

MIDNIGHT

SORCERY AND SHADOW™



A Sourcebook of Magic
in the World of Midnight

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Introduction

Sorcery & Shadow

A Hope In The Dark

This is *Sorcery and Shadow*, an exploration of the unique magic glimmering in the darkness of the grim and dangerous world of MIDNIGHT.

The evil exile Izrador is the sole remaining source of divine magic on Aryth, the world of MIDNIGHT. He is a god, fallen to the mortal world in a torrent of profane fury. His arrival broke the links between the mortals and their gods in a cataclysm called the Sundering. Except for the powers Izrador granted to his minions, the fire of magic was snuffed out across Aryth.

Almost. The breath of the elder fey fed an ember of new power. In time, the spark of arcane magic became a fire bright enough to light mortal lives and hot enough to hurt Izrador's marauding forces. The art of manipulating magic was passed down through generations and spread out across the lands of Eredane. As knowledge of the arcane crafts developed and expanded, so too did great monasteries and libraries necessary to store and catalog the knowledge. The grace and power of sorcery drew people from every race and culture into a larger pursuit for knowledge.

So, when Izrador finally crushed the bulk of his mortal opposition, he stole that power and beheaded all the great realms by razing their monasteries and burning their libraries. Today, he withholds the powers of sorcery for his own followers and outlaws the practice or even knowledge of magic for the suffering masses. The penalty for defiance is death.

But some resist. Some of the few brave heroes who act against the Shadow keep the secrets of arcane magic, fanning the flame so that it might light the world again. For those who resist Izrador, whether they fight with swords or spells, magic may yet be the secret fire that burns Izrador and his minions from the world. It may be the only hope for good.

How To Use This Book

Sorcery and Shadow presents a collection of new tools for use in your MIDNIGHT campaign. Some of these tools are game mechanics like new spells, magic items, feats, and prestige classes. Some of these tools are morsels of information about the world of MIDNIGHT, useful for coloring, enriching, and energizing characters and adventures. These tools are meant to be of use to both players and DMs.

The setting information in this book is written so that players may read it without spoiling any secrets for themselves. Although not all of this information is appropriate for a player's *character* to know, players may find it useful for creating goals or backgrounds for their characters. As always, be careful to differentiate between things players know about the game world and things characters know.

The practice of magic often requires spellcasters to share knowledge. Beneath the Shadow, this often means sharing superstitions or rumors, too. Until the information in this book is confirmed or acknowledged by the DM, consider it rumor.

The fabled Nexus

In the bones of this book is a mystery: Is the fabled immense power nexus called Aradar real and, if so, where is it located? This book does not solve that mystery. The truth behind the mystery is ultimately up to the DM. Several possible answers are presented herein, but the best answer is that which the DM creates especially for his own campaign.

CHAPTER 1

Legends of Sorcery & Shadow

...the father-fey trod the road to the well-spring, where the rushing flood shone like water in the sun and the ground creaked like a hull. There he leaned and sipped up from the ground and was changed.

Forever, then, was he sure, aimed through life like an arrow through the sky. He commanded men like a king and his will was not denied.

He thundered like a stormcloud and his enemies were fled. He spat fire like a mountain and their captains fell dead.

He grew soldiers from the ground like flowers and the words he spoke were power.

—From *The Poem of Engalad* (a commoner's interpretation of early wizardry)

The beast broke his bones and ate his flesh in the house of his might. Then it slept amid his ruins and dreamt of magic. When next it prowled, it went unseen and could not be stopped. It barked in his voice and hunted only his enemies. It swallowed his spite and drank up his might.

—An illegally written account of a chaneller's magical power being consumed by a monster, from a Northland villager tale

Legends of Sorcery

Legends, oral histories, and superstitions are the only way knowledge may be passed beneath the rule of evil. Long have the magical arts survived under such conditions before, however. Stories drive the curious and the brave to seek out the truth and embolden heroes to act. Word-of-mouth lacks the grace and timelessness of the scholarly academies of the Third Age, but it may be enough to combat the Shadow.

Now, in the Last Age, it has to be.

This chapter explores the loss and salvation of sorcerous knowledge in the time of Izrador. By example, the Legend of Aradar and its role in the war against darkness is examined in depth.

This chapter contains only **closed content**.

Sorcery Against Shadow

Some leaders of the secret bands of warriors who oppose the Shadow insist that the pursuit of sorcerous artifacts and knowledge is a losing tactic. Izrador, they believe, has laid claim to sorcery and taken hold of its throne as he has in the human lands. To stir up the powers of wizardry is to empower the Shadow and his minions. Carrying or working magic attracts the legates and spoils the only weapons that freedom-loving people have in their arsenal: secrecy and surprise.

The wisdom of Aradil the Witch Queen and her wise council cautions against such fear. Sorcery cannot be surrendered to Izrador any more than another realm may be given up to him. The surrender of sorcery is defeat. Whatever grip can be maintained on sorcery must be defended without hesitation or doubt.

Izrador desires to control the arcane power of Eredane and that is reason enough to win it back. Whatever plans the Shadow has for the sorcerous essence of the world must not be allowed to bear their poisonous

The Legend of Aradar

The origins of the Aradar myth are lost in the fog of folklore. Ever-changing songs adapted by the performers in every region alter the language and, so, distort the lineage of the myth until, thousands of years later, fact and fancy have become legend. Though there may be no truth to the legend of Aradar, some common beliefs held by the world's remaining scholars give it tantalizing verisimilitude.

Most songs of Aradar suppose that it is the source or inspiration for all arcane power on Aryth—the site where an elf of noble and pure *elthedar* blood is said to have found the spark of arcane magic. In modern poems, this elf is called Engalad or, archaically, Engal Ladaï. In Erenland, especially in villages with little or no elven contact even before Izrador's victory, some tales replace Engalad with Aradil, the Witch Queen, despite the obvious historical impossibility.

However, the name *Aradar* does share a root with the name *Aradil*; it's an ancient male form of the name. It's most likely the site took on the name Aradar sometime in the Second Age. Prior to that, fragments of dwarven and gnomish poetry suggest the site was called *elenhath miradil*, roughly meaning "wellspring of insight." Elven myths of old called it simply "the Wellspring." The modern name Aradar is either a result of, or responsible for, a family of songs that claim the Wellspring is meant to be visited by Aradil in the future and that the union of these two will produce freedom from the Shadow.

The Wellspring is said to be a fountain of light, a pillar of luminous material summoned up by fey breath or the touch of a being of pure heart. Around it has been built a tower in the fashion of the *elthedar*, which contains and protects the Wellspring so that its power does not spill into the hands of the enemy.

Some believe that it—and, by extension, all arcane power—is a gift from the Lost Gods, a bit of their power left to light the mortal world. "One day," an elf ballad claims, "the gift shall cast a light bright enough to pierce the veil of Shadow and be seen in the heavens."

fruit. Izrador wants magical energy because he lacks enough to claim his complete victory, so there is no way to deny him his favorite prize without denying him magical power. What, precisely, Izrador needs this power for is not commonly known, but the wisest minds in Eredane know that it is more fearsome than any triumph the Shadow could claim in the mortal realm.

Sorcery stands for the power that Izrador lacks and must be denied. It's an example of the passion and wisdom that survives beneath the scars of defeat. It demonstrates the hope that must be stoked, the chance at life and freedom from darkness. Chasing legends teaches the world's survivors valuable symbolic lessons. Legends may turn out to be false, but the pursuit of them is true and becomes legend. Hope and victory may not exist today, but are created in the pursuit.

Sorcerous Strategies

The legates and their Order of Shadow are considered the most formidable threat, the most lethal weapon, in Izrador's army, and rightly so. In the hands of the Night Kings, the legates are finely honed and smartly wielded instruments—tools as much as a weapons. They are fearsome enemies and therefore vital targets.

The divine might bestowed upon the legates is the primary source of their power. The legates are the nobility in Izrador's military. They tend the cold halls of his temples and inspire the hot hate of his orcs. They feed, fuel, and command the soldiers of Shadow, but they are also tasked with the location and control of Eredane's magic. This division of effort is an exploitable weakness to the wise minds of Eredane.

Two strategies present themselves. Both rely on the hope that the orc army can be bested if denied the leadership of the Order of Shadow. First, utilize the legates' hunger for magic to further separate and thin out the concentrated forces of Izrador in Erenland. Divide and conquer. This strategy, however, risks vital magical resources to capture by legates if they are used as bait.

The second strategy is to suffocate the legates and starve the orc armies. Focus the war effort on the control of magical sites and items, from simple charms to mighty power nexuses. Make the legates choose which sites to defend with their best forces. Take possession of all the magical power possible and undermine the Shadow's military campaigns altogether. This strategy has the weakness of being supremely difficult to perform.

Strong arguments are being made in Cadurul for the active teaching of magecraft to the peoples of Erenland. Already secret missionaries have embarked on voluntary journeys into the sad, occupied lands of the human realms in an effort to expand the magical resources of the resistance. This plan is not altogether wise. While it's designed to shore defenses against attrition at the hands of legates, it also creates more potential turncoats and collaborators for them. Worse, it exposes important members of the resistance to capture and death.



Knowledge Lost

The forces of Shadow assaulted the archives and libraries of the world with the same ferocity that they sacked fortresses and palaces. Ancient heirlooms were ceremoniously destroyed like hostile dissidents. Priceless works of art were incinerated like heretics against the Shadow.

The methods used by Izrador's forces varied somewhat from army to army. Some libraries were razed flat to the ground by ogres, others were gutted by goblins and used to fuel huge bonfires in the city streets. Those forces that needed supplies transformed philosophical tomes into stuffing for orc pillows, fine elven vases became decanters for orc commanders, and royal tapestries became bedding.

Some orc warchiefs held out the chance to destroy a library as the reward for a job well-done. Once Izrador's scholars and legates had finished with an archive, warriors who had performed well in the siege of a city or had killed some important foe were assembled before a hall of records or other archive at dusk and awarded free reign of the building until dawn. The orcs took great pride in grinding the trappings of human and fey civilization beneath their boots. For the ruination of a culture is the ultimate role to play in its history.

In regions of tough resistance the destruction of a land's documents was a richly ceremonial affair for

legates and orc warchiefs. Awful pageants were made of the defeat of wisdom. The orcs celebrated the execution of spellcasters and the disintegration of tradition in grim festivals of ruin. Artists were scarred or disfigured as mocking demonstrations of orc "sculpture" and scribes were thrown on pyres of illuminated manuscripts.

Performances were made of the "torture, beating, and enslavement" of books and scrolls as outlaws against the Shadow. "Mercy killings" were made of famous and popular regional artworks like statues and murals. In some lands, the first posted decrees of the ruling Shadow were the burnt corpses of books or the broken and empty frames of paintings, strung from the walls like executed criminals.

There would be no written proclamations under the Shadow. This was how Izrador spoke to his subjects.

No matter what evil methods were used, the destruction of records and art across the human lands was nearly absolute. In just the hundred years since the Shadow fell over Eredane, the memories of both the murder and the victim have faded. Most humans don't even understand how much they've lost or just how rapidly it was done.

It's said that streets were soft with crushed ceramics after the orc rallies. The people tasked with shoveling ash and detritus from the streets might then be put to death for the exposure they'd had to contraband materi-

als. The forces of Shadow had reason to leave the people of the land alive, but were most careful in the elimination of their culture.

Exceptions to Elimination

In truth, many more of the world's books, scrolls, and paintings were acquired and secreted away by the legates than is generally believed. Although an unfathomable amount of precious and irreplaceable works of art were obliterated under their guidance, certain categories of knowledge were carefully sought out and captured by legates prior to the razing of key archives. Select books, scrolls, and other records were culled from the masses and carried off to secure fortresses or passed on to the Night Kings themselves. Works on the subject of magic were especially sought after.

In the face of an ongoing war, however, the soldiers of Shadow were forced to destroy resources even they would have preferred to keep. When forced to choose between the loss of a written record and its destruction, legates are instructed to favor destruction. It may take Izrador's armies centuries to scour Aryth for every power nexus and arcane artifact, but through sheer force of numbers, they will find them all. The free races don't have that kind of time; they must grasp at every chance before it's lost. The orc armies can make use of the old written records, but the resistance genuinely needs them. It's a trade Izrador is willing to make.

Trapping Sorcery

Whenever possible, a legate is sent in to examine an archive before it is destroyed. Especially large repositories, such as the Scholar's Tower at Highwall, were secretly visited by dozens of legates on the hunt. Despite the philosophy of acceptable losses sent down from the Night Kings, the legates are motivated to find any magical rite or bit of knowledge that will help Izrador regain his material form and break him free of his prison on Aryth. More than a little of the zeal they show when searching such sites is fueled by their resentment of Sunulael, their Night King commander.

The legates are forever performing a tedious and dangerous balancing act, gathering and withholding sorcerous knowledge for their master (and themselves) while actively striving to keep it out of the hands of the enemy. It's difficult to contain knowledge; a kernel of wisdom can travel across the continent in a superstition or a folktale, be passed down for generations almost in secret, and then be recognized for its power and used against Izrador. Finesse only increases the likelihood that some grain of insight will slip through the fingers of Izrador's agents and further the resistance effort. It has long been clear to the legates that conquest and occupation both require fierce vigilance against the spread of ideas.

Yet collecting the magical trappings of Eredane is like snatching papers out of a strong wind. For every

page the legates acquire, another is lost to them.

Thus, the legates have done more than just destroy the records of sorcery; they've strangled the medium through which sorcery travels. By quashing all learning and education, the legates have broken the routes by which lost knowledge can travel back to the elves or whatever would-be channelers would understand it. This allows them to track the passage of knowledge across Eredane. People have become the primary medium of magical thought, now, and people can be overheard, betrayed, pursued, fooled, and extinguished with a certainty that books cannot. Even better, a person can be influenced. A book has no loyalties, but a channeler may be recruited or twisted to work for Izrador. This does better than just bring more magical knowledge into the domain of the Shadow; it increases the number of pawns in search for still more power.

The legates know this method is imperfect. By the reckoning of Izrador's premiere channelers and wizards, the number of novice spellcasters caught has gone up in recent years, which suggests that knowledge of magic is spreading. Still, the legates aren't worried. They have the advantages of numbers and experience over any simple spellcaster that resists them. They believe success is inevitable. Delays are small risks to bear for the chance of finding some rare bit of insight or power that will demonstrate their expertise to Sunulael or Izrador.

Aradar Lost

Already something of a bedtime story by the time the Shadow in the North returned for battle, Aradar was receiving little scholarly attention from the archivists and scribes of the world. The world was concerned with things other than mythical sites of impossible power. When the sacking of academies began across Erenland, few records of Aradar were carried out by fleeing librarians and scholars. The people needed information vital to the success of the war against Izrador, and Aradar was little more than a folktale all but forgotten.

It's generally known that the Scholar's Tower in Highwall contained whole books on the subject of Aradar, but those are surely gone. It appears in epic poetry kept in the Witch Queen's archives, but none of the information there is less than a thousand years old. The old men who told tales of the place have died and their children have confused the tale with others. In Cale there was once an inn that sported a mural of the story, but it has long since been burned. There is now little way of knowing what is myth and what is true—if anything—in the legends of Aradar.



Knowledge Found

Many of the efforts made during Izrador's last invasion to protect and defend the records of Erenland met with failure. Few orchestrated efforts were made to evacuate the books, scrolls, and tapestries of Erenland before it was too late. Instead, scholars bore scrolls from keeps by the armload and haywagons were stuffed with hidden manuscripts and fragile bits of artwork. Most such efforts were detected by the orc hordes, which burned escaping scholars and their treasures together in huge fires. Still other escapees vanished or perished in the wilderness before reaching safe havens in Erethor.

Imagine the loose pages on the wind above the brown plains of Erenland. Hidden boxes of books rotted in the rain next to starved couriers. Dead smugglers lay forgotten in caves where they hid from pursuing orcs. The captured lands of the humans have been salted with the delicate ruins of a civilized age.

Those efforts that succeeded—very often amounting to little more than a lucky scriptorium assistant with a half-finished tome or a lone messenger with undelivered pleas from besieged nobles—filtered slowly into Erethor. Most of the surviving texts from the Third Age are eventually delivered to royal archives in Caradul. Gnomish smugglers throughout the occupied lands have been smuggling recovered books back to Caradul, a page at a time, for nearly a century.

As the humans who survived the end of the Third Age died off, much of the living knowledge left in Erenland went with them. The removal of their cultural history from Erenland to Erethor contributes to their ignorance while protecting their historical records. So few literate humans remain in the lands beneath the Shadow that books and tomes do little good there.

The resistance against Izrador has a difficult course to follow if the people of Erenland are to be educated about their history and their enemy. Resources must be collected from across Eredane for conservation at protected sites in the west. Agents of the resistance must learn from those resources and then return to the subjugated lands to teach the commonfolk. The rule of the Shadow makes any such assignment as dangerous as military action, but brave volunteers still come forth to teach their kinfolk in the east. In some places the fear of the Shadow is so absolute that teachers must keep their lessons hidden even from their students by subtly passing on bits of tradition, heritage, and history in friendly chats or fire-side stories. With these lessons comes hope.

Sifting Through the Ashes

Many vital morsels of wisdom have been pulled from the ruins beneath the feet of the orc armies. Much to the frustration of Aradil's agents in the east, many of the art objects and records recovered from Northern and

Southern Erenland are found by accident. Planned searches for hidden lorebooks, tapestries, and magical objects typically meet with failure or disaster. Izzador's legates have the freedom and authority to search wherever they like and so find most deliberately hidden or disguised caches of cultural treasures. Anyone who might have secreted anything away during the Third Age was executed by the legates before their secrets could be passed on. The Witch Queen's searchers have few leads to follow.

That so much of the Shadow's destructive work was carried out by orcs has, oddly, been a boon to the recovery effort. The chaotic—and sometimes drunken—work of orcs so often ordered to destroy that which they don't understand has left behind valuable debris. Where the orc sees a book plucked of its pages for pillow-stuffings as a book destroyed, the desperate spy sees a pillow stuffed with treasures.

Hunting History

In Chanderling, a human upholsterer refinishing a fine chair for a local traitorous noble found a pendant hidden in the seat cushion; it has since become a symbol for the local resistance. In a small village near Eisin, a halfling slave discovered completely sealed scroll cases in the firewood pile of an orc commander's home; the scrolls inside reached Caradul after a two-year journey. In Baden's Bluff, a very surprised fisherman was served a dish of steamed mussels wrapped in paper from a royal Sarcosan genealogy!

Recovered artifacts have been found by chance in the harshest wildernesses, as well. A golden staff thought to belong to a Dornish warlord was found in the mud of the Gamaril River, presumably on its way into Erethor. The head of a famous Sarcosan statue still standing in Alvedara was identified by resistance fighters on the Horse Plains and even used as a projectile against an orc patrol there. Outside Highwall, a shepherd stumbled upon a hastily buried bundle of tapestries in remarkably good shape.

Of course, the most valuable items recovered from the wilderness or the occupied cities are spellbooks and the trappings of magic. While the resistance has little manpower to spend scouring the countryside for relics, it is very good work for people with the will to fight but not the means. Instead of dispatching searchers, the archivists in Caradul send just a few small parties of secret diplomats to inquire at poor farmsteads and knock on the doors of remote shacks. Food from Erethor is traded for scraps of paper and bits of pottery or for leads to areas so far untouched by the legates. It's slow work, but anything else is doomed to failure. Only by avoiding the attention of the legates can the work continue. Only by searching the areas too remote to be of interest to the legates can anything magical hope to be discovered and kept safe.

The resistance has also learned to exploit the impatience of the legates. A magical artifact or a spellcaster in motion is more likely to attract attention. The legates have left numerous minor objects unrecovered because they would be difficult to reach: a simple scroll buried beneath a collapsed house or a trinket far down a well, for example. Legates with their eyes on the seats above them (and that is most legates) typically ignore a prize that can be taken later in favor of a unique opportunity. With patience and discretion, these small arcane objects can be dug up, slipped out, or broken free of their lowly position and put to good use against the Shadow.

In the Northlands, the resistance has had some success stealing back looted treasures already confiscated by the legates. Some artifacts, for instance, are sent back to fortresses of the Shadow in orc caravans—one of the few targets susceptible to old-fashioned military tactics.

It's a sad advantage that the scant knowledge afforded by minor objects is of such value to the resistance, but it is at least an advantage. Many simple but marvelous spells were lost during Izzador's invasion that could be of great use to the impoverished resistance. Every little bit helps.

Aradar found

The Legend of Aradar illustrates one of the few unexpected advantages of the desperate effort to safeguard the scraps of knowledge that come trickling into the Scribe Archives in Caradul. Bits of the legend that have never before been cataloged together are now being seen with new eyes. Whereas individual stories about the Wellspring seem to vary rather substantially, certain commonalities between the tales became apparent in comparison. Indeed, it turns out that the archives in Caradul already contain startlingly specific descriptions of Aradar that have gone unread for centuries.

The comparisons were sparked by the arrival of a cloth scroll-sash once worn by a Sarcosan linguist and court advisor. Its embroidered passage matched, almost precisely, an elven account that suggested that the Wellspring was located in a region of a young and rugged mountain range not commonly visited by elves of the age. The description of the site itself suggests Aradar is actually a very potent power nexus that has somehow gone unnoticed by the forces of Shadow.

The Path to Aradar

A few decades into the Last Age of Eredane, when rumors of Aradar were at a renewed height throughout Erethor, a small band of eager travelers took it upon themselves to pursue the legend. They set out from the Caraheen on an exploratory quest to find word of Aradar, the Wellspring of Power. There were four of them, none yet twenty years old.

Nothing was seen of them for a decade.

One member of the party turned up, then, near the hellish ruins of Cale. The poor soul had died years before and become part of a Fell pack. The refugees he attacked found a crudely drawn map on his corpse and brought it along with them to the Five Towers, where it is kept today. The wise folk of that sanctuary conclude that it was drawn during the quest for Aradar—a stone tower beneath a shining star has been a popular symbol for the site since the Second Age.

The map agrees with earlier tales that Aradar is located in a mountain range. The route out of the range to a body of water would be a fine clue, but what is the “River of Stones?” One early ballad from *The Many Songs of Engalad* mentions a path of stones that “were each enchanted by his passage” after the Wellspring was ignited. Did Engalad wade through a waterway or is the River of Stones not a river at all? Whatever it is, the River of Stones lets out into a lake of unknown size. On that lake is an inhabited island. Do the people there know they’re near a legendary arcane site? Are they guardians of some sort? Is there a whole village or just a single cottage?

The leaf is a common cartographical note meant to indicate a common tree of the region. This leaf, however, is unfamiliar to anyone in the Five Towers. Wiser minds may know better.

The burial mound may be an incidental site visited by the map-maker or the nearest noteworthy landmark. Its low entrance, twin standing-stone guardians and trilithon crown are classic examples of old Dornish burial sites, suggesting the map begins somewhere in Northern Erenland. Some elven and halfling burial sites use a similar style, however. If the map-maker was Dornish, though, he may have simply used a familiar icon to mark the site of a non-Dornish graveyard.

Both Dornish and Elven runes appear on the map, but the message has not been translated. The middle symbol is unfamiliar to linguists at the Five Towers, but could represent Aradar. One scholar suggests it depicts a branching bolt of power firing up from the earth. Another thinks it is a bare tree, indicating winter or cold, which could mean the site is in the far north or that the fire of the Wellspring has gone out. No one will know unless a new quest gets underway.



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CHAPTER 2

Places of Power

In a MIDNIGHT campaign, much depends on the places where heroes must journey. The strangling tyranny of the Shadow restricts the actions of heroes in the east, but the tireless efforts of the elves protect and nourish characters in the west. Without safe havens in which to rest and replenish their strength, MIDNIGHT characters would be unable to maintain their fight against Izrador. If they are lax or unlucky in hostile lands, they could find themselves in the worst of the enemy's dark and foul pits. Without the natural resource of Aryth's power nexuses, the brave men and women who oppose the Shadow would have even fewer magical resources with which to combat evil.

This chapter presents an assortment of new power nexuses, plus two examples of sites where the forces of good and evil store and study magic. These sites are easy to work into any campaign, either as a temporary base or as a terrible consequence for failure. Moving these sites to other places in Eredane to better suit your own campaign should be simple; each is a self-contained environment that could be of use to heroes or villains on any part of the continent.

The game mechanics and statistics of sites in this chapter are **Open Game Content**. The background descriptions and names of these sites, plus all other setting information in this chapter, is closed content.

Power Nexuses

The Order of Shadow has legates across Eredane engaging in all manner of hunts for the world's power nexuses. In some regions, bands of legates, each with a troop of orcs in tow, hunt blindly in the wild for traces of the magical essence that reveals a power nexus. In Highwall, temple legates pour over plundered tomes

and carefully research ancient charts and maps for signs of forgotten or secret power nexuses. Throughout Erenland, legate spies pursue unsuspecting resistance members for leads on those power nexuses being used against the Shadow. Any legate not involved in the active pursuit of Eredane's magical powers is waiting for his chance.

Thus the agents of the Witch Queen and all other resistance fighters must not only seek out new or forgotten power nexuses across the realms, but they must use them in secret and protect them from evil. Many power nexuses are in such remote, even hostile, locations that the responsibility of secrecy is met easily enough. In these locations, the challenge is in reaching, using, and leaving the nexus alive.

A power nexus is a self-replenishing but finite resource. Aradil's spellcasters strive to make the best use of a power nexus without taxing it too far. Izrador's minions seem out to do nothing but drain nexuses of power and leave Eredane devoid of magic. Does the dark god fear their power, or is he hoarding it for himself? Both answers pose a great danger to Eredane.

Power nexuses are found all across Eredane and no two are quite alike. One may be formed naturally or through centuries of habitation by a spirit or other powerful creature. In truth, there is no common pattern of origin among power nexuses, at least not so far as can be determined by Aradil's channelers and scholars. What all power nexuses do have in common is a potent but delicate connection to the land itself and the history of Aryth.

Just as power nexuses attract channelers and wizards, so too do they attract the magical creatures of Aryth. It's best to beware when visiting a nexus.

Alloduan Stones

South of the dwindling village of Alloduan, in the gulf west of the City of the Sea, are a collection of tall,

rough-hewn towers standing like the remnants of some eroded landscape. On the precarious, grassy cap of each natural tower are two or more standing stones carved with what must be ancient signs of the *elthedar*. The stones are ancient, possibly from the early days of the First Age, but the withering earthen columns they stand upon are young and growing thinner with each passing year. The crashing sea has already claimed at least some of the site's standing stones and carved the bottom out from more than one of the great towers.

The towers are immense, some of them reaching hundreds of feet in height. When Alloduan had the explorers and money to afford, rope-and-plank staircases were built into the sides of some towers and others were linked with dangling bridges of thick jungle ropes woven in the Aruun. Druids and channelers came to marvel at the stones back in the brighter days, and visited them as much for recreation as for any arcane pursuit. The space atop each tower is oddly serene, even when the gulf winds rush past the standing stones and the sea spray snaps salt against visitors. The flowering grasses atop the towers are like relics from a crumbled landscape. Were the stones part of some larger island in the days of the *elthedar*? None shall ever know now.

The Alloduan stones are a single power nexus spread over more six unique clusters of standing stones. Using the power of one pillar draws from the reservoir of them all. Different stones have different magical affinities, as well, and one is marked with archaic runes of power (see Chapter Three) expressing the *commune with nature* spell. The others are proper power nexuses, useful for creating items of divination. The stones have deep years of experience and a miles-wide view there, after all.

ALLODUAN STONES

Spell Energy: 25

Feats Allowed: Craft Staff, Craft Wand

Affinity: *detect animals or plants* 1, *identify* 1, *locate creature* 1, *speak with animals* 2, *speak with plants* 2

Recovery: 3

Bowl of Calador

High in the mountains above empty Calador there is a deep and narrow valley, as though a giant had plunged a great stake into the rock. At the bottom of this enormous natural shaft is a huge, smooth bowl carved into the mountain. Its sides are smooth but subtly grooved, and around its lip is a circular path of polished stones. Runes of power carved into the lip of the bowl cleanse the water that collects there with a collection of radiating *purify food and drink* spells.

In ages past, the bowl was used by healers and custodians of the great city to create objects for the betterment of the population, especially portable water supplies for deep delves into the rock and restorative



cures for the diseases that naturally thrive in an enclosed city. Superstition held that the Bowl of Calador caught brand new water from the sky before it could become corrupted by any terrestrial malady or evil and so its waters were unspoiled and welcoming to enchantment.

Today, the Bowl has been all but forgotten except for peculiar expressions among Caladorians that sometimes puzzle outsiders: though the dwarves receive no rain in their underground retreat, they have several sayings like “fresh as the Calador rain” and “like rain fallen from the heavens,” which have endured through time. Unknown to most, the bottom of the bowl slowly drains down a deep stone pipe into the mountain. Where it lets out is a mystery.

BOWL OF CALADOR

Spell Energy: 40

Feats Allowed: Craft Wondrous Item

Affinity: Restorative spells 1, water-related spells 2

Recovery: 40 (only with rainfall)

Colossus of Aruun

At the base of the Arunath Mountains, near the source of the Isolde River, lay the scattered remains of a grand and fearsome statue once over 200 feet tall. For some of the

Danisil, these ruins mark the boundary between the Aruun Jungle and the Miraleen. For all that it is a common point of reference, it is rarely visited, for the site is unsettling and as attractive to the outermost demons of Aruun as it is to curious travelers.

It's thought to be a depiction of a Lost God erected by the *elthedar* before the Sundering, but so much of the colossal figure is gone that no one may ever know for sure. Channelers and jungle wizards hold that the colossus must have been a reservoir of intense magical power, or perhaps the prison for some ancient spirit who has long since lost his identity. The site is undisputedly rich in magical power.

The trouble is that the power of the colossus does not replenish over time. Whatever magical essence clings to the giant stone hand, towering foot, half-buried stone head, and other huge boulders of debris cannot be replaced. Were it not for the site's remote location and the difficulty of getting workable materials into the steep and uncertain foothills, the site would already be drained.

Channelers looking to make use of the site had best hurry. Scholars from the nearby Druid's Swamp schools of magic believe the site attracts so many minor demons because of its power. The demons, it's held, are drinking the power to strengthen themselves for their evil powerplays deep in the jungle. Making use of the site's power requires a constant battle against these squatters.



COLOSSUS OF ARUUN

Spell Energy: 240

Feats Allowed: Any

Affinity: None

Recovery: None

Deep Vast

Far below the Kaladrun Mountains is a bizarre chasm the dwarves call simply the Deep Vast. It is surely the work of the unknowable ancient race that preceeded them in the deep, the Darguul. If it has a purpose, the dwarves have made no sense of it yet, but the site is rich in magical power.

The Deep Vast is an enormous cavern of crumbled and cut stone. Its sides are rough and sharp, but the dwarves have not yet found its floor in the darkness below. The heart of the space is a knot of stone seemingly suspended in midair by threads of rock about five feet in diameter, which stretch from the edges of the cavern to the clump of deep, black stone in the center. No threads reach up or down from the knot, but they do meander and intersect in their path from the knot to the cavern walls. Architecturally, the structure shouldn't be able to support itself, yet it does. The shadows the tangle of stone paths give off create a fearsome maze of unlit drop-offs and confusing criss-crosses of stone. Reaching the nexus of the knot is a dizzying, dangerous task.

The knot literally hums with magical force. It lights up from within when used to create a magical object and trembles terribly during its recovery process. More than once, a span of connecting stone has broken free in the act. Channelers claim they can feel the magic of Aryth rush into the knot through the stone threads. Each day the knot recovers any spent power in this noisy and unnerving way.

DEEP VAST

Spell Energy: 80

Feats Allowed: Craft Wondrous Item, Craft Rod, Craft Staff

Affinity: Force effects 2

Recovery: 80

Delegate of the Sea

A curious patch of saltwater stirs in the sands north of Landfall, like a sea in miniature. Less than a mile across at its widest point, this unnatural body of water is called the Delegate of the Sea by travelers out of Landfall. That's very much what it is: a patch of the Pale Ocean inhabited by an innocently insane water spirit that exists as a school of beautiful fish. It followed the Sarcosan ships across the sea thousands of years ago and attempted to move inland with them. It got only a few thousand feet from the sea before it settled. Now it simply waits, enjoying its strange home in the desert.

The Delegate of the Sea is a well-meaning spirit, and happy to receive visitors. Its power comes in the form of its gold- and platinum-colored fish, whose tiny scales hold the power of the Delegate's essence: curious beauty and remarkable endurance. So long as the Delegate is visited regularly and treated with respect, it continues to give up some of itself for its neighbors. In exchange, the channelers of Landfall bring food and shiny baubles for the fish.

Each day, a number of the tiny sea's fish magically reproduce as the Delegate regains its strength.

DELEGATE OF THE SEA

Spell Energy: 35

Feats Allowed: Craft Arms and Armor, Craft Wondrous Item

Affinity: Abjuration magic 1, magical scale mail armor 5

Recovery: 5

Dragonsgrave

Deep in the desolate moors of the Northlands is a collection of low hills forever cloaked in an awful, choking fog. Even goblins and orcs do not try to penetrate the noxious, rotten cloud. So, for a hundred years, a potent power nexus has sat untapped within the reach of the Shadow's minions. Deep in the hills at the heart of that punishing stench is the decaying corpse of a diseased dragon.

He was called Gorfilmicar, and he was once a wicked and decrepit servant of Izrador. Gorfilmicar was known as a corpulent and nasty creature, ornery and uncooperative to the point of going unmissed when he collapsed, sickened and dying, in the wilderness. The Shadow's soldiers assumed Gorfilmicar withdrew into some filthy nest after he was wounded crossing the Sea of Pelluria.

For those who would brave the stench and dig through the remains of a dead dragon, there is a treasure in magical power awaiting. Where Gorfilmicar's black heart rotted in his ribcage, there erupted a sickly green but unyielding flame, hotter than any forge and utterly harmless to living flesh. In that flame is all the self-loathing, spite, and hate of that dead dragon. If carefully harnessed, it could be turned into a powerful weapon against the Shadow—for that is who the dragon hated in his final hours: the evil army that forgot him.

DRAGONSGRAVE

Spell Energy: 70

Feats Allowed: Craft Wand, Forge Ring

Affinity: Necromantic magic 5, any non-lawful and non-good object designed to fight the Shadow 3

Recovery: 5

Fell Deeps

The scholastic minds of Caradul wonder if the Fell Deeps have always been there, hidden in the rocky bed of an overflow valley along the Eren River, or if they formed as a result of the horrors of Cambrial. Travelers along the Eren River tell tales of dead processions marching from Cambrial into caves near the riverbank. They go by the dozens, undead souls from all walks of life, and never return.

The Fell Deeps appear as little more than a pore in the land, but beneath they are a damp network of rough cracks—not quite tunnels—clogged with roots and bones. There the earth swallows up the Fell into the walls and floors of the cavern. A channeler from the Druid's Swamp described it as a mass grave in a natural catacomb. It seems the earth itself is the gravedigger.

No one is sure what draws the Fell from Cambrial to the Deeps. Sometimes years go by without any undead making the trek. When they do, they travel in a loose line through wilderness, following a path visible only to them.

It's thought that some benevolent spirit stranded by the Sundering tends to the place, but no contact has ever been made. The cracks in the earth go deep, but no one knows how far.



Nexus Quests

In the war against the Shadow, the power nexuses of Aryth are the strategic sites that draw out both forces into heroic conflict. They are also mysterious objects of power and tools for the successful completion of other quests. A power nexus, therefore, can fill many roles in an adventure and, over the course of a whole MIDNIGHT campaign, probably should.

Perhaps the default role for a power nexus in your adventures is as the destination, the end of a legendary journey across dangerous lands. This a fine use for a nexus; the moment when the PCs crest the hillside and see the object of their quest has been reached is an important one in the heroic journey. The nexus even grants the characters a tangible reward for their troubles: treasure in the form of magical power. If you need a climactic battle, have the legate who's been racing the characters to the site arrive just before or just after them. To claim their prize and win a victory for the forces of good, they'll have to defeat the proverbial monster at the threshold.

On the other hand, a power nexus can be a challenge and a threshold all its own. If the PCs' goal is to confront and defeat some threatening demon or monstrous agent of the Shadow, perhaps the only way to get the weapon they need to succeed is to make it themselves at some dangerous nexus. A power nexus may be surrounded by monsters or trapped by previous visitors. The nexus itself may be a puzzle that must be solved in order to be used. Some nexuses are the homes of weird spirits; suppose they test the characters with riddles to ensure that they're suitable visitors to the place?

Consider a whole adventure set around a power nexus. The classic way to do this is to have the nexus be the heart of some sort of dungeon (or to have the whole dungeon be a nexus, as the Fell Deeps are). What if finding the nexus is so easy that even a band of orcs can do it without a legate; the PCs have the job of wiping out the orc band at the site before they can call for help. Or perhaps the reverse: The PCs must hold a power nexus until agents of Aradil can arrive or the site can be used to defeat the orc attackers. It's not a journey, but it certainly calls for heroism.

The slow dissolution of the undead in the Deeps releases magical power into the tunnels. The magical power itself flits about the cracks like mindless, shapeless ghosts. To harness this energy, the power must be caught in some bit of Fell remains—a skull or a sword, for instance—dug up from the site. The object used is the object that will be enchanted, so improvisation is necessary to make the best use of the site.

The grim dead march past all the previous graves to find space for themselves. They're neither docile nor unaware, however, and eagerly feed on the living before accepting burial. The burial process is slow, and the Fell sometimes escape. Beware.

FELL DEEPS

Spell Energy: 20–120 (2d6x10)

Feats Allowed: Craft Arms and Armor, Craft Rod, Craft Wondrous Item

Affinity: Necromantic magic 2, rest- and sleep-related magic 3

Recovery: 20–120 (2d6x10)

Special: Rods crafted from the site are likely made from the bones of buried undead. The recovery process occurs only when new Fell arrive for interment and depends entirely on how many arrive and accept burial.

Horsehead Rock

The Horse Plains of Erenland are home to many horse-breeding traditions and associated superstitions, but the myth of Horsehead Rock is real. On a bluff overlooking the Gulf of the Sorshef is a natural stone that, from the east, looks remarkably like the raised head of a horse with a whipping mane and flared nostrils. The original Sarcosan settlers in the land buried a host of noble horses near this stone and, ever since, the site has had an aura of those regal steeds.

The site has a long and mixed history of usage by the Sarcosans. Sarcosan nobility on holiday in the untamed countryside sometimes bring pregnant mares to birth near the Horsehead Rock. Sarcosan military magicians used the rock to create gifts for noble warriors and cavalymen to use in battle. Tradition holds that saddles, armor, cloaks, and boots made in the field at the foot of the rock bestow great speed and sureness of foot upon their wearers. Regal accoutrements made as far away as Cambrial used to include symbolic references to the Horsehead for luck.

The rock regains some of its magical power on any day when the Kasmael Sea blows a swift wind in off the gulf. The rock, therefore, may go several days without recovering any of its power. On stormy days, however, the rock overflows with power and the sounds of phantom horses can be heard to gallop on the winds off the gulf.

HORSEHEAD ROCK**Spell Energy:** 30**Feats Allowed:** Craft Arms and Armor, Craft Wondrous Item**Affinity:** Horse- and speed-related enchantments 4**Recovery:** 10 (1d20+10 on rainy days)**Special:** The Horsehead Rock's power only affects objects made with some trace of horse-hair and cannot affect weapons.

Keep on the Glacier

Somewhere in the very highest points of the Highhorn Mountains, where the snow-capped rock overlooks both the green splendor of the Veradeen and the snowy rock of the mountains themselves, is the Keep on the Glacier. Built atop a hand-cut spire of ancient ice, Glacier Keep (as it is called now) is a black granite structure of unearthly design thought to have been built on Aryth before the Sundering. The snow elves say that it was carved from a single, enormous block of black stone, but in truth it is just a work of marvelous craftsmanship and skillful wizardry. Whoever erected the structure must have had vast power and wealth, for the place holds many vaulted halls and supports numerous towers and balconies. Strangely, the building is devoid of life.

It is protected, however, by ponderous and powerful men cut and molded from stone, metals, and glass. Rumors persist that these statuesque guardians are inhabited by ghosts. It's certainly true that the intent of these guardians is difficult to understand; they defend seemingly useless chambers yet allow visitors to access the power nexus in the center of the keep's lowest floor.

The nexus itself is a deep well of clear water with a layer of frozen ice across the top. The ice must be broken to make use of the well, which freezes over again within minutes. The keep is designed so that sunlight is channeled down through the keep to the well in the bottom, reflecting off the polished black walls from an open roof far above. This exaggerates the already great height of the place. Standing at the well, it's possible to look up through the tower to an achingly bright bit of sky far above, but still seems eerily close.

The power of the nexus at Glacier Keep is formidable, but very slow to recover. Visiting channelers must be extremely cautious not to drain it completely. Aradil is considering assigning a permanent staff of overseers to maintain and defend the place.

GLACIER KEEP**Spell Energy:** 225**Feats Allowed:** Craft Rod, Craft Staff, Craft Wand, Craft Wondrous Item, Forge Ring**Affinity:** Wall-related spell effects 4, building-related effects 3**Recovery:** 1

The Lonely Tree

It stands by itself more than five hundred miles west of Dahurin, where the woods of Erethor erode into desolation. It is identified by the many large birds that nest there; they're white as eggshells and larger than dogs. They're called the Vultures of Erethor, and they are the sole reason the tree has not been spoiled by orcs from the north.

Legend says that the Vultures of Erethor are the outlet for the grief and rage of the *elthedar*, that when the great priests of old cast off the pettiness of their mortal bodies, they took the form of these vengeful scavengers. It is held that the Lonely Tree is what remains of one such priest, transformed before the Sundering and held forever fast since the exile of Izrador. This may be true, for the tree is rich in the magic of changing shapes.

The leaves of the Lonely Tree are natural spell talismans, only waiting to be activated. Water collected from cups in the tree branches have natural properties of physical enhancement. A single feather from a white vulture, it is said, contains the power of a master transmuter.

It's a difficult theory to test. The white vultures attack anyone who comes to the tree wounded or bearing weapons, with no exceptions. They have no mercy,

Battle at the Tree

Orcs don't understand the Lonely Tree, but they know it's powerful and that elves coming looking for it. A troop of orcs may be lurking in the wastes around the tree, ready to ambush any visitors. If combat breaks out too close to the tree, the Vultures of Erethor make the engagement hellish for all parties involved. If a legate ever reaches the tree and puzzles past the vultures, there's no telling what might become of those eerie birds.

and can easily crack the skulls of grown humans with their beaks. Only the most respectful and cautious visitors make contact with the Lonely Tree. More than one elven enchanter has gotten close enough to see its flowering branches and then turned back, touched with a sense of serene relief. That feeling, it's written, lasts years thereafter.

LONELY TREE

Spell Energy: 90

Feats Allowed: Craft Spell Talisman, Craft Greater Spell Talisman, Craft Wondrous Item

Affinity: Transmutation magic 1, ability score - enhancing spells 2

Recovery: 5

Special: Any character who comes within 60 feet of the tree with a drawn weapon or with fewer than her maximum hit points is attacked by the Vultures of Erethor.

Nogood Hill

In the dangerous and rocky landscape outside Steel Hill, an orc champion named Ghemruk has found a previously unknown power nexus inside the burial hill of a forgotten, minor Dornish hero named Helgram. Word of this find has reached Caradul by way of the Five Towers from spies amongst the human slaves who mine the depths of Steel Hill. Ghemruk has diverted slaves from Steel Hill to dig up the site, which has come to be called Nogood Hill after Ghemruk's official report to his leaders about the site: "No good here."

Ghemruk is an idiot with aspirations. He literally stumbled upon the site while hunting the shaggy cattle that now live wild in the region and believes he can use it to increase his standing in the orc army. Without a

Ghemruk

Ghemruk the Gruesome (male orc Fighter 5/Channeler 1) is a champion known for his ferocity in battle against Veradeen resistance fighters ten years ago, and for his lazy fame-mongering since. He has dreams of becoming the master of a stable outpost like Steel Hill, where he can command younger orcs and rule over a human population of his own. He is so obsessed with getting his own piece of land to rule that he'll collaborate with human slaves and risk death to reach his dream. He's an evil victimizer, to be sure, but he's also an exploitable weakness.

major battle to fight, Ghemruk's skills as a merciless killer do him little good. By all accounts, Ghemruk has no real plan for the site to speak of, except to heighten his magical powers and win respect from his superiors. How hiding the existence of the nexus is supposed to accomplish that is unclear.

The site is a simple, grassy hill containing three dug-out chambers lined with crude flagstones. Decorations inside suggest that Helgram was a breeder of livestock and a respectable combatant. Today, the site is haunted by the wild patron spirits of the region's long-horned, long-haired cattle. People who use the site to create artifacts, and are respectful of the role these cattle played in the history of Northern Erenland, find themselves aided by the spirits of the site.

At present, all Ghemruk knows is that the site has magical power. Neither he nor the orc channeler he's brought in have figured out how to tap the site's power. Soon, though, the higher-ups will begin to wonder where Ghemruk has taken two dozen slaves meant for the mines of Steel Hill. Aradil's agents hope there may be some way to use Ghemruk's foolish power play to undermine the operations near Steel Hill and free the large number of able-bodied slaves kept there.

NOGOOD HILL

Spell Energy: 40

Feats Allowed: Craft Wondrous Item

Affinity: Magical horns 4

Recovery: 4

Orchid Bridge

In the Druid's Swamp not far from the Keep of the Cataracts is a stone bridge built in the Second Age. Most of it has crumbled away, leaving just a few stacks of

Nexus Monsters

Izrador's loyal minions aren't the only horrors aware of—or actively searching for—the power nexuses of Eredane. All manner of terrible creatures may be found in the vicinity of a power nexus, from the Fell remains of previous, ill-fated visitors to stranded outsiders hoping to claim a valuable bit of Aryth for themselves. Adventurers may find monsters dwelling near a nexus by coincidence, or because the nexus is somehow important to the creature.

Any creature with access to spell energy that happens upon a power nexus might feel the rush of nearby power, especially if the creature has the Sense Nexus feat first presented in *Against the Shadow*. DMs may consider granting it as a bonus feat for magical beasts, aberrations, and fey monsters to represent an instinctual draw to surges of magical power. Such creatures might not understand why they're drawn to the spot, or they may fiercely defend the nexus for their own agendas, depending on their intelligence and capabilities.

A power nexus could even create the monsters in the area, either directly or indirectly. The Vultures of Erethor, for example, are a part of the Lonely Tree's power—they exist nowhere else. What if a power nexus actually produced will-o'-wisps with excess spell energy?

Alternately, the presence of a power nexus might transform ordinary animals in the area into magical creatures (like displacer beasts) or aberrations (like rust monsters). The presence of strange creatures might lead would-be heroes to a new nexus. Or the creatures might defend the site with a selfless loyalty that shakes the heroes' confidence in their mission to tap the power of the nexus.

support stones and a sloping stone ramp on either side of a deep muddy track in the swamp. Where the bridge used to lead is a mystery, though it may have been part of a meditative site or druidic garden.

All over the ruins of the bridge grow beautiful, white orchids. They're unique to the bridge; they will not grow anywhere else in Eredane. The druids of the swamp admire the orchids deeply but do avoid tampering with them. The day may come when they must, however. The orchids are vitality given form, they are made of the very stuff of life. A single orchid, if con-

sumed, could restore the strength of any warrior.

Carved into the stone of the bridge is what appears to be a recipe in the form of an elven song. It calls for the orchids to be brewed into a tea so their healing powers can be shared among many families. This recipe has been transcribed many times but attempted only once.

The druids have found that the orchids recover their magical powers only once a year, when they bloom. Tales say the seeds of the orchids were stolen from the Lost Gods, who meant to use them in the heavens to grant life to new souls, and planted in secret on Aryth. The orchids, it is said, were never meant for use by mortals.

ORCHID BRIDGE

Spell Energy: 65

Feats Allowed: Craft Staff

Affinity: Healing magic 2, *staff of healing* 4

Recovery: 65 (once per year)

The Pellurian Mouth

Somewhere northeast of Baden's Bluff and south of Dragon Island is an unmarked point in the Sea of Pelluria where the spirits of the wind gather to make the tide. Only those channelers sensitive to the spirits will be able to recognize the spot, and then only by listening carefully to the voices on the wind.

The Pellurian Mouth is a confluence of wind and water invisible to any but the most experienced sailors and channelers. To the eye, it's an unremarkable expanse of gray water. If a ship is properly positioned over the site, however, the voices of the sea spirits become clearly audible over many hours. Some rumors of ghost ships and voices out at sea may be the result of slow-moving ships passing near the Pellurian Mouth.

The site is excellent for harnessing the energy of the wind and the water. The spirits are quite happy to "play with" ships and sailors who let them. With several days of respectful observance, it's even possible to get the spirits to steer sailing vessels with the wind. There is no more precise method of navigation.

Objects enchanted at the Pellurian Mouth must be light enough to float and set into the sea as a request for the help of the spirits. If the spirits approve of the design or construction of the object, they'll return it to the channeler.

THE PELLURIAN MOUTH

Spell Energy: 70

Feats Allowed: Craft Wand, Craft Wondrous Item, Craft Spell Talisman, Craft Greater Spell Talisman

Affinity: Sea-going- or water-related magic 3

Recovery: 10

Starshore

On the eastern edge of the island of Asmadar there is a crescent of black, volcanic sand that looks due east across the Pale Ocean to the distant continent of Pelluria. When Sarcosan ships first arrived in Asmadar, one of the first sights they came upon was this lovely beachfront. Somewhere in their conquest of Eredane, they forgot it. But it is there still, black and sparkling where the Kasmael Sea and the Pale Ocean intermingle.

It is called the starshore because of its appearance at night. The black sand forms a backdrop against which tiny, glass-like globules swept in from the sea shine like stars. A twinkling light drifts inside each tiny globe, but vanishes if the globe is shattered. Each contains a tiny amount of magical power. An evening spent collecting them, however, can yield a wealth of arcane essence.

To use the globules, they must be broken into a fire for smithing or a supply of water for some other handicraft. Necklaces and other adornments that use the globes as jewels may also harness their power. Though no one is sure exactly what the little treasures are, the Asmadarins who know of the place's power have discovered a great many uses for them.

Average folk of Asmadar—and certainly all folk from Eredane proper—are not shown the beach itself; it's considered a secret place among Asmadar enchanters. The globes, however, were a popular novelty in the markets of the trader's camp on Asmadar's western shore. It's very possible that desperate Erenland channelers might one day come looking for new sources of power on Asmadar and trace the globes back to their magical shore.

STARSHORE

Spell Energy: 75

Feats Allowed: Craft Arms and Armor, Craft Wand, Craft Wondrous Item, Forge Ring

Affinity: Enchantment effects 1, magical jewelry 2, magical necklaces 3

Recovery: 10

Vandlorin Island

Just off the coast of the Sea of Pelluria, less than 300 miles east of Althorin, the elves of the Carahen have discovered a power nexus and an odd development. Izrador's legates found the site first, but haven't yet taken action. Why?

The nexus itself is a sinkhole near the center of the island. Deep inside, where ten or more feet of water cover the floor of a wide, low cavern, a curtain of white steam billows up from beneath the ground. The site is rich in magical energy, and legates have been living on the island for months, but they've yet to do anything to the site.

To capture and defend the site would require man-

All The Power

For Izrador's escape from Aryth to succeed, he will need all of the world's magical power. Since some power nexuses can replenish their power, this begs the question: Can Izrador ever claim all of Aryth's power?

Yes, he can, by draining dry every power nexus and soaking the essence from the world itself with his great black mirrors. Where, exactly, a still-vibrant nexus gets its replenishing energy is unknown, and the Shadow has no reason to be curious.

Thus the legates have no motivation to leave a power nexus in such a state that it can replenish itself. Sometimes they do, of course, so as to reap the short-term benefits themselves. Were a superior legate to find out, such an insubordinate would be horribly executed and the nexus immediately extinguished.

Once a legate has found a power nexus, she either reports it to the nearest Temple of Shadow and prepares a larger force for a return visit, or she sets about draining it herself right away.

The large-scale elimination of a power nexus requires trained legates to harness the spell energy into magical receptacles for transport to a Temple of Shadow. In certain areas, legates go so far as to create useful magic items using the nexus's power, in case the items are needed in the war against the elves or to protect the delivery of other receptacles back to the Order of Shadow.

Temple Legates have crafted dedicated receptacles for magical power called *ormelacs* or "organs of the Shadow." In the Church of Shadow, *ormelacs* have a ceremonial and reverential status as symbolic parts of the dark god's body. In practice, they are magic vessels with a single a function: to bear stolen spell energy from a nexus to a Black Mirror.

power that can't be spared; the island could easily by overrun by orc ships. The elves can let the legates empty the site of its power . . . or the elves can do it first. Is it worth that kind of damage to the magic of Aryth to keep the nexus's power out of the Shadow's hands?

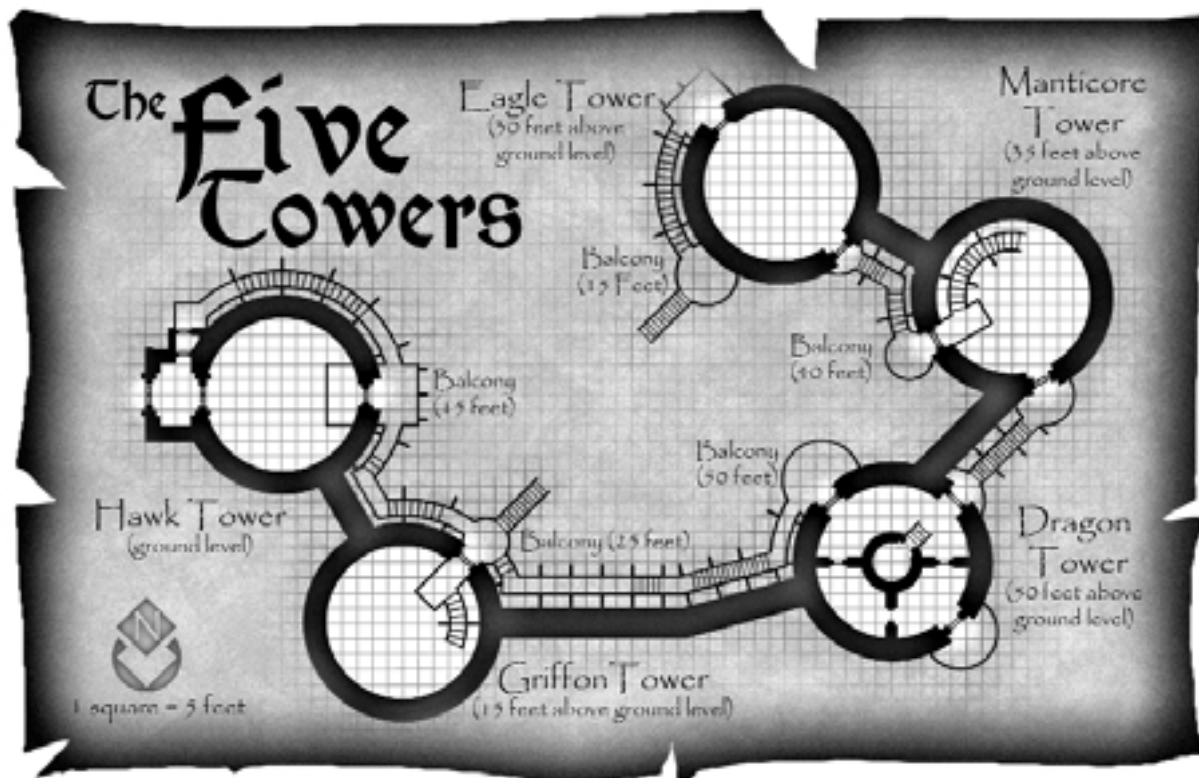
VANDLORIN ISLAND

Spell Energy: 100

Feats Allowed: Craft Arms and Armor

Affinity: Metamagic enhancements 2

Recovery: 10



The Five Towers

Hidden in the woodlands of the Veradeen, protected by ancient spells and rituals of the *elthedar*, is a fortress haven unknown to the forces of the Shadow. There, channelers from across Eredane hide from Izrador's legates and share their wisdom with would-be wizards and refugee spellcasters of every tradition. The place is called the Five Towers. For now, it's one of the safest places for a spellcaster outside of Caradul.

Old Stones, New Planks

For centuries, the Five Towers were used as a simple refuge against harsh northern winters and as a storehouse for the Fortress Wall. Located northwest of Nalford near a Fortress Wall keep just over the mountain and west of Steel Hill, the Five Towers are at once remote and all-too-close to the lands of the enemy. The Five Towers are built across the entrance to a narrow, shallow, dead-end gulch between the feet of the Highhorn Mountains. The whole area is thick with sweet-smelling evergreen trees growing up between huge, mossy boulders and sprawling ferns.

Each of the Five Towers—which are thought to

have been built by the *elthedar*, though they're not in the traditional style of the elder fey—is round and constructed of finely fitted stones that are chipped and crumbling from the ages. Windows are the exception, with just a few narrow slits for light here and there. Strangely, four of the towers are not designed to hold up roofs; today they may be covered by cloth tarps or left open to the sky, depending on the time of year.

Every tower was carved with elaborate shapes, registers, runes, and images. These etchings have worn nearly flat over the millenia, but are visible in good light or up close. The towers get their names from the carvings they sport inside or outside.

Clinging to the sides of the towers are wooden walkways, stairs, and balconies built during the Third Age. The post-holes and some support stones for these walkways were already in place. Each tower has only one floor, which is usually several feet above the ground. Indeed, only the Hawk Tower is accessible from the ground, and the elves who spent cold nights there likely never saw inside the other towers.

An Arcane Refuge

Each of the Five Towers is decorated inside with runes of power that explain elaborate rituals of warding, protection, and divination. In some towers, these runes are laid out in circles on the floor; in others, the runes are etched into the walls, forming bands four or more rows high in some places. To this day, not all of the runes, rituals, and spells inscribed in the towers have been deci-

phered. Most use the High Elven alphabet, but some unique symbols remain unidentified. The Dragon Tower, especially, is home to some runes in a language completely unknown to modern scholars.

These spells protect the Five Towers and its inhabitants from the scrutiny of the Shadow. At all times, one of the towers is host to some ritual of protection; some rituals confuse and mislead unwelcome travelers, some block or redirect attempts to sally on the sight, some hedge out evil or create veils of fog and snow. Every hour of the day, the sounds of magecraft and ritual magic can be heard from within at least one of the towers. In times of danger, every tower may be inhabited with dedicated channelers focusing their energy and taxing their abilities to keep up the towers' wards and other arcane defenses.

These rituals and ancient spells are the only defenses the Five Towers really have—without them, the spells and the souls hiding within would be naked to the elements and the enemy's scouts.

Life at the Five Towers

No gate or road passes through the wall at the Five Towers. From a short distance, they seem to fill the span from one rounded rock face to another. On closer inspection, the site's vulnerability to physical attack becomes apparent; there is room enough to either side of the walls to get a wagon through into the space beyond. This is how visitors reach the sanctuary behind the Five Towers. Like some of the spells that defend it, the site's impenetrable front is an illusion.

In the space between and behind the Five Towers is a box canyon blanketed with pine needles and punctuated by evergreens. Here and there are large, military-style tents to house refugees and visitors. Some smaller, more colorful private tents house the site's permanent residents. Camp fires burn in snug stone pits and torches hang from the tower walls at the ground floor. It's typically quiet at the Five Towers; the sound of mountain winds and raptors are most common and welcome.

All manner of folk live at the Five Towers, some just for a few weeks, others for long months or years. Refugee families are sometimes sent here while paths south are checked for danger by the elves of the Veradeen. It's not unusual to find children and their mothers helping out or marveling at the tall towers.

The atmosphere in the sanctuary is generally happy. Green woods and crisp, syrup-smelling air soothe those who've come from horrors in the east. Folks look forward here, or are content to just enjoy a few simple days of peace before heading south to contribute to the resistance. Stories are told each night around the fires, when the hundred or so inhabitants of the sanctuary get together to smoke, eat, and laugh. Still, everything is done with a cautious self-awareness—no one wants his laugh to be the one that draws the Shadow to the Five Towers.

Scholars, spellcasters, and aspiring channelers come

to the Five Towers from throughout Eredane in search of comradeship and safety. Spells, personal experiences, and sometimes charms or other trinkets are exchanged between new acquaintances happy to be free to talk of magic. Young practitioners of magecraft come to learn from some of the oldest surviving human sorcerers from Northern Erenland. Experienced spellcasters come to leave something behind before setting off to face the Shadow once more. They come to rest and contemplate, to hear tales and meet a diverse array of new friends.

Few visitors have the time or the energy to practice their art within the sanctuary, though. In exchange for their stay, visiting channelers are required to help maintain the site's defenses by participating in rituals and sharing any protective spells they know. Heroic and worldly visitors are encouraged—sometimes pressured—to leave something behind when they leave, whether treasure or trinket.

Aradar and the Five Towers

The confluence of motley sorcerers within the Five Towers is at least partly responsible for the recent rise in interest in the Aradar myth. Nights at the Five Towers are commonly spent with fire-side stories and talk of history, arcana, religion, and superstition. Somehow, the legend of Aradar continued to come up. Before long, it was a popular subject among magically inclined and ordinary refugees alike. Word was soon brought by travelers from the Five Towers to Caradul, where the Court of the Witch Queen took up renewed interest in Aradar as a hopeful legend and happy dream.

Now, the Five Towers are the center of serious activities regarding Aradar. Copies of written legends have been brought from the archives in Caradul and arcane scholars have come from throughout Eredane to discuss and examine the subject. If nothing else, the subject of Aradar is a welcome diversion from fear. It may even lead to a real advantage for Erethor against the Shadow.

A few years ago, a simple map thought to show the way to Aradar arrived at the Five Towers (page 10). It has further stoked the residents' wonder for the legend, but to date no one has attempted to follow the map and test its veracity.

The Arteries

It's one of the darkest pits on Aryth. It's a nest of vile and tortuous hosts, a horrible den of suffering, the lair of the greatest anguish a living channeler can know. It's the most precious secret of the Shadow's campaign in the north. It's called the Arteries, and it's the secret weapon of the Night King Ardherin, the Sorcerer of Shadow.

A Prison of Pain

Some of those channelers carried off for execution by legates are being spared the mercy of death and brought instead to the Arteries for torture, examination, and worse. They are brought in secret—hidden in nighttime caravans or masked by magic—to the unknowably dark, natural tangle of tunnels that leads from daylight to cells deep in the earth. To the outside world they are dead. No prisoner brought to the Arteries has ever left. None ever will.

Ardherin devised the Arteries as the ultimate stronghold for sorcerous captives of the Shadow. There specially trained legates break and torture captured channelers to learn more of the resistance against the Shadow, uncover new and unknown spells, and glean any new information about the Witch Queen and her plans—this especially interests Ardherin. Since Izrador provides the legates with whatever magic they require, the interrogators have little reason to exercise mercy and have little patience with their prisoners. Subjects who are difficult to break are simply destroyed. Izrador's legates can, after all, compel even the dead to speak.

A Reservoir of Power

The awful justification Ardherin gave to his dark master for keeping captive channelers alive was power: the prisoners of the Arteries are used as individual sources of arcane energy. Together they turn the Arteries into a grotesque power nexus fueled by living channelers. In the short-term, their power is used to craft magical objects for use by the agents of Shadow. In the end, every prisoner will be executed so that his arcane essence can be absorbed by the dark god. While other power nexuses remain undiscovered or unconquered, Ardherin can rely on the Arteries as an energy reserve untouchable by Aradil and her followers. When the final days come and Izrador's ultimate goal is met, Ardherin hopes the Arteries will be the great ceremonial gift—the final deliverance of arcane power that returns Izrador to his seat in the celestial realm.

The arcane energy in the Arteries is constantly



changing. The whole cavern was once a power nexus itself, and facilitates the harnessing of power from the prisoners. The total available energy is equal to the total spell energy of the prisoners currently being kept alive. Each day the site recovers power equal to one-tenth that. Prisoners held in the Arteries recover spell energy at this reduced rate (to a minimum of one point per day) because the power of the Shadow within the caverns chokes and suffocates the might of the individual channelers and spellcasters within. This is a result, in part, of Izrador himself drinking some of the site's power each day. Of course, his legates are unaffected by any such ebbs in energy. Each day, Izrador grants them his gifts as usual.

The Site

The entrance to the Arteries is less than 100 miles west of Highwall on the north coast of the Sea of Pelluria. At the edge of a wide shore of sharp rocks and water-worn stones, where the Northlands break off into the sea, is a towering span of cliffs. From the sea they appear as wrinkled stone, like the cloth of the earth was wadded up on shore. Cut into this folded stone is a recessed spot of rock, unadorned except for four stone columns and three arched openings. Each holds a deep darkness that stretches unnaturally close to the mouths of the Arteries; each leads to the chaotic mess of irregular passages beyond.

Inside, the Arteries are utterly black, cold, and humid. From front to back, each chilly stone is wet with slime and rough with mold. Loose stones shift and crunch underfoot. Jutting slabs of rock slice at passing arms. It's an orderless place of narrow cracks and wide, low caverns.

Some tunnels end in tiny nooks blocked by iron bars. Contained within may be brown bones, moldering flesh, or a desperate and hopeless prisoner. The largest caverns contain clusters of cells consisting of nothing more than walls of bars from floor to ceiling. The metal that contains the prisoners of the Arteries is an unearthly black said to have been forged by greater legates from the very essence of Shadow. Those bars help contain the channelers and their power.

All manner of horrible creatures—some of them transmuted prisoners—lurk in the darkness, scrambling between the cages, eager to devour groping hands or straying feet.

Legates live in the Arteries, sleeping in their own dead-end passages and using puddles of blood drawn from prisoners to sully the outside world. The captives themselves are sometimes used to spy with arcane eyes on their own former comrades and friends. Legates take possession of individual prisoners and become solely responsible for interrogating or executing those subjects. Only the most powerful, intriguing, and unusual spellcasters live longer than a few weeks, and none are better off for it.

Arcane knowledge, spells, and secrets of the resistance given up by prisoners are recorded for delivery to Ardherin, who rarely visits.

Though some channelers brought to the Arteries are so completely crushed by the experience that they become willing servants of Izrador, no prisoners are ever allowed to leave, living or dead. So far as Ardherin is concerned, everyone in the Arteries is already dead; their corpses are simply being searched and examined lest some important bit of insight be lost to Izrador.

Aradar and the Arteries

Word of Aradar has been drawn from the sorcerers held prisoner in the Arteries like an arrowhead pulled from a wound. The Night Kings now know that Aradil and her court in Caradul are giving the old myths a bit of scrutiny. Worse, they know this reveals trickles of valuable lore leaking back into Erethor.

Although the Night Kings see that Aradil is using the Aradar myth as little more than a pretty symbol to spread hope among her people, they also know how to use such myths to poison that hope. Legates are now actively searching for artifacts mentioning the Aradar myth and secretly leaking them to the resistance, then pursuing the messengers to more important figures in and out of Erethor. In time, Ardherin plans to use the legend to draw out more sorcerers and explorers from Erethor and eliminate them. When the legend has lost its luster and hope for truth in the myth has waned, Ardherin will release the word that Izrador's armies have found Aradar and are set to destroy it. Whatever resources Aradil commits to the battle for Aradar will then be ruined when the trap is snapped shut around them.

In the meantime, only a scant few legates are actively pursuing Aradar. If it truly exists, it will inevitably be found in time; and Ardherin has an elf's patience. Finding Aradar now would only complicate Ardherin's plan by legitimizing the battle for the site and introducing a potentially dangerous volume of resources into the war for Eredane. So long as Aradar remains an exploitable myth, the Shadow keeps its formidable advantage.

CHAPTER 3

Runes & Spells

This chapter explores new magical options for your MIDNIGHT campaign, from arcane inscriptions to new spells. Sample quests for learning spells through experimentation (see the MIDNIGHT campaign sourcebook, page 74) are also included. All these rules are wholly optional and are, of course, subject to the DM's approval.

Throughout this chapter are sidebars with sample runes from the various cultures of Eredane. These are only examples and not a definitive catalog. Use them to add visual clues to maps and handouts or create new ones to give certain characters and environments a unique touch.

The game mechanics, names, and statistics of runes and spells are **Open Game Content**. All of the setting and background information on runes and spells in this chapter is closed content.

Runes of Power

Long have the wise of the land known the power that words can hold over heroes and history. Words can hold magical power, and the runic traditions of Eredane make that power manifest.

Every culture of Eredane has a favored language for its songs, its poetry, and its spells. But while the alphabets of the continent's major cultures may be used in the construction of runes of power, not every carving has the capacity to contain spell energy. Certain arcane symbols are needed to trap the magical power that turns an inscription into a rune of power. These symbols exist outside of—or in addition to—the alphabets of Eredane. (For more on Eredane's major alphabets, see the MIDNIGHT campaign sourcebook, page 107.)

Many variations on the arcane runes of old have been used over the centuries; no single rune stands for any spell or school of magic. Understanding the runes of the world requires an understanding of the basic foundations, the root iconography, of arcane symbols. Runes of power shape and direct the flow of spell energy just as a channeler does; they are expressions of the magical art as unique and various as verse or song. Reading the runes of another spellcaster is like making sense of someone else's handwriting or drawing style. Different artists may describe the same spell effect in different ways, but the spell is still the same. Experts in runic magic must be familiar with a wide array of styles and be able to understand the intent of other rune-carvers, even if they lived thousands of years ago or spoke a different language.

How Runes of Power Work

Like scrolls or potions, runes of power are a medium through which magic spells are conveyed to others. Runes of power offer their creators more flexibility than scrolls and potions, but usually lack portability. What runes of power gain in durability, they cost the creator in personal power. Runes of power are magic items with a variety of possible effects, limited only by the dedication and the resources of the craftsman.

Runes of power contain spells within carvings and etchings in wood, stone, bone, or some other substance. The symbols of arcane runes shape and direct spell energy into spells. The words, rhymes, or riddles runes of power form are the way in which spellcasters—and sometimes ordinary folk—interact with the power contained in the runes.

Some runes of power are exhausted with only a single use, while some continue to function for centuries.

A Note on Terminology

Any of the archaic alphabets—and some of the living alphabets—may be accurately described as *runes*, but they are not *runes of power*. Only runes invested with spell energy or the ability to receive spell energy can be called runes of power.

Runes of power are a new kind of magic item; think of how wondrous items work: The world of MIDNIGHT is full of boots—which are certainly items—but only boots imbued with magical power classify as wondrous items. It's the same with runes.

Some runes of power contain the spell energy necessary for a spell to be cast, while others supply only the correct structure for a spell and require the user to supply spell energy. Some runes of power express spells in enough detail for a student to learn from, while others are written in simple language that only hints at the power of the runes.

Translating Spells

Runes of power can be written in living languages using ordinary patterns of speech (though that's unusual). That is, in fact, the whole point of runic magic: to grant the benefits and powers of a magic spell to those who are otherwise unable to use it. Depending on how a rune of power is inscribed, its power may be accessible to any character with the spell energy to activate it or any character with the knowledge to read it aloud.

Identifying the spells contained in runes of power requires a Spellcraft check with a DC depending on the method of inscription. Runes carved with other spellcasters in mind are easier to identify than runes written in rhyme or common verse, which often suggest the school or general style of the spell effect but do not specify the exact spell that's been inscribed. Runes of power may be activated, however, without the user identifying the spell being used.

A *knock* spell contained in runes of power, for example, might be a complex explanation in the Hermetic tradition, detailing how the spell actually works, including which magic words to say. Or the spell's runes may simply read *I ask only to be allowed inside*, with the spell being activated when the phrase is read aloud. The runes that contain the spell might not even give the words necessary to activate the spell, but might instead hint at the appropriate command words.



Evocation

The complex and dangerous powers of Evocation have inspired some complex images. The common thread between most Evocation runes seems to be a result of the influence Erethor has had on the magical societies of Eredane. All of these runes depict a force or a projectile in flight.

The human rune (top) is an arrow forming in mid-air; the lines breaking the shape indicate force, energy, or supernatural power. The elven rune (right) is uniquely specific; it depicts a bolt of lightning cast by an elf. The dwarf rune (bottom middle) combines the glyphs for “unerring” and “flight” to create an arrow turning in its flight. Finally, the gnomish rune is a classic example of gnomish simplicity and contrariness; the rounded shape is a bow, the line is an arrow, and the dot is a sign of action or movement. The gnomish rune is the only one which fires “downward” when inscribed.

Runic Spell Effects

Runes of power may be crafted to evoke a variety of spell effects, defined by the standard magic item creation rules and the intent of the inscriber. Runes of power may be crafted using the following spell effect options from the standard **d20 System** magic item creation rules, plus one new option. Some of those spell effects work a bit differently with runes of power, however.

Single Use, Spell Completion: The runes of power are intended for use by other spellcasters. The runes supply the structure of the spell, while the user supplies the spell energy to activate the spell. Such

Estimating Costs for Runes of Power

Spell Effect	Base Price	Weight
Single use, spell completion	Spell level x caster level x 25 gp	Spell level x 1 lb
Single use, use-activated	Spell level x caster level x 50 gp	Spell level x 25 lb
Multiple use, energy-activated	Spell level x caster level x 375 gp	Spell level x 100 lbs
Command word	Spell level x caster level x 1,800 gp	Spell level x 175 lbs
Continuous	Spell level x caster level x 2,000 gp*	Spell level x 250 lbs
Special	Base Price	Surface Area**
Runic Record	Base price x 1.5 gp	5 sq. ft./spell level
No Runic Record	Base price x .75 gp	1 sq. ft./spell level

* If a continuous rune of power's inscribed spell has a duration in rounds, multiply the cost by 4. If the spell's duration is 1 minute/level, multiply the cost by 2, and if the duration is 10/minutes level, multiply the cost by 1.5. For spells with a duration of 24 hours or more, divide the cost in half.

** Count 0-level spells as one-half a spell level when determining surface area.

inscriptions are also called energy-activated runes of power, and are usually (but not always) written in an elaborate manner, using concepts that only make sense to characters with the Magecraft and Spellcasting feats.

Single Use, Use-Activated: The runes of power are meant to work only once. After a single use, activated by reading the runes, they become ordinary, non-magical etchings. Single-use runes are always powered by the arcane energy of the inscriber in the form of XP spent during creation, and are typically written in simple language for use by non-spellcasters. Spells with a range of personal cannot be stored in use-activated runes.

Multiple Use, Energy-Activated: The runes of power are activated when the user supplies spell energy. The runes have no charges and may be used indefinitely, provided a supply of spell energy is available (whether from a character or a power nexus). Energy-activated runes are usually complex arcane engravings not intended to be understood by non-spellcasters.

Command Word: The runes of power may be activated by anyone who speaks the correct command word, regardless of personal magical ability. The power of the runes persists after use because the inscriber imbued them with his own essence in the form of XP. The command word or words may be the runes themselves or something else altogether.

Continuous: The runes of power are constantly active. The power of the runes persists through the essence of the crafter, instilled in the form of XP.

Runes As Sources of New Spells

When runes of power are crafted, the creator decides whether or not to include the formal and instructive information necessary to pass the spell on to others. Including the information costs the inscriber in time and resources, but allows a single record to be used by many generations of readers, unlike scrolls. Runes of power that contain the

complete expression of a spell are called *runic records*. A runic record may use any form of activation, provided common instructions are included along with the arcane record for the sake of ordinary users.

To learn a spell from a runic record costs the same in resources and XP as learning from a spellbook or scroll and culminates in a successful casting of the spell. Unlike learning from scrolls, a runic record is not destroyed in the process—though a single-use rune of power's energy is exhausted, its runic record remains available for future visitors to learn from.

Using Runes of Power

To use any rune of power, the inscription must be legible and the user must be able to read it. Illiterate spellcasters are therefore unable to use runes of power unless the DM decides the character recognizes specific individual runes from previous experience, which may require a Wisdom check (DC 5). A character can use the Decipher Script skill to make some sense of runes in languages she cannot read. The Use Magic Device skill is only helpful in place of Spellcraft when identifying runes intended for spellcasters, because that skill does not provide the character with the spell energy necessary to power energy-activated runes.

Any character with the Magecraft feat can use energy-activated runes without having to identify the specific spell the runes describe. A Spellcraft check (DC 10) allows a character to identify runes of power amid otherwise ordinary inscriptions and recognize the particular activation method for the runes of power (use-activated, energy-activated, etc.). Channeling sufficient spell energy into the runes activates the spell within. If the user doesn't have sufficient spell energy to use, the activation fails and none of her spell energy is used in the attempt. Users may tap their Constitution scores for spell energy, if they wish.

A character does not need to be familiar with the spell or the school of magic infused in the runes of power. So long as she has spell energy to draw on and the ability to do so, she may activate a rune of power. The caster level of spells cast from runes of power are determined by the inscriber during creation. If the user's caster level is less than the caster level of the spell inscribed, she must succeed at a caster level check (DC = the spell's caster level + 1) to use the rune. If this check fails, she may try again. If this check fails by 5 or more, she loses half the spell's level in spell energy (minimum 1) during the attempt.

Creating Runes of Power

To create a rune of power, a character needs a surface to engrave and some simple tools. He must make the inscription by hand, but may be assisted; the casting of the spell to be inscribed and the Craft Rune of Power feat fills the etchings with arcane power. He also needs a supply of materials (inks, precious metals, etc.) to go into the carvings, though the runes retain their power even if these materials naturally erode. The costs for runes of power are difficult to formularize; refer to the table at left when estimating prices. Creating a rune of power costs half the market value.

The creator must know the spell to be inscribed and pay all material component and XP costs as if he were casting the spell. The act of engraving triggers the spell to be inscribed and drains spell energy from the creator as normal.

Runes of power must be inscribed into large objects like standing stones, walls, and planks. The total surface area required is determined by the complexity of the spell, while the total weight required of the engraved object is determined by the raw power of the runes inscribed. The cost of the object inscribed and the rune's arcane ingredi-



ents are subsumed in the cost of creating the runes of power. A single object may be carved with multiple runes of power so long as the total weight of the object is equal to or greater than the necessary weight of all the inscribed runes of power. The DM may allow very expensive, precious, or otherwise unique objects to diminish the necessary surface area for the inscribed spell or even to bypass the weight requirements.

Crafting a rune of power requires one day for each 1,000 gp of the base price.



Divination

Eyes are the classic symbol of the divination school in most cultures on the continent. The two runes above were created independently in two very different cultures without any direct contact. The rune on the left is among the most basic examples of Dornish symbolism. The rune on the right comes from a Dunni warning mark indicating hostile territory; specifically, it means "you are being watched."

Runes of Power and Other Magic Items

Runes of power have some of the flexibility of wondrous items, but do not replace them by any means. Runes of power are seldom portable—as a magical form, they trade size and portability for low costs and durability. Wondrous items, rods, staves, talismans, and rings may include smaller inscribed runes as part of their design or construction, but the power of those runes is committed to the strict purpose of the item in question; they represent powers tempered, honed, and shaped into something dedicated and precise. To be sure, the raw magic of runes is an ancestor to some of the other item creation methods, but it's not necessary to know one to know another. Other magic items may use runes to contain or convey power, but the carvings on a magic sword are not technically runes of power.

Runes and the DM

The primary use for runes of power is to give you, the DM, some optional control over the amount of magic in your campaign from one adventure to the next. A rare-magic setting like MIDNIGHT's can sometimes leave you or your players hungry for flashy magical effects. Runes of power let you bring a new spell into the game for just one encounter or adventure and give everyone a taste of some spells that might otherwise never make an appearance in the campaign. Because high-level runes are usually immobile, you can use them for a dramatically high-powered encounter or two without the PCs carrying them into other encounters and upsetting the whole campaign.

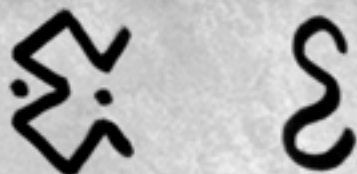
Example Runes

Guard Circle: Circles of runes carved into the floors of at least one dwarven fortress provide protection against orc channelers. Standing in these circles and proclaiming "I stand for Calador!" activates the runes, which cast *spell turning* upon the user.

Strong abjuration; CL 14th; Craft Rune of Power; *spell turning*; Price: 132,300 gp; Weight: immobile

Daytree: This elven tree is etched with the *daylight* spell; by speaking the elven word for daylight and spending 3 spell energy, the tree becomes the target of the spell.

Moderate evocation; CL 6th; Craft Rune of Power; *daylight*; Price: 5,062 gp; Weight: 600 lbs.



Enchantment

The unusual dwarven rune on the left and the simplified gnomish rune on the right testify to the shared linguistic heritage and magical traditions of both races. The dwarven rune is from an ancient shield found in Calador, and the rune was meant to dazzle enemies in battle. The gnomish rune was stitched into a riverboat sail used as a shroud for a dead captain; when in service, the sail was probably meant to instill favorable reactions in onlookers. Enchantment runes are typically found on objects intended to impress, awe, or terrify.

Spells

The Shadow's legates and the Witch Queen's channelers are constantly exploring old magical traditions and experimenting with new spells. Izrador sometimes bestows gifts upon his legates that have never before been seen by mortals, though they are not new to the thinking of the dark god himself. Aradil sometimes receives flashes of magical inspiration from coincidental experiences through her multiple avatars that lead to new spells. The magic of Eredane is always changing, albeit slowly.

The new spells in this chapter are a mix of old and new in the eyes of Aryth's wizards. Some reflect the cautionary channeler traditions of the Last Age and some hark from a more peaceful time. As always, a DM may rule that certain spells have not been rediscovered or invented in his MIDNIGHT campaign and thereby disallow them from play.

Arcane Impotence

Abjuration

Level: Cha 3

Components: V, S

Casting Time: 1 standard action

Range: Medium (100 ft. + 10 ft./level)

Target: One creature

Duration: 1 round/level or until discharged, whichever comes first

Saving Throw: Will partial (See text)

Spell Resistance: No

This powerful spell neutralizes the abilities of other channelers. The subject may not cast spells until the duration expires or she pays a cost in spell energy equal to half your caster level. This cost cannot be reduced by spell talismans, but it can be paid for with any spell energy channeled through the target character, such as that from a power nexus. Paying this cost is a free action.

A creature that makes a successful saving throw must pay only half the cost to end the spell.

Arcane Interference

Abjuration

Level: Cha 5

Components: V, S

Casting Time: 1 standard action

Range: Touch

Area: 10-ft.-radius emanation, centered on the target

Duration: 1 minute/level (D)

Saving Throw: Will negates

Spell Resistance: No



Necromancy

Necromantic symbols traditionally derive from funerary imagery or warning signs. These examples all come from Erenland.

The top two runes are human in origin and first appeared in the Third Age. Both are based on burial mound images. The left symbol suggests a peaceful burial in a revered site, but the right symbol is more dangerous; the V-shape means, roughly “half a self” or, possibly, “half-alive,” or “undead.”

The gnomish rune (bottom left) is a less ominous take on the Erenlander image, though the vertical line does depict the crossing of a barrier.

The dwarven necromantic rune (bottom right) is a symbolic skull. The symbol has many innocent uses, too, for burial markers, mortician’s signs, and memorials.



Illusion

The concepts of magical illusions are easier to manage for some spellcasters than others. Elves readily grasp the idea and gnomes caught on easily from exposure to elven traditions. In the Last Age, some gnomish channelers rely on illusions to smuggle contraband past orc eyes.

The elven rune above (left) simply illustrates a figure observing some sight. If this rune follows the symbol of the sight, however, it means the figure is being acted upon by the sight—that the image has control.

The middle symbol is a gnomish take on the elven rune, but the observed sight swirls with magical power.

The final symbol is an Erenlander rune with strong dwarven influences. It demonstrates how uncomfortable humans are with illusions. To dwarves this rune reads, “not what it appears to be.”

This spell originated in Erethor as a means of protecting elven diplomats sent to meet the first Dornish arrivals in Eredane.

The subject of this spell emanates a field of overwhelming magical power that interferes with the energy of other spells within the area. Any spell cast into or from the area of *arcane interference* costs additional spell energy equal to half your caster level. Spells that do not pay this additional cost fail to affect anything within the spell area; treat the area of interference as an *antimagic field* for the purposes of underpowered spells.

Any character with the Magecraft feat can automatically sense the presence of *arcane interference* and can judge the magnitude of the interference—and hence the extra cost in spell energy—with a Spellcraft check (DC 20). *Dispel magic* affects *arcane interference* only if it is cast with the necessary extra spell energy. Two or more fields of *arcane interference* use the more potent caster ability modifier where their areas overlap; they do not stack.

Assist

Enchantment

Level: Cha 1

Components: V, S

Casting Time: 1 standard action

Range: Close (25 ft. + 5 ft./2 levels)

Area: Characters in a 30-ft.-radius spread

Duration: Concentration + 1 round

Saving Throw: None (harmless)

Spell Resistance: No

This spell steadies hands, calms breathing, and soothes nerves, making it easier to accomplish skill checks. To cast this spell, you must be able to speak to the targets, all of which must within a 30-ft.-radius area. For as long as you speak to, coach, inspire, or otherwise verbally encourage the targets, and for one round after you stop, they all gain a +2 morale bonus on skill checks made within the area of the spell.

Sample Spell Quests

One way PC spellcasters learn new spells is through experimentation. As suggested in the *MIDNIGHT* campaign sourcebook (page 75), experimentation can involve a quest for the arcane knowledge behind a new spell. Gaining new spells through adventuring replaces the dry behind-the-scenes element of playing a wizard and replaces it with an exciting mission for the whole party. Plus, the experience PCs gain on the journey helps to pay the XP cost of learning the spell through experimentation.

Questing for spells can blur the line between being taught and spontaneously experimenting. Several of these sample quests suggest that spirits or ghosts teach new spells to PCs; the DM can interpret this language any way he likes and charge the questing spellcaster the rates of whatever method best corresponds to the manner in which the new spell was learned, be it taught or discovered. At the same time, the DM might design the adventure so that the XP and treasure the character would have received amounts to about what it would cost to learn her desired spell. This puts less emphasis on a specific learning process and makes discovering new spells a heroic act—spells therefore become another tangible reward for a successful adventure.

For example, perhaps Elerik has found an earth spirit willing to grant him the secret of the *stoneskin* spell, but only if Elerik slays enough of the water demons intruding on the spirit's caves to make the spirit feel safe again. The DM then populates the caves with enough water demons to win Elerik 400 XP for their defeat. If Elerik finds them all, then he'll have exactly enough XP to pay the XP cost for spontaneously learning the spell without feeling like he's lost any XP at all.

The DM should never replace a PC's XP award and treasure with a spell unless the PC specifically set out to learn that new spell and the player agreed to the exchange in advance.

These short sample quests—arranged by school and descriptor—are meant to inspire the DM.

Quests by School

Abjuration

FIND THE GOLDEN BOLTS that held shut the magical prison of the demon, Huul. The bolts now lie in the ruins of the City of the Sea.

READ THE SCROLLS OF GROMIN, the dwarven

blacksmith who crafted the legendary iron manacles of Carador, from which no beast could escape.

Conjuration

SAVE SEVEN OF THE SOULS waiting to die at the Seshai hospice in Sharuun and the guardian spirit there will teach you to heal.

DRAW OUT THE HOUNDS OF ERIK AMAN, who once hunted with the nobles of Cale and now run wild.

PLANT A YELLOW ELVEN ROSE in the Highwood and study the powers of creation that bloom.

Divination

MAKE AN OFFERING to the ghost that lives in the Tower of Smoke atop Mount Arunath; she can see as far as Asmadar through the tower's windows.

READ THE ENTRAILS OF A ROC. It can spot a mouse from a mile afar and predict where its prey will flee.

CLEAR THE STERLING POOL in the Aruun Jungle of its snakes to restore its scrying powers.

THE DWARVEN STATUE ABOVE IDENOR was thought to be an oracle. Look inside it to see the spell that fuels it.

Enchantment

SURVIVE THE BITE of a Sarcosan king-snake, then eat it raw. You'll receive the snake's hypnotic power in a dream.

COLLECT THE ILLUSTRATED FLOWERS along the Sylmur in spring to get the attention of the spirit who paints them. She's a master enchanter.

THROW THE BONES AND LOSE something valuable to the ghost-sorcerer who haunts the alleys near Sharp Street in Baden's Bluff. He helps those he feels are out of luck.

Evocation

THE LUMINOUS ARROWS of the ghost battle at Nalford have traces of the old spells placed on them in life. Capture one and examine it.

ORC SORCERESSES of the Dark Mother tribe have a strict tradition regarding their most powerful evocation spell: Only nine may know it at any time. Kill one of them and her ghost will give up the spell.

Illusion

THE SILVER OASIS of the White Desert is not

a mirage, according to legend. The illusion that hides it is plain to see from within the oasis.

HALFLING FESTIVAL SPIRITS know many spells that trick the mind. Win an autumn festival game and a festival spirit will owe you a prize.

Necromancy

WITNESS THE WAY the Fell visit the dead in the catacombs beneath Cambrial to understand what persists through death.

THE NECROMANCER OF KILKIRK TOWER does not know he's dead. Tell him. Study the effects as his power unravels.

Transmutation

SOME OF THE FISH IN THE EREN used to be gnomes. Find one that was and listen to its story.

THE CEMETARY TREES of the Autumn Valley in Erethor are said to be widowers grieving over the graves there. Find their faces and you'll understand the magic that changed them.

Quests by Descriptor

Acid

SWIM IN THE LAKE THAT DEVOURS beneath Calador and acid spells will burn into your flesh.

Air

THE FOG OF THE BROKEN VALLEY in the Highhorn Mountains is alive. Watch it play with the raptors there and see the will of air.

Chaotic

SLAY THE SHAPELESS BEAST of the Aruun Jungle.

Cold

IN THE TOMB OF THE GIANT-KING is a tapestry made of snow that explains the essence of ice magic.

Darkness

FIND A SPOT in the Caraheen where daylight does not reach and stay there from sunrise to sunrise. Do not move from that spot and the shadow there will begin to whisper to itself. Listen.

Death

VISIT DEATH'S DOOR while adrift on the

Ardune and write down what you see if you live to tell the tale.

Earth

AN EARTH SPIRIT IS STARVING at the bottom of the Sarcosan mine near Bodrun. Feed it a large enough emerald and it'll share one of its spells.

Electricity

TOUCH THE LIGHTNING of a summer thunderstorm on the Plains of Erenhead and listen to what the storm has to say.

Evil

BEHOLD your face reflected in a Black Mirror.

Fear

EXAMINE THE BONES in a dragon's lair. The fear of the dead's final mortal minutes may still be inside.

Fire

THE FIERY HOST—a demon of Cale—trades spells for the corpses of elves who burnt to death.

Force

A MAGICAL CELL is buried in the White Desert. Free the prisoner therein.

Good

DRAW a smile from Aradil, the Witch Queen.

Lawful

IN THE CAVE OF CONFESSIONS, the ghosts of guilty souls are absolved. Bring the corpse of a remorseful man to the caves and see how law comforts even in death.

Light

VISIT THE DWARVEN SOLARIUM beneath the southern Kaladrans for three days.

Sonic

SOUND THE BELLS in the Herald's Tower of Cale.

Water

DROWN in the City of the Sea and survive.

Speaking to maintain this spell requires concentration. You may not fight or cast other spells while maintaining an *assist* spell.

Bestow Spell

Evocation

Level: Cha 4

Components: V, S, F

Casting Time: 1 minute

Range: Touch

Target: Creature touched, see text

Duration: Permanent until discharged (D)

Saving Throw: Will negates (harmless)

Spell Resistance: Yes (harmless)

This spell allows you to bestow a spell and the ability to cast it onto another character. Only characters with a score of 9 or more in your caster ability may receive a bestowed spell. A character cannot be bestowed a spell of a level higher than the character's Hit Dice total. To bestow multiple spells you must cast *bestow spell* multiple times.

To cast this spell, you must pay the spell energy cost for both this spell and the spell you bestow upon the target, plus any other costs of the spell you bestow. Spell energy from bestowed spells is not recovered until the bestowed spell has been cast or until you "recall" that energy by dismissing the spell. Recalled spell energy robs the target of his bestowed spell and does not return to you until the next time you recover spell energy.

For example, bestowing a *magic missile* spell on an ally reduces your spell energy by five points: four for *bestow spell* and one for *magic missile*. Your maximum amount of spell energy is reduced by one until the target actually casts the *magic missile* spell or until you recall that energy.

Characters with bestowed spells use them as spell-like abilities with a casting time equal to the bestowed spell's casting time.

Focus: The focus of this spell can be anything, but it must be passed from the caster to the target when the spell is cast.

Bleed Power

Evocation [Force]

Level: Cha 2

Components: V, S

Casting Time: 1 standard action

Range: Personal

Target: You

Duration: 10 min./level or until discharged, see text (D)

Saving Throw: None

Spell Resistance: No

This spell charges your blood with arcane power. Whenever you take damage, some of that power is released in a flash of force. A creature that damages you



Conjuration

Spells from the conjuration school create something from nothing or draw something to the caster. What "something" a rune-carver chooses to depict in her inscription is often dependent on the purpose of the spell. For a general arcane rune, the thing that is represented is either a reflection of the runic sorcerer or her culture.

On the left is a dwarven rune depicting an indeterminate object (perhaps a spark or an ember) rising from the earth. It may derive from the Carador superstition that smoke rises up because it is summoned by the Lost Gods, who read the tales of the living in the haze. It is also an Old Dwarven icon meaning "to appear."

The rune on the right is a classic Erenlander image, a descendant of Dornish style and Sarcosan thinking. It depicts a figure with the classic Dornish diamond (a symbolic "self" or "thing"); one of its legs is materializing as a broken line (a Sarcosan image of arrival).

in melee combat immediately suffers 1d6 points of force damage in return as an arc of magical force travels back along the offending weapon from your wound to it.

Bleed power is discharged after it has damaged a number of attackers equal to your caster level.

Boil Blood

Transmutation [Fire]

Level: Leg 3

Components: V, S, DF

Casting Time: 1 standard action

Range: Close (25 ft. + 5 ft./2 levels)

Target: One creature

Duration: Concentration + 1 round, up to 1 round/level; see text

Saving Throw: Fortitude half

Spell Resistance: Yes

This is an interrogation spell used by legates to slowly but inevitably torture a subject. Pairs of legates combine this

spell with *discern lies* for sure and simple inquisitions.

To cast this spell, you must speak words infused with the wrath and malice of the Shadow to the target, whose insides are heated and scalded in the name of Izrador. Each round you spend speaking to, questioning, or threatening the target maintains the spell. This dialogue counts as concentration for purposes of this spell.

Every round the spell is maintained, and for one round thereafter, the target suffers 1d8 fire damage.

Burial

Transmutation

Level: Cha 1, Drd 1

Components: V, S

Casting Time: 1 standard action

Range: Close (25 ft. + 5 ft./2 levels)

Target: One object

Duration: Instant

Saving Throw: None

Spell Resistance: No

This spell, originally used for ceremonies of peace and settlement by halfling communities, has come to be used by smugglers in Erenland and anyone fearful of the rising Fell.

You command the earth to shift and move to swallow up the object you target with this spell. The object must fit within a 10-foot diameter area and weigh less than 400 lbs. Creatures and attended objects are not affected.

This spell requires enough soft earth to accept the mass of the object. No substances are altered by this spell; *burial* merely asks the earth to carry out the task of burying the target object. This spell leaves no trace of digging or disturbed ground and will function even if weeds or grass grow in the area. Burial does not prevent a creature from finding the object if it digs in the right place.

Corpses interred in the ground with this spell are slightly less likely to rise as Fell (Will save, DC 11). Buried corpses that later become Fell must dig themselves free, if possible.

Channel Might

Evocation

Level: Cha 1

Components: V, S

Casting Time: 1 standard action

Range: Touch or Personal

Target: One creature

Duration: 1 round/level or until discharged

Saving Throw: Will negates (harmless)

Spell Resistance: No

This spell evokes magical power and channels it through the muscles and bones of the target. The next successful attack the target makes automatically deals

maximum damage plus your caster level and ends the spell. If the target scores a critical hit on this attack, only a single die of damage is maximized and your caster ability modifier is not multiplied.

Confer Power

Universal

Level: Cha 2

Components: V, S

Casting Time: 1 standard action

Range: Personal

Target: You

Duration: Concentration + 1 round (up to 1 round/level)

Saving Throw: None

Spell Resistance: No

With this spell, you become a living power nexus—a battery for any other spellcasters within reach. So long as you maintain this spell, any creature within reach of you that uses spell energy to cast spells may substitute your spell energy for its own. Creatures do not have to physically touch you, they must only be able to reach into the square you occupy (and know which square you're in). Creatures who can reach you do not have to use your spell energy. The spell energy from multiple characters cannot be added together using *confer power*. Creatures who use your energy may cause you spell damage by drawing beyond your remaining spell energy.

Fell Forbiddance

Abjuration

Level: Cha 2

Components: V, S, M

Casting Time: 1 standard action

Range: Close (25 ft. + 5 ft./2 levels)

Area: One 5-ft.-square/2 levels

Duration: 1 min./level

Saving Throw: Will negates

Spell Resistance: No

This spells forbids undead from entering the spaces you specify. A nonintelligent undead creature gets no saving throw; an intelligent undead creature does. On a failed saving throw, the undead creature cannot move through, over, or under the forbidden square. A successful saving throw allows the undead to move through the forbidden space as though it were difficult terrain. This spell does not prevent an undead creature from making ranged attacks through the forbidden space so long as the projectile is not a part of the Fell creature's physical form.

Fey Fire

Conjuration (Creation)

Level: Cha 2, Drd 2

Components: V, S

Casting Time: 1 standard action
Range: Touch
Area: 5-ft.-radius emanating from the touched point
Duration: 1 hour/level; see text
Saving Throw: None (harmless)
Spell Resistance: No

You create a magical campfire specially crafted by a friendly fire or nature spirit. This campfire cannot be seen, heard, smelled, or felt by any creature more than five feet away from the spell's radius. Creatures occupying any of the twelve squares directly adjacent to the spell's radius can experience and interact with the fire as if it were normal flame. Creatures who sit by the fire for at least an hour heal 1 hit point and all nonlethal damage.

The fire burns no fuel and leaves no ash or other trace, but may be used to ignite flammable materials. Flame removed from the *fey fire* becomes ordinary fire. *Fey hearth* doubles the duration of *fey fire*.

Fey Hearth

Abjuration
Level: Cha 2
Components: V, S, F
Casting Time: 1 standard action
Range: Close (25 ft. + 5 ft./2 levels)
Area: 30-ft. radius emanating from a source of fire
Duration: See text
Saving Throw: None
Spell Resistance: No

This spell turns a fire into a source of hope. Creatures within the spell's area enjoy a +2 morale bonus to Will saves. Creatures that naturally heal within the spell's area regain hit points equal to one-and-a-half times their character level.

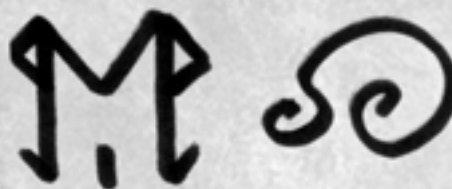
Fey hearth lasts for as long as the fire it is centered on continues to burn. *Fey hearth* doubles the duration of *fey fire*.

Focus: The fire at the center of the spell's area.

Inspiration

Enchantment [Language-Dependent, Mind-Affecting]
Level: Cha 1
Components: V, S
Casting Time: 1 standard action
Range: Touch
Target: One creature
Duration: Instant
Saving Throw: None (harmless)
Spell Resistance: No

You bolster the confidence and steadiness of a craftsman with encouraging words and a bit of magic. The creature you touch gains a +10 morale bonus on one check with any Craft skill, whether that roll represents one hour's worth of work or one day's worth of work.



Abjuration

Abjuration spells are commonly represented by runes of protection, safety, and stability. While the arcane symbols of other schools may often be written with other spellcasters in mind, abjuration runes are more often intended for recognition by commoners and other illiterate folk. They are frequently meant to help mundane folk who have no other defenses against evil or magic.

The dwarven rune (left) is a pictograph meaning "gate" in the Old Dwarven alphabet, specifically the gate of a castle or city wall. For dwarves it's a symbol of fortification and defense.

The elven icon (right) is a simple representation of flowing wind or water, with a suggestion of some force being rerouted or steered away from its original path. It implies safety through gentle opposition.

Inspirational Might

Enchantment [Language-Dependent, Mind-Affecting]
Level: Cha 5
Components: V, S, F
Casting Time: 1 standard action
Range: Close (25 ft. + 5 ft./2 levels)
Targets: Up to four creatures, no two of which can be more than 30 ft. apart
Duration: 1 round/2 levels
Saving Throw: None (harmless)
Spell Resistance: No

With poetics, a song, or a rousing speech, you spur your allies on with inspiring confidence. This spell mimics the bardic ability Inspire Greatness, except as noted above. You do not need any ranks in Perform to cast this spell. The subjects must hear you speak or sing during the casting of the spell, but not afterwards.

Focus: Each of the targets must have some object you've given to them prior to the casting of this spell which they associate with you or the greater cause, such as a pennant, a banner, or even a tattoo.



Joyful Speech

Enchantment [Good, Language-Dependent, Mind-Affecting]

Level: Cha 1

Components: V

Casting Time: 1 standard action

Range: Medium (100 ft. + 10 ft./level)

Targets: Any number of targets, no two of which may be more than 30 ft. apart

Duration: Up to 1 round/level

Saving Throw: Will negates (harmless)

Spell Resistance: No

By speaking or singing, you rally or otherwise bolster the subjects, provided they can hear you. The attitudes of unfriendly, indifferent, and friendly NPCs automatically improve by one step (from indifferent to friendly, for example). Subjects that are shaken (such as from *doom*) are unshaken. Subjects gain a +4 morale bonus against *fear* effects so long as they can hear you. This spell is maintained each round so long as you can and do speak, and do not cast any other spells except enchantment spells that further support the subjects or their allies.

You can use this spell to appease two parties in a negotiation, with a +10 bonus to your Diplomacy check.

This spell amplifies genuine sentiment, making it clear even without skillful poetics. If used to bluff, betray, or trick the targets, the spell automatically fails.

Joyful speech counters and dispels *woeful speech*.

Know the Name

Divination

Level: Cha 1

Components: V, S

Casting Time: 1 standard action

Range: Touch

Target: One creature or object

Duration: Instant

Saving Throw: Will negates

Spell Resistance: Yes

This spell reveals the name of the creature or object you touch. The target's most common or well-known name is revealed first, even if that is not the target's real name. Subsequent casting of *know the name* on the same target reveal other, more obscure names, if they exist.

For example, casting *know the name* on a local blacksmith reveals his name to be "Wat of Lefron." A second casting on Wat reveals another moniker: "the Daggersmith of Dwallow." A third casting turns up a secret surname: "Son of Vaun."

This information is drawn from the arcane aura that surrounds all named people and objects; the target may not even be aware of the name himself. Characters referred to by name may be easier to influence, at the DM's discretion.

Lie

Enchantment (Charm) [Mind-Affecting]

Level: Cha 1

Components: V

Casting Time: 1 standard action

Range: Personal

Target: You

Duration: Instant

Saving Throw: None; see text

Spell Resistance: No

A lie you speak may be able to convince even listeners who should be suspicious or unwilling to believe you. You gain a +10 bonus on a single Bluff check. The one lie you speak with this spell is immune to the effects of a *zone of truth* even if you failed your saving throw. The caster of the *zone of truth* spell is entitled to a Spellcraft check (DC equal to your Bluff check) to sense the twinge of interfering powers between the two spells and become alerted to the offending lie, however.

The Bluff check you make is subsumed in the casting of this spell.

Magic Circle Against Shadow

Abjuration [Good, Lawful]

Level: Cha 5

Components: V, S

Casting Time: 1 standard action

Range: Touch

Area: 10-ft.-radius emanation from touched creature

Duration: 10 min./level

Saving Throw: Will negates (harmless)

Spell Resistance: No

This spell functions like *magic circle against evil*, except it affects creatures of any alignment that are currently, actively, and knowingly acting on behalf of or in the name of Izrador, the Shadow in the North.

Memorial

Divination

Level: Cha 2, Drd 2

Components: V, S

Casting Time: 1 standard action

Range: Touch

Area: Up to 10-ft./level radius emanating from point touched (S)

Duration: Permanent until discharged

Saving Throw: See text

Spell Resistance: No

Memorial is one of a very few spells stemming from Dornish and elven exchanges of magic; some believe it originated in Nalford. *Memorial* is used to record important battles or defeats, to remember the funerals of



Transmutation

The nature of transmutation spells—the alteration of things from their normal states—leads to great diversity in runes of power describing them. Most cultures draw on tangible concepts or familiar myths to express the ideas of shape-changing and physical alteration. The transmutation rune on the left is dwarven. It depicts coal changing into smoke and fire—a comfortable and familiar notion.

The middle symbol was carved by a Dornish sorcerer in reference to a children's tale about a boy who is turned into a bird. It focuses on the frightening and strange aspects of shape-changing.

The elven mark on the right is an abstract representation of motion. In keeping with the traditional elven acceptance of both magic and change, this rune represents transmutation with a flowing abstraction.

important people, or to leave behind desperate warnings for those who follow later. *Memorial* is often mistaken for an illusion or a haunting, and so sometimes scares away those it was meant for.

You infuse an area with the memory of an event, which persists over time until successfully received by future visitors to the site. The area you touch absorbs the pathos of recent or upcoming events, up to one minute per level before or after the spell is cast. The time to be set forth into *memorial* can be divided as the caster sees fit. For example, a 6th-level channeler could infuse the earth with six minutes of activity just before the spell was cast, the six minutes about to occur, or any combination of minutes totalling six either before or after the spell is cast.

The spell area must be centered on a patch of ground that you can touch, but that ground need not be natural earth. If the ground shifts, collapses, or otherwise leaves the spell area, the *memorial* is unaffected.

The events remembered by the spell play out over and over, each day, at the same time of day the events occurred originally. *Memorial* projects these events into the

senses of passersby as ghostly shapes of muted colors and shallow echoes of sound. The shapes and sounds require Spot and Listen checks (DC 25 – your caster level – your spellcasting ability modifier) to perceive outside the area of the spell. Within the spell's area, the perception of the events is automatic.

Memorial records only those events that occur within the area you define. The spell has no specific sensory point or "eye;" events are replayed in the space in which they occurred.

Once an intelligent creature has occupied the *memorial* area at the time of a "performance," the spell completes that one final presentation and is discharged.

Pacify

Abjuration

Level: Cha 2

Components: V, S

Casting Time: 1 standard action

Range: Close (25 ft. + 5 ft./2 levels)

Target: One creature plus one additional creature per three levels, no two of which can be more than 30 ft. apart

Duration: 1 round/2 levels

Saving Throw: Will negates; see text

Spell Resistance: No

With a wave of your hand you forbid weak-willed enemies from taking attack actions for up to one round per level. To make an attack while under this spell's influence, a subject must succeed at a Will save on each turn that he attempts an attack action. If he fails his saving throw, the subject is unable to follow through with his attack and the action used to make the attempt is wasted. If the subject successfully saves, he may attack normally that round. Subjects may make indirect attacks against you without a saving throw, such as by cutting loose a portcullis or springing a trap.

Subjects may use defensive combat actions, such as the total defense action, without attempting a saving throw.

If you attack a subject yourself, the spell over him is broken.

Peasant's Rest

Conjuration (Healing)

Level: Cha 1, Drd 1

Components: S, F

Casting Time: 1 round

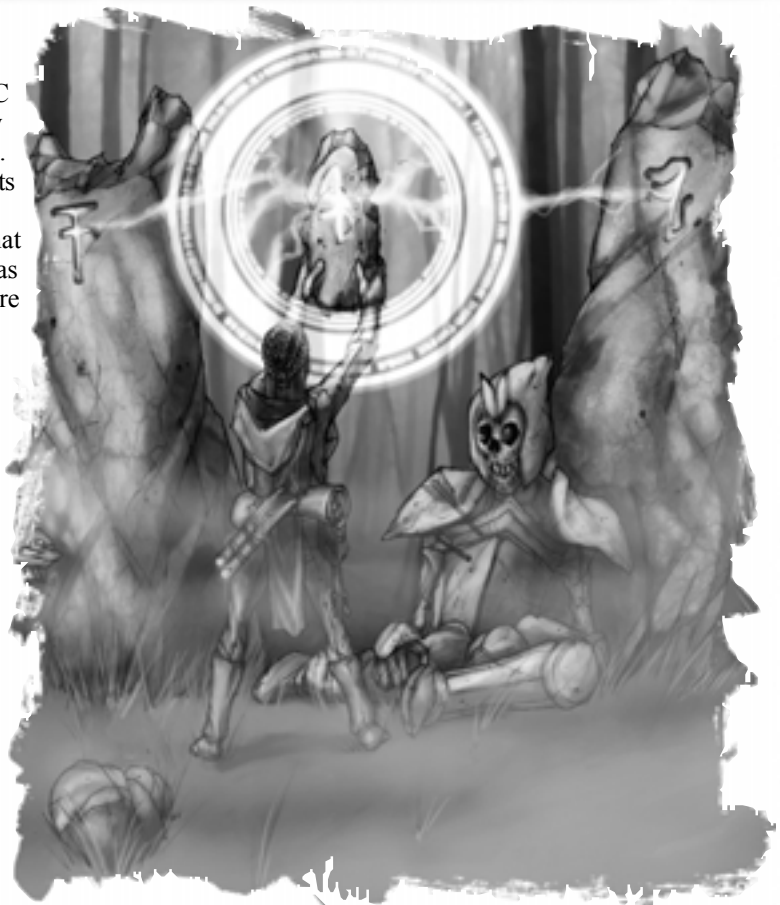
Range: Touch

Target: One creature

Duration: 8 hours

Saving Throw: None (harmless)

Spell Resistance: No



Somehow, the common folk of Erenland survive under the brutality of the Shadow. Despite grueling days of labor and nights punctuated by the harassment of drunken orcs and horrifying screams in the distance, the subsistence farmers and other peasants of the land manage to carry on.

The subjects of this spell manage to claim all the benefits of a full night's rest with as little as four hours of sleep, so long as those hours occur within the spell's duration.

Phantom Edge

Transmutation

Level: Cha 1

Components: S

Casting Time: 1 standard action

Range: Touch

Target: One object

Duration: 1 min./level

Saving Throw: Will negates (harmless)

Spell Resistance: No

You change the weapon type of the object touched, but the weapon's appearance does not change. Thus, a sword may become a bludgeoning weapon or a makeshift club may deal slashing damage. You decide what the weapon's new type will be for the duration of the spell when you cast *phantom edge*.

A weapon with its type changed is only effective

fetching Spells

The relationship between a caster's physical location and the spells she uses is different in MIDNIGHT than in most traditional fantasy settings. As the DM, consider carefully which spell you grant when a *questing bird* spell is cast—it's a chance for you to foreshadow an upcoming threat or help the PCs overcome a difficult encounter. Draw inspiration for fetched spells from the environment, its history, or the spirits that are worshipped there.

Remember, though: the player is using a precious resource to ask for help or to be innovative and exciting. Help him out. Give him a spell that gets him back on track. Make him glad he spent the spell energy. Most often, the way to do that is to deliver the spell requested in the first place.

when used as part of an attack action. An affected club has no actual edge on which someone could accidentally cut himself, for example, and cannot be used for precision cutting work, such as for Craft checks and the like.

Questing Bird

Universal

Level: Cha 3

Components: V, S

Casting Time: 10 minutes

Range: Personal

Target: You

Duration: See text

The halflings of Eredane first discovered this powerful spell in the Second Age and have secretly passed it among their own kind since. Only rarely is it taught to outsiders, and only then if the learner is a close ally of the Dunni.

By casting *questing bird*, you dispatch an arcane spirit to fetch you a spell from the spirit world. Although you may request a particular spell to be delivered by the *questing bird*, this spell offers no guarantees. Instead, the *questing bird* returns with whatever spell it could find that most closely matches your request. For example, you might request *acid arrow* but be brought *flame arrow*. The DM decides what spell is found by the *questing bird*.

The spell arrives ten minutes later as an intangible bit of knowledge—an infusion of power. If the spell you receive is not from a school you have access to, you must make a caster level check (DC 11 + the spell's level) to use it. Failure wastes the action you used to

attempt the casting, but does not lose the spell. You may continue to make casting attempts until you succeed or the spell is lost. When you succeed, you pay the cost in spell energy for casting the delivered spell as if it were one you knew, including modifiers for spell talismans and other effects as normal.

When you recover spell energy, you lose any spells gained from the *questing bird*. *Questing bird* only fetches spells of 3rd level or lower.

Questing Bird, Greater

Universal

Level: Cha 6

This spell functions like *questing bird*, except it delivers spells of up to 6th level to the caster.

Scryer's Mark

Divination

Level: Cha 2, Leg 1

Components: V, S

Casting Time: 1 standard action

Range: Touch

Target: One creature

Duration: Permanent until dispelled

Saving Throw: Will negates; see text

Spell Resistance: Yes

You create a magical connection between you and the subject you touch, which empowers later divination (scrying) spells involving the subject. The subject suffers a –4 penalty on Will saves to resist or oppose any divination (scrying) spells you cast to monitor or observe the subject. This penalty stacks with any other modifiers to the save. Further, any spells you cast through a *scrying* or *greater scrying* spell are 10% more likely to succeed.

A *scryer's mark* is invisible to normal sight. Creatures with access to the Divination school can recognize the mark with a Spellcraft check (DC 12), provided they can see the skin where the *scryer's mark* was placed.

Speak with fell

Necromancy [Language-Dependent]

Level: Leg 3

Components: V, S

Casting Time: 1 standard action

Range: Close (25 ft. + 5 ft./2 levels)

Target: One Fell creature

Duration: 1 minute/level

Saving Throw: Will negates

Spell Resistance: Yes

You enable a Fell creature to speak regardless of its ruined body, its hatred, or insanity. The creature's atti-

tude does not change—it may continue to attack, cower, flee, or otherwise act even while it speaks to you. You may compel it to answer up to three questions truthfully (the answer to the third question ends the spell), but the Fell creature is allowed a save to resist this spell. If the creature desires to speak, it may voluntarily fail its Will save. Unlike the dead, Fell creatures are aware of what has gone on around them since their death.

Willful Stand

Abjuration [Language-Dependent]
Level: Cha 3
Components: V, S
Casting Time: 1 standard action
Range: Medium (100 ft. + 10 ft./level)
Target: One creature
Duration: Concentration
Saving Throw: Will negates; see text
Spell Resistance: No

You pit yourself against a single opponent in a contest of wills. To cast this spell you must shout rebukes and proclaim the might of your power to the subject, who must be able to see or hear you. You may only make move actions while maintaining the spell.

The subject of this spell cannot attack you or enter any space you threaten unless it succeeds at a Will save that round.

Apply your caster ability modifier to any Concentration checks you make to maintain *willful stand*.

Weather

Conjuration (Creation)
Level: Cha 2, Drd 2
Components: V, S
Casting Time: 1 standard action
Range: Medium (100 ft. + 10 ft./level)
Area: Cylinder (60 ft. radius, 30 ft. high)
Duration: 1 minute/level (D)
Saving Throw: None
Spell Resistance: No

You create an area of precipitation out of natural humidity and arcane energy. A cylinder of space immediately fills with rainfall or snowfall, even if that area is indoors or within the effects of another, less severe weather condition. You may create only one kind of weather with each casting of this spell.

Rain: Spot, Listen, and Search checks suffer a –4 penalty within the spell area. Unprotected flames the size of a torch or smaller have a 50% chance of being extinguished. Ranged attacks originating in or passing through the spell area suffer a –2 penalty.

Snow: As with rain, except flames are not affected. After three rounds, snowy squares in the spell area are considered difficult terrain.

Mud or other terrain-based effects may develop depending on the environment. Snowfall, for example, may make it possible to determine the general location of an *invisible* foe.

Withering Speech

Enchantment [Evil, Language-Dependent, Mind-Affecting]
Level: Cha 2, Leg 2
Components: V
Casting Time: 1 minute
Range: Close (25 ft. + 5 ft./2 levels)
Target: One creature
Duration: Concentration; see text
Saving Throw: None
Spell Resistance: Yes

This insidious spell transforms ordinary words into subtle instruments of despair. As you speak—whether you threaten or commiserate—your words slowly wither the subject's Wisdom and Charisma scores. Each minute you maintain the spell by continuing your dialogue, the subject suffers one point of Wisdom and Charisma damage. You may make a Bluff or Diplomacy check to hide your malicious intent. Even if the subject detects your intent, she must make a Spellcraft check to recognize that you are using magic against her. The target experiences the ability damage as a deepening depression if she does not recognize it as a magical effect. Ability damage from *withering speech* heals according to the usual rules for ability damage.

Legates use this spell to secretly weaken channelers before revealing themselves. More often, the spell is used to break captives or prepare unwitting spies for enchantment spells.

Woeful Speech

Enchantment [Evil, Mind-Affecting]
Level: Cha 1
Components: V, S
Casting Time: 1 standard action
Range: Medium (100 ft. + 10 ft./level)
Targets: Any number of targets, no two of which may be more than 30 ft. apart
Duration: Up to 1 round/level
Saving Throw: Will negates
Spell Resistance: No

By speaking or singing, you shake the subjects with a demoralizing display, provided they can hear you. Subjects are shaken and suffer an additional –2 penalty against *fear* effects so long as they can hear you. This spell is maintained each round so long as you can and do speak, and do not cast any other spells except enchantment spells that further demoralize the subjects or their allies.

You can use this spell to influence NPC actions, with a +10 bonus on your Intimidation check.

Woeful speech counters and dispels *joyful speech*.

CHAPTER 4

Character Resources

Feats

These new feats afford the desperate heroes of MIDNIGHT a new edge against evil, if the DM allows them. The names and game mechanics of these feats are designated as **Open Game Content**.

Blood—Channeler (General)

You receive a burst of energy when you tap into your physical form to power spells.

Prerequisites: Con 15, Magecraft.

Benefit: The first two points of Constitution you lose to spell damage in a given day yield two points of spell energy each, for a total of four points of spell energy. If you only use one of these extra points to cast a spell, you store the other point as temporary spell energy. You lose temporary spell energy when you recover your regular spell energy.

Normal: Spell damage converts Constitution into spell energy on a one-for-one basis.

Craft Rune of Power (Item Creation)

You can etch spells into various materials as runes of power so that others may activate those spells, even if they are not spellcasters themselves.

Prerequisites: Magecraft, Spellcasting, Character level 3rd.

Benefit: You can inscribe runes imbued with any spell you know. Runes of power can be used to record spells for learning by others and left as useable spells in their own right. See Chapter Three for rules on runes of power.

flexible Recovery (General)

Your spell energy returns with minimal rest.

Prerequisites: Con 13, Magecraft.

Benefit: You regain spell energy when you rest, regardless of interruptions. For every hour you spend asleep, you regain one point of spell energy, even if those periods of rest come hours apart. If you get at least six hours of uninterrupted sleep in a single day, you recover all your spell energy.

Normal: A spellcaster requires eight hours of uninterrupted rest to completely recover his spell energy.

Improved flexible Recovery (General)

You're capable of drawing fresh spell energy from yourself with focus and discipline.

Prerequisites: Con 15, Energy Recovery, Magecraft.

Benefit: With just an hour of focused meditation and a Concentration check (DC 30), you are able to regain spell energy equal to your spellcasting ability modifier. You may attempt this focused recovery every hour. This feat doesn't prevent fatigue stemming from insufficient sleep.

Normal: A spellcaster requires eight hours of uninterrupted rest to completely recover his spell energy.

Knack for Charms (General, Item Creation)

You have an innate understanding of the folklore and subtle magic that goes into a charm.

Prerequisites: Knowledge (arcana) 4 ranks, Knowledge (nature) 4 ranks.

Benefit: You gain a +4 bonus to Craft skill checks to make charms.

Special: This feat may be taken as a general feat or as an item creation feat.

Living Talisman (General)

You have cultivated your natural abilities with one school of magic and developed a valuable economy of power.

Prerequisites: Magecraft, Spellcasting, Knowledge (arcana) 6 ranks, character level 5th.

Benefit: Select a spell you know. You pay one less point of spell energy when casting that spell, exactly as though you were always wearing a spell talisman attuned for it.

Special: You can gain this feat multiple times. Each time you take this feat, it applies to a different spell.

Power Reservoir (General)

You have the capacity to store more spell energy than you can draw from yourself.

Prerequisite: Magecraft.

Benefit: You may store an amount of additional spell energy—above that granted by the Magecraft feat and any character levels—equal to your spellcasting ability modifier. Thus you can store spell energy siphoned off a power nexus or other arcane source. This extra energy is not recovered once it's been spent, though it may be replaced with more siphoning.

Sense Power (General)

You have a supernatural ability to sense the presence of magic and the residue of recent spellcasting.

Prerequisite: Wis 15.

Benefit: You may cast *detect magic* a number of times per day equal to your Wisdom modifier, in addition to any daily uses granted by Magecraft. Anytime you pass within 20 feet of a magical aura, you're allowed a free Wisdom check (DC 13) to detect the aura.

Subtle Caster (General)

You cast subtly and your spells are difficult to spot or recognize.

Prerequisite: Magecraft.

Benefit: You can make free Bluff and Sleight of Hand checks with a +2 bonus to disguise the verbal and somatic components of your spells from onlookers. Without a successful opposing Sense Motive or Spot check, onlookers mistake your spellcasting for coughs, mumbles, or some other mundane act. Your check results also become the DCs for Spellcraft checks to identify the spells you cast, such as for counterspelling.

Heroic Paths

The Shadow can outlaw learning and magic, can ban weapons and forbid travel, but even his mighty force cannot defeat the powers that are born into the heroes of the Last Age. Heroic paths are the unique, personal abilities of MIDNIGHT characters. When every other resource has been spent and all your possessions have been stripped away, you'll find that you're still on your heroic path—no force on Aryth can make you stray from that.

These heroic paths suit characters who intend to pursue the spellcasting feats, but will prove valuable to any character over time. Treat a spell granted by a heroic path as a spell-like ability with a caster level equal to character level. Other unique abilities are explained below.

The names and game statistics of these heroic paths are designated **Open Game Content**. The background descriptions are closed content.

Blessed

Touched from birth by an unknown force of good, a blessed character radiates hope and feelings of safety and promise. From a very young age, a blessed character is beloved and honored for the special attention he's been given by the mysterious celestial force that granted him his power. A blessed character is also sometimes resented for the gift he did nothing to earn. Rumor and legend follow the blessed wherever he goes. Some folk claim the blessed are heroes of old, given new flesh and life; others say agents of the Lost Gods have slipped through the Veil and taken residence in children born in the first generation of the Last Age. Whatever is true, the blessed can expect hopeful folk to plead for help and assistance wherever he goes. If his blessing reveals his duty, he'd best not shirk from it.

Blessed Abilities by Level

Level	Ability
1	Body of the Blessed
2	<i>Bless</i> 1/day
3	Aura of Courage
4	<i>Protection from Evil</i> 1/day
5	Grant Protection 1/day
6	Divine Grace
7	Mass Cure 1/day
8	<i>Align Weapons</i> 1/day
9	<i>Bless</i> 2/day
10	Bless Ground 1/day
11	<i>Magic Circle against Evil</i> 1/day
12	Grant Protection 2/day



13	<i>Bless</i> 3/day
14	<i>Sanctify</i> 1/day
15	<i>Mass Cure</i> 2/day
16	<i>Protection from Evil</i> 2/day
17	<i>Bless</i> 4/day
18	<i>Align Weapons</i> 2/day
19	<i>Dispel Evil</i> 1/day
20	<i>Holy Aura</i> 1/day

Blessed Ability Descriptions

Body of the Blessed (Su): The blessed's physical self is infused with benevolent energy; his very presence inspires relief and hope. A blessed character has the good subtype, as though he were an outsider. The character's alignment must be lawful good, neutral good, or chaotic good. NPCs are naturally influenced to trust and like a blessed character. When the blessed is first encountered, the attitude of a non-evil NPC improves by one step (e.g., from friendly to helpful); evil NPCs immediately become hostile.

Aura of Courage (Su): Beginning at 3rd level, the blessed character is immune to magical and mundane fear. Each ally within 10 feet of him gains a +4 morale bonus on saving throws against fear effects. This ability functions only if the blessed is conscious.

Grant Protection (Sp): Beginning at 5th level, the blessed character can grant magical protection to one character per day in the form of a *sanctuary* spell. When the *sanctuary* spell ends (for whatever reason), the subject of the blessed's protection immediately gains

all the effects of *shield of faith*. At 12th level, the blessed can grant protection twice per day.

Divine Grace (Su): Beginning at 6th level, the blessed character adds his Charisma bonus (if any) to all Will saving throws.

Mass Cure (Sp): Beginning at 7th level, the blessed can release a burst of healing magic once per day. This functions just like *mass cure light wounds*, except the area is a 30-ft. burst centered on the blessed. At 15th level, the blessed can use this ability twice per day.

Align Weapons (Sp): Beginning at 8th level, the blessed can cast *align weapons* once per day, such that it affects a number of weapons (or multiple of fifty projectiles) equal to his Charisma bonus, but never fewer than the spell would normally effect. The weapons must be made good-aligned. At 18th level, the blessed may *align weapons* twice per day.

Bless Ground (Su): Starting at 10th level, the blessed may bestow positive energy over an area by kissing the ground. The point kissed becomes the center of a good-aligned area with a 40-ft. radius. Within that radius, all characters gain a +4 bonus to saving throws against fear effects and all evil creatures become shaken. The entire area is infused with a *Fell forbiddance* spell for one day per level of the blessed.

Sanctify (Su): At 14th level, the blessed may sanctify an area with a *hallow* spell, as if cast by a druid of the same level as the blessed character. A *Fell forbiddance* effect may be tied to the *hallowed* site in addition to the usual spell effects.



Null

Null heroes possess a rare gift that sometimes goes undiscovered. Even when it's finally found, a null hero may not see her powers as a strength and, so, may shy away from a life of heroism. Null characters have a powerful capacity to deny the magic of Aryth in themselves and, with time, in others. For better or worse, heroes on this path can never learn the magical arts. Yet, while a null hero may one day have the strength to defy the divine might of the legates, she is still vulnerable to steel and brawn.

Null Abilities by Level

Level	Ability
1	Null, Sense Magic +1
2	Magic Resistance +1
3	Null Field
4	<i>Dispel Magic</i> 1/day
5	SR 15
6	Sense Magic +2
7	Magic Resistance +2
8	<i>Dispel Magic</i> 2/day
9	Empowered Dispelling
10	SR 20
11	Sense Magic +3
12	<i>Dispel Magic</i> 3/day
13	<i>Greater Dispel Magic</i> 1/day

14	Magic Resistance +3
15	SR 25
16	Sense Magic +4
17	<i>Spell Immunity</i> 1/day
18	<i>Antimagic Field</i> 1/day
19	Magic Resistance +4
20	SR 30

Null Ability Descriptions

Null (Ex): Null characters cannot take the Magecraft feat or any levels in a spellcasting class and cannot learn the Use Magic Device skill. Spell-like abilities (such as those from this heroic path and certain prestige classes) may be used as normal.

Sense Magic (Ex): Null characters are naturally sensitive to the flow of magic around themselves. A null character can cast *detect magic* a number of times per day equal to 3 + her Wisdom modifier. She adds her Sense Magic bonus to Spellcraft checks to study auras and identify spells being cast. A null character substitutes her Wisdom modifier for her Intelligence modifier whenever she uses the Spellcraft skill.

Magic Resistance (Ex): Null characters are naturally resistant to magical effects. A null character adds her Magic Resistance bonus to all saving throws against spells and spell-like abilities.

Null Field (Ex): The null character can conceal

one magical aura per level. Magical auras that should emanate from the character or any object on her person are suppressed by the null field. While concealed, objects and spell effects cannot be detected by *detect magic* or an astirax's sense magic ability. If the null character has more magical objects than she can conceal, those with the highest caster levels are unaffected by this ability. The null character cannot choose to conceal some objects and not others. Raising and lowering the null field is a free action. An object cannot be used by the null character while its aura is being concealed.

Empowered Dispelling (Ex): The null character gains a +2 bonus on all dispel checks.

Shadowed

It is the fate of a hero on the shadowed path to be drawn into the war against Izrador. Shadowed characters are born with an innate connection to the Shadow—perhaps the dark god's swelling power is seeping into the blood of the people. The forces of good don't yet understand what evil causes poor shadowed characters to be born with a streak of evil, but it is known that the instinctual pull toward the darkness these souls feel can be overcome with willpower and faith. These tortured heroes may be marked and claimed by Izrador, but they can and must decide for themselves which side to fight for in the ongoing war against the Shadow.

Shadowed Abilities by Level

Level	Ability
1	Body of the shadowed, darkvision
2	<i>Detect Good</i> or <i>Detect Evil</i> 1/day
3	<i>Bane</i> 1/day
4	Coldness of shadow
5	Gift of Izrador I
6	<i>Summon Monster I</i> 1/day
7	<i>Bane</i> 2/day
8	<i>Death Knell</i> 1/day
9	Rebuke Undead
10	Gift of Izrador II
11	<i>Bane</i> 3/day
12	<i>Summon Monster I</i> 2/day
13	<i>Death Knell</i> 2/day
14	Imposing Presence
15	Gift of Izrador III
16	<i>Summon Monster I</i> 3/day
17	<i>Bane</i> 4/day
18	<i>Death Knell</i> 3/day
19	Frightful Presence
20	Gift of Izrador IV

Shadowed Ability Descriptions

Body of the Shadowed (Ex): Shadowed characters are infused with the essence of the Shadow. A shadowed character has the evil subtype, as though he were an out-



sider. The character may be of any alignment, but is still subject to spell effects as though he were evil. A shadowed character is typically regarded with indifference by evil NPCs and with unfriendliness by good NPCs.

Darkvision (Ex): A shadowed character has darkvision to a range of 60 feet even if his race doesn't naturally possess darkvision.

Coldness of Shadow (Su): A shadowed character is immune to all fear effects (magical or otherwise), and does not benefit from morale bonuses from good-aligned spells or spellcasters.

Gift of Izrador (Sp): Beginning at 5th level, a shadowed character is tempted with spells granted by Izrador. Each time the shadowed character receives the Gift of Izrador, he selects one of Izrador's domains and gains the ability to cast the first level spell of that domain. The character may prepare a number of spells per day for each Gift of Izrador he receives. A character with Gift of Izrador IV, for example, could prepare and cast four first-level spells per day from up to four different domains. These spells are in addition to any the character gains from legate levels. Izrador grants spells from the Death, Destruction, Evil, Magic, and War domains.

When a shadowed character uses one of these granted spells, Izrador immediately knows the character's precise location. Astiraxes within one mile of the caster automatically pinpoint the spot where the granted spell was cast, though the character may be gone when they get there.

Death Knell (Sp): This ability works just like the spell, except the shadowed character must reduce the target to negative hit points himself.

Rebuke Undead (Su): A shadowed character can rebuke undead by invoking the name of Izrador. The character may rebuke undead a number of times per day equal to three plus his Charisma modifier. If the character is granted the power to rebuke undead by a character class, this ability merely grants one more use per day.

Imposing Presence (Su): The shadowed character begins to take on fearsome aspects of shadow at 14th level: dark and sunken eyes, cold flesh, a grim and joyless demeanor. The character gains a +4 profane bonus on Intimidate checks against strangers and a +2 profane bonus on Diplomacy checks with servants of Izrador.

Frightful Presence (Su): At 19th level, the shadowed character becomes permanently altered by the power of evil. The Will save DC to resist the character's frightful presence is $10 + 1/2$ his character level + his Charisma modifier.

Wiser

Wiser heroes have more than a knack for learning and scholarly pursuits—they crave knowledge like it was food. The blood of wiser characters comes from supremely intelligent extraplanar creatures; these descendants are the only remaining trace of their kind. Wiser characters are curious and intelligent, intuitive and level-headed. They are natural travelers with an insatiable thirst for lore that makes them outlaws under the Shadow.



Wiser Abilities by Level

Level	Ability
1	+1 Skill Point
2	Bonus Feat
3	+1 Skill Point
4	Insight +2
5	+1 Int
6	+1 Skill Point
7	Insight +4
8	Bonus Feat

9	+1 Skill Point
10	+2 Int
11	+1 Skill Point
12	Insight +6
13	+1 Skill Point
14	Bonus Feat
15	+3 Int
16	+1 Skill Point
17	Insight +8
18	+1 Skill Point
19	Bonus Feat
20	+4 Int

Wiser Ability Descriptions

Bonus Skill Points (Ex): At 1st, 3rd, 6th, 9th, 11th, 13th, 16th, and 18th levels, a wiser character gains an extra skill point to spend. This bonus skill point is added to whatever skill points the character gets that level from her character class.

Bonus Feats (Ex): At 2nd, 8th, 14th, and 19th levels, a wiser character gets the Skill Focus feat for free. This bonus feat can only be applied to Knowledge, Profession, or Craft skills.

Insight (Ex): Wiser characters are always listening, reading, and watching what they can—and remember almost everything they see. A wiser character may add her Insight bonus plus her Intelligence modifier to one skill check per day. A wiser character can also use her Insight bonus plus her Intelligence modifier to make insight checks like a bard makes bardic knowledge checks.

Prestige Classes

Spellcasters in a MIDNIGHT campaign have to make difficult choices as they grow in power and select new schools to learn. By choosing one of these classes, your character is choosing to specialize. What you lose in versatility will be surpassed by potency.

The names and game mechanics of these prestige classes are designated **Open Game Content**. The background descriptions are designated as closed content.

Collaborator

In this Last Age of Aryth, when all of Eredane lays vulnerable before the armies of a dark god, the temptation to escape destruction through damnation can be overwhelming. What is the lesser evil: to die for a cause and join the legions of the Fell, or to survive the onslaught of evil and carry some shred of your culture and your people through the darkness and into the years beyond? What is the lesser evil: to be smothered by the tyranny of Shadow or to defeat an unholy god with the help of a petty demon? Some souls ally with Aryth's demons to save their own skins, but some believe that evil can best combat evil. Whether he sees himself as a profiteer struggling in the space between two great armies or as a strategist exploiting a valuable and dangerous resource, every collaborator is involved in a perilous business.

Hit Die: d8

Collaborator

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1st	+0	+0	+0	+2	Obsidian tongue +2, art of magic, improved spellcasting
2nd	+1	+0	+0	+3	Imp, immunity to fear
3rd	+2	+1	+1	+3	Obsidian tongue +4
4th	+3	+1	+1	+4	Dark Invitation
5th	+3	+1	+1	+4	Obsidian tongue +6
6th	+4	+2	+2	+5	Shadow-tapping
7th	+5	+2	+2	+5	Obsidian tongue +8
8th	+6	+2	+2	+6	Savvy host
9th	+6	+3	+3	+6	Obsidian tongue +10
10th	+7	+3	+3	+7	Respect

Requirements

To qualify to become a collaborator, a character must fulfill all the following criteria.

Skills: Bluff 8 ranks, Diplomacy 8 ranks, Sense Motive 8 ranks.

Feats: Deceitful or Negotiator, Magecraft.

Alignment: Chaotic neutral or true neutral.

Special: Must be able to speak the Black Tongue.

Class Skills

The collaborator's class skills (and the key ability for each skill) are Appraise (Int), Bluff (Cha), Concentration (Con), Diplomacy (Cha), Disguise (Cha), Forgery (Int), Gather Information (Cha), Hide (Dex), Knowledge (history) (Int), Knowledge (religion) (Int), Listen (Wis), Move Silently (Dex), Perform (Cha), Profession (Wis), Search (Int), Sleight of Hand (Dex), Spellcraft (Int), and Spot (Wis).

Skill Points at Each Level: 4 + Int modifier.

Class Features

All of the following are class features of the collaborator prestige class.

Weapon and Armor Proficiency: Collaborators gain no proficiency with any weapon or armor.

Obsidian Tongue (Ex): A collaborator knows how to appeal to the ego of an agent of Shadow; he can dissuade suspicion and wield the dark humor of the orcs. When making Bluff, Diplomacy, and Gather Information checks involving servants of Izrador, he adds the listed bonus to his roll. A collaborator always takes on the role of the lesser being when using this ability. He humbly begs or dares to suggest, and never makes demands.

Improved Spellcasting (Ex): Each time the character achieves a new collaborator level, he gains one new spell of any school and level he can cast (according to his new level). A collaborator can learn additional spells according to the normal rules for learning spells.

In addition, the collaborator's effective caster level increases by one. This affects level-related spell effects, caster level checks, and the level of spells that the character can learn. It does not grant him any bonus spells or spell energy.

Collaborator levels stack with channeler levels for the purposes of determining the highest-level spells the character can cast. A character with more channeler and collaborator levels than levels in other classes adds +1 to his character level to determine the highest-level spell he can cast. For example, a `chn5/clb3/wld7` can cast up to 8th-level spells.

Art of Magic (Ex): The collaborator gains spell energy equal to his class level each day. This bonus spell energy stacks with that gained from the Magecraft feat and channeler levels.

Imp (Ex): Collaborators slowly develop reputations as negotiators, go-betweens, and social connectors in the corrupt courts of Erenland and beyond. At 2nd level, the collaborator first attracts the attention of evil powers outside the pervue of Izrador and gains a courtesan imp (page 58) as a hireling, if he wants one. Unlike regular hirelings, however, a courtesan imp improves over time: it

gains one Hit Die for every three levels the collaborator gains in any class.

Immunity to Fear (Su): Beginning at 2nd level, the collaborator is immune to all fear effects, magical and otherwise.

Dark Invitation (Su): At 4th level, the collaborator learns to entice evil spirits and demons to do his bidding. The collaborator gains the Greater Spellcasting (Conjuration) feat for free and a *summon monster* spell of any level he can cast, in addition to the spell he gains this level from improved spellcasting.

Shadow-Tapping (Su): At 6th level, the collaborator learns how to tap the divine power Izrador radiates across the lands in his control. The collaborator gains access to the granted abilities and spells from any two of Izrador's domains and is able to cast these spells regardless of the schools he knows. The collaborator must still be of a sufficient level to cast these spells and pays for them using his spell energy as normal.

Savvy Host (Su): At 8th level, the collaborator attracts even more powerful demons and is able to communicate with them, regardless of their race or background. The collaborator gains the Augment Summoning feat for free, even if he does not meet the prerequisites. The collaborator can communicate with any creature he summons as though he were under the effects of a *tongues* spell cast by an 18th-level channeler. Plus, the collaborator gains one *summon monster* spell of any level he can cast, in addition to the spell he gains this level from the improved spellcasting ability.

Respect (Ex): At 10th level, the collaborator finally receives genuine respect and recognition by the forces of Shadow, even if that respect is derived from lies and second-hand stories. The collaborator gains a variation of the Leadership feat for free. The followers and cohorts he attracts are always servants of the Shadow: orcs, goblins, and humans from the lowest ranks of Izrador's armies. These followers work with the collaborator only when he is within their territory, village, or city. When the collaborator leaves, they stay behind. In each occupied city or subjugated countryside the collaborator visits, however, he is able to drum up local followers for specific, short-term assignments (generally no more than one day per collaborator level). Any changes to the collaborator's Leadership score (through the death of a follower, for example) stay with him, even when gathering new followers in a new region—word travels quickly.

Followers understand that they may be engaging in unusual or tangential assignments, but become suspicious if asked to perform duties seemingly contrary to the will of Izrador. The collaborator may have to disguise assignments. For example, he may order a squad of orcs to escort "slaves" rather than "escapees," or ransack a house for magical contraband and claim that whatever's found will be turned over to the legates. The collaborator's followers immediately turn on him if ordered to attack other loyal followers of Izrador.

Gardener of Erethor

The elves of Erethor have long put sorcery to use for home-making and the cultivation of civilization. The gardeners of Erethor are masters of the art, tasked with creating and maintaining retreats throughout the woodlands of the elves. The highest honor a gardener of Erethor can receive is an invitation to oversee a grove, park, or garden in Caradul; in centuries past, gardeners of Erethor created flowering retreats and meditation gardens for Aradil herself. Since so few of these magical homebodies fought in the battles against the Shadow in the past, they naturally became reliable keepers of elven history, customs, and magical traditions. Since so many survived the invasion of Erenland, they are now frequently called upon to use their magical abilities on dangerous quests. Gardeners of Erethor are now sent on roving assignments to create safe havens for warriors and refugees among the free races of Eredane, as well as to carry news and nurse hope.

Hit Die: d6

Requirements

To qualify to become a gardener of Erethor, a character must fulfill all the following criteria.

Skills: Profession (gardener, herbalist, or farmer) 8 ranks, Knowledge (nature) 8 ranks.

Feats: Magecraft, Spellcasting (Abjuration).

Alignment: Lawful good, lawful neutral, neutral good, or true neutral.

Special: Must be an elf.

Class Skills

The gardener of Erethor's class skills (and the key ability for each skill) are Climb (Str), Concentration (Con), Craft (Int), Diplomacy (Cha), Handle Animal (Cha), Heal (Wis), Knowledge (architecture and engineering) (Int), Knowledge (nature) (Int), Listen (Wis), Profession (Wis), Ride (Dex), Spellcraft (Int), Spot (Wis), Survival (Wis), and Swim (Str).

Skill Points at Each Level: 4 + Int modifier.

Class Features

All of the following are class features of the gardener of Erethor prestige class.

Weapon and Armor Proficiency: Gardeners gain no proficiency with any weapon or armor.

Homemaker (Ex): A gardener of Erethor is a master of his profession, never at a loss for ideas, and never behind on his skills. Once a gardener of Erethor has purchased the max ranks in skills key to his trade, he never has to purchase another rank again. Beginning at 1st level, a gardener of Erethor automatically gains one free rank each level in Knowledge (nature) and one

Gardener of Erethor

Class	Base Attack Level	Fort Save	Ref Save	Will Save	Special
1st	+0	+2	+0	+2	Homemaker, art of magic, improved spellcasting
2nd	+1	+3	+0	+3	Bonus spells, spiritual link
3rd	+1	+3	+1	+3	Bonus feat
4th	+2	+4	+1	+4	Bonus spell
5th	+2	+4	+1	+4	Bonus feat
6th	+3	+5	+2	+5	Bonus spell, woodsman
7th	+3	+5	+2	+5	Bonus feat
8th	+4	+6	+2	+6	Bonus spell
9th	+4	+6	+3	+6	Chosen ground
10th	+5	+7	+3	+7	Bonus spell

Profession skill of his choice, from the following list: Profession (gardener), Profession (farmer), or Profession (herbalist).

Improved Spellcasting (Ex): Each time the character achieves a new gardener of Erethor level, he gains one new spell of any school and level he can cast (according to his new level). A gardener of Erethor can learn additional spells according to the normal rules for learning spells.

In addition, the gardener of Erethor's effective caster level increases by one. This affects level-related spell effects, caster level checks, and the level of spells that the character can learn. It does not grant him any bonus spells or spell energy.

Gardener of Erethor levels stack with channeler levels for the purposes of determining the highest-level spells the character can cast. A character with more channeler and gardener of Erethor levels than levels in other classes adds +1 to his character level to determine the highest-level spell he can cast. For example, a chn5/grd3/wld7 can cast up to 8th-level spells.

Art of Magic (Ex): The gardener of Erethor gains spell energy equal to his class level each day. This bonus spell energy stacks with that gained from the Magecraft feat and channeler levels.

Bonus Spells (Ex): At 2nd level, and every two levels thereafter, a gardener of Erethor is able to learn and cast one new spell from the following list, even if they are not of a school he knows. These spells are learned in addition to the spell gained each level from the improved spellcasting ability. A gardener of

Erethor may learn one of these spells even if he is not currently of a sufficient level to cast it; the spell becomes available as soon as he achieves the necessary caster level.

0 Level—*Create water, know direction, purify food and drink.*

1st Level—*Detect animals or plants, endure elements, entangle, hide from animals, speak with animals.*

2nd Level—*Fire trap, gust of wind, soften earth and stone, tree shape, wood shape.*

3rd Level—*Diminish plants, plant growth, snare, speak with plants, stone shape.*

4th Level—*Blight, command plants, control water.*

5th Level—*Awaken, commune with nature, hallow, permanency, transmute mud to rock, transmute rock to mud, tree stride, wall of thorns.*

6th Level—*Ironwood, liveoak, move earth, stone tell, wall of stone.*

7th Level—*Animate*



plants.

8th Level—*Control plants, sympathy.*

9th Level—*Antipathy, shambler.*

Spiritual Link (Su): Beginning at 2nd level, the gardener of Erethor is able to form unique spiritual links with specific gardens, groves, and dales that are favorites of his. He can form a total number of spiritual links equal to half his gardener of Erethor level; once forged, these links cannot be changed or broken. The area specified must be a specific plot of land less than half a mile in diameter. No part of the area may contain a temple dedicated to an evil deity, such as Izrador. The spiritual link has three effects.

First, the gardener of Erethor is linked to every one of his specified sites by a permanent *alarm* spell that mentally informs him when evil-aligned creatures have entered the linked area. This ability functions over any distance and never expires.

Second, the gardener of Erethor is considered to be one caster level higher for all purposes when he is in one of his favored areas. This may allow him to cast one of his bonus spells before he would otherwise be able to do so.

Third, the linked area acts as a greater spell talisman for the gardener of Erethor. When he links himself to an area, he also decides what spell will have its cost reduced in that area.

Bonus Feats (Ex): At 3rd, 5th, 7th, and 10th levels, the gardener of Erethor gains the use of one bonus feat from the following list, even if he does not meet the prerequisites: Craft Rune of Power, Empower Spell, Skill Focus, Widen Spell.

Woodsmen (Ex): Beginning at 6th level, the gardener of Erethor gains a +2 bonus on all Handle Animal and Survival skill checks.

Chosen Ground (Ex): At 9th level, the gardener of Erethor is able to surpass his normal fighting ability when defending a patch of ground he chooses. Once per day, the gardener of Erethor may specify a 20-foot-by-20-foot area to be chosen ground for one hour per caster level. While within that area, he gains a +2 morale bonus to attack and damage rolls, a +2 bonus to AC, and use of the Improved Bull Rush feat for free. If he leaves the area, he loses the benefits of chosen ground until he returns.

Snow Witch

Hiding in the rocky highlands of the Veradeen, living in secret cottages, and tending to ancient rings of standing stones erected by the *elthedar*, are the snow witches. Once a sisterhood of guides and protectors, the snow witches of the Last Age are a scattered lot. It's rare, now, that snow witches convene to share stories, swap news, and discuss their purpose. The war against the Shadow in the Second Age took the life of every snow witch alive at the time; modern snow witches are striving to make sense of the order's old texts and runes. The sisterhood is known to have been dedicated to the protection and secrecy of power nexuses throughout the Veradeen, but many of the powerful sites the witches should be guarding—some of the most



TSR/NEC

Snow Witch

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1st	+0	+2	+0	+2	Way of the snow witch +2, art of magic, improved spellcasting
2nd	+1	+3	+0	+3	Resistance to cold 5
3rd	+1	+3	+1	+3	Like Snowfall
4th	+2	+4	+1	+4	Cloak of snow, way of the snow witch +4
5th	+2	+4	+1	+4	Resistance to cold 10
6th	+3	+5	+2	+5	House of summer
7th	+3	+5	+2	+5	<i>Control weather</i> 1/day
8th	+4	+6	+2	+6	Resistance to cold 15
9th	+4	+6	+3	+6	Aura of winter
10th	+5	+7	+3	+7	Immunity to cold, <i>control weather</i> 2/day

potent in Eredane—have been forgotten. Today, snow witches strive to protect the magic and people of northern Erethor without exposing their tradition to extermination again.

Traditionally, snow witches are female.

Hit Die: d8

Requirements

To qualify to become a snow witch, a character must fulfill all the following criteria.

Skills: Knowledge (arcana) 4 ranks, Knowledge (nature) 4 ranks, Spellcraft 4 ranks, Survival 4 ranks.

Feats: Endurance, Magecraft, Spellcasting (any).

Alignment: Cannot be lawful evil, neutral evil, or chaotic evil.

Special: Must reach the top of the Keep on the Glacier (see page 16) or spend one winter's night within a ring of standing stones in the Veradeen without blankets, fire, gloves, boots, hats, or spells.

Class Skills

The snow witch's class skills (and the key ability for each skill) are Climb (Str), Concentration (Con), Craft (Int), Heal (Wis), Hide (Dex), Knowledge (arcana) (Int), Knowledge (nature) (Int), Listen (Wis), Move Silently (Dex), Profession (Wis), Search (Int), Spellcraft (Int), Spot (Wis), Survival (Wis), and Swim (Str).

Skill Points at Each Level: 4 + Int modifier.

Class Features

All of the following are class features of the snow witch prestige class.

Weapon and Armor Proficiency: Snow witches gain no proficiency with any weapon or armor.

Way of the Snow Witch (Ex): A snow witch endures weather to appreciate the beauty of the Veradeen and to survive. Thus, she quickly develops an endurance against all weather effects. At 1st level, the snow witch gains a +2 bonus to all saving throws to resist weather effects and all naturally occurring types of energy damage, including lava and lightning. Effects created or provoked by a spell (such as *call lightning*) are not naturally occurring. At 4th level, this bonus increases to +4.

The arcane path of the snow witch is highly ritualized; all snow witches learn the same spells. Each level, the snow witch learns every spell on the following list that she is of a sufficient level to cast. She can cast any spell on this list, even if she doesn't have the appropriate feat for the spell's school. These spells are learned in addition to the spells she gains every three levels through improved spellcasting.

0 Level—*Detect magic, ray of frost.*

1st Level—*Chill touch, obscuring mist.*

2nd Level—*Gust of wind, levitate, weather.*

3rd Level—*Quench, sleet storm, wind wall.*

4th Level—*Air walk, ice storm.*

5th Level—*Cone of cold, control winds.*

6th Level—*Freezing sphere, mislead, wind walk.*

7th Level—*Control weather.*

8th Level—*Polar ray, whirlwind.*

9th Level—*Storm of vengeance.*

Improved Spellcasting (Ex): For every three snow witch levels the character achieves, she gains one new spell of any school and level she can cast (according to her new level). A snow witch can learn additional spells according to the normal rules for learning spells.

In addition, the snow witch's effective caster level increases by one. This affects level-related spell effects, caster level checks, and the level of spells that the character can learn. It does not grant her any bonus spells or spell energy.

Snow witch levels stack with channeler levels for the purposes of determining the highest-level spells the character can cast. A character with more channeler and snow witch levels than levels in other classes adds +1 to her character level to determine the highest-level spell she can cast. For example, a *chn5/snw3/wld7* can cast up to 8th-level spells.

Art of Magic (Ex): The snow witch gains spell energy equal to her class level each day. This bonus spell energy stacks with that gained from the Magecraft feat and channeler levels.

Like Snowfall (Sp): At 3rd level, the snow witch develops powers through her study of falling snow. She is permanently affected by a *pass without trace* spell, unless she wishes to be tracked. She may also use *feather fall* three times per day as a spell-like ability. Activating these effects in a free action for the snow witch.

Cloak of Snow (Su): Beginning at 4th level, the snow witch may use the *weather* spell at will as a supernatural ability, affecting only the space she occupies. This ability functions only if the snow witch is outdoors.

House of Summer (Su): At 6th level, the snow witch is able to offer protection to friends and allies from the cold of the Veradeen. Once per day, the snow witch may use *secure shelter* as a spell-like ability. Unlike an ordinary *secure shelter*, this cottage (and those inside) are totally unaffected by natural weather conditions, including extreme heat and cold.

Control Weather (Sp): At 7th level, the snow witch can *control weather* once per day as a spell-like ability, as though she were a druid of the same level. At 10th level, the snow witch can use this ability twice per day.

Aura of Winter (Su): At 9th level, the snow witch becomes master of her own climate. With a standard action, up to twice per day, she may dictate the exact temperature of a 20-ft. radius area centered on herself, with related effects (such as ice and mud) developing in the next round. Within this area, she may use *weather* up to three times per day as a spell-like ability, even when indoors. The aura of winter remains for up to one hour per level, though the snow witch can dismiss the effect at will; temperatures then slowly return to normal.

Syphon

No organization or brotherhood brings syphons together. Not anymore. The ways of the syphon were outlawed in Erethor during the Second Age and, later, in Erenland. The first syphons were Sarcosan mercenaries with only the slightest skill in sorcery. The most infamous syphons came later, after the syphon mercenary units were disbanded at the start of the Third Age, when their kind worked as assassins in Sharuun, Baden's Bluff, and Highwall. While syphons are not uniformly evil, they are usually heartless, so it comes

as no surprise to the channelers of Erethor that some syphons took posts beneath the banners of Izrador's armies. Most syphons survived the invasion of the Shadow, in fact, regardless of their allegiance. All syphons have the grim resolve and lethal skills necessary to survive beneath the Shadow.

Hit Die: d10

Requirements

To qualify to become a syphon, a character must fulfill all the following criteria.

Base Attack Bonus: +8.

Skills: Spellcraft 8 ranks.

Feats: Improved Critical, Magecraft, Martial or Exotic Weapon Proficiency.

Special: Must find a syphon and persuade him to share his expertise.

Class Skills

The syphon's class skills (and the key ability for each skill) are Climb (Str), Concentration (Con), Craft (Int), Intimidate (Cha), Jump (Str), Profession (Wis), Ride (Dex), Spellcraft (Int), and Swim (Str).

Skill Points at Each Level: 2 + Int modifier

Class Features

All of the following are class features of the syphon prestige class.

Weapon and Armor Proficiency: Syphons gain no additional proficiency with any weapon or armor.

Death Knell (Sp): At first level, a syphon is able to use *death knell* once per day as a spell-like ability. In addition to the normal effects of the spell, the syphon absorbs 1d4 points of bonus spell energy from the target. A syphon can store an amount of bonus spell energy in excess of his own spell energy equal to his spellcasting ability modifier plus his syphon level. This spell energy vanishes when the *death knell* effect expires. This ability works even on creatures without the Magecraft feat.

The syphon can use this ability twice per day at 3rd level, and three times per day at 5th level.

Deathwatch (Sp): The syphon has a supernatural ability to see the darkening shadow of death. At first level, the syphon gains the ability to use *deathwatch* once per day as a spell-like ability. Unlike other spell-like abilities, however, the syphon can activate *deathwatch* additional times per day by spending one point of spell energy each time.

At 3rd and 5th levels, the syphon can use *deathwatch* additional times per day at no cost in spell energy.

Improved Spellcasting (Ex): The syphon's effective caster level increases by one. This affects level-related spell effects, caster level checks, and the level of

Syphon

Class	Base Attack Level	Fort Save	Ref Save	Will Save	Special
1st	+0	+2	+0	+2	<i>Death knell</i> 1/day, <i>deathwatch</i> 1/day, improved spellcasting
2nd	+1	+3	+0	+3	Blood-syphoning, ignore armor 10%
3rd	+2	+3	+1	+3	<i>Death knell</i> 2/day, <i>deathwatch</i> 2/day
4th	+3	+4	+1	+4	Spell-syphoning, ignore armor 20%
5th	+3	+4	+1	+4	<i>Death knell</i> 3/day, <i>deathwatch</i> 3/day, blood talisman

spells that the character can learn. It does not grant him any bonus spells or spell energy.

Syphon levels stack with channeler levels for the purposes of determining the highest-level spells the character can cast. A character with more channeler and syphon levels than levels in other classes adds +1 to his character level to determine the highest-level spell he can cast. For example, a *chn5/syp3/wld7* can cast up to 8th-level spells.

Ignore Armor (Ex): A syphon seldom has the luxury of using his powers without needing his armor. As such, he adapts to the difficulties of casting spells while in armor. At 2nd level, he subtracts 10% from the arcane spell failure chance imposed by armor or shields he is using. This bonus increases to 20% at 4th level.

Blood-Syphoning (Su): At 2nd level, the syphon develops the ability to drain power from fresh and strong targets. By spending three points of spell energy and making a successful melee touch attack, the syphon is able to deliver a syphoning blow to his enemy. This affects the target and the syphon exactly like a *vampiric touch* spell, except the target also loses up to 1d4 + the attacker's syphon level in points of spell energy, which are gained by the syphon. This ability cannot extract spell energy from creatures with no spell energy, and never causes Con damage.

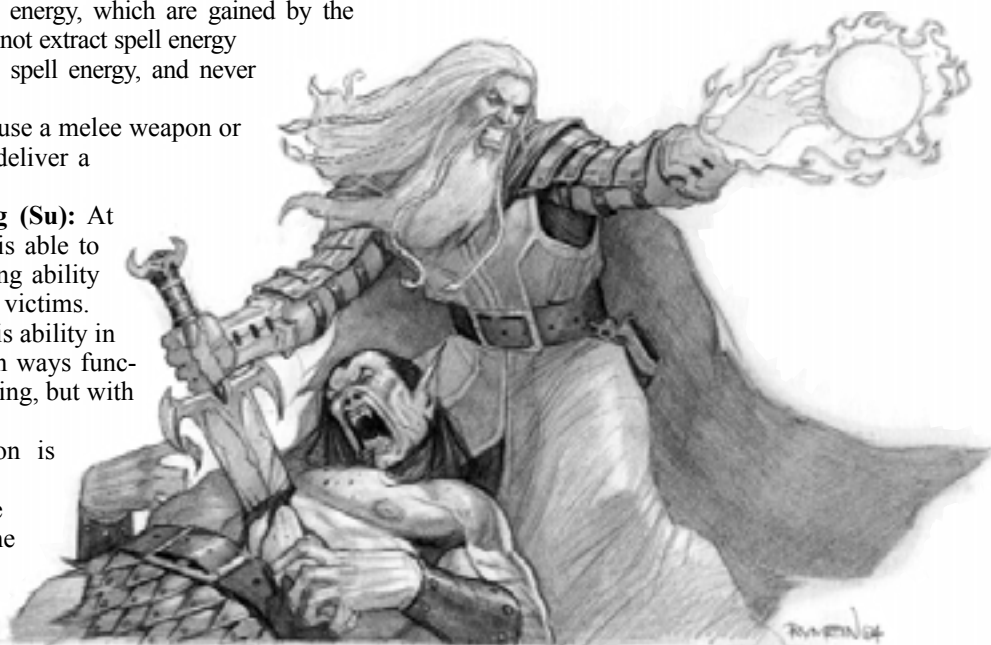
The syphon can use a melee weapon or an unarmed strike to deliver a syphoning blow.

Spell-Syphoning (Su): At 4th level, the syphon is able to use his blood-syphoning ability to draw spells from his victims. The syphon can use this ability in one of two ways. Both ways function like blood-syphoning, but with the following changes.

First, the syphon is able to extract the knowledge of any one spell from a target he hits with his blood-syphoning ability.

The syphon retains the ability to cast this spell until he next recovers his own spell energy through sleep, when the spell fades from his mind. He casts this spell as if he had learned it himself, at his own caster level. Syphons may use an extracted spell to create a scroll or other magic item, provided they have the appropriate item creation feat.

Alternately, if the syphon can get a grip on his target, he can cast spells the target knows, using the target's own spell energy. To do this, the syphon must succeed at a blood-syphoning attack as normal. The syphon and his target then make opposed grapple checks. If the syphon succeeds, he has the target in his grip and may cast any spell the target knows, using the target's spell energy, at the target's caster level, on subsequent rounds. The target is entitled to a grapple check or an Escape Artist check on his turn to escape the syphon's grip. Neither participant is considered grappled during this exchange; the victim may attack, move, cast spells, and otherwise act normally, but cannot leave the syphon's threatened space without a successful grapple or Escape Artist check, unless the syphon releases him or is incapacitated.



CHAPTER 5

Magic Items & Monsters

The heroes of MIDNIGHT brave dangerous monsters and quest for precious treasures in an effort to rid the world of the Shadow. This chapter gives them new challenges to face and new rewards to receive. Every combat endured, every covenant item recovered, brings a character one step closer to the strength she'll need to fight her final battle against evil.

Magic Items

In a MIDNIGHT campaign, magic items can be simple, common things like flowers or unique and historic objects like a king's sword. Even (or especially) the smallest magical objects can make a difference in the fight for Eredane. A magic item by itself is, after all, useless; only in the hands of a hero does a magic item become an instrument of change and a symbol of hope.

The names and game mechanics of the following magic items are designated **Open Game Content**. The descriptions and background text in this section is closed content.

Charms

The folklore passed down through common families has kept the knowledge of charm crafting in the world for millennia. This bit of peasant magic doesn't just give the furtive and hopeful rebel an edge against his enemies, it keeps him in touch with his cultural heritage and reminds him of the people who came before him. Charms are symbolic of the traditions and power that have survived the Shadow's attempt at extermination.

In Erenland, the secrets of charm-making are slowly spreading from village to village, just out of sight of the enemy. Gnomish smugglers and traveling laborers bring charms with them on their journeys and share

the knowledge of their creation. It is Aradil's hope that the peasant craftspeople of Erenland will one day be able to make enough charms for every resistance fighter in hiding and warrior in battle to have one.

A charm could be the spark of confidence that spurs a frightened farmer to action, that gives a servant the courage to become a spy. The ability to show a person his own inner strength is the real value of a charm, in the eyes of the Witch Queen. What the simple magic of an everyday trinket—and its invisibility to the forces of Shadow—teaches a young hero about herself is more precious than luck.

Naturally Occurring Charms

In areas of profound historical significance and places infused with powerful emotional resonance, charms sometimes occur naturally. This is very rare, but is thought to be the inspiration for the old rituals used by ancient folk to craft the first charms. Sometimes natural charms appear around dead power nexuses, as manifestations of the last trickles of arcane power, but more often they're found in remote places where the unspoiled beauty of Aryth meets the overwhelming pathos of the free races.

Like hand-made charms, natural charms take many forms. The flowers that grow on the field of a disastrous battle are imbued with a trace of ferocity from the final charge. The tree under which Hedgreg the Last was married produces a few white acorns each year, which are thought to be lucky. Worms from the unmarked grave of a wrongly executed man supposedly grant some aid to those enduring torture and abuse.

Unlike a power nexus, natural charms are unreliable. They cannot be counted upon to regrow, be replaced, or even appear in the first place. They never manifest in large enough numbers to attract the attention of serious channelers, and often go undiscovered for

Expanded Random Charm Tables

Table 1: Appearance (d%)

01–33	Roll on Table 1.1
34–66	Roll on Table 1.2
67–00	Roll on Table 1.3

Table 1.1: Appearance (d%)

01–08	Smooth pebble
09–14	Roughly carved idol
15–20	Etched flint
21–26	Broken arrowhead
27–32	Sprig of holly
33–38	Perfectly straight twig
39–44	Whittled statue
45–50	Lightning-singed bark
51–56	Flat metal ring
57–62	Thin chain
63–68	Twisted wire strands
69–74	Silver coin
75–80	Leafy vine
81–86	Dirt clod
87–92	Woven grass
93–00	Pressed flower

Table 1.2: Appearance (d%)

01–08	Wooden doll
09–14	Loaf of bread
15–20	Pottery sherd
21–26	Pinned butterfly
27–32	Tile from a mosaic
33–38	Braid of hair
39–44	Dash of mixed salts
45–50	Glass jewel
51–56	Animal skull
57–62	Clay pipe
63–68	Calligraphic letter
69–74	Drawstring tassel
75–80	Ox tooth
81–86	Cherry pit
87–92	Perfumed cloth
93–00	Broken coin

Table 1.3: Appearance (d%)

01–08	Wool scarf
09–14	Painted sea shell
15–20	Dyed handprint
21–26	Wood and linen torch
27–32	Trimmed feather
33–38	Captured insect
39–44	Carved driftwood
45–50	Copper ear stud
51–56	Leather flask
57–62	Belt buckle
63–68	Paper bird
69–74	Knit hat
75–80	Scented cork
81–86	Crown of leaves
87–92	Iron nail
93–00	Pewter tankard

decades. The only way to find a natural charm is to chase legends or to happen upon one. A character who succeeds at a Wisdom check (DC 10) recognizes a natural charm within 60 feet for what it is. Anyone who holds a natural charm in hand instinctually understands its benefits.

Natural charms provide the DM with a way to use charms as treasure when the PCs are far removed from civilization or friendly folk. They are functionally identical to hand-made charms.

Random Charms

Charms can be anything. Though the camouflage of apparent uselessness is the main advantage of a charm, some charm weavers select objects more visible or sentimental, so that the object will retain some emotional power after its magic has gone. The random tables above expand on the

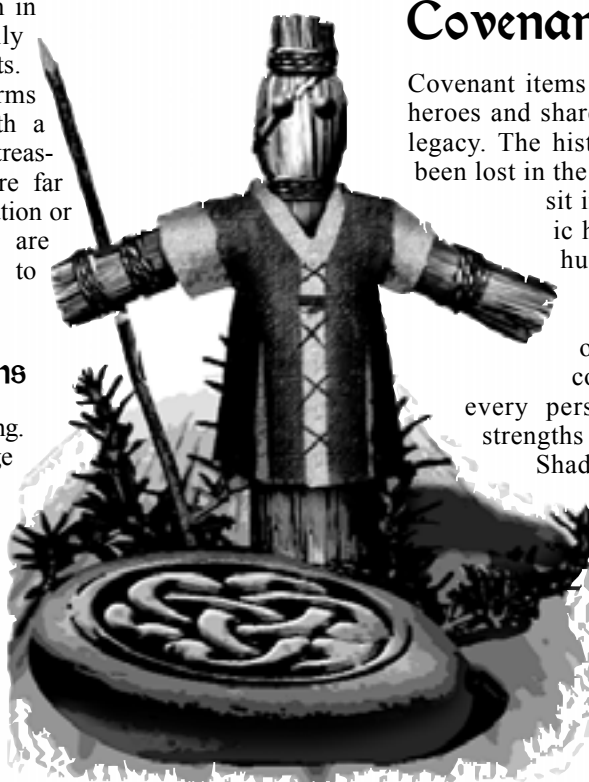
Random Charm Tables on pages 84–85 of the *MIDNIGHT* campaign sourcebook. These replace **Table 1: Appearance**, but are wholly optional.

Covenant Items

Covenant items bear the grace and favor of ancient heroes and share them with those who take up their legacy. The histories of many covenant items have been lost in the fires of Izrador's victory. Some may sit in plain sight, within reach of a heroic hand, untouched and unidentified for hundreds of years. The origins of covenant items forged during the final days of the Third Age are often completely unknown. Some covenant items became myths when every person who knew the truth of their strengths was defeated in battle against the Shadow. Today, covenant items may be all that remain of otherwise forgotten heroes.

Bjornar's Dowry

The story of the Dornish warrior-poet Bjornar is one of fidelity in the face of seduction. In the Second Age, Bjornar the Joyous became famous



first for succeeding at a series of riddles and challenges posed by a stunningly beautiful nymph. Despite the lures and promises made by the lovely fey woman, Bjornar remained true to his sweetheart, Eleanelle. To reward his dedication and honor, Eleanelle's father gave their wedding his blessing; she would marry Bjornar in public, instead of eloping as planned.

Eleanelle, the eldest daughter in a family of warriors, became quite a respected armorer and weaponsmith. As a wedding present to Bjornar, she made for him a helmet and axe. Her father gave him fine Sarcosan boots, plundered in battle, to bear him safely to and from home.

Bjornar wore his gifts into battle over the next decade, then returned to Northern Erenland to spend one last winter with his bride before his death in 1113 SA. Bjornar was buried with the dowry Eleanelle had given him.

At the end of the Third Age, facing traitors and oath-breakers on all sides, Bjornar's descendant Lethelm the Honest opened his ancestor's tomb and withdrew Bjornar's doweries. He wore them into battle against the Shadow, only to be murdered by a turncoat with a new oath of fealty to Izrador.

Axe of Eleanelle

The axe Eleanelle made for Bjornar appears to be a simple soldier's battleaxe. In fact, it's made from dark-wood, and her name is hidden in the axe's spiral grip. The axe grants its wielder the following abilities.

1st Level: The axe is a hand-and-a-half weapon, like a bastard sword. The wielder may use this weapon one-handed or two-handed without penalty.

4th Level: The axe gains a +1 enhancement bonus.

7th Level: The axe enables the wielder to cast *true strike* twice per day as a 4th-level channeler.

10th Level: The axe grants the wielder a +4 bonus on attack rolls to oppose being disarmed and gains a +2 enhancement bonus.

Boots of Bjornar

These Sarcosan boots have survived the centuries through powerful enchantments. They were intended to aid Sarcosan travelers to the chilly north, and grant the wearer the following abilities.

1st Level: The boots grant the wearer a +4 bonus to Balance and Ride checks.

3rd Level: The boots allow the wearer to cast *pass without trace* once per day as a 5th-level channeler.

6th Level: The boots grant the wearer resistance to cold 5.

Helm of Bjornar

This Dornish helm is made from iron and plated in silver. It can be fitted with a leather or chainmail skirt to protect the neck, and grants its wearer the following abilities.

2nd Level: The helmet grants its wearer a +1 armor bonus that stacks with up to two other armor bonuses.

4th Level: The helmet allows its wearer to cast *see invisibility* three times per day as a 6th-level channeler.

6th Level: The helmet grants its wearer a +2 enhancement bonus to Wisdom.

12th Level: The helmet enables the wearer to cast *true seeing* once per day as a 12th-level channeler.



The Blade of the Banisher

Galad the Banisher, so-called because of his crusade to drive channelers and evil spirits out of Erenland, bore this sword in battle against orc channelers, evil wizards, and magical horrors. With it, he carved out a small patch of land just south of the Sea of Pelluria where no channeler was allowed to tread without first appearing before Galad himself. He was, perhaps, a bit mad, but he had the strength of arms to back up his madness.

Why Galad so completely distrusted channelers is unknown, but it is commonly said that Galad's brother pursued the arcane arts and was lured into the service of the Shadow by his interest in the arcane. Galad, it is written, fought and killed his brother with the sword that would one day become known as the *blade of the Banisher*. For some reason, Galad didn't bring the blade with him when he went to fight in the final battles of the Third Age. If nothing else, it saved the sword from falling into the hands of the enemy.

The *blade of the Banisher* is a worn and simple longsword that empowers those who fight spellcasters. It has the following abilities.

2nd Level: If the sword is used to score a critical hit on a channeler, the victim loses two points of spell energy.

4th Level: The sword glows bright white when brought within 30 feet of a magical aura.

6th Level: The sword gains a +1 enhancement bonus.

12th Level: Once per day, the sword enables its wielder to perform a targeted dispel on a creature by hitting it with a successful attack. This functions like a *dispel magic*.

spell cast by a 12th-level channeler, but is a free action subsumed in the attack action.

The Elksword

The *elksword* is not actually a sword at all, but half a rack of tynes from a noble elk of the Veradeen. A few magical weapons like this are in use by the snow elves of the Highhorn Mountains, but only one is the proper *elksword*; the one used by the snow elf hero Falanhal to defend the Fortress Wall keeps in the winter of 892 TA.

Falanhal made the *elksword* himself by sharpening the tynes of a white stag that appeared before him in the night. He followed the creature to an orc encampment, where it broke off half its antlers, then fled into the woods. Alerted by the noise, the orcs attacked. Falanhal fought them off with the antlers, slew a dozen of them, and then fled after the stag with its gift in hand.

The *elksword* is clearly a supernatural object. Its bone-white tynes are seemingly impervious to harm and show no signs of their age. It grants its wielder the following abilities.

1st Level: The elksword cuts like steel and is in all ways wielded like a longsword, except that it doesn't appear to be a weapon at first glance.

3rd Level: The elksword enables its wielder to cast *speak with animals* twice per day as a 3rd level channeler.

6th Level: The elksword gains a +1 enhancement bonus and counts as a good-aligned weapon for purposes of damage reduction.

9th Level: The elksword now deals both slashing or piercing damage as the wielder sees fit,



with appropriate threat ranges and critical multipliers for the damage type (slashing: 19–20/x2, piercing 20/x3). The damage of the elksword increases to d10.

Fletcher's Match

This silver shield was forged in the Second Age for a Sarcosan knight. From the day he first carried it into battle, neither he nor his horse was ever struck even a glancing blow by an arrow. After a few years, he had the shield decorated with silver arrows to celebrate his luck and mock his enemies. Many other young knights followed suit, and soon dozens of similar shields were in use on the battlefield. While the name of the Sarcosan knight has been lost to history, the name he gave the shield is still known: *fletcher's match*.

Fletcher's match is a light steel shield that's been dressed in silver and redecorated more than once throughout its history. It grants its bearer the following effects.

2nd Level: The shield denies up to three critical threats on the bearer per day, but only from attacks made with bows. The bearer takes damage as though the hit was not a critical threat.

4th Level: The shield affords the bearer the use of the Deflect Arrows feat.

7th Level: The shield enables the bearer to cast *protection from arrows* once per day, as a 7th-level channeler.

11th Level: The shield enables the bearer to cast *wind wall* once per day as a 10th-level channeler.

The Living Scales

This corselet of scale armor has traveled across Eredane more than once, been worn by elves, dwarves, and humans alike, and seen countless battles of the Third Age. Dwarven legends say the suit was made from the skin and scales of a dying dragon. The dwarves call the armor *wyrlas sik vitolga*: the living scales.

Human tales suggest the armor is unlucky, since it has outlived so many of its previous owners. Dwarves say the armor is simply stronger and more resilient than any creature of flesh and bone. All legends agree on this, though: the armor has survived battles against ogres, legates, and dragons even when its wearer has not.

The *living scales* are brown like very old copper, with a visible sense of age and wear. Grooves and ridges of wounded metal criss-cross the armor's surface like scars. The armor magically resizes to fit any wearer, and has the following abilities.

1st Level: The armor is unusually light and flexible; it imposes an armor check penalty of only –3, and weighs just 20 lbs. So long as the armor has one hit point left, it repairs five hit points per day as though it had healed naturally. Finally, the armor enjoys a +2 bonus to any saving throws it makes while unattended and is always allowed a saving throw as though it were a magical object.

3rd Level: The armor automatically stabilizes the wearer if his hit points fall below zero.

7th Level: The armor gains a +1 enhancement bonus.

11th Level: The armor enables the wearer to cast *cure moderate wounds* once per day as a 10th-level channeler.

The Spear of Kunhar

The dwarven hero Kunhar faced the Shadow's goblins in the deeps beneath the Kaladrun Mountains and in the halls of the Fortress Wall keeps of the north. His name is often invoked by dwarven children when they play with sticks and imagine themselves defending the dwarven cities. Kunhar, though, never considered himself a warrior. He fought only to defend his lands and, if he'd been given enough years of peace, would gladly have settled down and lived a craftsman's life. In the end, as part of a spearman unit with fifty other dwarves, he disappeared fighting goblins beneath the Kaladruns in the tenth year of the Last Age. His spear was found unharmed, but thick with goblin blood.

The *spear of Kunhar* is a device of masterful construction, which Kunhar made himself. Its haft is a collection of metal rods, one inside another, with pegs and holes to lock the rods in place. With a twist of the haft, the rods can be unlocked and moved up or down to make the spear longer or shorter. Somehow, despite the seeming fragility of its parts, the spear has never broken. In addition to its marvelous design, the spear boasts the following powers.

1st Level: With a standard action, the spear's wielder can resize the *spear of Kunhar* to serve as a longspear, a spear, or a shortspear. The wielder suffers no penalty for using the *spear of Kunhar* at a size with which he is not proficient.

3rd Level: The spear becomes the center of a permanent *alarm* spell that mentally alerts the wielder to intruders.

6th Level: The spear gains a +1 enhancement bonus.

9th Level: The spear can now be reconfigured with a move action instead of a standard action.

12th Level: The spear's threat range increases to 19–20.

Whip of Autumn

This unusual halfling item is made of woven hair collected from all the halfling brides married during a Red Trees festival, once held in the autumn by the nomadic tribes. Although called a Whip of Autumn, or the *autumn whip*, this course cord is actually too stiff to be used like a whip. Instead, it's used by halfling channelers in cultural rituals

and for defense. Two *autumn whips* are known to exist.

The *autumn whip* is effectively a long, flexible club with reach, though it can also be used to strike adjacent targets. It deals only 1d4 points of damage on a successful hit, but has the following special abilities.

2nd Level: The *autumn whip* allows the user to transfer spell energy to any target he strikes with the whip. Up to one point of spell energy is transferred from the wielder to the target for each point of damage the target suffers. The wielder may cause spell damage to himself when transferring power, but can transfer as little spell energy as he likes on each hit.

4th Level: A channeler wielding the *autumn whip* may use its 10-foot reach to deliver held charges and melee touch attacks for spells.

6th Level: As a move action, the *autumn whip* may be used as a shield to swat away incoming attacks, granting the wielder a +2 shield bonus to AC. The wielder cannot attack with the whip on the same round that he uses this ability, and cannot wield the whip this way in his off-hand.

10th Level: The *autumn whip* empowers any spell delivered through it. The save DCs of such spells gain a +2 bonus.



Monsters

The magic of Aryth creates monsters as varied as its heroes. Some of these monsters are threats, some are potential allies. Some are both.

The names and game mechanics of these monsters are designated **Open Game Content**. Descriptive and background text remains closed content.

Spellcasting Feats and Spell Selection

Several of the following monsters have spellcasting feats. These feats operate as they do for any character. The spell lists presented for these characters are merely examples—demonstrations of average and appropriate spells for the creature. Individual monsters have their own unique spell lists like any channeler does. Augment or revise these lists as necessary for your own adventures.

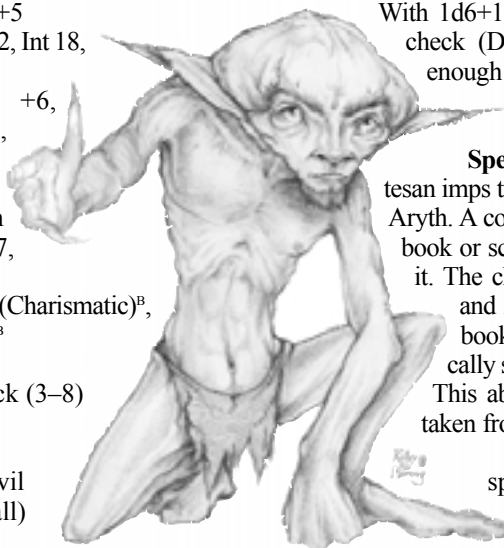
Courtesan Imp

Small Outsider (Chaotic)

Hit Dice: 3d8+3 (16 hp)

Initiative: +3

Speed: 30 ft. (6 squares)
AC: 17 (+1 size, +3 Dex, +3 natural), touch 14, flat-footed 14
Base Attack/Grapple: +3/+3
Attack: Needles +6 ranged (1d4), or Claws +4 melee (1d3)
Full Attack: Darts +6 ranged (1d4), or Claws +4 melee (1d3)
Space/Reach: 5 ft./5 ft.
Special Attacks: —
Special Qualities: Darkvision 60 ft., entreat, rumor-monger, spell-dealing, vanish
Saves: Fort +4, Ref +7, Will +5
Abilities: Str 10, Dex 17, Con 12, Int 18, Wis 12, Cha 20
Skills: Bluff +11, Climb +6, Concentration +7, Diplomacy +11, Escape Artist +9, Hide +9, Listen +7, Move Silently +9, Open Lock +9, Sense Motive +7, Spellcraft +9, Spot +7
Feats: Iron Will, Magecraft (Charismatic)^B, Spellcasting (Transmutation)^B
Climate/Terrain: Any
Organization: Solitary or pack (3–8)
Challenge Rating: 2
Treasure: Standard
Alignment: Always neutral evil
Advancement: 4–6 HD (Small)
Level Adjustment: —



The little devil's waddling, cautious gait makes it look like a tentative jester. The look in its eyes says something else. It keeps eye contact with you as it draws near; and seems to be scheming all the way. Its little belly swells and shrinks with each breath. Then it bows before you. "How ever may I be of service, lord?" it asks in a soft, mature voice.

Courtesan imps are small demons sent to Aryth in ages past to negotiate with the wizards and kings of the day. A large number were stranded during the Sundering and now make deals of their own with whatever channelers, wizards, and collaborators will have them. They are natural ambassadors, bridging the divide between earthly mortals and unearthly evils.

While all courtesan imps are out to make themselves powerful, every one is a coward first, and a traitor second. Courtesan imps survive through stealth and trickery, lying and stealing as it suits them.

Combat

Courtesan imps consider combat to be the same as dying. The promise of protection in combat is often enough to keep a courtesan imp loyal. When caught in a fight, a courtesan imp attempts to talk or feint its way out.

Entreat (Ex): A courtesan imp is an expert intermediary. This ability gives the imp the benefit of a permanent *tongues* spell and predisposes NPCs to treat the imp with open-minded indifference rather than hostility. Courtesan imps use this ability to approach new collaborators and open peaceful dialogues with would-be enemies.

Rumormonger (Ex): A courtesan imp has a flawless memory for details, rumors, gossip, and secrets. Plus, its tiny body and ability to vanish lets it eavesdrop with confidence. A courtesan imp uses its Hide or Move Silently skill to make Gather Information checks, without ever engaging in questioning or social interaction of any kind.

With 1d6+1 hours to eavesdrop and a successful check (DC 22), the courtesan imp can learn enough information to gain a +4 bonus on Diplomacy or Bluff checks against a single person for one day.

Spell-Dealing (Su): In the old days, courtesan imps traded in spells as part of their duties on Aryth. A courtesan imp can "carry" a spell from a book or scroll to a channeler who wants to learn it. The channeler must spend the time, money and XP necessary to learn the spell from a book as usual, but does not have to physically see or handle the book or scroll himself. This ability destroys the scroll the spell was taken from.

A courtesan imp can carry only one spell at a time, which must be of a level equal to or less than the imp's Charisma modifier. The courtesan imp does not have to be able to use or understand the spell itself. The spell comes seemingly written on the imp's body. Typically, a courtesan imp charges 25 gp/spell level for this service.

Vanish (Su): As a full-round action, a courtesan imp can vanish from sight. So long as the courtesan imp doesn't attack or move more than its speed per round, it's effectively *invisible*. Courtesan imps often use this ability and the *spider climb* spell to escape dangerous situations.

Spells Known (5 points of spell energy/day; DC 15 + spell level): 0—*mage hand*, *prestidigitation*, *virtue*; 1st—*jump*, *pass without trace*; 2nd—*cat's grace*, *spider climb*, *tree shape*; 3rd—*meld into stone*.

Gulgarog

Large Plant (Evil)

Hit Dice: 10d8+30 (75 hp)

Initiative: –1

Speed: 30 ft. (6 squares)

AC: 21 (–1 Dex, –1 size, +13 natural), touch 8, flat-footed 21

Base Attack/Grapple: +7/+12

Attack: Slam +12 melee (2d6+7)

Full Attack: 2 slams +12 melee (2d6+7)

Space/Reach: 10 ft./10 ft.

Special Attacks: Double damage against objects,

spells, trample (2d6+10)

Special Qualities: Low-light vision, plant traits, trophy heads

Saves: Fort +10, Ref +2, Will +8

Abilities: Str 25, Dex 9, Con 17, Int 13, Wis 16, Cha 10

Skills: Hide -5*, Knowledge (arcana) +5, Knowledge (history) +5, Knowledge (geography) +5, Listen +13, Search +8, Spot +13

Feats: Awesome Blow^B, Improved Bull Rush, Iron Will^B, Magecraft (Spiritual), Power Attack

Climate/Terrain: Temperate and cold forests

Organization: Solitary or pair

Challenge Rating: 9

Treasure: Standard

Alignment: Usually neutral evil

Advancement: 11–15 HD (Huge)

Level Adjustment: —

With a shower of black soil, the mangled and gruesome tree breaks free of the earth. You see the two hollows in its trunk are each plugged with an elf's severed head, and caught in its roots are a pair of small boulders. All at once, it hoists one of these back like a foot and swings the stone at you on its creaking legs.

Gulgarogs are all that remain of a breed of hostile and evil spirits defeated millennia ago by the elves. Early in the First Age, gulgarogs attempted to claim a domain of their own in the Caraheen and were bested in a war against the fey. A small number of these evil spirits escaped defeat and hid in the woods. Each considers a region as much as a mile around itself as its private kingdom.

Gulgarogs have no physical form. In the ancient days, gulgarogs would flit from tree to tree as they liked, but today each skulks within its own tree and patch of earth, unable or unwilling to separate itself from its tiny, living castle. Although gulgarogs may spend as much as a century sleeping, they sometimes seek out isolated elf communities to attack and pillage. They hate all fey, and proudly take elf heads as trophies.

Gulgarogs understand High Elven and Danisil, but have long given up speech. Violence is a gulgarog's primary form of communication.

Combat

A gulgarog is a fearsome and brutal foe. In combat, a gulgarog's first priority is to deal maximum damage to the maximum number of targets before fleeing. So long as at

least half of its hit points remain, a gulgarog fights without fear. Even if battling on its own ground, however, a gulgarog retreats rather than losing its physical form and home. Most gulgarogs have long since forgotten how to inhabit other trees and earth—a gulgarog whose tree is defeated becomes permanently disembodied and harmless.

Damage Objects (Ex): A gulgarog that makes a full attack against an object deals double damage.

Trample (Ex): Reflex DC 22 half. The save DC is Strength-based.

Trophy Heads (Su): A gulgarog always has one or more severed heads in its tree as trophies. The gulgarog can cast any spells known by a creature whose head it possesses provided it can pay the cost in spell energy. Any spell energy a creature had left when it died is likewise claimed by the gulgarog. Spell energy gained from the trophy heads is not replenished; once it is spent, it is lost.

A gulgarog has access to 1d6+3 spells and 3d6 points of spell energy from its trophy heads. A gulgarog's caster level is equal to half its Hit Dice. A gulgarog never gains spells higher than third level from its trophy heads. Select or randomly determine the spells a gulgarog has access to through its trophy heads.

Sample Trophy Head Spells (12 points of spell energy; DC 13 + spell level): 1st—*lesser confusion*, *sleep*; 2nd—*protection from arrows*, *web*; 3rd—*dispel magic*.

Spells Known (3 points of spell energy/day; DC 13 + spell level): 0—*resistance*, 1—*entangle*.

Ilmalafar

Medium Fey

Hit Dice: 12d6+12 (90 hp)

Initiative: +3

Speed: 30 ft.

AC: 13 (+3 Dex)

Base Attack/Grapple: +6/+6

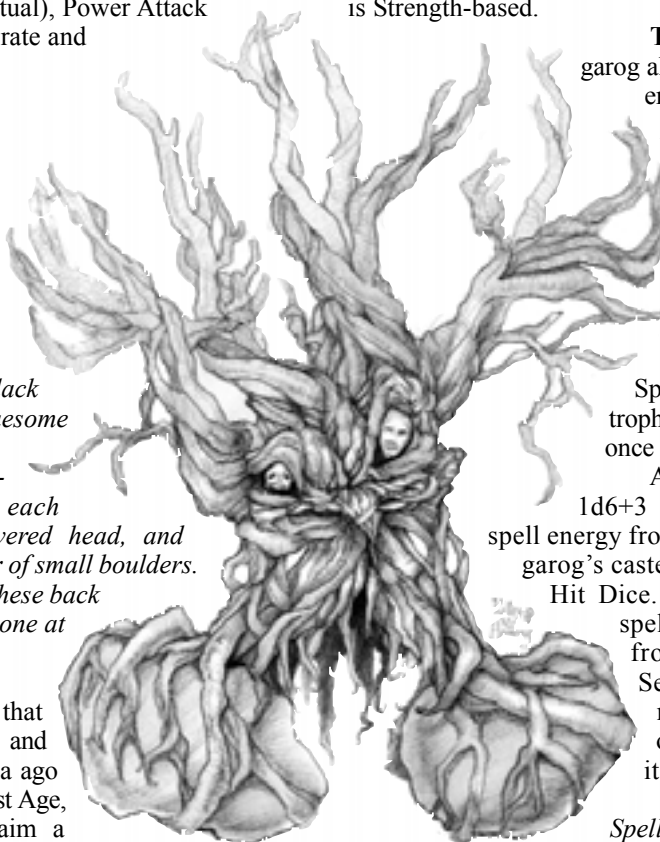
Attack: Longsword +6 melee (1d8/19–20) or claws +6 melee (1d4) or shortbow +9 ranged (1d6/x3)

Full Attack: Longsword +6/+1 melee (1d8/19–20) or 2 claws +6/+1 melee (1d4) or shortbow +9/+4 (1d6/x3)

Space/Reach: 5 ft./5 ft.

Special Attacks: Dominate, transfixing gaze

Special Qualities: Dark fey, elf traits, exiled from



death, spells

Saves: Fort +5, Ref +11, Will +11

Abilities: Str 10, Dex 16, Con 13, Int 15, Wis 17, Cha 19

Skills: Bluff +19, Concentration +16, Disguise +19, Gather Information +19, Knowledge (arcana) +17, Search +17, Sense Motive +18, Spellcraft +17

Feats: Combat Casting^B, Greater Spellcasting (Evocation), Magecraft (Charismatic), Scribe Scroll, Spellcasting (Conjuration), Spellcasting (Illusion)^B, Spellcasting (Abjuration)

Climate/Terrain: Temperate forest

Organization: Solitary

Challenge Rating: 12

Treasure: Double standard

Alignment: Always lawful evil

Advancement: 13–17 HD (Medium)

Level Adjustment: —

What at first seemed like an elf maiden now seems more like a demon. Her delicate fingers end in graceful claws. Her smile reveals too many incisors. The look she gives you holds none of the compassion or sympathy you hoped for, but her eyes seem hot with spite and ire.

An ilmalafar or “damned elder” is an evil fey creature descended from an elder fey cursed by the Lost Gods for sins of greed. Ilmalafar try to keep their identities secret until their thirst for arcane power overwhelms them. Then they betray, lie, steal, and kill to claim whatever magical objects they can. Ilmalafar hunt for power nexuses and bask in their arcane power like a cat basks in the sunlight.

An ilmalafar normally appears like a common elf, but in the presence of a magic item or spell effect with a caster level of ten or higher, the creature’s true form is revealed: they are gaunt, pale beings with blackened claws instead of fingers and piercing black eyes. Ilmalafar hate to be seen in this form.

Most ilmalafar maintain a secret horde of magic items, from talismans and charms to wands and spellbooks. These are the ilmalafar’s prized possessions. An ilmalafar always pursues a stolen object to the best of its ability.

Combat

Ilmalafar are immortal unless slain. An ilmalafar only risks her life if she stands to gain some great arcane treasure in the end. If a fight seems necessary, an ilmalafar does everything she can to fight on her own terms.

Ambushes are an ilmalafar’s favorite method of combat. After that, the ilmalafar attempts to split up her foes and *dominate* them one at a time.

Dark Fey (Ex): Ilmalafar are treated as elves for purposes of spell effects. An ilmalafar gains spell energy equal to 3 + 1/2 her Hit Dice + her Charisma modifier.

Dominare (Sp): An ilmalafar can look into the eyes of a target up to 30 feet away and attempt to crush their will. This is similar to a gaze attack, except that the ilmalafar must take a standard action and those merely looking at her are not affected. The target must succeed on a DC 19 Will save or fall under the ilmalafar’s influence as though by a *dominate person* spell from a 7th-level caster.

Exiled From Death (Ex): Ilmalafar never die the first time. A slain ilmalafar automatically rises as Fell in 1d4 rounds. A Fell ilmalafar is exactly like a wraith except that it drains Wisdom instead of Constitution.

Transfixing Gaze (Su): Subjects are paralyzed as if by a *hold person* spell, 30 feet, Will DC 20 negates. The save DC is Charisma-based. Transfixed creatures stand paralyzed and helpless except to turn in place and stare at the ilmalafar. Subjects must save each round or be transfixed again. The ilmalafar can activate or deactivate her gaze attack on her turn as a free action. She cannot use this ability and her *dominate* ability in the same round.

Spells Known (13 points of spell energy/day; DC 14 + spell level): 0—*dancing lights, light, resistance, virtue*; 1st—*cure light wounds, disguise self, hide from animals, shocking grasp, undetectable alignment, undetectable aura*; 2nd—*continual flame, gust of wind, invisibility, obscure object, silence*; 3rd—*dispel magic, nondetection*; 4th—*black tentacles, fire shield*; 5th—*unhallow*; 6th—*repulsion*.

Usurper

Medium Undead (Incorporeal)

Hit Dice: 5d12 (32 hp)

Initiative: +7

Speed: Fly 60 ft. (good) (12 squares)

AC: 17 (+3 Dex, +4 deflection), touch 17, flat-footed 14

Base Attack/Grapple: +2/—

Attack: Incorporeal touch +5 melee (1d4)

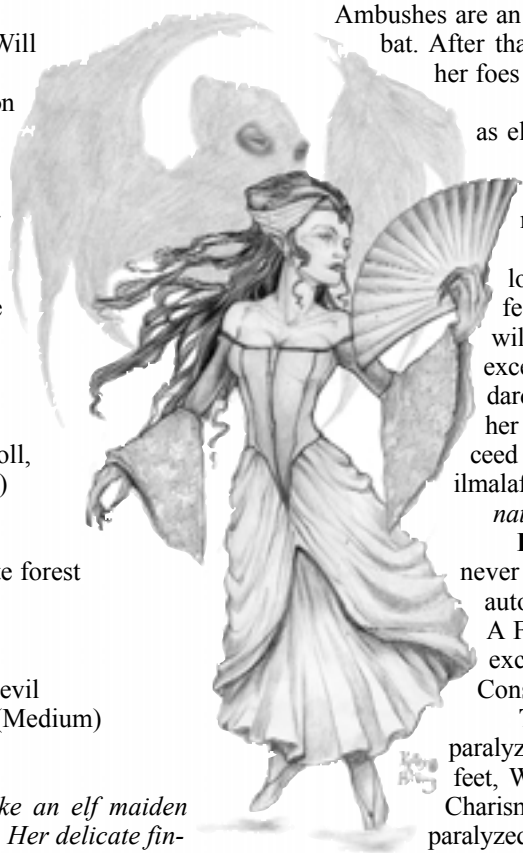
Full Attack: Incorporeal touch +5 melee (1d4)

Space/Reach: 5 ft./5 ft.

Special Attacks: Usurp energy, usurp body

Special Qualities: Darkvision 60 ft., incorporeal traits, spell echoes, undead traits

Saves: Fort +1, Ref +4, Will +8



Abilities: Str —, Dex 17, Con —, Int 18, Wis 18, Cha 18
Skills: Bluff +11, Concentration +12, Hide +7, Knowledge (arcana) +11, Listen +11, Search +11, Sense Motive +11, Spellcraft +11, Spot +11

Feats: Combat Casting^B, Combat Reflexes, Improved Initiative

Climate/Terrain: Any

Organization: Solitary

Challenge Rating: 5

Treasure: None

Alignment: Always neutral evil

Advancement: 6–10 HD (Medium)

Level Adjustment: —

At first it was little more than a shining fog, but now you can clearly make out a pair of blue eyes, a long beard, and floating strands of hair.

A usurper is the undying, intangible will of a departed channeler. Only the most dedicated and crazed channelers have the combination of willpower and arcane power necessary for their knowledge and desire to continue on without their material body. A usurper, like the living person it was in life, is addicted to the sensation of channeling spell energy.

Usurpers appear as little more than ghostly floating heads or masses of featureless, luminous fog. They speak in the clear and precise manner of a practiced spellcaster. All any usurper wants is a chance to feel the flowing power of spell energy again. At first, a usurper attempts to negotiate a mutually beneficial arrangement with a living channeler, combining the usurper's powerful spells with the channeler's spell energy. It's only a matter of time, however, before the usurper takes complete control of its victim and draws off enough spell energy to kill her.

Combat

A usurper fights to its own destruction if there's some chance that victory will get it access to more spell energy. In the absence of spell energy, a usurper becomes bored and escapes as soon as possible. When fighting, a usurper attempts to usurp enemy bodies and use them to power its own spells. In dire circumstances, a usurper may use a usurped body as a hostage.

Spell Echoes (Su): A usurper remembers the most powerful, most thrilling spells it knew in life. A usurper has access to one spell from 1st, 2nd, and 3rd level. Each usurper remembers different spells, though the kind of madness that turns a channeler into a usurper

makes some spells more common among their kind: *burning hands*, *clairaudience/clairvoyance*, *dispel magic*, *fly*, and *lightning bolt* are good examples.

Usurp Body (Su): Once per round, a usurper can merge its body with that of a living creature. This ability is similar to a *magic jar* spell (caster level 10th), except it does not require a receptacle. To use this ability, the usurper must move into the target's space; this movement does not provoke attacks of opportunity. The target can resist with a successful Will save (DC 19). The save DC is Charisma-based. A creature that successfully saves is immune to further attempts from the same usurper for 24 hours. If the save fails, the usurper vanishes into the target's body.

A usurper can merge itself with a creature without overriding its self-control. Usurpers sometimes negotiate with channelers to peacefully merge bodies. The subject creature must voluntarily fail its Will save against the usurper's usurp body ability to accept the deal. In that case, the usurper gives the channeler access to the spells it remembers while the channeler provides spell energy for them both. Each day that this arrangement continues, the Usurper must make a Will save (DC 15). When it fails, it automatically takes control of the creature (which has already surrendered its chance to make a Will save).

Some usurpers heartlessly negotiate such deals and then willingly drains the channeler to death. A PC confident in her own willpower or in desperate need of a powerful spell may decide such a risk is worth the benefit.

A usurper immediately abandons any body with zero or fewer hit points.

Usurp Energy (Su): Usurpers use the spell energy of other creatures to power their own spells. A usurper can spend the spell energy of any creature it touches. When that spell energy is gone, the usurper inflicts spell damage on the creature to keep casting spells.

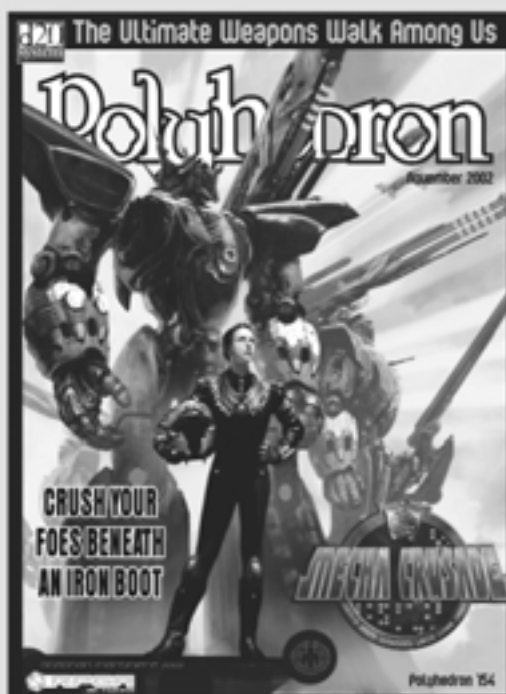
To use this ability, the usurper must succeed at a touch attack against the target. If the usurper occupies the same space as the target, no attack roll is necessary—it automatically hits. When it hits, the usurper immediately casts any spell that it or the target knows, using the target's spell energy. Spell effects operate as though the usurper had cast the spell itself, as a 5th-level caster. The target is allowed a Will save (DC 19) to halt the attack, spoil the casting, and retain her spell energy.

This ability has no effect on creatures that lack the Magecraft feat. A usurper cannot draw spell energy from the Constitution scores of creatures that cannot cast spells.



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