trade with the fey, literacy, and the use of magic of any kind have become capital crimes. Those gnomes or halflings that failed to escape to the mountains or into Erethor have been enslaved, and a pogrom against the remaining fey is underway. Any elves or dwarves foolish enough to be discovered in the conquered lands are killed on sight.

As Izrador's eastern armies move deeper into the Kaladrun Mountains, the dwarves retreat into their ancient holdfasts. Their savage warriors and clever engineers turn every pass, hall, tunnel, and mine into a brutal killing zone. They set murderous traps, lay bloody ambushes, and make crippling raids. Every advance of the invaders is earned at a deadly cost, and the last-stand frenzy of the dwarven warriors has turned them into a terrible foe of which orc soldiers now grow truly afraid.

In the west, the forest of Erethor itself stands against the hordes of Izrador. Through her avatars, Aradil fights at the head of her armies, steadfastly holding the invaders at bay, though in her deepest heart she despairs for her people. The Whispering Wood gives warning of orc advances, as elven archers and battle mages cast death on the invaders. Patrols are slaughtered by dire animals, which then vanish into the forest. Enchanted thickets of poisonous plants trap Izrador's troops, yet readily part for elven forces.

Despite the resolve of these fey defenders, they have ultimately lost the war. They are hopelessly outnumbered, and for every orc killed three more join the fight. Food, weapons, and equipment from the human realms supply the enemy lines. The dark magic of the legates supports their advances and the elemental forces of dragons support their attacks. Battle by battle, skirmish by skirmish, soldier by soldier, the armies of Izrador drive the elves and dwarves deeper into their refuges, taking heavy tolls on their numbers and their hope.

It in now the 99th year of the Last Age. A shadow covers the land. Faith has fled. Freedom is lost. Hope is gone. The dark god has risen and the world is his. Who will stand against him?

Book One

Adventures in Midnight

CHAPTER 1

Races of Midnight

The races of MIDNIGHT are many and strange, especially in the time since the Sundering. In the aftermath of that cataclysm, the fey were the first to rise above the rubble, rebuilding civilization and creating masterworks of art, culture, and science. These proud peoples are descended from a common source, the *elthedar*, or elder fey. Their time of glory passed, however, with the coming of men from across the sea. First the Dorns then the Sarcosans arrived, and humans spread in waves across fertile Eredane, eventually to give birth to a new breed called the Erenlanders. But their time too would pass; as passionate and strong-willed as the races of men were, they withered before the fecund, brutal, and predatory natures of the Shadow's creations. Now is the time of the *odrodor*, or in the trader's tongue, orcs.

All of the races, regardless of their heritage and history, stand to lose much in the face of Izrador's onslaught. Even some orcs have joined the fight against their former master. This chapter presents those races that are appropriate as player characters in a MIDNIGHT campaign. The setting assumes the presence of all of the races presented here, but as always, DMs are free to include or exclude any races from their campaign as they see fit.

While many of the races may seem familiar, the details of each vary distinctly from those of the same names presented in the core rules. The rules here supersede all racial traits of the similar races from the core rules. Also note that these races are somewhat more powerful than those in the core rules. This does not require the DM to make adjustments to the party's level or the difficulty of encounters. The characters will often be challenged by NPCs sharing the same racial traits, magic and healing are rarer, and the heroes face difficult odds in a harsh world. Put simply, the characters will need their racial advantages simply to survive. For comparison purposes, however, and when exporting MIDNIGHT races to other settings, the following races all have level adjustments of +1.

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

Humans

The humans of Eredane were once a proud and unified people that shared a rich historical legacy born of invasion, expansion, and grand alliance. Now, the conquest of Izrador has left them a broken and divided people, increasingly suspicious and base. In once-great cities they live as slaves to the minions of the Shadow and in the wilderness they are savages only one step above animals. Most live in daily fear for their lives and those of their families. More isolated settlements

Favored Region

The races of Eredane have always lived close to the land, depending on it for their livelihoods and reveling in its beauties. Since the fall of Shadow, that connection has only been strengthened. In these dark times, survival means knowing the land from which you come and using it as your best weapon and best defense against the forces of Izrador. Each race presented below considers a distinct area of Eredane to be a favored region. Members of the race gain Knowledge (local: favored region) as a class skill, and also gain a +2 racial bonus on Survival checks and Knowledge (nature) checks (assuming they have ranks in that skill) when in their favored region.

drive off strangers or kill them outright, as long as they think they can get away with it. Towns and cities are lorded over by human puppet rulers that conspire with the terrible orc warchiefs and preening legates that back their authority. Every settlement pays tribute to the armies of the Shadow in food, supplies, and slaves, and citizens live in mortal dread of the day orc soldiers will be garrisoned in their town. But humans were not always the weak and hopeless creatures they are today; they once prided themselves on their noble ancestry, drawn from the Great Houses of the Dorns and the high castes of the Sarcosan Empire. And while the mixing of those two bloodlines has in some cases diluted the once-proud heritage of their ancestors, in other descendants the lineages have combined to create a diverse, adaptable, and quick-witted people. This new race of men, known as Erenlanders, are above all survivors. While many have bowed to the Shadow and let go of their proud pasts, some have risen up to fight for something even more important: their futures.

Dorns

Those humans descended from the houses of the Old Kings, known commonly as the Northmen, still live in the lands north of the Sea of Pelluria. Those that remain in the environs of their ruined cities live at the will of their orc masters and survive off what subsistence they can grow, poach, or scrounge. Others huddle in subsistence communities on the vast stretches of hill country and tundra, left to lives of misery only occasionally interrupted by orc patrols and legates seeking provisions and tithes. Those that choose to run as outlaws, bearing illegal weapons and raiding supplies from the dark god's chosen, must always be on the move lest they are hunted down and slaughtered.

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

The Dornish people once swore fealty to the Old Kings of the Great Houses. The nobles were fiercely loyal to their people, who repaid that devotion by adhering to familial codes of honor in both social interactions and in battle. In the days of old, death was seen as far preferable to dishonoring one's clan; every action a Dorn undertook, whether repairing his farmstead's wall or meeting a foe in battle, was to reflect proudly on his king. But with the betrayal of the Night King Jahzir, Gregor Chander, and several other Traitor Princes, most Northmen are now loyal only to their own skins and swear fealty only to their stomachs. The shades of their ancestors, which traditional Dorns honor with altars, prayers, and sacrifices, would weep to see what has become of their once-great people.

In the centuries since the Sarcosans came to Eredane the Dorns have become excellent riders, though they still prefer to fight on foot. Their weapons of choice were longspears and greatswords, though some chose to carry large bat-

tleaxes. Today, orc patrols kill armed humans on sight, so the rare Dorns who go armed use whatever weapons are available.

Dorn Racial Traits

• +2 Strength, –2 Intelligence: Dorns are larger and stronger than most humans. They value tradition, including knowledge and craft that have been proven over time, but this means they are often set in their ways and slow to embrace new ideas.

• Medium: As Medium creatures, Dornish humans have no special bonuses or penalties due to their size.

• Dorn base land speed is 30 feet.

• 1 extra feat at 1st level. Dorns are versatile and dedicated warriors. The extra feat must either be chosen from the fighter's list of bonus feats or must be a weapon, armor, or shield proficiency feat.

• 4 extra skill points at 1st level and 1 extra skill point at each additional level. Dorns are hard workers and committed to excellence.

• Weapon Familiarity: Dorns may treat bastard swords and Dornish horse spears as martial weapons, rather than as exotic weapons.

• Favored Region: Northlands.

• +1 racial bonus on Fortitude saving throws. The Dorns are a hardy people. This bonus increases to +5 when the Dorn makes Fortitude saving throws against cold dangers like cold weather, severe cold or exposure, or extreme cold. Additionally, Dorns suffer only half the normal damage (rounded down) from the nonlethal cold damage caused by these effects.

• +1 racial bonus on attack rolls when fighting in groups of five or more Dorns. Dornish pride and valor go hand in hand with brotherhood.

• +1 racial bonus on attack rolls when using a melee weapon two-handed.

• Automatic Languages: Erenlander and Norther. Bonus Languages: Colonial, High Elven, Orcish, and Trader's Tongue.

• Favored Class: Any. When determining whether a multiclass Dorn suffers an XP penalty, his highest-level class does not count.

Sarcosans

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

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

By the time the forces of Izrador had reached the southern cities of Erenland, the human armies had been crushed and only a few cities resisted. Cambrial and Alvedara were both razed for their refusal to surrender.

Sharuun, Hallisport, and several other cities still stand, essentially as they did before the war. As a result, many southlanders still live in the cities their forefathers built. Unfortun-ately, the inflated false economies, brutal orc garrisons, and whimsically evil legates that plague these urban areas serve as a constant reminder that, while the cities may still stand, the spirit that built them has been all but crushed.

There is hope, however. More and more of the southern Erenlanders have reclaimed the name of their ancestors, the Sarcosans, and have reverted to the nomadic, horse-tribe ways of those proud conquerors. These mobile bands are led by outlaw sussars or their kin and live in small tent villages that pop up in the night and are gone by dawn. Every tribe member is as one with her horse, and no other cavalry matches a trained Sarcosan unit in terms of skill and courage. But even these daring freeriders cannot succeed against those who occupy their lands, 10 times their number of entrenched, well-armed, and well-armored orcs and goblinoids supported by legate commanders. Knights and princes are therefore forced to live as bandits and renegades, surviving on horse meat, wild game, and the spoils of their raids. They are continuously hunted by the minions of the Shadow and must be careful of whom they trust.

Sarcosan riders favor versatility and finesse over brute strength. They wield Sarcosan lances and composite longbows when on horseback. On foot, they often fight with a wickedly curved scimitar in one hand and an inward-curving short sword, called a cedeku, in the other.

Sarcosan Racial Traits

• +2 Charisma, +2 Intelligence, –2 Wisdom: Sarcosans have a long history of scientific advancement, artistic development, complex social structures, and strong personalities. However, their pride in their own accomplishments along with their sometimes foolish daring in the face of danger reveal a lack of caution and foresight.

• Medium: As Medium creatures, Sarcosan humans have no special bonuses or penalties due to their size.

• Sarcosan base land speed is 30 feet.

• 1 extra feat at 1st level. Sarcosans are quick learners and come from an unusually diverse culture.

• 4 extra skill points at 1st level and 1 extra skill point at each additional level. Sarcosans are ambitious and capable.

• Weapon Familiarity: Sarcosans may treat cedeku and Sarcosan lances as martial weapons, rather than as exotic weapons.

• +1 racial bonus on Reflex saves and on attack rolls with light melee weapons. Sarcosans are small but quick.

• Sarcosans may begin play with a Sarcosan riding horse or a Sarcosan warhorse (at one-quarter the normal cost).

• Automatic Lang-uages: Colonial and Erenlander. Bonus Lang-uages: Courtier, Halfling, Norther, Orcish, and Trader's Tongue.

• Favored Class: Any. When determining whether a multiclass Sarcosan suffers an XP penalty, his highest-level class does not count.

Sarcosan Backgrounds

While yesterday's Sarcosans may have been comfortable both on the plains and in the cities, the Shadow's occupation has dramatically limited the movement of everyday people. As such, starting Sarcosan characters must choose either an urban background or a plains background, with racial traits as described below.

Urban Sarcosan

• Favored Region: Special. Rather than choosing a specific area to be their favored region, urban Sarcosans have a special affinity for all urban environments. Rather than gaining Knowledge (local) as a class skill and a bonus to Survival checks, these characters instead gain a +2 racial bonus on Gather Information checks when in cities and may make Knowledge checks untrained so long as the topic involves a city.

• +2 racial bonus on Bluff, Diplomacy, and Sense Motive checks. Even the lowliest sheol is adept at communication and interaction.

Plains Sarcosan

• Favored Region: Southern Erenland.

• Natural Horsemen: Even those Sarcosans that don't make their living by the horse take great pride in their abilities to ride and direct them. Many Sarcosans ride as soon as they learn to walk, and someone of another race that rides well is said to "take to a horse like a Sarcosan." Plains Sarcosans therefore gain many benefits in regards to horses:

• Sarcosans gain a +4 racial bonus to Ride and Handle Animal checks when working with horses, as well as on Concentration checks to cast spells while mounted on a horse.

• Sarcosans suffer only half the normal attack penalties for using ranged weapons while their mounts are taking double moves or running. The benefits of this ability stack with those from the Mounted Archery feat.

• Sarcosans gain a +1 racial bonus on damage rolls against creatures smaller than their mounts when using a melee weapon from horseback. This combines with the normal +1 bonus on melee attacks for being on higher ground to grant Sarcosans a +1 to hit and damage in these situations.

Erenlanders

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

intermarried for so long that a new race of true Erenlanders has been born.

These people are a handsome mix of their forebears. Not as large or pale skinned as their Dorn parents nor as slight or dark as their Sarcosan ancestors, their colorations and builds vary widely. They are a transitional people between both Erenland's northern and southern regions as well as its past and future. Erenlanders are the true children of their kingdom, a people born of two ancient traditions but owing loyalty instead to one young nation. Though different settlements, and even different families, hold more strongly to some Sarcosan or Dornish traditions, most Erenlanders sense they are truly a unique people, something other than simply the combination of their ancestries.

Erenlanders have long been left to their own wit and strength in settling the central plains, and as a result are a crafty and inventive people with independent and pragmatic natures. Though the often proud behavior of their pureblooded Dorn and Sarcosan countrymen may make the Erenlanders seem disloyal or uninspired by comparison, this is not the case. Erenlanders simply do not feel bound to their ancestors' traditions and so are not limited by Dornish or Sarcosan social mores, expectations, or taboos. This has served them well under the Shadow; because they are not paralyzed by the loss of a long ancestral heritage, they have been better able than the other human cultures to simply adapt and carry on.

Though the lack of cultural restriction means Erenlanders have greater social freedom, that freedom is not without greater social cost. Whereas respect for the past and hatred of the Shadow bind the Dornish houses and Sarcosan liegemen to their people, the Erenlanders have no such guiding lights or sense of unity. Indeed, it may have been their diluted loyalties that made many Erenlander communities fertile soil for Izrador's dark seeds in the Second and Third Ages. It is yet to be seen whether the Erenlanders of the Last Age will devolve into a directionless, broken people, or will rise above the suspicions and betrayal of their time and unite the two bloodlines, north and south, Dorn and Sarcosan, that created them.

Erenlander Racial Traits

• Erenlanders gain a +2 bonus on one ability score of the player's choice and suffer a –2 penalty on one other ability score of the player's choice. Erenlanders are the most diverse and versatile race of Eredane and demonstrate a wide range of physical and mental strengths and weaknesses.

• Medium: As Medium creatures, Erenlander humans have no special bonuses or penalties due to their size.

• Erenlander base land speed is 30 feet.

• 2 extra feats at 1st level. Erenlanders are unrivaled in their ability to learn specialized tasks, and they feature many different talents.

• 8 extra skill points at 1st level and 2 extra skill points at each additional level. Erenlander humans are adaptive and uniquely competent in their chosen fields.

• Weapon familiarity: Erenlanders are not fully disassociated from the cultures of their forefathers. An Erenlander may choose a single exotic weapon associated with either Dorns or Sarcosans. He may treat that weapon as a martial weapon, rather than an exotic weapon.

• Favored Region: Northern Erenland, Central Erenland, or Southern Erenland.

• Erenlanders begin with 4 bonus ranks in one Craft or Profession skill of the player's choice. In the Last Age, life in central Erenland is hard, and men and women must develop useful trades and crafts at a young age simply to survive.

• Automatic Language: Erenlander. Bonus Languages: Any. Erenlanders live in the heartland of Eredane and are exposed to many different cultures and languages.

• Favored Class: Any. When determining whether a multiclass Erenlander suffers an XP penalty, his highest-level class does not count.

Dwarves

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

The clan is the basic dwarven social and political unit. The smallest clans may contain as few as 100 individuals and the largest many thousands. Alliances between the clans are fluid, complicated affairs, most typically formed by intermarriage or common enemies. In bygone days, skirmishes between the various clans were common, but in the past centuries of war, such hot-bloodedness has instead been spent against the forces of Izrador. For matters of governance that affect all dwarves, great clanmoots were once called where representatives of each clan would meet in raucous assemblies to determine collective courses of action. The cantankerous and aggressive nature of these meetings is a reflection of dwarven clan relations at large.

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

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

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

Most dwarves live in underground cities that are warrens of chambers, rooms, and great halls, all constantly being expanded by mining. The original proximity of the clans to one another, combined with their constant expansion throughout the millennia, have turned much of the central Kaladrun Mountains into a bewildering maze of tunnels and passages. The range contains countless pathways and chambers, large and small, new and old, occupied and forgotten.

The Kurgun, on the other hand, live in small surface villages and the few remaining ancient cities of dwarven prehistory. Their stonecutters and masons have kept these old places strong and whole and have turned most into stout fortresses against the orc invaders. Though the Kurgun spend much of their time above ground, their communities invariably sit above underground holdfasts to which they, like their brethren, may retreat in times of need.

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

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

Dwarf Racial Traits

- +2 Constitution, –2 Charisma: Dwarves are tough and sturdy but isolated and reserved in their dealings with others.
- Medium: As Medium creatures, dwarves have no special bonuses or penalties due to their size.
- Dwarf base land speed is 20 feet. However, dwarves can move at this speed even when wearing medium or heavy armor or when carrying a medium or heavy load (unlike other creatures, whose speed is reduced in such situations).
- Weapon Familiarity: Dwarves may treat dwarven waraxes and dwarven urgoshes as martial weapons, rather than as exotic weapons.
- Favored Region: Kaladrun Mountains.
- Darkvision: Dwarves can see in the dark up to 60 feet. Darkvision is black and white only, but it is otherwise like normal sight, and dwarves can function just fine with no light at all.
- Resilient: Dwarves are notoriously tough, both against external attacks and internal attacks. They gain a +2 natural armor bonus and a +2 racial bonus on saves against poison.
- Spell Resistant: Dwarves are innately resistant to the power of magic. They gain a +2 racial bonus on saves against spells and spell-like effects, but those with spell energy have two fewer points of spell energy than they otherwise would.
- +1 racial bonus on attack rolls against orcs. Dwarves and orcs are ancient enemies that have fought each other for thousands of years.

Clan Dwarf and Dwarrow

• +1 racial bonus on attack rolls when fighting with axes and hammers.

• +2 racial bonus on Appraise and Craft checks that are related to stone or metal items. Dwarves are uniquely capable and familiar with stonework and metalwork.

Dwarf Backgrounds

While the subterranean-dwelling dwarves and the Kurgun come from the same stock, centuries of living in very different lifestyles have differentiated the two peoples' skills and strengths. As such, starting dwarf characters must choose to be either clan dwarves or Kurgun dwarves.

Clan Dwarf

• Favored Region: Subterranean Kaladruns. Clan dwarves' favored region bonuses for the Kaladrun Mountains increase by +2 when they are underground.

• Stability: These tunnel dwellers are exceptionally stable on their feet. A clan dwarf gains a +4 bonus on ability checks made to resist being bull rushed or tripped when standing on the ground (but not when climbing, flying, riding, or otherwise not standing firmly on the ground).

• Stonecunning: This ability grants clan dwarves a +2 bonus to notice unusual stonework, such as sliding walls, new or unsafe construction, and the like. A clan dwarf who comes within 10 feet of unusual stonework can make a check as if actively searching, and a clan dwarf can use the Search skill to find stonework traps as a rogue can. A clan dwarf can also intuit depth, sensing his approximate depth underground as naturally as a human can sense which way is up.

• +1 dodge bonus to Armor Class against orcs. In the long war of attrition with the orcs, clan dwarves have developed an innate sense that helps them to avoid the orcs' powerful blows.

• Automatic Languages: Clan Dialect, Old Dwarven. Bonus Languages: Orcish, other Clan Dialect.

• Favored Class: Fighter. A multiclass clan dwarf's fighter class does not count when determining whether he suffers an XP penalty for multiclassing.

Kurgun Dwarf

• Weapon Familiarity: Kurgun dwarves treat urutuk hatchets as martial weapons, rather than as exotic weapons. Additionally, when wielding two urutuk hatchets, Kurgun dwarves suffer only half the normal penalties for wielding a second weapon in their off hand. This benefit stacks with that granted by Two-Weapon Fighting and similar feats.

• Favored Region: Surface Kaladruns. Kurgun dwarves' favored region bonuses for the Kaladrun Mountains increase by +2 when they are aboveground.

• Natural Mountaineers: These mountain fey are natural climbers and scramblers. They gain a +2 racial bonus on Climb checks, and may ignore difficult mountainous terrain that hampers movement, such as rubble or uneven cave flooring (but not thick undergrowth)

• Automatic Languages: Clan Dialect, Old Dwarven. Bonus Languages: Orcish, other Clan Dialect, Trader's Tongue.

• Favored Class: Barbarian. A multiclass Kurgun dwarf's barbarian class does not count when determining whether he suffers an XP penalty for multiclassing.

Elves

The elves are more like the elder fey than any of the other fey races of Eredane, both physically and culturally. They are a slight race, lithe, quick, and agile. They are all children of nature, and even with their ancient culture and powerful magic, they still live close to the wilds as part of the Great Forest. They are a unified people, allied not only to tribes or family groups but instead to a single royal line that rules over all of Erethor. The racial devotion to their High Queen Aradil is akin to worship, and though there is a large and powerful Council of the Throne, it seldom opposes Aradil's will. Despite this greater shared history and culture, there remain various subraces of elvenkind, each with its own unique physical traits and ways of life.

Universal Elven Traits

Regardless of their subrace, all elves share the following racial traits:

• +2 Dexterity, –2 Constitution: Elves are graceful and agile but somewhat slight of build.

• Medium: As Medium creatures, elves have no special bonuses or penalties due to their size.

• Elf base land speed is 30 feet.

• Weapon Proficiency: All elves receive the Martial Weapon Proficiency feats for the longbow and shortbow (including composite bows) as bonus feats. The elves practice archery for hunting, entertainment, and defense.

• Favored Region: Erethor.

• Natural Channelers: All elves have a natural facility with magic. They gain the Innate Magic feat as a bonus feat, and those who gain the Magecraft feat have 2 bonus spell energy points.

• Low-light Vision: Elves can see twice as far as a human in starlight, moonlight, torchlight, and similar conditions of poor illumination. They retain the ability to distinguish color and detail under these conditions.

• +2 racial saving throw bonus against Enchantment spells or effects.

• +2 racial bonus on Listen, Search, and Spot checks.

• +4 racial bonus on Climb and Balance checks when climbing trees. Elves are at home in the trees.

• All elves may begin play with elven traveling clothes, erethor tea, and hearthstones (at one-quarter normal cost).

Caransil (Wood Elves)

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

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

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

Caransil Racial Traits

• 1 extra skill point per class level. All elves are intelligent and capable, but the wood elves are the brightest of all.

• Weapon Proficiency: Wood elves receive the Martial Weapon Proficiency feats for the longsword and short sword as bonus feats. Aradil has long ensured that her people would be prepared for the bitter war that now rages in their home.

Miransil elf and Danisil elf

• Favored Region: Caraheen. Wood elves' favored region bonuses for Erethor increase by +2 when in the Caraheen.

• Natural Channelers: Wood elves are especially accomplished with magic, even more so than other elves; they may select an additional known spell for their Innate Magic bonus feat, and those that gain the Magecraft feat gains 3 bonus spell energy points rather than 2.

• Automatic Languages: High Elven. Bonus Languages: Colonial, Erenlander, Halfling, Jungle Mouth, Old Dwarven, Orcish, Sylvan, Trader's Tongue.

• Favored Class: Channeler. A multiclass wood elf's channeler class does not count when determining whether he suffers an XP penalty for multiclassing.

Danisil (Jungle Elves)

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

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

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

The jungle elves have mastered the use of poison arrows and have developed several toxic elixirs uniquely effective against orcs. They also carry wide curved fighting knives called sepi. Izrador's invaders learned long ago to fear these ugly little blades, but have little need to venture into the dark Aruun; the fell demons of that place fight on Izrador's behalf without the dark god having to expend a single soldier.

Danisil Racial Traits

• Weapon Familiarity: Danisil treat sepi as martial weapons, rather than as exotic weapons. Additionally, when wielding two sepi, Danisil suffer only half the normal penalties for wielding a second weapon in their off hand. This benefit stacks with that granted by Two-Weapon Fighting and similar feats.

• Favored Region: Aruun. Jungle elves' favored region bonuses for Erethor increase by +2 when in the Aruun.

• Natural Channelers: Jungle elves nurture a relationship with the benign spirits of Aryth. They may select an

additional known spell for their Innate Magic bonus feat.

• Feral Elves: Jungle elves are even more attuned to their surroundings than other elves. Danisil gain an additional +2 to all racial bonuses granted by universal elven traits, for a total of a +4 racial bonus to Listen, Search, and Spot checks, a +6 racial bonus on Climb and Balance checks when climbing trees, a +4 racial bonus on Survival and Knowledge (nature) checks in Erethor, and a +6 racial bonus on Survival and Knowledge (nature) checks in the Aruun.

• Spirit Foes: Jungle elves cling to survival only by learning to evade the many malevolent spirits that plague their homeland. They gain a +4 racial bonus on Hide and Move Silently checks in natural settings, and gain a +2 racial bonus on saving throws against the spells, special attacks, and spell-like and supernatural abilities of creatures with the outsider type.

• Herbalists: Jungle elves may begin play with up to 10 doses of orcbane poison (at one-quarter normal cost).

• Automatic Languages: Jungle Mouth. Bonus Languages: Colonial, Erenlander, Halfling, High Elven, Sylvan, Trader's Tongue.

• Favored Class: Wildlander. A multiclass jungle elf's wildlander class does not count when determining whether he suffers an XP penalty for multiclassing.

Erunsil (Snow Elves)

The elves of northern Erethor, called the Erunsil or the snow elves, are the stoutest elven stock. They dominate the forest from its northernmost reaches to the southern end of the Highhorn Mountains. They are fair skinned with long braided hair the color of snow. Their eyes are narrow, shaped like sweetroot seeds, and are as pale as their skin. They wear heavy clothes and thick furs when traveling or at rest, but prefer light leathers when fighting or scouting; in those circumstances, they rely more on their natural fortitude than on clothing to resist the cold.

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

These northern elves have fought the orcs of the mountains for thousands of years and are experts at hunting this prey. They are fierce warriors and have been keys to the defense of Erethor since the Shadow first menaced the elves. They carry powerful icewood bows and vicious paired fighting knives, and use both to deadly effect.

Erunsil Racial Traits

• Weapon Familiarity: Erunsil treat snow elf fighting knives as martial weapons, rather than as exotic weapons. Additionally, when wielding two snow elf fighting knives, Erunsil suffer only half the normal penalties for wielding a second weapon in their off hand. This benefit stacks with that granted by Two-Weapon Fighting and similar feats.

• Favored Region: Veradeen. Snow elves' favored region bonuses for Erethor increase by +2 when in the Veradeen.

• +1 racial bonus on Fortitude saving throws. The snow elves are hardier than their southern kin. This bonus increases to +5 when the snow elf makes Fortitude saving

Starting Possessions & Languages

Some Midnight races have the option to begin play with restricted items with which their culture has a strong affinity. Whenever this is the case, the character must still use his starting vp to pay for the item, but does not apply a regional worth modifier to the item and need only pay one-quarter the base cost. Restricted items are described on page 142.

Startinglanguages, meanwhile, follow a different set of rules. For more information on languages in Midnight, see page 119 and page 160.

throws against cold dangers like cold weather, severe cold or exposure, or extreme cold. Additionally, snow elves suffer only half the normal damage (rounded down) from the non-lethal cold damage caused by these effects.

• Snow elves may begin play with an icewood bow (at one-quarter normal cost). Snow elves gain a +1 racial bonus on attack rolls with icewood bows.

• Automatic Languages: High Elven, Orcish (1), Patrol Sign. Bonus Languages: Black Tongue, Erenlander, Norther, Sylvan, Trader's Tongue.

• Favored Class: Wildlander. A multiclass snow elf's wildlander class does not count when determining whether he suffers an XP penalty for multiclassing.

Miransil (Sea Elves)

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

The Miransil live over the water in the intertwining branches of giant mangrove trees whose sturdy roots protect their small harbors from ocean storms. The Miransil live off the bounty of the sea and are expert swimmers, sailors, and builders of small fishing boats and coastal traders. The sea elves are few, having sent an entire generation westward in search of hope and help, but have nonetheless sent their share of warriors eastward to fight Izrador's invaders. Their longspears have proven as useful in killing orcs as in killing fish.

Miransil Racial Traits

• Weapon Familiarity and Proficiency: Miransil treat nets as martial weapons, rather than as exotic weapons. Also, sea elves have developed many spear variants as fishing tools; what were once used to hunt the bounty of the sea have now been turned to war. Sea elves therefore receive the Martial Weapon Proficiency feat in one of the following weapons: guisarme, ranseur, or trident.

• Favored Region: Miraleen. Sea elves' favored region bonuses for Erethor increase by +2 when in the Miraleen. While the Miransil were once great explorers and navigators of the Endless Ocean, calling it as much their home as the Miraleen, the sea elves of the Last Age have lost that tradition.

• Natural Swimmers: Sea elves gain a swim speed of one-half their land speed. They may move through calm water at this speed without making Swim checks and gain a +8 racial bonus on any Swim check to perform a special action or avoid a hazard. The sea elf can always choose to take 10 on a Swim check, even if distracted or endangered when swimming, and can use the run action while swimming, providing she swims in a straight line. Additionally, sea elves can hold their breath for a number of rounds equal to six times their Constitution score.

• Natural Sailors: Sea elves gain a +2 racial bonus on any Craft, Profession, or Use Rope checks involving ships, sailing, or the sea.

• Automatic Languages: High Elven, Jungle Mouth. Bonus Languages: Halfling, Sylvan, Trader's Tongue.

• Favored Class: Channeler. A multiclass sea elf's channeler class does not count when determining whether he suffers an XP penalty for multiclassing.

Gnomes

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

Gnomish culture and history are characterized by their adaptable nature. Their nimble outlook on life allowed them to first move from mountain life to that of the coastal hills of the Ebon Sea, and from there to become adroit seafarers and river runners. Though forced to flee before the onslaught of the Dornish invasions, their solicitous demeanors and mercenary hearts allowed them to return to their conquerors bearing little ill will and offering their services as merchants and guides. The gnomes even welcomed the Sarcosans, knowing that they could stand to make a profit as the newcomers' liaisons to the fey.

Through all these years and new trading partners, the gnomes always knew that their conquerors longed only for land and goods. With the coming of Izrador, this is not the case. They cannot fool themselves into believing that the orcs and their dark god will be content to let the survivors of the wars live their lives in peace; whatever the eventual goals of the Shadow, the gnomes know that Eredane cannot survive the heavy-plated burden of his orcs and the dark mantle of his legates. But the river fey's strength was not in war. So, as always, they bowed before their new masters and offered to serve.

Or so it seemed.

Though the race has been subjugated along with the halflings, gnomes continue to enjoy a sort of freedom. Even the forces of the Shadow need to transport cargo and soldiers, and the river barges of the gnomes suit this purpose well. The orcs and legates suffer the existence of the gnome barges so long as they move only cargoes in Izrador's name, while the traitor princes and the false sussars give them free reign so long as they receive the first pick of choice goods from afar.

Most other races see the cost of this semi-freedom as the worst kind of enemy collaboration. What few realize is that the gnomes fight the dark god in their own way: as consummate spies and smugglers. It is their secret trade that keeps weapons, magic, and information flowing among the free races of Eredane.

Gnomes wear loose pants and garish vests marked with the trader seal of their family. Rafters carry sharp daggers hidden in their belts and use small crossbows to spear pike or

to protect their crews from hungry river eels. When they get the odd chance to turn their crossbows on the occasional orc, the weapons prove both stealthy and lethal.

Gnome Racial Traits

• +4 Charisma, –2 Strength: Gnomes are confident and cunning, but they are smaller and weaker than many other races.

• Small: As Small creatures, gnomes gain a +1 size bonus to Armor Class, a +1 size bonus on attack rolls, and a +4 size bonus on Hide checks, but they use smaller weapons than Medium characters and their lifting and carrying limits are three-quarters of those of Medium characters.

• Gnome base land speed is 20 feet.

• Weapon Familiarity: Gnomes treat hand crossbows as martial weapons, rather than as exotic weapons.

• Favored Region: Central Erenland. Gnomes' favored region bonuses increase by +2 when they are on rivers.

• Low-light Vision: Gnomes can see twice as far as a human in starlight, moonlight, torchlight, and similar conditions of poor illumination. They retain the ability to distinguish color and detail under these conditions.

• Dwarven kin: While not as tough as dwarves, gnomes are a hardy race that retain many of their ancestors' traits. Gnomes gain a +1 racial bonus on Fortitude saving throws and a +2 racial bonus on saves against spells and spell-like effects.

• Natural Riverfolk: Life on the river requires you to know when to work and when to play, when to sail and when to swim. Gnomes gain a +2 racial bonus on Perform, Profession (boater and sailor), Swim, and Use Rope checks. Additionally, they may swim at one-half their land speed with a move action, and may swim at their land speed with a full-round action. Finally, gnomes can hold their breath for a number of rounds equal to three times their Constitution score.

• Natural Traders: For gnomes, mercantilism and smuggling are not just trades, they are lifestyles. Whenever engaged in interactions involving trading or smuggling, gnomes gain a +4 racial bonus on Appraise, Bluff, Diplomacy, Forgery, Gather Information, and Profession checks.

• Gnomes may begin play with watercraft (at one-quarter normal cost).

• Automatic Languages: Trader's Tongue, any one unrestricted language at basic competence, and any one unrestricted language at pidgin competence. Bonus Languages: Any unrestricted languages.

• Favored Class: Rogue. A multiclass gnome's rogue class does not count when determining whether he suffers an XP penalty for multiclassing.

Halflings

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

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

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

Halfling Racial Traits

- +2 Dexterity, –2 Strength: Halflings are notoriously quick and agile, but they are smaller and weaker than most other races.
- Small: As Small creatures, halflings gain a +1 size bonus to Armor Class, a +1 size bonus on attack rolls, and a +4 size bonus on Hide checks, but they must use smaller weapons than Medium characters use and their lifting and carrying limits are three-quarters of those of Medium characters.
- Halfling base land speed is 20 feet.
- Weapon Familiarity: Halflings gain proficiency with halfling lances as if they were martial weapons, rather than exotic weapons.
- Favored Region: Central Erenland.
- Low-light Vision: Halflings can see twice as far as a human in starlight, moonlight, torchlight, and similar conditions of poor illumination. They retain the ability to distinguish color and detail under these conditions.
- +2 racial bonus on Climb, Jump, Move Silently, and Tumble checks: Halflings are naturally athletic and graceful.
- +1 racial bonus on all saving throws: Halflings have a legendary knack for getting out of trouble.
- +2 racial bonus on saving throws against fear effects: Curiosity and fearlessness are halfling traits in equal measure.
- +2 racial bonus on Spot and Listen checks: Halflings are gifted with remarkably keen senses.
- Natural Channelers: Whereas the elves have a culture built around learning and teaching magic, the halflings seem to create magic through instinct and happy accidents. Regardless, they are gifted spellcasters. Halflings gain the Innate Magic feat as a bonus feat.
- Automatic Languages: Colonial, Halfling. Bonus Languages: Black Tongue, Courtier, Erenlander, Jungle Mouth, Orcish, Trader's Tongue.
- Favored Class: Any. While not quite as flexible as humans, halflings nonetheless encourage their youths to become spellcasters or scouts, warriors or craftsmen, whatever best fits their personal strengths and the needs of the tribe. A multiclass halfling's highest-level class does not count when determining whether he suffers an XP penalty for multiclassing.

Halfling Backgrounds

The agrarian halflings often rely on their nomadic brethren for protection and news of the outside world, while the wogren-riding nomads depend on their more stable agrarian kin for food, metalwork, and fine leathers. However, while the two groups are dependent on one another and often intermingle, they live very different lives.

Agrarian Halfling

- Dexterous Hands: Agrarian halflings gain a +2 racial bonus on all non-metal and non-wood Craft checks and all Heal checks.
- Stout or Studious: Agrarian halflings are renowned for their durability and stamina, although some spend more time practicing magic than working in the fields. Agrarian halflings gain either Magecraft as a bonus feat or Endurance and Toughness as bonus feats.

Nomadic Halfling

- Skilled Riders: Nomadic halflings gain a +2 racial bonus to Ride and Handle Animal checks when working with wogren, as well as on Concentration checks to cast spells while mounted on a wogren.
- Bound to the Spirits or Bound to the Beasts: Nomadic halflings are as one with their wogren mounts, yet they are no less tied to the spirits of the land than their agrarian kin. Nomadic halflings gain either Magecraft or Mounted Combat as a bonus feat. Additionally, nomadic halflings may begin play with an adult wogren mount (at one-quarter normal cost).

Orcs

The *odrendor*, or orcs as the men and fey of Aryth call them, are an abominable race created by the black will of Izrador. Though scholars only suspect it and every dwarf would savagely deny it, orcs and the dwarves share a common elder fey lineage. In the prehistory of the Kaladrun Mountains, a large clan of the elthedar was exiled by their kin and found succor in the embrace of the Shadow in the North. In the eons that followed, they were corrupted to Izrador's cause and transformed into the foul beings they have become.

Orcs are huge creatures, sometimes twice the size of their dwarf ancestors and bigger even than the Dorns. They are heavily muscled, with broad builds and powerful limbs.

Orc and Dworg

Their thick hides are tough and range from light stony gray to coal black. Their hair is tawny and manelike, growing over their heads, along their spines, and down their chests to their groins. Their large black eyes are hooded and protected by thick, bony brows. Their jaws are large and strong, with tusk-like lower canines. Orcs are impressive creatures and even beautiful in a way that only fearsome predators can be.

In the lands of the far north, orcs still live in deep mountain caves and rough-hewn, underground warrens. There they are directed by and pay homage to orc priestesses, the *kurasatch udareen*, "the mother-wives of Izrador." They consume anything edible, including their own dead, but get most of their food from hunting the surface lands at night or by raiding their enemies. Immune to all but the coldest weather, orcs seldom wear more than weapon belts and armor. In conquered Erenland, orcs have taken over human cities, turning large buildings into meeting halls, communal barracks, and storage depots. They feed and resupply from the tribute they demand of their human subjects and relish the occasional meal of human or halfling flesh.

Orc forces are garrisoned in cites throughout Erenland, and orc armies war with the elves in the west and the dwarves in the east. Large orc patrols range across the heartland, subjugating their human thralls and hunting spies, smugglers, and insurgents. In short, they are the enemies of all other people of Eredane.

Occasionally, as rare an event as an eclipse or a comet, an orc's mind will expand enough to present a glimmer of an idea: that there are other options. No one knows what allows an orc to move past his base instincts to slaughter and serve. Some may feel a particular hatred toward their oruk captains or the legates they must serve. Others are shocked and confused upon witnessing acts of kindness by other races. Some are simply desperate criminals among their own people. In any case, these orcs most often have little choice but to obey their masters or suffer the same fate as those of the other races who resist Izrador's will. On some occasions, however, these orcs find themselves in the position to escape the army and to try to make a new life elsewhere. Such orcs are often turned in by citizens bent on revenge for the mistreatment of their people, but sometimes these refugees are welcomed not only for the muscle they provide but also for their skills in dealing with others of their kind.

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

Orc Racial Traits

• +4 Strength, –2 Intelligence, –2 Charisma: Orcs are large and powerful creatures, but they tend to be dull, crude, and brutish.

• Medium: As Medium creatures, orcs have no special bonuses or penalties due to their size.

• Orc base land speed is 30 feet.

• Weapon Familiarity: Orcs can use vardatches as martial weapons, rather than as exotic weapons.

• Favored Region: Northern Reaches.

• Night Fighters: Orcs have darkvision, which allows them to see in normal darkness up to 60 feet. Darkvision is black and white only, but it is otherwise like normal sight. Further, orcs are so at home in the darkness that they gain a +1 racial bonus on attack rolls when there is no light at all.

• Light Sensitivity: Orcs suffer a –1 penalty on attack rolls in bright sunlight or within the radius of a daylight spell.

• Resistance to Cold: Orcs are children of the north and as such have a natural tolerance for cold weather. They are immune to nonlethal damage caused by cold dangers like cold weather, severe cold or exposure, or extreme cold. Additionally, orcs suffer only half the normal damage (rounded down) from the lethal cold damage caused by extreme cold.

• Natural Predators: Orcs may add their Strength modifiers (in addition to their Charisma modifiers) to Intimidate checks.

• Spell Resistant: Like their distant cousins, the dwarves, orcs are innately resistant to magic. They gain a +2 racial bonus on saves against spells and spell-like effects, but those with spell energy have two fewer points of spell energy than they otherwise would. Only the kurasatch udareen may avoid this drawback.

• +1 racial bonus on damage rolls against dwarves. Orcs and dwarves are ancient enemies that have fought each other for thousands of years, and a combination of training and hatred for their mountain cousins allows their blows to do more damage.

• +1 racial bonus to attack rolls when fighting in groups of 10 or more orcs, whether they are enemies or allies. The wild calls and howls of attacking orcs fill their brethren with a frenzied sort of valor.

• Automatic Languages: Black Tongue, Old Dwarven (1), High Elven (1), Orcish. Bonus Languages: Any except restricted languages.

• Favored Class: Barbarian. A multiclass orc's barbarian class does not count when determining whether he suffers an XP penalty for multiclassing.

Halfbreeds

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

Dwarrow

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

Dwarrow Racial Traits

• +2 Charisma: Dwarrow are nearly as sociable as their gnome parents. They are stronger than gnomes but lack the fortitude of their dwarven parentage.

• Small: As Small creatures, dwarrow gain a +1 size bonus to Armor Class, a +1 size bonus on attack rolls, and a +4 size bonus on Hide checks, but they must use smaller weapons than Medium characters and their lifting and carrying limits are three-quarters of those of Medium characters.

• Dwarrow base land speed is 20 feet.

• Darkvision: Dwarrow can see in the dark up to 60 feet. Darkvision is black and white only, but it is otherwise like normal sight, and dwarrow can function just fine with no light at all.

• Dwarven kin: While not as tough as dwarves, dwarrow are resilient folk. They gain +1 natural armor and a +2 racial bonus on saves against poison.

• Spell Resistant: Like the dwarves, dwarrow are innately resistant to the power of magic. They gain a +2 racial bonus on saves against spells and spell-like effects:

• Dwarf and Gnome Blood: For all special abilities and effects, dwarrow are considered dwarves and gnomes. Dwarrow, for example, can use weapons or magic items with racially specific gnome or dwarf powers as if they were gnomes or dwarves.

Dwarrow Backgrounds

Though their bloodlines dictate some of their more notable attributes, the environment in which a dwarrow is raised also affects his skills and proficiencies.

Gnome–raised Dwarrow

• Weapon Familiarity: Dwarrow raised among gnomes may treat hand crossbows and inuteks as martial weapons, rather than as exotic weapons.

• Favored Region: Central Erenland.

• Natural Riverfolk: Dwarrow raised among gnomes gain a +2 racial bonus on Perform, Profession (boater and sailor), Swim, and Use Rope checks. Additionally, they may swim at one-half their land speed with a move action, and may swim at their land speed with a full-round action. Finally, gnome-raised dwarrow can hold their breath for a number of rounds equal to three times their Constitution score.

• Skilled Traders: While not as outgoing or adept as their gnome kin, dwarrow that grow up on the river learn a

good deal about making deals and manipulating information. Whenever engaged in interactions involving trading or smuggling, gnome-raised dwarrow gain a +2 racial bonus on Appraise, Bluff, Diplomacy, Forgery, Gather Information, and Profession checks

• Automatic Languages: Clan Dialect (2), Old Dwarven (1), Trader's Tongue, any two unrestricted languages at pidgin level. Bonus Languages: Any unrestricted languages.

• Favored Class: Rogue. A multiclass dwarrow's rogue class does not count when determining whether he suffers an XP penalty for multiclassing.

Dwarf-raised Dwarrow

• Weapon Familiarity: Dwarrow raised among dwarves may choose either dwarven waraxe, dwarven urgosh, or urutuk hatchets; they may treat the chosen weapon as a martial weapon rather than as an exotic weapon.

• Favored Region: Kaladrun Mountains.

• Kurgun or Clan: A dwarrow can choose either the clan dwarf stonecunning traits or the Kurgun dwarf natural mountaineer traits.

• +1 dodge bonus to Armor Class against orcs. Orcs are not used to fighting "dwarves" this small.

• +2 racial bonus on Appraise and Craft checks that are related to stone or metal items. Dwarrow raised among dwarves are extremely capable and familiar with stonework and metalwork.

• Favored Class: Fighter. A multiclass dwarrow's fighter class does not count when determining whether he suffers an XP penalty for multiclassing.

• Automatic Languages: Clan Dialect, Old Dwarven, Trader's Tongue (1); Bonus Languages: Orcish, other Clan Dialect.

Dworgs

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

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

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

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

Dworg Racial Traits

• +2 Strength, +2 Constitution, –2 Intelligence, –2 Charisma: Dworgs are strong and tough, but their orc heritage makes them dull and brutish.

• Medium: As Medium creatures, dworgs have no special bonuses or penalties due to their size.

• Dworg base land speed is 30 feet.

• Weapon Familiarity: Dworgs may choose either dwarven waraxe, dwarven urgosh, or urutuk hatchets; they may treat the chosen weapon as a martial weapon rather than as an exotic weapon.

• Favored Region: Kaladrun Mountains.

• Darkvision: Dworgs can see in the dark up to 60 feet. Darkvision is black and white only, but it is otherwise like normal sight, and dworgs can function just fine with no light at all.

• Minor light sensitivity: Dworgs in bright sunlight or within the radius of a daylight spell must make a Fortitude save (DC 15 for sunlight, or the save DC of the spell) or suffer a –1 penalty on attack rolls as long as they remain in the lighted area. Dworgs are not as sensitive to bright light as their orc parents, but they nevertheless function more effectively in the dark.

• Kurgun or Clan: A dwarrow can choose either the clan dwarf stonecunning traits or the Kurgun dwarf natural mountaineer traits.

• Spell Resistant: The bloodlines of both their parents combine in dworgs to ensure that they are innately resistant to magic. They gain a +2 racial bonus on saves against spells and spell-like effects, but those with spell energy have two fewer points of spell energy than they otherwise would.

• +2 racial bonus on all saving throws. Dworgs are a rugged race and learn at an early age to be on the constant lookout for trouble.

• +2 racial bonus on attack rolls against orcs and their kind. Dworgs hate orcs even more than full-blooded dwarves do.

• Dwarf and Orc Blood: For all special abilities and effects, dworgs are considered dwarves and orcs. Dworgs, for example, can use magic items with racially specific orc or dwarf powers as if they were orcs or dwarves.

• Automatic Languages: Clan Dialect, Old Dwarven (1), Orcish (1). Bonus Languages: Other Clan Dialect, Trader's Tongue.

• Favored Class: Barbarian. A multiclass dworg's barbarian class does not count when determining whether he suffers an XP penalty for multiclassing.

Elflings

Pairings between the diminutive Danisil elves and their halfling kin are not uncommon, and they sometimes produce offspring the elves call *Luiniel* or "little elfkin." These people

Random Starting Age

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

Aging Effects

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

Table 1–1

look most like smaller versions of the jungle elves, with lighter skin and slighter builds. They are welcome in the lands of both the halflings and Danisil, where their uniqueness is celebrated rather than looked down upon.

Elfling Racial Traits

• +4 Dexterity, –2 Strength, –2 Constitution: Elflings are the most agile and athletic of the younger fey, but they are smaller, weaker, and more delicate than most other races.

• Small: As Small creatures, elflings gain a +1 size bonus to Armor Class, a +1 size bonus on attack rolls, and a +4 size bonus on Hide checks, but they must use smaller weapons than Medium characters and their lifting and carrying limits are three-quarters of those of Medium characters.

• Elfling base land speed is 30 feet. Like goblins, elflings can move very quickly for beings of small stature.

• Low-light Vision: Elflings can see twice as far as a human in starlight, moonlight, torchlight, and similar conditions of poor illumination. They retain the ability to distinguish color and detail under these conditions.

• Natural Channelers: Whether they learn mysterious rituals deep in the jungle or simple craft spells on the open prairie, all elflings are exposed to magic at an early age. Elflings gain the Innate Magic feat as a bonus feat.

• +2 racial bonus on Climb, Heal, and Hide checks: Elflings demonstrate many of the same aptitudes as their fey parents.

• +2 racial bonus on Listen, Search, and Spot checks: Elflings enjoy the keen senses of both their halfling and elven parents.

• +1 racial bonus on all saving throws: Elflings share their halfling parent's natural ability to avoid trouble.

• Elf and Halfling Blood: For all special abilities and effects, elflings are considered elves and halflings. Elflings, for example, can use elf or halfling weapons or magic items with racially specific elf or halfling powers as if they were elves or halflings.

Elfling Backgrounds

Elflings take after the society that raised them, and are just as tied to the land as those in their communities.

Danisil–raised Elflings

• Weapon Familiarity: Danisil-raised elflings may treat sepi and atharaks as martial weapons, rather than as exotic weapons.

• Favored Region: Aruun Jungle.

• Herbalists: Danisil-raised elflings may begin play with up to 10 doses of orcbane poison (at normal cost)

• Automatic Languages: Halfling (1), High Elven (1), Jungle Mouth. Bonus Languages: Colonial, Erenlander, Orcish, Trader's Tongue.

Random Height and Weight

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

Table 1–2

• Favored Class: Wildlander. A multiclass elfling's (who was raised among the Danisil) wildlander class does not count when determining whether she suffers an XP penalty for multiclassing.

Halfling-raised Elflings

• Weapon Familiarity: Halfling-raised elflings may treat halfling lances and atharaks as martial weapons, rather than as exotic weapons.

• Favored Region: Central Erenland.

• Bound to the beast: Elflings raised among halflings are favored for their grace and skill, and are given the honor of being trained to ride the wogren, should they wish. Halfling-raised Elflings may begin play with an adult wogren mount (at one-quarter normal cost).

• Automatic Languages: Erenlander, Halfling, Jungle Mouth (1). Bonus Languages: Colonial, Orcish, Trader's Tongue.

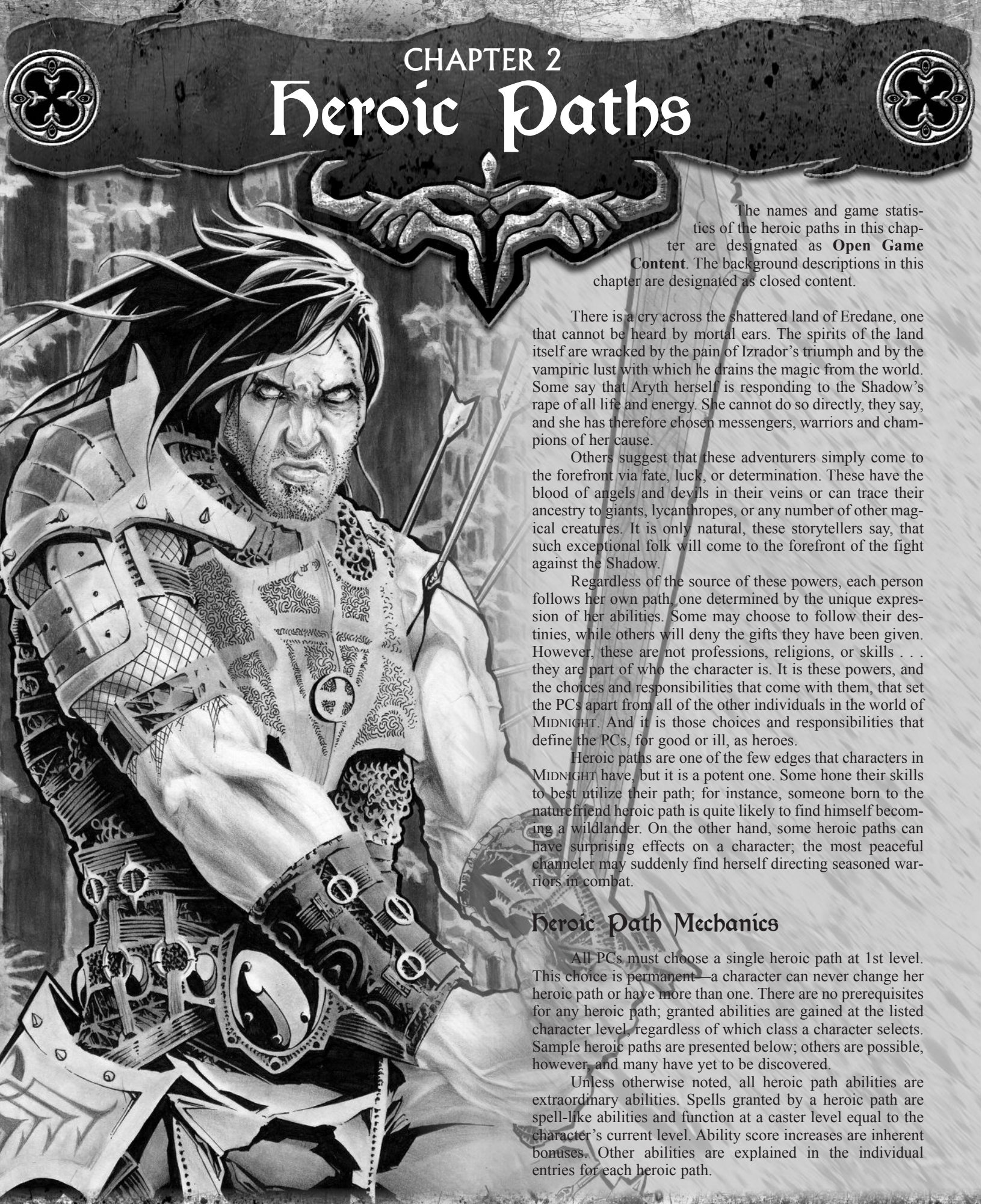
• Favored Class: Any. A multiclass elfling's (who was raised among halflings) highest-class does not count when determining whether she suffers an XP penalty for multi-classing.

Age and Aging Effects

Table 1–1 lists the starting ages of the various race/class combinations, as well as the aging effects of PC races of MIDNIGHT (see PHB).

Height and Weight

Table 1–2 lists the base heights and weights of the PC races of MIDNIGHT. In order to randomly determine a given character's height or weight, roll the dice given in the Height Modifier column and add that many inches to the character race's base height. Then roll the dice given in the Weight Modifier column. Multiply the number you rolled on the Height Modifier column to this number and add that many pounds to the character's weight (see PHB).



CHAPTER 2
Heroic Paths

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

There is a cry across the shattered land of Eredane, one that cannot be heard by mortal ears. The spirits of the land itself are wracked by the pain of Izrador's triumph and by the vampiric lust with which he drains the magic from the world. Some say that Aryth herself is responding to the Shadow's rape of all life and energy. She cannot do so directly, they say, and she has therefore chosen messengers, warriors and champions of her cause.

Others suggest that these adventurers simply come to the forefront via fate, luck, or determination. These have the blood of angels and devils in their veins or can trace their ancestry to giants, lycanthropes, or any number of other magical creatures. It is only natural, these storytellers say, that such exceptional folk will come to the forefront of the fight against the Shadow.

Regardless of the source of these powers, each person follows her own path, one determined by the unique expression of her abilities. Some may choose to follow their destinies, while others will deny the gifts they have been given. However, these are not professions, religions, or skills . . . they are part of who the character is. It is these powers, and the choices and responsibilities that come with them, that set the PCs apart from all of the other individuals in the world of MIDNIGHT. And it is those choices and responsibilities that define the PCs, for good or ill, as heroes.

Heroic paths are one of the few edges that characters in MIDNIGHT have, but it is a potent one. Some hone their skills to best utilize their path; for instance, someone born to the naturefriend heroic path is quite likely to find himself becoming a wildlander. On the other hand, some heroic paths can have surprising effects on a character; the most peaceful channeler may suddenly find herself directing seasoned warriors in combat.

Heroic Path Mechanics

All PCs must choose a single heroic path at 1st level. This choice is permanent—a character can never change her heroic path or have more than one. There are no prerequisites for any heroic path; granted abilities are gained at the listed character level, regardless of which class a character selects. Sample heroic paths are presented below; others are possible, however, and many have yet to be discovered.

Unless otherwise noted, all heroic path abilities are extraordinary abilities. Spells granted by a heroic path are spell-like abilities and function at a caster level equal to the character's current level. Ability score increases are inherent bonuses. Other abilities are explained in the individual entries for each heroic path.

Beast

Whereas some heroic paths allow characters to communicate with animals or mimic their abilities, the beast has simply become one. Long years of suffering under the yoke of the Night Kings and their foul minions has taken the last shred of civilization from the beast, forcing him to revert to a more primal state to cope with the loss and pain that surround him. By living on instinct alone, the beast is better able to control his surroundings and survive in the harsh world that Izrador has created. The beast lives by only one code—kill or be killed. He is loyal to those he trusts and dangerous to those he does not, and once he sets himself loose on an enemy there can be only one conclusion to the conflict.

Beast Abilities by Level

Level	Ability
1	Vicious assault, wild sense
2	Bestial aura
3	*Magic fang* (self only) 1/day
4	*Bull's endurance* (self only) 1/day
5	+1 Str or Con
6	Vicious assault
7	Rage 1/day
8	*Greater magic fang* (self only) 1/day
9	*Cat's grace* (self only) 1/day
10	+1 Dex or Wis
11	Vicious assault
12	Enhanced bestial aura
13	*Magic fang* (self only) 2/day
14	*Bull's strength* (self only) 1/day
15	+1 Str or Con
16	Enhanced wild sense
17	Rage 2/day
18	*Greater magic fang* (self only) 2/day
19	*Freedom of movement* (self only) 1/day
20	+1 Dex or Wis

Beast Ability Descriptions

Vicious Assault: The beast is so vicious and aggressive that he can tear enemies to pieces with his bare hands. He gains two claw attacks. At 6th level and 11th level, the beast's claws deal greater damage as shown on the chart below. Because these are natural attacks, the character may make both claw attacks at his normal BAB. He also qualifies for the Improved Natural Attack feat.

Level	Medium	Small
1st	1d4	1d3
6th	1d6	1d4
11th	1d8	1d6

Wild Sense: At 1st and 16th level, the beast may choose either low-light vision or scent as a special quality. If the beast already has low-light vision and chooses that option, he becomes able to see three times as far as a human in poor lighting.

Beastial Aura: The beast is vicious and territorial, and at 3rd level can make animals or beasts aware of this force. Three times per day, the beast may turn animals as a good cleric turns undead (PHB), using his character level in place of his cleric level. However, once he reaches 3rd level the beast cannot use the wild empathy ability (if he has it) and suffers a –10 penalty to all Handle Animal checks.

At 12th level the beast's aura becomes stronger. He can now turn animals three additional times per day; however, all animals within 15 ft. of him always act negatively toward him. Horses buck in their stalls, watchdogs bay, caged animals rattle the bars, etc. In any case, a natural animal refuses to let the beast ride him.

Rage: As the barbarian ability (PHB).

Chanceborn

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

Chanceborn Abilities by Level

Level	Ability
1	Luck of Heroes +1d4
2	*Resistance* 1/day
3	Unfettered 1 round/day
4	5% miss chance
5	Luck of Heroes +1d6
6	Survivor 1/day
7	*True Strike* 1/day
8	Unfettered 2 rounds/day
9	Take 10 1/day
10	Luck of Heroes +1d8
11	Survivor 2/day
12	*Aid* 1/day
13	Unfettered 3 rounds/day
14	10% miss chance
15	Luck of Heroes +1d10
16	Survivor 3/day
17	*Prayer* 1/day
18	Unfettered 4 rounds/day
19	Take 20 1/day
20	Luck of Heroes +1d12

Chanceborn Ability Descriptions

Luck of Heroes: The chanceborn character has an uncanny knack for turning a failure into a success by the sheer force of his luck, and as such gains the listed luck die to be used once per day. After the chanceborn character makes any d20 roll but before he knows whether the outcome is a success or failure, he may choose to add one (and only one) of his luck dice to the roll.

For example, a 6th-level chanceborn rolls an 11 on an attack roll; he wants to make sure he hits his opponent, so he rolls his d6 luck die and adds the result, a 3, for a total of 14. The GM tells him that he misses, and the luck die has been used for the day. He may not use his remaining luck die, a 1d4, to affect the roll. However, he may use the d4 the next round or even, if he has multiple attacks, on his second attack in the same round.

Unfettered (Su): For the listed number of rounds, the chanceborn may act as if under the effects of a *freedom of movement* spell. This ability may be activated even when it is not the chanceborn's turn, and the rounds per day that it is used need not be sequential.

Miss Chance (Su): Whether through turning at just the right moment, lucky gusts of wind, or minor inconveniences distracting his attackers, the chanceborn character is occasionally able to dodge attacks that should otherwise have hit him. He gains the listed miss chance (similar to the effects of concealment) against all attacks for which the attacker must make an attack roll.

Survivor: The chanceborn harnesses his luck to avoid certain death, calling on skills he didn't know he had. The listed number of times per day, the chanceborn character may act as if he had one of the following rogue abilities in response to a single attack: defensive roll, evasion, slippery mind, or uncanny dodge. All normal rules for using these abilities (such as only being able to use evasion when wearing light or no armor) apply.

Take 10 or **Take 20:** The chanceborn is at times so confident that he creates his own luck. Before making a d20 roll, the chanceborn may decide to take 10 (at 9th level) or take 20 (at 19th level) on any d20 roll. Each ability may be used once per day. The action that is affected so does not take any longer to perform than normal, but the chanceborn is considered to have rolled a 10 or 20 on the die roll (this may cause the chanceborn to have rolled a critical threat when making an attack roll).

Charismatic

Aryth's common folk do not dare to rise up against the rule of the Night Kings, lest their families and homes be destroyed. Occasionally a hero comes along who is so charismatic, however, that he can convince even the most reticent to aid those who fight against the Shadow. Such heroes often lead pockets of rebellion, inspiring others through their words and deeds and using their charm and power of personality to aid those in need. While their magical ability to manipulate others may be powerful, it is far more often the simple sense of hope they bring with them that is their greatest weapon.

Charismatic Abilities by Level

Level	Ability
1	*Charm person* 1/day
2	*Remove fear* 1/day
3	*Hypnotism* 1/day
4	Inspiring Oration 1/day
5	+1 Cha
6	Leadership bonus feat
7	*Aid* 1/day
8	*Daze Monster* 1/day

9	Inspiring oration 2/day
10	+1 Cha
11	*Heroism* 1/day
12	Natural leader +1
13	*Charm Monster* 1/day
14	Inspiring oration 3/day
15	+1 Cha
16	*Suggestion* 1/day
17	*Greater Heroism* 1/day
18	Natural leader +1
19	Inspiring oration 4/day
20	+1 Cha

Charismatic Ability Descriptions

Inspiring Oration (Su): Once per day starting at 4th level, a charismatic can deliver an inspiring speech as a 1 round action. At the beginning of the charismatic's next turn, all allies within 60 ft. may gain the benefits of one of the beneficial spell-like abilities the charismatic character is able to cast at his current level. The charismatic may assign different spell effects to different allies, if desired.

This is a sonic, language-dependent effect and may not be used on unwilling targets.

Natural Leader: The charismatic gains a +1 bonus to his Leadership score each time this ability is gained.

Dragonblooded

Dragons are often associated with the purest of magical energies, and were once a more common sight on Aryth. It is even said that they sometimes took on different forms and intermingled with other species; perhaps it is from the results of these unions that the dragonblooded heroes of Aryth are descended. The dragonblooded have a natural feel for magic and the arcane energies that flow through the world. They are often hot-tempered and quick to anger, and the power they radiate make them among the most-sought-after by Izrador's witch hunters.

Dragonblooded Abilities by Level

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

Dragonblooded Ability Descriptions

Bolster Spell: The dragonblooded chooses one spell that he knows. The save DC to resist this spell increases by one. This ability can only be applied to a spell once, and stacks with feats such as Spell Focus.

Bonus Spell: The dragonblooded learns a channeled spell of any school and level he can cast. If the dragonblooded cannot learn channeled spells when he gains this ability, the bonus spell is saved until such time as the hero is able to learn spells (usually after taking the Spellcasting feat).

Bonus Spell Energy: The dragonblooded's maximum spell energy pool increases by two.

Quickened Counterspelling: Once per round, the dragonblooded may ready to counterspell with a move action rather than a standard action. He must still follow all other rules associated with counterspelling, including making a Spellcraft check to identify the spell being cast.

Spell Penetration: The dragonblooded gains the listed bonus when making caster level checks to surpass a target's spell resistance.

Improved Spellcasting: The dragonblooded chooses one school of magic for which he has the Spellcasting feat. The spell energy cost or Constitution damage for all spells cast from that school are reduced by one (minimum one). Each time this ability is gained, a new school must be chosen. This reduction in cost does not stack with that of any other source, such as that gained by wizards for preparing spells or that provided by spell talismans.

Frightful Presence: The dragonblooded channels raw magical fury when he casts spells, unsettling his foes. Whenever the dragonblooded casts a spell, all enemies within 10 ft. per level of the spell cast must make a Will save (DC 10 + 1/2 dragonblooded's HD + dragonblooded's Charisma modifier). Creatures with four or fewer HD that fail the save become panicked for 4d6 rounds and those with five or more HD become shaken for 4d6 rounds. Creatures with HD equal to or greater than the dragonblooded's HD are immune to the effect. A creature that succeeds at its Will save is immune to the dragonblooded's frightful presence for one day.

Earthbonded

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

Earthbonded Abilities by Level

Level	Ability
1	Darkvision +30 ft.
2	*Hold portal* 1/day*
3	+1 natural armor
4	Stonecunning
5	*Soften earth and stone* 1/day
6	*Make whole* 1/day*
7	*Spike stones* 1/day
8	Improved Stonecunning
9	*Stone shape* 1/day
10	+2 natural armor
11	*Meld into stone* 1/day
12	Tremorsense +30 ft.
13	*Transmute rock to mud* 1/day
14	*Stoneskin* 1/day
15	*Move earth* 1/day
16	Blindsense +30 ft.
17	*Stone tell* 1/day
18	+3 natural armor
19	*Earthquake* 1/day
20	Blindsight +30 ft.

*Stone construction only.

Earthbonded Ability Descriptions

Stonecunning: As the dwarf racial ability. If the earthbonded already has the stonecunning ability, the distance at which he may notice unusual stonework increases to 20 ft. and the +2 bonus to Search checks increases to +4.

Improved Stonecunning: The earthbonded who merely passes within 5 ft. of a secret or concealed stone door is entitled to a Search check to notice it as if he were actively looking for it.

Faithful

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

Faithful Abilities by Level

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

Faithful Ability Descriptions

Turn Undead (Su): The faithful wields Aryth's positive energy and turns it against the undead. The character gains the ability to turn undead as a cleric of her character level.

Fellhunter

The Fell are a real danger to the people of Eredane, as well as some of the most horrifying creatures found in the world of Midnight. Few things are more frightening than seeing an expired loved one crawling forth from the grave to assault the living. Fortunately for the people of Eredane, there are a few determined heroes born with the ability to dispatch these foul creatures and release their tortured spirits.

Fellhunter Abilities by Level

Level	Ability
1	Sense the dead, 10 ft.
2	Touch of the living +2
3	Ward of life: extraordinary special attacks
4	Sense the dead, 20 ft.
5	Disrupting attack 1/day
6	Sense the dead, 30 ft.
7	Touch of the living +4
8	Ward of life: ability damage
9	Sense the dead, 40 ft.
10	Disrupting attack 2/day
11	Sense the dead, 50 ft.
12	Touch of the living +6
13	Ward of life: ability drain
14	Sense the dead, 60 ft.
15	Disrupting attack 3/day
16	Sense the dead, 70 ft.
17	Touch of the living +8
18	Ward of life: energy drain
19	Sense the dead, 80 ft.
20	Disrupting attack 4/day

Fellhunter Ability Descriptions

Sense the Dead (Su): As *detect evil,* except that the fellhunter can only sense the presence of undead at 15 ft. at 1st level. The detection distance increases by 5 feet every other level. This ability is a standard action and may be used at will. The fellhunter must make a character level check +

his Wisdom modifier to detect the undead (DC 10 + 1 per HD of the undead).

Touch of the Living (Su): Melee attacks made by the fellhunter are particularly effective against the undead. Those who follow this heroic path exude an aura that is painful and disruptive to the undead, allowing them to weaken the bonds holding the spirit to the corpse. All melee attacks made by the fellhunter which cause any damage to an undead creature inflict +1 point of damage per five character levels of the fellhunter. For example, a 3rd-level fellhunter would do 1 additional point of damage per attack, while an 11th-level fellhunter would do 3 additional points of damage per attack.

Ward of Life (Su): The fellhunter gains immunity to the listed special attack when used by undead. Examples of extraordinary special attacks include a ghoul's paralysis ability or a ghast's stench ability.

Disrupting Attack (Su): Before making a melee attack roll against an undead creature, the fellhunter may decide to attempt a disrupting attack. If the attack hits, the target must make a Will save (DC 10 + ½ fellhunter's character level + fellhunter's Cha modifier) or be destroyed. If the attack misses or if the fellhunter accidentally uses a disrupting attack against a creature that is not undead, the disrupting attack has no effect and the daily use of the ability is still used up.

Feyblooded

It is rare that even the elves encounter true fey any longer; like the outsiders that were trapped in vessels of flesh and blood or left to exist as bodiless spirits, the fey too were forever changed by the Sundering. Unlike the outsiders, however, the fey gain their power from Aryth rather than in spite of it, and where they are able they have become spirits of the land. Perhaps it is their influence that have brought the feyblooded into the world in these desperate times. These heroes are both clever and naive, fragile and powerful, and they have inherited both the otherworldly grace and the unnatural power of the true fey.

Feyblooded Abilities by Level

Level	Ability
1	Fey vision (low-light)
2	*Disguise self* 1/day
3	*Ventriloquism* 1/day
4	Unearthly grace (max +1)
5	*Magic aura* 1/day
6	*Invisibility* 1/day
7	Fey vision (enchantment)
8	Unearthly grace (max +2)
9	*Nondetection* 1/day
10	*Glibness* 1/day
11	*Deep slumber* 1/day
12	Unearthly grace (max +3)
13	Fey vision (illusion)
14	*False vision* 1/day
15	*Rainbow pattern* 1/day
16	Unearthly grace (max +4)
17	*Mislead* 1/day

18	*Seeming* 1/day
19	Fey vision (all magic)
20	Unearthly grace (max +5)

Feyblooded Ability Descriptions

Fey Vision (Su): The feyblooded gains the ability to see the world as the true fey would view it. At first level, this grants her low-light vision. If the character already has low-light vision, she becomes able to see three times as far as a human in conditions of poor illumination. At 7th level, the feyblooded can detect enchantment magic at will. This abilities works exactly like the *detect magic* spell, except that it only revels the presence of magic from the enchantment school. At 13th level the feyblooded is able to detect illusion magic as well, and at 19th level this ability detects all magic auras.

Unearthly Grace (Su): For the feyblooded, the concepts of self and spirit are intrinsically tied to their power. Each time this ability is gained, the feyblooded may choose either her AC, one of her saving throws, or Dexterity checks (including initiative rolls). She gains a divine bonus equal to her Charisma modifier (up to the maximum listed) to the chosen character trait. Once the Charisma modifier is added to a trait, the same trait cannot be chosen again and the bonus cannot later be increased.

For instance, a 4th-level feyblooded with a Charisma of 13 chooses to apply the unearthly grace ability to his Will save, which gains a +1 insight bonus. When he reaches 8th level, the feyblooded decides to use his ability score increase to raise his Charisma score to 14. This means that when he applies unearthly grace to another character trait it gains a +2 insight bonus. In any case, regardless of the Charisma score's increase, the insight bonus to his Will saves does not increase beyond the initial bonus granted.

Giantblooded

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

Giantblooded Abilities by Level

Level	Ability
1	Size Features
2	Rock throwing (30 ft., 1d10)
3	Intimidating size +2
4	Fast movement +5 ft.
5	+1 Str
6	Rock throwing (60 ft., 1d10)
7	Intimidating size +4
8	Fearsome charge +1
9	Rock throwing (60 ft., 2d6)
10	Size features
11	Intimidating size +6
12	Fast movement +5 ft.
13	Rock throwing (90 ft., 2d6)
14	Intimidating size +8
15	+1 Str
16	Rock throwing (90 ft., 2d8)
17	Intimidating size +10
18	Fearsome charge +2
19	Rock throwing (120 ft., 2d8)
20	Size features

Giantblooded Ability Descriptions

Size Features: The giantblooded is a massive member of his own species, but his heritage does not unlock immediately. His body must be tempered and his blood tested before it begins to express the raw power within.

At 1st level, the giantblooded is considered Large for the purposes of the size categories of the weapons he may use. However, this benefit comes with a tradeoff: the giantblooded's bulk makes it harder for him to go unnoticed and more expensive to remain protected: he suffers a –4 penalty to Hide checks and his armor and shields cost and weigh twice the normal amounts.

At 10th level, the giantblooded becomes a Large creature, with all the mechanics that come with it: his face and reach both increase to 10 ft. and he gains a +4 size bonus on grapple, bull rush, disarm, and similar checks, but he also suffers a –1 size penalty to Armor Class and a –1 size penalty on attack rolls.

At 20th level, the giantblooded's limbs and body grow so powerful that he seems to tower over his opponents. His natural reach increases to 15 ft.

Rock Throwing: Part of the giantblooded's heritage is his capability to become a living siege engine, throwing rocks that lesser men would be hard put to even lift. So long as the giantblooded has loose boulders, broken masonry, or even the bodies of his foes about him, he will never lack for ammunition. The giantblooded's thrown rocks have the listed range increment and damage.

Intimidating Size: While the giantblooded's massive size makes him an easy mark should he run afoul of the servants of Izrador, it also gives him the leverage he needs to convince others to back down. The giantblooded gains the listed bonus to all Intimidate checks.

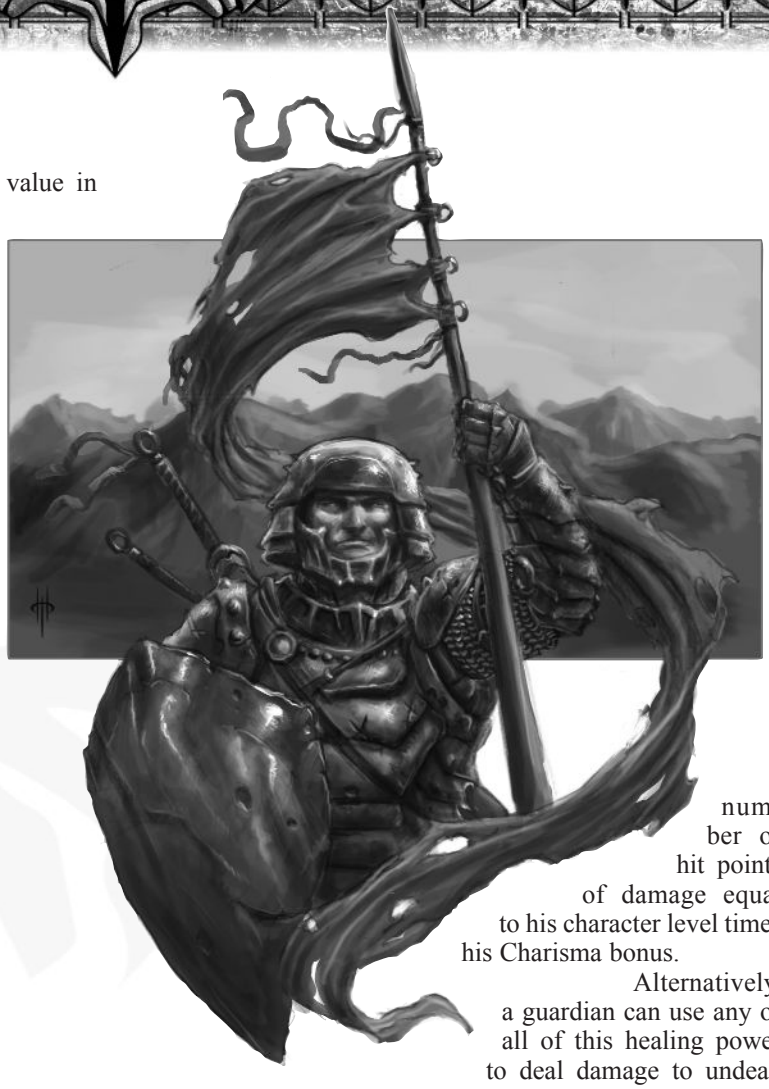
Fast Movement: Over time, the giantblooded learns to master his oversized frame and can propel himself with long strides. He gains the listed bonus to his base land speed.

Fearsome Charge: The giantblooded can use his immense size to add leverage and momentum to his charges. When using the charge action, the giantblooded may voluntarily suffer an additional –1 to his Armor Class for every 10 ft. traveled during the charge; if he successfully hits the target of his charge attack, he may then add a bonus to his damage roll equal to the penalty to his Armor Class. This additional damage is not added to the extra attacks granted by Cleave, attacks of opportunity, or other abilities.

At 18th level, the giantblooded adds +2 to his damage roll for every –1 to his Armor Class.

Guardian

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



Guardian Abilities by Level

Level	Ability
1	Inspire valor (+1, 1/day)
2	*Detect evil*
3	Righteous fury (3)
4	Smite evil 1/day
5	+1 Con
6	Lay on hands
7	Righteous fury (6)
8	Smite evil 2/day
9	Inspire valor (+1, 2/day)
10	+2 Con
11	Righteous fury (9)
12	Aura of courage
13	Inspire valor (+2, 2/day)
14	Smite evil 3/day
15	+3 Con
16	*Death ward*
17	Righteous fury (12)
18	Smite evil 4/day
19	Inspire valor (+2, 3/day)
20	+4 Con

Guardian Ability Descriptions

Inspire Valor (Su): The guardian character can inspire his allies the listed number of times per day. All allies within 30 ft. when the ability is activated gain a +1 morale bonus on attack rolls and saving throws against fear. It is a free action to initiate this ability, and its effects last for one round per character level of the guardian.

***Detect Evil* (Sp):** Starting at 2nd level, a guardian can use *detect evil,* as the spell, at will.

Righteous Fury (Su): When using a melee weapon to attack an evil creature with damage reduction, the guardian may ignore the listed amount of damage reduction, regardless of the type of weapon needed to bypass it.

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

Lay on Hands (Su): Beginning at 2nd level, a guardian with a Charisma score of 12 or higher can heal wounds (his own or those of others) by touch. Each day he can heal a total number of hit points of damage equal to his character level times his Charisma bonus.

Alternatively, a guardian can use any or all of this healing power to deal damage to undead creatures. Using lay on hands in this way requires a successful melee touch attack and doesn't provoke an attack of opportunity. The guardian decides how many of his daily allotment of points to use as damage after successfully touching an undead creature.

Aura of Courage (Su): Beginning at 3rd level, a guardian character is immune to fear (magical or otherwise). Allies within 10 feet of the guardian gain a +4 morale bonus on saving throws against fear effects.

Death Ward (Su): At 16th level, a guardian becomes immune to all negative energy and death effects, as if constantly under the protection of a *death ward* spell with a caster level equal to his character level. This effect may be dispelled, but the guardian can resume it as a free action.

Healer

Whether through the link to the healing magic of Aryth or as an expression of their own intense concern for others, some heroes are able to perform great acts of healing without taxing their bodies, or indeed ever learning to cast another spell. A healer will be sought after by all the people he encounters—both the good and innocent, to help allay the abuses of the dark god's minions, and the servants of Izrador, to prevent the aid and hope that the healer can offer the forces

of good. Most healers therefore do all they can to hide their nature, often posing as herbalists or trained doctors to take attention away from the incredible feats of healing they perform.

Healer Abilities by Level

Level	Ability
1	*Cure light wounds* 1/day
2	*Restoration, lesser* 1/day
3	*Cure light wounds* 2/day
4	*Cure moderate wounds* 1/day
5	*Remove disease* 1/day
6	*Cure moderate wounds* 2/day
7	*Cure serious wounds* 1/day
8	*Remove blindness/deafness*
9	*Cure serious wounds* 2/day
10	*Cure critical wounds* 1/day
11	*Neutralize poison* 1/day
12	*Cure critical wounds* 2/day
13	*Cure light wounds, mass* 1/day
14	*Restoration* 1/day
15	*Cure light wounds, mass* 2/day
16	*Heal* 1/day
17	*Restoration* 2/day
18	*Heal* 2/day
19	*Regenerate* 1/day
20	*Raise dead* 1/day

Healer Ability Descriptions

***Raise Dead* (Sp):** As the spell, except that the character to be raised must have been dead for no more than 1 minute per character level of the healer.

Ironborn

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

Ironborn Abilities by Level

Level	Ability
1	Incredible resilience
2	+1 bonus on Fort saves
3	+1 natural armor
4	Improved healing
5	DR 1/—
6	Elemental resistance 3
7	+2 bonus on Fort saves
8	+2 natural armor
9	Indefatigable
10	DR 2/—

11	Elemental resistance 6
12	+3 bonus on Fort saves
13	+3 natural armor
14	Improved healing
15	DR 3/—
16	Elemental resistance 9
17	+4 bonus on Fort saves
18	+4 natural armor
19	Indefatigable
20	DR 4/—

Ironborn Ability Descriptions

Incredible Resilience: The ironborn's HD type for all character classes is increased by one step (d4 becomes d6 becomes d8, and so on). If the character already has a d12 for HD, he gains one additional hit point per level.

Elemental Resistance: The ironborn gains the listed resistance against acid, cold, electricity, and fire.

Improved Healing: The ironborn recovers from damage much more quickly than others. At 4th level, he regains hit points equal to one-half his character level every hour (this is in addition to any hit points regained from bedrest or a full night's sleep). At 14th level, he recovers ability score damage at a rate of 1 point per hour.

Indefatigable: At 9th level, the ironborn is immune to effects that would cause him to be fatigued, and effects that would cause him to be exhausted instead cause him to be fatigued. At 19th level, the ironborn becomes immune to effects that would cause him to be exhausted.

Jack-of-All-Trades

The rare hero of Aryth dabbles in whatever it takes to survive and manages to become a jack-of-all-trades. Whether it is because their ancestry is varied, their birthplace one of shifting energies, or simply because they have the stuff of pure chaos in them, these heroes may become adept at any number of abilities and are among the most adaptable of heroes. These characters tend to favor experimentation over hard work and have ever-changing interests and passions as they shift focus from ones with which they have achieved basic proficiency. Still, the diversity of a jack-of-all-trade's talents can often be just what it takes to get his companions out of a jam.

Jack-of-All-Trades Abilities by Level

Level	Ability
1	Spell choice: 0-level 1/day
2	Spontaneous spell: 0-level 1/day
3	Skill boost
4	Ability boost
5	Save boost
6	Spell choice: 1st-level 1/day
7	Bonus feat
8	Ability boost
9	Save boost
10	Spell choice: 2nd-level 1/day
11	Skill boost
12	Ability boost
13	Spontaneous spell: 1st-level 1/day
14	Bonus feat
15	Save boost
16	Spell choice: 3rd-level 1/day
17	Skill boost
18	Ability boost
19	Spontaneous spell: 2nd-level 1/day
20	Skill boost

Jack-of-All-Trades Ability Descriptions

Spell Choice (Sp): The jack-of-all-trades gains the ability to cast spells as spell-like abilities. Each time he gains this ability, he chooses a single spell of the listed level from the channeler spell list. He may not choose Greater Conjuration or Greater Evocation spells. He may thereafter cast the spell as a spell-like ability 1/day. This ability does not mean that the Jack-of-all-trades has learned the spell for the purposes of channeled spellcasting (i.e., he cannot cast the spell with spell energy).

Spontaneous Spell (Sp): The jack-of-all-trades gains the ability to cast whatever spell he needs as a spell-like ability. Once per day at the listed level, he may cast any spell of the appropriate level from the channeler list as a spell-like ability. He may not cast Greater Conjuration or Greater Evocation spells.

Skill Boost: The jack-of-all-trades gains a +4 competence bonus to a skill of his choice. The character may not choose the same skill twice with this ability.

Ability Boost: The jack-of-all-trades gains a +1 inherent bonus to an ability score of his choice. He may not choose the same ability score twice.

Save Boost: The jack-of-all-trades gains a +1 competence bonus to a saving throw of his choice. The character may not choose the same saving throw twice.

Bonus Feat: The jack-of-all-trades gains a bonus feat. He must meet all of the feat's prerequisites, as normal.

Mountainborn

The dwarves of the Kaladruns are not the only denizens of Aryth's mountainous regions. From the refugee Asmadarins that hide on the Terrace of the Elders to the tribes of Erunsil that live amidst the low peaks of the Highhorns, many of Aryth's denizens took to the mountains after Izrador's invasion was complete. Mountainborn heroes are tough and hardy, able to withstand the deadly environment of their homes and trained to overcome the physical challenges of living on the slopes. When they descend from their homes for whatever purpose lies in their heart, they often find life off the mountain easy in comparison. The mountainborn are practical, however, and do not take for granted their lives or their relative freedom.

Mountainborn Abilities by Level

Level	Ability
1	Mountaineer +2
2	*Endure elements* (self only) 1/day

3	Ambush (1 minute)
4	Rallying cry 1/day
5	+1 Con
6	Mountaineer +4
7	*Pass without trace* (self only) 1/day
8	Ambush (+2 damage)
9	Rallying cry 2/day
10	+2 Con
11	Mountaineer +6
12	*Meld into stone* 1/day
13	Ambush (5 rounds)
14	Rallying cry 3/day
15	+3 Con
16	Mountaineer +8
17	*Stone tell* 1/day
18	Ambush (sniping)
19	Rallying cry 4/day
20	+4 Con

Mountainborn Ability Descriptions

Mountaineer: The mountainborn excels at the skills needed to survive in the treacherous mountain environment. As a result, he gains the listed bonus to all Climb, Jump, and Balance checks, as well as all Survival checks made in mountainous terrain.

Rallying Cry: Mountainborn survive in an environment where communication between members of a hunting party or warband is the key to avoid being surprised or ambushed by hidden foes. They may raise powerful cries that help their allies coordinate attacks against their enemies. When the mountainborn fails to be surprised in an ambush, he can raise this cry as a free action, even when it is not his turn, in order to grant his allies a +4 bonus to any roll to avoid being surprised. Even if his allies are surprised, they are not considered flat-footed during the surprise round thanks to the mountainborn's warning call.

Ambush: Ambush tactics are a way of life in the rough and rocky terrain of the mountains, where the advantages of surprise and higher ground can mean the difference between survival and death.

At 3rd level, the mountainborn can use the Hide skill to conceal both himself and his allies in preparation for an ambush. Concealing a character in this way requires 1 minute (each size category of the creature above Medium doubles the amount of time required), and anyone the mountainborn conceals may use the mountainborn's ranks in Hide instead of their own. The mountainborn and any characters he conceals are considered to be taking 10 on their Hide checks for this purpose.

At 7th level, characters the mountainborn concealed gain a +2 bonus to damage on all attacks against flat-footed foes within 30 ft. This benefit only applies during the surprise round and the first regular round of combat.

At 13th level, the mountainborn can conceal allies in half the normal time.

At 18th level, characters the mountainborn concealed can fire ranged weapons with impunity. When using the sniping action, such characters only suffer a –4 to their Hide checks on the surprise round and first round of combat, rather than the usual –20. Each round, the penalty to Hide checks while sniping increases by 4, until it reaches the normal penalty of –20.

Naturefriend

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

Naturefriend Abilities by Level

Level	Ability
1	Natural bond
2	*Calm animals* 1/day
3	*Entangle* 1/day
4	*Obscuring mist* 1/day
5	Animal friend
6	*Animal messenger* 1/day
7	*Wood shape* 1/day
8	*Gust of wind* 1/day
9	*Speak with animals* 1/day
10	Plant friend
11	*Speak with plants* 1/day
12	*Call lightning* 1/day
13	*Dominate animal* 1/day
14	*Spike growth* 1/day
15	Elemental friend
16	*Sleet storm* 1/day
17	*Summon nature's ally IV* 1/day
18	*Command plants* 1/day
19	*Ice storm* 1/day
20	One with nature

Naturefriend Ability Descriptions

Natural Bond: The naturefriend has an instinctive connection with the natural world. She gains wild empathy (as the wildlander ability of the same name) and gains Knowledge (nature) and Survival as class skills. If the naturefriend already has these abilities or class skills or gains them as a class feature or class skills later, she gains a +2 bonus when using them.

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

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

Elemental Friend (Su): Starting at 15th level, elementals must make Will saves (DC 10 + character's Cha modifier) each round in order to attack the naturefriend. In addition,

the character gains a +4 bonus on all Diplomacy checks involving elementals.

One with Nature: At 20th level, the naturefriend becomes intrinsically tied with nature. She may use *commune with nature* as a spell-like ability at will.

Northblooded

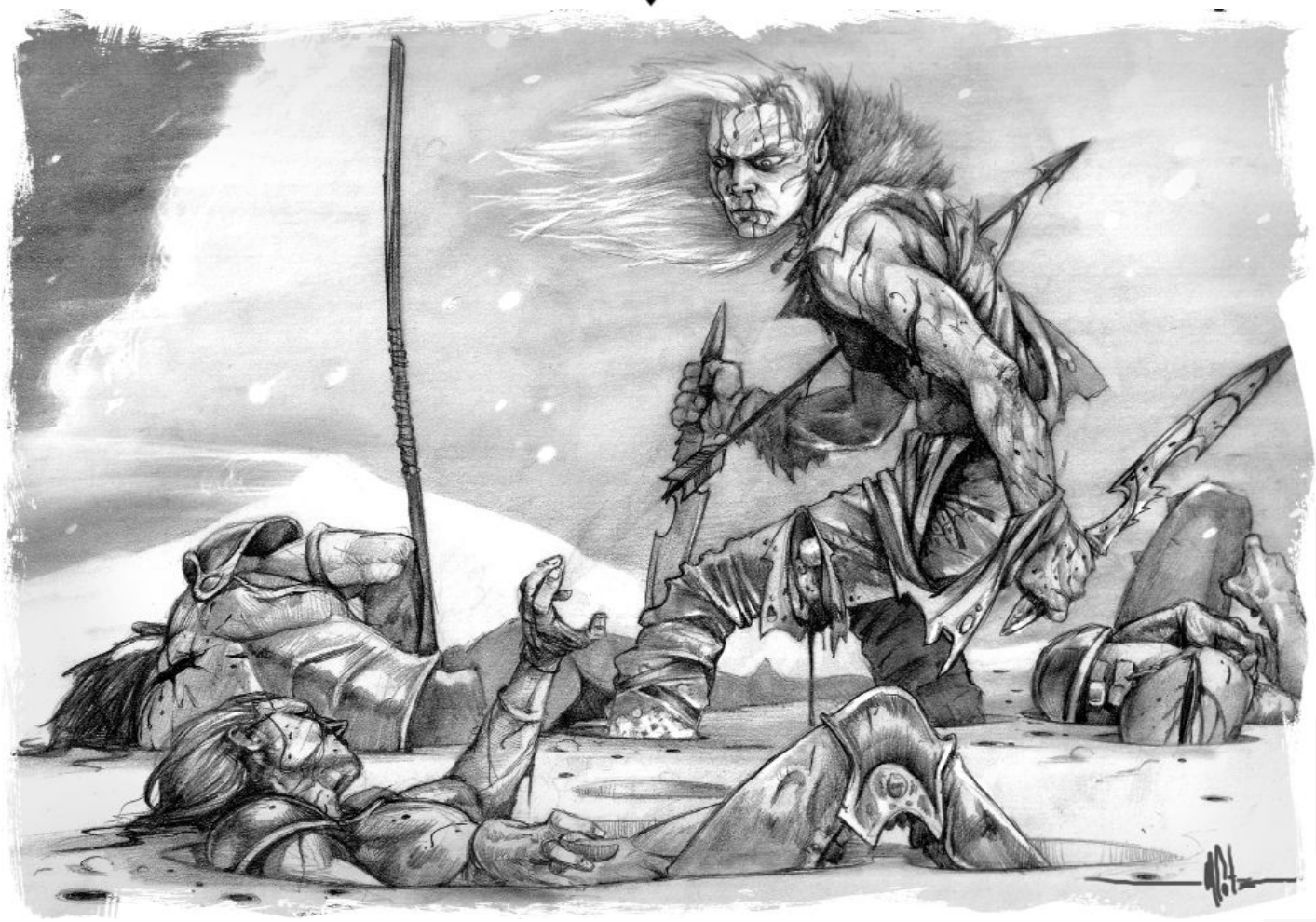
Born in the frozen tundra of the northlands, the northblooded has a hardy constitution that inures her to both the harsh climate of her homeland as well as the pain and inconvenience of injuries of all kinds. Northblooded tend to be grim and see humor as a waste of breath. They speak in short phrases and always come quickly to the point, not having the patience to dally even when the chilling wind is not freezing their words. Northblooded heroes are most often orcs or Dorns from the Northlands who have decided to take up arms against their oppressors, but some Erunsil and displaced individuals of other races also find that they too have souls of ice.

Northblooded Abilities by Level

Level	Ability
1	Northborn
2	Cold resistance 5
3	Battle cry 1/day
4	Howling winds 1/day
5	+1 Con
6	Aura of warmth
7	Battle cry 2/day
8	Howling winds 2/day
9	Cold resistance 15
10	+2 Con
11	Improved battle cry
12	Howling winds 3/day
13	Frost Weapon 1/day
14	Battle cry 3/day
15	+3 Con
16	Cold immunity
17	Battle cry 4/day
18	Greater frost weapon
19	Frost weapon 2/day
20	+4 Con

Northblooded Ability Descriptions

Northborn: The northblooded character is familiar with and comfortable in the frigid northern lands. As a result she is immune to the nonlethal damage caused by cold weather or exposure, and is considered to have wild empathy (as the wildlander ability) when interacting with animals native to cold environments. Finally, she gains a +2 bonus to Survival checks in cold environments.



Battle Cry: Northblooded are steeped in the combat traditions of the Dorns and orcs that predominately populate the frozen northern lands. Their wild battle cries inspire them to great feats during battle. As a free action, a northblooded can shout a battle cry that grants him 1 bonus hit point per character level. These bonus hit points last until the end of the current combat, and in any case are lost first when damage is suffered.

At 11th level the battle cry improves, granting the northblooded a +1 morale bonus to attack and damage rolls in addition to the temporary hit points.

Howling Winds (Su): The cold, searing winds of the north can bring portents of boon or danger when heard by the experienced ears of a northblooded. Once per day at 4th level, the northblooded can listen to the winds and determine information as if he had cast *commune with nature*, except that he may only learn the answer to a single question. This ability cannot be used underground or in perfectly still conditions, although the slightest wind is enough to provide clues to a northman's trained ear.

At 8th level the northblooded can use this ability twice per day and may gain the answers to two questions per use. At 12th level the northblooded can use this ability three times per day and may gain the answers to three questions per use.

Aura of Warmth (Su): The northblooded can extend his natural resistance to cold-based dangers to his friends. All characters who remain within 10 feet of a northblooded character receive a +4 circumstance bonus to Fortitude saves versus cold weather conditions.

Frost Weapon (Su): As a free action, the northblooded can imbue one weapon he is holding with the icy chill of his homeland. The weapon gains the frost special weapon quality for 1 round per character level of the northblooded.

At 16th level, the weapon gains the icy burst special weapon quality whenever this ability is used.

Painless

Painless heroes have become completely detached from a world they view as dark and hopeless. They are often so overwhelmed by the realization that nothing anyone does can defeat the power of a god and his mortal armies that they cease to care about their own or others' well-being. It is, after all, hopeless. In ceasing to care, however, the painless transform themselves into ideal warriors against the Shadow. Some painless are driven to mania by their disconnect from the world, a state of extreme agitation that gives them a great deal of energy. Others attempt to keep their mental anguish private, living their everyday lives without burdening those around them with their thoughts. The painless are often found among dwarves and elves, whose lands are besieged by the forces of the dark lord, although there are those of all the races that feel hopeless and desperate when faced with the long odds against their survival and liberation.

Painless Abilities by Level

Level	Ability
1	Painless +5
2	Nonlethal DR 3/—
3	Uncaring mind +1
4	Retributive rage (attack)
5	Ferocity
6	Painless +10
7	Nonlethal DR 6/—
8	Uncaring mind +2
9	Last stand 1/day
10	Increased damage threshold –15
11	Painless +15
12	Nonlethal DR 9/—
13	Uncaring mind +3
14	Retributive rage (damage)
15	Increased damage threshold –20
16	Painless +20
17	Nonlethal DR 12/—
18	Uncaring mind +4
19	Last stand 2/day
20	Increased damage threshold –25

Painless Ability Descriptions

Painless: The painless gains one extra hit point per character level. Additionally, he gains the listed bonus to any skill checks or saving throws made to resist pain (*symbol of pain*, Concentration checks to cast spells while taking continual damage, etc.).

Nonlethal DR: The painless can ignore most forms of pain that do not cause real damage. He gains the listed amount of damage reduction against nonlethal damage.

Uncaring Mind: The painless character is so removed from this world that it is difficult to affect his mind with attacks. The character gains the listed bonus to Will saving throws against Enchantment spells and effects.

Retributive Rage: For the painless, the pain that should be caused by wounds are channeled into raw fury instead. Once per round when the painless suffers damage equal to twice his character level from a single attack, he may channel the pain it would cause. His next melee attack gains a bonus equal to his character level. If the painless does not make an attack on his turn, the rage dissipates. Multiple attacks in the same round that would cause retributive rage do not stack. For instance, a 4th-level painless might be hit by an orc's vardatch for 11 points of damage at the beginning of the round, then suffer 19 points of damage from a fireball later in the round, both before his turn. On his turn, the painless still only gains a +4 bonus to his first attack roll. At 14th level, if the attack hits, the bonus is added to damage as well.

Ferocity: Starting at 5th level, the painless does not fall unconscious when below 0 hit points. He may continue to fight without penalty even while disabled or dying.

Increased Damage Threshold: The painless can fight on long after others would have collapsed and died, remaining alive (though still dying) until he reaches the listed hit points. He dies instantly upon reaching his new damage threshold.

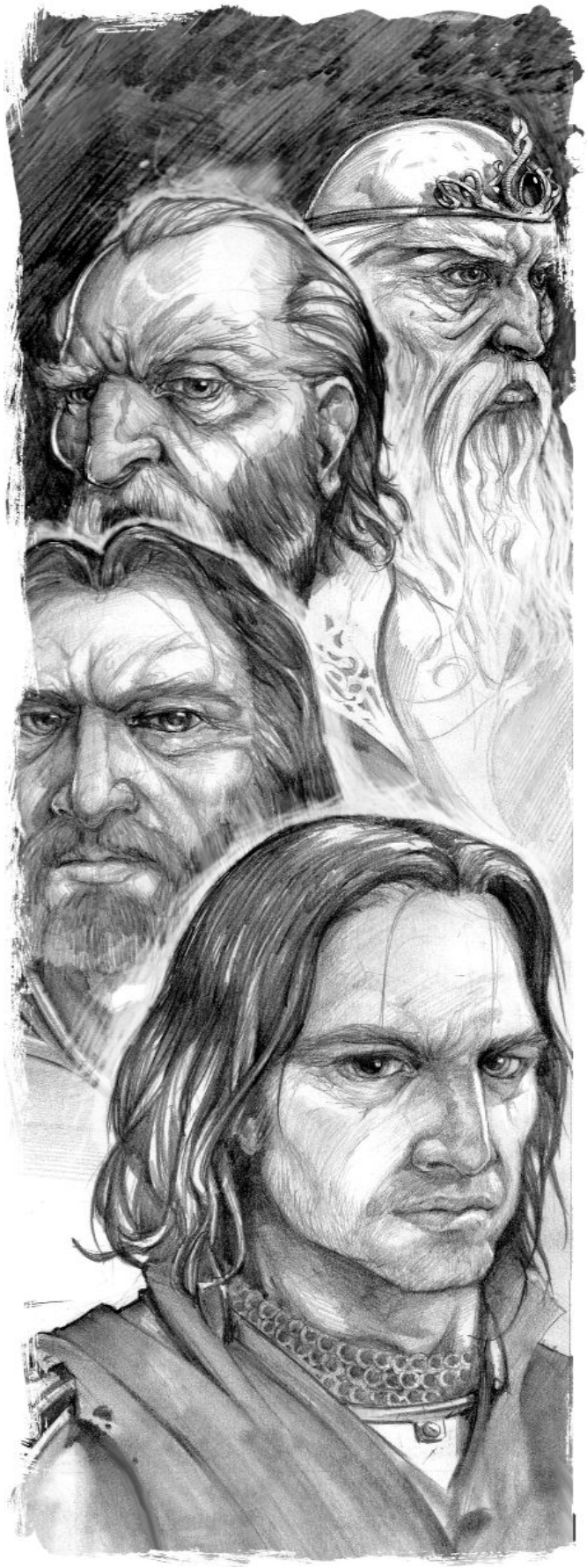
Last Stand: Once per day at 11th level, a painless character who has suffered damage equal to at least half of his hit point total can declare a last stand as a free action. For one minute the character gains spell resistance 10 + character level, damage reduction 15/—, and energy resistance (all) 30. He may act normally during this time, but at the end of the minute the character drops to one hit point above his damage threshold and is unconscious. If he does not receive healing before his turn on the next round, he dies. For instance, a 15th-level painless would be able to fight for 10 rounds once declaring his last stand, but at the end of the 10th round he would immediately fall to –19 hit points and would die the next round if he did not receive healing from another source or character before his turn. At 18th level, the character may use this ability twice per day.

Pureblood

Pureblood characters represent the pinnacle of Erenlander lineage, perfectly combining the best traits of both the Dorns and the Sarcosans from which the race was born. Their ancestors were the heroes of men that forged nations, led clans, discovered new lands, and defied Izrador throughout the centuries. They are versatile and talented, exhibiting a variety of abilities that make them excellent adventurers. They combine physical stamina and skill with a keen mind and sharp perceptions—characteristics that make them well-suited to aiding those who would fight against the dark god and his minions. Yet they are able to hide those traits that separate them from the common crowd, waiting until the perfect moment to unveil their heritage and lead the fight against the Night Kings.

Pureblood Abilities by Level

Level	Ability
1	Master adventurer +2
2	Blood of kings +2
3	Bonus feat
4	Skill mastery
5	Ability increase
6	Master adventurer +4
7	Blood of kings +4
8	Bonus Feat
9	Skill Mastery
10	Ability increase
11	Master adventurer +6
12	Blood of kings +6
13	Bonus feat
14	Skill mastery
15	Ability increase
16	Master adventurer +8
17	Blood of kings +8
18	Bonus feat
19	Skill mastery
20	Ability increase



Pureblood Ability Descriptions

Master Adventurer: The pureblood excels at several skills necessary for survival in the hard life of an adventurer. He chooses three skills at first level and gains the listed bonus to those skills. Each time the bonus increases, it increases for those three skills only. The pureblood may not choose any Charisma-based skills, as these receive unique bonuses as shown below.

Blood of Kings: The pureblood is a leader among men and a foe to be feared. His ancestors' blood has been spilled for all the free peoples of Eredane, and his features are akin to those whose gaze has stricken fear into the heart of the darkest orcs and most fell generals. One of the pureblood's greatest virtues is that he has a powerful personality and heroic lineage, but may still manipulate the dark one's forces without them ever realizing he is anything but a common Erenlander. This allows him to choose one of two aspects at the beginning of each day: he may act as a canny and subtle hero, gaining the listed bonus to any Charisma-based skill used while interacting with a member of the dark god's forces. If he chooses, however, he may reveal himself as a hero among men, and for that day gains the listed bonus to all Charisma-based skills when interacting with enemies of the Shadow. The Intimidate skill is the one exception, and may only be used against enemies when the other bonuses apply to allies, and vice versa.

Skill Mastery: Each time the pureblood gains this ability he can choose a single skill. He may thereafter take 10 when using this skill, even if stress and distractions would normally prevent him from doing so.

Ability Increase: The pureblood gains a +1 inherent bonus to an ability score of his choice. He may not choose the same ability score twice.

Quickened

The quickened hero seems to exist on another, faster, level of reality. Where others walk, he sprints. While others bring their weapons to bear, he has often already landed his first blow. It is as difficult to hit a quickened with an attack as it is to get the drop on him. He tends to live life to its fullest extent, working as hard as he plays, and is as quick in judgment and action as he is on his feet. A quickened character's energy can be tiring to those around him, and keeping up with his explosive personality can be an ally's toughest challenge.

Quickened Abilities by Level

Level	Ability
1	+2 bonus to initiative
2	+1 dodge bonus to AC
3	Fast movement +5 ft.
4	Burst of speed 1/day
5	+1 Dex
6	+2 bonus to initiative
7	+1 dodge bonus to AC
8	Fast movement +5 ft.
9	Burst of speed 2/day
10	+1 Dex

11	+6 bonus to initiative
12	+1 dodge bonus to AC
13	Fast movement +5 ft.
14	Burst of speed 3/day
15	+1 Dex
16	+8 bonus to initiative
17	+1 dodge bonus to AC
18	Fast movement +5 ft.
19	Burst of speed 4/day
20	+1 Dex

Quickened Ability Descriptions

Fast Movement: The quickened can move like the wind. He gains the listed bonus to his base land speed.

Burst of Speed: The quickened can activate a burst of speed as a free action the listed number of times per day. While using burst of speed, the quickened may make one extra attack or move action each round, either before or after his regular actions. A burst of speed lasts for a number of rounds equal to 3 + the quickened's Con modifier. At the end of this period, the character is considered fatigued for the duration of the encounter (–2 penalty to Str and Dex, cannot run or charge).

Seaborn

Across Eredane are those who are more comfortable floating in the water than standing on their feet. The gnomes, by virtue of their livelihood and role in the post-invasion world, are often of such demeanor, but there are many others who share their affinity for life on the water. Some Dorns and Sarcosans whose families still live in the cities and towns that line the Pellurian coastline find themselves drawn to its often icy waters. For many, the time they spend swimming and fishing is the only shred of freedom they hold on to, as life in most of these settlements is very harsh and tightly regulated by the traitorous lords who now rule them. The seaborn may often leave the comforts of their coastal homes in pursuit of some higher good, but they always long to return to the waves.

Seaborn Abilities by Level

Level	Ability
1	Dolphin's grace
2	Deep lungs
3	Aquatic blindsight 30 ft.
4	Aquatic ally II, 1/day
5	*Blur* 1/day
6	Deep lungs
7	Dolphin's grace
8	Aquatic ally III, 2/day
9	*Fog cloud* 1/day
10	Aquatic adaptation
11	Aquatic blindsight 60 ft.
12	Aquatic ally IV, 3/day
13	*Displacement* 1/day
14	Cold resistance 5
15	Dolphin's grace
16	Aquatic ally V, 4/day
17	Aquatic emissary
18	Assist allies
19	Aquatic blindsight 90 ft.
20	Aquatic ally VI, 5/day

Seaborn Ability Descriptions

Dolphin's Grace: The seaborn gains a swim speed of 20 ft. She need not make a Swim check to travel through calm water, and she gains a +8 bonus to all Swim checks made to avoid hazards in the water. Each time the character gains this ability (or the first time, if she already had a swim speed) her swim speed increases by 20 ft.

Deep Lungs: At 2nd level, the seaborn may hold her breath for a number of rounds equal to three times her Constitution score. If she may already hold her breath for longer than normal because of her race, increase the multiplier by one. The multiplier for both types of seaborn increases again at 6th level.

Aquatic Blindsight: Seaborn can sense vibrations in the water around them, giving them blindsight to the listed range even when the water is too murky or violent to allow them to use normal vision. This ability only works if the seaborn is completely submerged, and only allows the character to detect creatures or objects that are in the same body of water.

Aquatic Ally (Su): Seaborn become default protectors of their realm, much as druids and elves do on land. They may therefore summon aquatic allies as if casting the spell *summon nature's ally* of the appropriate number and level as listed on the chart. For instance, at 12th level the seaborn may summon aquatic allies three times per day, and may summon aquatic creatures as if casting summon nature's ally IV each time the power is used. The animals are not actually summoned or teleported as per the spell, but rather are magically drawn to the character. Only animals appropriate to the geographical surroundings may appear. The animals arrive 1d4+1 minutes after the character calls to them and remain to serve the character for 1 minute per character level.

Aquatic Adaptation: At 10th level the seaborn has completely adapted to life underwater. She may still breathe air and may exist out of water indefinitely, but she may also breathe water through small gills that have grown on her neck and back. Additionally, the seaborn does not suffer pressure damage from swimming below 100 ft. in depth.

Aquatic Emissary (Su): At 17th level the seaborn is blessed with the understanding of all creatures of the rivers and seas. She may speak to any aquatic animal or creature as if using its native tongue and understands all such creatures if they attempt to communicate with her. All such communications are limited by the aquatic creatures' intelligence.

Assist Allies (Su): At 18th level the seaborn can interact with water on a supernatural level. She may ferry her allies through the water by controlling the currents around them, granting them swim speeds equal to their base land speeds so long as they remain within 30 ft. She may ferry one ally per three character levels, and may channel oxygen directly to them such that they may hold their breaths for a number of minutes equal to their Constitution scores (rather than the norm, which is a number of rounds equal to twice their constitution scores).

Seer

Seers are gifted with second sight, an ancient and mysterious gift. Visions come to them in their sleep, as they fill their canteens in clear, reflective pools, and in self-induced trances. Seer characters are often introspective, searching always within themselves for the answers they cannot glean from their visions.

Seer Abilities by Level

Level	Ability
1	*Alarm* (mental alarm only) 1/day
2	*Augury* 1/day
3	Seer sight (day/level, 1/day)
4	*Clairaudience/Clairvoyance* 1/day
5	*Locate object* 1/day
6	Seer sight (day/level, 2/day)
7	*Locate creature* 1/day
8	*Speak with dead* 1/day
9	Seer sight (month/level, 2/day)
10	*Divination* 1/day
11	*Scrying* 1/day
12	Seer sight (month/level, 3/day)
13	*Arcane eye* 1/day
14	*Divination* 1/day
15	Seer sight (year/level, 3/day)
16	*Prying eyes* 1/day
17	*Legend lore* 1/day
18	Seer sight (year/level, 4/day)
19	*Commune* 1/day
20	*Vision* 1/day

Seer Ability Descriptions

Special: At his discretion, the DM may activate one of the seer's spell-like abilities (though not when doing so would endanger the seer, such as during combat) in order to convey useful story information to the party.

Additionally, because the seer's powers do not actually rely on communication with a divine entity, all of her spell-like abilities convey information using sight, sound, smell, and other sensory information, rather than actual words. For instance, *augury* would provide a positive or negative feeling when the seer thinks about a particular course of action, rather than the words "weal" or "woe." Likewise, when using *speak with dead,* a seer can experience what the body saw, felt, heard, etc. about specific events or topics, but cannot ask it actual questions.

Seer Sight (Su): The seer can divine information from an object, place, or person that she is touching. She can see all events that occurred to or near the target, as far back into the past as the listed amount of time. Using this ability requires uninterrupted concentration, during which the information is transferred to her as a series of quick flashes in her mind. The seer may choose to look back several days, several months, or several years. If looking back over days, the seer gains a detailed understanding of all of the day's events. If looking back over months, the seer gains a comprehensive understanding of events of each week, with dramatic events being highlighted. If looking back over years, the seer gains a general understanding of events of each season, with dramatic events being highlighted. Each day, month, or hour observed requires one minute of concentration. After using this ability, the seer is dazed for one minute.

Speaker

In a land where speech decrying Izrador and the Night Kings has been banned, the power of words can never be underestimated. Speakers have taken this power to an entirely new level by honing their vocal emanations into a source of great power. They can shatter doors with a shout, cause intense pain by wailing at their enemies, and affect reality with nothing more than a single word. The speaker often sees himself as a leader because of the power of his words—those who do not heed the words he uses are fools. Others use their powers more humbly, seeing themselves as speaking for an entire population of the downtrodden and defeated. A speaker tends to choose his words carefully, and the first indication of his power may be the last thing his enemies hear.

Speaker Abilities by Level

Level	Ability
1	*Comprehend languages* 1/day
2	Persuasive speaker +2
3	Power word (opening)
4	*Whispering wind* 1/day
5	Cha +1
6	Power word (shattering)
7	Persuasive speaker +4
8	*Tongues* 1/day
9	Power word (silence)
10	Cha +1
11	Persuasive speaker +6
12	*Shout* 1/day
13	Power word (slumber)
14	Language Savant
15	Cha +1
16	Power word (charming)
17	Persuasive speaker +8
18	*Shout, greater* 1/day
19	Power word (holding)
20	Cha +1

Speaker Ability Descriptions

Persuasive Speaker: The speaker gains the listed bonus to all Charisma-based skill checks in which verbal persuasion plays a role.

Power Words (Su): The speaker learns primal words that, when intoned, have powerful and amazing results. As he grows in power, the speaker continues to learn new words that can be used against his enemies. Using a word of power is a standard action that does not provoke an attack of opportunity, and the character must be able to speak.

The speaker can use any power word he knows at will, but he may invoke a maximum number of power words per day equal to 3 + his Charisma modifier. All words have a

range of 60 ft., effects and saving throws as per the spell descriptions referenced (DC = spell level + speaker's Charisma modifier), and are cast with a caster level equal to the speaker's character level.

The following words are learned throughout the character's development.

Word of Opening: When intoned, this word can be made to open any door, even those locked by magical means. The speaker character can target any door or item as if he had cast a *knock* spell.

Word of Shattering: When intoned, this word shatters objects and some creatures as if the character had cast a *shatter* spell.

Word of Silencing: When the speaker invokes this word, one creature, object, or point in space is silenced as if targeted by a *silence* spell.

Word of Slumber: When the speaker invokes this word, one creature of 10 HD or less is put to sleep as if targeted by a *deep slumber* spell.

Word of Charming: When the speaker invokes this word, one creature is charmed as if targeted by a *charm monster* spell.

Word of Immobilization: When the speaker invokes this word, one creature is held as if targeted by a *hold monster* spell.

Language Savant (Su): The speaker character is so in tune with the power of the spoken word that he can understand any language spoken to him. Once he has heard a language being spoken for 10 minutes, he may speak that language fluently for the rest of the day.

Spellsoul

There are many in the lands of Aryth who are born with the spark of magic within them, but for some reason or another never learn to use it beyond a minor enchantment or useful trick. Still, the arcane energies that flow within them yearn to find an outlet, and the spellsoul often finds himself in the company of a more powerful spellcaster at some point in his life. When magic is used around a spellsoul, he can feel it almost as if he had shaped the magic himself. He is able to lend his energy to power the spells of others, and to use the energy within him to shape and change any magic that is cast in his presence.

Spellsoul Abilities by Level

Level	Ability
1	Untapped potential
2	Metamagic aura 1/day (enlarge)
3	Resistance +1
4	Bonus raw energy +2
5	Metamagic aura (extend spell)
6	Metamagic aura 2/day
7	Resistance +2
8	Metamagic aura (reduce spell)
9	Bonus raw energy +2
10	Metamagic aura 3/day
11	Metamagic aura (attract)

12	Resistance +3
13	Bonus raw energy +2
14	Metamagic (empower)
15	Metamagic aura 4/day
16	Resistance +4
17	Metamagic aura (maximize)
18	Bonus raw energy +2
19	Resistance +5
20	Metamagic aura (redirect)

Spellsoul Ability Descriptions

Untapped Potential: The spellsoul has a number of raw energy points (similar to spell points) equal to 1 + his Intelligence, Wisdom, or Charisma modifier, whichever is highest. This raw energy may not be used to cast spells. In fact, the spellsoul character can never take the Magecraft feat or any Spellcasting feats.

The spellsoul may share this raw energy with spellcasters near him, however. Any time a spell is being cast within 30 ft. of the spellsoul, he may give up raw energy to power the spell as if it was spell energy. This works in all ways as if the spell energy was coming from the spellcaster, and is a free action. The spellsoul may not suffer spell damage in order to power another's spells; he may, however, contribute raw energy to partially power a spell, in which case the other character must pay the remainder of the spell energy or suffer spell damage normally.

Raw energy is recovered in the same way as spell energy.

Metamagic Aura (Su): Beginning at 2nd level, the spellsoul is able to use his awareness of magic to shift and shape spells cast in the area around him. This ability manifests itself in various forms of metamagic that the character can use to alter spells as they are cast. Some of the abilities can be used to enhance the spells cast by his allies, while others can be used to weaken or even nullify spells cast by his enemies.

Any time a spell is cast within 30 ft. of the spellsoul, he can choose to use any metamagic ability to which he has access to modify the spell. Only abilities gained through this heroic path may be used in this manner. Doing so is a free action. The spellsoul can target any spell whose level is equal to or less than half the spellsoul's character level (rounded down). Thus, a 4th level spellsoul could affect up to 2nd-level spells with his metamagic aura.

The character must know a spell is being cast to use this ability. Thus, a spellsoul could not affect a silent spell being cast by an invisible opponent. Quickened spells and other spell-like abilities that are free actions cannot be modified by this ability.

The spellsoul does not need to know which spell is being cast in order to affect it, although it is helpful. He may identify the spell by making a successful Spellcraft check (DC 15 + spell level). If unsuccessful, he may still attempt to modify the spell, but the effects applied may be helpful, superfluous, or dangerous, depending on the actual spell. Knowing what spell is being cast is a tactical factor, but in no way affects the spellsoul's ability; for instance, an allied caster might explain a round ahead of time that he is going to cast a *fireball*, and that he wants the spellsoul to empower it. If the caster changes his mind and casts a *lightning bolt* instead, the spellsoul's ability would still empower it.

The following abilities can be applied to a spell via the spellsoul's metamagic aura:

2nd: Enlarge Spell—As the feat.

5th: Extend Spell— As the feat.

8th: Reduce Spell—All variable, numeric effects of a reduced spell are decreased by one-half. A reduced spell deals half as much damage as normal, affects half as many targets as normal, etc., as appropriate. Saving throws and opposed rolls (such as that made to overcome spell resistance) are not affected. Spells without random variables are not affected.

11th: Attract Spell—The spellsoul becomes the target of the spell being cast. In order for this ability to work, the spell must have a target (although the target can be an area, such as a *fireball*) other than the spellcaster and a range of Close, Medium, or Long. If both of these conditions are met, the spellsoul becomes the new target of the spell. Thus, if a legate casts *cause fear* on one of the spellsoul's companions, the spellsoul may force the spell to target him instead. Area of effect spells still affect others, but are centered on the spellsoul.

14th: Empower Spell— As the feat.

17th: Maximize Spell— As the feat.

20th: Redirect Spell—The spellsoul may redirect the spell to any point within its normal range. In order for this ability to work, the spell must have a target (although the target can be an area, such as a *fireball*) other than the spellcaster and a range of Close, Medium, or Long.

Resistance (Su): The spellsoul gains the listed bonus on saving throws against spells and spell-like effects.

Bonus Raw Energy: The spellsoul's maximum number of raw energy points increases by +2.

Shadow Walker

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

Shadow Walker Abilities by Level

Level	Ability
1	Darkvision +60 ft.
2	Shadow veil +2
3	*Expeditious retreat* 1/day
4	Shadow jump 10 ft.
5	*Blur* 1/day
6	Shadow veil +4
7	*Undetectable alignment* 1/day
8	Shadow jump 20 ft.
9	*Displacement* 1/day
10	Shadow veil +6

11	Hide in plain sight
12	Shadow jump 30 ft.
13	*Expeditious retreat* 2/day
14	Shadow veil +8
15	*Blur* 2/day
16	Shadow jump 40 ft.
17	*Undetectable alignment* 2/day
18	Shadow veil +10
19	*Displacement* 2/day
20	Shadow jump 50 ft.

Shadow Walker Ability Descriptions

Shadow Veil: The shadow walker seems to blend into the shadows more easily than others, covering himself with a veil of darkness. He gains the listed bonus to all Hide checks.

Shadow Jump (Su): A shadow walker can become one with the shadows, stepping into and traveling through them as if they were rivers of darkness. The shadow walker can move the distance shown as a standard action, bypassing any barriers as if they did not exist, so long as he begins and ends his jump in shadowed areas. Thus, a character hiding behind a boulder could shadow jump to the other side of the boulder to avoid searching foes. Moving in this way never provokes attacks of opportunity.

Steelblooded

The steelblooded hero often finds himself falling into the life of a mercenary, as often aiding rebels as he does the armies of the Night Kings. When it becomes obvious that his powers go beyond simple skill or training, however, most steelblooded recognize that they have been chosen by Aryth to defend her with strength of arms, and forsake any allegiance they once had to the Shadow in the north. His natural affinity for weapons makes him an excellent warrior and trainer.

Steelblooded Abilities by Level

Level	Ability
1	Bonus feat
2	Offensive tactics +1
3	Strategic blow (DR 3)
4	Skilled warrior
5	Bonus feat
6	Strategic blow (DR 6)
7	Offensive tactics +2
8	Skilled warrior
9	Strategic blow (DR 9)
10	Bonus feat
11	Offensive tactics +3
12	Strategic blow (DR 12)
13	Skilled warrior
14	Untouchable
15	Bonus feat
16	Strategic blow (DR 15)
17	Offensive tactics +4
18	Skilled warrior
19	Untouchable
20	Bonus feat

Steelblooded Ability Descriptions

Bonus feat: At 1st, 5th, 10th, 15th, and 20th level, the steelblooded gains his choice of one of the following bonus feats: Exotic Weapon Proficiency, Improved Weapon Focus, Improved Weapon Specialization, Martial Weapon Proficiency, Weapon Focus, Weapon Specialization. The steelblooded must meet all of the prerequisites for these feats as normal except for the requisite fighter levels; instead of the required fighter level, the steelblooded must have a BAB equal to the fighter level required.

Offensive Tactics: When the steelblooded uses the full attack action, he gains the listed bonus to either his first attack roll of the round or to all damage rolls for the round. The steelblooded must choose whether to apply his bonus to attack or damage at the beginning of the round before any rolls are made.

Strategic Blow: The steelblooded learns to take advantage of the weak points in his opponents' defenses, even those that seem immune to harm. He may ignore the listed amount of damage reduction when making melee attacks.

Skilled Warrior: Each time this ability is gained, the steelblooded may choose one of the following attack actions that imposes a penalty to attack rolls: fighting with weapons with which he is not proficient, fighting defensively, fighting with two weapons, or making an attack in a grapple. The steelblooded may thereafter perform the chosen attack action while only suffering half the normal penalty. Each attack action may only be chosen once.

Untouchable: At 14th level, whenever the steelblooded performs a special attack action that would normally pro-

voke an attack of opportunity, he does not provoke (such as when initiating a grapple, attempting to disarm a weapon, and so on). At 19th level, the steelblooded never provokes attacks of opportunity due to movement or for performing any move action, standard action, or full-round action that would normally provoke.

Sunderborn

When the Sundering closed the world of Aryth off from the other planes of existence, many creatures from those planes were trapped on the world. Even now, thousands of years later, creatures from other planes roam the world in search of a way home. Over the centuries some of these creatures formed relationships with mortals from this world, leading to the blood of outsiders being found in some rare lineages. When combined with the power of heroes, this link grants a character unique abilities. Sunderborn characters are caught between two worlds—their personalities often seem scattered or confusing to those that do not know them well. They are as comfortable around outsiders as they are around mortals, and they relish any chance to interact or communicate with others of their kind.

Sunderborn Abilities by Level

Level	Ability
1	*Detect outsider*
2	Blood of the planes +2
3	*Summon monster I* 1/day
4	Planar fury 1/day
5	Blood of the planes +4
6	*Summon monster II* 1/day
7	Spirit sight
8	Blood of the planes +6
9	*Summon monster III* 1/day
10	Planar fury 2/day
11	Blood of the planes +8
12	*Summon monster IV* 1/day
13	Spirit sight
14	Blood of the planes +10
15	*Summon monster V* 1/day
16	Planar fury 3/day
17	Blood of the planes +12
18	*Summon monster VI* 1/day
19	Spirit sight
20	Blood of the planes +14

Sunderborn Ability Descriptions

***Detect outsider* (Sp):** This ability works just like the *detect evil* spell, except that it reveals the presence of creatures of the outsider type. This ability may be used at will.

Blood of the Planes: Outsiders can sense the common blood flowing in the veins of the sunderborn character. This grants him the listed bonus on all Charisma-based skill checks when dealing with outsiders, no matter their origin or alignment.

Monster Summoning (Sp): The sunderborn have an inherent connection to the many spirits strewn throughout Aryth. As such, they may summon spirits as spell-like abilities. However, as the ability is intuitive rather than practiced and studied, the sunderborn character has no control over what will answer his call. The type and even number are determined randomly by the DM each time. For instance, if a sunderborn used his *summon monster IV* ability, the DM would first roll 1d4 to determine whether the ability calls forth a single creature from the *summon monster IV* list, 1d3 creatures from the *summon monster III* list, and so on. Once the level and number of creatures have been determined, the DM rolls randomly to determine which creature(s) from the list answer the call.

Planar Fury: Starting at 3rd level, the sunderborn can focus the rage and frustration of the countless outsiders trapped on Aryth. This works exactly like a barbarian's rage ability except that all bonuses and penalties are halved (+2 Str and Con, +1 to Will saves, –1 to AC). The character is fatigued as normal following the rage. If the character has rage abilities from another source, they do not stack with those gained by planar fury.

Spirit Sight (Su): The sunderborn begins to see the world as his outsider kin do. At 7th level, he gains darkvision within 60 ft. If he already had darkvision, the range doubles. At 13th level, the sunderborn becomes able to see perfectly in any darkness, even magical darkness. At 19th level, the sunderborn can see invisible creatures.

Tactician

There are those who claim the spirits of ancient generals wait for those worthy to take up their mantle. Those who follow the heroic path of the tactician may be the spiritual heirs to these worthies. Their skill in commanding is unparalleled, whether desperate peasants organizing their hamlet against attacking Fell or seasoned generals rallying their veteran troops to a last stand. Though usually somewhat skilled at arms, the tacticians excel at directing others in combat, getting the most from the skills possessed by their allies.

Tactician Abilities by Level

Level	Ability
1	Aid another
2	Combat overview, 1/day
3	Coordinated initiative, 1/day
4	Coordinated attack, 1/day
5	Aid another, +1
6	Combat overview, 2/day
7	Coordinated initiative, 2/day
8	Coordinated attack, 1/day
9	Aid another, +2
10	Combat overview, 3/day
11	Coordinated initiative, 3/day
12	Coordinated attack, 1/day
13	Directed attack, 1/day
14	Aid another, +3
15	Combat overview, 4/day
16	Coordinated initiative, 4/day
17	Coordinated attack, 1/day

18	Telling blow, 1/day
19	Aid another, +4
20	Perfect assault, 1/day

Tactitian Ability Descriptions

Aid Another: The tactician is so adept at helping others find their way in the heat of battle that she may use the aid another combat action as a move action instead of a standard action. At higher levels, those she assists with the aid another action gain the listed bonus as an insight bonus to their attack roll or AC, whichever option the tactician chose.

Combat Overview: The tactician is able to see the battle and its effects in her mind and may thereby organize her allies optimally. Use of this ability is a move action, and allows a single ally within 60 ft. to do one of the following things:

—Avoid an attack of opportunity. Any single attack of opportunity to which an opponent would otherwise be entitled is avoided entirely by the tactician's ally. This ability must be declared on the tactician's turn and the ally and opponent who are affected must be declared at that time. If circumstances change such that the attack of opportunity is not provoked, the ability still counts as used.

—Treat one opponent as if he was flat-footed against the ally. Foes with the uncanny dodge ability may are immune to this effect.

—Avoid being flat-footed against one foe for the round.

Coordinated Initiative: The tactician must declare the use of this ability as a free action before initiative is determined in a combat. When activated, coordinated initiative allows all of the tactician's allies within 30 ft. to use her initiative instead of theirs.

Coordinated Attack: Use of this ability is a full-round action, and the tactician's allies must delay their own actions until the tactician's initiative if they wish to gain its benefits. On her initiative, the tactician calls out a single target and all of her allies within 30 ft. may immediately make their normal melee or ranged weapon attack rolls against that target. These attacks all receive a +1 bonus to both attack and damage for every ally involved, up to a maximum of +5.

Directed Attack: As a full-round action, the tactician may add half of her base attack bonus to one ally's attack bonus within 30 feet. This bonus is applied to the next single attack made by the ally.

Telling Blow: Using this ability is a standard action. From the moment this ability is activated until the tactician's next turn, all allies within 30 ft. of the tactician may re-roll all weapon damage rolls once, taking the higher of the two rolls.

Perfect Assault: Using this ability is a full-round action. All of the tactician's allies within 30 ft. automatically threaten a critical hit with their successful attack that round.

Warg

Characters with the blood of animals can be found in all corners of Aryth. They at once have antisocial tendencies and a pack mentality—once they choose their companions, they defend them loyally and to the death. Wargs are ferocious in combat, favoring quick, brutal strikes over fancy maneuvers and strategic planning. They have a strong affinity with animals, and their animal companions grow stronger along with their masters.

A warg must choose a single type of animal of size Large or smaller as his bonded creature when this path is chosen. His warg abilities apply only to this type of animal. Most wargs choose an animal that can be selected as an animal companion at 2nd level; more powerful animals may be chosen, but the warg may not attract an animal companion of that type until he has gained the animal companion ability an appropriate number of times. Dire animals may not be chosen, as dire animals in MIDNIGHT are intelligent magical beasts. Halfling wargs can choose immature wogrens as their bonded creature, even though wogrens are magical beasts.

Warg Abilities by Level

Level	Ability
1	Wild empathy
2	Animal companion
3	Wild sense (sight or scent)
4	*Charm animal* 1/day
5	Wild shape (Medium, 1/day)
6	Animal companion
7	*Speak with animals* 1/day
8	Wild shape (Medium, 2/day)
9	Wild sense (sight or scent)
10	Animal companion
11	Wild shape (Large, 2/day)
12	*Charm animal* 2/day
13	Ferocity
14	Animal companion
15	Wild shape (Large, 3/day)
16	Wild sense (sight or scent)
17	*Speak with animals* 2/day
18	Animal companion
19	Wild shape (Huge, 3/day)
20	Wild sense (blindsense)

Warg Ability Descriptions

Wild Empathy: As the wildlander ability of the same name. If the warg already has this ability or gains it later, he gains a +2 to all wild empathy checks.

Animal Companion: As the wildlander class ability. Each time the warg gains this ability, he either gains a new animal companion of his chosen type or his animal companion improves by one rank.

Wild Sense: Each time the warg gains this ability, he may choose either sight or scent. If he chooses sight, he gains low-light vision. If he already had low-light vision, he can now see three times as far as a human in poor lighting (or four times as far if he chooses it again, or five times as far, and so on). If he chooses scent, he gains the scent ability. If he already has scent, the range at which he can detect opponents doubles. At 20th level, the warg's senses are so acute that he gains blindsense to a range of 30 ft.

Wild Shape: As the druid class ability from the PHB, with a maximum size as listed. The warg may only wild shape into his bonded animal type (or its dire version) is the listed size or smaller. For instance, a warg that chose the wolf as his bonded animal type could wild shape into a wolf at 5th level or a dire wolf at 11th level. On the other hand, a warg that chose the brown bear as his bonded animal type could not wild shape into that form until 11th level.

CHAPTER 3

Core Classes

The names and game statistics of the classes in this chapter are designated as **Open Game Content**. The background descriptions in this chapter are designated as closed content.

The available classes in the MIDNIGHT setting are somewhat different from those presented in the d20 System core rules. Barbarians, fighters, and rogues are common, and have few changes. The major spellcasting classes (clerics, druids, sorcerers, and wizards) have been replaced by the channeler, while bard, paladin and ranger have been eliminated; this is because the magic rules in MIDNIGHT are extremely different from those in the core rules. Rather than being tied to your choice of character class, spellcasting in MIDNIGHT is acquired via feats, while supernatural abilities are provided by your heroic paths. If you want to play a bard, simply create a rogue character with the Magecraft and Spellcasting feats, then specialize in spells of enchantment and illusion. If you want to play a paladin-like character, create a fighter with the guardian heroic path.

Barbarian

Battle is a constant fact of life in MIDNIGHT, and in times when training is rare and weapons are outlawed, fury is often all that a warrior has left. Barbarians have become increasingly common among the free peoples of Eredane since the Third Age, especially among the Kurgun dwarves, as they give in to their rage at the daily destruction of their way of life. Some Erunsil, Danisil, and clan dwarves also forego their training and finesse and take on the mantle of these brutal warriors. The Dorns once boasted many barbarians among their fighting ranks, but most of these are now cut down before they reach their prime. Above all, orcs and dworgs are the most likely to become barbarians; both their nature and their surroundings almost demand it.

Game Rule Information

Barbarian game statistics remain unchanged except for the following.

Starting Possessions: 3d4x10 vp.

Class Skills

The barbarian's class skills (and the key ability for each skill) are Climb (Str), Craft (Int), Handle Animal (Cha), Intimidate (Cha), Jump (Str), Listen (Wis), Profession (Wis), Ride (Dex), Speak Language (n/a), Survival (Wis), and Swim (Str).

Channeler

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

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

Adventures: Channelers lead lives of great risk and danger. Their innate power and potential mark them as threats to the Night Kings and their dominion. They are hunted by the dark god's priests, the legates, as if they can smell magic on their prey.

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

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

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

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

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

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

The Channeler

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

Table 3–1

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

Game Rule Information

Channelers have the following game statistics.

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

Alignment: Any.

Hit Die: d6.

Starting Possessions: 2d4x10 vp.

Class Skills

The channeler's class skills (and the key ability for each skill) are Concentration (Con), Craft (Int), Decipher Script (Int), Handle Animal (Cha), Heal (Wis), Knowledge (arcana) (Int), Knowledge (spirits) (Int), Profession (Wis), Ride (Dex), Search (Int), Speak Language (n/a), Spellcraft (Int).

Skill Points at 1st Level: 4 + Int modifier (x4).

Skill Points at Each Additional Level: 4 + Int modifier.

Additional Class Skills:

Charismatic Channeler: Bluff (Cha), Diplomacy (Cha), Gather Information (Cha), Intimidate (Cha), and Sense Motive (Wis).

Hermetic Channeler: Knowledge (all skills, taken individually).

Spiritual Channeler: Diplomacy (Cha), Knowledge (nature) (Int), Sense Motive (Wis), Survival (Wis), and Swim (Str).

Class Features

All the following are features of the channeler.

Weapon and Armor Proficiencies: Channelers are proficient with all simple weapons. They are not proficient with any type of armor or shield. Armor of any type interferes with a channeler's arcane gestures, which can cause his spells with somatic components to fail.

Magecraft: The channeler gains the Magecraft feat for free at 1st level. When a character gains the Magecraft feat, he must choose a spellcasting tradition. The tradition chosen determines the channeler's key ability for spellcasting, determines how he learns additional spells (see page 129), and determines the channeler gifts that he may gain as he advances in channeler level, as described below.

Bonus Spells (Ex): Starting at 2nd level, the channeler learns two new spells of any level and school he can cast upon gaining a new channeler level. This is in addition to the spells learned from the Magecraft and Spellcasting feats.

Bonus Spell Energy (Ex): The channeler's maximum spell energy increases by one point for every level of channeler he gains.

Art of Magic (Ex): The channeler focuses on the art, science, or philosophy of magic above all else. As such, he may master spells more quickly than a mere dabbler. Usually, a character may only know or cast spells of a level equal to or less than one-half his character level (rounded down). A character with more channeler levels than levels in other classes adds +1 to his character level for this purpose (see page 128 for more details).

Spellcasting: The channeler gains the Spellcasting feat at 2nd level and every three levels thereafter, each time choosing a new spell school. A channeler who qualifies may choose Greater Spellcasting instead.

Summon Familiar (Su): Channelers eventually learn to shape part of their own souls into spirit-like entities separate from themselves, the better to investigate the world around them, perform minor chores, and act as guardians, scouts, and messengers. These entities are known as familiars. At 2nd level, the channeler may summon a familiar via a process that takes one full uninterrupted day of ritual and concentration and requires a sacrifice of 5 days worth of food. The rules for the familiar are otherwise exactly the same as those described in the core rules.

Bonus Feat: The channeler gains a bonus feat at 4th level and every three levels thereafter. The type of feat that may be chosen depends on the channeler's tradition.

Channeler Traditions and Gifts

Each channeler tradition is essentially a sub-class of the channeler class; the members of the separate traditions have varying methodologies, outlooks, specialties, and strengths. Even within a single tradition, the styles of magic and details of spellcasting run a wide gamut, but channelers of the same tradition are always united by two things: their key spellcasting abilities, their bonus feats, and the nature of their channeler gifts.

Spiritual Tradition

Bonus Feats: Spiritual channelers may choose Extra Gift, Spell Knowledge, or any item creation feats as bonus feats.

Master of Two Worlds (Su): At 3rd level, spiritual channelers are gifted with the ability to command the natural world and to ward off that which is unnatural. The spiritual channeler may use this ability a number of times per day equal to 3 + his Wisdom modifier. At 3rd level and every 3 levels thereafter (at 6th, 9th, 12th, 15th, and 18th level), the spiritual channeler may choose one of the powers listed below. A 3rd-level channeler must choose either mastery of nature, mastery of the unnatural, or mastery of spirits.

Unless otherwise stated, each power must be used independently. For instance, if a spiritual channeler with the mastery of nature power and the mastery of the unnatural power is being attacked by a gang of barghests and their hunting wolves while being grappled by an assassin vine, he may choose to attempt to rebuke the assassin vine and the wolves, or turn the barghests, but not both.

Mastery of Nature: The spiritual channeler may rebuke or command animals and plants. This ability works just like the evil cleric's ability to rebuke or command undead in the d20 system core rules, except that it is a Wisdom check and it only functions on animals and plants. The channeler affects both creature types when he uses this power, and may not choose to affect only one creature type or the other.

Mastery of the Unnatural: The spiritual channeler may turn or destroy outsiders and constructs. This ability works just like the good cleric's ability to turn undead in the d20 system core rules, except that it is a Wisdom check and it only functions on outsiders and constructs. Furthermore, all outsiders and constructs are considered to have twice the normal HD for the purposes of resolving turning checks and turning damage against them.

Note that outsiders (spirits) that are possessing another entity are immune to these turn attempts, and must first be removed (such as via *Mastery of Spirits,* below, or the *protection from evil* spell) from their hosts.

Mastery of Spirits: The spiritual channeler may exorcise any possessing entity from a corporeal, living creature. This ability works just like the good cleric's ability to turn undead in the d20 system core rules, except that it is a Wisdom check and it only functions on creatures using a spell, spell-like ability, or supernatural ability to possess another creature. Common examples include a ghost's or spirit's malevolence ability, the *magic jar* spell, or *dominate person*.

Lorebook Checks

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

Table 3–2

If the channeler is successful, the entity is forced out of the host and back into its own body, a receptacle, or simply expelled into the nearest space outside the host, whichever is appropriate for the possessing effect. A creature that has benefited from the channeler's exorcism ability may not be possessed by the same being for 24 hours; if the channeler had double the possessing creature's HD, that creature may not be possessed by the same being for one year.

Confident Effect: The spiritual channeler gains a +4 competence bonus on his mastery checks.

Heightened Effect: The spiritual channeler is considered to be two levels higher for the purposes of any mastery check, but not for mastery damage.

Powerful Effect: The spiritual channeler rolls an additional 1d6 of mastery damage.

Precise Effect: When the spiritual channeler uses master of two worlds, he may choose a specific creature type from among those he may affect. The effect is applied to creatures of that type before all others, regardless of distance and HD. For instance, in the example above, the channeler could choose to affect animals first or plants first, causing the rebuke attempt to apply to the assassin vine or the hunting wolves before moving on to the other creatures.

Specific Effect (requires *Precise Effect*): When the spiritual channeler uses master of two worlds, he may choose specific individuals from among those he may affect. The effect is applied to those individuals before all others, regardless of distance and HD. For instance, in the example above, the channeler could choose to specify the lead barghests, causing the turn attempt to apply to them before moving on to the other creatures.

Universal Effect: When the spiritual channeler uses master of two worlds, he may include any mastery power he knows in the attempt. For instance, in the example above, the channeler would be able to affect both the assassin vine and the barghests with a single use of master of two worlds. The channeler still cannot control which type of creature is affected first.

Hermetic Tradition

Bonus Feats: Hermetic channelers may choose Spell Knowledge, item creation feats, or metamagic feats as bonus feats.

Literate: At 1st level, hermetic channelers gain literacy in any one language in which they have skill ranks. Every three levels thereafter, they gain literacy in another language in which they have skill ranks.

Lorebook (Su): Hermetic channelers not only have their own experiences from which to draw knowledge, they are also able to tap into an understanding of history, hearsay, and tales as separate pieces of a larger whole. At the end of each day, the hermetic channeler records all of the knowledge he has gained over the course of the day in his lorebook. His memory and awareness are such that even random snippets of conversation and seemingly unimportant observations are remembered and written down.

By the time he reaches 3rd level, the lorebook has acquired so much information ranging from the esoteric to the essential, so many scraps of the whole tapestry of the knowledge of the human race, that it can be used both as a study tool and to jog the hermetic channeler's memory and insight on nearly any topic. To use the lorebook, the hermetic channeler may consult it over one minute. At the end of that minute, he may make a lorebook check with a bonus equal to his hermetic channeler class level plus his Intelligence modifier. If successful, he gains some useful bit of knowledge or insight from his book. Lorebooks contain information on history, people, places, legends, and creatures. The channeler may not take 10 or take 20 on this check, since the information may simply not be available in the book. Retries are not possible. The DM should determine the DC of the check by using Table 3–2 as a guide.

The hermetic channeler may instead scan the book rapidly as a full-round action. In this case, the lorebook check suffers a –10 penalty, and may be retried.

It is assumed that the hermetic channeler spends 10 minutes of uninterrupted work at the end of each day recording information he has picked up, and spends 10 minutes of uninterrupted study at the beginning of each day perusing the book. If either step is skipped, the hermetic channeler suffers a cumulative –1 penalty on all lorebook checks for each day a step is skipped.

The lorebook's uses are many, however. At 3rd level and every 3 levels thereafter (at 6th, 9th, 12th, 15th, and 18th level), the hermetic channeler may choose one of the powers listed below.

Quick Reference: The hermetic channeler is practiced at looking up information under stress. The penalty for scanning the lorebook rapidly is reduced to –5. This power may be chosen a second time, reducing the penalty to 0.

Knowledge Specialty: The hermetic channeler has learned to earmark different sections of the book depending on his needs. At the beginning of each day, he may choose one Knowledge skill as he peruses his book. The channeler is considered to have the Skill Focus (Knowledge) feat in that skill for the day. This power may be chosen multiple times; each time it is chosen, the hermetic channeler gains one additional Skill Focus (Knowledge) feat for the day.

Foe Specialty: The hermetic channeler recognizes the value of knowledge as a weapon. At the beginning of each day, he may choose one creature type as he peruses his book. The channeler may take 10 when making Knowledge checks to identify creatures and their special powers or vulnerabilities. Additionally, the channeler can rattle off what he knows about such creatures by rote. In game terms, this means that he may communicate any knowledge he has about such creatures to his companions as soon as initiative is rolled, assuming his companions are within earshot. This power may be chosen multiple times; each time it is chosen, the hermetic channeler may use the foe specialty ability on one additional creature type per day.

Spell Specialty: The hermetic channeler can gain insight into the nature of magic by reading about the world around him. At the beginning of each day, he may choose one spell that he knows. The save DC for that spell increases by +1. This power may be chosen multiple times; each time it is chosen, the hermetic channeler may use the spell specialty ability on one additional spell per day. The same spell may not be chosen twice, meaning that the DC of any one spell cannot be increased by more than +1 by this ability.

Charismatic Tradition

Bonus Feats: Charismatic channelers may choose Extra Gift, Spell Focus, Greater Spell Focus, or Spell Knowledge as bonus feats.

Force of Personality (Su): Charismatic channelers manipulate magic through sheer force of will, and that same personal power can be used to affect living beings. At 3rd level, charismatic channelers are gifted with the ability to extend that force of will to affect the actions, thoughts, and

emotions of others. The charismatic channeler may use this ability a number of times per day equal to 3 + his Charisma modifier. At 3rd level and every 3 levels thereafter (at 6th, 9th, 12th, 15th, and 18th level), the charismatic channeler gains another use per day of this ability and may choose one of the powers listed below. A 3rd-level channeler must choose either inspire fascination, inspire freedom, or inspire fury. Unless otherwise noted, using the force of personality power requires a move action to activate and a move action to maintain. Some force of personality abilities require either a standard action to activate, a standard action each round to maintain concentration, or both.

Unless otherwise stated, each power must be used independently. For instance, if a charismatic channeler with the inspire confidence ability and the inspire fury ability wants to use both to assist his comrades, he may only activate one such ability per round.

Inspire Confidence: The channeler can use his strong sense of self to help others resist assaults on their minds. To be affected, an ally must be within 60 ft. and be able to see and hear the channeler. For as long as the channeler continues to use this ability as a move action, all affected creatures gain a +4 morale bonus to saves against enchantment or fear effects. If an ally is already being affected by an enchantment or fear effect when this ability is activated, he may immediately make a new saving throw with the +4 morale bonus to end the effect. Inspire confidence has no effect against effects that don't allow saves. Inspire confidence is a mind-affecting ability, and may be maintained for 1 round per class level.

Inspire Fascination: The channeler can use his conversational skills, performances, or sheer magnetic personality to cause one or more creatures to become fascinated with him. Each creature to be fascinated must be within 120 ft., be able to see and hear the channeler, and able to pay attention to him. The channeler must also be able to see the creature. The distraction of a nearby combat or other dangers prevents the ability from working. The channeler can target one creature per class level.

Activating this ability requires a standard action. Each target must make a Will save (DC equal to 10 +1/2 channeler's class level + Cha modifier). If a creature's saving throw succeeds, the channeler cannot attempt to fascinate that creature again for 24 hours. If its saving throw fails, the creature sits quietly and watches or listens to the channeler, taking no other actions, for as long as the channeler continues to speak or perform and concentrate as a standard action (up to a maximum of 1 round per class level). While fascinated, a target takes a –4 penalty on skill checks made as reactions, such as Listen and Spot checks. Any potential threat allows the creature a new saving throw.

Any obvious threat, such as someone drawing a weapon, casting a spell, or aiming a ranged weapon at the target, automatically breaks the effect. Inspire fascination is an enchantment (compulsion), mind-affecting ability.

Inspire Fury: The channeler can use his powerful presence to inspire his allies (including himself), bolstering them against attacks and improving their combat abilities. To be affected, an ally must be within 60 ft. and able to see and hear the channeler. The effect lasts for as long as the channeler maintains the ability (or for as long as the ally is in range and can see and hear the channeler) and for 5 rounds thereafter. The effect may be maitained for up to 1 round per channeler level. An affected ally receives a +1 morale bonus on initiative rolls, attack rolls, and weapon damage rolls. Inspire fury is a mind-affecting ability.

Improved Fury (Requires *Inspire Fury*): When the channeler uses the inspire fury ability, affected creatures gain an additional +1 morale bonus on initiative rolls, attack rolls, and weapon damage rolls. This gift may be chosen multiple times, and its effects stack.

Improved Confidence (Requires *Inspire Confidence*): When the channeler uses the inspire confidence ability, even allies that fail their saves against enchantment effects only suffer the effects for half the normal duration. Likewise, allies that fail their saves against fear effects suffer the next lowest fear status: panicked allies are merely frightened, frightened allies are merely shaken, and shaken characters become unaffected.

Suggestion (Requires *Inspire Fascination*): When the channeler uses the inspire fascination ability, he can make a *suggestion* (as the spell) as a standard action to a creature that he has already fascinated (see above). Using this ability does not break the channeler's concentration on the *fascinate* effect, nor does it allow a second saving throw against the *fascinate* effect. A Will saving throw (DC 10 + 1/2 channeler's class level + Cha modifier) negates the effect.

Making a *suggestion* uses up one of the channeler's daily allotments of force of personality uses. *Suggestion* is an enchantment (compulsion), mind-affecting, language-dependent ability.

Greater Fury (Requires *Inspire Fury* and *Improved Fury*): When the channeler uses his inspire fury ability, he can inspire supreme fury in himself or a single willing ally within 30 feet as a move action, granting him or her extra fighting capability. The effect lasts for as long as the inspire fury ability continues to affect the target. A creature inspired with greatness gains 2 bonus Hit Dice (d10s), the commensurate number of temporary hit points (apply the target's Constitution modifier, if any, to these bonus Hit Dice), a +2 competence bonus on attack rolls, and a +1 competence bonus on Fortitude saves. The bonus Hit Dice count as regular Hit Dice for determining the effect of spells that are Hit Dice dependant.

Each use of supreme fury on a single target uses up one of the channeler's daily allotments of force of personality uses. Supreme fury is a mind-affecting ability.

Greater Confidence (Requires *Inspire Confidence* and *Improved Confidence*): When the channeler uses his inspire confidence ability, after five rounds of using the ability, he may target one ally within range as a standard action. That ally receives the benefits of a *break enchantment* spell (caster level equal to the channeler's class level). For every subsequent 5 rounds of using the inspire confidence ability, the channeler may use this ability an additional time.

Each use of supreme freedom on a single target uses up one of the channeler's daily allotments of force of personality uses. A channeler can't use *supreme freedom* on himself.

Mass Suggestion (Requires *Inspire Fascination* and *Suggestion*): This ability functions like *suggestion,* above, except that the channeler can make the *suggestion* simultane-

ously to one creature per three class levels that he has already fascinated (see above).

Each creature targeted with *mass suggestion* uses up one of the channeler's daily allotments of force of personality uses. *Mass suggestion* is an enchantment (compulsion), mind-affecting, language-dependent ability.

Defender

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

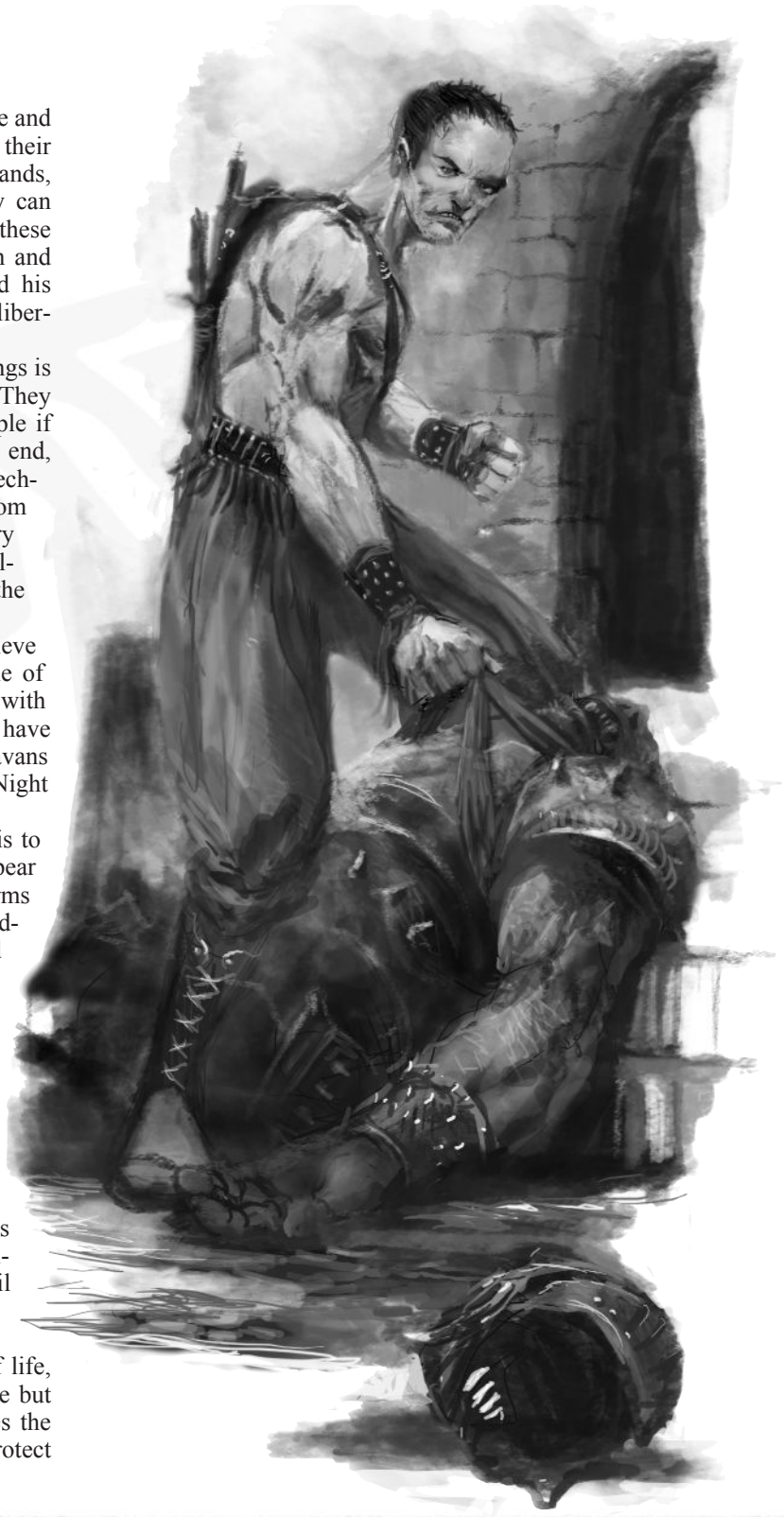
Defenders know that to openly defy the Night Kings is to bring death to themselves and all who know them. They also know that they must rally the spirits of their people if there is ever hope of triumphing over Izrador. To this end, they train their bodies to be weapons and learn martial techniques with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

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

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

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

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



The Defender

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	AC Bonus
1	+1	+0	+2	+0	Masterful strike	+1
2	+2	+0	+3	+0	Defender ability, Stunning Fist	+1
3	+3	+1	+3	+1	Improved Grapple	+2
4	+4	+1	+4	+1	Precise strike	+2
5	+5	+1	+4	+1	Defender ability	+3
6	+6/+1	+2	+5	+2	Incredible speed or resilience	+3
7	+7/+2	+2	+5	+2	Masterful strike +1d6	+4
8	+8/+3	+2	+6	+2	Defender ability	+4
9	+9/+4	+3	+6	+3	Incredible speed or resilience	+5
10	+10/+5	+3	+7	+3	Precise strike II	+5
11	+11/+6/+1	+3	+7	+3	Defender ability	+6
12	+12/+7/+2	+4	+8	+4	Incredible speed or resilience	+6
13	+13/+8/+3	+4	+9	+4	Masterful strike +2d6	+7
14	+14/+9/+4	+4	+9	+4	Defender ability	+7
15	+15/+10/+5	+5	+10	+5	Incredible speed or resilience	+8
16	+16/+11/+6/+1	+5	+10	+5	Precise strike III	+8
17	+17/+12/+7/+2	+5	+11	+5	Defender ability	+9
18	+18/+13/+8/+3	+6	+11	+6	Incredible speed or resilience	+9
19	+19/+14/+9/+4	+6	+12	+6	Masterful strike +3d6	+10
20	+20/+15/+10/+5	+6	+12	+6	Defender ability	+10

Table 3–3

that governs their actions and philosophy, though there are many codes of this nature.

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

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

Game Rule Information

Defenders have the following game statistics.

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

Alignment: Any.

Hit Die: d8.

Starting Possessions: 1d4 x 10 vp.

Class Skills

The defender's class skills (and the key ability for each skill) are Balance (Dex), Bluff (Cha), Climb (Str), Craft (Int), Escape Artist (Dex), Handle Animal (Cha), Hide (Dex), Jump (Str), Knowledge (local) (Int), Knowledge (Shadow) (Int), Listen (Wis), Move Silently (Dex), Profession (Wis), Ride (Dex), Sense Motive (Wis), Speak Language (n/a), Swim (Str), and Tumble (Dex).

Skill Points at 1st Level: 4 + Int modifier (x4).

Skill Points at Each Additional Level: 4 + Int modifier.

Class Features

All the following are features of the defender.

Weapon and Armor Proficiencies: Defenders are proficient with a variety of traditional weapons that are necessary as tools; by training with everything from lengths of rope to wooden boards, the defender ensures that he can always carry a weapon without being accused of breaking the law as he does so. This list includes the club, dagger, dart, farmer's ropes, handaxe, inutek, light hammer, light pick, quarterstaff, sap, sickle, throwing axe, sling, and great sling.

Defenders are proficient only with padded armor, and not with shields; as with weapons, wearing more visible armor in occupied territory would only serve to mark the defender as a target, not protect him. Because the defender regularly fights for his life wearing nothing more than padded

clothes, the defender loses his defender abilities, masterful strike, precise strike, and AC bonus when wearing any armor other than padded or when using a shield.

Masterful Strike (Ex): Even the simplest weapons can be taken or destroyed, and as such the defender trains to defend himself when unarmed. He gains the Improved Unarmed Strike feat at 1st level. Additionally, his unarmed strike damage improves to 1d4 for Small defenders, 1d6 for Medium defenders, and 1d8 for Large defenders.

At 6th level, a defender deals 1d6 extra damage when he hits with a successful unarmed strike. This extra damage increases by 1d6 at 12th level and by another 1d6 at 18th level.

A defender's bonus damage dice only apply against living creatures with discernable anatomies—undead, constructs, oozes, plants, and incorporeal creatures lack vital areas to attack. Any creature that is immune to critical hits is not vulnerable to a defender's bonus damage dice. As with other examples of bonus dice, the extra damage from masterful strike is not multiplied when a critical hit is scored.

Stunning Fist: At 2nd level, the defender gains Stunning Fist as a bonus feat even if he does not meet the prerequisites. The DC for a defender's stunning fist is based on his Strength modifier rather than his Wisdom modifier. A defender with the Stunning Fist feat may attempt a stunning attack a number of times per day equal to his defender level +3, plus one additional time per day for every four levels he has in classes other than defender, but no more than once per round.

Improved Grapple: Even the mightiest orc cannot use a vardatch when he is being grappled. At 3rd level, defenders gain Improved Grapple as a bonus feat.

AC Bonus (Ex): When wearing armor no heavier than padded, the defender gains the listed bonus to AC. This bonus to AC applies even against touch attacks or when the defender is flat-footed. He loses this bonus when he is immobilized or helpless.

Precise Strike (Ex): Assaulting heavily armored orcs with one's bare fists is excellent training for finding the weak spots of creatures that seem immune or resistant to normal weapons; at higher levels, a defender can find the weak points even in seemingly invulnerable creatures like constructs and elementals. At 4th level, when using an unarmed strike, a defender may ignore 3 points of damage reduction of any type whenever he inflicts damage. At 10th level he may ignore 6 points of damage reduction when inflicting damage, and at 16th level he may ignore 9 points of damage reduction when inflicting damage.

Incredible Speed or Resilience (Ex): Living a brutal life under the Shadow has taught defenders that, against superior numbers and better armed foes, speed or resilience are often the only defenses. Each time this ability is gained, the defender may choose incredible speed or incredible resilience.

If he chooses incredible speed, his base land speed increases by +10 ft. This increase to speed should be applied before the speed reduction from armor or encumbrance is calculated. If he chooses incredible resilience, he gains +3 hit points.

Defender Abilities: At 2nd level and every three levels thereafter (5th, 8th, 11th, etc.), a defender may choose one ability from the following list. The defender cannot use any of these abilities or gain any of their benefits when wearing armor heavier than padded or using a shield, or when using weapons other than unarmed strikes or weapons with which defenders are normally proficient.

Defender Abilities

Defender abilities are organized into tiers. Tier 1 abilities have no prerequisites. Tier 2 abilities each have one specific tier 1 ability as a prerequisite and most require one of the defender's daily uses of Stunning Fist. Tier 3 abilities each have two specific tier 1 abilities as prerequisites and most require one of the defender's daily uses of Stunning Fist.

Tier 1 Abilities

Flurry Attack: The defender's penalty for fighting with a weapon in his off hand (including attacking with an off-hand unarmed strike or using both ends of a double weapon, such as the quarterstaff) is reduced by 1. This ability may be chosen multiple times, each time reducing the penalty by an additional 1. This benefit stacks with feats such as Two-Weapon Fighting and reduces the penalty to the second and third off-hand attacks granted by Improved Two-Weapon Fighting and Greater Two-Weapon Fighting.

Defensive Mastery: Each of the defender's saving throws gains a permanent +1 bonus. This ability may be chosen multiple times.

Dodge Training: The AC bonus granted by the defender's class ability increases by +1. This ability may be chosen multiple times.

Grappling Training: The defender may attempt a disarm, sunder, or trip attack against a foe with whom he is grappling. In all cases, the attempt takes the place of a normal attack and is resolved with opposed grapple checks rather than with the normal opposed attack roll or opposed Strength check; only the normal modifiers to the grapple checks are used.

For instance, if an Erenlander defender attempts to trip a dwarf with whom he is grappling, the dwarf does not gain his +4 racial bonus to avoid being tripped; likewise, if a halfling defender attempts to disarm the greataxe wielded by the orc with whom he is grappling, the orc does not get a +4 bonus to the roll for wielding a two-handed weapon and the halfling does not suffer a –4 penalty for using a light weapon (though the halfling does suffer the normal –4 size penalty on the grapple check).

Offensive Training: When a defender has successfully stunned a foe with a stunning attack, he can attempt to blind or deafen his opponent for a number of rounds equal to his Strength modifier. The round during which the opponent is stunned does not count against the duration of this effect. The stunned opponent may make a saving throw (DC equal to the DC of the defender's Stunning Fist attack) to avoid this effect, albeit at a –4 penalty.

Speed Training: Once per round, the defender may make an additional move action, either before or after his regular actions.

Tier 2 Abilities

Cover Ally (Requires *Dodge Training*): Once per round when an ally within 5 ft. would be struck by a melee or ranged attack, the defender can choose to suffer the effects of the attack. The defender must choose to cover the ally before the effects of the attack are determined (i.e., before damage is rolled, saving throws are called for, etc.). Using this ability uses up one of the defender's daily uses of Stunning Fist.

One with the Weapon (Requires *Offensive Training*): The defender chooses one weapon with which defenders are normally proficient. The defender may now use masterful strike, precise strike, and the Stunning Fist feat with that weapon. These defender class abilities may only be used with ranged weapons if the target is within 30 ft. This ability may be chosen multiple times. Each time it is chosen, the defender may either choose another weapon or may increase the range at which the abilities may be used by 30 ft.

Rapid Strike (Requires *Speed Training*): Once per round the defender may make an extra attack with his primary weapon at his highest attack bonus, either before or after his regular actions. This ability does not stack with *haste*, Cleave, or other effects that grant additional attacks. Using this ability uses up one of the defender's daily uses of Stunning Fist.

Strike and Hold (Requires *Grappling Training*): Once per round as a free action, the defender may attempt to establish a hold as a free action against any opponent he just hit with an unarmed strike. If he succeeds, he may deal additional damage to the target as with an unarmed strike. He then has the option of letting the target go or of moving into the target's space and maintaining the grapple. Using this ability uses up one of the defender's daily uses of Stunning Fist.

Tier 3 Abilities

Counterattack (Requires *Dodge Training* and *Offensive Training*)*:* Once per round when a foe within reach misses the defender with a melee attack, the defender may make an immediate attack of opportunity against the foe. This ability may not be used in conjunction with the weapon trap ability. Using this ability uses up one of the defender's daily uses of Stunning Fist.

Devastating Strike (Requires *Grappling Training* and *Offensive Training*)*:* When a defender has successfully stunned a foe with a stunning attack, he can opt to initiate a bull rush as a free action that does not provoke attacks of opportunity. Unlike a normal bull rush attempt, the defender does not need to move with the target in order to push him farther than 5 feet. The stunned opponent is allowed to make a Strength check to resist the bull rush, albeit at a –4 penalty. Using this ability uses up one of the defender's daily uses of Stunning Fist.

Furious Grapple (Requires *Grappling Training* and *Speed Training*): Once per round when the defender is grappling an opponent he may make an extra grapple check as a free action at his highest grapple bonus, either before or after his regular actions. This grapple check may be used to perform any of the actions in a grapple other than casting a spell, regardless of whether the action takes the place of an attack or is a move action, standard action, or full-round action. This ability does not stack with *haste*, Cleave, or other effects that grant additional attacks.

Retaliatory Strike (Requires *Dodge Training* and *Speed Training*): Once per round the defender can make an attack of opportunity against any foe within reach that successfully strikes one of the defender's allies. This ability may not be used in conjunction with the cover ally ability. Using this ability uses up one of the defender's daily uses of Stunning Fist.

Weapon Trap (Requires *Dodge Training* and *Grappling Training*)*:* Once per round when a defender is attacked by a foe in melee but before the attack roll is resolved, he may make an opposed attack roll to attempt to catch the weapon in his bare hands. Modifiers are applied to both rolls as if the defender were attempting to disarm the attacker. This ability may only be used once per round, and the defender must have both hands free to make the attempt. Using this ability uses up one of the defender's daily uses of Stunning Fist.

If the defender fails, he is hit and damage is dealt as normal. If the defender succeeds, he has grabbed the weapon by the hilt, the flat of the blade, etc., such that he suffers no damage from the attack. The defender may now perform one of the following as a free action:

• Attempt to disarm the opponent, which does not provoke an attack of opportunity. If the weapon trapped is a natural weapon, this option is impossible.

• Automatically deal damage to the weapon as with an unarmed strike. If the weapon trapped is a natural weapon, the damage is dealt to the creature.

• Make a single unarmed strike against the opponent, who loses his Dex bonus to AC (if any) against the attack.

Once the defender has resolved one of these actions, the weapon is released. The attacker may continue with his turn as normal, including making additional attacks with other weapons if able.

Fighter

Fighters are less common among PCs races in MIDNIGHT than they are in other settings. More than any other class, fighters are masters of training and weaponry, both of which are in short supply in the Last Age in Eredane. This is not to say fighters do not exist; they are especially common among the dwarves, who focus on weapon mastery, the Dorns, who train towards toughness and the ability to deal large amounts of damage, and the Sarcosans, who are devastating mounted combatants. However, many warriors against the Shadow have realized that stealth is often a more useful asset than brawn, and that a quick tongue can succeed where a quick blade cannot.

In order to become a fighter, a character is likely to have had access to better training and better weapons and armor than most other classes; this means that she is either one of the free peoples of Eredane (the elves or the dwarves), an ex-soldier (a human or orc that once served Izrador but has since joined the forces of good), or one of the daring insurgents living free in Erenland. The resources necessary to train and equip a fighter are almost never found in the wilds; martial characters from that background tend toward wildlanders, barbarians, or warriors instead.

Game Rule Information

Fighter game statistics remain unchanged except for the following.

Starting Equipment: 5d4x10 vp.

Class Skills

The fighter's class skills (and the key ability for each skill) are Climb (Str), Craft (Int), Handle Animal (Cha), Intimidate (Cha), Knowledge (Shadow) (Int), Jump (Str), Profession (Wis), Ride (Dex), Speak Language (n/a), and Swim (Str).

Skill Points at 1st Level: (4 + Int modifier) x4.

Skill Points at Each Additional Level: 4 + Int modifier.

Class Features

Warrior's Way

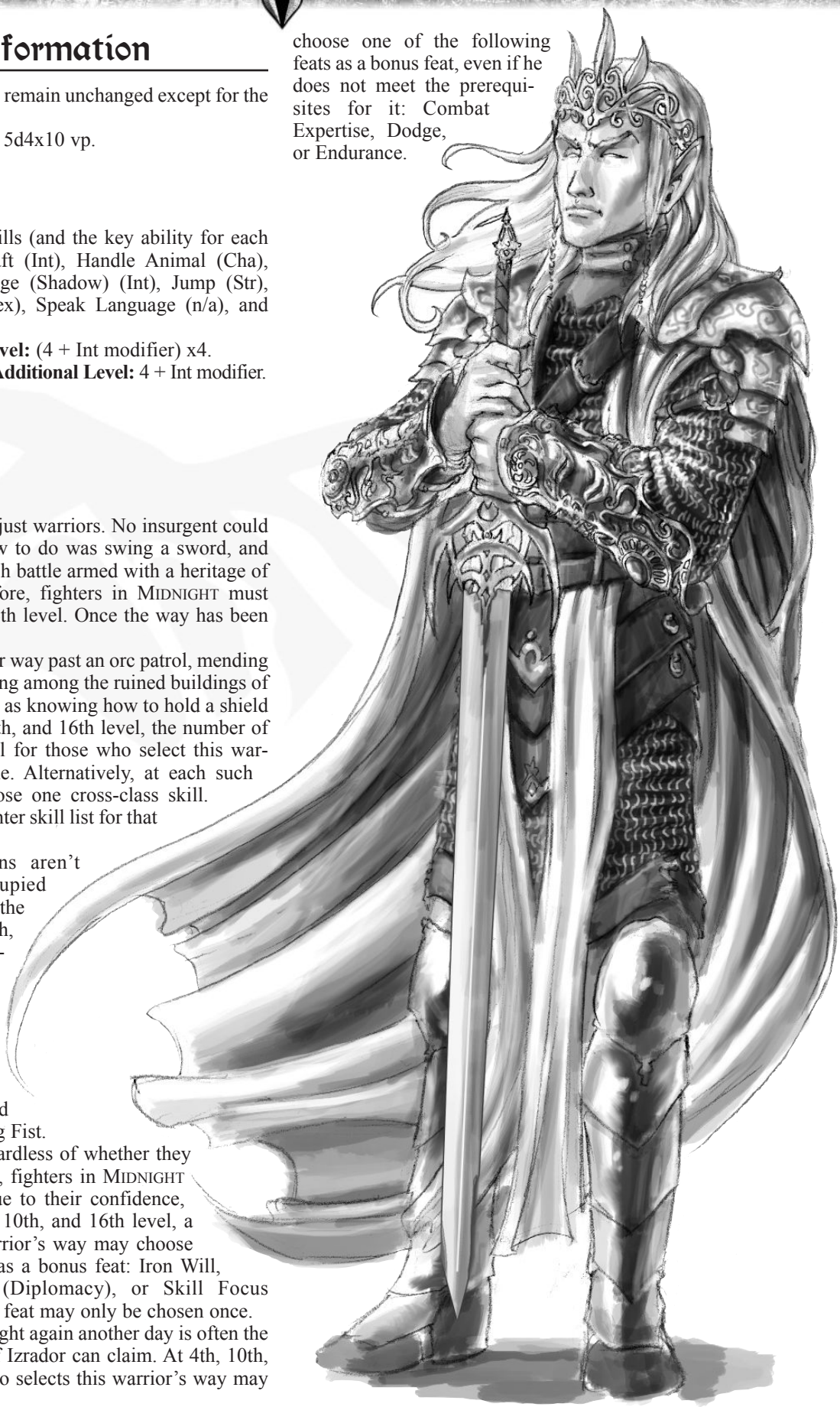
Few in MIDNIGHT are just warriors. No insurgent could last long if all he knew how to do was swing a sword, and even the brutal orcs approach battle armed with a heritage of pride and savagery. Therefore, fighters in MIDNIGHT must choose a warrior's way at 4th level. Once the way has been chosen, it is permanent.

Adapter: Talking your way past an orc patrol, mending your own weapons, and hiding among the ruined buildings of the Last Age are as essential as knowing how to hold a shield or swing an axe. At 4th, 10th, and 16th level, the number of skill points per fighter level for those who select this warrior's way increases by one. Alternatively, at each such level, the fighter may choose one cross-class skill. That skill is added to the fighter skill list for that character.

Improviser: Weapons aren't always at hand in occupied Eredane . . . at least, not in the hands of the heroes. At 4th, 10th, and 16th level, a fighter who selects this warrior's way may choose one of the following feats as a bonus feat, even if he does not meet the prerequisites for it: Improvised Weapon, Improved Grapple, Improved Unarmed Strike, or Stunning Fist.

Leader of Men: Regardless of whether they wish to take on such a role, fighters in MIDNIGHT are looked to as leaders due to their confidence, training, and focus. At 4th, 10th, and 16th level, a fighter who selects this warrior's way may choose one of the following feats as a bonus feat: Iron Will, Leadership, Skill Focus (Diplomacy), or Skill Focus (Profession [Soldier]). Each feat may only be chosen once.

Survivor: Living to fight again another day is often the only victory an opponent of Izrador can claim. At 4th, 10th, and 16th level, a fighter who selects this warrior's way may choose one of the following feats as a bonus feat, even if he does not meet the prerequisites for it: Combat Expertise, Dodge, or Endurance.



Rogue

If rogues are common in other settings, they are a plague in MIDNIGHT. After all, much of the continent is under occupation by a brutal enemy force that rewards those who divulge secret information or take advantage of their fellows. Of all of the core classes, rogues are the least changed. Their combination of stealth, offensive, and defensive capabilities ensure that they are common and capable members of every race and culture, whether they call themselves warriors, assassins, or opportunists.

Game Rule Information

Rogue game statistics remain unchanged except for the following.

Starting Possessions: 2d4x10 vp.

Class Skills

The rogue's class skills (and the key ability for each skill) are Appraise (Int), Balance (Dex), Bluff (Cha), Climb (Str), Craft (Int), Decipher Script (Int), Diplomacy (Cha), Disable Device (Int), Disguise (Cha), Escape Artist (Dex), Forgery (Int), Gather Information (Cha), Hide (Dex), Intimidate (Cha), Jump (Str), Knowledge (Shadow) (Int), Listen (Wis), Move Silently (Dex), Open Lock (Dex), Perform (Cha), Profession (Wis), Search (Int), Sense Motive (Wis), Sleight of Hand (Dex), Speak Language (n/a), Spot (Wis), Swim (Str), Tumble (Dex), Use Magic Device (Cha), and Use Rope (Dex).

Skill Points at 1st Level: (8 + Int modifier) x4.

Skill Points at Each Additional Level: 8 + Int modifier.

Wildlander

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

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

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

Characteristics: Wildlanders are masters of their environment and have many skills that help them to survive, track their prey, and to help others find their way through the wilderness. They are proficient in most forms of weaponry and armor, granting them combat capabilities far greater than most. Finally, wildlanders are always aware of their surroundings and train themselves to make quick decisions in times of great stress.

Alignment: Wildlanders can be of any alignment. The majority are good-hearted protectors who feel either heroic or guilt-driven motivations to guard those around them. Most wildlanders are also chaotic, ignoring the laws of the lands in which they live as readily as they flaunt those of the Night Kings. The wildlanders see their freedom from such restraints as a strength and thus fight to maintain their independence. Evil wildlanders still harbor resentment toward the people who revile them as traitors, and some have taken up with the forces of Izrador to serve as trackers, bounty hunters, and scouts.

The Wildlander

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1	+1	+2	+0	+0	Track, wildlander trait
2	+2	+3	+0	+0	Wildlander trait
3	+3	+3	+1	+1	Danger sense
4	+4	+4	+1	+1	Hunter's strike 1/day
5	+5	+4	+1	+1	Wildlander trait
6	+6/+1	+5	+2	+2	Danger sense
7	+7/+2	+5	+2	+2	
8	+8/+3	+6	+2	+2	Wildlander trait, hunter's strike 2/day
9	+9/+4	+6	+3	+3	Danger sense
10	+10/+5	+7	+3	+3	
11	+11/+6/+1	+7	+3	+3	Wildlander trait
12	+12/+7/+2	+8	+4	+4	Danger sense, hunter's strike 3/day
13	+13/+8/+3	+8	+4	+4	
14	+14/+9/+4	+9	+4	+4	Wildlander trait
15	+15/+10/+5	+9	+5	+5	Danger sense
16	+16/+11/+6/+1	+10	+5	+5	Hunter's strike 4/day
17	+17/+12/+7/+2	+10	+5	+5	Wildlander trait
18	+18/+13/+8/+3	+11	+6	+6	Danger sense
19	+19/+14/+9/+4	+11	+6	+6	
20	+20/+15/+10/+5	+12	+6	+6	Wildlander trait, hunter's strike 4/day

Table 3–4

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

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

Other Classes: Wildlanders often associate with channelers and other spellcasters who must avoid detection by the forces of the Night Kings. Often, entire networks are formed to facilitate such alliances, and a traveling wildlander might know where to find a spellcaster no matter where he goes. A wildlander can respect the martial skills of a fighter or barbarian and the underlying rebellion of the defender's training. Other classes are tolerated by the wildlander, who has no reason to be irritated at the ways of others since he follows his own path and lets those around him do the same.

Game Rule Information

Wildlanders have the following game statistics.

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

Alignment: Any.

Hit Die: d8.

Starting Possessions: 4d4x10 vp.

Class Skills

The wildlander's class skills (and the key ability for each skill) are Balance (Dex), Climb (Str), Craft (Int), Handle Animal (Cha), Heal (Wis), Hide (Dex), Jump (Str), Knowledge (geography) (Int), Knowledge (nature) (Int), Listen (Wis), Move Silently (Dex), Profession (Wis), Ride (Dex), Search (Int), Speak Language (n/a), Spot (Wis), Survival (Wis), Swim (Str), and Use Rope (Dex).

Skill Points at 1st Level: 6 + Int modifier (x4).

Skill Points at Each Additional Level: 6 + Int modifier.

Class Features

All the following are features of the wildlander.

Weapon and Armor Proficiencies: A wildlander is proficient with all simple and martial weapons, light armor, medium armor, and shields.

Track: Wildlanders receive Track as a bonus feat at 1st level.

Danger Sense (Ex): Wildlanders are notoriously difficult to surprise. At 3rd level, a wildlander gains a +1 bonus to initiative rolls and a +1 bonus to all Spot and Listen checks. Every three levels thereafter (at 6th, 9th, 12th, 15th, and 18th level), the wildlander may either increase her bonus to initiative rolls by +1 or increase his bonus to Spot and Listen checks by +1.

Hunter's Strike (Ex): Whether hunting game for her own survival or eliminating an orc scout before it finds the village she protects, a wildlander often only gets one shot at her target, and knows that it must count. Once per day at 4th level, the wildlander may inflict double damage with any successful melee or ranged weapon attack, as if she had succeeded at a critical hit with a x2 multiplier. If a hunter's strike is applied to a confirmed critical hit, the damage is not doubled; instead, damage is dealt as if the critical multiplier of the weapon were one higher.

The wildlander must decide to use the hunter's strike after the attack roll is made but before damage is rolled. She may use this ability an additional time per day at 8th, 12th, 16th, and 20th level.

Wildlander Trait (Ex): At 1st and 2nd level and every three levels thereafter (5th, 8th, 11th, 14th, 17th, and 20th), a wildlander gains a special trait of her choice from among the following. Unless otherwise noted, all wildlander traits are extraordinary abilities.

Wildlander Traits

Wildlander traits are organized into tiers. Tier 1 traits have no prerequisites. Tier 2 traits each have one specific tier 1 ability as a prerequisite, and tier 3 traits have either a specific tier 1 trait and a specific tier 2 trait as prerequisites, or another tier 3 trait as a prerequisite.

Tier 1 Traits

Master Hunter: The wildlander may choose a type of creature from Table 3–5. Against this type of creature, the wildlander gains a +2 bonus to Bluff, Listen, Sense Motive, Spot, and Survival checks when using these skills against this

type of creature. In addition, she gains a +2 bonus on weapon damage rolls against such creatures. A wildlander may select this trait multiple times, choosing a new creature type or the same type. If the same creature type is chosen more than once, the bonuses stack; however, a wildlander may not choose the master hunter ability against the same creature type twice in a row.

For instance, a wildlander might choose master hunter: orcs as her 1st-level wildlander trait. She could not then choose master hunter: orcs as her 2nd-level wildlander trait, because that would be choosing the same creature type twice in a row. She could choose the master hunter trait and select a different creature type, or choose a different wildlander trait altogether, but could not select master hunter: orcs again until 5th level.

Quick Stride: The wildlander's speed is faster than the norm for his race by +10 feet. This benefit applies only when he is wearing no armor or light armor, and not carrying a medium or heavy load. A wildlander may select this trait multiple times, increasing his speed by +10 feet each time; however, she may not choose this trait twice in a row.

Rapid Response: The wildlander gains Alertness or Improved Initiative as a bonus feat.

Skill Mastery: The wildlander becomes so certain in the use of certain skills that she can use them reliably even under adverse conditions. Upon gaining this ability, she selects any skill from the wildlander class skill list. When making a check with that skill, she gains a +3 competence bonus to the check and may take 10 even if stress and distractions would normally prevent her from doing so. A wildlander may select this trait multiple times, selecting a different skill for it to apply to each time.

Wild Empathy: The wildlander can improve the attitude of an animal. This ability functions just like a Diplomacy check to improve the attitude of a person. The wildlander rolls 1d20 and adds her wildlander level and her Charisma bonus to determine the wild empathy check result. The typical domestic animal has a starting attitude of indifferent, while wild animals are usually unfriendly.

To use wild empathy, the wildlander and the animal must be able to study each other, which means that they must be within 30 feet of one another under normal visibility conditions. Generally, influencing an animal in this way takes 1 minute, but, as with influencing people, it might take more or less time.

The wildlander can also use this ability to influence a magical beast with an Intelligence score of 1 or 2, but she takes a –4 penalty on the check.

Wilderness Trapfinding: The wildlander can use the Search skill to locate wilderness traps or traps without complicated moving parts when the task has a Difficulty Class higher than 20. She may also use the Survival skill to disarm such traps. If she beats a trap's DC by 10 or more with a Survival check she can study a trap, figure out how it works, and bypass it (with her party) without disarming it.

Woodland Stride: The wildlander may move through any sort of undergrowth (such as natural thorns, briars, overgrown areas, and similar terrain) at her normal speed and without taking damage or suffering any other impairment. However, thorns, briars, and overgrown areas that are enchanted or magically manipulated to impede motion still affect her.

Master Hunter

Creatures	Other
Aberration	Channeler
Animal	Legate
Construct	Fell
Dragon	Bodiless Spirits
Elemental	
Fey	**Humanoids**
Giant	Aquatic
Magical Beast	Elf (all)
Monstrous Humanoid	Dwarf
Ooze	Gnome
Outsider	Goblinoid
Plant	Halfling
Undead (non-Fell)	Human
Vermin	Orc

Table 3–5

Tier 2 Traits

Animal Companion (Requires *Wild Empathy*): The wildlander gains an animal companion selected from the following list: badger, dire rat, dog, riding dog, eagle, hawk, owl, pony, riding horse (light or heavy), snake (Small or Medium viper), or wolf. A halfling or a halfling-raised elfling may also choose an immature wogren. This creature is a loyal companion that accompanies the wildlander on her adventures as appropriate for its kind.

Each time a wildlander selects this trait, he may either select an additional animal companion from the list above, may advance his animal companion by one rank, or may dismiss a current animal companion for one of the next higher rank (see Table 3–6). When an immature wogren would normally reach rank 2, it instead becomes an adult wogren of rank 1.

Hated Foe (Requires *Master Hunter*): The wildlander gains another use of his hunter's strike ability per day, but this ability must be used against a creature for which he has chosen the master hunter trait.

Instinctive Response (Requires *Rapid Response*): After the wildlander makes an initiative check but before her place in the initiative order is determined, she may choose to re-roll her initiative check. She must take the second roll, even if it is worse than the original roll.

Overland Stride (Requires *Quick Stride*): When using Survival and performing tasks that normally require her to move at half-speed (such as tracking, foraging, or concealing

Animal Companion

Rank	Bonus HD	Natural Armor	Str Adj.	Dex Adj.	Bonus Tricks	Special	Alternate Companions
1	+0	+0	+2	+0	2	Devotion	
2	+2	+2	+4	+1	3	Magical beast	Black bear, boar, crocodile, grass cat*, ort*, shark (Large), snake (constrictor), snake (Large viper), warhorse (light or heavy), wolverine
3	+4	+4	+6	+2	4	Evasion	Boro*, brown bear, giant crocodile, plains leopard*, snake (Huge viper)
4	+6	+6	+8	+3	5	Improved speed	Polar bear, river eel*, shark (Huge), snake (giant constrictor)
5	+8	+8	+10	+4	6	Empathy	Sea dragon*

* New animal, see pages 322–326

Animal Companion Basics

Use the base statistics for the animal but make the following changes.

Rank: This is a way of measuring the animal companion's relative power, and is determined by the ability that grants the animal companion. Alternate animal companions always start with a rank of 1.

Bonus HD: Extra eight-sided (d8) Hit Dice, each of which gains a Constitution modifier, as normal. Remember that extra Hit Dice improve the animal's base attack and base save bonuses. Animals have good Fortitude and Reflex saves. The animal gains any extra skill points or feats for bonus HD.

Natural Armor Adj.: The number noted here is an improvement to the animal's existing natural armor bonus.

Str/Dex Adj.: Add this value to the animal's Strength and Dexterity scores.

Bonus Tricks: The value given in this column is the total number of "bonus" tricks that the animal knows in addition to any that the character might choose to teach it. These bonus tricks don't require any training time or Handle Animal checks, and they don't count against the normal limit of tricks known by the animal. The character selects these bonus tricks, and once selected, they can't be changed.

Devotion (Ex): The animal's loyalty to its master is such that it gains a +4 morale bonus on Will saves against Enchantment spells and effects.

Evasion (Ex): If the animal is subjected to an attack that normally allows a Reflex saving throw for half damage, it takes no damage if it makes a successful saving throw.

Magical Beast (Ex): The animal is now treated as a magical beast, not an animal, for the purposes of all effects that depend on its type (though it retains an animal's HD, base attack bonus, saves, skill points, and feats).

Improved Speed (Ex): The animal adds 10 ft. to its base speed.

Empathy (Su): As a byproduct of their long association and many battles together, the character and animal have a supernatural empathic link to a distance of up to 1 mile. The character cannot see through the animal's eyes, but can communicate simple commands as well as understand simple emotions and the basic emotions and circumstances of the animal.

Table 3–6

tracks), the wildlander may move at normal speed without penalty.

Sense Dark Magic (Requires *Master Hunter: Legate* or *Master Hunter: Outsider*): The corrupt magic of the dark god Izrador and of the malevolent spirits of Aryth leave subtle marks in the natural world: a faint stench, a splotch of decay on a leaf, a chill in the air. The wildlander has learned to spot those corruptions. At will, the wildlander can use this extraordinary ability to *detect magic* as the spell, except that this ability only reveals the presence of the divine magic of Izrador (if he has *Master Hunter: Legate*) or magic caused by the supernatural or spell-like abilities of outsiders (if he has *Master Hunter: Outsider*).

Additionally, for the purposes of tracking or detecting either of the creature types above for which he has the master hunter trait, the wildlander is considered to have the scent ability.

Trackless Step (Requires *Woodland Stride*): The wildlander leaves no trail in natural surroundings and cannot be tracked. She may choose to leave a trail if desired.

Woodslore (Requires *Wilderness Trapfinding*): The wildlander gains a sixth sense with regards to avoiding pits, snares, deadfalls, and other wilderness traps. Whenever she is in a natural setting and comes within 5 ft. of a trap or concealed door, she is entitled to a Search check to notice it as if she were actively looking for it.

Tier 3 Traits

Camouflage (Requires *Skill Mastery: Hide* and *Trackless Step*): The wildlander can use the Hide skill in any sort of natural terrain, even if the terrain doesn't grant cover or concealment.

Evasion (Requires *Quick Stride* and *Instinctive Response*): The wildlander can avoid even magical and unusual attacks with great agility. If she makes a successful Reflex saving throw against an attack that normally deals half damage on a successful save, she instead takes no damage. This benefit applies only when he is wearing no armor or light armor, and not carrying a medium or heavy load. A helpless wildlander does not gain the benefit of evasion.

Hunted by the Shadow (Requires *Rapid Response* and *Sense Dark Magic*): The magic of the Shadow in the North leaves a taint on all that it touches, something the wildlander has learned to recognize using a sixth sense. Whenever she would normally be surprised by a servant of Izrador, regardless of creature type, the wildlander may roll initiative as normal and act during the surprise round, taking a partial action.

Improved Woodland Stride (Requires *Woodland Stride* and *Overland Stride*): As woodland stride, except that the wildlander may move at her normal speed through terrain and plants that have been enchanted or magically manipulated to impede motion, without taking damage or suffering any other impairment.

True Aim (Requires *Skill Mastery: Spot* and *Hated Foe*): The wildlander has become a deadly killer of her chosen prey. When she gains this trait, she must choose one creature type for which she has chosen the master hunter trait. Whenever she uses her hunter's strike ability against a creature of that type, the attack is considered to be a critical hit with a x3 multiplier. If the attack was already a critical hit, the multiplier of the critical hit is increased by 2.

Hide in Plain Sight (Requires *Camouflage*): The wildlander can use the Hide skill even while being observed so long as she is in any sort of natural terrain.

Improved Evasion (Requires *Evasion*): This ability works like evasion, except that while the wildlander still takes no damage on a successful Reflex saving throw against an attack that normally deals half damage on a successful save, she takes only half damage on a failed save. A helpless wildlander does not gain the benefit of improved evasion.

Slippery Mind (Requires *Hunted by the Shadow*): The wildlander knows that to be ensnared by the dark god's magic is to die, and her force of will and survival instinct allow her to avoid such situations. If a wildlander with this trait is affected by an enchantment spell or effect cast by a servant of Izrador and fails her saving throw, she can attempt it again 1 round later at the same DC. She gets only this one extra chance to succeed on her saving throw.

CHAPTER 4

Prestige Classes

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

The following are merely a few of the specialized roles available to characters in the world of MIDNIGHT. The prestige classes that follow are highly specialized, either by race, geography, or profession. While prestige classes from other sources may be used in the world of MIDNIGHT with some editing, these are born from the cultures and politics of the land itself. The DM of any campaign is free to use or disregard these classes as he sees fit. DMs may choose to allow characters access to additional prestige classes from the core rules and other sources. Most such classes can be incorporated into MIDNIGHT with only minor alterations. Spellcasting classes, however, will require substantial revisions. Use the channeler, druid, and wizard classes as benchmarks when altering spellcasting prestige classes for inclusion in a MIDNIGHT campaign.

Ancestral Bladebearer

Before the Shadow fell over the empires of Eredane, one of the greatest gifts a youth could ask for was the arms and armor of his family. Such prized treasures were passed down from generation to generation, and were often the badge of inheritance that a father passed to his son before he died. Now that the Night Kings have completed their conquest of most of the lands of Eredane, such an inheritance is more dangerous than it is a boon. Still, there are those who would kill to retrieve their family's heirlooms, and with them a small bit of honor, despite the great risks involved. Some are rewarded not only with a symbol of a once-great family, but a powerful weapon that can save their lives in times of need. These ancestral blades are more than mere magical items—they are part of the family.

Hit Die: d10.

Requirements

To qualify to become an ancestral bladebearer, a character must fulfill all the following criteria.

Base Attack Bonus: +6.

Feats: Weapon Focus (character's ancestral blade), Weapon Specialization (character's ancestral blade).

Special: The character must possess a covenant item that is a weapon and was originally wielded by one of the character's ancestor. Though this class description uses the term "ancestral blade," any such weapon, bladed or not, qulaifies. The character must have wielded his ancestral blade exclusively for one entire level before taking his first level in this class. Additionally, the character may never use

The Ancestral Bladebearer

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1st	+1	+2	+0	+0	Unbreakable blade
2nd	+2	+3	+0	+0	Advance ancestral blade
3rd	+3	+3	+1	+1	Ancestral watcher, bonus feat
4th	+4	+4	+1	+1	Immovable blade
5th	+5	+4	+1	+1	Ancestral advisor
6th	+6	+5	+2	+2	Advance ancestral blade, bonus feat
7th	+7	+5	+2	+2	Ancestral guide
8th	+8	+6	+2	+2	Unwavering blade
9th	+9	+6	+3	+3	Ancestral protector, bonus feat
10th	+10	+7	+3	+3	Awaken ancestral blade

Table 4–1

a weapon other than the ancestral weapon. If he does so, he loses all class abilities for one week.

Class Skills

The ancestral bladebearer's class skills (and the key ability for each skill) are Climb (Str), Craft (Int), Handle Animal (Cha), Intimidate (Cha), Jump (Str), Profession (Wis), Ride (Dex), Speak Language (n/a), and Swim (Str).

Skill Points at Each Level: 2 + Int modifier.

Class Features

All of the following are features of the ancestral bladebearer prestige class:

Weapon and Armor Proficiency: Ancestral bladebearers are proficient with all simple and martial weapons, with all types of armor, and with shields.

Unbreakable Blade (Ex): At 1st level, the character's ancestral blade becomes unbreakable. No amount of physical or magical damage can destroy or harm the blade as long as a rightful heir of its family lives.

Advance Ancestral Blade (Ex): When wielding his ancestral blade, the character unlocks an additional power above and beyond that which his level allows him to know. Thus, if a 2nd-level ancestral bladebearer (8th level character overall) wielded a covenant item that gained powers at 5th, 11th, and 15th-level, the bladebearer would be able to access both the 5th and 11th-level powers. When he reaches his 6th-level as a bladebearer he would access the 15th-level ability. If the character gains this ability after he has unlocked all of his ancestral blade's powers, then its enhancement bonus increases by one.

Ancestral Watcher (Su): Beginning at 3rd level, the character's ancestral blade functions as if it had a permanent *alarm* spell cast upon it. The character can choose mental and an audible alarm as a free action at any time, and he may designate any number of creatures that automatically do not set off the blade's alarm.

Bonus Feat: Whenever this ability is gained, the character may choose any one feat from the list of fighter bonus feats.

Immovable Blade (Ex): Beginning at 4th level, the character's ancestral blade may never be removed from his grasp by physical or magical means without his permission. This includes disarming, *telekinesis*, or any other means by which the blade might be removed from his person.

Ancestral Advisor (Su): Beginning at 5th level, the character's ancestral blade can help guide him in times of need. By concentrating on the blade for one full round, the character can get answers to simple questions as if he had cast an *augury* spell. This ability functions once per day per point of Charisma modifier, with a minimum of once per day.

Ancestral Guide (Su): Beginning at 7th level, the character's ancestral blade detects hidden and secret doors as if it had a permanent *detect secret doors* spell cast upon it. It alerts the character to the presence of any such door within 10 feet by emitting an audible hum and vibrating slightly.

Unwavering Blade (Su): At 8th level, the character's ancestral blade becomes his ultimate protector. If it is somehow separated from him despite the immovable blade property, he may unerringly detect its direction and distance. In addition, if he should ever fall in combat, the blade immediately gains the *dancing* property and will fight to defend him until he dies or regains consciousness and grasps the weapon. The blade will not attack those who approach to offer healing or to move his body to safety.

Ancestral Protector (Su): Beginning at 9th level, the character's ancestral blade protects him from ranged attacks as if he had a permanent *protection from arrows* active. The blade simply swats away any ranged attacks that would not make it through such a defense.

Awaken Ancestral Blade (Ex): Upon reaching 10th level, the character's ancestral blade reaches the pinnacle of its powers. First, it advances in the same manner as the advance ancestral blade ability. In addition, it gains a measure of sentience, becoming an intelligent weapon as detailed in the DMG. The blade does not gain any additional powers, but it does gain its own personality, including Int, Wis, and Cha scores, each randomly determined by rolling 1d10+10

The Aradil's Eye

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1st	+0	+0	+0	+2	Alter ego (1st), mindbond
2nd	+1	+0	+0	+3	Spy initiate
3rd	+2	+1	+1	+3	Alter ego (2nd)
4th	+3	+1	+1	+4	Closed mind
5th	+3	+1	+1	+4	Alter ego (quick change), spy
6th	+4	+2	+2	+5	Hide in plain sight
7th	+5	+2	+2	+5	Alter ego (thousand forms), slippery mind
8th	+6	+2	+2	+6	Undetectable alignment
9th	+6	+3	+3	+6	Alter ego (nonmagical)
10th	+7	+3	+3	+7	Master spy

Table 4–2

(with 0 on the die equaling zero, not ten). It also gains the ability to communicate telepathically with its owner and to see and hear within 30 ft., though it does not gain the ability of speech. The weapon's alignment is the same as its owner's, and for the purposes of calculating Ego each ability other than an enhancement bonuses is considered to be a lesser power. The weapon's primary concern is that it and its wielder live up to the honor and traditions of the family to which the weapon is aligned; this concern takes precedence over the weapon's or wielder's continued existence.

Aradil's Eye

The Witch Queen of Erethor watches over the face of Eredane from her scrying chambers in the heart of the Arbor. With the war against Izrador closing in around her, even the queen's legendary powers have been taxed, and she has been forced to rely on more mundane methods to gather information. This has led to the creation of Aradil's Eyes, an elite organization of elven trackers and spies who can go to all corners of Eredane in search of information about the Night Kings and their forces. Entry into the ranks of the Eyes is allowed only to those who have shown the utmost bravery and allegiance to Aradil; being a hero to the elves is not enough. The ranks of the Eyes have swelled in the last 20 years as it has become more and more important to keep track of the enclosing invaders. Soon even this may not be enough, as the forest itself is being turned to ash at a frightening rate.

Hit Dice: d6.

Requirements

To qualify to become an Aradil's eye, a character must fulfill all the following criteria.

Skills: Bluff 8 ranks, Disguise 5 ranks, Gather Information 8 ranks, Hide 8 ranks, Move Silently 5 ranks, Sense Motive 5 ranks, Spot 5 ranks.

Feats: Inconspicuous.

Special: The character must be a Caransil that is judged completely loyal to the Witch Queen.

Class Skills

The Aradil's eye's class skills (and the key ability for each skill) are Balance (Dex), Bluff (Cha), Climb (Str), Craft (Int), Decipher Script (Int), Diplomacy (Cha), Disable Device (Int), Disguise (Cha), Escape Artist (Dex), Forgery (Int), Gather Information (Cha), Hide (Dex), Intimidate (Cha), Jump (Str), Listen (Wis), Move Silently (Dex), Open Lock (Dex), Profession (Wis), Search (Int), Sense Motive (Wis), Sleight of Hand (Dex), Speak Language (n/a), Spot (Wis), Survival (Wis), Swim (Str), Tumble (Dex), and Use Rope (Dex).

Skill Points at Each Level: 8 + Int modifier.

Class Features

All of the following are features of the Aradil's eye prestige class:

Weapon and Armor Proficiency: Aradil's eyes gain no additional proficiencies with either weapons or armor.

Alter Ego (Su): Upon being initiated into the group, the character must choose a disguise into which she transforms to avoid detection when in other lands. This disguise must be versatile enough to exist in many lands and must be one of the human races. The character studies the mannerisms, speech patterns, and habits of the chosen creature until the initiate can recreate them with little or no effort. At this point, the character undergoes a ritual that permanently imbues her with the ability to shift into this form.

The transformation takes one minute to complete and is physically taxing, causing 1d4 points of nonlethal damage to the character whenever she undergoes it. The same process allows her to revert to her normal form, although doing so when behind enemy lines is very risky. Once the transformation is complete, the character does not radiate a magical aura, as she would if under the effects of an *alter self* spell or similar magic. She does radiate magic while undergoing the transformation, however. Her true form is revealed by *true seeing* spells or abilities.

The transformation caused by this ability is complete, and the Aradil's eye becomes completely indistinguishable from a normal specimen of whatever race she chooses. Her speech and mannerisms change along with her physical form. She retains her personality, however, and her ability scores, skills, feats, and race and class abilities remain the same. Casual observation and conversation will not reveal the disguise, although if someone suspects that something is wrong and interrogates the character she must make a successful Bluff check opposed by the interrogator's Sense Motive check in order to maintain believability.

At 3rd level, the Aradil's eye gains an additional alter ego that follows all of the rules for the first. She must return to the Caraheen in order to undergo the ritual again, and until she does this she does not gain the benefits of the second alter ego. The master spies impress upon each initiate how important it is to acquire this second alter ego, as even infallible disguises wear out if the alter ego is connected by time and place to too many suspicious events. This second form must be humanoid and must be Medium or Small, but need not be human (a gnome identity is possible, for instance, or even an orc). However, experienced eyes recommend that a second human form is by far the most versatile, useful, and easy identity to assume.

At 5th level, the Aradil's eye can make the transformation between her normal form and either of her alter egos as a full round action. She still suffers 1d4 points of nonlethal damage each time she makes the transformation.

At 7th level, the Aradil's eye must once again return to Caradul to undergo a ritual and period of study that lasts for one month. Her experience with the other peoples and cultures of Eredane allow her to transform into any humanoid race that she has seen. She now may adopt any number of aliases, although each must be carefully studied and practiced for one week before she adopts it. She cannot, for example, change into a dworg if she has never encountered and studied one.

At 9th level, the Aradil's eye becomes so practiced in the art of transformation that her alter ego ability becomes an extraordinary ability rather than a supernatural ability. She no longer radiates magic when transforming, and *true seeing* spells and the like do not reveal her true form. She still reverts to her natural form when killed.

Mindbond (Su): Beginning at 1st level, the character is mindbonded to one of the master spies who report directly to the Witch Queen herself. The character can establish this link once per day, usually at a predetermined time so that the master spy is prepared, and the two may communicate telepathically for up to 10 minutes. She may not perform any strenuous action while communicating through the link, although normal activities such as walking or breaking camp do not interfere.

The character's appointed mentor can activate the mindbond at any time, although this is only a one-way communication that does not allow the character to respond. If a response is urgently needed, the character might be asked to establish her mindbond so that the two might communicate.

Closed Mind (Ex): Aradil's eyes are subjected to rigorous mental testing, training, and hypnosis. When the character fails a Will save against any mindreading or compulsion effect that would force the eye to reveal her knowledge about Aradil's spy network, her own identity as one of those spies, or knowledge of the identities of any other spies, the eye gains a second saving throw with a +4 circumstance bonus to the save. If she succeeds, she is still under the compulsion or mindreading effect, but her attacker can gain no information regarding the spy network.

Spy Initiate: Once the character establishes a minimum level of competency at performing her duties within the organization, she gains the title of Spy Initiate, which grants her the following benefits:

- She gains a +4 circumstance bonus on Diplomacy checks when dealing with elves and their allies.
- Her mentor gives her a small pin, called a *lenuin*, that identifies her as a Spy Initiate within the organization. This pin is small enough to be sewn into clothing and is almost undetectable under a normal search.
- She can request basic services from elven contacts across Eredane. This includes providing a meal and hiding her (but not her companions) for a night. It does not include giving or loaning her equipment, revealing sensitive information, or in any way placing the contact in further danger.

Hide in Plain Sight (Su): Aradil's eyes can lose themselves in crowds quite easily. As long as they are within 10 feet of five or more other people, they can use the Hide skill even while being observed.

Spy: Upon reaching 5th level, the character has proven her worth enough to be promoted to the rank of Spy. Her lenuin automatically changes to denote her new rank, and she gains the following benefits:

- Her bonus to Diplomacy checks when dealing with elves and elf friends increases to +8.
- Her ability to request help from allies increases. She may now house her companions for up to one day with any elf friend and may request one day's worth of rations per companion from the ally. The ally is also willing to take more severe risks on behalf of the character, such as making first contact with a magical artisan or revealing the location of a stash of contraband.
- The spy can request help if she is in a bad situation. She has a 10% chance per Aradil's eye level of receiving the aid of 1d3 other Aradil's eyes if her mentor deems the situation dire enough to warrant possibly exposing several agents to the Night Kings. It may take up to three days for such aid to arrive, and even then there is no guarantee that the other agents can help. It is up to the DM to determine the exact nature, speed, and effectiveness of the help.
- The character is given several outfits of hollowed clothing.

Undetectable Alignment (Ex): At 8th level, the Aradil's eye ceases to have a detectable alignment.

Master Spy: The highest rank within the organization is known as Master Spy. The character's mentor must sponsor the character in order for her to achieve this level, and even then a council must determine her fitness to accept this important position. In times of dire need these rituals will be eschewed in favor of an automatic promotion, but this does

The Avenging Knife

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1st	+0	+0	+2	+0	The drop +1
2nd	+1	+1	+3	+1	Security breach
3rd	+2	+1	+3	+1	Sneak attack +1d6
4th	+3	+1	+4	+1	Target study, the drop +2
5th	+3	+2	+4	+2	Fast hands
6th	+4	+2	+5	+2	Cover story, sneak attack +2d6
7th	+5	+2	+5	+2	Stunning sneak attack, the drop +3
8th	+6	+3	+6	+3	Improved coup de grace
9th	+6	+3	+6	+3	Still as stone, sneak attack +3d6
10th	+7	+3	+7	+3	Death attack, the drop +4

Table 4–3

not happen often. When the character becomes a Master Spy she takes on several responsibilities and gains several benefits, as noted below:

- The character is placed in charge of a specific region or mission (the Northlands, the Horse Plains of Erenland, the halfling slave populations, Izrador's search for new nexuses, etc.). In order to help her with her mission she is given 1d4+1 1st-level Aradil's eyes that are stationed throughout her region or areas of interest. She may establish mindbonds with these intitiates as well as receive theirs. The Master Spy may be given fewer or additional apprentices as time goes on or the importance of her area of focus waxes and wanes.

- The character may now mindbond with any Master Spy she has ever met, and may do so at any time. She may also mindbond with the Master Spies that have returned to the Caraheen to act as Aradil's advisors, whether or not she has previously met them. This ensures that, should even a Master Spy be in danger of discovery or capture, her information will not be lost.

- If the character's identities have become compromised, her position outside the great forest less useful, or if Aradil simply likes the character, she may be commanded to remain in the Caraheen to act as a "dispatcher" and advisor to the queen. Because it takes several years to build an identity of the sort that Master Spies are expected to maintain, those that return to the Caraheen seldom sortie back out as spies. There are always several Master Spies at Caradul at any one time.

- The character's bonus to Diplomacy checks when dealing with elves and elf friends increases to +10.

- The character gains the benefits of being a trusted advisor to the Witch Queen herself. She never doubts the character's word, considers her advice and reports carefully, and may impart even the most sensitive of secrets to her. On the other hand, the existence of Master Spies is suspected by the Shadow and any that are discovered would likely meet a gruesome, soul-rending death.

Avenging Knife

The battle against Izrador is lost, the forces of the light chewed up and spit out by the military machine of the Shadow. But there are still those who refuse to let the war die and who pursue their dreams of vengeance no matter the odds. They are as likely to be halfling slaves and crippled old servants as they are to be powerful warriors. They know they may never again face Izrador's troops on the field of battle, but they have learned to strike from the shadows and take their victories where they may. These hidden killers, men and women sworn to battle the Shadow to their dying breath, probably account for as many dead soldiers of the enemy as any freerider or dwarven tunnel-fighter.

Fearful of discovery, the avenging knives are only loosely organized into cells, each of which knows nothing of the members of other cells. Most receive their training from an older knife and never speak to another insurgent again, preferring to work alone. Others maintain contact with one another to organize loosely affiliated cells, the better to pass on information and provide warnings, but they never meet face to face. Hidden drops and the occasional *animal messenger* or *sending* spell are the sole means for these cellmates to maintain contact with one another.

Training by an avenging knife is difficult to come by, mostly because they go to great pains to keep their natures secret to save themselves from discovery by the minions of Izrador. When word of heroes reach the ears of a knife, he watches and waits, hoping to find another recruit to his cause. Those he (or the cell, in some cases) feels would be valuable warriors for the cause are approached and offered training. This invitation is dangerous, for all involved. If the prospective member declines to join, he is a danger to the Knife and to all of his connections, who must watch him carefully lest he betray them to the Shadow. If the knives believe the invited individual is a true threat to their cause, they do not hesitate to assassinate him, saving themselves at the expense of one who might one day have become a hero.

Once his training is complete, an avenging knife mayl be contacted from time to time with useful information, suggested targets, warnings, or requests for assistance.

Hit Die: d6.

Requirements

To qualify to become an avenging knife, a character must fulfill the following criteria:

Alignment: Any non-evil.

Skills: Bluff 5 ranks, Gather Information 5 ranks, Hide 8 ranks, Move Silently 8 ranks.

Feats: Improved Initiative, Inconspicuous.

Special: Sneak attack +1d6. The character must have performed some heroic feat against the forces of Izrador; this feat must be passed along by word of mouth to reach the ears of a member of the Circle of Skulls. While a heroic feat performed in the wilderness may attract the attention of the knives, it is much more likely to attract the notice of the knives if it occurs in a civilized, populated area.

Class Skills

The avenging knife's class skills (and the key ability for each skill) are Balance (Dex), Bluff (Cha), Decipher Script (Int), Disguise (Cha), Escape Artist (Dex), Gather Information (Cha), Hide (Dex), Jump (Str), Listen (Wis), Move Silently (Dex), Open Lock (Dex), Profession (Wis), Search (Int), Sense Motive (Wis), Speak Language (n/a), Spot (Wis), Swim (Str), Tumble (Dex), and Use Rope (Dex).

Skill Points at Each Level: 6 + Int modifier.

Class Features

All of the following are features of the avenging knife prestige class.

Weapon and Armor Proficiency: Avenging knives gain no additional proficiencies with either weapons or armor.

The Drop (Ex): At 1st level, when attacking a flat-footed opponent, the avenging knife gains a +1 bonus to both attack and damage rolls. Every three levels after 1st, this bonus increases by an additional +1.

Security Breach (Ex): The avenging knife is able to research an inhabited site (a castle, fortress, manor, or inn, for example) and discover the weaknesses in its security, or discover that no such weakness exists.

This ability allows a specific use of the Gather Information skill and requires a use of the skill within a day's travel of the site to be investigated. The DC of this skill check is determined by consulting the table below.

The weaknesses found allow the avenging knife to find a way to get to a specific point in the site (the king's bedchamber, the merchant's vault, etc). This specific point is known as the target.

If this skill check succeeds, the avenging knife discovers the chinks in the site's defenses. This provides the avenging knife with an insight bonus equal to his avenging knife level on all Hide, Move Silently, and Bluff checks made while attempting to reach his target. This bonus only applies as long as the knife is attempting to exploit the weaknesses he discovered while investigating the site. The bonus does not apply to any attempts to escape the site and ceases to function once the knife reaches the target.

If the Gather Information skill check fails, the knife learns nothing of use and may (at the DM's discretion) even uncover misleading information.

Sneak Attack (Ex): This is exactly like the rogue ability of the same name. The extra damage dealt increases by +1d6 every three levels after 3rd. If the insurgent spy gains sneak attack damage from another source (such as rogue levels), the bonus damage stacks.

Target Study (Ex): The avenging knife is able to glean important information about a particular creature or monster using a Gather Information skill check (DC 10 + 1 per level or HD of the target creature or monster). This skill check requires a full eight hours to conduct and must occur in a populated area (even a village will suffice for this purpose) within 10 miles of the target creature's or monster's normal territory.

If this skill check succeeds, the avenging knife learns some of the creature's tactics and weaknesses. This provides the avenging knife with a +2 insight bonus to either attack and damage rolls made by the avenging knife against the target, or a +4 insight bonus to the knife's Armor Class against attacks made by the creature. In addition to this bonus, the knife also gains knowledge of one fact the DM believes will help him in his battles against the target.

Fast Hands (Ex): The avenging knife may gain a +4 bonus to an initiative check by accepting a –2 circumstance penalty to his attacks during the current round. This ability may only be used during the opening round of a combat and the avenging knife must declare the use of this ability before he makes his initiative check. On following rounds the knife takes no penalty to his attacks but may continue to act at the same initiative slot.

Cover Story (Ex): While not easy to establish, the cover story is vital for avenging knives who wish to avoid discovery while staying in an area for an extended period of time. The art of establishing a cover story comes in convincing others they saw you in an area at a time when you may not have been there. By partying loudly in a tavern or staying regularly at an inn, a knife can condition others to believe he was present at a given time or place, even when he may not have been there at all. This is very useful for avoiding persecution by the legates and their minions.

To successfully use this ability, the knife must have spent at least a week in the area for which he wishes to fabricate a cover story. During each night and day of this time, he must be conspicuous and come up with a standard routine. The routine is important, and usually involves eating dinner at the same time, having drinks at the same time, and otherwise letting others get used to his presence. The idea is that, later, when remembering a particular time, those who have witnessed his routine will believe he was present even when he was not.

This requires a successful Bluff skill check (DC 20) made each night when attempting to establish a cover story. At least four of these skill checks must succeed for this abil-

The Bane of Legates

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1st	+0	+0	+0	+2	Improved spellcasting, resist Izrador's will
2nd	+1	+0	+0	+3	Bonus feat
3rd	+2	+1	+1	+3	See astirax
4th	+3	+1	+1	+4	Counter Izrador's will
5th	+3	+1	+1	+4	Spellcasting
6th	+4	+2	+2	+5	Bind astirax
7th	+5	+2	+2	+5	Bonus feat
8th	+6	+2	+2	+6	Conceal magic
9th	+6	+3	+3	+6	Spellcasting
10th	+7	+3	+3	+7	Sundered spirit

Table 4–4

ity to be of any use. If the knife gains enough successes, then his cover story is established. During the next week, the knife must maintain his scheduled routine for at least three nights, but may do as he wishes on the remaining four nights. Anyone questioned about his whereabouts during the second week will swear he was present on his normal routine for the entire night, even if he was nowhere near the area.

The cover story allows the knife to move more freely than might otherwise be possible—when the legates and their minions come calling about who assassinated the local Shadow general the night before, it can be very useful to have trusted witnesses and informers claim that it could not have been you.

Stunning Sneak Attack (Ex): Up to three times per day when the avenging knife successfully hits a flat-footed opponent, that opponent must make a Fortitude save (DC 10 + avenging knife's class level + avenging knife's Intelligence modifier) or be stunned for the following round and unable to shout or raise an alarm.

Improved Coup de Grace (Ex): The avenging knife may perform a coup de grace as a standard attack action (rather than a full-round action) and always inflicts maximum damage when performing a coup de grace.

Still as Stone (Ex): This ability may only be used during the infiltration of a site after successful use of the security breach ability. The knife may, at any time during the infiltration prior to his discovery, choose to hole up in a currently deserted area and wait. The knife must then make a Hide skill check, for which he receives a +10 insight bonus. The knife may remain hidden for a number of hours equal to his current level, but may not move. If discovered, the knife is considered shaken for one round, until he can regain his composure and work the kinks out of his muscles.

Death Attack (Ex): If the avenging knife studies his victim for three rounds and then makes a sneak attack with a melee weapon that successfully deals damage, the sneak attack has the additional effect of possibly either paralyzing or killing the target (avenging knife's choice). While studying the victim, the avenging knife can undertake other actions so long as his attention stays focused on the target and the target does not detect the knife or recognize the knife as an enemy. If the victim of such an attack fails his Fortitude saving throw (DC 10 + avenging knife's class level + avenging knife's Intelligence modifier) against the kill effect, he dies. If the saving throw fails against the paralysis effect, the victim's mind and body become enervated, rendering him completely helpless and unable to act for 1d6 rounds plus 1 round per level of the avenging knife. If the victim's saving throw succeeds, the attack is just a normal sneak attack. Once the avenging knife has completed the three rounds of study, he must make the death attack within the next three rounds. If a death attack is attempted and fails (the victim makes her save) or if the avenging knife does not launch the attack within three rounds of completing the study, three new rounds of study are required before he can attempt another death attack.

Bane of Legates

The legates of Izrador are arguably the most powerful and influential minions of the dark god that now rules over the people of Eredane. The danger they pose to the spellcasters of the world is well known, but their other machinations and schemes are equally devastating to all who one day hope to see the fallen god overthrown. While their powers are considerable, a force has recently arisen from within the land itself that aids those who would oppose these evil clerics. Some of those who have the ability to channel magic find that they can also defeat the divine power wielded by the servants of Izrador. Such men and women often become assassins that seek out legates in an attempt to exterminate as many as possible. They lay traps for legates, allowing powerful magic items to attract the attention of a nearby astirax so that it can be slain along with its master. These heroes, known commonly as the bane of legates, are a bright spot in the meager resistance that still opposes the dark god's rule.

Hit Die: d6.

Requirements

To qualify to become a bane of legates, a character must fulfill all the following criteria.

Spell Energy: 10+.

Skills: Knowledge (arcana) 13 ranks, Knowledge (Shadow) 8 ranks, Spellcraft 10 ranks.

Feats: Magecraft, Iron Will.

Class Skills

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

Skill Points at Each Level: 4 + Int modifier.

Class Features

All of the following are class features of the bane of legates prestige class.

Weapon and Armor Proficiency: Banes of legates gain no additional proficiencies with either weapons or armor.

Improved Spellcasting: Bane of legates levels grant similar benefits as channeler levels with regards to the art of magic, bonus spells, and bonus spell energy.

This means that bane of legates levels stack with channeler levels for the purposes of determining the highest-level spells the character can cast. A character with more channeler and bane of legates levels than levels in other classes adds +1 to his character level to determine the highest-level spells he can cast.

Additionally, each time the character achieves a new bane of legates level, he gains one new spell of any school and level he can cast (according to his new level). A bane of legates can learn additional spells according to the normal rules for learning spells.

Finally, the character's maximum spell energy increases by one point for every level of bane of legates he gains.

Resist Izrador's Will (Su): The bane of legates gains spell resistance equal to 10 + his class level against the divine magic of Izrador's legates. This defense does not protect him against spell-like abilities or the magic of channelers and the like.

Bonus Feat: The bane of legates gains a bonus feat at 2nd and 7th levels. The feat chosen must be either an item creation or metamagic feat.

See Astirax (Su): Starting at 3rd level, the bane of legates gains the ability to see the shadowy form of an astirax no matter what its current form is. If the astirax is possessing an animal, the character can see a faint outline around the animal, and if the astirax is in its natural form the character can see it despite its natural invisibility.

Mysteries of Magic

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

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

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

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

Counter Izrador's Will (Su): The bane of legates gains the ability to counter any divine magic cast by a legate without knowing what spell the legate is casting or knowing an appropriate counterspell. He automatically learns *dispel magic* when he becomes able to cast 3rd-level spells and *greater dispel magic* when he becomes able to cast 6th-level spells. In order to counter a spell, he must have a readied action to cast a *dispel*. He spends the appropriate amount of spell energy and makes a caster level check as normal to beat the legate's caster level. However, he may channel the force of his own spell energy into the dispelling effort to increase his chances of success: He may spend up to his level in spell energy points in the attempt, adding 1 to his effective caster level for each point of spell energy he chooses to spend.

Spellcasting: The bane of legates gains the Spellcasting feat at 5th and 9th level. A bane of legates who qualifies may choose Greater Spellcasting instead.

Bind Astirax (Su): As a 1 round action, the bane of legates can perform a ritual that binds one astirax within 60 ft. in its current form. The astirax can resist this ritual with a successful Will save (DC 15 + spellcasting modifier). An astirax so bound cannot possess or dispossess an animal; it is trapped in its current form. Furthermore, if an astirax is bound inside an animal and that animal is killed, the astirax is also destroyed. This ability has a duration of one hour per class level of the bane of legates.

Conceal Magic (Su): The caster levels of all spells the bane of legates cast are considered to be one-half their normal level for the purposes of detection by a legate's astirax, both while being cast and while existing as non-instantaneous effects.

Sundered Spirit (Su): At 10th level, the bane of legates becomes a living damper for the flow of divine energy. This manifests itself in a divine magic dead zone around the character. The character is considered to be surrounded by an *antimagic field* with a radius of 5 ft. that affects only the divine magic granted by Izrador, including spells of up to 9th level. For every additional 5 ft. outward from the character, the level of spells affected is lowered by one, to a minimum of 0-level spells at a maximum radius of 50 ft. A character with this ability will be hunted mercilessly by the legates of Izrador, as the dark god will not tolerate any interruption of his power.

Druid

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

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

Hit Die: d8.

Requirements

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

Skills: Knowledge (nature) 8 ranks, Survival 8 ranks.

Feats: Magecraft (spiritual), any two Spellcasting feats.

Special: Must either have the mastery of nature channeler class ability or the wild empathy ability.

The Druid

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1	+0	+2	+0	+2	Improved spellcasting, mastery of nature, animal companion
2	+1	+3	+0	+3	Druidcraft, nature sense
3	+2	+3	+1	+3	Commune with nature 1/day
4	+3	+4	+1	+4	Animal companion
5	+3	+4	+1	+4	Find the way
6	+4	+5	+2	+5	Commune with nature 2/day
7	+5	+5	+2	+5	Animal companion
8	+6	+6	+2	+6	Venom immunity
9	+6	+6	+3	+6	Commune with nature 3/day
10	+7	+7	+3	+7	Animal companion

Table 4–5

Class Skills

The druid's class skills (and the key ability for each skill) are Concentration (Con), Craft (Int), Handle Animal (Cha), Heal (Wis), Knowledge (arcana), Knowledge (geography), Knowledge (nature) (Int), Knowledge (spirits), Profession (Wis), Speak Language (n/a), Spellcraft (Int), Survival (Wis), Swim (Str).

Skill Points at Each Level: 4 + Int modifier.

Class Features

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

Weapon and Armor Proficiency: Druids are proficient with the club, dagger, longbow, shortbow, and quarterstaff. Druids gain no proficiency with any type of armor or with shields.

Improved Spellcasting: Druid levels grant similar benefits as channeler levels with regards to the art of magic, bonus spells, and bonus spell energy. This means that druid levels stack with channeler levels for the purposes of determining the highest-level spells the character can cast. A character with more channeler and druid levels than levels in other classes adds +1 to his character level to determine the highest-level spells he can cast.

Additionally, each time the character achieves a new druid level, he gains one new spell of any school and level he can cast. This new spell must be chosen from the druid spell list from the core rules. A druid can learn additional spells according to the normal rules for learning spells.

Finally, the character's maximum spell energy increases by one point for every level of druid he gains.

Mastery of Nature (Su): If the druid already had the mastery of nature ability, he continues to grow in his ability to command animals, plants, and spirits. He adds his druid levels to his channeler levels when using this ability (but not when using any other master of two worlds abilities).

If he did not have mastery of nature, he gains that ability, though his effective channeler level is one-half his character level.

Animal Companion (Ex): The druid gains an animal companion from the wildlander animal companion list. This creature is a loyal companion that accompanies the druid on his adventures as appropriate for its kind.

If the druid already has an animal companion from the wildlander class ability, and each time he gains this ability from the druid class, he may select an additional animal companion from the list, may advance his animal companion by one rank, or may dismiss a current animal companion for one of the next higher rank.

Druidcraft (Ex): At 2nd level, the druid learns to unlock the secrets of nature magic. The spell energy cost for casting druid spells is reduced by 1. Druid spells include all spells normally available to druids in the core rules or supplements. The character only gains this reduced spell energy cost on spells with a level equal to or less than his druid level, and the minimum cost is 1.

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

Commune with Nature (Sp): Druids learn to attune themselves to the natural world to such a degree that they can "speak" with the flora and fauna, gaining information about the surrounding area. This is exactly like the *commune with nature* spell, with a caster level equal to the druid's character level.

Find the Way (Ex): At 5th level, the druid becomes as one with the natural world, able to move through it like a ghost. He gains woodland stride (as the wildlander class ability). If he already has woodland stride, he instead gains trackless step. If he already has trackless step, he gains the supernatural ability of being considered to be permanently under the effects of a *pass without trace* spell with a caster level equal to his character level. The druid may suppress or resume this effect as a free action.

Venom Immunity (Ex): At 8th level, a druid gains immunity to all organic poisons, including monster poisons but not mineral poisons or poison gas.

Elven Raider

Driven back into the dark shadows of their forests, the elves have suffered grievously under the iron fist of Izrador. Most hated of all the Shadow's enemies, the elves have battled valiantly against a rising tide of darkness. Though their numbers are limited and their options few, the elves never hesitate in the battle against the darkness.

Trained to haunt the wilderness with stealth and deadly accuracy with their bows, the elven raiders patrol the borders of the elven forests, constantly searching for the agents of Izrador. When they need supplies or equipment they cannot get for themselves in the forest, the raiders steal forth to attack the goblin and orc encampments, laying waste to their hated enemies and stealing what they can before fading back into the wilds.

Organized very loosely, the raiders train in groups of 10 to 12 and each group is given a range of territory to explore. The leaders of these raiding groups meet only rarely, coming together in secret gathering places to discuss the state of their forests and the disposition of their enemies. For the rest of their time, the raiders flit like wraiths through the trees, unseen when not attacking, unheard unless they are on the warpath.

In some cases, raiders are given permission to leave their raiding parties and venture into the world, assisting the heroes who stand against Izrador. Skilled in wilderness travel and ambushes, the raiders are also fierce warriors and deadly accurate archers who make excellent allies.

Hit Dice: d8.

Requirements

To qualify to become an elven raider, a character must fulfill the following criteria.

Race: Elf only.

Base Attack Bonus: 5+.

Skills: Hide 8 ranks, Move Silently 8 ranks, Survival 8 ranks.

Feats: Weapon Focus (longbow or composite longbow), Point Blank Shot, Rapid Shot.

Class Skills

The elven raider's class skills (and the key ability for each skill) are Balance (Dex), Climb (Str), Craft (Int), Heal (Wis), Hide (Dex), Intimidate (Cha), Jump (Str), Listen (Wis), Move Silently (Dex), Profession (Wis), Ride (Dex), Search (Int), Speak Language (n/a), Spot (Wis), Survival (Wis), Swim (Str), and Use Rope (Dex).

Skill Points at Each Level: 4 + Int modifier.

Class Features

All of the following are features of the elven raider prestige class.

Weapon and Armor Proficiency: Elven raiders are skilled with all simple and martial weapons. They are proficient with all light armor, but not with shields.

The Elven Raider

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1	+1	+0	+2	+0	Ranged sneak attack +1d6
2	+2	+1	+3	+1	Improved sneak attack range: +15 ft.
3	+3	+1	+3	+1	Meticulous aim
4	+4	+1	+4	+1	Intimidating shot, ranged sneak attack +2d6
5	+5	+2	+4	+2	Improved sneak attack range: +30 ft.
6	+6	+2	+5	+2	Leaf reader
7	+7	+2	+5	+2	Disarming shot, ranged sneak attack +3d6
8	+8	+3	+6	+3	Improved sneak attack range: +45 ft.
9	+9	+3	+6	+3	Close combat archery
10	+10	+3	+7	+3	Ranged sneak attack +4d6

Table 4–6

Ranged Sneak Attack (Ex): At 1st level and every three levels thereafter, the elven raider gains +1d6 sneak attack damage on his ranged attacks. This is exactly like the rogue ability of the same name. If the elven raider gains sneak attack damage from another source (such as rogue levels), the bonus damage stacks.

Improved Sneak Attack Range (Ex): As masters of the bow, elven raiders are able to improve their ranged sneak attack ability through intensive training and experience. Their sneak attack range increases by 15 ft. at 2nd level and every three levels thereafter.

Meticulous Aim (Ex): Raiders are expert shots, and given time to aim are able to bring down even the mightiest foes. For every two rounds the elven raider spends taking aim against a single target before firing, the critical threat range of the raider's first ranged attack against that target increases by one. An elven raider may take aim for a maximum number of rounds equal to his elven raider level. Thus, a character with four levels of this prestige class may aim for four rounds, increasing the critical threat range of his weapon by two.

In order to use this ability, the raider must have the target in view the entire time he is aiming. Targets who gain more than 50% cover or concealment disrupt the aiming process; if the elven raider does not fire immediately after he has aimed for the maximum number of rounds, the ability is wasted.

Intimidating Shot (Ex): Legends speak of the lone raider turning back an entire squad of orcs with a single shot. Using this ability is a full-round action, during which the elven raider is able to make but a single shot with his bow. If the raider misses his target, the attempt clearly fails and the ability may not be used against the same foes for at least 24 hours.

If the attack hits, however, the raider has a chance to frighten the allies of his target. The raider is entitled to an Intimidate check with a circumstance bonus equal to one-half the total damage caused by the attack.

Leaf Reader (Ex): By observing the environment, the elven raider is able to eliminate concealment by vegetation. When firing at a target that has concealment due to vegetation, he may make a DC 10 Spot check as a free action. For every 5 points by which he exceeds the DC, the miss chance for that shot decreases by 10%.

Disarming Shot (Ex): Elven raiders are protectors of their people above all, and taking away an orc's weapon is one of the best ways to prevent it from being used against a fleeing elven child. Using this ability is a full-round action, during which the elven raider makes a single ranged touch attack with his bow. If he succeeds, he may initiate a disarm attempt. For the purposes of the opposed attack rolls, the raider is considered to be wielding a one-handed weapon. If the elven raider fails the opposed roll, the target may not attempt to disarm him in return.

Close Combat Archery (Ex): At 9th level, the elven raider may use any kind of bow without provoking attacks of opportunity from adjacent foes. In addition, the archer is able to use arrows as light melee weapons without suffering the normal penalty for using improvised weapons; as such, the elven raider is considered to be armed even while wielding a bow.

Freerider

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

Hit Die: d10.

Requirements

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

Base Attack Bonus: +6.

Skills: Handle Animal 4 ranks, Ride 8 ranks, Survival 4 ranks.

Feats: Mounted Combat, Ride-By Attack, Spirited Charge.

Special: The character must be a Sarcosan or Erenlander human from Eredane.

Class Skills

The freerider's class skills (and the key ability for each skill) are Climb (Str), Craft (Int), Diplomacy (Cha), Handle Animal (Cha), Jump (Str), Profession (Wis), Ride (Dex), Speak Language (n/a), Spot (Wis), Survival (Wis), and Swim (Str).

Skill Points at Each Level: 2 + Int modifier.

Class Features

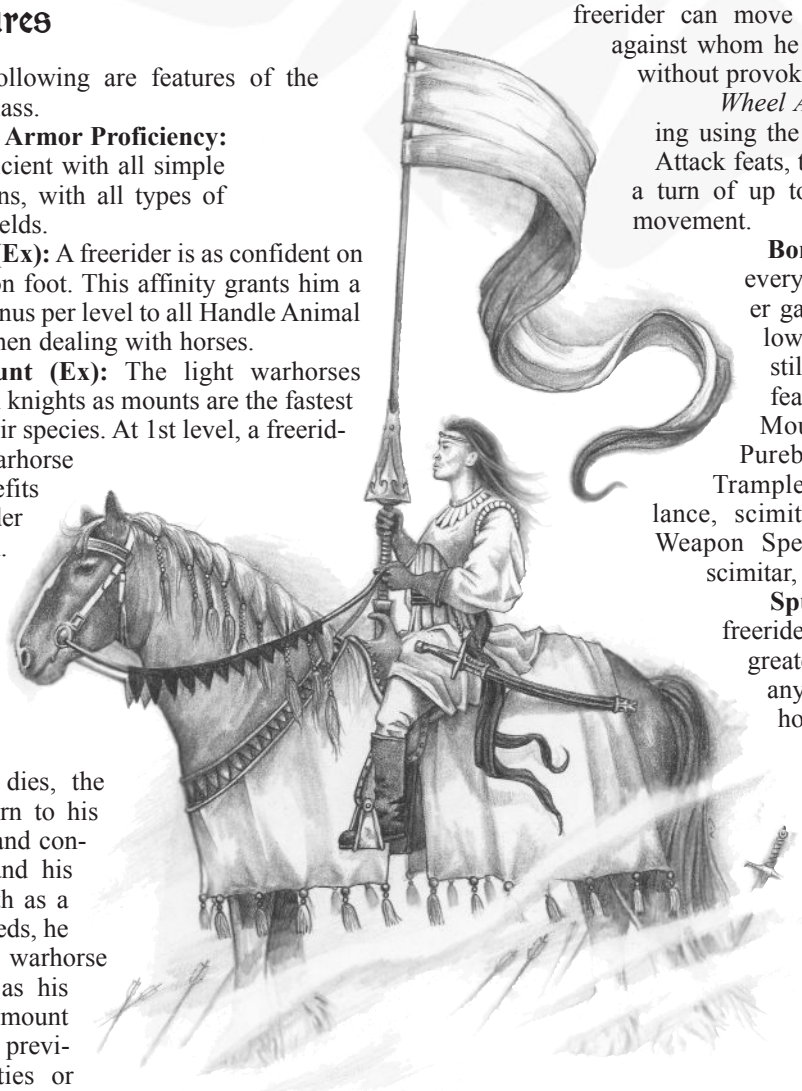
All of the following are features of the freerider prestige class.

Weapon and Armor Proficiency: Freeriders are proficient with all simple and martial weapons, with all types of armor, and with shields.

Horse Lord (Ex): A freerider is as confident on his horse as he is on foot. This affinity grants him a +1 circumstance bonus per level to all Handle Animal and Ride checks when dealing with horses.

Special Mount (Ex): The light warhorses granted to Sarcosan knights as mounts are the fastest and strongest of their species. At 1st level, a freerider gains a light warhorse that gains the benefits of a rank 1 wildlander animal companion. Each time this ability is gained thereafter, the mount gains one rank as if it were a wildlander's animal companion.

If the steed dies, the freerider must return to his band of freeriders and convince both them and his new steed his worth as a warrior. If he succeeds, he may aquire a new warhorse of the same kind as his mount. The new mount may begin with the previous mount's abilities or may take some time to aquire them, at the DM's discretion.



Mounted Maneuver (Ex): The freerider and his horse train together constantly. They become akin to a single figure, able to accomplish maneuvers in combat that no normal rider mount could hope to do. The freerider may choose a maneuver from the following list at 2nd, 5th, and 8th level:

Deft Dodging: By focusing on dodging opponents and defensive maneuvers, the freerider grants both he and his mount a bonus to AC. If both he and his mount do nothing but move during the round, both gain a +4 dodge bonus to AC.

Dismounting Cut: The freerider may make a trip attack to dismount a mounted opponent with any weapon. As per the rules for tripping with a weapon, this does not provoke an attack of opporunity. Additionally, the opponent does not have an option to attempt to dismount you in return

Erratic Attack: By weaving, dodging, and feinting, the freerider and horse make themselves unpredictable and difficult targets. Either the freerider or his horse may gain a +2 dodge bonus to AC in any round that either make an attack. If both the freerider and horse are charging, this ability may instead be used to negate the normal Armor Class penalty to both.

Hit and Run: Once per round when mounted, the freerider can move away from any one enemy against whom he has just made a melee attack without provoking an attack of opportunity.

Wheel About: When charging, including using the Spirited Charge and Ride-By Attack feats, the freerider's steed may make a turn of up to 90 degrees once during its movement.

Bonus Feat: At 3rd level and every 3 levels thereafter, the freerider gains a bonus feat from the following list. The character must still meet any prerequisites for a feat that he selects. The feats are: Mounted Archery, Sarcosan Pureblood, Skill Focus (Ride), Trample, Weapon Focus (Sarcosan lance, scimitar, or composite longbow), Weapon Specialization (Sarcosan lance, scimitar, or composite longbow).

Spur On (Ex): At 4th level, the freerider can spur his horse on to greater than normal speeds. During any round in which the freerider's horse makes a charge or double move, the mount's speed is doubled. So, a horse with a base speed of 40 ft. would travel 160 ft. with a double move. This ability may only be used a number of rounds per day equal to the horse's Constitution bonus.

Devastating Attack (Ex): The freerider gains the Devastating Mounted

The Freerider

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1st	+1	+2	+0	+0	Horse lord, special mount
2nd	+2	+3	+1	+1	Mounted maneuver
3rd	+3	+3	+1	+1	Bonus feat
4th	+4	+4	+1	+1	Special mount, spur on
5th	+5	+4	+2	+2	Mounted maneuver
6th	+6	+5	+2	+2	Bonus feat
7th	+7	+5	+2	+2	Special mount, devastating attack
8th	+8	+6	+3	+3	Mounted maneuver
9th	+9	+6	+3	+3	Bonus feat
10th	+10	+7	+3	+3	Special mount, sweeping strike

Table 4–7

Assault feat as a bonus feat. If he already has that feat, he no longer suffers the –5 penalty for each attack in the round after the first.

Sweeping Strike (Ex): With quick cuts and momentum, the freerider and his horse can become a whirling platform of death on the battlefield. If the freerider's mount takes only a single move, the freerider may make a single melee attack at his highest base attack bonus against all opponents he threatens at any point during his steed's movement for the round. Neither the freerider nor the steed provoke attacks of opportunity from any opponent they attack.

When using this ability, the freerider gives up all other attacks for the round, including those granted by the use of the Cleave feat or the *haste* spell.

Haunted One

The spirits of the dead and extraplanar entities trapped by the Sundering can be found in all corners of Aryth. For a reason not entirely understood, some are able to sense the movements and sounds of even distant spirits, who are normally unable to interact with living, material creatures. Many attempt to ignore these voices for fear of being branded insane or possessed by dark spirits, but others cultivate their abilities and grow into powerful conduits between the material and spirit worlds. These eccentric folks are commonly known as haunted ones, and they travel the lands of Eredane in search of distant spirits on quests that few can understand. Their interest in communicating with spirits often manifests itself with a more general interest in divination magic, and by the time a haunted one has mastered his abilities he has an innate understanding of such magic that surpasses even the most learned elven sages and channelers.

Hit Die: d6.

Requirements

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

Skills: Knowledge (arcana) 8 ranks, Knowledge (spirits) 10 ranks.

Feats: Magecraft, Spellcasting (Divination), and Spellcasting (Necromancy).

Class Skills

The haunted one's class skills (and the key ability for each skill) are Concentration (Con), Craft (Int), Knowledge (all skills taken individually) (Int), Profession (Wis), Speak Language (n/a), and Spellcraft (Int).

Skill Points at Each Level: 2 + Int modifier.

Class Features

Weapon and Armor Proficiency: Haunted ones gain no additional proficiency with weapons, armor, or shields.

Improved Spellcasting: Haunted one levels grant similar benefits as channeler levels with regards to the art of magic, bonus spells, and bonus spell energy. This means that haunted one levels stack with channeler levels for the purposes of determining the highest-level spells the character can cast. A character with more channeler and haunted one levels than levels in other classes adds +1 to his character level to determine the highest-level spells he can cast.

Additionally, each time the character achieves a new haunted one level, he gains one new spell of either the divination or necromancy schools of any level he can cast.

Finally, the character's maximum spell energy increases by one point for every level of haunted one he gains.

Spiritcraft (Ex): At 2nd level, the haunted one learns to unlock the secrets of spirit magic. The spell energy cost for casting divination and necromancy spells is reduced by 1. The character's haunted one level must be higher than the level of the spell cast to gain the reduced cost, and the minimum cost is 1.

Séance (Sp): Once per day at 1st level, and an additional time per day every three levels thereafter, the haunted

The Haunted One

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1st	+0	+0	+0	+2	Improved spellcasting, séance 1/day (day)
2nd	+1	+0	+0	+3	Spiritcraft, spirit manipulation
3rd	+2	+1	+1	+3	Ghost sight
4th	+3	+1	+1	+4	Spirit manipulation, séance 2/day (year)
5th	+3	+1	+1	+4	Spell focus (Divination)
6th	+4	+2	+2	+5	Spirit manipulation
7th	+5	+2	+2	+5	Séance 3/day (century)
8th	+6	+2	+2	+6	Spirit manipulation
9th	+6	+3	+3	+6	Spell focus (Necromancy)
10th	+7	+3	+3	+7	Spirit manipulation, Séance 4/day (Sundering)

Table 4–8

one can channel the distant spirits in the area around him, asking them to guide him in his actions. This functions as if the haunted one had cast an *augury* spell with a caster level equal to his character level, and requires a full-round action.

Alternatively, the haunted one may use this ability to ask the spirits he has channeled about one event that happened in the area, gaining rudimentary knowledge of the past. The spirits are best able to perceive actions that cause intense emotions, whether love, anger, or fear, and can provide more detailed information about such events. The information gained from this ability is similar to that gained by the *legend lore* spell. The character can ask the spirits about events within a radius of 100 feet per class level. Using this ability requires 10 minutes of uninterrupted concentration, and the haunted one is considered dazed for one minute afterwards.

At 1st though 3rd level, the haunted one may gain information about events that happened within one day of the seance. At 4th level, he may ask spirits about events that happened up to one year in the past. At 7th level he may ask them about any event that occurred in the area in the past century, essentially since the beginning of the reign of Izrador. Finally, at 10th level, the haunted one gains the spirits' full trust and may ask them of any noteworthy event in the area since the time of the Sundering.

Spirit Manipulation (Sp): Each time this ability is gained, the haunted one must choose one Divination or Necromancy spell that he knows. If he chooses a Divination spell, the spell may be of the highest level he can cast. If he chooses a Necromancy spell it must be one level lower than the highest spell level he can cast. The haunted one can cast this spell once per day as a spell-like ability, meaning that it requires no spell energy to cast and cannot be detected by astiraxes.

The haunted one may choose a different spell each time this ability is gained, or may choose to cast a previously chosen spell one additional time per day as a spell-like ability.

Ghost Sight (Su): Beginning at 3rd level, the haunted one gains the ability to see invisible or incorporeal creatures normally. This functions as if the haunted one was under the effects of a permanent *see invisibility* spell with a caster level equal to his character level. This ability may be supressed or resumed as a free action.

Spell Focus: The haunted one gains Spell Focus (Divination) at 5th level and Spell Focus (Necromancy) at 9th level. If he already has either of these feats at those levels, he instead gains the Greater Spell Focus version of that feat.

Insurgent Spy

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

—Sarcosan proverb

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

Hit Die: d6.

Requirements

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

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

Feats: Inconspicuous.

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

The Insurgent Spy

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

Shadow Contacts Favors

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

Table 4–9

Class Skills

The insurgent spy's class skills (and the key ability for each skill) are Appraise (Int), Balance (Dex), Bluff (Cha), Climb (Str), Craft (Int), Decipher Script (Int), Diplomacy (Cha), Disable Device (Int), Disguise (Cha), Escape Artist (Dex), Forgery (Int), Gather Information (Cha), Hide (Dex), Intimidate (Cha), Jump (Str), Knowledge (Shadow) (Int), Listen (Wis), Move Silently (Dex), Open Lock (Dex), Perform (Cha), Profession (Wis), Search (Int), Sense Motive (Wis), Sleight of Hand (Dex), Speak Language (n/a), Spot (Wis), Swim (Str), Tumble (Dex), Use Magic Device (Cha), and Use Rope (Dex).

Skill Points at Each Level: 8 + Int modifier.

Class Features

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

Weapon and Armor Proficiency: Insurgent spies gain no proficiency with weapons or armor.

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

Shadow Contacts (Ex): Unlike most denizens of Eredane, the insurgent spy has made friends within the armies of the Night Kings. She may have grown up gambling with a local guard captain or could be the acquaintance of a prominent orcish war leader. Whatever the case, her association provides her many benefits. She is able to use her affiliation to get favors, gather information, or get local authorities to look the other way (see Table 4–9).

In order to use this ability, the character must first attempt to make contact with someone that she knows either directly or through association. The character spends a full day attempting to make contact and then makes a Gather Information check. The DC for the check varies by the magnitude of the favor sought, as shown on Table 4–9. Of course, the DM may simply rule that no contact is available in the spy's current location.

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

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

Sneak Attack (Ex): At 3rd level, the insurgent spy gains +1d6 sneak attack damage. This is exactly like the rogue ability of the same name. The extra damage dealt increases by +1d6 every other level after 3rd. If the insurgent spy gains sneak attack damage from another source (such as rogue levels), the bonus damage stacks.

Smuggler

Since the fall of most of Eredane to the troops of the Shadow, the movement of magical and martial equipment between the remaining forces of good has been severely restricted. Legates and orc patrols enslave or kill those found carrying such contraband, so the price for its transport can be very high indeed. This is where the smuggler becomes invaluable. He has established contacts along his familiar routes and knows when and where to hide his illegal cargo to avoid being detected by patrols. The smuggler is a useful, if elusive, ally in the war against the Night Kings and their foul master, and gaining one's trust can be the difference between life and death in this titanic struggle.

Hit Die: d6.

Requirements

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

Skills: Bluff 8 ranks, Forgery 5 ranks, Gather Information 8 ranks, Hide 5 ranks.

Feats: Friendly Agent.

Class Skills

The smuggler's class skills (and the key ability for each skill) are Appraise (Int), Balance (Dex), Bluff (Cha), Climb (Str), Craft (Int), Decipher Script (Int), Diplomacy (Cha), Disable Device (Int), Disguise (Cha), Escape Artist (Dex), Forgery (Int), Gather Information (Cha), Hide (Dex), Jump (Str), Listen (Wis), Move Silently (Dex), Open Lock (Dex), Perform (Cha), Profession (Wis), Search (Int), Sense Motive (Wis), Sleight of Hand (Dex), Spot (Wis), Swim (Str), Tumble (Dex), Use Magic Device (Cha), and Use Rope (Dex).

Skill Points at Each Level: 8 + Int modifier.

Class Features

All of the following are class features of the smuggler prestige class:

Weapon and Armor Proficiency: Smugglers gain no proficiency with weapons or armor.

Smuggler's Trade (Ex): The smuggler learns that the art of lying is as necessary to his work as swordplay is to his hired guards. His skills in this area grow as he has to perpetrate one smuggling job after another, granting him the listed bonus to all Bluff, Disguise, Forgery, and Gather Information checks when involved in smuggling operations. In addition, he may always take 10 on these skill checks under any circumstances.

The Smuggler

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1st	+0	+0	+2	+2	Smuggler's trade +2
2nd	+1	+1	+3	+3	Dominant will +2
3rd	+2	+1	+3	+3	Smuggler's trade +4, mystifying speech 1/day
4th	+3	+1	+4	+4	Information network (take 10)
5th	+3	+2	+4	+4	Smuggler's trade +6, disguise contraband
6th	+4	+2	+5	+5	Dominant will +4
7th	+5	+2	+5	+5	Smuggler's trade +8, mystifying speech 2/day
8th	+5	+3	+6	+6	Information network (take 20)
9th	+6	+3	+6	+6	Smuggler's trade +10
10th	+6	+3	+7	+7	Slippery mind, disguise contraband

Table 4–9

Dominant Will (Ex): A legate's *zone of truth* spell or the hot end of a torturer's iron can spell doom for both a smuggler and his illicit cargo. Smugglers learn to control their minds so that they can almost convince themselves of their own lies as well as resist magic that would cause them to betray their cause. As a result of this practice and training, a smuggler gains the listed bonus as an insight bonus on Will saving throws against magical detection, compulsion spells, lie detection spells, and any effects or attacks that would cause him to betray his cause. This bonus only comes into play when the smuggler is engaged in a smuggling or similarly clandestine operation, and only when the failure would cause the smuggler to reveal his activities, allies, or secrets. For instance, the bonus would apply to a legate casting a compulsion spell forcing the smuggler to reveal the names of all of his contacts, but would not apply to the same spell if cast in combat to get the smuggler to defend the legate, restrain his allies, surrender, etc.

Mystifying Speech (Sp): Once per day at 3rd level, the smuggler can talk his way out of almost any situation. By taking his targets' attention away from his illegal activities and spinning a verbal web of deceptive and misleading statements, the smuggler can cause them to forget what they have seen or even change specific details they recall. This ability works exactly like the *modify memory* spell with a caster level equal to the smuggler's class level, except that it can affect up to one target per class level. All targets must be within 10 feet of the smuggler and giving him their attention to be affected. The Will save DC to resist this ability is 10 + the smuggler's class level + the smuggler's Cha modifier.

At 7th level, the smuggler may perform this verbal trick twice per day.

This is a spell-like, mind-affecting, language-dependent ability.

Information Network (Ex): Beginning at 4th level, whenever the smuggler enters a new city, settlement, or other definitive area, he is able to learn the latest gossip in very little time thanks to his widespread network of informants. Given one hour he is able to find out the local happenings as if he had taken 10 on a Gather Information check. At 8th level this ability functions as if the smuggler had taken 20 on the check.

Disguise Contraband (Su): At 5th level, the smuggler learns how to stow illegal materials in such a way that defies divination and detection spells and abilities. This ability works just like the *misdirection* spell except the smuggler can hide up to one cubic foot of creatures or materials per level for up to one hour per level, no matter the quantity or amount of any specific objects. This ability also hides magical auras from the tracking ability of an astirax. All of the affected materials must be within the same cube and must be hidden at the same time.

At 10th level, the smuggler can divide up the hidden creatures or materials any way he likes and may hide materials in different places at different times throughout the day.

Slippery Mind (Ex): At 10th level, the smuggler gains the extraordinary ability to shrug off magical compulsions. If the smuggler is affected by an enchantment and fails his saving throw, one round later he can attempt his saving throw again. He only gets this one extra chance to succeed at his saving throw. If it fails as well, the spell's effects proceed normally. Unlike the dominant will ability, this ability applies to all enchantment effects, regardless of whether or not the smuggler's secrets are at risk.

Warrior Arcanist

In the world of Aryth many are born into their magical powers rather than choosing to study them. Often these blessed (many would argue cursed) few fully embrace their abilities, training to use them more easily and to wield greater and greater power. Some, however, find that their hearts lie elsewhere, perhaps with the feeling of cold steel in their hands. Those in this position often become warrior arcanists, learning to use their innate magical abilities to enhance their fighting prowess rather than to cast more powerful spells. It is a hard road they choose to follow, as they must learn both the arcane as well as the fighting arts. In the end many find it worth the effort, however, as their magically powered strikes

and arcane defenses allow them to survive in the harsh world into which they were born.

Hit Die: d8.

Requirements

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

Base Attack Bonus: +4.

Skills: Spellcraft 8 ranks.

Feats: Magecraft, Spellcasting, Weapon Focus (any).

Proficiency: Must be proficient in all martial weapons.

Class Skills

The warrior arcanist's class skills (and the key ability for each skill) are Climb (Str), Concentration (Con), Craft (Int), Intimidate (Cha), Jump (Str), Knowledge (arcana) (Int), Profession (Wis), Ride (Dex), Speak Language (n/a), Spellcraft (Int), and Swim (Str).

Skill Points at Each Level: 2 + Int modifier.

Class Features

All of the following are class features of the warrior arcanist prestige class.

Weapon and Armor Proficiency: Warrior arcanists are proficient with all simple and martial weapons, and with light and medium armor, and with shields (but not tower shields).

Armored Casting (Ex): The warrior arcanist becomes used to wearing armor while casting spells. At 1st level the arcane spell failure of any armor or shields he uses is reduced by 5%. Every other level thereafter, the arcane spell failure is reduced by another 5%.

Channeled Combat (Su): The first thing the warrior arcanist learns is how to channel his spell energy points in ways that will aid him in combat. At 1st level, the character may spend one spell energy point as a free action to grant his weapon a bonus on attack rolls equal to one-half his character level until the beginning of his next turn. The warrior arcanist must decide to use this ability before making any attacks.

At 4th level, the character may spend one spell energy point as a free action to grant himself a deflection bonus to AC equal to one-half his character level until the beginning of his next turn. The warrior arcanist must decide to use this ability before taking any action for the turn.

At 7th level, the character may spend one spell energy point as a free action to grant his weapon a bonus on damage rolls equal to one-half his character level until the beginning of his next turn. The warrior arcanist must decide to use this ability before making any attacks.

The warrior arcanist may spend spell energy points on all three types of channeled combat in a single round, but no more than one spell energy point per type of channeled combat.

Improved Spellcasting: Warrior arcanist levels grant similar benefits as channeler levels with regards to the art of

The Warrior Arcanist

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1	+1	+2	+0	+0	Armored casting 5%, channeled combat (attack)
2	+2	+3	+0	+0	Improved spellcasting
3	+3	+3	+1	+1	Armored casting 10%
4	+4	+4	+1	+1	Channeled combat (AC)
5	+5	+4	+1	+1	Armored casting 15%
6	+6	+5	+2	+2	Melee caster
7	+7	+5	+2	+2	Armored casting 20%
8	+8	+6	+2	+2	Channeled combat (damage)
9	+9	+6	+3	+3	Armored casting 25%
10	+10	+7	+3	+3	Regenerative strike

Table 4–10

magic, bonus spells, and bonus spell energy. This means that warrior arcanist levels stack with channeler levels for the purposes of determining the highest-level spells the character can cast. A character with more channeler and warrior arcanist levels than levels in other classes adds +1 to his character level to determine the highest-level spells he can cast.

Additionally, at 2nd level and every other level thereafter, the warrior arcanist learns one new spell of any school and level he can cast.

Finally, the character's maximum spell energy increases by one point at 2nd level and every other level thereafter.

Melee Caster (Su): At 6th level, the warrior arcanist learns to deliver spells through his weapons, adding power and utility to his attacks. Any time the warrior arcanist is using a full attack action, he may attempt to deliver a spell through one of his attacks. The spell must be no higher in level than one-half the warrior arcanist's class level, and must have a casting time of 1 standard action or less. Even if the spell would normally affect multiple targets or an area of effect, its effects only apply to the creature hit with the weapon, who gains a saving throw (if any) against its effects as normal. If the character misses with his attack, the spell energy for whatever spell he chose is still considered spent.

Regenerative Strike (Su): At 10th level, any time the warrior arcanist scores a critical hit with a melee weapon, he recovers spell energy according to the weapon's critical multiplier: 1d4 for a x2 weapon, 1d6 for a x3 weapon, and 1d8 for a x4 weapon.

Whisper Adept

The souls of fallen elves sometimes live eternally within the trees of Erethor, giving rise to the phenomenon known as the Whispering Wood. All the elves of Erethor can "hear" the whispers of those who have passed on, but some show a greater understanding of the messages found within them. These elves are sent to study with the mystics in the Druid's Swamp, learning to hone their abilities by undergoing rigorous trials. Those who come through the trials with their sanity intact become whisper adepts and work closely with the Witch Queen to patrol and defend their forest home from the forces of the Night Kings.

Hit Die: d8.

Requirements

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

Skills: Knowledge (nature) 8 ranks, Knowledge (spirits) 10 ranks, Survival 8 ranks.

Feats: Magecraft, any two Spellcasting feats.

Special: The character must be an elf or elfling in good standing with the Witch Queen.

Class Skills

The whisper adept's class skills (and the key ability for each skill) are Concentration (Con), Craft (Int), Handle Animal (Cha), Heal (Wis), Knowledge (all skills taken individually) (Int), Profession (Wis), Speak Language (n/a), Spellcraft (Int), and Survival (Wis).

Skill Points at Each Level: 4 + Int modifier.

Class Features

All of the following are class features of the whisper adept prestige class.

Weapon and Armor Proficiency: Whisper adepts gain no additional proficiency with weapons or with armor.

Improved Spellcasting (Ex): Whisper adept levels grant similar benefits as channeler levels with regards to the art of magic, bonus spells, and bonus spell energy. This means that whisper adept levels stack with channeler levels for the purposes of determining the highest-level spells the character can cast. A character with more channeler and whisper adept levels than levels in other classes adds +1 to his character level to determine the highest-level spells he can cast.

The Whisper Adept

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1st	+0	+0	+0	+2	Improved spellcasting, whisper sense
2nd	+1	+0	+0	+3	Whisper sense (+2 initiative)
3rd	+2	+1	+1	+3	Fell touch
4th	+3	+1	+1	+4	Whisper sense (cannot be surprised)
5th	+3	+1	+1	+4	Tree meld
6th	+4	+2	+2	+5	Whisper sense (*clairaudience*)
7th	+5	+2	+2	+5	Strength of the wood
8th	+6	+2	+2	+6	Whisper sense (*clairvoyance*)
9th	+6	+3	+3	+6	Whisper's ward
10th	+7	+3	+3	+7	Whisper sense (*commune with nature*)

Table 4–11

Additionally, each time the character achieves a new whisper adept level, he learns one new spell of any school and level he can cast.

Finally, the character's maximum spell energy increases by one point for every level of whisper adept he gains.

Whisper Sense (Ex): Whisper adepts are the masters of listening to the voices that haunt the trees of the Whispering Wood. Their ability to sense the whisper is just as finely attuned as any of their normal senses. This has several effects.

1st Level: At 1st level, the whisper adept no longer needs to make Wisdom checks to sense the flowing voices of the Whispering Wood.

2nd Level: When within the wood's confines, the whisper adept gains a +2 bonus to initiative thanks to the warnings of the elven spirits.

4th Level: By now the whisper adept's ability to process the warnings and feelings of the woods around him are such that he cannot be surprised while within Erethor. The whisper adept is never considered flat-footed while within the Whispering Wood and may act in any surprise round unless immobilized.

6th Level: The whisper adept can now use his connection to the Whispering Wood to listen in on any location he knows within the forest's confines. This ability works just like the *clairaudience/clairvoyance* spell except that it only has auditory components. The whisper adept can use this ability at will.

8th Level: When the whisper adept uses his whisper sense (*clairaudience*) he can now see as well as hear the location that he chooses.

10th Level: The whisper adept can gain knowledge of the territory around him as if he had cast *commune with nature* with a caster level equal to his class level. This ability only takes one minute to activate, and can be used at will. The whisper adept may only use this ability within the great forest.

Fell Touch (Su): Whisper adepts learn and participate in day-long rituals that bond the bodies of fallen elven warriors to the life of the forest, commanding the plants themselves to gather around the warriors' bodies and lift them into the canopy. These rituals were born of a need to prevent fallen elves from rising as the Fell, a plague of undead creatures that arises from the death of any humanoid creature whose corpse is not somehow prevented from animating. While not a generally useful ability while adventuring, whisper adepts have adapted the ritual to create shorter rites for times of war and when speed is of the essence. Beginning at 3rd level, the whisper adept can perform a rite as a full round action that prevents a creature from rising as Fell or Lost. The rite involves placing a seed from the great forest within the deceased's mouth, but rather than growing vines and becoming a part of the environment, the body simply fails to be animated.

Tree Meld (Su): At 5th level the whisper adept becomes a living part of the forest. He can meld his physical form with any whispering tree, allowing him to perfectly hide from enemies and to rest without worry of being found. This ability can be used once per day and lasts for up to one hour per class level.

The whisper adept may carry up to 100 pounds of unliving gear into the tree with him. The tree must be large enough to accommodate the whisper adept's body in all three dimensions. While within the tree the whisper adept remains aware of the passage of time and may hear what goes on around the tree, but he may not see out of the tree while melded.

Minor physical damage to the tree in which a whisper adept is melded does not harm him, but if the tree is partially destroyed to the extent that the character no longer fits within it he is forcibly expelled and suffers 5d6 points of damage. This also occurs if the tree is set on fire and burns for more than three rounds. The tree's complete destruction expels the character and slays him instantly unless he succeeds at a DC 18 Fortitude save.

The whisper adept may step out of the tree at any time before the duration expires. If the effect's duration runs out before the character voluntarily exits, he is forcibly expelled and suffers 5d6 points of damage.

The following spells harm the whisper adept if cast upon the tree that he is occupying. *Warp wood* causes no damage but has a 25% chance of expelling the character.

Wood shape deals 3d6 points of damage, but does not expel the character. *Diminish plants* might cause the character to be expelled if the tree becomes too small for him to fit within it. *Ironwood* and *liveoak* both forcibly expel the character from the tree and deal him 5d6 points of damage.

Strength of the Wood (Su): Beginning at 7th level, the whisper adept automatically recovers one point of spell energy per hour while using his tree meld ability.

Whisper's Ward (Su): While within the great forest, the whisper adept's mind is protected by a curtain of protective spirits. He is immune to all mind-affecting effects while within the great forest, though he may suppress this ability as a free action in order to accept beneficial mind-affecting spells.

Wizard

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

Hit Die: d4.

Requirements

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

Skills: Knowledge (arcana) 10 ranks, Spellcraft 10 ranks.

Feats: Magecraft (hermetic), one item creation feat, one metamagic feat, and two Spellcasting feats.

Spellcasting: Must know at least 13 spells of 1st level or higher.

Class Skills

The wizard's class skills (and the key ability for each skill) are Concentration (Con), Craft (Int), Knowledge (all skills, taken individually) (Int), Profession (Wis), Speak Language (n/a), and Spellcraft (Int).

Skill Points at Each Level: 2 + Int modifier.

Class Features

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

Weapon and Armor Proficiency: Wizards gain no additional proficiency with weapons or armor.

The Wizard

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1	+0	+0	+0	+2	Improved spellcasting, wizardcraft
2	+1	+0	+0	+3	Efficient study 10%
3	+1	+1	+1	+3	Bonus feat
4	+2	+1	+1	+4	Spellcasting
5	+2	+1	+1	+4	Efficient study 20%
6	+3	+2	+2	+5	Bonus feat
7	+3	+2	+2	+5	Spellcasting
8	+4	+2	+2	+6	Efficient study 30%
9	+4	+3	+3	+6	Bonus feat
10	+5	+3	+3	+7	Spellcasting

Table 4–12

Improved Spellcasting: Wizard levels grant similar benefits as channeler levels with regards to the art of magic, bonus spells, and bonus spell energy. This means that wizard levels stack with channeler levels for the purposes of determining the highest-level spells the character can cast. A character with more channeler and wizard levels than levels in other classes adds +1 to his character level to determine the highest-level spells he can cast.

Additionally, each time the character achieves a new wizard level, he gains one new spell of any level and school he can cast. A wizard can learn additional spells according to the normal rules for learning spells.

Finally, the character's maximum spell energy increases by one point for every level of wizard he gains.

Wizardcraft (Ex): At 1st level, the wizard learns to prepare spells ahead of time to be cast later in the day. While this restricts his choice of spells compared to the normal method of casting, casting such spells is much easier: a prepared a spell costs only half the spell energy (rounded up) normally required to cast a spell of that level. This reduction applies after spell levels have been added for metamagic feats. This reduction does not stack with the reduced cost provided by spell talismans or any ability that allows spells to be cast with a reduced cost in spell energy. It can never cost less than one point of spell energy to prepare a spell, and a wizard can prepare 3 spells/class level.

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

When a character reaches 2nd level, he compiles a spellbook containing all of the spells that he knows. The bonus spells he gains with each wizard level are also added to his spellbook automatically. The wizard's spellbook otherwise follows all the rules for wizards' spellbooks presented in the core rules, including the process used to add new spells to the spellbook. Wizards must study their spellbooks each day to prepare their spells. A wizard cannot prepare any spell not recorded in his spellbook (except for *read magic*, which all wizards can prepare from memory).

Efficient Study (Ex): Wizards expend less of their own energy when learning new spells through study and when creating magic items. At 2nd level, the wizard spends 10% less XP for either action. This reduction increases by 10% every three levels thereafter.

Bonus Feats: The wizard gains a bonus feat at 3rd, 6th, and 9th level. The feat chosen must be either an item creation or metamagic feat.

Spellcasting: At 4th, 7th, and 10th level, the wizard gains a Spellcasting feat of his choice. A wizard who qualifies may choose Greater Spellcasting instead.

Wogren Rider

Wandering up and down the Plains of Erenhead, the halflings of Eredane's central plains eke out a harsh existence in the shadow of Izrador's forces. Though most of their kind are chained and driven to death in the service of Izrador's armies, these few nomads returned to their ancient, nomadic ways. With their wogren companions by their sides, these halflings hide amongst the pannock trees, pitching their tiny tents in the dark of night and rising to begin traveling once again before the rays of dawn peek over the mountains.

While the nomads rely partially on their mobility and stealth to protect them from the forces of Izrador, they are also shielded by the fierce wogren riders. Mounted on these magical creatures, the diminutive halflings seem to grow in stature and aggression, ready and able to defeat any who cross their paths. Though the wogren are not beasts of burden or mere mounts, they are willing to follow the lead of their rider and assist them in battle. Together, the wogren and its rider become a fearsome duo, ready to face any challenges the world can throw at them.

But the ways of the wogren rider are not for all halflings. Each of the wandering tribes has but a handful of

these daring halflings, and fewer than 200 of them can be found in the world. The halflings tell tales of the ancient times, when their wogren riders flooded across the plain to battle their enemies. Reduced to a shadow of their former glory, the wogren riders of today jealously guard their traditions and entrust the partnership of their wogrens only to the bravest and most noble halflings.

These elite mounted warriors can match the Sarcosan knights for speed and lack not at all for courage and tenacity. Roaming from the Ardune to the foothills of the Kaladrun range, the wogren riders are the last defense for their friends and families amongst the nomadic tribes. There is a saying in the vows of the wogren riders that for every rider who falls, a tribe of halflings dies.

Hit Die: d8.

Requirements

To qualify to become a wogren rider, a character must fulfill the following criteria.

Race: Only halflings and halfling-raised elflings become wogren riders; the mystical beasts are too precious to the halflings and the role of the rider to important to allow outsiders to join their number.

Skills: Ride 8 ranks, Survival 4 ranks

Feats: Mounted Archery, Mounted Combat

Special: Those halflings who wish to become wogren riders must complete a quest given to them by the riders of their tribe. This quest always involves defeating some enemy of the tribe or acquiring some item the tribe needs. This is an adventure in its own right, and the halfling is allowed to bring along a few companions, provided he leads them and guides them to success. Though the companions gain no special reward for their part in the quest, they will be treated as allies of the nomads from that time forward.

Class Skills

The halfling wogren rider's class skills (and the key ability for each skill) are Climb (Str), Craft (Int), Handle Animal (Cha), Heal (Wis), Hide (Dex), Jump (Str), Listen (Wis), Move Silently (Dex), Profession (Wis), Ride (Dex), Speak Language (n/a), Spot (Wis), Survival (Wis), and Swim (Str).

Skill Points at Each Level: 4 + Int modifier.

Class Features

All of the following are features of the wogren rider prestige class.

Weapon and Armor Proficiency: Wogren riders are skilled with all simple and martial weapons. They are proficient with all light and medium armor, but not with shields.

Special Mount (Ex): At 1st level, the wogren rider gains a mature wogren that has the benefits of a rank 1 wildlander aninmal companion. Each time this

Bond of Blood

Roa was just a young maid with some skill at channeling when her entire village was killed by orc raiders. She was badly injured in the battle and left for dead. Expecting the effort to cost her life, she used the last of her magics to mend the wounds of a dying wogren that had fallen defending her. The creature survived and carried Roa to shelter, where he licked her wounds and kept her warm and fed until she recovered.

The two seem to have formed a closer bond than any halfling and wogren had before, and now travel the plains spying on Izrador's minions. They pass word of enemy movements and activities to a network of halfling, gnome, and human contacts that Roa has developed over the years. Their information has served to save hundreds of halfling lives and kept whole tribes out of the slavers' pens. Roa has become a legend of sorts among the halflings and every girl-child of the people hopes to one day be just like her.

The Wogren Rider

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1st	+1	+0	+2	+0	Coordinated attack, special mount
2nd	+2	+1	+3	+1	Mounted ability
3rd	+3	+1	+3	+1	Speed mount
4th	+4	+1	+4	+1	Special mount, mounted ability
5th	+5	+2	+4	+2	Mounted hide
6th	+6	+2	+5	+2	Mounted ability
7th	+7	+2	+5	+2	Special mount, wogren dodge
8th	+8	+3	+6	+3	Mounted ability
9th	+9	+3	+6	+3	Wogren's sight
10th	+10	+3	+7	+3	Special mount, mounted ability

Table 4–13

ability is gained thereafter, the wogren gains one rank as if it were a wildlander's animal companion.

Wogren are incredibly rare; if the wogren dies, the wogren rider cannot gain a new mount until he gains the special mount ability again through normal level advancement. Even then, he must have proven to his tribe that the first wogren died with honor and for a purpose that furthered the cause of the halfling people. The new mount may begin with the previous mount's abilities or may take some time to aquire them, at the DM's discretion.

Coordinated Attack (Ex): In any round in which either the wogren or his rider hits a target in melee, the other member of the partnership gains a +2 bonus to his attack roll for his next melee attack against the same target. The combination of attacks from rider and mount makes it very difficult for enemies to avoid either the flashing blade or snapping jaws.

Mounted Ability (Ex): Each time this ability is gained, the wogren rider may choose one of the abilities below. If the wogren rider does not have the base feat for each mounted ability, he may choose that feat instead of an ability. He may later choose the same ability again in order to gain the improved version.

Improved Ride-By Attack: The rider gains the Ride-By Attack feat for free. If he already has the Ride-By Attack feat, he may now perform charge actions, including ride-by attacks, without needing to move in a straight line.

Improved Mounted Archery: The wogren rider no longer suffers any penalty for firing a bow or throwing a weapon while riding his wogren, and additionally is considered to have the Rapid Shot feat while mounted.

Improved Mounted Combat: Halflings have no illusions about their wogren: If their beast dies in battle, so do they. They become even more skilled at maneuvering their mounts out of danger. The wogren rider may now use his Mounted Combat feat a number of additional times in a round equal to his Dexterity modifier (minimum one additional time).

Improved Spirited Charge: While they don't have the strength and stature of their Sarcosan allies, wogren riders have learned to use momentum and skill to damage their foes. The rider gains the Spirited Charge feat for free. If he already has the Spirited Charge feat, the wogren rider is considered to have the Improved Critical feat with any melee weapon used while he and his wogren are charging. This ability does not stack with any other effect that expands the threat range of a weapon (such as the *keen edge* spell).

Improved Trample: The rider gains the Trample feat for free. If he already has the Trample feat, the wogren rider and his mount do not provoke attacks of opportunity from the defender when making overrun attempts.

Speed Mount (Ex): The wogren knows when to crouch and let his rider swing up into the saddle quickly and easily. This ability allows the wogren rider to mount or dismount as a free action, with no Ride skill check required.

Mounted Hide (Ex): The wogren rider may use his Hide skill while mounted, provided he is not moving. This allows the rider to hunker down with his mount and camouflage them both with his skill check, though the halfling's size modifier is not included in the check; instead, the halfling uses the wogren's size modifier, along with any armor check penalty he and the wogren suffer from. This ability may only be used in natural, outdoor surroundings.

Wogren Dodge (Ex): The wogren keep their eyes peeled during battle, constantly watching where their riders are not. In this way, the rider and his mount can watch the entire battlefield, giving them a greater awareness of their environment.

As a result, the wogren and rider both gain a +2 circumstance bonus to their Armor Class during any round in which the rider is mounted and the wogren moves at least 10 feet.

Wogren's Sight (Ex): The wogren rider is so attuned to his wogren he is able to make some limited use of the creature's blindsense ability by reading the cues and body language of the wogren. This gives the rider blindsense within 30 ft. as long as he is mounted on or adjacent to his wogren.

CHAPTER 5

Player Options

This chapter presents information on the skills, feats, weapons, and magic of MIDNIGHT. The background descriptions of this chapter are designated as closed content, while all new game mechanics rules are **Open Content**.

Skills

Several skills have unique applications in MIDNIGHT, while two new Knowledge skills replace those from the core rules that are obsolete on Aryth in the Last Age. The skills and applications below should be considered standard in any MIDNIGHT game, as they take into account the situations and environments found on Eredane in the Last Age.

Appraise

With gold and jewels holding little value across Eredane, Appraise is less useful for general pricing of treasures found while adventuring. Where the skill does become useful is in bartering for goods and services, during which the Appraise skill can be used as normal to determine the appropriate vp an item *should* be worth in the local area; such estimates do not take into account the buyer's or seller's specific personal circumstances, however.

Synergy: A character with 5 or more ranks in Knowledge (local) for the area he is in gains a +2 synergy bonus on all Appraise checks made to determine the value of a good or service in that area.

Bluff

Bluff is an essential skill for rebellious heroes who must often navigate enemy-ridden cities to gather the supplies and information they need. The ability to lie convincingly can ease a PC by a bullying orc patrol, convince a collaborator to unload useful information to the wrong people, or even just help a desperate party get enough food to survive for another day.

In areas where the Shadow is dominant, such as a city or military encampment, bluffing agents of Izrador is more difficult than normal. It is difficult to pull off a ruse in an occupied area, not to mention the fact that some orcs and legates do not care what excuses are given by those they control. Still, the political infighting among Izrador's ranks can be used against them by skilled manipulators. Table 5–1 presents examples and modifiers for specific uses of the Bluff skill within the world of MIDNIGHT. Where one overlaps with one of the more general circumstances provided in the PHB, the modifiers do not stack.

Bluff Modifiers in Occupied Eredane

Modifier	Circumstances
+5	The Bluff works for the target's allies or against opposing factions within the Order of Shadow or the military ranks. Example: *"Simply by letting us in the gate, you will have ensured the destruction of Captain Zenrik. You know, the one who's sleeping with your sister?"*
+5	The threat of Shadow-intervention is believable. Example: *"Legate Tomas is on his way here now and he's looking for trouble."*
–5	The target is in a position of authority where the Shadow rules. Example: *"Even if I believed you I wouldn't let you in without a token from Lord Barak."*

Table 5–1

Diplomacy

Diplomacy is better suited for use with common folk or other rebels rather than with the forces of the Shadow, who are not given to negotiate with anyone outside of their command structure. It can be an essential skill when looking for a place to hide or trying to gain the aid of locals, who will be risking life and limb to aid suspicious strangers.

Add 5 to the DC to achieve a new attitude when using Diplomacy with strangers in MIDNIGHT, who usually start with an attitude of Unfriendly. This can be somewhat mitigated with circumstance bonuses in areas where the Shadow's grip is not so strong, but in general the common folk of Eredane are careful with their allegiances, as giving the slightest aid to rebels or fey folk carries penalties from hard labor to death, depending on who catches them.

Hide

PCs in MIDNIGHT often find themselves on the run, and Hide can be an essential skill for staying alive.

Ambush: Ambushes are an important tactic for the outlaws who oppose Izrador's rule. A character can substitute his own ranks in Hide for that of his companions if he spends five minutes per additional person surveying the terrain, explaining the situation to the others, and preparing camouflage for them. Only those present during this time can take advantage of this bonus. A character may not hide others if they are moving, and the Hide check must be made immediately after the period of explanation or it cannot be shared. If a poor Hide check is rolled when setting up an ambush, a new check may be rolled for every additional five minutes spent preparing a single person's hiding spot.

This use of the skill assumes that the individuals being hidden are Medium. Small or smaller creatures require half the time to prepare for an ambush, and the time required for all other creatures doubles for each size category they are above Medium.

Blending In: If the PCs do not want to be noticed, rather than opposing the PCs' Hide checks with the Spot checks of every patrolling orc they pass by, assume that they manage to pass through a Shadow-controlled area unnoticed and unharassed if they each meet the DCs below on their Hide checks. If they fail, they draw the attention of an orc patrol, hobgoblin guard, legate tithe-master, etc. In some cases, such as a party of all-Dorn PCs in the Northlands, this might mean nothing more than that the PCs must cower for a few minutes to appease their questioner. In others, such as if there are fey among the party or they are carrying noticeable weapons, discovery can be a death sentence. What happens after the PCs are discovered depends on who they are, where they are, their ability to Bluff their way out of a bad situation, and a host of other circumstances.

The DM may call for a Hide check once per day, once per hour, or however often you deem appropriate, depending on the level of danger you want the PCs' journey to have. When the PCs attempt to sneak past specific guard points (for instance, the gate to an enemy-occupied city), opposed Spot and Hide checks are in order.

Blending in While in Occupied Eredane

Circumstances	Example	Hide DC
Loosely controlled city	Sharuun	5
Loosely controlled town	Al Kadil	10
Loosely controlled village	Farodun	15
Tightly controlled city	Bastion	10
Tightly controlled town	Chandering	20
Tightly controlled village	Riismark	30

Modifiers: While most Hide checks are modified by armor check penalties and the like, these Hide checks are made to blend in with a crowd or make oneself beneath notice more than to actually hide. Therefore, additional modifiers are necessary.

Race: The cities and towns of MIDNIGHT do not have the same diversity of races as those in other settings. If a

human character of a culture not normally found in an area attempts to blend in with crowds, he suffers a –2 penalty on his Hide check. Elves and halflings can attempt to pass as human adults or children, but still suffer a –4 penalty to their checks to blend in. Finally, dwarves, orcs, and dworgs are the most noticeable of races due to their bulk and stature, suffering a –8 penalty to Hide checks to avoid notice. Though a dworg can pass for an orc and orcs have fairly free reign, it is still unusual to see the chosen of Izrador traveling alone or with a small group of other races. Any orc not traveling as part of a patrol or warband and not bearing the markings of the unit attached to the area is likely to be stopped and questioned.

Weapons: The Shadow's guards have learned to notice the shapes of weapons, even hidden ones, out of the corner of their eyes. Even a sword hidden beneath a coat can be noticeable because of the effect it has on a person's walk or the strange bulges it produces beneath the clothing. PCs bearing one or more one-handed weapons suffer a –4 penalty to their checks to blend in, while those with the temerity to carry two-handed weapons suffer a –10 penalty on their checks to blend in.

Intimidate

Intimidate is a dangerous skill to use in occupied lands—failure might get a character reported to the authorities, imprisoned, or worse.

Intimidate checks against orcs or legates in occupied territory suffer a –2 penalty since the target feels quite comfortable in the knowledge that he is in a dominant position. Likewise, Intimidate checks made against low-level orcs or collaborators trapped away from their usual comfort zone gain a +2 circumstance bonus. This bonus does not apply to legates or high-ranking members of the occupying army.

Knowledge

Knowledge (the planes) and Knowledge (religion) are not used on Aryth. The other planes have been vacant for too long for knowledge to have been passed down about them—they exist now only in legend. Likewise, there is no god other than Izrador, and even his divinity is questioned by the majority of Eredane's population. All that exists is the Shadow in the North, his legates, and his armies, and knowledge of them is far more useful and important to the denizens of the conquered lands. The following are new Knowledge skills in MIDNIGHT.

—History (the Old Gods)

—Local (Central Erenland, Endless Ocean, Erethor, Northern Marches, Northlands, Kaladrun Mountains, Icewall Mountains, Pale Ocean [includes White Desert and Island of Asmadar], Sea of Pelluria, Southern Erenland)

—Shadow (legates and their magic, the Order of Shadow, the armies and generals of Izrador, religious practices and worship of Izrador, black mirrors)

—Spirits (elementals, true fey, outsiders, undead, the Lost, the Eternal, the Whisper)

Synergy: If you have 5 or more ranks in Knowledge (local), you get a +2 synergy bonus on Knowledge (Shadow) checks to determine information about the local military or religious organization and their notable figures.

If you have 5 or more ranks in Knowledge (nature), you get a +2 synergy bonus on Knowledge (spirits) checks. The two worlds have grown closer in essence in the millennia since the Sundering.

If you have 5 or more ranks in Knowledge (spirits), you get a +2 synergy bonus on Knowledge (nature) checks. The two worlds have grown closer in essence in the millennia since the Sundering.

Speak Language

Eredane's rich variety of languages are one of the few artifacts that remain from the time before the Shadow fell. Some of its languages are more developed than others, and some are falling more and more into disuse as Izrador's influence crushes native cultures. Also, reading and writing may not be taught in most of occupied Eredane, and thus literacy has fallen to drastically low levels. Because of these factors, languages in MIDNIGHT are handled slightly differently from those in the core rules.

First, all characters are considered to be illiterate, even in their native language. In order to become literate, a character must first find someone who can read and write the language, which can be a quest in and of itself. The character must then spend two skill points to acquire literacy in a lan-

Language Competency Modifiers*

Competence	Bluff	Diplomacy	Gather Info	Intimidate	Sense Motive
None	–30	–30	–30	–5	–20
Pidgin	–5	–5	–5	–2	–5
Basic	–2	–2	–2	—	–2
Fluent	—	—	—	—	—

* At the DM's discretion, these modifiers may not apply to actions in which language plays no part, such as feinting during combat or using someone's body language as the object of your Sense Motive skill.

Table 5–2

guage, at which point he gains the same level of written competence as he has competence in the spoken language. From that point forward, if the character spends more points to increase his competence in a language, his competence in the written version of that language also increases. When languages are listed in character write-ups and stat blocks, an asterisk (*) after the language denotes literacy.

Language Competence

Most languages of Eredane have three levels of competence: pidgin, basic competence, and fluency. One skill point spent on a language allows the character to learn the pidgin version of it, which lets a character understand and recite only basic grammatical structures and words. Two skill points grants basic competency in both speech and comprehension, while three skill points buys fluency. When languages are listed in character write-ups and stat blocks, a (1) after the language represents pidgin competence, while a (2) after the language represents basic competence. If there is no number in paranthesis after the language, the character is fluent in that language.

Some languages, like Black Tongue or Snow Elf Patrol Sign, exist only to convey simple terms and meaning within a very limited scope (in this case warfare), and therefore have no level of competence above pidgin. Others, like High Elven, are so complex and intricate that a pidgin level of competence is meaningless, and only begin to make sense at the basic competence level.

Most characters begin play with fluency in at least one their automatic languages and varying levels of competence in other automatic languages. Additionally, rather than gaining bonus languages for high Intelligence modifiers, starting characters instead gain two skill points per Intelligence bonus to spend on automatic or bonus languages. Characters may not begin play with skill ranks in languages other than those listed as automatic or bonus languages.

Some languges provide a variation on synergy with one another. When a character gains a level of competence in a language (called the primary language) that provides some level of competence in another language (called the related language), his competence in the related language immediately increases. If the character already has that level of competence in the related language, then he gains no benefit from the competence increased granted by the primary language.

A character that learns or improves a language after 1st level can only advance it with one skill point per level, mimicking the natural growth of linguistic mastery over time. Thus, a character who begins play with a pidgin understanding of Norther could not spend two skill points at 2nd level to grant fluency with the language—he can spend one point to gain basic competency, and then another at 3rd or higher level to gain fluency with the language. A character can advance as many languages as he wishes at each level, but only one level of competency at a time.

If you are less than fluent in a language you are attempting to use with certain skills, you may suffer penalties on skill checks with them, as shown on the table below.

For a full list of languages and descriptions of each, see page 160.

Foraging DCs by Region

Region	DC
Aruun	15
Caraheen	10
Central Plains	15
Highhorn Mountains	15
Icewall Mountains	20
Island of Asmadar	10
Kaladrun Mountains	15
Miraleen	10
Northern Marches	20
Northlands	15
Sea of Pelluria	15
Southern Erenland	15
Veradeen	15
Westlands	20
White Desert	20

Table 5–3

Survival

After a single run-in with the forces of Shadow, most characters will be forced to live in the wilderness, at least for a time, and traveling across the vast expanses of Eredane requires knowledge of the land and how to live off of it. Additionally, PCs often find themselves hunted by forces of the Shadow or having to infiltrate areas with heavy patrols. In addition to foraging for food and tracking foes, Survival becomes quite literally a skill that keeps the PCs from a gory and violent death.

In the uses of the Survival skill below, the character making the checks is referred to as the "guide."

Foraging: The world of MIDNIGHT is a harsh place, and competition for food is fierce, especially in lands dominated by the Shadow's armies.

Evading Patrols: Rather than opposing the characters' Hide and Move Silently checks with the Spot checks of every orc in the patrols they pass near, assume that a party manages to pass through a Shadow-patrolled area undetected if their guide meets the DCs on Table 5–4 on his Survival checks. If he fails, the party draws the attention of the patrol. When attempting to evade patrols, the natural terrain determines the check's DC, as shown on Table 5–4; however, the guide also suffers penalties or bonuses to his check similar to the Condition modifiers listed under the Track feat in the PHB. Rather than acting as penalties and bonuses to the Survival DC, the listed modifiers (in which "group being tracked" refers to the guide's own group) instead act as penalties and bonuses to the guide's Survival check.

The DM may call for a Survival check once per day, once per hour, or however often he deems appropriate, depending on the level of danger he wants the characters' journey to have. When the characters attempt to sneak past specific guard points (for instance, past a well-guarded bridge or through the pickets of an enemy encampment, opposed Spot and Hide checks are in order.

Counter-tracking: Unlike in the core rules, hiding one's tracks in MIDNIGHT is far too important to be represented by a simple DC modifier to a foe's Survival DC. Instead, whenever a party attempts to hide its trail (which requires that they move at half speed), the guide makes a Survival check with a DC dependent on the surface over which the party is being tracked (see Table 5–4). For every 2 points by which the guide beats the DC, the DC to track the party increases by 1.

Evading Patrols

Circumstances	Survival DC
Open terrain or thick forests	15
Hills or light forests	10
Mountains or grasslands	5
Permanent magic item or ongoing spell effect	+1/caster level*
Per additional item or effect	+1

* This modifier is only applied if the DM determines that an astirax is in the area, and only applies to the most powerful magic effect on the party.

Counter–tracking

Surface	DC	Surface	DC
Very soft ground	20	Firm ground	10
Soft ground	15	Hard ground	5

Table 5–4

Feats

Many of the differences between MIDNIGHT and other settings can be found among the feats. Everything from the feat-based magic system to the feats' focus on survival show that success in MIDNIGHT depends not just on the power the characters wield, but also on how carefully they use it.

Craft Charm (Item Creation)

You can create charms, which produce beneficial effects without the telltale aura of channeled magic items.

Prerequisite: Craft (any) 4 ranks.

Benefit: You can create charms, beneficial items that use the innate magic of Aryth. Charms can take any shape, so long as you have ranks in Craft that allow to produce a mundane version of that item. Most are inoccuous, every day items with hints of their creator's tribal, clan, or cultural origins. Creating a charm does not require the expenditure of XP. More information on crafting charms can be found on page 138.

Craft Greater Spell Talisman (Item Creation)

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

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

Benefit: You can create a greater spell talisman for any school for which you have the Spellcasting feat. Like spell talismans, greater spell talismans can be of any size, shape, or material. Creating a greater spell talisman takes one day for each 1,000 vp in its base price. To craft a greater spell talisman, you must spend 1/25 of its base price in XP. More information on crafting spell talismans can be found on page 306.

Craft Spell Talisman (Item Creation)

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

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

Benefit: You can create a spell talisman for any spell that you know. A spell talisman can be of any shape, size, or material. Each is a unique creation and often reflects either the purpose of the spell for which it is being created or the personality of its creator. Creating a spell talisman takes one day for each 1,000 vp in its base price. To craft a spell talisman, you must spend 1/25 of its base price in XP. More information on crafting spell talismans can be found on page 306.

Devastating Mounted Assault (Fighter, General)

You have trained endlessly to perfect your mounted combat abilities. Your own attacks are timed to make optimal use of your mount's movement.

Prerequisite: Mounted Combat, Ride 10 ranks.

Benefit: When riding a mount that makes a single move or a charge during the round, you may still take a full attack action. The mount must move 5 feet between each attack, and each attack after the first suffers a cumulative –5 penalty (in addition to the normal –5 penalty on all iterative attacks in a full attack action).

Normal: You may only make a single melee attack if your mount moves more than 5 feet.

Drive it Deep (Fighter, General)

You learn to put all your power behind your attacks, even with small weapons.

Prerequisite: Base attack bonus +1.

Benefit: On your action, before making attack rolls for a round, you may choose to subtract a number from all melee attack rolls and add the same number to all melee damage rolls. This number may not exceed your base attack bonus. The penalty on attacks and bonus on damage apply until your next turn.

Special: This feat can only be used with light or one-handed weapons, including both ends of a double weapon. It cannot be used to increase the damage dealt by two-handed weapons, and wielding a light or one-handed weapon in two hands grants no additional benefit.

This feat may not be used in conjunction with Power Attack.

Extra Gift (General)

You are closely attuned with the ebb and flow of Aryth's power, and as such you can use your channeler gift more often than normal.

Prerequisite: Channeler level 4th.

Benefit: When you gain this feat, you can use your channeler gift four more times per day than normal.

Normal: Without this feat, a character can typically use his channeler gift a number of times per day equal to 3 + his Charisma or Wisdom modifier.

Special: You can gain Extra Gift multiple times. Its effects stack.

Friendly Agent (General)

In a land where trust is more valuable than coin, you have a sixth sense about the enemy and a trusting veneer to allies.

Prerequisites: Gnome or human, must be good-aligned.

Benefit: When interacting with agents of Izrador, you gain a +4 circumstance bonus to Sense Motive checks made to determine their allegiance (DM will secretly add the bonus). When interacting with enemies of Izrador and folk that actively resist his reign, you gain a +4 circumstance bonus to Diplomacy checks made to convince them of your allegiances.

Giant–Fighter (Fighter, General)

You have studied with everyone you can find who knows how to dodge the blows of giant-kin and hit them where it hurts.

Prerequisite: Dodge, Weapon Focus.

Benefit: +4 dodge bonus to Armor Class against creatures of the giant type (such as ogres, trolls, and giant-men). Additionally, when using a melee weapon or a ranged weapon against a creature with the giant type within 30 ft., the critical threat range for your weapon is doubled. These bonuses represent special training that you've undergone, during which you've learned tricks that everyone from dwarves to snow elves have passed down over generations.

Special: The doubled threat range granted by this feat does not stack with any other effect that expands the threat range of a weapon (such as Improved Critical or the *keen edge* spell).

Greater Spellcasting (Channeling)

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

Prerequisites: Character level 5th, Spellcasting (Lesser Conjuration or Lesser Evocation).

Benefit: When this feat is selected, choose either Conjuration (greater) or Evocation (greater). You must have access to the lesser form of any greater school you choose with this feat. You immediately learn one spell from this school or its lesser version, and you may now learn spells from this school. Note that spells from these schools have spell energy costs as if they were two spell levels higher.

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

Herbalist (Item Creation)

You can create herbal concoctions that provide alchemical benefits to those who consume or use them.

Prerequisite: Profession (herbalist) 4 ranks.

Benefit: You can create herbal concoctions, invaluable tools to the resistance in a world in which potions and scrolls are as much a burden as a boon. Creating an herbal concotion does not require the expenditure of XP. More information on creating herbal concoctions can be found on page 139.

Improvised Weapon (Fighter, General)

As a veteran brawler and scrapper, you have learned to attack enemies and defend yourself with whatever weapons are at hand.

Benefit: You do not take the usual –4 penalty on attack rolls when using an improvised weapon. Further, because of your flexibility, you only take a –2 penalty to attack rolls when using a weapon with which you are not proficient.

Innate Magic (General)

Your people are tied to the land and its spirits, allowing you to produce magic from within.

Prerequisite: Elf or halfling.

Benefit: Select one of your mental ability scores (Intelligence, Wisdom, or Charisma; ideally, you should choose your highest of the three). Then choose a number of 0-level spells from the Channeler spell list equal to the modifier of your chosen ability score. You gain those spells as spell-like abilities, usable at will, with DCs determined by your chosen mental ability score and caster level equal to your character level. The first time you use any of these spell-like abilities each day, it has a casting time of 1 standard action. However, the magic and power of each subsequent spell-like ability used that day becomes increasingly more difficult to coax forth, increasing the casting time as follows: 1 round, 1 minute, 10 minutes, 1 hour. After the 5th such spell-like ability used each day, all subsequent spell-like abilities granted by this feat have a casting time of two hours. These spell-like abilities can be interrupted and require concentration, just like normal spellcasting.

If you get a full period of rest at the end of the day, the casting times of the spell-like abilities granted by this feat reset to 1 standard action the next day. If you do not get a full period of rest, the casting times do not reset, and the next spell-like ability you use from this feat has a casting time of one step higher than the previous spell-like ability (to a maximum of two hours).

Inconspicuous (General)

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

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

Knife Thrower (Fighter, General)

You are quite skilled with the wide-bladed knives of your people and may even use them in ranged combat.

Prerequisites: Must be a snow elf (fighting knife) or jungle elf (sepi).

Benefit: You may use your racial fighting knife as a thrown weapon with a range increment of 20 ft. Further, you receive a +1 circumstance bonus on ranged attack rolls made with your chosen weapon and are considered to have the Quickdraw feat with that weapon only.

Lucky (General)

You seem to get lucky just when you need it most. While this is not all that noticeable in your daily life (you find a bag of grain when you need one, you move just before a pitcher of water falls on your head), you have discovered that some charms and spells affect you more powerfully.

Benefit: All numerical luck bonuses provided by charms, supernatural effects, or spell effects are increased by one for you.

Magecraft (Channeling)

You have the gift (or curse, in these dark times) of Aryth's magic running through your veins.

Prerequisite (Hermetic only): Literacy in at least one language in which you are fluent.

Benefit: When you gain this feat, you must choose the magical tradition with which you are connected. You then become a channeling spellcaster and gain benefits and abilities as described on page 126. The details on this feat have been presented there to create an inclusive, comprehenisble set of spellcasting rules all in one place.

Normal: A character cannot cast spells in MIDNIGHT without taking this feat, unless he is a legate.

Special: Spellcraft is always a class skill for you.

Magic–Hardened (General)

You are even more resistant than your kin to the effects of magic.

Prerequisite: Dwarf, dworg, or orc.

Benefit: Your racial bonus against spells and spell-like effects increases by +2.

Natural Healer (General)

You were born with the healer's touch, the ability to quickly assess wounds and illnesses and treat them with an expert's skill.

Benefit: When you succeed at a Heal skill check to render first aid to a character with negative hit points, you restore the character to 1 hit point. When providing long-term care, all characters under your care recover at three times the normal rate (3 hit points per level for a full 8 hours of rest in a day, 6 hit points per level for each day of complete rest, 3 ability score points for a full 8 hours of rest in a day, 6 ability score points for each full day of rest).

Normal: Characters given first aid do not regain any hit points; the Heal skill normally doubles the natural healing rate.

Quickened Donning (Fighter, General)

You are adept at donning and doffing your armor quickly.

Benefit: You can don your armor hastily (see Getting Into and out of Armor, PHB) without suffering the normal penalties. In addition, you can remove your armor in half the listed time, although having help does not further reduce the time.

Normal: If you don your armor hastily, the armor check penalty and armor bonus are each one point worse than normal.

Orc–Slayer (Fighter, General)

A combination of experience, natural talent, and a bitter thirst for vengeance makes you particularly effective against orcs and their kin.

Benefit: You gain a +1 dodge bonus to Armor Class and +1 bonus to all melee damage rolls against orcs or dworgs. These bonuses represent special training and a personal hatred of orcs. Individuals with this feat must also suffer a –4 circumstance penalty to any Charisma-based skill checks when interacting with orcs.

Ritual Magic (Channeling)

You have grasped the ancient methods of tying together the magical power of many channelers, allowing you to learn and lead rituals.

Prerequisite: Magecraft, any one Spellcasting.

Benefit: You can learn and lead rituals as described on page 130.

Sarcosan Pureblood (General)

You have untainted Sarcosan ancestry.

Prerequisite: Sarcosan.

Benefit: You gain wild empathy (as the wildlander class ability) with all horses. Additionally, you gain a +2 dodge bonus to AC when riding a horse and a +2 bonus on all Charisma-based skill checks when dealing with horses or with other Sarcosans.

Sense Nexus (General)

The power of the nexuses can be a frightening, unnatural thing. You have the ability to feel this power as a shiver running across your body. Though you must be relatively close to the nexus in order to detect it, you can pinpoint its location with a bit of effort.

Less than one in 10,000 has the ability to detect nexuses, and they are highly prized by both the Shadow and his foes.

Prerequisite: This feat is incredibly rare in MIDNIGHT. No more than one character in any party should possess it, and it may only be acquired with DM permission.

Benefit: When you come within 5 miles of a nexus, you are allowed a DC 15 Wisdom check to detect it. If you detect the nexus, you may spend an entire day attempting to pinpoint its exact location, which requires another DC 15 Wisdom check.

Spellcasting (Channeling)

You are able to learn new spells from one school of magic.

Prerequisite: Magecraft.

Benefit: When this feat is selected, choose one school of magic from the list below. You immediately learn one new spell from that school, which may be of any level that you may cast. You may hereafter select spells from this school when learning new spells, and you may cast known spells from this school using the channeled spellcasting rules (see page 126).

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

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

Spell Knowledge (General)

You delve deeper into the realms of magical knowledge.

Prerequisite: Spellcasting.

Benefit: You may immediately learn two new spells of any school and level you can cast.

Thick Skull (General)

You are tough in ways that others simply do not understand. A blow that might kill a normal man or render him unconscious may glance off your skull or bounce from your thickly muscled hide. While it won't keep you safe from all danger, this hardiness does protect you from many fatal attacks.

Prerequisites: Dwarf or dworg, Con 13.

Benefit: Whenever an attack would reduce you to zero or fewer hit points, you may make a Fortitude save (DC 10 + damage caused by the attack). If this save succeeds, you are reduced to 1 hit point by the attack, but no lower. If the save fails, however, you suffer damage as normal. You may not use this ability if you are currently at 1 hit point or less.

Warrior of Shadow (General)

The dark might of the Shadow courses in your veins, empowering muscle and bone. Your enemies tremble before your unholy wrath.

Prerequisite: Legate level 5th, Charisma 12.

Benefit: You may use a rebuke undead attempt as a free action to gain a profane bonus to your weapon damage equal to your Charisma modifier. This bonus lasts for a number of rounds equal to your Charisma modifier.

Whispering Awareness (General)

Though the elves believe they are the only ones to heed the call of the Whispering Wood, in these dark times there are others who seem to hear its warnings, as well. You are one such being, somehow blessed with the ability to hear the Whisper.

Prerequisite: Non-elf, Wis 15.

Benefit: You are able to hear the Whisper as if you were an elf (Wisdom check, DC 12).

Normal: Elfling characters can hear the Whisper with a Wisdom check (DC 16), and a very few others can hear the Whisper with a Wisdom check (DC 20).

Magic

Spellcasters other than the legates of Izrador are rare in the world of MIDNIGHT, and their roles are somewhat different from those of spellcasters in other fantasy settings. With the exception of the legates, spellcasting in MIDNIGHT is not tied to any class. Rather, it requires a character to take feats that represent spellcasting ability. Characters draw from their own energy to cast spells, which in turn pull on the mystical power surrounding and intertwined with Aryth to create the spells' effects. Characters have spell energy points that may be spent to accomplish this; if a character runs out of spell energy points he may still cast spells, but at the expense of his own health. Many of the traditional spellcasting classes found in the d20 System core rules—bards, clerics, paladins, rangers, and sorcerers—are not found in MIDNIGHT. Druids and wizards only exist as prestige classes. The ability to cast spells is no longer tied to the class you take—anyone can take the Magecraft and Spellcasting feats and learn to wield magic. One new class, the channeler, does facilitate the casting of spells, and as inheritors of the magical tradition, they gain special abilities that allow them to wield more effective and powerful magic than those who merely dabble in the arts.

Mystery and Magic

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

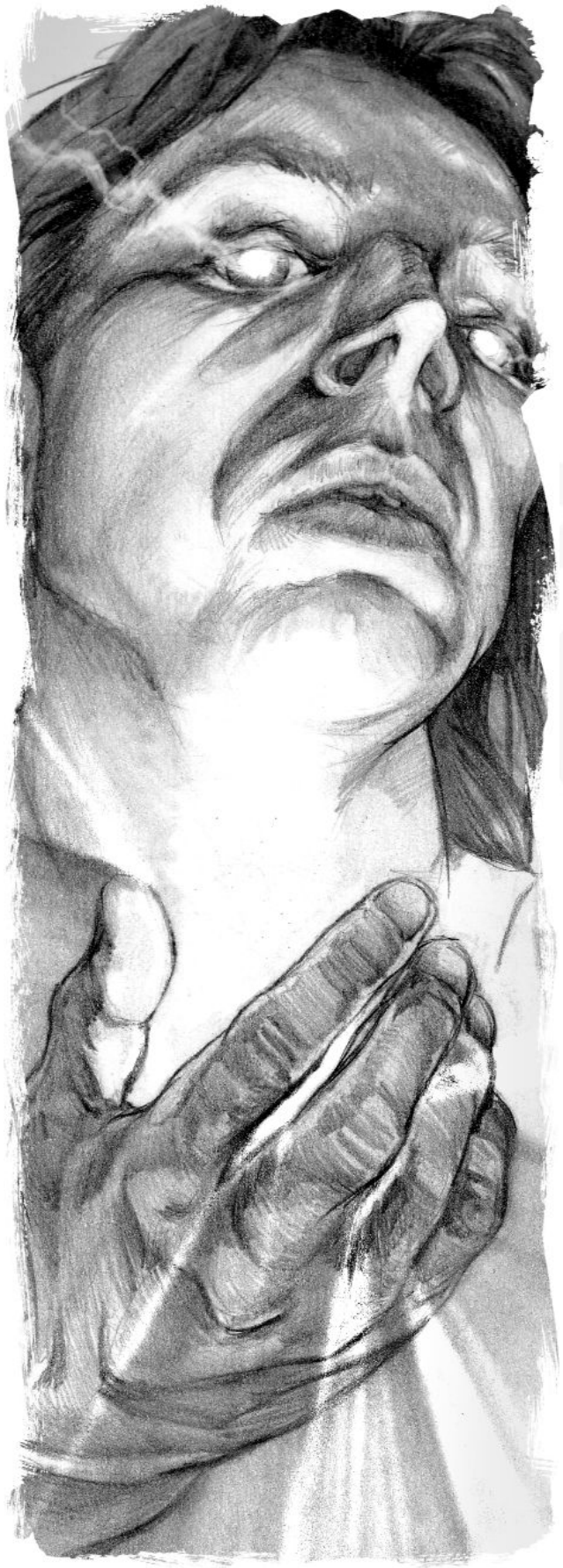
—Suruliam of Caradul, *The Art of Magic*

The Three Paths

Though the science of magic has waned in the days since the rise of Izrador and its use has been all but stamped out by Izrador's minions, it is still commonly understood that there are three types of magic on Aryth. The most common type of magic in this final age of Eredane is that granted by Izrador. This is divine magic, that granted by a deity to his followers. While once common throughout Eredane and beyond, divine magic for all but Izrador's followers was cut off during the Sundering.

The type of magic most used by PCs and the common folk of Eredane is channeled magic. Channeling draws on the natural power of Aryth herself, the web of power and magic that surrounds and is a part of everything. In order for this power to be woven and released to desired effect, however, the "pump must be primed" so to speak, which requires the use of spell energy. Channeled magic is the type learned through Channeling feats, and is described in greater detail below.

Finally, the most natural and once the most common of the three paths is innate magic. This is the sort of simple and natural magic found among the elves, halflings, and even many creatures (including those with spell-like abilities). Innate magic comes from within, not calling on any god nor manipulating the power of the world. The natural magic of the elves and halflings has of course been assaulted by Izrador, and that used by the other creatures of the world has by and large been twisted to Izrador's uses, so this type of magic is now much less common than it once was. However, it may be that Aryth herself is joining the fight against Izrador, as a new type of innate magic has arisen in the Last Age: that of heroic paths.



Channeled Magic

A character who wants to be able to cast anything beyond innate spells, and who does not wish to give himself over to Izrador, must take the Magecraft feat (page 123) in order to do so. This feat is the basic building block upon which all of the character's spellcasting abilities are based. After he takes this feat, the character can then select Spellcasting feats that allow him to learn and cast spells from certain schools.

Magecraft

When you select the Magecraft feat, you must also select a tradition. The tradition determines which ability score your spellcasting abilities will be based on, what spells you may begin with, and what special abilities you will have if you ever take channeler levels. The three traditions are described below.

Regardless of the tradition chosen, a character that gains the Magecraft feat gains knowledge of *prestidigitation,* three other 0-level spells of his choice, and one 1st-level spell of his choice. He may then cast a number of those 0-level spells per day equal to 3 + his spellcasting ability modifier. In addition, he gains a number of spell energy points equal to his spellcasting ability modifier. This spell energy can be used to cast the 1st-level spell he selected, as well as later learned spells, as described below under "Casting Spells."

Note that when selecting your 1st-level spell, you may not select spells from the greater schools of magic.

Until a character gains the Spellcasting feat, he can *only* cast the spells that he learned from the Magecraft feat. Once a character gains a Spellcasting feat, he may learn and cast any channeled spells he wishes within the limits of the rules for channeled spellcasting.

The Three Traditions

As one's scope narrows from the types of magic down to channeled magic, one is once again presented with three choices: the three traditions. While their practical differences are largely cosmetic, the three traditions each have different roots and different styles. Each of the spellcasting traditions of MIDNIGHT is based on a different way of interacting with the world and the subtle but powerful currents of magic that infuse Aryth.

All three traditions, regardless of their mindsets, use the same methods: their practitioners use a combination of verbal, somatic, and sometimes material components, along with a catalyst of personal energy called spell energy points, to create mystical and often dramatic effects called spells.

Charismatic

Spellcasting Ability: Based on Charisma.

Spell List: Magecraft spells must be chosen from the core rules bard spell list. Spellcasting spells must be chosen from the MIDNIGHT spell list on page 393.

Description: Charismatic spellcasters harness the magic of Aryth through sheer will. While they do not have the

benefit of learning from others, either by book or mentor, they have the confidence and strong sense of self to experiment again and again until they learn the words, motions, and materials necessary to cast spells. They are likely to be brash, outspoken, or confident, though some are so quietly intense that they need no words to convince others of their power, only actions.

Hermetic

Spellcasting Ability: Based on Intelligence.

Spell List: Magecraft spells must be chosen from the core rules sorcerer/wizard spell list. Spellcasting spells must be chosen from the MIDNIGHT spell list on page 393.

Description: Hermetic spellcasters are the alchemists, mathmeticians, and studious sages of MIDNIGHT. They use esoteric formulas translated into words of power and motions of arcane might to create their spells. Hermetic channelers are naturally gifted loremasters, loving to accumulate knowledge for its own sake. Getting them to pull their heads out of their stacks of writings or their laboratories in order to share or use that knowledge, however, is another matter.

Spiritual

Spellcasting Ability: Based on Wisdom.

Spell List: Magecraft spells must be chosen from the core rules druid spell list. Spellcasting spells must be chosen from the MIDNIGHT spell list on page 393.

Description: Spiritual spellcasters are the most closely tied of the three traditions to both spirits and the physical world. Their magic is created through an understanding of plants, animals, and weather, as well as life and death. The motions used to create their spells are like dances and humble requests, rather than charismatic channelers' demanding and forceful gestures and hermetic channelers' complex and precise movements. Of all the channelers, spiritual channelers hearken the most strongly to the priests of old, but in place of removed and unavailable gods, they make their requests of the world and the spirits around them.

Spellcasting

If Magecraft is the foundation of channeled spellcasting, the Spellcasting feat is a beam or pillar upon which the rest of a spellcaster's knowledge is built. Whereas Magecraft allows a character to know and cast a few 0-level spells and a single 1st-level spell, each Spellcasting feat chosen opens up an entire school of magic to the channeler.

As noted above, until a character gains the Spellcasting feat, he can *only* cast the spells that he learned from the Magecraft feat. Once a character gains a Spellcasting feat, he may learn and cast channeled spells from that school using the rules below.

Choosing Spells for the Day

Channeling spellcasters do not need to prepare spells ahead of time each day. They may select any spell they know when they need to cast it and can cast the same spell as many times per day as they have sufficient spell energy to do so.

Casting Spells

Many of the rules for casting spells using channeled magic are unchanged from the mechanics for casting arcane spells presented in the core rules. Channeling spellcasters must abide by the same casting time restrictions, chance of arcane spell failure as caused by armor, chance of disruption due to damage, and so on. A few things are different, however, and are explained below.

Spell Energy

The most notable difference between channeled magic and arcane magic in the core rules is that channeling spellcasters have neither a number of memorized spells per day nor a number of spell slots per day. Instead, they have a number of spell energy points. In order to cast a spell, the caster must pay one spell energy point per level of the spell he wishes to cast. It's that simple. So, casting a 3rd-level spell reduces your available pool of spell energy points by three.

Running out of Spell Energy

Normally when a channeling spellcaster performs a spell, he is using some of the threads of mystic power that bind his own spirit to the energy that exists throughout Aryth. When he runs out of that spell energy, he is cut off from his normal sources of power, just as a wizard or sorcerer in the core rules might run out of spells or spell slots. In MIDNIGHT, however, a channeling spellcaster has another option: he may sacrifice some of his own life essence to regain that connection to the powers of magic, thereby allowing him to cast additional spells. Doing so is dangerous, however; when a channeling spellcaster casts a spell and cannot pay the cost in spell energy, she suffers one point of Constitution damage per spell energy she is short of the spell's cost. This damage cannot be prevented and may not be restored using spells or effects such as *lesser restoration*. The only way to recover this Constitution damage is by resting for a full eight hours. Upon getting a full night's sleep, a character recovers all Constitution damage suffered in this manner during the previous day.

Spellcasters Without Constitution Scores

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

Schools of Magic

There are 10 schools of magic in MIDNIGHT: Abjuration, Divination, Enchantment, Greater Conjuration, Greater Evocation, Illusion, Lesser Conjuration, Lesser Evocation, Necromancy, and Transmutation. These schools are unchanged from the core rules with the exception that Conjuration and Evocation have been split into two different schools, with lesser and greater versions of each.

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

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

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

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

Universal: There is no Universal school of magic in MIDNIGHT; all channelers know *prestidigitation,* and *arcane mark*, *limited wish*, *permanency* and *wish* do not exist.

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

Reducing Spell Energy Costs

There are several ways to reduce the amount of spell energy required to cast a spell. A character can learn rituals that reduce or eliminate the energy necessary to cast a spell. Special items known as spell talismans (see page 306) can also help ease the burden on a spellcaster when he uses specific spells.

Components

Channeled magic is an art more than it is a science, and depends more on personal investiture of power than in complex interactions with mystic materials and strange physical properties. Therefore, while all channeled spells require the same verbal and somatic components as their counterparts in the core rules, none require material components unless they have a value of 1 gp or greater (this effectively means that all channeling spellcasters gain the benefits of the Eschew Materials feat).

Metamagic

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

Caster Level

The caster level of channeled spells is usually equal to character level. However, there are sometimes dangers to revealing too much magical might in the world controlled by the Shadow, who is hungry for the power demonstrated by those with arcane abilities. Therefore, as per the core rules, a channeling spellcaster may cast a spell at a lower caster level than normal, but the caster level she chooses must be high enough for her to cast the spell in question. All level-dependent features must be based on the same caster level.

For example, a 12th-level channeler can cast *stoneskin* with a duration of 120 minutes and the ability to absorb up to 120 points of damage. If she wished, she could cast a *stoneskin* spell at caster level 7 instead, but it would only have a duration of 70 minutes and would only be able to absorb up to 70 points of damage. She couldn't cast *stoneskin* with a caster level lower than 7th (the minimum level required for a channeler to cast *stoneskin*).

Learning Spells

Characters know very few spells when they first select the Magecraft and Spellcasting feats. Channelers pick up new spells fairly rapidly gaining two spells with each new channeler level, and all characters learn a new spell each time they gain the Spellcasting feat. Characters may also learn new spells with the Spell Knowledge feat or via one of the special methods described under "Learning Additional Spells," below.

When learning new spells, a channeling spellcaster must meet two requirements: level and school. These are described in more detail below.

Spell Level

A channeling spellcaster cannot learn a spell until his character level is twice the spell's level. Therefore, a character must be at least 2nd level to cast 1st-level spells, 4th level to cast 2nd-level spells, and so on. Another way of stating it is that characters may learn spells of a level equal to or less than half their character level.

Note that channelers gain a special benefit that allows them to learn higher-level spells earlier than non-channelers. A character with more channeler levels than levels in other classes adds +1 to his character level for the purpose of determining what level spells he may learn.

For example, a fighter 1 character with the Magecraft and Spellcasting feats would be able to cast only 0-level spells (level 1, divided by 2 = .5, rounded down = 0). When the same character reaches 2nd-level, he becomes able to cast 1st-level spells (level 2, divided by 2 = 1). That character would be unable to cast 2nd-level spells until 4th level (level 4, divided by 2 = 2).

Meanwhile, a channeler 1 character with the Magecraft and Spellcasting feats would be able to cast 1st-level spells (level 1 + 1 = 2, divided by 2 = 1), a channeler 3 or fighter 1/channeler 2 would be able to cast 2nd-level spells (level 3 + 1 = 4, divided by 2 = 2), and so on.

Spell School

A channeling spellcaster also cannot learn a spell until he has gained the Spellcasting feat for that spell's school.

Available Spells

A channeling spellcaster can learn any spell from any source the DM allows, so long as that spell is not restricted to the paladin or cleric spell lists. For example, a character with the Spellcasting (Enchantment) feat could learn and cast *charm person* (an arcane spell) and *calm animals* (a divine spell, at least in the core rules). Regardless of the original type of spell, any spell learned and cast by a channeling spellcaster becomes a channeled spell when used in MIDNIGHT (rather than a divine spell, for instance).

Characters learn spells at their listed socerer/wizard level, if applicable. If a spell is not on the sorcerer/wizard lists, characters learn them at their lowest level on any other list, with the exception of the paladin and cleric lists.

Learning Additional Spells

Aside from the normal process through which a channeling spellcaster learns spells, each tradition gives its followers another, unique way of gaining new spells. Each has its pros and cons, and each requires a large amount of time and energy. In any case, a channeling spellcaster can never learn more spells while he is at a given character level than his spellcasting ability score modifier.

For instance, Illeana is a 5th level charismatic channeler with a Charisma of 16 (+3 modifier). While she is 5th level, she can learn up to three new spells (beyond those granted by Channeler levels and feats) of any level she can cast. Once she learns her 3rd spell, however, she would need to wait until reaching 6th level to learn any additional spells.

The Charismatic Tradition: Experimentation

Charismatic casters love to play with the energy that is within and around them, leading to frequent experimentation with new spells. This can take the form of anything from random and haphazard combinations of verbal and somatic components in hopes of finding something worthwhile to subtle but methodical variations of the components of one spell until it creates a similar but different effect.

This method of learning spells is quite difficult and has a greater personal cost than either of the other methods. Learning an additional spell via experimentation requires the expenditure of two days (eight full hours of experimentation per day) per spell level and 100 XP per spell level (one day and 50 XP for 0-level spells). Alternatively, a charismatic caster may simply experiment while traveling, at meals, during down-time, etc. When experimenting in this manner, the charismatic caster may make the Spellcraft check to learn a new spell after one week of normal activity, even adventuring, per spell level.

Regardless of which method the charismatic caster chooses, all Spellcraft checks made to learn the new spell (see below) have their DC increased by 5. The DM always has the final decision on whether or not a spell can be learned spontaneously, and he may require some quest to be fulfilled before the character can achieve such a breakthrough.

The Hermetic Tradition: Study

Ensconced as they are in the trappings of books, scrolls, glyphs, and runes, hermetic casters may learn new spells by finding them in other hermetic casters' lorebooks or on scrolls. Obviously, a spell cannot be learned unless a lorebook or scroll containing the desired spell is available. Learning a spell from a scroll destroys the scroll, as the learning process culminates in the successful casting of the spell.

Learning an additional spell through lorebook or scroll study requires an expenditure of two days (eight full hours of study per day) per spell level and 50 XP per spell level (one day and 25 XP for 0-level spells).

The Spiritual Tradition: Communion

Spiritual casters believe in the unity of all things and creatures, and as such are able to learn additional spells directly from the minds and spirits of like-minded casters. Working with a teacher in this manner is a very efficient and fairly easy way to learn an additional spell, but requires finding a teacher and getting him to agree to the constant effort required for the transition of knowledge. In some cultures, such as among the elves, this is a fairly minor drawback. After all, the more spells known by the foes of Izrador, the stronger the forest's defenses. In other places, such as in occupied territory, finding a teacher can be both difficult and dangerous.

Learning a spell by communing with another spiritual caster requires one day (eight full hours of communion) per spell level and 50 XP per spell level (one day and 25 XP for 0-level spells).

The Test

At the end of each day of experimentation, study, or communion, the character must make a Spellcraft check (DC 15 + spell level, or DC 20 + spell level for spontaneous learning). Success indicates that the character has made progress and has either learned the spell or may continue his studies the next day. Failure indicates that the character has failed to grasp the necessary techniques and must repeat the day's work. This does not increase the XP expenditure, though teachers communing with a particularly dense spiritual caster may become quite impatient with a student who repeatedly fails to learn what he is being taught.

Ritual Magic

Though more limited than casters in other settings due to the high cost of powerful offensive spells and a limited number of spell energy points, channeling casters have a great boon in the form of ritual magic. Rituals can greatly increase a spell's duration, lower the amount of spell energy needed to cast it, or even lessen the apparent caster level of the spell so that it is less likely to be detected by the dark god's legates.

These rituals have been developed over thousands of years as the channelers of Aryth have come to understand the fundamentals of their magic and arcane lore better and better. Different groups have become well known for certain types of rituals. The elves, for instance, are well known for their healing rituals, and the halflings of central Erenland often weave rituals that ensure that their crops remain robust year round. The gnomes, meanwhile, are masters of illusion rituals that hide their semi-permanent raft cities from patrolling orc vessels or flying enemy scouts. A character can participate in any ritual for a spell that he knows, as described below.

Learning Rituals

In order to learn a ritual, a character must have the Ritual Caster feat. A character may learn a ritual version of any spell that he knows using the normal rules for learning new spells for his tradition; rather than learning a new spell at the end of the process, the character learns the ritual version of an already known spell. This means that spiritual channelers must find teachers to commune with who know the ritual, and hermetic channelers must find scrolls and texts specifically describing the ritual they seek.

Alternatively, the ritual caster may learn a new ritual any other time that he would learn a new spell, such as by gaining a level or taking the Spellcasting or Spell Knowledge feat.

Leading Rituals

The first ingredient that any ritual needs is a character with the Ritual Caster feat who knows the ritual. This is the ritual leader. A number of ritual assistants may also participate in the ritual, up to a maximum equal to the ritual leader's spellcasting ability modifier. In order to assist in a ritual, a character must be able to cast spells of the ritual spell's school (via the appropriate Spellcasting feat) and must have a caster level equal to the ritual spell level, but need not know or be able to cast the spell itself. For each ritual assistant who participates, the spell energy cost of the ritual is lowered by one, with no minimum (meaning that a ritual can allow a spell to be cast for zero spell energy).

Ritual Costs

Rituals essentially allow a channeling caster to push, prod, and stretch the mystic energy of Aryth into the form or manner he desires. Each ritual participant must pay the ritual's spell energy cost. The ritual takes a great physical toll on all participants, however, and thus they *may not* use spell energy points to pay for the ritual's spell energy cost (nor may they use spell talismans and the like to lower the spell energy cost). Instead, the ritual participants *must* pay for the ritual by suffering Constitution damage equal to the ritual's spell energy cost, just as if they had run out of spell energy.

While costly, this option allows desperate casters to accomplish longer-lasting, farther-reaching, and less easily detectable spell effects than would otherwise be possible. Also, if the number of participants is balanced with the spell energy cost of the ritual, the ritual may have no spell energy cost whatsoever. It is the use of such rituals, often for days without rest, that allow the hard-pressed healers of the elves and dwarves to keep up with the constant battlefield wounds of their soldiers.

Ritual Effects

In addition to the potential for reduced spell energy cost, rituals allow a spell to be modified in several ways. For each ritual effect chosen from the list below, the spell energy cost of the spell increases by one.

- No effect (this does not increase the spell energy cost of the spell, and is often used when the intent is to reduce the spell energy cost of the ritual to zero).
- Double original duration of spell.
- Lower the caster level of spell's aura by one for the purposes of astirax detection.
- Affect one additional target.
- Double the original radius or area of effect of spell.

A ritual effect may be chosen multiple times. For instance, a 5th-level ritual leader casting a ritual version of *mage armor* could choose the "double original duration of spell" effect twice, giving the *mage ar*mor spell a duration of 15 hours and a spell energy cost of 3.

Casting Rituals

Casting a ritual requires 10 minutes per spell energy cost of the ritual (this cost includes the addition or subtraction of spell energy due to ritual participants and ritual effects). Even rituals with a total spell energy cost of zero still require at minimum 10 minutes to cast.

This includes time preparing material components, drawing glyphs and symbols on the target of the spell (or area that it will affect), and mentally preparing for the grueling task ahead. Such preparations generally do not take more than one quarter of the time spent on the actual casting. For example, a ritual with a spell energy cost of 4 rarely requires more than 10 minutes to prepare.

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

Ritual Failure

Rituals can fail for a variety of reasons. A ritual fails if the caster does not succeed at a required Concentration check, the ritual area is disturbed, or the caster simply stops performing the ritual. Other situations may cause a ritual to automatically fail as well, according to the DM. If a ritual fails, any character participating in the casting suffers immediate Constitution damage as if he had cast the spell without use of the ritual. This penalty is harsh, and characters are well advised to use rituals only under circumstances they fully control.

Designing Rituals

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

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

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

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

Illusion: Illusions are often used to hide entire communities from oncoming armies or to facilitate the movement of small numbers of people through enemy territory. When used on these scales, it is often more than local channelers can han-

Ritual Examples

Two 3rd-level channelers and their injured barbarian comrade are trapped behind enemy lines, hiding out in a small cave. The two channelers are out of spell energy, but wish to heal their companion. One has the Ritual Caster feat and both know the ritual for the *cure light wounds* spell; the other has the Spellcasting (Conjuration) feat and can therefore assist. They prepare the barbarian for the ritual, covering his wounds with mystic salves, and then perform the ritual. They choose the "No effect" option, meaning the spell energy cost does not increase; additionally, since there are two of them, the spell energy cost decreases from one to zero. Minutes later, the channelers complete the ritual and their warlike comrade gains the benefit of the *cure light wounds* spell with no spell energy cost or Constitution damage to his allies.

* * *

Three 10th-level channelers are participating in a ritual to cast a *mirage arcana* spell (5th level) with a doubled area of effect (+1 level). So the ritual's cost would be 5 spell energy points, plus 1 for the ritual effect, minus 2 for the two ritual assistants, for a total of 4 spell energy points. It would therefore require 40 minutes to complete and each would suffer four points of Constitution damage.

dle, so they turn to rituals to aid them. Illusion rituals often use translucent gemstones and minerals such as quartz. Light is shone through the stone and reflected onto the area to be glamered, while the channeler envisions and describes the illusion to be wrought.

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

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

The Sundering

Beyond the obvious effects of the Sundering as it relates to clerical power and divine access to the world of Aryth, the barrier also has dramatic effects with regard to channeled magic.

Planar Travel

Aryth is completely cut off from the other planes, and as such spells that require contact with or travel to or through other planes do not function in MIDNIGHT. This includes such spells as *blink, etherealness* and *ethereal jaunt, dimension door, teleport, tree stride,* or any other spell with the *teleport* descriptor, *gate, plane shift,* and *astral projection*; essentially, any spell or effect that would be prevented by a *dimensional lock* or *dimensional anchor* is not possible. Additionally, since there is nowhere for extradimensional spaces to exist, such as those created by *rope trick* or a *bag of holding*, spells and effects that create extradimensional spaces also do not function.

Summoning

Just as there is no access to other planes, there are also no planes from which to draw extraplanar creatures via the *summon monster* or *summon nature's ally* spells. However, this is not to say that those spells are useless. Rather, they simply have different effects.

First of all, rather than calling on extraplanar creatures, summoning spells in MIDNIGHT call on the lesser eternal spirits on Aryth, those who have always been part of the world and always will be. The summoning spell merely gives the spirit a physical form, powers, and even provides it with a certain level of intellect and ability to

communicate, all dependent on the power of the caster who created the vessel for it and bound it temporarily to this world.

Most believe that all channeling casters have a single spirit, a manifestation of Aryth's power, that is part of them at all times. The spirit is neither good nor evil, and any personality it has is at once completely alien from anything we might comprehend as well as completely intertwined with that of its summoner. When the channeling caster first brings the spirit into being with a summoning spell, he creates a shape for the spirit that looks like a celestial eagle or a dretch or a vermin or whatever other form he wishes. Even when the caster summons multiple creatures at once, these theorists believe, each is simply a different manifestation of the same spirit.

None of this theory on the sources of spirits has any effect on how the spells work. The creatures created by the *summon monster* and *summon nature's ally* spells have exactly the same abilities, powers, and stats as a creature of the listed type, including all listed templates.

Limited Creatures

Each summoner can only bind a limited number of spirits to his aid, or if the theorists are right in saying that each summoner only has one spirit, he may only know a limited number of forms to give that spirit. Regardless, this means that a spellcaster may only summon a limited number of types of creatures. For each summoning spell he knows, a caster may choose a number of creatures from that summoning spell's list equal to his spellcasting ability modifier. The summoner may only summon these types of creatures when casting the spell. Creatures need not be chosen until the caster wishes to summon them, and even then need not all be chosen at once. For instance, a charismatic channeler with a Charisma of 16 could wait until the first time he casts *Summon Monster I* to choose one of his creature types; if he likes, he can then continue to summon only that type of creature for an indefinite period, waiting to choose his second and third creature type until circumstances require it.

Communicating with Summoned Creatures

As they are manifestations of a spellcaster's will, summoned creatures automatically understand and obey any spoken commands of their summoner, regardless of whether or not the creature whose form they take would normally know his language. Creature forms that are intelligent simply follow the commands to the best of their ability; creature forms with animal intelligence or lower are assumed to know any trick that may be taught via the Handle Animal skill, and the summoner automatically succeeds in commanding the creature to perform that trick.

The summoner may give a number of commands each round as a free action equal to his spellcasting ability modifier. A single command may be applied to any number of the caster's summoned creatures while still counting as only one of the free action commands in a round. In order to receive a command, the creature must be able to *either* hear or see the caster.

Spirit Servants

Because of the inter-connectedness of the spirits to the magic of Aryth, and possibly thanks to the close bond a summoner enacts with the spirits to which he gives form, spellcasters in Midnight have an additional option when using summoning spells. They may summon creatures to act as servants rather than combatants. Such creatures require less arcane power to maintain their forms because they are not engaged in violent physical activity, and therefore can retain their forms for longer periods of time.

When the spirit servant version of a summoning spell is cast, the following changes are applied to the summoning spell:

Casting Time: 1 minute

Duration: 10 minutes/level or see below (D)

Description: The summoned creature is intended to act as a servant, scout, mount, advisor, or any other non-combatant role. The creature has half its normal Strength and Constitution and weights one-tenth its normal weight. It can perform any non-strenuous activity within its means, including casting spells, tracking enemies, scouting, or even performing simple chores. However, the trade-off is that the creature's form is very unstable. As soon as the creature suffers any lethal damage whatsoever, the spell ends and the creature disappears. The spell also ends immediately after the creature attacks any creature (using the same determining factors as those that would cause an *invisibility* spell to end) or performs any strenuous act, including running or charging, breaking down a door, lifting or dragging an amount of weight equal to its maximum load, and so on.

Spirit Memory

Whether because the spirits called are actually the same each time, or because the summoner imprints his personality and connection with the summoned spirit each time, a summoned creature of any one type seems to remember the events and experiences from each previous time it was summoned.

This allows a spellcaster to, for instance, send a creature in to scout a location from which he may not have the time or ability to return. The spellcaster could then simply summon the creature again and ask it to report on what it saw. This continuity also allows spellcasters to form personal bonds with the spirits they summon that are, in some cases, akin to friendship. They might even summon creatures merely to talk with them about some problem or get advice from a friendly source.

Calling Spells

Calling spells suffer from the same limitation as summoning spells: there is no access to other planes from which to draw a creature. These spells continue to function on Aryth as well, however, but whereas summoning spells allow a caster to give a form of his choice to one of the eternal spirits found throughout Aryth, calling spells instead bring forth one of the bodiless spirits trapped on Aryth by the Sundering. The calling spell allows them to manifest physical bodies in their original, natural shapes.

Game mechanically, this simply means that the called creature is a native of Aryth rather than an extraplanar visitor. Otherwise, the spell effect is the same as in the core rules. As the *planar ally* spells may only be cast by legates, the spirits summoned are always demons or devils that serve that dark god. The *planar binding* spells, on the other hand, can summon any trapped spirit whose true name is known by the caster. Because each trapped spirit in MIDNIGHT is unique, *planar binding* spells may not be used to simply call forth a desired creature type.

Learning a spirit's true name should always be the result of an adventure or quest, and not simply the result of a conversation with an NPC or a simple spell check.

New Spells

The spells presented in the core rules are appropriate for a world of high adventure and dashing heroes. In MIDNIGHT, however, subtlety and survival are the rule of the day. The following spells are available, at the DM's discretion, to spellcasters in MIDNIGHT campaigns.

Charm Repair

Transmutation
Level: Cha 3
Components: V, S
Casting Time: 1 minute
Range: Touch
Target: One expended charm
Duration: Instantaneous
Saving Throw: None
Spell Resistance: No

This spell allows you to restore minor and lesser charms, making them available for use again. When the spell is cast, the charm is restored and may be used as normal. No charm may be repaired more than once.

Detect Astirax

Divination
Level: Cha 1, Drd 1
Components: V, S
Casting Time: 1 action
Range: Long (400 ft. + 40 ft./level)
Area: Quarter circle emanating from you to the extreme of the range
Duration: Concentration, up to 10 minutes/level (D)
Saving Throw: None
Spell Resistance: No

You can detect an astirax in a quarter circle emanating out from you in whatever direction you face. This spell detects any such creature whether it is in its natural form or if it has possessed an animal or other creature. The amount of information revealed depends on how long you search a particular area or focus on a specific astirax.

1st Round: Presence or absence of an astirax.

2nd Round: Number of astiraxes in the area, and the condition of the healthiest specimen.

3rd Round: The condition and location of each individual present. If an astirax is outside your line of sight, then you discern its direction but not its exact location.

Conditions: For purposes of this spell, the categories of conditions are as follows:

Normal: Has at least 90% of original hit points, no ability damage.

Fair: 30% to 90% of original hit points remaining or suffers from 1 to 4 points of ability damage.

Poor: Up to 30% of original hit points remaining, suffering from a debilitating level of ability damage.

Weak: 0 or fewer hit points remaining, or crippled.

If an astirax falls into more than one category, the spell indicates the weaker of the two.

Note: Each round you can turn to detect astiraxes in a new area. The spell can penetrate barriers, but 1 foot of stone, 1 inch of common metal, a thin sheet of lead, or 3 feet of wood or dirt blocks it.

Disguise Ally

Illusion (Glamer)
Level: Cha 2
Components: V, S
Casting Time: 1 action
Range: touch
Target: 1 willing ally
Duration: 10 minutes/level (D)
Saving Throw: Will
Spell Resistance: No

As *change self*, except you may affect someone other than yourself.

Disguise Weapon

Illusion
Level: Cha 1
Components: V, S
Casting Time: 1 action
Range: Touch
Target: 1 weapon/caster level
Duration: 1 hour/level (D)
Saving Throw: None
Spell Resistance: No

You may disguise one weapon per caster level as a harmless object of an appropriate size. The caster must decide what particular object each weapon will look like. A dagger might seem to be a roll of paper, an axe might look like a

small banner, or a bow might take on the appearance of a bolt of cloth. The illusion is fullproof until the object is touched or is seen in action (what appears to be a loaf of bread cutting a rope, for instance), at which point the creature touching or viewing the object may make a Will save to see through the illusion.

Anyone using the weapon while disguised receives a –2 penalty to attack rolls.

Far Whisper

Divination
Level: Cha 1, Drd 1
Components: V, S
Casting Time: 1 action
Range: Personal
Target: You
Duration: 1 minute/level

You must cast this spell within the Whispering Wood, although once cast you may leave its confines. This spell allows you to hear the Whisper more effectively, granting you a +4 bonus to all Wisdom checks to hear the Whisper. In addition, you can detect the Whisper even when you are not within the Wood itself. As long as you remain within 10 miles per caster level of the nearest whispering tree, you retain the ability to communicate with the Whisper normally. If you move beyond this range, the link is lost and may not be reestablished until you move back into the Whispering Wood and cast this spell again.

Greenshield

Illusion (Glamer)
Level: Cha 2, Drd 2
Components: V, S
Casting Time: 1 hour
Range: Touch
Area: A 30 ft. sphere or hemisphere centered on the touched location
Duration: 1 hour/level (D)
Saving Throw: None
Spell Resistance: No

This spell may only be cast in a natural setting with abundant foliage. When the spell is cast, the local flora swell up to form a shield over the affected area in a seamless hemisphere. If cast above ground (in the foliage of a tall tree, for instance), a full sphere is formed. Though this shield looks natural, it can be detected with a DC 15 Spot check. The magical auras of any objects or creatures inside the greenshield when it is cast are completely masked by this spell. The flora forming the wall of the sphere may be parted and passed through without damaging the barrier or leaving mark of any passage. However, the masking ability is not granted to any objects or creatures who enter the greenshield after its initial casting, nor to any who leave the area and later return.

Divinations like *detect magic* and *identify* work normally when cast within the area.

Halfling Burrow

Transmutation
Level: Cha 3, Drd 3
Components: V, S
Casting Time: 1 action
Range: Touch
Target: One touched patch of earth
Duration: 1 hour/level (D)
Saving Throw: None
Spell Resistance: No

When this spell is cast, the channeler touches the earth. This immediately opens a small hole in the ground, into which Small or Medium creatures can slither. The hole leads to a small but warm and cozy burrow that is 5 feet beneath ground level. The burrow will hold one Small creature per caster level; for purposes of this spell, Medium creatures take up the space of two Small creatures. Large creatures count as eight Small creatures, and must make DC 30 Escape Artist checks to even fit through the hole.

The caster of the spell can open or close the hole leading to the burrow at will with a simple touch of the hand, but no one else can open or close the hole. The earth can be dug through as normal, however. The interior of the burrow is comfortable and warm, protecting those within from any extreme weather conditions and providing them with the equivalent of an *endure elements* spell against extreme temperatures. There is no food, water, or light in the burrow, however, and those who intend to stay inside for any length of time will want to bring their own supplies. Finding the hole from outside is very difficult, requiring a Survival or Search check of DC 30.

A side effect of the halfling burrow is its ability to make those inside comfortable. Provided they bring enough food with them, creatures who spend at least four hours inside the burrow emerge as if they had had a full night's rest, up to and including the recovery of spell energy and natural healing.

Lifetrap

Transmutation
Level: Cha 2, Drd 2
Components: V, S
Casting Time: 1 action
Range: Medium (100 ft. + 10 ft/level)
Area: Plants in a 50-foot radius spread
Duration: 1 round/level
Saving Throw: Reflex (see text)
Spell Resistance: No

This spell causes the plants in the area of effect to rise up and entangle any undead creatures they encounter. At the end of the spell's duration, the plants release their life force into the undead in an attempt to sever the connection between the spirit and the flesh.

When the spell is cast, all grasses, weeds, bushes, trees, and vines in the area twist and twine around corporeal undead creatures in the area of effect while not hindering or entangling the living. Undead who succeed at the required Reflex save are not entangled, but may only move at one-half speed through the affected area. Creatures who fail their Reflex save are entangled and suffer a –4 penalty to attack rolls and a –4 penalty to effective Dexterity, and can't move. Creatures entangled while casting a spell must make a successful Concentration skill check (DC 20) or lose the spell.

Creatures can break free from the lifetrap and move at one-half normal speed by using a full-round action and succeeding at a Strength or Escape Artist check (DC 20). The lifetrap attempts to entangle any creatures in the area of effect every round on the caster's turn.

When the spell expires, any entangled undead immediately suffer 3d6 hit points of positive energy damage and the plants in the affected area turn to ash.

Nature's Revelation

Transmutation
Level: Cha 2, Drd 2
Components: V, S
Casting Time: 1 action
Range: Close (25 ft. + 25 ft./2 levels
Area: 30-foot radius spread
Duration: One round per level
Saving Throw: None
Spell Resistance: No

This spell causes all plants and animals in the area to pinpoint the location of any hidden or invisible creature in the area of effect. Tree limbs point, vines pull back bushes, and animals seem to stare intently at the hiding creatures. This reduces concealment from foliage to zero for any non-invisible creatures in the affected area and gives observers a good general idea as to the whereabouts of invisible foes (the DM should designate no less than 4 squares that the invisible creature might occupy for any attackers to choose from). This does not allow the caster or his allies to actually see invisible creatures; they must still choose the square and still suffer a 50% miss chance when attacking invisible foes in the area of effect. The spell provides benefits to anyone looking for hidden creatures in the area of effect, whether enemies or allies. Note that creatures who leave the area of effect are no longer revealed.

Nexus Fuel

Necromancy
Level: Cha 5, Leg 4
Components: V, S
Casting Time: 1 hour
Range: Touch
Target: One power nexus
Duration: 72 hours
Saving Throw: None
Spell Resistance: No

This spell is used by those with few moral compunctions about the taking of life and a great deal of interest in

restoring power to a power nexus. This spell culminates with the ritual killing of a single intelligent creature (Int 3 or higher), slain within the power nexus.

This boosts the power nexus's recovery rate for the duration of the spell by one point per HD of the sacrificial victim for the duration of the spell.

Silver Blood

Transmutation
Level: Cha 2
Components: V, S
Casting Time: One action
Range: Self
Duration: One hour
Saving Throw: None
Spell Resistance: No

This spell infuses the blood of the caster with the elemental properties of silver, turning it into a weapon to use against astiraxes. More importantly, this blood can be used to coat weapons, create barriers, and otherwise substitute for silver in the casting of spells.

Once the spell is completed, the caster may inflict 1d4 hit points of damage to himself to draw his own blood, with which he may do any of the following:

- Coat up to 20 arrowheads, which are then treated as if they were silver weapons.
- Coat a single one-handed weapon or two light weapons, which are then treated as if they were silver weapons.
- Draw a 1-inch-thick-by-1-foot-long warding line.
- Use as a silver spell component worth up to 10 vp.

Multiple hit points may be sacrificed to create multiple or repeated effects.

Silver Storm

Transmutation
Level: Cha 4
Components: V, S, M
Casting Time: 1 action
Range: Close (25 ft. + 25 ft./2 levels)
Area: Cone
Duration: Instantaneous
Saving Throw: Reflex half
Spell Resistance: Yes

When this spell is cast, the channeler throws a handful of silver dust in the direction he wishes to target. The dust is transformed into needles, which then hurtle forward to impale those caught in the area of effect. Though small, the needles move at a tremendous velocity and cause damage. This spell causes 1d4 hit points of damage per caster level (maximum 15d4). Creatures particularly vulnerable to silver, like astiraxes, lycanthropes, or trapped spirits with silver vunlerability, take 1d6 points of damage per caster level. Additionally,

such creatures that fail their saves are immediately forced out of any creature they might have been possessing at the time.

The material component for this spell is 10 vp worth of finely ground silver.

Silver Wind

Lesser Conjuration (Creation)
Level: Cha 3
Components: V, S
Casting Time: 1 action
Range: Medium (100 ft. + 10 ft./level)
Area: Creatures and objects within a 20-ft. spread
Duration: 1 round/level
Saving Throw: Will negates (blinding only)
Spell Resistance: Yes

This spell calls into being a swirling cloud of magical silver particles that whips through the affected area throughout the duration. These particles cling to any creatures they encounter, including invisible creatures and incorporeal beings such as astiraxes. This reveals all invisible creatures and negates penalties for nonmagical darkness as the particles glow visibly. This silver dust cannot be removed and will continue to cling and glow until the spell's duration expires.

All creatures in or entering the area of effect are also blinded unless they make their Will saves. If they fail, they are considered blinded for as long as they remain in the spell's area of effect. Creatures that make their save need not roll every round they remain in the area of effect.

The wind and silver dust also make breathing difficult. Targets in the area of effect must hold their breath or suffer 1d6 hit points of damage per round for inhaling the dust. Any spell requiring a verbal component cannot be cast in the area of effect of the spell, and all other spells require a Concentration skill check (DC 20 + spell level) to cast.

Astiraxes and other creatures harmed by silver who are caught in the area of effect suffer 1d8 hit points of damage per round. Because the silver clings to the target, this damage occurs every round until the spell ends, regardless of where the creature moves. If the astirax is possessing an animal, the astirax takes damage from the spell but the animal does not.

Stone Soup

Transmutation
Level: Cha 1, Drd 1
Components: V, S
Casting Time: One action
Range: Touch
Target: One stone
Duration: One hour
Saving Throw: None
Spell Resistance: No

This useful spell allows a stone to absorb the nutrients of the earth and transform them into an edible, appetizing form. When the spell is cast, the stone it is cast upon must be immediately buried in the earth. After one hour, when the spell expires, the stone is pushed back up from the earth.

If this stone is boiled within the next day in at least one gallon of water, it creates a nourishing broth that meets the daily food requirements for one Medium creature (or two Small creatures) per caster level. The broth can be stored for up to one week in any container, but becomes stale water after that point.

Charms

Charms are small tokens that provide a minor magical effect for a limited amount of time and then become inert. Their power comes from the natural weave of magic and spirit that is found throughout Aryth, and as such is considered innate magic. Some charms mimic very low-level spells, while others provide small bonuses to specific actions. The main benefit of a charm is that it uses innate magic rather than channeled magic, so it can be safely carried without fear of detection by the forces of the Shadow. In addition, charms look just like everyday objects, so basic inspection does not reveal the power held in such items. A charm may appear to be a sprig of holly, a smooth river stone, or any other everyday object. In fact, the best charm weavers select objects so ordinary that no one would even look twice at them, much less consider them sources of power. A charm can be identified by a knowledgeable observer, however. Identifying a charm requires a successful DC 15 Knowledge (arcana) or Knowledge (nature) check.

True charms are an exception to the rule that such items only provide benefits for a limited time. These powerful charms are the closest thing to a magic item that a non-spellcaster can ever hope to create. They grant specific benefits to their bearers and some are quite potent.

Charm Effects

All charms are powered by innate magic, and only produce detectable magic effects (such as when viewed by *detect magic)* when in use. Charm effects all detect as Transmutation magic, with caster levels as follows:

Charm Type	Caster Level
Minor	1st
Lesser	5th
Greater	10th
True	15th

Creating Charms

Anyone with knowledge of ancient rituals and a close connection with natural energies can create charms. It does not require any spellcasting ability or knowledge of arcane magical formulas, nor does it require expensive components or the expenditure of one's personal energy. There are, however, prerequisite levels of knowledge of the ways of magic and nature, and a character must have a Craft skill appropriate to the medium in which he works. Rather than making an appropriate Craft check representing one week of work as per the core rules, most charms should be made with checks representing one day of work.

In order to create a charm, the character must master both his **awareness** of the world of Aryth and its inherent energies as well as his **understanding** of how the fall of Izrador has affected the world over the years. Awareness is represented by the Knowledge (arcana) and Knowledge (nature) skills, while understanding is represented by Knowledge (history) and Knowledge (Spirits). When creating a charm, the character's total ranks in the awareness skills must equal or exceed the prerequisite for the type of charm he is creating. The same applies to his understanding skills. So, a character with four ranks in Knowledge (arcana) and two ranks in Knowledge (nature) meets the awareness prerequisite to create minor and lesser charms, but not greater or true charms.

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

Charm Creation Prerequisites

The four types of charms and the prerequisites for them are described below, as are example powers granted by them. Your DM has information on additional charm effects (see page 395).

Minor Charm

Craft DC 15

Prerequisites: awareness 1 rank, understanding 1 rank.

Example Benefits: +2 luck bonus to any single skill check, attack roll, or saving throw made within one round of activation.

Value: 5 vp.

Lesser Charm

Craft DC 20

Prerequisites: awareness 4 ranks, understanding 6 ranks.

Example Benefits: +1 luck bonus for one minute to a single skill, all attack rolls, AC, or a single saving throw; mimics a 0-level abjuration spell effect at Caster Level 1.

Value: 25 vp.

Greater Charm

Craft DC 25

Prerequisites: awareness 12 ranks, understanding 8 ranks.

Example Benefits: +4 luck bonus to any single skill check, attack roll, or saving throw; +2 luck bonus for one minute to a single skill, all attack rolls, AC, or a single saving throw; +1 luck bonus to all checks modified by a single ability score for one minute; mimics a 1st-level abjuration spell effect for at Caster Level 1.

Value: 100 vp.

True Charm

Craft DC 30

Prerequisites: awareness 18 ranks, understanding 12 ranks.

Example Benefits: +4 luck bonus to a specific type of saving throw (compulsion spells and effects, fear effects, poison, disease, etc.); immunity to a specific type of disease or poison (lycanthropy, monstrous spider venom, etc.); grants energy resistance 3 against one energy type; other effects at DM's discretion.

Value: 2,500 vp.

Herbalism

The ban on magic instituted by the Shadow as well as the occupiers' general lack of interest in the welfare of the peoples of Eredane have forced the common folk to turn to natural healing methods to keep themselves alive and healthy. The fey folk, druids, and wandering outlaws have long known about the healing properties of various roots and herbs found across Eredane, but in the last 100 years these secrets have been flowing out into the occupied lands. Those who use the arts of herbalism see it as both a way to benefit their community and as a passive means of resisting the Shadow, or at least mitigating the negative psychological aspects of occupation.

The Basics of Herbalism

Herbalism in its most basic and practical sense is the power of plants, properly distilled and applied, to heal, protect, and enhance the mortal form. Its practitioners often approach it more philosophically; the jungle elves especially take a reverential attitude toward preparing their concoctions, which they believe are a union of the material world and the divine spirit. An herbalist is an expert in locating and identifying plants with special properties, starting with those of his home region and then expanding as he is exposed to more exotic species. He learns which herbs to gather and prepare for various effects, how to find specific herbs, and what conditions are best for producing high-quality specimens.

Gathering Ingredients

Finding herbs can be a tricky business, as specific herbs only grow in regions that have the right conditions—rainfall levels, temperature variances, soil conditions, etc. A character must be knowledgeable in the herbalist's trade (at least 1 rank in Profession [herbalist]) in order to even attempt to locate such herbs. The character must then make a DC 20 Survival check to determine whether or not he knows of and can find any appropriate herbs in his vicinity. Most herbal concoctions can use several different ingredients in place of one another—only the most powerful need specific herbs from specific

Gathering Herbalism Ingredients

Survival Check Result	Herbs Gathered
Failure by more than 5	Wrong herbs gathered, herbal compound fails. Anyone ingesting or treated with the resulting herbal compound must succeed on a DC 15 Fortitude save or be sickened for 2d20 hours.
Failure by 5 or less	No appropriate herbs can be found or are known to grow in the area.
Check succeeds by 10 or less	An appropriate herb can be found in the area.
Check succeeds by more than 10	An excellent combination of herbs can be gathered, find 1d4+1 samples.

Gathering Herbalism Modificactions

Survival DC Modifications	DC Modifier
Area has been burned or trampled by armies of Izrador	+10
The character is searching while traveling (moving at half speed)	+10
Herbs have been gathered from the area within the last 30 days	+5
The area has little vegetation and plant-life (White Desert, Highhorn Mountains, others)	+5 to +20
The area is lush with myriad species of plant (Aruun, Caraheen, Central Plains, others)	–5 to –10

Table 5–1

locations. The DM should roll the check secretly, the results of which determine the availability of suitable herbs in the region, as shown on Table 5–1.

It requires two hours of dedicated searching to find enough herbs to make a single herbal concoction, known as a sample. A character can do nothing during this time except search for the herbs. Any other activity that takes appreciable time (such as hunting, performing a ritual spell, combat, etc.) delays the herb gathering for an equal amount of time. Several other factors can affect herb gathering, as shown on Table 5–1.

Preparing and Using Herbal Concoctions

In order to ensure the best results, herbal concoctions should be brewed on the same day that the ingredients are gathered. After 24 hours an herb begins to lose its potency and continues to weaken every day thereafter. Twenty-four hours after being harvested, and every 24 hours thereafter, a Profession (herbalist) check (DC 15 + 2 per previous check) is made. Failure means that the DC on all Craft (alchemy) checks made to use those herbs are increased by +2.

Herbalists have developed several methods for preparing concoctions that give them a modest degree of control over how the herb is used and how its effects are realized. Herbalists across Eredane can create three types of herbal concoction—infused oils, gnaw roots, and salves.

When preparing a concoction, the herbalist must make a Craft (alchemy) check. The DC of the check depends on what type of concoction is being prepared, the strength of the concoction, and how many doses the character wants to create, as shown on the chart below. Failing this check by 4 or less means that the concoction was not properly prepared and the process must be restarted (checking for spoilage if necessary). Failure by 5 or more means that the herbs have been wasted and the herbalist must gather new samples to try again. Note that this replaces the normal rules for the Craft skill found in the PHB, as the preparation time for each herbal concoction is the same no matter the skill of the character preparing it.

Herbal Concoction	Craft Check DC
Infused Oil	10
Gnaw Root	20
Salves	25
Each additional dose in the same batch	+2
Per 24 hours of spoilage	+2
Per +1 bonus (gnaw roots or infused oils)	+3
Per spell level of effect simulated (salves)	+4

Infused Oils

Infused oils are the raw essence of herbs, and are the basic building block of the other two concoctions. They are the easiest herbal concoction to make, but they require extended use to be effective, meaning long harvesting and preparation times. To prepare an infused oil, the herbalist must steep raw herbs in oil for 24 hours before he begins crafting the specific concoction, which takes two hours of uninterrupted work. If the process is interrupted, the batch is ruined. Traveling adventurers often create infused oils since the herbs won't spoil as quickly while they are in the oil. The oil is then strained through a piece of coarse fabric into its final container, traditionally a tiny glass jar, but these days just as likely to be a hollowed-out leg bone from a small mammal or bird.

Infused oils can be created for ingestion or inhalation. The user either drinks a few drops or daubs it under his nose every few hours over the course of a day to release the oil's effects. An entire dose may be swallowed at once, but doing so requires a successful DC 15 Fortitude save (+5 per +1 bonus granted) to avoid becoming nauseated for 1d3 hours.

A character must administer an infused oil for three full days before he notices the effects of the concoction, and he must continue to administer a dose each day thereafter to continue to receive its benefits. Two days after he ceases to use the oil, the benefits are lost and he must start a new 72-hour cycle to receive them again.

Infused oils are generally used to increase a person's resistance to a certain effect, such as poison or disease, and they can be used to make a person mentally tougher or less susceptible to fatigue. They can give an alchemical bonus to a single ability score's checks or to a single save against a single specific effect type (Fortitude saves against poison, or Will saves against fear, for example), up to a maximum of +5; all such effects must be chosen by the herbalist before he begins searching for herbs. A character can only gain the benefits of one infused oil at a time.

Gnaw Roots

An infused oil can be made more potent by letting a spongy root, cinnamon stick, or the like absorb the compound for 12 hours. This item, known as the carrier, adds its own essence to the herbal oil, changing its properties and allowing it to be absorbed more quickly than an infused oil. Harvesting the necessary carrier requires an additional two hours of searching and a second Survival check. Before the Craft check can be made to prepare the gnaw root, one must be made as normal to prepare the infused oil in which it will be steeped. The gnaw root is then prepared, requiring another Craft check and another hour of uninterrupted work.

Once the gnaw root has been prepared, it can be stored for later use. To use a gnaw root, the character simply chews or sucks on it for one hour, slowly releasing the oil into his system. After this period, the character gains the benefits of the concoction for 12 hours. A character cannot expedite this process, and biting into or eating the carrier destroys its effectiveness and requires a successful DC 15 Fortitude save (+5 per +1 bonus provided) to avoid becoming nauseated for 1d3 hours.

Gnaw roots are used to increase the user's overall hardiness, quickness, or mental acuity. They can give an alchemical bonus to a single save or physical ability score, up to a maximum of +5. Gnaw roots can also provide alchemical bonuses to the following skill checks: Concentration, Listen, Search, Spot, and Survival (only when used for perceptive tasks such as following tracks or looking for herbs). A character can only gain the benefits of one gnaw root at a time.

Salves

A salve is made by thickening an infused oil using beeswax or similar substances. The oil is created normally, combined with heated beeswax, and then cooled by submerging it in cold running water or hanging it from tree branches overnight in coarse sacks. The entire process takes four hours. The thickening agent must be acquired through trade or via a second Survival check with a DC of 20.

Salves are most often stored in hard containers such as turtle shells or stone jars. To use a salve, a character must spread it on the appropriate area. Salves used to treat wounds and poisons are spread on the wounded area (or throat in the case of ingested or inhaled poisons), but those with more general uses must be spread in a specific way. When confronted by a new salve, a character must succeed on a DC 20 Profession (herbalism) check in order to determine where it must be spread. Spreading a salve on a wound takes five rounds.

Salves are used to heal wounds, remove poisons and the effects of dangerous natural hazards, and to provide specific protections to their users. They can emulate the effects of up to 4th-level Conjuration (healing) spells in this regard. The most common salves are *cure wounds, neutralize poison,* and *remove disease*. Other salves may be possible at the DM's discretion, usually Abjuration or Transmuation spells, but a salve should not be used as a non-magical replacement for potions—the types of spells that can be emulated are very limited.Other salves have been known to provide protection against the extreme temperatures of the frozen Northlands (*endure elements*) and to preserve corpses so that they cannot turn into Fell (*gentle repose*).

Starting Equipment

Characters in MIDNIGHT use the normal rules for starting equipment, ignoring variables like an item's worth in the character's starting region, but use vp instead of gp (see page 156 for information on vp and worth). Characters may begin play with weapons, armor, shields, adventuring gear, tools and skill kits, clothing, or anything granted by their racial descriptions. All other items are either too valuable to waste on an adventuring lifestyle, like beasts of burden that could be used for food or to assist in agriculture, illegal to possess, like warhorses or wagons, or simply do not exist in MIDNIGHT, like smokesticks, sunrods, and other special

alchemical substances and items. Characters may also spend starting vp (and should) on enough food to feed themselves for one week.

Players are encouraged to spend as much of their starting vp value as possible on this equipment, and any vp not spent on a specific item is lost. While a starting character could use this opportunity to ignore an item's regional worth by stockpiling valuable or hard-to-find goods, keep in mind that he may not begin the game in a situation to take advantage of that wealth. A beginning character with a wagon-load of goods and no weapons or adventuring equipment is likely to have it taken from him, or have to abandon it, fairly early in his career, leaving him worse off than a "poor" character that began the game with basic weapons, armor, and survival gear.

The source of a character's starting equipment is up to the player and the DM; it might be a collection of family heirlooms, the contents of a randomly discovered cache, belongings found on a dead traveler, items granted by a resistance organization for services rendered, or some other windfall or situation that the player and DM agree on.

Restricted Items

Some items are so valued by the cultures from which they stem that they are not available under normal circumstances. Characters may not begin play with restricted items unless access to those items is specifically mentioned in their racial descriptions. Additionally, such items should not be purchasable in normal gameplay, but should rather be rewards for courageous and selfless service to the culture with which the restricted item is affiliated or the goals of dangerous quests.

New Weapons

The most common weapon in MIDNIGHT is probably a simple club, and the most underrated weapon is the will of a beleaguered people to survive. However, the various cultures and races have adapted many unique weapons for their purposes, both nefarious and valiant. The list below is just a sample of the varieties that have been invented in the desperation of the war against the Shadow in the North. Most of these weapons originated with a specific race or culture, and they are rarely used by other peoples.

Atharak: Elflings use their incredible agility to overcome their lack of strength, and this strategy extends to their weapon choices. An atharak is one such weapon; it appears to be nothing more than a length of braided leather and rope with two hollowed out stones tied to the ends, but in the hands of a trained elfling warrior it can become a whirlwind of stinging attacks.

The atharak has reach, so you can strike opponents 10 feet away with it. In addition, unlike most other weapons with reach, it can be used against an adjacent foe. Because the atharak can be wrapped around an enemy's leg or other limb, you can make trip attacks with it. You can use the Weapon Finesse feat to apply your Dexterity modifier instead of your Strength modifier to attack rolls with an atharak sized for you, even though it isn't a light weapon for you.

Finally, an atharak may also be used as a double weapon. You can fight with it as if fighting with two weapons, just as if you were using a one-handed weapon and a light weapon. When the atharak is used this way, it does not have reach. Switching between this method of wielding an atharak and the normal method is the same action as drawing a weapon (which means that it can be done for free by those with the Quick Draw feat).

Finally, an atharak is easily disguised as a piece of harness, equipment, or clothing. Search or Spot checks made to notice an atharak or identify it as a weapon among other goods suffer a –4 penalty.

Cedeku: This small, hook-bladed sword is commonly used by Sarcosan warriors in their off hands when fighting on foot. Because of the cedeku's hooked blade, you can make trip attacks with it. Additionally, the cedeku is considered a one-handed weapon for the purposes of opposed disarm rolls, meaning it does not suffer the normal –4 penalty for being a light weapon.

Farmer's Ropes: These long, knotted ropes were originally used by the agrarian halflings of Central Eredane as standardized measuring tools for calculating the size of their fields. Over the years, however, the heavy hemp ropes have been adapted to work as weapons that, while not terribly damaging, do allow relatively unskilled halflings to harass and confuse their foes.

Farmer's ropes give their wielders a +2 circumstance bonus on attack rolls when used to distract an opponent with the aid another combat action. They deal no damage against creatures with armor bonuses of +3 or higher, however, nor can the ropes be used to distract such opponents.

Fighting Knife, Snow Elf: These wicked blades drive deeply into opponents' flesh, doing as much damage on the way out as they did on the way in. The snow elves often wield one in each hand when fighting orcs in the Veradeen.

Hatchet, Urutuk: This long-handled axe is balanced for close fighting and throwing. Kurgun dwarves often wield

New Weapons

Simple Weapons	Cost	Dmg (S)	Dmg (M)	Crit	Range	Weight	Type
Ranged Weapons							
Sling, great	3 vp	1d4	1d6	x2	60 ft.	1 lb.	Bludgeoning
Shard arrows	12 vp	1d3	1d6	16–20/–	—	1/2 lb.	Piercing
Light Melee Weapons							
Farmer's rope	—	1	1d2	x2	—	5 lb.	Bludgeoning
Tack whip	12 vp	1d3	1d4	x2	—	7 lb.	Slashing
Exotic Weapons	**Cost**	**Dmg (S)**	**Dmg (M)**	**Crit**	**Range**	**Weight**	**Type**
Light Melee Weapons							
Cedeku	15 vp	1d4	1d6	19–20/x2	—	3 lb.	Slashing
Fighting knife	10 vp	1d4	1d6	19-20/x3	—	2 lb.	Piercing./Slashing
Sepi	8 vp	1d4	1d6	18–20/x2	—	2 lb.	Slashing
One-Handed Melee Weapons							
Staghorn	8 vp	1d4	1d6	x2	—	6 lb.	Piercing
Urutuk hatchet	30 vp	1d6	1d8	x3	20 ft.	4 lb.	Slashing
Vardatch	6 vp	1d10	1d12	x2	—	12 lb.	Slashing
Vardatch, crafted	312 vp	1d8	1d10	special	—	10 lb.	Slashing
Two-Handed Melee Weapons							
Atharak	2 vp	1d4	1d6	x2	—	4 lb.	Bludgeoning
Lance, halfling*	10 vp	1d6	1d8	x3	—	5 lb.	Piercing
Lance, Sarcosan*	20 vp	1d6	1d8	x3	20 ft.	4 lb	Piercing
Spear, Dornish horse	8 vp	1d8	1d10	x3	—	12 lb.	Piercing
Vardatch, greater	10 vp	2d6	2d8	x2	—	16 lb.	Slashing
Ranged Weapons							
Inutek	2 vp	1d2	1d3	x2	20 ft.	6 lb.	Bludgeoning
Longbow, icewood	500 vp	1d6	1d8	x3	120 ft.	4 lb.	Piercing

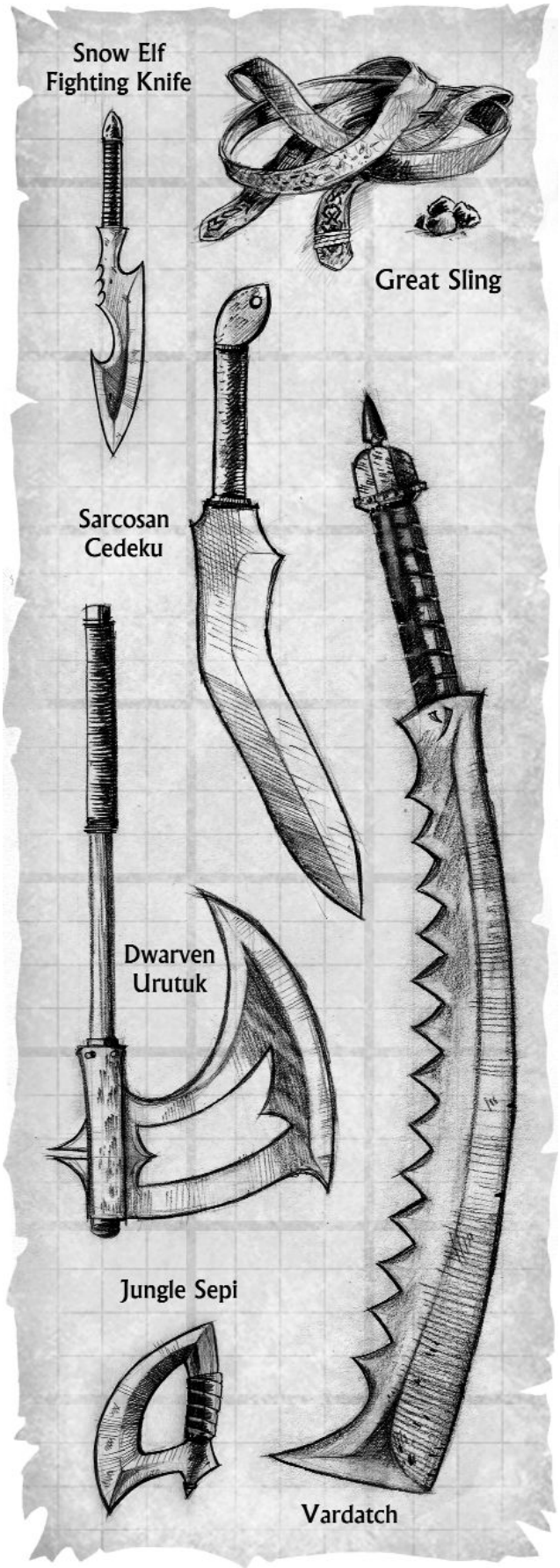
* Reach weapon

Table 5–2

one in each hand. Even though they are one-handed weapons, urutuk hatchets are considered light weapons when determining penalties for fighting with two weapons (but not for the purposes of the Power Attack feat).

Inutek: This weapon consists of a rope that is knotted at one end with two other shorter ropes that form a sort of open lasso. Heavy stones, or sometimes metal weights, are tied to the ends of the shorter ropes giving them weight and stability in the air. This weapon was created by the gnome-raised dwarrow of the Eren River Valley. Dwarrow defenders especially love to use these weapons to bring their enemies "down to size."

When an inutek strikes a target, the shorter ropes wrap around him, which has two effects. First, the weights bludgeon the target, dealing damage. Second, the force of the impact and flailing of the ropes knocks the target off balance.



The attacker may immediately make a ranged trip attack against the target. You can't be tripped during your own trip attempt when using an inutek, and the size penalty for being smaller than Medium is reduced by 4.

Lance, Halfling: While the halflings have learned to use their steeds' momentum to make more damaging attacks, their favored weapons are not the gaudy lances of medieval lore. Rather, halfling wogren riders have adapted their culture's preference for the spear and created a light lance that is simpler but just as effective.

Halfling lances are often bound with rawhide and a complex web sheath to the wogren saddle, such that the rider need only pivot the lance upward with one hand to use it effectively. When attached in this manner, the halfling may use the lance one-handed and may either apply his own Strength modifier or one-half of his wogren mount's Strength modifier to the attack and damage roll. Attaching and detaching the spear from the webbing is a full-round action that may provoke attacks of opportunity.

Halfling lances that are attached deal double damage when used from the back of a charging wogren, or triple damage if the wielder has the Spirited Change feat.

Halfling lances must be used as two-handed weapons if not attached to the saddle, and may be used on foot as spears (they deal double damage when set to receive a charge).

Lance, Sarcosan: The Sarcosan lance deals double damage when used from the back of a charging mount, or triple damage if the wielder has the Spirited Charge feat. It has reach, so you can strike opponents 10 feet away with it, but you can't use it against adjacent foes. While mounted, you can wield a Sarcosan lance with one hand.

Sarcosan lances may be thrown as part of a special charge attack that culminates in a ranged attack with the lance, in which case the normal rules for extra damage when charging with a lance still apply.

Longbow, Icewood (restricted): These powerful weapons are granted to those Erunsil who have proven themselves in battle. They have +2 hardness and +10 hit points, and are considered masterwork for the purpose of crafting times, though the creator must spend twice the normal time if he wishes to grant the normal +1 enhancement bonus to attack rolls as well. All icewood bows are composite longbows, though their strength ratings are variable.

This variable strength rating is one of the icewood bow's exceptional properties. It adapts itself to the Strength of any proficient wielder, gaining a Strength rating equal to the wielder's Strength modifier. However, thanks to a combination of the bow's resilience, flexibility, and powerful pull, the bow's arrows do damage as if the wielder's Strength modifier was doubled, up to a maximum of a +6 Strength bonus to damage.

On the other hand, if attempted to be drawn by anyone with a 16 Strength or greater who is *not* proficient in the bow's use, it shatters. This has allowed the weaker snow elves to match their orcish opponents' strength in combat while preventing their foes from gaining much benefit from, or indeed learning how to use, the weapons.

Finally, the mystical properties of the icewood from which the bow is crafted means that it is easily enchanted; doing so costs only one-half of the standard resources of time

and XP.

Sepi: Jungle elves typically wield one of these wide, curved blades in each hand.

Shard Arrows: Crafted from slivers of bone, jagged metal, and obsidian, shard arrows are favorite wildlander weapons. They are essential in slowing pursuing opponents as well as in inhibiting the wildlanders' biggest fear: spell-casting legates.

Shard arrows do only half damage on a successful hit. When a shard arrow scores a critical hit, it deals no additional damage. However, the arrowhead shatters in the wound on a critical hit, as long as the opponent has an armor bonus of +4 or less. This sends the metal shards ripping through the flesh of the target. Though this causes no additional damage, the excruciating pain of having these tiny hooks of metal embedded in muscle tissue can make sudden movements impossible. First, the target must make a Fortitude save (DC 10 + 1 for every shard arrow embedded in his flesh) or suffer a cumulative 5 ft. penalty to its movement rate and suffer 2 cumulative points of temporary Dexterity damage. Second, the target must make a Concentration check when casting spells or using spell-like abilities just as if it were taking continuous damage from the arrow (DC 10 + spell level + 1 for every shard arrow embedded in his flesh), or the spell fails. Finally, if the target is reduced to 0 Dexterity by multiple arrows, it is paralyzed by pain.

These effects persist until a successful Heal check (DC 20) is made, one per shard arrow critical hit, or until all damage by each arrow is magically healed.

Shard arrows deal no damage and have no special effect on critical hits against opponents with an armor bonus of +5 or higher.

The price and weight listed for shard arrows are for an individual arrow; they are both heavier and more difficult to make than normal arrows.

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

Spear, Dornish Horse: This heavy lance was a favorite of the Dornish cavalry, who learned to ride and fight from horseback after the Sarcosan invasion during the Second Age. Eschewing the long, lighter lances of the Sarcosans, the Dorns favored a heavy lance that took advantage of their natural size and strength.

On foot, the Dornish horse spear is in most respects like a longspear. It has reach, and it deals double damage when set to receive a charge. It is more awkward than normal lances when mounted, however, requiring the wielder to choke up on the haft in order to bring it to bear. As such, while the wielder is mounted, it offers neither reach nor the ability to use it with one hand. Most Dorns prefer their weapons two-handed and up-close-and-personal, however, so this is not usually seen as a big drawback.

Like a standard lance, the Dornish horse spear deals double damage when used from the back of a charging mount, or triple damage if the wielder has the Spirited Charge feat.

Staghorn: This exotic weapon consists of a set of overlapping stag horns mounted to a leather backing that is bound to the forearm, with the horns jutting outward over the hand. The horns are often coated with steel to make their tips sharper and the rest of the horns more durable in battle. The snow elves use these weapons for both offense and defense; the staghorn has the same shield bonus, armor check penalty, and arcane spell failure chance as a heavy shield, but may also be used as a light weapon. Snow elf warriors commonly wield them as off-hand weapons when they believe they will be unable to make good use of their bows.

Because of the staghorn's shape, you can use it to make trip attacks. You also get a +2 bonus on opposed attack rolls during disarm attempts.

Vardatch: This crude, brutal weapon, which translates to "cleaver" in the orcish tongue, is a heavy, broad-bladed sword with a blunt edge and a serrated edge. The vardatch is considered a slashing weapon, though it does not so much slash as tear. They are sturdy, heavy, and cheap to produce.

A vardatch is too large to use in one hand without special training; thus it is an exotic weapon. Wielding a vardatch with one hand, even with the appropriate Exotic Weapon Proficiency, requires a Strength of at least 13. A Medium character can use a vardatch two-handed as a martial weapon, and a Large creature can use it one-handed in the same way.

Vardatch, Crafted: While vardatches are easy to manufacture for rank and file orcs, and supremely effective in their use, there are those among the orcish ranks who rise to positions of command or who hone their fighting skills beyond mere hacking and cleaving. These orcs or oruks may be commissioned with crafted vardatches.

A crafted vardatch is too large to use in one hand without special training; thus it is an exotic weapon. Wielding a crafted vardatch with one hand, even with the appropriate Exotic Weapon Proficiency, requires a Strength of at least 13. A Medium character can use a crafted vardatch two-handed as a martial weapon, and a Large creature can use it one-handed in the same way. Orcs in command positions may use crafted vardatches as if they were martial weapons.

Crafted vardatches are better balanced than normal vardatches, and may be used to inflict two different kinds of wounds at the wielder's whim: a sweeping attack that has a threat range of 19–20/x2, or a heavy attack that has a threat range of 20/x3.

All crafted vardatches are masterwork weapons.

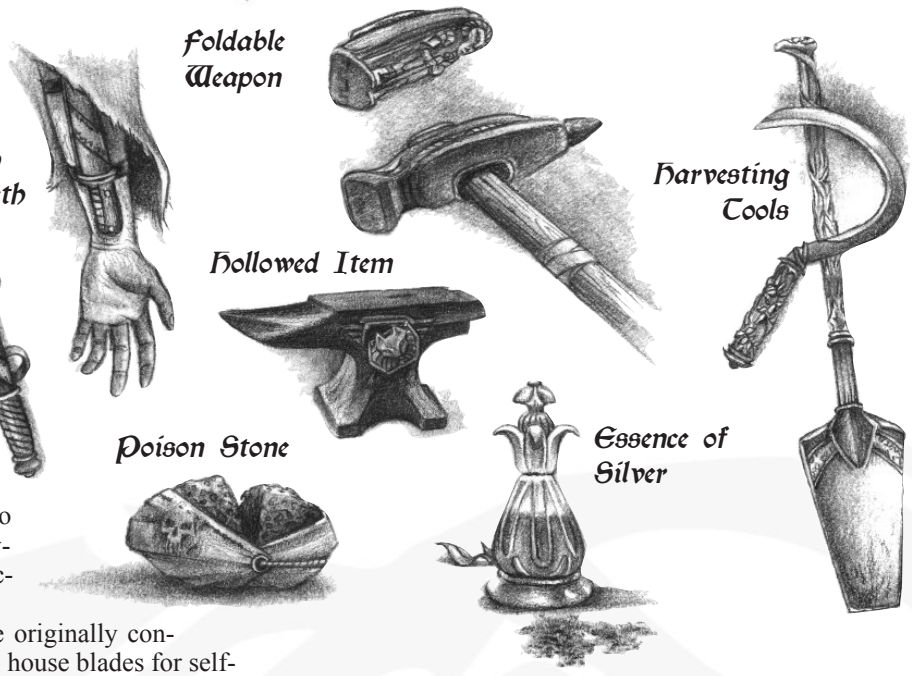
Vardatch, Greater: Built on the same principle as the vardatch, but even larger, the greater vardatch is favored by oruk battleragers and by those orcs who disdain shields in favor of killing power. It is too large to wield in two hands without special training; thus it is an exotic weapon. Wielding a greater vardatch, even with the appropriate Exotic Weapon Proficiency, requires a Strength of at least 16.

A Large creature can use a greater vardatch two-handed as a martial weapon.

Special Items

Weapons and magic are not the only items that can be used against the Shadow. The following items are all considered contraband for the purposes of determining their regional worth.

Charm Buckles: These intricately crafted items were originally produced by the dwarves of the Kaladruns, but



have since become the domain of the gnome traders plying Eredane's rivers. Watertight and designed to look like simple belt buckles or cloak clasps, these devices can hold up to four charms at a time. To release the charms, the wearer simply twists the face of the buckle slightly, which releases the charm through a small channel and into his hand. Rapid twists can bypass some charms to release others, allowing the wearer to gain access to any of the charms it contains as a move action.

The buckles are very well designed and extremely difficult to detect. To discover that these are anything out of the ordinary requires a successful DC 25 Search check.

Drop Sheath: These items were originally constructed by canny Sarcosan courtiers to house blades for self-defense, but the drop sheath has since expanded into wide use by travelers and adventurers of all types and natures. The sheath is worn on the inside of the forearm and can only house light weapons weighing one pound or less (daggers, darts, etc.). By angling the arm down and twisting the wrist, the wearer can release the weapon into her hand as a free action.

Drop sheaths are difficult to notice, requiring a DC 30 Spot check or a DC 20 Search check.

Foldable Weapons: This special modification allows weapons to be easily taken apart so they can be hidden from the eyes of guards and others in service to the Night Kings. Such weapons are very expensive to make and require expert craftsmanship that is hard to find in Eredane in the Last Age. All such weapons are considered masterwork weapons for purposes of time required to craft, but they do not grant the usual enhancement bonus to attack rolls unless the craftsman spends twice the normal time for crafting the weapon.

Nearly any melee weapon within reason can be created as a foldable weapon, though the utility of this engineering decreases for weapons that are already small and easily concealed. The most expertly disguised foldable weapons appear to be other things when taken apart, such as a foldable hammer whose head appears to be nothing more than a large whetstone or statuette when not attached to its handle.

Foldable weapons are not nearly as durable as their normal counterparts, suffering a –2 penalty to all saving throws and having only 75% of the normal hit points and hardness for their type. They must also be repaired occasionally (about once per month under normal use), which requires a DC 10 Craft (weaponsmithing) check to perform. If a weapon is not repaired once per month, it has a cumulative 25% chance of breaking each week of normal use. Assembling or disassembling a foldable weapon takes a full round for light weapons, 5 rounds for one-handed weapons, and 1 minute for two-handed weapons.

Being caught with a foldable weapon is a much more serious offense than having a normal weapon on one's person. Any character caught with such an item will be tortured until he either dies or divulges the source of his weapon.

Harvesting Tools: These matched sets are crafted by the Danisil and offered for trade from time to time, though only to those herbalists the jungle elves trust. Made from silver-edged steel and finely carved teak, these tools provide a +2 circumstance bonus to any Survival skill checks made to harvest herbalism ingredients. These tools are not magical in any way; they are simply perfectly crafted for their purpose.

Hollowed Equipment: Hollowed items are in great demand throughout Eredane for their usefulness in hiding contraband from the prying eyes of Izrador's servants. All manner of things can be hollowed out to allow for hidden items and substances, and creating a hollowed item requires 150% of the time and effort as creating a normal version. In general, it requires a DC 15 Search check to detect a hollowed section in an item. If the item is of masterwork quality, the DC increases by 5. Casual observation cannot detect a hollow or false bottom unless the item is somehow faulty or poorly crafted. Some possible hollowed items and suggestions on what they might hold are as follows.

Hollow Anvil: A master craftsman might create a hollowed anvil to hide masterwork components or recent creations that the local authorities might take a dim view of. Usually this involves creating a new chamber underneath an existing anvil, as hollowing out the anvil itself might render it unusable for the smith.

Hollow Hilt/Handle: Hollow hilts are very popular with scouts, messengers, and others who often find themselves carrying important messages behind enemy lines. Hilts are generally not large enough to hold much volume and so are used for small items such as parchment, vials of alchemical items, charms, and herbal concoctions. Spices and other small trade goods can also be kept inside a hollow hilt. In addition to weapon hilts, the handles of tools and other innocuous implements can be hollowed for similar purposes.

Hollow Jewelry: Rings, brooches, and other hollow jewelry are sometimes used to transport contraband. Even

less can be stored in a piece of hollowed jewelry than in a weapon hilt or tool handle.

Hollow Clothing: Boot heels, belt buckles, and even the lining of a tunic or pair of breeches can all be used to effectively hide things from view. Boot heels and belt buckles offer much the same type of space as hollow jewelry and hilts. A special pouch can be made to hide small weapons inside the leggings of tall boots, and the inner linings of pants and shirts may be sewn and reinforced to create pouches and pockets that cannot be seen upon casual inspection. While these may not hold heavy items, they are perfect for large but light items like sheafs of parchment, thieves' tools, or even emergency rations.

False Bottoms: Boxes, coffers, and chests may all be created with false bottoms. This creates a cavity between the bottom of the chest and the floor that may be used to hide illegal or particularly valuable items. The false bottom is even hidden from the outside through the use of clever visual tricks and craftsmanship. Clever users of such items often place less important but still valuable items in the chest to distract would-be thieves, in the hopes that the culprit will make off with the lesser treasure without looking further.

Poison Stone: Resistance fighters who use poison, especially the Danisil, need a quick and safe way to poison their arrows or blades. The poison stone works quite well for this purpose, but remains rare due to the difficulty of finding the proper stones to craft the item.

Created from porous, volcanic rocks found in the Arunath Mountains, the poison stone must be wrapped in a rag soaked in poison for six hours per dose of poison (up to 10 doses) it is meant to contain. The stones are then wrapped in a special leather sheath that holds them tightly together. Whereas the stones are safe and easy to use on the battlefield, those creating them run the normal risks of accidentally poisoning themselves.

The stones may retain their poisons' freshness for up to three days before needing to be soaked again. They only release the poison when force and friction are applied; for instance, by sliding a blade or arrowhead between them while they are wrapped tightly in their sheath. When applied in this manner, the user has no chance of poisoning himself and may apply poison to a single blade or arrowhead as a standard action that provokes attacks of opportunity.

Refugee Leathers (restricted): Crafted through a combination of halfling know-how and elven resources, refugee leathers are particularly sturdy but still lightweight suits of leather armor. In addition to being masterwork, they provide an additional +1 to AC.

Magical Equipment

Charms: See page 138 for descriptions of charms.

Elven Traveling Clothes (restricted): The halfling weavers may be masters of mundane cloth, but it is the elvenkind that have mastered the art of enchanting clothes to fend off the elements and hide the wearer from enemy sight. The elves learned long ago that hiding from the eyes of orcs was useless if their garb acted as beacons for the dark gods' astiraxes, however. Therefore, the elves learned to imbue their woven cloth with innate rather than channeled magic, so that their warriors could evade both mundane and mystical senses.

Special Equipment

Item	Cost	Weight
Mundane		
Charm buckle	50 vp	1/4 lb.
Drop sheath	20 vp	2 lb.
Foldable weapon	As masterwork	1.5x normal
Harvesting tools	50 vp	5 lb.
Hollowed equipment	3x normal	Varies
Poison stone	100 vp	1 lb.
Refugee leathers	+200 vp	Varies
Magical		
Charm (minor)	5 vp	—
Charm (lesser)	25 vp	—
Charm (greater)	100 vp	—
Charm (true)	2,500 vp	—
Elven traveling clothes	250 vp	1/2 normal
Erethor tea	80 vp	1 lb.
Hearthstone	75 vp	2 lbs.
Alchemical		
Corpse acid	40 vp/dose	1 lb.
Essence of silver	50 vp/dose	1 lb.
Herbal concoctions	Varies	1/4 lb.
Gnaw roots	50 vp/+1 bonus/daily dose	
Infused oils	25 vp/+1 bonus/daily dose	
Salves	100 vp/spell level	
Orcbane	50 vp/dose	1 lb.
Orcish plagueskull	50 vp	2 lbs.
Animals		
Wogren	800 vp	—
Sarcosan riding horse	300 vp	—
Sarcosan warhorse	600 vp	—

Table 5—3

Elven traveling clothes come in as many shapes and forms as other garb. The most common are cloaks that act as *cloaks of elvenkind,* boots that act like *boots of elvenkind*, and tunics that grant their wearers the benefits of *endure elements* spells while they are worn. Other types of elven clothing may

exist, each type granting up to a +5 competence bonus to a single specific skill check.

All elven traveling clothes have the same value and are created solely through innate magic, so they cannot be detected by astiraxes. Elven traveling clothes may be crafted as if they were greater charms.

Erethor Tea (restricted): *Fael*, or Erethor tea as it known among the Northmen, is a valuable elixir used by the elves in place of bulky and heavy trail rations. The tea is created magically from various herbs and roots native to Erethor. The tea consists of dark flaky grounds that when mixed with water provides sustenance equivalent to actual rations. The resulting broth is thick and slightly sweet.

Two small cups per day serve to keep the drinker energized and healthy. The tea can be used as a sole source of nourishment for up to an arc at a time. After that its efficacy quickly fades and the drinker must spend at least half an arc eating actual food before resuming use of the tea. The tea takes getting used to, and the first few days drinkers suffer mild hunger pains and occasional stomach cramps. Heating the tea and drinking it warm helps ease this discomfort, but consuming any food while on the tea restarts the period of adjustment. One in 10 of all non-elves are violently allergic to the drink (DC 15 Fortitude save or be sickened for four hours after consuming it); such creatures gain no nourishment from consuming Erethor tea. One pound of Erethor tea powder is enough to make fifty servings. The tea is uncommon in these dark times even in Erethor itself, and so is therefore rather valuable.

Hearthstone (restricted): Hearthstones are a common elven magic that is so old their origin is long forgotten. Hearthstones are vital to the elven way of life, as they allow elfkin to heat their dwellings and cook their food without the need for firewood and with less risk of burning down their wooden homes. Hearthstones are flat, palm-size blocks of obsidian dug from the southern Highhorns and enchanted to release the elemental "heat of the earth" trapped within. They are lit and extinguished with the words *eailin* and *eailone*, respectively, and they shed heat with no flame. Most stones of any quality will last for several days of continual use and contact with hearthstones will ignite dry wood and other flammable materials. Most elven scouts carry arrows tipped with small hearthstone heads with which they can set fire to orc battleworks and other flammable structures.

Poisons and Acids

The Danisil and their halfling allies make extensive use of poison, especially those most useful against the orcs and other minions of Izrador. Though the jungle elves may gift their allies and friends with a vial or two of these poisons, only a few Danisil know how to make the poisons and they will never reveal the secrets of their creation to others. After seeing herbalism spread through the world and into the hands of the orcs, the elves have become increasingly stingy with their knowledge.

Creating a single dose of any of the following poisons or acids requires 4 ranks in Craft (alchemy), 3 hours of work, and a DC 20 Craft (alchemy) check.

Corpse acid (restricted): While the undead are normally completely immune to poisons, the Danisil have long been familiar with a number of naturally occurring toxins that effectively dissolve flesh. Experimentation on the tissues of the Fell revealed a type of contact poison that proved fairly harmless to living tissue but incredibly destructive to the desiccated and decaying bodies of the undead. This substance requires difficult-to-obtain and expensive ingredients, as well as a great deal of skill, to manufacture (+2 additional ranks in Craft [alchemy] and +3 to the Craft DC).

You can throw corpse acid as a splash weapon. Treat this attack as a ranged touch attack. It deals damage to corporeal undead as if it were alchemist's fire, doing 1d6 points of acid damage on the first round and 1d6 additional points of acid damage the following round. Additionally, living creatures hit by the splash damage or accidentally exposed to the substance take no damage from it.

Essence of silver (restricted): By dissolving silver in weak acids, the elves learned they could create a fine black powder that contains the very essence of the metal. Mixing this black powder with the right herbs and a bit of blood creates a glittering black paste that is surprisingly effective against any creatures with a vulnerability to silver. Unfortunately, the essence is quite difficult to make and takes a great deal of silver to create, making it extremely rare (+4 additional ranks in Craft [alchemy] and +6 to the Craft DC).

As a special side effect, any weapon treated with essence of silver is considered a silver weapon for the purposes of overcoming damage reduction or otherwise affecting creatures with a vulnerability to silver.

Essence of Silver: Injury, DC 15; Initial Damage 1d3 Con, Secondary Damage 1d6 Con.

Orcsbane (restricted): Perfected by the Danisil, this venomous concoction is only somewhat toxic to most who come into contact with it. Orcs, however, cannot abide the substance, which causes horrible degeneration of their connective tissues and can lead to death from hemorrhage in a relatively short period of time. This weapon, when combined with the accuracy and ferocity of elven ambushes, has made even small groups of elves a fearsome foe to Izrador's forces.

Orcsbane: Injury, DC 18; *against orcs:* initial damage 1d4 Str, secondary damage 1d6 Con; *against non-orcs:* Initial damage 1 Str, secondary damage 1 Con.

Orcish plagueskull (restricted): Crafted by the sinister herbalists of the orcs, these skulls are packed with disease-riddled tissues preserved through the use of various blood garden herbs and roots. When the skulls shatter, they explode into a shower of infectious rotting material. You can throw an orcish plagueskull as a splash weapon. Treat this attack as a ranged touch attack.

Creatures hit directly by the plagueskull must make a saving throw against a randomly determined non-magical disease as described in the core rules (all of them are considered to have the contact method of delivery for this purpose) or contract the disease. Those who suffer splash damage must also make saving throws, albeit with a +5 bonus to their saving throws.

Animals

See Chapter Eleven for details on wogren and Sarcosan horses. All animals are restricted items.

CHAPTER 6

Adventuring in Midnight

This chapter presents information on what it is like to live and die in a world under Shadow. The background descriptions of this chapter are designated as closed content.

The fall of the Kingdom of Erenland brought an end to the Third Age, sweeping aside thousands of years of civilization and ushering in an era of misery and despair known as the Last Age. For the past century, Izrador's agents have sought out every root and branch of civilization, systematically destroying the acquired knowledge and art of generations of humans and fey. The great libraries, schools, and monuments have been razed and records of their existence have been fed to the pyre. The Shadow's efforts are not wanton destruction, but are aimed at severing the bonds between communities and destroying what it means to be Dorn, Sarcosan, or Erenlander. Without the bonds of race or community, an organized resistance to the Shadow's rule has become nearly impossible.

The following chapter provides information that should be common knowledge to all PCs. This is as opposed to the information presented in the setting section of the book, about which a PC should know very little beyond his own homeland; travel in the Last Age is nigh-impossible for most fey, and is at best very difficult for most humans. Over the past 100 years, the lack of travel and subsequent loss of knowledge has led to the isolation of most settlements and societies. Former customs and traditions have been distorted into myth and legend, not just by atrophy, but by the insidious lies spread by the Order of Shadow: lies designed to divide and conquer the once free races of Eredane.

The Heavy Hand of the Shadow

Erenland lies firmly under the hobnail boots of Izrador's orc legions and at the mercy of the dark god's priests, the Order of Shadow. Seemingly limitless numbers of orcs and goblinkin have spewed forth from the frozen north to occupy every major town and city, raping the land for the supplies they need to continue the war against the fey. Supporting this vast army are the traitor princes and false sussars, petty nobles and administrators who have sold their souls to the Shadow for privilege, as well as thousands of human mercenaries who are willing to fight and enslave their own people for a few scraps from the legates' table.

Servants of the Shadow

The Night Kings

Directing the occupation are Izrador's lieutenants, the four dread Night Kings, immortal creatures that were once champions in the fight against the dark god. In the occupied lands, the best known of the Night Kings is Jahzir, the Sword of Shadow. Once the Lord General of all the armies of the Kingdom of Erenland, Jahzir was captured and twisted by the dark god, and now commands armies of darkness instead of those of light. It was his knowledge and skill that allowed the dark god's hordes to slice through the already weakened armies of good without breaking stride. He now commands the loyalty of many of the largest orc tribes and has unquestioned control of the orc legions. As the king of Erenland, he has the authority to command the forces of the traitor princes and can conscript troops from the enslaved population to serve as fodder for elven arrows and dwarven axes. Militarily, he is unchallenged by either the Order of Shadow or his fellow Night Kings. He often rides abroad with his armies, but also holds court from his palace in Alvedara and is known to frequent Theros Obsidia; wherever he goes, however, he seems to relish his control over the kingdom he helped to destroy, and does all he can to bleed its shattered remnants to feed his armies.

Possibly the most dangerous and least known of the Night Kings is the Sorcerer of Shadow. He is rarely seen in his true form, and his previous identity is unknown, but it is clear that in his current incarnation he is a creature of complete and utter evil. In his stronghold in the ruins of Bandilrin, he binds spirits and warps the noble creatures of Aryth to his bidding. The most vile and dangerous of beasts are created in the pits beneath the monastery, which are released to spread terror through human lands and to savage fey defenders in Erethor. The Sorcerer's agents compete with the legates' witch hunters, scouring Eredane for those with the gift of magic and stealing them away before they are taken by the Order of Shadow for indoctrination, interrogation, or execution. It is said that the sorcerer makes a token effort to break them to his service, but failing that can drain the power of their sorcery to fuel his own. The Night King's vast network of spies, be they human, inhuman, or demonic, are said to have infiltrated every major organization on Eredane: resistance groups, Jahzir's military units, households of the traitor princes, and even the Order of Shadow. If this is true, there must be little that happens in Eredane that doesn't reach the Sorcerer's ears.

Controlling the dark god's legates is the Night King known as the Priest of Shadow. This gaunt figure, once believed to be a Sarcosan holy man, is responsible for the sacrifice of tens of thousands to Izrador each year. He is reviled in the Sarcosan south for turning the once vibrant city of Cambrial into a vast necropolis. Rumors of his creations, including creatures built from the remains of man and beast and legions of undead soldiers marching to war, are told in every town and village south of the Ardune.

The most savage and openly destructive of the Night Kings is the mighty dragon known as the Wrath of Shadow. Thankfully, this creature is rarely seen outside of Highwall or above the battle lines of Erethor. Where she goes, destruction follows, and few live to tell of her attacks. The fey call her the *scar'garath*, "doom of Erethor" in High Elven. The dragon is the most powerful creature on Eredane and there is no hero left alive who could withstand its terrible power.

The Order of Shadow

Administering the occupation are the legates, also known as the Voice of Izrador or the Order of Shadow. From the dark tower of Theros Obsidia, the high priests of Izrador issue orders to the greater legates scattered across Eredane. These latter act as Izrador's viceroys, spreading both his commandments and his wrath. Each arc, the dark god demands the sacrifice of hundreds of sentient beings, their blood and souls flowing into the dark mirrors that reside within his temples. It is known that these mirrors leach both the life force of Aryth and any arcane magic that comes near them, but what purpose these energies are bent toward has not been fathomed. The Order has extended its tendrils to every facet of the occupation and the ongoing war. In cities and towns throughout Eredane the legates either rule directly or through a closely controlled local noble or orc warlord. On a wider scale they fight an unseen but deadly battle for control with their supposed allies, the Night Kings and the traitor princes.

The legates' power stems from their direct connection to their dark god, the only deity on Aryth who still answers his supplicants' prayers. Only the Night Kings are more closely connected to Izrador and as empowered to interpret the god's desires. Speaking with the dark god's voice gives the legates the authority to command his spawn, including the orcs, oruk, and goblinkin. Izrador also grants his priests a portion of his divinity in the form of divine spellcasting; that tainted gift allows the legates the ability to crush spirits, break bodies, and corrupt souls, turning the twisted remains of their enemies to the service of the dark god. Many believe that a legate can see into your soul in search of disloyal or treacherous thoughts, so few are willing to meet a legate's baleful gaze.

The Traitor Princes

Completing the Shadow's hierarchy within occupied Eredane are the traitor princes, leaders of noble houses who betrayed the Kingdom of Erenland and their own people for an extended, though tainted, lifespan, as well as the power over their fellow men that they've always coveted. Lesser in stature but just as greedy and malevolent are the false sussars, petty southern nobles and administrators of Sarcosan descent who have become puppet rulers throughout Southern Erenland. Both types of leaders command their own (largely human) troops, establish their own laws, and conspire against their peers for the Shadow's favor. Izrador's gift of long life has heightened the character flaws of the traitor princes, leading to dangerous forms of insanity and instability, while the false sussars long for the dark gift whose cost they cannot fathom. While the areas controlled by the traitors still retain

the veneer of civilization, they can be far more dangerous than areas controlled by the legates or even the orcs. In Steel Hill, Prince Aushav Fallon believes that he can ascend to the ranks of the gods and is so murderously insane that even his most loyal retainers fear him. In Bastion, Prince Sameal is a chameleon, changing personalities in the blink of an eye. Orders are often countermanded when his personality shifts and those who do not complete his original orders are punished when that former personality returns. Prince Gregor Chander bristles at unspoken slights and personally tortures those who do not treat him as the great ruler he believes himself to be. By far, the most dangerous and calculating of the traitor princes is Vildar Esben, who delights in manipulating his family, his clan, military leaders, the local legates, and even the orc warbands stationed on his lands. They all battle for influence and power by dancing to his music, whose rapid shifts in tune and time are bewildering to all who do not have to live in Port Esben. Those who lose in this very deadly game adorn the gibbets outside the town, which never seem to lack for occupants.

Orc Warlords

The legates and traitor princes rule in occupied territory, generally what was once the kingdom of Erenland. Those areas that were strongholds of the resistance or are closer to the free realms of the fey, however, like the battle lines drawn up against Erethor and the Kaladruns, are firmly under the control of orc warlords. These regions are often devoid of human settlements, and those who remain are as likely to become food as they are to be slaves. Meanwhile, north of the Pelluria in the decimated and thoroughly destroyed lands of the Dorns, orc tribes have begun to migrate out of the Vale of Tears to resettle in deserted towns and villages. Tens of thousands of the creatures have settled in the hills around Fallport, up and down the Ishensa River Valley, and throughout the barren lands to the north and east of Highwall. The orcs consider anyone in these lands to be their property to use or kill as they see fit. If the migrations north of the Pelluria continue apace, the orcs will soon outnumber the Dorns.

The power of the orc tribes continues to put pressure on the traitor princes, who watch as the whispered promises of Izrador fade away with each passing year. In the east, Gregor Chander has been denied the rich farmlands of the lower Ishensa River Valley that he had fought for in the Third Age. In Bastion, Chandering, Port Esben, and Steel Hill, the princes are forced to house orc legions that "assist" them in maintaining security. Tension between human and orc troops is clearly visible and more than one human or orc patrol has gone missing in areas devoid of resistance activity. Open warfare between orcs and traitorous men has been avoided, however, as the punishments from Theros Obsidia and the Night Kings for such impudence would be swift and merciless. Orc warlords and even traitor princes can, after all, be replaced. However, those princes that survived the fall of the Shadow and those orcs who have clawed their way to leadership are not fools, and know well how to disguise their blows. The Shadow allows the weak to be culled as long as it does not detract from the war against the fey.

The Laws of the Shadow

Punishable by death

All acts of direct rebellion or assistance to the fey:
—Fey blood: anyone of elven or dwarven birth
—Collaboration with the fey (excluding gnomes)
—Aiding fugitives from the Shadow
—Assaulting a legate or senior agent of Izrador
—Possession of an enchanted item
—Casting of spells or other uses of magic

Punishable by enslavement

Less serious crimes that are not considered a direct threat to the rule of the Shadow:
—Possession of martial weapons or armor
—Assaulting any servant or soldier of Izrador
—Unauthorized presence in a restricted area (includes traveling anywhere without proof of official business)
—Resisting arrest
—Worship of any deity but Izrador
—Smuggling
—Theft or withholding of items designated for the use of Izrador
—Unauthorized travel beyond settlement borders
—Possession of nonmagical books or scrolls
—Teaching others to read
—Failure to report a violation of the laws

Punishable by the Lash

Small infractions and minor crimes:
—Hoarding of food
—Being late or short on tax payments
—Not averting your eyes or making way for a legate
—Unauthorized use of a forge

Laws of the Shadow

As the Shadow's armies spread across Erenland, the Night Kings issued a series of edicts designed to deny their new subjects the ability or will to resist their rule. The edicts have been enforced by whip and vardatch; even orcs fresh from the breeding grounds in the north understand that to appear weak before the cattle, as they call the humans and enslaved fey, is to invite a stampede. There are no appeals, no mercy; judgment is swift and brutally efficient, with innocents suffering as often as the truly guilty. In the case of serious violations, whole families are enslaved or sacrificed for the crimes of a single individual. The harshness of these punishments is designed to turn brother against brother, father against son.

Foremost among the laws of the Shadow are these: fey are to be killed on sight or reported immediately; none but the servants of Izrador may bear weapons, even simple hunting tools like knives and bows; and none but the Order of Shadow may teach others to read or write.

The subjects of Izrador also live in fear of the Shadow's enforcement of unwritten laws, which can change at the whim of a local legate or garrison commander. Even those proclamations that are declared with posted writs and notices are sadistic excuses to punish the ignorant, as few in Eredane have the ability to read. This lack of certainty breeds fear and indecision, with villagers seeking approval for even simple repairs or everyday movements, yet fearing to draw attention to themselves lest they earn a beating for their trouble. Survival skills in these dark days are passed from generation to generation, and among the most valuable things a child can learn are how to anticipate a legate's whims, how to predict an orc's rage, and most importantly how to remain unnoticed by both.

Life Under the Occupation

One hundred years of combat, disease, deprivation, and enslavement have greatly reduced the human population of Eredane, especially north of the Pelluria. The Dornish population has been cut in half since the end of the Third Age and continues to decline. The rest of Erenland is littered with abandoned or destroyed villages. Wind and rain have eaten away at these once vibrant communities, turning the collected buildings into little more than moldering piles of rock and rotting timber. Small forests have reclaimed fields and even swallowed buildings that once nestled in their clearings. Rich farm fields lay fallow, full of weeds, or covered by swordgrass and thistles. Only the winds, whistling through broken windows and amongst the burial rings, bear witness to what once was.

The loss of life and abandonment of countless villages has also taken its toll on the roads, bridges, and dams that once marked the strength and achievement of Erenland. Even well into the south, what were once wide, well-maintained trade roads are now little more than scattered game trails. Bridges have collapsed or washed away, leaving their jagged foundations to jut like fangs from the riverbanks. Those bridges that remain are extremely hazardous and crudely patched. In some cases, bridges have been purposefully destroyed by insurgents to prevent easy passage by the Shadow's armies.

Time and the elements have not been the only causes of widespread destruction; at the end of the Third Age, dark magics and foully concocted diseases washed over towns and villages that attempted to resist the Shadow's advance. Some sections of Eredane are completely lifeless as a result of these attentions, the ground brittle and gray, avoided by all living things. Some say that Izrador's corruption has seeped into the earth, deforming the landscape and filling all that dwell there with hatred and malice. The most dangerous of these corrupted holes is the Foul Bog of Eris Aman, whose fetid marshes

are riddled with sinkholes, poisonous plants, and bloated, endlessly hungry creatures that slither through the stinking swamps.

With the collapse of the Kingdom of Erenland and the abandonment of much of the frontier, natural and unnatural predators encroach on human territory to hunt both domesticated animals and their keepers. Grass cats, owlbears, displacer beasts, and other dangerous hunters have followed caribou and skarpin herds south and have developed a taste for human flesh. Domesticated animals have turned feral and packs of savage dogs, once the protectors of the Dorns, now attack lone travelers. Everything from simple hunger to malign magical corruption have warped the behavior of normally peaceful animals, turning them into savage beasts that attack without provocation and have caused them to lose their fear of man. The natural order is slowly being overturned, and the hunters have become the hunted.

The Loss of Knowledge

The forces of the Shadow in the North raided and burned, killing all who opposed them, and laid waste to the land. They destroyed whole cities, wiped entire cultures from the face of the earth, and plunged the world into a dark age out of which there is little hope of crawling. The legates of the Order of Shadow have continued to drive this descent into darkness by outlawing literacy, writing, and science, arresting or killing outright those found with books or teaching others to read.

With the destruction of the accumulated knowledge of centuries and the brutal punishment of anyone caught pursuing such knowledge, the Order of Shadow has forced the human lands into a pit of ignorance and sealed it over with fear, suspicion, and hate. Trade routes have been broken and the flow of information severed along with the flow of goods. Without the natural exchange of ideas and knowledge, the human lands have fragmented into isolated pockets of mistrust and prejudice. Art has ceased to exist and only the basest of necessary crafts continue. The common tongue, once widespread, is fragmenting into incomprehensible regional dialects, further alienating humans from each other. The sciences of alchemy, healing, and metalworking stagnate and slowly revert to more primitive forms.

Now, even if the fey were free to openly walk the land, they would find nothing but fear and prejudice awaiting them in the human lands. Suspicious peasants and fearful city dwellers alike would hand them over to the legates' spies, with no respect for the memory that their peoples once stood together against the Shadow.

Even in the lands of elves and dwarves, where books and literacy are cherished legacies, there has been an inevitable academic decline. Under the reign of the Shadow, trade with the fey is punishable by death and therefore only vital goods are smuggled into their lands. Unfortunately, little science or philosophy comes with them. As one by one settlements near the borders of their lands fall to the Night Kings' raids, great thinkers are murdered and libraries of irreplaceable tomes are burned. One idea, one thought, one story, or one scroll at a time, the collective enlightenment of the world is falling prey to the fire and hate of the Shadow.

Occupied Erenland

The Shadow has divided Erenland into 22 districts, creating a system of regional viceroys that have their own troops to enforce the laws, root out resistance groups, and ensure the smooth flow of supplies, slaves, and sacrifices. The viceroys are responsible for vast areas, much of which is sparsely populated and not easily accessible. The major communities all have permanent garrisons and the old trade roads and navigable rivers are well patrolled, with fortified guard posts at fairly regular intervals. Minor roads, game trails, and lesser rivers and streams are rarely patrolled, however, due mostly to the sheer scope of each garrison's patrol zone and the limited returns to be gained. Indeed, the vast distances between population centers and major roads, especially in the Dornish north, are the major reason why the resistance has survived for a century against overwhelming odds.

Not all humans are enemies of Izrador; many are active collaborators. The Order of Shadow, for instance, is almost exclusively human. In addition, thousands of humans serve in the Night King Jahzir's armies or as guards for legates, as loyal retainers of the traitor princes and false sussars, and in mercenary units. While each racial group accuses the others of providing the greatest percentage of traitors, the truth is that Dorns, Erenlanders, and Sarcosans have all turned willingly to the service of the dark god. Many of these are not evil warlords or malevolent rogues, but rather simple craftsmen, farmers, and woodsmen who betray their friends and neighbors out of fear or desperation. Collaborators can appear anywhere and in any guise. The old healer that acts as the local midwife is the same woman that identifies children who bear the spark of magic to the local legate. The neighbor that has shared bread for years reports blasphemies against Izrador to see former friends hung. The fear that anyone could secretly worship or serve the dark god has sapped the will of most of the subjugated people of Eredane to resist the Shadow.

Northern Erenland

While all of the traditionally Dornish lands have been ravaged and plundered over the last 100 years, there remain vast distances in which to avoid the gaze of the Shadow or the wrath of his legions. Much of this area has been raped of what resources it has to offer, however, and is cursed by foul weather, the restless souls of the Lost, or dangerous creatures that have followed the orc hordes down from the north. The region north and east of Bastion, though covered in tall sword grass and subject to the full fury of the winter storms from the north, has few orc garrisons, and those are tied to key villages and old Fortress Wall keeps. In the barren wilds north of Steel Hill, nearly feral Dorn tribes subsist on wild boro herds and scavenge what wild roots and edible vegetation they can gather, and may never see an orc legion. While marginally free, the Dorns of these areas live such miserable and harsh existences that one might question whether slavery would be better.

Farther south, in the more fertile lands, most of the Dornish villages are under the Shadow's control. A few, isolated by dense forests or extremely rugged terrain, have escaped the Shadow's notice. The only other free areas in

which the Dorns cower are along the eaves of Erethor and in the foothills of the Kaladruns. There, with sanctuaries close at hand, the Dorns can mount raids and hide refugees, building villages in isolated clearings or forgotten valleys.

Central Erenland

Along the Pelluria, in the heartland of the shattered Kingdom of Erenland, the Shadow's grip is absolute. From orc infested Fallport in the west past Highwall, Port Esben, and Davindale, and even to the fearsomely garrisoned town of Chandering, the Shadow dominates all facets of life. Only the few fishing villages built in marshy areas or without easily accessible landing spots can avoid the tithe and therefore live with marginally less fear. Along the southern coast, the Shadow's grip loosens. Free human and elven villages still dot the coastline in the Green March, but with the ongoing Shadow offensive in Erethor their days are numbered. Farther east, rumors persist that the leaders of House Baden escaped the fall of the city and still fight a hidden battle against those who occupy their city, trying to provide some protection from the worst abuses of the occupation. The once numerous villages that farmed the rich land around Baden's Bluff are now ruined ghost towns, inhabited by those too afraid or too weak to leave. The only other city on the southern shore, Erenhead, is controlled by the orcs, who use the human population as slaves to offload supplies for the wars. The plains around Erenhead are covered in slave-worked farms and pastures to provide for the growing garrison and the massive numbers of orcs who pass through the city.

Southern Erenland

Life in the Sarcosan lands is far freer than in the north, as the densely populated major cities have smaller mixed orc and human garrisons that are nominally under the command of the false sussars. Alvedara and Sharuun still have vibrant markets, and the people don't have the lean and hungry look so prevalent in Dornish lands. Most of the great plains are still the realm of the daring freeriders and the pitifully few remaining bands of nomadic halflings. Small sailing vessels and hundreds of smaller fishing boats still sail the Gulf of Sorshef and the Pale Ocean. Some boats risk crossing the churning waters and the Shadow's naval patrols to reach Stormhold and Asmadar. The one blight on the landscape is the city of Cambrial, home to the Night King Sunulael. Cambrial is a city of the dead, where the living stay close to their homes, shutter their windows, and pray that the unliving are well fed by their master. Travel within 50 miles of the city is extremely dangerous and only fools or the truly desperate go anywhere near it.

While the Shadow's armies occupy much of Eredane, the war against the fey and the human resistance continues. To support the war, an almost constant stream of orcs, goblinkin, and the foul spawn of the breeding pits flows from the frozen north into the northern Kaladruns, through the Highhorns into the Veradeen, or down the Ishensa River and across the Pelluria to join the Fey Killer's armies in southern Erenland. Outside the Ishensa River valley, the ports on the Pelluria, and the northern Eren Plains, orcs are far less numerous and less involved in hunting down resistance groups.

The Steep Cost of Freedom

The blood of the fey pays for what little freedom the humans still enjoy. The war in Erethor and under the Kaladrun Mountains has drawn away over half a million orcs that could be occupying Erenland. In Erethor, the war extends from the freezing bogs and evergreens of the Veradeen, along the borders of the elven heartlands of the Gamaril River Valley, Green March, and the Caraheen, and finally into the dismal Druid's Swamp of the Aruun. The elves fight a desperate battle, giving ground foot by foot and watching as axe and fire consume their ancient homeland.

Those that live free still suffer from the ongoing war and the Shadow's occupation of much of Erenland. Izrador's armies control the most fertile and easily accessible lands. The free settlers have to struggle to survive, coaxing crops out of barren, rock-strewn land and scrounging for fodder for their declining herds. Clean water is a luxury in some areas and its lack has led to famine and disease. The hard, thin soil of these barren lands has forced most of the free people to become nomads, moving from one pastureland to another. The constant movement provides some protection from goblinkin slavers that sweep ever farther into the wildlands searching for fresh slaves. Villages and nomad camps are forced to be on constant guard, setting pickets to scan the horizon for sign of this scourge.

Strongholds of the Resistance

Erethor

The demands of war reach into the very depths of Erethor. No village is untouched, as the Witch Queen has called every warrior that can wield a blade or notch an arrow to bowstring to join the armies fighting along the Burning Line. Only the very young or the infirm remain, left to tend the groves and harvest Erethor's bounty. Many villages, some thousands of years old, have been abandoned because the Witch Queen can not spare warriors to defend them. The orcs are not the only danger to the residents of the wood; horrid beasts created by the Sundering or roused from slumber by Izrador stalk the darkest recesses of the wood. Demonic spirits from the Aruun range farther north each year as the skilled Danisil demon hunters fall one by one to their otherworldly foes. Even the remote coastal villages of the Miransil are not free from the conflict, as the dark god corrupts the great beasts of the sea to his cause and the Witch Queen summons troop levies from among the once peaceful coastal dwellers.

The Kaladruns

Unlike the war against the elves, in which orc armies march en masse and the smoke and fire from the Burning Line can be seen as a never-ending stain on the horizon, the war against the dwarves is largely unseen. The orcs move directly from the frozen north through the Icewall Mountains and into the subterranean labyrinths of the Kaladruns. The under-mountain rings with the clash of vardatch and spear against axe and shield. Individual dwarven clans fight desperate but hopeless holding actions against the uncountable Shadow hordes. Some dwarven clans have survived by collapsing every tunnel into their clanholds and praying to their ancestors that the Shadow will pass them by.

Above the surface, the often impassable terrain has allowed the Kurgun dwarves and their human allies to avoid the worst ravages of the war. In the heights above Low Rock, Dorn and Erenlander refugees have been able to carve homes from the cliff sides, surviving thanks to their herds of boro and goats. They watch in fear as the Night King Jahzir forms a new army to strike at the dwarven clans from the south and deny any hope to the former dwarven capital of Calador. The southern Kaladruns and the foothills along the White Desert have so far been mostly spared from the fighting. The clanholds there are few, however, and have been so secluded that they are unlikely to learn the lesson from their northern kin: that uniting as one is the only hope in facing the orcs, who gather even now near Drumlen.

Raiders and Freeriders

Even under the Shadow there is life and some small degree of hope. North of the Pelluria, sheltered in the eaves of the great forest and roaming free upon the Plains of Eris Aman, House Redgard still fights for its people. With the help of the Caransil and supposedly led by Roland, prince of House Redgard, these insurgents have brought thousands of refugees into the forest. While in some cases a burden to the elves, these refugees have also assisted the war effort by occupying elven villages that had to be abandoned when the Witch Queen ran out of troops with which to defend them. The raiders exist in a nest of uneasy freedom that is buffered on the south by the Foul Bog of Eris Aman and to the northeast by the ruins of Cale. With the Shadow focusing it efforts well to the south and so many troublesome obstacles in the way, only the orc garrisons of Fallport and Steel Hill remain to harry the Redgards.

Meanwhile, many true heirs of Southern Erenland are said to lead camps of freeriders south of the Ardune. While the Shadow's control here is absolute, the enemy has grown complacent. There are no battle lines, something that the clever insurgents use to their advantage. These noble princes raid caravans, free slaves, and keep the traditions and tales of their people alive while their usurpers lounge in palaces and let the great Sarcosan cities fall into decadence and ruin.

Wilds of Erenland

Outside the more densely populated regions of Eredane, in the vast wildlands, one of the greatest dangers is the roving bands of goblinkin slavers. The slavers have free reign to take as many humans as they can from villages not under the Shadow's dominion. The goblinkin have access to many ready markets, all hungry for slaves: Steel Hill requires miners, farms and cities alike need heavy laborers, the orcs require occasional fresh meat to temper their hunger, and of course the dark god's priests require sacrifices. The slavers especially prize young children that can be sold to legates or collaborators to be raised and trained as loyal servants of Izrador. Mercenary bands often purchase Dornish boys as servants, later training them as soldiers to replace losses in their ranks.

Slavers are not the only dangers in the wildlands. Poor soil, lack of water, and limited game result in malnutrition or even starvation. In the harsh winters in the north and the searing heat of summer in the southern plains, many die each year from exposure. The bleached bones of humans are a common sight in the wastes of the White Desert or the cold tundras on the northern coasts of the Endless Ocean. The harsh weather is just one of the dangers. Animals turned feral and creatures warped by the Sundering or maliciously altered by the Shadow roam the wastes, competing for scarce food. In these desperate times, even humans turn against each other: bandits prey upon the weak and even fellow refugees may attack to drive others away from areas with water and food.

Goods and Barter

In the days of the Last Age, things once thought precious—gold, silver, diamonds, rubies—have completely lost their value. In a starving land where trade is highly taxed, skilled crafts are dying out, and feeble crops wither on the vine, there is little value in anything that cannot be eaten to fill one's belly, worn to fend off the cold, or used as a weapon to keep away one's enemies. The entire economy of Eredane, once a continent-spanning collection of trade routes, craft houses, agricultural collectives, mining guilds, and more, has been utterly shattered by the war with Izrador. It has been reduced to local subsistence farming and cottage crafts that cannot support their own regional populations let alone an economy driven by the flow of gold coins. As a result, most races of Eredane now live in manorial economies where barter is the chief means of trade in goods and services.

In settlements across Eredane, humans, dwarves, and even the elves participate in manorial economies where farmers must grow enough food not only for their families but also to exchange with craftsmen for goods they cannot make themselves. Both the farmers and craftsmen must provide shares of their products as taxes or tribute to support the soldiers, municipal works, and local officials that protect—or subjugate—their settlements.

In such an economy, barter is the chief form of daily commerce. Goods of one kind are exchanged for equal values of goods of another kind, and the relative values are determined by those making the deal. There is no one standard, there are no set prices or agreed trade values. What one person is willing to trade for what he wants is the current value of that thing. Not all barter is in the form of goods, however. Individuals with specific skills can offer those skills in trade for goods or other services in turn. How much time and effort such trades require is up to the participants in a deal. Unskilled laborers can also often trade their hard work for goods and services. Though slaves and cheap workers are common in parts of Eredane, day labor can at least prevent one from starving.

For some this is simply a continuation of the way things have always been; as a free yet egalitarian society, the elves have always taken care of their own. Likewise, many Dorns once traded crops for services, using coinage only for their rare visits to market. The needs of the war and the desperation of the times, however, both for the free and the subjugated, have instilled in most traders a willingness to exploit fools and mislead friends in order to get the best deal.

Barter Rules

The things that adventurers have always found valuable are still desired goods under the Shadow: survival gear, weapons, and of course food are tradable items. The value of these items relative to one another has not changed either; a dagger is still easier to make than a sword. What can change, however, both over time and depending on location, is what sorts of items fetch the best trade value. Food may be fairly plentiful in the rich gardens of Erethor, for instance, but the elves are constantly in need of raw ore for their swords, arrowheads, and armor. The clan dwarves beneath the Kaladruns, on the other hand, have ore all about them, and finished goods besides, but food is often in short supply.

Units of Worth

In standard d20 games, items have costs in gold pieces (gp). Characters are assumed to acquire and consume gold at specific rates, usually in the form of weapons taken from their foes, as well as coins, gems, objects of art, or even magical items, all of which can be resold. In MIDNIGHT, only the first and last from this list are of any value, and possessing either can have a character branded as a criminal.

MIDNIGHT therefore uses a different standard when calculating the worth of items: value points (vp). Since the cultures of MIDNIGHT largely exist on a subsistence basis and food is the first thing necessary for survival, a week's worth of rations makes an appropriate standard of measurement: 1 vp is equivalent to a week's worth of poor-to-common food for one person, which makes its baseline value equivalent to about a gold piece. The way that value points and gold pieces differ, however, is that value points are subject to a multiplier determined by regional worth.

MIDNIGHT uses the term **worth** when calculating an object's availability and therefore trade value. Highly available items have little worth. Conversely, difficult to find items and dangerous or rare services have high worth to those who desire them.

Types of Goods

All goods in MIDNIGHT are separated into one of five categories, each of which may have a different worth in any given region:

Baubles: These include coins, gems, jewelry, and other objects of art that have no practical use and therefore little worth.

Food: This category includes fresh water, fodder for animals, and anything that will keep a family fed; meat is usually traded "on the hoof" so it doesn't have to be carried or kept fresh.

Raw Materials: Ore, wood, hemp, wool, hides, furs, and anything else that must be processed before it becomes a finished good or is an essential ingredient to some finished product. Beasts of burden are considered raw materials as well. Unskilled labor generally has the same multiplier as raw materials in any given region.

Finished Goods: Metal tools, barrels, spun cloth, simple watercraft or carts, rope, leatherwork, or anything else the production of which is either skill-intensive, labor-intensive, or requires specialized equipment. It is assumed that anyone raised in the Last Age has learned simple sewing, carving, construction, and food preparation skills simply in order to survive, so the results of such activities are not considered finished goods. This category also includes padded, leather, and hide armor, as well as all simple weapons other than crossbows, maces, and morningstars. Skilled labor generally has the same worth as finished goods in any given region.

Contraband: This is a catchall category that includes anything banned by the Shadow, most noticeably weapons, armor, charms, and books or scrolls. Contraband also includes any items used by orcs, legates, and collaborators, but illegal for citizens to possess, like trained war mounts or watercraft that carry more than a handful of passengers. This category nominally includes magic items as well, although anything but a one-use item or an item low on charges would be nearly priceless. On the other hand, since the dark god's servants seem to be able to find magic items at their whim, possessing such an item can end up having a heavy price, indeed.

Regional Worth

Regional circumstances can cause a type of good to be worth anywhere between 10 times its normal gp value or 1/10th its normal gp value, and beyond. Baubles, for instance, have among the most stable worth: they are almost always so useless as to have no appreciable value. Weapons and armor also tend not to vary much in value; in occupied lands their worth increases due simply to the danger one courts when trading them, while in free areas their worth is high because of the constant need for them. In most cases, this means that weapons and armor have twice the base cost in vp as they do in gp. So for instance, in most parts of Eredane, a dagger costs 4 vp, a light steel shield shield costs 18 vp, and a suit of chainmail costs 300 vp (a small fortune!).

See Table 6–1 for common regional worths assigned to the five types of goods. Be aware that these worths are suggestions only; the DM may vary these multipliers based on the buyer's or seller's circumstances, and an item's price can quickly increase or decrease if either party so much as imagines that he hears the sound of an orc's hobnailed boot.

Note that the values on table 6–1 are for non-collaborators. Contraband items are much easier to come by for orcs and legates, who always trade for such items as if they had multipliers of x 1as long as they have an appropriate supply source. Likewise, collaborators may gain the same benefit depending on their ranks and the item desired;

Regional Worth

Region	Food	Raw Materials	Finished Goods	Contraband	Baubles
Northern Erenland	x3	x3	x3	x2	No value
Central Erenland	x1	x1	x2	x2	x1/50
Southern Erenland	x1	x2	x1	x2	x1/10
Veradeen	x2	x1 (ore x2)	x3	x2	No value
Caraheen	x1/2	x2 (wood x1/10) (ore x3)	x2	x1	x1/100
Aruun/Miraleen	x1/2	x2 (wood x1/2)	x3	x2	No value
Kaladruns	x4	x2(ore x1/10)	x1/2	x1/2	No value
White Desert/Asmadar	x3	x3	x3	x2	No value

Table 6–1

gnomes, for instance, are able to trade for large sailing vessels and other items they need to provide the transport of goods for the Shadow, but are still prohibited from possessing weapons. Traitor princes and their personal guards, on the other hand, can acquire weapons as easily as orcs, and often ones of a much finer quality.

Also, common sense may dictate that specific items may vary from the regional norm. While raw materials are in high demand in Erethor, for instance, wood is there in plenty, and so should have a lower multiplier. Where obvious exceptions exist, they are noted in parentheses.

In–Game vs. Out–of–Game

Keep in mind that no one in MIDNIGHT uses the term "vp." This is a purely game-mechanical term that allows for the DM and players to estimate the worth of any particular item. When a Dornish hunter trades with an Erenlander subsistence farmer, he thinks in terms of hides and sacks of tubers, not in vps.

Also, some standard d20 rules use gp value to determine the difficulty of creating an item, such as when using the Craft skill, or its relative power, such as when crafting a magic item. When determining how long a mundane item takes to craft or how much XP expenditure a magic item requires to craft, use the normal values for items as presented in the PHB or DMG. Such activities never require the expenditure of actual money, however (or in most cases, of items with a vp value). Rather, a mundane item may be crafted if the raw materials are acquired, whereas magic items may be crafted without vp cost if a location with the appropriate concentration of arcane power is discovered. The DM has more information on these legendary places, called **power nexuses**.

Bartering During Play

Shops and Markets

Across Eredane, shops and city markets where anything and everything was once sold are lost to the past. The shattered economy and proscriptions on travel and certain commodities mean that only what is locally produced (and not banned) is readily available. The convenience and simplicity of a coin-based currency are also long gone, replaced by shoppers lugging about baskets of trade goods or tugging on livestock tethers, forced to haggle with shopkeepers over trade values and the nature of future payments.

Shops have become less common and markets smaller, too, as there are fewer things to trade and trade itself becomes more generalized. These days, most markets consist of a few stalls trading agricultural goods and most shops have become true general stores where just about anything can be traded for anything else, but where rarity and luck determine if any specific commodity or item is in stock.

New goods are exceptionally rare and always command the highest prices. Typically, the items available in the common markets are used, and though they may have been well cared for, they are usually worn and seldom as effective or reliable as if they were new. Many items have been repaired or otherwise refurbished, and in fact there are traders who make their livings bartering for old or damaged items, repairing and then re-trading them at a higher value. How new or worn an item is, and how often it has been repaired, have proportional effects on its trade value.

Inns and taverns, once ubiquitous in Eredane, are now dwindling concerns. With travel proscribed in most regions of Erenland and elves and dwarves besieged in their own lands, the need for inns and hostels has vanished. Taverns, too, have become less viable businesses in the collapsed economy, and only the larger, more stable towns are able to support the luxury of a pub or two. Inside such establishments, tabs are run and paid with trade in everything from day labor and bags of salt to prostitution and medicinal herbs. Gambling stakes and bets in games of chance are paid with tobacco, drinks, and dinners, while the nightly fare is determined by what foodstuffs and meat were used to pay the previous day's tabs.

Payment

It is important to note that people visiting a market, paying a healer, or trading for an ale do not offer plates of roast meat and biscuits in payment. Typically, a farmer seeking medicine for his daughter might trade a sack of wheat or maybe a goat for treatment, or a frequent patron of a tavern might run a tab and give the owner a side of venison every so often in payment for his drinks. In fact, many trade relationships in the world of MIDNIGHT involve credit or tabs, as it is not always convenient or timely to trade for cheap goods or common services with large commodities or specialized skills. Parties that trade frequently often keep careful mental records of what is owed and to whom, or simply have standing agreements with their trade partners about payment rates and schedules. Debts may be recorded in a variety of creative ways, from a stone on a shelf behind the bar for every drink a patron has, to a knot added to a customer's designated rawhide string every time his shoes are cobbled. The lucky few who are literate can keep more precise tallies, but since they're often the only ones who can read their own marks, such record-keeping often creates more disagreements than it prevents.

In general, traders and customers alike benefit from high Appraise, Bluff, Diplomacy, Sense Motive, and Profession (merchant) skills when working to make the best deals in the barter economies of Eredane.

Example Trades

The following examples should give both DMs and players alike an idea of the nature of trade in Eredane's local barter economies:

• A tavern owner gives a local boy free meals and lets him sleep in his stables for doing odd jobs around his establishment.

• By long-standing arrangement, a livestock farmer and a winemaker keep each other in steak and drink respectively.

• The residents of a halfling village offer a human wildlander meals and a place to sleep in exchange for hunting down a grass cat that is killing their livestock. What convinces the wildlander to take the job is the new coat one of the residents offers to make him out of the animal's pelt.

• A human smith is secretly forging a new longsword for a Northman raider. The smith is risking his life making the sword and so charges the raider three 5-lb. sacks of rice and a cask of wine. He would have charged him two casks but he hates orcs and is glad to have the chance to help the Northman kill a few of the bastards.

• Kurgun clans trade smoked goat meat and fresh vegetables with their subterranean cousins for raw mithral ore.

• Gnome river barges carry orc troops on their decks and sacks of Dornish wheat hidden in their holds. They offload the troops and then trade the grain to halfling nomads for saddles and leather armor, which the gnomes smuggle back to the Northlands. Mysteriously, the crew eats fresh bread and each wears a warm leather vest when the trip is over.

• An elven trader from Caradul brings a wagonload of halfling wool, 300 lb. of salt, 250 hearthstones, and 10 *cloaks of elvenkind* into the Veradeen and trades them for 35 Erunsil swords and three icewood bows.

• A human farmer trades a bag of cut diamonds he was given by a beggar who only wanted a place to sleep for the night to a halfling nomad for a bag of tobacco. The halfling's children use the diamonds as sling stones with which to hunt rabbits.

• A bigger orc likes the dwarven axe a smaller orc brought back from a raid. He takes the axe, and when the smaller orc protests, the bigger orc kills him. The tribe eats a meal of fresh meat.

• A band of Sarcosan raiders ambushes orc patrols that venture too near a farming village on the lower Eren in exchange for food and horse feed. One of the villagers trades the location of the band's hideout to the local orc forces for assurances of safety for his family. The horse raiders are wiped out and the villager's family is taken when goblin slavers raid the town.

Exceptions to the Rule

Precious Items

In the ruined world of MIDNIGHT, some items are just too rare or valuable to be easily bartered for and require highly valuable goods when they are. Masterwork swords and bows, especially if they are new or from dwarven or elven lands, fetch exorbitant trade values. Magic items are dangerous to possess and incredibly hard to come by; besides which, they are so valuable that few have anything of equal value to trade. Many such arcane objects are cherished heirlooms and have been passed down from one generation to the next. Armor, saddles, carriages, and other items that require skilled craftsmen and long effort to make can only be purchased by those in positions of authority and power, who collect sufficient taxes to afford such things. Even if the common folk could afford such goods, they're often not for sale: in most occupied settlements, human craftsmen with high levels of skill are enslaved by whichever servant of Izrador is in charge, and are forced to produce weapons, armor, and otherwise costly goods exclusively for Izrador's hordes.

A Gold Trade

There are still a very few regions in Eredane where coin of the realm is used as the basic currency. In the Erenland cities of Sharuun, Hallisport, and their surrounding areas, the puppet governments play at normalcy and pay for resources in gold but take their tribute in goods and services. Gold can therefore still be used to purchase everyday items like lamp oil, rope, and tavern meals, but more valuable items must be bartered for. Inflation runs rampant in this arbitrary economy, so that even a mug of ale now costs as much as eight or 10 gold pieces. The rulers of these cities have consequently issued edicts making barter commerce illegal, but these have only served to drive such activities underground.

Languages of Eredane

Eredane is home to many different cultures, most of which trace their lineages from ancient times before the First Age. They have inherited old tongues that over eons have changed, been combined with other languages, or have simply been lost and then born anew. There are native languages, cultural tongues, tongues of necessity, and trader's glot, as well as magical cants, enemy tongues, and the lost prayer words of the gods. Across the lands of Eredane, there are many languages and it is always a significant advantage to know more than one's mother tongue.

Restricted Languages

Some languages, like items, are restricted, meaning that only characters of certain races can begin play with any skill ranks in the language. Others can only be learn the language during gameplay, and must of course find teachers to instruct them or live among those who use it.

Black Tongue

The hosts of Izrador contain far more sorts of foul creatures than just orcs, and none of these have the orcs' facility with language. As a result, the armies and agents of Izrador use a language the dwarves call Black Tongue. It is a simple tongue that even the most dim-witted ogre is able to master. They use this language when encamped, on patrol, or fighting together. Many of the non-orc races of Izrador's horde have begun using the language exclusively, even when among only their own kind.

Because of its simplicity, Black Tongue can only be used at pidgin competence.

Courtier and Colonial

The southern Erenlanders are descended from the colonial Sarcosans that invaded Eredane in the Second Age. Their language was thick tongued with such soft sounds and throaty hisses that their Dornish enemies once called them "snakemen." The early Sarcosans were a very hierarchical people, with the nobles and commoners living as almost separate cultures. Each spoke their own version of their mother tongue, however, as a sign of station and education. The nobles spoke what was called Courtier while the masses spoke a version known as Colonial. When the Old Kings of the Dorns joined with the Sarcosans to form the Kingdom of Erenland, the traditional social stratification became less defined. Over time, Courtier became the language of science, philosophy, and politics, while Colonial became the common tongue of peasants and lords alike.

Because of its complexity, Courtier can only be used at basic competence or fluent level.

Erenlander

The Dornish and Sarcosan ancestors of modern Erenlanders did not speak the same language, and neither culture's tongue is particularly easy to learn. As a result, the forces of necessity conspired to form a sort of pidgin of Norther and Colonial that most other races simply call Erenlander. Most humans speak at least some Erenlander, and those of the central plains, where Dornish and Sarcosan culture are most intermixed, speak it almost exclusively. Fey that learn a human tongue almost always learn Erenlander, as it combines the easier aspects of both parent tongues and is the most universal human language.

Characters with at least basic competence in either Colonial or Norther are considered to have a pidgin competence level in Erenlander. Characters with at least basic competence in both Colonial and Norther are considered to have a basic competence level in Erenlander.

Danisil

The elves of the southern jungle have their own native tongue, which other elves often refer to as Jungle Mouth. It has a lineage that links it to High Elven, but most of its vocabulary and pronunciation are dramatically different, as are some key elements of its syntax. As a result, speakers of Danisil can often almost understand High Elven, but ultimately become confounded. Characters that speak High Elven, on the other hand, have no problem learning Danisil.

Characters with at least basic competence in High Elven or Halfling are considered to have a pidgin competence level in Danisil.

Halfling

Halflings speak a musical language that shares common linguistic rules and vocabulary with the tongue of their Danisil cousins. The languages are so similar, in fact, that Danisil elves and halflings that do not speak a formal word of each other's native tongue can usually communicate their basic meaning. There are notable differences in pronunciation between the nomadic and agrarian tribes of halflings that give each a slight accent to the other's ears, but only halflings seem to notice the difference.

Characters with at least basic competence in Danisil are considered to have a pidgin competence level in Halfling.

High Elven

High elven is the oldest tongue in Eredane, and most races of elves speak it, though with a variety of accents and regional variations. The tongue is purest at the Court and in the remaining scholar's halls. It reaches its most exotic form in the far north when spoken by the people of the Veradeen. High Elven is a fluid, sibilant tongue that is difficult for other races to learn. Pronunciation is challenging, and the meanings of the words vary by the addition or subtraction of countless suffixes that allow for great specificity in names and descriptions. As a result, High Elven is seldom spoken by non-elves.

Because of its complexity, High Elven can only be used at basic competence or fluent level.

Norther

Like most Dornish cultural traditions, Norther is an heirloom from the peoples of the Dornland River Valley of Pelluria beyond the Pale Ocean. This bastardized, vowel-heavy tongue is almost as difficult to learn as High Elven and has almost as many dialects as Old Dwarven. The dialects are not so incomprehensible that Northmen cannot understand each other but do often identify the house to which a character belongs.

Old Dwarven and Clan Dialects

Old Dwarven is the mother tongue of the dwarves, but their long history of clan isolation has led to the natural development of clan dialects. Many dialects are quite similar and mutually comprehensible, while others have become unique languages unto themselves. Though all dwarves speak their own clan dialect, the increased isolationism of the dwarves as a whole has served to even isolate many clans from each other. As a result, not all young dwarves still learn Old Dwarven and know only their clan tongue. Old Dwarven is the language of the clanmoots so the fact it is fading away is a bad sign for the already strained unity of the dwarves. Old Dwarven is guttural, with many stretched syllables and hard stops, but it is also melodic and beautiful in its own unique way.

Orcish

Orcs have a great facility for language. Their own tongue features exotic and complex sounds that only they are able to pronounce despite their protruding lower tusks. The orc language reflects orc culture in that it is strictly tiered and intensely direct. The language has vocabulary and syntax that allows each social level to speak with absolute deference to the levels above, and absolute authority to the ones below. Orc linguistic ability has allowed many orc soldiers to learn Old Dwarven, High Elven, and Norther, and now in the conquered lands they are quickly learning the other fey and human tongues. Though some dwarves, elves, and Dorns are able to speak Orcish, their command of the language is poor and childlike in comparison to the typical orc's fluency in other races' tongues.

Snow Elf Patrol Sign

Though the Erunsil speak a heavily accented version of High Elven, they also possess their own unique form of sign language. Born of their long history fighting the orcs, Patrol Sign is simplistic and does not allow for the exchange of anything but basic descriptive and instructional information. It does, however, allow elven soldiers to pass information silently when in dangerous situations. Even those of the Erunsil that do not fight usually learn this language, and many of the snow elves that command Aradil's southern armies have taught it to their soldiers. Patrol Sign requires visual contact between users, and only a few basic signs can be read beyond 50 yards.

Because of its simplicity, Patrol Sign can only be used at pidgin competence. Patrol Sign is a restricted language.

The Sundered Tongues

These are the languages of smoke and stone, lightning and river, angel and demon. There are countless such tongues whose pronunciations, meaning, and grammar have been lost since the Sundering, although many share similar alphabets.

There is now no single tongue that trapped spirits use, having over the millennia taken on the languages of Eredane or in some cases forgotten how to speak entirely. Any trapped spirit has a 10% chance of speaking any given Sundered Tongue.

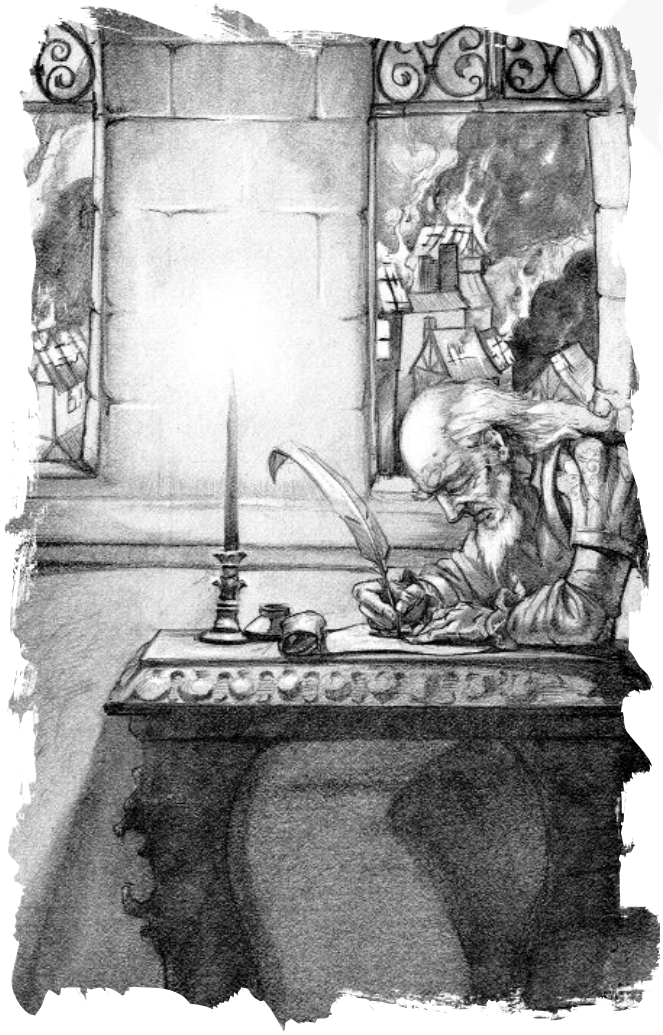
No mortal may speak or write a Sundered Tongue beyond pidgin competence, and none may learn a Sundered Tongue except by being taught it by a trapped spirit; the natures of the languages themselves are so alien and otherworldly that mortals' comprehension of them varies significantly from person to person, and two pupils taught by the same trapped spirit end up making and hearing completely different sounds when using the same language. Yet, trapped spirits who speak that language would be able to understand the simplistic meanings of both speakers equally. Why or how this can be is not understood.

Sundered Tongues are all restricted languages.

Sylvan

This language uses many grunts, sighs, growls, whistles, and other primal sounds, and is used by fey spirits like nymphs, satyrs, and dryads, as well as the intelligent dire animals of Erethor. Strangely enough, goblins and giant-kin pass down a pidgin version of this language to their young, as well, lending some credence to the theory that the giant-kin were originally a race of the elthedar and that the goblin-kin were a race of true fey. However, its use is discouraged by the orc and oruk overseers who command the giant-kin, and most forget its use by the time they are of fighting age.

Sylvan is a restricted language.



Trader's Tongue

The Gnomish tongue shares a common root with Old Dwarven, but then Gnomish also shares vocabulary, slang, and idioms with almost every other language as well. Gnome culture is characterized by its adaptability, which seems to be reflected in its language. A history of widespread trading concerns has not only made gnomes Eredane's finest practical linguists, it has also transformed their own language into a universal pidgin that most simply call Trader's Tongue. If there is a common language in Eredane, it is Gnomish. Because most races recognize many of their own words and linguistic elements in Trader's Tongue, they find it unusually easy to learn.

Characters with at least basic competence in Colonial, Erenlander, Halfling, High Elven, Norther, or Old Dwarven are considered to have a pidgin competence level in Trader's Tongue.

Alphabets

Most of the major languages of Eredane, if written at all, use unique, traditional alphabets.

High Elven and Jungle Mouth share an alphabet, and though the spoken tongue of the halflings is significantly different, the written language uses the same 38 letters as High Elven.

Old Dwarven does not use an alphabet and is recorded in pictographs instead. There are thousands of these, and learning to read and write Old Dwarven actually requires that a character take four additional ranks in the language, rather than just two. Those clan dialects very similar to Old Dwarven share its library of pictographs, but most clan dialects have no written version.

Trader's Tongue is written primarily in Elven script, but a greatly simplified version that has, over the centuries, incorporated elements from the other alphabets of Eredane.

Norther has a simple alphabet of 18 letters, which is the linguistic reason its pronunciation is so vowel heavy.

Colonial and Courtier share the same linguistic roots and use the same 30-letter alphabet. Erenlander, despite or perhaps because of its Norther influences, uses a 23-letter subset of the Sarcosan alphabet.

Orcs do not have a written language, and so both Orcish and Black Tongue lack alphabets entirely. When missives are sent among the elite of the Shadow's minions, Erenlander is most often used.

Book Two

The World of Midnight

CHAPTER 7
Erenland

This chapter presents detailed information on the history, geography, culture, and personalities of the fallen Kingdom of Erenland. The text of this chapter is designated as closed content.

Northern Erenland

Four who sleep in dreams they see,
The Night Kings wake
And come for me.
Black crows on the gallows tree,
The Night Kings wake
And come for me.
—Dornish nursery rhyme

The Northlands are a wide expanse of grassy plains that reaches from the frozen steppes of the frontier in the north to the windswept shores of the Sea of Pelluria in the south, and from Erethor in the west to the foothills of the Kaladruns in the east. At first glance, the vast region seems a desolate one, with nothing but tall grass and rolling hills as far as the eyes can see, interrupted only occasionally by stands of hearty northern trees. In truth, there is much life here, and nature finds a surprising number of ways to inhabit these lands.

Six species of sword grass dominate the flora. Stiff and hardy, the plant grows up to three feet tall and provides food for the abundant herds of caribou and skarpin in the north and elk along the Pelluria. Smaller animals abound, including rabbits, grunts, and chukas, and predators such as wolves and grass cats make good use of this prey.

Orc grass dominates the prairie in and around the deep valley of the Ishensa River, growing up to 10 feet in height. Tunnel-like animal paths form crisscrossing warrens through the shadowed underlayers of this grassy wilderness, and the once-wide roads kept open by heavy caravans have long since grown over. The region is a trackless forest of grass, as mysterious in its own way as any elven wood.

The Ishensa river flows into the Pelluria, a vast freshwater sea that is also fed by the rushing Torbrun in the east and the rich Gamaril in the west. It fills the heart of Erenland and is the natural southern border of the Northlands. It is a central ecological feature of Eredane and influences climate, weather patterns, and flora across the continent. The sea is as

varied in its forms and moods as the great oceans, and in the winter it can raise up terrible gales. The northern shore of the sea is a long wall of high limestone bluffs and sea cliffs broken only occasionally by small bays and river estuaries.

Finally, beyond the northern frontier, the sword grass gives way to the cold tundra and frozen foothills beneath the unexplored mountain domain of the Shadow in the North and his orc tribes. No elf, dwarf, or human has ever set foot there and returned to tell the tale.

Spring thaws cut narrow ravines into the chalky limestone, making sudden drop-offs and defiles common across the plains. Dangerous seasonal flooding of these streambeds scours them clear of vegetation and enriches the surrounding soil. Summers are short, with rampant blooms of beautiful prairie flowers awash in a sea of green as the rich soil yields up new grass. The winters are long, and many say they are getting longer as the Shadow tightens its grip. Along the shores of the Pelluria, the snows are wet and heavy but usually melt away in dreary winter rains. In the north, along the frontier, the snows start in early fall and lay deep on the land throughout the winter until spring. The air there is chill and everything lies still and frozen for much of the year.

The History

Until the Dornish invasion in the latter part of the First Age, the Northlands were largely uninhabited by any race save a few roving bands of goblin-kin. The dwarves kept to their mountains, the gnomes preferred the southern shores of what in those days was called the Ebon Sea, and the halflings were always creatures of the warm south. Even the elves kept most of their plains outposts south of the Ebon, and the northernmost trade routes were the coastal shipping lanes of the gnomes.

When the Dornish invasion ran its course and peace was established between the humans and the younger fey, the Dorns settled the entire shore of the Pelluria and well into the northern plains beyond. The hearty soil proved passable farmland for those willing to work the earth and endure the cold, stands of pine and scrub oak provided the wood required for tools, and occasional veins of copper and bronze served the Dorns' basic metalworking skills adequately. The short-lived humans spread like rabbits across the prairie.

The first war with Izrador was a turning point in the history of the Dorns. The Battle of Three Kingdoms was fought in their homeland and many of their northernmost towns were razed. The Dorns became stout allies of the fey and superior orc hunters, and those with desires for fortune and glory left the peaceful south to make their name fighting the dark god's minions. The Dorns readily supported construction of the Fortress Wall across their lands and considered it an honor to man its keeps; within 100 years of the beginning of the Second Age, the Northlands had become the true home in the heart of the Dornish people.

When the Sarcosans eventually invaded and conquered the Dorns, they did not break them but instead accepted oaths of fealty and alliance from the Dornish Kings. The northern plains and the Sea of Pelluria, so costly to make war on and so removed from the Sarcosan beachheads of the south, were to remain the realm of the Dorns. Later, that chance at retaining their pride and honor was repaid as Dorns and Sarcosans joined forces to throw off the yoke of the Old Empire from which the Sarcosans had come. The north then became, not just a colony of an empire far-removed, but a part of the Kingdom of Erenland.

But while the threat from across the sea was being dealt with, the Shadow in the North gathered his strength. Though the forces of the free races would ultimately be victorious, the second war with Izrador would prove too much for the Northmen to bear. The cost in human lives and resources would leave northern Erenland to sink into a thousand-year dark age of social decay and civil war. By the time the Northlands were again invaded by the Shadow's armies, there was little left of the once-proud warrior traditions of the Dornish knights to stand against Izrador's hordes.

Now, in the Last Age, the Northlands are a broken land and the Northmen are a broken people. Most of its once-great cities lie in ruins, inhabited by frightened and starving peasants. Orc tribes have settled across the plains and now occupy the towns and castles of the Great Houses. The once proud Dornish trade fleets have been either sunk or refitted for war by the orcs. The few lands still under human control are ruled over by traitor princes, Dornish lords so greedy or afraid for their own skins they have sworn fealty to Izrador and rule only at the pleasure of the Night Kings.

The few truehearted Dornish princes that survive have taken to the plains or the open Pelluria, where they now live as outlaws. From these refuges, they attack orc encampments, raid sellout settlements, and sink enemy transport ships at every opportunity. They seek and expect little more from life than the chance to kill orcs and regain some small measure of their honor before they die.

The People

Most of the people that still live in the Northlands are pureblooded descendants of the Dorns. They are a big race, wild of hair and eye, quick to laugh and quicker to anger. Every Northman can trace his heritage from one of the Great Houses of the Dorns, and they were once proud of the blood of the Old Kings that flows in their veins. Now that pride is lost as the houses that resisted the Shadow have been crushed and their princes killed or scattered. Those that remain are pawns of Izrador, ruling over a land without honor and a people without hope.

Along the northern shores of the Pelluria, mixed-blood descendants of both Dorns and Sarcosans are more common. These people feel less loyalty to the traditional houses of the Dorns and instead, for what it is worth in these grim days, think of themselves more as true Erenlanders—sons and daughters of the vast kingdom formed from the union of their ancestors' cultures. They are survivors, first and foremost, and while their heritage is younger that that of the Dorns', their pride is often just as keen. They long not for what once was, perhaps, but rather for what should have been.

There are few fey in the Northlands anymore. The once-common elven traders and dwarven craftsmen have all been hunted down by the legates of the Order of Shadow, or they have long since fled to their homelands. Few halflings ever migrated this far north, but the gnomes are not uncom-

mon, having earned themselves an uneasy status as conquered minions of the orcs.

There are perhaps 600,000 Dornish humans remaining in the lands between the Fortress Wall and the Sea of Pelluria, the majority living in isolated hamlets. Perhaps a third of these live in either the squalor of razed cities such as Highwall or in the orc infested towns of the Dornish traitor princes. There are about 50,000 people of mixed Dornish and Sarcosan ancestry along the northern shore of the sea, though they are far more common on the Pellurian's southern shores. Only a few thousand full-blooded Sarcosans make their home in these cold and dreary lands, the descendants of embassy staffs, political marriages, and collaborators. Finally, approximately 10,000 gnomes brave the rough waters of the northern sea in seasonal raft towns, plying the trade routes between the southern and northern ports.

All along the northern frontier, orc settlements are becoming more common as noncombatants migrate out of their cold mountain lairs into the far more hospitable lands to the south. In some places they have built their own villages and in others they have simply driven human survivors from their own towns and settled there. There are about 350,000 orc noncombatants living in the Northlands.

Settlements

The thick limestone that underlies the northern plains is easily quarried and makes excellent construction material. Even the meanest of Northman structures are built of this whitish stone and once stood up well to both the harsh weather and attacking orcs.

In the distant past, most Northman villages were small collections of farmers' houses and a few out buildings, surrounded by crop fields and pastures. The building walls were made of rock quarried from the banks of nearby streams and the roofs were thatched with sword grass.

Larger Dornish towns centered around small keeps, which in turn were surrounded by the houses and shops of the townspeople. The stone from which a town was built was quarried to form a wide ditch around the settlement and a low wall was typically constructed along the inner edge of this moat. Most such towns typically spanned year-round streams, diverting the water into wells and the protective moats, as well as using it to carry away refuse and waste.

The settlements where the Old Kings built their house keeps grew into the largest cities in the Northlands. Most of these towns were along the Pelluria's northern shore, standing on high sea cliffs above deep and sheltered harbors. These cities reached their prime under the threat of the Shadow and so were well defended. Their walls featured high towers, deep moats, drawbridges, heavy gates, and other formidable fortifications.

Most of these towns, large and small, now lie in ruins. A hundred years ago, the Shadow's armies swarmed over these lands, laying waste to cities that had stood against them for almost 4,000 years. In the frenzy of their bloodlust, the destruction was absolute. The legates' magic sundered walls and the Night Kings' treachery opened gates from within. For the simple joy of the kill, orc hordes ravaged the Northland

settlements, burning anything that would flame and killing anything that breathed.

These destroyed settlements are now piles of charred rock and skeletal foundations. The desperate human survivors that still live in these places have cobbled together dwellings from the refuse of the old buildings and huddle together against the cold and the marauding monsters. They scavenge what they can from the ruins, scrape what living they have from the soil, and do their best to hide from the minions of Izrador.

The only large cities still standing whole are those ruled by the traitor princes subverted by Izrador. Many of these petty tyrants are of mixed blood and without true family loyalties, but worse are those who betrayed their blood kin simply for the promise of power. The cities they rule, such as Chandering, Bastion, and Port Esben, were spared the sword but now suffer a fate that is perhaps worse still. These craven rulers are the pawns of Izrador, and life in their towns is a fearful existence. There is never enough food, fuel, or medicine. There is little law and innocents suffer at the hands of the brutal. The Shadow's fell minions patrol the streets in the name of order but are only vicious overlords who steal, rape, and kill at their whim.

There are many scattered Northland villages and towns that remain whole, too small or isolated to have yet drawn the wrath of the invading armies. In such places, the townsfolk huddle behind their stone walls against the nighttime monsters that have followed the orcs out of the north, living in constant fear that tomorrow will be the day the orcs make their final, killing raid.

Language

The Northmen speak Norther, a tongue derived from the ancient language the Dornish invaders brought with them from across the sea. It is a harsh and loud tongue well suited to battle cries and bragging stories but poorly made for calming a crying baby or gentle whispers to a lover. Those living on the northern shores of the Pelluria can often speak Erenlander, Trader's Tongue, or sometimes a bit of Colonial. Many also speak a smattering of Orcish, as learning it can be a matter of survival. Many of the outlaw raiders speak some High Elven, having learned it parleying with the elves of the Veradeen for refuge, weapons, and other supplies.

Governance

Before the Sarcosan invasion and the founding of Erenland, the Northmen were ruled by the Great Houses of the Dorns. The Great Houses represented royal lineages drawn from the barbarian chiefs that ruled the Dorns long before they first came to Eredane. Each house had a long and noble history passed down in songs and stories that even the lowliest members learned as children.

Every Northman could trace his line to one of the Great Houses and did so with pride and loyalty to his kin. The leaders of each house ruled over their area of the Northlands as feudal kings, each with his own lands and subjects, each with his own vassal lords and knights. Through a complex web of oaths and royal marriages, the Old Kings of the Dornish Houses were bound together in alliance. Though they frequently squabbled among themselves and occasionally even fought short civil wars, they were always staunchly allied when threatened from the outside.

When the Sarcosans conquered the Old Kings and eventually founded the Kingdom of Erenland, the Dornish royal houses found that swearing fealty to the young Kalif Kari was less painful than they would have expected. The Sarcosan culture placed as much importance on oaths and honor as did any Dornish tradition, though words and concessions were used to settle disputes more often than steel and bloodshed. Seeing the benefit of this system and having little choice besides, the Northmen made their oaths to the southerners. In return for their wisdom and proffered loyalty, they were granted leave to keep their proud traditions and to rule the north as loyal vassals of Erenland.

It was not until the second war with Izrador that the ancient foundations of house alliances and honored oaths began to crack. In the end, the cost of the war was simply too much for the Northlands to bear. Through the Third Age, hardship became suffering, suffering became anger, and anger turned to war. Many of the sires of the Old Kings, yearning for the glory they heard in tale and song, declared their independence from the Kingdom of Erenland. The Sarcosans, who were once seen as respected lords and honorable allies, now became scapegoats and enemies, accused of manipulation, backstabbing, and corruption. In truth, the Sarcosan system had always included equal measures honor and intrigue in which both the strong and the clever might rise to power, but it was only in a search for foes that this other facet was brought to the Dorns' attention and made villainous.

Rather than uniting to throw off their southern masters, however, the young kings became victims of their own pride and vanity. No sooner were alliances formed than infighting and petty squabbles arose, quickly turning bloody as the Northlands descended into civil war. For hundreds of years, the Great Houses fought among themselves. Houses loyal to Erenland and the kalif were arrayed against those claiming independence. Alliances formed and were broken. Assassinations and single combats took a toll on house leadership. Continued fighting further drained the manpower and treasuries of already bankrupt kingdoms and plunged their peoples into deeper despair. In this dark time, the Northlands were fertile ground for the minions of the Shadow. During these years of civil conflict, hatred, and mistrust, the dark god sowed the seeds of betrayal, forming pacts and alliances that would eventually isolate and weaken the Dornish clans, allowing his forces to take the Northlands almost uncontested.

Now the Great Houses are only shattered remnants of their former glory. Many royal lines have been systematically wiped out, either by agents of the Night Kings or by old enemies acting on long-held grudges. Other heirs have been forced into hiding or have become outlaw princes, fighting a futile resistance against Izrador's forces.

Religion

The Dorns were ancestor worshipers since long before they came to Eredane, and their Northman descendants have inherited their traditions. They do have a vague mythology that recognizes a band of sibling gods that rule over various esoteric realms far beyond the mortal world, but it is their own departed ancestors they believe have power over the affairs of the living. This is the reason the Northmen are so concerned with the conduct of their honor. They believe that if they act dishonorably, they can incur the wrath of departed kinsmen that will not only bring them foul luck in this world but will also bring them disgrace, punishment, and eternal servitude in the hereafter.

Like all the races of Eredane, the Northmen have had to make allowances for the rise of the Fell, but death ceremonies remain solemn and important traditions. In the days before the risen dead, the Northmen erected rings of standing stones on the outskirts of their villages. In the center of these structures, they would place large stone biers on which they would cremate their dead. The deceased's family would then scatter the ashes within the circle and would occasionally visit the ring to make offerings, seek guidance, or simply pay tribute to their ancestors. Though few ever seemed to see shades themselves, every Northman had a story of someone who had and of the boons she had been granted.

Now, in the days of the Fell, a town's ancestor ring is typically built several miles from the settlement, and though cremations are usually accomplished with enough haste to keep the dead's body quiet, the circles have become haunted places where the wraiths of the Lost linger. Most stay well away from the circles after dark, but a brave or desperate Northman sometimes seeks them out in hopes of truly speaking with the spirit of a departed relative. Most often they suffer nothing more than a night of lost sleep. Other times, strange visitations offer the insight they came seeking. Sometimes, however, the spirits of the circle have suffered the insanity of the dead or been corrupted by the Shadow, and what was hoped to be a peaceful vigil becomes a deadly ordeal.

The lingering souls of the Lost have become such problems in the ancestor rings that most towns are forced to build new ones every few years, simply to prevent the dangerous accumulation of undead souls. It is advisable, then, when travelers in the Northland plains encounter an abandoned ring of standing stones surrounding a fire-blackened altar, that they make every effort to be well past the place by nightfall if they do not wish a ghostly and dangerous encounter.

Trade and Craft

The Northmen were once famous for their trade fleets that sailed the Pelluria, and their wheat fed the populations on both sides of the sea. Their steelwork was simple but sturdy and though they never rivaled the Sarcosans in the saddle, their horses grew large and strong and were prized mounts in the south.

Now the economy of the Northlands lies in ruins. The trade fleets either rest on the sea floor or have been commandeered by the orcs and refurbished as warships and troop carriers. Trade between different house lands has been banned or taxed so heavily that it is no longer profitable, and most craftsmen have either fled or been enslaved in the war effort. In some regions, Northman slaves work vast farms growing crops and producing meat to support the occupying armies. Where the people are not yet enthralled, the orcs make frequent raids, stealing whatever food and livestock they find, killing or arresting anyone that resists.

Because the skilled practitioners of crafts have mostly been killed or enslaved, there is no one to teach those valuable skills, nor to repair or acquire the equipment necessary to perform them. Northmen therefore tend to wear mended rags and go barefoot. Glass and tanned leather goods are uncommon, and metal tools are becoming priceless. Salt and medicines are almost nonexistent and wood products are increasingly rare, as there are few carpenters to make them, no wood imports from which to build them, and a constant hunger for fuel to stave off the cold.

Ways and Traditions

Great Houses of the Dorns

House Davin

House Davin ruled from the city of Davindale near the mouth of the Ishensa River. The kingdom's economic strength lay in its vast wheat- and corn-producing lands, and it was also known for taking the lion's share of the responsibility for manning the easternmost human keeps of the Fortress Wall.

House Davin was the sworn enemy of the black-hearted Prince Gregon of House Chander. When Gregon gained his dark reward for betraying his fellow Dornish princes to the Night Kings, his first act was to send a demonic horde to raze Davin Keep and kill everyone within. As far as any know, the royal family of House Davin is now extinct.

House Dale

House Dale was one of the few Great Houses whose seat of power was not on the shores of the Pelluria. Its house keep was in the northern town of Riismark, and it supported its people supplying the Fortress Wall citadels and running trade caravans across the frontier.

House Dale was a proud line, loyal to Dornish traditions and to the realm of Erenland. The entire Dale clan resisted the Shadow to the end. Now the survival of any heirs may only be hopeful rumor.

House Sedrig

House Sedrig was the most diversified economic power on the Pelluria. It had a large trade fleet, rich agricultural lands, trade caravans, and a virtual monopoly on trade with the scholar's city of Highwall. Though its house keep was in the small port town of White Cliff, most of its government and business concerns were administered from Highwall.

No one knows what happened to the Sedrig royal family, but many suspect they were put to the sword when Highwall fell. Their loss is mourned, for they were one of the most noble of the Dornish clans.

House Norfall

The Norfall clan claimed the greatest sailors of the Pelluria, and it is their ancestors that are said to have first discovered Eredane when the Dorns began migrating from their homeland. The kingdom was based on a strong navy and large shipping fleet. They employed many gnome bargemen and were one of the few Northman houses to sail river runners down the Eren. The seat of their power was in Fallport, along the Pelluria's northwestern shore.

Captain Jaden Norfall is the eldest heir to the crown of House Norfall, and he and his kin have become known as the Pirate Princes. Having taken to the open sea aboard its surviving ships, the remains of House Norfall live a pirate existence, capturing orc ships and coming ashore only to raid orc-occupied towns. The clan has a number of secret seaport sanctuaries in the Corbron Isles, and it is said that the pirate fleet grows with each passing year as Northmen and gnome sailors alike rally to the Norfall banner.

House Redgard

House Redgard ruled over a vast region of the far north and was known for its rice, salted meats, and fine horses. The house seat was in the city of Cale; though sacked in the first war with Izrador and the target of long sieges in the second, it did not fall until the end of the Third Age. Its strong walls and proud defenders were of no use in the last war, as it was betrayed from within and razed by the release of a horrible demonic power. Whatever that force was, it is said to still lurk in the ruins of the city, contentedly supping on the memories of that single glorious night of feasting 100 years ago.

Roland Redgard is the last surviving heir of House Redgard and leads a growing nomad band of horse raiders that survive off what they can steal and live for killing orcs. They are a boon to the few remaining free Northland settlements and a bane to the traitor princes and their Night King overlords. They have built a valuable alliance with the elves of the Veradeen, trading them information, horses, and diversionary raids in return for arrows, healing elixirs, hearthstones, and the occasional forest refuge.

House Chander

House Chander was one of the weakest of the Great Houses and was always discontented with its place among the other Dornish principalities. Other Dornish princes felt the Chander line had grown too dilute with Sarcosan blood and that its court had become as full of intrigue as those of the Sarcosan sussars. The capital city of Chandering was a tiny port off the main trade routes, and the members of its royal family had a tradition of underhanded dealings and conniving to set the other houses against each other.

When the emissaries of the Shadow offered Prince Gregon Chander power over his rivals, the temptation was too great. The weak man made a pact with the dark god and swore fealty to the Shadow in exchange for demonic magic and unnatural long life. His betrayal of the other Great Houses began with the murder of the entire Davin royal line in 895 TA. He directed the agents that subverted Cale and sent troops to fight beside the orcs at Highwall, Low Rock, and Fallport. As he continues to serve the Shadow and his power increases, so does his fury at the continued resistance of his Dornish cousins. He has sworn to kill each of the outlaw princes himself and offer their warm hearts to his dark master in sacrifice.

House Falon

House Falon was once a strong House, known for its orc hunters and its warcraft. Its capital of Steel Hill was one of the youngest of the Northman capital cities, founded when Gerad the Northsword built a new house keep there to stand as one of the citadels in the Fortress Wall of the Northern Marches. Next to Low Rock and House Orin, the mines of House Falon provided the Northmen with most of their iron. The city became known for its smiths and armorers, and it was a great loss to the human war effort when it was betrayed to the orcs. Its last heir died defending her city, trapped outside her own walls by traitorous soldiers.

House Pendor

Tabel Pendor was an honorable man whose only concern was for the welfare of the people of his House. His house keep was in the plains city of Bastion, and his people were such able farmers and ranchers that his kingdom was known as the Pantry of the Northlands.

In the closing years of the Third Age, as Izrador's agents spun their webs of betrayal and dark promise across the north, Pendor became more and more fearful that his people were certain to suffer terribly if they resisted the Shadow. In his despair, Pendor eventually convinced himself that allying with Izrador would be the best way to protect his people. When his pact with the Shadow was made known, the apparent betrayal drove his outraged people to resist the orcs when they came to Bastion. The battle for the city was short, the resistance was crushed, and many thousands were killed. Seeing what his efforts had wrought, Tabel took his own life rather than face the consequences.

House Pendor and its lands are now ruled by a corrupt Sarcosan prince named Sameal. His subjects despise him but fear his orc enforcers. They live as virtual slaves, working in the vast fields of the Pendor lands, growing crops and raising livestock to feed Izrador's armies. Despising the memory of Tabel, many refuse to claim Pendor heritage.

House Esben

House Esben was always a minor clan, but was ruled by a good family from the capital city of Port Esben. They had a small trade fleet and benefited by contracts with House Pendor that gave them shipping rights to the greater part of Pendor's agricultural trade.

In 886 TA, Vildar Esben ascended to the throne of House Esben. He was a disturbed little man who heard voices and treated his underlings cruelly. However, he was always wise enough to treat and reward his military captains well and enjoyed their staunch support. With his coronation, his obsessions and paranoia grew more and more pronounced. His dark depressions became debilitating, and his paranoid delusions led to more than one bloody purge of his court. By the time the agents of Izrador came to Vildar with their dark promises, he was already far beyond the pale and readily allied with the Shadow. In exchange for dark magic that keeps him alive even today, Vildar has become a willing and enthusiastic minion of the dark god. His cruelty and vicious temper have been responsible for the deaths of thousands of Northmen, and those of his subjects who have not fled to other lands live in constant and abject fear.

The Southern Houses

Some of the Great Houses made their fortunes and their homes on the southern shores of the Sea of Pelluria. While of Dornish heritage and Northmen at heart, these Houses were more heavily influenced by Sarcosan culture than their northern kin. It was among these Houses that the Erenlanders, those with the blood of both Sarcosan and Dorn, came into their own. More about these houses, which include House Baden, House Orin, and House Torbault, can be found on page 179.

House Clans

Though every Northman traces his heritage to one of the Great Houses, each is also a member of smaller clans within each house. These groups are large, extended families that define a Dorn's more immediate relations and loyalties. Most existed as loyal lines of their respective houses, some were nefarious, and others found distinction in service to their lesser liege lords. Clans like the Mahalds of House Davin or the Calders of House Pendor are still famous for their historic military accomplishments. The Alard clan of House Sedrig was always rumored to be the wealthiest family on the Pelluria, and whenever a tale of daring, romance, and villainous intrigue is told, the Doval clan of House Baden and the Podrick clan of House Chander always seem to supply the main characters.

Though house allegiance was once the cornerstone of a Northman's honor, the dark times and betrayals of the Last Age have served to realign this obligation. Now, for most Northmen, their extended families take precedence over historical house allegiance and their actions are often governed by the survival and ambitions of their individual clans.

Personal Combat

The Dorns have a long tradition of honor combat between champions. In their earliest history, this always assured that the most powerful warriors would lead the clans. In the golden ages of the Great Houses in Eredane, it assured that grudges and quarrels could be settled without the houses involved going to war. Though the practice long ago fell from favor as a means to arbitrate political and legal disagreements, it remained a common way to settle matters of honor and sometimes even a means to head off a battle before the blood of countless men might be shed. In the dark age before the final fall of the Northlands, it became a foul means by which rivals battered each other's reputations, or worse still, carried out what amounted to sanctioned assassinations.

In traditional honor fights, the challenger would call out the challenged by sending him a broken dagger. The challenger's second would deliver the dagger, state the nature of the offense, and wait for formal acceptance. To accept the

challenge, the offender would replace the broken dagger with a whole blade. To reject a challenge was to brand oneself craven and forswear one's honor. Once the challenge was accepted, the arrangements would be made, the principals would meet with their seconds, and they would commence fighting. Such duels were typically fought with dulled blades and were seldom to the death unless grievous offense had been made. At worst, most such fights ended in a broken arm and wounded pride.

In the years of civil strife leading up to the fall of Erenland, it became common for such challenges to be made as strategic moves in the ongoing conflict. Greater warriors would challenge and kill weaker ones, and weaker ones would contrive circumstances to put superior seconds in their places to kill stronger opponents. Much good Dornish blood was spilled in these duels, and many of the Old Kings' knights were culled as a direct result. Many now look back at that time and suspect the hand of Izrador was at work in this. There are few with the will and honor left to fight duels, and even these few now seldom enact the tradition, knowing that it only serves to further weaken the Dornish houses.

Against the Shadow

Three kinds of humans live in the Northlands: broken slaves, fearful villagers, and those still fighting against the forces of Izrador. The first two are pitiful and hopeless or wild as animals and not to be trusted. The latter are the last hope for the Northmen and the only people with the pride and honor of their Dornish ancestors. It is within the ranks of this resistance that the new heroes of the Northlands are born and where any hope for their people remains.

Roland's Raiders

In the wild, northwestern plains, there is a growing band of outlaws known as Roland's Raiders. Once only a few stalwart souls, this ragged army of horse soldiers has grown to more than 3,000 men and women. Led by Roland, heir to House Redgard, these fierce and experienced fighters are an increasingly painful thorn in the side of the orc army. Roland's Raiders are all excellent riders and can cover great distances quickly. They strike targets and then vanish instantly into the wilds, only to strike again a few days later but many leagues away. They have come to think of killing orcs as most people think of breathing. They raid supply caravans, kill soldiers, assassinate officers, and burn encampments. They steal most of what they need to survive, but many of the smaller, isolated villages frequently offer them what food and supplies they can. They have earned the respect of the elves and trade tactical raids and information for weapons and magic. Roland has also been given permission to take refuge in the fringes of Erethor when in need. The raiders are a noble band but each and every one is certain that his life will be lost in the fight, and each and every one has already asked his departed ancestors to prepare him a place in the afterlife's circle of heroes.

Roland of Redgard, the last of the heirs of House Redgard, is the band's charismatic leader. Roland is barely more than a boy, having just turned 19. He is small for his race, but he has a fierce look in his eyes that gives larger men pause. He rides like a Sarcosan and is a natural tactician. He has been called out to single combat more times that he can remember and refuses to kill even the most aggressive challenger. Instead, he beats them senseless and when they recover he often asks them to join his raiders. Oddly, most accept, eventually becoming rabidly loyal to the young leader. Though many have tried to convince Roland to wear his father's crown, he refuses to do so in exile, swearing he will only accept the throne when the Northlands are once again free.

Secret War

A well was poisoned in the heart of Port Esben, and more than 200 orcs died before it was discovered. Not a single human was affected. The traitor lord Maden's warehouse in Bastion was burned and rebuilt three times before he was finally forced to keep his personal resources stacked in the halls of Pendor Keep. Orc ships in Chandering seem to sink while docked with greater frequency than those at sea. Orc officers ignore their broken and silent kitchen slaves, yet outlaw bands and smugglers always seem to know when orc troops are about to make a raid. Such small sabotages may be quiet and lack the honor of swinging a sword in combat, but over the years this hidden war has been more costly to Izrador's army than any other single campaign.

Sites and Features

Barrens

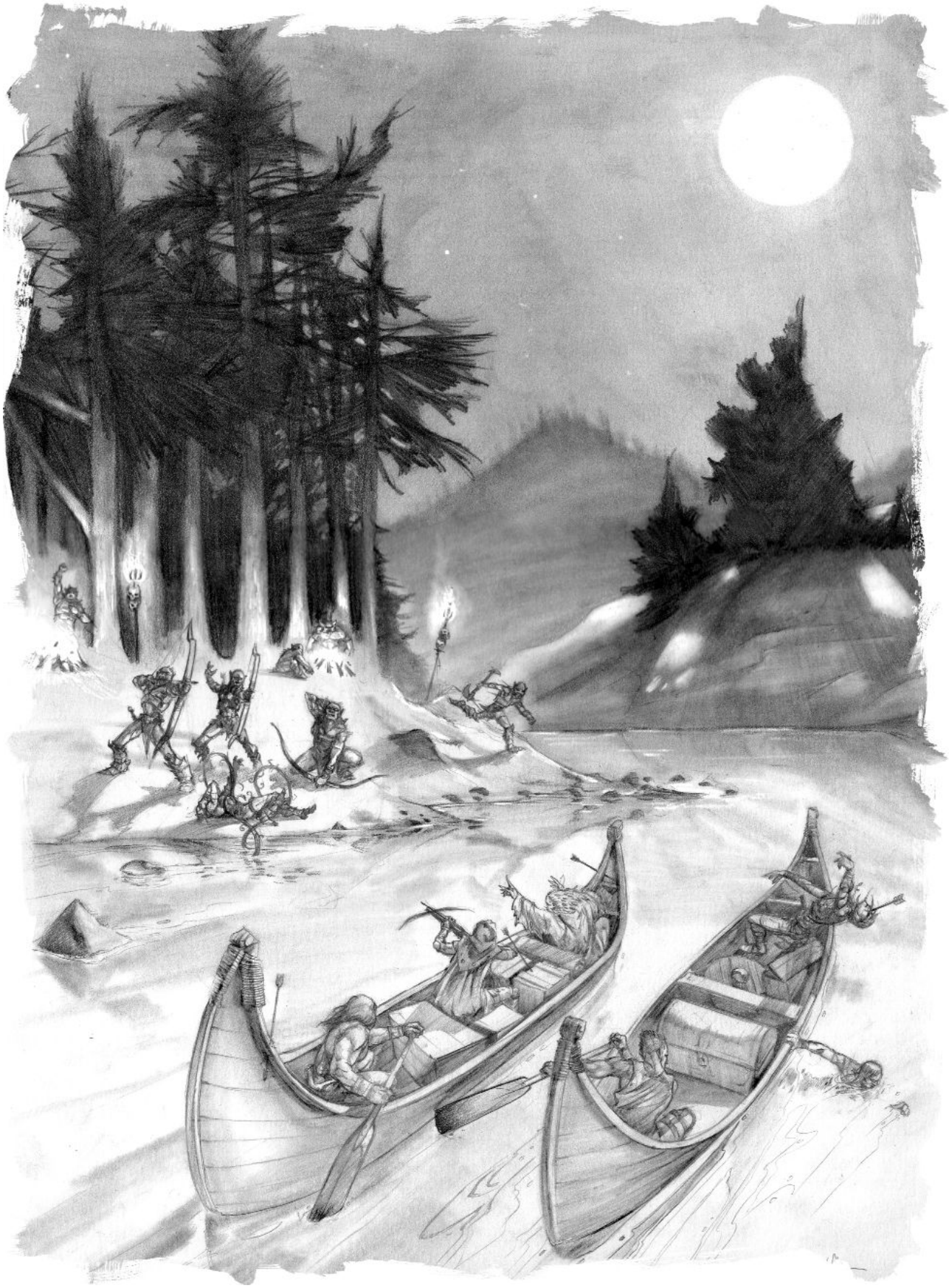
The village of Barrens was once a typical Northman town. It was a busy way station along the caravan supply lines that supported the Fortress Wall and an exceptionally productive farming community.

Barrens fell to a dark sorcery when the forces of the Shadow overran the region. During one terrible night of black magic, the entire village—its inhabitants, buildings, livestock, even its trees and grass—were turned to stone. The grotesque statuary remains even now as a mute testament to the horror and terrible power of the Shadow.

Bastion

Bastion is the seat of House Pendor, though few of that line still claim the heritage. Since the seeming betrayal of King Taber and the fall of Erenland, the city has been little more than a massive slave farm, producing much of the food needed to feed Izrador's hordes.

Orc enforcers crush the populace under iron heels, forcing even children to backbreaking labor in the fields surrounding city. Escape is difficult and attempts are punished with brutal executions: captured escapees are nailed upside-down to tall poles scattered among the fields, then left to die and rot, or perhaps to continue their screaming as Fell.



Cale

Cale was once a large city built in the limestone block-and-wall tradition of the Old Kings. It was a good city ruled by a good family. It served as the western overwinter stop for many trade caravans and so had a cosmopolitan culture that belied its provincial location. It was surrounded by open plains, countless livestock ranches, and horse farms, and was an important regional trading post when caravans came to town.

All this ended when the city fell in the early days of the Shadow's third invasion. Having stood strong for thousands of years, Cale fell overnight, betrayed by agents of the Shadow who loosed a demonic spirit called Vorzelem within the city. Nothing escaped the creature's wrath. It slaughtered everyone that had not already fled the orc hordes and smashed every building to rubble with terrible, sundering magic.

Now the city lies in absolute ruin, haunted by the ghosts and stalked by the walking dead that resulted from the carnage of the fall. Vorzelem reigns over these tortured souls and has turned Cale and the surrounding lands into a demonic refuge in which even the orc hordes are now afraid to travel. Hunting packs of the city's Fell now raid farther to find sustenance, attacking orcs and humans alike.

Chandering

Chandering stands in the hills above a small bay on the eastern shore of the Pelluria. It was always a small city off the primary northshore trade routes and therefore never as wealthy or powerful as its ruling family would have liked. The house keep sits atop the tallest hill, and the surrounding city cascades down lesser hills to its waterfront on the protected southern shore of the bay. While the castle is one of the largest and most elaborate on the Pelluria, the rest of the city's buildings are modest and packed closely together.

Since the betrayal of Gregon Chander, the town has been reformed. Historically, the only defense works had been around the keep. Now a massive wall of stone surrounds the entire community and five high towers watch over the harbor, the town center, the gates and approaching roads, and Chander Keep itself. Orc minions and worse patrol the city and garrison the castle. Collaborator-captained ships fill the harbor, from which they raid coastal villages for food and slaves and hunt the pirate fleet of House Norfall.

The people of Chandering live a nightmare parody of their former lives. Gregon plays at being the great Dornish ruler, demanding fealty and service from his subjects. Their existence, however, is no better than that of slaves and they live in constant fear and at the whim of their traitor overlord and his minions. Many attempt to escape, either overland or in small boats. Most are captured by mercenary enforcers, killed, and then hung to rot from the tower walls as object lessons for the rest of the populace. Life in Chandering is a tale of woe and suffering that foreshadows the eventual fate of all Eredane.

Davindale

Davindale was once the seat of House Davin, a great and respected line among the Dornish kingdoms. When the demons of Prince Gregon the Betrayer razed Davin Keep they destroyed much of the surrounding city, driving the few inhabitants they did not kill into the countryside.

Old Davindale now stands a mostly empty ruin, though a constantly expanding and receding sprawl of troop barracks has created a new city all its own in the square mile around the docks. Davindale's docks are critical to the shipment of troops and supplies that flow down the Ishensa River for the armies in the south, and there are a constant flow of river-boats and seagoing ships stationed there or coming and going. Even the orc troops seem to fear the demonic residue that hangs over the old city like a mist.

Fallport

Fallport is built in a deep cove set in the midst of high sea cliffs on the northern shore of the Sea of Pelluria. The cove makes a good harbor, and the natural lay of the land made the unique construction of Fallport possible. The cove is a rough semicircle with pointed headlands that protect the harbor against the frequent storms of the northern sea. As the city was constructed, the limestone used to make its buildings was quarried from the shore in rising terraces. Now, centuries after the city was first founded, Fallport sits on concentric, stairlike plazas that progress upward and inland from the sea's edge to the top of the surrounding cliffs. The original construction was ordered, and many of the buildings were carved out of the living stone as much as they were built from blocks. Many extend deep into the cliff face, and there are rumors that Castle Norfall has hidden chambers and halls that reach far inland underground. Nearer the top of the bluffs, the city is younger and less carefully planned, and most of the buildings are excavated rather than built up as proof against the cold of winter gales.

Fallport was the capital city of House Norfall. When the city fell, its princes took to the Pelluria with what remained of the Norfall navy and continue to resist the Shadow on the open sea. The citizens that had not already fled were loaded onto the ships of the Norfall trading fleet, taken south to Baden's Bluff, and sent ashore with orders to seek refuge deeper in Erenland. The elderly and the young were forced to comply, but being steadfast Norfalls, the fit and able turned many of the trading ships about and sailed north again to join their prince and his pirate fleet.

Fallport is now abandoned by its original inhabitants, but its many underground dwellings were quick to attract an orc population. Now, the city is the southernmost settlement of orc noncombatants in the Northlands. There are perhaps 10,000 members of the Gray Mother tribe living in Norfall, and the city's shipyard and docks have become important elements in the orc war effort. Human slaves live packed into the waterfront warehouses and are forced to work as fishermen, ship builders, and dock workers by whip-wielding goblin overseers.

The Fortress Wall

Though legends abound about the great Fortress Wall of the Northern Marches, there is no doubt that the ancient defense works is a real part of history and one that played a major role in staving off the Shadow in the Second Age. The Fortress Wall is not a single edifice but a long chain of forts, keeps, and towers that stretches along the border of the northern frontiers. Built during the heady days following the first defeat of the Shadow, the Wall was a collective effort of the free races of Eredane, a testament to their combined strength and their shared fear of Izrador. Any two consecutive forts in the Wall were never more than a few day's march apart and each was built not only as a defensible keep but also a garrison, storage depot, and sally point for patrols and small armies. The Wall served as a military barrier keeping the marauding remains of the dark god's forces safely at bay in the north and as a means to contain any future rise of the Shadow.

For more than 1,000 years after the first war the Fortress Wall served its purpose, supporting the armies of the free races and defending the south. When the Shadow rose again at the end of the Second Age, the Fortress Wall stood fast against it, a vital force in stemming the black tide of Izrador's second invasion. The Fortress Wall of the Northern Marches was lauded in song and story. Broken stone was rebuilt, ramparts re-manned, vigilance redoubled, and time passed.

Years became centuries, and as can happen during long periods of peace, allies began to squabble and kings found better uses for their gold than rebuilding fortress walls and feeding idle soldiers. Failing treaties, racial mistrust, civil war, and decaying economics conspired with the insidious corruption of Izrador to bring down the Fortress Wall. Repairs were neglected and the more remote keeps were abandoned. Standing soldiers mustered out and conflicts with neighbors drew away the armies that remained. Orc raiders plundered and razed many of the undermanned keeps and took over others of the abandoned forts, turning them to their own dark uses. The orcs rebuilt many, making them forward outposts from which they could raid nearby lands and covet the world to the south.

By the end of the Third Age, the Wall had become a broken and useless defense. Many keeps had fallen to rubble or been plundered and burned. Those that were still manned were overrun and quickly fell to the hordes that poured out of the north. Many were taken by the Shadow and used by his armies against the free races of the south in just the same way the forts were once used against them.

Today the ruins of the Fortress Wall are a bitter legacy, standing like a row of gaped and broken teeth across a desolate land. Most of the individual keeps are gone, lost to the ravages of war and time. A few are still held by forces of the Shadow, but even most of the battlements they once took have been abandoned as the armies moved south. Some have been conquered by wild tribes of goblin-kin who live there in feral squalor. Some have been taken over by human squatters and turned into fortified villages against the horrors of the night. Many have become haunts of the undead or other foul creatures who see no gain to be had by following Izrador.

A few of the original Wall forts are still held by the elder races. Where the Wall passes through the northern evergreens of Erethor, there are still elven fortifications built of living trees, held by soldiers and wildlander scouts loyal to the Witch Queen. In the Icewall Mountains, the dwarves keep a number of their old forts battle-ready, isolated though they are from their kin and often-times bypassed by the orcs altogether.

The citadels of the Fortress Wall were by no means similar in design, layout, or construction, and the lands on which they were built varied as much as the forts themselves. Many of the human keeps were tall, fortified towers built in the open northern steppes. Water-filled moats and iron-reinforced limestone walls were common structural elements. The dwarves preferred to carve their forts into the living rock of the mountains, featuring ramparts and war machines that gave them commanding positions over the mountain passes and deep caverns they guarded. The elves worked living copses of huge trees into fortifications that combined the forces of magic and forest into unbreachable wooden towers that gave their archers and battle mages key advantage over their foes.

Highwall

Highwall was once an economic giant and intellectual beacon on the Pelluria. Its prime location on the northern coast route and its independent status gave it advantages that made the city a vital trading center and a

key link in the economic chain between southern Erenland and the Northern Marches. The presence of the Scholar's Academy drew intellectuals from all over Eredane; the city's population was the largest on the Pelluria and more racially integrated than any other city on the continent.

When the orc hordes came out of the north, the soldiers of House Sedrig and the powerful wizards at the Scholar's Academy were not unprepared. They had read the portents and had set themselves to the city's defense. But they could not have foreseen the fury and power that Izrador would bring to bear on this, the brightest symbol of hope and knowledge north of the Sea of Pelluria. It seemed as if every orc, goblin, and ogre in the world descended on the city on that fateful night. The Night Kings and their legate lieutenants broke its walls with terrible magic and survivors claim that Zardrix herself set both the defenders and the city ablaze.

The attack was a symbolic as well as strategic one. By crushing the city, Izrador destroyed the greatest symbol of peace and interracial culture in Eredane while also destroying the greatest single repository of knowledge and magical lore outside of Caradul. In this single attack, his forces burned away the enlightened and social links that helped hold the cultures of Eredane together.

Izrador's minions razed the Scholar's Academy and on its shattered grounds raised the greatest fortress ever built in all the lands of Eredane, and perhaps all of Aryth. Theros Obsidia is a massive tower of black stone, magicked up from the very bedrock of the sea cliffs. The tower's vast height is lost in the veil of fog that always seems to hang in the unnaturally still air that surrounds the ruins of Highwall. The lower levels of the dark keep sprawl outward like the limbs of a great, fat spider, dwarfing the remains of the surrounding city, and the once great Library Tower of the Scholar's Academy stands a broken and skeletal ruin in the shadow of the larger edifice.

To Theros Obsidia is all the homage of the orc hordes and deference of the legates turned, for it is in this unholy keep that the stories claim the manifest form of Izrador resides. It is from this place that they say he guides his armies and unfolds his grand and vile plan. Though many believe these are simply the dread tales of frightened people, there is no doubt that the fortress is the new capital of Izrador's dark kingdom. The Night Kings frequently visit the keep and there are thousands of orcs garrisoned there, with armies of the foul creatures always moving through the area, stopping only for supplies and fresh recruits.

The humans that still reside in the ruins of Highwall, cowering in the shadow of the black tower, are the broken slaves of the orc armies garrisoned there. They live in hovels cobbled together from the ruins and eat the few scraps left to them by their orc masters. They have forgotten their Dornish pride and exist as ragged, savage animals without the faintest shred of hope or dignity.

Nalford

As the tale goes, Nalford was once a fair hill town nestled in a fertile valley on the banks of the Pale River. The city was home to proud warriors and stout allies of the elven court, and when Izrador rose at the end of the First Age, the sons and daughters of Nalford are said to have been the first to rally. For its faith and daring in opposing the Shadow, the city was sacked and burned to the ground when Izrador's forces poured out of the north at the end of the Third Age. By the light of the full moon, the greater legates unleashed deadly magic, killing every living creature, tearing down the city's battlements, and burning what was left to the ground—all in a single night. At dawn, the Shadow's armies moved south, leaving nothing but charred corpses and smoking ruins.

The ruins of Nalford still stand today, bleak and gray in a valley no longer fertile and on the banks of a river now sluggish with mud and foul growths. The ruins beckon to adventurers with promises of lost treasure and hidden secrets, but woe to the unfortunate souls that find themselves in the ruins on the night of the fullest moon. For then, as has happened every month since the legates' raid, the city returns to life. The walls stand again, cook smoke climbs from chimneys, and the city's battlements are guarded by watchful soldiers. In the streets and taverns, the inhabitants go about their business as though life were always so.

Then in the middle of the night and with no warning, the city erupts into battle. Trumpets call, soldiers shout, and the telling clash of steel rings in the streets. The townsfolk flee or run for arms as battle rages at the walls. The fortifications fall quickly and the city begins to burn. People scream and die and soldiers fight through the town, weapons flashing in pitched combat.

Yet, when watched by outsiders, this ghostly fall of Nalford is more than a dreadful battle, it is a terrifying vision. There is no enemy to be seen. Buildings erupt into flame for no apparent cause. Swordsmen hack and curse at nonexistent enemies, and civilians are cut down by unseen attackers. The city is sacked again with the exact same horror in which it burned more than a hundred years ago, and the shades of the townsfolk die the same terrible deaths again for perhaps the ten thousandth time. What is most terrifying for the outsiders is that they cannot help but become embroiled in the battle.

Outsiders caught within the walls when the battle begins are suddenly seen by the townsfolk as part of the assaulting force and are savagely attacked by the deadly ghost soldiery. Even if they are able to fend off the assaults, outsiders are unable to find their way clear of the city. The burning buildings, collapsing walls, and savage defenders seem to always block their way. If the outsiders are killed or find themselves still trapped in the city at dawn, they are lost forever. With the first light of day, the city fades and the outsiders along with it. They become shades of themselves, forever cursed to relive their deaths with each full moon, trapped for eternity in the ghost battle of Nalford.

Steel Hill

Steel Hill is a mining and foundry town in the southwestern foothills of the Highhorn Moutains. It is young as large Dornish settlements go but became an economic power as its metal trade expanded. Before Izrador conquered the Northlands, Steel Hill was known for its fine weapons, armor, and tools and was also a source of the raw iron ingots from which more southerly smiths forged their wares. The city was a sprawling complex of foundries surrounded by residential

neighborhoods, as well as the outlying villages of miners, farmers, and woodcutters. The air was always full of gray charcoal smoke and the clanging music of hammers.

In the final days before the Last Age, Steel Hill was ruled by Lady Eden of House Falon, called the Maidensword. Eden was a noble queen, and one of the few female rulers among the Dorns. Lady Eden Falon expected to die in glorious battle, defending her people and Erenland to the last. Unfortunately, this was not to be: the insidious agents of the dark god had spread their corrupting touch into her city and subverted one of her liegemen, a Sarcosan-born prince by the name of Aushav, with promises of eternal life. As the Maidensword rode out with her troops for a first sortie against the Shadow, soldiers loyal to Aushav took the city from within and closed the gates, leaving the Lady's forces trapped outside the walls. Her last stand was brave but futile, as she and her knights were dashed against their own defenses by a surge of giantkin and oruks, all the while calling to the stony-faced traitors manning the wall. The Shadow's forces established control quickly thereafter, losing few troops to the demoralized forces still loyal to the Maidensword.

The city has since become a nightmare place of human despair and suffering. The populace slaves under the yoke of orc lash-masters, digging in the mines and smelting steel. As quickly as they die, more are brought in by goblin-kin slavers from across the Northlands to take their places. The steel and weapons they produce are shipped in well-guarded caravans across Erenland and used to kill their brethren and support the war efforts against the elves and the dwarves.

White Cliff

White Cliff was the capital city of House Sedrig, set atop high, chalky sea cliffs on the north shore. It was small but wealthy, gleaming white and full of fountains, beautiful mosaics, and great mansions. Its harbor was in a narrow defile created by the mouth of the Northfork River and quarried out into a protected port walled in by the high sea cliffs. Though not a vital port in its own right, House Sedrig and the city of White Cliff profited greatly by the presence of Highwall within their lands.

When the orc armies came down from the frontier, White Cliff was one of the first cities they planned to attack. When they arrived, however, they found the city empty, its people fled to the south and its warriors preparing to stand with their kin in what would become the Last Battle. The horde took most of the resources left in the city but left its structures largely unscathed. White Cliff's open vistas and perches on some of the Pelluria's highest bluffs make the subterranean creatures uncomfortable, and so they have left it unoccupied. The city is now a staging point for smugglers and human bandits and home to the occasional goblin squatters. When the humans and goblin scavengers periodically meet, the streets ring with the clash of bloody street fighting.

The Sea of Pelluria

The Sea of Pelluria is as varied as those that make their home among its coves and make their living from its waters. It is stormy and chill in winter and blustery and cool in the summer. The northern waters are deep and iron gray, with spiteful, unpredictable tempers. Storms are common and the worst of them seem to turn the very water black in their rages. The southern shore, in contrast, borders a gentler, shallower sea. The southwest winds are consistent, the summers are warm, and the winters mild. The sea is a more predictable mistress in the south and is seldom anything but the richest of blues. In the west, the easternmost reaches of Erethor line the shore and the large wetlands drain into the sea. In the east, the high peaks of the Kaladruns are reflected in the water's surface and foothills rise right from the shore. There are countless islands scattered across the Pelluria, but few of any size. The Corbron Isles are the largest and are rumored to be the secret haven of the Pirate Princes.

Myriad creatures make the Pelluria itself their home. Most are natural but many are otherwise. Fish, of course, are abundant, as are sea birds, otter, and freshwater seals. There are also more dangerous creatures like island lizards, lesser sea drakes, and the arguably mythical greater sea dragon. The sea is also home to countless nature spirits and uncounted other supernatural entities of a less benign sort.

There are even times when some of the darker creatures that usually haunt the land take to the waters. The Fell are always a problem, but along the shores of the Pelluria, these abominations take on a more insidious nature. They have learned to hide from the daylight and city watches by lurking in the shallows of the Pelluria itself. During the day, they cling to the mud and rocks of the sea floor, only to rise wet and weed-covered to lumber into town on their deadly hunts. Many sea coast towns have had to establish boat watches that patrol the nighttime shallows on alert for these amphibious horrors.

The story of the Sea of Pelluria is also the story of the Great Houses of the Dorns that made their keeps on her southern shores. In so doing, they gave up a chance at the greater glories of war in their peoples' histories, unable to claim that they defied the evil that poured forth from the north at the end of the First Age. But like any caretakers, theirs is a pride more mundane, more practical. They kept the trade routes open while their northern kin looked ever to the gloomy and rugged Northern Marches; they were staunch defenders, and eventual peacemakers, when the unlooked-for Sarcosan invasion made its way up from the south; and they remained the bridge with which the Dorns could communicate with these new comrades and with their own descendants, the Erenlanders.

The History

The gnomes were the first to explore the Pelluria, which at that time was known to the younger fey as the Ebon Sea. They settled its shores and lived off its bounty as fishermen. They became traders, first on the rivers and then braving the broad sea itself, ferrying their goods from one end of Eredane to the other. The gnomes eventually gave up their shorebound lives and took to the sea and rivers permanently. When the Dorns invaded and settled the Northlands, the clever and hardy people were quick to adapt and gave the seafaring humans reign over the sea, forsaking it for a quieter, easier life on the rivers and along the shores.

The Dorns renamed the great stretch of water the Sea of Pelluria as a remembrance of their lost homeland, and their Great Houses settled its shores. Dornish sailors quickly became masters of the sea's many moods and the humans prospered as their cities grew and shipping routes became the economic lifeblood of their people. Every house maintained trade fleets and small navies to protect them. Even through the Sarcosan conquest and the founding of Erenland, the Pelluria remained the tie that bound the lands of the Old Kings together. That is, until Izrador's insidious agents severed this bond with dark magic and vile betrayals. Now the Pelluria is a sea of war where the blackened wreckage of broken ships mixes with the blood and tears of the Dornish people.

In many ways the geography of the Pelluria has been a great boon to southern Eredane. The orcs are poor and unwilling sailors, and though they use the sea to transport troops, they are still not accomplished seamen. They have so far not used the sea or rivers to their potential, and their drive south of the Pelluria was not as forceful or well supplied as it might have been. Consequently, Izrador's forces are not as agile, well equipped, or as often reinforced as they could be. Unfortunately, the pause the Pelluria affords the orc armies means that the Northlands suffer under the weight of ever increasing masses of orcs, eager to kill and pillage but prevented from doing so. This stagnant pool of soldiers is inevitably trampling into oblivion the last vestiges of Dornish culture, and the southward migration of orc noncombatants is well on its way to replacing it.

The People

The only ships that freely sail the Pelluria are the meager remnants of the great Dornish trade fleets, now under the control of the traitor princes or converted to the use of the orc armies. A few small gnome barges ply the sea under orcish charter, but the majority of gnome vessels keep to the major rivers. The limited trade that goes on supports Izrador's war effort or serves to fill the warehouses of his traitor kings. There are other vessels that sail the inner sea, not quite so openly, and the trade they seek is that of smuggling or piracy. Under the restrictions of the Night Kings, humans and

gnomes alike have been forced to establish large smuggling networks across the Pelluria, both to make a profit and to support the resistance. Pirates of every stripe, privateers as well as noble sea captains, hunt orc vessels with the skill and single-mindedness of some of the deep-water predators that lurk in the Pelluria's deeper reaches. All told a few thousand humans, orcs, gnomes, and goblins would consider themselves permanent residents of the Sea of Pelluria, but for the most part the water's populace is donated from the shores that surround it. Of these, the southern shores boast 225,000 Dorns, 100,000 Erenlanders, and no more than 15,000 Sarcosans. Most of these populations are focused on Baden's Bluff and Erenhead, though there is a thin line of humanity stretching along the southern shore from the Green March in the west all the way to the Kaladruns in the east, making lives wherever the resources are available and the orcs will let them. Additionally, Erenhead makes use of a small army of halfling slaves to serve the needs of constantly rotating orcish troops, sometimes as servants and sometimes as meals. All told, as many as 10,000 halflings are kept in Erenhead's slave barracks.

Each of the people that drift upon the open waters bring their own religions, trades, and traditions. Even their ships, the closest thing to settlements that sailors can claim, vary from iron-bolted dreadnoughts to proud Dornish three-masters to simple gnome barges.

Language

Trader's Tongue is the language of choice on the broad sea, pulling as it does people and races from throughout Eredane. Even the goblin-kin sailors have picked it up, mingling their own harsh Black Tongue with the practical trader common to create a surprisingly appropriate seaman's argot. The Pirate Princes have learned the pidgin as well, at first mockingly and so that they might interrogate their foes, but for their part they have added Norther slang to the mix.

Governance

The only law on the Sea of Pelluria is that enforced by the Shadow's barely adequate navy. Luckily for the Pirate Princes and other insurgents, orcs make terrible sailors. They have an innate terror of deep water and an acute fear of drowning. As a consequence, the Shadow's navy is crewed primarily by goblin-kin and mercenaries, and is not nearly as large or effective as it could otherwise be.

Most orc ship crews are made up of conscripts being punished for blasphemy, cowardice or other serious crimes. Hobgoblins are not so fearful of the sea, and being strong and methodical, they crew many of the Shadow's ships. Goblins, though more contentious, are also more intelligent and commonly serve as the navy's lesser officers, along with human collaborators who act as captains and lieutenants. Renegade gnomes and a few of Izrador's more exotic minions also sometimes captain ships in Izrador's fleet, among them a creature that seems to be more snake than man and a beautiful but deadly woman whose siren song draws insurgent sailors to their doom.

None of the Shadow's minions are able ship builders, and most of the vessels in Izrador's navy were commandeered from the Dornish fleets. Though the goblin carpenters try to keep them seaworthy, most are decrepit from age, wear and neglect. Many have been lost to pirates, storms, accidents and sabotage, and the few enslaved shipwrights working in Port Esben and Chandering have difficulty keeping up with the losses.

Still, despite their aging fleet and questionable seamanship, the Shadow's navy is a growing menace. The crews and captains are learning from experience and beginning to understand the moods of the sea. Their tactics are improving, and the slow but steady stream of new ships entering the Shadow's fleet are war galleons instead of old refitted merchant vessels. Plank by plank and tack by tack, Izrador's navy is becoming a more formidable force and a genuine threat to the pirate resistance.

The two port cities of Baden's Bluff and Erenhead, meanwhile, suffer a unique attention from their conquerers. They are neither completely cut off from hope, like the communities in the Northlands, nor are they totally given over to corruption like the southern metropolises. Erenhead seems to have suffered the more for the two, being the landing point of the dark wave that fell on central Erenland at the beginning of the Last Age. Its body was broken, its towers toppled, the stone of its walls turned to liquid beneath the heat of dragonfire and made to run like icemelt into the moats beneath. Baden's Bluff was well protected in a way that Erenhead could not be, however. Its ultimate defense began in circumstance, when the forces of the dark god passed it by utterly, and ended in cleverness, for when their foes returned, they found a peaceful and accommodating town waiting to be taken, wholly abandoned by its ruling family and their knights. Its body therefore remains whole . . . though its soul is another matter.

Ways and Traditions

Religion

Sailors are possessed of a strange combination of pragmatism and superstition. They keep a lookout for natural predators with crossbows or axes close to hand, yet they are the first to drop offerings over the side or make prayers to ancestors when they think spirits are about. The creatures and spirits of the Pelluria have always been a concern for those who sailed its waters, but since the coming of the Shadow it seems that even the usually harmless creatures have become vicious and the truly dangerous creatures have become even more fearsome. Many blame Izrador, claiming that his legates have used their black ways to turn the creatures of the sea against the world and seeded the waters with foul, unnatural beasts far worse than any wizened sailor has ever seen before.

The Great Houses

House Torbault

House Torbault has a long tradition of leadership and honor among the Great Houses of the Dorns, and governed from the city of Erenhead. Its trading fleets dominated the southern coast of the Pelluria and it built tremendous wealth as the gateway to trade with southern Erenland. The Torbault family was the first to take the oaths of fealty at the Conclave of Kings that founded Erenland and the first to ally itself with the Sarcosans through intermarriage in the early years of the young nation.

The last prince of the Torbault line, now called Hedgreg the Last, died on the deck of his flagship during the Last Battle. He was only 17 years old and the last Dornish crowned prince to stand against the Shadow. He burned to death in the breath of a dragon.

House Baden

House Baden ruled its lands from the south shore city of Baden's Bluff. The Badens were a small clan but clever and resolute. They ran a profitable shipping fleet and courted elven and Sarcosan traders. Their capital became a cosmopolitan city to rival Highwall, and when the end came, House Baden sent its sons to battle.

Agents of House Baden had long been living in secret in the capitals of its rivals, and though the final betrayals came too quickly for the Baden clan to stop, they did escape the purges of the traitor lords. The Baden heirs and their loyal agents now hide within the occupied cities, working to support the resistance and seeding hope where they can.

House Orin

House Orin was a small but proud Dornish house. Its ancestral castle was in the coastal foothills town of Low Rock, in the shadow of the Kaladruns. Situated at the mouth of the Torbrun River, Low Rock and House Orin became the natural port of trade with the dwarven cities of Idenor and Calador. Over time, the Orin clan became the dwarves' closest human allies, and Low Rock became known for its high dwarf population.

Now, Low Rock lies in ruins and the heirs and loyal followers of House Orin have retreated into the mountains where they fight off orc invaders side by side with the Kurgun. Many have even been accepted as full members into Durgis Clan and have begun adopting the tattoo markings of the Kurgun.

Against the Shadow

The Pirate Princes

The Pirate Princes, as they are called, are all heirs of the Norfall royal family—three brothers, one sister, two cousins, and an uncle. This fleet of pirates is led by Captain

Jaden, the eldest of the brothers, and the orcs consider him the scourge of the Pelluria. The orc fear of drowning is so acute that even the mention of these sea raiders makes them nervous. The Pirate Princes spend most of their efforts hunting and sinking troop carriers and taking supply ships as prizes. For each ship they lose, they take three, and slowly their tiny fleet has become a sizable flotilla. Still, they are outnumbered, and they are forced to depend on surprise and their hidden harbors in the Corbron Isles to avoid the orc oar galleys sent after them.

Jaden Norfall is third eldest of the seven Norfall heirs that captain the fleet of the Pirate Princes, but he is the unquestioned leader. To those that do not know him, he appears every bit the handsome, arrogant, foppish, good-for-nothing heir apparent of a once-great noble house. On the open water, however, he is a sea captain of unmatched skill and cunning. Countless times he has out-maneuvered superior numbers of orc and collaborator vessels, always coming away victorious, enemy ships aflame in his wake. He has forged his love of the sea and knowledge of its ways into a powerful weapon for resistance and revenge. Though the man seems charmed and all but invincible, Jaden's kin fear that his increasingly bold actions and hunger for vengeance may soon be his undoing.

Badens' Bluffs

In a selfless, strategic move that likely saved the lives of thousands of his subjects, Fedrick Baden ordered his people not to openly resist the orcs but to live on as best they could. He bid them strike from the shadows but only when certain of both a deadly blow and a sure escape. The king and his court then abandoned the family keep and melted into the populace of the city. Since then, the heirs of family Baden and their agents have spread out into the remaining cities of the Northlands where they lead a hidden war against the forces of the Shadow. It is likely that the ships they set ablaze, the officers they assassinate, and the information they gather has a greater impact than all the bloody raids and lauded last stands of the other insurgent Dornish outlaws combined.

The quiet and underground resistance of the populace of Baden's Bluff has served to make the city a sanctuary of sorts for outlaws and smugglers working against Izrador. These insurgents know not to make open war in the city and use it instead as a refuge for rest and resupply. Baden's Bluff's proximity to Erethor also makes the city an important staging point for smugglers that parley with the elves, trading raw ore, foodstuffs, and information for elven blades, arrows, and magic. As a result, gnomes are common in the city and even elven agents occasionally come to Baden's Bluff, knowing it is the only city in the Northlands where they will not be quickly betrayed to Izrador's minions.

The members of House Baden are many, and they largely escaped the pogrom of the traitor lords. When the final attacks began, they ordered their people to resist the Shadow, but carefully and in secret. The heirs themselves ghosted into the population at large, and now their descendants and their agents work in the shadows, fighting a clandestine urban war against Izrador.

Site and Features

Baden's Bluff

The Baden family keep is built on a low bluff at the head of a wide peninsula that hooks out into the blue waters of the southern Pelluria. The heart of the city occupies this point and is cut off from the mainland by a high wall that runs east to west across the base of the small cape. In the earliest days of the city, many canals were dug into the peninsula to serve as both protected harborage and waterfront docks. Over the intervening centuries, the channels were further excavated to provide more building stone, and now the city is a maze of water-filled canals running throughout, spanned by countless foot and cart bridges. The canals make for convenient transportation of goods and passengers by small flatboats, but they create a confusing cityscape for any visitor unfamiliar with their layout.

The city was left relatively untouched by the immediate ravages of the orc invasion and has weathered the intervening years well. Currently an uneasy, unspoken truce exists between the false count who rules there, supposedly a bastard of Baden blood, and the insurgent resistance, who seem to know just how far they can push the local puppet lord and his orc or legate keepers. As the most direct supply point to the offensive on the elven forest of Erethor, the rebels that make their homes there seem able to deal more direct blows to those who displease them than is possible elsewhere. Rather than razing an entire neighborhood in retribution for the killing of an orc, the masters of Baden's Bluff simply chock the loss up as a casualty of war and go about their days. Additionally, the bounty of the sea helps to curb the economic devastation that plagues surrounding lands. Though still hard, life in Baden's Bluff is much better than it is in any other of the Northlands' larger cities.

The Corbron Isles

The Corbrons make up a large archipelago of treacherous reefs and rocky, heath-covered islands that were once home to little save fishermen and sheepherders. Now, a century after the fall of the north, the islands are the secret harbor refuge of the Pirate Princes of House Norfall.

The navy of House Norfall was always one of the largest and most powerful of the Dornish fleets, dominating the Pelluria for centuries. As part of the Norfall fiefdom, the Corbrons were a strategic port and key to their naval strength. The fleet's captains carefully charted the seemingly impenetrable reefs surrounding the islands and House Norfall eventually established a base there, expanding a series of caves running through the low bluffs in the heart of the archipelago.

Known as the Waterkeeps, the warren of caves would eventually become a safe haven for the Norfall resistance when the great houses fell. The complex and treacherous reefs serve as natural barriers to the largely inept orc and goblin-kin sailors; though there have been many attempts to land orc troops on the islands, they have so far met with disaster, a fact to which shipwrecks scattered across the reefs offer

mute testament. Even those that land safely are unable to divine the caves' whereabouts, as many entrances are underwater most of the time and those that are not are kept well-concealed.

The greatest threat to the Waterkeeps and the Pirate Princes is the great dragon known as the Wrath of Shadow. If the creature were to commit time and effort to hunting down the Princes' harbors, it would undoubtedly find them and kill all within. Luckily for them, the beast seems to have other priorities, whether it is to burn the elves from their home in Erethor or to squat atop Theros Obsidia as Izrador's most trusted guardian. To protect the pirate fleet itself from the dragon, magical attacks, or even sabotage, the Princes never allow more than a handful of ships to moor in the islands at any one time.

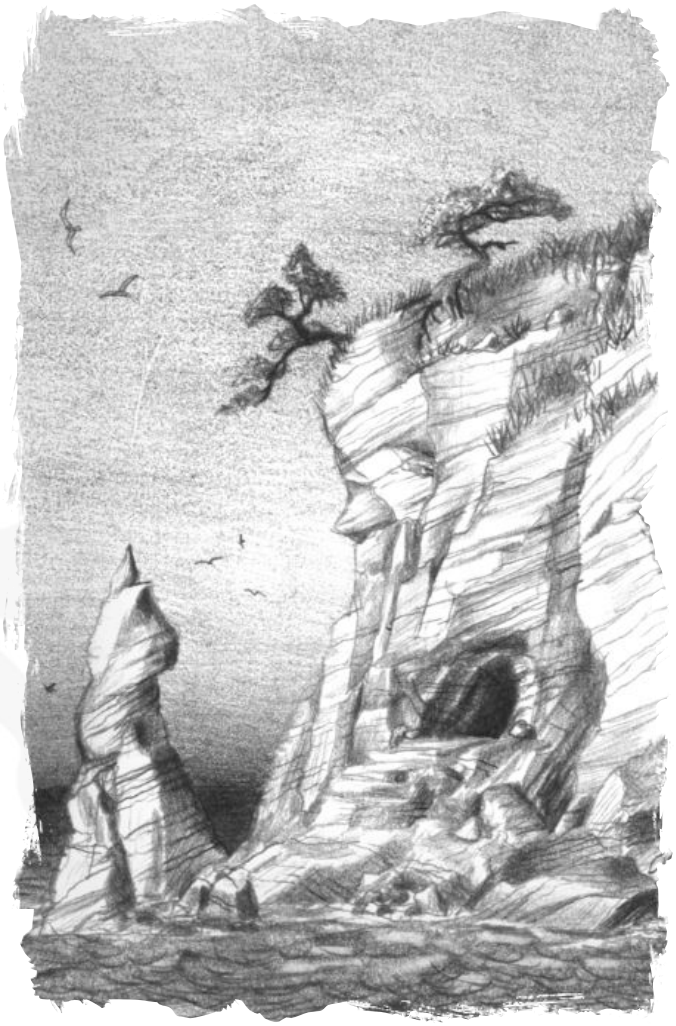
Dragon Island

While the Corbron Islands are a refuge for the brave and the living, Dragon Island and its nearby isles are the resting place of the evil and the dead. This group of wide but barren shoals, sand bars, and stony islands is devoid of vegetation and shrouded in perpetual mists.

Scattered across the archipelago are the broken and tattered remains of dozens of destroyed ships, having limped here for refuge when the dark god's fleet set sail and finding only death. Expecting the survivors of both land and sea to seek refuge here, one of Izrador's Night Kings wove dark magic into the mists that captured the sanity of all who came within their grasp. In the midst of forging plans of resistance and plotting rescue operations, loyal sailors and soldiers began to slaughter their shipmates. The insanity spread like a plague, and soon the islands and their would-be insurgents had become nothing but a nest of Fell.

As the Last Age dawned, others sought shelter here or came in search of kin they knew to have headed in the islands' direction. Though the spell that caused a murderous insanity had departed, a more natural madness gripped many who saw what remained of their comrades. Others did not realize until too late what their allies had become.

The shoals and islands are now awash with countless bones, bleached white by water and sun. Some of the bones are ancient and others still bear rags of flesh, but none is of a wild creature—animals smell the death of this place, and avoid it. These skeletal remains of men and fey cover the beaches in thick wrack lines, and are scattered inland by storm waves and winds. Rummaging among them, subsisting on marrow instead of meat and constantly degrading into weaker and more mindless husks, are varying stages of Fell. The orcs sailing from Davindale are occasionally allowed to bring along a prisoner so that they might throw him to the island's inhabitants, and the dismal mercenaries stationed on the Pelluria have been known to keep themselves entertained by throwing the ill or wounded onto the islands' shores. In this twisted way, the island's curse continues, claiming new victims regardless of race or allegiance.



Erenhead

Erenhead is built around the headwaters of the Eren on the very shore of the Pelluria. A massive stone causeway called the Peredon bridges the river in the middle of the city, connecting the riverfronts of the two halves of the settlement. The buildings are predominantly Northman in construction, made of large limestone blocks, though the most recent pre-war construction is Sarcosan in style.

Erenhead is now an occupied city and though most of the town still stands, much of its original human population fled south ahead of Izrador's invasion. Izrador's armies use the city as a naval port and staging area for southbound supplies and troops. At any given time there are 10,000 to 30,000 orcs, goblins, and miscellaneous other minions of the Shadow in the city. There are still 3,000 to 4,000 humans, mostly Erenlanders, trying to eke out an existence in Erenhead and the surrounding lands and perhaps 10,000 halfling slaves working under goblin masters. There is a rotating population of 1,000 to 2,000 gnomes in the city involved in various aspects of troop and supply transport for the orcs.

The Ghost Ship

Sailors of all races tell tales of moonlit nights when the water is becalmed and the air is still. They tell of a fog that rises slowly from the water to roll over the decks and play tricks on the eyes. The stories say that this strange vapor brings with it a curse from a past age, that it brings with it the Spirit Ship of Captain Slynn.

In the darkening days at the end of the Third Age, Captain Slynn was a notorious pirate who terrorized fleets across the Pelluria. Gnomes, humans, elves—it did not matter, they were all fair game. Some say Slynn was a Sarcosan princeling banished from his people. Others say he was a dwarrow who led a bloody mutiny against a gnomish trading company. All agree he was as vicious as he was cunning and that he was a supreme seaman, forever out-sailing and outwitting the navies sent to capture him.

Even the most notorious eventually meet their ends, and there are many legends about Slynn's final defeat. One version tells of how he was betrayed by agents within his own crew and fed to a sea dragon. Another tale tells of how the Norfall fleet finally caught up with him, and rather than surrender he lit his own vessel on fire and rammed it full-sail into the Norfall flagship. Still another says that when the orc horde flooded across the Pelluria in prelude to the Last Battle, Slynn and his crew fought like sea demons, sinking a dozen orc vessels before the breath of a dragon incinerated their ship.

However Slynn met his end, the tales sailors tell of him now are eerily similar. They say that on nights when the strange mist rises, the sounds of a ship hard under sail can be heard, and that the taint of burning wood and flesh can be smelled in the fog. They claim that a fiery glow is sometimes visible through the mist, and the disturbing sound of raucous laughter fills the night air.

The Maw

During the pitched fleet engagements that preceded the Last Battle, an elven merchant ship was set upon by a trio of orc galleons. What the orcs did not realize was that an avatar of the Witch Queen was aboard the vessel. Knowing there was no escape for the elven ship or its crew, the Queen channeled a powerful spell through her avatar, creating a terrible and vast whirlpool that pulled all four ships down to their doom.

Perhaps it was the abject fury of the Witch Queen, or maybe it was the sacrifice she made of her own people, but whatever the reason, the power she cast into the spell had unexpected and permanent consequences. 100 years later the massive whirlpool she created still roams the Pelluria, an elemental force that strikes fear into the hearts of sailors of all races.

The gnomes call the frightful hole in the sea the Mouth of the Pelluria. The human pirates simply call it the Maw, and the orc name for it translates as Down to Death. The pool varies in size, but is usually over 200 feet across. A horrible, sucking roar howls continuously from its depths, and its dark, wet throat reaches all the way to the sea floor. The whirlpool moves more or less with the prevailing currents, but has been know to make sudden, unexpected changes in course.

Because the vortex reaches to the sea floor, its violent action continuously tears at the muddy bottom. As a result, the pool usually leaves a wide tail of suspended sediments drifting in the water behind it. The tail is sometimes over a league in length and is often the only sign to passing ships that the errant spell is dangerously close.

The pool inescapably draws in any vessel or other floating object that comes within 100 feet of its edge, and ships are sometimes endangered at even greater distances. Anything sucked into the Maw is dragged to the sea floor and spit into the depths where it is instantly crushed, its occupants all but sure to be drowned.

Central Erenland

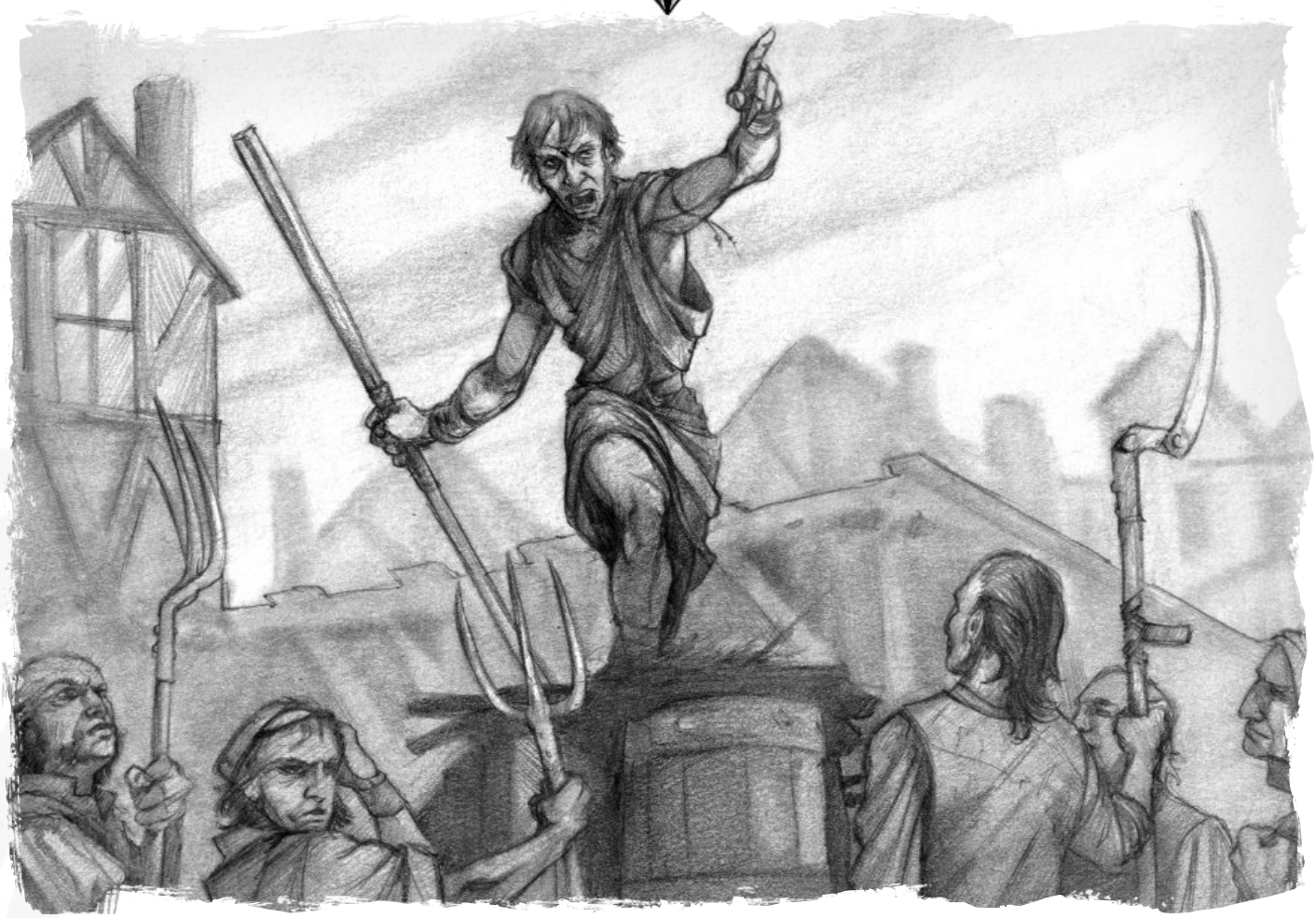
This is a land forgotten by history. The north is the land of the Dorns and their long legacy of war and struggle, while the south is the land of the great cities and ancient monuments of the Sarcosans. In the middle is the unassuming plain that is at once the heart of Eredane and the backbone of the Kingdom of Erenland. This is a land of farmers, shepherds, tradesmen, and hunters, not of princes and kings. It is a land of hard work and simple things, but there is magic here, too.

— Ilsrid of Highwall, *The Lands of Aryth*

The lands between the seas of Eredane, the Sea of Pelluria and the lesser sea called the Ardune, are vast and sparsely inhabited grasslands. In the west, they border Erethor and are dotted with patchy woodlands and laced with small streams. In the east, the tall grass and rich soils give way to the rocky ground and scrubby vegetation of the Kaladrun foothills. The grasslands of central Eredane are known as the *noriam kedunni* or the "lands of the wandering people" in the halfling tongue.

Sword grass grows tall in this region and the occasional panock trees form natural oases on the plains. These islands in the sea of grass are rich with life, attracting many species to the shelter and water they offer and serving as good hunting grounds for smaller predators. Boro herds range across the region and prides of southern grass cats follow their seasonal movements.

The central plains are dry through much of the year, but the rains of early spring cause them to erupt with wildflowers and bright green grass shoots. The halflings call this time the *feyon ferran*, or the "time of birthing." By midsummer, the grass has passed gold on its way to brown. In the fall, the constant winds whip up dust storms laced with biting fragments of dried sword grass. The storms can move quickly across the plains and endanger travelers, and the dust kicked up by riders or even those on foot can give away their locations over many miles. Winters are cool, and occasional icy showers precede the heavy spring rains.



The History

The central plains have never been a place where history happened, but instead a grassy road along which history passed to where it would eventually occur. The central plains have been marched across and bloodied by every army in Eredane. When the Dornish invaders came up the Eren, they pushed the halflings ahead of them, enslaving those that did not flee. They brought war to the fey and doused the plains in blood and death. The Sarcosans rode across the prairie, first to battle the elves and then to conquer the Dorns. The Dornish knights later marched south to join the Sarcosans in their rebellion against the Old Empire. Then, at the end of the Third Age, the armies of Izrador swept across the undefended plains leaving a charred, broken, and bloody swath behind them.

When the halflings first wandered the central prairie, they lived in a bountiful wilderness unclaimed and unblemished by any fey or human. Their small farming villages and nomadic camps stood in harmony with the natural cycles around them, and a primal peace lay across the land. When the Dorns and then the Sarcosans invaded, the halflings' peaceful existence was first broken and then shattered by the brutality of the invaders. Though the wars always ended and periods of social prosperity came between, the halflings never truly recovered their trust for humans and never again knew the ethereal peace under which they had once lived.

The halfling people resumed their lives in the high plains after each invasion, each time a bit more wary than the last. With Izrador's invasion and the enslavement of the halflings by his minions, the race was forced to finally abandon its ancestral villages and hunting grounds. The halfling people were driven either east or west to the margins of the plains. Those that fled now stand divided by the Eren and the orc armies that patrol it. A few small tribes live as nomadic herders in the rugged rolling hills of the eastern plains, while several small farming villages have been established in the isolated regions of the southwestern savanna. Those that did not flee have been captured and enthralled by goblin-kin slavers and forced to serve orc and human masters from the Pelluria to the Kasmael.

A new breed of people have come to look on this central heartland as their home, as well. While the halflings are marked by their conspicuous stature as potential slaves or food for their orcish conquerors, the Erenlanders are as commonplace as can be. Neither a defeated and bitter people, like the Dorns, nor a treacherous and uncertain foe, like the Sarcosans, the Erenlanders simply survive. While the halflings have been exiled to the peripheries of these lands, the Erenlanders have taken their place in the land's heart as sturdy, practical people living as best they can in an occupied homeland.

The People

Most halflings live under horrible conditions as slaves to the minions and human cronies of Izrador, and have lived as such since the conquest of the south almost 100 years ago. The halflings live in pitiful circumstances, forced to endure endless labor, malnourishment, brutal masters, and the constant threat of sickness, punishment, and death. The lot of the halfling slave is perhaps the foulest manifestation of Izrador's vile war. Most of this suffering takes place elsewhere, however, in the regions to the north or south to which the halflings have been removed. Of the more than 160,000 halfling slaves living in Eredane, only a small fraction of this number, perhaps 30,000, actually inhabit the orc camps and outposts of the central plains.

In the southwestern savanna, 25,000 free halflings still live along the borders of Erethor. They dwell in small villages farming the land and raising livestock like boro and sheep. Their traditional ways defy the Shadow and they live under the constant threat of the orcs' raids and enslavement. There are powerful channelers among them, however, and these clever magicians are often able to offer their tiny villages arcane protection against discovery.

In the eastern plains, where grasslands become the Kaladrun foothills, live the many small nomadic halfling tribes. They roam the rolling hills of the high plains, herding livestock and hunting. They protect themselves by staying forever on the move, making little impact on the land and carefully hiding their trails. Only 15,000 halflings still live this ancient lifestyle.

The central plains are also home to many humans. Erenlanders of mixed descent are the most common people in the region, living in small farming villages scattered across the grasslands. There are also many of Northman descent living among them whose ancestors fled Izrador's army and settled the plains as refugees of the war. There are about 250,000 Erenlanders and 50,000 Dorns living in the central plains.

Settlements

Traditional halfling villages are unique in their architecture and make almost as little impact on their surroundings as the tree-cities of the elves. The buildings are half buried, with wooden rafters supporting green sod roofs that are part of the surrounding turf. The floors and walls are tamped and earth-lined with river pebbles or mud stucco. Doors, window shutters, and other furnishings are typically made of boro hide worked into useful forms and beautiful designs by master halfling craftsmen.

Ensorceled gardens provide each household with a bounty of vegetables and other fields are used to grow the herbs, spices, and tobacco the halflings still secretly trade with their elven kin and sometimes with the gnomes. Nearby streams provide water for domestic use, livestock, and irrigation. Wastes are used for fertilizer and dried animal chips are used for cook fires and heat when hearthstones are unavailable. Livestock is left to wander about unpenned, but shepherding wogren keep the stock from straying too far and protect it from plains leopards and grass cats.

The nomadic halfling tribes in the east live in clever hide tents that are warm, windproof, and waterproof homes as cozy as any permanent dwelling. These shelters are spacious, at least for their small stature, and feature many pockets, hanging storage nets, and warm fur-covered floors that serve double duty as soft beds. They are easy to put up and take down and fold into small bundles that are easily carried on wogren.

The nomads' preferred campsites are within the shelter of panock tree oases. Panock trees are squat, sprawling trees that grow in the hollows of the central plains. They have thick canopies that block both sun and wind and advantageous branches that grow as secondary trunks, so that one tree looks like a grove of 50 all sharing a single crown. They are usually found near springs or seeps and valuable forage grows sheltered beneath them. The water and forage also attract game animals, and so make the oases good hunting grounds as well.

Like their inhabitants, the Erenlander settlements of the central plains are hybrids of the low brick architecture of their Sarcosan ancestors and the stout limestone construction of their Northman parents. In some instances, the individual buildings are each one style or the other, arranged in clusters or districts that follow the cultural practices of either the north or the south. In other cases, where the Dornish and Sarcosan cultures are better mixed, the buildings are curious but practical combinations of the two styles. Their skeletons might be built like Dornish dwellings, with underlying walls of quarried limestone, though they are plastered over with dark stucco and decorated with elaborate mosaics. Like Sarcosan buildings, the structures tend to single story, round walls with open interiors, but as in Dornish settlements, the towns are often encircled by defensive walls and water-filled moats. Originally intended to keep out orc raiders, against whom any rebellion would be suicide, the defense works now protect settlements from human bandits, the Fell, and other monsters that wander the nighttime plains.

Large crop fields and open range livestock pastures surround most Erenlander towns and villages. Though the abundant farmland means the residents are better fed than many humans, it also subjects them to higher food taxes and more frequent raids.

Language

Halflings speak a language that elven scholars believe is a derivative of the tongue of the Danisil elves. There are increasing dialect differences among the separate agrarian, nomadic, and enslaved halflings that amount to accents that only halflings themselves actually notice. Most halflings, and especially those who are enslaved, speak pidgin Orcish and pidgin Colonial. It is also not uncommon for them to speak Jungle Mouth, Erenlander, and Trader's Tongue.

Erenlander is the hybrid tongue born in the central plains as Dornish and Sarcosan cultures intermixed. The tongue was originally a pidgin glot of both Norther and Colonial, but over time it became a true language of its own. Almost every Northman and Sarcosan speaks a little Erenlander, just as most Erenlanders speak a little Norther or Colonial.

Governance

Each village of agrarian halflings is guided by the wisdom of a small council of elders. This group, called the *duah*, or "wise kin," makes most of the decisions about issues affecting the whole village and always takes pains to consider input from the younger members of the settlement. Membership in the duah is essentially a matter of age: in more peaceful days, a halfling that reached 120 years of age was expected to take her place on the council. Sadly, most councils today include only one or two such venerable individuals, with the rest as young as half that age. Work and resources that are needed for the community are contributed by the residents as a whole. This simple social ethic has served halfling farmers for thousands of years, and even in these dark times they see no reason for things to change.

Nomadic halflings are governed by a chief known as the *basra*, or "guiding one." Every year, on the night of the spring equinox, the standing basra and any challengers to his leadership undergo a grueling series of traditional physical, mental, and magical challenges called the sohal. Whoever wins the competition is made basra for the upcoming year. The lifestyle of the halfling nomads is a hard one, especially in these days of the Shadow. It is therefore vital that the most able among them guide the tribes.

The halflings enslaved by the minions of Izrador have only the governance of their evil taskmasters, and are forced to suffer wretched lives under their leadership. The idea of a fair or equitable system under such conditions is ludicrous.

Erenlander settlements, meanwhile, suffer the same domination by puppet governors, orc war chiefs and legate overlords as all the human lands. While many Dorns and Sarcosans assume Erenlander towns must accept domination with little regret, having less cultural heritage to bolster them than the Dorns or Sarcosans, the truth is that they often chafe even more angrily beneath the dark god's yoke. Their loyalty to the Kingdom of Erenland, after all, is not diluted by older familial or cultural traditions; as the true children of Erenland, they could be said to have lost the most when their kingdom fell.

Most Erenlander settlements are small and lack the strategic importance to merit direct overseers or garrisons. As a result, they are often left to fend for themselves, and most now follow the old tradition of Dornish sheriffs. Dornish sheriffs were selected on the basis of house lineage, and the position was as much one of prestige as it was one of authority. Because Erenlanders seldom feel bound by the same traditions of social rank as either of their ancestral lines, Erenlander sheriffs are selected by popular nomination rather than social standing. As a result, many sheriffs serve reluctantly but well, typically abiding by the same strengths of character that recommended them in the first place.

Erenlander sheriffs have more authority than their historical counterparts and are primarily responsible for defense administration, resource allocation, and dispute resolution. Most keep counsel with a group of elder advisors, including any previous sheriffs still among the living. By long standing tradition, however, every adult member of a settlement has the right to be heard by its sheriff, and at any time may call for a vote to remove, or reaffirm, the current sheriff.

Trust in the Last Age

As free as they may be to raise their crops and defend their homes, no Erenlander is given leave to travel far beyond his community (nor would any but a well-armed individual get far once night fell). Only fugitives have the means and the need to travel alone or in small numbers across Erenland without an accompanying guard of orcs. Thus, when a stranger comes calling at the outer fields of an Erenlander village, the reaction is often even more desperate than if a shambling corpse had come among them. Undead, monsters, and bandits can be fought, perhaps with some loss of life to the community . . . but the stain of having interacted with a fugitive can mean certain, inescapable death for every man, woman, and child of a farmhold.

Regardless of their reaction to the stranger, the legates and the orcs would ask questions for which there was no right answer. Where did he come from? Where was he going? Did he bear weapons? Did he know magic? If they knew much of him, they would be asked why they spoke with him at all, and perhaps be accused of consorting with the enemy. If they knew little of him, they would be asked why they didn't find out more, and be accused of being derelict in their duties. Worst of all is when such strangers evade capture completely, and the occupiers are left with only the villages upon which to vent their rage.

Religion

Like their Danisil kin, halflings do not claim an organized system of religion or pray to higher gods, but they do pay homage to the various nature spirits that influence their daily lives. While their ancestors called on the spirits of the jungle, halflings call on the spirits of the open plains. These entities are often personalized as more ethereal and unfocused than those of the forest, which seems in keeping with the vast and austere nature of the plains.

Farmers make offerings of their own blood to the spirits of the soil and as fertilizer to plants they grow. Each farmer sacrifices a choice boro calf every spring by cremating it and spreading its ashes in the grass of the pastures. They believe this keeps the grass spirits from poisoning the rest of the herd.

The nomads pay homage to the spirits of the panock trees by burying their dead in their shade. They ask the panock spirits to aid their hunts and to hide their camps from spying enemies. Nomad hunters also fend off the feral plains spirits by leaving blood and a bit of meat at the site of each kill to assuage their hunger.

The Dorns have long been ancestor worshipers, and the Sarcosans pay homage to a pantheon of heavenly riders attended by the spirits of their forefathers. Erenlanders, as with so much of their culture, have over the centuries com-

bined aspects of both ancestral traditions to create a hybrid religious faith. It was natural for Erenlanders to meld tenets of both faiths into a single whole that focused on the accomplishments of their ancestors and their ascendance to the heavenly host.

Most Erenlanders now believe that the spirits of their deceased ancestors actively watch them from the stars of the night sky. They believe their every action, noble or nefarious, is judged against the inevitable day they will stand before the spirits of their ancestors, entreating them for admittance to the starry halls of the afterlife. Most also believe that though their ancestors cannot grant direct boons, they can provide insight and advice though portents and signs. It is therefore common for Erenlanders to see deep meaning and divine messages in what others might consider mundane, everyday events.

Erenlanders follow the human practice of cremating their dead but do not use ancestor rings like their Dornish ancestors, nor do they feed the ashes to their horse kin in the way of the Sarcosans. In their typically practical way, they instead spread the ashes on their family fields, both to add the blessings of their ancestors to their lives and to add good fertilizer to their soil.

Trade and Craft

Leather and Lace

Halflings are clever and unrivaled craftspeople when it comes to working leather and weaving cloth. For thousands of years, these skills were a mainstay of halfling trade. The gold they earned trading leather boots, saddles, armor, bolt cloth, blankets, and finished garments were used to buy the various metal tools and weapons they needed.

Though the hides used to make most halfling leather goods are typically boro skin, they also use goat, rabbit, and grass cat pelts for special purposes. Most weaving is done with sheep's wool, though boro hair and some prairie plant fibers are used to make special yarns and threads as well.

Spice of Life

Halfling farmers were once famous across Eredane for both their spices and pipe tobacco. Halfling cooking is even spicier than Sarcosan fare and the herbs and other savory blends halflings once traded were valued commodities. Halfling farmers also produce a variety of prized pipe weeds that were coveted from Caradul to the Kaladruns. They range in taste and effect from fruity, after-dinner digestives to bitter, hallucinogenic smokes that users claim allow them to see into the spirit realm.

These products were also key elements of the halfling trade economy and were once sold all over Eredane. Now halfling leather, textiles, and agricultural goods are seldom available anywhere but in Erethor. Halfling craftsmen still trade with the Danisil, running secret caravans to the edge of the jungle several times each year to deliver stockpiled goods. In exchange, they receive steel tools, hearthstones, herbal brews, and even occasionally enchanted items.

Tilling the Soil

The Erenlanders' Dornish ancestors may have come from a warrior race, and their Sarcosan forefathers may have been nomadic horse lords, but the Erenlanders have always been farmers. Even before the fall of the kingdom, Erenlanders worked the soil and raised livestock, and it was through their labors that most of the great cities of the south were fed. Now, it is through this skill that they survive in the Last Age.

The soils of central Erenland, especially along the Eren, were the richest in Eredane. The mild climate made them excellent farm and pasture lands. For centuries Erenlanders tilled the land, growing wheat, corn, and barley, and in the river valleys rice, root vegetables, and fruit. They raised boro, sheep, goats, and pigs. The food they produced not only fueled their limited economy but provided over half the flour, meal, and salted meat that fed the cities of Alvedara, Cambrial and Sharuun.

Then the wave of orcs, accompanied by goblin-kin, creatures bred from the black pits in the north, and even giants, tramped southward, destroying everything in their path and absorbing all of the farmers' stores for the coming war effort against the fey. Enough Erenlanders had survived, however, whether by hiding or surrendering, to begin their lifestyles once more, to repopulate the areas that had been decimated. For decades the Erenlanders worked the savaged land, subsisting on what little the tithe-masters would leave them. As the Last Age enters its 100th year, finally, the land has begun to recover and families have begun to lay aside stores of surplus. The hard work that has provided such bounty is both their salvation and their bane. They are able to produce and consume more than most other humans in Eredane, but it is only a matter of time before the minions of the Shadow realize how much more they can supply. If the tendencies of the tithe-masters of the past can be used as an indication, they will soon begin to demand higher and higher quotas in a race to appease their masters, eventually presenting demands that will be impossible to meet. The Erenlanders will then have a choice: to let the minions of Izrador bleed them dry and watch their children die of starvation, or to withhold enough food to feed their families only to watch them be slaughtered in retribution.

Ways and Traditions

Way of the Wogren

Outlanders think they are simply big dogs, and the elves believe they are descended from dire wolf packs that migrated from Erethor to the open plains, but the halflings

know otherwise. They know the wogren are the kin of spirits, and that they choose to live among the halflings as a debt of honor and friendship.

The legends say that long ago, in the Time of Years, Keela, the Spirit Mother of the Plains, was attacked by a zeedrith, a foul sort of entity older than the plains themselves that survives by hunting and consuming other spirits.

Utham, the Hunter of the Tall Grass Tribe, witnessed the attack and without thought threw himself into the fray. His tiny stature and wooden spear were small distraction to the fell creature, but enough that Keela was able to bite its throat and kill the demon.

Utham was mortally wounded and beyond the power of even the Spirit Mother to heal. In gratitude for his help, Keela took Utham back to his tribe and delivered the dying halfling to his mourning family. Keela wept along with them, and where her tears dropped onto Utham's body they mixed with his blood. From those pools of blood and tears, born of sorrow and of honor, sprang seven small pups akin to those of wolves, but were of both spirit and the flesh.

Keela told the tribe that these pups were wogren, spirit creatures that in ages past had watched over them. She bid them care for the pups and promised that for as long as they showed the wogren the same loyalty and friendship Utham had shown her, they would serve the halflings as their closest friends.

Whether the tales of their origins are true or not, wogren have been an integral part of halfling culture since before the First Age. They are often mistaken for large wolves, but there are distinct differences. Wogren are stouter, with thicker bodies, larger feet, bigger eyes, and longer tails. Their jaws and teeth are formidable, and like cats, their claws are sharp and retractable.

Wogren are friends, allies, and servants to the halflings. They are playmates and nurses to the young and companions to the old. They shepherd flocks and protect villages from predators and orc raiders. They serve as mounts, messengers, scouts, and hunters. All they seem to want in return is the same loyalty and friendship they offer. As a culture, halflings are dedicated to their wogren companions and feel an abiding and vital kinship with the creatures.

Wogren are so long-lived that many believe they are immortal. Female wogren may whelp only a few times in a century, and a wogren birth is cause for great celebration in the community. Wogren are not owned by the halflings they befriend. Instead, they are true allies that live in a sort of symbiotic relationship with the diminutive fey. Every free village or nomadic tribe typically has eight to 12 adult wogren and perhaps two or three juveniles that are part of the community. Individual wogren often form closer bonds with certain halflings, and most such pairs are inseparable. Though they come and go as they please, wogren seldom travel far and are always close at hand in times of trouble.

Wogren seem at first glance to be animals, but they are uniquely intelligent. Their senses are almost preternatural and many believe they truly do have spirit blood. Though they can bark and howl, they seldom make any noises at all and seem to communicate with each other without sound; halflings that spend enough time around them seem to learn whatever body language or signs allow for the feelings and tones being communicated, if not the exact meaning. Wogren, on the other hand, seem perfectly able to comprehend halfling words as well as being uncanny readers of their emotions.

Wogren populations suffered badly during Izrador's invasion. Every halfling village or tribe that was enslaved was protected by a pack of wogren, and every one fought to the death to protect their fey kin. For every group of halflings taken, an entire pack of wogren was exterminated. Now the wogren are even rarer than the small bands of halflings among which they live.

Boros of Burden

The halflings long ago domesticated the boro, and though the species they now herd is far more docile and not nearly so large as its wild cousins, it is still strong enough to serve the halflings as beasts of burden and draft animals. Halfling farmers use their boros to plow fields, tow small wagons, and power their millstones. Nomadic halflings use elaborate harnesses to support pole and leather frames slung between pairs of boros. These sedan-like transports serve to carry cargo and passengers slowly but surely across the plains.

A Magical People

Like their elven cousins, the halflings are an inherently magical people. Children begin to learn their first cantrips by the time they can walk, and many adults become able hedge wizards. Their daily lives are made far easier by their use of simple magics, and halflings were once known for their constant magical fiddling and experimentation. In fact, the sheer variety of elementary spells known across Eredane is due primarily to a long history of halfling magical development. There is also a long tradition of the most powerful halfling channelers taking on apprentices from among those that show the greatest potential. The skills they pass on assure that there are always able magicians among their kind.

Under the reign of the Shadow, the pervasive nature of halfling arcana has become a danger, as it attracts the unwanted attention of Izrador's legates. Many of the most powerful magics cast by halfling channelers are intended to hide the scent of lesser magics from these "witch takers." Additionally, wogren seem uniquely sensitive to the presence of the legates' strange familiars, called astiraxes, which in turn seem to particularly fear the halflings' canine kin. As a result, unless they are accompanied by more formidable forces, astiraxes rarely approach settlements protected by wogren.

Magic is even common among the enslaved halflings. So long as they use their innate magic and do not venture into actual channeling, the slaves' arcana goes unnoticed and do much to ease their suffering. With these tricks they can ensure that their food and water will keep them healthy, that their wounds will heal without infection, and that the young among them will have a greater chance at fending off the heat or cold. Without these simple spells, the life of the halfling thrall would be much shorter, and much less bearable.

More Than Walls

The orcs grudgingly recognize the value of Erenlander farm communities and, other than punishing those that fail to make their tribute quotas, usually leave the villages and their inhabitants alone. Most Erenlander settlements are left to their own devices, however, to fend off wild beasts, bandits, Fell, demons and other threats that stalk the plains.

To protect themselves, most Erenlander communities carefully maintain any aging defense works their villages had or build new ones if there were none before. They carefully patrol these walls and moats, and every able-bodied villager is part of the militia. They regularly drill with axes, hoes, scythes, other improvised weapons, and their bare hands. Old soldiers among them train the young, and some of the most skilled human defenders have been born in the skirmishes these villagers are frequently forced to fight simply to protect their homes.

Though the fields and pastures are scattered outside the defense works, every villager lives within the walls, and when danger threatens the reaction is typical in most Erenlander settlements. Watchmen on the walls sound bells or horns, and every man, woman, and child retreats into the town. The children herd as many animals into the village as they can before the gates close, while the adults take up arms and man the walls. A small reaction force gathers in the town center to reinforce where needed, and a brigade of teenagers fill water buckets with which to fight any potential fires.

This frequent training and constant readiness accentuate the typical Erenlander ethic of practicality, open-mindedness, and self-reliance. Centuries ago they learned that the ways of their ancestors were not always best and that to survive they had to adapt to meet the challenges of their unique lands and lineage. Now, in the darkness of the Shadow, this moral serves them well.

Plainsmeet

Traditionally, the nomadic halfling tribes gathered twice each year around the zeniths of Doshram in the spring and Obares in the fall. They would meet to visit with relatives, pass on news, court potential spouses, share magics, and celebrate weddings. These plainsmeets, as they were called, would last many days and were holidays that often attracted agrarian halfling participants as well.

Now, under the reign of the Shadow, plainsmeets have become clandestine affairs that are orchestrated by secret messengers and scheduled for unexpected times. They occur in distant, lonely reaches of the grasslands and last only a few days. Though the risks of such gatherings are high, the nomadic halfling culture would surely die without the renewed alliance, improved morale, and flow of new blood such meetings allow. If any one plainsmeet were to be compromised and raided by orc soldiers, the attack might very well put an end to the nomadic halflings as a free people.

Against the Shadow

The Enthralled

Perhaps the greatest wrong yet perpetrated by the forces of Izrador is the enslavement of the halfling people. The small but hardy folk make able but unthreatening laborers, and the orcs were quick to exploit this resource.

Since the early years of the invasion, goblin-kin slavers have raided halfling villages and dragged their captives to orc-occupied cities and army encampments. In these places, goblin-kin slave masters run work crews that perform all kinds of labor, from mining and farming to cooking and whoring. The conditions under which the slaves are forced to live are horrifying, and starvation and disease are rampant. Punishment for disobedience ranges from beatings to death. Halfling kitchen crews are forced to roast those that die and serve them to orc officers, though many like to kill transgressors themselves and eat them raw.

Most halfling slaves now serving Izrador's minions were born in slavery. Yet somehow, even under these crushing circumstances, most manage to maintain their dignity and strong sense of community. They refuse to betray each other, they help their fellows when they are sick or hurt, and they shield each other as best they can from the wrath of their mas-

ters. And whenever possible, they act from within to resist the reign of the Shadow.

Food that makes officers sick to their stomachs, tack and armor with severed straps, weapons that go missing, warehouses that burn accidentally, medicines that are suddenly poisoned—these and more are the battle tactics of the halfling slaves. Often individuals are caught and punished, but just as often their actions cost orc lives or save halfling ones. They become martyrs to the cause and inspire others to keep up the fight. Without the hope such activities and heroes provide them, the halfling slaves would likely have all slipped into despair and perished long ago.

The Liberators

There are tales passed around the halfling slave enclaves that tell of the exploits and promise of the Liberators. The Liberators are rumored to be a pair of escaped slaves themselves who have dedicated their lives to freeing enthralled halflings. Known only by the unlikely names of Smidge and Copper, they are rumored to be honorable heroes of great power who have even served the Witch Queen herself.

The Liberators are said to hide among the tribes of the eastern plains, from where they make their raids against goblin slavers along the Eren. The tales tell of how they sneak invisible into goblin camps and break the chains of the enthralled with only a touch. They tell of how they secret away each prisoner in tiny pockets within their magic cloaks and then steal back into the trackless plains. The stories also tell of the goblin slavers always found some days later, dead to the last, looks of terror frozen on their lifeless faces.

The Storyteller

While not nearly as vast and open as the Northlands, the settlements of central Erenland are still widely scattered. With the Shadow's prohibition on travel, this isolation would keep news of the outside world from ever reaching most of the towns and villages of the region if it were not for the Storyteller.

The Storyteller is an old Erenlander man who apparently wanders the ancient King's Roads, making his way from settlement to settlement. He appears once every year or two, walking in from the plains with an air of deliberate purpose and quiet calm. No one seems to know his name, instead simply calling him Storyteller, to which he happily responds. In exchange for a place to sleep and some supplies for his journey, he tells captivating tales to all who will listen, compelling stories that are as much descriptions of recent events in the wider world as they are admonitions against the Shadow.

The Storyteller seems immune to the normal veins of mistrust and defensiveness the Erenlanders have cultivated regarding visitors. Perhaps this is because of the supernatural air he carries about himself or the fact that the Shadow's enforcers never seem to be aware of his travels and rarely come sniffing after him. Though town elders know if their villages were discovered harboring the traveler they would certainly be razed, the hunger for news is so great they simply cannot turn him away. He spends only a day or two and then is gone again. The strange thing is that most of the eldest villagers remember the Storyteller from their younger days—and they remember that he was an old man even then.

Sites and Features

Al Kadil

Hidden in the swordgrass of the western Eren Plains is the dusty village of Al-Kadil. In the Third Age, the village was but one of a number of small trading posts scattered about the plains. When war came to the south, most of the trading posts were either destroyed by the advancing orc armies or abandoned. Al-Kadil survived due to its isolation and relative unimportance. As the Shadow's grip on southern Erenland tightened, many Sarcosans fled into the plains and Al-Kadil rapidly expanded. In 56 LA, Jahzir's armies tried to sweep the plains of freeriders; wells were poisoned, boro herds were decimated, and all sizable towns, including Al-Kadil, were occupied. Al-Kadil has since become the central supply point for raids into the plains. The town and the fight against the freeriders are both run by Hadah al-Mansur, once a freerider but now reviled throughout the plains as a false sussar.

Caderin

Caderin is a semi-permanent walled settlement in the center of the Westland plains. Crouched atop a short mesa-like mount of rock, Caderin is a dusty place whose squat stone buildings are built without windows in order to protect its inhabitants from the fierce winds and dust storms that frequently howl about the mount. A narrow trail winds around the mount and can be defended from apertures cut into the cliff face, opening from rooms that lie within the rock itself. These chambers are part of an enlarged natural cavern complex used by the original inhabitants to store food and water during the hot arcs and in which to shelter from the storms.

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

Eisin

The ruined elven city of Eisin is the command headquarters of the orc warchief Grial the Fey Killer. Eisin's place along the Felthera has turned this once multicultural trading town into a critical supply depot and transfer point. The town is thick with orcs and a frequent way station for gnome barge traffic to and from the front lines. The gnome trading companies draw lots to see who is able to stop at Eisin and go no farther, and who must step forward and volunteer to see the goods the rest of the way to Fachtendom, through an ash-filled river cloaked by a smoke-covered sky, along lands that reek of death and the Fell.

Eisin is also a frequent final destination for elven prisoners, who are subjected to Grial's torturers and interrogators for months at a time, slowly breaking them and gaining whatever information they have. Grial sometimes calls upon the legates to assist in this matter, but only does so to appease their bloodlust, fearing that they would use the information they gain for themselves. His orcs' more traditional methods seem to do the job just as well.

Grial's true purpose in keeping elven prisoners here is likely twofold, however: allowing the warriors of Erethor to hear reports of their kin and loved ones so close is a maddening torture, and every year several brave but foolish elven scouts and assassins disobey orders and make their way to Eisin on rescue missions. The lucky ones are caught and killed before they even get close. The unlucky ones join their fellows in Grial's dungeons.

Ghost Tribe

There are tales told around nighttime watch fires about a wandering halfling camp that appears as the sun sets and then vanishes again with the morning mist. The stories say the camp is more than illusion and yet less than real. They say the camp was once that of a mortal tribe that was slaughtered when Izrador's forces first came into the central plains.

The shades of the nomads supposedly appear in hopes of luring orc raiders to their doom. Legates are drawn to the ghost camp by the scent of powerful magic, bringing with them orc patrols. When the orcs descend on the camp, they are horrified to discover that their prey has turned ghostly hunter, and seldom does a single orc escape. It is also said that those not allied to Izrador who enter the camp are forev-

er trapped and become part of the eternal ambush. The tales recommend that if one ever stumbles upon a silent halfling camp in the dark of night, it is best to keep away until morning and see if it remains after first light. A few lucky survivors who have spent evenings with the ghost tribe suggest that, so long as you do not speak to the halflings therein or make eye contact, you will remain safe. None have yet had the temerity to test the truth of their stories.

The Great Still

Two or three days' ride northeast of Wogren Moor lies a mysterious region that the halfling nomads avoid and the Erenlanders call the Great Still. The Still is an expanse of plainsland that seems to vary unpredictably in both border and size but is sometimes almost 100 leagues across.

As travelers cross into the Still there is little initial sign that they have entered a hexed land, but as they continue deeper into the region, eerie clues hint at something foul. What most notice first is the quiet—a growing silence that increases imperceptibly the deeper into the area they go. The sound of rustling grass, birds, and animals slowly fade, and then the noise of one's own footfalls and voice dampen and hush until there is almost total silence.

Another dread sign is the death of the wind. The plains are a windy land, the air forever on the march. Deep in the Still, however, even the eternal wind fails, slowing first to a gentle breeze then to a dead calm, as if the very breath of the world had stopped. Farther in the air becomes stifling and hard to breathe, as if some great beast has already drawn all the value from its substance.

Animals seem to avoid the Still. No birds fly overhead, and vast herds of boro turn away long before crossing into the strange land. As a result the grasses, trees, and other plants grow taller and thicker for lack of grazing.

Most disturbing to the halflings are the tales of magic going errant within this cursed land. They claim that even simple enchantments are unpredictable there and can have dangerously random and powerful results. For this fear of uncontrolled arcana alone, the nomads carefully avoid the Still, holding the region in strict taboo.

The Still is known to have existed only since the end of the Third Age, and there is every reason to believe it originated it the maelstrom of rampant magic that accompanied Izrador's invasion of central Erenland. No one knows what the quiet place may be or what dangers it may hold. It is known only that the few brave souls who have entered the region with the intent of exploring its heart have never been heard from again.

The King's Roads

The latter half of the Second Age was a golden time for the economy of the Kingdom of Erenland. The nation was finally at peace and healthy trade brought gold into its coffers and drove the construction of great roads across the width and breadth of the kingdom.

Though the Eren River was the nation's lifeblood, it was the roads that carried goods to and from the wide flung settlements of southern and central Erenland. The roads looped out east and west from the cities and trade towns on the Eren, forming vast, wandering arcs that connected countless towns and villages and then swept back again to other settlements along the river. Seven of these great roads were planned, four on the western side of the Eren and three on the east. Five were completed and a sixth begun before the economic collapse and civil war in the Northlands at the end of the Third Age forced a halt to construction.

The King's Roads were built by thousands of Erenlander and Sarcosan laborers, working under the direction of dwarven engineers. Formed of crushed limestone gravel in some places and cobble in others, the roads often ran along raised beds and crossed streams and rivers by stout stone bridges. The labor was massive and the accomplishment a stunning testament to the might of a nation.

The roads were foremost a means to support and promote commerce and secondarily a way to quickly move troops to strategic areas should the Shadow ever break out from the north. They were also a means of quick communication as the king maintained a chain of couriers and stables of fast horses at all major junctions. Using these couriers, the king and his vassals could exchange messages in half the time it would take a missive to make the trip by river.

The roads were a great boon to trade. Hundreds of merchant caravans great and small traveled them in never-ending circles from the rivers to the southern communities and back again. On the outward trips they carried tools, weapons, spirits, and exotic items and magical goods from the dwarf and elven lands. They traded these things for halfling leather, cloth, spice, and tobacco as well as Erenlander grain, livestock, and riding horses which they would then transport back to civilization and sell.

Along the main roads, usually three or four days' march apart, the army built what became known as Road Towers. Not unlike the keeps of the Fortress Wall of the Northern Marches, albeit much smaller, these tower fortresses were intended to garrison troops in strategic regions to serve as both regional constabularies and as reaction forces against the potentiality of another orc invasion. The forts were all of similar construction: short limestone towers containing the quarters, stores, and armory for between 100 and 300 soldiers, with outbuildings acting as halls, smithies, stables, and kitchens. The forts varied in size and stature depending on the scope and security of the regions they watched over, but none were walled. They were intended to act more as lookouts, supply stations, and resting points than as actual islands of security during a siege. After all, the concept of laying siege to the entire vast plains of Erenland was laughable, or so the Erenlander strategists thought.

Now, in the dark days of the Last Age, the great roads of Erenland stretch across the countryside in silent ruin. Only those that lead to the current war fronts—the burning line of Erethor and mountain passes of the Kaladruns—are kept in good repair. Elsewhere, wind and rain have eroded away great sections and many bridges have collapsed into their crossings. Vegetation has grown over the thoroughfares almost everywhere and in some places it is impossible to even see the remains of a road. Most road towers are abandoned or taken over by orc garrisons. Many were sundered in battle and lie in ruins, while a very few of the more remote

have become havens for homeless villagers, bandit gangs, and other squatters, the towers offering at least some protection from an increasingly hostile world.

The Eren River

At the beginning of time, there was no Eren River. The Watcher saw that pinkfish would swim up to the Goil from the sea to be food for the People if there was a way for them to get here. So the Watcher went down to the sea and dug a ditch between the ocean and the Goil. The water flowed out of the Goil and through the ditch down to the sea, but the Goil always filled up again when the rains came. The pinkfish came up the new river, and the People have always had plenty to eat.

— Gnome river fable

The Eren River Valley is a long, verdant serpent that winds its drunken way from the southern shore of the Pelluria through the heart of Erenland to the coastal plains of the Kasmael Sea. In the north, the valley is narrow and bordered by steep bluffs along its eastern edge. It then widens to form the basin of the Ardune, called also the *Goil* or "heart's blood" in Trader's Tongue. Below the Ardune, the valley remains wide and green, even when the surrounding plains turn golden in high summer. As the river enters southern Erenland, it seems to wander even farther off course, and the valley all but disappears as the surrounding terrain becomes a flat and featureless sea of grass.

The Eren River itself is an ancient waterway that has worn central Eredane down into a wide plain and left its soil thick and rich. At its head, the river is fed by the Pelluria and is barely half a mile across. Its waters run clear and swift and its banks and valley walls are rocky and steep. As the waters reach the Ardune, they take on the flow of the Felthera River from the vast wood of Erethor. The rich litter of the forest turns the southern Ardune dark, and by the time the waters mix and the Eren leaves the great lake, it runs black with tannins. South of the Ardune, the Eren is a different river. Often several miles across, it is slow and shallow, dotted with sandbars, islands, and deep holes. Its banks are low, and marshy and patchy bottomland forests become common. When it finally reaches the sea, the river fans out into a broad trackless delta whose secrets are known only to boat captains and wildlanders.

Though the river cools the air of the valley and is often hidden by thick ground fogs in the morning, it has little influence over the climate of the plains. Central Erenland remains seasonally dry, and the coastal plains in the south remain humid and wet year round.

The History

As one sails up the Eren and watches the passing landscape, it is like slowly turning through the pages of some illustrated tome of Erenland's history. One page gives way to the next, passing from age to age, tracing the long legacy of trade, alliance, invasion, peace, and war that has shaped the Eren valley and the land of Eredane at large.

The great Sarcosan cities of the south sit on the long-abandoned village mounds of the first Dornish immigrants. Farther north, the bridge towers in Alvedara stand in mute testament to the lost height of Erenland culture. Old river villages, now empty or burned, and river checkpoints manned by hobgoblin enforcers tell of the Shadow's victory. The gnome vessels that pass remind one of both the lost days of open trade and the bleak economy of the new world. The Ardune, without elven ships, and the upper Eren, thick with orc outposts, speak to Izrador's continued war with the fey and long oppression of the human lands. Erenhead, once a great trading city and now little more than a rallying point for Izrador's armies, tells of the death of the Northlands.

Both the river and the history of Erenland are long, but unlike the flow of the river, the pages of Erenland's history may very well have reached their end.

The People

But for the elves and the dwarves, members of every race call the Eren valley home, though gnomes and Erenlander humans dominate this population. Along much of the Eren's length, the humans have abandoned their old riverfront settlements, retreating to the relative safety of inland villages. Though the river offers a bounty of fish and rich farmland, the frequency of orc patrols, troop transports, and goblin-kin slavers on the water makes life along its banks simply too dangerous.

No more than 10,000 humans live on the northern banks of the river, most of them Erenlanders, though eight or 10 times this number live within the rich farmlands of the river's wide valley. Most humans that now live on the river itself dwell in the larger settlements such as Alvedara and Sharuun along the Eren's southern course. There are just over 175,000 human inhabitants, mostly pureblood Sarcosans, in these river cites.

Nine of every 10 gnomes live along the Eren, and eight of these nine live aboard their family trading barges and river barques. The only exceptions are those that live in small riverside villages or among the humans in their river towns. They live as they have for thousands of years, as traders, river guides, ferrymen, smugglers, and fishermen. Their adaptive, ingratiating ways have earned them a sort of liberty under Erenland's orc overlords, and they continue to travel the Eren with a relative freedom. As the old gnome saying goes, "home is where the boat is," and though individual boats do sometimes sail the length of the river, most families traditionally trade along a specific section of river. At any given time, there are 25,000 gnomes north of the Ardune, 25,000 on the Goil itself, and another 65,000 plying the waters and living in the river towns of the southern Eren. Mixed among

these populations are another 15,000 or more dwarrow members of the gnome trading families.

Settlements

There are many gnome villages along the banks of the Eren. Like most of gnome culture itself, a gnome village is a hybrid of the architecture of other cultures combined to form a practical but uniquely gnomish style. The buildings of gnome villages are typically laid out in concentric half circles against the riverbank and centered on a small open trading plaza. The structures have low stone walls and raised wooden floors to keep out the periodic floods. The roofs are pole-framed and thatched with living sod. The lanes between buildings are grass-covered, and there is seldom even a dirt track leading inland as gnomes rarely have any reason to venture away from the river.

The docks are typically larger and more elaborate than the villages they serve and are frequently full of local and visiting boats. The wharves are usually made of heavy stone blocks sunk in the riverbank, though some smaller villages get by with log-and-piling docks. Many support small warehouses and meeting halls for the crews of visiting vessels.

Raft Towns

The most common gnome settlement, if such can be called a settlement, is the temporary, ephemeral raft town. Raft towns form when several barques or gnome barges tie off together, mooring temporarily in a bay, cove, eddy, oxbow, or other sheltering harbor. Most raft towns are small, with five to 20 boats, but larger ones of 30 to 50 boats sometimes form in the bays and harbors along the southern Pelluria or in the Ardune. The largest is the mysterious, ever-drifting city called the Ghost Raft, which can be found year-round floating in the spiraling currents of the central Goil.

The boats in a raft town lay anchors or tie off to shoreline trees or docks and then link up to one another in any haphazard way that space, boat size, and prevailing currents allow. The boats are lashed together and planks and gangways are laid from deck to deck to make for convenient passage from one boat to another. The resulting layout is complex and unstable, as boats shift or rise and fall in the tides, waves, or currents. Gnome river etiquette allows crews from any boat in a raft town to visit or pass over the decks of any other boat in the grouping as is needed, but crewmembers are permitted to visit below decks only when invited.

Raft town layout also changes constantly, as boats come and go or simply change positions to fit currents or fancy. In fact, it is common for the boats that seeded a given raft town to be long gone before the raft ultimately breaks apart for good.

Though many raft towns last only a few days, some last weeks, and still others, usually annual family gatherings, sometimes remain together through the winter season. The floating city of the Ghost Raft never fully disbands except during storms or the rare occasions when orc naval vessels threaten raids.

Language

If there was a common tongue among the once-free peoples of Eredane, it was Gnomish, the pidgin form of which is called Trader's Tongue. Gnomish contains words, structures, and expressions from many languages and therefore sounds in part familiar to almost every ear. The gnomes are also almost as accomplished linguistically as the orcs, and most speak several languages. Even if a gnome doesn't know a given language, it is likely that she knows a song or two in that tongue. In the last generation, many have even learned a few Orcish ballads and war chants, finding that singing them is a good way to ease the tension as orc troops ride along the river in gnome transports.

Governance

If the gnomes can be said to have a government it would have to be the extended family structure of their individual trading companies. If they can be said to have law among these families it would have to be the rules of commerce that have guided their lives for many thousands of years.

Gnome trading companies consist of one or more interrelated, extended families and the boats operated by the members of these families. Each company has a captain's committee made up of the captains from the individual boats within that family. Though on most matters captains are free to act as they see fit, when there are greater concerns facing the family they work to establish a consensus course of action. There are no traditional obligations between different trade companies other than the rules of commerce and the courtesies of seamanship. This would seem to be a handicap of sorts when there are concerns that face the gnome people at large, but the network of information and cooperation that exists between the families has always been adequate to meet any need.

Most gnomes wear light, halfling-worked leather vests that have been dyed and painted with various symbols or crests that denote both family affiliation and shipboard rank. The vests are covered in pockets and pouches that invariably hold everything from fishhooks and line to lengths of mooring rope, small musical instruments, pipes and weed, booze flasks, and the odd rations. Most gnomes can get along nicely for quite some time living only on what they typically carry in their pockets.

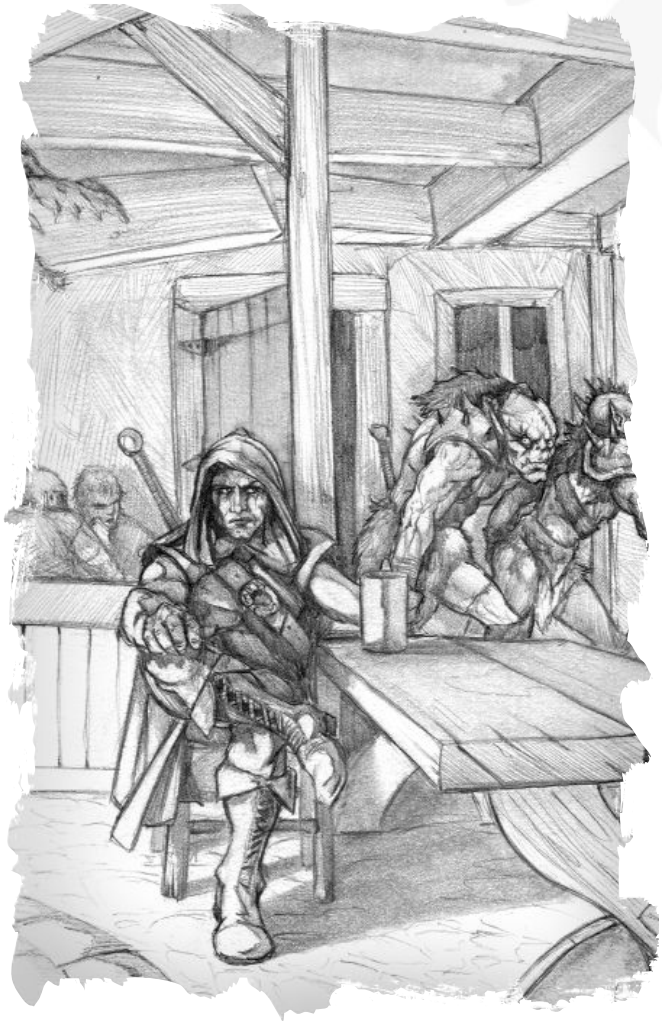
Religion

The gnomes, and more than a few human river folk, pay religious homage to a spirit they call the Watcher in the River. The Watcher is intelligent but enigmatic, and even gnome druids do not profess to understand all its ways. The spirit is vast, reaching from one end of the river to the other, and though its attention might be focused one place or another, it remains aware of all things that happen along its watery length and is impossible to deceive.

The gnomes believe that the Watcher holds the world in balance and is the ultimate arbiter of providence for them. When a creature with a connection to the river dies, whether it was born on the river, died on the river, or spent most of his lifetime upon it, the Watcher collects his soul and weighs that balance. If its life has been more good than not, the deceased's soul becomes part of the river's greater flow. If its life is deemed unworthy, then the spirit rejects the wanting soul, which is washed out to sea and lost amid the infinity of raging spirits in the open ocean.

Gnome daily life is filled with small homages and offerings to the Watcher, and not a gnome vessel moves without its crew sounding a few mantras, spilling a draught of wine overboard, or painting the annual blessing marks on the hull. The most solemn and meaningful act of reverence is the death offering, when the body of a deceased devotee of the Watcher is wrapped in symbolic cords and sunk to the riverbed.

In exchange for their devotion, the gnome people are convinced they tilt the balance of their luck. They are certain that their boats sail a bit safer, that river eels sometimes swim the other way, and that they land more often than not on the high side of their deals. Though most outlanders do not believe that a spirit as powerful as the Watcher would notice or influence such minor events, the gnomes remain convinced. As those that have spent much time among them can attest, there is no other people in Eredane luckier at dice, fishing, or love than a gnome.



Trade and Craft

Masters of the Trade

The gnomes are legendary tradesmen. At one time or another they have sold or bartered every kind of stock and service from one end of Eredane to the other. If they do not have an item in their stores, they know a gnome who does, and they can eventually find almost anything, legal and mundane or otherwise—especially when the price is right.

A gnome on the scent of a sale is harder to shake than a river eel, and his means are as varied and effective. They start with words, talking up the quality of their goods and talking down the buyer's resistance. They ply the customers with free wine, or perhaps some stronger drink, ingratiating themselves all the while with complements, stories, and maybe even a song. In the end, the charmed and half-drunk patron is certain the trade was his idea in the first place and is convinced he is getting the better end of the deal.

Stronger Spirits

Before the fall of Erenland, gnome spirits were famous across Erenland: beer of all weights, wines of every color, and harder drink as well. Up and down the Eren, gnome breweries and vineyards supported small trading families that specialized in fine beverages. Now, though there are fewer such operations, gnome spirits have lost none of their popularity and remain a valuable commodity wherever gnome traders take their goods. Frequent distribution of complimentary casks and kegs to the local orc garrisons assures that most breweries, vineyards, and distilleries are mostly left alone—orcs more than most enjoy a good drink and typically do not have the patience to make their own.

River Couriers

Gnomes transport any cargo for the right price, information being no exception. Though the transport of mail is proscribed, the gnomes do a booming business in secret information delivery, carrying small packages and letters, serving as messengers themselves, and even smuggling the occasional human or fey spy or fugitive. They are also often ordered to carry orc military couriers, though an increasing number fail to reach their destinations in time or with the proper dispatches in hand. River passage can be tedious or dangerous, even orc couriers like their drink, and there are many gnomes accomplished in the fine arts of sleight-of-hand and forgery.

Perhaps most important is the flow of general news that travels naturally with the gnome traders. Once travelers carried news and goings-on everywhere they went. Now, the gnomes are the only people with any freedom to move openly through Erenland. They are therefore the only link between various regions of the land. The news and stories they bring

and happily spread for the price of listening are in some ways more valuable than any of the goods they trade.

Ways and Traditions

Trading Families

There were once close to 1,000 gnome trading companies that worked territories from the lower Pelluria to the sea coast of the Kasmael, from the rivers of central Erethor to the high mountain trading posts of the Torbrun River in the Kaladruns. The companies included six or seven thousand extended families bound together as crews and communities by their occupation and river-life traditions. Now, after the destruction and death of Izrador's conquest, there are fewer than 300 companies left and the families that remain struggle to survive, clinging fiercely to each other for strength. Gnome company loyalty is almost as strong as the clan devotion of the dwarves—perhaps an heirloom of their common ancestry.

Many companies are small, trading along only limited sections of the river. Others are much larger and have boats all along the length of the Eren. Regardless of size, most companies are known to each other, and their reputations often determine their inter-company relationships and the loyalty of their customers.

The High Cloud Family is one of the largest and most widespread. They trade in everything and are known for driving tough deals on quality goods. Their company crest is a stylized bird against a field of light blue.

The Zephyr Family is tiny and one of the few families that specializes solely in performance. They trade shows of their outstanding singers, musicians, players, and storytellers for the various commodities they need. Their family sign is a trio of pipes across a splash of bright yellow.

The Gale Family is small and not well known—by choice. They are expert smugglers and specialize in moving living cargoes. They are especially good at transporting escaped slaves but are also known to the agents of the elves. Their company symbol is a flashing bolt of lighting on a field of MIDNIGHT blue.

The members of the Swift Water Family are likely the best winemakers on the Eren. Their vineyard town of Swift Water on the northern Eren is large for a gnome settlement and they have no real trade fleet of their own. There is never a lack of willing middlemen for their products, however. Their family symbol is a purple cluster of grapes on a splash of green.

Gnome Vessels

Though the gnomes build and use a great variety of boat sizes and styles, there are two basic types that are most common—the barge and the barque. Both are shallow draft, have two or three low-ceilinged decks, and are powered by river flow, sails, oars, land-drawn towlines, or some combination thereof. The barges are wide and slow but possess tremendous cargo capacity and lots of room for family quarters. The barques are swift but crowded, with much less room for goods or crew. All larger gnome craft carry numerous smaller boats—canoes, skiffs, and sail launches—for transferring cargo and passengers or moving up tributaries too small for the larger vessels.

Though the upper decks are comfortable enough, Medium or larger creatures find the lower decks of gnome craft impossibly small and cramped. As a result, most passengers are often given quarters in the cargo holds.

Shipboard Rank

Gnome society is not exactly hierarchical, but everyone earns a shipboard rank, which has strong social ramifications even across crews and when living ashore. The lowest rank is Boater, rising to Oarsman, then Linesman, Hawker, Trader, Watch Captain, and Boat Captain, in that order. Each includes several grades, entails specific responsibilities, and owes deference to higher ranks. There are traditional rules governing advancement, and the most common ranks, even for many old timers, are Linesman, Hawker, and Trader.

Born Performers

Gnomes are as famous for their songs and stories as they are for their beer. Every gnome loves to sing and tell stories, and it is a rare gnome who does not play at least one instrument and well. They are constantly creating new stories and they often challenge each other in rounds of improvised singing. They know the songs and stories of many other races and have long served to pass them from one region to another. Gnome historical ballads are all the history many people know, the elves laud their love songs, and even most orcs know several gnome drinking tunes.

Boat Rank

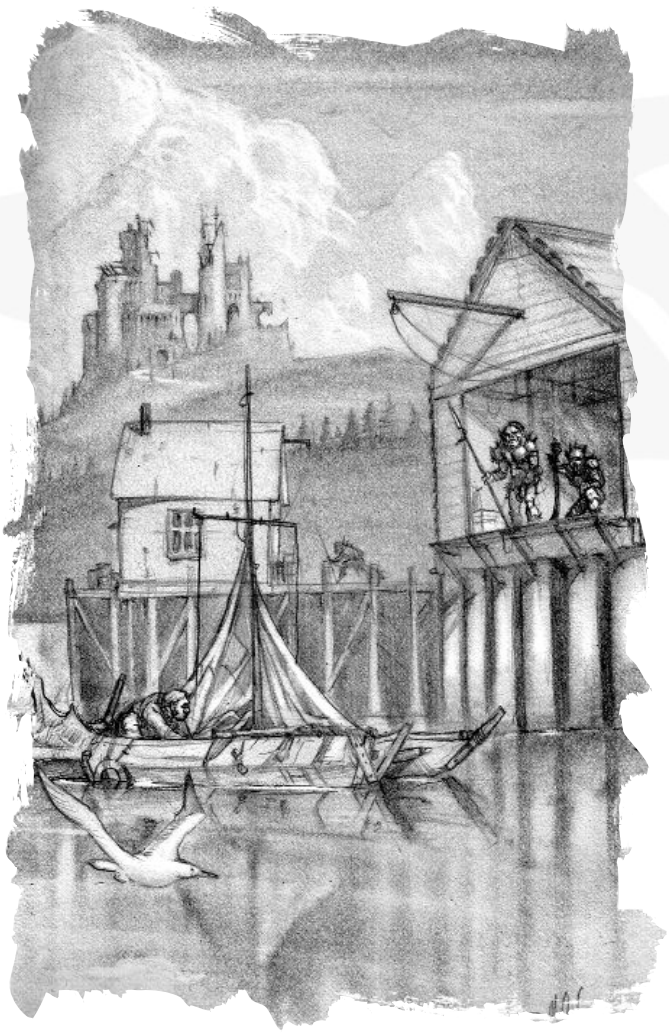
To qualify for a given shipboard rank a character has to have minimum scores in Profession (boater) and Profession (merchant). The following should be used as guidelines to promotion, but remember that just because a character has the minimum qualifications that does not mean automatic advancement. The DM must consider the character's reputation among his company and the nature of his experience before allowing the character's superiors to promote him.

Boat Rank	Boater Ranks	Merchant Ranks
Boater	1	1
Oarsman	4	2
Linesman	5	3
Hawker	6	5
Trader	7	8
Watch Captain	9	9
Captain	12	10

Against the Shadow

Gorba Vaban

Gorba Vaban of the Cold Spring trading company is a cagey old woman and one of the most respected captains on the Eren. Her personal barque seldom leaves the ephemeral Ghost Raft these days, yet she remains well aware of all that is happening up and down the river. Her family's boats carry their goods far and wide but their captains still defer to her for strategy and advice. At the secret behest of the Witch Queen, Gorba has become the primary smuggling contact among the gnomes, and she now manages most of their clandestine trading activities with the elves.



The Otter and the Star

Many years ago, a pair of gnome-raised dwarrow known now only as the Otter and the Star gathered a dedicated following of other dwarrow, teaching them the ways of the defender and perfecting their skills in the fine art of smuggling. The members of this group now work as bodyguards and agents for most of the major trading families. Their ultimate purpose is unknown, but their brotherhood is now in a unique position to gather information and act widely when its plans come to fruition.

Orvis the Fisherman

Orvis the Fisherman is a legendary character on the Eren, a young and dashing gnome swordsman who travels the river disguised as an old gray fisherman. He is associated with all sorts of mischievous and nefarious goings-on, but the tales of his greatest feats involve attacks and pranks at the expense of the orcs and their minions. He is supposed to have done so many outrageous and dangerous things, and over such great reaches of the river, that most people think he is only myth. Others believe he is an intentional fabrication propagated by gnome resistance fighters to garner popular appeal for their cause.

Smuggling

Whether the cargo is weapons, magic items, fey spies, or messages, the gnomes are consummate smugglers. They have long practiced little subterfuges that allowed them to avoid some of the tariffs and fees of the different lands they traded in. Now, under the reign of the Shadow, they have perfected the arts of misdirection and deceit that allow them to move almost any cargo or passengers without discovery. Whether they are hiding escaped halfling slaves disguised as gnomes, carrying swords from Sharuun to the Northlands under their boats' false decks, or hiding elven spies wrapped in stowed sails, they always seem to have a way to sneak smuggled cargoes past hobgoblin checkpoints and orc boarding parties.

Sadly, as vital as the gnome smuggling efforts are to the human and fey resistance, the inherent need for secrecy means that most people do not know what the gnomes are doing. Most humans are convinced the gnomes have simply sold out to the forces of Izrador and that they are now willing partners in the Shadow's domination. In payment for this apparent betrayal, gnomes are unwelcome in many Erenland towns and villages and often suffer brutally when caught alone by drunk thugs or embittered ex-insurgents.

Swift Water Haven

The gnome town of Swift Water has long enjoyed a certain amount of favor among the orc minions of the Shadow in the North. The orcs' love of liquor is motivation enough for them to leave the small town in peace. The gnomes in the town use their relative autonomy and privacy to good effect in the war against the Shadow.

Swift Water has become the busiest smuggler's haven in central Eredane. The gnomes smuggle leather and textiles to the elves in Erethor and return with magic, bows, and medicines. They smuggle food to the besieged dwarves in the Kaladruns and weapons to insurgents fighting in southern Erenland and the Northlands.

Over the last several years, escaped halfling slaves have become one of the smugglers' most common cargoes. As a result, Swift Water has become a sort of way station for escaped halfling slaves on their way to the refugee camps in Erethor. At any given time, there are dozens of halfling fugitives living in the subterranean tunnels below the town.

While most of these halflings are eventually smuggled out of Erenland and into southern Erethor, a growing number of them are responding to their enslavement with a deep-seated desire for revenge. Some of these halflings remain in Swift Water to aid the gnomes in their smuggling and procurement operations, but others are taking up arms and joining other resistance fighters in the Northlands and the occupied cities of southern Erenland.

Halflings make ideal spies and saboteurs, and many of them use magic to disguise their appearance and illicit activities.

Sites and Features

The Ardune

The Ardune is a small inland sea that legends say formed when Izrador fell from heaven and smashed a deep pit into the land. The waters of the Watcher flowed in around the corpse, filling the Ardune. The gnome stories say that Izrador's blood instantly poisoned the Eren and in its pain the Watcher reared up and cast Izrador's vile spirit far into the northern wastes to rid itself of the pollution. The stories say even then the river ran tainted for a thousand years, and that this is why its southern stretch remains black to this day.

The Ardune is deep and murky. It is fed by the Eren and the Felthera, which brings tannins from the forest that color the Ardune's southern waters black. There are only a few small islands along its shores, and many human fishing villages dot the coastline. It is rich with aquatic life, but like the Pelluria and the Eren itself, much of it is dangerous or has been corrupted by the Shadow. The hullbiter, a species of river eel grown fantastically large, is one such particularly formidable creature of the Goil.

The Ardune is an important watery crossroads for river trade and is also home to the notorious gnome cultural phenomena called the Ghost Raft.

The Ghost Raft

Somewhere in the open waters of the Ardune drifts a huge, ever-changing collection of river barges and gnome barques called the Ghost Raft. It began more than 1,000 years ago as a seasonal gnome gathering that allowed trade companies to renew bonds, exchange news, stories, songs, and goods, and do so far from shore, with a seagoing sort of privacy. This vast drifting conclave was a haven of sorts from the races and concerns of the rest of the world.

In these days of darkness, the raft city has become an almost permanent settlement and a haven of a different sort, providing a place of refuge for smugglers, river pirates, elven agents, and resistance fighters that need a place to hide, provision, or simply meet and parley. As such, the Ghost Raft has become a vital element in the beleaguered insurgency against the Shadow.

Not many outlanders even know of the Ghost Raft's existence and these few are seldom able to find it without gnome guides. The natural currents of the central Ardune spiral in a vast circle, powered by the inflow of the Eren and Felthera. This spiraling current holds the Ghost Raft safely out at sea and moves it slowly around in a never-ending cycle, while the mists of the lake mask it from view. Only gnome boat captains seem able to find it deliberately, but even they sometimes have trouble predicting its position if they have been away for long. When the orc navy occasionally catches wind of a large raft gathering on the Ardune and sends out raiders, the raft quickly breaks apart. As its name suggests, the individual ships ghost away into the mists and disappear. When the orcs invariably give up the search, the boats rejoin, and the Ghost Raft is reformed in a matter of days.

Swift Water

Swift Water is one of the largest gnome villages on the Eren and is home to the famous vineyards and fine beverages label of the Swift Water Trading Company. The village is actually several miles up a narrow tributary and nestled in a shallow valley dripping with grapevines and surrounded by golden fields of hops, wheat, corn, and sugar beets. There are several breweries, a distillery, and a massive winehouse hemmed round by the tiny gnome homes and shops of the Swift Water family. The little harbor in Swift Water is always busy with boats from almost every other family on the river.

Orc officers turn blind eyes toward this ripe little settlement and, in fact, order their men and goblin-kin slavers to stay out of the town. The orcs like their beer and especially the hard liquor the gnomes make there and do not want anything to interfere with production.

The gnomes use the resulting privacy and relative freedom of the place to good effect. The network of tunnels that their dwarrow kin have excavated under the settlement over the past hundred years serves as a large and well-hidden smuggler's depot. There are also smaller passages from these underground warehouses that lead east into the plains. They serve as important paths along the route to the smuggler's tunnels of the Kaladrun foothills.

Wogren Moor

Wogren Moor is a vast fen on the southern shore of the Ardune. Here the waters and the sediments of the Eren hesitate, wandering in ever changing courses until they regain their purpose and continue south again in a strong flow. As a result, the region is a muddy marsh riddled with old and narrow, dead-end waterways, oxbows, lakes, puddles, swamps and quick muds. There are dry islands and false ones, and the vegetation is lush and thick. Though there are few tales of the supernatural regarding the fen, there are plenty of wild beasts and river pirates to lend the mosquito-infested region a mundane reputation for danger.

Southern Erenland

It is the duty of all men to excel, and he who does not improve his station will die honorless and without value. The worthy man will ride forever with the Heavenly Host, but the sheol is doomed to walk alone in the dark places.

— Excerpt from the Sorshef Sahi

The region that most consider southern Erenland reaches from the southern tip of the Ardune all the way to the Kasmael Sea, and from the border of Erethor in the west to the foothills of the Kaladrun Mountains in the east. It is a dry, golden grassland divided north to south by the wide green ribbon of the Eren River, which takes the

shape of a reverse S-curve on its journey to the sea. The northern terrain is rolling with deceptively deep draws and sharply cut seasonal stream beds that drain into the Eren. In the south, the plains are as flat as still water and fade into the haze at the distant edge of sight. More than a dozen species of tall sword and plains grass dominate the vegetation, while scrub oak, acacias, and other wide-branching, waxy-leafed trees comprise the small woodlands along stream beds and where wetter soils give them life.

In the northern reaches, the plains are dry prairies that bloom bright green with spring rains but slowly turn brown and dusty by the fall. Winters are cool and bring occasional chilling rains. Massive herds of boro, once rare for having been over-hunted, graze across the plains in great numbers now. There are simply too few humans left in the central plains to keep their numbers in check, and the orcs have not yet exhausted other, more readily captured sources of meat.

In the far south, the grasslands are hot, verdant savanna watered by frequent rains off the Kasmael. The seasons vary little, distinguishable only by the turn of the stars and the plants that are in bloom. Antelope and sedge grouse are mainstays for hunters, and the skies wheel with birds of every kind.

Where the plains meet the sea, there are vast salt marshes and great mudflats. The local ecology conspires to make these some of the richest environments in Eredane and they crawl with life of every shape and size. Most coastal creatures are small and shy scavengers, though a few predators sustain themselves on those more harmless denizens.

The History

The Sarcosan invasion in 230 SA laid the cultural and ethnic foundations of southern Erenland. The Sarcosans brought horses and the secret of steel with them, forever changing warcraft, technology, and trade across Eredane. They built massive cities that would stand for thousands of years, eventually becoming the largest settlements on the continent. They conquered the Dorns and joined with them to throw off their old masters across the eastern sea. They prospered in trade across Eredane and overseas. They bred with the Northmen and gave rise to the Erenlanders of the central plains, a mixed heritage of the Dornish and Sarcosan lines. As part of the Kingdom of Erenland, they allied with the fey and defeated Izrador's second invasion in 1920 SA.

Like the Northmen, the Sarcosans suffered from the long age of social want and political decay that followed the second war with Izrador. Though the social and economic decline in the south was not as violent or total as in the Northlands, it took a significant toll nonetheless. The civil wars among the Dorns slowly drained military resources from southern Erenland and cut off vital trade routes and markets between the north and south. The increasing isolationism of the dwarves eliminated another key market for Sarcosan goods, further crippling the south's weakened economy. As the political and economic situation became more unstable, the overseas trade that had long supported the southern port cities sailed elsewhere in search of more reliable markets.

This slow economic decline was insidious, creating political and social unrest that weakened the once-strong fabric of Sarcosan culture. When the agents of the Shadow reached the southern cities, they found little resistance to their corruption and discovered a surprising number of willing allies among the destitute and disenfranchised populations.

When Izrador's forces crushed the remaining Northman defenders in the Last Battle and marched south, there was nothing to stop their advance across the central plains. Cambrial fell and was razed as an example to the people of southern Eredane, as if the stories of the Northman refugees were not warning enough. As Izrador's armies reached the westbound arm of the Eren, the sussar Jukal sat ahorse on the open plains just north of the city, lance in hand, with 5,000 horsemen from across the Southlands at his back. For a moment hope burned in the hearts of men . . . and then the black wave crashed over them and washed them under. The ragged remnants of that vast cavalry were forced to flee, and now their descendants fight a hopeless resistance from their tent camps on the open plains.

Though many sussars defiantly resisted the Shadow and held their lands against the final invasion far longer than might have been hoped, the seeds of corruption and the irresistible might of Izrador's hordes eventually subjugated the south, making his victory over all of Erenland absolute.

The People

The dominant race of southern Erenland is the human line descended from the Sarcosan invaders that first came from the Old Empire far across the Pale Ocean. These people are dark skinned, slight of build, and unrivaled horsemen. They have a long history of which they are fiercely proud and live within a strict caste system. There are 650,000 pureblood Sarcosans living in southern Erenland, more than 210,000 of whom live in the large cities of Alvedar, Sharuun, and Hallisport.

As in the Miraleen of Erethor, a scattering of foreigners have been trapped in southern Erenland by the cessation of overseas trade. Members of strange races from distant lands left behind by choice or abandonment, they have been forced to build lives for themselves among strangers in a land apart. There are perhaps 3,500 members of other human and more exotic races living in cities like Sharuun and Hallisport.

Though there are still relatively few orc noncombatants that have migrated south of the Pelluria, many priestesses, traders, hunters, cooks, smiths, slavers, camp followers, and the like have followed the countless orc soldiers into southern Erenland. Including the troops, there are 200,000 orcs and perhaps half again as many goblin-kin, ogres, and other minions of Izrador on the southern plains.

Settlements

Sarcosans were once a nomadic people of horse tribes and tent villages. Long ago, they adapted to city life and permanent architecture, but they never lost their nomadic sensibilities. As a result, Sarcosan cities are open and spacious. They contain many plazas, fountains, and gardens and are surrounded by vast pasturelands. Their architecture is a durable combination of stone foundation and mud-brick construction, and most buildings are round-walled with domed

roofs. The buildings tend to be low but spacious, with sprawling layouts, few internal walls, central courtyards, balconies, and wide windows.

Every Sarcosan settlement, from the smallest village to the greatest city, has at least one structure that towers high above all other buildings. This *badrua*, or "star tower," is a focus of Sarcosan religious worship and is a modern manifestation of the spirit pole, a tall totem once erected in the centers of ancient tent villages.

The tradition of horsehide tent villages has never been totally lost, and Sarcosan traders, travelers, and hunters have retained the use of such temporary settlements. Now, in the time of the Shadow, many refugees and freedom fighters are forced to utilize the nomadic dwellings of their ancient forebears.

Individual tents are made from tanned horse leather on which the fur has been left. The tents are low-walled, with wood-pole supports and domed roofs that have large, open smoke holes in their centers. Most tent villages consist of several smaller tents that house up to 20 individuals arrayed around a massive central tent that serves as both a common area and shelter for the camp leader and his extended family. Horses are typically staked by their leads outside the tents of their individual riders.

A typical tent village can be set up in only an hour and can be broken down in half that time. Every tent can be divided into small enough loads that the horses bearing them can still gallop under their burdens. The mobility this lends the horsemen is one of the reasons Izrador's orcs have so far been unable to eliminate the last of the Sarcosan resistance fighters.

Language

When the Sarcosans first came to Eredane, their strict caste system was further divided by language. The aristocrats spoke a tongue known as Courtier, the language of the noble and ruling classes. The lower and servant classes spoke a simpler language that shared much of its basic structure with Courtier but had significantly different vocabulary and less practiced pronunciation. This more common tongue became known as Colonial to the other races of Eredane. The odd thing is that both groups could speak the other's language but by custom were not permitted to. Communication between the upper and lower classes was therefore a strange crisscross of tongues, with each group speaking to the other in its own given tongue but listening to and understanding the other's words.

After the formation of Erenland, the traditional linguistic stratification of Sarcosan culture began to break down. Their new Dornish allies had trouble enough with the sibilant pronunciation of the Sarcosan tongues without having to learn two different languages. In a relatively short time, practical social pressures overcame traditional taboos and Colonial became the common tongue of all Sarcosans, while Courtier remained the language of science, religion, and magic.

Governance

In ancient times, before the colonial Sarcosans came to Eredane, they were ruled over by a powerful emperor known as the *kalif*. The empire was large and to facilitate its administration was divided into districts run by *sharif* governors handpicked from among the kalif's highest-ranking *sussars*, or "sworn riders."

When the colonial presence in Eredane was established, the kalif appointed a sharif to govern the new lands. The sharif ruled in the name of the empire, but in practice he was a king in his own realm. But for the tribute he sent sailing back to the kalif, his authority within the colony was absolute. The Sarcosan lands in Eredane were vast, and to support his rule the sharif appointed regional governors of his own from within the ranks of his sussars. As the Eredane sharifs aged or were recalled to domestic posts, the emperors appointed new colonial rulers, often the sons or other protégés of the outgoing sharifs. In this way, the post of colonial sharif slowly became a hereditary one.

By 853 SA, the war with the Dorns had ended and the rule of the sharif over the human lands of Eredane was secure. Instead of subjugating the Northmen, the Sarcosans offered them alliance. The sharifs offered to accept oaths of fealty from each of the Old Kings of the Dorns and in exchange the Northman rulers would be allowed to retain their lands. Despite initial resistance, dissension, and numerous skirmishes over the matter, the oaths were eventually made and the human lands settled into peace under the rule of the Sarcosan sharifs.

By 1062 SA, the colony had begun to chafe under the demands of the Old Empire. The empire was weakening and uprisings across its lands were forcing the kalif to demand even greater tribute. The cost in treasure, ships, soldiers, and other resources had simply become too great. Certain that Eredane was too distant to make putting down a revolt easy, and knowing that the empire already fought on many fronts, the ambitious young sharif, Shezen Kari, rallied his sworn men, Sarcosan and Northman alike, and began attacking imperial ships bound for Eredane ports. The sharif was soon fighting a full-scale rebellion. The war was brutal and lasted almost 50 years, but in the end the Old Empire was too far away and spread too thin to maintain control over the Eredane colonies.

In 1113 SA, Prince Zefu Kari, son of Shezen, called together both his Sarcosan and Dornish sworn men to a great meet that history knows as the Conclave of Kings. At the conclave, Kari declared the lands of Eredane free of the rule of the Old Empire and proclaimed the founding of the Kingdom of Erenland. His family would rule under the title of kalif, High King of Erenland. His line would be first among Erenland's kings, and his sussars, Sarcosan and Dorn alike, would hold their lands as noble princes. He demanded that public oaths be sworn renewing old alliances under the banner of Erenland, and though the early times of the young kingdom would prove difficult, Erenland would ultimately stand for 1,800 years, until the rise of Izrador in 897 TA.

Through the long centuries of the Second Age and darkening times of the Third, the high kings maintained the rule of law in Erenland. Through times of economic crisis, civil unrest, and war, the kalifs held their lands and the loyalty of the people with enlightened leadership, political savvy, charity, and military force. The kalifs were dedicated and honorable kings but in the end they would prove no match for the insidious corruption of Izrador.

Long before Izrador's forces poured out of the north, his dark agents were at work in the south breeding corruption and mistrust among the kalif's sworn men. In the end, many were bent to Izrador's will and Jahzir Kamael—a Sarcosan prince of Erenland, one of the kalif's most trusted sussars, and his own cousin—turned against the high king. In the foulest of betrayals, Jahzir became one of Izrador's dread Night Kings and usurped the rightful Kalif Kari, bringing ruin and despair on the realm of Erenland. Now, under the reign of the Shadow, false sussars rule in the great cities of the south and Jahzir Kamael claims the title of King of Erenland.

Though they have all been replaced by enemy collaborators, there are still legitimate Sarcosan princes living in the Southlands, hiding in the cities or riding free on the open plains. Most are part of the ongoing resistance and have less a desire for their birthrights than for the deliverance of their lands and people from darkness.

Historically, every Sarcosan was oath-bound to a given sworn rider, either serving in turn as his liegeman or as a member of his household. This rider in turn was bound to another of higher rank, and ultimately, through the highest order of riders, to the kalif himself. In the days of the Last Age, most Sarcosans are forced to serve lords that claim the title of sworn rider but are little more than traitorous collaborators. The outlaw freeriders, on the other hand, loyally serve their lords by choice, regardless of their lost heritage.

Religion

The Sarcosans were one of the only races in Eredane that continued to worship divine gods, and through that worship support the trappings of a spiritual religion and its priesthood. The basic tenets of the Sarcosan faith centered around the lessons of the *Sorshef*, or the "Riding Host," and are taught by priests called the *Sahi*. The countless members of the Riding Host are gods or goddesses unto themselves and continually ride across the heavens on enigmatic quests reflected in the paths of the constellations. Their adventures are recorded in the Sorshef Sahi, an endless series of parables from which the Sahi Priesthood garner lessons of wisdom and codes of behavior for the Sarcosan faithful.

The Sarcosan gods have never been beneficent entities from which their worshipers expected boons in exchange for prayers and offerings. They have instead always been considered strict teachers, concerned only with providing their faithful harsh lessons that serve to cull the unworthy. Therefore, the Sarcosan faith was perfectly suited to a mortal realm severed from the heavens, as it had never promised the favor of its gods.

Parables of the Sorshef

Dal Sahaad is one of the most familiar Sarcosan deities and his name is invoked often. He is attributed with having tamed the first wild horse and is therefore one of the only gods to have ever offered the Sarcosans anything other than lessons. Riders and horse-trainers call on him when dealing with particularly stubborn animals, and horses of exceptional quality are often called Sahaad Bedin, or "children of Sahaad." Sahaad is a bright constellation low in the southern sky and often seems like an outrider to the moon itself.

Dal Hali is the evening star and has the endless, exhausting task of dragging the sun from the sky each night. She is therefore most often called upon when people must accomplish physically difficult tasks or survive circumstances that challenge their endurance.

Dal Pashva is forever a young colt that has just taken to hoof and runs endlessly across the night sky. Dal Pashva is the avatar of fortune, luck, and coincidence and is only seen in the light of falling stars.

The Sarcosans believe that whatever challenges and troubles they face in their mortal lives are only tests by which their worth is judged. When they die and take their *hashu*, or "heaven ride," Sarcosans believe they will be challenged by the god riders of the Sorshef. If they are found wanting, they will be thrown from their mounts and forced to walk forever in the dark spaces between the stars, horseless and dishonored. If they find favor, they will ride as part of the starry host of the Sorshef and shine as examples of virtue and honor to mortal Sarcosans.

There are hundreds of individual deities in the Riding Host and most are believed to be both human and horse, able to assume either shape or any combination of the forms. Each deity is attributed with specific domains of knowledge, skill, and virtue, but only the priests seem able to keep all of them straight. In their daily lives, faithful Sarcosans often call on those whose abilities they most need in a given task, not in hopes of gaining some advantage but more in hopes of impressing the specific god with their own qualities.

The stars of the nighttime sky are believed to be the Sorshef and their hosts, and most of the Sahi parables identify the constellations as specific gods. As a result, almost every Sarcosan can name most of the constellations visible in the southern sky and can recount various exciting or moralistic fables explaining their shapes and paths.

Of course, none of these tails or practices is approved of by Izrador's minions. The dark god is the only true god, and praying even to gods that they know can't answer them still angers his legates. While just as complete a takeover as in the north, however, the occupation of the Sarcosans and the punishments delivered upon them are far less brutal. Therefore, the Sarcosan faith of the Shorsef and the ordaining of new Sahi continues, albeit in a barely concealed underground manner. The daily cultural habits of a deeply religious people, whether muttering prayers under their breath or telling parables of their gods thinly disguised as heroes, remain; so long as they do not gather in organized groups to worship or make use of their star towers, they are not punished.

Trade and Craft

Horse Traders

The Sarcosans were once almost as accomplished in their own way as the gnomes in the art of trade. Before the rise of Izrador, they had long been trading partners with the dwarf clans of the southern Kaladruns. They traded the bounty of their rich farmlands for dwarven tools, blades, and fine golden jewelry. They traded with the halflings and eventually grew to depend on the superior skills of their leather workers for saddles, tack, and light armor. They traded horses with the elves for magic, arrows, and medicine. The elves preferred the smaller Sarcosan mounts to the larger Northman breeds, and the Sarcosans have never been known for their magic. They served as middlemen between the Northmen and halfling weavers, spice growers, and tobacco farmers. They made huge profits from exotic goods that came to Sharuun and Hallisport aboard foreign ships and passed on to the rest of Eredane. This diverse flow of trade made southern Erenland an economic power and gave the region significant influence across the continent.

During the Third Age, as the dwarves became more isolated and untrusting and as the Old Kings of northern Erenland fell to fighting among themselves, the Sarcosan economy began to fail. Their dependence on the dwarves for metalwork had quietly robbed the Sarcosans of their own skills with steel, and as trade with the mountain fey trickled away, the humans were left with too few able craftsmen. The civil war in the Northlands meant the markets vital to the southern middlemen had little gold for exotic goods, and the flow of northern coin all but stopped. The final blow came with the rise of Izrador and the accompanying end of overseas trade. The Sarcosans were prohibited from manning ships, and foreign vessels refused to land in Eredane ports for fear of the darkness that now covered the region.

The far-ranging and diverse economy of the Sarcosans was broken, and what came to replace it over the past century is a far smaller collection of regional cottage industries and local farms that support only the people of southern Erenland. Restrictions on travel mean that each settlement or small region now must support itself, depending upon its own craftsmen and its own—typically rare—raw materials.

Though food is more plentiful than in many other lands of Eredane, there are no local sources of raw ore and so all metalwork has to be done with recycled stock, making iron and steel scraps more precious than the realm's decreasingly valuable gold coins.

Coin of the Realm

Southern Erenland, and more specifically the regions around Alvedara, Sharuun, and Hallisport, are the only places in Eredane where gold and silver still hold some value. The local economy and social order in the southernmost regions have not yet forced people into a barter economy. The false sussars bolster the use of currency by insisting that all is well and demanding that trade therefore be conducted in coin of the realm.

These edicts encourage inhabitants to continue using gold and silver in their minor purchases, such as for mugs of ale, boot repairs, or horse feed. Most people have read the direction of the wind, however, and barter for more valuable goods and services. Though coins are often exchanged in such deals, they are used only as show to satisfy orc enforcers and fool human informants. Even when coinage is used, prices have slowly increased over the past decades and now inflation means things cost three to five times what they once did.

Ways and Traditions

Kingdom of Erenland

The Kingdom of Erenland was initially a political construct created by the savvy Kalif Kari to solidify his power after winning the independence of the Eredane colonies from the Sarcosan Empire in 1112 SA. It was a formal recognition of his rule as high king and a renewal of the fealty that the Old Kings of the Dorns had given the Sarcosan sharif upon their defeat in 853 SA. At the Conclave of Kings, sworn treaties assured that both the Sarcosan sussars and the Dornish house rulers would serve as noble princes under the Erenlander King, retaining rights and privileges as his vassals.

In the early years, the political concept of Erenland had little meaning beyond the words of the treaties that had created it. There was no sense of unity between the Dorns and the Sarcosans, and the political relations between the sussars and the Old Kings were rife with tension and uncertainty. The first decades were hard ones, and there were more than a few rebellions by Dornish princes or conflicts with splinter groups of Sarcosan nobles that tested the fealty of both the north and south to the young kingdom.

As time went on, trade and the inevitable cultural exchange that went with it helped to form the kinds of bonds that political treaties could not, and the Dorns and Sarcosans began the journey towards cultural unification. Political marriages between the noble families as well as the inevitable relations between commoners also went a long way towards creating social unity.

As decades became centuries, continued trade, intermarriage, and shared enmity toward Izrador led to a social unification that slowly made a true kingdom out of what began as a contentious political convenience. Though regional geography, Dornish house loyalties, and the Sarcosan caste system have conspired to maintain significant cultural differences between the north and south, mixed-blood Erenlanders long ago stopped thinking of themselves as anything else and now feel a strong sense of loyalty to the kingdom and each other, regardless of their heritage.

Sarcosan Castes

When the Sarcosans first came to Eredane, they brought with them a rigid caste structure that had been established in the ancient days of their greatest conquests. Long ago, the lowest levels of this social structure were left to foreigners, criminals, and any peoples subjugated by recent conquests. The highest were reserved only for those of royal blood, priests, political appointees, and horse breeders. The layers in between were for peasants, craftsmen, merchants, soldiers, and the like. The system was strict and harsh, with different laws, social restrictions, and privileges for each caste.

Over the centuries, social unrest and political pressures eventually forced a revolution in the caste structure. Over time, the system became one based less on station of birth and more on individual reputation, honor, and personal accomplishment. This merit-based caste system in its own way remained as rigid and strict as its predecessor but was one in which even the lowliest serf could rise to greatness.

By the time the Sarcosans came to Eredane, the merit-based social structure had been entrenched in their culture for hundreds of years and was one of the reasons the culture had become so successful. Its inherent structure made certain that people of exceptional character and worth rose to power and influence. The system gave subjugated races the chance for prosperity and even greatness within the conquering Sarcosan culture. This relatively enlightened social order is what motivated the colonial Sarcosans to unite with the Dornish kings rather than crush them. It is doubtless one of the reasons the Sarcosans have become the most widespread and dominant human culture on Aryth.

Though royal heritage and wealth still provide a significant head start within Sarcosan social structure, anyone can rise to superior station based on his accomplishments, service, and reputation. Status within the caste system can only be awarded by sussars or the kalif. Though corruption and favoritism might seem a concern, much social value is placed not only one's own reputation but also on the reputation of those upon which one bestows status, meaning that unscrupulous promotions are rare.

The lowest tier of the Sarcosan caste system is that of *sheol* and typically includes criminals, beggars, the unsworn, and foreigners who have done nothing to improve their lot. This caste is never awarded horse rights.

The next highest level is that of *asara* and typically includes farmers, herders, fishermen, peasants, and Erenlanders of Sarcosan descent. Asara may not yet have been awarded horse rights but can typically count on rising higher in the social order.

The third caste is that of *beeshi*, and membership is readily bestowed on merchants, horse traders, soldiers, and craftsmen. Most any Sarcosan of worth will eventually rise to the station of beeshi, though he may be old when the status is bestowed.

The next level is that of *uruush* and is typically only obtained by priests and those of noble birth who provide long or exceptional service to a sussar.

The *sharu* is the second-highest rank and is reserved for those being groomed as sworn riders.

Sussar, or "sworn rider," is the highest rank but includes several levels of responsibility and authority. The sussars answer only to the kalif and it is from their ranks that generals, governors, and other powerful leaders are appointed.

Upon reaching adulthood, every Sarcosan once swore an oath to serve a given sussar and in turn was considered a member of that liege lord's extended household. Each Sarcosan therefore had clearly defined loyalties and responsibilities and worked or fought to support the rights, holdings, and obligations of his sussar. Unlike the Northmen, the members of a Sarcosan lord's household were not necessarily related and became oath sworn usually through the vagaries of history and geography. Though most met with their sussar only when he raised them to new castes, they were always well aware of his rank, reputation, and obligations. Most interacted more frequently with lower-ranking sworn riders and sharu that served their sussars as regional governors.

In its own way, the caste system of the Sarcosans is actually more egalitarian than the social classes typical of most other cultures. Though it is a strict system and ascension to higher station is not assured, everyone at least has the opportunity to better his station. Poor and rich, young and old, male and female alike may share a given status and are obliged to follow the same customs. Every Sarcosan is free to aspire to any status and is limited only by his individual ability and ambition.

Children are essentially without station until they break their first horse to saddle. This ritual is full of ceremony and marks a Sarcosan child's transition to adulthood, usually between the ages of 12 and 14 years. If, as sometimes happens, a child is thrown during the ritual, by tradition she must wait a year until she can try again. When a child breaks her first horse, she becomes an adult in the eyes of Sarcosan society. She is awarded the rank of sheol and has the right to marry. As is typical, however, she usually waits until she achieves at least the rank of asara as custom forbids marriage outside of one's caste.

Promotions of caste status can only be awarded by the sussar to which a person is sworn. On rare occasions, other sussars can request that a promotion be given to a person sworn to a different lord, either for service rendered or exceptional heroism. Sussars do not make such requests of their fellow sworn riders lightly and so they are almost always honored.

Promotions from one rank to the next are made for a variety of reasons. The cultural context and how personal accomplishment is assessed are governed by old and complex traditions. Military or public service, acquisition of wealth, scholarly achievement, artistic talent, and learned skills are each means by which higher rank can be earned. Other considerations, such as personal sacrifice, heroism, and special service to a sussar can also earn advances in status. In these dark days, resistance against the forces of Izrador is a primary mark of worth and many rise in rank battling the forces of the Shadow. Though noble lineage and family wealth may be sufficient to carry even a person of questionable worth to the status of beeshi, his own reputation and proven ability is all that can earn him higher ranks.

There are many customary laws, restrictions, and privileges associated with the Sarcosan caste system that are deeply ingrained in everyday life. A person may not qualify for horse rights until he rises above the status of sheol. A person may not marry outside his caste, and only those of the beeshi rank or higher may breed and trade horses.

Status could traditionally be lost, sometimes more easily than it was gained. Lying, cheating, horse-killing, or conviction of criminal acts typically meant that the transgressor lost one or more ranks, depending upon the offense. In the most serious instances, not only was a criminal permanently stripped of any and all status, but he was also forever banished from Sarcosan lands on pain of death.

Caste status is a touchstone of Sarcosan culture. Even now, under the reign of the Shadow when so many other social institutions have lost their meaning and when there are few sworn riders left alive to bestow rank, the caste system of the Sarcosans remains a powerful social force. As unlikely as it may at first seem, the custom lends society a stability and comfort that gives Sarcosans a sense of meaning, pride, and hope in these dark times. A person's status is one of the few things of value to both individuals and the culture as a whole that neither Izrador nor his minions can take away. Lacking a true system of government and needing leadership and guidance, the free Sarcosans look with increasing deference and respect to those of higher rank in all social situations (and many legal ones).

Sworn to the Shadow

The false sussars and their citizens, meanwhile, live under a very different set of rules. In the occupied cities, the ranks of the higher castes have been polluted by the arbitrary and self-serving promotions of the false sussars, leading the honorable men of the lower ranks to look instead to their own peers for consensus and support in social or legal matters. Some false sussars even offer promotion to new castes as rewards or temptations for services rendered, meaning that a wily enough man could gain several different ranks under several different sussars. A rare few city dwellers have even made contact with the freeriders of the open plains, and have for their support been granted higher caste status. This has created a mind-boggling overlay of caste ranks, with various hierarchies appointed by Shadow-corrupted false sussars and others by true sworn riders.

Therefore, many of the traditional oath-sworn relationships have broken down. Many Sarcosans have no recognized sussar to follow, while others are forced to swear allegiance to self-proclaimed sussars and other collaborator-princes. Some follow traitor lords out of choice, while others do so out of fear. Still others seek the lost descendants of the Sarcosan princes in hopes of becoming their sworn riders and serving in their outlaw cavalries.

Masters of Intrigue

As ennobling as advancement within the Sarcosan castes may have often been, the dark side of the system is that members of the higher castes become masters of social intrigue and manipulation. Long ago, Sarcosan nobility learned that social scheming and subtle plotting were often the best ways to protect one's reputation and advance one's rank. Even the most worthy had to learn the nuances of courtly intrigue if they hoped to attain higher rank, and there were many of dubious nature that gained rank above their worth simply because they played the game very well.

When the Kingdom of Erenland was founded, the Northmen were completely unprepared for the rampant intrigue of the kalif's court, and in the early years found themselves politically outmaneuvered at every turn. In addition, the courts of the Old Kings themselves began to suffer an infection of subtle plotting as intermarriage and alliance brought Sarcosan lords and ladies into their houses.

When the agents of Izrador began planting their seeds of corruption across Erenland, equal effort was distributed toward both the Dorns and the Sarcosans. While the Northmen were gullible enough to be taken in by the agents' whispers, the soil for intrigue there was shallow. The Sarcosans, on the other hand, while more difficult to deceive, could slowly be tangled up in so many plots that they became unable to tell which were theirs and which were those of others'. By the time the Shadow descended from the north, many were unwitting servants without even knowing it, and when the time came to suffer punishment at the hands of their countrymen for their unintentional treachery or to take the rewards that the dark god offered, the choice for many was simple. Ironically, it was the Sarcosan princes' instinctual behavior of securing power and influence, which had granted them such honor and power, that caused them to defy their own loyalties.

Horse Lords

Above all else, the Sarcosans are a people of the horse. Their long history is one intertwined with and dependent on horses, and it was the Sarcosans that introduced the creatures to Eredane. It was from horseback that the Sarcosans built their great empire, it was from horseback that they ruled Erenland, and it is from horseback that many now resist the reign of the Shadow. The Sarcosans are master horse trainers and breeders, and their culture is ingrained with equine mythology, spiritualism, traditions, and practices. Most learn to care for horses and to ride as small children, and in fact their transition to adulthood is marked by a ceremony centered around the breaking of a horse. Killing a healthy horse is a serious crime and there are many rules and restrictions regarding their use and treatment.

In Sarcosan cultural traditions, the horse is the highest form of property and wealth and only the kalif and his sussars are allowed to actually own them. Sarcosans of lower castes are only allowed to ride and work their horses at the discretion of their sussars. In practice, it is members of the beeshi that handle most of a sworn rider's horse stock, breeding and trading animals in their lords' names.

The bestowing of horse rights is a key component of a sussar's power and having them is a defining feature of the rights of the lower castes. Horse rights give a Sarcosan the legal and cultural right to care for, train, work, and ride horses and are a vital part of a Sarcosan's pride and status. The sheol, the lowest class, can never be awarded horse rights. The asara can eventually earn their horse rights, but they are not an automatic privilege of the rank. Having one's horse rights is a prerequisite for promotion to beeshi, and as a form of legal punishment horse rights can be revoked temporarily or permanently depending upon the offense.

A Sarcosan with horse rights has the authority to trade for a horse or earn one in service to her sussar. Though it is understood that only the sussar can own horses, for all practical purposes once a person acquires a horse it remains hers until she loses her horse rights or the horse dies.

The horses of the Sarcosans are of a breed small, lean, and swift. Though not as rugged as the larger stock of Northman breeders, they can run all day and are able to carry and pull loads that belie their smaller size. They range in color from glossy black to dark bays, have thick manes, and are without exception well cared for and trained. Many are experienced in combat, though most Sarcosan horse soldiers disdain heavy armor for their mounts; they claim that the animals' speed and instincts are protection enough in battle.

Master Astrologers

The Sahi Priests are expert stargazers. For thousands of years they have tracked the movements of the stars, reading portent and meaning in their paths. They believe that every event can be predicted by the patterns of the night sky and that the positions of the stars determine fate and fortune. The birth of a baby, the breaking of a horse, the marriage of a maiden, or the fighting of a battle—all suffer the enigmatic influence of the Sorshef as it wheels through the heavens. The common belief in the influence of the stars is widespread and strong among those of Sarcosan descent. As a result, deference to the favor of the stars is given whenever possible. Crops are harvested, horses bred, marriages consummated, and even raids made when the stars are, if not right, then at least not wholly unfavorable.

The sky of the Sorshef is divided into 10 Great Arcs. Each arc represents the realm of a different god-rider kalif and includes a specific host of constellations. The boundaries of the arcs are cryptic and confusing, known in their entirety only to the priesthood. The positions of the arcs slowly progress through an annual cycle during which each arc in turn holds a position of dominant influence called the *helia*. Each helia is approximately 34 days long and is believed to be the time of greatest scrutiny by the god-riders of that arc's host. Each arc is further divided into increasingly irregular

Sarcosan Sahi Calendar

Each day on Aryth is about 26 hours long and each year is approximately 337 days. Adjusting for the vagaries of Sarcosan religious portent, each Great Arc is therefore about 34 days long. Each arc is further divided into lesser helias that vary in length between two and 17 days. Because of their inconsistency, and because only Sarcosan priests seem able to keep track of them all, the lesser helias are seldom used to mark time. There is one day during each helia, however, that is often used to measure time and it is called the helial zenith. The zenith is the midpoint of each arc and marks the day on which the ascending arc transitions to the descending one.

For ease of comparison to known constants, note that because of the longer day length in Aryth, a character who has lived a given number of the shorter Aryth years is still just as old in actual time as a character that has lived the same number of years in the real world.

Great Arcs of the Sorshef

Each arc is named after the god-rider that is believed to hold the most power within that region of the stellar Sorshef. There are sections of the *Book of the Sahi* that tell of times in the ancient past when the god-kalifs of given arcs changed and were therefore given new names, but this has not happened since before the Sarcosans came to Eredane.

Arc of Shareel

Also known as the Arc of the Sisters, the first thaws in the central plains usually come by the end of Shareel and the wild boro begin their migration north.

Arc of Doshram

This arc is when crops are planted and young horses broken. Sarcosan weddings are also thought most favored during Doshram.

Arc of Sahaad

This arc marks the end of spring and is the favored time for birthing foals. Traditionally this is also the time when nomadic Sarcosans left their winter camps. If born on the zenith of Sahaad, a Sarcosan child is thought to be destined for greatness.

lesser helia that mark the attentions of specific host riders within a given arc. Not only do the passing of arcs and helias mark significant annual dates within the Sarcosan religious calendar, but they have also come to mark the passing of time in the secular world.

Though the elves have the most complete historical records in Eredane and it is their historical calendar of ages by which history is described, it is the Sarcosan priesthood that provides the most accurate and detailed annual calendar. Since the Sarcosan invasion, the system of arcs and helias have infiltrated all the races of Eredane and is now used everywhere, in one form or another, to mark the passage of days and months within a year.

Against the Shadow

Deceiving Appearances

Southern Erenland has not suffered nearly the destruction, death, and oppression that the orcs have heaped on the Northlands. Though the people still live under the rule of Izrador's minions, the conditions in the south are far better than those in the old Dornish kingdoms. Most cities still stand and have large populations. The weather is warm the year round so winter snows do not threaten lives. There has been enough food so far, though shortages are common and becoming more so. For the greater part, the settlements are still governed by humans—puppets of Izrador, to be sure, but humans nonetheless. Though betrayers, and often brutal, they are more predictable and comprehensible than the orc warchiefs that oversee the occupation of most northern towns. The guards and city watches are also typically human or hobgoblin, and unlike orc enforcers they are more likely to be sympathetic, easier to bribe, and open to infiltration.

These conditions conspire to create the false appearance of normal life in southern Erenland. On the surface, daily existence goes on with few external clues to the real changes, conflicts, and dangers that the Shadow's conquest has created. A look beneath the surface, however, exposes the constant tension, distrust, and violence that haunt the people of the region.

Izrador's reach is long, but his armies are not infinite and the majority of their strength is now spent occupying the north and warring with the fey in the east and west. There are not enough orc soldiers yet garrisoned across the south, so the false sussars rely in part on human collaborationist soldiers to police their lands. With brother lording over brother, there is a deeper sense of betrayal that tears communities apart and makes the violence all the more personal and painful. Punishment and reprisal follow each other in an endless cycle that ultimately plays out in the tragedy of Erenlander killing Erenlander.

It is not only the overt collaborators who feed the distrust and malice that characterize southern life under the Shadow. Hidden among the people are countless

human agents and informers working for the enemy. Most are honorless opportunists who are concerned only for their own place in the new order. Others are desperate souls simply trying to protect their families or communities. Regardless, betrayal is rampant as peasants and nobles alike sell out both the guilty and the innocent in acts of vile self-interest.

The Freeriders

The nomadic and warlike history of the Sarcosans allowed the survivors of Izrador's onslaught to take naturally to the lives of insurgent raiders, called freeriders. Their horsemanship, swordsmanship, camp-life expertise, and savanna survival skills give these bandit raiders significant advantage over the occupying forces of the Shadow.

The combination of their regional knowledge and horsemanship mean the freeriders can come and go like plains mirages and that their mobile camps are almost impossible to find or catch. They make raids to disrupt enemy operations, to kill orc troops, and for weapons and other supplies. Their strikes are quick and deadly and infuriate the orc warchiefs and their human collaborators.

To fight fire with fire, the false sussars have long recruited local sellouts willing to hunt the freeriders using their own tricks against them. The tactic always meets with initial success until loyal Erenlanders infiltrate the traitor ranks, assassinating their leaders or betraying them to freerider ambushes. The families of such sellouts are ultimately identified, and in the dirty tactics of this kind of war the threat of reprisal is often sufficient to deter the collaborators' zeal.

There are even stories of stalwart freerider bands that pass themselves off as mercenaries willing to hunt insurgents and sign on with the false sussars' forces. They use the resources with which they are paid to support their own plans, and when the time is perfect, they turn on their employers, usually in some destructive act of sabotage and slaughter. The risks in such a double-crossing life are obvious and lethal.

Kalif Saida

Zari Mansoor is a charismatic and graying horse soldier of the sharu caste and the leader of the largest band of freeriders on the open plains. His many devoted followers and sworn riders call him Kalif Saida, or "free man's kalif." In truth, Mansoor is of noble blood, but most of his family became enemy collaborators. Denouncing them all, he took to the plains where he wages a brutal resistance war, attacking orc caravans, raiding orc camps, and torching collaborationist holdings.

The Saida is also a very devout man and has gathered a group of warrior-priests around him as close advisors and personal guards. He calls them his Cedeku, named for the small, curved swords free Sarcosans always carry at their sides, and has made them all sworn riders. Their allegiance to him is unwavering and each would gladly die in his defense. Mansoor's success in resisting and evading the Shadow is renowned and some have begun to whisper that he is not a man at all, but the mortal incarnation of Roheem, the Sarcosan god best known for his cleverness in battle and his ability to outwit his enemies. Though most believe this is highly unlikely, there are others, even among his personal guard, that are not so sure.

Arc of Sennach

Also known as the Arc of Battle, this is the traditional time of hunts, conquest, and trade caravans.

Arc of Halail

This is high summer in Eredane and the hottest time of the year across most of the continent. Children of age often attempt their soba, or "breaking ceremony," during Halail.

Arc of Zimra

This is the time of harvests and is dry and windy across most of the lands. It is considered bad luck to be born in Zimra and in times not so ancient, children born on the zenith of Zimra were often drowned.

Arc of Obares

This is autumn and time for the last preparations before winter comes. Nomadic tribes returned to winter camps and settled in for the long winter by the zenith of Obares, also known as the Day of Rests.

Arc of Hanud

Also known as the Arc of the Dead, this a traditional time to honor the memory of lost relatives and the only time of the year when it is wise to ask favors of the Sorshef. The Dorns, long influenced by the Sarcosan calendar, hold their most solemn ancestor ceremony on the zenith of Hanud. They call the ceremony the Calling of Honors.

Arc of Hisha

Also known as the Arc of Winter, this time marks the heart of the winter season. The zenith of Hisha coincides with the winter solstice and is called the Day of the Sun.

Arc of Sutara

This is still a time of bleak cold before the spring. Since the end of the Third Age, the long winters often seem to cling to the lands, a dread portent many attribute to the foul ways of Izrador.

Samsi the Wanderess

Samsi seems almost a mythical figure among the outlying towns and villages of southern Erenland. She is a healer of great skill and a channeler of significant power. Despite the edicts against the use of magic and against travel, Samsi wanders the plains from town to hamlet, ministering to the sick and using her magic to help improve the lives of those she meets.

Though Samsi risks certain death by using her arcane powers, she seems to do so with the faith and impunity of the charmed. There are informants everywhere and fell minions of Izrador sensitive to the flow of magic, and yet Samsi wanders free. Many of the stories about her claim she charms all she meets to hide her passing. Others say she walks invisible in the high grass, allowing those that hunt her to pass harmlessly by.

Some say she is an old woman, bent and half-blind, who rides a pale mule. Others claim she is a young and beautiful sussar woman of noble birth. In truth, Samsi is middle-aged and plain, and though she is an orphan who has never been awarded higher caste, her good heart and bravery shame many of the highest rank.

Southern Insurgency

The southern Erenlanders had much longer to steel themselves against Izrador's invasion than their northern countrymen. Many realized from the first that military resistance would be futile and instead chose to wage a covert insurgency against the Shadow's minions. From the earliest days of the occupation, Sarcosans have fought an effective campaign of resistance that has not only cost the orc hordes dearly in lives and resources but has also served to give southern Erenlanders a measure of hope.

The Sarcosan resistance has been well organized from the start, led by experienced soldiers and supported by skilled and dedicated people. One of the reasons for its success is

Excerpts from "Young Haradin and the Orange Rider," a Sarcosan romance

One always rode in the fore of this band of brave riders
He paced twelve lengths ahead, banner held high
But he was the youngest of all, with barely a beard to wax
His keen gaze marked every cloud, he stood tall in saddle
He knew the wind well, the flight of birds, the vast plain

Never was any so eager for war
As was young Haradin, the horse-lord's son
His edge was keen, a youngster so wise in the saddle
Craves his companions' acclaim, seeks to prove in battle
That his teaching has not been in vain.

No poetry fell from his mouth, well had he learned silence
But he had loved a girl—Faisa was her name—
Since the first day he had seen her in her father's tent

She served him kamoukis with his kinsmen
He thought the drink had bested him
But for days he remained drunk from her dark eyes
Drink and love have similar magic for the young
At first both are fire, but later both must end

[Haradin and his band are invited to a great feast in Sharuun]

The great feast at Sharuun brought many bands
The city was crowded with riders, wide plazas full
Dancing and song and storyweaving brought all folk out
And the riders played games
Ring-catch, barrel-dance, lunge-thump, lance-clash
Haradin mastered them all, a glory to his band
At day's end he was set to take the prize
Until a rider in orange rode onto the testing-ground

So well did this rider sit his horse
That he drew the awe of all around
And so mysterious was his aspect
Masked in orange
That the plaza was a storm of whispers
Each game he played, and in every one he excelled

Between the Orange Rider and Haradin
None could judge the master
Best from best is hard to deem
Wise men let only the gods so descry
When the best fight, one will seem
The victor, but the other will die

[The predictable occurs; Haradin and the Orange Rider fight]

A day and a night the battle raged
Curved swords flashed in sparking arcs
Each was cut a hundred times
The plaza was paved with dried blood

The Orange Rider slowed and Haradin cut
The orange-draped head bounced away
His sword clanged on the ground
Haradin took the mask from the rider
And saw Faisa's dear face, her dark eyes
A black cloud drifted up from the body laughing
And flew on the wind to the North

Haradin sat, silent, holding all of Faisa he would hold
He would not be moved
He would not eat, he did not sleep
Two days he was there
On the third he was gone and was not seen again

So now I pass this song to you
A tale of strength come to woe
That the dark watches always is all that is true
And all that you need to know.

that its efforts have not all been military in nature. Instead, most have been clandestine actions intended to undermine the authority and erode the strength of the false sussars and their orc enforcers. Such actions include stealing weapon shipments, sinking naval ships at anchor, poisoning orc drinking water and food, and leading patrols on carefully choreographed wild goose chases. These and efforts like them have served to drain Izrador's resources while keeping the insurgents themselves mostly out of harm's way.

The fighters of this war are not only soldiers and warriors. Children, old women, farmers, taverners, craftsmen—there are people of all castes and occupations involved in the fight against the Shadow, and their everyday lives and commonplace appearances make each a uniquely effective agent of the resistance.

The insurgents are also clever in that they intentionally plan long periods of inactivity to lull the sussars' forces into complacency, then act suddenly on several fronts. This unpredictable pattern of action and dormancy has served to protect resistance fighters from the reprisals and periodic sweeps of the sussars' forces.

Perhaps most critical to the success of the insurgency is the social honor that southlanders have come to place on fighting in the resistance. Many have earned higher caste rank through service to the insurgency, and there is a collective pride that the people take in its accomplishments. This has greatly improved the general morale of the Southlands, offering dignity and hope in a world sorely lacking these things.

Unfortunately, the resistance has been too successful, and the Night Kings have taken notice. Unsatisfied with the false sussars' ineffectual efforts to deal with the continued uprisings, they are sending more orcs into the south to bolster the regional garrisons. They are also sending more legates to the courts of the false sussars, ostensibly as advisors but in reality as handlers to better control the actions of the Southland's puppet rulers. The insurgency will soon find itself arrayed against still greater numbers, controlled by far more ruthless and determined agents of the Shadow. It is also certain that this increased pressure will drive even more people to sell out their neighbors to protect themselves.

Sites and Features

Alvedara

Alvedara, or "the city of the king," is a relatively young settlement but stood as the capital of Erenland and the pinnacle of southern culture. It straddles the Eren and was an important river port—the last major city on the voyage north until Erenhead. It was built in the traditional Sarcosan style but with a grandeur and beauty in its architecture far greater than that of other southern cities. High-spired whitewashed towers, hammered gold domes, dazzling mosaics, the glittering ribbon of the river, and the rich green of the surrounding fields made Alvedara one of the most impressive and stunning cityscapes in all of Eredane.

The most fantastic features of all this glory were the twin Bridge Towers of the Kalif. These massive structures spanned the width of the Eren, arcing from one shore to the other. Each wide causeway supported a pair of tall white towers in which the high king and his family made their home and held court. The bridges were not only architectural wonders but were also the only non-ferry river crossing south of the Ardune, making Alvedara an important stop along most southern caravan routes.

The city's fall stands as one of the blackest events in the history of Erenland, and in the minds of most marks the day the Kingdom of Erenland was defeated. The betrayal of the kalif by the Night King Jahzir left the city all but undefended, and the orc army flooded into the town, pillaging and destroying. The horde tore down the city's defenses and even managed to sunder one Bridge Tower. Today Alvedara stands as a tragic reminder of Erenland's past greatness, a once-beautiful city overrun with orcs and home to the court of Jahzir the Usurper.

Cambrial

Cambrial was once one of the largest cities in southern Erenland and home to a vibrant, mixed-race population. Among the Sarcosan majority lived Erenlanders, Northmen, elven traders, and even a few city-dwelling halflings. Even in the dark days at the end of the Third Age, the city remained a center for interracial trade and was known throughout the southlands as the home of Sarcosan wizardry.

When the Shadow's forces took southern Erenland, they attacked and razed Cambrial as a demonstration of their power and ruthlessness. They killed all who did not flee, filling the city's streets with blood. At the command of the Night Kings, the bodies were purposefully left untended and soon every last one rose as Fell. Neither time nor decay seemed to diminish the undead horde's numbers and many believe it is the black magic of Izrador that maintain them. Perhaps charmed by their tenacity, the Night King known as the Priest of Shadow has made Cambrial his most common lair, within which new undead monstrosities are constantly being born.

In the century since its fall, so many of the foul creatures continued to haunt the place that the ruins of Cambrial came to be known as the City of the Dead. The settlement and its environs have become so dangerous that even orc legions stay well clear of the region, if they can. Unfortunately, the Priest of Shadow and his legate servants require guards, servants, supplies, and all the other trappings of a community, so Sarcosans and Erenlanders are commonly rounded up and replanted in the various keeps and secured buildings of Cambrial, forced to do their best to raise food and meet their masters' needs while avoiding the often uncontrolled Fell and other, more powerful undead that roam the ruined sections of the city and its outskirts. No more than 1,000 humans and halflings live here at any given time . . . though that number begins dropping from the moment a "fresh" shipment of transplants arrives, and must be supplemented every few years. No one knows how many undead roam the city and its environs, but those few who have escaped the place alive say that they must outnumber the living by a ratio of ten to one, at least.

Farodun

Farodun was once a tiny, insignificant village of which few in Sharuun had ever heard. When the Shadow's puppet

rulers took over the great city thousands fled to the countryside. Over 1,000 of these refugees eventually found their way to Farodun and now, almost a hundred years later, the refugee camp history of the town is still evident. There is little order to the streets, the fields, or the government. There is constant contention between the inhabitants, petty crime is rampant, and there is seldom enough of anything to go around. Word has spread of the degenerate refuge, and insurgents, thieves, murderers, and worse now drift into the town looking for a temporary hideout. The original populace is as powerless against these thugs and bandits as it would be against raiding orcs.

Paol

Paol is a small fishing town in an almost forgotten corner of the Sarcosan south. The village survived on fishing and smuggling during the Third Age and was a resistance base until 84 LA when it was overrun by an orc legion. Still, their control is minimal. It is only because the freeriders have other concerns and the Danisil do not venture onto the plains that the Shadow retains control of this area.

Paol's true life is in its harbor and the ships that dock there. It is hard to tell the privateers from the freebooters, but almost everyone in Paol makes their livelihood as sea raiders of one kind or another. Many are secretly resistance fighters, targeting the Shadow's vessels and then hiding under the enemy's very nose in Paol, while others prey on anything that floats.

There are always numerous ships at anchor in the large bay and more coming and going all the time. The town itself is a raucous and dangerous place, as drunken sea dogs and knife-toting sailors spend their shore leave, conscript new hands, fight over booty, and spy for both sides of the war.

Sharuun

Sharuun was once a great seaport and is still the biggest city in Eredane. If not for the occupation, the city would be much like any other large port town around the world. It is a mix of architectural styles from across Ayrth and home to more races and cultures than any other city on the continent. Humans of Sarcosan heritage dominate the population, but even 100 years after the fall of Erenland there are still descendants of foreign races that are forced to make the place their home.

The city was once the center of overseas trade in Eredane and stood as the gateway to the River Eren. This generated huge profits for the trading companies and local sussars and gave the city significant influence across the continent. Today, Sharuun is a shadow of its former greatness and its influence barely reaches the people of its own region.

Sharuun sits on the coast just east of the Eren river delta and was built on the ruins of the first human settlement on the continent. Some of the larger village mounds of the first Dornish settlers now support younger Sarcosan-built structures near the town center. The settlement is sprawling and shows the sometimes random layout of old cities, where new construction mixes with old and choices made centuries ago affect the lay of things today.

The waterfront is enormous, with a dozen massive stone quays and countless decayed wooden docks. Large stone and wood warehouses mostly lie empty and the great boat-building yards have not launched a ship in living memory. Where countless vessels from far-off lands once moored and offloaded goods, now only a few fishing boats dump their daily catches. The last remnants of a few burned and rotted ships lie mired in the bottom next to the unused docks, and the only large vessels that still sail the bay are patrol craft and war galleons manned by reluctant orc seamen.

Between the waterfront and the city center once stood the dense warren of shops, booths, and carts that made up the Far Lands Market. The market was a huge bazaar that featured wares from every corner of Eredane and every known land beyond. If it could be found for sale anywhere, it was once found in this bazaar. Now the Far Lands Market is a decrepit collection of decaying buildings and empty lots, home to beggars, thieves, and other sheol. Only a small corner of the original bazaar remains active, and that only as a fish and farmer's market.

The massive Plaza of the Sorshef occupies the center of the city and is paved with huge mosaics depicting scenes from classic parables of the Sahi. At the western end stands the enormous Palace of the Stars. Tall whitewashed towers, domes covered in hammered gold, sprawling gardens, and a dozen glittering fountains make the palace a beautiful and impressive place. Its glory is now marred by an ugly gray wall that the first of the city's false sussars built to protect himself from his own subjects.

At the eastern end of the plaza stands the Great Badrua—a tall star tower built of red stone cut and shipped from the shores of the Island of Asmadar. The tower once held the fabled Book of the Sahi and the army of acolytes and priests that studied its teachings. It now stands empty and sealed by order of the false sussars. Under the dominion of the Shadow, worship of any god but Izrador is punishable by death and the priests are long fled with the holy artifact. The priests have taken up working roles among the common people, and no one knows where the Book of the Sahi is hidden.

The western, upwind end of the city once held the large, walled estates of the sussars, rich nobles, merchants, and politicians. Now, these manors are occupied by the petty lords that serve the false sussars. Just north of the plaza is the craftsman's quarter, which fronts a residential district occupied by merchants, traders, alchemists, healers, and others of the middle castes. The eastern end of the city is a packed maze of warehouses, stockyards, tanneries, and shacks where the sheol and the poorest asara make their homes. Beyond in every direction lie farms, large and small, and the vast pasture lands that support the great southlander horse herds.

Zorgetch

Human clerks swarm over this tent-city, sorting mountains of materials into useable supplies. Orcish recruits muster on fields large enough to contain all of mankind's remaining hosts. Flotillas of gnomish ships carry these supplies from artificial mountains to the front lines while halfling slaves haul caravans to garrisons throughout southern Erenland. Goblinoid armies guard the camp itself for its loss would inconvenience Izrador's armies in the south.

CHAPTER 8
Erethor

This chapter presents detailed information on the history, geography, culture, and personalities of the Great Forest of Erethor, last bastion of the elves. The text of this chapter is designated as closed content.

My Revered Lord,

News from the front is not good. I know that many of your legates and generals have deceived you with tales of our great victories, for they fear your wrath should they offer you the truth. My own devotion to the One God is greater than my fear of His honored servants, even one as lordly as you.

A thousand tales have been told of this forest, and by my oath, even the most fanciful fail to match it in truth. It is a nightmare, an impenetrable hell of brown and green, and I have long since abandoned any thought of leaving here alive. This place is infested with demons and haunted by pale-skinned ghosts, and both kill our troops without discrimination or mercy. The orcs, all of them born and bred hunters and killers, are like lost children amongst these ancient trees. For a while, I did not understand what it was that seemed to strip away all their training and hate and transform their howls of bloodlust into the mewling cries of babes. I know now.

The orcs, my lord, are terrified of this place. Like me, they know they will die here.

— Excerpt from a dispatch taken from a courier in the Veradeen bound for Theros Obsidia

The Caraheen

The heartland of Erethor is the vast wood the elves call Caraheen, meaning "home wood" in the high tongue. It is a sylvan world dominated by trees, both mundane and magical. It is an ancient and trackless place that the elves know well but in which other races often fear to tread. It is a wonderland of beautiful meadows, pleasant dales, shady copses, and babbling brooks. It is also a mysterious land of hidden groves and secret thickets, foggy vales and murky swamps. It is at once both breathtaking and frightening, familiar and haunting. It is the Heart of Erethor, the Great Wood, the Tree Kingdom, and the Domain of the Witch Queen.

The land of the northern Caraheen is rough and rolling as it leads to the hill country of the Veradeen. The trees are dominated by towering spruce and thick groves of aspen and elfpine, and countless streams cut back and forth between the hills. Deer are plentiful year round, and elk and ebo-ta are

common when the winter snows drive them south. This is the hunting ground of the dire wolves and home to scores of elven tree-villages, outposts, hunting camps, and trade markets.

The heartland of the Caraheen is an ancient forest that stands almost unbroken, cut only by the wide gashes of the Itheris, Gamaril, and Felthera rivers. In the west, the hills and ridges of the heartland are dominated by oak, hickory, and shield ash. The forest thins as it reaches the sea, becoming isolated copses in coastal savanna. Enormous cedar, sequoia, and homewood trees dominate the eastern forest where the hills give way to plains and patchy woods along the border with Erenland. The central Caraheen is home to the fabled tree-city of Caradul and the High Court of the Witch Queen. For untold ages, it has been the heart of elven civilization and the pinnacle of culture in Eredane. It is the center of elven history, magic, and scientific learning.

Now, in the central Caraheen, the elves fight their most desperate battles against Izrador's hordes, and it is in this great wood that the future of their ancient race will be decided.

In the southern Caraheen, the tall forests turn gradually into flatland swamps and marshes dominated by cypress, sycamore, and willow. These reach farther south where they become the wet Aruun and to the west where they transition into coastal mangrove. These swamplands are pathless and dangerous places for the unfamiliar and unwary. There are monstrous creatures, both natural and demonic, stalking the marshes, and legends claim that shades of the elder fey haunt the place. Few high elves make their homes in these lands, and those that do are said to have been altered by the spirits that have lived there since before the days of the elthedar.

The Caraheen suffers cold winters, especially so since the rise of the Shadow in the North, but its springs are warm and bright with green leaves and new flowers. The summers are sunny and bountiful, though in recent years a pall of ash from the forest fires wrought by invading orcs often hangs in the air. Autumns are long and their lingering warmth belies the coming winter. Many woodsmen fear the long drought that has kept the rains at bay for many years. Some are afraid it may be the dark ways of Izrador, as he works to help his hordes burn away the elven forest.

The History

It is certain that elves lived in the Caraheen for thousands of years before the First Age. Most elven scholars agree that the Caraheen is the ancient homeland of the Caransil, and it was from this vast wood that the other elven lineages were born. This long regional history is characterized by a prosperity and culture that has been untouched by the invasions and wars that have broken and remade so many of the lands of Eredane. Sheltered there, the elves of the Caraheen were free to create a high culture unmatched by any other on the continent.

Most elven magic, art, science, philosophy, craft, and trade began in the Caraheen and migrated to the reaches of Erethor with the elfkin. From there, the elven ways traveled to distant lands and influenced the cultures of other races. It could therefore be said that not only is the Caraheen the home of elven ways, but that it is also the home of much of Eredane's culture.

Recent history has not been nearly so benign, and the protected realm of the Caraheen is now in grave danger. The orc hordes of Izrador force their way deeper into the forest every day and even the vigilance and might of the Witch Queen do not seem enough to stem their advance. The great city of Caradul, the beating heart of the elven world, is threatened and has already begun to suffer the influx of desperate refugees from the east. The Caraheen is no longer the haven from the ravages of history it once was, and as its fate hangs in the balance so does the fate of everything the elves hold dear.

The People

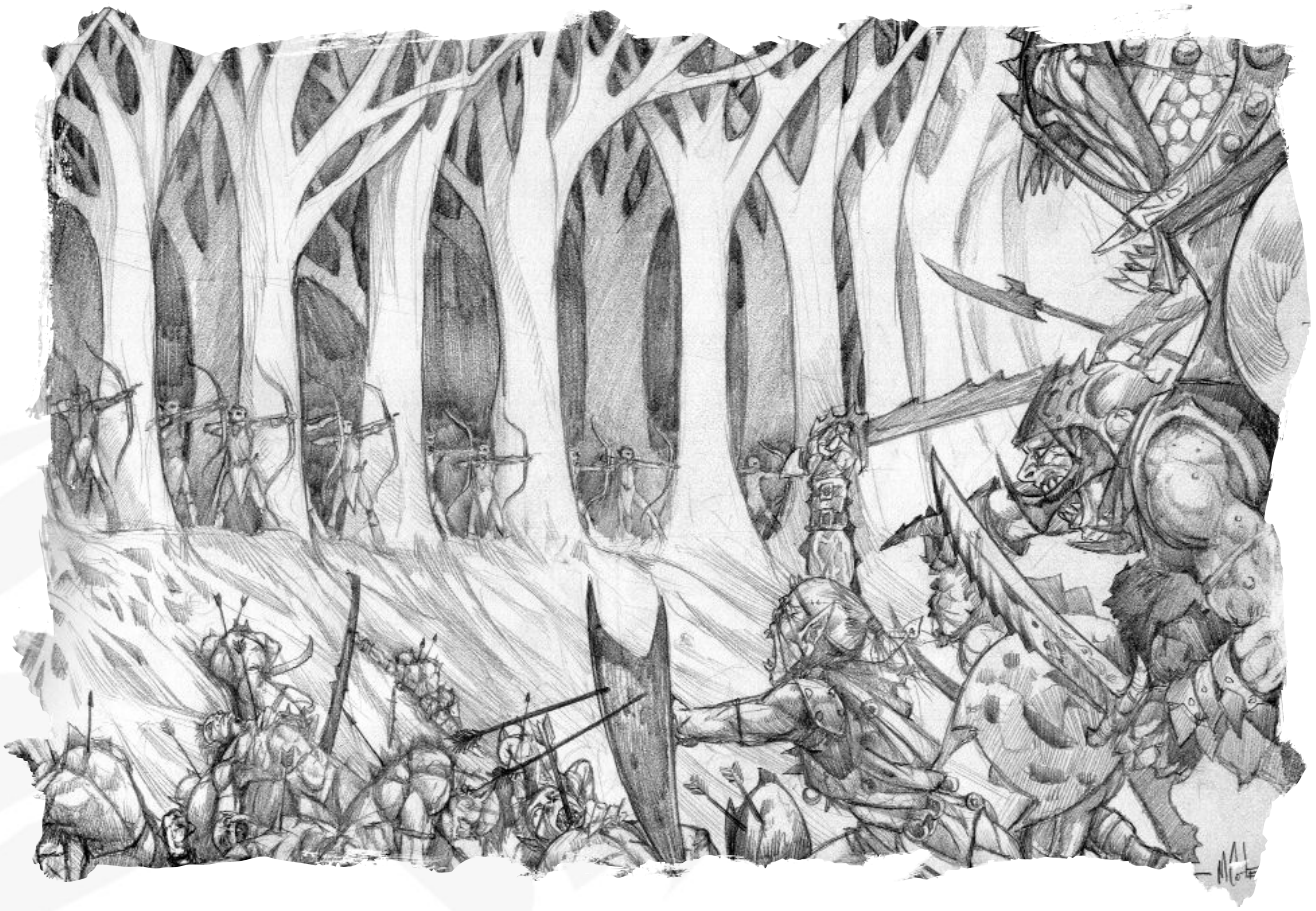
The Caraheen is the homeland of the Caransil, or the ancient elfkin, also known as the elves of the wood or simply the wood fey in the Norther tongue. Though it is their home, the wood elves share the Caraheen with many members of the other elfkin races. Through its long history, traders, merchants, students, soldiers, wizards, council members, and more were drawn to the Caraheen and the capital from across Erethor. Now the war brings even more elves to the heartland as the fit flock to defend the realm. Across the Caraheen there are more than 300,000 elves of the Caransill lineage and another 40,000 of the other races.

Izrador's invasion of Erenland drove many humans and halflings from their ancestral lands. Many took refuge within Erethor and settled in large camps that eventually became true villages deep in the forest. A very few even found their ways into elven settlements where they have been grudgingly accepted. It has been a hundred years since Erenland fell to the orcs, and very few of the original refugees still live. However, the refugees' descendants have become a kind of stepchildren to the elves and make do as best they can. In all, perhaps 45,000 disenfranchised humans and halflings make their homes in the forests of the Caraheen.

Settlements

The elven settlements of the Caraheen are the oldest and most traditional in Erethor. The long and magical partnership between the forest and the elves allowed the elfkin to coax their shelters from the living wood of the trees themselves. Their magics have allowed them to change the course of springs and streams, grow orchard groves in wild woods, and create many other forms of natural infrastructure within their settlements. As a result, even the largest tree-city functions as a natural part of the forest, even though many such cities are thousands of years old.

Most elven settlements in central Erethor are in large groves of maudrial, or homewood trees. Homewoods are massive, with broad branches and thick, dark green canopies. The boles of the trees spiral as they grow and the ridges and grooves that form are magicked into rooms, passages, and chambers. Spells bend and bind the branches of adjoining trees so that the wood of many trees actually grows together. The joined branches form large, beamlike supports within the canopy and walkways between the trees. Ever-smaller limbs and branchlets are bent and woven together magically like the



reeds of a basket to form living platforms supported by the larger branches. The platforms create open decks and floors that support various structures with walls of similarly woven branches and roofs of living leaves.

Smaller trees may have only one or perhaps two such layers or decks, but larger trees may have as many as five or six. The decks are often continuous with the platforms of other trees and connect to the ones above and below by stairs and wide ladders that drop through open wells. Even the lowest platforms are usually at least 50 feet above the ground, though railings are uncommon throughout. Access to the ground is along enormous vines that have been grown in ramplike spirals that wrap around the main tree trunks down to the forest floor. Stairlike steps are often formed into the largest of these vines, but use of the smaller ones simply depends on the surefooted nature of the elfkin.

Streams and natural springs were long ago diverted into the homewood groves where their water is collected in cisterns formed in the roots of the trees. Enchanted creepers draw water up the tall trunks and dribble it springlike into public wells on the decks or large basins within individual dwellings. Hearthstones, an old elven magic, provide heat for warmth and cooking without consuming wood for fire. Fairy's torch, created by elven druids eons ago, grows throughout the inhabited canopies and provides more than enough nighttime light. Bodily wastes are mixed with druidic powders and earth then dumped in root middens to feed the trees of the orchard groves.

Such settlements take planning and patience to create, often requiring many years for the modification or addition of structures. For the long-lived elves, this is simply the way of things. However, the influx of refugees, soldiers, and other outlanders since the advent of the war means that many tree-cities have not been able to expand to keep pace with their growing populations. Many elven settlements have been forced to build human-style shelters on the ground and have begun to overtax their orchard groves, water supplies, and game resources. As a result, many of the larger settlements are suffering declines in the health of their surrounding forests as these resources become scarce or polluted.

The forest villages in which the human war refugees live are an even greater burden on the health and bounty of Erethor. These settlements are unplanned, and despite the requests and threats of the elves, their unwanted guests continue to rape the forest for resources. The humans continue to cut trees for firewood and construction materials, clear undergrowth for gardens and livestock pens, and pollute streams with waste and garbage. The lands for miles around these refugee towns have become sick and poisoned and there is understandable and growing animosity between the races as a result.

Halfling domestic traditions are much less disruptive than human ones, and their refugee settlements have been less trouble for the elves and their forest. The halflings are fewer in number and have settled in smaller groups. They build living sod houses that appeal to elven sensibilities and have less

impact on the forest. Their simple agrarian ways have little effect on the surrounding ecology and their hedge magic reduces their need for resources such as firewood and their production of garbage and waste. As a consequence, their presence is more readily tolerated by the elves.

A further consequence of the expansion of elven towns and the establishment of the refugee settlements is that Erethor has become harder to defend against the minions of Izrador. Tree-villages are often difficult for orc patrols to find, and when they do the elves have the tactical advantages of height, cover, and freedom of movement. The ground dwellings of the refugees and the expanding elf cities are much easier to find and greatly reduce these tactical advantages.

The elven court recognizes the problems that the presence of the refugee towns has created for the elves and their wood. It has dispatched advisors and sorcerers to help the refugees live more harmoniously with the forest, but they have met with only limited success. Still, there is little else that can be done as even the Witch Queen does not have the will to drive the refugees back into their conquered lands. Ultimately, the refugees may prove a boon, as many are hungry for revenge and now eagerly fight alongside Erethor's elven defenders.

Language

The wood elves of the Caraheen speak High Elven, but the presence of so many other elfkin and refugees means that many wood elves also speak other languages. A few speak Jungle Mouth, and many, especially soldiers, know Erenlander or a little Norther. Of course, they have also had to learn some Orcish, and even children in the capital know a little Orcish slang. In Caradul, there are merchants that know languages from more distant lands, such as Trader's Tongue and Colonial. There are also scholars who know Old Dwarven and the Courtier speech of the Sarcosan academics. Finally, some agents of the Witch Queen study Black Tongue, the better to spy on the enemy.

Governance

Every settlement of the Caraheen is governed by a council of aged and experienced elves chosen from the local population. These elder councilors have often distinguished themselves in service to the queen, the court, or the elven people. The council serves as the administrators and arbitrators for the settlement and its surrounding area. The position is an honored one, but it also comes with a great deal of responsibility. It is also often a thankless job, as elder council members are forced to deal with the constant and petty issues of daily life.

Each elder council selects from its number a single member to serve as a Lord or Lady Councilor in the elven high court's Council of the Throne. There are currently 53 such councilors from the Caraheen, and another 22 from the lands of the other elfkin. There are also 14 special councilors, chosen by the queen herself. The Council of the Throne therefore represents many thousands of years of accumulated knowledge and experience and is a valuable resource. The duty of the Council of the Throne is to advise the queen and to provide her with the information and knowledge she needs to administer the elven lands and protect the elven people. The council serves at the pleasure of the Witch Queen, however, and there is no doubt as to her absolute authority—in all matters, her's is the final word.

Religion

Spirit Worship

The gods may be gone, but the elves know other powerful magical entities share their world, trapped in the mortal realm by the Sundering. Spirits, demons, outsiders, the true fey—whatever one names them, all are real and inhabit both the light and dark places of the world. As a race, the elves are uniquely sensitive to the presence of these spirits and over the millennia have come to pay them a sort of religious homage. The elven world is rich with both named and anonymous spirits. Some are well known and receive daily deference and offerings. Others are dark creatures whose names are not spoken aloud and who are only called on for the blackest of services.

Nurellia

Nurellia is the mistress spirit of the homewood trees and is a patron of sorts to the druids that shape the elven settlements. At the beginning of every new project, the elves make offerings of homewood seeds, spring water, and rich soil to Nurellia to gain her favor for their work. Traditionally, a small bag of homewood seeds is hung over the entrances of elven dwellings in hopes of keeping the mistress spirit's favor.

Zulion

Zulion the Trickster is a mischievous imp trapped in Erethor by the Sundering. Though he is seldom actually summoned, his name is frequently invoked by angry elves as they shout curses at each other. There are occasionally runs of bad luck after these curses that seem more than coincidence, giving credence to the belief in the Trickster. Enough so that elven mothers commonly use Zulion to frighten troublesome children into better behavior.

Corzafel

Corzafel is a shapeless, demonic entity of terrible power. It became one of Izrador's dark minions when it finally gave up trying to find a way back to its native realm. The creature was an insidious messenger for the legates and corrupted many elves to Izrador's service. It fell prey to an arcane trap laid by Aradil and now resides sealed in an enchanted water gourd. The gourd lies among many other dangerous magical artifacts the Witch Queen keeps hidden in the bowels of the Elder Tree.

The Silent Ones

What little is known about the Silent Ones, the gods from before the Sundering, comes from the few ancient and poorly understood *elthedar* manuscripts maintained by elven scholars and the enigmatic tales of immortal spirits and demons. So much knowledge has been lost since the Sundering that most of the gods are known only by obscure references to their High Elven names.

The Lords of Light

These beings are the myriad forces of the celestial realm that struggle to maintain the flow and structure of order in the universe. In the mortal realm, they manifest as the powers of good and righteousness.

The Lords of Darkness

These powers are the countless celestial agents of chaos and destruction that are seen as the gods of evil and corruption.

Galahane, the Father of Order

Galahane is thought to be one of the greatest of the lost gods, perhaps the ranking deity, as those things might be measured, among the lords of light.

Izrador, the Shadow in the North

Izrador is the most potent corruptive force in the universe. He is said to be the master of the lords of chaos, and it is his banished essence that now plagues the mortal world.

Shandring, the Balancing Hand

Shandring is the manifestation of the balancing forces of the universe. Not good, not evil, not of order or chaos, this power serves as both in the cosmic struggle, assuring that neither gains the greater share of power.

The Wael

These are the countless demigods that are born of the greater deities of heaven and participate as divine footsoldiers in their eternal struggles.

Heepa—heepa

Heepa-heepa is the elven name for the friendly spirits that many believe watch over the lives of children. Many traditional elves perform a solemn ritual immediately following the birth of a child in which they make offerings of placental blood and ancient evocations in hopes of binding a heepa-heepa to the newborn. Though there is seldom evidence that such rituals accomplish anything, the belief and the practice remain common.

In the lonely wilds, there are countless nature spirits with which druids and wildlanders must parley. The woodsmen know many of these spirits, so offerings can be made or they can be carefully avoided as necessary. When on unknown paths, however, elves are wise to be watchful for feral or dangerous spirits whose favor they have yet to curry or whose wrath it could be dangerous to incur.

The Abandoned

The monk scholars of the Order of Truth have kept the religious traditions of the elder fey and the Lost Gods alive since the Sundering, through the Time of Years and the Ages of the Scribe Calendar and now into the Last Age. There have doubtless been changes and errors that have become canon in their practices and beliefs over such an unimaginable span of time, but their order still possesses the purest records of the Lost Gods and the ways of their lost religion.

Aradil brought the Order of Truth to Caradul in the middle of the First Age as secret advisors on the ways of Izrador. Their knowledge and records have served the queen well in her wars with the Shadow, and even still the order advises her. Since the end of the Second Age, interest in the Lost Gods has spread among the elves and a following has grown around the Abandoned. Aradil has done nothing to dissuade this and in fact believes the renewed faith will rebuild the order's dwindling membership and may even be a spiritual ward of sorts against Izrador.

Almost 800 years ago, the order commissioned the growth of a small temple for the Lost Gods in a quiet grove just north of Caradul. The temple has since been enlarged and the surrounding trees now contain a small community of religious scholars, apprentice monks, and faithful pilgrims from across Erethor.

Cult of the Witch

For more than 2,000 years, the Cult of the Witch Queen has been an underground movement within many of the larger elven cities. The cult's initiates believe that Aradil is actually one of the Lost Gods, returned to Aryth in mortal form to rid the world of the Shadow. The popularity of the movement has risen and fallen in the past, and once, when the murders of several vocal elven dissidents were claimed by the cult, the court went so far as to outlaw the organization.

In the hundred years since the reign of the Shadow in Eredane, the cult has experienced a resurgence in membership. Though one might think that a band of zealots would make for valuable support, Aradil is concerned. She knows that in such fertile ground, corrupt weeds can quickly grow. She is wary of the insidious nature of Izrador's agents and so keeps one of her secret avatars an active member in the cult.

Trade and Craft

The once far-reaching trade routes of the elven merchants are long abandoned. The war with Izrador has cut Erethor off from the lands of the other races and turned elven resources and craftspeople to wartime efforts. Now the only goods that leave or enter the forest do so in smugglers' carts or aboard small river runners that brave orc patrols and enemy lines. In these dark times, it is not for profits that such risks are taken but simply to gain weapons, information, and other commodities needed to fight the invaders.

Elven trade caravans travel only between the elfkin lands now, and their cargoes are mostly weapons, equipment, and goods necessary for the war effort. Food stuffs, arrows, hearthstones, and cloth are taken to the north and exchanged for blades, raw ore, obsidian, armor, and dried meat. Goods from the Caraheen are also provided as support to the families of snow elf soldiers serving in the south. Leather goods, fruit, steel tools, and halfling cloth are exchanged with the Miransil elves for fish, small river boats, and artifacts collected from the City of the Sea. Metal work, bows, and alchemical ingredients are taken to the jungle and traded with the Danisil for druid-brewed medicines and orc poisons, as well as tobacco, spices, and cloth from their halfling cousins.

In days long past, the caravan paths of Erethor were safe routes where only a hunter or two was needed to fend of the occasional wolf pack or other woodland predators that took interest in a party's draft animals. Now the paths are dangerous ways, where chance encounters with orc scouts or roving ogres are common and mean bloody fighting. Now traders group their caravans together and travel well guarded, making use of less known paths and hidden ways. It is particularly dangerous for travelers of any kind to spend the night outside the protected confines of a settlement. Orcs and their minions are nocturnal creatures by nature and rejoice in ambushing night-darkened encampments.

In bygone days, caravans would make stops at traditional sites along their routes called trade markets. These sites might only be some tiny village, an open glen, or maybe a river ford, but they were chosen for their convenience to a number of small villages and hamlets. The caravan would stop for a day or two and word would quickly spread of its presence, drawing customers from the nearby area. Now caravans are only safe in well-protected villages, and as they carry goods needed for the war effort, they cannot risk the chance of being taken by orcs at the old market sites. As a result, outlying settlements seldom see caravans anymore, and their inhabitants often have to travel several days if they wish to trade with one.

Both elven and gnome trading vessels once plied the Felthera and Gamaril rivers, delivering goods and travelers to ports from Eisin to Caradul and from the Sea of Pelluria to Autilar. Now the lower stretches of both these rivers are deadly battlegrounds, too dangerous for any but soldiers, scouts, and desperate smugglers. The armies of Izrador have set bands of trolls to watching the rivers and downstream fords, and passage through these places is now a lethal gamble. Only the Itheris River remains wholly under elf control, and though it is still a vital trade link to the western Veradeen, it is not an easy river to navigate. None but the smallest boats and most skilled oarsmen can manage its upper reaches.

Master Crafts

Elven archers are renowned throughout Eredane, but in truth it is the elfkin fletchers' art that makes their bows shoot so straight. Every elven archer knows this and only shoots his best with arrows made in the Caraheen. Even the high elven word for arrow, io-cara, attests to this craftsman's legacy. The fletchers of the elven heartland make such balanced shafts with such true fletches that their arrows are considered masterwork weapons. With the ongoing war, the raw materials for Caraheen arrows are in such short supply that even the feathers and tips from broken shafts are scrounged from battlefields and sent back to the heartland to be reused.

The refugee halflings have proved a boon of sorts to the craft of elven leatherwork. Supplied with tools and raw materials, the halfling exiles have taken on elven apprentices and have been producing boots, saddles, and armor for the elven army for more than 50 years. Though still an uncommon item "refugee leathers," as the troops call halfling armor, are so well made that they offer an additional point of armor bonus to the wearer, with no corresponding increase in the armor check penalty or chance of spell failure (see page 147).

Enchanting Wares

The elves shared their command of arcana with the other races of Eredane, so elfkin sorcerer-craftsmen were not always the only source of enchanted devices and magical artifacts. Now, in a world where the use of magic is a capital crime, the wizards of Erethor are the only channelers free to practice their craft. The Caraheen is therefore essentially the last source of newly made enchanted items in all the realms of Eredane.

Elven wildlanders and druids have long practiced herbalism and plant magics that give them control over and benefit from the forest flora. Wildlanders still practice spells that can control wild plants and capture these magics in powders and fluids that the uninitiated can use. Such spells enchant plants to hide one's tracks, entangle enemies, or even grow into poisonous thickets to protect a camp. The druids of the Caraheen once produced countless powders, elixirs, and potions from the green things of Erethor and traded them across Eredane. They healed wounds and sickness, they intoxicated and calmed, and they bequeathed magical abilities. Such potions are still brewed in the forest, but they are hoarded now and offered mostly to the soldiers and agents of the queen to aid in their fight against the forces of the Shadow.

The elves once traded all these things and more across the lands of Eredane. Now, under the darkness of the Shadow,

Schools of Magic

Though most elven channelers take on apprentices, there are only a few formal schools of arcane study still operating in the Caraheen.

The School of the Willow in the city of Ensera is a traditional academy that emphasizes formal spells and careful research. Its students spend years studying the ways of the old masters and emulating their methods. The wizards trained here are the most able enchanters and produce most of the magical artifacts available in Erethor.

The Order of the Sisters in the village of Senuil is well known for its improvisational and emotive approach to spellcasting. The Sisters train only women and produce the most formidable battle mages in Eredane.

The remote hamlet known only as the Druid's Swamp in the southern Caraheen is the home of a coven of druids that teach their apprentices to summon the nature spirits of the Great Forest. It is here that Adepts learn the way of the Whispering Wood and the awesome powers it commands.

The Queen's Academy in Caradul was founded by Aradil herself in the middle of the First Age. Only those students with the most potential are accepted, and even after years of training they are turned away if they do not continue to meet demanding expectations. The Witch's School, as it is often called, produces sorcerers of subtle but terrible power, masters of future sight, divination, and spirits.

trade is restricted and magic is forbidden. Beyond the Great Forest, Caraheen arrows are treasured and used sparingly. Hearthstones, once common in the plains, have long since burned out. Carefully hoarded elven potions are used only in times of dire need and cloaks of elvenkind are passed on as family heirlooms. What little trade in such goods there is comes through gnome smugglers and the human outlaws that occasionally take refuge in the forest.

Ways and Traditions

Daily Magics

Mention the elves outside Erethor and even in these dark times anyone listening will likely think of magic. Elves and arcane magic are historically, inextricably bound together. Elvenkind discovered arcane spellcasting and created most of the magical disciplines. They developed battle magics and were the most prolific source of enchanted objects before the rise of the Shadow. Sorcery is everywhere among the elves, and though much of their arcana is subtle, their daily lives are steeped in common spells and arcane traditions.

The form and function of elven tree-cities is the most obvious magic in the daily lives of elves. More subtle but equally powerful sorceries such as the Whispering Wood or the glamour that protects Caradul from discovery pervade elfkin life. Lesser magics, such as hearthstones, enchanted clothes, spell-grown food, magical beasts, and conversations with mundane animals are less formidable but no less common. Magic is everywhere in elven life, and were arcane powers to suddenly vanish from the world, elvenkind would shortly follow.

The elves of the Caraheen eat little meat, preferring cultivated vegetables and the forest's fruits. Without magic, the elves would be unable to support the populations of their larger settlements, instead having to clear great tracts of forest and resort to human-style agriculture. The orchard groves of the elves are fantastic works of magic. Each grove appears as a natural part of the forest, but one densely packed with fruit trees, edible nuts and roots, climbing vegetables, and sprawling natural gardens. The groves offer a variety of crops throughout the year and serve as the primary source of food in the Caraheen. Orchard groves are found around most elven settlements where apprentice druids work to keep them healthy and supernaturally productive.

Learning Magic

The Caraheen, and Caradul in particular, was once known across Eredane for its academies of magical learning. Apprentice channelers of all the free races came to Erethor to study with the most powerful and learned sorcerers in the world. These students would then return to their lands, carrying with them the arcana of the elves and spreading magic across Eredane. Though the elves certainly kept their greatest secrets for themselves, the arcane powers they shared help to shape economies and cultures throughout Eredane.

Now, most of the great magical schools are long gone and only a few new students come to Caradul each year to study sorcery. These are usually called to service by the queen and come to learn only battle magic. Refugees of other races occasionally seek magical training, but it is a hard and demanding path, and few have the discipline to learn more than the simplest spells.

The one arcane discipline that has the most new apprentices is that of the Whisper Adepts. The queen is obsessed with the growth and power of the Whispering Wood, and the endless fighting with the orcs and their minions creates a constant supply of souls for the Adepts' art. Aradil's agents are watchful for those who show promise in the ways of the spirit wood. By her command, dozens of new apprentices are anointed every year, though many ultimately fail to complete the training.

Against the Shadow

Dire Pact

Long ago the dire animals of Erethor rivaled the elves for mastery of the Great Forest, and the elfkin feared and fought them. At the end of the First Age, Aradil parleyed with these wondrous beasts and won a powerful alliance. This alliance was born under threat of war with the Shadow, but in the thousands of years since, it has grown into a deep and solemn kinship. The dire creatures are native to Erethor, created in the dark maelstrom that destroyed the elder fey. The Great Forest is their only home and in their animal ways they recognize the need to ally with the elves in protecting it. The elves in turn have grown to depend on the dire animals' potent fighting prowess and their profound sensitivity to the natural whisper of the forest world. Though dire creatures are seldom seen, they remain in constant contact with their elven allies, and in times of need they fight by their sides. They also sometimes serve as scouts, patrol members, or even couriers and battle mounts.

The dire species of MIDNIGHT are almost races unto themselves. They have primitive societies organized in hierarchies determined by age and physical prowess. They speak their own tongues and know enough simple High Elven to communicate basic information with the elfkin. Dire creatures are found only in and around Erethor and so cherish the Great Forest. They are motivated by a burning hatred of Izrador and his minions and are therefore steadfast allies of the elves. Dire creatures' statistics are as described in the core rules, except that all are considered awakened animals. See page 326 for more details.

Lord and Lady Councilors

The elven lands are by no means democratic. They are ruled by Aradil's firm hand, and there is no question as to her authority. She is a wise woman, however, and sincerely considers the advice of the sage members of the Council of the Throne. The council has offered advice to the High Kings since the elfkin tribes were first united, and the rulers who have ignored them often did so at their folly.

Councilors are typically well-respected, experienced individuals of considerable power and authority in their own home settlements. Most are learned, cooperative, far thinking, and loyal. Still, as with any such group, they can sometimes be ignorant, stubborn, shortsighted, and self-serving as well. Even in the council, there are alliances, cooperatives, cabals, and enmities. Aradil is mindful of these and careful to keep them in check. She is not above using them to her advantage as well.

The Arbor of the Witch Queen

The Arbor is a beautiful place that exudes an air of antiquity and elven nature traditions. It is where Aradil once met with foreign diplomats and emissaries and where she holds her increasingly rare audiences and councils with her advisors. This is where the Councilors of the Throne hold public meetings and make formal political announcements. It is where honors are paid to heroes who fall in battle and where faithful subjects make requests to the court.

The Arbor is a long hall of an irregular, wending shape, with living walls and a vaulted roof that are open to the sky when weather allows. Verdant plants—vines, shrubs, flowers, and samplings—grow gardenlike across the floor and up the walls, and an enchanted spring bubbles into a reflecting pool in the middle of the room. At the far end of the chamber is a large circle of thronelike chairs that are formed of branches growing up from the floor. A single chair at the top of the circle, larger and more ornate than the others, sits on a raised dais of living wood—the Throne of the High Queen of Erethor. It is said that if one loyal to Erethor were to sit upon the throne, the Whisper would reveal its greatest secrets to her. It is also said that if an enemy of the elves were to sit there, the Whisper would instantly drive him mad.

Beonoul

Beonoul is the oldest member of the council and was actually one of Aradil's lieutenants during the second war with Izrador. She is a horribly bent and wrinkled snow elf and can hardly speak above a whisper. Her will is strong, however, and she is perhaps the staunchest supporter of the queen on the council. There are even whispers that Aradil herself uses magic to keep the cantankerous old woman alive because of this. In truth, Beonoul is a sage advisor that says little but tells profound truths when she does speak.

Durelion

Durelion is the Lord Councilor from Caradul and is the Master Instructor at the Queen's Academy. He is a proud elf with long black hair, silver robes, and a vanity to match his considerable magical powers. Durelion is one of the most accomplished mages in Erethor and also one of the most arrogant. He is at the same time in awe and envious of Aradil's sorcerous abilities and wishes nothing more than to be made one of her avatars. He is convinced that this would finally bring his own powers to transcendence.

Suruliam

Suruliam is a Danisil and a skilled druid. She is the Lady Councilor from Prasnial, but since the fall of that city to the orc horde she has resided either in Caradul or in Druid's Swamp where she trains future Whisper Adepts. Suruliam is one of Aradil's key advisors regarding the Whisper, and as the queen has become so dependent on the Whispering Wood, Suruliam's is a very important post.

Puiomoro

Puiomoro was the Lord Councilor from the river valley town of Eisin, the elven trading outpost on the banks of the Felthera on the plains of the southern Westlands. He was an influential merchant before the third rise of Izrador and is an expert on the ways of humans. Though the city he represents was razed almost 100 years ago, Puiomoro remains a councilor at the queen's request, as she finds his insight and observations regarding the human race invaluable.

Risen Dead

As if the burning forest were not a dire enough threat to accompany the invading orc hordes, a new menace has risen quite literally from the dead to do battle with the beleaguered elves. The Fell have long been a bane to all the races, including the minions of Izrador, for in their demented and insatiable state they do not care what race they attack as long as it is warmblooded and living.

Now though, it seems that the black legates of the Order of Shadow have used their divine magics to gain some measure of control over these heinous creatures. In recent years, there have been increasing reports of attacking packs of undead of all races—orcs, humans, and even elves. At first these undead bands were thought to simply be the inevitable result of neglected battlefield dead waking to unlife. Recent encounters between elven soldiers and these undead packs have proven that something else is going on—that these creatures are being directed by some greater authority than their own hunger. Their actions are more organized and methodical than those of typical undead, and most are more deliberately armed than zombies are wont to be. Most telling is that elven scouts report seeing these undead troops marching with living orc soldiers, taking their orders, and in a few cases, even fighting beside them.

The Witch Queen now realizes that Izrador is adding undead soldiers to the ranks of his foul armies. These creatures are a horrible threat that instills dread in the most resolute warriors. Even some dire animals, fearless and steadfast elven allies, flee in fear at the approach of these unnatural beings. Aradil and her advisors recognize the danger this new threat represents but are increasingly hopeless in their efforts to counter it.

Unholy Fires

War has raged on the borders of Erethor for a hundred years, but only in the last three decades have the orc armies learned how to fight in the woods and how to successfully battle the forest itself. One terrible tactic that the elves are powerless to stop is the use of fire. Once just a natural part of the forest life cycle, fire has become a nasty tool that the orcs are using to terrible effect.

In the early years of the fighting, the healthy trees and moist soils confounded the orcs' efforts to burn the forest. Sadly, the Caraheen has experienced an unnatural drought for many years and the forest is beginning to suffer. Many shallow wetlands have dried away, vast swaths of woods are brown, and many groves are sick and dying. The elven court fears that the want for water is Izrador's doing, that he has turned his divine powers to holding off the natural rains. In recent summers, the forest fires set by orc soldiers have raged out of control. They burn huge tracts of forest, destroying ancient trees, killing wildlife, and razing elfkin settlements. The largest area ofconstantly burning forest is west of the Plains of Ash and Blood, which is itself merely a graveyard of previously destroyed woodland. Elves and orcs alike have come to call this main warfront the Burning Line. Dense and acrid smoke from the Line settles over the wood for hundreds of miles, blocking sight and confounding smell. Even the tree spirits of the forest are powerless to resist and their death shrieks sound a shrill and terrifying note in the Whisper.

The Whispering Wood

It is not only silent wildlanders and keen-eyed archers that guard the forest of Erethor from the Shadow's forces. Great magics also flow through the trees, protecting the elven nation and the forest itself from invasion. One of the most powerful and vital forms in which this magic manifests is known as the Whispering Wood.

The Whispering Wood is an ancient construct that has been part of the Witch Queen's realm since the end of the First Age, created through a ritual gone awry and an elven channeler's heroic sacrifice. The Wood is a vast, interconnected network of trees and forest groves that have been possessed by the souls of the elven dead. Though thickest in the Caraheen, the Whispering Wood is not restricted to central Erethor, and there are many thousands of individual trees scattered throughout the Great Forest that host these spirits. Each is able to commune with the others nearby and pass information, visions, and warnings throughout the forest from one enchanted tree to the next. This flow of spirit voices is called the Whisper. It can usually only be heard by elfkin and only fully understood by trained Whisper Adepts.

When in Erethor, any who is tuned to the hidden flow of nature magic can use those feelings to sense the unseen in her surroundings. She is able to determine the proximity of others, the direction game has fled, and the presence of danger or outlanders. In game terms, this means that any elf may attempt to communicate with the Whisper as if it were a

trapped spirit. Because the Whisper is everywhere throughout the Great Forest (indeed, it *is* the forest), it can be contacted from anywhere in Erethor with a Wisdom check. Elves are most attuned to the Whisper, as it is primarily their ancestors who embody the unseen force, and can contact with a DC 12 Wisdom check. Elfling characters may also sense the Whisper, but their mixed blood makes the Wisdom check more difficult (DC 16). Wildlanders, spiritual channelers, and druids with no elven blood may also learn to sense the spirits of the Whisper, but it is a rare outlander that can master the ability (Wisdom check DC 20).

Once the Whisper is contacted, information may be gleaned from it using the normal rules for deciphering a spirit's insights and observations (see page 342). The Whisper's range of regional awareness is, appropriately, anywhere in Erethor.

Sensing the Whisper is not just an active or even conscious ability, and the forest can whisper to her children at any time. Whenever the DM thinks it is appropriate, he can roll a character's Wisdom check secretly. If the check is successful, he should offer the player some bit of useful though enigmatic information based on whatever it is the forest could be trying to communicate.

The Witch Queen and her Whisper Adepts have a far greater sense of the Whisper than most elves. It is said that the queen and her adepts can possess individual trees, seeing what they see and hearing what they hear. There are stories that claim the most able Adepts can pass into a spirit tree and rest there, hidden from danger. The most powerful are said to then be able to pass unseen from one tree to the next as if on some secret path. Such powers mean that even the farthest corner of Erethor does not escape the queen's attention, and that within the forest nothing is kept secret from her for long.

The ability to hear the Whisper and react to its warnings gives the elven kin a preternatural advantage within Erethor. This attuned state is a key defense within the forest and one of the reasons Erethor has so far been able to hold off the advance of the Shadow.

The Whispering Wood originated at the end of the First Age, during the first war with Izrador. Umann-Ul, the father of elven druidic traditions, was killed in the Battle of Autilar while in the midst of conducting a ritual to call on the spirits of the forest to help break the siege. Umann was killed, the powerful spell went awry, and the tree spirits failed to manifest. Later that same night, the elves besieged at Autilar heard Umann whispering to them out of the darkness, telling them of a gap in the enemy lines. The beleaguered elven defenders crept through the gap and escaped, only to return with reinforcements at dawn and slay the surprised orc forces.

In time, the story of Umann's strange message reached the Witch Queen, who ordered her druid advisors to discover what had happened. The advisors soon learned that much of Umann-Ul's soul remained, entwined within the very trees he had been calling on for aid. After long study and experimentation, the druids learned how to purposefully meld the souls of the dead with the essence of potent tree spirits. Throughout the Second Age, many who lived for the forest and wished to continue protecting elven lands offered their spirits to the Wood in death.

Now, however, as Izrador holds the lands of man and threatens to take Erethor itself, every elf has come to believe it is a sacred duty to become part of the Wood. The constant fighting on the borders creates no small supply of dead, and in the last hundred years the number of spirits in the Whispering Wood has grown quickly. Some of the queen's druid advisors believe that as it grows the Wood is slowly becoming something else. They believe it has begun to manifest new powers and seems almost to have gained a coherent essence beyond the sum of its parts. Some are excited by the promise this new force holds. Others are quietly fearful of what it may become.

The Whispering Wood is maintained by the Adepts. It is their somber responsibility to mate the souls of dead elves with the tree spirits. When an elf dies, a Whisper Adept places an enchanted seed in the deceased's mouth. The seed quickly grows into a strong network of vines that securely enwraps the body as proof against it rising as one of the Fell. The Adept then travels deep into Erethor—the Wood has grown large over the past centuries, and it is often many days travel from a given settlement to reach a region of forest that has not been imbued with the Whisper. The enwrapped body is buried within the roots of a large tree, along with several ensorcelled seeds. The Adept then conducts an elaborate, nightlong ritual that binds the soul of the fallen elf to the essence of the tree, adding a new spirit to the flow of the Whisper.

The powers of the Wood explain in part how the elven people have been able to hold off the advance of the Shadow into Erethor. The intelligence and warnings the Whisper delivers to the Witch Queen are vital and allow her to most effectively deploy her forces, control her agents, and defend the forest.

The Whispering Wood offers elven characters in the world of Midnight a great deal of power. It provides a mechanism by which DMs and players alike can express the mysterious bond between elven characters and the forest that is such a part of elven mythology. The Whisper explains woodsmen's intuition and gives druids, wildlanders, and other such characters a substantial handle on this mythology within the mechanics of the game.

The Witch Queen

The ancient line of the elven High Kings is a vaunted lineage of rulers. Though many are now lost to time, the legacies of others have become myth and legend. Hatuliun the Healer, who lived a thousand years and a day. Orinian, who died in the Wizard Fire in the Year of Green Autumn. Fionial the Mother, who is said to have borne each line of the elves. The Scribe Archives contain hundreds of lineages, accounts, and biographies describing the lives of the elven kings and queens, including stories about the unification of the ancient elfkin tribes under Shadiuil, the first High King. Not even the greatest of these legends compares to the reign of Aradil the Witch Queen. She is the most recent in this line of monarchs and without question the greatest ruler the elves, or any race of Aryth, has ever known.

The elves are the longest-lived race of Eredane, but Aradil's magics have kept her alive for almost 9,000 years

and most elfkin believe she is immortal. She is the most powerful sorceress her race has ever born, and her control of the arcane is absolute. Her sublime wisdom has guided her kingdom through long wars with orc and human invaders, and twice she has led the forces that drove Izrador back into the north. She now wages a third war against the Shadow, and inspires her forces to continue the fight though hope of final victory is all but lost. Aradil is an elemental force of nature and is loved by her people who almost worship her as they might a goddess.

Aradil appears as an ageless elven woman. She is possessed of a cold and alien beauty, but she exudes an overwhelming charisma that transcends mere physical appearance and captures the heart of any that look on her. She is tall for an elf and has long, flowing black hair that is graying at the temples. Her skin is pale for a Caransil and careworn, but her back is straight and her arms are still able to swing a sword. Aradil's eyes, however, are the source of legend. They are completely black, without whites. The stories claim she never blinks, but none seem able to meet her gaze long enough to be sure. Aradil moves with a perfect economy of motion and slow grace that accentuates her surreal presence. Aradil wears simple gowns of forest green and always goes unshod. The tales say it is so she might better sense the spirit of the forest through the earth and living wood beneath her feet.

In her eight millennia as High Queen of Erethor, Aradil has become something more than elven. She has ascended to a spiritual place that she alone occupies. She rarely interacts with the surrounding world and seldom appears in public. She almost never even speaks directly with the Council of the Throne. In fact, Aradil rarely leaves the lower levels of the Elder Tree, preferring to sit in the darkness of her secret chambers, lost in a deep trance night and day. From this state, Aradil maintains constant communion with the Whispering Wood and controls the actions of her many avatars.

Aradil acts and interacts most commonly through her avatars. No one but the queen is exactly sure just how many she controls, but there are at least 20 in Caradul and likely another 50 spread throughout Erethor. The Queen's Avatars are formidable servants, handpicked by Aradil herself to serve in this honored capacity. Avatars dedicate their lives to Aradil, serving as her eyes, ears, hands, and voice in the court and the elven realm beyond. The Queen's Avatars are not simply agents of the queen, they are Aradil herself. Through arcane arts she is able to possess the bodies of her avatars and act through them. Aradil is able to inhabit as many avatars as she wishes simultaneously, allowing her to speak to the Council of the Throne, command her armies at the fronts, and research her magics in the Elder Tree's laboratories, all at the same time. The Queen's Avatars give her a form of omnipotence that is perhaps Aradil's single most sublime power.

The Queen's Avatars dress is green livery, whether it is a scholar's robes or the armor of a general. Each also wears a sapphire diadem at her throat to signify her office. As if this heraldry were not enough, over time the eyes of Aradil's avatars slowly darken to black, gaining the same chilling gaze as their mistress. The avatars include both males and females, and though most are elves, there are at least five halflings, several humans, and even a lone dwarf among their number

The longer an avatar serves the queen, the more he seems to lose his previous identity, submitting it completely to Aradil's will. After several years, there is no discernible trace of the original personality, as it becomes one with that of the queen and her other avatars. On the rare occasion that such a highly ranked avatar is left unpossessed, he simply stands or sits were left as if in a deep trance. The fact that her subjects willingly submit to such a fate is further testament to the elfkin's devotion to their queen.

There are a number of avatars that the queen maintains in secret. She inhabits these only periodically. They do not wear her livery and she uses them sparingly enough that their eyes do not turn the characteristic black. The queen uses these secret avatars to keep a clandestine watch across her realm. There is one in the Council of the Throne, several in the armies along the fronts, one in the Queen's Academy, and at least one in each of the major cities of Erethor. Even in a realm where the least subject is willing to die for his queen, there cannot be too much caution or security. The agents of Izrador are everywhere, and in the end no one is to be trusted. Aradil has learned this in the very hardest of ways.

The Archives of the Elven Court Scribes

The Scribe Archives have always been the oldest collection of recorded knowledge in Eredane, and with the burning of the Scholar's Tower at Highwall, they are now the largest and most complete library as well. The Archives contain thousands of books, scrolls, folios, and letters on every sort of academic discipline. The wizened librarians sort and catalog the information in their own cryptic ways, but facts and wisdom about natural science, history, philosophy, astronomy, politics, and more can be found in the collections.

Once, there were more than a hundred Honored Scribes of the Court in Caradul and often many times that number of students and visiting scholars. Each contributed new material and knowledge to the library, keeping it updated and vital. Now, in the long dark of the Shadow, there is little time for pure academics and the shelves and racks of the Archives grow dusty. Many scribes have put down their styluses to take up bows and swords, and the librarians quietly mourn the wane of learning.

Sites and Features

Caradul

The oldest occupied city in Eredane, Caradul is the center of the elven world and a place of mystery and magic to those outside Erethor. Caradul, meaning "home of the peo-

ple," is a massive tree-city supported by a grove of almost a thousand homewood and giant cedar trees. It sits on the banks of the upper Felthera River and is home to more than 40,000 Caransil, along with an additional 3,000 other elfkin. Only a very few outlanders live in the city, and these are unique individuals there at the special request of the queen.

The city is a traditional one, with few ground structures. It was once well planned and beautiful, but the necessities of the long war against the Shadow have served to transform the place. The branch platforms support closely packed structures, and every space not occupied by older buildings now holds public halls, storage chambers, barracks, smithies, and craftsmen's shops. The interconnecting walkways are narrow and wend between or along the tops of the various structures. River water is magicked into large cisterns formed out of hollow branches, and new orchard groves crowd the ground beneath and around the city. The only significant ground structures are the small river docks that moor hunting canoes, scout runners, troop transports, and the occasional smuggler's boat.

As the home of the Witch Queen, Caradul is the seat of elven political and arcane power, and it is from this place that the resistance against the Shadow is commanded. As a consequence, city defenses are tantamount to tradition and ecology. The Whispering Wood is thick for hundreds of miles about Caradul. Manned outposts and lookouts form a growing perimeter about the city, parties of archers and battle mages patrol the surrounding wood, and dire creatures stalk the nighttime forest hunting orcish prey. There are few access points to the city decks and these can readily be cut away if the city is attacked. No vital structures or equipment are left on the ground and a series of enchanted cataracts far down stream keep unwanted boats from coming up the Felthera.

The single most powerful magical defense protecting the city is a compelling glamour created by Aradil herself. The spell ensorcels any creatures harboring ill will towards the elfkin, preventing them from finding Caradul. The magic is subtle but powerful. It causes enemies searching for the city to become lost or confused. It makes them forgetful and saps them of their will to push deeper into the forest. Often, before they even realize what has happened, the victims of the ward find themselves headed back the way they have come, and happy to be doing so. To resist the effects of the glamour, a character must succeed in daily DC 35 Will saves.

The Elven Court

Caradul is home to the elven High Court. The court resides in a massive and ancient tree that legend says grew from the First Seed of Erethor and was watered by the tears of the Lost Gods. In truth, the tree is a strange one, of a species seen nowhere else in the forest. It was ancient when Aradil was crowned, and though it is mentioned countless times in the histories of the court scribes, the species of tree, or why it seems to be the only one, is never revealed. It is referred to by most as the Elder Tree, or simply the Court.

The Elder Tree is truly massive, with a bole more than 250 feet across and a canopy that towers above those around it. Its branches are only joined to those of the surrounding city by a single formal bridge. Where the large bole separates into the branches of the upper canopy, there is only a single plaza—the Arbor of the Witch Queen. Open and airy in summer, protected by its high roof of leaves in the rain, and sealed tight against the winter cold by intertwining branches and vines that regrow with the seasons, the Arbor is the official center of the elven world.

There are no other structures or platforms on the branches of the Elder Tree. Instead, there are dozens of passages, halls, and chambers within the very trunk and branches of the tree itself, formed by old druidic magics. The upper bole houses the Hall of the Council of the Throne, the Archives of the Court Scribes, and the studies of the Order of Truth. Below these is a warren of meeting rooms, libraries, workspaces, and living quarters for the inner circle of the elven court.

The deeper rooms are rumored to be off limits to all but the queen and her avatars, and the passages are said to extend to dark chambers within the tree's massive and ancient roots. This is where Aradil resides and increasingly spends most of her time. This is where it is said she researches her most powerful magics and where she spends weeks at a time entranced, listening to the Whisper.

Keep of the Cataracts

The only reason Izrador's forces have not yet used the Felthera to transport a siege force to Caradul is the Keep of the Cataracts and the powerful spirit that dwells in the rapids there. The fortress is a living tree keep, much like those of northern Erethor, formidable but not unbreachable. Also, it is tricky but not impossible to navigate the cataract. It is a long tumble of boulders and quick water, but elven river runners and welcome traders have long known how to make the passage.

The true defense at the Keep of the Cataracts is the water itself. An elder water elemental has dwelled there since the Dornish invasion, summoned by Hurial, a skilled druid of the River Sept, as a defense against the humans. The spirit still defends the cataract against elven enemies, obeying the will of the sept brothers that continue to hold watch in the keep. That stretch of river is always eerily quiet even with the rushing water. Animals shy from the area, and even in the heyday of river traffic, outlander captains never liked to tarry near the cataract. The stories of the rage and fury of the unleashed elemental are frightful and give even the brothers that control the spirit pause when they are near the water.

Harancara

Knowing that every elf would someday be called to battle, the Witch Queen long ago established a school for those who would lead and inspire them. Harancara is that place, a school that trains warriors and commanders in the neverending war on the borders of Erethor. Harancara rests higher in the canopy of Erethor than any other settlement, and in its boughs the elves train in treetop fighting, ambushes, corralling, and even learn to fight amidst the smoke and fire that precede the main orc battle lines. Elves from the other regions of Erethor come here to train as well, adding their own expertise and taking new techniques back home with them.

Strategically, Harancara guards over an area of thin forest that would likely be the staging ground for any siege of

Caradul, making its fall imperative to the success of any such endeavor.

The Rivers of the Caraheen

The great rivers of the Caraheen—the Felthera and the Gamaril—were once highways for traders and travelers from as far away as the dwarven city of Calador and the Erenland capital of Alvedara. They carried elven barques and canoes, Northman longboats, and gnome trade barges. They were vital links in commerce, communication, and culture, alive with activity and traffic. Many elven towns and villages grew along their banks and their waters truly flowed through the forest like a kind of life's blood.

Now the rivers are hostile and dangerous battle zones. The orc hordes have constructed massive earthen battleworks where the Gamaril meets the Pelluria and where the Felthera leaves the protection of Erethor. From these battlements, they command access to the rivers with powerful war machines and elemental magics. From these forts, orcs use captured longboats to patrol far up the rivers and reinforce outposts along their banks. They line the shores with archers and ambush elven river runners. Izrador's agents dump alchemical toxins in the streams that kill the fish the elves eat and poison the water they drink. Their legates conjure horrible aquatic beasts and release them into the waters. Reports of the death and destruction caused by these monsters have forced the abandonment of more than one elfkin river town. At the queen's request Danisil river hunters from the southern jungle have come north and now stalk these fearsome creatures.

A 500-mile stretch of eastern Erethor borders the western shore of the Sea of Pelluria. At the mouth of the Gamaril, a large delta feeds vast swamps that flood the surrounding forests every spring. In the past, the annual floods were a boon to the wood, creating a verdant and bountiful ecology in which the local elfkin villages reveled. Now the swamps also serve as a refuge for elven armies fighting along the forest boundaries. The paths of the swamps are well known to the elves but seem to confound the orcs. The elves tread lightly along hidden ways and their narrow war canoes let them quickly cover great distances. The mud drags at the orcs' heavy boots and the waters are too shallow and the trees to dense for their longboats. The forests are bountiful, providing food and shelter to the elves and nothing but biting insects, quick muds, and marshland predators for the orcs. The elves run their supply lines through the swamps to the central Caraheen and hole up in the marshes, making sallies against orc lines and patrols. It is even rumored that a clan of dire weasels hunts this region and has taken a great liking to orc meat.

Three Oaks

On the southern edge of the Darkening Wood stands a trio of impossibly large oak trees. The trees' branches seem to stretch for miles, with the uppermost branches reaching toward the heavens. Three Oaks is the

stronghold of the Caransil resistance in the south. Thousands of orcs, goblin-kin, and giant-kin have met their deaths trying to destroy the trees and their defenders. The Wrath of Shadow, a great dragon with a wingspan as wide as that of a homewood tree's canopy, has attacked Three Oaks on at least two occasions; yet the fortress survives. Three Oaks is a constant reminder of the strength of the fey resistance and an insult to the chosen of Izrador. Destroying the tree keep would put the entire southern portion of the elven defenses in jeopardy.

The keeps' powers and defenses are many, including a power nexus that allows damage to the trees to be repaired quickly and a swath of animated plant life around it that is lethal to the elves' foes but parts for the elves themselves.

The Veradeen

The forests of northern Erethor are called the Veradeen, which means "coldest wood" in the local elven dialect. At first glance the place seems an inhospitable world of snow and ice-stunted trees. It is certainly this, but there is more as well. There is a stark, wild beauty to the land that can only be appreciated by those who behold it.

The Veradeen consists of the forests and foothills that lie against the southern fingers of the Highhorn Mountains. The low country is rough, with hills, valleys, and deep gorges thrown up by the roots of the great mountains and dug by the erosion of icy glaciers and countless frigid streams. The hilltops are often barren rock or support only fairy forests of wind-gnarled trees. On their sides, tall evergreens grow thick, holding each other up against winter gales to catch what little sun is offered. Massive winter oaks fill the protected dales, their interwoven boughs protecting elven tree-villages from the worst of the elements.

The mountains themselves are ancient bones jutting from Aryth's frozen skin. They are trackless, formidable towers of granite and obsidian, home to the orc hordes of the Shunned Mother and other, darker creatures. Elven legend says that the Highhorns reach to the very top of the world and that Izrador crouches there with his great horned head against the rock, listening to the secrets from the forest. Some say this is why the Erunsil always speak so softly.

High winter has grown even longer since the coming of the Shadow and deep snow makes the land all but impassible. Spring turns every meadow, path, and dell into a swamp of icy snow melt and feeds the bogs at Eris Aman. Summer is as fleeting as a breeze, and even in this warmest season unexpected blizzards endanger travelers. Rain is uncommon and comes only in the fall, where it quickly turns again to winter snow.

The History

The history of the people of the northern forest is characterized by hardship and stoicism. The climate tempered the Erunsil and prepared them well for when orcs began migrating out of the east and into the Highhorn Mountains. The constant raids that followed would be the bane of the snow elves for centuries and would eventually be known simply as the Orc Uprisings.

By the time of the Dornish invasion, the prowess of the orc-fighters of the Veradeen was legendary across Erethor, and Aradil recruited their most able leaders as officers in her new armies. When the Witch Queen marched against the orc hordes on the plains of Eris Aman in the Battle of Three Kingdoms, it was Erunsil generals that helped win the day.

When the races of Eredane began construction of the keeps of the Fortress Wall, the elves built theirs across the Veradeen. It was the Erunsil that were chosen to garrison these forts and the Erunsil that stood fast against the assaults of the second rising of

Izrador at the end of the Second Age. Now, as the Shadow falls over Erethor, the snow elves are the only defenders in the Veradeen, receiving scant support from the south.

The People

The people of the Veradeen are known as the Erunsil, or the "pale elfkin," to their darker-skinned southern cousins. They simply call themselves the snow elves. Despite the vastness of the northern forest, there were never many Erunsil, and with the high warrior's attrition they have suffered there are now even fewer still. There are likely no more than 130,000 Erunsil still living in the northern woods.

Settlements

The snow elves live in small villages centered around two or three massive shelterwood trees, surrounded by groves of winter oak and conifers that offer good protection against the elements. Their homes are high in the boughs of the shelterwoods, where druids have coaxed the trees to grow large hollows that the elves use as communal living quarters.

The boughs of the village trees are intertwined, forming walkways that allow the residents to pass from tree to tree unhindered by deep snow. Older settlements are surrounded by such snow bridges, where druids have encouraged branches to form long paths that lead far into the forest. These networks of aerial walkways can be extensive, sometimes even reaching other villages or to the keeps of the Fortress Wall. The snow bridges make travel possible in the winter and provide elves with hiding places and a means to move unseen by orc patrols. Though the orcs know the bridges exist, they have difficulty spotting them among the other branches and are typically not agile enough to access or walk them.

Language

As do all elves, the Erunsil speak the language of the High Court, but they do so with a strong accent other elves often have a hard time understanding. Most also speak Orcish, at least the western dialect, and commonly incorporate many orc words as slang in their own conversation. The majority of Erunsil use a simple sign language when fighting orcs, and though limited in scope, it is more than sufficient for the task. A few snow elves also speak Norther, having learned it from the human refugees that have fled the forces of Izrador and now fight alongside the Erunsil in Erethor.

Governance

The snow elves may have little patience for the ways of the High Court but they are loyal subjects of the queen and rabid defenders of the elven people. In their own lands, the small villages are each governed by a three-person council of elders called the Snow, the Tree, and the Blood. The Snow is the eldest channeler in the village and advises in matters of magic and lore. The Tree is the eldest woman in the village and governs in matters of hearth, home, and trade. The Blood is the most experienced warrior and determines the disposition of the village's defenses and troops.

Religion

The elves of the Veradeen are rather pragmatic in their ways. They know the legends of the Lost Gods but they also know the gods have done little to help them in their hard land. Like their southern cousins, the Erunsil instead pay homage to the powerful spirits trapped on Aryth by the Sundering that exist in the wilds around them. These sprites and demons have the power to grant great boons or to offer terrible curses, and rites that curry their favor are far more practical than faith to long-silent gods.

Mixed with their daily activities, the snow elves diligently enact the small spirit rituals and offerings that have been passed down among their people for thousands of years. They believe these rites serve to protect them from some supernatural entities while securing the favor of others.

The most often patronized spirit in the Veradeen is Xione, the Mistress of the Frozen Wood. She is believed to be the essence of the cold north. She is both terrible and beautiful. Her breath is the icy wind and her touch makes frost crystals. She is believed to hold some sway over every spirit in the north woods and is uniquely powerful. The Erunsil believe it is her favor that keeps their villages from being frozen over in winter and that it is Xione's hand that turns normal trees into icewood.

Trade and Craft

The elves of the Veradeen do not support a major economy. Their people are known for being warriors and do not produce goods in sufficient quantities for trade. Most of what they make is for their own use, and much of what they need in these dark times they are forced to import. The war with Izrador's armies leaves these fighters little time to work even their cottage crafts, and they depend on the support of the queen and the southern elves for most of their foodstuffs, daily goods, and magic.

Deadly Trade

If the Erunsil have a true industry it is fighting orcs and manning the elven keeps of the Fortress Wall. These hard professions protect Erethor and the southern elves, in exchange for which Aradil is more than willing to spend her kingdom's resources to support the snow elves. This trade in warfare also produces hardened soldiers and military leaders, another rare commodity for which the elven queen is happy to pay.

The Erunsil do make their own clothes, as none in the south could know as well how to fend off the cold, and they also make fine armor that they occasionally export. What crafts the snow elves are best known for are their keen blades and their legendary icewood bows. The sword smiths of the Veradeen in their way are almost as talented as those of the dwarves and have learned the subtle balance, grip, and edge that are best for cleaving orcs. As a result, any Erunsil-forged blade gains a +1 enhancement bonus against orcs and their

kin. These weapons are not magical and the enhancement bonus does not stack with enhancement bonuses provided by masterwork quality or magic.

Spirit Weapon

Icewood bows are a rare and wonderful weapon that legend holds were a gift to the Erunsil from Xione, the Mistress of the Frozen Wood. Icewood is an extremely rare species of small hardwood that grows only in the northern Veradeen. Its bark is shaggy and gray, and though its meat feels and cuts like wood, it has a translucent appearance that makes it look more like milky ice or quartz. Tradition says that icewood can only be harvested in the dead of winter when the spirits that inhabit the trees are dormant. Tradition also says that icewood must be harvested so that the cut does not kill the parent tree, for when the tree dies the bow will lose its power and shatter when drawn. Because the trees are so hard to find, icewood bows are exceptionally rare and coveted by every snow elf archer.

Ways and Traditions

Cold Warriors

The saying goes that if a snow elf has not yet killed an orc, she is too young to lift a bow, and this is closer to the truth than it might seem. The Erunsil are a warrior people who since the end of the Third Age have done nothing but fight with the forces of Izrador. Every member of the race is taught to fight and by the time a snow elf reaches her twentieth year she is as fine an archer as any rank and file in the southern armies. The snow elves carry weapons even around their villages and are on constant watch for orcs or their minions. When not responding to orc assaults or making raids of their own, small bands of Erunsil orc-hunters make long patrols through the woods, often for many days at time. They listen to the Whisper, using it to locate and surprise their quarry. They prefer to make careful ambushes of arrows and combat spells from the trees, or to set deadly traps. When such tactics fail, snow elves are just as content to close with the enemy and put their fine swords and fighting knives to work.

Keeps of the Fortress Wall

The elves of the Veradeen are also responsible for manning the Fortress Wall keeps of Erethor. There are nearly 30 such forts across the wood, and they represent the majority of the Wall keeps still standing against Izrador. Most are snow elf villages unto themselves, manned by entire communities. They are imposing examples of the druid's art, built of massive shelterwood trees forced to grow in a tight ring. Their trunks are flush around the base with gaps higher up through which defenders can move, fire arrows, and cast spells. The trees' branches form multiple levels within the ring wall of the trunks and form archer's nests, walkways, snow bridges, and other vantage points outside the ring. The trees' deep roots keep the orcs from burrowing under the walls. Since these forts are all part of the Whispering Wood, they can even speak to their defenders.

The approaches to the forts are mazes of thickets sporting poison thorns through whose changing paths only elves seem able to find their ways. The outer branches of the fortress trees link to miles of snow bridges that the defenders use to exit the keep unseen and take attackers unaware or to reinforce defenders already under siege. These forts and their Erunsil defenders are doubtless the primary reason the Veradeen has so far held against the relentless onslaught of the orc hordes in Erethor.

Against the Shadow

Even more than the other elven races, the Erunsil seem steadfast in their belief that the Shadow in the North can and must be resisted. Their entire culture and all their traditions are born of fighting Izrador's orc minions and so they continue to take the battle to the enemy whenever they can, defending Erethor to the death when they cannot. They are hardhearted and steadfast warriors and keep the forts of the Wall garrisoned and their orc-hunters on the scent. Despite their resolute defiance, the snow elves are suffering growing attrition of their ranks and resources, and many are secretly beginning to wonder if the Veradeen's resistance to the Shadow might soon be broken.

The orc hordes continue to attack Erunsil villages and destroy supply caravans from the south. They burn the forest during summer and poison every shelterwood tree and stream they come across. Orcs slaughter animals the elves might hunt for food and raze their orchard groves. They have organized ogres and trolls into irresistible siege forces that have recently taken several Wall forts. Their raiding parties are becoming bolder, and elf scouts report that not only have orc military reinforcements been pouring out of the Highhorns, but also families and whole tribes of noncombatants have settled into caves and warrens in the foothills.

Bedrial

Bedrial, known also as the Hermit Warrior, is a strange, almost mythic figure in the Veradeen. Though few have met her, everyone has heard tales. Bedrial is an expert woodswoman and has been stalking the wilds of the northern forest for hundreds of years. She has a passionate hatred for orcs, despises ogres, and hunts both year round. She will occasionally turn up in a settlement or a fort with a bag of ogre tusks and valuable intelligence on enemy activities. The stories of Bedrial are legion, claiming she is everything from a wandering tree spirit to Aradil's grandmother. The truth is she is a master wildlander and has killed more than 1,000 orcs in her lifetime.

Human Allies

The snow elves have forged an arrangement with a band of human Northmen. They ride under the banner of

Roland the Raider of the Great House of Redgard and fight a nomadic but stalwart resistance against the puppet rulers of the Northlands. In exchange for information and the occasional strategic raid, the elves give the humans food stuffs, arrows, and hearthstones. They also give the horsemen sanctuary in the forest, where they can hide from pursuit or make surprise raids.

Urdonil

Urdonil is a legendary sword smith of the Veradeen. No one knows just how old he is, including himself, but he supposedly made the blade that Aradil carried onto the field during the second war against Izrador. Crippled in the Last Battle, Urdonil returned to the north, to the village of Dahurin, where he began training a new generation of sword makers. Too feeble now to swing his own tools, Urdonil's many apprentices do most of the heavy work, though the old elf still does all the final sharpening and casts every enchantment himself. A blade from Urdonil's smithy is a valuable and deadly weapon that is typically passed down a family line as a treasured heirloom.

Sites and Features

Autilar

Autilar is an ancient Erunsil settlement and one of the only remaining keeps of the Fortress Wall in the vicinity. Though countless defenders have died here and it has been overrun more than once, the snow elves have always reclaimed it within a single season. For millennia, Autilar has stood as a symbol of the elves' refusal to give up, a defiant circle of life in a sea of Shadow.

Bandilrin

This ancient village was once a well-known monastery and retreat for priests and intellectuals from as far away as Caradul. By the year 5,000 FA, it had been fully corrupted by the machinations of Izrador and become a stronghold for his growing order of legates. From Bandilrin, the legates ranged south and east, laying the seeds of decay and betrayal. Though once an elven tree-village, the forest around the site has been burned and the ashes blasted away. A warren of dark tunnels, secret chambers, and dank halls have been dug into the underlying rock forming a well-protected subterranean fortress. Orcs patrol the approaches, sneaking in and out through dozens of hidden entrances, and ogres stalk the perimeter. The orc war for northern Erethor is controlled from this dark place and many foul plots and evil magics are born in cursed Bandilrin. The snow elves have assaulted it many times but have suffered terrible losses with each attack.

Dahurin

Dahurin is the informal capital among the settlements and inhabitants of the Veradeen. It sits at the confluence of the Syldur and the Talura, the headwater streams of the great Itheris River in western Erethor. Once just a wall keep, the fort has expanded, with many inhabited shelterwood trees scattered beyond the protective wall of the keep. More than 5,500 snow elves make their homes in the town and the surrounding wood, making Dahurin the largest Erunsil settlement.

The fort sits in the very fork of the rivers, with walkways and snowbridges spanning the water to connect it with the other trees of the town. The Whispering Wood is thick around Dahurin and the Whisper is loud, offering long notice if orc forces get too close. Nonetheless, elf warriors maintain constant and vigilant patrol in the surrounding forest.

Foul Bog of Eris Aman

At the very southeastern reaches of the Veradeen on the very edge of Erethor lie the fabled battlefield plains of Eris Aman. In this legendary place, the Witch Queen and her allies defeated Izrador's forces the first time they rose against Eredane. As the stories all tell, the battle was a fierce one with many terrible magics and cruel spirits unleashed on both sides. Though the allied races were victorious, the fell powers used during the battle left the plain a fearsome ruin that today is still a scarred wasteland of corrupted magics, demon spirits, and befouled creatures.

Where this cursed heath meets the edge of Erethor, the lowland forest has become a vile bog that holds only death and madness for any foolish enough to enter. In summer, thick fogs hide the place even when the rare sun shines. Bottomless pits of black water suck down the unwary and hide hungry monsters lying in ambush. Errant black magics, corrupt nature spirits, and the insane shades of the battle dead haunt the bog. In winter, snow and treacherous ice hide the deep holes and frozen mud where evil lies just below the surface. The Foul Bog is a dangerous place, and there is never good enough reason to venture into its terrible wilds.

Skyrfell Pike

Skyrfell Pike is one of the primary refuges for the Dornish resistance fighters known as Roland's Raiders. The forested butte provides excellent views of the surrounding lands, good cover, and is an extremely defensible position.

Silverthorn

Whereas Autilar is a symbol of defiance in the face of adversity, Silverthorn stands as a sign of the elves' sheer power and wisdom. Great druids aid the defenses here, but even more important is the tree keeps' position in the midst of sheer ravines that are bridged by ancient dwarven-crafted bridges. These exemplars of engineering can be extended and retracted via sturdy and reliable machinery, and are a frustrating reminder of the good that could be wrought if the two races could be reunited in the war against Izrador. The orcs have attempted countless times to assault Silverthorn, but have always suffered overwhelming casualties in doing so while not getting anywhere close to the keep itself.

Tylden

Tylden is as important as any tree keep on the Fortress Wall. This sheltered town is the dispersion point for caravans from the Caraheen that offer food, medicine, magic, weapons, and armor to the Erunsil. In return, the snow elves give their lives.

Tylden is populated mostly by the old, ill, and crippled of the snow elves, those who would be more of a liability than a boon in the savage and bloody north. It is seen as a great shame and loss among the Erunsil to be dispatched to Tylden, a more sound defeat than being killed by orcs. Ironically, the young Caransil and Miransil assigned to the trade caravans to and from Tylden see the posting as the exact opposite: a position of honor, a way of thanking the fabled warriors of the snow and ice for their continuing sacrifice, as well as a chance to learn from them.

The Miraleen

The Miraleen or "sea wood" is the region of central Erethor that borders on the western coast of Eredane. The forest in this region is dominated by sycamore, cypress, and sea willow and interspersed with swamps, salt marshes, and tidal rivers. The Itheris River borders the very north of the region, forming a large delta that supports a verdant bayou, impassible without small boats and a good knowledge of the area. The coast itself is dominated by mangrove forests, supporting a unique combination of sylvan and marine ecologies. Much of the coast is broken up into countless tiny keys forming sheltered archipelagos around a few larger, dominant islands. On its southern border, the Miraleen transitions into the Aruun where it becomes a wet tropical jungle.

Warm coastal currents from the south moderate the Miraleen's climate, giving it subtropical weather despite the temperate climate of the Caraheen to the east. Rainfall is high but seasonal with most of the year's rain coming in the spring and fall. The summers are hot and sunny with balmy southern breezes. The winters are sunny, too, but cooler and with increasingly frequent chilling gales that blow out of the northwest.

The History

It is likely that the Miraleen was settled shortly after the elves first came to the Caraheen. The mild climate and bountiful ecology would have been a boon to the subsistence lifestyle of the elfkin ancestors. For thousands of years, the region remained only a collection of isolated villages. As elvenkind developed its arcane talents, however, they were able to build larger ships and to master the skills that would eventually allow them to trade all along the coast of Eredane and with other lands far across the open ocean.

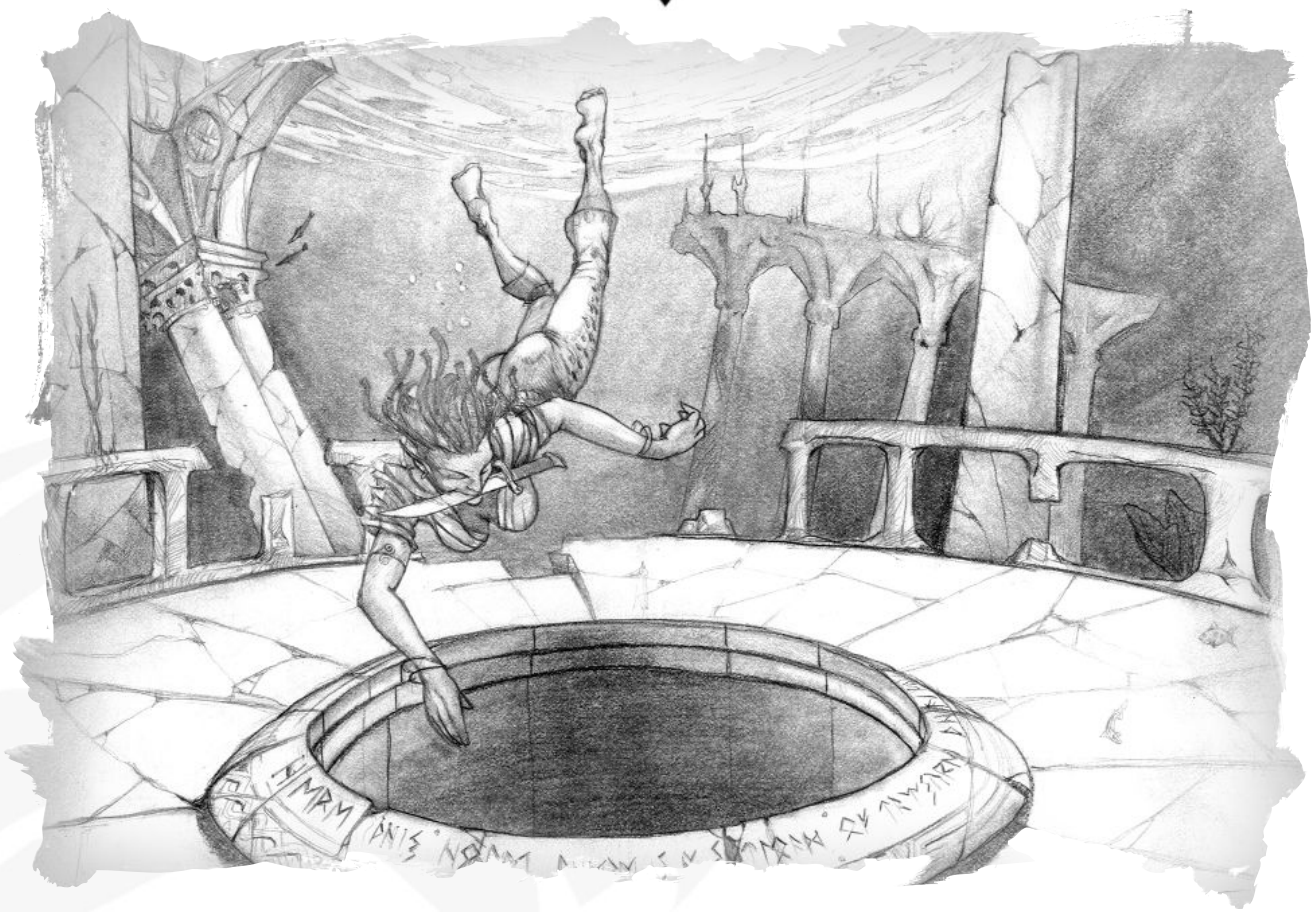
During the earliest years of the First Age, the harbor settlement of Alloduan grew into a large and cosmopolitan city that rivaled Caradul economically and culturally. Trade with the foreign lands of Palonia and Fasimir, Sassima and Sarcosa brought valued goods, strange customs, and alien peoples to Erethor, and Alloduan benefited as the center for their distribution.

With the first coming of Izrador, however, trade with those foreign lands began to suffer. Foreign lands feared to attract the attention of this fabled fallen god and the Miraleen were driven by Aradil to travel ever farther on the open seas in search of potential allies or even, should the need arise, new homes. Exploration was given priority over mercantalism. The crews of countless Miraleen ships were lost to the dangers of storm, starvation, aquatic monsters, and violence at the hands of pirates or the warlike peoples of foreign lands. Still Alloduan remained a cosmopolitan place and a bustling port, for though most of the elves spent less energy on trade, some among the Miraleen and the foreign merchants were still hungry for wealth and cultural exchange.

The trend that began with the first war against Izrador was compounded ten times over with his second rise. That decades-long conflict taxed the resources of all the elves, even the removed seagoers. All the timber, magic, foodstuffs, and finished goods that could be spared went to the war effort rather than to the ports, and all the able-bodied Miraleen were sent north to war. By the time Izrador was vanquished at the end of the Second Age, the seafaring tradition of the Miraleen was all but extinct. The Miraleen had lost so many in the war that their lust for danger and excitement, even that offered by long sea voyages, had faded. They became an isolated, even insular people, content to sail their coastal skiffs, fish the warm waters of their mangrove forests, and dive among the ruins that had begun to be discovered in the islands off the coast.

All the while, a few spirited sea elves maintained the skills and epic goals of their forefathers. Their eyes were always on the horizon, their hands always at work mending sails, making rope, or repairing the few deep sea sailing vessels that still berthed at Alloduan. Soon, however, these too would be gone. At the end of the Third Age, in the shadow of a conquering Izrador, Aradil ordered a desperate gambit. She ordered the Council of the Throne to choose their 3,000 most skilled, experienced, and courageous sailors, leaders, builders, and providers, and send them off in the stoutest ships as colonists to new lands. They were to carry elven ways with them to new forests and establish colonies there. They were then to send back ships to bring others to these distant outposts, thereby preserving the traditions of Erethor in case the worst were to befall the elves and Izrador conquered the Great Forest. The court scribes call this event the Exodus, and though 100 years is not all that long in the life of an elf, many are beginning to wonder at the fate of the colonists as few colony ships have returned. Many feel that these were the heart of the people of the Miraleen, and that, if lost, they will have made the greatest sacrifice of all the wars without even taking up arms.

In the past century, the size and significance of Alloduan has declined significantly. The fall of Erenland to Izrador's armies choked off nearly all of the remaining coastal trade routes, the Exodus and war effort greatly reduced the number of ships available for trade, and the foreign powers that once sent flotillas to Eredane seem to be kept at bay, whether by fear or by the machinations of Izrador



none know. Much of the city and harbor now lie empty and unused.

Today most of the Miraleen has reverted to the ancient traditions of small village life and subsistence fishing. Trade with the Caraheen is common, but what oceangoing ships remain are now reserved for smuggling and transportation for the war effort.

The People

The Miransil or "sea elfkin" are ethnically similar to the Caransil but can be distinguished by their sun-darkened skin and typically short hair. Before the decline in overseas trade, many merchants, craftsmen, and channelers from central Erethor also lived along the southern coast, but most have since returned to the Caraheen. During the height of ocean trade, there were actually many foreign races that visited and resided in the Miraleen and especially in Alloduan. As trade diminished and their own homelands' ships came to Eredane less often, most of these peoples left. Those that stayed did so for personal reasons or because they were abandoned when ships from their nations stopped coming without warning.

With the Exodus and the migration eastward to fight in or otherwise support the war against the Shadow, the population of the Miraleen has dropped significantly and many settlements are virtually abandoned. There are now only about 45,000 sea elves still living in the Miraleen. There are perhaps 5,000 elves from other parts of Erethor and roughly 2,000 southern Erenlanders and other, more exotic foreigners living in coastal Erethor, most of them war refugees.

Though most of the foreigners abandoned in the Miraleen remain there, many—especially their descendants—have struck out to other parts of Eredane, either in a desperate gamble to find a way home or simply out of resigned curiosity. This historical source of exotic immigrants and expatriates allows DMs to include player character and non-player character races and cultures not described in the MIDNIGHT setting.

Settlements

The Miraleen has the greatest diversity of settlements of any of the elven woods. The few towns and villages not on the coast are traditional elven tree settlements but are relatively small and lack any defenses. Their host trees are generally smaller than those in the Caraheen so they tend to be lower to the ground and simpler in design.

Villages on the coast are usually built on the exposed prop roots of giant mangrove trees. These roots arch out from the base of the trees, suspending the huge boles in the air before plunging into the mud of the seafloor. These roots hold the tree trunks up out of the water and provide sheltered moorings underneath for small fishing boats and swamp canoes. The roots and branches are carefully magicked into platforms like those of the homewood trees of the Caraheen, but most of the buildings are wall-less shelters formed with

roofs of massive, interwoven, living mangrove leaves. Interconnecting bridges are uncommon in these villages, where residents move from tree to tree by diving into the water, swimming to the next tree, and climbing up ladderlike hand- and footholds formed in the tall prop roots. Narrow channels snake among the root systems, leading to other villages, fishing and hunting grounds, or the open sea.

Larger coastal settlements like Alloduan are built around natural harbors with deep, wide channels to the open sea. They still take advantage of the prop roots of the giant mangroves, but they also feature many ground structures. These are built on exposed rock or suspended above the water on prop-root pilings cut from their parent trees or built from blocks of coral stone quarried from coastal islands. These ground structures are non-traditional wood and coral stone buildings that are a legacy of a thousand years of foreign trade. These sites typically have complex webs of docks, walkways, and suspended bridges interconnecting the various collections of ground- and tree-borne districts that ring the harbors, making them confusing places for any visitors.

Perhaps as many as one half of the smaller Miransil villages and several of the larger towns are not on the shore of Eredane at all. Instead, they are scattered among the islands that abound along the coast. Most such villages are sheltered on the lee shores of their islands and built in the traditional style. Many stand above or within the vast scatter of ancient ruins known commonly as the City of the Sea, where they take advantage of the few stone quays, bridges, towers, and seawalls that still stand.

Language

The Miransil speak High Elven with a slight, singsong lilt that cannot really be called an accent. They also use many maritime and ocean-related colloquialisms that are unique to their region. Over the centuries, they have also included the odd word or slang term from many of the foreign tongues visitors brought to the Miraleen, and this frequently confuses speakers of traditional High Elven. Many also speak the language of the Danisil, as there is as much cultural exchange as there is trade between the two peoples.

Governance

The smaller villages of the Miraleen are most often inhabited by only two or three extended family groups. Each family is governed by a matriarch, usually the eldest female blood relative. The matriarchs for each family together administer the village, and though feuds and shouting matches are common, they are considered the natural way of working out compromises.

The larger cities were once governed by trade assemblies that consisted of representatives from the major merchant houses. The assemblies were responsible for daily administrative tasks as well as for developing trade agreements and treaties with foreign merchants. When the merchant trade collapsed, so did this practice, and now the larger settlements that remain depend on a traditional elven council of elders chosen from the population for their intelligence and experience.

Religion

The Miransil are perhaps even more sensitive to the presence of powerful spirits in the world around them than their inland cousins, as the sea is a chaotic and temperamental reminder of the forces of nature. As a consequence, the sea elves spend even more effort that most elfkin trying to earn the favor of benign spirits while trying to protect themselves from the wrath of the malevolent.

Baalu

The Miransil believe that Baalu is one of the most powerful entities in the ocean and typically takes the form of a great whale. The sea elves pay homage to Baalu at the start of every fishing trip by releasing their first catch of the day from their nets. When seeking special boons, individuals often swim far out from shore and tread water for several hours at a time, demonstrating their trust and faith that the great sea spirit will protect them.

Kaaktu

Kaaktu is an evil demon that is somehow related to Baalu, and most simply think of the two as brothers. The stories say they became enemies when the fall of Izrador trapped them on Aryth. Baalu opposed the dark god, but Kaaktu wished to serve him. The legends say the two have fought over the islands off Erethor ever since and that the frequent storms are the results of their constant battle. Kaaktu is said to commonly take the form of a massive octopus.

At the beginning of every summer, the fishermen of a Miransil village dab the hull of a small boat with blood drawn from each member of the settlement and fill the boat with manikins made of sedge grass and dressed in old clothes. They then send the boat out to the open ocean on the ebb tide as a lure to draw Kaaktu away from their village.

Seedra

The seedra are chaotic, spritelike spirits that reside in ocean waves. They can be playful and are generally harmless, but sometimes their whim can cause a boat to capsize, swamp, or run aground. To prevent such unlucky mishaps, the Miransil paint the hulls of their boats with fanciful colors to distract the seedra from troubling them.

Trade and Craft

With the decline of the sea trade, even the people of the larger settlements of the Miraleen have reverted to subsistence lifestyles. They fish and hunt for themselves and make most of the mundane items they require. They do continue to trade dried fish and alchemical ingredients with the Caransil in exchange for things like hearthstones and steel tools. They are still master boat builders, and many Miransil shipwrights now work in Caradul building riverboats to support the war effort.

The strangest wares that come from the Miraleen are not actually made by the sea elves at all. Instead they are artifacts found during the seasonal dive—hunts in the underwater ruins of the City of the Sea. The exposed and shallow ruins of the ancient city were scoured clean of objects of interest or value a thousand years ago. Now the only artifacts that remain are hidden in the halls and chambers of only the very deepest underwater ruins.

Twice each year, for only a few days, the tides are low enough that the best divers can reach these deep ruins. The work is dangerous because of the extreme depth and the various creatures and spirits that reside in the ruins, but the rewards can be great. The scholars and wizards of Caradul pay high premiums for any unique or magical artifacts the divers can find. Studying these objects, they have learned many historical and magical secrets from the time of the Lost Gods.

Ways and Traditions

People of the Sea

Just as the Caransil are people of the forest, the Miransil are a people of the sea. Their lives are governed by the cycles of tides and the currents bring them the food they eat. The waves guide their boats and the ocean wind is a friend. They are practically born in the water and can swim before they can walk. They can read the moods of the sea like those of a lover and they know both the beauty and dangers that dwell there. Though the ocean has no Whisper, many sea-wizened elves claim its waters speak to them nonetheless.

Souls in the Sea

The Miransil are of the sea and rarely do they offer their dead to the Whispering Wood. Instead, sea elf dead are offered in a sort of homage to the spirits of the deep. When a sea elf dies, her body is wrapped in cords and weighted with a block of coral stone. The body is then taken out over deep water and dropped into an ebb tide. The body sinks into the deep where it is consumed by marine scavengers. This ritual frees the souls of the dead to swim forever as seedra in the open sea.

Against the Shadow

The Miraleen has yet to suffer direct assaults in the war with Izrador. Daily life in the Miraleen seems far removed from the advance of the Shadow and it is often easy to forget the looming threat to Erethor. The orcs would have to take the Caraheen before they could invade coastal Erethor, or they would have to master ocean travel and naval warfare—skills for which they have so far demonstrated little aptitude. Still, the Miransil are not fools and know that if the heartland falls, so does the Miraleen, and so many of their sons and daughters leave the coast to join the fighting in the east.

Ketrilio

Ketrilio is a young and brave sea captain. Her fleet of five ships makes daring runs to southern Erenland, smuggling magical trade goods from the Caraheen to exchange for weapons, information, and other items of value to the war effort. She has made dozens of successful voyages and has sunk many of the small boats the orcs use to patrol the southern coast. Many think she is a brave hero. Others think she is a fool. None know that she is one of the Witch Queen's secret avatars.

Pashiro

Pashiro is one of the oldest sea captains of the Miraleen and has sailed to more distant lands than any in recent memory. He is gray and has lost much of his strength, and though he is now too old to sail, his wisdom and experience are still solicited in the ways of the sea. He once served on the Council of the Throne, but that was years ago. He now simply likes to sit on the quays of Alloduran and watch the waves roll in. He claims they tell him stories about where they have been, and it is easy to believe he tells the truth.

Sites and Features

Alloduan

Alloduan is the largest city in the Miraleen and was once a great trading port, Erethor's gateway to the sea. With the fall of Erenland and the associated collapse of foreign trade, Alloduan has seen a complete decline in both its influence and population. More than half the dwellings and structures in the city now stand empty and idle, and the town has reverted almost entirely to a subsistence economy. Its large harbor supports only a few small ships, and most of these have been turned to the war effort. The city's population continues to dwindle, as more and more young people head east to defend Erethor.

The City of the Sea

The City of the Sea is the name the Miransil have long used to describe the various ruins scattered on the shores and in the shallows around the islands of the Miraleen. The legends say that a great elthedar port city once stood in this place but was punished for some terrible transgression against the Lost Gods. The gods' wrath destroyed the city, shattering the very ground on which it stood and forming the many islands of the region. The ruins then sank into the sea and were covered over by marine growths and time.

There are countless tumbles of stone blocks, ancient pillars and quays, and even a few building foundations that still stand exposed on the islands. The majority of the ruins, however, are under the water. In many places, piles of stone still rise above the surface at low tide, and fishermen know where mostly intact buildings still sit on the sea floor.

The most accessible ruins were explored and pilfered long ago. Deeper sites can only be reached by able divers when the tide is very low. During these few days each year, the normal village labors stop and a festivallike atmosphere takes over as the islanders join in dive-hunts for artifacts of the elder fey. The dive-hunts are a time of feasts and celebrations, but they are dangerous, too. Every season, several divers never resurface, lost to marine predators or vicious sea demons residing in the ruins.

Islands of the Miraleen

The countless islands of the Miraleen are scattered like handfuls of emeralds along the coast. Many are inhabited, supporting elfkin villages large and small. Others are deserted, having never been tamed. The Isles of Ernan adjoin and extend the Miraleen, and have the greatest concentration of the now rare spirits of the true fey. The Archipelago of Eywulf is a seaward extension of the Aruun Jungle, and houses spirits of a far less benign temperament. Both take their names from their largest islands. The forests of Ernan conceal whole cities of towers untouched by time. Similarly, the jungles of Eywulf contain the last fragments of demonic civilizations that rose and fell during the ages since the Sundering.

The origins of the tall coral stone towers are lost to time. A few have long since toppled over or sank into the sea, but many remain whole and intact, tempting explorers with their mystery. Whether because of their isolation or the attraction of their divine auras, many of these remaining towers are now homes to powerful spirits, whether fey or outsider, helpful or malevolent.

The Aruun

You were strong, a worthy kill;
My sepi cuts your skin as it cuts mine,
So I honor you who feed me.
Let no spirit stop your passing.
Let no spirit weaken either of us.

— The Song of the Sepi (A Danisil hunter's mantra, chanted during skinning)

The southern reach of Erethor is a wet tropical jungle as full of mysteries as it is of exotic living things. It is most commonly called the Aruun, which in the soft tongue of the Danisil simply means "the jungle." The woods transition quickly from the temperate Caraheen swamps in the north to the humid and verdant woods of the tropical forest. To the south and west, the jungle stops at the sea, growing right up to the exposed rock and crashing waves of the shore. To the east, the jungle dries out as it breaks apart in the southern plains of Erenland. In this region, the forest becomes patchy and intermixed with hot, open savanna.

In the heart of the jungle, the landscape is uneven, carved by countless tiny streams and creeks that collect into many small rivers that slowly drain into the Kasmael Sea. There are large lakes and wet glades that dot the region, and the eroded spine of an ancient mountain range, now covered over in green, rises above the surrounding canopy. In these old hills and in the depths of the encircling forest, there are dark and quiet places where even the Danisil do not go. There are ancient temples to the Lost Gods and a hidden city abandoned by the elthedar when Izrador fell. Foul spirits haunt these places now and only the very brave or the very foolish venture into them.

The climate is hot and humid, with rains brought ashore by warm southern winds. There are only two seasons, the wet and the dry, but only a native Danisil can tell the difference.

The History

Though it is generally accepted that elven culture was born in central Erethor, there are some scholars who claim the first elven tribes may have originally come from the Aruun. Some rare artifacts and odd cliff-dweller ruins in the central jungle seem to support the claim. Others think that the first Caransil and the first Danisil came from the same ancestral people and subsequently settled their respective regions of Erethor independently. The Danisil are the most physically unique of the elfkin, which gives a kind of credence to this theory.

Through much of the First and Second Ages, the elves of the Aruun were considered by many of their brethren to be uncouth, feral creatures that had more in common with the animals with which they lived than with other elves. Aradil, however, respected them for their natural hunter's cunning and their great facility with druidic magics. Though many of the old prejudices still exist, the queen's acceptance and admiration for the Danisil have done much to improve their relations with the other elfkin.

The Aruun has suffered its share from the ravages of war. It was attacked in both the Dornish and Sarcosan invasions, and the Danisil always sent their best warriors to fight against the minions of the Shadow. Now they wage a desperate battle within their own forest, as Izrador's demonic minions relentlessly hunt them in the heart of their own jungle domain.

The People

The Danisil or "dark elfkin" are the ancient people of the Aruun. They are smaller and more lithe even than the Miransil and in fact are thought to be the ancestors of the tiny halflings. Their skin is the darkest of all the elven races and they even speak their own nameless tongue. No one knows for sure just how many Danisil there are, as they are scattered in tiny settlements throughout the jungle. Estimates are hard to make, but the Scribes claim there may be as many as 80,000 elves in the region as well as perhaps 2,500 elfling halfbreeds living within Danisil villages.

The jungle is not an easy place for those born on the plains to survive. There are poisonous plants and insects, dangerous predators, and foul spirits. Despite these dangers, the fall of Erenland has driven as many as 20,000 halflings and humans to seek refuge in the jungle. Most of the halflings have been taken in by their Danisil cousins, but most humans have been left to their own resources. The Danisil have long memories and harbor considerable animosity toward the descendants of the human invaders that once ravaged their lands.

Settlements

Like the other races of elves, the Danisil live in the trees. Their villages are typically found along larger river courses in small groves of boa-bil trees. These trees are tall and thin, but with high canopies of many strong branches. The druids grow hanging vines from these branches, forming large slings in which the jungle elves weave their tiny, spherical, basketlike dwellings. Most of these huts are more than a hundred feet above the ground and are typically suspended over nearby rivers where the running water serves as a ward against raiding demons. The Danisil move from branch to branch and hut to hut along narrow, living-vine bridges or by swinging from one perch to the next on strategically hung vines. Access to the villages is gained by carefully hidden vine ladders, which are taken up at night. The village residents even draw their small river canoes up into the trees when they are not being used.

Of all the tree settlements of the elves, those of the Danisil have the least impact on the surrounding forest and they are the hardest to locate. In fact, it is common for members of other races to pass right beneath Danisil villages without even seeing them. Even other elfkin have been known to pass by unaware.

Most outlanders think the villages are so well hidden to avoid detection by the minions of Izrador, but the Danisil have lived like this for thousands of years, long before the forces of the Shadow came to their jungle. The truth is the nighttime jungle is rife with demonic spirits and the Danisil learned long ago how to best protect their villages from these evil beings.

Language

The Danisil speak their own tongue, which appears to share a common heritage with High Elven—another point of evidence scholars use to support their various ideas about the origins of the jungle elves. The tongue does not provide a formal name for itself, so the Danisil simply call it their language and most other elves call it arayal-isurin, or "Jungle Mouth." It is frustratingly familiar yet incomprehensible to those that speak High Elven but is not difficult for them to learn. Many Danisil also speak High Elven and some know Halfling and even Colonial.

Governance

The jungle elves live in uniquely egalitarian tribes. The groups consist in part of the members of extended families, but they also include groups of individuals from other tribes bonded

to the family by mating rituals. All major issues facing a tribe are decided on by consensus and every member of the tribe that has reached her majority is allowed equal say in what is to be done. Most daily issues are a matter of long tradition and seldom need input from the entire tribe.

Most Danisil find Caradul polluted and smelly and the ways of the High Court tedious. As a result, service on the Council of the Throne is not considered the honored post it is in other parts of Erethor. There are therefore only a few councilors from the Aruun in attendance at the High Court at any one time, and these serve only reluctantly.

Religion

The jungle world of the Danisil is home to more of the Eternal and the Trapped than any other region of Erethor. As a consequence, the Danisil are even more sensitive to the presence of supernatural spirits than the other races of elves. Though they do not actually worship these entities, they do have a long tradition of rituals that allow them to curry the favors of some spirits while protecting themselves from the attention and wrath of others. These practices have taken on the solemn nature of religious homage and have infiltrated every aspect of daily life for the jungle elves.

Most of the rituals the Danisil practice are simple offerings and invocations that color their daily activities. At each meal, for example, before taking their first bite jungle elves will hold pieces of whatever they intend to eat behind their backs in case a passing, friendly spirit happens to be hungry. Though the offering is seldom taken, many claim they have seen it happen. Before washing, the water a Danisil uses is first stirred vigorously with a wooden stick. This chases out any evil spirits waiting in the water to vex the bather. Mantras are offered over every hunter's kill, and fishermen spit into the river before casting their nets, offering a portion of their own spirits to the river for those of the fish.

Other rituals are significantly more involved and potent, with far more dangerous consequences. Every birth is attended by a powerful druid who calls on benign spirits to protect the laboring mother so that skulking demonlings are not able to possess the newborn child. Most older druids have sad stories of times when this ritual failed and a family was forced to kill a demonic infant. When a jungle elf is injured, any blood spilled on the ground must be scooped up along with the forest litter on which it fell and cast into the nearest river, lest a foul spirit use the blood to track the injured elf and poison her through the wound.

In an ancient practice that outlander and even other elves find barbaric, the Danisil ritually scar themselves upon realizing their majority. Older elves use the subjects' own sepi fighting knives to carefully make elaborate patterns of scars across their faces, backs, and up and down their arms. The resulting scars are beautiful in a terrible sort of way, and the Danisil claim they frighten away lesser demons and serve as places for protective spirits to hide.

Protective Spirits

The Aruun is home to countless eternal spirits, all of which the Danisil invoke at one time or another.

Seecha

Seecha is the rather omnipresent entity inhabiting the jungle rivers. It is not a foul or overly friendly being but one that must be courted by fisherman and canoe hunters.

Bashia

Bashia is the mindless essence that resides in the hanging vines that support Danisil villages. Their druids long ago learned how to encourage that essence to grow however they wished.

Baneful Spirits

The Aruun also suffers from a plague of vile spirits.

Tuks

Tuks are tiny and common demonlings found throughout the Aruun. They are stupid but mischievous and troublesome, and in large groups they can be dangerous. They are known for raiding villages and camps and are said to steal unwatched babies.

Chappa

Chappa is an insidious entity that possesses swarms of insects and uses them in mass attacks on her victims. The terror of a million mosquitoes swarming a single elf or the horror of a thousand centipedes all biting at once are not to be taken lightly.

Terrod

Terrod is the Danisil name for one of the oldest entities in the jungle. Terrod inhabits the ruins of Ibon-sul and all other demons flee before it. Though it has lost most of its conscious mind, its instincts and powers remain awesome. Terrod wants nothing but to be free of its jungle prison so that it might rage across Eredane, destroying everything in its path.

Trade and Craft

Jungle Potions

The Danisil have little industry or craft that produces more than what they can use themselves. The main exceptions are the druidic potions and herbal concoctions for which the Danisil are well known. The druids and herbalists of the Aruun produce the finest healing ointments and potions in Erethor, and with the ongoing war these creations are rarer and more valuable than at any time in the past.

The Danisil are also known for their uniquely effective poisons. These were once used as quick, humane means to kill prey animals but have since been refined for use against orcs. Elven archers rejoice when shipments of Danisil poisons reach the front, knowing that each arrow they fire is as deadly as an entire volley.

Middlemen

The close relations between the halflings and the Danisil mean that the few jungle elf traders are the default middlemen for halfling spices, tobbaco, and cloth. These

commodities are highly valued in the Caraheen and so in their own way serve as lucrative trade goods for the Danisil.

Ways and Traditions

Demon Hunters

The endless imprisonment of the Trapped have driven many of them insane, while others have always been malevolent beyond description. The Danisil have had to learn to pacify, avoid, and destroys these dangerous creatures, and have become able hunters and killers of the Trapped.

Family Tribes

The Danisil tribal structure is a complex one, and to outside observers it seems as though every jungle elf is related to every other jungle elf in one way or another. Individual tribes are at their core large extended families, but there is more to it than this. Danisil mating traditions dictate that matches be made outside one's immediate tribe. They also require that any unmarried bothers of the groom become members of the bride's tribe and join the groom in his new tribe's village. As brothers subsequently marry, each in turn takes any remaining unmarried brothers with him. In this way, every family tribe gains an influx of new blood with every mating and passes its own blood on to new lines. This practice also builds close and strong alliances among the individual tribes.

Rite of Passage

Most of the cultures of Eredane have rites marking the passage from child to adult, but the Spirit Walk of the Danisil is one of the most dangerous of these customs. When the adults of a village believe a particular youth is ready, the eldest blood relative of the initiate gives him a single boa-bil seed and his first sepi fighting knife. The youth quietly leaves the village early the next morning, without supplies and armed only with his new blade.

The youth travels into the Arunath Mountains, often many days journey from his home village, living off the land and avoiding the many hazards of jungle travel. He may not ask for or accept assistance from anyone he chances to meet along the way. Once he reaches the mountains, he plants the seed and waits until it sprouts. When it does, he is free to return to his village where he is received as a full adult.

This trial is not as simple as it may seem. The initiate must often travel hundreds of miles through trackless jungle, dealing with dangerous predators and fell spirits all the while. The Arunaths are known for the cruel demons that dwell there, and even experienced wildlanders avoid the mountains when they can. From start to finish, the Spirit Walk may take 60 days or more to complete. Many become lost or hurt along the way, taking even longer to make their way home. Others are never seen again.

For those that succeed, there is no greater proof of their majority and their right to speak in the tribal councils. Outlanders familiar with the demands of the Spirit Walk know that jungle elves marked by the ritual scars of adulthood are uniquely formidable, whether they are friends or foes.

Against the Shadow

Demon Minions

Many of the Aruun's spirits are bound by the ruins of Ibon-sul and would do anything to escape. Though loathe to serve any master, some have made dark pacts with Izrador in exchange for promises of freedom once his powers are fully restored. These divine assurances have set many jungle spirits to hunting elves, where once they were more concerned with fighting their own kind.

These beings now eagerly hunt Danisil, and unlike in the north, this war is one with no front. The enemy is everywhere and anywhere. They know the jungle as well as the elves and they can possess many of the forest's plants, animals, and even weak-minded elves, using them to ambush and track their prey. The constant vigilance and combat readiness demanded by this life of war is beginning to take its toll on the tribes of the Danisil. Even their best demon hunters are being taken down by increasingly daring, packlike bands of foul spirits.

Eridon

Eridon is one of the most skilled potion-makers and herbalists in the Aruun. Her mixtures are valued across Erethor, and she has been summoned to Caradul many times to consult with the Witch Queen. Eridon is more than 800 years old, but her own elixirs have kept her looking significantly younger—almost childlike. The woman lives alone in her small treetop workshop, several miles from the nearest village. Her tribe mates often express concern for her safety, but she is unworried. There are rumors that she has bound several powerful spirits and even a darker demon to her service, and that they afford her all the protection she needs.

Yihil

Yihil achieved the status of master Whisper Adept while little more than a child, and spends more time communing with the Whisper than he does talking with members of his own tribe. He often spends weeks at a time alone in the jungle, and it is said he carries on an almost continual consultation with Aradil through their connections to the Whisper. He is ever wary of the movements of Izrador's minions, spying on them through the Wood. His reports to the Danisil warriors are vital to their ability to anticipate the dark god's forces. Yihil is young and indeed looks very boyish, but has the abilities and wisdom beyond his years.

Sites and Features

Ibon-sul

There are places in Erethor where even the most stalwart wildlander fears to go. Places where natural magics born in the dawn of the world still haunt the land, and spirits of vile intent stalk the jungle. Strange beings have existed there, trapped and hungry for vengeance, since the time of the gods. The ruin of Ibon-sul is the largest and worst of such places.

The Archives of the Scribes make just one mention of Ibon-sul, and this is only a vague note on an ancient map of southern Erethor. The map dates back to the Time of Years before the First Age and indicates only that the ruins of Ibon-sul are thought to lie in the trackless wetlands south of the Arunath Mountains.

Some stories call the site the Demon Ruins and others name it the *Ialorn* or "Sunken Place." Ibon-sul was once a great city of the elthedar but was destroyed in the cataclysm of the Sundering. It is now a vast ruin half buried in the stagnant water and mud of a forbidding swamp. Huge blocks of stone protrude from thick, creeping vegetation. Massive walls stand broken and enormous towers lay toppled over one another. Oily water surrounds everything. Explorers would find the tumble confusing and impossible to navigate without the aid of magic. The ruins cover perhaps a dozen square miles, and near the center a large hill rises above the surrounding swamp. The hill is covered by the ruins of an enormous temple, beneath which there are many rooms, passages, and chambers containing untold mysteries and relics of the Silent Ones.

The ruins themselves are as deadly as their residents. Their antiquity makes them prone to cave-ins and sudden collapses. There are quicksand-like bogs and deep waters full of entangling vegetation. There are poisonous insects and large predators. And there are worse things stalking the ruins of Ibon-sul, things that give the place its palpable feel of dread and spawn the terrifying legends told about the city.

Thousands of years before the Sundering, the clerics of Ibon-sul created a portal to an abyssal realm. They called forth from it fell demons and devils that they then bound and studied. When the Sundering came and the city crumbled, they were released, and through the failing portal ventured even more powerful, more dangerous demon lords. Infuriated by the arrogance of Ibon-sul's clerics, the fiends set upon the people of the city, devouring their bodies and their souls.

The outsiders subsequently discovered that they could not return to their dark realms, and that the glyphs throughout the shattered city kept them from leaving the jungle. The more powerful the demon, the less distance it could travel from the ruins of Ibon-sul, a fortunate thing for the world of Aryth. Instead of rampaging and laying waste to the world, they turned on one another. A terrible battle raged, further destroying the city and scarring the jungle with corrupt magic.

This demonic civil war raged throughout the Aruun for a thousand years and more. At first their battles were waged in their natural demonic forms, unleashing terrible magical forces. As more of them were destroyed and relegated to the faceless spirits of the Trapped, the war became more subtle, with the possessed plants, animals, and other residents of the jungle becoming their pawns in an eternal struggle for dominance.

Most of these warring demons long ago scattered throughout the jungle, finding lonely and hidden places to dwell—old ruins, dark swamps, black caves, and the like. Several powerful entities still claim the ruins of Ibon-sul as their home, and any explorers foolish enough to enter the ruin, if not attacked and killed outright, will certainly become pawns in the demon war.

If the glyphs that bind the spirits are ever dispelled or destroyed, the spirits will be free to roam the world and slaughter at will. This would spell doom and, if not the end for all life on Eredane, something very close to hell on Aryth.

CHAPTER 9

Kaladruns & Coast

This chapter presents detailed information on the history, geography, culture, and forces at work of the Kaladruns and the coastal areas of Eredane. The text of this chapter is designated as closed content.

Shadow was this world's midwife.
Our mother is forever lost;
We are orphans, fostered by stone.

Lighter days were squandered;
Heroes marched to war,
And neither days nor heroes come again.

We built noble mountain-halls
Where no dwarf now walks;
Stone breaks and plazas drown,
Living rock rots in the dark.

The elves wove magic,
Great mansions in the green.
Now trees are made torches
And the fell devour hope.

Dust blinds the plainsdwellers;
The rivers ooze bitter gifts.
Beer sours in the mouth,
Meat spoils on the bone,
Seed's virtue withers.

The war-tread hammers on dwarfish roofs,
And a warrior's spirit turns cold.

— An anonymous inscription from the hall of heroes in the dwarven holdfast of Calador

The Dwarven Clanholds

The Kaladruns are an ancient mountain chain that reaches from the frozen north along the eastern coast of Eredane to the Kasmael Sea in the south. They form a vast realm of steep granite, broken only occasionally by basalt cliffs and volcanic slopes. In the north and at higher elevations, there is deep snow and ice the year round and glaciers rest in narrow valleys, their melt water feeding countless streams and cold mountain lakes. The Kaladruns' western slopes begin as rugged, grassy foothills on the high plains and climb quickly. The eastern slopes tumble to arid coastal deserts where the land is covered by broken rock and low, shifting sand dunes.

There are many passes through the Kaladruns but most are treacherous and open only in high summer. The mountains are riddled with natural caverns and dwarven tunnels, which in past times were part of the trade routes from the lowlands. There are old dwarven ruins throughout this range—surface cities and fortresses and underground holdfasts destroyed by the forces of the Shadow and long abandoned. There are also signs of the elder fey hidden in lost valleys, towers, and crumbled ruins hiding ancient secrets. Some say there are older things in the mountains, caverns, and ruins in the deepest underground, remnants of a race older even than the elthedar.

The high peaks of the Kaladruns are always cold, from the frozen north to the tropical south, and even there the mountains are capped in snow year round. The climates of the lower elevations show more seasonal variation, matching that of the surrounding lowlands. The western slopes are usually dry but receive heavy rains in the late winter and spring. The eastern slopes are hidden in the mountains' rain shadow and turn to arid desert before they reach the sea.

The History

The dwarves of the Kaladruns were once a peaceful people, content to pursue their great art—building their cities of stone and crafting the metal goods they traded with the other races of Eredane. Though often contentious and stubborn, the clans were of noble stock. Family relations, intermarriage, and trade kept them closely allied.

Then, in the Time of Years, the orcs came. There are legends told among the other fey races that the orcs were once

dwarf kin run afoul of Izrador, but none now know for sure. When orc raiders came out of the northern mountains, they slaughtered thousands before the dwarves were able to muster real defenses. They turned their craft skills to building fortifications and forging weapons, eventually becoming expert in such things. Their great strength and fortitude served them well as they trained for battle.

By the time the Dorns brought true war to Eredane, the dwarves were well prepared to meet the threat, having been tempered in their ongoing skirmishes with the orcs. By the time Izrador made his first bid for power, the dwarves were hardened and cunning soldiers and were key to the victory at Eris Aman. When the Sarcosans invaded, those horsemen of the open plains quickly learned to leave the stout and formidable warriors to their mountains, and when the Shadow rose a second time, the long warrior tradition of the dwarves was one of the only reasons Eredane was not lost. By the end of the Second Age, the greatest builders and craftsmen in all Eredane had become the greatest warriors as well.

In the thousand years of the Third Age, while the other races lived in relative peace, the dwarf clans were forced to continue the war against the Shadow. The orcs and their minions had held the northern Icewall Mountains since before the First Age and during the Third continued to force their way into the southern mountains. The dwarves continued to fight, but as they suffered attrition, the orcs only seemed to grow in numbers.

As the Third Age wore on and the human lands descended into a dark age of civil war and economic ruin, the dwarf clans became even more isolated in their mountain realm. They abandoned trade and any craft not used to battle the orcs. Their lives became endless rounds of patrols, watches, fighting, and weapon making, and if a skill or craft did not kill orcs it was of no value to the dwarves. Their cities decayed as their fortresses grew, and deep holdfasts were expanded as the surface was permanently abandoned for the relative safety of the underground. Not only did the dwarves sever ties with the lowlands, but the clans also began to lose contact with each other. Travel had become too dangerous, and there were not enough resources to trade or share as it was. Isolation increased and over time many clans lost touch altogether.

Now the Kaladrun Mountains are a realm contested by the minions of Izrador in the north and the fractured dwarven clanholds in the south. The dwarves have become an isolated, haunted race that lives only to battle orcs. The clans have become distrustful even of each other and paranoia is common among the clanholds' leaders. The only hope to which most dwarves now aspire is to kill a few orcs before they themselves die in battle.

The People

There were once as many as 600 dwarven clans in the Kaladruns, each with thousands of kin living in hundreds of settlements and outposts from the Icewall Mountains in the north to the fabled city of Bodrun in the south. Now, through the isolation and attrition of endless war, there are fewer than 200 living clans and some of these have as few as 100 members.

There are less than 150,000 dwarven clanfolk now surviving in the Kaladruns. Of these, most live underground, but perhaps 25,000 are Kurgun, the "surface dwellers," living in the decaying cities from more peaceful times. As most dwarrow are sent to join their gnome kin the lowlands their number does not exceed 2,700. There are also about 1,300 dworg halfbreeds living as part of Durgis Clan or as outcasts surviving on the margins of dwarven culture.

There are also humans living in the western valleys of the Kaladruns, and a few have even earned membership in Durgis Clan. They are refugees from Northman towns such as Low Rock and most are members of House Orin, historical allies and trade partners of the dwarves. There are perhaps 10,000 human refugee descendants living and fighting beside the dwarves.

Settlements

In the distant past, most dwarven settlements were built in hidden mountain valleys. They were constructed on the surface of the world, made of unmatched stonework or cut from living rock. The grand scale, beauty, and clever architecture of these cities were unmatched in their time or by anything since. Slender towers, ornate walls, pillared halls, grand fountains, massive bridges, and great domes were crafted with such skill that their fantastic size, delicacy, and durability seemed magical. Mountain streams provided water that was stored in vast underground cisterns, and terraced mountainsides provided crops and pastureland. Long, narrow roads cut and tunneled along cliff faces and through high passes, connecting each town to many others.

The dwarves always had extensive underground chambers and caverns excavated as part of their mining efforts. They used them as storage, treasuries, foundries, and as refuges against orc raids. In the centuries after the Dornish invasion, the dwarves expanded these warrens into viable settlements and over time many of the surface cities were abandoned in favor of these safer holdfasts beneath the ground. They provided greater protection against orcs and supported the ethic of racial isolation already beginning to grow among the dwarven people.

Now the surface cities lie empty, stripped of resources, buildings crumbling, waterways clogged, and terraces overgrown. Their only inhabitants are occupying orcs or the Kurgun, the dwarves that still cling to life on the surface. These live in huge and ancient citadels that they keep in good repair or in fortified quarters of otherwise ruined cities.

Over the long centuries, the dwarven holdfasts have expanded into mazelike complexes. They feature endless passages and halls and link to mines and natural caverns that reach to great depths. The living spaces include apartments, workshops, gathering halls, plazas, training yards, dungeons, fighting pits, and anything else needed to guarantee the survival and self-sufficiency of a community. Subterranean streams power water wheels used to run forge bellows and lift water into community cisterns. The stream water is also used in the mines and to carry away waste. Most spaces are unlit, but larger public areas feature sconces and great fires that burn with heatless, arcane light.

Those dwarves that have survived the endless warring have done so in part by turning their holdfasts and surrounding caverns into veritable killing zones. They have installed devious and lethal traps of every sort. There are murder holes, suspended rockfalls, and deep, water-filled pits covered with false floors. There are countless boltholes and hidden passages that make shortcuts between otherwise distant places. Every approach to a holdfast is well guarded, and massive stone gates trap potential invaders in open killing chambers. Guards with ranged weapons man high, hidden ledges, and floodgates allow huge cisterns to fill the chambers with water.

In these dark days, the attrition of endless war has left most holdfasts sparsely inhabited, and large sections of many have been abandoned or sealed off as additional defense against invaders. Others have been abandoned altogether, as members of a given clan consolidate their numbers into more viable communities.

Language

The traditional language of the mountain fey is Old Dwarven. The tongue is as ancient as the race and has changed little in thousands of years. The various clans have always had their own regional accents and colloquialisms that have led to distinct clan dialects. Over the past millennium, however, the increasing isolation of the clans has exaggerated these dialects so that most are now unique languages.

Clans within a given region can usually understand each other's dialects, but those separated by much distance cannot. Unfortunately, the lack of trade and communication means that many dwarves have never learned Old Dwarven and can speak only their local tongue.

Many dwarves are also fluent in Orcish or Black Tongue, for knowing the language of one's enemy can provide an advantage in combat. Though many dwarves once spoke the language of their gnome cousins, only the elderly know it now and see scant reason to pass it on to the young.

The Kurgun are a more open culture, as shown by their linguistic choices. Indeed, in order to survive they must learn a wide variety of languages, including Orcish, Black Tongue, Trader's Tongue, Erenlander, and Norther.

Governance

The dwarves have never had a centralized government. Instead, they pay allegiance to individual clans that were founded in the Time Before Years and consist of allied groups of extended families. Clans are autonomous and are ruled by chieftains called the clan *dor*, or "stone." The lands over which a clan has control are called its clanhold, and each settlement within the clanhold is governed by a clan noble called a *dorthane*, or "lesser stone."

The position of stone is not necessarily a hereditary one, as each stone grooms one or two young protégés to take over when he dies or is no longer able to fulfill his duties. Nonetheless, these stones-to-be are often the son, daughter, or some other relative of the ruling stone, and so the line is often hereditary by default.

Over the past centuries of constant warfare, a rite of formal challenge has evolved among most clans that allows clan members to challenge the leadership of a dor or dorthane. The challenge is a martial one in which the challenger calls out the stone in single combat. Particularly aged or infirm stones can rely on loyal champions if they choose. The combat is traditionally fought unarmored, with matching axes, and to the death. If the stone or his second wins, he remains ruler, but if the challenger wins, he becomes stone. When this happens, he must often face a rash of challengers loyal to the displaced stone.

Most stones keep councils of experienced advisors that assist them in governing their people. Clan councilor is an honored position, and most dor once served as councilors in their time.

In the past, large delegations of each clan gathered every few years or when the dwarven people as a whole faced certain issues, such as the Dornish invasion or the construction of the Fortress Wall. These gatherings were called clanmoots and were as close as the dwarves ever came to a unified government. Clanmoots served not only political purposes but also important social ones, helping to spread knowledge and news from clan to clan and to maintain alliances. It has been centuries since the last clanmoot and perhaps 1,500 years since the last that included the majority of the clans. The loss of the clanmoot tradition has only led to the further isolation and weakening of the dwarven people.

Religion

Spirit of the Rock

The dwarves long ago abandoned their faith in the Lost Gods, and in their fatalistic way are certain that the gods have forsaken the people of Aryth forever. What little faith they have has been transferred to the powerful spirits that inhabit the natural world. The spirits of the mountains are even more enigmatic and ethereal than those of the Great Wood or the plains, manifesting in subtle ways if at all. As a result, many dwarves simply do not believe in them or at least refuse to pay them any homage.

Those that do believe honor a powerful but subtle entity they call the *Dorogin*, or the "Spirit of the Rock." They believe that the Dorogin manifests in the echoes that pass from cavern to cavern. Many dwarves claim that echoes are the voices of the rock and if you listen carefully they impart wisdom and warning. Many believe that echoes can tell the best routes to the surface, where to hunt orts, or warn of approaching enemies. Though subtle echoes and vibrations can indeed give away the footfalls of orc troops, most younger dwarves think the Dorogin is nonsense and holds no more power in the underground than the superstitions of old men.

The Sun and the Moon

The dwarves have not always lived underground, and the skies of Aryth are not unknown to them. Since the First

Age, dwarves have told stories of Father Sun and Mother Moon. Though not worshiped as gods, the sun and the moon play key roles in dwarven mythology. There are endless fables that tell how the sun and the moon created the world and the fey. They tell how the sun is a great warrior and punisher of the wicked. They tell that the moon is the mother of all and the source of the world's magic. The warnings and morals the tales offer are used by dwarven parents to guide their children and serve to define what is honorable and what is not among adults. The fables are rich in meaning, history, and social tradition and could do much to teach outlanders about dwarven culture and explain their ways. Many are also simply meant to be entertaining—adventurous, funny, or frightening.

According to the fables, when not crossing the sky the sun and moon rest deep within the underground. This is why, the dwarves say, they rise from and sink into the earth with the passing of each day. Many say it is the hot, yellow blood of Father Sun that seeps through the ground to form veins of gold and the cool white blood of Mother Moon that forms silver. As a consequence, stylized suns and moons are common motifs in dwarven art, especially on objects made of these metals. Sun and moon designs are found in all dwarven crafts, from the shape of a city gate and the engravings on the head of an ax to the traditional moon amulets of the dwarven loremasters.

Trade and Craft

Stonecunning

Dwarves are masters of stoneworking and stone architecture. Their ancient cities and holdfasts are fantastic examples of their craft, and it once seemed as if there were no limits to what they could build from rock. At the height of Erenland culture, dwarven architects and builders were in great demand across the human realm and played key roles in the construction of edifices such as the Bridge Towers of the Kalif in Alvedara and the Great Badrua in Sharuun.

Though the fundamental skills may still exist, the pride of art that once went into dwarven stonework is all but lost in these dark times. Most stone craft goes into repair and upkeep and few things new are built. The rare exceptions are constructed in haste and serve only function. The ancient traditions, though not quite dead, are surely dying.

Masters of Metal

If the dwarven race can be said to have a spirit, then that spirit surely manifests itself in their metalworking. All dwarves have some level of aptitude for metalworking but many aspire to greatness. Whether making jewelry, armor, blades, gears, wheels, or children's toys, the dwarves work metal with such skill and passion it seems a kind of magic. Indeed, most dwarven arcane practices focus on working and enchanting metal and metal objects. Both their magical and mundane metallurgical techniques are closely guarded secrets and their foundries and workshops are as clever as they are mysterious.

In the process of becoming master smiths, dwarves also became master miners. The millennia they have spent digging in the earth after ore made them experts in the art of finding precious metals and the science of underground engineering. These practices combined with their stoneworking skills are what ultimately allowed the dwarves to master the underground and build their vast holdfasts.

Metal goods, especially tools, weapons, and armor, were the core commodities of dwarven trade with other races. Dwarven wares were highly coveted by the other races and were traded for cloth, leather, tobacco, wine, medicine, and magics across the realms. Ultimately, the races of the plains became so dependent on dwarven metal goods, that as the dwarves became increasingly isolated these other races discovered that time and neglect had cost them much of their own metalworking skills. Never has this loss been so telling as it is today in the time of the Shadow.

Sadly, the pride and joy with which the dwarves once pursued the art of metalworking have been lost in the long years of warfare with the Shadow. Beauty and delicacy have been utterly supplanted by the pursuit of lethal function. Few smiths forge anything now but weapons and armor and the tools to make them. Though these specific skills have been honed to perfection, the artistic ones, dedicated to form and beauty, have been lost to the ravages of war. Most dwarven smiths no longer have either the time or the soul to mourn their passing.

Gift of the Moon

There is a legend among the dwarves that Mother Moon took a handful of fire from Father Sun's crown and cooled it in her silver grasp. She then buried it in the roots of the Kaladrun Mountains where her dwarven children would someday find it. In doing so, Mother Moon is said to have given the dwarves the priceless gift of mithral.

Mithral is a wondrous ore that only the dwarves know how to find and smelt, and its forging is perhaps the most closely guarded of their secrets. Mithral is a rare silvery metal that is far lighter and stronger than seems natural. Armor made from mithral provides superior protection and weapons crafted from it make the keenest cuts, all while remaining amazingly light. Mithral arms are incredibly rare, even in dwarven lands.

Mithral in Midnight

In Midnight, mithral weapons and armor have the properties and weight of mithral from the core rules, but count as adamantine for the purposes of bypassing damage reduction, providing damage reduction for armor, and granting nonmagical enhancement bonuses to weapons.

Food and Fare

Dwarves have voracious appetites and are willing to eat just about anything to fill their bellies. Unfortunately, their mostly underground world offers a limited and often unsavory fare.

Dwarves depend on orts, large and vicious subterranean rodents that can reach 60 pounds or more, as a staple food and provider of resources. Their greasy meat is eaten and broths are made from their blood and bone meal. Their hides are used to make boots and other leather goods and even their hair can be used to spin crude yarn. Orts are usually hunted; while many holdfasts keep semi-domestic orts, they are loud, smell foul, and make for vicious livestock.

Underground dwarves compost their waste and use it to farm mushrooms of many kinds. Some are large and flavorless but rich in nutrition. Others are small and pungent and add flavor to other foods. Some are even used in medicines and poultices that prevent infection.

The Kurgun are the farmers of the mountains, raising crops of rich grain, rice, potatoes, and various vegetables, as well as maintaining livestock like goats, mountain pigs, game hens, and rabbits. The surface dwarves trade this produce with the subterranean clans for raw ore, worked metal, and mushrooms.

Dwarves have been known to eat orc meat when desperate for food, and many clans have developed a taste for it. Though few eat it as a staple, some clans serve orc meat following successful battles or at certain ceremonial feasts.

Ways and Traditions

Clans of the Dwarves

The dwarven clan structure is the basis and focus of dwarven culture. The ambitions and needs of the clan outweigh those of its individual members and loyalty is not only a matter of honor, it is ingrained in the soul of every dwarf. The weight of history and the threats of the Shadow demand that the clan comes first, and all but the most craven dwarf would rather die than betray his clan or clansmen.

The histories recorded in each clanhold's hall of heroes describe the purported origins of the clan. Many record mythic references to a great hero of the Time of Years who founded the clan as one of his or her many exploits. Some read as if the clan had always existed, like some aspect of primal nature. Some even claim that Mother Moon spawned each clan's original stone and scattered them across the Kaladruns. Many loremasters believe the clans arose slowly as the elder fey refugees that fled into the mountains established tribes and began to become their own people.

At the height of dwarven culture in the midst of the Second Age, there were as many as 600 different clans. Now there are fewer than 200. Attrition in the constant war against the Shadow has been brutal and many clans that have not been wiped out entirely have been forced to join with their cousins simply to survive.

Thedron Clan

Thedron Clan was once the largest and most influential clan among the dwarves. Their wealth and holdings were vast and their weapon enchanters unmatched. They were often leaders of the clanmoots and frequently spoke for the clanmoots in parley with other races. Thedron Clan built the wondrous Stone City at Calador and later constructed the largest of the dwarven holdfasts beneath it.

In these dark days, the clan is all but broken. The Stone City lies in ruins, destroyed by an army of orc-led giant-kin, and the remaining clan members now live in an almost constant state of siege. They are virtually trapped in their own holdfast, confined to a small region of the underground by the orc forces arrayed against them.

Fodrin Clan

Fodrin Clan was a large clan once well known across Eredane as metal traders and stone architects. In fact, the dwarves of Fodrin Clan supervised the construction of the Bridge Towers in Alvedara. Fodrin Clan built the vast holdfast of Idenor, one of the most elaborate and beautiful cities of the underground.

No one knows for sure what happened to Fodrin Clan, but it disappeared soon after the coming of Izrador. No survivors or witnesses have spread rumors about its extinction, a likely sign that its fate was dramatic, sudden, and cruel. All

that remains of the holdfast at Idenor now are ruin-filled caverns blasted by terrible magics and half-flooded by a breached spring.

Durgis Clan

Durgis Clan is one of the few clans that make up the Kurgun, those dwarves that still live predominantly on the surface. Durgis Clan was never a large one and was often looked down upon by other dwarves, as they were the only clan that would accept outsiders into their ranks. They had long been willing to accept dwarves that had been banished from other clans and so were often considered a clan of criminals and miscreants. They were also the only clan that allowed dworgs to live among them and so were considered poisoned with contaminated blood.

The willingness to accept outsiders would eventually prove a boon to Durgis Clan. The outcasts and dworgs they embraced have typically been so grateful to have a home that their loyalty verges on fanaticism. Their openness also meant that the attrition of the Third Age did not have as great a net effect on Durgis Clan. In fact, as refugees and dworgs from other clans continue to join, Clan Durgis has become one of the largest dwarven clans in existence today.

There are rumors among the other clans that one of the branches of Durgis Clan has even accepted the membership of a group of orc dissidents that fled the north. They are opposed to the ways of Izrador and are said to fight alongside the dwarves as allies against the Shadow. Most dwarves discount this as impossible, even for the Durgis.

Gorand Clan

Gorand Clan is one of the only clans that is a mixture of underground-dwelling and Kurgun dwarves. They live in the southern city of Bodrun and its surrounding settlements. In the early years of the Third Age, Gorand Clan sent warriors north to help their kin fight the Shadow, but by the middle of the age they withdrew from what little was left of collective dwarven culture. Though the minions of Izrador occasionally make raids from the conquered holdfast of Drumlen, they have not yet moved far enough south within the mountains to be a constant threat to Gorand Clan. As a result, the lifestyle of Gorand Clan is more like that of ancient dwarves than that of other clans.

Gorand Clan still actively trades with the humans in the isolated coastal town of Landfall, and up to 300 dwarves can be found in the city at any time. The clan also still trades with the human freeriders of Erenland, though in well-guarded secret. Gnomes and humans run caravans into the foothills south of Bodrun, where they are met by dwarves that have come through hidden ways to the surface. The dwarves trade weapons and armor for medicine, wine, magical elixirs, and news of the outside world.

The Black Blood Clan

The clanhold of Dorin Clan was one of the northernmost of all the clans, hidden among the steep crags of the Icewall Mountains. In the years ending the Second Age, long before the final rise of the Shadow, Izrador's minions tired of the roadblock these savage warriors represented to their movement through the mountains. They unleashed a horde of

insidious magical creatures into the Icewall Mountains, which sought out and possessed individual dwarves of Dorin Clan. A terrible but brief civil war ensued, as the possessed turned on their one-time brethren, slaughtering them all.

Now, generations later, the kin of Dorin Clan have become truly evil worshipers of Izrador and hate the other dwarves with the same passion as their orc allies. They battle frequently with other clans and divulge dwarven secrets to the Shadow. They infiltrate dwarven settlements posing as refugees and then betray them from within, fostering distrust among the other clans. The clans have grown to despise the Dorin and often refer to them as the *Odrud*, or "Black Blood," Clan. On the rare occasions when members of the Odrud are captured, they are brought back alive and subjected to slow torture before being thrown into pits with packs of half-starved orts.

There are persistent stories, supported by a few eyewitness accounts, that the great smiths among the Black Blood Clan forged a quartet of enchanted mithral weapons for Izrador's Night Kings: a terrible sword, a pale staff, and a cruel spear, each imbued with frightful and devastating enchantments. While a weapon was supposedly forged for the dragon called the Wrath of Shadow, the tale has the behemoth consuming the item as soon as it was presented.

Outcasting

Dwarves that commit crimes against their clans or otherwise break clan traditions, oaths, or taboos are typically punished with outcasting. When banished, a criminal is branded on his right cheek with a symbol of his crime and on his left with a symbol of his former clan, then taken to the borders of his former clanhold and forbidden to return on punishment of death. Most other clans typically refuse such criminals succor and may even kill them on sight. The only clan to accept such outcasts is Durgis Clan, and even it will not accept those branded for murder, rape, or treason.

Loremasters

Dwarven loremasters are channelers of significant power who have dedicated their lives to the arcane protection of their clans. Their magic helps shield the clanholds from the spies and agents of the Shadow and assists the stone in setting his defenses and anticipating the actions of the enemy. Loremasters also help with food production and often create powerful enchantments for weapons and armor.

Most importantly, however, is the Loremasters' role as keepers of history and law. They maintain the clans' halls of heroes, and it is their sacred duty to assure that the clan always knows their past, even in the face of their despair for the future.

In past times, every settlement had a loremaster who in turn had many apprentices who helped with research and lesser magics. In time, these apprentices would become loremasters themselves and take on their own trainees. During the Third Age, the terrible attrition cost many clans their loremasters as well as their warriors. The elders were often killed in raids, and few younger dwarves are willing to forego battling orcs for the subtler ways of loremaster apprenticeship.

Hall of Heroes

Every older clan settlement has a building or chamber called the hall of heroes. Here the loremaster and her assistants record the history of her clan on thick stone pillars. Some pillars list significant battles and events. Others hold descriptions of the exploits of great dwarven heroes who died in combat, and still others are covered in bas reliefs of ancient myths and legends. The walls are typically lined with cherished works of clan art and items of historical significance. Huge books with metal pages and some rarer ones with paper leaves are displayed in these halls, as are the weapons of ancient heroes when they are not carried into battle by the current clan champions.

Over the centuries, the dwarven reverence for histories and artifacts of their past has increased in proportion to their racial despair for the future. It is as though its past glory and honor is all that remains of a clan, despite the fact that its people may live on. Pride in the past seems to have replaced any sense of hope for the future among the dwarven holdfasts of the Kaladruns.

Foe Hunters

During their long wars with the forces of Izrador, the dwarves have become experts in the ways of orcs, goblin-kin, and giant-kin. Not only have they learned their battle tactics and how best to fight them, but they have also learned much about their cultures, languages, and religious beliefs. This knowledge allows the dwarves to exploit weaknesses or to predict the sorts of responses they might get from tactical raids, bluffs, and torture. This knowledge has been hard won and is carefully passed on to younger warriors in hopes that it might keep them alive a little longer, allowing them to kill just a few more orcs before they are cut down.

Pit Fights

Over the past several centuries, a gruesome tradition has evolved among the more bloodthirsty dwarven clans. Many holdfasts, and even a few Kurgun cities, now feature small arenas where captured minions of the Shadow are used as fodder in brutal pit fights. These bloody combats serve several purposes and have become a major aspect of life in some clans.

Dwarven adolescents are first blooded in the pits in a ceremony that marks their transition to adulthood. A young warrior is typically pitted against a half-starved goblin or an orc whose leg has been broken. If the child survives, she is awarded full status in the clan. If she is killed, then her opponent is slain by her relatives and eaten at her funeral feast.

The pits are also used to train warriors under realistically dangerous circumstances, against living enemies. Pit training is one of the reasons even young dwarves are formidable orc-fighters.

The pits are also used when challenges are made against a clan's stone. This is typically where the formal combat takes place so that it can be witnessed by the entire settlement.

Finally, the most subtle and perhaps disturbing purpose for the pit fighting is its entertainment value. Life in the dwarven lands is a harsh and brutal existence with no relief from the oppression of constant war. In the arenas, wild animals are set against orcs, goblins, and other enemy captives simply for the cathartic, primal thrill of experiencing the bloodshed. Dwarf champions also fight the captives. These are often the best-attended combats, and the more formidable the opponents, or the better the weapons they are given, the bigger the thrill of the audience. Skilled or lucky captives have killed not a few dwarven warriors, and yet the tradition continues.

Against the Shadow

The Brothers Kurgun

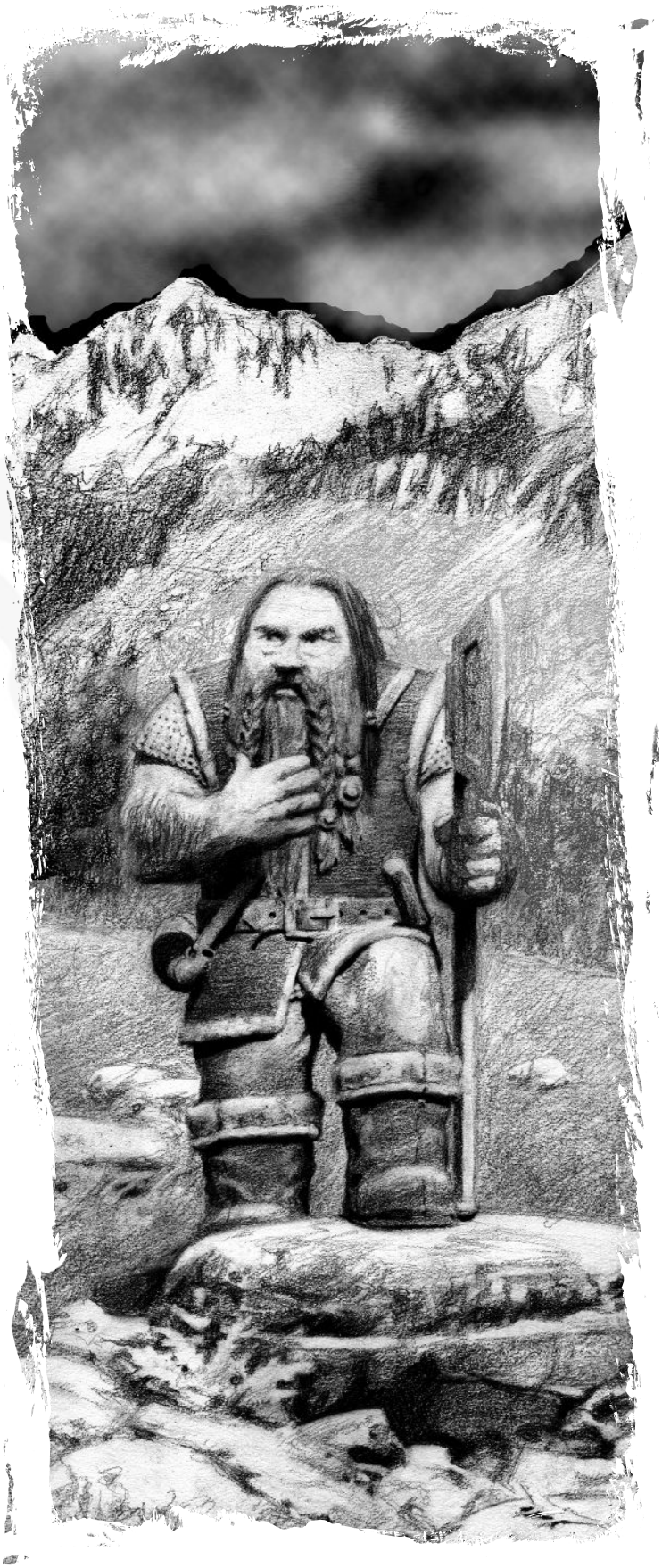
Most of the dwarven heroes of the war with the Shadow die in obscurity. Few become known outside their own clans and fewer still are ever known beyond the Kaladruns. Most are warriors, seldom smiths or stone workers, and none were ever dworgs. That is until the Kurgun Brothers left their mountain home and traveled into the lands of men. The stories of their exploits are hard to believe, if for no other reason than that they seem to have traveled everywhere and done everything, despite the reign of the Shadow.

The tales claim they rid an Erenlander town of a whole garrison of orcs simply by challenging them to single combat. They are said to have taught a thousand boys to forge blades and to have repaired the Bridge Towers of the Kalif right under the nose of Jahzir the Night King. Whatever the truth of the many stories of the Brothers Kurgun, they seem to have become a kind of everyman's myth and are now a permanent part of the lore of the Last Age.

Harrek of Brendol Clan

Harrek of Brendol Clan is the greatest hero of the surviving dwarves. His clan is small and faces extinction, but his feats of strength, cunning, and skill in combat are unrivaled in modern times. He has killed so many orcs that even the minions of Izrador know of him, naming him *Sorgrander*, or "Death Wielder," in the Black Tongue.

Harrek is the quintessential dwarf. He despises the orcs and lives only to fight them. He has no concept of hope and suffers his own existence simply to protect his kin and shed orc blood. His only ambition is that his axe be enshrined in the hall of heroes when he is finally killed. He knows just where he wants it to hang and is certain it will only be a matter of time before it joins the weapons of his ancestors.



Kala the Clanless

Kala is the warrior leader of a band of nomadic dwarves that travel the mountains ambushing orcs and surviving off what resources they can steal during their raids. Her small band is all that remains of her clan after ogres overran her clanhold several years ago, killing almost everyone and driving them from their ancestral lands. Kala was only a young fighter then but has matured into an able warrior, and her wisdom and prowess have made her the natural leader of her roving tribe.

The band spends most of its time hunting the underground for the Shadow's minions. They have taken to patrolling the lands of the smaller clanholds, fighting as phantom guardians for the lesser clans. They sometimes shadow other dwarf hunting parties and charge to the rescue if they are attacked. As signs of their patronage, they often leave the severed heads of the orcs they kill near the gates of the holdfasts they protect. Many of the people in these clanholds have come to call their unknown benefactors the *Valgard*, or the "ancestor ghosts," and believe they are the shades of their forefathers, returned to protect the people.

Loremaster of Calador

The loremaster of Calador is perhaps the oldest dwarf in the Kaladruns and likely the most powerful channeler remaining among the dwarves. She is so old, in fact, that none who live remember her name, honoring her simply as Mistress. Her body is weak and wizened and her eyes are cloudy and blind. Her wit, however, is as sharp as ever and she has the kind of sight that allows her to peer beyond the chambers of the holdfast and the confines of time. Her counsel has long been one of the only things keeping the besieged dwarven settlement from falling to the orcs, and her magic is all that sometimes stands between her people and starvation.

To all outward appearances, the loremaster is forever positive and confident that her people will survive. In her heart, however, she is convinced that, though she may not live to see it, her people, and eventually all the Kaladruns, will fall to Izrador and pass into eternal darkness.

Smugglers' Ways

As the dwarves began their retreat into the underground during the Second Age, they maintained many of their old trade routes by excavating connecting passages to the surface. These tunnels led though natural caverns to secret trade rendezvous beyond the mountains, in the foothills, and even out in the high plains. Using the tunnels, the dwarves were able to link their underground communities to their old trade partners without having to use the rambling mountain roads or risk encountering the increasingly frequent orc raiders.

During the Third Age, the passages became known as smugglers' tunnels and were vital to the maintenance of trade as the dwarves became even more isolationist and the orcs more numerous. By the last centuries of the Third Age, the dwarves were trading only with the gnomes, and only through their secret tunnels.

Now, in the darkness of conquest, many of the tunnels have been sealed by dwarven engineers to protect their holdfasts. Others have caved in through neglect, and still others are forgotten. A very few still host some traffic, as gnome smugglers and spies, human resistance fighters, and a few stubborn dwarves use them to trade information, weapons, and magic. These few are ever wary, however, as many of the secret smugglers' tunnels of the dwarves have been found by the agents of the Shadow and are no longer so secret.

Warriors to the Death

The dwarves have fought with the orcs since before the First Age. The dwarves long held the upper hand, but since the first rise of Izrador the orcs gained a sense of organization and fanaticism that has yet to wane. At the end of the second war with Izrador, his forces withdrew from the human and other fey lands, but remained in the Kaladruns. They continued to make war with the dwarves throughout the Third Age down to the present day, slowly gaining better access to supplies and to divine magic in the form of legates. For the dwarves, the conquest of Izrador is not something that happened only 100 years ago. For them it is something that started 1,000 years ago and continues in the battles they fight every day.

Modern dwarven culture is focused entirely on the continuing war effort. Everything dwarves do is somehow related to battle and the warrior craft. It has been this way as long as any remember and it will continue to be so until the last dwarf falls. Almost without exception, dwarves are fatalistic about the future. They have no hope that Izrador will be defeated and they have no hope that the dwarves will survive as a people. They are a strangely stoic race that knows it is doomed, and yet passionately throws itself into battle. The only thing the dwarven people have left to care about is the fleeting glory of killing orcs.

Sites and Features

Calador

Calador, known as *Caladale* in the old tongue, is one of the oldest and largest of the dwarven settlements and is home to Thedron Clan. Calador was originally founded on the terraced slopes of Cardred Mountain, but as it grew it took over the very mountain itself. The entire peak was terraced from the green dales of the surrounding valley to the summit, and over the centuries the mountain came to look less like a thing of nature and more like a dwarven vision of heaven. The living mountain was cut inside and out to form walls, towers, buildings, great halls, individual dwellings, wells, roads, and plazas, all of fantastic architecture and stunning grandeur. By the end of the First Age, the physical distinction between mountain and settlement was lost and the place simply became known as the Stone City. It was such a wondrous place that even the elves of Erethor made the long journey to Calador simply to see it with their own eyes.

During the Third Age, as the dwarves retreated to the underground, the city was slowly abandoned and began to suffer from neglect. By the time dwarven trade with the outside world had ceased, Calador was all but empty, a shadow of its former glory.

The Calador of today is a vast holdfast far beneath the old city. It is the largest of the underground settlements and home to more than 10,000 dwarves. Most of the surrounding surface and underground regions are held by the forces of Izrador, and the city is under an almost constant state of siege. As a result the Calador holdfast is one of the most secure, with defenseworks, traps, and deadfalls guarding every approach. All but a few passages to the surface have been permanently sealed off, and every citizen strong enough to carry a weapon does so. The soldiers of Calador even leave the decapitated bodies of slain orcs piled in the surrounding caverns in hopes of encouraging hungry predators to begin hunting among enemy lines.

Caverns of the Darguul

Since long before the First Age, the dwarves have known that they were not the first race to inhabit the underground, and as they dug deeper into the mountains during the later ages, they discovered more about this lost race than perhaps they should have.

The dwarves call them the *Darguul*, or the "masters of the dark," and record of their presence is most often revealed in vast caverns inadvertently discovered in the deepest reaches of the Kaladruns by dwarf miners and explorers. Their ruins are ancient, appearing to predate even those of the elder fey. The dwellings, sculptures, and other enigmatic structures they left behind lack a form or logic dwarven engineers can understand and fail to even reveal if their makers were humanoid or monstrous. The few artifacts that remain are also enigmatic, though many practically glow with arcane energy.

The few dwarves that have visited such ruins claim that a palpable sense of evil pervades them and infects those that linger too long with madness. Terrible beings reside in some of these places, and whether they are the degenerate descendants of the original inhabitants or simply the foul heirs to a lost kingdom of evil, no one knows. Few who have encountered these entities have lived to tell about it. Even the minions of Izrador seem loath to enter the caverns of the Darguul and take pains to avoid regions of the underground known to hide them.

Drumlen

When the orcs came to Drumlen they anticipated an easy victory. Decades later their slaves maintain a thriving garrison and village bustling with activity. Their masters worm steadily closer to the old dwarven hold; meanwhile the slaves busily learn what they can from dwarven artifacts recovered from their diggings.

Falter Pass

During the long centuries of peace Falter Pass housed soldiers' families as they served on the Fortress Wall. Children and wives built a life in the cold wilderness far from their kin. The ruins of those lives still cling to the shattered town, remnants of a time not quite yet forgotten.

Garol

In happier days weary dwarves gathered at Garol for festivals. Eventually the festival site became a seasonal market, then a permanent settlement dedicated to trade. In the Last Age weary dwarves still muster at Garol though now their endeavors tend towards slaughter rather than commerce.

Idenor

Idenor was once the great holdfast of Fodrin Clan and large enough to rival Calador. More than 80 years ago, a terrible earthquake shook the region and even the intermittent contact some clans had with Idenor was lost. The few that have braved the journey there and made it back again claim that Idenor is now nothing but a dead ruin that reeks of fell power. Many of the original chambers are caved in and impassable. Other sections lie broken and half flooded by seeping spring water that once fed the city's now-sundered reservoir. Strange creatures dwell in those black waters, and other denizens of the underground lair within the exposed structures. Some explorers even claim that a vast cavern lies exposed beneath the lowest levels of the Idenor ruins, possibly revealed by the earthquake.

Nowhere is there sign of the dwarves that once inhabited the holdfast. No bones, no cast-off armor or weapons, nothing to show where, how, or even if they died. Some say the inhabitants fled the destruction of the earthquake, which was likely caused by servants of Izrador. Others believe the earthquake unleashed foul demons trapped in a previously undiscovered Darguul cavern. Still others wonder if the quake itself was not the result of the inhabitants of Idenor delving a bit too deep and loosing the wrath of something that should not have been disturbed.

Lardun

Orcish troops fresh from the breeding pits muster in the graffiti-painted halls of violated Lardun. Supplies from Low Rock feed the war-machine as it presses ever southwards into dwarven clan lands. Rebels occasionally try to stop the caravans but each attempt so far ended in utter disaster. Local rebels fear Izrador's commanders may well know their every move either through magic or some more mundane means.

Coastal Regions

Asmadar

The Island of Asmadar is a large landmass off the southeast coast of Eredane. It is a rugged place with high central mountains, dense forest, dry plains, and coastal deserts. It is also home to the Asmadarins.

The Asmadarin people are descendants of the original Sarcosan invaders that came to Eredane almost 3,000 years ago. They settled the island in preference to the mainland and have lived as traditional horse nomads ever since. To outlanders, they seem a hard and savage people, but they are also honorable, loyal, and possessed of a rare passion for life.

The Asmadarins live in large extended families joined into interrelated tribes. They no longer live by the social castes of the mainland Sarcosans, but they do have a strict honor code that governs their interactions with each other and their responsibilities to their tribes. They speak an older, more formal version of Colonial with significant colloquial vocabulary, phrases, and syntax. The Asmadarins have no permanent settlements, but there are many traditional campsites where various tribes come together throughout the year for trade, celebrations, and marriages.

When the colonial Sarcosan and Northman alliance fought against the Old Empire for independence, many Asmadarins joined the fray. They were motivated as much by their passion for living free as by their passion for glory in combat. When the Conclave of Kings formed the Kingdom of Erenland, there was a delegation of Asmadarins in attendance, but they had little interest in the larger rule of the human lands and returned to their island, content to be left to their ways.

By the time Izrador invaded the Southlands, Asmadar and its inhabitants had long been considered a people apart from the concerns of Erenland, and any Asmadarin that visited the mainland seemed as foreign as any of the outland traders from overseas. The Asmadarins also considered their world a separate one, and all they knew of the war with

Izrador was what a few straggling groups of refugees were able to tell them. That is, until recently. Though the orc armies have yet to invade Asmadar, the Shadow's influence appears to have come to the island nonetheless and now threatens the island people.

There are ruins scattered across Asmadar, and though even the elves do not know this, they predate the remnants of elthedar civilization. These ancient places were built and destroyed long before Asmadar drifted away from the mainland and still they linger as mysterious ruins in the loneliest and darkest reaches of the island. The islanders have always known they existed, but for as long as memory the ruins have been taboo. No Asmadarin was allowed to enter them on pain of being made outcast from his tribe. For just as long there have been legends and frightening tales about the ruins and the fell creatures that were supposed to inhabit them, known as the *horsha* or "the white beasts." These tales were most often used to frighten children away from the ruins, but there was always an unsettling earnestness to them. Now, recent events bear out the truth of these stories, and it seems that the evil of Izrador has finally been unleashed on the Asmadarins.

For several years now, camps made near any of the old ruins have been plagued by attacks of strange, manlike beings so pallid as to almost glow in the dark of night. They appear silently and strike without sound. They fight if attacked but are most intent on capturing islanders alive and spiriting them away. If tracked, the creatures' trails invariably lead back to the ruins, but there is never any further sign of their existence or that of their captives.

Why the horsha take humans and what power Izrador has over them is unknown, but the attacks have begun to change the attitudes of the Asmadarins. They are no longer blissful in their ignorance of the Shadow and they realize that it is time for their people to fight. Unfortunately, they do not yet know what it is they battle or how it might be defeated.

Trader's Camp

This is a large, haphazardly populated coastal camp on the island's northwestern shore where merchant ships from the mainland used to come several times a year to trade with the islanders. The Erenlanders exchanged weapons and tools for the Asmadarins' pureblooded horse stock and the exceptional diamonds they collected in the island's eastern desert. That camp is still occupied, but it has become a huddling community strangled by fear. Its residents, generally those Asmadarins who are too old or too sick to travel, are subject to bullying and intimidation by the pirates of Stormhold, the collaborators of Hallisport, and even insurgents from the mainland demanding hiding places.

Kasmael Coast

The southern coast of Erenland is warm and windswept. The vast sea of sword grass meets the endless sea of water in this place and the two blend together in trackless salt marshes, estuaries, and tidal flats. The land is awash in life of all sorts and until the last century the shore had seldom known the footsteps of man or fey.

Once home only to wildlanders and isolated fishing villages, the region was long left to the animals that lived there. As with so many things, the invasion of Izrador's hordes has changed this, driving thousands of southern Erenlanders into the coastal wilds seeking refuge. The tiny villages there have swelled in population and small hamlets dot the coastline. Life is hard, as the descendants of city dwellers are forced to become reluctant fishermen and hunters and do so with little expertise and few resources. The terrain is deceptively inviting but dangerous with its deep muds, tidal currents, and lack of landmarks. Insects are legion and many are poisonous, and unfortunately the dangers of navigating the open water are evenly matched by the hunger of the large predators of the coastal marshes.

The Shadow's minions, for some unknown reason, loathe the ocean and by preference avoid its shores as much as possible. In consequence, the coastal settlements are seldom bothered by raids or slavers—a hollow boon as life is hard enough and most such villages have nothing of value in the first place.

Stormhold

When the pirates of Stormhold realized they could not hold out against Izrador they traded their honor for safety. Now the former scourges of the Pale Ocean and Kasmael Sea must bow when the Shadow calls. In return, the traitor princes and warchiefs grant their ships safe passage though Shadow-controlled waters and access to the slave market in Hallisport. This arrangement brought much needed wealth to the decaying city, allowing the petty captains to build massive palaces atop ancient but still sound foundations that were likely laid down in the First Age.

White Desert

The eastern shore of Eredane is a narrow coastal desert created by the rain shadow of the high Kaladruns. The foothills are arid, with scrubby vegetation watered by spring melt and home to a few small Kurgun villages and only the hardiest of wildlife.

Between the foothills and the coast the desert becomes a lifeless, trackless waste of rocky ground and shifting dunes. Reptiles, insects, and insane spirits are the only things that dwell in this place, and even in the glory days of the First Age the most intrepid adventurers avoided it.

The coast itself, though still arid, is at least habitable. The humidity of the sea supports hardy plants and the ocean's bounty means that fishermen can enjoy a simple coastal existence. Before the coming of the Shadow, few people braved the isolation and hard life of the eastern coast. Now, many human and even some dwarven refugees have found their way to the shore of the Pale Ocean and live a quiet existence, hoping that the wrath of Izrador might pass over their desert land.

Landfall

Landfall is an old settlement that started as a Sarcosan fishing village founded not long after the initial invasion of Eredane. During the centuries of conquest and trade that followed, it became a final provisioning stop for ships plying the trade routes between Eredane and the Old Empire. In time, it became an important trading post in its own right, as several dwarf clans used it as a place to sell their metal wares to merchants from overseas. Even through the economic decline of the Third Age, the city's isolation insulated it from most of the troubles of the time, as localized free trade with foreign companies continued.

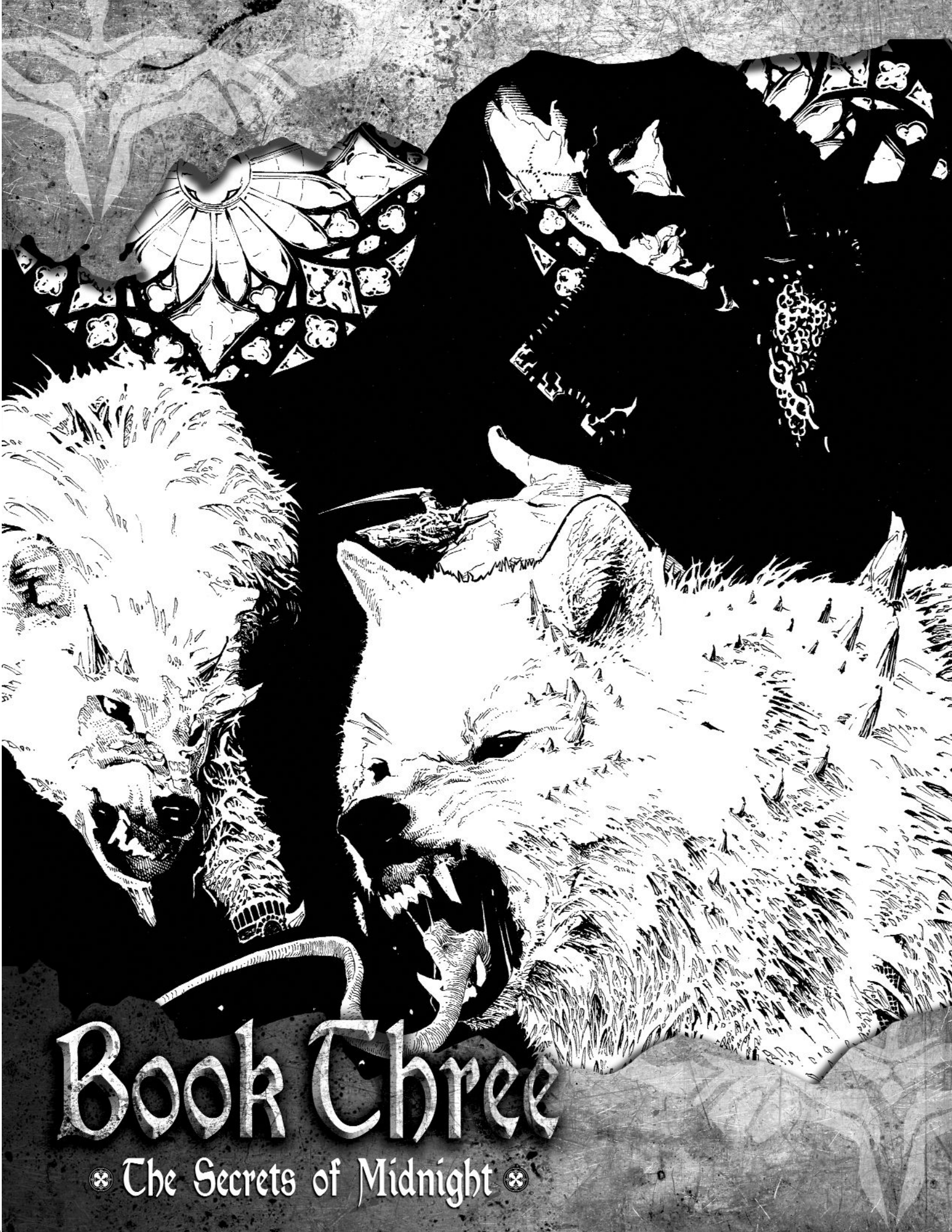
When the flow of trade from the mainland stopped, however, and refugees brought word of what was happening over the mountains, the sussar of Landfall prepared his sworn men to protect the city. No attack came, though, and life in Landfall slowly returned to a semblance of normalcy. Though on the surface life seems to go on as it always has, there is an overlying layer of uncertainty that grates on the nerves of Landfall's inhabitants and creates a palpable tension. They cannot help but wonder when the wave of conquest will come ashore.

Today, under the darkness of the Shadow, Landfall remains the only sizable city almost completely ignored by Izrador's conquest of Erenland. Whether it is because of its isolation or lack of strategic value, the city has yet to be attacked or occupied by the forces of the dark god. This does mean it remains unaffected; without the regular trade goods it used to receive from Erenlander merchant vessels in exchange for supplies, the city has very meager resources. There is still a life-sustaining trickle of trade with the dwarves of the southernmost Kaladruns and the rogues that sail out of Stormhold, but not enough to make this desert oasis a worthwhile destination for foreign merchants from far lands. Even if it was, no one can remember the last time they saw a foreign trading vessel, and some wonder if Izrador has somehow managed to still the winds around Eredane to prevent aid or an avenue of escape from reaching the beleaguered continent's shores.

Landfall has perhaps 12,000 human residents and roughly 300 dwarven inhabitants. There are also about 1,500 residents of foreign human and non-human races from across the sea that, at least temporarily, make their homes in Landfall. The city sits at the mouth of a small river that barely makes the trek from the Kaladruns to the sea. Careful irrigation supports the agricultural needs of the city and a large fishing fleet provides the city's meat. Most of the larger buildings are low, dwarf-built structures that are cool in the desert heat and will likely stand for 10,000 years. The waterfront is large and busy with at least fishermen, and there is usually a ship or three in port at all times.

White Province

Nomads and fishermen from the White Desert once gathered at White Province to sell produce to merchants who in turn sold to the soldier's wives in Falter Pass. When Falter Pass fell the desert dwellers faded back into the wastes. Meanwhile the stranded merchants struggled to survive until the orcs finally claimed their homes. That conquest provided the Shadow with an unexpected dividend: trained merchants willing to do anything to survive. They became, and continue to supply, many of the clerks who record and organize the movement and distribution of the orcish armies' supplies.


Book Three
The Secrets of Midnight

CHAPTER 10

Age of Shadow

This chapter details the lands that Izrador's chosen have held for millennia, the Northern Marches, as well as the system by which they rule occupied Erenland and the tactics with which they are attempting to conquer the last free peoples of Eredane. Background and setting text is designated as closed content.

The Northern Marches

The frozen wastes of the Northern Marches are a blasted land formed when Izrador was first banished to the mortal realm. The Marches are a barren place so befouled by the essence of the Shadow that the air is a poisonous fume and the ground trembles, cracks, and boils as the very spirit of the world suffers his foul presence. Winter is eternal and the sun glows with a wan light, offering only perpetual twilight and false warmth.

Yet there is life there, for those who can find it. The heat of the earth erupts through vents and geysers, warming those who can stand the noxious fumes. Rough grasses and fungus thrive along the borders of icy waste and molten poison, and the ground beneath thrives with vermin, worms, and other small scavengers. Northern orts have adapted to life there, as have ebo-ta, and the fouled pools of the Marches are home to blind and bloated fish. Elk make their way north along the long, frigid rivers in their seasonal migrations, spending their summers here to escape both the swarms of biting insects and the predators that are more common farther south. And of course feeding upon them are those predators who can last for long periods without food or who thrive in cold or stark environs, including wolves, bears, hydras, krenshar, yrthak, and even stranger creatures.

The heart of the Northern Marches is a vast rife valley that splits the cold skin of the world. Its southernmost reaches form a fractured lowland once known by the defenders of the Fortress Wall as the Vale of Tears. The Vale is a trackless maze of broken rock, steaming, sulfurous geysers, icy wetlands, and bitter vegetation. The waters that flow south from the region's chill bogs and dank marshes spawn the Ishensa River, known by the orcs as the Blood of the Shadow.

Farther north, the valley walls rise to surround a geological wound almost two leagues deep and over 300 wide, its mountainous borders varying from shattered cascades of stone to shear, vertical cliffs. Ancient glaciers creep south burying the chasm's northern reaches, and frequent quakes crack the ice and shake the ground. Clouds of toxic steam and smoke drift across the landscape as if on the hunt. Fire and molten stone spew and seep from countless calderas and

cracks, and only the most foul creatures and cursed spirits abide the realm.

To the east of the Vale are the Icewall Mountains, which transition from sheer peaks and canyons near the Fortress Wall into a sweeping rash of frozen hills, isolated and mesa-like granite bluffs, deep worming caves, and dunes made of ice, ash, and sand, eventually collapsing into a series of rugged fjords along the Pale Ocean. This first home to the orcs has more life than the rest of the Northern Marches, bitterly cold though it is and covered though it is with a permafrost layer. Herds of browsing beasts dig through the snow and ice to rummage on the tundra grass beneath while evading a surprisingly mundane collection of predators. Why there are few monsters there is hard to say, but the orcs claim that the land, sea, and sky are monsters enough. The orcs have legends that say the ice there is hungry, and can swallow an orc whole; the sea is a tormented spirit that wishes to claim the orcs to keep itself warm; and the sky is a hateful beast whose jealousy at the orcs' homes beneath the earth brings it to throw storms of ice that can flay an orc alive and gusts of wind that can throw an orc off a bluff-top to his death.

To the west of the Vale is the trackless sprawl of the Highhorn Mountains, unmapped and unknown. The creatures and terrain there are said to be more savage than any other place in Aryth, and whole squads of orcs have been seen torn apart by single beasts no larger than horses. It is as if the most primal and deadly of the creatures whose feral natures were brought out by the Sundering have retreated here, to compete with one another in a deadly game of survival. It is said that the Icewalls were the birthplace of the orcs, the Vale of Tears was the crucible through which Izrador forced them to travel, unsheltered and unguided, and the Highhorns were the training grounds in which Izrador first shaped his chosen people.

The History

In many ways these barrens have witnessed the most significant events in Eredane's history. They were formed by the sundering of Izrador in the Time of Years and have suffered under the pall of the dark god for all of the ages since. They were both grave and womb for the Shadow, and suffered the passage of eons as Izrador coalesced from his shattered remains and infected the world with his dark marrow.

These wastes were midwife to the unnatural birth of the orcs and the warping of the giant-kin and goblin-kin. They marked the rise of these dark hordes and witnessed the battles that ended the First and Second Ages. They silently watched the building of the Fortress Wall and waited through the centuries it stood guard. They saw the sundering of the Wall as Izrador's host finally broke from its cold prison, drove southward into the warm heart of Eredane, and ushered in the Last Age. And now, the Marches continue to mark the slow advance of history as the Shadow tightens its grip on the world, forcing it ever closer to his black intent.

The People

Orcs

The thick-bodied *odrendor*—the chosen of Izrador or the orcs as men name them—arose in the high, frozen mountains of the north from corrupted fey stock. They crossed blades with the dwarves and the Dorn during the world's early days. Later they moved south, extending the Shadow's territory as he grew in strength. Now their hobnailed boots scar the southern shores, mute testimony to the world's doom.

In the Last Age, orcish males live and die far from their northern homes. Numerous and expendable soldiers dominate the southern lands, while the precious and powerful females spawn the tribes' next generation amidst the ruins of Dornish civilization. Orcish children play at war against halfling slaves, cut their teeth as they grow to adulthood, then take the place their pride and strength demand for them.

More information about the orcs and their savage but complex culture can be found in Chapter 11: Servants of Shadow.

The Goblin-kin

In breeding the orcs, Izrador created the perfect warrior race, and in some ways succeeded too well. The strength, savagery, and deliberate intent that made orcs such great warriors unfortunately made them poor farmers, builders, and craftsmen.

To meet their manorial needs, the orcs enslaved lesser races, forcing them to labor in the fields, mines, and workshops of their warrens. The highland imps, once a semi-feral race of magical mountain fey, were no match for the orcs and the first to come under their whips. During more than 10,000 years of captivity, the dark hand of Izrador worked them into more suitable and willing forms, creating the goblin races. The goblins have remained peons and slaves, while hobgoblins and bugbears alike have become valuable enough to more often be seen as mercenaries and allies. Izrador's vision of the world includes them as valued combatants and privileged servants, however, and so they almost universally follow the cause.

The goblins are scrawny and clever, with obsequious natures but vindictive tempers. They typically serve as farmers, craftsmen, and domestics in the Marches, and as couriers, spies, and army support in the occupied lands. A breed of goblin called the *myguk*, or sniffer in the Black Tongue, serve as the army's scouts and trackers. Goblins also serve the Order of Shadow as priests' servants in temples throughout Eredane, though they are considered too pathetic to actually take the vows of priesthood. Goblins are at the very bottom of the strict orchish social hierarchy and are treated with disdain.

Hobgoblins are viewed with much higher estimation by their masters. When compared to goblins, their larger size, sturdier frames, and more orderly natures lead some to suppose that their bloodline might have benefited from a mingling with dwarven blood, likely more recently in their ancestry than the orcs. They typically work as miners, herdsmen, and builders in the warrens and as sailors, guards, and war

machine crews in the south. They are also the Shadow's best archers and fill the ranks of almost half of the army's bow companies. Hobgoblins and orcs treat each other with mutual disdain tinged with respect; while the hobgoblins are jealous of the orcs' role as Izrador's favored soldiers, they are savvy enough to realize that their skills are better used in more orderly and regimented tasks.

Bugbears are the largest and most bloodthirsty of the goblin-kin—every bit as fearsome as orcs, though far less willing to die for the Shadow's cause. They serve the Shadow as hunters, guards, and slavers in the Marches and as slavers, bounty hunters, and free-ranging shock troops in the occupied lands. Bugbears are universally hated: by the orcs because their strength and violent natures are seen as a threat, by other goblin-kin because of the maltreatment they dish out, and by the enemies of Izrador for their bestial and merciless natures.

The Giant-kin

The giant-kin—giant-men, ogres, and trolls—are believed to have once been elder fey who dwelled so long under the Shadow that its darkness simply crept into their bones, corrupting their bodies and fouling their spirits. The giant races are gruesome creatures that owe little allegiance to Izrador, parleying with and fighting alongside his hordes only so long as it serves their savage natures.

Giant-men are massive parodies of the fey form three to times the size of orcs and as strong as dragons. Ogres are smaller and more agile but still rely on their great strength for survival. Trolls are the smallest and wildest of the giant-kin, just beneath ogres in height and weight, but what they lack in size and mass they they make up for with extraordinary strength, tenacity, and viciousness.

Possessed of tainted and raw cunning, giant-kin are dangerous beings whose actions are chaotic, unpredictable and violent. As a result, when they choose to fight in the Shadow's armies they are sometimes as dangerous to their own side as they are to the enemy. Giant-kin fight with crude weapons such as boulders and logs, but they can learn to use orc-made weapons like massive axes or heavy chains to devastating effect.

What intelligence and culture they might once have had must have been lost in the Sundering or in the years since, as giant-kin have little craft of their own. What crops or tools they use they typically steal in raids or earn through service as warriors, and if they wear anything at all, it is usually random coverings of untanned and half-rotted animal hide. Giant-men and ogres live in tiny family groups dominated by alpha males. They dwell in crude structures of scrounged stone blocks or within the ruins of ancient settlements and savagely defend the surrounding territories against all trespassers. Male giant children are driven away at the first signs of adulthood in typically violent confrontations with the patriarch. Most do not survive the ordeal.

Trolls are solitary creatures and live in dank caves or muddy dens dug in the banks of marshes and fens. They come together only to breed, males and females alike fighting for mates in brutal, bloody combat. Even outside the rutting season trolls remain contentious and hostile towards their own kind.

While giant-kin are incredibly dangerous combatants and were an integral part of the Shadow's war effort at the end of the Third Age, they are much less useful as occupiers. Ogres and trolls are too savage and unpredictable to serve well in occupied lands, and giants have difficulty tolerating warmer temperatures. Additionally, all three types of creatures require overwhelming amounts of food. Giant-kin are therefore most common in the cold mountains of the north; trolls are used in the assault on Erethor, while ogres and giants assist in the sieges on the Kaladruns. Giant-kin are few and far between south of the Ardune, however, limited to a handful of ogres in Southern Erenland.

The Wildings

While the few brave souls that have been beyond the remnants of the Fortress Wall tell tales of the wildings, there is little real evidence they even exist. The stories claim these utterly savage people are more wild animal than human and that they can change into fearsome beasts at will. They are said to have no tongue but grunts and howls, and that they hunt in packs, surviving off orcs they kill with nothing but their teeth.

In truth, the wildings were once of the Northman race from the village of Hommen, several hundred miles north of Bastion. In the widespread warring that closed the Second Age, the village was abandoned to the orcs by the garrisons defending the Fortress Wall. Desperate

to survive, and faced with certain annihilation by Izrador's armies, the villagers entered a pact with another dark power. An ancient spirit of the Marches, a demonic manifestation of all that is savage and wild in the beasts of the north, made a dire offer of salvation—and the villagers accepted.

Each villager was blessed with the strength, speed, and instincts of the northern wolf, but each was also cursed with its form. Able to range the Marches at will, hunting and surviving as a people, the villagers were cursed to wear the form of the wolf every night from twilight to dawn. Now, safe from the orcs but damned to a bestial half-life, the descendants of the original villagers have become the wilding race—a lycanthropic people forever roaming the Vale, forever hunting the orcs they believe are responsible for their fate.

The Motherless Ones

As Izrador bred the orcs from their original fey ancestors he created many lineages. Some became the ancestral stock of the modern tribes, others became extinct, a few were destroyed, but one lives on as a feral line known as the Motherless Ones. These wild orcs are of an old but uncontrollable lineage. They are savage brutes, even for their kind, and so uncivilized they live only in ephemeral, combative packs.

Their numbers are small, and they occupy the most northern regions of the Marches, often living in small nomadic camps and glacial ice caves. They survive by hunting and raiding more southerly orc settlements for weapons and tools they are unable to make themselves. The other tribes have long sought to eradicate the Motherless Ones but have thus far been unsuccessful.

Language

The races of the Northern Marches speak various tongues each according to its kind. The orcs speak their sibilant language and teach Black Tongue to those they recruit. The goblin-kin use Black Tongue almost exclusively, even among their own kind, seeming to have lost whatever ancestral language they once had.

The giant-kin can learn Black Tongue, and usually understand basic commands, but they seldom gain real facility with any other language. Among their own kind the giants, ogres, and trolls speak unique racial dialects that may be a devolved form of sylvan. These consist of words, growls, and tones vocalized in low, guttural timbres so far below the range of normal hearing that even the elves' keen ears cannot sense most of the sounds that pass between the monsters. This inability to communicate is another limiting factor, thankfully for the free peoples of Eredane, in the use of the giant-kin in the ongoing war effort.

So much of the wildings' animal selves taint their human forms that the greater part of their communication is through postures, barks, growls, howls, and even smells. What spoken language they still possess is degenerate, simplistic, and unrecognizable to any but their own kind. The same holds true for the Motherless Ones.

Governance

The kurasatch udareen, guided by the will of Izrador, are the undisputed rulers of the Northern Marches. By racial tradition and the power of their magics, their governance of the orc tribes is absolute. The goblin-kin, still obliged by ancestral kindred traditions, readily bow to the will of the mother-wives as well.

The giant-kin have little in the way of true heritage and even less in the way of social governance. They are compelled more by instinct and urge than by anything that could be called culture. Despite their limited intelligence they know that they can not openly resist the might of the orc nation. So, except for the occasional raid and wild rampage, the giant-kin reluctantly acquiesce to the will of the orc leaders when they must.

Religion

What can be said of a people who live in the very shadow of their god? The daily lives of Izrador's minions are steeped in the worship of and service to the dark god. Their every intent and action is defined by his black will and the tenets of the kurasatch udareen. In the Marches the way of Izrador is not so much a church as a way of life. Indeed, while the orcs are taught enough respect for the legates that they don't slaughter the weak and pitiful humans of the Order when they first encounter them, they by no means admire, trust, or like them. For the orcs, the true path of the dark god can only be found in his nightmarish sendings and in the words of the holy mother-wives. Orcish existence is defined by the religion's many rituals of homage, rites of obeisance and dark ceremonies—sacred traditions all orcs learn in their infancies and observe every day of their lives. To live otherwise is to risk not only the terrible retribution of the kurasatch udareen, but the holy wrath of a god.

Goblins are obsequious followers of Izrador and though they are rarely granted even the level of acolyte within the Order, they are culturally devout and sincere worshipers. Hobgoblins and bugbears alike respect the obvious power of Izrador, and there are those among them who might be willing to trade their souls for his divine spells, were they given the chance; however, these creatures are not allowed to take the holy vows of the Order, and so their adepts make due with the traditions of channeled magic, crippled though it is within the radius of the black mirrors.

The giant-kin are dull-witted but not nearly stupid enough to challenge the obvious might of Izrador. Though they have no cultural tradition of religious reverence they do respect power, and generally pay at least a self-preserving sort of homage to the Shadow.

Trade and Craft

In the occupied lands the Shadow's minions steal or demand as tribute the resources and goods they need. In the Marches, however, there are no other races to raid or tax, and so Izrador's minions must fend for themselves. Goblins,

young orc females, children, and crippled ex-warriors are the farmers, herdsmen, and craftspeople of the region.

Since the fall of Erenland, goblin-kin slavers have been marching captives deep into the Marches to labor in the fields, farms, mines, and quarries of the orc warrens. The slaves are worked to death by bugbear overseers, and even the hardiest Dorn rarely survives the brutal ordeal for more than a year or two. There are now tens of thousands of slaves in the Marches and they are responsible for producing fully one third of the food and hard goods on which the orc nation depends.

Ways and Traditions

War Machine

Waging war not only takes weapons, armor, food, wagons, boros, and the like, it also takes soldiers—hundreds of thousands of them. Orcs mature in only a score of years, and so an almost continuous file of new recruits marches south from the frozen north. The Marches are a breeding ground with the sole purpose of supplying Izrador with overwhelming troop numbers. By sacrificing wave after wave of soldiers, Izrador's generals can overcome any fortress, battle magic, or strategy. The dark god does not care if there are any orcs left to inherit Eredane when his war is done. It's not even clear if Aryth could survive Izrador's re-ascension; if it is true that he requires all of Aryth's magic in order to achieve his freedom, the entire world might be rent asunder by its theft. Izrador cares only about victory and so he accepts, even demands, unconscionable casualties. Only now are some orcs beginning to recognize his strategy for what it is.

Against the Shadow

Followers of the White Mother

There are a wise few among the orcs who realize that their entire race is only an expendable weapon in Izrador's war. They know that as soon as he has beaten the fey and won Eredane that he will no longer have need of the orcs, and that in the end he will surely sacrifice them to his unholy intent as well.

Those who believe this have become known as the Followers of the White Mother. This secretive brotherhood does not gather, preach, or organize, for that would be suicide. Instead it carefully passes on its dread message one recruit at a time, hoping to spread a new consciousness, and a growing resistance, among the tribes.

Jaadrung of the Feral Mother Tribe is a rare orc—a battle-scarred, old soldier who did not die fighting but is now simply too old to wage war. Instead he serves the Shadow by drilling young recruits in the training camp at the Wounded Mother warren of

Kurobund in the south central Vale. He is also one of the oldest followers of the White Mother and as such uses his position to plant the seeds of dissent in the minds of the young soldiers he trains. He knows he plays a deadly game but believes he finally serves a purpose greater than his own life. Besides, he figures he has already lived well beyond his time.

He Who Howls in the Hills

He Who Howls in the Hills is a giant of uncommon thoughtfulness and insight. At various times he has served in Izrador's army, but has since retreated to a territory in the wilds of the Highhorn Mountains to think. In his plodding but effective way he has come to realize that the giants and their cousins are powerful creatures that have not received their due. He understands that his kind are exploited by the orcs, and that if he and his kin were to band together they would become a force with which the orcs would have to reckon. He now spends much of his time wondering just how he might unite his contentious kin.

Sites and Features

City of Ice

In the Time of Years the elthedar built wondrous cities across Eredane and the world beyond. None survived the Sundering unscathed and most were utterly destroyed in the maelstrom that followed. In some places ruins still stand, testaments to a civilization lost.

Beyond the northwest reaches of the great valley that splits the Marches lie the remains of one such city. Wracked by the Sundering and the passage of countless eons, the vast ruin now lies entombed beneath ancient glaciers. The thick ice protects the remains from the ravages of feral orcs and giants, but there are secret ways into the ruin's icy halls and the dark places beneath. Though legend claims powerful magical treasures lie waiting in this lost city, it is likely that things much fouler than orcs and giants guard them.

Gasterfang

Gasterfang, known also as the Black Warren, is the largest orc settlement in the Marches. It is one of the oldest orc warrens and occupies the ruins of what was once a great fortress city of the elthedar. Though even the kurasatch udareen have forgotten the tale, the ancient city was built in the Time of Years by the fey ancestors of the dwarves, the banished clans Izrador corrupted to spawn the orc kin.

Gasterfang squats atop a series of natural terraces on the southeastern verge of the Vale of Tears. It commands a dominating view of the lowland, watching over distant leagues of shattered stone and ash-laden sky. Once a formidable place constructed of crudely worked basalt, the thick walls, sturdy buildings, and stout watchtowers have mostly fallen to ruin, wracked by countless quakes and ages of neglect.

Most of the surface structures are half-collapsed and unsound. Those that remain are unoccupied or used only to shelter slaves and livestock. Most of the population instead lives in the massive underground warren beneath the ruins, consisting of the numerous basements, subterranean halls, and catacombs excavated by the original builders, and the many tunnels, pits, crawl-ways, and other cramped spaces dug by countless generations of Blood Mother orcs.

Gasterfang is home to over 25,000 members of the Blood Mother Tribe, and another 100,000 orcs of various lineages live within two days march of the city. The kurasatch udareen are numerous and powerful there, and many Wounded Mother acolytes live and train in the Black Warren as well.

Most significantly, Gasterfang is home to the oldest (and arguably most powerful) black mirror in Eredane. Known as the Eye of Izrador, this grand mirror was first consecrated at the end of the First Age and therefore holds a unique place in the rites of the Order of Shadow. The Eye has been drawing magical energy from the region for so long that its both radius and its effects at each radius are double that of a normal grand mirror.

Elemental Torment

The poison essence of Izrador is so powerful and has infested the Northern Marches for so long that the spirit of the land itself has been corrupted. The rock, the water, the soil, and the very air have been so tormented that they now rise up in anguished paroxysms of elemental force. These manifestations are random releases of corrupt, unconscious energy and can be strange, harmless, and ethereal, such as the sudden solidification of mist into delicate columns of glass. They can also be cataclysmic, chaotic, and violent, such as when the earth itself comes to life and slays anything that moves or the air freezes in a creature's lungs, killing him instantly.

Occupied Lands

Over the past 100 years, the forces of the Shadow have conquered most of the continent of Eredane. They now control all the Kingdom of Erenland, and despite scattered resistance, their rule of the human lands is secure.

Between the soldiers and noncombatants there are almost as many orcs living in the Northlands today as there are humans. There are more than 300,000 orc and goblin-kin soldiers in the region. Most serve as garrison troops stationed in the various cities, and there is a standing army of 10,000 at Theros Obsidia alone. Some are bivouacked in training camps or as guards along key supply routes. Orc cavalry and goblin wolf-riders patrol the vast stretches of open land between settlements for resistance fighters and escaped slaves and routinely collect tribute from unprotected settlements. Many also serve, though reluctantly, in the Shadow's navy on the Pelluria.

The central plains, as sparsely populated as they are, have their share of occupying soldiers. The city of Erenhead

is a strategic military post for the Shadow and at times hosts up to 20,000 soldiers. The Eren is a vital highway for orc troops and supplies year round and as many as 3,000 soldiers are in transit somewhere along its length at any given time. Another 5,000 soldiers occupy barge checkpoints and outposts along the river's banks. Foot patrols make continual forays between the shoreline outposts, and small navy vessels continuously patrol both the river and the Ardune.

Southern Erenland is occupied by more than 200,000 soldiers and perhaps half again as many goblin-kin support personnel. Many serve in the garrisons of the larger cities, such as Alvedara and Sharuun, and there are at least 10,000 soldiers and other servants of Izrador at the orc military town of Zorgetch. Many thousands are also stationed at smaller settlements or patrol the borders of Erethor and the foothills of the Kaladruns against fey spies and smugglers.

The Shadow's Districts

Erenland is now divided into almost two dozen regional occupation districts, some of which are administered by human collaborators supported by orc warchiefs and advised by legates of the Order of Shadow. These power triumvirates are often volatile and contentious, but their machinations are kept in check for fear of retribution should their intrigues disrupt the Night Kings' plans.

The traitor princes and false sussars that rule the districts typically do so from courts in the larger cities and appoint human or sometimes orc governors to administer lesser regions and settlements. Within his district, a prince is free to rule as he sees fit as long as the tribute of food and other war supplies meets expected quotas. Jahzir has no concern for the atrocities committed in his name by his princes and their orc enforcers—they are simply the means to a greater end.

Northern Erenland

Bastion

Bastion is the capital city of the largest district in the formerly Dornish north. It includes dozens of small towns and villages within its jurisdiction and tens of thousands of acres of livestock pastures and farms vital to Izrador's supply lines. The district stretches from the Be'neeya River in the west, south almost 500 miles and then east of the city another 200 miles. The Sarcosan prince Sameal, or Sameal the Eel as he is called by his enslaved subjects, governs the district and is typical of the collaborators that rule under King Jahzir. Sameal is impulsive and employs the brute force of his orc soldiers too often and with too little restraint. He makes the mistake of thinking his orc warchief is stupid and that he has his legate advisors cowed. In truth, the warchief simply commands his forces as he sees fit and the legates have little trouble manipulating Sameal into making decisions and decrees that serve their own purposes.

Chandering

Brooding in his fortress at Chandering, the traitor prince Gregon Chander eyes the bustling ports of Davindale with barely restrained fury. The traitor prince believes he should have been granted the city and its rich lands in return for his betrayal of the High King. Instead, the prince only controls his ancestral lands, poor in resources and walled in by the Kaladrun Mountains and the Pelluria. The district's importance is tied to the continued war against the dwarves and control of the passes to the west of haunted Idenor. To enforce his writ, the prince has command of a single orc legion and almost 4,000 human mercenary and house troops. He fights against scattered resistance groups including rebels from his own house and isolated dwarven clanholds.

Fallport

The former capital of House Norfall is now an orc city and a critical supply point for the Shadow's army fighting along the Gamaril River. The district extends from beyond demon-haunted Cale in the north, south to the Pellurian Sea and as far east as the Be'neeya River. The city is under the control of Dumuk, a warlord of the Gray Mother Tribe. The warlord must contend with two of the most active and powerful resistance groups, Roland's Raiders and the Pirate Princes of House Norfall. To the west, his warbands protect supply trains moving down the gauntlet to the River's Fangs on the Gamaril River.

Highwall

Though Alvedara is supposedly the capital of Izrador's Erenland, Highwall is its heart. The entire district exists to serve Theros Obsidia, the dark tower in the ruins of the city that houses the Order of Shadow and is the focus of Izrador's power in Eredane. Legates are trained there and sent forth to support the Shadow's armies and occupation forces, and in its summoning chambers demons are bound to the dark god's service. The Night King Zardrix roosts atop the tower and Sunulael and Ardherin are frequently summoned to Highwall to do the dark god's bidding. The greater legate Teros Vilosa administers the district, which extends from the Be'neeya River in the west to the White Cliffs in the east and just over 100 miles to the north; while the district's geographical reach is small, its proclamations impact every district of conquered Eredane. Under Vilosa's command are close to 1,000 legates, 14,000 elite orc soldiers, and the thoroughly corrupted elven warriors of the Blackwood Company. A nearly steady stream of captives is brought to the tower to act as sacrifices to the dark god or to seal demonic pacts. The local population lives with the constant fear that one day they too may be forced to feed the insatiable hunger of that dark edifice.

Lower Ishensa

The city of Davindale, the seat of House Davin, was destroyed in the Night of Fiends at the end of the Third Age. The city has never fully recovered from the destruction and

exists now as little more than a port district and a crumbling sprawl of troop barracks; the rest of the city lies in ruins. Davindale's docks are critical to the shipment of troops and supplies that flow down the Ishensa River for the armies in the south, and there are a constant flow of riverboats and seagoing ships stationed there or coming and going. The district stretches from the fortress of Three Fords in the north down to the sea and 200 miles to either side of the Ishensa. Greater legate Judela Marcosa administers the district and commands a mixed human and orc garrison that is focused on controlling the river and the roads to Bastion, Chandering, and Port Esben.

Port Esben

Sheltered in a deep cove along the northern Pelluria is the city of Port Esben, home of House Esben and Vildar, the traitor prince who claims leadership of that House. Vildar was one of the first Dornish lords to turn to the Shadow. Hiding his true allegiance, he used his influence to spread division amongst the Dornish and Erenlander lords along the Pelluria. As the Shadow's armies gathered in the north, House Esben troops were withdrawn to the city, greatly weakening the already dangerously undermanned Fortress Wall. Within days of the Shadow's offensive, Vildar purged the nobility and city garrison of all who were not loyal to him and the Shadow. When Izrador's armies moved south, Prince Vildar greeted the Night King Jahzir on the plains outside the city and offered him use of the port and the Esben navy to transport the orc host across the sea.

For the past 100 years, Esben has been a major supply port for the armies in the south and home to the most capable ships, manned mostly by humans and hobgoblins, in the Shadow's navy. Prince Vildar's realm includes the northern spur of the Sea of Pelluria and a semi-circle with a radius of 200 miles of the land around his city.

Riismark

Riismark, once the capital of House Dale and known as the shield of the north, is now a rapidly growing orc city. The great fortresses that held back the Shadow for over a thousand years are either broken ruins or orc bastions. The clansmen of House Dale have been hunted almost to extinction, with those not killed being sent to the mines at Steel Hill. Orc tribes moving south from the Vale of Tears have heavily colonized the area and there are now over 80,000 orcs in the district, most inhabiting old Dornish towns and villages. The district covers much of the frozen wastes, from the entrance to the Vale of Tears in the north, to the west for almost 500 miles, then running 200 miles south and a scant hundred miles to the east of the rebuilt city of Riismark. Nagruk, warlord of the Iron Claw Tribe, rules the district and oversees the migration of orc non-combatants out of the Vale of Tears.

Shadow Districts

Northern Erenland	
Bastion	Prince Samael
Chandering	Prince Gregon Chander
Fallport	Dumuk
Highwall	Greater Legate Teros Vilosa
Lower Inshensa	Greater Legate Judela Marcosa
Port Esben	Prince Vildar Esben
Riismark	Nagruk
Steel Hill	Prince Aushav Fallon
Upper Inshensa	Helag
Central Erenland	
Al Kadil	Hadah al-Mansur
Baden's Bluff	Count Halrion Baden
Eastern Hills	Azogduk
Erenhead	Murkul
Lowrock	Gaalak
Westlands	Grial the Fey Killer
Southern Erenland	
Alvedara	Prince Ahvazi Abbas
Cambrial	Greater Legate Shantelus Ereach
Sharuun	Prince Farah Shanduz
Southeast Coast	Prince Castor Mardiff
Southwest Coast	Aran Jasayi
Zorgetch	Vorbane and Vrin

Steel Hill

Steel Hill, the armory of the Shadow, is the smallest of the administrative districts, controlling only the road to Nalford and less than a hundred miles in any other direction from the city. Jahzir is more concerned with the safety of the mines and the armories than the Dornish wilderness, and so instructs the ruler of Steel Hill, Prince Aushav Fallon, to worry only about keeping the mines open and the main roads to Bastion and Fallport protected. Even that may be beyond his capabilities as he is becoming murderously insane and increasingly demonic, ignoring the day-to-day affairs of his city. His lack of involvement has left his loyal bloodguard dangerously exposed to the growing power of the orc witch Morgatha and the Legion of the Splintered Skull.

Upper Ishensa

The Upper Ishensa is the oldest of the Shadow administrative districts, established in the first arcs of the Last Age. Helag of the Mother of Blood tribe controls the Ishensa River Valley from 100 miles north of ice-encrusted Gasterfang to the midway point between that city and Davindale, marked

by the fortress of Three Fords. His writ extends into the Icewall Mountains and west a hundred miles onto the barren plains. The Ishensa is a crucial transit route from the orc breeding grounds in the frozen north to the wars in the south. Helag is responsible for ensuring that troops and supplies move swiftly through his district. To ensure his control of the river, he has dotted its banks with watchposts and rebuilt the old Dornish forts. With his command of four orc legions and numerous warbands, he has crushed what little resistance remained in the district.

Central Erenland

Al-Kadil

Hidden in the swordgrass of the western Eren Plains is the dusty village of Al-Kadil. In the Third Age, the village was but one of a number of small trading posts scattered about the plains. When war came to the south, most of the trading posts were either destroyed by the advancing orc armies or abandoned. Al-Kadil survived due to its isolation and relative unimportance.

As the Shadow's grip on southern Erenland tightened, many Sarcosans fled into the plains and Al-Kadil rapidly expanded. In 56 LA, Jahzir's armies tried to sweep the plains of freeriders; wells were poisoned, boro herds were decimated, and all sizable towns, including Al-Kadil, were occupied. While the actions increased the freeriders' misery, it also sharpened their hatred of the Shadow and their will to fight; the battle continues to the current day, and the freeriders have neither tired nor weakened.

Al-Kadil is now the staging ground and central supply point for the Shadow's guerilla war against the freeriders. Both the town and the war are administered by Hadah al-Mansur, once a freerider but now reviled throughout the plains as a false sussar. He is responsible for a vast area, from the Wogren Moor in the east, south almost 250 miles, and west to the edges of the Druid's Swamp. Hadah believes that the freeriders are trapped in the past, blinded by honor and vanity, fighting against the Shadow regardless of the cost to their people. He cares nothing for personal honor and sees his fight as a means of saving the Sarcosans.

Baden's Bluff

The Baden's Bluff district stretches south and east from the Green March in an almost 200-mile arc around the city. Officially, Count Halrion, the bastard Baden, rules Baden's Bluff, the largest human city on the southern coast of the Pelluria. While Halrion's name is attached to every decree and the local garrison responds to his orders, real power in the city rests in the hands of two people, the greater legate Cerano and the true heir of House Baden, Prince Tomas Baden. Cerano allows Count Halrion to run the city's day-to-day affairs but every major decision is made in the dark temple. House Baden influences decisions through theft, sabotage, and when it must, assassination. The bodies of sadistic guards and overly grasping tax collectors are found floating face down in the canals.

Eastern Hills

East of the Ardune is an area of rolling hills known for its herds of wild horses and boro. In ages past, Sarcosan nomads captured the horses for sale and hunted the wild boro with bow and lance. With the abundance of good farmland along the Eren River and the Ardune, there were few permanent settlements in the hills. What few there were clustered around natural springs or rich copper mines. The largest settlement was the mining town of Reysur, which was destroyed when the Shadow's armies moved south toward Alvedara. Ten years ago, the Night King Jahzir sent a warband to reoccupy Reysur. Their orders were to hunt down any freeriders that had wandered this far north and exterminate the remaining halfling tribes, all as a means of protecting caravans heading south from Erenhead to the capital of Alvedara. The warlord Azogduk now leads the warband of almost 2,000 orcs and is responsible for patrolling the Eastern Hills to the fringe of the Barren Forest. The orcs have fortified and occupied the old mines, while Reysur itself has been left in ruins.

Erenhead

The city of Erenhead was Erenland's traditional gateway to the south. Dornish ships once offloaded their cargo there, selling it to gnome traders for sale in Alvedara or the elven trading town of Eisin. Its access to the Eren River and the ease of shipping supplies there made the city the first target of the orc armies as they moved into southern Erenland. With the destruction of the High King's army at the Last Battle, the orcs swarmed over the walls, killing and maiming anything that moved. The city is now the Shadow's major supply point in the south, serving both the Fey Killer's armies and the army that lays siege to the dwarves.

Murkul, an orc with over 100 ritual kill scars, administers a district that stretches 250 miles to either side of the Eren River as far south as Swift Water. He is a veteran of the Fey Killer's army and is loyal to both Grial and the Night King Jahzir. Murkul runs an efficient but brutal network of slave-worked farms and manages vast boro herds to ensure that Jahzir's armies are well fed.

Low Rock

The city of Low Rock was once the home of House Orin. The city thrived on trade with the dwarves and Orin troops were amongst the best equipped in Erenland. Many of House Orin fell in the Last Battle, buying time for their people to flee into the Kaladruns. After the battle, the city was quickly occupied and used as a base for raids into the mountain chain. With the demands of the war in Erethor and the northern Kaladruns, the garrison at Low Rock remained small, and the sparsely populated district was considered an insignificant post. That view has changed over the past year as a new army forms near Erenhead for a strike against the dwarves. Jahzir has sent the warlord Gaalak, a veteran of the siege of Calador, to take command of the district and prepare for the upcoming offensive. He may draw his supplies from as far south as Kardoling and is given leave to claim as much

land to the east as he can hold. Gaalak's warbands have begun mapping the caverns under the mountains and battling the Kurgun Clan for control of key passes. The warlord is a battle tested leader and seeks glory for himself and advancement for his tribe, the Black Spears. He cares little for the human population and does nothing to prevent the excesses of his troops.

Westlands

The Westlands district is governed from the ruined elven town of Eisin by the orc warchief Grial the Fey Killer. It is one of the handful of districts administered by orcs and encompasses the coast of the Ardune in the east and hundreds of miles of the Erethor border in the west. Grial is a methodical and tenacious leader and one of the only orc generals Jahzir respects. As a consequence, the Night King gives the cunning old orc a freer hand than that customarily available to warchiefs and makes sure that the wheedling legates do not interfere excessively with his efforts.

There were never many human settlements in the region and now there are even fewer as constant orc raids for food and slaves have driven them from the area. The Westlands district is the heart of the southern war front with the elves, and Eisin serves as a critical supply depot and transfer point. The Felthera is a strategic feature of the district and flows with gnome barge traffic to and from the front lines.

Southern Erenland

Cambrial

Cambrial was once a vibrant city, a meeting ground of Sarcosan nomads, exotic Danisil, and merchants from across southern Erenland. As the final arc of the Third Age was coming to a close, the Sahi priests of the city revealed their allegiance to the dark god. A brief but bloody war was waged in the streets as the legates, their allies, and the recently risen dead fought against an undermanned garrison and the loyal Erenlanders in the city. The city's gates were sealed for seven days; when they reopened, the dead outnumbered the living and the entire ruling family had been sacrificed to the dark god. Cambrial is now the stronghold of the Night King Sunulael. The greater legate Shantelus Ereach, one of his most faithful servants, administers all land within 100 miles of the city for the Night King.

Zorgetch District

The Zorgetch district surrounds the growing orc town on the southern Eren and includes all the lands within 100 miles of the river between the Alvedara and Sharuun districts. A pair of orc brothers known as Vorbane and Vrin govern the district. Vorbane is the young but feared warchief in charge of the training camp at Zorgetch. Vrin is a rare orc legate of some status and is both advisor to Vorbane and leader of the Temple of Shadow recently established in the camp. Though Vorbane and Vrin quarrel incessantly, each has grown to depend on the other's council in carrying out his duties.

Alvedara

Prince Ahvazi Abbas, a distant relative of the Night King Jahzir, administers the capital of Erenland and all land within 150 miles for his master. The prince rules over a city of stark contrasts; the court, palace, merchant districts, and main processional are as beautiful as in the days of the high kings. Outside these districts the city is a decaying slum, with once-grand buildings either crumbling into ruins or jammed with refugees from the northern Eren Plains. Hobgoblin and mercenary guards roam the streets keeping order and ensuring that none of the rabble disrupts the beautiful façade Ahvazi has created. The court still holds lavish ceremonies, tournaments, and even a solstice ball. Ambassadors from across Erenland attend the court seeking the favor of the Night King. Prince Ahvazi has amassed great influence and wealth from arranging access to the king, but is careful not to overuse his power. Jahzir has many relatives and Ahvazi survives only as long as he amuses the Night King.

Sharuun

Sharuun, the jewel of the south, is the largest human city in Erenland, with a population of over 80,000 people. A member of the Shanduz family has ruled the city for over 600 years. The Shanduz's wealth rivaled that of the high king and their city competed with Alvedara in commerce, art, and ultimately war. When the dark god's whispers spread to the south, he found many willing listeners in the Shanduz family. As the war clouds gathered, the Shanduz answered the high king's plea for troops, sending those they knew were not loyal to their family and the dark god to certain death at the Last Battle. When the orc armies appeared on the horizon they were greeted with open gates, beyond which were all the food and slaves they could wish. The dark god was pleased, and Prince Farah Shanduz was granted Izrador's tainted gift of immortality and control of Sharuun. The prince's district is bordered by the Eren River to the west and north and extends 200 hundred miles east and south along the Kasmael coast.

Southwest Coast

Paol is a small fishing town in an almost forgotten corner of the Sarcosan south. The village survived on fishing and smuggling during the Third Age and was a resistance base until 84 LA when it was overrun by an orc legion. The district, which extends from the Eren Fen west to the Aruun Jungle, is sparsely populated, with Paol being the largest settlement at just over 1,000 residents. Arana Jasayi, a former pirate, is responsible for ensuring the resistance movement does not resurface there. She has a small fleet of coast running ships that she uses to raid as far west as the Eywulf Archipelago. The garrison rarely patrols the windswept plains and moorland and visits the remaining villages only twice a year to collect tribute.

Southeast Coast

Hallisport is the capital of the large district that spans the coastal plains from the Kaladrun foothills in the east to the borders of the Sharuun district 500 miles to the west. The district is ruled over by a canny Sarcosan sussar named Castor Mardif. He has managed to ingratiate himself with his legate handlers and has proven an able enough military leader. Over the past 10 years, he has built a sizeable naval force to patrol the Kasmael Sea and the Strait of Asmadar, and has been able to subdue or make treaties with the various pirate bands of Stormhold, as well as launch small raids into Asmadar. The Prince seeks to advance his importance in the Shadow's hierarchy by taking Asmadar for the dark god, and hopes to one day receive the dark form of pseudo-immortality known as the Shadow's Touch.

The Coming Offensive

In the arc of Shareel of 99 LA, Izrador summoned his chosen viceroys, the Night Kings, to the highest sanctum of Theros Obsidia, an area denied even to the most faithful and powerful of the legates. As the Night Kings ascended the tower, the legates fell to their knees and prayed for the dark god's mercy. During the darkest hour of the night, Izrador's presence filled the tower. All who dwelled there could feel the dark god's rage wash over the Night Kings and could hear mighty Zardrix's screams of pain. The Night Kings had failed their god. In 100 years, they had not yet broken the fey nor completely subjugated the men of Eredane. The dark god's patience was at an end.

Since that night, preparations for the offensives against the fey have taken on a fevered pitch, with streams of orcs flowing down the Ishensa River from the Vale of Tears and, once past the Sea of Pelluria, moving west to join the armies of Grial the Fey Killer or gathering in the shadow of the Kaladrun Mountains near Erenhead. Orc and human garrisons across Erenland are being stripped to strengthen the armies, and quotas for food and war supplies have been doubled, increasing the misery and deprivation of the enslaved human population. In the Redstone Hills, the forges of Steel Hill ring night and day to provide weapons and armor for tens of thousands of fresh troops. The mightiest host since the fall of the Fortress Wall is gathering.

Against the Dwarves

The war against the dwarves is entering what may be the final campaign. The orc army gathering at Erenhead now numbers over 130,000 troops and is rumored to await the leadership of Jahzir himself, with more orcs and goblin-kin arriving from the north every arc. For the past year, large orc and goblin scouting parties have entered the central Kaladruns seeking to locate individual clanholds and map the passages beneath the mountains. Giant-kin have fought the Kurgun Clan for control of the lower passes with the support of Arynix, a horribly scarred dragon whose evil was thought to have been destroyed during the Battle of the Wall at the end of the Second Age. A trio of dragons of good named Xircxi, Estherix, and Agammon do what they can to hold off Arynix and his allies, but fear to reveal themselves lest they bring the full force of Izrador's fury down upon themselves.

Under the Icewalls, the caverns echo with the sound of thousands of boots as the orcs march south toward Calador and the remaining dwarven clanholds in the northern Kaladruns. Along the route, orc tribes still siege a handful of isolated clanholds that fight a desperate battle against overwhelming numbers and the ever-present specter of starvation. Their destruction is only a matter of time, but their resistance bleeds troops from the Shadow's offensive against Calador, providing some small respite for the once-great dwarven city.

Command of the Shadow's northern Kaladrun front is divided between three orc warlords, representing three of the strongest tribes in the Icewalls. Torgut (Oruk Barbarian 11), warlord of the Feral Mother Tribe, has directed the siege of Calador for the past decade. Under his command are close to 70,000 orcs, giants, and goblin scouts and sappers. Torgut has slowly squeezed off Calador's access to the surface and to desperately needed food. His goblins work their way through the dwarves' collapsed tunnels, attempt to bypass and undermine their aboveground defenses, and search for a means to foul Calador's water supplies. Casualties amongst the goblins are prodigious, as they are the most likely to stumble upon dwarven defense parties and are eagerly targeted by the dwarven defenders whose rage and frustration at being bottled up are unleashed on these conniving creatures.

The Feral Mother warlord is well aware of the army gathering near Erenhead and the Night King Jahzir's plans for it to smash Calador against the anvil of his army. Torgut will not allow the Feral Mother Tribe to be denied the glory of destroying the greatest dwarven city. He has redoubled his efforts, calling on the tribe's allies to send every available warrior to join him in an assault on the dwarven defenses. He has pulled back his raiders from the caverns south of the city to strengthen the siege and to allow the southern dwarven clanholds time to rebuild their defenses, which will slow the army coming from Erenhead.

Two smaller armies, each numbering between 25,000 and 30,000 orcs, contain the remaining clanholds north of Calador. Along the western face of the Kaladruns, Magak (Orc Barbarian 3/Fighter 7), warlord of the Razor Spine tribe, commands the sieges of six holdfasts while his miners dig ever-deeper, seeking dwarven colonies rumored to exist near the roots of the mountains. Like many of his tribe, Magak is clever and methodical, worrying at his prey as he surrounds it and closes off every possible avenue of escape before beginning his assault. His warriors are strong, even by orc standards, and use immense two-handed warhammers rather than the traditional orcish vardatches to crush dwarven shields and armor. Magak is the foremost master of sieges in the Shadow's army and would be the commander of the assault on Calador if his tribe's alliances were stronger. He despises Torgut and will move against him if the assault on Calador fails.

To the east, Ghorug (Orc Fighter 9) of the Dead Mother tribe, leads 25,000 orcs against the dwarves and isolated Dornish clans in the mountains along the White Desert. The fighting has not gone well for the Dead Mother tribe for many reasons, including the harsh terrain, the difficulty of supplying the troops, and extremely hostile weather. These dwarven clanholds are better able to withstand sieges than their moun-

The Raid

Our raiding party left Calador three days ago in search of the orc supply trains. Food was getting short in the city since the orcs took the last tunnel to the surface. Even the filth the orcs ate would be welcome at our hearths. Our orders were simple: find an orc supply route, take what food we could, destroy the rest. Finding a supply route was easy; the rumbling of the wagons echoed through the caverns, and the reek of rotting meat and moldering bread filled the air. We took position on a ledge overlooking one of the supply routes, a tunnel that had once been the road to the Norgen clanhold, lost to the Shadow two winters ago. Our clan had sealed that route once we realized that our brethren were lost, and it had taken the orcs several arcs to reopen it. We watched three supply trains move past, each too well protected to attack. Our patience was finally rewarded when a smaller train, just six wagons, came through the tunnel. The attack was quick. The few orc guards were cut down in the first crossbow volley, and the goblins were shackled to the wagons and couldn't flee. We took what we could carry and then doused the wagons and the tunnel's wooden shoring in oil and set it alight. As we moved away, the tunnel's roof began to collapse. It would take them weeks to repair the damage; now it was those tusked bastards' turns to know what it was like to go hungry.

— Report by a dwarven raider north of Calador

tain kin due to their allegiances with the nomadic Erenlander and Sarcosan refugees that move up and down the White Desert and provide them with desperately needed food. Ghorug is also burdened with unblooded warriors from the breeding lands in the north; the best and most battle-hardened troops have been sent to Calador or to the west to fight for the Fey Killer. Ghorug blames his troops' inadequacies for his failures, but that excuse has done nothing to prevent his hold on his army from weakening. He has fought three challenges for leadership since the campaign's inception and will likely lose the army, and his life, before the end of the year.

Near Erenhead, Jahzir continues to build an army with smaller tribes and legions stripped from garrisons in the Dornish north. Three tribes vie for leadership of the army: the Bloody Sword, Scaled Mother, and Dark Mother. While the army gathers, Jahzir has allowed the warlords of the tribes to fight for his favor. The warlords know that the Night King will choose the army's leader by the end of the arc. Whoever gains that command will have to consolidate control of the army quickly, as Jahzir has no time for a protracted campaign; he will drive the army toward Calador regardless of the cost. To secure the army's southern flank and cut off any hope of dwarven reinforcements from the southern spur of the Kaladruns, a small force will be left at Kardoling. Another detachment will root out the remaining dwarven resistance around the ruins of Idenor, opening the passes from Chandering to Low Rock to better allow supplies to flow in from the north.

The dwarves near Low Rock are aware of the imminent offensive and have taken what steps they can to prepare for the impending blow. Emissaries have gone out to dwarven holdfasts, the Kurgun Clan, and the various human refugee villages, in the hopes that these disparate groups will join their forces to those of Low Rock in order to survive the Shadow's offensive. Clanholds that traditionally had close ties to the Dornish House of Orin and the Kurgun Clan are the most open to uniting under a single leader. Others, still clinging to the old ways and blinded by the pride they have in their own defenses and fear of leaving their homes, have refused to learn from the mistakes of their northern kin and prepare to fight and die alone.

In Calador, Horgan, the dor of Thedron Clan, has had to watch his great city crumble and his clan wither away beneath unending warfare. He has learned to play to the orcs' weaknesses: attacking their goblin sappers when they are exposed and undefended, sabotaging tunnels, assassinating leaders, destroying or capturing food, and most importantly only facing off against the orcs in tight quarters, refusing to offer them the opportunity to take advantage of their superior numbers. In his heart he knows the city is doomed and that the only hope for his people is to find a means to escape the siege. For the past year, he's had miners digging deep below the city trying to find the source of their water supply. Horgan believes that the water may lead to underground rivers deep under the mountain by which his people could escape from the Shadow's armies. Even if a way out is found, convincing his people to leave their homes and flee from the Shadow will be next to impossible.

The only dwarven area free from the upcoming offensive is the southern spur of the Kaldruns, a region that has always been lightly populated with only one major city, Bodrun. The Gorand Clan of Bodrun has dominated the southern Kaladrun Mountains since the dawn of the Second Age. Vodar, the current dor of the clan, cements his alliances and builds defenses for the inevitable struggle while he still can. Access to Landfall and human villages still marginally free of the Shadow has given the dor ample food, healing herbs, and special materials needed by the clan loregivers. Vodar is not a fool, however, and realizes that his small army cannot hold against the Shadow, which even now gathers in the rubble of recently conquered Drumlen. All he hopes for is that the mountains will be bathed in orc blood before Bodrun falls.

Against the Elves

The most powerful force to still oppose Izrador is that of the elves, led by the Witch Queen Aradil. The elves strove to contain the dark god's malign influence in the frozen north long before the first Dorn set foot on the shores of Eredane. The seemingly immortal Aradil has fought the spawn of the Shadow for thousands of years, watching her allies being stripped away and Erethor come under siege by axe and flame. Her heart has been torn asunder by the corruption and

betrayal of her lover and advisor, Ardherin, now the Shadow's sorcerer. Even with that betrayal and the losses her people have suffered, Aradil has been able to weave a masterful defense using the living forest as both shield and sword against Izrador's chosen. That defense is stretched to the breaking point as fresh Shadow armies gather near Eisen and old allies and foes alike, reanimated under Sunulael's control, amass in Cambrial.

The vastness of Erethor has created a war of ever shifting fronts, with individual armies seeking to penetrate elven defenses at several points. In the north, the ancient battlefront in the foothills of the Highhorn Mountains still rings with the clash of vardatch and snow elf fighting knives, but is well removed from the Shadow's push toward the elven capital of Caradul. The Erunsil and the Shunned Mother orcs continue a deadly dance that has been passed down through the ages. Though seemingly fruitless, this conflict constantly bleeds at the snow elves' strength, a strength that is sorely needed elsewhere in Erethor. With the Erunsil locked into the defense of the Coldest Wood and Erenland open to his troops, Jahzir has shifted his focus to breaching the elven defenses between the Gamaril River and the Druid's Swamp, hoping to strike into the heartland of the Caraheen.

Jahzir has entrusted the war against the Caransil to the most competent of his generals, Grial the Fey Killer (Orc Barbarian 4/Fighter 16). Grial has divided the Shadow's army into four separate commands in an attempt to stretch and weaken the elven defenses. Along the Gamaril River, Belark the Blackheart (Oruk Barbarian 2/Rogue 7) commands 40,000 orcs that have tried to secure the river basin and cut off the Caransil villages north of the river. In the Green March, Frag Longtusk (Orc Wildlander 5/Fighter 8) with his army of 45,000 orcs fights a more mobile war against a scattering of human and elven villages, attempting to bypass the elven defenses. Just south of the March, in the scorching heat and choking smoke along the Burning Line, Kiah the Flame Axe (Oruk Barbarian 13) leads the largest of the armies, over 90,000 orcs and goblin-kin, against the heart of the elven defenses. Finally, in the Darkening Wood, Jorg Kinslayer (Orc Fighter 10) besieges the elven stronghold of Three Oaks and deals with a forest gone insane.

From his fortress of Fachtendom, west of the city of Eisin, Grial carefully plans the upcoming offensive against the elves. With Jahzir's support, he has gathered a host of orc warbands and carefully selected legions. The host is being trained and provisioned for a series of offensives throughout the war zone. In the spring, the legions and warbands will receive their orders and be sent into the teeth of the elven defenses. There will be no respite and no excuses for failure; the Caransil must be broken.

Jahzir is not the only Night King planning the demise of the Caransil. Izrador's high priest, Sunulael, is building an army of his own from the necropolis of Cambrial. Undead legions supplemented by orc troops and human mercenaries are forming under the command of Kulos the Exonerated (Sarcosan Legate 15), a fanatical follower of the unliving Priest of Shadow and the dark god he serves. The priests of the Devout have created undead horrors to unleash against the fey and drive fear into their hearts. Sunulael seeks to supplant Jahzir with his army's success and accomplish in one season what the twisted Sarcosan and his orc general have been unable to accomplish in a decade.

The Witch Queen's spies have kept her well informed of the armies gathering near Eisin and Cambrial. She is husbanding what scant reserves she has to try to blunt the upcoming offensive. Her assassins are in place, awaiting her orders to eliminate key legates and orc warlords. Ever pragmatic, her channelers are building new defenses centered on the Keep of the Cataract in case the current defense line breaks. Wherever she can, Aradil is pulling warriors and channelers from the Gamaril basin, the Green March, and the northern Caraheen, instructing the remaining forces to make false camps and daring raids so the enemy does not realize that the forces there have been weakened. As painful as it is to withdraw troops from these areas, all but guaranteeing their comrades' deaths, Aradil realizes that holding these peripheral areas will be meaningless if the Shadow's larger armies to the south are able to pierce the heart of the forest and stab into the Caransil heartlands.

Chosen Vessels

A deep and mutual antipathy exists between the orcs and the Order of Shadow. The orcs, led by their venerated priestesses, are the Chosen of Izrador, yet those who speak in their dark god's name are predominantly human males. The kurasatch uradeen loathe the swaggering human clerics, but the wily mother-brides recognize that the Order is too powerful to oppose directly and so snipe and sabotage from the sidelines, playing a waiting game in which they take comfort from the belief that once Izrador conquers the fey all but the Chosen will be cast aside. The human legates regard the filthy orc witches with a mixture of contempt, fear, and jealousy of the mysterious raptures they enjoy with the dark god.

For their part, the warrior orcs generally regard the legates with fear and respect, in awe of the Shadow's will being worked through his chosen vessels. Even great commanders of the orcish hosts listen to and obey the human legates as long as they believe the priests speak with the voice of their god. However, should a legate falter and shatter this image as a true vessel of Izrador's divinity, any orc would strike the legate down with unbridled fury, his actions justified as the destruction of a living blasphemy.

The Night King Jahzir has used the tensions that exist between the legates and his orc soldiers to undermine Sunulael's power and keep the Order of Shadow out of his affairs.

CHAPTER 11

Servants of Shadow

This chapter details the machinations of the dark god Izrador and his minions. The background and setting text in this chapter is designated as closed content.

Across Eredane, there are countless ancient myths that tell of the birth of the gods. Elaborate stories that, like an old tree, have undoubtedly grown and twisted with the passage of time. Though each race is certain its own story is true, such concerns are wasted breath. What human truly knows what happened 100 years ago? What dwarf can tell an honest tale from 500 years past, and what elf can speak firsthand of a thousand years ago? Even with her high magic, the Witch Queen is a seedling to the gods, so what truth can be spoken of their origins? They and their powers are lost to the way of time. The tales told of them are only matters of pleasant poetry or ominous prophecy, dependent upon the teller and his audience. One tale is as good as the next, holding as much truth as another. Let this one suffice, as it is both beautiful and terrible and one that may just bear the greater share of wisdom, if not actual truth.

The elves of Erethor have a myth that tells of the Bole of Heaven, a vast tree whose roots are the beginning of time and whose trunk reaches to unknown places beyond the edge of the universe. Its branches fill the celestial world and its leaves are everywhere and everything. There has never been a time when the tree did not grow and the tree will outlive forever.

Like the seeds of some cosmic spring, the gods formed from the tree and grew each as its kind. The lords of light grew from high in the branches where the bright sun of order made them strong and pure. The masters of dark spawned from deep in the roots and grew gnarled and black in the rich soil of chaos.

Eternities passed and the god-seeds grew and sought knowledge. At first, they learned slowly, quietly becoming more than they had been. Their curiosity became hunger and their hunger became need. They harvested the secret fruits of the tree and fed on their divine magic. They cast the seeds into the mortal realms where they grew into the elder fey, the god's mortal children. More eternities passed and the godlings became gods and their hungers deepened. The fruits of the tree became fewer, and in their seeking through heaven, the gods encountered each other and grew wary. For the first time they knew love, lust, envy, fear, and hate. They learned of trust and betrayal and inevitably discovered death.

Alliances formed and were broken. A great war raged across heaven and the high lords of light arrayed themselves against a dark master of shadow. In a final cataclysmic battle, the gods of light sundered their fell enemy and crushed his chaos minions. With their combined strength, they cast him out of heaven, banishing his immortal form to this mortal place. Even as he fell, the shadow lord drew on what remained of his terrible power and cast a darkness across the reach of heaven. His shadow hid the realm of Aryth from the grace of the gods, leaving the mortal world unblessed and forever vulnerable to his dark hunger.

— Excerpt from A Dissertation on Sacred Myth by Parial, monk of the Order of Truth, Archives of the Elven Scribes, Second Age

The Dark God

Elven myths say Izrador was cast from heaven in a war with the lords of light and paid for his treachery with imprisonment in the mortal world. Dwarven histories claim the dark god was driven from *Castagar*, the "Heaven Under the Mountain," by Father Sun and Mother Moon, for creating the Darguul and loosing the orcs upon the world. Gnomish tales tell how the Shadow was sent from the Abyss to destroy the Watcher in the River, yet has so far failed. Halfling lore does not claim anything about the dark god, for naming such a thing, they say, gives it greater power still. The humans cannot fathom the existence of a god on Aryth; gods are, by definition, beyond the world. They therefore have always held that Izrador was a king among demons and a fell enemy to be opposed.

What greater or lesser truth does any cosmology hold when the facts of it are lost to thousands upon thousands of years of history, and even those few tomes that survive are cryptic references written in long dead tongues? What true knowledge can be gleaned from the mouthings of ancient spirits and bound demons forced to speak by spells and threats? There are countless myths and stories that can be told but scant few facts that can be trusted.

So far as the living peoples of the world can know, so far as the facts are discernible, there were once great and powerful gods who held sway in an immortal, celestial realm. A terrible war raged across this heaven, but whether the gods fought for power, honor, love, or some unknowable thing none can say. All that can be said of this savage battle was that a greater power defeated a force of elemental darkness and banished it forever to the mortal realm. By design or folly, this dread exile tore the world of Aryth from the grace of the gods, condemning the mortal lands to a foul inheritance and cursing the world to a dark legacy that would ultimately be its undoing.

The aftermath of the heavenly war was a dark time of devastation in which Aryth itself was sundered and the great race of the elthedar was scoured from the world. In time, the flames of destruction cooled and became the fires of creation. With false hope, the cultures of the younger fey crawled out of the darkness into a new world, but one tainted with the foul legacy of the celestial war—a legacy that in the end would mean their doom.

For countless ages, the foul remnants of the banished god lay broken and scattered across the frozen top of the world. Over numberless ages it drew upon the arcane power of the land and slowly coalesced into a spirit-thing, a shadow of its former essence. Slowly it regained its consciousness, but its crippled magic remained limited in scope and reach. It remembered its lost divinity, it remembered its place in heaven, and it remembered the powers that had trapped it in the mortal realm. For a thousand years it raged with elemental anger and for a thousand more it brooded in utter despair. The despair eventually became a terrible hunger for a return to godhood and a bitter thirst for revenge. As some measure of its powers returned, the entity slowly set itself to exploring its limited world and began its enigmatic, inexorable quest to return to heaven.

Nature of the Beast

How does one describe a god? When a being's potential powers are infinite, when its essence is of the celestial realm, words do not exist in the languages of men or fey that offer fitting explanation. The ancient texts of the elves name the entity *Izrador*, the Shadow in the North, and the dwarves call it *Gor Grafang*, the Evil Under the Mountain, yet these names capture nothing of its true essence. The Dorns have referred to it since the First Age as the Shadow in the North. Perhaps the smaller fey come closest to its nature in not naming it at all.

Izrador is evil. Not like orcs are evil or the deeds of a man can be evil. He is the source and manifestation of the elemental darkness of the universe. His intent is the poison that befouls the realms of demons and corrupts the hearts of mortals. He does not simply do things that are evil and therefore earn the mantle of evil. He *is* evil, and it is from him that lesser darkness and corruption earn their titles.

Damned to an immortal existence in the mortal world, the Shadow is an exiled spirit whose once limitless divine powers are weakened and finite. Trapped in the mortal realm yet unable to manifest a true physical form, Izrador is like the ruins of an ancient city buried in the mud of a foul swamp. Only those few stones that break the surface are comprehensible to mortals, and even then their purpose and intent are most often uncertain. The rest, the foundations, the greater form, lies hidden, unseen, far below the black and immortal surface.

Izrador's only worldly manifestation consists of a shifting black smoke that, while incorporeal, can coalesce into a solid-seeming mass of any shape. When communing with his servants, Izrador typically takes the form of a massive shadowy black orc with a featureless face whose body seems to absorb the very light around it. Why he assumes this form or what others he might take are unknown even to his most trusted minions.

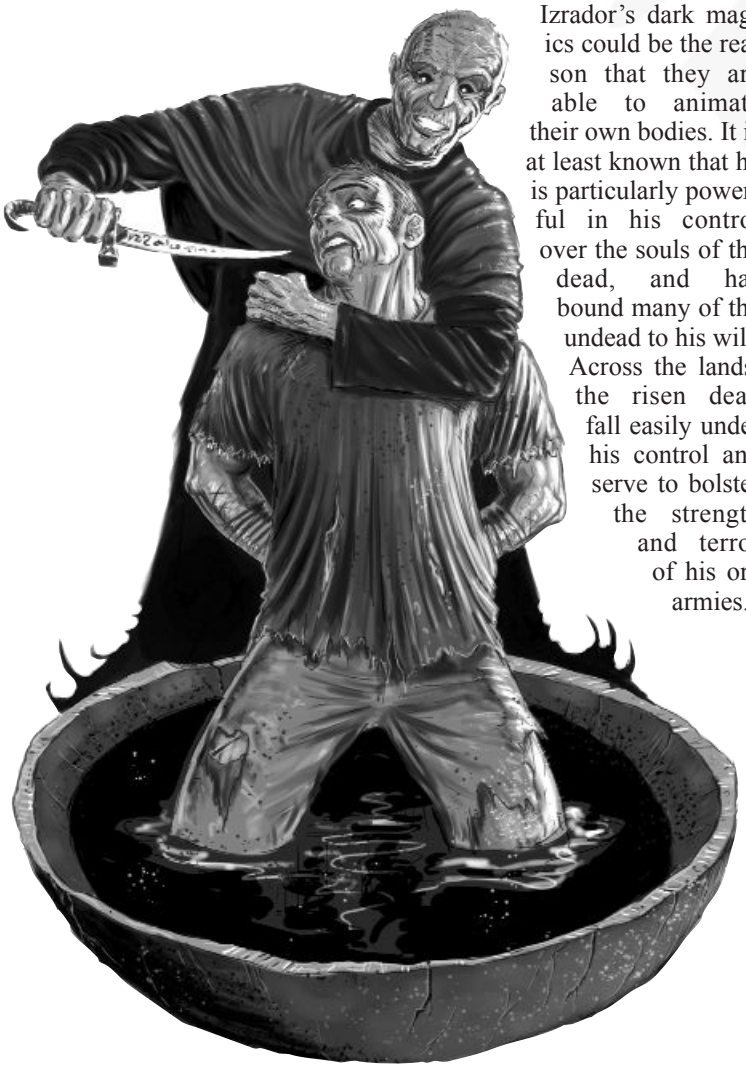
He is only known to have appeared to the orcs in their warrens to the far north, as well as to his high priests and his Night Kings in Theros Obsidia. Only those faithful to him

and of the strongest will can actually look upon Izrador without quailing in fear or falling into madness. Those of weaker will suffer numbing horror and can only cower in his presence. It is said those unfaithful to the Shadow, or enemies brought before him and forced to gaze upon his visage, simply die of fright, their hearts bursting in their chests from the pure and relentless terror.

Izrador is attributed with dark powers of awesome scope and scale, but he is not so omnipotent as the stories and rumors would imply. If he were, all of Eredane would have fallen long ago and he would not now require the service of his Night Kings, legates, or orc armies. It is equally certain, however, that every day his strength grows and that every day he comes a little closer to recovering the powers of his lost godhood.

Though greatly diminished, Izrador's divine powers are still the only ones that exist in the mortal realm of Aryth and not only can he draw on them, but so can his faithful. The Shadow has also come to depend on the forces of arcane sorcery to supplement his divine abilities. In his thousands of years of imprisonment, Izrador has mastered the terrible arts of necromancy, evocation, conjuration, and enchantment.

The Shadow may or may not be responsible for the rising of the Fell; certainly the souls of the Lost are barred from their rightful rest, but Izrador's dark magics could be the reason that they are able to animate their own bodies. It is at least known that he is particularly powerful in his control over the souls of the dead, and has bound many of the undead to his will. Across the lands, the risen dead fall easily under his control and serve to bolster the strength and terror of his orc armies.



It is believed that Izrador can see and hear all that goes on in any of his temples with black mirrors. The legates preach that he could even manifest in worldly form through any of his mirrors, though there is no proof that he has ever done so. If this were true, he would be able to manifest almost anywhere he wishes in Eredane, from the far north to the deepest south, from northern Erethor to the Kaladruns—anywhere a Temple of Shadow stands.

Izrador is also rumored to be able to posses any of his faithful but particularly his priesthood—the legates and the sisters of the kurasatch udareen. In truth, his foul possession is too much for even the most corrupt soul to bear, and any host would surely die or go insane within moments of the possession. Were the vessel to somehow survive, Izrador's aspect would quickly subsume that of his chosen avatar. Even through a mask of flesh, any that look upon him soon must see the Shadow for what he is. Why he does not do so, whether or not he is at all vulnerable when possessing one of his servants, and how much of his power it takes to do so, are all unknown. It might be too much to hope for to say that possessing one of his minions is beyond his power; it is more likely that he simply has not had the need to do so and that, if he ever has, none who witnessed the event survived.

His Dark Intent

Izrador is a banished god, stripped of his rightful place in the heavens and imprisoned in the mortal realm. Since the first spark of consciousness returned to his broken form eons ago, he has desired nothing but to return to the celestial realm and bring revenge upon his enemies, wiping the forces of order and light from the universe once and forever. He has desired nothing but this, and the desire of an immortal god is certainly one of the greatest powers in the cosmos. Every action he takes, every magic he casts, and every servant he commands is bent towards this goal, and nothing will deter the Shadow's dark intent.

To regain his ascendancy, Izrador needs power. Great power. In essence, the power of a god. With his divine strength crippled, the Shadow's only course is to draw that power from the raw arcane energies that flow from the world of Aryth itself. The power of a god, though not without limits, is vast, and to achieve his desire Izrador not only needs magical power, he needs all of it. It is this monumental undertaking, the collection of all the magical energy of Aryth, that Izrador's every act and minion has been set to. It is also the culmination of this goal, and not Izrador's armies, that is the greatest threat to Eredane. In truth, the loss of magic threatens the very existence of Aryth itself.

Izrador's dark agenda is to simultaneously conquer the lands of Aryth and spread the temples of his foul church across the world. Through these dark places and the bloody altars they contain, the Shadow is able to draw the magic from the surrounding lands and collect it to himself. In truth, Izrador depends on the service of his Night Kings so that he may be free to dwell in the bowels of his darkest temple and draw to himself the magical power of the world. It is a slow and demanding process, but one that Izrador must accomplish if he is ever to regain the heavens.

Black Mirrors

Dispelling Effects

Mirror Type	Range			
	1 mile	10 miles	100 miles	200 miles
Pale	2; 10th level	1; 5th level	—	—
Blood	3; 15th level	2; 10th level	1; 5th level	—
Grand	4; 20th level	3; 15th level	2; 10th level	1; 5th level

Mirror Statistics and Destruction

Mirror	Damage	Save DC	Hardness	HP	Saving throw bonus
Pale	5d6	15	10	100	+15
Blood	10d6	20	20	150	+30
Grand	20d6	30	30	200	+45

Maintaining the Mirror

Mirror	Sacrifice	Minimum HD of Creature	Spell Level
Pale	5 HD/month	1	3rd
Blood	5 HD/week	2	6th
Grand	5 HD/day	3	9th

Table 11–1

Black Mirrors

The legates have built dark Temples of Shadow, churches for the worship of Izrador, across the north and in every orc-occupied settlement in Erenland. Each contains a fell magical altar called a *zordrafin corith*, or Black Mirror of the Shadow in the Black Tongue. The corith are not true mirrors, but rather are large stone basins crafted from obsidian stone quarried from some unknown location far to the north. They are at least 10 ft. in diameter and 3 ft. deep and filled with a vile recipe of blood and unholy water. Through these corith Izrador is able to draw on the magical essence of the lands surrounding a given temple and collect that power to his use. The power that currently remains within a given region therefore depends on the proximity and age of the closest corith.

There are essentially three classes of corith, based on their relative ages. Those that have stood for less than a decade are called pale mirrors and have only begun to draw power from their surroundings. Those that have existed for up to 100 years are called blood mirrors and have stolen much of the magical essence of their surrounding lands. Those that have stood for more than 100 years are called grand mirrors. These are found only in the far north in the warrens of the orc people and the Vale of Tears, or in long-corrupted places such as Bandilrin and the wicked holdfasts of the dwarven Black Blood clan. These terrible altars have drawn all but the last vestiges of magic from vast regions across northern Eredane.

Drinking the Magic of the World

Since the arcane energies around these temples are greatly reduced, the magical power on which spellcasters can draw is limited by their proximity to a zordrafin corith. Likewise, magic items and ongoing spell effects that are powered by channeled magic that enter the area of influence of a corith can be suppressed as if targeted by a *greater dispel magic*.

In Table 11–1, find the mirror type on the left and cross-reference it with the effect's distance from the mirror on the right. The first number listed is the increase in the spell energy point cost to cast a channeled spell when within that distance of the corith. The second number is the caster level of the *greater dispel magic* effect.

Note that while pale and blood mirrors are relatively common in Erenland, grand mirrors are found only in a few of the major cities and in the orc lands of the far north. As a result, the severe effects they can have on magic and magical items should be rather limited within the scope of most MIDNIGHT campaigns. There are grand mirrors in Cambrial,

Sharuun, and Highwall, and in several major orc warrens in the Northern Marches and the Vale of Tears. The locations of other grand mirrors are left to the discretion of the DM.

Dispelling Effects

In all cases, check once for each item created via channeled magic or each ongoing channeled magic spell effect to see if it is dispelled or suppressed when it enters the area. Check again when it draws closer and crosses one of the listed thresholds. For example, a character with an active spell effect would have to check to see if the effect was dispelled when he approaches within 10 miles of a pale mirror. He would have to check again if he approaches to within one mile of the mirror. No spell effects or magic items, such as a *ring of counterspells* or *spell immunity*, can prevent this effect.

Spells

Spell effects that are countered upon crossing a mirror's threshold are entirely gone, not simply suppressed. They may be recast once through the threshold, though with greater cost in spell energy points.

Magic Items

Magic items that are suppressed upon crossing a mirror's threshold remain powerless, even if they travel beyond the mirror's reach, for a number of hours equal to the number of additional spell energy points needed to cast spells within that threshold. If a powerless magic item is carried from a weaker threshold to a stronger one, another *greater dispel magic* is targeted on the item, even though it is technically non-magical. If the new *greater dispel magic* works, the new suppression duration supersedes the old one.

Divine and Innate Magic

Black mirrors are tied to the weave of magical energy that surrounds Aryth, and as such only drink in and inhibit magic that relies on that weave: channeled magic. They have no effect on the divine spells of legates, nor on the magic items they create using his divine power.

Innate magic is equally immune to the vampiric clutch of the black mirrors, as such power comes from within individual creatures rather than being pulled and woven from the magic of Aryth. This is one of the reasons Izrador so despises the elves and those who manifest heroic paths, as he cannot stand to have even their minor innate abilities beyond his grasp. His mirrors likewise do not handicap most creatures with spell-like abilities, though many of these on Aryth, like most aberrations, were bred by the dark god himself; others, like many of the magical beasts born of the Sundering, are too wild and primal to pose an organized threat.

Maintaining Mirrors

The power of the mirrors does not come without cost, however. The pump must be primed. Unfortunately for the subjugated peoples of Eredane, they are the ones to pay the bloody tithe. Each mirror requires a ritual (using up a single spell slot) and sacrifice of uncorrupted souls in order to continue functioning, the number and frequency of which varies according the mirror's power. A pale mirror requires the sacrifice of 5 HD worth of sentient, non-evil, living creatures each month. A blood mirror requires the sacrifice of 5 HD of such creatures per week, while grand mirrors demand 5 HD of sacrifices each day. Each mirror also has a different minimum HD requirement for each creature to be sacrificed. See Table 11–1 for more information.

Despite their mystic connections and the protective wards woven into their construction, black mirrors still have physical forms that may be damaged. If a large enough portion of the mirror is broken away, it is destroyed. Black mirrors have varying levels of hardness and HP, as shown on Table 11–1. Additionally, black mirrors are immune to cold and fire damage, and take one-quarter damage from acid and electricity. Black mirrors are immune to any spell or effect that allows for spell resistance, and any channeled spell effect targeting a black mirror is instantly absorbed by it. However, innate or divine spells that do not allow spell resistance and magic that does not target the black mirror directly may affect it. Black mirrors are considered to be magic items for the purposes of making saving throws against such effects, with saving throw bonuses as listed on Table 11–1.

Destruction of a Mirror

If a mirror's ritual sacrifices are not met, or if a mirror sustains enough damage, it may be destroyed. The belief among Izrador's faithful is that if the coriths are not properly attended, it is the Shadow's wrath that destroys the offending church and its congregation. In truth, the disconnection of a single corith from the greater network causes a volatile release of arcane energies that Izrador is powerless to control. The resulting forces leave any temple a charred ruin and destroy all living things within a widening range: one mile for pale mirrors, five miles for red mirrors, and 10 miles for grand mirrors. All creatures and objects within this area when the mirror is destroyed must make a Fortitude save or suffer a number of points of force damage as shown on Table 11–1. A successful save halves the damage.

The destruction of a corith also damages Izrador himself and robs him of much of the energy that mirror has collected. Not only does such a loss raise his anger but it costs the Shadow arcane resources he is loath to waste. In the past, Izrador's wrath over the loss of a corith has been far more destructive than the initial loss itself, and so every caution is taken to protect and service them. Most Temples of Shadow are heavily guarded by able soldiers, legates, and other minions as a result.

The Night Kings

The Night Kings are Izrador's powerful lieutenants, demonic creatures that once had mortal form but are now immortal avatars of evil and destruction. They were each once great heroes of the people of Eredane, but they were corrupted by the power and promises of the Shadow. Their collective betrayal broke the last defenses of Eredane and assured victory for the forces of Izrador. Now they crush the kingdoms they once protected beneath their iron heels and wage a brutal war to exterminate the fey.

There are four of these terrible beings, each drawing power and direction from Izrador himself. In truth, a part of his greater darkness resides within each and he is forever aware of what they see and what they do.

Ardherin

Sorcerer of Shadow

Ardherin of Erethor was a sorcerer of exceptional power and knowledge. He was also a trusted advisor to Aradil, the elven High Queen, and for more than 300 years he was her beloved consort. Through much of the Third Age, Ardherin stood as the Witch Queen's greatest ally. He had her trust, her love, and served her with devotion.

Ardherin was a master of the dangerous art of conjuration and was dedicated to protecting his people from the many demonic forces that allied themselves with the Shadow and stalked the Great Forest. He was often called upon to hunt the most powerful demons and so was frequently forced to confront evil in its purest and most dangerous forms. He also created many of the arcane defenses that protected the major settlements in Erethor and for his great magics and brave vigilance was considered a living hero among the elven people.

In the year 890 TA, as the threat of Izrador was again on the rise, Erethor was suffering increased infestation by demonic forces. On one of his spirit hunting forays, Ardherin captured a lesser devil and bound it to his service, keeping it held within a protective ward in his laboratory. The spirit called itself Vard, which means "the servant" in Black Tongue. Over time, Ardherin became confident of his control over Vard and grew accustomed to its presence. In spare moments, he would converse with the creature to learn more of its kin and kind. Vard appeared weak and fearful and offered many secrets in exchange for assurances it would not be destroyed.

Vard was not what it seemed. In fact, it was a spirit under the direct control of Izrador. The Shadow had enthralled the tiny devil and sent it into Erethor and into one of Ardherin's countless spirit weirs. He submitted easily to the elven conjuror's control and imprisonment. In time, familiarity bred complacency and Ardherin not only ceased to be wary of the creature but grew to value its advice. Vard ingratiated itself into the elven sorcerer's confidence by offering knowledge that helped the wizard catch or destroy dozens of formidable spirits. Against the admonitions of his colleagues and Aradil herself, Ardherin chose not to destroy the creature. In the end, this would prove his undoing.

In 895 TA, Izrador sent a host of 12 mighty demons rampaging through the Veradeen. Ardherin consulted with his colleagues, his notes and lorebooks, and with the helpful Vard, and then traveled to northern Erethor to battle the threat. Ardherin laid a powerful, sorcerous trap for the demon horde, adding wards that Vard had taught him. When the elven wizard moved to spring the magical snare, he found himself bound instead. He had become a summoned creature, and like the demons he had so often trapped, he had become bound to a greater power—Izrador himself.

The demon horde spirited Ardherin away to the presence of the Shadow, where the great elven sorcerer was lost to a nightmare of torture and magical transformation that left him at once destroyed and reborn. When some measure of sanity returned to his mind, he had become one of the immortal Night Kings.

His body had been reformed into a terrible apparition of his original elven form. Ardherin, the servant of Shadow, retains the general build of his kind but is even more slender—almost gaunt. His skin is the flawless white of the snow of the Vale of Tears, and his eyes burn with the red fire of hell. His new form is immune to the blades of warriors and practically glows with arcane power. Ardherin's mind had been transformed as well. No longer the Protector of Caradul, Advisor to the Queen, Consort of Aradil, Ardherin has become as foul and dark of soul as any of Izrador's minions. He serves the Shadow willingly and has been infected with the same hatred for the fey that lives in the souls of the orcs. The memories of his past as an elf lord only serve to fill him with fury and fuel his resolve to destroy the Great Forest.

Ardherin is Izrador's master of magic and the arcane hand with which the Shadow counters the sorceries of the Witch Queen. Like the kurasatch udareen, his channeled magic is made innate through Izrador's power, so he may cast spells near black mirrors with impunity. The elven Night King has betrayed every secret of the elven wood and its defenses to Izrador, and the elves have suffered for this treachery. Ardherin, once the Demon Bane of Erethor, has now become simply Erethor's Bane.

Ardherin spends most of his time at the Erethor front, advising the legate generals that command the orc armies fighting the elves. He controls the Shadow's demon hordes and works ceaselessly to summon mightier forms and enhance the destructive power of those already haunting the forest. Ardherin also strives to nullify the powers of his lover and nemesis, Aradil. What he lacks in comparative knowledge and magical skill he more than makes up for in the raw arcane power at his disposal. Secretly, Aradil fears Ardherin's sorcerous strength will be the doom of elvenkind.

Only Aradil and her closest advisors know the fate that has befallen Ardherin. While the rest of the elven people believe he fell battling demons and mourn his loss, Aradil fears what will happen when some lesser sorcerer learns through the divinations or spirit spies that one of the elves' greatest heroes is now its greatest enemy.

Jahzir

Sword of Shadow

Jahzir Kamael was a distant cousin of King Kari of Erenland and one of the most celebrated warriors of the kingdom. In his youth, he learned his craft along the Fortress Wall fighting against the orcs. He was a natural leader of men, a brilliant strategist, and an expert tactician. He was also one of the finest swordsmen in the human realm. His rise through both military and social ranks was as earned as it was expected, and when in 882 TA he was made sussar and Lord General over all the armies of Erenland, no one was surprised. Jahzir's staunch loyalty and impeccable honor were the stuff of legend and he was considered a hallmark of Sarcosan nobility. The only thing greater than Jahzir's reputation was his pride, a fault that would eventually fell the kingdom.

Jahzir had long desired the prestige and high rank that marriage into the royal family would bring him. Assurances were made that when the king's only daughter reached her majority, her hand would be offered to the general, thereby securing his own ascendancy. When in 889 TA the king decided to wed her to a Dornish prince instead, to bolster ailing political ties, Jahzir was incensed. The insult infuriated him and he seethed with the righteousness of the betrayed. To hide his self-perceived shame, Jahzir rode north with his personal cadre, ostensibly to support the Dornish princes still loyal to Erenland in their civil wars. There he spent more than a year fighting renegades and wallowing in prideful bitterness.

At night, his dreams became haunted by voices that whispered things he could not quite recall in the light of day. Time passed and as the nightmares worsened, so did his bitterness. Then one day, while interrogating a group of prisoners taken from a renegade village, Jahzir came across an old woman who spoke to him in the same strange language he heard in his tortured sleep. He ordered her gagged and imprisoned with the others, but when the nightmares abruptly stopped, Jahzir had the old crone brought before him.

Over several months they spoke many times. The woman, it turned out, was some sort of seer and had visions of Jahzir ascending to greatness. In fact, she saw him rising to lord over all the lands of Eredane, as something greater than a mere king. As her words soothed Jahzir's pride, they also poisoned his soul and soon his mind was bent to things besides his wounded pride. The dreams resumed but now they were filled with visions of the greatness, power, and respect Jahzir felt he deserved. The general no longer fretted over paltry things like honor and loyalty. These were worries for lesser men and he had a greater glory to win.

The old woman was in fact a greater legate of the Order of Shadow, passing herself off in disguise. She sought to corrupt General Jahzir to the dark god's will and in doing so found the leader that would assure victory to the Shadow's conquering armies.

One night, six months after the old woman began telling Jahzir her tales, the general stole from his quarters, mounted his horse, and road north alone. For days he traveled, not truly sure why, but certain his promised greatness was at stake. Then one day a black storm swept down from

the northern horizon, engulfing the general, and he knew no more. When he came to, Jahzir was no longer on the plains and he was no longer entirely human.

Jahzir's form had become frightening indeed. He was much the same in aspect—dark skin, almond eyes, long black hair—but he was now larger than even the burliest Dorn, standing nine feet tall. His body was covered in the blackest plate armor, but armor that was not worn and was instead an unnatural part of his living skin. His mind too had been transformed. His smoldering pride had been turned into a burning firebrand of hatred and spite. His will was no longer entirely his own and was driven by dark desires for domination and power. He was no longer Jahzir, Lord General of Erenland, but had been transformed into Jahzir the Night King, Lord Master of the Armies of the Shadow. His sole desire was to serve Izrador and in doing so subjugate the lands of all Eredane.

When the Shadow's armies swept out of the north in the spring of 897 TA, Jahzir rode at their head. His strategic expertise and intimate knowledge of human tactics allowed his army to cut through the arrayed defenders like so much wheat and march south virtually unchecked.

In these days of the Last Age, Jahzir is the high commander of all the Shadow's military forces and the campaign to subjugate the continent is his domain. He is the crowned king in Erenland, and though he is often afield with his forces, he maintains court in Alvedara and is often at Theros Obsidia in Highwall consulting with legate seers.

It was Jahzir's strategy to subjugate the human lands first, dividing and thereby weakening the historical allies. With all Erenland under his control, he is now free to focus on defeating the fey, and the campaign proceeds apace. He knows that the collective force of the dwarves is broken and that it is only a matter of time before the last holdfast falls. He also knows the elves begin to despair and see their doom in the smoke that rises from their burning forest.

The Night King Jahzir is awesome to behold in battle—a black storm of unbeatable fury. He rides a massive demonic mount whose hooves leave smoldering prints and whose nostrils spew flames. His unnatural armor cannot be defeated by mortal blades, and he wields a huge enchanted sword made for him by traitorous dwarves. His strength and endurance are legendary, and his physical prowess alone is more than a match for an army of war mages and hardened soldiers.

Sunulael

Priest of Shadow

For 80 years, Sunulael, Chief Acolyte of the Badrua, had served the Sarcosan faithful as a devoted priest of the Sorshef. He labored on the Book of Sahi, maintaining the long traditions it extolled and initiating new priests in its ways. His reputation for piousness and generosity was well deserved and he was considered the holiest man in Erenland.

The Followers of the Sorshef are a church based on a religion of faith, one in which the gods offered lessons to their mortal children, not powers or boons. Yet during all his years, as dedicated and faithful as he was, Sunulael harbored a secret desire to know the true blessing of a god—to just once feel a divine touch such as those told of in the legends of the Lost Gods of the fey. Though this desire troubled Sunulael, he could not rid himself of the hope. In time, the hope became an obsession, and the obsession became the ultimate blasphemy.

Sunulael spent long hours every night deep in meditation, contemplating the heavens from the observatory at the top of the Badrua. In the winter of 875 TA, his meditations began to fill with subtle visions. At first, he assumed they were the signs of age, for he was hardly a young man anymore. In time, the visions gained in strength and Sunulael began to hope that perhaps his dearest wish had come true—that the gods had finally deigned to speak to their most devout priest. Over the course of several years, Sunulael became convinced it was indeed the voice of a god speaking to him, and in truth, he was correct. It was the corrupting whispers of Izrador that intruded upon the old priest's mind.

Izrador led the poor acolyte to believe that his was the voice of Dal Sahaad, god-rider among the heavenly host. The voice slowly convinced the priest that the time had come to reawaken the force of the gods in the mortal lands and he, Sunulael, was their chosen champion.

Izrador's dark promises slowly corrupted the old man's thoughts and the priest eventually became his willing instrument. Sunulael gathered about him a cadre of young acolytes that he in turn corrupted to the ways of the false Sahaad. By the time Izrador finally revealed his true essence to Sunulael, the old man was so enraptured in his devotion he took small notice.

Claiming he was retiring to found a monastery, Sunulael left Sharuun and took his cult of followers to Cambrial in the summer of 881 TA, taking up residence in an old manor. Beneath the building he constructed the first temple to the Shadow in the southlands and erected a zordrafin corith. His clerical powers had become formidable and his cult of the Shadow quickly grew. In a few short years, his devotees had established secret temples across the south and awaited the coming of their dark god.

By the time Izrador's forces poured out of the north, the Shadow had a large and secret following in southern Erenland. With promises of power, bribes,

assassinations, and other devious means, the cult had subverted southern defenses and made the final conquest of Erenland as much a political victory as a military one.

For his service to the Shadow, the devoted Sunulael was made a Night King. His mind had been turned long ago, but now his body was transformed as well. He became a tall, gaunt wight, with dark and rotted flesh hanging from a black skeleton. He wears a rotting cowl and a crown of black iron and it is said that any mortal that looks upon this gruesome visage uncloaked instantly turns to dust.

Sunulael the Night King is the ranking legate of the Order of Shadow and has become a master of the necromantic arts. He commands Izrador's legates and his growing undead hordes. He is also the willing and most frequent vessel of Izrador's possession and suffers the madness this brings as a kind of divine rapture. Sunulael resides most often in Theros Obsidia where he is both close to his beloved god and his legate minions. He also maintains a vast and sinister laboratory on the grounds of the temple he built in Cambrial where his acolytes work to perfect their necromancy. The city now crawls with the walking dead, hordes of which periodically march to join Izrador's army on the borders of Erethor or in the Kaladrun Mountains.

There has always been a palpable resentment on the part of the legates for the Night Kings, and particularly Sunulael. They are offended that their order has served Izrador for thousands of years, and yet he chose an outsider to command them. Though unwilling and unable to openly oppose Sunulael and his Night King brothers, the legates seldom forego the opportunity to steal what credit, praise, and honors they can while carrying out their orders.

Zardrix

Wrath of Shadow

Zardrix is a dragon and older almost than her own memory. She was birthed in the Time of Years and was an ally of the Elder Kings. She was a devoted friend of Xircxi and bore him many eggs. When the Sundering fractured the draconic race, she sided with Xircxi and fought at his side. For thousands of years she was a champion of draconic honor and even advocated alliance with the children of their elthedar friends, the younger fey.

She and her cohorts where unable to mediate peace among the dragonkin and so retreated to unknown lands far to the south of the Kasmael Sea. They found solace in the old ways and hoped that in time the animosity of their northern kin would wane. The rise of the dread power of the Shadow only aggravated this anger and hatred, however, and when their kin allied with Izrador, Zardrix convinced her compatriots that even the dragons were not safe from such a threat. Rising from their hidden sanctuary, she led them north to meet the Shadow's dragon horde over the plains of the Northern Marches in the catastrophic battle that ended the Second Age.

Legends claim the ground shook in Sharuun and the dragon fires that lit the sky could be seen from Caradul. In truth, the battle released destructive forces not seen since the fall of Izrador and the Sundering. The battle was terrible, turned day into night, and left death and abject devastation across the frontier.

In the fight, Zardrix was mortally wounded and crashed to the ground in a broken and bloody heap. She lay dying for days, unable to summon aid from her surviving kin or even lift her head. As the last of her life drained from her body, a legate of Izrador appeared on a black horse and offered to end her suffering in exchange for a

strange boon. Delirious, she agreed, and with a huge axe the legate hacked open the dragon's chest and removed her beating heart. She died then and slipped into a thousand year oblivion—a darkness from which she would eventually wake into a treacherous nightmare.

The legate brought the dragon's heart before Izrador, who ensorceled it and secreted it away against his future need. When Izrador again rose to power, he used the magical heart to resurrect Zardrix and transformed her into the fourth of his dreaded Night Kings. Through the heart, the Shadow controlled the dragon's will and bestowed on her powers greater than any dragon had ever possessed. Izrador made Zardrix his avatar of destruction, a singular force of reckoning never before known in the mortal realm.

Zardrix is the absolute servant of the dark god. Her will is not her own and only anguished fragments of her original memories remain, trapped in the recesses of her mind. She now spends much of her time patrolling the blasted plains around Theros Obsidia, protecting the holy bastion of her god. She dwells within a massive lair deep under the structure and often perches on the tower's peak. Izrador orders her on frequent missions to support his armies' assaults, and she is often commanded to burn great swaths of the elven forest. The Shadow also uses her terrible grandeur as a weapon of fear, cowing both his enemies and allies alike, ever reminding them of his irresistible power. When she is required to move among lesser races, she disgustedly takes the form of an armored draconic humanoid.

Zardrix is at once the most formidable of the Shadow's Night Kings and the most pitiable. Her lost honor and nobility make her corruption all the more tragic.

The Order of Shadow

The Order of Shadow is the dark church dedicated to the worship and service of Izrador. The priests of this foul religion are the legates and their sole purpose is to serve the will of Izrador. Most legates are powerful clerics and wield potent magic. Many serve in Theros Obsidia, attending Izrador in his enigmatic rituals. Others serve the Night Kings and district governors as advisors, providing them with both dark insight and black magic. Still others cast powerful spells in support of the orc armies fighting the fey. They heal the injured and spread magical fear and plague among the enemy. They raise the dead and send them into battle against the elves, controlling the foul creatures with necromantic arts.

The most vital service the legates provide the Shadow is the creation, maintenance, and growth of his network of temples and the black mirrors contained therein. The corith are the instruments through which Izrador collects the arcane energies he requires to achieve his ultimate goals. As the custodians of these dark altars, the legates are therefore key to the Shadow's plans.

Legate

NPC Class

When the gods defeated Izrador, they severed his body and spirit, trapping each on separate planes of existence. As Izrador's spirit sank into its prison, the dark god defied the other gods one last time by corrupting the magic that kept him from his physical form, thus cloaking the world of Aryth in what historians and sages now call the veil. One effect of this action was the detachment of clerics from the

powers of their faith. Just as Izrador was unable to ascend back into the godly realms, the gods themselves were unable to channel power through their followers as once they had. This left the world of Aryth a godless place—save one.

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

The Legate

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

Table 11—2

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

Characteristics: Legates are the only true wielders of divine magic left on Aryth. They hold the power of life and death in their hands, and as such are the most feared minions of the dark god. Legates can command the undead that stalk the world, whose spirits are unable to cross over to the next realm. And although these abilities are great, legates also train with sword and shield to better ensure the success of their missions.

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

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

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

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

Legate Spells Per Day

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

Table 11–3

Game Rule Information

Legates have the following game statistics.

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

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

Hit Die: d8.

Starting Possession: 6d4x10 vp.

Class Skills

The legate's class skills (and the key ability for each skill) are Concentration (Con), Craft (Int), Diplomacy (Cha), Handle Animal (Cha), Heal (Wis), Intimidate (Cha), Knowledge (arcana) (Int), Knowledge (Shadow) (Int), Knowledge (Spirits), Profession (Wis), Speak Language (n/a), and Spellcraft (Int).

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

Skill Points at Each Additional Level: 4 + Int modifier.

Class Features

All the following are class features of the legate.

Weapon and Armor Proficiency: Legates are proficient with all simple weapons. Legates are proficient with all types of armor (light, medium, and heavy) and with shields, but not with tower shields.

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

Spells: A legate casts divine spells granted by the dark god Izrador, as shown on Table 11–3. A legate may prepare and cast any spell on the legate spell list, provided he can cast spells of that level. The legate spell list includes any spells available to clerics in the core rules or in supplements. The Difficulty Class to resist a legate's spell is 10 + the spell's level + the legate's Wisdom modifier.

Legates must prepare their spells each day, meditating and incanting to the dark god for one hour at midnight. Failure to do so results in the legate not being able to prepare spells until the following night. When the legate prepares his spells, he also gains access to one domain spell per spell level, starting at 1st level.

Temple Dependency: Legates cannot simply pray for spells anywhere on Aryth and hope to receive them. Just as their dark god is bound to the physical world, so are they

bound to his temples. In order to maintain his connection to Izrador, a legate must participate in the ritual sacrifices at a zordrafin corith on a regular basis. In order to receive his spells each day, the legate must participate in a sacrifice once per year at a pale mirror. Access to higher level spells requires more frequent ritual participation at more powerful mirrors: legates who wish to receive spells of 4th level or higher must instead participate in a sacrifice once per season at a blood mirror, and those who wish to receive spells of 7th level and higher must instead participate in a sacrifice once per month at a grand mirror.

Astirax Companion: At 3rd level, after having proven himself to the masters of his order, each legate is assigned an astirax that acts as his companion and helps him to seek out those who would carry and use magic against the decree of the Shadow. When an astirax is bound to a legate it gains the ability to communicate with him in a manner identical to a familiar's empathic link with its master. The astirax may turn this link on and off at will, so its master might not always know what the astirax is experiencing if the astirax does not wish him to. The astirax gains extra HD and power as the legate gains levels, as shown on Table 11–4. A legate's astirax companion can usually be found inhabiting an animal when it is accompanying its master. The animals bred for astirax possession are standard animals of their type as found in the MM, but commonly have full hit points. Further, they are well trained, knowing twice the maximum number of tricks a creature of their Intelligence is normally able to know.

Astiraxes serve Izrador first and their legate masters second. While it is generally in their best interests to obey and support their legates, they are by no means compelled to do so. If an astirax sees a benefit in betraying its master (perhaps in the hopes of being assigned to a more powerful one), it may do so. However, all astiraxes continue to exist at the whim of Izrador, as channeled through his high legates. If an astirax is discovered to have acted in its own best interests or is caught betraying its legate, its life force can be snuffed out with the snap of a finger.

If a legate's astirax dies, the legate must return to Theros Obsidia for a new one to be bound to him. The loss of an astirax is seen as an embarassment, though not a debilitating one; a legate with something to show for the loss of his astirax, such as the location of a new power nexus, the destruction of a resistance group, or the reclaiming of magic items, has nothing to fear.

Astirax Improvement

Legate Level	Bonus HD	Int Adj.	Cha Adj.	Special
6	+2	+1	+1	Telepathy 100 ft.
9	+4	+2	+2	Enhanced sense I
12	+6	+3	+3	Evasion
15	+8	+4	+4	Enhanced sense II
18	+10	+5	+5	Empathy

Use the base statistics for the astirax but make the follwing changes.

Bonus HD: Extra eight-sided (d8) Hit Dice, each of which gains a Constitution modifier, as normal. Remember that extra Hit Dice improve the astirax's base attack and base save bonuses. Outsiders have good Fortitude, Reflex, and Will saves.

Int/Cha Adj.: Add this value to the astirax's Intelligence and Charisma scores.

Special: The astirax gains the following abilities.

Telepathy (Su): The astirax gains the ability to telepathically communicate with its legate within 100 ft.

Enhanced Sense I (Su): The astirax's sense magic ability improves. The range at which it may detect any channeled effect is increased by five miles.

Evasion (Ex): If the astirax is subjected to an attack that normally allows a Reflex saving throw for half damage, it takes no damage if it makes a successful saving throw.

Enhanced Sense II (Su): The astirax's sense magic ability improves. The range at which it may detect any channeled effect increases by 10 miles. This ability supersedes the previous enhanced sense ability.

Empathy (Su): As a byproduct of their long telepathic association, the legate and astirax have a supernatural empathic link out to a distance of up to 1 mile. The character cannot see through the astirax's eyes, but can communicate simple commands as well as understand simple emotions and the basic emotions and circumstances of the astirax.

Table 11–4

Domains and Domain Spells: Legates all derive their power from Izrador, the Shadow in the North. Izrador grants access to the Death, Destruction, Evil, Magic, and War domains. Izrador's favored weapon for the purposes of the War domain is the longsword.

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

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

Shadows of the Past

Since its beginnings in the First Age at the remote monastery of Bandilrin, the Order of Shadow has spread like a poisonous cloud through the lands of Eredane: in its touch was corruption and where it passed suffering and death followed. During the First Age, the legates, led by Beirial the Betrayer, marshaled their forces in the secret places of the Highhorn Mountains and desolate wastes of the Northern Marches. They explored new vistas of power granted by the returning strength of their dark god, and their ranks were swollen with those who felt the call of evil in their blighted souls and followed its siren song into the north. In the war that ended the age, Izrador's legates wielded his divine might to terrifying effect and the lands were scorched and defiled by black magics. Yet despite his dark power, their god was defeated at the Battle of Three Kingdoms and the order was fractured, the survivors fleeing into the hinterlands to rebuild their strength.

During the Second Age, the Order of Shadow came close to extinction. Persecution, isolation, and internecine warfare threatened to extinguish it where the armies of the Three Kingdoms had failed. The legates were hunted by peoples now only too aware of the dark and sinister canker in their midst. In the towns and cities, corruption and conspiracies were exposed and those involved were publicly executed; in rural regions, entrenched cultists were rooted out and destroyed. Innocents inevitably suffered in these bloody pogroms, victims of the righteous fury and fear of their fellows. In this climate of unfettered recrimination and fear, a fertile recruiting ground emerged from which the order of Shadow was able to regenerate its decimated numbers. However, with its leadership dead or in hiding and the dark god weakened by defeat, the far-flung parts of the order became estranged. Numerous cults and sects evolved in isolation from the doctrines and dictates of Bandilrin and from each other. In the centuries that followed, the fractured nature of the order became entrenched, with separatist groups following their own agendas oblivious or in opposition to the dictates of the First Legate and his ruling council.

Not until after the Kingdom of Erenland emerged, proud but bloody from its forging, did the Order of Shadow regain cohesion and unification under a strong leadership. As peaceful accord was reached between the Dorns and the conquering Sarcosans, travel across Eredane became easier and more frequent; on the dusty highways, sinister emissaries traveled unnoticed with merchants, soldiers and royal envoys. The Order of Shadow was once more spreading its black tendrils, but this time it sought to infiltrate its own scattered houses and bring its wayward children back into the fold. By the time the war of rebellion erupted between the Old Empire of Pelluria and its colonial descendants, the Order had quelled its own insurrection and began to turn its eye to corrupting the emerging human nation. In the heady years that followed the casting off of the imperial yoke, it was an easy task for the legates to inveigle their way into the new structures of government. At its very inception, the seeds of destruction were planted in the Kingdom of Erenland. The legates bade their time, watching unrevealed the wars of attrition that hounded the age to its end. At most, the insidious priests acted from the shadows to sabotage the human kingdom from within, distracting, weakening resolve, undermining old alliances, and fanning the flames of fear and mistrust. The Shadow was finally driven back into the north, but the victory was hollow, and the price proved ultimately too much for Erenland to bear.

Against the fey, the order waged a different kind of war. The dwarves proved indomitable in their mountain holdfasts, despite the legates driving hordes of orcs against their defenses. The Shadow's one significant victory in the Kaladrun campaign was the corruption of

Temples of Shadow

Every settlement occupied by the forces of Izrador, regardless of its size, has a Temple of the Shadow. The temples often have access to caves, pits, basements, or other convenient underground structures that are deep enough to block out even the least ray of light. These temple fanes feature absolute darkness that even the most casual worshippers fear to break, on punishment of death. The darkness is said to be the Essence of the Shadow and it is believed Izrador can see into the minds of his worshipers when they are wrapped in this dark cloak. It is also said that he hears everything said within the blackness of his temples—even the quietest of whispers.

Each temple features a large, basin-like altar in its center into which the blood of living sacrifices is poured. As the blood pools in the basin it turns a glistening, silvery black, becoming what is called the *zordrafin corith* in Orcish, or the Black Mirror of the Shadow. The mirror is the link between the dark god and his worshipers and is vital to his designs. Through the temple mirrors, Izrador commands his legates and grants them power. Through them, he gathers information from across the lands and communicates with his spies and agents. He also uses the mirrors to maintain the sway he holds over his orc minions. And, most importantly, Izrador uses his ever-expanding network of dark mirrors to gather to him the arcane energy of Aryth itself as he labors to hoard the magical power he needs to achieve his ultimate goal.

The mirrors' blood must be renewed via sacrifice on a regular basis or the connection with Izrador is lost. It is said that when this happens the entire congregation of the offending temple suffers the Shadow's wrath and is blasted by uncontrolled dark magic, never to be seen again.

Dorin Clan and the fall of the Icewall Mountains. In Erethor, the order was equally unsuccessful during the Second Age. Under the protection of the ever-vigilant Witch Queen, the elves were remarkably successful at rooting out the cults and covens that tried to gain a foot-hold in the great forest.

During the Third Age the Order of Shadow consolidated its influence in Erenland, but the attentions of its leaders were increasingly drawn to the great forest of the west and beneath the mountains to the east, where they were preoccupied with breaking the fey. While the northern legates made inroads into Erethor and the Kaladruns, the leaders of the order were blind to growing sedition within the ranks. In southern Erenland a foment was building that enabled the authority of Bandilrin to be broken and a minor sect to seize the reins of power. As the Shadow finally triumphed against the free peoples of Eredane, the order's old guard were deposed by the usurper, Sunulael, and his loyal followers in the Cult of Shadow.

A Dark Schism

The resentment of Sunulael's elevation to First Legate has precipitated a schism within the Order of Shadow. On one side, those legates surviving from earlier ages or raised under the tutelage of the order's lingering antecedents consider themselves to be the true Order of Shadow. Theirs is the ancient and monolithic organization that has served the Shadow in the North faithfully and unflinching through three ages. Their enemies call them the Cabal for their secretive nature, and sneeringly dismiss them as irrelevant holdovers of a past age. The hidden masters of the Cabal are vehement in their clandestine opposition to those they consider usurpers: the Devout. The latter are those who wholeheartedly support Sunulael, many of whom can trace their lineage back to the Cult of Shadow.

With Sunulael as First Legate and one of the four Night Kings, the Devout clearly hold the upper hand in the order's politics, but the Cabal is still a force to be reckoned with. Their knowledge is ancient and their influence extends through all of Eredane's lands, but particularly in the North. The strongholds of the Devout mostly lie south of the Pelluria, principally in southern Erenland where Sharuun and the necropolis of Cambrial are chief amongst them. Sunulael spends much of his time at Theros Obsidia, where his master's dark essence has coalesced in a frightful fane high above the ruins of Highwall. Yet, the dark tower is by no means a Devout stronghold and it is generally reckoned that the Cabal outnumber the Devout in the new capital of the Shadow's realm. Sunulael and his loyal legates exert significant effort in trying to root out the seditious priests, but the cabalistic legates are past masters of infiltration. Despite several open and secret pogroms intended to root out members of the Cabal, Sunulael has yet to make significant progress in the order's secret war.

The nature and identities of the Cabal's mysterious leadership are not known and, unlike the Devout, its adherents tend to keep their allegiance a closely guarded secret. The Priest of Shadow is chagrined that his dark master has not exposed the coiling serpents in the Order's midst, but dares not ask for aid in this matter for fear of appearing weak. Rumors among the Devout speculate that the Cabal is led by a council of the most ancient legates, greater legates long ensconced in undeath, and some even suggest that Beirial himself guides this inner circle from the depths of some black crypt. If the order's founding father does indeed still walk upon Aryth, he has not been seen in two and a half thousand years, and his tomb lies empty not far from the ruins of Bandilrin. The crumbling monastery and its attendant catacombs are haunted by hordes of the Shunned Mother tribe and by twisted spirits and foul demons summoned by a dark and nameless force that has been master in the birthplace of the Order of Shadow for over a century. Sunulael suspects that Beirial does still exist and worse, has formed an alliance with his greatest rival, Ardherin, Sorcerer of Shadow.

Power Corrupts

The antiquity, hierarchical structure, and great power of the Order of Shadow has made calculated intrigue a feature of the dark church's culture, and to rise in rank and power a legate must learn to play a subtle game. The rivalries and intrigues at every level are complex, long term, and seldom include force or direct action. Even when revealed, the plans appear as tangled threads, and teasing one loose to follow it invariably leads one away from the truth of things.

This rivalry and gamesmanship is not only restricted to relations within the Order of Shadow. The order as a whole, and many of the older legates individually, are frustrated by and jealous of the favor Izrador bestows on the Night Kings. The legates carefully avoid overt challenges to the authority or power of the Night Kings, as the powers of just one of these demonic avatars makes such a challenge tantamount to suicide. They do, however, often guilefully subvert the Night Kings' own efforts, stealing some of their glory and favor for the order and themselves.

Hierarchy of the Dark Church

The Order of Shadow is an ancient organization, and as it has grown over the centuries it has become a complex, stratified, and intrigue-bound hierarchy. There are three broad divisions in the legate ranks: lesser, temple, and greater. Above them all sits the First Legate, Sunulael, Priest of Shadow. In practice, the ranks and titles used by the order in its creaking hierarchy are legion. Status is power, and those without it quickly become the pawns of those who do. Each rank within the order is tasked with specific duties, and by

tradition each level owes deference to those above it. In practice, however, there is enough difference between their individual jurisdictions that running rivalries, intrigue, and religious gamesmanship are rampant among the legates. Though in theory a legate must serve in the lower ranks before she may ascend to a higher one, favoritism, bribery, and extortion often play a greater role in advancement than piousness and experience.

Lesser Legates

Lesser legate is the lowest and most common rank. These clerics serve most often as acolytes in the Temples of Shadow. They are assistant priests and record keepers and serve on the staff at Theros Obsidia. Many also serve as couriers, spies, and attendants to military commanders. Lesser legates are also responsible for raising and training the born legates and some serve Sunulael's undead host in the ruins of Cambrial.

Because of their diverse and often sensitive duties, lesser legates as a whole wield a significant amount of power, though most are not practiced enough in the arts of intrigue to make much use of it.

Temple Legates

Temple legates are the ranking legates responsible for the administration of individual Temples of Shadow. This is the highest rank to which most legates aspire, but within it there are many levels of power and influence. As a general rule, the larger a temple and the older its corith, the more sway a given temple legate has in regional and church affairs.

The temple legates also typically serve as the Shadow's advisors to the princes and governors that rule over the occupation districts. This often lends them subtle power in both political and church power structures.

Greater Legates

There are currently only 87 greater legates and they are the eldest and most powerful of the Order of Shadow's clerics. Many have been alive—or undead—for hundreds or even thousands of years and are wise, clever, and uncannily subtle. Most of the greater legates serve the enigmatic ways of the Shadow, seldom leaving Theros Obsidia. Some are personal advisors and servants of the Night Kings, and there are even some who move among the realms of man and fey as powerful but secret agents of Izrador himself.

All greater legates could only have reached their high station through the careful and subtle exercise of power and influence. Each is a master of misdirection, long-term planning, and manipulation, and every one has plans within plans and personal ambitions to rise above his fellows.

First Legate

The Night King Sunulael is First Legate of the Order of Shadow and serves as the order's absolute earthly master. With his transformation to Night King, Izrador made Sunulael the most powerful of his clerics and now depends on the undead priest to attend to the administration of the church. His status in the order has created a great deal of animosity over the decades, as legates of lesser rank feel their devotion has not been rewarded as perhaps it would be if a true legate controlled the church.

Division of Power

In past ages, the legates worked through stealth and guile to weaken the lords of the land and bring ruin to the societies that opposed their dark god. In the Last Age, Izrador's clerics must impose his rule and govern in the ruins and chaos created by their own success. The hierarchy and stratification within the Order of Shadow has intensified over the last century as it emerged from millennia of secret existence and proliferated through the shattered remains of human society like a vile canker, filling the vacuum of power with its own organs of authority and influence. Countless structures, cults and esoteric suborders have arisen to implement Izrador's will and execute the dark god's plans for domination of Eredane.

During their training, legates are marked for the discipline that seems most suited to their abilities. The more prestigious and powerful groups get the

pick of the most promising novitiates, typically those who have already proven themselves, but frequently corruption and influence open doors that would otherwise remain closed. In shadowed temples and chapterhouses these select legates learn forbidden lore and vile secrets and become proficient in skills unavailable to the rank and file. The following are examples of some of the sub-orders, sects, and disciplines that make up the Order of Shadow.

On becoming an initiate of a sect, a legate often gains a benefit in the form of power or knowledge and may choose to substitute one or both of his existing domains with domains from the sect's list; in any case, the new sect member must give up access to the sect's forbidden domain. Granted powers from relinquished domains are lost, but the granted powers of new domains are applied retroactively where appropriate. In order to advance through the sect's ranks, the legate must observe its requirements, listed after each rank in italics—each rank has no real in-game consequence other than helping to define the power levels and expertise of legates of a particular rank.

In order to join a sect, a legate must meet all of the prerequisites for the first rank of that sect.

Legate Ranks

The rank of an individual legate is linked primarily to his character level, though other variables, such as his lineage, capabilities, service to his superiors, and of course his cleverness at outmaneuvering his peers all influence when a character is promoted. Use the following as a guide when determining legate character ranks and promotions.

Rank	Level
Lesser Legate	1–4
Temple Legate	5–15
Greater Legate	16+

Note that a soldier legate typically takes up his weapons at 3rd level and generally remains a soldier for the rest of his life, removing himself from the standard hierarchy.

Keepers of Obsidian

Masters of the Zordrafin Corith; Keepers of Forbidden Lore

The Keepers of Obsidian are among the most powerful and influential of the order's factions. Temple masters, lore keepers, and guardians of the zordrafin coriths, the Keepers of Obsidian are charged with the most sacred duty of expanding and maintaining the network of black mirrors that are vital to Izrador's dark purpose. The lower ranks of the Keepers are responsible for renewing the zordrafin coriths with the blood of living sacrifices, as well as safeguarding the order's hidden libraries and the storehouses of knowledge that it has hoarded and stolen over the centuries. The higher ranks oversee the construction and maintenance of the black mirrors and typically take the role of high priest in the temples of the Shadow.

New Domains: Knowledge.

Forbidden Domain: War.

Weapons and Armor: The Keepers of Obsidian typically carry wickedly curved knives used for ritual sacrifices as well as the black quarterstaffs of their office. The latter are carved from the heartwood of blight oaks, vile twisted trees found in the blasted wilds of the Northern Marches, and are usually enchanted with maleficent magics.

Shield of Darkness (Su): When within the area of influence of a black mirror, Keepers of Obsidian gain a profane bonus to AC and saving throws equal to +1 per point of additional spell energy required to cast channeled spells in the area.

Ranks

The following are the ranks of the Keepers of Obsidian and their minimum requirements.

Initiate of the Knife: *Mastery of 3rd-level divine spells; Knowledge (religion) 8 ranks.* Legates of this rank perform living sacrifices to renew the black mirrors and are typically served by acolytes and servants drawn from the rank and file.

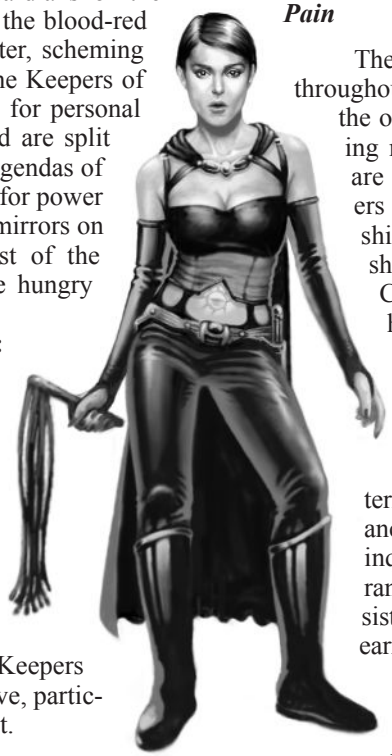
Keeper of the Key: *Mastery of 4th-level divine spells; Knowledge (arcana) 8 ranks.* Guardians of secret storehouses of forbidden lore that survived the purging of knowledge. These vaults are hidden from all outside the sect and guarded by bound demons and corrupted spirits.

Master of the Pale: *Mastery of 6th-level divine spells; Knowledge (arcana) 10 ranks.* Guardians of the pale mirrors. Found often in the provinces and borderlands, establishing new Temples of the Shadow. Usually

accompanied by lesser legates and a bodyguard of soldier legates or sword brethren.

Master of the Blood: *Mastery of 7th-level divine spells; Knowledge (arcana) 12 ranks.* Guardians of the black mirrors. The Red Council, named for the blood-red robes worn by its members, consists of bitter, scheming legates whose rivalries threaten to sunder the Keepers of Obsidian. They manipulate the lower ranks for personal aggrandizement and political advantage and are split by loyalties to other masters, pulled by the agendas of the Cabal and the Devout and driven by lust for power and fear of being deposed. With many pale mirrors on the cusp of becoming blood, the strongest of the Masters of the Pale wait in the wings like hungry crows.

Grand Master of the Mirror: *Mastery of 8th-level divine spells; Knowledge (arcana) 14 ranks.* Guardians of the oldest grand mirrors, the Black Five have served Izrador since the time of Beirial and watch the clumsy machinations of their inferiors with cold amusement. The Black Five are amongst the most powerful of the Cabal and periodically purge the lower ranks of Devout infiltrators. The control of the grand mirrors in Cambrial and Sharuun by greater legates outside the Keepers of Obsidian is a source of concern for the Five, particularly as these high priests are of the Devout.



Inquisition Domain

Granted Power: You may use a pain touch once per day. Your pain touch is a supernatural ability that produces excruciating pain in its recipient. You must succeed on a melee touch attack against a living creature. A successful attack delivers 1d4 points of nonlethal damage per legate level and imposes a –2 penalty on attack rolls, skill checks, and saving throws for 1 minute. Creatures immune to critical hits are unaffected by this ability.

Inquisition Domain Spells

1 **Shocking Grasp:** Touch delivers 1d6/level electricity damage (max 5d6).
2 **Zone of Truth:** Subjects within range cannot lie.
3 **Boil Blood:** Subject suffers 1d8 fire damage each round of interrogation.
4 **Discern Lies:** Reveals deliberate falsehoods.
5 **Symbol of Pain:** Triggered rune wracks nearby creatures with pain.
6 **Suggestion, Mass:** As *suggestion*, plus one subject/level.
7 **Legend Lore:** Lets you learn tales about a person, place, or thing.
8 **Discern Location:** Deals 1d6/level damage within 30 ft.
9 **Energy Drain:** Subject gains 2d4 negative levels.

Sisterhood of Tender Mercies

The Sisterhood; Sunulael's Handmaidens; Mothers of Pain

The Sisterhood of Tender Mercies is feared throughout the Shadow's realm; just as many within the order as without have died under the agonizing ministrations of the Mothers of Pain. They are ruthless inquisitors and consummate torturers whose skills are used to pry even magically shielded knowledge from their victims. Formed shortly after the rise of Theros Obsidia, the Convent of Blessed Shadow and the sisterhood was established by Sunulael to root out the weaklings and dissenters in his ranks, particularly the treacherous Cabal whose hidden masters constantly seek to thwart his plans. The commanderies, groups of eight sisters led by a preceptor, are the most terrifying aspect of the Sisterhood. The appearance of these feared units heralds a bloody inquisition and purging within the order's ranks. The First Legate's patronage protects the sisterhood from the deep animosity they have earned from their fellow, mostly male, legates, and the sisterhood is accorded due deference and respect, at least publicly.

New Domain: Inquisition.
Forbidden Domain: Magic.
Weapons and Armor: The Sisters of Tender Mercies use daggers, morning stars, flails, and whips, treating the whip as Izrador's favored weapon for purposes of the War domain's granted power.

Ranks

The following are the ranks of the Sisterhood of Tender Mercies and their minimum requirements.

Novitiate of Pain: *Mastery of 2nd-level divine spells; Profession (torturer) 4 ranks; Intimidate 4 ranks.* The Novitiates of Pain practice their skills on suspected insurgents and members of the soldiery.

Inquisitor: *Mastery of 3rd-level divine spells; Profession (torturer) 5 ranks; Intimidate 6 ranks.* True inquisitors, these sisters question suspected traitors within the legate ranks and make up the feared commanderies.

Preceptor of Pain: *Mastery of 4th-level divine spells; Intimidate 10 ranks.* Leaders of the commanderies and empowered to question even temple legates.

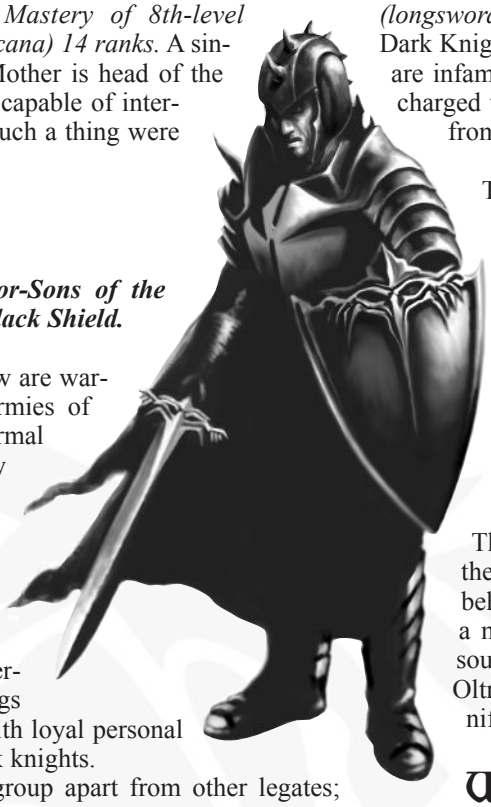
Merciful Mother: *Mastery of 6th-level divine spells; Knowledge (arcana) 12 ranks.* There are only 11 Merciful Mothers in the sisterhood at any one time, and they are usually in attendance at the Convent of Blessed Shadow. They occasionally lead inquisitions in cases where high-ranking temple legates are implicated and their commanderies are

made up of preceptors.

Beneficent Mother: *Mastery of 8th-level divine spells; Knowledge (arcana) 14 ranks.* A singular rank, the Beneficent Mother is head of the Sisterhood and the only one capable of interrogating a greater legate, if such a thing were ever to be attempted.

Soldier Legates

Knights of Shadow; Warrior-Sons of the Dark God; Bearers of the Black Shield.



The Soldiers of Shadow are warrior-priests that serve the armies of Izrador. Though not in the formal orc chain of command, they are typically assigned to specific armies where they follow the orders of the commanding warchiefs. Though it is not common, some soldiers serve as standing advisors to the regional governors, and both the Night Kings Sunulael and Jahzir travel with loyal personal guards made up of these dark knights.

Soldier legates are a group apart from other legates; they do not typically participate in the dark intrigues of their brother priests and rarely aspire to be anything but devout warriors in service to the Shadow. Many military orders have risen and fallen in Izrador's name over the centuries. Some are ancient and once-secret sects like the Knights of Winter, but others are newer, having arisen during the war-torn decades of the Last Age. The Brotherhood of the Sword that guards the Shadow's temples and zordrafin coriths and the Fulminate Shield, whose knights serve as elite cavalry and honor-guards to high-ranking legates, are examples of more recent holy orders in service to the Shadow.

New Domains: Strength.

Forbidden Domains: Magic.

Shadow's Soldiers (Ex): Soldier legates are eligible to take the Warriors of Shadow feat; additionally, soldier legates may gain the Weapon Specialization feat at 6th level, regardless of whether or not they have the requisite levels of fighter.

Ranks

The following are the ranks and their minimum requirements for the Fulminate Shield.

Initiate of the Black Shield: *BAB +2.* Initiates of the Black Shield are the rank and file of the Fulminate Shield: men-at-arms, shield-bearers and acolytes of battle.

Dark Knight: *BAB +6.* Dark Knights are touched by the divine, unholy warriors whose dark faith is their shield and gives strength to their weapon arms. Mounted on astirax-bound destriers, the feared hardukan, these heavily armored knights scour the borderlands of Erenland in the hunt for insurgent forces and serve as personal bodyguards to senior temple legates.

Dark Templar: *BAB +9, Weapon Specialization (longsword).* Dark Templars are the captains of troops of Dark Knights and their servitor initiates. The Dark Templars are infamous for their rune-etched black armor, said to be charged with the Shadow's malice and able to ward them from all non-magical weapons.

Seneschal of Shadow: *BAB +12, Leadership.* The Seneschals of Shadow are often the head of a chapter of the Fulminate Shield, commanding up to 100 knights and hundreds of initiates and common soldiers. Others command the bodyguards of greater legates, sworn and bound by powerful magical bonds to protect their priestly masters from all harm. Scarred veterans of many battles, the devotion of these terrifying battle chaplains to their dark god has been tried by steel and consecrated by the blood of countless enemies.

Grand Seneschal of Shadow: *BAB +15.* The highest ranking knight of the Fulminate Shield, the Grand Seneschal oversees the sect's affairs from behind the black granite walls of the Baelstone Gate, a monstrous fortress in the snow-clad peaks of the southern Kaladruns. The current Grand Seneschal, Oltran the Bleak, holds Jahzir's favor and wields significant political power in the south.

Umbral Catholicon

Shadow's Shame; Surgeon's Knives; Binders of Blood

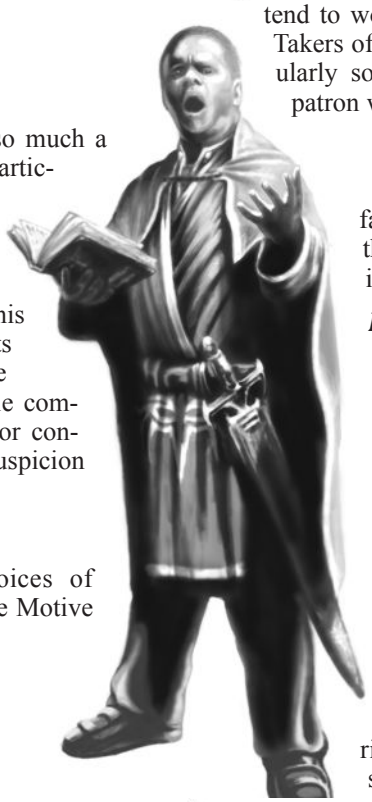
The hosts of the Shadow die by the thousands in the tangled killing forests of Erethor and the lightless caverns beneath the Kaladrun Mountains. The legates of the Umbral Catholicon are clerics who are too weak and ineffectual to carve a niche elsewhere in the order. They are assigned the shameful duty, not of spreading death and pain, but rather preventing them. The Umbral Catholicon follow the orcish warbands, attending the wounded and bolstering the Shadow's war efforts with magic to knit bone and reconnect muscle. For all that these battlefield healers often turn the tide of a conflict by keeping the Shadow's troops alive and fighting, the Umbral Catholicon are considered the lowest of the dark god's priests, openly despised by their brethren and treated as little better than common lackeys by the orcs, who see the need for healing as a sign of weakness.

New Domains: Healing, Protection.

Forbidden Domains: Death, Destruction, Magic, War.

Voices of Shadow

"Darkvoices; Shadowcasters"



The Voices of Shadow are not so much a formalized sect as a calling to which particularly zealous legates seem to be drawn. Preachers and missionaries, the Voices of Shadow lead the congregations in worship of the dark god in the Temples of Shadow and spread his doctrine among the occupied settlements of Erenland with fearsome zeal. At the word of these wild-eyed legates, whole communities have been put to the sword or consumed in awful conflagrations for the suspicion of harboring heretics or unbelievers.

New Domain: Trickery.

Forbidden Domain: War.

The Shadow's Voice (Ex): Voices of Shadow gain Bluff, Perform, and Sense Motive as class skills.

Witch Takers

Seekers of Blood; Wolves of Shadow

Witch Takers are feared stealers of children and lethal hunters of those with the gift of magic—more a curse than a boon in the Last Age of Aryth. Witch Takers wander the land following the scent of wed blood and run- y to ground. Those ; enough and with the ude to become ser- s of the dark god are from the bosom of amilies and taken to vall. In Theros dia, these frightened dren are indoctrinated zrador's legates, des- d to join the ranks of Order of Shadow. hose whose spark is e arcane than divine rced into a life of mis- and exploitation as d channelers in serv- o the Shadow. Those are too old or who oppose the Shadow unted down and ed.

itch Takers do not a discrete organiza- they are simply es gifted with the to sense those who annel. Although they tend to work independently of others with their gift, Witch Takers often work closely with other legate factions, particularly solider legates, and typically report to a powerful patron within the order.

New Domains: Seeker.

Forbidden Domains: Death.

Sense Power (Su): Witch Takers gain a +4 profane bonus to Sense Motive and Spot checks to see through mundane or magical disguises worn by individuals with the Magecraft feat.

Ranks

The following are the ranks and minimum requirements of Izrador's Witch Takers.

Blood Seeker: *Mastery of 2nd-level divine spells; Survival 3 ranks.* The ability to sense channelers usually manifests late in a novice legate's training, and at that point the individual often feels a compulsion to seek solitude in the wilds for a time. The Blood Seekers are the most common rank of the Witch Taker sect, and it falls to these driven men and women to bring suitable candidates to Theros Obsidia for training in the Order of Shadow. Black-robed Blood Seekers riding alongside horse-drawn iron cages containing terrified, weeping children is a terrible but frequent sight on Erenlands roads. Blood Seekers usually

Seeker Domain

Granted Power: You have a latent sense for magically endowed blood that is similar to that of an astirax's abilities. You may attempt to track individuals with the Magecraft feat as though following a mundane set of tracks. The normal rules and modifiers for tracking apply and you are considered, for this purpose only, to have the Track feat and the scent ability. You gain a +1 circumstance bonus to the Survival check for every two spell energy points your quarry had when he was in your area.

Add Survival to your list of cleric class skills.

Seeker Domain Spells

1 **Longstrider:** Increases your speed.
2 **Locate Object:** Senses direction toward object (specific or type)
3 **Speak with Dead:** Corpse answers one question/two levels.
4 **Locate Creature:** Indicates direction to familiar creature.
5 **Shadow Walk:** Step into shadow to travel rapidly.
6 **Analyze Dweomer:** Reveals magical aspects of subject.
7 **Waves of Exhaustion:** Several targets become exhausted.
8 **Antimagic Field:** Negates magic within 10 ft.
9 **Disjunction:** Dispels magic, disenchants magic items.

travel with one or more guards or even a unit of goblins or orcs. There are some, however, who prefer to hunt alone.

Mage Hunter: *Mastery of 4th-level divine spells, Survival 8 ranks.* Where the Blood Seekers hunt down potential future legates, Mage Hunters stalk the renegade channelers of Erenland. They often work alone, but sometimes command elite units of assassins. These death squads have been deployed with great effect on the battlefronts of Erethor. Mage Hunters who have proven their loyalty are also granted permission to search for power nexuses, which is at once both an honor and a burden. These powerful locales are essential to Izrador's continued power and must be kept out of the hands of the Witch Queen and her allies at all costs; a Mage Hunter who inadvertently leads the foes of Izrador to a power nexus is subjected to horrible torture before his demise.

Witch Bane: *Mastery of 7th-level divine spells.* To catch the most powerful of channelers requires the most skilled of hunters; the Witch Bane is a Witch Taker whose name is spoken only in fearful whispers or not at all. Some say that Sunulael has a loyal Witch Bane who is being groomed to hunt Aradil herself; others laugh nervously and mutter that the target is more likely to be Ardherin, the Sorcerer of Shadow.

Soldiers of Shadow

Orcs and dwarves are both descendents of the elthedar who sought refuge in the Kaladruns. The dwarves' ancestors clung to their honor and their heritage, in time becoming the proud rock-folk who still fight against the darkness. The orcs' ancestors chose an easier path, one bargained for with blood and eventually sealed with their children's souls.

A bargain struck in the dark of night, over a baby who died during childbirth, opened the way. That long-forgotten mother pleaded with the awakening Shadow, swearing her service to the only god who would answer in return for her childrens' future. The Shadow responded by sending dreams of hope and whispers in an unknown speech. The elthedar struggled to survive over the next centuries, all the while suffering beneath the malevolent whispers of the dark god. Their most revered leaders were those who could glean some understanding from the strange tongue that was spoken to them in the night, and a facility with language became their unintended birthright. By the time one of the elthedar comprehended the god's words, their fate and souls were sealed. The bargain had become a rite, then the rite became a transformation, until finally the orcs crawled blinking into the sun.

With the dream sendings of the dark god came gifts that gave the orcs a chance at something more than just survival. The orcs became able to heal and breed quickly, to fight without fear, and to die without regret. In time they took the Northern Marches, then the dwarves' sacred mountains, then dominion over the Dorns, and at last have gained unfettered access to the bountiful southern lands.

The People

The elthedar accepted their childrens' transformation as their part of the bargain. They did not know, or dared not admit, how complete the transformation would become. Within a handful of generations the elthedar were no more; their children had been warped into the orcs men recognize today.

A typical orc male weighs in at 20 stone (about 280 lb.) and stands almost 20 hands tall (about 6 ft. 8 in). His long arms dangle almost to his knees. A thick, barrel chest covered with muscle and slightly bowed legs speak to his strength. The backward-sloping forehead and disproportionate mouth filled with chiseled teeth make manifest his anger as well as his deadly determination and animalistic skill.

Orcs seem even more deadly when fully armed and armored. They wear dirty furs over heavy blackened scale-mail and thick helmets designed to turn the heaviest blows. Each carries a bow, arrows, daggers, and a vardatch large enough to cut though a man with a single blow. Heavy boots studded with hobnails, throwing sparks with every step, complete their garb.

Orcish females wear less martial garb but hardly seem less dangerous for it. They stand on average a hand under the male height and weigh perhaps a stone less. Their bodies are sleeker, with a subtle gleam to their dark gray skin that gives it an appearance like polished stone.

Survival of the Fittest

When an orcish child claws its way out of the mother's womb the midwife checks for three things. First, she determines the child's sex. Second, she measures his strength and endurance by holding him underwater for 10 breaths. Third, and finally, she examines the survivors for signs of subtle defects. If she find none, she cuts the child's cord using a heated bronze dagger.

The midwife takes a suitable male child to the warrens. There the shamed and injured male orcs who can no longer fight are given care of the child, raising him in a crèche with his year-mates. The boys run wild, learning little of civilization but much of war, death, and brutality. Each pit seethes as rivalries evolve into open crèche conflict. Three quarters of the boy-children dropped into the pits make it to adulthood, and half of those are fit enough to leave the warrens. The rest can only stay if they are able to kill and take over the positions of those who raised them.

A suitable female child stays with her mother until she reaches five years of age. Then the midwives come for her again. This time they take her before the kurasatch udareen, the high priestesses who rule over the warrens. Forced to her knees, the young orc child must beg for her life. If she succeeds, the priestesses tell her the fate decreed for her by Izrador.

A female destined to become a breeder returns to her mother for further instruction and rearing. One chosen by the Shadow as a priestess joins the temple in the warren's heart. If she is unfit to bear children or to become a mother-wife of Izrador, she becomes a midwife. The mutilations which follow such a decision render her sterile and unable to speak.

Periodically, the priestesses have the brightest and strongest young males of the warrens sent to the breeders. They, who may only touch female orcs once in their lives, become the fathers of the next orcish generation. Then they go south, to die in the war.

Settlements

Dwarven tales say the orcs live in shallow warrens cut into the earth. These stories tell of deep pits filled with filth and black altars where the unfit go to offer up their lives for the Shadow. They say the orcs feed by gnawing bones from the holocaust in mockery of the oldest sacrifices.

For once, the dwarves stories hold a fragment of truth. The orcs dug their oldest warrens from the cold earth. These shallow earthen tunnels still exist in the farthest northern reaches, extended over the generations until they sprawl for miles. The tunnels break into the surface at irregular intervals,

creating openings from the world above into the darkness below.

Later warrens display greater skill but less fervor. These tunnels boast stone floors and strong supports, allowing for greater height and girth. They also run far deeper, forcing the orcs to construct specific entrances and exits.

Regardless of their age, all warrens share similar customs. The tunnels, temple, sleeping chambers, gardens, and birthing chambers belong to the women. Men may enter them only with a female's permission. Mothers and their daughters tend to the warren while the priestesses tend the temple. Midwives tend the sick, the pregnant, and those males who have earned their favor.

Should enemies attack, the women retreat to the temple while the midwifes unleash the males. Older boys and the overseers surge though the tunnels, slaughtering everything they meet. When the invasion ends they settle back into their dark homes leaving behind the bodies of the fallen for the priestesses' use.

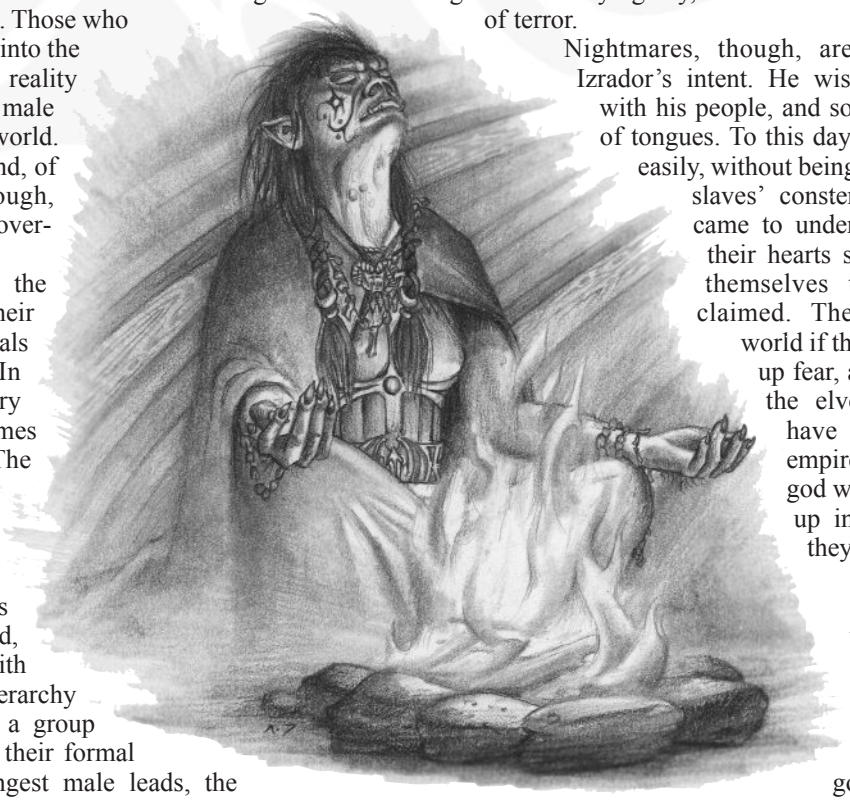
Governance

Orcish males who follow their strongest crèche-mate tend to live. Those who stand alone die, then go into the food pots. This brutal reality comes to dominate the male orcs' perception of the world. The fear of falling behind, of not being strong enough, drives them though the overseers' deadly games.

During this time the males receive all of their food, water, and materials from the midwives. In time, they learn that every good thing in life comes from female hands. The overseers kill any male who offers disrespect to a midwife, reinforcing this perception.

When the males leave their crèche behind, these lessons come with them. A dominance hierarchy forms within hours of a group gathering regardless of their formal organization. The strongest male leads, the rest follow or bow down. Orcish females are obeyed without hesitation. Those who try to impose order, be they legates or human princes, must do so with iron strength or suffer the consequences.

In the north, the three female castes continue to support the pits. Breeders bear children and practice crafts. Priestesses writhe in ecstatic dreams and direct the orcish tribes. Midwives monitor the pits, organize the warrens, and provide personal services to those males strong enough to have survived.



The priestesses also coordinate the tribes' contribution of men and materials for the war. Once a year, the kurasatch udareen gather in Gasterfang to lay to rest rivalries and commune with Izrador, who singles out those who have pleased him and those who have failed him. Those who earn favor rise in status, receiving ever more potent dreams from the dark god and protection from their rivals. Those who earn disfavor are taken as sacrifice by the dark god himself, their lives slowly drunk by his darkness until nothing, not even a scrap of flesh or a strand of hair, remains. The tribes led by those unfortunates are shamed and enter into a period of mourning, after which a new kurasatch udareen takes the place of the slain former high priestess.

Religion

Izrador's sendings continue to this day. Wherever they are, whatever they do, every orc hears the Shadow's voice in his dreams. It seeps into their bones, blighting visions and ideas that might otherwise suggest another path. He whispers to them of pain, of loss, and of the consequences that follow failure or being captured by fey hands. From their first sending until their dying day, no orc ever has a night's sleep free of terror.

Nightmares, though, are not the whole of Izrador's intent. He wished to communicate with his people, and so they learned the gift of tongues. To this day orcs learn languages easily, without being taught, much to their slaves' consternation. As the orcs came to understand the god's will their hearts swelled. They saw in themselves the vision he proclaimed. They could claim the world if they gave up pain, gave up fear, and gave up love. Let the elves and the dwarves have their kingdoms and empires for a time; the dark god would take his children up into the heavens after they gave him the world.

The emergence of the legates gave the lie to Izrador's promise. Very few of the chosen, and none of the priestesses, felt a call to go to Theros Obsidia. Instead men, weaklings from the south, took the place of pride among the Shadow's servants. The priestesses discuss this change in quiet voices and vie with the legates for power, while the males simply ignore the contradiction and serve those legates they must, ignoring those legates who do not require their allegiance. If the kurasatch udareen wished it, they could instill a greater hatred and tendency of disobedience toward the legates in whole generations of orc soldiers, but even they fear to so directly oppose their god's will.

Trade and Craft

Orcish midwives and breeders produce the clothing, food, pottery, weapons, and weavings used by orcish men and priestesses. Their mean gardens and loosely woven cloth cannot compare with goods brough back from the south. Nor, fortunately, can the blackened iron weapons they make withstand an edge of sharpened steel.

The orcs' lack of skill in animal husbandry prevents them from raising anything more mobile than a plant. Animals simply cannot abide to be around them, a sentiment most orcs reflect three-fold. This prevents them from building a steady supply of either meat or leather, two things they desperately need during the long winters.

Fortunately Izrador's chosen no longer rely on their own skills for survival. For thousands of years they have subjugated the goblins, forcing them to raise their food and forge their weapons. When the Fortress Wall fell, a stream of human slaves flowed north. Every additional nation to fall added to that stream, until it became a flood. Now an untold number of human and goblin slaves live and die in the northern orc warrens. They toil away, producing the food and worked goods that will in time find use in their peoples' slaughter.

Ways and Traditions

Sendings of the Shadow

The endless dreams come early to all orcish children, usually after their sixth birthday. Male orcs turn to what they know when the night-terrors begin. They lash out with tooth and claw, seeking to escape the pain and fear in violence. Older children copy the overseers' ritual dances and drumming, clumsily at first, then with growing skill and flare. On the march south they may learn more dances, more rhythms, more languages, and more ways to kill. These rituals all have one topic, one metaphor, one goal: to inspire hate.

When an orc male catches his first sight of a human or fey all of Izrador's visions, all of the rituals and drum-beats, come rushing back in a black tide of rage and hate. Only when the last foe falls do they regain control. That fear and rage never fade, though some orcs learn to temper it. Most revel in it as, for a few moments, they share something pure with their brothers.

Female orcs suffer under the same dreams as their male kin. Like the males, they turn to what they know. Fortunately, their training includes indoctrination into the orcish cult of the Shadow. This leads them to the priestesses, who sooth young girls by explaining the meaning behind each glimpse into the dark god's mind. Older girls must speak to their tribe's head kurasatch udareen upon receiving a vision. The high priestess interprets the vision for them, telling the child a part of the truth. Older women, fully in their caste, may pray directly to Izrador for guidance or revelation.

The Tribes

Each tribe is presided over by a head kurasatch udareen. Each tribe maintains as many as a dozen warrens, each one containing pits and chambers sufficient to house untold thousands. In each warren's heart squats a black temple tended by priestesses and fed on the bodies of the unworthy.

Blood Mother Tribe

The Blood Mother tribe's leading kurasatch udareen dominates her sisters' councils by virtue of her tribes' age and strength. Her people's warrens sprawl across the far northern lands and are home to the oldest and darkest temples of Izrador. Some orcs even believe that Gasterfang, where the leading high priestess lives, is the oldest orc settlement in the world.

The Blood Mother tribe maintains close communication and cooperation among its warrens. The dark pits of Gasterfang squat at the center of a web of roads stretching from the northern ice-sheet down almost to the Fortress Wall. Every dozen or so miles along the road is a lesser warren capable of holding as many as 1,000 orcs. These lesser warrens feed fully grown males and supplies to the greater warrens, each one a staging area built to hold 10,000 males and a quarter as many females. In all, there exist some 500 lesser warrens and perhaps 20 greater warrens in Blood Mother territory.

Many males of the Blood Mother tribe have moved with the conquering armies and are stationed throughout Erenland. Their mohawk-shaved heads and elaborate tattoos distinguish them from the less worthy tribes.

Dark Mother Tribe

After the Last Battle, Izrador spoke to the Dark Mother tribe's head kurasatch udareen. At her god's urging she took her people south, to the very edge of the northern lands. Though they suffered greatly during the journey, their territories now include much of the lands once held by the Dorns.

Males of the Dark Mother tribe cap their tusks with black iron before leaving the pit for the final time. Those who return to their tribal lands as overseers cut their tusks out to denote their diminished status.

Dead Mother Tribe

The Dead Mother tribe clings to life in a bare dozen warrens scattered over the far northeastern coast. The abundant fishing and thick seaweed which once provided their livelihood now goes south to support the war effort. The rations left to them keep bone and flesh together, though their dilapidated quarters are less than half full.

Orcs of the Dead Mother tribe hate water as much as any other orc, but they enjoy mastering that fear almost as much as other orcs enjoy giving in to it. Rather than trust to boats, though, they instead maintain an elaborate system of weirs and nets stretching as much as a half mile out to sea.

Feral Mother Tribe

The Feral Mother tribe's breeding pits supply most of the armed forces that war against the dwarves in the Kaladrun Mountains. The males of the tribe dream almost every night of their kurasatch udareen suffering endless degradation at the hands of dwarves, a fact that inspires the enraged hordes in their siege against the doomed holdfast of Calador.

The tribe's current role as the enemies of the dwarves is one that was hard won. They have waged a bitter war in the Icewall Mountains for centuries, trading raids and atrocities with their foes, dying while the other tribes built up their weight of numbers. When the other tribes burst through the Fortress Wall and pushed the battle far south of its former lines, only the Feral Mother tribe's pride and ferocity allowed it to retain its position as the leaders of the dwarven war front.

Gray Mother Tribe

The Gray Mother tribe traditionally claimed the lands just north of Steel Hill and amidst the foothills of the Highhorn Mountains. There they dug in deep, cutting into the rock to build their abyssal warrens. Over the years they linked together dozens of their smaller warrens using narrow, twisting passageways though the solid rock.

When the orcs conquered Fallport, Izrador sent a vision to all of the tribe's priestesses. Within days they moved south, leaving their warrens empty save for a handful of midwives and priestesses to tend the altars. Of the 40,000 women and children who set out, only a quarter reached Fallport alive.

Once the priestesses arrived, work began in earnest. The mothers and midwives dug a warren into the soft limestone while males brutalized slaves sent up from the south to fish and help with shipping. As the years passed, a warren nearly equal to the Blood Mother tribe's Gasterfang arose. In time, perhaps a few centuries, its altar will finally be stained as black as that of the Gray Mothers' hated rivals.

Shunned Mother Tribe

The Shunned Mother tribe took the Highhorn Mountains from the Gray Mother tribe's forebears. For centuries they bred an army in the foothills and valleys of the mountains, tempering young warriors against the elves of the Veradeen and forging alliances with the Order of Shadow in Bandilrin.

When Izrador's call came at the end of the Third Age they marched south to Bandilrin, which had become the staging ground for some 50,000 warriors of the Shunned Mother tribe and others throughout the Northern Marches. The Shunned Mother tribe also established a new warren at this time, somewhat to the east and higher in the mountains, separating Izrador's chosen tribe from those lesser orcs.

Males of the Shunned Mother tribe tattoo black bars under their eyes and across their arms. Those chosen as fathers tattoo red patches across the bars, one for each breeder that claimed the male as a mate.

The Call to War

Male orcs infest northern and southern Erenland in warbands up to 10,000 strong. All told, roughly 200,000 orcs serve in Jahzir's armies throughout Eredane. Legates and oruks are often called upon to act as their officers, though

some orcs occasionally display a knack for military affairs.

Orcs mustered by the tribes to fill the Night King's demand for soldiers travel to Highwall, Fallport, and Davindale. There they meet military discipline and command structures for the first time. Most never really understand either; the only thing they truly grasp is the system of dominance through which they survived the pits.

The army maintains three kinds of garrisons in the southern lands: occupied fortifications, pickets, and supply camps. Wherever possible, warbands occupy existing human or dwarf-built fortifications, repairing any damage done during a siege with slave labor. If no suitable fortifications remain near an important site, they have slaves construct long picket-lines of sharpened stakes, trenches, earthworks, and rubble-strewn fields. The loosely built supply camps act as staging areas for armies on the move and resupply depots for stationary and traveling warbands alike. Jahzir prefers to staff these camps with hobgoblins and humans, as male orcs make terrible record-keepers, organizers, and long-range planners.

Orc Military Rank

To qualify for a given rank, an orc character has to have a minimum character level, a minimum number of ranks in Profession (soldier), and a minimum number of enemy kills, as indicated by his arm scars. The following guidelines should be used to determine rank, but remember that just because a character has the minimum qualifications, this does not mean automatic promotion. The DM must consider the character's reputation within his tribe and the nature of his combat experience before allowing the character's commanders to promote him.

Of course, a character that successfully challenges or otherwise displaces a superior usurps that soldier's rank in fine orc tradition. The only question that remains is how long he will be able to hold it.

Orc Ranks

Soldier Rank	Level	Profession (Soldier)	Kills
Recruit	1	1	0
Blooded	2	4	10
Trooper	4	5	30
Warrior	6	6	50
Champion	8	7	70
Commander	10	9	100
Warchief	15	12	150

The Chosen

The ancient elthedar heritage sometimes combines with Izrador's gifts in strange ways. These few orcs are examples of those who have risen above their peers to become true powers in the Last Age.

Dorshod of the Dead Mother Tribe

Dorshod's birthing ended in the death of his mother and his midwife. This unusual display marked him as special. His incredible power as a spiritual channeler, something almost unheard of in a male orc, marked him as dangerous. After he sucked the soul out of an overseer, the priestess of his warren sent him to serve with the Night King Ardherin in Highwall. Now he serves at the Night King's right hand as a favored servant and occasional enforcer.

Gorgathan of the Bone Mother Tribe

Gorgathan rose from the almost extinct Bone Mother tribe to become one of the first orcish legates. His pride at being doubly blessed by Izrador came to an abrupt end when he learned of his first assignment. Now he serves as the discarded advisor of Grial the Fey Killer, alternately ignored or hated by his own people.

In order to escape his situation Gorgathan spends most of his time out among the troops. Sometimes he goes disguised as an ordinary soldier; others he pulls on his full regalia and walks among the recruits.

Grial the Fey Killer

Grial the Fey Killer earned his name during his youth. Now, as the commander of the war against Erethor, he spends most of his time engaged in bloodless logistics and strategic planning. His ability to measure the repercussions of these two subjects, almost unimagined by most orcish warriors, borders on prophesy: prophesies the human army commanders have learned to heed, least disaster befall them.

Shaelgruf One-Arm

Shaelgruf commands the forces around Alvedara. His huge size and vicious fighting style make up for him losing an arm in his first live engagement. The soldiers in his command worship him as a living incarnation of war and tell tales to one another of his numerous exploits.

CHAPTER 12
Running Midnight

This chapter presents tips and guidelines for running effective campaigns in the world of MIDNIGHT. The setting material and suggestions presented in this chapter are closed content. Game rules and statistics are designated as **Open Game Content**.

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

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

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

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

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

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

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

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

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

The Fell.

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

Playing in the world of MIDNIGHT is different from playing in a standard fantasy campaign. Perhaps the largest changes are the replacement of the standard spell slot magic system, the removal of divine magic from the hands of the heroes, and the lack of a gold-driven economy. While these changes are obvious in their application, they mark subtle shifts in many of the rules and conventions that bind a standard d20 System fantasy game.

For instance, MIDNIGHT's spell system supports the dark tone of the setting, with its evil overlords, unchecked bands of goblins and orcs, and the dark god that rules over the land. This and the fact that carrying magic items places a party at risk of being hunted by Izrador's legates means that magic is a less common, but no less significant, force in the world. The rarity of spells and items with magical enhancement bonuses makes some creatures much more dangerous than in a standard game, where fireballs and holy avengers can cut through even the nastiest challenges.

The lack of a gold-based economy has several repercussions as well. It makes the acquisition of treasure much different than in a standard game, since even if a tribe of goblins has amassed a hoard of gold and silver, such a find is not likely to provide the material luxuries that a character in a standard setting might enjoy. The fact that magic items are rare and require special circumstances to be created rather than a straight gold expenditure means they are at once more accessible and less easily acquired from others.

This chapter presents all of the rules mechanics changes a DM must be aware of to run a MIDNIGHT campaign, including the use of magic, changes to creatures, and the dissemination of treasure. This chapter also includes suggestions for the less mechanics-oriented aspects of DMing in MIDNIGHT, such as adventure design and pacing.

Divine or Innate?

The magic of Aryth is a mystery, and should remain that way despite the d20 System rules and mechanics. Some aspects of magic are therefore purposely left up to the DM. For instance, many demons have spell-like abilities. If a demon in your campaign has been fleshbound by Izrador and serves him loyally, do his spell-like abilities remain innate, or is he considered to gain his power from Izrador himself, making his spells divine? The former option gives Izrador greater versatility and a wider array of tactics, in that he has at his command powerful servants whose magic is not subject to some of the PCs' class abilities. On the other hand, if a fleshbound demon is considered to receive his magic from Izrador, that gives the dark god greater control over such creatures and the power to take away their abilities as easily as he would any of his legates that displeased him. In the end, the decision is up to you, the DM.

Magic

As stated throughout the player's section, magic works differently in MIDNIGHT than in other settings. The primary differences are found in the division of magic into three distinct types, in the manner by which magic items may be created, and of course in the effects of the Sundering.

The Three Types of Magic

Magic in MIDNIGHT is always classified as one of three types: channeled, divine, or innate. Channeled magic is the most commonly used by PCs, and can most easily be defined by the fact that it requires the use of the Magecraft and Spellcasting feats and is powered by spell energy. Divine magic is identical to that described in the core rules with the exception that only the divine magic granted by Izrador functions in MIDNIGHT. Finally, innate magic includes any magic that is powered by supernatural or spell-like abilities, and is the most common type of magic used by non-humanoids. If a magic item or spell effect was indirectly created by a specific type of magic, such as a magic item enchanted by a legate, assume that the magic item or spell effect is of the same type of magic as its creator.

For most game mechanics purposes, the three types of magic are not differentiated. The *detect magic* or *cure light wounds* that a channeler casts works the same way as one that a legate casts, and *dispel magic* works the same against spell effects generated by a channeler, a legate, or a creature with spell-like abilities. There are, however, game mechanics specific to MIDNIGHT that differentiate between the three types of magic. The most common such effects encountered by PCs are black mirrors and astiraxes' sense magic ability. The PCs may also have powers that affect specific types of magic, such as the wildlander's sense dark magic ability or the bane of legate's sundered spirit ability.

Channeled Magic

Channeled magic is thoroughly described in Chapter Five.

Divine Magic

Some methods of casting channeled or innate magic overlap into divine magic, at least as far as the PCs' abilities are concerned. For instance, though they follow all of the rules for channeled magic, spells cast by the kurasatch udareen are considered divine magic for the purposes of black mirrors, astiraxes' sense magic extraordinary ability, and wildlanders' sense dark magic class ability.

Innate Magic

Innate magic deserves special mention as the "catch all" type of magic in MIDNIGHT. If a spell or power is not otherwise explained or defined, and if you have no reason to believe that it is powered by one of the other types of magic, then you may assume that it is innate magic.

All monsters' supernatural and spell-like abilities are innate magic. Additionally, some monsters from the MM, like trumpet archons, rakshasas, and nymphs, have racial abilities that allow them to cast spells as clerics, sorcerers, and other spellcasting classes from the core rules. Spells cast through these abilities should be considered innate magic.

Magic Items

Magic items, like magic, are very rare on Aryth. Their value is incalculable, as those who fight against the Shadow need every advantage they can get. Of course, even possessing an enchanted weapon or item is dangerous, as the dark god's minions have standing orders to confiscate any magic item they find and to kill its owner. The presence of the legates and their astirax companions in all corners of the world presents an even greater danger to those found with magic items of any kind. Carrying items of power is both a dangerous risk and a necessary one for any who would hope to loosen the tight grip that the Shadow maintains over the people of Aryth.

Identifying Items

Because of the limited nature of magic in the world of MIDNIGHT, knowledge, lore, and research are more important in identifying items than magic. Hermetic channelers can consult their lorebook to identify items, and DMs may allow characters to make skill checks to identify and determine how to use item. Skills like Knowledge (history) or Decipher Script might be used to translate ancient runes inscribed on the item, Knowledge (arcana) or Spellcraft might be used to analyze an item's design, or Gather Information might even be used to chat to local farmers about tales of old Dorikar and his magic spear. A good DC for learning the most basic information with such checks is 15 + the caster level necessary to create the item, with the character learning an additional power of the item for every 5 points he gets on the check beyond the DC. Using skills in this manner may take anywhere from one day to one month, depending on the character's location and the availability of sages and research materials.

Creating Magic Items

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

When using a power nexus to create a magic item the spellcaster must still meet all of the prerequisites to create the item, including known spells and caster level. The spellcaster need not provide raw materials of any gp value other than the item (which must still be masterwork if it is a weapon, shield, or suit of armor). Other than these variations, the item creator follows all of the core rules for creating the item, including time and XP spent (see the sidebar above). But before any of that can be accomplished, a power nexus with the right attributes must be found.

Item Creation

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

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

Lab: Rather than requiring a laboratory to create an item, a spellcaster must create the item at a power nexus (see page 298).

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

Item Cost: Magic items do not have a cost in MIDNIGHT, as they are invaluable and are rarely traded, especially for gold. Costs are given for new items to calculate how much XP it costs to create them and to show their value relative to the amount of total wealth a character of a given level should possess (see DMG).

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

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

Power Nexuses

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

The power within a nexus is finite, and if it is used too often or as a conduit for too much magic, it can be drained forever. This power is measured in spell energy points, similar to a channeler's spell energy pool. These points can be drained for two principle uses: to power spells and to allow permanent magic items to be created. Unlike spellcasters, however, a nexus does not automatically recover all of its spell energy at the end of each day. Instead, each nexus has a unique rate of recovery. Some recover quite slowly, while others recover their spell energy daily. If a power nexus ever reaches zero spell energy, it ceases to function and any physical manifestation of the power nexus is destroyed (usually violently and dramatically).

Attuning to a Power Nexus

Before a power nexus can be used, a spellcaster must attune herself to it. A spellcaster can attune herself to a nexus by positioning herself within or above its center (often a feat requiring magical assistance, given the nexuses' exotic and dangerous locations) and concentrating on the nexus's power. This requires undisturbed concentration and takes 1 hour per 10 points of the nexus's maximum spell energy (round up). At the end of this period, the spellcaster makes a Concentration check with a DC equal to 10 + 1 per 10 points of the nexus's *maximum* spell energy (round up). If she succeeds, the spellcaster is attuned to the power nexus for one week. After the duration of the attunement runs out, the spellcaster must repeat the process.

If the spellcaster exceeds the DC of the check, she may "spend" the excess "points" in one of two ways: by increasing the duration of her attunment by one week per point spent, or by increasing the DC for others to attune to the power nexus by one per point spent (see below).

Attuning yourself to a power nexus to which another spellcaster has laid claim is difficult, as the power nexus's mystic structure naturally shapes itself according to the mindset and leanings of the people who have tapped its power. For every other spellcaster currently attuned to a power nexus, the DC to attune yourself to it increases by +2. Additionally, the task can be made even harder by attuned spellcasters who attempt to block others from using the power nexus (see above).

Using a Power Nexus

Powering Spells

When a channeling spellcaster casts a spell within the boundaries of a power nexus to which she is attuned, she may draw on the nexus's spell energy to help power the spell. To do so, she casts the spell as normal and makes a Concentration check with a DC equal to 15 + the level of the spell. If she succeeds, the power nexus provides 1 point of the required spell energy from its spell energy pool, while the channeler provides the rest from her own spell energy pool or by suffering Constitution damage. For every 5 points by which she exceeds the check DC, the power nexus provides an additional point of spell energy.

Using a power nexus in this way is not considered an action, and requires no additional time beyond that normally consumed in the casting of the spell. For instance, a channeler may use a power nexus to help power a quickened spell, even though casting a quickened spell is a free action.

The exact boundaries of a power nexus are determined by the DM, and often must be discovered by trial and error. The boundaries are often defined by the natural feature that shapes the nexus itself, but as a general rule should not extend farther than 5 ft. from the center per spell energy point in the nexus's maximum spell energy pool.

Nexus's use as immobile spell batteries made them favored defensive positions and lairs for channelers of old, but such spellcasters only had to deal with each other as competition for the honor of claiming a nexus as their own, and often had the support of followers, patrons, or the kingdom of which they were a part. In the Last Age, spellcasters do not have that luxury, and making one's home at a nexus in only likely to draw the legates' attention to the place of power. Likewise, attempting to hold a nexus that has been discovered by the legates, unless it is deep in Erethor or surrounded by the clanholds of the dwarves, is tantamount to suicide.

Crafting Magic Items

As described above, creating magic items in MIDNIGHT is similar to doing so in other settings. The creator need not spend wealth for the raw materials or have access to a lab, but he must provide the masterwork item to be enchanted, be able to cast the prerequisite spells, and spend the time and XP as usual. On the other hand, the creator must attune himself to a power nexus with the appropriate attributes and must perform all of the crafting within that nexus's boundaries.

Each power nexus may only be used to create specific types of magic items, defined by the item creation feats that may be used at that nexus. Additionally, creating an item at a nexus drains its spell energy points. The amount of energy drained to create magic items is shown on Table 12–1.

Nexus Affinities

While the raw magical energy found in a power nexus can be used to cast any types of spells or help enchant a magic item with any power, some nexuses work more efficiently with spells with certain descriptors. This is known as an affinity. Affinities work similarly to spell talismans, except that in

Power Nexus Spell Energy Costs

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

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

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

* Includes market price modifiers for armor or weapon special abilities

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

Table 12—1

addition to specific spells or spell schools, affinities may provide discounts to spells with specific descriptors. For instance, the enchanted lava flow mentioned above might have a fire affinity, therefore using less spell energy when supporting spells with the fire descriptor and when creating any items with spell prerequisites that have flame descriptors, such as weapons with the flaming special ability. An affinity can also be specific, such as a broad-leafed tree whose leaves, when filled with summer rainwater, act as a power nexus for the creation of a staff of the woodlands. In general, the more specific the nexus's affinity, the greater the discount it provides on the creation of such items.

The DM may feel free to create new descriptors or to use other aspects of a spell when creating power nexus affinities. For instance, while there is no "water" descriptor, any spell that affects or creates water would benefit from such an affinity; likewise, though there is no "gas" descriptor, any spell that creates a fog or cloud, such as fog cloud, cloud kill, or solid fog, might benefit from such an affinity.

Whenever a power nexus is used to help create a magic item, the DM determines whether or not the item being imbued matches (usually by nature of its spell prerequisites) the nexus's affinity. If it does, the drain on the power nexus's spell energy is lessened by an amount equal to the discount.

Affinities also work when a power nexus is used to help power a spell. Affinities only lessen the spell energy drained from the nexus's pool, not the channeler's. Additionally, an affinity is not applied to a spell that the nexus is helping to power until after the spellcaster makes her Concentration check. For instance, a channeler that casts a *wall of ice* spell within the boundaries of a power nexus with affinity 2 for all cold effects might meet the exact DC of Concentration check, which would only allow her to use 1 point of the power nexus's spell energy to help power the spell. Even though the power nexus has an affinity of 2 for the effect, so that zero spell energy points will be drained from its pool, only 1 point is discounted from the spell energy cost to the channeler. If she had exceeded the DC by 10, on the other hand, allowing her to pay 3 fewer spell points to cast the spell, the full discount of 2 would be applied and the power nexus would only lose 1 spell energy point.

Finding a Power Nexus

Aside from through sheer chance, power nexuses can only be found by a rare few souls on Aryth. This is represented by the requirement of the Sense Nexus feat (see page 124).

Sample Power Nexuses

Ironmelt Vortex

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

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

Windforge Chasm

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

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

Black Ice Falls

High in the Kaladrun Mountains, where the frost never melts and mighty rivers are birthed, the mighty Black Ice Falls thunder and roar as water plunges from their heights. Stained black by the minerals in the high mountains, the black ice has formed into a vast outcropping that juts away from the mountain face like the flying buttress of a titanic castle. A mighty spring burst forth from the stone above this shelf of black ice a dozen years ago, the water from which now pours down and over the ice to form an enormous waterfall.

The crash of water falling from the great heights has shattered the rocks below and formed a stream, clotted with chunks of ice and shards of rock. This flow winds its way down through the Kaladruns, where it is gathered by the dwarves and sold to the elves. Though the elves do not understand why, the water nurtures their trees, causing them to grow more rapidly than might otherwise be possible.

Those who wish to find the Falls must travel to the highest peaks of the Kaladrun range, battling the bitter snows and dangerous avalanches the whole way. The reward, however, can be great—even the elves acknowledge the mighty power of Black Ice Falls. The Witch Queen has considered forming a permanent bastion there, a fortress where the dwarves and elves could harness the power of the falls for the battle against Izrador.

Black Ice Falls
Spell Energy: 50
Feats Allowed: Craft Arms and Armor, Craft Spell Talisman, Craft Wondrous Item
Affinity: All spells of cold, water, or plant 3
Recovery: 5

Blindfork Spires

The peaks of the Kaladrun Mountains are littered with blackened, scorched patches where the thunderous kisses of the clouds have touched them with flickering tongues of lightning. Where the stone is cracked and blasted, it sometimes reveals slick, black streaks of metal. Melted by the force of the lightning stroke and cooled by the frigid winds that howl over the mountains, these streaks are treasured by the dwarves, who regard them as a last promise from the divine.

In some areas, these lightning-blasted spots become hallowed by clans of dwarves, who take their scrap metal and waste rock to them. Piled high and anchored in place by clever dwarven engineering, these spires of rock and metal become fused, blackened pillars after a lightning strike or two. The results are the Blindfork Spires, areas where the mountain hums with retained power and tongues of lightning can sometimes be seen leaping up from the blackened columns toward blue skies overhead.

Over the years, these spires become enchanted in their own right, storing the power of the storm. Those who know how to tap into their energy are able to create deadly weapons that seem to cry out with the voice of the storm when used. Though the dwarves do not begrudge others the use of these spires, they also do not go out of their way to guide others to them. The dwarves will never part with weapons forged at these sites, as they view them as the tools of their liberation, lightning harnessed to fight the Shadow.

Blindfork Spires
Spell Energy: 30
Feats Allowed: Create Magic Arms and Armor
Affinity: Weapons and ammunition with electricity effects 1
Recovery: 1

Blood Tower of the Northern March

In the early days of fighting against Izrador, the Blood Tower was known as Rokan's Hold and was part of the great Fortress Wall of the north. The Hold was a renowned training ground for warriors and it consistently managed to bring in dozens of orc trophies a month. Its walls were adorned with grisly reminders of past battles and the men who served there were amongst the most vicious of all defenders. Even the hint of an orc could send them into murderous frenzies and the dark races eventually learned to avoid the Hold entirely.

During the second invasion of Izrador, the men of the Hold were put to the test. They were all that stood to stem the tide of the Shadow while the northerners retreated to shore up defenses elsewhere. For weeks, the men of Rokan's Hold defended the tower, slaughtering any orc who dared get too near. Though the defenders fell to magic and arrows, they whittled away at the forces attacking them.

The arrival of a contingent of blight ogres spelled the doom of Rokan's Hold. The battle for the tower raged for weeks longer, even after the arrival of the ogres, until the interior of the tower was drenched in blood and the walls were plastered with gore. Though the Hold fell, its defenders became legends because they gave the northerners needed time to regroup and reorganize. The Blood Tower became a story to inspire warriors from that time forward.

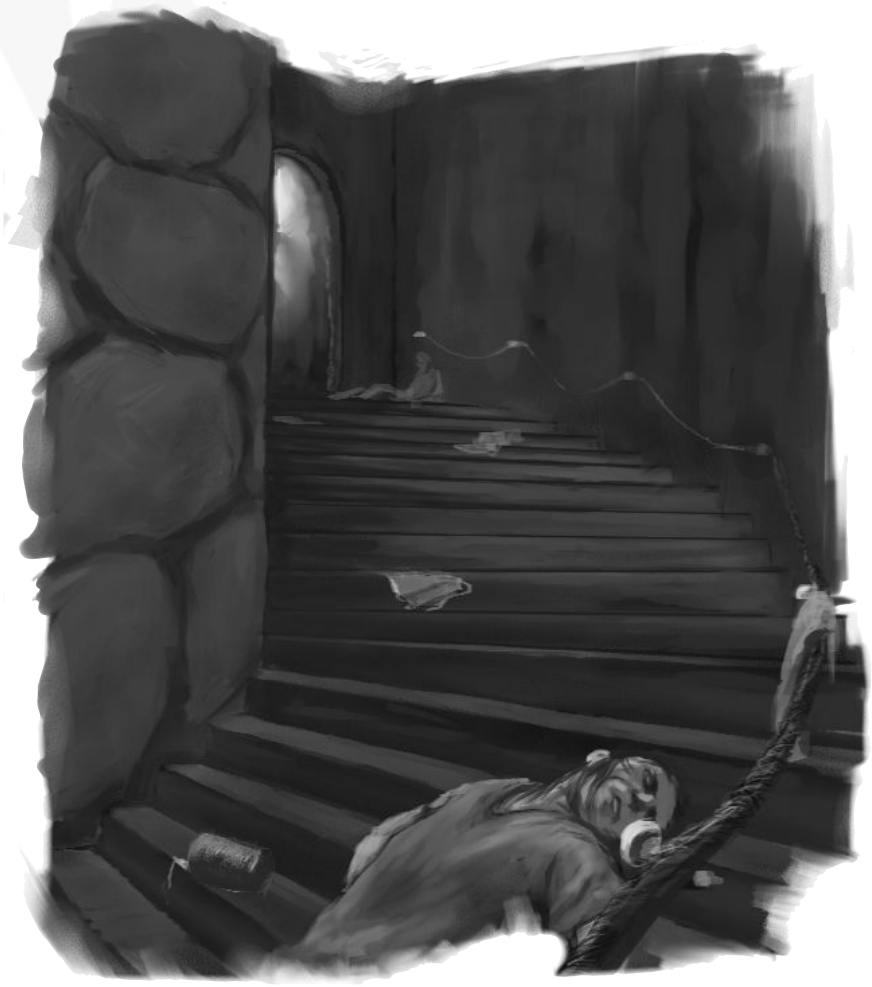
Though the Blood Tower has since been overrun by the forces of Izrador and is currently home to a tribe of vicious goblins, powerful magic waits in its lower regions. The powerful nexus somehow escapes the notice of Izrador's legates and even the astiraxes. The spirits of the warriors that fell there may have something to do with this defense. Perhaps it is they that have shaped the power of the nexus to oppose Izrador with its unique power. Regardless, should heroes be able to infiltrate the Shadow's defenses and craft magic items in the heart of one of his strongholds, the benefits would be powerful indeed: magic weapons that retain their enhancement bonuses even when within the presence of a black mirror.

Blood Tower of the Northern March
Spell Energy: 40
Feats: Craft Magical Arms and Armor
Affinity: Any weapon enhancement 2
Recovery: 4
Special: May only be used in the creation of weapons; may only be used by those who oppose Izrador and his forces; any magic weapons created here retain their enhancement bonuses and powers even when within the presence of a black mirror.

Cave of Bones

To the west of Idenor in the central Kaladruns, a cave has existed for thousands of years beneath a lake that was once the burial place of dwarven lords. The lake was created during the first war with Izrador as a pair of legates used their magic to raise the dwarven lords of old to fight against their own clansmen. As the stone was ripped from the mountain, a deep depression was revealed. The bowl-shaped remains of the graveyard soon filled with water, creating the small lake that is found there today.

Beneath the lake lies a cave that has become the home of many fell creatures, including a family of intelligent mountain gorillas who have recently moved in. The cave branches off into several small caverns, and one in particular holds a power nexus that was born of the dark magics that created the lake long ago. Water dripping through small cracks in the rock has formed dozens of stalagmites and stalactites in the cave, each of which holds a small amount of latent spell energy. These formations are long and thin, resembling the bones of the dead that once rested in graves above the cavern.



A spellcaster that knows the proper rituals can bind this magical energy into items of various shapes and abilities. An item must be bound to one of the rock formations using the sinew from a fresh kill. Extracting this strange component requires a DC 18 Survival check; a Small creature provides enough connective tissue to wrap a single item. Multiple stalagmites and stalactites may be used when fashioning an item, allowing the item's creator to harness more energy from the nexus, but enough sinew must be collected in order to link them all together.

Cave of Bones
Spell Energy: 10 per stalagmite, to a maximum of 70
Feats Allowed: Craft Magic Arms and Armor, Craft Staff, Forge Ring
Affinity: Earth 1
Recovery: 2

Corpsedigger Cypress

The wide delta formed where the Eren River meets the Gulf of the Shorshef is thick with lush growth that hides ancient secrets and forgotten rites. Deep within the delta, hidden from the eyes of casual travelers, the Corpsedigger Cypress wallows in its muddy home and yearns for the days past when a cult offered it succulent sacrifices in exchange for its blessings. Deprived of its worship for generations, the Corpsedigger Cypress can do little but tangle its roots over the bones of past victims and sleep.

But it can still provide power to those clever enough to learn of it and brave enough to find their way to its mist-shrouded bayou. There, the powers of thousands of deaths stir the waters with unseen currents and specters of ancient sins rise up from the muck to thwart those who would benefit from their deaths.

However, the Corpsedigger can generate magical energy more quickly if it is properly propitiated. If a sentient being is killed on its gnarled roots during the night of the full moon, the Corpsedigger gains one spell energy per Hit Die of the sacrificed creature. Any extra spell energy is lost at a rate of one point per day. Only one such sacrifice is accepted each month. In times past, its power waxed with each sacrifice, regardless of the number of them . . . some say that if the proper ritual is performed, that limitation of one sacrifice per month will again be removed.

Corpsedigger Cypress
Spell Energy: 15 points
Feats Allowed: Craft Spell Talisman, Craft Wondrous Item
Affinity: Death effects 3
Recovery: 1

The Fang

The Fang is a rock that juts out of the ground near the eastern edge of the Druid's Swamp. It is a sharp, curved rock that rises about 10 feet from the ground, although it extends at least 50 feet into the mud below. The thick, pasty mud that surrounds this landmark can trap a man should he stand in one spot too long. The only creatures that can safely negotiate the muddy wetlands surrounding the Fang are those that crawl, primarily snakes. These creatures even live in the Fang itself, making their nests within the many holes that have been bored into the porous rock.

Lore surrounding the swamp suggests that the Fang is actually the tail of a dragon that was petrified during the last war by the druids who guard this swamp. While the rumors have never been verified, the druids' fearsome reputation lends credence to the theory. It would also explain the lingering magical abilities of the rock and the strong attraction it seems to have for serpents of all kinds.

Spellcasters that would use the energy of the Fang to empower their magical items must first brave the dangers of the surrounding swamp. The Night Kings' armies crowd the plains outside the eastern border of the great forest, and the jungle elves and guardians of the swamp defend their territory viciously. Unknown adventurers are likely to be greeted by the tip of an arrow, or worse, by one of the forest's guardian spirits. If the spellcaster and his companions can talk or fight their way through these impediments, there are still the terrain and other dangers of the swamp to deal with. The wet, sucking mud makes it nearly impossible to stand in one location, and the snakes get more aggressive as one moves closer to the Fang.

If one can reach the Fang and stay there long enough, the power of the stone can be used to enchant items. A spellcaster must place the item to be enchanted inside one of the many holes that pock the stone, being careful not to disturb any of the snakes that live within. Once this is done the spellcaster can begin the rituals necessary to enchant the item. The Fang has a particular affinity for magic that is related to serpents in some way, whether it is poison, stealth, or unusual methods of movement.

The Fang
Spell Energy: 60
Feats Allowed: Craft Rod, Craft Spell Talisman, Craft Wand, Craft Wondrous Item, Forge Ring
Affinity: Serpent-related magic 2
Recovery: 5

Forges of the Sirocco

Though the Asmadarin people are not adept at the magical arts, they know magic when they see it. The coastal deserts of the Island of Asmadar have long been haunted by strange creatures, beings that emerge from the ruins to stalk those foolish enough to venture near them. Known as the horsha, these beings are fearsome and relentless, stalking the Asmadari wherever they find them.

But there are other creatures in the desert, djinn both strange and wondrous. They once ruled over much of the Island of Asmadar and their summoned servants obeyed their every whim. This all changed with the coming of the Blighted Order. This group of channelers and wizards formed sometime after the Sarcosan invasion. Rather than use their powers to help the wartorn populace recover and rebuild, they went into seclusion to continue their studies and amass their

power. They removed themselves to the Island of Asmadar and there captured the now trapped djinn and forced them to toil at magical forges. Though the djinn were eventually able to destroy their masters, the efforts reduced them to mere shadows of their former glory. Chained to the forges of their fallen masters, the djinn are rarely seen in these dark days.

The Asmadari speak of these forges in reverent tones. Though they do not understand how the ancient forges are used, they know there is power in them and have seen the spirits of the djinn lash out against the horsha when the pale ones come too near the forge. Finding one of the forges is difficult, but not impossible. Those who follow the hot breath of a sirocco to its source will often find one of the massive forges and the attendant spirits, waiting to do his bidding.

Plagued by memories of their masters, the djinn will operate the forges, but only to fashion items of protection. Thus, the forges will operate for those who use them to craft items or spells of protection, but will never again create weapons of war.

There is no exact count of the number of these forges dotting the deserts of the Island of Asmadar, but at least five different forges have been encountered by the Asmadari and their wise men.

Forges of the Sirocco
Spell Energy: 15
Feats Allowed: Varies
Affinity: All Abjuration spells 1
Recover: 1
Special: Each forge will allow its user to create a different kind of magic item. The known five are: Abjuration spell talismans, *ring of protection*, *cloak of resistance*, *bracers of armor*, and *amulet of natural armor*.

Greenthroat Cavern

Though the powerful magic of the Whispering Wood is meant to protect the elves of the Witch Queen's realm, there is a dark spot within where even the elves fear to tread. Spoken of in hushed tones and protected from the scrutiny of outsiders, the Greenthroat Cavern is the alien side of the Whispering Wood. The elves debate its origin. Some believe it is the home of elven spirits who died without the ministrations of Whisper Adepts. Others say it is evidence of the taint of Izrador reaching into the Witch Queen's world. Regardless of the reason, the effect is clear: Elves are not only unable to set foot within, but are entirely blind to its magic as well.

In contrast, spellcasters of other races can hear the call of the Greenthroat even from outside the elven lands. They say it whispers of power and feats of glory. Besieged on all sides by the forces of the Shadow in the North, more and more are heeding that call and sneaking into the Whispering Wood. A few have even found the Greenthroat Cavern and used it to craft strange bows and awesome staves. Though the elves are distrustful of the power the cavern offers, they are loath to withhold an advantage from those who oppose Izrador.

For now, the elves do their best to stop intruders near the Greenthroat Cavern and discern their intent before turning them away from their lands or allowing them to heed the Cavern's call. Should the weapons coming from Greenthroat ever be used against the elves, however, they will certainly change their manner when dealing with outsiders.

Greenthroat Cavern
Spell Energy: 30
Feats Allowed: Craft Magic Arms and Armor, Craft Staff
Affinity: Bows, arrows, and staves 2
Recovery: 5
Special: May not be used by elves or elflings

Heart of the Wood

This power nexus is one of the most closely guarded secrets within the Caraheen. It is hidden deep within the forest, and none may approach it without the implicit consent of the Witch Queen and her followers. To do so without her blessing would be to invite the might and peril of the great forest down upon oneself. Even with this consent, the nexus does not reveal itself easily to those who would use its powers. It resides in the treetops themselves, a plane of pure force that cannot be dispelled by the mightiest of magics, and which is completely invisible to those looking for it from the forest's floor.

In order to detect this nexus, one must be traveling through or otherwise negotiating the treetops, or at least the topmost branches of the ancient hickory trees that grow in the

area. Flying above the area does little good, as the wide branches and evergreen leaves hide this place from hunters in the sky. Once discovered, however, the place is a wonder to behold. The nexus appears to be a plane of multicolored energy that pulses in a pattern vaguely resembling a spider's web. A spellcaster must walk to the center of the web, where she will be able to use her skill with magic to weave some of the forest's lifeforce into an item of power. Doing so is strenuous on both the mind and body, however. Anyone attempting to reach the center must make three saving throws of DC 18, 24, and 30, one each of Reflex, Fortitude, and Will. The walker may choose which path to take, therefore facing the most difficult aspects of the web in the order of his choosing. In game terms, this means that the walker may choose which DC to assign to each save type, and in which order they wish to attempt them. Anyone who fails one of the saves is forcefully ejected from the nexus and may not try again for another day.

The Caransil are very protective of this nexus, although they are subtle in their methods so as to avoid giving away the presence of such a great treasure. Any party of adventurers that travels near it, even those who have received the queen's blessing to approach the nexus, will be followed by a party of elven scouts who will kill anyone attempting to destroy the trees surrounding the nexus. Should someone ever succeed at this task, the power of the nexus will be forever destroyed, and the surrounding land will become easy prey to Izrador's forces.

Heart of the Wood
Spell Energy: 250
Feats Allowed: Craft Greater Spell Talisman, Craft Magic Arms and Armor, Craft Spell Talisman, Craft Staff, Craft Wand, Craft Wondrous Item, Forge Ring
Affinity: Items only: elf and forest magic 5. This includes the enchantment of items that have elves in the title or description, as well as any item whose prerequisite spells are on the druid spell list.
Recovery: 50. On some days, when the dark god's forces have been particularly harmful to the forest environment, the nexus may not recover any energy, or its recovery will be stunted.

Kedunni Plains

On the Plains of Erenhead just west of the Barren Forest there grows a patch of tall grass that holds a sacred significance to the halfling tribes that roam the grasslands. In the Time of Years, before the dark god fell, a halfling warrior fought with the Spirit Mother against a demon so terrible that not even the Spirit Mother could destroy it alone. The halfling, Utham the Hunter, was mortally wounded in the fight, and where his blood dropped the grass became stained with purple, the halfling color that symbolizes honorable death.

Now the purple tips of the grass can only be seen when the wind blows over the plains, and during these times the halfling shamans come to pray to the Spirit Mother. Sometimes they bring items with them so that the songs of the Spirit Mother may enchant them. Halfling leathers and spears can be enchanted here, and magics that protect or help conceal the halflings can be woven into a variety of forms.

Travelers to the Kedunni Plains rarely see these purple-tipped grasses unless they know their secrets. The grass grows tall and the wind blows across the plains frequently, but in order to find the sacred spot one must look from a halfling's height. Otherwise the grass appears to be identical to that around it. Only those who can see the purple tips may enchant items within the grasses, which must be wrapped around the item to be enchanted so that their tips are touching it during the process. If the grasses are damaged in any way during the process or removed from the sacred ground, the enchantment fails.

Kedunni Plains
Spell Energy: 18
Feats Allowed: Craft Magic Arms & Armor, Craft Wondrous Item
Affinity: Abjuration and Illusion 1
Recovery: 3

Keela's Haven

Along the southeastern edge of the Ardune near where the Wogren Moor begins to take shape, there lies a cave submerged beneath the surface of the lake. Some believe that this cave is the birthplace of each wogren spirit before it becomes part of a halfling community, and because of this the halflings of the central plains guard the secret of its existence very carefully. Indeed, most of the halflings are not even sure if such a place exists, and even if they suspected it were true, none but the tribal shamans have any business in such a place. Halflings are taught that most things, especially those born of legend, are better left undisturbed.

Whatever the truth of the legends, the cave is a place of great magic. The entrance can be found deep on the lake's wall, where it leads up into a dry cave that has a supply of oxygen that is only as strong as the spell energy stored within it. Those who come here in secret to forge weapons and items of power know not to drain its resources too much, lest they be trapped within a cavern that would suffocate them for their greed. Those who do not know can feel the air becoming thicker and their breathing more strenuous with each passing hour during the enchanting process.

Despite this disadvantage, this nexus has been very popular with those who know of its existence. The gnomes that travel up and down the Eren River are the most knowledgeable about this nexus, and the halflings of the central plains are also aware of it, though in lesser numbers. A number of great magical items have been attributed to this nexus through the lore of the channelers, most notably the magical cloaks worn by the Otter and the Star, a pair of gnome-raised dwarrow who now lead a shadowy rebellion against the Night Kings.

Keela's Haven
Spell Energy: 75
Feats Allowed: Craft Magic Arms and Armor, Craft Spell Talisman, Craft Wondrous Item
Affinity: Animal and spirit magic 5
Recovery: 15

Lillywick Pond

This small, clear pond sits on the western edge of Erethor to the northwest of Arnthora. It was formed by runoff from the black rains that poured over the forest seven years ago. Despite the drought that has plagued the forest since that time, this pond has remained a stable part of the local ecosystem. The water is safe to drink despite its putrid appearance, and local animals have learned to use it as a reliable watering hole when other water is scarce.

Several water lilies have sprouted on the lake, and the black water that nourishes them has given them magical qualities that can be harnessed by those who are skilled in such arts. So long as the water remains absolutely still and undisturbed, the leaves of the lilies will close around any item that is placed inside them. Once a lily has closed, however, this prohibition no longer exists. Those who come to craft magical items have been known to get around this in a variety of creative ways, from using magic to hover over the pond to creating an elaborate lattice of ropes anchored among nearby trees.

The pond's dark origins are reflected in the magics it most easily enhances. Necromantic magic uses up very little of the pond's capacity, while destructive magics are encouraged to a lesser degree. The elves disdain this pond both for its bias toward dark magic and its origins, and most avoid it and refuse to use it to enchant items. Others are willing to do whatever it takes to fight Izrador's hordes and gladly accept the blessings of this dark nexus.

Lillywick Pond
Spell Energy: 20
Feats Allowed: Craft Spell Talisman (Evocation or Necromancy only), Craft Wand, Craft Wondrous Item
Affinity: Necromancy 3, Evocation 1
Recovery: 1

Puresea Island

Rumored to be seven day's sail south of Hallisport, Puresea Island is often sought and rarely found. Protected on three sides by a treacherous reef and venomous coral sharks, the island is difficult to approach, even if it can be found. With the shifting tides and strange mists legends claim surround this island, only the most skilled and determined sailors can hope to find their way to this powerful nexus.

If it is discovered, the reward is well worth the journey. The island itself is a paradise. Though only a few miles in diameter, the circular island has a rich forest and a seemingly inexhaustible supply of animal life (including tiny deer and large, lazy rabbits, both easily hunted). The few expeditions to ever return from having found the island claim the combination of abundant fruit and wildlife allowed them to survive for weeks without putting any noticeable dent in the available food.

At the center of the island is its real treasure—a deep, clear pool of fresh water bubbling up from a spring at the bottom of a natural limestone basin. Water from the pool can be used to create potions much more easily than normal, though the entire creation process must take place on the island. Water bottled and removed from the island loses all potency within hours of leaving the island. Potions created on the island, however, are treated as normal potions for all purposes.

Puresea Island
Spell Energy: 45
Feats Allowed: Brew Potion (improved)
Affinity: Any potion 2
Recovery: 10

The Seadragon Pool

One of the shallow, muddy channels that forms the Eren Fen delta has a strange secret—it is the burial place of a magical treasure lost to time. This treasure was buried during the final invasion as Jahzir led his armies down the Eren River. Before they came to Sharuun, a human channeler took many of his precious magical items and hid them around the coast so that they would not fall into the hands of the legates. Many of these items have already been found and sacrificed

to the Shadow, but agents of the dark god have not yet discovered this nexus.

Although magic flows with the river toward the Kasmael Sea, only when the water is high can this dweomer be used to forge magical items. A spellcaster must submerge the items in the river during the rituals that are used to harness the area's magic, and when the water level is high enough the power of the stones is activated. During the process the waters churn violently, working up a froth that covers the river for 10 yards both upstream and down. This can sometimes attract the attention of river eels, or worse, small sea dragons from the Kasmael. Spellcasters are well advised to bring ample protection, usually in the form of men-at-arms or other such loyal companions, whenever they seek to use the power of this nexus.

Seadragon Pool
Spell Energy: 45
Feats Allowed: Craft Wondrous Item
Affinity: Water 2
Recovery: 4

The Sunstone Cliffs

On the cliffs at the eastern edge of the White Desert, there is a small cave where magic items of many kinds can be enchanted. The cave is hidden from plain sight by the cliff's walls that, due to the high winds and sand from the nearby desert, have been worn into smooth, curved columns that look almost like sculptures when viewed from a ship. The smooth stone is incredibly hard to climb, and the high winds that continuously buffet the 150-foot-tall cliffside make doing so quite perilous. As a result, add 10 to the DC of any Climb checks made to negotiate the cliff. Failure by five or more on any check means the character has fallen to the rocks below, suffering 3d6 points of damage in addition to any falling damage he receives. The fall also dumps him into the treacherous waters of the Pale Ocean. The winds also make flying or floating (by means of a *feather fall* or *telekinesis* spell) to the cave impossible.

Once inside, the fierce winds continue to buffet those within, making it very difficult to talk and hear. For each hour spent in the creation of a magic item, a character must make a Concentration check (DC 15) or botch the ritual, forcing it to be restarted. The cave is a very powerful nexus, however, and the trials that a spellcaster must go through to reach it are well worth it. Almost any type of magical item can be enchanted inside the cave, and it has a virtually limitless supply of spell energy.

From time to time a channeler or group of adventurers will take up residence near this nexus in order to use it for long-term enchantments. There is an area near one of the cliffs that serves as a hidden and safe camping spot that is out of sight from casual observers and those looking in from the sea. It can safely hold up to eight people, although horses and other animals will not set foot on the precipice unless they are well trained or have a strong connection to their masters.

Sunstone Cliffs
Spell Energy: 200
Feats Allowed: Craft Magical Arms and Armor, Craft Rod, Craft Spell Talisman, Craft Staff, Craft Wand, Craft Wondrous Item
Affinity: Airc 4
Recovery: 20

Spell Talismans

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

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

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

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

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

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

Greater Spell Talismans

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

Greater spell talismans have a market price based on the school they modify, as shown below.

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

Covenant Items

Magic items in the world of MIDNIGHT are even more prized than in other campaigns by virtue of their rarity and power. The campaign standard of MIDNIGHT attempts to convey the classic fantasy image of a weapon, suit of armor, or other piece of magical gear that becomes inseparable and indeed defines its wielder, rather than just serving as a commodity to be traded away at the first sign of a likely upgrade. Examples of such heroes and their trademark items from myth and legend include Hermes and his winged boots, the shield that Perseus used when he faced the Medusa, or King Arthur's Excalibur. In MIDNIGHT these sorts of items are called covenant items.

All covenant items start out as mundane objects whose possessors undertake or are part of some heroic or dramatic action. Upon the completion of the action, and usually culminating in the death or otherwise heroic sacrifice of the object's wielder, it is imbued with some mystic combination of that character's life essence and the magic that is woven throughout Aryth. Covenant items are never created by PCs, and cannot be "fostered" into being; in fact, the description above of how covenant items come into being is but one theory.

Weapons and armor are the most common types of covenant items, as these tend to stay with a character throughout his career. Wondrous items are sometimes also covenant items, though this is rare; items with limited uses such as wands, staffs, and potions are never covenant items.

Covenant Item Mechanics

Covenant items can remain unknown and undetected for centuries, one sword among many or a single cloak trampled in the dirt, lost in the ignorance and darkness of the Last Age. Created as they are by the innate magic of their original possessors' actions, beliefs, and emotions, they are not detected by the magic-hunting legates. For that matter, a covenant item does not even detect as magic until its abilities are unlocked. They seem mundane, common, and wholly nonmagical until they reveal their powers to those they feel are worthy to wield them.

A character never needs to identify a covenant item, as it reveal its abilities to whoever holds it as those abilities are unlocked. A covenant item even has the ability to draw attention to itself by sending empathic urgings to a likely wielder, though a character is as likely to be suspicious of such mental invasions as encouraged. The more similar a character is to the item's original possessor or the more closely aligned he is with its original possessor's mission, the more likely the item will be to reveal itself to the character. Whether or not an item reveals itself to a character is up to the DM's discretion.

A covenant item's abilities are unlocked simply by being picked up and used by a character of the appropriate HD or character level. Once an ability or power is unlocked, the item's abilities have a caster level equal to the wielder's HD, and have DCs equal to 10 + the wielder's Charisma modifier + either spell level of the effect or (for powers not bsed on a specific spell effect) one-half the wielder's HD. For

the purposes of magical detection, only powers that have been unlocked may be divined.

For purposes other than the detection of level and type of magic, however, such as when determining the item's saving throw modifiers or for caster level checks to dispel or suppress its abilities, all covenant items are considered to have a caster level of 20 (granting them saving throw bonuses on all saves of +12).

Sample Covenant Items

The Ashen Loop

This ring is made of the fused bones of several Dornish fighters who fought at the Fortress Wall during Izrador's second invasion. The warriors were all killed in the same instant, consumed by the white-hot dragonfire of one of the first dragons to appear out of the north. Although it was but a small loss, it was the first of many such slaughters that the dragons would perform against the Fortress Wall's defenders, from the cold forests of the Veradeen to the edge of the Kaladruns. From within that first conflagration a ring of great magic was born, the ashen loop.

The loop has had many owners over the years, and each has used it to further their particular quest or goal. Once the ring's owner loses purpose, however, he begins to feel a sadness whenever he wears it. Born of dragonfire, the ashen loop desires to be used and used well. It craves action and does not like to be worn on the hand of one who sits idle or has no purpose. The ring's nature has insured that it has passed from one warrior to the next, and it does not discriminate between them.

The ring's most recent owner was a gnome smuggler who used it to aid him in his stealthy business. He wielded the ring's minor powers carefully, avoiding detection by the legates and guards that he regularly interacted with. Before he could awaken the greatest of its powers, however, he was caught, and the ring was taken with the rest of his things. It now resides with a band of bugbears that patrols the shores of the Eren River west of Zorgetch. They do not realize the treasure that they have, as none of the bugbears has put the ring on. The leader of the bugbears carries the ring in his pack, unaware of the power he would have if he merely donned the plain-looking bone loop.

1st Level: The wearer's skin takes on an ashen tone after he wears the ring for a day. As a result, he gains a +2 bonus to all Hide checks in dark areas.

2nd Level: The ring's true power begins to manifest, and the wearer gains fire resistance 5.

3rd Level: The wearer gains two points of spell energy if he has the Magecraft feat.

6th Level: The wearer gains a +1 natural armor bonus as his skin becomes resilient and tough like that of a dragon.

9th Level: If the wearer pierces his tongue and wears the ring there, he gains the ability to breathe dragon's fire once per day in addition to the ring's other functions. This breath weapon extends out to a 30-ft. cone and deals 6d6 points of damage to all within. A Reflex save (DC 16) halves this damage. Wearing the ashen loop in this fashion still counts as a ring for purposes of magic item locations.

10th Level: The wearer gains a +2 enhancement bonus to Charisma.

12th Level: The wearer gains a +3 natural armor bonus.

The Blade of Torbault

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

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

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

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

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

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

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

The Bloody Knife

This knife was used by a halfling slave called Aio the Light Foot to take revenge upon the orc invaders that killed his family. As the body count of orcs killed in their sleep mounted, Aio's rage and determination became a part of the blade itself. Though Aio was eventually captured and executed, he managed to train several fellow slaves in the ways of stealth, deception, and assassination, creating the first avenging knives.

The *bloody knife* appears to be nothing more than a well made kitchen knife, but anyone who wields this dagger finds that it has several magical abilities. It is said that if its weilder ever dies (usually by execution at the hands of his masters in punishment for his crimes), the knife will mysteriously disappear, only to end up in the hands of halfling slave who is in a position to wreak havoc among the Shadow's minions.

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

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

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

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

Durgen's Honor

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

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

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

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

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

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

Elenial's Quiver

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

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

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

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

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

Endiken's Pain

Endiken Ortblood was a dworg channeler who used his magic to the great benefit of the people of the village of Balen Falls. The old sorcerer's reclusive ways, born of his insecurities about his tainted blood, made him the target of much suspicion by the people of the town. Still, the dworg felt that he was a part of the community and made every effort to be accepted by its people.

Although not a part of the Fortress Wall itself, Balen Falls stood quite near it. The village overlooked a pass that circumvented the Wall, a hidden route that would allow the Shadow's armies to slip into the Northlands virtually undetected by its defenders. It was this unfortunate fact that made the town a prime target at the beginning of the war.

Endiken tried to repel the first wave of invaders using his magic, but his attempts were too insignificant to stop the invading force. He survived the assault, however, and hid in his cabin with shame after the town was sacked. Weeks later, once the orcs had moved on from the town, Endiken climbed down to help where he could in rebuilding the town and aiding the survivors of the assault. He was met with angry stares, however, as the villagers convinced themselves that the dworg had led the orcs to them. His survival was only more proof that he must have been in league with their enemies. The sorrowful dworg was captured by the townsfolk and hanged just outside of town by a length of chain that Endiken always carried. The chain was enchanted to move on its own, however, and Endiken was able to keep himself alive by manipulating it, although he could not undo the knot that had been made.

At the close of the second day of Endiken's suffering, several legates who were leading another force through the pass decided to make camp in the town and strip it of whatever resources were left. They were pleased to find Endiken offered up as such a ready sacrifice. The rituals they used to strip him of his magic were painful, and the dworg's cries could be heard echoing from the walls of the mountains. The chain from which he hung, already magical in its own right, stole some of Endiken's power as it flowed from his body. The legates, satisfied with their find, did not bother to determine if the chain was magical. Thus Endiken's pain exists still, although it has been scavenged and stolen many times over. It is unknown if its current owner knows of its abilities at all, or if the chain lies dormant, waiting for some unknown event to trigger its magical legacy.

Special: If the bearer of the chain has the Magecraft feat, he gains two points of additional spell energy per day.

2nd Level: The chain can be used as a bola, and the wielder is automatically considered proficient with it.

4th Level: The chain acts as if it is permanently affected by an *animate rope* spell.

6th Level: As a free action, the bearer of Endiken's pain can lengthen or shorten it to a minimum of one foot and a maximum of 50 feet in length. In addition, the chain can be commanded to become rigid, allowing it to be used as a crossing wire or pole.

10th Level: The chain may be used as if it were a *rope of entanglement* with an AC of 20, 25 hit points, and a hardness of 10.

The Eris Stone

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

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

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

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

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

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

The Fire Lashes

During the second war against Izrador, many of the dwarven settlements within the Kaladrun Mountains were overrun by the orcs that poured out of the north. Even while the defenders of Eredane fought many battles along the Fortress Wall, Izrador's orcs slaughtered the hated dwarves. Whether or not this was ordered by Izrador or whether it was merely a tolerated vendetta, the dwarven population took heavy casualties and was driven even deeper into the mountains.

One of the greatest battles of this "war within a war" was the defense of Sald Nor, a dwarven city that surrounded a deep subterranean lake. Sald Nor's forges were legendary, and its proximity to the lake and a deep vein of mithral ore made it one of the most prosperous and productive settlements in the dwarven kingdoms. When the orcs appeared, Sald Nor was ready, and its defenders held strong for several days. The orcs, however, just kept coming. They had with them demons that could move the very stone, creating new passageways within the mountain and sealing off dwarven retreats. Eventually the sheer numbers of orcs were simply too much for the doomed city to bear. The orcs sacked the city and captured its leaders.

One such leader, Rudik Ironbeard, was captured by a pair of the demonic invaders and taken to a private chamber to be tortured. For three days and nights he suffered the blades and enchantments of the beasts, until finally they gave him the choice to endure more suffering or to end his own life. Rudik's strength and mind were nearly gone, and the futility of his plight and the loss of his city had driven him into a deep depression. He told the demons that he would suffer no more. The buckles on the leather straps that bound him fell open and the sorrowful dwarf used them to strangle himself. The powerful emotions and lingering demonic magic infused the straps with magical power, although to this day they rest untouched in the chamber where Rudik Ironbeard ended his life.

Note: a character must own and wear both straps to gain any of these benefits. They are wrapped around the wielder's forearms and hands, taking up both the gauntlet/glove and bracer/bracelet slots.

2nd Level: A character wearing the fire lashes wrapped around his hands gains the benefits of the Improved Unarmed Strike feat. If he already has this feat or a similar class ability, he gains a +1 bonus on attack and damage rolls when using unarmed strikes.

4th Level: The wielder's unarmed strike ignore 3 points of damage reduction. If the wielder already has an ability that allows him to bypass damage reduction, such as the defender's precise strike class ability, then the two abilities stack.

6th Level: The wielder's unarmed strikes have a +1 enhancement bonus.

8th Level: The wielder's unarmed strikes effectively gain the *flaming* enhancement, but this ability is suppressed until an attack is made (such that the wielder's hands are not always flaming and do not detect as such). When this ability is used a thick, purple-red flaming demon's blood drips from the hands of the wielder.

Fist of the Aruun

The jungle holds many secrets, and the Danisil can hear its quiet whispers. It was in this way, long before the Whispering Wood was formed, that the jungle itself led one of the elves' greatest heroes to a meeting with his destiny. In a small cave located deep within a gloomy bog, the forces of light and darkness waged a bitter war until neither was left standing. Although the nature of this struggle has been lost to history—a devil and a celestial battling, two spirit creatures competing for power, or one of a dozen other stories—its legacy lives on in the form of the fist of the Aruun.

As the struggle died down, both sides found themselves diminished. The good force decided to imprison itself within an object that had been discarded in the cave by an elven hunter. Through this means it hoped to continue to have a beneficial influence on the world. The evil force, however, would not be outdone. It destroyed its physical form and locked its spirit within the object as well, re-initiating their eternal battle. The object was a sepi, a tool used by the jungle elves for a variety of purposes, including war.

The two forces trapped within this enchanted sepi fight to this day, and sometimes their struggle can affect the mind of whoever wields the weapon. Although it falls well short of actual compulsion, the force that is dominant at any given time can affect the mood, temper, and patience of the wielder of the sepi. When good is dominant, the wielder feels confident and optimistic, and looks for ways other than combat to deal with problems. When evil influences, the wielder can become short-tempered, angry, and easy to offend. Despite these obvious mood changes, the weapon is a powerful legacy that the Danisil treasure and utilize in their war against the Shadow.

Special: The wielder of the fist of the Aruun must randomly roll a die at the beginning of each day to determine whether or not the good or evil force is dominant during that day. If good is dominant, the character gains a +4 bonus to all Diplomacy checks but suffers a –1 penalty to Will saves against mind-affecting magic. If evil is dominant, the character gains a +1 bonus to all damage rolls but suffers a –1 penalty to all Reflex and Fortitude saves. A character may do nothing to influence this ages-old battle.

1st Level: The sepi grants its wielder a +2 bonus to all Craft checks when using it to fashion an item.

2nd Level: If good is dominant, the character can cast

guidance three times that day. If evil is dominant, the character can deliver a *shocking grasp* spell once during the day via a normal attack with the sepi.

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

8th Level: If good is dominant, the character can cast *cure moderate wounds* twice during the day. If evil is dominant, the character can deliver a *poison* spell once during the day via a normal attack with the sepi.

11th Level: The weapon gains a +2 enhancement bonus.

Gaurok's Iron Fist

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

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

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

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

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

Ghost

The citizens of the ill-fated town of Nalford are said to have been the first to rise against the Shadow when his armies flooded south at the end of the First Age. It is certainly true that as one of the first cities to be attacked by Izrador's armies, Nalford suffered some of the worst atrocities of the war. The orcs that stormed its hastily constructed ramparts were ready to unleash their years of bloodthirsty training, and they burned and pillaged the town with abandon.

The story goes that the village now replays this battle in a ghostly ballet on each night of the full moon. At that time ghastly phantasms roam the streets fighting enemies that do not exist and trying in vain to quench the ethereal flames that burn their houses to the ground. Anyone caught within the city's borders during this time is sucked into the dream, becoming an enemy of the ghosts that haunt the place.

One such phantom was the town's sheriff, a huge Dornish man named Wulf Engnar who was as known for his ability to drink as his ability to fight. Wulf can be heard singing a deep-throated battle cry on the nights when the city once again burns, and even on other nights it is said his songs can be heard, though faintly. His strong presence and force of will make him a bit more real than the other phantoms that haunt this city, and the great two-handed sword that he wielded in Nalford's final hours has become a magical sword of some power. On a night of the full moon this sword blazes to life, and it has cut down many imagined invaders over the centuries. The ghost still retains some measure of his own will, however, and should an adventurer brave and hearty enough come along, it is possible that Wulf might bestow the blade upon him with the promise that it will be used to slay the descendants of those who sacked his home.

1st Level: The weapon gains the ability to glow with an ethereal light, shedding illumination as if it was the target of a *light* spell. This ability functions three times per day and lasts for 10 minutes per use.

3rd Level: On command, this greatsword can be made to appear as any one-handed or two-handed melee weapon. It is a free action to change the weapon in this way. If it is used to attack when it is seen as anything other than its true form, the character gains a –4 penalty to all attack rolls.

5th Level: The weapon acts as if it had the ghost touch special quality even though it does not have an enhancement bonus.

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

9th Level: Ghost can now become completely invisible, and its wielder has awareness of the blade as if it were in a normal state. The wielder suffers no penalty to attack rolls when using the blade in any form.

11th Level: The weapon gains a +2 enhancement bonus.

15th Level: The wielder gains the ability to *see invisibile* at will. In addition, Ghost automatically detects spirits within a 30-ft. radius, even those that have inhabited another body, such as an astirax that has possessed an animal. The sword communicates this information to its wielder via an empathic link.

The Great Mithral Axe

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

This dwarven waraxe is formed entirely of mithral, from its handle to its double-bladed head, which gives it a +2 nonmagical enhancement bonus. Three golden rings encircle the handle, and it has the following abilities.

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

3rd Level: The wielder gains the Endurance feat and a +1 bonus to Fortitude saves.

6th Level: The wielder gains the Diehard feat and a +1 bonus to Will saves.

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

12th Level: The wielder constantly emanates an aura of *fear* (as the spell) in a 5-ft.-radius. He may activate or suppress this aura as a free action. Once a creature successfully saves against the aura, he cannot be affected by it again for another 24 hours.

Hedgreg's Promise

With this ring, Hedgreg the Younger wed a Sarcosan princess to usher in an era of peace between the Dorns and Sarcosans. He gave the ring to the princess to make the marriage easier, as her beauty was far from legendary, and she accepted it knowing that it would give her greater power over the men who once privately mocked her. Though it was never a marriage born of true love, the partnership lasted nearly 40 years and was successful by all accounts. At the time of her death, the queen bequeathed the ring to the daughter of a particularly loyal servant, who carried it off into legend.

This ring is formed by two intertwined bands of silver and platinum, inset with a gold crown that holds a delicately carved ruby. It grants its wielder the following abilities.

1st Level: The wearer gains a +2 bonus to all Charisma checks and Charisma-based skill checks when dealing with people of the opposite gender.

3rd Level: The wearer can cast *charm person* once per day as a 3rd-level channeler.

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

9th Level: Anyone of the opposite gender who tries to attack the wearer must make a Will save (DC 14) in order to make the attempt. This works like a permanent *sanctuary* spell.

12th Level: The wearer gains a +4 enhancement bonus to Charisma. This replaces the 6th-level ability.

The Helm of the Horseman

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

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

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

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

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

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

Ithsylliak's Plate

This breastplate is actually a single scale from Ithsylliak, one of the good dragons that saved Eredane at the Battle for the Wall during Izrador's second invasion. Although the dragon fell defending a group of elven archers from another of its kind, this dragon scale survived and was taken by the elves as a reminder of all that was lost. The scale was then enchanted and given to one of Aradil's avatars, who was subsequently destroyed by an agent of the Shadow at the dawn of the Third Age.

This breastplate has a copper hue tinged with green and bestows the following abilities upon its wearer.

2nd Level: The breastplate gains a +1 enhancement

bonus.

4th Level: The wearer is always considered under the effects of a *water breathing* spell.

6th Level: The breastplate gains a +2 enhancement bonus.

8th Level: The wearer can cast *barkskin* once per day as a 5th-level channeler, causing his skin to take on the appearance of dragon scales.

10th Level: The breastplate grants the wearer acid resistance 10.

Jzaedrin's Staff

The gnomes of the River Eren have many legends—the Ghost Raft, intelligent river dragons, and others too numerous to mention. One such legend that has its roots in reality is the legend of Jzaedrin the Wanderer. The gnomes tell of an old man who can be seen puttering about the banks of the Eren River on nights when the moon is but a sliver in the sky. He wears a battered hat, an old gray cloak, and has a beard that reaches his knees. He carries a gnarled staff that aids his walking, and the gnomes tell their children that seeing him will bring good luck for a month. Because of this, gnome children are known to swim at night when the moon is dark, hoping for a glimpse of the Wanderer. It is now considered almost a rite of passage to be allowed to swim in these midnight forays, and a child must customarily be at least 22 years old before he is allowed to participate.

Jzaedrin does indeed exist, although it is rare that he makes himself known in these dark times. By all accounts, the Man By The River has been seen at various times throughout the ages, and some legends even place him during the Time of Years. Jzaedrin is actually a celestial who was trapped on Aryth at the time of the Sundering. He spent the next thousand years seeking out demons and devils that had been likewise trapped and exterminating them so that the people of Aryth would be free of that scourge. Once the Shadow rose, however, Jzaedrin went into hiding. He remains polymorphed at all times, and spends his days weaving powerful wards and protections that keep the legates and Night Kings from detecting his presence. The reasons for this are unknown, and the Wanderer has ceased contact with all the races of the world.

Jzaedrin's staff has not left the world, however. The staff contains the essence of a powerful celestial who was once an ally of Jzaedrin, and it still works to defend the people of Eredane from evil. Although it has its own will, it does not attempt to control or influence the actions of the person wielding it. The staff merely uses its intelligence and abilities to find a suitable champion. In fact, most who wield the staff never know that it has a mind of its own, as it acts just like many other items, revealing powers as the wielder becomes physically and mentally prepared to use them.

Special: Jzaedrin's staff can only be wielded by a good character.

1st Level: The character gains a +4 bonus to all Sense Motive checks against evil creatures.

2nd Level: The bearer gains a +2 bonus to all Will saves when targeted by evil creatures.

4th Level: The bearer can cast *protection from evil* and *shield* once per day each. Both abilities last for one minute.

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

8th Level: Once per day, the staff's bearer can touch any target with the staff, thereby relieving him of an ailment he is suffering. This ability functions as either a *cure serious wounds*, *flesh to stone*, *neutralize poison*, *remove curse*, *remove disease*, or *remove blindness/deafness*.

10th Level: The staff gains a +2 enhancement bonus.

12th Level: The bearer may use the staff's healing ability twice per day. In addition, twice per day the wielder may designate a touch attack as a paralyzing strike. If the attack succeeds and the target is an evil creature, it is subject to a *hold monster* effect.

Korg's Hatchet

In the depths of the Kaladrun Mountains there is a city known as Ardadreen. Once a bustling dwarven trading outpost, the city is now locked in a desperate battle against time. When the Night Kings led Izrador's armies south for the final time, Ardadreen knew that it must reinforce itself or face destruction. Its role as a primary trading center meant that there were many passages into the city, not all of which could be reinforced in time to stop the orcs whose screams could be heard echoing throughout the passageways. A choice had to be made, but the town's leaders were faltering and indecisive.

A dwarven wildlander named Korg had come to the town well in advance of the orc army to deliver news of its movements and strength. Sensing that the town would surely fall if a decision was not made, Korg told the town's leaders that he would stop the orcs or die trying—Korg did both. He went off into the tunnels where he unleashed the powerful magical weapon at his side. His enchanted urutuk keened as it bit into the mountain's flesh, collapsing tunnel after tunnel as the orcs made their way toward the town. As the last tunnel collapsed, Korg was hit by an oruk's arrow that shattered his collarbone and left him almost helpless against the advancing horde. The oruk captured Korg's hatchet and through him the weapon made its way to the surface of Eredane, where its current whereabouts are unknown.

Ardadreen is a forgotten colony, assumed to be lost by all who knew of it. Yet, it still exists, though its ability to support itself trapped deep below the surface is rapidly waning. The city is still surrounded by orc encampments, as the web of tunnels leading away from it served as a central location from which the orcs could launch attacks on the other nearby dwarven cities. If the people of Ardadreen do not quickly find a safe passage out of their trapped cavern, the entire city will perish within a few years.

1st Level: Korg's hatchet is incredibly resilient, gaining hardness 15.

3rd Level: The weapon ignores up to five points of hardness when striking objects.

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

9th Level: The weapon ignores up to 10 points of hardness when striking objects.

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

15th Level: The weapon gains the dancing special ability and may be commanded to attack anywhere within 60 feet of its owner.

The Reaver's Claw

The reaver's claw is an ornately crafted masterwork cedeku that was wielded by a Sarcosan cavalry marshal during the war with the Dorns. Its handle is carved from a huge pearl and its blade made of a steel not found on this continent. The blade is inscribed with runes that show a single arc of the sky of the Sorshef. As more of its powers are revealed, new inscriptions magically appear until all 10 arcs can be seen flashing on the blade. The weapon is considered a holy item by the Sahi priests, and it is rumored that many such priests died to protect the weapon from the fallen god.

The weapon was guarded in a Sarcosan temple in the city of Alvedara until the armies of the Night Kings overtook the city. The temple was one of the first buildings to be destroyed, but not before it was stripped bare of valuables and magic. The only item to not suffer such a fate was the reaver's claw, which was spirited away in advance of the invasion by a Sahi priest and several of the church's men-at-arms. They fled to the east, eventually taking up residence in the Forest of the Sahi, where they have been able to elude the legates whose foul companions scour the wood for signs of this and other holy relics guarded by the remaining priesthood.

Recently the reaver's claw has begun to disturb the dreams of the priests that guard it. None are sure how this is happening, but the portent has been met with much religious fervor. Rumor is beginning to spread that the Sorshef are contacting the priests through the item, although this cannot be true. Some of the priests worry that such thoughts will lead their people to attempt something foolish, such as assaulting Alvedara or another fortification of the Shadow in the belief that the Sorshef rides at their side. There have been discussions about taking the reaver's claw to another place, or perhaps bequeathing it to one who works against the Shadow's rule.

2nd Level: A character wielding the reaver's claw need not make a Ride check to control a mount in combat or fight with a warhorse. If the character is a Sarcosan, he may dismount as a free action without making a Ride check. In addition, he gains a +4 bonus to all other Ride checks.

4th Level: The reaver's claw increases the speed of the wielder's mount by 10 ft.

6th Level: The reaver's claw gains a +1 enhancement bonus.

8th Level: A character wielding the reaver's claw from horseback gains a +4 bonus to all Diplomacy and Intimidate checks. In addition, he gains a +2 bonus to Will saves.

10th Level: The reaver's claw gains the ability to be thrown from horseback, dealing damage as a thrown weapon. In addition, the weapon gains the returning special ability when thrown from horseback.

12th Level: The reaver's claw gains a +2 enhancement bonus.

Silence and Fury

The origin of these legendary fighting knives is unknown. Most scholars agree that the first appearance of these weapons was on the battlefield of Eris Aman during the orcish invasion at the end of the First Age. Although the Battle of Three Kingdoms is not the largest in the history of Eredane, most agree that it is the most significant. Had the combined defenders failed to break the orc hordes, it is likely that Erethor would have fallen within weeks. Without the elves, the rest of Eredane would have fallen in turn.

Of the many powerful magic items that surfaced on that battlefield, the knives known as Silence and Fury are spoken of more than any other in legends and songs. They are reported in the hands of several great elven heroes during the battle, many of which did not return. This has led to speculation that the knives are actually two spirits that can inhabit weapons and grant them magical powers. This is only a legend, however, as any who have wielded or encountered the knives can attest. The knives do seem to have a will of their own and can only be found by those who will wield them in defense of the great forest of Erethor.

After the Battle of Three Kingdoms, the knives were lost for over 200 years, until they resurfaced during the Sarcosan invasion. The knives were used by elven assassins to get close to the Sarcosan generals at the Battle of Pethurin, where the elves forced a Sarcosan retreat that eventually ended with the signing of a peace treaty. Once again the blades disappeared, and though it was expected that they would turn up in defense of the elven homeland when necessary, the blades have been silent during both the second and third wars with Izrador. No one knows the current location of the blades, and their disappearance has, among the elves, long been thought to be an ill omen.

Note: Unless wielded together, Silence and Fury lose all abilities other than the enhancement bonuses.

3rd Level: Both weapons gain a +1 enhancement bonus. The character is treated as having the Two-Weapon Fighting feat when wielding both knives.

6th Level: Silence gains the ability to invoke a *silence* around its wielder once per day, as the spell. Fury gains the ability to *shatter* as the spell once per day.

9th Level: Both weapons gain a +2 enhancement bonus. The character is treated as having the Improved Two-Weapon Fighting feat when wielding both knives.

12th Level: The first time any foe is struck by Silence in an encounter, he must make a Fortitude save or be deafened permanently. The first time any foe is struck by Fury in an encounter, he must make a Fortitude save or be stunned for 1d4 rounds.

15th Level: Both weapons gain a +3 enhancement bonus. The character is treated as having the Greater Two-Weapon Fighting feat when wielding both knives.

The Soul of Dal Hali

The Sarcosan invasion came swift and hard to Eredane, although it slowed significantly when the horsemen attempted to invade the forest kingdom of Erethor. As the Sarcosans were contemplating a retreat from the elven wood, several scouting missions were sent north to gather information about the land and its defenders. A Sarcosan knight named Bejhi Awanhu led one such mission, which followed the Eren River all the way to the Ardune before heading back to the main Sarcosan line.

On their way back, they were ambushed by a force of jungle elves, who slaughtered the entire force of Sarcosans

and sent their riderless horses back to the Sarcosan lines to serve as a warning. Bejhi Awanhu survived the attack, only barely, and found himself alone on the central plains with no food, too injured to make his way back to his army. It is said that a magic amulet is all that saved his life. It is here that legend has overshadowed reality, passing the following story down the generations of Sarcosans:

"Bejhi lay underneath the stars,
preparing to meet the Riding Host,
When from the sky a soaring ghost,
Tore the land a baring scar.

Come, my child, a great voice sang,
And to his feet the rider leapt,
Then on his knees the rider wept,
When o'er the hill he saw what came.

A token had fallen there,
From Dal Hali's bridle it had dropped,
The Riding Host had not stopped,
And the rider rose from his despair.

He took the sign and wore it well,
And felt his strength returning,
Within his heart he felt a burning,
And knew he would not turn to Fell."

— Excerpt from the *Song of the Fallen Rider*

1st Level: The character's normal healing rate doubles, and he suffers one less point of damage each time he is affected by extreme weather or other environmental conditions.

2nd Level: The character needs only 1/5 the normal food and water to survive.

4th Level: The wearer needs only four hours of sleep to refresh him as if he had rested for a full eight hours. Spellcasters must still limit themselves to light activity for eight hours each day in order to regain spell energy.

6th Level: Each time the wearer suffers damage, one point is converted to nonlethal damage.

8th Level: The wearer gains a +2 enhancement bonus to Constitution.

10th Level: Each time the wearer suffers damage, two points are converted to nonlethal damage.

12th Level: The wearer gains a +4 enhancement bonus to Constitution.

The Staff of the Betrayer

Beirial the Betrayer was the first of the Order of Truth to be corrupted by Izrador's subtle whisperings. He helped to spread the faith of the Shadow among the holy men of Bandilrin, ultimately creating the Order of Shadow. Izrador delivered an item of power to Beirial to aid him in his service.

The *staff of the betrayer* has the following powers.

3rd Level: The staff's wielder deals an additional two points of damage in melee combat.

6th Level: Once per day, the wielder can invoke the name of Izrador. This supernatural ability stuns all non-evil creatures within 30 feet of the wielder for 1d4 rounds. A Will save (DC 24) negates the effect.

9th Level: The staff's wielder can rebuke undead as the legate ability. If he already has this ability, he gains a +4 bonus to all turning checks and turning damage rolls.

12th Level: The staff's wielder can cast *greater planar ally* as a 15th-level caster. The minions of the Shadow always heed the staff's call.

The Sundering

Beyond the obvious effects of the Sundering as it relates to clerical power and divine access to the world of Aryth, the barrier also has some practical effects that affect characters in the world. Some of them, such as the prevention of planar travel and the variations on summoning, are described in Chapter Five. The effects caused by the Sundering are intertwined with two unique aspects of MIDNIGHT: the Fell and the spirits of Aryth.

The Fell

There are many dangers in the world of MIDNIGHT, but few as foul and horrifying as the Fell. When Izrador's fall severed the bond between heaven and the mortal world, it did more than sever the connection between the gods and their faithful. It also trapped the souls of all future dead in the material realm, preventing their ascension to the celestial kingdom. Whether by happenstance or because of some malicious magics on Izrador's part, one of the terrible consequences of this reality has been that the souls of the newly dead are often unable to leave their bodies, remaining tied to them and doomed to walk the land as horrible undead abominations. These unfortunate, fearsome, undead monsters are commonly known as the Fell.

For more information about the game mechanics that govern the creation and behavior of the Fell, see page 343. The information below describes the impact the Fell have on life in Eredane.

Dealing with the Dead

When the Fell first began to appear, the horrified living quickly learned how to dispose of corpses to keep them dead. Now, though the undead are no less a threat, the races' various practices of body disposal have become culturally ingrained and greatly reduce their potential numbers.

Humans have assumed the practice of burning their dead. They follow little ceremony, as it is widely believed that the sooner a corpse is ash the safer it is for everyone. The Dorns cremate their kin on open pyres inside circles of tall standing stones until even the bones are consumed. They then cast the ashes about within these ancestor rings, freeing the

souls to watch over the living that remain. The Sarcosan colonials also burn their dead, but they collect the ash and mix it with the grain they feed their horses. They believe this passes the finer qualities of the deceased onto the steeds and gives them an extra measure of strength and endurance.

Dwarves dig elaborate catacombs in which they entomb their dead. When a dwarf dies, she is laid in a shallow sarcophagus-like pit carved out of the stone floor of the catacomb. A heavy stone slab, often intricately worked by the deceased herself when she lived, is then lowered onto the corpse, crushing it and pinning it to the bottom of the pit. The weight of the slab is sufficient to keep any Fell from actually rising and serves as a kind of memorial on which is typically carved a narrative of the deceased's life. Though dwarves commonly visit catacombs in hopes of speaking to the shades of their ancestors, only the most stouthearted do so before allowing enough time for the body to decay away. The moans, screams, and curses that sometimes rise from under the crushing stones are often too much for even the bravest to bear. The dwarves believe that by keeping the souls of the dead tethered to their bodies, they encourage the spirits to remain to watch over and protect the realm of the living.

The elves are perhaps the most reverent in disposing of their dead, though the end results are also perhaps the most practical. When an elf dies, his body is covered in a wrapping of mystically prepared living vines and then is taken deep into the forest by a Whisper Adept. The vines secure the body, keeping it subdued even if it should wake as undead, for the adept may travel many days before reaching a location suited to her purpose. When the adept has chosen an appropriate site, she conducts an elaborate ritual that involves burying the body within the roots of a large tree. Over the course of the ritual, the spirit of the deceased passes into the tree and becomes one with the tree's own essence. The new entity that is formed becomes part of the vast network of spirit tree guardians known as the Whispering Wood.

The halflings enact a somber but gruesome ceremony, removing the heads of their dead and collecting a bowl of blood from the body. They bury the heads and corpses separately beneath plots of prairie sod that have been carefully cut away and replaced undamaged and unmarked. They mix the blood with a recipe of herbs, dry the resulting paste, and grind it into powder. The powder is then placed in sacred cloth bags containing the similar remains of other family members. On the holy days of the halfling celestial calendar, families then burn portions of the powder as incense in offerings to their ancestral spirits.

Gnomes, ever practical and fleshbound to the river, tightly bind the bodies of their dead in coils of ceremonial rope and weigh them down with stones. With brief services featuring improvised group songs about the individuals being interred, the bodies are committed to the waters of the Eren to be judged by the enigmatic river spirit the gnomes call the Watcher. In the river, the bodies sink to the bottom where the natural course of life disposes of the remains and the soul is freed to flow with the water.

Even the races that serve Izrador are not immune to the unwelcome rise of their own dead. Though many bodies are left to the necromancy of the Night Kings, most goblin-kin and orc dead are dealt with in a gruesome yet morbidly effective way—they are eaten by the living. This practical cannibalism not only assures that the dead do not wake to trouble the living but also provides a valuable food supply within a scavenging culture that suffers a great deal of mortality from constant internal fighting.

As a result of the universally diligent disposal of corpses by all of the cultures of Eredane, most Fell arise either from those slain in battle and left to rot or from the bodies of errant adventurers that die in the wilderness.

Killing the Fell is not really possible, in that they are already dead. They can be destroyed, however, by freeing the soul trapped inside the body. Fell are destroyed when their bodies are completely dismembered or consumed by fire or other elemental forces (in other words, if reduced to zero hit points). If not completely destroyed, the Fell continue to function and amble about even if large parts of their bodies are missing. Few sights are as purely horrible as the severed torso of a rotting corpse dragging itself across the ground, jaw snapping with an animal hunger.

The Spirits of Midnight

There is howling wind of unseen forces that encircle Aryth. It is everywhere and nowhere at once, and it is formed by what the people of the world call spirits. Some spirits have always been there, a disembodied, nearly divine group of creatures, or perhaps a single creature, called the Eternal, as well as lesser spirits like fey creatures and elementals. Those who work magic have always been aware of these spirits—they have used them as soldiers, bound them into their artifacts, and even called upon them for knowledge and guidance. It wasn't until the Sundering, however, that the spirits became as real to most residents of Aryth as the sun, sky, and ground beneath them. With the Sundering, a wall came down across Aryth, blocking it from the other planes. Many of the creatures trapped by that event, with no other form to take and with no afterlife or other worlds to move on to, have become spirits. There are now three types of spirits throughout Aryth, whether they are the dead souls of the once living, refugee extraplanar visitors who cannot find their way home, or eternal elemental forces who have resided on Aryth since its creation.

The Eternal

Eternal spirits are those powers that are beyond the sight and knowledge even of the spellcasters of Aryth. They do not affect the material world, nor does it affect them, unless they will it. Eternal spirits have no game mechanic effect because they are, quite simply, story elements. Their presence or lack thereof is determined entirely by the DM, and they are beyond even the power of Izrador and his legates to control. By the same token, though they are supposedly able to wreck havoc and destruction upon the material world at their whim, they rarely seem to do so, and the actions attributed to their wrath could just as easily be poor luck or violent weather as the actions of the Eternal.

Most of the souls of the dead who have joined with the weave of life and magic of Aryth can be said to have joined the Eternal, and benevolent nature spirits worshipped by everyone from the elves to the halflings are also examples eternal spirits. The Whisper of the great forest of Erethor is perhaps the largest of the Eternal, spanning the entirety of the Witch Queen's wood and composed of the souls of hundreds of thousands of deceased elves.

The Trapped

Whether as messengers of the gods or visitors from other planes, extraplanar visitors have always walked on the face of Aryth. They arrived in forms newly made from the fabric of creation and the magic of Aryth, and if and when they were killed by violence, their spirits returned from whence they came. Others, like creatures with the fey or elemental types, were considered natives of Aryth, though their birthrights were far from mundane. Hundreds of thousands of these extraplanar entities were present on Aryth when the Sundering occurred, and twice as many were banished there along with Izrador when he fell, either due to their association with him or due to the accident of being caught up in the devastating pull that sent him hurtling from the heavens.

Regardless of the means by which they arrived, all such creatures that were not present on Aryth at the moment of the Sundering had no bodies of their own, and so were left screaming and formless as spirits. Others became spirits when their corporeal bodies were destroyed by time or violence, and a rare few may still exist in their original bodies. All of these creatures, whatever their means of arrival and current states, are called the Trapped.

The Lost

Even those that die and are lucky enough to be spared the fate of rising as Fell are still unable to reach heaven through the murky Veil brought down during Izrador's banishment. A further travesty is that many of these unfortunate souls are still unable to rest quietly. Instead, they rise as haunts and shades, cursed to roam the place of their death or familiar locations from their lives. These ghosts are the Lost, and they live a half existence only semi-aware of what has happened to them, confused and trapped in a limbo somewhere between the physical and celestial realms.

Like the Fell, ghosts are traumatized by their own deaths but the effects are more varied. These haunts are not driven by bloody hunger but instead follow often-cryptic or bizarre motivations that reflect parts of their past personalities. Many suffer insanities upon death that drive them to malevolent and violent acts. Others remain motivated by the things that moved them in life and can be coherent or even benevolent at times. Unlike the Fell, the Lost do not have the release of eventually decaying away to dust but face eternity in their horrific states. Instead, what passes for minds in these spirits degrade, spiraling slowly into incomprehensibility and insanity. In the end, even the ghosts of the most kind and potent souls become dim and dangerous shadows of what they once were.

As the years pass and the veil between the heavens and Aryth remains, the frequency of incorporeal undead haunting the realm of the living increases. It is an uncommon person that is lucky enough not to have been haunted by the shade of a deceased ancestor, and a rare traveler that has not been driven from his camp by the chilling wail of a Lost soul.

Interacting with Spirits

Other than via spells and the actions of other, similar creatures, spirits are for all intents and purposes removed from the physical world of Aryth. Normal men and women cannot affect them, and spirits in their natural state cannot affect normal men and women.

In terms of game mechanics, spirits in their natural forms (a state of being similar to the incorporeal trait, but called "bodiless") are affected by and can affect things from the physical world in the same way as a creature on the Ethereal Plane. So a bodiless spirit's presence is revealed by divination spells like *see invisibility* or *true seeing* but not by spells that affect magical invisibility like *invisibility purge* or *faerie fire*. Likewise, a force effect like a *magic missile* would affect a spirit, but a *fireball* would not, and no spells cast by spirits in their bodiless forms affect the physical world in any way.

Spirits would seem to be ideal spies, whether for Izrador or his foes. However, just as spirits cannot be detected, neither can they, under most circumstances, see or detect any details regarding the living. Time, place, and distance have little meaning to spirits, and getting spirits to convey meaningful information about what they've seen is quite difficult. Each type of spirit has a particular interest in and ability to observe specific things in the physical world; for instance, outsider spirits notice the life forces of other creatures with particular clarity, while elemental spirits are naturally attracted to the elements to which they are attuned.

For more information on the game mechanics of spirits, see page 336.

Returning from the Dead

You may notice that there is no Spellcasting feat for the universal school, which grants the *wish* and *limited wish* spells. Likewise, *reincarnate* is the only spell on the channeler spell list that can bring a character back from the dead, using as it does the natural magics of Aryth and her nature spirits rather than the divine intervention of a deity.

This limiting of power is intentional. The heroes of Midnight cannot call on all-powerful spells to solve their problems, and cannot return from the dead countless times to bring the battle to their foes again and again. Death in Midnight is often final, and rousing the support of the common people can be more important than manipulating reality using magic.

As the only characters whose god still answers their prayers, only legates may break the boundaries of life and death with absolute certainty. Because their spells are granted by Izrador, only the dark god himself could return a character from the dead in his own body . . . and if Izrador is the one welcoming your spirit back to life, you might think twice about accepting his offer. You never know what you might come back as . . .

Optional Rules

Beyond the obvious factors of the altered treasure and barter system, new magic rules, and the Sundering, several other factors may affect game play in Midnight. The following section presents such issues and offers both game-mechanics solutions and general advice on ways to deal with these issues in your campaign.

Damage and Healing

The lack of a healing specialist core class can be a significant loss for any party of adventurers, who usually rely on their cleric to get them up and running again in between fights. While some channelers have access to healing spells, it is hard for them to match the sheer healing power of a standard cleric.

So, what does this mean? For one thing, characters must be more careful to avoid combat where it is not absolutely necessary. A wound that could normally be cured by just a few spells could lay a character up for a day or more, especially if the party's channeler had to use his spell energy points during combat. Thus, instead of assaulting every band of orcs they come upon, the characters must learn to use stealth, ambush tactics, and tactical retreats to their advantage. Bluff, Diplomacy, and Intimidate are all key skills that can help characters avoid combat when stealth fails.

What healing the characters do have available will have to be rationed more carefully as well. It is much more likely for a Midnight character to be walking around with some cuts and bruises than a character that can rely on a shot from a *wand of cure light wounds* every time he gets nicked by a goblin's blade.

High-level characters must also go through their adventuring careers without any way of being brought back from the dead. This should make any character think twice about entering combat against very powerful foes or those with attacks that can kill them instantaneously. While *lesser restoration* and *stone to flesh* can save lives in some cases, the lack of the ability to raise characters from the dead is a significant change from the core rules.

Combat in the world of Midnight is not only deadlier as a result of these limitations, it is also more hindering. Even if a party of adventurers can survive a fight with the camp of orcs, what happens if they stumble into the territory of an owlbear or a pack of wolves after the fight? How will two days spent resting and healing impact their current mission? These questions and others must go through the minds of the characters before they choose to fight when other options are available to them.

Large Encounter Modifiers

Situation	EL Adjustment
There are more monsters than party members, and the monsters are of equal or lesser strength than the party.	+1
There are more monsters than party members, and the monsters are of greater strength than the party.	+2
There are more than twice as many monsters as party members	Additional +1

Monster Ability Modifiers

Ability	EL Adjustment
Damage Reduction	+1 to +3 per creature
Energy Resistance	–1 if the creature(s) relies on this as a primary defense
Flying	+1 to +2 per creature
Incorporeal	+2 per creature
Regeneration	+1 per creature
Spell Resistance	–1 per creature if the creature relies on this as a primary defense

Table 12–2

Encounter Levels

There are several factors to take into account when adjusting encounter levels, including the capabilities of the PCs' foes, for which guidelines have been provided below. Modifying encounter levels gives the DM more control over and a better understanding of how each combat will affect the resources of his party, thus ensuring that he does not overtax them with challenges that they cannot possibly overcome. Remember that these are simply general guidelines, and each DM should consider his particular group of characters and their abilities before making modifications.

The "No Fireball" Effect

Spells that cause mass destruction, such as *fireball*, *lightning bolt*, and *cone of cold*, are not as readily available to spellcasters in MIDNIGHT as they are in a standard campaign setting. In fact, a character has to be at least 5th level to even cast *magic missile*! With this level of mass destruction no longer available, the danger of facing many opponents increases, and at higher levels, if the characters still do not have these spells, it can be drastic. Table 12–2 gives general guidelines based on the number and strength of the opposing creatures.

Monster Abilities

Given the rarity of magic items and direct damage spells in the world of MIDNIGHT, as well as the increased lethality of the setting, some special attacks and qualities possessed by monsters can have more or less impact on the game. Some of the most common abilities and how they should be addressed are discussed below. Table 12–2 lists guidelines for adjusting encounter levels appropriately based on these abilities and on other factors. Remember that if a specific party has the tools to overcome a creature's abilities, then it may not be necessary to adjust the encounter levels.

Ability Damage and Ability Drain

Ability damage and ability drain, whether caused by a negative energy effect or poison, is more difficult to repair in MIDNIGHT. Without a cleric in the party, the group is not guaranteed to have access to *lesser restoration*, and *restoration* is not even on the channeler's spell list. This can make these powers more dangerous to the party in the long run and also more frustrating. DMs should remain aware of the party's healing capabilities and refrain from using so many creatures that cause ability damage or ability drain that the party's ability to cope is outstripped.

Optional Rule: Creature abilities that cause ability drain now only cause ability damage that cannot be healed by magic. There are no quick fixes when facing such creatures, but characters will eventually recover from the damage with rest and recuperation. While this can take the bite out of some creatures, it can save the players from becoming frustrated with facing challenges they cannot overcome.

Damage Reduction

Damage reduction, while normally an impediment worthy of special consideration, is even more potent in the world of MIDNIGHT than in a traditional setting. The rarity of magic weapons and true magical firepower means that most characters will not have the ability to overcome even the smallest amount of damage reduction. Some heroic paths, such as the steelblooded, grant characters non-magical means to bypass damage reduction, as does the precise strike ability of the defender class. Still, damage reduction remains much more powerful than in standard games.

One important DR rule to note is that mithral in MIDNIGHT counts as adamantine for the purposes of bypassing damage reduction.

Optional Rule: As with all things in the game, the DM should consider his party's capabilities when deciding upon appropriate challenges for them. If the party has no steel-blooded characters, no defenders, and no magic weapons, damage reduction is going to be a serious issue. On the other hand, if the party has effective means to handle damage reduction, no adjustments to encounter levels may be necessary.

In general, weapons made from specific materials are easier to come across than magic or aligned weapons. One option is therefore to assign a material to bypass magic DR and alignment DR. Cold iron might bypass DR/magic, silver might bypass DR/good, mithral might bypass DR/chaotic, and even exotic materials like bone or icewood could bypass other sorts of DR.

Death Effects

Because of the lack of magical means to bring characters back to life, death effects are nearly irreversible in MIDNIGHT. These attacks should be used very sparingly or replaced with something else entirely. Giving the characters a method of becoming immune to a specific creature's attack can also add flavor to the game (e.g., if the characters have earplugs made of river grass when they approach the banshee, they will be immune to its wail). Such tactics could be presented as plot hooks, but are better presented as rewards to characters who succeed at Lorebook checks, Knowledge checks for information about a creature, and so on.

Optional Rule: Any character failing a Fortitude save against a death effect or other attack that causes instant death by means other than inflicting hit point damage is instead dropped to –1 hp and begins dying.

Energy Drain

Energy drain is much like ability drain in that it is difficult to overcome without the appropriate magic, though of course the Fortitude save the next day at least gives the characters a chance to recover. Creatures with this attack should nonetheless be used sparingly.

Optional Rule: A character that fails his Fortitude save to remove a negative level keeps that negative level for an additional day. At the beginning of the next day, the character can make another Fortitude save to remove the negative level. This continues until the character either succeeds at his Fortitude save or gains a new level (along his current XP track), in which case all negative levels are removed from the character.

Energy Resistance

Creatures with energy resistance, immunity, or susceptibility have less to worry about from PCs in MIDNIGHT than in traditional settings. With the possible exception of using normal fire or acid against a creature, characters in MIDNIGHT have few ways to generate damage with an energy type. *Fireballs, lightning bolts,* and *cones of cold* are limited to mid- or high-level spellcasters, and even then they are not as common as in a standard campaign.

No change is needed to these creatures, but DMs should be aware that such abilities will have a more limited impact on combat than normal. This depends heavily on the capabilities of the characters in an individual campaign, however. An energy resistant creature's CR is unlikely to need to be modified, but DMs may consider these defensive capabilities to be less relevant when considering circumstantial modifiers to encounter levels.

Optional Rule: A creature with energy resistance causes one point of damage per five points of energy resistance to any creature it touches or that touches it. A character attacking a creature with a weapon other than natural weapons would not suffer this damage, but a character grappling the creature would suffer it. The damage caused by this ability caps at 5 points, even for creatures with energy immunity. Thus, a defender attacking a shocker lizard (electricity immunity) with his bare hands would suffer 5 points of electricity damage each time he struck the creature.

Flying Creatures

Monsters that can take to the air can be some of the most devastating encounters characters in MIDNIGHT are likely to face. In a standard d20 System fantasy game, *fly* spells and magic items that permit flight are relatively common by the middle levels. In MIDNIGHT, this kind of magic is likely to remain very rare. Just as with damage reduction, the DM should base any adjustments to encounter level for flying creatures on the capabilities of his party.

Incorporeal Creatures

Incorporeal creatures cannot be affected by non-magical weapons. This poses a bigger problem than normal for MIDNIGHT characters, who do not have easy access to magical weapons and damaging spells. Similar to death attacks, it is a good idea to use incorporeal creatures sparingly as opponents, although using them as plot points (i.e., noncombatants) can be a great change of pace.

Optional Rule: If you do use incorporeal creatures as foes, give the characters different ways to affect the creature that can be discovered through research, investigation, or word of mouth, just as with the optional rules for damage reduction or the means of determining the vulnerabilities of spirits.

Regeneration

Regeneration can normally be overcome through the use of fire and acid. Keep in mind that spell effects producing these energies are not as common in MIDNIGHT, thus putting the regenerating creature at a distinct advantage. While this does not raise the CR of creatures with regeneration, it could possibly affect encounter levels when these creatures are present.

Optional Rule: Regeneration works like fast healing except that regenerating creatures can still reattach lost body parts.

Spell Resistance

Spell resistance is less potent for monsters and enemies in MIDNIGHT because the PCs' magic is not as powerful or common as in most standard campaigns. While this does not change the CR of a creature with SR, it could modify the encounter levels of encounters that contain such creatures.

Creatures of Midnight

The races of men and fey have held dominion over the world since before the First Age, but we share our world with countless creatures both great and small. While the fey claim descent from a common elder race, it is evident to the wise who have studied natural lore that the races of men and the common animals were the first living things born to our world. We are of a kind and share the same bone, blood, and sinew. The fey races, monstrous creatures, and fell beasts that now inhabit the land are likewise of a kind—they are creatures of magic and their origins can be found in the magical cataclysm we know as the Sundering. During this time of darkness and chaos, the races of men and animals were twisted and remade into countless aberrant forms, just as a pox will refashion a man's visage in a terrible parody of his original likeness. The dire animals of the wood, the fell beasts of mountain and plain, and the fey races we call elves and dwarves—all such creatures are corruptions or deformations of the natural world born of an ancient and dark magic.

— Sunulael of the Sahi Priesthood,
The Origins of the Fey and Other Beasts

Many of the creatures that inhabit the world of MIDNIGHT are like those of many other fantasy campaign settings, although on Aryth evil walks in daylight without fear of persecution or destruction. The world is overrun by orcs and goblinoids, and the nature of the world (rare magic, no gods, planar insularity) makes some creatures more or less common upon it. One is not likely to find many of the more exotic d20 System monsters in Eredane except as unique or extremely rare beings. A brief discussion follows of the monster types from the core rules, how prevalent they are in Eredane, and where they can be found. In some cases, new rules have been introduced to handle the unique nature of the monsters of MIDNIGHT.

Aberrations

Most aberrations are intelligent and thoroughly evil beings, capable of bringing terror and misery to the peoples of Eredane as effectively as any orc patrol or legate master. Their origins are as varied as their shapes and powers. Some of the more bizarre and devious, like aboleths, beholders, cloakers, and mind flayers, are as old as the elthedar themselves, having existing beneath the surface of the world for millennia. Thankfully, they are extremely rare. Others, like athachs, chokers, ettercaps, otyugh,s and similar pitiable abominations were created by Izrador in his dark breeding pits.

While those intelligent aberrations not created by or beholden to Izrador understand that the Shadow's victory makes it very dangerous to operate in the world, most of these creatures still maintain their independence, preying on Shadow and resistance elements indiscriminately. The more simple-minded aberrations like carrion crawlers, chuuls, and rust monsters are less dangerous than the more intelligent aberrations but are also far more common. The Shadow's armies recognize the threat these creatures can represent to their plans, and so send regular hunting parties after known monsters.

Aberrations Around Aryth

Scavenging aberrations can be found following armies, or in places like the deep caverns of the Kaladruns, where the constant killing creates food in abundance. Of course, since the Shadow armies are just as threatened by such creatures as the resistance, such scavengers mostly have very short lifespans. Intelligent aberrations continue to function where they always have, although they have been forced into hiding in order to continue being the masters of their own domains.

Animals

The crucible that was life after the Sundering affected the animals of Aryth as much as any, and some within the fey woodlands of Erethor were slowly transformed by it. Some animals devolved into an even more feral state than before, becoming swifter, stronger, and more aggressive in their hunt for food and quest for survival. Other animals expressed their inner nature by growing more intelligent and forming societies within their territory. These new creatures, the first dire animals known to the world, warred with the fey over territorial rights to the idyllic glades and pristine rivers of Erethor for thousands of years. At the end of the First Age, with the growing threat of the Shadow falling over all Eredane's lands, Aradil called a council with the leaders of the dire animals, who also felt evil seeping into the land. From this great summit came the Dire Pact, an alliance born of mutual need that has grown into a true kinship between the fey and dire animal races.

The animals of the world play another role as well, one firmly under the control of Izrador. When he recruited and shaped the astiraxes as his servants, he saw an opportunity to further exploit Aryth's natural resources. Though the malevolent spirits were not powerful enough to possess the intelligent bodies of men or fey, they do have power over the beasts of the world. And so it was that the dark god corrupted the animals of the natural world, such that the forces of light could never look at their trusted and loyal companions, or the innocent and wild creatures with which they shared the world, without feeling a twinge of fear, suspicion, or distrust.

Adventurers who travel with animal companions are viewed with even more suspicion than most strangers, at least by those who are aware of the astiraxes' existence—what insanity must a man have to travel with a companion who could at any time become a servant of Shadow? Still, rumors of the heroism of the dire animals of Erethor have filtered to the human lands despite the Shadow's best attempts to spread lies and misinformation about them, which has helped inspire a reverence toward animal-kind in many cultures. As a result, totemism is on the rise, especially among the halflings and those human communities who are in contact with them.

Man's Worst Enemy?

Many of the cultures in the occupied lands have fast developed superstitions surrounding pets.

In the Westlands and river communities around the Ardune, stories of the wogrens have led the people to believe that the ghosts of animals come back to protect their former masters. Thus, pets are kept for one year, after which time they are ritually sacrificed in hopes that the animals' spirits will come back to protect the owners.

In Erenhead it is widely believed that feeding salt from the sea near Baden's Bluff makes an animal immune to astirax possession. This faulty superstition has been the downfall of several resistance cells, whose members too easily let loose secrets while their "protected" pets skulked about, listening.

The traitor princes and collaborators in the eastern cities around the Sea of Pelluria believe that it is a great honor to have one's pet inhabited by an astirax, and so families keep many pets and often seek out bits of information so that they can tell them to their animals. The preponderance of false stories has led legates to actually discount much of what they hear, ironically lessening the chances that an astirax will actually possess a family pet during an investigation.

Animals Around Aryth

Animal-kind has not flourished under the Shadow's occupation. Existing domesticated herds were quickly depleted by armies on the march through Erenland, and rumors of the legates' "demon ghosts" quickly made city dwellers nervous about keeping pets and allowing strays to roam the streets. As a result, pets have become scarce in large cities, and villages from the Dornish Northlands to the southern coasts have developed superstitions regarding animals.

Among the free peoples of Eredane, concern over the use of animals as spies has grown in the last 100 years. Where possible, ranches and slaughterhouses are well controlled and placed some distance from cities. Even many legates do not trust having animals around, other than those inhabited by their companions, afraid that an enemy's astirax might be spying on their activities.

Dire animals can be found mostly in the Caraheen, working along the Felthera and Gamaril Rivers, as well as harassing enemy troops along the Burning Line. Dire bears, dire tigers, and dire wolves make up the bulk of those allied with the elves, although a tribe of dire apes works along the Caraheen-Aruun border and the dire alligators of the Druid's Swamp try to feed on orcs and traitor humans more than elves and refugees, when possible. There are dire animals in the Kaladrun Mountains as well, but they are not signatories to the Dire Pact, and thus tend to keep to themselves. Adventurers expecting a welcoming attitude from the gigantic creatures of the region are in for a nasty surprise, especially if they do not take pains to establish that they are not a threat.

Boro

Large Animal
Hit Dice: 5d8+15 (37 hp)
Initiative: +0
Speed: 40 ft.
AC: 13 (–1 size, +4 natural)
Base Attack/Grapple: +3/+11
Attack: Gore +7 melee (1d8+6)
Full Attack: Gore +7 melee (1d8+6)
Space/Reach: 10 ft./5 ft.
Special Attacks: —
Special Qualities: Scent
Saves: Fort +7, Ref +4, Will +1
Abilities: Str 18, Dex 10, Con 16, Int 2, Wis 11, Cha 5
Skills: Listen +4, Spot +4
Feats: Power Attack, Improved Bull Rush
Climate/Terrain: Central plains and southern savanna
Organization: Solitary or herd (6–30)
Challenge Rating: 2
Treasure: None
Alignment: Always neutral
Advancement: 6–7 HD (Large)

Boros are large herd animals that roam the southern and central plains of Eredane in great numbers. Their broad bodies are covered by thick, curly hair, and two large tusks sprout from their upper jaws. They use these tusks for defense as well as to dig up the plants and roots on which they feed.

The halflings of the central plains have domesticated some boros to use as labor and pack animals, and rarely, as a food source. The orcs have driven thousands of boros up to the lands north of the Sea of Pelluria and trained them to act as mounts in combat.

Carrying Capacity: A light load for a boro is up to 300 pounds; a medium load, 301–600 pounds; a heavy load, 601–900 pounds. A boro can drag 4,500 pounds.

Grass Cat

Medium Animal
Hit Dice: 3d8+6 (19 hp)
Initiative: +8
Speed: 50 ft.
AC: 15 (+4 Dex, +1 natural)
Base Attack/Grapple: +2/+5
Attack: Bite +6 melee (1d6+3)
Full Attack: Bite +6 melee (1d6+3), 2 claws +1 melee (1d2+1)
Space/Reach: 5 ft. by 5 ft./5 ft.
Special Attacks: Trip
Special Qualities: —
Saves: Fort +5, Ref +7, Will +2
Abilities: Str 16, Dex 19, Con 15, Int 2, Wis 12, Cha 6
Skills: Hide +7, Move Silently +7
Feats: Improved Initiative, Run
Climate/Terrain: Any plains
Organization: Solitary, pair, or pack (5–12)
Challenge Rating: 1
Treasure: None

Alignment: Always neutral
Advancement: 4–5 HD (Medium)

A pair of bright eyes reflects the light of the campfire, peering in from the darkness of the plains. In the momentary glimpse as it moves away, you see a lean, feral cat padding silently through the tall grass.

Grass cats are large felines that travel in packs and hunt caribou in the northlands during the summer, migrating south during the winter to hunt boros on the central plains.

Combat

Grass cats are not aggressive by nature, but will defend their packs if they perceive a threat.

Trip (Ex): A grass cat that hits with its bite attack can attempt to trip the opponent as a free action without making a touch attack or provoking an attack of opportunity. If the attempt fails, the opponent cannot react to trip the grass cat.

Ort

Medium Animal
Hit Dice: 3d8+6 (19 hp)
Initiative: +1
Speed: 30 ft.
AC: 14 (+1 Dex, +3 natural)
Base Attack/Grapple: +2/+4
Attack: Bite +4 melee (1d6+3)
Full Attack: Bite +4 melee (1d6+3)
Space/Reach: 5 ft./5 ft.
Special Attacks: Trip
Special Qualities: Scent
Saves: Fort +5, Ref +6, Will +1
Abilities: Str 15, Dex 12, Con 14, Int 2, Wis 11, Cha 2
Skills: Listen +5, Spot +5
Feats: Alertness, Lightning Reflexes
Climate/Terrain: Any mountains or underground
Organization: Solitary, pair, or pack (5–15)
Challenge Rating: 1
Treasure: None
Alignment: Always neutral
Advancement: 4–6 HD (Medium)

Orts are large, rodentlike omnivores that are especially common in and under the Kaladrun Mountains. They measure up to four feet in length and weigh between 60 and 100 pounds. Their long bodies are covered with short, coarse black fur that grows over their thick hides. They can be found alone, but often hunt larger prey in packs, which can be dangerous if happened upon during a hunting frenzy.

The dwarves that live underneath the Kaladruns have managed to domesticate some of these creatures, but even these tend to be easily angered and mean-spirited.

Combat

Orts are very aggressive and territorial. They do not hesitate to attack a creature that comes into their home and often prowl the mountains at night for prey.

Trip (Ex): An ort that hits with its bite attack can attempt to trip the opponent as a free action without making a touch attack or provoking an attack of opportunity. If the attempt fails, the opponent cannot react to trip the ort.

Plains Leopard

Large Animal
Hit Dice: 5d8+10 (32 hp)
Initiative: +3
Speed: 40 ft.
AC: 15 (–1 size, +3 Dex, +3 natural)
Base Attack/Grapple: +3/+12
Attack: Claws +8 melee (1d4+5)
Full Attack: 2 claws +8 melee (1d4+5), bite +2 (1d8+2)
Space/Reach: 10 ft./5 ft.
Special Attacks: Pounce, improved grab, rake 1d4+2
Special Qualities: Scent
Saves: Fort +6, Ref +7, Will +2
Abilities: Str 21, Dex 17, Con 15, Int 2, Wis 12, Cha 6
Skills: Hide +7, Jump +9, Move Silently +11
Feats: Power Attack, Weapon Focus (claw)
Climate/Terrain: Central and southern plains
Organization: Solitary or pair
Challenge Rating: 3
Treasure: None
Alignment: Always neutral
Advancement: 6–8 HD (Large)

Plains leopards are solitary hunters that are sometimes encountered with a mate. They are large cats that can reach seven feet in length and 350 pounds in weight. They roam the southern and central plains, stalking boros and anything else they run across. The halflings of the central plains are on constant watch for these aggressive predators, as many communities have lost townsfolk and wogrens alike to the beasts.

Combat

Plains leopards are aggressive hunters that attack smaller creatures on sight.

Pounce (Ex): If a plains leopard leaps upon a foe during the first round of combat, it can make a full attack even if it has already taken a move action.

Improved Grab (Ex): To use this ability, the plains leopard must hit with its bite attack. If it gets a hold, it can rake.

Rake (Ex): A plains leopard that gets a hold can make two rake attacks (+7 melee) with its hind legs for 1d4+2 damage each. If the plains leopard pounces on an opponent, it can also rake.

Skills: Plains leopards receive a +4 racial bonus to Hide, Jump, and Move Silently checks. In areas of tall grass or heavy undergrowth the Hide bonus improves to +12.

River Eel

Large Animal (Aquatic)
Hit Dice: 7d8+7 (38 hp)
Initiative: +2 (Dex)
Speed: Swim 60 ft. (12 squares)
AC: 15 (–1 size, +2 Dex, +4 natural)
Base Attack/Grapple: +5/+11
Attack: Bite +8 melee (1d8+4)
Full Attack: Bite +8 melee (1d8+4)
Space/Reach: 10 ft./5 ft.
Special Attacks: Improved grab
Saves: Fort +5, Ref +7, Will +2
Abilities: Str 17, Dex 15, Con 13, Int 2, Wis 12, Cha 2
Skills: Listen +8, Spot +8
Feats: Alertness, Diehard, Endurance
Climate/Terrain: Any river
Organization: Solitary, pair, or school (3–6)
Challenge Rating: 2
Treasure: None
Alignment: Always neutral
Advancement: 8–12 HD (Large); 13–18 (Huge)

River eels are long, aquatic reptiles that hunt their prey in the rivers across Eredane; they flop about when on land and are only a threat in the water. The greatest of these creatures can reach 20 feet long and top 2,000 pounds, though most are only half this size.

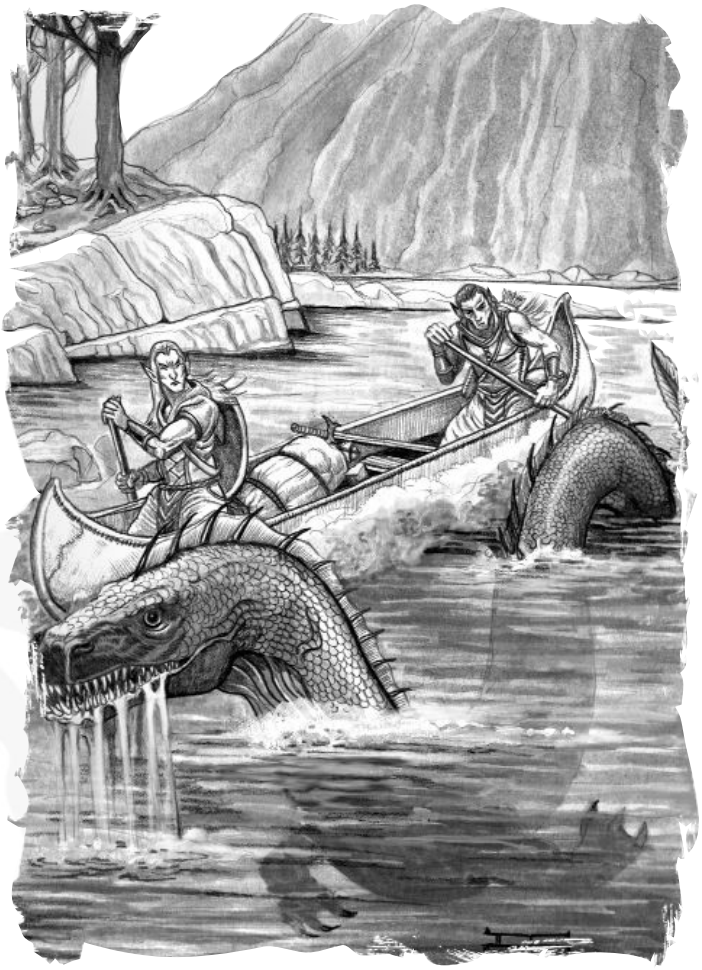
Combat

River eels are aggressive hunters that have been known to topple small rafts and boats, devouring those inside as they try to swim to safety. Otherwise, they attack single opponents until they get a hold and then swim away to safely devour their prey.

Improved Grab (Ex): To use this ability, the river eel must hit with its bite attack. If it gets a hold, it deals automatic bite damage each round that the hold is maintained.

Sea Dragon

Huge Animal (Aquatic)
Hit Dice: 12d8+84 (138 hp)
Initiative: +1
Speed: Swim 40 ft. (8 squares)
AC: 16 (–4 size, +1 Dex, +9 natural)
Base Attack/Grapple: +9/+25
Attack: Bite +18 melee (3d6+8/19–20/x2)
Full Attack: Bite +18 melee (3d6+8/19–20/x2) and tail slap +12 melee (1d8+4)
Space/Reach: 20 ft./10 ft.
Special Attacks: Improved grab, swallow whole
Special Qualities: Blindsight 100 ft.
Saves: Fort +15, Ref +9, Will +6



Abilities: Str 26, Dex 13, Con 24, Int 2, Wis 14, Cha 6
Skills: Listen +9, Spot +10
Feats: Improved Bull Rush, Improved Critical (bite), Improved Natural Attack (bite), Power Attack, Weapon Focus (bite)
Climate/Terrain: Any aquatic
Organization: Solitary
Challenge Rating: 8
Treasure: None
Alignment: Always neutral
Advancement: 13–24 HD (Gargantuan); 24–36 (Colossal)

This goliath sea creature's long, thin body is dwarfed by the unhinging jaws at its head.

Combat

Sea dragons attempt to swallow one opponent at a time, while using their massive tails to whip other opponents and drive them away.

Improved Grab (Ex): To use this ability, the sea dragon must hit with its bite attack. If it gets a hold, it deals automatic bite damage and can attempt to swallow the opponent.

Swallow Whole (Ex): A sea dragon can try to swallow a grabbed opponent of Large or smaller size by making a successful grapple check. Once inside, the opponent takes 3d6+8

points of crushing damage per round from the creature's muscular gullet. A swallowed creature can cut its way out by using a light slashing weapon to deal 25 points of damage to the sea dragon's gut (AC 16). Once the creature exits, muscular action closes the hole; another swallowed opponent must cut its own way out. The sea dragon's interior can hold 2 Large, 8 Medium, 32 Small, or 128 Tiny or smaller opponents.

Changes to Animals

Dire Animals

All dire animals are considered to have benefited from an effect similar to the *awaken* spell. They are considered magical beasts for all effects relating to type (like astirax possession or the possibility of rising as Fell), and their Intelligence scores are replaced by a random score determined by rolling 3d6. All dire animals can speak and understand a language unique to their dire species, and can speak and understand one additional language (pidgin) per point of Intelligence bonus (if any). Most dire animals of Erethor choose Sylvan as a common tongue with which to communicate with each other and their elven and fey allies, as High Elven is too complex for them to use easily.

Dire animals also gain +1d3 Charisma and may take class levels. Dire animals do not have the manual dexterity to cast spells or perform other, similarly precise tasks.

Constructs

The towering cities of the elthedar would not have been possible without the aid of monstrous constructs powered by the faith magic wielded by their mightiest priests. From small animated objects that performed monotonous tasks to colossal iron behemoths who could climb to the top of tall towers to build and repair them, magical constructs were a part of the everyday life of the elder fey. After the Sundering, almost all of these constructs fell dormant, unable to live without a connection to the gods whose channeled power created and fueled them. The priests desperately tried to restart their artifacts, but to no avail—their gods were lost to them.

Constructs Around Aryth

The constructs of the elder fey became mindless without a controlling force, forgotten relics believed to be forever dormant because of the absence of the gods. But there is still one god whose prayers are answered.

As the legates of Izrador gained ever greater access to the old regions and lore of Eredane, they began to discover these artifacts. And soon they learned that the power of their god could reanimate these constructs, and have since learned to use them as the elder fey did, commanding them to assist in the building of great monuments like Theros Obsidia and the temples that house the most powerful black mirrors. But Izrador is not omnipotent, and the legates' control over these constructs was flawed. This often resulted in crazed golems crashing through a city or builder constructs destroying the materials with which they worked. Still, the constructs are a powerful tool for the legates, so their use continues, but occasionally they must unleash an uncontrolled monstrosity on the already downtrodden people that they rule.

Changes to Constructs

Servitor constructs like golems, shield guardians, and homonculi can only be created, repaired, or powered by divine magic in Midnight, placing them firmly out of the reach of most PCs to create or control. The only channeling spellcasters who can create golems and the like are those who are bound by Izrador, such as the kurasatch udareen.

DMs may use golems and their ilk as plot devices, however, whether by giving PCs temporary control over a construct, offering them quests that may allow them to create or design golems through non-divine means, or even creating encounters with golems powered by magic other than Izrador's.

Dragons

Aryth's dragons are each unique creatures whose abilities are not defined by the color of their scales. Their coloring may range from silver-gray or mottled green to deep black, and have features that vary from spiked armor plating to long snouts, allowing them to be easily differentiated from one another by those who are versed in draconic lore. The dragons are ancient creatures, perhaps even immortal, who have watched the growth and trials of the peoples of Aryth for thousands of years. They rarely involve themselves in the affairs of men, and when they do it is on their terms. They are not driven by the riches or power offered by the kings of men, but have their own motivations that are seldom fathomable by less long-lived races. The most notable exception to this was the corruption of many dragons by Izrador's whisperings at the end of the Second Age.

Although the dragons that survive today are fractured and individual, it was not always so. A sovereign once ruled dragonkind, and the dragons befriended the elder fey and were content to share the world with them. The Sundering had a terrible impact on both the dragons' minds and their civilization as a whole, however, and they were split into many different factions that warred with each other throughout much of the First Age, even as the fey were splitting into the races now found throughout Aryth. These wars ravaged much of the world's dragon population, until finally only a few hundred remained. The Battle of the Wall at the end of the Second Age further reduced this number. Today, a handful of dragons still serve the Shadow, whether driven to his side by madness or warped by the temptation of promises too alluring to resist. Those that are sympathetic to the oppressed people of Aryth hide from the world, helping where they can but fearful of being discovered and suffering the full wrath of the dark god and his Night Kings.

Dragons Around Aryth

Several dragons are detailed here, along with their current whereabouts and activities.

Xircxi

Xircxi was the patriarch of all dragonkind during the Time of Years. He did not fight in the wars that followed the Sundering. This won him no friends, however, and he was considered both a coward and a traitor by the different factions. He went into self-imposed exile for more than a thousand years until word came to him that the fallen god was using dragons in his war upon mankind. He emerged to lead his brethren against the corrupted dragons, an endeavor that culminated in the bloody Battle of the Wall, where many of Aryth's dragons were slain.

Xircxi himself was wounded in the battle, but he did not fall. Nonetheless, due to a malign curse placed upon him by Izrador himself, the wounds inflicted during that battle have never healed, and never will. Out of respect for his emergence as a leader during those dark times, two other dragons, Estherix and Agammon, agreed to serve as his companions. He now resides deep in a mountain in the central Kaladruns, though the exact location of his lair is unknown. He uses Estherix and Agammon as his eyes and ears to the world and occasionally tasks them to bring aid to great heroes in need. If the to key Xircxi's recovery were ever to be discovered or the curse cast upon him by Izrador broken, Xircxi would be a force to be reckoned with, rivaling all but the Night Kings and Aradil in terms of power.

Xircxi: Male dragon; CR 27*; Colossal dragon; HD 41d12-164; hp 190; Init +4; Spd 10 ft., swim 15 ft.; AC 42, touch 2, flat-footed 42; Base Atk +41; Grp +60; Atk +36 melee (6d8+3, bite); Full Atk +36 melee (6d8+3, bite), +34 melee (6d6+1, 2 claws), +34 melee (2d8+1, 2 wings), +34 melee (4d6+4, tail slap); Space/Reach 40 ft./20 ft. (30 ft. with bite); SA Breath weapon, crush, frightful presence, spell-like abilities, tail sweep; SQ Blindsense 60 ft., damage reduction 20/magic, darkvision 120 ft., immunity to fire, mind-affecting spells, *sleep*, and paralysis, low-light vision; SR 33; AL LG; SV Fort +18, Ref +22, Will +33; Str 17, Dex 10, Con 3, Int 32, Wis 33, Cha 32.

**This CR is calculated using Xircxi's original ability scores, which included a Str of 47 and Con of 33, and his speed, which was 40 ft., fly 250 ft. (clumsy), and swim 60 ft. His current challenge rating is significantly lower.*

Skill and Feats: Alchemy +31, Jump +41, Listen +52, Search +52, Spot +52, Bluff +48, Concentration +34, Diplomacy +52, Escape Artist +16, Intimidate +36, Spellcraft +52, Knowledge (arcana) +50, Knowledge (nature) +52, Knowledge (history) +52, Knowledge (Shadow) +42, Sense Motive +32, Speak Language (fluent and literate in every known language); Alertness, Cleave, Fly-By Attack, Great Cleave, Hover, Improved Initiative, Improved Natural Attack (bite), Improved Natural Attack (claw), Multiattack, Power Attack, Snatch, Sunder, Wingover.

Breath Weapon (Su): Xircxi has two forms of breath weapon, a cone of fire and a cone of stunning gas. The cone of fire deals 24d10 points of damage to all within it, with a DC 16 Reflex save allowed for half damage. The cone of stunning gas stuns all creatures within its area for 4d4 rounds. A successful DC 16 Will save reduces the duration to a single round. The save DCs are Constitution-based.

Crush: Xircxi can jump or land on opponents, forcing a DC 23 Reflex save to avoid being pinned. Pinned opponents take 4d8+27 points of damage each round that they are under the dragon. The save DC is Strength-based.

Frightful Presence (Ex): Xircxi's mere presence unsettles those around him. This ability takes effect whenever he attacks, charges, or flies overhead. Creatures within 360 feet of Xircxi are subject to the effect if they have fewer than 41 HD. A potentially affected creature that succeeds at a DC 41 Will save remains immune to his frightful presence for one day. On a failure, creatures with four of fewer HD become panicked for 4d6 rounds and those with five or more HD become shaken for 4d6 rounds. Other dragons are immune to this effect. The save DC is Charisma-based.

Tail Sweep: Xircxi can sweep his tail as a standard action, causing all Medium or smaller creatures within a 40-ft. half-circle to suffer 2d8+27 points of damage unless they succeed at a DC 23 Reflex save, in which case they take only half damage. The save DC is Strength-based.

Spell-Like Abilities: At will—*ghost sound, levitate* (DC 23)*, telekinesis* (DC 26); 3/day—*blur, cure critical wounds, polymorph* (self only); 1/day—*foresight, heal* (DC 28)*, protection from arrows*. Xircxi's *polymorph* ability has a duration of 1 hour per level. Caster level 20th. Save DCs are Charisma-based.

Curse of Izrador: The curse imposed on Xirxci by Izrador remains with him, regardless of his form. His Constitution score is always 3 regardless of his use of the *polymorph* spell or even enhancement bonuses by items or spell effects. Additionally, he suffers a –30 penalty to Strength regardless of form, cannot fly, and his land and swim speeds are reduced to one-quarter normal.

Verlathis

Along the Eren River between the cities of Erenhead and Eisin lies Grover's Hollow, a small town with a big secret. The dragon Verlathis makes her lair in a secret cavern complex beneath the town's center. This secret is known only to a few of the town elders—outside the town, it is unknown. Her existence has been kept hidden from the forces of the Shadow since the region fell a century ago. Grover's Hollow, known only for the sweet apples grown in its orchards and several miles from the river proper, is not a very important part of Izrador's empire, and thus the secret has been safe all these years.

Verlathis came to these caverns almost a thousand years ago, before the town was settled, and she has watched it grow ever since. It began as a small village of gnomes who wished to leave the river life of their people behind while maintaining a close connection to their families. After a few decades, it gained a reputation as a refugee town that welcomed newcomers regardless of their race, culture, or background. Once it had grown large enough to sustain trade of its own, Verlathis decided that she would either have to reveal herself or leave her lair behind. She chose to reveal herself to the gentle people that lived in the village, and using her shapechange and charm abilities, was able to gain the friendship of several of the town elders, who swore to protect her secret. Ever since, the dragon and the town have lived together in peace, and Verthalis has used her considerable powers to keep the worst of the orcs' depredations from plaguing the people of Grover's Hollow.

Verlathis: female dragon; CR 15; Huge dragon; HD 22d12+110; hp 253; Init +0; Spd 40 ft., fly 150 ft. (poor); AC 29, touch 8, flat-footed 29; Base Atk +22; Grp +38; Atk +28 melee (2d8+8, bite); Full Atk +28 melee (2d8+8, bite), +22 melee (3d6+4, 2 claws), +22 melee (1d8+4, 2 wings), +22 melee (2d6+12, tail slap); Space/Reach 15 ft./10 ft. (15 ft. with bite); SA Breath weapon, crush, frightful presence, spell-like abilities; SQ Blindsense 60 ft., damage reduction 10/magic, darkvision 120 ft., immunity to acid, cold, mind-affecting spells, *sleep*, and paralysis, low-light vision; SR 22; AL NG; SV Fort +18, Ref +13, Will +18; Str 27, Dex 10, Con 21, Int 20, Wis 21, Cha 20.

Skill and Feats: Balance +10, Bluff +20, Concnetration +18, Diplomacy +21, Disguise +23, Heal +20, Hide –4, Intimidate +8, Jump +29, Knowledge (arcana) +16, Knowledge (history) +10, Knowledge (nature) +14, Listen +30, Search +30, Sense Motive +30, Spellcraft +28, Spot +30, Tumble +9; Alertness, Cleave, Fly-By Attack, Hover, Improved Natural Attack (claw), Power Attack, Weapon Focus (bite), Wingover.

Breath Weapon (Su): Verlathis has two forms of breath weapon, a line of acid and a cone of *sleep* gas. The line of acid deals 12d8 points of damage to all within it, with a DC 26 Reflex save allowed for half damage. The cone of *sleep* gas affects all creatures within its area (regardless of their HD) for 2d4+8 rounds. A DC 26 Will save reduces the duration to a single round. Save DCs are Constitution-based.

Crush: Verlathis can jump or land on opponents, forcing a DC 29 Reflex save to avoid being pinned. Pinned opponents take 2d8+12 points of damage each round that they are under the dragon. The dragon's grapple bonus is +38.

Frightful Presence (Ex): Verlathis's mere presence unsettles those around her. This ability takes effect whenever he attacks, charges, or flies overhead. Creatures within 180 feet of Verlathis are subject to the effect if they have fewer than 22 HD. A potentially affected creature that succeeds at a DC 26 Will save remains immune to her frightful presence for one day. On a failure, creatures with four of fewer HD become panicked for 4d6 rounds and those with five or more HD become shaken for 4d6 rounds. Other dragons are immune to this effect. Save DC is Charisma-based.

Spell-Like Abilities: At will—*feather fall, shield, charm person* (DC 16) ; 3/day—*polymorph* (self only)*, haste, cure serious wounds*; 1/day—*reverse gravity* (DC 22)*, heal* (DC 22). Verlathis's *polymorph* ability has a duration of 1 hour per level. Caster level 11th. Save DCs are Charisma-based.

Anaximath

Anaximath was at the vanguard of Izrador's forces when they drove south during the Last Battle and was responsible for the death of hundreds of elves during that day of slaughter. Ever since that day, he has taken up residence on the eastern outskirts of Erethor, making skirting the Sea of Pelluria to the west a dangerous endeavor. He patrols the forest constantly under cover of his *screen* spells, killing off elves and other travelers with impunity and feeding on the dire animals that call the forest home. Anaximath is a cruel creature who lives for nothing more than to serve the Shadow by killing his enemies, so perverted has his will become.

He has two lairs, one in a moss-covered cave in the forest and the other a submerged cavern along the western shelf of the Pelluria. It is in this submerged cavern that he hides several magical treasures he recovered from the battles he fought in the war. He hopes one day to make all of Erethor his kingdom, and he is very comfortable in the forest surroundings in which he now resides . . . perhaps too comfortable. Anaximath is no match for the Witch Queen of Erethor, and she has been watching him through the Whisper, which ignores completely the illusions he uses to cover his movements. She plans to take control of the dangerous beast at the most opportune moment, and believes that she will be able to use Anaximath to decimate at least the Gamaril host of orcs led by Belark the Blackheart, as well as damage or destroy the River's Fangs if the legates there can be caught off-guard.

Anaximath: male dragon; CR 13; Huge dragon; HD 20d12+100; hp 230; Init +0; Spd 40 ft., fly 150 ft. (poor), swim 40 ft.; AC 27, touch 8, flat-footed 27; Base Atk +20; Grp +36; Atk +26 melee (3d8+8, bite); Full Atk +26 melee (3d8+8, bite), +21 melee (2d6+4, 2 claws), +21 melee (1d8+4, 2 wings), +21 melee (2d6+12, tail slap); Space/Reach 15 ft./10 ft. (15 ft. with bite); SA Breath weapon, crush, frightful presence, spell-like abilities; SQ Blindsense 60 ft., damage reduction 10/magic, immunity to acid, cold, mind-affecting spells, *sleep*, and paralysis, low-light vision; SR 21; AL CE; SV Fort +17, Ref +12, Will +15; Str 27, Dex 10, Con 21, Int 16, Wis 17, Cha 16.

Skill and Feats: Bluff +20, Concentration +15, Diplomacy +13, Hide +0, Intimidate +25, Knowledge (arcana) +18, Knowledge (nature) +18, Listen +25, Move Silently +20, Search +23, Sense Motive +11, Spellcraft +25, Spot +25, Swim +16; Alertness, Cleave, Fly-By Attack, Hover, Improved Natural Attack (bite), Power Attack, Wingover.

Breath Weapon (Su): Anaximath's breath weapon is a cone of acidic gas. The gas deals 12d6 points of damage to all within it, with a DC 15 Reflex save allowed for half damage. Save DC is Constitution-based.

Crush: Anaximath can jump or land on opponents, forcing a DC 28 Reflex save to avoid being pinned. Pinned opponents take 2d8+12 points of damage each round that they are under the dragon. The dragon's grapple bonus is +36. Save DC is Strength-based.

Frightful Presence (Ex): Anaximath's mere presence unsettles those around him. This ability takes effect whenever he attacks, charges, or flies overhead. Creatures within 180 feet of Anaximath are subject to the effect if they have fewer than 20 HD. A potentially affected creature that succeeds at a DC 23 Will save remains immune to his frightful presence for one day. On a failure, creatures with four of fewer HD become panicked for 4d6 rounds and those with five or more HD become shaken for 4d6 rounds. Other dragons are immune to this effect. Save DC is Charisma-based.

Spell-Like Abilities: At will—*water breathing, entropic shield, silence* (DC 15); 3/day—*warp wood* (DC 16)*, suggestion* (DC 16)*, plant growth, screen* (DC 21); 1/day—*dominate person* (DC 18)*, heal* (DC 19). Caster level 10th. Save DCs are Charisma-based.

Elementals

Elementals are simply one of many types of creatures that man, fey, and orc alike refer to as spirits. Unlike outsiders, they have always existed on Aryth, and far fewer of them are were drawn to Aryth and trapped. Most simply found that, one day, they were unable to leave. While good- and evil-aligned outsiders have been driven by their natures to choose sides in the wars engendered by Izrador, as well as to engage in battle with each other, the elementals have remained neutral through the ages and merely adapted to their new homes. Because of this, they are still prevalent on Aryth to this day, even though they make little attempt to hide their presence.

Elementals are present in many of the world's power nexuses, leading many to believe that all power nexuses are somehow linked to these creatures. Indeed, channelers' lorebooks have recorded several instances of an elemental being killed or driven off from a nexus, which reduces the nexus's strength but does not destroy it. The question is still unanswered, but this phenomenon drives some channelers to seek out power nexuses for the sake of study rather than power, and some believe that power nexuses may be a key to repairing Aryth's connection to the other planes.

Elementals Around Aryth

Whether or not elementals create or are linked to power nexuses, they seem to have a fondness for living near them. As a result, chances are good that any newly discovered power nexus is the home of an elemental. Most of these creatures are neutral toward newcomers unless they present a threat to the elemental or to the place itself. Any creature who can communicate with the elemental and does not abuse the nexus's power is likely to be able to gain access.

Of course, not all of the elementals on Aryth are connected to power nexuses. An ancient water elemental called the Dran Darnor has been helping the Caransil guard the Keep of the Cataracts for millennia, starting with the first Dornish invasions of Erethor. Another, an air elemental that was unknown until three years ago, guards a deep underground chasm against orcish incursions in the Kaladruns. This choke point has actually helped turn the tide in the region southeast of Calador, though none can divine the elemental's intent or motivation.

Moreso than most other spirits, elementals neither attempt to hide their presence nor harass visitors to their domains. In fact, some elementals are drawn to other creatures and have a primitive curiosity that brings them out of hiding. Some have learned that orcs and other creatures of the Shadow will as soon attack them as look at them, and those who survive a few of these attacks have begun to fight back. This has given some the hope that the elementals are avenging spirits of Aryth rising up to help the resistance, but such hopes are merely the dreams of the oppressed.

Changes to Elementals

Although elementals and outsiders seem to have common experiences, the Sundering did not affect the elementals as starkly as it did their extraplanar cousins. Rather than needing to possess the forms of living creatures in order to exist in the material world, forms which are notoriously fragile and subject to decay, elemental spirits may instead simply inhabit and animate the elements to which they are bound. Elementals may seem to burst out of a pool of water, form from the summoner's breath, or take shape from the sand or dirt at an enemy's feet, though such building blocks were mundane and non-magical moments before.

If a spellcaster attempts to summon an elemental of a particular type in an area without enough of that raw element (usually earth, air, fire, or water) to support the creature's mass, he must make a caster level check (DC 10 + elemental's HD) in order to complete the summoning spell. If the check fails, he may continue casting the spell (effectively increasing the casting time by one round) and make another check on the following round. The caster may continue this for a number of rounds equal to his level before the spell breaks down and releases its grasp on the elemental.

Alternatively, if a spellcaster attempts to summon an elemental in a place high in content and quality of its preferred element, such as summoning a fire elemental from a pool of lava or an earth elemental amidst a vein of pure mithral, the elemental gains the benefits of the Augment Summoning feat.

All elementals in MIDNIGHT gain the spirit subtype and the Trapped template (see Spirits, page 336).

Fey

While the races of elves, dwarves, gnomes, and halflings are referred to as fey by the people of Eredane, they are not truly creatures of the fey type. True fey creatures are incredibly rare on Aryth, and are mostly confined to islands in the Archipelago of the Eywulf and others off Eredane's western coast. Only the oldest folk tales of the elves even mention these reclusive nature spirits, and the other races have no mention of similar creatures. Some have surmised that the true fey are a lesser form of the elthedar who would have become extinct had they not retreated to remote islands at the edge of the world. This theory is fairly well established as the true history of the elthedar, and mention of them is confined to arcane discussions of historical minutiae.

Fey Around Aryth

While true fey continue to exist in place of natural beauty in Erethor and the Kaladruns, they have become increasingly reclusive as the tremors of war affect the natural world around them. Few if any continue to exist in despoiled Erenland. Few have had cause to seek out the true fey in large numbers. Occasionally a Miransil vessel must land on one of the "enchanted islands" because of a nasty storm or damage suffered during combat with sea creatures, but the elves stick to the beaches and only rarely report sighting a curious faerie.

Faerie rings, circles of mushrooms growing in odd places, have been reported in the northwestern reaches of the Veradeen, leading some to believe that the true fey gather in large numbers there. The strange lights that sometimes shower the night skies with color far to the north are often said to be the work of these fey—but they are also said to be the

work of Izrador, leading some to believe the true fey have struck a bargain with the dark god. Because most snow elves spend their time on the eastern frontier where the fighting occurs, no contact or attempt at exploration has been made.

Changes to Fey

All fey in MIDNIGHT gain the spirit subtype and the Trapped template (see Spirits, page 336).

Giants

In the early ages of the world, the giants were a noble race that lived separate from the elthedar but had a similar high civilization. Many races of giants were spread throughout the world, where they built huge castles and carved impressive caverns in which to guard their great treasures. The giants were artisans beyond compare, working massive sculptures of stone and ice to adorn their homes. But when the Shadow came, the giants found that their stature and achievements meant little against the will of a god.

Izrador tried to corrupt the giants' noble kings, but his overtures were rebuffed. He knew that the goblins and orcs he arrayed against the humans would do little against the giants' mountain fortresses, so he formulated the first of his many successful plans to subvert a race from within. He played on the giantesses' vanity, whispering to them that they, not the men, should rule the giant races. He taught them to brew an herbal concoction that would keep them infertile, so that they could use this to leverage for more power within giant society. The ploy worked, and the giantesses made strides, but at a cost. The children they *did* have had defects, and soon the entire race found itself devolving. Once the giants realized what was happening, it was too late. The last of the giant kings led an ill-considered expedition to the far north to treat with the fallen god in a bid to save his people. When he returned to his people, he was a mere shell of what he had been, and he led his people down the final path to destruction.

The devolution of the giants and Izrador's focused breeding created the breeds of creatures known as the giant-kin. While essential warriors in the great battles of the First and Second Age, and essential to Jahzir's strategies at the end of the Third Age, these plodding and unpredictable behemoths have outlived their usefulness. They follow the Shadow out of a combination of habit, stupidity, and lack of organization, performing the most menial and degrading tasks without a thought, and bolstering his armies where needed. Although the people of Eredane now see giant-men as nothing but crude monsters, their story is as tragic, if not more so, than that of the other fallen races of Aryth.

Giants Around Aryth

Most of the wild giant-kin in the world can be found slinking around the Highhorn Mountains, searching for food and trying to stay out of the light. They sometimes linger on the edges of civilization, hoping to steal a bite here and there without getting caught. They are still mighty warriors, feared by the smaller races for their ferocity and strength, but their devolved minds make them skittish and withdrawn.

Giant-kin loyal to Izrador, on the other hand, can be found mostly in the Shadow's northern armies, fighting in the Veradeen and the northernmost points of entry into the Caraheen. Many are also used as living siege engines and shock troops in the battles in the Kaladruns, and are particularly hated and feared by the Kurguns, though their size prevents them from participating in assaults on any of the subterranean dwarven holdfasts. Giant-kin are rarely seen south of the Sea of Pelluria.

Changes to Giants

The only giants to have survived the treachery of Izrador most closely resemble hill giants. The other giant types ceased to exist thousands of years ago, at least in their natural forms. Use hill giant stats to represent these devolved giant-men, but give them –2 Str, +4 Dex, and a +4 racial bonus on Hide and Move Silently checks. The giant-men prefer cold locales; they are immune to nonlethal damage from cold weather effects, but they and suffer a –10 penalty on Fortitude saves to resist weather effects involving extreme heat as well as suffering double the normal nonlethal damage from such weather effects.

Other giant-kin, meanwhile, take many shapes and sizes. The most common are ogres and their orc-bred descendants, the oruks. Trolls, while once common in Izrador's army, were decimated by the elves' intense defensive fighting in the early years of the Last Age and have since been found to be too dangerous and difficult to control to make their use

worthwhile. The remaining giant-kin to be found in Izrador's forces are the devolved and brutish ancestors of the true giants. DMs may use the stats for hill giants, fire giants, frost giants, and stone giants to represent these monstrous men, though few have any mental ability scores above 6 and none are proficient with armor other than hide or with anything other than simple weapons, thrown rocks, and greatclubs. A few exceptions exist who have gained class levels and learned to wield huge axes and swords, but these are thought to be incredibly rare throwbacks to the original giant race whose loyalty to Izrador is questionable.

Humanoids

Humanoids make up the bulk of intelligent creatures found in Eredane. This broad categorization includes humans and all of the fey, half-breeds, orcs, and goblinoids. Many of the common folk go their entire lives without seeing a different type of creature—and they prefer it that way. Even adventurers, for all of their travels, are far more likely to encounter humanoids than any other creatures. There simply are not that many of the other types around. The history of the world can be said to be that of the humanoids, since it was they who kept the records and they who have performed the great deeds and participated in the great tragedies of the world.

Humanoids Around Aryth

The different races of humanoid are geographically isolated in large part, as described in the setting section of this book. Racial mixing is rare other than in Erenland, where the human races have long intermixed, gnomes travel with near impunity, and of course orcs and goblin-kin make life miserable for all.

Goblin-kin are more common in the south than in the north, and Jahzir is happy to use these less savage creatures as enforcers in cities and communities without resistance leanings. While for the most party happy to serve and eager to avoid the true war zones of the east and west, many goblin-kin still seek to prove their worth to the master who spurned them so long ago. They are jealous of the orcs, who they see as having usurped their rightful place, and conflicts often break out where the two groups meet. This is another reason Jahzir is happy to keep the orcs north of the Ardune—there is already enough infighting among his generals, the legates, and the rotting forces of Sunulael.

Changes to Humanoids

Changes to the PC races, including orcs, are listed in Chapter One. There are no half-elves or half-orcs in MIDNIGHT, and no humanoids with the reptilian subtype are found on Eredane, but may exist elsewhere at the DM's discretion.

Additionally, while goblins, and hobgoblins, and bugbears remain unchanged in MIDNIGHT, all are creations of Izrador and generally remain loyal to him as part of his war machine. Izrador also created a new breed of goblin, referred to by both

Hobgoblin and Bugbear

their allies and enemies as "sniffers," though countless other derogatory names have been invented for these hated trackers. Sniffers are Small humanoids with the goblinoid subtype and the following racial traits.

— –4 Strength, +2 Dexterity, +2 Wisdom, –2 Charisma.

— Small size.

— Base land speed of 30 ft.

— Darkvision out to 60 feet and scent.

— +2 racial bonus on Spot, Listen, and Survival checks.

— Favored Region: Northern Marches.

— Automatic Languages: Black Tongue. Bonus Languages: Erenlander, Orc, Norther.

— Favored Class: Wildlander.

Magical Beasts

Dangerous beasts and predatory creatures of magic are not found in large quantities across Eredane; evil on Aryth is far too random to allow that. Occasionally a strange beast escapes from the breeding pits of the far north, then to retreat to the top of the tallest spires, the deepest waters of the most inaccessible rivers, or the elder forests whose roots are so deep that they are said to touch the very center of the world.

Other magical beasts, such as those created by the malign effects of the Sundering, are more common and far less shy, but still easily outnumbered by mundane creatures and civilized humanoids. It is said that the ancestors of such creatures lived alongside the elthedar, providing wisdom and guidance as the fey built the great civilizations that honored the elder gods. These creatures were widely seen as conduits for the gods' instructions to the elthedar, and were thus treated with holy reverence. Whether as proof of this belief or by coincidence, once the gods were cut off from the world by the Sundering, these creatures quickly degenerated into nothing more than animals with some vestigial powers left over from their true forms. Insanity, rage, and confusion spread throughout the ranks of even the once-benign creatures, soon altering their legacy forever. Yet there are still those loreseekers, sages, and heroes who believe that the remaining magical beasts hold keys to the knowledge of lost ages, and seek them out in the hopes of finding a forgotten weapon against Izrador.

Magical Beasts Around Aryth

The Terrace of the Elders on the Island of Asmadar is home to a triumvirate of ancient magical beasts who fled the madness and chaos of the Sundering, taking up residence on the island and never looking back. They have remained uninvolved with the events that have shaped Eredane over the millennia, and are largely ignorant of what is going on. They know that another war has started, but are unaware that it has been over for nearly a century and that an elder god is siphoning off the world's magic. These creatures—a lamasu, a dragonne, and a gynosphinx—remain untouched by the Shadow, and are perhaps the last pristine link to the bygone age. Unfortunately for the heroes of modern Aryth, they do not seem to be interested in joining the fight against Izrador's hordes.

Deep in the White Desert there lies an oasis that formed inside a dome-shaped rock that rises some 100 feet out of the sand. The rock has a cleft at its apex, allowing the cool desert night winds to consolidate moisture inside the dome, dripping it down into a deep blue pool. The area is rumored to be a power nexus of some strength, but the dome is inhabited by an unearthly manticore whose size dwarfs the largest of the dire creatures of Erethor. It is not known how this beast came to be, or how it sustains itself in the harsh desert environment, but part of its success must be due to the oasis dome that it guards.

The snow elves have recently run across a mixed pack of worgs and winter wolves in the mountains between Nalford and Steel Hill. They have not communicated with the animals, but neither have the usually evil creatures attacked lone elves who would have been obvious and easy prey. Current conjecture is that these canines escaped a Shadow breeding pit, but not before they were somehow changed. The mystery of the ghost pack, as they are called, has been relegated to an item of little interest in light of the Shadow's renewed push into the Veradeen's borders.

Of course one of the most important magical beasts to the halfling folk are the wogren, the creatures that have become the protectors and friends of the halfling people. While many thousands of them died in the Shadow's initial onslaught against Erenland, the race still breeds true and does its utmost to protect and serve its diminutive friends.

Wogren, Adult

Medium Magical Beast
Hit Dice: 3d10+6 (25 hp)
Initiative: +5
Speed: 40 ft.
AC: 16 (+1 Dex, +5 natural)
Base Attack Bonus: +3

Grapple: +6
Attack: Bite +6 melee (1d6+3)
Full Attack: Bite +6 melee (1d6+3) and 2 claws +1 melee (1d4+1)
Space/Reach: 5 ft./5 ft.
Special Attacks: Trip
Special Qualities: Spirit sense, scent
Saves: Fort +5, Ref +4, Will +2
Abilities: Str 16, Dex 13, Con 14, Int 6, Wis 13, Cha 12
Skills: Listen +6, Spot +6, Survival +1*
Feats: Alertness[B], Improved Initiative
Climate/Terrain: Central plains and southern savanna
Organization: Solitary, pair, or pack (6–10 plus 10–30 halflings)
Challenge Rating: 2
Treasure: None
Alignment: Usually neutral good
Advancement: 4–7 HD (Medium-size); 8–13 HD (Large)

Wogren are intelligent creatures that resemble thick-bodied hunting dogs. They are almost exclusively found in the company of halflings, whose communities the wogren faithfully serve and protect. Wogren do not speak any languages, but they understand Halfling.

Combat

Wogren aggressively defend their territory as well as any halflings they have befriended. They charge the nearest enemy and attempt to knock him off his feet before delivering the killing blow.

Spirit sense (Su): Wogren seem to be so closely tied to the natural rhythms of Aryth that they can tell when something nearby is not natural. This acts blindesense with a range of 100 ft., except that the Wogren can also detect the presence of bodiless spirits. Wogren can differentiate between harmless Eternal spirits, the Lost, and the Trapped.

Trip (Ex): A wogren that hits with its bite attack can attempt to trip the opponent as a free action without making a touch attack or provoking an attack of opportunity. If the attempt fails, the opponent cannot react to trip the wogren.

Skills: A wogren gains a +5 racial bonus to Survival checks when on the plains of Erenland.

Wogren, Immature

Small Magical Beast
Hit Dice: 2d10+2 (14 hp)
Initiative: +5
Speed: 30 ft.
AC: 13 (+1 Dex, +2 natural)
Base Attack Bonus: +1
Grapple: –2
Attacks: Bite +2 melee, 2 claws –3 melee
Damage: Bite 1d6+1, claws 1d4
Space/Reach: 5 ft./5 ft.
Special Attacks: —
Special Qualities: Spirit sense, scent
Saves: Fort +4, Ref +4, Will +1
Abilities: Str 13, Dex 13, Con 12, Int 4, Wis 12, Cha 9
Skills: Listen +2, Spot +2, Survival +1
Feats: Improved Initiative
Climate/Terrain: Central plains and southern savanna
Organization: Solitary, pair, or pack (6–10 plus 10–30 halflings)
Challenge Rating: 2
Treasure: None
Alignment: Usually neutral good
Advancement: 3 HD (becomes adult wogren)

Immature wogren are simply younger and weaker versions of the adult creature. Their senses are not as finely tuned, nor are their minds as keen; they are commonly protected and cared for the by the halflings to which their parent wogren are bonded.

Combat

Immature wogren are impetuous and playful, and may rush into danger to defend their halfling "family."

Spirit sense (Su): As adult, but only with a range of 30 ft.

Skills: An immature wogren gains a +2 racial bonus to Survival checks when on the plains of Erenland.

Monstrous Humanoids

"Of those monsters that haunt us while we sleep, there is none more fearsome than that which resembles us the most."

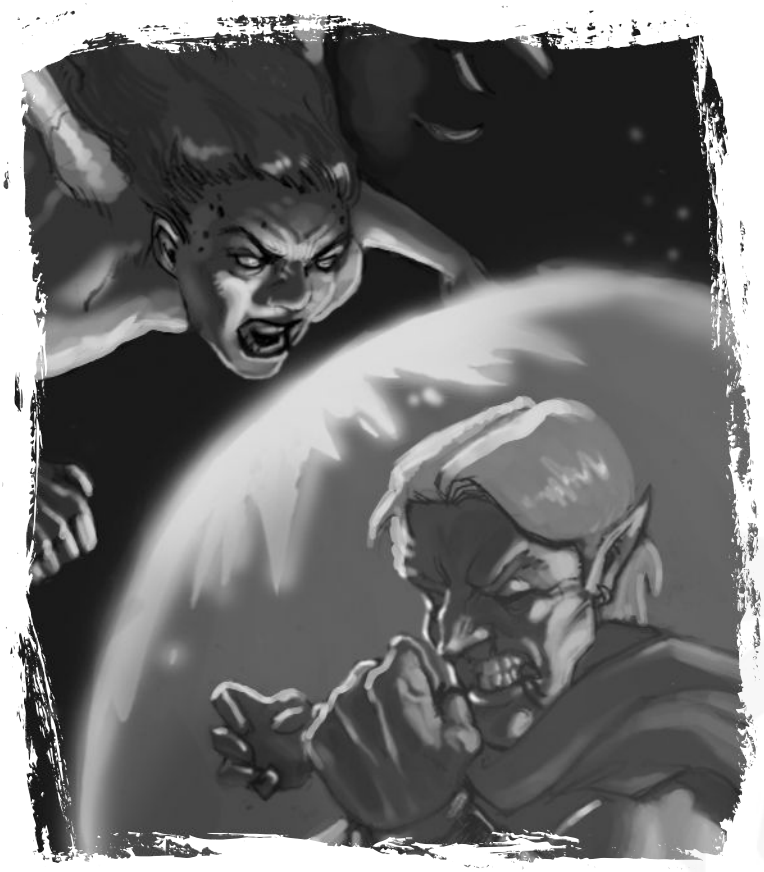
—Asar Kahjeen, Sarcosan astrologer and sage

The folk legends of the people of Erenland are full of tales of evil crones stealing babies from their beds, horned devils flying out of the mountains in search of treasure, and bull-headed giant-men ruling the Asmadarin Plains. Some of the tales are true, some are exaggerated, and some are based on events long forgotten by history. Monstrous humanoid villains tend to be very personal demons in the stories, competing with mankind for treasure, food, or territory. These are rarely random beasts living in the wilderness, but antagonists with evil intent. As with many of the creature types of Aryth, Izrador has left his mark on these creatures as well. Harpies are among the most feared of his monstrous humanoid creations thanks to their ability to draw victims to them regardless of the danger, be it a lethal drop or a blockade of orcs, with their powerful song. Tales are also told of elves captured by Ardherin and inflicted with a terrible curse, then sent back to their people to turn all their loved ones to stone with their loving gaze.

Monstrous Humanoids Around Aryth

While monstrous humanoids are not common sights around Eredane, in areas where they exist their presence is constantly felt. A green hag haunts the edge of the Druid's Swamp, and her malevolent plots are always in the back of the minds of the villagers. Even the druids of the academy there wish the hag gone, but they believe she has some connection with the land that makes her an eternal part of its ecology.

Minotaurs do indeed exist on the Asmadarin Plains, but not in the numerous ranging hordes of halfling legend. Small



bands of the creatures battle for food and territorial dominance with the Sarcosan descendants who live there. The Asmadarians might not have survived long had a minotaur lord not long ago recognized the benefits of having them on the island. The humans grow food and keep livestock, which the minotaurs can then take as their own at the cost of a few of their warriors being hunted down and slain.

Gargoyles haunt the southern reaches of the Kaladrun Mountains, sweeping into the villages of the Central Plains in search of valuables and fresh meat. In the Arunath Mountains, a particularly evil brand of gargoyle terrorizes the jungle elves. The Danisil believe, rightly, that these gargoyles have been tainted by the demonic influence of the ruins of Ibon-sul, making them even more malevolent than their eastern cousins. Their skin is still rocky, but it features sharp points and hooked structures from which they sometimes hang the flesh trophies they gather when they hunt.

The Miransil, meanwhile, must devote precious resources to fend off a tribe of shark-like ocean-dwellers, the sahuagin, who have in the past decade begun to migrate from the deeper sea in an exodus that brings them ever closer to the sunken cities in which the Miransil dive. Among their most terrifying abilities is the power to take the form of sea elves with an effect identical to the *change shape* ability of doppelgangers; luckily for the Miransil, these creatures' altered forms seem to wash away when they've been outside of the water for any length of time (1d4 minutes), revealing their true, hideous forms.

Oozes

Ooze creatures are featured heavily in Sarcosan fairy tales, which most often teach lessons about how the world was made better by the Sarcosan race, all thanks to the Riders in the Sky. The oozes represent the untamed world as it was before mankind was born, and can be found smothering babies, stealing away with man's virility, and infecting livestock and agriculture with contagious diseases. These fairy tales survived the trip to Eredane, and have become common cultural institutions throughout the human cultures of Erenland and the North.

Oozes Around Aryth

Oozes were unknown on Eredane during the time of the elder fey, and only began turning up in records and stories around the time of the Dornish invasion. While some accuse the Dorns of leading the strange creatures across the Kasmael Sea or inadvertently transporting them in the holds of their ships, it is more likely that the dwarves and elves simply uncovered the dark caverns in which they had been sleeping since the Sundering; after all, the invasion of the Dorns led to both races intensifying their mining efforts in search of metal with which to fight the newcomers. Black puddings are particularly prevalent under the Kaladrun Mountains, and they remain second only to the orcs as threats to the dwarves' survival.

East of Hallisport there is a broad, gray expanse of tidal flats known to be the lair of dozens of oozes of various size and composition. These oozes cling to the sides of large holes that dot the area and feed on sea creatures brought in by the tides. Rumors have existed for thousands of years of hidden caches of treasure and magic left there by the first Dornish invaders, but the dangerous oozes keep most curious treasure hunters at bay. There have been reports lately of Shadow activity in the area—groups of goblinoids followed by a legate and a team of ogres who seem to be looking for something but have suffered heavy losses in the process.

Outsiders

Outsiders are a special case on Aryth, having been trapped there for thousands of years with no way to get home or call others from their planes of origin. Because the elthedar had built great civilizations and were master practitioners of the arts of magic, there was a significant outsider presence on Aryth before the Sundering. That event caused some outsiders to go mad instantly, affecting them in unexplainable and never-before-seen ways. Some consider these the lucky ones. Others were merely frustrated by their inability to return home, and they endeavored to find a way to break the Veil that enveloped the world. Through the millennia, these angels and demons have made pacts with one another and just about every other powerful creature on the planet in order to find a way home. They have served dragons, and elves, and the Shadow, and siphoned magic from nexuses all over the world. All of their attempts have failed.

Outsiders that exist in their normal forms have either survived in their original bodies since the Sundering or achieved them as a result of their transformation ability (see Spirits, page 338).

Outsiders Around Aryth

The demon-infested jungles of the Aruun are perhaps the most regarded place on Eredane when the subject of demons is broached—and for good reason. Its humid confines house the majority of evil outsiders in the world, and not many angels to combat them. The demon ruins of Ibon-sul have acted as a prison to demons for thousands of years, so long that not even the eldest Danisil sage has memory of what created such a place. There are fears that since Izrador's victory, the invisible bonds that trap beings there are being weakened, and that more and more demons are escaping every year. If this is true, it could soon spell an end to Danisil involvement in the war for Caradul, as the jungle elves rally to defend their own home against a threat more vile than the cruelest orc.

Elsewhere, angels, demons, and devils alike have tried to blend in as best they can. Many succumb to the pull of oblivion and lose themselves among the other spirits, joining the Eternal, but others try to find a way home from the physical world or even simply resign themselves to life among the mortals. Indeed, good and evil outsiders often find common cause, and in many cases old hatreds have fallen by the wayside in light of their new circumstances. For a chance to return home, there is barely an angel on Aryth who would not work with a demon or devil, but their natures remain unchanged, and such alliances often do not last long, too strained by old prejudices and differences in philosophy that often have lethal consequences.

Changes to Outsiders

As a result of their millennia-long entrapment, none of the outsiders on Aryth have the Extraplanar subtype—the Material Plane on Aryth has become their home. All outsiders gain the spirit subtype as well as the Trapped template (see spirits, page 336).

Plants

Living plants have never been a significant threat outside Erethor, and even there they are enemies only to those who oppose the Witch Queen. Few of the plants of Aryth gained intelligence after the Sundering, as some of its animals did. Some would argue that the Whispering Wood is a conglomeration of intelligent plants, but it seems to be something else entirely—a fusion of the spirits of deceased elves with the natural energies of a forest they once ruled.

Plants Around Aryth

The Aruun jungle has perhaps the largest population of dangerous plants, but these are reflexive, instinctual predators rather than intelligent hunters. In the Druid's Swamp and at the base of the Kadrin River in the southwestern jungle there are swamp monsters who live off of the decomposing bodies of those they drag into the mire, but whether these are plants or some aberration remains largely unresolved.

Spirits

Spirits are a new subtype of creature that exist as as part of but separate from the physical world. The subtype is applied to all elementals, fey, outsiders, and incorporeal undead in MIDNIGHT, though it is more often used to dictate the level of impact of class abilities or spells on a creature than to describe a creature's abilities.

There are three general categories of spirits: the Eternal, the Trapped, and the Lost. The Eternal do not have any game mechanics and their effect on the world (or lack thereof) is completely up to the DM's discretion; the Lost, meanwhile, are incorporeal undead, and have few game mechanics that differ beyond those described in the core rules. That leaves the Trapped, which are the sort of spirits that PCs are the most likely to encounter the most often.

Eternal Spirits

The Eternal are best described as the active essence of the world, intelligent spirits of near limitless power that constantly drive toward the fulfillment of their purpose. Each eternal spirit is a unique being that represents some aspect of creation, and each has incredible powers. Or it may be that all eternal spirits are part of the same being. These spirits are

Ethereal Creatures

For the most part, the core rules that affect creatures and their powers remain unchanged in MIDNIGHT. Ethereal creatures an exception. Because of the Sundering, the Ethereal Plane has been cut off from Aryth; yet ghosts and spirits remain. Any time a creature in MIDNIGHT would normally exist on the ethereal plane, such as a ghost that is not manifested, it can be assumed that it is bodiless instead.

never meant to be fought, and their power is well beyond the scope of even the most powerful PCs. While not god-like in their power, the only beings in the world other than Izrador that rival the power of the Eternal are Aradil and the Night Kings. Eternal spirits are often, but not always, tied to a location or region, and they may or may not take an active interest in the world as is their wont. Some are good, some are evil, and some simply enjoy meddling in the affairs of humans, orcs, and even the Shadow. Their specific abilities are beyond the scope of the rules, as eternal spirits are meant to be used by the DM to further his campaign, not as adversaries for the PCs to directly engage or allies whose abilities they may manipulate.

Lost Spirits

The Lost are a pitiable but dangerous type of creature, the shades and spirits of the once living who have not found rest as part of the Eternal and are not content to drift mindlessly in the spirit wind surrounding Aryth and dream of the Veil's being lifted. While not as visible a threat as the Fell, they can be far more dangerous. They live a half existence only semi-aware of what has happened to them, confused and trapped in a limbo somewhere between the physical and celestial realms.

Like the Fell, the Lost are traumatized by their own deaths but the effects are more varied. Haunts are not driven by bloody hunger but instead follow often-cryptic or bizarre motivations that reflect parts of their past personalities. Many suffer insanities upon death that drive them to malevolent and violent acts. Others remain motivated by the things that moved them in life and can be coherent or even benevolent at times. Unlike the Fell, the Lost do not have the release of eventually decaying away to dust, but face eternity in their horrific states. Eventually, what passes for minds in these spirits degrade, spiraling slowly into incomprehensibility and insanity. In the end, even the ghosts of the most kind and potent souls become dim and dangerous shadows of what they once were.

As the years pass and the veil between the heavens and Aryth remains, the frequency of ghosts haunting the realm of the living increases. It is an uncommon person that is lucky enough not to have been haunted by the shade of a deceased ancestor, and a rare traveler that has not been driven from his camp by the chilling wail of a Lost soul.

All incorporeal undead in MIDNIGHT other than those created by necromantic spellcasting are Lost spirits. The Lost may seem to emerge from the shadows or from the embrace of Aryth itself to assail the living at seemingly random intervals, but each Lost spirit or group of them have defining conditions, called **ties**, through which they may emerge. As a default, most Lost abhor the light and life represented by the sun, and as such only emerge at night or in places where the light of day does not shine brightly. Others, such as the ghost ships of the Sea of Pelluria or the halfling spirit camp of the plains, may be tied to the anniversaries of historical events, to the approach of living creatures of specific allegiances, or other catalysts.

Characters can research a particular Lost or group of Lost to find its ties using the normal methods used to learn about a creature's powers. As with all creatures, an appropriate Knowledge check (in this case Knowledge [spirits]) with a DC equal to 10 + the spirit's HD can reveal information about the spirit, including its ties, at the DM's discretion. Alternative methods of investigation that may be allowed include the use of a hermetic channeler's lorebook, Gather Information checks made in communities near the spirit's home lair, Knowledge (history) checks, or even Spot or Sense Motive checks to attempt to decipher what a Lost spirit fears or desires by watching its behavior or motion.

Trapped Spirits

Trapped spirits are not always appropriately named; some have been on Aryth since long before the Sundering, and others are glad to be in the playground of flesh and feasting that is the material world. The vast majority are visitors, however, travelers from far realms who were never meant to remain on Aryth for so long.

Trapped spirits' natural state is one in which form and time have little meaning. In their default form, called **bodiless**, trapped spirits cannot interact with the physical world, and most have difficulty discerning things in the physical world that are not specifically tied to their natures or their interest. They can vaguely sense creatures, objects, and the passage of time, but not in the manner mortals sense things. Some rituals and magic can allow creatures from the physical world to contact and interact with spirits, but the alien minds of spirits are inscrutable things, and getting them to communicate what they've seen can be and adventure in itself.

Trapped spirits that regret their state sometimes latch onto areas with high populations, soothing their detachment and loneliness with the comfort of feeling so many people nearby. Others shun such comforts, exiling themselves to isolated areas, where only rarely do creatures happen upon them or seek them out to barter for some piece of information from ages past.

Creating a Trapped Spirit

"Trapped" is an acquired template that can be added to any elemental, fey, or outsider (referred to hereafter as the base creature).

A trapped spirit uses all the base creature's statistics and special abilities except as noted here. Though trapped

spirits are based on creatures with corporeal forms, most lost those forms during or after the Sundering. A trapped spirit's natural state is referred to as **bodiless.** While bodiless, a trapped spirit's powers and abilities are extremely limited, as described below. All trapped spirits have an ability that allows them to interact with the physical world, however, which is referred to as **manifesting**.

Size and Type: Trapped spirits gain the incorporeal subtype.

Speed: All trapped spirits have a fly speed of 30 feet, unless the base creature has a higher fly speed, with perfect maneuverability. A trapped spirit that takes form does not keep this speed, gaining instead the speed and movement types of the form that it takes.

Armor Class: Trapped spirits have no natural armor while bodiless, though they do gain deflection bonuses equal to their Charisma modifiers or +1, whichever is higher.

Attacks, Damage, and Special Attacks: A trapped spirit cannot attack, damage, or otherwise affect the physical world in any way while bodiless. Nor may it use any of its special attacks or special qualities that rely on a physical form. For instance, a bodiless barbed devil cannot use its fear, improved grab, impale defense, and so on.

Special Qualities (Bodiless): When bodiless, trapped spirits may use none of their special qualities, instead gaining the special qualities listed below.

Bodiless (Su): Bodiless is a state of being similar to incorporeality, but is one step farther removed from the physical world. All of the core rules for interaction between creatures on the Ethereal Plane and the Material Plane are applied to interaction between bodiless spirits and other creatures on Aryth. While bodiless, a spirit can take no actions other than moving. While a trapped spirit is bodiless it can only perceive the physical world via its worldsense ability.

Superior Invisibility (Ex): While bodiless, a trapped spirit is invisible at all times. Though this effect cannot be dispelled and continues even in an *antimagic field* or *invisibility purge*, bodiless spirits can still be seen through divination spells that can see ethereal creatures, like *see invisibility or true seeing.* Since Aryth is rather crowded with bodiless spirits of all types, however, it can often be difficult for a viewer to differentiate between his target and spirits that simply happen to be present.

Worldsense (Su): Bodiless spirits can sense only vision and sound from the physical world, and may only do so at a range of 10 feet per HD. If a mortal were to look through a spirit's "eyes," he would behold a strange and muted world. All physical objects are seen as vague, colorless, and muted, and sound is heard as a slow-motion warble. This means that bodiless spirits generally cannot understand the meanings of conversations they hear, nor can they identify the details of individual creatures beyond size. Adjacent objects seem melded together, such that a group of adventurers sitting around a campfire might simply look to the spirit like a stand of shrubs or a jumble of rocks, at least until they move. Likewise, a large serpent and a line of wolves traveling down a trail might look identical to the spirit's uncertain perceptions. Bodiless trapped spirits therefore have a base penalty to Listen and Spot checks of –30.

Each creature type with the trapped template has an **exception** to this perceptual limitation, things that the spirit can behold clearly and sharply. The bodiless spirit suffers no penalty to either Spot or Listen checks when perceiving these exceptions, and they appear and sound clear and well-defined to the spirit. The exceptions for each creature type are described below.

Elementals: Elemental spirits' exceptions are, not surprisingly, the elements that matches their elemental affinity: earth and stone for earth elementals, air for air elementals, etc. They can clearly see and hear such material, and can also determine its level of purity or pollution.

Fey: Fey spirits' exception is the natural world, which means in game terms that they can clearly hear and see creatures with the plant and animal types, as well as determine their level of health and whether or not they have suffer from any diseases.

Outsiders: Outsiders are the most various of the trapped spirits. Their exceptions depend on their subytpes. Outsiders with elemental subtypes have exceptions identical to elementals. Those with alignment subtypes can clearly see and hear the stuff of life in which they once trafficked: souls. Any intelligent creature (Int 3 or higher) applies to this

Good Outsiders and Possession

The fact that a trapped outsider must possess another creature in order to take physical form is a torturous aspect of life for those who are good-aligned. For all the good that a powerful angel or archon could do in the war against Izrador, is it worth the possession and possible death of another creature against its will?

Each good-aligned outsider answers this question in its own way, and in so doing defines its roll in the world of Midnight. Some believe that the sacrifice of even a single life in pursuit of their larger mission is too much, and as such have cloistered themselves away from all potential danger, retaining the original physical form in which they were trapped on Aryth so many millennia ago.

Other trapped outsiders see the ends as justifying the means. They seek out the ill, the helpless, the dying, and the desperate. They make deals with such creatures, offering them a chance at health or vengeance against their oppressors in return for the use of their bodies.

Finally, some walk the road between extremes, taking bodies only when they must and choosing not to transform them, helping in the fight against Izrador through healing, inspiration, knowledge-giving, and other non-violent means, so as not to endanger the vessels in which they travel.

exception, and bodiless outsiders can clearly see and hear the outlines of such creatures, as well as determining their alignment and Hit Dice. If an outsider has multiple subtypes, it may benefit from multiple exceptions.

Additionally, regardless of their subtypes, all outsiders can sense the presence and Hit Dice of any creatures on which they may use their possession abilities, though they cannot make out additional details about the creature until they possess it (similar to the awareness of life forces granted by the *magic jar* spell).

Because these limited stimuli are the only clear "landmarks" that bodiless spirits have in regards to the physical world, they are fairly poor navigators and can be nearly blind to the physical world when not near one of their exceptions. Even if a bodiless outsider that was scouting or spying for its master were to notice a group of creatures pass by, for instance, it might have trouble returning to its master to report their presence. Distance and direction, after all, have little meaning to bodiless spirits.

Special Qualities (Manifest): Each creature type with the trapped template uses a different special quality to manifest, as described below. All three methods of manifestation are supernatural abilities. When elementals and fey manifest, they gain all of the stats of a normal creature of their type, including hit points, speed, armor class, ability scores, special attacks and qualities, and so on. Until they are destroyed, they essentially become a normal creature of that type. Outsiders, on the other hand, can vary significantly from the original form depending on the manner in which they manifest.

Regardless of a spirit's method of manifestation, all trapped spirits can abandon their physical forms as a move action.

Elementals: Unless summoned by a spellcaster, trapped elementals may only manifest through the element to which they have an affinity. Additionally, an amount of mass appropriate for the elemental's size must be present for the elemental to manifest. So long as these two conditions are met, a trapped elemental can manifest at will and remains in that form until violence destroys it or boredom gnaws away at its desire to remain in physical form.

Fey: Fey are even more mysterious than elementals, and only manifest when it suits their whim. They create bodies for themselves out of pure desire and life energy, rather than animating inanimate mass like elementals or possessing living creatures like outsiders, but this freedom comes with a price. Each fey is bound to a specific network of plant and animal lives, whether it be a tree, a glade, a pond, or some other natural setting. When a fey takes form, it does so at the center of that natural setting, so a dryad would manifest in the heart of a tree, a nixie in the middle of a pond, a pixie in the heart of a flowerbed, and so on. The fey can only journey in its present form within a radius of 100 ft. of that point per HD it possesses; if it goes any farther, it immediately returns to its bodiless state.

Outsiders: Outsiders' method of manifesting, called possession, is more dependent than the others on creatures with hearts and minds, and therefore is all the more insidious. Once per round as a standard action, a trapped outsider can attempt to merge its body with a living creature that does not have the spirit subtype. This ability is similar to a ghost's malevolence ability. To use this ability, the spirit must move into the target's space; moving into the target's space to possess it does not provoke attacks of opportunity. The target can resist the attack with a successful Will save (DC 10 + one-half the spirit's HD + the spirit's Cha modifier). A creature that successfully saves is immune to that same spirit's possession ability for 24 hours, and the spirit cannot enter the target's space. If the save fails, the spirit vanishes into the target's body.

A trapped outsider may continue to possess a creature for as long as it wishes. Each day, the creature gets a new saving throw against the effect; if it succeeds, the spirit is cast out of the body and cannot attempt to use its possession ability again on that host for 24 hours. If it fails, the creature's Intelligence, Wisdom, and Charisma are each reduced by one and the spirit continues to possess the creature. Once any of a creature's mental ability scores reaches zero or lower, it may begin to suffer the effects of a transformation (see below). Note that, since the possessing spirit continues to use its own mental ability scores, this decrease does not affect the spirit's capabilities.

Before a possessed creature undergoes a transformation, it retains all of its own Strength, Dexterity, Constitution, hit points, natural abilities, and automatic abilities. The creature now has the mind, will, knowledge, and skills of the possessing spirit, however, including its Intelligence, Wisdom, Charisma, level, class, base attack bonus, base save bonuses, alignment, and mental abilities (including spell-like abilities and spellcasting abilities if the possessed creature has the manual dexterity required for somatic or verbal components). The possessing spirit also retains all of its non-physical special qualities, such as spell resistance, ability to see in darkness, telepathy, damage reduction, and so on.

Most spirits may only possess creatures with Intelligence scores lower than their Hit Dice; mindless creatures, like some undead, plant creatures, and most vermin, cannot be possessed at all. There are exceptions, of course; some spirits may *only* use their malevolence abilities on mindless creatures, like the grenghosts that inhabit the plants of the Aruun, while others can only inhabit animals regardless of their HD, like astiraxes. Each spirit's particular limitations are decided by the DM at their creation.

Transformation (Su): As soon as any of a possessed creature's mental ability scores reaches 0 or lower, and if the possessed creature is the same size category as the spirit's original form, it may also begin the horrid or miraculous process known as a transformation. At first it begins to take on characteristics of the physical form that once belonged to the creature possessing it, and eventually it becomes the creature entirely. When that happens, the host is lost and effectively dies. The outsider may choose not to initiate the transformation of its host, such as in cases where it is concerned for the host's continuing life and welfare.

Each day of a transformation, compare the physical ability scores and natural armor of the possessed creature and those of the spirit's original form. If these numerical traits of the spirit's original form differ from those of the possessed creature, increase or decrease each of them by +1 or –1 to bring them closer to spirit's original form. This continues each day until the possessed creature succeeds at its Will save

or its natural armor and physical ability scores are equal to the spirit's original form. Once a possessed creature reaches this point, it completes its transformation. It becomes the spirit's original form for all intents and purposes, including gaining all extraordinary and supernatural abilities, all special attacks, and all special qualities.

Trapped outsiders that have possessed and remained in an appropriate vessel for long enough to gain their true form, complete with powers, are loath to put such bodies in danger. After all, the closer a being is in power to the outsider's original form, and therefore the quicker the transformation, the more resistant such a creature is to possession. Fully transformed bodies are therefore a treasure to be preserved whenever possible. Any time characters in MIDNIGHT encounter an outsider in its natural form, it means that a successful transformation created it.

For instance, if a barbed devil possessed a wolf, the DM would reference both creature's stats. On the first day of the transformation the DM finds that the barbed devil's natural armor, Strength, Dexterity, and Constitution are all higher than a normal wolf's. He increases the three ability scores and the natural armor by one each. The wolf continues to make saving throws each day, with an ever decreasing modifier thanks to its decreasing Wisdom, while the creature's ability scores and natural armor continue to improve until they equal the barbed devil's original scores. At that point, the wolf becomes a barbed devil.

A possessed creature may be able to throw off the shackles of its parasitic spirit before the transformation is complete, such as by making its daily saving throw against the possession or by being exposed to a *magic circle against evil* or other ward that blocks possession. If this occurs before any of the possessed creature's mental ability scores reached zero, it is free of the spirit and regains the ability score damage at a rate of 1 point per day for each ability score. If the possessed creature is freed after the transformation has begun, however, it might not walk away unscathed. Such a creature must make a Fortitude saving throw with a DC equal to 10 + the number of days of transformation it underwent. If it fails this save, the creature dies due to the shock of its body attempting to return to its natural form.

Destroying a Spirit's Physical Form

Manifested spirits have two hit point totals: that of their manifest form, and that of their bodiless form. When they manifest, their bodies can be destroyed by being reduced to –10 or 0 hit points as normal for their creature type. If the body of a trapped spirit is destroyed, the spirit's bodiless form is ejected from the physical form and is dazed for one round. The spirit also loses the ability to manifest for the next 2d4 days. If the trapped spirit abandons its physical form of its own volition, however, it may manifest again as soon as it likes.

Keep in mind that hit point damage and even physical ability score damage done to the body do not actually harm the spirit itself. In most cases, a spirit that is ejected from a body by its destruction will have its full hit points, unless the attackers were taking advantage of its vulnerabilities (see below).

Destroying a Spirit Utterly

Spirits are notoriously difficult to permanently destroy, though it is not impossible to do so. Although invisible to the naked eye and immune to most weapons and effects, a bodiless spirit can still be harmed via some spells. If a spirit's bodiless hit points are reduced to zero, it is forever destroyed, its essence having been dispersed into oblivion.

The time when a spirit is most vulnerable is just after its physical form has been destroyed. Given that they are bodiless, such spirits have a fairly good chance of escaping any pursuers by simply traveling away from them at top speed, maybe straight into the air or into the ground, preventing pursuit.

Vulnerabilities

All trapped spirits have a vulnerability to either magic or a specific material, be it cold iron, silver, wood, or something else. The method of delivery is sometimes key as well, such as a spirit who is only vulnerable to piercing wooden weapons. This vulnerability has two effects.

First, weapons made from the substance are the best way to damage the spirit. They bypass any damage reduction it may have when it manifests, and any damage dealt by such weapons is dealt simultaneously to the spirit's manifest hit points and bodiless hit points. Additionally, these weapons can always be used to damage the spirit in its bodiless form (as if they had the *ghost touch* ability).

Second, the spirit cannot pass over or through the substance. Thus, a spirit vulnerable to silver could not enter a ring of silver, and could be trapped should it be surrounded

Outsider Vulnerabilities

Table 12–4

% Roll	Vulnerability
01–10	Magic*
11–20	Bone
21–30	Silver
31–40	Cold iron
41–50	Mithral
51–60	Running water or dead coral
61–70	Wood
71–75	Specific herbal concoction
75–80	Alignment**
81–85	One energy type
86–90	Roll twice, ignoring any result higher than 90. The spirit is vulnerable to either both results.
91–95	Roll twice, ignoring any result higher than 90. The spirit is only vulnerable to a combination of the two materials or effects.
96–00	Roll again, ignoring any result higher than 90, and roll on Table 12–5.

Table 12–5

% Roll	Delivery Method
01–30	Bludgeoning
31–60	Piercing
61–100	Slashing

**A character with the Magecraft feat can create a magical barrier that a spirit with this vulnerability cannot cross by channeling spell energy into mundane items used to make the barrier. For every point of spell energy thus spent, the character can create a 10-foot-diameter barrier that lasts for one hour. Doubling the size of the barrier increases the spell energy cost by one for each size increase.*

***Choose one aspect of the spirit's alignment. The spirit's vulnerability is any substance aligned with the diametrically opposing alignment. For instance, a neutral evil outsider with this vulnerability would be harmed by good-aligned weapons and restrained by a circle of holy water. If this result is rolled twice, both the good-evil component of the spirit's alignment and the law-chaos component may be chosen.*

Alignment Vulnerability

Given the lack of clerical spellcasting in MIDNIGHT with which to align weapons, evil and even lawful or chaotic outsiders with this trait are at a distinct advantage against the heroes (unlike good outsiders with this trait against legates, who may come quite well prepared to deal with them). One method by which such creatures can be warded, at least, if not harmed, is via the casting of a *magic circle* spell. Such a spell, when keyed to the chosen aspect of the creature's alignment, creates an effective barrier.

by a solid barrier or line of the substance. Creating such a circle requires a DC 20 Knowledge (spirits) check and requires 5 minutes of work per 10-foot radius of the circle. The vertical plane does not matter when creating such circles (for instance, a spirit couldn't come up "through the floor" in the middle of a circle of warding, as the barrier extends upward and downward infinitely).

Fey: All fey are vulnerable to cold iron. This is why cold iron is necessary to bypass some fey's damage reduction.

Elementals: All elementals are vulnerable to the energy of their opposite element as listed below.

Elemenental	Energy
Air	Acid
Earth	Electricity
Fire	Cold
Water	Fire

Most energy effects, such as those created via evocation spells, ignore a creature's DR anyway. However, appropriately enchanted weapons may ignore an elemental's DR, as well. All of the damage from a sword with the *flaming* enhancement, for instance, would bypass a water elemental's DR, as would a *shocking* weaon against an earth elemental, and so on.

Outsiders: Unlike fey and elementals, outsiders have no single vulnerability . . . even two identical demons taken straight from the core rules and given the trapped template may have wildly differing vulnerabilities.

To determine a trapped outsider's vulnerability, roll on Table 12–4 (or choose a vulnerability, either from the table or of your own devising, that fits the theme of the outsider or the encounter). A trapped outsider's vulnerability replaces the type of weapon normally necessary to bypass that creature's DR, but not the amount of damage reduction it has. For instance, a vrock normally has DR 10/good. A vrock with the trapped template and a vulnerability of wood has DR 10/wooden weapons.

Characters can research a particular spirit to find its vulnerability using the normal methods used to learn about a creature's powers. As with all creatures, an appropriate Knowledge check (in this case Knowledge [spirits]) with a DC equal to 10 + the trapped spirit's HD can reveal information about the spirit, including its vulnerability at the DM's discretion. Alternative methods of investigation that may be allowed include the use of a hermetic channeler's lorebook, Gather Information checks made in communities near the spirit's home lair, Knowledge (history) checks, or even Spot or Sense Motive checks to attempt to decipher what a creature fears by watching its behavior or motion.

Astiraxes

One of the most commonly encountered trapped spirits in MIDNIGHT is the astirax, a creature molded from the stuff of magic itself and bred to serve Izrador.

Astiraxes are most often found in the company of a legate master, but can at the DM's discretion operate independently. Though they may be self-serving, all astiraxes are bound and loyal to Izrador.

Astirax

Small Outsider (Trapped Spirit, Magic)
Hit Dice: 3d8+6 (19 hp)
Initiative: +2
Speed: Fly 60 ft. (perfect)
Armor Class: 14 (+2 Dex, +2 deflection), touch 14, flat-footed 12
Base Attack/Grapple: +3/—
Attacks: —
Damage: —
Space/Reach: 5 ft./5 ft.
Special Attacks: Drain spell energy, possession
Special Qualities: Magic subtype, bodiless, world-sense, superior invisibility, sense magic, silver vulnerability
Saves: Fort +5, Ref +5, Will +6
Abilities: Str —, Dex 14, Con 15, Int 16, Wis 12, Cha 15
Skills: Hide +8, Intimidate +8, Knowledge (arcana) +7, Knowledge (local) +7, Knowledge (Shadow) +9, Listen +7, Move Silently +8, Search +9, Sense Motive +7, Spellcraft +7, Spot +7, Survival +7
Feats: Iron Will, Track
Climate/Terrain: Any
Organization: Solitary or pack (4-12)
Challenge Rating: 4
Treasure: None
Alignment: Always neutral evil
Advancement: 4–10 HD (Small)

Astiraxes are the bane of Aryth's spellcasters. Izrador recruited, bred, or created the astiraxes during the wars of the Third Age to help his servants find and eradicate any spellcaster that stood against him. He knew that without the aid of magic, Aryth's people would easily fall to his forces. To this day, legates are given an astirax as a companion and ally in their task to destroy the last remnants of magic among the subjugated peoples of the world.

Astiraxes are naturally invisible and bodiless spirits. Should one become visible via divination spells, it appears as an apparition of rotting animal flesh. It takes on the appearance of all the animals it has ever possessed, causing an older astirax to look like a cobbled-together, phantom animal golem, made of the rotting flesh of dead animals.

Combat (Bodiless)

Like most spirits, astiraxes are fairly impotent creatures in their natural forms, and so must rely on the host bodies of animals.

Horrid Visage (Su): While astiraxes are normally invisible, their true appearance can be perceived by divination magics. The unwary may have a surprise in store should they go searching for spirits, however: any living creature within 30 feet that can see an astirax's true, invisible form must succeed at a Will save (DC equal to 10 + one-half the astirax's HD + the astirax's Cha modifier) or become frightened and flee for 1d4 rounds. this is a mind-affecting fear effect.

Possession (Su): Animals only, save DC equal to 10 + one-half the astirax's HD + the astirax's Cha modifier. Because asitraxes have no original form other than their bodiless one, creatures possessed by an astirax's malevolence ability never undergo transformation.

Magic Subtype: Unlike other outsiders, astiraxes have no alignment or elemental subtype. Rather, they are formed from the weave of magic that surrounds Aryth. Therefore, the sensory exception that they may see and hear clearly is channeled magic. Whether enchanted items, existing spell effects, or spells as they are being cast, astiraxes have no penalty to Spot and Listen checks when pereceiving magic items and effects in their bodiless forms.

Combat (Taking Form)

Drain Spell Energy (Su): When possessing an animal, the astirax is able to deliver the attack that causes it to be feared by channelers across Aryth. Whenever an astirax hits any character with the Magecraft feat with the primary attack of its host creature, it immediately drains 1d4 points of spell energy from its victim in addition to normal damage. If this reduces the spell energy of the creature to zero, then any remaining damage is taken as temporary Constitution damage just as if the creature had cast a spell. This Constitution damage follows all the normal rules for spellcasting Constitution damage, including its inability to be healed by any means other than a full night's rest.

Sense Magic (Su): Astiraxes' essences are formed from the magic of Aryth itself; when they possess the animals of Aryth, their connection to both the physical world and the unseen world of magic allows them to sense nearby spell effects almost as if by scent. Spells cast by a channeler, magic items crafted by a channeler at a power nexus, and continuous magical effects from either of those sources can all be detected by an astirax's senses.

The range at which an astirax can sense such effects, while theoretically unlimited, is determined by how powerful the magic is. It senses active spells and magic items at a range of one-half mile per caster level. For instance, a character carrying a *+2 longsword* (with a caster level of 6) is detectable at three miles away, while one with a *wand of cure light wounds* (with a caster level of 5) is detectable at one and a quarter miles. An astirax can detect the general direction and distance (to one-half mile) of any detected effect.

However, emanations that are near each other create a sort of mystical feedback, amplifying the range at which any emanation can be detected. For each additional emanation within a 5-ft.-radius beyond the first, the range at which all emanations within that radius can be detected increases by one-half mile. For instance, if the above character cast a *shield* spell on himself (with a caster level of 3) and continued to carry the *+2 longsword* (with a caster level of 6), the longsword would become detectable at three and a half miles and the *shield* spell, normally detectable at only one and a half miles, would become detectable at two miles.

The ability of legates' astirax companions to sense magic improves as the legate advances. This enhanced sense adds a flat 5-mile (at 9th level) or 10-mile (at 15th level) increase to the distance at which any spell effect can be

detected. So for instance, a 9th-level legate's astirax companion could detect the above *+2 longsword*-bearing, *shield*-casting character at eight and a half miles, while a 15th-level legate's astirax companion could detect the character at 13-and-a-half miles.

Astiraxes do not need to be concentrating to use this ability, so they automatically become aware of any channeled spell effect within range. If the spell is instantaneous, it registers for only a moment, but long enough for the astirax to detect the general direction and distance (within one-half mile) of the emanation. Astiraxes automatically determine the caster levels of all spell effects that they detect, and may make Spellcraft checks to determine what spell is being cast, identify spells that are already in place, or identify the schools of magic of an effect, all as if they had cast *detect magic* and were able to see the spellcaster or effect in question.

Once within one-half mile of an effect, an astirax may make Survival checks (DC 30 – 1 per caster level of the effect) to determine the exact direction and estimated distance (within 50 ft.) of each effect.

Spell trigger items such as wands and staffs are considered to have half their normal caster level unless they are being used, since the power stored within is not fully realized until the user activates it. Power nexuses cannot be sensed by an astirax unless they are currently being used by a channeler to create an item of help power a spell. In this case, the nexus radiates at twice the caster level of the item being created or the spell being cast.

Since an astirax is sensing emanations via its spirit self, physical barriers do not block its ability to sense magic. It can sense a spell being cast miles below the surface, although tracking these emanations is made very difficult by the intervening stone. The *magic aura* spell can be used to mask an item's aura from an astirax's sense magic ability, in which case it gets a Will save to see through the illusion. If it fails this save, it believes the magic (or lack thereof) to be valid until it can examine it within 30 feet, at which time it gains another saving throw.

Silver Vulnerability (Ex): All astiraxes have vulnerability to silver.

Communicating with Spirits

Elementals, fey, and outsiders are inscrutable beings to begin with, and centuries trapped in a world that seems only partially real has not made them any easier to relate to. Likewise, the Eternal have always been strange and inhuman, and the Lost have forgotten their mortality.

Any time a mortal attempts to communicate with or get information from a spirit, even an astirax communicating with his legate, the mortal must use his knowledge of spirits to determine how much sense he can make of the spirit's cryptic and vague observations. No amount of threatening, coercian, or supplication can convince a spirit to be clearn and concise in its communications; it isn't that it's trying to be vague or confusing, it's simply that it the spirit sees the world, time, and even language in such a completely different manner that it often does not know what its questioner is asking or how what it may have seen relates to the questioner's concerns.

The first step in attempting to communicate with a spirit is to get it to manifest. Bodiless spirits have no way of communicating with mortals in the physical world, while the Eternal and Lost may or may not be able to communicate in any of their various forms. Summoning and calling spells are examples of ways to get spirits to manifest, but offerings of things of interest to a spirit, usually the exception that it can see and hear clearly, may also tempt a spirit to manifest.

Once the spirit arrives, a common language must be

Spirit Interaction Results

DC	Chance of Falsehood*	Level of Detail	Example Information from a River Spirit
5	75%	Extremely obscured	*Something wicked this way came, and it someday will come again.*
10	55%	Obscured	*It sang as it stomped. Can't you still hear its echoes? I can hear for seasons and seasons. How long can you hear ago?*
15	40%	Somewhat obscured	*Oh, yes, dark it was, a beast that clanged like iron and breathed smoke. Wide as this river and long as an oak, several times it slept and woke.*
20	30%	Very vague	*A sinuous serpent wound, until it the river if found. Then it split and this I say, it was made of mortals (not the fey). The river's tide then lowered and rose since they left and maybe froze.*
25	25%	Vague	It was a great host of odrendor, twice your number and more. They went the way the water's new, and in mortal days 'twas but a few.
30+	20%	Fairly clear	There were as many orcs as all of your fingers, it's been three days since they lingered. They walked upstream where the mountains dream.

Table 12–6

discovered (see Sundered Tongues, page 162), or a spell like *Tongues* must be used. If the spirit agrees to talk with the character or provide information, it only does so via cryptic phrases, strange riddles, and esoteric observations. The DM secretly makes a Knowledge (Spirits) check for the character to determine how much truthful, useful information is contained within the ramblings. The DM should add a bonus of from +2 to +10 to the roll depending on how closely the question relates to the spirit's exception. See Table 12–6 for example DCs and of this check.

The DM should create a few phrases and snippets of import and announce those to the character, basing them on what he thinks the spirit should know or might have seen, its nature, and its personality.

Undead

The core rules present undead creatures as separate entities with no defined relationship. In the world of MIDNIGHT, the more common undead creatures are each actually part of a continuum of decay and corruption, both physical and spiritual.

While undead once existed in MIDNIGHT thanks to the normal means of restless spirits and foul necromancy, the Sundering has caused them to be far more common thanks to a corruption of the natural cycle. Whereas once all souls ascended to some higher place or joined the spirits of their ancestors as part of the Eternal, now they are trapped, either in body or in spirit, to the world that birthed them, unable to pass the veil brought down by the Sundering.

The Price of Death

With nowhere to go, the spirits of the dead far too often remain tethered to their bodies or emerge as the Lost, dangerous incorporeal undead with an unpredictable but often dangerous attitude towards the living. When a creature with the aberration, dragon, giant, humanoid, magical beast, or monstrous humanoid type and an Intelligence of 5 or higher dies, the DM must make an immediate DC 12 Will save for the deceased. If the roll succeeds, the soul of the deceased departs his body and vanishes into the maelstrom of trapped but harmless spirits that wreath the world of Aryth like an incorporeal halo. If the roll fails, the deceased is doomed to rise as Fell in 1d4 days unless it is beheaded or its body is destroyed by fire. In addition, there is a 10% chance that the unfortunate soul rises immediately, and despite whatever lethal wounds may be evident, the newly undead may be completely unaware that he has just been killed. Companions may even try Heal checks or cure spells, but these will prove useless and it will not be long before those companions realize something is very wrong.

If the DM rolls a natural 1 for the Will save, something potentially worse happens. Regardless of the how the body is disposed of, it becomes destined to rise as a tormented shade, one of the Lost, within one year of the person's death. The dead creature rises as a ghost if it has a Charisma score of 6 or higher; otherwise, it rises as some other form of incorporeal undead of the DM's choice. Because of the equal likelihood that anyone from a willful and experienced channeler to a naive and fearful commoner may roll a natural 1 on the Will save, the particularly wise and powerful are just as likely to rise as Lost as any other who has died.

Player characters that suffer the horrible fate of becoming Fell or Lost may immediately come under the control of the DM, and all of their actions become subject to his approval.

Becoming Fell

The initial shock of death and the subsequent realization that one has become undead is a crushing psychological blow and insanity is usually immediate, leading quickly to extreme paranoia, violent rage, and bloodlust. A DC 15 Will save allows the undead creature to keep these overwhelming impulses at bay, but only for short periods. A Fell creature retains its basic Intelligence and many of its memories, but as its body starts to decay, so does its mind. For every week that passes without feeding, the mental ability scores of a Fell (Intelligence, Wisdom, and Charisma) decrease by one. The creature thus decays and gradually loses its intelligence and true sentience, as well as the associated memories and conscious control over its actions. As the creature reaches increasingly lower levels of mental ability scores, it deteriorates into more and more feral states until, eventually, it is nothing more than a walking, eating corpse.

From the moment it awakens, a Fell feels a magical craving for the flesh of the living, for only by consuming the living can an undead creature maintain its foul existence. This hunger quickly becomes the driving motivation behind the actions of the Fell and continues to compel it, even after its mind has rotted away. If a Fell consumes a large meal of still-warm flesh from the body of an intelligent creature (5 or higher) at least once per week, it can stave off the decay of its body as well as the rot of its mind. For every week a Fell goes without such a meal, it suffers decay and the associated loss of mental ability scores as described above. Only the flesh of living creatures with similarly potent souls can satiate the hunger of the Fell; an elf that rises as Fell could therefore survive on the flesh of dwarves or goblins but not on the meat of rabbits or bears.

Despite their horrific state, the madness of the Fell typically imbues them with a powerful survival instinct, and only the most willful soul can take direct action to destroy, and therefore free, itself. With a DC 30 Will save an undead character can intentionally destroy itself by means of any method that consumes or dismembers its body, such as lighting itself on fire or crushing itself in a rock fall. This sort of action obviously becomes more and more unlikely as the creature's mind decays and it loses control over its actions. A Fell character can typically not attempt this saving throw more than once a month. A failure typically results in a period of heightened madness, bloodlust, and a sustained feeding frenzy that can last for days or even weeks.

Behavior of the Fell

Ungral, the first stage of unlife for most risen characters, are typically intelligent enough to hunt on their own, stalking their prey on the edges of civilization, sneaking into and raiding outlying farms or hamlets in the dark of night. Many of these cunning creatures have even learned to hide beneath the surface of swamps, lakes, and other bodies of

water during the day. At night, they crawl out of the depths and sneak into river towns and coastal cities to hunt. On the Sea of Pelluria, amphibious dead have become such a problem that most coastal settlements are forced to maintain boat patrols along their nighttime shores.

Faengral and maelgral, as their Intelligence drops to the level of animals, often turn to hunting in savage, roving packs, where their decaying mental abilities and limited Dexterity are made up for by numbers. Hiding in woods, ruins, or empty caves during the day, these packs shamble deliberately into villages and outposts as darkness falls, attacking without warning. These nightmare bands have forced many human settlements to build high walls and lock their gates when night comes. When they attack, the faengral and maelgral bring down their prey by swarming them, and in their frantic compulsion to feed, they often end up in savage fights among themselves.

The Fell are creatures of darkness, preferring to hide in dim and secret places during the day, avoiding the sun whenever they can, biding their time before stalking into the night to hunt. Though light does not physically harm the Fell, they seem almost afraid of it and it clearly affects their ability to see. Undead will often shy away or even flee from sunlight, and even bright torchlight and lamplight seems to affect them.

Nature of the Undead

When a creature first rises as a Fell, it gains the Fell subtype and gains whichever template below is appropriate for its level of Intelligence. As the creature's Intelligence decreases along with its other mental ability scores, it may devolve into a lower type of Fell.

Note that, unlike zombies in the core rules, the walking dead in MIDNIGHT may not completely lose their minds to rot and can have a rudimentary Intelligence that zombies do not. For several years, a walking dead can amble about in search of living meat, all the while rotting away, losing its own flesh and organs, exposing the skeleton beneath. If at least a year passes in which a walking dead does not feed, it becomes a mindless bony fiend held together only by magic and drying bits of sinew. The Fell templates are lost and the creature's original game statistics are replaced by those of a common skeleton. Though unable to gain sustenance from them, a skeleton is still driven to kill the living. Over time, the gristly bones will bleach white and weaken, becoming brittle. Eventually, even the most minor damage will destroy the creature, turning it to fragments and dust.

Changes to Undead

Deceased that have recently become Fell are ungral, a High Elven word meaning "tethered dead." Ungral often appear almost indistinguishable from living creatures, though a violent or debilitating death will typically leave obvious signs. Ungral retain the intelligence they had in life, and not all of them have yet succumbed to evil.

If an ungral fails to feed, it becomes a faengral. A faengral that fails to feed becomes a maelgral, or "walking dead." Finally, as the bodies of the Fell inevitably continue to rot and decay, they eventually become indistinguishable from animated skeletons created through necromancy. When they reach this stage, they are no longer considered Fell.

Creating an Ungral

"Ungral" is a template that can be added to a creature with the aberration, dragon, giant, humanoid, magical beast, or monstrous humanoid type and an Intelligence of 5 or higher (referred to hereafter as the "base creature"). It retains most type modifiers (such as Fire or Aquatic) but loses alignment modifiers (such as Good) and type modifiers that indicate kind (such as Goblinoid or Reptilian).

An ungral uses all the base creature's statistics and special abilities except as noted here.

Size and Type: The creature's type changes to undead. Do not recalculate the creature's base attack bonus, saves, or skill points. Size is unchanged.

Hit Dice: Increase to d12.

Speed: Same as the base creature. If the base creature has a burrow, climb, fly, or swim speed, it retains those abilities.

AC: Natural armor increases to a number based on the ungral's size. Use the base creature's natural armor if it is higher.

Size	Natural Armor
Diminutive	+1
Fine	+1
Tiny	+1
Small	+2
Medium	+3
Large	+4
Huge	+6
Gargantuan	+8
Colossal	+12

Attacks: The ungral retains all the attacks of the base creature, and also gains a bite attack if it did not have one. If the base creature can use weapons, the ungral retains this ability. A creature with natural weapons retains those natural weapons. An ungral prefers to use its bite attack rather than weapons, but it will use whatever skills it had in life to satisfy its hunger.

Full Attack: An ungral fighting without weapons uses its bite attack in conjunction with any weapons or natural weapons it has. The bite attack is always the primary attack, even if it had different primary natural attacks in life.

Damage: Ungral have bite attacks. If the base creature does not have this attack form, use the appropriate damage value from the table below according to the ungral's size. Creatures that have other kinds of natural weapons retain their old damage values or use the appropriate value from the table below, whichever is better.

Size	Damage
Fine	1
Diminutive	1d2
Tiny	1d3
Small	1d4
Medium	1d6
Large	1d8
Huge	2d6
Gargantuan	2d8
Colossal	4d6

Special Attacks: The ungral retains all the special attacks of the base creature.

Special Qualities: The ungral retains all the special qualities of the base creature, though ungral whose spellcasting ability scores fall too low may lose some or all of their spellcasting abilities. They also gain undead traits and the special qualities listed below.

Degenerative Hunger (Ex): An ungral must feed on the still-warm flesh of a non-spirit with Intelligence 5 or higher. If it does not consume its own weight in such flesh each week, its mental ability scores each decrease by one. If at any point an ungral has gone one week without eating this amount of flesh and its Intelligence is 7 or lower, it devolves into a faengral.

Ability scores cannot be decreased in this manner lower than 3.

Regenerative Hunger (Ex): For every 10 points of damage it inflicts with its bite attack (or every 10 lbs. of still-warm flesh it consumes), an ungral heals 1 point of damage.

Saves: Same as the base creature.

Abilities: Same as the base creature. As undead creatures, ungral have no Constitution score.

Skills: Same as the base creature.

Feats: Same as the base creature. Ungral that no longer qualify for feats may no longer use them.

Climate/Terrain: Any land, aquatic, and underground

Organization: Solitary or gang (2–4)

Challenge Rating: Same as the base creature +1

Treasure: Standard

Alignment: Usually neutral evil

Advancement: By character class

Creating a Faengral

"Faengral" is a template that can be added to an ungral that fails to eat its own body weight in still-warm flesh in a single week and has an Intelligence score of 7 or lower.

When creating a faengral, use the base creature's statistics rather than those created by the application of the ungral template. For instance, when adding the faengral template to an ungral hobgoblin, simply apply the faengral template directly to the hobgoblin's original statistics. The faengral uses all the base creature's statistics and special abilities except as noted here.

Size and Type: The creature's type changes to undead. Do not recalculate the creature's base attack bonus, saves, or skill points. Size is unchanged.

Hit Dice: Increase to d12.

Speed: Same as the base creature. If the base creature has a burrow, climb, fly, or swim speed, it retains those abilities.

AC: Natural armor increases to a number based on the faengral's size. Use the base creature's natural armor if it is higher.

The Horror of Undeath

Undead are an important, tone-setting part of MIDNIGHT. The desperate and vile nature of their existence lends the world a bleak aspect that few other creatures can provide. It is therefore important that DMs use them effectively, giving undead the power and emphasis they need to truly frighten and threaten the player characters.

Many experienced players often react in a rather "ho-hum" way when their characters encounter undead. MIDNIGHT offers a more coherent and plausible motivation for including undead in adventures to help make it easier to get players excited about meeting such creatures. There are also several ways DMs can present undead more effectively to increase the interest and threat levels of such encounters.

The most important thing is to make them realistically frightening. These are horrible creatures that are not only physically revolting but are driven to literally eat the player characters' flesh! DMs should avoid falling into the trap of simply calling such creatures "zombies" or "ghouls." They should describe them as they appear and let the players decide what their characters are encountering. Describing an undead as a "shambling figure of sinew-covered bones, hung with tatters of dried flesh, red eyes glinting in a broken skull" is much more evocative than simply calling it "a skeleton." DMs should also play up the threat level of these creatures. Remember, they want to eat the flesh of the living and can be cunning night stalkers or savage, animalistic pack hunters. Some undead have dangerous magical powers and are less vulnerable to certain kinds of damage. They can carry disease and can be psychologically traumatic to encounter.

Remember that these creatures can be, at least in the earlier stages of decay, intelligent and therefore they should be able to stalk their prey and fight with more cunning than they are typically given. Well fed and relatively fresh ungral might even be able to pass cursorily in civilized places as they cleverly attempt to find prey. Be sure to use them in ways and places that make sense. Undead are not only guards used in a crypt by some evil necromancer. They can be self-motivated hunters lying in ambush in the dark corners of any lonely place, or they can shamble boldly into night-darkened villages hungry for blood.

Keep in mind, too, that the Fell can speak. For a uniquely disturbing scene, a DM should set up an encounter with undead that doesn't necessarily lead immediately to combat. Setting things up so that the characters have to parley with the undead makes for a horrifyingly strange, tension-filled, and memorable encounter.

Size	Natural Armor
Diminutive	+1
Fine	+1
Tiny	+1
Small	+2
Medium	+3
Large	+4
Huge	+6
Gargantuan	+8
Colossal	+12

Attacks: The faengral retains all the attacks of the base creature, and as the flesh of its fingers harden or rot away, it also gains two bony claw attacks if it did not have them. A faengral loses the ability to use weapons—it is a feral beast that would rather claw its way to food than wield a weapon of steel. A creature with natural weapons retains those natural weapons.

Full Attack: Faengral use their bite and claw attacks to grab flesh from their enemies and eat it, sometimes tearing chunks off and chomping them bloodily in the midst of combat.

Damage: Faengral have bite and claw attacks. If the base creature does not have these attack forms, use the appropriate damage value from the table below according to the faengral's size. Creatures that have other kinds of natural weapons retain their old damage values or use the appropriate value from the table below, whichever is better.

Size	Bite Damage	Claw Damage
Fine	1	—
Diminutive	1d2	1
Tiny	1d3	1d2
Small	1d4	1d3
Medium	1d6	1d4
Large	1d8	1d6
Huge	2d6	1d8
Gargantuan	2d8	2d6
Colossal	4d6	3d6

Special Attacks: The faengral retains all the special attacks of the base creature.

Special Qualities: The faengral retains all the special qualities of the base creature, though faengral whose spellcasting ability scores fall too low may lose some or all of their spellcasting abilities. They also gain undead traits and the special qualities listed below.

Degenerative Hunger (Ex): A faengral must feed on the still-warm flesh of a non-spirit with Intelligence 5 or higher. If it does not consume its own weight in such flesh each week, its mental ability scores each decrease by one. If at any point a faengral has gone one week without eating this amount of flesh and its Intelligence is 3 or lower, it devolves into a maelgral.

Ability scores cannot be decreased in this manner lower than 3.

Regenerative Hunger (Ex): For every 10 points of damage it inflicts with its bite attack (or every 10 lbs. of

still-warm flesh it consumes), a faelgral heals 1 point of damage.

Saves: Same as the base creature.

Abilities: Modify from the base creature as follows: Str +2. As undead creatures, faengral have no Constitution scores. Additionally, in order to qualify as a faengral a creature must have an Intelligence score of 7 or lower, and its other mental ability scores are likely to be significantly lower than those of the base creature.

Skills: Faengral gain a +4 racial bonus to Hide, Listen, Move Silently, and Spot checks. Otherwise, same as the base creature.

Feats: Faengral gain the Multiattack feat; otherwise, same as the base creature. Faengral that no longer qualify for feats may no longer use them.

Climate/Terrain: Any land, aquatic, and underground
Organization: Solitary, gang (2–4), or pack (7–12)
Challenge Rating: Same as the base creature +1
Treasure: Standard
Alignment: Always neutral evil
Advancement: By character class

Creating a Maelgral

The maelgral, or "walking dead," is the last state of the Fell before total decay. Maelgral have lost nearly all of their personality and are less dangerous, though more durable, than the other forms of undead. They have more durability and an inability to feel pain, but no longer have the dexterity to claw or bite their prey; instead they can only attempt to bludgeon their victims with desperate clubbing motions of their often handless arms.

"Maelgral" is a template that can be added to a faengral that fails to eat its own body weight in still-warm flesh in a single week and has an Intelligence score of 3 or lower.

When creating a maelgral, use the base creature's statistics rather than those created by the application of the faengral template. For instance, when adding the maelgral template to a faengral hobgoblin, simply apply the maelgral template directly to the hobgoblin's original statistics.

The maelgral template is identical to the zombie template except as noted here.

Abilities: Unlike a zombie, a maelgral retains some element of animal cunning. Its Strength increases by 2, its Dexterity decreases by 2, it has no Constitution score, and its Intelligence is by necessity 3, but it retains the same Wisdom and Charisma it had before becoming a maelgral.

Undead Around Aryth

Izrador's high priest, Sunulael, is himself an undead creature, but not a randomly risen Fell. He is the product of Izrador's corrupting will, an eternal creature of jealousy and ambition. All the other undead of the world have their origins in Izrador, and most came seeking him in order to extend their lives and grow their power. There are rituals known only to Izrador and his high legates that can bestow undeath on a creature, willing or not. Different rituals produce different undead—vampires, liches, and even ghosts—all of whom reach the other side with new powers, new perceptions, and a complete and utter devotion to Izrador's cause. For the most part, Izrador leaves these new servants to their own devices, secure in the knowledge that even as they fulfill the desires that led them to this choice they will also be furthering his goals. Sunulael often demands a period of service from those he transforms, and it is hoped that the commanders among his undead army at Cambrial may, if the offensive is stalled long enough, eventually desert his service. If such desertion can be timed just right, it could turn the tide of the war in Erethor toward the forces of good.

Cambrial is the nexus for undead in the world, and the groaning of its mindless denizens can be heard for 20 miles or more on clear nights. Those who wish to undergo the transformation into intelligent undead most often journey there to meet with Sunulael, an event that in and of itself maddens those with weak minds. Of those who survive the mere presence of the Priest of Shadow, many falter in their decisions. No matter to Sunulael, however—they are marked to become mindless slaves and sent to the front lines in Erethor. Those who persevere are rewarded with the curse of eternal undeath and subservience to Izrador. Their minds are scoured by the dark god, but left relatively intact, and then they are sent on their way. There are currently three undead lords of note around Eredane:

Zefim Vyle, a lich who lives in a craggy natural tower on the eastern edge of the Forest of the Sahi. Sunulael has made overtures to Zefim, but so far he has resisted the temptation to join the Shadow.

Gryffith Donne, the vampire lord who secretly controls the mountain city of Idenor.

The Waylander, a wildlander who went partially insane and tried to reason with Sunulael. He now flies through the woods of the Caraheen as a vampire, preying on scouts and refugees in the night.

Necromantic Confluxes

Certain areas have an amount of ambient necromantic energy, which can play havoc with the manifestations of newly formed Fell. This may occur in a graveyard, in a series of catacombs near the burial tombs of evil kings, or in an area where a massive unleashing of necromantic magic happened at some time in the past. In such areas, Fell may rise more powerful than normal, with more Hit Dice than the creature had in life. In some cases, a necromantic conflux speeds the process of rising, so that a creature might rise as a Fell as soon as one round after its demise. Another conflux might keep the Fell from deteriorating at the normal rate, perhaps keeping them animate for months, even permanently as long as they do not leave the area. These areas are evil beyond measure, and in one case a legate skilled in the necromantic arts was known to use the area as a generator for a nearly limitless supply of loyal minions.

On the other side of the coin, particularly holy or blessed sites may actually prevent the dead from rising again. The home of a celestial trapped on Aryth by the Sundering may function in such a capacity, as could the burial place of a powerful magic item dedicated to good. When such areas are found near towns or other settlements, they make natural hospital grounds and sickness colonies where those who are ill beyond repair go to die so that they do not haunt their loved ones after they depart.

Vermin

Monstrous vermin were kept under control during the days of the elder fey, but the Sundering allowed them, along with plague, starvation, and other monsters, to reintroduce themselves to Eredane. Vermin are now even more of a threat now than they ever have been. The massive wars being fought across the continent provide a great amount of food to scavenge, and their colonies are able to grow as few have the attention to spare from their enemies to cleanse out vermin.

Vermin Around Aryth

Giant centipedes and wasps can often be found from the western edge of Erethor all the way to the Gulf of the Sorshef. The wasps often fly inland to find food before flying back to their usual haunts along the humid coastline, while large centipedes are known to attack livestock and horses in coastal towns. A fine powder known as centipede dust is sold across the southern coasts. It can be dusted on animals or people to ward off both centipedes and wasps for 24 hours. A packet of the dust (enough to coat one Medium creature) can be bought in Sharuun or Hallisport for two Sarcosan copper pieces, while the trade value varies along the coast, increasing the farther west one goes.

On the plains of central Erenland, the halflings must remain ever vigilant against the colonies of giant ants that plague the region. It seems that as soon as one can be fired out another springs up in its place. Giant beetles often follow armies on the march, living off the copious discards and waste product generated by such a body, as well as on the carrion left over by battles. The central plains and Westlands become plagued by these scavengers as a result, since armies march up and down the Eren River with some frequency.

All through the forest of Erethor and the other small woodlands across Eredane, monstrous spiders and stealthy giant praying mantises lay in wait for their prey. The sheltered forest of Highwood was once thought to be a paradise on the other side of the Kaladruns, where pilgrims could live free from the worries of the Shadow for a long time . . . that was, until the spiders were awakened. A colony of huge monstrous spiders had slept in web cocoons for an indeterminate period of time before the first settlers came. But the activity awakened them, and in weeks they had sucked every last one dry of nutrients. No one knows how or why the spiders entered their misleading torpor, but for now the woods teem with venomous predators who are having to range farther and farther to satisfy their hunger. This has brought the spiders into territorial conflict with the giant scorpions that hunt the White Desert for food, and means that sooner rather than later the spiders will be forced to cross the Kaladruns in search of a new home with a steady supply of food.

The Hive Queen

A halfling legend speaks of a half-witch, half-ant being who oversees a million-strong colony of giant ants far below the surface of the plains. This ant queen desires nothing more than the sweet flesh of halfling babies, and it is said that new colonies pop up wherever a rash of new births takes place, tempting the ant queen's ravenous hunger. For this reason, any time multiple births occur in the same week in a halfling community, part of the ensuing celebration is devoted to the raising of a hunting party that scours the land for giant ant colonies and extinguishes them where they find them.

Midnight Adventures & Campaigns

Though MIDNIGHT draws its basic conventions from the classic archetypes of fantasy gaming, in many ways it is not a typical fantasy game setting. The apocalyptic history, the manifestation of evil, the ongoing oppression and war, the isolation of the races, and the limits on magic and treasure all conspire to make MIDNIGHT a unique and challenging place to run adventures. The following advice is intended to help DMs take advantage of the intended strengths of the setting while keeping their adventures from taking on the trappings of more conventional fantasy games.

A World of Shadow

Aryth is a world suffering under a terrible legacy of evil, destruction, and oppression. It is a post-apocalyptic setting that not only has yet to recover from the cataclysm that destroyed it but is also in many ways still suffering that destruction. It is a world where the powers of evil rule and there is little hope that this will ever change. If players are to truly experience this setting, the mood of the adventures in which they play needs to elicit the desperation, horror, and sadness of daily life under the reign of Izrador. There are several things that DMs can do to bring this mood to life in their games.

Careful description is a vital tool for creating mood. DMs should take the time to describe the nature of the people and things the characters encounter with an emphasis on the weary, fearful, desperate, and hungry aspects of those encounters. Remember that people are dispirited, underfed, and furtive and seldom look characters in the eyes. Remember that settlements are run down, clothing and equipment are old and worn, and that magic is rare and proscribed. DMs should verbally remind

players of the palpable feeling of evil or the visceral sense of despair that accompanies most encounters and interactions with non-player characters. It is surprisingly easy for players to revert to the stylistic conventions of the settings with which they are most familiar, so it is key that the DM's descriptions constantly remind players that Aryth is not a conventional fantasy world.

Actions speak louder than words and DMs can use the simple nature of small events and minor encounters to emphasize the mood of the setting. Carefully tailored encounters can often be more effective in portraying the bleak tone of MIDNIGHT than any expository descriptions. Sharing food with hungry orphans, watching diamonds being used as sling stones, destroying family members risen as zombies, or seeing an old woman stealing boots off a corpse goes a lot further to create the right mood than even the most eloquent words.

Another tool that effectively sets mood is the creation of substantive backgrounds for individual player characters. DMs and their players should work together to create detailed, setting-specific character backgrounds that include motivating or poignant reminders of the state of world in which the characters live. Personal histories that provide genuine emotion and motivation help determine a character's place in the world and show how the character has been affected by, and is part of, the themes that run throughout the setting. Examples of such background elements might include parents killed saving the child character from a demon, early life lived as a slave, or the simple realization that a character's dworg heritage is due to the rape of his mother by orc raiders.

A God in the Game

When running adventures in the world of MIDNIGHT, it is important not to make Izrador out to be human (or fey) in aspect and action. The evil he represents must be grander and more universal than the common experiences of mortals. His goals are not those of an evil king or general but those of evil itself. He is not concerned with wealth, politics, honor, or the other mundane consequences of adventure, war, and conquest. His intent and actions are those of a god and are therefore beyond the full understanding of lesser beings.

It is likely that characters will never interact directly with, or ever threaten, Izrador—in fact, DMs should make certain of this. The Shadow is simply too powerful, even for the highest-level characters, and his concerns are enigmatic and far beyond the insignificant activities of a party of mortal adventurers. Izrador is, after all, a god.

Promise of Hope

As important as it is to create a mood of desperation and despair in a MIDNIGHT campaign, it is perhaps more important to make sure that the mood, events, and encounters do not completely rob the player characters of all hope. DMs must take care to keep at least the spark of hope alive for their players. Hope is the ultimate motivator and the reason characters in any story continue to strive. This hope should not be that the characters will some day deliver Eredane from the reign of Izrador. While tempting, this sort of quest is simply beyond the intent of MIDNIGHT. Instead, the hope should be on a more personal and immediate scale. Players should be made to feel that however grim the odds or dire their circumstances, there is always a chance they will succeed.

A Game of Heroes

The characters in MIDNIGHT are intended to be exceptional individuals destined to become great heroes. The heroic paths characters are born to support this intention and help make them bright points in a world of hopelessness and despair. DMs should work to craft adventures and encounters that test the honor, will, and morals of the characters, allowing them to make the choices and take the actions they must to become the heroes they are meant to be.

The caveat to this destiny is that heroes are considered troublemakers across most of Eredane. The average person's best hope is to be ignored by the forces of Izrador, and they are afraid of the retaliation the actions of any so-called heroes are likely to incur. Most commoners are therefore less likely to thank a party of player characters for their interference than they are to turn them in for the bounty on suspicious strangers or insurgents.

This emphasis on heroism without the typical rewards of wealth and glory is not common in most fantasy settings, and if the DM works to emphasize it, this can be an interesting and compelling aspect of the campaign setting.

Story Arcs

MIDNIGHT is intended as a dark world where the noble actions of those of heroic destiny serve to ease the suffering of those they help. Because of this inherent theme, MIDNIGHT is not the ideal setting for conventional adventures that feature long dungeon crawls and piles of treasure. Though exploration and the discovery of magical treasure can be important parts of stories in the setting, they are not its focus. It is therefore important that DMs craft adventures that feature genuine story arcs and heroic challenges beyond the killing of orcs or the hunting of brigands.

Such adventures can be simple, such as defending a village, or they can be complex, such as a cross-country quest in service to the elven queen. They can feature combat challenges, but they should also feature roleplaying challenges as characters interact with desperate villagers, orc captors, or savage freedom fighters. They should provide characters with

rewards other than gold—things like honor, gratitude, self-respect and self-worth, or simply enough food to survive the adventure.

Tavern Parties

The heroic paths intrinsic to each character mean that any party of adventurers in MIDNIGHT is an unlikely and powerful group assembled through some manifestation of destiny. Adventures in the setting therefore cannot rely on the cliche of characters meeting in a tavern or some such—and if the party is of mixed race, the proscriptions on travel and the fey make the party's origins even more unlikely.

To fit the setting and give genuine context to a party's existence, DMs need to craft plausible and meaningful reasons for the individual characters to be adventuring together. Often, these reasons can be inherent in the adventure itself, or they can simply be part of the characters' collective backgrounds. Regardless, carefully crafted origins are important to making plausible parties and viable stories within the severe cultural divisions in the MIDNIGHT setting.

Note that this does not mean you cannot feature taverns and inns in your campaigns. These places are still important public areas in many villages and towns, and they are plausible places for travelers and strangers to meet and mingle.

World of Want

One of the biggest differences between MIDNIGHT and other settings is that gold and treasure are worthless, and goods and commodities that are readily available in most game worlds are hard to come by. DMs need to remind their players about the state of Eredane's economy and emphasize the value of mundane resources such as food or clothing. There are several ways this can be accomplished.

The fact that gold and jewels have lost all value in most places across Eredane is enough to make most gamers realize that MIDNIGHT is very different from the settings they are used to. Participation in the barter economy, while often a fun aspect of roleplaying, also serves to capture the mood of the setting and helps players internalize the nature of the world.

DMs should encourage players to conserve their resources and give consequences to the mismanagement of those resources. DMs should make frequent audits of food stores and other disposable supplies that parties are carrying and should hold them to shortfalls. The availability of such things as lamp oil and arrows is often assumed in other game settings, but in MIDNIGHT these things are frequently hard to come by and must be bartered for. Running out of food a few times and suffering the consequences will quickly set a tone that reminds players that their characters live in a harsher world than they are used to.

DMs should encourage players to stock up on things they think can be used in barter. Scrap metal, broken tools and weapons, and scavenged arrow parts are always viable trade goods. Things that are locally common in one region but not in another are always good trade items, assuming the party is traveling—such things as medicine or halfling tobacco are lightweight but valuable commodities. Learning to always be on the lookout for tradable goods does a lot to keep players aware of the world their characters are in.

Magic items are exceptionally rare in the world of MIDNIGHT. Characters should come across them only infrequently, and when they do, DMs should present even the most minor items as wondrous objects of great value. DMs should stress their antiquity, mystery, and rarity, and should treat such items with a kind of awe that makes them really seem special, lending them a magical feeling that is lacking in settings where arcane items are everyday commodities.

The Wonder of Rediscovery

Aryth is a world where learning and science are proscribed, knowledge of geography and history has faded away, and familiarity with other races is a thing of the past—especially for the short-lived humans. As a consequence, most peoples have become isolated and provincial and are increasingly ignorant and suspicious.

The myths and stereotypes, exotic or otherwise, about various races are often accepted as fact by other peoples, and DMs should play on this when running mixed-race parties or when characters encounter races other than their own. Fear, misunderstandings, and even humor can be part of such encounters and can add appropriate flavor to MIDNIGHT campaigns. This racial isolation also lends an air of mystery that can be a compelling and fun part of the interactions between races.

There is also a sense of mystery and wonder that can surround lost aspects of a given race's own culture. The lack of learning in the present world means that when characters discover the past greatness of their own people through interactions with knowledgeable non-player characters, by reading ancient tomes, or by exploring lost ruins, the players can actually appreciate the wonder and revelation of the encounters. The history of the MIDNIGHT setting allows this sort of rediscovery by giving background for the lost knowledge and present-day context for the resulting mystery.

One excellent trick for creating and maintaining this sense of rediscovery is to present old encounters in new guises. For example, when characters are going to encounter a frost worm, DMs should not give away the creature's identity by calling it simply "a frost worm." Instead, he should describe it and tell the players they have never even heard of such a thing. Or maybe if they have, tell them they know it as an ulfaarn (or some other name), a monster from old fairy tales, and that they know it is a very dangerous creature. Tricks of presentation such as this go a long way to making players feel like they are experiencing a unique world.

Morality Play

A more philosophical way to engage players in the unique aspects of MIDNIGHT is to encourage them to explore the meaning of good and evil, heroism and malfeasance, and their relationships to these forces. More than in most settings, evil is a manifest, tangible, powerful presence in the world, and one with which players frequently have to deal. Besides the practical, sword-swinging aspects of evil, players should

be led to experience crises of conscience and moral dilemmas that they might not typically face in other game settings.

Such dilemmas might include having to decide between saving one village or another from orc raiders or deciding between giving a magical source of food to a starving family or keeping it so that a personal quest might succeed. Characters may have to choose between risking their lives to free a group of slaves or sneaking safely into the dark, or they may have to trust their fates to a member of a race they fear or do not know. Forcing players to deal with such issues will go a long way towards helping DMs define the mood and nature of adventures in MIDNIGHT.

Adventure Creation Guidelines

Creating adventures for MIDNIGHT requires thinking about the game in a non-traditional way. The world of Aryth is a place where heroes are corrupted by the power of a dark god and those who would help a people in need are put to the sword. Many of the rules changes and suggestions covered earlier in this chapter will affect the way you design encounters, and below you will find suggestions on how to craft memorable adventures and plots around those encounters.

Nearly all of the classic adventure models are appropriate for MIDNIGHT, and a few new ones besides. While the traditional "traveling the wilderness" or "delving in the dungeon" in search of adventure, glory, or treasure are less likely to take place, the same ideas can be recreated with an overarching MIDNIGHT theme. The characters are often alone, in dangerous territory, and facing powerful and strange foes. The best MIDNIGHT adventures are those that take advantage of the nuances of the setting to highlight those exciting aspects while also giving them a new twist. Perhaps the "dungeon" is an increasingly on the alert enemy encampment that the PCs must infiltrate, and the "wilderness" is a heavily patrolled occupied city. Turning things on their head while keeping them essentially the same is one of the best tricks in a MIDNIGHT DM's arsenal.

Mood and Theme

The mood of MIDNIGHT is one of desperate, clandestine battle against the forces of a dark god who has enslaved the people of a world. Heroes are hard to come by in this world, and those who do take up the sword against their masters are hunted down and executed for their treason. Izrador's legates are everywhere, and the forces of the Night Kings keep watch over the lands and people of Eredane. In this world, everything is working against the heroes. They will not be celebrated for defeating a band of orcs or ridding the forest of a dragon that preyed upon the people of a village. Instead, those that once knew them will deny such a connection, and they might find themselves turned away from the very town that they just helped defend.

Of course, not everyone hides from those who would oppose the Shadow. There are those who help such rebellious characters, giving them aid and shelter when possible. Finding these hidden allies is not easy, however, as one slip would mean their lives, so they guard their secrets with great

care. More often than not, a potential ally will make himself known to the characters after they have proven themselves to be men and women of good character. As characters progress through their adventures, they should come to find many such allies so that all hope does not seem lost.

Most good characters will spend their days trying to find a way to weaken the Shadow's grip on the world. While some may concern themselves with easing the suffering of a particular group, most will come to understand that only Izrador's defeat will bring about true change in the world. Although the young are driven by these ideals, the older rebels have all but resigned themselves to die in their efforts to release Eredane from the Shadow.

Your campaign will likely focus on this hope to make a difference. The characters must make strides toward this goal as they progress, otherwise they will become frustrated. But it is always important to make them understand that even their greatest triumphs are but a small part of the fight against the Shadow. For every victory, there should be a new obstacle, for every warleader slain a town is put under tighter rule. Occasionally the characters should enjoy a victory that truly hurts the Shadow, but at all times they must be made to feel his presence in their lives.

Challenges

Combat encounters in Midnight can be deadlier than in a traditional game, as noted earlier in this chapter. As a result, adventures should not revolve as heavily around combat as in a more traditional setting. A dungeon with room after room of encounters is going to weigh very heavily on a group of adventurers in Midnight. This issue can be partly resolved by adopting the suggested encounter level modifications, but no amount of reasonable adjustment can completely abrogate the need for restraint when planning encounters that can only be solved through combat.

This is not to say that Midnight adventures lack the excitement of life and death combat, and threats to the characters' well being are always close at hand. The DM must simply be careful not to present too many of these threats close together. Give the characters a chance to rest between encounters, and make sure they are able to handle the damage they could receive. It is also important to give the characters non-combat solutions to many of the challenges they face. Diplomacy is often the key to survival, even when the characters must deal with evil creatures that they would just as soon destroy. After all, the minions of the Shadow are no more interested in dying than the characters. Retreating is another option that characters in Midnight must consider more carefully than in a setting in which healing and even resurrection are much more commonplace.

Rewards

Granting treasure in Midnight is significantly different than in a standard campaign setting because of the barter economy used throughout Eredane. Sacks of gold are not worth as much as a pound of food in most areas, so the PCs are less likely to consider such "wealth" a fine reward for defeating their enemies. The lack of a true economy also means that the PCs will have fewer valuables than in a standard campaign, but one or two of their possessions might be worth quite a bit to them. The themes of Midnight are also somewhat different from a standard campaign setting. Rather than "kill and collect," the characters are fighting for a different purpose—to aid in the opposition to the Shadow. While material rewards can help them significantly, there are other considerations that might come in handier, such as contacts and information.

Trust in Midnight

As free as they may be to raise their crops and defend their homes, no Erenlander is given leave to travel far beyond his community (nor would any but a well-armed individual get far once night fell). Only fugitives have the means and the need to travel alone or in small numbers across the central plains without an accompanying guard of orcs. Thus, when a stranger comes calling at the outer fields of an Erenlander village, the reaction is often even more desperate than if a shambling corpse had come among them. Undead, monsters, and bandits can be fought, perhaps with some loss of life to the community . . . but the stain of having interacted with a fugitive can mean certain, inescapable death for every man, woman, and child of a farmhold.

Regardless of their reaction to the stranger, the legates and the orcs would ask questions for which there was no right answer. Where did he come from? Where was he going? Did he bear weapons? Did he know magic? If they knew much of him, they would be asked why they spoke with him at all, and perhaps accused of consorting with the enemy. If they knew little of him, they would be asked why they didn't find out more, and accused of being derelict in their duties. Worst of all is when such strangers evade capture completely, and the occupiers are left with only the villages to vent their rage upon.

Limitations

As discussed in Chapter Six, bartering is a way of life throughout Eredane and coinage and gems alike are almost worthless. This means that characters are unlikely to find anything that can be considered portable wealth. The most compact valuable items are likely to be weapons, which are illegal throughout much of Eredane, and food, which is so eagerly sought by everyone and everything around the characters that they will have a hard time hanging onto it. Even when they do find small and light objects that are extremely valuable, like magic items, they will often be so valuable to their cause to be almost priceless, and

therefore useless for trade. Because of this limitation, unless they are willing and able to invest in the organization and maintenance of a constant home base, most PCs in MIDNIGHT will never acquire vast sums of wealth.

Average GP Value

Even though they do not amass wealth normally, PCs in MIDNIGHT should still be limited in the value of their equipment as they rise in level. Characters in MIDNIGHT, whether heroes or villains, should have equipment worth no more than 25% of the average value listed for characters of their level in the DMG. This value should be calculated before adding worth multipliers by region.

DMs should keep this value by level in mind when including equipment in adventures; powerful magic items should be much rarer and harder to acquire, and lower-cost and one-use items should be more prevalent than normal. Charms, herbs, and other small rewards can also be given to make up for the relative rarity of magic items. The use of covenant items is another ideal way for the party's gear to remain at the appropriate value level; only a covenant item's unlocked powers count against a character's equipment value.

Magic Items

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

Alternative Treasure

Since gold and gems have no objective value in MIDNIGHT, there is no strict guideline to offering them and similar non-magical treasure to the characters. Worked items such as jewelry will have a higher value than rough gems or minted coins, since they have value outside their material composition. When giving out such treasures, try to keep in mind the perceived value of such items rather than actual worth, because in a barter economy the perception of value is a much stronger force than a manufactured economic one. Consider an isolated tribe of halflings, then ask which they would find most useful—a lump of steel, a promissory note for 20 gp, or an axe. This is the basic idea behind assigning value to found goods in MIDNIGHT.

Giving food out as treasure is much more viable in MIDNIGHT than in other settings, since it is harder to come by unless the characters are experienced hunters. Tools and weapons are also valuable, although carrying a sack full of swords around is a good way to shorten the lifespan of any character whose allegiance is not with Izrador or his minions.

You might wish to consider non-material ways to reward the characters for their actions. While this is harder to track and to assign a monetary value to, it is still possible. For instance, an innkeeper that was saved from a beating offers to let the characters stay at his inn free of charge whenever they are in town. Depending on the expense of staying at the inn and the campaign relevance of the town, this could have a value of hundreds of vp over the course of the PCs' careers. Favors promised also fall into this category. Gaining the trust of a witch that can brew potions or prepare herbal concoctions for the characters is an invaluable resource, as is the promise of a tribe of halflings that the characters will be safe from the Shadow's minions while within their tribal lands.

Deeper Into Eredane

Adventure Types & Supplemental Sources

The following section offers suggestions for possible adventure types in MIDNIGHT as well as ways to use the many published MIDNIGHT supplements in conjunction with those adventures. The MIDNIGHT line includes everything from adventures to monsters, from setting material to optional rules, and of course includes nuts and bolts material like new feats, prestige classes, and spells.

A dozen MIDNIGHT supplements will have been published by the end of 2005, with more on the way, so there are plenty of resources for DMs looking for new ideas or more details on a particular aspect of MIDNIGHT or the world of Aryth.

Adventure Type: Introduction

Source Material: Crown of Shadow

No one race or culture has the might to stand against Izrador and his foul legates. The dwarves are valiant, but caged in their mountains. The elves are skilled in warfare and magic, but have neither the numbers nor the resources to fight off the orc hordes forever. Yet there are some few who would join the knowledge and skill of the two peoples, the better to fight the Shadow that has fallen over both peoples.

And those few are hunted.

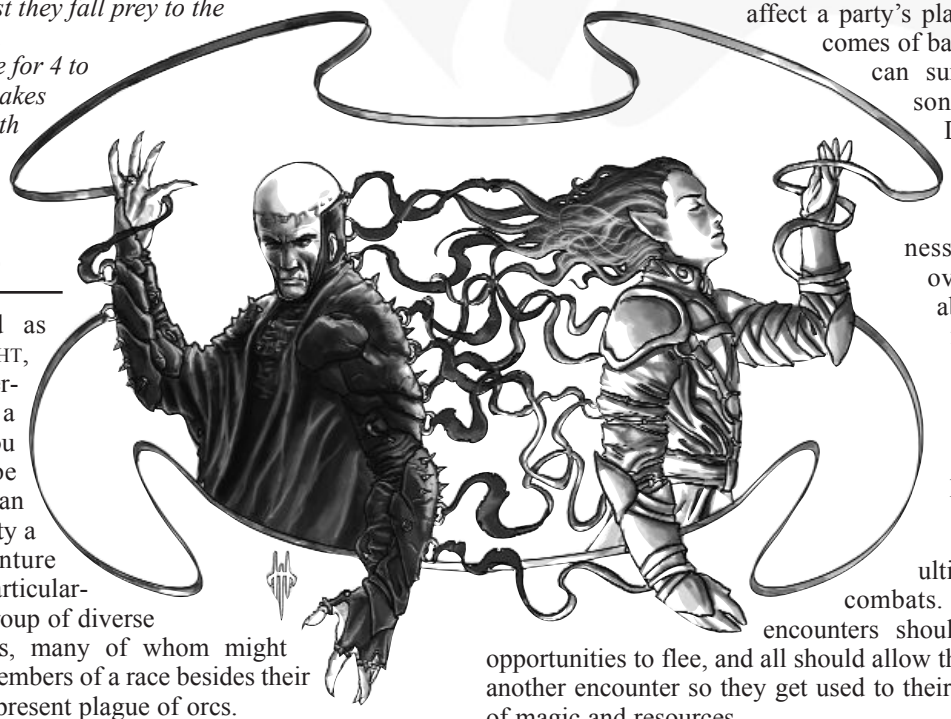
Crown of Shadow *is a desperate quest across Eredane, ranging from the depths of the Kaladrun Mountains, across the grim expanse of the occupied plains of Erenland, through the secretive underground of the Eren River, and finally into the heart of the Whispering Wood itself. The players, inexperienced rebels in the fight against Izrador and the Night Kings, become the unintended recipients of a valuable prize, the unwilling charges of a deadly quest. The forces of the Shadow have uncovered a prize of their own, however, and have given it to one of their most devious champions. The party must elude this tireless pursuer and reach sanctuary a continent away, lest they fall prey to the* Crown of Shadow.

An adventure for 4 to 6 characters that takes them from 1st to 5th level.

Gathering the Party

In a world as bleak as MIDNIGHT, where merely offering help to a stranger can get you killed, it can be more difficult than usual to give a party a reason to adventure together. This is particularly true among a group of diverse races and cultures, many of whom might never have seen members of a race besides their own and the omnipresent plague of orcs.

Crown of Shadow provides one option for binding the PCs together as an adventuring party: desperation. Each character comes into the adventure with their own disparate goals, though all are united in their hatred of the Shadow in the North. By the end of the first part of the adventure, however, they are on the run, hunted by dark forces and entrusted with a mission bigger than any of them.



Exploring Eredane

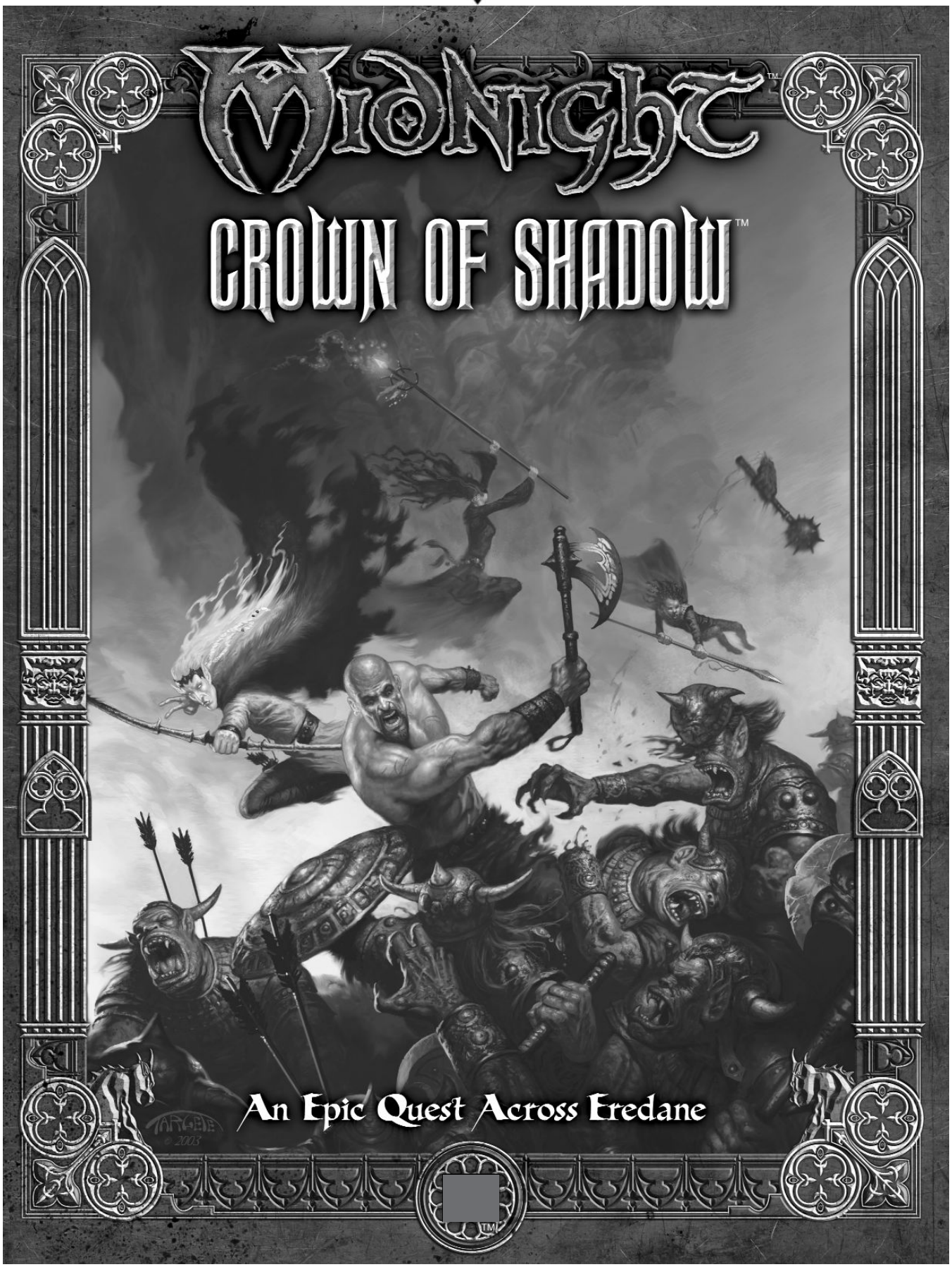
Eredane is a huge land mass, spanning 3,000 miles in width and reaching from equatorial tropics to the frozen north. Attempting to capture every part of the continent in your campaign can be daunting, as can determining which section of Eredane to start in. Players of dwarves may want to start in the Kaladruns, the better to defend their clanholds, while players of elves will undoubtedly want to begin the campaign beneath the eaves of Erethor so they can fight those who would burn their homes. Humans are equally out of place in both environs, and are no less hunted by the orcs even in their own country, where they are seen as slaves at best and a convenient meal at worst.

One way to choose the setting of your MIDNIGHT campaign is to explore all of it before "settling down" in any one area. This is the path that *Crown of Shadow* takes; moving from one culture to the next, from the defiant dwarves to the seemingly capitulant gnomes to the mysterious elves. This allows both the DM and players can get a feel for a particular area of the MIDNIGHT setting and determine which is the most interesting to the group as a whole.

Learning the Rules

While MIDNIGHT uses the d20 System rules, it includes many mechanics changes that can drastically affect a party's play style. The outcomes of battles in MIDNIGHT can surprise even seasoned players, and DMs may underestimate the characters' sheer viciousness in combat or overestimate their ability to recover from it.

For this reason, introductory adventures should be paced to allow for exciting and dramatic, yet ultimately winnable, combats. The first few encounters should give the PCs opportunities to flee, and all should allow them to rest before another encounter so they get used to their new, lower level of magic and resources.


Midnight™
Crown of Shadow™
An Epic Quest Across Eredane

Adventure Type: Enemies & Allies

Source Material: Minions of Shadow

In the Aruun Jungle, children turn against their parents and the plants and bodiless spirits haunt ancient ruins.

In the havens of the Miransil and the clanholds of the dwarves, not all are as they seem.

In the barren Northlands, the earth and sky alike hunger for human blood.

And in the strongholds of the Shadow, new and terrible foes are bred from foul rituals and dark magics.

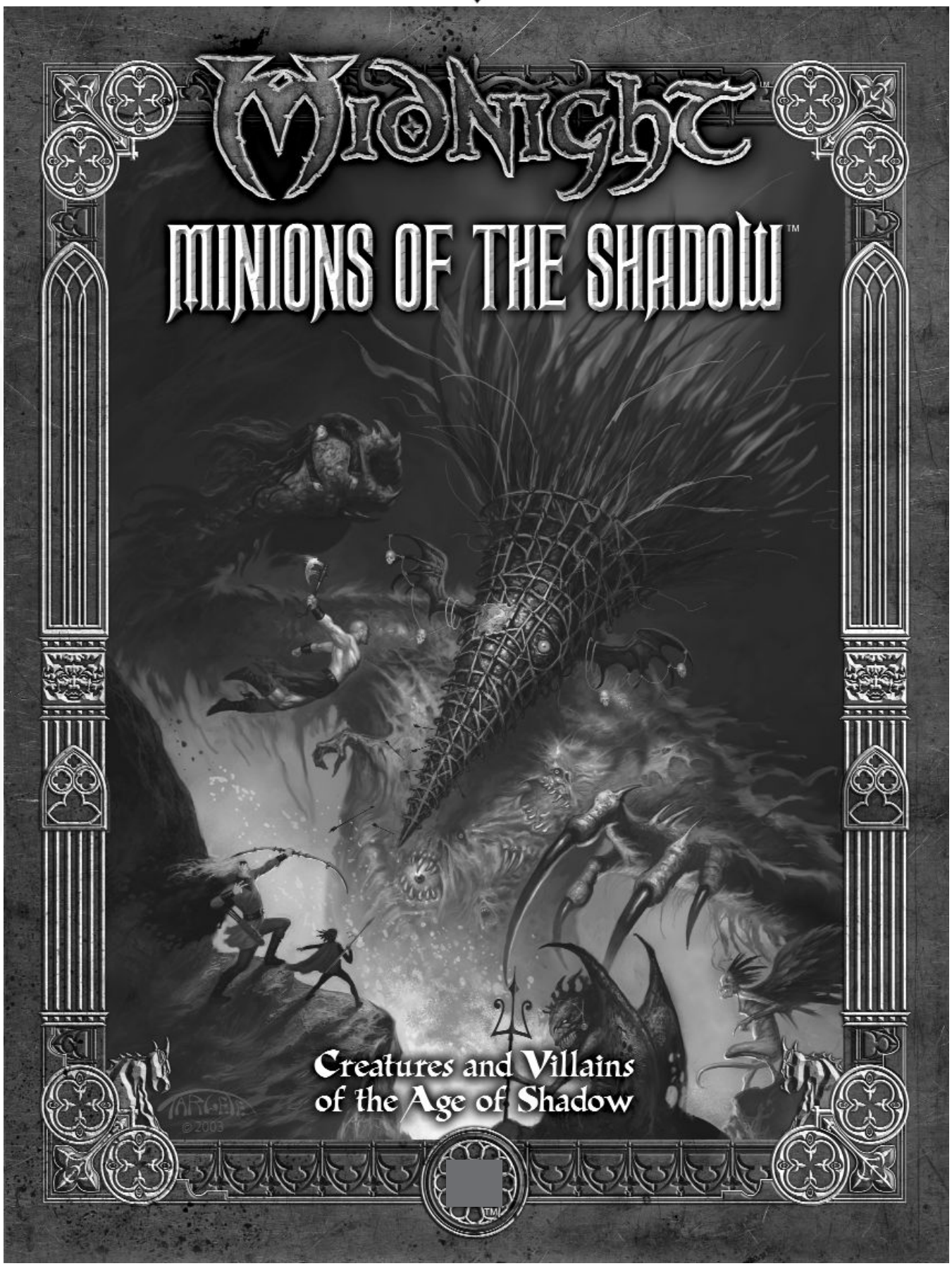
Welcome to Eredane, a land under Shadow. The creatures herein fill many roles, from the natural animals of Eredane's ecosystem to the most vicious hunters under Izrador's command. They range from minor annoyances and tricksters to powerful beings that even the Night Kings fear. Also included are stat blocks and backgrounds for several of Izrador's most notorious servants: Grial the Fey Killer, Zebrim the Slayer, Darshod of the Dead Mother tribe, and more. Whether you need more creatures to pit against your heroes on Aryth, or you want to bring the taste of Midnight to another campaign, the Minions of Shadow *are ready to serve.*

Hunters or Hunted?

The image of brave, perhaps even foolish, adventurers journeying forth into the unknown to do battle with a legendary creature is a classic one. In MIDNIGHT, those who are capable and courageous enough to do so rarely throw their lives away on such quests simply for bravado, but that does not mean this adventure archetype does not exist in MIDNIGHT. Perhaps the Shadow has bred a new evil that threatens to turn the tide of the war in Erethor or the Kaladruns. Maybe a rogue demon is preying upon a helpless town of Erenlanders who have only old men and young boys to defend them. Or perhaps the creature is only a guardian, a barrier to overcome before the heroes can claim an important magic item or ancient lore.

Friends in Need

Trust is among the most valued of treasures in MIDNIGHT, and is not easily given or accepted. Racial conflict can make especially deadly those encounters that, in other settings, would be merely difficult. Your party may include orcs or dworgs, for instance, and need to seek aid from clan dwarves whose habit is to kill such beings on sight. An entire adventure can revolve around convincing a group of people that you can be trusted.


Midnight
MINIONS OF THE SHADOW
Creatures and Villains
of the Age of Shadow

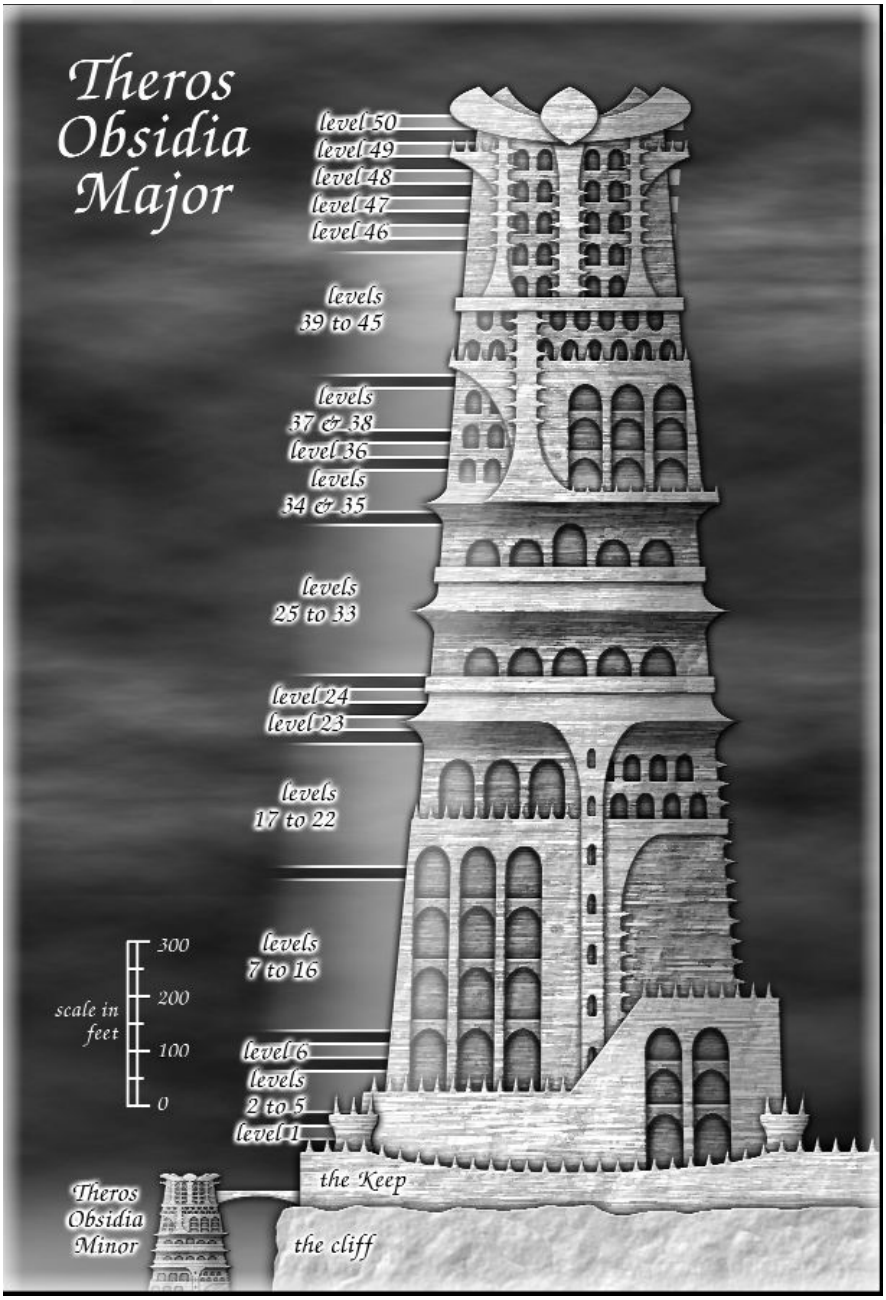
Adventure Type: Infiltration

Source Material: City of Shadow

As the Third Age came to a bloody close, one of the first victims of the brutal march of the Shadow's armies across Eredane was the city of Highwall. Since the First Age, the city and its Scholar's Academy stood as a beacon of hope and enlightenment in a darkening world. That shining beacon was shattered seemingly overnight as the fury of the Shadow in the North descended on the world.

Now, a hundred years later, the city of Highwall lies in ruin. At the center of this desolation rises Theros Obsidia, a black tower of impossible size that was magicked from the earth and stone like a splinter drawn from flesh. This is the locus of Izrador's power in Eredane and the fortress of his legates, the Order of Shadow. Huddled around the tower are the camps and garrisons of the Shadow's hordes, along with the ruins and hovels of the city's survivors. Highwall has become a place of death and darkness, and only the bravest, most foolhardy, or most desperate heroes dare to intrude into the heart of Shadow.

The fourth supplement for the award-winning Midnight campaign setting, City of Shadow offers detailed information on the ruined and occupied city of Highwall, a level-by-level description of Theros Obsidia complete with maps and illustrations, and in-depth information on the Order of Shadow.



Reconnaisance

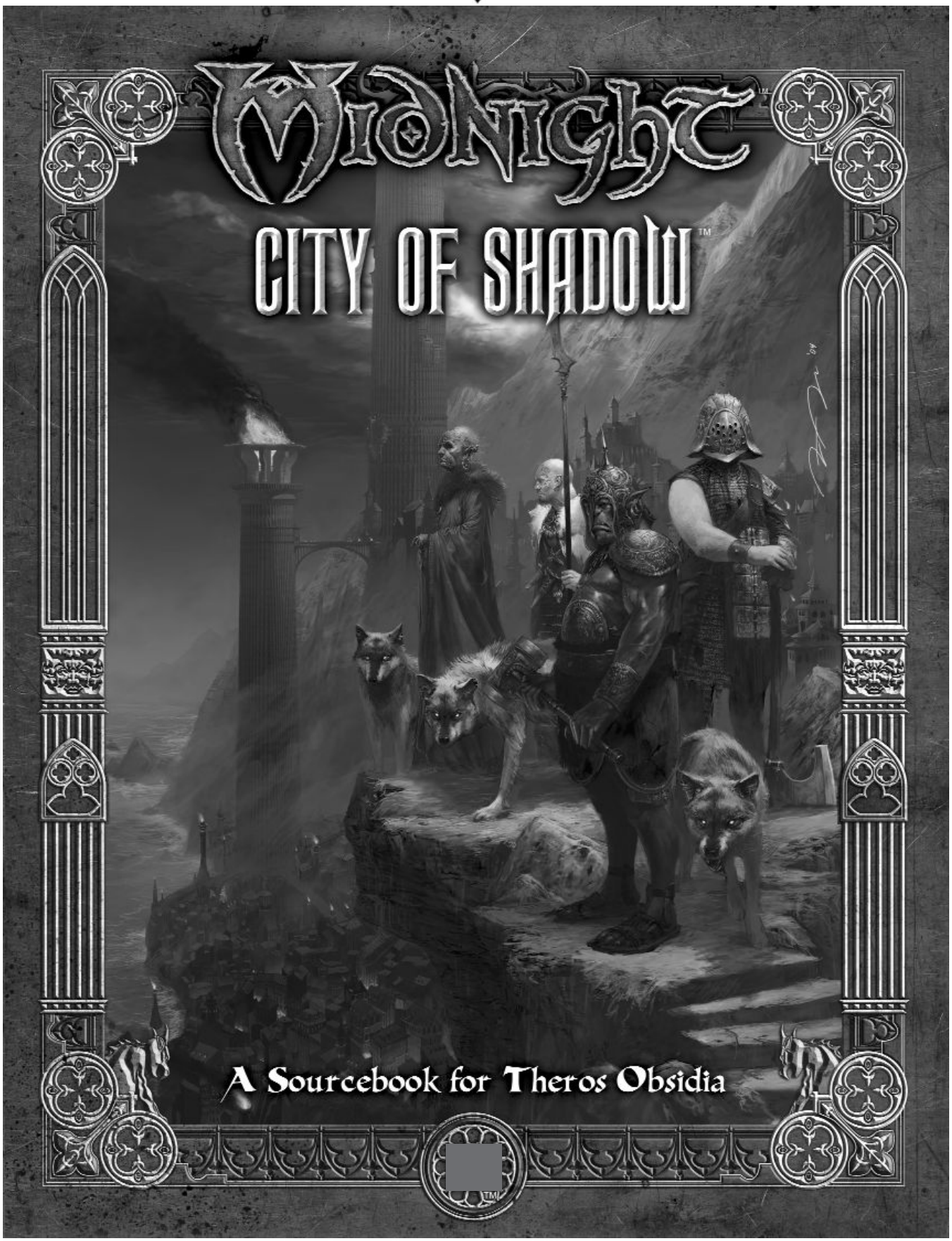
While no force would be foolish enough to assault the stronghold of the Shadow, decisions are made in Highwall that affect all of Eredane. As such, the forces of good may ask the characters to act as their eyes and ears in Highwall. Such an adventure could be a quick in-and-out scouting mission, perhaps involving contact with a permanent spy, or could be an extended story arc, with the characters establishing cover identities and becoming valuable spies for the elves, dwarves, or other enemies of the Shadow.

Urban Dungeon

The once great city of Highwall has been left to crumble into ruin while Theros Obsidia squats atop its corpse like a bloated spider. While orcs and collaborators are as thick as flies in the area around Highwall, there are countless alleys, sewers, ruins, and dungeons beneath the city in which adventurers could search for lost records or items, recruit allies, establish watch posts, or even hide from pursuers . . . right under their noses.

Into The Lion's Den

Only the truly brave, foolish, or insane would dare venture into the heart of the enemy's territory, into the den of the beast. Tasking the characters with a mission that takes them to Highwall or even within Theros Obsidia should be reserved for only the most momentous, even climactic or campaign-ending, adventures.


Midnight
City of Shadow
A Sourcebook for Theros Obsidia

Adventure Type: Mythic Quest

Source Material: Sorcery and Shadow

The dark god Izrador has conquered Eredane, retaining his power by outlawing all weapons except those in the hands of his servants. And the most powerful weapon of all is magic.

As wise spellcasters or brave warriors with ancestral weapons of power, the heroes of Midnight all rely on magic to survive. This sourcebook is appropriate for players looking for new spells, magic items, power nexuses, charms, and feats, as well as for DMs that want to incorporate new magic into their campaigns or introduce dangerous new foes for players to conquer. Prestige classes for good and evil characters, as well as the powerful strongholds and hidden retreats in which they reside, round out this exciting new book. In a world where an evil god strives to claim all magic for himself, every spell matters.

Sorcery and Shadow *includes:*

- *Dozens of new spells designed for Midnight, but useful in any campaign.*
- *New covenant items, powerful magical weapons and gear that increase in power along with the characters.*
- *New feats, prestige classes, spell-boosting charms, and magic options for channelers, wizards, druids, and even legates, the evil disciples of the Shadow.*

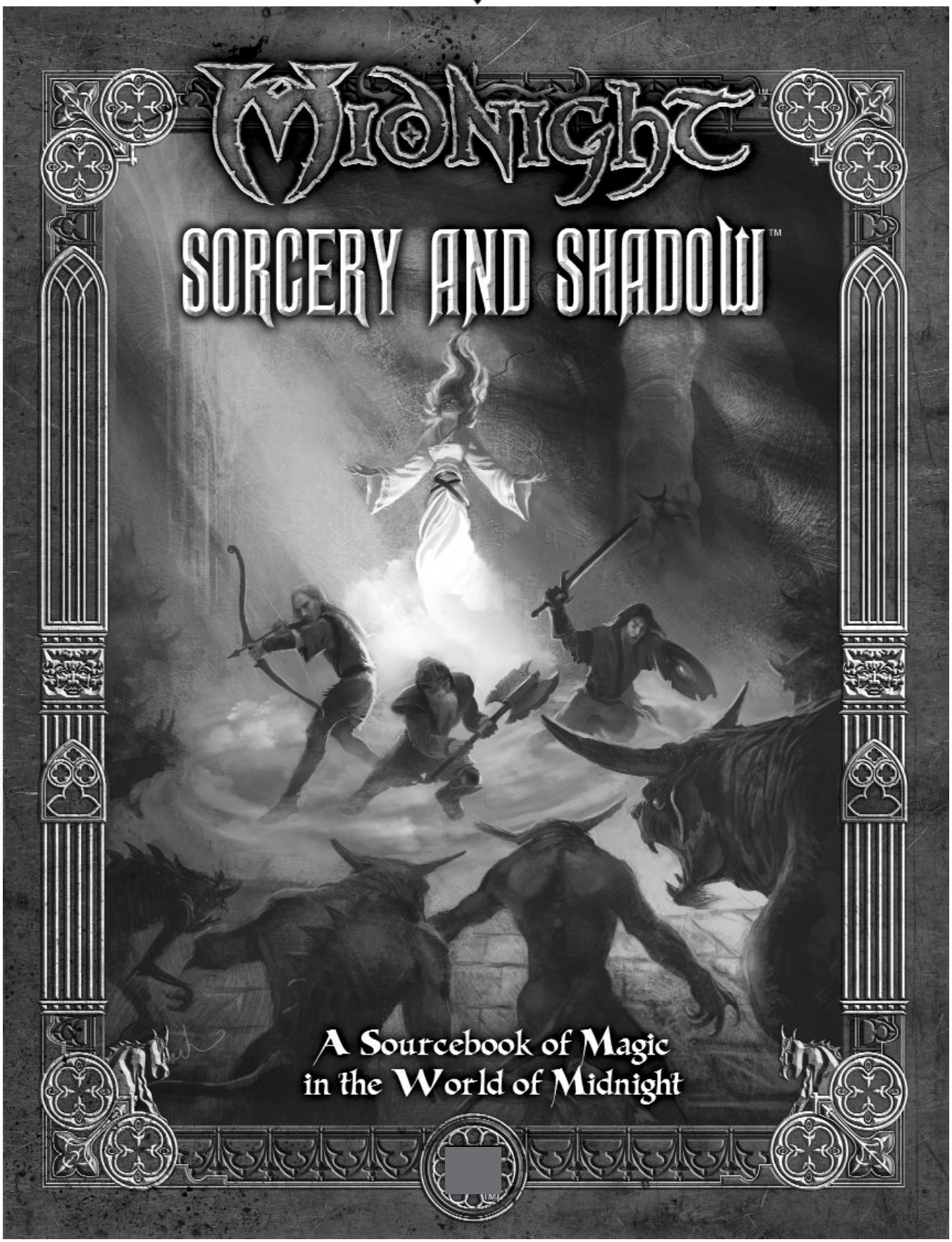
Prophecies Fulfilled

Magic and the adventure hook of an as-yet unfulfilled prophecy go hand in hand. In the Last Age, hope is often all that the people of Eredane have left, and the characters may be willing to stake their lives on the hope that such a prophecy can come to fruition. Perhaps the PCs believe one of their number to be one of the heroes mentioned in the prophecy, or they might believe that certain events must come to pass before the prophecy can be fulfilled.

Unraveling the Mystery

If Izrador has a weakness, it is his relationship with magic. He fears it enough to hunt it down with savage brutality, yet needs it so much that he devotes his legates' resources almost entirely to gathering it with their black mirrors. The object of the characters' quest would be to uncover the key to that weakness and learn how to take advantage of it.

The characters may hear of a powerful artifact that could turn the tide of the war; they might go on a quest to find ancient lore that would teach them to poison the magic that Izrador feeds on; they might even search for lost magic hidden on Aryth by gods of old who foresaw Izrador's treachery.


Midnight
Sorcery and Shadow
A Sourcebook of Magic
in the World of Midnight

Adventure Type: Intrigue

Source Material: Under the Shadow

The iron fist of the Shadow squeezes Eredane dry. In cities across the continent, whole wards are purged of innocents at the whim of dark priests and bloodthirsty orc commanders. But in one city, the residents merely wear the guise of innocence. In one city, the body may be broken but the soul is still strong. Welcome to Baden's Bluff.

This sourcebook for the city of Baden's Bluff contains a wealth of setting material for DMs, describing a city that is both a place of refuge and one of adventure. Its dark streets can be as dangerous to legates and orcs as they are to resistance fighters, and many secrets lie among its worm-eaten docks, forgotten sewers, and ancient canals. Players will find new organizations to join and feats designed to bring the fight to the dark god. Baden's Bluff is an ember of hope, as well as a culling ground, for all those who try to survive Under the Shadow.

Under the Shadow *includes:*

• Dozens of organizations, NPCs, and location descriptions.

• Maps, adventure hooks, and local rumors to incorporate into any Midnight campaign.

• An overview of the lands around Baden's Bluff and how they are used by the factions within the city.

• Terrifying new opponents created by Sunulael himself, and the feats and prestige class with which the Badens fight them.

The Order of Shadow

Baden's Bluff is renowned as a culling ground for the Order of Shadow, a place where undesirable legates are sent as punishment for displeasing the wrong superior. However, the city's wealth and importance to the logistical side of the war make it a surprisingly strong place from which to build influence within the order. A legate who can ride the tempestuous tides sweeping the wards can, in time, create a name for himself in the order.

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

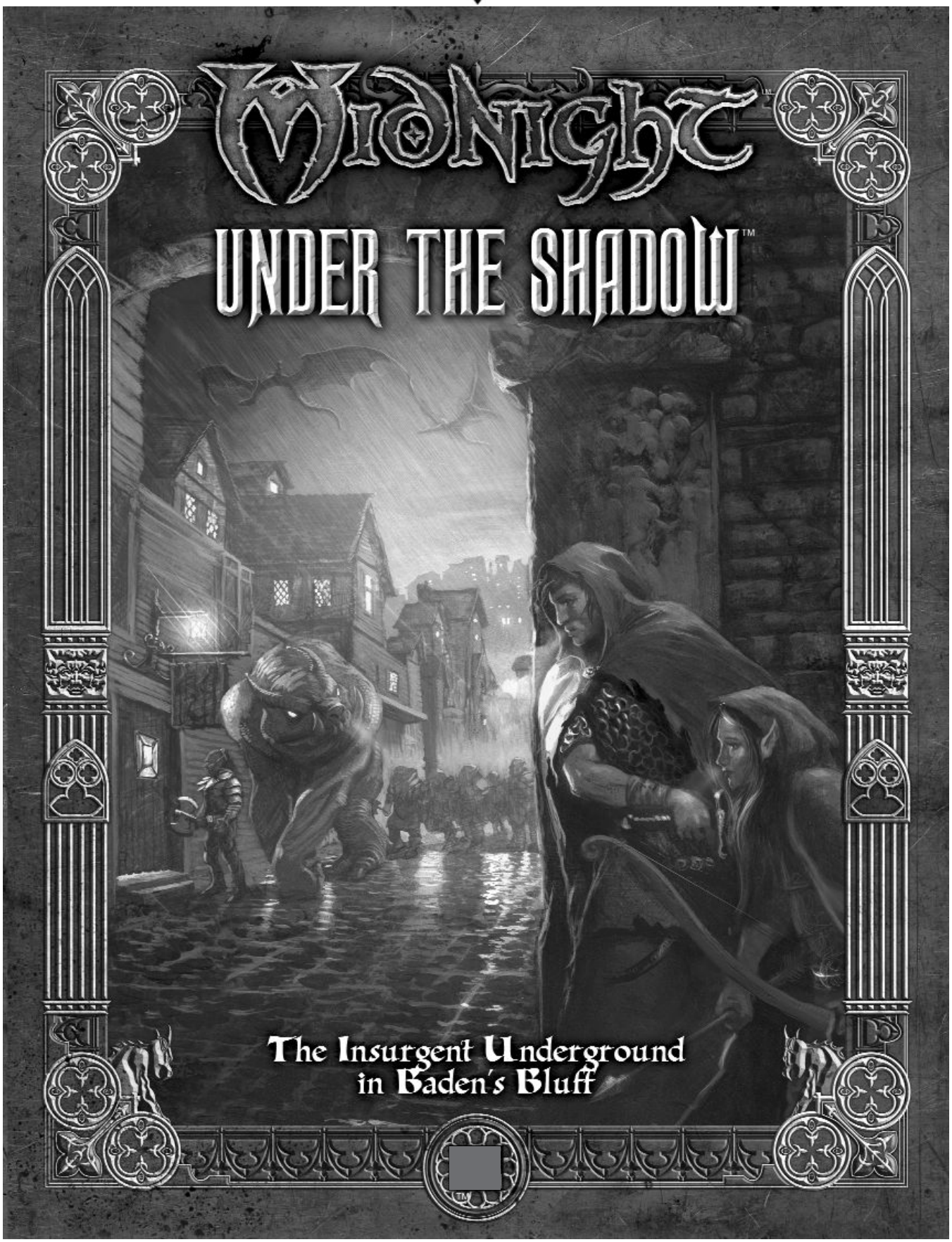
Ambitious and clever characters might place themselves amidst the intrigue of the order, playing on the fears and paranoia the legates produce with their infighting. Their goal might be to cause chaos, to gather information for the other resistance fighters, or even to join the order to subvert it from within.

Contacting the Resistance

The characters may be tasked by their allies with contacting the resistance in Baden's Bluff, or may think to do so on their own as a means of evading pursuit or joining the fight against Izrador. They might eventually find a man named Colin the Tanner, who claims to be the leader of the resistance . . . but is he telling the truth? If he is not, does he work for the resistance, or is he merely posing as a resistance fighter to lure others out into the open, where the harsh justice of a headman's axe awaits them?

Smuggling

Weapons, magic, and even some races of humanoids are all outlawed in the lands of Eredane. There is always work smuggling items and people from one part of the continent to another. The characters might be asked to take an item, person, or other contraband from Baden's Bluff to some other stronghold of the resistance, or even deeper into enemy territory. This is much more dangerous than simply traveling, and the characters must use a network of safe houses to get to where they are going without being detected. One of the safe houses may have been compromised by monsters or forces of the Shadow, forcing the characters to deal with that problem before moving on.


Midnight
UNDER THE SHADOW™
The Insurgent Underground
in Baden's Bluff

Adventure Type: Covert Operations

Source Material: Forge of Shadow

The dark god Izrador has conquered the free lands of Eredane with merciless magic and savage steel. At the heart of his army is a dark forge where slaves and sorcerers labor day and night to equip the orcish hordes with weapons, armor, and equipment. It is called Steel Hill, and it is the Forge of Shadow.

The armies of Shadow need Steel Hill to continue their onslaught, and that makes it one of Izrador's few weaknesses. Will the PCs be brave enough to sneak behind enemy lines and sabotage its precious products? Can they free the enslaved blacksmiths and kidnap or kill the dark enchanters that enhance their weapons? If they can take Steel Hill, will they destroy it from within, or will they try to capture it in a desperate attempt to gain an armory for the forces of good? In the battles ahead, many eyes will turn toward the Forge of Shadow.

Forge of Shadow *includes:*

- *Dozens of location decriptions, maps, and adventure hooks.*
- *Details on the Brotherhood of the Black Sword, Legion of the Splintered Skull, and the Bloodguard of Cruach Emyn, including stat blocks for powerful NPC adversaries.*
- *New prestige classes and creatures.*

Sabotage

The dark god's forces are everywhere, and direct force is often less worthwhile than subtle destruction. The forges at Steel Hill are a perfect location to stage such sabotage, as they are essential to Izrador's continuing war effort. This adventure would require the characters to perform a wide range of tasks, including traveling to Steel Hill unnoticed, blending in with the local residents, gathering information without revealing themselves, recruiting allies without endangering them, planning and executing an act of destruction that would significantly hamper the Shadow's forces, and of course, getting out alive.

Race to the Depths

Some of the most powerful items ever created are hidden away, and he who finds them first can wield great power for either good or evil. Some of them might be hidden beneath the characters' very feet . . . perhaps in the mines of Steel Hill.

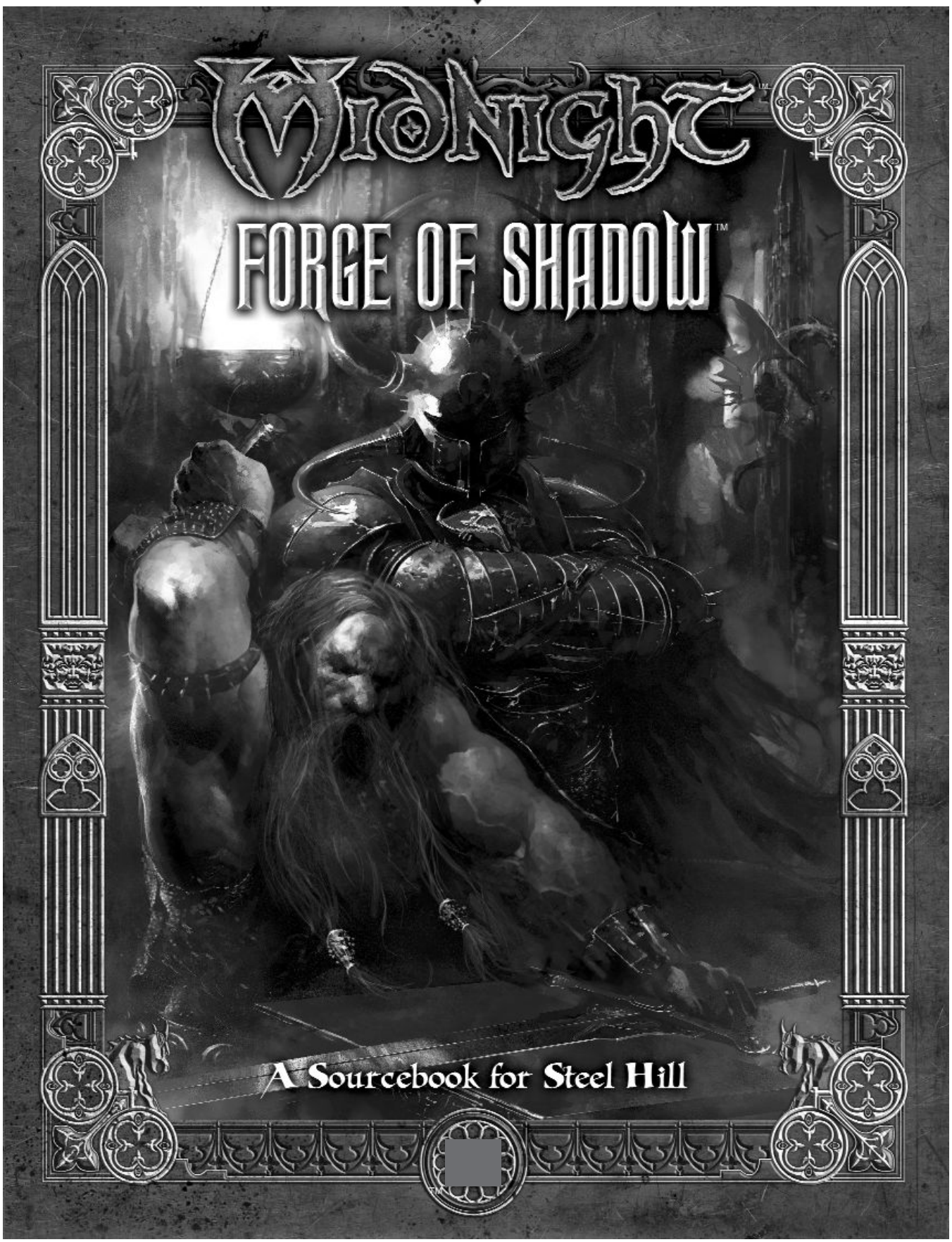
In this adventure archetype the characters catch wind of a magic item, power nexus, or even a new race of creatures that could help in the war against Izrador. Miners with ties to the resistance have leaked its existence, somewhere deep beneath the mining caves of Steel Hill, but it's only a matter of time before the orcs, legates, or traitor princes hear of it as well and seek out the prize. The characters must beat them to the hidden goal beneath the earth and either make off with it, hide it, or defend it with their lives.

Rescue

In this adventure archetype, the characters are part of a rescue mission. Whether to free a loved one or a comrade, assigned to seek out and retrieve a specific individual who is valuable to their resistance group or has desperately needed information, or even to enact a wholescale freeing of the miners of Steel Hill, the characters must face soldiers, slavers, and collaborators. They'll have to watch their step in Steel Hill, lest *they* become the ones that need rescuing.

Escape

As noted above, even the best-planned mission can end in death or, as is sometimes worse, capture. Steel Hill is an ideal setting in which to shackle the characters: it is desperate enough that they'll have no choice but to try to escape, but not so well controlled that their situation is hopeless.


Midnight
Forge of Shadow
A Sourcebook for Steel Hill

Adventure Type: War

Source Material: Fury of Shadow

In the Last Age, the ancestral homeland of the elven people has become a battleground. Armies of orcs, ogres, giant-men, and trolls mass in the North, preparing to spill out of the Highhorns and lay waste to the Veradeen, the snow-clad home of the Erunsil elves. In the east, trained and disciplined orcish armies set out from Eisin, burning their way into the fey wood along the mighty Felthera River. Standing defiant between the bloody pincers of this assault is Caradul, the capital of the elven nation and domain of Aradil, the Witch Queen. If the Night Kings' grand campaign is successful, it could mean the end of organized resistance to the Shadow in Eredane. Best of all, the outcome is as yet undecided: Your heroes could be the ones that save the elven nations . . . or doom them to defeat!

Fury of Shadow *is a deluxe limited edition boxed set that will take your Midnight campaign to a whole new level. It offers a variety of tools that will help you explore the great forest of Erethor and the coming war that threatens its very existence.*

Fury of Shadow *includes:*

- *A 160-page campaign book detailing every aspect of the elven wood and the war for its survival. The book includes detailed source material, complete NPC descriptions and stats, new monsters and magic, and countless adventure hooks that you can easily incorporate into your campaign.*
- *A 16-page cartography booklet featuring beautiful and detailed maps of the regions of Erethor, the military campaign, battlefields, and many other locations of interest, from Autilar, the ancient keep of the Fortress Wall, to the orcish outpost called Rog Kral, the River's Fangs.*
- *A full-color heavy cardstock DM screen customized for Midnight's unique take on the d20 System.*
- *A giant full-color poster map of the continent of Eredane.*
- *Special edition, customized Midnight character sheets.*

Scouting

The elves of Erethor are looking for a staging ground for raids on the Shadow's troops. Unfortunately, they are too conspicuous to scout out the area, as it lies on the western shore of the Sea of Pelluria. They have detected great magic there and need someone to find out what is there and whether or not it can be bent to serve the forces opposing the dark god. The characters are just right for the job.

Hold the Line

The characters are part of an outnumbered, underpowered force who have been given a simple, yet seemingly impossible order: to hold their position. Whether as defenders of a refugee village, guerilla fighters covering a retreat, or stalwart soldiers manning a forest keep, the characters may very well need to give up their lives for the greater good.

This adventure archetype can take many paths, depending on the strategies employed by the characters to accomplish their mission. Success will require clever planning and efficient use of what resources the characters have available, including setting traps, creating defensible positions, and outthinking the enemy.

Assault

The elves are planning a surprise attack on one of the enemy's positions, either one that the Shadow cannot imagine they would be bold enough to attack or one that was until recently held by the elves and is not yet reinforced. The characters have been asked to participate in whatever way they are best suited, whether as scouts, infiltrators, magic support, shock troops, or even as leaders and tactitians.

Assassination

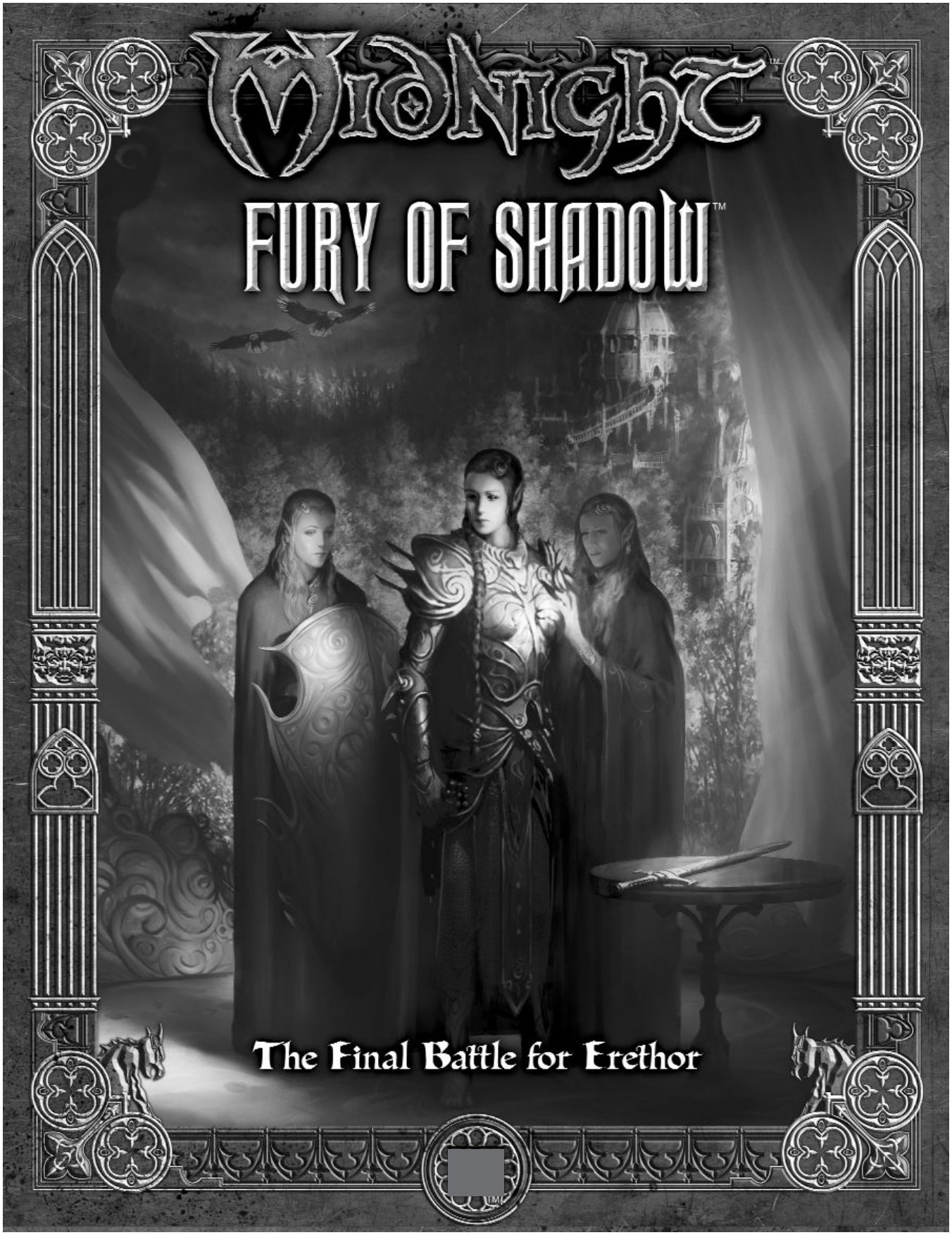
The orcs assaulting Erethor are enraged, brutal beasts, and only the iron will and savage whips of their warchiefs and taskmasters unify them into a cohesive force. If those leaders were to be killed, the Shadow's armies would become a vast, dangerous, but undirected force. The elves would still be outnumbered, but they would have a fighting chance.

Whether because they are expendable or because they are particularly skilled, the characters are given the nearly suicidal assignment to sneak deep into the enemy's camps and assassinate one of the orc, oruk, or legate warchiefs that are directing the offensive on Erethor. Alternatively, the characters may be organized into a hunter-killer group that fights with the elves on the front lines. Their mission: to participate in the battles like the rest of the troops, until they spot an officer, legate, or other high-ranking commander. Once such a target has been spotted, it must not leave the forest alive.

Emissaries

Many groups have sought shelter under the eaves of Erethor, and not all are friendly with the elves. The characters are asked to act as go-betweens and emissaries with outsider groups like human refugees or stranded travelers from across the sea who now live among the Miraleen.

Alternatively, the characters may be tasked by the leaders of the elves, possibly by the Witch Queen herself, to seek aid abroad for the elven people, traveling where they cannot and speaking with those that they cannot reach. The characters may find themselves traveling to dwarven holdfasts in search of valuable raw materials or weapons, searching out the Pirate Princes of the Sea of Pelluria to encourage raiding of Shadow ships, or establishing a smuggling route with the gnomes of the Eren River.


Midnight
FURY OF SHADOW™
The Final Battle for Erethor

Adventure Type: Legend of Steel

Source Material: Steel and Shadow

The dark god Izrador has conquered Eredane, and ensures his iron rule over its subjugated people by banning the possession of weapons. Lacking swords and shields, the men, dwarves, and elves of Eredane are thought to be defeated.

Nothing could be further from the truth.

In place of steel, the forces of good have developed stolid wills and savvy tactics. Against their larger opponents, the smaller races have developed unique fighting styles to take advantage of their quickness and mobility. And each of the once free races claims a terrain as their own, using its natural hazards to even the odds against their enemies.

Steel and Shadow *includes:*

• New warrior-focused prestige classes designed for the world of Midnight, but useful in any campaign.

• New class abilities for wildlanders, fighters, and barbarians of each culture.

• A wide selection of alternate rules, from new fighting styles to new ways to use terrain to challenge the Shadow's forces and tip the odds in the favor of the forces of good.

Seeking Training

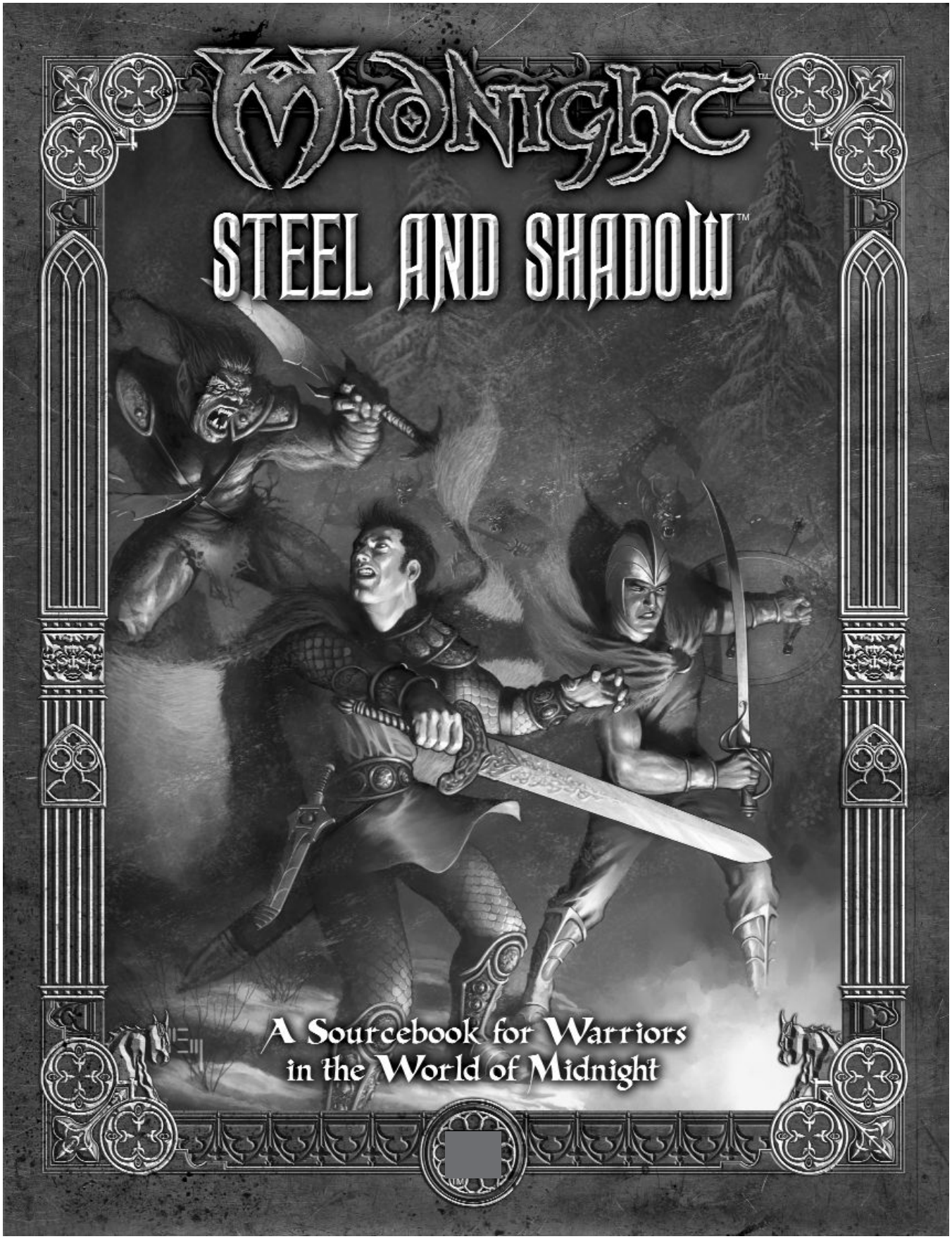
Weapons may be hard to come by in the Last Age, but formal training is even more rare. Whether it is the defensive stances of the dwarves or the treetop guerilla warfare of the elves, the characters have been tasked with seeking out, learning, and training their fellows in a fighting style that is unknown among their people but may save them in an upcoming battle.

Rallying the People

Steel is a boon to those who would fight against the Shadow, and training is necessary to wield it, but organization is the true weapon without which the people of Eredane cannot be freed. The characters must gather the common folk to their banner and lead them, either to war or to safety. Alternatively, the characters have been given command of a small but skilled force of warriors, either for a specific mission or charged with a long-term task. What their force lacks in strength of arms or magical might it must make up for in organization, stealth, and cohesiveness.

Creating a Legend

Beyond and above steel, training, and organization is the most valuable weapon of all: hope. The characters are put in a position to forge a new legend from heroic deeds and terrible sacrifice. Will they do what it takes to forge a new legend and rekindle hope for the people of Eredane?


Midnight
STEEL AND SHADOW
A Sourcebook for Warriors
in the World of Midnight

Appendix: The Well of Rebellion

Introductory Midnight Adventure

Preparation

"The Well of Rebellion" is an introductory adventure set in the world of MIDNIGHT, and is suitable for four characters of 1st level. It is set in the town of Koln, which is not shown on any map. This allows DMs to place it wherever they like depending on where they want to run their campaign. There is one restriction on the town's location, however. It must be in a human region somewhere on the edge of the "fey lands," meaning either one of the forests of Erethor or the Kaladrun Mountains. Whenever the fey lands are referenced in the adventure, you must adjust the description depending on whether or not the area is forested or mountainous, as fits your choice of location for Koln. A character that can move swiftly and easily through the wilderness will help the party in this adventure, as will someone with knowledge or lore of the history of the world. Strong fighters will be of use should the PCs run afoul of the legate and his orcs.

This adventure serves to introduce several major elements of the world of MIDNIGHT, and many of the setting's themes pervade the adventure. The adventure features several sidebars with advice for novice DMs or those new to the MIDNIGHT campaign setting. DMs should also make sure they are familiar with the advice on running MIDNIGHT campaigns found previously.

"The Well of Rebellion" also serves as a lead-in to the official MIDNIGHT mega-adventure, *Crown of Shadow*, or could be used as a side-trek during or after the events of that adventure.

Adventure Background

Koln lies on the wartorn path to the fey lands, and so it sees its share of orc armies pass through as they march to join the battle. One such force just passed by four days ago, although they were too hurried to stop and harass the town and its denizens. While passing by, the astirax companion of a minor legate named Drugan caught the scent of a magical aura just off the army's path. The astirax went to investigate as the army moved on, but after two days it had not returned to report to Drugan. Afraid of reprisal should it be revealed that his astirax was dead, Drugan split off from the main body of the army with a fist of orcs to see what happened. He immediately set his sights on the town of Koln, where he surmised he could find out what it was that had alerted his companion in the first place.

Adventure Synopsis

The characters are in Koln when Drugan returns to find his companion and they witness the brutal beating of one of the town's leaders at the legate's behest. If the PCs investigate once the villains have left town, they discover that the legate was inquiring about local magic, and that he was pointed in the direction of a nearby cave. A cell of rebels uses the cave from time to time, and the town leader thought that the cave might be the source of the emanation. He feels terrible about leading the legate there, but feared what would happen to the town had he not given up its location. The distraught man implores the PCs to race to the caves and empty its contents before the legate can arrive, and he reveals a shortcut that will allow them to make up for lost time.

Once the PCs have their directions, the race is on! They must bypass several challenges on their way to the cave, the outcomes of which may or may not determine their success in the adventure. Once at the cave, the PCs must dispose of the contraband and decide how to deal with the legate and his cronies. Clues found along the way will give them choices other than combat, but the chance to destroy an isolated legate and fist of orcs is a tempting one indeed, especially if there are fey in the party. However they proceed, the adventure is rife with seeds for further adventures or even an entire campaign revolving around the events at the Well of Rebellion.

Chase Points

Each of the party's actions during this adventure grant or reduce chase points. The more chase points they rack up, the sooner they arrive at the caves and the more their options for dealing with their foes. The party starts with zero chase points, and can (and likely will) have negative chase points.

DMs should not reveal the chase point mechanic to their players, but may let them know that time is of the essence during much of the adventure and that the speed with which they accomplish various acts may affect the outcome of the adventure.

Part I: Koln

Koln in one of countless towns eeking out an existence in occupied Eredane. Its people live in simple homes and work the fields or trades for a living. The same family has ruled the town from their large, but not ostentatious, home since before the armies of the Shadow scoured the lands of freedom. The people elect a sheriff annually, although for over a decade the vote has been little more than a formality since the current sheriff is well liked and shows great ability to deal with agents of Izrador. This has been important given the town's proximity to a road leading into still-disputed fey lands.

Koln exists in a rare middle ground, close enough to the paths of passing warbands and fey lands that Fell and other wandering monsters are generally taken care of by the opposing armies but far enough out of the way of the main orc forces that they do not suffer constant harassment. Human visitors to the city are greeted with minor suspicion, and are directed to the sheriff's building to introduce themselves as is local custom. Fey are shunned by the common folk of the town, especially

Koln

Small town: Population 420; AL N; 20 vp value limit; Assets 750 vp; Isolated (Dorn 30%, Erenlander 60%, Gnome 8%, Sarcosan 2%).

Authority Figures: Derryk Grandmill male Erenlander Ari6, town lord; Azahn Dowl male Erenlander Rog5/Ins6, sheriff.

Important Characters: Severi Daklan male Dorn Exp5/War1, ropemaker; Tanner Hurly male Erenlander Wld4, huntsman; Territ Sval female Dorn Com3/Exp3, merchant.

those of outlawed races. Several townsfolk will rush to alert the sheriff should a fey character be spotted, but they will not confront them. The town is quite content with its status among the local legates and warleaders, and it does not wish to jeopardize that.

Encounter 1: Coming Together

The following hooks allow the DM and players to coordinate interesting and flavorful reasons for their PCs, all future heroes of legend, to be converging on this rather nondescript town. If the PCs have adventured together, such as in the *Crown of Shadow* adventure, you may simply place Koln on their path to or from some other destination.

Human Hooks: While human characters might come from Koln, it is far better if all or most of the PCs are strangers to the town. One native PC might help with introductions after the adventure if the characters decide to use Koln as a base of operations. Others may be migrating here, having heard of the town's reputation for being free from the worst abuses of the occupiers. Koln seems like a good place to keep one's head low, but adventure and danger seem to have a way of finding heroes whether they are seeking it or not.

Dwarf, Dworg, Elf, or Elfling Hooks: Fey characters will always be difficult to integrate into adventures in the occupied lands because of their outlaw status. It is unlikely that a low-level character will have been entrusted to spy or deliver secrets, but they may find themselves here as a matter of circumstance rather than design. Fey in and around Koln might be survivors of an oruk ambush, wanderers forced to flee their home, or desperate messengers sent to implore the humans for aid when there is none left to be had at home.

Gnome, Dwarrow, or Orc Hooks: Because Koln has access to very little metal, and no metalworker living in the town, it relies a great deal on trade for access to finished metal items. A gnome, dwarrow, or orc might be accompanying a Shadow-approved trade caravan to the town when Drugan arrives.

Class-Based Hooks: A rogue or defender may have heard rumors of the resistance cell that operates out of the Tearfall Caverns and have come to town looking for clues. A channeler may be following a clue that hints at the nexus in the caverns, or her mentor may have sent her to experience it for herself as a rite of passage to celebrate her coming of age. Warrior classes might be survivors or deserters from either side of the nearby battles, whether human mercenaries whose conscience or cowardice got the better of them or fey warriors who were separated from their units.

DM Tip

It is important to quickly establish the tone of MIDNIGHT for new players, and one way to do this is to immerse the characters in something larger than "you meet in a tavern and a mysterious man beckons you forth with a bag of gold." In this grim world of survival where betrayal is a constant threat and the helpless are killed without mercy, even those who do not wish to act against the dark god make unspoken choices by their actions or inaction. To stand by and do nothing may be as great an evil as to aid the legates and the orcs, and as such capable characters are often forced into acts of heroism that they would otherwise never imagine. The PCs, by nature of their having greater skills than most and being the recipients of heroic paths, must make these choices early.

Encounter 2: The Beatdown

Characters that have come into the town will be directed to the sheriff's office to make themselves known. If the characters come into town around the same time, you can have them meet at the sheriff's office that same afternoon. If, by virtue of disparate backgrounds, the characters arrive separately, then arrange for them to meet at the sheriff's on the morning following their arrival. Fey characters are risking everything to enter the town, and so may be wise to stay outside it until they can be sure it is clear of orcs. In this case, have them witness the legate's entry into the town as he and his orcs pound into town on their imposing steeds. However it is arranged, the following scene should take place as most or all of the characters have convened at the sheriff's office.

The sheriff is about to begin welcoming you as the heavy thunder of hooves rises at the edge of town. Riding straight toward you on a massive destrier the color of night is a black-clad Erenlander followed by a squad of a dozen heavily armed orcs. The group does not give you a second glance as they pass by, finally pulling up before the large house on the hill at the center of town. As they dismount, a man in dusty leathers emerges from the house, followed by a servant carrying a water bucket. The human and a large orc move toward the man, while the other orcs turn toward the city and eye the small crowd that is forming.

If the PCs attempt to get closer or if it looks like they are going to intervene at any point, Azahn warns them sternly but quietly not to. He holds out his hand and tells them that the town will take care of its own business, and that he doesn't need strangers interfering. If one of the PCs is from the town, he seems to take special displeasure at the character's attempted action. Should the PCs persist, he has them arrested, calling on help from four other men to restrain them if necessary. In any case, the scene continues.

After offering the travelers some water, the man from the house appears to plead with the Erenlander, who by his garb and holy symbols is obviously a legate of the dark god. The legate is gesturing wildly and yelling, although you cannot make out much of the conversation from your current vantage point. After a minute, the legate turns to the larger orc, who approaches the man and backhands him violently, knocking him to the ground. The legate questions him again, as the orc kicks him in the ribs. A cry goes up from the crowd, but still no one moves. The sheriff spits on the ground beside you. After several minutes of vicious beating, the legate remounts his horse and trots toward you, flanked by his orc minions. He looks at the crowd disdainfully and speaks.

"Servants of Izrador, your mayor has served you well today, so the lot of you shall be spared any suffering. Remember your place in this world, and be fortunate that we do not take more than we already have. I, legate Drugan Deem, command you to make a sacrifice to Izrador. I shall return to collect your tribute in two days' time."

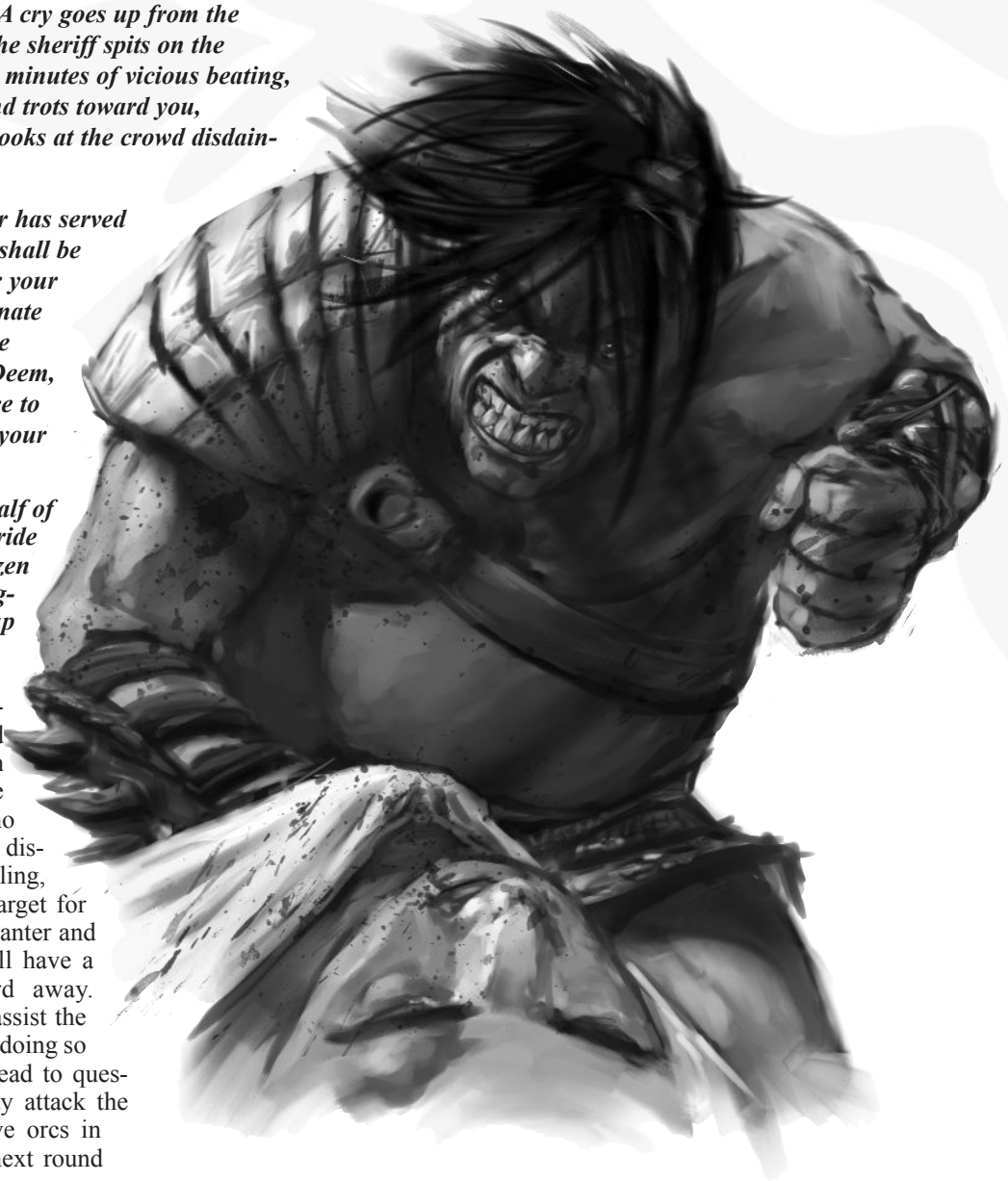
With that, the legate and half of the orcs turn their horses and ride out of town. The rest of the dozen orcs remain to begin "encouraging" the townsfolk to gather up their tributes.

The crowd disperses quickly after the legate leaves, and none go to check on the condition of the abused lord as one of the remaining orcs glare at any who approach. If the PCs manage to distract the orc, whether by groveling, offering themselves as another target for abuse, or entertaining him with banter and lewd jokes, a few townsfolk will have a chance to help the town lord away. Otherwise, PCs may attempt to assist the lord under the orc's glare, though doing so will call attention to them and lead to questioning. Finally, foolish PCs may attack the orc; if this occurs, the other five orcs in town converge on the PCs the next round and attack to kill. The townsfolk, shocked at the PCs' brazen stupidity, curse them for bringing the dark god's wrath upon them and close their doors and homes to them. If the PCs wish, they may continue the adventure by tracking the legate, but they will have little chance of figuring out what is occurring.

Any helpful actions by the PCs except the latter will mark them as capable and helpful outsiders, a rarity anywhere in MIDNIGHT. The lord will ask to speak with them; proceed to encounter 3, below. The PCs **gain 1 chase point**.

Encounter 3: Tales of the Tearfall Caverns

Derryk is still quite shaken from the attacks, but he attempts to be polite in his dealings with the PCs. He seems quite hurried, however, and once he starts telling them about the Tearfall Caverns and the earlier interrogation, he barely stops to



DM Tip

PCs and NPCs alike in MIDNIGHT are often standoffish and protective of their personal security. In this world, saying the wrong thing to the wrong person not only endangers you, but your family or the entire community.

If the PCs take a dislike to Derryk, mistreat him, or give him reason to believe that they might not be trustworthy, then do not force the situation. You can have the sheriff deliver the adventure hook an hour or so after the PCs leave Derryk's residence. The sheriff finds them and explains the day's events and implores the PCs to aid the resistance, even if they do it for selfish reasons. In this case the characters do not gain any chase points from Encounter 2.

take a breath. He gets more and more excited as he relates the caves' significance to the local rebel cell and the danger such a discovery could pose to Koln. The following pieces of information should be revealed at some time during his rant.

—The Tearfall Caverns is a network of caves several miles into the "fey territory," and are a source of fresh water for the town during the dry season. Smugglers use them for a meeting place and storage area from time to time.

—The legate was furious about the town hiding magic nearby. Although Derryk does not know of any magic, he suspects that the smugglers may have hidden something in their caves that is attracting the astirax's attention.

—He is ashamed, but he gave the legate directions to the caverns in order to stop the beating. If the legate finds evidence of a resistance cell, he will immediately implicate the town, which will bring undue trouble here.

After he has explained the situation to the PCs, he implores them to aid the town. Even if the town had able adventurers, they could not risk starting trouble with the legate by interfering with his quest. Derryk does not want the PCs to confront the legate, but only to race him to the caves and clear away any evidence of the resistance cell. This might include covering tracks, hiding contraband, and, if necessary, transporting magic as far away from the place as possible, preferably deeper into the fey lands where the legate is less likely to follow. He offers to provide fast horses if the PCs have none, although once they reach the fey lands they will have to travel on foot.

Derryk knows that Azahn travels there from time to time, although the lord keeps himself willfully ignorant of the reasons, and if the PCs accept the mission he tells them that they may benefit by asking the sheriff for help. He also mentions a local trapper, Tanner Hurly, who might be able to give them alternate paths to help them make up for lost time.

Gathering Information and Aid

If the characters pursue in-town clues before racing off after Drugan, they can find some useful information from Azahn and Tanner, as well as the ropemaker Severi Daklan. If the characters question any of the townsfolk (regardless of how many and how successful they are), they **lose 1 chase point.**

Sheriff Azahn Dowl

Azahn is, indeed, a member of the resistance cell that operates out of the Tearfall Caverns. He would travel to the caves himself to remove the contraband, but his lame leg prevents him from doing so. Before traveling to Koln, he was a gambler who profited from bilking collaborating troops out of their pay around the cities of the Sea of Pelluria. His contacts now serve him well in his new role as an insurgent spy, and his knowledge of the Shadow's armies allows him to keep the town of Koln safe and to hide his own secrets. It requires a DC 20 Diplomacy check to get Azahn to talk, but if convinced that the PCs are working for the town's benefit and won't turn him in, he gives them a detailed description of the location of the branch tunnel in Tearfall Caverns where the contraband is stored. This also grants characters a +4 bonus on Search and Disable Device checks to bypass the traps, which could be especially useful for rogues who want to leave the traps set in case the legate and orcs follow right behind.

Tanner Hurly

Tanner Hurly is the local expert on the surrounding lands, and is rumored to have regular dealings with the fey in their own lands. Should the characters seek his help, he grants it only after bartering for 2 vp worth of food, weapons, or other useful equipment. While he cares about the welfare of the town, he is also a practical man that plans for a time when the Shadow will no longer ignore Koln, at which time he plans to leave. What he offers in return is knowledge of a little-used trail in the fey lands that he calls the High Road; it will get the PCs to the caves faster than the route the legate is taking. He also tells them of a spot where the two trails come near one another, and which could be used to spy on the legate and orcs as they progress. This information could come in handy later in the adventure.

Ropemaker Severi Daklan

Severi is eager to see the legate brought low after his treatment of Lord Derryk, and if approached gives the PCs a 50-ft. length of rope, a rusted grappling hook, and a harness made from old but sturdy leather. The entire apparatus can be used as a climbing kit, but it must be repaired after each use (Craft (leatherworking) and (metalworking) checks DC 10). The first time it is used without repairs, its bonus drops to +1 and the

DM Tip

Although DC 20 is fairly high for 1st-level characters, this is a good chance to remind the players that working together is a necessity in MIDNIGHT. Aiding each other with skill checks is very important to the survival of any MIDNIGHT party.

repair DCs increase to 15; the next time it is used without repairs, it breaks (25% chance of it breaking mid-climb). He asks for nothing in return, but is happy to take jewelry for his wife or a sample of some foreign delicacy for himself. If the characters reciprocate his good faith gesture, the ropemaker becomes fast friends with the characters upon their return.

Part II: Race to the Caves

The characters are going to need to hurry if they are to beat the legate to the caves. It is a full day's journey through the fey lands using the route that Lord Derryk gave to Drugan, while taking the High Road cuts that time in half. The edge of the fey lands, about a half-hour's ride from Koln, is impassable on horseback, and both parties must release or tie up any horses before continuing.

Each of the encounters below is divided up between High Road and Low Road headers; if the PCs did not encounter Tanner Hurly and do not make the skill checks in Encounter 4, they probably end up taking the Low Road. Otherwise, they are better off taking the High Road. Either way, the characters will have some challenges to overcome en route to the rebels' hideaway.

The orcs and the legate are heavily armored, so they have a base speed of 20 ft. If the slowest PC has a base speed of less than 20 ft., the PCs **lose 1 chase point**. If the slowest PC has a base speed of more than 20 ft., the PCs **gain 1 chase point** per 10 ft. faster they are than the legate and his orcs.

Encounter 4: The Paths Diverge

The trail out of town heads directly towards the fey lands. About one-half mile outside of town, a secret path branches off and climbs upward; this is the High Road the PCs may have been told about. If the PCs are not aware of the High Road's existence, they may make DC 20 Knowledge (local) checks to recognize that it may act as a shortcut to their destination, and any fey native to the region (elves if set near Erethor, dwarves if set near the Kaladruns) who pass the entrance to the High Road may make DC 20 Search checks as if they were actively searching for the secret path. Finally, wildlanders with the wilderness trapfinding ability may make DC 20 Spot checks to notice the secret path.

If the PCs miss the secret path and continue on the Low Road, they gain no chase points. If they take the High Road, they **gain 3 chase points**.

High Road: The Climb

This trail follows a rise in the surrounding lands that is covered by evergreen trees and loose rocks. The ridge is not very wide, nor is it well traveled since few animals reside on its slopes and the difficulty of climbing it is unnecessary given the trails below it. Hunters sometimes use it to circle around their prey, and the occasional dire animal retreats here to rest in seclusion. Unlike the lower trails, which meander to avoid natural hazards and difficult terrain, the High Road cuts straight through the fey lands for several miles, making it perfect for travelers who wish to make good time while avoiding encounters with the area's denizens. But, the High Road is not without its own challenges, especially for those who are inexperienced in the ways of the wild. Read the following aloud.

Standing before you is the ridge of gray stone known as the High Road. The low point of its face is shear and covered with loose rocks and clinging evergreens, which may provide enough purchase to climb it easily or could send inattentive climbers hurtling to the bottom. Still, if the way truly does cut straight through the surrounding lands, this could be your only hope of reaching the Tearfall Caverns before the legate and his orc companions.

It is a 50-foot climb to the top of the High Road. If the characters are hesitant about proceeding, a DC 15 Spot check allows the PCs to notice that a trail does indeed start near the top of the ridge, and a DC 10 Survival check reveals the familiar cuttings of an experienced trailblazer on some of the trees at the top. Climbing the sheer face of the High Road is facilitated by the trees on its face, but this advantage is somewhat negated by loose rocks and thin, jagged wafers of stone that cannot hold the weight of a climbing man. The Climb DC to reach the top is 15. The first time someone fails a climb check, it sends several sharp pieces of rock crashing down. Anyone directly below the climber must succeed on a DC 12 Reflex save or be struck for 1d4 points of damage. If the PCs stop to attach a rope or fail a total of 4 or more climb checks, they **lose 1 chase point**.

Low Road: Guards

As the PCs near the one-mile mark heading out of town, they hear the gruff, coarse laughter of orcs from over the next hill. Given the noise and inattentiveness of the guards, the PCs can easily creep to the top of the hill and discover two orc guards milling about near the legate's finely bred destrier (which is tethered loosely to a tree). The orcs stalk about, obviously bored and trading what they think is witty banter, eyeing the horse warily. The horse, for its part, seems to regard the orcs with disdain, snorting whenever they come too close. Beyond the beast and its two caretakers is a narrow and little-used trail cutting between the low hills of the fey lands.

The PCs have three basic options: sneak past, attack, or interact with the orcs. There are low hills on both sides of the orc's camp; if they attempt to sneak past, one side of approach would require the PCs to pass within 120 ft. with very little cover (+2 bonus to Hide checks) while the other approach requires the PCs to come within 45 ft. of the camp using brush and a gully for cover (+5 bonus to Hide checks). Alternatively, the PCs could try to skirt the camp entirely by going several hundred yards out of their way. Allow the PCs to make a DC 12 Survival check; success will reveal that the wind is coming from the direction of the closer, more covered approach. That should be the clue the PCs need to realize that the horse will be able to scent them if they approach from that direction.

If the PCs attack, the orcs are only too happy to get into a rumble, fighting to the death. Though both have warning horns that they are to blow at the first sign of trouble, they would rather fight first, and follow orders second. The first action the horse will take is to make a DC 5 Strength check to break the rope (more of a formality than a true tether), and will then attack any PCs as per its training.

If the PCs wish to talk their way past the orc guards, they will have to be very convincing, as they are on the border of

contested lands and no servants of Izrador, not even gnomes, have approved business here. Reward the PCs for creativity, but require a Bluff, Diplomacy, or Intimidate check of at least DC 30 to allow them to get past the orcs.

If the PCs spend more than a few minutes here, whether by taking a long time to observe and plan, by going the long way around the camp to avoid detection, or by prolonging any encounter with the orcs, they **lose 1 chase point**.

DM Tip

In MIDNIGHT, characters rarely have all of the equipment they need, and for low-level characters this can even mean proper clothing. One of the best ways to differentiate this setting from a standard one is by playing up these deficiencies.

Encounter 5: Impediments

High Road: The Slice

Just ahead you can see that the trail is broken by a cleft in the ridge that looks as if some titanic axe split the stone in two. You have not yet seen or heard evidence of the legate and his orcs, though by your reckoning you are nearly halfway to your destination.

The chasm is 15 feet wide (DC 15 Jump check to cross it) and drops 70 feet to its bottom. A single post is driven into the earth on both sides of the chasm, but there are no ropes or mechanisms attached to aid in crossing. This area is near the apex of the ridge, and no trees grow along the edges making climbing down more difficult (DC 20 Climb check). Characters can create a makeshift bridge by tying off one end of the rope before successfully jumping across and attaching the other side to the far post. Crossing the chasm by hanging on the rope can then be accomplished with a DC 15 Climb check or a DC 20 Balance check. If the PCs spend more than 15 minutes crossing this gap, they **lose 1 chase point**.

The ground here is very jagged, and anyone climbing or moving at more than half speed (which includes taking a running jump) while not wearing sufficient footgear suffers 1d2 points of nonlethal damage. Until this damage is healed, the character suffers a –2 penalty to AC and a -2 penalty on all skill checks involving movement.

Low Road: The Straightaway

Once past the orc guards, the PCs may decide to pick up the pace. They may hustle along the trail at this point in the hopes of making up time and catching up with the legate and his minions. For each hour they wish to hustle beyond the first, the PCs **gain 1 chase point**, up to a maximum of four hours. However, the second hour of hustling inflicts 1 point of nonlethal damage to each PC and causes the PCs to become fatigued, the third hour inflicts 2 points of nonlethal damage, and the fourth hour inflicts 4 points of nonlethal damage. The fatigue can be removed by eliminating the nonlethal damage.

Encounter 6: The Risen Dead

Regardless of their progress and the path they have chosen, the PCs are destined to have a run-in with a horrible foe, and one of the grim realities of MIDNIGHT: the Fell.

A band of fey were caught by surprise by an orc tracking party several days ago and slaughtered. Whether because their killers were in a hurry or because the bodies could not be reached, or even just as an act of cruelty and mischief by the orcs, some of the fey were left with their heads attached to their bodies. Thus, two of them have risen as Fell. The fey retain their intelligence, but the combination of intruders in their lands and their new state of being has sped their descent into evil. They spot the PCs while foraging for fresh prey.

Two figures walk calmly toward you along the trail, and one raises a weary hand. As if finally able to give up and rest, the other staggers and drops to her hands and knees, groaning in pain.

If a member of the party is scouting ahead, they may attempt to confront him alone. Suspicious characters should get a Sense Motive check against the Fells' Bluff checks to detect the trap.

Creatures: Ungral dwarves (2) or ungral elves (2), 7 hp each.

If any orcs or dworgs are among the party, the Fell prefer to attack them, as their hatreds in life have followed them into death. In this case, the Fell attack wordlessly and hatefully until any orcs or dworgs have been slaughtered. If there are no orcs or dworgs in the party, or if they have fallen, the Fell will begin to snarl at the PCs between their attacks, telling them to flee their land, to leave their people. The creatures are obviously insane, but DC 20 Sense Motive checks (+2 circumstance bonus for either being of the same race as the Fell or having at least 5 ranks in Knowledge [spirits]) will reveal that they are driven by hunger but not yet fully evil.

As unlikely as it is, if any mention is made at this point of the orcs ahead of or behind the PCs, the Fell will break off combat, using ready actions to resume fighting if the PCs continue to attack, and ask simply *"Orcs? Where?"* A successful DC 15 Diplomacy or Intimidate check (with the same circumstance bonuses as the Sense Motive check, above) will convince the Fell that the party speaks truly. Without further word, they will race off after the orcs in the direction the PCs indicate. If this occurs, the legate and the orcs will be delayed by the sudden assault; while Drugan will be able to turn them fairly easily, they will manage to cut down an orc before he does so, and Drugan is loath to waste healing on a lesser being, so the orc is left for dead. The PCs **gain 1 chase point** and there will be one fewer orc when the PCs next encounter Drugan and his guards.

Encounter 7: Crossing Paths

After Encounter 6 (about two hours of travel on the High Road or four on the Low Road), total up the PCs' chase points. If they have 5 or more chase points, proceed with Encounter 7. If they have fewer chase points, they miss the scene below and arrive at Encounter 8 behind the legate and his guards.

High Road or Low Road

Regardless of which road the PCs take, allow them to make DC 15 Listen checks. Success will allow the PCs to hear the sounds of the legate and his orc guards crashing through the trail, either below them or ahead of them. If they remain still, they can watch unnoticed as their adversaries stop to rest just a few dozen feet from the wall of the High Road. If the PCs set the Fell upon them, several of the orcs will be binding minor wounds and one of their number will be missing. Soon after they arrive, the legate and the largest of the orcs begin arguing, switching between Black Tongue and Orcish to emphasize their points.

Characters who want to move close enough to make out the content of the argument must make a Hide check to avoid being seen and a Move Silently check to avoid kicking down loose rocks. The large orc and legate receive a –4 penalty on their Listen and Spot checks thanks to their bickering, while the rest are too intrigued by the argument to even be able to make checks.

Trophies of the Dead

The jewelry worn by the Fell, whether elven or dwarven, has significance beyond simply its decorative value. If the jewelry is taken by the PCs they may discover that they are lesser charms with powers of the DMs' choosing. Additionally, wearing the charms identifies the PCs as either the friends of, or killers of, the previous owners' people. Should the character later encounter any elves or dwarves that claim the conquered Fell as kin, the presence of those charms on the character's body may affect their reaction to him; whether that reaction is positive or negative depends on how convincing the PC is in relating the tale of how he came by the jewelry.

The gist of the argument is that the orc has grown impatient to return to the army and wants more payment for he and his troops. He is essentially threatening to blackmail Drugan; the legate, meanwhile, confident in his higher rank, refuses to renegotiate. As a result, the orc tells Drugan that once they reach the caves, he is on his own, and that the orcs will remain outside until his business within is finished, then will cut overland to rejoin the main army. Once the argument is resolved, Drugan and the orc, whose name is Korshk, return to their camp and

DM Tip

Players who are inexperienced with MIDNIGHT or who are very confident in their characters may wish to use this opportunity to attack their foes from surprise. This may be a good opportunity to describe the orcs in detail: rather than the low-hp, thoughtless brutes of the core rules, these orcs are well armed, well armored, and appear to be quite comfortable with their weapons. In short, make it clear that few orcs in MIDNIGHT are "just orcs," and that many have multiple character levels, making them dangerous foes.

What Did They Say?

Without a strong infrastructure, MIDNIGHT has no common tongue. Instead, each character in MIDNIGHT tends to know one or two languages very well and has passable knowledge of a smattering of other tongues. The difficulty or ease with which various cultures and factions have in communicating with one another is an important aspect of the gritty, rare-magic, chaotic feel of conquered Erenland and the free lands of Eredane.

Knowledge is Power

Players who wish to interact more with agents of the Shadow and take part in the complex politics of occupied Eredane can use information gained in this encounter to do just that. They might blackmail Drugan into giving them information in return for their silence on the matter of his lost astirax, or they might learn that Korshk is willing to break ranks for the right price. Either could be a short- or long-term contact in the region.

At the very least, they have learned that the group will be split at the caves if they decide to attack them, which makes fighting them significantly easier.

rouse the others to continue.

Other information that can be gleaned by a character with better than pidgin ability in either language includes:

—The name of the soldier legate in charge of the warband that recently moved through the area: Geodric.

—The fact that Drugan is not supposed to be here, and is risking losing his status, or his life, if his superiors find out that his astirax is missing or dead.

—The names of the two arguers: Drugan Deem and Korshk.

—The fact that the legate's astirax disappeared in the caves, and that this is the reason for the legate's presence here.

If PCs on the Low Road wish, they may take advantage of the orcs' pause to attempt to sneak past them rather than listen in on the argument; unless they wish to split the party, however, they will not have time to do both. As above, Korshk and Drugan receive –4 penalties on their Listen and Spot checks thanks to their bickering, while the rest are too intrigued by the argument to even be able to make checks. If the PCs sneak past them, they **gain 1 chase point**.

Encounter 8: The Strange Mire

The rest of the characters' journey along either path should be relatively uneventful unless they intentionally engage the legate and his guards. After two hours of travel on the Low Road or one hour on the High Road, the ridge slopes down to the trail below and the two paths meet. At this point the PCs are only about a half-hour's journey from the Tearfall Caverns. The final landmark before the characters reach the caves is a rope bridge that spans an incredible mire. If the PCs have more than 6 chase points, they arrive here ahead of their foes. If they have exactly 6 chase points, they can hear their foes approaching behind them; they are just a few minutes ahead of them. If they have fewer than 6 chase points, they arrive anywhere from 15 minutes to more than an hour behind them.

The ground beneath your feet softens noticeably as you move forward, and you can see it undulating gently just a few yards ahead. Just before the ground collapses into a bog with a texture like thick porridge, a rope-and-plank bridge emerges from a tree stump and proceeds 500 hundred feet before reaching solid ground once more.

A DC 15 Survival check, Knowledge (arcana) check, or Knowledge (local) check reveals that this mire is not natural, though its origins are shrouded in the mists of time and lore. The mire not only acts as a deep bog, slowing progress to one-quarter normal movement, it also causes 1 point of Strength damage each round to those touching its water unless they make DC 5 Fortitude saves. The mire is 200 ft. wide at this point.

The rope bridge allows characters to cross the mire normally and without ill effects, though it sags in the middle if more than 500 lbs. are on it at a time. If the characters are ahead of the legate and sabotage this bridge, it delays the legate as he finds a way around the dangerous bog; the PCs **gain 1 chase point**. Of course, it also makes the trip home more difficult for the PCs (add a random encounter to the trip in this case) as well as making repeat visits more dangerous and time-consuming.

Part III: Arrival

About one-half mile past the Strange Mire the characters reach the cave. For reasons unknown to anyone in Koln, the Tearfall Caverns are constantly humid, and a pool of fresh water deep in the caves never drains or fouls. A local resistance cell with ties to the fey folk in the area use these caves to meet and to store contraband (although the humid conditions ruin some items if they are stored here for long). In truth, the pool in the caves is a weak power nexus to which a water elemental is bound. A spring near the bottom of the pool keeps it fresh and full, as well as empowering potions made from its water. The

elemental is an enemy of Izrador, and thus allows the resistance cell to operate out of its cave unmolested. It also destroyed the animal host of the astirax that came snooping around, temporarily disabling it.

Encounter 9: Arriving at the Cave

The manner in which events unfold outside the caverns depends on the PCs' progress.

0 or Fewer Chase Points

If they have 0 or fewer chase points, they reach the caverns too late to save the town or the power nexus in the cave; the legate has used his *scroll of animal messenger* to send a message via a bat to Geodric regarding both the location of the cave and his suspicion of the town's insurgent involvement. Drugan and the orcs have also renegotiated their contract, given the sure-to-be-rewarded finding of a power nexus, and by this time will have begun to head back toward town. When they see the PCs, they all attack immediately, assuming that the PC are the insurgents who use the cave.

1–5 Chase Points

If the PCs have between 1 and 5 chase points, they arrive while Drugan is inside dealing with the elemental and ransacking the cave. Korshk and his remaining orcs are outside and standing guard. If the PCs are simply blundering up the trail without attempting to hide or scout, the orcs hear them and will attack immediately. If the PCs are attempting to hide or scout, any PCs in the lead must make Hide and Move Silently checks opposed by the orcs' Spot and Listen checks or give away their presence. If the PCs are unseen, read the following aloud.

A moss-draped cave sits low to the ground a hundred feet in front of you, like the hesitant maw of a predator that is not quite sure it wants to eat. The ground here is pockmarked and full of moisture, as is the surrounding air. The humidity around the cave is noticeably higher than before, and you can feel your trail clothes sticking to your skin. Korshk and his orcs stand at guard around the cave's entrance, looking alert and attentive but also impatient and derisive.

The characters must decide whether to attack the orcs now while the legate is inside, ambush the whole group on the trail back toward Koln, or to simply abandon the town to its fate. If they attack now, the sounds of battle alert Drugan. He uses his *scroll of animal messenger* to send a bat from within the cave, with a message that will convey to Geodric that he has found a resistance cache. This takes him 3 rounds, after which he will emerge and join the combat.

Canny players may attempt to approach Korshk to work out an agreement, even without the knowledge of a rift between the two. Korshk is certainly willing to listen, given his recent argument with the legate (although he will not entertain offers from a party that openly accepts fey into its ranks). If at the DM's discretion the PCs offer a valuable trade (at least 200 vp worth of weapons, armor, or food, not including any gear taken from the orcs in Encounter 4), can manage a DC 20 Diplomacy or Bluff check, and promise to grant Drugan a slow, painful death, Korshk will happily abandon his post and take his orcs with him.

6 Chase Points

If the PCs have exactly 6 chase points, read the flavor text above, removing the last sentence referring to the orcs. The PCs are 60 ft. away from the cave when they hear the sounds of the legate and the orcs approaching. Give each PC one round to act, whether that means hiding, running into the cave, preparing for combat, etc. PCs attempting to move stealthily must make Move Silently checks opposed by the approaching enemies' Listen checks; otherwise, assume that the orcs hear them and will be ready for combat. Their foes round the corner in the trail and move to attack any visible PCs immediately, assuming that they are resistance fighters. The PCs can either stand and fight, flee into the cave and hope to hold them off, or even surrender and try to talk their way out of the situation.

More than 6 Chase Points

If the PCs have more than 6 chase points, they arrive well before Drugan and the orcs. For each chase point beyond 6, the PCs have 5 minutes before their enemies arrive. This time may be spent exploring the cave, creating an ambush for Drugan, the orcs, or both, hiding the contraband in the cave, or anything else they can think of. The manner in which events unfold is up to the DM. Use the information from the previous chase point results, as well as the information presented in Encounter 10, to determine how successful the PCs are in their endeavors.

Encounter 10: Within Tearfall Caverns

The entrance to the Tearfall Caverns are humid and cramped, the 5-ft.-wide, 5-ft.-tall opening continuing as a cavern with identical dimensions for 50 ft.

Contraband Chamber

Halfway along this length, a narrow side tunnel branches off for 5 ft. before opening up into a 10-ft.-by-10-ft. chamber that is used by local human resistance forces to hide contraband. A DC 10 Search check or DC 20 Spot check is necessary to notice the tunnel, which Medium creatures must squeeze to fit through; elves and dwarves may make Search checks when they pass the tunnel even if they are not actively searching. The chamber is protected by a poison dart trap triggered by a line strung across the entrance at ankle level.

Poison Dart Trap: CR 2; mechanical; location trigger; manual reset; Atk +12 ranged (1d4 plus poison, dart); poison (blue whinnis, DC 14 Fortitude save resists, 1 Con/unconsciousness for 1 hour); Search DC 22; Disable Device DC 17.

Within this chamber is the source of the day's trouble, and the thing that attracted the astirax. Unknown to the insurgents, the bounty of one of their raids included a bundle of magic items whose aura was masked by a *magic aura* spell when they acquired it. The duration of the spell has since expired, allowing the passing astirax to notice the items: what the insurgents thought was simply a chest of cloaks and boots were, in fact, captured *cloaks of elvenkind* and *boots of elvenkind*. While the items themselves wouldn't normally be detectable by an astirax at the distance at which it passed by, the collection of multiple items increased the range at which each could be detected, alerting the astirax. There are three such pairs of boots and three cloaks

amidst the several crates of simple weapons, a few barrels of preserved food, and several bundles of clothing. Characters who cast *detect magic* can easily differentiate the cloaks and boots as the magic effect the astirax must have detected; otherwise, a DC 15 Knowledge (arcana) or Knowledge (Erethor) check should reveal the tell-tale stitching and fine fabric of the elven folk.

Exploring the storage chamber should take approximately five minutes.

Tearfall Pool

If the PCs do not find the branching tunnel or wish to explore further, they find that the main tunnel narrows after 50 ft. to a point where only Small characters or Medium characters who succeed at DC 20 Escape Artist checks can slide through. Once past the narrow spot, the tunnel opens up into a wondrous sight: a 20-ft.-diameter natural chamber illuminated by the radiant light of a 10-ft.-diameter pool of crystal clear and obviously magical water at the cave's far end. The pool is fed by the caverns' namesake, the Tearfall Spring, which seeps into it from an opening in the wall above in a slow but steady stream. In addition to being a hiding place for contraband, it seems the cave houses a power nexus, as well as a guardian: a Medium water elemental.

The elemental manifests immediately upon the characters entering its chamber and will demand to know their business there in the halting Trader's Tongue taught to it by the insurgents. If the characters tell the truth convincingly and reveal their dire need (DC 15 Diplomacy check), the elemental tells them of a secret it had not yet revealed to the resistance fighters—a submerged, dry cavern beneath its pool that is large enough to hold all of the goods. The elemental can part the waters of the pool while the characters transport the goods. In return for this assistance, the elemental will ask the characters to do their best to prevent the legate from uncovering the power nexus that it guards, as it knows that the dark god is likely to drain the nexus dry if it is discovered.

Exploring the Tearfall Pool chamber and negotiating with the water elemental should take approximately five minutes.

Creature: Medium water elemental, hp 30.

Power Nexus: Tearfall Pool

Spell Energy: 15

Feats Allowed: Craft Arms and Armor, Craft Wondrous Item

Affinity: Illusion effects 1

Recovery: 1

Hiding the Contraband

If the PCs elect to hide the contraband in the hopes that the legate and his minions will not report the town of Koln for insurgency, they have just a few options. They can attempt to conceal the entrance to the storage chamber, though doing so only makes the legate more likely to proceed to the Tearfall Pool chamber. If they negotiate successfully with the water elemental, they can hide the contraband under the pool; doing so takes 20 minutes if one character does the work, minus five minutes for each character beyond the first who is assisting (to a minimum of five minutes). Hiding the contraband inside the cave allows the PCs to keep working until the very last second before the legate and orcs arrive, after which Drugan will enter the cave alone, ripe for an ambush.

If the PCs choose to hide the contraband outside, it takes significantly longer: 30 minutes if one character does the work, minus five minutes for each character beyond the first who is assisting (to a minimum of 5 minutes). Additionally, hiding it outside is likely to lead to their getting caught in the act (with the same consequences as if the "exactly 6 chase points" result had occurred).

Dealing with Drugan

In any case, whether it is to distract Drugan from the power nexus or to try to escape, the PCs will eventually have to face Drugan and his minions.

Ambush

If the PCs ambush Drugan inside the cave, allow the orcs outside to make DC 15 Listen checks; if they fail, the PCs can subsequently ambush them by emerging from within the cave, if they wish. If they fail, the orcs will not enter the cave (they don't care whether or not Drugan survives), but they will be ready for the PCs when they emerge. PCs who emerge with the bloody body of Drugan and appropriate bargaining tools as described under "0-5 Chase Points" may convince Korshk to leave in peace. In this scenario, he will be happy to accept one pair of *boots of elvenkind* and one *cloak of elvenkind* in exchange for a peaceful parting.

Concealment

Concealing the contraband chamber is impossible without high-level magics, but if the PCs manage to hide all of the contraband goods within, Drugan will have no reason to suspect that it once held resistance supplies. With the water elemental's help (who can temporarily suppress the light that emerges from the pool) and an appropriate Craft or Profession check with a DC of 10, they can block up the entrance to the Tearfall Pool chamber, increasing the Escape Artist check to get through to DC 25; if Drugan can't squeeze through after around a dozen tries, he will give up and leave. Concerned about being missed by Geodric, he will make haste back to his destrier and catch up with the warband, while Korshk and his orcs strike out through the hills and marsh to find their own way.

Distraction

Finally, the PCs may attempt to distract Drugan and his orcs from their main objective. If some of the PCs attack Drugan and his orcs as they near the cave while others hide, the legate and his bloodthirsty orcs will gladly chase the PCs who presented themselves as targets, especially if any of those PCs are fey. The land surrounding the cave is dry for a few hundred feet before it becomes shallow bog for nearly half a mile, then emerges into rough hills. Any PCs who hid and remained behind may then transfer the contraband to a new hiding place with impunity.

The Aftermath

The manner in which the PCs are received by the town and the resistance cell on whose behalf they acted depends on the results of their efforts. Both groups begin with a neutral attitude toward the PCs. If Drugan finds both the power nexus and the contraband, the town of Koln will suffer more constant and overbearing attention from their occupiers and the resistance will need to lie low for a while; both groups, while appreciating the PCs' efforts, remain frostily neutral toward them. If the PCs manage to hide either the power nexus or the contraband from Drugan, but not both, he reports back the existence of the other item of interest to Geodric and either Koln or the resistance suffers for it. If the PCs manage to hide both from Drugan, or kill him before he can report and also make a deal with Korshk, Geodric will learn nothing; in the latter case, the crafty orc will report back nothing of the cave, saying only that Drugan was reckless and was killed by insurgents when he left the orcs' protection (which is true). Geodric will chalk up the loss of his legate to arrogance and both the resistance and Koln will remain unmolested, and become friendly toward the PCs. Finally, if the PCs kill Drugan and all of the orcs, and neither Drugan nor Korshk report back, Geodric will assume the worst. He will order Koln razed to the ground, though the contraband goods and the power nexus will remain hidden. The resistance in this case is friendly toward the PCs, seeing them as capable (if reckless) warriors, while the residents of Koln will be understandably unfriendly toward the PCs; unless someone (like the characters) do something to avert disaster, hundreds will die because of their actions. Whether the benefit of their acts to the resistance outweigh the cost in pain and misery to Koln is a matter of perspective, one of many difficult questions the characters will face in the harsh world of MIDNIGHT.

The results described above are summarized in the sidebar below.

Faction Attitudes

Result	Attitudes
Geodric notified only of nexus	Koln friendly
Geodric notified only of contraband	Resistance friendly
Geodric notified of neither	Resistance friendly, Koln friendly
Geodric not notified (PCs kill all foes)	Koln unfriendly, Resistance friendly

Well of Rebellion NPCs

Drugan Deem, male Erenlander Lgt3: CR 3; Medium Humanoid (Erenlander); HD 3d8+9; hp 26; Init +0; Spd 20 ft.; AC 16 (+5 breastplate, +1 shield), touch 10, flat-footed 16; Base Atk +0; Grp +0; Atk +4 melee (1d8+2, longsword) or +2 ranged (1d8, light crossbow); Space/Reach 5 ft./5 ft.; SA rebuke undead, spells; AL NE; SV Fort +5, Ref +1, Will +8; Str 14, Dex 10, Con 14, Int 10, Wis 17, Cha 13.

Skills: Concentration +8 (+12 to cast on the defensive) , Diplomacy +5, Heal +4, Intimidate +4, Knowledge (Shadow) +7, Listen +3, Profession (scribe) +7, Spellcraft +6, Spot +3.

Feats: Combat Casting, Iron Will, Scribe Scroll, Toughness, Weapon Focus (longsword).

Languages: Black Tongue (3), Erenlander (3), Orc (1).

Spells Prepared (4/3+1/2+1; base DC = 13 + Spell Level): 0—*detect magic*, *detect poison, light, read magic*; 1st—*cause fear*, *command, cure light wounds*, *magic weapon**; 2nd—*identify**, *sound burst, spiritual weapon.*

*Indicates a domain spell. Domains: Magic (can use spell completion and spell trigger items as a channeler of one-half cleric level) and War (gains Weapon Proficiency [longsword] and Weapon Focus [longsword]).

Possessions: Traveling clothes, finely tooled leather boots, splint mail, small wooden shield, longsword, light crossbow, 10 bolts, holy symbol of Izrador, scroll of *shield of faith*, channeler scroll of *animal messenger,* backpack containing waterskin, 2 days of rations, and a pouch of fine tobacco (20 vp).

Drugan's Light Warhorse: CR 1; Large Animal; HD 3d8+9; hp 33; Init +1; Spd 60 ft.; AC 14 (–1 size, +1 Dex, +4 natural), touch 10, flat-footed 13; Base Atk +2; Grp +9; Atk +4 melee (1d4+3, hoof); Full Atk +4/+4 melee (1d4+3, 2 hooves) and –1 melee (1d3+1, bite); Space/Reach 10 ft./5 ft.; SA —; SQ Low-light vision, scent; AL N; SV Fort +6, Ref +4, Will +2; Str 16, Dex 13, Con 17, Int 2, Wis 13, Cha 6.

Skills: Listen +4, Spot +4.

Feats: Endurance, Run.

Possessions: Bit, bridle, saddle.

Korshk, male orc legionnaire, Fighter1: CR 1; Medium Humanoid; HD 1d10+3; hp 11; Init +1; Spd 20 ft.; AC 18 (+1 Dex, +5 chainmail, +2 heavy shield), touch 11, flat-footed 17; Base Atk +1; Grp +5; Atk +6 melee (1d12+4, vardatch) or +3 ranged (1d6+4, javelin); Space/Reach 5 ft./5 ft.; SA —; SQ orc traits; AL CE; SV Fort +5, Ref +1, Will +0; Str 18, Dex 12, Con 16, Int 9, Wis 10, Cha 8.

Skills: Climb +0, Intimidate +2, Jump +0, Listen +0, Spot +0, Survival +2.

Feats: Power Attack, Weapon Focus (vardatch).

Languages: Black Tongue (2), High Elven (2), Old Dwarven (1), Orcish.

Possessions: Simple clothes of rough cloth and poorly

tanned leather (natural colors), heavy hobnail boots, coal-black chainmail, heavy steel shield with tribe insignia painted in white, vardatch, dagger, 4 javelins, large belt pouch with 2 days of rations, weapons harness.

Orc guards, male orc Warrior1: CR 1/2; Medium Humanoid; HD 1d8+2; hp 8; Init +1; Spd 20 ft.; AC 15 (+4 scale mail, +1 light shield), touch 10, flat-footed 15; Base Atk +1; Grp +4; Atk +4 melee (1d12+3, vardatch) or +1 ranged (1d6+3, javelin); Space/Reach 5 ft./5 ft.; SA —; SQ orc traits; AL CE; SV Fort +5, Ref +1, Will +0; Str 16, Dex 11, Con 15, Int 7, Wis 10, Cha 6.

Skills: Climb +2, Intimidate +0, Jump +2, Survival +2.

Feats: Power Attack.

Languages: Black Tongue (1), High Elven (1) *or* Old Dwarven (1), Orcish.

Possessions: Filthy rags for clothing, heavy hobnail boots, coal-black scale mail, small wooden shield with tribe insignia painted in white, vardatch, 2 javelins, large belt pouch with 2 days of rations, weapons harness.

Ungral dwarves (2), Wildlander1: CR 2; Medium Undead (dwarf, ungral); HD 1d12; hp 7; Init +1; Spd 30 ft.; AC 17 (+1 Dex, +3 natural, +3 studded leather), touch 11, flat-footed 16; Base Atk +1; Grp +3; Atk/Full Atk +4 melee (1d6+2, urutuk) or +3 melee (1d6+2, bite) or +2 ranged (1d6+2, urutuk); Space/Reach 5 ft./5 ft.; SQ dwarf traits, undead traits, quick step; AL NE; SV Fort +2, Ref +1, Will +2; Str 14, Dex 12, Con —, Int 11, Wis 15, Cha 8.

Skills: Climb +6, Heal +4, Hide +4, Jump +4, Knowledge (Kaladruns) +3, Listen +6, Move Silently +4, Search +2, Spot +6, Survival +5 (+7 in mountains).

Feats: Track, Weapon Focus (urutuk hatchet).

Languages: Torgar clan dialect, Old Dwarven (2), Orcish (1).

Possessions: Studded leather armor, urutuk hatchet, three days rations, piece of clan jewelry (2 vp).

Ungral Caransil (2), Wildlander1: CR 2; Medium Undead (elf, ungral); HD 1d12; hp 7; Init +2; Spd 30 ft.; AC 18 (+3 Dex, +3 natural, +2 leather), touch 12, flat-footed 16; Base Atk +1; Grp +2; Atk/Full Atk +2 melee (1d6+1, short sword) or +2 melee (1d6+1, bite) or +5 ranged (1d8, longbow); Space/Reach 5 ft./5 ft.; SQ Caransil traits, undead traits, master hunter: orcs; AL NE; SV Fort +2, Ref +2, Will +2; Str 12, Dex 16, Con —, Int 11, Wis 15, Cha 11.

Skills: Climb +3, Heal +4, Hide +6, Knowledge (Caraheen) +3, Knowledge (nature) +2 (+4 in Caraheen), Listen +6, Move Silently +6, Search +6, Spot +6, Survival +5 (+7 in Caraheen).

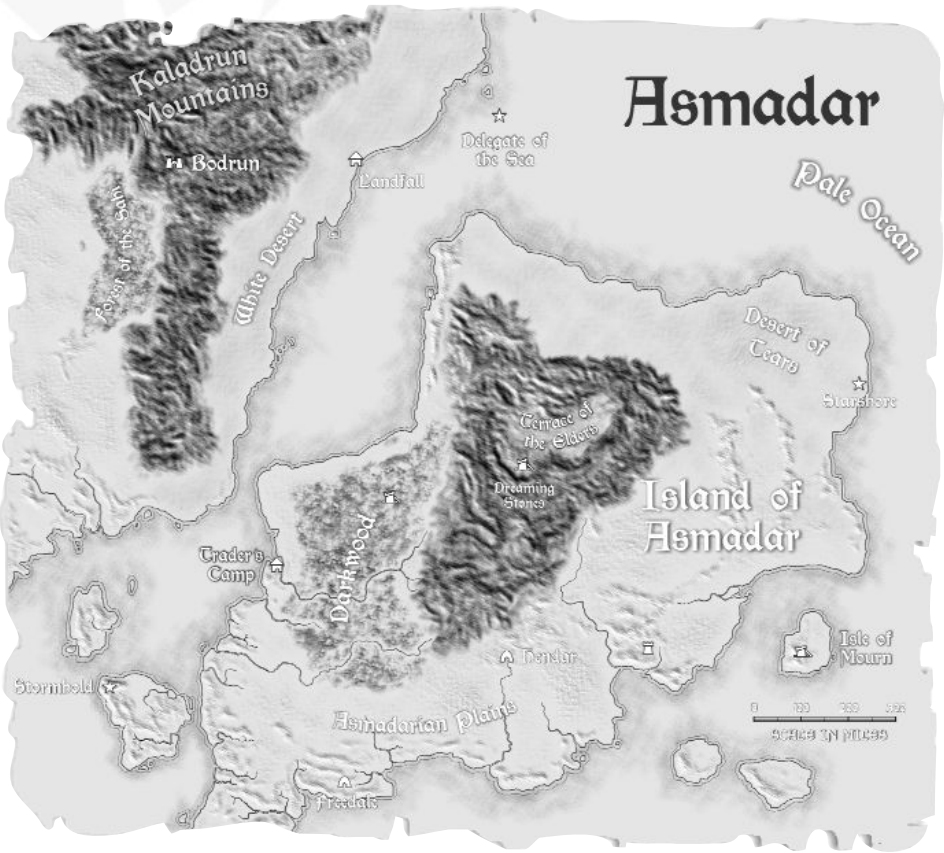
Feats: Track, Weapon Focus (longbow).

Languages: High Elven (3), Orcish (2).

Possessions: Leather armor, short sword, longbow, 20 arrows, three days rations, tribal amulet (0 vp).

Water Elemental: CR 3; see MM.

Midnight Gazetteer



Encounter Lists by Region

Coastal Waters

2d10	Encounter
2–5	The free
6–10	Pirates
11–14	Shadow navy
15–16	Fell
17–20	Shadowspawn

Asmadar

2d10	Encounter
2–5	Shadowspawn
6–13	The free
14–19	Animal/vermin
20	Trapped spirit

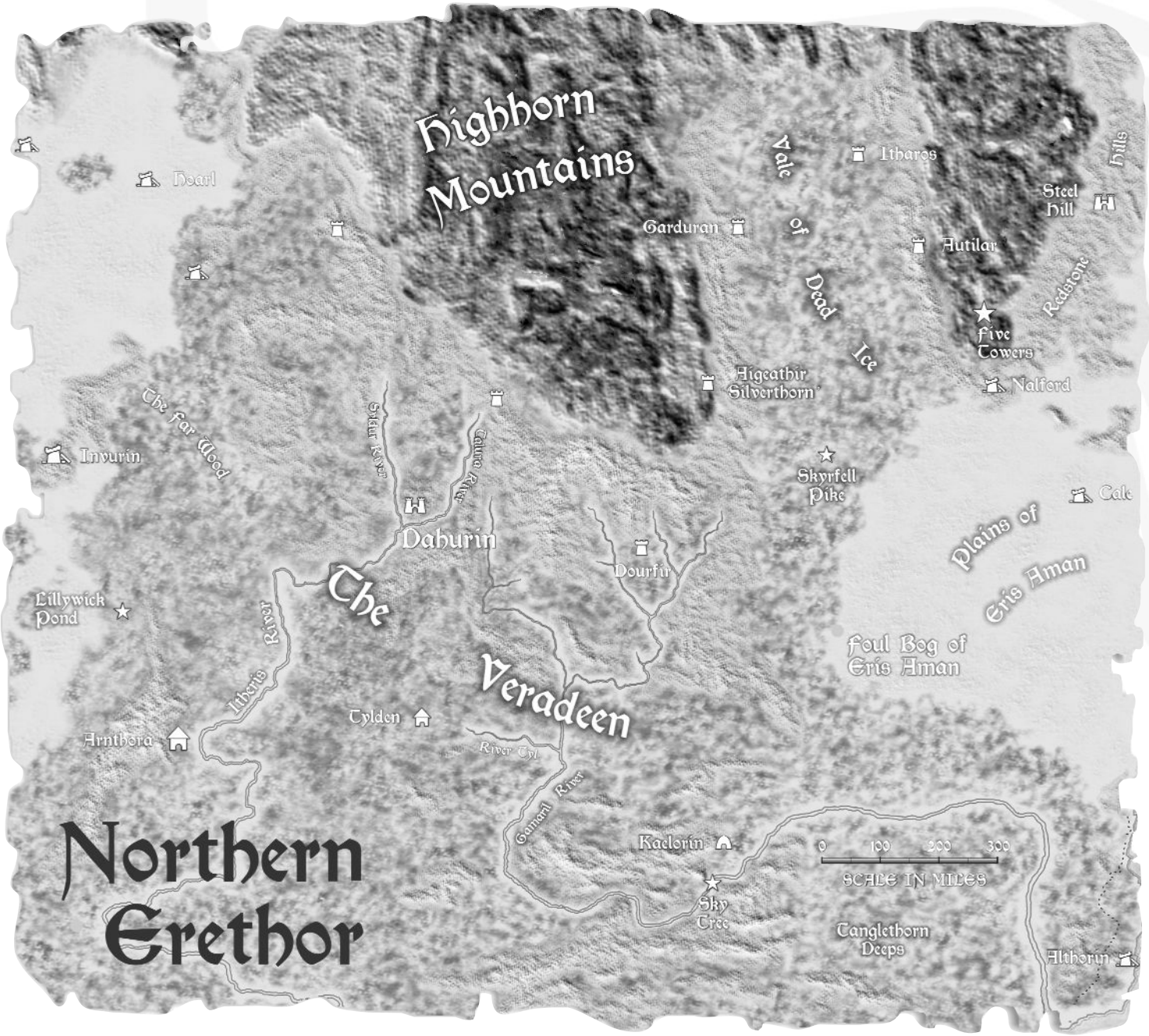
Encounters in Northern Erethor

Veradeen

2d10	Encounter
2–4	Dire animals
5–7	Elven patrol
8–12	Shadow patrol
13	Human refugees
14–15	Fell
16–18	Shadowspawn
19	Rogue giant-men
20	Trapped spirit

Caraheen

2d10	Encounter
2–4	Dire animals
5–9	Elven patrol
9	Shadow patrol
10–13	The free
14	Fell
15	Shadowspawn
16–19	Animals/vermin
20	Trapped spirit



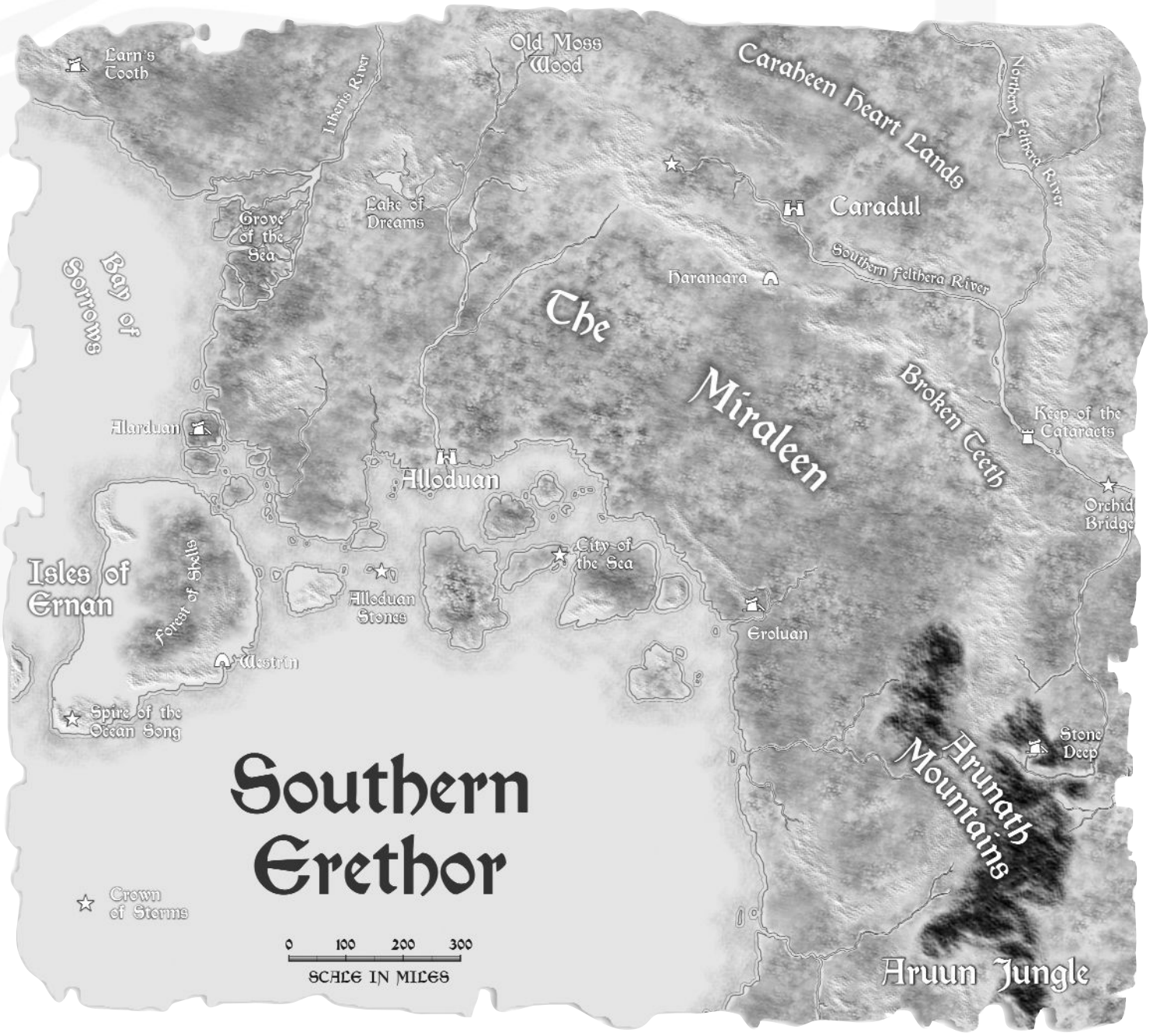
Encounters in Southern Erethor

Miraleen

2d10	Encounter
2–6	Dire animal
7–8	Elven patrol
9–14	Animal/vermin
15–17	Pirate raider
18	Shadowspawn
19	Fell
20	Trapped Spirit

Aruun

2d10	Encounter
2–4	Dire animals
5–6	Elven patrol
7–8	Animal/vermin
9–14	Shadowspawn
15–16	Fell
17–20	Trapped Spirit



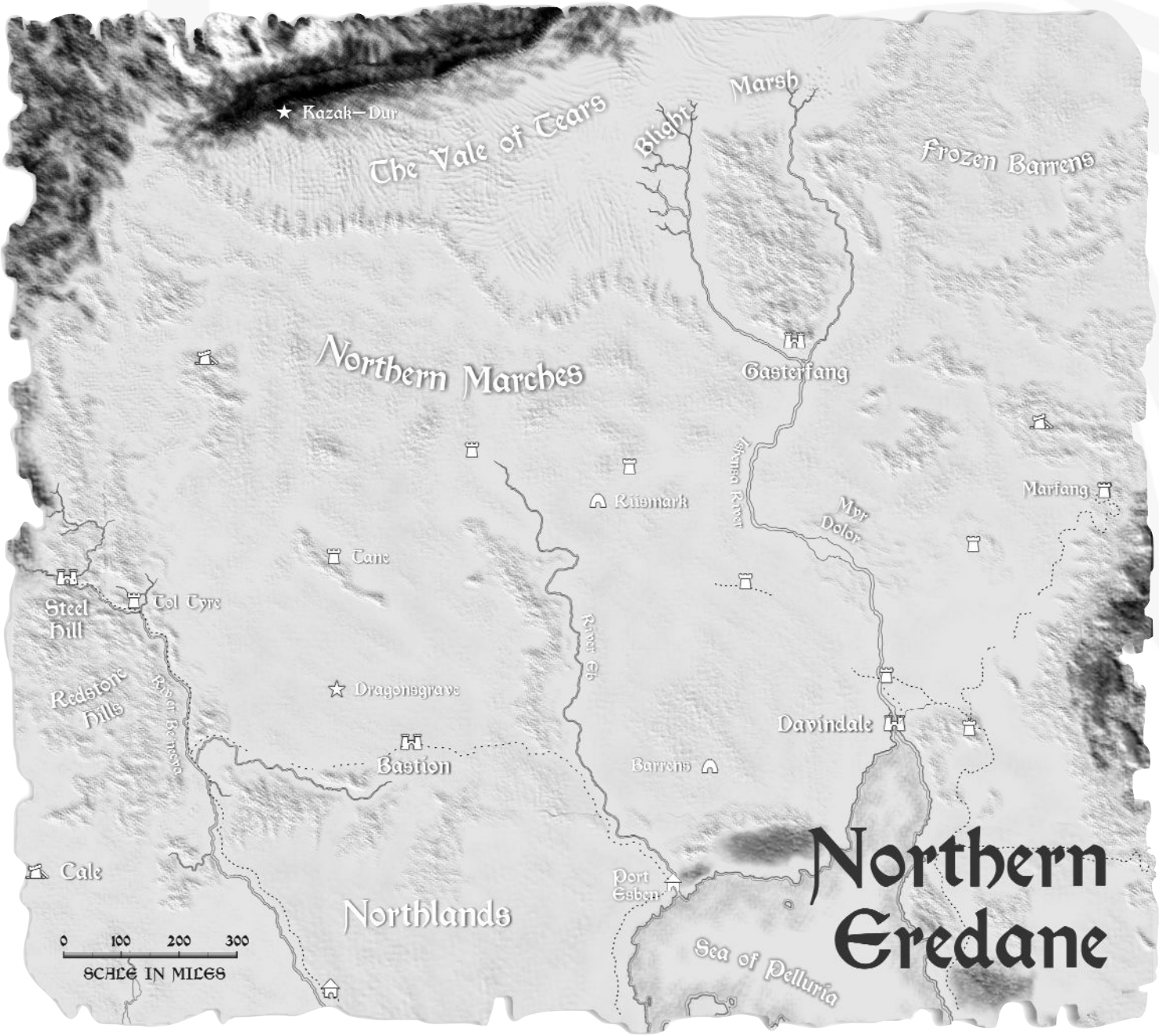
Encounters in Northern Eredane

Northern Marches

2d10	Encounter
2–3	Animal/vermin
4–9	Shadowspawn
10–14	Shadow patrol
15–16	Rogue giant-kin
17–18	Fell
19	The free
20	Trapped spirit

Northern Erenland

2d10	Encounter
2–4	The free
5–9	Slavers
10–14	Shadow patrol
15–16	Legates
17–18	Fell
19	Shadowspawn
20	Rogue Giant-kin



Encounters on the Sea of Pelluria

Sea of Pelluria

2d10	Encounter
2–3	Shadowspawn
4–5	Weather event
6–9	Pirates
10–12	Gnome traders
13–16	Shadow navy
17–18	Fell
19–20	Aquatic animal/monster

Central Erenland

2d10	Encounter
2–5	The free
6–7	Gnome traders
8–9	Slavers
10–14	Shadow patrol
15–16	Legates
17	Shadowspawn
18–19	Fell
20	Trapped spirit

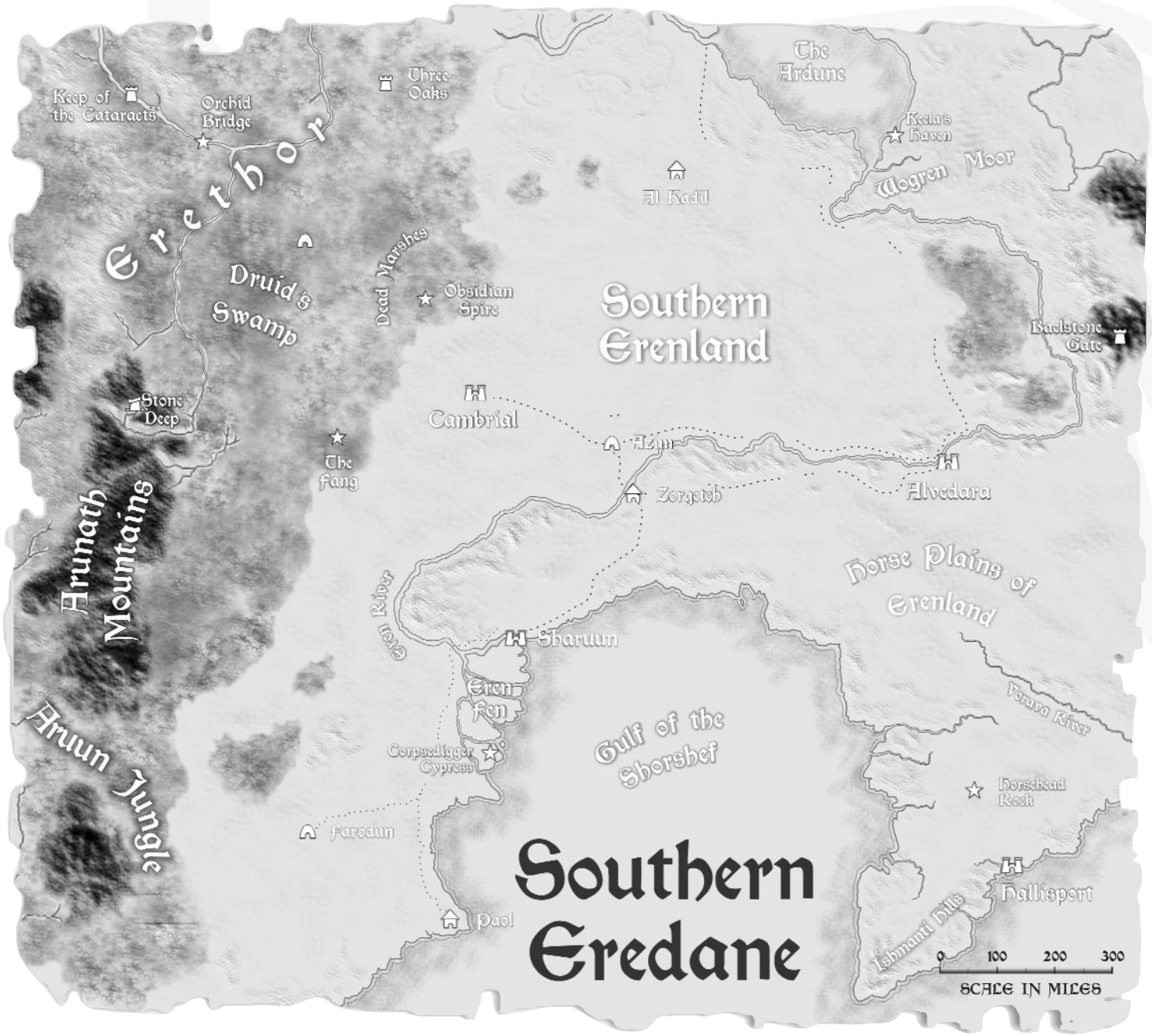
Encounters in Southern Eredane

Southern Erenland

2d10	Encounter
2–4	The free
5–6	Gnome traders
7–9	Slavers
10–14	Shadow patrol
15–16	Legates
17	Animal/vermin
18–19	Fell
20	Shadowspawn

Eren River

2d10	Encounter
2–5	Gnome trader
6–7	River raider
8–9	Shadow river patrol
9–13	Animal/vermin
14–15	Shadowspawn
16–18	Fell
19–20	Trapped spirit



Encounters in the Kaladruns

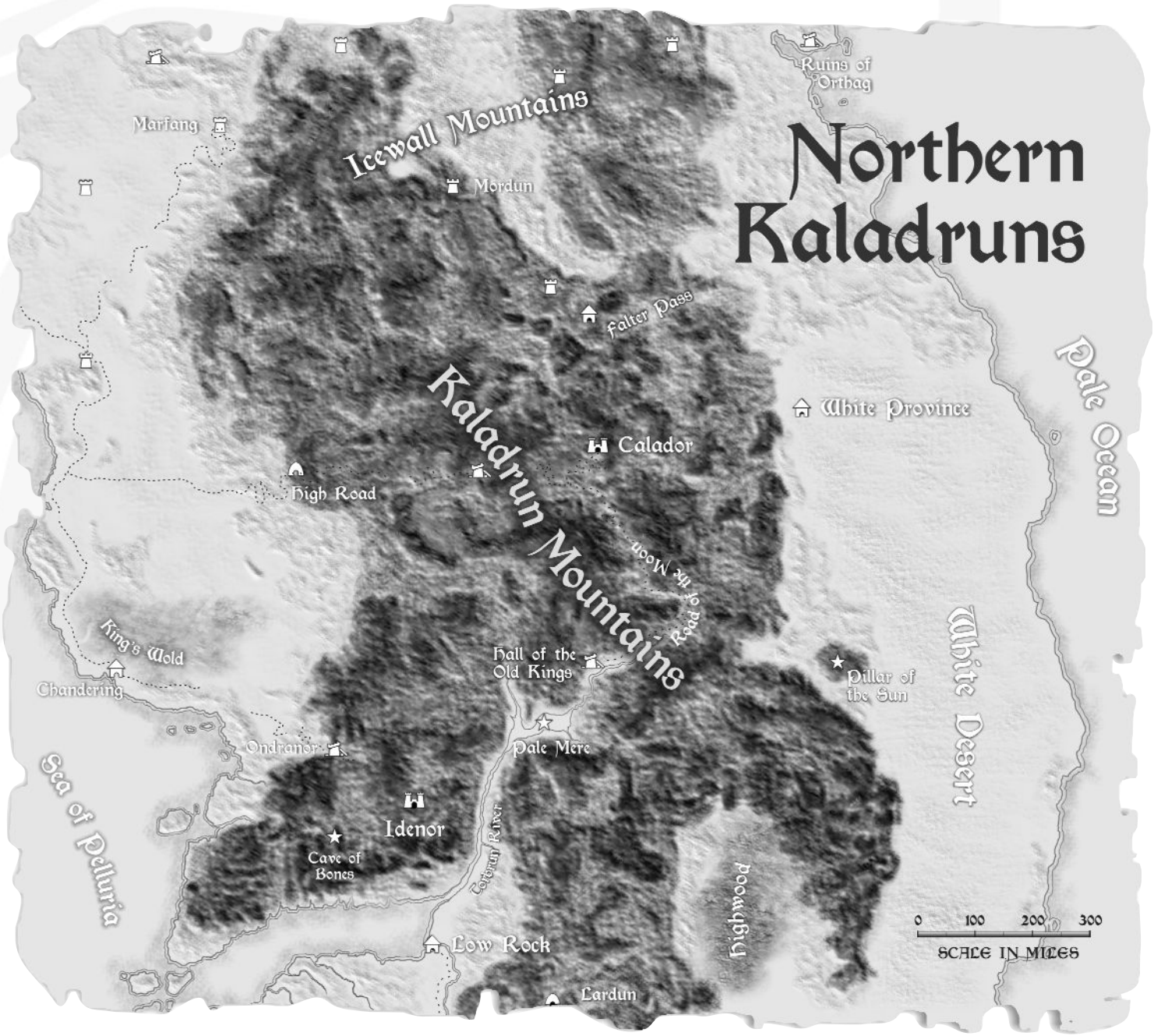
Northern Kaladruns

2d10	Encounter
2	Trapped spirit
3–4	Dwarven patrol
5–6	Animal/vermin
7–14	Shadow patrol
15–18	Shadowspawn
19	Fell
20	Degenerate darguul*

* See *Minions of Shadow*

Southern Kaladruns

2d10	Encounter
2–7	Dwarven patrol
8–10	Animal/vermin
11–14	Shadow patrol
15–18	Shadowspawn
19	Fell
20	The free



Encounter Key

Animals or Vermin

With the collapse of the Kingdom of Erenland and the widespread destabilization in Erethor and the Kaladrun mountains, natural predators and monstrous vermin have become a threat in what were once civilized lands.

Animal/vermin	Climate
Ankheg	Warm plains
Bear, brown	Cold or temperate forests
Boar	Temperate forests
Boro	Central and southern plains
Dogs, feral	Any plains
Grass cat	Any plains
Hyenas	Warm deserts
Lion	Warm plains
Monstrous centipede	Underground
Monstrous scorpion	Warm deserts
Monstrous spider	Temperate or cold forest
Plains leopard	Central and southern plains
Remorhaz	Cold desert
Sea dragon	Any aquatic
Shambling mound	Temperate marshes
Snake, large constrictor	Warm forests
Stirge	Warm marshes
Swarm, bat	Temperate deserts
Swarm, centipede	Underground
Swarm, locusts	Temperate plains
Swarm, rats	Any
Swarm, spiders	Warm forests
Wolf	Temperate or cold forests

Dire Animals

Dire animals are crucial to the defense of Erethor and are invaluable allies to scattered resistance groups. Not all encounters will be friendly, as dire animals have learned to be wary of humans who capture or kill them and hand them off to legates to be corrupted or reanimated.

Dire animal	Climate
Badger	Temperate or cold forests
Bear	Temperate or cold forests
Boar	Temperate forests
Lion	Warm plains
Tiger	Warm forests
Weasel	Temperate hills
Wolf	Temperate or cold forests
Wolverine	Cold forests

Dwarven Patrol

In the darkness beneath the Kaladrun Mountains, isolated dwarven clanholds fight valiantly against overwhelming odds. Dwarven patrols provide warning of impending attacks, protect vital mines, escape routes, and sources of food, and keep potential threats away from the clanhold.

2d10	Encounter
2–12	2d6 fighter1, 1d4 wildlander2, 1 fighter5
13–19	3d6 fighter1, 2d4 fighter2, 1d4 wildlander4, 1 fighter7
20	4d4 barbarian1, 3d6 fighter1, 3d6 fighter2, 2d4 wildlander4, 1d4 fighter5, 1 fighter8

Elven Patrol

The collapse of the Kingdom of Erenland has forced the elves to spread their defense along the vast borders of Erethor. Individual elven patrols are responsible for hundreds of square miles of territory and must stop orc incursions and prevent demons and shadowspawn from sowing death and terror in the depths of Erethor.

2d10	Encounter
2–12	3d4 wildlander1, 1d4 channeler1/wildlander1, 1 wildlander4
13–19	4d4 wildlander 1, 2d4 channeler2/wildlander1, 2 fighter2/wildlander2, 1 wildlander 6
20	4d4 wildlander 1, 2d4 rogue1, 2d4 channeler 2/wildlander 1, 1d4 fighter2/wildlander2, 1 wildlander8

Fell

Since the end of the First Age, Fell have been a constant danger across the continent of Eredane. Most cultures have learned how to dispose of their dead to limit the threat; however, warfare, disease, and natural disasters have led to an almost unfettered rise in the number of Fell.

2d10	Encounter
2–8	2d4 faengral
9–14	1d3 faengral, 1d6 maelgral
15–18	2d6 maelgral
19	2d4 ungral
20	2d4 ungral, 2d6 maelgral dead

The Free

In the wildlands of Erenland and on the fringes of Erethor and the Kaladruns, there are humans that are still free of the Shadow's dominion. They remain that way by staying on the move and rarely trusting others.

2d10	Encounter
2–8	*Refugees:* 4d10 commoner1, 1d10 warrior1, 1 warrior4
9–15	*Hunting party:* 2d4 warrior1, 1 wildlander3
16–19	*Armed patrol:* 2d4 warrior1, 1d4 wildlander2, 1 fighter4
20	*Resistance band:* 3d10 warrior, 2d6 wildlander2, 1d4 rogue3, 1d4 fighter4, 1 fighter7

Giant-kin

Once limited to the Icewall and Highhorn Mountains, corrupted giant-kin now roam through most of Eredane, some supporting the Shadow's armies and others becoming little more than wandering monsters.

2d10	Encounter
2	Blight ogre*
3	Ogre damen*, 2d6 ogres
4–14	2d4 ogres
15–18	1d4 trolls
19–20	1d4 giant-men

* See *Minions of Shadow*

Gnome Traders

The Eren River is the home and protector of the gnomes. They spend their lives plying the river ferrying goods and passengers from Erenhead to the Kasmael Sea. In the Last Age, the gnomes have had to learn to defend themselves and at times suffer the presence of orcs on their barges.

2d10	Encounter
2–12	*Single gnome barge:* 2d12 expert1, 1d2 warrior1, 1 rogue5
13–18	*Single gnome barge:* As above, plus 1 fighter3 and 2d8 orc recruits
19–20	*Caravan:* 2d4 gnome barges (as above with orc escorts)

Legates

The Order of Shadow enforces the dark god's edicts and is responsible for hunting down spellcasters and the fey. Legates also maintain Izrador's dark mirrors, act as traveling justicars and executioners, hunt down channeling spellcasters and magic items created through channeled spellcasting, and collect tithes.

2d10	Encounter
2–8	2d4 orc troopers, 1d4 lesser legates
9–13	2d4 orc troopers, 1d4 lesser legates, 1 soldier legate
14–17	1d4 soldier legates
18–19	2d4 orc troopers, 1d4 soldier legates, 1 veteran soldier legate
20	3d4 orc troopers, 2d4 soldier legates, 1d4 veteran soldier legates, 1 temple legate

Pirates

The Sea of Pelluria and the Pale Ocean have become a refuge for those who resist the Shadow by sea, as well as the less heroic who survive by raiding coastal communities and ships, whether Shadow-controlled or not, indiscriminately.

2d10	Encounter
2	1d4 resistance ships
3–11	*1 resistance ship:* 1d10 warrior1, 1d4 rogue3, 1 fighter4, 1 channeler7
12–19	*1 collaborator warship:* 4d10 warrior1, 1d10 rogue1, 1d4 fighter4, 1 fighter4/rogue3
20	1d4 collaborator ships

River Patrol

To limit the resistance's use of Erenland's rivers, the Shadow has built a series of watchtowers and barges to screen river traffic. Barges are normally anchored in a narrow portion of a river, positioned to stop and search transiting boats.

2d10	Encounter
2–8	*Orc watchtower:* 20 orc recruits, 2 orc troopers, 1 oruk commander
2–16	*Anchored barge:* 10 orc recruits, 1 orc trooper, 1 orc elite
17–20	Anchored barge and orc watchtower

River Raider

In an attempt to gain supplies and weapons, resistance groups and bandits attack barges using small boats that swarm out of hidden coves and marshland.

2d10	Encounter
2–10	1d4 boats, each with 4 warrior1 and 1 fighter3
11–16	2d4 boats, as above, plus 1 fighter5
17–20	3d4 boats, as above, plus 1 fighter7

Shadow Navy

To combat pirates and the dangers of the Pellurian Sea and the Pale Ocean, the Shadow has conscripted human sailors and reluctant orcs to man converted merchant ships and newly built warships. Most of these ships are poorly maintained, slow, and have limited mobility.

2d10	Encounter
2–8	*Orc troop transport:* 30 orc recruits, 10 orc troopers, 6 orc scouts, 3 oruk commanders
9–13	*Orc warship:* 20 orc recruits, 10 orc marauders
14	1d4 orc warships
15–19	Collaborator warship
20	1d6 collaborator warships

Shadow Patrols

The Shadow keeps much of Erenland firmly under its control. Armed bands of orcs, goblin-kin, and human collaborators patrol the roads, cities, and villages to ensure the smooth flow of tribute and to prevent any resistance to the Shadow's rule. In the territories of the human traitor princes, replace goblins and orcs with human fighters.

2d10	Encounter
2–6	*Goblin outriders:* 6d4 goblin worg riders, 1d4 fighter2 worg riders, 1 fighter4 worg rider
7–12	*Orc fist:* 20 orc recruits, 2 orc troopers, 1 orc elite
13–16	Two orc fists plus 4 orc scouts and 2 goblin trackers
17–19	4 orc marauders, 8 oruk shock troops
20	As two orc fists, above, plus 8 orc marauders and 2 oruk commanders

Shadowspawn

Izrador's malign influence has corrupted both man and beast, twisting them into vile and hateful servants of the Shadow. Creatures from the Shadow's breeding pits have been used for centuries in the front lines against the fey or to spread fear in areas not directly under the dark god's control.

Shadowspawn	Climate
Basilisk	Deserts, southern plains
Chimera	Any hills or plains
Earthback	Hills, plains, or mountains
Ettercap	Warm forests
Gargoyle	Any
Gloom Hound*	Any temperate land
Gorgon	Any plains
Hag, Annis	Marshes
Hag, Green	Marshes
Hag, Sea	Temperate aquatic
Harpy	Any temperate lands
Hell Hound	Warm plains
Lamia	Temperate plains, deserts
Manticore	Any temperate land
Medusa	Temperate marshes
Naga, Dark	Temperate hills
Naga, Spirit	Temperate marshes
Owlbear	Temperate forests
Splinter Steed*	Any temperate land
Winter Wolf	Cold forests
Worg	Any plains
Wyvern	Hills

*See *Minions of Shadow*

Slavers

The Shadow has a voracious hunger for slaves to work its mines, tend fields and flocks, and serve as sacrifices in temples across Erenland. Due to the demands of the war against the fey, slavers are predominantly goblin-kin or human collaborators.

2d10	Encounter
2–5	*Bugbear slaver band:* 2d6 bugbears
6	Bugbear slaver band plus 2d10 slaves
7–14	Bugbear slaver band plus 2d4 goblin worg riders
15	4d6 goblins plus 2d10 slaves
16–19	*Human slaver band:* 1d4 fighter1 on light warhorses, 3d6 warrior1, 1d4 rogue3, 1 fighter6 on heavy warhorse
20	Human slaver band plus 5d10 slaves

Trapped Spirit

Since the Sundering, countless fey, elementals, and outsiders have been trapped on Aryth. Many serve their own purposes, some have joined the resistance, and far too many have pledged themselves to Izrador.

Such creatures may be friendly toward the characters, uninterested in them, or extremely deadly. The DM should choose a fey, elemental, or outsider of a power appropriate for the party's power level.

Sample NPCs

The following stat blocks may be used to represent the encounters listed above or as a baseline from which to design other NPCs in the world of MIDNIGHT.

Sample Legates

Lesser Legate

Male Erenlander Lgt1: CR 1; Medium Humanoid (5 ft. 11 in. tall); HD 1d8+5; hp 13; Init +0; Spd 20 ft.; AC 17 (+0 Dex, +6 splint mail, +1 small wooden shield); Base Atk +0; Grp +0; Atk +0 melee (1d8, heavy mace) or +0 ranged (1d8, light crossbow); Space/Reach 5 ft./5ft.; SA rebuke undead, spells; AL NE; SV Fort +4, Ref +0, Will +7; Str 10, Dex 10, Con 14, Int 10, Wis 17, Cha 13.

Skills: Concentration +4 (+8), Diplomacy +3, Heal +5, Intimidate +4, Knowledge (central Erenland) +0, Knowledge (religion) +4, Profession (record keeper) +7, Spellcraft +3.

Feats: Combat Casting, Iron Will, Scribe Scroll.

Languages: Black Tongue (1), Erenlander.

Spells Prepared (3/2+1; base DC = 13 + spell level; domains: evil and magic): 0—*detect magic, detect poison, read magic;* 1st—*cause fear, cure light wounds, protection from good**.

* Indicates a domain spell.

Possessions: splint mail, heavy mace, light crossbow, 10 bolts, small wooden shield, scroll of *shield of faith*, scroll of *command*, 10 gp, spices, 20 vp worth of fine alcohol and spices.

Soldier Legate

Male Dorn Lgt4: CR 4; Medium Humanoid (6 ft. 5 in. tall); HD 4d8+4; hp 25; Init +4; Spd 20 ft.; AC 20 (+0 Dex, +8 full plate, +2 large steel shield); Base Atk +3; Grp +6; Atk +8 melee (1d8+3, masterwork longsword) or +3 ranged (1d10, heavy crossbow); SA rebuke undead, spells; SQ astrix companion, cold resistance 5, group fighting, +2 bonus on Survival checks in Northlands; AL LE; SV Fort +6, Ref +1, Will +6; Str 16, Dex 10, Con 13, Int 10, Wis 15, Cha 8.

Skills: Concentration +8 (+12), Craft (weaponsmithing) +2, Handle Animal +3, Heal +9, Intimidate +6, Knowledge (Northlands) +2, Knowledge (religion) +3, Profession (soldier) +3, Spellcraft +3.

Feats: Combat Casting, Improved Initiative, Power Attack, Weapon Focus (longsword).

Languages: Black Tongue (1), Erenlander, Norther, Orcish (2).

Spells Prepared (5/4+1/3+1; base DC = 12 + spell level; domains: destruction and war): 0—*detect magic, detect poison, guidance, read magic, resistance;* 1st—*bane, cause fear, cure light wounds, magic weapon**, *shield of faith;* 2nd—*bull's strength, darkness, shatter, spiritual weapon**.

* Indicates domain spells.

Possessions: Full plate, large steel shield, masterwork longsword, heavy crossbow, 20 bolts, scroll of *cure moderate wounds*, scroll of *sound burst*, scroll of *speak with dead*, fine ceremonial clothing, ornate scroll case, 35 gp, 50 vp worth of fine alcohol, maps, metals, silks, and spices.

Veteran Soldier Legate

Male Dorn Lgt4/Ftr4: CR 8; Medium Humanoid (6 ft. 5 in. tall); HD 4d8+4d10+8; hp 50; Init +4; Spd 20 ft.; AC 21 (+0 Dex, +8 masterwork full plate, +2 masterwork large steel shield); Base Atk +7; Grp +10; Atk +12 melee (1d8+5, masterwork longsword) or +8 ranged (1d8+3, composite longbow [Str 16]); SA rebuke undead, spells; SQ astrix companion, cold resistance 5, group fighting, +2 bonus on Survival checks in Northlands; AL LE; SV Fort +11, Ref +4, Will +8; Str 16, Dex 12, Con 13, Int 10, Wis 15, Cha 8.

Skills: Concentration +8 (+12), Craft (weaponsmithing) +2, Handle Animal +7, Heal +11, Intimidate +6, Knowledge (Northlands) +2, Knowledge (religion) +3, Profession (soldier) +7, Spellcraft +3.

Feats: Cleave, Combat Casting, Improved Initiative, Point Blank Shot, Power Attack, Precise Shot, Weapon Focus (longsword), Weapon Specialization (longsword).

Languages: Black Tongue (1), Erenlander, Norther, Orcish (2).

Spells Prepared (5/4+1/3+1; base DC = 13 + spell level; domains: death and war): 0—*detect magic, detect poison, guidance, read magic, resistance;* 1st—*bane, cause fear*, cure light wounds, magic weapon, shield of faith;* 2nd—*bull's strength, darkness, death knell*, spiritual weapon*.

* Indicates domain spells.

Possessions: Masterwork full plate, masterwork large steel shield, masterwork longsword, composite longbow [Str 16], arrows (20), masterwork arrows (20), *+1 flaming arrows (20)*, *cloak of protection +1, potion of levitate, potion of rage,* scroll of *cure serious wounds* (x2), scroll of *dispel magic*, scroll of *speak with dead*, ornate scroll case, 35 gp, 100 vp worth of fine alcohol, maps, metals, and spices.

Temple Legate

Male Sarcosan Lgt8: CR 8; Medium Humanoid (5 ft. 4 in. tall); HD 8d8+8; hp 47; Init –1 (Dex); Spd 20 ft.; AC 15 (–1 Dex, *+1 chain shirt*, *+1 ring of protection*); Base Atk +6; Grp +6; Atk +7 melee (1d6, masterwork light mace); SA rebuke undead, spells; SQ astrix companion, +1 on weapon damage rolls from horseback, natural horseman, +2 bonus on Survival on southern plains, +2 bonus on Gather Information and Knowledge in large cities; AL LE; SV Fort +7, Ref +2, Will +9; Str 10, Dex 8, Con 12, Int 13, Wis 17, Cha 14.

Skills: Bluff +4, Concentration +8, Diplomacy +11, Intimidate +3, Knowledge (arcana) +3, Knowledge (southern Erenland) +2, Knowledge (religion) +7, Sense Motive +5, Spellcraft +7.

Feats: Scribe Scroll, Skill Focus (Diplomacy), Spell Focus (Necromancy), Spell Focus (Enchantment).

Languages: Black Tongue (1), Colonial, Courtier, Erenlander, and Trader's Tongue (2).

Spells Prepared (6/5+1/4+1/4+1/2+1; base DC = 13 + spell level; domains: death and evil): 0—*detect magic, detect poison, guidance, read magic (x2), resistance;* 1st—*bane*†*, cause fear**†*, comprehend languages, cure light wounds, entropic shield, sanctuary;* 2nd—*cure moderate wounds, darkness, desecrate**†*, enthrall*†*, hold person*†*;* 3rd—*animate dead**†*, bestow curse*†*, blindness/deafness, dispel magic, prayer;* 4th—*discern lies, poison*†*, unholy blight*.*

* Indicates domain spell.

† Enchantment or Necromancy spell. The base save DC for these spells, where applicable, is 14 + spell level.

Possessions: +1 chain shirt, large steel shield, masterwork light mace, *+1 ring of protection*, *potion of levitate, potion of blur, potion of gaseous form,* scroll of *command*, scroll of *cure moderate wounds*, scroll of *glyph of warding,* scroll of *neutralize poison*, scroll of *restoration*, scroll of *commune*, 40 gp, 150 vp worth of fine alcohol, maps, metals, perfumes, silks, and spices.

Sample Orcs

Orc Recruit

Male Orc War1: CR 1; Medium Humanoid; HD 1d8+3; hp 7; Init +1; Spd 20 ft.; AC 16, touch 11, flatfooted 15; Base Atk +1; Grp +5; Atk +5 melee (1d12+4, vardatch) or +2 ranged (1d6+4, javelin); SQ orc traits; AL CE; SV Fort +5, Ref +1, Will +0; Str 18, Dex 12, Con 16, Int 8, Wis 10, Cha 8.

Skills: Climb –1, Intimidate +1, Jump –1, Surival +2.

Feats: Power Attack

Languages: Black Tongue (1), Old Dwarven (2) or High Elven (2), Orcish.

Possessions: Scale mail, small wooden shield, vardatch, dagger, javelins (2), 2 man-days of rations.

Orc Trooper

Male Orc Ftr2: CR 2; Medium Humanoid; HD 2d10+6; hp 17; Init +1; Spd 20 ft.; AC 17, touch 11, flatfooted 16; Base Atk +2; Grp +6; Atk +7 melee (1d12+4, vardatch) or +3 ranged (1d6+4, javelin); SQ orc traits; AL NE; SV Fort +6, Ref +1, Will +0; Str 18, Dex 12, Con 16, Int 8, Wis 10, Cha 8.

Skills: Climb –2, Intimidate +2, Jump –2, Survival +2.

Feats: Power Attack, Cleave, Weapon Focus (vardatch).

Languages & Possessions: Same as orc recruit, plus large steel shield and 2 extra javelins.

Orc Scout

Male Orc Rog1/War2: CR 2; Medium Humanoid; HD 1d6+2d8; hp 12; Init +2; Spd 30 ft.; AC 15, touch 12, flatfooted 13; Base Atk +2; Grp +4; Atk +4 melee (1d6+2, hand axe) or +4 ranged (1d8, light crossbow); SA sneak attack +1d6; SQ orc traits, trapfinding; AL CE; SV Fort +3, Ref +4, Will +2; Str 14, Dex 14, Con 10, Int 10, Wis 14, Cha 8.

Skills: Climb +6, Handle Animal +2, Hide +6, Intimidate +7, Jump +2, Knowledge (Northern Marches) –1, Listen +6, Move Silently +6, Search +4, Sleight of Hand +4, Spot +6, Use Rope +4, Survival +6.

Feats: Dodge, Track.

Languages: Black Tongue (1), Old Dwarven (2), High Elven (2), Trader's Tongue (2), Orcish.

Possessions: Leather armor, small wooden shield, light crossbow, hand axes (2), 3 man-days of rations.

Orc Elite

Male Orc Ftr2/Bar1: CR 3; Medium Humanoid; HD 2d10+1d12+9; hp 24; Init +1; Spd 30 ft.; AC 18, touch 11, flatfooted 16; Base Atk +3; Grp +7; Atk +8 melee (1d12+4, vardatch) or +4 ranged (1d6+4, javelin); SQ orc traits, fast movement, rage 1/day; AL NE; SV Fort +8, Ref +1, Will +0; Str 18, Dex 12, Con 16, Int 8, Wis 10, Cha 8.

Skills: Climb –1, Intimidate +1, Jump –1, Knowledge (Northern Marches) +2, Survival +2.

Feats: Power Attack, Cleave, Improved Sunder, Weapon Focus (vardatch).

Languages: Black Tongue (1), Old Dwarven (2) or High Elven (2), Orcish.

Possessions: Breastplate, large steel shield, vardatch, dagger, javelins (4), 2 man-days of rations.

Orc Marauder

Male Orc Rog3/Bar5: CR 8; Medium Humanoid; 3d6+5d12+16; 61 hp; Init +4; Spd 40 ft.; AC 15 (+3 Dex, +2 leather); Base Atk +7; Grp +11; Atk: +12/+7 melee (1d12+6, masterwork vardatch, two-handed) or +10/+5 melee (1d12+4, masterwork vardatch) and +10 melee (1d6+2, throwing axe), or +11 ranged (1d6+4, composite shortbow [+4 Str]); SA sneak attack +2d6; SQ orc traits, rage 2/day, evasion, uncanny dodge, trap sense +2, trapfinding, fast movement, improved uncanny dodge; AL CE; SV Fort +7, Ref +7, Will +2; Str 18, Dex 16, Con 14, Int 6, Wis 10, Cha 6.

Skills: Climb +11, Hide +9, Intimidate +4, Listen +7, Move Silently +9, Search +5, Spot +6, Survival +7, Tumble +9.

Feats: Point Blank Shot, Rapid Shot, Two-Weapon Fighting.

Languages: Black Tongue (1), Erenlander (2), Orcish.

Possessions: Leather armor, masterwork vardatch, throwing axes (3), composite shortbow [+4 Str], arrows (30), orcish plagueskulls (3), *potion of cure moderate wounds* (x2), *elemental gem, elixir of fire breath,* 12 man-days of rations.

Oruk Shock Troop

Male Oruk Ftr1: CR 3; Large Giant (8 ft. 10 in. tall); HD 3d8+1d10+12; hp 31; Init +1; Spd 20 ft.; AC 16 (–1 size, +7 half plate); Base Atk +3; Grp +13; Atk +9 melee (3d6+7, large greataxe) or +3 ranged (1d8+5, large javelin); Space/Reach 10 ft./10 ft.; SQ light sensitivity, orc/ogre blood; AL LE; SV Fort +8, Ref +1, Will +2; Str 21, Dex 11, Con 16, Int 10, Wis 10, Cha 4.

Skills: Climb +2, Jump +2, Listen +3, Spot +3.

Feats: Cleave, Power Attack, Weapon Focus (greataxe).

Languages: Black Tongue (1), Orcish.

Possessions: Half plate, large greataxe, large javelins (3), 4 man-days rations, 10 vp worth of alcohol, cured meats, and salt.

Oruk Commander

Male Oruk Ftr6: CR 8; Large Giant (9 ft. 4 in. tall); HD 3d8+6d10+27; hp 73; Init +1; Spd 20 ft.; AC 20 (–1 size, +1 Dex, +8 masterwork full plate, +2 large steel shield); Base Atk +8; Grp +17; Atk +15/+10 melee (2d6+8, masterwork greater crafted vardatch) or +10/+5 ranged (1d8+4, masterwork composite longbow [Str 18]); Space/Reach 10 ft./10 ft.; SQ light sensitivity, orc/ogre blood; AL LE; SV Fort +11, Ref +4, Will +4; Str 22, Dex 12, Con 16, Int 10, Wis 13, Cha 9.

Skills:* Climb +7, Jump +7, Listen +3, Spot +3.

Feats: Cleave, Great Cleave, Improved Bull Rush, Improved Sunder, Power Attack, Weapon Focus (vardatch), Weapon Specialization (vardatch).

Languages: Black Tongue (1), Norther (2), Orcish.

Possessions: masterwork full plate, large steel shield, masterwork vardatch, masterwork composite longbow [+4 Str], arrows (20), *+1 flaming arrows* (5), *+1 seeking arrows* (5), *potion of cure serious wounds*, 4 man-days rations, 50 vp worth of alcohol, cured meats, maps, metals, and salt.

Sample Goblin–Kin

Goblin Tracker

Male Goblin Sniffer Wildlander2: CR 2; Small Humanoid (goblinoid); HD 2d8; hp 12; Init +6; Spd 30 ft.; AC 16, touch 13, flatfooted 13; Base Atk +2; Grp –3; Atk +2 melee (1d4–1, small hand axe) or +5 ranged (1d6, small light crossbow); SA —; SQ darkvision 60 ft., master hunter (dwarf, elf, or human), rapid response (Alertness), scent; AL NE; SV Fort +3, Ref +2, Will +2; Str 8, Dex 14, Con 10, Int 13, Wis 14, Cha 8.

Skills: Hide +11, Knowledge (Northern Marches) +2, Knowledge (choose one region) +2, Listen +9, Move Silently +7, Search +6, Spot +9, Use Rope +3, Survival +7.

Feats: Improved Initiative, Track.

Languages: Black Tongue (1), Old Dwarven (1) or High Elven (1) or Erenlander (1), Trader's Tongue (1), Orcish (1).

Possessions: Leather armor, light crossbow, 10 bolts, hand axes (2), 3 man-days of rations.

Goblin Worg Rider

Male Goblin Fighter1: CR 1; Small Humanoid (goblinoid); HD 1d10; hp 8; Init +2; Spd 30 ft.; AC 18, touch 13, flatfooted 16; Base Atk +1; Grp –2; Atk +3 melee (1d4+1/18–20, small scimitar) or +5 ranged (1d6, small shortbow); SA —; SQ darkvision 60 ft.; AL LE; SV Fort +2, Ref +2, Will +0; Str 12, Dex 14, Con 10, Int 7, Wis 11, Cha 12.

Skills: Handle Animal +1, Ride +6.

Feats: Mounted Combat, Ride-by Attack.

Languages: Black Tongue (1), Trader's Tongue (2)

Possessions: Studded leather armor, heavy wooden shield, scimitar, shortbow, 20 arrows, 3 man-days of rations.

Worg: 30 hp.

Channeler Spell List

Abjuration

0-Level Spells
Resistance

1st-Level Spells
Alarm
Endure Elements
Hold Portal
Hide from Animals
Protection from Chaos
Protection from Evil
Protection from Good
Protection from Law
Shield
Undetectable Alignment

2nd-Level Spells
Arcane Lock
Obscure Object
Protection from Arrows
Resist Energy

3rd-Level Spells
Dispel Magic
Explosive Runes
Magic Circle Against Chaos
Magic Circle Against Evil
Magic Circle Against Good
Magic Circle Against Law
Nondetection
Protection from Energy

4th-Level Spells
Antiplant Shell
Dimensional Anchor
Fire Trap
Freedom of Movement
Globe of Invulnerability, Lesser
Remove Curse
Repel Vermin
Stoneskin

5th-Level Spells
Atonement
Break Enchantment
Private Sanctum

6th-Level Spells
Antilife Shell
Antimagic Field
Dispel Magic, Greater
Globe of Invulnerability
Guards and Wards
Repulsion

7th-Level Spells
Sequester
Spell Turning

8th-Level Spells
Dimensional Lock
Mind Blank
Prismatic Wall
Protection from Spells
Repel Metal or Stone

9th-Level Spells
Antipathy
Freedom
Imprisonment
Disjunction
Prismatic Sphere

Conjuration, Greater

0-Level Spells
Summon Instrument

1st-Level Spells
Mount
Summon Monster I
Summon Nature's Ally I

2nd-Level Spells
Summon Monster II
Summon Nature's Ally II
Summon Swarm

3rd-Level Spells
Summon Monster III
Summon Nature's Ally III

4th-Level Spells
Summon Monster IV
Summon Nature's Ally IV

5th-Level Spells
Insect Plague
Summon Monster V
Summon Nature's Ally V

6th-Level Spells
Summon Monster VI
Summon Nature's Ally VI

7th-Level Spells
Creeping Doom
Instant Summons
Summon Monster VII
Summon Nature's Ally VII

8th-Level Spells
Summon Monster VIII
Summon Nature's Ally VIII
Trap the Soul

9th-Level Spells
Elemental Swarm
Gate
Storm of Vengeance
Summon Monster IX
Summon Nature's Ally IX

Conjuration, Lesser

0-Level Spells
Acid Splash
Create Water
Cure Minor Wounds

1st-Level Spells
Cure Light Wounds
Grease
Mage Armor
Obscuring Mist
Unseen Servant

2nd-Level Spells
Acid Arrow
Cure Moderate Wounds
Delay Poison
Fog Cloud
Glitterdust
Restoration, Lesser
Web

3rd-Level Spells
Cure Serious Wounds
Neutralize Poison
Phantom Steed
Sepia Snake Sigil
Silver Wind*
Sleet Storm
Stinking Cloud
Remove Disease

4th-Level Spells
Black Tentacles
Cure Critical Wounds
Minor Creation
Secure Shelter
Solid Fog

5th-Level Spells
Cloudkill
Cure Light Wounds, Mass
Faithful Hound
Major Creation
Wall of Stone
Wall of Thorns

6th-Level Spells
Acid Fog
Cure Moderate Wounds, Mass
Fire Seeds
Wall of Iron

7th-Level Spells
Heal
Magnificent Mansion
Phase Door
Regenerate

8th-Level Spells
Cure Serious Wounds, Mass
Incendiary Cloud
Trap the Soul

9th-Level Spells
Cure Critical Wounds, Mass
Refuge
Shambler

Divination

0-Level Spells
Detect Magic
Detect Poison
Guidance
Know Direction
Read Magic

1st-Level Spells
Comprehend Languages
Detect Animals or Plants
Detect Astirax*
Detect Secret Doors
Detect Snares and Pits
Detect Undead
Identify
Far Whisper
Speak with Animals
True Strike

2nd-Level Spells
Detect Chaos
Detect Evil
Detect Good
Detect Law
Detect Thoughts
Locate Object
See Invisibility
Tongues

3rd-Level Spells
Arcane Sight
Clairaudience/Clairvoyance
Speak with Plants

4th-Level Spells
Arcane Eye
Detect Scrying
Locate Creature
Scrying

5th-Level Spells
Commune with Nature
Prying Eyes
Telepathic Bond

6th-Level Spells
Analyze Dweomer
Find the Path
Legend Lore
Stone Tell
True Seeing

7th-Level Spells
Arcane Sight, Greater
Scrying, Greater
Vision

8th-Level Spells
Discern Location
Moment of Prescience
Prying Eyes, Greater

9th-Level Spells
Foresight

Enchantment

0-Level Spells
Daze
Lullaby

1st-Level Spells
Calm Animals
Charm Animal
Charm Person
Hypnotism
Confusion, Lesser
Sleep

2nd-Level Spells
Animal Messenger
Animal Trance
Calm Emotions
Daze Monster

Enthrall
Hold Animal
Hideous Laughter
Hypnotic Pattern
Touch of Idiocy

3rd-Level Spells
Deep Slumber
Dominate Animal
Heroism
Hold Person
Rage
Suggestion

4th-Level Spells
Charm Monster
Confusion
Crushing Despair
Geas, Lesser
Modify Memory

5th-Level Spells
Dominate Person
Feeblemind
Hold Monster
Mind Fog
Symbol of Sleep
Song of Discord

6th-Level Spells
Geas/Quest
Heroism, Greater
Suggestion, Mass
Symbol of Persuasion

7th-Level Spells
Hold Person, Mass
Insanity
Power Word Blind
Symbol of Stunning

8th-Level Spells
Antipathy
Binding
Charm Monster, Mass
Command Plants
Demand
Irresistable Dance
Power Word Stun
Symbol of Insanity
Sympathy

9th-Level Spells
Dominate Monster
Hold Monster, Mass
Power Word Kill

Evocation, Greater

0-Level Spells
Ray of Frost

1st-Level Spells
Burning Hands
Floating Disk
Magic Missile
Shocking Grasp

2nd-Level Spells
Continual Flame
Flame Blade
Flaming Sphere
Gust of Wind
Produce Flame
Scorching Ray

3rd-Level Spells
Call Lightning
Fireball
Tiny Hut
Lightning Bolt
Wind Wall

4th-Level Spells
Fire Shield
Flame Strike
Ice Storm
Resilent Sphere
Wall of Fire
Wall of Ice

5th-Level Spells
Call Lightning Storm
Cone of Cold
Hallow
Unhallow
Wall of Force

6th-Level Spells
Chain Lightning
Freezing Sphere

7th-Level Spells
Delayed Blast Fireball
Fire Storm
Forcecage
Sword

8th-Level Spells
Polar Ray
Telekinetic Sphere
Whirlwind
9th-Level Spells
Meteor Swarm

Evocation, Lesser

0-Level Spells
Dancing Lights
Flare
Light

1st-Level Spells
Faerie Fire

2nd-Level Spells
Darkness
Daylight
Shatter
Sound Burst

4th-Level Spells
Shout

5th-Level Spells
Hallow
Interposing Hand
Sending
Unhallow

6th-Level Spells
Forceful Hand
Contingency

7th-Level Spells
Grasping Hand
Prismatic Spray
Sunbeam

8th-Level Spells
Clenched Fist
Earthquake
Shout, Greater
Sunburst

9th-Level Spells
Crushing Hand

Illusion

0-Level Spells
Dancing Lights
Ghost Sound

1st-level Spells
Color Spray
Disguise Self
Disguise Weapon*
Magic Aura
Silent Image
Undetectable Aura
Ventriloquism

2nd-level Spells
Blur
Disguise Ally*
Greenshield*
Hypnotic Pattern
Invisibility
Magic Mouth
Minor Image
Mirror Image
Misdirection
Silence
Trap

3rd-level Spells
Cover the Scent
Displacement
Illusory Script
Invisibility Sphere
Major Image

4th-level Spells
Hallucinatory Terrain
Illusory Wall
Invisibility, Greater
Phantasmal Killer
Rainbow Pattern
Shadow Conjuration

5th-level Spells
Dream
False Vision
Mirage Arcana
Nightmare
Persistent Image
Seeming
Shadow Evocation

6th-level Spells
Mislead
Permanent Image
Programmed Image
Shadow Walk
Veil

7th-level Spells
Invisibility, Mass
Project Image
Shadow Conjuration, Greater
Simulacrum

8th-level Spells
Scintillating Pattern
Screen
Shadow Evocation, Greater

9th-level Spells
Shades
Weird

Necromancy

0-Level Spells
Disrupt Undead
Touch of Fatigue

1st-level spells
Cause Fear
Chill Touch
Ray of Enfeeblement

2nd-level spells
Blindness/Deafness
Command Undead
False Life
Ghoul Touch
Scare
Spectral Hand

3rd-level spells
Gentle Repose
Halt Undead
Poison
Ray of Exhaustion
Vampiric Touch

4th-level spells
Animate Dead
Bestow Curse
Contagion
Enervation
Fear

5th-level spells
Blight
Death Ward
Magic Jar
Nexus Fuel*
Symbol of Pain
Waves of Fatigue

6th-level spells
Circle of Death
Create Undead
Eyebite
Symbol of Fear
Undeath to Death

7th-level spells
Control Undead
Finger of Death
Symbol of Weakness
Waves of Exhaustion

8th-level spells
Clone
Create Greater Undead
Horrid Wilting
Symbol of Death

9th-level spells
Energy Drain
Soul Bind
Wail of the Banshee

Transmutation

0-Level Spells
Mage Hand
Mending
Open/Close
Virtue

1st-level spells
Animate Rope
Enlarge Person
Entangle
Erase
Feather Fall
Goodberry
Jump
Longstrider
Magic Fang
Magic Stone
Magic Weapon
Pass Without Trace
Reduce Person
Shillelagh
Stone Soup*

2nd-level spells
Alter Self
Barkskin
Bear's Endurance
Bull's Strength
Cat's Grace
Chill Metal
Darkvision
Eagle's Splendor
Fox's Cunning
Heat Metal
Knock
Levitate
Lifetrap*
Nature's Revelation*
Owl's Wisdom
Pyrotechnics
Rope Trick
Silver Blood*
Soften Earth and Stone
Spider Climb
Tree Shape
Warp Wood
Whispering Wind
Wood Shape

3rd-level spells
Charm Repair*
Diminish Plants
Flame Arrow
Fly
Gaseous Form
Halfling Burrow*
Haste
Magic Fang, Greater
Magic Weapon, Greater
Keen Edge
Meld into Stone
Plant Growth
Quench
Secret Page
Shrink Item
Slow
Snare
Spike Growth
Water Breathing
Water Walk

4th-level spells
Air Walk
Enlarge Person, Mass
Giant Vermin
Polymorph
Polymorph Self
Mnemonic Enhancer
Reduce Person, Mass
Reincarnate
Rusting Grasp
Silver Storm*
Spike Stones
Stone Shape

5th-level spells
Animal Growth
Awaken
Baleful Polymorph
Control Winds
Fabricate
Overland Flight
Passwall
Telekinesis
Transmute Mud to Rock
Transmute Rock to Mud

6th-level spells
Bear's Endurance, Mass
Bull's Strength, Mass
Cat's Grace, Mass
Control Water
Disintegrate
Eagle's Splendor, Mass
Flesh to Stone
Fox's Cunning, Mass
Ironwood
Liveoak
Lucubration
Move Earth
Owl's Wisdom, Mass
Repel Wood
Spellstaff
Stone to Flesh
Transformation
Wind Walk

7th-level spells
Changestaff
Control Weather
Reverse Gravity
Statue
Transmute Metal to Wood
Whirlwind

8th-level
Animal Shapes
Control Plants
Iron Body
Polymorph Any Object
Temporal Stasis

9th-level
Shapechange
Time Stop

* New spell described in Chapter Five.

Random Charm Generation

Table 1: Appearance (d%)

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

Table 2: Type (d%)

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

Table 3: Minor Charm Effect

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

Table 4: Lesser Charm Effect

01–10	+1 to Fort saves for 1 min.
11–20	+1 to Ref saves for 1 min.
21–30	+1 to Will saves for 1 min.
31–40	+1 to AC for 1 min.
41–50	+1 to attacks for 1 min.
51–60	Purifies up to one cubic foot of water
61–70	Detects magic in object touched
71–80	Allows character to discern north
81–90	Detects poison in object touched
91–00	Cures 1 hp

Table 5: Greater Charm Effect

01–08	*Endure elements* (cold only) for 8 hrs
09–14	*Endure elements* (heat only) for 8 hrs
15–20	+2 to Fort saves for 1 min.
21–26	+2 to Ref saves for 1 min.
27–32	+2 to Will saves for 1 min.
33–38	+2 to AC for 1 min.
39–44	+2 to attacks for 1 min.
45–50	+4 to Jump check
51–56	+4 to Hide check
57–62	+4 to Bluff check
63–68	+4 to Search check
69–74	+4 to Heal check
75–80	+1 to all Str-based skill checks for 1 min.
81–88	+1 to all Dex-based skill checks for 1 min.
89–00	Immediately recover from being shaken, sickened, or dazzled

Table 6: True Charm Effect

01–08	Energy resistance 3 (cold)
09–14	Energy resistance 3 (fire)
15–20	Immunity to lycanthropy
21–26	Immunity to vermin poison
27–32	+4 to Will saves vs. compulsion effects
33–38	+4 to Fort saves vs. disease
39–44	+4 to Ref saves vs. spells with energy descriptor
45–50	May always take 10 on Swim checks, even if helpless
51–56	Grants *Sanctuary* spell during surprise rounds
57–62	Vermin may not approach within 5 ft.
63–68	Grants *Improved Invisibility* against Fell
69–74	Absorbs the first point of damage from any spell effect
75–80	Shortens the duration of any harmful spell cast on the character by one round
81–88	Attempts to describe the character always fail
89–00	All animal attitudes toward wearer improve by one step.

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Riismark
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Autilar
Redstone Hills
Vale of Dead Ice
Nalford
Bastion
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Davindale
White Province
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Dahurin
The Veradeen
Cale
Northlands
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Plains of Erd Aman
Foul Bog of Erd Aman
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Garol
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Asmadarin Plains
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Village
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Key

- Shadow District
- Village
- Town
- City
- Fortress
- Ruins

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