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SWORD & SORCERY



DEMONHEART

by Anthony Pryor

A d20 adventure for 3 to 5 characters beginning at 6th-8th level



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DEMONHEART

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Dedicated to my friends and original playtesters, Leann and Dale Smith, Victor Pecka and Rhia Louve, and to my dog Okami, who has provided me with limitless psychological and emotional support during her short but eventful life. Very special thanks to my daughter Devon, who has made me and her family proud during a very difficult time. And a huge thank you to all the fans of Necromancer Games and Sword and Sorcery Studios who have remained with us over the years — it's been a blast!

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Demonheart

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Introduction

Demonheart is a D20 adventure campaign for 4-5 characters. As it is a long and fairly involved story, characters should be level 6-8 when they begin and will earn enough experience to rise to levels 10-12.

Demonheart includes many opportunities for both combat and roleplaying. At least one fighter-type is required, and given the wild, frontier nature of the campaign, a ranger's skills would be especially useful. Stealth and intrigue also favor rogue characters, while a cleric, particularly from a martial order who can fight well would find plenty of opportunity to use his or her powers against the undead and evil outsiders. Demonheart also takes place in a wilderness setting where ancient magic abounds, and the special nature skills of a druid will help the party to make friends with some of the land's fey or wild elvish inhabitants. Sorcerers and wizards will likewise find use for their talents, but those who understand divine or druidic magic may be more important than arcanists.

As this adventure involves the struggle against evil, both ancient and resurgent, the party's overall alignment should be good, though individuals of other alignments may be tempted to use the ancient magic of the forest for their own ends, or even join with the forces of evil!

Adventure Background

The tale of the Demonheart begins centuries ago, when the region now known as the Westwood was home to a wild race of wood elves known as the Trae'este, or "Shadows in the Forest" in the ancient tongue of the region. Fierce and insular, the Trae'este were nevertheless a wise and proud folk, who defended their land ferociously against all rivals, but also shunned contact with outsiders, many of whom they considered to be defilers of their sacred forest.

During an incursion by an army of bloodthirsty gnolls, the Trae'este shaman Valaeta summoned and bound a number of outsiders to aid in the struggle. Once the gnolls were put to flight, she sent the outsiders back to their home plane and thought nothing more of the matter. In the months that followed, however, it became obvious to the Trae'este that all was not well in their forest. A strange unease lurked among the ancient trees, and those who ventured into the heart of the woods to hunt or forage felt a growing sense of menace and darkness.

Soon, members of the tribe began to vanish — gone as if taken by the very trees themselves. The tribal shamans cast divinations and sought to see into the heart of the darkness, but were rebuffed — whatever now dwelt in the forest did not want to be discovered, and was powerful enough to hide from their spells. Lone warriors, then bands of Trae'este searched for

the missing ones, and also for clues as to what had happened. They reported that strange and evil creatures now inhabited the dark corners of the forest — trolls, ettins, monstrous spiders, goblins and even, some reported in a whisper, undead.

And still the evil grew. At last it was Valaeta who learned the truth — something else had come to the forest when she had summoned and bound the outsiders. It had come, but when she sent her outsiders back, it had stayed, and now lurked out of sight, a festering evil whose true nature still remained a mystery. Consumed by guilt and feeling responsible for the lost elves, Valaeta ventured into the forest alone, determined to seek out the new evil and banish it forever.

Valaeta returned on the night of the new moon, bloody and bruised, her face a mask of hopelessness and fear. She had indeed found the evil — or more accurately, it had found her. The Trae'este's enemy was a powerful demon-lord known as Sabazios. Aided by a host of terrible creatures, chief among them his lover, the hag-fiend Sha'xana, Sabazios intended to conquer the Trae'este's beloved forest and transform it into a mortal reflection of his abyssal realm. Sabazios had captured Valaeta and, after fearsome torment, sent her back to her people, bidding that she carry with her word of their imminent doom. The enemy had revealed itself, but now it seemed to be too late to stop it.

The demon-lord's minions struck soon after, assailing the Trae'este and driving them from their homes and refuges. As they fled into the forest, all knew that it was only a matter of time before they were all hunted down and slaughtered. Soon the demon-lord would rule the forest, and it would become a place of horror.

Tormented by guilt and self-loathing, Valaeta had nevertheless learned an important fact about Sabazios. During her ordeal, she had been briefly bound to the demon-lord's spirit, and in the process had gleaned a vital bit of information — Sabazios's true name. Even though mortals could not utter it without risking dire consequences, a demon-lord's true name carried with it the power to vanquish, or even completely destroy, its owner. But even armed with Sabazios's name, it would take an act of supreme sacrifice for the Trae'este to finally defeat him.

In uttering the terrible name, Valaeta would have to surrender her mortal existence entirely, and in turning their energies against him, the Trae'este themselves would be forced to merge with the forest, joining their life-force with that of the trees, the streams and the beasts. Combined, this irresistible explosion of living divine force would blast Sabazios from the face of the world and destroy him utterly.

And so it was that on a cold winter night, as a dreadful death-head moon rose in the bleak and cloudless sky, the Trae'este gathered, and Valaeta uttered the terrible name. Simply hearing these awful syllables tested the sanity of the Trae'este, and their minds rebelled, refusing to listen or commit the name to memory — only Valaeta knew the name, and only she could utter or remember it.

With the name spoken, Valaeta now surrendered herself to the wild forces of divine energy. But at that moment, she made a fatal error; despite her bravery, she still feared death, and refused to fully surrender her mortal existence. It was a decision that was to have dire consequences.

But for the moment, the utterance of Sabazios's name tore at the demon-lord with whips of searing agony, and he marshaled his forces, desperately moving to attack the Trae'este before they could complete their ritual. But he was too late — immediately the forest elves invoked the spirits of the forest, and turned their own spirit energies against the demon.

In an instant, the soul of every Trae'este elf was agonizingly torn from his or her body, and joined in a great, swirling maelstrom of arcane energy. The demon-lord felt pain such as he had never before experienced, as the elves' spirits summoned up the pure, unaltered magical power of the forest and mercilessly attacked.

Bereft of his magical defenses, the demon-lord fell, his body consumed, and his minions, including Sha'xana the hag-fiend, fled back into the forest. The great enemy lay defeated, and the spirits of the Trae'este slowly sank into the earth, merging themselves with the timeless soul of the forest. The demon was slain, and an entire people had perished.

But all was not so simple, for at the last moment Valaeta had faltered, and failed to surrender the last of her life essence. She lived on, even as the Trae'este faded, now a twisted undead thing with only the vaguest memories of her old life. As Valaeta wandered into the forest, drawing evil and undead creatures to her like a magnet, a portion of Sabazios survived along with her — his heart, shriveled and blackened by arcane and divine energies, but still retaining a tiny fragment of the fiend's life essence. In time, the heart was covered over by the rich loam of the forest, and sank deep into the ground. With the Trae'este's passing, common knowledge of the demon and his plans passed as well, living on only in the black soul of Sha'xana, the demon-lord's lover.

Centuries passed, and the world changed. The forest, though rid of the great evil of the demon-lord, was never again the place of peace and sunlight that it once was. Humans came and settled in the region, but always there were tales of the "haunted forest" where strange creatures lurked, and which travelers were

well-advised to avoid after dark. Brave hunters and foresters came, but few lingered long, preferring to return to the verdant hills surrounding the dark woods. Sha'xana still dwelled in the forest, drawing to her a host of foul creatures, and troubling the lives of those who lived nearby. She searched long for a way to resurrect her beloved Sabazios, but found nothing.

The village of Tanner's Green sprang up near the forest, and for a time all was well. Farms grew and herds of cattle came. Folk lived their lives in peace, far away from the cares of the outside world. The Westwood became a place of legend, and mothers used stories of monsters and spirits to frighten children into obedience. So it was for many years.

It was the actions of a single wicked creature that set events back into motion — while hunting with his family the troll Many-Tusks found what had eluded Sha'xana for years — the enchanted weapon once borne by Akanx himself. When Many-Tusks picked up the weapon, his soul touched the slumbering fragment in the Demonheart, and it at last began, faintly and tentatively at first, to beat.

Deep in the forest, Sha'xana heard the beating, and sought to find the heart of her vanquished lover. At long last she succeeded, and hit upon a plan to unite with her lover at last carry out his plans for conquest and destruction. She and her minions began a campaign of terror and sacrifice, seizing victims and offering them to the now-growing heart. Once enough innocents had been sacrificed, Sha'xana would perform her own ritual, and unite with Sabazios's remaining life-force. Then, she and her lover would be truly united for all eternity, and his powers would be hers. The forest, and all surrounding lands would fall before her, and Sabazios would have vengeance for his defeat.

To this end, Sha'xana used a wide variety of allies, including the evil creatures of the forest, and a number of weak-willed humans in Tanner's Green, whom she gathered together as the Cult of the Demonheart. She also sent her most valued minion, Melitha, her own daughter by a human cultist, to spy on the humans and sow discord. But even as Sha'xana's plans neared fruition, a new threat arose in the form of a band of adventurers who arrived in Tanner's Green, apparently determined to frustrate her schemes.

Adventure Overview

In Demonheart, the adventurers are called upon to solve an ancient mystery and confront the evil that threatens the village of Tanner's Green. Deep in the haunted forest of the Westwood, the heart of the ancient demon-lord Sabazios has once more come to life, and has begun to draw all manner of evil to it. Chief among these evils is the lover of Sabazios, the hag-fiend Sha'xana, whose various minions have

begun to kidnap villagers and other innocents for sacrifice to the heart, which is steadily growing in power. In Tanner's Green itself, a small cult of demon-worshippers helps Sha'xana do her evil work.

The PCs may have many different motives for coming to Tanner's Green. Perhaps they are only passing through and stop to help the concerned villagers. Perhaps a relative or friend has called for help, or perhaps they have been sent by their ruler or patron to investigate grim rumors coming from the region. Whatever their reason, the PCs arrive to find a village in the grip of fear, suspicious of outsiders, yet also desperate for aid.

Chapter One: The Village and the Forest

This chapter includes an overview of the village of Tanner's Green and the surrounding countryside, including various incidents to include among the main adventure chapters.

Chapter Two: "Something is Stirring"

In the first adventure, the PCs are contacted by the druidess Yvonna, a half-elven "witch woman" who dwells on the edge of the forest and casts divination spells for the villagers. She has felt something stirring in the forest, and asks the adventurers to help her investigate. The PCs help Yvonna and the wood-elf Areus defeat an attack by gnolls, then follow clues deeper into the forest, where they come upon a band of cultists in the midst of a dark rite of sacrifice. Defeating the cultists, the PCs are confronted by Sha'xana herself, and are forced to flee.

Chapter Three: Devil Tree

A lone hunter reports seeing a vision of a ghostly elf-woman, and of a great and ancient tree that might be possessed by evil spirits. The PCs discover the Verdant Grotto, a Trae'este holy site, which was corrupted by the evil treant Crookbranch. A band of redcaps has taken up residence in the caverns among the roots of the devil tree. The PCs encounter not only the lost Trae'este spirits, but also the means of defeating Crookbranch and returning him to his ages-long slumber. The Trae'este spirits direct the PCs to the pure waters of the springs beneath the grotto, which can be used to defeat Crookbranch and also, later in the adventure, to cure Valaeta the druidess.

Chapter Four: Court of Corruption

The adventurers are then called upon to free the forest of an infestation of corrupt fey, who have been drawn by the Demonheart's influence and are killing large portions of the forest. After a hazardous trip through the corrupt forest, the PCs meet the dark fey monarch, and are challenged to compete in the evil creatures' perverse version of a human tournament. If

the PCs win, the dark fey king agrees to leave the forest; if they lose, the consequences will be far less pleasant.

Chapter Five: The Lost Hunters

The PCs are then approached by a distraught villager. Narbo, the good-natured but somewhat oblivious proprietor of the Gentle Mother Inn is beside himself. His son, Thad — leader of the local gang of toughs known as the Young Hunters — has disappeared in the forest, along with a number of his friends. Reluctantly, for they have crossed paths with Thad and his hateful minions before, the PCs search for the missing villagers, and find them in the lair of a fearsome two-headed troll. Twisted by the malign influence of the forest, the troll has become enslaved by Sabazios's demon-axe, and makes sacrifices to help Sabazios gain strength. The PCs slay the troll and its progeny, and rescue the ungrateful Young Hunters. The adventurers also retrieve Sabazios's weapon and will later have an opportunity to use it against the demon-lord.

Chapter Six: A Plague of Secrets

Frustrated at the PCs successes against her, Sha'xana sets her cultists into action, framing the PCs for the murder of the mayor of Tanner's Green. As the party investigates the killing in an effort to clear their names, they expose the extent of cult activities, and reveal some fearsome secrets, including the possible identity of some of Sha'xana's most valued informants. A leading suspect is Melitha, wife of the friendly innkeeper Narbo!

Chapter Seven: Spawn of Darkness

The time for subtlety is over — Sha'xana bids her daughter Melitha to destroy the adventurers by any means necessary. The party is drawn into an ambush and must fight Melitha and a number of other dangerous creatures. After the battle, the party tracks Melitha back to Tanner's Green, where they discover her in the process of murdering her husband, Narbo. Once Melitha is finally slain, solid evidence of her role in the conspiracy is uncovered, along with the story of Valaeta the elf druidess, who might still hold the key to defeating Sha'xana and Sabazios.

Chapter Eight: In the Ranks of Death

The unfortunate Valaeta now lives in an ancient tomb in the depths of the forest, along with her undead servitors. The adventurers must make their way to the tomb, defeat her minions and confront Valaeta herself. With the sacred water given them by the Trae'este, the PCs are able to drive off Valaeta's madness, and learn the demon-lord's true name. Unfortunately, only the Trae'este themselves com-

mand the magic of the forest, and only Valaeta can use the demon's true name against him. Valaeta tells the PCs that there is a ritual that might restore the Trae'este and bring them back to the mortal world.

Chapter Nine: Resurrection

The party accompanies Valaeta to an ancient stone circle, where she will begin the ritual to restore the Trae'este to life. Sha'xana is not idle, however — some of her minions attack the circle hoping to interrupt the ritual, while others mass to attack Tanner's Green, hoping to kill enough innocents to make Sha'xana and the Demonheart invincible. The adventurers must split up, defending the town from attack while at the same time completing the ritual and bringing the Trae'este back to the world of the living.

Chapter Ten: Heart of Darkness

With the return of her lover's deadliest enemies, and with the neighboring town fully alerted to the danger it faces, Sha'xana begins the ritual to merge her powers with that of the Demonheart. The PCs must venture back into the forest to face her, while Valaeta once more utters the demon's true name. This time, she does not fear death, and her sacrifice will help defeat Sha'xana. The PCs arrive soon after Sha'xana completes her ritual, and they must fight desperately against the hag, now fully enhanced by Sabazios's evil powers.

Once the Trae'este have finished their final ritual, Valaeta gladly passes from the mortal world, and Sha'xana is destroyed. The PCs return to the acclaim and gratitude of both the forest elves and the inhabitants of Tanner's Green.

Chapter One: The Village and the Forest

The Adventure Begins

Demonheart opens in the town of Tanner's Green, a small settlement on the edge of the Westwood. This chapter includes suggestions of how to involve the PCs, a description of the town and an overview of the forest beyond.

There are several ways to involve the PCs, some of which are listed below.

* The PCs may be passing through the area and stay overnight at the Gentle Mother Inn, where they hear stories of creatures in the forest and disappearances. If they don't seem inclined to follow up on the dire rumors, Yvonna or Areus can contact them the following morning as described in the following chapter.

* A party member may receive a letter from a friend or relative who lives in or near Tanner's Green, describing the disappearances and the sense of fear that now infests the town. Higher authorities will do little to help, and in any event are too far away to bother with events in such a backwater. The letter begs the PCs to come and investigate.

* Rumors have reached the land's ruler of strange events in an outlying province — fierce monsters, disappearances, panic and unrest. Rather than face unruly peasants or see dissatisfaction spread, the rulers ask the adventurers to discreetly investigate and put an end to any wrongdoing that they encounter. They will have the kingdom's authority, but are advised not to draw too much attention to themselves.

Regardless of how they get involved, the PCs will have to journey to Tanner's Green, which is a fair distance from more settled parts of the kingdom. The DM can make the journey as long or short as desired, but in the end the party arrives in a town gripped by fear, as described below.

The Cult of the Demonheart

In the aftermath of Sabazios's defeat, many of his followers were captured or slain, while others, including his lover the fiendish annis Sha'xana, escaped into the forest. Decades later, the region began to be settled by humans, and when Sabazios's heart began to beat again, Sha'xana saw the chance to use the mortals for her own evil ends.

Sha'xana sent some of her most reliable minions into the town to spy on the humans — chief among these is her own daughter Melitha, now wife of the innkeeper Narbo, who married him after his first wife

died mysteriously. Other human or part-human agents lurk in and around the village, but so far no one in Tanner's Green suspects anything is amiss.

With information provided by her agents, Sha'xana and her minions sent dreams and other omens to the weaker and more pliable villagers, subtly urging them to abandon their gods in favor of the great demonlord. These dupes call their master the Demonheart, or "He Who Slumbers in the Woods," and work toward the day when he returns and rewards them for their service.

For the most part, the cultists go about their daily lives and rarely, if ever, commit overt acts of evil. On dank moonless nights, however, with their shutters drawn and doors barred, the faithful of Sabazios meet and perform rituals to honor their dark master. Animals are slaughtered and minor spells cast by those with clerical or arcane skills, and cultists recite ritualistic chants that they hope will strengthen their master and hasten his return. In reality, these rituals do help Sabazios somewhat, but it is only direct sacrifice of living intelligent beings that will bring about his return.

Cultists are identified in the following entries, but they are careful to never draw attention to themselves. The cult keeps no written records, wears no special symbols and performs its rituals only in the utmost secrecy. The cult has existed for over two decades and today its members know how to recognize each other without the need for secret codes or insignia.

As they commit few overtly evil acts, most of these cultists will not even detect as evil. Should the PCs successfully detect a villager as evil, note to them that the village contains the usual variety of inhabitants, some good, some evil and some neither. Do not indicate that detecting a villager as evil is especially unusual nor noteworthy. An exception to this is the scribe Bolingen, who is a truly evil individual, but conceals this fact with an amulet given him by Sha'xana. For more information on Bolingen and cultist activities during the adventure, see Entry 10 below.

Once the cult is fully active, however, many villagers will begin to commit acts of violence and terror, and their true alignments will become apparent.

Tanner's Green

This small village can serve as the PCs' base of operations, as it contains all the facilities they need. In addition, the place is a hotbed of activity, despite its unprepossessing appearance; incidents and roleplaying opportunities are included in sidebars. These incidents are optional, but can be included for color, and some may be spun off into their own adventures if the DM is so inclined. Consider them additional roleplaying opportunities should the campaign need it.

Tanner's Green (village): Conventional; AL NG; 100 gp limit; Assets 750 gp; Population: 300; isolated (human 100%).

Authority figures: Mayor Rutiger, male human

Important characters: Helana, female human Clr3 (priestess of Freya); Captain Ivis, male human Ftr5 (commander of militia); Narbo, male human Exp3 (owner of the Gentle Mother Inn).

Others: Militia, Ftr3 (x10), Ftr1 (x15), War1 (x25); Acolytes Clr1 (x2), Exp 4 (x4), Exp 2 (x8), Exp1 (x10), remainder are Com1 and Com2.

A pleasant, isolated village, Tanner's Green has been here for many generations. Far from the more civilized parts of the kingdom, the villagers have learned to be self-sufficient, living on farming, ranching, and trade with the occasional merchant or tradesman who comes through town. Strangers are uncommon, but certainly not unheard-of, and the Gentle Mother Inn usually hosts at least a handful of travelers.

The following entries include information about prominent villagers and other citizens. Important villagers or those with unusual qualities are listed in the NPC Appendix. Others have one-line stats.

1. The Gentle Mother Inn

This pleasant establishment has been a stop for travelers, merchants and locals for many years. It is owned and operated by Narbo and his wife, Melitha. Their son Thad and daughter Trena are supposed to help, but neither is terribly interested in the job.

Narbo makes up for the deficiency, for he is a model innkeeper. The place is constantly spotless, with a large common room that contains a bar and several tables, and a large stone fireplace with a cheery blaze that burns every night during cold months. Narbo serves as bartender and waiter, while the rest of his family do cooking and other chores when they are so inclined — often none of them are available, forcing Narbo to hire extra help, especially during busy season.

Rooms are good sized and comfortable, with down mattresses and pillows (brought here at great expense and carefully cleaned and mended by the innkeeper and his wife). Outside are stables for horses and other riding animals. The stables are supposed to be Thad's responsibility, but the lad gives them only the most cursory attention, leaving most of the hard work (as

Incidents at the Inn

The seemingly peaceful inn is something of a hotbed of activity, though Narbo himself is blissfully unaware of any problems. Each family member may interact with the PCs in a different way.

Melitha: As noted in the NPC Appendix, Melitha is not what she seems. A disguised hag, she did away with Narbo's first wife, then swiftly romanced and married the unfortunate widower. Today, she keeps an eye on the village for Sha'xana, using her feminine wiles to keep tabs on the town's more powerful citizens. As the arrival of the PCs may signal trouble for Sha'xana's plans to awaken the Demonheart, Melitha swings into action, befriending and attempting to seduce one of the party's more vulnerable members. If she succeeds, Melitha will attempt to wheedle information on the party's activities out of her victim, and will keep Sha'xana informed of their plans. As a result of this, Sha'xana may dispatch some of her minions to ambush or otherwise assault the PCs when they least expect it.

Trena: Neither Trena nor Thad are terribly fond of their stepmother, though neither of them suspect that she actually killed their real mother. Trena is weary of working in her father's inn and harbors dreams of running away to lands of adventure. The party's arrival will give new life to Trena's dreams — she may fixate on one of the party's more charismatic members — she has a weakness for rogues and bards — and consider asking her to take her away to far-off, exotic realms of romance and excitement.

Thad: Initially, the innkeeper's son is a thoroughly unlikable person. Angry, provincial and racist, he claims a hearty dislike of "outsiders," while reserving his most vehement hatred for "prick-ears," as he calls non-humans. Thad will be particularly contemptuous of the PCs, and if the party contains any non-humans and the other Young Hunters will engage in a continuous campaign of harassment. At the inn, he will refuse to serve them, and if compelled, will do so with huge reluctance, often having "accidents" or otherwise showing his contempt. See the sidebar accompanying the Crossroads entry for more ideas on how to use Thad and his unpleasant friends.



usual) to his father. For more on Narbo and his family, see the NPC Appendix.

Rooms at the Gentle Mother are 4 sp per night or 2 gp per week, and each sleeps two. Horses can be stabled for 1 cp a night, but Tenney's stables in town are probably a better bet, since Thad doesn't care much for work as a stablehand. There are usually 1-4 travelers staying at the inn, usually a mix of itinerant laborers, merchants and pilgrims. Even when the inn is not occupied, it is still a popular destination for villagers, who enjoy its quiet, homey atmosphere.

Narbo, Male Human Exp5: CR 4; hp 27; see NPC Appendix for details.

Melitha, Female Half-Annis Rog5/Asn3: CR 10; hp 36; see NPC Appendix for details.

Thaddus, Male Human Exp2/War3: CR 3; hp 34; see NPC Appendix for details.

Trena, Female Human Exp1/Com1: CR 1; hp 9; see NPC Appendix for details.

2. Crossroads

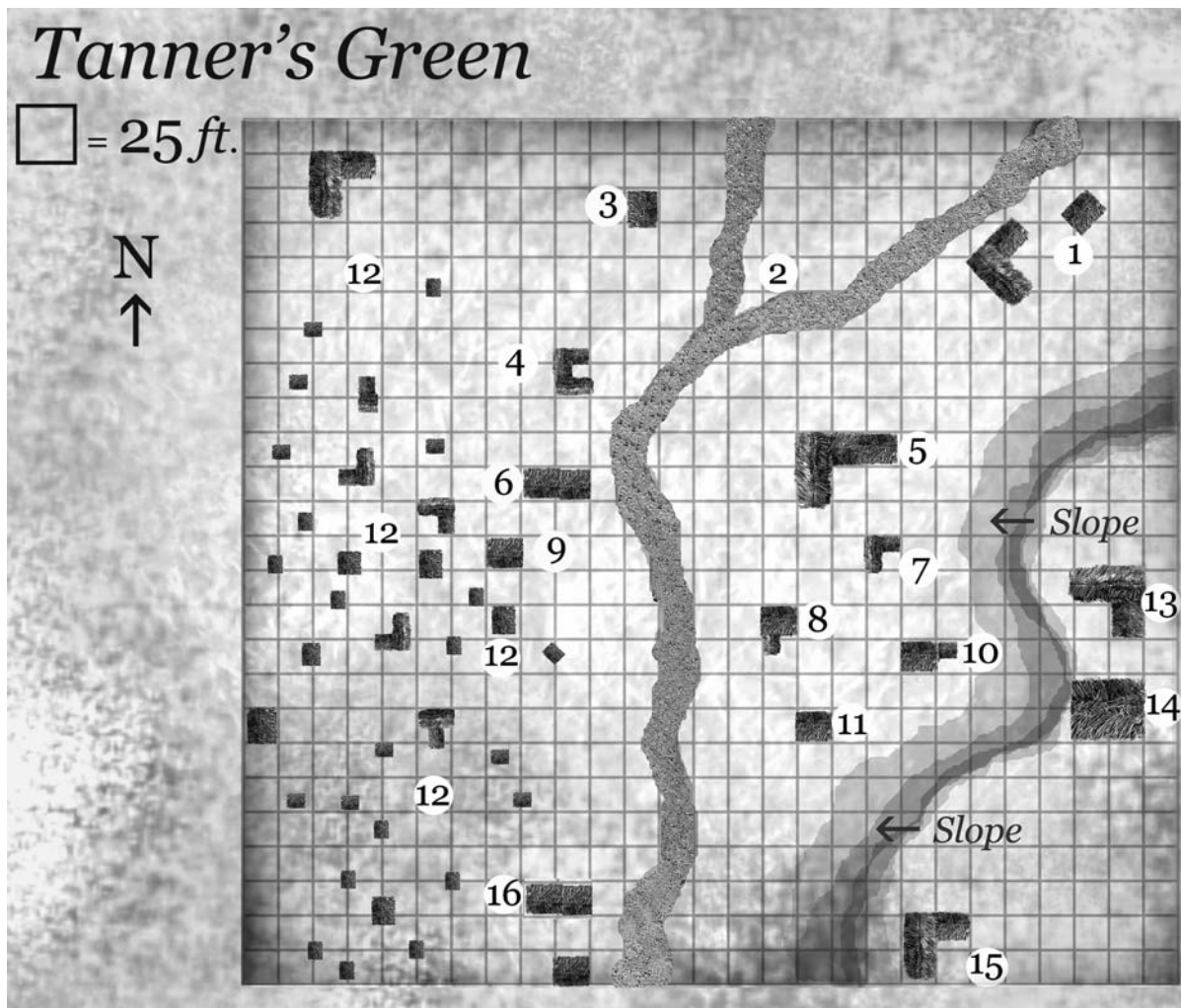
Here, where the West and South roads meet, the villagers set up a weekly marketplace, where goods and produce can be bought, sold and bartered. The rest of the week it serves as the Young Hunters' pri-

mary meeting point, where they get together before going off to raise mayhem in the town and elsewhere.

The Young Hunters

Thad, son of innkeeper Narbo, is the leader of a group of teenaged boys who call themselves "The Young Hunters." These are dissolute, bored young men who seem interested primarily in drinking, hunting, fighting and riding their horses at breakneck speed. They all start out with a profound dislike for the PCs, considering them uppity foreigners or weak city-dwellers who have come to impose their will on the "honest folk" of Tanner's Green. Note that this attitude is shared by a number of townsfolk as well, but the Young Hunters are not shy about expressing themselves loudly and crudely.

When PCs are in town, the Young Hunters will try to make their lives unpleasant and difficult. Usually this takes the form of insults or boorish behavior, but sometimes the situation may get out of hand. Use the following as guidelines for Thad and his friends, and feel free to make up other incidents to further endear the Young Hunters to the characters. See Thad's entry in the NPC chapter for the statistics of a "typical" Young Hunter.



* Various members of the Young Hunters converse loudly within the PCs' earshot, talking about how "no one likes foreigners" and "these outsiders think they run everything now, don't they?" Most of the hunters are racist, despite the fact that they've never met a non-human and loudly complain about the "prick-ears who act like they're better than the rest of us." Usually, especially if confronted in public or by superior numbers, the hunters will back down and leave, casting evil glances back at the PCs.

* A lone PC is struck by a rock or dirt clod while one or more Young Hunters are near, smirking and laughing.

* One or more PCs must leap out of the street or be trampled by a group of Young Hunters riding their horses at breakneck speed through town, whooping and shouting.

* A Young Hunter, well into his cups, picks a fight with some PCs, and then complains to the militia afterwards, claiming that the "foreigners" started it.

* Graffiti appears around town saying "Strangers Go Home!" and "Prick-Ears Out of Town!" In one case, the hunters actually attempt to daub such slogans on the doors of or inside the PCs rooms; it's up to the GM whether the PCs catch them at it or not, and what happens next.

* The Young Hunters claim to have been robbed and plant some of their possessions on a PC or in the PCs' rooms. When found, the Young Hunters accuse the party or party members of theft.

(Note also that Thad and the Young Hunters will eventually learn their lesson, and end up fighting alongside the PCs in the final struggle, but don't go out of your way to make them sympathetic.)

Young Hunter, Human Com1-3 or War1-2: CR 1/2-2; AL N.

3. Blacksmith

Tondo is in many ways a typical blacksmith — strong, burly, bearded, his bald head constantly shining with sweat and exertion. Unlike the popular image of the blacksmith, however, Tondo is a happy man, who often sings loud drinking or marching songs while he works, pounding on his anvil to create horse-shoes, farming implements, tools and even, occasionally, weapons. He lives in town with his wife and children — he was forced to set up shop here when his family complained that they couldn't stand the noise any longer.

Tondo, Male Human Com3/Exp4: CR 6; hp 35; AL NG; Str 18, Dex 12, Con 15, Int 10, Wis 9, Cha 8.

4. Iego's Tavern

No village the size of Tanner's Green is complete without a tavern, and this community has two, including the Gentle Mother Inn. Of the two, Iego's is by far the more boisterous, attracting a somewhat younger and rougher crowd. Needless to say, it's the Young Hunters' favorite spot, and one or more member of Thad's social circle can be found here at all hours. Other patrons include woodsmen, ranchers, and such ne'er-do-wells as Old Karn, whose credit at the Gentle Mother ran out years ago. Tavernkeeper Voris and his burly, unkempt sister Suza help create an air of barely-managed chaos from the time the place opens in mid-afternoon until it closes, well after midnight. Tondo brews his own ale, which is sometimes excellent and at other times (especially during the winter) almost undrinkable. Voris maintains a couple of small rooms, but rarely rents them out, leaving most of the inn trade to Narbo at the Gentle Mother.

Voris, Male Human Com2/Exp6: CR 17; hp 26; AL CN; Str 15, Dex 11, Con 14, Int 12, Wis 11, Cha 13.

Suza, Female Human Com2/Exp1: CR 2; hp 17; AL CE; Str 16, Dex 9, Con 17, Int 8, Wis 8, Cha 5.

Old Karn, Male Human Com4: CR 3; hp 6, AL N; Str 8, Dex 11, Con 9, Int 10, Wis 13, Cha 7.

5. Stables

Horses are housed and fed here, under the watchful eye of Stablemaster Tenney, who started working here as an apprentice nearly 30 years ago. Since inheriting the stables from his old master, Tenney has become one of the town's leading citizens, and a fount of information and wisdom regarding horses, their care and feeding. He doesn't have too many interests besides horses and has, in fact, never married.

Horses can be stabled here for 1 sp per night. Tenney is also a skilled healer of horses, and will treat their injuries and illnesses to the best of his ability. His fee ranges from 1 sp to 10 gp, depending on the severity of the problem, but he is scrupulously honest and will refund fees if a horse does not improve.

As described in the NPC Appendix, Tenney is more than he immediately seems, and inherited some unusual abilities from a distant elvish ancestor. He is not consciously aware of his talents, but uses them as a normal part of his daily activities. He has begun to detect a vague discomfort and fear among the horses, but can't put his finger on exactly where the problem originates. If he trusts the PCs, Tenney will confide his concerns to them and help them in any way he can.

Stablemaster Tenney, Male Human Com5/Exp6: CR 9; hp 57; see NPC Appendix for details.

6. Rutiger's Merchandise

Mayor and entrepreneur Rutiger owns this shop, which sells dry goods, cloth, tools, utensils, clothing, and numerous other items of use to the townsfolk and farmers. Rutiger doesn't pay much attention to the shop these days, leaving it to the manager Uvasta. Though he appears to be a model of efficiency, Uvasta is actually robbing Rutiger blind, and takes a small percentage of each sale for himself. Prices are slightly higher than standard (to cover Uvasta's larceny), but most mundane non-armor and non-weapon items that adventurers might need are available.

Uvasta, Male Human Com 3/Exp2: CR 3; hp 9; AL NE; Str 8, Dex 11, Con 9, Int 15, Wis 12, Cha 10.

7. Furrer/Leatherworker

This small shop is located well away from other businesses due to the rather unpleasant scent of tannin and blood that often wafts from the place. As in many other small towns, leatherworker Norris wears several hats as the Green's chief trapper, furrer, tanner and leatherworker. Until recently Norris ran several traplines in the Westwood, but has been reluctant to work them lately due to the grim rumors coming out of the area. He won't talk much unless encouraged (see boxed text), and is far more interested in selling items to the PCs — he charges standard rates and the quality of his work is quite high.

Norris also knows the craft of making boiled leather items. He can make leather or studded leather armor, and even, if given 1d4+1 weeks, can craft a suit of masterwork quality, though he continually asks his clients to return for additional measurements.

Norris, Male Human Com1/Exp8: CR 8; hp 48; AL NG; Str 15, Dex 13, Con 15, Int 11, Wis 14, Cha 11.

Norris' Tale

Anyone who talks about current events may detect a certain reluctance to talk — a DC 14 Sense Motive suggests that he is hiding something and a DC 18 Sense Motive check reveals that he is actually quite frightened of something. If pursued, he refuses to talk and goes so far as to close up early and go drinking.

If found after he's had a few beers, Norris might be willing to talk more (DC 19 Diplomacy check) and eventually tell the following story:

"I was working my traps one afternoon, and I noticed the sun getting pretty low. I decided, what the hell, I'll camp out tonight. I had my bow and sword, and I never believed most of those stories about 'monsters' in the woods. So I went to sleep, but around midnight I woke up, 'cause I heard voices off in the distance — people shouting and singing, it sounded like. So I got curious and crept

in close..." Norris shudders. "Oh, Freya protect me, I don't want to think... It was awful — there was this circle of, well, of things... The kind of things you only hear about in fairy stories — trolls, ogres, goblins... I've only seen their like a couple of times in my life, but there they were. And, what was worse... there were people there, too... People just like you and me — they wore masks and not much else, so I didn't know who they were. They were all dancing around a big flat rock, and on the rock was... Oh, gods... it was a man... I didn't recognize him, either, since they'd cut him up so badly... He was dead, and that was a mercy, after what they'd done to him..."

"But the worst thing of all was what was standing beside the big flat rock — it was a monster — huge, green-skinned, like a horrible old woman with long scraggly hair and claws, and eyes... Gods, her eyes. I think she may have seen me, 'cause she turned her head my way, but I didn't stay to find out... Gods, no... I lit out of there and ran, and ran until the sun was up, and ran back across the fields back to my home, and tried to forget all about it... Gods, I want to forget, believe me. I want to forget very much. Give me another drink."

Of course, the unfortunate Norris witnessed a sacrificial ritual overseen by Sha'xana and her minions, and to this day he still has nightmares about the incident. The DM can simply leave it at that, or can later tell the players that Norris has vanished mysteriously. Later on, his corpse may be found near town, horribly mutilated, or the DM can leave his fate ambiguous.

8. Scribe

Though it might not seem that way, Bolingen the scribe is an important individual in town. Literacy is not common among the townsfolk, and even civil leaders such as Rutiger are not terribly skilled with their letters. Bolingen spends much of his time writing contracts, bills of sale, correspondence, and legal documents for elders, farmers and shopkeepers. His home is his place of business and kept in pristine order, with stacks of parchment and vellum, neat rows of quills and inkpots, a number of desks for various tasks and a small but impressive library of books that include poetry, plays, histories and volumes on the local flora and fauna. Bolingen's honesty and craftsmanship belie the fact that he is a leading member of the Cult of the Demonheart, and one of the few locals who actually committed evil acts, including sacrificing living victims during moonlit forest ceremonies. For his loyalty, Sha'xana has gifted him with several items, including an amulet of undetectable alignment that will frustrate any attempts by the PCs to determine his true nature.

Bolingen, Male Human Exp9: CR 8; hp 46; see NPC Appendix for details.

Cultists

Bolingen is the closest thing that Melitha has to a second-in-command in town, though she also calls upon the services of other toadies such as Rygar as well (Bolingen is unusual in that he did not need to be blackmailed into cooperating with the cult). He is quite intelligent and cunning and will never actually participate in any of the incidents listed save as a last resort (his poison skills have occasionally served the cult well in the past). He will, however, direct some of the town's lower-ranking cultists to carry out a campaign of observation and harassment against the PCs, hoping to turn the town against them, force them to leave, or at least frustrate their attempts to investigate what's happening in the forest. Some incidents that Bolingen may be indistinguishable from the Young Hunters' pranks, which will make it harder to determine who the real culprits are. Some suggested incidents include:

- * Graffiti and demonic symbols painted around town or in the PCs rooms at the inn.
- * Theft of magic items, spellbooks, or weapons.
- * Sabotaging armor and equipment to reduce their effectiveness (cutting straps, treating armor with acid or other foul substances, dulling swords, poisoning or spoiling rations and water, etc.).
- * Unleashing minor summoned creatures such as quasits or dretches to wreck havoc in town, causing destruction or terrorizing citizens.
- * Bolingen may use his poison skills to try to cripple or slay one or more PCs if they start getting too nosy or close to the truth, or may poison an important witness or contact.
- * Later in the adventure, the cultists may openly kidnap townsfolk or farmers from outlying homes and take them into the woods for sacrifice; worse, they may simply set up isolated homes as impromptu Demonheart temples and perform sacrifices on the spot.

After Melitha and the cult have been exposed in Chapter Eight, Bolingen and any surviving cultists will quickly leave town, but will return along with Sha'xana's army as they assault Tanner's Green in Chapter Nine. Most or all of the remaining cultists will perish in the battle, but if the DM wishes, Bolingen and a handful of cultists may be among Sha'xana's minions during the final battle.

9. Seamstress

Though she is over 90 and almost blind, Tabisha remains a skilled seamstress, working by touch, by feel and by experience. She has maintained this small business and home here for as long as anyone can remember, crafting and mending clothing for the townsfolk. Despite her advancing years, Tabisha doesn't miss much, and overhears all sorts of idle comments, which she weaves into an intimate knowledge of the village and its goings-on. She keeps her secrets

as well, but anyone who can make friends with Tabisha may learn a number of especially juicy rumors or facts about the town. These include:

- * Melitha is unfaithful to Narbo and is having affairs with numerous villagers.
- * Melitha also may have been involved in the death of Narbo's first wife, the mother of his two children.
- * Some villagers are involved in some kind of secret society that's up to no good.
- * Yvonna, the wise woman who lives nearby, is a good woman with unusual druidic powers.
- * Rutiger's accountant, Uvasta, is robbing his master.
- * Rygar, the wealthy sheep-rancher, is one of Melitha's conquests, and engages in secretive activities in his home late at night.
- * Despite his skill as a mayor and negotiator, Rutiger seems blissfully unaware of the darker side of Tanner's Green and its citizens.

Tabisha, Human Female Exp12: CR 11; hp 9; AL N; Str 6, Dex 11, Con 8, Int 15, Wis 18, Cha 12.

10. Stonemason

Most heavy stonework, carving and construction is done under the supervision of Verugo, an aging but still strong and active craftsman, who moved here with his parents nearly 50 years ago. Since then, he has made a name for himself and fit well into the community, until most cannot remember a time when he was not here. His shop/home is well-kept and of course sturdily built of carefully cut stone. Verugo himself is usually here, working in an outbuilding, painstakingly carving, chiseling and fitting stones, or creating elaborate decorations for richer townsfolk. He seems happy, and remains away from village intrigue.

Like many others, however, Verugo harbors a secret — his parents were criminals and came here to escape the law. A husband-and-wife bandit team, they robbed many, spiriting their wealth away, and concealing it deep in the Westwood. They spent their ill-gotten gold frugally, and the bulk of it remains hidden, though to Verugo's intense frustration, they never confided its location to him. He has gone searching for the gold on several occasions, but the Westwood is very large and he has met with little success. Should he ever make friends with the PCs, he might offer to share the wealth with them if they assist in finding it.

Verugo, Male Human Com4/Exp8: CR 11; hp 50; AL N; Str 11, Dex 10, Con 13, Int 14, Wis 12, Cha 11.

11. Carpenter

Marxus the woodworker creates fine furniture, decorative carvings, and has no small skill as an architect and homebuilder. He is a slender, unassuming man with thinning black hair and a large nose, possessed of

a pleasant if reserved manner. His wife Danietta maintains the home and keeps the books, and together they seem to be a very serene and successful couple with few if any bad qualities. In reality, they are both dedicated Demonheart cultists, but have done nothing blatantly evil short of attending ceremonies and witnessing animal sacrifices. Marxus and/or Danietta may turn up later in the campaign among demon cultists, or their slain bodies may be found after a battle.

Marxus, Male Human Com2/Exp6: CR 7; hp 39; AL CN; Str 15, Dex 12, Con 15, Int 11, Wis 9, Cha 12.

Danietta, Female Human Com 6/Exp2: CR 7; hp 26; Str 9, Dex 16, Con 11, Int 14, Wis 10, Cha 13.

12. Homes

This area consists primarily of small dwellings made of wood or stone, where most of the town's inhabitants live. It's a generally friendly place, where folk greet each other in the street, work together to keep the place tidy, and no one locks their doors. This may well change over the course of the adventure, as the dark seeds of chaos and evil take root in the town.

Villager, Com 1: CR 1/2; hp 2; AL N.

13. Temple of Freya

This small white temple was built of field stone soon after the town's founding, and has stood on this low rise near the center of the village ever since. It can seat about 150 worshippers, and holy day services

are standing room only. The temple serves as a rallying point and social center for the townsfolk, who retreat here for their last stand in Chapter Nine.

High Priestess Helana oversees two acolytes, Danya and Lanare. She oversees morning services and presides at weddings, christenings, funerals and other important events, though from time to time she leaves more mundane or less crucial duties to an acolyte. The place is kept spotless and is a truly pleasant place to be, filled with the love and blessings of Freya.

As the focus of worship for the good folk of Tanner's Green, the temple has been quite busy of late, as rumors of evil in the dark woods have spread throughout the village and surrounding areas. Helana, her two acolytes, and her small staff of assistants have had their hands full seeing to the spiritual welfare of the villagers, for where once they dealt with occasional crises of faith, minor healing and routine rituals, they have now been called upon to act as a bulwark against darkness, and provide the townsfolk with comfort in grim times. They are understandably harried and overworked as a result, and would be grateful for any assistance that the PCs can provide.

The temple boasts a small but well-stocked library of sacred texts, histories and records going back at least 100 years. In addition to other sources of information on the mysteries that the PCs uncover during the course of the adventure, they can also do research here, making Gather Information checks to find out facts that might otherwise have been overlooked.



Incidents at the Temple

The very existence of a temple dedicated to a good goddess is offensive to Sha'xana and the other demon-worshippers, and she knows that if the temple is discredited or destroyed, it will help her overcome any local resistance to the cult.

Initially, as noted above, Sabazios's cultists keep a low profile and do not commit overtly evil acts, thus maintaining at least an ostensibly neutral alignment. As the adventure progresses, however, they will commit increasingly outrageous acts against the temple and its attendants, some of which may involve the PCs.

* Helana complains that some of her older books have gone missing over the past several months, including one very rare book describing the early history of the region. Some may accuse the PCs of the thefts, especially members of the Young Hunters or the Demonheart Cult, but Helana will not believe them. In reality, Melitha stole several important books hoping to glean information on the Demonheart and the Trae'este (see Chapter Six).

* Helana asks for assistance in translating some documents pertaining to local history; these documents can provide the PCs with more clues or mysteries regarding the woods, the Trae'este, Sha'xana and the Demonheart. They may also refer to other books, which turn out to be missing (see above).

* One or more of Helana's assistants has fallen ill and she asks that the PCs (especially any clerics in the group) assist with holy day services. Investigation reveals that the assistants are actually ill because the temple's water supply — which is used during holy day worship — was poisoned. If the poisoned water is not revealed before holy day, many members of the congregation may fall ill and some may die. The water was poisoned by some of Sha'xana's minions, and the PCs find clues suggesting that it was goblins or gnolls from the forest who sneaked into the temple.

* One morning, the words "Death" and a number of arcane or demonic symbols are painted on the walls and door of the temple. The PCs can help investigate the incident, and the perpetrator may be a cultist (who will have disappeared by the time the PCs come to find him) or one of the Young Hunters, who committed the vandalism as part of a simple prank.

Helana, Female Human Clr4: CR 4; hp 16; see NPC Appendix for details.

Danya, Female Human Adp3: CR 2; hp 10; AL NG; Str 9, Dex 13, Con 11, Int 13, Wis 16, Con 12.

Lanare, Female Human Adp2: CR 1; hp 3; AL NG; Str 11, Dex 11, Con 9, Int 15, Wis 15, Con 10.

14. Town Hall

One of the newest buildings, the town hall is built of wood and stone and, with two stories, is easily the settlement's largest structure. Rutiger and the town elders meet here on a weekly basis to discuss important issues, and the townsfolk often use it for celebrations, weddings, feasts and similar events. The view from the second story is quite spectacular, providing a clear glimpse of the rich green fields and the dark forest beyond. This may prove useful to the PCs when enemy forces menace the village in Chapter Nine.

Captain Ivis and the militia also use the town hall as their headquarters. At any one time, 2d4 villagers are on duty as militia, and in emergencies, Ivis can call upon a group of up to 50 militia to defend the town — most of these individuals are simply peasants

Incidents with the Militia

Captain Ivis and his militia are in charge of maintaining the safety of the village and the security of its inhabitants. In reality, with the exception of Ivis himself, they are local farmers, merchants, ranchers and other townsfolk, with about enough training to know which end of a sword to hold. The adventurers are a far more experienced group, and Ivis hopes that they can assist him in some of his endeavors, especially given recent troubling events. Some suggested interactions with Ivis and the militia include:

* A number of local inhabitants have vanished in the past several weeks and months, first from more remote farmsteads and ranches, but more recently, individuals from the town have also gone missing, and the militia isn't up to the task of tracking them all down. Ivis may ask the PCs for assistance in the search for some missing townsfolk; if they agree, the PCs may not have any more success than the militia, or they may find ominous signs such as blood trails, tracks of non-humans, or other evidence of violence.

* Ivis may ask the PCs to help him track down a worg or other wild animal that has been killing livestock. Locating the animal and disposing of it can help form a closer relationship between Ivis and the PCs, and may also bring Ivis into conflict with druids or other nature-worshippers, who may not want the animal destroyed.

* The PCs are asked to investigate another "disappearance" that simply turns out to be a number of Young Hunters who have gotten themselves lost (and possibly drunk) in the forest. This may make the adventurers skeptical about Thad's disappearance in Chapter Five.

* There are rumors of banditry in the woods — some merchants have been robbed and there are stories of a small group of outlaws preying on locals. Ivis asks the PCs to help investigate; they locate the bandits, but find they have been slaughtered by some other creatures from the forest — goblins, gnolls or worse.

with sticks, but a few have received real training and have one or more Warrior levels.

Captain Ivis, Male Human Ftr5: CR 5; hp 49; see NPC Appendix for details.

Militia Warrior, War1: CR 1/2; hp 4; AL NG.

15. Rygar's Villa

While Mayor Rutiger is highly successful and influential, he is not the wealthiest individual in Tanner's Green. That honor falls to Rygar, a retired sheep rancher who claims to have earned his substantial wealth through hard work and clean living. He lives here with his wife Anye and his twin sons Vald and Kebro. In reality, Rygar's riches were given him by Sha'xana and her allies, and he acts as one of her agents in town, gathering information and reporting on villagers' activities. As the unpleasant truth dawns on Rygar that he is actually in thrall to a cult of demon-worshippers and their hellish leader, he has grown more and more reluctant to help, but Sha'xana keeps her hold over him by threatening his family.

Rygar, Male Human Ari5/Exp4: CR 7; hp 65; see NPC Appendix for details.

Anye, Female Human Ari2: CR 1; hp 6; AL NG; Str 10, Dex 15, Con 9, Int 15, Wis 13, Con 9.

Vald, Male Human (non-combatant): CR -; hp 1.

Kebro, Male Human (non-combatant): CR -; hp 1.

16. Rutiger's Home

Mayor Rutiger is a successful businessman, owner of a prosperous farm and also chief seller of general merchandise in town. These days he leaves the daily running of the farm to his foreman, and lives in this pleasant villa with his family. His wife, Tabena, is known as something of a town busybody, spending much of her time poking her nose into others' business and gossiping with her friends, while Rutiger's son Bodo is a dissolute type known to run with the Young Hunters. His youngest is his two-year-old daughter Meda, whom he is known to dote upon shamelessly.

Tabena's inquisitiveness is known throughout town, and she is only too happy to share her suspicious and observations about who is stealing from who, what husbands are having affairs with what wives and who has been seen overindulging and fighting in local taverns. She turns a blind eye to her own family, however, ignoring Uvasta's thefts and Bodo's improprieties, and is blissfully (and possibly willfully) unaware that Rutiger himself is one of Melitha's several lovers in town. For her part, Melitha uses her status as Rutiger's "dirty little secret" to wrest concessions and information from him, while all the while proclaiming her endless devotion to and love for him.

Incidents with Rutiger

Rutiger at first tries to tolerate the PCs, hoping they will leave quickly, but as the situation grows more and more difficult, he begins to blame them for the misfortune that has befallen the town. The PCs' conflicts with Rutiger will form the basis for suspicions about the PCs in Chapter Six. Here are some possible incidents.

* Rutiger may ask Ivis to call in the PCs and quiz them about their past histories and their intentions in town. He will give a "we have a quite little town here" speech and caution the PCs to behave themselves, but successful Sense Motive checks will reveal that he is nervous and a little bit afraid of the party.

* After an incident with the Young Hunters or other villagers, Rutiger will show up at the PCs' rooms in a foul mood, angrily telling them that they are disturbing the peace of his little town, and suggesting that it might be best if they left altogether.

* Other NPCs may tell the party that Rutiger is grumbling about them, and wants them gone.

* If the Young Hunters or the cultists try to frame the PCs for any crimes, or start any kind of altercation, Rutiger will assume that the PCs are guilty and insist that Ivis arrest them immediately. Ivis, for his part, will investigate carefully and find the truth. In most cases, he will exonerate the PCs and tell Rutiger, who will react badly, and threaten to fire Ivis and replace him (it's a hollow threat — no one else in town is qualified to take Ivis' job).

* Toward the end of the adventure, before his death, Rutiger will clumsily offer the PCs a bribe to leave town; if refused, he will grow belligerent and start shouting at the party members, an incident that will be observed by several other townsfolk.

Rutiger does not like having outsiders in town "causing trouble" and will immediately be in conflict with the PCs, a situation that will cause suspicion to fall on the party when he is murdered later in the campaign.

Rutiger, Male Human Exp3/Ari6: CR 8; hp 37; see NPC Appendix for details.

Tabena, Female Human Exp1/Ari3: CR 3; hp 20; AL N; Str 8, Dex 11, Con 12, Int 9, Wis 8, Cha 16.

Bodo, Male Human Ari2: CR 1; hp 9; AL CN; Str 15, Dex 10, Con 13, Int 9, Wis 10, Cha 10.

Meda, Female Human (non-combatant): CR —, hp 1.

Chapter Two:

“Something is Stirring”

These events take place soon after the PCs' arrival in Tanner's Green. They may have already started to investigate the disappearances and encountered some fear and resistance from the townspeople, but this is the first major incident to occur since the party's arrival. It introduces two important allies — the wood elf Areus and the druidess Yvonna, as well as providing a first glimpse of the Demonheart cult and its leader, the fiendish hag Sha'xana.

Adventure Overview

This adventure begins with the arrival of the wood elf Areus, who has been sent by his tribe to investigate strange goings-on in the Westwood. He meets with the druidess Yvonna, and the two decide to approach the PCs. Areus asks that the party accompany him to Yvonna's cottage. After meeting the druidess, the party journeys to a sacred sylvan glade where she summons her forest allies. While meeting with the sylvan creatures, the glade comes under attack, and the PCs must aid Yvonna in defending the place.

Once the attackers have been driven off, Yvonna tells the party that the source of the disturbance lies deeper in the forest, and asks that they go there to gather more information. Areus accompanies the party as a guide and ally as needed.

The party locates the center of the disturbance — an ancient altar used for blood-sacrifice by the cult of Sabazios. It is in use again, and the party arrives just in time for a horrifying ritual in which human cultists and their evil outsider allies prepare to sacrifice an innocent victim. If the party manages to rescue the victim, they will come under attack from a number of especially powerful creatures led by Sha'xana herself, and will be forced to flee along with the freed captive.

The adventure concludes with the return to Tanner's Green. The party will have learned that dark forces are gathering in the forest, and Sha'xana and her allies will know that they face a new and determined foe.

A Visitor in the Night

Areus the wood elf visits the PCs to bring a message from Yvonna. How he meets the party is up to the DM. Areus could simply approach the PCs during a meal, knock on their door or — if he is feeling mischievous — sneak into their rooms and appear unex-

pectedly at an especially inconvenient moment. Regardless of his means of egress, he will ask to speak with the party. Read or summarize the following text.

“I am Areus,” he says, “warrior and scout of the Forest Wolf Clan. I have been asked to watch you and learn your intentions. I have done so and am satisfied that your intentions are good — I now believe that you can assist us in the struggle that we are certain is coming.

“I speak for the druidess Yvonna, who dwells on the edge of the Westwood a day's ride from here. She has asked me to speak with you, and asks that you come to discuss a matter of great importance. If you agree, I am to guide you to her home. This is all I can say at this time, but I urge you to agree, for I believe that the fate of this human village, and of all the surrounding lands may hang in the balance.”

How can a self-respecting party of adventurers turn down an offer like that? If questioned, Areus will repeat Yvonna's request. He will also divulge information about himself to the extent that he was sent here by his tribal elders, whose visions suggested that acts of great evil were being committed in this part of the forest. See the NPC Appendix for more information on Areus and his personality.

If the party agrees, Areus insists that they leave immediately. He guides them north of the town, along the edge of the Westwood. Encounters are not necessary during this time, but the DM may provide one or two to keep the party on its toes. The party reaches Yvonna's hut one full day later.

Areus, Male Elf (Wood) Rgr8: CR 8; hp 37; See NPC Appendix for details.

The Druidess

As Areus guides the party to Yvonna's hut, read the following.

The shaggy green trees of the Westwood are uncomfortably close. Even those who have lived in the wilderness feel a sense of menace emanating from the shadows beyond. On the edge of the forest is a small clearing. It is surrounded by stone menhirs, each about three feet tall and carved with spiral patterns, creating a roughly circular area, about 100 feet in diameter. Inside the circle

you can see thick vegetation — rich green shrubs, some of which bear succulent berries or bright white or red flowers; small trees, their branches thick with fruit; thick growths of fern; and near the center is a great willow-tree, its ancient trunk black and gnarled. Its green and leafy branches seem to protectively surround a small hut with a round door and a stone chimney from which a trickle of smoke issues.

“The home of the druidess Yvonna,” Areus says. “She is waiting.”

A DC 11 Spot check will reveal the tiny eyes of numerous small creatures that scurry through the surrounding undergrowth as the party approaches. A few squirrels and rabbits are immediately apparent, but these keep their distance, wary and suspicious.

The PCs can approach the hut any way they wish. There is a pull cord that rings a bell; if summoned, Yvonna opens the door and greets the PCs. Read or summarize the following.

“I am Yvonna,” the woman says. “Come in peace and be welcome.”

She is indeed a beautiful woman, her slightly pointed ears revealing her half-elven heritage. She seems to truly belong in this place, and is as much a part of her surroundings as the ferns or the great, protective willow. Her dark gold hair is bound up in a single braid, her eyes are a rich violet. She wears a simple green shift that is decorated with necklaces of carved stone and bone, and a dark-colored cloak is fastened around her shoulders with a copper pin bearing a spiral sigil. She also wears a belt that is hung with various pouches and small bags. There is a silver ring, also with a spiral symbol, on one of her long, delicate fingers.

“I am glad you came,” she continues. “Enter. Please.”

Full details on Yvonna can be found in the NPC Appendix. Her alignment is neutral good, and despite a life filled with rejection and prejudice, she continues to be a merciful and compassionate individual.

The interior of the hut is somewhat rough and crowded, but most PCs will find it pleasant and comforting. There is a fire burning, and the walls are lined with shelves set with jars and pots. She offers the party tea and bread, both of which prove to be excellent, and bids them sit around her small table while she addresses them.

Yvonna, Female Half-Elf Drd6: CR 6; hp 39; See NPC Appendix for details.

“I have asked Areus to find anyone who might be of assistance,” she says. “He has told me of about you and we believe you to be trustworthy.

“Something is stirring, deep in the forest. Something has heard a call and now gathers its strength. What it is I cannot say at this time, but I know it is there. Even now I feel its touch — as I am sure you have as well. Do you know what I speak of? There is a taint of evil in the forest, in the streams, in the very air. Each day it grows. The beasts feel it as well, and are wary. Areus says that even the elders of his clan, many leagues from here, have also felt the touch of evil, and see it growing in this place. Humans from the village have been disappearing, though the humans themselves are fearful to even speak of it.

“In my circle we are safe for now, but it may be that this thing which stirs will soon grow too powerful to resist. I ask that you aid me in seeking out this evil, and fighting it if we can.”

The PCs will certainly have questions now — however, Yvonna and Areus have told all they know of the evil rising in the forest. Yvonna knows some information about the region’s history, which she can share.

* This region was the scene of a fearsome conflict many years ago.

* The battle involved powerful outsiders.

* Both Areus and Yvonna confirm that this region was once home to a clan of wood elves known as the Trae’este or “Shadows in the Forest.” They vanished at about the same time as the mysterious battle with the outsiders. Their artifacts are still sometimes found today.



If asked more about the Trae'este, Areus answers.

"My elders spoke of the Trae'este. They were a wild and dangerous clan who shunned all contact with outsiders. We do not know how or why they vanished, but we fear the worst. Some of the oldest members of my clan felt a fearsome surge of arcane power at the same time that the Trae'este disappeared. They believe that the Trae'este practiced fell magics and consorted with dark forces. I come to see if the evil that stirs is that which the Trae'este awakened."

Yvonna tells the PCs that her various animals and fey allies in the forest have told her of gnolls and even stranger creatures abroad. Eventually, she will suggest that the party accompany her to her summoning glade, where she calls upon the leaders of the forest creatures, allowing the PCs to question them directly.

Death in the Glade

The PCs follow Yvonna and Areus to the druidess' summoning glade. Read or summarize the following.

Yvonna leads you through the forest for an hour or so. Your sense of dread and oppression seems to lessen when you are near the druidess, but it never leaves completely.

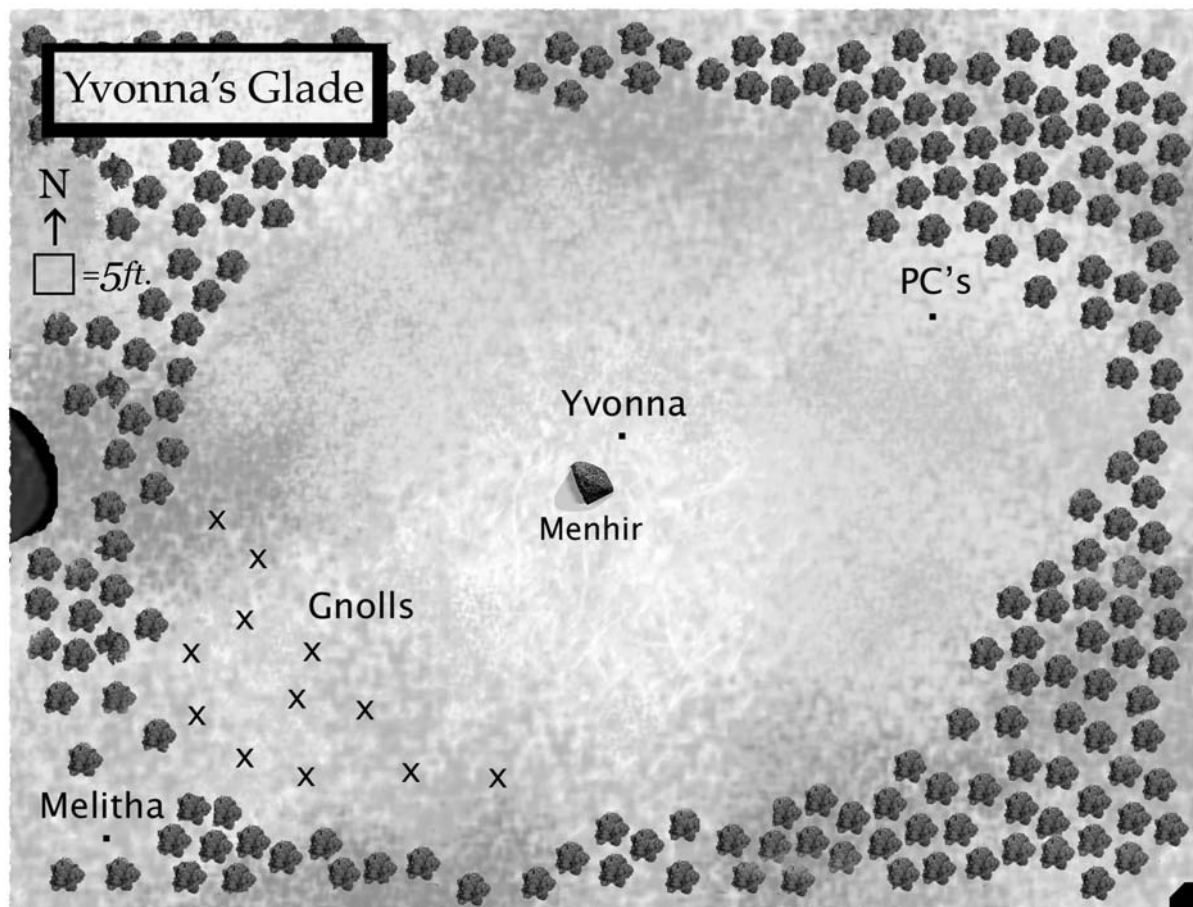
Outwardly, the forest seems normal — fir, pine, larch, a few ancient oaks grow in rich profusion and thick ferns cover the forest floor. Here and there you cross rushing streams narrow enough to leap across. Small animals scurry about and birds flutter from tree to tree. All the same, there is a sense that something is not right, as if you are being watched by something distant and only barely glimpsed.

"You feel it?" Yvonna asks. "I feel it too."

At last you reach a place where the trees and undergrowth thin and finally vanish altogether. You stand on the edge of a grassy glade, a hundred or so paces across. The unease you felt in the forest is gone now, replaced by the same sense of security and comfort you felt in Yvonna's circle.

The glade is covered in soft, green grass, dotted with white and yellow wildflowers. A small stream gurgles nearby. In the center of the clearing is a stone menhir, six feet in height, carved with the same spiral designs as those surrounding Yvonna's hut.

Yvonna tells the PCs that this is an ancient sacred glade once used by the Trae'este elves. She asks them to stay near the edge of the clearing as she calls upon her allies.



Yvonna stands near the menhir and raises her staff. A greenish luminescence surrounds the druidess as she chants softly to herself. Then, out of the nearby forest emerges a group of creatures, led by a lordly stag. There is a lynx, a rabbit, squirrel, bear, badger, fox and other animals — even a dragonfly, its wings glittering in the sun.

“These are the folk of the forest,” Yvonna calls. “They have given you let to speak with them. Approach.”

The animals seem quite nervous, but Yvonna will translate for them, passing on any information they have. Depending upon the questions the party asks, they can learn any of the following facts:

- * There are gnolls in the forest for the first time in memory.
- * Some creatures report seeing trolls.
- * A badger says that she saw a troll with two heads, but is not sure.
- * Dangerous magic that disturbs the peace and balance of the forest has been cast.
- * Humans have also been seen performing strange and bloody rituals.
- * Some animals have seen “ghosts” and other strange manifestations.
- * “Others” have been seen — these are outsiders, but the animals are unsure how to describe them.
- * Onarros, lord of the wolves, was captured by and sacrificed by humans recently, near a cluster of old ruins a day’s journey west.

This last item is the most important, as it points the party in the right direction. Areus says that he knows this place and can guide the party there.

Once the PCs have gotten all the information that they can, read or summarize the following:

Suddenly, the woods nearby erupt with harsh, howling cries, as a group of tall humanoid creatures burst from the trees. They are rangy, ugly creatures resembling upright hyenas, clad in worn leather armor, armed with a variety of weapons. Panicked, the animals scatter, fleeing back toward the safety of the forest.

The creatures are, of course, gnolls, sent by Sha’xana to dispose of Yvonna and her allies, all of whom could represent a threat to her plans. There are ten of the foul things, under the command of Melitha, wife of Narbo the Innkeeper (see the NPC Appendix for information on her secrets). She is in one of her several guises — this time as a seemingly beautiful nude human woman, her features concealed by a demon mask.

Melitha will not take part in the fight, but will instead watch from the safety of the trees, casting spells if the opportunity arises. PCs who make successful DC 15 Spot rolls will catch a glimpse of her lurking in the shadows — an ominous sight indeed. If the gnolls are defeated, she vanishes into the forest and cannot be located. She will be encountered again later in the adventure.

Four of the gnolls will stay at the edge of the forest and loose arrows, shooting at spellcasters first. The other eight will charge into melee, attacking the weakest-looking foe available first, preferably pitting two or more gnolls against each party member. Their primary target is Yvonna, who will fight to the best of her ability. Areus will also aid the party if needed.

Gnoll Warriors (12): CR 1; hp 11; see Monster Appendix for details.

Once the gnolls have been defeated, Yvonna will share some of her herbal remedies. She is carrying the equivalent of four *potions of cure light wounds* and one *cure moderate wounds*. She can also cast healing spells as needed. Yvonna will then ask that the party proceed to the ruins where Onarros the wolf died and find out what they can. Areus will guide them there, but she must return to her home to prepare more healing remedies, replenish her spells and heal if she is still wounded.

Into the Woods

The journey to the old altar will take at least one more day. The PCs can camp in the glade for the night to heal and recover spells, or they can leave immediately. Check for encounters once per hour using the Westwood Encounter Table (see the following sidebar).

Read or summarize the following as the party advances through the forest.

As you strike deeper into the forest, the trees become older and larger. Their bark is black, their branches thick and forbidding. Undergrowth is thick in places, and in others, untouched by sun light, entirely absent. Mushrooms sprout from rotting logs, and some trees are covered in thick growths of shelf fungus.

The terrain grows increasingly rough. You scramble down steep-siding ravines, treacherous slopes covered with tree roots and through close-growing thickets. The streams are now deep and slow-moving, their waters almost black.

The shadows are deeper here as well. On occasion, you are startled by sudden movements, only to look and see nothing. Even so, the persistent feeling of being watched never goes away, and grows only more pronounced the farther you go.

Encounters in the Westwood

Roll 1d6 for encounters once per hour; an encounter occurs on a roll of 1. Use this table for encounters in the Westwood unless noted otherwise in the chapter.

Die Roll

d100	Encounter
1-4	Bear, black
5-6	Beetle, giant: stag
7	Bloodsuckle**
8-10	Cave lion**
11-13	Centaur
14-15	Dire badger
16	Displacer cat*
17-18	Dryad
19-21	Ettercap
22-23	Ettin
24	Gallows tree**
25-27	Giant owl
29-31	Gnoll
32-34	Goblin
35	Hangman tree*
36-37	Lynx**
38-40	Monstrous spider
41-43	Mountain lion**
44-46	Ogre
47-48	Owlbear
49-50	Redcap*
51	Ronus**
52	Ryven**
53-54	Shambling mound
55-58	Skeleton
59-61	Skunk*
62-63	Sloth viper**
64-66	Smilodon**
67-68	Snake, rattlesnake, tiger*
69-70	Spriggan*
71-72	Sprite
73-74	Sprite, grig
75-76	Sprite, pixie
77-80	Stirge
81-83	Treant
84-86	Troll
87-88	Unicorn
89-91	Wolf
92-93	Witch grass**
94-96	Witch tree**
97	Wyvern
98-00	Zombie

*Found in Tome of Horrors from Necromancer Games

**Found in Tome of Horrors II from Necromancer Games

The party will reach the ruins after nightfall the day after they depart. Those who make successful DC 12 Listen checks as they approach will hear faint traces of chanting or singing in the distance. If the party seems reluctant to investigate, Areus urges them on.

When the party reaches the ruins, read or summarize the following.

The rising moon illuminates a chilling scene. The rocky clearing lies below you down a short rocky slope. It contains a number of old, crumbling walls and ancient columns, and in the center is a low, table-like altar. Surrounding the altar are at least 20 robed figures, all chanting in unison. Beside the altar, bearing a wavy-bladed dagger is an elven or human woman, naked save for a black hooded cloak and a fearsome demon-mask. A rush of movement catches your eye, and out of the dark sky overhead two winged figures flutter down to land atop two of the columns, where they perch, chattering excitedly.

Worst of all, when you look to the altar you see the bound figure of a female humanoid, staring in horror at the cloaked woman who steps toward her, brandishing the dagger.

The PCs may have already caught a glimpse of the masked woman during the fight with the gnolls — this is none other than Melitha, wife of Narbo the innkeeper, half-hag and secret member of the cult of Sabazios. The two winged creatures are quasits, sent by Sha'xana to watch the proceedings and report back to her. The bound victim is a dryad named Nadéa who was captured near her tree and taken here. She is already wasting away and will die if not returned to her tree within eight hours, but the cultists are planning to shorten that period dramatically.

The PCs will have to act quickly. If they hesitate too long, Melitha will sacrifice the dryad and use her dying life-force to summon a vroock demon. If this event occurs, the party will either have to flee or face the rampaging demon.

Vroock: CR 9; hp 115; see Monster Appendix.

The cultists are all local villagers and farmers — as they are in a religious frenzy and if the party attacks they will defend Melitha with their lives. Any attack before the dryad is killed will interrupt the ceremony, however, and prevent Melitha from summoning the vroock. Melitha will cast some spells to aid the cultists and slow the PCs, but will once more attempt to flee, as maintaining her secret identity in town is far more important than this ceremony.

The quasits will turn invisible, then flap around in the air overhead, staying well away from combat, using their fear abilities on the PCs as the opportunity aris-

es. If the cultists are defeated, the quasits will flee into the night, going to summon Sha'xana (see below).

Areus will assist the PCs as best he can, but the majority of the fighting should be left to the party. His chaotic nature will be revealed if any cultists are captured, for he will attempt to kill them when the party isn't watching.

Cultists (20): CR 1/2; hp 3; see Monster Appendix for details.

Quasits (2): CR 2; hp 13; see Monster Appendix for details.

Melitha, Female Half-Annis: CR 10; hp 36; see NPC Appendix for details.

The Face of the Enemy

If the PCs defeat the cultists and one or both quasits escape, they will warn Sha'xana, who is nearby with a couple of her favorite minions. If the party rescues Nadéa, she will sense the coming of the great hag, and will warn the PCs to flee, telling them that a foe is approaching who is beyond their power. If the unfortunate dryad was slain, the following even still takes place, but without her participation.

As the PCs struggle to catch their breath and assess the situation, have them make DC 10 Listen checks. Those who succeed hear the sound of heavy footsteps and snapping branches. If the PCs do not flee, read or summarize the following:

The trees shake violently as if in pain, and a nightmarish figure emerges from the forest. Half again the height of a tall man, it resembles a wizened, ancient female with scarred black skin and tangled white hair. Its elongated fingers are twisted into jagged claws, and it glares at you with evil red eyes. Fear radiates out from the creature in waves, and it is all you can do to stand your ground as she approaches. Two great trolls step from the trees behind her, brandishing clubs seemingly made from the legbones of giants. They look at you and chuckle darkly.

The tall creature speaks, its voice deep and grating.

"Flee now, little mortals," she growls. "Make sport for me and my lackeys." She points toward you and addresses her trolls. "Slay now, my little ones. Slay and feast."

But even as you turn to flee and the trio of horrors stride forward, Nadéa shouts in a voice like a mighty wind in the branches of an ancient tree.

"Onarros!" she shouts. "Spirit of Onarros, aid us!"

A swirl of shimmering sparks appears in the air, swiftly coalescing into the form of a huge, glowing wolf that flings itself at the female creature. She falls to the ground, struggling with the shining creature and the two trolls hasten to aid her.

"Run!" cries Nadéa. "Run now!"



If the PCs seem overconfident, and actually want to fight Sha'xana and the trolls, have more of the hag's minions emerge from the forest. Hopefully, they will eventually get the idea and run.

Sha'xana, Female Fiendish Annis, Sor8: CR 15; hp 78; See NPC Appendix for details.

Trolls (2): CR 5; hp 63; see Monster Appendix for details.

their "master" bade them perform the sacrifice, and that they did not question it. Most are local farmers or villagers, which should suggest the existence of a secret cult.

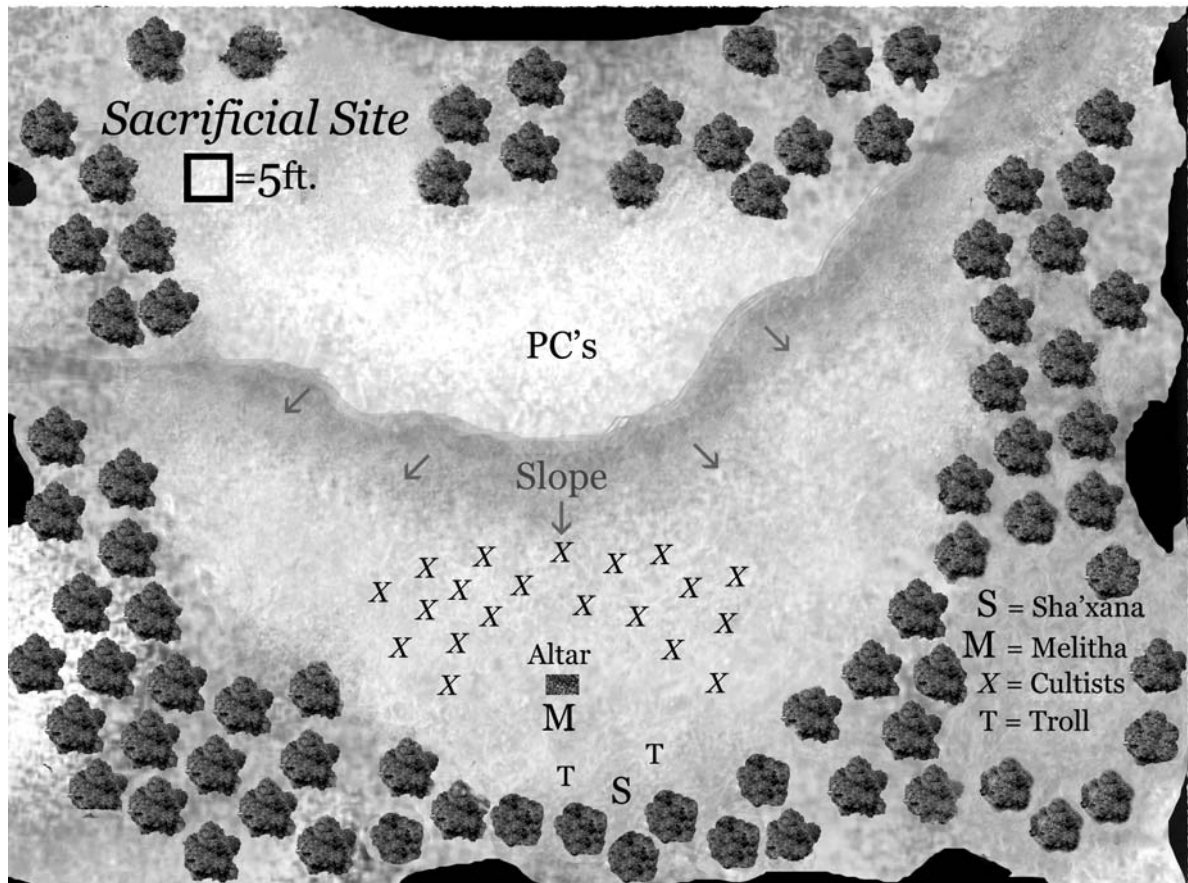
If questioned, the slain cultists' families will claim no knowledge of their relatives' activities, and if word of events in the forest gets out, some will be outraged, accusing the PCs of murder and demanding an investigation. Rutiger will demand that Captain Ivis look into matters, and in the end he will clear the PCs, but this satisfied neither Rutiger nor the angry villagers. Some of these locals are not the outraged innocents that they seem, however — many will prove to be secret followers of the cult of the Demonheart themselves.

The Aftermath

If the PCs are sensible enough to follow Nadéa's advice and run, they will escape from Sha'xana and her trolls. The shining wolf was, of course, the spirit of the wolf-lord recently sacrificed by the cultists, and will vanish back into the wilderness that he once guarded once the party has made good its escape.

Nadéa will ask that the party return her to her tree. If they refuse, she will seek it out herself. Should the PCs escort the dryad back home, they will earn 100 bonus XPs each.

Areus, who fought alongside the PCs, will disappear back into the forest. As noted above, he will not suffer any of the cultists to live and will kill any prisoners at the first opportunity. The idea of interrogating them seems almost incomprehensible to him. If any of the cultists survived, they will not talk, no matter what compulsion is placed upon them. Even if magically forced to tell the truth, they will say only that



Chapter Three: The Devil Tree

After the confrontation with Sha'xana, both Areus and Yvonna tell the PCs that they will research the situation and find out who and what the horrible creature at the altar was. A few days pass and spring rains drench the area.

Adventure Overview

When the Trae'este elves performed their ritual, they believed that their spirits would merge with those of the forest, forever one with the trees and animals and streams. They were only partially right. In reality, the wild elves' spirits remained separate entities at first, slowly growing together with the forest over decades and centuries. Over a millennium, they would surely join with the natural world as predicted, but now — a mere 200 years later — the Trae'este souls remain, separate from the Westwood's spirits, but also bound to them, occasionally manifesting themselves as true “shadows in the forest.”

Ordinarily this would not have been a problem — the Trae'este would slowly fade and their spiritual energies would nourish and enhance the forest. But the awakening demonheart has also caused foul things to stir in the Westwood, and now the Trae'este's souls are troubled and restless.

The Devil Tree also heard the demonheart's call. Contrary to Karthon's assertions, the tree is indeed more than it seems. It was originally the ancient treant, Crookbranch, a defender of the forest. Corrupted by Sabazios, Crookbranch helped his new master conquer the Westwood by driving the Trae'este from their shrine in the Verdant Grotto. When the Trae'este performed their ritual, many of their souls returned to the grotto, paralyzing Crookbranch and transforming him into a huge, harmless — but still somewhat frightening-looking — tree. As decades passed, Crookbranch grew into a mighty tree, his roots sinking down into the Verdant Grotto itself, at peace with the forest and the elven souls that now dwelt there.

Unfortunately for the Trae'este, Crookbranch was not entirely pacified. With the awakening of the demonheart, his consciousness began to return, still bearing the corruption of Sabazios. Now he uses the trapped elven souls for sustenance, draining their energy, hoping to free himself and once more stalk the forest. As Crookbranch is now a truly enormous tree, this would result in absolute catastrophe, as no power nearby can stand against him. Sha'xana herself is

aware of Crookbranch's return to semi-consciousness, and feels he is too unpredictable to aid in her plans. She too would like the ancient treant neutralized.

Crookbranch and the chambers below him have also become home to a clan of malevolent redcaps, who came here seeking shelter from Sha'xana's trolls, deeper in the forest. Crookbranch is happy to let the redcaps stay and has begun to influence them with visions and dreams, hoping that they will help defend him should he ever be attacked. The redcaps are being influenced by the evil treant's spirit, but are also fearful of the Trae'este “ghosts” that lurk on the lower level of Verdant Grotto, beyond Crookbranch's reach for the time being.

This adventure gives the PCs their first contact with the mysterious Trae'este and provides them with the Maiden's Chalice, a potent artifact that they will later use to restore the elven lich Valaeta to sanity in Chapter Eight.

The Hunter's Tale

The PCs are contacted by Captain Ivis on what he describes as “a matter of considerable importance.” Ivis may come visit them at the inn, send a written message or contact the party in town, asking that they meet with him at the town militia headquarters on the following morning.

At the meeting, Ivis introduces a grizzled, tough-looking man dressed in stained leather clothes. His name is Karthon, a hunter and woodsman, and he had a strange experience in the forest recently.

“I was out hunting with my dogs two days ago,” Karthon says. “I don't mind telling you that the forest has gotten, well, strange of late. Now, I'm not one of those who says you lot have anything to do with all this, but you have to admit — it's a little suspicious, what with you all arriving and all this strangeness in the woods beginning — ”

Captain Ivis clears his throat impatiently, and Karthon continues.

“Apologies. As I was saying, I was hunting in the woods with my two dogs — not afraid of anything, those two — near the Devil Tree. We just call it that, mind, since it has what looks like a devil-face in the bark. Not a real devil, mind you — I don't want you thinking we're all an bunch of simple bumpkins out here, thinking there's a devil

in the tree — ”

Ivis clears his throat again.

“Sorry. Well, you see, we were near the Devil Tree, and I’ll be hanged if I didn’t see a woman there. Well, not a woman, really — with all due respect, she was one of those elves. I’ve met one or two, and I know what they look like. I think she was some sort of spirit, though — all blue and shimmering like clear water. Dressed like a savage she was — practically no clothes on, feathers in her hair, skin covered with markings. Beautiful, though. And sad — she looked at me with big sad eyes and started to reach toward me. I wasn’t afraid, for some reason. I knew she meant me know harm. But before I could do anything...” Karthon pauses. “Something reached out of the Devil Tree — something long and black like an arm or a hand or a claw, but wispy and smoky. It reached out and grabbed her. She screamed, or at least made a face like she was screaming, as I couldn’t hear anything, and this thing... this black thing... it dragged her back, right into the Devil Tree. Not into the branches, but actually inside the tree. That was the last I saw of her, but I came right back and told Captain Ivis, as he’s asked us to report any strange doings in the forest.”

Now Ivis speaks.

“Others have seen these ‘ghosts’ in the forest. Wild elves with feathers in their hair, dressed like savages. I’m at a loss as to who they may be, but this story sounds alarming. My militia are just farmers with spears — the past few weeks have shown me that you are much more experienced in this sort of thing than we are... Perhaps you could look into the matter for me? I need to know if there is anything going on that might be a threat to the town.”

If the party agrees, Karthon refuses to go back into the woods, but provides them with an accurate map. The party may leave whenever they like, and the DM is free to play out the journey through the woods or not.

The Adventure

The DM can make the trip to the Devil Tree as short or involved as desired, including random encounters, etc. The trip into the forest takes several hours in any event, and eventually the PCs reach a rocky clearing where the Devil Tree itself stands.

The Devil Tree is well-named. It is a gigantic thing, at least 80 feet high, its gnarled trunk nearly 30 feet in diameter. The branches are thick with green-black leaves, its roots dense and numerous, sunk into the rocky ground like the separate

fingers of a drowning man. Its bark is heavy and dark, contorted into nightmarish shapes and, as Karthon described, the pattern in one place resembles a contorted, demonic face.

If the party approaches the tree, the shimmering blue image of an elf woman appears nearby. She is beautiful in a feral sort of way, clad in halter and loin-cloth, her skin decorated with wild tattoos. There are bone and stone charms woven into her hair, along with feathers, animal claws and other items. If the PCs watch, she beckons silently and motions for them to follow. She then disappears into the space between two large roots.

The elf-woman is Raen, a Trae’este priestess who aided in Crookbranch’s downfall. Her shade has just shown the way into the tunnel complex beneath Crookbranch’s roots. The PCs will find the entrance on a successful DC 15 Search check near where she disappeared.

The Verdant Grotto

This cave complex was once a sacred site of the Trae’este elves. They expanded on its lower levels,

The Redcaps

A clan of redcaps, then under the leadership of their chieftain, Ruádrich, arrived at the Verdant Grotto about a year ago, fleeing from the deeper forest. They had been driven from their home caves by trolls in service to Sha’xana, and were on the point of starvation when they located the caves beneath Crookbranch’s roots. Soon after they arrived, Crookbranch began influencing their shaman, Crimthainn, through dreams and visions. Soon, Crimthainn had superseded Ruádrich for control of the redcaps, and is now entirely under Crookbranch’s influence. The treant hopes to use them to protect him while he is vulnerable, and then have them serve as his footsoldiers and minions once his fully powers have been restored.

The redcaps are a stealthy and cowardly lot, preferring stealth and backstabbing to open combat. If the party approaches, they will turn invisible and harass the PCs, throwing poisoned daggers or rocks (for one point of damage each), and fleeing if challenged. They specialize in hit-and-run, and will use the restricted space of the grotto to their advantage. They especially hate elves, as they are terrified of the ghosts on the lower levels.

Note that the proximity to Crookbranch’s root system and structure allows the redcaps to take advantage of their +4 racial bonus on Hide checks.

transforming several of its chambers into a temple of the Trae'este god Navashala and also kept the Maiden's Chalice, one of their most sacred artifacts, here. Today, Crookbranch's roots have infiltrated the place, growing in and around the chambers which, never terribly roomy to begin with, are now even more restricted. The ceiling averages six to seven feet high, but in some places (marked on the map) is as low as three feet, requiring even Medium-sized characters to crawl, but allowing the redcaps full freedom of movement. There are roots and rootlets growing through the floor, walls and ceiling in many locations — the map only shows Crookbranch's larger roots.

The interior is dimly illuminated by a species of fungus that attaches itself to tree roots. Clumps of the unhealthy-looking pale fungus that resemble clusters of whitish spheres are found throughout the upper level, glowing with a sick bluish luminescence. Without artificial light, all attack rolls and other rolls that require sight are at a -2 penalty in the upper levels.

Upper Level

This level is accessible only through the entrance at location 1, shown to the PCs by Raen's spirit. If they are especially thick about searching for the entrance, Raen appears and once more bids them follow her into the tunnels.

1. Entrance

This entrance will well-concealed among rocks, debris and twisted roots, requiring a DC 15 Search to locate. Raen's spirit will risk appearing again if the PCs don't take the hint or search for the opening, but eventually Crookbranch will become aware of her presence and seize her with a twisted black claw made of insubstantial shadow-stuff. If this happens, Raen's spirit will be badly wounded and she will be forced to flee to the lower levels and not be able to manifest herself for several days.

The opening is about three feet wide, enough for a single medium-sized character to squeeze through. Inside, the passage opens up to about five feet wide and six feet high, dimly illuminated by root-fungi.

2. Spell Trap

The redcaps have set a trap here to prevent unwanted intrusion. If triggered, the trap will attract the attention of the two guards in Room 3.

The trap consists of a number of puffball-like fungi on the floor. Normally they can only be noticed on a successful DC 24 Spot check, or a DC 20 Search, as they are small and blend in with the floor. Anyone stepping on the puffballs will trigger the trap, which produces one of several malevolent fey magical effects.

Fey Spell Trap: CR 8; magic device; touch trigger; no reset; spell effect (see below); Search DC 20; Disable Device DC 32. Roll a d10 on the following table if the trap is triggered. The save DC for each spell is listed in parentheses.

Die Roll	Effect
1	Incendiary cloud (DC 22)
2	Irresistible dance (DC 22)
3	Power word stun
4	Polar ray (DC 22)
5	Horrid wilting (DC 22)
6	Prismatic spray (DC 21)
7	Reverse gravity (DC 21)
8	Insanity (DC 21)
9	Flesh to stone (DC 21)
10	Waves of exhaustion (DC 21)

3. Guards

Six redcaps are normally posted here. It is usually considered punishment duty, as no one has yet intruded upon the redcap's stronghold. They spend most of their time arguing, fighting or staring listlessly into space. They will be alert and will attack anyone who sets off the trap at Location 2, but otherwise will have to make Spot rolls to see the characters as they approach.

Redcaps (6): CR 2; hp 4; see Monster Appendix for details.

4. Crimthainn's Weasels

Crimthainn, the redcap shaman and present high priest of the great tree, brought two pets with him when his clan moved into the Verdant Grotto. His pair of fiendish dire weasels, Brix and Brax, now nest here, and sometimes accompany the redcaps on raids or hunting parties. The redcaps also feed them by throwing them a small animal or prisoner every now and then. The weasels enjoy playing with their food before dining. They are most active around dawn and dusk; if encountered during other hours, there is a 50% chance that they will be asleep, curled up on nests of torn rags, pine boughs and bones of their various victims.

Brix and Brax, Fiendish Dire Weasels (2): CR 2; hp 13; See Monster Appendix for details.

5. Ruádrich's Secret Room

The "secret" door is actually obscured by heavy root growth, and can be found on a successful DC 12 Search check. Behind the roots is this small rocky chamber, its ceiling about four feet high. Ruádrich has used this room as a stash for various items that he's stolen or looted from enemies. It's stacked full of boxes, bags, and miscellaneous bits of trash. Some is junk, some is actually valuable — he hopes to find out



some day and eventually lead a coup against Crimthainn and once more take his rightful place as leader of the clan.

Unfortunately for Ruádrich, some unpleasant visitors have moved into the chamber, keeping him away from his loot until he comes up with a way of getting rid of them. The room has become infested by 15 giant fleas, which are getting hungry and attack any living thing that enters. One of the fleas carries filth fever (see Monster Appendix).

Among the piles of junk are miscellaneous items such as clothing, shoes, books, scrolls, utensils, and various other items. Ruádrich placed all his coins in a large wooden box and all other items that look valuable in a burlap sack. The box contains 655 gp, 950 sp and 525 cp. The sack contains a number of mundane weapons and other items, but among these is a masterwork scimitar, a masterwork mace, a *+1 shield of light fortification* and a *rod of metamagic* (empower, lesser).

In addition to the other treasure here, there is a sack containing what appear to be six small brown puffball-like fungi. These are fey spell traps, identical to the one encountered at Location 2. They can be planted and used by the PCs if they wish. Carrying them in the bag is only dangerous, unless the bag is forcefully struck, fallen on, crushed, etc., in which case the traps will all trigger with the random effects listed at Location 2. They can be placed with a successful DC 10 Dex check. A failure indicates that the user accidentally triggered the trap and takes its effects.

Giant Fleas (15): CR 1/2; hp 5; see Monster Appendix for details.

6. Meeting Chamber

This cavern is somewhat larger than the others, with a roof that is a good eight feet high, allowing medium-sized characters to stand upright. The Trae'este used it for meetings when there was no space in the lower chambers, but today the Redcaps use it as living quarters. There are normally eight to 10 redcaps here (the DM should adjust the number depending upon the party's strength), normally engaged in resting, eating, gambling, counting coins or other idle activities. The place is reasonably clean, with bedrolls and various personal possessions stacked here and there.

Redcaps (8-10): CR 2; hp 4; see Monster Appendix for details

7. Secret Temple

The adept Crimthainn maintains a hidden shrine here, dedicated to the mysterious "god" that has sent him visions and appeared to him in his dreams. He shares the shrine only with his most trusted redcap companions. His loyal followers normally tend the chamber, and guard it against unwanted intrusion; most of the time there are five redcaps on guard duty here.

Redcaps (5): CR 2; hp 4; see Monster Appendix for details.

8. Garbage

The redcaps throw much of their uneaten food, offal and garbage here. The room is full of rotting material and unidentifiable debris. The redcaps unknowingly threw a dull-looking "rock" in here along with the garbage; this is the Maiden Stone, required for the Maiden's Chalice on the lower level, to work the ritual that will put Crookbranch back to rest. The PCs will probably not immediately want to search the room, but the Trae'este on the lower level will tell them about the Maiden Stone, and eventually they will have to search through the filth and rotting junk in here. Anyone searching the room must make a DC 12 Fortitude every minute or be nauseated for 1d4 minutes.

Searchers can Take 10 or 20 if they wish, but must make DC 15 (when taking 10) or DC 18 (when taking 20) Fortitude checks, or be nauseated for 1d4 rounds, and have to start over again (even if they passed the initial Fortitude check). Otherwise, PCs can make search checks once per minute, along with the Fortitude checks described above.

There are a number of items that can be found in the room, as the redcaps haven't been terribly discriminating about what they throw in here. Use the following chart to determine what searchers find. The DM can feel free to limit what is actually found — don't allow the PCs to find a gem or art object every time they check, for example — one or two of each is more than enough.

DC	Item Found
10	2d4 cp
12	4d4 sp
15	6d4 gp
18	Random gem
20	Random art object
22	The Maiden Stone

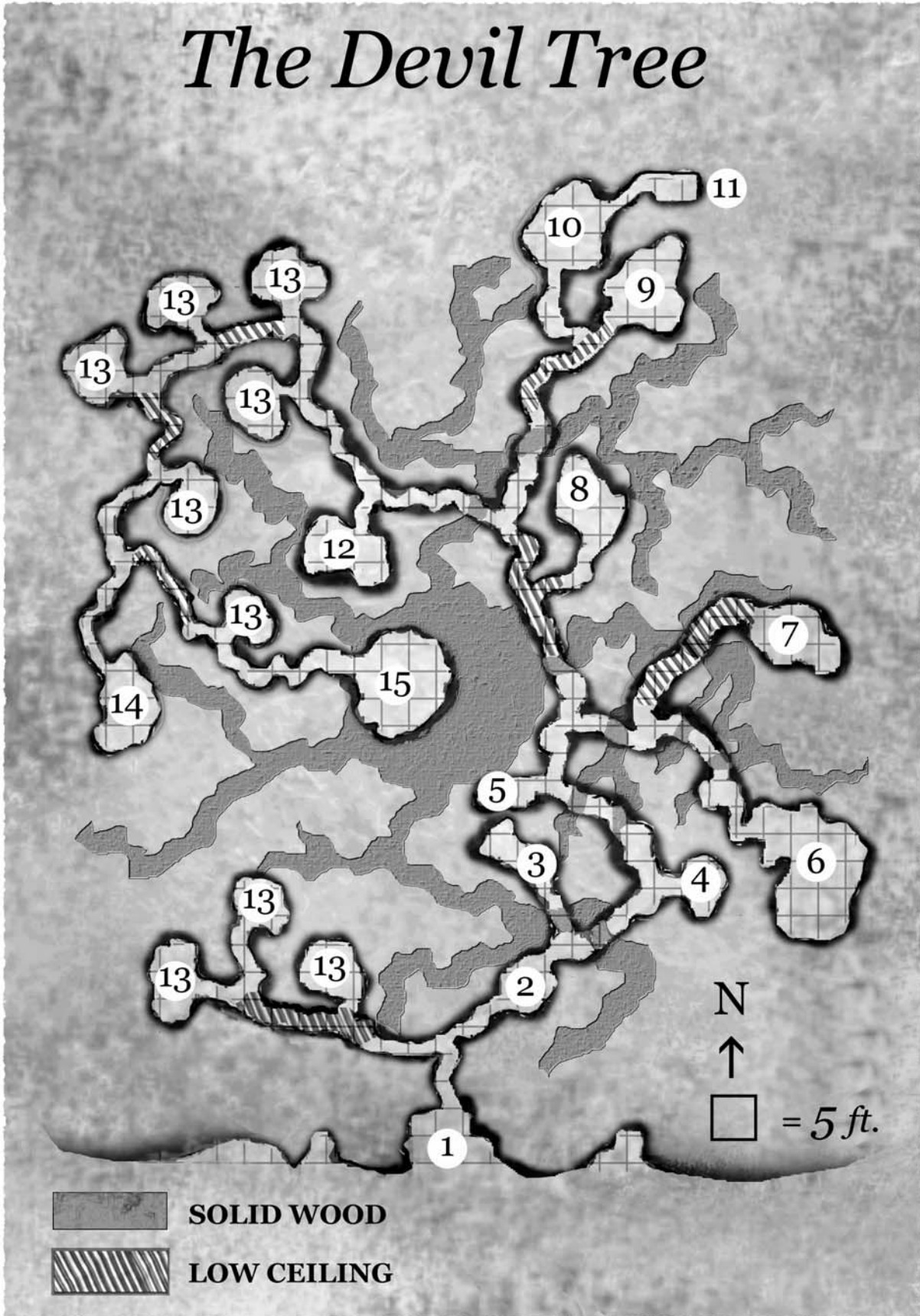
The room is also home to a trio of giant boring beetles. Presently, they are out burrowing through Crookbranch's roots; if the characters start to search the room, there is a 1 in 6 chance per minute that the beetles will appear and attack.

Giant Boring Beetles (3): CR 3; hp 37; see Monster Appendix for details.

9. Crimthainn's Chamber

The redcap adept Crimthainn, now leader of the redcaps, is normally found here, usually with two redcap guards. He claims to be receiving guidance from a higher power, possibly one of the redcaps' gods, but in reality it is the spirit of Crookbranch, trying to use the

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redcaps for his own purposes. If attacked, he will let his guards do the fighting in the cramped quarters, while calling for assistance from Ruádrich, who is normally in the adjoining chamber. Ruádrich will feign deafness and not help, as Crimthainn is his rival and took his place as leader of the redcaps.

The chamber is furnished simply, with bed, a chest and several sacks full of loot and possessions. The chest is locked with a poison needle trap — it was stolen from a merchant and now used to store Crimthainn's valuables. It contains 800 gp, a sack of 15 gemstones of various types worth 100 gp each, a *potion of bear's endurance* (Crimthainn doesn't know what it is and is afraid to drink it) and a *minor circlet of blasting* that Crimthainn has always intended to figure out how to use, but never has.

Crimthainn, Male Redcap Adp7: CR 8; hp 36; see Monster Appendix for details.

The Trae'este Spirits

The wood elves who once inhabited this grotto no longer manifest on the upper level for fear of Crookbranch. Occasionally a Trae'este can appear outside and appeal to travelers or passersby for aid, but such individuals are rare, and Crookbranch often attacks Trae'este who manifest outside, draining energy from them and sending them fleeing to the lower levels, beyond his reach.

The Trae'este spirits, caught between material and spiritual existence, are growing increasingly desperate, for they know that soon Crookbranch can reach them on the lower level and drain their energies, bringing him to full consciousness and once more allowing him to stalk the forest. The Trae'este know that this cannot be allowed to happen and are prepared to sacrifice themselves to prevent it. If the PCs manage to defeat Crookbranch, the Trae'este spirits will not have to destroy themselves, and will be able to assist the characters later in the adventure.

10. Guard Post

This room is unusual in that it actually has doors of a sort. The redcaps built crude doors out of scrap wood and metal and affixed them to the chamber entrance with improvised rope hinges. The redcaps built the doors to keep the "ghosts" off this level, which was futile given their insubstantiality, but Crookbranch's influence holds the Trae'este spirits at bay instead.

The chamber is usually garrisoned by four redcaps, who like the guards in Room 3 don't like the duty and spend most of their time goofing off and bickering, to hold off their terror of the ghosts.

Redcaps (6): CR 2; hp 4; see Monster Appendix for details.

11. Passage Down

A tunnel winds down from the point, emerging on the lower level. The redcaps stay out of this tunnel, fearful of the ghosts that dwell below.

12. Ruádrich's Chamber

Originally leader of the redcaps, Ruádrich has been supplanted by the shaman Crimthainn. He pays lip service to Crimthainn's legitimacy, but secretly believes Crimthainn is a fraud and that his "visions" are fabrications intended to gain power for the shaman. He hopes to take control of the clan again, but is willing to leave the other redcaps to their fate if necessary. Ruádrich is normally in this chamber alone or with four redcaps, cronies who also resent Crimthainn's leadership. If the party killed Crimthainn, Ruádrich will not fight but will offer to negotiate. He speaks broken common and can communicate after a fashion — he and his companions won't fight the PCs and now just want to leave. He will be true to his word and disappear, leaving the surviving redcaps to the PCs' mercies. Ruádrich will also offer information about the "ghosts" on the lower level and tell them that Crimthainn claims to have been receiving visions from a great tree-like creature, but he himself doesn't believe a word of it.

Ruádrich, Male Redcap, Rog6: CR 8; hp 31; see the NPC Appendix for details.

Redcaps (2): CR 2; hp 4; see Monster Appendix for details.

13. Living Quarters

Each of these chambers contains 2-8 redcaps, who spend their time sleeping, eating or arguing.

Redcaps (2-8): CR 2; hp 4; see Monster Appendix for details.

14. Prisoners

Four redcaps, bored out of their minds, stand guard outside this small chamber, where the clan keeps their prisoners. Redcaps have a ferocious hatred of other fey, and capture them for torture and similar amusements whenever they can. There are four pixies in this chamber, chained to the wall with miniature shackles. They have, of course, been relieved of their weapons, and their shackles prevent them from casting spells. If rescued, the pixies will flee, but not after first sharing information with the PCs. They will tell them that the great tree was once an evil treant, defeated by the magic of the wood elves who once dwelt in the region. They will further tell the PCs that the "ghosts" on the lower level are the spirits of the old wood elves, and are threatened by the evil of the

ancient treant, who uses them for sustenance. Finally, the pixies will express concern to the PCs, saying that their home territory, deeper in the woods, is being overrun by debased fey that have apparently been corrupted by some other powerful being (further details will be provided in Chapter Four). If the PCs ask about Sha'xana, the pixies will reluctantly admit that there are rumors of a fierce demon-hag somewhere in the forest, and that she may be the source of the growing evil.

Redcaps (4): CR 2; hp 4; see Monster Appendix for details.

Pixies (4): CR 4; hp 3; see Monster Appendix for details.

15. Central Chamber

This chamber is actually hollowed out of Crookbranch's interior. The treant itself doesn't mind terribly and, in fact, suggested it in visions to Crimthainn as he was taking control of the redcaps. The central chamber is accessible through secret doors crafted from Crookbranch's own wood and cunningly fitted to the main body of his root mass. PCs venturing down the passages that lead to this chamber will find a dead-end and a patch of dirty, dark living wood. A DC 15 Search will reveal the hidden doors, which can then be easily opened.

The passages to the chamber are narrow tunnels through the wood, a mere three feet wide, but they open into this large, dome-shaped chamber that is about 20 feet across, its domed ceiling rising to 12 feet at the center. Carved from Crookbranch's own dark wood, it is illuminated dimly by masses of root-fungus, and is where the redcaps place their loot and possessions for safekeeping.

Treasure: The redcaps lost many of their possessions when fleeing from Sha'xana, but have recovered some of their wealthy by waylaying travelers and good fey. The chamber contains ten sacks, five of which contain 200 gp each, three of which contain 350 sp and two that contain 500 cp each (Crimthainn likes to keep his money organized). There is also a small cache of stolen items that the redcaps haven't gotten around to testing or cataloging yet, including a suit of small masterwork chainmail, a masterwork longsword, masterwork crossbow, an *amulet of natural armor +2*, a pair of *boots of elvenkind* and a *cloak of charisma +2*, as well as numerous pieces of mundane clothing and knick-knacks. A small sack contains a number of potions that Crimthainn plans to identify later — three *potions of cure light wounds*, one *potion of bear's endurance* and a vial of arsenic poison (Ingested, DC 13, 1 Con/1d8 Con).

Lower Level

The ancient Trae'este are still relatively safe on this level, beyond the present reach of Crookbranch and his evil roots. The redcaps do not come down here much, considering it something akin to the underworld of their tree-worshipping faith. The PCs may see the spirits of the old Trae'este here, as per the room descriptions below. The level is also inhabited by a number of creatures who have found this a safe place and prey upon the redcaps on the higher levels, or upon unfortunates sent down here on errands.

The passages here average about eight feet high, and there are no roots to speak of. There is, however, no artificial lighting of any kind, so the party will have to provide its own. From time to time, ghostly Trae'este will manifest themselves, providing eerie blue illumination that is equivalent to the light of a single torch for each manifestation.

16. Grand Cavern

The passage ends here and opens up into this magnificent chamber. Stalactites and stalagmites are scattered through the cave, and in some places they have grown together into impressive natural columns. The natural limestone glitters with quartz, reflecting any light back. A few bats are clustered on the ceiling, but no other living thing is immediately apparent.

This great cave was used for meetings and worship, and the Trae'este considered it a holy place. Today only the ghosts of the Trae'este remain, and the PCs may see one or two wandering in the distance. They will not respond to any entreaties, but will flicker and vanish if pursued. The redcaps used to come down here, but between the ghosts and the cave fishers, they now largely stay away.

The cave is also home to a number of cave fishers, which are growing hungrier since the redcaps began to avoid the cave. They will eagerly attack any PCs who get too close.

Cave Fishers (5): CR 2; hp 22; see Monster Appendix for details.

17. Outer Shrine

A small shrine to the Trae'este goddess Anathéa is located here, in chambers cut from the living rock. The interior is smooth and curved, mimicking the lines of a natural cave. A single altar rises from the center of the room, carved in the shape of a stylized tree, with intertwining branches, dead and stark on one side and thick with leaves on the other. The chamber is still under the effects of a *hallow* spell, with the *aid* effect — the chamber was hallowed centuries ago, but the power of the god is still here, maintaining the effect. It will fade should the Trae'este spirits be consumed or driven out.

18. Inner Shrine

This shrine is constructed similarly to the previous chamber, but is larger and more elaborate. It is dedicated to the Trae'este god Navashala, and the walls are carved with bas-relief images of the deity. It is under the effects of a permanent *hallow* spell, with the effects of *bleed* and *remove fear*. Like the previous chamber, the effects of the spell will vanish if the Trae'este are destroyed.

19. Priest's Cell

The priest who tended the shrine lived in this small chamber, which was equipped with all the normal requirements for his daily existence. The chamber is empty now save for some fragments of wood furniture and scraps of rotting cloth. Among the junk on the floor (DC 20 Search) is a *potion of barkskin +3* and a *wand of cure moderate wounds* (16 charges remaining).

20. Acolyte's Cell

Two acolytes who aided the high priest lived here, and the conditions are similar to those in Room 20. A successful DC 20 Search will reveal an enameled brooch depicting the goddess Anathéa. The brooch is worth 500 gp, but is also sacred to the Trae'este, and they will want it returned after the PCs resurrect them in Chapter Nine.

21. Tentamorts

A pair of tentamorts lurk here. Like the cave fishers, they have been denied their usual diet of redcaps, cave beetles and other vermin, and are desperately hungry. They will attack from ambush in the shadows if possible.

Tentamorts (2): CR 4; hp 22; see Monster Appendix for details.

22. Antechamber

The ancient power of the Trae'este is strongest here, and keeps the other creatures away. This room is actually dimly lit with a faint silvery glow with no obvious point of origin, and after a few moments in the room, the images of Trae'este elves walking silently through the room can be seen.

The walls are carved with images of Navashala handing the chalice to a young Trae'este woman, and of her pouring healing waters from the chalice, driving off demons, trolls and other fell creatures. The doors to the next room, where the Maiden's Chalice itself is located, are made of solid oak, carved with stylized images of trees.

23. The Maiden's Chalice

This small chamber is brightly lit, and plainly decorated save for a raised column at one end, upon which rests a silver-and-gold chalice. A close inspection of the chalice reveals an empty setting in the front, which looks as if it once held a gemstone. In front of the chalice, a small spring bubbles with fresh water; these are the pure waters of the Verdant Grotto, which the Trae'este used to vanquish Crookbranch and which, with the help of the chalice the PCs can also use against the evil treant.

Behind the column stand three Trae'este spirits -- one is Raen, the priestess whom the characters saw earlier; the other two are Ma'qan, a male warrior-priest and Valena, another female elf who served as the keeper of the Verdant Grotto. All are similarly clad, in minimal buckskin outfits, their faces and bodies decorated with elaborate tattoos. Ma'qan is hairless, and his shaved head is also covered with tattoos. All look quite wild and dangerous, but the PCs will feel no immediate threat.

Now that they have reached the chamber of the chalice, the PCs will need to take some of the spring water in the chalice and pour it out in Room 16 on the upper level in order to put him to rest once more. The Trae'este cannot speak directly to the PCs, but any elves in the party will hear Raen's voice echoing in their minds. If there are no elves in the party, anyone who speaks elvish will hear the words. If neither are present, the Trae'este will try to communicate mentally through pictures and impressions, but these will require that the PCs make DC 13 Intelligence checks to comprehend.

If the Trae'este are able to mentally speak to the PCs, read or summarize the following:

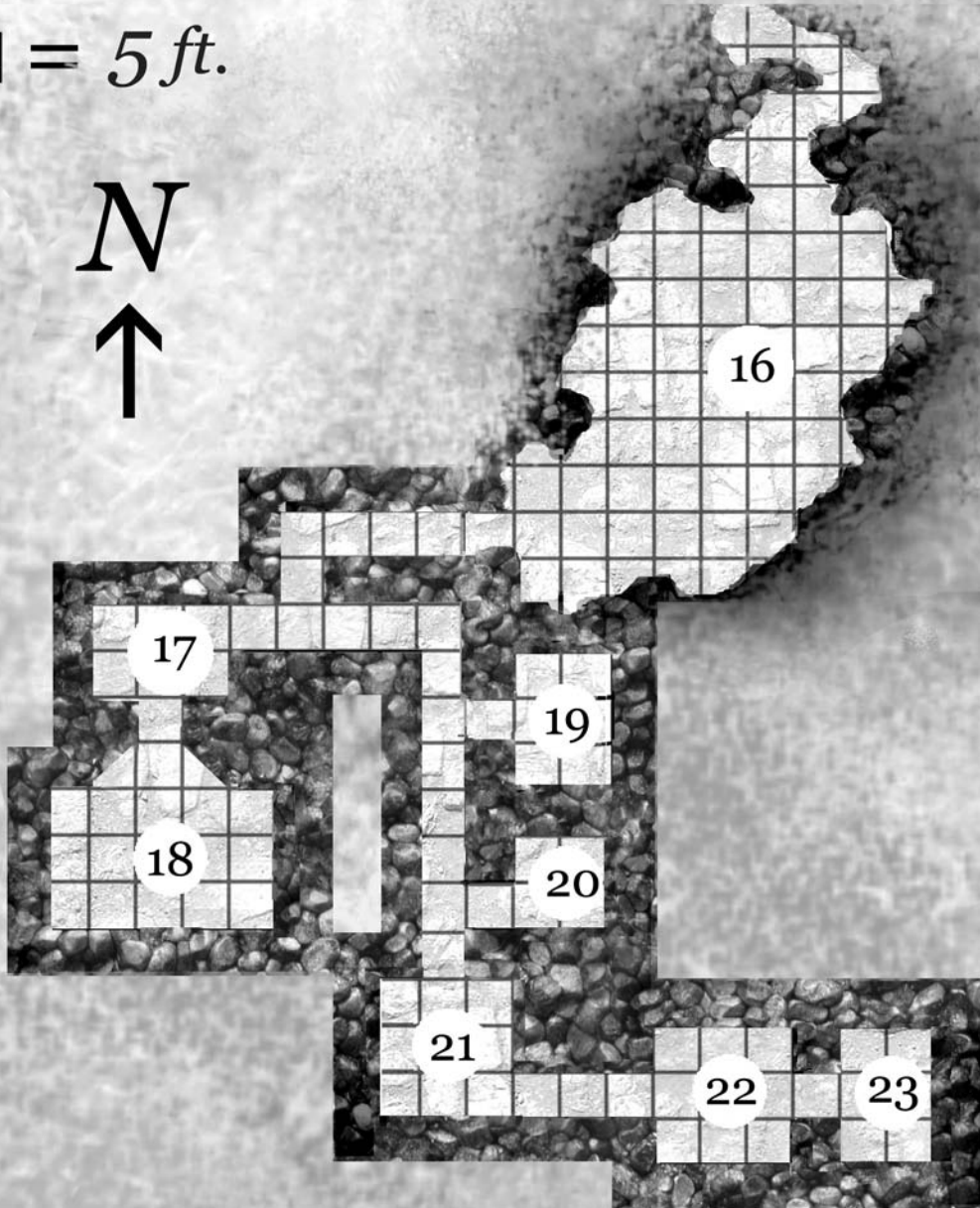
A voice echoes in your mind, speaking in comprehensible but strangely-accented elvish. "We have only a few moments to speak," it says. "The devil tree is the evil treant Crookbranch, who seeks to drain our life energies and return to full consciousness. We implore you to stop this... The Maiden's Chalice will put Crookbranch back to rest, but first you must find the Maiden Stone and place it in the chalice's empty setting. The Maiden Stone is somewhere in the chamber where the redcaps put their offal and debris. Once you've replaced the stone, take water from this spring, place it in the Maiden's Chalice, and pour it out in the central chamber inside old Crookbranch's trunk. Do this quickly, we beg you."

At this point, the three spirits fade, and the silvery light in the room begins to dim.

The Devil Tree

lower level

□ = 5 ft.



Defeating Crookbranch

The PCs will have to return to Room 8 and search for the Maiden Stone. Once the stone is replaced, they will have to take the chalice to Room 15. If the PCs have not found Room 15, they will have to search for it. Otherwise, they will probably be able to figure out Raen's request fairly easily. However, with the Maiden's Chalice removed from its resting place, Crookbranch is able to regain some minimal movement and autonomy, which he will use to stop the party.

More innovative party members may figure out that they can transport water from the spring in waterskins, canteens or other containers in order to avoid spilling it, and that the water can simply be poured into the chalice before it is poured onto the floor of Room 16. Otherwise, the party will have a hard time transporting a chalice full of water to the upper level.

Any redcaps who remain alive on the upper level will flee, with the exception of Crimthainn and three other loyal redcaps. Now entirely under Crookbranch's domination, they will endeavor to stop the PCs by stealing the water or the chalice, or by simply killing the entire party, sacrificing themselves for Crookbranch if necessary.

In addition, Crookbranch has regained limited use of his vast body, and large deadly roots will attack the party as soon as they enter the upper level. Each root should be treated as a separate creature. The GM can have several roots attack the party at once, depending upon the PCs' strength and condition.

Crookbranch's Root: CR 5; hp 57; see Monster Appendix for details.

In addition to the redcaps and Crookbranch's roots, the DM may also have various subterranean insects, disturbed by Crookbranch's movements, attack the party if they appear to be having too easy a time of it.

Crookbranch will fight ferociously to stop the party, but once they reach Room 18, there isn't much that he can do. The party may feel desperation and fear radiating from Crookbranch, and perhaps feel the strange, empathic sense that he is pleading with them to stop, but their mission requires them to pour water from the chalice into the chamber. Once this is completed, the great tree shivers violently and grows still. Crookbranch is once more at rest.

For the moment, the Trae'este's work is finished, and they will fade back into the earth and trees of the surrounding area. What the party does with the Maiden's Chalice is up to them — whether they choose to keep it or return it to the shrine, it will be needed again in Chapter Nine, when the party frees the Trae'este from their slumber.

Rewards

Sending Crookbranch to rest is a laudable accomplishment, and should earn each party member a 500 xp bonus. The consequences of failure, or of a party that refuses to do what the Trae'este ask are beyond the scope of this adventure. Suffice to say, the return of a gigantic, evil and largely demented treant to the forest would be a great catastrophe, and result in a 500 xp penalty for each party member. In the end, large portions of the forest would be destroyed, and it would fall to Sha'xana and her minions to destroy Crookbranch, lest he interfere with their plans.

Chapter Four: Court of Corruption

In the previous chapter, the PCs helped to put the evil treant Crookbranch to rest and in the process encountered a band of redcaps who were driven from their territory by trolls and corrupt fey. In all likelihood, the PCs also encountered a number of pixies who were being held prisoner by the Redcaps. Now, Areus the wood elf returns along with two pixies, asking for aid against the debased fey who have taken their territory. Areus also has more information from Yvonna on the identity of the unknown foe.

Adventure Overview

A delegation of pixies asks the PCs to help rid the forest of an infestation of evil — a band of corrupt fey have taken their lands and now threaten to destroy the forest. Venturing to the place, the adventurers encounter the Shadow-King, lord of the debased fey, who entices them into his own strange version of a human tournament. If the PCs win, the fey will leave; if they lose, they will have to flee for their lives.

Areus Returns

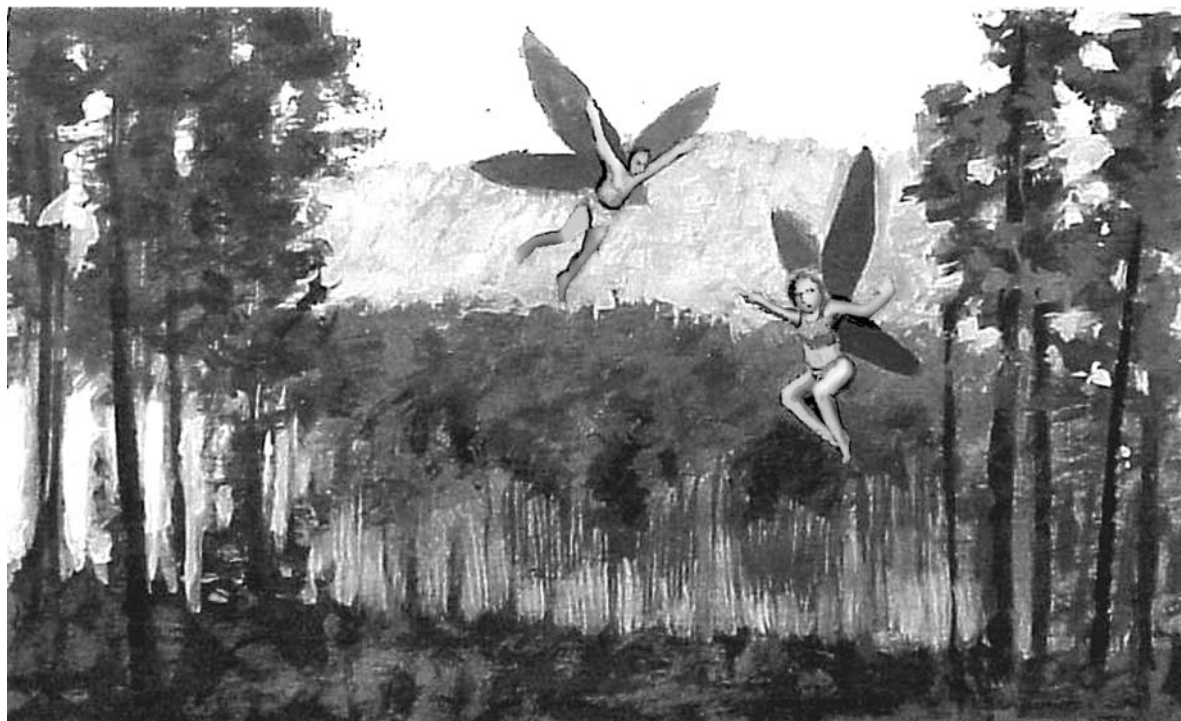
The wood elf Areus visits the PCs in the company of two pixies, who are careful to keep themselves concealed with their greater invisibility powers when they are in public places. As before, Areus may drop in on the PCs in their rooms, sidle up to them at a tav-

ern, intercept them in the woods, etc. If in public, he will urge the PCs to speak with him in a more private location. Once they have more privacy, the two pixies will reveal themselves.

If the party rescued the captured pixies in the previous adventure, the pair will be from that group. If the pixies were not rescued or slain, the DM may assume that they escaped and told their fellows of the PCs activities, and these are two emissaries from the refugee fey. Once the party is in private, read or summarize the following.

“We thank you for disposing of the troublesome redcaps,” the first pixie says, “and of returning the evil Crookbranch to his slumber. You are known to the folk of the forest for your friendship with Areus and Yvonna, and also for rescuing Nadéa from the demon-worshippers. We now beseech you for aid, as our people are in dire need.

“I am Mossriver, and this is Greenbranch — we have been selected by our people to speak to you. Several moons ago, we were attacked and driven from our homes by fell creatures — trolls, worgs and, worst of all, fey creatures like ourselves who had turned to evil and wickedness. Their leader is a fearsome hag named Sha’xana, and she has brought nothing but pain and corruption to the



heart of our forest. We believe that she has some darker and more sinister purpose, and that it may end in the destruction of both the forest and this human village. Her corrupt fey now spoil our realm — poisoning grass, befouling streams, burning trees — we ask you help us drive them out. They may know something about this Sha'xana creature and her purpose, and their defeat may upset her plans, whatever they are.”

“The fey speaks truly, humans,” Areus says. “Yvonna the druidess has bade me tell you that our foe is indeed a mighty hag named Sha'xana, and that she had dwelled in this forest for centuries, worshipping some horrific demon-prince. Yvonna believes that the humans whom we encountered in the forest also worship this demon, and that the ancient Trae'este elves are somehow involved, though exactly how we have yet to learn. These corrupt fey are Sha'xana's allies, and Yvonna asks your help the uncorrupted fey in defeating them.”

Encounters in the Corrupt Forest

Die Roll (d20)	Encounter
1	1-2 Athach
2	1-3 Debased grigs** (see Monster Appendix)
3	2-4 Ettercaps
4	2-8 Gnolls
5	Debased nymph** (see Monster Appendix)
6	2-3 Ogres
7	1 Ogre mage
8	1-2 Debased satyrs** (see Monster Appendix)
9	Evil treant
10	1-3 trolls
11	2-8 Worgs
12	Groaning Spirit*
13	Hangman Tree*
14	Scythe Tree*
15	1-2 Giant Hornets**
16	2-4 Redcaps**
17	1-2 Debased pixies** (see Monster Appendix)
18	Witch Tree**
19	2-5 Cave lions**
20	1-3 Hyaenadons**

*See Tome of Horrors from Necromancer Games

**See Tome of Horrors II from Necromancer Games

If the party agrees, Mossriver and Greenbranch offer to guide them to the corrupt fey territory. Areus can accompany the party if the DM wishes, but otherwise goes to tell Yvonna of his activities.

The journey into the forest is similar to that in the previous chapter — the DM may roll for encounters if he wishes. The main adventure begins when the party crosses over into the corrupted portions of the forest.

In the Shadows

Once the party has entered the territory of the corrupt fey, read or summarize the following.

The ground slopes sharply downward, and below you can see a tangled mass of black branches and wasted ground. All around the depression, the forest and undergrowth seems twisted and impassible, enveloped in thorny vines, fallen trees and detritus. This appears to be the only way into the canyon.

Though you felt a vague sense of unease in the rest of the forest, here the air of evil and menace is almost tangible enough to touch. It is as if you crossed a sharp dividing line — the green of the healthy forest transforms into the black and grey of dying trees, hung with sick yellowish lichens, sprouting unhealthy whitish fungi and toadstools. Thick vines wrap around once-healthy trees, sapping the life from them, while insects swarm from rotting logs and fallen branches. It seems as if all natural plant-life has perished, leaving only moldering corpses. The rich loam of the forest floor is now a sticky black paste, crawling with fat spiders or scuttling centipedes. Everywhere is the scent of decay and corruption, crawling down your nostrils like a living thing. No birds sing, save for an occasional harsh caw of a crow or raven.

“This was a green and growing place,” Mossriver says. “When the corrupt ones came, all was lost.”

“Perhaps we can restore it, with enough effort,” Greenbranch adds. “But it may already be too late.”

The vegetation and obstructions created by the dark fey make it all but impossible to enter the depression from anywhere but the marked location. As the PCs venture down into the corrupt forest, their sense of unease and dread only grows greater.

Most of the natural plant life in the area has been killed by the debased fey's anathema power. The remainder includes intelligent, evil plants that are protected by the Shadow-King's presence (see below), and some especially hardy or subterranean species. The entire canyon is shrouded in gloom.

Use the sidebar for encounters. Check once per hour during the day, twice per hour during the night. An encounter occurs on a roll of 1 on a d6, or alternately, whenever the DM feels like it. Move on to the encounter at the Shadow King's camp once the PCs have explored sufficiently.

The Shadow-King

The PCs will eventually reach the center of the corrupt forest. Here, the ruler of the corrupt fey, a powerful ally of Sha'xana, rules his decadent and evil court. Mossriver and Greenbranch refuse to enter the glade and will flee if the PCs try to persuade them.

A descendant of the shadow-fey rulers who fought alongside Sabazios and helped drive the Trae'este elves out of the old Westwood, the Shadow-King answered Sha'xana's summons, and now seeks to expand his domain, corrupting and defiling the forest and transforming it into a realm that will be more to the liking of Sha'xana and — he believes — Sabazios himself.

The Shadow-King's presence has drawn all manner of evil and debased fey to this part of the forest, despoiling the region's natural order and leaving only decay and death. In addition, the king's presence also renders evil plants and plant-creatures immune to the debased fey's anathema powers, so now malevolent plant species have begun to replace the area's normal flora.

In the heart of the corrupted forest, the king has taken the fey's old glade as his own, and now holds court there, along with his most wicked nobles and toadies.

1. Menhir

A circle of standing stones once protected the glade, but the evil fey have defaced and toppled many of them. Several lie broken, or spattered with offal. Though they still radiate magic, the spells that once protected the glade from harm are gone.

2. Guardians

A number of worgs stand guard around the menhir circle. The Shadow-King is looking forward to his meeting with the PCs, and has instructed them not to attack. They will, however, watch the PCs hungrily and will fight if attacked.

Worgs (10): CR 2; hp 30; see Monster Appendix for details.

3. Fey Traps

The playful shadow fey have constructed what they take to be hilarious “practical jokes” around the glade in the form of various traps. PCs who wander off the path or race Grinstride the quickling may encounter some of these. Some are serious traps that can do real damage, while others are nuisances designed only to slow victims down. DMs may select from the following list or come up with some cunning traps on their own.

Spiked Pit Trap: CR 6; mechanical; proximity trigger; manual reset; DC 25 Reflex save avoids; 20 ft. deep (2d6, fall); pit spikes (Atk +10 melee, 1d4 spikes per target for 1d4+5 each); multiple targets (all targets within a 10-ft.-by-10-ft. area); Search DC 26; Disable Device 25.

Power Word Stun Trap: CR 8; magic device; touch trigger; no reset; spell effect (*power word stun*, 13th-level wizard); Disable Device DC 32.

Reverse Gravity Trap: CR 8; magic device; proximity trigger (alarm, 10-ft. area); automatic spell reset; spell effect (*reverse gravity*, 13th-level wizard, 6d6 fall [upon falling when spell ends], DC 20 Reflex save avoids damage); Search DC 32; Disable Device DC 32.

Swinging Treetrunk Trap: CR 2; mechanical device; touch trigger; no reset; treetrunk makes bull rush attempt as a Large creature with 24 Strength; Search DC 20; Disable Device DC 20.

Tripwire Trap: CR 2; mechanical device; touch trigger; no reset; fine wire makes trip attack as a Medium creature with 24 Strength; Search DC 15; Disable Device DC 15.

Slow Trap: CR 3; magic device; touch trigger; no reset; spell effect (*slow*, 13th-level wizard); Disable Device DC 30.

Net Trap: CR 2; mechanical device; touch trigger; no reset; net falls from above (Atk +14 ranged, victim is entangled as described in PHB); multiple targets (all targets within a 10-ft.-by-10-ft. area); Search DC 24; Disable Device 22.

4. Grand Pathway

The fey have built a broad avenue leading to the central field, apparently paved with small white stones. On close inspection, however (DC 12 Search), the “stones” are found to be the pulverized bones of small forest creatures and even a few fey.

5. Central Field

The center of the glade resembles the dark feys' idea of a human tournament field, with small tents for nobles, enclosures for jousting and foot combat, and a large central pavilion where the Dark King holds court. Everywhere are colorful pennants, banners, streamers and ribbons, all in dark, cold shades of green, blue, red and purple. In the nearby tilting yard, you see two diminutive fairies, one mounted on a badger, the other on a fox, racing at each other with lances, while in the foot combat field, a horde of various fey lay into each other with swords made of tree branches or small bones. Crowds of fey cheer on their champions.

The central field is crowded with debased and evil fey of all descriptions, as well as several trolls and ogres, but they do not attack the PCs, instead waving and greeting them warmly. The party seems badly outnumbered by the evil fey, and a simple DC 10 Wisdom check will remind party members that combat with the throng of foes is likely to be suicide. No specific numbers of opponents are provided; if the PCs choose combat, the DM can continue to send fey, trolls and ogres against them until they are slain, flee or choose to stop fighting. All the while, the fey will be urging the PCs to stop and be friendly — if they finally stop fighting, the surviving fey will continue as noted below, heedless of any casualties caused by the party.

The throng is huge, full of smiling pixies, nixies, brownies, trolls, ogres and other fey creatures. Their garments are dark and their smiles are cruel, however, even as they wave and gesture at you, shouting merrily and inviting you to join in the festivities. Those creatures whom you know of as good or harmless seem far less friendly, and all radiate a sense of evil and corruption.

After a few moments, the crowd parts to reveal a beautiful female fey, nearly as tall as a man. She is clad in light, shimmering garments of violet and black, revealing only tantalizing glimpses of her supple, pale body. Her hair is long and lustrous black, twined with creepers and thorns, and she wears a circlet made of black, shiny metal, and set with green and purple gems. She looks at you with the same cruel smile as the other debased fey, her eyes deep pools of violet. Two gigantic trolls stride beside her.

“Welcome,” she says. “I am Princess Consort Amaleia. The Shadow-King has been eagerly awaiting your arrival. He requests your presence in his pavilion, and graciously extends his truce and protection while he treats with you.”

Amaleia turns and gestures.

“Come,” she says. “The Shadow-King awaits.”

If the PCs choose to accompany Amaleia, she escorts them into the Shadow-King’s pavilion.

6. Nobles’ Tents

A wild selection of tents in many different styles and colors fills this area — the colors are all on the dark side, however, and the banners that fly from the tents depict all manner of fell beasts and grim icons. Dark fey of all descriptions crowd the area, including many dressed in their own versions of human or elvish noble garb, attended by swarms of toadying underlings and hulking troll or ogre guards.



7. Tilting Yard

This portion of the field has been surrounded by a wooden barrier. The ground is muddy and treacherous. In the field, fey mounted on various animals, from the mundane to the exotic, tilt at each other with lances to the cheers of the assembled throng. The fey still haven’t quite got the hang of jousting yet, as at one point the PCs will observe a pair of fey tilting at each other while mounted on large snails, which continue to crawl along despite their riders’ attempts to spur them faster.

8. Combat Arena

This square arena is also surrounded by a barrier; here fey compete in single or multiple combat with various strange weapons, cheered on by the crowd.

9. The King’s Pavilion

The central pavilion is crafted from black gossamer, shimmering and glittering even in the gloom. Various pennants fly from the tent, including the images of snakes, skulls, demons and other fearsome icons. A pair of trolls stands guard outside the tent.

Inside, the gloom only deepens, dimly illuminated by purple-burning lanterns. A dark indigo carpet woven with gold and red patterns leads from the entrance, past twin support poles, carved with twining vines and demon faces, to a low black throne, where the Shadow-King himself sits. He is flanked by two more trolls and a number of lesser fey lurk in shadows or flit about on their wings.

Trolls (4): CR 5; hp 63; see Monster Appendix.

The Shadow-King speaks in a voice that is at once friendly and cruel.

“Welcome, my friends,” he declares and waves forward a chained and shackled nymph, who proffers a tray with cups and a jug of wine. “Won’t you drink with me?”

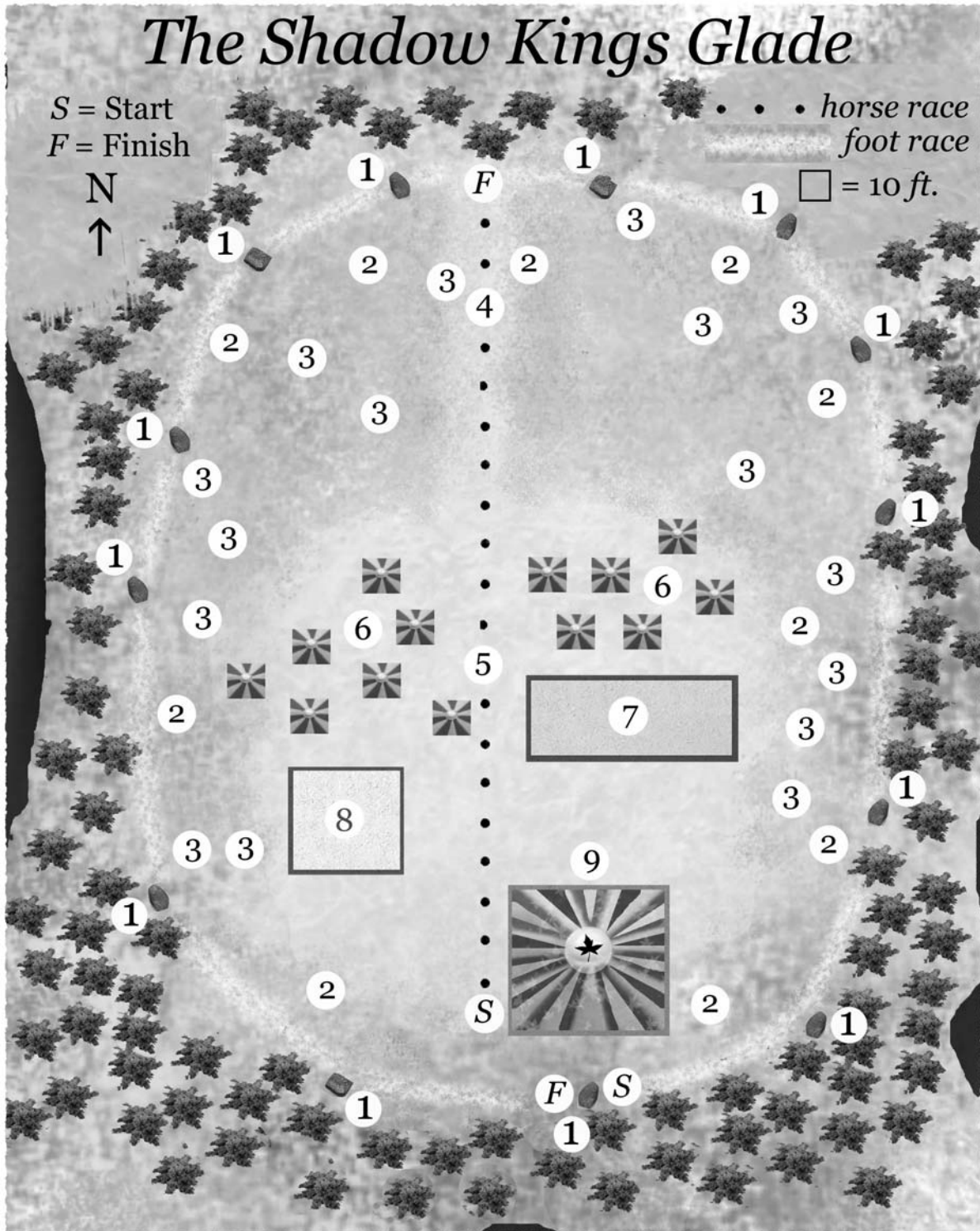
The PCs are likely to be suspicious of the Shadow-King’s hospitality, but the wine is real, non-magical and quite good.

“I have been told of your coming,” the king continues. “I understand that the fey creatures who once dwelt here have asked you to rid the world of me and my wicked minions.” He waves a hand. “No explanations necessary, good mortals! It is the way of the world — every light casts its shadow, and we are the shadows of those meddle some fey. Or perhaps the reverse is true, and light is the negation of darkness, doomed to be snuffed out in the end.

But I digress... Philosophy has never been my strong suit!"

The king drinks some of his wine and dismisses the unfortunate nymph. "I have watched your progress — most impressive, mortals! And deserving of some reward — I freely offer to answer one question from each of you. After, we shall discuss other matters, but for now, you may ask and I will answer as best I can. Go on... don't be shy!"

Despite his apparent volubility, the Shadow-King will provide as little information as possible — he delights in frustrating mortals while seeming to be friendly and cooperative. If asked what his people are doing here, for example, he will reply "Why, despoiling this awful forest, of course." If asked why, he will reply "Because that is what we do." If asked whom he serves in this matter, he will reply "My master." If asked about Sha'xana, he will reply that she is a friend, and a former ally of his master. Eventually, the PCs might be able to extract the name of the king's master



— Sabazios — but they will be able to get little else unless they are very clever and word their questions correctly. Once this likely-frustrating sequence ends, the Shadow-King gets down to business.

“So you wish us to leave? To return this accursed place to those prancing, dancing faeries who once dwelt here?” The king sighs. “I admit that we have taken quite a liking to this place, and I’m told that we still have a role to play in coming events — no, no, you’ve had all your questions, I can tell you no more. But you wish to test your wills and your skills against me and my folk? I further admit that I love contests...” He seems contemplative for a few moments. “And, of course, it is our great tournament day. I offer you a compromise... Face my champions in three contests of my choice. Triumph in two of these three and we will leave. Fail and... Well, I shall choose the penalty for failure.” He looks satisfied. “There. That is my offer. Take it or leave it, as you mortals say. And oh, yes... If you choose the latter, to deny my offer of a fair and entertaining contest, I will see to it that you do not leave this glade alive.” The king’s eyes twinkle as he winks at you. “Just a friendly reminder, of course.”

PCs who refuse the king’s offer will probably face an unpleasant task in fighting their way out of the glade and through the forest, and the debased fey will still be strongly entrenched in the forest. A successful Sense Motive check against the Shadow King reveals that he is indeed telling the truth, about everything, though of course a corrupt fey’s interpretation of truth might be somewhat different than that of an ordinary mortal. In any event, if the PCs accept the king’s challenge, proceed to the final section.

The Tournament

The contests will be geared toward the PCs’ skills. The king will insist on a joust, but select two of the other contests, depending upon the party composition. Let the party select its champion for each contest, and then proceed with the contests listed below that you have chosen. If there is a large party, or if you want to have all party members participate, you can have the king’s wager be for the best of four, five or more contests as well. The DM can also invent different contests (dancing, archery, etc.) to suit the party.

As DM you may want to consider fudging the dice a bit and having the PCs and the fey split the first two contests, so that the third is a tiebreaker. Before the deciding match, the following event occurs.

Princess Amaleia’s Passion

In addition to all the unpleasantness going on in and around the fey’s old home territory, it seems that the Shadow-King’s consort has grown bored with both him and her current surroundings. Before the contest, each champion is escorted to a tent by two trolls, who

wait outside while the character prepares for the coming contest. Before the final, deciding contest, Amaleia will surreptitiously sneak into the tent of the PC champion and offer her aid (race and gender aren’t an especial concern for Amaleia — male, female, elf, dwarf, human, half-orc — it’s all the same to her). Read or summarize the following.

You realize abruptly that you are not alone. The pale form of Princess Amaleia appears out of the shadows, bearing a medallion on a silver chain.

“I bring you a gift,” she whispers. “I’m so bored out here... I’ve begged ‘His Majesty’ to take us somewhere else, but he keeps talking about his obligations to Sabazios and Sha’xana... boring, boring, boring! I don’t want bloodshed; I just want to have fun.” She hands you the medallion. “Here, take this! It will help you in the contest!” She gazes at you with deep violet eyes that are at once beautiful and also more than a little frightening. “If you win, we’ll get to leave this dreadful place and go somewhere else really exciting, you know? That would be wonderful! You can come too if you like. I’m sure I can keep you amused. Oh, don’t look so scared — I’m only joking! But I can come see you later if you like... I’ve a fondness for mortals, you know.” Her gaze drifts away dreamily. “Yes, I do. Of course, the king shouldn’t know about this. He’s very jealous. Had his trolls tear this one unfortunate limb from limb for giving me a flower once. Of course, the flower died as soon as I touched it, but...” Her eyes snap back to normal. “Well, enough of that.” She kisses you on the cheek before you can react. “Best of luck, dearest. I hope we can see each other again soon.”

Then, in a whirl of shadows, she is gone.

The medallion will grant the bearer bonuses in the selected contest, as follows:

Joust: +1 to Ride checks and attack rolls.

Single Combat: +1 to attack rolls and AC.

Singing Contest: +2 to Perform checks.

Footrace: +2 to Reflex checks, +20 ft to base speed.

Mounted Race: +2 to Ride checks.

Wrestling Match: +2 to Grapple checks.

Wizard’s Duel: +1 DC to all spells, +1 to all saves.

After the contest, the medallion no longer functions, but it is a fine piece of jewelry worth 200 gp. As for Princess Amaleia’s further involvement in the story, the DM may have her pay the chosen PC a visit later on, though the ultimate outcome is up to the player. Keep in mind, however, that Amaleia might make an especially challenging, intriguing or dangerous lover or patron for a PC — a situation that will probably please the DM no end.

Amaleia also knows a little bit about the situation in the forest — she knows that Sha’xana is a very

unpleasant hag who is dirty and not very much fun. Sha'xana used to serve a demon named Sabazios, but Sabazios is now dead and she's trying to do something to bring him back... or something like that. Amaleia isn't too sure what this is, as she finds all this ancient history and politics stultifying. If she visits the PCs later on, however, she may be able to provide more information about the Demonheart and Sha'xana's plans for it, at the DM's discretion.

The Contests

Select from among the following events for the contest. Remember the king will insist that there be a joust, and that you can also replace the following with other contests better suited to your party.

The Joust

This is the only mandatory contest, because as far as the King is concerned, what use is a tournament without a good joust? The PCs must select one of their number to tilt against the Shadow-King's champion, a fearsome fey warrior known only as the Ghost Knight. If the PCs' champion does not have a horse, the fey will provide one — a rather frightened-looking nag captured from some travelers, and a war lance similar to the Ghost Knight's. As the PC champion prepares for the confrontation, read the following.

A great throng of dark fey gathers at the tilting yard as you prepare to saddle up your mount. The mass of spectators parts to reveal your opponent — a terrifying figure clad in jet black armor that bristles with spikes regards you with burning red eyes that stare from the a horned great-helm. He sits astride a snorting horse that seems to have some demon blood, and is covered in heavy barding that is the same color and design as its master's armor. A pair of small fey bring forward the knight's arms — a gigantic black lance, and a black shield that bears a single silver rose.

"Your noble opponent!" the king shouts from the reviewing stand, where he sits beside a bored-looking Princess Amaleia. "The Ghost Knight is the most fearsome jouster in all my realm!"

The Ghost Knight and the PC champion begin, mounted on their horses, 60 feet apart. Roll for Initiative; the Ghost Knight has a +8; the two combatants will ride at each other simultaneously and meet in the center of the track. Each can now make one attack in initiative order, with a +2 attack bonus and a -2 AC penalty for charging. The Ghost Knight has a +12 to attack and AC 21 (19 due to the charge); neither combatant will be flat-footed.

Damage from successful attacks is doubled due to the fact that both contestants are charging. The Ghost Knight has 42 hit points. If a contestant inflicts damage, his opponent must immediately make a Ride check at a DC 5 plus the amount of damage inflicted

in order to stay in the saddle. The Ghost Knight's Ride bonus is +12.

The first opponent unhorsed is the loser; if the DM wishes, he may make the contest best two of three to give the PC a better chance if necessary.

The Ghost Knight has no statistics block since, as will be made apparent, he is mostly there for show and even if the PC inflicts serious damage, he will not be killed in any event, as will become apparent.

If the PC wins the joust, read the following.

The mighty Ghost Knight lies insensible on the field. After a moment, you hear what seems to be a metallic banging from inside the knight's breast plate, and two debased buckawns hasten forward. They unfasten the catches and straps of the breastplate and open it like a door. From inside the knight, a small greenish goblin-like humanoid totters, holding his head and moaning. You see that the inside of the breastplate is equipped with a small seat, as well as cogs, wheels, pulleys, levers and switches.

The green creature casts a glance your way. "You got lucky," he sneers. "Just wait 'til next time!" The buckawns then assist the little green creature from the field to the jeers of the crowd.

If the PC loses, read the following.

The Ghost Knight sits astride his horse in triumph, and you see a pair of buckawns hastening forward, carrying what looks like a ladder. As you watch, the Ghost Knight unfastens a catch at the bottom of his helm and tilts it back, revealing not the fearsome face of a bloody knight, but a small, grinning goblinish head about the size of an orange. As the buckawns lean the ladder against the horse, the creature clammers out of the interior of the Ghost Knight, and climbs down.

"Nice fight," he says to you with a sarcastic sneer. "Better luck next time, sucker."

The little green creature is then escorted from the field by the two buckawns, to the wild applause and cheers of the assembled fey, who crowd around him and lift him up on their shoulders.

Single Combat

The other contests take place similarly, with crowds of dark fey urging the contestants on, the king watching intently, and the princess doing a very bad job of concealing her boredom.

Single combat pits the PC champion against a troll who appears (from the name the crowd shouts) to be named Skullhammer. This fight is a bit more serious than the joust, and will be to either death, unconsciousness or surrender. The PC champion can use any arms, armor or magical device that he has available; divine or arcane spells (including healing

potions) are not allowed, however. This is just a big, ugly one-on-one melee fight.

Skullhammer, Male Troll War5: CR 9; hp 115; See NPC Appendix for details.

Singing Contest

This contest is geared toward bards and other performers. The PC champion must simply best the king's finest singer, a black-clad, purple-haired, white-skinned fey named Nightwarble (Perform [sing] +13) in three singing contests.

The performance is watched by a crowd of evil fey in various types of finery. Their reaction to the music is unsurprising — sad, violent or depressing songs make them laugh and sing along, applaud wildly and seem deliriously happy, while positive, pleasant songs make them weep and moan in misery.

The first match (DC 20) is a simple folk song; Nightwarble chooses to sing a bloody ballad about a band of ogres who kill and eat a castle full of elves (the crowd loves it, especially the ogres); the PC can sing anything that she knows, though happy songs will earn her a +1 to the DC, as the crowd boos and hisses. Especially grim and violent songs gain a +1 to the PC's Perform check.

The same bonuses and penalties apply to the second, an epic song that takes at least 30 minutes to sing. This song is DC 22, and Nightwarble sings a song about an evil god who seduces and destroys a happy kingdom (to further joy and happiness on the part of the audience).

The final contest is a song of the performer's choice. Nightwarble sings something called *My Life is Naught but Pain and Sorrow*. All non-evil fey listeners, including the PCs, must make a DC 15 Will check or suffer a -1 penalty to all rolls for the next 1d4 hours until the sense of despair and gloom created by the song dissipates. Evil fey, of course, are delighted by the song. If the PC sings anything pleasant and happy, the audience will burst into tears. This performance is DC 24.

If both contestants fail their rolls, the round is a draw. If only one contestant succeeds, that contestant is the winner. If both succeed, the contestant that succeeded by the greater margin is considered the winner.

If the contest ends in a tie, the two must perform once more for the king himself, once more selecting a suitable tune and making a DC 22 Perform check. The same bonuses as above apply, as the king is as fond of dark and depressing music as the rest of his people. This time, if both fail their check, the king will look disgusted, but award the contest to the singer who failed by the least amount.

Footrace

The King's champion is a lithe, long-limbed quickling named Grinstride — the origin of the name is obvious, as his face is constantly contorted into a rather frightening rictus-grin, the result of a curse that the king laid on him several years ago.

The race consists of one lap around the perimeter of the glade, along the line that was originally marked by the old menhirs. Of course, this means that the runners may encounter traps and rough going as well, but there isn't much point in complaining to the King, who will insist that the race go ahead.

(If your PCs feel especially lucky and want to make a lot of die rolls, the king may decree that the race is two or even three full laps.)

The course is 750 feet total. The contestants move in initiative order. Each round, they can move at their normal speed (remember bonus movement for barbarians and monks, as well as Amaleia's amulet, if she gave it to the PC), they can make a charge move (double speed) or run all-out (four times normal speed). A character who moves at normal speed must make a DC 12 Reflex save each round to avoid obstacles and traps. A character moving double must make a DC 18 Reflex save, while a character who is running all-out must make a DC 24 check each round to avoid obstacles and traps.

If the roll is a failure, roll 1d6; on a roll of 1-4, the character has encountered an obstacle or difficult terrain, on a 5 or 6, she has encountered a trap (see Entry 3 above). For obstacles, roll 1d6 on the table.

Obstacle

Die Roll Obstacle

1	Rough going; lose 10 feet of movement
2	Difficult terrain; move at 50% speed
3	Very difficult terrain; move at 25% speed
4	Minor obstacle; make DC 12 Reflex check (no movement on failure; 50% speed on success)
5	Major obstacle; make DC 16 Reflex check (no movement on failure; 50% speed on success)
6	Serious obstacle; no movement at all this round.

Grinstride is, of course, a speed demon, moving 120 ft. normally (240 at double and 480 on all-out run), but he encounters the same problems; due to his speed and overconfidence, the DM may add +2 to the DC of all his Reflex checks, or simply fudge the rolls and have him run into obstacles or traps to make the race more exciting (Grinstride falling into a pit or hitting a slow trap would be especially poetic).

Grinstride is quite confident of victory, as well he should be. The PCs may use any magical means that they wish to increase their champion's speed or decrease Grinstride's (the Shadow-King is still angry with him and won't object to slow spells or other subtle reductions of his abilities — killing him or inflicting damage of any kind, however, will cause the PCs to forfeit). Barbarian or monk PCs who are equipped with Amaleia's amulet can have their speed increased to 120 ft. by a *haste* spell, but this is only for the spell's duration. The PCs will have to come up with some other creative ideas if they're going to win.

If Grinstride wins, he sticks out his tongue at his opponent, then speed off the field, the assembled fey

cheering wildly. If he loses, the others pelt him with rotten fruit and vegetables as he flees.

Grinstride, Male Quickling: CR 3; hp 7; See NPC Appendix for details.

Mounted Race

The track for this race is the same as that of the footrace, but both contestants must be mounted on a non-flying mount. The King's faction is represented by a young dark fey girl named Wendylwych, mounted on a black and very evil-looking unicorn. The fey will provide a normal light horse for the PCs' champion.

This is a straight-ahead race along the length of the king's glade, 300 feet. The contestants move each round in initiative order; a rider can move at his mount's normal speed (60 feet for a light horse, for example) with a successful DC 10 Ride check. The rider can move double with a successful DC 14 Ride check and a successful DC 10 Handle Animal Check, or can ride at four times normal speed with a successful DC 20 Ride check and a successful DC 18 Handle Animal check. If only one of the two checks is successful, the mount moves at its normal speed; if both are failures, a catastrophe occurs — the mount refuses to move at all, the PC falls from the saddle, the mount stumbles or falls, etc. as determined by the DM.

The winner is the first to ride the full 300 feet from the king's pavilion to the edge of the north woods.

Wendylwych, Female Fey Exp8: CR 7; hp 28; See NPC Appendix for details.

Fiendish Unicorn: CR 4; hp 42; See NPC Appendix for details.

Wrestling Match

The King selects his favorite ogre guardsman, Crushrock for this contest. This is a normal unarmed melee fight. Weapons and armor are not allowed, but contestants can inflict normal unarmed damage — the first contestant to kill his opponent, render him unconscious, or keep his opponent pinned for three consecutive rounds is the winner. The contestants must remain on the foot combat field; leaving results in an automatic forfeit.

Crushrock, Male Ogre Ftr5: CR 8; hp 94; See NPC Appendix for details.

Wizard's Duel

The crowds are sure to give the contestants in this showdown plenty of room. The King selects his court magician, Bloodrose, a wizened old female fey in black robes, as his champion.

The rules are quite simple. No magic items, weapons or devices are allowed — the two spellcasters must start at either end of a circular field, 60 feet across, and the winner is the first to kill or render his or her opponent unconscious, or force a surrender. The contestants can use any spell they wish, but cannot leave the field at any time — leaving forfeits the match. A crowd of fey surrounds the field, screaming their support for Bloodrose.

Bloodrose, Female Fey Wiz10: CR 10; hp 29; See NPC Appendix for details.

After the Contest

Much depends upon how well the PCs did in the contests. If they won, read the following.

The Shadow-King sighs heavily and looks sad.

"It was a fine, fine thing, this day," he says, thoughtfully. "But we have lost, and shall keep our word." He waves his arms in an all-encom passing gesture, and abruptly the entire encampment — the tents, the banners, the throngs of fey — are gone, and he stands alone with you on the trampled, befouled ground.

"I fear Sha'xana will not be happy to hear that you have deprived her of an important ally," the King continues. "But that is a matter for another day. For now, I return this land to the hateful little fey monsters who once lived here. Should we meet again, I shall not be so merciful."

And in a whirl of blue-white sparks, he is gone.

At this point, Mossriver and Greenbranch appear, leading a crowd of normal fey, who seem torn between joy at their return and sorrow at the devastation that the debased fey have caused. Each PC earns a bonus 200 XP for helping to liberate the forest from the Shadow-King. If the PCs lost the contest, however, read or summarize the following.

The Shadow-King looks quite pleased with himself.

"Well played, bold adventurers!" he declares. "You have fought well and showed yourselves to be noble competitors, but it is my folk who have won the day." He casts a glance at the assembled dark fey and their allies; they all turn to look at you with hungry expressions. "My people think that I should impose penalties on you for your loss. But I am nothing if not a fair and just ruler." His eyes narrow. "I will give you one hour's head start, beginning now."

The PCs must flee from the corrupt forest and back toward civilization. The DM need not play out the pursuit; it is included to give the PCs incentive to leave.

Aftermath

Each PC gains 250 bonus XPs if the debased fey were driven from the forest; PCs who participated in the tournament receive 500 bonus XPs.

If the party failed, no bonus XPs should be awarded, and debased fey will continue to plague the Westwood, even if Sha'xana is defeated. Debased fey are still encountered, and they participate in the attacks on the town and the stone circle in Chapter Nine.

Chapter Five:

The Lost Hunters

Upon their return to Tanner's Green, the PCs will find the town as fearful and concerned as ever. With the Shadow-King's court dealt with (for good or ill), the PCs will probably know about Sabazios and Sha'xana's involvement, but the exact nature of their plans, and the truth about the demonheart, will remain a mystery. More research and investigation may reveal further facts.

Adventure Overview

The PCs may continue to investigate the Trae'este, Sabazios and Sha'xana, or possibly participate in some incidents as described in Chapter One. In the midst of their endeavors, however, the PCs are contacted by Narbo the innkeeper, who fears for his son's safety. He asks that the party find his son, who disappeared while hunting with his friends.

This seemingly-unrelated event brings the PCs into contact with an especially cunning and dangerous opponent, the two-headed troll Many Tusks and his degenerate family, and gives the party a chance to recover an important item, the axe of the demon Sabazios. They can also rescue the ungrateful Thad and his friends, an act that may have positive results later.

A Father's Plea

Narbo, innkeeper of the Gentle Mother Inn, approaches the PCs with a fretful and worried expression. The party is probably still staying at the Gentle Mother Inn; if not, they are approached at their current location. He asks to speak to the characters in private. Read or summarize the following.

"It's Thad," Narbo begins, and you see tears gleaming in his eyes. "I know he has his faults, and he's not always the best of sons, but... But I love him and I'm concerned. You see, he left with his friends to go hunting three days ago, and hasn't yet returned. They're almost never gone more than one night, but this time... Freya save us, with all the horrible things that have happened in the forest, I don't know what to do. Captain Ivis says he'll try to help, but his men are just farmers, you see... Good men, all, but just farmers with spears." He looks at you. "Can you look for him, please? I know that you haven't gotten on with him all that well, but if anything were to happen to him, I just don't know what I would do."

If the party agrees, they can investigate Thad's activities. A successful DC 10 Gather Information check will reveal that Thad left with three friends. A DC 15 Gather Information check reveals that Thad and his friends — Yaz, Toral, Marus, Keva and Dorian — all claim to have enjoyed good hunting in a section of the forest about three miles due west of Tanner's Green. The PCs can also try to talk to some of the other Young Hunters; if they can persuade the other hunters to cooperate with a DC 20 Diplomacy check, they provide directions to Thad's hunting ground.

The Trail

With information on the location of Thad's favorite hunting grounds, the PCs can easily pick up the hunters' trail with a DC 10 Tracking check or a DC 15 Search. The trail leads into the woods, traveling due west, and goes on without apparent interruption for nearly two miles. The DC gets more difficult (DC 15 Tracking, DC 20 Search), but PCs can attempt to find the trail again if they lose it.

At this point, things start to get interesting. A successful DC 17 Tracking or DC 22 Search will reveal two sets of tracks following the hunters. A DC 10 Knowledge (nature), Knowledge (monsters) or similar check shows them to be large humanoids; DC 15 reveals that they were probably trolls. Further tracking checks will tell an alarming story — that the hunters were shadowed by the trolls for nearly a mile, after which the trolls' footprints go on alone.

A successful DC 12 Search check will show signs of a struggle, with some broken branches, crushed vegetation and even some blood at the spot where the hunters' tracks disappear. The trolls' tracks then veer off to the south, leading eventually into the depths of Many Tusks' ravine.

The Ravine

Many Tusks and his family have taken up residence in a narrow ravine in the heart of the forest, preying on the surrounding lands. While rooting about in his new home, Many Tusks found the magical axe once borne by the demon-lord Sabazios. When he picked up the weapon and awakened the tiny spark of Sabazios's essence that it contained, Many Tusks' spirit was just enough to affect the Demonheart and return it to some semblance of life. Soon, Many Tusks fell under the influence of the semiconscious heart, and now makes sacrifices here to help bring about Sabazios's return. He and his family hunt here and in the surrounding woods, bringing especially good cap-

tives back for sacrifice. The lost hunters are in his cavern now, awaiting their gruesome fate. Sha'xana has made contact with the troll and considers him a useful, if somewhat disposable, ally. She does not know about the axe, however, as Many Tusks guards his treasure jealously.

Roll 1d6 once per hour for encounters (see encounter table in Chapter Two); a 1 indicates an encounter. Roll another d6; a roll of 1-4 indicates a normal encounter; a 5-6 indicates that the PCs have encountered one of Many Tusks' traps (see below).

The Many Tusk Clan

The two-headed troll Many Tusks and his family have taken up residence in the ravine, and regularly work their "trap lines," looking for new victims. His spawn guard the area, ever-watchful and ready to attack if an intruder approaches. If someone is incapacitated or captured by a trap, the four young trolls will torment the hapless victim for a time before tying them up and carrying them back to their father's tender mercies.

If an enemy avoids the traps and attacks, the young trolls will fight if it looks as if the enemy is weak and easily-defeated. Otherwise, they will feign retreat and try to draw their foes into one of Many Tusks' other traps. Failing this, they will retreat to the lair, warning their parents of the attack.

If they have not been encountered on the way to the lair, Many Tusks' spawn will be in the lair with their parents.

Many Tusks, Male Fiendish Two-Headed Troll: CR 8; hp 85; See NPC Appendix for details.

Genda, Female Troll, Bbn3: CR 8; hp 100; See NPC Appendix for details.

Many Tusks' spawn — Bru, Nax, Kab and Shem, Male Trolls: CR 5; hp 63; See NPC Appendix.

Traps

Many Tusks laid traps and alarms in the Ravine and in the woods. His traps are crude but cunning. If a trap is rolled, select an appropriate trap from this list.

CR 5

Camouflaged Pit Trap: CR 5; mechanical; location trigger; manual reset; DC 25 Reflex save avoids; 30 ft. deep (3d6, fall); multiple targets (first target in each of two adjacent 5-ft. squares); Search DC 28; Disable Device DC 20.

Spiked Pit Trap: CR 5; mechanical; location trigger; manual reset; DC 25 Reflex save avoids; 20 ft. deep (2d6, fall); multiple targets (first target in each of two adjacent 5-ft. squares); pit spikes (Atk +15 melee, 1d4 spikes per target for 3d4+4 each); Search DC 24; Disable Device DC 23.

Deadfall Trap: CR 5; mechanical; location trigger; manual reset; DC 22 Reflex save avoids; multiple targets (first target in each of two adjacent 5-ft. squares); falling rocks (6d6, crush); Search DC 20; Disable Device DC 21.

CR 6

Swinging Log Trap: CR 6; mechanical; location trigger; repair reset; DC 24 Reflex save avoids; multiple targets (first target and all targets in a straight line for 15 ft.); swinging log (Atk +15 melee, 4d6); Search DC 21; Disable Device DC 22.

Spring-loaded Branch Trap: CR 6; mechanical; location trigger; repair reset; DC 24 Reflex save avoids; branch set with spikes (Atk +18 melee, 6d6); Search DC 22; Disable Device DC 20.

Leg-hold Trap: CR 6; mechanical; location trigger; repair reset; DC 25 Reflex save avoids; spring-loaded animal trap (Atk +20 melee, 2d6); victim is immobilized, and requires a successful DC 20 Str check to free; a failed Str check inflicts an additional 1d6 points of damage on the victim; Search DC 20; Disable Device DC 23.

CR 7

Well-Camouflaged Spiked Pit Trap: CR 7; mechanical; location trigger; repair reset; DC 30 Reflex save avoids; 30 ft. deep (3d6, fall); multiple targets (first target in each of two adjacent 5-ft. squares); pit spikes (Atk +20 melee, 1d6 spikes per target for 4d4+4 each); Search DC 33; Disable Device DC 22.

Swinging Log Trap: CR 7; mechanical; location trigger; repair reset; DC 26 Reflex save avoids; multiple targets (first target and all targets in a straight line for 20 ft.); swinging log (Atk +15 melee, 6d6); Search DC 22; Disable Device DC 23.

Deadfall Trap: CR 7; mechanical; location trigger; manual reset; DC 28 Reflex save avoids; multiple targets (first target in each of two adjacent 5-ft. squares); falling rocks (8d6, crush); Search DC 22; Disable Device DC 25.

CR 8

Well-Camouflaged Spiked Pit Trap: CR 8; mechanical; location trigger; repair reset; DC 20 Reflex save avoids; 40 ft. deep (4d6, fall); pit spikes (Atk +24 melee, 2d6 spikes per target for 4d6+6 each); Search DC 27; Disable Device DC 18. Market Price: 16,000 gp.

Spiked Swinging Log Trap: CR 8; mechanical; location trigger; repair reset; DC 28 Reflex save avoids; multiple targets (first target and all targets in a straight line for 20 ft.); swinging log (Atk +20 melee, 8d6); Search DC 24; Disable Device DC 25.

Spring-loaded Scythe Trap: CR 8; mechanical; location trigger; repair reset; DC 28 Reflex save avoids; multiple targets (first target and any target behind and within 5 feet); scythe (Atk +22 melee, 6d6); Search DC 24; Disable Device DC 25.

The Cavern

Once the PCs reach the end of the Ravine, the opening to Many Tusks' lair yawns before them.

1. Deadfall

There are more fiendish traps scattered about. The party should be aware of them and searching actively by now, but even so, this trap is difficult to find. Attempting to enter the cave triggers a deadfall composed of rocks, logs, and other detritus.

Deadfall Trap: CR 8; mechanical; location trigger; manual reset; DC 28 Reflex save avoids; multiple targets (first target in each of two adjacent 5-ft. squares); falling rocks (10d6, crush); Search DC 24; Disable Device DC 26.

2. Pit Trap

Once inside the PCs haven't escaped Many Tusks' traps yet. There is a cunningly-concealed pit trap immediately inside the cave entrance intended to trick overconfident adventurers who avoided the deadfall outside. Many Tusks and his family labored long and hard excavating this deep pit, and look forward to its use with great amusement.

Wide-Mouth Pit Trap: CR 9; mechanical; location trigger; manual reset; DC 25 Reflex save avoids; 100 ft. deep (10d6, fall); multiple targets (all targets within a 10-ft.-by-10-ft. area); Search DC 25; Disable Device DC 25.

3. Pets

Many Tusks has allies of a trio of bonesnappers who sometimes help him hunt; the rest of the time, the family maintains an uneasy truce with the beasts, who are only partially tame and trust no-one other than themselves. They normally lair here and attack anyone passing, raising a ruckus and alerting the trolls, if they are not already aware of the party's presence.

Bonesnappers (3): CR 3; hp 34; see Monster Appendix for details.

Treasure: The cave is full of bones and offal, but among the mess (DC 15 Search) are 753 gp, 200 pp, a gold ring worth 100 gp and a rotting leather bag that contains a black pearl (500 gp), five silver pearls (500 gp) and 15 polished pieces of malachite (10 gp each).

4. Wall Scythe

Many Tusks "persuaded" a pair of captured gnomes to build this trap for him a few months ago, and after promising them their freedom, he and his family ate them anyway.

Deathblade Wall Scythe: CR 8; mechanical; touch trigger; manual reset; Atk +16 melee (2d4+8 plus poison, scythe); poison (deathblade, DC 20 Fortitude save resists, 1d6 Con/2d6 Con); Search DC 24; Disable Device DC 19.

5. Spawn's Lair

Any of Many Tusks spawn who survived will be hiding here, awaiting the PCs' approach. They are hiding (Spot DC 15) and if not seen will attack with surprise. The spawns' lair is even more revolting than that of

the bonesnappers, containing half-eaten corpses, bones, and piles of stolen possessions.

Treasure: Among the torn clothing, damaged equipment and miscellaneous gnawed body parts (DC 14 Search) are 500 gp and 325 sp. The piles of stolen items are mostly mundane, but include a choker worth 175 gp, a pair of fine leather gloves (in surprisingly good condition given circumstances) worth 80 gp, a number of small gems (eight small opals worth 20 gp each, six pieces of jade worth 50 gp each, two red garnets worth 125 gp each and a single rough diamond that is worth 100 gp as-is, but can also be cut, with the assistance of a gemcutter, into five individual gems worth 1d4x100 gp each). Also among the trolls' takings is a *figurine of wondrous power* (silver raven) and a *monk's belt*, which has proven too small for any of the spawn to wear. This has not prevented them from quarreling over the item, however, since Bru wishes to use it as a headband (the belt's magical powers will not function when used in this fashion).

Many Tusks' Spawn: See Monster Appendix.

6. Many Tusks' Lair

Many Tusks and Genda make their home in this large cavern, and will be hidden under piles of trash and rocks (Spot DC 18) if alerted to the party's presence. The chamber is fairly roomy, but is choked with more disgusting evidence of the trolls' eating habits, and the stench is almost overpowering. Anyone entering the chamber must make a DC 12 Fortitude check or be nauseated for 1d4 rounds.

7. Underground Lake

This cold, dark lake averages about 10 feet deep. Many Tusks and Genda get their drinking water here, and occasionally throw scraps into the water to keep its occupants, a pair of monstrous crayfish happy and fed. So far, they have maintained a fairly peaceful relationship, but Many Tusks has been neglectful of late, so the crayfish are hungry and will attack anyone attempting to walk along the causeway.

Monstrous Crayfish (2): CR 3; hp 26; see Monster Appendix for details.

8. Causeway

This narrow path runs across the lake and ends at what appears to be a blank wall. Seeing the causeway requires a DC 15 Spot check, as it is always an inch or two beneath the cold dark water of the lake. The causeway is narrow and slippery, requiring a DC 12 Balance check to walk along. Failure indicates that the PC has fallen into the water on either side of the causeway and must make a DC 13 Swim check followed by a DC 10 Strength check to get back onto the causeway. If the Strength check fails, the PC must continue to make Swim checks each round.

As noted above, the two monstrous crayfish from the lake will attack anyone on the causeway. They usually attack at once, one from each side of the causeway. If attacked, the victim must make another

DC 14 Balance check or fall into the water. The crayfish will flee to the depths of the lake if reduced to half hit points or lower.

9. Secret Door

A DC 20 Search will reveal a cleverly-concealed door hidden behind a large boulder. This door leads to a short passage, and into the altar beyond.

10. Altar Chamber

Many Tusks was unaware of the hidden passage near the back of his lair, until led here by the influence of the demon-axe. Since finding the weapon, he has begun to bring victims here and sacrifice them on the altar before devouring them. He is unaware of the significance of these sacrifices, but his efforts have aided the forces of chaos enormously, charging the Demonheart with the energies of sacrificed victims, and solidifying the tenuous links between Sabazios's remains and his surviving allies.

Lit by guttering torches, this chamber is splashed with blood, the walls daubed with demonic symbols, including the sigil of Sabazios. In the center of the room, amid an untidy tangle of bones, severed limbs and half-eaten body parts, is a stone altar, black with masses of dried blood. As might be expected, the entire place reeks of gore and rotting flesh.

The lost hunters, including Thad, are held in rough cages made of wood, chain, bone, rope and other stolen or scavenged items (hardness 5, HP 20, Break DC 22). The prisoners can easily be freed once the room's guardians have been dealt with. Two of the Young Hunters, Yaz and Toril, have already suffered

gruesome fates at the hands of Many Tusks and his family, and the remaining three hunters are in a state of shock — sick, listless and glassy-eyed.

Sha'xana is aware of the altar's existence, and has sent a demiurge to protect it. The demiurge has been hiding, and Many Tusks is unaware of its presence, but it will attack the PCs once they are inside the chamber.

Demiurge: CR 6; hp 52; see Monster Appendix.

The cavern is also under the effects of an *unhallow* spell, with a permanent *cause fear* effect as listed under the spell's description in the PHB.

Aftermath

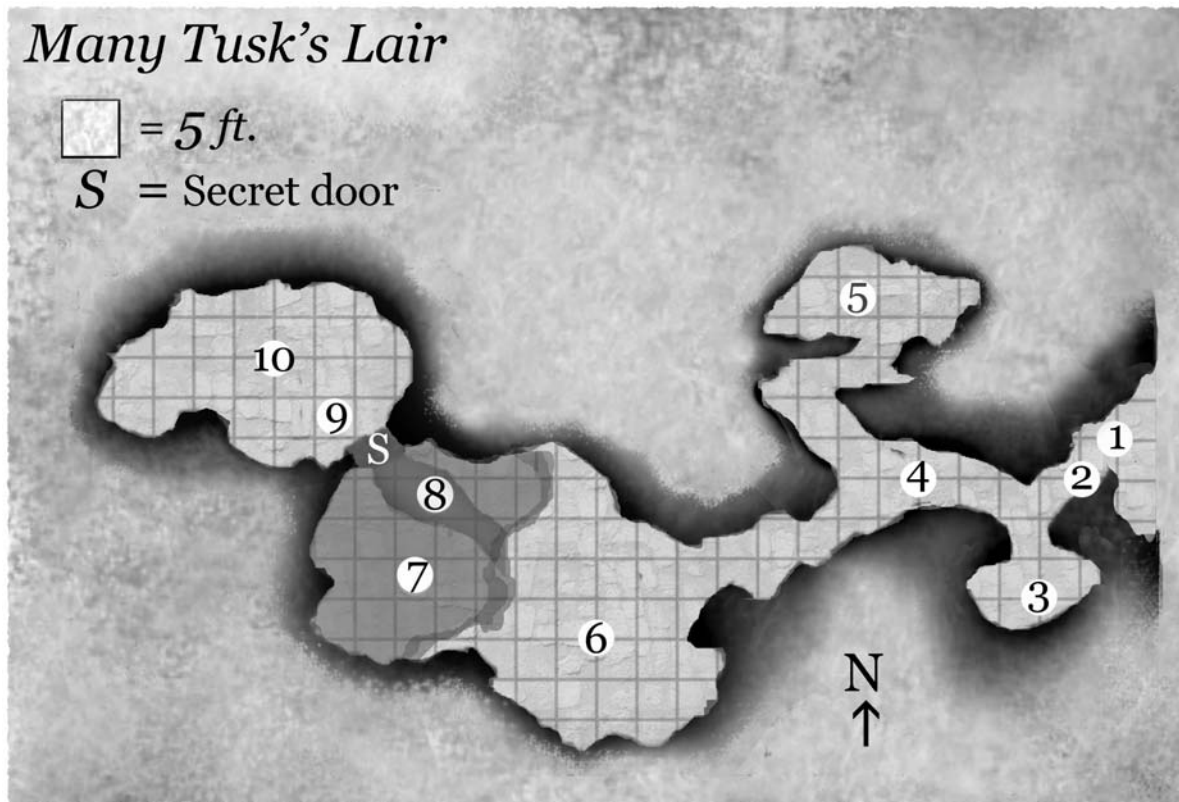
As they are escorted back to Tanner's Green, the captives begin to show some life. Most simply seem grateful to see the sun again, while others — Thad in particular — appear strangely resentful and surly (“So you got your wish! You got to make me look stupid! Happy now, prick-ears?” and so on).

After the hunters are returned to an appropriately grateful (and sorrowful) Tanner's Green, however, the PCs may notice a slight change in some of the captives' demeanors. The group is smaller now, as several surviving members have decided to associate with a better class of friends. Of the others, some outwardly continue with their old behaviors (successful Sense Motive checks reveal that they are simply going through the motions), while still others will actually be polite — smiling, holding doors open, saying good morning, etc. The Young Hunters may yet redeem themselves, especially with the battle that lies ahead in Chapter Nine.

Many Tusk's Lair

□ = 5 ft.

S = Secret door



Chapter Six: A Plague of Secrets

Things begin to heat up even more in this chapter as the PCs get swept up into the investigation of the murder of the mayor of Tanner's Green, and suspicion falls on them. The evil Melitha and her cultists will remain in the shadows for much of the adventure, watching to see if their schemes bring about the party's downfall.

New Discoveries

After the PCs' adventures in the Devil Tree, the debased fey, and Many Tusks' family, they will at least be aware of the identities of Sabazios and Sha'xana, as well as the possible involvement of the Trae'este in events both recent and ancient. Accordingly, they may want to do some more research into the region's history by performing Gather Information checks. These facts are listed below, with Gather Information DCs for each one.

If the players aren't interested in doing research, delving into ancient tomes and talking with old villagers, the following information can be provided by Areus, Yvonna or even Princess Amaleia, who as described in the previous chapter may have taken a shine to one or more of the PCs. All of these facts add more pieces to the puzzle and will help the party learn more of the big picture before the adventure's conclusion.

Gather Info DC	Information
DC 10	The Trae'este elves were involved in a struggle against the demon-lord Sabazios.
DC 12	Sabazios gathered a number of allies, including outsiders and evil fey, including the Shadow-King and his debased faeries.
DC 15	One of Sabazios's allies was a fiendish annis of great power
DC 20	The annis was named Sha'xana, she was Sabazios's lover, and she survived her master's defeat.
DC 28	The Trae'este cast a spell that defeated Sabazios, but part of the demon survived.

Overview

Now that they have proven their skill by defeating Many Tusks, taking Sabazios's weapon, persuading the dark fey to leave the forest, and even make contact with the hated Trae'este, the PCs have become a serious threat to Sha'xana's plans. Accordingly, Sha'xana sends her agents into action, framing the PCs for the murder of Mayor Rutiger. Even though Melitha has planted evidence and many villagers have seen Rutiger and the PCs arguing, Captain Ivis and the militia are reluctant to move against the party, knowing the good that they have done for the village.

If the party investigates the crime, they may learn more about Tanner's Green's secrets — specifically that the wealthy merchant Rygar and Melitha were having an affair, and that Rygar is a prime suspect in the murder. When confronted, Rygar will eventually be forced to admit to the crime, then either escape or commit suicide. Melitha herself is mysteriously absent from town, but now the PCs suspect her, the Demonheart cult's entire plan threatens to unravel.

Murder Most Foul

The PCs are awakened early one morning by a commotion outside, and by an urgent knocking on their doors. If the adventurers answer the knock they will see a grim-faced Captain Ivis leading a squad of nervous militia. Read or summarize the following.

Captain Ivis is clearly uncomfortable and speaks with evident reluctance.

"I regret to be the bearer of bad tidings," he says, "for I know the good you have done here. But it seems that Mayor Rutiger has been found murdered, and there is evidence that points to one or more of your group being involved. I ask that you come with me to the town hall so that we can determine the truth of the matter."

There is likely to be a good deal of give and take at this point, and a number of other outcomes (such as the PCs fighting the militia, fleeing town, going to seek out evidence on their own, etc.) are possible. This is one of those situations where the DM should be ready for just about anything, but should encourage the players to cooperate, as they are not yet under arrest.

In the end, at least one of the PCs should accompany Ivis to the town hall to learn more about the evidence against the party. Anyone who stays behind is cautioned

to stay at the inn and not leave until they receive permission. On the way, the characters will note some dark glances and suspicious stares from the townsfolk — it seems that rumors have already start to spread.

At the town hall, Ivis ushers the PCs into a meeting room, where priestess Helana is waiting for them. He then sits with the PCs and tells them what has happened. The following is known:

* Early this morning, Rutiger's wife Tabena found her husband's lifeless body in his study. He had been stabbed to death with a dagger or knife.

* Several witnesses claim to have heard loud arguing coming from the study, though Tabena and the rest of the family claim to have been sleeping all night.

* Several witnesses claim that the murder weapon belonged to one of the PCs. The PC in question can confirm that the weapon is indeed missing.

* Rygar, a wealthy townsman who is absolutely above suspicion, claims that he was out for a walk during the night, and saw one or two of the PCs fleeing from Rutiger's home.

* The PCs are known to have had several arguments with Rutiger since their arrival, and many have claimed that they are actually responsible for the strange goings-on in and around the town.

A DC 15 Sense Motive roll will reveal that Ivis is clearly out of his element, and is very reluctant to believe that the PCs are guilty. He asks questions about their whereabouts the previous night, about the murder weapon and about their arguments with Rutiger. As he does so, Helana listens carefully, and at one point casts *detect evil*. After Ivis has spoken to the PCs for several minutes, read or summarize the following.

Ivis sighs. "I find no guilt in you, but I am only a lowly officer of militia, not a truth-seeker." He looks over at Helana. "What think you, Sister?"

Helana shakes her head. "There is no evil in them that I can see, and their replies seem sincere. Like you, I know that these strangers have only done good since coming here. Why they would turn to evil and murder Rutiger is beyond me."

"Many claim that you are the source of all the trouble," Ivis tells you. "But I do not believe this to be true. I honestly believe that Rutiger was murdered by other parties who wished to cast blame on you. I will continue to investigate this matter, and I ask that you stay in town until we can determine the truth. Given that many in town think you are guilty, I ask that you not venture from your rooms any more than necessary."

With that, Ivis dismisses the PCs. In all likelihood, of course, they will want to investigate the murder and discover the killer's identity. They can go about doing this in a number of ways, but the information given by Captain Ivis provides a good starting point. The following are different routes that the PCs can take, and how each is likely to play out.

Gather Information

Party members may want to circulate through the town and see if they can learn anything about the previous night's events. The information they get depends on the questions they ask and the subjects that interest them. The following charts summarize Gather Information checks for several pertinent subjects.

Rutiger

DC Information

- 10 Rutiger was a very popular mayor.
- 13 Rutiger tended to be indecisive, but everyone still liked him.
- 16 Rutiger and Rygar were rivals many years ago.
- 19 Rygar hated Rutiger.
- 22 Rutiger rejected Melitha's advances about a year ago.

Rygar

DC Information

- 5 Rygar is the richest man in town.
- 10 Rygar and Rutiger were rivals many years ago.
- 13 Rygar hated Rutiger.
- 14 Rygar had no reason to be out so late.
- 16 Rygar was having an affair with Melitha, the wife of Narbo the innkeeper.
- 20 Rygar was seen with Melitha at lego's Tavern the night of the murder.
- 22 Melitha was seen giving Rygar a small package the night of the murder.
- 24 Rygar's wealth is the result of pacts with demons.
- 26 People have heard strange noises coming from Rygar's house on moonless nights.

Melitha

DC Information

- 5 Melitha married Narbo after his first wife's death.
- 10 Some think that Melitha had something to do with the death of Narbo's first wife.
- 12 Melitha doesn't seem to care for Narbo and seems mostly interested in spending his money.
- 16 Melitha is cuckolding Narbo with several men in the village.
- 18 Melitha was having an affair with Rygar.
- 22 Rygar and Melitha were seen together early last night at lego's Tavern.
- 24 Melitha gave Rygar a small package at the tavern.
- 26 Melitha sometimes disappears into the forest for days after telling her husband she is visiting family.

Rutiger's Family

As the PCs are suspects in Rutiger's murder, his family is understandably reluctant to talk to them about the killing. They are initially unfriendly, and must be persuaded to talk. They will also talk freely to Ivis or members of the militia. The family's story is true, and does not vary — they slept the night,

Rutiger stayed up late to work on accounts, and was found murdered the following morning. There were no signs of a struggle, and it looked as if the killer had sneaked up behind Rutiger and slit his throat. There were no footprints, handprints or any other signs of the attacker's identity; the killer was apparently extremely stealthy and careful.

If the PCs visit the house, they can confirm all of this information. However, a DC 24 Search outside the house reveals a footprint from a medium-sized individual. A DC 20 Intelligence check suggests that the individual was wearing expensive shoes, and that none of the PCs possess such footwear.

Melitha and the Murder Weapon

The weapon did belong to one of the PCs, but it was stolen by Melitha, who then gave it to Rygar with instructions to kill Rutiger. Melitha has had numerous opportunities to steal the item — she may simply have taken it from the PCs' rooms while they were out or lifted it when they visited her on a mundane matter. If she has successfully seduced one of the party members, this is yet another way that she could have taken it. A successful DC 13 Intelligence check will allow the weapon's owner to recall the last time he saw it, and this will be immediately before it was stolen.

This, combined with other things the party learned, is likely to cause suspicion to fall on Melitha, and the adventurers may decide to either tell Captain Ivis of their theory or to visit Melitha herself. In either case, Narbo will tell the party that Melitha is out visiting relatives, and is not expected back for another week. Never fear — she will appear later in the chapter.

Rygar

A successful businessman and rival of Rutiger, Rygar is the real killer. As he owes much of his prosperity to the cult and their evil schemes, and is utterly beholden to them as a result. When Melitha approached him and gave him the murder weapon, along with instructions to kill the mayor, Rygar had no choice in the matter. He sneaked into Rutiger's home and slit the mayor's throat, leaving the knife behind and then telling Ivis that he saw the PCs leaving Rutiger's house.

Given the information that they have gathered, the PCs may want to talk to Rygar in person, or search his home. If the PCs manage to gain entrance into Rygar's home while the family is out, or through a similar ruse, a search finds nothing. Rygar does indeed lead services with his fellow cultists on moonless nights, but is careful to never leave any evidence behind. The truly bloody, incriminating rituals are always performed in the woods.

Confronting Rygar directly is a more productive strategy, but the PCs must be careful in doing so. Openly assaulting, kidnapping or threatening Rygar will bring Ivis and the militia down on the PCs' heads, despite Ivis' belief in their innocence. Sneaking into his house and confronting him at night, or persuading

Ivis to bring him in for questioning based upon the evidence the PCs gathered is more likely to succeed.

Rygar is initially defiant, but his attitude begins to waver if threatened or presented with incriminating evidence. A successful Intimidate check or Diplomacy check sufficient to change Rygar's attitude from hostile to at least friendly will persuade him to talk. At the DM's discretion, this may take a few tries — he initially admits to the affair with Melitha, then claims that she tried to get him to kill Rutiger and that he refused, that she is the real killer, and finally that he committed the crime. When lying, he will attempt to Bluff, requiring a successful Sense Motive attempt to see through the lie.

In the end, Rutiger will say that Melitha blackmailed him into the crime — under no circumstances will he admit to being a member of the cult or divulge any information about Sha'xana, Sabazios or the Demonheart. A successful Sense Motive check will reveal that he is concealing information, but no mundane methods of diplomacy, threats or intimidating can get him to reveal it. Magical compulsion might work, but Rutiger gains a +2 bonus to all Will checks to resist being forced to talk about the cult.

The PCs questions caught Rygar by surprise, and now he realizes that he is a danger to Melitha, and also likely to be imprisoned or executed for his crimes. Once exposed, he will attempt to escape. If he succeeds, his corpse will be found later in the adventure, possibly in the woods, horribly mutilated by Sha'xana herself. If he fails, Rygar will be taken to the town hall and held for trial. During this time, he will hang himself in his cell.

The Aftermath

The entire settlement is in an uproar when the PCs are cleared — rumors of Rygar's crime and Melitha's involvement spread like wildfire. The effects on Narbo's family are devastating — the innkeeper himself closes the Gentle Mother temporarily and goes into seclusion, Thad is even more hostile and strikes out at anyone who happens to be handy, starting fights with and alienating even the other Young Hunters, and Trena spends most of her time caring for and comforting her father. The PCs will be politely asked to find alternate lodging at Iego's tavern.

Narbo cannot bring himself to believe the stories about Melitha, but allows Ivis and the PCs to search the inn for evidence. Once more, the initial search yields nothing (however, see the following chapter, as Melitha's secret hiding places should not be available to the PCs at this point in the adventure) and the party is left to wait for Melitha's eventual return.

Out in the woods, however, Sha'xana is disappointed in her daughter's performance, and demands that the PCs be disposed of before they can further confound her plans — the Demonheart swells and grows now, but the adventurers' presence has robbed her of needed sacrifices, and put her badly behind schedule. Sha'xana commands that Melitha stop lurking in the shadows and take care of the PCs directly.

Chapter Seven:

Spawn of Darkness

Tanner's Green is in an uproar over Rutiger's death, Rygar's betrayal and Melitha's flight — there seems to be a tangible division between those who support the PCs and those who think them to be a band of troublemakers. In the forest, Sha'xana continues to plot and is now determined to dispose of the PCs once and for all.

Overview

With the PCs cleared of Rutiger's murder and the entire town up in arms, the cultists take a more direct approach. A note arrives, purportedly from the druidess Yvonna, asking the PCs to meet with her at the summoning glade, where she has important information for them. Once there, the PCs are attacked by cultists and their allies, led by Melitha herself. In the ensuing fracas, the PCs will probably succeed in defeating their foes, and Melitha will be wounded, fleeing into the forest.

If the PCs track their wounded quarry, they will be horrified to see the trail lead back to the Gentle Mother Inn, where at last they can expose Melitha as an agent of the Demonheart cult. The cost of this information is high however, as Melitha kills Narbo the innkeeper as she attempts to escape.

Another search of the inn reveals hidden evidence that was not found before. This evidence uncovers Melitha's true identity, tells more of the story of Sabazios and the Trae'este, and finally leads the PCs to seek out Valaeta, the Trae'este druidess who was partially responsible for Sabazios's summoning.

The Call

The PCs have dealt with Areus and Yvonna enough that the arrival of a new message won't be considered unusual. A sealed parchment arrives for the PCs at their new lodgings at Iego's tavern — tavernkeeper Voris tells them that an "elfy-lookin'" gentleman left it for them (in reality, one of the cultists in disguise). The note purports to be from Areus, and as the PCs have never received a written communication from him before, they have no writing samples to compare it to. The note is simple and to the point (see the image at the end of this chapter).

Given recent events, it is quite likely that the PCs will go to the glade expecting a trap; if so, let them make whatever preparations that they want, and adjust Melitha's tactics accordingly.

Back to the Glade

The DM may want to have the PCs make a few Intelligence or Survival checks to find Yvonna's glade again, but eventually they will arrive there, finding it looking much as it did the last time they were here. The map, with the dispositions of Melitha's forces, is duplicated below.

Melitha and her trolls are waiting nearby, hidden in the trees beyond the edge of the clearing. She has taken a fearsome risk, and asked to be infused with some of the Demonheart's growing power so that she can spring her trap on the PCs. Sha'xana reluctantly granted the request, but told Melitha that, daughter or not, if she failed again her life was forfeit and would be given up to the Demonheart. Increasingly desperate, Melitha accepted the demon's power, which granted her the ability to summon up a horde of undead to attack the PCs.

Once she is sure of the characters' intentions, Melitha will call up the undead. Ideally, the PCs should be in the glade itself, and the horde will spring up in the surrounding woods, then move to attack. If they use more subtle tactics, such as staying in the woods and waiting for Yvonna or Areus to appear, Melitha will have the undead rise up immediately around and near to the characters. In any event, they will end up surrounded by a mass of shambling undead of various shapes and sizes. Read or summarize the following.

You feel a sudden overwhelming sense of dread, as if a cold hand has clutched at your heart. Nearby, the ground begins to shake and quiver, heaving almost like an uneasy sea. As you watch, a skeletal arm with bits of flesh still attached to it erupts from the ground, followed by a moldering skeleton, its eye-sockets burning with baleful green fire. All around you, the ground begins to split open and the animated dead of the past decades emerges — humanoids, birds, mammals, reptiles of all kinds — all crawl forth and move to attack you.

Though unpleasant and horrifying, the undead horde that erupts from the forest floor is not intended to seriously wound the characters, merely to keep them occupied while Melitha and her two trolls move in to finish the job. The undead's numbers are essentially limitless, though most of the smaller creatures such as birds, mammals and snakes, can't really harm the PCs. Simply have small and medium skeletons and zombies assail the PCs for a few rounds, inflicting

as much damage as they can, before Melitha and her trolls join the fray.

Small Zombie: CR 1/2; hp 16; see Monster Appendix for details.

Medium Zombie: CR 1/2; hp 16; see Monster Appendix for details.

Small Skeleton: CR 1/3; hp 6; see Monster Appendix for details.

Medium Skeleton: CR 1/3; hp 6; see Monster Appendix for details.

Certainly, the PCs will be more than equal to the task of fighting this horde, endless though it seems, and may attempt to fight their way out. Once this happens, or after they have taken damage for a few rounds, Melitha will attack along with four trolls. Melitha is as described in the NPC chapter, and this time she is in her true guise — a horrific amalgam of human female and hag. She will let her trolls do most of the melee combat, but will help them out with spells, and also move in to melee combat with any opponents who seem badly hurt. Add more trolls if the PCs need a greater challenge.

Trolls (4): CR 5; hp 63; see Monster Appendix for details.

On the Trail

This is likely to be a very difficult fight for the PCs, as they are dealing with a powerful foe who is determined to see the end of them. The undead will con-

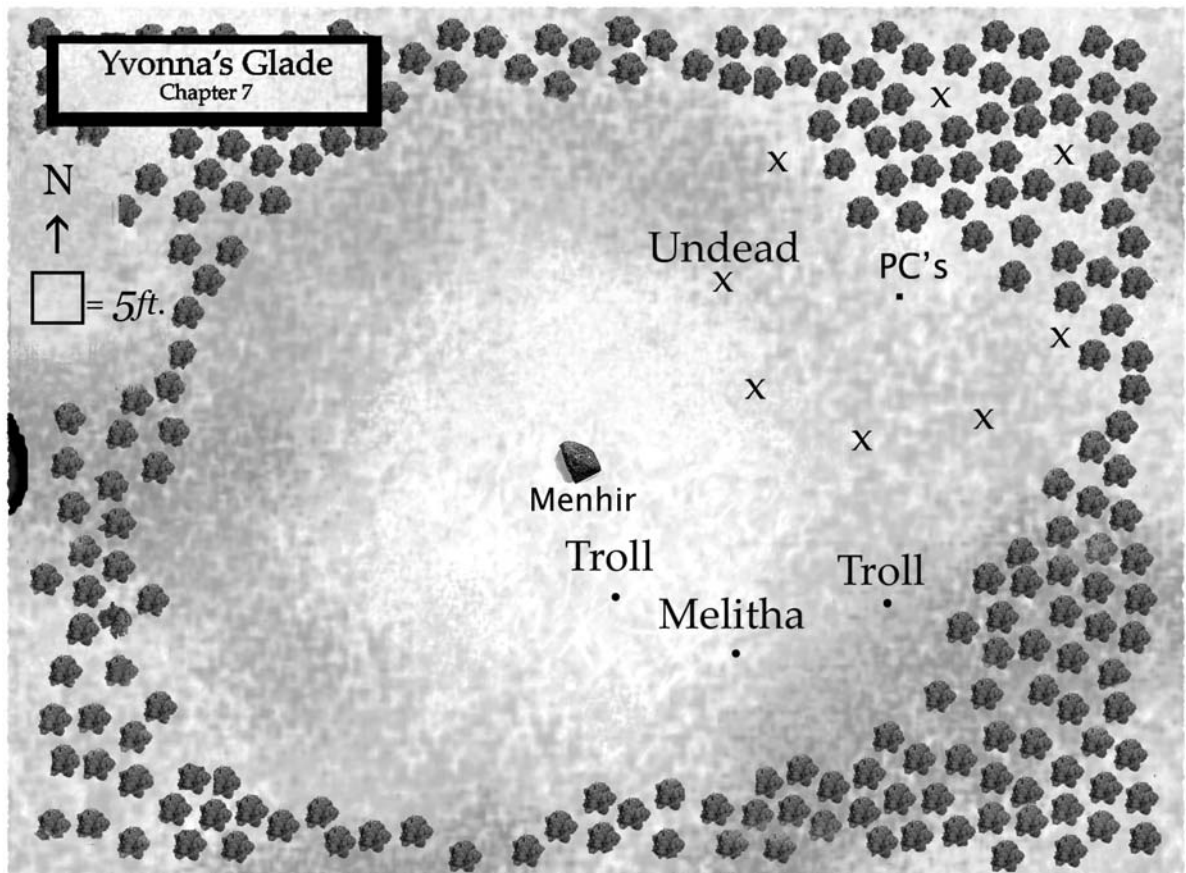
tinue to attack while the trolls are engaged; have one or two skeletons or zombies engage each available character during the fight. Especially powerful fighter-types may find themselves fighting both trolls and undead at the same time.

There are several outcomes to the fight. If the PCs are able to wound Melitha and reduce her to half hit points or less, she will flee. When she runs away, the undead will immediately collapse, leaving only the trolls to continue the fight. Also, during the course of the fight, make sure that you note a specific injury to Melitha, such as a burn on the side of her face from a magic missile, a sword slash that blinds her in one eye, a gash to her arm, and so on — this injury will later appear on Melitha in her human guise.

Melitha will stop at nothing to escape, including sacrificing her allies. If in melee, she will use the single charge in her *ring of expeditious retreat* to flee into the woods.

If the PCs appear to be losing the fight, they can receive assistance — Areus or Yvonna may have gotten wind of the fight and come to investigate. Other potential allies include the good fey of the woods, paying the PCs back for their earlier assistance or even Princess Amaleia from Chapter Four who is interested in mixing things up and aiding one or more of the party members whom she fancies.

In addition, and perhaps most dramatic of all, the wild creatures of the forest — a small army of deer, birds, badgers, squirrels, foxes, wolves and other creatures — rallied by Yvonna or the good fey, may rush



into the glade or the woods, overwhelming the undead and distracting the trolls, allowing the PCs to get to close grips with Melitha.

If the PCs are forced to retreat from the glade, they can make their way back to Tanner's Green, where they will be summoned to help at the Gentle Mother Inn when Melitha attempts to murder Narbo.

The most likely outcome of the battle is that the PCs will be badly bloodied but successful. Note that the fleeing Melitha left behind her a trail of blood and disturbed underbrush, which can be followed with a successful DC 12 Track check. If the party does not have anyone with the Track feat, the evidence of Melitha's passage can be found with a successful DC 15 Search check every ten minutes, meaning that progress will be slower.

As the party follows Melitha's trail, they will notice that she is fleeing toward Tanner's Green, not deeper into the forest. Eventually, the trail leads around the southern outskirts of town and to the Gentle Mother Inn, where a back door hangs open!

Note that if the PCs lost the trail or were otherwise unable to follow it, they will be alerted by villagers to a commotion at the Gentle Mother Inn as soon as they arrive in town.

Unmasked

Whether the PCs trailed Melitha back to the Gentle Mother or were summoned there by alarmed villagers, the following event takes place as soon as the PCs enter the inn. They will hear shouts and the sounds of a struggle coming from upstairs — breaking furniture, shattering glass and a loud, agonized scream. The party can approach the commotion as they wish, but once they have reached the source of the sounds



— Narbo and Melitha's bedchamber and study upstairs — read or summarize the following.

You are confronted by a terrifying sight. Narbo the innkeeper lies on the floor in a spreading pool of blood, while standing over him, her shift torn and bloody, her face contorted into a mask of fury, is his wife Melitha. Several floorboards have been pried up, and a number of objects lie scattered nearby — some parchments, a small sack, several potions.

With horror, you realize that Melitha bears the same wounds as the creature that you fought in the forest, and before your eyes she undergoes a terrifying transformation. Her body seems to grow, rising at least another foot in height, her already-contorted face now turning into a snarling, haggish visage with yellow eyes and patchy white hair. Her fingers elongate into claws and her skin takes on a sickly greenish cast — truly, she and the monster from the forest are one and the same.

Melitha has not healed any of the damage she took in the forest — she had returned to the inn to gather up her healing potions, messages from Sha'xana, and other important items before fleeing the area. Now that her schemes are revealed and she has failed her mother, Melitha's only recourse is flight, and she will stop at nothing to escape.

The party, reinforced by some militia or by their allies from the forest if they need it, now must battle Melitha in her true form. If it looks like she will be defeated, Melitha will throw herself out the window, taking a further 3d6 damage from falling, forcing the PCs to pursue. If she manages to escape the party, she will probably do so in a severely weakened state, and will be chased down and finally killed just outside of town by a mob of angry townsfolk.

Aftermath

Sha'xana's most valuable ally in Tanner's Green has been slain, and the PCs have been cleared of any crimes. With her schemes exposed, however, Sha'xana will begin her endgame, as described in the following chapters.

Unfortunately, Narbo is quite dead and beyond help unless the PCs can cast *raise dead* or similar spells (plotwise it is best to leave him dead, but don't interfere with the players if they want to investigate alternatives). He had surprised his wife while she was prying up the floorboards to get her possessions and accused her of betraying him. Enraged, Melitha killed her husband and then returned to her task, only to be interrupted by the PCs.

Narbo and Melitha's children are now orphans — the contemptible Thad will grow even more angry and morose, though for the time being he will keep it to himself. Trena will sadly take over running the inn, and for a time be distant and inconsolable, though both she and her brother still have parts to play in the coming drama.

The cache of items was cunningly hidden beneath the floorboards, well enough to defy all previous searches. Investigating reveals the following:

* *Six potions of cure light wounds, three potions of cure moderate wounds, two potions of cure serious wounds, one potion of cure critical wounds and one potion of heal.*

* A sack containing 80 small sapphires (10 gp each), 10 black diamonds (100 gp each) and four perfectly-cut emeralds (500 gp each).

* A *wand of contagion* with 40 charges remaining.

* Several parchment scrolls.

* A book that PCs can later determine was stolen from the temple library. It is written in old script, but contains several pieces of vellum on which Melitha has written translations.

The Scrolls

This last collection of scrolls consists of communications between Melitha and various individuals, notably some of her lovers in town (the lovers' exact identities are left to the DM), Rygar, and Sha'xana herself. The most important scrolls and their contents are listed below.

* **My Most Valued Servant, Master Rygar:** Given our past associations and your debt to me and my allies, your duty should be clear. Meet me at Iego's Tavern tonight and I will give you the instrument with which you will perform the deed. Be sure and leave it there, preferably still embedded in its victim, so that suspicion falls upon the outsiders.

— Melitha

* **Beloved Daughter:** Your services to us have proved most valuable, but there is more you can yet do. Watch the strangers and make certain that they do no harm to our cause. Use whatever means are at your disposal to frustrate and mislead them. Your aid in this is vital! The Demonlord Sabazios, whom I loved and fought beside in ages gone by, shall be reborn in my flesh!

— Sha'xana

* **Beloved Daughter:** We are disappointed in your lack of success against the strangers. Already they have killed many of our followers and put our efforts badly behind schedule. As your mother, I chastise you, and demand that you apply greater efforts!

— Sha'xana

* **Daughter:** The strangers have deprived me of one of my most important allies in the forest. Further, they seem close to discovering the true nature of the Trae'este. You must stop them, lest you be forced to face the full weight of my wrath! Sabazios shall not be denied!

— Sha'xana

* **Melitha:** You are to destroy the strangers. Immediately. Failure will not be tolerated. The return of dread Sabazios cannot and must not be delayed. His fury will cleanse the world.

— Sha'xana

The Book

The book is a history of the region, written in an archaic and largely dead dialect. Melitha has been painstakingly translating it on Sha'xana's behalf, seeking out any flaws in their scheme or weaknesses that they will need to defend against. Her translations include some vital clues to the past and the next adventure.

...And the noble Trae'este, armed with the true name of the fearsome demon Sabazios, did cast a mighty ritual and sacrificed the essences of their own souls to vanquishing and defeating the terrible demon, whose evil threatened the world. Though the wicked demon-lord was overthrown through the elves' sacrifice, he was not entirely defeated, however...

...It is said that somewhere, hidden deep in the forest, the heart of the evil Sabazios Demonlord lies, still possessed of a tiny spark of its owner's ancient and wicked soul. It is further said, that beings of great evil might be able to kindle this spark to full life, and return the black soul of Sabazios to trouble the mortal realm. Some few mortals still worship this evil thing, and pray for its return...

...As for the Trae'este themselves, they live on in the spirit of the forest, their souls melded with the woods that they loved so much. Of their number, a single cursed member survives, trapped in a foul existence as one of the undead, unable to leave this world or enter the next. It is Lady Valaeta, she who first summoned the spirits and called up the black heart of Sabazios...

Valaeta alone knew the true name of Sabazios, and in uttering it doomed herself to an eternity of undeath. She lingers on, bound to the wretched ruin of her ancestors' tombs, trapped in a mortal realm that she now despises. Yet, of all creatures living, dead and undead, only she knows the true name of Sabazios Demonlord, and only she can aid the living should the terrible scourge return, though she recalls little of the life she once led...

...The spirits whisper from time to time, that a taste of the old sacred water from the Verdant Grove might yet restore Valaeta and lift the curse that dooms her to undeath...

...And it is said that she too knows the ritual by which the Trae'este merged with the forest, and may know of a way that they may yet return. These are but legends, though I write these words and hope they will aid those who read them in years to come...

The book also includes a map of the forest, marking the location of the tomb where Valaeta lingers on.

By this time, the PCs will probably be fully aware of what they face, and it should be clear that the next step is to seek out Valaeta's ruin, to see if she can help in the struggle against Sha'xana and Sabazios.

My Friends:

We have discovered vital information regarding the identity and weakness of our enemies. It is imperative that you meet me and Yvonna at her summoning glade immediately! Time is of the absolute essence!

Your Servant,

Areus

Chapter Eight: In the Ranks of Death

The PCs have finally exposed Sha'xana's most valued ally and helped break the Demonheart cult's hold on Tanner's Green. They now have enough information to seek out the only individual who knows how to defeat Sha'xana and the Demonheart.

Overview

As the adventure moves toward its climax, the characters now know that the secret to defeating Sha'xana and foil her plans to take the powers of the Demonheart lies with the elven druidess Valaeta. Feeling responsible for summoning Sabazios to the forest in the first place, she alone knew the demon's true name, and uttered it during the ceremony that ended in the Trae'este's transformation. Fortunately for the other Trae'este, the demon's true name could only be heard, recalled and even comprehended by the one who actually uttered it, and their souls remained untainted.

Valaeta was not so lucky. Merely uttering the name doomed her to an eternity of undeath. She lingers on now, a cursed lich, with only the vaguest memories of her old life, surrounded by other fell undead creatures. A taste of the spring water from the Verdant Grotto (see Chapter Three) might restore her memories and free her of the curse of undeath; only then can she tell the adventurers the full story of what happened and perhaps aid them in the coming battle. They must find the ancient Trae'este tomb where Valaeta and her minions reside, fight their way to her and persuade her to take the healing draught.

Shadows Gather

Rumors abound in the town as the adventurers prepare to leave. No one will venture into the forest now, for the dark creatures are too powerful, and several villagers have met their ends at the hands of trolls, ogres and other fearsome creature. Ivis and Helana, among others, try to persuade the PCs to stay and see to the defense of the village, for they believe that an attack from the forest is imminent. Nevertheless, the PCs now know that the final answer to the crisis lies deep in the now-hostile forest.

Getting to the tomb should be an adventure in itself, as the Westwood is now alive with Sha'xana's creatures, mustering to her command and ready to strike once she has merged her essence with the Demonheart. Use the standard encounter table from

Chapter Two, but ignore mundane animals and good-aligned fey.

The journey should take at least two full days, but fortunately for the PCs the map in the old book is largely accurate, and they will find the tomb itself without excessive difficulty.

The Tomb

The Trae'este built few permanent structures, and most of those have now surrendered to the forest and are forever lost. This ancient burial site is an exception, however — though it lies in ruins, it is nevertheless a place of breathtaking beauty, and even the remains of the old structures speak of inhuman patience and craftsmanship. When the PCs first behold the tomb, read or summarize the following.

Before you lies what once must have been a serene and picturesque place — a low domed structure once stood here, surrounded by graceful columns of carved green marble and onyx, all in a carefully-maintained clearing surrounded by mighty trees. Most of the dome has collapsed, however, and lies in a chaotic jumble, and only a handful of the columns still stand upright. All the same, the grace and beauty that the structure once possessed is still implicit in the finely-carved and cunningly-fitted blocks of stone, the delicate filigree in the form of twining branches and vines that still covers many of the columns, the gentle curve of the remaining dome walls; once, this would have been a place that inspired poets. Now, as you gaze on it, you feel only sorrow for those who built it, for they were certainly a great people.

Upper Tomb

The upper portions of the tomb doubled as a temple of Navashala; notable or especially honored dead were interred in the catacombs below.

1. Mosaic Floor

The old floor was decorated with an intricate mosaic in a hundred different and subtle colors, spelling out invocations and rituals of the Trae'este gods. Today, most of it lies in ruin, but a successful DC 30 Decipher Script check will reveal the old prayers. Clerics or druids who worship good or true neutral gods can contemplate the inscriptions for 1d4 rounds and make a DC 15 Wisdom check. If the check suc-

ceeds, all of the cleric's spells are immediately restored; this can only be done once per day per cleric or druid.

2. Statue

Of the three statues that once stood, only this one remains, weathered and almost unrecognizable. A DC 25 Knowledge (religion) or (history) check reveals that this is a statue of Reqesteia. If one of the PCs prays to Reqesteia for one full round, the party then receives the equivalent of a *bless* spell for the next 1d4 hours. This can only be done once per day.

3. Weak Floor

Several portions of the floor have been badly undermined and may collapse. Anyone stepping on the marked sections must make a DC 21 Reflex save or fall 1d4x10 feet, taking damage as described in the DMG.

4. Altar

The old altar is badly worn by the elements, but once bore the face of one of the four Trae'este gods on each of its four sides; a successful DC 25 Knowledge (religion) or (history) check will reveal the identities of these gods. If an offering worth at least 1 gp is left on the altar and the god is invoked while facing the same god's image, characters can gain blessings, as listed below. Each god may only be invoked once per day,

and a single worshipper can only invoke one god per day.

Navashala: All divine spells restored.

Anathéa: Affected as if by *heal* spell.

Dütoros: All arcane spells restored.

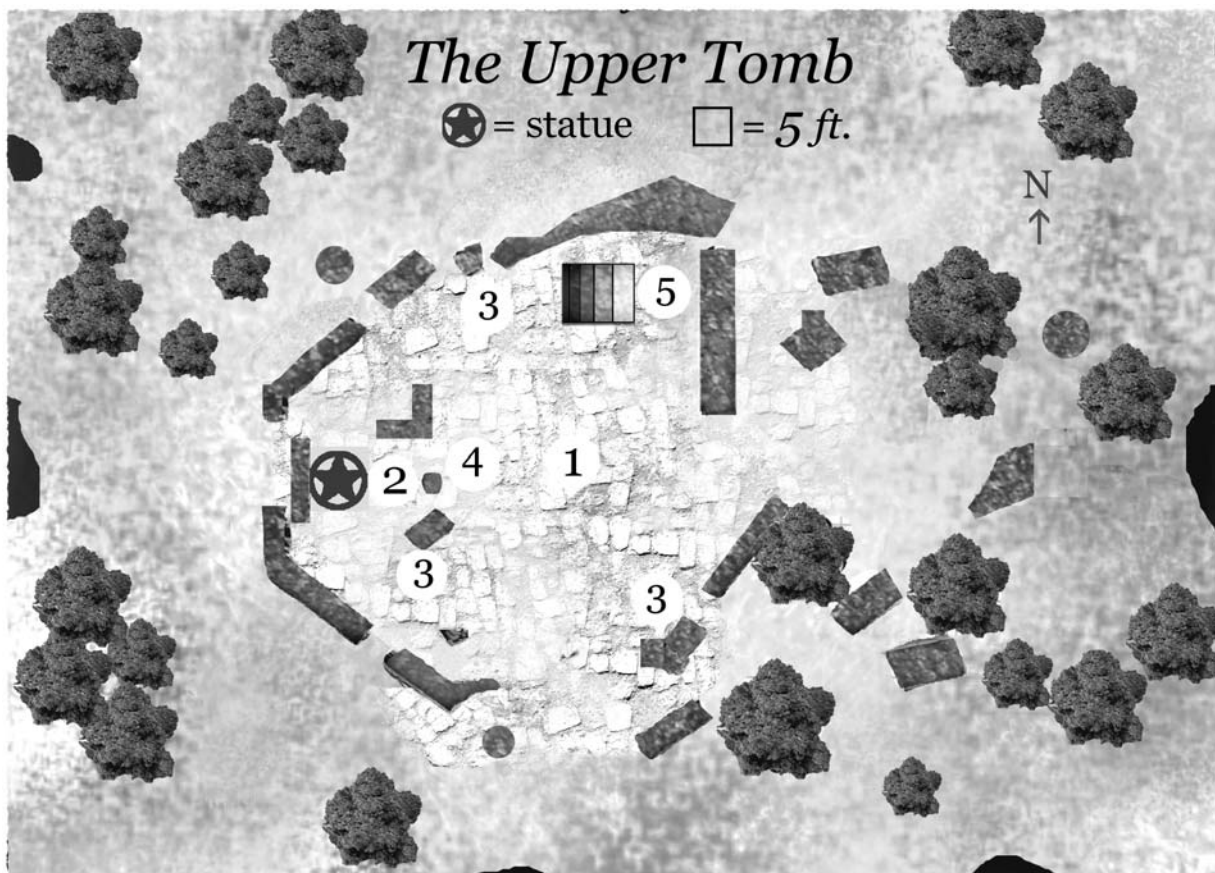
Reqesteia: +1 to attack rolls for one full day or 1 bonus hp per level for one full day.

5. Stairs Down

This portal was once covered by a cleverly-designed sliding stone door that opened to reveal carved stone steps down into the catacombs. The door has long since collapsed, leaving only piles of rubble overgrown with creepers and moss. The stairs lead down into the darkness below.

Lower Tomb

Here, the mortal remains of the Trae'este's greatest leaders and heroes were laid to rest. And here, with her people gone and her own body desiccating and transforming into an undead thing, the druidess Valaeta came after the defeat of Sabazios. The sheer evil of merely uttering his name during the ritual blasted her mind and soul, leaving her with only the most fragmentary and dim memories of her old life. Today, she is an undead lich, half-mad, dwelling in the tomb along with legions of other undead. And today, her curse may at last be at an end.



The Gods of the Trae'este

The old Trae'este gods still linger in the Westwood, and can still influence events there. The old gods' powers will grow if the Trae'este are successfully resurrected, and will be able to grant clerical spells and other benefits to their followers.

The Trae'este worshipped a pantheon of gods and nature spirits, but the four chief deities are described below. There is not real "chief" god — all four are considered equally powerful.

Navashala: Protector of the forests and keeper of all wisdom, Navashala is the source of all divine and druidic magic. He normally appears as a male elf clad in garments made of leaves, vines and other natural substances, their colors and conditions appropriate to the current season — rich and green in spring, dark and brown in autumn, etc. He is non-violent and bears neither weapons nor armor.

Anathéa: Goddess of birth, healing and mercy, Anathéa appears as a Trae'este female wrapped in gauzy, insubstantial white garments like swirling mist. While always kind and peaceful, she is willing to fight to defend her forests, and is sometimes accompanied by animal lords or celestial versions of mundane creatures. In the winter, she is said to ride upon the back of a huge white bear.

Dütoros: The god of magic and arcane power, this deity is usually portrayed as a hooded, cloaked figure whose features are entirely invisible. Occasionally, only Dütoros' eyes are shown in sculpture or artwork — two golden orbs gazing at the viewer with infinite wisdom and patience. The Trae'este had no wizards, but many were natural sorcerers who prayed to Dütoros for learning and guidance.

Reqestea: This deity emerged from the depths of the forest only when the realm was truly in danger, inspiring the Trae'este and filling them with bravery. Reqestea was somewhat protean in appearance, showing himself as a forest dragon, a mighty treant, a pale-skinned elf warrior of either gender, etc., but is most often shown on shrines and statues as an unnaturally tall and slender humanoid with elongated features, clad in elaborate, fluted armor and bearing a slim but deadly-looking sword.

6. Antechamber

The room is fairly good-sized, with a number of niches cut in the walls, possibly for statuary or other decoration. Empty torch sockets decorate the walls between the niches, and the light from above is dim even during the day. The floor is covered with rubble, broken pieces of wood and other detritus.

A number of ghouls and their leader, a ghast, use this chamber as shelter during the day before ventur-

ing up the steps and into the woods to hunt. If the party enters during the day, the ghouls will be hiding under debris in the niches (DC 19 Hide) and will attack if discovered, or once the entire party is in the antechamber.

Ghouls (8): CR 1; hp 13; see Monster Appendix for details.

Ghast: CR 3; hp 29; see Monster Appendix for details.

7. Corridor

Many creatures have died in and around this tomb over the centuries, and many have risen as undead due to Valaeta's curse. Not even the animals of the region are immune, and this corridor contains the living skeletons of numerous tiny, fine and diminutive animals, sufficient to at least impede and annoy a party trying to make headway. PCs in the corridor must make DC 13 Reflex saves or take one point of damage from the scuttling, biting creatures. Moving at half rate will eliminate this check as the PCs clear the way by sweeping or stamping on the tiny skeletons. Any Turn Undead checks allow normal movement for one round, but there are too many skeletons to permanently clear them out and the carpet of undead skeletons returns again the following round.

8. Sealed Gate

These heavy bronze portals were wrenched aside some years ago, apparently from the inside. This occurred as Valaeta approached and her curse took effect, raising up the once-peaceful elven dead that slumbered in these tombs. Now, they lie broken, with the darkness of the catacombs lying beyond. A successful DC 18 Decipher Script check reveals that the doors themselves were once covered with inscriptions dedicated to Navashala.

9. Catacombs

The corridor goes on into the darkness beyond. The tombs of elven heroes and elders once lay on either side of the corridor, each carefully sealed behind a carved stone door. Now, many of these doors lie broken, apparently broken from the inside-out. Others are intact, as their inhabitants continue to slumber and failed to heed the call of Valaeta's curse. Characters with even a trace of common sense will know that plundering the sealed tombs is sure to bring down a terrible curse on the perpetrators — should they follow up on such unhealthy instincts, the exact contents and curses associated with the sealed tombs is left up to the PCs.

Open tombs have already been violated, and there are no special penalties associated with entering them or taking their contents. Those that still contain items of interest (or threat) are listed below. The

other unsealed tombs contain rubble, dust, and perhaps some vermin, but nothing else of interest.

10. Tomb of Frae

A former elven scholar, Frae lives on as a spectre after the tragic death of her family. Her grief and rage has drawn several lesser shadows to her, who draw sustenance from her grief. Destroying Frae would be a mercy, and if she is defeated, the entire party will feel a sense of relief and release as she vanishes. If Frae is destroyed, any remaining lesser shadows will depart.

Frae's sarcophagus contains her most treasured possessions, the items which bound her to the tomb. These include a cameo with a portrait of her husband and daughter worth 1,000 gp, a small ivory statuette of Reqesteia worth 500 gp, a *ring of major spell storing* and a *periapt of proof against poison*. Though there are no special penalties associated with taking and selling the statuette and cameo, the DM may choose to give a player some esoteric rewards for leaving them where they are in honor of the fallen sorceress.

Frae, Female Spectre: CR 7; hp 45; See NPC Appendix for details.

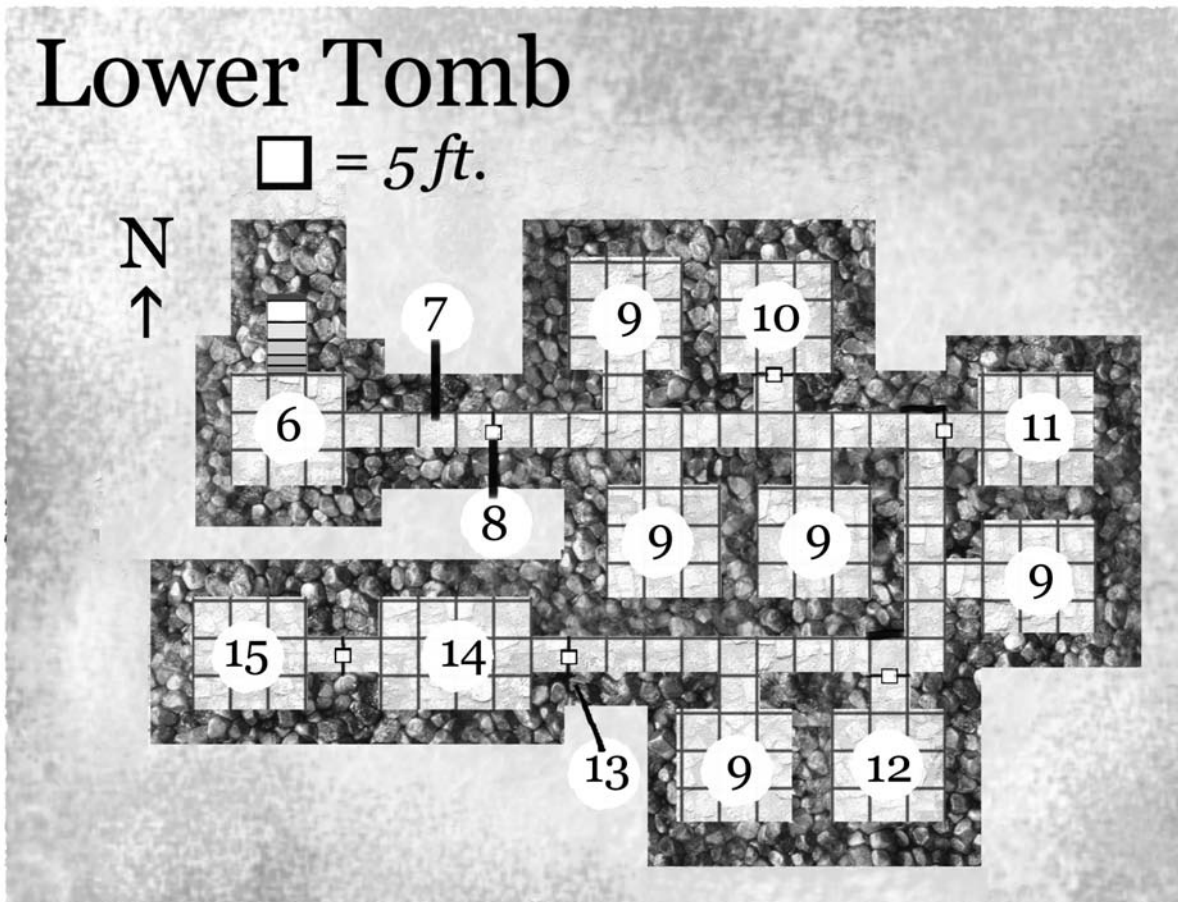
Lesser Shadows (4): CR 1/2; hp 6; see Monster Appendix for details.

11. Tomb of Lennarian

A warleader who betrayed his people (see NPC Appendix) and now lingers on as a black skeleton, Lennarian and his warriors were interred here, clad in their old armor, clutching their old weapons, and set in postures of attention, standing in the 13 niches that line the walls. Lennarian himself stands at the far end of the room, his niche raised three feet off the floor, accessible by a short set of steps. There is an elaborate round stone platform in the center with a bowl in the center of a star-shaped pattern, originally intended to contain an eternally-burning flame to symbolize the warlord's devotion to his people — needless to say, this light is long-since extinguished.

The chamber is something of a deathtrap. Lennarian's presence acts as a permanent *desecrate* spell, and Lennarian himself has had his followers construct a sliding stone block that he can trigger at will to seal off the entrance to the room. Anyone caught by the sliding block trap will also take damage — see the statistics below.

Lennarian will attempt to separate fighter-types from clerics, preferably trapping the clerics outside while he and his skeletons finish off their friends in the tomb itself. Failing that, he will try to cut off the clerics in the room and attack them while they are bereft of fighter support.



If the block is triggered, Lennarian will have his skeletons attack while he stands back and hurls a glass globe filled with a vile liquid that transforms into poison gas (inhaled, DC 18, 1d6 Con/1d6 Con) the moment it shatters. The gas fills the room in one round, forcing any living creatures who need to breathe to make a save as noted. Once he has disabled or slain as many foes as possible with the two traps, Lennarian himself will attack, choosing the strongest fighter-type in the group (he remains vain and arrogant even in death).

If the block trap is disabled, Lennarian will wait until at least half the party is in the room before attacking, sending his skeletons to hold the doorway while he uses his gas attack to take out the others.

The central altar, where the everburning flame was intended to rest, contains a secret panel (Search DC 22). When opened, it reveals a number of offerings, consisting of items that Lennarian and his warriors captured in battle. There are 2,500 gp and 5,000 sp in coins of various denominations, a chain shirt +3, a breastplate +2, a quiver of 12 arrows +1 and a flame tongue sword.

Sliding Block Trap: CR 6; mechanical; location trigger; repair reset; Atk +20 melee (6d6, spikes); multiple targets (all targets in a 10-ft.-by-10-ft. area); Search DC 24; Disable Device DC 20. Market Price: 21,600 gp.

Once the trap is sprung, the doorway to the room is blocked with all-but indestructible heavy stone (Hardness 8, HP 540, Break DC 50).

Lennarian, Male Black Skeleton Ftr3: CR 8; hp 58; See NPC Appendix for details.

Lennarian's Skeletons (12): CR 1/3; hp 6; see NPC Appendix for details.

12. Tomb of Anaexegoris

Anaexegoris was a Trae'este paladin who was laid to rest in this tomb, and occasionally manifested himself to defend the realm. Unfortunately, the evil that spread through the forest with the rise of Sabazios drove Anaexegoris' spirit back to its tomb, where he remains today, still armed with the magic sword that he bore in life. Though he cannot keep the forest free of evil, he has managed to keep the undead from taking this small corner of the tomb complex.

The chamber is relatively clean and empty, save for Anaexegoris' sarcophagus, a simple stone box in the center of the room, its lid carved with a likeness of the paladin in repose, his sword held in his hands. Inside, the tomb maintains the effects of a permanent *consecrate* spell, to which Anaexegoris himself is immune due to his alignment and his connection to the Trae'este gods.

When the party enters, Anaexegoris will manifest himself, a shimmering elven figure clad in light,

ornate armor. His sword is real, however, held in his ghostly hands as he warily inspects the party.

The ghost-paladin will not attack unless the party attacks him first, and he will be able to tell the PCs all about the tomb and its occupants. He also knows much of the story of Sabazios, his rise and fall, and also knows that Sha'xana was his lover. In short, if the party wishes to speak to the ghost, he can fill in many of the gaps in their knowledge of the forest's history.

If he is convinced of the party's sincerity, Anaexegoris will ask that they rid the tomb of Valaeta and her minions' evil influence (healing Valaeta and restoring her sanity as described below can be included as part of this). In pursuit of this goal, Anaexegoris will give his sword to the party, and finally "give up the ghost," fading out and going on to his eternal rest. The sword, Spiritwolf, can be quite useful in the coming battles, but also requires its user to defend the forest and the Trae'este if required.

Anaexegoris, Male Ghost Pal12: CR 14; hp 78; See NPC Appendix for details.

13. Portals

These heavy bronze portals, unlike the ones at the other end of the catacombs, are intact and closed. There is no bar on them, however, and they can be opened, though there are extremely heavy. A DC 20 Strength check is required to open them, and this is a full-round action which will, of course, alert Valaeta's undead minions on the other side.

The portal is round, and each door is semicircular. When closed they form a sunburst surrounded by more inscriptions asking for the gods' blessings.

14. Temple of Navashala

Unless the party can contrive some means of opening the doors quickly, or of magically transporting themselves past them, the occupants of this room — members of Valaeta's "inner circle" and powerful undead themselves — will be on alert and ready to defend themselves when the PCs come through. There are three oddly-assorted undead here, each with its own reason to attend to the mad lich in the next room — Heshouna, a vampire, Rukh'aa the arch-ghost, and a slightly confused half-orc zombie named Velus Kaine.

Heshouna, Male Vampire, War7: CR 8; hp 45; See NPC Appendix for details.

Rukh'aa, Ghast-Lord: CR 6; hp 32; See NPC Appendix for details.

Velus Kaine, Advanced Zombie: CR 3; hp 29; See NPC Appendix for details.

15. Valaeta's Chambers

This final chamber was originally intended for worship and contemplation, but Valaeta made her way here and now uses it as her home. When the party enters, read or summarize the following.

Valaeta, Female Lich (elf) Drd14: CR 16; hp 91; see NPC Appendix for details.

This chamber is cylindrical, with a domed ceiling that is painted to resemble a night sky on one half and day on the other. The floor is inset with an intricate starburst pattern picked out in blue, black and silver. At the far end, you see a throne on a dais, flanked by two stone benches. A number of armored skeletons are seated on the benches, in postures of prayer or repose. On the throne, you see a wizened and withered figure clad in old, rotting green robes, holding a gnarled oak staff in her bony hands. Her ancient undead body is racked by tremors and nervous tics, leaving her in constant, nervous motion. Her eye sockets burn with dancing red flames, flickering bright, then dimming at random.

“You have come,” she says. “I have seen you coming. For many years I have seen you, before you were even born, I saw you, and knew you. I saw your paths, all divergent, all different, all converging here, all coming to this chamber where you would speak to me. I see it all as clearly as the branches of an ancient oak, twisting and intertwining, but always ending at the same place. You have come. This I know. What would you have of me?”

Ending the Curse

The road to Valaeta's chambers has been a long and difficult one and, in all likelihood, the PCs have taken some serious damage. A fight with a lich of Valaeta's age and power is probably not a good idea, and in any event, the party's goal is to help heal her and learn how she can help in the struggle against Sabazios and Sha'xana.

As noted in the NPC section, though she is undead, and has been driven mad by the events of the past, Valaeta is not actually evil — her Chaotic Neutral alignment has sustained her over the years, and allowed her to consort with evil creatures, but she herself has not yet crossed over to their alignment.

Chaotic Neutral is more a reflection of Valaeta's madness, and she will often act randomly, spewing incomprehensible phrases, casting random spells, and holding long conversations with her mindless undead minions. She will do this while she speaks to the PCs, but will not directly attack them unless she herself is attacked first.

Valaeta remembers vague snatches of her old life and of the ancient forest, and knows that she is some-

how responsible for its fall, though she does not know why. If offered the water from the spring in Verdant Grotto, she will refuse, saying only that she knows that she must still suffer for her errors, though she does not remember what they were.

Occasionally, she may direct one or two of her skeletal warriors to attack the PCs, and will continue to talk normally as they do so. The skeletons shouldn't present too much of a problem; if the party is badly hurt, the skeletons will attack for a round or two, then wander off aimlessly as their mistress forgets about them.

The PCs have several options. Destroying Valaeta will of course be disastrous, as she alone knows how to bring the Trae'este back and how to fight Sabazios and Sha'xana. If the party is so foolish as to do this, they will have to go through the confrontations in the two following chapters with no aid from the Trae'este (a fight they are likely to lose).

They can try to physically overpower Valaeta and force her to drink. This will prove as difficult as one might guess, since she is unwilling to be restrained or to drink anything voluntarily. More likely, the PCs should attempt to reason with her, though she is entirely mad and reason isn't terribly important to her right now.

If the party chooses to talk to Valaeta, a successful DC 30 Diplomacy roll is required to get her to listen



coherently (the PCs can try this roll as many times as they wish until they succeed), and a second DC 35 Diplomacy check is needed to get her to drink the water. This second roll can be modified by the PCs actions, as follows (these are guidelines — feel free to make your own modifications if the players come up with especially novel arguments or strategies of their own).

PCs' Actions	DC Modifier
The PCs remind Valaeta of her old life or mention the Trae'este	-1
The PCs remind Valaeta of Sabazios or Sha'xana	-5
The PCs show her images of the forest's present state, tell her about the Traeeste's current status as spirits, tell her that Sabazios or Sha'xana threatens the forest	-10

Again, this roll can be made multiple times, and eventually they should be allowed to persuade Valaeta to drink the spring water. Just don't make it too easy.

When Valaeta (eventually) drinks the water, read or summarize the following.

At first there is no change, but after a moment, the tremors and tics that ravaged Valaeta's body begin to subside, and her face — what is left of it — seems to grow calm. The fire of madness that burned in her empty eye sockets fades to a steady white light. Nearby, the armored skeletons that flanked her seem to slump, then at last collapse into piles of bones and rusted metal.

"I see now," she says. "The demon's heart lives on, and stirs to wakefulness. I could have destroyed him by giving up my own life," she says, "but I was afraid, and did not want to leave the mortal realm. That is what kept me in this state of undeath, and what allowed a tiny fragment of Sabazios to survive. I don't fear the end now, for I see what lies beyond. Sabazios's lover Sha'xana seeks to take on his power and merge herself with the demonheart — she will grow as powerful and evil as Sabazios himself. We must end it now.

"I am ready to give up this cursed existence and destroy the demonheart once and for all. But I cannot do it alone. My people are not dead — the slumber in the trees and the streams of this great forest. We must reverse the ritual and bring them back to aid in the coming battle."

Valaeta's madness is gone and her alignment is now Chaotic Good. She is still a lich, however, and retains her connection to Sabazios. All other mindless undead in the tomb are destroyed, and any surviving intelligent undead flee as soon as Valaeta's madness is cured. She can now fill the PCs in on any missing

information, and tell them the entire story of her error and the accidental summoning of Sabazios.

With this, Valaeta explains that over the centuries she learned how to restore the Trae'este to life, and with their help give up her own mortal existence to destroy Sabazios. She is still the only individual who knows the demonlord's true name, and only she can finally destroy him. Valaeta asks that the PCs come with her to the stone circle where the original ritual was performed, there to cast the spells that will awaken the Trae'este from their long slumber. This must be done soon, she says, for she feels that the demonheart is stirring and Sha'xana may be planning the final portion of her ritual soon.

With that, the party should depart along with Valaeta for the penultimate chapter of the campaign.

Chapter Nine: Resurrection

In the previous chapters, the PCs learned the story of the demonheart and of the evil plot that the hag Sha'xana has hatched to merge herself with the living essence of her demon lover. Now the adventurers accompany the lich Valaeta to an ancient stone circle, where she will carry out the ritual that will reawaken the slumbering Trae'este elves, and use their powers to destroy Sabazios and Sha'xana once and for all.

Overview

Unfortunately, things are not quite that simple (they never are, are they?). In a final bid to make herself and the demonheart invincible, Sha'xana has unleashed her minions on the town of Tanner's Green, hoping to harness the death-energies of the slain innocents. If allowed to succeed, not even the resurrected Trae'este can stop her, but without the Trae'este's assistance, Sabazios's heart cannot be destroyed. Caught in the middle, the PCs must divide their forces to defend the town while at the same time protecting Valaeta while she performs her ritual.

The adventurers may be at a disadvantage, as this chapter takes place immediately after the previous one, in which case the party may have expended spells, healing, undead turning, etc. If the party was badly battered in the previous encounter, the DM may allow them to camp overnight in the forest, allowing for healing and restoration of spells.

The DM should also keep track of what time the following events occur and how much time they consume, to determine whether the events take place in daylight or darkness.

The Circle

Valaeta leads the PCs to an overgrown circle of sacred stones, where the Trae'este once performed their holy rituals. The PCs may have visited the circle before, but now it takes on vital importance. When they arrive at the circle, read or summarize the following.

Greenery grows in profusion in and around the circle, and center is open to the sky, allowing sun light to shine down unhindered. As in Yvonna's glade, you feel less of the grim oppression of the remainder of the forest, and experience a sense of relief and peace here, as if this is another tiny fragment of the ancient forest that remains as it

was ages ago.

Valaeta walks toward the center of the circle, leaning on her staff and shambling like the undead thing she is.

"This is the place," she says. "Beware while I call the spirits, for the enemy will immediately know our intentions."

Before she can begin, however, a winged form flies from the trees nearby and lands on the ground. Briefly, you see a huge, black-feathered raven, then a moment later the creature transforms into Yvonna the druidess. She looks haggard and weary, but when she sees you, her eyes light up with relief.

"The birds told me you had come here," she says. She looks toward Valaeta. "Hail, arch-druidess. I know of your mission, but I bring dire news." Now she looks toward you again. "The hag Sha'xana has summoned her forces; even now they march on Tanner's Green. She had bid them to slay every living thing in the town, for their death agonies will feed the demonheart and make her invincible. If she succeeds, not even Valaeta and the Trae'este can stop her."

"We must awaken my people before Sha'xana can complete the ritual," Valaeta says. "I must not fail either, and Sha'xana's minions will attack us once I begin."

In all likelihood the players will understand that they must now split up, with one or more party members going to warn the villagers and if possible help defend the town, and one or more others helping to defend Valaeta while she reawakens the Trae'este. If they don't figure this out, Yvonna will suggest it. Give the players some time to figure out who will stay to defend the circle and who will go to Tanner's Green, then move on to the next section of the adventure.

Splitting Up

The remainder of the chapter takes place in alternating scenes, as one group of PCs races to Tanner's Green to aid in its defense, and the other protects Valaeta as she reawakens the Trae'este. The players can divide the party up as they wish, but spellcasters

are more likely to be useful at the circle and warrior types in the town.

Players needn't sit idle while the other half of the party is active, either. If they wish, players can run NPCs such as Yvonna, Areus and others while their PCs' half of the adventure is on hold. NPCs can join the two party halves as follows:

- * Yvonna can summon one of her more powerful forest-allies, Darricanthus the cave-bear (see NPC Appendix), to accompany the town defenders, while she remains behind to hold the circle.

- * The town defenders can encounter Areus on the way back to Tanner's Green, and he will offer to help them fight, though he has little understanding of the town-dwelling humans.

- * Once in the town, NPCs such as Captain Ivis and Thad (amazingly enough; see below) will join the fight and can also be run by idle players.

- * The capricious but strangely attractive Princess Amaleia may join either party, either out of sheer boredom or because she wants to fight side-by-side with her mortal lover.

- * Other wild creatures, fey or townsfolk can be used to fill out the roster on either side.

Once the players have decided who will go where, and the DM has determined which, if any, allies will accompany them, begin with the following scene and

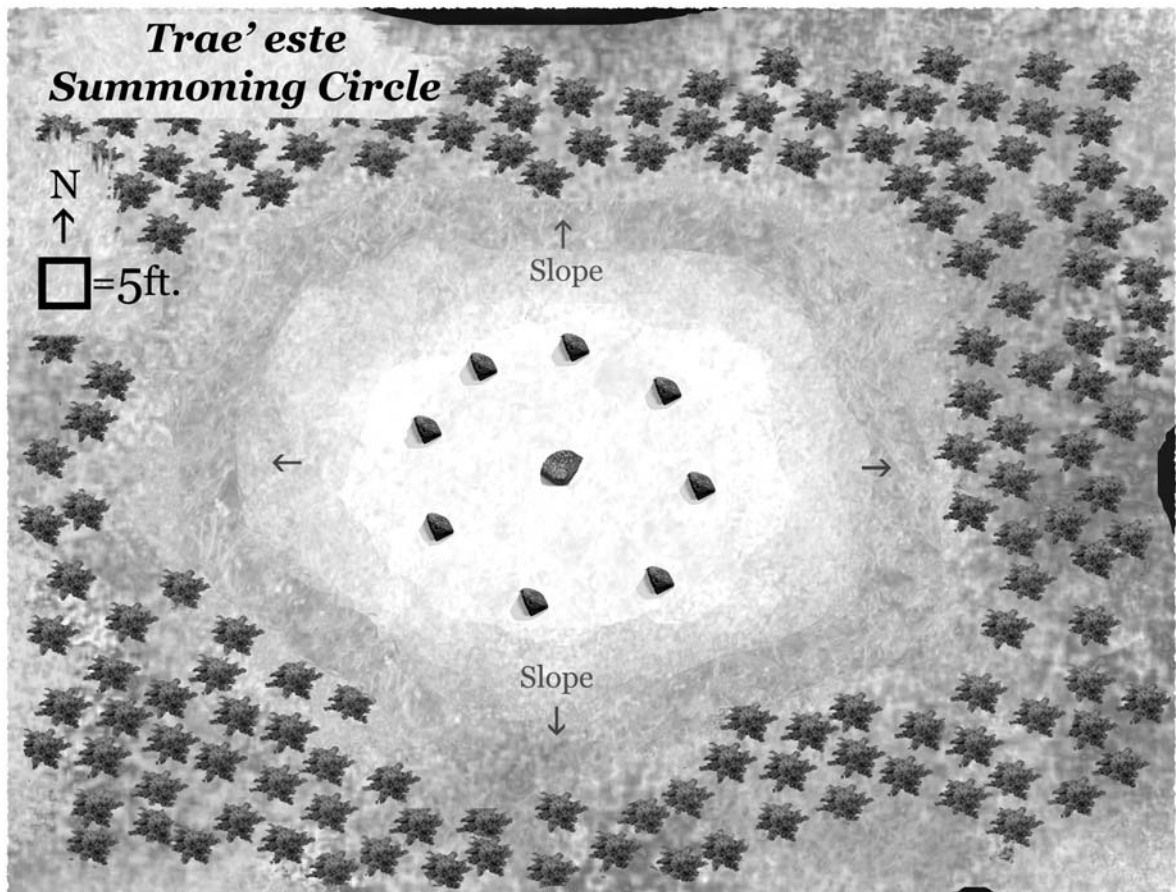
continue, alternating from one group to the other until the adventure's conclusion.

Race to the Town

Time and speed are of the essence when warning the town. The PCs carrying the warning will have to travel approximately five miles through thick forest.

Progress through the forest is determined somewhat abstractly. Determine the PC with the highest Con score, and make a Fortitude check every 10 minutes, with a DC based upon how far the PCs wish to travel during that time. A failed roll indicates that the PCs have only traveled half the distance specified, and a natural "1" indicates that the PCs are exhausted and moves zero distance during those ten minutes. PCs can assist with successful DC 10 Survival checks every 10 minutes — each success adds +2 to the leader's Con roll. (DMs should see this as an all-too-rare opportunity to use the Endurance feat to the PCs' advantage.)

Distance Travelled/10 min.	DC
1/4 mile (walk)	15
1/2 mile (run)	20
1 mile (all-out run)	26



Along the way, the forces of the enemy, in the form of a number of doombats will attempt to slow or injure the adventurers. After 30 minutes one doombat per PC will swoop down out of the trees to attack. Once the bats are dispatched, the PCs can continue racing through the forest to warn Tanner's Green. The fight with the doombats will not add significantly to the total time. The total amount of time taken to get to Tanner's Green will cause bonuses or penalties as described below.

Doombat: CR 4; hp 51; see Monster Appendix for details.

The First Wave

Allow the defending PCs and NPCs if any to deploy in or around the stone circle as Valaeta begins her invocation. In the center of the circle, she holds her staff up, calling out to the ancient Trae'este gods in her cracked, undead voice. As she does so, Sha'xana's forces attack, using a hastily-assembled force to stop or at least disrupt the ceremony. There are initially ten gnolls led by a flind; adjust this number up or down based upon the number of defenders, or send more gnolls in after the initial attack force is defeated. The gnolls will try to avoid the PCs and move to attack Valaeta. If any get too close, she will blast them with flame strike or call lightning, but this will interrupt the ritual, and she will admonish the PCs to keep her foes at bay lest the spell be disrupted, then start the ritual all over again.

Gnoll Warriors: CR 1; hp 11; see Monster Appendix for details.

Flind: CR 1; hp 13; see Monster Appendix for details.

Raising the Alarm

When the PCs arrive in the town, they will have to organize the defenses and prepare the citizenry, gaining bonuses or penalties in the coming fight based upon how long it took to arrive, based on the following table.

Total Time	Effect
Less than 1 hour	-1 on foes chart, +1 morale bonus to attacks and saves for PCs and allies
1-2 hours	None
2-3 hours	+1 on foes chart
3+ hours	+2 on foes chart, -1 morale penalty to attacks and saves for PCs and allies

The PCs will first have to get to Captain Ivis or Helana, who will ring the bells of the temple, calling the townsfolk together. The PCs will have to explain the threat that faces Tanner's Green, and should make

Diplomacy rolls with modifiers assigned by the DM based upon how well they make the case for defending the town. The PCs' past behavior should be taken into account when deciding whether the townsfolk's initial attitude is Unfriendly or Indifferent. Once the villagers have been persuaded to Friendly or Helpful attitudes, preparations to defend the town can begin.

The Trees Come Alive

With the first wave defeated, Sha'xana's allies launch a second assault on the circle, sending a group of plant-creatures to disrupt the ceremony. The circle is now attacked by a pair of algooids (adjust the number based on how many PCs are present defending the circle). Though naturally of neutral alignment, the algooids were unnaturally corrupted and made evil by agents of the Shadow-King, and now serve Sha'xana. They will stay back, out of combat, using their animate trees ability.

Again, it is imperative that Valaeta complete this segment of the ritual, and must be kept out of combat for eight rounds (or a number of rounds determined by the DM based on how strong or successful the party is), or she will once more have to start all over again. If the PCs succeed, the attacking trees will suddenly stiffen and crash to the ground, and the algooids will flee if they have not already been slain. If the PCs fail again, Valaeta will angrily demand that they keep her safe for the duration of the ritual.

Algooids (2): CR 4; hp 37; see Monster Appendix for details.

Organizing the Defense

The characters may now work with Ivis and other leaders to organize the defense; allow them to deploy the villagers any way they choose. The PCs may fight as a group in the coming battle, along with any NPCs that accompanied them. The DM can also provide a squad of up to ten militia to assist the characters as well and can either run them, or allow an idle player to take charge.

In addition to any other friendly combatants, the PCs may also approached by a very surprising group of would-be allies. Read or summarize the following.

To your surprise, you see a small group of young men approaching — you recognize several Young Hunters, led by the contemptible Thad, now all clad in various pieces of leather and studded leather armor and looking grim but determined.

“We were wrong about you,” Thad offers. “Those monsters from the forest took my parents. It was them we should have been fighting all this time, not you. We'd like to fight if you'll have us.”



What heroic player character could possibly turn down such sincere contrition? Assuming the PCs do not beat Thad and his friends about the head and shoulders with sticks until they run away, the DM can add them to the characters' retinue as well (see the NPC chapter for Thad and the other hunters' stats). For dramatic purposes, it is recommended that Thad and his friends fight bravely.

(Note also that the coming battle and ritual will take a substantial amount of time, so make sure that they all end in the late afternoon or early evening, as the final chapter takes place at night.)

Undead Assault

The defenders at the circle must now contend with an attack by undead monstrosities; these will erupt from the ground all around the circle and attempt to shamle toward Valaeta, who is continuing with her ritual. The initial assault will consist of 10 skeletons and 10 zombies (as above, adjust these numbers based upon the number of PCs and their capabilities) skeletons and zombies; once these have been dispatched, a second wave of another 10 skeletons and 10 zombies will attack.

After the PCs have held off the undead for what the DM considers an appropriate number of rounds, a great circle of green radiance will spring up around

Valaeta and explode outward, destroying any remaining undead (with the exception of Valaeta herself, of course).

Skeletons: CR 1/3; hp 6; see Monster Appendix for details.

Zombies: CR 1/2; hp 16; see Monster Appendix for details.

Defending Tanner's Green

The evil creatures of the forest launch their assault on the PCs and the town's defenders, hoping to kill enough innocents to make the demonheart indestructible and assure Sha'xana's triumph. The DM can describe how the battle is going in the rest of the town, but the PCs and their allies (possibly including some militia as well as Thad and his Young Hunters) will face groups of attackers in succession, as determined on the following chart. Remember to modify the roll based upon the amount of time it took to get to the town as described above, and to adjust the numbers up or down as necessary to keep the PCs challenged, while at the same time not overwhelming them. For details on these monsters see the Monster Appendix.



If the Shadow-King was not defeated in Chapter Four, you may substitute debased fey of appropriate numbers and levels for the monsters listed below.

d10 Roll	Attacker
1	6d6 goblins
2	3d8 gnolls
3	4d6 human cultists
4	5d6 skeletons or zombies
5	4d6 ghouls or 2d6 ghasts
6	1d6 ogres
7	1d4 trolls
8	1 babau and 0-2 dretches
9	1 vroock
10	Roll twice, ignoring another 10 result

Let time considerations be your guide in determining attackers. If the PCs dispatch with one group easily, throw in a second one immediately. If they're having a hard time, let the combat play itself out, then cut to the scene back at the stone circle. Note that even while the PCs and their friends may be fighting well, the battle in the rest of the town seems to be turning against the defenders.

The Guardian

The ritual is almost complete, and Valaeta shimmers with green life-energy. She cries out in pain, for it is anathema to her undead status, but she perseveres. All around the circle, vaguely humanoid shapes begin to coalesce out of the trees, shimmering with the same green radiance.



Sha'xana's forces are desperate — they unleash their most powerful ally — a monstrous tentacled horror that they summoned from a deep cavern complex and forced to fight. The creature attacks ferociously, and is likely to be an overwhelming opponent. Fortunately for the PCs, they must only hold it at bay for another 5-8 rounds (as determined by the DM) before Valaeta completes the ritual.

Tentacled Horror: CR 10; hp 114; see Monster Appendix for details.

Falling Back

All around, the villagers and militia are falling back in disorder. Roll again on the foe chart and have the PCs fight to cover the militia's retreat. Once they have dispatched these foes, they will see Captain Ivis, badly wounded, waving his men back toward the Temple of Freya. He shouts at the PCs to follow. Have them fight a few goblins, gnolls or other creatures on the way, give them various opportunities for heroism such as saving a child, helping a family flee, killing a gnoll who is about to slay a helpless guardsman, saving a favorite NPC such as Trena or Helana, etc. as they fall back. If Thad is with the PCs, have him perform at least one act of heroism, preferably killing a creature that menaces one of the PCs.

Once the rout is completed, surviving villagers flee into the temple and bar the doors, while the PCs and a handful of militia draw up in a defensive circle. If the defenders are capable of any more rounds of combat, roll up a few more encounters before reading or summarizing the following.

There is a sudden hush in the constant din of combat. The attackers have completely surrounded the temple, and are drawn up in overwhelming numbers, even though you yourselves have slain many. There are numerous fell creatures here — goblins, gnolls, undead, evil fey — all staring at you with unrepentant bloodlust, in the calm before the final, irresistible assault. You prepare to sell your lives dearly.

The Return

Read or summarize the following.

A blinding flash of green-white light explodes from the center of the circle, silhouetting Valaeta as her voice rises to a crescendo. You hear a single shouted phrase echoing from her, through the forest and back again, and it is the voice of a living creature, not the undead thing she has become.

Trae-este!

As your vision clears, you pick yourself up from the ground. You are sorely wounded, and the enemy has proved itself powerful indeed. But you are alive, and no foe is visible in or around the circle. Any evil creatures that survived seem to have been consumed in the flash of life-giving energy.

But you are not alone. Emerging from the forest, you see the slim forms of elves — strange elves covered in tattoos, clad (if at all) in minimal animal skins or roughly-woven cloth. They bear bows and strange weapons that you do not recognize, and among them is an ancient-seeming individual with long white hair and the serene expression of the truly wise.

“I am Anorra,” she says, her voice soft and comforting. “Our sister Valaeta has called us back from the forest. We are the Trae’este.”

Near the center of the circle, Valaeta painfully rises to her feet. Unlike the other Trae’este, who continue to emerge from the forest, she remains as she was -- a skeletal, undead thing.

“I was not restored,” she says, guessing your thoughts. “I gave up my mortal existence when I uttered Sabazios’s true name — now I will surrender all ties to this world and utter it again.”

If the PCs ask about the town, Anorra tells them that it’s being taken care of. Proceed to the final scene in Tanner’s Green.

Saviors from the Forest

As the PCs prepare to face the enemy’s final onslaught, read or summarize the following.

A frightened stir passes through the enemy ranks. Several creatures fall, gouting black blood, and strange, whirring disks weave a deadly path through the assembled creatures, leaving writhing bodies in their wake. A shout erupts from the edge of town, and you see dozens of lithe humanoid figures falling upon the enemy from behind. Blades whirl, bows twang and more of the strange spinning disks cut down your foes. Panic seizes the foe, and they scatter in terror.

At this point, the PCs and the surviving defenders of the town can rush forward with a shout of triumph and complete the massacre, crushing the invaders between themselves and the onslaught of the Trae’este, who swarm from the woods, cutting down even those few enemy who escape from the carnage in town.

The attacking Trae’este gaze on the PCs with curiosity and some wariness, as they survey the carnage around them.

The Aftermath

The two struggles are over, but the final conflict has not yet begun. Tanner’s Green is in shambles, with many of its innocent citizens slain. The traitors who served Sha’xana and worshipped the demonheart have been wiped out, however, and the survivors are determined to rebuild. Captain Ivis has fallen in battle, but the PCs are surprised to see Thad taking command of his handful of Young Hunters, and directing them to clean up the town, dispatch wounded foes and gather up the slain. The Gentle Mother Inn has been converted into a makeshift hospital, where Trena cares for the wounded and Helana and her surviving acolytes give comfort and healing as best they can. Everywhere, the Trae’este also assist, and though the townsfolk are at first suspicious, they accept aid when it is offered.

Out in the forest, Anorra and Valaeta speak to the PCs.

“The battle at the town is won,” Valaeta says. “The demonheart still beats, but lacks the souls that it needed to become indestructible. There is still hope.”

“Sha’xana seeks to join with the heart now,” Anorra continues. “We feel the dark energies bend to her will. She begins her ceremony, and when it is complete, she will come here to stop us.”

“We will begin the ritual,” Valaeta says. “And I will invoke the demon’s true name. I will be destroyed, but in doing so I will be released from this existence. When we have completed the ritual, Sabazios’s power will be broken and Sha’xana will be vulnerable. Then you can destroy her.”

“You must delay her until that time,” says Anorra. “I’ve sent word for your friends in the village to join us here. We will provide you with healing and aid. Areus and Yvonna will aid in the ceremony, but Darricanthus will lead you to the demonheart.”

Back in the town, Areus the wood-elf finds the PC defenders and urges them to make haste back to the forest. Once they have joined the rest of the party at the stone circle, the final chapter of Demonheart can begin.

Chapter Ten: Heart of Darkness

Though Sha'xana's plans have been frustrated — Tanner's Green is saved and the hated Trae'este have been reawakened from their slumber, the hag will proceed with her schemes. Enough innocents perished in the fighting to power her final ritual and, although she will not be invincible after merging with the demonheart, she will nevertheless be vastly powerful, and will come to take vengeance on the town, the elves and the PCs even while they are licking their wounds.

But Valaeta is not finished. With help from the resurrected Trae'este, she will begin another ritual and utter Sabazios's true name yet again. The fear that prevented her from surrendering her mortal existence is gone, and the way to salvation is clear; Valaeta will sacrifice herself and in doing so utterly destroy the last remnants of Sabazios's presence, leaving Sha'xana powerless and vulnerable.

The PCs must now journey into the utter depths of the forest to where Sha'xana is even now carrying out her last rites, merging herself with the fell power of the demonheart. There, they must fight her minions, and delay her long enough for Valaeta and the Trae'este to complete their final ceremonies. Once Valaeta has succeeded, the PCs will be able to destroy Sha'xana and free the forest from Sabazios's shadow forever.

From the Ruins

The PCs who helped defend the town have left it behind, in the increasingly-capable hands of Helana the priestess and Thaddus, who is showing himself to be a potential leader, and has even begun to cooperate with the Trae'este, the “prick-ear” saviors of the town. Once the two party groups are reunited, they can gain some assistance from the magical energy that still pulsates in the center of the stone circle. Anyone who spends a full round there receives a *heal* spell, as if cast by a 15th level cleric. In addition, spellcasters who pray or meditate in the circle for 10 minutes recover all expended spells.

So equipped, the PCs can now journey into the heart of the forest to confront Sha'xana. The battle has taken a day or more, and now the sun has begun to set, sinking the forest deeper into shadow. The stone circle glows a rich and verdant green as the Trae'este begin to gather around it, and Valaeta takes her place in the center.

Anorra tells the PCs to make haste, and Valaeta bids them goodbye. They will not meet again in the

Artifacts

Throughout the adventure, the PCs may have obtained a number of items that will be useful in the final confrontation. Most of these are so tied to the defense of the forest that they gain additional powers when in the presence of the demon-lord or — in this case — Sha'xana when she has been enhanced by the Demonheart. The DM can provide additional powers to help even up the odds in the final confrontation, or use the following suggestions. These powers are active only as long as the item is in the proximity of the Demonheart or Sha'xana after she has merged with the heart. Suggested powers are:

The Maiden's Chalice: When in the presence of Sabazios or his successor, any liquid placed in the Maiden's Chalice (see Chapter Three) acts as a *potion of cure serious wounds*. Another potion cannot be created until the first one is consumed. Once only, liquid in the chalice can function as a *potion of mass heal* (healing the drinker and anyone else in range as per the spell), but this will use up the chalice's powers and it cannot be used again.

Demon-Axe: The demonlord's old weapon is intelligent and quite evil (see NPC Appendix under Many Tusks), but it is also attuned to its old master. If used against the Sabazios/Shaxana amalgam, it functions as an *unholy greataxe +5* and also deals an extra 2d6 points worth of damage against Sabazios/Shaxana.

Spiritwolf: Spiritwolf (see NPC Appendix under Anaexegoris) is tasked with defending the forest against all foes, especially outsiders. The returned Sabazios/Shaxana amalgam is one of the greatest threats that the forest has ever faced, and when wielded in battle against this dread foe, its bonus rises to +5.

Valaeta's Staff: Like Spiritwolf, Valaeta's staff of the woodlands is attuned to the Westwood and gains greater powers in the presence of true enemies. Against the amalgam, the staff functions as a quarterstaff +4 and grants its wearer a +2 enhancement bonus to AC.

mortal world, she tells them. If the DM feels that the party needs further assistance, she will give her staff to any druid or cleric in the party as a final gift and bid that they use it only in defense of the forest and living things.

The Demonheart

The PCs will set out into the darkness immediately, as Anorra tells them that Sha'xana has begun her own ritual, intending to merge herself with the demonheart. The cave-bear Darricanthus knows the way to the heart and will guide the PCs. One of the players can portray Darricanthus, or you can run him as an NPC; in either case, he will enthusiastically fight for the party and will even give his life to see Sha'xana and the heart destroyed.

Darricanthus, Male Celestial Dire Bear: CR 9; hp 105; See NPC Appendix for details.

As previously, the journey into the forest can be as long or as brief as the DM wishes. If the forest is quiet, then the players will assume that Sha'xana has expended most of her allies in the assault on Tanner's Green; if they fight a lot of foes, then they will assume she has unleashed her surviving minions to stop the party. Either way, the party will reach the Demonheart by midnight or soon thereafter.

As the party approaches the site of the final battle, they begin to hear rhythmic chanting, singing and screaming, as if from a multitude of voices. They may advance openly into the clearing, or they may creep in cautiously — when they do see the clearing and its contents, however, read or summarize the following.

The forest around you is blackened and blasted, much like the corrupt forest created by the evil fey. The sound of chanting is louder now, and you see that its source is a circle of creatures — goblins, gnolls, redcaps, minor outsiders and even a few debased and wild-eyed human cultists — all gathered around a low stone wall that surrounds a depression in the ground, perhaps 50 feet across.

In the center of the depression, you see what can only be the object of your long quest — the hag-creature Sha'xana, every bit as terrifying and deadly as you remember her, stands before a great pulsating lump of black flesh almost as tall as she is — the Demonheart! As you watch in horror, the hag spreads her arms and unleashes a horrific scream. Red veins and cracks spring up all over the black demonheart, emitting bright, bloody light, and quickly coalesce, transforming the black heart into a great glowing mass of blood-red luminance.

The light quickly spreads to envelop Sha'xana herself, and an instant later it vanishes, revealing a monstrous amalgam of hag and demon, nearly twice the height of a man, with great wings rising up into the darkness, eyes that flash fiery orange and red, a cruel mouth studded with jagged teeth, and four massive muscular arms ending in savagely clawed hands.

The apparition turns and looks toward you, as if she knew you were there all along.

“At last you come,” she says in a voice like thunder, neither male nor female. “You see now why you were spared my wrath in the forest — you have come to see the fulfillment of my destiny, and the union of Sabazios demon-lord and his lover. With the power of the demonheart, I shall purge this forest of the Trae’este and the humans, and once more will rule this land.”

She strides toward you.

“Stand aside, mortals. Let me destroy the Trae’este and perhaps you will be allowed to live on as my slaves.”

The Final Battle

Assuming that the PCs do not accept Sha'xana's offer, the final battle will soon be joined. Give the players a moment to formulate strategy, then Sha'xana and her creatures will wade into battle, determined to kill the adventurers who have so long stood in their way and frustrated their plans.

Sha'xana's minions are mostly nuisances, as she shot her bolt when attacking Tanner's Green — they include gnolls, minor undead, human cultists, goblins and a handful of redcaps (see the previous chapter for statistics). The DM can ignore them entirely, or have them occasionally dart in and make minor attacks, prevent PCs from closing with Sha'xana, etc., as their mistress struggles against the bulk of the party.

Sha'xana, now enhanced with the remaining demonic energies of her lover Sabazios, is of course the main challenge of this encounter. It is imperative that the PCs delay her as long as possible, as elsewhere in the forest Valaeta and the Trae'este cast the ritual that will finally banish the demon and strip Sha'xana of his power.

Sha'xana is quite powerful, but doesn't let power go to her head. She will let her minions take the brunt of any fighting and use her spells and spell-like abilities from a safe distance, focusing first on enemy magic-users, then on fighter-types. The struggle is going to be long and bloody, and it is likely that one or more PCs will make the ultimate sacrifice.

This is a fight against impossible odds that the PCs can't win under normal circumstances, but then that's what being a hero is all about, isn't it? As with the battle at the town, timing is everything, and when it looks as if the party is about to be overwhelmed and all is lost, the DM can move on to the final stage of the adventure, as described below.

Sha'xana, Advanced Fiendish Annis: CR 20; hp 83; see NPC Appendix for details.

Darkness Dispelled

The battle with Sha'xana and her minions has taken most of the night, and any surviving PCs may notice that the forest is growing grey in the predawn light. When the DM feels that the PCs have had enough punishment, read or summarize the following.

Elsewhere in the forest, the ancient elvish druidess raises her arms toward the heavens for the last time and with her final conscious act shouts out a terrible name that cannot be pronounced by ordinary mortals. Those who hear it are gripped with fear and icy dread, but afterwards will not be able (for the sake of their minds and souls) to recall or repeat the terrible name. With that, Valaeta's undead body collapses on the ground, and is consumed in an instant.

Sha'xana — or the thing that once was Sha'xana — pauses, then staggers wildly, uttering a fear some shriek of agony. A gust of wind buffets the clear, tearing away dark vapors that stream from her eyes and mouth. She falls to her knees, still screaming, her demonic form shrinking and folding in upon itself. Then, it is over, and Sha'xana's body — still taller than a man, but drained of its demonic stature and power — collapses to the ground.

Any of Sha'xana's minions that survived the battle will gape at her fall with horror and flee into the forest or vanish in swirls of mist. Sha'xana herself is not yet dead, but lies insensible with only a handful of hit points remaining — the PCs can easily deliver coups de grace and finish her. Once she is slain, Sha'xana's body shudders and begins to disintegrate, sinking into the earth beneath her.

Once she is gone, another gentle breeze passes through the clearing. PCs who make successful DC 15 Listen checks hear a faint, melodious voice whisper a single word: "Free."

Aftermath

The surviving PCs can make the journey back to the Trae'este's stone circle. Any surviving evil creatures will slink away at their approach, since word of the demon-hag's fall has begun to spread already. Once at the circle, Anorra can provide healing and, if the DM wishes, resurrection for slain characters.

Read or summarize the following.

"You have destroyed the ancient evil that once more threatened our forest," Anorra says, "and helped our sister escape her curse and return to join our ancestors. Long ago, we Trae'este dwelt apart from the world, hiding and shunning those who wished to know us, and in doing so we helped

to create the evil that ravaged this land. Now, we have returned and were granted a second chance to undo the evil. We thank you for your aid, and pledge that we will live at peace with this forest, and with those who dwell in and around it. The humans and others will find that the Trae'este can be their friends. Farewell, and thank you."

Concluding the Adventure

The defeat of Sha'xana and the restoration of the Trae'este earns each PC 2,000 bonus xps, as well as the eternal friendship of both the town and the wood elves — the PCs can stay with either free of charge for as long as they want, and can enlist either group for assistance in future should it ever be needed.

Should the PCs ever return to Tanner's Green, they will find that Thad is now the settlement's leader, and that he has grown into a wise and enlightened individual, who maintains a close friendship with the Trae'este, who aid in the defense of the town and the forest. The woods remain hazardous, however, and the adventurers old allies, including Yvonna, Areus and others, may again call upon them for aid against new enemies. They would expect nothing less from the adventurers who are celebrated throughout the region as the Slayers of the Demonheart!



Appendix I:

Demonheart NPCs

Major NPCs and named characters are listed here; they include NPCs who show up in multiple chapters, individuals of unusual powers or backgrounds, or individuals who vary significantly from their standard racial or monster profile.

Chapter I

Bolingen

Outwardly a humble scribe who also supplies ink, paper and writing supplies to the good folk of Tanner's Green, Bolingen is actually a leading member of the Demonheart Cult. He oversees rituals in the forest, keeps watch on activities in the village and occasionally uses his poison skills to get rid of individuals who might cause trouble for Sha'xana and her plans. He wears an amulet of undetectable alignment, a gift from Sha'xana, to keep nosy investigators from learning too much.

Bolingen, Male Human Exp9: CR 8; SZ M; HD 9d6+9; hp 46; Init +3 (+3 Dex); Spd 30 ft.; AC 13 (+3 Dex), touch 13, flat-footed 10; BAB/Grp +6/+8; Attack +8/+3 (1d4+2 plus poison, dagger) melee, or +9/+4 ranged (1d4 plus poison, dagger); AL CE; SV Fort +4, Ref +6, Will +10; AL CE; Str 14, Dex 17, Con 13, Int 14, Wis 15, Cha 11.

Skills: Appraise +7, Concentration +10, Craft (inkmaking) +14, Craft (papermaking) +13, Craft (poisonmaking) +13, Craft (calligraphy) +20, Decipher Script +8, Knowledge (nature) +9, Knowledge (nobility and royalty) +14, Listen +4, Move Silently +9, Profession (scribe) +11, Spot +4; **Feats:** Alertness, Diligent, Iron Will, Skill Focus (Craft [poisonmaking]), Skill Focus (Craft [calligraphy]).

Possessions: *Amulet of undetectable alignment*, masterwork dagger (treated with medium spider venom poison — DC 14, 1d4 Str/1d4 Str).

Captain Ivis

A former soldier who settled in Tanner's Green, Ivis commands the city watch, a group of about two dozen locals who serve as the town militia. In general, the watch does little more than drill regularly and from time to time track down wild beasts from the forest. Of late, however, this has started to change. Villagers report strange creatures in the woods and, more alarmingly, beyond. Hunters and woodsmen have begun to disappear, and there are reports of vandal-

ism, theft and other crimes normally unknown in this region. Ivis' soldier's instincts tell him that something is wrong, but he can't be sure exactly what it is.

Ivis is a grizzled but still handsome man with a scar on one cheek, a souvenir from a battle nearly a decade ago. He is brusque and professional, but knows talent when he sees it. He will be one of the first villagers to accept the PCs and will — surreptitiously at first — begin to ask them for advice and assistance, eventually playing a crucial role in the attack on Tanner's Green.

Ivis, Male Human Ftr5: CR 5; SZ M; HD 5d10+10; hp 49; Init +1; Spd 30 ft.; AC 17 (+1 Dex, +4 chain shirt, +1 shield), touch 11, flat-footed 16; BAB/Grp +5/+8; Atk/Full Atk +10 melee (1d8+4, longsword +1), or +7 ranged (1d8, masterwork longbow); AL NG; SV Fort +6, Ref +2, Will +4; Str 17, Dex 12, Con 14, Int 13, Wis 12, Cha 15.

Skills: Climb +5, Craft (carpentry) +7, Hide +1, Intimidate +12, Knowledge (nature) +2, Listen +1, Move Silently +2, Perform (sing) +4, Spot +3, Use Rope +4; **Feats:** Blind-Fight, Cleave, Iron Will, Power Attack, Quick Draw, Weapon Focus (longsword).

Possessions: *longsword +1*, masterwork longbow, chain shirt, light metal shield.

Helana

High priestess of Freya in Tanner's Green, Helana sees to the spiritual health and well-being of the villagers. A kindly, motherly woman, she is nevertheless incapable of dealing with anything more than ordinary priestly concerns and duties. She can help the PCs, providing supplies, healing and low-level spells, but when it comes to facing the legions of chaos, Helana will keep to the village and see to the peasants, leaving the unpleasant jobs of fighting and killing to more experienced and less timorous individuals.

Helana, Female Human Clr4: CR 4; SZ M; HD 4d8+4; hp 16; Init +0; Spd 30 ft.; AC 10, touch 10, flat-footed 10; BAB/Grp +3/+4; Atk +4 melee (1d6+1, club); AL NG; SV Fort +5, Ref +1, Will +9; Str 12, Dex 11, Con 13, Int 12, Wis 16, Cha 13.

Skills: Diplomacy +8, Knowledge (arcana) +4, Knowledge (history) +8, Knowledge (local) +3, Knowledge (religion) +7, Listen +3, Sense Motive +7, Spot +3; **Feats:** Improved Turning, Iron Will, Negotiator.

Cleric Domains: Good, Healing.

Divine Spells Prepared (5/4+1/3+1): 0 — *cure minor wounds, detect magic, detect poison, guidance, mending*; 1st — *bless, cure light wounds, magic stone, protection from evil**; *sanctuary*; 2nd — *aid**; *consecrate, cure moderate wounds, zone of truth*.

Possessions: *Periapt of health*.

Melitha

Tall, stately and still quite attractive despite her 40-plus years, Narbo's wife divides her time between nagging her husband and cheating on him with a variety of lovers in and near Tanner's Green. Melitha's intrigues are far more than the peccadilloes of a bored innkeeper's wife, however — she is a chief member of the Demonheart Cult in Tanner's Green, and uses her position to both learn about events in town and to gather incriminating evidence about her lovers, whom the cult then extorts for aid and support.

Melitha is also more than she seems on the surface, as well. She is in reality the daughter of the fiendish annis Sha'xana, former lover of the demon Sabazios. Thankfully however she is not one of the demon's spawn, but was instead born well after Sabazios's fall, by a human father who was seduced by Sha'xana while in an alluring form (having served his purpose, Melitha's unfortunate father ended his life as a meal for his now-transformed lover). As a half-annis, Melitha retains several unusual powers, and is also a skilled assassin.

Melitha arrived in Tanner's Green six years ago, and immediately attached herself to the innkeeper Narbo, whose wife had recently died of a mysterious ailment (whether Melitha was responsible, or whether she was simply an opportunist taking advantage of tragedy is up to the DM). She has spent most of her time in town seeking information on the location of Sabazios's heart, and hopes that the arrival of the PCs will set events in motion that will bring about the return of her dread lord. To this end, she will size up the party and find the individual most vulnerable to her charms (characters of chaotic alignment and/or low Wisdom will be first on her list). Melitha will not limit herself to seduction, though this is certainly one weapon in her arsenal. She may also appeal to a character's chivalrous side, begging him to help her escape from the dreary life of an innkeeper's wife and eventually recruiting the PC into the cult.

When not in town, Melitha is in the forest, consulting with her mother or consorting with her troll minions. She excuses these disappearances by telling Narbo she is going to visit relatives, and Narbo has never thought to question her any further.

In her natural state, Melitha stands a foot taller, and her face is bestial and contorted, with fangs, yellow eyes and scraggly white hair. Her skin is scaly and greenish, and her fingers elongate into claws. She

rarely shows herself in this form, however, preferring to use her disguise self ability and appear in more palatable guises — as the attractive innkeeper's wife, a dark fey woman or as a naked, masked human woman when commanding her trolls, etc. She avoids using magic items for fear of attracting unwanted attention, but keeps a store of useful items in a hidden compartment in her bedchamber (see Chapter 7).

Melitha prefers not to fight, instead taking command and letting her various minions take the brunt of the battle. If forced to she will flee using her *ring of expeditious retreat*. Only in the most extreme of circumstances will Melitha engage in combat, at which time she will use her normally-hidden claws and try to fight her way to safety.

Melitha, Female Half-Annis Rog5/Asn3: CR 10; Size M Monstrous Humanoid; HD 8d6+8; hp 36; Init +8; Spd 30 ft.; AC 21 (+4 Dex, +4 Natural, +3 ring), touch 14, flat-footed 17; BAB/Grp +5/+6; Atk +10 melee (1d6+1, claw rake); Full Atk +10 (1d6+1, 2 claw rakes); SA Death attack, rake, rend, sneak attack +5d6; SQ +1 save vs. poison, trap sense +1, trapfinding, improved uncanny dodge, poison use, spell-like abilities; AL CE; SV Fort +5, Ref +12, Will +1; Str 12, Dex 20, Con 12, Int 13, Wis 13, Cha 18.

Skills: Appraise +3, Bluff +15, Disable Device +6, Disguise +13, Forgery +3, Gather Information +14, Hide +17, Intimidate +14, Jump +4, Knowledge (local) +6, Listen +10, Move Silently +17, Open Lock +9, Spot +10, Tumble +7, Use Magic Device +6; **Feats:** Evasion, Great Fortitude (b), Improved Grab, Improved Initiative, Persuasive, Skill Focus (Listen), Stealthy (b), Weapon Finesse.

Possessions: *Ring of expeditious retreat, ring of protection +3*.

Assassin Spells Known (3): 1st — *feather fall, obscuring mist, true strike*.

Spell-like Abilities: At will — *disguise self*.

Improved Grab (Ex): To use this ability, Melitha must hit a Medium or smaller opponent with a claw attack. She can then attempt to start a grapple as a free action without provoking an attack of opportunity.

Rake (Ex): Attack bonus +6 melee, damage 1d6+1. Melitha can attack a grappled foe with both claws at no penalty.

Rend (Ex): If Melitha hits with both claw attacks she latches onto the opponent's body and tears the flesh. This attack automatically deals an extra 1d6+4 points of damage.

Narbo

Narbo is a large, red-faced and good-natured man, but is thoroughly henpecked by his wife, disrespected by his son and manipulated (if lovingly) by his daughter. Despite this (or possibly because of it) he runs a

fine inn, and seems to quite enjoy his work. He remains largely blind to events around him — his wife's infidelities, his son's violence and hateful behavior, his daughter's waywardness. Caught up in the day-to-day running of the inn, Narbo remains blissfully unaware of his family and their problems, and will continue to do so until it is too late.

Narbo is always friendly and greets the PCs warmly by name (he takes pride in remembering all of his patrons), and is always eager for news and stories from the outside world.

Narbo, Male Human Exp5: CR 4; SZ M; HD 5d6+5; hp 27; Init +2; Spd 30 ft.; AC 12 (+2 Dex), touch 12, flat-footed 10; Atk +3 melee (1d4, knife); AL NG; SV Fort +2, Ref +3, Will +5; AL NG; Str 10, Dex 15, Con 13, Int 14, Wis 13, Cha 12.

Skills: Craft (cooking) +12, Diplomacy +9, Hide +2, Knowledge (local) +5, Knowledge (Nature) +9, Listen +9, Move Silently +2, Profession (innkeeper) +11, Ride +5, Search +10, Spot +8; **Feats:** Skill Focus (Craft [cooking]), Skill Focus (Profession [innkeeper]).

Possessions: Knife.

Rutiger

The mayor of Tanner's Green is also one of its most prosperous shopkeepers, running the town's general store where villagers purchase staples such as flour, sugar, cloth, ale, bags, barrels, basic clothing and other essentials, for standard prices. In general, Rutiger is a politician, friendly to all, friend to few, always answering questions by sincerely not answering. He genuinely cares about his community, and accepts the PCs in their new roles, but prefers not to make any truly difficult decisions, instead equivocating until the issue goes away or is resolved.

Rutiger, Male Human Exp3/Ari2: CR 3; SZ M; HD 3d6+6 + 2d8+4; hp 33; Init +2; Spd 30 ft.; AC 12 (+2 Dex), touch 12, flat-footed 10; BAB/Grp +3/+3; Atk +4 melee (1d6, masterwork shortsword), or +5 ranged (1d6, shortbow); AL LN; SV Fort +3, Ref +3, Will +10; AL LG; Str 11, Dex 15, Con 14, Int 12, Wis 18, Cha 15.

Skills: Climb +4, Craft (writing) +5, Craft (painting) +7, Diplomacy +10, Gather Information +7, Hide +2, Knowledge (history) +4, Knowledge (local) +10, Knowledge (nature) +6, Listen +4, Move Silently +2, Profession (merchant) +9, Profession (politician) +6, Search +3, Sense Motive +8, Spot +4; **Feats:** Negotiator, Skill Focus (Diplomacy), Skill Focus (Knowledge [local]).

Possessions: Masterwork shortsword.

Rygar

A highly successful sheep rancher, Rygar is the wealthiest man in town, and isn't hesitant about spreading his largesse around. Unfortunately for him,

Rygar fell afoul of Melitha's seduction skills and now serves her as a partially-willing minion. During the course of the adventure, Rygar will be observing the PCs and reporting back to his mistress, and in Chapter Six, he will be forced to murder Mayor Rutiger and frame the PCs.

Rygar, Male Human Ari5/Exp4: CR 7; Size M; HD 5d8+10 + 4d6+8; hp 65; Init +2 (+2 Dex); Spd 30 ft.; AC 12 (+2 Dex), touch 12, flat-footed 10; BAB/Grp +6/+6; Atk +6/+1 (1d6, short sword) or +9/+4 ranged (1d8, masterwork longbow); SV Fort +4, Ref +4, Will +8; AL CE; Str 11, Dex 15, Con 14, Int 11, Wis 11, Cha 11.

Skills: Appraise +6, Disguise +6, Hide +2 (+2 Dex), Knowledge (farm animals) +12, Knowledge (local) +9, Listen +4, Move Silently +2, Profession (rancher) +15, Ride +9, Search +2, Spot +6; **Feats:** Alertness, Skill Focus (Ride), Skill Focus (Profession [rancher]), Weapon Focus (short sword).

Possessions: Masterwork longbow.

Stablemaster Tenney

From an early age, Tenney knew he was different. The son of a farmer, he found that he was able to actually hear, or rather feel, the thoughts of the horses. Soon, he had begun to diagnose the horses' ailments and improving their conditions, helping his family become wealthy and successful horse breeders. After an argument with his father over his treatment of the horses, Tenney moved into Tanner's Green and started the town stables. There, he continued to care for horses, and developed a reputation as a skilled and caring stablemaster. Unknown to Tenney and his family, his ability is a result of an ancient elvish ancestor who had once served his king as master of horses, but this will likely remain hidden even from Tenney himself.

Stablemaster Tenney, Male Human Com5/Exp6: CR 9; Size M; HD 5d4 + 6d6 + 22; hp 57; Init +6; Spd 30 ft.; AC 12 (+2 Dex), touch 12, flat footed 10; BAB/Grp +6/+9; Atk +9/+4 melee (1d6+3, hammer); SQ Speak to horses; AL CG; SV Fort +3, Ref +5, Will +9; Str 16, Dex 14, Con 15, Int 12, Wis 12, Cha 11.

Skills: Craft (leatherworking) +6, Handle Animal +12, Heal +9, Hide +2, Jump +8, Knowledge (horses) +10, Listen +8, Move Silently +5, Profession (stablemaster) +12, Ride +10, Sense Motive +2; **Feats:** Improved Initiative, Iron Will, Run, Skill Focus (Handle Animal), Skill Focus (Ride).

Speak to Horses (Sp): At will, Tenney can use a limited *Speak with animals* spell-like ability. This ability works only with horses.

Thad

Thaddeos ("Thad" for short) is the quarrelsome, surly son of Narbo and his first wife. Dissatisfied with

life as an innkeeper's son, Thad spends most of his time with his friends — other disaffected young men who have banded together into a group called the Young Hunters. They haunt the town's two taverns, chase after young women, and disappear for days on drunken hunting parties, often returning hung-over, filthy and empty-handed. The hunters also harbor an intense dislike of outsiders, and will do their best to make the party's life miserable.

Thad may not be a hopeless case, however, as the coming battle for Tanner's Green will afford him opportunities for real heroism, and his own mother's betrayal may provide the impetus he needs to leave his old hatreds behind.

Thaddus, Male Human Exp2/War3: CR 3; SZ M; HD 2d6+4 + 3d8+6; hp 34; Init +3; Spd 30 ft.; AC 15 (+3 Dex, +2 leather armor), touch 13, flat-footed 12; Attack +7 melee (1d8+3, longsword), or +9 ranged (1d8, masterwork longbow); AL CN; SV Fort +7, Ref +4, Will +4; Str 17, Dex 17, Con 14, Int 12, Wis 11, Cha 14.

Skills: Craft (cook) +3, Craft (bowmaking), Hide +8, Intimidate +7, Jump +6, Listen +7, Move Silently +5, Perform (sing) +3, Profession (innkeeper) +2, Ride +7, Sense Motive +3, Sleight of Hand +5, Spot +6, Tumble +6; **Feats:** Alertness, Great Fortitude, Weapon Focus (longbow).

Possessions: Masterwork longbow, studded leather armor.

Trena

The youngest member of Narbo's family is also, in many ways, its most pleasant. Young, beautiful and almost entirely innocent, Trena recently celebrated her 17th birthday, head filled with romantic notions and the desire for a more exciting life, but also with love and support for her family.

Trena loved her mother and does not like Melitha very much, but she is nevertheless a loyal and loving daughter, and does her best to keep the peace. She is, however, torn between duty and ambition, and were it not for her job at the inn, Trena would have run away with the first smooth-talking rogue who drifted across her transom. Fortunately for her, she did not, and remains her sweet and lovable self, relatively untouched by the evils of the world. Her desire to leave has grown almost irresistible, however, and she may fixate upon a member of the PCs' party as a means of escaping the drudgery of work at the inn.

Trena, Female Human Exp1/Com1: CR 1; SZ M; HD 1d6+1d4; hp 9; Init +3; Spd 30 ft.; AC 13, touch 13, flat-footed 10; BAB/Grp +0/+1; Atk/Full Atk +1 melee (1d4+1, knife); AL NG; SV Fort +0, Ref +3, Will +3; AL NG; Str 12, Dex 17, Con 10, Int 12, Wis 12, Cha 16.

Skills: Climb +8, Craft (cooking) +8, Craft (painting) +3, Escape Artist +7, Hide +3, Knowledge (local) +3, Knowledge (literature) +5, Listen +3, Move Silently +3, Perform (sing) +7, Profession (innkeeper) +5, Ride +7, Spot +3; **Feats:** Alertness, Skill Focus (Perform [sing]).

Possessions: Knife.

Chapter Two

Areus

A wood elf of the Forest Wolf clan, Areus was sent to the Westwood to investigate the rising tide of evil and magic coming from the region. He is a quiet and somewhat taciturn elf (some might even call him dark and brooding), normally clad in dark greens and grays — he never wears armor, preferring to rely upon his protective devices. Areus is in many ways the very embodiment of chaotic good; he treats evil creatures with absolute ruthlessness, often taking great pleasure in their downfall and destruction. He has made contact with Yvonna, and together the two are investigating the origins of the evil in the forest.

Areus, Male Elf Rgr8: CR 8; SZ M; HD 8d8; hp 37; Init +5; Spd 30 ft.; AC 20 (+5 Dex, +3 bracers, +2 amulet), touch 17, flat-footed 15; BAB/Grp +8/+11; Atk +11 melee (1d6+6, short sword), or +13 ranged (1d8+2+1d6 cold, longbow); Full Atk +11/+6 melee (1d6+6, short sword), or +13/+13/+8 ranged (1d8+2+1d6 cold, longbow); AL CG; SV Fort +6, Ref +9, Will +4; Str 17, Dex 21, Con 10, Int 12, Wis 15, Cha 18.

Skills: Heal +8, Hide +12, Knowledge (geography) +10, Knowledge (nature) +10, Listen +12, Move Silently +13, Profession (hunter) +10, Search +9, Spot +9, Survival +11, Swim +7; **Feats:** Evasion, Investigator, Lightning Reflexes, Manyshot, Point Blank Shot, Rapid Shot, Track.

Ranger Spells Prepared (2/1): 0 — *entangle*, *pass without trace*; 1st — *barkskin*.

Possessions: *Short sword +3, longbow of frost +2, bracers of armor +3, amulet of natural armor +2.*

Sha'xana

Some of Sabazios's allies survived the demon-lord's defeat. In the case of Sha'xana, more than a mere ally survived — this creature is actually the demon-lord's consort, and a near-equal partner in his conquests.

After her lover's defeat, Sha'xana sought refuge in the forest, and has dwelled in its depths ever since, her demonic nature granting her exceptional longevity and good health. She maintained a primitive existence, dwelling in caves and lonesome ravines, devouring animals and intelligent prey alike. Finally, after countless years spent in the black depths of the

forest, Sha'xana heard the call — her father's heart had begun to beat again.

Now Sha'xana has gathered together an army of followers and has located the last scrap of her lover's existence. With the aid of her daughter, the evil Melitha and other old allies such as the Shadow-King, Sha'xana intends to carry out a series of foul rituals, sacrificing innocents to the heart until at last she can magically merge herself with it, transforming herself into an amalgam of the two beings — lovers united in evil for all time.

Sha'xana remains in the background for most of the adventure and will rarely if ever be directly confronted by the PCs until Chapter Ten (see below).

Sha'xana, Fiendish Annis, Sor8: CR 15; SZ L Monstrous Humanoid; HD 7d8+8d4+30; hp 78; Init +1; Spd 40 ft.; AC 20 (-1 size, +1 Dex, +10 natural), touch 10, flat-footed 19; BAB/Grp +11/+22; Atk +17 melee (1d6+7, claw); Full Atk +17 melee (1d6+7, 2 claws) and +12 melee (1d6+3, bite); Space/Reach 10 ft./10 ft.; SA Improved grab, rake 1d6+7, rend 2d6+10, spell-like abilities, smite good; SQ DR5/magic, darkvision 60 ft., resistance to cold 5 and fire 5, SR 19; AL CE; SV Fort +8, Ref +8, Will +13; Str 25, Dex 12, Con 14, Int 13, Wis 15, Cha 10.

Skills: Bluff +12, Concentration +12, Diplomacy +2, Disguise +0 (+2 acting), Hide +5, Intimidate +13, Listen +12, Spellcraft +10, Spot +13.

Feats: Alertness, Blind-Fight, Combat Casting, Enlarge Spell, Great Fortitude.

Spell-Like Abilities: 3/day — *disguise self*, *fog cloud*. Caster level 8th.

Improved Grab (Ex): To use this ability, Sha'xana must hit a Large or smaller opponent with a claw attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity.

Rake (Ex): Attack bonus +13 melee, damage 1d6+7. Sha'xana can attack a grappled foe with both claws at no penalty.

Rend (Ex): An annis that hits with both claw attacks latches onto the opponent's body and tears the flesh. This attack automatically deals an extra 2d6+10 points of damage.

Smite Good (Su): Once per day Sha'xana can make a normal melee attack to deal +7 extra damage against a good foe.

Sorcerer Spells Known (6/6/6/5/3): 0 — *acid splash*, *dancing lights*, *flare*, *daze*, *ray of frost*, *resistance*, *touch of fatigue*; 1st — *burning hands*, *cause fear*, *charm person*, *magic missile*, *summon monster I*; 2nd — *glitterdust*, *scorching ray*, *web*; 3rd — *lightning bolt*, *major image*; 4th — *ice storm*.

Yvonna

On the edge of the forest, across the river, lives Yvonna, commonly called the “witch woman” by superstitious locals. She does little to dispel this image — her cottage is set well back from the river, close to the trees, near an ancient stone menhir carved with elaborate, weathered spirals and archaic, indecipherable runes. Yvonna herself always dresses in dark colors, usually goes about in a hooded cloak, and only meets with villagers in the dead of night, when she tells fortunes and dispenses charms or love potions.

The reality of the situation is somewhat more complex. Yvonna is indeed a practitioner of secret arts — she is, in fact a druidess of considerable power. She is also — at least to those she counts as friends — pleasant, easygoing and quite beautiful.

Part of a human druidic clan, she was ostracized for her half-elven heritage and struck out on her own, bearing a *staff of healing*, her elvish mother's last gift to her. Eventually Yvonna settled near Tanner's Green, where she set herself up as the local wise woman while also making friendly contact with the good creatures of the forest. Lately, Yvonna has heard alarming rumors, and witnessed signs of what stirs in the darkness.

Yvonna, Female Half-Elf Drd6: CR 6; SZ M; HD 6d8; hp 39; Init +2; Spd 30 ft.; AC 14 (+2 Dex, +2 amulet), touch 12, flat-footed 12; BAB/Grp +4/+5; Atk +7 melee (1d6+5, sickle), or +6 ranged (1d6, shortbow); AL NG; SV Fort +6, Ref +4, Will +8; Str 13, Dex 14, Con 11, Int 15, Wis 16, Cha 16.

Skills: Concentration +8, Craft (woodworking) +8, Craft (pottery) +7, Diplomacy +9, Handle Animal +11, Hide +5, Knowledge (nature) +12, Knowledge (religion) +6, Listen +3, Move Silently +2, Ride +8, Spot +6; **Feats:** Brew Potion, Craft Wondrous Item, Self Sufficient, Skill Focus (Knowledge [nature]).

Druid Spells Prepared (5/4/4/3): 0 — *create water*, *cure minor wounds*, *flare*, *purify food and drink*, *resistance*; 1st — *calm animals*, *cure light wounds*, *entangle*, *summon nature's ally I*; 2nd — *barkskin*, *bull's strength*, *summon nature's ally II*; 3rd — *call lightning*, *remove disease*, *summon nature's ally III*.

Possessions: *Silver sickle* +2, shortbow, *staff of healing*, *amulet of natural armor* +2.

Chapter Three

Crimthainn

Before his rise to power among the redcaps, Crimthainn was a somewhat overworked shaman, completely under the thumb of his clan chieftain Ruádrich. Forced out of their traditional territory by Sha'xana and her allies, the redcaps settled in a cave complex that they found beneath an ancient tree. There, Crimthainn was contacted by a mysterious

entity that he called the “Tree Spirit,” and soon had supplanted Ruádrich as the redcap’s leader. Increasingly arrogant and autocratic, Crimthainn now rules with an even more brutal and repressive hand than his predecessor.

Crimthainn, Male Redcap Adp7: CR 8; SZ T fey; HD 8d6+8; hp 36; Init +8; Spd 20 ft.; AC 17 (+2 size, +4 Dex, +1 natural), touch 16, flat-footed 13; BAB/Grp +4/-6; Atk/Full Atk +9 melee (1d2-2 plus poison, tiny short sword) or +9 ranged (1 plus poison, tiny dagger) or claw +6 melee (1d2-2); Space/Reach 2-1/2 ft./0 ft.; Space/Reach 2 1/2 ft./0 ft.; SA Poison, spell-like abilities; SQ DR 5/cold iron, SR 16, low-light vision; AL CE; SV Fort +1, Ref +6, Will +6; Str 7, Dex 18, Con 12, Int 14, Wis 14, Cha 14.

Skills: Appraise +2, Balance (Dex) +7, Bluff +7, Climb -2, Concentration +2, Craft (poisonmaking) +6, Craft (any) +4, Decipher Script +2, Diplomacy +4, Disable Device +4, Disguise +4, Escape Artist +6, Forgery +4, Gather Information +2, Hide +12*, Intimidate +2, Jump -2, Knowledge (local) +2, Listen +8, Move Silently +8, Open Lock +4, Perform +2, Search +6, Sense Motive +4, Sleight of Hand +4, Spot +8, Swim -2, Tumble +4, Use Magic Device +2, and Use Rope +4.

Feats: Deceitful, Dodge (b), Improved Initiative (b), Iron Will, Negotiator, Weapon Finesse.

Possessions: *ring of blinking, wand of web* (22 charges), short sword.

Adept Spells Prepared (3/4/3): 0 — *ghost sound, read magic, touch of fatigue*; 1st — *cause fear, command, obscuring mist, sleep*; 2nd — *darkness, invisibility, scorching ray*.

Poison (Ex): Aconite Poison: Injury, Fortitude DC 15; initial and secondary damage 1d4 Constitution. A redcap often coats its weapons with this poison. In such a case, the poison lasts for 1 minute or until it is touched or scores a successful hit. The redcap may coat a single weapon with poison as a standard action.

Spell-Like Abilities: At will — *invisibility*; 1/day — *dancing lights, detect good, glitterdust* (DC 14), *mirror image, ventriloquism* (DC 13). Caster level 7th. The save DCs are Charisma-based.

Skills: Redcaps have a +2 racial bonus on Listen and Spot checks. *Redcaps have a +4 racial bonus on Hide checks in a forest setting. (See Tome of Horrors for more details on redcaps.)

Ruádrich

Originally the leader of his redcap band, Ruádrich has since been displaced by the shaman Crimthainn, who claims to be the high priest of the “Tree Spirit” — in reality the evil treant Crookbranch, who is using the redcaps for its own nefarious purposes. Ruádrich has grown bitter and resentful as he watches his authority slip away, and would be more than happy to

see his rival eliminated. He is something of a coward, however, and is fearful of the “Tree Spirit” and of Crimthainn’s followers — if he can get someone else to do the dirty work, so much the better.

Ruádrich, Male Redcap Rog6: CR 8; SZ T fey; HD 7d6+7; hp 31; Init +8; Spd 20 ft.; AC 17 (+2 size, +4 Dex, +1 natural), touch 16, flat-footed 13; BAB/Grp +4/-6; Atk/Full Atk +12 melee (1d3-1 plus poison, small short sword) or +10 melee (1d2-1, claw); Space/Reach 2 1/2 ft./0 ft.; SA Poison, sneak attack +3d6, spell-like abilities; SQ DR 5/cold iron, evasion, low-light vision, SR 16, trap sense +1, trapfinding, uncanny dodge (Dex); AL CE; SV Fort +1, Ref +6, Will +4; Str 8, Dex 19, Con 12, Int 14, Wis 14, Cha 14.

Skills: Appraise +2, Balance (Dex) +14, Bluff +12, Climb +3, Craft (poisonmaking) +6, Diplomacy +12, Disable Device +9, Disguise +5, Escape Artist +10, Gather Information +10, Hide +18*, Intimidate +8, Jump +1, Knowledge (local) +6, Listen +14, Move Silently +14, Open Lock +8, Search +12, Sense Motive +10, Sleight of Hand +8, Spot +16, Tumble +10, Use Magic Device +4, Use Rope +5.

Feats: Alertness, Dodge (b), Improved Initiative (b), Negotiator, Stealthy, Weapon Finesse.

Possessions: *Tiny human bane short sword +2, cloak of major displacement*.

Poison (Ex): Aconite Poison: Injury, Fortitude DC 15; initial and secondary damage 1d4 Constitution. A redcap often coats its weapons with this poison. In such a case, the poison lasts for 1 minute or until it is touched or scores a successful hit. The redcap may coat a single weapon with poison as a standard action.

Spell-Like Abilities: At will — *invisibility*; 1/day — *dancing lights, detect good, glitterdust* (DC 14), *mirror image, ventriloquism* (DC 13). Caster level 7th. The save DCs are Charisma-based.

Skills: Redcaps have a +2 racial bonus on Listen and Spot checks. *Redcaps have a +4 racial bonus on Hide checks in a forest setting.

(See Tome of Horrors for more details on redcaps.)

Chapter Four

At the Tournament

The following are creatures encountered by the PCs in the various contests at the Shadow King’s tournament. Those creatures marked with a † — Princess Amaleia, Wendelwyck, Bloodrose and the Shadow King — are a sort of “generic” fey, not easily distinguishable as any specific breed or species. They hail from the Shadow-King’s dark fey realm, where all breeds intermingle and few distinctions are drawn. All have basic fey traits and have an otherworldly look about them, both painfully attractive and strangely repellent.

Bloodrose, Female Fey Wiz10: CR 10; SZ M fey†; HD 10d6; hp 35; Init +3; Spd 30 ft.; AC 13 (+3 Dex), touch 13, flat-footed 10; Attack +4 melee (1d4-1, dagger) or +8 ranged (1d4, dagger); SQ Low-light vision; AL CE; SV Fort +3, Ref +6, Will +9; Str 8, Dex 16, Con 11, Int 18, Wis 11, Cha 11.

Skills: Concentration +13, Hide +3, Knowledge (arcana) +14, Knowledge (history) +8, Knowledge (fey nobility and royalty) +17, Listen +7, Move Silently +5, Search +6, Spellcraft +16, Spot +7; **Feats:** Alertness, Brew Potion, Extend Spell, Heighten Spell, Iron Will, Leadership, Scribe Scroll.

Wizard Spells Known (4/5/5/4/4/2): 0 — *acid splash, arcane mark, dancing lights, daze, detect magic, detect poison, disrupt undead, flare, ghost sound, light, mage hand, mending, message, open/close, prestidigitation, ray of frost, read magic, resistance, touch of fatigue*; 1st — *detect undead, erase, expeditious retreat, hold portal, mage armor, magic aura, magic missile, magic weapon, protection from good, shield, shocking grasp, ventriloquism*; 2nd — *ghoul touch, mirror image, phantom trap, resist energy, scorching ray, summon monster II*; 3rd — *dispel magic, fireball, lightning bolt, ray of exhaustion, summon monster III*; 4th — *charm monster, fire shield, fire trap, lesser globe of invulnerability, resilient sphere, summon monster IV*; 5th — *cloudkill, dream, permanency, seeming, teleport*.

Crushrock, Male Ogre Ftr5: CR 8; SZ L Giant; HD 4d8+5d10+21; hp 94; Init -1; Spd 30 ft.; AC 14 (-1 size, +1 Dex, +5 natural), touch 9, flat-footed 13; BAB/Grp +8/+22; Atk/Full Atk +15 melee (1d4+6, unarmed attack); Space/Reach 10 ft./10 ft.; SQ darkvision 60 ft., low-light vision; AL CE; SV Fort +10, Ref +1, Will +2; Str 22, Dex 13, Con 15, Int 6, Wis 10, Cha 5.

Skills: Climb +5, Listen +2, Spot +2; **Feats:** Improved Bull Rush, Improved Grapple, Improved Unarmed Strike, Toughness, Weapon Focus (unarmed attack), Power Attack.

Fiendish Unicorn: CR 4; SZ L Magical Beast; CR 4; HD 4d10+20; hp 42; Init +3; Spd 60 ft.; AC 18 (-1 size, +3 Dex, +6 natural), touch 12, flat-footed 15; BAB/Grp +4/+13; Atk +11 melee (1d8+8, horn); Full Atk +11 melee (1d8+8, horn) and +3 melee (1d4+2, 2 hooves); Space/Reach 10 ft./5 ft.; SA smite good; SQ darkvision 60 ft., magic circle against evil, spell-like abilities, immunity to poison, charm, and compulsion, low-light vision, scent, wild empathy, resistance to cold 5 and fire 5, DR5/magic, SR 9; AL CE; SV Fort +9, Ref +7, Will +6; Str 20, Dex 17, Con 21, Int 10, Wis 21, Cha 24.

Skills: Jump +21, Listen +11, Move Silently +9, Spot +11, Survival +8*; **Feats:** Alertness, Skill Focus (Survival).

Spell-Like Abilities: A fiendish unicorn can use *detect good* at will as a free action. A fiendish unicorn can use *inflict light wounds* three times per day and *inflict moderate wounds* once per day (caster level 5th) by touching a creature with its horn. The save DC is Charisma-based. This fiendish unicorn also lacks any teleportation or magical movement abilities.

Wild Empathy (Ex): This power works like the druid's wild empathy class feature, except that a unicorn has a +6 racial bonus on the check.

Skills: Unicorns have a +4 racial bonus on Move Silently checks. +3 competence bonus on Survival checks within the boundaries of their forest.

Magic Circle against Good (Su): This ability continuously duplicates the effect of the spell. A unicorn cannot suppress this ability.

Smite Good (Su): Once per day a fiendish unicorn can make a normal melee attack to deal +4 extra damage against a good foe.

Grinstride, Male Quickling: CR 3; SZ M Fey; HD 2d6; hp 7; Spd 120 ft.; AC 19 (+1 size, +7 Dex, +1 natural), touch 18, flat-footed 12; BAB/Grp +1/-4; Atk +9 melee (1d3-1, 19-20/x2, dagger); SA Poison, spell-like abilities; SQ Blur, damage reduction 5/cold iron, evasion, natural invisibility, low-light vision, uncanny dodge; AL CE; SV Fort +0, Ref +10, Will +5; Str 8, Dex 24, Con 11, Int 15, Wis 15, Cha 14.

Skills: Bluff +7, Concentration +4, Craft (any one) +6, Escape Artist +12, Hide +15*, Listen +8, Move Silently +11, Search +7, Spot +8, Survival +5; **Feats:** Dodge, Mobility (b), Spring Attack (b), Weapon Finesse (b).

Poison (Ex): Quicklings (usually only leaders of 3 or 4 HD) often employ daggers lined with poison extracted from kava plants. This poison induces sleep in its victims. Kava Leaf Poison: Ingestion or injury, Fortitude DC 15; initial damage is sleep for 1 hour (as the spell of the same name); no secondary damage. When a quickling coats a weapon with this poison, the poison lasts for 1 minute or until it is touched or scores a successful hit. The quickling may coat a single weapon with poison as a standard action.

Spell-Like Abilities: 1/day—*dancing lights, flare* (DC 12), *levitate, shatter* (DC 14), *ventriloquism* (DC 13). Caster level 6th. Save DCs are Charisma-based.

Blur (Ex): A quickling that takes any action (other than a free action) in a round appears as a blur. This grants the quickling concealment (20% miss chance).

Evasion (Ex): A quickling's rapid agility and speed allows it to avoid even magical and unusual attacks. If it makes a successful Reflex saving throw against an attack that normally deals half damage on a successful save (such as a red dragon's fiery breath or a *fireball*), it instead takes no damage. This ability only functions

if the quickling is wearing light or no armor. A helpless quickling does not gain the benefits of evasion.

Natural Invisibility (Ex): A quickling is effectively invisible (as the spell) when standing motionless. It loses this invisibility and remains visible (though blurred, see above) in any round in which it takes any action other than a free action.

Uncanny Dodge (Ex): A quickling retains its Dexterity bonus to AC even if it is caught flat-footed or struck by an invisible attacker. This ability stacks with any other uncanny dodge the quickling may have (such as that gained from the rogue class).

Skills: Quicklings have a +2 racial bonus on Listen, Search, and Spot checks. *They gain a +8 racial bonus on Hide checks in their natural environment.

(See Tome of Horrors for more details.)

Skullhammer, Male Troll War5: CR 9; SZ L Giant; HD 11d8+66; hp 115; Init +2; Spd 30 ft.; AC 21 (-1 size, +2 Dex, +5 chainmail, +5 natural), touch 11, flat-footed 19; BAB/Grp +10/+20; Atk +15 melee (1d6+7, claw) or +17 melee (1d10+9, greatclub); Full Atk +15 melee (1d6+7, 2 claws) and +7 melee (1d6+3, bite) or +17/+12 (1d10+9, greatclub); Space/Reach 10 ft./10 ft.; SA Rend 2d6+10; SQ Darkvision 90 ft., low-light vision, regeneration 5, scent; AL CE; SV Fort +15, Ref +5, Will +4; Str 24, Dex 14, Con 23, Int 6, Wis 9, Cha 6.

Skills: Listen +5, Spot +6; **Feats:** Alertness, Iron Will, Track.

Regeneration (Ex): Fire and acid deal normal damage to a troll. If a troll loses a limb or body part, the lost portion regrows in 3d6 minutes. The creature can reattach the severed member instantly by holding it to the stump.

Rend (Ex): If a troll hits with both claw attacks, it latches onto the opponent's body and tears the flesh. This attack automatically deals an additional 2d6+9 points of damage.

Possessions: *Greatclub* +2, Large masterwork chainmail.

Wendelwych, Female Fey Exp8: CR 7; SZ M Fey†; HD 8d6; hp 28; Init +3; Spd 30 ft.; AC 13 (+3 Dex); Attack +4/-1 melee (1d4-1, dagger); SQ Low-light vision; AL CE; SV Fort +2, Ref +5, Will +7; Str 7, Dex 17, Con 10, Int 13, Wis 13, Cha 11.

Skills: Balance +8, Craft (leatherworking) +8, Disguise +9, Handle Animal +16, Hide +4, Knowledge (nature) +8, Listen +14, Move Silently +3, Perform (sing) +11, Ride +20, Search +3, Spot +5, Survival +6; **Feats:** Point Blank Shot, Skill Focus (Ride), Skill Focus (Handle Animal).

Possessions: *Rider's quilt*.

New Magic Item: Rider's Quirt

Greatly valued by equestrians and animal trainers, the rider's quirt grants its wielder a +5 bonus to both Ride and Handle Animal checks.

Faint transmutation; CL 5th; Craft Wondrous Item; price 5,000 gp; Weight 1 lb.

The Shadow-King

The Shadow-King once fought alongside the demon-lord Sabazios and his consort Sha'xana, seeking to transform the Westwood into a realm of evil and darkness. This was not necessarily out of a deep and abiding desire to do evil — the dark fey are far too chaotic and disorganized for that sort of thinking — but more because it seemed amusing at the time. Now that Sha'xana is gathering up the old forces for another assault on the Westwood, the Shadow-King has returned to the mortal realm, eager to seek battle, especially if it means he can torment and destroy more good-aligned fey.

The Shadow-King is a squat, bearded, somewhat gnomish creature with gleaming black eyes and butterfly-like antenna, as well as a pair of (entirely non-functional) tattered black wings. He wears a gemstudded circlet, often askew atop his slightly lumpy head, and dresses in long, purple-and-black motheaten robes. He bears a twisted, thorny branch that he uses as a scepter. The King also enjoys mimicking the conventions of mortal society, often holding court like a human or elven king, and sometimes throwing elaborate feasts, tournaments and festivals. These events invariably dissolve into chaos, with fey squabbling, arguing, throwing food, fighting duels and otherwise raising havoc, and the King himself is under the mistaken impression that this is exactly how human and elven society works as well.

Though thoroughly evil and chaotic, the Shadow-King also has an innate, if slightly twisted, notion of fair play and will always keep his bargains, especially if they are the result of some kind of contest. He is always friendly and talkative, even when he is overseeing the slow and painful death of a fey or mortal captive, or committing some other horrific act. The King also has something of a love-hate relationship with his consort Amaleia — he is inordinately proud of her, but at the same time can't tolerate her fondness for mortals and mundane adventures. They have fought many times, but neither can really be quite wicked enough to seriously harm the other.

The stats below are for DMs who like such things or who need to know what the king would roll for skill checks, etc. — under normal circumstances, the Shadow-King is all but omnipotent in his own realm and the PCs shouldn't be able to face him in combat (there's always the chance that they'll get lucky, after

all). If the DM truly wants to let the PCs fight the king and he appears to be losing, he'll use his magic walnut to escape, and both he and all of his subjects (with the possible exception of Princess Amaleia) will swear eternal vengeance on the PCs for the humiliation.

The Shadow-King, Male Fey, Wiz16: CR 18; SZ M Fey†; HD 16d6; hp 56; Init +5 (+5 Dex); Spd 30 ft.; AC 25 (+5 Dex, +5 robe, +5 ring), touch 20, flat-footed 20; BAB/Grap +8/+9; Atk +14 melee (1d4+7, dagger) or +18 ranged (1d4+3, dagger); Full Atk +14/+9 melee (1d4+7, dagger), or +18 ranged (1d4+3, dagger); SA Polymorphing touch; SQ Master of evil plants, SR 18 (robe), true seeing; AL CE; SV Fort +9, Ref +14, Will +16; AL CE; Str 12, Dex 21, Con 11, Int 21, Wis 15, Cha 17.

Skills: Bluff +15, Concentration +17, Disguise +12, Forgery +6, Hide +5, Intimidate +10, Knowledge (arcana) +24, Knowledge (demonology) +20, Knowledge (fey nobility and royalty) +18, Listen +5, Move Silently +5, Search +7, Spellcraft +24, Spot +4, Tumble +7; **Feats:** Brew Potion, Craft Rod, Craft Staff, Craft Wand, Craft Wondrous Item, Deceitful (b), Heighten Spell, Persuasive (b), Quicken Spell, Scribe Scroll, Silent Spell, Still Spell.

Possessions: The Shadow-King has access to the treasure vaults of his fey kingdom, and can use almost any non-artifact magic item there is (and more than a few artifacts, but fortunately he hasn't brought any along). During this current jaunt to the mortal realm he is wearing a black *robe of the archmagi*, a *rod of rulership* (he rarely uses this, considering it somewhat gauche, but will utilize its powers if necessary), a *ring of protection +5* and a *dancing, keen seeking dagger +5*. His final item is what appears to be a small walnut which, if crushed, will instantly whisk him and his entire court back to his dark fey realm — and crushing the nut is a free action. Needless to say, as much as they want to, the PCs aren't likely to get their hands on his stuff.

Wizard Spells Known (4/6/5/5/5/3/3/2): 0th — *acid splash, arcane mark, dancing lights, daze, detect magic, detect poison, disrupt undead, flare, ghost sound, light, mage hand, mending, message, open/close, prestidigitation, ray of frost, read magic, resistance, touch of fatigue*; 1st — *charm person, expeditious retreat, feather fall, hypnotism, obscuring mist, protection from evil, shocking grasp, summon monster I, true strike*; 2nd — *bear's endurance, blur, darkness, daze monster, flaming sphere, ghoul touch, invisibility, locate object, mirror image, rope trick, summon monster II*; 3rd — *clairaudience/clairvoyance, explosive runes, haste, magic circle against evil, nondetection, ray of exhaustion, secret page, sepia snake sigil, slow, tongues, wind wall*; 4th — *eneration, illusory wall, mass enlarge person, mnemonic enhancer, shout, wall of ice*; 5th — *blight, cloudkill, cone of cold, fabricate, magic jar, mirage arcana, nightmare, summon monster V, transmute rock to mud*; 6th —

antimagic field, eyebite, flesh to stone, mass bear's endurance, symbol of persuasion; 7th — *ethereal jaunt, greater arcane sight, greater teleport, prismatic spray, symbol of weakness*; 8th — *irresistible dance, mass charm monster, polar ray, protection from spells*.

Master of Evil Plants (Su): The Shadow-King, by his very presence, protects evil-aligned plants and plant-creatures from debased fey's Anathema ability, and also draws such creatures to his presence. This ability is effective within a five-mile radius of the Shadow-King's presence.

Polymorphing Touch (Sp): While in his domain, the Shadow-King can, with a touch attack, affect a target as if by the spell *polymorph* or *baleful polymorph*, even if the target is not willing. Three times per day, the king may also cast *polymorph any object* with a touch attack.

True Seeing (Su): The Shadow-King continuously uses *true seeing* as the spell (caster level 16th).

Princess Amaleia

The Shadow-King's consort is everything that a dark fey should be — beautiful, perverse, sadistic, scheming, ruthless and playfully chaotic. Despite this, she is not an entirely evil creature, preferring to simply spread as much amusing disorder and confusion as possible for her own entertainment. She also very much enjoys circumventing the Shadow-King's rules and wishes, especially when it comes to consorting with mortals, with whom she has a rather wicked fascination. She has had a number of mortal lovers, whose feelings about her attentions were at best mixed. Despite the princess' assertions regarding his jealousy, the Shadow-King's feelings about her dalliances actually varies somewhat — some he has ignored, some he has encouraged and others he has punished with unpleasant curses or death. He is truly chaotic in all things.

The princess is slender and pale skinned with shining indigo-black hair, alarmingly large violet eyes, and butterfly-like antennae similar to her liege's. Unlike the Shadow-King, Amaleia's butterfly-wings are functional, and glitter in dark black, purple and blue hues. She dresses in diaphanous dark-colored green garments that seem magically enhanced to swirl and float around her alluringly, revealing just enough flesh to titillate observers. These garments also function as a major cloak of displacement (see below).

Preferring mischief, flirtation and her own odd version of romance to fighting, Amaleia will not enter combat unless absolutely necessary, and vastly prefers to leave combat via her greater teleport ability.

Amaleia has grown rather weary of her liege's association with Sha'xana and finds his tournament to be a dead bore. She hopes to enliven things with more mischief, and the arrival of a band of mortals (espe-

cially such exciting and attractive mortals) is just what the princess has been looking for.

After the tournament, it is possible that Amaleia will continue to associate with one or more of the PCs, as friend, lover, tormentor (or, at the DM's discretion, some combination thereof), providing more information about the Demonheart and other goings-on. If the DM is especially generous, she may even provide assistance to the PCs during the final battle with Sha'xana in Chapter 10.

Princess Amaleia, Female Fey Rog8: CR 10; SZ M Fey†; HD 8d6; hp 30; Init +9 (+5 Dex, +4 Improved Initiative); Spd 30 ft., 30 ft. fly (good); AC 24 (+5 Dex, +5 deflection [unearthly grace], +4 deflection [ring]), touch 24, flat-footed 19; BAB/Grp +6/+7; Atk +11 melee (1d4+4+1d6 electricity, dagger), or +12 ranged (1d6+1, shortbow); Full Atk +11/+5 melee (1d4+4+1d6 electricity, dagger), or +12/+12/+7 ranged (1d6+1, shortbow); SA Energy drain; SQ Darkvision 60 ft., unearthly grace; AL CN; SV Fort +8, Ref +17, Will +12; Str 12, Dex 21, Con 10, Int 16, Wis 18, Cha 22.

Skills: Balance +10, Bluff +14, Climb +7, Disable Device +10, Escape Artist +10, Hide +18, Intimidate +18, Knowledge (fey nobility and royalty) +10, Listen +14, Move Silently +15, Open Lock +12, Perform (dance) +15, Search +6, Sleight of Hand +11, Spot +10, Use Rope +12; **Feats:** Evasion, Improved Initiative, Persuasive, Stealthy.

Possessions: *Cloak of displacement* (major) (in the form of diaphanous fey garments), *anarchic dagger of shock +3*, *ring of invisibility*, *ring of protection +4*, *scarab of protection*, *shortbow of speed +1*.

Energy Drain (Su): Amaleia can (at her discretion) drain energy from a mortal as per a succubus' special attack. This may be through an act of passion, or by simply planting a kiss on the victim. If the target is not willing to be kissed, Amaleia must start a grapple, which provokes an attack of opportunity. Her kiss or embrace bestows one negative level. The kiss also has the effect of a *suggestion* spell, asking the victim to accept another kiss from the princess. The victim must succeed on a DC 19 Will save to negate the effect of the suggestion. The DC is 19 for the Fortitude save to remove a negative level. These save DCs are Charisma-based. Amaleia usually doesn't usually kill victims with this attack, but will use it to defend (or, occasionally, amuse) herself.

Spell-Like Abilities: At will — *charm monster* (DC 19), *detect good*, *detect thoughts* (DC 17), *polymorph* (humanoid form only, no limit on duration), *suggestion* (DC 18), *greater teleport* (self plus 50 pounds of objects only). Caster level 12th. The save DCs are Charisma-based.

Unearthly Grace (Su): Amaleia must have had a nymph or other especially ethereal fey in her ancestry,

since like a nymph she can add her Charisma modifier as a bonus to all saving throws and as a deflection bonus to her AC. (Her statistics already reflect these bonuses.)

Chapter Five

Many Tusks

The Ravine's most prominent inhabitant is a truly fearsome one — a fiendish two-headed troll called Many Tusks, who has made a foul lair in the caves that once housed a shrine to Sabazios. As a result of his actions, the buried Demonheart has begun to beat again, and now compels Many Tusks to make horrific blood sacrifices. In addition, Many Tusks and his family use the caves to store their various "treasures," ranging from foul offal to truly valuable items, depending on how each object strikes his fancy. He also holds captives here prior to butchering and devouring them.

Many Tusks' mate, Genda, is a troll barbarian, and together they have produced a foul brood of four younger trolls named Bru, Nax, Kab and Shem. Together, the family has been terrorizing this section of the forest, killing any creature they can get their hands on and carrying them back to the lair's stewpot.

Many Tusks, Male Fiendish Two-Headed Troll: CR 8; SZ L Giant; HD 10d8+40; hp 85; Init +0; Spd 30; AC 22 (–1 size, +6 chainmail, +7 natural), touch 9, flatfooted 22; BAB/Grp +7/+17; Atk +15 melee (2d6+9, demon axe) or +12 melee (2d6+6, longsword), or +12 melee (1d6+6, claw); Full Atk +15 melee (2d6+9, demon axe) and +7 melee (1d6+3, bite); or +12 melee (2d6+6, 2 longswords) and +7 melee (1d6+3, bite); or +12 melee (1d6+6, 2 claws) and +7 melee (1d6+3, bite); Space/Reach 10 ft./10 ft.; SA Rend 2d6+9; SQ Darkvision 90 ft., DR 5/magic, fast healing 1, low-light vision, resistance to cold and fire 10, scent, SR 15, superior two-weapon fighting; AL CE; SV Fort +11, Ref +3, Will +5; Str 22, Dex 11, Con 19, Int 12, Wis 10, Cha 6

Skills: Craft (trapmaking) +12, Listen +8, Profession (hunter) +8, Search +9, Spot +10; **Feats:** Alertness, Cleave, Iron Will, Power Attack

Rend (Ex): If a two-headed troll hits with both of its claw attacks, it latches onto the opponent's body and tears the flesh. This attack automatically deals an additional 2d6+9 points of damage.

Fast Healing (Ex): A two-headed troll heals 1 point of damage each round so long as it has at least 1 hit point.

Superior Two-Weapon Fighting (Ex): Because each of its two heads controls an arm, a two-headed troll does not take a penalty on attack or damage rolls for attacking with two weapons.

Smite Good (Su): Once per day Many Tusks can make a normal melee attack to deal +10 extra damage against a good foe.

Skills: A two-headed troll's two heads give it a +2 racial bonus on Listen, Search, and Spot checks.

Possessions: *Demon-axe* (see sidebar), large masterwork chainmail. (See Tome of Horrors for more details on two-headed trolls.)

The Demon-Axe

The troll clan's raids have taken on an even more alarming aspect recently. While scavenging in the depths of the family lair, Many Tusks found a huge, fearsome-looking axe, made of bone and black iron, its head crafted in the form of a snarling demon-face. The weapon's size, heft and appearance appealed to the troll, and he took it as his own.

Many Tusks' casual act of plundering has set a number of events into motion. Originally borne by the demon-lord Sabazios, the axe contained a trace of the fiend's essence; when Many Tusks took up the axe, his spirit charged the remaining essence, awakening the buried Demonheart from centuries of torpor. Since taking the axe, Many Tusks has been subtly compelled to bring more and more victims to his lair, and to dismember them in more and more elaborate and disturbing ways. In this fashion, the Demonheart has grown stronger and been able to communicate and control more and more creatures. Sabazios's daughter Sha'xana is aware of the troll's activities, but knows that only direct sacrifice to the growing heart will bring her father's remains fully back to life.

If the Demon-Axe can be mastered by a character, it can be turned against Sha'xana in the final confrontation (see Chapter 10 for more details).

The Demon-Axe is a large *unholy greataxe* +3. It is Chaotic Evil alignment, Int 15, Wis 10, Cha 15. It speaks Abyssal and Common and whispers in a soft voice that only the wielder can hear. It has 60' darkvision and hearing. In addition, the Demon-Axe can cast *darkness* 3/day, *hold person* 3/day and *bless* on the wielder and allies 3/day.

Genda, Female Troll, Bbn3: CR 8; SZ L Giant; HD 6d8+3d12+54; hp 100; Init +2; Spd 40 ft.; AC 16 (-1 size, +2 Dex, +5 natural), touch 11, flat-footed 14; BAB/Grp +7/+17; Atk +12 melee (1d6+6, claw); Full Atk +12 melee (1d6+6, 2 claws) and +7 melee (1d6+3, bite); Space/Reach 10 ft./10 ft.; SA Barbarian rage 1/day, rend 2d6+9; SQ Darkvision 90 ft., low-light vision, regeneration 5, scent, trap sense +1, uncanny dodge; AL CE; SV Fort +14, Ref +5, Will +4; Str 23, Dex 14, Con 23, Int 6, Wis 9, Cha 6.

Skills: Listen +5, Profession (hunter) +5, Spot +6;
Feats: Alertness, Iron Will, Track.

Regeneration (Ex): Fire and acid deal normal damage to a troll. If a troll loses a limb or body part, the lost portion regrows in 3d6 minutes. The creature can

reattach the severed member instantly by holding it to the stump.

Rend (Ex): If a troll hits with both claw attacks, it latches onto the opponent's body and tears the flesh. This attack automatically deals an additional 2d6+9 points of damage.

Many Tusks' Spawn — Bru, Nax, Kab and Shem, Male Trolls: CR 5; SZ L Giant; HD 6d8+36; hp 63; Init +2; Spd 30 ft.; AC 16 (-1 size, +2 Dex, +5 natural), touch 11, flat-footed 14; BAB/Grp +4/+14; Atk +9 melee (1d6+6, claw); Full Atk +9 melee (1d6+6, 2 claws) and +4 melee (1d6+3, bite); Space/Reach 10 ft./10 ft.; SA Rend 2d6+9; SQ Darkvision 90 ft., low-light vision, regeneration 5, scent; AL CE; SV Fort +11, Ref +4, Will +3; Str 23, Dex 14, Con 23, Int 6, Wis 9, Cha 6.

Skills: Listen +5, Spot +6; **Feats:** Alertness, Iron Will, Track.

Chapter Eight

Anaexegoris

A rarity among the chaotic Trae'este, the ancient hero Anaexegoris was a paladin who devoted himself to defending the tribe against outside foes of all kinds. Though estranged from his people, who thought him peculiar and more than a little frightening, Anaexegoris battled every manner of enemy, from marauding goblins to invading undead and blood-thirsty devils. He perished while defending the forest against a horde of gnolls, falling in battle with their leader, an evil dark elven priestess. The paladin's remains were interred in a Trae'este tomb complex, but his spirit lingered on in the forest, still reaching out to aid his people when the times demanded it. He has been bound to his tomb by the evil presence of Valaeta, and offers his sword to anyone who helps to lay the ancient druidess to rest.

Anaexegoris, Male Ghost Pal12: CR 14; SZ M; HD 12d12; hp 78; Init +1 (+1 Dex); Spd fly 30 ft. (perfect); AC 12 (+1 Dex, +1 deflection), touch 12, flat-footed 11 or 26 (+1 Dex, +11 full plate, +4 shield), touch 11, flat-footed 25; BAB/Grp +12/+15; Atk +13 melee or +15 vs. ethereal foes (1d4 points from one ability, incorporeal touch) or +19 melee (1d10+6, Spiritwolf); Full Atk +13/+8 melee or +15/+10 vs. ethereal foes (1d4 points from one ability, incorporeal touch) or +19/+14/+9 melee (1d10+6, Spiritwolf); SA Corrupting gaze, draining touch, manifestation; SQ Rejuvenation, +4 turn resistance; AL LG; SV Fort +13, Ref +10, Will +8; Str 17, Dex 12, Con 15, Int 10, Wis 12, Cha 21.

Skills: Concentration +10, Hide +1, Knowledge (local) +2, Knowledge (nobility and royalty) +10, Listen +3, Move Silently +6, Search +2, Spot +3;
Feats: Enlarge Spell, Exotic Weapon Proficiency (bastard sword), Lightning Reflexes, Power Attack, Weapon Focus (bastard sword).

Possessions: *Spiritwolf* (see below), *full plate +3*, *heavy steel shield +2*.

Paladin Spells Prepared (2/1): 1st — *bless*, *divine favor*; 2nd — *zone of truth*.

Corrupting Touch (Su): A ghost that hits a living target with its incorporeal touch attack deals 1d6 points of damage. Against ethereal opponents, it adds its Strength modifier to attack and damage rolls. Against nonethereal opponents, it adds its Dexterity modifier to attack rolls only.

Draining Touch (Su): A ghost that hits a living target with its incorporeal touch attack drains 1d4 points from any one ability score it selects. On each such successful attack, the ghost heals 5 points of damage to itself. Against ethereal opponents, it adds its Strength modifier to attack rolls only. Against nonethereal opponents, it adds its Dexterity modifier to attack rolls only.

Manifestation (Su): Every ghost has this ability. A ghost dwells on the Ethereal Plane and, as an ethereal creature, it cannot affect or be affected by anything in the material world. When a ghost manifests, it partly enters the Material Plane and becomes visible but incorporeal on the Material Plane. A manifested ghost can be harmed only by other incorporeal creatures, magic weapons, or spells, with a 50% chance to ignore any damage from a corporeal source. A manifested ghost can pass through solid objects at will, and its own attacks pass through armor. A manifested ghost always moves silently. A manifested ghost can strike with its touch attack or with a ghost touch weapon. A manifested ghost remains partially on the Ethereal Plane, where it is not incorporeal. A manifested ghost can be attacked by opponents on either the Material Plane or the Ethereal Plane. The ghost's incorporeality helps protect it from foes on the Material Plane, but not foes on the Ethereal Plane.

When a spellcasting ghost is not manifested and is on the Ethereal Plane, its spells cannot affect targets on the Material Plane, but they work normally against ethereal targets. When a spellcasting ghost manifests, its spells continue to affect ethereal targets and can affect targets on the Material Plane normally unless the spells rely on touch. A manifested ghost's touch spells don't work on nonethereal targets.

A ghost has two home planes, the Material Plane and the Ethereal Plane. It is not considered extraplanar when on either of these planes.

Telekinesis (Su): A ghost can use telekinesis as a standard action (caster level 12th or equal to the ghost's HD, whichever is higher). When a ghost uses this, it must wait 1d4 rounds before using it again.

Special Qualities: A ghost has all the special qualities of the base creature as well as those below.

Rejuvenation (Su): In most cases, it's difficult to destroy a ghost through simple combat: The "destroyed" spirit will often restore itself in 2d4 days. Even the most powerful spells are usually only temporary solutions. A ghost that would otherwise be destroyed returns to its old haunts with a successful level check (1d20 + ghost's HD) against DC 16. As a

rule, the only way to get rid of a ghost for sure is to determine the reason for its existence and set right whatever prevents it from resting in peace. The exact means varies with each spirit and may require a good deal of research.

Spiritwolf

This weapon, traditionally wielded by defenders of the Trae'este lands and gods, was forged nearly 1,000 years ago by the master swordsmith Malanus — with, legend holds, assistance from the goddess Reqestea herself. It functions as a *merciful bane* (evil outsiders) *bastard sword +3*. If used in the direct defense of the Westwood or of the Trae'este, it gains the speed and brilliant energy abilities.

Frae

A scholar and sorcerer known for her generosity and kind spirit, Frae perished along with her entire family during an outbreak of undead and hostile spirit activity in the woods. Though laid to rest, Frae's restless soul was troubled and scarred by the deaths of her family, and she soon rose as a spectre, seeking to avenge the tragedy, even though no mortal was responsible. She remained trapped in her tomb, however, unable to leave the items of power in her sarcophagus, which were bound to her in life. Over the years, she grew more and more bitter and evil, forgetting her old life entirely. Her grief and rage drew several lesser shadows, who remain in the tomb with her, drawing sustenance and swirling around the chamber like pale, insubstantial birds.

Frae, Spectre: CR 7; SZ M Undead (Incorporeal); HD 7d12; hp 45; Init +7; Spd 40 ft., fly 80 ft. (perfect); AC 15 (+3 Dex, +2 deflection), touch 15, flat-footed 13; BAB/Grp +3/-; Atk/Full Atk Incorporeal touch +6 melee (1d8 plus energy drain); SA Energy drain, create spawn; SQ Darkvision 60 ft., incorporeal traits, +2 turn resistance, sunlight powerlessness, undead traits, unnatural aura; AL LE; SV Fort +2, Ref +5, Will +7; Str -, Dex 16, Con -, Int 14, Wis 14, Cha 15

Skills: Hide +13, Intimidate +12, Knowledge (religion) +12, Listen +14, Search +12, Spot +14, Survival +2 (+4 following tracks); **Feats:** Alertness, Blind-Fight, Improved Initiative.

Create Spawn (Su): Any humanoid slain by a spectre becomes a spectre in 1d4 rounds. Spawn are under the command of the spectre that created them and remain enslaved until its death. They do not possess any of the abilities they had in life.

Energy Drain (Su): Living creatures hit by a spectre's incorporeal touch attack gain two negative levels. The DC is 15 for the Fortitude save to remove a negative level. The save DC is Charisma-based. For each such negative level bestowed, the spectre gains 5 temporary hit points.

Sunlight Powerlessness (Ex): Spectres are powerless in natural sunlight (not merely a *daylight* spell) and flee from it. A spectre caught in sunlight cannot

attack and can take only a single move or attack action in a round.

Unnatural Aura (Su): Animals, whether wild or domesticated, can sense the unnatural presence of a specter at a distance of 30 feet. They do not willingly approach nearer than that and panic if forced to do so; they remain panicked as long as they are within that range.

Heshouna

Heshouna is a vampire who, in life, had once been a powerful mercenary and bandit-chieftain. He barely remembers this, as today he serves his “mad goddess,” Valaeta with single-minded devotion and fanatical worship. In reality, he loves his desiccated semi-deity, as much as a creature like him can love anything. He will happily give his own unlife in her defense, and will allow nothing to get to her without going through him first.

Heshouna, Male Vampire, War7: CR 8; Size M Undead; HD 7d12; hp 45; Init +6; Spd 30 ft.; AC 28 (+1 Dex, +9 full plate, +2 shield, +6 Natural), touch 11, flat-footed 27; BAB/Grap +7/+13; Atk +14 melee (1d8+6, longsword) or +13 melee (1d6 plus energy drain, slam); Full Atk +14/+9 melee (1d8+6, longsword) or +13 melee (1d6 plus energy drain, slam); SA Blood drain, children of the night, dominate, create spawn; SQ Alternate form, DR 10/silver and magic, fast healing, gaseous form, resistance to cold 10 and electricity 10, spider climb, turn resistance +4; AL LE; SV Fort +7, Ref +6, Will +3; Str 22, Dex 14, Con —, Int 14, Wis 14, Cha 14.

Skills: Bluff +10, Concentration +4, Craft (weaponsmithing) +6, Hide +8, Intimidate +9, Listen +11, Move Silently +11, Profession (hunter) +4, Ride +6, Search +8, Sense Motive +8, Spot +11; **Feats:** Alertness, Combat Reflexes (b), Cleave, Dodge (b), Great Fortitude, Improved Initiative (b), Lightning Reflexes (b), Power Attack.

Possessions: +1 full plate, heavy steel shield, masterwork longsword.

Blood Drain (Ex): A vampire can suck blood from a living victim with its fangs by making a successful grapple check. If it pins the foe, it drains blood, dealing 1d4 points of Constitution drain each round the pin is maintained. On each such successful attack, the vampire gains 5 temporary hit points.

Children of the Night (Su): Vampires command the lesser creatures of the world and once per day can call forth 1d6+1 rat swarms, 1d4+1 bat swarms, or a pack of 3d6 wolves as a standard action. (If the base creature is not terrestrial, this power might summon other creatures of similar power.) These creatures arrive in 2d6 rounds and serve the vampire for up to 1 hour.

Dominate (Su): A vampire can crush an opponent’s will just by looking onto his or her eyes. This is similar to a gaze attack, except that the vampire must use a standard action, and those merely looking at it are not affected. Anyone the vampire targets must succeed on a Will save or fall instantly under the vam-

pire’s influence as though by a *dominate person* spell (caster level 12th). The ability has a range of 30 feet.

Create Spawn (Su): A humanoid or monstrous humanoid slain by a vampire’s energy drain rises as a vampire spawn 1d4 days after burial.

If the vampire instead drains the victim’s Constitution to 0 or lower, the victim returns as a spawn if it had 4 or less HD and as a vampire if it had 5 or more HD. In either case, the new vampire or spawn is under the command of the vampire that created it and remains enslaved until its master’s destruction. At any given time a vampire may have enslaved spawn totaling no more than twice its own Hit Dice; any spawn it creates that would exceed this limit are created as free-willed vampires or vampire spawn. A vampire that is enslaved may create and enslave spawn of its own, so a master vampire can control a number of lesser vampires in this fashion. A vampire may voluntarily free an enslaved spawn in order to enslave a new spawn, but once freed, a vampire or vampire spawn cannot be enslaved again.

Energy Drain (Su): Living creatures hit by a vampire’s slam attack (or any other natural weapon the vampire might possess) gain two negative levels. For each negative level bestowed, the vampire gains 5 temporary hit points. A vampire can use its energy drain ability once per round.

Alternate Form (Su): A vampire can assume the shape of a bat, dire bat, wolf, or dire wolf as a standard action. This ability is similar to a *polymorph* spell cast by a 12th-level character, except that the vampire does not regain hit points for changing form and must choose from among the forms mentioned here. While in its alternate form, the vampire loses its natural slam attack and dominate ability, but it gains the natural weapons and extraordinary special attacks of its new form. It can remain in that form until it assumes another or until the next sunrise. (If the base creature is not terrestrial, this power might allow other forms.)

Damage Reduction (Su): A vampire has damage reduction 10/silver and magic. A vampire’s natural weapons are treated as magic weapons for the purpose of overcoming damage reduction.

Fast Healing (Ex): A vampire heals 5 points of damage each round so long as it has at least 1 hit point. If reduced to 0 hit points in combat, it automatically assumes gaseous form and attempts to escape. It must reach its coffin home within 2 hours or be utterly destroyed. (It can travel up to nine miles in 2 hours.) Any additional damage dealt to a vampire forced into gaseous form has no effect. Once at rest in its coffin, a vampire is helpless. It regains 1 hit point after 1 hour, then is no longer helpless and resumes healing at the rate of 5 hit points per round.

Gaseous Form (Su): As a standard action, a vampire can assume *gaseous form* at will as the spell (caster level 5th), but it can remain gaseous indefinitely and has a fly speed of 20 feet with perfect maneuverability.

Resistances (Ex): A vampire has resistance to cold 10 and electricity 10.

Spider Climb (Ex): A vampire can climb sheer surfaces as though with a *spider climb* spell.

Turn Resistance (Ex): A vampire has +4 turn resistance.

Lennarian

Interring the Trae'este warleader Lennarian here proved something of an error on the wood elves' part, as the "hero" of an ancient war against the armies of the green dragon Shuhlatch was, in reality, a traitor to his people. Stung by a number of real and imagined slights, not the least of which occurred when his beloved arch-druidess chose to shun his advances and dedicate her life to Anathéa, Lennarian agreed to betray the Trae'este in exchange for a share of Shuhlatch's horde. Fortunately for the Trae'este, their would-be betrayer perished before his plan could come to fruition, slain by several of the dragon's troll followers who were unaware of the bargain he had made. Shuhlatch was defeated soon thereafter, and Lennarian was proclaimed one of the saviors of the realm.

Ignorant of his true nature, the elves laid their hero to rest with great honors (clad in his dragonscale armor taken, unknown to the elves, from one of Shuhlatch's good dragon rivals), alongside some of his most loyal retainers and warriors, who had also perished in the fighting. Rejected and cursed by the gods, Lennarian instead rose as a black skeleton. His unfortunate followers also rose as animated skeletons, and now they lurk in the tomb, emerging every now and then to do harm to travelers, forest folk and the surrounding human lands, since the Trae'este themselves are now beyond the reach of Lennarian's vengeance.

Lennarian, Black Skeleton Ftr3: CR 8; SZ M Undead; HD 9d12; hp 58; Init +4; Spd 40 ft.; AC 24 (+3 Dex, +5 scale armor, +6 natural), touch 13, flat-footed 21; BAB/Grp +6/+10; Atk +15 melee (1d8+1/19-20, bastard sword); Full Atk +15 melee (1d8+1/19-20, 2 bastard swords); Reach 5 ft./5 ft.; SA Frightful presence, strength drain; SQ DR 10/bludgeoning and good, darkvision 60 ft., +4 turn resistance, undead traits; AL CE; SV Fort +2, Ref +6, Will +5; Str 18, Dex 19, Con -, Int 13, Wis 10, Cha 14

Feats: Cleave, Power Attack, Two-Weapon Fighting, Weapon Finesse, Weapon Focus (bastard sword); **Skills:** Climb +6, Escape Artist +10, Hide +10, Jump +9, Listen +5, Move Silently +10, Search +7, Spot +6.

Possessions: 2 *longswords* +2, dragonhide scale armor.

Frightful Presence (Ex): The mere presence of a black skeleton is unsettling to foes, especially when the skeleton shrieks. Creatures within 60 ft. and with less HD than the black skeleton that hear it must succeed on a DC 15 Will save or become panicked for 4d6 rounds. Creatures that successfully save are immune to the frightful presence of the same black skeleton for one day. The save DC is Charisma-based.

Strength Damage (Su): Good-aligned creatures hit by a black skeleton (either by a weapon or natural

attack) must succeed on a DC 15 Fortitude save or take 1d3 points of Strength damage. The save DC is Charisma-based. This effect is a function of the black skeleton itself, not its weapons.

Feats: Because of the black skeleton's magical nature, its Two-Weapon Fighting feat allows it to attack with both weapons at no penalty.

Lennarian's Skeletons (12): CR 1/3; SZ M Undead; HD 1d12; hp 6; Init +5; Spd 20 ft.; AC 20 (+1 Dex, +5 chainmail, +2 heavy wooden shield, +2 natural), touch 11, flat-footed 19; BAB/Grp +0/+1; Atk/Full Atk +1 melee (1d8+1/19-20, bastard sword); Reach 5 ft./5 ft.; SA -; SQ DR 5/bludgeoning, darkvision 60 ft., immunity to cold, undead traits; AL NE; SV Fort +0, Ref +1, Will +2; Str 13, Dex 13, Con -, Int -, Wis 10, Cha 1

Feats: Improved Initiative

(See Tome of Horrors II for more details on black skeletons.)

Rukh'aa

A ghastr lord and would-be undead leader, Rukh'aa sees events in the forest and waits for them to resolve themselves, hoping that in the chaos that ensues from Sha'xana's schemes he will be able to unite the other ghouls of the forest and nearby areas into a powerful force that can prey upon the living of the region with relative impunity. He is here because he respects Valaeta's power, and sees it as a safe haven while the outside world goes up in flames.

Rukh'aa is a ghastr with the added undead lord template from the Tome of Horrors II.

Rukh'aa, Ghastr-Lord: CR 6; SZ M Undead; HD 5d12; hp 32; Init +3; Spd 30 ft.; AC 22 (+4 Dex, +8 natural), touch 14, flat-footed 18; BAB/Grp +2/+5; Atk +7 melee (1d8+5 plus paralysis, bite); Full Atk +7 melee (1d8+5 plus paralysis, bite) and +3 melee (1d4+2 plus paralysis, 2 claws); SA Ghoul fever, paralysis, stench; SQ Aura of desecration, command undead, create spawn, darkvision 60 ft., DR 5/magic, spell-like abilities, summon undead, undead traits, +4 turn resistance, undead telepathy; AL CE; SV Fort +1, Ref +5, Will +7; Str 21, Dex 19, Con —, Int 15, Wis 16, Cha 20.

Skills: Balance +8, Climb +11, Hide +9, Jump +11, Move Silently +9, Spot +8; **Feats:** Multiattack, Toughness

Ghoul Fever (Su): Disease-bite, Fortitude DC 15, incubation period 1 day, damage 1d3 Con and 1d3 Dex. The save DC is Charisma-based.

Paralysis (Ex): Those hit by a ghastr's bite or claw attack must succeed on a DC 15 Fortitude save or be paralyzed for 1d4+1 rounds. Even elves can be affected by this paralysis. The save DC is Charisma-based.

Stench (Ex): The stink of death and corruption surrounding these creatures is overwhelming. Living creatures within 10 feet must succeed on a DC 15 Fortitude save or be sickened for 1d6+4 minutes. A creature that successfully saves cannot be affected again by the same ghastr's stench for 24 hours. A *delay*

poison or *neutralize poison* spell removes the effect from a sickened creature. Creatures with immunity to poison are unaffected, and creatures resistant to poison receive their normal bonus on their saving throws. The save DC is Charisma-based.

Aura of Desecration (Su): Undead lords constantly project an aura in a 20-foot radius that functions as a permanent *desecrate* spell. Undead within the area (including the undead lord) gain a +1 profane bonus to attack rolls, damage rolls, and saves. In addition, all turning checks made in the area suffer a -3 profane penalty. Summoned or created undead that appear in the area gain +1 hit points per HD.

Undead Telepathy (Su): Undead lords can communicate telepathically with any other undead within 100 feet, including mindless undead such as zombies and skeletons.

Spell-Like Abilities: 1/day — *darkness* (DC 17, *fear*).

Summon Undead (Sp): Once per day, Rukh'aa can summon 7 HD worth of ghosts or ghouls.

Turn Resistance (Ex): Rukh'aa has +4 turn resistance.

Valaeta

In many ways, Valaeta is the central figure in events of the past several centuries in the Westwood. Once an especially powerful (and proud) druidess, Valaeta summoned outsiders to aid the Trae'este against invading gnolls. In her arrogance, however, Valaeta did not realize that she had also called up the powerful demon lord Sabazios, who then turned against the Trae'este and sought to conquer the forest. Realizing her mistake, Valaeta sought to undo the damage by learning the demon's true name and leading her people in the great ritual. At the last moment, however, Valaeta's courage failed, and she was unable to surrender her own mortal existence. The Trae'este gave up their spirits, merging with the forest, and Sabazios was defeated, but Valaeta was forced to live on as an undead creature, driven mad by guilt over her failure. Clad in rotting robes, her empty sockets staring into darkness, Valaeta sat and brooded, her three ioun stones still endlessly orbiting her fleshless skull.

The awful reality of her failure grew more apparent with the passing of years — the demon's heart had survived, buried in the depths of the forest. When it at last began once more to beat, Valaeta's last few strands of sanity broke and she became a creature of pure madness and evil. She now dwells in the ruins of an ancient Trae'este tomb complex, and has gathered around her a number of undead followers. Beneath impenetrable layers of madness, however, a feeble spark of Valaeta's old self remains — only the healing powers of the Trae'este can reach it, however. Without her aid, the Westwood is doomed to once more fall beneath the foul domination of Sabazios and his heirs.

Valaeta, Female Lich (elf) Drd14: CR 16; SZ M Undead; HD 14d12; hp 91; Init +4; Spd 30 ft.; AC 19 (+4 Dex, +5 Natural), touch 14, flat-footed 15; Atk

+12 melee (1d8+5, negative energy plus paralysis) or +14 melee (1d6+4, staff); Full Atk +12/+7 melee (1d8+5, negative energy plus paralysis) or +14/+9 melee (1d6+4, staff); SA Damaging touch, fear aura, paralyzing touch; SQ +4 turn resistance, DR 15/bludgeoning and magic, darkvision 60 ft., immunity to cold, electricity, polymorph and mind-affecting effects, undead traits; AL CE; SV Fort +10, Ref +8, Will +13; AL NG; Str 14, Dex 18, Con —, Int 12, Wis 20, Cha 18.

Skills: Concentration +9, Heal +20, Hide +26, Knowledge (nature) +17, Listen +22, Move Silently +12, Search +11, Spot +14, Survival +18; **Feats:** Craft Wand, Dodge, Eschew Materials, Silent Spell, Still Spell.

Possessions: *Ring of protection +4, ring of spell turning, staff of the woodlands, ioun stones* (dark blue, vibrant purple, pearly white), *robe of bones*.

Druid Spells Prepared (6/8/7/6/6/4/3/2): 0 — *create water, cure minor wounds, flare, guidance, purify food and drink, virtue*; 1st — *cure light wounds, endure elements, entangle, magic fang, magic stone, obscuring mist, shillelagh, summon nature's ally I*; 2nd — *barkskin, bear's endurance, bull's strength, flame blade, resist energy, summon swarm, warp wood*; 3rd — *call lightning, magic fang (greater), poison, sleet storm, summon nature's ally III, wind wall*; 4th — *dispel magic, flame strike, ice storm, spike stones, summon nature's ally IV*; 5th — *awaken, call lightning storm, insect plague, wall of thorns*; 6th — *antilife shell, dispel magic (greater), wall of stone*; 7th — *creeping doom, fire storm*.

Velus Kaine

This horrific creature was once a river pirate, leading a clan of degenerate half-orcs and humans in a bloody rampage against merchants and undefended settlements. When his band was finally hunted down and destroyed, he drank a potion that he had obtained from an evil cleric, who had told him that it would provide the "ultimate escape." Not being terribly bright, Kaine believed this, and was quite shocked when he rose as a zombie a few days later. He sought out the tombs and has associated with the other undead ever since, retaining much of his martial abilities, and, surprisingly, most of his old intelligence. As a half-orc, Velus had been fairly dim, but as a zombie, he is unusual in that he has retained some of his old abilities, and at least a remnant of his intelligence, allowing him to breathe the rarified air of an enlightened genius. Velus also retains his armor, his old beloved double axe, and his ability to use it. He is also competent enough that he is not limited to single actions only.

Velus Kaine, Advanced Zombie: CR 3; SZ M Undead; HD 4d12+3; hp 29; Init -1; Spd 30 ft.; AC 21 (-1 Dex, +7 chainmail, +5 natural), touch 9, flat-footed 21; BAB/Grp +2/+5; Atk/Full Atk +7 melee (1d6+3, slam) or +5/+5/+5 melee (1d6+5, orc double axe); SQ DR 10/slashing, darkvision 60 ft., undead traits; AL NE; SV Fort +0, Ref -1, Will +3; Str 16, Dex 8, Con —, Int 6, Wis 10, Cha 1.

Feats: Exotic Weapon Proficiency (orc double axe), Improved Two-Weapon Fighting, Toughness, Two-Weapon Fighting.

Possessions: *orc double axe +2, chainmail +2.*

Chapter Ten

Darricanthus

A powerful dire bear, invested with the spirit of the Trae'este ancestors, returned to the forest along with the rest of the tribe when the great ritual to defeat Sabazios was performed. He has now returned, and will aid the PCs in battle against Sha'xana if necessary.

Darricanthus, Male Celestial Dire Bear: CR 9; SZ L Magical Beast; HD 12d8+51; hp 105; Init +1; Spd 40 ft.; AC 17 (-1 size, +1 Dex, +7 natural), touch 10, flat-footed 16; BAB/Grp +9/+23; Atk +19 melee (2d4+10, claw); Full Atk +19 melee (2d4+10, 2 claws) and bite +13 melee (2d8+5); Space/Reach 10 ft./5 ft.; SA Improved grab, smite evil; SQ Low-light vision, scent, Darkvision 60 ft, resistance to acid 10 and cold 10 and electricity 10, Dr 10/magic, SR 17; AL NG; SV Fort +12, Ref +9, Will +9; Str 31, Dex 13, Con 19, Int 2, Wis 12, Cha 10.

Skills: Listen +10, Spot +10, Swim +13; **Feats:** Alertness, Endurance, Run, Toughness, Weapon Focus (claw).

Improved Grab (Ex): To use this ability, a dire bear must hit with a claw attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity.

Smite Evil (Su): Once per day a celestial creature can make a normal melee attack to deal +12 extra damage against an evil foe.

Sha'xana/Sabazios

After merging with the Demonheart, Sha'xana gains considerable power. She is now an almost overwhelming opponent, but she will grow even more powerful and dangerous if she is not stopped quickly. She now resembles her old self, enormously enhanced and much larger (she is now Huge in size), with powerful bat-like wings and tough, scaly skin.

Sha'xana, Advanced Fiendish Annis, Sor10: CR 20; SZ H Monstrous Humanoid; HD 7d8+10d4+30; hp 83; Init +1; Spd 40 ft., 50 ft. fly (good); AC 28 (-2 size, +1 Dex, +19 natural), touch 9, flat-footed 27; BAB/Grp +12/+30; Atk +20 melee (1d8+10, claw); Full Atk +20 melee (1d8+10, 2 claws) and +13 melee (2d6+5, bite); Space/Reach 15 ft./15 ft.; SA Improved grab, rake 1d6+10, rend 2d6+15, spell-like abilities, smite good; SQ Darkvision 60 ft, detect good, detect law, fast healing 5, immune to electricity and poison, resistance to acid 10, cold 10 and fire 10, DR

10/magic, SR 19; AL CE; SV Fort +8, Ref +8, Will +14; Str 30, Dex 12, Con 14, Int 13, Wis 15, Cha 10.

Skills: Bluff +20, Concentration +20, Diplomacy +2, Disguise +0 (+2 acting), Hide +5, Intimidate +5, Listen +11, Spellcraft +12, Spot +11.

Feats: Alertness, Blind-Fight, Combat Casting, Enlarge Spell, Great Fortitude, Heighten Spell.

Spell-Like Abilities: 3/day — *disguise self, fog cloud.* Caster level 8th.

Improved Grab (Ex): To use this ability, Sha'xana must hit a Large or smaller opponent with a claw attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity.

Rake (Ex): Attack bonus +20 melee, damage 1d6+10. Sha'xana can attack a grappled foe with both claws at no penalty.

Rend (Ex): An annis that hits with both claw attacks latches onto the opponent's body and tears the flesh. This attack automatically deals an extra 2d6+15 points of damage.

Smite Good (Su): Once per day Sha'xana can make a normal melee attack to deal +10 extra damage against a good foe.

Detect Good (Sp): At will, half-demons can *detect good* as per the spell.

Detect Law (Sp): At will, half-demons can *detect law* as per the spell.

Sorcerer Spells Known (6/6/6/6/5/3): 0 — *acid splash, dancing lights, flare, daze, ray of frost, resistance, touch of fatigue*; 1st — *burning hands, cause fear, charm person, magic missile, summon monster I*; 2nd — *darkness, glitterdust, scorching ray, web*; 3rd — *haste, lightning bolt, major image*; 4th — *ice storm, wall of fire*; 5th — *cloudkill*.

Appendix II: Monster Index

(Creatures include all statistics needed for play. Those with an asterisk beside their names can be found in *The Tome of Horrors*, and those with two asterisks beside their names can be found in *Tome of Horrors II*, both from Necromancer Games.)

***Algoids:** CR 4; SZ M Plant (Psionic); HD 5d8+15; hp 37; Init +0; Spd 20 ft.; AC 15 (+5 natural), touch 10, flat-footed 15; BAB/Grp +3/+7; Atk +7 melee (1d8+4, slam**); Full Atk +7 melee (1d8+4, 2 slams**); Space/Reach: 5 ft./5 ft.; SA Animate trees, mind blast, psi-like abilities, stun; SQ DR 5/bludgeoning and magic, immunity to fire, immunity to electricity, low-light vision, plant traits, vulnerability to water; AL N; SV Fort +7, Ref +1, Will +3; Str 19, Dex 10, Con 16, Int 4, Wis 10, Cha 10

Skills: Hide +6*, Listen +8, Move Silently +6, Spot +4; **Feats:** Alertness, Iron Will.

Animate Trees (Su): An algoid can animate trees within 90 feet at will, controlling up to two trees at a time. It takes 1 full round for a normal tree to uproot itself. Thereafter, it moves at a speed of 10 feet and fights using the stats below. Animated trees lose their ability to move if the algoid that animated them is incapacitated or moves out of range. This ability is otherwise similar to *liveoak* (caster level 10th).

Animated Trees: CR 4; SZ H Plant; HD 5d8+15; hp 37; Init -1; Spd 30 ft.; AC 16 (-2 size, -1 Dex, +9 natural), touch 7, flat-footed 16; BAB/Grp +3/+16; Atk +6 melee (2d6+5, slam); Full Atk +6 melee (2d6+5 [x2], slams); Space/Reach 15 ft./15 ft.; SA double damage against objects (full attack deals double damage), trample 2d6+7 (Ref DC 17 half); SQ damage reduction (5/slashing), low-light vision, plant traits, vulnerability to fire; AL N; SV Fort +7, Ref +0, Will +2; Str 21, Dex 8, Con 17, Int 4, Wis 12, Cha 10. **Skills:** Listen +5, Spot +5. **Feats:** Improved Sunder, Power Attack.

Mind Blast (Sp): Once per day, an algoid can use a mind blast in a 60-foot cone. Any creature caught in the cone must succeed on a DC 14 Will save or be stunned for 3d4 rounds. The save DC is Charisma-based and includes a +2 racial bonus.

Psi-Like Abilities: At will—*detect psionics, know direction and location*; 1/day—*energy push* (3d6, DC 13*). Manifest level 5th. The save DC is Charisma-based.

Stun (Ex): If an algoid scores a critical hit with a slam attack, the opponent struck must succeed on a DC 16 Fortitude save or be stunned for 1d2 rounds. The save DC is Strength-based.

Vulnerability to Water (Ex): A *control water* spell deals 1d6 points of damage per caster level (maximum 10d6) to an algoid (no save).

Skills: Algoids have a +4 racial bonus on Hide, Listen, and Move Silently checks. *The Hide bonus increases to +12 in a swampy or forested area.

** An algoid's natural weapons are treated as magic weapons for the purpose of overcoming damage reduction.

If you do not have the *Psionics Handbook*, replace the algoid's psi-like abilities with the following:

Spell-Like Abilities: At will—*detect thoughts* (DC 15), *know location*; 1/day—*shocking grasp* (CL 3, DC 13). Caster level 5th. The save DCs are Charisma-based.

Babau: CR 6; SZ M Outsider (Chaotic, Extraplanar, Evil); HD 7d8+35; hp 66; Init +1; Spd 30 ft.; AC 19 (+1 Dex, +8 natural), touch 11, flat-footed 18; BAB/Grp +7/+12; Atk +12 melee (1d6+5, claw); Full Atk +12 melee (1d6+5, 2 claws) and +7 melee (1d6+2, bite); Space/Reach 5 ft./5 ft.; SA Sneak attack +2d6, spell-like abilities, summon demon; SQ Damage reduction 10/cold iron or good, darkvision 60 ft., immunity to electricity and poison, protective slime, resistance to acid 10, cold 10, and fire 10, spell resistance 14, telepathy 100 ft.; AL CE; SV Fort +10, Ref +6, Will +6; Str 21, Dex 12, Con 20, Int 14, Wis 13, Cha 16.

Skills: Climb +15, Disable Device +12, Disguise +13, Escape Artist +11, Hide +19, Listen +19, Move Silently +19, Open Lock +11, Search +20, Sleight of Hand +11, Survival +1 (+3 following tracks), Use Rope +1 (+3 with bindings); **Feats:** Cleave, Multiattack, Power Attack.

Skills: Babaus have a +8 racial bonus on Hide, Listen, Move Silently, and Search checks.

Spell-Like Abilities: At will — *darkness, dispel magic, see invisibility, greater teleport* (self plus 50 pounds of objects only). Caster level 7th.

Protective Slime (Su): A slimy red jelly coats the babau's skin. Any weapon that touches it takes 1d8 points of acid damage from the corrosive goo, and the weapon's hardness does not reduce this damage. A magic weapon may attempt a DC 18 Reflex save to avoid taking this damage. A creature who strikes the babau with an unarmed attack, unarmed strike, touch spell, or natural weapon takes this damage as well but can negate the damage with a DC 18 Reflex save. The save DCs are Constitution-based.

Sneak Attack (Ex): A babau can make a sneak attack like a rogue, dealing an extra 2d6 points of

damage whenever a foe is denied his or her Dexterity bonus, or when the babau is flanking.

Summon (Sp): Once per day a babau can attempt to summon 1 babau with a 40% chance of success. This ability is the equivalent of a 3rd-level spell.

***Bonesnapper:** CR 3; SZ M Magical Beast; HD 4d10+12; hp 34 hp; Init: +2; Spd 20 ft.; AC 16 (+2 Dex, +4 natural), touch 12, flatfooted 14; BAB/Grp +4/+6; Atk +7 melee (1d8+2, bite); Full Atk +7 melee (1d8+2, bite) and p +2 melee (1d3+1, tail slap); Space/Reach: 5 ft./5 ft.; SA Improved grab; SQ Darkvision 60 ft., low-light vision; AL N; SV Fort +7, Ref +6, Will +2; Str 14, Dex 14, Con 16, Int 2, Wis 12, Cha 10.

Skills: Hide +2*, Listen +7, Spot +6; **Feats:** Alertness(b), Weapon Focus (bite, tail).

Improved Grab (Ex): To use this ability, a bonesnapper must hit with a bite attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold.

Skills: *Bonesnappers have a +4 racial bonus on Hide checks in their natural environment.

Boring Beetle, Giant: SZ L vermin; HD 5d10+10; hp 37; Spd 20 ft.; AC17 (-1 size, +8 natural), touch 10, flat-footed 17; BAB/Grp +3/+11; Atk/Full Atk Bite +6 melee (2d8+6); Space/Reach 10 ft./5 ft.; SQ Vermin; SA Hive mind; AL N; SV Fort +6, Ref +1, Will +1; Str 18, Dex 10, Con 15, Int 1, Wis 10, Cha 9.

Skills: Listen +6, Spot +6.

Hive Mind (Ex): All boring beetles within 1 mile of each other are in constant communication. If one is aware of a particular danger, they all are. If one in the group is not flat-footed, then none of them are. No boring beetle in a group is considered flanked unless all of them are.

***Cave Fisher:** CR 2; SZ M Vermin; HD 3d8+9; hp 22; Init +1; Spd 10 ft.; AC 16 (+1 Dex, +5 natural), touch 11, flat-footed 15; BAB/Grp +2/+6; Atk +3 ranged touch (drag, filament) or +6 melee (1d4+4, claw); Full Atk +3 ranged touch (drag, filament) and +6 melee (1d4+4, 2 claws); Space/Reach: 5 ft./5 ft. (60 ft. with filament); SA Drag, filament SQ Darkvision 60 ft., vermin traits; AL N; SV Fort +6, Ref +2, Will +1; Str 18, Dex 12, Con 16, Int —, Wis 10, Cha 4.

Skills: Climb +12.

Drag (Ex): If a cave fisher hits with its filament attack, the filament latches onto the opponent's body. This deals no damage but drags the stuck opponent 10 feet closer each subsequent round (provoking no attack of opportunity) unless that creature breaks free, which requires a DC 19 Escape Artist check or a DC 15 Strength check. The check DCs are Strength-based, and the Escape Artist DC includes a +4 racial bonus. A cave fisher can draw in a creature within 5

feet of itself and attack with its claws with a +4 attack bonus in the same round. The filament has 10 hit points and can be attacked by making a successful sunder attempt. However, attacking a cave fisher's filament does not provoke an attack of opportunity. If the filament is currently attached to a target, the cave fisher takes a -4 penalty on its opposed attack roll to resist the sunder attempt. Severing the filament deals no damage to a cave fisher. An application of liquid with high alcohol content dissolves the adhesive and forces the cave fisher to release its hold (though it may strike again normally with it on its next turn). An application of the universal solvent likewise forces a cave fisher to release its grip.

Filament (Ex): Most encounters with a cave fisher begin when it fires its strong, sticky filament. The creature can strike up to 60 feet away (no range increment). If the filament is severed, it grows back within 1 hour.

Skills: A cave fisher has a +8 racial bonus on Climb checks and can always choose to take 10 on a Climb check, even if rushed or threatened.

***Crayfish, Monstrous:** CR 3; SZ L Vermin (aquatic); HD 4d8+8; hp 26 hp; Init +0; Spd 20 ft., swim 40 ft.; AC 15 (-1 size, +6 natural), touch 9, flatfooted 15; BAB/Grp +3/+10; Atk +5 melee (1d6+3, 19-20/x2, claw); Full Atk +5 melee (1d6+3, 19-20/x2, 2 claws); Space/Reach 10 ft./5 ft.; SA Constrict 1d6+3, improved grab; SQ Darkvision 60 ft., water dependency, vermin traits; SV Fort +6, Ref +1, Will +1; Str 16, Dex 10, Con 14, Int —, Wis 10, Cha 2.

Skills: Hide +0, Spot +4, Swim +11; **Feats:** Improved Critical (b) (claw)

Constrict (Ex): On a successful grapple check, a monstrous crayfish deals 1d6+3 points of damage.

Improved Grab (Ex): To use this ability, a monstrous crayfish must hit with a claw attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can constrict.

Water Dependency (Ex): A monstrous crayfish can survive out of the water for 1 hour per 2 points of Constitution (after that, refer to the drowning rules in the DMG).

Skills: Monstrous crayfish have a +4 racial bonus on Hide and Spot checks. A monstrous crayfish has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Crookbranch's Root: CR 5; SZ Large plant; HD 5d10+25; hp 57; Spd 0 ft.; Space/Reach 10 ft./10 ft.; AC 20 (-1 size, +11 natural), touch 10, flat-footed 20; BAB/Grp +4/+23; Atk/Full Atk Slam +12 melee (2d6+5); SQ Plant qualities; SA Improved grab, AL CE; SV Fort +X, Ref +X, Will +X; Str 24, Dex 10, Con 20, Int --, Wis 10, Cha 10.

Feats: Improved Grab.

Improved Grab (Ex): To use this ability, the root must hit a creature with its slam attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and will automatically inflict slam damage on its target each round. It cannot attack other opponents as long as it has a hold.

Cultists, Human Com1: CR 1/2; Size M humanoid; HD 1d4; hp 3; Init +4 (+4 Improved Initiative); Spd 30 ft.; Space/Reach 5 ft./5 ft.; AC 10, touch 10, flat-footed 10; BAB/Grp +0/+1; Atk/Full Atk dagger +1 melee (1d4+1) or +1 ranged dagger (1d4); SV Fort +0, Ref +0, Will +1; AL CE; Str 13, Dex 10, Con 10, Int 11, Wis 12, Cha 6.

Skills: Craft (any) +4, Craft (any) +2, Hide +2, Knowledge (local) +3, Listen +3, Move Silently +3, Spot +3; **Feats:** Alertness, Stealthy.

Possessions: Robes, dagger, 1d6 sp.

Debased Fey

Several species of debased fey can be found in the corrupt forest. Stats for the most common are listed here. They are normal fey modified with the “debased” template from *Necromancer Games’ Tome of Horrors II*; the DM may apply the template to any other fey that the party encounters. In addition to the abilities listed in their individual stat blocks below, all debased fey have the following special qualities:

Anathema (Su): A debased fey has been rejected by the purity of nature. Normal plants within 20 feet wither and die if the debased fey remains in proximity for more than 5 minutes. Pure environments such as untouched forests and clear streams and ponds may become spoiled and polluted if the debased fey remains in that environment for more than 1 day.

Plant creatures (such as shambling mounds, for example) take 1d2 points of damage each round they remain within 20 feet of a debased fey. A Fortitude save negates the damage for that round. A new save can be made each round.

(Note that the proximity of the Shadow King renders evil-aligned plants immune to this effect — see below for more details.)

Defiling Touch (Su): The damage dealt by a debased fey’s natural attacks resists all magical healing (though it can be healed normally through rest). A creature attempting to cast a *cure* spell or a *heal* spell on a creature damaged by a debased fey’s natural attacks must make a successful caster level check (DC 10 + 1/2 the debased fey’s HD + the debased fey’s Con modifier, +2 racial bonus), or the spell has no effect on the injured creature.

Resistance to Fey Magic (Su): Debased fey gain a +4 resistance bonus on all saves against the spells or spell-like abilities cast by any good-aligned fey.

Debased Pixie: CR 5 (6 with irresistible dance); SZ Small fey; HD 1d6; hp 3; Init +4; Spd 20 ft., fly 60 ft. (good); AC 16 (+1 size, +4 Dex, +1 natural), touch 15, flat-footed 12; BAB/Grp +0/-6; Atk/Full Atk +5 melee (1d4-2 plus defiling touch, claw) or +5 melee (1d4-2/19-20, small short sword) or +5 ranged (1d6-2/x3, small longbow); Space/Reach 5 ft./5 ft.; SA defiling touch, spell-like abilities, special arrows; SQ anathema, DR 10/cold iron, greater invisibility, low-light vision, resistance to fey magic, SR 15; AL CE; SV Fort +0, Ref +6, Will +4; Str 7, Dex 18, Con 11, Int 16, Wis 15, Cha 16.

Skills: Bluff +7, Concentration +4, Escape Artist +8, Hide +8, Listen +8, Move Silently +8, Ride +8, Search +9, Sense Motive +6, Spot +8; **Feats:** Dodge (b), Weapon Finesse.

Greater Invisibility (Su): A pixie remains invisible even when it attacks. This ability is constant, but the pixie can suppress or resume it as a free action.

Spell-Like Abilities: 1/day — *lesser confusion* (DC 14), *dancing lights*, *detect chaos*, *detect good*, *detect evil*, *detect law*, *detect thoughts* (DC 15), *dispel magic*, *entangle* (DC 14), *permanent image* (DC 19; visual and auditory elements only), *polymorph* (self only). Caster level 8th. The save DCs are Charisma-based. One pixie in ten can use *irresistible dance* (caster level 8th) once per day.

Special Arrows (Ex): Pixies sometimes employ arrows that deal no damage but can erase memory or put a creature to sleep. **Memory Loss:** An opponent struck by this arrow must succeed on a DC 15 Will save or lose all memory. The save DC is Charisma-based and includes a +2 racial bonus. The subject retains skills, languages, and class abilities but forgets everything else until he or she receives a *heal* spell or memory restoration with *limited wish*, *wish*, or *miracle*. **Sleep:** Any opponent struck by this arrow, regardless of Hit Dice, must succeed on a DC 15 Fortitude save or be affected as though by a *sleep* spell. The save DC is Charisma-based and includes a +2 racial bonus.

Skills: Pixies have a +2 racial bonus on Listen, Search, and Spot checks.

Debased Grig: CR 2; SZ Tiny fey; HD 1/2 d6+1; hp 2; Init +4; Spd 20 ft., fly 40 ft. (poor); AC 18 (+2 size, +4 Dex, +2 natural), touch 16, flat-footed 16; BAB/Grp +0/-11; Atk/Full Atk +6 melee (1d3-3 plus defiling touch, claw) or +6 melee (1d3-3/19-20, tiny short sword) or +6 ranged (1d4-3/x3, tiny longbow); Space/Reach 2-1/2 ft./0 ft.; SA defiling touch, spell-like abilities, fiddle; SQ anathema, DR 5/cold iron, low-light vision, SR 17; AL CE; SV Fort +1, Ref +6, Will +3; Str 5, Dex 18, Con 13, Int 10, Wis 13, Cha 14.

Skills: Craft (any one) +4, Escape Artist +8, Hide +16, Jump +3, Listen +3, Move Silently +8, Perform (string instruments) +6, Search +2, Spot +3; **Feats:** Dodge, Weapon Finesse.

Spell-Like Abilities: 3/day — *disguise self*, *entangle* (DC 13), *invisibility* (self only), *pyrotechnics* (DC 14),

ventriloquism (DC 13). Caster level 9th. The save DCs are Charisma-based.

Fiddle (Su): One grig in each band carries a tiny, grig-sized fiddle. When the fiddler plays, any non-sprite within 30 feet of the instrument must succeed on a DC 12 Will save or be affected as though by *irresistible dance* for as long as the playing continues. The save DC is Charisma-based.

Skills: Debased grigs have a +8 racial bonus on Jump checks and a +5 racial bonus on Move Silently checks in a forest setting.

Debased Nixie: CR 2; SZ Small fey (aquatic); HD 1d6; hp 3; Init +3; Spd 20 ft., swim 30 ft.; AC 14 (+1 size, +3 Dex), touch 14, flat-footed 11; BAB/Grp +0/-6; Atk/Full Atk +4 melee (1d4-2 plus defiling touch, claw) or +4 melee (1d4-2/19-20, small short-sword) or +4 ranged (1d6/19-20, small light cross-bow); Space/Reach 5 ft./5 ft.; SA charm person, defiling touch; SQ anathema, amphibious, DR 10/cold iron, low-light vision, SR 16, water breathing, wild empathy; AL NE; SV Fort +0, Ref +5, Will +3; Str 7, Dex 16, Con 11, Int 12, Wis 13, Cha 18.

Skills: Bluff +8, Craft (any one) +5, Escape Artist +6, Handle Animal +8, Hide +7, Listen +6, Perform (sing) +7, Search +3, Sense Motive +5, Spot +6, Swim +6; **Feats:** Dodge, Weapon Finesse.

Charm Person (Sp): A nixie can use *charm person* three times per day as the spell (caster level 4th). Those affected must succeed on a DC 15 Will save or be charmed for 24 hours. Most charmed creatures are used to perform heavy labor, guard duty, and other onerous tasks for the nixie community. Shortly before the effect wears off, the nixie escorts the charmed creature away and orders it to keep walking. The save DC is Charisma-based.

Amphibious (Ex): Although nixies are aquatic, they can survive indefinitely on land.

Water Breathing (Sp): Once per day a nixie can use *water breathing* as the spell (caster level 12th). Nixies usually bestow this effect on those they have charmed.

Wild Empathy (Ex): This ability works like the druid's wild empathy class feature, except that a nixie has a +6 racial bonus on the check.

Skills: A nixie has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line. Nixies also have a +5 racial bonus on Hide checks when in the water.

Debased Nymph: CR 8; SZ M Fey; HD 6d6+6; hp 27; Init +3; Spd 30 ft., swim 20 ft.; AC 17 (+3 Dex, +4 deflection), touch 17, flat-footed 14; BAB/Grp +3/+3; Atk/Full Atk +6 melee (1d4/19-20, dagger) or +6 melee (1d6 plus defiling touch, claw); Space/Reach 5 ft./5 ft.; SA Blinding beauty, defiling touch, spells, spell-like abilities, stunning glance; SQ

Anathema, DR 10/cold iron, low-light vision, unearthly grace, wild empathy; AL CE; SV Fort +7, Ref +12, Will +12; Str 10, Dex 17, Con 12, Int 16, Wis 17, Cha 19.

Skills: Concentration +10, Diplomacy +6, Escape Artist +12, Handle Animal +13, Heal +12, Hide +12, Listen +12, Move Silently +12, Ride +5, Sense Motive +12, Spot +12, Swim +8, Use Rope +3 (+5 with bindings); **Feats:** Combat Casting, Dodge, Weapon Finesse.

Skills: A nymph has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. She can always choose to take 10 on a Swim check, even if distracted or endangered. She can use the run action while swimming, provided she swims in a straight line.

Spell-Like Abilities: 1/day — *dimension door*. Caster level 7th.

Spells: A nymph casts divine spells as a 7th-level druid.

Typical Druid Spells Prepared (6/5/4/3/1, save DC 13 + spell level): 0 — *cure minor wounds, detect magic, flare, guidance, light, resistance*; 1st — *calm animal, cure light wounds, entangle, longstrider, speak with animals*; 2nd — *barkskin, heat metal, lesser restoration, tree shape*; 3rd — *call lightning, cure moderate wounds, protection from energy*; 4th — *rusting grasp*.

Unearthly Grace (Su): A nymph adds her Charisma modifier as a bonus on all her saving throws, and as a deflection bonus to her Armor Class. (The statistics block already reflects these bonuses).

Stun (Su): As a standard action, a wrathful nymph can stun a creature within 30 feet with a look. The target creature must succeed on a DC 17 Fortitude save or be stunned for 2d4 rounds. The save DC is Charisma-based.

Wild Empathy (Ex): This power works like the druid's wild empathy class feature, except that a nymph has a +6 racial bonus on the check.

Debased Satyr: CR 3 (without pipes) or 5 (with pipes); SZ M Fey; HD 5d6+5; hp 22; Init +1; Spd 40 ft.; AC 15 (+1 Dex, +4 natural), touch 11, flat-footed 14; BAB/Grp +2/+2; Atk +2 melee (1d6, head butt) or +3 ranged (1d6/x3, shortbow) or +2 melee (1d6 plus defiling touch, claw) ; Full Atk +2 melee (1d6, head butt) and -3 melee (1d4/19-20, dagger) or +2 melee (1d6 plus defiling touch, claw); or +3 ranged (1d6/x3, shortbow); Space/Reach 5 ft./5 ft.; SA Defiling touch, pipes; SQ Anathema, DR 5/cold iron, low-light vision; AL CE; SV Fort +2, Ref +5, Will +5; Str 10, Dex 13, Con 12, Int 12, Wis 13, Cha 13

Skills: Bluff +9, Diplomacy +3, Disguise +1 (+3 acting), Hide +13, Intimidate +3, Knowledge (nature) +9, Listen +15, Move Silently +13, Perform (wind instruments) +9, Spot +15, Survival +1 (+3 aboveground); **Feats:** Alertness, Dodge, Mobility.

Pipes (Su): Satyrs can play a variety of magical tunes on their pan pipes. Usually, only one satyr in a group carries pipes. When it plays, all creatures with-

in a 60-foot spread (except satyrs) must succeed on a DC 13 Will save or be affected by *charm person*, *sleep*, or *fear* (caster level 10th; the satyr chooses the tune and its effect). In the hands of other beings, these pipes have no special powers. A creature that successfully saves against any of the pipe's effects cannot be affected by the same set of pipes for 24 hours. The save DC is Charisma-based.

Skills: Satyrs have a +4 racial bonus on Hide, Listen, Move Silently, Perform, and Spot checks

***Demiurge:** CR 6; SZ M Undead (Incorporeal); HD 8d12; hp 52 hp; Init +6; Spd 30 ft., fly 40 ft. (good); AC 16 (+2 Dex, +4 deflection), touch 16, flatfooted 14; BAB/Grp +4/—; Atk/Full Atk +6 melee (1d4 cold, incorporeal touch); Space/Reach: 5 ft./5 ft.; SA Chill, soul touch, transfixing gaze; SQ Darkvision 60 ft., incorporeal traits, susceptibility to iron, unnatural aura, undead traits, SR 20; AL CE; SV Fort +2, Ref +4, Will +8; Str —, Dex 15, Con —, Int 14, Wis 14, Cha 18.

Skills: Hide +13, Intimidate +15, Listen +15, Search +13, Sense Motive +13, Spot +15; **Feats:** Alertness, Combat Reflexes, Improved Initiative

Chill (Su): The touch of the demiurge brings the cold of the grave and deals 1d4 points of cold damage to a living creature touched.

Soul Touch (Su): A demiurge can damage a creature's soul by moving through a space occupied by the creature. This is a standard action that does not provoke an attack of opportunity. The target can resist the attack by succeeding on a DC 18 Will save. If the save fails, the target dies as the shock of unlife permeates its soul. If the save succeeds, that creature cannot be affected again by the same demiurge's soul touch for one day. The save DC is Charisma-based.

Transfixing Gaze (Su): Any creature within 30 feet meeting the demiurge's gaze must succeed on a DC 18 Will save or be transfixed for one minute as if affected by a *hold person* spell (caster level 10th). An affected creature can attempt a new save (same DC) each round to break the effects.

Susceptibility to Iron (Ex): A weapon forged of cold-wrought iron ignores the demiurge's incorporeal state and deals normal damage.

Unnatural Aura (Su): Both wild and domesticated animals can sense the unnatural presence of a demiurge at a distance of 30 feet. They will not willingly approach nearer than that and panic if forced to do so; they remain panicked as long as they are within that range.

***Doombat:** CR 4; SZ L Magical Beast; HD 6d10+18; hp 51; Init +6; Spd 10 ft., fly 50 ft. (good); AC 19 (-1 size, +6 Dex, +4 natural), touch 15, flatfooted 13; BAB/Grp +6/+13; Atk +8 melee (1d8+3, bite); Full Atk +8 melee (1d8+3, bite) and +3 melee (1d6+1, tail slash); Space/Reach: 10 ft./5 ft. (10 ft. with tail); SA Shriek; SQ Blindsight 60 ft.; SV Fort

+8, Ref +11, Will +3; Str 17, Dex 22, Con 17, Int 2, Wis 12, Cha 6.

Skills: Hide +4, Listen +12*, Move Silently +11, Spot +11*; **Feats:** Alertness, Stealthy, Skill Focus (Move Silently).

Shriek (Ex): When a doombat yips, all creatures (except other doombats) within a 100-foot spread must succeed on a DC 16 Will save or be overcome with uneasiness (-1 penalty on attacks rolls, checks, and saves) for 1d4+1 rounds while the doombat yips. The save DC is Constitution-based. A doombat's yipping is constant, and spellcasters in the area must succeed on a DC 16 Concentration check anytime they attempt to cast a spell. The effect of several doombats yipping at once is not cumulative. A doombat must wait 1d3 rounds before yipping again. Whether or not the save is successful, an affected creature is immune to the same doombat's yipping for one day, though spellcasters are still required to make a successful Concentration check each time they attempt a spell so long as they are in the affected area.

Blindsight (Ex): Doombats use echolocation to pinpoint creatures within 60 feet. Opponents still have total concealment against the doombat unless it can actually see them.

Skills: Doombats have a +4 racial bonus on Spot and Listen checks. *These bonuses are lost if blindsense is negated.

Dretch: CR 2; SZ S Outsider (Chaotic, Extraplanar, Evil); HD 2d8+4; hp 13; Init +0; Spd 20 ft.; AC 16 (+1 size, +5 natural), touch 11, flat-footed 16; BAB/Grp +2/-1; Atk +4 melee (1d6+1, melee); Full Atk +4 melee (1d6+1, 2 claws) and +2 melee (1d4, bite); Space/Reach 5 ft./5 ft.; SA Spell-like abilities, summon demon; SQ Damage reduction 5/cold iron or good, darkvision 60 ft., immunity to electricity and poison, resistance to acid 10, cold 10, and fire 10, telepathy 100 ft.; AL CE; SV Fort +5, Ref +3, Will +3; Str 12, Dex 10, Con 14, Int 5, Wis 11, Cha 11.

Skills: Hide +9, Listen +5, Move Silently +5, Spot +5, Search +2, Survival +0 (+2 following tracks); **Feats:** Multiattack.

Spell-Like Abilities: 1/day — *scare* (DC 12), *stinking cloud* (DC 13). Caster level 2nd. The save DCs are Charisma-based.

Summon (Sp): Once per day a dretch can attempt to summon another dretch with a 35% chance of success. This ability is the equivalent of a 1st-level spell.

Telepathy (Su): Dretches can communicate telepathically with creatures within 100 feet that speak Abyssal.

Fiendish Dire Weasel: CR 2; SZ M Magical Beast (augmented animal, extraplanar); HD 3d8; hp 13; Init +4 (Dex); AC 16 (+4 Dex, +2 natural), touch 14, flat-footed 12; BAB/Grp +2/+4; Atk/Full Atk Bite +6 melee (1d6+3); SQ Low-light vision, scent, darkvision 60 ft., resistance to cold 5 and fire 5, SR 8; Space/Reach 5 ft./5 ft.; SA Attach, blood drain, smite

good; AL CE; SV Fort +3, Ref +7, Will +4; Str 14, Dex 19, Con 10, Int 3, Wis 12, Cha 11.

Skills: Hide +8, Listen +3, Move Silently +8, Spot +5; **Feats:** Alertness, Stealthy, Weapon Finesse (b).

Attach (Ex): A dire weasel that hits with its bite attack latches onto the opponent's body with its powerful jaws. An attached dire weasel loses its Dexterity bonus to AC and thus has an AC of 12. An attached dire weasel can be struck with a weapon or grappled itself. To remove an attached dire weasel through grappling, the opponent must achieve a pin against the creature.

Blood Drain (Ex): A dire weasel drains blood for 1d4 points of Constitution damage each round it remains attached.

Smite Good (Su): Once per day a fiendish creature can make a normal melee attack to deal extra damage equal to its HD (maximum of +20) against a good foe. -- In this case +3.

****Flea, Giant:** CR 1/2; SZ T vermin; HD 1d8+1; hp 5; Init +4 (Dex); Space/Reach 2-1/2 ft./0 ft.; AC 17 (+2 size, +4 Dex, +1 natural), touch 16, flat-footed 13; BAB/Grp +0/-10 (+2 when attached); Atk/Full Atk Touch +6 melee (1d2-2 plus blood drain); SQ Crowd, darkvision 60 ft., leap, vermin traits; SA Attach, drain blood, disease; AL N; SV Fort +3, Ref +4, Will +0; Str 6, Dex 18, Con 12, Int --, Wis 11, Cha 2.

Skills: Jump +24; **Feats:** Weapon Finesse (b).

Attach (Ex): A giant flea that hits with its touch attack uses its many legs to latch onto its opponent. An attached flea is effectively grappling its foe. The flea loses its Dex bonus to AC and has an AC of 13. It gains a +12 racial bonus to grapple checks while attached. An attached flea can be struck by a weapon or grapple itself. To remove an attached flea through grappling, the opponent must achieve a pin against the flea.

Blood Drain (Ex): A dire weasel drains blood for 1d3 points of Constitution damage each round it remains attached. Once it has dealt 4 points of Con damage it detaches and leaps away to digest its meal. At Con 0 the host dies and the flea detaches. If it has yet to deal 4 points of Con damage it seeks a new host.

Disease (Ex): One of the giant fleas carries filth fever (see DMG). The Fort save is DC 11 and is Con-based.

Crowd (Ex): Because of their size and tactics, up to four giant fleas can occupy the same 5-foot space.

Leap (Ex): Giant fleas are natural jumpers and gain a +20 competence bonus on Jump checks.

Skills: Giant fleas can use their Strength or Dex modifier for Jump checks, whichever is higher.

***Flind:** CR 1; HD 2d8+4; hp 13; Init +1; Spd 30 ft.; AC 18 (+1 Dex, +4 scale mail armor, +2 large shield, +1 natural), touch 11, flat-footed 17; BAB/Grp +1/+4; Atk Club +4 melee (1d6+3) or flindbar +4 melee (1d6+3); Space/Reach: 5 ft./5 ft.; SQ

Darkvision 60 ft.; AL LE SV Fort +5, Ref +1, Will +1; Str 17, Dex 13, Con 14, Int 11, Wis 11, Cha 10.

Skills: Listen +5, Spot +5; **Feats:** Power Attack.

Flindbar: A flindbar is a weapon that consists of two iron bars, approximately 18 inches in length, connected by a length of chain. With a flindbar, the wielder gains a +2 bonus on opposed attack rolls made to disarm an enemy (including the roll to avoid being disarmed if such an attempt fails).

Flindbar: Exotic Light Melee Weapon; 4 gp; 1d4 (S), 1d6 (M); crit x2; weight 2 lb.; bludgeoning. Flinds are automatically proficient with the flindbar.

Ghast: CR 3; SZ M; HD 4d12+3; hp 29; Init +3; Spd 30 ft.; AC 17 (+3 Dex, +4 natural), touch 12, flat-footed 14; BAB/Grp +2/+5; Atk +5 melee (1d8+3 plus paralysis, bite); Full Atk +5 melee (1d8+3 plus paralysis, bite) and +3 melee (1d4+1 plus paralysis, 2 claws); Space/Reach 5 ft./5 ft.; SA Ghoul fever, paralysis, stench; SQ Darkvision 60 ft., undead traits, +2 turn resistance; AL CE; SV Fort +1, Ref +4, Will +6; Str 17, Dex 17, Con -, Int 13, Wis 14, Cha 16.

Skills: Balance +7, Climb +9, Hide +8, Jump +9, Move Silently +8, Spot +8; **Feats:** Multiattack, Toughness.

Ghoul Fever (Su): Disease-bite, Fortitude DC 15, incubation period 1 day, damage 1d3 Con and 1d3 Dex. The save DC is Charisma-based.

Paralysis (Ex): Those hit by a ghast's bite or claw attack must succeed on a DC 15 Fortitude save or be paralyzed for 1d4+1 rounds. Even elves can be affected by this paralysis. The save DC is Charisma-based.

Stench (Ex): The stink of death and corruption surrounding these creatures is overwhelming. Living creatures within 10 feet must succeed on a DC 15 Fortitude save or be sickened for 1d6+4 minutes. A creature that successfully saves cannot be affected again by the same ghast's stench for 24 hours. A *delay poison* or *neutralize poison* spell removes the effect from a sickened creature. Creatures with immunity to poison are unaffected, and creatures resistant to poison receive their normal bonus on their saving throws. The save DC is Charisma-based.

Ghoul: CR 1; SZ M Undead; HD 2d12; hp 13; Init +2; Spd 30 ft.; AC 14 (+2 Dex, +2 natural), touch 12, flat-footed 12; BAB/Grp +1/+2; Atk +2 melee (1d6+1 plus paralysis, bite); Full Atk +2 melee (1d6+1 plus paralysis, bite) and +0 melee (1d3 plus paralysis, 2 claws); Space/Reach 5 ft./5 ft.; SA Ghoul fever, paralysis; SQ Darkvision 60 ft., undead traits, +2 turn resistance; AL CE; SV Fort +0, Ref +2, Will +5; Str 13, Dex 15, Con -, Int 13, Wis 14, Cha 12.

Skills: Balance +6, Climb +5, Hide +6, Jump +5, Move Silently +6, Spot +7; **Feats:** Multiattack.

Paralysis (Ex): Those hit by a ghoul's bite or claw attack must succeed on a DC 12 Fortitude save or be paralyzed for 1d4+1 rounds. Elves have immunity to this paralysis. The save DC is Charisma-based.

Ghoul Fever (Su): Disease-bite, Fortitude DC 12, incubation period 1 day, damage 1d3 Con and 1d3 Dex. The save DC is Charisma-based. An afflicted humanoid who dies of ghoul fever rises as a ghoul at the next midnight. A humanoid who becomes a ghoul in this way retains none of the abilities it possessed in life. It is not under the control of any other ghouls, but it hungers for the flesh of the living and behaves like a normal ghoul in all respects. A humanoid of 4 Hit Dice or more rises as a ghast, not a ghoul.

Gnoll Warrior: CR 1; SZ M Humanoid; HD 2d8+2; hp 11; Init +0; Spd 30 ft.; Space/Reach 5 ft./5 ft.; AC 15 (+1 natural, +2 leather armor, +2 heavy steel shield), touch 10, flat-footed 15; BAB/Grp +1/+3; Atk/Full Atk Battleaxe +3 melee (1d8+2/x3) or shortbow +1 ranged (1d6/x3); SQ Darkvision 60 ft.; AL CE; SV Fort +4, Ref +0, Will +0; Str 15, Dex 10, Con 13, Int 8, Wis 11, Cha 8.

Skills: Listen +2, Spot +3; **Feats:** Power Attack.

Possessions: Leather armor, heavy steel shield, battleaxe, shortbow, 24 arrows, 2d4 gp.

Goblin Warrior: CR 1/3; SZ S Humanoid (goblinoid); CR 1/3; HD 1d8+1; hp 5; Init +1; Spd 30 ft.; AC 15 (+1 size, +1 Dex, +2 leather armor, +1 light shield), touch 12, flat-footed 14; BAB/Grp +1/-3; Atk/Full Atk +2 melee (1d6, morningstar) or +3 ranged (1d4, javelin); Space/Reach 5 ft./5 ft.; SQ Darkvision 60 ft.; AL Usually neutral evil; SV Fort +3, Ref +1, Will -1; Str 11, Dex 13, Con 12, Int 10, Wis 9, Cha 6.

Skills: Hide +5, Listen +2, Move Silently +5, Ride +4, Spot +2; **Feats:** Alertness.

Ogre: CR 3; SZ L Giant; CR 3; HD 4d8+11; hp 29; Init -1; Spd 30 ft. in hide armor; base speed 40 ft.; SAC 16 (-1 size, -1 Dex, +5 natural, +3 hide armor), touch 8, flat-footed 16; BAB/Grp +3/+12; Atk/Full Atk Greatclub +8 melee (2d8+7) or javelin +1 ranged (1d8+5); pace/Reach 10 ft./10 ft.; SQ Darkvision 60 ft., low-light vision; AL CE; SV Fort +6, Ref +0, Will +1; Str 21, Dex 8, Con 15, Int 6, Wis 10, Cha 7.

Skills: Climb +5, Listen +2, Spot +2; **Feats:** Toughness, Weapon Focus (greatclub).

Pixie: CR 4; SZ S Fey; HD 1d6; hp 3; Init +4; Spd 20 ft., fly 60 ft. (good); AC 16 (+1 size, +4 Dex, +1 natural), touch 15, flat-footed 12; BAB/Grp +0/-6; Atk/Full Atk +5 melee (1d4-2/19-20, short sword) or +5 ranged (1d6-2/x3, longbow); Space/Reach 5 ft./5 ft.; SA Spell-like abilities, special arrows; SQ DR 10/cold iron, greater invisibility, low-light vision, spell resistance 15; AL NG; SV Fort +0, Ref +6, Will +4; Str 7, Dex 18, Con 11, Int 16, Wis 15, Cha 16.

Skills: Bluff +7, Concentration +4, Escape Artist +8, Hide +8, Listen +8, Move Silently +8, Ride +8, Search +9, Sense Motive +6, Spot +8; **Feats:** Dodge, Weapon Finesse.

Greater Invisibility (Su): A pixie remains invisible even when it attacks. This ability is constant, but the pixie can suppress or resume it as a free action.

Spell-Like Abilities: 1/day — *lesser confusion* (DC 14), *dancing lights*, *detect chaos*, *detect good*, *detect evil*, *detect law*, *detect thoughts* (DC 15), *dispel magic*, *entangle* (DC 14), *permanent image* (DC 19; visual and auditory elements only), *polymorph* (self only). Caster level 8th. The save DCs are Charisma-based.

Special Arrows (Ex): Pixies sometimes employ arrows that deal no damage but can erase memory or put a creature to sleep. **Memory Loss:** An opponent struck by this arrow must succeed on a DC 15 Will save or lose all memory. The save DC is Charisma-based and includes a +2 racial bonus. The subject retains skills, languages, and class abilities but forgets everything else until he or she receives a *heal* spell or memory restoration with *limited wish*, *wish*, or *miracle*. **Sleep:** Any opponent struck by this arrow, regardless of Hit Dice, must succeed on a DC 15 Fortitude save or be affected as though by a *sleep* spell. The save DC is Charisma-based and includes a +2 racial bonus.

Skills: Pixies have a +2 racial bonus on Listen, Search, and Spot checks.

Special Qualities: spell resistance equal to 15 + class levels.

Feats: A pixie receives Dodge as a bonus feat.

Quasit: CR 2; SZ T Outsider (Chaotic, Extraplanar, Evil); HD 3d8; hp 13; Init +7; Spd 20 ft., fly 50 ft. (perfect); Space/Reach 2-1/2 ft./0 ft.; AC 18 (+2 size, +3 Dex, +3 natural), touch 15, flat-footed 15; BAB/Grp +3/-6; Atk Claw +8 melee (1d3-1 plus poison); Full Atk 2 claws +8 melee (1d3-1 plus poison) and bite +3 melee (1d4-1); SA Poison, spell-like abilities; SQ Alternate form, damage reduction 5/cold iron or good, darkvision 60 ft., fast healing 2, immunity to poison, resistance to fire 10; AL Always chaotic evil; SV Fort +3, Ref +6, Will +4; Str 8, Dex 17, Con 10, Int 10, Wis 12, Cha 10

Skills: Bluff +6, Diplomacy +2, Disguise +0 (+2 acting), Hide +17, Intimidate +2, Knowledge (any one) +6, Listen +7, Move Silently +9, Search +6, Spellcraft +6, Spot +6;

Feats: Improved Initiative, Weapon Finesse.

Spell-Like Abilities: At will — *detect good*, *detect magic*, *invisibility* (self only); 1/day — *cause fear* (as the spell, except that its area is a 30-foot radius from the quasit, save DC 11). Caster level 6th. The save DCs are Charisma-based. Once per week a quasit can use *commune* to ask six questions. The ability otherwise works as the spell (caster level 12th).

Alternate Form (Su): A quasit can assume other forms at will as a standard action. This ability functions as a *polymorph* spell cast on itself (caster level 12th), except that a quasit does not regain hit points for changing form, and any individual quasit can assume only one or two forms no larger than Medium. Common forms include bat, monstrous centipede,

toad, and wolf. A quasit in alternate form loses its poison attack.

Poison (Ex): Injury, Fortitude DC 13, initial damage 1d4 Dex, secondary damage 2d4 Dex. The save DC is Constitution-based and includes a +2 racial bonus.

****Redcap:** CR 2; SZ T fey; HD 1d6+1; hp 4; Init +8; Spd 20 ft.; Space/Reach 2-1/2 ft./0 ft.; AC 17 (+2 size, +4 Dex, +1 natural), touch 16, flat-footed 13; BAB/Grp +0/-10; Atk/Full Atk Short sword +6 melee (1d3-2 plus poison) or tiny dagger +6 ranged (1d2-2 plus poison) or rock +6 ranged (1 point) or claw +6 melee (1d2-2); SQ DR 5/cold iron, SR 16, low-light vision; SA Poison, spell-like abilities; AL CE; SV Fort +1, Ref +6, Will +4; Str 7, Dex 18, Con 12, Int 14, Wis 14, Cha 14.

Skills: Bluff +7, Craft (poisonmaking) +6, Craft (any) +4, Escape Artist +8, Hide +14*, Listen +8, Move Silently +8, Search +6, Spot +8; **Feats:** Dodge (b), Improved Initiative (b), Weapon Finesse.

Possessions: Short sword, 2d4 sp

Poison (Ex): Aconite Poison: Injury, Fortitude DC 15; initial and secondary damage 1d4 Constitution. A redcap often coats its weapons with this poison. In such a case, the poison lasts for 1 minute or until it is touched or scores a successful hit. The redcap may coat a single weapon with poison as a standard action.

Spell-Like Abilities: At will — *invisibility*; 1/day — *dancing lights*, *detect good*, *glitterdust* (DC 14), *mirror image*, *ventriloquism* (DC 13). Caster level 7th. The save DCs are Charisma-based.

Skills: Redcaps have a +2 racial bonus on Listen and Spot checks. *Redcaps have a +4 racial bonus on Hide checks in a forest setting.

***Shadow, Lesser:** CR 1/2; SZ M Undead (Incorporeal); HD 1d12; hp 6; Init +2; Spd Fly 40 ft. (good); AC 13 (+2 Dex, +1 deflection), touch 13, flatfooted 11; BAB/Grp +0/—; Atk/Full Atk +2 melee (1 Str, incorporeal touch); Space/Reach 5 ft./5 ft.; SA Strength damage; SQ Darkvision 60 ft., incorporeal traits, +1 turn resistance, shadow blend, undead traits; AL CE; SV Fort +0, Ref +0, Will +2; Str —, Dex 15, Con —, Int 5, Wis 10, Cha 10.

Skills: Hide +3, Listen +3, Search +2, Spot +3; **Feats:** Dodge

Strength Damage (Su): The touch of a lesser shadow deals 1 point of Strength damage to a living foe. A creature drained to Strength 0 by a lesser shadow dies. This is a negative energy effect.

Shadow Blend (Su): In any condition of illumination other than full daylight, a lesser shadow can disappear into the shadows, giving it total concealment. Artificial illumination, even a *light* or *continual flame* spell does not negate this ability. A *daylight* spell, however, will.

Skills: Lesser shadows have a +2 racial bonus on Listen and Spot checks and a +4 racial bonus on Search checks.

Skeleton, Medium: CR 1/3; SZ M Undead; HD 1d12; hp 6; Init +5; Spd 30 ft.; AC 13 (+1 Dex, +2 natural), touch 11, flat-footed 12; BAB/Grp +0/+1; Atk +1 melee (1d4+1, claw); Full Atk +1 melee (1d4+1, 2 claws); Space/Reach 5 ft./5 ft.; SA —; SQ DR 5/bludgeoning, darkvision 60 ft., immunity to cold, undead traits; AL NE; SV Fort +0, Ref +1, Will +2; Str 13, Dex 13, Con —, Int —, Wis 10, Cha 1

Feats: Improved Initiative

Skeleton, Small: CR 1/3; SZ S Undead; HD 1d12; hp 6; Init +5; Spd 30 ft.; AC 12 (+1 size, +1 Dex, +1 natural), touch 11, flat-footed 12; BAB/Grp +0/+1; Atk +1 melee (1d3+1, claw); Full Atk +1 melee (1d3+1, 2 claws); Space/Reach 5 ft./5 ft.; SA —; SQ DR 5/bludgeoning, darkvision 60 ft., immunity to cold, undead traits; AL NE; SV Fort +0, Ref +1, Will +2; Str 12, Dex 13, Con —, Int —, Wis 10, Cha 1.

Feats: Improved Initiative

****Tentacled Horror:** CR 10; SZ H Aberration; HD 12d8+60; hp 114; Init +0; Spd 30 ft.; AC 22 (-2 size, +14 natural), touch 10, flat-footed 22; BAB/Grp +9/+23; Atk +14 melee (1d8+7, tentacle); Full Atk +14 melee (1d8+7, 4 tentacles) and +12 melee (3d6+3, bite); Space/Reach 15 ft./15 ft.; SA Constrict 1d8+7, improved grab; SQ Aura of insanity, darkvision 60 ft., horn, regeneration 5, SR 19, resistance to acid 10, tremorsense 30 ft.; AL CE; SV Fort +9, Ref +6, Will +13; Str 24, Dex 10, Con 21, Int 14, Wis 16, Cha 18.

Skills: Bluff +12, Intimidate +16, Knowledge (arcana) +12, Listen +13, Sense Motive +13, Spot +13; **Feats:** Cleave, Iron Will, Lightning Reflexes, Multiattack, Power Attack.

Constrict (Ex): A tentacled horror deals 1d8+7 points of damage with a successful grapple check.

Improved Grab (Ex): To use this ability, a tentacled horror must hit a creature of any size with a tentacle attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can constrict. A tentacled horror can make a bite attack each round against a grappled foe with a +4 bonus to its attack roll.

Aura of Insanity (Su): Creatures with less than 60 HD that view a tentacled horror must make a Will save (DC 20) or be affected as if by an *insanity* spell (caster level 12th). Creatures of 2 HD or less are not only driven mad, but also are compelled to worship the tentacled horror as a god (as if affected by a *charm person* spell, caster level 12th). The save DC is Charisma-based. Only a *restoration*, *greater restoration*, *miracle*, or *wish* spell can restore the mind of one driven insane by a tentacled horror.

Horn (Su): The source of a tentacled horror's power is its horn. If a tentacled horror's horn is removed, it loses its regeneration ability and suffers a -6 effective penalty to Strength and Constitution until its horn is reattached. The horn is AC 20, hard-

ness 10, and has 20 hit points. A tentacled horror's horn cannot be removed unless it is helpless. It takes a successful Strength check (DC 40) or 10 points of damage to the horn to remove a tentacled horror's horn.

Regeneration (Su): Fire and cold deal normal damage to a tentacled horror. If a tentacled horror loses a limb or body part, the lost portion regrows in 2d6 minutes. The creature can reattach the severed member (including its horn) instantly by simply holding it to the stump. If it loses its horn, the tentacled horror cannot regenerate.

Tremorsense (Ex): A tentacled horror automatically ascertains the location of anything within 30 feet that is in contact with the ground.

***Tentamort:** CR 4; SZ M Aberration; HD 4d8+4; hp 22; Init +5; Spd 5 ft., climb 5 ft.; AC 19 (+1 Dex, +8 natural), touch 11, flatfooted 18; BAB/Grp +3/+5; Atk +5 melee (1d4+2, tentacle); Full Atk +5 melee (1d4+2, 2 tentacles); Space/Reach 5 ft./5 ft. (10 ft. with tentacle); SA Improved grab, constrict 1d4+2, liquefy organs; SQ Blindsight 60 ft.; AL N; SV Fort +2, Ref +4, Will +4; Str 15, Dex 12, Con 12, Int 1, Wis 10, Cha 6.

Skills: Climb +11, Listen +1, Move Silently +6;
Feats: Improved Initiative, Lightning Reflexes.

Constrict (Ex): On a successful grapple check, a tentamort deals 1d4+2 points of damage.

Improved Grab (Ex): To use this ability, a tentamort must hit an opponent up to one size larger with a tentacle attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can constrict. A tentamort always attempts to grab a foe with its rightmost tentacle so it can stab the opponent with the needle-like barb on its left tentacle.

Liquefy Organs (Su): After grabbing a foe with its rightmost tentacle, a tentamort can insert the needle-like projection from its leftmost tentacle into the foe's body (requires a successful melee attack). Once inserted, the tentamort injects its acidic saliva through the hollow barb and liquefies the victim's internal organs, which the creature then draws through the tube and into its own body. This attack deals 1d4 points of Constitution damage each round the tube remains inserted in a foe and 1 point of Constitution damage for 1d2 rounds after the needle is removed. A *heal*, *lesser restoration*, *miracle*, *remove disease*, *restoration*, or *wish* spell halts the Constitution damage after the needle has been removed. A creature slain by this attack can only be raised by the casting of a *miracle*, *true resurrection*, or *wish*.

Blindsight (Ex): Tentamorts have no visual organs but can ascertain all foes within 30 feet using body heat and vibration.

Skills: A tentamort has a +8 racial bonus on Climb checks and can always choose to take 10 on a Climb check, even if rushed or threatened.

Troll: CR 5; SZ L Giant; HD 6d8+36; hp 63; Init +2; Spd 30 ft.; AC 16 (-1 size, +2 Dex, +5 natural), touch 11, flat-footed 14; BAB/Grp +4/+14; Atk +9 melee (1d6+6, claw); Full Atk +9 melee (1d6+6, 2 claws) and +4 melee (1d6+3, bite); Space/Reach 10 ft./10 ft.; SA Rend 2d6+9; SQ Darkvision 90 ft., low-light vision, regeneration 5, scent; AL CE; SV Fort +11, Ref +4, Will +3; Str 23, Dex 14, Con 23, Int 6, Wis 9, Cha 6.

Skills: Listen +5, Spot +6; **Feats:** Alertness, Iron Will, Track.

Regeneration (Ex): Fire and acid deal normal damage to a troll. If a troll loses a limb or body part, the lost portion regrows in 3d6 minutes. The creature can reattach the severed member instantly by holding it to the stump.

Rend (Ex): If a troll hits with both claw attacks, it latches onto the opponent's body and tears the flesh. This attack automatically deals an additional 2d6+9 points of damage.

Vrock: CR 9; SZ L Outsider (Chaotic, Extraplanar, Evil); HD 10d8+70; hp 115; Init +2; Spd 30 ft., fly 50 ft. (average); AC 22 (-1 size, +2 Dex, +11 natural), touch 11, flat-footed 20; BAB/Grp +10/+20; Atk +15 melee (2d6+6, claw); Full Atk +15 melee (2d6+6, 2 claws) and +13 melee (1d8+3, bite) and +13 melee (1d6+3, 2 talons); Space/Reach 10 ft./10 ft.; SA Dance of ruin, spell-like abilities, spores, stunning screech, summon demon; SQ Damage reduction 10/good, darkvision 60 ft., immunity to electricity and poison, resistance to acid 10, cold 10, and fire 10, spell resistance 17, telepathy 100 ft.; AL CE; SV Fort +14, Ref +9, Will +10; Str 23, Dex 15, Con 25, Int 14, Wis 16, Cha 16.

Skills: Concentration +20, Diplomacy +5, Hide +11, Intimidate +16, Knowledge (any one) +15, Listen +24, Move Silently +15, Search +15, Sense Motive +16, Spellcraft +15, Spot +24, Survival +3 (+5 following tracks); **Feats:** Cleave, Combat Reflexes, Multiattack, Power Attack.

Skills: Vrocks have a +8 racial bonus on Listen and Spot checks.

Spell-Like Abilities: At will — *mirror image*, *telekinesis* (DC 18), *greater teleport* (self plus 50 pounds of objects only); 1/day — *heroism*. Caster level 12th. The save DCs are Charisma-based.

Spores (Ex): A vrock can release masses of spores from its body once every 3 rounds as a free action. The spores automatically deal 1d8 points of damage to all creatures adjacent to the vrock. They then penetrate the skin and grow, dealing an additional 1d4 points of damage each round for 10 rounds. At the end of this time, the victim is covered with a tangle of viny growths. (The vines are harmless and wither away in 1d4 days.) A *delay poison* spell stops the spores' growth for its duration. *Bless*, *neutralize poison*, or *remove disease* kills the spores, as does sprinkling the victim with a vial of holy water.

Stunning Screech (Su): Once per hour a vrock can emit a piercing screech. All creatures except for

demons within a 30-foot radius must succeed on a DC 22 Fortitude save or be stunned for 1 round. The save DC is Constitution-based.

Summon (Sp): Once per day a vrock can attempt to summon 2d10 dretches or another vrock with a 35% chance of success. This ability is the equivalent of a 3rd-level spell.

Worg: CR 2; SZ M Magical beast; HD 4d10+8; hp 30; Init +2; Spd 50 ft.; AC 14 (+2 Dex, +2 natural), touch 12, flat-footed 12; BAB/Grp +4/+7; Atk/Full Atk +7 melee (1d6+4, bite); SA trip; SQ darkvision 60 ft., low-light vision, scent; AL NE; SV Fort +6, Ref +6, Will +3; Str 17, Dex 15, Con 15, Int 6, Wis 14, Cha 10.

Skills: Hide +4, Listen +6, Move Silently +6, Spot +6, Survival +2; **Feats:** Alertness, Track.

Skills: A worg has a +1 racial bonus on Listen, Move Silently, and Spot checks, and a +2 racial bonus on Hide checks. Wargs also have a +4 racial bonus on Survival checks when tracking by scent.

Zombie, Medium: CR 1/2; SZ M Undead; HD 2d12+3; hp 16; Init -1; Spd 30 ft.; AC 11 (-1 Dex, +2 natural), touch 9, flat-footed 11; BAB/Grp +1/+2; Atk/Full Atk +2 melee (1d6+1, slam) or club +2 melee (1d6+1, club); Space/Reach 5 ft./5 ft.; SQ Single actions only, damage reduction 5/slashing, darkvision 60 ft., undead traits; AL NE; SV Fort +0, Ref -1, Will +3; Str 12, Dex 8, Con -, Int -, Wis 10, Cha 1.

Feats: Toughness

Zombie, Small: CR 1/2; SZ S Undead; HD 2d12+3; hp 16; Init +0; Spd 30 ft.; AC 13 (+1 size, +2 natural), touch 11, flat-footed 13; BAB/Grp +1/-4; Atk/Full Atk Slam +1 melee (1d4-1) or +1 melee (1d4-1, club); Space/Reach 5 ft./5 ft.; SQ Single actions only, damage reduction 5/slashing, darkvision 60 ft., undead traits; AL NE; SV Fort +0, Ref +0, Will +3; Str 8, Dex 11, Con -, Int -, Wis 10, Cha 1.

Feats: Toughness

Single Actions Only (Ex): Zombies have poor reflexes and can perform only a single move action or attack action each round. A zombie can move up to its speed and attack in the same round, but only if it attempts a charge.



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DEMONHEART

Darkness in the Heart of the Forest

Generations ago, a fearful battle between raged in the depths of the Westwood. An entire tribe of forest elves gave up its very existence to turn back the rising tide of evil. Despite their noble sacrifice, a fragment of evil remained, and has now begun to awaken, drawing allies both old and new and transforming the Westwood into a place of fear and darkness.

Ancient Wrongs to be Righted

Today, the past lies forgotten and a settlement of innocent humans has sprung up near the old battleground. Little do the inhabitants of Tanner's Green suspect that a remnant of the old enemy has returned, and that its followers plot their downfall. Creatures of unspeakable evil lurk in the dark shadows of the forest, and only a small band of adventurers can find and stop them before the enemy rises once more.

Demonheart is mini-campaign for 3-5 player characters, beginning at levels 6-8 and rising to levels 10-12, with adventures that range from intrigue in the town of Tanner's Green to a life-or-death contest in the court of the king of the dark fey, all leading to a final confrontation with the ancient enemy.

Terror grows with each beat of the Demonheart. Can the adventurers stop it in time?

Designed for use with the Third Edition Revised rules.

Fantasy—Swords and Sorcery
Adventure (Dungeon)
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