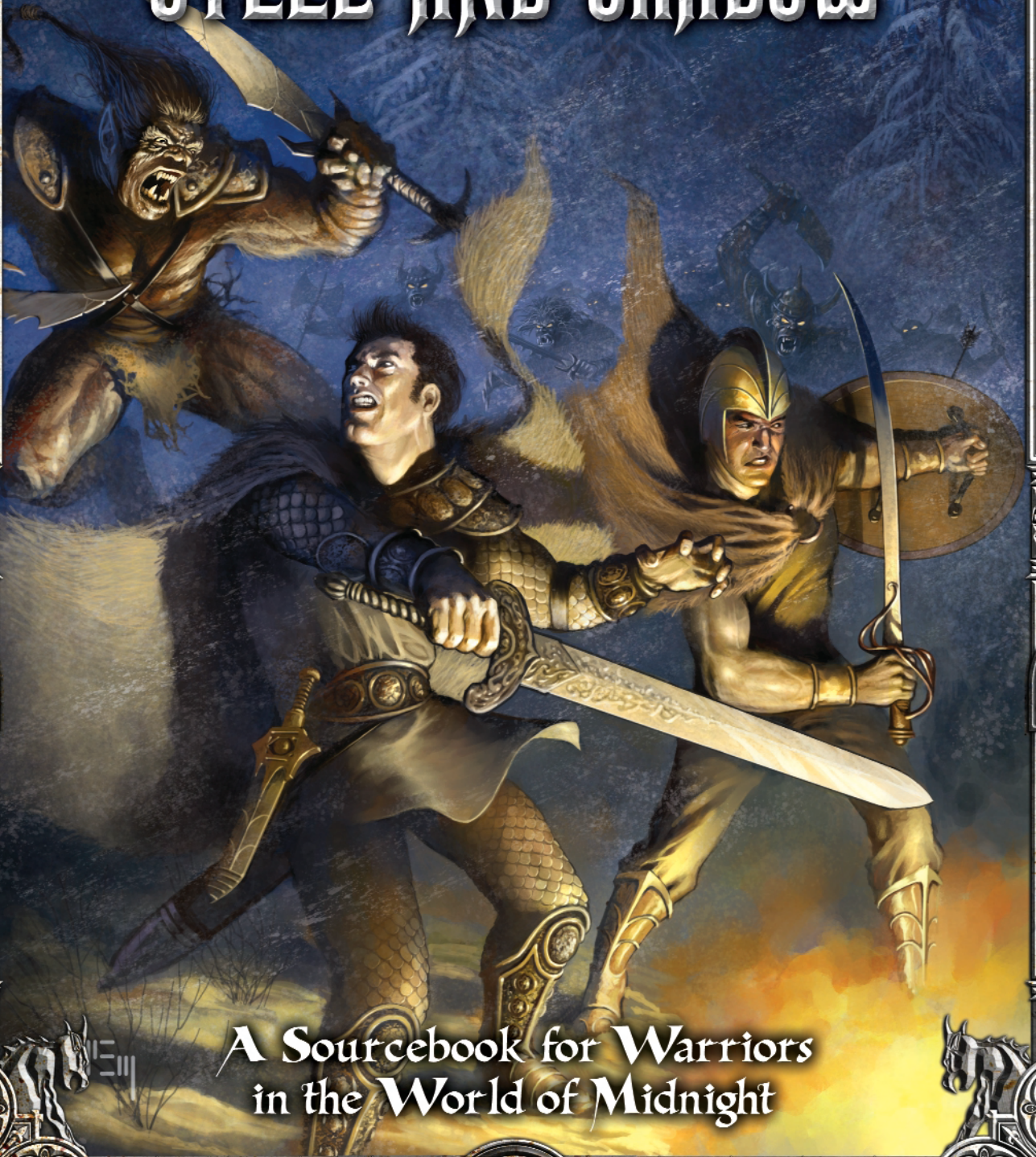


MIDNIGHT™

STEEL AND SHADOW™



A Sourcebook for Warriors
in the World of Midnight

20
system

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How To Use This Book

Steel and Shadow is a collection of resources for MIDNIGHT players and GMs who want to focus on battle in their campaigns, whether it's using prestige classes to specialize in a certain style of fighting or using terrain to stage larger-scale battles in which knowledge of the lay of the land can tip the balance. Scattered throughout are sidebars and setting information that can be used for character backgrounds by players or for story hooks and adventure seeds by GMs. Keep in mind that not of all the setting information here is confirmed, and just because you as a *player* know about a group doesn't mean your *character* knows about it. While you may assign your abilities and choose your feats based on the goal of eventually becoming a Cendaran cultist or one of the Twilight Riders, that doesn't mean that your character necessarily knows about the group and is planning on becoming one of them.

Likewise, the optional rules and setting information included herein are just that: optional. Formal training and the official military academies of Eredane have long since been rooted out by Izrador, so warriors must learn their dangerous trade firsthand. The same is true for anything you read here; unless your GM includes it in the game and you see it firsthand, it is only a rumor or a possibility.

Some feats and abilities from other MIDNIGHT supplements are referenced in this book. "AtS" stands for *Against the Shadow*, while "M2E" stands for MIDNIGHT 2ND EDITION.

INTRODUCTION

The Hope of Steel

Welcome to *Steel and Shadow*, a supplement for warriors in the bloody and merciless world of MIDNIGHT. While particularly appropriate for fighters, barbarians, and wildlanders, the material herein is useful for any characters that wish to strike against the Shadow.

The dark lord Izrador has ruled Eredane for the past 100 years, his savage orcs having conquered the once free races. To retain power, the Shadow in the North has outlawed anything that might prove dangerous to him. All magic but that granted by Izrador was outlawed. Writing and the very existence of literacy were stomped out. And perhaps worst of all for the peoples of Eredane, many of whose traditions hold strength in arms to be a valued trait, it has become illegal to bear, train with, or make use of weapons. With neither arms nor armor, the dark god believes that those who would oppose the forces of evil will be rendered helpless.

But steel lies not only the heads of axes and the blades of swords. The minds of the elves and Sarcosans are keen and razor-sharp. The wills of the Dorns and dwarves are as unyielding as any metal. And the hearts of the halflings, gnomes, and Erenlanders gleam with a light of hope that will not die, no matter that they are drenched in blood and notched by war.

So long as the once free people of Eredane continue to strive against their foe and take pride in their warrior traditions, there will remain soldiers to fight this war. Swords and axes are not the only weapons that can hurt the enemy.

The Sword is Shattered

Before the shattering of the Kingdom of Erenland and the onset of almost a century of darkness, proud human armies defended the Fortress Wall and kept the

peace across the broad expanse of Eredane. Standing armies in their tens of thousands, hosts of Dornish clansmen, Sarcosan cavalry, and skilled and honorable mercenary companies roamed the Northlands matching their strength and skill against the darkness from the north and never breaking. Even in the last years before the fall of the Fortress Wall, remnants of this great army defended the north and paid a heavy price in blood to delay the inevitable onset of the long night.

Supporting such an army required vast resources of food, arms, and fresh strong arms to wield steel swords and mighty axes. Each city had training grounds and muster points set aside for their warriors. In the north, Dornish clansmen trained with their greatswords as soon as they had the strength to heft them. Along the Pellurian Sea, infantry companies schooled fresh cohorts as the first signs of beards touched their faces, training them to fight in formation and work alongside the fearsome might of the Sarcosan cavalry. In the south, riding was a way of life and grand tournaments were held to test warriors' skills. The vast needs of the kingdom's army ensured that most villages had at least one person who had survived the rigors of the wall and the hard lessons it taught. These veterans were the core of local militias that provided protection against orc and goblinoid raiders and the monsters that roamed the wild.

The Center Will Not Hold

The Kingdom of Erenland was both held together and destroyed by the never-ending requirements of the Fortress Wall. The savage losses of the Second and beginning of the Third Age ripped the heart out of Erenland. Generations of soldiers went to their death along the wall. Demands for fresh troops and the money to pay them were too much for the kingdom to bear. Calls for greater contributions from the Erenlander and Sarcosan lords went unheeded and the High King's inability to force his nobles to comply started the kingdom's decline.



In the last years of the Third Age, the military schools and the tradition of service to the crown waned. The responsibility for training new soldiers fell more on local commanders and less on the infantry and cavalry schools that had stood for centuries. Regional quotas for troops, especially from the southern cities, were filled with mercenaries and those too poor to escape service. Troop quality declined and Erenland's military forces were stretched too thin to allow the new soldiers the time they needed to train. The halls of the great military schools echoed due to lack of recruits or were abandoned entirely. Whether through treachery, inability, or negligence, the rich martial traditions of Erenland were fading at a time when they were most needed. When the Shadow finally unleashed his horde, the defenders were too few in number and too poorly trained to save the kingdom.

The Stones of the Ancients

In the northern Kaladrans, the dwarves never faltered in their unrelenting war against the Odredor, the chosen of Izrador. Their honor and their ancestors demanded nothing less. The many caves and crags of the mountain range offered the easiest point of infiltration for orc scouts and raiders, and the dwarves alone stood to stem that tide after the Shadow's armies were driven back north of the Fortress Wall at the end of the

Second Age. The mines and clanhold rang with the clash of steel and the bestial warcries of the foul spawn of the pits from beneath the Vale of Tears. For centuries the northern clans held their fortresses in the Icewall Mountains, providing a bulwark for the rest of the dwarven race. Heavily armored dwarven warriors stood shoulder to shoulder, wielding the finest weapons in Eredane, making the orcs spend lives in the hundreds in a futile attempt to breach citadels built into the very bones of the great mountains.

Unlike their human neighbors, however, the dwarves had no high king to direct the war against the Shadow. The great dwarven clans trained their own warriors in the fighting styles and weapons of their forefathers. The clans fought with those allied with them through ancient ties of blood. When corruption and betrayal weakened the Icewall fortresses, there was no army ready to fill the void and the orcs were free to flow into the northern Kaladrans. The dwarves were forced to retreat into their clanholds to fight, and ultimately die, one clan at a time.

The Forests of Light

In Erethor, the oldest kingdom of Eredane still stood proud and strong. The elves were masters of bow and blade, both wielded with almost supernatural skill. Warriors in their thousands were trained and led by Erunsil generals with over a century of experience fighting the orcs in the Coldest Wood. Specialized schools of infiltration, assassination, and the delicate merger of magic and strength of arms flourished, producing warriors without peer. Using the Old Ways and the strength of fortresses like Silverthorn as their bases, the elves were able to move troops rapidly across the north, crushing every orc incursion.

The Witch Queen saw the weakening of the Kingdom of Erenland and watched powerlessly as it slowly declined. The fate of Erethor was tied to the human kingdom; without the doughty human warriors to guard their flank, the elves would not be able to match Izrador's hordes. Thousands of elves died trying to save the human High King. With the kingdom's fall, the elves were forced to spread their forces dangerously thin and take terrible risks as they moved armies to face each new threat. Whereas elven warriors had previously had decades to hone their skills, losses forced the young and inexperienced forward to a front line that had a voracious hunger for lives.

The Rivers and Fields

The gnomes and halflings had long existed under the protection of their more populous and powerful neighbors. The gnomes plied the great rivers and were skilled only at protecting their barges from bandits and the dangers that lurked near and in the rivers. The

halflings lived with their protectors, the wogren, and trained their warriors to ride the great beasts to defend flocks and homes against predators. Neither race was ready for the onslaught of Izrador's armies. The gnomes surrendered most of their honor to save their people, and the halfling warriors were too few to stand against the orc hordes and were quickly ground into the blowing dust of the southern plains.

The Sword Reforged

A century under the Shadow has decimated the human population, and those that still live free are hunted and driven into terrain barely able to sustain life. Resistance to the Shadow's armies is scattered, and even the largest armed bands number in the hundreds or low thousands; to gather in larger numbers risks drawing the full attention of the Fist of Shadow. The years of fighting and deprivation have winnowed out the weak and forged a core of hardened and desperate fighters. It is these warriors who are the sole hope for the people of Eredane.

The Northlands

The Dornish north has suffered more than any other area of the former Kingdom of Erenland. Cities have been burned, depopulated, or infested by fell or demons. The clans, once the heart of the Dornish realms, have either bent their knee to the Shadow or been decimated. The struggle for survival has forced the Dorns to follow the old traditions and regain skills that were of scant use in the clash of armies. In the frozen wastes and hardscrabble hills, the Dorns move unseen, rising out of the ground like ghosts to ambush supply trains and attack the Shadow's garrisons. The spirit of the berserker once again runs strong through the free warriors' blood as they use captured vardatches or bare hands to rend their foes.

The Pellurian Sea

Around the Pellurian Sea, the dark god's grip has broken the spirit of most of the human population. Only the pirate princes and the Badens now have the organization and strength in numbers to threaten the Shadow. Stealth and speed have become the hallmark of the resistance. In the Last Age of Eredane, a quiet knife in the night is far more effective than a score of swordsmen on open ground. Lightning raids launched from the depths of the Pellurian Sea have forced the Shadow's armies and the traitor princes to spread their forces

along the Pellurian coastline and slowed the flow of supplies necessary to support the war against the fey. Safe havens have been established in the Corbron Islands, the ruins of abandoned towns like White Cliff, hidden villages in the foothills of the Kaladrans, and even the cellars and sewers beneath the streets of Baden's Bluff.

Southern Erenland

Southern Erenland has fared better than her northern neighbor. Freeriders still control large areas of the plains that the Shadow's general deems not worth the cost to take. Isolated villages and smuggler havens still dot the coastline or shelter in hidden valleys. Weapons flow from foundries in the southern Kaladrans or cross the Kasmal Sea from hidden forges on Asmadar. Constant raids against orc garrisons, mercenary bands, and collaborators have stained the freeriders' lances and sabers red. A lifetime of nomadic existence has honed the skills of the riders and forced the young and the old to fight or die.

The Kaladrans

In the Kaladrans, oblivion stalks the ancient dwarven race. Isolated by the orcs, the dwarven culture has all but collapsed. What craft still exists is devoted to strengthening fortifications and building the finest weapons and armor. Clans no longer



The Hope of Steel

Throughout this book are a series of legends that are the fervent dreams of the people of Eredane. These legends are provided as examples of hope that could still exist in the Last Age and as potential plot hooks, foundations for campaigns, or simply as a means to use some of the new prestige classes, feats, and fighting styles provided in *Steel and Shadow*.

The legends of salvation vary from race to race. Regardless of the people, there is always one legend that rises above all others, one heart's desire that, while improbable, may just be true. They are no secret to the Shadow, whose hounds tirelessly track the legends to discover the truth behind potential threats and to crush any hope of the oppressed. As the Shadow's power waxes and the fey are slowly being driven to extinction, the search to prove the truth of these legends has taken on fresh urgency. While the chances that any of these legends are true are slight, the potential for salvation is too large to ignore.

fight side by side and the disciplined dwarven warrior of old has become as savage as the orc he fights. Young fighters are tempered in the fighting pits or in the bloody battles in the impenetrable darkness in the heart of the Kaladrums. Only where the mountains strain to reach the oceans are the dwarves still free from their hated enemy. As Calador, the greatest of all dwarven cities, lies under siege by a seemingly endless horde of bestial shapes, the southern clans attempt to unite to protect what is left of their race.

Erethor

To the west, Erethor burns and the beleaguered elven armies hold, at least for now. A century of desperate fighting has stolen the soul of the elven people, and the destruction of the great forest and the never-ending bloodshed either turn a warrior into a killing machine or drives him to despair . . . sometimes both. Art and artifice have been replaced by brutal efficiency, with most warriors having long since forgotten the number of orcs they've killed. Those that survive along the front lines in the Coldest Wood or along the Burning Line are the elite of the elven army. Even with their skill and the brilliance of their generals, they cannot hope to gain a victory for their people . . . all they can win is time.

The Eren River Valley

Along the great Eren River and its tributaries, the gnomes fight their own hidden war. They fight not only against the Shadow but also against those of their people who collaborate fully with the enemy. Outnumbered, poorly armed, and reliant on trade with riverside villages for survival, the gnomes must carefully choose when and where to strike against the Shadow. Slavers, small orc garrisons, and traveling legates have all been fed to the river. In the safety of the Ghost Raft, weapons, poisons, and training are available for those willing to risk action against Izrador.

The Central Plains

No race has suffered more than the halflings. Only a small fraction of their people remain free. Most of the halflings who did not end up in orc cook pots are slaves, tormented and tortured by brutal oruk and human masters. Bereft of weapons and the skill to wield them, the halflings fight back in the only way they know how: by becoming the eyes and ears of the resistance. Often unnoticed by their masters, the diminutive slaves are able to gather vital information and, when necessary, they fight with the pent-up fury of years of abuse. Those halflings that still roam free rely on the remaining wogren for their strength and stealth, and are constantly on the move and forced to fight with primitive weapons. While these warriors are brave and have gained great skill fighting both slavers and the beasts of the Eren Plain, their numbers are too small to pose a risk to the Shadow.

Hope Amidst Shadow

A century of life under the Shadow has not broken the resistance. Every race has adapted and found means to still strike back. Using new tactics, improvised weapons, and superior knowledge of the terrain, the resistance has prevented the Shadow from completely dominating Erenland. While much of the once vaunted skills and arms of the great armies of the Kingdom of Erenland have been lost, the martial spirit of the people still burns. As long as there is steel to wield, hope is not lost.

CHAPTER ONE

Forged in Pain

Since the fall of Eredane to the Shadow's forces, the resistance elements in each culture have had to modify their fighting styles and training techniques to deal with their new circumstances. In some cases things have stayed the same (the old ways are sometimes the best) but in others new skills have had to be learned while old habits have been put aside. In addition to a discussion of the training techniques the various races now employ, several suggested modifications to the base classes from the PHB and MIDNIGHT Campaign Setting are presented. These racial templates serve to help differentiate cultural proclivities and the realities of warfare against the Shadow's forces. For instance, dwarven fighters rarely, if ever, have the opportunity to ride horses into battle, but they certainly need to be able to spot tunnels with weak ceilings and to identify the lairs of underground terrors before their forces stumble into them.

These class modifications are provided as optional rules for any MIDNIGHT campaign; DMs may use some, all, or none of these modifications to the classes in his campaign. The names and mechanics of the class modifications, feats, and fighting styles in this chapter are designated as **Open Game Content**. The background descriptions are closed content.

Dwarven Training

The dwarves that live beneath the Kaladrin Mountains are fighting for their lives, as the tunnels and caverns that they call home are choked with an ever-increasing number of orcs. The endless horde that assaults them functions well in the darkness of the caves, but they are larger and not as acclimated to the dangerous underground conditions. Dwarven techniques have thus evolved into a style of guerrilla war that their ancestors would have frowned upon. They lead the orcs into deadfalls and other traps built around natural dangers. They trap their larger adversaries in

claustrophobic tunnels and circle around to slaughter them from the rear. They poison orc supplies with deadly mosses and fungi that only an experienced cave ranger would recognize. Even front-line dwarven axe brigades are trained in such tactics, and often set up cave-ins and other traps to be used in either offense or defense. Long gone are the days of the stoic dwarven phalanx marching forward in a slow and steady whirl of blades until their enemies break and flee.

Knowledge (dungeoneering) is a key skill for all dwarven fighters, giving them the ability to recognize dangers and to turn them to their advantage. Balance, Climb, Escape Artist, and Jump help them navigate the treacherous underground, hopefully more skillfully than their adversaries. Positional advantage is key in the tight quarters beneath the Kaladrins, so feats like Improved Bull Rush and Mobility are popular among dwarven fighters. Whirlwind Attack and Great Cleave are the ultimate retributive feats for times when a character is overwhelmed by great numbers of less skilled opponents . . . many a tale has been told of a dwarf finally falling dead atop a heap of orc bodies that he has slain with his last bit of strength.

Barbarian and Fighter: Dwarven barbarians and fighters lose Ride and Swim as class skills, but gain Escape Artist and Knowledge (dungeoneering). There is very little opportunity to use the former two skills in the dwarves' subterranean environment. They must learn everything they can about their environment and how to use it to their advantage against the orcs.

Wildlander: Dwarven wildlanders are not merely trackers and hunters; they must also prepare ambushes and traps, leave false trails, and lead attacking orcs into natural hazards. They lose Handle Animal, Knowledge (nature), and Ride as class skills, but gain Disable Device, Knowledge (architecture and engineering), and Knowledge (dungeoneering) in their stead. In addition, they gain trapfinding (as the rogue ability) at 1st level instead of a wildlander trait.



Elven Training

The elves are perhaps the people with the most need for training, and the least time to do it in. All available hands are needed on the front lines, and with Izrador's forces pressing closer to Caradul each day, those lines are shrinking fast. Still, the Witch Queen knows that without a trained force to defend the forest, the elves' last stand will be short indeed. For this reason, she has established a fighting school in the city of Harancara, which sits higher above the forest floor than any other city in the Caraheen. The elves train in treetop tactics, including ambushes, corralling, and even fighting through the fires that precede the main orc battle lines. Elves from the other regions of Erethor come here to train as well, adding their own expertise and taking new techniques back home with them. Strategically, Harancara guards over an area of thin forest that would likely be the staging ground for any siege of Caradul, making its fall imperative to the success of any such endeavor.

The elven races have each devised unique tools to help them in their fight against Izrador and his armies. The snow elves use vicious orc slitters and fighting knives to dispatch their foes, while the sepi of the Danisil serve as deliverers of deadly poison and vengeful justice. The elves do not share the secrets of these weapons lightly, so as to prevent the orcs from devising tactics to counter them.

Balance, Climb, Hide, and Move Silently are skills honed by nearly all of the elven races, as they are essential to fighting among the mighty trees of the forest in which they live. They do not need distance on their weapons as much as accuracy, so Precise Shot is a favored bow feat, while Improved Critical is crucial to slaying an enemy quickly before darting back into the shadows of the forest.

Barbarian: Elven barbarians tend to come from either the Veradeen or the Aruun, far from the influence of their civilized kin and the Witch Queen. Because of their slight form, elven barbarians focus on hunting down opponents and using their rage to dispatch them in quick, bloody fights. They lose Craft, Handle Animal, Intimidate, and Ride as class skills, but pick up Search and Spot in their place.

Fighter: The fighting academy in Harancara teaches techniques for fighting the heavily armed orcs without standing toe-to-toe with them. Because they focus on tactical combat in the choked woods of Caraheen, elven fighters lose proficiency in heavy armor, large shields, and tower shields, but gain the woodland stride ability (as the druid ability) at 1st level.

Halfling and Elfing Training

These small folk are among the most oppressed people in Eredane, and the frustration of 100 years of abuse and slavery can be seen in the combat tactics of both. They know that they cannot cause the massive damage of an orc's vardatch, but rather than focus on ranged combat, which would allow them to do minor damage while keeping them out of harm's way, many halfling and elfling warriors have embraced melee combat. There, they use their short stature as an advantage rather than a weakness. The first order of priority in a halfling's training is the art of dodging blows. An enemy that could easily connect with his blows would decimate halfling resistance groups, but if an oruk's blade never touches the halflings, things are much different.

In addition to training in speed and agility, halflings and elflings practice pack tactics in which several fighters take down a single enemy at a time. Before the enemy can decide which way to aim his blows, he has a dozen bleeding wounds that sap his strength and ability to fight. Other equalizing tactics like traps also serve the little folk well.

The Climb skill is essential for making quick escapes, while Tumble can help an elfling get inside his opponent's defenses. Spring Attack is a favored feat, allowing a coordinated team of elfling fighters to strike opponents with blinding speed from all directions while staying out of harm's way.

Barbarian: Elfing and halflings barbarians have learned that all the anger and skills in Eredane won't help them if they are overpowered by their larger foes. They lose 2 skill points per barbarian level (leaving them with a number of skill points equal to 2 + Int modifier), but their training allows them to be considered Medium creatures when resisting bull rush, grapple, overrun, and trip attempts. Note that this ability only works when the barbarian is defending against such an attack; when the halfling or elfling initiates any such attack, he is still considered Small.

Fighter: Halfling and elfling fighters focus on speed rather than power, and so they do not train with the same variety of armor as conventional men-at-arms. As a result, they lose proficiency in heavy armor and tower shields, but gain +10 feet to their base speed, allowing them to maneuver as well as larger opponents in the thick of battle.

Human Training

The adaptability of the human races, represented by bonus skill points at each level and bonus feats at 1st level, acts as its own template for their warriors. They can use these bonuses to mimic any type of learning—although they still sacrifice a bit of focus in exchange for the ability to choose their own path.

Dorns

The Dorn fighting styles retain much of the power and brute force of those they used before the Shadow's victory. Large weapons like greatswords are still the focus of their combat training, as many in the Dornish resistance still possess the blades of their forefathers. Those who reside more closely under the watchful eye of the Shadow may choose to use greatclubs and spears instead, as they are among the cheapest large weapons to purchase and craft and the easiest to hide.

Regardless of their preferred weapons, being caught training with one is a death sentence. To get past this, the Dorns have taken to carrying heavy logs or stones around with them as they perform their daily duties. In addition to improving strength and conditioning, the items can be swung around in practice without drawing too much attention. The Dorns have created techniques that can be performed with rocks and logs that are analogous to the motions of combat with large, heavy weapons, and this knowledge is spread from community to community where possible. Never ones to back down from hardship, Dornish fighters have also taken to eschewing tools and machinery wherever possible. They use their own strength and effort to uproot trees, raise walls, and craft items. The constant strain serves to further condition their bodies and remind them of the circumstances under which they live. Not all of their warriors have the luxury of training with these methods, but enough do that when the time comes to strike out at the Shadow, they have ready sword arms, hale bodies, and agile minds.

Dornish fighters tend to be straightforward, focusing on Strength-related skills like Climb and Jump and modifying their fighting style to suit. Power Attack is a common feat for these warriors, as well as Improved Unarmed Strike, Improved Grapple, and Iron Will. Those who survive to higher levels might take Improved Critical with their favored weapons, since causing the most damage with a single blow is the favored technique among these hearty and powerful fighters.

Erenlanders

Erenlanders are a chameleon race whose unusual aptitude for blending in with those they live among is reflected in their diverse fighting styles and training regimens. Those that live among the Dorns tend to train with large weapons and condition their bodies to be able to withstand the rigors of combat and travel. Erenlanders in Sarcosan communities take to the horse for their combat training. Some Erenlanders grow up close to fey communities (especially those that live near the Eren River or the Aruun) and may pick up fighting techniques from their non-human allies, assuming a certain level of trust exists.

Similarly, the feats and skills selected by Erenlander warriors often mimic those of the culture whose fighting techniques they learn. While they do not always gain specialized knowledge of the styles—they may lack the natural aptitude of the race in question—they can more than make up for it at the beginning with their extra feats and skill points. Of course, early aptitude does not always translate into mastery of a form, so many Erenlanders end up devising their own style rather than relying on their early training.

Sarcosans

Smaller and leaner than the Dorns, the Sarcosans have a long tradition of skillful, refined combat. They prefer combination maneuvers, strict styles, and mobility to the cleaving blows of their northern neighbors. As in most facets of Sarcosan life, horses play a large role in their combat training. It is said that a Sarcosan is more agile while sitting on the back of a horse than when standing on his own two feet. The truth behind this is never more clear than when watching a Sarcosan warrior ride into battle on his steed.

It is difficult for the Sarcosans to practice their mounted maneuvers under the watchful eye of the occupying legates. Like the Dorns, they have developed some innocuous ways of doing so. Most notably, the



Sarcosans put on regular horse shows where jumping, barrel racing, and other feats are showcased. Those that roam free in the sorshefs do not need to go to such great lengths, and often hone their skills in actual battle against orc supply lines and troop deployments.

Ride is the obvious skill for Sarcosan warriors, but they also focus on Balance, Jump, and Tumble, which allow them to perform amazing mounted maneuvers in combat. Mounted Combat and the other feats in its chain are the core combat feats for Sarcosan fighters. Even the wildlanders rely on their horses as loyal companions, giving them a greater range than those who explore on foot. Archery feats, especially Far Shot, and feats that increase a Sarcosan's stealth skills are also very popular.

Gnome and Dwarf Training

Gnomes and dwarf are perhaps the least martial of all the races, and for the most part try to stay out of combat. The gnomes fear retribution should any of their number be found overtly attacking the Shadow's forces—and the resistance groups remind them that they are far more useful as innocuous barge captains and traders than as fighters. Still, these two races must learn to defend themselves against the occupiers, whose constant proximity to them leads to frequent abuse. Gnomes and dwarf tend to train with ranged weapons, especially those who travel on the river with any frequency. Defending oneself from a barge in the middle of the Eren River is infinitely easier than facing down an opponent who stands four or more feet taller and holds a blade as thick as one's torso.

Far Shot aids gnomes and dwarf who carry small blades or javelins, allowing them to strike from greater distances. Dodge and Mobility help them escape sticky situations, and Swim can be an invaluable skill for escaping more heavily armored foes when near the water.

Wildlander: Gnome and dwarf wildlanders spend much of their time in and around the lakes and rivers of Eredane, where heavy armor and equipment can doom a person as quickly as an oruk's blade. Gnome and dwarf wildlanders give up proficiency in medium armor and all shields but gain a Swim speed of 20 feet. This gives them a +8 bonus on all Swim checks and allows them to take 10 on Swim checks even in circumstances that would normally disallow it.

Orc and Dworg Training

Dworgs spend much of their lives fighting, whether it be for their lives in the northern pits or for respect among the dwarves. Rebel orcs most often gain their training at the hands of Jahzir's commanders themselves before they turn against the Shadow. Traitorous

orcs are among the most prized allies of the resistance, since they can teach the oppressed people the tactics of their enemy. Orcs and dworgs alike rarely feel the need to learn fancy techniques, instead focusing on using brute strength to bring their foes down quickly. They prefer large, cleaving blades that can slice through multiple opponents with a single swing or do brutal damage to a lone foe.

Orcs and dworgs are not subtle—they favor Power Attack and its entire chain of feats. Weapon Focus might be selected as a method for balancing the penalties associated with Power Attack, but Weapon Specialization is mostly unnecessary, since they cause massive amounts of damage with their inherent strength, often supplemented by barbarian rage. These brutal combatants generally do not care much for skill use in combat, so Strength-based skills that can help them pursue their enemies generally get the most attention.

Defender: Even when orcs and dworgs train in punching and wrestling, they have a hard time leaving weapons behind completely. As a result, when an orc or dworg takes his first level in defender, he may choose any one-handed melee weapon that is not a defender weapon. The defender may use that melee weapon as if it were a defender weapon. The trade-off for this is that orc and dworg defenders gain only 2 + Int modifier in skill points per level.

Feats

The following new feats are available to characters in the world of MIDNIGHT as granted by the DM. Although many are geared toward warriors of all types, any character may find it beneficial to learn how to better defend himself in the harsh world under the Shadow.

Drive It Deep [General]

You learn to put all your power behind your attacks, even with small weapons.

Prerequisite: Base attack bonus +1.

Benefit: This feat works just like Power Attack, except that it allows you to add the number subtracted from your melee attack rolls to the damage dealt by light or one-handed weapons, including both ends of a double weapon. This feat cannot be used to increase the damage dealt by two-handed weapons.

This feat cannot be used in combination with Power Attack, nor does it allow the character to take feats that have Power Attack as a prerequisite.

Dwarven Fighting Initiate [General]

You have the necessary prowess or cultural background to learn ancient dwarven combat practices. You are the strength of stone in the fight against the Shadow.

Prerequisite: Dwarf, dwarrow, dworg; or base attack bonus +5.

Benefit: You can learn any of the dwarf fighting techniques found later in this chapter. You must still find a teacher and spend the necessary time and experience to learn each technique.

Elven Fighting Initiate [General]

You have the necessary prowess or cultural background to learn ancient elven combat practices. You are nature's vengeance in the war for Eredane.

Prerequisite: Elf, elfling; or base attack bonus +5.

Benefit: You can learn any of the elf fighting techniques found later in this chapter. You must still find a teacher and spend the necessary time and experience to learn each technique.

Gnome Fighting Initiate [General]

You have the necessary prowess or cultural background to learn ancient gnome combat practices. You are like the hidden power of an undercurrent, ready to sweep the occupiers from the land.

Prerequisite: Gnome, dwarrow; or base attack bonus +5.

Benefit: You can learn any of the gnome fighting techniques found later in this chapter. You must still find a teacher and spend the necessary time and experience to learn each technique.

Halfling Fighting Initiate [General]

You have the necessary prowess or cultural background to learn ancient halfling combat practices. You know that the size of your sword arm is unrelated to the strength of your convictions.

Prerequisite: Halfling, elfling; or base attack bonus +5.

Benefit: You can learn any of the halfling fighting techniques found later in this chapter. You must still find a teacher and spend the necessary time and experience to learn each technique.

Human Fighting Initiate [General]

You have the necessary prowess or cultural background to learn ancient human combat practices. You are the backbone in the fight against the Shadow.

Prerequisite: Dorn, Erenlander, Sarcosan; or base attack bonus +5.

Benefit: You can learn any of the human fighting techniques found later in this chapter. You must still find a teacher and spend the necessary time and experience to learn each technique.

Orc Fighting Initiate [General]

You have the necessary prowess or cultural background to learn ancient orc combat practices. The Shadow created you, and now you will destroy him for it.

Prerequisite: Orc, dworg; or base attack bonus +5.

Benefit: You can learn any of the orc fighting techniques found later in this chapter. You must still find

a teacher and spend the necessary time and experience to learn each technique.

Resigned to Death [General]

You have faced the worst of the Shadow's minions and subtle deceptions, and come through it with a greater understanding of your role in the war against him. Death no longer frightens you, and you meet new challenges with a grim determination.

Prerequisite: Wis 13.

Benefit: You gain a +4 bonus to saving throws against fear effects. Further, any fear effect you suffer from is lessened by one step. For instance, if you would normally be panicked, you are instead frightened; if you would normally be frightened, you are instead shaken; and if you would normally be shaken, you suffer no ill effects.

Whirlwind Charge [General]

You have learned to mow down opponents standing in your way and cleaving through those behind them before they can react.

Prerequisite: Str 15, Cleave, Power Attack, base attack bonus +6.

Benefit: When you perform a charge action and move at least 10 ft., you can make one melee attack at your full base attack bonus against each opponent within reach at the end of your charge. You do not gain the normal +2 bonus on attack rolls for charging, but you do suffer the normal -2 penalty to AC until your next action.

Unlike Whirlwind Attack and similar abilities, you do not give up any additional attacks (such as from the Cleave feat) when using Whirlwind Charge.

Normal: When you charge you make a single attack at the end of the charge with a +2 bonus on your attack roll, but you suffer a -2 penalty on AC until your next action.

Cultural Fighting Techniques

Throughout a century of desperate fighting against the Shadow, the cultures of the once free people of Eredane have developed fighting techniques that take advantage of their racial aptitudes as well as give them an edge in the most common situations and environments in which they find themselves fighting.

The fighting initiate feats described above grant access to each race's fighting techniques. In addition to

selecting the appropriate feat and finding someone to train him (any PC or NPC that knows the appropriate fighting technique), a character must spend one month and an amount of XP for the training as shown in the table below. The character spends this XP much like a spellcaster spends XP to create a magic item. A character can never spend so much XP on a fighting technique that he loses a level. However, upon gaining enough XP to attain a new level, he can immediately expend XP on learning a fighting technique rather than keeping the XP to advance a level.

A character can learn a maximum of 10 cultural fighting techniques, and he may never know more techniques from another culture than he knows from his own.

Finally, a character cannot simply learn fighting techniques for months at a time without applying them in situations of real danger or experience. To represent this, once a character learns a fighting technique, he may not learn another fighting technique until his base attack bonus increases. Thus, a fighter could learn up to one fighting technique per level, since his base attack bonus increases at each level. A 4th-level rogue that learned a fighting technique and then advanced to 5th level could not learn a new fighting technique since his base attack bonus does not improve. Upon reaching 6th level, the rogue could learn a new fighting technique, since his base attack bonus increases by one.

Cultural Fighting Technique Costs

Technique	XP	Technique	XP
1st	50	6th	1,050
2nd	150	7th	1,400
3rd	300	8th	1,800
4th	500	9th	2,250
5th	750	10th	2,750

Human Techniques

Most of the humans of Eredane live under the yoke of the occupying forces, so their fighting techniques tend to focus on unarmed combat or the use of makeshift or unassuming weapons.

Where to Learn: The pit fighters of Hallisport have bloodied their knuckles for the crowd's entertainment for much longer than the occupation, though the orcs' thirst for blood has increased the demand: the arena holds live fights 26 hours a day. What the orcs don't know is that the current trainer at the pits, Larrik the Brutal, has manifested the Champion of Men heroic path. The canny fighter does nothing to reveal his heritage and powers, not even to the new gladiators and slaves whose lives he makes miserable with near-constant training, insults, and beatings. He is renowned for

showing no mercy to those he fights in the pit, beating them to within inches of their lives . . . which is just close enough to death that many are mistakenly thrown into the sea with the rest of the trash and offal. From there, their fates are in their own hands. The strong will recover from their wounds and take what they have learned under Larrik's fists to others who would fight the Shadow. The weak simply let the ocean's embrace soothe their pains, and in passing remove a weak link from the resistance.

Other human champions can be found all across Eredane. They often disguise themselves as community leaders or even collaborators so as to hide in plain sight. The humans know that their champions would become immediate targets should their connection to the resistance be discovered, so it is rare to find a wandering champion training rebels and fighting the Shadow.

Stable Heart

You have vowed to fight the Shadow for as long as you live, and your will keeps you alive even when by all accounts you should be dead.

Benefit: If you ever reach -9 hit points, you automatically stabilize.

Avoid Danger

You have a natural instinct when it comes to dangers presented by the world around you.

Benefit: You gain a +4 bonus on any Reflex saving throw or Spot check to avoid damage or mishap from a natural hazard, such as avoiding a rockslide or noticing unstable ground in a bog.

Clear the Way

You have learned to push enemies back so that others may pass safely by.

Benefit: When you attempt a bull rush, your opponent does not get an attack of opportunity unless you fail to push him back at least 5 feet. You may not choose to follow your opponent during the bull rush.

Adaptable Champion

You are able to learn the techniques of other cultures without properly training in their fundamentals.

Benefit: You gain any one racial technique of another race. You may only select this technique once.

Improvising Weapons

Humans, more than any other culture, are oppressed by the Shadow, and thus must learn to use whatever is at hand as a weapon to defend themselves.

Benefit: You only suffer a -2 penalty for using a weapon that you are not proficient with, even if the item is not designed to be a weapon (a table leg or wagon wheel, for example).

Dwarven Techniques

The dwarves fight a war of attrition beneath the Kaladrun Mountains, and their champions summon techniques from ages past to defend the stony caverns that are more choked with orcs with each passing day.

They have learned to use the cramped passageways to their advantage, and to blend stone and steel into a deadly labyrinth for the invaders from above.

Where to Learn: The first dwarven champions fought on the front lines for many years before it was decided to bring their gifts into the core in order to spread them to as many dwarves as possible. They brought two champions into an empty mithral mine, whose walls still glittered with traces of the precious metal that the dwarves have crafted into weapons for thousands of years.

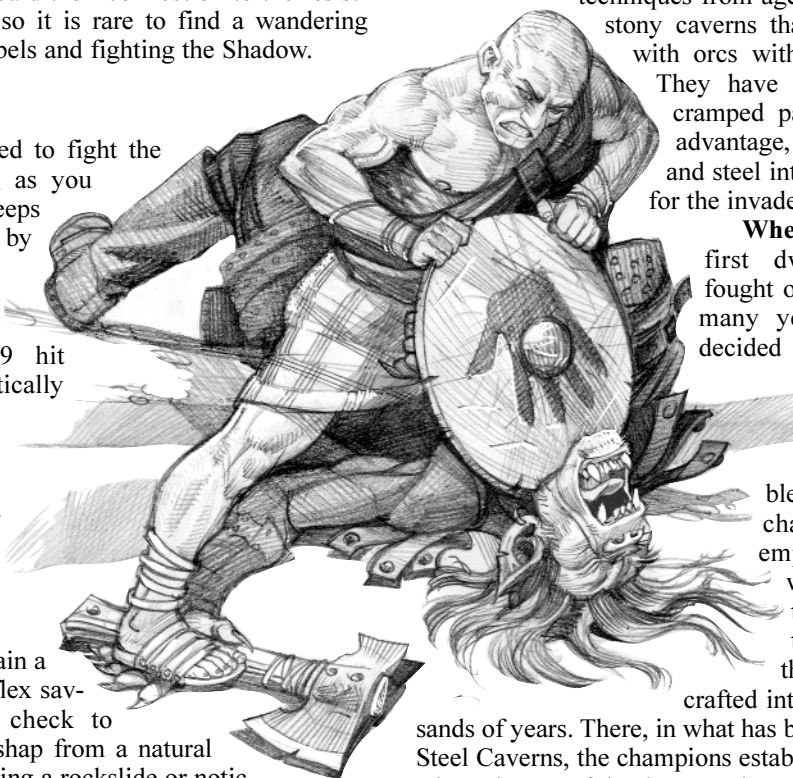
There, in what has become known as the Steel Caverns, the champions established a training hall where dozens of the dwarves' best fighters rotate in and out regularly to learn from the best.

Meanwhile, the surface Kurgun clan envies those who train in the Steel Caverns, and they even send warriors to train there on occasion. But they have champions of their own, most notably a dworg champion called Targot Kerl. Targot inspires his Kurgun clanmates with regular demonstrations of his powerful strikes and irregular techniques. He is treated well wherever he goes, despite his mixed blood, for the training he offers is a valuable weapon against the enemy.

Bundle of Steel

To a dwarf, offense and defense are often the same thing.

Benefit: You gain a +1 bonus on attack and damage rolls when performing a shield bash.





Immovable

You can root yourself to the ground, becoming as stable and immovable as a pillar of stone.

Benefit: If an opponent successfully bull rushes you, he must choose to move along with you or the attempt automatically fails. Furthermore, when an opponent uses the improved grab ability to grapple you, he must make a second successful grapple check to pull you into his square. If he fails, he must move into your square in order to maintain the grapple.

Reckless Hurler

Dwarven warriors are often stacked several layers deep while defending the choked corridors of their homes. Rather than holding back, they are trained to let fly with whatever ranged weapons they have, even if their allies are in the way. Luckily, dwarven armor is sturdier than that of their foes, so such attacks often bounce off allies' armor without harm, finding purchase instead in softer orc flesh.

Benefit: You only suffer a -2 penalty for throwing ranged weapons into melee combat, rather than the normal -4 penalty. However, you have a 1-in-6 chance of targeting the wrong combatant, chosen randomly from among all creatures adjacent to your intended target. This benefit does not apply to non-thrown ranged attacks, such as those made with a bow or crossbow.

Hustle to the Fight

Dwarves are accustomed to fighting in heavy armor, and so it does not impede them as it does other races. Given the right practice, a dwarf's stride can even exceed that of a human's in heavy armor.

Benefit: You gain 5 ft. to your base speed when wearing heavy armor or carrying a medium or heavier load. Only dwarves may select this cultural technique.

Knowledge of Steel

As masters of craftsmanship, dwarves can instruct their warriors on the finer points of weapon construction . . . and destruction.

Benefit: Weapons and shields have half their normal hardness against your sunder attempts.

Elven Techniques

The elves fight almost exclusively in the woods of their homeland, partly out of necessity but also because that is where they are at their strongest. For as long as living memory can recite the tale, the elves have climbed and lived among the trees, and their fighting styles have naturally adapted to their native woodlands. Now, with the Shadow closing in around them, their champions are returning to rekindle the ancient traditions and help the elves fight off the threat from the north.

Where to Learn: Long before the human kingdoms of Eredane mobilized to resist the Shadow in the Third Age, the Witch Queen was preparing. One of her far-seeing plans was to establish a martial training facility in the lost city of Harancara. This city had been abandoned early in the Second Age due to a long-forgotten plague or curse, and had simply lain empty so long that no elf had ever recolonized it. When the orcs began to stir in the North, the Witch Queen planned her defense of Erethor before considering sending aid to the east. She saw the lightly defended river route to the south of Caradul and knew that she would have to cover it. Repopulating Harancara was part of that plan.

The snow elves on the frontier of the elven forest cannot spare many warriors to train in Harancara, but they have champions of their own to inspire and train them. One of them is a surprising immigrant from the hot jungles to the south, an aged elfling warrior who appeared one day with greetings from the Druid's Swamp. Although old, Leequ brought many of the jungle's secrets to the frigid northern forest, and even managed to surprise a few of the Erunsil warriors with his crafty sepi fighting.

Invisible Threat

Even as elven warriors learn to negate the effects of an opponent's cover, they learn to conceal themselves better within their natural environment.

Benefit: You gain twice the normal benefit from concealment (40% miss chance and a +10 bonus on Hide checks) from forest foliage and undergrowth.

Treetop Archer

When firing at enemies far below, elfen warriors can increase the pull of their bows, sending arrows raining down among their enemies with startling force.

Benefit: You gain a +1 bonus on damage rolls with any shortbow or longbow when on higher ground than your enemy.

Climb and Fire

Ambushes often take on a three-dimensional property in the woods of Erethor, so the elves learn to fight effectively from a climbing position.

Benefit: When climbing a tree or other surface that is no more than four feet wide, you can fire a bow while maintaining a climb.

Shooting Through Trees

The orcs of Izrador's armies often whisper fearfully that the elves can shoot right through the trees, and that hiding behind them offers no solace. While the legend is not entirely true, many elves perfect their aim to a point where cover is less of an issue.

Benefit: You gain a +2 bonus on any ranged attack roll made against a target with cover (but not total cover).

Brush Fighting

From the dense jungles of the Aruun to the clogged marshes of the Coldest Wood, the elves must often fight in areas of sloppy and entangling undergrowth.

Benefit: You suffer no penalty on Move Silently and Tumble checks in undergrowth, and it only costs 1 square of movement to move into each square. You only suffer a -2 penalty on Move Silently and Tumble checks in heavy undergrowth, and it only costs 2 squares of movement to move into each square.

Gnome Techniques

The gnomes have summoned up what courage and prowess they can in the face of their new masters, and have drawn strength from their fey heritage. From the very earliest days, the gnomes have used guile, subterfuge, and trickery where the other races might prefer brute force. The ancestral guidance infused into their racial champions focuses on this aspect of combat, as well as fighting in or near the water on which the gnomes make their livings.

Where to Learn: The gnomes of the Ardune have created a haven on the sea for smugglers, rebels, and fey. Known as the Ghost Raft, this ever-changing conglomeration of rafts and boats has remained hidden from the eyes of the Shadow for nearly 100 years. Where better for the gnome champions to hone their skills and share in the knowledge of fighting arts from across Eredane?

The Wrath of the River

In 94 LA, an orc was found dead on a Swiftpole family barge docked at Dagen's Ford. In a rage, the local garrison commander seized all of the Swiftpole family boats at the dock. While the villagers cowered in their homes, the orcs executed the gnomes, dumped their bodies into the river, and burned the barges. As the fires were going out, the villagers heard the orcs scream in terror. When the villagers returned to the docks, the orcs were gone and the river was stained blood red.

When the gnomes meet at the Ghost Raft, talk inevitably turns to the events of Dagen's Ford and the Swiftpole family. Most believe that the river rose up and took its revenge. There are others who claim that not all of the Swiftpole family was at Dagen's Ford on that fateful night, and those that remain have become agents of the river's wrath, striking at the Shadow's forces swiftly, silently, and leaving no trace of their attack. There is talk of legates that have disappeared and orc patrols that never arrive. The local garrisons blame the resistance, and cannot believe that the river and its unassuming chosen people have turned against them.

Many of the gnomes' fighting techniques are defensive or involve subterfuge, but there is also a place for gnomes to find bloodier training. A dwarf known as Itskaf sneers at the "play combat" taught on the Ghost Raft, and has established his own rebel training grounds in a hidden grotto near Erenhead on the northern tip of the Eren River. Here, Itskaf teaches hamstringing techniques, poison use, and other combat maneuvers that can help small fighters even the odds on their usually larger opponents.

Hop Back

A gnome fighting aboard ship often needs only a little maneuverability to escape a potentially deadly opponent.

Benefit: Whenever you would normally perform a 5-ft. step, you may instead move 10 ft. in a straight line directly away from an adjacent opponent. You must perform any actions for the round, including attacks, before this movement. Moving in this way does not provoke attacks of opportunity from the adjacent opponent, but does provoke normally from other foes.

Low Strike

Rather than attempt to counter an opponent with brute strength, you attack him where he can least defend himself.

Benefit: You ignore any shield bonus to an opponent's armor class gained from a buckler, light shield, or heavy shield.

Crawl from Danger

Gnomes often find themselves overpowered by their foes, and with little hope of fighting their way out of the situation. Sometimes safety can be found off the edge of a boat or underneath a nearby log.

Benefit: You can crawl 10 ft. as a move action. Moving in this way does not provoke attacks of opportunity.

Close Shot

Gnomes that make a stand against the Shadow prefer to shoot crossbow bolts from a distance, but the enemy rarely stays that way.

Benefit: You may load and shoot a hand crossbow or light crossbow without provoking attacks of opportunity.

Just as Tall Lying Down

You're so short that scrambling up from a prone position doesn't leave you vulnerable to attacks.



Benefit: You do not provoke an attack of opportunity when standing up from prone.

Treading Water

Sometimes the gnomes need more than just the river to protect them. When a gnome fighter straps on armor and shield, he knows that drowning can become as much of a threat as an orc's vardatch.

Benefit: Warriors who learn this technique only suffer their armor check penalty on Swim checks, not twice their armor check penalty.

Halfling Techniques

The halflings of Eredane are thought of as many things—as slaves, as farmers, and as friends to the strange beasts of the plains. Warrior, however, is a term rarely used in conjunction with these diminutive people. The halfling champions have risen from the tall grasses and vowed to change that perception by giving their people the inspiration and training they need.

Where to Learn: On the eastern edge of the Wogren Moor is a valley sacred to the beasts of its namesake as well as their halfling allies. Several times per year, a group of halfling wogren riders descends into this valley and learns from the spirits of their dead as well as that of Keela, Spirit Mother of the Plains. Sometimes a non-wogren rider will be invited to train in the Wogren Moor Valley, especially one who has performed a great service to the halflings of the Central Plains.

There is a legend among the agrarian halflings, possibly arising from the affinity the wandering halflings have with the wogrens. It tells of a halfling and wogren whose bodies became one, merged into a single creature who could take the form of each depending upon its need. Although the truth of the legend is unknown, there is a halfling champion whose wogren companion has never been seen with him. He wanders the plains looking for those with the fire in their souls to stand against the Shadow and to protect the halfling people from the enslavement they face at the hands of the occupiers.

Elfling Retreat

Elfling spies often pose as halfling slaves and undertake missions deep into the heart of enemy territory. One wrong move can easily find the spy surrounded by a gang of angry uruks. As a result, most elflings are taught to get out of these sticky situations.

Benefit: A character who knows this technique can ignore a number of attacks of opportunity equal to his Dexterity modifier when taking the withdraw action.

Halfling Roll

Maneuverability is important to smaller fighters, who must often gang up on larger opponents in order to take them down.

Benefit: If you are adjacent to an opponent that is one size category larger than you, you may move to the square directly opposite your current square (“behind” or on the other side of the opponent) as a move action. Moving in this way does not provoke attacks of opportunity.

Shielded Strike

You may use tables, tunnels, or other low terrain to mask your attacks.

Benefit: Whenever you have cover from a foe but he does not have cover from you (such as when you are fighting a Medium opponent from underneath a table, inside the mouth of a cave, etc.) the opponent is denied his Dexterity bonus to AC.

Dodge and Weave

Halflings and elflings alike have learned that staying on the move is the only way to stay alive.

Benefit: If you move 10 ft. or more during a turn, you gain a +1 dodge bonus to AC.

Team Fighting

Numbers are often a small fighter’s best friend, and halfling culture teaches effective ways to use mass tactics against larger foes.

Benefit: You may use the aid another special attack action as a move action.

Orc Techniques

Bred as warriors in the Shadow pits of the frigid north, the orcs thrive on the crunch of bone under the mighty swings of their vardatches. Their warrior traditions have been kept alive by the flames of hatred poured into the orcs’ souls by the Shadow in the North. The champions who have risen up against their creator exhibit powerful combat capabilities and have developed techniques that seem brutal even to their kin who fight in the occupying armies.

Where to Learn: The orc outcast called Rizzakk has become a thorn in the side of the Shadow’s army. He recruits orcs and humans (mostly Dorns, who are large enough on average to take advantage of his powerful techniques) from the alleys of Highwall to train in techniques heretofore only learned by Jahzir’s shock troops and front-line fighters. The legates of Theros Obsidia know of Rizzakk’s activities, but consider it a matter for Jahzir and his armies to deal with. This exemplifies the weakness wrought by the rivalry between the factions of Izrador’s minions, something Rizzakk is more than happy to take advantage of by staying close to his enemies.

One of Rizzakk’s students has taken to the north, a mission so dangerous that even Rizzakk refuses it. The young orc wanders the towns and mountains of the north, skirting the edges of training encampments trying to recruit from within the enemy’s ranks. In many cases he is the first opposing viewpoint many orcs hear, and even if they do not take him up on his offer, he is plant-

ing the seeds of dissent as early as possible. Recently he has been seen traveling with an orc shaman, although nothing about her is known.

Power Sunder

You drive your enemies to the ground even as you destroy their weapons and armor.

Benefit: If you successfully sunder an opponent’s weapon or shield, you may immediately initiate a trip attack without provoking an attack of opportunity. If you fail, you may not be tripped in return.

Quick Charge

Even when fully armored, your bloodlust propels you at great speed during a charge.

Benefit: When you charge, you can choose to move 10 feet farther than normal.

Lunging Cleave

Orcs often take down enemies en route to their next fight, and they learn to use the momentum from their powerful swings to maneuver across the battlefield.

Benefit: Once per round immediately after dropping an opponent, you may make a 5-ft. step. If you have the Cleave feat, you may make this 5-ft. step before your immediate additional attack. In any case, this movement does not count against your movement for the round or as your one 5-ft. step in the round.

Iron-Handed Grappling

Orcs enjoy crushing the life from a foe with their bare hands as much as they enjoy spilling blood with their vardatches.

Benefit: You deal +2 damage whenever you make a grapple check to damage an opponent, including applying damage after the initial grapple check.

Savage Throw

Orcs are not particularly skilled with ranged weapons, but the power behind their throws can drive a spear or javelin deeply into their targets.

Benefit: If you have the Power Attack feat, you may use it when attacking with a thrown weapon. The benefit is halved, however, so for every 2 you subtract from your attack rolls, you may only add 1 to your damage rolls with thrown weapons.

Chaotic Overrun

By weaving and lumbering in a reckless charge, orcs give their opponents little opportunity to respond to their charging bulk.

Benefit: When you move into the defender’s space during an overrun, he can either choose to avoid you or take an attack of opportunity, but not both. Furthermore, if you lose the opposed Strength check to knock the defender prone, he may not attempt to knock you prone in return.

CHAPTER TWO

Honed in Spirit

While training and weaponry may be valuable tools against the Shadow, neither is useful without the will to use them. The spiritual traditions of the people of Eredane are as strong as their warrior traditions, and some say it is that connection to Aryth herself that provide the following boons.

The names and mechanics of the heroic paths, warrior magic, and covenant items in this chapter are designated as **Open Game Content**. The background descriptions are closed content.

Heroic Paths

The following heroic paths represent the warrior-champions of the six pure races of Eredane. A character must have some of the blood of the racial champion heroic path he chooses in order to select it—dwarves cannot choose the elven champion heroic path, but a dworg or dwarf could choose the dwarven champion heroic path.

Likewise, characters with these heroic paths do not need to choose the appropriate fighting initiate feat to learn the fighting techniques at each of the first four levels—they represent the legacy of their race's greatest heroic warriors. Many of the fighting techniques described in the previous chapter had been lost for generations until the emergence of the racial champions in recent years. Characters who bring the lost arts of their culture back to the fold are looked upon as treasured gifts, but such fame is a double-edged sword, as expectations on the character become extraordinary.

Champion Ability Descriptions

The racial champion heroic paths have several abilities in common, even though they take slightly dif-

ferent forms for each path. These abilities are described below, and annotated after each race if additional explanation is necessary.

Fighting Technique: At each of his first four levels, the champion gains a cultural fighting technique from his culture without the expenditure of time or XP. He may choose any fighting technique that he meets the prerequisites for, and is assumed to be practicing it throughout his travels; the technique costs him neither time nor experience to learn.

Knowledge Bearer: The champion is responsible for teaching the fighting techniques that he knows to his entire race so that they can better fight the Shadow. The spirits of his ancestors guide him and his pupils, making the techniques easier to learn. Anyone learning the technique from a champion of at least 6th level gets the listed discount on the amount of XP needed to learn the technique.

Essential Skill: Many of the fighting techniques used by the champions are made more effective through skill use, and the martial traditions of the various races each emphasize their own unique talents and proficiencies. As a result, champions gain access to certain skills as class skills regardless of their actual classes. If the character already has these skills available as class skills (whether via class levels or through the use of the racial class modifications in Chapter 1), then he gains a +2 bonus on the skill instead.

Dwarven Champion

Dinegard Korat was the first of the dwarven champions to emerge from the Last War. It was during the early years of the orc assault on the Kaladrun Mountains that Dinegard led a small force of axemen to reclaim a cavern that had been lost several weeks before. The dwarves were overwhelmed, however, and in their retreat were swept down several new tunnels

that had been carved by the dark magic of Izrador. Trapped and without hope, the dwarves prepared themselves for a last stand. Dinegard refused to let his kinsmen die, however; he spoke to the stone itself, and asked it to help him defend his brethren. The stone welcomed him into its embrace, such that when the black-blooded villains streamed into the cavern, Dinegard emerged within their midst, halting their charge and laying many of them low. Though Dinegard fell, more than half of the rest of the dwarves pushed through and escaped, including Dinegard's son.

If another dwarven champion does arise, he is likely to be kept safe and close by the dwarves deep in the Kaladruns, where he can pass on his knowledge to their warriors. The people of the mountains and earth are under siege, and the concept of sending one of their most precious resources out onto the front lines would strike most dwarven elders as foolish. PCs with the dwarven champion heroic path are therefore likely to either be Kurguns, who are less isolated and withdrawn from the wider world, or self-exiled Clan dwarves.

Dwarven Champion Abilities by Level

Level	Ability
1	Dwarven fighting technique
2	Dwarven fighting technique
3	Dwarven fighting technique
4	Dwarven fighting technique
5	+1 Con
6	Knowledge bearer -10%
7	Essential skill (Knowledge (dungeoneering))
8	+1 natural armor
9	Knowledge bearer -20%
10	+2 Con
11	Essential skill (Balance)
12	Knowledge bearer -30%
13	<i>Meld into stone</i> (self only) 1/day
14	Essential skill (Listen)
15	+3 Con
16	Knowledge bearer -40%
17	+2 natural armor
18	<i>Meld into stone</i> (self only) 2/day
19	Knowledge bearer -50%
20	+4 Con

Elven Champion

The legacy of the elven champion began deep in the Caraheen at the beginning of the Last Age. As the forces of Izrador stalled at the forest's edge, the elves began to recover from their failure on the coast of Pelluria. They realized that their affinity for the forest would be one of their most valuable weapons, and that any battle they brought to Izrador must be under conditions of their choosing. Throughout Erethor, once peaceful villages became woodland training camps where the

The Pale Dorns

In the chaotic days of the early Second Age, there was no Fortress Wall to defend the northern Dornish settlements. Individual clans turned the snow red defending their lands and herds from the remnants of the Shadow's army. In those days, Dornish clans followed the eastern slopes of the Highhorns and ranged into the frozen north. The Shadow was unnaturally quiet, pulled back into the Vale of Tears, husbanding its power and dreaming of future battles. At the Witch Queen's suggestion, the High King and his fey allies began to build the great fortifications of the Fortress Wall to defend their people. In the Dornish North, due to the great distances that had to be defended and the fierce weather, the fortresses were built well south of the summer grazing lands of the great herds of elk and caribou. Dornish clans whose livelihood was based on the herds were forced to resettle south of the Fortress Wall. According to House Dale, there were those of their blood who refused to leave their herds and stain their honor by hiding behind walls of stone. Most assume that those clans are long since dust.

On cold winter nights, when the winds howl and sleet pelts down in great sheets, Dornish hunters huddle around their fires and tell stories and trade rumors. As of late, these tales speak of slaves and captives, trapped by orc raiders or the foul beasts from the dark god's pits, being saved by Dornish warriors with long braided hair as white as bone. The warriors seemingly rose from the frozen earth, slaughtering the orcs or beasts and disappearing back into the snow, always heading north. The rescued captives say that they spoke a tongue that seemed familiar, but somehow were just beyond understanding. Others have brought back arrows and broken spears that were reportedly wielded by their saviors, their tips carved of the razor-sharp bones of some unknown beast.

fey practiced tactics and formulated strategies focusing on ranged attacks, hit-and-run techniques, and using the trees and foliage for both movement and cover.

Into one of these camps a mysterious stranger stepped forth from the woods and bid them listen. He was naked, and seemingly without memory, and his body resembled the elves of old that only the Witch

Queen herself could recognize. His message was one of desperate hope, and he bid Aradil to let him train her troops in the lost arts of fey combat. This she did, and she established a school at Harancara to pass on the elf's teachings for as long as her people stood against the Shadow. It was well that she did, for the elven champion disappeared a year and a day after his arrival . . . but not before passing on his teachings and his bloodline. It is his descendants that are likely to become elven champion PCs.

Elven Champion Abilities by Level

Level	Ability
1	Elven fighting technique
2	Elven fighting technique
3	Elven fighting technique
4	Elven fighting technique
5	+1 Dex
6	Knowledge bearer -10%
7	Essential skill (Hide)
8	<i>Spider climb</i> (self only) 1/day
9	Knowledge bearer -20%
10	+2 Dex
11	Essential skill (Move Silently)
12	Knowledge bearer -30%
13	<i>Tree shape</i> (self only) 1/day
14	Essential skill (Listen)
15	+3 Dex
16	Knowledge bearer -40%
17	<i>Plant growth</i> 1/day
18	<i>Animate plants</i> 1/day
19	Knowledge bearer -50%
20	+4 Dex

Gnome Champion

Even before the coming of the Shadow, the gnomes suffered at the hands of the Dornish invaders as they first cut their way north through Eredane. Likewise, before Jahzir learned how much he needed of the experienced river captains to ferry his water-fearing troops, the gnomes received much less pleasant treatment than they do now.

A favored orc game of the time involved dunking gnomes and placing bets on how long they could hold their breath without drowning. Gnomes were also used as slaves, killed for sport, or harvested for food. From those days of desperate fighting, and as a counterpoint to the more subtle gnomes who do nothing to outwardly oppose the Shadow, come the skilled and dangerous gnome champions.

Gnome champions learn to use the waterways of Central Erenland as an ally in their war against the Shadow. They can lead their opponents to drown or be hampered by it, or use it as a foolproof escape route when they find themselves outmatched. Gnome champion PCs would rarely stay in one place for long, prefer-

ring to travel from boat to boat, city to city, finding and training other gnomes to secretly spread the quiet but effective techniques of their people.

Gnome Champion Abilities by Level

Level	Ability
1	Gnome fighting technique
2	Gnome fighting technique
3	Gnome fighting technique
4	Gnome fighting technique
5	+1 Con
6	Knowledge bearer -10%
7	Essential skill (Escape Artist)
8	<i>Water breathing</i> (self only) 1/day
9	Knowledge bearer -20%
10	+2 Con
11	Essential skill (Bluff)
12	Knowledge bearer -30%
13	<i>Freedom of movement</i> (self only) 1/day
14	Essential skill (Move Silently)
15	+3 Con
16	Knowledge bearer -40%
17	<i>Water walk</i> (self only) 1/day
18	<i>Control water</i> 1/day
19	Knowledge bearer -50%
20	+4 Con

Halfling Champion

As Jahzir led his armies south toward the Kasmael Sea, he left a swath of death and destruction behind him. A wogren rider named Samith came across the remains of a halfling encampment that had been pillaged by Jahzir's forces less than a day before. The halfling and his mount felt a great sorrow overcome them, but through the powerful emotions they could hear the spirits of the fallen calling to them. They spent a day and a night arranging the dead into a pattern inspired by the voices, and then Samith began a ritual that he thought would put them at rest and prevent them from rising as Fell. Instead, he and his wogren companion released the knowledge of all those who died, as well as their ancestors, to be spread among the surviving halflings of the world. On that night, the halfling champions became a possibility.

Halfling champions excel when leading their fellows in pack tactics, by which several small fighters can take down a much larger foe in relatively little time. These tactics work well in conjunction with the halflings' wogren allies, as it plays to the beasts' natural instincts and combat capabilities. Halfling champion PCs are likely to spend a good amount of time among their own folk, as the larger races cannot benefit from their teachings. Those that have a wogren companion of their own learn to train beast and rider to act in concert. They sometimes stay with agrarian tribes for extended periods, teaching them to defend themselves with their



farming tools as effectively as a trained fighter with a sword. Such itinerant champions always leave, however, seeking new tribes to train so as to create an army of diminutive fighters that can roll over the occupiers like a wave when the time finally arrives.

Halfling Champion Abilities by Level

Level	Ability
1	Halfling fighting technique
2	Halfling fighting technique
3	Halfling fighting technique
4	Halfling fighting technique
5	+1 Dex
6	Knowledge bearer -10%
7	Essential skill (Ride)
8	<i>Pass without trace</i> 1/day
9	Knowledge bearer -20%
10	+2 Dex
11	Essential skill (Handle Animal)
12	Knowledge bearer -30%
13	<i>Animal growth</i> 1/day
14	Essential skill (Spot)
15	+3 Dex
16	Knowledge bearer -40%
17	<i>Commune with nature</i> 1/day
18	<i>Nondetection</i> 1/day
19	Knowledge bearer -50%
20	+4 Dex

Human Champion

The history of humans in Eredane is not as long as that of the fey folk, but they too have traditions and practices dating back to before the first settlers crossed the Kasmael Sea. A human champion may come from all three of the dominant cultures, with each adding their own new techniques to the race's collective talents. Long into the Last Age, the descendants of the Dorns still remember the loss of their honor keenly. Likewise, the descendants of the Sarcosans shoulder a heavy remorse for the loss of knowledge. While some Erenlanders may be free from either pain, many are doubly cursed with an understanding of how much has been lost from both cultures. It is from these burdened yet resolute few that PC human champions spring.

A parable told among defenders and other resistance fighters illustrates the hope that a human champion could bring. Somewhere on the southern shore of the Sea of Pelluria, where north meets south, an Erenlander rebel came upon a cave usually submerged by water. Exploring it, he found within three relics: a sword of war, a tome of knowledge, and a crown of hope. When he opened the book, he found the knowledge of the ancient Sarcosans filling him. When he picked up the sword, his arm learned the time-honed techniques of Dornish warriors. But when he tried to don the crown, believing it to be the most appropriate of the three for him, he found it too heavy to lift.

The Erenlander resolved to go forth and teach the people from both his bloodlines what he had learned; only when he had united them, he knew, would he be judged fit to wear the crown.

Human Champion Abilities by Level

Level	Ability
1	Human fighting technique
2	Human fighting technique
3	Human fighting technique
4	Human fighting technique
5	+1 Str or Dex
6	Knowledge bearer –10%
7	Tongues of man
8	<i>Divine favor</i> 1/day or <i>shield of faith</i> 1/day
9	Knowledge bearer –20%
10	+2 Str or Dex
11	Tongues of man
12	Knowledge bearer –30%
13	<i>Haste</i> 1/day or <i>rage</i> 1/day
14	Tongues of man
15	+3 Str or Dex
16	Knowledge bearer –40%
17	<i>Righteous might</i> 1/day or <i>spell resistance</i> 1/day
18	Any previous spell-like ability 1 additional time per day
19	Knowledge bearer –50%
20	+4 Str or Dex

Human Ability Descriptions

Ability increase: A human champion chooses either Strength or Dexterity to be his primary combat ability, and gains ability bonuses to that ability score at 5th, 10th, 15th, and 20th levels.

Tongues of Man (Ex): At 7th, 11th, and 14th level, the human champion may learn one of the following languages for free: Colonial, Courtier, Erenlander, Norther, or Trader's Tongue. Alternatively, if he already knows any of those languages, the human champion may use this ability to become literate in one without needing to take an additional skill rank in that language.

Protect and Prevail (Sp): At 8th, 13th, and 17th level, the human champion chooses one of the two listed spells, and is thereafter able to use that spell as an innate spell-like ability 1/day.

Orc Champion

Once in a great while, an orc is born among his kind that has a conscience. When he is discovered, he is sacrificed to the Black Mother so that she may draw strength from his rotting body. If such an orc were to survive, however, either by escaping or by hiding his nature

until free of the clutches of the *kurasatch udareen*, he might be revealed to be an orc champion.

Were an orc champion to arise, he could become a scourge to Izrador's cause more powerful than any army. The fighting capabilities of such a creature would be powerful, to be sure, but more important would be what such a being represents: that even the Shadow's most dire corruptions can still become forces for good.

Sadly, an orc champion would find little solace among the oppressed peoples of Eredane, and would have to carry his cause hidden away from both sides. He might train other orc defectors in the cities of the north or bring his talents to the accepting dwarves of the Durgis clan.

Orc Champion Abilities by Level

Level	Ability
1	Orc fighting technique
2	Orc fighting technique
3	Orc fighting technique
4	Orc fighting technique
5	+1 Str
6	Knowledge bearer –10%
7	Essential skill (Intimidate)
8	Death rage 1/day
9	Knowledge bearer –20%
10	+2 Str
11	Essential skill (Survival)
12	Knowledge bearer –30%
13	<i>Restoration</i> (self only) 1/day
14	Essential skill (Heal)
15	+3 Str
16	Knowledge bearer –40%
17	Death rage 2/day
18	<i>Restoration</i> (self only) 2/day
19	Knowledge bearer –50%
20	+4 Str

Orc Ability Descriptions

Death Rage (Ex): Orc champions thrive on the death of their enemies, and can even gain a physical boost from the excitement of the kill. As a free action, the champion may activate a death rage, gaining +2 to Strength and a +1 bonus to all saving throws for a duration of one round per character level. Any time the champion drops a foe below 0 hit points during the death rage, he gains 1d8 temporary hit points. If the champion suffers damage during the death rage, temporary hit points are lost first.

At the end of the death rage, the champion loses the death rage modifiers and becomes fatigued for the duration of the current encounter.

Warrior Magic

In a MIDNIGHT campaign, magic items might be simple, common things such as a lock of a lover's hair, the buckle of a long-dead knight's belt, or the scabbard that once housed his sword. These objects are imbued with power by their association with greatness or tragedy. Other items are legendary artifacts forged in past ages or newly crafted vessels of power, created in hidden places where arcane energies pool and flow in

bewildering, unseen complexity. In a world cut off from the gods, belief still holds power that can be tapped and shaped by rituals and symbols. Runes hold potent magic in their twisting forms, and the ritual scarring of a warrior can turn a blade as effectively as any shirt of steel rings. There are also objects that have been touched by death and forever changed. The Veil prevents the souls of the dead from leaving Aryth, so the vital energy of the spirit is forced to either linger or find an alternative destination. Death holds its own magic and, in dying, the living give up great power that can be harnessed by those who slew them.

Creating Totem Heads

Totem heads are always true charms (DC 30 to create) and have the same prerequisites for creation. Anyone can create the totem head charm, but only the individual who defeated the opponent to whom the head originally belonged can benefit from its powers.

Totem Head Spell Energy, Powers, and Effects

HD of Creature	Spell Energy	Totem Powers	True Charm Effect
1-4	1	1	None
5-8	2	2	+4 luck bonus to Intimidate checks
9-12	4	3	+4 luck bonus to Will saves versus fear
13-16	8	3	+4 luck bonus to AC against all AoOs
17-20	12	4	Grants character immunity to fear
21+	24	4	Damage reduction 2/slashing

Power

+1 insight bonus to AC
 +1 insight bonus to attack
 +1 insight bonus to damage
 +1 insight bonus to a saving throw
 +4 insight bonus to initiative
 Cast any divination spell up to 6th level
 Use a fighter bonus feat untrained

Spell Energy Cost

1
 1
 1
 1
 2
 2 times the spell's level
 4 if character has all prerequisites for the feat, 8 if the character has only some or none of the prerequisites

Cast *bear's endurance*

4

Cast *bull's strength*

4

Cast *cat's grace*

4

Cast *eagle's splendor*

4

Cast *fox's cunning*

4

Cast *owl's wisdom*

4

Cast *cause fear*

4

Re-roll any one die roll

8

Totem Heads

Removing the head of a corpse prevents it from rising as one of the Fell and represents the power of life over death. It is regarded by several of Eredane's cultures, most notably those of the Dorns and the dwarves, as the ultimate victory over an enemy, symbolising the capture of their power. Some Dorns of the First Age were known for the practice of decapitation for the purpose of making totem heads. This tradition preceded the rise of the Fell; the knowledge that beheading prevents a soul from lingering in its body was likely a happy accident gained from the actions of these early warriors. Taking the head of an enemy became unpopular among men, however, after the merging of the Sarcosan and Dornish people to form the Kingdom of Erenland. It was thereafter seen as an unpleasant reminder of a barbaric past. As the Dorns gave up their practices of head-taking, however, the dwarves in the Icewall Mountains were beginning to create their own traditions that favored the taking of an enemy orc's or oruk's head to use as a trophy. By the end of the first century of the Last Age, the old ways are being remembered by both peoples, and the power contained in an opponent's severed head is being rediscovered.

Unfortunately for the people of Eredane, this process is nothing new to the savage orcs . . . their *kurasatch udareen* long ago learned that, when they prepared their warriors' trophies by bathing them in lime and drying them in the cold wind of the tundra, those heads would tell their killers of secrets from beyond and imbue them with power.

The power contained within a severed head depends upon the strength of its former owner. An opponent does not actually have to be beheaded in combat (the head can be removed after death) but the power contained within it can only be accessed by the individual who defeated the opponent, and even then only after the severed head has been properly prepared as a totem head. Only heads from sentient creatures that could rise as Fell can be used for the purpose of making a totem head.

Totem Powers

One of the distinct characteristics of totem heads is that, rather than being one-use items, each totem head has a number of "charges" (actually spell energy) that are used whenever the head is activated. Just as with other charms, activating the head is a free action so long as the head is being worn somewhere in the open (usually tied by the hair upon the possessor's belt). Totem head powers may be activated once per round. Only the head's own spell energy may be used to active its powers. Once expended, the spell energy contained within a totem head cannot be replenished and only its true charm effects (if any) remain.

Another distinction between totem heads and other charms is that the heads' powers can be used after the dice are rolled but before the result is determined, e.g. the insight bonus to a saving throw can be added after the die is rolled but before the DC is announced, the insight bonus to AC can be added after the enemy makes the attack roll but before the DM declares that it is a hit, etc. This makes totem heads very useful, but because only the head's killer can use them, they are less versatile than other charms. The effects of totem head powers last for one round, or the spell duration as appropriate. The caster level of spells cast by the head are equal to the HD of the creature the head was taken from.

A Warrior's Sacrifice

The lands of Eredane are charged with racing lines of arcane energy and alive with spirits and strange elemental entities. The influence of Izrador's insatiable black mirrors warps and twists this vital lattice, corrupting some regions and deadening others. Yet despite the voracious appetite of the black network of *zordrafin coriths*, the land remains spiritually charged; indeed, the Shadow's defilement seems to have provoked a backlash from Aryth herself. There are those in the Order of Truth who believe that the recent emergence of heroes blessed with extraordinary powers is just one manifestation of the land's retaliation to the atrocities being committed against it. They also speak of other signs that the spirits of Aryth's bones, blood, and breath seek an outlet for their pain: faint murmurings on the wind, erratic movement of the land's rivers and streams, and strange vibrations felt beneath the earth. The spirits are awakened and ready to lend their strength in the fight against the Shadow, but laws inexplicable to mortal ken dictate that such aid cannot be given freely or unlooked for. A petition must be made, some offering given, to form a vital link between the petitioner and the spirit whose help is sought.

In times past splendid weapons wrought from gold or perhaps armor encrusted with precious stones were offered to the spirits of water, forest, earth, and sky. It was believed that such offerings would earn the petitioner good fortune in battle or the protection of a powerful spirit that might influence the outcome of the conflict. In the Last Age, with traditions lost to the fires of conquest and wealth measured in farming implements and enough food to last out the week, such extravagant offerings seem empty and faintly ridiculous. In truth, it has never been the intrinsic monetary value of the offering that is important; such things have little meaning to spirits. Rather, the offering's symbolic value

Warrior Sacrifice Effects

Example Sacrifice

Deer heart
Iron dagger
Ort heart
Own braided hair
Song sung on the night wind
Stream-polished stone
Wooden shield

Example Benefit

+4 sacred bonus to initiative roll in next combat
+4 sacred bonus to an attack roll during next combat
Gain scent special ability for one hour
Gain Cleave feat for next combat
Gain Spirited Charge feat for next combat
+4 sacred bonus to a saving throw during next combat
+4 sacred bonus to AC for one round during next combat

and the level of sacrifice it represented were what drew the spirits into bonds with the petitioner.

A warrior's sacrifice is a ritual that must be conducted in a place patronized by a spirit or elemental force. Many such places exist on Aryth and are usually marked by some feature of great natural beauty, such as a clear pool in a woodland glade, strange rock formations upon the brow of a hill, or a secret cave that glistens with the hidden light of crystals and broken geodes. Each race and culture has or had its own traditions for invoking the blessing of the spirits: an elven knight sings softly in an enchanted grove, offering bright stones polished by a babbling brook to unite the spirits of earth, water and forest and beseech their blessing; a halfling wogren rider careens beneath the stars through the tall grasses of his homeland, feeling the wind on his face and the strength of his loyal companion beneath him; his is an offering of song released onto the wind. In the Northlands, a grim-faced Dornish maiden remembers the tales of her grandmother and cuts her long flaxen hair, casting it into a fire made of rowan sticks at the center of her clan's ancestor circle; hers is an offering of pride.

While there are no special skills or complicated spells required to complete a warrior's sacrifice, simply the honest offering of a gift in a sacred place in return for the favor of its guardian spirit, the petitioner must have some merit or bent for the warrior's way. To perform a warrior's sacrifice a character must have a base attack bonus of +1 or greater and at least two ranks in one of Knowledge (history), Knowledge (local), or Profession (soldier). The above are examples of possible sacrifices and their attendant blessings. DMs are encouraged not to make either the sacrifice too onerous or the blessing too powerful, but rather to emphasize the mysterious and spiritual nature of warriors' sacrifices, using them as rich roleplaying opportunities rather than as a mechanic for simple transactions of material wealth for spiritual boon.

As with totem heads, spirit boons from warrior sacrifices may be applied after the dice are rolled but before the result of the roll is announced. The spirits guard and assist the character when she needs it most, but cannot change that which has already happened.

Covenant Items

Dawn's Light

Dawn's Light is a gently curving sword in the style once popular with ship captains and commanders of the Sarcosan navy of the Old Empire. The hilt of this fine seaman's saber is wrapped with gold wire and ends in a pommel set with a large polished stone the color of the rising sun. The crossguard is constructed from nine tines arranged in a radiating semi-circle, a stylized face at their origin representing the sun. The blade, worked in a strange alloy with a reddish cast, emerges from the center of this array, its length decorated with the swirling patterns and hieroglyphs of an ancient and forgotten script.

Purportedly forged in far distant Pelluria by the legendary swordsmith Nasi Dahara, Dawn's Light came to Eredane on the hip of an important Sarcosan naval commander. The heat of its forging was quenched in water touched by the morning sun, giving the blade the power to bring light in darkness and hope in the face of despair. Its pommel stone, the Ancit Eye, was once part of the crown of the Kingdom of Lahim and bestows the authority of kings to its wielder. The last known bearer of Dawn's Light was Captain Aramus Idari, an Erenlander hero from the Third Age gifted the blade by King Arnulf Sedrig of Highwall. Aramus was the last commander of the Highwall Maiden, but he, his ship, and Dawn's Light disappeared into the dread Stromsker region of the Pellurian Sea shortly before the Shadow descended from the north and ended the age.

Dawn's Light has the following powers.

1st Level: The wielder can cast *light* centered on the sword, at will, as a 1st-level channeler.

3rd Level: The wielder can cast *remove fear* once per day as a 3rd-level channeler.

5th Level: The sword gains a +1 enhancement bonus.

7th Level: The wielder's Leadership score is increased by 4. Additionally, the sword has the ability to rend darkness itself; whenever the sword enters the area of effect of (or is in an area targeted by) a *darkness* or *deeper darkness* spell, the wielder may make a dispel check as a free action against the effect with a caster level equal to his HD.

9th Level: The wielder can cast *heroism* once per day as a 9th-level channeler.

11th Level: The sword's enhancement bonus increases to +2.

Maul of the Moon



According to dwarven legend, one clan was given the secret of mithral by Mother Moon in the earliest days. That clan, the Kagedin, lived where the fires of the mountain ran like rivers, powering forges and tapping the raw magic of Aryth. There they forged weapons and armor of tremendous power. The finest of these weapons was the great maul known as the Shaker of Mountains. In a dire battle against beasts from below, as the dwarves were being overrun, the Shaker of Mountains unleashed its power and collapsed the mountain, sealing off the beasts and the remnants of Clan Kagedin.

The Kagedin lived on in song and lore, their mythical sacrifice used as a lesson in these dark times. As the siege of Calador enters its sixth year, hope of relief is gone. The gates to the outer world have been sealed and dwarven miners dig ever deeper, seeking a means to escape the siege. The miners recently broke through into a large series of caverns at the very roots of the mountains. In the caverns they have found tools bearing the marks of Kagedin. The tools are not ancient artifacts, but seem instead to be freshly forged. If the Kagedin are not a myth, could the Shaker of Mountains also exist?

Torc of Dythys—Ire

Dythys-Ire was a dworg who fought in the Battle of Thardun in 44 LA. As the Kurgun dwarves of that clanhold fought a desperate defense against a besieging army of orcs, Dythys-Ire appeared on a ridge overlooking the fort. Roaring his defiance of Izrador and his foul spawn, the dworg charged into the flank of the orc army, laying waste to all about him with a fearsome double-bladed war axe. At his throat, a silver torc gleamed red in the light of the setting sun, foreshadowing the blood that would be spilled before dawn. The legends of Thardun claim that Dythys-Ire fought from sundown to sunup, never faltering despite great wounds as mounds of dead orcs piled up on all sides. At dawn the dwarves broke through the enemy to reach the brave warrior, routing their hated foes. Just as Dothin O'akan and his loyal warriors reached Dythys-Ire, the dworg collapsed from his wounds and died. Though the foes were defeated almost to an orc, the dworg did not see the fruits of his incredible victory. The dwarves of Thardun gave Dythys-Ire a champion's burial and the war-skarls composed an epic ballad of his great deeds. Thirty years later, Thardun was finally overrun by an orcish horde and its tombs and treasure houses presumably looted.

The torc of Dythys-Ire is made from silver strands braided into a thick twisted cord that is capped at either end by a disc topped with and a ball-shaped carving of a hand. One end is shaped like a clenched fist, the other an open hand forming a claw with its fingers. The torc fastens by pushing the fist into the clawed hand to form a closed circle. The wearer of Dythys-Ire's torc gains the following powers.

2nd Level: The wearer gains the Toughness feat.

4th Level: The wearer does not become disabled until he reaches -5 hit points, and is not rendered unconscious and dying until he reaches -6 hit points.

6th Level: Each time the wearer suffers damage from a single source, one point is converted to nonlethal damage.

8th Level: The wearer gains a $+2$ enhancement bonus to Constitution.

12th Level: The wearer gains damage reduction $2/-$.

15th Level: The wearer does not die until his hit points reach a negative number equal to his Constitution score (minimum -11). Additionally, he does not become disabled until he reaches -10 hit points, and is not rendered unconscious and dying until he reaches -11 hit points.

CHAPTER THREE

Tested in Battle

The goals and tactics of warriors in the Age of Shadow differ from those of most campaigns in other settings. A warrior that hopes to survive in wartorn Eredane cannot specialize in a certain type of weapon and always be assured that that weapon will be available. A proud fighter cannot leap headlessly into battle with the assurance that his comrades have magic and healing to support him. Nor can a knight always be assured of the chance to don armor and mount his steed before leading a charge. All too often, the battle is taken to the enemy in the dangerous landscape of the wilderness, the dingy alleys of the city, or the muddy streets of the village; as often as not, the heroes of MIDNIGHT must use makeshift weapons and unconventional tactics to survive the day.

Likewise, rather than training to face exotic monsters or delve through mystical dungeon complexes, the veteran warriors of MIDNIGHT usually have but two simple goals: stay alive and fight Izzador, and not necessarily in that order. The prestige classes presented below reflect both that versatility and broad goal.

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

Banisher

The jungle had been hot for the past few weeks, not that Xakt minded. His home on the Abyss never dropped below the boiling point of water . . . so long ago since he dwelled there. The mortals whisper that 10,000 years is nothing to a demon—ah, but if it were true! Finding a village of elves to terrorize seemed to be just the thing to take his mind off of eternity, so he had caught and skinned several children, hanging them by their necks just outside the settlement. That was seven days ago. That was before the arrival of El'theal.

What had started as fun and games now became a matter of survival. The elf seemed to know exactly where Xakt was going, and had rooted him out of every hiding place the demon knew. Now he crouched under a fallen log like a dirty orc, hoping the elf would pass him by. Somehow he did not believe it would be so. The wounds caused by the elf's daggers would not heal, and they bled the life from Xakt's body in a constant rush of super-heated air.

Flifft. Flifft. What was that noise? Flifft. Flifft.

Xakt looked down and saw a flap of skin blowing across one of his wounds, and grinned as only a demon does. Does an elf have me jumping at shadows now? Biting down, he tore off the offending chunk of flesh, spiting it to the ground and looking up at the graying sky. Perhaps he would have an easier time eluding the elf once night fell.

The demon never saw the arrow that pierced his throat. He heard a sharp pop as a hole opened beneath his chin, and the gout of flame that escaped the wound marked it as a mortal blow. El'theal appeared over him now and brought his face down to Xakt. The demon tried to bite him, but found his jaw to be without strength. In an instant, El'theal separated the demon's head from his body. He heaved it into the forest, a gruesome warning to the demons of the Aruun . . . El'theal is here.

Banishers mostly originate in the Aruun jungle, where imprisoned fiends from forgotten planes have long gathered. Others may occasionally travel to the jungle to learn the arts, intent on defeating some local threat, but it takes a rare combination of commitment and strength to actually desire confrontation with one of these horrors. There is no doubt that these hunters represent the greatest threat to the demons of Eredane, many of whom have been driven to Izzador's side for protection.

The banishers see themselves as avengers, bringing down justice on those who would prey on mortals.

Banisher

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1	+1	+2	+0	+2	Hunter of the damned +2
2	+2	+3	+0	+3	Detect demon
3	+3	+3	+1	+3	Spellcasting, strike at the demon's heart (5)
4	+4	+4	+1	+4	Hunter of the damned +4
5	+5	+4	+1	+4	Resist demonic magic
6	+6	+5	+2	+5	Strike at the demon's heart (10)
7	+7	+5	+2	+5	Hunter of the damned +6
8	+8	+6	+2	+6	Spellcasting
9	+9	+6	+3	+6	Strike at the demon's heart (15)
10	+10	+7	+3	+7	Hunter of the damned +8

They are often driven by vengeance and obsession as much as for concern over others. In their eyes, any outsider is an intruder, whether it be lawful or chaotic, good or evil.

Hit Die: d10.

Requirements

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

Skills: Knowledge (arcana) 2 ranks, Knowledge (nature) 5 ranks, Survival 8 ranks.

Feats: Magecraft, Track.

Special: The character must have fought and killed an outsider.

Class Skills

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

Skill Points at Each Level: 4 + Int modifier.

Class Features

Weapon and Armor Proficiency: Banishers gain no additional proficiencies with either weapons or armor.

Hunter of the Damned (Ex): The banisher gains a +2 bonus on Bluff, Listen, Sense Motive, Spot, and Survival checks when using them against outsiders. Likewise, he gets a +2 bonus on weapon damage rolls against such creatures. These bonuses increase by +2 at 4th, 7th, and 10th levels.

Detect Demon (Sp): At 2nd level, a banisher can use the *detect demon* spell-like ability at will. This ability works like the *detect evil* spell, except that it only reveals the presence of outsiders.

Spellcasting: At 3rd and 8th levels, the banisher gains a Spellcasting feat of his choice.

Strike at the Demon's Heart (Ex): Starting at 3rd level, any weapon the banisher wields, including the ammunition of missile weapons, ignores 5 points of damage reduction of any outsider it strikes. Every three levels thereafter, this number increases by 5.

Resist Demonic Magic (Ex): Starting at 5th level, the banisher gains a bonus equal to half his class level on saving throws against the spells and spell-like abilities of outsiders.

Banishers as Characters

It is said that banishers are made, not born. Perhaps a demon terrorized a character's home as he was growing up, or maybe he just felt an intense hatred upon first encountering one of the abyssal horrors. Sometimes the goal of defeating a demon, or even several, appeals to a warrior who needs an achievable goal to drive him in the fight against the Shadow. Deep in the Aruun, the banishers' first priority is simply protecting their homes. The war against Izrador often seems a far-off threat to those who haven't been touched by it directly. While there, they may hire their services out to groups unfamiliar with the dangers of the jungle, or simply follow behind, hoping to use the newcomers as bait to draw out a demonic foe.

Banishers sometimes travel to other lands to find prey or to share their knowledge with others who might benefit from it. While traveling through Eredane, they are likely to "liberate" communities of any outsiders they find, be they good or evil. From their point of view, they are simply cleansing Eredane of an infestation.

Cendaran Cultist

"Come, come, Cendara, accept another into the tribe of the First Dorns. We are your loyal followers, and with your guidance and power will the great Dorn houses once again rise to power."

—Cendaran induction prayer

The cult of Cendara is a recently formed group dedicated to a spirit claiming to be one of the legendary First Dorns. The veracity of the spirit's claims is unknown, but her power is already being felt across the Northlands as her worshippers use their newfound abilities to surprise and overwhelm unprepared foes. Legends of warriors who move on the wind and swallow orcs whole have traveled as far as the gnome and halfling settlements of the Ardune, where it is feared that Cendara might actually be an aspect of Izrador himself, corrupting the Dorns with false hope and evil powers. This mistrust is not shared by the majority of Dorns, who have been waiting for their collective ancestral pride to manifest itself against their oppressors.

Hit Die: d8.

Requirements

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

Race: Dorn.

Base Attack Bonus: +5.

Skills: Knowledge (arcana) 2 ranks, Knowledge (history) 4 ranks, Knowledge (local: Northlands) 4 ranks.

Feats: Great Fortitude, Iron Will, Martial Weapon Proficiency (bastard sword), Weapon Focus (bastard sword).

Special: The character must be true to the old Dornish ways, and have a token of his ancestors' house with him at all times (this might be an ancestral blade, a kilt with the house's pattern, etc.). He must not shave his head in shame. A Dorn who shows this commitment to his race might be noticed by the cult of Cendara and approached with an offer to join her loyal followers. He must have no spell energy from any source (such as channeler levels or the dragonblooded heroic path) before taking this class. Likewise, he may never learn spells from another source other than these class abilities. If he ever gains spell energy from another source or learns spells in another way, he loses all supernatural abilities of this class.

Class Skills

The Cendaran cultist's class skills (and the key ability for each skill) are Climb (Str), Craft (Int), Handle Animal (Cha), Intimidate (Cha), Jump (Str), Knowledge (Religion) (Int), Profession (Wis), Ride (Dex), and Swim (Str).

Skill Points at Each Level: 2 + Int modifier.



Cendaran Cultist

Class	Base Attack	Fort	Ref	Will	Special
Level	Bonus	Save	Save	Save	
1	+1	+2	+0	+0	Cendara's spirit
2	+2	+3	+0	+0	Bonus feat
3	+3	+3	+1	+1	Ritual magic
4	+4	+4	+1	+1	Cendara's protection
5	+5	+4	+1	+1	Bonus feat
6	+6	+5	+2	+2	Ritual magic
7	+7	+5	+2	+2	Cendara's breath
8	+8	+6	+2	+2	Bonus feat
9	+9	+6	+3	+3	Ritual magic
10	+10	+7	+3	+3	Cendara's fate

Class Features

Weapon and Armor Proficiency: Cendaran cultists gain no additional proficiencies with either weapons or armor.

Cendara's Spirit (Su): At 1st level, the Cendaran cultist gains an amount of spell energy equal to his Wisdom modifier. Additionally, he may choose one spell school from among abjuration, divination, lesser conjuration, or lesser evocation. After a week of fasting and praying at a sacred menhir, the Cendaran cultist is imbued with the knowledge of fourth 1st-level spells of his choice from the chosen school.

Bonus Feat: The Cendaran cultist gains a bonus feat at 2nd, 5th, and 8th levels. The feat chosen must be a fighter bonus feat.

Ritual Magic (Su): At 3rd, 6th, and 9th level, the Cendaran cultist gains one spell energy, supposedly as a gift from his ancestors. Additionally, at 3rd level, the cultist learns three new spells; at 6th level, he learns two new spells; and at 9th level, he learns one new spell.

At each such level, the Cendaran cultist may choose to either increase the level of spells he may learn (from 1st to 2nd, from 2nd to 3rd, and so on) or may choose one additional school from which he may learn new spells. The spell schools chosen must be from among those available from the Cendara's spirit ability.

So for instance, at 1st level, a Cendaran cultist might learn four abjuration spells of 1st level; at 3rd level, the cultist could either choose to learn three 2nd-level abjuration spells or choose to gain divination, lesser conjuration, or lesser evocation as a known spell school. If he chose lesser evocation, he would learn three 1st-level spells, choosing from abjuration and lesser evocation.

Cendara's Protection (Su): Starting at 4th level, Cendaran cultists gain a +4 divine bonus on saving throws against enchantment magic. Their patron does not take kindly to others influencing her herd.

Cendara's Breath (Su): At 6th level, a Cendaran cultist can take the form of an icy wind once per day. This functions in all ways like the *gaseous form* spell except that it only lasts for up to one minute and the character gains a fly speed of 100 feet for the duration of the effect.

Cendara's Fate: At 10th level, the Cendaran cultist's soul joins Cendara in the afterlife, though his body and mind remain in this world to do her bidding. He is now considered an outsider rather than a humanoid for the purpose of spells and magical effects. Additionally, the character becomes pale and faded, an echo of his previous self. Thereafter, mundane attacks pass through him as if he was not there, granting him damage reduction 10/magic.

Cendaran Cultists as Characters

The Cendarans look past the Great Houses' failure to hold back the Shadow and into the past, remembering their history with pride. Thus, they do not shave their heads in shame as other Dorn warriors do, thinking that even that symbolic admittance of defeat is allowing Izrador to have too much impact on their culture. Most Cendaran cultists have short to shoulder-length hair, and will soon have the long braids of honor once worn by their ancestors. They are fiercely proud of their heritage, and extremely devout in their worship not only of Cendara but of the entire legacy of their race. When the cult was first formed, many died as their newfound devotion drove them to suicidal raids against targets deep within the Shadow's northern domain. It is thought that a few of these early recruits are still tortured deep in the ice, perhaps even by the dark god himself.

Rather than putting a stop to the cult, these early failures awoke a spark among many Dorns, who flocked to prove their worth to the leaders of the cult. Cendara does not accept all comers, however, and only those

with the inherent pride, conviction, and a true lineage of the Great Houses of old are chosen to follow the mysterious spirit who gathers warriors to her. Nothing is known about her outside of her claims, but the Cendarans treat that mystery as secret knowledge rather than frustrating, and perhaps suspicious, obfuscation.

Dire Blade

"Dire blades Loriin and Thrindl reporting," said the lithe elf whose snowy hair carried a blood-red streak down one side. "We saw smoke to the southwest . . . orcs?"

The elven commander's eyes flashed in anger at the ignorant question. "No, decoy fires we set earlier today. I hope your blades are sharper than your tracking skills, dire blade Loriin."

None but a commander shattered by the loss of his troops would speak to a dire blade in such a fashion. Loriin understood the elf's pain, and made a mental note to take out the sting of the commander's words on the hides of the orcs he would hunt that night.

"You must steer them to the west," the commander continued, "while we circle around to the domain of the bears, where we shall take them by surprise. Do not let them find our tracks. After you have driven them away, make haste to Autilar. We will see you there in one week's time, or we will not see you at all."

Dire blades are the elite rear guards of the Erunsil, defenders who stand in defiance of those who invade the Coldest Wood. They accompany snow elf raiding parties and supply trains, running interference against any enemies that attempt to follow their kin when they retreat. This deadly duty is an honor, and it is accorded to only the most fearless and skilled wilderness warriors among them. A dire blade is skilled with his kin's traditional weapons, and often perfects his abilities at the fighting academy of Harancara among the Caraheen.

Raiding commanders recognize that dire blades are among their most fearsome warriors, and so are loathe to put them in danger by forcing them to cover retreats; when a dire blade dies, all of those whose retreat he covered become beholden to that warrior's family. Part of this duty includes the offering up of seven Erunsil children to the path of the dire blade. In this way, for every warrior that falls, a proud new generation takes up the blades.

Hit Die: d12.

Requirements

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

Race: Erunsil.

Base Attack Bonus: +7.

Feats: Combat Reflexes, Resigned to Death, Toughness, Two-Weapon Fighting, Weapon Focus (Erunsil fighting knives).



Dire Blade

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1	+1	+2	+0	+0	Holding action 1/day, respect
2	+2	+3	+0	+0	Improved combat reflexes
3	+3	+3	+1	+1	Intercept 5 ft.
4	+4	+4	+1	+1	Drive it deep
5	+5	+4	+1	+1	Holding action 2/day
6	+6	+5	+2	+2	Intercept 10 ft.
7	+7	+5	+2	+2	Ward the blow
8	+8	+6	+2	+2	Dual stance
9	+9	+6	+3	+3	Intercept 15 ft.
10	+10	+7	+3	+3	Holding action 3/day

Class Skills

The dire blade's class skills (and the key ability for each skill) are Climb (Str), Craft (Int), Jump (Str), Listen (Wis), Profession (Wis), Spot (Wis), Swim (Str), and Tumble (Dex).

Skill Points at Each Level: 2 + Int modifier.

Class Features

Weapon and Armor Proficiency: Dire blades are proficient with all simple and martial weapons and with all types of armor, but not with shields.

Holding Action (Ex): When called upon to cover his comrades' retreat, the dire blade becomes a resolute force. As a free action on his turn, the dire blade may enter a holding action. A holding action gives the dire blade phenomenal strength, durability, and reflexes, giving him a +2 to Strength and Constitution, a +2 morale bonus on all saves, and a +4 dodge bonus to AC. Furthermore, while the dire blade is in the holding action, foes that move out of multiple squares that he threatens may provoke multiple attacks of opportunity. For example, if an orc were to attempt to run past a dire blade in a straight line, it would suffer three attacks of opportunity. This is an exception to the normal rule that moving out of more than one square threatened by the same opponent in one round doesn't count as more than one opportunity for that opponent.

A holding action lasts for a number of rounds equal to twice the dire blade's class level. When the holding action ends, the dire blade's Strength and Constitution drop back to normal and the dire blade becomes fatigued for the duration of the current encounter.

Respect: The dire blade is a respected but tragically necessary position in Erunsil society. As a result, all other snow elves are automatically friendly toward the dire blade. Additionally, dire blades gain a +4 bonus

on Charisma-based skill checks when dealing with other elves.

Improved Combat Reflexes (Ex): At 2nd level, the dire blade's reflexes sharpen. Hereafter, he may make a number of additional attacks of opportunity each round equal to one-half his class levels (rounded down).

Intercept (Ex): At 3rd level, the dire blade learns to protect a wider area. Once per round when an enemy passes near him, the dire blade may move to intercept his foe even when it is not the dire blade's turn. This movement may interrupt the enemy's action. At 3rd level, this movement may not exceed 5 ft. The movement of the intercept ability does not count as a 5-ft.-step and provokes attacks of opportunity as normal, but the Tumble skill may be used as part of the movement (at one-half speed, as normal).

At 6th and again at 9th level, the dire blade becomes able to travel 5 ft. farther during an intercept.

Drive it Deep (Ex): At 4th level, the dire blade learns to make devastating blows with his fighting knives, despite their light weight. When wielding fighting knives, the dire blade is treated as having the Drive it Deep feat (see pg. 11). If he already has the Drive it Deep feat he may also wield a fighting knife as a two-handed weapon; when he does so and takes a penalty to his attack roll using Drive it Deep, he adds twice the number subtracted from his attack roll to his damage roll with the weapon.

Ward the Blow (Ex): At 7th level, the dire blade learns to ward off enemies' attacks with his fighting knives. When wielding two fighting knives, the dire blade is treated as having Combat Expertise.

Dual Stance (Ex): The secret to a dire blade's effectiveness is a constant interplay of offense and defense. At 8th level, when wielding two fighting knives, the dire blade may designate one as a Drive it Deep weapon and one as a Combat Expertise weapon. Instead of using those feats normally, the dire blade may

instead take a penalty equal to or less than his class level on all attack rolls for the round; the knife chosen for Power Attack receives a bonus on damage rolls equal to the penalty, while the knife chosen for Combat Expertise grants the dire blade a dodge bonus to AC equal to the penalty.

Dire Blades as Characters

Dire blades face the prospect of death on their own terms, and thus do not fear being alone in the northern woods, outnumbered and beset. They often work in pairs, with one focusing on taunting the enemy and harrying them with his icewood bow while the other cuts through them as they give chase. They are cool in the face of overwhelming odds, and relish the chance to destroy any minion of the Shadow, be it orc, legate, or demon.

The vow of protection and of defense until death taken by the dire blades grants them much respect among their kinsmen. Taking an oath that guarantees one's death is not something most elves would do, especially with their potential for exceedingly long lifespans and the option to simply melt farther back into the forest rather than fight. The grim determination of these warriors is matched only by the love they have for the kinsmen they protect. It is something their enemies cannot hope to understand . . . and it is that lack of comprehension that allows the dire blades to cut down countless foes before they fall.

Durgis Battlerager

Drendel looked down on the sea of orcs marching up the jagged mountain trail. Although he was wounded and had not had food or water in more than a day, he felt no pain or fatigue. Well, this is as good a time as any to die, he thought. Drendel turned to his companions with a smile on his face. "You get those refugees back to the woods, I'll handle our friends down there."



"There must be a hundred of them!" said Der'entel.

"True enough," replied Drendel. "Leave me the whetstone, I'll likely need to sharpen my blade before the night is through."

Durgis battleragers are among Eredane's most fearsome fighters. They seem born to fight, and legends tell of Durgis clan raiders cleaving into their enemies for an entire night without stopping to rest. The secrets of their stamina and rage attract many outcast dworgs, and even orcs, to the Durgis clan, who are only too happy to share their techniques in pursuit of the destruction of the dark god and the defense of their ancestral homelands.

Hit Die: d12.

Requirements

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

Base Attack Bonus: +8.

Skills: Intimidate 4 ranks.

Feats: Cleave, Endurance, Great Cleave, Power Attack, Improved Unarmed Strike.

Special: Rage ability. The character must be of the Durgis clan, either by blood or by bonding.

Class Skills

The Durgis battlerager's class skills (and the key ability for each skill) are Climb (Str), Craft (Int), Handle Animal (Cha), Intimidate (Cha), Jump (Str), Listen (Wis), Profession (Wis), Ride (Dex), and Survival (Wis).

Skill Points at Each Level: 2 + Int modifier.

Class Features

Weapon and Armor Proficiency: Durgis battleragers gain no weapon or armor proficiencies.

Ferocious Rage (Ex): At 1st level, a Durgis battlerager learns to channel his hatred of the Shadow to even greater heights. Thereafter, whenever he enters a rage, it is considered a ferocious rage. In addition to the normal effects of

Durgis Battlerager

Class	Base Attack	Fort	Ref	Will	Special
Level	Bonus	Save	Save	Save	
1	+1	+2	+0	+0	Ferocious rage
2	+2	+3	+0	+0	Improved grapple
3	+3	+3	+1	+1	Additional rage
4	+4	+4	+1	+1	Whirlwind charge
5	+5	+4	+1	+1	Throat crusher
6	+6	+5	+2	+2	Indomitable rage
7	+7	+5	+2	+2	Additional rage
8	+8	+6	+2	+2	Spirit of the clan
9	+9	+6	+3	+3	Mindless rage
10	+10	+7	+3	+3	Additional rage

a rage, the battlerager's Strength and Constitution each increase by an additional +2 and he is considered to be under the effects of a *haste* spell for the duration of the rage.

However, the battlerager's ferocity comes with a price. Any time a battlerager is raging, he must continue to fight until no more foes are available or until his rage ends. If any foes are visible, the battlerager must attempt to close with them as expeditiously as possible. If no foes are visible but the battlerager has reason to believe nearby foes exist (such as those that fled, or if reinforcements are approaching), he must attempt to close with them as expeditiously as possible.

The battlerager will not do anything obviously suicidal to reach his foes (such as attempting to leap a chasm that he cannot possibly cross), but will do anything else he possibly can to close with enemies, including suffering attacks of opportunity or crossing through damaging magical effects.

Improved Grapple: At 2nd level, the Durgis battlerager gains Improved Grapple as a bonus feat, even if he does not meet the prerequisites.

Additional Rage (Ex): At 3rd, 7th, and 10th level, the Durgis battlerager may enter a rage one additional time per day.

Whirlwind Charge: At 4th level, the Durgis battlerager gains Whirlwind Charge (see page 12) as a bonus feat, even if he does not meet the prerequisites.

Throat Crusher (Ex): Beginning at 5th level, the Durgis battlerager can start and maintain a grapple with only one hand, provided he has a hand free and his target is the same size or smaller. He suffers a –5 to the grapple, but he retains his Dexterity bonus to AC, threatens other squares normally, and may attack other opponents while maintaining the grapple. The battlerager may use one-handed melee weapons in addition to light weapons to attack the foe he is grappling with, and may do so with no penalty to the attack roll.

Indomitable Rage (Ex): While in a ferocious rage, a Durgis battlerager of 6th level or higher becomes immune to any effect that would cause him to drop out of rage, whether it be magical (like *waves of exhaustion*) or mundane (like a poison that causes fatigue).

Spirit of the Clan (Ex): When the Durgis battlerager reaches 8th level, he can maintain a ferocious rage for as long as he continues to fight enemies. If his rage would normally end and the battlerager is still fighting, he instead suffers a cumulative –2 to Strength and Constitution for each minute beyond the first that he continues to rage.

Mindless Rage (Ex): When the Durgis battlerager reaches 9th level, he becomes a mindless fighting machine. While in a ferocious rage, a Durgis battlerager is immune to all mind-affecting effects.

Durgis battleragers as Characters

Durgis battleragers are determined to die, but they want to take as many of the Shadow's forces as they can with them. They have never bought into the lie that Izrador's orcs are drawn from a bottomless pit of evil, but should it be true, that just means an infinite supply of orcish blood to drown their enemies in. Their lust for battle is not inspired by insanity, however. Rather than seeking out suicide missions, they simply are willing to accept them. The orcs and traitors of the Shadow's army are quickly learning that traversing the mountain passes on the surface is just as dangerous as cleaving their way through the dwarf-choked caverns below, and the sight of a squad of Durgis battleragers at the crest of a path can cause an entire regiment to pause and reconsider their options.

Insurgent Commander

"Come now. Do you really think any of these sheep will join your hopeless insurrection? Look at them. They are too pathetic to save themselves, much less save you."

—Legate Corelus Zinn, moments before his death at the hands of an unarmed crowd of commoners, speaking to an insurgent commander about to be hanged.

Insurgent commanders are the beacons in the darkness, the reassuring father figures and secret generals that keep hope alive among the oppressed population of Erenland. Whereas the insurgent spies gain the confidence of the Shadow's minions, insurgent commanders seek to reassure the populace and garner their aid when times demand it. These brave souls often take the blame for the trespasses of others, and as a result they inspire loyalty and bravery above and beyond that normally felt under the eyes of the occupiers. In the human lands and along the Eren River, insurgent commanders keep the flame of rebellion burning hot, hidden from the eyes of evil.

Hit Die: d8.

Requirements

To qualify to become an insurgent commander, a character must fulfill all the following criteria.

Skills: Craft or Profession 8 ranks, Knowledge (local) 2 ranks.

Feats: Friendly Agent (see AtS, pg. 74, or M2E), Iron Will.

Special: Any one defender ability. Also, the Craft or Profession skill used as the prerequisite for this class must be one that is common to the character's home area. It serves to give him a connection to the local people and keep him grounded in the problems that the common man faces under the Shadow.

Class Skills

The insurgent commander's class skills (and the key ability for each skill) are Balance (Dex), Bluff (Cha), Climb (Str), Craft (Int), Diplomacy (Cha), Escape Artist (Dex), Gather Information (Cha), Hide (Dex), Intimidate (Cha), Jump (Str), Knowledge (local) (Int), Listen (Wis), Move Silently (Dex), Profession (Wis), Sense Motive (Wis), and Swim (Str).

Skill Points at Each Level: 4 + Int modifier.

Class Features

Weapon and Armor Proficiency: Insurgent commanders gain no additional proficiencies with either weapons or armor.



Defender Class Abilities (Ex): The character's insurgent commander levels stack with defender levels for purposes of determining his AC bonus and the number and power of his defender abilities. Thus, a Def7/Ins4 would have four defender abilities and an AC bonus of +6. The normal restrictions on these abilities still apply, and he does not gain any of the defender's other abilities (such as precise strike, masterful strike, additional number of stunning attacks per day, and fast movement).

Rebel's Confidence (Ex): The insurgent commander has a way about him that inspires confidence and treachery in those that are ruled by Izrador's occupying armies. Any time the character uses Bluff, Diplomacy, Gather Information, or Sense Motive with someone that is not a minion of the Shadow, he gains the listed bonus to his check.

Orders (Ex): At 2nd level, and every even level thereafter, the insurgent commander learns one of the following orders. He may thereafter give the order, at will and as a standard action, to all allies within 100 ft. An order requires that the target be able to hear the insurgent commander. At 5th level, the insurgent commander gains the efficient orders ability, meaning that he can give an order as a move action. At 9th level, the

Insurgent Commander

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1	+0	+2	+0	+0	Defender class abilities, rebel's confidence +1
2	+1	+3	+0	+0	Leadership, orders
3	+2	+3	+1	+1	Rebel's confidence +2
4	+3	+4	+1	+1	Orders
5	+3	+4	+1	+1	Rebel's confidence +3, efficient orders
6	+4	+5	+2	+2	Orders, Raise militia
7	+5	+5	+2	+2	Rebel's confidence +4
8	+6	+6	+2	+2	Orders
9	+6	+6	+3	+3	Rebel's confidence +5, superior orders
10	+7	+7	+3	+3	Orders, raise army

insurgent commander gains the superior orders ability, meaning that he can give an order as a free action.

Burst Bonds: An ally who hears you give this order gains a +4 bonus on any Escape Artist, grapple, or Strength checks made to disengage from a grapple or break out of bonds.

Close with the Enemy: When the commander gives this order, the affected character gains a bonus to AC against attacks of opportunity caused by any movement he takes on his next turn. The bonus gained is equal to the insurgent commander's class level.

Coordinate Attacks: An ally who gets this order is considered flanking an opponent that both he and another ally are adjacent to, even if they are not on opposite sides of the enemy.

Power Charge: An ally aided by this ability gains a bonus on attack and damage rolls during any charge he performs within one round of the commander's influence. The bonus gained is equal to half the insurgent commander's class level, rounded down.

Word of Warning: An ally who hears this command cannot be flanked for one full round, and his enemies gain no benefit from the aid another special attack action during that time.

Leadership: At 2nd level, the insurgent commander gains the Leadership feat. If he already has this feat, he instead gains a +2 bonus on his Leadership score. Insurgent commanders generally do not keep followers around as they travel; rather they set up trusted agents in areas they travel to often.

Raise Militia (Ex): By 6th level, the insurgent commander's reputation allows him to call on aid from locals who trust his leadership in the fight against the shadow. If he is in a well-populated area such as a town or city, he can raise a loyal militia comprised of men and women equal in strength to the number of followers indicated by his Leadership score. This takes approximately one minute per militia member, unless a suitable

group is already gathered near him (such as during a festival, public execution, or other event), in which case the militia immediately comes to his aid. If the character is in a rural or otherwise sparsely populated area it can take up to a day to recruit the militia, at the DM's discretion.

A raised militia will follow the character loyally within the bounds of their normal domain, doing as he asks even if they question the efficacy (or sanity!) of doing so. They might overcome a patrol of orcs or even attack a legate if commanded by the character. The militia can also be made to do passive duties such as hide large quantities of contraband or tell a collective lie about the character and his comrades. The militia performs the action commanded and any ancillary duties for as long as the commander is there to direct them, and for up to one additional day per point of Charisma modifier if the activity does not interfere too much with their daily lives. So, the insurgent commander could convince a village to hide contraband for his stay plus a few days, but they would not follow him on an orc-slaying mission, since that would take them from their homes and disrupt their lives.

If the character causes the militia to be unduly endangered, or fails to at least attempt to cover up their deeds, he loses the ability to raise a militia until he gains another level in this class. If the character is already 10th level in this class, then he suffers a permanent -2 to his Leadership score for purposes of raising militias each time he endangers one or lets the majority of its members be killed because of an order he gave.

Raise Army (Ex): By 10th level, the insurgent commander is an inspirational figure to the common folk of Eredane. Everywhere he goes he is greeted secretly by those who admire him for the terror he has wrought on the occupying forces as well as the good he has coordinated for his beleaguered people. Because of his reputation and his facility with the common folk, the

The Riders of Twilight

Traditional Sarcosan society is based on personal honor, deference to the Sahi Priests, and loyalty to the Caliphs. This tradition has served the Sarcosans well throughout their history, whether in Pelluria, the colonization of Eredane, the conquest of the Dorns, or the fight for independence. In the Third Age, the unquestioned reliance on the honor of the Caliphs was a weakness that was exploited by the Shadow's agents. The Shadow corrupted key Caliphs through promises of personal power, intimidation, or appeals to baser instincts hidden behind their façade of civility. When called upon by these Caliphs to betray their higher masters or even their own honor, the proud Sarcosans and their ancient alliances were torn asunder. As the Third Age waned, bands of riders were more likely to meet with drawn steel than with words of brotherhood.



Betrayal still runs rife through the Sarcosan south. In 97 LA, Caliph Agra was ambushed in an area reported safe by his outriders. Thousands of orcs supported by goblin worg riders and Sarcosan

mercenaries attacked the Caliph's band as it traveled through the southern wadis. Hundreds of men, women, and children were slaughtered or enslaved. The Caliph and some of his personal guard were able to fight their way out of the trap and escape into the dry wastes. Days of pursuit turned up nothing but dead horses and empty water skins; the Caliph had escaped. Over the past two years, the Caliph has claimed his vengeance, leaving dead collaborators in his wake. His band, the Riders of Twilight, always attacks at night with the Host shining bright in the sky. The Shadow has offered power and slaves to any who can capture or kill the Twilight Riders. In

the last arc, a feared mercenary tracker was found in the oasis of Nahri, staked to a tree, mutilated, with the reward offer stuffed in his mouth.

insurgent commander is able to raise an army of loyal followers who will do his bidding, no matter the cost. He can recruit up to twice the number of followers as indicated by his Leadership score, and they will follow any command to the best of their ability.

The insurgent commander can only raise one army per area at any given time, and unless the majority of an army's members return after following him, it will be one year before an army can be raised in that area again. An area could be defined as a region, a town, a village, or any other reasonable geographic location that the DM deems fit. Even if the army returns relatively intact and does not suffer for their deeds at the hands of occupying forces, the character must wait one month before raising an army in that area again. Insurgent commanders that cause the loss of an army or bring down the wrath of the Shadow on an area lose all of their class abilities related to that area for an amount

of time determined by the DM, but no less than one year. This ability is powerful, but should be used sparingly by any character who cares about his reputation and his connection with the common folk of Eredane.

Insurgent Commanders as Characters

Insurgent commanders are brave men and women who put themselves on the line every day in the fight against the Shadow. They may not always appear on the field of battle or confront the terrible monsters unleashed by the dark god's malevolence, but they risk their lives making simple contacts among the local populations and by uniting those with rebellious hearts under a common cause. They are strong believers in their personal codes, which tend toward the practical

Pirate of Eredane

Class	Base Attack	Fort	Ref	Will	Special
Level	Bonus	Save	Save	Save	
1	+0	+0	+2	+0	Connections, pirate's luck +1d4
2	+1	+0	+3	+0	Skilled and sure
3	+2	+1	+3	+1	Pirate's luck +1d6
4	+3	+1	+4	+1	Skilled and sure
5	+3	+1	+4	+1	Pirate's luck +1d8, Quick Draw
6	+4	+2	+5	+2	Skilled and sure
7	+5	+2	+5	+2	Pirate's luck +1d10
8	+6	+2	+6	+2	Skilled and sure
9	+6	+3	+6	+3	Pirate's luck +1d12
10	+7	+3	+7	+3	Commander

rather than the ideological (unlike those of many other defenders). They understand well the need to couch one's faith in small daily successes rather than idealistic goals that are so rarely achieved under the Shadow's reign. Without a human connection, the small sparks of rebellion found across Eredane might be stamped out forever.

Pirate of Eredane

"Let the lakes and rivers of Eredane run hot with the blood of our enemy!"

—Dalia Burk, Pirate of the Pellurian Sea

The pirates of Eredane have been a plague on every empire since the Dorns first landed, and they have not given up their habits simply because the Shadow has taken hold. Pirates of the Sea of Pelluria often boast that if the armies of the Shadow were to try coming back north across their territory, they'd be sent to the bottom like scurrilous dogs. Luckily for the pirates, the orcs and goblinoids of Izrador are loathe to set foot on boats and rarely travel the waterways that are so important to their own war effort. Meanwhile, Izrador has yet to turn his gaze to the open oceans. So, the smugglers and scoundrels of both the inner sea and the outer oceans continue to roam.

Some seafaring heroes do more than talk, however. Along the Eren River and on the Ardune, there are gnomes and Erenlanders who are bold enough to run interference on the Shadow's few ships, raiding up and down the river. On the Sea of Pelluria, meanwhile, bold Dornish raiders keep the forces of the Shadow guessing, even daring raids against Highwall, plundering and killing in the shadow of Theros Obsidia. The legates send terrible storms and winged creatures after such ships, but the rogues often lose their pursuers in the treacherous and cavern-riddled rocks of the Corbron

Isles. In the west, the Miransil elves have been largely untouched by the fall of the mainland, but they have not been idle. They work constantly building ships that can sail the coasts and aid their besieged cousins wherever they can. Even the Sarcosans battle the Shadow from the water, performing short raids before fleeing back out to the Kasmael Sea.

While none of these raiders inflict much damage, they consider their missions to be accomplished regardless of the number of enemy killed. Their true goal is to distract the legates and their minions from the real work of the resistance: the smugglers bringing in weapons and taking out escaped prisoners. In battle, as in personality, the pirates' main pursuit is that of style and showmanship. While the enemies' eyes are on their bold maneuvers and their foolhardy escapades, they do not notice the swords being slipped in their guts.

Hit Die: d8.

Requirements

To qualify to become a pirate of Eredane, a character must fulfill all the following criteria.

Base Attack Bonus: +4.

Skills: Knowledge (local) 2 ranks, Perform 4 ranks, Profession (sailor) 8 ranks, Swim 8 ranks.

Feats: Persuasive.

Class Skills

The pirate of Eredane's class skills (and the key ability for each skill) are Balance (Dex), Bluff (Cha), Climb (Str), Craft (Int), Forgery (Int), Gather Information (Cha), Intimidate (Cha), Jump (Str), Knowledge (local) (Int), Listen (Wis), Profession (Wis), Search (Int), Sense Motive (Wis), Spot (Wis), Swim (Str), Tumble (Dex), and Use Rope (Dex).

Skill Points at Each Level: 6 + Int modifier.

Class features

Weapon and Armor Proficiency: Pirates of Eredane gain proficiency in all simple weapons, plus the hand axe, rapier, short sword, shortbow, and trident.

Connections (Ex): A pirate of Eredane is familiar with resistance cells throughout Eredane, though the world in which they operate is not a pretty one. When operating in a region in which she has at least two ranks in Knowledge (local), the character gains a bonus equal to her class level on all Bluff, Gather Information, and Intimidate checks. Additionally, the pirate can always find a smuggler to carry herself, her friends, or her goods secretly out of the region, though the price increases the more dangerous the cargo is.

Pirate's Luck (Ex): Pirates of Eredane are bold folk that always seem able to come out of a mess clean and profited. Their legendary luck promotes a reckless attitude, even in those operating under the visigrip of the Shadow. Once per day, the pirate can roll the listed die and add it as a bonus to any d20 roll. The pirate of Eredane may wait to hear the result of his original roll before deciding whether to use pirate's luck to add a bonus.

Every other level after 1st, the pirate of Eredane gains the ability to add a die bonus an additional time per day, with a die type of one higher. The pirate of Eredane may stack these die bonuses, but each die type may only be added once per day. So for instance, a 3rd-level pirate of Eredane may add +1d4 to one d20 roll once per day and +1d6 to another d20 roll the same day; she could even add +1d4 and +1d6 to the same d20 roll if she wished.

Skilled and Sure (Ex): At 2nd level and at every other level thereafter, the pirate of Eredane may choose one skill from the following list. Thereafter, the pirate is completely confident with that skill, whether on land or sea: she can take 10 on a check involving that skill, even if stress and distraction would normally prevent her from doing so. Additionally, she gains a special benefit relating to that skill, as described below.

Climb: The pirate of Eredane gains a climb speed equal to half her base land speed. She retains her Dexterity bonus to AC while climbing, and opponents get no special bonus on their attacks against her. She must still make a Climb check to climb any wall, slope, or rigging with a DC of more than 0.

Balance: Any time the pirate of Eredane fails a Balance check, she may make a second Balance check to attempt to keep from falling. She may also stand up from prone as a free action that does not provoke attacks of opportunity.

Bluff: Once per round, the pirate of Eredane may feint in combat as a free action instead of as a standard action.

Concentration: Any time the pirate of Eredane fails a Concentration check, she may make a second Concentration check to attempt to keep from losing her focus. Additionally, she automatically succeeds when casting a spell on the defensive or using a spell-like ability on the defensive.

Intimidate: Once per round, the pirate of Eredane may demoralize an opponent as a free action instead of as a standard action, and the penalties inflicted if she succeeds are doubled.

Jump: The pirate of Eredane's base land speed increases by +10 ft. Additionally, the DC for jump checks is not doubled if the pirate does not have a running start.

Swim: The pirate of Eredane gains a swim speed equal to half her base land speed. She can move through calm water without making Swim checks, and even use the run action while swimming, provided she swims in a straight line.

Tumble: The pirate of Eredane may tumble at her full speed without suffering a -10 penalty on her Tumble checks.

Quick Draw: At 5th level, the pirate of Eredane learns to keep her wit sharp and her weapons ready. She gains Quick Draw as a bonus feat.

Commander (Ex): At 10th level, the pirate's fame has spread among rogues and rebels alike. She comes into possession of a sailing ship outfitted for smuggling and combat. She also gains the Leadership feat as a bonus feat, thereby gaining a crew to man the ship.

Pirates of Eredane as Characters

The decision to become a pirate involves equal parts daring, rage, and insanity. As some of the most open rebels against the occupying forces, they make themselves larger targets than the impact they have would normally justify. Jahzir does not stand for open rebellion, and seethes that his orcs cannot operate on the open water very effectively. Human turncoats are therefore his primary weapon against the pirates of Erenland. Dorn and Erenlander privateers sail the Sea of Pelluria, striking out at any pirates they find. Demons and warrior legates are dispatched when a pirate base is found, instructed to flay the rebels alive and hang their still-living bodies from their masts as warnings against piracy on the rivers and lakes.

Through all this, the pirates continue doing their dangerous work. For some it is merely a way of life; they would be pirates no matter who ruled on land. Others have focused their animosity toward Izrador and his forces into a life of raiding and plundering, of being a visible target among invisible friends. The pirates know that they alone cannot win the war and retake the land from the occupiers, but they grimly do their part in what all believe is a losing battle. That they can neither see nor benefit from the small victories gained by the resistance across Eredane only makes their determination all the more tragic and worthy of respect.

Pirates are not always bound to the waters, though. Sometimes because of the destruction of a ship, a crew, or a base, a pirate will be forced to make his way by land, running from pursuers that would do him harm.

Quickjack

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1	+1	+0	+2	+0	Elusive +1
2	+2	+0	+3	+0	Close fighting
3	+3	+1	+3	+1	Evasion
4	+4	+1	+4	+1	Elusive +2
5	+5	+1	+4	+1	Close fighting
6	+6	+2	+5	+2	Retribution
7	+7	+2	+5	+2	Elusive +3
8	+8	+2	+6	+2	Close fighting
9	+9	+3	+6	+3	Defensive roll
10	+10	+3	+7	+3	Elusive +4

Such fugitives often spend time with other rebels, bringing their daring and expertise to land-based missions for a time before taking to the waves once more.

Quickjack

"So the runts just start swarming the oruks. Jumping on 'em, dancing under their legs, tripping 'em into the well . . . it was almost funny-lookin'. That fat oruk, the one who's always eating the skin off the pigs, he took aim at one, but quick as lightning the bastard ducks, and the oruk ends up beheadin' his own captain! It was about then that the rest of 'em realized it weren't no joke. But by that time . . . well, they were most of 'em down or dead.

—Yeoman Petre Cask, speaking about the massacre at Helsvid.

The halflings, elflings, and gnomes of Eredane have reason to feel more overpowered by the Shadow's forces than the continent's other denizens. The halflings of the central plains are gathered as slaves and sent to the cities, while the gnomes work the rivers in fear that one day their time will come. Their small stature often means even greater abuse at the hands of the occupying forces, and for those that are untrained in combat, it can mean slaughter by the dozens. But to the fighters among them, size has become one of their greatest assets.

Hit Die: d8.

Requirements

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

Size: Small or smaller.

Base Attack Bonus: +6.

Skills: Balance 4 ranks, Jump 8 ranks, Tumble 4 ranks.

Feats: Dodge, Lightning Reflexes, Mobility.

Class Skills

The quickjack's class skills (and the key ability for each skill) are Balance (Dex), Bluff (Cha), Climb (Str), Craft (Int), Escape Artist (Dex), Handle Animal (Cha), Jump (Str), Profession (Wis), Ride (Dex), Swim (Str), and Tumble (Dex).

Skill Points at Each Level: 4 + Int modifier.

Class Features

Weapon and Armor Proficiency: Quickjacks gain no additional proficiencies with either weapons or armor. When wearing armor heavier than light armor, using a shield larger than a light shield, or carrying a medium or heavy load, a quickjack loses all quickjack extraordinary abilities.

Elusive (Ex): The larger the foe, the more effective the quickjack. At 1st level, quickjacks gain a +1 dodge bonus to AC per size category by which their foe is larger. This bonus increases by +1 every two levels thereafter. This dodge bonus is in addition to any size bonus to AC the quickjack normally has.

So for instance, a 1st-level quickjack gains a +1 dodge bonus to AC against Medium foes, a +2 dodge bonus to AC against Large foes, and so on. A 7th-level quickjack gains a +3 dodge bonus to AC against Medium foes, a +6 dodge bonus to AC against Large foes, and so on.

Close Fighting (Ex): Quickjacks dance and feint inside their opponents' reach. At 2nd level, a quickjack can occupy the same space as a foe that is two size categories larger instead of the normal three size categories larger. Entering the creature's space does not provoke an attack of opportunity. The quickjack is considered to provide flanking to all allies outside or within the opponent's space. Further, the foe acts as soft cover for the quickjack, granting him a +4 cover bonus to AC from all ranged and melee attacks, even those of the foe himself. Attacks directed at the quickjack (by creatures other than the foe whose space he is in) that miss by 4 or less are instead targeted at the foe whose space the quickjack occupies.

At 5th level, a quickjack can occupy the same space as a foe that is one size category larger instead of the normal three size categories larger.

At 8th level, when a quickjack occupies the same space as a larger foe, the foe can only attack the quickjack with unarmed strikes, natural weapons, or light weapons.

Evasion (Ex): At 3rd level, a quickjack learns to avoid even magical attacks with great agility. He gains the evasion ability, as the rogue ability of the same name.

Retribution (Ex): Beginning at 5th level, the quickjack learns to take advantage of clumsy foes'



attacks. Once per round when an opponent misses him with a melee attack, the quickjack may make an immediate attack of opportunity against that opponent.

Defensive Roll (Ex): At 8th level, the quickjack learns to turn death blows into near misses. This ability functions like the rogue ability of the same name.

Quickjacks as Characters

Quickjacks resemble tunnel wraiths in that they have found a way to turn their short stature into an asset rather than a liability, but that is where the similarity ends. Quickjacks fight as they do, not just to be effective warriors, but to mock their foes and inspire their people. They delight in making oruks and trolls look like groping fools rather than trained fighters, and swarms of quickjacks are exhilarated by the pack tactics they use to quickly fell dangerous opponents.

Quickjacks scoff at the idea that the smaller races cannot fight the Shadow as effectively as their larger neighbors, and often try to compensate by acting tough and bragging about their prowess or their latest kills. This can come across as grating to more subdued rebel fighters, but those who enjoy bragging games often find quickjacks to be amusing companions. In a fight, a quickjack is a boon ally, often bantering in the midst of combat and gloating over fallen enemies as they lay dying from a dozen tiny cuts.

Sylvan Slayer

Sunulael's damned zombies better get here soon. At least the elves can't kill them in their sleep.

—Grial Fey-Killer during the Fachtendom offensive

Slayers haunt the woods and mountains of Eredane, setting traps for the Shadow's forces and slowing their assault into the heart of the elven woodlands. Most who follow this tradition are Caransil caught in the middle of the last war with Izrador, but others have begun to learn their secrets so that, even if Caradul were to fall, the rebels could fight on.

Hit Die: d8.

Requirements

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

Skills: Craft (trapmaking) 5 ranks, Hide 8 ranks, Search 8 ranks, Survival 8 ranks.

Feats: Track.

Special: Sneak attack +3d6, any two wildlander traits. The character must originate from either a mountainous or woodland terrain.

Class Skills

The sylvan slayer's class skills (and the key ability for each skill) are Climb (Str), Craft (Int), Disable

Sylvan Slayer

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Maximum Trap CR	Special
1	+0	+2	+0	+0	3	Wild trapping
2	+1	+3	+0	+0	3	Disease use, sneak attack +1d6
3	+2	+3	+1	+1	4	Woodland stride
4	+3	+4	+1	+1	4	Sneak attack +2d6
5	+3	+4	+1	+1	5	Death attack
6	+4	+5	+2	+2	5	Poison use, sneak attack +3d6
7	+5	+5	+2	+2	6	Misdirection
8	+6	+6	+2	+2	6	Sneak attack +4d6
9	+6	+6	+3	+3	7	Sylvan camouflage
10	+7	+7	+3	+3	7	Sneak attack +5d6

Device (Int), Heal (Wis), Hide (Dex), Jump (Str), Knowledge (nature) (Int), Listen (Wis), Move Silently (Dex), Profession (Wis), Search (Int), Spot (Wis), Survival (Wis), Swim (Str), and Use Rope (Dex).

Skill Points at Each Level: 6 + Int modifier.

Class Features

Weapon and Armor Proficiency: Sylvan slayers are proficient in all simple and martial weapons, and in light armor.

Wild Trapping: The sylvan slayer learns to build deadly traps out of the natural tools available to him in the mountains and woodlands of his home. He can build any trap that could be made with the equipment he carries plus things to be found in nature. The maximum CR of any trap he builds can be found on the class advancement table.

Building a trap costs the character no money, but takes 20 minutes per CR of the trap. He can reduce the time necessary with a DC 15 Craft (trapmaking) check; for every 5 points by which the character exceeds the DC, reduce the time needed by 10 minutes, with a minimum of 10 minutes necessary to build a trap. (Pit traps are an exception to this rule. The DM may rule that the character can find a natural deadfall or pit and cover it, in which case the normal rules apply. If not, and if the terrain is suitable for digging, then it requires 4 man-hours of work to dig a 10 ft. x 10 ft. pit to a depth of 10 feet.)

See Chapter 3 of the DMG for sample traps. Any poison or disease listed for each trap must be found separately (see below).

Sneak Attack (Ex): This ability functions like, and stacks with, the rogue ability of the same name. The extra damage dealt increases by 1d6 points at 2nd level and by another 1d6 at every other level thereafter.

Disease Use (Ex): The sylvan slayer learns to gather and use virulent or diseased plant and animal matter in his traps. With a successful Survival check (DC equal to 5 + disease's save DC) and 1 hour of searching

per DC of the disease above 10, the sylvan slayer can find enough diseased matter to coat a single wild trap element or weapon. For every 5 points of the check above the disease's DC, the sylvan slayer finds enough diseased material to coat another element of a trap or another weapon. The sylvan slayer can search for such material while he is on the move (thus saving search time), but this adds 10 to the Survival DC to find it.

Trap elements or weapons coated with diseased material remain contagious for a number of days equal to one-half the sylvan slayer's class level (round down). The sylvan slayer is not at risk of catching the disease that he is handling.

Woodland Stride (Ex): This ability works exactly like the druid ability of the same name.

Death Attack (Ex): If a sylvan slayer studies his victim for 3 rounds and then makes a sneak attack with a melee or ranged weapon that successfully deals damage, the sneak attack has the additional effect of possibly either paralyzing or killing the target (sylvan slayer's choice). While studying the victim, the sylvan slayer can undertake other actions so long as his attention stays focused on the target and the target does not detect the sylvan slayer or recognize the sylvan slayer as an enemy. If the victim of such an attack fails a Fortitude save (DC 10 + the sylvan slayer's class level + the sylvan slayer's Int modifier) against the kill effect, he dies. If the saving throw fails against the paralysis effect, the victim is rendered helpless and unable to act for 1d6 rounds plus 1 round per class level of the sylvan slayer. If the victim's saving throw succeeds, the attack is just a normal sneak attack. Once the sylvan slayer has completed the 3 rounds of study, he must make the death attack within the next 3 rounds.

If a death attack is attempted and fails (the victim makes his save) or if the sylvan slayer does not launch the attack within 3 rounds of completing the study, 3 new rounds of study are required before he can attempt another death attack.

Poison Use (Ex): At 5th level, the sylvan slayer learns to gather and use deadly natural venoms without harming himself. With a successful Survival check (DC equal to 5 + poison's save DC) and 1 hour searching per DC of the poison above 10, the sylvan slayer can find enough poison to coat a single wild trap element or weapon. For every 5 points of the check above the poison's DC, the sylvan slayer finds enough poison to coat another element of a trap or another weapon. The sylvan slayer can search for such material while he is on the move (thus saving search time), but this adds 10 to the Survival DC to find it.

Trap elements or weapons coated with poison remain poisonous for a number of days equal to one-half the sylvan slayer's class level (rounded down). The sylvan slayer is not at risk of poisoning himself when handling poison.

Misdirection (Ex): Beginning at 7th level, when hiding his trail, the sylvan slayer learns to leave false tracks to lead his enemies into the traps he sets. If someone tracking the sylvan slayer fails by an amount greater than the DC modifier the sylvan slayer's trail hiding caused, that character has stumbled upon a false trail left by the sylvan slayer. The false trail can lead in any direction the sylvan slayer designates for up to 50 feet before the trail runs cold (or a trap is sprung).

Sylvan Camouflage (Su): At 9th level, when in a temperate forest, a sylvan slayer can use the Hide skill even while being observed and even if there is nothing to actually hide behind.

Sylvan slayers as characters

Sylvan slayers are fearless and canny trackers who devise ingenious and deadly ways to stall the armies of the dark god. Much like the dire blades of the Erunsil, they are often a last defense against an oncoming horde, and they use every tool the land affords them to save their people.

Sylvan slayers see death often, and see their own potential death as simply part of a cycle, both of nature and of war. They therefore think nothing of building traps in enemy territory or sneaking into an enemy encampment to assassinate a commander. Every dead orc is a notch in the belt, and a diseased enemy encampment is worth a few arcs searching for poisonous fungi behind enemy lines. While the Caraheen see the need for these dark spectres of the woodlands and applaud their courage, their fascination with death and the seeming bloodlust with which they deal it causes most other elves to be withdrawn and uncomfortable around them. This only adds to the sylvan slayers' already pronounced detachment from their kin. To compensate for their aloneness, sylvan slayers often attempt riskier and riskier ventures until they are caught or killed. The savage orcs have no defense against the silent blades of these feared killers, and so the punishment when they are caught is a slow, brutal, and ultimately deadly repayment for the terror they sow.

The Silent Guardians



For centuries, explorers have searched for hidden elthedar cities rumored to be in the Aranuth Mountains or deep in the Aruun. Amongst the Miransil, there are those who claim that ruins far greater than the City by the Sea exist farther off the coast and rise once a century to reveal streets that still shine white in the moonlight. As of late, the search has taken a fresh urgency. Haruth, the blind seer that predicted the fall of the Kingdom of Erenland, has spoken for the first time in over 100 years. For three days, she repeated the same words without pause, taking neither food nor drink until she collapsed of exhaustion. Since those words she has not spoken again, and does not or cannot respond to those around her. For all three days, the Witch Queen sat with her, listening to words that seemingly made no sense:

*In darkness a gate, the last of their kind,
waiting ever waiting.*

*In darkness they wait, avatars of death,
hating ever hating.*

*In darkness they hate, saviors and damned,
in Celadon the dark hall.*

*In darkness it opens, never to be closed,
the silent guardians, the final gate.*



Tunnel Wraith

"Come on you filthy maggots! Dig those little rats out of their tunnels so we can feast tonight!"

—An oruk lieutenant in Zorgetch on the final night of his command.

Tunnel wraiths know that any advantage they can gain over the towering oruks and burly orcs that dominate the occupied lands is one worth exploiting. They are mostly comprised of dwarves, using their natural proclivity toward tunnels and cramped spaces. The smaller races make use of tunnel wraith tactics in the sewers of occupied cities, however, and even some elves might become tunnel wraiths, using the root masses of Erethor or the caves of the Highhorns as their killing grounds. Whether in the tight corridors beneath the Kaladrun Mountains or newly dug tunnels beneath the cities on the coast of the Eren River, tunnel wraiths are infinitely patient; they will lie in wait for days to ambush any who are brave or foolish enough to follow them into the tight quarters in which they feel at home.

Hit Die: d8.

Requirements

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

Base Attack Bonus: +5.

Skills: Climb 4 ranks, Hide 4 ranks, Listen 4 ranks.

Feats: Alertness, Weapon Focus (any light or one-handed piercing weapon).

Special: The character must be no taller than 4'6".

Class Skills

The tunnel wraith's class skills (and the key ability for each skill) are Climb (Str), Craft (Int), Handle Animal (Cha), Hide (Dex), Intimidate (Cha), Jump (Str), Listen (Wis), Ride (Dex), Spot (Wis), and Swim (Str).

Skill Points at Each Level: 4 + Int modifier.

Class Features

Weapon and Armor Proficiency: Tunnel wraiths are proficient with all light and medium armors, and with all light or one-handed simple and martial piercing weapons, but not with shields.

Tight Quarters (Ex): Tunnel wraiths become increasingly capable in cramped quarters and places where others lack leverage. At 1st level, the tunnel wraith suffers half the normal penalty to AC and attack rolls when he is prone or squeezing into a space half as wide as he is. At 4th level, both penalties disappear completely; additionally, a 4th-level tunnel wraith does not move at half speed while squeezing.

At 7th level, the tunnel wraith can still attack while squeezing into a space less than half his space's width, albeit at a –4 penalty, and he suffers no penalty to

Tunnel Wraith

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1	+1	+2	+0	+0	Tight quarters, tunnel rat
2	+2	+3	+0	+0	Drive It Deep
3	+3	+3	+1	+1	Tremorsense 10 ft.
4	+4	+4	+1	+1	Tight quarters
5	+5	+4	+1	+1	Blind-Fight
6	+6	+5	+2	+2	Tremorsense 20 ft.
7	+7	+5	+2	+2	Tight quarters
8	+8	+6	+2	+2	Patient predator
9	+9	+6	+3	+3	Tremorsense 30 ft.
10	+10	+7	+3	+3	Tight quarters

AC and does not lose his Dexterity bonus while in such situations; additionally, a 7th-level tunnel wraith can move at half speed while prone without provoking attacks of opportunity.

Finally, at 10th level, the tunnel wraith can stand up from prone as a free action that does not provoke attacks of opportunity.

Tunnel Rat (Ex): Tunnel wraiths spend a lot of time in the tunnels, even when they aren't fighting. They become accustomed to the sounds and feel of the underground. As a result, tunnel wraiths gain a bonus on Listen and Escape Artist skill checks equal to half their class level (rounded up) whenever they are in a natural underground environment.

They gain the same bonus as a dodge bonus to AC whenever they are fighting adjacent to a tunnel or cavern wall. They learn to use the wall as a "second floor," performing maneuvers and feints that help block an opponent's weapon. This bonus also applies above-ground if the character is adjacent to any wall or vertical surface that is at least 5 feet wide (a wall, a thick tree, a large boulder, etc.).

Drive It Deep: At 2nd level, the tunnel wraith gains the Drive It Deep feat (see pg. 11) as a bonus feat.

Tremorsense (Ex): At 3rd level, the tunnel wraith gains a superhuman ability to determine his enemies' positions through a combination of sound, temperature, vibrations, and changing air pressure. He gains tremorsense to a range of 10 feet. Every three levels thereafter, the range of his tremorsense increases by 10 ft.

Blind-Fight: Sometimes the tunnel wraith needs to fire a missile weapon into the darkness and know that his aim will strike true. He gains the Blind-Fight feat at 5th level.

Patient Predator (Ex): Tunnel wraiths often need to wait for hours, or even days, before striking at their unsuspecting foes. At 8th level, the tunnel wraith can go for twice as long as normal without food, water, or air. So for instance, a tunnel wraith can go without water for

2 days plus a number of hours equal to twice his Constitution score before having to make a Constitution check. Likewise, a tunnel wraith in a sealed 10-ft.-by-10-ft. chamber can breathe easily for 12 hours rather than just six.

Tunnel Wraiths as Characters

Tunnel wraiths know that their sword arms will never rival those of their Dornish allies in the north, but they have equally valuable weapons to use against the Shadow. They can use their diminutive stature to help deliver messages, smuggle goods, and trap their foes in deadly mazes beneath the earth. In fact, they have spent so much time underground that they feel naked and vulnerable when out under the open sky. They feel much better with a roof over their heads, whether it be the comforting earth of a tunnel, the wooden roof of an inn, or even the jungle canopy of the elven forest.

Tunnel wraiths generally act alone when stalking familiar tunnels. They want to ensure that every movement that is not their own belongs to an enemy worthy of nothing but death. When they do act in concert, they swarm the tunnels, often taking pleasure in the fearful whispers of the prey they herd into dangerous traps. Tunnel wraiths often act as contacts for adventurers and rebels on the run. They can help them by hiding them, stashing contraband in tunnels where no orc will tread, or by giving them quick access to escape routes from cities. Although most tunnel wraiths would like nothing more than to reclaim their ancestral homes from the Shadow, they know deep down that even should that day come, the scars they bear from their fight may keep them underground until the day they are buried there.

Warrior of Dark Blood

Even if I die in the hunt against evil, I will have succeeded at my quest; for there will be one less living tribute to the Shadow in the world.

—Gyre, warrior of dark blood

Of all the stories of tragedy and pain to come from Izrador's presence on Eredane, that of the dworgs is among the saddest. Even though they may have good intentions, their offers of aid are often turned away even by the embattled dwarves from whom they are descended. Some dworgs turn their rage to thoughts of revenge against those who share their blood, hoping to exorcise the orc within by slaughtering the orcs without. Others, however, see deeper into the Shadow. They realize that, as ferocious and overwhelming as the tide of orcs may seem, it is the legates and their astirax companions who are the true representation of Izrador's evil. Without them to guide and support the orcish hordes, the dwarves would overrun the less organized orcs. Without them to track down rebels and hunt down magic, the resistance would grow and erupt from within Izrador's conquered lands. Without them to preach the name of the dark god and spread his teachings, Izrador would have no voice.

The warriors of dark blood have vowed, therefore, to do no less than cut out the tongue of the dark god that birthed them.

Hit Die: d10.

Requirements

To qualify to become a warrior of dark blood, a character must fulfill all the following criteria.

Race: Dworg.

Skills: Survival 8 ranks.

Feats: Magic-Hardened (see AtS, pg. 76, or M2E), Track.

Special: The character must have 0 spell energy and no ability to cast spells or spell-like abilities, whether through the Magecraft feat, a class feature, or a heroic path. If he ever gains such an ability, he immediately loses all special abilities of this class.

Class Skills

The warrior of dark blood's class skills (and the key ability for each skill) are Climb (Str), Craft (Int), Handle Animal (Cha), Intimidate (Cha), Jump (Str), Listen (Wis), Profession (Wis), Ride (Dex), Spellcraft (Int), Survival (Wis), and Swim (Str).

Skill Points at Each Level: 2 + Int modifier.

Class Features

Weapon and Armor Proficiency: Warriors of dark blood gain no additional proficiencies with either weapons or armor.

Hunter of Dark Magic (Ex): The warrior of the dark blood gains a +2 bonus on Bluff, Listen, Sense Motive, Spot, and Survival checks when using them against astiraxes or legates. Likewise, he gets a +2



Warrior of Dark Blood

Class	Base Attack	Fort	Ref	Will	Special
Level	Bonus	Save	Save	Save	
1	+0	+2	+0	+2	Hunter of dark magic +2
2	+1	+3	+0	+3	Detect astirax, sense dark magic
3	+2	+3	+1	+3	Resist Izrador's will
4	+3	+4	+1	+4	Hunter of dark magic +4
5	+3	+4	+1	+4	Faithless stare 1/day
6	+4	+5	+2	+5	Spirit hunter
7	+5	+5	+2	+5	Hunter of dark magic +6
8	+6	+6	+2	+6	Locate dark servant
9	+6	+6	+3	+6	Cleave spells
10	+7	+7	+3	+7	Faithless stare 2/day, hunter of dark magic +8

bonus on weapon damage rolls against such creatures.

These bonuses increase by +2 at every other level, to a maximum of +8 at 10th level.

Detect Astirax (Su): At will, a warrior of dark blood of 2nd level or higher can use *detect astirax* (see AtS, p. 77 and M2E) as the spell. This spell functions just like the *detect evil* spell, except that it only senses the presence of astiraxes.

Detect Dark Magic (Su): At will, a warrior of dark blood of 2nd level or higher can *detect dark magic*. This ability functions just like the *detect magic* spell, except that it only reveals the presence of the divine magic of Izrador. In other words, the ability will detect the magic aura of a spell cast by a legate, but not one cast by an orc channeler.

Resist Izrador's Will (Ex): Starting at 3rd level, the warrior of dark blood gains spell resistance equal to 10 + his class level against the divine magic of Izrador's legates.

Faithless Stare (Su): Once per day starting at 5th level, a warrior of dark blood can stare down a legate and make him question his faith. The legate must succeed on a Will save (DC 10 + warrior of dark blood's class level + Wisdom modifier) or lose a number of prepared spells equal to the warrior of dark blood's Wisdom modifier, starting with the highest-level spells.

The warrior of dark blood may use this ability an additional time at 10th level.

This ability angers and confuses Izrador, and he is on the verge of ordering a pogrom against the dworgs in order to root out and destroy the warriors of dark blood.

Spirit Hunter (Su): Beginning at 6th level, the warrior of dark blood gains the ability to see the shadowy form of an astirax no matter what its current form is. If the astirax is possessing an animal, the character can see a faint outline around the animal, and if the astirax is in its natural form, the character can see it despite its natural invisibility. Additionally, all melee attacks the warrior of dark blood makes against an astirax, whether

with weapons or unarmed, are considered to have the *ghost touch* special ability.

Locate Dark Servent (Su): Starting at 8th level, the warrior of dark blood can *detect dark servant* at will. This ability functions just like the *locate creature* spell, except that it only reveals the presence of astiraxes and legates. The ability allows the warrior of dark blood to know which creatures it is detecting are astiraxes and which are legates, but he cannot locate specific individuals.

Cleave Spells (Su): Starting at 9th level, whenever a warrior of dark blood makes a successful melee attack against a creature under the effects of a legate's spell (whether negative or beneficial), he may make a dispel check (1d20 + your class level) against the highest level spell to end the effect. Each melee attack may only dispel a single spell effect, and no spell effect may be dispelled if a higher-level legate spell effect is still in place.

Warriors of Dark Blood as Characters

Those who devote themselves to hunting the Shadow's lieutenants know they are dooming themselves to death, but the thought hardly causes them to break stride. They become relentless hunters, often not stopping to eat or sleep for days on end as they track a hated legate. The warriors of dark blood consider the destruction of an astirax to be a worthy goal as well, because the way these insidious parasites possess animals is a hated symbol of Izrador's infestation of the entire continent and his leaching off of its people.

A warrior of dark blood leaves all ties behind him when he embarks on his journey. He might still travel with others, and even consider them worthy allies and good people, but nothing may come before hunting legates and their pets.

CHAPTER FOUR

Held in Hope

Eredane is a wild and rugged land, with all types of terrain found between the ice-locked wastes of the north to the sub-tropical jungles and arid plains of the south. Each terrain offers challenges and dangers but also, for those familiar with its ways, opportunities to turn a deadly hazard into an advantage in the fight against a foe. In the Coldest Wood, snow elves move like ghosts through the winter landscape, cold killers bringing death beneath the cover of windblown snow; in the Caraheen, their wood elf kin move unseen in the forest canopy to rain deadly arrows down upon orc patrols stumbling through the undergrowth below. On the battle-scarred moorland of Eris Aman, Dornish resistance fighters lure goblin-led orc patrols into the mazes formed by old trenches and mounding berms to spring devastating ambushes against their hated oppressors. Kurgun dwarves, despite their stocky frames and small stature, move with the surety of goats through the rock-strewn landscapes of the Kaladrun Mountains, using the rubble, chasms and cliffs to evade and surprise the forces of the Shadow moving through their land.

The variant terrain rules and terrain hazards in this chapter are designated as **Open Game Content**. The location descriptions are closed content.

Variant Terrain Rules

In history and fiction, outnumbered natives and overwhelmed underdogs rely on terrain to overcome their enemies. Yet the rules for terrain in the d20 system are often complex enough that, rather than being an interesting part of combat, they simply bog down fights and are likely to be ignored. Additionally, the penalties inflicted by terrain modifiers are often as detrimental to the defenders of a land as they are to the invaders who wish to conquer it. The following rules variants provide DMs with tools to use terrain and environmental hazards more effectively and interactively in their games.

Each of the presented options uses the Knowledge (local) skill as the core rule mechanic. The Knowledge (local) skill is used as a catch-all to describe familiarity with terrain in the named region and to simplify the amount of dice rolling involved in adjudicating the interaction of characters and terrain; the fact that all characters in MIDNIGHT gain Knowledge (local) as a class skill as one of their racial traits gives all characters at least equal access to the skill. A DM may feel that an even greater level of stratification is required and rule that characters must learn individual Knowledge (terrain type) skills to manipulate a given terrain feature or environment. This mechanic is not covered in the rules variants presented here, but its implementation to variant three, regional superiority, would be relatively easy. The Knowledge (local) skills granted as class skills to each race are listed in the table on pg. 48.

Three rules options are presented below, providing increasingly detailed mechanics for character interaction with terrain effects and environmental hazards. These rules options are intended to be exclusive of one another and a DM should agree with players which system they are going to use in their game.

Variant 1: Regional Synergy

If a character has at least 5 ranks in Knowledge (local) he gains a +2 bonus on any skill checks made in response to terrain effects or environmental hazards while in that region.

Variant 2: Regional Familiarity

A character with ranks in the appropriate Knowledge (local) skill may make a Knowledge (local) check at the beginning of any encounter in which there are terrain effects or environmental hazards in play, adding +1 to the roll for every Hit Die of the character.

The base DC is 0; for every 5 points the character achieves on the roll, he gains a +1 circumstance bonus to skill checks made to overcome terrain effects or environmental hazards in that area. Characters may not take 10 on this check.

Variant 3: Regional Superiority

Any time a character is in his native region, as specified by the Knowledge (local) skill gained as part of his racial abilities, he may make a special regional superiority check at the beginning of any encounter in which there are terrain effects or environmental hazards in play. The character does not actually make a Knowledge (local) roll; rather, he makes the check with a bonus equal to his Hit Dice + either his Dexterity, Intelligence, or Wisdom modifier (player's choice). Characters may not take 10 on this check.

Depending on the DC achieved, the character may reduce or ignore the penalties of the hazards encountered, or even turn those penalties into bonuses. A typical result for each DC is shown below, but the precise effect may vary depending on the terrain effect or environmental hazard. A more thorough list of results, described by hazards, follows.

Where appropriate, the effects of a given superiority level are cumulative with those of the level(s) below it. Thus, a character succeeding at a DC 32 Knowledge (local) check gains bonuses in addition to negating all penalties.

Regional Superiority Check Results

Check DC	Superiority	Typical Result
Up to DC 19	Normal	Normal penalties
DC 20	Skilled	Halve normal penalties (round up)
DC 26	Heroic	No penalties
DC 32	Legendary	Bonuses

Regional Superiority Effects by Hazard

Note: Many of these hazards cause the same effects, some of which are defined for your convenience below.

Native Regions and Knowledge (Local)

Knowledge (local) Skill

Knowledge (Aruun)
Knowledge (Caraheen)
Knowledge (central Erenland)
Knowledge (Eren River Valley)
Knowledge (Kaladrun Mountains)
Knowledge (Miraleen)
Knowledge (Northern Marches)
Knowledge (Northlands)
Knowledge (southern Erenland)
Knowledge (Veradeen)

Race

Jungle elf, Aruun-raised elfling
Wood elf
Erenlander, halfling, halfing-raised elfling
Gnome, gnome-raised dwarf
Dwarf, dworg, dwarf-raised dwarf
Sea elf
Orc
Dorn
Sarcosan
Snow elf

Cold: Fortitude save each hour (DC 15 + 1 per previous check) or take 1d6 nonlethal.

Cold, Severe: Fortitude save each 10 minutes (DC 15 + 1 per previous check) or take 1d6 nonlethal.

Cover: +4 to AC; No attacks of opportunity against character; +2 on Reflex saves except versus spread effects; Can be used to make a Hide check.

Cover, Improved: As cover, but +8 to AC and +4 to Reflex saves.

Avalanches and Landslides

Normal: DC 20 Spot check up to 1d10x500 feet downslope; DC 15 Listen check up to 1d6x500 feet; Bury Zone – 8d6 points of damage, DC 15 Reflex save for half and buried; Slide Zone – 3d6 points of damage, DC 15 Reflex save for half; Buried characters take 1d6 points of nonlethal damage per minute until freed or dead.

Skilled: Listen DC to hear approaching avalanche or landslide halved.

Heroic: Damage from avalanche or landslide halved.

Legendary: Character in the bury zone are considered to be in the slide zone for purposes of resolving effects.

Berm

Normal: Provides cover as a low wall for anyone standing 1 square downhill from top.

Skilled: Enemies only gain +2 to AC.

Heroic: Enemies gain no bonuses to AC or Reflex saves.

Legendary: Character gains improved cover.

Blizzard

Normal: Wind speed 50+ mph, heavy snow (4 squares of movement, reduces visibility by half, –4 to Spot, Search, Listen, and ranged weapon attacks) and cold or extreme cold.

Skilled: Movement costs in heavy snow halved.

Heroic: Windforce considered one category less.

Legendary: Character gains +4 bonus on all Fortitude saves against severe weather while moving up to one-half overland speed (stacks with bonuses from Survival check), +8 if stationary.

Bog, deep

Normal: 1 square of deep bog costs Medium or larger creatures 4 squares of movement, Small or smaller creatures must swim. Tumbling is impossible. Water provides cover for Medium or larger creatures; smaller creatures gain improved cover at the cost of -10 to attacks. DC of Move Silently checks increases by 2.

Skilled: No penalty to Move Silently checks.

Heroic: Movement costs halved.

Legendary: Character can choose between improved cover with -4 penalty to attacks or cover with no penalty to attacks.

Bog, shallow

Normal: Movement costs are doubled. DC of Move Silently and Tumble checks increases by 2.

Skilled: No penalty to Move Silently or Tumble checks.

Heroic: Movement costs are halved.

Legendary: Character gains +4 to bull rush, grapple, overrun and trip checks against enemies in the bog.

Chasm, Cliff, Rock Wall

Normal: Successful Climb check required to climb chasms and cliffs (DC 15) and rock walls (DC 25) at half speed.

Skilled: Character may take 10 on Climb checks.

Heroic: Character does not lose Dexterity bonus to AC while climbing.

Legendary: Character may move at normal speed while climbing.

Fallen logs

Normal: Provide cover as low wall. Costs 2 squares of movement to cross.

Skilled: No additional movement cost.

Heroic: Enemies do not gain cover.

Legendary: Character gains improved cover.

Fences

Normal: Costs extra square of movement to cross, including a DC 15 Ride check to cross without slowing movement if mounted. Provides cover as low wall.

Skilled: The DC of the Ride check is halved.

Heroic: No additional movement cost.

Legendary: Character gains improved cover.

Flowing water

Normal: Water moves 10-40 ft. per round. Fast rivers move 60-90 ft. per round, and count as rough

water (Swim DC 15) or stormy water (Swim DC 20); Characters may oppose the river's speed with their speed on a successful Swim check. Characters swept away by rivers moving at 60+ ft. per round must make DC 20 Swim check every round or go under; a check result of 25+ arrests motion, assuming there's something to grab onto. Characters suffer a -10 penalty to attack creatures not in the water. Characters swimming, floating or treading water have improved cover from opponents on land; submerged characters gain total cover. Opponents who have *freedom of movement* effects ignore this cover when making melee attacks against the character.

Skilled: Swim DCs are halved.

Heroic: Attack penalty against creatures not in the water is reduced to -5. Character is considered to have +10 ft. of speed for purposes of opposing river speed.

Legendary: No attack penalty against creatures not in the water. Character is considered to have +20 ft. of speed for purposes of opposing river speed. On a successful attack, a character may make a free trip attack to attempt to pull opponent into the water; if the trip attack fails, the opponent does not get to make a trip attack in return.

Forest Canopy

Normal: Characters may climb branches (Climb DC 15) or rope ladders (DC 0) at half speed. Creatures in canopy are considered to have cover (and concealment in medium and dense forests) when fighting creatures on the ground.

Skilled: Character may take 10 on Climb checks.

Heroic: Character does not lose Dexterity bonus to AC while climbing.

Legendary: Character may move at normal speed while climbing.

Forest fire

Normal: Spot at 2d6x100 ft. (Spot DC reduced by 16). Fire automatically spotted at 100 ft. due to heat. The leading edge advances at 120 ft. per round.

Heat Damage: DC 15 Fortitude save or take 1d4 points of nonlethal damage (5-round interval, +1 modifier/interval). *Special:* Characters wearing heavy clothing or armor suffer a -4 penalty to the saving throw, and those wearing metal armor are affected as if by a *heat metal* spell.

Catching on Fire: DC 15 Reflex save or catch on fire for 1d6 damage per round (1-minute interval, DC 15 Reflex save to extinguish the flames). *Special:* Characters that roll on the ground, smother the flames with a cloak, etc., gain a +4 bonus to their Reflex saves to extinguish the flames.

Smoke Inhalation: DC 15 Fortitude save or begin choking and coughing (1-round interval, +1 modifier/interval). *Special:* a character who chokes for 2 consecutive rounds takes 1d6 points of nonlethal damage. Smoke provides concealment to characters within it.



Skilled: Save DCs for forest fire effects halved.

Heroic: Character may make roll two dice, taking the better of the two, whenever making saves in a forest fire.

Legendary: Character is immune to nonlethal damage from forest fire effects.

Hedgerows

Normal: Narrow hedgerows provide cover as low walls and cost 3 squares of movement to cross. Wide hedgerows provide cover as walls and cost 4 squares of movement to cross.

Skilled: 1 square of hedgerow costs 1 (narrow hedgerow) or 2 (wide hedgerow) squares of movement.

Heroic: Enemies only gain +2 to AC.

Legendary: Character gains concealment and improved cover (wide hedgerow only).

Ice Sheet

Normal: 1 square of ice costs 2 squares of movement. DCs of Balance and Tumble checks are increased by 5. DC 10 Balance check required to run or charge across an ice sheet.

Skilled: DCs of Balance and Tumble checks are only increased by 2; DC 5 Balance check to run or charge across ice.

Heroic: No movement costs; no increase to Balance or Tumble check DCs.

Legendary: Character can charge or run across ice without check, and gains a +4 bonus to bull rush, grapple, overrun and trip checks against enemies on the ice sheet.

Quicksand

Normal: *Avoiding:* Average of 20-ft.-diameter patch. DC 8 Survival check to spot if moving at normal speed, no chance to spot if running or charging; Momentum of running or charging character carries him 1d2x5 feet into quicksand. *Escaping:* DC 10 Swim check to tread water (1-round interval); DC 15 Swim check required to move 5 ft. If a character fails the check by 5 or more, he sinks and begins to drown. Submerged characters may swim back to the surface with a successful Swim check (DC 15, +1 per consecutive round under the surface).

Skilled: Character may spot quicksand while charging or running.

Heroic: DCs for swimming and treading water are halved.

Legendary: Character may swim as if in normal water.

Rubble, light

Normal: DC of Balance and Tumble checks are increased by 2.

Skilled: DC of Balance and Tumble checks are only increased by 1.

Heroic: No penalty to Balance or Tumble checks.
Legendary: +1 to attack rolls against opponents in rubble.

Rubble, dense

Normal: 1 square of dense rubble costs 2 squares of movement. The DCs of Balance and Tumble checks are increased by 5. The DCs of Move Silently checks are increased by 2.

Skilled: No movement penalty. No DC increase to Move Silently checks. DCs of Balance and Tumble checks are only increased by 2.

Heroic: No penalty to skill checks. Small or smaller creatures gain cover.

Legendary: Medium or smaller creatures gain cover.

Sand Dunes

Normal: Gradual slope facing prevailing wind, steep slope on leeward side (see Slope, Gradual and Slope, Steep, below).

Sandstorm

Normal: 1d3 points of nonlethal damage to creatures in open (1 hour interval, no save). Visibility reduced to 1d10x5 feet. Listen, Search and Spot checks suffer a -4 penalty.

Skilled: Character is allowed a DC 10 Fortitude save to resist nonlethal damage caused by sandstorm. Skill check penalties are halved.

Heroic: No penalty to Listen, Search or Spot checks.

Legendary: Character gains concealment, even when within visibility range.

Scree

Normal: The DCs of Move Silently checks are increased by 2 on any slope. The DCs of Balance and Tumble checks are increased by 2 on a gradual slope and by 5 on a steep slope.

Skilled: The DCs increase to Balance, Move Silently, and Tumble checks are halved.

Heroic: No DC increases to Balance, Move Silently and Tumble checks.

Legendary: Character gains +10 ft. speed downhill. Character gains +2 to attack rolls against downhill enemies.

Slope, gradual

Normal: Characters gain +1 bonus to attack rolls against foes downhill from them.

Skilled: Enemies do not gain bonus to attack if they are uphill from character.

Heroic: Character gains +1 to AC against downhill foes.

Legendary: Character gains +2 attack rolls against downhill enemies.

Slope, steep

Normal: As gradual slope, but 1 square of uphill movement costs 2 squares of movement. Characters running or charging downhill must make a DC 10 Balance check upon entering the first square of steep slope (mounted characters make a DC 10 Ride check instead) or stumble and end movement 1d2x5 feet later. Characters failing by 5 or more fall prone at the end of their movement.

Skilled: DC 5 Balance or Ride check to run or charge down slope.

Heroic: No movement penalty for uphill movement.

Legendary: Character gains a +4 bonus to bull rush, grapple, overrun and trip checks against downhill foes.

Trees, small

Normal: A creature in the same square as a tree gains +2 to AC and +1 to Reflex saves. A typical tree trunk has AC 4, hardness 5 and 150 hp, and requires a DC 15 Climb check to ascend it.

Skilled: Enemies in the same square as a tree only gain +1 to AC. Climb check to ascend tree is halved.

Heroic: Enemies in the same square as a tree gain no bonuses to AC or Reflex saves.

Legendary: Character gains +4 bonus to AC, +2 to Reflex saves.

Trench

Normal: Provides cover as a low wall except against adjacent foes. Costs 2 squares of movement to leave the trench but no extra to enter one. Creatures outside the trench making a melee attack against creatures in the trench gain a +1 bonus.

Skilled: No movement penalty to leave trench.

Heroic: Enemies outside the trench do not gain +1 to melee attacks.

Legendary: On a successful attack, a character may make a free trip attack to attempt to pull the opponent into the trench; if the trip attack fails, the opponent does not get to make a trip attack in return.

Undergrowth, light

Normal: 1 square of light undergrowth costs 2 squares of movement and provides concealment. The DC of Tumble and Move Silently checks is increased by 2.

Skilled: No DC increase to Tumble or Move Silently checks.

Heroic: No movement penalty.

Legendary: Enemies do not gain concealment.

Undergrowth, dense

Normal: 1 square of dense undergrowth costs 4 squares of movement and provides concealment with a 30% miss chance. The DCs of Tumble and Move

Terrain Movement, Stealth, and Detection

Terrain Feature	Movement (Tactical)	Balance/Tumble	Move Silently	Special
Bog, shallow	2 squares	DC +2	DC +2	—
Bog, deep	4 squares	Impossible	DC +2	Cover for Medium or larger creatures, improved cover for smaller creatures
Fallen logs	2 squares			Cover as low wall
Fences	2 squares			DC 15 Ride check to cross at normal speed, stone fences provide cover as low wall
Hedgerows, narrow	3 squares			Cover as low wall
Hedgerows, wide	4 squares			Climb check (DC 10) to reduce movement cost to 2 squares; total cover
Ice sheet	2 squares	DC +5		Run or charge requires DC 10 Balance check
Rubble, light		DC +2		
Rubble, dense	2 squares	DC +5	DC +2	
Sand Dunes	2 squares			Gradual slope in direction of prevailing wind, steep slope on leeward side
Scree		DC +2/+5	DC +2	DC +2 (gradual slope) or +5 (steep slope)
Slope, gradual				+1 bonus on melee attacks against foes downhill
Slope, steep	2 squares	DC +2		DC 10 Balance or Ride check when running or charging downhill.
Trench	2 squares			Attackers outside trench gain +1 bonus to melee attacks due to higher ground; cover as a wall except against adjacent foes
Undergrowth, light	2 squares	DC +2	DC +2	20% miss chance
Undergrowth, heavy	4 squares	DC +5	DC +5	30% miss chance, +5 bonus to Hide checks

Spotting Distances by Terrain Type

Terrain Category	Max Spot Distance	Terrain Category	Max Spot Distance
Desert	6d6x20 feet	Hills, rugged	2d6x10 feet
Desert, dunes	6d6x10 feet	Marsh, moor	6d6x10 feet
Forest, sparse	3d6x10 feet	Marsh, swamp	2d8x10 feet
Forest, medium	2d8x10 feet	Mountain, all types	4d10x10 feet
Forest, dense	2d6x10 feet	Plains, all types	6d6x40 feet
Hills, gentle	2d10x10 feet		

Silently checks are increased by 5. Creatures gain a +5 to Hide checks. Running and charging are impossible.

Skilled: DC of Tumble and Move Silently checks are only increased by 2.

Heroic: Movement costs halved.

Legendary: Running and charging are possible. Character gains soft cover while in undergrowth.

Battlegrounds

Just as the power of Aryth is thought to express itself in the form of power nexuses, charms, and heroic paths, so can the power of the land be taken advantage of in other ways. The following battlegrounds provide examples for DMs who wish to incorporate the variant terrain rules in their games, as well as for players looking for ideas on how to use their surroundings to their advantage.

The Stromsker

On storm-rent nights, before the Kingdom of Erenland fell to shadow, talk in port taverns along the Pellurian shore would often turn to the legend of the Stromsker. In those days, every sailor upon the inland sea knew of the terrible storms that swept out of clear skies and claimed many a good vessel between Highwall and Baden's Bluff. The legend of the Stromsker was begun by one ship—the *Onirin Trade*—that narrowly survived one such ravaging storm. She limped back into port, her masts shattered, her sails torn. The crew, wild-eyed with fear, claimed the storm was filled with a monstrous rage and had hunted them like a living thing. The *Onirin's* captain, renowned for his sense and steady head, was broken by the experience and never sailed again; he spent the rest of his days in his cups, muttering of sea devils and wild storms that hungered for blood and

souls. These violent, perhaps supernatural storms and the region in which they occurred became known as the Stromsker, and all who made the Pellurian crossing feared this stretch of water lest they be claimed by whatever evil lurked within its fulminating depths.

In the Last Age, travel on the Pellurian Sea has all but ceased. Now, only the Pirate Princes and the merchantmen and warships serving the Shadow still sail the inland water. The latter are manned by collaborators and slaves and, less frequently, by the hulking but fearful forms of orcish warriors making the crossing to the southern battlefronts. The Stromsker is still a menace, and both resistance fighters and the Shadow's minions avoid its reaches as they can. However, as the Order of Shadow increases its efforts to apprehend the Pirate Princes, hounding them with ships captained by magic-wielding legates, manned by slaves and carrying mercenaries armed with black steel forged in Cruach Emyrn, the Norfall captains have been driven to desperate measures. Relying on fast ships, the Pirate Princes lead their pursuers into the Stromsker, trusting their superior seamanship will see them safe through the accursed waters they hope will claim the legates and their traitorous troops.

Region: Northlands, Sea of Pelluria.

Teeth of the Storm

The troubled waters of the Stromsker cover a broadly triangular region, 80 miles to a side, that lies some 150 miles southwest of Highwall and 200 miles southeast of the nearest of the Corbron Isles. The first signs of the feared storms are gathering black clouds that race across the horizon, piling upon one another and forming, with the dark and fearfully heaving waters, a vast curtain of darkness in which it is impossible to tell where the sea ends and the sky begins. The storms spring up quickly and are difficult for even the most experienced crew to mark, particularly in the Last Age when the skies over the Pellurian seem perpetually dark and overcast. The waves rear up unusually high before the demon-driven storm and the howling winds blow tongues of spindrift from their peaks. The roiling sky spits lightning from



A King is Born



As the orc hordes easily shattered the crumbling remnants of the Fortress Wall, the High King Hedrig prepared for his final battle. Hedrig had no illusions of his chances, as his forces were far too weak to do more than slow the Shadow's advance for a few days. His life was clearly forfeit and running would only endanger all those around him. Better to fight and die to allow others to escape his fate. When he rode forth with his army from Alvedara, a smaller armed party slipped out of the city, heading southeast at a pace that threatened to kill their mounts. According to legend, that smaller party protected the young king's pregnant wife and his most trusted retainers. Where they were headed is not known, and there is no record of the capture or death of the Queen.

Word of the king's line and a hidden heir has wound its way like a slow but inexorable river through the towns of Southern Erenland. Some say that he hides with a gang of bandits in the Forest of the Sahi; others that he was raised on the open plains with the nomadic riders. Some believe he has traveled to the Island of Asmadar, there to commune with the spirits of the Terrace of the Elders so he might harness the magic there in his cause. Others shake their heads knowingly, thinking that he must have sailed to the continent of Pelluria, and is even now mustering an army of his ancestors to come to Eredane's aid.

its black heart and in the witch-light afterglow the frothing crests of the waves appear like monstrous teeth in an abyssal maw.

While in the grip of the Stromsker, a ship is lashed by raging winds and driving rain, tossed like flotsam

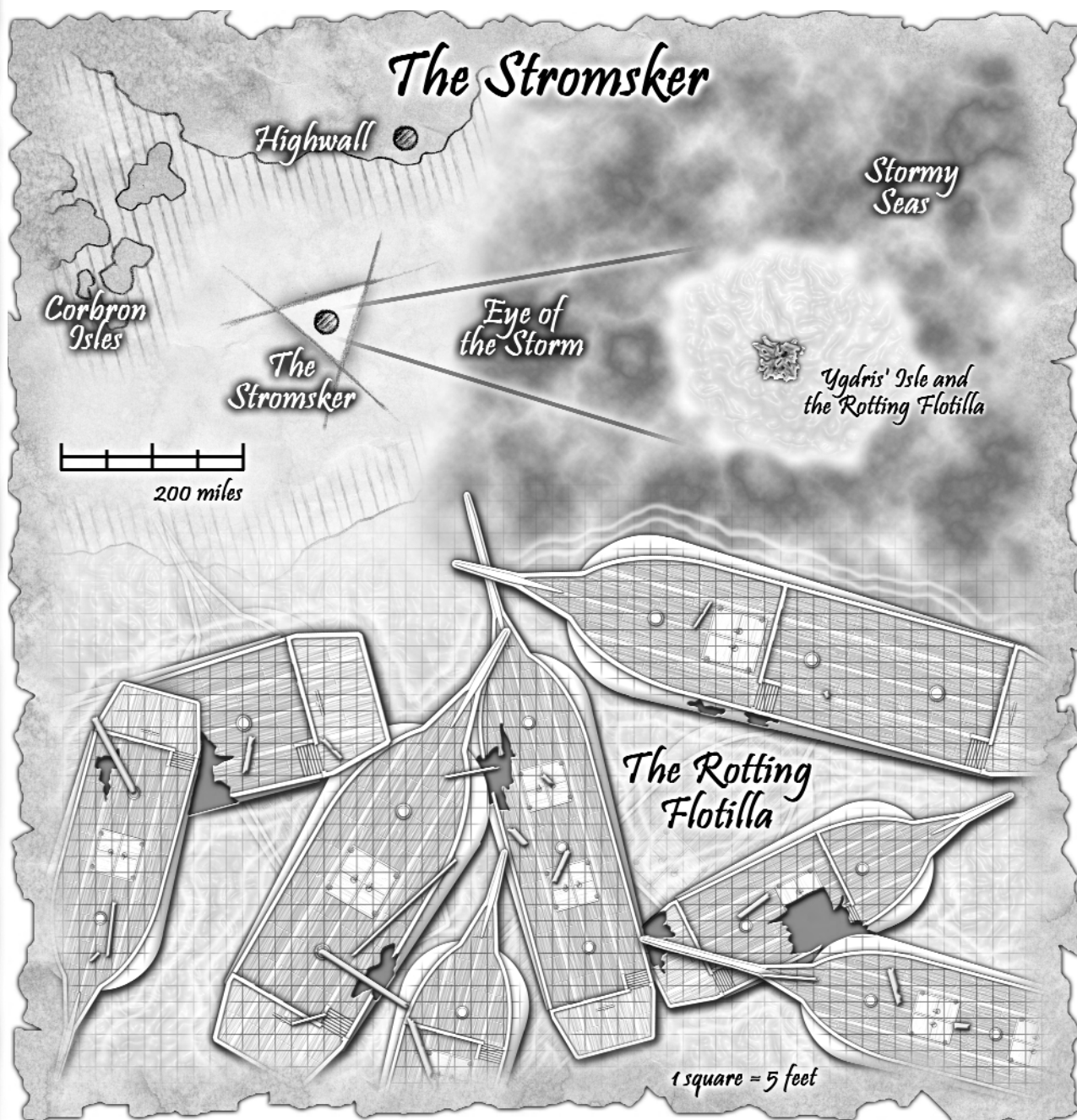
upon the heaving seas. The deck quickly becomes slick with water and the wind and violent motion of the vessel causes anything not lashed down to be flung about with deadly, seemingly directed, force. Crew on deck or in the rigging are in danger of being hurled overboard by

the sudden gusting wind, flying objects, and monstrous waves. While being tossed about, the ship is driven at furious speed toward the eye of the storm.

On the Deck

Normal: *Windstorm:* DC 20 Fort save or blown away (Small size or smaller), knocked down (Medium), or checked (Large or Huge), 10-minute interval; Characters blown away must make a DC 20 Reflex save or be blown overboard. Ranged attacks are impossible. -8 penalty to Listen, Search and Spot checks. -4 penalty to Balance and Climb checks. *Sea Legs:* Within 1d3

minutes of entering the storm, the decks and rigging become as slick as ice; movement costs are doubled, characters must make DC 15 Balance checks or fall prone and take 1d3 points of nonlethal damage (1-hour interval). Characters that are knocked prone must further make a DC 15 Reflex save or be washed overboard. Footwear causes a -4 penalty to Balance checks, while a lifeline confers a +8 bonus to Reflex saves against being washed overboard. *Flying Objects:* Unless lashed down or stowed, loose objects are hurled about by the violent winds (Atk +10 ranged, dmg 1d6, 1d12 objects in the first hour of the storm strike random members of the crew).



Skilled: DCs and penalties to all weather related checks and saves are halved.

Heroic: No checks or saves required, no penalties to skill checks.

Legendary: Jump distances doubled as the character uses the wind to his advantage.

Overboard

The waters of the Stromsker are as frigid as a devil's blood and quickly sap the strength of those unfortunate enough to fall in.

Normal: On entering the water, characters must make DC 20 Fortitude saves to retain their bearings in the shocking cold. Failure means the character must make a successful DC 15 Spot check as a standard action to find way back to safety. Characters must also make DC 20 Swim checks or go under and begin drowning (1-round interval), as well as DC 15 Fortitude saves or take 1d6 points of nonlethal damage (1-round interval, +1 modifier/interval).

Skilled: May take 10 on Swim checks.

Heroic: Save DCs halved.

Legendary: Gain a free move action each round.

Shattered and Torn

The ship's timbers scream and the yardarms crack under the force of the wind; if the sails are unfurled the mast may snap and cripple the ship.

Normal: If the sails are unfurled, there is a 80% chance each round that the mast and yards will break and crash to the deck or into the sea (if the sails are furled, snap chance reduced to 5%); all characters in rigging or yards at this point must make a DC 20 Reflex save or be hurled overboard. Successful characters may hang on or drop to the deck (taking standard falling damage). Characters on the section of deck containing the mast, in the rigging, and those who choose to drop to the deck make a DC 15 Reflex save or be crushed by the falling mast (4d6). Characters remaining in the rigging are entangled. The sails can be furled and the rigging secured with DC 20 Climb and DC 20 Strength checks. Up to 10 other characters may attempt to aid in furling the sails, gaining bonuses as described under the aid another action in the PHB. This requires 5 minutes per mast and sail, -1 minute for every 5 points above the base DCs (minimum 1 minute).

Skilled: Reflex save DCs halved.

Heroic: +4 bonus on skill checks to furl sails and secure rigging.

Legendary: Automatically succeed at Reflex saves, cannot be entangled by rigging, and take no falling damage if dropping to deck.

In the Eye of the Storm

At the center of the Stromsker the fulminating seas and shrieking winds suddenly and inexplicably abate and a chilling fog rolls in, leaving the battered prey of the storm becalmed in an eerily silent seascape of thick drifting mist. Strange noises echo through the mist, half-heard sounds that might be groans for help by freezing and adrift sailors, or might just be the creaking of wood or the sound of chunks of flotsam rubbing against one another. Within this spectral seascape lies the putrid heart of the Stromsker, a rotting flotilla of stricken ships transfixed by sharp black rocks that jut from the chill waters like obsidian spears. Shoals of ravenous, water-bloated maelgral swim in the inky waters awaiting the next victims of the Stromsker to sail in. The pale flesh of these dead men is pockmarked by fish bites and encrusted with barnacles, collected as they curl like maggots in the rotting hulls of their ships between storms.

The broken fingers of rock that make up the Stromsker's black heart are actually the crown of a submerged island, a pinnacle reef that ascends from lightless depths. This is Ysgir's Isle, a name forgotten by all but Izrador and the Fell that live within the worm-like tunnels that riddle its core. Ysgir is a vile tentacled terror from a past age, a monstrous kraken that once hunted the Pellurian with impunity. Ysgir was slain in the Third Age but rose soon after as Fell. The faengral kraken continues to haunt the waters of the Pellurian and its hunger for sentient flesh, once fuelled by cruelty and malice, is now driven by an insatiable need that gnaws at its rotting mind. The kraken bends all of its formidable power to drawing fresh meat into its domain, and its hunger spares neither Shadow's minion nor insurgent.

Rotten Decks

Rotting deck planks give way under the weight of a man, dropping the unwary into flooded holds containing frigid water, eels or worse.

Normal: Characters may make DC 25 Spot checks to notice weak planking so long as they are not running or charging; if walked on by 100 lbs. or more, the planking gives way to 10-40 ft. drop (DC 20 Ref to avoid, falling damage as normal). Many of the holds are flooded and occupied by fell; falling into a flooded hold does no damage but the character is now submerged in cold water. Any maelgral in the hold quickly swarm around an individual falling into the water, attempting to grapple him and feast on him while he drowns.

Skilled: Spot and Ref save DCs halved.

Heroic: Character can notice weak planking while charging or running.

Legendary: Character can weaken the planking on which foes within 15 ft. are standing, so long as he is standing on a connected piece of planking. This requires a standard action, striking the connecting planking with a melee weapon; there is a cumulative 25% chance of collapse per 5 points of damage dealt.

On the Ropes

The tangled masts, yards and rigging of the wrecked ships provide an extra dimension to combat on the flotilla; not just another surface to traverse, the ropes and rigging can be used to swing from ship to ship and gain superior tactical positioning in combat.

Normal: Lose Dexterity bonus to AC while climbing; Movement through the rigging costs 2 squares of movement and a successful DC 15 Climb check; Failure or taking damage requires a Balance check or you fall to the deck (DC 10 +1 per point of damage suffered or per amount by which you failed the Climb check).

Skilled: DCs of Balance and Climb checks halved.

Heroic: Character may move at normal speed in rigging; Does not lose Dexterity bonus to AC.

Legendary: Character gains +1 to AC and attacks while in rigging.

Uthurstor

On the southern flank of the Wogren Moor, where the River Eren begins to make its way east through more difficult ground heralding the foothills of the Kaladrun Mountains, a chain of hills stand like silent sentinels between the moors and the river. Highest in this range is Uthurstor, once crowned by the stalwart keep of Eimralin and now testament only to the destruction wrought by orcs and the treachery of men. The tumbled stones of Eimralin are clad in green moss and heather of every purple hue—a royal color, but also one of mourning and sorrow. Where noble warriors of Erenland once stood strong and seemingly indomitable, now only the dead lend their plaintive voices to the winds that scour the heath.

Strange and frightening beasts roam the mists that wreath these moors, demon hounds born from the rage and grief of the last lord of Eimralin. On moonlit nights, the baleful baying of hounds drifts across the treacherous moorland where the cadaverous lunar glow does little to illuminate the safe paths through the swirling mists. Hidden beneath a thin crust of soil, bottomless bogs lie in wait to suck the unwary into their peaty depths.

Region: Southern Erenland, Eren River Valley.

The Ruins of Eimralin Keep

The fall of Eimralin Keep is a tale still told in the small hamlets and hardy villages that cling to the edge of the Wogren Moor. Lord Uthor was master of the fortress in the last days of the Third Age, and was betrayed to the Shadow by his own son. When Izrador's vast orc armies began their march along the Eren, they encountered some resistance from the lords who dwelled along the great river's length. Isolated and

already weakened, these keeps and castles were of little consequence to the host's progress. It advanced like a vile wind, blowing death and destruction before it. In Eimralin Keep, Lord Uthor prepared to defend his people and his home to the last, but his son, already swayed to the Shadow by promises of power and wealth, opened the gates in the black of night and let in a forward force that decimated the garrison. Lord Uthor was nailed to the great oak that once stood in Eimralin's central courtyard, and was forced to watch as his kin and liegemen were butchered and the walls of his beloved castle were torn down before him. At last, leaving the weeping lord to die among the rubble and corpses, the orcs moved on. Upon a pike where Eimralin's gate had stood, the head of Uthor's son stared blank-eyed upon the carnage.

When Eimralin's walls were cast down, the great stones tumbled down the sides of the hill, creating a rubble-strewn approach to the summit from three sides. On the north side, a deep but narrow gorge separates the summit from the rest of the hill and the moorlands beyond. A gatehouse once stood at the edge of this chasm, its drawbridge the only route of access to the castle beyond. Now only low walls and broken stones mark the place where the building stood, and of the drawbridge there is no remaining vestige. The rest of the castle has fared little better: low walls of worn stone shrouded in moss mark the outer walls. The ancient oak is long gone, the courtyard a tangle of gorse and briars. And where Eimralin's keep once stood proud, only a hollow and broken shell ensnared by hawthorn and ivy remain.

Rocky Slope

Uthurstor's eastern, western, and southern slopes are steep and covered in large stones and boulders that originally comprised the castle walls.

Attribute Modifier: Any.

Normal: Characters gain a +1 bonus to melee attacks against foes downhill from them. 1 square of uphill movement costs 4 squares of movement due to steep slope and dense rubble. Characters running or charging downhill must make a DC 15 Balance check upon entering the first square of steep slope (mounted characters make a DC 20 Ride check instead) or stumble and end movement 1d2x5 feet later; characters failing by 5 or more fall prone at the end of their movement.

Boulders: A rock that deals 1d6 points of damage to those it hits can be dislodged and sent rolling downhill with a successful Strength check (DC 10). Larger boulders can be pushed downhill as well (+10 to the DC per additional d6 of damage, max 3d6). A rolling boulder has a speed of 60 feet and the same initiative as the creature that pushed it. The boulder moves in a straight line until halted or deflected by a larger object. Any creatures in the boulder's path must make DC 15 Reflex saves or suffer damage as determined by the boulder's size.

Skilled: Only 2 squares of movement to travel uphill. DC 7 Balance check or DC 10 Ride check to run or charge downhill.

Heroic: Only DC 5 to dislodge a rock (+5 to DC per 1d6 of damage); DC 7 Reflex save to avoid.

Legendary: Character gains +2 bonus to all attack rolls against downhill foes.

Eimralin's Ruins

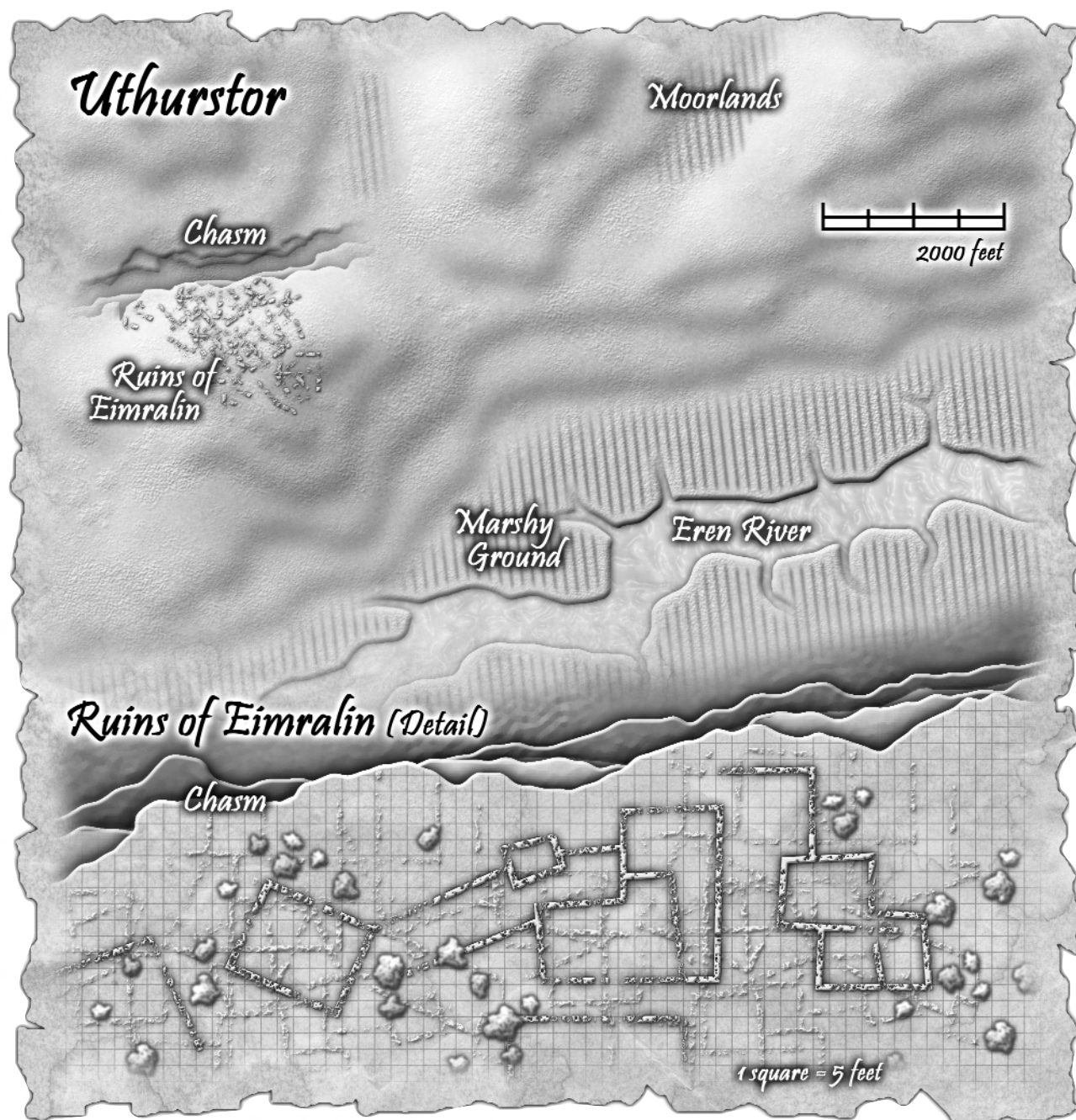
The chasm separating the final summit from the lower hillside is 100 ft. deep and 15 ft. across. The terrain of the ruins is a mixture of hedgerows and dense rubble separated by walls of varying heights. See the Terrain Hazards section for details on using these terrain types.

Normal: Ruins provide cover as a low wall. Each square costs 4 squares of movement.

Skilled: Enemies only gain +2 to AC and +1 to Reflex saves from cover. Each square only costs 2 squares of movement.

Heroic: Enemies gain no bonuses to AC or Reflex saves. Each square only costs 1 square of movement.

Legendary: Character gains improved cover from rubble.



Haunted Heath

The lands around Uthurstor are wild and rugged, comprised of barren hills and broken moorland clothed in heather and bracken and scarred by deep channels cut by countless rills and streams. These waterways feed large areas of wetland created from colliding weather fronts blowing south from the Ardune and the Pelluria and northeast from the endless arid grasslands of Southern Erenland, both stopped and deflected by the sturdy line of the Kaladrin Mountains. Dangerously deep peat bogs lie beneath seemingly solid ground, and wet woodlands dominated by willow and alder ramble in the more sheltered hollows and dales. Mist often cloaks the moors, rising from the woods and bogs and hiding the safe paths that are far outnumbered by treacherous ones. The weather is often inhospitable on the high moors; thunderstorms and thick fogs are common even in the summer arcs. Bad weather can sweep in quickly, taking those unfamiliar with the warning signs by surprise.

The weather and the terrain are not the only dangers of the moors: tales abound of barrow wights, demon hounds, and other terrible beasts stalking the windswept barrens. Due to these dangers, real and imagined, as well as the inhospitable terrain and weather, much of the Wogren Moor is uninhabited by human settlements; a few hamlets and villages cluster at its edges, simple rural communities that eke out an impoverished existence made all the more unbearable by the Shadow's cruel reign.

Thunderstorm

The sudden storms that rage across central Erenland are awesome in their elemental fury, and pose a severe threat to those caught without a place to shelter.

Normal: Storm lasts 1d6x10 minutes and brings lighting, thunder and sever winds. 5% chance of being struck by a lightning bolt for 1d8x1d10 electricity damage (DC 25 Reflex save avoids, 1-minute interval). Metal armor or weapons increase chance to 80%, shelter reduces chance to 1%. Severe winds require a DC 15 Fortitude save or character is blown away (Tiny), knocked down (Small), or checked (Medium) (10-minute interval). Ranged attacks and Listen checks suffer a -4 penalty.

Skilled: Reflex save DC, ranged attack penalty, and Listen check penalty are halved.

Heroic: Character is considered to have evasion against lightning bolt, so long as he is wearing light or no armor. Character is considered one size larger for wind effects.

Legendary: Character gains concealment against foes farther than 5 ft. away.

Mist

The dense, chilling fogs of the Wogren Moors block most vision and turn the moorland into an eerie and frightening vista.

Normal: Visibility reduced to 60 ft. Targets 10 ft. away or farther gain concealment. Targets 60 ft. away or farther gain total concealment. -4 to Listen checks.

Skilled: Listen check penalty is halved. Targets do not gain concealment unless they are 20 ft. away or farther. Targets do not gain total concealment unless they are 80 ft. away or farther.

Heroic: No penalty to Listen checks. Targets do not gain concealment unless they are 30 ft. away or farther. Targets do not gain total concealment unless they are 100 ft. away or farther.

Legendary: Gain concealment against all foes, even those who are adjacent. Gain total concealment against foes 30 ft. away or farther.

Hidden Bogs

Normal: As quicksand, but due to the hidden nature of the bogs, the Survival check to spot the bog is DC 16. Also, a hidden bog may range in size from a 5-ft. square to a 50-ft.-diameter circle.

Skilled: As quicksand.

Heroic: As quicksand.

Legendary: As quicksand; also, can step or jump over smaller hidden bogs without betraying their presence to foes or deviating from the straight line of a run or charge. Crossing a hidden bog without betraying its presence requires a Jump check as normal, as well as a successful Bluff check (opposed by foes' Sense Motive).

White Cliff

In the last days of the Third Age the Shadow's armies poured out of the north and swept down to the Pellurian coast, crushing all in their path. As the great host reached White Cliff they found it deserted, its inhabitants already fled. Fortunately for the port town, the orcs' frustration at being deprived of blood was deflected by Jahzir's desire to reach Highwall, and while the horde stripped the city of what resources remained, they left the structures largely unscathed. White Cliff is now a ghost town, its open vistas and cliff-top mansions haunted by shadows and the scurrying forms of rats. However, rats are not the only scavengers that dwell here, and the shadows are cast by more than just the crumbling walls of empty houses. White Cliff has become home to goblin deserters as well as human brigands and refugees, a pathetic gathering of the desperate and the dispossessed eking out hollow lives amongst the crumbling grandeur of a once proud city.

Elsewhere in the Northlands, White Cliff is regarded as a symbol of hope by the oppressed Dorns. Here a refugee might find safe haven from the Shadow,

or board an insurgent ship headed for the south where it is rumored there are still lands free from orcish rule and brave lords who fight for liberty and honor. Each year, dozens of straggling bands of refugees come seeking this path to freedom. At first glance the sweeping avenues seem to confirm their hopes, filled as they are with houses unbroken by war and squares free from gallows and cages. But all too soon, the truth of White Cliff is realized; the city rots behind the brittle façade, firmly clasped in the inexorable grip of decay. In the shadows, vermin creep along with bands of murdering bandits who readily rob their own countrymen of what little they have. The goblins are even worse than the human brigands, for they seek to capture new arrivals for the purpose of eating them or selling them into slavery.

The Gull's Nest

The Gull's Nest is an old mansion perched at the edge of a cliff-top half a mile northeast of White Cliff. It stands in crumbling obsolescence, its empty windows gazing out across the steel-colored waters of the Pellurian Sea. Foul-mouthed gulls and cormorants were once the only dwellers among the bones of this structure; the stains of their habitation color the stones white and fill the air with an acrid stench. The birds have recently been joined, however, by a group of Dornish men and women who call themselves the Clanless, a cult of gray-robed penitents who seek redemption through quiet defiance of the Shadow.

Region: Northlands, Pelluria.

Cliff—Top View

To the north of the Gull's Nest the cliffs continue along the mist-shrouded Pellurian Coast, while to the west chalky hills slope away to the plains and valleys of the Northlands. From this vantage point the Clanless command impressive views in all directions, and so long as the watcher can read the shifting shadows cast by the brooding sky, an approaching visitor can be spotted by while still many miles away.

Normal: Spot distance 6d6x40 feet.

Skilled: Spot distance doubled.

Heroic: Spot distance tripled.

Legendary: Spot distance quadrupled.

Cliff Edge

The ruins of the Gull's Nest stand close to the cliff edge, an overhanging precipice several hundred feet above the glistening rocks and shale of the beach below. The quickest route to White Cliff is southwest along the cliff edge and down a precarious path that hugs the cliff face. The cliffs are made from soft, crumbling white stone that over the millennia have been carved by wind and rain and sea. The edge of the precipice is dangerous and unstable, often held in place by little more than wiry grasses and the roots of sea sage and briar gorse; a misstep onto unstable ground can quickly lead to a lethal fall.

Normal: Spot DC 15 to notice unstable area (DC 20 Ref save to avoid fall; 30d6 damage due to 300-ft. to base). Unstable areas cannot be noticed while running or charging.

Skilled: Spot and Reflex save DCs are halved.

Heroic: Character can notice unstable area while charging or running.

Legendary: Character can step or jump over smaller unstable areas without betraying their presence to foes or deviating from the straight line of a run or charge. Crossing an unstable area without betraying its presence requires a Jump check as normal, as well as a successful Bluff check (opposed by foes' Sense Motive).

Goblin Cliffs

White Cliff's harbor is sheltered from the Sea of Pelluria by a headland of ragged chalky cliffs pockmarked by caves and scarred by ledges and crevices. Many of the caves are little more than wind and rain-scoured hollows, but others open into winding passageways and grottos that make up a sprawling cave system riddling the coastline for miles. The city's goblin squatters dwell in these caves, lurking in the deeper tunnels by day and emerging to haunt the city by night. The goblins crawl down the cliff faces under the cover of darkness, their clever fingers and clawed toes finding purchase in the soft stone and abundant cracks and cranies. Once in the city, they scavenge in the ruins and prey upon human and halfling camps. By and large, the goblins of White Cliff are weak and pathetic even for their race, and are certainly no match for the physically superior Dorns; they are hesitant to attack humans unless the odds are stacked greatly in their favor, whether by superior numbers or by surprise. However, the goblins' numbers grow, and due to the inaccessibility of their cliff-side caverns and the twisting, narrow tunnels that lead to their lair, the humans have been unable to drive them out.

Region: Northlands, Sea of Pelluria.

White Cliffs

Formed from crumbling chalk, the aptly named white cliffs are sheer and difficult to scale. The goblins know the easiest routes up the cliff face, and have stashed piles of fist-sized rocks (1d3 points of damage) on various ledges to hurl at pursuers or those trying to ascend to their lair.

Normal: Climb check DC 25 (200-ft.-high rock face).

Skilled: Climb check DC is halved.

Heroic: Character may move at normal speed while climbing.

Legendary: Character gains +2 to attack rolls against lower enemies, +2 to AC against higher enemies.

Black Tunnels

The winding tunnels inhabited by the goblins are narrow and twisting, worming their way through the limestone cliffs to lightless depths. The darkness is disorienting, the cramped conditions claustrophobic and difficult for creatures larger than a goblin. The goblins defend their warrens with hit-and-fade tactics, using their smaller size and darkvision to stay ahead of enemies, luring them on with vicious chattering into tighter and tighter tunnels.

Normal: *Darkness:* Creatures without darkvision are effectively blind and suffer a 50% miss chance in combat, lose their Dexterity bonuses to AC, suffer a -2 penalty to AC and a -4 penalty on Search checks and most

Strength and Dexterity-based skill checks, and move at half speed. *Squeezing through narrow spaces:* Movement costs 2 squares of movement; while squeezed, creatures suffer a -4 penalty on attacks and AC. *Squeezing through very narrow spaces:* As above, but character cannot attack and requires a DC 30 Escape Artist check to move. Character loses Dexterity bonus to AC.

Skilled: All darkness and squeezing penalties and DCs halved.

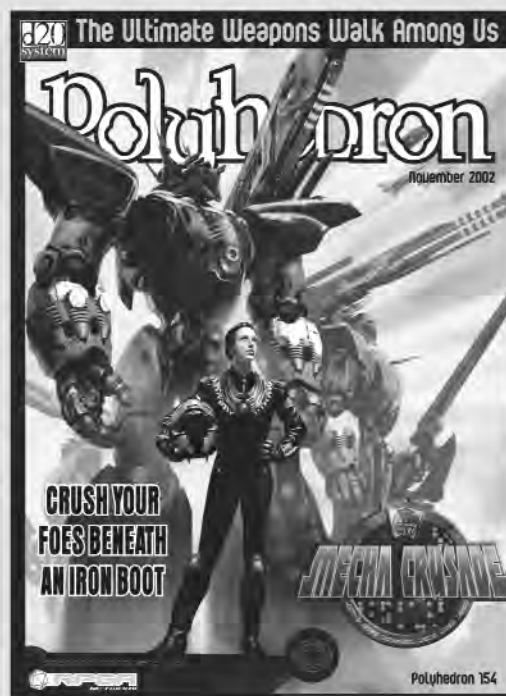
Heroic: Character may move at normal speed in darkness and while squeezing in narrow spaces.

Legendary: Character is not denied his Dexterity bonus to AC while squeezing in very narrow spaces, and may attack (albeit with a -4 penalty).



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MIDNIGHT

STEEL AND SHADOW



The dark lord Izrador has conquered Eredane, and ensures his iron rule over its subjugated people by banning the possession of weapons. Lacking swords and shields, the men, dwarves, and elves of Eredane are thought to be defeated.

Nothing could be further from the truth.

In place of steel, the forces of good have developed stolid wills and savvy tactics. Against their larger opponents, the smaller races have developed unique fighting styles to take advantage of their quickness and mobility. And each of the once free races claims a terrain as their own, using its natural hazards to even the odds against their enemies.

Steel and Shadow includes:

- New warrior-focused prestige classes designed for the world of MIDNIGHT, but useful in any campaign.
- New class abilities for wildlanders, fighters, and barbarians of each culture.
- A wide selection of alternate rules, from new fighting styles to new ways to use terrain to challenge the Shadow's forces and tip the odds in the favor of the forces of good.

Requires the use of the Dungeons & Dragons® Player's Handbook, published by Wizards of the Coast, Inc.® This product utilizes updated material from the v.3.5 revision.



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