

Oathbound®

Mysteries of Arena

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The night wind of the desert began to rise, lifting the red sand like a veil over Drev Nostrum's eyes. The dover caravan master of Port Makhesh blinked against the maddening grit that stung his face like tiny, nipping teeth. Driven hungrily across the dunes by the increasing wind, the sand stole much of his vision, leaving only the faint outlines of rock outcroppings about him. He struggled through the storm, feeling as forlorn as if he had awoken in a tomb bereft of the familiar surroundings and comforts wrought by life.

Longing for his abandoned sand mask, the dover pulled his shirt high over his furred muzzle in an effort to filter some of the intruding dust. Despite his efforts, the sand sprinkled his jowls and tasted metallic in his mouth, like old blood. The tang caused his mind to drift with painful clarity to the grim events that had devoured his livelihood and his world. In a rush of frightening intensity, sounds and sights streamed through his thoughts.

The defeat of Brehg UHmaxus—a tyrannical warlord who had fallen afoul of power hungry mercenaries three weeks before—had created a rush of mercantile energy. Understanding the need for materials such power exchanges invoked, Drev quickly assembled a caravan laden with food, drink, entertainment, and healing balms. Alerted to the similar preparations of other merchants, he ordered the caravan's premature departure from Port Makhesh. This uncharacteristic haste was a gamble for which the caravan master vehemently berated himself. Not for the loss of life it caused, but for the end of his dreams of wealth and power.

On the night before reaching UHmaxus' old holding he had ordered the evening procedures to begin. Lashing cables were set for the reptilian kine. Unhitched from the sand wagons, they were secured to the cables and fed. Their fur ringlets shimmered iridescently as familiar actions brought pleasure to their simple minds. Cook stoves were erected and the odor of fried bread began to drift over the camp. Perhaps it was the proximity of the journey's end that had loosened his caution or the promise of financial gain. Regardless, Drev allowed the traveling entertainers to placate his weary drovers with well-earned merriment and debauchery.

Whether it was the sounds of music and rhythmic dancing or the nearness of so much pulsing flesh that drew the creature, Drev could not say, but come it did, erupting from the sand in a tempest of lashing, ropy tentacles. Thick purplish strands of flesh lengthened and grew more numerous, weaving through the encampment with hideous ease. Everything touched by their passing was caught up and pulled into the pit from whence they had come. Entire wagons and kine vanished into that abyss, drawn to a horrific fate that was fast approaching.

The caravan dissolved into blind terror.

Screams of the stalked rose as summer heat to the heavens, and were matched by heinous clicking issuing from the pit. The dunes quaked and rolled, then bulged upwards as a creature shook itself free of the sand. Resembling a common desert lizard,

the beast was titanic – easily six times the size of a kine. Its mouth was ringed with a wriggling score of tentacles half the length of its tail that snapped out with surprising speed and strength.

Lacking pride and morals, Drev fled into the night, taking only his sword and moneybag. The cries of his fellows echoed across the dunes like accusations of the damned. Their pleas fell vainly on an empty heart as he ran on, fleeing as much from their cries as from the horror that had caused them. The cries abruptly ended, leaving the desert burdensome and silent with their absence.

The dover's reverie was snapped as the hairs on his nape stood erect. The calls of mating insects and the fluttering of night things that had accompanied him in his flight were gone. He halted, straining to hear any sign that the creature had followed him. His temples pounded ferociously, a sharp shiver lanced along his spine as the faint clicking noise reached him again. Knowing he was being hunted, Drev scrambled across the sand, trying to put as much distance between himself and the approaching horror as possible.

Blinded by a gust of sand laden wind, the caravan master staggered down a dune. The surface slid beneath his feet, causing his legs to give way completely. With a yelp, Drev tumbled down the shifting decline, halting himself near the bottom. Sputtering against the encroaching sand that was gathering about him, the dover growled and clawed his way free, plucking his sword and moneybag from the devouring dust just before they vanished from sight.

The dover's lungs burned with panic as he glanced about, seeking some refuge from the dreadful beast that drew ever closer. Ahead, through a mist of falling sand, Drev saw the wavering outline of an ancient structure. His spirits rose—an abandoned settlement! He staggered to his weary feet and lumbered toward it, praying the security it offered would suffice. Just then the wind weakened and freed his vision from the obscuring sand, as if urging him to glimpse a hidden mystery.

Just as the clicking of the horror spurred him on beforehand, the sight in front of him now rooted his steps. Beyond the ragged remains of the ancient structure were more buildings, comprising far more than in simple villages. He stood awestruck as the wind died, revealing the full import of his discovery. Clusters of intact buildings rose above the sand, creating a maze of streets and lanes long empty. In the distance the caravan master saw the towering edifices of obelisks and farther still the upper reaches of a marble tiered pyramid. The entire area—easily as large as Port Makhesh—was disturbingly free of dunes that ringed the ruins in shifting walls of red powder.

Thoughts of death fell from Drev, replaced by the avaricious greed that was his soul's center. On numbed feet he plodded forward, his mind awash with fantasies of untold wealth. Such places were myth, told to children to tantalize and frighten. Every merchant has heard the stories, but never had



he expected to become part of one—to find a lost city of the Forgotten. Reputed to have been powerful masters of magic and flesh, the Forgotten left no evidence of their existence save scattered ruins and wondrous items of peculiar function. Realizing the immense value of such a site, the caravan master himself forward, rushing headlong into the city's choked interior.

The clicking of the creature was clearly audible now. The horror was gaining despite the dover's efforts and must surely be near the edge of the Forgotten's city. Desperate not to die in the midst of such wealth, Drev made for a large structure to his left, praying its thick walls promised protection against the hunger of the tentacled monstrosity. The echoes of crashing bricks and timber reached him, harkening the advance of the creature into the city itself.

Urged on by panic and greed, the dover lurched into the building's dim confines. The shadows within were moist and deep, sending invigorating shivers along his body. He coughed against the dampness. The caravan master's eyes adjusted, revealing a large columned chamber with peeling frescoes depicting oddly shaped beings holding bells and staffs. A passageway pierced the far wall, its broad lintel graven with mysterious characters that Drev did not recognize. Sensing his escape was at hand, the dover made for the opening.

Like the crack of a whip, a tentacle slapped the stone at his feet. Barking a startled cry, the dover leapt to one side and drew his sword. The creature's reptilian body was pressed against the entrance, its head thrust into the hall. It issued a series of vile clicks and croaks as its tentacles flayed about the chamber in blind passion. They wiped frescoes from the walls and wrapped around several columns. Deceived that it had captured its quarry, the creature's tentacles convulsed around the columns, sending fragments of stone across the chamber as the dolomite blocks crumbled and gave way.

The ceiling groaned and began to sag. A shower of dust shot down, followed by fragments of rock and slabs of plaster. The creature, infuriated at its false victory, sent all its tentacles into the chamber, grasping everything within reach. Thunderous clicks shook the air as the creature swallowed the captured debris.

Realizing that the creature's reach exceeded the chamber's size, Drev lunged for the far passageway, narrowly avoiding a trio of questing tendrils. The dover's foot slid on the plaster-strewn floor, upsetting his balance. His sword arm flailed out, sending the blade clattering beyond hope of retrieval. Dropping to one knee, the caravan master corrected his balance and tightened his grip on his moneybag. Howling his defiance, he scrambled on three limbs through the yawning archway. As if by design, the ceiling of the entrance hall collapsed as he passed through, raining dolomite on the creature's tentacles, crushing many. A large capstone drove down on the beast's skull, shattering it in a wave of bone and pulpy gore.

Smaller fragments followed the dover into the passageway, peppering his legs and back with sharp chips of stone. Agonized, Drev collapsed. Dazed and oddly inured to the prospect of death, he watched the queer play of shadows along the passage caused by the plummeting stones. The final spokes of radiance from the suns penetrated the passage, their path unhindered by sections of the falling roof. Then, bit-by-bit, they vanished as the blocks filled the entrance. Mind numbing moments later, the tumble dwindled then ceased altogether.

Drev panted heavily for several more moments, his legs alive with pain. But, as with the light, that too faded. He rose on unsteady legs, bracing himself against the wall, and peered down the length of the passage. Spear tips of waning light shot the length, revealing a door of metal or dark stone under which a pale glow emanated. Curious and desiring some tangible recompense for the loss of his caravan, he made his way onward, grunting with every painful step.

The red-tinged vapors of light were almost gone when he reached the door. Its bronze-sheathed frame was cool to the touch and molded with deep patterns whose nature escaped him. Feeling along its edge, he found a latch of warmer metal. Giving it a yank, the dover was rewarded with a shudder that ran through the bronze door. Wishing he still had his sword, Drev unconsciously held his breath and pushed the door wide, releasing a soft silvery glow that washed over him like soothing water.

His precious moneybag slipped from his limp fingers, forgotten and irrelevant. Even the agony of his wounds paled and passed to memory from the sight before him. Drev ki'Nostrum stood in the entrance of a chamber many times larger than the entrance hall. Its ceiling was equally as high, but vaulted and thickly braced. A squat platform rested in the center upon which was a fountain that spewed gray-limned powder. About the platform were scattered a collection of gems of myriad colors and sizes. Their luster flickered desirably in the silvery radiance of the cascading powder.

His eyes became moist and glimmering. A chuckling sob burst past his lips as he shambled towards the fountain and the promise it offered. An emerald dusted by the powder captured his eye. As large as his eye, it was worth the attention of any bloodlord and would make him a person of importance overnight. With a trembling hand, Drev reached for the precious stone.

As his hand closed about it he knew something was amiss. The stone tingled in his palm and swiftly grew hot. Yipping, he cast the offending jewel away and looked at his hand. The silver-gray powder had begun to eat into his flesh, speckling his hand with tiny pinholes that issued noxious fumes. Panic seized him. Reeling back, he made for the passageway already knowing he was doomed. Spasms contorted his frame, sending him crashing to the floor. A scream of pure terror exploded from his throat, tearing his soul and sanity asunder.

Drev felt the tendrils about his lips beginning to grow.

Chapter 1: Introduction

Arena's Mysteries

One would think that it is hard to hide something in the desert. Leagues upon leagues of featureless sand stretching endlessly from the horizon to as far as the eye can see; nondescript, treeless dunes rolling unremarkably like waves upon the ocean; barren mesas and blasted canyons, stripped of all but the most basic, hardy and weatherworn features; struggling oases, utterly ordinary with the sole exception of their life-giving sources of water. All of these places—at first glance—seemingly have nothing to hide. Yet Arena has many secrets, and this harsh, deadly domain keeps them well.

One would surmise that in a bleak desert realm, where eternally glaring suns bleach bones white and the ever-blowing sand scours them clean of all flesh, nothing of the past would survive—that everything is eventually blasted to dust. While this is generally the case, the harsh desert suns and perpetual wind actually aid in the preservation of many things that would

otherwise be lost. There is precious little moisture in the desert and without moisture, rot or decay is thwarted. The baleful heat and dryness slowly leeches the moisture out of all things, mummifying them over time, preserving them for eternity. The wind, when it is not stripping tatters of flesh and fabric, moves the massive

Arena dunes, one tiny particle of sand at a time, slowly covering and entombing things which might otherwise be discovered, devoured, or destroyed. In this manner, the desert becomes far more than a mindless ravager of flesh and stone, metal and bone. In this way, the desert takes on the guise of the silent and stoic protector of knowledge and artifacts for days to come, only revealing them to the courageous, the curious, or those favored by chance.

Arena seems to have a mind and desire of its own when it comes to secreting things away from the eyes of mortals; stashing them in unthinkable corners of its vastness until it deems them ready for display. Many say that this is the will of the ever-fickle Barbello, the mistress of the domain, while others theorize that it is an unknown entity that dwells beneath the sands, vainly trying to exert its will over the land which has encapsulated it for eternity. Whatever the reason, none can deny that Arena, like a shrouded thief in the night, holds far more than it ever shows within the deep folds of its blood red cloak. "The sands are more than blood and gold," the aged merchants often say, and nothing could be truer.

Commonplace are the tales of the ruins of ancient cities that are hidden deep within the swirling sands of Arena's massive sea of dunes. Each of these ancient places holds its own troves of magic, treasures, and enigmas, the likes of which have never been seen by the eyes of mortals. Rumors of gloom-filled places beneath the surface of Arena—that yawning stretch of

endless dark known as the Gloomskain—fill the ears of all who enter the domain. It is said that these places shroud entire civilizations that have never walked under the blazing light of suns, that the pervading gloom changes all those who enter into it, and that the dark itself lives with a bewildering and omnipresent malice. Well-known are the stories of the steaming, impenetrable jungles which border the mighty rivers that cut swathes through Arena's bulk; that their dark and sweltering innards hold mysteries, riches, and horrors that have no names in the Common tongue.

Arena is far more than the sum and tally of battles fought and won and of gold dug from the hard, unforgiving ground. Only the simpleminded or ignorant assume that there is but gold and glory to be found in the trackless depths of the sand sea. Arena is a vast storehouse of treasures and obscured secrets, all of which the domain jealously guards behind sand, the glare of the suns, and the bewildering magic of the ever-wavering mirage. Long forgotten enchantments—powerful beyond mortal ken—and

sources of raw might that burble up from the depths of the world like dark aquifers can be discovered in, among, and beneath Arena's blood-stained sand. Only those who are brave and adventurous of heart can find these treasures, however, for they are ever protected from casual observance by the very

domain itself.

The Oath of Mystery

In the depths of obscurity were you born,
Spawned by hate, wing, rage, and horn.
In the dark raven's eye shall you ever peer,
Never knowing that which seeds your fear.
On black wings of enigma shall red doom fly;
Within its embrace, you too shall die.
Mysteries of the sands will bind you;
Never will true freedom find you.

Product Summary

Mysteries of Arena is a supplemental sourcebook in the OATHBOUND® capstone campaign setting that is meant to be used in conjunction with OATHBOUND: *Arena*. However, the design of this product allows it to be easily transferred to any existing campaign with minimal alteration. While there are many races, locations, monsters, magic items, and histories in this book that indelibly bear the mark of the Forge, they can all be adapted to any campaign. If you are unfamiliar with the OATHBOUND campaign setting it is advisable to peruse the information contained within OATHBOUND: *Domains of the Forge*, wherein the fantastic and unusual world of the Forge and vast city of Penance are introduced. If you would like more information on the extraordinary and remarkable city of Penance, then the second and third volumes in the line, OATHBOUND: *Plains of Penance* and OATHBOUND: *Wrack and Ruin* are suggested.

Mysteries of Arena provides tantalizing and intriguing gems of the unique and unusual locations, races, events, creatures, skills and equipment that can found within the war-ravaged domain of Arena. Further, this product unmask several of the domain's deepest secrets—be they previously unexplored regions of the domain, new and mighty artifacts that have long been buried, or the enigmatic enemies who challenge

the Seven before vanishing like blown sand into the desert. *Mysteries of Arena* also provides adventure hooks, story ideas, and campaign foundations that lend themselves to limitless hours of enjoyable game-time, and provides a full-fledged, ready-made adventure that draws and expands upon material presented within these pages and those of previous products.

The product is divided into six chapters plus supplemental appendices, each focusing on a specific facet of life or obscurity in Arena. The GM is urged to read the entire book, while player exposure should be limited to chapters 2-4, so that the mysteries presented elsewhere are not exposed too soon.

- This chapter gives an introduction to Arena and its mysteries, as well as a tangible overview to the text. It discusses Barbello and her influence on the domain and offers a few glimpses into the unknown and her relationship to them.
- Chapter 2 offers a plethora of character races, prestige classes, prestige races, and presents three new classes for PC and NPC alike.
- Chapter 3 details new feats and skills, and the ability to apply them to military units in mass combat, and a diverse selection of equipment found in Arena.
- Chapter 4 deals with lost magics and the artifacts wrought from them. Therein the GM and player will find new spells, magic items, and relics to enhance and invigorate their game.
- Chapter 5 offers insight into some of the major secrets of the domain, be they lost civilizations, enigmatic NPCs, or unrealized sources of power.
- Chapter 6 is a ready-made adventure that employs the information from this text and other OATHBOUND campaign products, and exposes one of the most alarming secrets of the domain.
- Appendices at the end of the product include statistical information from the adventure and new denizens of the shifting sands.

The Seven, the Mysteries, and Your Campaign

It has been said that the Seven seem to exhibit traits of both family and pantheon, but are truly neither. While they are ever interested in the affairs of the other, they are never so concerned as to become directly involved, unless their own fates are somehow at stake. It is along this same vein and light that the Seven view the various mysteries and secrets presented within this tome (at least the ones of which they are cognizant). For the most part, unless something occurs within Barbello's realm of unending battle that might directly affect them (such as the recent appearance and actions of the "The Last"), they remain pointedly disinterested. However, there is little doubt that if something of profound impact

was discovered within the depths or dunes of Arena that they instantly become involved.

This however, raises the question of why is Barbello, the Mistress of Arena, not more fretful over these strange occurrences that seem to be concentrated within her domain. It is said that none can truly know the mindsets of any of the Flock, but it is relatively simple to surmise the how and why of Barbello's actions: She is too haughty and infatuated with her own desires to care. Barbello craves only one thing, which she receives to no end within the confines of Arena—the perverse joy of eternal battle. Nothing, short of the security of her existence as provoked by her Binding Oath, can capture her interest. Therefore, within her ultimate conceit and narrow-mindedness, her ultimate doom may well lie.

In game terms, this proclivity allows the GM avenues to develop campaign-shaking events within the domain of Arena without ultimately spelling doom for the whole of the Forge (and very likely, their entire campaign). While GMs might elect to do this for any number of reasons, it is most often a device to herald or pursue wide-scale changes in game play (such as the changing of a rules set), to "reset things" to a simpler time, or even to "raise the bar" to take the campaign "up a notch."

Whatever the reason, the campaign mechanic is herein provided with *Mysteries of Arena*. If you want to introduce a potentially world-altering artifact into your game for a specific purpose, but not have it get out of hand, then this is the perfect place to hide it and guide your players toward its finding. Once the major change has occurred as a result of the artifacts' usage, the Feathered Fowl will become involved and the damage can be "minimized" to whatever end game the GM has in mind for the campaign.

That said, *Mysteries of Arena* continues the proud and intriguing line of OATHBOUND products by intensifying and adding to the rich tapestry that is the Forge. We at Bastion Press hope that this product opens your eyes to new possibilities, both in your own campaigns as well as within your own imagination. Without further ado, let's begin unlocking the doors to the secrets that Arena holds.

Chapter 2: Races & Classes

Dwarf, Rockbiter (Ugruu)

The name rockbiter – while a fairly accurate name for this little known and unusual sub-race of dwarves – is a bone of contention amongst most of the ugruu, as they call themselves. They feel that as a race they should be known for far more than just the types of food they consume and wonder why the light-folk, as they term those that walk the worlds above, do not call them selves “meatchomper” or “leafchewer”.

Regardless which name they are called, the rockbiters are one of the oldest existing and most unique races of the Forge. Introduced sporadically by Barbello millennia ago, the ugruu were once great warriors and leaders who inhabited a harsh world on the eve of a dark apocalypse. While none know for certain, it is widely whispered that the Mask of Fury pulled these sturdy folk into the Forge to become the beginnings of a great army that would eventually rule above and below the sands of Arena.

However, this was not to be as the ugruu quickly learned that the light of the Forge’s suns was deadly to them, infecting them with a strange malady of the spirit. Known as *apathosis*, this sickness saps the ambition and motivation of the ugruu and leaves them emotionally barren and utterly apathetic. Those ugruu that managed to escape this fate quickly learned of the Gloomskein and took up residence there.

Since that time, the ugruu have remained beneath the bloodied sands of Arena, unable to leave for fear of the light of the suns. It was in this manner, however, that the ugruu escaped the clutches of Barbello in two ways: their isolation into the dark-beneath-the-sands kept them from her endless call to war, and during this time the rockbiters learned that there were ways of life that were far better than the hammer and the axe. As such, the ugruu found and enlightenment of sorts.

Personality: Their sunless realm has given them a perspective that transcends time. Being an overly patient race, rockbiters have been known to wait decades to complete a task. They are quiet and introspective, and prone to thinking long before they act. They place a great deal of emphasis on their inner selves and attaining the goal of perfect harmony

between body, soul, mind and the world around them. Nothing is wasted in the actions or words of a rockbiter: They speak only the words that are needed to convey the appropriate message and they act only when they sense the time is right.

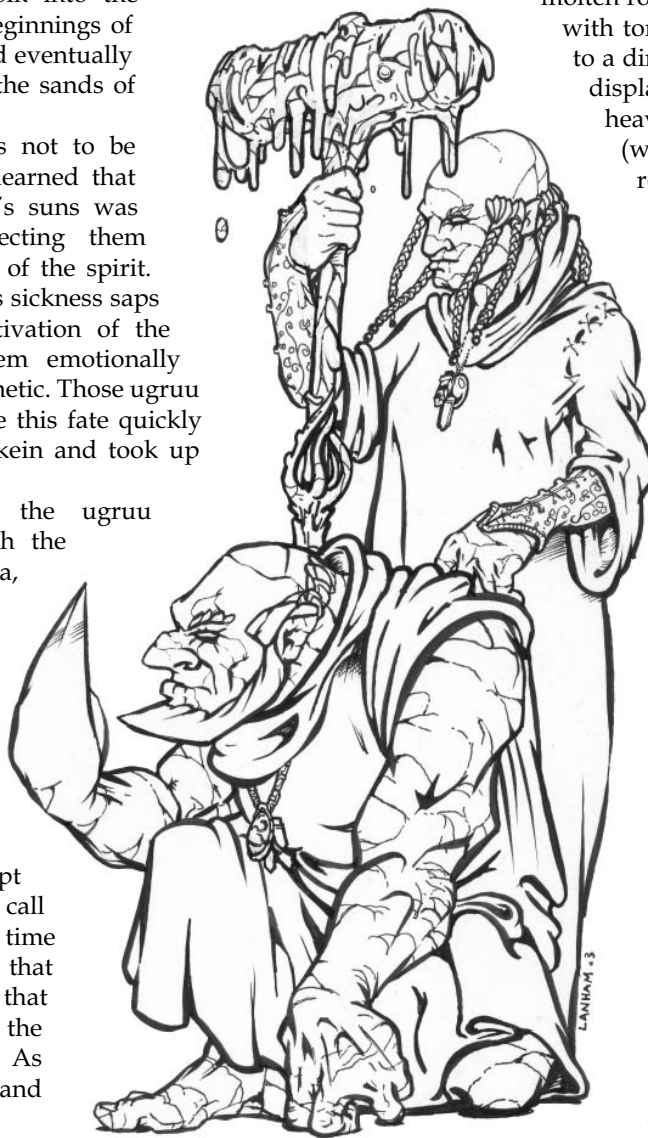
Physical Description: Rockbiter dwarves have such an intimate connection to the stony depths of their realms that they have taken on aspects of the minerals that surround them. As such, they have the capacity to alter not only their overall body shape and size to a degree (+/- 10% per Constitution point modifier), but also the color, general configuration, and texture of their features and forms found underground. The changes are slow but thorough, and most ugruu refrain from using this ability for anything other than the pursuit of the perfect form. Rockbiters are dense creatures, being

partly composed of stone, crystal, and even molten rock; they are very fair skinned with tones ranging from stark white to a dingy alabaster. Ugruu features display very rigid and hard lines: heavy brows, deep-set eyes (which smolder like molten rock), sharp, beak-like noses and slightly pointed ears.

Their beards are always short, angular and swept forward, coming to sharp point directly below their chins; these beards are generally composed of a single section of clear, silver, or light-hued crystal that has been “grown” to be textured, like thick strands of hair. The beards continue up their cheeks and back over their ears to form a fringe of hair on the backs of their heads, leaving their crowns bald and shiny. Their eyebrows are also angular and are composed of materials similar to their beards.

Ugruu average three feet in height, but are able to alter their size somewhat (see above) over the course of time. Their bodies are thick – almost as wide as they are tall – and their hands, feet, fingers and toes are three times as thick and meaty as a normal human’s. Rockbiters

wear simple, loose-fitting robes with hoods and long scarves so that they can protect themselves from sunlight, if required. Their feet are typically bare, as are their hands, but both can be covered within the voluminous folds of the robe in a moment’s notice if so needed.



Female rockbiters are similar to males, save only that their features are marginally softer and less angular. They do not have beards, though their crowns are bald too. They do grow their fringe of hair into six or more long plaits, two of which hang down their back and four that are pulled forward, in front of the ears.

Relations: Due to the fact that they are almost exclusively found within the confines of Gloomskain and rarely walk under the Forge's suns (although rumors of others of their ilk deep within the dark bowels of the Undercity of Penance and within the kingdoms of Anvil have been heard over the years), the rockbiters desire few dealings with light-folk. The fact that these rocky dwarves are rarely encountered outside their gloom-shrouded homes, tend toward silence, and are cloaked in deeply folded robes does little to lessen this typecast. Often, this unfortunate combination of specifics has led to the incorrect supposition that the ugruu are isolationists. While they are somewhat initially shy and distrusting of folk from the outside, rockbiters tend to warm to outsiders after an initial and gradual "adjustment period" has passed.

Once known, there are few upon the face of the Forge that can find fault with the rockbiters. By the same hand, the ugruu are careful not to judge an individual based appearance alone and have long since repressed and swept away any racial inequities. However, the rockbiter dwarves are careful students of action and the mediation thereof: one of the few things that they cannot abide is outright evil practiced for evil's sake. This, more than anything, brings their magma-blood to boil, and as such only outcast rockbiters can be of evil alignment.

In truth, the ugruu are likely the most numerous and well adapted of all creatures that inhabit the Gloomskain and if it were not for their anti-combative leanings they could easily compose a major threat to all other inhabitants therein. They often come into conflict with the servants of Arena's warlords, who delve deep underground in search for treasure, gold, and gemstones. These confrontations are seen as passing nuisances, for in their minds the Gloomskain predated all who probe its inky depths and it will outlast them all as well.

The rockbiters leave the miners unmolested so long as no wrongs are being committed. However, the overseers of the miners are quick to put away the whips and scuttle the slaves into a back chamber when the ugruu appear, for they despise slavers and quickly work to set things aright when such evil-doers are located.

Not surprisingly, the rockbiter do have good relations with ferrins, who share a similar physiology. Viewing them as inspirational, rockbiter clans are often found to have a few ferrins dwelling with them. Though the ferrins do not have an official place within the clan, their views over current events are sought and generally followed. This has led to their unofficial placement as advisors to various clan leaders.

Alignment: Rockbiters relish order and the security it provides and lean toward an alignment of lawful neutral. Oddly, they care little for the constraints of law that impinge on the development of the individual, even if those laws are for the greater good. They feel that emphasis upon the individual is the first step to true enlightenment. It is somewhat ironic that one of the first things a rockbiter tells you to do is to find your true self — yet be mindful of those near you as you would for yourself. The ugruu refer to this basal snag in their philosophy as one of their Ultimate Axioms; that by taking care of those around you that you love, you will begin to insure your own wellbeing.

One of the few things that raise their ire to the point of swift and fierce retribution is the perpetration of injustice. They see those who flagrantly disregard the law as the vilest sort, willing to tear apart culture and history for the sake of chaos. This ethical position lends itself to confrontation, for the ugruu alone takes the measure of law and applies it to all he meets.

Lands: Within the ever-shifting murk of the Gloomskain, permanent settlements are nigh impossible. While the Seething Depths rarely destroy existing structures, it is very likely that all entrances and exits to said structure might simply vanish one day, never to return. This was a lesson learned long ago by the rockbiters and they quickly became skilled at living the nomadic lifestyle. This defining element of Gloomskain also helped to mold the rockbiters into the race they are today.

Small, lightly burdened clans (being able to consume the stone and minerals all around you greatly lightens one's pack) remain in constant communication via their harmonizing voices and find moving through the changing maze of the Seething Depths far easier than most folk. When weariness overtakes a group of rockbiters, they simply stop and meld with the stone around them, becoming little more than a scattering of squat stone pillars. These small clans sometimes find themselves together and on those occasions, there is much celebration and revelry (as much as rockbiters revel, at least). These feast-celebrations are known as Plinth Gatherings.

Religion: Rockbiter dwarves possess no sense of the divine and are atheistic as a race. Ugruu generally believe that the only higher power is a state of perfection that all beings may eventually ascend to, providing they adhere to a strict regimen of introspective thought and moderation in all things. Despite this, the few rockbiter paladins (see Adventurers) still manage to receive spells and are able to channel positive energy; a fact which has baffled the long-beards in Penance for untold centuries. When queried on the subject, the paladins uniformly state that the Lord of Rock answers their call, and that he is the foundation of all in the Gloomskain. Some believe that one of the other gods in the multiverse grants spells and powers because the actions of the ugruu further his portfolio.

Language: Rockbiters possess their own tongue, which they use openly and often. The language is primarily tonal based, relying on a series of basal

notes that are modulated in the barrel-like chests of the ugruu to create a dizzying array of multifaceted sounds. Stone dwarves openly teach their tongue to any who desire to learn it, bards being the most typical students. The language is, obviously, tremendously musical and it is said that the tongue of the ugruu is like the music of the stones themselves. Many say that it is this language that causes the stones of Gloomskain to be so restless—that they are all either eternally moving toward or away from its haunting notes.

Rockbiters have a written language that resembles sheet music to the trained eye: it is a series of symbols which build upon one another in a sequence typically scribed in such a fashion so that one symbol follows after another. Placement on the writing surface (which is typically stone for ugruu authors) and relative size convey additional meaning and emphasis.

Ugruu also possess a unique racial ability, known as *undersong*, which allows them to use the surrounding mineral substrata as an amplifier in sending and receiving messages. Only rockbiters and creatures native to the Elemental Plane of Earth can understand this unusual, musical conversation; the ugruu use it to speak with their distant clans and call for aid in times of need.

Names: Based upon their language, rockbiter names for both members of the sex are tonal and usually difficult for the vocal cords of most creatures to repeat. In these instances, the ugruu have a custom wherein they allow the first outsider they encounter to give them a subsequent “Common” name. The manner in which this is accomplished is quite simple. The rockbiter draws geometric symbols and the stranger’s interpretation of them becomes the rockbiter’s new name. Afterwards, they are forever known by that nickname outside of their own race.

Male/Female Names (Common Names): Atha, Aadhi, Anupallavi, Brithis, Kirthanis, Pallavi, and Varham.

Clan Names: Different groups of rockbiters are loosely organized into *oodro*, which are akin to monastic clan orders. As the wandering clans of rockbiters encounter one another, members are exchanged. In this way the clans share information, skills, and enlightenment. In effect, the entire culture of the ugruu is extremely uniform despite the wide range between clans.

Adventurers: Ugruu encountered away from their fellows and Gloomskain are almost always the lighttouched, those poor souls that have been afflicted by apathosis at some time. The lighttouched are ostracized from normal rockbiter society and are treated with a mixture of awe, shame, and fear. Their willingness to tread in a world where the inner person is attacked and at risk is deemed madness. Communities of lighttouched (both above and below the surface) are typically composed of monks but are solitary with little fruitful interaction with traditional ugruu clans. Infrequently, these tainted rockbiters cast away all of their former lives and become rogues, using their innate stone-related abilities for ill-gained profit.

Racial Traits

- -2 Dexterity, +2 Wisdom, -2 Charisma: Rockbiters, while not the most graceful in social or physical climes, are acrobats of the soul.
- Medium: As Medium creatures, rockbiters have no special bonuses or penalties due to their size.
- Rockbiters possess a base land speed of 20 feet. Due to the density of their physical makeup, they cannot swim.
- Rockbiters gain a +2 natural Armor Class bonus due to the high mineral content of their flesh.
- Darkvision: Rockbiters can see in the dark up to 60 feet.
- Stonecunning: This ability is identical to that of the dwarves of presented in the *Player’s Handbook*.
- Stability: Rockbiters gain a +4 bonus on ability checks made to resist being bull rushed or tripped when standing on the ground.
- Mineral Metamorphism: Over time a rockbiter can alter its physical appearance to appear to be any type of natural mineral or composite of minerals, though they retain their humanoid form. The process takes weeks and is typically a never-ending progression, as the ugruu are constantly searching for the perfect form. If desirable, a rockbiter can force swift change, usually in an attempt to blend into their surroundings. Doing so is painful to the ugruu, inflicting 2d6 points of nonlethal damage, but takes a single minute to affect. When using this ability for concealment, the rockbiter gains a +10 circumstantial bonus to Hide checks when in natural stone environments.
- Hand Shards: An outgrowth of their mineral metamorphism, rockbiters have learned to extrude sharp, blade-like protrusions from the backs of their hands that supplement their unarmed damage. The shards add +4 to the rockbiter’s hand-to-hand damage only, and do not increase the damage of melee weapons wielded. When employed, the ugruu is considered armed and its melee attacks do not provoke attacks of opportunity. Extruding hand shards takes one round. The hand shards have a hardness of 5 and possess 8 hit points. Broken shards cannot be replaced for one day.
- Mineral Affinity: Over thousands of years, the ugruu have developed a symbiotic relationship with the minerals of the Forge. As such, they can call upon the very energy of the world, enacting as spell-like abilities each once per day the spells of the Earth domain. Rockbiters gain the domain spells when they achieve levels equals to twice the level of the spell. Thus a 5th level rockbiter monk can use *magic stone*, *soften earth and stone*, and *stone shape* as a spell-like abilities each once per day.
- Unique Physiology: Rockbiters take their sustenance from the rocks, ingesting them as light-folk do plants and animals. Their physiology allows them to imbibe tainted water and minerals with minimal effect (+4 saves against mineral-based poisons). It also grants them resistance 5 to fire, cold, and electricity.
- Apathosis: When exposed to the direct rays of any sunlight, a rockbiter begins to suffer apathosis, a

degenerative malady that destroys the mental stability of the victim. For each day exposed to the light of the suns, a rockbiter must make a Fortitude save against DC 15. Failure indicates the temporary loss of 1 point of Wisdom. Success forestalls this. Lost ability points are regained at a rate of 1 point per 24 hours that the rockbiter remains out of sunlight.

- **Undersong:** Rockbiters can transmit their conversations through the stone of the Gloomsekin to a range of 1 mile per rockbiter engaged in song. Thus if a clan of 40 ugruu send out a distress call any other clan within 40 miles can hear it. Their skill is such that they can direct the sound emission along a specific direction or in a radius effect.
- **Automatic Languages:** Ugruu. **Bonus Languages:** Drow, Ferrin, Goblin, Ignan, Kobold, and Orc.
- **Favored Class:** Monk. A multiclassing Rockbiter's monk class does not count when determining whether he takes an experience point penalty for multiclassing. Rockbiter culture promotes the search for inner enlightenment that this vocation offers.
- **Level Adjustment:** +1.

Karnos

A relatively recent addition to the tumultuous domain of Arena, the karnos are an alien race that lives for honor and the chaotic din of war—and little else. Unlike many of the creatures that have been pulled into the Forge by the Flock, the karnos actually sought out the War Maiden of Arena and requested access to Arena after learning of its existence. In a quest to replace their deceased goddess of war, the powerful priests of the karnos scoured the cosmos through mighty magic. After centuries of searching, the high clergy of the karnos finally discovered Barbello, and implored her to bring their race to the Forge and become their god-queen. Piqued and intrigued, the Mask of Fury acquiesced (in the minds of the karnos) and pulled a force 20,000 strong into one of the foulest, harshest parts of Arena—the Sandmyre.

Located in the northwest reaches of Arena, near the border to Anvil, the Sandmyre is a wide swath of desolation that makes the rest of the barren domain look positively inviting. Inhabited by ravenous beasts known as sand sovereigns, Barbello thought this region would prove a fitting test for the karnos. These savage, brutal folk not only survived the rigors of the Sandmyre, but also thrived within it; it was as if they had been transported to the glorious afterlife from their own mythology, a land of endless battle and eternal opportunities to prove their martial prowess.

Personality: Brutal and warlike are the words that encapsulate the qualities of the karnos, who live for the exhilarating thrill of combat and the opportunity to die upon the field of battle. Aside from the opportunity to prove their prowess in combat, little else matters to them. Warfare is their

bread and spilled blood is their wine. However, karnos consider battle a thing of honor—the more the kill the greater virtue is accorded them. Some consider this to be the single weakness of these behemoth barbarians, but the karnos have done little but flourish in the sand hell that is Arena. The single, greatest accomplishment that can be attained by a karnos is to die in battle at the hands of a superior, and honorable foe.

Physical Description: Standing at an average of 9-10 feet tall, the massively built and heavily muscled karnos are terrible to behold from a standpoint of sheer girth and height—not to mention their fearsome visages. The face of a karnos is dominated by three features: a large, fang-filled maw; a set of three, deep seated eyes; and a trio of massive, swept-back horns that literally compose the bulk of the creature's skull. These serrated horns not only sweep back past the karnos' head but also run down the length of its back in an odd skin-and-bone combination to form a wickedly barbed form of limited plate armor.

This armor-skin sprouts from the karnos' back and runs along the back of their tremendously muscled arms to form spiky, bony gauntlets that end in three massively clawed digits. The bulky shoulders and barrel-like chests of these creatures are pale in color and are generally kept free of clothing but are adorned with strange tattoos and pictograms.

At their waist, the armor-skin again makes an appearance, wrapping around from the creature's back and is supplemented with a shaggy coat of fur ringlets. This fur gradually descends over the tree-trunk like legs (growing thinner over the calf and thigh) and resumes its thickness as it approaches the ankle and heel. The feet of the karnos are actually tri-cloven hooves, but they are very wide and splayed, allowing for speed and mobility on nearly any surface.

Karnos wear no clothing or armor of any kind, but are fond collectors of unusual and unique weapons. From these collections the karnos manufacture their totem weapons. Though piecemeal in appearance, these weapons are immense and vicious looking, and are the sole possessions the karnos hold dear for they relate their history of personal battle.

Female karnos are typically less jagged and spiky looking than the males and are a slight smaller. Otherwise, to the untrained eye, they are identical.

Relations: Karnos view all other races as inferior. To the karnos, this is an unalterable fact of life in their eyes. Karnos know that they are physically superior to every race they meet and until proven otherwise act as such. This can come across as terribly haughty and supremely pompous, but few lack the intestinal fortitude to speak up and tell a karnos their place in the cosmos.

The karnos' eternal search for battle and a chance to prove their might leads them to classify those they come into contact with in one of two ways: battle-mate or enemy. They always assume the latter, but if they ever encounter the former, they are honor-bound to protect and aid them as best they can. Becoming a battle-mate requires saving a karnos from certain

death through an act of bravery and honor in battle. Once spared death, the karnos is forever bound by tradition to his savior. This social mechanism knits a close community amongst the karnos, but one that outsiders can enmesh themselves.

When they are not trying to crush or pummel the life out of their enemies, the karnos tend to restrict relations with other races to minimum. Given their martial outlook, the karnos see some virtue in the ramzadi, and possess a modicum of respect for war valcos for their skill in battle. They spare no hatred for the asherakes and the nightlings, who they see as direct competitors. Many a youthful karnos warrior has spilled Asherake blood before any other. In regards to the other races, the karnos view them as utterly beneath concern or time, until they show something to the contrary. Of all the races on the Forge, the karnos dislike the ceptu the most, who they consider useless blobs of floating, manipulative jelly. This is an unfortunate fact, considering that the lands in which they reside are under the control of the ceptu.

Alignment: Karnos as a race display a propensity for chaos and eager butchery, with a curious sense of battle etiquette that at times seems contradictory. This ethical behavior is battle-related and does not seep into the mundane affairs of their general lives. When locked in combat, the karnos never take the life of someone who is unconscious or otherwise cannot defend themselves. They are seen as treading the gray path between worlds and to kill them would cause them to rise as a spirit to torment their slayer. Because of this, it is common for karnos warriors to collect unconscious foes on the battlefield only to dispatch them once they wake up.

Lands: Other than the lands they feel they were “given” by Barbello, the karnos claim none and utterly lack the desire to ever do so—they go wherever the clarion call of glorious battle leads them. All karnos have taken up residence in the Sandmyre, where Barbello originally placed them a few years ago. There they have piecemealed together the small city of Havochome, which is little more than a collection of lean-tos crafted from tanned skin and bones from a few sand sovereigns. In fact, slaying a sand sovereign has become a passage of adulthood for the karnos since coming to Arena, and outsiders wishing to gain the trust of this race may be asked to perform such a task.

The one permanent structure is an ever-growing temple to their newly gained goddess, Barbello (see **Religion**, below). This temple is known as the Bone Belfry and is made from the skeleton of the first Sand Sovereign slain by the karnos upon their entry into Arena. A gigantic bell, crafted from the Sand Sovereign’s skull, sits atop the edifice and calls the karnos to worship, at which point they must bring at least one bone obtained in honorable battle to add to the temple in tribute to Barbello. Needless to say, the Bone Belfry is quickly growing in size.

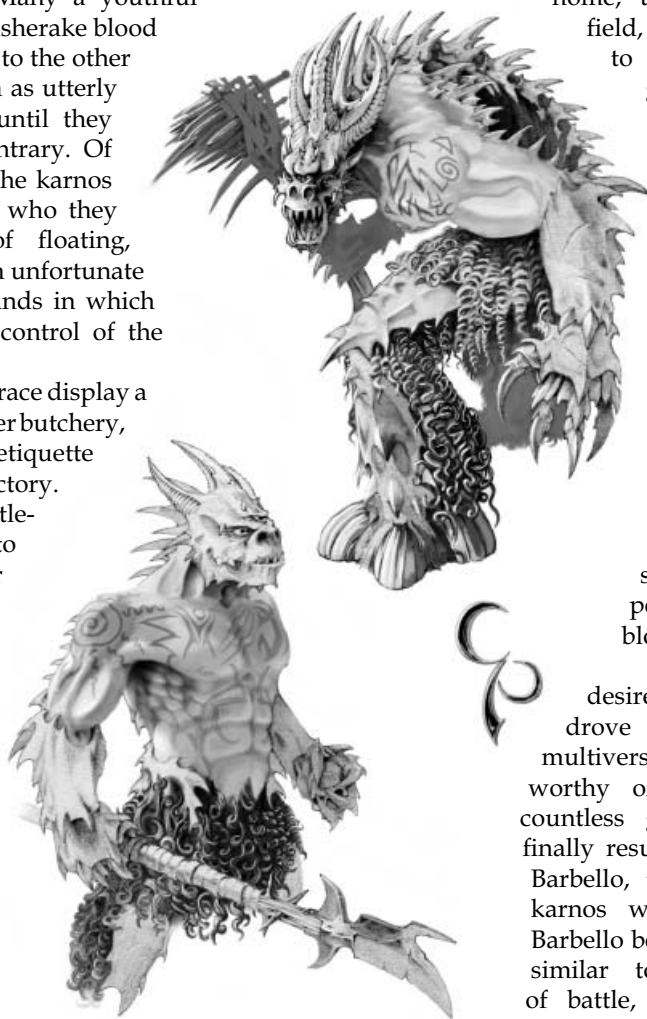
Though the Sandmyre is their home, the karnos range far a field, offering their services to competing warlords for gold and slaves. Such arrangements seldom last long, however, as the natural tendency of the karnos is to reap what others have sown. The pleasure of victory is second to the ecstasy of battle. Without constant warfare, mercenary units of karnos quickly drift off and act according to their desires. Very often this entails them turning on their employer, savaging his lands and people for the thrill of blood.

Religion: The endless desire for honorable battle drove them to scour the multiverse for a being that was worthy of their worship. After countless generations, the search finally resulted in none other than Barbello, the Mask of Fury. The karnos were initially drawn to Barbello because she was strikingly similar to their own goddess of battle, whom they had slain countless years before; Barbello seemed far older and more powerful,

so they sought out her favor.

This call was eventually heard and Barbello’s fickle interest was perked. She brought those that remained of their kind into the Forge and dropped them unceremoniously into the Sandmyre. Since that day, the karnos have considered themselves blessed by their new goddess, Barbello, and have cavorted in what they consider their very own heaven. What effect this outright worship has on Barbello is unknown, but will likely be seen as the years pass.

Despite many who claim that it is impossible for the Seven to grant spells to their followers, the war-priests of the karnos are able to do just that. The popular consensus is that karnos priests are actually drawing power from a latent source of energy beneath



the Sandmyre. This theory is strengthened in that karnos priests can only regain spells after they have ingest a small amount of Sandmyre sand. Traveling karnos priests make a point of securing a store of the sand while away from their homes.

Language: Strangely, the native tongue of the karnos is very similar to Battlespeak, being a collection of hand gestures, body postures, and simple phrases. While excellent for combative situations, it is ill suited to civilian use. This makes karnos speakers appear dull and uneducated to outsiders. When away from the Sandmyre, many karnos rely on their halting skill in Common. Learning this language is also extremely difficult, since the various grunts and gestures are unique to karnos society. Those wishing to learn this bizarre communication must spend at least six months in the presence of a karnos willing to teach and explain the intricacies of both the language and the karnos culture.

Names: Both male and female names among the karnos are typically short, choppy and clipped. Names like Balat, Tun, Kyat, Eznak, Ix, and Amru are typical of both sexes, with little to no convergence between the two.

Adventurers: The wandering nature of the karnos lends itself to the life of an adventurer. As a result, adventuring karnos are being seen with some frequency across Arena and the whole of the Forge. Karnos who have taken on the roving lifestyle are either barbarians or fighters.

Racial Traits

- +6Strength, -2Dexterity, -2Wisdom, -2Charisma: Karnos, while incredibly strong, are not bastions of mental and social restraint; further, they are overly gangly and awkward.
- Large Humanoid; as Large creatures, karnos receive a -1 penalty to Armor Class, a -4 penalty to Hide checks, and gain a +4 bonus to grapple checks.
- Karnos must consume twice the daily amount of food and water as do their Medium counterparts and can only sustain themselves with raw meat; causing them to often devour their victims on the battlefield.
- Karnos base land speed is 40 feet.
- Armor Skin: The unusual hide of the karnos grants them a +6 natural armor bonus. They are incapable of wearing armor of any kind that is not specially crafted for their immense frame.
- Natural Weapons: Karnos possess a natural bite and a pair of claw attacks. A karnos is considered armed when using these natural weapons and does not provoke attacks of opportunity when doing so. The overly powerful bite inflicts 2d6 points of damage, while the claws each inflict 1d6 points of damage.
- Weapon Totem: So immersed is the karnos culture in the arts of war that they are

capable of taking the cast off remnants of old weapons, armors, and trash, and fashion them into a weapon unique to the individual. This weapon bears personal connection to the crafter, as it embodies his martial soul and a signature of his ability to survive. Such a weapon deals damage as a large bastard sword (2d8), the type of which is determined at the weapon's creation. The weapon totem also gains a +1 attack and damage bonus for every 4 levels of its creator. Thus a 15th level karnos can construct a slashing, bludgeoning, or piercing weapon totem that has an inherent +3 bonus to attack and damage. Only one weapon totem can be possessed at a time. If it is lost, destroyed, or a different damage type is desired, a new weapon totem can be crafted, taking a week and the necessary components.

- Unique Anatomy: Karnos have an unusual physiology that prevents them from wearing clothing or equipment that has not been specially made for their bodies.
- Automatic Languages: Battlespeak, Common. Bonus Languages: Asherake, Dover, Terran, and Valco.
- Favored Class: Barbarian. A multiclassed karnos' barbarian class does not count when determining whether he suffers an experience point penalty for multiclassing.
- Level Adjustment: +3.

Ramzadi

Barbello's malicious temperament is largely responsible for the existence of the Ramzadi and their prominence in the tropical jungles around the Xanthus River. Ripped from a long distant world, their combative nature makes them perfectly fitted for life in Arena. In fact, no Warlord has successfully been able to establish a stronghold within the confines of their domains. To the uneducated, they resemble savage lizardfolk that happen to be exceptionally large. That is, until one sees the huge villages nestled in the tallest of trees and realize there is much more to this race of beings.

Personality: Ramzadi are a proud race that thrives on competition and combat. A male ramzadi literally lives for the day that he encounters his greatest challenge or threat and meets it head on in battle without fear. Ramzadi enjoy wrestling and will wrestle anyone or anything willing to brawl. This trait often serves as trouble for the occasional ramzadi who chooses the life of an adventurer and finds himself in a tavern in a city such as Port Makesh. More than one ramzadi has been killed while in the midst of a huge bar brawl.

Ramzadi also have a deep love for treasure and covet gold, silver and other shiny metals. Their draconic blood heritage gives them an instinctual desire to collect and store treasures of all kinds (as long as they are shiny). The more affluent and higher ranking clan houses have piles of coins similar to



what one sees a dragon collect, but on a much smaller scale. One should never stand between a ramzadi and his treasure.

Despite being a chaotic species, ramzadi have a strong code of honor to their families, their clan and their race. No ramzadi ever turns his back on another of their race in need except during times of battle and war. Family is the strongest bond of all to a ramzadi and is one of the qualities that make them so formidable. To harm a member of a ramzadi's family is to court death. To harm an entire family is to invite it at the hands of their clan. If one should actually manage to kill an entire clan, the wrath of the entire race will be rained upon him, resulting in certain death—or worse.

Physical Description: The Ramzadi are a race of lizardfolk that average 8-9 ft. in height, although 10 ft. tall males are not unheard of in some regions. Their massive frames weigh between 600-700 lbs. with the largest males going as much as 800 lbs. Skin coloration of the species ranges from a light gray to a deep green-brown, depending upon the season and native terrain. Ramzadi males have a crest on the back of their neck that tends to become hot and glows faintly when they are enraged. They use their long whip-like tail for both balance and combat purposes. The tail is usually 4-5 ft. in length and regenerates over time if severed.

Female ramzadi are only slightly smaller than males, averaging 8 ft. in height and 550-600 lbs. in weight. Skin coloration is more brilliant but remains in the 'earth tones' of greens to browns. While lacking the crest that males exhibit, females do have pigments around glandular areas of the face and neck that may turn red when emotionally distressed or angered. When a female approaches the time of mating, her belly scales lighten in color to a light green.

A pregnant ramzadi carries her young to a 12 month term with the birth being live rather than egg-laying like other reptilian species. Typically only one child is born, but on rare occasions, twins result and are regarded as omens of good fortune. Births are celebrated by all regardless of clan stature, especially if the child is male.

The maturation rate of a ramzadi child is rapid. By age three, he is hunting with his clan and by age seven he is hunting on his own. At the age of 10, a ramzadi must undergo a rite of passage that symbolizes his transition to adulthood and marks his place in the history of ramzadi that is spoken at Sanus.

The normal lifespan of a ramzadi is 200 years, assuming he does not die in combat before then. If a ramzadi survives beyond that amount of time, he is considered a Revered Elder and granted a place in the clan for those who are considered most wise. There they spend the remaining years of their life having every need met by the tribal females and younger ramzadi who have not come of age. Shamans and healers are the only ramzadi known to achieve this exalted position. No Tomud has ever lived beyond 125 years. The oldest known ramzadi, Horth Lysss', lived to be 300 years before being killed by

a pack of shadow stalkers while away from his clan communing with the forest spirits. His name is still spoken by all ramzadi in the most respectful manner, even though his death was over 400 years ago.

Relations: Ramzadi tend to be a good but chaotic race and do not get along with other draconic species. They enjoy waging war on lizardfolk, chromithians, nightlings, pickers, kobolds and other draconic-like races. Along the banks of the Xanthus, one will not find a single lizardfolk settlement. The ramzadi have made it a point to destroy any lizardfolk that is encountered with prejudice. They do feel a distant kinship to dragons, but will not tolerate the presence of an evil dragon that attempts to settle near any their territories.

Ramzadi have strong trade relations with the elven communities and other sylvan residents. They have a deep love for elven war ballads and battle music, which "sets the proper mood" just before they go into combat. Ramzadi also have a deep respect for dwarven artistry and craftsmanship, but have little contact with the deep dwelling race and have great difficulty comprehending why anyone would want to live underground.

As a race the ramzadi get along with humans, but don't understand how such a frail species survives extinction. Ramzadi have very little to do with halflings or gnomes as neither race contribute anything of value that warrants maintaining trade relations. Half-orcs are not loved, but are respected since they are one of the few races that can hold their own in combat against a ramzadi. Some half-orcs even make their homes among the ramzadi, although they may never challenge for Tomud.

Asherakes and the other more unusual races of the Forge are—at best—merely tolerated by the ramzadi. While no malice exists, there is no effort to learn more about them either. Anything that does not directly threaten or effect the ramzadi way of life is likely to be ignored until it becomes an issue.

Ramzadi Holdings: The highest concentration of ramzadi exists in the tropical jungles surrounding the central Xanthus River basin. An average tribe consists of five to seven clans and contains anywhere between 50 to 75 ramzadi. Smaller more isolated tribes exist near Port Ulmuk, the Sea of Tears and the borders near Penance and Wildwood.

Religion: No one single deity is worshipped by the ramzadi, rather those deities that serve to protect the great forests and their spirits gain the favor of this race. Each tribe has a single spiritual leader, usually a shaman, who serves as a link to the great Tomuds of yesteryear. The tribal shaman is responsible for the care of the settlement itself, including physical maintenance and the well being of the people. Shamans can be of either sex and is one of the few positions where females may wield substantial political power.

Unlike the majority of cultures and races in Arena, ramzadi do not burn their dead in funeral pyres. Instead, the bodies of the deceased are placed at the bases and roots of the tallest and most majestic trees in the forest. There the trees sense this gift and

draw the bodies into their great masses of roots, feeding upon them. This strengthens the bond between the ramzadi and the spirits of the forest by giving back a part of themselves to compensate for what the ramzadi take from the forest during their lifetimes.

Society and Culture: Ramzadi society is arboreal. They live in huge tree houses that occupy the ancient and great trees in the deep forests and jungles. Consisting of a clan-like society, the houses are grouped together according to their clan. The prestige and honor of the clan or family is represented by the height of the houses above the ground, meaning the higher the house, the greater the social status. Ramzadi use a series of interconnected rope bridges that they climb upon to travel between these houses. Ramzadi have a deep reverence for the ancient and massive trees within the forest and take great offense when one is destroyed without adequate reason.

Tree climbing is a favorite pastime of youthful ramzadi. They often bet on who can climb the highest in a tree without falling. Watching a ramzadi climb is a fascinating sight because of their grace and agility. They climb and move like great tree lizards or geckos as they use their claws to literally move straight up the tree or out onto branches. Their great strength allows them to leap long distances to grab limbs from other trees or dangling vines that they may swing upon.

Government structure is also clan-like. Each clan consists of several families who maintain and guard the territory borders from intruders. Each family has at least one male who is the designated Har-taan Ro (roughly translated as “Family Guardian”). This individual is charged with protecting the family and their honor by remaining to do battle against a dire threat until his family has reached safety. He will do anything, including sacrificing himself, to ensure the survival of his kin.

Har-taan Ro are not the only defenders of the ramzadi. Each clan has a protector that is charged with keeping outsiders and other creatures from coming too near to a ramzadi settlement. These defenders are called Cron-kar Suun (roughly translated as “Forest Slayer”—see Prestige Classes). They do not live with the main settlement, but on their own (much like a ranger) away from others. The Cron-kars prefer a solitary existence and avoid populated areas unless they have no alternative.

Clan wars are not uncommon when one clan or family seeks to improve its standing in the social pecking order. Members of the ‘losing’ clan become a part of the family of the winner, thereby increasing not only the size of the clan, but also the prestige. A Tomud, or chieftain rules each clan. The Tomud is the most powerful ramzadi, the physically strongest and toughest. Any ramzadi may challenge the Tomud in lethal battle. If the challenger is victorious, he is now Tomud and his family may occupy the clan’s uppermost house. Only the greatest and best may rule, and to Barbello’s satisfaction, the ramzadi embrace this concept openly.

These duels are brutal and, often times, over relatively quickly as one either will gain an advantage or make a critical mistake. Both opponents waste no

time in rushing each other and engaging in battle with teeth and claw. There are no rules other than the last ramzadi standing is Tomud and no outside help may be given during the engagement. Given their love of combat, nothing gives a ramzadi greater pleasure than to use his *skull crush* ability on his nemesis. From the ramzadi perspective, feeling your enemy’s skull crush like a ripened fruit is absolutely exhilarating.

Courageous ramzadi are held in high esteem and honor. Three times during the year, the Tomuds from all area clans gather for the Sanu, a three-day celebration where each great deed is told to all who come. The most triumphant ramzadi are given gifts to adorn themselves. These trophies are then worn as a sign of respect and stature that all members of the ramzadi race recognize and honor.

When hunting for food, a ramzadi usually carries a triple threat crossbow as his primary weapon. This large crossbow is configured to fire up to three bolts simultaneously at a single target. This makes it extremely effective at bringing down wild game or monstrous threats that require a ranged-attack solution over a close-combat one.

Language: Ramzadi language is Draconic in foundation, but with subtle differences in dialects that separate it from other species that share the base language. Ramzadi also learn Elven, Treant and other Sylvan languages because of their close ties to nature and the trees. Many ramzadi who choose to join the armies of Arena and fight on the desert sands quickly pick up Orc as a second language since both human and orc serve as the frontline warriors to Warlords. The ferocity of orcs on the battlefield has earned the respect of the ramzadi race as a whole.

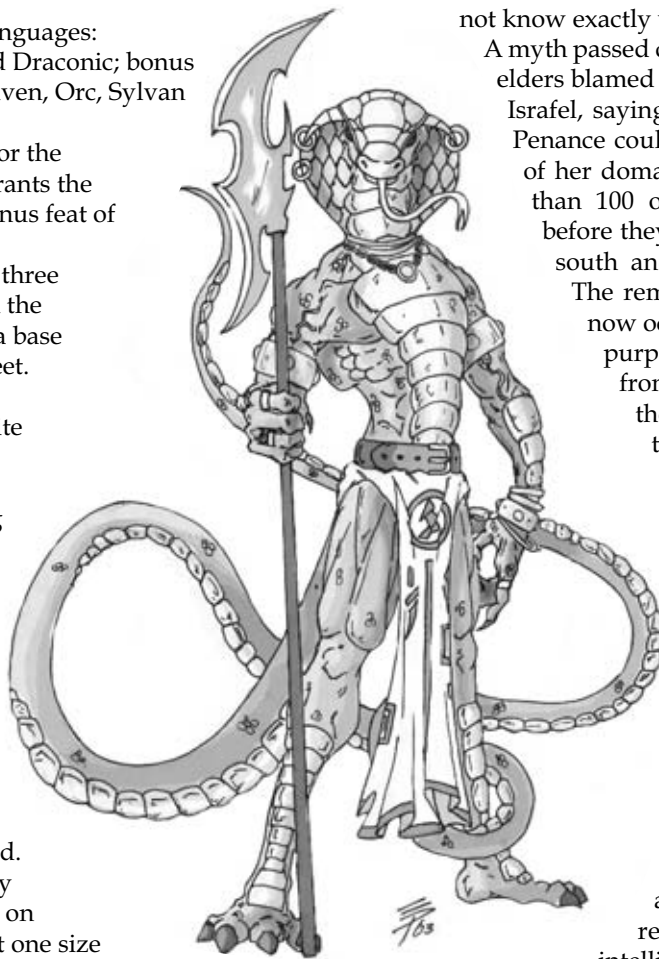
Names: Ramzadi names usually consist of a shorter primary ‘given’ name followed by a longer ‘clan’ name. Ramzadi adventurers have been known to take nicknames that are more easily pronounced by the other races and to signify their achievements in battle. Such nicknames may be a shortened version of their existing name or a title such as “Mu’darn, Slayer of Asherakes”.

Adventurers: Ramzadi adventure primarily to gain great honor and deeds, which reflects well upon their clan. A male ramzadi may see that he is too weak to defeat his Tomud in combat and, rather than die or lose honor, he instead adventures knowing that he will be more than a match against most other races he may encounter. Other ramzadi leave to join the armies of a warlord, thriving on the thrill of combat on the fields of war. The quest for gold and treasure also serves as a powerful lure to adventure.

Ramzadi who choose the adventuring life are typically barbarians, fighters, or rangers. On the rarest of occasions, a ramzadi may opt for a spellcasting class, which is invariably either shaman or druid. For game purposes, the favored class is fighter, which does not count when determining whether he takes an experience point penalty for multi-classing. Ramzadi were born for combat and the lust for battle burns in their blood and is ingrained in their genetics.

Ramzadi Racial Traits

- All ramzadi in Arena have the following ability modifiers: +3 Strength, -2 Intelligence, -2 Wisdom, and -2 Charisma.
- The thick skin of the ramzadi grants them a +2 natural AC bonus.
- Ramzadi are medium to large size creatures that are considered to be a humanoid-reptilian subtype.
- Ramzadi possess the following skill bonuses: +4 racial bonus to Climb and Listen skill checks, and +8 racial bonus to Hide skill checks
- Automatic languages: Common and Draconic; bonus languages: Elven, Orc, Sylvan and Treant
- The affinity for the wilderness grants the ramzadi a bonus feat of Track.
- At the age of three ramzadi gain the *Scent (Ex)* at a base range of 30 feet.
- *Skull Crush (Ex)*: A favorite combat technique, upon making a successful grapple check (and maintaining it), the ramzadi squeezes the head of his enemy until it collapses and is crushed. This may only be attempted on creatures that one size category smaller than the ramzadi himself. After the initial grapple, the enemy may suffer 1d4 + Strength modifier points of lethal damage as long as the ramzadi makes a successful opposed grapple roll. Performing this ability does provoke an attack of opportunity during each round it is applied as per the rules for grappling.
- Level Adjustment +2
- Favored weapon: Triple-threat crossbow



Sythiss

An old race of powerful warriors and magi, the sythiss, like the ok'weel (see below), once dominated the sands of Arena long ago. The reptilian sythiss are a race of snakelike humanoids with hooded cobra heads that were brought to the Forge from a dying world by Barbello over 100,000 years ago. The Mask

of Fury pulled the entire race of the sythiss, nearly 12,000 strong, to depose a long forgotten warlord that could not stand against their racial might. Being an adaptive, conquering race the sythiss quickly took hold of the western shores of Arena and began to build a new empire.

At the height of their power the kingdom of the sythiss stretched from the waters of the Central Ocean to the western borders of Wildwood, and threatened to invade the plains of Penance before their realm began to crumble. The downfall of the sythiss took less than a year, and even the surviving members of the race who now occupy the Oasis of Lost Souls do not know exactly why their ancient empire fell.

A myth passed down over the eons by sythiss elders blamed the fall on the intervention of Israfel, saying only the Feathered Fowl of Penance could have stopped the invasion of her domain long ago. In the end, less than 100 of their race were left alive before they took refuge in a small oasis south and west of the Sea of Tears.

The remnants of the Sythiss Empire now occupy the Oasis of Lost Souls, purposely isolating their race from the rest of Arena while they continue to rebuild. Today their numbers are nearly 7,000 strong, and their current leader has ambitions to once again conquer the vast red sands.

The society of the sythiss is matriarchal in design, where the females are the leaders and the males are subservient. The warriors and generals of their race, sythiss males are possessed of greater strength and cunning and proudly serve as the protectors of their realm. Blessed with superior intelligence and wisdom, female sythiss are the spellcasters of their race as well as the traditional leaders. Sythiss society is further broken down into large clans, and once every decade all clans vote to place one clan in charge of all racial decisions. The leader of this clan then becomes the *ress'ha*, which loosely translates into "chosen of the people". The current *ress'ha* is Nass'uu of the Clan Cobriss, a ruthless ruler with her eyes set firmly on establishing her race's superiority in Arena.

Personality: The sythiss possess great racial unity, and despite differences between clans and individuals it is rare that any sythiss would take the life of another. This ethnic harmony is what once led their race to greatness upon Arena's dunes, and is very much prevalent in their defense and secrecy of the Oasis of Lost Souls.

Collectively, male sythiss carry out the whims of their female leaders without question, fiercely

defending their lands with unequalled primal savagery. As a whole, males are stalwart in their duty and loyal to their leaders. As for females, they are individually cunning and shrewd in their dealings with all races, genders, and clans, but when needed they put petty personal gains aside for the prosperity of their race. When faced with racial adversity, the sythiss race pulls together to defend their lands and way of life like no other nation on the Forge.

Physical Description: Sythiss are reptilian humanoids in appearance, have natural claws and fangs, cobra-shaped hoods, and long, thin prehensile tails. Male sythiss are tall and muscular, reaching a height of over six feet and having longer tails than their female counterparts. Smaller and more petite, female sythiss have a smaller physical frame with shorter tails and slightly longer fangs that contain a paralytic venom. All sythiss have deep green scales, sensitive forked tongues, and their lidless eyes grant both sexes darkvision at a range of 30 feet.

Like common snakes, the sythiss prefer to eat their food alive and whole, subsisting on a diet of mostly of small rodents and fowl. Once a year on the date of their birth a sythiss experiences its molting cycle, where they shed their reptilian skin over the course of 10 days. During this time a sythiss is extremely vulnerable, losing its natural armor protection and darkvision abilities.

Female sythiss also experience a mating cycle once a year for two days, and if properly fertilized will produce 2-8 eggs which incubate over the next 90 days. An incident that tends to limit the reproduction of the sythiss is the selective nature of the females. If a female sythiss does not care for any males presented to her by the head of the clan during her mating cycle, then she may have to wait another year before attempting to mate again. Over 70% of sythiss females do not mate during their cycle, which has lead to a low population growth over the years.

Relations: Few other races know of the existence of the sythiss, and they truly trust no one outside of their race. Their isolation in the Oasis of Lost Souls over many thousands of years has resulted in the sythiss being forgotten by all in Arena except the Mask of Fury.

Even for those that have ventured out onto the sands over the centuries, the sythiss attitude of superiority tends to follow the entire race no matter where they travel. In the past 20,000 years only a handful of sythiss have ever left the domain of Arena, and none of them ever made enough of a lasting impression on the rest of the Forge to be noticed by historians and others possessing influence and power. Only in recent years, by the command of the new ruling *ress'ha*, have elite sythiss males and females ventured out into Arena in an effort to gain intelligence on the domain—possibly prior to some future incursion. Of all the races who currently know of the sythiss, only pickers are seen as potential allies. Of other fellow reptilians encountered, the ramzadi have a seething hatred for the sythiss they do not understand; all ramzadi attack them on sight.

Alignment: As a whole the race of the sythiss are patient conquerors, racially loyal, and merciless

toward their enemies. Their honorable and diabolical nature leans the sythiss toward a racial alignment of lawful evil to lawful neutral. Seldom is a sythiss of good morals, and it is extremely rare to find one that is indifferent or selfishly malevolent.

Sythiss Lands: Since their race was decimated thousands of years ago the sythiss have lived exclusively in the Oasis of Lost Souls, the second largest oasis in the domain. When they first came to this remote corner of Arena one of the few females to survive used potent magic to hide the oasis from the rest of the Forge. Over the next few centuries the sythiss built and cultivated it to the size it is today. So powerful was the magic that hid the true size of the oasis that it is only in the past few centuries—as the magic has begun to fade—that the rest of Arena has taken note of the area.

Sythiss females have also used their magic to mentally dominate the monstrous dinosaurs that dwell in this part of Arena, which legend says they brought with them to the oasis long ago. These ferocious monstrosities now serve the sythiss without the need for magical control, serving as mounts, pets, and natural border guards against encroaching warlord armies.

Religion: The sythiss race venerates Nyzzz, The Scaled Mother, who is said to be the creator of their race on another world. While all sythiss pay homage to the originator of their kind, there are no sythiss clerics of their matron (who was killed in a battle with another god eons ago). Despite her 'death,' the Scaled Mother is paid reverence daily with the rise of the sun and during the hatching of young sythiss.

There is always one female sythiss, generally the most powerful female spellcaster, who is called the *Daughter of Nyzzz*. This female holds nearly as much power with the sythiss as the *ress'ha*, and is called upon to bless newborns, give comfort to the dying, and the overseeing of all magical training for sythiss females. Only once in sythiss history has the Daughter and the *ress'ha* been one in the same.

Sythiss clergy hold faith that their continued loyalty will revive the Scaled Mother from her eternal slumber. Until that time comes, however, other reptile gods have deemed fit to empower the Scaled Mother's faithful.

Language: The language of the sythiss is nearly impossible to speak without a forked reptilian tongue, and is not taught outside of their race upon penalty of death. The sythiss dialect is a combination of vocal strains, hissing, and a drumming sound made deep within their throat. Sometime over the centuries a picker scholar had learned the sythiss language, and books regarding this tongue can be found in the Great Archive of Penance.

Names: Like their language, sythiss names are difficult to pronounce. Of those that have experience with the outside world, these sythiss have developed variants of their names in the Common tongue that are similar in pronunciation. Names for individuals revolve around their clan name, stature in the community, and personal accomplishments.

Male Sythiss Names: Aviss, Ka'paz, Kizza, Luz'haz, My'byz, Remzi, Sigiss Yil'mazz.

Female Sythiss Names: Carzaa, Deza, Dzikz, Isi, Hy, Tiv, Peyz, Yooma, Wanazz.

Sythiss Clan Names: Adaiss, Aspiz, Bitiz, Ceraz'tess, Cobriss, Dragaz, Najz, Shaza, Viperiss.

Adventurers: A sythiss wandering the domains of the Forge is extremely rare, but not entirely uncommon. A scout exploring the lands of Arena and Penance by the command of the ruling *ress'ha* is the most common reason for sythiss to be away from the Oasis of Lost Souls. On occasion an individual may be banished for some crime, and once since their race ruled the red sands has an entire clan been forced into exile. The final fate of this clan—known as Lach'sis—is unknown; though tales tell of a hidden race of snake-men somewhere in western Wildwood.

Sythiss Racial Traits

- Male sythiss gain +2 to Strength, +2 to Constitution, -2 to Wisdom, and -2 to Intelligence.
- Female sythiss add a +2 to Intelligence, +2 to Wisdom, and a -2 to Strength and -2 Constitution.
- Sythiss are medium size creatures that are considered to be a humanoid-reptilian subtype.
- All sythiss gain Focus of the Serpent: Scaled Creature (+2 natural AC, acid resistance 5) as a free prestige race when they reach physical maturity at age 14.
- Darkvision (Ex): All sythiss have darkvision at a range of 30 feet, which is less than the 60 feet of other reptilian subtypes. This decreased range of vision is compensated for by a superior Scent (Ex) ability, which functions at double the normal range.
- Sythiss have natural weaponry in the form of claws and fangs. Claw damage is 1d4+2 points per attack (two attacks/round), and the sythiss bite inflicts 1d4 hit points of damage. The bite of a female sythiss injects a paralytic poison that becomes more potent the older the female is (Type: Inj; DC 10 + experience level of the female sythiss; Init Dam: paralysis-2d6 turns; Sec Dam: none).
- Prehensile Tail: The sythiss have a long, thin prehensile tail that can be used to grip small objects. Male tails are longer and stronger than females, and can be used to trip an opponent (Improved Trip) or can even be fitted with exotic weapons (requires Exotic Weapons feat) to do normal damage. If the tail is ever sliced off the sythiss takes three temporary points of damage to both Constitution and Dexterity. The tail has the ability to grow back, and can also be restored through magical healing (which restores Con and Dex penalties).
- Automatic Languages: Sythiss know their racial language, and can choose one other language for free if they have spent more than one year outside the Oasis of Lost Souls.

- Due to the unusual structure of the sythiss' head, they cannot wear helms or other head gear typically made for humanoids. Sythiss seldom wear metal armor unless it is magical in nature.
- Favored Class: Male sythiss have a favored class of fighter, while female sythiss have a favored class of sorcerer.
- Level adjustment +1

OK'WEE!

Ok'weels are a primordial race of sentient aquatic cephalopods that have adapted themselves to land survival. Long thought to have perished, they are gifted arcanists who have survived the destruction of their culture and returned from the abyss of extinction. Predating most of the races found on the Forge, the ok'weels' origins are lost to memory. What stories remain describe a prideful race of conquerors that were destroyed by Barbello because of their lust for power. Though vague in specifics and millennia old, the stories are true.

Once in possession of a mighty empire that would give even the Grand Asherake pause, they ruled the entire Central Ocean and the surrounding coastal regions for miles inland. Warlords bowed to them, offering riches and flesh as sacrifice to their hungry gods. Oppressive and dominant, the ok'weel culture spanned more than three thousand years before they took fateful steps in attempting to displace Barbello and her rule.

Provoked by the Oath of Binding and rage, Barbello marshaled her forces and laid siege to the Ok'weel Empire, eventually reducing it to memory. Yet, so fathomless was the influence of the ok'weels that they were able to withstand the battering of the Mask of Fury for centuries before succumbing to her anger. Even then, the final blows fell not on the doorsteps of their aquatic realm, but on the rich plains of Barbello's holding.

Crushed and hunted, the survivors were relegated to the deepest reaches of the Central Ocean. Existing in small numbers for eons, they have reconstituted their culture and increased their numbers. Angry and vengeful, the era to remake their legacy has begun. In order to assure this, the elder clerics of their realm have sent out scouts in the guise of travelers and traders. Their mission is to make first contact with the current cultures of Arena and to assess the changes time has wrought. Collectively, the ok'weels are biding the moment when they can strike in force against the tyrant that nearly silenced them forever.

Personality: Vast differences between ok'weels and other sentient races manifests in their social outlook. Alien in thought and action, ok'weels strive only to dominate, even amongst themselves. They are pompous, egotistical, and at times maniacal. They see all other sentient races as a larder of slave labor and food. Their intellect and cognitive complexity causes them to condescend to the other races, seeing no ultimate good in non-ok'weel existence. Unlike the ceptus, ok'weels possess no altruistic motive, but seek

only to return to the ancient glory of their ancestors. They conceal these feelings with false friendships and genial behavior, hoping to allay suspicions about their true motivations.

Physical Description: Ok'weels resemble large chambered nautilus shells that have taken on a humanoid aspect. Nearly seven feet tall, they have three distinct body sections. The first is a backward sweeping spiral shell that encases their brain, heart, and lungs. The shells vary in color from gray to red to light blue. As an individual ok'weel matures, the shell elongates and droops down in a tight spiral. The shell of a male spirals clockwise while the shell of a female spirals counterclockwise. The eyes, which are located just below the shell, brace a disturbingly distorted human-like face that lacks all rigidity and definition. Its nostrils and ears function, but its mouth is used only for communication.

The second body section is a mantle of rubbery flesh that houses the digestive tract and beaked orifice to the stomach. The mantle is laced with protective plates of chitin below the surface that grow spiky with age. Ancient members of this species are extremely barbed and often incapable of free movement. Such individuals are seen are fathomless fonts of wisdom and accorded the highest degree of respect.

The last body section is comprised of a ring of ten tentacles of three different lengths that encircle the mouth that leads to its gullet. Six of them are about three feet in length and are covered with rows of suction cups. Functioning as arms, they are capable of the finest of manipulations. Two other tentacles are slightly longer (five feet) and are thick and blunt, serving as legs that propel the ok'weel on land. The last two tentacles are significantly longer (10 feet) and paddle-shaped at their ends. The suction cups at the flattened ends also have barbed hooks that can latch onto objects with surprising strength and administer a neurotoxin to debilitate foes. These tentacles are normally retracted into the mantle and expelled only at a foe or food source.

Relations: Most races and cultures have no exposure to the ok'weels. Recently reemerged from the murky depths of the ocean, they have just begun to reassert themselves. They are making amiable contact with as many races as possible, with the exception of the trusks and ceptus who they view as competitors for the same territory and resources. This vaguely disturbing friendliness is generally a charade, a sly attempt to gather information regarding Barbello and the other domains. This is not to say that all ok'weels

encountered are working to further the designs of their distant clerics. On the contrary, many serve only themselves. Nonetheless, all ok'weels view other races as tools that have value only while they function. Their limited numbers have failed to raise an alarm among the surface dwellers, which see them more as a curiosity than a threat. The trusks feel otherwise, intuitively sensing the malice the ok'weels mask.

Alignment: Throughout their tumultuous history ok'weels have either been aggressive conquerors or implacable victims. This endless cycle of eat or be eaten has inured them to the trivialities of morality and ethics. Most ok'weels are neutral, though a substantial number of them are lawful as well.

Ok'weel Lands: Their empire long gone, the ok'weels are driven to recapture the glorious realm of their ancestors. They currently hold sway only in the dimmest portions of the Central Ocean, far from the levels claimed by the trusks. Their presence in those regions is increasing, however, making their relationship with the walrus-men unstable at best. Thus far their expansions have been limited, but they have become increasingly bolder. Though it is unconfirmed by the trusks, they assume the ok'weels intend to establish a permanent land base on one of the islands off the Arena shore. It is an event the trusks dearly seek to avert or delay, as they do not trust their aquatic neighbors.

Religion: Ok'weel religion revolves around the belief that they are the rightful masters of water and land. Their mythology stresses violent conquest, mastery of magic, and the subjugation of lesser species. A bleak collection of deities, they are worshipped with blood rites and the ritual sacrifice and mutilation of outsiders. The clerics of these gods have a prophecy that states that the ascendance of the ok'weels is signaled by the doom of the war sister and the whelps she suckles. This is an obvious reference to Barbello and the triumvirate of warlords that encircle her holding.

Language: Ok'weels communicate through two methods. The first is known simply as Ok'weel, a traditional mixture of sounds that represent concepts and ideas when strung together. The sounds are nearly impossible for an outsider to reproduce without the aid of magic, being a blending of clicks, hisses, rattles, and gas discharges. It has a written alphabet of 200 characters whose shape and coloration determine meaning.



The second language, Ok'weel Visual, is conveyed by color sequences and patterns that course along an ok'weel's tentacles. Concepts in this language are broad and general, but provide an extremely useful method of communicating over long distances. In the dark depths of the ocean, Ok'weel Visual can be seen more than 100 yards away, making it the preferred mode of transmitting information in that lightless realm. Lacking a written component, this language is often used in conjunction with Ok'weel to emphasize a point or idea. Members of other races must spend two skill points in order to learn Ok'weel Visual. This does not allow them to 'speak' it without magical assistance, however, only understand what is being communicated.

Names: Ok'weel names are a series of clicks and expulsions of gas that other races find nigh impossible to replicate and extremely difficult to identify. While in the presence of other races ok'weels take the names of geological features or creatures common to their ancestral home. An ok'weel's individual selection has private meaning to him that is usually lost to others species. Ok'weels that have integrated themselves into the social sphere of other species often take names in that language as well.

Male and Female Names: Darkcrab, Eelglow, Gartooth, Spireblue, Ventcloud, Widechasm.

Adventurers: Ok'weels possess a knack for magic and make excellent wizards. Ok'weel sorcerers and clerics are also common (though the latter only in their aquatic realm), as are bards who use their luminescent camouflage special ability to manifest their class powers. While ok'weel members of the other classes certainly exist, they are exceptionally rare and worthy of note.

Ok'weel Racial Traits

- +4 Intelligence, -2 Wisdom, -2 Constitution: Ok'weels have a great intellect, but lack the restraint to wield it properly. Due to their genetic decline as a species, they also tend to be sickly.
- Medium Aberration: As Medium creatures, ok'weels have no special bonuses or penalties due to their size.
- Ok'weel base land speed is 20 feet. They also have a base swim speed of 40 feet.
- The shell and chitin plates of an ok'weel grant a +6 natural armor bonus.
- Natural Attacks: Ok'weels have two slam attacks (1d4) with their longer tentacles (10-foot reach) and a bite attack (1d4) with their beak that is employed only against grappled opponents or foes that otherwise occupy the same square as the ok'weel. Use of these natural attacks does not provoke attacks of opportunity, as if the ok'weel has the Improved Unarmed Strike feat. The critical threat range for both attacks is 20 (x2).
- Neurotoxin (Ex): The two longer tentacles of the ok'weels administer a weak neurotoxin on a successful strike. The toxin has a DC of 10 + the ok'weel's Constitution modifier, reflecting the creature's natural ability to manufacture the neurotoxin. If affected, victims suffer 1 point of temporary Dexterity damage, both initial and secondary.
- Improved Grab (Ex): Based on a successful strike with one of its longer tentacles ok'weels can initiate a grapple of creatures of size Large or smaller. This is a free action that does not provoke an attack of opportunity. No initial touch attack is required. A grappled opponent is subject to the ok'weel's neurotoxin special ability. A grappled opponent of size Medium or smaller can be drawn to the ok'weel for a bite attack as a free action on the round the grapple is started and every round thereafter. Large creatures cause the grappling ok'weel to draw itself to the opponent.
- Improved Jump (Ex): Ok'weels are so adept at leaping that they are treated as having a base land speed of 40 feet for the purposes of jumping only. Also, high jump DCs are halved and never require a 20-foot running start. This ability can be employed in conjunction with an attempted grapple attack.
- Luminescent Camouflage (Ex): Pigment-filled starlike cells called chromatophores line the tentacles of the ok'weels, allowing them to change color as a free action to blend into their surroundings. An ok'weel can change his coloration partially, in whole, or in any combination, granting a +5 racial bonus to Hide skill checks. Ok'weels are able to communicate amidst each other using this ability, though only simple concepts can be expressed. Known as Ok'weel Visual, this limited language is difficult for other species to comprehend, requiring that two skill points be spent to acquire knowledge of it. Only species with color vision can learn Ok'weel Visual.
- Ink (Ex): Once per hour an ok'weel can discharge one ounce of ink from a gland in its mantle shell. In water, this ink immediately disperses, creating a cloud lasting one round that grants a +5 circumstance bonus to Hide skill checks. This bonus stacks with an ok'weel's normal luminescent camouflage special ability. If employed on land, the ok'weel can make a ranged touch attack to blind a foe for 1d10 rounds; half that duration on a successful Reflex save (DC 12).
- Low-Light Vision (Ex): An ok'weel can see twice as far as a human in starlight, moonlight, torchlight, and similar conditions of poor illumination. He retains the ability to distinguish color and detail under these conditions.
- Darkvision (Ex): Ok'weels can see even in the total absence of light to a range of 60 ft.
- +4 racial bonuses to all Climb, Jump and Swim skill checks.
- Ok'weels have an unusual anatomy. They cannot wear clothing or armor except for those specially made. They can equip two belts, two sets of bracers, two necklaces, and four rings.

- Through fully adapted to living in water or on land, an ok'weel must soak himself in brine (salt water) for one sleep cycle each week. Failure to do so causes an ok'weel to incur a cumulative -1 circumstance penalty per day beyond the first week that it has not immersed itself in brine. The penalty is on all actions that require a die roll (attack, damage, skill checks, ability rolls, saves, etc.). This penalty vanishes immediately after the ok'weel has soaked itself for one sleep cycle.
- Automatic Languages: Ok'weel, Ok'weel Visual. Bonus Languages: Abyssal, Aquan, Auran, Ceptu, Common, Infernal, Terran, Trusk.
- Favored Class: Wizard. A multiclassed ok'weel's wizard class does not count when determining whether he suffers an XP penalty for multiclassing. Ok'weels are supreme mentalists that thirst for knowledge and the influence it affords.
- Level Adjustment: +2.

CLASSES

Amidst the swirling sands, heroes can find the means to take the following classes.

Duneslayer

The ambitious designs of every warlord depend on the concerted efforts of the brave and stalwart warriors bound to their destiny. Whether drawn to their service by the promise of countless riches or the personal dynamism of a charismatic leader, duneslayers form the backbone of the mighty military machines perpetually engaged in savage conflict on Arena's bloodthirsty sands. Simultaneously functioning as an individual soldier and an integral part of a cohesive unit, the duneslayer is a marvel of tactical fluidity and martial prowess on Arena's sands. Amidst the chaos of combat on an epic scale, experienced teams of duneslayers battle their enemies as if adhering to a choreographed script, dodging and inflicting blows with astounding harmony and coordinated precision.

The grand ballet of unspeakable carnage coupled with the amazing skills of the combatants undoubtedly entertains and mystifies Arena's enigmatic mistress as she salaciously watches the armed struggle unfold. Although she focuses much of her attention toward the warlords at the helm of the massive armies, the heroic exploits of individual duneslayers invariably pique her

interest. Successfully capturing Barbello's capricious stare usually destines the recipient for horrific doom, although occasionally it results in a rapid ascension to warlord status. Her arbitrary, unpredictable nature and the domain's landscape exert a tremendous influence on the soldiers compelled to fight for her amusement.

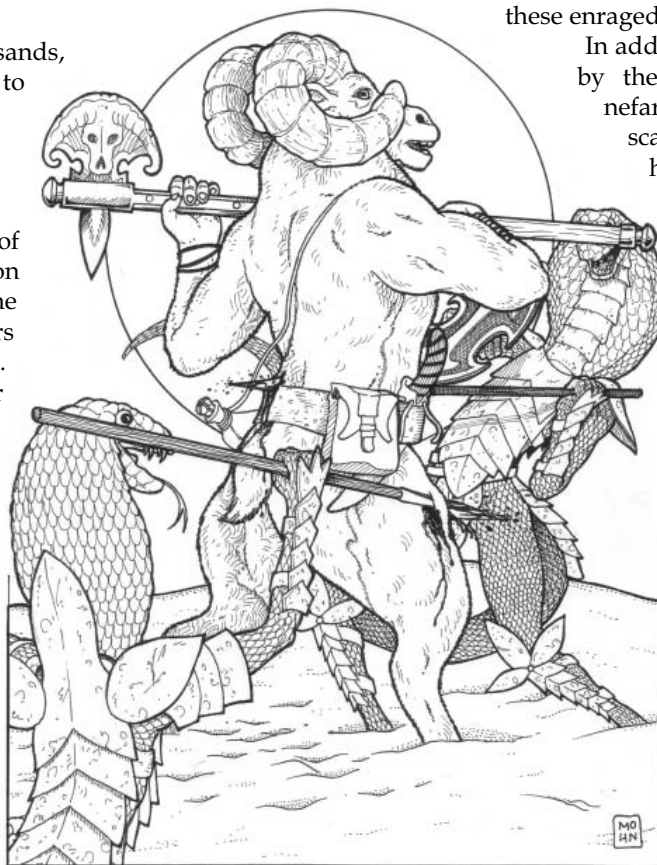
Duneslayers differ greatly from the soldiers encountered on worlds outside of the Forge in two primary aspects: their unique outlook, and their mastery of the terrain. Unlike their traditional counterparts, duneslayers rarely seek individual glory, preferring instead to function as part of a small, integrated unit. Although a few hardy and ambitious souls still aspire to the rank of warlord, the overwhelming majority seems content to amass a personal fortune and remain largely anonymous.

Such anonymous ambitions puzzle newcomers to the turbulent domain. Some seeds openly declare the duneslayers' ideology as nothing more an excuse for greed and cowardice, a proclamation that generally results in their swift demise at the hands of these enraged warriors.

In addition to the dangers posed by the rampaging armies and nefarious beasts stalking the scarlet dunes, the scorching heat, lack of water, and vicious sandstorms also claim their share of victims. While traditional soldiers lack the ability to survive under Arena's harsh climactic conditions, duneslayers excel in this brutal and unforgiving environment. Masters of desert warfare, they display an amazing resiliency to withstand the elements while utilizing the difficult terrain to their tactical advantage. Although some possess an instinctive affinity with the desert, the vast majorities attribute their survival skills to their rigorous training regimen.

The duneslayer's military career generally begins with his enlistment in a warlord's army. Constantly requiring new soldiers to replace the casualties from the prior campaign, established warlords dispatch recruiters throughout Arena and neighboring domains. Initiates hailing from outside of Arena are primarily mercenaries seeking wealth and fame on the desert's numerous battlefields, while seeds just arriving on the domain's wind-swept sandy landscape eagerly sign on for protection and even a sense of purpose.

Regardless of their motivations, all new troops receive some rudimentary combat and desert survival



training. Survival training lasts anywhere from several weeks to months, depending on the warlord's immediate needs. The most powerful warlords offer the best training, while upstart and declining leaders merely provide a weapon and virtually no martial instruction. Needless to say, only the hardest and sometimes luckiest warriors manage to survive the latter situation. Much of the duneslayers' renowned cohesion results from the indelible bonds forged during their hellish indoctrination into Arena's military system.

The duneslayers' rigid discipline and collective mentality prevents chaotic characters from joining the highly regimented profession. Inhibited in their usage of armor by the domain's intense heat, duneslayers rely upon their agility and wits as well as their physical attributes to overcome the obstacles imposed by the brutal climactic conditions. The duneslayer's equipment typically includes leather armor, a large shield, a medium weapon (commonly a longsword or warhammer) and a composite longbow in addition to magical items providing natural armor and deflection bonuses. Unlike Penance's heavily armored warriors, the duneslayer relies upon superior tactics and cooperation to vanquish his foes rather than brute force.

Alignment: Any non-chaotic

Hit Die: d10

Class Skills

The duneslayer's class skills (and the key ability for each skill) are Climb (Str), Craft (any) (Int), Hide (Dex), Jump (Str), Knowledge (nature), Listen (Wis), Move Silently (Dex), Profession (any) (Int), Spot (Wis) and Survival (Wis).

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

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

Class Features

The duneslayer's class features include all of the following abilities and benefits.

Mass Combat: Duneslayers function as footmen with the exception that they deal an additional die of damage per every two unit levels whenever two or more duneslayer units flank an opponent.

Weapon and Armor Proficiency: Duneslayers are proficient with all simple and martial weapons. They are also proficient with light and medium armor as well as all shields.

Indoctrination: At 1st level, duneslayers gain the feats Endurance and Weapon Focus at no additional cost. The two bonus feats are the benefits of the recruit's training in the warlord's army.

Desert Warfare: At 2nd level, duneslayers receive a +2 bonus to Hide and Survival checks made in the desert. In addition, they add +10 feet to their base speed while traveling through the desert.

Co-operative Combat: At 4th level, duneslayers master the basic techniques of fighting as a unit. Whenever two or more duneslayers threaten the same opponent, each duneslayer with the co-operative combat ability acquires a circumstance bonus to his attack rolls against that specific enemy. (Duneslayers less than 4th level do not receive the circumstance bonus, but still count toward the number of duneslayers threatening the opponent.) The bonus gained from co-operative combat stacks with the +2 attack roll bonus acquired from flanking an opponent. The following chart provides the bonus based upon the number of duneslayers threatening that opponent.

Table 2.1: The Duneslayer

Level	Base Attack Bonus	Fort Save	Reflex Save	Will Save	Special
1 st	+1	+2	+0	+0	Indoctrination
2 nd	+2	+3	+0	+0	Desert Warfare
3 rd	+3	+3	+1	+1	
4 th	+4	+4	+1	+1	Co-operative Combat
5 th	+5	+4	+1	+1	
6 th	+6/+1	+5	+2	+2	Desert Tactician
7 th	+7/+2	+5	+2	+2	
8 th	+8/+3	+6	+2	+2	Improved Footing
9 th	+9/+4	+6	+3	+3	
10 th	+10/+5	+7	+3	+3	Bravado
11 th	+11/+6/+1	+7	+3	+3	
12 th	+12/+7/+2	+8	+4	+4	Improved Tactician
13 th	+13/+8/+3	+8	+4	+4	
14 th	+14/+9/+4	+9	+4	+4	Hardened
15 th	+15/+10/+5	+9	+5	+5	
16 th	+16/+11/+6/+1	+10	+5	+5	Desert Fox
17 th	+17/+12/+7/+2	+10	+5	+5	
18 th	+18/+13/+8/+3	+11	+6	+6	Singularity
19 th	+19/+14/+9/+4	+11	+6	+6	
20 th	+20/+15/+10/+5	+12	+6	+6	Invulnerable

# Duneslayers	Bonus to Attack Roll
2: +1	+2
3: +2	+3
4 or more	+3

Desert Tactician: Whenever two or more duneslayers flank an opponent while fighting in the desert, they receive a +1d6 bonus to their damage rolls. This bonus stacks with additional damage obtained from another source such as a rogue's sneak attack ability; however adversaries with the uncanny dodge ability do not suffer this extra damage unless the duneslayer dealing the damage is at least four levels higher than he is.

Improved Footing: Duneslayers receive a +2 bonus to their opposed attack rolls whenever they make or defend against a bull rush or trip attack while fighting in the desert. Furthermore, they receive the benefits of the Spring Attack feat even if they do not possess the prerequisite feats provided they are in the desert and only move in a straight line (as if charging).

Bravado (Ex): Although duneslayers generally frown upon individual heroics, desperate combat situations call for a public display of valor to rally the troops and win the day. Bravado is a delay action that requires the desert warrior to voluntarily forfeit his Dexterity bonus to AC and shield bonus while daring his adversary to take a free swing at him. After his foe attacks him, the duneslayer returns the attack(s), adding a morale bonus to his attack and damage rolls equal to the total AC bonuses that he forfeited. In addition, bravado affects the character's allies, granting them a morale bonus to their next attack and damage roll equal to half of the initiator's bonus. The character affects as many allies as his Charisma modifier, provided that they witness his act of heroism. Bravado only provides a benefit once per combat, regardless of whether the individual initiated the ability or benefited from another duneslayer invoking the ability.

Improved Tactician: This ability functions as the Desert Tactician ability except that the duneslayer deals +2d6 points of damage.

Hardened (Ex): The duneslayer gains DR 1/- and also receives fire resistance 5.

Desert Fox (Ex): Utilizing the refractive qualities of the glassy, crimson sand, the duneslayer obscures his position granting him partial concealment. Opponents attempting to strike the duneslayer suffer a 10% miss

chance. This ability requires the presence of sunlight and only functions in the deserts of Arena.

Singularity: This ability functions as the Desert Tactician ability except that the duneslayer deals +3d6 points of damage.

Invulnerable: The duneslayer gains DR 2/- and receives fire resistance 10.

Operative (Arena Scout)

Far removed from the gory carnage of Arena's blood-soaked battlefields, the domain's warlords and powerbrokers partake in a clandestine brand of warfare just as important as the barbarous clashes responsible for its infamous reputation. While material wealth and military might are the most visible forces shaping Arena's complex political landscape, another neglected and secretive commodity, information, also plays a vital role in determining the future. Without any shortage of enemies or scheming subordinates, the domain's leaders rely upon an extensive but shadowy network of agents to ensure their continuing survival. Whether capitalizing on the disloyalty of an opponent's untrustworthy lieutenant or spotting the movement of a column of troops traveling under the cover of darkness, a small unit of well-trained and loyal operatives frequently proves more valuable than a hundred soldiers or the latest weaponry. In many instances, the intelligence gathered by a handful of individuals spells the difference between glorious triumph and humiliating defeat on the battlefield.

Pinpointing the exact strength, size, leadership structure and location of the enemy's troops remains the operative's paramount mission. Novices generally perform this task through direct observation by closely watching the activities of the foe's advance guard units from a reasonably safe distance. Seasoned operatives take a more dangerous tact, relying upon their guile and experience to slip behind the adversary's lines and infiltrate their camp. The most accomplished masters of this covert profession depend upon the preceding methods as well as a host of strategically positioned informants scattered throughout the enemy's chain of command to obtain

the most current and accurate information. In addition to conducting reconnaissance, experienced operatives perform a myriad of other nefarious tasks at the behest of their employer. Espionage and acts of sabotage commonly fall under the operative's prerogative. Whatever the assignment, the repercussions



*A Scout infiltrates the enemy camp...
Illustrated by Ben Eargle*

attributable to its outcome invariably endure well beyond its perceived conclusion.

Living in a world teeming with subterfuge and deception, operatives trust virtually no one and suspect everyone. As a result of this perception, they are staunchly individualistic and self-sufficient, relying solely upon their intuitive judgment and instinct to survive in their chosen profession. While many serve in the employ of a particular warlord, a growing percentage plies their craft to the highest bidder. Freelancers predominantly specialize in lucrative short-term assignments such as murdering enemy officers and acts of sabotage rather than reconnaissance and espionage. Regardless of the career path, operatives generally lead a solitary lifestyle, usually bereft of close friends and families. Fear and loneliness generally fill their short and often tragic lives.

Alignment: Any, although good characters refrain from partaking in assassinations and acts of sabotage resulting in tremendous loss of life.

Hit Die: d6

Class Skills

The operative's class skills (and the key ability for each skill) are Bluff (Cha), Climb (Str), Craft (any) (Int), Decipher Script (Int), Disable Device (Int), Disguise (Cha), Escape Artist (Dex), Forgery (Int), Gather Information (Cha), Heal (Wis), Hide (Dex), Intimidate (Cha), Jump (Str), Knowledge (history), Knowledge (local), Listen (Wis), Move Silently (Dex), Open Lock (Dex), Profession (any) (Wis), Search (Int), Sense Motive (Wis), Spot (Wis), Survival (Wis) and Tumble (Dex).

Skills Points at 1st Level: (6 + Int modifier) × 4.

Skill Points at Each Additional Level: 6 + Int modifier.

Class Features

Operatives possess all of the subsequent class features.

Mass Combat: Operatives function as skirmishers in mass combat.

Weapon and Armor Proficiency: Operatives are proficient with all simple weapons in addition to the hand crossbow and the sap. They are also proficient with light armor, but not with shields.

Reconnaissance: The operative receives the Endurance and Track feats at no additional cost. Furthermore, he also gains a +2 competence bonus to all Hide and Move Silently checks.

Infiltrate: At 2nd level, the operative acquires a +2 competence bonus to all Disguise and Gather Information checks. In addition, the operative can use his Strength or Intelligence modifier in lieu of his Charisma modifier whenever he makes an Intimidate skill check. Operatives sometimes utilize the threat of brute force to frighten adversaries or belittle and humiliate them with their superior intellect.

Sneak Attack: The operative's sneak attack ability functions in the same manner as the rogue's sneak attack ability. The rogue entry in the *PHB* provides the exact details.

Trapfinding: The operative's trapfinding ability is identical to the rogue's trapfinding ability in every respect. The rogue entry in the *PHB* provides the exact details.

Observation (Ex): At 4th level, the operative learns how to carefully observe the actions of others, enabling him to improve his chances for success in a myriad of different situations. If the operative spends three rounds surveying the activities of any creature(s) within his line of sight while remaining undetected, he receives a +1 bonus to all attack and damage rolls made against these combatants on

Table 2.2: The Operative

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1 st	+0	+0	+2	+0	Reconnaissance
2 nd	+1	+0	+3	+0	Infiltrate
3 rd	+2	+1	+3	+1	Sneak attack +1d6, trapfinding
4 th	+3	+1	+4	+1	Observation
5 th	+3	+1	+4	+1	Fast thinking
6 th	+4	+2	+5	+2	Sneak attack +2d6
7 th	+5	+2	+5	+2	Self-reliant
8 th	+6/+1	+2	+6	+2	Resolute purpose
9 th	+6/+1	+3	+6	+3	Sneak attack +3d6
10 th	+7/+2	+3	+7	+3	Resourcefulness
11 th	+8/+3	+3	+7	+3	Snap neck
12 th	+9/+4	+4	+8	+4	Sneak attack +4d6
13 th	+9/+4	+4	+8	+4	Evasion
14 th	+10/+5	+4	+9	+4	Mobility
15 th	+11/+6/+1	+5	+9	+5	Sneak attack +5d6
16 th	+12/+7/+2	+5	+10	+5	Elude
17 th	+12/+7/+2	+5	+10	+5	---
18 th	+13/+8/+3	+6	+11	+6	Sneak attack +6d6
19 th	+14/+9/+4	+6	+11	+6	Desperation
20 th	+15/+10/+5	+6	+12	+6	Resourcefulness 2/day

the following round. This bonus increases by +1 for every four additional operative levels; therefore an 8th-level operative receives a +2 bonus while a 12th-level operative receives a +3 bonus. While observing his quarry, the operative can partake in other actions provided that he maintains eye contact with his intended target(s) and is not otherwise distracted.

Fast Thinking: Successful operatives quickly react to every situation; therefore they gain a +2 competence bonus to all Bluff checks and a +2 bonus to Initiative rolls.

Self-Reliant (Ex): Unable to rely upon their army's supply chain and medical staff, operatives far behind enemy lines employ a number of impromptu techniques to survive in the field. Operatives gain a +2 bonus to Heal and Survival checks and once per day they can also convert an amount of normal damage equal to their level into nonlethal damage. Converting damage in this fashion requires a successful Heal check (DC 10 + the amount of damage converted.) Retries to convert the same damage are not permissible, but failure does not count against the operative's daily limitation.

Resolute Purpose (Ex): At 8th level, operatives receive a +2 saving throw bonus against all mind-affecting spells and effects such as charms, compulsions, phantasms, patterns and morale effects.

Resourcefulness (Ex): During the course of their extensive careers, operatives encounter numerous perilous conditions requiring quick decisions and infallible judgment. By drawing upon the memories of these illustrious experiences, the character utilizes his guile and intellect to overcome challenges. Once per day, the operative can add his Intelligence or Wisdom modifier (his choice) to any die roll such as an attack roll or saving throw. The character must declare his intention to add the bonus prior to determining the outcome of the die roll. At 20th level, he may utilize resourcefulness twice per day.

Snap Neck (Ex): In lieu of making a sneak attack, an 11th level operative can attempt to snap the neck of a flat-footed or helpless opponent and instantaneously slay the foe. Creatures immune to critical hits and flat-footed adversaries with the Uncanny Dodge ability are immune to this ability. Snap neck is a grapple attack, but the operative performs the action as if he possessed the Improved Grapple feat. Use of this ability is a full-round action.

The operative begins the attack by making a melee touch attack in an effort to grab his opponent. If he misses, he fails to grab his target and cannot initiate the grapple. Success requires both combatants to make grapple checks. Whenever the operative's grapple check exceeds that of his opponent, he obtains a firm grasp of his target's head and tries to sever the connection between his brain and spinal cord. The victim must make a Fortitude save (DC 10 + the operative's level + his Strength modifier). Creatures failing the saving throw instantly die, while success results in no damage and ends the grapple. If the target remains flat-footed after this attack, the operative may use this ability again. Snap neck is ineffective against creatures immune to critical hits, creatures with non-

humanoid heads, or if the target's head is out of the operative's reach.

Evasion (Ex): If the operative makes a successful Reflex saving throw against an attack that normally deals half damage on a successful save, the operative takes no damage. This ability does not function if the operative is helpless or is wearing medium or heavy armor.

Mobility: At 14th level, the operative acquires the Mobility feat at no additional cost.

Elude (Ex): Constant exposure to danger sharpens the operative's senses, augmenting his ability to evade his opponents. Whenever the operative moves in combat, the square that he starts out in is not threatened by any opponent that he can see, just as if he performed a withdraw action. As a result, visible opponents do not receive an attack of opportunity against the retreating operative when he leaves that space. If he enters or moves out of another threatened space at a later point during his move action, his adversaries receive attacks of opportunity. Unlike the withdraw action, elude is simply part of the character's normal movement.

Desperation (Ex): Whenever the operative sustains damage from an attack of opportunity resulting from moving into or out of a threatened square, the operative suffers only half damage from the attack if he makes a successful Reflex save (DC 10 + damage dealt by the attack of opportunity).

Sandmystic (Arena Mage)

A popular adage dating back to antiquity succinctly quips that Arena's red sands forget nothing. During Barbello's eternal tenure as the warmongering mistress of her savagely violent kingdom, the deeply scarred land played host to countless battles and the ascension of numerous warlords only to witness their accomplishments and lives eventually swept away into the receptacle of lost memories. While deception and butchery shape the constantly shifting political landscape, its leaders' wicked machinations and the carnage resulting from their fruition stain the sands with the crimson blood of incalculable numbers of sentient beings.

The spilt essence of slain warriors mingled with the inherent magical powers contained within the mysterious grains invoke a potent but temperamental conduit between the physical world and the mystical forces locked within Arena's scarlet sand. Incredibly, the domain's inhabitants remain sadly unaware of this limitless energy source with the notable exception of a small circle of wizards adept in the mastery of the largely unknown arcane discipline. Traditional wizards commonly refer to its practitioners as sandmystics, a title primarily attributable to the movement's pseudo-religious nature and nomadic heritage.

Although the present order's exact origins remain steeped in a morass of heated conjecture, scholars universally designate Monturra Rammogan as the veritable father of the movement. Drawn into the Forge nearly two thousand years ago, the individualistic and cerebral wizard took an immediate dislike to the barbarous conflicts raging across the war-weary

domain, prompting him to sojourn into the barren desert in search of personal enlightenment and respite from the wanton devastation. Despite constant pursuit by the advance guards of the warlords' armies and harassment from Arena's monstrous denizens, the nomadic visionary continued to study the alien world's unique properties, leading him to discover that a glass crystal blown from the domain's red sands functioned as a bridge transporting the world's ephemeral magical energy into the temporal world.

While the newly found power source proved highly erratic and unpredictable, it nonetheless augmented Monturra's formidable powers and inadvertently, his reputation among the covetous warlords. Tantalized by the prospect of a new weapon capable of tipping the precarious balance of power into their favor, the warring factions launched an exhaustive search for the secretive magician. Of course, their monumental efforts attracted the attention of the domain's cruel puppeteer. Arena's selfish master intervened in the matter, capturing the terrified wizard and whisking him to her ominous citadel for interrogation and eventual execution. Yet much to Barbello's surprise, the news of Monturra's discovery continued to spread even after his earthly demise. Over the span of the next two thousand years his adherents flourished, transforming the movement from the musings of a solitary pioneer into a grudgingly respected magical discipline.

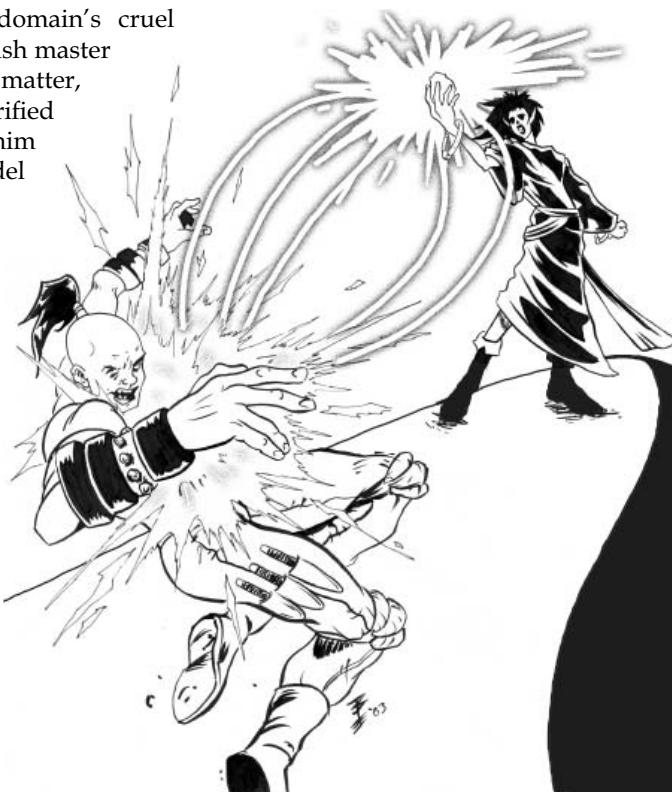
Despite the passage of two millennia the basic principles of Monturra's teachings remain largely unchanged, yet only a small minority of modern sandmystics emulate their founder's hermitic lifestyle. Sandmystics still tap the Forge's raw arcane energy with a crystal crafted red glass manufactured from Arena's sanguine sands. Although modern refinements eliminated some of its unpredictability, the practice of "smoke and mirrors" as its detractors commonly call it, remains more of a fickle art than an exact science. Prejudice towards sandmystics endures in many learned circles; however the order's acceptance and influence within mainstream society continues to slowly increase. Every established warlord and even most upstart pretenders employ the services of at least one sandmystic. The class' versatility and resourcefulness

make it an ideal supplement to the spellcasting legions of any aspiring military leader.

Unlike traditional wizards, sandmystics rely upon Intelligence *and* Charisma to effectively wield their potent but temperamental magical arsenal. Sandmystics depend upon their sharp intellects to memorize and cast their daily allotment of spells; however the character's personal magnetism determines his ability to harness and focus the volatile energies trapped within the crimson sands. His keen wit and captivating personality frequently assures the sandmystic of a prestigious position in the army's hierarchy, although the title of warlord continues to elude members of the arcane discipline. A few ambitious and powerful sandmystics plan to rectify this slight in the very near future.

Alignment: Any

Hit Die: d4



Class Skills

The sandmystic's class skills (and the key ability for each skill) are Concentration (Con), Craft (any) (Int), Decipher Script (Int), Diplomacy (Wis), Knowledge (any) (Int), Profession (any) (Wis), Spellcraft (Int) and Survival (Wis).

Skill Points at 1st Level: (2 + Int modifier) × 4.

Skill Points at Each Additional Level: 2 + Int modifier.

Class Features

The sandmystic possesses all of the subsequent class features.

Mass Combat:

Sandmystics function as arcane spellcasters in the mass combat system describes in *OATHBOUND: Arena*. However, in lieu of the unit's normal summoning ability, the sandmystics receive 50% more damage dice than normal. Each additional die of damage received in this manner counts against their uses per day; therefore an 8th level sandmystic unit can deal 16 additional hit dice of damage over the course of a single military engagement.

Weapon and Armor Proficiency: Sandmystics are proficient with the club, dagger, quarterstaff and sling but not any type of armor or shield. Armor and shields inhibit their movement, sometimes resulting in the failure of spells requiring somatic components.

Spells: Sandmystics cast the same arcane spells available to wizards. Sandmystics select and obtain their daily allotment of spells after getting a full night's rest (approximately eight hours) and spending one hour memorizing the cryptic runes etched into the facets of their glass crystal. The sandmystic requires an Intelligence score equal to 10 + the spell level to learn, prepare and cast a spell. The sandmystic's repertoire of spells is limited by the capacity of his crystal (see below). The Difficulty Class for a saving throw against the sandmystic's spell is 10 + the spell level + the sandmystic's Intelligence modifier. The sandmystic casts the same number of spells per day as a wizard of his level, adding any bonus spells earned as a result of his high Intelligence score. The *PHB* provides the aforementioned information.

Crystal: The crystal crafted from Arena's red sand serves as a repository for his spells and as a link to the untapped magical energy stored within the crimson grains. Unlike wizards, sandmystics do not utilize a spellbook, but they still can transcribe spells into their crystal from a wizard's spellbook. Instead, sandmystics mystically transcribe the incantation's arcane writing onto the crystal's facets through the usage of the unique spell *etch runes*. (Chapter 4, *Forgotten Magic*, provides the details of this new spell.)

All sandmystics begin their career with their own crystal holding all 0-level spells plus a number of 1st-level spells equal to twice their Charisma modifier. The sandmystic's crystal contains enough facets to store twenty spells in addition to an unlimited number of 0-level spells. As his magical prowess and glassblowing skills improve, the sandmystic can create a new crystal capable of storing additional spells. Because of the abundance of red sand throughout Arena, the raw materials cost only 10 sp, while the Difficulty Class of the Craft (glassblowing) check is DC 20. The new

crystal stores a number of spells equal to the modified result of the Craft check + the sandmystic's level + his Charisma modifier.

Although the construction of the crystal proves relatively simple and inexpensive, it takes a number of days equal to the crystal's spell capacity to attune it to its owner's specifications. While engaged in this endeavor, the sandmystic still utilizes his old crystal to memorize his spells and tap Arena's inherent energy. Because of the tremendous expenditure of time and effort, sandmystics can only undergo the exhausting procedure once every three levels.

Forge Conduit (Su): Although the construction of glass crystals from Arena's red sands is not a skill exclusive to sandmystics, only they possess the inherent ability to tap the scarlet grain's mystical energy to augment their magical powers. Opening the conduit between the physical world and the unseen forces locked within the crystal requires a Concentration check (DC 10) and the expenditure of a move action. After establishing the link, the sandmystic can attempt to cast any spell stored within the crystal even if he did not memorize the incantation earlier in the day. The sandmystic determines success by making a Charisma check modified by his level; hence his Cha modifier + his sandmystic level. The Difficulty Class of casting a spell in this manner is 10 + the spell's level + the minimum level needed to cast the spell; therefore the Difficulty Class of casting a 2nd-level spell is DC 15, [10 + 2 (the spell's level) + 3 (the minimum level needed to cast the spell)]. If he succeeds, the sandmystic releases the spell with no adverse effects, although the Difficulty Class of the spell's saving throw is modified by his Charisma instead of his Intelligence like normal spells.

Failure on the other hand results in hit point damage equal to the spell's level but the attempt does

Table 2.3: The Sandmystic

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1 st	+0	+0	+0	+2	Crystal Affinity, Forge Conduit
2 nd	+1	+0	+0	+3	
3 rd	+1	+1	+1	+3	
4 th	+2	+1	+1	+4	
5 th	+2	+1	+1	+4	Maniacal Focus 1/day
6 th	+3	+2	+2	+5	
7 th	+3	+2	+2	+5	
8 th	+4	+2	+2	+6	
9 th	+4	+3	+3	+6	Maniacal Focus 2/day
10 th	+5	+3	+3	+7	
11 th	+5	+3	+3	+7	
12 th	+6/+1	+4	+4	+8	
13 th	+6/+1	+4	+4	+8	Maniacal Focus 3/day
14 th	+7/+2	+4	+4	+9	
15 th	+7/+2	+5	+5	+9	
16 th	+8/+3	+5	+5	+10	
17 th	+8/+3	+5	+5	+10	Maniacal Focus 4/day
18 th	+9/+4	+6	+6	+11	
19 th	+9/+4	+6	+6	+11	
20 th	+10/+5	+6	+6	+12	

not count toward his daily usage of this ability. Through the usage of this ability, the sandmystic can cast a number of additional spells per day equal to his Charisma modifier subject to the limitation that the total spell levels do not exceed his sandmystic level + his Charisma modifier. Therefore, a 10th-level sandmystic with a +5 Charisma modifier can utilize Forge Conduit to cast five additional spells per day totaling no more than fifteen spell levels. (The sandmystic still needs a Charisma score of 10 + the spell's level to cast an arcane spell in this manner.)

Crystal Affinity (Ex): Whenever the sandmystic casts a spell that creates, alters or destroys sand or blood, the spell functions as if the caster were one level higher. Conversely, his usage of the crystal medium prevents him from creating scrolls; therefore sandmystics are prohibited from taking Scribe Scroll as a feat.

Maniacal Focus (Ex): By entering a virtually trance-like state, the sandmystic temporarily gains a +4 bonus to Intelligence, Charisma and Concentration checks but takes a -2 penalty to Reflex saves and loses his Dexterity bonus to AC. Initiating the ability is a free action, and the sandmystic maintains his focus for a number of rounds equal to 3 + his Constitution bonus. The ability score bonuses acquired in this manner affect the Difficulty Class of his spells' saving throws as well as his ability to Forge Conduit; however they do not grant him bonus spells or enable him to exceed his daily limitation of spells and spell levels attainable through the usage of Forge Conduit.

While under the influence of Maniacal Focus, the sandmystic cannot employ any skills other than those with a key ability of Intelligence, Charisma or Constitution. Furthermore, he cannot activate any magical items with the exception of a staff that require a command word, spell trigger or spell completion to function. When his Maniacal Focus subsides, the sandmystic loses the aforementioned bonus and becomes fatigued for the remaining duration of the current encounter.

Spellbinder

Amid the incessant din of swords viciously colliding and the distinctive whiz emanating from torrents of arrows in flight, an elite regimen of fearsome arcane masters steadfastly and collectively focus upon their appointed task irrespective of the deafening cacophony and sheer chaos surrounding them. Their hands and bodies move with synchronized precision as their lips recite the potent incantations in startling unison. An instant later, a terrifying silence replaces the piercing war cries and bedlam of battle witnessed

only a few moments ago as an immense inferno of roaring flames reduces a column of troops into smoldering piles of gray ashes. The horrific display of mystical might evaporates the enemy's resolve as the disciplined formation of troops transforms into an amorphous mass of panic and fear. The magicians achieve victory without lifting a weapon.

Few weapons in the warlord's arsenal compare with the raw power of a cohesive and devoted team of spellbinders. Although a solitary spellbinder proves a formidable match for any opponent, a group acting in concert represents destruction personified. Specialists in the arts of mass combat and cooperative spellcasting, spellbinders learn to function as a unit rather than as individuals. The potency of their collective minds exceeds the sum of their parts, empowering them to unleash awe inspiring magical forces capable of laying waste to hundreds of armed warriors in the blink of an eye. The culmination of their cooperative efforts frequently appears as a blinding flash of searing fire enveloping the landscape or a barrage of frigid snow and icy shards rolling across the steaming red sands. Understandably, their appearance on Arena's battlefields conjures a palpable aura of fear throughout their adversary's ranks.

Fortunately for the domain's soldiers, few practitioners of the arcane arts possess the inherent physical and mental attributes to excel in this regimented magical discipline. Placing the importance of the whole above the needs and ambitions of the individual proves too daunting a compromise for many aspiring magicians endeavoring to join the elite spellcasting order. As a result, the overwhelming demand for spellbinders always exceeds the limited available supply.

Hit Die: d4

Requirements

To become a spellbinder, the character must fulfill all of the subsequent criteria.

Alignment: Any lawful alignment.

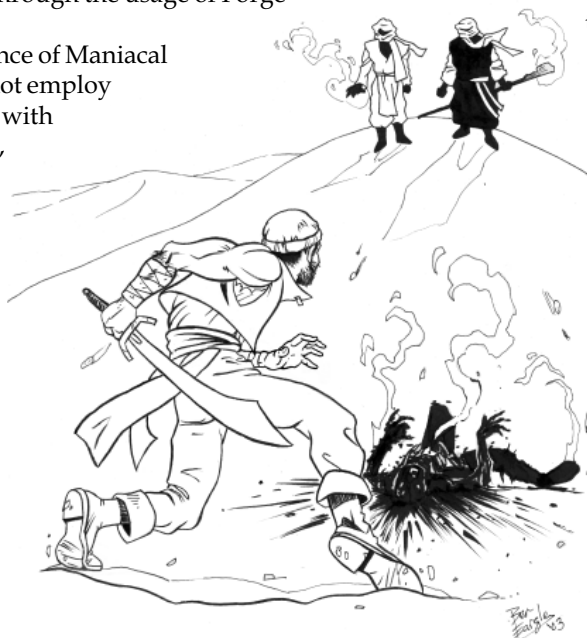
Feats: Enlarge Spell, Widen Spell

Skills: Concentration 10 ranks, Knowledge (arcane) 7 ranks, Spellcraft 7 ranks.

Spells: Able to cast 4th level arcane spells.

Class Skills

The spellbinder's class skills (and the key ability for each skill) are Concentration (Con), Craft (any) (Int), Knowledge (arcana) (Int), Listen (Wis), Profession (any) (Wis), Spellcraft (Int) and Spot (Wis).



A Spellbinder demonstrates a ranged attack...

Illustrated by Ben Eargle

Class Features

Mass Combat: Spellbinders function as arcane spellcasters. Spellbinders deal an additional die of damage for every two levels of the unit; however their need to act as a unit reduces their base speed in half.

Weapon and Armor Proficiency: Spellbinders acquire no proficiency with any weapon or armor.

Harmonious Casting (Ex): Whenever two or more spellbinders simultaneously cast the same spell directed at the same area of effect or at the same target, the saving throw Difficulty Class of each spell increases by +1 for each additional caster up to a maximum equal to 1/2 of the spell's level but never less than 1. Spellbinders utilizing harmonious casting must stand in adjacent squares so that an unbroken line connects all of the casters together. If the line is broken prior to casting the spell, only those spellbinders still in contact with one another receive the benefits of harmonious casting. In addition, the total number of additional casters cannot exceed the spellbinder level of the highest caster; therefore no more than eleven casters can participate in a single spell. Harmonious casting is a ready action that takes place on the slowest participant's initiative roll. If the last individual in the group is unable to cast the spell for whatever reason, the remaining spellbinders still discharge their spells on his scheduled initiative. At higher levels, harmonious casting grants the abilities increase area, coordinate focus, residual spell and gestalt. These abilities stack together and with harmonious casting, although the group only receives the benefits available to the weakest member. Spellbinders cannot use any metamagic feats in conjunction with harmonious casting or take a five-foot step until after they discharge their spell.

Example: A group of five spellbinders, (levels 4, 5, 6, 7 and 9 respectively) stand in a straight, unbroken line facing a small detachment of armed soldiers. After determining initiative, the five spellcasters decide to cast a *fireball* centered in the middle of their adversaries. The first four spellcasters go before their enemies; therefore they use a ready action to prepare the *fireball* for casting when the last member of their group is scheduled to go. Unfortunately, the slowest individual, the 6th level caster standing in the middle of the line, suffers a fatal injury from a squad of archers several hundred feet away. The line between the five casters is now broken; therefore the 4th and 5th level casters on the left and the 7th and 9th level casters on

the right now act as two separate units. Fortunately for the spellbinders, their fallen comrade's initiative roll exceeded that of the armed warriors; therefore they cast their spells before them. The 4th and 5th level casters as well as the 7th and 9th level casters add a +1 to the saving throw's Difficulty Class [3 (the level of the *fireball*) $\times 1/2 = 1.5$ rounded down to 1]. In addition, the 4th and 5th level casters also benefit from the increase area ability because that is the only ability available to the 4th level caster. The second group of spellcasters, on the other hand, receive the benefits of the abilities increase area, coordinate focus and residual effect (which is not applicable in this instance) because they are all available to the 7th level caster. After resolving the effects of their spells, the 4th and 5th level casters each take a five-foot step to reform the unbroken line.

Spells: Spellbinders continue to receive new spells as if they acquired another level in the arcane spellcasting class that they belonged to prior to becoming a spellbinder. However, they do not attain any other abilities gained from a level increase from the spellcasting class. If the character had more than one spellcasting class, the player decides which spellcasting class receives the additional level for purposes of determining his spells per day and spells known.

Spell Shaper (Ex): The spellbinder can use the Enlarge Spell feat on one spell per day without increasing the spell's level. Wizards must designate the spell when they prepare their spells for the day, while sorcerers and bards must declare their intention to utilize Spell Shaper at the time of casting. Spell Shaper affects the spell's casting time just like the normal usage of a metamagic feat.

Increase Area (Ex): At 3rd level, spellbinders using the harmonious casting ability increase each individual spell's area of effect by a number of squares equal to the additional casters. The spellbinders determine the affected squares with the restriction that the additional squares must directly contact the spell's original area of effect.

Eye for an Eye (Su): Prior to casting any area of effect spell, the wizard may sacrifice a number of hit points not to exceed the spell's level, and then add the lost hit points to the spell's damage. Spellbinders cannot use this ability in conjunction with any metamagic feats or harmonious casting.

Table 2.4: The Spellbinder

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Spells per Day
1 st	+0	+0	+0	+2	Harmonious casting	+1 existing level
2 nd	+1	+0	+0	+3	Spell shaper	+1 existing level
3 rd	+1	+1	+1	+3	Increase area	+1 existing level
4 th	+2	+1	+1	+4	Eye for an eye	+1 existing level
5 th	+2	+1	+1	+4	Coordinate focus	+1 existing level
6 th	+3	+2	+2	+5	Spell sculptor	+1 existing level
7 th	+3	+2	+2	+5	Residual effect	+1 existing level
8 th	+4	+2	+2	+6	Matyr	+1 existing level
9 th	+4	+3	+3	+6	Gestalt	+1 existing level
10 th	+5	+3	+3	+7	Spell master	+1 existing level

Coordinated Focus (Ex): At 5th level, spellbinders employing the harmonious casting ability to cast an area of effect spell increase the spell's damage by one point for every additional caster.

Spell Sculptor (Ex): The metamagic feat Widen Spell only uses up a spell slot two levels higher than the actual spell level.

Residual Effect (Ex): Residual effect requires the usage of the harmonious casting ability. Whenever the number of additional spellcasters exceeds the spell's level, one of the spellcasters does not lose the spell from memory, (if a wizard) or does not use up the spell slot (if a bard or sorcerer). This benefit is determined randomly.

Martyr (Su): Like Eye for an Eye, the spellcaster can sacrifice hit points to deal additional damage, however the number of hit points lost in this manner increases to the spell's level + the spellbinder's Int modifier or Cha modifier (his choice). Otherwise this ability functions in an identical manner to Eye for an Eye.

Gestalt (Ex): At 9th level, spellbinders deploying the harmonious casting ability, miraculously conjure a duplicate of the intended spell that functions at the level of the group's weakest member if the additional number of casters equals or exceeds the spell's level. For instance, if four 9th level spellbinders cast a *lightning bolt*, five *lightning bolt* spells take place with the additional *lightning bolt* functioning as if cast by the weakest member of the group.

Spellmaster (Ex): Once per day, the spellbinder can spontaneously use the Widen Spell feat on any spell at no additional cost.

Prestige Classes

There are those who seek to learn all they can within the burning sands, and these brave souls generally uncover new prestige classes available to those with specialized interests.

Forest Slayer

Forest slayers (Cron-kar Suun) are the guardians of the ramzadi and the forest. They live a solitary existence serving to protect the two sources they love the most from outsiders and intruders. Spiritually guided, their souls are immersed and connected with the magic that makes up the forest itself. This connection allows them to literally fade into the background and disappear from view. Like a chameleon, their very skin changes to match those of their surroundings, making them the ultimate hunter. Those who reach the highest levels of skill are able to camouflage themselves to the point where they appear virtually transparent, their bodies totally cloaked and reflecting the surroundings. They are masters of their realm and use their abilities to strike fear and terror into those deserving of their wrath.

Cron-kar Suun are the elite of the ramzadi, secretive and only seen when they wish to be seen. Adventurers may tell tales of these forest warriors, but the only evidence of their existence is the corpses

of the ones who were considered a threat. No ramzadi will ever speak of these warriors to any non-ramzadi, for it is the highest honor a clan may bestow upon an individual and a great responsibility to bear.

Hit Dice: d10

Requirements

To become a forest slayer (Cron-kar Suun), a character must fulfill all of the following criteria:

Race: Ramzadi

Base Attack Bonus: +5

Feats: Point Blank Shot, Precise Shot, Skill Focus (hide), Weapon Focus (triple threat crossbow).

Skills: Climb 4 ranks, Hide 8 ranks, Survival 6 ranks.

Special: Must be able to cast 1st level divine spells.

Class Skills

The forest slayer class skills (and the key ability for each) are Climb (Str), Craft (Wis), Hide (Dex), Jump (Str), Knowledge (nature) (Int), Listen (Wis), Move Silently (Dex), Spot (Wis), and Survival (Wis).

Skill Points at Each Level: 2 + Int modifier.

Class Features

All of the following are class features of the forest slayer prestige class.

Weapon and Armor Proficiency: Forest slayers are proficient with all simple and martial weapons in addition to the triple threat crossbow. They gain no armor or shield proficiencies.

Bonus Feat: At 4th and 8th levels, a forest slayer gains a bonus feat that may be chosen from any GM approved source.

Lurker in the Leaves (Ex): The Cron-kar Suun's primal connection to the forest allows him to blend into his environment. By studying his surroundings, he can alter the coloration of his skin to match those surroundings. His skin takes on the same tones and colors, even patterns of leaves and vines appear. This is a full round action that provides a +2 circumstance bonus to his Hide checks. This ability functions in any environment, but confers no benefit if the forest slayer is wearing medium or heavy armor, since his skin is covered from view.

Sniper Shot (Ex): A forest slayer learns to target vulnerable points on his enemy, hitting vital areas and killing with a single arrow or bolt. The Cron-kar Suun inflicts an additional 1d6 points damage against targets that lose their Dexterity bonuses to AC against his ranged attacks. This bonus damage does not apply in melee attacks or against creatures that are immune to critical hits or sneak attack damage. This damage increases by 1d6 every other level starting with first level. This damage only applies to creatures within 75 ft. of the forest slayer and cannot be used against creatures that gain the benefits concealment (except with a critical hit – see below).

Phantom Strike (Ex): A 2nd level, a forest slayer may remain concealed if he uses a standard action

Table 2.5: The Forest Stalker

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1	+1	+2	+2	+0	Lurker in the leaves, sniper shot +1d6
2	+2	+3	+3	+0	Phantom strike
3	+3	+3	+3	+1	Sniper shot +2d6
4	+4	+4	+4	+1	Eyes of the shadow, Bonus feat
5	+5	+4	+4	+1	Sniper shot +3d6
6	+6	+5	+5	+2	Shadow warrior – 1/day
7	+7	+5	+5	+2	Sniper shot +4d6
8	+8	+6	+6	+2	Hide in plain sight, Bonus feat
9	+9	+6	+6	+3	Sniper shot +5d6
10	+10	+7	+7	+3	Shadow warrior – 2/day

to make a single ranged attack (one shot) from hiding against a target at least 30 ft. from his position. The Cron-kar Suun must make a Hide check as normal and remain hidden **before** making his attack. After his attack, his enemies must make a successful Spot check as normal to discover his position. The ability only works with a single shot; subsequent shots may be attempted, by applying the Hide check for each attack (see above).

Eyes of the Shadow (Ex): With his great experience and training in the use of a bow or triple threat crossbow, a 4th level Cron-kar Suun learns to “fill in” the details of his target that would otherwise be concealed by shadows, mist, branches and foliage. When making a ranged attack against a target that gains the benefit of concealment, the forest slayer gains a +2 circumstance bonus on all attack rolls. If a critical hit occurs on an attack, sniper shot damage may be added in addition to critical damage.

Shadow Warrior (Su): Cron-kar Suun learn to call upon the spirits of the forest to conceal them, cloaking them in a field of energy that bends light and conceals their presence. Once per day, a 6th level forest slayer may activate this ability for one round per level of forest slayer. During this time, his form becomes blurry and transparent. He gains a +10 circumstance bonus to Hide checks and all attacks against him suffer a 20% miss chance. At 10th level, a Cron-kar Suun may use this ability two times per day.

Hide in Plain Sight: At 8th level, a forest slayer learns to blend his skin and equipment into the environment around him so cunningly that he can walk openly through an area without drawing notice to himself. He could stand in the middle of the room and the chameleon-like nature of his skin would render him virtually transparent. The Cron-kar Suun suffers no penalty to Hide checks when moving his normal speed and a -10 penalty when running or charging. Even while under direct observation, he may still attempt to hide with a -10 penalty to his check.

Legionnaire

The bitter existence of Arena has generated many cultural adaptations over the millennia. Most flourish for a brief period before passing into oblivion with

their adherents. A precious few maintain their hold on time and spread throughout the region, becoming an extension of life in the harshest of the Forge’s domains. The legionnaire is one of those tried and tested adaptations. Introduced only five hundred years ago by the being that would eventually become the Grand Asherake, the legionnaires have risen from an obscure mounted militaristic order to become the undisputed instruments of war.

Fighters, rangers, paladins, and barbarians regularly become legionnaires, as their combative lifestyle is appropriate to such pursuits. Rogues, clerics, and militaristic arcane spellcasters also take this prestige class, seeing it as a path to power and influence. Bards, druids, and non-militaristic spellcasters normally shun this vocation, as its brutal stance on life and servitude is an affront to them.

NPC legionnaires tend to congregate in large groups, promoting a cause close to their hearts or selling their services to the well-heeled warlord. Such warlords aggressively seek to establish contract with legionnaire units, seeing in them the epitome of combat prowess.

Hit Die: d10.

Requirements

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

Alignment: Any nonchaotic.

Base Attack Bonus: +5.

Skills: Handle Animal 5 ranks, Ride 5 ranks.

Feats: Animal Affinity, Mounted Combat.

Special: The character must have had the same mount for at least one year prior to assuming this prestige class.

Class Skills

The legionnaire’s class skills (and the key ability for each) are Balance (Dex), Climb (Str), Handle Animal (Wis), Heal (Wis), Intimidate (Cha), Jump (Str), Knowledge (geography) (Int), Knowledge (local) (Int), Ride (Dex), Survival (Wis).

Skill Points at Each Level: 2 + Int modifier.

Table 2.6: The Legionnaire

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1	+1	+2	+2	+0	Brothers bond, empathic link, impromptu weapon
2	+2	+3	+3	+0	Smite foe 1/day
3	+3	+3	+3	+1	Ride-By Attack
4	+4	+4	+4	+1	Critical threat 1/day, evasion
5	+5	+4	+4	+1	Smite foe 2/day
6	+6	+5	+5	+2	Enhanced mounted archery +2
7	+7	+5	+5	+2	Critical threat 2/day, trample
8	+8	+6	+6	+2	Smite foe 3/day
9	+9	+6	+6	+3	Spirited charge
10	+10	+7	+7	+3	Critical strike

Class Features

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

Weapon and Armor Proficiency: A legionnaire is proficient with all simple and martial weapons, and all types of armor and shields.

Brothers Bond (Su): When initially paired, a legion mount and legionnaire engage in a ceremony known as the *Kirran Pa'tak*, or Brothers Bond. During this solemn event the presiding legionnaires bleed each participant, draining a portion of their blood into a specially constructed gold vessel. The intermixed bloods are then infused with secret herbs and arcane ingredients, which are used to anoint the bonding pair. The exchange of blood and spiritual essence links the pair for life. A legion mount does not age as long as it is bonded, but does age at double normal rate if its bondmate is killed. Youthful bonded mounts continue to age until their physical prime is achieved, after which their aging process ceases. If a slain rider is returned to life, the accelerated aging ceases, though any accumulated affects remain. The rider of a slain mount immediately takes the mount's HD as permanent damage. This loss cannot be restored by any means. A rider may bond with only one mount at a time, and must wait one year before taking a new mount.

Empathic Link (Su): A bonded rider and mount share an empathic link to a range of one mile per character level. Neither can experience the sensations of the other, but they can communicate telepathically. Communications are reflective of the mount's species, but not its intelligence. A mount inherently comprehends its rider's intent and desires. As long as the rider and mount are within the range limit, they unerringly determine the direction and distance of the other, though not the safest path. The mount obeys any command given it by its rider, unless it comes from a bondmate suffering under mind-influencing affects. A mount can unerringly detect such influence and acts in the best interest of the rider if this should occur.

Impromptu Weapon (Ex): The martial skills of the legionnaires are so finely honed that they can utilize any implement as a weapon, suffering no penalties for its use. Bottles, chairs, cooking pots, or

even scraps of clothing can be instantly converted into deadly instruments of destruction. Such items deal damage as the simple weapon they most closely emulate, with a -2 damage penalty (1 hit point minimum). For instance, a cornered legionnaire may take up a broken stick and wield it as a dagger, doing 1d4-2 damage with no penalty to hit. An impromptu weapon may deliver a maximum of four times its material hp before being rendered useless. So if the above stick possesses 3 hp, it can deliver 12 hp of total damage before breaking.

Smite Foe (Su): Once per day at 2nd level, a legionnaire may attempt to smite any foe with a normal melee attack. He adds +1 or his Charisma bonus to the attack roll (whichever is greater) and deals 1 extra point of damage per character level. If the legionnaire accidentally smites a creature that is obviously not a foe, the smite has no effect but it is still used for that day. This ability increases to 2/day at 5th level and 3/day at 8th level.

Ride-By Attack (Ex): At 3rd level a legionnaire gains the free feat Ride-By Attack. If the legionnaire already possesses this feat, he gains a +4 competence bonus to Ride instead.

Critical Threat (Ex): Once per day at 4th level a legionnaire can state that an attack is an automatic critical threat. Thus if the attack roll succeeds, it is treated as a critical with no second attack roll required. If the attack roll fails, the use of this ability is wasted for the day. This ability can be used equally with ranged or melee weapons. At 7th level the legionnaire can use this ability 2/day.

Evasion (Ex): At 4th level, a legionnaire who makes a Reflex save against an effect that normally deals half damage on a successful save instead takes no damage. This ability works only if the legionnaire is wearing no, light, or medium armor. This ability extends to the legionnaire's bonded mount as he is astride it. A helpless legionnaire does not gain the benefit of evasion.

Enhanced Mounted Archery (Ex): At 6th level, a legionnaire gains a +2 competence bonus on all ranged attacks made while mounted. This ability stacks with Mounted Archery, effectively negating the attack penalty.

Trample (Ex): At 7th level, a legionnaire gains a +2 competence bonus on all trample attacks made while mounted. In addition, if astride a bonded mount, the mount is allowed an additional primary attack against a prone foe instead of one.

Spirited Charge (Ex): When astride a bonded mount and using a charge attack, the legionnaire inflicts triple damage with a melee weapon, or quadruple damage with a lance or spear.

Critical Strike (Ex): Every time a critical effect is rolled with a melee or missile weapon, the weapon's base damage is added to the final damage total, provided the legionnaire is proficient with the weapon in question. Thus if a +3 *longword* were used, the weapon deals 3d8 plus all relevant bonuses every time a critical is rolled. This power can be used in conjunction with the legionnaire's critical threat power and is in continual effect.

Mass Combat

Whether mounted or afoot, legionnaires are awesome opponents. The bane of most everything on the field of valor, individually they stand head and foot above common rabble. However, when in battle formation, legionnaires lay waste to foes with lethal efficiency. Whether with lance or bow, they are the masters of carnage and the object of deserved respect

The following rules apply when legionnaires comprise a unit as defined in the mass combat system found in *OATHBOUND: Arena*. In all cases, a unit of legionnaire is assumed to function as a cavalry unit when astride bonded mounts or as a footmen unit when without bonded mounts. The following alterations are applied to either base unit when it is composed of legionnaires.

Cost: Legionnaire units are costly. All normal costs to raise, maintain, and advance a unit are increased by 50%.

Movement: Legionnaire units have a 10-foot bonus applied to the base unit's movement. Thus a legionnaire cavalry unit has a movement of 60 feet.

Saves: The unit's Reflex saves are considered good instead of poor. For example, a 6th level legionnaire footmen unit has a Reflex save of +5.

Defensive Rating: The defensive rating of a legionnaire unit increases by two to reflect their superior armor and training.

Special Abilities: All cavalry or footmen special abilities are retained and are held in conjunction with

the legionnaire special abilities, which are identical to those held by individual legionnaires, except as noted below.

Critical Strike: A 10th level unit of legionnaires automatically deals 1-1/2 times the damage dice as determined on the DMT against a specified opponent.

Critical Threat: Once per day at 4th level and twice per day at 7th level, a legionnaire unit inflicts 1-1/2 times the damage dice as determined on the DMT. Thus when this ability is used, a 4th level legionnaire cavalry unit that rolls a difference of 12 on the DMT would inflict 21d10 damage dice instead of 14d10.

Smite Foe: The legionnaire unit adds one to the roll on the DMT and adds its level times ten as additional damage to a specified unit.

Spirited Charge: A legionnaire cavalry unit adds 5 to the DMT roll if charging with a melee weapon and adds 10 if charging with a spear or lance.

Trample: The legionnaire unit adds its level time ten as additional damage when astride their bonded mounts.

Legion Mounts

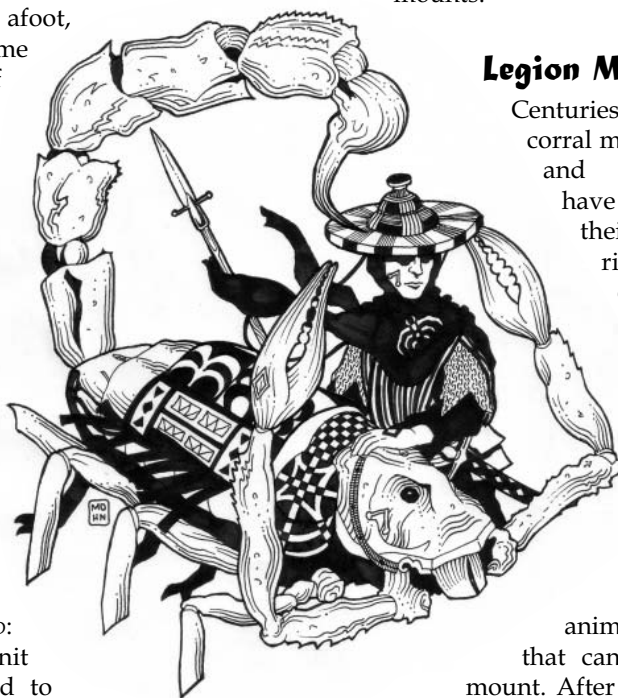
Centuries of intensive breeding by the corral masters of the Grand Asherake and others throughout Arena have created mounts unique in their ability to meld with their rider. Bred for strength and endurance, Arena mounts are the epitome of martial cavalry and are capable of surprising feats of combat mobility and faithfulness. When linked through blood and spirit through the *Kirran Pa'tak*, the mount and its rider are an entity greater than its parts.

Legion mounts can be any animal, magical beast, or vermin that can be conceivably used as a mount. After completing the *Kirran Pa'tak* ceremony, the bonded mount can understand the native language of their rider.

Legion Mount Ability Descriptions: The Brothers Bond between rider and mount manifests itself in several unique ways. All of the following abilities are gained at specific legionnaire levels. A legion mount retains all the mount's species special attacks and also those listed below. All bonuses to attack and saves are added to the base numbers as detailed in the mount's racial description. A legion mount gains Intelligence and Wisdom scores equal their racial average or half that of their bonded rider, whichever is greater. Because of their acquisition of intelligence, vermin are allowed to take feats in accordance to their HD, but otherwise retain all vermin traits.

Bonus Hit Dice: These HD are added to the base HD of the mount's species description.

Natural Armor Bonus: This number represents bonus to the mount's natural armor class.



A Legionnaire and his scorpion mount
Illustrated by Jesse Mohn

Table 2.7: Legion Mounts

Prestige Class Level	CR Adj.	Bonus HD	Natural Armor Adj.	Str/Con Adj.	Dex Adj.	Special
1-2	+1	+2	+0	+2	+0	Improved movement, martial superiority +1
3-4	+1	+3	+2	+4	+1	Defensive rage, uncanny dodge
5-6	+2	+4	+4	+6	+2	Evasion, martial superiority +2
7-8	+2	+5	+6	+8	+3	Greater trample, improved uncanny dodge
9-10	+3	+6	+8	+10	+4	Improved evasion, martial superiority +3

Strength/Constitution Adjustment: This number is added to the mount's Strength and Constitution scores as detailed in its species description.

Dexterity Adjustment: This number is added to the mount's Dexterity score as detailed in its species description.

Defensive Rage (Ex): If a mount's rider is dismounted and in eminent danger, the mount becomes enraged and attempts to shield him from harm. Typically, a mount stands over a fallen rider and fends off aggressors until the danger has passed or it is slain. When so enraged, a mount gains +4 to Strength and Constitution, and a +2 morale bonus on Will saves, but suffers a -2 penalty to AC.

The increase in Constitution increases the mount's hit points by 2 points per HD, but these hit points go away at the end of the rage when the Constitution score drops back to normal. While raging, a mount cannot use skills or abilities that require patience and concentration, though it empathic ability to locate its rider remains in effect.

A fit of rage lasts for a number of rounds equal to 3 + the mount's (newly improved) Constitution modifier. The mount may not prematurely end the rage as long as the legionnaire remains in danger. At the end of the rage, the mount is fatigued (-2 to Strength, -2 to Dexterity, cannot charge or run) for the duration of that encounter. The mount can only fly into a rage once day. Entering a rage is a free action, but the mount can only do it during its action.

Evasion: (Ex): When the legionnaire is 5th level his bonded mount gains the evasion special ability even when the legionnaire is absent. A mount that makes a Reflex save against an effect that normally deals half damage on a successful save instead takes no damage. This ability works only if the mount is wearing no, light, or medium barding. A helpless mount does not gain the benefit of evasion.

Greater Trample (Ex): During a charge action, or as a full-round action, a legion mount can move up to twice its normal movement and attempt to trample an opponent at least one size category smaller than itself. If successful, the mount inflicts normal melee damage according to its main attack type plus 1-1/2 times its Strength modifier plus its HD. Thus a boar legion mount would inflict 1d8+7 hit points of damage. The victim of this attack can either attempt an attack of opportunity at a -4 attack penalty or attempt a Reflex save (DC = 10 + legion mount's HD + 1/2 legion mount's Str modifier) for half damage. This attack mode can be used during a defensive rage. Mounts that use this ability find it physically

taxing and incur a -2 attack and damage circumstance penalty for 3 rounds beginning immediately after the trample attempt. During this period the mount cannot run.

Improved Evasion (Ex): This ability works like evasion, except that the mount and mounted legionnaire take half damage on a failed Reflex save instead of full damage. A helpless mount negates this ability for both the mount and rider.

Improved Movement (Ex): A bonded mount gains a 10-foot bonus to all natural modes of movement.

Improved Uncanny Dodge (Ex): The mount and mounted rider cannot be flanked and are not subject to sneak attack damage from a rogue unless the rogue is at least four level higher than the rider's legionnaire level. This special ability stacks with similar abilities, using levels in those classes to determine the minimum rogue level that can bypass this ability.

Martial Superiority (Ex): As long as a bonded legionnaire and mount are fighting within 30 feet of each other, they both gain a +1 dodge bonus to their AC and a +1 insight bonus to attacks, damage, and all saves. The bonuses increase to +2 when the legionnaire reaches 5th level, and +3 at 9th level.

Uncanny Dodge (Ex): A mount and mounted bonded legionnaire retain their Dexterity bonus to AC (if any) if caught flat-footed or struck by an invisible attacker as long as the rider is mounted. Further, the mount and rider cannot be flanked while mounted.

Sample Bonded Mounts

The following are examples of legion mounted bonded to 7th level legionnaire with 14 Intelligence and 13 Wisdom.

Monstrous Scorpion, Bonded Mount: CR 5; Large Vermin; HD 10d8+60; hp 120; Init +1; Spd 50 ft.; AC 23, touch 10, flat-footed 22; BAB +7, Grpl +19; Atk 2 claws +15 melee (1d6+8) and sting +13 melee (1d6+4 plus poison); Space/Reach 10 ft./5 ft.; SA Constrict (1d6+8), defensive rage, greater trample (1d6+22), improved grab, martial superiority +2, poison; SQ Brothers bond, darkvision 60 ft., evasion, improved movement, improved uncanny dodge, tremorsense 60 ft., uncanny dodge; AL N; SV Fort +13, Ref +4, Will +3; Str 27, Dex 13, Con 22, Int 7, Wis 10, Cha 2.

Skills & Feats: Climb +9, Hide +3, Spot +5; Dodge, Mobility, Multiattack, Run.

Dire Bear, Bonded Mount: CR 11; Large Animal; HD 17d8+136; hp 238; Init +3; Spd 50 ft.; AC 25, touch 12, flat-footed 22; BAB +12, Grpl +30; Atk 2 claws +26 melee (2d4+14) and bite +21 melee (2d8+7); Space/Reach 10 ft./5 ft.; SA Defensive rage, greater trample (2d4+38), improved grab, martial superiority +2; SQ Brothers bond, evasion, improved movement, improved uncanny dodge, low-light vision, scent, uncanny dodge, uncanny dodge; AL N; SV Fort +18, Ref +9, Will +8; Str 39, Dex 16, Con 27, Int 7, Wis 12, Cha 10.

Skills & Feats: Listen +12, Spot +12, Swim +16; Alertness, Endurance, Improved Initiative, Run, Toughness, Weapon Focus (claw).

Shadow Assassin

Some of the most lethal assassins on the Forge are disciples of Raghuvēer, the Shadow Mage. Trained exclusively by the enigmatic wizard himself, the shadow assassins of Arena are protégés of the master of Port Raghuvēer and are some of the deadliest killers in the domain. Cloaked in the cool darkness of Arena's fleeting shadows, the soundless shadow assassin is trained to use the gloom to stalk their victims and dispose of them in an assortment of nefarious ways. Much as their master, shadow assassins have begun the evolution of the Focus of the Shadow prestige race, becoming mysterious ghosts in the darkness to further their own ways as well as the desires of the Shadow Mage.

Becoming a shadow assassin is much more difficult than achieving other prestige classes, as training in the arts of using darkness and assassination under the tutelage of Raghuvēer is not an easy thing to do. Becoming an assassin and obtaining the Focus of the Shadow is not uncommon; however, the training and devotion needed to use these abilities to their fullest is what the Shadow Mage offers those willing to join his service. For this knowledge and power the shadow assassin is forever beholden to Raghuvēer, though pursuit of personal wealth and power is acceptable as long as it is not contrary the will of their master.

Shadow assassins are the backbone of Raghuvēer's slayer network, and they have often changed the course of Arena history with their assassinations of warlords and their generals. Unlike regular assassins, the servants of Raghuvēer do not have the ability to cast spells unless they take levels in another spellcasting class. What they lack in spells they make up for in various shadow and darkness abilities. Player character shadow assassins often find themselves, and possibly their companions, on special missions for the Shadow Mage

Hit Die: d6

Requirements

To begin attaining levels as a shadow assassin a character must fulfill the following requirements:

Alignment: Lawful Neutral or Lawful Evil

Class Level: 5th level Rogue

Base Attack Bonus: +5

Skills: Move Silently 10 ranks, Hide 10 ranks

Foci: Must have Focus of the Shadow (*Shadow Creature*)

Class Skills

The shadow assassin's class skills (and the key ability for each) are Balance (Dex), Bluff (Cha), Climb (Str), Concentration (Con), Disable Device (Int), Escape Artist (Dex), Gather Information (Cha), Hide (Dex), Knowledge (arcana) (Int), Jump (Str), Listen (Wis), Move Silently (Dex), Open Lock (Dex), Search (Int), Sense Motive (Wis), Slight of Hand (Dex), Spot (Wis), Tumble (Dex), Use Rope (Dex).

Skill Points at Each Level: 6 + Int modifier.

Class Features

All of the following are class features of the shadow assassin prestige class.

Weapon and Armor Proficiency: A shadow assassin's weapons and training focus on equipment suitable for stealth and sneak attacks. Shadow assassins are proficient crossbow (hand, light), daggers (any type), dart, kurkri, rapier, sap, scimitar, and short sword. Shadow assassins are proficient with light armor, but not shields.



*The Shadow Assassin
Illustrated by Stephen Lantham*

Table 2.8: The Shadow Assassin

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1 st	+1	+0	+2	+0	Sneak attack +1d6, death attack
2 nd	+2	+1	+3	+0	Hide in plain sight, shadow heal
3 rd	+3	+1	+3	+1	Sneak attack +2d6, darkness
4 th	+4	+1	+4	+1	Must evolve to <i>Shaded Creature</i> , shadow strike
5 th	+5	+2	+4	+1	Sneak attack +3d6, dark umbra
6 th	+6	+2	+5	+2	Improved uncanny dodge
7 th	+7	+2	+5	+2	Sneak attack +4d6
8 th	+8	+3	+6	+2	Must evolve to <i>Veiled Creature</i> , choking shadow
9 th	+9	+3	+6	+3	Sneak attack +5d6
10 th	+10	+3	+7	+3	Shadow walk

Evolution: In addition to the requirement of being a shadow creature, to progress in experience beyond 4th and 8th level a shadow assassin must continue to evolve as a shadow creature (Focus of the Shadow – see Oathbound: Domains of the Forge). Prior to achieving 4th level the shadow assassin must evolve into a shaded creature, and prior to 8th level a veiled creature.

Sneak Attack: This skill is exactly like the rogue ability of the same name. The extra damage dealt increases by +1d6 at higher levels. If a shadow assassin gets a sneak attack bonus from another source (such as rogue levels), the bonuses on damage stack.

Death Attack: If a shadow assassin studies his victim for three rounds and then makes a sneak attack with a melee weapon that successfully deals damage, the sneak attack has the additional effect of possibly either paralyzing or killing the target (assassin's choice). This ability is the same as that of normal assassin (see DMG).

Shadow Heal (Su): At 2nd when a shadow assassin is cloaked in complete darkness he can regenerate 1 hit point per turn.

Darkness (Sp): Three times per day beginning at 3rd level shadow assassin is able to cast darkness as a spell-like ability at their assassin's level, and can see in the dark as if they were continually under the effects of a darkvision spell.

Shadow Strike (Su): At 4th level the shadow assassin gains the ability to inflict damage upon a target by attacking its shadow. A successful attack against a target's shadow (against the victim's touch AC) inflicts nonlethal damage (for the full damage amount of the attack) upon the victim and the loss of one point of Constitution per strike. Lost Constitution points can only be regenerated (at a rate of one point/turn) in direct sunlight.

Dark Umbra (Su): Beginning at 5th level a shadow assassin gains a +2 competence bonus to Hide and Move Silently when cloaked in near darkness or under the cover of night. This bonus increases to +4 at 7th level, and +6 at 9th level.

Improved Uncanny Dodge (Ex): A shadow assassin of 6th level or higher can no longer be flanked. This defense denies another rogue the ability to sneak attack the character by flanking him, unless the attacker has at least four more rogue

levels than the target does. If a character already has uncanny dodge from a second class, the character automatically gains improved uncanny dodge instead, and the levels from the classes that grant uncanny dodge stack to determine the minimum rogue level required to flank the character.

Choking Shadows (Su): At 8th level a shadow assassin is able to absorb all shadows in the immediate area and then send them out to smother opponents. The absorption takes one round, and then the choking shadows attempt to suffocate everything in a 30' radius of the shadow assassin. All victims in this radius must make a Fortitude save (DC 20) or suffer 5d6 damage. The damage decreases by 1d6 per round over the course of five rounds until the shadows dissipate. Victims are allowed a Fortitude save each round to disperse the shadows, and those that fail their save can do no other action that round other than move five feet. Creatures that do not breathe air are not affected by this attack. This ability can be used once per day.

Shadow Walk (Sp): At 10th level a shadow assassin gains the ability to use shadow walk as if he were an 11th level sorcerer, once per day.

Wellspringer

From the dawn of Arena's creation the intoxicating allure of unearthing a mother lode of buried mineral riches ignites and captivates the vivid imagination of Arena's avaricious warlords and ambitious usurpers. The lucrative treasures extracted from Arena's countless mines provide its rapacious warlords with the economic means to field vast armies and further their military aspirations while providing ample motivation for their greedy subordinates. Yet the domain's towering dunes of granular red sand conceal a more precious commodity frequently overlooked when compared to the tantalizing prospect of discovering instant wealth and notoriety. While material affluence and temporal power sate the ego, the nourishing oases of pure water replenish the body and sustain life.

Without a plentiful supply of the life-giving liquid, the valuable deposits hidden within the dark depths below the surface remain beyond the grasp of the domain's stalwart miners. The inseparable link between water and the capacity to retrieve

the domain's priceless natural resources makes the availability and accessibility to the essential fluid a necessity. In most instances, miners rely upon a nearby natural oasis to quench their thirst in the desert's stifling heat; however some veins lie in remote locales far from any adequate source of potable water. Although spells and some magical items temporarily suffice, the mine's continued operation depends upon the creation or discovery of a permanent oasis.

When faced with this arduous challenge, warlords call upon the extraordinary services of an accomplished wellspringer, a druid specializing in the formation of new oases. A unique breed of nomadic profiteers, wellspringers spend much of their lives under the scorching glare of Arena's dual suns, carefully mapping and studying the domain's topographical features as well as the lifecycles of its indigenous, natural inhabitants. The combination of extensive experience, mystical insight and an uncanny sense of intuition enable the wellspringer to literally summon water from the parched sands' bloated underbelly.

Many upstart warlords privately attribute the attainment of their lofty position to the remarkable efforts of the enigmatic desert druid. Unlike druids from other worlds, the cryptic and extremely territorial wellspringer usually leads a solitary existence bereft of any organized druidic circle or society. Wellspringers view other members of their profession as business rivals rather than kindred spirits, a self-centered outlook that primarily accounts for their hermitic lifestyle.

Despite their outwardly misanthropic appearance, wellspringers display an unwavering fealty toward their warlord master. Whenever duty calls, rival wellspringers residing within the warlord's lands put their petty differences aside to fight in defense of their territory. Although seemingly altruistic, their fanatical loyalty results exclusively from their love of material wealth primarily in the form of rare gems and magical items rather than genuine fidelity toward their secular leader.

Hit Die: d8

Requirements

To become a wellspringer, the character must fulfill all of the subsequent criteria.

Alignment: Lawful neutral, neutral, chaotic neutral, neutral evil.

Skills: Knowledge (geography) 4 ranks, Knowledge (nature) 8 ranks, Survival 8 ranks.

Spells: Able to cast *create water*, *soften earth* and *stone*, and *plant growth*.

Special: Able to wild shape

Class Skills

The wellspringer's class skills (and the key ability for each skill) are Appraise (Int), Concentration (Con), Craft (any) (Int), Diplomacy (Cha), Handle Animal (Cha), Heal (Wis), Knowledge (geography), Knowledge (nature), Listen (Wis), Profession (any) (Wis), Ride (Dex), Spellcraft (Int), Spot (Wis), Survival (Wis) and Swim (Str).

Skill Points at Each Level: 4 + Int modifier.

Class Features

The wellspringer possesses all of the subsequent class features.

Mass Combat: Wellspringers function as divine spellcasters. Wellspringers that utilize their vermin shape ability increase their DR by +1 per two unit levels, but are unable to heal or cast offensive spells in this form. Their damage remains unchanged.

Weapon and Armor Proficiency: Wellspringers acquire no proficiency with any weapon or armor.

Acclimated (Ex): The wellspringer gains fire resistance 5, and he can go 1 day plus a number of hours equal to double his Constitution score before he must start making hourly Constitution checks as the result of thirst. The Environment heading in the *DMG* provides additional details regarding thirst.

Create Oasis (Su): Unlike the construction of a mine, the spawning of an oasis is more of a spiritual and intuitive endeavor rather than a product of reason or

exact science. The procedure begins with an extensive search throughout a designated 10 square mile area. The hunt for a subterranean body of water beneath the arid sands takes one full month to complete. At the end of this one-month period, the wellspringer must make a Survival check (DC 20) to locate a suitable site for the oasis. If he fails, his efforts are wasted, although he can spend another month in the same general locale and try again.

When the wellspringer identifies his oasis' intended location, he spends the next seven days sprinkling the



Table 2.9: The Wellspringer

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Spells per Day
1 st	+0	+2	+0	+2	Acclimated, Create Oasis, Maintain Oasis, Vermin Companion	+1 existing class
2 nd	+1	+3	+0	+3	Miraculous Growth	+1 existing class
3 rd	+2	+3	+1	+3	Vermin Shape 1/day	+1 existing class
4 th	+3	+4	+1	+4	Venom Immunity	+1 existing class
5 th	+3	+4	+1	+4	Burrow	+1 existing class
6 th	+4	+5	+2	+5	Vermin Shape 2/day	+1 existing class
7 th	+5	+5	+2	+5	Invoke Thirst	+1 existing class
8 th	+6/+1	+6	+2	+6	River of Mud	+1 existing class
9 th	+6/+1	+6	+3	+6	Vermin Shape (large)	+1 existing class
10 th	+7/+2	+7	+3	+7	Shifting Sands	+1 existing class

area with a variety of seeds and casting the following spells once per day in rapid succession: *create water*, *soften earth and stone*, *plant growth*. After finishing the aforementioned ritual, the wellspringer awakens before dawn and buries his hands deep into the smoldering sands before entering into a deep trance. The instant daylight strikes the prone wellspringer; he slowly rises to his feet, attempting to pull the nourishing water to the surface in the same fluid motion. The wellspringer succeeds if he makes a Will save (DC 20), miraculously creating a vibrant oasis.

Failure requires the wellspringer to perform the entire ritual anew. Regardless of the outcome, the process of creating the oasis necessitates the expenditure of 100 gp for every ten feet of its radius. The oasis' radius equals (the wellspringer's level + his Wis modifier) x 10 feet.

Maintain Oasis: Unlike a naturally occurring oasis, the product of the wellspringer's singular efforts requires constant maintenance; otherwise the desert reclaims the burgeoning spring of life. Once every month, the wellspringer must make a Knowledge (nature) check (DC 20) to preserve the oasis' tenuous hold on the desert. If his result exceeds the aforementioned Difficulty Class, the oasis' radius increases by a number of feet equal to the difference between his result and the Difficulty Class. Conversely, failure causes the oasis' radius to shrink by a number of feet equal to the difference between 20 and the wellspringer's result. Regardless of the check's outcome, the gold piece cost of maintaining the oasis is identical to its radius; therefore the proper maintenance of a 100-foot radius oasis demands the expenditure of 100 gp per month.

Spells: Wellspringers continue to receive new spells as if they acquired another level in the spellcasting class that they belonged to prior to becoming a wellspringer. However, they do not attain any other abilities gained from a level increase from the spellcasting class. If the character had more than one spellcasting class, the player decides which spellcasting class receives the additional level for purposes of determining his spells per day and spells known.

Vermin Companion (Ex): In addition to the animal companions typically available to a druid or

ranger, a wellspringer may select a vermin companion from the following list: centipede, scorpion or spider. The wellspringer's vermin companion follows the same rules as druid's animal companion found in the PHB. The bond between the wellspringer and his companion immediately endows his companion with a limited degree of Intelligence, i.e. an Intelligence score of 2.

Miraculous Growth: Whenever the wellspringer casts a spell that creates, alters or destroys plants, the spell receives the benefits of the Enlarge Spell feat at no additional cost.

Vermin Shape (Su): At 3rd level, the wellspringer acquires the ability to transform into any Small or Medium vermin and back again once per day. The effect lasts for 1 hour per wellspringer level or until he changes back into his normal form. At 6th level, the wellspringer can utilize the ability twice per day, and at 9th level, the wellspringer can change into any large vermin. Otherwise, vermin shape is identical to the druid ability wild shape as described in the PHB.

Venom Immunity (Ex): At 4th level, wellspringers are immune to all poisons originating from a living or organic source. They are not immune to mineral toxins such as arsenic or the poisonous breath of an iron golem.

Burrow (Ex): A wellspringer in vermin form can burrow through the desert sand at half his normal movement rate. While burrowing, the character must hold his breath, forcing him to periodically return to the surface for a fresh supply of air. A character can hold his breath for 2 rounds for every point of Constitution without making additional checks. Characters exceeding this limit must make a Constitution check (DC 10 + 1 per previous check) every round; otherwise he lapses into unconsciousness. An unconscious character drops to -1 hit point on the following round and then suffocates on the next round.

Invoke Thirst (Su): The wellspringer's melee touch attack drains moisture from any living creature that it hits, requiring the victim to make a Fort save (DC 10 + ½ wellspringer level + Wis modifier) or suffer 1d6 points of nonlethal damage from thirst and become fatigued. If the wellspringer's attack strikes a

fatigued creature that fails its saving throw, the victim sustains 1d6 points of nonlethal damage and becomes exhausted. The wellspringer can employ this ability a number of times per day equal to his Constitution modifier.

River of Mud (Su): Once per day, the wellspringer strikes the sands with his fist, creating a fissure in the desert that releases a 10-foot wide and 80-foot long line of raging water. All large-size creatures and smaller in its path must make a Reflex save (DC 10 + 1/2 wellspringer level + Wis modifier) to avoid the roaring torrent; otherwise the tremendous force deals 1d6 points of nonlethal damage and knocks the victim to the ground while hurling him 1d6 feet back. Any creatures prone in the mud sink up to their waist unless they possess the means to escape the mud by flying, levitating or using a form of locomotion other than walking. The mud slows the creature's movement to 10 feet and causes a -2 penalty on its attack rolls and AC.

Shifting Sands (Su): Once per day, the wellspringer can radically transform the topography of a 100-foot cube of sand. The effect lasts for one minute, reducing movement through the area by half and imposing a -2 penalty to attack rolls and AC of all creatures within its area of effect. In addition, the constantly shifting ground requires all creatures moving through the dunes to make a Reflex save (DC 15 + wellspringer's Wis modifier); otherwise they fall prone at the beginning of their movement. Conversely, creatures within the swirling tumult of sand benefit from partial concealment, causing all attacks against them to suffer a 10% miss chance.

Prestige Races

The Forge changes forever all who set foot upon its surface. The power of the bound god surges through each aspect of reality upon the planet's surface, leeching into every living and non-living thing it touches. This omnipresent power drives those upon the Forge to excel and rise to their fullest potential, and as a result, effects permanent changes within those that crave power.

Few places display more of this drive for change than the depths of Gloomskain. The whole of the underground realm itself seems to have a seething consciousness of its own; moving and changing of its own accord and unlocking windows of being that

simply did not exist mere moments before. Within this shadowy realm two foci can be obtained: the Focus of the Gloom and the Focus of the Grave. Both foci exhibit overtures of darkness and mystery, and are reachable only in the dark underground of Arena.

Focus of the Gloom

All who enter into the darkness of Arena's underground realm, Gloomskain, leave affected in some way; those who trod the path of the Focus of the Gloom are changed in far more dramatic ways than others. Most who spend vast amounts of time (see **Prerequisites**, below) within the Seething Depths soon find themselves irrevocably altered, slowly becoming more in tune to its bizarre twists and turns. Those who slog along this shadowy, ever-shifting path soon learn that the pervading murk hides details of powers and secrets that far outweigh any tangible treasure ever crafted.

Foci of the Unknown

Focus of the Gloom

Focus of the Gloom	Cost
Aphotic Creature	5,000
Tenebrous Creature	6,500
Indistinct Creature	8,000
Nebulous Creature	9,500

Focus of the Grave

Focus of the Grave	Cost
Grim Creature	4,500
Quietus Creature	6,500
Necrotic Creature	8,500
Oblivion Creature	10,500

Focus of the Lodes

Focus of the Lodes	Cost
Melded Creature	1,000
Linked Creature	2,000
Seeking Creature	3,500
Symbiotic Creature	5,000
Loreweb Creature	6,500
United Creature	8,000
Transcendant Creature	12,000

Aphotic Creature

Example: Aphotic Ok'weel

Cost: 5,000 XP

Minimum Level: 5th

Prerequisite: Has spent 1 week/level within Gloomskain

Unavailable to: GM specified races, Brightened creatures.

Details: Aphotic creatures, as their name suggests, no longer have any need of the sun in any manner whatsoever. Plant-based creatures that become aphotic can survive without the nourishing light from

the sun; animals cease to rely on the sun as a source of warmth and as a physiological catalyst.

Aphotic creatures are completely at home within even the deepest patches of inky blackness and in fact, they seek these places out as bastions of solitude and solace. These creatures suffer no ill effects from even an entire lifetime spent away from the sun's light, whether it might be spent within a completely lightless chamber deep within the earth or at the blackest bottom of the deepest ocean.

Creatures that have become aphotic experience several physical changes rather quickly. First, the eyes of an aphotic creature triple in size and take on a watery, luminous quality. If desired by the aphotic creature, their eyes can emit a small, bioluminescent glow that provides enough ambient light for reading (but not much else). Second, the ears of the aphotic creatures become much keener; as a result they are able to detect sounds others would often miss. Third,

the skin of an aphotic creature takes on a dusky hue and develops a clammy air and their hair begins to thin and eventually falls out altogether. Lastly, the creature is able to pull moisture from the very air around it, even in the most arid climes and can derive sustenance from any environment.

Game Effects: The creature gains the Alertness, Blind-fight, and Self-sufficient feats, even if the prerequisites have not been met; they also gain a racial +4 bonus to all Listen checks. Further the creature gains the ability to see in any mundane darkness, but suffers a -1 penalty to all rolls when in direct sunlight. Lastly, the creature is able to draw sustenance from the world around him; so long as there is any measure of water vapor in the air they can obtain all necessary water on a daily basis.

Tenebrous Creature

Example: Tenebrous Ok'weel

Cost: 6,500 XP

Minimum Level: 6th

Prerequisite: Aphotic; has spent an additional 3 weeks/level within Gloomskain

Unavailable to: Non-aphotic races.

Details: Tenebrous creatures are those who have parted ways with the sun forever more, and have become one with the murk and the gloom of the dark places of the world. While they can still walk beneath the sun, it pains them to do so unless they must take overt measures to cloak their forms in darkness. At one with the shadow and the dark places, tenebrous creatures are often considered to be evil in nature, but this is not always the case. Rather, these creatures simply prefer the cool, welcoming folds of the night and the depths to the rays of the searing "fiery eye" that whorls in the sky above.

The skin of tenebrous creatures darkens and becomes mottled and their eyes again enlarge in size, becoming four times as large as original. So long as the tenebrous creature remains totally in the darkness, their footfalls make no sound whatsoever.

Game Effects: The tenebrous creature gains the ability to cast *shadow walk* once day as per a bard

equal to their level. Also, so long as the creature is completely within darkness it is as if he or she is cloaked with the effects of a *silence* spell cast by a 2nd level cleric. Tenebrous creatures that are exposed to direct sunlight for more than one hour per character level loose one point of Strength per hour afterwards, and upon reaching 0 fall into a coma; dying 24 hours later. Finally, the creature gains the ability to manifest a gloomshroud.

Gloomshroud (Su): You possess the ability to wrap your physical form in concealing murk. This ability functions as the spell *obscuring mist*, with the following exceptions: a gloomshroud is composed

of shadow as opposed to mist, it moves with the creature that created it and cannot be dispersed by wind of any kind.

Indistinct Creature

Example: Indistinct Ok'weel

Cost: 8,000 XP

Minimum Level: 8th

Prerequisite: Tenebrous; has spent an additional 6 weeks/level within Gloomskain

Unavailable to: Non-tenebrous races.

Details: Indistinct creatures have begun to take on aspects of the Gloomskain itself, learning the ways of duplicity and deception. These creatures are hard to "pin down", both in combat and in day-to-day dealings and have become increasingly shifty and slippery in nature. Indistinct creatures' forms take on a hazy quality – they seem to be, at all times,

slightly "out of focus" with the rest of reality. They become rail thin and their clothing, despite any and all attempts at repair or replacement, always look threadbare and worn.

Game Effects: The creature can cast the following spell-like abilities, as per a sorcerer of equal level to their own once per day: *dancing lights*, *daze*, *ghost sound*, *lullaby*, *silent image*, *ventriloquism*, and *blur*. Further, the creature gains a +4 racial bonus to the following skills: Bluff, Disguise, Hide, and Sleight of Hand and they gain the Dodge and Mobility feats, even if the prerequisites have not been met.



Nebulous Creature

Example: Nebulous Ok'weel

Cost: 9,500 XP

Minimum Level: 10th

Prerequisite: Indistinct; has spent an additional 9 weeks/level within Gloomskain

Unavailable to: Non-indistinct races.

Details: Nebulous creatures are embodiments of the enigmatic nature of the Gloomskain. Their thoughts and actions shift from moment to moment and the only constant aspect of their personality is that they are in no way constant. This penchant for unpredictability makes them redoubtable opponents, in both the mental and the physical arenas. Their physical form shifts in and out of existence seemingly of its own will and at all times the nebulous creature's entire being discharges an apathetic, contemptible air.

Game Effects: The creature gains the Combat Expertise, Improved Feint, and Improved Trip feats even if the prerequisites for such have not been met. The nebulous creature is always under the effects of the following spells: *misdirection*, and *displacement*, which act as per the spell with the sole exception that the effect is permanent. Indistinct creatures also gain the supernatural ability Contemptible. Lastly, the creature can cast *confusion* as a sorcerer equal to its own level once per day.

Contemptible (Su):

The creature, while visible, is beneath notice of those around him (both friend and foe) unless he wishes to be seen. Unless you attack or directly address another, you are effectively considered "unnoticed". This ability does not function against creatures that primarily employ a method other than their eyes to locate others, such as Tremorsense, Scent, or the sight of a Haze.

Focus of the Grave

Rare and few are those creatures for which death holds no fear; the eerily silent and ever-waiting grave epitomizes aspects of the unknown, indescribable dread and boundless sorrow for innumerable cultures on countless worlds. Death itself claws as fleeting shades of untapped power, unexplored caches of knowledge that flit just beyond the edge of mortal understanding.

Any number of these varied aspects of the grave and what lies beyond its dark, cold confines are what draw many to walk down the path which comprises

the Focus of the Grave. Those who are able to feel their way along its moldy, dank and deserted ways with bone-chilled fingers soon find that their world changes forever; gone are the days of light, life, and warmth – replaced by dark, seething energy, unbridled force and a gnawing emptiness that ultimately destroys all but the most powerful emotions.

Grim Creature

Example: Grim Karnos

Cost: 4,500 XP

Minimum Level: 5th

Prerequisite: None

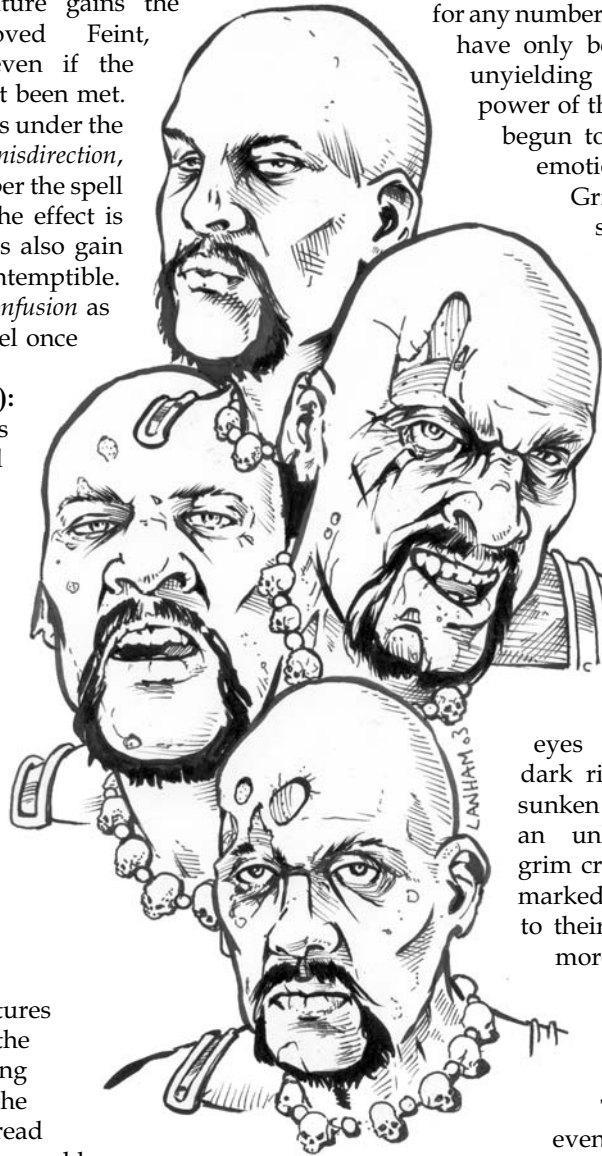
Unavailable to: GM specified races, Blessed creatures, Brightened creatures.

Details: Grim creatures are those who have become obsessed with death and the afterlife for any number of reasons. These creatures have only begun to interact with the unyielding draw and irresistible power of the grave, yet it has already begun to change them physically, emotionally and spiritually.

Grim creatures begin to slowly pull away from the world around them, almost as if its vibrancy and luminosity pain their eyes, minds and souls. They seek the dark places of the world and begin to divulge in perverse pleasures, and dredge for secrets long lost to the world of the living. Typically, the physical characteristics of grim creatures appropriately match their namesake: their eyes become accented with dark rings, their cheeks become sunken and their skin takes on an unhealthy pallor. Further, grim creatures begin to display a marked carelessness in regards to their physical selves, focusing more on that which they feel lies beyond the confines of their mortal coil.

Game Effects: The creature gains the feats Toughness and Stealthy, even if the prerequisites have not been met. Further, as if in response

to its restless search for the secrets of what lies beyond this life, the creature gains the Investigator feat. If this feat is already possessed by the creature, it then gain a +2 synergy bonus on all Search and Gather Information checks.



Quietus Creature

Example: Quietus Karnos

Cost: 6,500 XP

Minimum Level: 7th

Prerequisite: Grim

Unavailable to: Non-grim races.

Details: Quietus creatures are those who have essentially passed beyond this life and into the new one, at least mentally and emotionally. These creatures become increasingly detached from the living world, and while they are not dead, one would be hard pressed to prove it, based on their attitudes and actions. Quietus creatures are hard to tell apart from their Grim brethren – all of the change takes place *within* them at this stage of the evolutionary process. The only possible outward sign that they have moved from one stage to the next is that Quietus creatures rarely, if ever, display any form of emotion.

Game Effects: The creature becomes immune to mind-influencing effects, sleep, and stunning. Further, it is no longer subject to energy drain or ability damage. Finally, the creature can sense the presence of undead for 100 feet per character level.

Necrotic Creature

Example: Necrotic Karnos

Cost: 8,500 XP

Minimum Level: 9th

Prerequisite: Quietus

Unavailable to: Non-quietus races.

Details: Necrotic creatures have unlocked the keys to the mindset of those who inhabit the worlds beyond the grave and now endeavor to join them fully. However, they soon learn that in order to make the transition, they must let go of their physical selves, completely forsaking their forms to the ravages of time. Whereas the Quietus creature saw the decay of the spirit, the Necrotic creature witnesses the decomposition of the body – the creature literally begins to rot and fall apart.

Game Effects: The creature becomes immune to poison, paralysis and disease. Further, it is no longer subject to critical hits, gaze attacks, nonlethal damage, or death from massive damage. Lastly, the necrotic creature gains a +10 to all saving throws from necromancy domain spells.

Oblivion Creature

Example: Oblivion Karnos

Cost: 10,500 XP

Minimum Level: 11th

Prerequisite: Necrotic

Unavailable to: Non-necrotic races.

Details: Oblivion creatures have reached the point of supreme success in their minds and body – a stage wherein they have mentally departed fully from the mortal realm and are no longer living creatures. Their bodies are little more than vacant mortal shells and their minds have transcended the bonds of the living world. Only their tortured soul

remains intact, seeking the ultimate release, and they seethe with venom, jealousy and hatred at both the realm of the living, in which they feel trapped and at the world beyond the grave, which calls to them with its sickly sweet siren's song. As such, with so little to lose in this world and so much to gain in the next, they are formidable opponents indeed.

Oblivion creatures are surrounded at all times by the putrid smell of the grave, and a disturbing aura of cold akin to death itself.

Game Effects: The creature becomes, in all aspects, a free-willed undead. An oblivion creature gains resistance 10 to all cold-based attacks, and takes ½ damage from piercing weapons. Further, the creature's Constitution score becomes 0 (as well as all associated bonuses, additional hit points, and so forth). Lastly, an oblivion creature no longer has need of sleep, food, or water.

Focus of the Lodes

This focus represents the development of a crystal deliberately shed by a memory lode that is melded with a host. As the focus progresses, the host gains the benefit of the lode's abilities, becoming a sort of familiar of the great crystalline entity. The lode may perceive sensory data through him and can read his thoughts and memories from the outset. Gradually, the lode gains more influence over its host until at the highest levels the lode may use the host's body more-or-less at will. Eventually, the host gains the ability to channel spells from the lode he or she is linked to. Every stage, however, has its disadvantages as well. Note that the lode typically does *not* inform prospective hosts of the downside to their symbiosis.

Melded Creature

Cost: 1000 xp

Minimum Level: None

Prerequisite: Must have a shard of a lode melded into one's body.

Unavailable to: Creatures with no Int score.

Details: This is the initial step of the Focus of the Lodes. The shard melds cleanly into the subject's flesh and begins to grow, fusing with the nerves and brain. This process opens the mind and memories of the melded creature to the lode that produced its crystal. The creature does not seem to change greatly during this period, aside from the ability to 'speak' telepathically with the donating lode, and a slight enhancement of its faculties.

Game Effects: The melded creature gains +1 to Int, Wis or Cha, the exact attribute is the melded creature's choice. Subliminal access to the lode's vast stores of knowledge allows the creature to reduce the DC of one check per day by 5.

Hosts possess access to their lode's storehouse of memory. This faculty is treated as a variant of Bardic Knowledge and is called Lode Knowledge: A host may make a special lode knowledge check with a bonus equal to his level + his Intelligence modifier

to see whether he knows some relevant information about scholarly topics, notable people, legendary items, or noteworthy places. This check will not reveal the powers of a magic item but may give a hint as to its general function. The host may not take 10 or take 20 on this check; this sort of knowledge is essentially random. A host may use this ability a number of times per day equal to his Int bonus. The GM will determine the DC of the check by referring to the table below.

Lode Knowledge DCs

DC	Type of Knowledge
10	Common
20	Uncommon, but available
25	Obscure, hard to come by
30	Extremely obscure, possibly forgotten by the memory lode that once knew it, possibly known by those who do not understand the significance of the knowledge.

Hidden Drawbacks: The melded creature cannot shut out the lode to which it is attuned. Every memory not barred by strong magic (such as a *mind blank*) is accessible and becomes part of the collective knowledge of the lode. The lode may use *suggestion* as an extraordinary ability on the melded creature once per day, as a caster of its own level.

Linked Creature

Cost: 2000 xp

Minimum Level: 3rd

Prerequisite: Melded creature

Unavailable to: Non-melded creatures

Details: The ties between the lode and its new host are deepening: The host often finds itself dreaming of things it has never experienced as memories from the lode's vast store play through its mind. The lode becomes a more frequent companion at this stage, often requesting that the linked creature undertake minor services for it.

Game Effects: The linked creature gains a feat of his choice. In addition, the continuing fusion of lode-crystal and the host's mind and body yields an unexpected boon: The host now needs two hours less of sleep per night. This reduction also applies to the time required to prepare spells. The host may employ *detect thoughts* once per day as a spell-like ability as a 10th level sorcerer.

Hidden Drawbacks: The Lode may now employ *suggestion* 3/day against the host. Unknown to the host, while he is asleep, the lode may employ his body, causing it to apparently wake and perform any task that it desires. At this juncture, the duration of such use is no more than one hour per night. It may freely replace the memory of its activities with whatever memories it desires. The host may make a Will save (DC 20) if he has any reason to doubt the veracity of his memories.

Seeking Creature

Cost: 3,500 xp

Minimum level: 5th

Prerequisite: Linked Creature

Unavailable to: Non-Linked Creatures

Details: The Lode extends a certain degree of its vast knowledge and insight to the host. The host gains certain insights into the pasts of objects and its awareness of minds about it deepens. At this point, the eyes of the host become crystalline, appearing as faceted gemstones set into its sockets.

Game Effects: the Linked Creature gains the ability to employ *legend lore* and *detect thoughts* as spell-like abilities, usable at will at a cost of one point of temporary Wisdom damage.

Hidden Drawbacks: *Suggestion* may be used at will by the lode at this point.

Symbiotic Creature

Cost: 5,000 xp

Minimum Level: 7th

Prerequisite: Seeking Creature

Unavailable to: Non-Seeking Creature

Details: The host is sustained in part by the lode at this point. Hunger and thirst cease to trouble the host and the need for sleep is a thing of the past. The host gains greater resistance to disease and poison as well.

Game Effects: The host gains immunity to hunger and thirst. The host no longer requires sleep, but must meditate for at least 4 hour per night to regain spells or power points. Fort saves versus disease and poison gain a +5 racial bonus.

Hidden Drawbacks: The Lode gains free use of the host's body for four hours per day, if desired.

Loreweb Creature

Cost: 6,500 xp

Minimum Level: 9th

Prerequisite: Symbiotic Creature

Unavailable to: Non-Symbiotic Creatures

Details: The host's mind is ever expanding, a true synthesis of the lode and the creature it once was.

Game Effects: The host gains another +1 to Int, Wis or Cha and becomes able to cast arcane or divine spells of 3rd level or less. The host draws these spells from its memory lode, maintaining a list of known spells as a sorcerer. The host is limited to casting a number of spell levels per day equal to his Cha bonus times 2. The spells may vary each day, given the memory lode's encyclopedic knowledge of magic. Altering the list of spells known costs 25 xp/spell level. Thus, a loreweb creature with Cha 17 can cast 6 levels worth of spells, none of which may exceed third level. For example, he could cast 6 1st level spells, 3 1st and 1 3rd, etc. Treat the spells as being cast by a caster of the Loreweb creature's level. In addition, 3/week the host may gain any feat desired from the lode and make free use of it for one hour per level, even if the prerequisites are not met. This costs the host 100 xp per feat borrowed in this way.

Hidden Drawbacks: The lode has always been able to use the host's body for spellcasting during its periods of ascendancy. It can cause the host to deliver touch spells for it, even unwittingly.

United Creature

Cost: 8,000 xp

Minimum Level: 12th

Prerequisite: Loreweb Creature

Unavailable to: Non-Loreweb Creatures

Details: The symbiosis of lode-crystal and host nears its final stages. The host will find its aging vastly reduced. Mundane poisons and diseases cease to trouble the host. The last physical need, the need to breathe, no longer afflicts the host.

Game Effects: The host does not need to breathe, and is immune to all poisons and nonmagical diseases. The host gains SR of 5 plus its level. The host ages only one year in ten.

Hidden Drawbacks: The hosts can no longer employ ingestible magical items such as potions, due to atrophy of the digestive system.

Transcendent Creature

Cost: 12,000 xp

Minimum Level: 15th

Prerequisite: United Creature

Unavailable to: Non-United Creature

Details: The creature is now as fully of its memory lode as it can be. Its crystal eyes shimmer with a numinous, prismatic light and its voice carries the ethereal resonance of crystal. Its flesh has a sense of translucency and immutability, like ancient alabaster.

Game Effects: The host becomes a native outsider. The host gains DR 10/magic and is effectively immune to aging and will never die of old age. The host gains all benefits and penalties of the outsider type.

Hidden Drawbacks: The host would dismiss it, but in truth, such intimate communion with its memory lode has wrought grave alterations to the host's psyche. A certain amount of the memory lode's dispassionate detachment towards 'mere mortals' has ingrained itself in the host's mind. Bluff, Sense Motive, Diplomacy and Perform checks are all at +5 to DC. The GM is free to extend this to other checks involving social interaction as well. This change is due to the fact that mentally and emotionally, the host has become *alien*, and those around him can't help but feel it. In addition, the host makes one alignment step towards neutrality. The moral or ethical shift is determined by the GM. Finally, a host gains the memory lode's sensitivity to sonic attacks; if the character fails a save, he is affected as per *confusion* for 1d6 rounds in addition to the normal effects of the attack.

Chapter 3: Feats, Skills & Equipment

Like all locations on Forge, the fundamental act of exploration and travel in Arena gives rise to countless opportunities to learn new things and expand one's self and one's abilities. These opportunities, combined with the sheer harshness of the domain, the near constant warfare, and the "evolutionary" effects of Arena's unusual locales, forever change those characters that experience them. These alterations can have either positive or negative effects on the character's lives and equate to new skills and feats for them to utilize.

The physical characteristics of the domain have given rise to a plethora of new equipment and items. These items are an essential and commonplace part of the lives of all who reside within Arena. To live in a world where every sunrise heralds the beginning of a new battle and where water is more precious than gold is to welcome the design of devices which provide much needed protection or avoidance from a gathered force or a sip of life-giving liquid among a patch of scorched and wasted earth.

Feats and Mass Combat

A number of character feats can be applied to military units as well. Unlike normal feats, which have a centered effect around the possessing individual, these feats affect an entire military unit and must be purchased by the controlling warlord. The cost to apply a feat to a military unit is 25,000 gp, with the level of the unit limiting the number of feats it can possess. Consult the table below for the number of available feat slots for a unit. Feat prerequisites are not required for feats applied to military unit except as noted in their entry.

Feat Possession by Military Units

Unit Level	Maximum Feats By Unit Type	
	Arcane spellcaster, divine spellcaster, skirmisher	Archer, cavalry, footmen
1-2	1	2
3-5	2	3
6-8	3	4
9-10	4	5

Not all feats are well suited to being applied to military units. Generally, those feats that increase skills are not allowed, as the Mass Combat rules do not provide skill ranks for units (unless the optional unit skill system is used). However, if a GM desires to grant certain combat oriented skills to a military unit, then some of those feats become practical. Unless noted otherwise, assume that all similar bonuses stack. Thus Quick Draw and Improved Initiative combine to add +6 to the initiative of the possessing unit.

A number of feats function as detailed in the *PHB* and require no alteration when applied to military units. These feats are: Armor Proficiency (any), Blind-Fight, Combat Expertise, Combat Reflexes, Endurance, Far Shot, Great Fortitude, Greater Weapon Focus, Improved Initiative, Improved Precise Shot, Improved Unarmed Attack, Iron Will, Lightning Reflexes,

Mobility, Precise Shot, Ride-by Attack, Shot on the Run, Spirited Charge, Spring Attack, Weapon Focus, Whirlwind Attack

The list of feats that function differently when applied to military units are as follows, as are specific notes concerning their benefits:

Augment Summoning: All units summoned by an arcane spellcaster unit gain a +1 bonus to their level.

Cleave: Unit inflicts an additional two dice of damage to enemy units.

Combat Casting: The Will save DC when attempting to cast spells when actively engaged in combat is 16 instead of 20.

Deflect Arrows: Damage dice suffered from missile attacks are reduced by five.

Diehard: The unit's maximum hit point total increases by 300.

Dodge: This ability functions against a selected enemy unit.

Empower Spell: Magic attacks gain five dice of damage; counts a three uses per day.

Enlarge Spell: Spellcaster units can use a magic attack at up to double the normal range; counts as two uses per day.

Eschew Materials: Upgrading spellcaster units cost only 75% of normal as the need for spell components is reduced.

Exotic Weapon Proficiency: The unit can use an exotic weapon that is normally restricted without undue penalty.

Extend Spell: Doubles the duration of protection and summoning cast by spellcaster units; counts as two uses per day.

Extra Turning: Divine spellcaster units gain two magic attacks per day against enemy undead units; these are in addition to its normal uses per day.

Great Cleave: The unit inflicts an additional five dice of damage to enemy units; this feat does not stack with Cleave.

Greater Spell Focus: Five dice increase the damage inflicted from magic attacks.

Greater Spell Penetration: The arcane or divine spellcaster unit gains a +4 bonus on the Damage Mitigation Table for magic attacks.

Greater Two-Weapon Fighting: The unit inflicts an additional 30% damage; this does not stack with Two-Weapon Fighting or Improved Two-Weapon Fighting.

Greater Weapon Specialization: The unit inflicts an additional five dice of damage to enemy units.

Heighten Spell: +2 effective unit levels when determining magic attack damage; counts two uses per day.

Improved Counterspell: A arcane or divine spellcaster unit can negate an opponent's magical attack by expending one of its own; this counts as a free action unable once per mass combat round.

Improved Bull Rush: This feat is identical to the Forced Advance ability possessed by 3rd level footmen units; footmen units of 3rd level or higher gain a +2 bonus to the ability check.

Improved Critical: The unit gains a +2 bonus on the Damage Mitigation Table.

Improved Disarm: A successful disarm attack on an enemy unit reduces the damage they can inflict by 20% for the current and following mass combat round.

Improved Feint: The unit can cause a single enemy unit to forfeit their movement once during the battle.

Improved Grapple: When used against an enemy unit, it prevents the unit from moving for one mass combat round, and for every round it is maintained.

Improved Overrun: This feat is identical to the Override ability possessed by 4th level cavalry units; cavalry units of 4th level or higher gain a +2 bonus to the ability check.

Improved Shield Bash: The unit inflicts an additional two dice of damage if employing shields.

Improved Trip: A successful trip attack on an enemy unit reduces the damage it can inflict by 10% for the following two mass combat rounds.

Improved Turning: The damage dice of divine spellcaster magic attacks against undead unit is increased by 20%.

Improved Two-Weapon Fighting: The unit inflicts an additional 20% damage; this does not stack with Two-Weapon Fighting.

Manyslot: Missile using units gain an additional attack per mass combat round.

Martial Weapon Proficiency: The unit can use a martial type that is normally restricted without undue penalty.

Maximize Spell: Magic attack damage is maximized for a single attack; counts as four uses per day.

Mounted Archery: Cavalry units can employ the Darken the Sky ability of archer units twice per battle.

Mounted Combat: Non-cavalry units gain +50 foot movement bonus and can perform Penetrating Strike as a cavalry unit once per battle.

Point Blank Shot: Missile using units can still inflict damage even if engage in melee by an enemy unit.

Power Attack: Each attack point (up to the level of the unit) can be traded to increase the damage inflicted by one die.

Quick Draw: The unit gains a +2 bonus to initiative and inflicts an additional five dice of damage on the first attack against an enemy unit; this feat stacks with Improved Initiative.

Quicken Spell: Allows a spellcaster unit to launch two magic attack in a single mass combat round; the first attack counts as five uses per day, while the second attack is at normal rate (plus any other metamagic feat modifiers).

Rapid Reload: Siege engines can be reloaded in half the normal amount of time; engines with a reload time of one mass combat round can be fired twice during that period.

Rapid Shot: Archer units gain an additional attack per round.

Run: Non-mounted units can move at twice normal rate for four total mass combat rounds during the battle.

Simple Weapon Proficiency: The unit can use simple weapons that are normally restricted without undue penalty.

Shield Proficiency: The unit can use a shield that is normally restricted without undue penalty.

Silent Spell: Spellcaster units are not affected by any type of silence effects and do not proclaim their presence when they attack; counts as two uses per day.

Snatch Arrows: Missile damage inflicted by an enemy is reduced 20%; the amount of damage reduced is inflicted to the enemy unit in the form of return fire if the targeted unit is capable of launching the missiles.

Spell Focus: The damage caused by magic attacks is increased by two dice.

Spell Penetration: The arcane or divine spellcaster unit gains a +2 bonus on the Damage Mitigation Table for magic attacks.

Still Spell: Spellcaster units can use a magic attack at not penalty when engaged in melee; counts as two uses per day.

Stunning Fist: Once per battle the unit can cause an engaged enemy unit to forfeit its attacks for a single round.

Toughness: The unit's maximum hit point total increases by 100.

Tower Shield Proficiency: The unit can use a tower shield without undue penalty.

Trample: Cavalry units inflict an additional 20% damage with their Overrun ability along with its normal effects.

Two-Weapon Defense: Units inflict an additional 20% damage but suffer a -2 penalty to their defense rating, replacing the -4 penalty associated with Two-Weapon Fighting.

Two-Weapon Fighting: Units inflict an additional 10% damage but suffer a -4 penalty to their defense rating.

Weapon Finesse: Siege engines gain a +2 bonus to their attack rolls.

Weapon Specialization: The unit inflicts an additional 2 dice of damage to enemy units.

Widen Spell: The magic attacks of spellcaster units deal double damage on a single attack; counts as four uses per day.¹

Feats

Life on the Forge can be difficult, but life in Arena can be deadly. In reflection, a number of feats have developed over the millennia that illustrate the tension between life and death. Most such feats arose to offset some detrimental aspect of desert life, while others came to being because of the very nature of the domain itself. These are exclusive to Arena and its inhabitants.

Those from outside the domain who wish to select a feat must either inhabit the lands of Barbello for a reasonable period of time or find someone

skilled in training them in the desired feat's abilities. The former takes about three months, while the latter is at the GM's discretion. Those that can be selected as a fighter's bonus feats are so indicated, though only fighters in Arena can do so.

Bioluminescence [General]

You have been exposed to the unnatural energies and dark of the Goomskein for so long that you can now generate light from your body.

Prerequisite: You must have spent more than three months in Goomskein.

Benefits: You gain the ability to project a pale dim light (equal to a torch) from a single organ (eye, nose, tongue) or limb (arm, hand, tail) on your body. You can activate or deactivate this light as a free action and it has no duration.

Special: This ability cannot be dispelled, but spells such as *darkness* and *deeper darkness* can suppress it.

Mass Combat: No modifications; feat functions as normal.

Blazing Blow [General, Fighter]

You use your knowledge of the desert and its blazing suns to reflect its rays from your weapon, shield, or armor.

Prerequisites: Weapon Specialization, metal weapon/shield/armor, desert conditions.

Benefits: You can attempt as a standard action, once per round, to stun an opponent with a blinding flash of light. Treat this as a ranged touch attack with a range of 30 feet. The target must make a Reflex save (DC 13) or lose its entire next round of actions. If the save is made, the flash has no effect.

Special: Only targets with functioning vision receptors can be affected by this ability, and then only if there is direct sunlight in the region.

Mass Combat: A unit targeted by this ability that misses its save loses one Mass Combat round of actions.

Blistering Blow [General, Fighter]

You use your in-depth knowledge of the desert and its blazing suns to focus its potent rays through your weapon.

Prerequisites: Blazing Blow, Weapon Specialization, metal weapon, desert conditions.

Benefits: Your weapon does an additional 1d3 points of heat damage per strike, rising up rows of painful blisters. The victim must make a Reflex save (DC 15) or suffers a -2 circumstance penalty to attacks and skill checks for one round per point of damage inflicted.

Mass Combat: On a failed save the effected unit suffers a -2 circumstance penalty to its Mass Combat round of actions.

Branch Walker [General]

You move easily through the branches and limbs of trees as you do on the ground.

Prerequisites: Ramzadi or Elf, Dex 13+, Balance 5 ranks, Climb 5 ranks

Benefit: In a dense forest or jungle where the tree limbs intersect, you can move through the branches at one half your base speed. Faster movement requires a successful Balance or Climb check (DC 20).

Mass Combat: No modifications; feat functions as normal.

Branch Runner [General]

You are an expert at moving across a wooded canopy, slipping along tree branches moving from tree to tree.

Prerequisites: Ramzadi or Elf, Dex 15+, Balance 8 ranks, Climb 8 ranks, Branch Walker

Benefit: In a dense forest or jungle where the tree limbs intersect, you can move through the branches at your base speed.

Mass Combat: No modifications; feat functions as normal.

Crystal Skin [General]

Your exposure to the warping energies of Goomskein has afforded you the ability to grow a protective sheen of crystals.

Prerequisite: Con 14, has spent at least six months in Goomskein.

Benefit: Once per day, you can grow a sheath of scintillating crystals over your skin as a full round action. This crystalline skin can sustain 10 + (Constitution modifier x2) points of damage before shattering. However, all Hide and Move Silently checks attempted while the Crystal Skin is in effect are made with a -10 circumstance penalty.

Mass Combat: The damage protection of the Crystal Skin equal the level of the unit times 50. These points are lost first, before the actual hit points of the unit. Thus a 5th level cavalry unit with this feat would be protected from the first 250 hit points inflicted against it. The -10 penalty to Hide and Move Silently checks still applies.

Desert Breath [General]

You are able to control your breathing that the effects of sandstorms and other consequence of that nature have no effect on you.

Prerequisite: Con 13, 6 ranks in Concentration.

Benefit: All penalties for breathing and/or otherwise making a saving throw for drawing breath in a sandstorm are ignored. In addition, your skill in regulating your breathing in Arena's desert allows you to ignore all damage sustained by blowing sand.

Normal: A sandstorm reduces visibility to 1d10x5 feet and provides a -4 penalty on Listen, Search, and Spot checks. A sandstorm deals 1d3 points of nonlethal damage per hour to any creatures caught in the open, and leaves a thin coating of sand in its wake.

Mass Combat: Mass combat units with this feat ignore all penalties associated with sandstorms.

Desert Thirst [General]

Your time spent in Arena's desert has hardened your body so much that you require less water a day to survive.

Prerequisite: Con 13, Desert Breath, 6 ranks in Concentration.

Benefit: You are able to survive on $\frac{1}{4}$ the normal amount of water for a creature of your size and type per day. Consuming less than this amount causes you to suffer dehydration as normal.

Normal: In desert settings, Medium creatures require at least three gallons of water per day to avoid dehydration and its effects.

Special: If you have gone more than one week on minimum water requirements, undertaking a strenuous activity (such as battle, climbing, or running long distances) you must make a check against thirst (as noted in the *DMG Starvation and Thirst*) or begin to succumb to the effects of dehydration.

Mass Combat: No modifications; feat functions as normal.

Forest Stalker [General]

Learning to hunt and fight among the trees has taught you to maximize the advantages of cover.

Prerequisites: Dex 13+, Hide 5 ranks

Benefit: When benefiting from cover in the trees you gain an additional +2 AC bonus for cover, add +1 to all Reflex saves, and are considered to have total concealment.

Special: Ramzadi and elves gain an additional +1 racial bonus to their armor class and Reflex saves.

Mass Combat: No modifications; feat functions as normal.

Heighten Hearing [General]

Your sense of hearing is far sharper than that of most mortals.

Prerequisite: Functioning auditory organs.

Benefit: You gain a +4 competence bonus to all Listen checks. Further, when traveling in Gloomskain, you gain a +2 circumstance bonus to all Survival and Search checks when searching for passageways, seethers, and so forth.

Mass Combat: No modifications; feat functions as normal.

Improvisation [General]

You are skilled at using alternate materials when proper supplies are unavailable.

Benefit: The harshness of life in Arena forces you to make due with the materials at hand. When attempting a craft skill that has specific material requirements, you can substitute other materials for similar, though limited results. For example, if you do not possess the blood of a sentient when attempting to make blood glass, you can use animal blood instead. However, the result is always flawed in some fashion. Faux blood glass cracks and shatters when used, a gauntglider made from sailcloth cannot

sustain normal speeds, or a sword crafted from wood does not cut as deep.

Given the broad use of this feat, consider the following guidelines: Improvised weapons deal three-fourths damage, armor suffers a -2 penalty to its normal AC value, items designed with moving parts break after 1d6-1 days of use, and items without moving parts fail after 2d6-2 days of use. In all instances, the material crafted possesses three-fourths of the hardness it would normally possess. The GM has final discretion as to whether this feat can be applied and to its ultimate effectiveness.

Normal: Only the most common items can be fabricated using alternate materials: leather for a rope, a flat stone for a fry pan, or a sharpened pole for a spear.

Mass Combat: Units using improvised weapons suffer a 25% reduction in damage inflicted. Improvised armor lessens the Defense Rating of the unit by two.

Sand Sense [General]

You are able to detect movement through vibrations in the sand.

Prerequisite: Wis 14, must be standing on sandy terrain.

Benefits: All Spot, Listen, and Search checks receive a +8 racial bonus against opponents that touch the sand, so long as you also touch the sand. You also ignore all penalties to Listen, Search, and Spot checks imposed during a sandstorm. While you can detect the presence of invisible creatures with this feat, you cannot pinpoint its exact location.

Special: This ability does not function on terrain other than sand or fine gravel.

Mass Combat: A unit possessing this feat can detect the movement of invisible or obscured units within 100 feet.

Sand Sprint [General]

You can run across sand as easily as solid ground.

Prerequisites: Dex 12, Run, Solid Step, at least one month spent traveling in a desert.

Benefits: You receive no penalties for movement over sand or light rubble terrains.

Normal: Travelers suffer a $\times \frac{1}{2}$ modifier to their movement rate when venturing over desert roads, trails, or trackless regions.

Mass Combat: No modifications; feat functions as normal.

Savage Bite [General]

You have increased your ability to use your bite attack in combat.

Prerequisite: Race already possessing a natural bite attack.

Benefit: The character is proficient with a natural bite attack in combat, and is always considered to be "armed." The character inflicts additional damage based on the Strength of his jaws, doing 150% strength damage on any bite attack. If the character

attacks with a bite and an unarmed attack in the same round, there is no off-hand weapon penalties applied. A character fighting with a (crafted) weapon can make a bite attack with this feat, but all attacks suffer a -4 penalty in addition to normal two-weapon fighting penalties. These penalties can be countered through use of the feats Ambidexterity and Two Weapon Fighting.

Solid Step [General]

Your steps are solid and sure on sand and loose terrain, despite treacherous footing.

Prerequisite: Dex 12, at least one month spent traveling in a desert.

Benefits: You receive a +4 competence bonus to all checks that involve movements of the legs, such as Climb, Escape Artist (where applicable), Jump, Run, Tumble, and so forth, when performed on sandy terrain.

Mass Combat: No modifications; feat functions as normal.

Tonal Navigation [General]

You are proficient in the sound-based style of navigation most commonly employed in Gloomskain.

Prerequisite: Functioning auditory organs, Heighten Hearing.

Benefit: You use short, high-pitched bursts of sound to determine the dimensions of spaces you occupy and those nearby. Similar to the echolocation ability of bats, it differs in that it does not provide specific details, only generalities. Spatial dimensions can be determined, as can the size, shape and the nonspecific contents therein. However, specific details cannot be determined, such as the color, texture, or component materials of objects, or the race or gender of individuals. This ability has an effective range of 10 feet per rank the user possesses in Listen.

Special: Spells, spell-like effects, or mundane effects that cause blindness have limited effect on persons possessing this feat, who suffer only half of the penalties associated with the condition blinded. Effects that cause deafness negate the use of this ability, as do such spells as *silence*.

Mass Combat: Units with this feat are immune to darkness-related effects and can navigate in utter darkness.

Skills

The skills listed below can be obtained by spending any great length of time within Arena. All of them require the instruction of one of the natives, as they are highly specialized to life in the harsh desert domain (or beneath it, as in the case of Gloomskain-related skills). In all cases, these skills are considered cross-class, except for those classes that have class access to Craft and Knowledge skills.

Craft (blood glass) (INT)

You are skilled in the difficult and secretive process of making blood glass.

Check: Blood glass is a lucrative substance whose manufacture is much more complicated than one would expect. Unlike normal glazier's glass, the raw materials required for blood glass are myriad and diverse and are known to include magnesium, bauxite, and cleansed sand from the Sandmyre. The melting process takes a week during which the components are slowly blended into a crimson soup. During the second week the final ingredient is added, the lifeblood of a sentient being. After its addition, the molten blood glass takes on a deeper burgundy color and thickens noticeably. If preformed correctly (DC 20), the resulting matter can be fashioned into desirable shapes over the next two weeks. A single batch of blood glass weighs ten pounds.

This skill is also used when creating items out of molten blood glass. Creation times equal one day per pound of the item being created; thus a blood glass longsword takes four days to manufacture and consumes four pounds of the molten material. If a skill check is missed by five or less, the creation time is extended by one day and an additional pound of molten blood glass is consumed in the process. If the check is missed by more than five, the blood glass used for that item is wasted. The DCs to create weapons, armor, and mundane items are as follows:

Blood Glass Skill Check DCs

Item Type	Skill DC
Armor	
Light	20
Medium	25
Heavy	30
Shields	
Buckler	12
Light	15
Heavy	18
Tower	21
Weapons	
Light	15
One-Handed	18
Two-Handed	21
Ranged	18
Missiles	18
Mundane	
No moving parts, simple (wine glass)	10
No moving parts, intricate (jewelry)	20
Moving parts, simple (pulley)	15
Moving parts, intricate (water clock)	25

Action: Does not apply.

Try Again: Varies; a failed check when attempting to create a batch of molten blood glass causes the components and resulted mixture to be worthless; failed checks during the creation of items from

prepared blood glass can be retried, as long as enough blood glass remains to be worked with.

Special: If the skill check to make blood glass is made by ten or more, the yield is 20 pounds instead of the typical ten.

Craft (gauntglider) (INT)

You are skilled in the construction and repair of gauntgliders.

Check: Your knowledge of the elegant laws of aerodynamics allows you to take the bones and hide of gaunts and fashion them into hang gliders that are exceptionally versatile in the hot desert winds of Arena. It generally takes one week to craft a gauntglider (DC 15) suitable for beings Medium or smaller. This construction time increases by one week per size category greater than Medium. You are also capable of repairing a damaged gauntglider (DC 12) in a single day, provided you have the necessary materials on hand.

Action: Does not apply.

Try Again: Yes, as long as you have the appropriate materials and time.

Special: If you make your check by ten or more, you are able to alter the design of the gauntglider to increase its maneuverability by one class.

Synergy: If you have five or more ranks in Craft (leatherworking) or Pilot (gauntglider) you gain a +2 bonus on this skill. If you have five or more ranks in Use Magic Device you can integrate a single magic wand or rod into the construction of a gauntglider, allowing the pilot to utilize the item while in flight.

Find Water (INT)

You are able to locate water where none seems to exist.

Check: Whether it is by digging down to a previously unknown water table (DC 15), locating a barely trickling spring by smell (DC 20), or gathering water from the bottoms of stones (DC 25), you are able to find the life-sustaining liquid.

Action: Locating water takes 2d4 minutes (ten consecutive full-round actions).

Try Again: Yes, but you must move at least fifty feet from your original location.

Synergy: If you have two or more ranks in Survival, five or more ranks in Knowledge (nature) or ten or more ranks in Search, you receive a +2 bonus on your Water Witching check. These synergistic bonuses are not cumulative.

Knowledge (mining) (INT)

You are knowledgeable about methods of effective and profitable mining.

Check: You are educated in mining, the proper construction of mines, and how to do so safely in a presented environment. You are skilled in identifying mineral deposits, and know how to draw precious metals from them. You are also able to determine when sites are suitable for mining specific ores, gems, or other valuable substances (such as water).

Lastly, you are well versed in the three modes of mine construction: placer, shaft, and vein mining.

Action: Usually none. In most cases you either know the information or you do not.

Try Again: Yes, but you must change to a different physical location or a different portion of a mine.

Special: If you have five or more ranks in Knowledge (architecture and engineering), you get a +2 bonus on this skill check if working a shaft mine. If you have five or more ranks in Knowledge (geography), you get a +2 bonus on this skill check if working a placer or vein mine. Dwarves and gnomes gain a +2 racial bonus in this skill.

Pilot (gauntglider) (DEX)

You are able to successfully launch, pilot, and land a gauntglider.

Check: You are experienced with the environmental hazards of Arena (sudden thermals, sandstorms, narrow canyons, etc.) and are adept at maneuvering the gauntglider through them. The GM should determine specific DCs related to those maneuvers or risk. Simple actions (DC 10) can be gliding over a chasm, launching from a cliff into a strong headwind, or landing on loose sand. Moderately difficult actions (DC 15) can include attempting to gain elevation by using convection currents, launching from a cliff into swirling winds, or landing on inclined or loose terrain. Extremely difficult actions (DC 20) can be trying to pull out of a steep dive, launching the glider from ground level, or trying to land on a steeply inclined slope or on a moving target.

Under normal situations, launching a gauntglider requires the pilot to begin at a substantial height, such as a cliff, and then jump off and into a rising hot air thermal. Failure indicates that the gauntglider fails to capture air and plummets to the ground. For the sake of this skill, assume that the craft falls 100 feet per round. A skill check can be retried each subsequent round, but at a penalty of -4.

Landing a gauntglider entails the pilot maintaining his balance and foot speed as he touches ground. Surface conditions affect these checks as determined by the GM, with terrains with little debris considered optimal. A failed check indicates a crash. The pilot must make a Reflex save (DC 15) or suffer 3d6 hit points of damage, half damage with a successful save. The gauntglider sustains similar damage.

A gauntglider can stay aloft for 100 feet per 10 feet of elevation under normal circumstances. Thus a glider launched at 300 feet can glide with little difficulty for 300 total feet of movement. Catching rising thermals can add to this distance, as they push the craft higher into the air. Typical thermals can increase elevation by 5d6 times ten feet (50-300 feet). Extremely powerful thermals exist that can propel gauntgliders much higher. The pilot must make a skill check in order to catch the thermal (DC

15 minimum). A similar check is required to locate a thermal.

Action: Not applicable. Piloting a gauntglider takes the place of your movement action; attacking while piloting a gauntglider is generally not possible unless the glider has been modified to incorporate a wand or rod. In which case this action counts as an attack.

Try Again: Generally, no. However, depending on your elevation at the time of the failed check, you can attempt the again to regain control.

Special: A check that is made by 10 or more results in an especially breathtaking or impressive execution of said maneuver that grants an additional partial movement.

Sand Surf (DEX)

You are able to harness the wind in order to pull yourself through the desert.

Check: Using something to function as a sail, such as a cloak, blanket, or tent, you can catch the wind and propel yourself more swiftly over short distances. Each round in which a check succeeds, you can move

at 125% of your normal movement rate. If standing on a board, shield, or other item that can glide over the sand, movement increases to 150% of normal. Failure means you have lost the wind and stumble, suffering 50% normal movement.

Action: Not applicable. Sand Surfing takes the place of your movement action.

Try Again: Yes.

Special: You cannot use this skill if your speed has been reduced by armor, encumbrance, or magic. Further, you cannot use this skill while engaged in melee. This skill incurs an armor check penalty.

Equipment of Arena

Even if it were not for the never-ending battles that wage constantly across the face of Arena, the domain would continue to leech the life from those within its borders. Life in a barren desert is difficult, to say the least, and Arena's shrewd and ever-practical inhabitants have devised many trinkets, both magical and mundane, to assist in easing those difficulties.

Military Unit Skills [Optional]

In some instances it may be desirable for the GM and players to know whether a military unit under their control can scale a mountain cliff to attack an enemy from the rear, fashion a serviceable pontoon bridge to cross a swollen river, or repair their equipment during a particularly grueling campaign. Such notions represent the training a unit has undergone and the experience it has acquired.

The rules for Mass Combat do not grants skills to military units, but they can make rolls against DCs selected by the GM to accomplish a specific task. Performed like saving, this method is fast; however, it is also arbitrary. For those who desire more control and systemization of their armed units, and who see their military unit more akin to characters than collections of mindless entities, the following rules for determining units skills are presented.

Unit Skill Points: Military units gain skill points just as characters do, but at a rate modified by the racial type of the unit. Each unit type has a separate list of skills common to their training. Skills outside of the list are considered cross-class for the purposes of cost. Rank maximum equal three plus the unit's level and half of that total for cross-class skills.

In all cases, unit skills are used at their rank level with modifications determined by the standard for the unit's predominate racial type. Thus a unit of human footmen would add no modifier to their Climb skill, while a footmen unit of ogres would add +6 (based on their typical 21 Strength).

The skill points gained and the skill available by unit type are as follows. Maximum:

Skill Points at 1st Unit Level: (2 + Int modifier of a standard member of the unit's predominate racial type) x4.

Skill Points at Each Additional Unit Level: 2 + Int modifier of a standard member of the unit's predominate racial type.

Arcane Spellcaster: Concentration (Con), Craft (any), Hide (Dex), Knowledge (all skills, taken individually), Listen (Wis), Spellcraft (Int), Spot (Wis), Survival (Wis).

Archer: Balance (Dex), Climb (Str), Craft (any), Hide (Dex), Jump (Str), Listen (Wis), Spot (Wis), Survival (Wis).

Cavalry: Balance (Dex), Craft (any), Handle Animal (Cha), Jump (Str), Ride (Dex), Spot (Wis), Swim (Str), Survival (Wis).

Divine Spellcaster: Concentration (Con), Craft (any), Heal (Dex), Jump (Str), Knowledge (all skills, taken individually), Spellcraft (Int), Spot (Wis), Survival (Wis).

Footmen: Climb (Str), Craft (any), Jump (Str), Listen (Wis), Spot (Wis), Survival (Wis), Swim (Str), Survival (Wis).

Siege Engines: Balance (Dex), Climb (Str), Craft (any), Handle Animal (Wis), Search (Int), Sense Motive (Wis), Spot (Wis), Survival (Wis).

Skirmisher: Climb (Str), Craft (any), Hide (Dex), Listen (Wis), Move Silently (Dex), Spot (Wis), Survival (Wis), Swim (Str).



Table 3.1: Armor of Arena

Armor	Cost	Armor/ Shield Bonus	Max Dex Bonus	Armor Check Penalty	Arcane Spell Failure	Speed		
						30 ft.	20 ft.	Wt.
Light Armor								
Camouflage leather	25 gp	+2	+5	-1	10%	30 ft.	20 ft.	25 lb.
Molesti hide	250 gp	+3	+6	0	10%	30 ft.	20 ft.	5 lb.
Heavy Armor								
Solidsand plate	35 gp	+8	+0	-8	40%	20 ft.	15 ft.	60 lb.

Armor of Arena

The environment of Arena and its natural resources have led to the development of a number of unique, domain-specific forms of protective wear. Restricted by the availability of many common work materials, the craftspeople of the domain rely on their ingenuity and thriftiness to create some of the armor found therein.

Camouflage Leather: This armor is fashioned from the hide of a variety of large desert toad whose skin secretes a sticky substance to which it applies sand and bits of vegetation as camouflage. The wearer similarly applies natural materials to the leather, adding 5 pounds to its weight and a +1 to its armor bonus. The result is a +5 circumstance bonus to all Hide checks in the appropriate terrain. The armor can be cleansed and a new camouflage applied in one hour.

Molesti Hide: This armor is crafted from the hard, chitin shells of the Gloomsekin-dwelling molesti. Since obtaining the raw materials to create this armor is quite hazardous, it is rarely found. However, the armor is strong, supple, and lightweight, making it ideal for all combat situations. Surprisingly, molesti-hide armor is also lighter than water, granting a +5 enhancement bonus to the wearer's Swim checks and making it nearly impossible for him to sink.

Solidsand Plate: This widely used form of armor is most often seen among the lowly rank and file of Arena's warriors. Appearing like crimson sandstone, the armor can withstand heavy blows and is equally as strong as steel. However, solidsand armor is heavy, hot, and awkward. Once donned, this armor cannot be removed without destroying it. Donning the armor requires the assistance of at least one person, though the wearer can remove it in ten minutes.

Weapons of Arena

The very nature of Arena forces those who dwell therein to turn practical items into instruments of destruction. Though the list is by no means complete, the following are the best examples of tools refashioned into weapons of war.

Borer: Like the kine pole, this item was originally a tool that has come into recent usage as a horribly graphic weapon amongst the armies of Arena. Essentially a large, sharp drill, a borer is generally used by the workers of the many mines beneath the

dunes of Arena. However, the spinning metal bit has transformed this tool into a much feared and gore-slinging weapon on the battlefield.

Kine Pole: This item was never designed for weaponry, but its efficient design and practical application has caused it to evolve from a herders' and drovers' tool to a respected implement of war. Typically 15 feet long, the top has a spike opposed to a wicked hook. The other end of the pole has a club-like weight meant to stun opponents or draw the attention of the kine they were designed to control.

Sand Bola: This item is a common hunting tool throughout the domain, and consists of four small, sand-filled cloth bags connected to one another by stout leather cords. The weapon is swung overhead and hurled at a target, and is considered a trip attack. If a victim is struck, he is considered tripped and can be attacked by each of the cloth bags, which deal nonlethal damage. Six and eight bag versions of this weapon can be found, though the extra weight makes them more cumbersome and unwieldy.

Spring Spear: The uniqueness of this spear becomes evident when a victim is impaled by a critical hit. With a twist and violent tug, the wielder pulls the haft free from the head, releasing spring-mounted razors inside the spearhead. The razors slice into flesh and lodge the spearhead in place. The victim continues to lose hit points at half the normal damage rate if performing violent activity, such as combat, riding a mount, or running. The spearhead can be removed by a successful Heal check (DC 18) or *heal* or similar magic.

Spring Spear, Chained: This weapon is identical to the spring spear, save that it has a stout chain attached to the spearhead. Used primarily by mounted troops the weapon allows the victim to be dragged, inflicting normal weapon damage each round he is dragged.

War Bola: Similar in design to the sand bola, the war bola differ in that their cloth bags have been replaced with small spiked balls connected by fine metal chains. The weapon's spikes are often laced with toxin, making them especially hazardous, even to their wielders. A fumble result when using a poisoned war bola inflicts the poison on the wielder instead. Four and six ball versions of this weapon are common.

Table 3.2: Weapons of Arena

Weapon Type	Cost	Dmg (S)	Dmg (M)	Critical	Range Increment	Wt ¹	Type ²
Martial Weapons							
<i>Two-Handed Melee Weapons</i>							
Kine pole ^{4,5}	15 gp	1d4/1d6	1d6/1d8	19-20/x2	--	15 lbs.	B & P
Spring spear	30 gp	1d6	1d8	x3	20 ft.	5 lbs.	P
Spring spear, chained	30 gp	1d6	1d8	x3	15 ft.	8 lbs.	P
Exotic Weapons							
<i>Two-Handed Melee Weapons</i>							
Borer	40 gp	1d6+2	1d8+2	20/x3	--	20 lbs.	P
<i>Ranged Weapons</i>							
Sand Bola, 4 bag	3 gp	1d2 ³	1d3 ³	x2	30 ft.	2 lbs.	B
Sand Bola, 6 bag	6 gp	1d2 ³	1d3 ³	x2	20 ft.	4 lbs.	B
Sand Bola, 8 bag	10 gp	1d2 ³	1d3 ³	x2	10 ft.	6 lbs.	B
War bola, 4 ball	20 gp	1d3 ⁶	1d4 ⁶	19-20/x2	20 ft.	5 lbs.	B & P
War bola, 6 ball	30 gp	1d3 ⁶	1d4 ⁶	19-20/x2	10 ft.	8 lbs.	B & P
¹ Weight figures are for Medium weapons. A Small weapon weighs half as much, and a Large weapon weighs twice as much. ² When two types are given, the weapon is both types if the entry specifies "and," or either type (player's choice at time of attack) if the entry specifies "or." ³ The weapon deals nonlethal damage rather than lethal damage. Damage listed is per bag. ⁴ Reach weapon. ⁵ Double weapon. ⁶ Damage listed is per ball.							

Special Substances and Items

The native denizens of Arena have developed technologies and equipment to offset the harsh desert conditions in which they dwell. Girded with natural fortitude and canny tenacity they have turned many of the hazards and peculiarities of Arena to their advantage, much to the benefit of new seeds.

Conservation Pouch: These unique pouches are sought after by many in Arena due to their ability to not only preserve food that is placed within them, but also purify it, leeching out any toxins that might bring on sickness and disease. Crafted from the stomach lining of rare rock reptiles known for their ability to ingest anything, the pouches cleanse food placed inside after one day (as per *purify food and water*). Further, these pouches extend the shelf life of any food item by six additional weeks. Small versions of this item can hold one pound of food, mediums can hold five pounds, and larges 20 pounds.

Dune Pads: Similar to snowshoes, these items consist of oval loops of wood covered with leather or cloth. Lashed to the feet, they permit the wearer to move at x 3/4 movement over road, trail, or trackless conditions instead of x 1/2.

Gauntglider: This unusual and unwieldy-looking contraption is one of the most glorious ways to travel in all of Arena. The gauntglider's gangly, bat-like structure is crafted from the conjoined, hollow bones of gaunts, which are then covered with stretched and stitched-together skins of the same creatures. These small vehicles can hold only a single Medium creature and their gear, provided the entire combined weight does not exceed 200 pounds. Gauntgliders to fit larger

creatures or weights can be made, but they cost three times more per size category above Medium or 200 pound weight increase. Medium gauntgliders have a maneuverability of Good, while size Large or greater have a maneuverability of Average. They typically possess 50 hp per size category, a hardness of 4, and AC 14 plus the Dexterity modifier of the pilot.

Glacierbeast Tent: These items are worth their weight in gold in Arena. Crafted from the shaggy white hides of glacierbeasts, the interior of these tents continually give off a wonderfully cool aura, which combats even the stifling heat of Arena's desert. They are most often seen employed by the commanding officers in Arena's armies; strangely, this has led to the age old practice of officers' quarters being made of white fabric, even if they are not actually glacierbeast tents.

Gogglers: The lens of these goggles are ground from topaz-colored crystals and secured in a leather mask that fits snugly over the face of the wearer. These items block out the harsh light of the suns and the blowing sand so common to Arena, granting a +4 circumstance bonus to any saves against such effects.

Kine Casket: This item consists of a padded basket of stiff fiber with extremely low sides. Two sets of straps extend from its sides, each capable of securing the device to even the largest kine. A metal loop in the front allows the reins to be secured from slipping free. The casket is large enough to hold one Large, two Medium, or four Small creatures.

Lashing Cable: This mundane item consists of two metal rods about three feet long that are connected by a 30-foot length of chain, cable, or woven plant fiber

Table 3.3: Items of Arena

Items	Cost	Weight
Conservation pouch, small	50 gp	1/2 lb.
Conservation pouch, medium	200 gp	2 lb.
Conservation pouch, large	500 gp	5 lb.
Dune pads (per pair)	4 gp	4 lb.
Gauntglider (per size category)	500 gp	15 lb.
Glacierbeast tent	1,000 gp	10 lb.
Googlers	150 gp	1/2 lb.
Kine casket	35 gp	20 lb.
Lashing cable	15 gp	15 lb.
Nighteyes	250 gp	1/2 lb.
Picker cook stove	30 gp	15 lb.
Rockbiter robe	100 gp	30 lb.
Sand mask	5 gp	1/2 lb.
Sand skiff, single draft	80 gp	50 lb.
Sand skiff, double draft	200 gp	150 lb.
Sand skiff, four draft	500 gp	350 lb.
Sand skiff, six draft	1,000 gp	600 lb.
Sand visor	3 gp	*
Sandleggings	12 gp	1 lb.
Tent pack, Large	60 gp	25 lb.
Tent pack, Medium	20 gp	10 lb.
Tent pack, Small	15 gp	6 lb.
Windwrap	20 gp	1 lb.

* Ten of these items together weigh 1 pound.

along which are secured metal loops every five feet or so. Each rod is driven into the ground like a tent stake, stretching the cable taut between them. Kine, kith or other beasts of burden are lashed to the metal loops, effectively securing them in place. Slavers are especially found of these items, as they provide an excellent means of containing captives during the night.

Nighteyes: Similar to googlers, these items are made of ground black lens affixed to a leather mask. Contrary to their apparent uselessness, they allow the wearer to see perfectly in any natural darkness. Further, they grant the wearer darkvision to a 60-foot range. If the wearer already has darkvision, no additional benefits are gained. Nighteyes can be foiled by any magical darkness, however. No one knows who creates the nighteyes, but they are found in the Groomskein and surrounding surface settlements.

Picker Cook Stove: Developed by the pickers centuries ago, this useful item has found its way into the hands of nearly every humanoid species. Nothing more than two nested steel boxes that can fold flat, the stove allows a small fire in a bottom compartment to cook food in a top compartment. Small vent holes can be opened on each side of both compartments by moving sliding plates. Food is tended or removed by raising the hinged top of the stove, limiting the food's exposure to blowing sand. Each stove is large enough to cook food for four Medium individuals at one time.

Rockbiter Robe: These robes are extremely heavy and are composed of woven threads of minerals made pliant by a process known only to the ugruu. The many pleated folds shield a rockbiter from some of the damaging effects of the suns, lowering the Constitution DC against apathosis from ten to six.

Sand Mask: These items are designed to be worn over the mouth and are fashioned of molded plates of shell, wood, or bone with either slits or holes bored through. Covering these openings are patches of stiffened fabric whose weave is loose enough to allow the passage of air, but not sand, making them effective shields against the blowing dunes of Arena. Masks tailored for the facial shapes of specific races are readily available wherever those races congregate.

Sand Skiff: An innovative way to travel across Arena's dune-covered landscape, the sand skiff is little more than a highly specialized sled. With its unusually slanted and fluted skids and wire-frame construction, the sand skiff is built for speed and maneuverability across the sand, not protection. Typically pulled by a kine (or occasionally kith), sand skiffs can carry up to 400 pounds and still move at the beast of burden's

normal speed. Larger skiffs are fashioned for teams of two, four and six beasts of burden, and can carry weights of 1000, 2500, and 5000 pounds, respectively.

Sand Visor: Made from thinly carved wood, shell, or bone, these items are designed to cover the eyes of the wearer. Nearly solid, they possess thin horizontal slits over each eye that controls the passage of the suns' relentless light. Though the visors limit peripheral vision (granting a +1 circumstantial bonus to the attack of flanking foes), they grant a +2 circumstance bonus to the wearer on all saves based on a visual effect.

Sandleggings: Made from hand carved bone, sandleggings are worn strapped to the shins and upper legs of desert travelers. These seemingly insignificant items are simply a must have when traveling through the dunes, as they keep sand (blown or otherwise) out of one's boots and afford protection from low thorny bushes.

Tent Pack: These handy items are commonly used by troops throughout the domain. When worn they function in all respects as a backpack. However, when encamping, the pack breaks down into the components necessary to erect a single shelter for a Medium occupant. The tent pack can be converted to tent or pack in ten minutes. Large and Small versions are available at three times and three-quarters the normal cost, respectively.

Windwrap: These specially crafted lengths of lightweight cloth are made to provide protection

from the stinging winds and flying sand so often encountered in Arena. Through trial and error, the natives of Arena have developed these ingeniously folded garments that are worn as a scarf. With a couple of twists, yanks, and tucks, it can be transformed into a full-length garment that protects one's entire body from the top of the head to the boots.

Special Substances of Arena

Items	Cost	Weight
Blood Glass	5,000 gp	1 lb.
Nightstick	8 gp	1 lb.
Sandstrike rod	10 gp	1 lb.
Solidsand oil	60 gp	1/2 lb.
Waterbug	30 gp	*

* Ten of these items together weigh 1 pound.

Blood Glass: This rarely seen glass-like substance is made from the red sand of Arena and the blood of a sentient creature (see Craft [blood glass] for details of its manufacture). Once shaped and cooled, the glass has a dark ruby tint and is stronger than steel. Those who would equip entire armies with armor and weapons of blood glass are forestalled in that only the sand found in the Sandmyre, the legendary home of the sand sovereigns, will serve in its construction. Those that manage to produce a single batch of blood glass (and make it out of the Sandmyre alive) often never need make another to live like a king.

Armor, shields and weapons fashioned from blood glass possess an inherent +2 bonus, and edged weapons also function as with the *keen* special ability. Items made from blood glass can receive additional magical enchantments. Mundane items crafted with blood glass (which is a rare event indeed and a testament to the owner's affluence) receive a +10 to their hardness score.

Nightstick: These 1-foot long innocuous lengths of rib bone have been treated to release a temporary darkening effect when broken. If broken in full light conditions, the nightstick shields those in its 10-foot umbra from the harmful effects of the intense Arena suns. These items negate the light sensitivity suffered by several races provided they remain in its areas of effect. The nightstick's darkening power functions for 6 hours and moves with the largest of the bone fragments.

Sandstrike Rod: Dune hunters, to extract their quarry from the sand, use these single use, 2-foot long metal rods that inflict a painful sonic vibration through the sand to a range of 30 feet. To be used, they must be pushed at least 6 inches into the sand and roundly struck on top by a blunt object. The resulting sonic resonance is painful to most dune dweller creatures, even those without auditory senses, which move to the surface to escape it. A popular tool of survival, they have found their way into nearly every caravan's survival kit. If used as a weapon, anyone struck by it suffers 1d6 points of sonic damage, including the wielder.

Table 3.4: Weapon & Armor Qualities

Items	Item Cost Modifier
Dusty	+1 bonus
Gloomy	+3 bonus
Molten	+2 bonus

Solidsand Oil: This oil is a blend of a dozen common ingredients that are readily available throughout Arena. When applied, treated sand becomes a malleable paste that can quickly be applied to create solidsand plate. The oil can be used to treat up to 60 pounds of sand, or one suit of solidsand plate armor. Smaller items can be fashioned, such as clubs, walls, or cookware, provided the total weight of crafted items does not exceed 60 pounds. Solidsand items last up to one week before crumbling back to the sand from which they came.

Waterbug: These prized items are hard to locate, as the secret of their manufacture is a closely guarded. They are made from the preserved, 2-inch corpses of oasis beetles. When cracked open and the insides immediately ingested, the imbibor is treated as if he has consumed enough water for a Medium being for one day. Creatures smaller than Medium earn no additional benefit from eating a whole waterbug, though its contents can be shared. A single waterbug produces enough moisture to satisfy four Small, eight Tiny, 16 diminutive, or 32 Fine beings. Large beings must consume four waterbugs to be satisfied. Waterbugs do not aid creatures larger than Large size.

Armor and Weapon Qualities

The following are common qualities found on weapons and armors fashioned to function in the desert conditions of Arena. Though found in treasure caches beyond the borders of Barbello's domain, they are seldom manufactures anywhere else but Arena.

Duster: Taking advantage of the terrain of Arena, this quality applies to blunt melee weapons, such as maces and clubs. Such items have small holes liberally dotting their heads and detachable, hollow handles. The handle can be filled with any dry substance – poisonous dust, magical powder, or even fine sand. When used in combat, the violent movements cause the contents to sprinkle the struck target with one dose of whatever substance the weapon contains. If sand is used, the dust functions as *glitterdust*. Any other used substance retains its normal properties. The construction of these items is such that only violent motion releases the substance contained.

Faint conjuration; CL 5th; Craft Magic Arms and Armor, weapon with a handle or haft, and glitterdust; Price +1 bonus.

Gloomy (Armor): Shields and armors that possess this enchantment are spontaneously gains by items that had remained in the Gloomskain for a time. The impossible to replicate quality makes items possessing it extremely valuable. First, the armors and shields constantly exude an aura of despair as per the spell *emotion*. Second, 3/day the weapon can be commanded to give off a fog of visible gloom. The

gloom settles within 60 feet as commanded and instantly transforms into the spell *black tentacles*. Third, 1/day the weapon can convey the powers of *etherealness* to the wearer.

Strong enchantment, transmutation and conjuration; CL 20th; Can only be acquired in the Gloomskein and cannot be manufactured; Price +3 bonus.

Gloomy (Weapons): Weapons that possess this enchantment seem to spontaneously acquire it after a lengthy foray into the depths of Gloomskein and become sought after for their combative and non-combative uses. First, the weapon constantly exudes an aura of despair as per the spell *emotion*. Second, 3/day the weapon can be commanded to give off a fog of visible gloom. The gloom settles within 60 feet as commanded and instantly transforms into the spell *black tentacles*. Third, 1/day the weapon can convey the powers of *etherealness* to the wearer.

Strong enchantment, transmutation and conjuration; CL 20th; Can only be acquired in the Gloomskein and cannot be manufactured; Price +3 bonus.

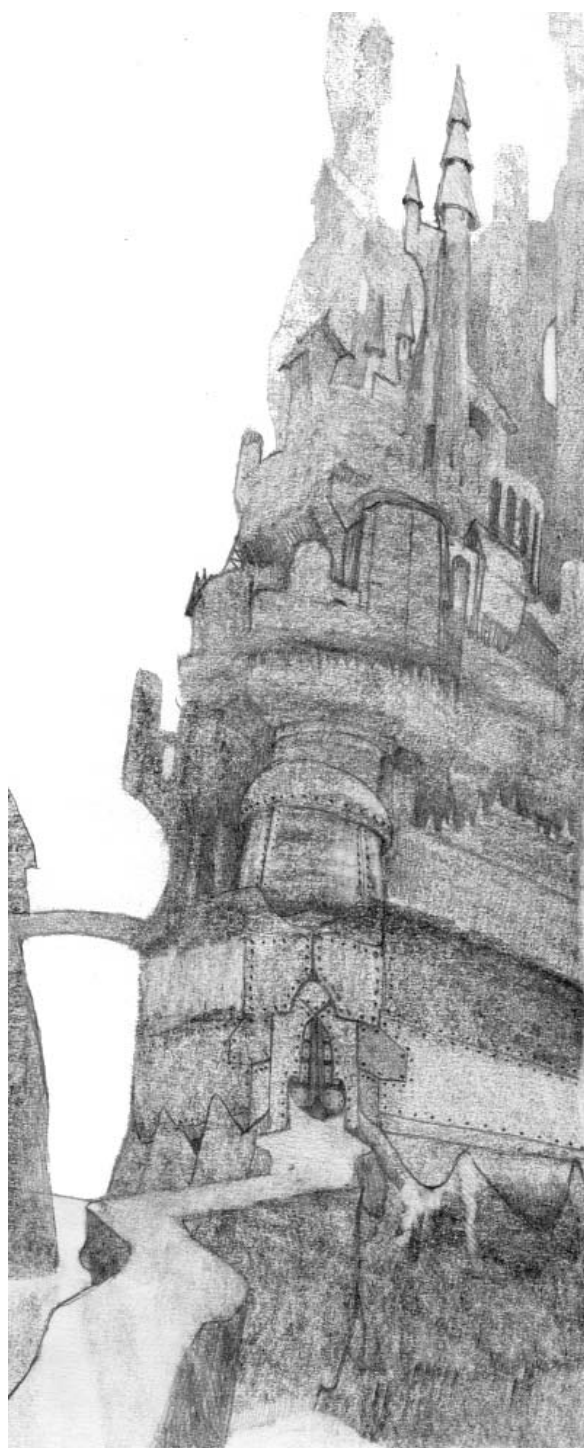
Molten (Armor): Shields and armors that possess this powerful enchantment are rarely seen outside the hands of rockbiter dwarves, who discovered the mystical process of their creation. Molten shields and armor, when wielded and donned, take on the form of loosely contained magma: goopy masses of eternally churning, white-hot rock, which always glow as per a torch (20' radius). This does not harm the wearer and grants fire resistance 10. As an unexpected benefit, those who strike a target girded in molten armor or shield cause a shower of super-heated magma droplets spatters all over them, requiring a Reflex save (DC 10) to avoid suffering 1d4 points of fire damage. If both a molten shield and molten armor are employed, the DC increases to 15 and the damage becomes 1d4+2. This enchantment can only be used on metal or stone shields and armor.

Strong evocation; CL 12th; Craft Magic Arms and Armor, stone or metal weapon, flame blade, flame strike, and protection from energy; Price +2 bonus.

Molten (Weapons): Weapons that possess this powerful enchantment are rarely seen outside the hands of rockbiter dwarves, who discovered the mystical process of their creation. Molten weapons, when drawn, take on the form of loosely contained magma: goopy masses of eternally churning, white-hot rock, which always glow as per a torch (20' radius). While they in no way harm the wielder, molten weapons do an additional 1d6 points of fire damage per each successful hit. Further, if the individual struck with a molten weapon does not take a full round action to physically remove the resulting splatter of searing, semi-liquid rock they receive another 1d4 points of fire damage for the following round. Bows, crossbows and slings enchanted

with this enhancement bestow their fiery properties to their ammunition when launched, consuming the missile entirely. This enchantment can only be used on weapons that are composed of metal or stone.

Moderate evocation; CL 12th; Craft Magic Arms and Armor, stone or metal weapon, flame blade, flame strike, or fireball; Price +2 bonus.



Barbello's Citadel

Illustrated by Christopher Pickrell

Chapter 4: Forgotten Magic

In the simplistic perception of a newly arrived seed, the might of the blade and the allure of material wealth reign supreme, as ambitious warlords seeking temporal authority and incalculable riches field immense armies of fanatical followers bent on acquiring the same earthly pleasures. However, the pervasive veneer of endless carnage and mindless brutality hides an equally potent motivation for the intricate political machinations engineered by the domain's elite. In addition to serving as an unquenchable reservoir for the spilt blood of countless fallen warriors, the fiery red sands tenaciously refuse to yield numerous caches of mystical treasures concealed below the surface.

Long lost magical creations of terrifying power and malevolent intent lurk in the dank shafts of abandoned mines and underneath the vast expanses of rolling dunes. Fearsome armaments and apocalyptic knowledge capable of transforming an ordinary soldier into one of Arena's powerbrokers await intrepid individuals willing to risk everything to unearth them.

In its most basic equation, magic and the Forge are inseparable. It forms the boundaries of the imprisoned god's penitentiary and ensures its perpetuity. Residual energy generated by the world's creation and the immeasurable incantations cast upon the domain's surface ever since surge through every grain of scarlet sand. Its cruel and rapacious overlord, Barbello, exists solely as the result of the incomprehensible arcane forces binding her to the eternal prison she swore to guard untold eons ago. Yet magic also holds the key for her emancipation.

In furtherance of her elusive goal, Arena's covetous master gleans mighty spells and items from beings she pulls into her realm, adding the valuable treasures to her continually expanding coffers. However, some magic inexplicably eludes her scrutinizing glare. Whether smuggled into Arena from a neighboring domain or somehow concealed from Barbello's sifter, the benevolent and baleful effects conjured by these awesome examples of mystical proficiency invariably determine the destiny of its possessor and the domain at large.

New Spells

Spells are unquestionably the most prevalent form of magic encountered in Arena. Although arcane and divine enchantments imported from other worlds dominate the practitioners' exhaustive inventory of spells, the harsh domain boasts a small but notable collection of homegrown incantations specifically designed for its unforgiving natural and political environments. Masters of the aforementioned arts command frightful weapons of terrifying woe, wielding these destructive forces in the name of a conquering warlord or for their personal betterment.

Some subjugate the will of other sentient beings or manipulate the surrounding landscape, while others augment the caster's already impressive physical and mental abilities. Arena's myriad of divergent and innovative spellcasters constantly pushes the boundaries of their particular crafts in an effort

to gain the upper hand against their adversaries. The subsequent inventory of spells represents the marvelous fruition of their intensive labors.

Aerobatics (Flight)

Transmutation

Level: Sor/Wiz 3

Components: V, S, M

Casting Time: 1 standard action

Range: Touch

Target: Creature touched

Duration: 1 min./level

Saving Throw: Fortitude negates (harmless)

Spell Resistance: Yes (harmless)

Aerobatics is a popular staple in the arsenal of Arena's airborne races, greatly augmenting their generally average flying precision and speed. The transmuted creature's flight maneuverability rating improves by two categories while his fly speed increases by 40 ft. or double his normal movement rate, whichever is greater. The recipient's maneuverability rating can never exceed perfect. In addition, the spell's beneficial effects do not stack with other spells and spell-like effects that bestow flight abilities, (such as *fly*), or those that increase speed (such as *haste*). It also does not improve the speed or flight maneuverability of magical items such as a *broom of flying* or a *carpet of flying*.

Material Component: An asherake or vogel feather

Barbello's Favor

Abjuration

Level: Clr 2

Components: V, S

Casting Time: 1 standard action

Range: Touch

Target: Creature touched

Duration: 10 min./level

Saving Throw: Will negates (harmless)

Spell Resistance: Yes (harmless)

Arena's warmongering mistress loathes beings that shy away from the perils of melee combat; thus accounting for its personalized name. The spell's recipient gains a +2 luck bonus to AC against all ranged attacks made against him. The luck bonus increases by 1 for every three caster levels above 3rd level, not to exceed a maximum of +5 when the caster reaches 12th level.

Body of Sand

Transmutation

Level: Sor/Wiz 6

Components: V, S, M

Casting Time: 1 standard action

Range: Personal

Target: You

Duration: 1 min./level (D)

Arcane spellcasters in the midst of battle frequently utilize this spell to ward against physical attacks albeit at the expense of their overall speed and combat prowess. Fine grains of scarlet sand replace your flesh and bones, transforming you into a body of living sand. While under the influence of this spell, you can opt to retain your original shape and act normally or assume a granular form. Regardless of which choice you make, you gain damage reduction 15/piercing and damage reduction 10/slashing. You also acquire immunity to all attacks directed against your physiology and respiration such as blindness, deafness, disease, poison and suffocation in addition to critical hits, ability score damage and fire. Conversely, you are automatically slowed (as per the spell *slow*) by all water-based attacks including targeted and area of effect spells, spell-like effects and supernatural abilities and are unable to drink potions.

If you decide to maintain your normal shape, your gear remains affixed to your new body, and you can perform any action normally available to you without limitation. While in this form, you take a -6 penalty to Strength, and you move at half your normal speed. In granular form, you appear as nothing more than an amorphous mound of sand, although your general size remains unchanged. Equipment falls off your body, and your movement rate is reduced to 10 feet. You cannot attack, use items, cast spells requiring a verbal, somatic or material component or take any other action requiring the manipulation of physical objects. You suffer a -6 penalty to Dexterity and have no Strength score. However, you can pass through small openings as tiny as a keyhole as part of your normal movement. Reassuming your natural form or either variant form requires a full round action that provokes attacks of opportunity from threatening foes.

Material Component: A small handful of Arena's red sand

Burning Sands

Transmutation

Level: Drd 2, Sor/Wiz 2

Components: V, S, M/DF

Casting Time: 1 standard action

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

Area: Up to two 10-ft. cubes/level

Saving Throw: Fortitude negates

Spell Resistance: Yes

The sand underfoot becomes intensely hot dealing 2d4 points of damage to any creature in contact with it. The creature continues to sustain damage and a saving throw every round while exposed to the sand. In addition to taking damage, any creature failing its saving throw suffers from excruciating burns on the soles of its feet. Its speed is reduced by half for the next twenty-four hours or until the wounds are successfully treated with a Heal check (DC 15) or 1 point of magical curing. Footwear provides a +2 bonus to the creature's saving throw and enables it

to ignore the aforementioned effects from one failed saving throw. Druids and wizards with an affinity for Arena's desert environments commonly deploy this incantation against an approaching column of enemy troops.

Arcane Component: A small glass prism

Countermeasures

Illusion (Figment)

Level: Sor/Wiz 4

Components: V, S

Casting Time: 1 standard action

Range: Personal

Target: You

Duration: 1 round/level and concentration

Saving Throw: Will negates (if interacted with)

Spell Resistance: Yes

Flying creatures typically use this spell to discourage pursuers from continuing the chase. When you cast this spell, illusory duplicates of you instantly appear superimposed over you before dispersing in any direction that you choose. The spell creates one image plus one image per five caster levels (maximum five images total) that move at your speed, speak and mimic your gestures in every way, although they cannot attack or take any actions with real consequences. The imaginary duplicates persist as long as you continue to concentrate; they disappear immediately once you cease concentrating on them.

Depth Charge

Evocation [Sonic]

Level: Brd 4, Sor/Wiz 5

Components: V, S, M

Casting Time: 1 standard action

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

Area: 40-ft. radius burst

Duration: 3 rounds or less; see text

Saving Throw: Fortitude partial

Spell Resistance: Yes

A tiny metallic cylinder under your direction rushes from your hand and to its intended destination where you can detonate it at any time within the next 3 rounds. Triggering the explosion in a subsequent round only requires a free action. When the cylinder erupts, the intense vibrations ripple through the water stunning creatures for 1 round and dealing 1d6 points of sonic damage per caster level to all creatures within the area of effect (max 15d6). A successful saving throw negates the stunning effect and reduces the sonic damage in half. The spell functions exclusively underwater. Ceptu and trusk wizards and sorcerers commonly employ this incantation against passing vessels and surface dwelling races venturing beneath the surface.

Earthly Bonds

Conjuration (Creation)

Level: Sor/Wiz 3

Components: V, S, M

Casting Time: 1 standard action

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

Target: One living creature

Duration: 1 round/level (D)

Saving Throw: None

Spell Resistance: Yes

A magical and unbreakable tether anchored to the ground rises into the air and wraps around the body of its target, pulling the victim back to earth. If the distance between the spell's target and the ground is greater than 200 ft., the spell automatically fails. To resist the spell's effect, the victim must make a grapple check opposed by the tether's grapple check. The long, sinewy tether is treated as a Huge creature that uses your base attack bonus and possesses a Strength of 23. As a result its grapple check is equal to your base attack bonus +14. If the tether initially fails to grapple its intended target or the victim subsequently escapes, it can try to grapple again on the following round provided that the victim remains within 200 ft. of the tether's anchor point.

Once the tether grapples its opponent, it pulls the target back to earth. The tether drags the foe a number of feet equal to the difference between the combatants' grapple checks x 5. Therefore, if the tether's grapple check exceeded its opponent's check by 5, the tether pulls the target 25 ft. downward. While grappled, the victim can continue to move horizontally, although it descends at a rate of 5 feet per 10 feet traveled in any horizontal direction. If the victim opts to descend or move horizontally, the tether instantaneously takes up any slack. When the victim touches the ground, the tether continues to grapple him, preventing him from moving in any direction. The tether is immune to all types of damage.

The spell proves particularly useful against flying wizards and sorcerers attempting to escape combat or utilize their flight capabilities for their tactical advantage. It is especially effective against vögels.

Arcane Component: A small chunk of a ship's ballast

Enlightened Servitude

Enchantment (Compulsion) [Language-Dependent, Mind-Affecting]

Level: Brd 4, Sor/Wiz 4

Components: V, S

Casting Time: 1 standard action

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

Target: One living creature

Duration: 1 day/level; see text

Saving Throw: Will negates

Spell Resistance: Yes

Although all successful warlords view slavery as a necessary evil, a small percentage abhors the industry's inherent humiliation and brutality. As a result, good-aligned but pragmatic warlords utilize *enlightened servitude* to balance their economic needs with their moral apprehension.

The spell's target treats you as a trusted employer, willing to perform any work related task given to him without hesitation. If you speak the target's language, he follows detailed instructions; otherwise your ability to control his activities is limited only to very general commands such as "dig here" or "push stones". The target believes that you pay him a handsome wage and provide for his every basic need.

He maintains this perception as long as you treat him in a generally fair and reasonable manner. Physical or mental abuse, workdays in excess of fifteen hours or the deprivation of food, water, clothing or shelter grants the subject a new saving throw to break the enchantment.

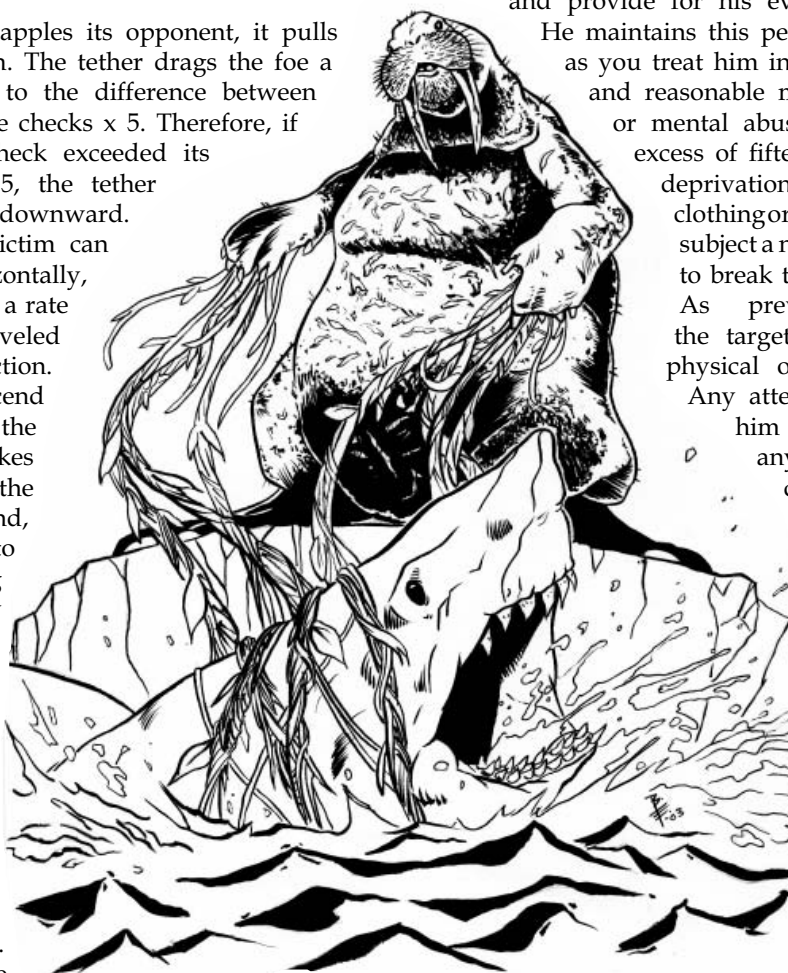
As previously noted, the target only performs physical or mental labor.

Any attempts to compel him to fight, commit any obviously self-destructive act or undertake an action diametrically opposed to his nature automatically breaks the enchantment.

When the spell's duration expires, you and the target make opposed Charisma checks.

If you win, the subject remains in your

servitude for an additional term equal to the spell's original duration. The GM may grant a circumstance bonus or penalty to your Charisma check if your treatment of the subject warrants such a modifier. Naturally, you must continue to abide by the terms and restrictions originally imposed by the spell. You and the subject continue to make opposed Charisma



A tangle of kelp...
Illustrated by Ben Eargle



checks at the end of each subsequent term until the subject breaks the spell, or you voluntarily dismiss him. Although the freed subject harbors no ill will towards you, any future attempts to subjugate him with this spell afford him a +4 bonus to his saving throw.

Enslave

Enchantment (Compulsion) [Language-Dependent, Mind-Affecting]

Level: Sor/Wiz 8

Components: V, S

Casting Time: 1 standard action

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

Targets: Up to 2 HD/level of living creatures, no two of which can be more than 30 ft. apart

Duration: 1 day/level; see text

Saving Throw: Will negates

Spell Resistance: Yes

You control the actions of the spell's targets, compelling them to work, fight and serve you in any capacity you deem fit. As long as you provide the minimum requirements for the subjects to sustain their basic day-to-day needs, such as food, water and adequate shelter, they obey you to the best of their abilities. If you speak the target's language, he follows detailed instructions; otherwise your ability to control his activities is limited only to very general commands such as "guard this room" or "fight that soldier over there". Subjects forced to take actions opposed to their inherent nature including obvious acts of self-destruction receive a new saving throw to break the enchantment. Even if they fail the saving throw, they still ignore your suicidal command. Subjects under the influence of this spell also obey the orders of any recognizable subordinates clearly acting on your authority.

When the spell's duration expires, you make an Intimidate check. If you win, the subject remains in your servitude for an additional term equal to the spell's original duration. You continue to make Intimidate checks at the end of each subsequent term until the subject breaks the spell, or you voluntarily dismiss him. Once liberated, the spell's subject often seeks retribution against you. In addition to acquiring a new enemy, the former slave's belligerent attitude grants a +4 bonus to his saving throw against this spell in the future. Miserly warlords unwilling to part with their gold or those with a dire and immediate need for slaves comprise its most frequent advocates.

Etch Runes

Transmutation

Level: Sandmystic 0

Components: V, S, M

Casting Time: 1 hour

Range: Touch

Target: One glass crystal; see text

Duration: 10 min./level

Saving Throw: None

Spell Resistance: No

Arena's sandmystics rely upon specially crafted crystals to record their spells. (The core class entry in Chapter 2 provides the specific details of these crystals.) This spell allows the sandmystic to transcribe spells from another written source, such as a scroll, spellbook or another crystal onto his attuned crystal. The process takes one minute per spell level; therefore it takes seven minutes to record a 7th-level spell in this manner.

Material Component: A few drops of the caster's blood

Gold Fever

Enchantment (Compulsion) [Mind-Affecting]

Level: Sor/Wiz 3

Components: V, S, M

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

Target: One living creature; see text

Duration: 1 round/level

Saving Throw: Will negates

Spell Resistance: Yes

You telepathically implant a suggestion in the subject's mind, convincing him that a priceless vein of pure gold lies in the sands beneath his feet. The victim immediately drops to his knees and starts digging with his bare hands, excavating approximately two cubic feet of sand in one minute. The subject engaged in this fruitless endeavor can take no other actions while digging, but he is not considered helpless. When the spell ends, the creature appears disappointed but acts normally. The spell functions exclusively in the deserts of Arena.

The spell proves ineffective against creatures with an Intelligence score of 2 or less as well as more intelligent creatures unconcerned with material wealth, (generally any monster with a Treasure rating of none falls into this category). Creatures with a fondness for gold, such as greedy dwarves, wealthy merchants and avaricious dragons suffer a -2 penalty on their saving throw against this spell. Ultimately, the GM must adjudicate whether the saving throw penalty is warranted in each circumstance. Not surprisingly, the spell is very effective against the overwhelming majority of Arena's warriors.

Material Component: A few filings of pyrite

Harpoon

Conjuration (Creation) [Force]

Level: Sor/Wiz 2

Components: V, S, M

Casting Time: 1 standard action

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

Duration: 1 round/level (D)

Saving Throw: None; see text

Spell Resistance: Yes

Although intended primarily for underwater use, *harpoon* is just as effective when cast on the surface.

You hurl a harpoon of magical force that requires a ranged touch attack to hit. The harpoon functions as a +1 weapon, granting you a +1 bonus to your attack roll while dealing 1d6+1 points of damage. The harpoon's wicked barbs remain embedded within the victim's flesh, allowing you to drag the victim closer to you by yanking on a magical tether wrapped around his waist and affixed to the back of the harpoon. As a standard action during your turn, you may make an opposed Strength check to pull the victim towards you. If you succeed, the harpoon deals 1d6+1 points of damage and the adversary moves 5 ft. closer to you for every 5 points that your Strength check exceeded your opponent's Strength check.

Conversely, the victim may also utilize a standard action to draw you closer to him. Unlike the previous example, you receive a +4 bonus to resist your opponent's attempt to draw you closer, and you do not suffer damage if you lose the opposed Strength check. In addition, the victim can extricate himself from the harpoon by making a successful Escape Artist check (DC 23) or by automatically wrenching himself free but sustaining 3d6+3 points of damage in the process.

You can disengage the tether at any time; however the tether and the harpoon are immune to damage of all types. As long as the target remains tethered to the harpoon he cannot increase the distance between himself and you. Large and physically strong trusk wizards and sorcerers utilize this spell to maximum efficiency.

Material Component: A fishing hook

Invert Sand

Transmutation

Level: Drd 2, Rgr 2

Components: V, S, DF

Casting Time: 1 standard action

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

Area: 20-ft. radius spread

Duration: Permanent

Saving Throw: Reflex negates

Spell Resistance: Yes

You create a roughly funnel shaped, sharply sloped hole in the sand. A successful saving throw leaves the creature five feet away from the edge. Creatures that fail their Reflex saving throw fall into the hole, sliding down to its deepest point 30 feet below the rim while suffering 1d6 points of damage from the fall. Creatures attempting to climb out from the hole must make a Climb check (DC 20) to succeed; otherwise they remain trapped. Creatures walking right into the hole automatically sink to the bottom. Druids and rangers typically use the spell to slow down an advancing column of troops.

Hoist Standard

Enchantment (Compulsion) [Mind-Affecting]

Level: Clr 6

Components: V, S, DF

Casting Time: 1 standard action

Range: 40 ft.

Area: All allies within a 40-ft radius burst centered on you

Duration: 1 round/level

Saving Throw: None

Spell Resistance: Yes

The symbol of your warlord magically appears at the vanguard of your unit, instilling them with renewed vigor and courage. All of your affected allies receive a +2 morale bonus to attack rolls and saving throws against fear. The spell also eliminates fatigue and improves an exhausted ally's condition to fatigued status as well as curing 1d8 hit points of damage.

Minefield

Conjuration (Creation)

Level: Sor/Wiz 4

Components: V, S, M

Casting Time: 1 standard action

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

Area: Up to two 10-foot cubes/level

Duration: 10 min./level or until discharged

Saving Throw: Reflex negates

Spell Resistance: Yes

You conjure a dense field of closely packed but equidistant underwater metallic spheres that detonate upon physical contact with another creature or object. Creatures within the spell's area of effect at the time of casting must make a Reflex saving throw to avoid the exploding mines. The amount of damage dealt by the spell depends upon the creature or object's size as described in the following chart.

Size	Damage Dealt
Fine	No damage
Diminutive	1 point of damage +1 per 4 caster levels
Tiny	1d2 points of damage +1 per 3 caster levels
Small	1d4 points of damage +1 per 2 caster levels
Medium	1d6 points of damage +1 per caster level
Large	2d6 points of damage +1 per caster level
Huge	4d6 points of damage +1 per caster level
Gargantuan	6d6 points of damage +1 per caster level
Colossal	8d6 points of damage +1 per caster level

Creatures passing through the minefield after its creation also sustain the aforementioned amounts of damage if they fail a Reflex saving throw with the subsequent modifications. Medium-sized creatures and smaller can navigate their way through the minefield without taking damage if they reduce their speed to 5 ft.. Creatures moving at half their movement rate suffer a -5 penalty to their saving throws, while creatures moving at their full movement rate suffer a -10 penalty to their saving throws. In addition, the Difficulty Class of the spell's saving throw is modified by the creature's size modifier to AC; therefore the DC of a Huge creature passing through the minefield is increased by +2 whereas the DC of a Tiny creature is reduced by -2. A creature passing through the

minefield only makes one saving throw per round to avoid taking damage regardless of its size or speed.

Minefield deals an equal amount of fire and sonic damage. Although the spell does not regenerate spent spheres, it continuously readjusts their configuration to maintain the spell's symmetry. As a result, the minefield's density steadily decreases as passing creatures and objects detonate the spheres. The minefield is reduced to half its normal strength after dealing 10 points of damage per caster level and completely dissipates after inflicting 20 points of damage per caster level. A half-strength minefield deals half as much damage as a normal field as well as granting a +4 bonus to the Reflex saving throw of creatures passing through the field. You can shape the minefield in any manner as long as its area of effect remains contiguous. Ceptu and trusk wizards and spellcasters typically employ the spell as a makeshift prison, centering the effect on the spell's intended target.

Material Component: A pinch of saltpeter

Path of the Scorpion

Transmutation

Level: Drd 2, Rgr 2

Components: V, S, DF

Casting Time: 1 standard action

Range: Touch

Target: Creature touched

Duration: 1 min./level (D)

Saving Throw: Will negates (harmless)

Spell Resistance: Yes

The spell's subject burrows through the desert sand at a maximum speed of 20 ft. and also acquires the tremorsense ability. While traveling in this manner the affected creature gains a +10 bonus to Hide checks but must remain within 5 feet of the surface, creating a barely noticeable ripple along the ground. A successful Spot check (DC 20) detects the creature's presence underground, while a Spot check (DC 30) pinpoints its exact location. The subject gains a +8 cover bonus to AC and a +4 bonus to Reflex saving throws against all melee and area of effect spells and spell-like effects originating from the surface, whereas ranged weapons and Small or smaller melee weapons such as arrows and daggers automatically miss.

Creatures that require air must periodically surface; otherwise they run the risk of suffocating. The DMG provides detailed information on the hazards of suffocation. The spell only functions on the desert sands of Arena where it is primarily used to sneak past enemy lines.

Rain of Glass

Evocation [Fire]

Level: Drd 4, Sor/Wiz 4

Components: V, S, M/DF

Casting Time: 1 standard action

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

Area: Cylinder (20-ft. radius, 40 ft. high)

Duration: Instantaneous; see text

Saving Throw: None

Spell Resistance: Yes

Jagged shards of searing hot glass fall from the sky dealing 2d6 points of fire damage and 2d6 points of laceration damage to every creature in the area. Although the shower of broken glass lasts only for a few instants, the sharp pieces cover the ground for one round per caster level until they magically disappear. The remnants of the shattered glass behave as caltrops, possibly injuring any creature walking through the area.

Material Component: A few grains of Arena's red sand

Stinging Sphere

Conjuration (Creation)

Level: Sor/Wiz 2

Components: V, S, M

Casting Time: 1 standard action

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

Target: One creature or object

Duration: 1 round/level

Saving Throw: Reflex negates

Spell Resistance: Yes

Developed by ceptu and trusk wizards and sorcerers, *stinging sphere* conjures a gelatinous, underwater membrane that encapsulates any Large-sized victim or smaller that fails a Reflex saving throw. Hundreds of tiny cilia affixed to its interior repeatedly sting the trapped creature dealing 1 point of damage per every two caster levels. The membrane's walls restrict the affected creature's movement imposing a 20% chance of miscasting spells with a somatic component in addition to preventing him from attacking the sphere with any weapons larger than a light weapon albeit with a -4 penalty to his attack roll. *Stinging sphere* provides cover (+4 to AC and +2 to Reflex saving throws) against all attacks made through it.

Creatures entrapped within the sphere can escape by dealing damage to its membranous walls. Its AC is 10 + the caster's size and Dex modifiers, and it possesses as many hit points as the caster. Because of its gelatinous structure, it benefits from DR 10/bludgeoning. The sphere takes damage from all internal and external forms of attack including area of effects spells and spell-like effects as well as melee and missile attacks directed against it by the victim's allies. Once destroyed, the structure immediately transforms into an equal volume of ordinary water.

Material Component: A dampened sheet of vellum

Tangle of Kelp

Conjuration (Creation)

Level: Drd 1, Rgr 1

Components: V, S, DF

Casting Time: 1 standard action

Range: Close (25 ft. + 5 ft./2 levels)
Target: One creature
Duration: 1 min./level (D)
Saving Throw: None
Spell Resistance: Yes

Thick strands of kelp spring from your hands and streak towards your intended target, hitting him on a successful melee touch attack. The spell entangles its victim wrapping the target with exceptionally strong plant material. An entangled creature moves at half speed, cannot run or charge, and takes a -2 penalty on all attack rolls and a -4 penalty to Dexterity. If he attempts to cast a spell, the creature must make a Concentration check (DC 15 + the spell's level); otherwise he miscasts the spell.

Because the spell is directed at a single target rather than a general area, it is more difficult to escape from *tangle of kelp* than it is to escape from *entangle*. A Strength or Escape Artist check (DC 25) is required to break free from its grasp. Attempting the aforementioned maneuver necessitates a full round action. The spell only functions underwater and is typically employed by aquatic races against surface dwellers venturing into their domain.

Turbulence

Evocation [Air]
Level: Drd 3, Sor/Wiz 3
Components: V, S
Casting Time: 1 standard action
Range: Medium (100 ft. + 10 ft./level)
Area: 40-ft. radius emanation
Duration: 1 round/level (D)
Saving Throw: Fortitude partial; see text
Spell Resistance: Yes

You create an unstable, swirling current of air that reduces the speed of all flying creatures within the spell's area of effect by half without the benefit of a saving throw. Creatures caught within its area of effect and those passing through it must make Fortitude saving throws; otherwise *turbulence* alters their flight path in a randomly determined direction. Consult the following table to ascertain the spell's results.

Percent (%)	Direction
01-25	45 degrees left
26-50	45 degrees right
51-75	45 degrees up
76-00	45 degrees down

Creatures forced into an intervening object, such as a wall, suffer 1d6 points of damage. Ranged attacks passing through the spell's area of effect also suffer a -4 penalty to the attack roll.

Lost Spells

While the preceding section details a host of spells commonly found in the repertoire of Arena's practitioners of divine and arcane magic, the

subsequent passages detail a small array of extremely rare, indigenous spells, occasionally encountered while venturing through the domain. Despite the aura of secrecy shrouding these mysterious incantations, they continue to slowly disseminate through the ranks of those spellcasters potent enough to wield these mystical powers. The arcane versions of these incantations first appeared on the pages of three unique spellbooks scattered throughout Arena, while their divine variations remain largely unknown to the overwhelming majority of its clerics, druids, rangers and paladins.

These mighty tomes include the *Book of Fettering*, the handiwork of the warlock, *Athicluss*, *The Chant of Slaughter*, authored by Qamil's former warlord, Palsmedes, and the *Recollections in Aesthetics*, an artistic and magical treasure currently residing within a neglected library in the city of Penakhimen. The following subheadings describe the tale of the book and its author as well as the unique spells appearing upon its legendary pages.

Book of Fettering

The practically incomprehensible *Book of Fettering* is undeniably the penultimate achievement of its enigmatic author, the insidious wizard *Athicluss*. Written more than 1,000 years ago, the cryptic tome of bizarre spells and indecipherable anecdotes confounds its current owner, the brilliant, renegade warlord known only as Warlock. On the surface, the jumbled mass of unbound sheets of parchment appears as nothing more than the disorganized and incoherent ramblings of a madman, but a closer examination by a well-trained eye yields an astounding mystical revelation. Masterful in the subtleties and nuance of language, *Athicluss*, a renowned linguist and mathematician devised numerous innovative curses during his lengthy existence, but his whimsical creations failed to temper his single-minded passion to unravel the mystery of the Great Oath. Initially, he toiled at the behest of Nemamiah, the undead lord of the Vault, but over the monotonous span of several centuries his focus abruptly changed. Originally entrusted with the crucial task of unlocking Nemamiah from the shackles of his perpetual imprisonment, the ambitious lich instead focused his industry on finding a way to supplant his hated taskmaster without directly confronting him. To prevent Nemamiah from discovering his plans, he encoded his exhaustive research and eclectic collection of unique spells in an effort to prevent the Vault's covetous overlord from obtaining his valuable insights.

After 1,000 years of experimentation and countless rehearsals, *Athicluss* initiated the potent incantation designed to fulfill his destiny. Much to his surprise and horror, his seemingly foolproof scheme quickly went awry. Although the spell imparted previously unknown knowledge about the Great Oath, it also alerted the enraged Feathered Fowl to his treachery, culminating in the cunning wizard's immediate doom. The *Book of Fettering* remained in Nemamiah's possession until he bequeathed *Athicluss'* masterwork

to his ordained successor less than a century ago. So far, the vast majority of its secrets continue to elude its new owner; however the Warlock unlocked the mystery of a few of its spells, including the instrument of Athicluss' destruction.

The *Book of Fettering* appears as a loose assemblage of 300 dog-eared sheets of weathered parchments stuffed into two metallic covers forged from the melted, iron shackles of former slaves. The tome contains every known curse and necromancy spell along with a respectable host of spells from the remaining schools of magic plus the following new spells. A wizard memorizing any spell from this book increases the Difficulty Class of the spell's saving throw by +1.

Damnation

Necromancy

Level: Clr 7, Sor/Wiz 8

Components: V, S

Casting Time: 1 standard action

Range: Touch

Target: Creature touched

Duration: Permanent

Saving Throw: Will negates

Spell Resistance: Yes

Damnation is a more powerful version of the spell *bestow curse*. You can choose to afflict the spell's subject with one of the following three effects.

- **Indecision:** Each turn, the target has a 50% chance to act normally; otherwise it takes no action. Even if it acts normally, the creature is limited to single actions only.
- **Misfortune:** -8 penalty on attack rolls, ability checks and skill checks; automatically fails saving throws.
- **Squander:** Subject gives away all material possessions without recompense to the first creature he encounters with the exception of non-magical clothing, food and water. He is prohibited from acquiring any additional items as long as he remains under this curse.

You are free to invent your own curse; but its power must remain commensurate with the aforementioned effects. As always, the GM exercises the final authority in the matter.

Break enchantment, *limited wish*, *miracle*, *unbind* and *wish* can remove the effects of *damnation* from the subject; however *remove curse* proves ineffective.

Unbind

Abjuration

Level: Clr 9, Sor/Wiz 9

Components: V, S

Casting Time: 1 round

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

Target or Area: One creature or object; or 20-ft. radius burst

Duration: Instantaneous

Saving Throw: None

Spell Resistance: No

U n b i n d automatically frees the subject(s) from enchantments, transmutations and curses including *damnation* as well as reversing an instantaneous effect resulting from one of the preceding categories. You can direct the spell against a single creature or object, allowing you to remove all qualifying spells and effects placed on that target, or you can negate the highest level spell on all creatures and objects within its area of effect. The former version of the spell destroys effects emanating from a permanent magic item, such as a cursed weapon, but the latter version only liberates an affected creature from the object's



influence.

Spells and effects created by artifacts and divine entities are immune to *unbind*, although there is a 1% chance per caster level that the spell reveals a piece of valuable information pertaining to a possible method of reversing or negating them. Unfortunately, this revelation always attracts the interest of the artifact's creator, the deity that originally cast the spell or another powerful entity with a material interest in the spell or effect.

The Chant of Slaughter

Lost within the expansive archives of Qamil's deposed warlord, Palsmedes, lies the spellbook he compiled to augment the already formidable powers of his terrifying harbinger of doom, the whirlwind of devastation, Siviss Nexx. The *Chant of Slaughter* consists of three superbly organized spellbooks containing a vast assortment of incantations specifically designed to supplement the fighting prowess of an individual warrior or a small, closely knit unit of soldiers. Ability boosting spells such as *bull's strength* and *bear's endurance* as well as their mass versions comprise the focus of his spellbook complemented by a diverse array of combat-oriented spells including *haste*, *heroism*, *rage* and two extremely rare spells, *bond of heroism* and *wanton disregard*.

The sickening *Chant of Slaughter* appears as three perfectly assembled, leather bound tomes crafted and composed from the flayed skin and blood of fallen enemies. Fortunately for Qamil's enemies, Siviss Nexx's lover, Nairye Iumet remains preoccupied with other important matters; however it is only a matter of time before she discovers the frightening might of Palsmedes' magical masterwork. Unfortunately for the picker sorcerer, only wizards acquire any benefits from memorizing spells contained within its pages, increasing their caster level for such spells by +1.

Bond of Heroism

Level: Clr 6, Drd 6, Sor/Wiz 7
Components: V, S, M/DF
Casting Time: 1 standard action
Range: Touch
Target: Creature touched
Duration: 1 round/level
Saving Throw: Will negates (harmless)
Spell Resistance: Yes

You forge an inseparable mental link between the subject and the collective memories of fallen warriors entrapped within Arena's crimson sands. Drawing inspiration from the legendary tales of courage and valor, the target gains immunity to all fear effects and adds his Charisma modifier to his attack rolls. Alternatively, the recipient can add his Charisma modifier to any die roll other than an attack roll, such as a saving throw or skill check, but he must declare this intention prior to determining the outcome. The preceding usage immediately ends the spell.

Material Component: A drop of blood and a few grains of Arena's red sand.

Wanton Disregard

Transmutation
Level: Sor/Wiz 7
Components: V, S, M
Casting Time: 1 standard action
Range: Touch
Target: Creature touched
Duration: 1 round/level
Saving Throw: Will negates (harmless)
Spell Resistance: Yes

The subject fights with reckless abandon, foregoing the precept of self-preservation for unbridled destruction. At the beginning of his turn, the subject may voluntarily sustain one point of Intelligence or Wisdom damage (target's choice) for every attack that he possesses in exchange for an additional die of damage on each successful attack. The subject only adds the weapon's enhancement bonus to this die, and it is not multiplied if the recipient scores a critical hit. If the subject is prohibited from taking all of his attacks during his turn, he only suffers one point of ability damage for every attack that he actually made. The subject cannot sustain ability score damage in excess of his level. *Wanton disregard* only benefits melee attack damage rolls.

For instance, a 12th-level fighter with three attacks and armed with a +2 *longsword* may suffer 3 points of Intelligence or Wisdom damage at the beginning of his turn and deal an additional 1d8+2 points of damage on each successful attack. If he decided to sustain 3 points of Intelligence damage at the beginning of his turn, but only attacked twice, then he only suffers 2 points of Intelligence damage instead of 3. He cannot suffer more than 12 points of combined Intelligence and Wisdom damage from this spell, and he gains no benefit from this spell if he resorts to range attacks.

Material Component: A few locks of karnos' fur.

Recollections in Aesthetics

Prior to Hateni's arrival the city of Penakhimen stood as a shining beacon of artistic and cultural enlightenment, boasting one of the Forge's finest collections of fine arts, music and literature. Philosophers openly debated their ideologies in the city's numerous squares, while traveling bards privately entertained the rich and powerful in the luxury of their magnificent homes. Some citizens dubiously claim that the renowned bard, Odyar Khan, once toured the city during his youth. Regardless of the veracity of this boast, there is no doubt that Hateni's sudden appearance in Penakhimen spelled the end of its heyday as a cosmopolitan center of beauty and tranquility.

Cognizant of the ambitious warlord's penchant for violence and oppression, the great bard/wizard Amunsutep fled into the patchwork maze of corridors and chambers beneath the city proper, accompanied only by his powerful spellbook, *Recollections in Aesthetics*. From the security of this location, Amunsutep along with several trusted cohorts plotted the city's first uprisings against the recently installed despot. Unfortunately, Amunsutep's efforts failed, resulting in the forfeiture of his beloved spellbook and his life.

Hateni took no interest in the beautifully designed, but monetary valueless tome written entirely in poetic verse and musical notation. In actuality, Amunsutep utilized the illusory spell *secret page* to conceal the book's true nature, a precaution that relegated the priceless tome to the library of Hateni's eldest wife. *Recollections in Aesthetics* contains every 0-level through 5th-level bard spell in addition to the two subsequent spells.

Rhyme of Despair

Enchantment (Compulsion) [Language-Dependent, Mind-Affecting]

Level: Brd 6, Sor/Wiz 7

Components: V

Casting Time: 1 standard action

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

Target: One living creature

Duration: 1 round/level

Saving Throw: Will negates

Spell Resistance: Yes

The spell's target loses his will to live, automatically foregoing his Dexterity bonus to AC and voluntarily failing any subsequent saving throws. The creature makes only an instinctive effort to defend itself, suffering a -4 penalty to attack and damage rolls, ability checks and skill checks. It is unable to cast spells, employ magic items or utilize any attack form necessitating higher thought, although it does benefit from immunity to fear effects. Its lethargy limits it to single actions only. Once the spell ends, the subject resumes his normal activities, typically directing his attacks against the caster.

Self Portrait

Necromancy

Level: Brd 6, Sor/Wiz 7

Components: V, S, M; see text

Casting Time: 8 hours

Range: Personal

Target: You

Duration: 1 day/level

Saving Throw: None

Spell Resistance: No

The spell requires you to draw your self portrait on a one square foot piece of any suitable medium. You must possess at least one rank in Craft (painting) to even attempt this task; otherwise the spell automatically fails. A Craft (painting) check (DC 10) at the end of casting results in the portrait's successful completion. When finished, you must store the self-portrait in any container that remains in physical contact with any part of your body.

Whenever you sustain hit point damage, you can instead direct the damage against the painting as long as you satisfy the aforementioned conditions. The painting absorbs a number of hit points equal to your caster level (maximum of 20), before it disintegrates. The amount of damage that the painting can withstand in one round is equal to your Charisma modifier. If you attempt to exceed this limit, the painting is destroyed, and you still suffer the damage.

The painting's appearance reflects whatever damage you directed toward it. For instance, if you sustained 5 points of fire damage, the self-portrait displays scorch marks. Each morning, the self-portrait magically repairs itself, returning to its original hit point capacity.

Material Component: One square foot of canvas, vellum or parchment and a paintbrush constructed from the hairs of any magical beast.

Magic Items

A diverse array of useful magic items complements the voluminous catalog of spells available to Arena's practitioners in the arcane and divine arts. While mystical incantations vastly outnumber the domain's inventory of magic items, these inspired creations more than compensate for their numerical shortcomings through their tremendous power and universality. Although magic items contrived in other worlds enjoy tremendous popularity throughout the ranks of Arena's armies and spellcasting classes, a growing number of indigenous magical inventions now challenge their supremacy. Specifically designed for the domain's unique environment and martial philosophy, these items see widespread usage on the rolling dunes and savage battlefields that comprise its immense landscape.

Cloak of the Dunes: Operatives and shadow assassins typically don this dull, red cloak specifically woven to provide unparalleled camouflage while venturing through Arena's scarlet sands. The linen garment grants its wearer a +10 competence bonus to all Hide checks made in the domain's crimson desert. In addition, melee opponents experience tremendous difficulty pinpointing the user's exact location; therefore his adversary proves more vulnerable to attacks directed at his vital organs. As a result, the cloak's owner gains the rogue's sneak attack ability (as described in the *PHB*), allowing him to deal +1d6 points of damage whenever he meets the ability's prerequisite conditions. The cloak's benefit stacks with the sneak attack damage acquired from any other source, such as rogue levels, although it only applies to melee attacks.

Faint illusion; CL 3rd; Craft Wondrous Item, *blur*; Price 15,000 gp.

Eyes of the Desert: Relatively simplistic in its design, the *eyes of the desert* consist of nothing more than two red, glass lenses strapped together by a thin leather band. Most often worn by frequent desert travelers and nomads, the item grants its wearer total immunity to all forms of blindness in addition to bestowing a +4 bonus to saving throws against gaze attacks. Because of the lenses' attunement to Arena's unique lighting conditions, the item dramatically increases the wearer's peripheral vision. Except in conditions of total darkness, *eyes of the desert* confer a +1 insight bonus to AC and the Uncanny Dodge ability. The owner loses the AC bonus and the aforementioned ability in total darkness, but he acquires darkvision 60 ft. instead. Because the item is exclusively intended for usage on the Forge, it no longer bestows the AC bonus and Uncanny Dodge ability whenever it leaves the Forge.

Moderate transmutation; CL 5th; Craft Wondrous Item, *cat's grace*, *darkvision*; Price 17,250 gp.

Mirage Bead: This item appears as a transparent crystalline sphere filled with fresh water obtained

from one of the domain's oases. Whenever its possessor hurls it to the ground, the bead instantly shatters and creates the wondrous illusion of a vibrant pool of water measuring 30 ft. in diameter. Its owner and any designated allies within the illusion's area of effect take on any appearance that they desire as long as they remain within the mirage; hence they can appear as a small group of birds or as a cluster of palm trees, but once they leave the area they reassume their normal form. Once created, the illusion lasts for 11 hours, although the item's owner can end the effect at any time. Creatures viewing the mirage receive a Will save (DC 19) to disbelieve the illusion only if they interact with it or the affected creatures in any manner. A successful save does not dispel the illusion, but it does allow the individual to see the terrain and its inhabitants in their true form. Needless to say, Arena's soldiers frequently use mirage beads as an elaborate trap to ensnare their unwary foes.

Moderate illusion; CL 11th; Craft Wondrous Item, hallucinatory terrain, veil; Price 2,750 gp.

Necklace of Unbridled Fury: Wizards and sorcerers with a penchant for the macabre fabricate this unusual piece of jewelry from the bleached finger bones and desiccated heart of one of Arena's warmongering reptilian races such as the ramzadi or male specimens of the sythiss. Typically, 3d4 chunks of the creature's mummified heart dangle from the grisly looking necklace. Ingesting one of these pieces immediately enrages the consumer (as per the barbarian ability) as well as generating a 5-ft. radius aura of fear around him. Any opponent within this area of effect must make a Will save (DC 16 + the wearer's Charisma modifier); otherwise they are shaken for the remaining duration of the combat. Creatures with the greater rage or mighty rage ability receive the benefits from these enhanced abilities in lieu of rage.

Moderate enchantment; CL 7th; Craft Wondrous Item, fear, rage; Price 8,000 gp.

Rod of the Garnet Sands: This 3 foot long, multifaceted rod crafted from Arena's red glass remains a popular weapon in the arsenal of Arena's mighty armies. Three times per day, the owner can invoke one of the rod's three effects upon his verbal command.

- **Jagged Rain:** Large shards of broken glass fall from the sky, raining down upon an area measuring 40 feet high with a 20-ft. radius. The glass deals 4d6 points of impact and laceration damage to all creatures within its area of effect without the benefit of a saving throw.
- **Sand Pit:** The sands instantly part, forming a funnel shaped 20-ft. radius pit. Any creature within the area of effect must make a Reflex saving throw (DC 13); otherwise they fall 30 feet to its bottom, sustaining 1d6 points of damage from the fall. Climbing out of the pit proves exceptionally difficult, requiring a successful Climb check (DC 20).
- **Wave:** A 40-ft. wide, 20-ft. high and 5-ft. deep wave of sand rolls along the surface, engulfing anything in its path. The wave of sand travels 40 feet in a straight line before it dissipates completely. Creatures and objects in its path

must make a Fortitude save (DC 20) to withstand its mighty force. The wave hurls medium and smaller creatures to the ground, rolling them 1d4 x 10 feet and dealing 1d4 points of nonlethal damage per ten feet traveled in this manner. Large creatures are knocked to the ground, while huge and larger creatures suffer no ill effects from the wave. Creatures thrust to the ground in this fashion are buried beneath one foot of sand, requiring a full action to dig their way out of the sand. Unconscious creatures interred beneath the surface can potentially suffocate. (See the DMG for details on suffocation.)

Moderate transmutation; CL 11th; Craft Rod, invert sand, move earth, rain of glass; Price 49,500 gp

Sandglider: Undeniably one of the strangest devices designed by Arena's ingenious inventors, the sandglider is a 6-ft. long, 2-ft. wide oblong strip of sturdy wood with a small fin affixed to its underbelly's rear. Specifically constructed for desert transport, the item's owner steers the magical contraption with his feet as it coasts atop the countless grains of sand. The sandglider moves at a speed of 60 ft. with perfect maneuverability, granting its rider the Mobility and Spring Attack feats, even if he does not possess the prerequisites for either feat.

If the rider comes to an abrupt halt after moving at least 20 feet in a straight line, the sandglider sprays a blast of sand into the five foot square directly in front of the rider. The dispersed sand blinds any creature in this space for 1d4 rounds unless it makes a Fortitude save (DC 14). Employing this ability proves rather tricky; therefore the rider must make a Balance check (DC 10). Failure results in the rider completing the action but falling off the sandglider and onto the ground. The sandglider functions effectively in any desert environment.

Moderate transmutation; CL 7th; Craft Wondrous Item, floating disk, fly; Price 14,000 gp.

Talisman of Command: Consisting of a golden chain and a preserved bone obtained from a vanquished warlord, the *talisman of command* is often seen adorning the necks of Arena's generals and higher ranking military commanders. The talisman enables its wearer to greatly improve his morale as well as the morale of designated allies within a 20-ft. radius of the amulet. The amulet affects a number of selected allies equal to its owner's Charisma modifier. There are two variations of the item. The lesser version bestows a +2 morale bonus to attack rolls, weapon damage rolls and saves, while the greater version grants a +4 morale bonus to attacks rolls, weapon damage rolls and saves. The effect lasts for 10 minutes per usage, and it is available to the wearer three times per day.

Moderate enchantment; CL 12th; Craft Wondrous Item, gentle repose, heroism, greater heroism; Price 16,200 gp (+2), 36,400 gp (+4); Weight 1 lb.

Racial Magic Items

Most of Arena's indigenous magic items generally proliferate throughout its population; however some races tenaciously cling to the secrets responsible for

their creation. Unwilling to share their triumphant products with the rest of the domain's inhabitants, they remain the proprietary property of their tight-lipped inventors. As a result, an aura of mystery and outrageous hype accompany these unique creations. On the other hand, some magic items are confined to a particular race as a matter of practicality rather than a purposeful design. The subsequent items provide a small sampling of these races' burgeoning creativity and vivid imagination.

Anklet of Kicking Prowess: This piece of stone jewelry is the unique creation of Arena's rockbiter dwarves, a race confined to the underground world known as the Gloomskain. Renowned for their mastery of unarmed combat, this legendary breed of subterranean monks utilize this magical piece of apparel to augment their attacks. While wearing the *anklet of kicking prowess*, the wearer's threat range increases by 5 feet for all unarmed attacks; hence the reach of a Medium-sized monk increases to 10 feet. The anklet also grants a +2 enhancement bonus to the wearer's unarmed attack and damage rolls. Whenever he charges an opponent, the anklet increases his critical threat range and multiplier by +1. The anklet counts as a pair of boots for determining the number of magic items that the character can wear.

Moderate transmutation; CL 8th; Craft Wondrous Item, *greater magic weapon, jump*; Price 20,000 gp.

Morningstar of the Karnos: The karnos' priests of Barbello bequeath this terrifying weapon to their greatest warriors as a communal affirmation of their fearlessness and valor. This large +3 *morningstar's* head is comprised of numerous daggers affixed to its surface that deals 3d8 points of base damage with a single swing. As a sign of the mistress of battle's favor, the weapon grants its wielder the Deflect Arrows feat, even while wielding the weapon with both hands. Furthermore, whenever the weapon scores a critical hit, the wielder immediately gets an extra melee attack against the same opponent at the same bonus as the previous attack. The weapon's owner only receives this benefit once per round. Conversely, the *morningstar of the karnos* withholds all of these abilities, including its enhancement bonus, if it is used against a helpless, prone, stunned, dazed or otherwise disadvantaged opponent, or if the wielder attacks his foe from behind or benefits from any form of concealment, such as *invisibility*.

Moderate evocation; CL 9th; Craft Magic Arms and Armor, *divine power, shield of faith*; Price 50,000 gp.

Rings of Watery Shielding: In lieu of wearing bulky and ill-fitting suits of specially constructed armor, ok'weels prefer the mobility and offensive capabilities afforded by a set of rings of watery shielding. A complete set consists of four identical rings carved from the vertebrae of a trusk wizard or sorcerer. The four rings work in concert; therefore the owner must wear the complete set to receive any benefits. Once activated, the rings surround the wearer's upper and lower torso with a thin layer of brackish water encased within a gelatinous membrane. (In the case of the ok'weels it protects the

bodily sections containing their brain, heart, lungs and digestive organs.) The unusual amorphous substance softens the impact of physical blows, providing its wearer with a +5 armor bonus in addition to DR 5/bludgeoning without hampering movement. At the beginning of each round, the wearer may opt to forego the item's defensive properties and instead employ it as a ranged weapon, hurling a solidified ball of stagnant liquid at any target within 30 feet. The attack requires a ranged touch attack to hit, and it deals 1d6 points of damage for every point of armor sacrificed in this manner. Therefore, if the wearer reduces the rings' armor bonus to +2, his attack deals 3d6 points of damage and he only benefits from DR 2/bludgeoning. The armor bonus and DR return to normal at the beginning of his next turn. The owner can voluntarily lower the items' armor bonus by a combined total of 20 points over the course of a single day.

Moderate conjuration; CL 12th; Forge Ring, *mage armor, sleet storm, solid fog*; Price (complete set) 37,500 gp.

Serpent's Prism: Harnessing the combined power of Arena's mystical sands and the Forge's dual suns, the female wizards and sorcerers of the sythiss race craft these magnificent creations. Although the item possesses an infinite quantity of charges, it needs the energy of one or both of the Forge's suns to function, requiring direct exposure to a natural source of light. As a result, the item operates does not operate in natural condition of total darkness, and it proves ineffective underground or within above ground chambers devoid of windows or another opening allowing external light to penetrate its walls.

Upon the owner's command, the prism can fire a ray at a single target no more than 60 feet away that produces one of three desired effects generated by each side of the prism. Striking the target requires a successful ranged touch attack.

- **Beam of Light:** The ray blinds the target for 2d4 rounds unless he makes a Fortitude save (DC 14).
- **Bolt of Flame:** The ray deals 4d6 points of fire damage.
- **Fatigue:** An intense beam of light dehydrates the victim instantly fatiguing him. A creature already fatigued does not sustain any additional effect.

Moderate evocation; CL 9th; Craft Wondrous Item, *blindness/deafness, scorching ray, waves of fatigue*; Price 28,000 gp.

Artifacts & Relics

On extremely rare occasions, some of the Forge's most powerful and awesome magical creations inexplicably elude Barbello's typically exacting, thorough sifter, or travel to Arena from other domains. Most of these items make their way onto its crimson sands and war ravaged battlefields from a neighboring domain, while the minority arrive along

with beings pulled into Arena from other worlds. Regardless of their means of importation, the rumored appearance of any of these frighteningly potent creations sends an immediate ripple through the domain's precarious balance of power as rival factions vie for its possession. The ensuing competition for its unchallenged ownership invariably spawns a slew of devious machinations and retributive assassinations that frequently eclipses the relic's destructive potential. Despite the steep costs, Arena's elite powerbrokers appear eager to expend their humanoid and monetary resources in a mad quest to lay claim to these magnificent artifacts.

The Blade of the Savage Beast

An import from the neighboring domain of Wildwood, this bestial weapon is a very recent and highly coveted addition to Arena's sprawling red sands. The +5 *anarchic scimitar of wounding* arrived in the domain six months ago when its previous owner, a female wild frey named Sthrakk Pruug crossed the border into Arena with a host of pursuers hot on her tail. Although badly outnumbered the savage female along with her wicked blade held her own, felling her opponents with terrifying ease. After a hard pitched battle, the remainder of the hunting party retreated back into the adjacent forest, leaving the exhausted and beleaguered victor to lick her copious wounds.

Unfortunately, the burning sands of Arena offered no respite for the battered wild frey as a valkyrie circled overhead. The upstart maiden of battle swooped down upon her mangled foe and wrested the mighty blade from her tenacious grasp. Within the span of a few brief minutes, the life of its new owner, Cyrra Falifern (female valkyrie, CN, Bar 9), and the fate of Arena changed forever.

Initially unaware of her prize's awesome power, Cyrra thought little about the expertly crafted but otherwise unremarkable weapon seized from her vanquished adversary. The weapon's exquisitely carved ivory hilt and its amazingly sharp and virtually spotless steel blade piqued her curiosity but failed to belie its storied history and terrifying potency. However, her intrigue quickly changed to awe when the fearsome scimitar claimed her first victim. Amazingly, the weapon suddenly and inexplicably etched her foe's name onto the blade. Equally awed and frightened by this unexpected occurrence, Cyrra initially refused to wield the undoubtedly cursed and evil instrument of destruction. However, the artifact's corrupting influence proved too great even for the noble valkyrie. Now she and her trusty blade act as one, proudly displaying the names of their fourteen recent conquests along its steel edge.

Cyrra remains in Arena close to the border of Wildwood, stalking the rapidly shrinking territory of the declining warlord Nish'ric Bloodtooth. Despite her growing power and reputation, she demonstrates no interest in usurping Nish'ric from her tenuous position. Instead, driven by the primeval urging of her horrific weapon, the bloodthirsty valkyrie hunts down the region's sentient beings purely for her own amusement.

It is only a matter of time before her exploits reach the inviting ears of Arena's envious warlords.

The dreadful artifact made its first appearance in the annals of history a little more than 300 years ago when it fell into the possession of an exiled war valco hiding in Wildwood. Over the span of the next three centuries, the fearsome scimitar changed hands incredibly rapidly as its baleful influence quickly transformed its previously sentient owners into nothing more than savage, feral beasts. Prior to its fortuitous arrival in Arena, its previous wielder held the illustrious distinction of owning the weapon longer than any of her predecessors, coexisting with the primordial blade for a little more than four years. Despite her original misgiving, Cyrra seems ready to succumb to its intoxicating lust for blood.

Blade of the Savage Beast: In addition to functioning as a +5 *anarchic scimitar of wounding*, the fearsome relic boasts a host of terrifying powers. Whenever the weapon slays an opponent in combat, it etches the name of every victim onto its blade and permanently grants an additional hit point to its wielder. In addition, the scimitar also requires its wielder to make two die rolls every time the weapon claims a new victim. The first die roll is a Will save where the saving throw's Difficulty Class is equal to the number of foes that the wielder killed with the weapon. If the wielder fails, he permanently loses 1 point of Intelligence and his alignment moves one step closer to chaotic neutral. (The wielder's alignment moves toward chaotic first.)

The second die roll rewards its owner for destroying more powerful opponents. Whenever he defeats an opponent in combat, the blade's wielder rolls a level check (d20 + the wielder's level). The Difficulty Class for this level check is 10 + the fallen opponent's level. If he fails the level check, the blade's owner increases his Strength or Constitution (his choice) by +1. Despite the awesome powers conferred by the weapon, its wielder eventually degenerates into a mindless, carnivorous predator.

Strong transmutation; CL 20th.

The Grinning Die

Unlike the preceding relic, the macabre *grinning die* is an ancient and indigenous artifact. Created more than 700 years ago, its mythical origin begins with the legendary seeker, Hazzamore Rin, an elderly man in the service of the childish but potent warlord, Briella Shtann. For fifty years, the tempestuous elf sorceress relied upon her charge's uncanny and infallible ability to locate the material resources necessary to fuel her escalating ambitions. Motivated by a boundless rapaciousness, she magically prolonged the frail, dying human's miserable existence, bullying the crippled and withering man to perform her bidding. Despite her mighty powers, the ravages of age mercifully claimed the decrepit seeker's life; however death failed to liberate him from her bonds of servitude. Before parting with his earthly remains, the spiteful sorceress pried the dead man's malodorous mouth open and extracted his only remaining tooth, a yellowing and decaying molar

precariously dangling from his upper jaw. In the dank confines of her hidden laboratory, the greedy witch poured the blackness of her unredeemable soul into the grisly trophy, transforming the piece of rotting enamel into an ivory-colored six-sided die with each face bearing the image of a coveted treasure.

Accompanied by her latest creation, the supremely confident warlord strode onto a barren stretch of desert searching for a previously undiscovered vein of precious minerals. She pompously dropped the die onto the crimson sand just before her feet, carefully watching the tumbling artifact as it plummeted to the ground with its upright face bearing the image of platinum. Her miners immediately excavated the site and to their utter astonishment, they quickly unearthed a substantial deposit of the extremely valuable metal. Unfortunately for Briella, her incredible good luck goaded the envy of her rapidly swelling legion of enemies. Within a few short months after her fortuitous discovery, her adversaries launched a coordinated assault against the temperamental sorceress and her massive army. Faced with certain defeat, the unrepentant warlord took her own life, but her ghoulish artifact inexplicably disappeared amidst the ensuing turmoil.

The *grinning die's* absence proved fleeting as the gruesome item reappeared a few years later. Over the course of the next seven centuries, Briella's deathly creation followed a repetitive pattern of resurfacing for brief intervals before vanishing without a trace. At the present time, it is currently in the hands of Cenilis Mulgar (male nightling, CE, Ftr 5/Rog3), a high-ranking officer in the service of Nissliss Ulmuk, the warlord of Port Ulmuk. Cenilis, a lazy, chronic gambler, acquired the coveted prize in a game of sree'tai, a popular dice game amongst Arena's soldiers. Blessed with his prized artifact, the nightling enjoys an unprecedented string of good luck that raises the suspicions of his bankrupt competitors. For now, fortune continues to smile upon its undeserving owner; however fate's circuitous path eventually rectifies the situation, much to the detraction of the artifact's suddenly cursed owner.

The Grinning Die: In contrast to the vast majority of Arena's artifacts and relics, the *grinning die* does not improve its possessor's combat prowess or defensive skills. Instead, the macabre device bequeaths tremendous wealth upon its patron and potentially changes the outcome of specific events. Its primary power is its ability to locate commodities buried beneath Arena's sands. Five of the die's six sides depict a different image including diamond, gold, platinum, silver and water while the remaining side bears no image. If the die strikes the ground, its upright side bears the image of the most prevalent material beneath the surface. The blank side indicates that there are no concentrations of these resources in that particular location. This ability functions once per week. While the die reaps untold riches upon its possessor, the incredible streak of good luck also incites the jealousy of others. The die drains one point of Charisma every time that its usage benefits its

owner. Therefore, if its owner uncovered three veins of gold through the artifact's prognostic powers, the relic drains 3 points of Charisma. Unlike most forms of ability drain only a *miracle* or *wish* restores ability points lost in this fashion, and each usage of the spell repairs just 1 point of ability loss.

Secondarily, the die enables its owner to potentially alter the outcome of a specific event. After its possessor makes a die roll, the artifact allows him to roll again if he is unsatisfied with the results of the initial die roll. The second die roll then determines the final outcome of his action. Utilizing the *grinning die* in this manner imposes a permanent and cumulative -1 penalty to all future die rolls of this type regardless of whether the usage benefited or harmed its owner. For example, if the character opted to roll a saving throw again, he suffers a -1 penalty on all future saving throws. Likewise, if he decided to roll a skill check again, he suffers a -1 penalty on all future skill checks regardless of the skill employed in the initial attempt. No form of mortal magic can remove this penalty from the affected individual.

Strong transmutation; CL 20th

Iricara's Breastplate

Two hundred years ago, the valiant deeds and martial abilities of a brash and beautiful female warrior from a distant world piqued the interest of Arena's resident mistress of battle. Captivated by the bold woman's combat prowess and storied history, she pulled her unsuspecting prey and her loyal companion onto the harsh and bloodthirsty sands of her sprawling domain. The seductive whirlwind of destruction quickly proved her mettle against a diverse array of handpicked foes, titillating Barbello's aroused imagination.

Within a few short months, the fierce soldier known as Iricara along with her devoted husband, Gondelfoor, meteorically rose through the domain's upper echelons of power and claimed the illustrious title of warlord. On the surface, Iricara seemed content with her sudden notoriety and opulent lifestyle, but her outward demeanor hid her inner discontent. She and her beloved consort longed to escape Barbello's clutches and return home. To accomplish this purpose, Gondelfoor, a renowned practitioner of the magical arts forged his wife's legendary sword, Steelslasher, a wicked +5 *brilliant energy rapier* and her defensive accoutrements consisting of her +4 *large steel shield* and the magnificent breastplate bearing her name.

Armed with her husband's instruments of destruction Iricara sought a climactic confrontation with the entity responsible for her imprisonment within the desolate desert, a brazen challenge that Barbello willingly accepted. The eager combatants met on a battle scarred stretch of desert fifteen miles southwest of Port Raghuvuur where Iricara emerged triumphant but badly scathed. Barbello's terrifying blows reduced her magnificent shield into an irreparably battered sheet of twisted metal, an ignominious fate nearly shared by her illustrious breastplate. Gondelfoor removed the life-saving

armor from his beloved wife's broken body as he tended to her gaping wounds. As Iricara recovered from her horrific ordeal, Gondelfoor began the difficult task of repairing her armor.

Operating under the false pretense that Iricara permanently destroyed Barbello, they displayed no urgency, apparently waiting for the inexplicable force that drew them into the Forge to return them home. Much to their consternation, Barbello's reconstituted avatar returned two days later to exact her vengeance against the defenseless Iricara. Barbello proudly seized Steelslasher from the noble warrior's dead hands, but Iricara's coveted armor eluded her. Relying upon his arsenal of spells and magic devices, Gondelfoor learned of his cherished lover's demise at the hands of Arena's cruel overlord. Emotionally distraught by his devastating loss, Gondelfoor and the only remaining relic of Iricara's mortal existence disappeared without a trace.

Despite the passage of two centuries, rumors continue to swirl around the purported whereabouts of *Iricara's breastplate*. The consensus of scholars

generally dismisses the overwhelming majority of these alleged sightings as misguided hoaxes or fantastic urban legends. They unanimously conclude that Gondelfoor's earthly remains and *Iricara's breastplate* remain hidden beneath the dunes of crimson sand somewhere in relatively close proximity to the site of the monumental battle. Unfortunately for erstwhile treasure seekers looking for the priceless relic, Arena's master still occasionally scours the sand in search of the glorious prize that got away from her.

Iricara's Breastplate: *Iricara's breastplate* is a +5 *weightless breastplate of medium fortification* forged from an enhanced variety of steel. The armor's unique construction and magical augmentation grant its wearer cold, fire and acid resistance/10 and DR 5/-. It also enables its owner to cast *blink*, *mirror image*, and *spell turning* three times per day as if cast by a 20th level spellcaster. The artifact's discovery also attracts Barbello's unwanted attention.

Strong abjuration and illusion; CL 20th

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Chapter 5: Secrets of Arena

Oasis of Lost Souls

Since the time the domain was first covered in crimson sand, the Oasis of Lost Souls has been the home to a powerful race, an influential warlord, or some great mystery that makes it a primary focus in southern Arena. Brittle documents in the Great Archive of Penance speak of many long extinct races, dating back hundreds of thousands of years, which dominated Arena from this oasis. Be it the fickle will of Barbello or some other avaricious *raison d'être*, those who call the Oasis of Lost Souls their home have been among the most powerful and tragic forces in Arena's history, mostly do to the hidden power attributed to the oasis. This power, as old as Arena itself, has remained concealed from the eyes of materialistic warlords since gold was first discovered beneath the sands.

The Oasis of Lost Souls also contains one of the largest bodies of water in Arena, and its depth is second only to the Sea of Tears and the nearby oceans. In recorded memory no warlord has laid claim to it, nor have its colossal trees been violated for the purposes of war or material needs. With the arrival of the sythiss long ago (see Chapter 2) the Oasis of Lost Souls has also become home to some of the most monstrous land creatures on the Forge — enormous carnivorous dinosaurs that are one of the primary reasons the oasis has not been conquered during current recorded history. These gargantuan creatures, both through magical influence and training, have become loyal beasts of burden to the reptilian sythiss, helping them protect the precious secrets hidden deep within their home. It is because of these massive reptiles this territory has gained its name, since countless have lost their life trying to breach the borders of this ancient oasis.

The Shimmering Palace

Concealed by towering, ageless trees on the southwestern banks of the oasis is a palace built from magically enhanced granite, mithril, and platinum. Of all that have laid eyes on its picturesque walls and glittering spires, none save the Mask of Fury know its true origins. This nigh indestructible palace has gone by countless names in a thousand different languages, but regardless of its label there is no denying the ageless power held within its iridescent walls. The palace consists of 104 rooms of varying sizes, all containing whatever furniture remnants brought there by current or previous occupants. There are two things that make this shimmering palace a place of great power in Arena: magical engravings found on each scintillating wall of the citadel, and the magical effect of the water within.

The Shimmering Palace, pulled from another world when the Forge was young, is on of the most mystical places in all of Arena. Written on every wall within this bastion of wealth is at least one magical spell, like scrolls engraved in magical stone, with some of the larger walls containing as many as a dozen carved enchantments. It is obvious, even to the most

unskilled practitioner, that the carvings are spells; however, reading them is another matter entirely. The spells, some eons old, are written in a rune-based language created by a civilization long turned to dust. Total there are over 15,000 spells within the palace, and should word of these structure's secrets reach the rest of the Forge the siege upon the Oasis of Lost Souls would be astounding.

The spells are written in a language that, while not indecipherable, takes thousands of years to interpret due to its complicated composition. One rune could refer to a particular item or subject, but when preceded by another symbol its meaning becomes completely different. There is a pattern to the language, but deciphering the over 7,500 runes takes time and exceptional intelligence (Intelligence 20+). The language also seems to be resistant to magical interpretation, which scholars over the years has attributed to the enchanted nature of the palace itself. Only once in the history of the Forge has the language ever been deciphered, by a long dead avian race known as the Jin'gon who legend says managed to leave a key to its translation hidden somewhere in Arena.

The second magical feature of the Shimmering Palace is a bit more difficult to discover for any recent resident. One of the few permanent furnishings of the palace is solid blocks of granite and mithril, which stand five feet in height and have a small basin carved in the top. If these peculiar sinks are filled with water and left untouched for one rotation of the red sun Storm (28 days), the water is transformed into a curing potion that heals 2d4 points of damage to whoever drinks it. The water does not lose its magical properties when removed from the basin, but inexplicably turns deep red, becomes bitter in taste, and only restores 1d4 points once taken outside the boundaries of the Shimmering Palace.

The current residents of this enchanted palace, the reptilian sythiss, discovered the secret of the magical basins long ago; however, they have yet to decipher the ancient languages written on the walls of their claimed capital. A group of skilled sythiss caretakers called the Healing Tongues refill and harvest the water every 28 days. These healing potions are then distributed equally to the 10 major clans of the sythiss, and any on-duty members of the sythiss military patrolling the borders of their kingdom.

Ress'ha

As long as the sythiss have laid claim to the Oasis of Lost Souls, their ruling clan has occupied the Shimmering Palace. From there thousands of *ress'ha*, the single ruling female of the sythiss clans, have guided their race from near extinction for the past 40,000 years after the sythiss were nearly destroyed by Israfel of Penance. It was the first *ress'ha* who enchanted the land with *misdirection* and *illusion* spells to hide the Shimmering Palace from the prying eyes of their enemies, enchantments so powerful that they only now loosing potency. For a millennia the

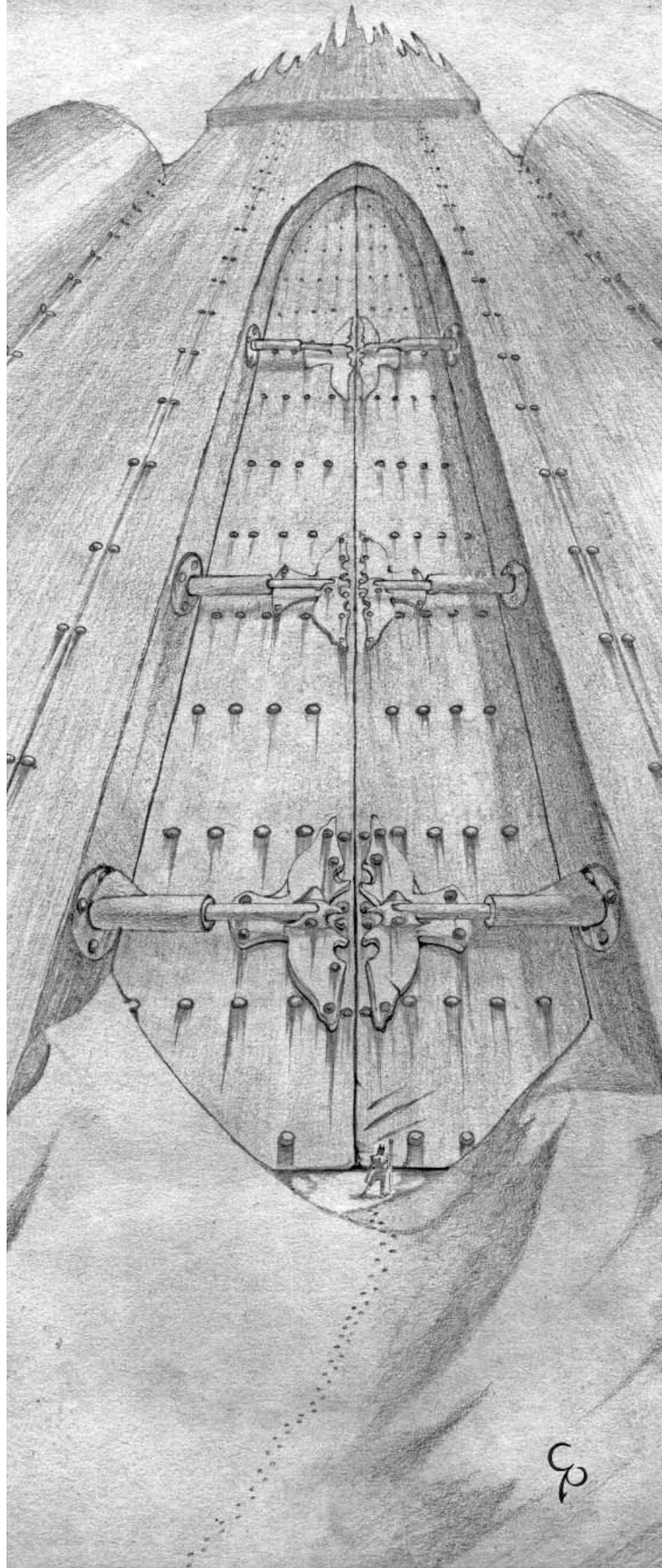
ress'ha have been rebuilding their race, and at the same time hiding it from the conquering warlords of Arena. Strangely, Barbello has left the sythiss alone, even though they possess one of the greatest treasures in her domain. The wars that would be fought over the Shimmering Palace would fuel the Mask of Fury's chaotic pleasures for centuries, yet she has resisted such temptations for reasons known only to her.

The current *ress'ha* sythiss matriarchal ruler of the sythiss is Nass'uu of the Clan Cobriss, one of the most ruthless females to ever gain the title and the first seat on the Sythiss Triad Council (see below). Due to their low population growth, previous *ress'ha* have restrained from announcing their presence again to residents of Arena. When first pulled into Arena long ago their numbers exceeded ten thousand, and at the height of their empire more than double that number. The current population of sythiss is not even half of that number, and this has prevented previous *ress'ha* from resuming their race's role as conquerors; such may not be the case with Nass'uu. This powerful and ambitious matriarch believes now is the time to make their race heard once more on the red sands.

Nass'uu has the support of eight of the 10 major clans of the sythiss: the Vipriss, Boa'n, Pythyn, Typhiss, Rattliss, Copp'n, Di'mons, and her own clan Cobriss. The remaining two major clans, the Acon'dz and the Xeniss, and a lesser but growing clan called the Gar'trz, who directly opposes the *ress'ha*'s intentions of marching against warlords to the west (Ialtus, Manari, Destari, and Firefriend). In truth, Nass'uu has her eyes set on the Sea of Tears, but is unsure if such a conflict would succeed. At this time marching west is thought of by the majority of the clans as a virtuous test of sythiss might, while the dissenting clans feel it is still too soon to reveal their presence to the rest of Arena. Ancient laws of the sythiss dictate that all major clans must agree in decisions of this magnitude, and currently Nass'uu is working towards convincing her fellow matriarchs that expanding their lands is the future of their race.

Racial unity, as it is between disagreeing clans of the sythiss, prevents Nass'uu from any acts of treachery or deceit against her race. Instead, the *ress'ha* has other plans she has set in motion. To appease the doubts of the dissenting clans, sythiss spies in male and female pairs have been sent out into Arena and beyond to assess the strengths and weaknesses of a world they have been apart from for thousands of years. While it is true other members of their race have left the Oasis of Lost Souls over the years, none have betrayed the secrets of their race to outsiders—even those who had been banished for crimes against the clans.

Of those sent out into the Forge who have reported back to the *ress'ha* over the years have confirmed the fears of the two dissenting clans—to the dismay of Nass'uu. However, not all of the sythiss pairs have reported back, so Nass'uu is hopeful things may yet sway in her favor. In the



meantime, she also has to deal with the current Daughter of Nyzzz, who is also opposed to revealing their presence at this time (see below).

While Nass'uu has the best interest of the sythiss race in mind, her own nefarious devices and the powerbase of her clan take precedence. In an effort to further her plans for war upon the sands, Nass'uu has devoted considerable resources from her clan to translating the ancient language carved into the walls of the Shimmering Palace. To this end she has secretly dispatched several male/female sythiss pairs to kidnap or otherwise persuade skilled mages and linguists to come to the Oasis of Lost Souls in an effort to break the language's ancient code. Should Clan Cobriss manage to decipher the elusive magical script it would insure Nass'uu's clan's dominance for years to come, and guarantee the sythiss will begin their march across southern Arena very soon.

The Daughter of Nyzzz

The spiritual leader of the sythiss is the Daughter of Nyzzz, the most powerful female spellcaster of the sythiss race on the Forge. While there are no sythiss priestesses, and their Scaled Mother goddess is on a far away plane of existence (if she exists at all), the Daughter of Nyzzz is still the keeper of the traditional ways of the sythiss both spiritual and practical even far from their original home world. Few can match the magical might of the Daughter of Nyzzz, who is typically groomed from birth by her predecessor to hold true to the ideals that made the sythiss a conquering race for thousands of years. Even the res's'ha, though sometimes loathed to do so, must pay homage to the embodiment of their long lost god.

Nhutuliss the White One, an albino female chosen by the former Daughter of Nyzzz as she hatched from the eggs of the Typhiss Clan, has been the secular leader of the sythiss for the past 54 years. Though her scales are withered and her posture bowed, she is by far the most powerful entity in all of southern Arena outside of the Mask of Fury herself—though few outside of the oasis know of her existence. As the Daughter of Nyzzz the venerable Nhutuliss is the overseer of all sythiss births, sexual pairings, traditional ceremonies, and other aspects of sythiss culture not related to military operations. In conjunction with the ruling res's'ha, the Daughter of Nyzzz also guides the training of young female mages and is the second sythiss to sit on the Triad Council along with Nass'uu and General Rizz'ka, commander of the race's military.

Despite their claims of racial unity, there exists a terrible power struggle between Nhutuliss the White One and Nass'uu of Clan Cobriss, one that could bring a civil war of sorts to the sythiss. While Nhutuliss holds the conquering beliefs of her race, she is also wise enough to fear for their survival. The last time the sythiss tried to subjugate Arena their races was nearly destroyed. It is for this reason she opposes the ambitious plans of the res's'ha, as

Nhutuliss feels they are at least 10 generations away from returning to their former glory.

The thoughts of the reigning Daughter of Nyzzz are known to many, but there is much Nhutuliss holds in secret from the sythiss. The first is that thousands of sythiss exist outside of the Oasis of Lost Souls, living mostly hidden in pockets of southeastern Penance and the bordering forests of Wildwood. These sythiss, the clan Ca'toniss, were banished years ago by a jealous res's'ha, and have flourished in secret far from the red sands. Once outside the boundaries of Arena the sythiss became strangely fertile, as if the lands of Barbello were holding back the reproduction of their race. Nhutuliss and her past two predecessors have known of this clan's prosperity, but have kept the knowledge secret since many would oppose the transposition of the sythiss race. The desire of both Nass'uu and General Rizz'ka to once again overthrow Arena runs hot in the veins of the reptilian race, and Nhutuliss knows that the time is not yet right to propose such a radical change to their lives.

Because of her first confidence, the Daughter of Nyzzz has beheld her second secret to no one—Nhutuliss had deciphered the magical runes of the walls of the Shimmering Palace over 20 years ago. The ageless power held in the walls of this invaluable fortress is beyond measure, and Nhutuliss believes that in the hands of the current res's'ha would surely bring about the demise of the sythiss. The ancient albino believes that once the sythiss gain command of the runic language the power they would gain would bring the wrath of the Mask of Fury, and possibly other members of the Black Flock, down upon them—and she is correct. To this date Nhutuliss has used the knowledge she has gained from the magical walls only for herself, albeit sparingly over the years. None suspect Nhutuliss holds this secret, and the Daughter of Nyzzz would only reveal it if the lives of every sythiss was at stake. Until that time she waits for events across Arena and the Forge to unfold, and for the time when she may have to reveal all to the sythiss race.

Military

All members of the sythiss race serve in the military force that has held the Oasis of Lost Souls for thousands of years. From the time they can walk young male sythiss work as apprentices to craftsman that forge weapons and squires to commanders, while adolescent females study magic and the mystical arts taught by their clan elders soon after they've learned to speak. For hundreds of generations this has been the way of the sythiss, slowly increasing their military might so one day they could once again dominate Arena in addition to protecting their selves from current outside threats.

The supreme military leader of the sythiss General Rizz'ka of the Boa'n clan, crowned the leader of the oasis's armies 10 years ago by traditional trial by combat. Though he is a male in a matriarchal society, the strongest male of the sythiss has always

held the greatest respect of their entire race. However, since the sythiss have not been at war in thousands of years this respect has diminished in the eyes of many clan elders. Due to this disrespect General Rizz'ka is a heavy supporter of res's'ha Nass'uu's initiative, and has instilled this impression upon his troops. Rizz'ka has, in secret, recommended some of his most skilled warriors to act as escorts for powerful females loyal to the res's'ha. These are the same sythiss pairs that have been exploring Arena these past years, assessing the strengths and weaknesses of nearby warlords.

Warrior and wizard males and females form the armies of the sythiss, numbering nearly 6,000 in strength—to the dismay of General Rizz'ka. A hardened veteran, Rizz'ka knows his current numbers are not enough to stand up against the rest of Arena. Early intelligence puts the combined forces of the warlords of the Sea of Tears at over five times that of the sythiss race—more than enough to wipe the reptilians from the crimson sands. Even with their monstrous dinosaur forces, General Rizz'ka is well aware that without some other tactical advantage or a strategically placed ally the sythiss will not venture from the Oasis of Lost Souls in his lifetime.

General Rizz'ka is a member of the Boa'n Clan, and is the mate of the clan matriarch Zi'nizz. Unlike other clans, Zi'nizz knows the importance of increasing the numbers of the sythiss race. Hence, all females of the Boa'n Clan are ordered to take a mate each mating cycle. Given his strength and power, Rizz'ka has served a sythiss breeding male for over two decades exclusively to the Boa'n Clan. As such they have become the most populace clan, not to mention possessing some of the race's strongest males as a result of Rizz'ka's heritage. Many Boa'n males are leaders in the sythiss army, and other clan females are beginning to see the imprudence of past mating reluctances.

The Oasis

There are two advantages the sythiss military possesses that as both kept their existence a secret and protected home from incursion for thousands of years—a savage breed of dinosaurs Barbello brought with the sythiss from their home world long ago, and the powerful spells that protect the oasis from intruders. Even if intruders or armies are resourceful enough to get by these obstacles, the outer defenses of the sythiss are still formidable.

The spells that protect the Oasis of Lost Souls have been in place since the sythiss retreated to the safety of the Shimmering Palace, and only now are they beginning to show signs of diminishing. Illusionary glammers (powerful versions of *hallucinatory terrain* and *misdirection* cast at 20th level) hide the Oasis of Lost Souls from encroachment from nearby warlords and curious seekers. Any approaching the area (who fail their save) believe they are navigating nearly impassible red dunes, and eventually end up back where they started. Those that find their way through the maze of spells are quickly confronted by a heavily armed sythiss patrol (see sidebar), while a runner returns to the heart of the oasis for reinforcements as a precaution. Unless invited by the sythiss, no invader has

Typical Sythiss Patrol

Sythiss Border Patrol (8), Fighter6/Operative3: CR 10; Size: Medium-size Reptilian Humanoid; HD 6d10+3d6+24; hp 85; Init +6 (+2 Dex, +4 Impr Init); Spd 30'; AC 19 (flatfooted 17, touch 12); BAB +8/+1; Grpl +11; Atk +11(+12*)/+4(+5*) melee (claw 1d4+5, bite 1d4+3, glaive* 1d8+5/20x3), +10/+3 ranged (light crossbow 1d8/19-20x2); SA Sneak attack +1d6, natural weaponry; SQ Darkvision, prehensile tail, reconnaissance, infiltrate, trap finding; Space/Reach 5 ft./5 ft.; AL LN; SV Fort +9, Ref +7 Will +1; Str 17, Dex 15, Con 17, Int 11, Wis 12, Cha 14

Skills & Feats: Balance +3, Handle Animal +10 (dinosaur), Hide +6, Move Silently +5, Ride +4, Spot +5; Cleave, Great Cleave, Improved Initiative, Power Attack, Quick Draw, Savage Bite, Track, Weapon Focus (glaive*), Weapon Specialization (glaive*)

Prestige Races: Focus of the Serpent (*Scaled*: gains +2 natural armor class bonus and acid resistance 5).

Possessions: Crossbow bolts (10), *potion of cure light wounds* (2), light crossbow, glaive, pouch (belt), rope (Hemp/25 Ft.), sack, studded leather.

Sythiss Mounts—Raptiss (8): CR 6; Large Animal; Hit Dice: 6d8+16 (56 hp); Initiative: +2; Speed: 80 ft. (16 squares); Armor Class: 17 (-1 size, +2 Dex, +6 natural), touch 11, flat-footed 15; Base Attack/Grapple: +3/+11; Attack: Talons +8 melee (2d6+4); Full Attack: Talons +6 melee (2d6+4) and 2 foreclaws +1 melee (1d3+2) and bite +1 melee (2d4+2); Space/Reach: 10 ft./5 ft.; Special Attacks: Pounce; Special Qualities: Low-light vision, scent; Saves: Fort +8, Ref +6, Will +2; Str 19, Dex 15, Con 19, Int 6, Wis 12, Cha 10

Skills & Feats: Hide +8, Jump +26, Listen +10, Spot +10, Survival +10; Run, Track

The raptiss is type of deinonychus dinosaur that is cousin to the velociraptor, but larger and more intelligent. The creature has bright green along its back and flanks, with a light shade of yellow on its underside. The tail of the raptiss is shorter than a velociraptor, allowing the creature to obtain greater speeds overland. A raptiss weighs about 700 pounds.

come within 10 miles of the Shimmering Palace in over 3,000 years. In recent years, however, the magics have begun to fade (+1 to all saves against the glammers, plus an additional +1 bonus every 10 years going forward), giving the sythiss another reason to venture out again into Arena.

Pulled with their masters to the Forge long ago, the dinosaurs that have been domesticated by the sythiss are both fearsome and frighteningly intelligent (base Int 6). Considerably larger and more heavily armored than other monsters of their ilk, these dinosaurs have developed an agreeable relationship with the sythiss as both their beasts of burden and companions of the Oasis of Lost Souls. These creatures can understand dozens of commands spoken in the sythiss language,

and defend their masters to the death. The raptiss, a form of velociraptor, are the most populace of these creatures, serving as mounts for the sythiss border patrols.

Barbello and the Sythiss

Long ago the wars and the empires carved out by the sythiss brought the Mask of Fury great joy to her self-tortured existence, if the bound god can feel such an emotion. For thousands of years the sythiss rained death and destruction upon the warlords of Arena, caring nothing for the petty yellow metal they selfishly coveted. The sythiss were, and still are, a race of conquerors that are not content with sitting idle, and their reasons for war and bloodshed are more racial than material. It is for this reason Barbello once held them in high esteem. It wasn't until the sythiss threatened Penance that Barbello had to act.

Disguised as Israfel of Penance, Barbello was forced to answer the call of the Oath of Binding when the sythiss began to march upon the nearby city of Penance. At the request of the city's Queen, the Mask of Fury was forced to protect her mother's domain for the simple reason that the sythiss would have destroyed Penance, since at that time the city was in a state of flux with no significant true bloodlord rulers that could have mounted a defense. Hence, to save the sythiss Barbello had to destroy them, for if Israfel herself would have had to defend Penance she would have wiped them out completely. As it stood, Barbello killed all but 100 of the sythiss and returned the surviving members of their race to the Oasis of Lost Souls. Then in the guise of the ruling res'sha (who had perished by her hand), Barbello cast spells that would protect the sythiss while they rebuilt their race.

Since that day the Mask of Fury has awaited patiently the return of the sythiss to power. In a few years the sythiss may even be strong enough to challenge even the Grand Asherake, who existence Barbello despises. The divinity of Arena is currently debating on whether or not to accelerate this conflict, or support the current Daughter of Nyzzz's call for patience.

Hidden Treasure

The Oasis of Lost Souls has not been mined extensively in search of gold or precious gems in over 300,000 years. The Mask of Fury has purposely steered races and other factions towards the oasis and the Shimmering Palace since the early years of the Forge, and as a result the land is very rich in raw gold, platinum, and diamonds that litter the ground around several dormant volcanoes. Less than a handful of beings outside of the Seven know this fact to be true.

Gloomskein

In a place as keenly desolate and brutal as Arena, very few things can provide a lure tempting enough

to draw away the hordes which populate the never-ending dunes of the Domain of War. Immeasurable riches and unbelievable power are two such lures, and whether by fate or by design, Arena has both to offer. Deep beneath the blistering red sands are substantial caches of long lost treasures, some ancient and beyond the reckoning of mortals. Massive veins of precious metals and gems stretch for miles on end in all directions, for those who know where to find them. Reaching these stores of hidden treasures is anything but simple, as the long list of the names of failed warlords provides testament. Thousands upon thousands of years of mining the lands of Arena have created massive, never-ending catacombs deep into the heart of the Forge.

Possibly controlled by the Mask of Fury herself, or even the will of the imprisoned nameless god, these deserted mines and quarries have merged over the countless generations into an intricate tangle of tunnels, passages, chambers, and shafts. This tangle of tunnels and caverns is thought by most to be largely deserted and left to brood in the silence of the dark depths; but there are those who know otherwise. This is the Gloomskein.

Beneath the Sands

At its most fundamental level, Gloomskein is nothing more than a massive, interconnected network of insanely deep mine shafts, natural cave complexes, long dormant lava flows, and gargantuan quarries dug by souls long dead and buried. With vast sections of its bulk ripped of its visual treasures and deserted long ago, these areas have become home to any number of denizens of the dark. Every year a dozen warlords enter the knotted strands that are the Seething Depths, as it is called by some, and only a few ever return with measurable wealth.

Ferocious subterranean monsters, dark races that have long since spurned the suns, and strange creatures never before witnessed can be found in cool places of Gloomskein. There are benevolent races and creatures there as well, but most have no love for the surface world and those that would invade their lands for the love of wealth. Few who bask in the glow of the Forge's twin suns have allies here, though the rockbiter dwarves have been known to make alliances with those they deem worthy. Other dark races, such as the drow and dueager to name a few, have also been known to dwell in the catacombs of Gloomskein. It is the acts of these races that often cause the lands of Gloomskein to be spoken of in vain.

To an enterprising soul who knows of these races beneath the sand, the Seething Depths represent an entire realm of virgin territory unsullied by the constraints of trade agreements. Some races have been known to embrace such arrangements and alliances, while others rebuff such attempts at partnership and move deeper into the depths of Gloomskein—or choose to slay such invaders on sight.

Getting There

As one might expect, finding and entering the Seething Depths is not nearly as difficult as leaving. In fact, at some point or another nearly all of the tunnels, cavern complexes, mines and quarries that pockmark Arena's barren landscape have a chance of leading the way to Gloomskain. Nearly any of these unnamed entrances hold a potential gateway into the shadowy depths of Gloomskain, but there are also a few well-known and often used entrances by those that know of their existence.

The following locations are by no means the conclusive listing of points to gain access to the Seething Depths, but merely those that are the best known by warlords and others of power and influence.

Oasis Barren: This dry and lifeless hole in the ground was once one of central Arena's largest and most prolific oases. After the savage exploits of the warlord Siviss Nexx on Arena's western sands, this former oasis became a wasted land of scraggly, thorny brush, kobold grass, and stinking pockets of quicksand. Renamed Oasis Barren nearby armies, it is punctuated by a massive quagmire, and at its center is a crevasse whose is said to lead to Gloomskain.

Oasis Barren is currently claimed by no warlord, and is generally avoided because of the potentially dangerous quagmire. Ironically, this oasis used to be home to a group of raiders known as the Oasis Stalkers. These former members various warlord armies preyed on hundreds of caravans bound for the Sea of Tears. Dispatched by Minos Spar a decade ago, much of the bounty obtained by the Stalkers has never been found and is thought to be hidden somewhere in the upper reaches of Gloomskain.

Jeek'ral Shaft: This abandoned mine lies between the Fastness and Wildwood within the western territories of the Grand Asherake. Named for the seeker who located its source, this mineshaft is known by those that follow Arena history as one of the worst

mining disasters in the domain. Constructed in an area of overlapping faults, the region is extremely unstable and prone to sudden collapses, flooding, natural gas leaks, and minor earthquakes. Thousands perished when the shaft collapsed, plunging the controlling warlord's entire cache of gold bars into the Seething Depths. Since that time thousands have died trying to recover this gold, and after a hundred years few return to this unstable ground seeking the lost gold.

Outside of its sorted past, in recent years portions of the shaft have filled with polluted mineral water. The heavy minerals in the water are very corrosive devouring both metal and flesh with equal vigor. It is rumored that multiple entrances into Gloomskain exist within the catacombs of Jeek'ral Shaft, and it may be possible to bypass the deadly water to enter the Seething Depths—and possibly find its hidden gold.

Blood Dais: Just north of the city of Krymzin looms a formidable and well-known spur of brilliant red rock known as Blood Dias. This unusual formation has existed since the creation of the domain, and legend say that it is the fingertip of some unbelievably mammoth beast that slumbers under the sullied sands of Arena. Soaring nearly one thousand feet into the blistering air, Blood Dias is an irregular and wind-scoured edifice of eroded bedrock filled with caves and lined with precariously ledges. When the wind howls through the Blood Dias, the sound is said to mimic the hundreds of thousands who have laid down their life trying to conquer or defend this lifeless hunk of rock.

Somewhere within the countless tunnels, caves, hidey-holes, and passages of Blood Dias is an entrance to the Seething Depths. Due to the multitude of burrows it is nearly impossible to find the proper passage to Gloomskain with a map or a skilled seeker. As the territory surrounding Blood Dais is under the firm control of the Grand Asherake, gaining entrance to



*A missing entry stalls exploration of the mines...
Illustrated by Christopher Pickrell*

Arena's depths from this location is both dangerous and unlikely.

The Pockmark: Located equidistant between the River Xanthus and the River of the Dead, the Pockmark is another well-known and often avoided landmark of central Arena. The Pockmark is a tremendously massive crater a mile in diameter, a blasted wasteland of broken, porous rock, wide swaths of glass-glazed sand, and treacherous fissures. Inhabited by few outside of a few wandering beasts, the Pockmark is known as a place of notorious death and desolation that is best avoided.

This barren crater is also known as a death-ground for an underground insect known as the molestii, a subterranean creature that crawls here from all over Goomskein to draw its last breathe. The whole of the Pockmark is littered with their bleached and rotting carapaces, which in turn feed numerous small lizards that inhabit the area. Many of the passages to Goomskein here are small, barely large enough for the petite molestii to creep through just before they die; but there are also a few routes large enough for a Medium-size creature to squeeze through to the Seething Depths.

Barbello and Goomskein

Even though the Seething Depths exist beneath Arena's blood-saturated sands, it still lies within the ironclad grip of the domain's ruler. For some reason, however, the Mask of Fury has had few dealings with Goomskein and the creatures therein for thousands of years. The creatures and races that live each day beneath the blood red sands have little interest in the bright and painful world above, and thus pass beneath the gaze of the Queen of War. Should a warlord of consequence ever emerge from beneath the sands this detached relationship may change.

Goomskein Locations

Even as old as Goomskein might be, the Forge is far older. There are places in the deep parts of the world where the suns have never shown, and are so deep within the world that they are close to the prison of the nameless god. Seldom seen by the eyes of mortals, these locations have absorbed the power of the nameless god over the millennia, and in turn have leaked out into the fringes of Goomskein. While some sages have heard stories of places, precious few individuals have seen them with their own eyes.

The God Rock: Somewhere deep in the core of Forge is a place known God Rock. At the center of a cavern roughly 20 miles long is an enormous outcropping of rock, atop which sits a creature of incredible power. This beast resembles a cross between a demon and an ancient black dragon, with a wingspan of over 100 feet in length and talons the size of longswords. Any being, humanoid or otherwise, that approaches this sizeable spire is quickly and mercilessly slain by this nameless creature.

The rock defended by this horrific creature is heavily laden with gold, precious gems, and large

hunks of pure mithril. Though only seen from a distance by magical means, it is thought by sages that the metals and gems on this rock are imbued with the essence of the nameless god and could produce powerful magical items.

The Emlaadrys: A pool of shimmering green water beyond the Goomskein, the Emlaadrys is a holy place for any who seek to know the secrets of the heavens. Diviners, prophets, and seers who learn of the Emlaadrys are somehow able to symbolically identify with it through dreams and visions. This place is difficult to find, and those who do find it never return. Through these revelations it is believed that the Emlaadrys is a site for the birth of all mystical beliefs, giving rise to all different faiths and schools of thought throughout the cosmos—good or evil. Tales tell of a man returned from the edge of the Emlaadrys as he watched his brethren enter the water and disappear. Only through force of will was he able to return to the surface to tell the tale.

Hollowroot: Some sages in Penance postulate that at some point in the Forge's past the domain of Wildwood was far larger than it is in its current day. A sizeable portion of the Wildwood once covered what is now Arena, and it is said that some ancient war between Barbello and Haiel caused the shift in the domains—a war in which the Great Hunter lost. Beneath the sands of this area is a seemingly endless maze of hollow roots that intersect with Goomskein in numerous places and run to the heart of the Forge. Whatever trees spawned these massive roots would have been the most massive growths on the world.

The existence of Hollowroot is not altogether a secret in Arena and Penance. The tops of the roots are often exposed to the sun by seasonal sand storms, offering quick access to Goomskein and the lands beyond. Traveling the hollow roots beyond the levels of the Seething Depths is extremely dangerous. The maze of roots and lack of direction deep within the earth causes most to become helplessly lost. Those that are lucky enough to return from the roots that extend beyond Goomskein return with wood imbued with the residual power of the nameless god. Weapons or items constructed from this wood produce highly magical relics.

ENEMIES OF BARBELLO

From the lofty spires and parapets high atop her secluded, rusting citadel, the watchful and compulsive Mask of Fury intently scans the rolling dunes of scarlet sand endlessly searching for mighty warriors and unwanted trespassers posing a threat to her rule and the security of her domain. Upon spying a worthy challenger, the bold and impetuous lord of Arena swoops down from her dizzying height to confront the unsuspecting interloper. Hardly a master of subtlety the slaughtering mistress of battle typically dispenses with conversational pleasantries or idle banter and instead leaps into the fray with reckless abandon and savage ferocity. The supremely confident and overwhelmingly powerful Barbello almost always emerges from the poorly

planned foray virtually unscathed, chopping down the overmatched foe with a breathtaking display of fighting prowess and dazzling speed. However, on several rare occasions her hastiness and hubris prove her undoing.

A selective assembly of legendary heroes holds the distinctive honor of besting Arena's master of warfare in a martial contest. Unfortunately, the spoils of victory are fleeting as Barbello's reconstituted and considerably warier avatar invariably returns a few days later for a rematch against her vanquisher. Her quarry, often still recovering from the debilitating injuries suffered in the initial bout, receives no respite or reprieve from the relentless pursuit of Arena's aggrieved mistress. Inevitably, (although the mysterious figure known only as "the last" continues to elude her), the thoroughly enraged and fully healed Barbello exacts her vengeance, brutally battering her mortal conqueror into a bloody pulp of shredded flesh and shattered bones. To commemorate her glorious triumph and enrich her personal holdings, Barbello severs her fallen adversary's head and collects his magical items, adding the gruesome and mystical souvenirs to the equally macabre and wondrous exhibit hall within the heart of her foreboding citadel.

Barbello's Conquerors

Despite the passage of untold eons and countless contenders to her ascendant position, only fourteen mortals drawn from a myriad of different worlds and backgrounds succeeded where so many shamefully failed. Some arrived on Arena's red soil already the fabric of legends, while others forged their own mythical personas after their pivotal initial encounter with the domain's undisputed champion. Arena's soldiers regard these illustrious heroes as the embodiment of the land's martial philosophy, prompting a small minority of warriors to actually venerate them as gods, a heretical belief that frequently attracts the wrath of Arena's resident deity. Inexplicably two of her vanquishers capture the common soldiers' respect and interest substantially more than the others. The duo consists of Tarquo Arexar, a professional gladiator and Ruz'ahl S'sashasho, a ramzadi warrior from the region around the Xanthus River. Despite the considerable passage of time since their deaths, their tales still ignite the imagination.

Tarquo Arexar

Despite his relatively short life, the renowned human warrior, Tarquo Arexar accomplished more in thirty-five years than some immortal beings achieve over the span of eternity. Blessed with remarkable physical attributes, boundless courage and a commanding demeanor, Tarquo's destiny as a great soldier seemed predetermined from birth. However, his wealthy and artistically inclined father strictly forbade his young son from enlisting in the military, an occupation he considered barbaric and demeaning. Headstrong and obstinate, the strapping youth defied his parent's decree and joined the army at the tender age of

fourteen. Over the course of the next ten years, the able and gifted young man meteorically rose through the chain of command, acquiring the distinguished rank of general faster than all of his predecessors.

As his conquests and victories continued to mount over the following decade, Tarquo's mystique reached epic proportions. Worshipped as a deity by his troops as well as the empire's civilian subjects, a small but steadily growing contingent of military officers and politicians conspired to depose the current emperor and elevate Tarquo to the position. Tarquo possessed no knowledge of the unfolding plot; however ignorance failed to spare him of the emperor's fury once his spies informed the ruler of the coup attempt. The tactically brilliant but politically naïve general never anticipated his liege's retaliatory actions against him. The vindictive emperor stripped him of his command and his wealth before condemning him to perpetual slavery in the empire's squalid gladiatorial arena.

Much to the spiteful ruler's dismay, the charismatic Tarquo stupefied the bloodthirsty throngs of onlookers as he routinely minced his opponents into a misty cloud of blood and skin. His astounding fighting skills and his obvious disdain for diplomacy and politics titillated the salacious imagination of Arena's overlord. In the midst of combating three opponents, a flock of black birds suddenly descended from the sky and enveloped the bewildered gladiator. When the dark fowl dispersed, Tarquo stood atop a steep dune of garnet sand face to face with Arena's eager overlord lusting to test the mettle of her prize. Without exchanging words, the pair embraced in a gory dance of death, transforming the arid soil beneath them into a sickening morass filled with split bodily fluids pouring from gushing, open wounds. After several minutes of trading agonizing blows, Barbello's beaten avatar reluctantly sagged to the ground, inspiring her battered vanquisher to genuflect and plant his blood soaked swords into the surrounding sand as a tribute to his worthy adversary.

Barbello's reformed avatar returned two days later, only to find Tarquo patiently awaiting her arrival at the hallowed site of his victory one day earlier. Simultaneously impressed and perplexed by his unusual action, Barbello asked why he remained there waiting for her.

The resigned warrior looked at his eventual killer and cryptically replied, "Because you complete my destiny." Troubled by his strange revelation, Barbello indifferently completed her grim task, claiming Tarquo's noble head and his pair of *shortswords of speed* as her reward. Despite the passage of 8,000 years since his demise, Arena's generals sometimes call upon Tarquo's memory as a rallying cry for their beleaguered troops, referring to a last stand as "Tarquo's glory".

Ruz'ahl S'sashasho

Three times per year, the ramzadi dwelling in the sweltering jungles along the banks of the Xanthus River gather together to partake in the Sanu, a ritualistic recitation of great deeds espousing their martial philosophy. While recent feats dominate the

festivities, the clans typically reserve the ancient tale of Ruz'ahl S'sashasho for the ceremony's final day. By conservative estimates an adult ramzadi hears the famous story at least 300 times over the course of his lifetime; however its significance and poignancy never diminish in his eyes. Although other humanoid races view the legend as nothing more than ramzadi propaganda, the prevalent perception reflects their own prejudice rather than an accurate assessment of its ideological value. No doubt exists that Ruz'ahl's adventure promotes the virtues of valor and combat, but his inevitable demise and its terrible repercussions demonstrates the chronicle's cautionary nature as well.

The ramzadi know practically nothing about Ruz'ahl's birth and formative years with the exception that his now extinct clan dwelt in the jungles near the northern banks of the Xanthus River roughly 4,000 years ago. He first appears in the ramzadis' oral record shortly after he defeated his clan's previous Tomud and assumed the coveted position from his predecessor. Even though his clan's numerical strength paled in comparison to its neighbors, the novice leader immediately set his ambitious sights on the lush and vibrant territories adjacent to his holdings. While his subordinates expressed serious reservations about the viability and political ramifications of Ruz'ahl's daring war of annexation, the impossibly obstinate Tomud simply ignored their counsel and pressed forward with his bold plan. Although he enjoyed only lackluster support from his tiny force of twenty warriors, the clan's dauntless leader swaggered at the helm of his miniscule army, twirling his massive greatsword with intimidating ease as they marched onto the field to face an enemy four times their size. The utterly fearless Ruz'ahl waded into his foe's front ranks, felling his outclassed adversaries as if reaping stalks of wheat. Within a matter of a few brief minutes, a horrific heap of twenty grotesquely mutilated and decapitated ramzadis including the opposing Tomud lay at his feet. Leaderless and awestruck, his remaining adversaries immediately capitulated to his demands. In a few brief moments, Ruz'ahl substantially increased his clan's territory without suffering a single casualty. Over the course of the next few years, Ruz'ahl continued to expand his realm at a dramatic rate albeit at the expense of terrifying monsters and humanoid races other than his own including the legendary twelve-headed hydra, Pycrythicus.

The news of Ruz'ahl's unbelievable exploits quickly spread throughout the jungle, piquing the curiosity of its vain overlord. As Ruz'ahl prepared for his next assault, Arena's covetous mistress suddenly materialized in his midst. Secretly pleased by Barbello's unexpected appearance, the mighty ramzadi conveyed a look of disdain to his prospective foe before uttering the infamous words, "I see you also came to witness the true master at work."

Momentarily taken aback by the mortal's brazen comment, the infuriated Feathered Fowl ferociously charged into melee, locking horns with her formidable

foe. The two martial artists painted a bloody tapestry of terrifying carnage and unrestrained savagery as severed limbs and meaty chunks of avulsed flesh flew in every direction, altering the emerald-colored backdrop into a crimson and green mosaic. A monstrous swing from the exhausted and badly injured ramzadi cleanly detached Barbello's head from her limp torso, finally ending the brutal conflict. Despite the incredible toll levied against his disfigured body, his physical damage failed to restrain the boasts of his escalating arrogance. After two nights of unbridled debauchery and self-aggrandizement, the Mask of Fury's enraged and rejuvenated avatar returned for a second go at the startled ramzadi. This time, she made short work of the unprepared braggart, quickly slaying him and claiming his *vorpai* greatsword as her own. To ensure that none of his lineage endured, Barbello totally annihilated his clan, wiping every physical trace of its existence off the face of the Forge, leaving his kinfolk with nothing but a legend.

Barbello's Outlook

According to her perspective, Barbello's mortal conquerors merely teased greatness only to inevitably falter and succumb to the immeasurable weight of self-doubt. As the preceding examples clearly demonstrate, Barbello never takes the decimation of her avatar lightly, always retaliating against the offender in cruel, barbarous fashion. On the surface her vicious retribution seemingly emanates from a primeval urge for vengeance, but the truth proves far more complex and enigmatic. Although revenge certainly comprises part of her motivation, her conflicting duality serves as the primary impetus for her responsive behavior. Compelled to abide by the inflexible terms of an oath she reluctantly acquiesced to upholding untold ages ago, Barbello simultaneously longs for the emancipation of death while tenaciously clinging to her immortality. Her avatar's destruction places the disparate desires at odds, tantalizing her with the prospect of freedom and at the same time forcing her to confront her inherent apprehension regarding the uncertainty of mortality. Her situation with the Grand Asherake best exemplifies these dichotomous emotions at work.

While Barbello undeniably harbors deep-seeded concerns about the growing power of her foe, she is not afraid of him in the conventional sense. Instead, the potentially harmful ramifications of his actions coupled with her utter inability to directly stop him fuel her burgeoning trepidation. Unlike the case with the mortal slayers of her avatar, Barbello exerts no control over her ultimate fate in this instance, forcing her to implicitly trust and rely upon the intervention of her warlord allies also aspiring to her attain her lofty status. Cognizant of her own treacherous nature as well as the avaricious tendencies of her underlings, the fractious political alliance temporarily holding her adversary's forces at bay understandably fails to quell her swelling unease. While she yearns for liberation

from the shackles of the Great Oath, she demands to permanently part from her domain on her own terms, rather than at the Grand Asherake's whim. Faced with a slowly shrinking tract of eternity to ponder her strategy, the uncharacteristically deliberative Mask of Fury occupies more of her time pondering the options that the future holds.

Barbello's Mysteries

Although the machinations of the Grand Asherake consume expanding portions of her pensive thought, the combination of immortality and virtual omnipotence invariably spawns ennui, and Arena's mistress is certainly not an exception. The savage butchering of mortal challengers always provides at least a marginally amusing distraction to the drudgery of perpetual monotony, yet the discovery of hidden mysteries truly invigorates her otherwise listless spirit, serving as a welcome and equally stimulating alternative to her martial contests. The swirling grains of garnet sand and the submerged recesses of abandoned mines guard a plethora of wondrous secrets and clandestine knowledge deemed hopelessly lost countless eons ago. Arena's rapacious mistress covets all of her domain's forgotten lore, but the unearthing of one selective location dominates her industry.

The Lost Mine of Hammura-Kor

Somewhere in a remote stretch of the barren desert bordering the northwestern shores of the Southern Ocean lies the reputed entrance to the lost mine of Hammura-Kor. According to legend, the once renowned but aging and increasingly unreliable seeker Vorothe Benshabba, frantically urged his skeptical and nearly destitute warlord, Palikos Ral, to excavate a desolate locale that Vorothe vehemently insisted contained a mineral vein of unimaginable wealth. Teetering on the verge of financial ruin, the desperate warlord acquiesced to his subordinate's impassioned plea and immediately commenced drilling a massive hole in accordance with his specific instructions. Despite burrowing more than 2,000 feet below the surface, Palikos failed to unearth or uncover anything other than odd clumps of purplish clay. The befuddled Vorothe precariously stood at the mine's edge, intermittently scratching his head and shrugging his feeble shoulders while incoherently mumbling beneath his exasperated breath.

Meanwhile, an enraged and utterly defeated Palikos seethed as he watched the pathetic spectacle. Spurred by his simmering rage and his inevitable downfall as a warlord, the despondent Palikos pushed the hapless Vorothe into the worthless mine, presumably plunging him to his death. The incensed Palikos ordered his servants to refill the accursed mine, hoping to conceal the ruinous folly from the neighboring warlords eyeing his shrinking territory. Unfortunately, his enemy's spies quickly informed their masters of Palikos' dire financial condition, and Palikos' once thriving kingdom completely collapsed in short order.

A few weeks later, Palikos' allegedly dead seeker Vorothe miraculously emerged from the mine, claiming that his mine contained a valuable secret worth more than any deposit of gold, platinum or silver. Palikos' successor and his subordinates totally dismissed Vorothe's wild assertion as nothing more than the insane ramblings of a useless old man devoid of any purpose. Irritated by their mockery and scurrilous insults, Vorothe stormed back into the desert vowing to provide irrefutable proof of his valuable find. Several days later, he returned, accompanied by a small scorpion crudely sculpted from mysterious purple clay. Within less than a minute, the minuscule construct wiped out a band of soldiers before it and its owner inexplicably disappeared forever.

Vorothe's strange clay is a unique amalgamation of Arena's indigenous red sand, god dust and a subterranean body of water containing vast amounts of animantium, a rare mineral that augments the strength of magical constructs. Barbello covets the extremely rare substance to build a potent legion of golems to secure her citadel while crafting a master specimen to defeat the Grand Asherake. Unfortunately, Barbello does not possess the arcane knowledge to fashion her creation; therefore she intends to enlist Varan Trinovant's services for this endeavor in exchange for the necromantic magic that he salaciously craves. Despite her ambitious plans, the mine's location and the tale's veracity remain open to rampant speculation.

Barbello's Citadel

No architectural structure exemplifies its occupant's personality better than Barbello's bizarre seat of power. The supreme monument to whimsical fancy and sheer apathy gone awry, her foreboding citadel appears as nothing more than a haphazard and badly rusting collection of mismatched spires, terraces and parapets adhering to no apparent or implied design. Draped in a foppish coat of decaying brown plant growth and enormous mottled patches of oxidating iron, the ominous edifice resembles a partially submerged metallic iceberg drifting atop the stagnant, acrid waters of the Sea of Tears. A dilapidated iron gate of mammoth proportions functions as the only entrance into the convoluted labyrinth of tunnels and chambers housed within its seamless walls.

Contrary to popular belief, the majority of her citadel actually lies beneath the murky waters, descending to a depth of nearly a mile while encompassing an area measuring fifteen square miles. Sharks, eels, manta rays and dense schools of frenzied carnivorous fish stalk the briny waters surrounding the complex's lower half. The powerful magic seeping from the building's inner recesses inevitably transmutes the aforementioned inhabitants into stronger, faster and far more vicious killers, but it does not grant them additional intelligence. Pleased with this evolutionary development, Barbello turns a blind eye to the mindless ambitions of these ferocious hunters; however she displays no tolerance towards sentient forms of aquatic life such as the trusk and makkru encroaching on her territory. Cognizant of

her attitude, intelligent races dwelling within the Sea of Tears always maintain a safe distance, keeping a wary eye out for the citadel's impetuous master. In addition to its external guardians, the interior section of her citadel sports an array of massive iron bulkheads often more than three feet thick, although roughly half of these ancient bulwarks are in urgent need of repair. She exhibits an indifferent attitude toward the sad shape of her defenses largely because her avatar rarely ventures into the citadel's lower levels. Instead she concentrates her efforts on the integrity of the upper portion of the decaying structure.

Within a hallowed chamber securely nestled at the heart of the meandering maze of winding corridors and featureless blind alleys, a dazzling column of raw magical energy levitates the motionless temporal body of Arena's supreme ruler in mid-air. Although her physical form remains in a permanent state of suspended animation, her languid body serves as a magical generator, providing her avatar and citadel with an inexhaustible mystical power source. A pair of huge iron golems forged from a union of metal and Barbello's essence eternally stands guard just outside of her inner sanctum, serving as her last line of defense against the scourge of mortality. Bolstering these stalwart defenders are untold legions of nauseating amorphous oozes whose viscous secretions coat the structure's ferrous surfaces with a slimy residue. The thick layer of malodorous, slippery mucous covering the floor mimics the effects of the spell *grease*, making running through the disjointed complex nearly impossible.

Barbello reserves her most potent minions for the structure's greatest prize, her expansive exhibit of wondrous weapons and armor culled from the decimated bodies of her mortal foes that fills the rooms and passages within the edifice's tallest tower. The brazen, visual display of her supreme martial prowess adorns all of the area's interior walls before culminating in the centerpiece of her magnificent collection, a wondrous gallery containing the legendary equipment claimed from her avatar's destroyers.

The baleful incorporeal spirits of six of its decapitated occupants eternally haunts the chamber proper as well as the surrounding vicinity. The priceless magical inventory includes Tarquo Arexar's +5 *shortswords of speed*, Ruz'ahl S'sashasho's +5 *vorpal greatsword*, and Iricara's +5 *brilliant energy rapier*, the deadly blade wielded by her avatar's only female vanquisher. Arena's covetous mistress of battle boasts the grandest assemblage of armaments found in the Forge, yet her inability to add the golden accoutrements of her avatar's last conqueror persistently gnaws at her wounded ego. Irrespective of this perceived slight, her impressive stockpile of artifacts and potent weaponry incites the envy of every warlord and even the desirous glare of the Forge's other Feathered Fowls.

"The Last"

No form of artistic expression or poetic verse portrays Barbello's concurrently vain and barbaric nature better than the accoutrements of a secluded chamber ensconced within the labyrinth of her insanely constructed fortress. Inside the confines of the room's foreboding walls, the warmongering mistress preserves the severed heads and seized equipment of her avatar's vanquishers, arranging the macabre mementos into a museum display for her lascivious viewing pleasure. The impressive gallery of mythical weaponry and armor as well as the mummified skulls of the legendary figures permanently entombed in her citadel provides irrefutable evidence of their curator's terrifying fury and martial supremacy. Despite the gleeful pride that she takes in her awe-inspiring collection of grisly battle trophies, her giddy exuberance always turns to unbridled rage as a conspicuously empty space seemingly mocks her in defiance. In her eyes, the relatively small abscess appears like a massive abyss until she fills the void with the head and golden sword of her avatar's last conqueror, a warrior known only as "the last".

The events that eventually culminated in her fateful encounter with the mysterious stranger suggested nothing out of the ordinary to the merciless harbinger of destruction. The incident began with Barbello's sudden appearance in seven of Arena's free communities, small settlements of freed slaves, laborers and retired mercenaries aspiring to live out the remainder of their days in peace and tranquility. For roughly a decade, Barbello surprisingly neglected the affront to her militaristic ideologies by simply ignoring the burgeoning colonies of liberated beings. However, the apathetic attitude of Arena's capricious master literally changed in an instant. Without warning, Barbello immediately appeared, exacting her wrath on the helpless and terrified residents. In a few scant moments, Arena's cruel lord wreaked incomprehensible devastation, savagely butchering every resident of the seven communities in a salacious orgy of violence and vengeance. Not yet satisfied with her bloody handiwork, Barbello set her sights on another placid haven located on a remote island in Arena's northern reaches. The supremely confident Feathered Fowl fearlessly descended onto the remote refuge, casting an ominous dark gray shadow over the frightened village, just as an undertaker covering a coffin with a suffocating black pall. However, a formidable human warrior with resplendent locks of flowing blond hair rose to the residents' defense. Equipped with a dazzling array of golden armaments and weaponry, the radiant beacon of hope brazenly confronted the hubristic Barbello. Desirous of a serious challenge and intrigued by the uncanny similarity of his marvelous sword to her own illustrious blade, she gladly accepted and asked him his name.

Without hesitation, he stoically replied "the last". After supplying his response, the brief but tumultuous battle immediately ensued as the two combatants exchanged titanic blows. For miles

Jasru, "the Last"

Even in the jade eyes of Arena's most seasoned combat veterans, Jasru is undeniably a sight to behold. Standing a shade over six feet tall with a chiseled musculature, the ruggedly handsome man with gorgeous blond hair and penetrating blue eyes seems capable of felling an enemy solely with his awe-inspiring appearance. Clad in a shiny, polished suit of golden plate armor, he carries an equally magnificent shield and sword forged from the same precious metal. Inadvertently, Jasru's exile from his native realm actually augmented his combat prowess and magical abilities, making him a more dangerous foe.

Jasru, "The Last", male human Paladin 20/Horizon Walker 10: CR 30, Medium Humanoid (human); HD 20d10 plus 10d8 + 120; hp 332; Init +7; Spd 20 ft.; AC 33 (+13 armor, +6 shield, +3 deflection, +1 Dex) touch 14, flatfooted 32; BAB +20/+15/+10/+5 (+5 epic); Grapple +26 (+5 epic); Atk +38 +5 *longsword "Golden Light of Nusrum"* (1d8+11/17-20 x2); Full Atk +38/+33/+28/+23 +5 *longsword "Golden Light of Nusrum"* (1d8+11/17-20 x2); SA Smite evil 5/day SQ Aura of good, darkvision 60 ft., *detect evil*, divine grace, divine health, lay on hands, planar terrain mastery (fiery, weightless, shifting, aligned, cavernous), *remove disease* 5/week, special mount, temporal distortion (see below), terrain mastery (desert, hills, mountains, plains, underground), tremorsense 30 ft., turn undead; AL LG; SV Fort +26, Ref +19, Will +26; Str 22, Dex 16, Con 18, Int 17, Wis 18, Cha 24.

Skills and Feats: Balance +2, Climb +9, Concentration +24, Craft (weaponsmithing) +20, Diplomacy +20, Handle Animal +18, Heal +27, Hide +15, Knowledge (geography) +16, Knowledge (geography, Arena) +10, Knowledge (nature) +5, Knowledge (nobility and royalty) +10, Knowledge (religion) +14, Listen +22, Move Silently +8, Ride +12, Sense Motive +13, Spot +22, Survival +21; Blind-Fight, Combat Reflexes, Dodge, Mobility, Endurance, Greater Weapon Focus (longsword), Improved Critical (longsword), Improved Initiative, Improved Sunder, Leadership, Power Attack, Weapon Focus (longsword).

Languages: Common (Forge), Celestial, Dwarven, Elven.

Possessions: +5 golden plate, +4 large shield of stalwart defense, +5 holy longsword "Golden Light of Nusrum", +3 cloak of resistance, +3 ring of protection, necklace of adaptation, winged boots.

Paladin Spells Known (5/5/5/4; base save DC 17 + spell level): 1st—*create water*, *cure light wounds*, *divine favor*, *endure elements*, *restoration*, *lesser*; 2nd—*bull's strength*, *remove paralysis*, *resist energy*, *shield other*, *zone of truth*; 3rd—*daylight*, *dispel magic*, *prayer*, *remove blindness/deafness*, *remove curse*; 4th—*cure serious wounds*, *dispel evil*, *mark of justice*, *restoration*.

Gifts: Zealous, Precognitive (Arrival).

Temporal Distortion (Su): The nearly omnipotent magic that condemns Jasru to aimlessly wander the planes also imparts a limited ability to alter time. Once per day, Jasru drastically slows the passage of time for all entities within the ability's area of effect; however Jasru continues to act normally. Creatures under the influence of temporal distortion are *slowed* with the notable exception that they also lose their Dexterity bonus to AC, do not receive a saving throw against this particular effect and *haste* does not counter or dispel temporal distortion. Temporal distortion affects the 100-ft. radius surrounding Jasru, and each usage lasts for one minute. Any creature moving out of the aforementioned area returns to normal time. Jasru benefits from a +4 bonus to his AC and his Reflex saving throw against all ranged weapons and spells cast into the temporal distortion's area of effect.

Golden Light of Nusrum (Major Artifact): Jasru's incredibly powerful longsword is a +5 *holy longsword* forged from solid gold. In addition to its material composition, the sword also exhibits the ability to cast the spells *searing light*, *sunbeam* and *sunburst* 5/day as if cast by a 20th level spellcaster. The Golden Light of Nusrum also renders its wielder immune to all mind-influencing spells and effects as well as automatically negating all forms of magical *darkness* that come into contact with the sword.

Large Shield of Stalwart Defense: Jasru's potent shield makes him invulnerable to all attacks, spells, spell-like effects and supernatural abilities attempting to knock him off his feet or otherwise physically move him against his will.

around, the piercing cries of colliding metal and the sickening sounds of cracking bone reverberated throughout the area. A few moments later, the battlefield fell silent and the dark cloud lifted, basking the victorious mortal in the warm glow of the Forge's suns. Startled and dismayed by the unexpected turn of events Barbello dispatched her reconstituted avatar to the scene of her ignominious defeat two days earlier only to find no trace of her conqueror or the free community that he stalwartly defended. Perplexed by their inexplicable disappearance, she continues the exhaustive search for the enigmatic warrior and the settlement, anxiously awaiting the opportunity to exact revenge against both parties.

History

The astounding resemblance between Barbello's Amber Blade of Nusrum and her vanquisher's sword is hardly a coincidence. In fact, the individual known as "the last" shares a distinguished heritage with her cherished artifact. More than ten thousand years ago, the Amber Blade's original owner, Chefas, along with his three brothers, Lausp, Jahann and Jasru comprised the Brethren of the Golden Circle. Devoted to the defense of the meek and innocent of their native realm, the devout order of righteous paladins dedicated their efforts to the reclamation of their world, Nusrum, from the marauding armies ransacking the land and its people. Conversely, four wicked and ceaselessly warring wizards stood at the helms of its vast fighting forces, incessantly waging destructive conflicts over

petty squabbles and trivial matters. Armed with a horrifying arsenal of cataclysmic arcane powers, the divisive factions transformed Nusrum's flourishing civilization and landscape into a treacherous, desolate wasteland unfit to sustain virtually any form of sentient life. Fortunately, Nusrum's stalwart defenders also sported an impressive array of formidable weaponry to combat the sinister machinations of their sworn adversaries. Chefas, the oldest brother, wielded the Amber Blade of Nusrum, a legendary weapon of terrifying power, while the bravest and most charismatic member of the order, his youngest brother, Jasru, relied upon his trusted sword, the Golden Light of Nusrum, to smite his enemies.

Faced with a growing threat from the Brethren of the Golden Circle and their swelling legion of allies, the tempestuous wizards faced two alternatives, continue with the *status quo* and suffer certain annihilation or temporarily unite and crush their adversaries. In the end, the bickering quartet opted for the latter option, pooling their potent resources together in a concerted effort to destroy the four siblings forever. The climactic battle raged directly in front of the daunting basalt walls of the mighty fortress city of Nurammur, Nusrum's last bastion of civilization. The ferocious struggle lasted for three days, converting the battlefield and Nurammur's seemingly impregnable defenses into immeasurable heaps of shattered stone and rotting corpses. The apocalyptic engagement reduced their world into little more than an endless panorama of smoldering ruins and sundered bodies. The two armies that once numbered over 100,000 strong now consisted entirely of five individuals, Chefas, Jasru and three of the wizards. Despite Nusrum's utter destruction and the futility of continuing the struggle, the trio of emboldened magicians renewed the assault, hoping to rid the shattered land of the remaining Brethren and hopefully their rival wizards in the process. The two sides clashed in a final breathtaking spectacle of golden effluence and blinding magical auras. At the conclusion of the showdown, the three wizards lay dead, while Chefas and Jasru vanished without a trace.

Unable to destroy the staunch champions of good, the spiteful magicians unleashed their ultimate weapon against them, an unstable amalgamation of several spells including *banishment* and *time stop*. Although the unprecedented experiment accomplished its intention, the backlash of magical energy consumed the casters as well. The awesome spell hurled Chefas several centuries back in time before he appeared in Arena. Terribly weakened by his exhausting combat, the battered paladin posed little challenge to Arena's fortuitous mistress. On the other hand, Jasru survived the debilitating ordeal, although he remains unable to break the endless temporal and spatial conundrum puzzling him. While Chefas traveled into the past, Jasru ventured into the present, constantly shifting between a dozen different worlds including Arena. Although initially unaware of Chefas' demise when he first arrived in

the domain, Barbello's ownership of his brother's mythical weapon quickly solved the mystery. As a lasting tribute to his fallen siblings, he adopted the infamous moniker "the last" before slaying the murderous Barbello and traveling to another plane of existence along with his devoted band of followers that she mistook for an indigenous settlement.

Jasru's Goal

In a cruel twist of fate, Barbello and Jasru share a similar dilemma, an inability to escape their bonds. Although Barbello undeniably desires to smash the shackles binding her to Arena, her lofty position and blood lust palliate her eternal longing. On the other hand, the noble paladin exhibits no control over his situation, nomadically wandering the universe in search of a just cause. After his successful engagement against Barbello's avatar, Jasru currently believes that his true destiny lies in the reclamation of his brother's prized blade and its usurper's permanent eradication. Jasru awaits his inevitable return to Arena's crimson sands once he completes the remainder of his perpetual cycle of twelve destinations. Not surprisingly, he considers Arena's position as the last plane in the repetitious chain the result of divine intervention.

Paradise Lost

Amidst the horrific cries and the rivers of blood emanating from the battered bodies of the mortally wounded littering Arena's sandy battlefields, war weary veterans of its endless military campaigns whimsically dream of a world bereft of the mindless violence and savagery spawned by Barbello's sickening hunger for slaughter. Cognizant of the terrible retribution that awaits them if they publicly reveal their heart's true desire, they reluctantly banish their wondrous vision to the realm of imagination where the fantasy eventually withers and dies from wasteful neglect. Yet despite the frightening consequences, a few stalwart souls refuse to abandon the quest for this fabled refuge of tranquility, accepting death as a more preferable alternative to a lifetime of ceaseless carnage.

Armed only with an insatiable thirst for peace and a couple of clues gleaned from ancient myths and legends, the intrepid pacifists set out across the sprawling crimson sands in search of emancipation from bloodshed and despair. Sadly for most, the spiritual journey fails to reveal a sanctuary of serenity and only leads to the pilgrim's unfortunate demise in a shallow, forgotten grave just below the surface of the fiery, scarlet dunes. Nonetheless, a select handful of elite individuals never waver in their beliefs, and as a result of their perseverance and unshakable personal convictions, they discover the hidden conclave of bliss that eluded so many others before them. Although known by many different names throughout the course of history, its current residents universally refer to the settlement as Paradise Lost.

The sprawling town of Paradise Lost rests in the desolate territory of Sovann' Cru only a few miles from the western shores along the Central Ocean. Contrary to popular rumors, Paradise Lost is actually a 400 year old well organized, permanent settlement rather than a nomadic tribe wandering Arena's sprawling desert. Initially attracted to the region by its beautiful scenery and life-giving oasis at the time of its founding, the present situation also improves its chances for survival as the abundant numbers of undead creatures roaming the vicinity keep unwanted visitors to a bare minimum. Coupled with its plentiful supply of water and the covert complicity of its reigning warlord, Mariadok the Undying, Sovann' Cru is the ideal location for the secretive assemblage of beings unwilling to conform to Arena's martial ideologies. The free community owes much of its success to the son of its inadvertent founder and current ruler, the renowned and venerable elf illusionist and druid Eleron Cru. Now approaching his 405th birthday, Eleron's vigor and wits are slowly deserting him as his ability to magically prolong his life is coming to a close, placing the continued survival of Paradise Lost in serious jeopardy.

History

Mariadok the Undying and his lovely bride Sovann Cru first set foot within the confines of the magnificent locale that now bears her name roughly 420 years ago after traveling to the remote region from the neighboring domain of Penance. Accompanied by a small but fiercely loyal contingent of highly capable soldiers as well as a substantial store of valuable treasure, the ambitious wizard journeyed from the opulence of Penance to the harsh deserts of Arena in search of the monetary riches necessary to realize his lofty ambition of attaining the coveted title of bloodlord. Without hesitation, the highly motivated half-elf and his ardent followers immediately set about the difficult task of plundering the concealed wealth buried beneath the rolling red dunes. However, their illicit efforts quickly attracted the attention of the resident warlord the incredibly powerful but brutish fire giant Huurgruuten the Red.

Incensed by the brazen audacity of the unwanted trespassers, the enraged warlord and his army of 5,000 men confronted the startled interlopers. His sudden appearance caught Mariadok and his faithful band completely by surprise. Outnumbered by a ratio of more than twenty to one, the erstwhile bloodlord and his stalwart warriors seemingly faced certain destruction, but Mariadok demonstrated his first sign of greatness as cool intellect triumphed over raw physical strength. The cagey half-elf sensed his adversary's overconfidence, prompting him to openly question the self aggrandizing giant's courage and fighting prowess in the presence of his army. Mariadok suggested to his infuriated foe that single combat between the two leaders provided the only means of redressing this dispute. The pompous and overly proud warlord eagerly accepted the wily magician's proposition. Within less than a minute, Mariadok supplanted the warlord's position as his barrage of magical energy

swiftly felled the bewildered and terrified fire giant. Mariadok now lorded over a realm vastly larger than any of Penance's fabled bloodholds.

The insatiable hunger for monetary riches and temporal power consumed nearly every fiber of the zealous warlord's being, leaving his once beloved bride feeling neglected and abandoned. Bereft of her husband's love and affection, the despondent woman sought temporary solace in the natural beauty of the nearby oasis. To palliate her loneliness during his lengthy absences, Sovann spent much of her time cultivating the desert refuge's colorful flowers and tending to its magnificent trees. One day while on her appointed rounds, Tharon Margusald, a youthful and dashing elf lieutenant in Mariadok's army, spied a fleeting glimpse of the radiant beauty as she quietly sang a melancholy elf ballad. Instantly captivated by her wondrous grace and incomparable allure, the novice mage concocted a plan to win her favor. Utilizing his repertoire of illusory magic, Tharon assumed the appearance of her husband and seduced the initially unsuspecting Sovann.

Unable to resist temptation, the illicit trysts continued for several months until the suddenly rejuvenated woman revealed the joyous news that she was pregnant to her clandestine lover. Sovann's revelation mortified Tharon, although for his own self-preservation he feigned happiness over the announcement. On the following day, Tharon, still donning the guise of her husband, told her that he must leave for a military campaign, but he vowed to return before the birth of their child. Tharon fled into the desert where a few weeks later he met his ignominious and well-deserved demise at the hands of a rival warlord's vanguard.

Eight months later, the weary Mariadok finally came home after spending more than a year expanding his burgeoning empire on Arena's crimson battlefields. Painfully aware of the emotional turmoil that he wreaked upon his forgotten spouse, he vowed to make amends by showering her with wondrous gifts and lavishing her with the adoration that she desperately craved. Unbeknownst to the triumphant warlord, an earth shattering surprise awaited him as Sovann gave birth to her son Erelon during his absence. When Sovann presented the infant to her shocked husband, the tempestuous warlord flew into a wild rage. Stunned by Mariadok's irrational reaction, she recounted their supposed trysts in exacting detail in a naïve effort to rekindle his memory but without avail. Blinded by his swelling anger, the infuriated warlord magically banished his deceived wife to another plane of existence where her ultimate fate remains a mystery to this very day.

As his fury subsided, the once joyful and wistful half-elf slowly realized the terrible anguish and suffering that he heaped upon the beloved woman he once loved with unbridled passion and tenderness. Blinded by his lust for gold and power, he callously neglected his most valuable treasure for far too long. Consumed by his self-loathing and a genuine desire to retain his memories of Sovann for all eternity, Mariadok underwent the horrific transformation from

life to undeath. As recompense for his sin, he vowed to give Sovann's child and his descendents the tranquil existence that he denied to his beloved. The current settlement of Paradise Lost emerged from this solemn oath.

At first, the isolated refuge of tranquility relied upon Mariadok for protection while its population consisted solely of Sovann's child Erelon along with a small retinue of servants and caretakers to tend to the oasis. Despite the beauty and security of his magnificent surroundings, loneliness gripped the rapidly maturing adolescent just as it enveloped his mother almost a century earlier. Erelon longed to share his existence with others of his ilk, hoping to establish a tranquil community against Arena's violent backdrop.

As his illusory skills developed under Mariadok's guidance, Erelon's dream began to take shape. No longer depending upon his stepfather for protection, Erelon shielded the serene oasis from sight through the implementation of potent illusions and magical wards. Discontent with his solitary lifestyle, he mystically scanned the vast expanses of desert searching for like-minded souls searching for refuge from the domain's bloody battlefields. Over the course of the next 300 years, Paradise Lost slowly expanded from an isolated refuge into a sprawling settlement encompassing more than fifty acres and boasting a population in excess of 3,000 individuals.

The Present

What started as Mariadok's simplistic vision for redemption eventually evolved into an autonomous city-state existing within the boundaries of his decaying kingdom. The aging Eleron Cru still lords over the settlement's populace of ex-soldiers and a motley collection of other individuals ill suited for conscription into the domain's numerous armies or enslavement under the thumb of its cruel warlords. Yet, the venerable monarch's lucidity continues to diminish, forcing his impetuous and immature son, Wrawn to steadily assume more of his governmental functions. Wrawn (half-elf male, CN, Wiz 9/Rog 3), born from Eleron's union with his human wife, Vespinia, is Eleron's only offspring, making him the sole heir to his father's legacy.

Although he deeply respects and cares for his withering father, the impulsive young man does not want to shoulder his father's burden and actually considers his confinement to Paradise Lost as a form of imprisonment. Bereft of any first hand knowledge of the domain's ceaseless and senseless loss of life, the naïve youth romanticizes Arena's martial philosophies, leading him to perceive its bloodthirsty mistress as a heroic and noble figure. Eleron attributes his misguided viewpoint to the fancies of youth, his human heritage and his spoiled upbringing. Nonetheless, Wrawn's attitude greatly troubles Eleron, and unless he sees some dramatic change within the very near future, he continues to contemplate the unthinkable by following in his

stepfather's footsteps and joining the swelling ranks of the living dead.

Arrival

A popular adage frequently heard throughout the settlement succinctly states that "one does not find Paradise Lost; it finds you." For the most part, the axiom rings true as most inhabitants arrive within its sheltering walls as the result of Eleron's direct intervention. Bereft of the Feathered Fowl's unique ability to pull matter from other worlds into their domain, Eleron nonetheless manage to replicate the effect through his formidable mastery of magic. He accomplishes this mystical feat with the assistance of an expertly crafted gilded mirror that he deploys to scry the remote corners of Arena for individuals worthy of his aid.

Once someone of significance comes to his attention, he carefully scrutinizes the individual's activities for at least a month to determine the person's sincerity and ensure that the person is not acting at Barbello's behest or in cahoots with an ambitious warlord looking to enhance his reputation. After satisfying his own suspicions, Eleron patiently waits for an opportunity to teleport to the individual's location, preferably when he is alone. If his recruit accepts his invitation to join the community, the pair immediately returns to the settlement; otherwise Eleron cordially wishes him farewell and goes back home empty-handed.

The aforementioned situation generally applies to those unaware of Paradise Lost's existence; however a few daring explorers actively search for the elusive oasis of tranquility in the desert of despair. In these instances, Eleron keeps close tabs on their efforts, giving those he considers worthy of the privilege several clues to help them along their way. Those that grow disheartened very quickly receive no aid while the venerable elf grants asylum to acceptable candidates that persist in their endeavor to find the concealed refuge. Regardless of the means of arrival, the addition of a new member to the exclusive fraternity provides cause for celebration as they entire community partakes in a day long feast of sumptuous foods and bawdy revelry.

Inhabitants

Within the safety of his secure laboratory, the ancient illusionist magically scans the entire domain searching for individuals deserving of the community's welcoming respite from the rigors of perpetual warfare and slavery. Naturally, disillusioned soldiers culled from the ranks of Arena's multitudinous armies comprise the majority of its populace. With the exception of Eleron, Paradise Lost's most famous or infamous resident depending upon the observer's point of view is the renowned sythiss warrior, Yssymmus. Once one of Arena's most feared harbingers of carnage, the reformed general now spends his days engaged in philosophical debates with his colleagues around the

refreshing waters of its magnificent oasis. In addition to the plethora of military personnel, skilled artisans and craftsmen liberated from the bonds of slavery also comprise a significant portion of its population as evidenced by the settlement's astounding architectural wonders and flair for artistic expression.

Furthermore according to Eleron's decree, all offspring born from a lawful union between two of the settlement's residents automatically attain citizenship. Surprisingly, only five percent of the population joined the community in this manner. Children resulting from an illegitimate relationship are accepted into the community on a case by case basis dependent upon the status of the parents and the specific circumstances surrounding the conception. Eleron grants citizenship in most cases; however exceptions occasionally occur. In these rare instances, the child and one or both of the offending parents face the city-state's most severe punishment, banishment to a remote locale on Arena's war-torn landscape.

Racially, humans constitute the largest percentage of Paradise Lost's inhabitants. Humans account for thirty percent of its population followed closely by half-elves, elves, half-orcs and much smaller percentages of chromithians, ferrins, hazes, pickers, silvers and valkyries, vogels and war valcoes. Representatives from other races such as asherakes, karnoses, ramzadis and sythisses consist of little more than a handful of individuals. Eleron selects smaller quantities of these races primarily because of their instinctive aggressiveness and relative scarcity when compared to more common races. Although Paradise Lost exemplifies racial diversity, males outnumber females by a twenty to one margin, another factor contributing to its fairly low birthrate. The predominance of male soldiers in comparison to their female counterparts is undeniably responsible for this discrepancy.

Features

Blessed with an abundance of artistic talent, readily available building materials and a plentiful supply of food and water, Paradise Lost boasts some of the finest architecture in the Forge. Its centerpiece is the Archtower of the Oasis, a marble structure that serves as

its seat of government and Eleron's personal residence. The masterpiece of design and engineering consists of a fifty-foot high tower resting above Sovann's oasis. Eight evenly spaced flying buttresses constructed along the water's edge simultaneously support its massive weight while functioning as a bridge to the adjacent shoreline.

The courtyard surrounding the nourishing body of water plays host to painters and poets selling their artistic creations as well as providing a forum for heated philosophical discussions amongst the settlement's greatest thinkers. Its residential and commercial districts reside outside of the central hub of activity, with the farthest outskirts stretching approximately four miles away from the central Archtower. Its outer rim consists primarily of small farms fed by the nourishing waters from the nearby oasis. The sprawling plantations contain enough space to support small herds of grazing animals and still grow an assorted variety of fruits and vegetables. Paradise Lost serves as a model of self-sufficiency.

Despite the idyllic appearance, Eleron's tranquil settlement is not without its problems. Although violent crimes only occur infrequently, petty offenses take place with the same regularity as in any other major city. Because of the disparate ratio between men and women, prostitution easily ranks as the greatest social ill plaguing Paradise Lost. An entire avenue near the Archtower consists solely of

brothels, prompting its residents to affectionately dub the thoroughfare "sin street". Thievery is also rampant in several parts of Paradise Lost, yet irrespective of its societal shortcomings, Eleron's sanctuary of serenity is a far cry from the blood soaked sands prevalent throughout the remainder of Arena.

Forces

Unlike most large sedentary societies, Paradise Lost does not rely upon an impregnable circuit wall for protection but instead places its faith in the surrounding terrain and its leader's magic wards. Mariadok's legions of undead serve as its first line of defense against any invading force. Although the warlord does not strategically position his army as part of a deliberate effort to repel any attack initiated



Eleron Cru

As his mortal existence imminently draws to a close, two terrifying choices await Paradise Lost's wise and venerable patriarch. He faces the daunting task of deciding whether to enter into an unholy pact and willingly chose an undead existence, or embrace death while jeopardizing the lives of 3,000 souls in the process. The dilemma weighs heavily on his frail mind and body, hastening his mental and physical deterioration as it consumes virtually every waking minute of lucidity. The aging elf realizes that Mariadok only affords his protection to the sparkling oasis of tranquility as recompense for the sin he committed against Sovann and her descendents, Eleron and Wrawn. He is firmly convinced that Paradise Lost faces certain destruction at the hands of its current benefactor if he and Wrawn leave the desert refuge. Although he wavers between his two options, he recently commenced the fabrication of a lich's phylactery in the event that it becomes necessary.

Even the great illusionist can not spare his once glorious appearance from the relentless ravages of time. A magnificent, embroidered silk cloak dangles from his sloping shoulders, largely concealing his emaciated physique hidden beneath its numerous folds. He limply grasps an ebony staff bearing intricate spiral carvings, while a pair of rings bejewel both of his bony hands. Long but wildly uneven white hairs precariously cling to his pale scalp, primarily held in place by a light cord that wraps around his head before culminating in a sparkling diamond resting on his forehead. Deep wrinkles permeate his entire face, and his voice is now little more than an elevated whisper.

Eleron Cru, male elf Wizard 18 (illusionist)/Druid 6: CR 24, Medium humanoid; HD 18d4 plus 6d8; hp 89; Init +5; Spd 30 ft.; AC 25 (+8 armor, +4 deflection, +3 natural) touch 14, flatfooted 25; BAB +13/+8/+3 (+2 epic); Grapple +12 (+2 epic); Atk +12 touch or +14 ranged touch; Full Atk +12/+7/+2 touch; Face/Reach: 5 ft./5 ft.; SQ Elf traits, low-light vision, nature sense, resist nature's lure, spell resistance 15, summon familiar, trackless step, wild shape (2/day), woodland stride; AL NG; SV Fort +11, Ref +9, Will +26; Str 9, Dex 12, Con 10, Int 29, Wis 27, Cha 20.

Skills and Feats: Bluff +8, Concentration +38, Craft (alchemy) +19, Craft (gemcutting) +19, Decipher Script +16, Diplomacy +17, Gather Information +10, Heal +17, Hide +9, Knowledge (arcana) +32, Knowledge (architecture and engineering) +28, Knowledge (geography, Arena) +21, Knowledge (history, Arena) +30, Knowledge (local, Arena) +26, Knowledge (nature) +23, Listen +18, Ride +4, Search +14, Sense Motive +22, Spellcraft +36, Spot +18, Survival +17, Swim +2, Use Magic Device +11; Craft Staff, Craft Wand, Craft Wondrous Item, Greater Spell Focus (illusion), Improved Counterspell, Improved Initiative, Iron Will, Leadership, Natural Spell, Scribe Scroll, Spell Focus (illusion), Spell Penetration, Weapon Focus (ray).

Languages: Common (Forge), Elven, Battlespeak, Celestial, Draconic, Druidic, Gnoll, Gnome, Orc, Sylvan, Valco and Valkyrie.

Possessions: +8 bracers of armor, +4 cloak of resistance, +4 ring of protection, ring of elemental command (fire), staff of illusion (28 charges), figurine of wondrous power (ivory goats), headband of intellect +2, wand of color spray (16, 24 charges), wand of greater invisibility (15, 33 charges), wand of lightning bolt (10, 29 charges), wand of ray of exhaustion (15, 31 charges), scroll: mirage arcana (10), seeming (14), vampiric touch (16), veil (17).

Wizard Spells Known (4/8/7/7/7/7/5/5/4; base save DC 19 + spell level; DC 21 + spell level for illusion spells): 0-level—detect magic, ghost sound, message, read magic; 1st—color spray x2, disguise self, erase, identify, shield, silent image, sleep; 2nd—blur, daze monster, invisibility, knock, mirror image x2, whispering wind; 3rd—blink, dispel magic, displacement, fly, haste, lightning bolt, major image; 4th—energy drain, greater invisibility x2, ice storm, illusory wall, phantasmal killer x 2; 5th—dream, fabricate, mirage arcane, persistent image, prying eyes, seeming, teleport; 6th—eye bite, forceful hand, freezing sphere, greater dispel magic x2, mislead, shadow walk; 7th—greater shadow conjuration, insanity, limited wish, prismatic spray, project image; 8th—demand, iron body, polar ray, power word stun, screen; 9th—foresight, meteor swarm, shades, weird.

Druid Spells Known (5/6/5/4; base save DC 18 + spell level: 0-level—detect magic, flare, light, virtue; 1st—cure light wounds x2, longstrider, obscuring mist, shillelagh, speak with animals; 2nd—barkskin x2, flame blade, gust of wind, lesser restoration; 3rd—cure moderate wounds, neutralize poison, remove disease, stone shape, spike growth.

Prestige Races: Focus of the Mind (*Centered*: Immune to charm effects, gains a +4 insight bonus to all saving throws vs. fear and compulsion effects, gain a +4 insight bonus on Concentration checks; *Enterprising*: Gains +2 racial bonus to Intelligence, gains a +4 competence bonus to all Knowledge checks; *Enlightened*: Gains +2 racial bonus to Wisdom, gains a +4 competence bonus to all Sense Motive checks.), Focus of the Shadow (*Shadow Creature*: +3 natural armor bonus, +6 circumstance bonus to Hide checks; *Shaded Creature*: Gain Spell Resistance 15.)

Gifts: Danger sense (earned), voyeur sense (earned).

against the settlement, the unsettling presence of his lifeless troops often proves sufficient to keep treasure hunters and avaricious miners at bay.

Because Paradise Lost resides within the lich's domain, he perceives any assault against the settlement as an attack directed against him, precipitating immediate retaliation from the undead warlord. This deterrent proves most effective against

large-scale organized campaigns, yet its success against determined individuals is hardly foolproof. To repel the latter category of interlopers, Eleron relies upon his mastery of illusory magic. Enchanted magical devices resembling street lamps line the settlement's perimeter, emanating a powerful *screen* spell from an encased gem affixed to the top of each shaft. The spell masks the entire settlement from

normal vision and divination spells, making Paradise Lost look like an insignificant stretch of desert to onlookers.

To bolster the defenses, a circular *wall of force* surrounds its entire perimeter, preventing intruders from infiltrating into the city but also precluding its citizens from leaving the compound without additional magical means. These three elements coupled with Eleron's continual vigilance allow Paradise Lost to elude detection by Barbello and her agents as well as envious warlords seeking to plunder its fabled riches.

An elite unit of fifty constables known as the seers defends the settlement against internal threats. Specialists in divination magic and skilled warriors dominate the organization's ranks with a handful of highly trained rogues complementing their counterparts. Empowered with the tasks of investigating crimes and meting out punishment to offenders, the sudden appearance of Eleron's judicial enforcers simultaneously creates an aura of respect and trepidation. The average citizen admires the high moral character and integrity of their police force; however their ability to read thoughts greatly unnerves them. As a result, residents give them a very wide berth, trying to remain inconspicuous without attracting suspicion. Fortunately, they do not receive the opportunity to hone this skill with frequent regularity.

The Warlock

Ensnared deep within an extensive subterranean complex of meandering passageways and hidden galleries straddling the boundary between Arena and the Vault the cryptic lich known simply as Warlock patiently waits for the opportune moment to oust his former master Nemamah from his coveted position as the Vault's undisputed master. Aided by a covert network of spies entrenched among the ranks of the gatherers and his swelling legions of undead soldiers, Warlock's ambitious plan to usurp Nemamah methodically inches closer to fruition with each passing year. In the meantime, Warlock plays a dangerous political game, feigning loyalty and assistance to Barbello in exchange for asylum from the vengeful ruler of the neighboring domain. So far, his delicate balancing act appears successful, but Warlock also realizes that his ability to placate Arena's whimsical mistress can abruptly change for the worse at a moment's notice. As a result, Warlock treads carefully, always endeavoring to remain one step ahead of both Feathered Fowls until he assumes his rightful position as Nemamah's self-appointed heir.

History

A century ago, Warlock began his mortal existence as a witty and clever wizard named Myraxon in a distant world ruled by a council of virtually omnipotent but extremely competitive mages. From an early age, Myraxon displayed an incredible natural affinity for the mystical arts as well as an uncanny talent for quickly solving riddles and composing poetic verses. His sharp mind and astounding ability to decipher the

subtle nuances of language and mathematics lead to an apprenticeship with his mentor Lezzup Erstam, an enigmatic wizard renowned for creating imaginative and unbreakable curses and oaths. Myraxon excelled under the tutelage of his accomplished master and only a decade later, his achievements surpassed the legendary deeds of his instructor. Myraxon's reputation spread throughout the domain's wizardly circles, granting him tremendous fame and all of the material trappings attributable to his newfound success. Unfortunately, the machinations of an unforeseen entity shattered the aspiring young man's idyllic lifestyle forever.

From the precipitous heights of his bleak citadel overlooking the Forge's frigid netherworld, Myraxon's unique insight attracted the interest of Nemamah, the Vault's loathsome ruler. His ability to interpret the hidden meaning of words and passages tantalized the envious lord bound to his own imprisonment by the encrypted text contained within the dreaded book eternally tethered around his withering body. Within minutes, a sickening flock of decrepit black ravens suddenly materialized, enveloping the vibrant and youthful wizard like a dark cloud and pulling him from a world replete with life and luxury into a dead realm of despair and decay. Disoriented and obviously terrified by his unexpected ordeal, Myraxon trembled in fear at the horrific figure standing before him. The unflinching glare of Nemamah's ominous avatar pierced his frightened soul literally transforming the once attractive and charismatic Myraxon into a corrupted, undead abomination sculpted in the image of his new master.

With the metamorphosis complete, the Vault's lifeless taskmaster ordered his brilliant servant to employ his exhaustive wit and mastery of language to construct an artifact designed to sunder the shackles of the Great Oath binding him to this forsaken domain. To assist him in this arduous endeavor, Nemamah bequeathed to him a potent item in its own right, the Tome of Fettering. Scribed more than a thousand years earlier, the mythical spellbook contained the forgotten incantations of the warlock Athicluss, the Forge's foremost expert on the subject of curses and oaths. Armed with his master's unexpected gift and a difficult challenge, the pitiful wizard's sense of purpose instantly returned, prompting him to merely accept his fate and commence work on his appointed assignment.

Over the next fifty years, Myraxon laboriously toiled under the scrutiny of his increasingly impatient master. Within the seclusion of his isolated mausoleum, the desiccated lich incessantly scoured the Great Oath intent on finding alternative interpretations and hidden escape clauses concealed within its cryptic inscriptions. Yet the complex and intriguing nature of his work failed to repress the swelling sense of resentment and anger that he felt towards the callous overlord responsible for condemning him to his present status of unending slavery. Myraxon's interest in breaking Nemamah's chains turned into sheer apathy as an unquenchable thirst for vengeance and his captor's ruin occupied the majority of his industry.

Warlock

Unfortunately for his foes, Warlock's decrepit and bedraggled appearance belies the awesome might of his spellcasting powers and an impressive arsenal of magical devices. He appears as a skeleton tightly wrapped in a shroud of desiccated flesh bearing the faint remnants of geometrically shaped tattoos. A tattered dull crimson cloak hangs loosely off his bony shoulders, while a frayed belt affixes three wands to his waist. An ancient weathered tome and a resplendent staff topped with a glistening diamond accompany him at all times along with a personal retinue of undead warlords, spectres and bone sovereigns.

Myraxon, "Warlock" lich Wizard 15: CR 17, Medium undead (augmented humanoid); HD 15d12+3; hp 116; Init +9; Spd 30 ft.; AC 33 (+7 armor, +5 Dex, +5 natural, +2 luck, +4 deflection) touch 21, flatfooted 28; BAB +7/+2; Grapple +9; Atk +9 *staff of power* (1d6+4/x2); Full Atk +9/+4 *staff of power* (1d6+4/x2); SA Fear aura, paralyzing touch, spells SQ Darkvision 60 ft., turn resistance, DR 15/bludgeoning and magic, immunities, summon familiar, undead traits; AL LE; SV Fort +10, Ref +15, Will +21; Str 14, Dex 20, Con --, Int 26, Wis 23, Cha 19.

Skills and Feats: Appraise +10, Bluff +12, Concentration +27, Craft (riddlemaking) +20, Diplomacy +12, Gather Information +12, Hide +13, Knowledge (arcana) +30, Knowledge (dungeoneering) +22, Knowledge (geography, Arena) +18, Knowledge (geography, The Vault) +18, Knowledge (history, Arena) +24, Knowledge (history, The Vault) +26, Knowledge (local, Arena) +20, Knowledge (local, The Vault) +18, Knowledge (the planes) +14, Listen +14, Move Silently +13, Search +18, Sense Motive +26, Spellcraft +28, Spot +18; Craft Rod, Craft Staff, Craft Wand, Craft Wondrous Item, Dodge, Greater Spell Focus (necromancy), Improved Initiative, Leadership, Scribe Scroll, Spell Focus (necromancy), Spell Penetration.

Languages: Common (Forge), Asherake, Battlespeak, Elven, Infernal, Lunar, Nightling, Undercommon, Valco.

Possessions: +7 bracers of armor, +4 cloak of resistance, +4 ring of protection, staff of power (39 charges), *The Tome of Fettering* (see below), wand of magic missiles (9, 37 charges), wand of ray of enfeeblement (13, 13 charges), wand of ray of exhaustion (15, 31 charges), scroll: circle of death (15), eyebite (14), finger of death (13), halt undead (15), waves of fatigue (15).

Wizard Spells Known (4/6/6/6/6/5/4/3/2; base save DC 18 + spell level; DC 19 + spell level for necromancy spells): 0-level—*daze*, *disrupt undead*, *read magic*, *touch of fatigue*; 1st—*cause fear*, *chill touch*, *protection from good*, *protection from law*, *shield*, *summon monster I*; 2nd—*blindness/deafness*, *command undead*, *ghoul touch*, *invisibility*, *misdirection*, *see invisibility*; 3rd—*dispel magic* x2, *displacement*, *halt undead*, *secret page*, *vampiric touch*; 4th—*bestow curse* x2, *enervation*, *fire shield*, *remove curse*, *wall of fire*; 5th—*cone of cold*, *dominate person*, *feeblemind*, *teleport*, *transmute rock to mud*; 6th—*create undead* x2, *disintegrate*, *undeath to death*; 7th—*control undead*, *delayed blast fireball*, *waves of exhaustion*; 8th—*create greater undead*, *horrid wilting*, *screen*.

Prestige Races: Focus of the Mind (*Centered*: Immune to charm effects, gains a +4 insight bonus to all saving throws vs. fear and compulsion effects, gain a +4 insight bonus on Concentration checks; *Enterprising*: Gains +2 racial bonus to Intelligence, gains a +4 competence bonus to all Knowledge checks; *Enlightened*: Gains +2 racial bonus to Wisdom, gains a +4 competence bonus to all Sense Motive checks.)

Gifts: Eyes of the Night, Recall (Earned).

The Tome of Fettering (Minor Artifact): Athicluss' spellbook contains several variations of curses as well as the potent spell *unbind*. The tome and its contents are thoroughly discussed in Chapter 4 under the Lost Spells heading.

His simmering emotions coupled with the stark realization of Nemamiah's intent to kill him after completing the commissioned artifact impelled Myraxon to make a bold decision. He concluded that fleeing the Vault and seeking asylum in the neighboring domain of Arena represented the only viable course of action. Myraxon kept a close watch on Nemamiah's activities, waiting for the ideal moment to clandestinely escape his overlord's clutches while the Vault's master focused his attention elsewhere. When the ideal opportunity arose a few months later, Myraxon implemented his well-rehearsed plan and successfully crossed over the border and into Arena where he immediately encountered a waiting Barbello. Demonstrating his proclivity for quick thinking, the surprised lich pitched an irresistible proposition to her; grant him protection in her domain in exchange for freedom from her imprisonment.

As expected, Barbello eagerly accepted his terms, leading to Myraxon's current situation.

Warlock and Barbello

Not surprisingly, both parties in this unusual and unexpected alliance envision their partner as little more than a tool at their disposal. In Myraxon's case, Barbello serves as his defender, giving him the precious time he needs to raise an army capable of defeating or at least fending off Nemamiah and his minions until he penetrates his citadel and takes his place as the Vault's deified ruler. Conversely, Barbello's offer of political asylum also comes at a price. Like her counterpart, Nemamiah, she also longs for her liberation from the bonds imposed upon her by the Great Oath.

Unlike his relationship with Nemamiah, the calculating and vindictive lich harbors no hostility

towards his current benefactor and actually endeavors to uphold his end of the bargain. His motivation for continuing the painstaking and exacting work of deciphering Barbello's oath and releasing her shackles is relatively simple. Fully aware of her whimsical and impulsive demeanor, he clearly understands that remaining on good terms with Arena's tempestuous mistress remains an imperative necessity. In furtherance of this end, Myraxon is currently fixating Barbello's attention on two brief passages from the Oath of War, most notably the phrases "on sands of red, never free" and "from the depths the great shall rise".

Myraxon interpreted these sections to mean that she is invulnerable to destruction whenever she fights in the desert and that a powerful subterranean or underwater entity is destined to defeat her and take her place. Although initially skeptical about the veracity of his vague translation, her avatar's recent defeat on a remote island in the domain's northern reaches temporarily alleviated her doubt in the Warlock's perceptive abilities. His creative reading of the aforementioned lines rejuvenated her waning interest in the affairs of the rockbiter dwarves and the promising ceptu warlord, Quee'eetee Sandblossom. For now Barbello appears satisfied with his efforts, but her attitude always remains subject to abrupt alteration.

Warlock's Plans

Despite the overwhelming odds against success, Myraxon continues to forge ahead with his ambitious and far-reaching scheme to topple Nemamiah's regime and assume absolute control of his domain. Although vastly outnumbered by his enemy's forces and relatively weak in comparison to the might of Nemamiah's avatar, the resourceful lich benefits from a few key advantages. Scores of informants and sympathizers among the ranks of the gatherers provide reliable, essential intelligence to aid him in any future military action. In addition, his cavernous complex contains extremely rich and immense deposits of gold and platinum, natural resources that he plans on using to attract and maintain the services of numerous seasoned mercenaries from Arena's crimson sands.

In Myraxon's estimation, the most crucial and unpredictable component in his grand strategy rests in the personalities of the conflict's two proponents. Spurred by his insatiable desire for retribution, the relatively youthful and highly motivated lich holds a distinct psychological edge over his despondent, elderly adversary desperately yearning for his own destruction. The warmongering lord of Arena is certain to watch the brutal struggle unfold with child-like enthusiasm and a keen interest in the eventual outcome.

Brotherhood of Dust

Deep in the bowels of the Forge, at the heart of all creation, lies the nameless god. Slumbering in a murky dream of power lost and desired, the god's subconscious thoughts drift from his prison, wafting

over the physical world like a blanket of conflicting passions. Churned by countless eons of neglect and apathy, the god's energy has infused the very essence of stone, water, and air and the flesh that traverses them. Though diminished in power, his is a might still awesome and frightful when encountered raw.

Many are the manifestations of the nameless god. Most are benign blessings or gifts that augment a subject's natural tendencies. Others are more direct extensions of him, such as the grey stranger who travels the nether borders between domains seeking and dispensing knowledge. Other manifestations are far more dreadful, exacting great cost for a painful gain. Goddust is a potent example of this rare form of emission. Its mere touch transforms flesh into a chaotic expression of an undirected divine will.

The power and potential that goddust promises is not lost to those who are aware of its existence. Imbued with the very life energy of the nameless god, the powder conveys some of that latent vigor to those who use it, whether by design or not. The most skilled and knowledgeable were a race of mammalian humanoids remembered only as the Forgotten. Masters of art, science, and magic, the Forgotten were pulled en masse from their homeland. Entire cities, replete with armies, universities, and every aspect of their society were situated entire on the crimson plains of Arena. Thus empowered, the Forgotten quickly spread across the entire breadth of Arena and into the tangled web of life that is Wildwood and the lush plains of Penance.

Great miners and smiths, they were the original discoverers of goddust. At first taken aback by the morphing ability of the substance, the Forgotten quickly realized the massive potential it represented. Armed with unparalleled science and magic they mined the element, purifying it to a potency impossible to contemplate. With it they powered their engines of might and altered their flesh to suit their needs. So great was their control over goddust that they could instill specific changes in a subject to the exclusion of all others.

Taken with their development, the Mask of Fury allowed them to continue unmolested, testing their mettle as a civilization and mentality. Over time the influence of goddust became absolute, causing the culture of the Forgotten to explode in an orgasm of creation that wrought changes without and within. They evolved into a conglomerate of entities that eventually stood at the very throne of Barbello's supremacy. And there, as the Forgotten were about to achieve as a society what Barbello secretly hoped they would, she laid them waste.

The task was much easier than even Barbello presumed. Bolstered by goddust, the Forgotten were also addicted to it. They used it to prolong and enhance their lives far beyond mortal terms, but only through repeated contact. Through guile, deception, and outright conquest, the armies of the Barbello stole the life-sustaining powder from them. After a series of protracted engagements their civilization collapsed to ruin. Lacking even the dignity of remembrance, they faded from all thought, lost to the consuming sands of Barbello's domain.

Then after a thousand millennia one of their outlying cities was rediscovered in a bleak canyon recently windswept of sand. The event created an unusual stir as the ruins proved to be unlooted. Initial expeditions brought back cunning machines and self-powered artifacts that could wield deadly magic at a command. Fueled by proof and rumor, the tide of fortune hunters became a tidal flood, inundating the canyon with the ignorant. Before long, hidden caches of goddust were breached, spewing the substance to the winds and upon the unsuspecting. With screams of pain and panic the exposed were tainted. Most of the tainted and all of the untainted intruders perished in the homicidal rage that followed. Crazy with torment over the changed inflicted on them, they settled into the ruins of the Forgotten's city, cultivating a society unlike any found on the Forge.

Acutely aware that the remains of one of her eldest foes had been unearthed, Barbello attempted to refill the gorge with sand, but somehow her best efforts were repulsed. She then tried to sink the city below the ground, but something seemed to hold it aloft. Frustrated, the Mask of Fury struck the canyons walls and shattered them, but the tumbling rocks were swept aside. Maddened by the unassailable nature of the ruins, Barbello sealed the city and canyon with walls of shifting sand and wind, creating the Canyon of Sealing Sand.

Into this seething cauldron of change and abominable pain rose a gifted few who gleaned the hidden truths behind their abnormalities. Knowledgeable and determined, they carefully deduced the import of goddust, its capacities, and the prospect it contained. Bonded by common cause and experience, they became a collective that sought solace in goddust and the power it offered. Calling themselves the Brotherhood of Dust, they planned and tested the substance on a variety of subjects and through a myriad of methods. Within centuries the descendants of the original survivors learned to exercise some control over the gray powder, crafting soldiers of flesh and bone that heeded only the call of the dust and its wielders.

The trials of survival laid a heavy toll on their souls, eroding their grip on reality with each passing generation. Without realizing or caring for the consequences, the Brotherhood slip into insanity, driven beyond the brink of reason by their intimate and perpetual contact with the soul of a slumbering god. Their reality devolved into a world of senseless reaction. In time, they would have disposed of each other in a haze of madness. But that fate was forestalled with the coming of a true master to their asylum.

A few years past a caravan out of Port Makhesh had inadvertently camped near the entrance to the Canyon of Sealing Sand. Alerted to their presence, the Brotherhood sent a nomin, an aberrant desert lizard treated with goddust, to eliminate them and reassert their security. The nomin, bred for such missions, was adept and thorough, devouring all but the caravan master who had fled into the dunes.

Whether by fate or design, the lone escapee penetrated the veil of windblown sand and entered the canyon. There he discovered one of the prime sources of goddust in the entire gorge – and partook of it freely. Witnessed by members of the Brotherhood who hid in the recesses of the chamber, the doer changed beyond their ken or experience. Mutations manifested in unheard of numbers, sprouting from his flesh like a chaotic garden of tissue and screams. Some mutations took immediate hold, yet others were repressed by strength of will unparalleled before or since. In moments it was over. The caravan master stood and flexed new limbs, wondering at the might coursing through him.

Awed by the paragon of goddust before them, the Brotherhood took in the confused doer, hoping to glean some understanding of the stranger's mastery over their priceless powder. As the caravan master recovered his senses, his natural authority exerted itself. In mere weeks the normal disunity of the Brotherhood evaporated, leaving a congealed organization motivated by a single will.

The caravan master, Drev Nostrum, took stock of his options and found them wanting. Where the Brotherhood had haphazardly experimented with goddust Drev focused their attention, giving them intent. New, horrid monstrosities were developed and after a series of spectacular failures, a few were bred true. Soon, the new species wandered the still streets of the Forgotten's city and roamed the surrounding dunes. A testament to organization and drive, they protect the hidden canyon at the behest of the Brotherhood, seeing them as master and lord.

Realizing that their supply of processed powder would not last forever, Drev developed plans to identify pockets of the raw element and secure it for their sole use. Growing insanely possessive of the substance, its acquisition dominated their culture. Every action was geared towards increasing their supply and limited its spread. Using Drev's route into the Canyon of Sealing Sand, small numbers of the Brotherhood left the gorge, intent on locating more ore.

As most of the warlords ran mines deep into the bedrock, goddust proved surprising easy to find, albeit in small quantities. This troubled Drev as it meant that the substance was far more widespread than previously believed, making it harder to control. It also meant that large pockets of the substance were incredibly rare, a fact that would work against their needs. Reevaluating his plans, Drev began to have his people close goddust-laden mines through sabotage and by seeding the surrounding regions with dusted creatures. Attracted to the goddust, the beasts invade the mine complex with the intent to procure it for themselves.

The tactic has worked extremely well. Abandoned by their previous owners, rich mines of gold, silver, and gems have been converted by the Brotherhood into centers for regional activity, known as covens. At present, the Brotherhood of Dust maintains nine large covens and dozens of cells throughout the domain. The cells attempt to locate and scout out sources of

goddust, reporting their findings to a traveling liaison. If deemed suitable, the site is targeted for assault and confiscation. If successful, the site is quickly stripped of the gray powder and either converted to a new coven or permanently sealed.

The pace of goddust acquisition has recently quickened as Drev has fallen more fully under its addictive effects. This has caused the machinations of the Brotherhood to become careless at times, affording others clues to their existence. It is only a matter of time before the populace of Arena learns of their order and moves to stop it. Prepared for that eventuality, Drev has begun making forced converts. Individuals of opportunity are captured and tainted with the dust. Such augmenting has tripled their forces in less than one year.

Understanding the strength of such maneuvers Drev has several agent cells in distant holdings. At his command they are to taint the water supply of those holdings and force the transformation of the populace. While these thralls may not actively advance the cause of the Brotherhood they surely will disrupt any direct opposition. With skill and timing, the Brotherhood can seize control of these holdings and become an immediate presence on the red sands.

Drev Nostrum, Dusted Male Dover Rng7/Rog4/Soc5: CR 18; Medium Aberration (Augmented Humanoid); HD 6d8+4d6+5d4+64; hp 133; Init +4; Spd 30 ft., burrow 30 ft.; AC 30 (+6 bracers, +2 ring, +4 Dex, +8 natural), touch 22, flat-footed 26; BAB +11, Grpl +14; Atk +14 melee (1d4+3, 7 tentacles) and +12 melee (1d6+1, bite plus venom), or +16/+14/+12 melee (1d8+7/17-20, +4 *keen longsword*) and +15 melee (1d6+6/17-20, +3 *keen short sword*), or +14 melee (1d4+3, 7 tentacles) and +18 melee (1d8+7/17-20, +4 *keen longsword*); Space/Reach 5 ft./5 ft. (10 ft. with tentacles); SA Combat style (two-weapon), favored enemy (1st: reptilian humanoids, 2nd: magical beasts), goddust effects, improved grab, powder of pain, reforge (6d6), spells, sneak attack (+2d6), venom (Injury DC 20, 1d6 Con/2d6 Con); SQ Animal companion, dust of rejuvenation, evasion, scent, shapechange mastery, SR 15, summon familiar, track, trap sense +1, trapfinding, uncanny dodge, wild empathy; AL NE; SV Fort +13, Ref +16, Will +11; Str 16, Dex 19, Con 19, Int 14, Wis 14, Cha 20.

Skills & Feats: Appraise +12, Climb +8, Concentration +14, Decipher Script +11, Disable Device +11, Handle Animal +7, Heal +9, Hide +15, Jump +8, Knowledge (arcana) +9, Knowledge (geography) +7, Knowledge (nature) +7, Listen +17, Move Silently +9, Open Lock +12, Ride +8, Search +9, Sense Motive +4, Sleight of Hand +12, Spellcraft +12, Spot +9, Survival +9, Swim +8, Use Rope +9; Combat Casting, Dodge, Endurance, Mobility, Multiattack, Self-Sufficient, Spell Penetration.

Languages: Common, Dover, Asherake.

Prestige Races: Focus of the Odd (*Quaint*: Gain a +2 racial bonus to Appraise, Decipher Script, Listen, Search, Sense Motive, Spellcraft, and Spot; *see invisibility* 3/day a 4th-level wizard); Focus of the Shadow (*Shadow*: +3 natural armor bonus and +6 circumstance bonus to Hide checks; *Shaded*: Gain SR 15).

Gifts: Danger Sense (earned).

Ranger Spells Prepared (Spells per day: 1; base save DC = 12 plus spell level): 0-longstrider.

Sorcerer Spells Known (Spells per day: 6/8/4; base save DC = 15 plus spell level): 0-*acid splash*, *detect magic*, *read magic*, *mage hand*, *mending*, *resistance*; 1-*expeditious retreat*, *identify*, *mage armor*, *shocking grasp*; 2-*invisibility*, *touch of idiocy*.

Possessions: +4 *keen longsword*, +3 *keen short sword*, boots of teleportation, bracer of armor +6, cloak of resistance +2, gem of seeing, hat of disguise, ring of protection +2, wand of charm monster (12th level, 26 charges).

Powder of Pain (Su): Once every 1d4 rounds Drev can shed a cloud of goddust in a 10-foot radius about himself. Any living entity within the radius of the cloud must make a Fort save (DC 23) or be wracked by painful spasms (treat as stunned) for 1d6 rounds as the victim's flesh contorts and attempts to change.

Reforge (Su): The divine energy that inundates Drev also allows him to affect the physical reality of the Forge once per day, to a range of 120 feet. Such changes are permanent but cannot exceed three 10-foot cubes. Any physical material can be affected, whether natural or artificial. If used against a living target, the target is allowed a Fort save (DC 23) to resist the attack. The target takes 6d6 points of damage, save for half damage.

Dust of Rejuvenation (Su): While within 60 feet of a source of goddust, either natural or artificial, Drev heals 10 points of damage per round as if possessing regeneration 10.

Goddust Effects (Su): Due is a cause unknown Drev is very open to the influence of goddust and has an abnormal number of beneficial effects while avoiding negative ones. These include: +2 Dex, +3 Con, +2 Int, +2 Cha; carapace (+2 natural armor), dispelling touch 3/day, major arcane spell-like ability (*mass suggestion* 3/day), major divine spell-like ability (*flame strike* 3/day), new ears (2), tendrils (80), tentacles (14, retractable), venom. These abilities tend to manifest for a short time (1d3 months) before being replaced by another effect, though never one with a negative or penalizing effect.

Shapechange Mastery (Su): The frightful transformation into a dusted creature permits Drev to have complete control over any polymorph or shapechange effect, altering his shape at will for the duration of the effect, which are doubled.

Canyon of Sealing Sand

Located about a week's travel southeast of Port Makhesh, the home of the Brotherhood of Dust is a box canyon of impressive depth and breadth. Measuring more than six miles wide, the canyon walls rise 500 feet to ragged spires. The canyon floor about the city is a sparse boulder field that offers little in the way of utility. A road of pale rock meanders through the valley to the city, stopping at its edge. Sand that descends into the gorge is blown towards the canyon walls and swept back up the cliff face. A residual effect of ancient Forgotten technology that has recently activated, this has stymied Barbello, who is powerless to contest the power of her father – even if someone

else directs it. Even in the fiercest of storms, no more than a sprinkling of sand settles to stay.

The city itself is a sprawling collection of various architectural styles that bespeaks its slow development over centuries. The interior is home to a number of large monolithic structures. A marble step pyramid dominates the center of the city, while a number of thick stone obelisks are scattered throughout the outlying areas. Despite their age, the structures appear unblemished by time, and if investigated prove to be intact internally as well. Functioning as the central processing source of goddust, the pyramid channels energy throughout the city via the obelisks, powering machines and arcane devices of unfathomable purpose.

Realizing their function long ago, the Brotherhood takes pains to maintain the buildings. Their incomplete understanding of the mechanics involved restrains their hand in most cases, but the sites are venerated and kept scrupulously tidy. Other lesser structures are also tended. Museums, factories, libraries, and residences with important machinery are all noted and preserved. Drev has assigned their inventorying to a small group of sorcerers and wizards in the hopes that they can ascertain critical information about the gray powder and the power the Forgotten drew from it.

Approximately 800 members of the Brotherhood inhabit the Canyon of Sealing Sand, with several times that number of dusted creatures that serve as guardians. They are organized into cells ranging from 2-10 members that are tasked with specific duties. These tasks typically revolve about the maintenance of certain buildings, the gathering of supplies, and the training of recently dusted creatures. Throughout Arena and the surrounding domains there are easily 500 members of the Brotherhood who scrounge for traces of goddust and actively seek converts.

Accoutrements

Despite their madness, the Brotherhood thrives on ritualistic precision. When participating in ceremonies or rituals the members wears long, plain shifts of cloth over which are worn leather vests with metal rings attached over their hearts. The vests are badges of rank, which are accorded the following hierarchy based on the type of metal rings laced to its front (from lowest to highest rank): bronze, copper, silver, gold, and iron.

This ranking is very symbolic to the Brotherhood and stems from an erroneous belief once held by their forbearers that goddust was more likely to be found in iron and gold deposits than in fashioned alloys (bronze), copper, and silver. After that belief was disproved the symbolism remained and is continually reinforced through ceremony and ritual. Very often the personal effects of a Brotherhood member reflects their rank within the order. It is not uncommon for members to be in possession of items composed of their ranking metal.

In addition to this personal affectation, members always bear a small curved knife of a metal

corresponding to their rank, but otherwise keep their equipment to a minimum. They seldom wear armor, and when they do it is typically leather, studded leather, and hide. Many members of the Brotherhood are spellcasters and possess wands, staffs, bracers, rings, and other magically oriented paraphernalia. They are especially fond of items that allow the alteration or morphing of physical forms.

Ceremonies and Rituals

The chaotic origin of the Brotherhood of Dust is reflected in their catalog of rituals and ceremonies. Most are futile exercises of mindless habit crafted by madmen in decades past. While satisfying for the participants, these ceremonies offer no actual benefit and are preformed simply because of their historic nature. Other rituals utilize the power of goddust and possess the ability to render awesome change when implemented correctly. While the skill of the Brotherhood during these rites is considerable, it pales before the authority of the Forgotten with regards to goddust. Aware of their limitations, the Brotherhood and Drev Nostrum ever strive to enhance their command over the powder.

The actual ceremonies that use goddust are collectively referred to as The Burning. During these rituals a subject is exposed to goddust in carefully controlled amounts and placement. Subjects are strapped to a stone table and small, precise incisions are made in their flesh that will foster the desired changes. Into these wounds are sprinkled a few grains of the gray powder that instantly sears the wound shut. As the members chant and inhale goddust, the subject begins its painful transformation into a dusted creature.

Realizing that the amount of goddust exposure has a bearing on the mutation manifested, the Brotherhood is continuously experimenting. This process has generated a great variety of heinous monstrosities. Most are turned loose to wander the streets of the Forgotten's city or are destroyed if dangerous to the Brotherhood. Successful creations are replicated if possible and bred with the intention of perpetuating the new species.

Recently, cells tasked with the recovery of Forgotten lore have unearthed documentation that implies that goddust mixed with the blood of a creature can bestow some of that creature's natural abilities to the subject exposed to it. The first experiments with this method of exposure have yielded little more than mangled globs of screaming flesh. Despite these failures, Drev is convinced of the theory's validity and has ordered the experiments to continue unabated.

Increasingly common amongst the Brotherhood is the inhalation of small quantities of goddust to reach a state euphoria. When so employed the powder enacts minute changes in the subject brain chemistry. The subject is blissfully inured to the physical world though he or she may still react with it. All damage inflicted on the subject is considered nonlethal and all effects that inflict damage do so at a -1 penalty to

Table 5.1: Goddust Effects

d%	Effect
01-02	Skeletal structure thickens: Permanent gain of 1d3 Strength
03-04	Hypersensitive nerves: Permanent gain of 1d3 Dexterity
05-06	Enhanced stamina: Permanent gain of 1d3 Constitution
07-08	Head swells: Permanent gain of 1d3 points of Intelligence
09-10	Clarity: Permanent gain of 1d3 points of Wisdom
11-12	Beautified: Permanent gain of 1d3 points of Charisma
13-15	Arcane spell-like ability, minor: Can cast 1d3 1 st , 2 nd , or 3 rd level arcane spell as an innate spell-like ability 1/day plus Intelligence bonus
16-18	Divine spell-like ability, minor: Can cast 1d3 1 st , 2 nd , or 3 rd level divine spell as an innate spell-like ability 1/day plus Wisdom bonus
19-20	Arcane spell-like ability, major: Can cast 1d2 4 th , 5 th , or 6 th level arcane spell as an innate spell-like ability 1/day plus Intelligence bonus
21-22	Divine spell-like ability, major: Can cast 1d2 4 th , 5 th , or 6 th level divine spell as an innate spell-like ability 1/day plus Wisdom bonus
23-26	Precision: 1d3 randomly selected skills gain a permanent +5 bonus
27-28	Insight: 1d3 randomly selected skills gain a permanent +10 bonus
29-30	Dispelling touch: Cast <i>dispel magic</i> 1/day plus Intelligence bonus by touch as a free action
31-32	New eyes: Gain 1d6 functioning eyes placed randomly about the body; +2 Spot checks per new eye
33-34	New arms: Gain 1d4 functioning arms placed randomly on the torso; additional melee attack per round at highest attack bonus per two arms gained
35-36	New legs: Gain 1d4 functioning legs placed randomly on the torso; 5-foot movement bonus per leg gained
37-38	New ears: Gain 1d6 functioning ears placed randomly about the body; +2 Listen checks per new ear
39-40	New Head: Gain a functioning head in a random location that mimics the actions of the original; gain additional standard action per round
41-44	Gain gift: Gain either a random arrival or earned gift
45-46	Gain prestige race: Gain the first tier of one random prestige class without having to meet the XP or level requirements; 'unavailable to' entries in prestige race description remain in effect
47-52	Tentacles: 2d4 10-foot tentacles randomly sprout from the body and function as arms; gain the Improved Grab special ability; additional melee attack per round at highest attack bonus per two arms gained; damage is according to creature size; if tentacles already possessed, there is a 50% chance that preexisting tentacles double in length; there is a 50% chance that all existing and new tentacles become retractable.
53-54	Carapace: Skin turns to chitin, +1d4 natural armor bonus
55-56	New mouths: Gain 1d6 functioning mouths placed randomly about the body; gain bite attack at highest attack bonus per two mouths gained; damage is according to creature size
57-58	Limbs wither: Permanent loss of 1d3 Strength
59-60	Club foot: One leg becomes bloated and bulbous; permanent loss of 1d3 Dexterity
61-62	Diseased: Become carrier of one random disease; permanent loss of 1d3 Constitution
63-64	Head shrinks: Permanent loss of 1d3 points of Intelligence
65-66	Dulled senses: Permanent loss of 1d3 points of Wisdom
67-68	Shifted facial features: Permanent loss of 1d3 points of Charisma
69-72	Drifting thoughts: +10 chance of spell failure for either arcane or divine spells
73-74	Fogged thoughts: +20 chance of spell failure for either arcane or divine spells
75-76	Magic sustenance: Must consume 1d6 charges (determined once) of a charged magic item or one permanent magic item per day; failure incurs a cumulative -1 circumstance penalty per day to all actions until a suitable amount of magic is consumed
77-80	Forgetful: 1d3 randomly selected skills suffer a permanent -5 penalty
81-82	Absentminded: 1d3 randomly selected skills suffer a permanent -10 penalty
83-84	Magic allergy: Wearing or using magic items causes a blistering rash, incurring a -2 circumstance penalty to all actions lasting until 1 day after contact or use
85-88	Negation touch, minor: Magic items fail to function when worn, touched, or used 25% of the time
89-90	Negation touch, major: Magic items fail to function when worn, touched, or used 50% of the time
91-94	Venom: Becomes capable of injecting random poison through a natural attack
95-96	Tendrils: 10d10 6-inch tendrils sprout from the body; gain burrow speed equal to base speed; +10 burrow speed if already possessed
97-100	Substitute tentacles: A random number of the limbs are replaced with 5-foot tentacles that otherwise function as 'tentacles' entry above
101-120	Gigantism: Size increases by 1d4 steps with Colossal being the largest size obtainable; +3 HD per size increased
121-130	Dwarfism: Size decreases by 1d4 steps with Fine being the smallest size obtainable; -1 HD per size decreased

each die. Conversely, the subject is somewhat lethargic and suffers a -2 circumstance penalty to attack, damage rolls, and saves. The duration of such exposure is 6d10 minutes.

Goddust

The nameless god stirs restlessly in his prison, roiling the flesh of the Forge with the subconscious emanations of his will. Neither awake nor fully asleep, the nameless

god struggles like a dreamer caught in a half realized nightmare. These struggles cause some his essence to drift away, seeping into and throughout the domains. Arrival and earned gifts are caused by this seepage. Attracted by the power or potential of the individual, the divine essence latches onto seeds, altering them forever. Other contacts with the stray energy of the nameless god are less benign and harbor appalling consequences for the unprepared.

Where gifts are earned through the attachment of the ephemeral vigor of the nameless god, goddust is his essence taken form. Appearing as nothing more than a grayish metallic material that flakes and powders easily, goddust is found in subterranean veins alongside precious metals and gems. In most cases, the material is mined without the excavator being aware of his discovery and danger. Often mistaken for bauxite, the ore is either discarded or processed with the accompanying precious materials.

When contact with goddust occurs it is in one of two methods. The first is accidental and usually entails a mining operation unknowingly removing the substance and thus exposing themselves to its toxic effects. The other mode of contact is much more rare and occurs when contact is deliberate and measured. To date, only the Brotherhood of Dust currently possesses knowledge of how to safely administer goddust to living entities. This knowledge, gleaned from the archives of the Forgotten, has permitted them to use goddust as an enhancing agent on themselves to further their twisted cause.

When goddust is physically contacted – that is touched, tasted, or inhaled – it exacts shocking changes on the individual. These changes are seldom subtle and always painful, causing the subject to become stunned for 1d6 minutes as the powder exerts its influence. Whenever encountering goddust, the contacting individual must roll on the following table a number of times equal to 1d3 plus his Charisma bonus (Drev Nostrum is the only known exception to this limit). Accidental or unexpected contact with goddust forces the subject to add 30 points to the roll. Thus if a 34 was rolled, the effect is as if a 64 had actually been rolled.

Individuals tainted by goddust have the dusted template applied to them. Such contact is extremely addictive. Once exposed, a dusted creature must make a Will save (DC 20) every time it senses goddust or immediately attempt to reapply it. Applications beyond the normal limit on goddust effects have no further effect save to calm the desires of the addicted individual for one day (except when inhaled, Ceremonies and Rituals for details).

All changes wrought by goddust are permanent and cannot be removed by any known means, including *miracle* or *wish*. Slain dusted individuals that are subsequently restored to life retain all changes. Changes are cumulative and stack if appropriate.

The Shadow Mage

The rumors of the Shadow Mage that waft across the sands of Arena are myriad and fruitless, the wild myths of those with languid intellect. Commonly thought to be a traveler from a distant world who arrived on the Forge hundreds of years ago, the Shadow Mage has actually trod the soil of the Flock domains for nigh ten millennia in search of something lost and unspoken.

What is commonly known is that Raghuveer is searching for something of personal importance that was lost from his home ages past. What the article or articles could be is unknown, but what is certain that their finding shall liberate him in ways the world cannot guess.

Regardless, the Shadow Mage has become a curious fixture in Arena. His cloistered Port Raghuveer is a mystery of towering walls and cloaking shadows. Seldom permitting entrants, it even scarcer allows departures. His personal contact with each of the Feathered Flock, and the personal nature of that contact, chills the blood of all but the most obtuse, bespeaking of true power yet to be wielded.

His Story

The truth of Raghuveer's personal history is as convoluted as that of the Feathered Flock. Born the sixth son to land-poor nobles, Raghuveer found himself in a distant world rich with protocol and social expectations that he could not meet. Barred from inheritance, the parents of the young Raghuveer placed him in the tutelage of a contracted wizard. Hired to provide a trade for their son, the wizard began his instructions in the arts of arcane science.

Raghuveer advanced in his craft, enjoying the ability to reshape the world according to his will. Though not greatly skilled, he was an apt pupil with a keen intellect who took pleasure in history and the foundations of his world. It was during these studies that Raghuveer can into contact with an obscure and forbidden cult that boasted a handful of adherents.

A meager collection of grim prophets, the faithful advanced the belief that their imprisoned god would rise from the unjust bonds that shackled him. Lacking all the normal accoutrements of zealous dogma, Raghuveer found the religion more akin to a philosophy, and was academically charmed by it.

This fascination led to the youthful Raghuveer integrating himself into the cult. At first, his mission was one of sinful exploration – the thrill of doing something prohibited. But over time, he came to see the hidden truth in their words. With his ascension in the cult's ranks, Raghuveer gained access to the order's most secret records. Therein, Raghuveer discovered the awesome truth of the nameless god, the sundering of his power by the totality of the other gods, and the existence of the Forge.

Realizing the power displayed before him, Raghuveer plotted to capture it for his own purposes. Maintaining his position as a member of the cult, he

ingratiated himself to the cult's venerable leader who, according to their doctrine, was an original member of the nameless god's clergy. Granted eternal life from an amulet gifted to him by the nameless god, the leader had kept the storied history of the cult intact and unbroken.

Unfortunately, the cult leader failed to see the duplicity in Raghuv eer's actions and invested much forbidden knowledge to him in the hope of securing a valuable convert. Not realizing that what he had uncovered was tantamount to a divine death sentence, Raghuv eer attempted to explore some of the cult's claims through more conventional means. In so doing, the existence of the cult became known to several prominent religious orders and thus to their patrons.

To his woe and the woe of that world, the gods again gathered to wage battle against the ideology of the nameless god. Their wrath was titanic. With little warning a multitude of divinities coalesced about Raghuv eer's world, intent on removing the last living vestige of their eternal foe. The sky darkened, the seas boiled, and mountains were torn asunder. Life everywhere was destroyed, and with it the memory of the nameless god and his crime.

Understanding the magnitude of his transgression, Raghuv eer was nonetheless prepared for it. Before abandoning his world during its last gasping moments, he slew the cult leader and captured the mystical amulet that prolonged life. With it and the darkest knowledge of the multiverse, he fled the agonizing death of his home for the domains of the Forge, hoping that the ire of the gods could not follow him. To his relief, he found that the same pact that kept the nameless god and his feathered bailiffs imprisoned also kept the vengeful gods out. Free to delve into the secrets as he wished, Raghuv eer struck out across the domains, gathering insight and clues to the ultimate nature of the prison world.

The years sped past as breaths from a running man. Centuries gave way to millennia, and even those have totaled far more than is insanely possible. Unburdened by the weight of time, Raghuv eer took care and precision in all his actions, glean ing knowledge from even the slimmest inkling of truth. It was during those formative years that he discovered the latent potential in the physical material of the Forge. Intuitively, Raghuv eer developed the Focus of the Shadow, the first being to do so, and thus became the Shadow Mage.

Raghuv eer and the Flock

The connection between the Raghuv eer and the Mistress of Arena, and the rest of the Feathered Flock, is best described as oddly compliant. While it is presumed that Raghuv eer has met with each of the domain lords during his long tenure on the Forge, the potential outcomes of only two of those encountered is suspected.

Raghuv eer's intimate knowledge of the nameless god and the worlds he once controlled before the Oath of Binding placed him in a unique position on the Forge. After thousands of years of searching

and investigation, he located what he had suspected existed, an ancient shrine dated before that time of turmoil. Plucked from the fading embers of his home world by a sentimental Barbello, the site was tucked away as would be a childish token of remembrance. It was at this site that the Shadow Mage began the construction of Port Raghuv eer.

This prompted Barbello to react with curious inconsistency. During their initial encounter, the Shadow Mage found himself confronted by a divine agent who, contrary to her nature, was not bent on his death and the destruction of his fledgling holding, but on questioning him about his choice. Perhaps sensing a conjoining of fates, Barbello was rewarded when Raghuv eer spoke her true name.

Bequeathed by her parents (the nameless god and Queen Israfel) at the dawn of her existence, the name had not been uttered since before the Binding. The effect was magical. All thoughts of expelling the mage from her domain evaporated, leaving only more questions. Before the gates of Port Raghuv eer, Barbello and the Shadow Mage sat for two days and spoke of old times and forgotten truths.

The exchange had a profound effect on Barbello, who began seeing the human as a conduit to her father and to a time before the sundering of their union. Yearning for the communion she believed Raghuv eer could provide, Barbello also consumed his lies and muddled certainties. Blinded by desire, she became convinced of his sincerity when he said he was the last of the true worshippers of the nameless god. This, coupled with his intimate knowledge of associated lore, permitted Raghuv eer to establish some measure of influence over the Mask of Fury.

Unfortunately, the Shadow Mage is playing to the weakness of a god, and the risks inherent in such an act demanded stern control and regulation on his part. To maintain the charade, Raghuv eer worked to revive the worship of the nameless god, though not in manner that would truly be effective, and never in a way that would actually compromise his thirst for power.

The only other confirmed meeting Raghuv eer had with a member of the Feather Flock was with Bathkol almost a thousand years ago. Though the details are not recorded, it was shortly after this meeting that the lord of Kiln vanished from mortal view. At first his absence drew little notice, but its continuation had many wondering what was really spoken between the two.

The knük that serve the will of Bathkol are calm concerning the matter, and make pilgrimages to Port Raghuv eer every ten years. While trade is certainly conducted, rumors persist that much more occurs. What is odd is that the knük seem to be free to come and go as they please from Port Raghuv eer, a status afforded no one else.

Raghuv eer's Goals

Simply put, Raghuv eer desires godhood. Whether it is earned or stolen is of no import. Since possessing information regarding the existence of the nameless god, the cosmic battle that imprisoned him, and the

true nature of the Forge, Raghuveer has striven to apply it to his own ends. For two hundred lives of men he has worked to capture the very essence of divinity, and to this purpose he has bent the lives of those about him.

Comprehending the nature of the Flock's confinement, Raghuveer took steps to acquire their power without subjecting himself to the restrictions they must endure. His first step was locating a source of ancient power. After thousands of years, he found what he sought under the sands of Arena, along the north bank of the Xanthus River. Covertly, he entered the site and found it to be the very shrine he had studied in on his home world.

Seeing this as an auspice of fate, Raghuveer began construction of the port that bears his name. Using Barbello's compliance as a benefice, the Shadow Mage began to seriously advance his designs. In short order the port was erected and sealed from most outside contact. Thus shielded from inquisitive eyes, Raghuveer delved into the shifting sands and exposed the shrine of the nameless god.

The work was arduous. Not in a physical aspect, but from the constant appearances of Barbello. Eager to once again touch the nearest thing to the flesh of her father, she chided the mage to speed in prompting the age-old rites to life. Equally firm, Raghuveer told her that such haste would cause further delays. "What grip has time on an immortal?" he queried. Citing the need to study the primordial rites anew lest they be preformed incorrectly, Raghuveer convinced Barbello to distance herself from the excavations and the developments thereof.

Currently, the shrine is completely exposed. However, to protect its existence, the Shadow Mage constructed a dome of tempered stone around it that possesses no opening. Keyed to his presence, the dome allows entrance only for Raghuveer and those he wishes. Usually, such passage to the shrine is a one-way journey, and to date only Barbello and Raghuveer are reoccurring entrants.

Trodding a keen blade, the Shadow Mage continues to prefect his plans while putting the Mask of Fury at ease and at a distance. Thus far his actions have proven fruitful. Using information gained from his continuing study of the cult's library, Raghuveer has found a method of taking the souls of those he has slain and applying them to his flesh much as one would wear a tattoo. Rendering the ethereal essence to an ink-like substance, the souls grant abilities related to the victims that were its main ingredient.

Against the desire of the Shadow Mage, some applications of the soul-inks, commonly known as marks, have found their way into the hands of others. Though the connection to Raghuveer is unknown, their sudden appearance could cause difficulty for the mage should Barbello determine their real intent. When someone known to possess a mark is located, Raghuveer takes pains to capture him. Those caught are rendered to soul-inks and subjected to special experiments by the Shadow Mage, or in the case of Mychus Nesbitt used unwittingly for his purposes (see the adventure *Sands of Change* found in OATHBOUND: *Arena* for details concerning this NPC).

Raghuveer and Og Brickhand

The relationship between the Shadow Mage and his closest neighbor is puzzling to the outside world,



A day at the ramzadi gladiatorial arena...
Illustrated by Stephen Lanham

dredging rumors of bribes and arcane possession. While such factors are possible, the truth is more mundane. A few months after Brickhand led his successful slave revolt and assumed command of the holding, Raghuveer had his agents kidnap the dwarf's infant daughter.

Thus positioned, the Shadow Mage has been able to make demands of the dwarf warlord to maintain the peace and even assist Port Raghuveer's forces on a number of occasions. Currently, Raghuveer is employing some of Brickhand's forces to defend against the depredations of the Warlord Sandstrider.

This trend has been increasing of late, forcing Brickhand to measure his love family against the duty to his people. Of course, if a stalwart band of bashers should present themselves, he may be convinced to make a move against the Shadow Mage. Regardless, it is only a matter of time before the dwarf becomes desperate and attempts to rescue his daughter.

Port Raghuveer and the Last Shrine of the Nameless God

From the exterior, the port appears as would any other, from a distance. The differences become patently clear when one docks at their quays or approaches by land. Where a typical town or city exudes illumination and signs of life, Port Raghuveer seeps darkness and silence. Shadows ooze from its walls much as light does from hearths. The hum of commerce and mortal activity is absent, leaving only the muted chatter of merchants and port authorities from the trade paddocks.

All incoming traffic is restricted to the specially constructed paddocks outside the port. Transactions, bartering, or exchanges of materials occur only in those areas, as visitors are seldom allowed entrance to the port itself. In truth, most would not desire it, as those who enter seldom emerge unless they serve the Shadow Mage.

The people that seek admittance must obtain a day pass from the port authorities. Such passes are necklaces that allow the wearer to be magically tracked throughout the port. Removing the necklace while inside Port Raghuveer bears the penalty of death, even if accidental. Each necklace is attuned to a specific ring of the city (see below). Taking an outer ring necklace to the middle ring causes alarms to sound in the guard towers and barracks. Transgressors are quickly tracked down and summarily executed.

The interior of the port is portioned off into three basic sections or concentric rings. The outermost ring, which is the largest, is the living quarters for the bulk of the military and the craftspeople that tend to their needs. It appears and functions as a typical town, through the taint of the Shadow Mage permeates the very air, casting all in shadow.

The second ring contains the working laboratories, libraries, ceremonial chambers, and living quarters for those who dwell therein. The darkness in this region is even deeper, as if a moonless night. The activity here is secret and social interaction is subdued and blunted by the driving will of Raghuveer. Large squads of experienced assassins patrol this ring, ensuring that no

one enters without authorization and those those who do perish swiftly.

The inner ring contains the domed shrine of the nameless god and a few service buildings for the Shadow Mage's personal use. These include a library, a laboratory, an experimentation chamber, and a ritual chamber where soul-inks are produced. The shadows here are as a living darkness. All sources of illumination are diminished to half efficiency and half duration. Without a light source, the darkness is absolute.

While no mortal guard patrol the confines of the inner ring, Raghuveer does have several dozen advanced shadows that can cast spells as 10th level sorcerers. If an unauthorized person should penetrate this ring, Raghuveer is personally notified by a permanent *alarm* spell wherever he may be on the Forge.

If someone can pass through the dome over the shrine, within they find similar blackness, but without the patrolling shadows. In the middle of the dome is a round colonnade topped by a squat dome. Beneath that dome is the remnant of a massive statue of a seated figure. Unfortunately, no clear image of the nameless god can be deduced, though his humanoid appearance can be attested.

Extending from the rear of the shrine is a more traditional one-story building with three wings, forming a T. Exploring the building finds numerous hallways of priest holes, study cells, and prayer rooms. Larger chambers include food and cooking chambers, training centers, a hospice, and libraries housing a multitude of different types of texts in a myriad of forgotten languages and mediums.

Guardian Golems of Penakhimen

Among the oppressed people of the ancient city of Penakhimen, many have come to the conclusion that their ruler, the Pharaoh Hateni, is far too powerful and well defended to be killed or overthrown by conventional means. He has survived so many assassination attempts that he has gained the title, "Hateni the Unkillable". The few citizens of the city who still dare to secretly plot against the God-Emperor have been forced to consider more exotic methods. Some of them hope they may be able to gain the assistance of the guardian golems of Penakhimen.

The city of Penakhimen does not suffer the same problem with buildings sinking that afflicts Penance, even though Penakhimen sits atop a pedestal hundreds of feet high. Over 150,000 years ago, Penakhimen created a group of highly magical, sentient, stone guardian golems, which are programmed to protect the structural integrity of the city. The guardian golems are not even remotely humanoid in shape or psychology. The sentient race they physically resemble most closely are the nkoll; they look like statues of a 16 foot long serpents, with seven 10 foot long tentacles growing out from the front of their body near the head. Though weighing over 5000 pounds, the golems can literally slither through rock and magically strengthen

any part of the city's understructure that is close to collapse. They do this by using a wide variety of spell-like powers that relate to stone and metal.

Unfortunately for the would-be rebels, the golems usually operate on a time scale almost incomprehensible to ordinary living beings, and their interests are entirely focused on maintaining the structural integrity of the city. Their title is sometimes misunderstood. Contrary to an ancient myth, they are called guardian golems because they protect the city's structure, not because they protect the city's people. As a consequence, they have almost no reason to even have an opinion about Hateni, much less use their powers to destroy him. But a few rebellious scholars of ancient history wonder if it might be possible to manipulate Hateni into taking actions that threaten either the golems themselves, or the physical structure of the city. They think that if Hateni did either, the golems would destroy him.

The leader of the tiny group of historians, archeologists, and other museum employees who dream of using the golems to liberate their city is a chromithian loremaster named Dalthomar who runs a small but profitable museum called The Shrine of the Glories of Arcane Antiquity.

Dalthomar, Male Chromithian Sor9/Loremaster4: CR 16; Small Humanoid; HD 9d4+4d4+13; hp 52; Init +2; Spd 30 ft.; AC 20 (+4 natural, +4 *ring of protection*), touch 16, flat-footed 18; BAB +6, Grpl +3; Atk +9/+4 melee (1d3+3/19-20, +2 *dagger*) or +7/+7/+2/-3 melee (1d4+1, 2 claws; 1d6+1, tail; 1d4, bite); Space/Reach 5 ft./5 ft.; SA Spell-like abilities, spells; SQ Darkvision 60 ft., electrical resistance 5, glide, lore (+7), low-light vision, secret (avoidance, inner strength), summon familiar; AL CG; SV Fort +5, Ref +8, Will +15; Str 12, Dex 14, Con 13, Int 17, Wis 16, Cha 19.

Languages: Ceptu, Chromithian, Common, Draconic, and Undercommon.

Skills & Feats: Appraise +9, Bluff +11, Climb +6, Concentration +11, Decipher Script +9, Diplomacy +7, Gather Information +12, Intimidate +6, Jump +11, Knowledge (arcana) +14, Knowledge (archeology) +14, Knowledge (history) +14, Knowledge (local) +14, Listen +10, Profession (museum manager) +11, Search +11 (+16 with goggles), Sense Motive +5, Sleight of Hand +4, Spellcraft +15, Spot +10, Use Magical Device +8; Evolve, Extend Spell, Heighten Spell, Magical Aptitude, Maximize Spell.

Prestige Races: Focus of the Mind (*Centered*: Immune to charm effects, gain +4 bonus to saving throws vs. fear or compulsion, gain +4 bonus on Concentration; *Enterprising*: Gain +2 bonus on Intelligence, gain a +4 to all Knowledge checks); Focus of the Senses (*Sharpened*: Gain +4 bonus to Listen, Spot and Search checks); Focus of the Odd (*Quaint*: Gains +2 bonus to Appraise, Decipher Script, Listen, Search, Sense Motive, Spellcraft, and Spot, gains *see invisibility* as if cast by a 4th level wizard, 3/day).

Gifts: Danger Sense (earned), Ethereal Sight (earned), Night Eyes.

Possessions: +2 dagger, *enchiridion* of Memnos, goggles of minute seeing, handy haversack, +4 ring of protection.

Spell-like Abilities (Sp): 3/day dancing lights, *mage hand*; *see invisibility*; 2/day flare, *shocking grasp*; 1/day color spray. All spell-like abilities are cast as if by a 13th level Sorcerer, except for *see invisibility*, which is cast as if by a 4th level Wizard.

Sorcerer Spells Known: (Spells per day: 6/7/7/7/7/6/4; base save DC = 14 + spell level) 0—*arcane mark*, *daze*, *detect magic*, *detect poison*, *mending*, *message*, *open/close*, *read magic*, *resistance*; 1st—*comprehend languages*, *detect secret doors*, *expeditious retreat*, *magic missile*, *reduce person*; 2nd—*Israfel's grace*, *levitate*, *locate object*, *Nemamiah's inkling*, *Bathkol's balance*; 3rd—*clairaudience/clairvoyance*, *dispel magic*, *gaseous form*, *tongues*; 4th—*charm monster*, *dimension door*, *remove curse*, *stone shape*; 5th—*private sanctum*, *passwall*, *prying eyes*; 6th—*analyze dweomer*, *legend lore*.

Israfel brought Dalthomar to Penance as a small child. A chromithian family in the bloodhold of Bloodlord Gullin, a member of the Alliance, raised him. Lord Gullin is a priest of a god of knowledge named Lumais and he encourages his subjects to follow Lumais' teachings. Dalthomar's adoptive parents raised him accordingly and he very quietly continues to do so. He came to Penakhimen to work as an archeologist for one of the city's famous museums before Hateni took power and has forged connections with other sages and scholars who worship Lumais throughout Arena and Penance.

Museums have been a major industry in Penakhimen for over three millennia. There are dozens of different museums in the city, most of which specialize in a different historical periods or subjects. Most Penakhimen museums make the profits they need to operate by finding new historical artifacts, and then selling history books and duplicate copies of historical artifacts in their collections to collectors. When they find items of no great historical interest (or when money is really tight) a museum will sometimes sell the historical artifacts they discover, if they can find a buyer.

The Shrine of the Glories of Arcane Antiquity is one of the smaller museums in Penakhimen. It's become much more profitable in the five years since Dalthomar became its manager, thanks to his talent for unearthing historically important artifacts. The museum is located near the eastern wall of the city. Most of the museum is located underground, in structures originally built four thousand years ago. To reach the main entrance to the Shrine, most visitors walk through a small park devoted to flora from Wildwood. It costs 8 gp to enter the museum for a day, though Dalthomar is willing to negotiate a lower price for students.

When Dalthomar first realized that the golems might be able to free the city from Hateni's tyranny, he studied the existing literature on the golems, hoping to find a way to enlist their assistance. But in the 1,500 centuries since they'd been created, the golems had dramatically intervened in the politics of

Penakhimen on less than a dozen occasions. While the governments of the last ten millennia had been fairly benevolent, there had been periods in Penakhimen's history when monsters that made Hateni look like the embodiment of divine justice ruled the city, but the golems apparently ignored those evil rulers. Dalthomar concluded it was highly unlikely that the golems could be persuaded by a moral appeal to help overthrow Hateni. So Dalthomar was forced to consider more subtle methods of enlisting their aid.

After considerable thought, Dalthomar had decided upon a plan, the first step of which was to gain control of all of the publicly available information on the guardian golems in Penakhimen. When Hateni eventually sought to learn about the golems, Dalthomar wanted to be able to control precisely what Hateni learned. Gaining control of the existing knowledge about the guardian golems was fairly easily accomplished. The guardian golems are not a widely studied subject, and only a few scholars knew a great deal about them. These were the first historians that Dalthomar recruited. Dalthomar then used his *enchiridion of Memnos* to determine precisely what information on the golems was available in Penakhimen's many libraries. Texts that contained too much information were subtly removed or altered. Dalthomar found it very easy to recruit some very talented forgers. Penakhimen's museums derive much of their income from the sale to collectors of exact copies of historical artifacts, so they employ individuals who are knowledgeable about the duplication and forgery of historical artifacts.

Dalthomar knew from his research that most of the bloodlords of Penance would pay a great deal to duplicate the guardian golems. One of Dalthomar's strongest supporters is a historian and teacher named Floreanna, (Female Dover, NG, Wiz4/Demagogue5) who owns a *Necklace of the Beguiler* and has used the Focus of the Fair and Foul (Empowered). Dalthomar helped arrange for Floreanna to meet a human merchant from Blackwall named Hakiem Vandour (Male Human, LE, Exp7/Demagogue 3), who has sometimes worked as a slave trader for Lord Mabon. Floreanna succeeded in subtly suggesting to Vandour the possibility that he might be able to make a great profit by buying a guardian golem from Hateni. Vandour recently approached Enheb (Male Human, NE, Clr14 of Set), who serves Hateni as Overseer of the city of Penakhimen, and asked whether or not Hateni's government might indeed be willing and able to sell one of the guardian golems to Blackwall. As a seed, Enheb hadn't even known that the golems existed, until the query from Vandour brought their existence to his attention.

In order to prepare a response to Vandour's query, Enheb instructed one of his subordinates to prepare a report on the golems. The resulting report contained some of the misleading information that Dalthomar and his associates had planted in Penakhimen libraries before they brought the golems to Enheb's attention. As a result of this erroneous data, Enheb has informed Vandour that Hateni might possibly be prepared to acquire and sell one of the golems to Blackwall, but

only for a truly enormous fee, paid in advance. Neither Enheb nor Hateni currently suspects Dalthomar or Floreanna's involvement in the matter.

The false history prepared by Dalthomar describes certain ancient rulers of Penakhimen, over one hundred thousand years ago, who were able to gain control of the golems, by personally entering a magical nexus of control which is supposedly located deep underground beneath the city. With the aid of the golems, these fictional rulers supposedly won great military victories. Hateni hasn't yet decided to try and gain control of the golems, since reaching the nexus of control described in the ancient texts Dalthomar has altered would involve expensive and possibly dangerous excavations deep within Penakhimen's foundations. But Hateni is considering the idea that it might be worthwhile to make the investment needed to gain control of the golems, since he believes the golems are so very powerful. The project would become much more practical if he could get someone like Bloodlord Mabon to help pay the bills, but even without the financial backing of someone like Mabon, the idea has possibilities. What Hateni does not know is that the nexus of control does not really exist. The excavations that he thinks would allow him to gain control of the golems are very similar to those begun by a ruler of the city over sixty-five thousand years ago. On that occasion, the golems did intervene to stop the excavations, by killing the ruler in question.

The golems are by all accounts very powerful, but history hints that they are not totally indestructible. There are currently nineteen guardian golems in Penakhimen. According to one ancient text, there were originally twenty golems, but one was destroyed over ninety-six thousand years ago. According to another text, the veracity of which is subject to some academic dispute, the golems completely destroyed the ruler responsible for the destruction of the twentieth golem. Dalthomar has hidden both texts from Hateni. But sometimes, he rereads the account of how the golem was destroyed, and prays he has not made a terrible mistake. Dalthomar does not want to see any of the guardian golems destroyed because he decided to try and use them against Hateni. He knows that they play an important long-term role in maintaining the viability of the city of Penakhimen, and has absolutely no desire to permanently damage a city he loves.

Memory Lodes

Hidden beneath the crimson sands of Arena is vast wealth, the detritus of which have been sought through all the weary ages of the Forge, and more. When Barbello pulled the vast supplies of mineral wealth from countless worlds, she found a demiplane so obscure as to be unknown in the ages since. Here, she found vast lodes of mineral wealth that actually reproduced and were akin to living rock. Foreseeing an endless supply of gems to spur her warlords on, she pulled several of these lodes to Arena. There they continued to grow, feeding on the rock and sands of Arena. Unbeknownst even to the Feathered Fowl of

War, the crystalline lodes had not only life, but also the possibility of awareness.

At first, they merely basked in the ambient divinity of the Forge, growing sensitive to the welter of memories that the stolen land carried. Then, as living beings were pulled into the domain, the lodes began to gather their thoughts, to sample memories and dreams. As a plant turns to the light, the buried lodes strained beneath the sand, hungry for the nutrients of thought and emotion.

The first battles led to more discoveries. When beings died near the lodes, their mental residue, the echo of the deceased's mind and memory, could be drawn instead into the waiting lodes. After centuries of scavenging scraps at a vast banquet, the lodes drank in the whole of a mind. This led to changes. In at least a small handful of lodes, their potential for sentience was catalyzed by the absorption of so many memories. These lodes became aware, and curious.

They began to seek out experiences, to hunt for the knowledge they craved like obsessed sages on the trail of some hidden truth. Strange dreams infected those mortals on the surface and more than one being disappeared when sandstorms rode the desert wastes. Drawn by the sorcery of the awakened lodes, they vanished down mineshafts or into caverns.

Once their guests arrived, the lodes learned many things. Foremost among these was that they could release fragments of themselves that remained sentient and were able to relay knowledge to their parent. By chance, the lodes discovered that such fragments could be melded to a living host, allowing the lode to experience the host's memories and share his or her life. Fragments could also grow within their host transforming them in strange new ways.

With time, the lodes began to urge their hosts onward, developing their stores of knowledge and secondhand experience. They learned to dominate weak-willed bearers of their fragments, and use their bodies for the lodes' own ends. When channeling was discovered, the lodes were at the forefront of its exploitation. Some created oases, to draw more and more potential hosts to them, while others preferred to spread their influence through other lands via hosts.

The other domains proved inhospitable to the lodes. Though rich in life, their bedrock was largely lacking in mineral requirements of the lodes. It should be noted that towering egotism and a certain clinical disregard for life seems inherent in the mindset of all sentient lodes, possibly due to the necessity of mass-deaths to provoke their full awareness. The Sophont is developing means to artificially awaken a wild, non-sentient lode, which involves the implantation of a specially grown seed crystal into the lode's core. Presumably, the seed would bond to the existing mass of the lode and subsume it in mere decades, a vast improvement over the glacial pace of natural lode evolution.

Lode Access

Ever pragmatic, sentient lodes prefer to limit their access to the surface races, utilizing abandoned mines and linking labyrinthine tunnels dug and inhabited by their hosts. Hosts can easily serve as guides to or guards against guests. *Dream*, *whispering wind* and *sending* are most favored Arcanum for the purpose of attracting select guests. Scrying is also invaluable to the lodes and their servants in this matter, and they seem uniquely suited to learn the secrets of the Reflecting Master and Jewel Mage prestige classes (see *Spells and Magic* for complete details). When necessary, hosts are sent to implant the unwary or teleport them to a heavily guarded chamber within the lode's warren for memory absorption.

Lode Numbers

Barbello pulled perhaps ten or fifteen *wild lodes* to Arena, intending that they would spread and form deep veins of self-renewing gemstones. In the ensuing millennia, a small handful of these have attained awareness, becoming true memory lodes. While the others can gather memories and impressions, they are at best instinct-driven creatures, little better than animals. Lode growth and crystal replacement can easily take years, though comparatively tiny individual crystals can be consciously budded in mere days if necessary.

Reproduction, on the other hand, requires that the lode grow a branch or vein of mineral through the substrate until it finds a rich enough site to grow a sub-lode. Eventually, over the course of centuries or millennia, the second lode becomes fully developed, whereupon it attains awareness and severs the physical linkage. All memory lodes remain in contact throughout Arena, though their wildly divergent personalities and goals mean that the company of their peers is a mixed blessing at best. Wild lodes are capable only of influencing the dreams of others with mad urges, something their sapient kin consider a blessing: After all, when sand madness takes so many, who would consider a person claiming to hear voices from the mines seriously?

Lode Crystals

Crystals mined from a lode by mundane means are useful only as raw materials for psionic or magical items and as a source of xp required for item enchantment. Due to the purity and clarity of the gems, each crystal has a material worth of 1d12 x 100 gp. Each crystal affords the crafter of a psionic or magic item 1d10 x 10 xp towards the creation of those items or for the use of a channeler. It should be noted that lodes that have attained sentience view mining attempts as unprovoked assaults and tend to terminate the miners with extreme prejudice. Even wild lodes should be considered to know 1d4 spells or psionic abilities, which they will cast or manifest to deter such attempts.

Memory lodes have been known to produce crystals containing specific memories the lode has

Table 5.2: Memory Lode Crystals

Crystal Type	XP Cost	Activation XP Cost	Description
Information/ Memory	10-1000	None	Depending on its significance or rarity, these crystals can be created only if the desired content is already basically known, or if the individual who originally possessed it is identified as having been absorbed by the memory lode in question.
Skills	100/rank	100	These crystals grant a bonus to the designated skill. Each activation of the crystal lasts one hour.
Feats	1000-5000	250	These crystals bestow the ability to use a select feat even if the prerequisites are not met. Each activation of the crystal lasts one hour.
Class Ability	1000-5000	1 Con	Users of these crystals may use a class ability as if the class was possessed at the required level. All variables determined by level use the user character level. All other restrictions remain, thus a paladin cannot use the rebuke class ability of an evil cleric. Use of these crystals last ten minutes.
Magic Items	1000/10,000 gp of base cost	1 Con	Lodes tend to require the services of those requesting such things in turn. This entails taking on a quest of the lode's choosing and accepting a crystal meld, thus taking on the Focus of the Lode. Crystals that emulate charged items function as if possessing 5 charges per activation. Continual use items and single use items function for up one hour per activation, depending on the item description.
Spells	As scroll	None	These function as scrolls and are single use items.

recorded, knowledge or skills it has gleaned, spells, or even feats for barter. Such things come dear. At a minimum, the lode will require that the petitioner allow the lode access to his or her own memories in trade and that the petitioner cede xp to the lode to cover the cost of its creation. Lodes are entirely capable of growing crystals with the power of magic items, though costs are extremely steep for such a service. Trade in crystals that function as scrolls are more common and are being seen with more regularity.

The costs for crystal creation and activation are below. Caster level is that of the memory lode in question. Monetary costs are not given, though if such a crystal is ever sold, the price should be commensurate with a similar item or ten times the xp cost, whichever is greater. Many of the crystals have an activation cost of ability points or xp that is paid each time the crystal is activated. Found crystals carry no xp creation cost for the finder, but still requires the activation cost to be paid. All lode-born items require physical flesh-to-stone contact in order to be employed, and meld into the bearer upon activation. Once absorbed, the crystal is rendered useless for anyone else.

Lodes (wild and sentient alike) often manifest these crystals. This is a far more common occurrence for wild lodes, however. Memory lodes prefer to extrude a crystal only to fulfill standing orders or requests. This prevents the lode's stockpile from being the target of thieves. Crystals, whether cultivated by a memory lode or gathered from its wild cousins, possess an uncommon beauty and luster that leads many to prize them, even when ignorant of their special abilities.

Consequently, such stones may be found in mineral deposits, treasure hoards and the like.

Lode Classes

All memory lodes possess sorcerer levels and most take levels in wizard and perhaps psion and channeler as well. Lodes have knowledge on almost every class, the legacy of countless deceased practitioners who have met their ends on the crimson sands of Arena since the founding of the domain, but practice only a few themselves. Lodes possess all Item Creation and Metamagic feats and tend to employ Still and Silent Spells for personal defense, though they prefer casting through subsumed hosts far along on the Focus of the Lode. Lodes employ their Charisma ability score for the purpose of psionic powers that are based on a physical attribute.

The Sophont

With the first shock of acquiring the totality of a battlefield's worth of minds, the lode which would come to call itself the Sophont came to cognizance with two thoughts uppermost in its mind: Living things were frail cocoons of ephemeral matter and the knowledge they possessed was unworthy of them. These passions would come to define its existence as an otherworldly entity intent only on sampling every thought and memory it can.

The Sophont's name reflects its conviction that no being lost in the distractions of the flesh, no mind locked

incude meat and bone can possibly achieve the clarity of insight to be truly sapient. Seeking knowledge in a war-torn land isn't the simplest task, but Sophont sent questing hosts to scour the land. Whether by implanting those who possess knowledge, seeking claritive texts, or trading knowledge for knowledge, its store of lore grows day by day. It even serves as a sage of sorts, hiring its services out through hosts. Its innate telepathy allows it to 'hear' even into the oceans, sieving them for lore. It eagerly waits the day when its range will encompass the entire Forge.

Potus Blight

In the domain of Arena, petty insults and juvenile squabbles are often answered with force of arms, putting lesser warlords at a distinct disadvantage over those who command vastly superior armies. Such differences of opinion were and are often dealt with by proxy, employing the mercenary companies that crawled like fleas across Arena. Centuries ago, a rightly feared group known as the Greenkillers were the most notorious and sought-after mercenary group in the eastern plains of the domain.

The haze Potus Blight founded the Greenkillers, melding his natural charisma and leadership with a love for causing hardship and suffering. The Greenkillers soon developed a *modus operandi* that earned them their vilified name; they fought battles not against standing armies, but against the oases that gave life. Soon, Potus and his group of five hundred or so warriors began hiring themselves out to publicly feuding warlords. The Greenkillers would infiltrate the oasis of a competing warlord, either by stealth or force of arms. Depending on the needs of their employer, their actions ranged from destroying crops, to fouling water, to razing the oasis entirely. Starting with the oasis of Durnik Glade, the mercenaries systematically destroyed them, removing their potential to support any significant amount of life.

The warlord Garic Whispersand, a half-elf of middling power who was generally tolerated, if not well liked, by his neighbors, controlled the oasis Durnik Glade. Whispersand made the mistake of brushing off overtures of alliance by one of his peers. Lacking an army of sufficient size to threaten Whispersand, this jilted warlord contracted with the Greenkillers to teach the half-elf a lesson. Potus led the majority of his troops in a showy processional towards the Whispersand stronghold of Durnik Glade. Distracted by the apparently suicidal approach of a numerically inferior force, the Whispersand legions failed to detect a number of infiltrators who deposited a powdery substance into the central pool of the oasis. Potus, for his part, maneuvered his army in a nonsensical manner, further convincing the Whispersand forces of his lunacy. Potus went so far as to send an emissary demanding that the Whispersand champion fight Potus' favorite mule in a duel of honor. While this farce continued for several days, providing a needed morale boost to the Whispersand forces, Potus bided

his time and allowed his enemy to continue drinking their precious water.

By the third day of the Greenkillers' appearance, the situation had taken a dramatic turn. The magical poison the garrison had been consuming had now begun to take effect. A majority of the populace of Durnik Glade became lethargic: guards slumped at their posts, unable to muster the strength to stand. Babies lay silently in their cribs, without the strength to even cry out. Had they been able to, their mothers couldn't move from their supine positions in nearby rooms to give comfort. Even the animals of the oasis suffered; prized kith suffocated when they couldn't stand, choking on their bonds.

Finally, the Greenkillers launched their true attack. A trebuchet disintegrated the gate to the grove, and the reavers poured in. Every man woman and child, including all the animals, were quickly dragged unresisting to the center of the oasis. Oils and other flammable liquids were spread liberally around the trees. Garic Whispersand was apprehended and lashed to a stake set in the ground outside of Durnik Glade. Before torching his former opponent's home, Blight leaned close to the paralyzed warlord and declared: "This is what happens to those who belittle their betters." With that, Durnik Glade was set alight.

No definitive count was made of how many thousands the Greenkillers murdered in that one short day. Warlord Whispersand was left permanently paralyzed on the left side of his body due to the insidious toxin used to destroy his home. Mentally shattered, he was unable to mount any sort of retaliatory strike against either the Greenkillers or the warlord who hired them. While maintaining the status of warlord and holding onto diminished power, Garic Whispersand was never the same.

The Greenkillers touched many oases, though Durnik Glade forever remained their most brutal execution of a mission. Their reputation grew and many warlords clamored for their services. Eventually, as is often the case, the Greenkillers became overconfident and greedy. They began to blackmail their employers after completing a mission, threatening to destroy their former benefactor's oases unless protection was paid for. Their reputation cowed many minor warlords who feared outright attack, and after several suspicious outbreaks of disease, many of the major players on the red sands began to speak of the Greenkillers in fearful whispers.

After several years of dominance, Blight's arrogance finally became too great, and a consortium of warlords formed to stop the potent Greenkillers, who by this time had grown to nearly ten thousand strong. Betrayed by a lieutenant, Potus was deceived into marching on a remote oasis. The traitor assured his commander that he had intelligence that indicated a secret hoard hidden beneath the trees; neither the fabled hoard nor the oasis itself in fact existed.

The Greenkillers marched deep into the desert, hundreds of miles from anywhere significant. Potus seemed unconcerned that his company was

so far from any wooded area where they were more comfortable in a fight. Potus' overconfidence was his undoing; it was here, in the middle of the desert, that the trap was sprung. From the east and west came the armies of warlord Du'chan K'teth and Elemai Whispersand (sister of Garic), leading a contingent of her brother's army. From the south, sandraiders of warlord Ebony Nightfire burst from their concealing pits dug into the sand, riding ferocious ant lions and cutting off the Greenkillers' line of retreat.

The battle was long and hard. The renegade mercenary company immediately drew into a defensive posture, rebuffing several attempts to break through their lines. Unfortunately, they were vastly outnumbered and, more importantly, were not fighting in their element. Under normal conditions, the Greenkillers would use hit and run tactics against a superior foe, using the concealment of the trees and underbrush to their advantage. Here, there was no concealment, and the renegade group fared poorly on such a battlefield. The combined might of the allied warlords finally broke through the ranks of the Greenkillers, offering no quarter to their hated foes. Potus Blight, ever defiant, was captured while the rest of his men perished under the twin suns.

Whispersand, nursing a grudge on behalf of her brother and infused with a sense of perverse irony, summoned several hierophant druids from the Forest of Echoes, all the way from the domain of Penance. The druids arrived some time later, bearing with them the grapefruit sized seed of the rare karak tree. Sequestered with the hated Blight in the protected confines of Whispersand's new oasis, the druids began an intricate and taxing ritual. The karak seed was planted and magically enticed to sprout and grow. The sapling's branches were intertwined with Potus' body as the tree swiftly grew to maturity, insinuating shoots and creepers into Blight's mouth and nose and encasing the haze in living wood. After a time of darkness, the haze became aware of his environment in a way he had never experienced or imagined. He could feel the strength and life of the karak tree as if he and it were one.

For one month, the blood of one hundred trolls fed the tree granting it enhanced strength and healing properties. After this time the druids began to augment the tree, shaping it and strengthening select limbs. The karak took on a vaguely humanoid appearance, with two arms and a split trunk forming two legs. Other suppler branches were enhanced into striking, whip-like appendages. Powerful compulsions were laid upon the mind of Potus Blight, molding his mind into a protector of the environment, especially the life associated with oases. Blight's personality was left intact so that he was aware of his actions; he was simply compelled to act against his nature and stop those who would emulate the ways of the destroyed Greenkillers. A final spell ensured that no one could communicate with Potus except through the use of a magical necklace known as a *Blight amulet*. This was to ensure Blight's opponents couldn't enquire about his captivity and endeavor to free him. Five *Blight amulets*

were crafted and each one given to one of the druids who assisted in the ritual.

Should Potus ever somehow be freed, his outlook is cause for great debate amongst the druids. Some feel he would be reformed, taking the protection of the forests to heart and becoming a great crusader for nature. Others fear his hatred would know no bounds and he would return to his destructive ways. Such discussions are always rhetorical; surely no one knows the secret of Potus Blight. Surely no one could free him.

Sanctity

Population: 13,000

Ruler: Council of Twelve

Alliances: Ceptu Nation

Racial Makeup: Ceptu 5%, Dolphin 22%, Aquatic Elf 10%, Aquatic Human 12%, Locathah 8% Merfolk 4%, Human 12%, Picker 6%, Nightling 5%, Lunar 3%, Chrominthian 3%, Other 10%

Sanctity is a vast subterranean oasis hidden beneath the northern deserts of Arena. Consisting of half-flooded mineshafts and tunnels connecting to the warm, shallow waters of the Northern Ocean, ceptu expansionists have helped Sanctity blossom into a veritable bohemia and a haven for those fleeing the eternal bloodshed of Arena's sands.

Through the development of arcane desalinizers, the realm has become quite self-sufficient and dominates the trade of food and water in the surrounding deserts. Remarkably, Sanctity has been able to remain sheltered from the rest of Arena, perhaps due to its geographic isolation. Indeed, over ninety percent of the realm lies hidden beneath the desert sands. Though Sanctity is a not ruled by a warlord, ceptu have become its undisputed sovereigns, forcing its evolution from a covert subterranean oasis into a massive free community for all manner of ex-slaves, renegade mercenaries, and other types of refugees fleeing from the vengeful wraith of ruthless warlords. The ceptu have tried to merge the needs of oceanic creatures and land dwellers into the cities architecture and function without falling under the watchful eyes of any who might try to advantage themselves at Sanctity's expense. Despite their best efforts, Sanctity has inevitably begun to draw the attentions of potentially detrimental forces.

Sanctity was founded as a human seaport under the rule of a minor warlord interested in prospecting a nearby collection of submerged calcite tunnels he had discovered along Arena's northern coast. He believed that successful excavation would lead him to a fast, protected, and covert route to the riches beneath Arena's sands. The excavations however, proved far more costly than the warlord expected and after 10 years his efforts yielded little more than a few small deposits of gemstones. By the time his mining operations finally reached the inner deserts, his luck ran out.

Those few areas that his advisors suspected might hold rich veins of gold were too close to the surface

and had been strip-mined years earlier by armies that left behind nothing but cavernous subterranean wasteland. His losses were compounded by poor architectural planning, for although his miners had designed dams to keep the ocean waters from flooding and submerging the inner caverns, most of the lower sections still suffered from backwashing and the water-soaked sands became heavy and collapsed. With his resources wasted and his power waning, many of the warlord's troops abandoned him, forming renegade armies to try their luck as mercenaries out in the desert killing fields. Without troops or strong leadership Sanctity fell into a crumbling spiral and, in the years that follow, it swiftly became a forgotten ghost town.

While the warlord's efforts were fruitless by the standards of air breathers, the extensive network of mines proved to be an excellent shelter for smaller ocean dwellers, providing accommodating protection from vicious currents and larger predators. Once abandoned, the mines and caverns filled with sea life which in turn attracted ceptu who saw as always, the opportunity to lend their advice and creativity to the establishment of a new society.

Where Sanctity failed as a human mining town, the ceptu saw great potential in its existing structure. The tunnels allowed them to surreptitiously travel beneath the sands of Arena, expanding their holdings with the rising tide. Ceptu artisans developed a lengthy procedure for sculpting sand and used it to reinforce larger passageways threatened by collapse. The process was extremely effective and is still used by the current residents. Passages are treated with alchemical shellac made from small sea urchins that reacts as a hardening catalyst with the blood red sands. Once the coated sands have hardened sufficiently to hold a basic structure, intense magical flames and extreme water pressure complete solidification. The finished effect creates a rough, quartz-like surface, which can be further worked, carved, and polished. As the shellac-treated areas age, they continue to become harder and more stable.

The overall effects of the process gives Sanctity's inner caverns a widely varied appearance that those familiar to the region can use to date and navigate its passages. Newer areas have the rough cave-like appearance of cracked geode, while the walls of its older sections have been polished to a smooth, blood red pearlescent sheen. After a few years, the strength that can be achieved by the procedure is such that treated surfaces become like stone and can bear great weight. The sheer structural integrity of older passages has allowed the ceptu to hollow them into large caverns that lie extremely close below the surface sands. Close enough in fact that in many of them, hundreds of small holes have been bored in the ceilings to allow in large amounts of air, light, and warmth.

Hardened tunnels also allowed the ceptu to reconnect to ancient surface quarries that had suffered massive cave-ins from prior flooding that provided them clandestine access to Arena's surface. Time had transposed the quarries into nothing more

than brackish and stagnant ponds, although their appearance often fooled water-starved travelers whose cracked lips burned and bled upon the salted shores and littered them with bleached bones. As word of the treacherously deceiving salt oasis's spread, travelers learned to avoid them altogether and they eventually became considered locations of disinterest.

Though Sanctity seems to contain a vast amount of living space, most of the realm is a twisted maze of tunnels that creep miles inland before they arrive at one of the half dozen inner caverns that house the bulk of the population. Aside from the huge inner caverns, Sanctity's residents are few and far between. As expected, most of its aquatic creatures remain mobile and have no permanent residences. Most of the air breather's are also semi-nomadic, building small homes on floating barges in order to travel freely throughout Sanctity's caverns.

Sanctity's six largest caverns are almost 20 miles inland. A former gold mine site, they are all within a few miles radius, connected by series of half-flooded tunnels. Over the years the inner caverns have become Sanctity's life-blood. Each is similar in appearance, consisting of broad concave hollows several hundred yards in diameter. At the centerpiece of each cavern sits a ceptu desalinizer; a massive asymmetrical spire that climbs 20 feet upwards in tiers and clumps of fused quartz-like shards carved with ceptu pictographs. Overhead, the walls curl in upon each other forming a high dome perforated near its zenith with dozens of small holes that leak strands of sunlight down to water flooded floors. During the day, the caverns are well lit and there is ample sunlight to encourage plant growth.

The caverns are filled with hanging plants and gardens kept lush by ornate fountains built onto the desalinizer, which sporadically shoot large gushes of fresh water across the cavern ceilings and walls. Plant growth is manipulated and sculpted, creating an artistic ally stunning, yet highly functional self-contained ecosystems. Inhabitants have developed an excellent sense of horticulture, producing a wide variety of edible plants and fruits that are high in protein and store excess amounts of fresh water. Water drips from everywhere, echoing like rain and combined with the heat and enclosure of the caverns, one might imagine oneself within a terrarium.

Where the walls of the central chamber, hollowed archways dip into the placid waters, feeding off into webs of smaller tunnels and mineshafts. Some twist back to meet the Northern Ocean, others climb upward to connect with quarries or undisclosed regions on the desert surface, and a few trail off to unknown destinations and dead ends. The mineshafts and tunnels are not as well lit as the inner caverns and light sources are often limited to phosphorescent jellies and thick patches of cultivated dream kelp. A few of the wider, well-trafficked passages are lit by buoyant spheres of dried resin, which glow from *continual flame* spells. The spheres can be floated around the passages somewhat, but are anchored

to the floors by long chains to prevent them from drifting away.

Flooding in a third of the mineshafts is shallow, allowing land dwellers to walk through them with little trouble. The remaining tunnels are more severely flooded and a few are completely submerged. Over the years the ceptu have continued to excavate some of the passages so their depths can comfortably accommodate larger aquatic creatures. This is especially true in broader natural passages, which sometimes have depths of over thirty feet. While passage depth makes little difference to those traveling by boat or barge, those traveling on foot are cautioned to be wary for such pitfalls as they are seldom marked.

The quarries that expose Sanctity to Arena's surface have become the vital to the realms survival. Not only are they a gateway for the civilization's new blood, they provide a base of operations from which to ship supplies to greedy warlords looking to purchase water and food. Accordingly, a great amount of resources are spent in their defense.

The quarries form natural basins for tunnel runoff and the water flow is kept steady and fresh as it issues in from the surrounding catacombs. The fresh water supply and partial shade of the steep walls spurs rapid, verdant growth in the lower areas around the basins; still higher elevation and evaporation keep the water depths too shallow for the comfort of most aquatic species. Consequently, the majority of quarry residents are land dwellers. Lacking any other significant resources, quarry residents trade food and fresh water for metal tools, weapons, and other manufactured goods, which are far more difficult for them to produce. Rather than invite potential threats, supplies are sold to independent merchants and shipped out by caravans.

Quarry locations are well kept secrets. Their steep dune slopes spill down into deep open-faced craters keeping them hidden below the horizon and they are not large enough to draw the attention of the less common threat of aerial patrols. Caravan trails leading into the craters are raked frequently to camouflage activity and as a further deterrent bacradas is planted along the outer crater rims. The fringes of larger and more populated quarries contain highly fortified defenses consisting of traps, snipers, and strategically strewn ambushes designed to hinder large-scale threats.

Like the rest of the Forge, Sanctity has become a melting pot. Two thirds of the population is water-breathers, as they are still best accommodated by the realm's structure. Schools of dolphin and locathah are both common enough, especially in those areas closest to the ocean shelf. Many of the deeper mineshafts also house small tribes of merfolk and other aquatic humanoids that are generally less prone to associate with ceptu communities.

The remaining third of the population are air breathers, most of whom are refugees who fled from the harsh conditions of Arena. Sanctity's air breathers are a hodgepodge of ex-gladiators, escaped slaves, convicts, political exiles, and adventurers who have discovered the realms wonders, seclusion, and relative

safety and have chosen to remain. Sanctity is a place of peace and shelter and those that live there find little to trouble them. There is plenty of food and water and little to fear.

Air-breathers in Sanctity have developed a unique culture based on their living conditions. Homes are mobile, built on large flat-bottomed barges that can be poled through the flooded maze allowing residents to traverse the caverns on network of channels, which function as roads. While the depth of most of the channels varies greatly, the residents of Sanctity have excavated a series of slightly submerged, raised earthen pathways called "polepaths" to make navigation of the major routes easier. On average, polepaths are around 10-feet-wide and with a depth about waist deep on a human, just shallow enough to get a pole into to keep the barges moving. Polepaths also prevent leaky barges from sinking as the vessel floats less than a half a foot from the bottom. As long as a barge remains over a polepath, its owner needs not fear the risk of loss of his home or possessions. Instead, the vessel simple becomes grounded.

Because of the constant moisture, barges are strung with colorful tents and tarps. Inhabitants identify each other by their tarp patterns, which can designate anything from merchant houses to ancient tribes. While barges are most often encountered alone, one can occasionally encounter a rafting party of several barges bound together. Rafting parties are most commonly thrown for holiday celebrations, large trade negotiations, and traditional or religious ceremonies.

The ceptu of Sanctity have worked hard to make their faith universal. While inhabitants are free to worship as they please, many of them have converted to the teachings of Jaih. There are no formal temples dedicated to Jaih's worship in Sanctity however small shrines and scripture carvings are interspersed throughout the caverns, invoking a mood of collective piety. Indeed followers of Jaih consider all of Sanctity as a temple.

Jaih worship has had a strong influence on Sanctity's architectural styling. Many chambers and passageways are engraved with numerological patterns that expound upon Jaih's teachings while some have large artistically carved statues of abstract forms and asymmetrical shapes. In some of the smaller hollows, the ceiling holes have been bored in astrological patterns allowing mystics a precise method for reading the stars as the changing seasons rotate into position like a kaleidoscope.

Sanctity also has a long tradition of education. There are no formal schools, instead educators act more as consultants and deal with students in an informal advisory approach. When one desires to learn about a specific subject, a loremaster with the appropriate background must be sought out. The student is then tested by the loremaster to see if he is prepared enough to receive his educational council. If the student passes he is permitted a sort of apprenticeship where he works out his studies under the guidance of the loremaster. Should the student fail, he is advised to seek out remedial education in his field or pursue a more appropriate line of study. The ceptu do not limit their

pupils by race and any of its citizens are permitted to seek free education.

Sanctity has only a single ceptu library. Although small, it is considered one of the realms most highly valued and well guarded treasures. The library is located in one of the deepest and innermost passages, and is completely submerged. Knowledge is stored on telepathically encrypted crystals and consists largely historical data on ceptu culture, art, and religion.

Forces

Quarries also house the bulk of Sanctity's troops and thought their overall military forces are small, it is the ceptu's practice to grant asylum to stray troops and escaped slaves in exchange for martial services; something such folk are known to vehemently defend. As such, they can must a diverse, if unorganized, militia numbers several thousands.

Resources

Once the ceptu developed areas close to the surface, it was inevitable that they would draw the attention of a few desert dwellers. While their subtleties of Sanctity's existence went unnoticed by warring armies and ambitious prospectors who long thought those areas to have been mined clean, local creatures and small nomadic tribes of keen-eyed refugee survivalists were piqued by the appearance of anomalies such as re-flowering oasis's and the small holes in the desert floor. Never resisting the opportunity to expand, the ceptu welcomed the inclusion of newcomers into their expanding domain.

They viewed such alliances with great promise hoping to develop a more dynamic culture adaptable to dealing and defending against dangerous or hostile surface threats. Likewise, those select few land dwellers that were clever or lucky enough to stumble upon ceptu's hidden oasis were most often more than pleased to ally themselves with Sanctity's relative safety and strong self-sufficiency. Consequently, with the inclusion of these new immigrants came a new demand- the need for fresh water.

The ocean waters that flooded the realm were unsuitable, but undauntedly the ceptu pooled their arcane resources and knowledge towards a

solution. In the end, they created a large alchemical desalinization machine which not only produced an ample drinking supply for new occupants, it eliminated the salt content in those chambers and passages farthest from the ocean, effectively creating ample reservoirs of fresh drinking water; water with the potential to serve as a powerful commodity in the desert world above.

Allegiances

A council of twelve ceptu runs Sanctity. Other communities living in Sanctity are permitted to appoint representatives to attend monthly meetings where they can voice needs and grievances to the council who then deliberate and attempt to implement appropriate responses. While absolute law in Sanctity is nonexistent, council decree has a certain amount of precedent concerning itself first with the defense of Sanctity, followed by ceptu need and finally the concern of the general populace. It should be noted that ceptu consider the welfare and happiness of the populace as an important need and therefore council decisions are rarely inequitable. Still ceptu leadership is conclusive and residents either accept it or keep their opposition secret.

Aside from the Ceptu Nation, Sanctity has no other allies. Their strict policy of neutral trade through the use of third party merchants has thus far helped them maintain anonymity as a supplier to various warlords. Though Sanctity has remained unnoticed for quite some time, it has been drawing a fair amount of attention as of late. Its resources are plentiful and its location has become strategic. Thus far Barabello has not wasted her attentions on Sanctity. Instead, she appreciates its current usefulness in fueling the armies of opposing warlords, knowing full well that eventually one of them will find, conquer, and exploit its resources. One such candidate is Warlord Sandblossom who has taken a particularly strong interest in Sanctity, and has made recent attempts to infiltrate its infrastructure with rogue ceptu spies in order to learn fully understand the extent of its resources.

Chapter 6: Goddust

"Essence of Apathy . . . Lord of Change. Hear the screams of the newcomer. Let her cries propel you through her flesh. Take this sacrament of dust and blood as proof of our devotion."

- The liturgy delivered as goddust is applied to a subject.

Goddust is an OATHBOUND scenario designed for four to six player characters of 9th to 12th levels, wherein the city the PCs dwell is terrorized by creatures twisted through horrid magic. In a race to locate the source, the party must forestall an invasion of their holding and overcome the guardians of an ancient secret. The adventure can be scaled up or down as desired and can be placed anywhere in Arena. Characters can be from any portion of the Forge, though those who have completed *Sands of Change* or have a direct connection to the holding of an Arena warlord are best suited, requiring the least amount of modification.

Adventure Background

Deep in the bowels of the Forge, at the heart of all creation lies the nameless god. Slumbering in a murky dream of power lost the god's subconscious thoughts drift away, saturating the physical world with his divine essence. One form of this emission is known as goddust, a metallic gray powder that causes great and painful change in whomever contact it. The harbinger of perverse transformations, goddust serves those who master its complexities.

One such group is the Brotherhood of Dust, a delusional and insanely insightful group of mutants that has become increasing desperate to locate a reliable source of goddust as their supplies of the addictive substance are steadily dwindling. Many months have passed without more than a trace of the precious powder being located. Frenzied with the drug-hunger, cell members have scoured the holding of the PCs and were about to vacate the region when providence fell into their palms.

After a brief altercation with a small band of traveling miners, the Brotherhood found the miners' tools dusted with pure, refined traces of the gray powder. Realizing that the existence such goddust is only possible in a ruin of the Forgotten, the members of the Brotherhood immediately began to backtrack the miner's passage to a newly opened gold mine on the edge of the PCs' holding. Exhilarated over their discovery, they issued a call for other members who converged on the mine with lust-driven desire.

During a nighttime raid, they released nomins into the pit mine to dispatch the recalcitrant defenders. The few survivors who fled into the tunnels were hunted down and subjected to the tainting powder. Converted, they now serve the Brotherhood and carve a Forgotten outpost's riches free from the bedrock. To their astonishment the Brotherhood breached an unnatural cavern that contained a series of buildings that housed goddust stores. They also found an intriguing machine that was powered by the goddust, though for a purpose they could not fathom.

Realizing that their future security might hinge on the found goddust stores and the mysterious machinery, Drev Nostrum – the dover leader of the Brotherhood – ordered the mine held by force and the surrounding holding transformed into a Brotherhood coven. Understanding that the fateful decision would announce their existence to all, Drev honestly feels he has no choice. Forthwith, he gave instructions that the PCs' holding be assailed from within by a cell of specially trained agents who are masters of ambush and cunning tactics. To assure victory, Drev has dispatched several troop units from the Canyon of Sealing Sands to the region to destroy any resistance and to aid in the exploration of the discovered cavern.

In the subsequent months since they conquered Brehg Uhmaxus and took possession of his holding, the PCs are now accounted able warlords in their own right. By dint of skills and luck they have finally begun to return the holding to normalcy. The city defenses have been rebuilt and enhanced, and its population has again started to lend its support to the militaristic nature of the land, equipping the swelling ranks of the PCs' troops.

This spurt of growth is due in part to the expansion of resources, namely the opening of a new gold mine on the northern rim of the holding. Though still small and limited in production, the ore from the site is extremely rich, providing much of the money required to place the holding on its feet once again. Still lacking a strong infrastructure of an established rulership, which was largely destroyed during the war, the PCs rely on the mine and its output for their continuing advancement.

During this transitional development the ore shipments abruptly stop as does all contact with the personnel in charge, placing the very fate of the holding at risk. Perplexed, the PCs sent their agents to investigate. They return not with news of the state of the mine, but with fell intentions.

Adventure Synopsis

As the PCs are contemplating their future development of the regions, an aide announces that the agents sent to the mines have returned. Unbeknownst to the PCs, the agents have been tainted with goddust, and after the liberal uses of enchantment magics and indoctrinations, are now forced converts to the cause of the Brotherhood. They have also returned with a cell of extremely talented saboteurs who have orders to bring the city of Ireton to its knees.

During the audience, regardless of party actions or inactions, the agents attempt to assassinate the party and are revealed to be hideously mutated creatures lacking all sanity and control. As they attack they babble about the Dust Lord and the salvation he offers for the initiated. A fortress guard is accidentally exposed to a goddust packet and transformed before the eyes of the PCs, providing them firsthand experience of the fate that awaits the unwary.

Suddenly bereft of their chief monetary source and home security, the PCs are further confronted by news that similar mutations have manifested in an inn

Goddust

known as the *Dire Dream* near the north gate. Upon investigation of the inn, the PCs discover that others entered the city with the agents and were vouched as safe by them. The Brotherhood cell, desirous to test the Ireton's stability, tainted the confines of the inn, provoking the mutations to gauge the city's response. At this point the Brotherhood agents take to ground and set in motion a series of sabotaging attacks throughout the city aimed at sowing panic. Their attacks become progressively more damaging, affecting the city defenses, morale, and troop unit strength.

Beset by foes within, the PCs are confronted by foes without. Discovering clues that the mine may be the source of the current disturbance in Ireton, the PCs are urged to investigate the nature of the mine calamity or face the collapse of their rule. However, as they make for the mine, a skirmish unit of soldiers tainted with goddust accosts them, intent on stopping all from leaving Ireton. After defeating them, the PCs learn that their foes are the advance scouts for a comparably tainted force whose objective is to strike at the heart of their holding. Faced with a grim choice, the PCs must decide whether to press on to the mine or return to their city to prepare for war.

The forces of the Brotherhood of Dust, which coordinates its actions with the activities of the saboteur cell members, besiege Ireton whether the PCs are present or not. Composed of dusted mercenaries, the Brotherhood army is a curious mixture of monstrous aberrations that employ goddust bombs and subterfuge to delay any organized march on the gold mine. The absence of PCs could possibly spell doom for the city and its defenders. If the city is spared destruction, the PCs can launch a counterattack to destroy their attackers. Regardless, the surviving dusted troops flee to the security of the gold mine and begin to organize defensive measures of their own.

Taking the tattered remnants of their forces, the PCs must march on the mine and finally defeat the hastily assembled defenses. After the defenders are scattered, the PCs can search for those who would destroy everything they have built. To their amazement, as the PCs battle through a series of defenders and learn that the gold mine is much more than it appears. It has been extended into an age-old unnatural cavern containing ancient structures raised by the Forgottens.

In the **Facility of the Forgottens** the party is confronted with the newest coven of the Brotherhood. Battle rages amidst and through the mine tunnels, climaxing at the God Well. The true function of the complex is the pumping of the essence of the nameless god out from ground to create goddust. Having just learned of the machinery's importance, the Brotherhood has activated it and begun the manufacture of goddust. During the conflict, a miscalculation by the Zhohn Mirhandawl, the coven leader, starts a chain of events that tears the cavern apart, plunging the mine, the goddust, and the engine that creates it into oblivion.

Escaping from the destruction, the PCs find themselves again sole masters of Ireton and the surrounding holding.

Preparation

Full statistics for non-player characters (NPCs) and monsters are provided alphabetically by section at the end of the adventure. The adventure is written under the presumption that the player characters (PCs) have participated in *Sands of Change* found in *OATHBOUND: Arena* and have taken sole possession of Brehg Uhmexus' holding for themselves, though it is not a requirement. If the situation is otherwise, adjust descriptive details accordingly to accommodate the holding or warlord the party is currently in possession of or working for. The books *OATHBOUND: Domains of the Forge* and *OATHBOUND: Arena* are required to run *Goddust*. Likewise, the Bastion Press products *Arms & Armor* and *Minions: Fearsome Foes* are also used in the development of this adventure and, though recommended, are not required. Player text is indented and in italics and can be read aloud, paraphrased, or handed out as appropriate.

The gamemaster (GM) should carefully read the entire adventure before attempting to run it and should read the Brotherhood of Dust and goddust entries in Chapter Five and the dusted creature template in the Appendices as they possess information and background details that are vital to running this adventure. Encounters are a mix of location-based and event-based. Location-based encounters are keyed to specific locations on an adventure map. They detail an encounter with some entity or event that cannot be encountered elsewhere. Event-based encounters serve as a mode of story advancement and direct the action in a particular direction.

Scaling the Adventure

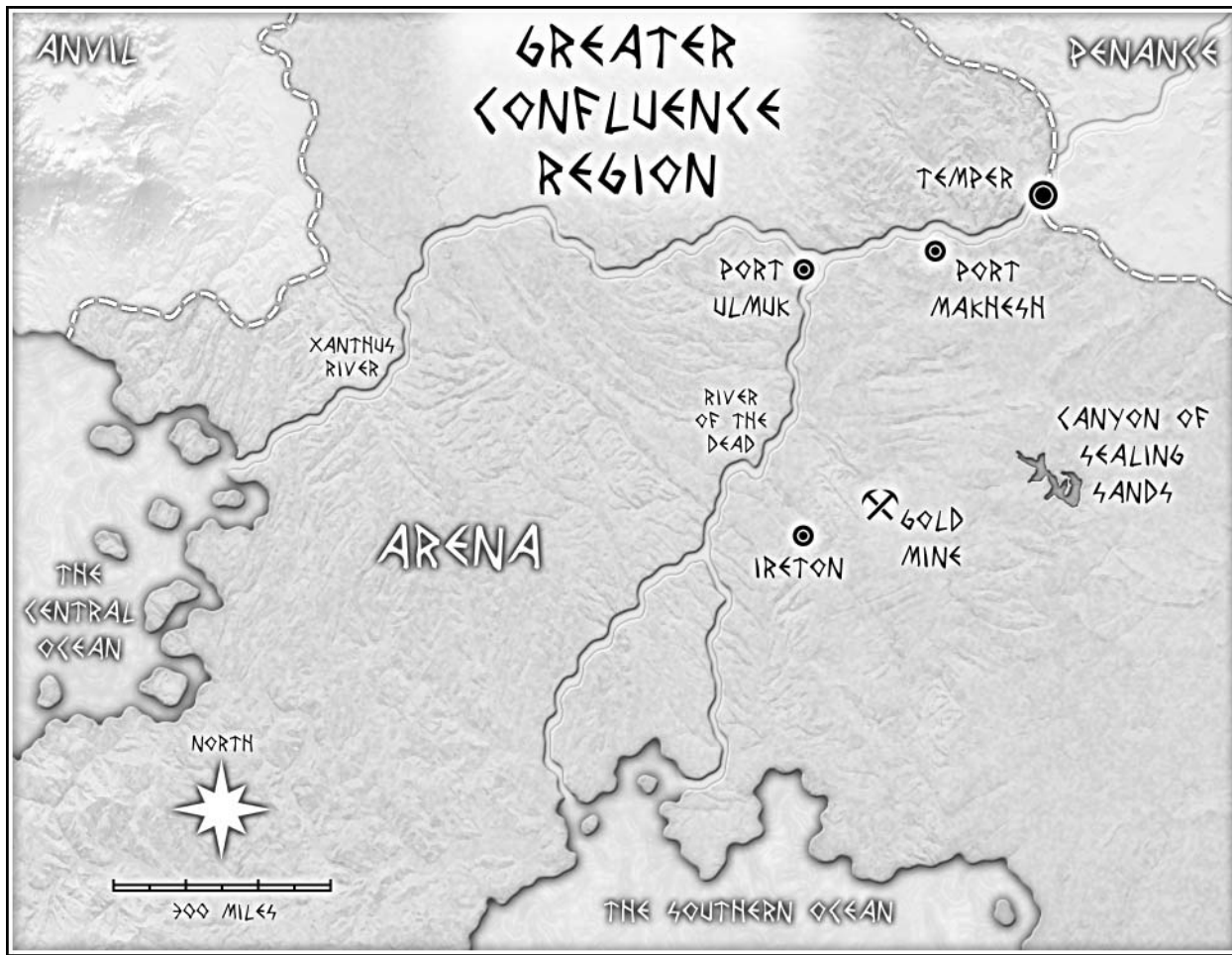
Goddust is driven by a series of event- and location-based encounters. Scaling is varied, depending on the section the PCs are engaged in. The average level for this scenario is 10th-11th though characters ranging from 8th to 14th level are acceptable. Additional random encounters can be placed to enhance the difficulty of the adventure, or existing encounters can be lessened to accommodate weaker parties.

Episode 1: The Future Threatened

Fell News: The number of agents can be raised or lowered to accommodate parties of varying power. Likewise, the agent leader can have a greater quantity of goddust in his possession if the party is extremely powerful.

Episode 2: Dust and Sand

Departure: If the party is exceptionally powerful, the GM can increase the number of skirmishers who attack fleeing PCs to 3d6 or 4d6. The ten round delay



between appearances can also be reduced to seven, five, or even three rounds. If the party is weakened by damage and poor luck, the skirmishers can lose their trail after two encounters or can be eliminated completely.

A Defense Without and Within: The GM can add to or subtract from the forces arrayed against the city. They can likewise increase the effectiveness of the cell members during this confrontation by adding 5d6 or even 10d6 hp of damage per attack.

Episode 3: Feint and Riposte

The Pursuit: If the PCs are having an easy time combating the enemy forces the GM can heal those forces up to half of their unit damage, as they bolster their forces with freshly goddust-exposed conscripts taken from the surrounding villages. Conversely, if the challenge is proving too much, some of the units can vanish into the desert, never to return.

For Gold and Blood: The GM can increase the number and type of defending units for stronger parties. For weaker parties, the skirmish and nomin ram units can incur a reduction of hit points or be eliminated completely.

Episode 4: The God Well

Region 1-4: The number of guards, miners, and nomin can be adjusted either up or down to accommodate more or less powerful parties. Likewise, the Fortitude DC against the effects of goddust within the mines can be lowered or raised accordingly.

Facility of the Forggottens: The Brotherhood forces that support Zhohn Mirhandawl in the final encounter and that roam the area can be decreased or increased according to the strength of the party. The number of rounds before the facility collapses and the damage caused by cave-ins can be altered according to the dictates of the GM.

Adventure Hooks

The entire adventure is written as if the party has completed *Sands of Change* as found in *OATHBOUND: Arena* and is now in possession of the holding of Brehg Uhmaxus therein described. If such is not the case, the adventure can be utilized if the party has possession of any holding or work for a warlord or bloodlord. The adventure hooks that follow can be employed to integrate a party that is not connected in the existing *OATHBOUND* story arc. The hooks also permit the GM to create a different tone and pace for the adventure by incorporating them together in varying degrees. Character text, place names, and some descriptions should be altered to reflect any changes, though the

basic context and conceptual flow of *Goddust* remain the same.

Gleanings of Peril

If the PCs are in the service of another warlord, they can be utilized as spies inside Ireton. The recent change of authority in the holding has made the party's employing warlord more greedy than normal. He sends the PCs into the city to gather information for a pending invasion. The PCs become embroiled in the conflict brewing between the Brotherhood saboteurs and the city defenders when they find themselves in the midst of a street battle. They are marked as enemies by the Brotherhood agents and are propelled along the path to stop them out of sheer survival.

For Coin and Honor

Having no connection to any warlord or bloodlord, the PCs answer the call of profit when the warlord of Ireton (a lackey of Nich Belus, bloodlord of Illumina in the City of Penance). They are hired to investigate the mine and put an end to the Brotherhood's attacks against the city. By virtue of their combat and investigative skills, the party can prove its value to the warlord and be tasked with stopping the depredations of the Brotherhood and destroy the coven.

Caravan of Fate

If the party has not participated in the continuing story arc, they can arrive at Ireton in the employ of a caravan. Their arrival coincides with the Brotherhood's attack on the Dire Dream inn. As the GM desires, the PCs can be accused of the crime and must prove their innocence, or can be hired as mercenaries to root out its cause. In either case, they become enmeshed in the fate of Ireton and the actions of the Brotherhood of Dust.

Welcomes and Regrets

The party members are new seeds to the Forge and find themselves in Ireton where they quickly are ascribed to be behind the Brotherhood's activities in the city. With diplomatic skill and grace under pressure, they can prove their innocence and actually be employed by the residing warlord to investigate the disturbances in the city and at the mine.

Episode 1: The Future Threatened

After the cessation of gold ore from the new mine, the PCs sent agents to investigate. Upon their late return, the agents are found to be horrifically mutated and murderous, initiating a series of bizarre and damaging attacks on the city's infrastructure by a hidden enemy at war for sinister purpose.

A Frayed Holding

Questions likely arise about the intervening period between the PCs' conquest of the holding during the adventure *Sands of Change* and the beginning of this adventure. Two main options are possible, each determined by the method the GM employs between adventures. If the GM prefers simply to go from one adventure to the next, glossing over the intervening periods between, then the events that follow should not be altered overmuch. If the GM enjoys roleplaying those intervening periods, then the exact details of Ireton's reconstruction and the reconstituting of the army are determined by those past events. Alter text accordingly to fit the history and direction of the individual campaign.

Read or paraphrase the following to the PCs at the start of the adventure.

Several months after its acquisition your grip on the holding of Brehg Uhmamax is finally secure, allowing you to delegate many of the petty worries to others. Freed to concentrate on significant concerns, you have addressed the repairs to Ireton's defenses and the strengthening of your army. Progress was slow, but has increased of late owing in large part to the immense funds captured after Uhmamax' fall.

The expenses for that progress have been staggering. Entire wagons of gold have been spent on the needs of the moment, ensuring the continuation of your rule for yet one day more. The continual drain has left your coffers barren of all but red dust. Desperate, you trusted to luck and wild ambition and sent out prospectors to find new sources of wealth. You were amply rewarded when a rich vein of gold was discovered in a secluded part of your holding. Already the mine was yielding an impressive amount of revenue, forestalling the dissolution of your lands.

Unfortunately, the steady supply of gold ore has been interrupted, though from mechanical problems or a work stoppage is unclear. The last shipment was due more than ten days past and you are again feeling the pinch of poverty. Apprehensive, you sent agents to determine the reason for the delay, but they have yet to return. Concern has sprouted into worry, as the sorely needed gold to pay soldiers and placate the populace is absent. Understanding that a ruler rules only by dint of his power, and that power in Arena is a composite of gold and muscle, you fear your days as warlords may be numbered unless something encouraging occurs.

Unless details of the GM's campaign are vastly different or if a different adventure hook is used, the PCs are already in possession of the following information. This can be conveyed either directly by the GM, by NPC advisors, or through the personal experience of the PCs. Each entry should be altered



to reflect specific details of the individual campaign.

- The city of Ireton and the surrounding holding have just begun to recover from the war wrought by the party upon Brehg Uhmaxus. The city's battered defenses have all been repaired and buttressed where found lacking. The garrisons of troops, depleted during the conflict, have also been increased nearly to the levels attained prior to the outbreak of hostilities.
- The PCs have the infrastructure necessary for stability nearly in place. Officers and government officials administer to the daily needs and concerns for the city and its populace.
- The last supporters of Uhmaxus were eradicated months ago in a minor street skirmish, leaving the streets relatively quiet and sedate. While followers of the deposed warlord likely still exist they have not been a factor since.
- The warlords surrounding the holding have yet to make any overt attempts to intervene in its politics or economy. Interest has thus far been deflected by the intervention of Lord Belus of Penance as he currently claims interest in the holding. (This could easily be any bloodlord or powerful warlord. The events in *Sands of Change* opened the possibility that the holding would offer trade incentives and technical support to Lord Belus' aerial fleet. For the duration of this adventure, Belus' aerial fleet is away from the city.)
- The disruption at the mines is disturbing, even more so as the agents sent to question have not returned. Given that the funds generated are crucial to the survival of the holding, its absence is becoming pressing.
- The party's coffers are virtually empty with no way available to fill them. The loss of the gold mine's revenue bankrupts the holding within a few weeks. If this becomes common knowledge, the military begins to dissolve and wander off to paying masters. Though Ireton and its environs are worth a staggering amount of money, there is no way of converting it to money without damaging the infrastructure the PCs have worked so long to build.
- Other issues should be dealt with as the GM deems best. The only caveat is that the existence of the Brotherhood of Dust should not become known until revealed during the adventure.

After the players are satisfied according to the state of their holding, read or paraphrase the following to the PCs as a mine agent in charge of ore refinement and processing seeks audience.

A knock on the chamber door interrupts your council discussion. All talk of city defenses, lack of funds, and the diminishing moral of the troops ceases as a short male picker with a scarred snout slides into the chamber. His scales are dusky and dull, the hallmark of a lifetime of foundry work. Clearing his throat,

the picker anxiously rubs his clawed hands together and speaks.

"Masters, the agents have returned and . . . await your pleasure in the audience hall."

A Sense Motive check (DC 12) notes that the picker is extremely nervous and is not completely forthcoming. If asked whether the gold has been delivered, the picker's eyes cling to the floor as he shakes his head. If asked why, he says only that the agents refused to volunteer the information, *demanding* to speak with the lords of the holding.

How the PCs react to this *demand* is up to them. If they bluster and fume and send guards to the audience hall the combat with the tainted agents immediately commences. If the PCs maintain their calm and meet with the agents, the scene proceeds as outlined in the following section.

Fell News

The agents sent to the gold mine are indeed waiting in the audience hall, but for reasons other than supposed. The agents reached the gold mine and discovered the awful truth dwelling there. However, their escape was not possible and they were quickly overcome by the taint of goddust. By means of magic and true conversion, the agents fell under the sway of the Brotherhood of Dust and have returned to the PCs in the hope of advancing the Brotherhood's aims by slaying the lords of Ireton.

Allow the PCs to prepare as they see fit for the meeting, for once combat starts they do not have the opportunity to equip themselves. Unless the PCs specifically state that they are in full combat gear, assume that they are unarmored with only one or two personal weapons and small wearable magic items.

Read or paraphrase the following to the PCs once they enter the audience hall.

As you enter the audience hall you are struck by the odor. A metallic tang hangs in the air, stinging the back of your throat and urging a cough. A pair of fortress guards eye you thankfully, clearly uneasily with the presence of the agents who mill near your dais. Clearing your throat, you stare at the six agents and are immediately struck by their stooped posture and overlong cloaks. Before you can speak, the agents turn towards you. Their features twist with distain as they see you and the leader takes a step forward and spits hateful words.

"False lords! We come not to placate your unease, but to justify it. Woe to the ignorant keepers of hidden secrets. Woe to those who are deaf to the true call. Bow to we who hear! Bow and accept the kiss of the Lord of Dust!"

Reaching beneath his robe the leader pulls forth a small packet of folded tissue. Snarling at you he tears it asunder, sending a tiny puff of gray powder across the chamber. The other

agents shed their robes, flexing ropy tentacles that rise from their bare backs and shoulders, both of which are covered in bony plates.

The powder is goddust potent enough to affect a single person. Ignorant of the powder's capacities, the agent leader did not realize this and thus missed his best opportunity to disable a PC. Equally unfortunate is the guard who becomes exposed on the second round of battle when he moves to the aid of his lords. Immediately, the guard drops to the floor and screams in wild pain, smoke issuing from his face and chest. Within seconds, his flesh begins to boil with change, mutating before the eyes of the party. His change is complete after one minute, upon which he attacks everyone near him in fear-induced rage.

Read or paraphrase the following text when the guard first contacts the puff of goddust.

Your guards rush to your aid, yelling challenges at your attackers. One of them passes through the tiny dust cloud spread by the agent leader and stops dead. Anguished shrieks tear from his throat as his face and chest begins to smoke and boil. With a clatter he drops to the floor and convulses in agony. You see shapes bulging through the fabric of his clothing. With a rip they free themselves, exposing the wiggling nubs of tentacles that are steadily increasing in size.

Dusted Agent Leader: 84 hp.

Dusted Agent (5): 63 hp each.

Dusted Fortress Guard: 63 hp.

Fortress Guard: 57 hp.

The dusted agents fight to the death, following retreating party members through the fortress if necessary. Throughout the battle they continually shout the glory of the Dust Lord and demand the PCs repent and accept his embrace. Given the nature of the fight's locale, fortress guards begin appearing after six rounds at a rate of 1d3 per round until the end of the battle. The powder of pain special ability of the agents should cause many of the arriving guards to pile before the chamber doors, making ingress increasingly difficult.

When the agents are defeated, a magical inspection of their corpses finds that they bare the faintest trace of enchantment magic. The residue of ensorcelments placed on them during their conversion is not a product of goddust, which leaves no such trace. A Knowledge (arcana) check (DC 15) notes that the mutations are natural and not grafted into place. The check also determines that the chitin plates are actually a thickening of the dermal layer to a hard rigidity. Curious scarring surrounds the points of every mutation. The toxic effects of goddust when first introduced into the body causes this, and is a hallmark of a dusted creature.

If the wounds suffered by the agents permit the inspection of their internal organs, a Knowledge (nature) check (DC 15) observes that they are vastly

different than is normal for a human. Organs have either moved, vanished completely, or have curious gray nodes attached to them. If the nodes are dissected it is found that they are flecked with metallic particles that have a strong odor of damp rust. This is the goddust that enacted change on the subject and is completely inert.

A Search check (DC 12) of their limbs finds a number of bruised and ligature marks where they had been beaten and bound. Two of the agents show signs that they were severely wounded recently and that those wounds were magically healed. If the PCs inquire, the agents did not have a divine spellcaster assigned to their mission.

If one of the agents is captured alive, he can supply valuable information – while he lives. Under command not to surrender, the agent takes his life at the first opportunity. If questioned the agent is extremely evasive, but with a successful Gather Information and Intimidation checks (DC 20 and 15, respectively [15 and 10 if physical force is used]), the following tidbits can be learned. Beyond this, the agent can offer only meaningless and contradictory comments. Parenthesized text offers details explaining the agent's comments.

- The Dust Lord touched him, allowing him to hear the truth for the first time. This truth shall sweep over the sands and open the ears of all. (The madness of the change has made the agent a fervent convert.)
- Others serve the Lord of Dust and they come for the party and what they hold dear. (He refers to the members of the coven at the gold mine and their intention to taint the entire population of Ireton with goddust.)
- The PCs possess something that the others want though the agent does not know what that is. (The something is the gold mine, and more specifically the Forgotten's machinery therein, though the agent never directly mention this, as he is ignorant of the truth.)
- Soon the city shall feel the caress of the Lord of Dust. (He is referring to the Brotherhood cell that came to the city with them and who begin a systematic campaign of sabotage.)

Reviving the corpses of the agents or conversing with their souls yields nothing of value as they are oblivious to the greater truth of the Brotherhood's motives and are so maddened by the goddust that their spirits are also tainted. In fact, there is no known way of returning the agents to lucidity and rational behavior.

The tainted fortress guard, if alive, is hopelessly lost. No known magic can abrogate the effects of goddust. Beyond locking the poor soul in a cell for the balance of his life, there is nothing fruitful that can be done for him. If he should escape confinement, he flees the fortress and rampages through the city attacking random individuals until slain or captured.

At this juncture the party must decide what they wish to do. One main avenue of inquiry is to trace

the activity of the agents upon their arrival in the city. This course of investigation is more fluid and entails tracking their movements and interactions. This path leads the party into direct contact with the subsequent actions of the Brotherhood cell members. If this method of inquiry is pursued, the party should proceed to the following section, **The Guile of Dust**.

The most obvious course is to go to the mine and investigate the agent's claims. When the PCs leave Ireton they encounter a vanguard skirmish unit of the Brotherhood's army. Unless the party takes an entire unit of their own to explore the mine region, they are in for a frightful time, as they must retreat to the security of the city. PCs who are inclined to seek answers at the mine should proceed to **Episode 2: Dust and Sand**.

The Guile of Dust

As the agents attack the PCs the Brotherhood saboteurs begin their assault on the infrastructure and morale of the city. Their tactics include strikes against the citizenry, in order to instill terror and limit their usefulness, and strikes against military and key components of the city's defenses. After the first strike the cell members work separately so as to increase their effectiveness on the city and to limit the possibility of mission failure from being discovered as a group.

A Gather Knowledge check (DC 15) at the North Gate determines that the agents arrived at the city an entire day before reporting to the fortress. The officer who was on duty when they came in remembers that they were not traveling alone, but with six hooded individuals that seemed to be in charge. If asked why he did not question such behavior, the officer states the two groups seemed amiable towards one another, raising no alarm.

An Intimidate check (DC 12) exposes the truth. The officer did question their entry until the leader of the hooded group paid him and each of his men more than 100 gp for entrance. Questioning the men on duty (Intimidate and Gather Information checks DC 12 and DC 15, respectively) uncovers that the hooded newcomers went to the *Dire Dream*.

Read or paraphrase the following text to the players after they have decided upon a plan of action. This first act of the Brotherhood saboteurs occurs prior to the party leaving for the mine, if that is their chosen course of action. Modify the text accordingly if the PCs learn that the saboteurs went to the *Dire Dream* inn.

Angered and frustrated at the betrayal of your agents, you glower over plans to uncover this mystery and eradicate it. A sudden knock resounds from your chamber door. Without a summons, one of your human commanders enters. His face is sterner than usual and somewhat pale.

"Lords, there's an incident at the inn Dire Dream near the North Gate. Its clientele are . . . they're as my guard mere hours ago in

your audience hall. They have changed and are putting your forces to a fight."

These events are the work of Brotherhood saboteurs who have struck the *Dire Dream* to foster a sense of panic in the city. The cell members perform the following atrocities on the city's population at specified times. Any game effects to city defense or its military are noted afterwards. Such effects should be applied to the stats given for them in **Episode 2: Dust and Sand** and **Episode 3: Feint and Riposte**. If the PCs perform an action that would abrogate a cell action, or limit its effectiveness in some way, the GM is encouraged to change the final effects of the action accordingly. All saboteur actions are listed occurring to the time it occurred after the incident at the *Dire Dream*.

Time 0: The *Dire Dream* is attacked by Brotherhood saboteurs who taint the air of the inn and expose over 20 people to goddust, starting a general melee in the area. Troops summoned to the area quell the disturbance and slay all the affected souls after two hours. **Effect:** A single footmen unit of the PCs' choice is reduced by 10d10 hp due to casualties.

Time +1: A butcher and his apprentices are exposed and go on a killing rampage through the market district, killing 15 people before being overcome. **Effect:** A single footmen unit of the PCs' choice is reduced by 6d6 hp due to casualties.

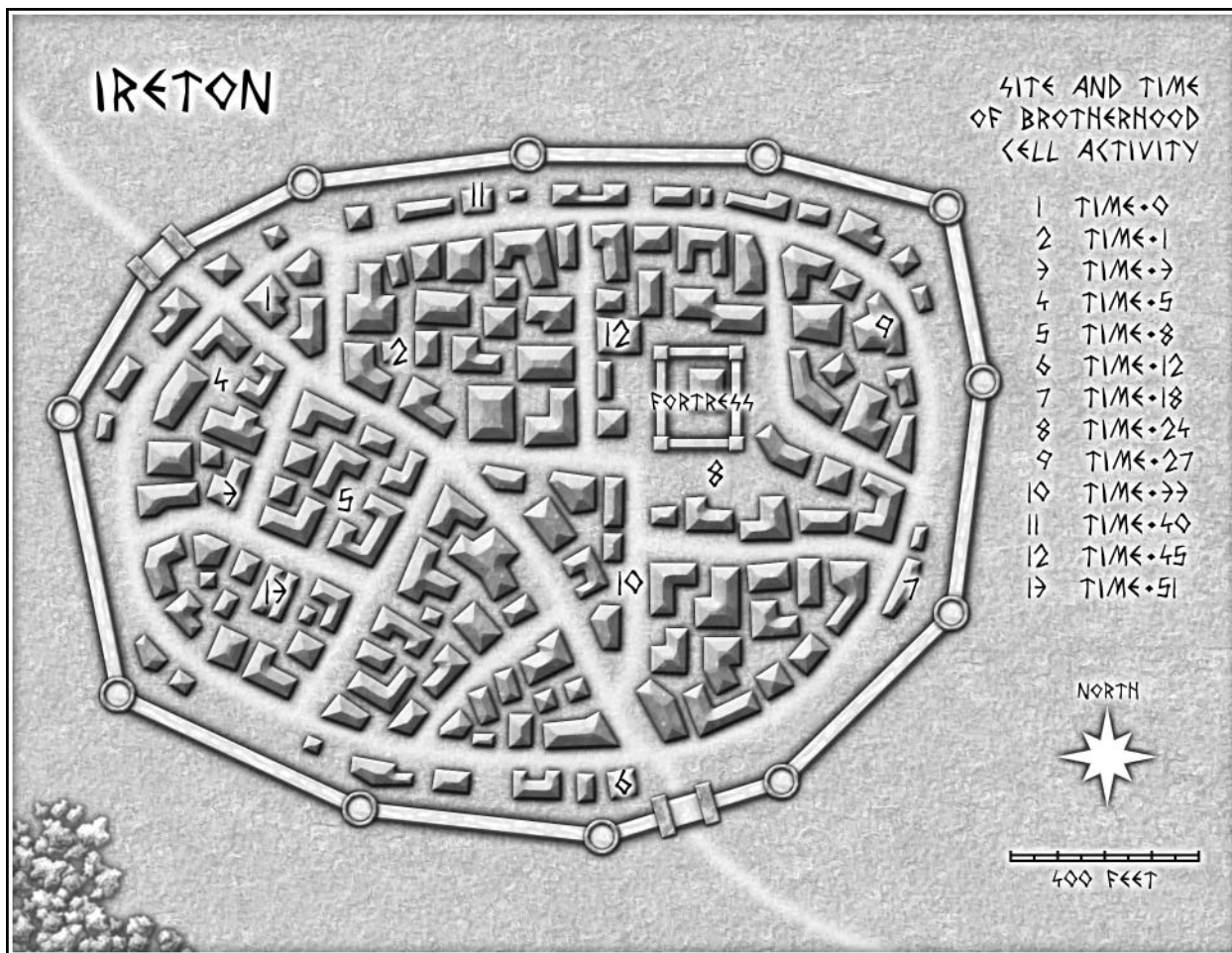
Time +3: A pack of kine used to deliver food to an orphanage are exposed, causing them to prowl the building in a haze of pain and anger, killing 15 adults and 30 children. **Effect:** One unit of the party's choice gains a +1 morale bonus to all saves for the duration of the adventure due to righteous anger over the attack.

Time +5: The well of a small neighborhood is tainted, exposing numerous people who were using a nearby series of fountains. They kill 55 bystanders before being dispatched by troops over three hours. **Effect:** Two footmen units of the PCs' choice are reduced by 10d10 hp each.

Time +8: A second community well is affected, affecting 12 persons. They slay 6 others and the Brotherhood saboteur responsible is slain in the process by angered citizens. **Effect:** PCs gain tattered scraps of parchment outlining the basic plans of the saboteurs in the city. The parchments neither mention the advancing army, nor identify targets within the city.

Time +12: A garrison near the South Gate is stricken when goddust is introduced through an air vent (used to non-mechanically cool the building). The carnage is extreme, the battle lasting six hours with more than 400 citizens slain. **Effect:** Two footmen units of the PCs' choice are each reduced 5d100 hp. Citizens refuse to venture out of their doors. Nearly all city production ceases.

Time +18: Cavalry mounts in a corral are exposed. They are destroyed without delay or undue damage. **Effect:** The sole cavalry unit is reduced 10d10 hp due to a lack of mounts.



Time +24: A general lull in the cell's activity as they hide to rest and plan. A single cell member is killed near the fortress as he about to introduce goddust into the fortress' air vent. Most of the powder is rendered useless during the combat. **Effect:** A single archer unit of the PCs' choice is reduced 5d10 hp from the stray effects of goddust.

Time +27: A hospice is attacked, affecting everyone inside. More than 500 hundred people are slain, including over 100 exposed individuals. **Effect:** All military units are reduced 10d10 hp, as they must quell civil unrest that is spreading throughout the city.

Time +33: Another cell member is slain after she scatters goddust from a parapet upwind of a crowded section of the city. 350 citizens are exposed, killing another 650 before order is restored. **Effect:** The city is becoming a war zone with dead and wounded everywhere. The army commanders urge the PCs to declare marshal law if it has not already been done. Two footmen units and one archer unit (of the PCs' choice) and the arcane spellcaster unit are reduced by 3d100 hp each.

Time +40: The operating crew for the unit of ballista is tainted. **Effect:** One ballista unit is destroyed as well as 10d10 hp of another siege engine unit of the PCs' choice. The lost ballista unit is already subtracted from the siege engines listed below that are available for the city's defense.

Time +45: A cell member scatters goddust amongst temple worshippers during prayer services,

exposing 20 of the congregation. The saboteur is slain forthwith, but so too are 100 of the untainted congregation. **Effect:** The divine spellcaster unit suffers a loss of 3d100 hp as many of its members are called back to their temples for protection.

Time +51: The food stores in several warehouses are exposed to goddust, rendering them useless. **Effect:** Many are beginning to question the leadership of the PCs. A-1 morale penalty is incurred by all military units as a general mistrust creeps into the minds of the general populace and soldiery.

Time +60: The army of the Brotherhood of Dust appears on the horizon. War has come again to the city of Ireton. **Effect:** The cell members launch attacks as outlined in **Episode 2: Dust and Sand**.

The PCs can participate in any of the conflicts mentioned above if they are in the vicinity and if the GM allows. The GM, based on the needs of the campaign and the abilities of the players, should determine the exact location of the events within the city. If the PCs are obviously thirsting for combat, allow them to enter the fray. Use the stats for the dusted agents and dusted agent leaders as generic opponents. As the amount of conflict is staggering, the specific details and descriptions of the battles and their aftermaths are left to the GM.

Despite the battle raging throughout Ireton, some parties may desire not to enter battle and instead travel to the gold mine to root out the apparent problem. If the party does not wish to enter combat, then proceed

with **Episode 2: Dust and Sand**. Note, however, that the above events occur whether the PCs are present or not. If they leave for the mine during the 26th hour the hospice is still attacked during the 27th. Also, if the party takes units of troops with them they are not available for the defense of Ireton at the beginning of the 60th hour. In such an event, the players should still run the city's defense. The success or failure of the defenders is detailed in **Episode 2: Dust and Sand**.

Episode 2: Dust and Sand

After striking for the gold mine the party discovers that troops of the Brotherhood of Dust are advancing on the city. The PCs must survive the initial encounter and rush back to the city to muster a quick defense to avert the utter destruction of their holding. After weathering the assault, the PCs must launch a counterattack at the gold mine and remove one of the threats to their rule.

Nomin Ram

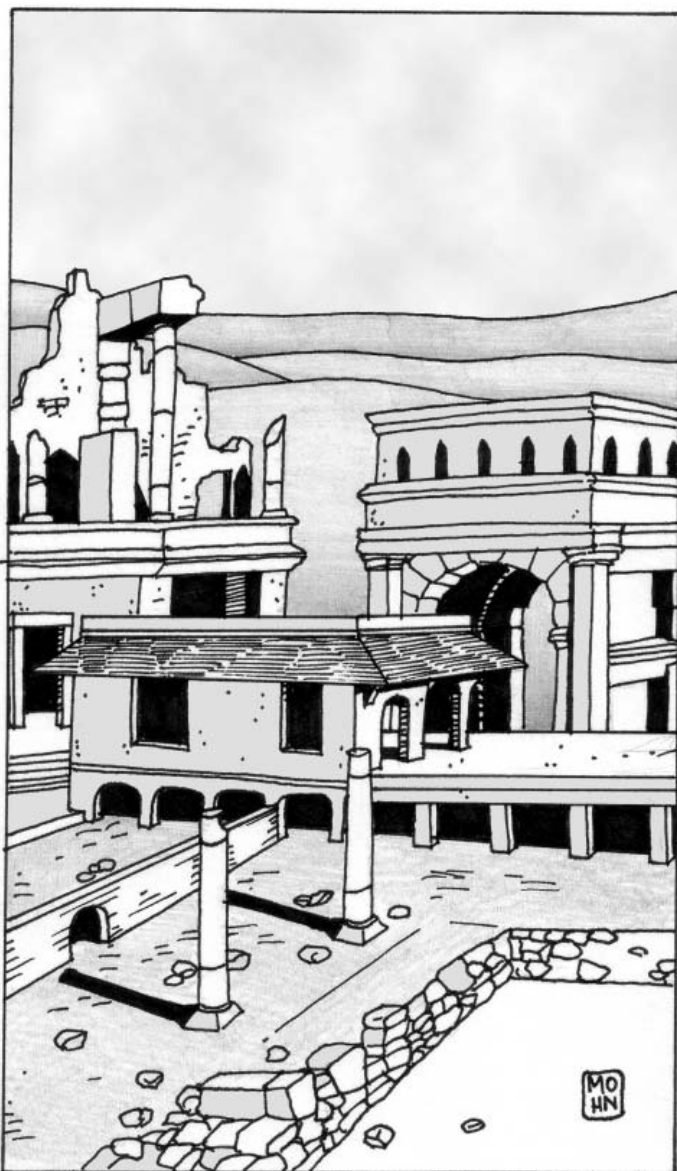
Ten nomins make up a unit of nomin rams. Their tentacles are capped with steel clubs, eliminating their improved grab ability, but allowing them to collectively function as battering rams at their attack bonus. Nomin rams inflict 16d10 damage to defensive structures and enemy units per successful attack. Nomin rams are capable of employing all the dusted unit special abilities as noted previously.

Departure

Given the nature of the attack the party's holding is undergoing, and the awareness of its likely source, it is only a matter of time before they attempt to investigate the Gold Mine. There are three ways the PCs can achieve this: they can employ magic to reach the mine, they can leave Ireton at the head of one or several units of troops, or they can leave for the mine by themselves.

The first option permits them to bypass the encounter with the skirmish unit of the Brotherhood's army, but it also keeps them ignorant of the threat against Ireton. PCs that pursue this tactic arrive at the mine to find it lightly guarded by a single skirmish unit of 2nd level, the nomin ram units and the mine inhabitants. If they can circumnavigate the Brotherhood's troops they can enter the mine, proceeding with **Episode 4: The God Well**. If the PCs retreat from the mine by magical means they can still stage the defense of the city in person. If they retreat by mundane methods they either arrive to find their city fallen, or encounter the fleeing Brotherhood troops. The GM should adjudicate such an occurrence, though it is suggested the PCs go undetected, allowing them to advance to **Episode 4**.

If the party leaves for the mine with one or several troop units in tow they are ambushed by the vanguard skirmish unit of the Brotherhood's forces during the second day. The skirmish unit is 3rd level and at full strength. It also has access to ten acid mines that it employs for the ambush as the GM sees fit. The GM needs to run the encounter using the mass combat rules presented in *OATHBOUND: Arena*. The skirmish unit ambushes the party's forces and flee after five mass combat rounds in an attempt to alert their commanders to the PCs' presence. If the skirmish unit is reduced to less than 100 hp, it disintegrates as a cohesive military unit, preventing any warning from reaching the main Brotherhood forces. Refer to section A



A ruined city awaits discovery...
Illustrated by Jesse Mohn

Defense Without and Within for specifics of the special abilities of a dusted military unit.

Brotherhood of Dust Vanguard

Unit Type	Primary Race	Level
Skirmish	Human and dover	3

* The unit is composed of the designated humanoids augmented by the dusted creature template.

If the PCs leave for the gold mine on their own, or with little more than a cadre of followers and support personnel, they still encounter the skirmish unit, but are not ambushed. A Spot check (DC 15) by the PC with the highest skill rank allows the enemy unit to be detected before they discern the PCs. If undetected, the party can hide and allow the unit to pass and then make for the city to mount a defense. If the party is detected the skirmish unit hunts them down. Given the power of the PCs it is unlikely that a small portion of the enemy unit can defeat them. However, with attrition, the party can be worn down and defeated if not cautious.

For the sake of this portion of the adventure, assume the skirmishers attack the party in groups of 2d6 combatants every ten combat rounds – that is one mass combat round. These foes are all dusted creatures, making them especially hazardous to the party. If the party actively attempts to escape, they can shake their pursuers after a total of 10 mass combat rounds. If the party insists on standing their ground, the GM is urged to pound them into the afterlife.

Vanguard Skirmisher (2d6): 38 hp each.

If the skirmish unit is defeated, amidst its mundane supplies are found ten acid mines intended to be used for an ambush. The acid mines each weigh 20 pounds and are somewhat cumbersome. If carried back to Ireton they each have an unmodified 10% chance to rupture during the journey, causing damage as if normally triggered. If safely returned to Ireton they can be employed in the city's defenses.

A Defense Without and Within

If the PCs are alerted to the coming arrival of the Brotherhood's forces, they can prepare defenses as they see fit. Unless previous PC actions determine otherwise, it is assumed the city has the following siege weapons, specialized armaments, and troop units. They are listed by type, primary race, and level of the unit. The party may distribute command of the units amongst themselves. However, the units cannot be altered or modified during the entirety of the adventure. Refer to Chapter 8 of *OATHBOUND: Arena* for information concerning unit composition, abilities, and combat.

Ireton Military Units

Unit Type	Primary Race	Level
Arcane spellcasters	Human	5
Archers #1	Dover	5
Archers #2	Human	4
Cavalry	Human	2
Divine spellcasters	Dover	4
Footmen #1	Orc	4
Footmen #2	Human	3
Footmen #3	Human	3

The troop units are all well equipped and trained, but suffer the effects of the Brotherhood saboteurs' depredations. The GM needs to adjust their hit points and morale modifier according to the lingering effects of the Brotherhood's covert attacks. Units manning city walls gain a +4 bonus to AC and Reflex saves if actively returning fire. If the units take a purely defensive position, they gain a +8 bonus to AC and Reflex saves and effectively gain the improved evasion ability for any Reflex saves.

The city of Ireton has many static defensive structures. A surrounding curtain wall and towers of stone gird its border. Two greenwood gates sheathed with heavy sheets of steel pierce the wall and are all but impervious to fire. The physical features of Ireton are as follows (note that these are slightly increased from the stats given in *Sands of Change* from *OATHBOUND: Arena* as the most obvious weaknesses have been addressed):

Defensive Features of Ireton

Feature	Thickness/ Height	Defense Rating	HP
City wall	10 ft./30 ft.	8	1,000
City gate	8 in./40 ft.	12	700
City tower	10 ft./40 ft.	8	1,500

If a wall or gate is breached, the PCs can impress their citizenry to fight. Such units are ill armed and of very poor morale, functioning as a 1st-level footmen unit suffering a -2 morale penalty and a -2 competence penalty (-4 total) to all actions, including the Damage Mitigation Table. These units possess only 500 hit points at their inception (due to poor conditioning) and fall into full retreat when reduced to less than 200 hit points. No more than four such units can be created during the siege.

The PCs also have access to several siege engines units. The type and number for each is noted below, as is the relevant bonus for the particular siege engine. Those that rely on a skill check to function are given the relevant skill total possessed by a typical weapon crew. Weapons that perform as a traditional combat unit are noted, along with the combat level at which they function. Those that use a standard attack roll are given the bonus of a typical weapon crew. Refer to Chapter 10 of *OATHBOUND: Arena* and Chapter 3 of the *DMG* for information concerning the abilities of siege engines.

PC Siege Engine Units

Type	Units	As Unit Type or Skill Check	BAB
Ballista *	2	-	+11
Caltrop spreader	1	-	-
Catapult, heavy *	2	Profession +15 **	-
Hell scorpion	1	Archers, 3 rd level	-
Trebuchet	1	Archers, 4 th level	-
Ammunition and equipment	Acid mines (10), flash stones (5), inferno shrieker (2), vacuum bolts (2), zombie missiles (3)		

* Ten ballistae and ten catapults comprise a single unit. Their normal weapon damage is multiplied by five if used in mass combat.

** Profession (siege engineer).

The specialized ammunition and equipment should be declared attached to specific siege engine units before the commencement of hostilities. If that controlling unit is destroyed, so too is its ammunition and equipment. If desired, the items can be relocated to another unit in ten mass combat rounds.

If the party thinks to ask, they can confiscate the materials to make an additional ten acid mines, four flash stones, and three inferno shriekers. Unless the PCs craft the items themselves, they must impress citizens to the task. Each item requires a Craft (alchemy) check at DC 15 for the acid mines, and DC 25 for the flash stone and inferno shriekers. Impressed citizens have a Craft (alchemy) score of 10. A failed check ruins the materials for that single item. Of course, success does not guarantee that the items are completed in time to make a difference.

Arrayed against the city are the goddust-tainted forces of the Brotherhood of Dust. Impassioned by their discovery at the gold mine, they have ordered every available soldier from the Canyon of Sealing Sand. To this end, they have an impressive force and are willing to expend much of it in securing the machinery beneath the mine.

Brotherhood of Dust Military Units

Unit Type	Primary Race *	Level
Arcane spellcasters #1	Human	6
Arcane spellcasters #2	Human	4
Archers #1	Dover	3
Archers #2	Human	2
Divine spellcasters #1	Dover	4
Divine spellcasters #2	Dover	2
Footmen #1	Dover	3
Footmen #2	Human	1
Skirmish **	Human & dover	3

* The units are composed of the designated humanoids augmented by the dusted creature template.

** The skirmish unit is only present if it was not previously destroyed confronting the PCs. Any damage to the unit is retained for the siege of the city.

Viewed as a whole, a dusted unit is a disgusting collage of tentacles, extra limbs, and hideously distorted features. Military units of dusted creatures retain all the benefits of their unit type, plus those detailed below. These benefits are unique to

Brotherhood units as dusted creatures are not found in great numbers elsewhere.

Defense Rating: The Damage Rating of a dusted unit increases by three.

Damage Dice: The unit inflicts an additional two dice of melee or ranged damage after rolling on the Damage Mitigation Table (found on page 86 of *OATHBOUND: Arena*) to reflect the extra limbs many of its members possess. These additional dice are not added to the magical damage wrought by arcane or divine spellcaster units.

Special Abilities: All unit special abilities are retained and are held in conjunction with the dusted special abilities, which are identical to those held by individual dusted creatures, except as noted below.

Dust of Rejuvenation (Su): A dusted unit heals 100 hp per mass combat round if within 60 feet of a source of goddust. This ability only functions during the adventure when the Brotherhood units are fighting at the gold mine.

Powder of Pain (Su): Enemy units engaged in melee with dusted units suffer a -2 penalty to the Damage Mitigation Table as the debilitating effects of the goddust emission renders some of their troops helpless. As mass combat rounds equal ten melee combat rounds, this ability is always in effect.

Reforge (Su): Once per day this ability can be used either to create a defensive barrier about the dusted unit, adding 6 to their Defense Rating while remaining in the area of effect, or it can be used offensively against an enemy, dealing 20d6 hp of damage (Reflex save for half damage, DC = 10 + dusted unit's level).

Brotherhood of Dust Siege Engine Units

Type	Units	As Unit Type or Skill Check	BAB
Ballista *	3	-	+9
Catapult, heavy *	2	Profession +13 **	-
Trebuchet	2	Archers, 3 rd level	-
Nomin rams	2	Cavalry, 3 rd level	+17
Ammunition and equipment	Flash stones (10), inferno shrieker (5), vacuum bolts (5), zombie missiles (6)		

* Ten ballistae and ten catapults comprise a single unit. Their normal weapon damage is multiplied by five if used in mass combat.

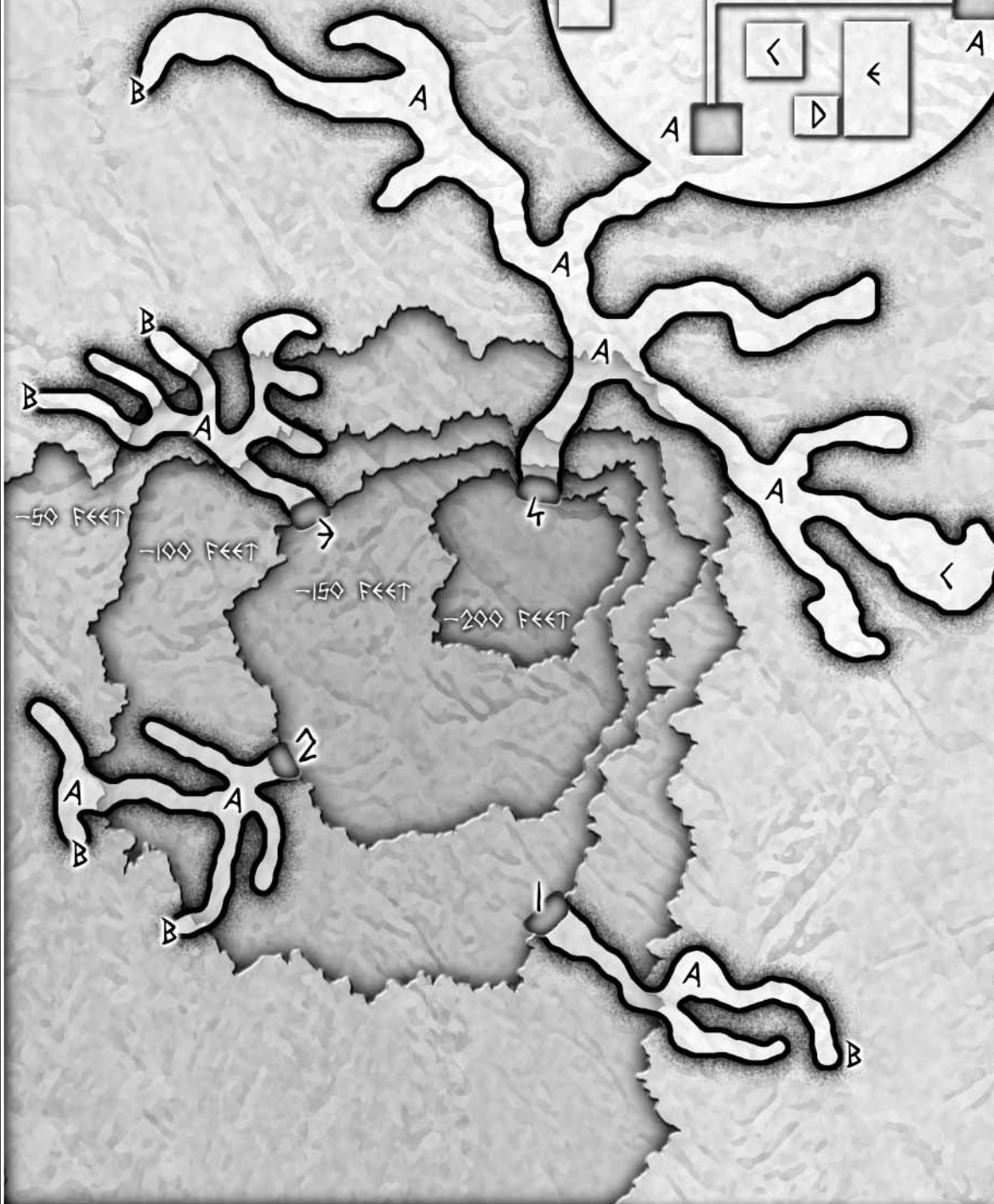
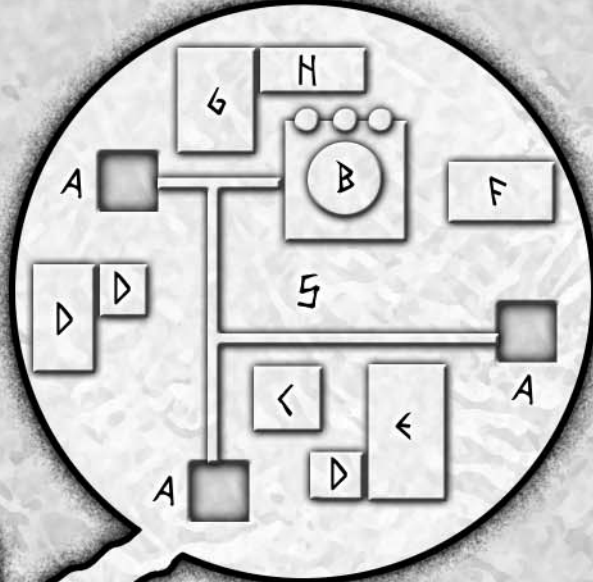
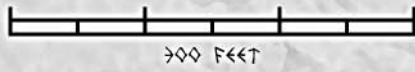
** Profession (siege engineer).

Along with the troops are several units of siege engines and the personnel to man them. These units, in order to breach the defensive works of the city or against exposed units of the PCs, position themselves so as to concentrate their firepower on a limited area. The ballistae and catapults are normally targeted against military units, while the trebuchet and nomin rams are aimed against hard emplacements and other defensive barriers.

The exact placement of troops at the beginning of the battle is up to the players and GM. The only restriction is that all Brotherhood units must begin combat at least 300 feet from the city walls. Any covert maneuvering of city forces during the battle require a Hide check (DC 15) by the moving unit with a skill

THE GOLD MINE

NORTH



GODDUST

bonus equal to their unit level. If the checks fail, the remaining cell members relay the information via magic to the Brotherhood commanders.

The Brotherhood units fight until they lose four units, at which time they flee in good order back to the gold mine to stage their final defense. A Brotherhood unit that enters Ireton attacks its citizens unless actively engaged by a unit of the PCs. Using a limited supply of goddust in their possession, they begin to convert the city's inhabitants, bolstering their own numbers by 10d10 hp per mass combat round for a maximum of 3 rounds. This ability cannot be used outside the city against the units of the PCs.

As the battle rages on the city's parameter, the two surviving saboteurs continue to attack from within. They initiate an attack every 2d12+6 mass combat rounds against a PC unit of the GM's choice. If undiscovered, a cell member inflicts 10d6 damage against the selected unit. Siege engine units and standard military units are both eligible for this damage. A cell member can be discovered and slain with a successful Spot check (DC 18) at a skill bonus equal to the level of the attacked unit. All affects are cumulative with previous actions and may be altered by the GM to properly fit the overall progression of the battle. Saboteur attacks cease once the two Brotherhood cell members have been discovered.

If the PCs desire they can engage in personal combat throughout the entire battle. The GM can take any of the dusted NPC entries in the appendix as suitable opponents for the party. The GM, based on the strength of the PCs, should determine the number of dusted creatures engaged. If a PC is slain in personal combat, all friendly units within 100 feet immediately suffer 1d100 hp of damage as some of the troops lose heart and flee the battlefield.

If the PCs are successful in repulsing the attackers, they can proceed to **Episode 3: Feint and Riposte**. If unsuccessful, the PCs can attempt to escape the city and carry the battle to the Brotherhood at the gold mine (**Episode 4: The God Well**).

Episode 3: Feint and Riposte

Having deflected the destruction Ireton, the PCs track down the fleeing attackers, scattering them to the dunes. With the passage cleared of obstruction, the party must assault the gold mine, defeat its defenders, and make preparations for the final confrontation with the newest Brotherhood coven.

The Pursuit

The retreat of the Brotherhood's army permits the PCs to take the offensive for the first time. Insightful PCs who inquire as to the status of the retreating forces can make a Sense Motive or Knowledge (warfare) check (DC 15). If successful, they deduce that the retreating units are withdrawing in good order according to some predetermined plan. Those same PCs understand that the army of the Brotherhood

of Dust is not destroyed, just regrouping for future combat. If the PCs are to be ultimately victorious they must march out against the enemy.

The party has up to one day to marshal and prepare their forces to give pursuit. If done in time, they intercept the retreating Brotherhood units a full day's march from the mine. If the PCs began their pursuit twelve hours or less after the Brotherhood units started retreating, they can utilize their superior understanding of the terrain and stage an ambush at the same location. This allows them to plan, assemble their siege engines, and lay defensive works. Taking longer than one day eliminates any possibility of catching the Brotherhood units before they reach the security of the mine. Upon reaching the mine, Brotherhood forces are added to those already positioned there. Any damage suffered, siege engines lost, or other combat effects incurred from the battle for the city remain in place.

The site of the ambush is a boulder-strewn gorge 200-foot wide that is the only means of swift access to the mine region. The surrounding 100-foot cliffs are relatively flat and slope away from the crevasse. If they are able to stage an ambush, the PCs can assemble their siege engines on the heights so that they can fire into the gorge, gaining a +2 circumstantial attack bonus. They can also construct defensive ditches and other barriers, granting a +2 bonus to the unit's Defense Rating as long as they remain behind them. In all cases, the GM is the final arbitrator as to the effectiveness of the party's preparations.

If the party manages to catch the Brotherhood units but not stage an ambush, they still block the gorge. However, they lack functioning siege engines and defensive works. Ballistae and hell scorpions can be readied for war in five mass combat rounds, while heavy catapults and trebuchets require 15 rounds before being capable of firing.

The combatants can see each other at a range of 200 feet and 400 feet from the cliffs. Relocating either friendly or enemy troops from the gorge floor to the cliffs takes 1d6+10 mass combat rounds. Going from the reverse directions takes 1d6+4 mass combat rounds. Wise PCs plan for this contingency, lest they lose their exposed siege works to a quick thinking foe.

If the party's military wins the day, they render the Brotherhood's main battle force inert and stall the Brotherhood's aggressive plans of conquest for several months, if not years. The few enemy survivors disband and disperse into the desert, eventually forming new cells that either propagate the Brotherhood's grand cause or drift into their own personal hunt for sources of goddust. Regardless, the survivors cause a marked change in the local environment, occasionally making lightning raids into local mines to acquire small amounts of the gray powder. Suddenly, there is another valuable commodity to be brokered along with blood and steel.

For Gold and Blood

Read or paraphrase the following to the players as they approach the mine for the first time. Alter the text if units from the city confrontation have arrived to augment the defending force.

The battle at the gorge left you weary and fraught with concern of what lay ahead. It is a feeling that has encircled your heart and stomach, snaking into every thought and movement. Your scouts bring word that a thankfully small force guards the mine. Yet they also speak of grim creatures roaming the pit. Your entrance cannot go undetected.

With the PCs' victory at the gorge they can march on the mine unhindered, encountering resistance only at the entrance. Set against the party is a single skirmish unit left as a rearguard. To this unit are added any units that survived the battle for Ireton, provided they were not cutoff and destroyed by the PCs' forces at the gorge.

Brotherhood of Dust Rearguard

Unit Type	Primary Race	Level
Skirmish	Human and dover	3

* The unit is composed of the designated humanoid augmented by the dusted creature template.

Lacking true military might, the skirmish unit is nonetheless fanatical in its devotion to the Brotherhood of Dust and fights until utterly destroyed. If pressed with superior numbers, the skirmish unit delays as long as possible to give the Brotherhood members in the mines enough time to prepare their defenses. When dropped to less than 200 hp, the skirmish unit becomes frenzied as they realize they are about to lose the greatest find in Brotherhood history. A frenzied unit gains a +2 morale bonus to attack and a +2 bonus on the Damage Mitigation Table.

Supporting the skirmish unit are two nomin rams that are employed against the PCs' military units. Used primarily as beasts of burden at the mine, the nomins are geared for war and attack PC units until destroyed. Like the skirmish unit, the nomin rams become frenzied when dropped to less than 200 hp, attacking the nearest enemy unit regardless of threat or tactical necessity.

Rearguard Siege Engine Units

Type	Units	As Unit Type	BAB
Nomin rams	2	Cavalry, 3 rd level	+17

If the PCs destroy the defending units, they can enter the individual mines at their pleasure. Though some players may order their troops into the mines, it creates far more chaos than it cures. Troops sent into the mine are exposed to the goddust-laden atmosphere of the mines and convert to a dusted creature at the rate of 1d100 hp per mass combat round. These lost hit points fuel the creation of new Brotherhood units of the same type. Thus if an archer unit enters the mines, it losses 1d100 hp every mass combat round. That same

amount is added to a corresponding Brotherhood archer unit that immediately engages their old fellows. It is quite conceivable that friendly units sent into the mines venture out as enemies in mere minutes.

The safest course is for the PCs to enter the mines themselves and root out the final elements of the Brotherhood. There are four mine entrances, each to a rich vein of gold. The gold vein in the lowest entrance bears traces of refined goddust, and is the location of the PCs' ultimate objective.

Episode 4: The God Well

The PCs enter the mines in search of the cause and solution to the mysterious attacks plaguing Ireton and their holding. In the mines, the party encounters Zhohn Mirhandawl, the powerful leader of the newest Brotherhood of Dust coven, and the secret he desperately wishes to retain. His army likely destroyed, Zhohn has initiated defensive actions throughout the complex. Most are minor obstacles to the party's progress, but as they enter the deepest mine (**Region 4**), they confront stiffer resistance.

Off that mine the PCs find an ancient facility constructed by the Forgotten. Within are arcane machineries that draw the essence of the nameless god from the core of the Forge to create unlimited quantities of goddust. With skill, cunning, and strength, the party must overcome the stubborn defense of the Brotherhood and investigate the machinery that hums with new vigor deep in the earth. Unfortunately for the PCs, once Zhohn is certain their battle is lost he sets in motion a series of reactions that destroys the facility.

Read or paraphrase the following text to the players as they take in the vista of the mine for the first time.

The mine pit is a deep wound in the earth. Reaching more than 200 feet below the surface, the mine has four tunnels that bore into the stone flesh of the Forge in pursuit of its arteries of gold. Each entrance is roughly ten feet wide and shored with rare timbers that bear signs of being used in numerous mines over the years. Scree mounds line the edge of the pit and extend scores of yards outward. Hundreds of warriors guard the perimeter of the mine pit, which seems to be crawling with a score of huge tentacled lizards.

The PCs can enter any of the four mines. The mines are of limited complexity and are briefly described, having little more than guards and miners. The fourth mine leads to the **Facility of the Forgotten** for the manufacture of goddust. The air in each mine is contaminated with traces of goddust and has an unpleasant metallic tang to it. A Fortitude save DC to resist the effects of these goddust traces are given in each mine entry. The check is made every ten minutes that an individual is in the mine, but can be put off to every 30 minutes if the precautions are taken to cover exposed skin and mouths. If the save is successful the victim is unaffected. This contact is considered

accidental and incurs a +30 modifier to the roll on the **Goddust Effects Table** found in Chapter 5.

The Brotherhood members and recently tainted individuals that dwell in the mine do not venture into the open pit when combat is raging. Instead they make what defenses they can and await the PCs. The effectiveness of these defenses is dealt with in each entry. Note that the party can succeed in their mission without ever exploring mines one, two, or three. In fact, if they are never investigated, the tainted miners therein disperse into the desert while the Brotherhood guards converge on **Region 4** (see that region entry for details).

Region 1: Mine

When the mine was first located it was a sizable placer deposit of gold. After a few weeks of excavations the deposit dried up, forcing the work crews to tunnel after the gold veins. Mine 1 was the first vein mine excavated. Though extremely limited by Arena standards, this mine did produce a fair amount of gold over its brief lifetime. Abandoned for more favorable deposits elsewhere in the pit, the mine still bares traces of gold ore accompanied by pure goddust. At the moment, it is the goddust that propels the miners to their duty.

The smallest of the mines, it is also the least defended. If aware of conflict between the Brotherhood's skirmish unit and the military of the PCs, the residents erect a 2-inch thick stone barricade using their reforge special ability. The barricade spans the entire opening, save for small apertures used by the guards through which to launch arrows. The barricade possesses the following statistics: 2 inches thick, 30 hp, Hardness 8, Break DC 24.

The Fortitude save to resist the traces of goddust in the mine is DC 5.

Area A: This location houses the guards and the hastily constructed barricade. There are seven guards here, intent on preserving their small portion of the goddust bonanza. As they have nowhere to go, and the consequences of surrender are abhorrent, the guards fight to the last.

Brotherhood Guards (7): 63 hp each.

Each guard is also armed with two thunderstones that they propel through the barrier into the oncoming party. In addition to the deafening effects of the item, the sonic discharge has a cumulative 10% per stone used to cause a limited cave-in. Such an occurrence causes persons in the 10-foot area of effect to suffer 5d6 hp of damage, Reflex save (DC 15) for half. If pressed, the mine guards retreat to **Area B**, lobbing their remaining thunderstones as they go.

A Search of the chamber (DC 12) uncovers a load nearly pure gold that was excavated by the PCs' miners before the takeover of the mine by the Brotherhood. The value of the ore, if refined, is 3450 gp. Refining the ore exposes the forge workers to goddust, requiring a Fortitude save (DC 10) to escape its detrimental effects.

Area B: Read or paraphrase the following text to the players as they reach the end of the mine tunnel.

Huddled in this dead-end are the twisted and deformed miners once in your employ. Pitiful cries drip from their human and dove lips as they rip at the rock with broken tools and the bloodied stumps of limbs. Seeing you, they turn and stare, as if trying to remember something recently forgotten. One opens his mouth to speak but pauses, his reason lost to madness. With tear-filled eyes they attack.

The original workers of the gold mine, the miners recognize the PCs as their liege lords but cannot muster the lucidity to alert them to the peril they are about to enter. Riven by the pull of goddust and the desire to serve the party, the miners simply attack, hoping to drive their lords from the mine and the dangers within.

Tainted Miners (6): 22 hp each (25 if human).

The miners never flee or surrender, but neither do they pursue the PCs. Their sole intension is to drive them from the mine. If attacked in turn by the party, the last miner to die scrawls the word 'flee' in the dust-strewn floor. Note that the statistics in the appendices for the miners are a generic representation and should be tweaked by the GM as desired.

Region 2: Mine

This mine is slightly larger than **Region 1** as the region contains more and purer gold ore. The second mine to be excavated, its gold ore remains plentiful and is currently being extracted by the Brotherhood along with goddust. As with the first mine, the inhabitants have prepared defenses aimed at stalling and weakening the PCs and their forces.

The Fortitude save to resist the traces of goddust in the mine is DC 7.

Area A: Groups of guards defend these sections of passages. When the party enters the mine, the guards near the entrance withdraw down the southernmost tunnel and lie in wait. Their intent is to draw the PCs into the unmarked side tunnels near the entrance. To do this they have placed lit lanterns at their ends, hoping the light attracts the attention of the party. If successful, the first group of guards spends one round knocking out the key supports with their reforge special ability. This causes a partial cave-in along the entire side tunnel, inflicting 6d6 hp of damage to all therein, Reflex save (DC 18) for half.

Brotherhood Guards (4): 63 hp each.

If the party ignores the side tunnels and progresses deeper into them mine, they are caught in a vise between the two groups of guards. Regardless of down which tunnel the PCs proceed, the guards to their rear attempt to ambush them when they are

engaged with the other group of guards. Once combat begins, the second group of guards arrives in three rounds, attacking with their reforge special ability before engaging in melee.

Brotherhood Guards (4): 63 hp each.

If all seems lost, the remaining guards attack the key supports as mentioned above. Doing so takes two successful melee strikes against the support (AC 12). Once triggered, the cave-in causes damage as noted above to all in that tunnel.

Area B: An appalling sight awaits the party newly arrived to these locations. Read or paraphrase the following text to the PCs when they reach the end of the tunnels.

Corpses lie about the blood covered tunnel floor. Heaped in a confusion of broken limbs and torn flesh, all are hideously malformed and show signs of a painful end. One you recognize as a mine foreman you once met. Only his face is familiar as his limbs are shattered and rent.

The bodies here are of the miners who originally worked the mine. Tainted with goddust, they slaved for the Brotherhood extracting as much gold and goddust as they could. Before the arrival of the party, the mine guards savagely slew them so they would not betray the presence of the guards and hamper their ambush.

Unrefined gold ore is collected at various points throughout the tunnels. If processed the ore can be rendered to a value of 6600 gp. Unfortunately the risk of exposure to goddust during that process is DC 12 for those involved.

Region 3: Mine

This mine showed great promise as a provider of excellent quality ore. That is, until the Brotherhood showed up several weeks ago. As the Brotherhood

stormed the other mines and converted its workers with goddust, the defenders here staved off the enemy forces for more than two days before succumbing. Heralded as great warriors, they received special treatment from the Brotherhood. Goddust was selectively used on their flesh to make them superior fighters. Coupling the taint of goddust with controlling magic, they now serve the Brotherhood.

The Fortitude save to resist the traces of goddust in the mine is DC 12.

Area A: The mine guards have planned a true test of the party's martial prowess. Occupying the junction of the three tunnels, they pretend to flee down the middle one when the PCs appear. Their intention is for the PCs to follow, allowing the goddust-tainted miners to attack from behind. A Sense Motive check (DC 15) determines that this is a trap. If the PCs refuse to follow the retreating guards, the guards and miners attack en masse at their best opportunity and ability.

Brotherhood Guards (4): 63 hp each.

These Brotherhood members each have two packets of goddust. One packet they inhale to achieve a state of euphoria (see the Brotherhood of Dust entry for details). The other they scatter towards a PC at the start of combat. After this attack, they engage the party normally and fight to a blissful death. If the PCs flee, the guards laughingly pursue them. If the party is obviously winning the contest, the guards flee and make sporadic attacks against the party as they continue their exploration of the gold mine region.

Area B: These locations are the starting placements for the tainted miners who have been completely corrupted to the cause of the Brotherhood. Driven mad by their exposure to goddust, the miners are the further victims of mind influencing magics, making them willing pawns in the coven's activities.

Tainted Miners (6): 22 hp each (25 if human).



A ritual of the brotherhood...
Illustrated by Stephen Lanham

Goddust

The miners attack the party without qualm unless they are successfully targeted with a *dispel magic* or similar magic. The target DC for all dispel attempts is 23. If freed from their arcane bondage, the miners experience a momentary return to sanity. For ten rounds they attack members of the Brotherhood, defending themselves against the PCs only if attacked.

An insightful PC may attempt to gain information from the miners during this period. The attempt requires either a successful Gather Information or Diplomacy check (DC 15). If successful, the party captures the attention of the miners and buttresses their sanity long enough for them to relay the following information. After relaying the information, the miners swiftly revert to madness. They do not, however, attack the party, but flee the mine area and the region completely.

- During a period of near darkness an enemy intent on capturing the mines attacked. Referring to themselves as the Brotherhood of Dust, they quickly overcame the defenders the PCs had installed.
- The invaders are not interested in mining gold, but in traces of a gray, flaky mineral found in the mines. They work ceaselessly on its extraction.
- Those captured were subjected to a gray powder that enacted horrific changes on the flesh and shattered the mind. Those that survived were pressed into service toiling in the mines.
- The leader of the invaders is a sorcerer known as Zhohn Mirhandawl. He possesses incredible talent and violence. His word is law within the mine region, though the miners believe he answers to another individual or group.
- The Brotherhood found something in the deepest mine. Though they have not seen it, the miners believe it is an artificial space housing ancient machinery of mysterious power. They are also under the impression that it is far too large to be moved.
- The Brotherhood is extremely excited about the discovery and they have pains to explore and defend it. Rumors indicate that Zhohn has mastered the machinery and has taken pains not to allow others to tamper with it.

Crates of unrefined gold ore abound in the mine. If processed the ore can be rendered to a value of 10,460 gp. The risk of exposure to goddust during that process is DC 17 for those involved.

Region 4: Mine

This is the deepest and largest mine, though not for reasons the foremen of the mine intended. Alerted to the presence of the purified goddust, the Brotherhood extensively mined the region after its capture, following the residual pockets of goddust until they stumbled upon a goddust fabrication facility of the Forgottens. Desperate to secure a steady supply of the powder, Zhohn had been ordered to discern the

Forgotten Golems

The menial laborers of the ancient Forgotten culture, Forgotten golems were used at every level of society. Capable of being trained for countless tasks, they were often used to perform humdrum or dangerous functions. Empowered by the essence of the nameless god, Forgotten golems use the statistics of animated objects of their size. These are modified in the according fashion.

- Forgotten golems are more alive than animate and begin their existence with an Intelligence, Wisdom, and Charisma of 2. Each month one point is added to each score until a total of 3d6+2 is reached. The stat scores are rolled at the golem's creation.
- Natural attacks are modified according to the task for which they were created, but are still regulated by the golem's size. Thus a mining golem does bludgeoning damage, while one trained to shape hedges does slashing damage.
- Golems can acquire skills and feats as a normal intelligent creature.
- Golems trained and constructed for combat gain 2 HD, inflict double the base damage and gain an additional +4 natural armor bonus. They also add 2d4 to their base Strength and Dexterity.
- Forgotten golems can intuitively understand the spoken word and converse as if under the effect of a permanent *tongues* spell.
- They gain the dust of rejuvenation special ability as detailed in the dust creature template.
- The golem's creature rating equals that of the animated object according to its size plus one. Thus a medium Forgotten golem has a CR of 3 instead of 2. Forgotten golem constructed for battle add 2 to their base CR.

function of the ancient machinery and activate it as soon as possible.

By far the best defended of the mines, it is also the place where the PCs face their greatest risk to life from the Brotherhood defenders, goddust exposure, and the dhohrin. Once the PCs have entered this region any remaining Brotherhood guards in the other mine regions begin to converge. Answering the imperative hue and cry that arises from the party's success, the guards arrive at a rate determined by the regions from which they originate. The pit mine is not a detailed region, but the open excavation from which all the subterranean mines extend.

Brotherhood Guard Reinforcements

Region	Arrival Time	Number Arriving
Pit Mine	1d4 minutes	2d6 random guards
Region 1	2d4 minutes	All survivors
Region 2	3d4 minutes	All survivors
Region 3	4d4 minutes	All survivors

The Fortitude save to resist the traces of goddust in the mine is DC 15.

Area A: Brotherhood guards protect these areas. Their orders are to remain in place until the region is attacked. When the PCs arrive, the first group of guards encountered raises the alarm and engages. The remaining guards use packets of goddust in their possession as an inhalant to bolster their defensive abilities. They then move according the following pattern.

The southernmost group of guards makes for the first junction where the combat is occurring, taking 1d4+1 rounds to arrive. There they attempt to flank the party and cut off their escape. The northernmost group of guards moves south to the other main junction and makes a last stand with the group of guards already there. This combined group sends word of the attack to Zhohn in **Region 5**. They also erect a stone barrier identical to that found in **Region 1**, but at the cost of all their uses of their reforge special ability. They otherwise do not move until engaged by the party. Each group of guards consists of four Brotherhood members.

Brotherhood Guards (4): 63 hp each.

Unless the party is extremely swift in their dealings with the guards, this battle can easily turn into a losing proposition. Area effect spells are the most beneficial here, as a well-placed *fireball* can vacate large portions of the tunnels quickly. The test is a stiff one for the PCs, who must face combatants on all sides, especially when surviving Brotherhood guards from other regions begin to arrive.

If the party is at serious risk of losing, some of the Brotherhood attackers become distracted as an unexpected contingent of reinforcements from Ireton arrive to support the PCs. Though only a small body of soldiers (around 400 strong), they pose enough of a threat to force the Brotherhood to reallocate resources. Their arrival stops the survivors from the other mine regions from engaging the PCs, freeing the party to proceed unmolested from outside reinforcements. The Ireton reinforcements are so occupied with the last vestiges of the Brotherhood's defenses that they cannot assist the PCs beyond that already mentioned.

Area B: This is the collected stockpile of gold ore the Brotherhood has gathered since their takeover of the mine complex. The ore is largely loose, though some of it resides in crates and ore carts. If processed the ore can be rendered to a value of 22,640 gp. The risk of exposure to goddust during that process is DC 20 for those involved.

Area C: Used as the storage facility for collected goddust, the chamber stinks of hot metal (the stench of goddust in great amounts). Scores of small bags are placed in careful rows on the floor, each filled with

the gray powder. Unbeknownst to the Brotherhood, this chamber is home of a dhohrin animated by the large concentration of goddust. The dhohrin fights only if they perceive a threat to the goddust deposit. Unluckily, merely entering the chamber is construed as an aggressive action to which the construct responds accordingly.

Dhohrin : 135 hp.

The dhohrin does not pursue the party beyond the chamber entrance and can easily be avoided by simply fleeing the area. If a fray ensues, there is a non-cumulative 5% chance per round that a bag of goddust is disturbed, sending a small cloud of it aloft. Treat such a happening as an obstacle that moves zero to 10 feet per round (1d3-1 times 5 feet) in a random direction (see the Thrown Splash Weapon in the PHB for details). Anyone occupying the same space as the goddust cloud must make Fortitude roll (DC 20) to avoid its effects. The cloud settles and becomes ineffectual after 3 rounds. Note that the dhohrin never willingly disturbs the bags of goddust.

Region 5: Facility of the Forgotten

Herein the party discovers the greatest secret of the Forgotten's culture of arcane science. Shielded by the very essence of the nameless god is an ancient facility that once drew the quintessence of that force from the earth, like water from a well. Passed through common minerals, the energy of the imprisoned deity coalescences in material form, becoming the gray powder. The Brotherhood leader, Zhohn Mirhandawl, has recently made the facility operational and has begun manufacturing the purified goddust.

The following descriptions detail the various buildings as marked on the map, **The Gold Mine**. Note that the air in this area is so laden with goddust that all Brotherhood members act as if they had inhaled it. The Fortitude save to resist the traces of goddust in the mine is DC 18.

Building A (Obelisk): These three obelisks each rise to a height of 60 feet and appear to be metallic, but of an alloy unknown to the party. The metal is blue-green with iridescent flecks of gold that pulsate with energy. The faces of the obelisks are carved with arcane symbols and glyphs that detect as magic, but that defy easy translation. If somehow decoded, they infer that that they are the amplifiers for some type of energy processes. To bolster that claim, heavy metal rods of the same material extend from high on the obelisks connecting them to **Building B**. There are no openings anywhere on the obelisks.

In truth, the obelisks are powered by the conversion plant to generate the shield protecting the entire facility. If the pipe connecting them to **Building B** is severed, the shielding ability is destroyed, causing the dome to collapse as described below. The rods can sustain 90 hp before being severed. They have a Hardness of 10 and a Break DC of 30.

Building B (Conversion Plant): This is the main building in the underground facility and the heart of

GODDUST

the goddust creation process. The building is nearly as tall as the obelisks and is constructed of black dolomite blocks. Their fashioning is extremely fine, with only the faintest joints visible. No windows are present, though a doorless portal pierces the front façade. A single rod connects the building to the obelisks, entering the west wall of the building.

Attached to the rear are three large copper-looking pipes that rise from the ground and enter the building near its roofline. The pipes are hollow and are the conduits through which the essence of the nameless god is drawn up. Breaching them in any way exposes the party to raw energy, causing 10d6 points of divine damage with no save possible.

The interior of the building is rather odd in its barrenness. The three copper pipes run across the ceiling into a protrusion that dominates the chamber. The smaller rod of blue-green metal from the obelisks enters through the west wall and is attached to the same protrusion. The protrusion tapers to a blunted point as it descends to a few feet from the floor. Its tip emits a yellowish glow that saturates a large slab of green crystal beneath it.

A surface of the slab is studded with a collage of other colorful crystals, each pulsing with purpose. The center of the slab is dark and undulating, as if something moves inside. An oblong trough runs from the back of the block to a large bin at the rear of the chamber. Raw chunks of lead, bauxite, and other heavy metallic minerals are taken from the bin and travel along the trough where they are fed into the green slab. Out of the right side of the slab runs a similar trough, but this is laden with ore heavily flaked with goddust. This trough runs to bin similar to the first, save that it is capped with an iron dome.

The machinery hums with arcane energy. The copper pipes are cool to the touch, but increase in warmth as they near the ceiling protrusion. The raw stuff of divinity is channeled through the pipes to the protrusion, which focuses the power onto the green slab. The slab converts the energy, allowing it to bond to the raw minerals that pass through it. The exiting material is heavily tainted with goddust, which is then ground and processed as normal ore.

When alerted to the presence of the party Zhohn leaves **Building C** and moves here to make a last stand. The coven leader is unwilling to allow his order's greatest prize slip through his grasp and is planning to take extreme steps to prevent it. When the PCs enter the building, Zhohn is standing by the green slab. Read or paraphrase the following to the party when they enter the building for the first time.

A human man garbed in pale linens and wearing a leather vest stands by a slab of translucent green stone, his hand poised over an array of colored stones set into it. Above the slab is an inverted conical structure that glows a yellow at its tip. The man nods his head, as if listening to a voice you cannot

hear. Smiling oddly, he stares at you, his hand caressing the colored stones.

"Welcome, children. See the mastery of the Dust Lord and the freedom he offers. Hear his voice and taste the vapor of his breath."

As the last words drop from his lips, the man stabs his fingers at several of the colored stones that begin glowing. A hiss, at first faint, increases to a roar as one of the large pipes positioned above vents a metallic smelling cloud into the chamber.

The PCs are in grave danger. Thinking that he was releasing a cloud of goddust, Zhohn instead opened the venting mechanism for the incoming essence of the nameless god. Used primarily to bleed off excess inflow pressure, the venting mechanism was intended to be opened only for a few moments. Unfortunately for the party and the Brotherhood, the controls to seal the vent are different than those used to open it and are unknown to Zhohn. Damned by his arrogance, the coven leader has begun a series of events that once started cannot be halted.

Not only is the pumped in essence used in the processing of goddust, it also provides the primary means of maintaining the warding dome that has protected the facility for thousands of years. Without the energy provided by that essence, the ward immediately begins to crumble. Anyone outside the building hears the groan of stressed stone and then the popping crack as it shatters. Within three rounds cracks are visible in the dome, which starts to degrade into a rain of dust and stony debris.

Unaware of the effects of his actions, the coven leader uses his innate *dimension door* ability to flee the building to await them outside (he employed his other uses of this ability earlier in the day and once to enter the conversion plant). Though the essence of the nameless god is horrifically potent when converted to goddust, it has no effect upon naked flesh or if inhaled . . . a fact unrealized by the coven leader.

When the party emerges unscathed from the conversion plant Zhohn is visibly surprised to see them. This confusion permits the party one full round of actions, during which the first signs of collapse begin to manifest. After the first round checks for area cave-ins must be made.

The coven leader utilizes the entire strength of his magic arsenal to dispose of the party. Bolstering this are stray elements of the Brotherhood membership that converge on the facility to stave off the final assault of the party. The minor Brotherhood members arrive in groups of 1d4 every 1d4+3 rounds until a total of 20 arrive. For the sake of clarity, consider that each Brotherhood group arrives with half of their numbers (round down) wounded to half hit points by the sporadic cave-ins. The GM should use the chart provided in the appendices to generate a suitable group of Brotherhood members.

Zhohn Mirhandawl: 72 hp.

Brotherhood Guards (20): 63 hp each.



There is a flat 20% chance per round that the area the party is in experiences a limited cave-in. A party member in an area that is collapsing must make a Reflex save (DC 15) or suffer 6d6 points of damage from falling rocks, half damage on a successful save. PCs who fail the Reflex save by more than five points are buried beneath rubble and take a further 1d6 hit points of damage per round, no save. Excavating a buried PC takes 1d2 rounds plus the amount by which the save was missed.

PCs in buildings are sheltered from the worst of the falling debris. However, three cave-in results in the same area cause the sheltering structure to collapse. All within the structure must make a Reflex save (DC 18) or take 10d6 hit points of damage, half on a successful save. As noted above, PCs who miss the save by more than five points are buried, incurring an additional 1d6 hit points of damage per round, no save. Party members buried in a collapsed building can be excavated in 2d4 rounds plus the amount the save was missed by.

After the party defeats Zhohn they have a total of ten minutes to flee **Region 5** before it utterly collapses. The earthshaking end of the facility causes all tunnels in **Region 4** to also become unstable. Once the dome collapses those tunnels follow suit in five rounds.

Building C (Facility Overlord's Quarters): This building is mostly empty, save for a few rooms on the first floor that have been converted into the dwelling of the coven leader. If the party has been circumspect in their advance through the facility, they can encounter Zhohn in the midst of planning a counter attack against the forces of the PCs. Once confronted, the coven leader uses his *dimension door* ability to flee and

raise the alarm and his last use to travel to **Building C** to await the arrival of the party.

A careful search of the building finds common items associated with powerful leaders. Bathing and grooming materials are in evidence, as are many changes of clothing of excellent manufacture. A Spot check (DC 20) notes that a single wall block is smoother than the other around it. A second Spot check (DC 15) finds a hidden catch concealed in the mortar groove. Depressing it springs open the front of the block on tiny hinges.

Within the cavity are relics left by an unknown facility overlord. The items and their unusual powers are noted below. All are powered by the essence of the nameless god and never drain of magic. They also gain a +4 bonus on all saves against damage or destruction. The GM is encouraged to create items if desired.

- This copper comb dyes in varying shades hair that passed through its tines. The user selects the color and shade by plucking a sequence of tines. If the thicker end tines are twisted, the comb cuts hair to a length in proportion to the amount the tines are twisted.
- A hand mirror that allows the user to view anyone held dear regardless of range, provided both inhabit the same plane of existence. Note that the viewed individual must also hold the user dear for the mirror to function.
- A small brocaded pouch of black linen that holds a single emerald gem of impressive size. When passed over food or drink, the gem glows briefly, purifying it as per the spell. It also pulsates when

Overtaken by the blessing of the goddust...

Illustrated by Ben Eargle

passed over poison or similarly tainted victuals. Once per day, the gem can change any liquid into a beverage of the wielder's choice. A maximum of one gallon can be so altered.

- This small gold vial contains the raw essence of the nameless god and was reserved for use by the most powerful of the Forgotten overlords. When held against naked flesh, the vial confers a +4 bonus to natural armor class and SR 10. It also permits the wearer to use divine magic items as if a cleric of the same level. If opened, the essence of the nameless god can restore life to someone slain no more than one day. Doing so destroys the magical properties of the vial

Building D (Ruins): The original function of these building is lost to memory. They are largely collapsed with only dim vestiges of their glory evident. A careful inspection of the remains notes that there were once extensive subterranean chambers, but that they too collapsed. There is a flat 10% chance per hour spent searching that some minor (60%) or medium (40%) magic item is found. Regardless of its function, its design is nontraditional and its function is unclear without experimentation.

Building E (Workers' Quarters): This building was once the living quarters for the workers at the facility, but has since been converted to a storage area for Brotherhood supplies and newly processed goddust. The current stockpile of goddust is rather small, as it is shipped to the Canyon of Sealing Sand on a regular basis. There are seven boxes filled with goddust in the building – enough to tainted the entire population of Ireton and the surrounding communities. If the PCs are foolish enough to mess with the containers, they are exposed to pure goddust, requiring a Fortitude save (DC 25) to resist its effects.

Several of the rooms contain stout padded boxes that each holds a bronze vessel with a rubber edged stopper. If investigated, the boxes and vessels are found to be newly fabricated. A Knowledge (local) skill check (DC 12) or Appraise skill check (DC 15) determines that they were made in Port Makhesh. The merchant that had them fashioned is in league with the Brotherhood, and is actively recruiting mercenaries for later conversion.

Building F (Forgotten Golem Factory): One of the most potent uses of goddust by the Forgottens was its incorporation into constructs. The constructs were typical in all ways, save that they gained intelligence as they were exposed to stimuli. Thus the more a construct functioned the more it learned and the more intelligent it became. At its height a construct could achieve human-level intelligence, though they lacked the free will common to mortals. This led to the creation of a permanent servitor class of beings that were constructed to perform either dangerous or mundane tasks.

This building was once the fabrication center for golems that were used to perform maintenance on the facility and to serve the daily needs of the Forgottens stationed there. The building is largely in disrepair,

though there are signs that the interior has recently been tidied and minor repairs have been performed. The activation of the conversion plant (**Building B**) awoke some of the dormant golems who immediately began putting the building into order.

When the party enters the building, a humanoid golem approaches and inquires to their business. It is polite and courteous to visitors, answering simple questions regarding the function of the building and the entire complex. It knows of the presence of the Brotherhood, but is ignorant of their intentions. It knows only that their masters must have sent them to revitalize the complex. If asked who their masters are, the golem only replies that they are the masters and offers no further enlightenment. If the PCs attempt to pass by the golem, it stops them, saying that they are not authorized to venture further. If they persist, additional golems emerge from the shadows and engage the party.

Courteous Forgotten Golem: 31 hp.

Guardian Forgotten Golems (6): 50 hp each.

The guardian Forgotten golems fight until destroyed, but the courteous Forgotten golem flees and barricades itself in the distant room. If the golems are destroyed and the building is searched, the party finds hundreds of golem in the midst of construction by other golems. If left unmolested, the golems are finished at the rate of three per day. If impeded in any fashion, several of the constructing golems attack the party.

Construction Forgotten Golems (6): 31 hp each.

One of the construction golems has access to a *wand of lightning bolts* (8th level, 22 charges) that appears to be a common mallet, which it uses against the PCs. The item is normally used by the golems to cleave large pieces of stone asunder when doing the first crude stages of golem construction. The mallet has a range of touch and discharges when struck against something solid.

A PC who watches the golems being constructed and make a Spot skill check (DC 15) notes that the procedure involves the liberal application of the gray powder to the components. With a successful Spellcraft and Knowledge (arcana) skill check (DC 18), the party can construct a golem of their own, taking an hour. Once completed, the golem recognizes the primary builder at its master and follows that PC as would a small child, asking incessant questions and constantly exploring its world. If properly treated and educated, the golem can become the equivalent of a cohort, but with the statistics of a standard Medium Forgotten golem. There are enough parts for the party to assemble two such golems.

Building G (Unused Hospice): This three-story building is currently unused and has yet to be effectively searched by the Brotherhood. An inspection of the building and a Knowledge (architecture) skill check (DC 15) notes that the construction indicates it was used as a hospice of some type. Forgottens

who were seriously ill would pay for the privilege to reside near a potent source of artificial goddust, as it enhanced their dust of rejuvenation ability.

A search of the building finds a small iron box. When placed near a wounded individual the box opens and extends mechanical arms. The arms tend to the wound, using materials and curative agents located in the box. Each use takes one full minute and functions as one of the following spells: *cure critical wounds*, *cure disease*, *neutralize poison*, or *restoration*. The box can be used seven more times before being rendered useless.

Building H (Mortuary): The culture of the Forgottens was so consumed with the use of goddust that their very flesh became inundated with it. Even though they had mastered the means of manufacturing it artificially, the Forgottens never lost their desire to retain all of it. As such, when someone perished, the body was chemically broken down and the traces of goddust removed. The process was time consuming, taking more than two seasons to complete, but the resulting collection of gray powder was unique in that retained some of the memories of the departed from whence it had come. Often these sachets of powder were returned to the family of the deceased, where they were inhaled to create a permanent memory-bond with the departed loved one.

Once a thriving center of activity, the building is completely empty and dead, eerily mimicking the fate of countless thousands who passed through its halls eons ago. The building is revered by the Brotherhood, though they cannot say exactly why, and is seldom disturbed. As such, the PCs could rest here for several hours without being detected.

Conclusion

Success and failure in this adventure are measured not in riches acquired, but in stopping a threat to the party's holding and removing it. The following text outlines the outcomes of failure or victory.

Failure

Failure can occur in a number of ways. If the party is slain during the assault on Ireton or at the gold mine their failure is obvious. If they are captured by the Brotherhood, they are subjected to minute amounts of goddust and remade by the coven into something more useful. Whether the PCs can progress in their previous lives is up to the GM, but regardless their world has irrevocably changed.

If Ireton should fall during the adventure, it swiftly becomes a major center for the Brotherhood of Dust. Its population is tainted with goddust and it is restructured as a military base from which the Brotherhood begins to branch out across the desert. The ranks of the Brotherhood swell immeasurably, as the population is pressed into military units. The local warlords react in a frenzy of war that further adds to the Brotherhood's numbers. Overnight, the Brotherhood of Dust becomes so powerful that even the Grand Asherake takes notice.

Victorious Outcomes

If the PCs have successfully defeated the Brotherhood at the walls of Ireton and the gold mine, they have secured the safety of their holding and its populace for the time. The collapse of the goddust facility effectively closes the mine forever, lest the party wishes to risk the taint of goddust. Fortunately for them, the seismic event creates landslides nearby that expose a rich vein of gold uncontaminated by the gray powder. At least as valuable as the gold mine they lost to the depredations of the Brotherhood, the PCs can secure enough income to take care of their immediate monetary needs for a few years at least.

The GM must arbitrate any combination of outcomes resulting in a partial success. In all likelihood, partial success means some elements of the Brotherhood survive. Such elements quickly regroup and harass Ireton and the surrounding lands, becoming a vengeful adversary to the PCs' future. While the details are left to the GM, the struggle follows the same basic pattern outlined in the adventure.

Continuing Adventures

The following are suggestions for additional adventures or campaigns. The ideas may need to be modified depending on the final outcome of *Goddust*.

Artifacts of Lost Remembrance

A number of minor goddust-powered machines crafted by the Forgottens find their way into the hands of merchants and travelers. The machines are fairly harmless and perform common daily functions such as carving stone, mending cloth or cooking food. They are all the rage until one shows up capable of flattening a house with the press of a button. Concerned about such unfettered power, the PCs must locate the source of the items.

The items originate from a caravan way station a week's travel from Ireton that once belonged to the Forgottens. The cache is currently in the hands of picker and nightling bandits who stumbled upon it while searching for a new base of operations. Eager for a quick profit, they sold many of the smaller items, while keeping the more powerful ones for themselves. Bizarre armors and weapons that are more akin to familiars protect them against the PCs, as does a pair of dhohrin they have learned to control with a special device.

Machines of No Masters

Some of the facility's golems survived the collapse of the facility and revert to a defensive protocol demanding that the area be secured after the disaster. This area includes the old and new mine and Ireton as well. Desperate for the revenue the mine affords, the party must destroy the golems before the gold ore can be extracted. Even then, the PCs find that the golems are becoming increasingly intelligent since the destruction of the facility. The golems begin to learn from their mistakes and employ cunning traps and ambushes to

protect the mine. If not stopped, the golems continue to construct new golems and quickly organize into an antagonistic barrier to the expansion of the PCs' power. In time, the golems expand still more, pressing against the very edge of Ireton in an attempt secure the ancient parameters of the facility.

Fateful Findings

As he was investigating the ancient facility Zhohn discovered the location of several more scattered throughout Arena. Even if the coven leader does not escape the destruction of the Forgotten's facility, knowledge of this discovery reaches Drev Nostrum who immediately acts upon it. Within weeks of the party's victory, the Brotherhood secures a smaller goddust-producing facility.

Covert attacks against the resources of the party continue about Ireton and within until the insurgents are exposed and dealt with. If the GM wishes, the party can lead an assault against the new coven, earning the eternal hatred of the Brotherhood. Regardless of whether the Brotherhood is rebuffed, they make repeated attempts to destabilize the rule of the PCs.

Appendix A: Goddust NPCs

Zhohn Mirhandawl, Dusted Male Human Sor12: CR 14; Medium Aberration (Augmented Humanoid); HD 12d4+36; hp 72; Init +5; Spd 30 ft.; AC 23 (+4 bracers, +3 ring, +1 Dex, +5 natural), touch 19, flat-footed 22; BAB +6, Grpl +6; Atk +6/+6/+6 melee (1d4 plus venom, 3 tentacles) and +7/+3 melee (1d4+3/19-20x2, +3 dagger); Space/Reach 5 ft./5 ft. (10 ft. with tentacles); SA Improved grab, powder of pain, reforge, spells, venom; SQ dust of rejuvenation, goddust effects, shapechange mastery, summon familiar; AL LE; SV Fort +9, Ref +9, Will +14; Str 10, Dex 13, Con 16, Int 16, Wis 14, Cha 21.

Skills & Feats: Bluff +14, Concentration +16, Craft (leatherwork) +12, Decipher Script +7, Knowledge (arcana) +16, Knowledge (history-Forgottens) +17, Profession (miner) +16, Spellcraft +18, Use Magic Device +7; Combat Casting, Improved Counterspell, Improved Initiative, Iron Will, Lightning Reflexes, Magical Aptitude, Multiattack.

Languages: Asherake, Common, Dover, Tongue of the Forgottens (written only).

Gifts: Danger Sense (earned).

Possessions: +3 dagger, bracers of armor +4, cloak of resistance +2, ring of protection +3, elemental gem (gray, summons a dhohrin), potion of cure serious wounds (x2), wand of lightning bolt (5th level, 13 charges), pouch: 23 gp, 5 sp, 2 cp, rubies (5x100 gp), diamonds (6x 200 gp).

Goddust Effects (Su): Zhohn possesses the following goddust effects: carapace (+2 natural AC), dispelling touch 4/day, enhanced stamina (+2), major arcane spell-like ability (*antimagic field* and *dimension door* 4/day), major divine spell-like ability (*freedom*

of movement and *flame strike*, each 4/day), precision (Knowledge [history-Forgottens] and Profession [miner]), tentacles (6, retractable), and venom (via tentacles, injury DC 13, 1d6 Dex/1d6 Dex).

Sorcerer Spells Known (Spells per day: 6/8/7/7/7/6/3; base save DC = 15 + spell level): 0-daze, detect magic, flare, mage hand, message, open/close, ray of frost, read magic, resistance; 1st-charm person, color spray, disguise self, mage armor, magic missile, shield; 2nd-blur, hideous laughter, scorching ray, spider climb, touch of idiocy; 3rd-blink, fireball, hold person, lightning bolt; 4th-enervation, lesser globe of invulnerability, stone shape; 5th-cone of cold, hold monster; 6th-circle of death.

Born in the Canyon of Sealing sands, Zhohn is a direct descendant of the first inhabitants. This pedigree combined with his arcane talent has allowed him to progress quite high in the Brotherhood hierarchy. To date he has successfully created three covens, though none as important as that near Ireton. A capable leader, Zhohn is extremely ruthless, sacrificing his own forces for the greater good of the Brotherhood. His one failing comes from arrogance. He is the foremost Brotherhood scholar on the Forgottens and does not brook any disagreement with his conclusions. When confronted by an obvious error on his part he is far more likely to kill to observer who pointed it out than to correct his reasoning.

NPC Continuation: Far too valuable to discard, even after such a spectacular failure, the sorcerer is given a chance to create another coven. This one is located less than two week's travel from Ireton, at an abandoned mine long thought to be haunted. It is in truth a small outpost of the Forgottens, and though it does not possess a goddust conversion facility, it does have an impressive array of combat trained golems long dormant. With these, Zhohn dogs the steps of the party, ever seeking a weakness he and the Brotherhood can exploit.

Episode 1: A Future Lost

Dusted Agent, Male Human Ftr6: CR 8; Medium Aberration (Augmented Humanoid); HD 6d10+18; hp 63; Init +6; Spd 30 ft.; AC 19 (+1 shield, +2 Dex, +6 natural), touch 12, flat-footed 17; BAB +6, Grpl +9; Atk +9/+9/+9 melee (1d4+3, 3 tentacles) and +8/+6 melee (1d8+4/19-20, +1 longsword), or +8/+8/+6 ranged (1d6/x3, shortbow); Space/Reach 5 ft./5 ft. (10 ft. with tentacles); SA Improved grab, powder of pain, reforge; SQ Dust of rejuvenation, goddust effects, shapechange mastery; AL NE; SV Fort +8, Ref +4, Will +2; Str 16, Dex 14, Con 16, Int 12, Wis 10, Cha 10.

Skills & Feats: Climb +7, Intimidate +5, Jump +7, Spot +4, Swim +1; Combat Expertise, Far Shot, Improved Initiative, Multiattack, Point Blank Shot, Power Attack, Precise Shot, Rapid Shot.

Possessions: Light steel shield, +1 longsword, shortbow, quiver with 14 arrows, 6 +1 arrows, belt pouch: 2d6 gp, 3d6 sp, 1d2 20 gp rubies.

Goddust Effects (Su): The agents possess the following goddust effects: carapace (+3 natural AC) and tentacles (6, retractable).

Dusted Agent Leader, Male Human Ftr 8: CR 10; Medium Aberration (Augmented Humanoid); HD 8d10+24; hp 84; Init +7; Spd 30 ft.; AC 22 (+3 shield, +3 Dex, +6 natural), touch 13, flat-footed 19; BAB +8, Grpl +11; Atk +11/+11/+11/+11 melee (1d4+3, 4 tentacles) and +11/+9 melee (1d8+5/19-20, +2 *longsword*); Space/Reach 5 ft./5 ft. (10 ft. with tentacles); SA Improved grab, powder of pain, reforge; SQ Dust of rejuvenation, goddust effects, shapechange mastery; AL NE; SV Fort +9, Ref +4, Will +3; Str 16, Dex 16, Con 16, Int 12, Wis 12, Cha 14.

Skills & Feats: Climb +7, Intimidate +7, Jump +10, Spot +4, Swim +4; Combat Expertise, Dodge, Far Shot, Improved Initiative, Multiattack, Point Blank Shot, Power Attack, Precise Shot, Rapid Shot.

Possessions: +2 *light steel shield*, +2 *longsword*, belt pouch: 4d6 gp, 6d6 sp, 1d4 50 gp diamonds.

Goddust Effects (Su): The agent leader possesses the following goddust effects: carapace (+3 natural AC), major arcane spell-like ability (*lightning bolt* and *web* each 3/day), and tentacles (8, retractable).

Fortress Guard, Male Human Ftr6: CR 6; Medium Humanoid; HD 6d10+12; hp 57; Init +6; Spd 20 ft.; AC 18 (+5 scale mail, +1 shield, +2 Dex), touch 12, flat-footed 16; BAB +6, Grpl +9; Atk +9/+4 melee (1d8+5/19-20, +2 *longsword*); Space/Reach 5 ft./5 ft.; AL N; SV Fort +7, Ref +4, Will +2; Str 16, Dex 14, Con 15, Int 12, Wis 10, Cha 10.

Skills & Feats: Climb -4, Jump -4, Spot +5, Swim -10; Combat Expertise, Far Shot, Improved Initiative, Point Blank Shot, Power Attack, Precise Shot, Rapid Shot.

Possessions: +1 *scale mail*, light steel shield, +2 *longsword*, belt pouch: 2d6 gp, 3d6 sp, 1d3 50 gp rubies.

Dusted Fortress Guard, Dusted Male Human Ftr6: Use the stats of the Dusted Agent. Change his AC to 21 and his Speed to 20 feet.

Episode 2: Dust and Sand

Vanguard Skirmisher, Dusted Male Human or Dover Ftr4: CR 6; Medium Aberration (Augmented Humanoid); HD 4d10+8; hp 38; Init +6; Spd 20 ft.; AC 16 (+3 studded leather, +1 shield, +2 Dex), touch 12, flat-footed 14; BAB +4, Grpl +6; Atk +6/+6 melee (1d4+2, 2 tentacles) and +4/+4 melee (1d8+2/19-20, 2 *longswords*), or +6 ranged (1d6/x3, shortbow); Space/Reach 5 ft./5 ft. (10 ft. with tentacles); SA Improved grab, powder of pain, reforge; SQ Dust of rejuvenation, goddust effects, shapechange mastery; AL NE; SV Fort +6, Ref +3, Will +1; Str 15, Dex 14, Con 15, Int 12, Wis 10, Cha 10.

Skills & Feats: Battlespeak +3, Climb +5, Jump +5, Spot +2 (+6 if human), Swim +1; Combat Expertise, Far Shot, Improved Initiative, Multiattack, Point Blank Shot, Power Attack, Precise Shot (if human).

Possessions: Studded leather, light wood shield, *longsword*, shortbow, quiver with 40 arrows, belt pouch: 1d4 gp, 1d6 sp, 1d3 20 gp rubies.

Goddust Effects (Su): The skirmishers possess the following goddust effects: extra arms (2) and tentacles (5).

Episode 4: The God Well

Brotherhood Guard, Dusted Male Human Ftr6: CR 8; Medium Aberration (Augmented Humanoid); HD 6d10+18; hp 63; Init +6; Spd 30 ft.; AC 23 (+4 chain shirt, +1 shield, +2 Dex, +6 natural), touch 12, flat-footed 21; BAB +6, Grpl +9; Atk +9/+9/+9 melee (1d4+3, 3 tentacles) and +8/+6 melee (1d8+4/19-20, +1 *longsword*), or +8/+8/+6 ranged (1d6/x3, shortbow); Space/Reach 5 ft./5 ft. (10 ft. with tentacles); SA Improved grab, powder of pain, reforge; SQ Dust of rejuvenation, goddust effects, shapechange mastery; AL Any evil; SV Fort +8, Ref +4, Will +2; Str 16, Dex 14, Con 16, Int 12, Wis 10, Cha 10.

Skills & Feats: Climb +10, Intimidate +7, Jump +10, Spot +9, Swim +2; Cleave, Combat Expertise, Far Shot, Improved Initiative, Multiattack, Point Blank Shot, Power Attack, Precise Shot, Rapid Shot.

Possessions: Chain shirt, light steel shield, +1 *longsword*, masterwork shortbow, quiver with 20 arrows, belt pouch: 2d6 gp, 3d6 sp, 1d3 10 gp diamonds.

Goddust Effects (Su): The agents possess the following goddust effects: carapace (+3 natural AC) and tentacles (6, retractable).

Courteous Forgotten Golem: CR 3; Medium Construct; HD 2d10+20; 31 hp; Init +0; Spd 40 ft.; AC 14 (+4 natural), touch 10, flat-footed 14; BAB +1, Grpl +2; Atk +2 melee (1d6+1, slam); Space/Reach 5 ft./5 ft.; SQ Construct traits, darkvision 60 ft., dust of rejuvenation, hardness (8), low-light vision; AL N; SV Fort +0, Ref +0, Will +2; Str 12, Dex 10, Con -, Int 16, Wis 15, Cha 12.

Skills & Feats: Bluff +6, Diplomacy +10, Gather Information +6, Knowledge (architecture and engineering) +8, Sense Motive +9; Negotiator.

Dhohrin: CR 11; Large Construct; HD 14d10+30; 135 hp; Init +4; Spd 30 ft., burrow 50 ft.; AC 25 (-1 size, +2 Dex, +14 natural), touch 11, flat-footed 23; BAB +10, Grpl +26; Atk +19/+19 melee (1d6+6, 2 slams); Space/Reach 10 ft./10 ft.; SA Gem missile; SQ Construct traits, darkvision 60 ft., dust of rejuvenation, earth glide, immunities, low-light vision, magic refutation, SR 25, tremorsense 120 ft.; AL N; SV Fort +4, Ref +6, Will +6; Str 27, Dex 14, Con -, Int 6, Wis 15, Cha 12.

Skills & Feats: Climb +12*, Hide +3*, Move Silently +6*, Spot +6; Combat Reflexes, Improved Grapple, Improved Initiative, Stunning Fist, Weapon Focus (slam)

Guardian Forgotten Golem: CR 4; Medium Construct; HD 4d10+20; 50 hp; Init +7; Spd 40 ft.; AC 21 (+3 Dex, +8 natural), touch 13, flat-footed 18; BAB +1, Grpl +5; Atk +5 melee (2d6+4, slam); Space/Reach 5 ft./5

ft.; SQ Construct traits, darkvision 60 ft., dust of rejuvenation, hardness (8), low-light vision; AL N; SV Fort +0, Ref +3, Will +1; Str 18, Dex 16, Con –, Int 12, Wis 12, Cha 10.

Skills & Feats: Balance +6, Climb +7, Listen +7, Spot +8, Tumble +9; Improved Initiative, Power Attack.

Construction Forgotten Golem: CR 3; Medium Construct; HD 2d10+20; 31 hp; Init +0; Spd 40 ft.; AC 14 (+4 natural), touch 10, flat-footed 14; BAB +1, Grpl +2; Atk +2 melee (1d6+1, slam); Space/Reach 5 ft./5 ft.; SQ Construct traits, darkvision 60 ft., dust of rejuvenation, hardness (8), low-light vision; AL N; SV Fort +0, Ref +0, Will +2; Str 12, Dex 10, Con –, Int 12, Wis 8, Cha 11.

Skills & Feats: Craft (sculpting) +5, Knowledge (architecture and engineering) +5, Spellcraft +2, Use Magic Device +5; Magical Aptitude.

Tainted Miner, Dust Male Human or Dover, Exp4: CR 4; Medium Aberration (Augmented Humanoid); HD 4d6+4; hp 22 (25 if human); Init +0; Spd 30 ft.; AC 13 (+3 natural), touch 10, flat-footed 13; BAB +3, Grpl +5; Atk +5 melee (1d4+2, 1 tentacle) and +3/+3 melee (1d4+2, 2 slams); Space/Reach 5 ft./5 ft. (10 ft. with tentacles); SA Improved grab, powder of pain, reforge; SQ Dust of rejuvenation, goddust effects, shapechange mastery; AL NE; SV Fort +4, Ref +1, Will +2; Str 14, Dex 10, Con 12, Int 10, Wis 7, Cha 8.

Skills & Feats: Appraise +6, Climb +7 (+9 if human), Escape Artist +6, Heal +3, Jump +6, Profession (miner) +4 (+7 if human), Spot +4 (+6 if human), Survival +6; Endurance, Great Fortitude, Multiattack, Self-Sufficient, Toughness (if human).

Possessions: None.

Goddust Effects (Su): The miners possess the following goddust effects: dulled senses (-3 Wis), extra arms (2) and tentacles (2).

Appendix B: Creatures

Dusted Creature

Those affected by goddust are forever altered by the contact. The enigmatic powder that mindlessly exerts the power of the nameless god taints individuals, transforming them into hideous aberrations that cling to the physical memory of their former selves. Appearing as parodies twisted by callous hands, dusted creatures retain the general form they once held, but are usually augmented by additional limbs and organs, giving them an alien aspect and mentality. Curious, burn-like scars mark the location of all external mutations – the toxic effects when goddust first enters the body.

Dusted creatures speak any languages they knew previously.

Sample Dusted Creature

This example uses a tiny desert lizard as the base creature. One of the few dusted creatures to breed true, they are becoming increasingly common throughout Arena and Gloomskain beneath.

Nomin

Huge Aberration (Augmented Animal)

Hit Dice: 12d8+½d8+60 (135 hp)

Initiative: +2

Speed: 20 ft. (4 squares), burrow 20 ft.

AC: 16 (-2 size, +2 Dex, +6 natural), touch 10, flat-footed 14

Base Attack/Grapple: +9/+25

Attack: Tentacle +17 melee (1d8+8)

Full Attack: 10 tentacles +17 melee (1d8+8) and bite +15 melee (2d8+8)

Space/Reach: 15 ft./10 ft.

Special Attacks: Improved grab, powder of pain, reforge

Special Qualities: Aberration traits, dust of rejuvenation, low-light vision, shapechange mastery

Saves: Fort +13, Ref +6, Will +5

Abilities: Str 27, Dex 7, Con 20, Int 1, Wis 12, Cha 2

Skills: Balance +8*, Climb +18*, Hide +4, Listen +6, Spot +6

Feats: Combat Expertise, Improved Initiative, Multiattack, Run, Weapon Finesse

Climate/Terrain: Warm deserts

Organization: Solitary

Challenge Rating: 8

Treasure: –

Alignment: Neutral evil

Advancement: –

Combat

Reactionary behemoths, dusted desert lizards (also known as nomins) are extremely protective of sources of goddust. They attack any perceived threat, pursuing it for miles if necessary.

Improved Grab (Ex): If a nomin hits an opponent smaller than itself with a tentacle attack, it deals normal damage and may attempt to start a grapple as a free action without provoking an attack of opportunity. No initial touch attack is required. If the nomin gets a hold as a result of this special attack, it pulls the grappled opponent into its space. This movement does not provoke attacks of opportunity. The nomin has the option to conduct the grapple normally, or simply to use its tentacles to hold the opponent, inflicting tentacle damage each round where the grapple is maintained. If it chooses to do the latter, it suffers a -20 penalty to grapple checks, and can use its remaining attacks against other opponents.

A nomin is not considered grappled while it holds an opponent, so it still threatens adjacent squares and retains its Dexterity bonus. It can

even move (possibly carrying away the opponent), provided it can drag the opponent's weight.

Skills: Nomins have a +8 racial bonus on Balance checks. They also have a +10 racial bonus on Climb checks and can take 10 on Climb checks even if rushed or threatened. Nomins use their Dexterity modifier instead of their Strength modifier (if better) for Climb checks.

Powder of Pain (Su): Once every 1d4 rounds a nomin can shed a cloud of goddust in a 10-foot radius about itself. This cloud of goddust is extremely diluted in effect and cannot provoke a roll on the Goddust Effects Table. Any living entity within the radius of the cloud must make a Fortitude save (DC 12) or be wracked by painful spasms (treat as stunned) for 1d6 rounds as the victim's flesh contorts and attempts to change.

Reforge (Su): The divine energy that inundates the dusted creature also allows it to affect the physical reality of the Forge once per day, to a range of 120 feet. Such changes are permanent but cannot exceed two 10-foot cubes. Any physical material can be affected, whether natural or artificial. If used against a living target, the target is allowed a Fortitude save (DC 12) to resist the attack. The target takes 4d6 points of damage, save for half damage.

Dust of Rejuvenation (Su): While within 60 feet of a source of goddust, either natural or artificial, a nomin heals 10 points of damage per round as if it possessed the regeneration 10 ability.

Shapechange Mastery (Su): A nomin has complete control over any polymorph or shapechange effect, altering its shape at will for the duration of the effect. The duration of shapechange and polymorph effects are doubled when applied to a nomin.

Special: The desert lizard rolled gigantism once and tentacles three times on the Goddust Effects Table.

Creating a Dusted Creature

"Dusted" is an acquired template that can be added to any living non-plant that possesses a Constitution score (referred to hereafter as the base creature). The acquisition of this template requires that the base creature be exposed to goddust and roll for results on the Goddust Effects Table (see the Brotherhood of Dust entry in Chapter Five).

A dusted creature uses all the base creature's statistics and special abilities except as noted here. Do not recalculate the creature's base attack bonus, saves, or skill points if its type changes. Recalculation for base attack bonus, saves, and skills are required if the base creature rolls gigantism or dwarfism on the Goddust Effects Table, with all changes made according to the base creature's original type.

Size and Type: Though the observable physique of a dusted creature may change slightly, their internal structure is greatly altered. Their type changes to aberration (augmented of their previous type). Thus a dusted scorpion would have a type of aberration (augmented vermin).

Hit Dice: Any racial Hit Dice are changed to d8s. If gigantism was rolled on the Goddust Effect Table add 3 racial Hit Dice per size increased. If dwarfism is rolled, subtract 1 racial Hit Die per size decreased (minimum of ½ HD or racial average, whichever is lower).

Speed: Same as the base creature.

Armor Class: The base creature's natural armor class improves by +3 as his flesh becomes thick, rubbery, and resistant to attacks.

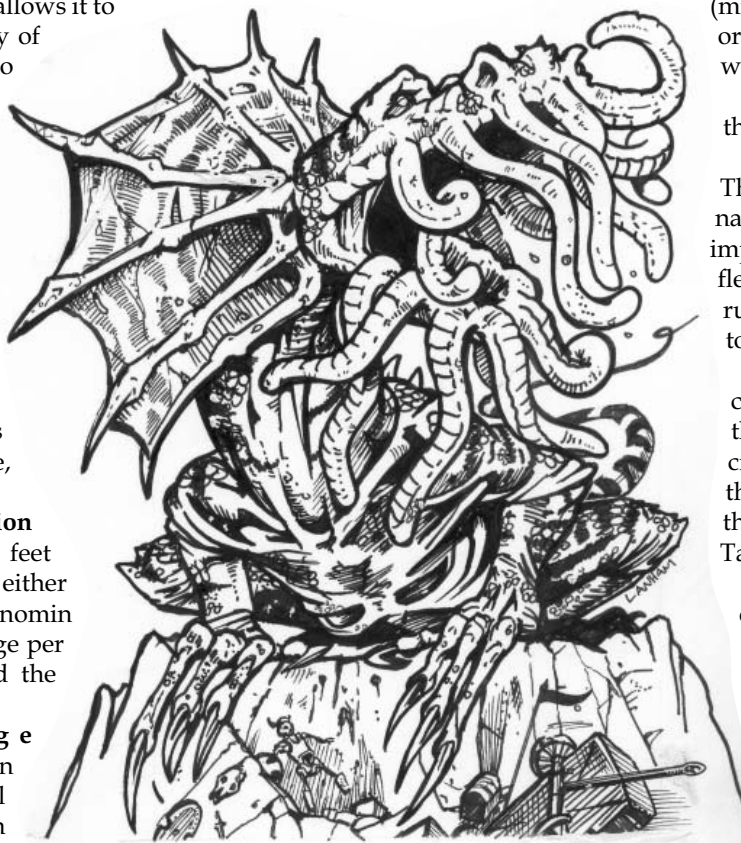
Attack: A dusted creature retains all the attacks of the base creature and gains those determined on the Goddust Effects Table.

Full Attack: A dusted creature fighting without weapons relies on the natural attacks of the base creature and those gained from the Goddust Effect Table. If using a weapon, it typically wields it as the primary weapon with any natural weapons as a secondary attack.

Damage: Same as the base creature, though 'gigantism' and 'dwarfism' results on the Goddust Effects Table alters damage according the base creature's new size. Natural attacks gained from goddust deliver damage according the size of the dusted creature.

Special Attacks: A dusted creature retains all the special attacks of the base creature and gains that described below. Saves have a DC of 10 + ½ dusted creature's HD + dusted creature's Cha modifier unless otherwise noted.

Powder of Pain (Su): Once every 1d4 rounds a dusted creature can shed a cloud of goddust in a 10-



foot radius about itself. This cloud of goddust is extremely diluted in effect and cannot provoke a roll on the Goddust Effects Table. Any living entity within the radius of the cloud must make a Fortitude save or be wracked by painful spasms (treat as stunned) for 1d6 rounds as the victim's flesh contorts and attempts to change. The dispelling touch, major negation touch, and minor negation touch special abilities, gained from the Goddust Effects Table, can also be used via this ability if desired.

Reforge (Su): The divine energy that inundates the dusted creature also allows it to affect the physical reality of the Forge once per day, to a range of 120 feet. Such changes are permanent but cannot exceed one 10-foot cube plus one cube per Wisdom bonus. The alterations instilled are indicative of the dusted creature. A dusted mouse cannot create a flight of steps up a tower face, but it can create a pit beneath the feet of adventurers. Any physical material can be affected, whether natural or artificial. If used against a living target, the target is allowed a Fortitude save to resist the attack. The target takes 2d6 points of damage per 10-foot cube that can be affected, save for half damage.

Special Qualities: A dusted creature retains all special qualities of the base creature and gains those described below. Some results on the Goddust Effects Table offer unique benefits if combined with other effects of special abilities. Some of those combinations are described below under the heading of their names on the Goddust Effects Table.

Dust of Rejuvenation (Su): While within 60 feet of a source of goddust, either natural or artificial, a dusted creature heals 10 points of damage per round as if it possessed the regeneration 10 ability. This quasi-effect functions exactly as regeneration, but only for those entities tainted by goddust.

Shapechange Mastery (Su): The frightful transformation of the base creature into a dusted creature permits it to have complete control over any polymorph or shapechange effect, altering its shape at will for the duration of the effect. Thus if subjected to a *baneful polymorph*, a dusted creature can select any transformation it desires throughout the duration. Also, the duration of shapechange and polymorph effects are doubled when applied to a dusted creature.

Abilities: Same as the base creature except as indicated according to the Goddust Effect Table.

Skills: Same as the base creature except as indicated according to the Goddust Effect Table.

Feats: Same as the base creature.

Environment: Same as the base creature.

Organization: If possessing Int 6 or greater – solitary, cell (2-5), or coven (6-36); otherwise same as the base creature.

Challenge Rating: Same as the base creature +2.

Treasure: Same as the base creature.

Alignment: Any non-good.

Advancement: Same as the base creature.

Level Adjustment: Same as the base creature +3

Dusted Characters

Extremely rare, dusted creatures tend to gravitate towards each other, forming colonies about sources of goddust. These colonies inhabit abandoned mines, ancient ruins, or in exceptional cases, subterranean spaces beneath civilized areas. Driven by the restless will of the nameless god, dusted creatures are always evil, which causes characters of certain classes to lose some class abilities that are based on alignment.

Dhohrin

Large Construct

Hit Dice: 14d10+30 (135 hp)

Initiative: +4

Speed: 30 ft. (6 squares), burrow 50 ft.

AC: 25 (-1 size, +2 Dex, +14 natural), touch 11, flat-footed 23

Base Attack/Grapple: +10/+26

Attack: Slam +19 melee (1d6+6)

Full Attack: 2 slams +19 melee (1d6+6)

Space/Reach: 10 ft./10 ft.

Special Attacks: Gem missile

Special Qualities: Construct traits, darkvision 60 ft., dusted, earth glide, immunities, low-light vision, magic refutation, SR 25, tremorsense 120 ft.

Saves: Fort +4, Ref +6, Will +6

Abilities: Str 27, Dex 14, Con –, Int 6, Wis 15, Cha 12

Skills: Climb +12*, Hide +3*, Move Silently +6*, Spot +6; Combat Reflexes, Improved Grapple, Improved Initiative, Stunning Fist, Weapon Focus (slam)

Climate/Terrain: Any land

Organization: Solitary or cluster (2-6)

Challenge Rating: 11

Treasure: Triple standard (gems only)

Alignment: Always neutral

Advancement: 15-20 HD (Large); 21-32 HD (Huge); 33-42 HD (Gargantuan)

Appearing as nothing more than patches of loose earth, rock, and uncut gems when stationary, dhohrins take on humanoid form when active. Dhohrin can be very amorphous when wishing to and can ooze over obstacles or through smaller openings such as windows or cavern fissures if given enough time. Their coloration varies, dependent on the material that composes their mass, but is always dotted with uncut gems of high quality. Saturated by goddust – the essence of the nameless god – dhohrins are sentient constructs that guard the source of their existence either in its natural state or in artificial conduits crafted by beings such as the Forgotten. Taking life from the very quintessence of divinity, they are potent defenders, reacting to threats with force.

Though intelligent, dhohrin do not seem to speak or understand any language.

Combat

A being of brute force, a dhohrin attacks any perceived threat by expelling gem missiles and slamming their arms into opponents like sledgehammers.

Gem Missile (Su): Though the sacrifice of hit points, a dhohrin can embed a portion of its essence into the gems that cling to its surface. Thus charged, the gems can be expelled one per round with unerring accuracy at any target within 120 feet. A gem inflicts 1d6 points of damage to a target per hit point the dhohrin relinquished to that gem (maximum of 6 hp for 6d6 hp of damage to the target). The gem missile attack can be made in addition to the dhohrin's melee attacks. The construct is never obligated to make such an attack or sacrifice its hit points.

Dusted (Su): While within 60 feet of a source of goddust, either natural or artificial, a dhohrin heals 10 points of damage per round as if it possessed the regeneration 10 ability. This quasi-effect functions exactly as regeneration, but only for those entities tainted by goddust.

Earth Glide (Su): A dhohrin can glide through stone, dirt, or almost any sort of earth except metal as easily as a fish moves through water. It burrowing leaves behind no tunnel or hole, nor does it create any ripple or other sign of its presence. A *move earth* spell cast on an area containing a burrowing dhohrin flings the dhohrin back 30 feet and deals 4d6 damage.

Immunities: Dhohrins are immune to mind-affecting effects, poison, *sleep*, paralysis, stunning, disease, death effects, necromantic effects, and any effect that requires a Fortitude save unless it also works on objects. It is not subject to critical hits, nonlethal damage, ability damage, ability drain, fatigue, exhaustion, or energy drain.

Magic Refutation (Su): In addition to spell resistance, dhohrin can turn away magic effects cast against them or which they come into contact with by expending hit points equal to the level of the spell. Thus a dhohrin that is the target of *magic missile* and *move earth* spells can dispel both by sacrificing 7 hp. This can be performed as a free action as long as the dhohrin still possesses hit points. This ability can be used after the spell resistance check has been made.

Tremorsense (Ex): A dhohrin is sensitive to vibrations in the ground and can automatically pinpoint the location of anything that is in contact with the ground to a range of 120 feet.

Skills: Dhohrin gain a +8 racial bonus to Climb, Hide, and Move Silently skill checks if the construct is underground or in otherwise rocky terrain.

Guardian Golem of Penakhimen

Large Construct

Hit Dice: 20d10+30 (180 hp)

Initiative: +9

Speed: 20 ft. (4 squares)

AC: 32 (-1 size, +5 Dex, +18 natural), touch +14, flat-footed +27.

Base Attack/Grapple: +15/+29

Attack: Tentacle +25 melee (1d6+10)

Full Attack: 7 tentacles +25 (1d6+10), bite +23 (2d6+5), and tail slam +21 (1d8+10)

Space/Reach: 10 ft./20 ft.

Special Attacks: Constrict, improved grab, *slow*

Special Qualities: Collective knowledge, construct qualities, damagereduction10/adamantine, darkvision 60 ft., earth glide, low-light vision, magic immunity, telepathic bond

Saves: Fort +6, Ref +11, Will +8.

Abilities: Str 30, Dex 20, Con -, Int 10, Wis 15, Cha 10.

Skills: Craft (metalworking) +22, Craft (stonemason) +22, Hide +26*, Knowledge (architecture and engineering) +25, Knowledge (dungeoneering) +22, Knowledge (geology) +22, Knowledge (history) +22, Knowledge (underground ecosystems) +22, Listen +24, Search +22*, Speak Language +19, Spellcraft +25, Spot +24

Feats: Cleave, Great Cleave, Improved Initiative, Multiattack, Power Attack, Improved Sunder, Skill

Focus (architecture and engineering)

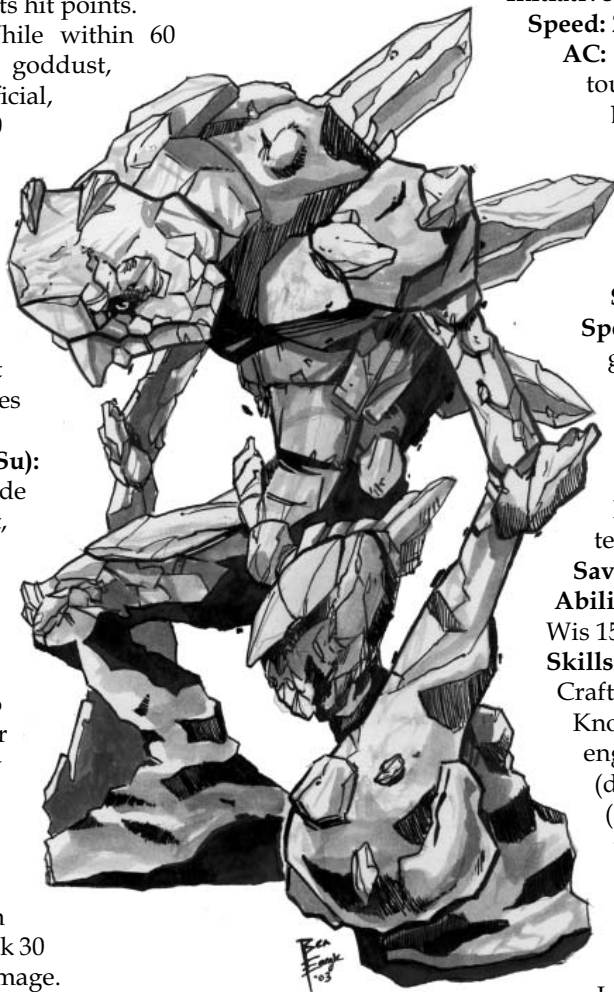
Environment: Beneath the city of Penakhimen

Organization: Solitary, pair, workforce (3-10), or array (4-19)

Alignment: Always lawful neutral

Advancement: None

Guardian golems are programmed to do whatever is necessary to insure the eternal survival of the city of Penakhimen. Normally, they will do nothing that endangers their own existence, because in order to insure that the city survives forever, they must survive forever. Though they almost never communicate with the people of the city, and have no interest



in individuals, they spend a lot of time secretly watching and listening to them. They have no treasure, but they know many secrets, including the location of rich veins of gold, and on a few occasions throughout history they have used their knowledge to bribe individuals they would otherwise have had to fight. They do not yet know about Dalthomar's scheme, but if and when they find out, they will not be pleased.

Combat

Guardian golem combat strategies can be divided into two categories. They normally fight in ways designed to absolutely minimize any chance they'll be killed. But if the city or the array can't be preserved in any other way, they fight to the death without hesitation. They use *stone tell* to gather information about the enemy before they attack. If they want to question the enemy, and are in an area with natural rock, they may use *transmute rock to mud* on the rock on which the enemy stands, and then use *transmute mud to rock* once their target has sunk into the mud. If their targets fail their Reflex saves, this leaves them buried hip deep in solid rock. They may use *flesh to stone* to take hostages. If their enemies are underground, the golems may use their spell-like powers to collapse the passage or cave their enemies are in, thus burying them alive. If their enemies are on the surface, the golems may sink whatever building they are in. Unless one has some magic or ability that allows for movement (and breath) while buried alive, it's almost impossible to get close enough to a guardian golem to force it to engage in melee.

Assuming their enemies can function in solid rock, they'll try to select a battleground that favors their abilities while hindering the enemy. Unless there's absolutely no alternative, they'll never fight in an area where the battle might permanently damage the city. They prefer to use their spell-like abilities to attack from the greatest distance possible, and will try to know in advance which enemies are most dangerous, and therefore which should be targeted first. They prefer to outnumber whatever individual or group they are attacking by at least 4 to 1, but will never commit all 19 golems to any battle. If confronted by a group of the enemy, they use *wall of stone*, *wall of force* and *wall of iron* powers to either separate their targets, so they can be attacked separately, or to block the enemy's advance, while they retreat. *Spike stones* may be used to slow the enemy's advance. Their Telepathic Bond allows for efficient teamwork. When 2 or more golems attack the same target, they'll attack at the same instant, to make it harder for the enemy to dodge or block the attacks. They avoid fighting near large masses of metal that might prevent them from escaping by an Earth Glide. They avoid fighting areas filled with worked stone, since their *transmute rock to mud* power only works on natural, unworked rock. By using their *transmute mud to rock* spell-like ability to heal any lost hit points, they gain a virtually unlimited supply of healing magic, as long as they're in an area of natural

rock that can if necessary be turned to mud. If they're seriously wounded, they'll retreat, heal their hit points, and then attack again. They use *chill metal* and *heat metal* on enemies who use metal weapons, armor or magical items. If the enemy gets close enough, their *slow* ability helps them gain the initiative. Their near total Magical Immunity renders most magic users impotent against them. The two spells they fear are *transmute rock to mud*, which acts as a *slow* spell, and *stone to flesh*, which greatly increases their vulnerability until they can use *flesh to stone*. If either is used against them, they retreat until the spell loses its effectiveness. Since they can cast *slow*, the use of *transmute rock to mud* against them often means a golem and its enemies suffer the same disadvantage. If one golem has been *slowed*, other golems may try to pick it up with their tentacles, and carry it away from the battle. Since each golem can only use *flesh to stone* 3 times per day, an enemy with four *stone to flesh* spells for every golem they're attacking would be dangerous. In this case, the golems would resort to *stoneskin*.

Constrict: A guardian golem may crush its opponent after making a successful Improved Grab check. The golem's constriction inflicts 1d10+10 damage per grappling tentacle.

Improved Grab (Ex): If a guardian golem hits an opponent of medium size or smaller with at least three of its tentacles in a single round, it deals normal damage, and it can attempt to start a grapple as a free action without provoking attacks of opportunity. If the golem's grapple attempt succeeds, it can pull the opponent into its space, without provoking attacks of opportunity. It may then choose to constrict the opponent (see above) or use two tentacles to hold the opponent while it deals with other threats. If it does the latter, it takes a -4 penalty on grapple checks, but is not considered grappled itself. It may threaten an area, and may use its other attacks on other opponents without losing its Dexterity bonus to AC. It can move, assuming it can drag the grappled opponent's weight.

Slow (Su): Like a non-sentient stone golem, a guardian golem can cast a *slow* spell as a free action once every 2 rounds. This ability has a range of 10 feet, with a 7 round duration and requires a successful Will save (DC 13) to negate.

Spell-like Abilities: Constant—*comprehend languages, tongues*; At will—*meld into stone, move earth, stone shape, stone tell, transmute mud to rock, transmute rock to mud, wall of stone*; 3/day—*flesh to stone, repel metal or stone, spike stones, stoneskin, stone to flesh*; 1/day—*chill metal, heat metal, wall of force, wall of iron*; 1/week—*permanency* (used only to make *Wall of Force* permanent). These abilities are as the spells cast by a 20th level sorcerer.

Collective Knowledge: Because of the telepathic link that unites the guardian golems, each can draw upon the collective knowledge of all the other guardian golems, granting them a plus one bonus for each surviving golem to each possessed skill.

Earth Glide (Ex): Guardian golems can move through stone, dirt, and sand but not metal in the

same way that earth elementals can. They do not leave a tunnel or any other sign of their passing behind them.

Magic Immunity (Ex): Guardian golems, like non-sentient stone golems, are immune to almost all spells, spell-like abilities, and supernatural effects, with the following exceptions. *Transmute rock to mud* has the same effect on the golem as a *slow* spell for 2d6 rounds, with no saving throw. A guardian golem may use its *transmute mud to rock* spell-like ability to heal any lost hit points. A *stone to flesh* spell does not change the golem's structure, but makes it vulnerable to any normal attack until the golem can use its *flesh to stone* spell-like ability to turn back into stone.

Skills: Because they are made of rock, guardian golems have a +8 racial bonus to Hide checks when they are against a rocky background. They may also use their Search skill to check for signs that the rocks, metal and other materials that support the city are weakening.

Telepathic Bond: All guardian golems are mentally linked together by a permanent spell-like effect that resembles *telepathic bond*.

Sand Hidden Horrors

The blood red sands of Arena shield many secrets from the eyes of the casual observer, both fabulous and appalling. The sprawling wasteland of Arena is home to more vile denizens than most worlds. Many of these monstrosities have remained cloaked in secrecy and rumor, their existence a shadowy apprehension that grips the heart. Tales of their habits and vile prowess lilt in bardic songs and tavern tales, adding to their mystique. Still, the fickle Mask of Fury never tires of scouring the infinite stretches of the multiverse for the next and newest horror. With these implanted nightmares she endlessly tests the strength and ability of those within her domain, eternally yearning to catch within them a glimpse of that which she is forbidden to directly foster.

Cryshma

Medium Aberration

Hit Dice: 7d8+21 (63 hp)

Initiative: +2

Speed: 30 ft. (6 squares), burrow 30 ft.

Armor Class: 22 (+2 Dex, +10 natural), touch 12, flat-footed 20

Base Attack/Grapple: +5/+9

Attack: Gore +9 melee (1d6+2 plus crystal implantation)

Full Attack: 2 gores +9 melee (1d6+2 plus crystal implantation)

Space/Reach: 5 ft./5 ft.

Special Attacks: Crystal implantation

Special Qualities: Blindsight 60 ft., damage reduction 10/+1, earth glide, resistance to cold 20 and fire 20

Saves: Fort +5, Ref +4, Will +6

Abilities: Str 19, Dex 14, Con 16, Int 10, Wis 12, Cha 10

Skills: Climb +6, Hide +8 (+18 underground)*, Listen +6, Move Silently +4, Search +5, Spot +5

Feats: Alertness, Multiattack, Stealthy

Climate/Terrain: Any land or underground

Organization: Solitary or Mob (2-12)

Challenge Rating: 5

Treasure: None

Alignment: Always neutral evil

Advancement: 8-17 D (Medium); 18-21 HD (Large)

Cryshma are vaguely humanoid and appear to be made of a jagged, dull gray stone that is liberally coated with crystalline outcroppings of varied and vibrant colors.

The cryshma look so much like crystal-studded rocks that, while at rest, they are almost impossible to distinguish. Cryshma also possess an innate ability to alter the hue and brightness of the crystals that cover their body from a dull, stone-like color to a scintillating brilliance nearly as bright as a torch.

The exact form of a cryshma is terribly difficult to make out. While many have squat mounds of stone for heads, others possess a soaring spike of multi-faced crystals. Further, the arms and legs of each cryshma are nearly as varied and unique as are natural stone formations. As such, it is difficult to tell that they are all members of the same race. One thing that all cryshma have in common, however, is their searing blue crystalline eyes (although some have only one), which always glow dimly. It is thought that some

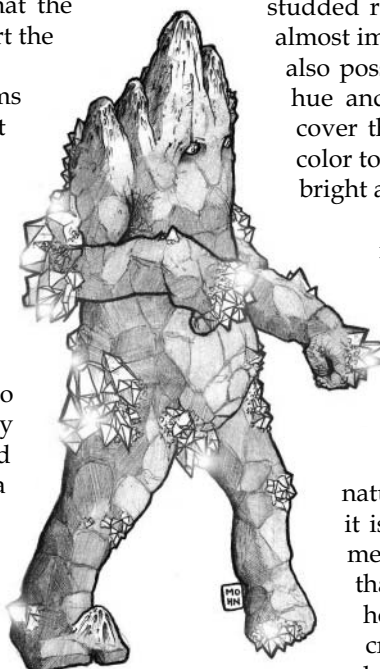
cryshma decorate themselves with intricate metal inlays to indicate rank or perhaps mark one bloodline from another. Then again, due to their nasty habits of attacking from ambush and the dark, few souls ever see examples of this ornate and beautiful skin decoration.

It is widely agreed upon that all cryshma are able to understand at least the Common tongue. However, many feel that they are far too lacking in intellect or caring enough to actually communicate with other creatures.

Combat

Cryshma charge into combat with relish, knowing that all who fall in that terrible assault will slake their searing hunger. They love nothing more than going toe to toe with a fierce opponent (except perhaps eating that very opponent).

Crystal Implantation (Ex): With each successful claw attack, the cryshma injects hundreds of tiny crystalline silvers into the flesh and bloodstream of their opponents. Once implanted, these silvers have a



dual effect. First, they cause the wound to continually bleed for one point of damage every round thereafter until magically treated or bound.

Second, these silvers of crystal react like a poison in the blood of the victim. Once struck, the victim must make a Fortitude save (DC 13) or suffer an additional 4d8 hit points of damage after one minute when the crystal slivers suddenly expand, gouging organs, rip through muscle, and shatter bone. Only the application of a *heal* spell or similar potent effect can remove all minute silvers from a victim's body.

Earth Glide (Ex): Acryshma can glide through stone, dirt, or almost any other sort of earth except metal as easily as a fish swims through water. Its burrowing leaves behind no tunnel, hole, or ripple to alert others to its presence. A *move earth* spell cast on an area containing a burrowing cryshma flings the cryshma back 30 feet, stunning the creature for one round unless it succeeds on a DC 15 Fortitude save.

Skills (Ex): Due to their unique bodily composition, cryshma who are at rest or are actively trying to hide in an underground area receive a racial +10 bonus to hide checks.

Glebe'marl

Gargantuan Magical Beast

Hit Dice: 15d10+180 (247 hp)

Initiative: +0

Speed: 40 ft. (8 squares)

Armor Class: 16 (-4 Size, +10 natural), touch 6, flat-footed 16

Base Attack/Grapple: +15/+39

Attack: Claw +27 melee (2d8+12)

Full Attack: 4 claws +27 melee (2d8+12/19-20) and bite +25 melee (2d8+6)

Space/Reach: 20 ft/15 ft.

Special Attacks: Corrosive slime, improved grab, shimmer wreath, swallow whole, trample

Special Qualities: Damage reduction 10/—, darkvision 60 ft., low light vision, tremorsense 60 ft.

Saves: Fort +18, Ref +9, Will +6

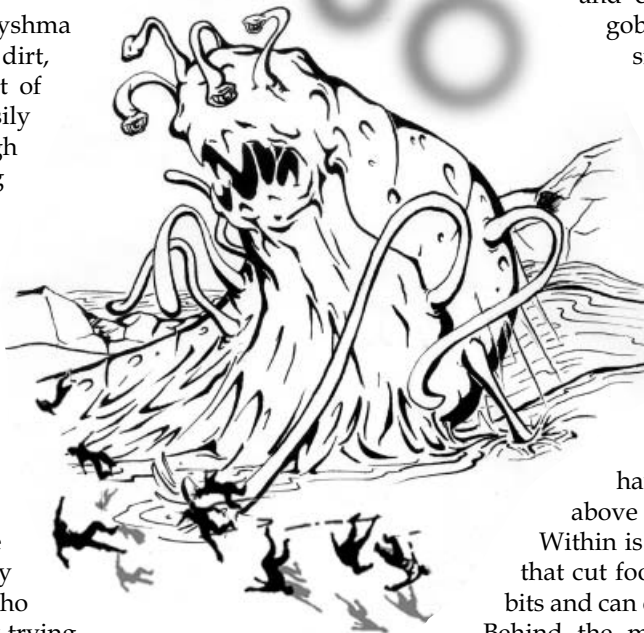
Abilities: Str 34, Dex 10, Con 29, Int 3, Wis 12, Cha 5

Skills: Hide -9, Listen +11, Spot +11

Feats: Cleave, Combat Reflexes, Great Cleave, Improved Critical (claw), Multiattack, Power Attack, Track

Environment: Warm desert and hills

Organization: Solitary



Challenge Rating: 20

Treasure: Quadruple gems only

Alignment: Always neutral

Advancement: 16-23 HD (Gargantuan), 24-45 HD (Colossal)

Arena warlords despise glebe'marls as they are considered an ill omen for a coming battle. Attracted by the fruit of battle, glebe'marls haunt the battlefields of the domain, feasting on the spoiled meat of the fallen. Glebe'marl eat anything and everything in their path, gobbling up men, armor, siege engines, mounts, and even supply trains. There is little wonder why these creatures are so despised by warlords within Arena, as a single glebe'marl can end an entire military campaign.

Appearing as a bastardized union of an armored, segmented slug and an insect, glebe'marls have four eyestalks bunched above an unremarkable mouth.

Within is a pair of horn-like beaks that cut food into more manageable bits and can deliver a devastating bite.

Behind the mouth are ten pinched legs that the glebe'marls use both for locomotion and combat. Its entire body is divided into plated segments like an armadillo, and glistens with a viscous slime that oozes from the skin folds. At rest a glebe'marl appears as little more than an outcropping of rock. The glebe'marl has little to fear from most natural predators (with the exception of perhaps the sand sovereigns, who seem to have a taste for glebe'marl, and nervous warlords).

Glebe'marl do not speak but they do often emit strings of basal grinding noises and hoots. Whether or not these are actual attempts at a language is unknown.

Combat

It is doubtful that glebe'marl even view what they do as combat, for they certainly do not approach it from any tactical standpoint. Typically enter an area, begin feeding on everything available, and then depart.

Corrosive Slime (Ex): Glebe'marl are constantly oozing a foul-smelling, acidic slime. This slime serves two primary functions: first, it lessens friction that aids in the creature's movement and second, it corrodes nearly any type of stone or metal with which it comes in contact. Contacted stone or metal suffers 1d8 points of acid damage per round so long as the contact continues, bypassing the items hardness, if any. As a standard action, the slime can only be washed off with water. Magical items and

those attended by a character are allowed a Fortitude save (DC 14) to resist the slime's corrosive effect.

Improved Grab (Ex): To use this ability, a glebe'marl must hit a single opponent of size Large or smaller with at least two claw attacks. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can draw the opponent towards it. All subsequent attacks against a held opponent are at +4 for the glebe'marl.

Shimmer Wreath (Sp): At will, a glebe'marl can cause a wreath of flames to surround its body. All who are within 20 feet of the glebe'marl at the time of the activation must make a Reflex save (DC 19) or suffer the affects as if they were within a *wall of fire* as cast by a 10th level caster. A glebe'marl can only have one shimmer wreath activated at a time.

Swallow Whole (Ex): A glebe'marl can try to swallow a grabbed opponent of size Large or smaller by making a successful grapple attack. Once inside, the opponent takes 2d8+12 points of crushing damage plus 12 points of acid damage per round. A swallowed creature can cut its way out by using natural weapons or light weapons to deal 40 points of damage to the stomach (AC 18). Once the creature exits the stomach, muscular action closes the hole; another swallowed opponent must again cut his own way out. The glebe'marl's stomach can hold two Large, eight Medium, 32 Small, 128 Tiny, 512 Diminutive or smaller opponents.

Trample (Ex): As a full-round action, a glebe'marl can move up to twice its speed and literally run over any opponents at least one size category smaller than itself. Trampled creatures suffer 2d8+18 points of bludgeoning damage. Targets are allowed attacks of opportunity at a -4 penalty. If they do not make attacks of opportunity, trampled opponents can attempt Reflex saves to take half damage (DC 29). A glebe'marl can only deal trampling damage to a target once in a round, no matter how many times its movement takes it over a target creature.

Mirajii

Medium Undead (Shapechanger)

Hit Dice: 4d12 (36 hp)

Initiative: +9

Speed: 30 ft. (6 squares)

Armor Class: 18 (+5 Dex, +3 natural), touch 15, flat-footed 13

Base Attack/Grapple: +2/+6

Attack: Touch +7 melee (ability drain)

Full Attack: Touch +7 melee (ability drain)

Space/Reach: 5 ft./5 ft.

Special Attacks: Ability drain, spawn mirajii

Special Qualities: Darkvision 60 ft., malleable form, resilient, shapechanger traits, undead traits

Saves: Fort +5, Ref +10, Will +7

Abilities: Str 14, Dex 20, Con --, Int 14, Wis 16, Cha 18

Skills: Climb +7, Disguise* +18, Escape Artist* +18, Hide* +19, Jump +7, Knowledge (local) +7, Listen* +19, Move Silently +10, Spot +10

Feats: Alertness^B, Combat Reflexes, Improved Initiative, Track^B, Weapon Finesse (touch)^B

Environment: Warm deserts

Organization: Solitary, pair, or pack (2-12)

Challenge Rating: 6

Treasure: Standard

Alignment: Always neutral evil

Advancement: By character class

Level Adjustment: +2

The mirajii are undead shapeshifters that are said to walk at whim between the worlds of reality and dreams, truth and falsehood, life and death. They are the cunning remnants of bandits, brigands, and traitorous mercenaries who perished while enacting death on others. Whether they are animate by the cosmic forces that course through the Forge or the will of Barbello is unknown. What is known is that they are a plague on the living, making verdant oasis unfit for habitation.

As true polymorphs, mirajii are seldom encountered in their real form. When destroyed during an ambush, they retain their adopted form, leaving many to wonder if there are not several types of the mirajii in existence. They take their true forms only when feeding on the flesh of their victims, and then only if they feel secure. They are humanoid in shape, but lack all definition, appearing rubbery and malleable. Their head has no facial features save for a tooth-ringed sucker mouth. Their skin is pallid, ashen, and completely devoid of hair.

Mirajii speak the languages they knew in life, but do not often speak to those they consider to be food.

Combat

Fighting a mirajii is an exceedingly difficult task, in that it can generally change into anything it desires. A mirajii only attacks when it is hungry or if it thinks it can kill without discovery. Often, they employ their ability drain by discretely touching their victim (such as when



they are changed into a leafy plant) or by having their victim touch them (posing as a convenient rock upon which the victim sits). Some evidence suggests that mirajii actually seek out specific targets, following them even when easier prey is readily available. It is reasoned that the mirajii had some connection to those individuals whilst alive.

Ability Drain (Su): Once per round, victims touching a mirajii must make a Will save (DC 14) or lose two points of Constitution. This act may go unnoticed at the time, being passed off by the victim as a slight dizzy spell or mild nausea. Lost points can be regained normally with rest. Note that the mirajii can use this ability when the victim places himself in contact with the mirajii.

Spawn Mirajii (Su): Victims whose Constitution scores are reduced to zero by means of a mirajii's ability drain become full powered mirajii the following dusk. Such change is permanent and can only be reversed by a *wish* or *miracle* followed by a *true resurrection*. Newly spawned mirajii retain their living resemblance for about one week, after which they quickly take on the species true form. During this time, they feed as often as possible.

Malleable Form (Su): Mirajii can take the form of anything that they have seen, ranging in size from Small to Large, per the *polymorph* spell. They can change shape as a standard action, but do not regain lost hit points for doing so. This form can be static or mobile, and can possess a high degree of detail. They are more than capable of duplicating another creature, a wavering bank of shimmering heat, or an oasis plant. They gain none of the abilities from the form they adopt. Thus a mirajii posing as a poisonous plant is not poisonous. This ability is not magical and cannot be dispelled or negated by any means.

Resilient (Ex): A mirajii has a +4 racial bonus on Fortitude and Reflex saves (included in the statistics block).

Skills: Mirajii receive a +8 racial bonus to all Disguise, Hide, and Listen checks. They also gain a +8 circumstance bonus to Escape Artist checks when employing their malleable form ability in doing so (included in the statistics block).

Molesti

Medium Aberration

Hit Dice: 10d8+20 (80 hp)

Initiative: +6

Speed: 40 ft. (8 squares), burrow 40 ft.

Armor Class: 17 (+2 Dex, +5 natural), touch 12, flat-footed 15

Base Attack/Grapple: +7/+11

Attack: Claw +11 melee (2d4+4)

Full Attack: 4 claws +11 melee (2d4+4), bite +9 melee (1d6+2)

Space/Reach: 5 ft./5 ft.

Special Attacks: Breath weapon, death grip, dual grapple, improved grab

Special Qualities: Aberration traits, blindsight 60 ft., immunities, spawn molesti

Saves: Fort +5, Ref +5, Will +8

Abilities: Str 19, Dex 14, Con 14, Int 12, Wis 12, Cha 10

Skills: Climb +12, Hide +10, Listen +10, Search +8, Spot +8

Feats: Dodge, Improved Initiative, Mobility, Multiattack

Climate/Terrain: Any land or underground

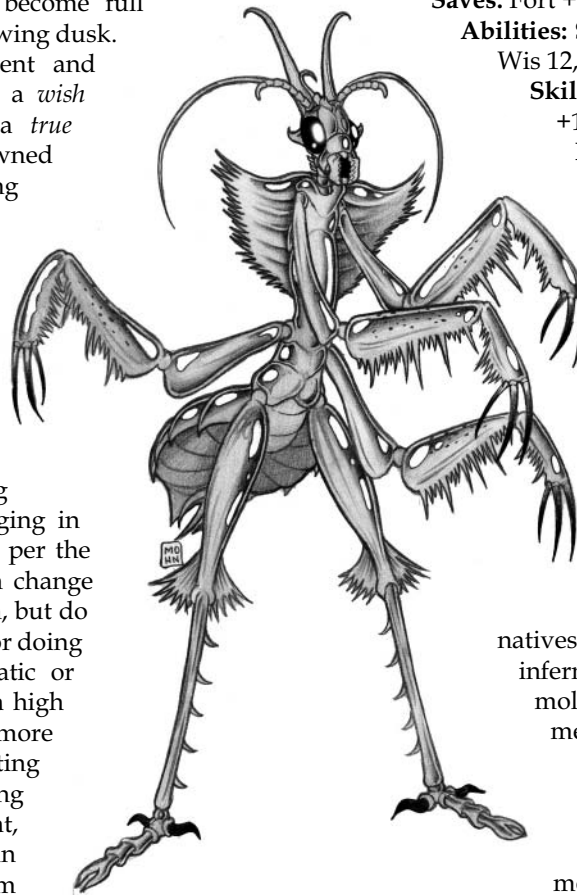
Organization: Solitary, pair or hive (3-30)

Challenge Rating: 8

Treasure: Standard

Alignment: Always lawful evil

Advancement: 11-15 HD (Medium); 16-30 HD (Large)



Thought by many to be natives of some horrible plane of infernal nightmares-given-flesh, the molesti (which by best accounts means "death in the darkness" in a forgotten tongue), is a large, insect-like bipedal creature with a merciless nature and a relentless hunger. The molesti range in height from six to seven feet, possessing oversized

claws and chitin-like armor. Feared by all that know of them, these creatures roam the dark places of the world, especially the Gloomskain.

The creature seems to be a strange cross between a fiend, insect, and humanoid. Horns adorn the fiendish-looking head that is dominated by large, non-reflective bulbous eyes. A slit-like mouth can barely be seen, but it is filled with row upon row of sharp serrated teeth. No external ears or nostrils can be seen though it is well known that the creatures possess a highly accurate sense of hearing and smell. Six strong, muscular, and stone-hard limbs (four arms and two legs) each end in highly flexible, powerful claws. So strong are these claws that they

can easily support the entire weight of the creature for an extended period of time.

No molesti has ever been known to speak, but some adventurers and rafters have discovered strange, spidery glyphs near the nesting grounds of the molesti. These symbols, after brief study by some of the brightest minds of Penance, are believed to be the rudimentary beginnings of a molesti language.

Combat

Molesti are fearsome and intelligent combatants. They use every conceivable advantage they can find and exploit to the utmost every one of their enemies' weaknesses. They use sophisticated tactics, ambush, and their superior numbers (if available) to initially disorient their prey and then mercilessly swarm over them like a wave of flaying darkness.

Breath Weapon (Su): Once every four rounds a molesti can breathe a 20-foot diameter cloud of vapor derived from its digestive juices that is equivalent to the combined effects of the blindness/deafness and stinking cloud spells (Fort save DC 18 negates).

Death Grip (Ex): A molesti's oversized claws inflict double normal claw damage for a creature of their size. Further, on a successful grapple check against a Large or smaller creature the molesti clutches the victim's throat. A victim so grasped cannot speak or cast spells with verbal components.

Dual Grapple (Ex): A molesti can grapple up to two separate opponents if it uses a full attack. Thereafter, as long as the molesti retains its grapple upon both opponents, it suffers a -2 penalty to all other actions.

Improved Grab (Ex): To use this ability, the molesti must hit with at least two of its four claws. If it does so, it either uses its death grip or begins a grapple as a free action.

Immunities (Ex): Molesti are immune to fire and poisons of all kinds.

Spawn Molesti (Ex): Once per day as a standard action, molesti can spawn younger molesti up to one half their total HD. Each molesti can possess subtle differences from the others, as suits the desires of the spawning molesti. For instance, an adult 12 HD molesti can spawn six HD worth of young in any combination so long as the total HD spawned does not equal more than half the adult's total HD. At the sacrifice of a single HD, spawn can be specialized. Either it could be born with six claws instead of four or have an exceptionally thick exoskeleton, which would give it a +2 to its

natural armor bonus. If two HD are sacrificed, both specializations can be given.

Oasis Stalker

Medium Humanoid

Hit Dice: 2d8+6 (18 hp)

Initiative: +3

Speed: 40 ft. (8 squares), burrow 50 ft.

Armor Class: 15 (+3 Dex, +2 natural), touch 13, flat-footed 12

Base Attack/Grapple: +1/+3

Attack: Claw +3 melee (1d4+2 plus poison)

Full Attack: 2 claws +3 melee (1d4+2 plus poison) and tail spike +1 melee (1d6+2 plus poison)

Space/Reach: 5 ft./5 ft.

Special Attacks: Improved grab, phasetouch, poison

Special Qualities: Blindsight 60 ft., earth glide, sandbalm, tremorsense 60 ft.

Saves: Fort +6, Ref +3, Will +0

Abilities: Str 14, Dex 17, Con 16, Int 10, Wis 10, Cha 6

Skills: Hide +11*, Listen +5, Move Silently +5, Spot +5

Feats: Combat Reflexes, Multiattack^B

Environment: Any oasis or warm land

Organization: Solitary, family (2-8), colony (6-24)

Challenge Rating: 3

Treasure: standard

Alignment: Any chaotic

Advancement: By character class

Level Adjustment: +2

Oasis stalkers are said to be some of the original inhabitants of Arena, and that over the eons they have gradually been altered by the strange energies of the Forge into the well-adapted, canny creatures they are today.

Oasis stalkers are short and broad, much like dwarves. They range in height from three to five feet and are heavily muscled. Their large hands and feet are tipped with retractable claws that deliver a powerful poison. Over the whole of their mottled red skin (which blends in perfectly with Arena's red sand), oasis stalkers are covered with wisps of fine auburn hair that acts much like the whiskers of a cat, providing sensory information to the oasis stalkers as they lie in wait for their prey. Its well-muscled tail ends in a flat, paddle-like knob that can extend poisonous spikes when the oasis stalker feels threatened.

The head of an oasis stalker is roughly oval and display a surprisingly human-like visage. At the line of the chin are two tiny, tentacles that are tipped with



The Oasis Stalker
Illustrated by Brannon Hall

"paddles" similar to the one seen on the creature's tail. No one knows exactly what these tentacles are for, but many believe that they are used either as sensory organs, as a method of respiration when the creature is buried in the sand, or both. Lastly, the head is adorned with a wide, thick shock of somewhat rigid, vibrant green hair. This hair looks exactly like healthy grass. In fact, some have been encountered whose hair seemed to be specialized to fit the specific local flora of their oasis.

Oasis stalkers can understand a variety of languages, but they are almost always choose to converse in Common when encountered.

Combat

Oasis stalkers are highly intelligent predatory creatures that attack from an ambush position. If caught unawares above ground, they dive into the sand, escaping with a few powerful sweeps of their tail.

Oasis stalkers lie in wait, their entire bodies (with the exception of their grass-like hair) submerged beneath the sand within a lush, cooling oasis. They wait patiently as their prey comes close. Then the oasis stalker bursts forth from the sand with blinding speed, grabs its startled victim and drags him into the earth with its phasetouch ability. Once there, the oasis stalker injects the victim with its poison to immobilize him before moving to a more convenient location to feed.

Occasionally, particularly wicked and sadistic members of the race will move their victims to a place beneath the sand and then wait until the phasetouch effect wears off. They then gleefully look on as the poor soul slowly perishes as it is expelled from the ground.

Improved Grab (Ex): To use this ability, an oasis stalker must hit with a claw attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can use its phasetouch ability to drag the opponent down into the earth.

Phasetouch (Su): An oasis stalker can employ this ability whenever it successfully hits with its claw attack. The target must make a successful Will save (DC 12) or have its entire form phased, allowing the oasis stalker to drag it down into the ground with its earth glide ability. A phased target possesses the earth glide ability for one minute. A target that materializes while submerged is expelled from the earth by the shortest possible route, taking 1d6 points of damage per ten feet expelled (no save).

Poison (Ex): Whenever a character takes damage from an oasis stalker's claw or tail attack, they must make a Fortitude save (DC 18) or suffer -1 Str (primary)/paralyzed for 1d6+1 rounds (secondary).

Earth Glide (Ex): An oasis stalker can glide through sand, dirt, or any other sort of loose earth, except metal and rock, as easily as a fish swims through water. Its burrowing leaves behind no tunnel or hole, nor does it create any ripple or other sign of its presence. A *move earth* spell cast on an

area containing a burrowing oasis stalker flings the creature back 30 feet, stunning it for one round unless it succeeds on a DC 15 Fortitude save.

Sandbalm (Sp): Once per ten minutes, an oasis stalker can submerge itself beneath the sand and gain the benefit of a *cure moderate wounds* spell.

Skills: Oasis stalkers receive a +8 racial bonus to their Hide checks so long as they are within their natural element (included above).

Potus Blight, Blightbeast

Huge Plant

Hit Dice: 20d8 + 100 (200 HP)

Init: +4

Speed: 30 ft. (6 squares)

AC: 22 (-2 size, -1 Dex, +15 natural), touch 7, flat footed 22

Base Attack/Grapple: +15/+32

Attack: Slam +24 melee (2d10 + 9)

Full Attack: 2 slams +24 melee (2d10 + 9)

Space/Reach: 15 ft./15 ft.

Special Attacks: Frightful presence, trample (2d10 + 15)

Special Qualities: Damage reduction 15/slashing, mindsight, plant qualities, regeneration 5, telepathy, tree stride

Saves: Fort +16, Ref +5, Will +9

Abilities: Str: 29, Dex 8, Con 21, Int 16, Wis 12, Cha 12

Skills: Hide +15*, Knowledge (nature) +22, Listen +17, Move Silently +15, Sense Motive +17, Spot +17, Survival +17

Feats: Cleave, Great Cleave, Improved Bull Rush, Improved Initiative, Iron Will, Power Attack, Whirlwind Attack

Environment: Arena Oases

Organization: Solitary

Challenge Rating: 23

Alignment: Neutral

Potus Blight, encased in the karak tree, is often referred to as the Blightbeast. The irony is that few know the true origin of the name. The Blightbeast appears as a forty foot tree with a trunk about five feet in diameter. The trunk splits into a "Y" shape about twenty five feet up. These are actually the plant's arms. Four other slender branches reach upwards, two on either side of the main branches. The bark of the karak tree looks like palm sized scales with a grey-brown coloration. The main branches end in tufts of leaves, while the four lesser branches have leaves running along their length.

Potus uses his telepathy to warn interlopers away. Because of the limitation on communication (see *Blight amulets* above), these conversations are one-way and usually involve Potus giving one final warning to his victims.

Combat

The whip-like weapons of the Blightbeast work in tandem with the other member of the pair; as such,

the creature can make two attacks per round. The most potent ability of Potus is his whirlwind attack, allowing him to wade into a large group of enemies and mow them down with his superior reach. Potus' favored tactic is to use his frightful presence ability to scatter enemy foot soldiers while focusing his attacks on obvious spellcasters, which he has learned through bitter experience often present the biggest risk. After spellcasters are dealt with, the Blightbeast can move into enemy formations and lay them low with stunning speed.

Frightful Presence (Ex): Having a giant tree charge you from the forest is rather unsettling. Opponents within range who witness an action (such as charging, attacking, or snarling) may become frightened or shaken, with a successful Will save (DC 21) negating the effect. The range is 30 feet, and the duration is 5d6 rounds. This ability affects only opponents with fewer Hit Dice or levels than the blightbeast. An opponent that succeeds on the saving throw is immune to the blightbeast's frightful presence for 24 hours. Frightful presence is a mind-affecting fear effect.

Trample (Ex): During his move action, Potus can attempt to trample opponents as a free action that does not provoke an attack of opportunity. Victims must make a Reflex save (DC 22) or suffer 2d10+15 point of damage. A successful save reduces the damage half.

Mindsight (Ex): Due to his haze background, Potus continues to benefit from mindsight. He has 360-degree mindsight up to a range of 100 feet. Beyond this distance he is totally blind and must rely upon his other senses. Potus makes Spot and Search checks normally. Any type of darkness, fog, or silence effect cannot blind him, nor can gaze or other attacks requiring normal sight to work affect him. He cannot see invisible creatures, and is still affected by illusions. Creatures under the effects of *mind blank* and *non-detection* are invisible to the blightbeast.

Regeneration (Ex): Fire and acid deal normal damage to the blightbeast. If he loses a limb or body part, the lost portion regrows in 3d6 minutes, alternatively Potus can reattach the severed member instantly by holding it to the stump.

Telepathy (Ex): The blightbeast has the ability to impart his thoughts telepathically to anyone within 100 ft. of him. He can choose to either impart his thoughts to all within range, or to one single individual at a time. This does not allow Potus to read minds and is subject to the limitations stated above regarding two-way communication.

Tree Stride (Su): The blightbeast can cast the divine spell *tree stride* 3/day on itself, moving from

one location in its current oasis to another. Once per month, Potus can use this spell to transport himself to any oasis in the domain of Arena. In this way he can move to areas that are suffering the ravages of the warlords of the domain.

Skills: The blightbeast has a +20 racial bonus on Hide checks made within an oasis.

Sand Sovereign

Gargantuan Aberration

Hit Dice: 20d8+180 (300 hp)

Initiative: +4

Speed: 50 ft. (10 squares), burrow 30 ft.

Armor Class: 20 (-4 size, +14 natural), touch 6, flat-footed 20

Base Attack/Grapple: +15/+43

Attack: Tentacle +32 melee (2d6+16)

Full Attack: 6 tentacles +32 melee (2d6+16), 4 claws +29 melee (2d6+16)

Space/Reach: 20 ft./15 ft.

Special Attacks: Acid spittle, death from below, improved grab, spell-like abilities, swallow whole, tentacle sweep

Special Qualities: Aberration traits, blindsight 60 ft., damage reduction 10/+2, earth glide, spell resistance 30, tremorsense 60 ft.

Saves: Fort +15, Ref +6, Will +17

Abilities: Str 43, Dex 11, Con 28, Int 17, Wis 20, Cha 18

Skills: Hide +7, Knowledge (arcana) +17, Knowledge (geography) +17, Listen +19, Move Silently +16, Search +17, Spot +19, Use Magical Device +18

Feats: Combat Reflexes, Improved Initiative, Multiattack, Power Attack, Stealthy, Track, Weapon Focus (tentacle)

Environment: Warm deserts

Organization: Solitary

Challenge Rating: 26

Treasure: Quadruple standard

Alignment: Always chaotic neutral

Advancement: 21-23 (Gargantuan); 24-60 HD (Colossal)

Level Adjustment: --

Sand sovereigns are one of the most feared creatures to inhabit the sands of Arena. It is said that even the most potent warlords tremble at their approach, so formidable are their powers and so fierce their demeanor. Dwarfing all but the most tremendous creatures, sand sovereigns are thought dragons or dragon-kin,



to have once been

brought to the Forge long ago. Seeking large sources of food and ample room to roam, the battlefields of Arena quickly became a logical selection; however, as it does to all who come to it, the magic of the Forge slowly altered these massive reptiles forever.

Whether or not these legends are true is a debate for the scholarly halls of Penance. However, what is fact is that the sand sovereigns pose a grave threat to all life in Arena. Thankfully, sand sovereigns are lazy creatures that only eat once or twice every decade, but when they do eat, entire settlements are emptied. Further, they are highly territorial and exceedingly picky about the types of environs they call home, providing some regulation of their numbers.

Sand sovereigns are gargantuan creatures that seem to be part worm, part dragon, and all nightmare. They have long tapering dun-colored bodies that sprout six tentacles of various designs. A sand sovereign's tentacles can be long and supple affairs, while others are squat, segmented, or punctuated with bony protrusions. Four clawed limbs, atrophied and seemingly weak, can also be seen when the entirety of the creature's bulk is out of the sand. Despite their useless appearance, these clawed limbs are strong and capable of shredding metal and flesh. Sand sovereigns also possess a pair of deformed and limp wings, a mocking parody of their noble lineage.

The head of the creature is split into several folds of thick, pulpy flesh that are little more than the massive lips of a terribly formidable mouth. These folds blossom like an obscene flower when the creature roars or prepares to devour its prey, displaying a massive gullet ringed by rows of serrated teeth. Sand sovereigns have no discernable sensory organs, but those few who have seen them and lived state that the creatures are aware of their surroundings nonetheless, and make excellent use of their tentacles as well.

Sand sovereigns appear to understand Common, Dragon, and Infernal but they rarely, take the time to speak.

Combat

Sand sovereigns will attack anything that comes within range, regardless of whether they have just fed or are famished. They have no fear and attack with power and coordination. While they do not use tactics, the mere amalgam of their raw physical power and range of abilities is generally more than adequate to defeat opponents.

Acid Spittle (Ex): Three times per day, sand sovereigns can regurgitate and spit a glob of stomach acid to a range of 100 feet. Each glob affects an area 10 feet in radius for every 10 HD of the creature (thus the standard glob has a radius of 20 feet). Opponents within this area suffer 10d6+10 hit points of acid damage unless they make a successful Reflex save (DC 19) for half. In addition, the syrupy consistency of the stomach acid slows the victims (per the spell as cast at 10th level). The acid continues to eat its victims for 5d6 points of damage for two additional

rounds unless neutralized. The acid can be removed by flushing with water or an alkaline solution, taking two full rounds to complete. Note that this can only be done outside the original acid attack area.

Death from Below (Ex): While traveling underground, the creature can make a swallow whole attempt as it emerges beneath its prey's feet. Doing so provokes an attack of opportunity against the sand sovereign, but gains it an additional +4 bonus to the grapple check to resolve the swallow whole attack. Sand sovereigns must start the round underground in order to use this ability.

Improved Grab (Ex): To use this ability, a sand sovereign must hit a single opponent with at least two tentacle attacks. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can use up to two claw attacks on the opponent every round without the standard -2 penalty.

Spell-Like Abilities: At will—*chaos hammer* (DC 18), *dispel magic*, *mirror image*, *slow* (DC 17); 3/day—*call lightning* (DC 17), *confusion* (DC 18), *feeblemind* (DC 19); 1/day—*greater dispel magic*, *greater teleport*, *power word stun*, *reverse gravity* (DC 21). Caster level 16th. The save DCs are Charisma-based.

Swallow Whole (Ex): A sand sovereign can try to swallow a grabbed opponent of size Large or smaller by making a successful grapple attack. It can also make a swallow whole attack when employing its death from below ability. Once inside, the opponent takes 2d8+16 points of crushing damage plus 10 points of acid damage per round. A swallowed creature can cut its way out by using natural weapons or light weapons to deal 30 points of damage to the stomach (AC 15). Once the creature exits the stomach, muscular action closes the hole; another swallowed opponent must again cut his own way out. The sand sovereign's stomach can hold two Large, eight Medium, 32 Small, 128 Tiny, 512 Diminutive or smaller opponents.

Tentacle Sweep (Ex): As a full round action a sand sovereign can make a massive sweep with its tentacles. All targets within 15 feet are allowed a Reflex save (DC 26) to avoid suffering 6d6+16 points of damage and being flung back 10d6 feet (for additional damage as determined by the GM).

Earth Glide (Ex): A sand sovereign can glide through sand, dirt, or any other sort of loose earth except metal and rock as easily as a fish swims through water. Its burrowing leaves behind no tunnel or hole, nor does it create any ripple or other sign of its presence. A *move earth* spell cast on an area containing a burrowing sand sovereign flings the creature back 30 feet, stunning it for one round unless it succeeds on a DC 15 Fortitude save.

Shadow Stalker

Large Magical Beast

Hit Dice: 6d10 + 18 (51 hp)

Initiative: +7 (+3 Dex, +4 Improved Initiative)

Speed: 40 ft. (8 squares)

Armor Class: 17 (-1 size, +3 Dex, +5 natural)

Base Attack/Grapple: +7/+15

Attack: 2 Claws +8 melee, bite +2 melee

Full Attack: Bite +7 melee (1d8+4) or 2 claws +8 melee (1d6+4)

Space/Reach: 5 ft./10 ft.

Special Attacks: Improved grab, pounce, rake 1d8+4

Special Qualities: Chameleon, psionic abilities, scent

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

Abilities: Str 18, Dex 16, Con 16, Int 10, Wis 10, Cha 6

Skills: Climb +5, Hide +6, Listen +3, Move Silently +10, Spot

+6

Feats: Improved Initiative, Multiattack, Weapon Focus (Claw)

Environment: Temperate forest, hills or mountains

Organization: Solitary, pair, or pack (4-9)

Challenge Rating: 8

Treasure: None

Alignment: Usually neutral

Advancement: 7-15 HD (Large), 16-18 HD (Huge)

Level Adjustment: +5

The forest seemed unnervingly quiet. R'hut felt as if there were eyes watching him. Looking around, he saw only shadows and foliage. Deciding it to be his imagination, he began his journey again only to stop two steps later, staring at the golden eyes peering at him from the shadows ahead. A black form suddenly coming from the right knocked R'hut to the ground. A growl echoed in his ear, a flash of pain and a hot wetness covered his face and neck. Lying there for those last few seconds before the darkness claimed him, R'hut swore he saw the eyes shimmer coldly as though full of malice.

Shadow stalkers are one of the most cunning creatures known to exist. They are known throughout the Forge by many names, including ghost cat, gato del diablo, forest spectres, and other similar monikers because they appear to attack from nowhere. Tribal legends say that you can only catch a glimpse of the shadow stalker just before it sinks its fangs into your throat.

Shadow stalkers are large feline creatures that resemble black panthers but average 9 to 10 feet in length and weigh around 600 lbs. They have gold eyes and dark, nearly black coats that change colors to match its surroundings. Their dark-colored fur and propensity for hiding in the deepest shadows are what give the shadow stalkers their name. They are carnivorous creatures with a taste for large game animals unfortunate and stupid enough to wander into a planned ambush (adventurers should be considered game animals), and they are often found lying in wait for their prey on large tree limbs. To bring down extremely large prey, they will cooperate with one another.

Shadow stalkers speak Common and occasionally Dryad, Elven, or Sylvan.

Combat

Shadow stalkers use their chameleon abilities to camouflage themselves while they lie in wait for their prey to come within striking distance. Their highly refined sense of smell alerts them to the presence of approaching food. Once it spots its quarry, a shadow stalker uses its psionic ability to turn invisible. As soon as the cat strikes and becomes visible, it switches to its psionic displacement ability to reduce the risk of being struck by its target.

Packs of shadow stalkers often work together to bring down large quarry. Usually, one cat distracts the prey by allowing itself to be seen from a distance. While the prey focuses on the decoy, the other shadow stalkers simultaneously attack the prey from one or more sides. The visible cat only joins in on the kill if necessary.

Improved Grab (Ex): If the shadow stalker hits with a melee attack (either claw or bite), it deals normal damage and attempts to start a grapple as a free action without provoking an attack of opportunity. It may then use its rake ability.

Pounce (Ex): If a shadow stalker leaps upon a foe during the first round of combat, it can make a full attack, even if it has already taken a move action.

Rake (Ex): A shadow stalker can make two rake attacks (+10 melee) against a held creature with its hind legs for 1d8+4 damage each.

Chameleon (Su): Shadow stalkers gain a +10 racial bonus to all Hide checks due their natural ability to blend into their surrounding environment.

Psionic Abilities

Displacement: At will—The shadow stalker appears to be 2 feet away from his or her true location and benefits from a 50% miss chance as if it had total concealment. However, unlike actual total concealment, displacement does not prevent enemies from targeting the cat normally. *True seeing* reveals the cat's true location.

Invisibility: 2/day—The shadow stalker vanishes from sight, even from darkvision. The power ends if the shadow stalker attacks any creature. Actions directed at unattended objects do not negate the power, and causing harm indirectly does not constitute an attack. An invisible shadow stalker gains a +2 bonus on his or her attack roll (for the single attack that it is allowed before becoming visible), and the defender against such an attack loses any Dexterity bonus to Armor Class.

Scent (Ex): A shadow stalker can detect opponents by sense of smell, generally within 30 feet. If the opponent is upwind, the range is 60 feet. If it is downwind, the range is 15 feet.

Skills: Shadow stalkers receive a +4 racial bonus to Move Silently and Spot checks.

Habitat/Society

Shadow stalkers dwell as solitary creatures, in mated pairs, or as a part of a larger pack of four to nine creatures. Because of the stalkers' size and food requirements, it is rare to encounter packs with more than nine members. A single alpha female, who generally has one main male consort and one or two stringers (in case her consort is killed), dominates the pack. Mating occurs once a year and produces one or two cubs, although triplets do occasionally occur. The big cats are territorial by nature, and their territory spans several miles.

Shadow stalkers are highly intelligent and often use the terrain to their attack advantage. Even when at rest, they choose high hills or tall trees to gain the upper hand against their opponents.

It is entirely possible for the species to adapt to other climates including arctic and desert conditions. In these climates, the encounter numbers should be reduced to no more than four or five shadow stalkers in a pack.

Campaign Suggestions

Shadow stalker cubs are highly prized as potential familiars and can command as much as 7,500 gp for one in good health. Wealthy magic wielders or mage guilds often employ adventuring parties to procure living cubs for training as familiars.

A new settlement has been founded in a remote forest area east of Port Makesh near a rich salt-mineral deposit. The village's inhabitants find themselves under siege from a pack of shadow stalkers whose territory includes the settlement. The villagers request the adventurers' help in exterminating the creatures, and they even promise a share in the salt mine's profits if they succeed.

Adventurers are making their way through the wilderness to explore a lost ruin or keep. Unbeknownst to them, a pack of shadow stalkers resides near the ruins, and the creatures begin to stalk the party as soon as they cross into their territory.

Sophont, Memory Lode

Colossal Elemental (Earth, Extraplanar)

Hit Dice: 60d8+300 (660 hp)

Initiative: -5

Speed: 0 ft.

Armor Class: 27 (-8 size, +25 natural), touch 2, flat-footed 27

Base Attack/Grapple: +45/+56

Attack: -

Full Attack: -

Space/Reach: 200 ft./0 ft.

Special Attacks: Dominate monster, enslave, psion abilities, sorcerer abilities, spell-like abilities

Special Qualities: Damage reduction 10/magic, darkvision 60 ft., elemental traits, hardness 20, many-skilled, many-talented, sonic vulnerability, tap mind, telepathy

Saves: Fort +37, Ref +12, Will +24

Abilities: Str -, Dex -, Con 20, Int 25, Wis 18, Cha 21

Skills: See below

Feats: See below

Environment: Underground

Organization: Solitary

Challenge Rating: 26

Treasure: Triple standard (lode crystals and magic only)

Alignment: Neutral

Advancement: By class

Level Adjustment: -

Like any other Lode, the Sophont is vast. It resembles a natural deposit of gemstones large enough to fill its vast central cavern, a deep chamber at the heart of its complex, with subsidiary veins extending for great distances beneath the sands of Arena. It dwells in a labyrinthine complex of caves vastly expanded by its hosts. At several places, this complex connects to played-out mines, providing access to those the Sophont calls to it with spells or servants. The veins it extends are its 'feelers', clarifying the knowledge it harvests and seeking rich sources of minerals to feed on; and eventually, to seed a new memory lode in.

The Sophont speaks all languages on the Forge, although it can communicate with any creature telepathically. Its telepathic range to a host is unlimited on the Forge.

Combat

The Sophont does not fight, as it has no ability to move. If necessary, teams of hosts or dominated slaves defend the Sophont to their deaths. This sort of occurrence is very rare, however, and most of the time the Sophont remains lost in reverie, drinking in thoughts and memories from minds countless miles away or communing with its hosts. Despite its utter lack of physical activity, the Sophont can cast spells and use spell-like abilities to great effect in its own defense as well as the defense of the labyrinths of its servants.

Dominate Monster (Su): A lode can use a *dominate monster* ability as if a 20th-level caster (DC 17), although the subject may be of any kind and may be up to Large size. Creatures that successfully save cannot be affected by the same lode's *dominate monster* ability for 24 hours. A single lode can dominate up to 100 subjects at a time. The save DC is Charisma-based.

Enslave (Su): Three times per day, a Lode can attempt to enslave any one living creature within 30 feet. The target must succeed on a Will save (DC 17) or be affected as though by a *dominate person* spell (caster level 17th). An enslaved creature obeys the Lode's telepathic commands until freed, but can attempt a new save every 24 hours to break free. The control is also broken if the lode dies or the slave travels more than 1 mile from the commanding Lode. The save DC is Charisma-based.

Psion Abilities (Sp): The Sophont manifests psionic powers as a 17th-level psion. The Sophont has access to all psionic powers and can select them as if they were known. Thus it can manifest any power it

desires as long as it does not exceed the power point restrictions.

Sorcerer Abilities: The Sophont casts arcane spells as a 17th-level sorcerer. *Typical Sorcerer Spells Known* (6/8/7/7/7/7/6/6/4, base save DC 15 + spell level): Sophont has access to all spells and can select them as if they were known. Thus it can cast any spell it desires as long as it does not exceed the spells per day restrictions.

Spell-Like Abilities (Sp): At will- *antipathy*, *charm monster* (DC 17), *clairaudience/clairvoyance*, *detect chaos*, *detect thoughts* (DC 15), *divination*, *greater prying eyes*, *greater teleport*, *hold monster*, *magic circle against chaos*, *refuge*, *searing light*, *spectral hand*, *sympathy*, *true seeing*; *1/day-dictum* (DC 20), and *order's wrath* (DC 17). Cast as if by a 17th level sorcerer.

Hardness (Ex): The Sophont has a hardness of 20.

Many-Skilled (Ex): Due to its vast quantity of available knowledge drawn from countless minds and ages of accumulated experience and wisdom, the Sophont is considered to have 20 ranks in all skills, plus appropriate modifiers.

Many-Talented (Ex): The thousands of minds Sophont has absorbed allows it to freely change its feat selection. The lode has access to all known feats, but is limited to a total of 21 feats, with all prerequisites applying. It takes one minute to change a feat selection during which the deleted feat is unavailable, but can otherwise be performed as often as desired.

Spell Immunity (Ex): A Sophont is immune to all spells, save those with the force or sonic descriptors.

Tap Mind (ex): The Sophont possesses the ability to read minds for surface thoughts at incredible ranges (essentially throughout the entire Forge). However, it may only acquire in-depth memories and skills from a being within 100 feet of the lode. A Will save (DC 25) resists this deep access for one round (DC 35 if touching the Sophont directly). The exception is that if any being dies within the Sophont's range the lode immediately gains access to all that it knew in life. Beings subjected to this ability suffer gravely when restored to life, by anything less than a *wish* or a *true resurrection*. A being returned to life has Int, Wis, and Cha scores of one, and regain their ability points at a standard rate. The now living individual also loses 1-2 points permanently from each of those abilities.

Telepathy (Su): The Sophont can communicate telepathically with any intelligent creature within range whose presence it is aware of. Any host may be contacted telepathically as well. The Sophont is capable of exercising its telepathy through a host as well. The Sophont's telepathic range is identical to the distance listed under Tap Mind, above. Range through a host is far less, roughly half a mile per character level of the host, plus an additional mile per point of the host's Wisdom bonus.

Sonic Vulnerability: A lode's crystalline substance is susceptible to sonic attacks. The Sophont takes double damage from a sonic effect if the save is failed. It takes double damage if no save is allowed.

Xanthu

Huge Magical Beast

Hit Dice: 12d10 + 48 (138 hp)

Initiative: 0

Speed: 30 ft. (6 squares), Swim 45 ft. (9 squares)

Armor Class: 18 (-2 size, +12 natural)

Base Attack/Grapple: +14/+29

Attack: Bite +14 melee, claw +12 melee, tail slam +12 melee

Full Attack: Bite +14 melee (3d8+7) and tail slam +12 melee (1d10+7) or bite +14 melee and 2 claws +12 melee (1d6+3)

Space/Reach: 15 ft./10 ft.

Special Attacks: Improved grab, swallow whole, tail slam

Special Qualities: Damage reduction 3/-, hold breath, keen scent, low-light vision

Saves: Fort +13, Ref +12, Will +5

Abilities: Str 25, Dex 18, Con 19, Int 2, Wis 12, Cha 2

Skills: Hide +18, Listen +8, Spot +8, Swim +21

Feats: Ability Focus (Tail Slam), Alertness, Improved Natural Attack (Bite), Multiattack, Skill Focus (Hide)

Environment: Warm marshes, rivers, and lakes

Organization: Solitary or pair (mated)

Challenge Rating: 12

Treasure: None

Alignment: Always neutral evil

Advancement: 13-16 HD (Huge), 17-20 HD (Colossal)

Level Adjustment: --

Its top just above the water, you spy what appears to be a large section of tree trunk floating near the shore. A megaraptor at the water's edge watches your boat carefully as you drift by as though he's deciding if you are worth eating. Suddenly the tree trunk erupts from the water, a gaping maw clamping onto the raptor's body as a long crocodilian tail lashes around to knock him into the water. The primal ferocity of the attack leaves you stunned as the great creature uses his teeth and claws to rend the megaraptor into mere sections of meat, turning the river red with blood for a brief time.

The xanthu is the true ruler of the Xanthus River. At more than 20 ft. in length and 2,000 pounds in weight, this creature fears nothing on land or in the water. A highly aggressive predator, it lies mostly submerged in rivers, marshes or even lakes, waiting for its unwary prey to drift too close to it.

At first glance, xanthu are often mistaken for some type of dire crocodile, as the body shape is very similar. The hide is heavily armored with thick skin and scales that deflect all but the sharpest blades and is patterned in earthy greens and browns, giving it a nature camouflage. One difference however, is that the longer and more powerful limbs of the xanthu allow it to hold its bulk off the ground with greater ease while on land, and help rip apart any prey the creature captures within its great teeth-filled maul. Its jaws are lined with three rows of serrated teeth that are four to six inches in length. These teeth are replaced as they snap off by new ones just under the skin that creates a perpetual regeneration cycle of teeth for this voracious

monster. Its tail represents nearly one half of its total body length. The length gives the xanthu the ability to knock its prey into the water or to the ground for easy morsels and to navigate the treacherous river currents upstream, even through the rapids.

Combat

A xanthu hunts by waiting patiently for its prey to come to it, then exploding in a flurry of motion in an attempt to clamp his deadly teeth around the prey, drawing it into the water to drown and then ripping it apart with its sharp teeth.

Fiercely territorial, a xanthu will attack any creature in the water that it perceives to be a threat or encroaching upon his domain, including boats.

Improved Grab (Ex): To use this ability, a xanthu must hit an opponent of up to one size smaller with its bite attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, the xanthu establishes a hold on the opponent with its mouth and drags it into deep water, attempting to pin it to the bottom.

Swallow Whole (Ex): A xanthu may attempt to swallow a grabbed opponent of up to two sizes smaller by making a successful grapple check. The swallowed creature takes 2d8+8 points of bludgeoning damage and 8 points of acid damage per round from the xanthu's gizzard. A swallowed creature can cut its way out by using a light slashing or piercing weapon to deal 25 points of damage to the gizzard (AC 12). Once the creature exits, muscular action closes the hole; another swallowed opponent must cut its own way out.

A Huge xanthu's gizzard can hold 2 Medium, 8 Small, 32 Tiny, or 128 Diminutive or smaller opponents.

Tail Slam (Ex): A xanthu can slam one opponent each round with its tail in addition to its bite attack or claw attack. A tail slam inflicts 1d10+7 points of damage. In addition, the opponent must make a Reflex save or be knocked off his feet.

Hold Breath (Ex): A xanthu can hold its breath for a number of rounds equal to 4 x its Constitution score before it risks drowning.

Keen Scent (Ex): A xanthu is capable of noticing creatures by scent in a 180-foot radius and can detect blood in the water at a range of up to 1 mile.

Skills: A xanthu has a +8 racial bonus on all Swim checks to perform a special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line. It also gains a +4 racial bonus on all hide checks when in the water. Furthermore, a xanthu gains a +10 cover bonus to Hide checks when laying submerged in the water like a crocodile with only the eyes and nostrils showing.

Habitat/Society

Xanthu are solitary hunters that only come together in pairs during the mating season. Females tend to be larger and more aggressive than males and are the ones that choose a mate. Prospective males who aren't strong or fast enough may find themselves to be the main course for that day's meal. Only a male dominant enough and forceful enough to pin the female to a single position for mating will be accepted. The mating period is quite short (a matter of minutes), upon which the two creatures then go their separate ways never to see each other again.

Females lay their eggs in nests much the same way as an alligator or crocodile does. Once laid, the female guards the nest vigilantly, leaving it only to feed on whatever may be caught nearby. Once the eggs hatch, the newborn immediately take to the water where they remain under the mother's protection for three months. After that point, the babies are large enough to have a chance at survival on their own.

Campaign Suggestions

An alchemist from Port Makesh hires an adventuring party to acquire twenty xanthu eggs. Since they carry a resale value of 1,000 gp each, he is willing to give the party a percentage of those sales in addition to a hardship fee of 200 gp per person.

Trade barges from the northern settlements on the Aegis River have been unable to make it successfully to Port Ulmak because of a pair of xanthu exhibiting unusual behavior by working together. It is believed that they may be a mated pair, and if so, would be the first recorded instance of two xanthu remaining together for any length of time. Lord Belus has placed a substantial bounty on the heads of these two creatures, but a newly established druid conclave outside the walls of the city has hired the adventuring party to guide them to the location of the creatures before the bounty hunters get there in a race against time.

The adventurers are seeking to locate and make contact with a particularly powerful ramzadi Tomud in an effort to form an alliance against the expansionist nature of Lord Raghuveer. But in order to gain an audience with this Tomud and earn his respect, the party has to find a way to get past his pet xanthu, without killing it.

Xial

Small Animal (Aquatic)

Hit Dice: 1d8 (6 hp)

Initiative: +3

Speed: Swim 40 ft. (8 squares)

Armor Class: 19 (+1 size, +3 Dex, +5 natural)

Base Attack/Grapple: +1

Attack: Bite +0 melee

Full Attack: Bite +0 melee (1d6-4)

Space/Reach: 2 1/2 ft./0 ft.

Special Attacks: Frenzied state

Special Qualities: Keen scent

Saves: Fort +2, Ref +5, Will +0
Abilities: Str 3, Dex 16, Con 10, Int 2, Wis 10, Cha 4
Skills: Listen +2, Spot +3, Swim +9
Feats: Alertness
Environment: Warm aquatic
Organization: Solitary, school (2-50), pack (51-100), swarm (101-300)
Challenge Rating: 1/2
Advancement: -
Level Adjustment: -

The slave trader slit the slave's arm, holding it over the water so the droplets of blood spread across its surface. Within seconds, the river seemed to come alive with black and yellow fish coming to the surface and seeming agitated. A quick push by the slaver and the woman sailed into the water. She only came up for air once before the water around her turned to foam from the activities of those fish. The second time she broke the water she was dead with no flesh on her bones below her neck. The whole incident only lasted 15 seconds and showed everyone on board why no one swims the Xanthus and lives...

Xial is a piranha-like fish that is native to the Xanthus River. Found primarily in the slower currents and pocket lagoons, they are 2 ft. long black and yellow fish with razor sharp teeth inside of a beak-like mouth designed to penetrate even the toughest of skins.

Combat

Xial swarm and frenzy around any creature that bleeds while in the water. As the xial frenzy, they charge in and bite that creature, ripping small chunks of flesh and causing more bleeding, which heightens the feeding frenzy of other xial.

Frenzied State

(Ex): Once a xial smells blood in the water, it enters a heightened state of arousal and hunger. Upon locating the source of the blood, the xial will swim directly in to feed. After its first successful attack, the xial becomes fully frenzied and may make two attacks per round instead of one.

When exposed to a school of only 25 xial, a Medium size creature could have every bit of meat stripped from its skeleton in less than 1 minute after the first attack.

Keen Scent (Ex):

A xial is capable of noticing creatures by scent in a 180-foot radius and can detect blood in the water at a range of up to 1 mile.



Skills: A xial has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Habitat/Society

Contrary to opinion, xial are not vicious fish that will eat anything that swims in the Xanthus. Rather, it takes the element of blood to excite them as a school or swarm and start the frenzied behavior they are so well known for. Without blood in the water, it is as safe to swim with them as it is any other fish.

Xial prefer to reside near the roots of the trees along the banks and the foliage that grows in the river itself. Along the shore, they are more likely to encounter food as it wades too far in the river, or falls from the branches above. Xial have also learned the value of being near boats that traverse the waterways of the Xanthus.

Campaign Suggestions

The ramzadi enjoy the meat of the xial as a delicacy. In order to participate in a tribal feast, the party members must each catch a xial with their bare hands while standing in the river as the fish swim around their bodies.

After successfully traversing the rapids, the party finds that the river slows and widens into a lazy flow. Battered and beaten with their boat taking on water, party members begin to notice black and yellow fish swimming near the boat in greater numbers.

Zysk

Medium Monstrous Humanoid

Hit Dice: 4d8+12 (36 hp)

Initiative: +9

Speed: 30 ft. (6 squares)

Armor Class: 22 (+5 Dex, +2 shield, +5 natural), touch 17, flat-footed 17

Base Attack/Grapple: +4/+6

Attack: Bite +6 melee (2d6+1), longsword +6 melee (1d8+2/19-20), or shortbow +9 ranged (1d6/x3)

Full Attack: Bite +6 melee (2d6+1) and 2 claws +4 melee (1d4+2), or bite +6 melee (2d6+1) and longsword +4 melee (1d8+2/19-20), or shortbow +9 ranged (1d6/x3)

Space/Reach: 5 ft./5 ft.

Special Attacks: Fighting frenzy, greater bite, head chomp, unending battlefury

Special Qualities: Darkvision 60 ft., damage reduction 3/-- resistance to cold 10 and fire 10, spell resistance 10

Saves: Fort +4, Ref +9, Will +5

Abilities: Str 14, Dex 20, Con 16, Int 10, Wis 12, Cha 5

Skills: Climb +5, Hide +8, Listen +5, Spot +5

Feats: Improved Initiative, Multiattack

Environment: Any warm or temperate land and underground

Organization: Solitary, gang (2-12), pack (6-36), mob (30-120)

Challenge Rating: 7

Treasure: Half standard

Alignment: Usually lawful evil

Advancement: By character class

Level Adjustment: +2

Fierce, brutal and utterly bloodthirsty, the zyssk are the fearsome footsoldiers of the sythiss. Many sages speculate that the zyssk were once humanoid, but have since been magically altered to serve bloodlust and war. Whether or not this is true remains a mystery, but the fact that nothing humane remains within their tightly wound forms is common knowledge and widely accepted by all as a grim reality.

Zyssk range in height from five to six feet, and appear basically humanoid in body structure. However, their physical forms are honed for the battlefield. Every chiseled muscle beneath their hard, interlocking scales quivers with barely constrained fury. Their massive heads resemble a demonic dragon and possess a truly frightful maw filled with several rows of serrated teeth.

Zyssk wear no armor though they employ heavy wooden shields, relying instead on their thick skin to turn most blows. They are often clad in pristine white loincloths, which they ritually clean after every battle. Each of these loincloths bears the clan symbol the individual zyssk serves. It is said that these loincloths are a physical representation of the souls of the zyssk. The zyssk trust that the meticulous scouring of all stains of blood and battle also cleanses their souls of any responsibility for those terrible actions. As such, the zyssk have no qualms about performing even the most heinous of actions while in the thick of battle, as amends is but a wash away.

Zyssk always speak the tongue most often spoken by their masters, the Sythiss, as well as Common. Occasionally, they might speak other languages that are common to the warrior caste of Arena.

Combat

Zyssk love nothing so much as the symphonic sounds of rending flesh and breaking bone. Only the domineering will of the sythiss can keep them from leaping into any melee within the range of their acute senses. To question a sythiss is paramount to death in the eyes of the zyssk, and ironically, the tentative and planning natures of their crafty masters are the only things that have kept the zyssk from attempting to swarm over the whole of the Forge.

Fighting Frenzy (Ex): The sounds, scent, or sight of battle drive zyssk into a frothing battle rage. Any zyssk that perceives a battle of any size, and who is not under a direct command from his sythiss commander, must succeed at a Will save (DC 18) or dive headlong into the fray, gaining a +2 bonus to attacks and damage for two rounds.

Greater Bite (Ex): A zyssk possesses an abnormally large mouth filled with shark-like teeth. Their ability to gape widely, and the nature of their teeth, allow them to inflict double normal bite damage.

Head Chomp (Ex): As a full round action, a zyssk can make a bite attack that, if it hits, is considered an automatic critical threat. If the second attack roll is successful, a critical hit is dealt. This attack does not provoke an attack of opportunity from threatening opponents.

Unending Battlefury (Ex): Zyssk so love battle that even the pain of death does not deter them. They possess the ability to remain conscious in battle until they reach -10 hit points, at which point they attack one more round before collapsing in death.

Live the Fantasy

Immerse yourself in the mystery and power of the Oathbound setting with our first novel, *Forged*, by Thomas M. Reid (author of *Insurrection: War of the Spider Queen*, Book 2).



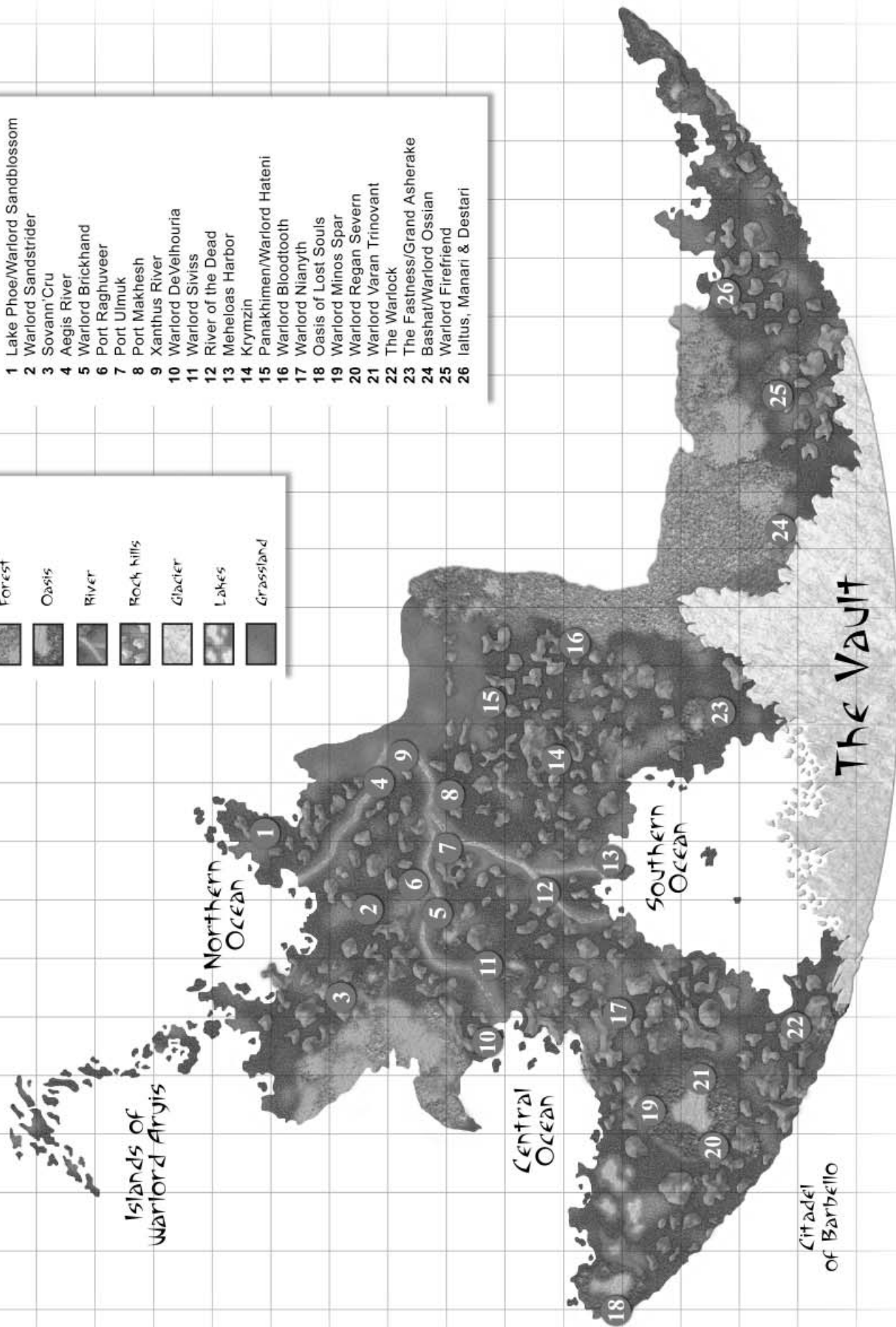
For visitors to the Forge, arriving has always been far easier than returning home. But the moment Lyrien Ves'tiral is ripped unwillingly from his homeland – from the woman he has pledged to protect – and deposited in this strange, rich tapestry of a world, he intends to escape. The only problem is, someone in the Forge has other plans for him. Seeking both a means of escape and the identity of those who would prevent it, Lyrien quickly finds himself a pawn in the plots of some of the Forge's most conniving schemers.

As he struggles to disentangle himself from their subtle games, Ves'tiral becomes torn between a need to fulfill his duty back home and a growing bond with the mysterious, effusive world that is reshaping his very being, tempering him for a role that just might transform the land itself.

Key



- 1 Lake Phoe/Warlord Sandblossom
- 2 Warlord Sandstrider
- 3 Sovann' Cru
- 4 Aegis River
- 5 Warlord Brickhand
- 6 Port Raghuveer
- 7 Port Ulmuk
- 8 Port Makhesh
- 9 Xanthus River
- 10 Warlord DeVelhouria
- 11 Warlord Siviss
- 12 River of the Dead
- 13 Meheloas Harbor
- 14 Krymzin
- 15 Panakhimen/Warlord Hateni
- 16 Warlord Bloodtooth
- 17 Warlord Nianyth
- 18 Oasis of Lost Souls
- 19 Warlord Minos Spar
- 20 Warlord Regan Severn
- 21 Warlord Varan Trinovant
- 22 The Warlock
- 23 The Fastness/Grand Asherake
- 24 Bashat/Warlord Ossian
- 25 Warlord Firefriend
- 26 Ialtus, Manari & Destari



Almaric the Dark

Medium-size Human Male, Shaded Creature

Rogue 6/Shadow Assassin 4

Hit Dice: 6d6+12/4d6+8

Hit Points: 65

Initiative: +8 (Improved Initiative, Dex)

Speed: Walk 30 ft.

AC: 21 (flatfooted 17, touch 14)

Base Attack Bonus: +8/+3

Grapple: +12

Attacks: +13/+8 melee primary (1d6+5/17-20x2, *short sword*+2); +12/+7 melee secondary (1d4+4/19-20x2, *dagger of venom* +1); +12 range (1d4+4/19-20x2, *dagger of venom* +1); +11 range (1d8/19-20x2 light crossbow)

Space/Reach: 5 ft./5 ft.

Special Qualities: Evasion (Ex), Precognitive (Su) 3/day, Sneak Attack +5d6, Trap Sense (Ex) +2, Trapfinding, Uncanny Dodge (Dex bonus to AC), Death Attack, Hide in Plain Sight, Shadow Heal, Darkness

Saves: Fortitude +4, Reflex +11, Will +4

Abilities: Str 16 (+3), Dex 19 (+4), Con 15 (+2), Int 17 (+3), Wis 14 (+2), Cha 17 (+3)

Alignment: Lawful Neutral

Skills & Feats: Appraise +3, Balance +11, Battlespeak +14*, Bluff +13, City Lore +8, Climb +9, Concentration +2, Craft (mapmaking) +9, Decipher Script +5, Diplomacy +5, Disguise +5, Escape Artist +11, Forgery +3, Gather Information +14, Heal +2, Hide +21, Intimidate +5, Jump +8, Knowledge (arcana) +9, Knowledge (geography: Arena) +9, Listen +4, Move Silently +11, Open Lock +17, Search +7, Sense Motive +2, Spot +10, Sleight of Hand +7, Swim +1, Tumble +10; Alertness, Armor Proficiency (Light), Improved Critical (Short Sword), Improved Two Weapon

Fighting, Improved Initiative, Lightning Reflexes, Simple Weapon Proficiency, Two Weapon Fighting, Weapon Focus (Short Sword, Dagger)

Languages: Asherake, Common, Draconic, Elf, Faust

Gifts: Keen Ears[†], Twist of Fate[†]

Prestige Races: Focus of the Shadow (*Shadow*: +3 natural armor bonus, +6 circumstance bonus to Hide checks; *Shaded*: spell resistance 15)

Possessions: Light crossbow (10 bolts); *cloak of the bat*; *dagger of venom* +1; *potion of cure serious wounds*; *ring of misdirection*; *studded leather* +1; *short sword* +2

[†]Found in *Oathbound: Arena*

Background

Born in the city of Port Raghuveer, your parents were trained assassins in the service of the enigmatic Shadow Mage for which the city was named. Raised from a young age by a retainer of Raghuveer himself, it was evident from a early age you would follow in your parents footsteps. After many years of faithful service to your master, Lord Raghuveer has instructed you to leave your home and travel the sands of Arena. Your mission is not specific, only to journey across the red sands for the span of five years. Should you survive, you're to report back to the Shadow Mage all that you have said and done. You do this happily, as you have always wanted to see the rest of Arena and maybe someday the other domains of the Forge.

Character Notes

Flumphflo Victorovan

Small-size Picker Male

Sorcerer 11

Hit Dice: 11d4+22

Hit Points: 55

Initiative: +7 (Improved Initiative, Dex)

Speed: Walk 20 ft.

AC: 21 (flatfooted 17, touch 21)

Base Attack Bonus: +6/+1

Grapple: +2

Attacks: +9/+4 melee (1d3+3/19-20x2, dagger +3, blinding)

Space/Reach: 2-1/2 ft./5 ft.

Special Qualities: Detect Magic (Sp), Enhanced Memory (Ex), Summon Familiar

Saves: Fortitude +6, Reflex +8, Will +9

Abilities: Str 10 (+0), Dex 18 (+4), Con 14 (+2), Int 17 (+3), Wis 13 (+1), Cha 16 (+3)

Alignment: Chaotic Neutral

Skills & Feats: Bluff +6, Concentration +7, Hide +15, Knowledge (arcana) +13, Listen +10, Move Silently +9, Search +8, Spellcraft +13, Spot +2; Combat Casting, Empower Spell, Improved Initiative, Simple Weapon Proficiency, Spell Penetration

Languages: Common, Chromithian, Elven, Nightling, Picker

Spells (6/7/7/7/6/4 - per day; 9/5/5/4/3/2 - known): 0-level: *acid splash*, *daze*, *detect poison*, *flare*, *light*, *open/close*, *prestidigitation*, *ray of frost*, *read magic*; 1st-level: *burning hands*, *endure elements*, *identify*, *magic missile*, *ray of enfeeblement*, *shield*, *true strike*; 2nd-level: *arcane lock*, *bull's strength*, *cat's strength*, *darkness*, *darkvision*, *detect thoughts*, *web*; 3rd-level: *daylight*, *deep slumber*, *dispel magic*, *fireball*, *lightning bolt*, *slow*, *wind wall*; 4th-level: *fire shield*, *ice storm*, *polymorph*, *scrying*, *wall of fire*, *wall of ice*; 5th-level: *cloudkill*, *cone of cold*, *permanency*, *wall of force*.

Gifts: Recall[†], Voyeur Sense[†]

Prestige Races: Focus of the Gloom (*Aphotic*: Gains Alertness, Blind-fight and Self-sufficient feats, +4 racial bonus to Listen checks), Focus of the Shadow[‡] (*Shadow*: Gains +3 natural armor bonus and +6 circumstance bonus to Hide checks)

Possessions: *Ring of protection* +3, *wand of magic missiles* (9th) - 15 charges, *wand of cure moderate wounds* - 40 charges, *boots of teleportation*, *robe of stars*, *gem of seeing*, *dagger* +3 (*blinding*[†]), 502 gp, 267 sp.

[†]Found in *Oathbound: Arena*

[‡]Found in *Oathbound: Domains of the Forge*

Background

You scour the lands of Arena in search of magic items and other objects of power. Your travels have taken you everywhere in the domain where you have learned to tap the power of your blood and wield magic that many fear. Only the acquisition of magic and power matter to you; all else is trivial. You are quick to join an adventuring troupe and just as quick to leave them to their fates should an item of power come within your sight. Many an adventurer has died by coming between you and your goals.

Character Notes

Silverbreeze Firefriend

MEDIUM-SIZE HAZE FEMALE, GRIM AND TOUGHENED CREATURE

Ranger 12/Vigilante 3†

Hit Dice: 12d8+24/3d8+6

Hit Points: 123

Initiative: +3 (Dex)

Speed: Walk 30 ft.

AC: 19 (flatfooted 16, touch 19)

Base Attack Bonus: +15/+10/+5

Grapple: +19

Attacks: +22/+17/+12 melee primary (1d8+7/19-20x2, sword of ghosts); +22/+17/+2 melee off-hand (1d4+7/19-20x2, dagger +3, persuading); +19/+14 melee (1d6+4/x2, claw); +19 melee (1d6+4/x2 beak)

Space/Reach: 5 ft./5 ft.

Special Qualities: Mindsight (Ex), Telepathy (Ex), +2 insight bonus to saving throws vs. illusions, Favored Enemy (Aberration, magical beast, fey), Wild Empathy, Combat style mastery (two-weapon), Animal Companion, Woodland Stride, Swift Tracker, Evasion (Ex), Sense Attack (Ex), Reflexive Awareness (Ex), Uncanny Dodge, Spell Resistance 15

Saves: Fortitude +15, Reflex +14, Will +8

Abilities: Str 18 (+4), Dex 16 (+3), Con 14 (+2), Int 14 (+2), Wis 16 (+3), Cha 8 (-1)

Alignment: Lawful Neutral

Skills & Feats: Balance +6, Battlespeak +12, Climb +14, Concentration +12, Gather Information +5, Handle Animal +4, Heal +13, Hide +15, Jump +14, Knowledge (geography: Arena) +12, Knowledge (nature) +14, Listen +17, Move Silently +15, Search +14, Spot +10, Survival +15, Tumble +6; Alertness, Armor Proficiency (Light), Combat Reflexes, Desert Breath, Dodge, Endurance*, Greater Two-Weapon Fighting*, Improved Natural Attack (claw), Improved Two-Weapon Fighting*,

Investigator, Martial Weapon Proficiency, Multiattack, Simple Weapon Proficiency, Shield Proficiency (All), Stealthy, Track*, Toughness, Two-Weapon Fighting*

Languages: Asherake, Common, Picker (comprehend only)

Spells (2/2/2): 1st-level: *delay poison, entangle, read magic, refinement†, summon nature's ally I*; 2nd-level: *barkskin, cure light wounds, hold animal, invert sand, path of the scorpion, wind wall*; 3rd-level: *cure moderate wounds, greater magic fang, neutralize poison, remove disease, repel vermin.*

Gifts: Regenerate†

Prestige Races: Focus of the Grave (Grim: Gains Investigator, Stealthy and Toughness feats), Focus of the Brawler† (Toughened: Gains damage reduction 5 vs. nonlethal damage, +2 racial bonus to Constitution and +2 racial bonus to Fortitude saves)

Possessions: *Sword of ghosts‡ (+3 longsword, ghost touch), dagger +3 (persuading‡), bag of people holding†, ring of protection +2, bracers of armor +4, periapt of health, decanter of endless water, 867 gp, 100 sp.*

* Class bonus; † Oathbound: Arena; ‡ Oathbound: Domains of the Forge

Background

You serve the mighty warlord Droghin Firefriend and his quest to widen his domain of control. You are under orders to seek out magical treasures and capable adventurers that would aid in Droghin's cause while serving as scout and reconnaissance for the warlord. You have lead small guerilla strike forces in the past and are seeking to find capable mercenaries to form a new force so that Droghin may challenge the holdings of the warlord Og Brickhand.

Character Notes

Halygon the Slayer

Medium-size War Valco Male, Havoc Creature

Duneslayer 10

Hit Dice: 10d10+30

Hit Points: 105

Initiative: +2 (Dex)

Speed: Walk 30', 40' desert

AC: 19 (flatfooted 17, touch 12)

Base Attack Bonus: +10/+5

Grapple: +16

Attacks: +17/+12 melee (1d8+7/20x3, *masterwork spring spear*); +12 ranged (1d4+6 (per ball)/19-20x2, war bola, 6 ball); +17 melee (2d6+6/20x2, ramming attack)

Space/Reach: 5 ft./5 ft.

Special Qualities: Natural armor +2, Resistant to poison and disease (+2 save), Ramming Attack (Ex), Desert Warfare, Co-operative Combat, Desert Tactician, Improved Footing, Bravado

Saves: Fortitude +7, Reflex +5, Will +3

Abilities: Str 22 (+6), Dex 14(+2), Con 16(+3), Int 10, Wis 12, Cha 16(+3)

Alignment: Chaotic Neutral

Skills & Feats: Climb +7, Hide +8, Jump+8, Knowledge (geography: Arena) +7, Listen +8, Move Silently +8, Spot +5, Survival +7; Battle Fury, Desert Thirst, Endurance, Run, Weapon Focus (Spring Spear)

Languages: Asherake, Chromithian, Common, Dover, Dwarfish, Elvish, Faust, Nightling.

Gifts: Danger Sense, Keen Eyes[†]

Prestige Races: Focus of Warfare (*Havoc*: gains barbarian rage number of times per day equal to Constitution bonus)

Possessions: Masterwork spring spear, war bola (6 ball), dagger, *breastplate* +2, climber's kit, *amulet of natural armor* (+1), *potion: cure moderate wounds* (3 doses), *potion: delay poison* (4 doses), 200gp, 488sp.

[†]Found in *Oathbound: Arena*

Background

Born in Penance, you came to Arena at an early age and the desert has been your home ever since. You have served in the armies of no less than 20 warlords during your military career and you've been the spearhead of more than a 100 successful campaigns. Lately, you have decided to strike out across Arena on your own in search of wealth, perhaps even become a warlord someday. You know there are hundreds of hidden caches of gold and magic across the red sands, mysteries just waiting to be discovered.

Character Notes

Large-size Female Karnos

Barbarian 5/Cleric 6

Hit Dice: 5d12+10/6d8+10

Hit Points: 101

Initiative: +6 (Improved Initiative, Dex)

Speed: Walk 40'

AC: 17 (flatfooted 15, touch 17)

Base Attack Bonus: +9/+4

Grapple: +20

Attacks: +17/+12 melee (1d10+8/18-20x2, masterwork maul, bladed); +16/+11 melee (1d6+6/20x2, claw), +16 melee (2d6+6/20x2, bite)

Space/Reach: 10 ft./5 ft.

Special Qualities: Natural weapons, Weapon Totem (maul, bladed), Fast Movement, Rage 2/day, Improved Uncanny Dodge, Trap Sense +1, Turn Undead

Saves: Fortitude +9, Reflex +3, Will +6

Abilities: Str 24 (+7), Dex 14 (+2), Con 14 (+2), Int 10 (+0), Wis 14 (+2), Cha 10 (+0)

Alignment: Chaotic Neutral

Skills & Feats: Climb +7, Concentration +6, Intimidate +5, Jump +7, Knowledge (geography: Arena) +2, Knowledge (religion) +2, Listen +7, Search +2, Spellcraft +6, Survival +8; Improved Critical (Maul, bladed), Improved Initiative, Power Attack, Savage Bite, Weapon Focus (Maul, bladed)

Languages: Common, Karnos, Valco

Gifts: Painless†, Precognitive

Possessions: Masterwork bladed maul (weapon totem), pouch, spell components, *potion of cure serious wounds*, 40gp.

Clerical Spells Prepared (5/4/4/2): 0-level: *detect magic, inflict minor wounds (3), resistance*; 1st-level: *cause fear, inflict light wounds (2), magic weapon*; 2nd-level: *death knell (2), shatter, spiritual weapon*; 3rd-level: *animate dead (2)*

†Found in *Oathbound: Arena*

Background

You are karnos. You live for battle and the glory of your race. Cowards are weak and deserve to die, and only through combat and death do we truly live. Your patron is none other than the Mask of Fury herself, as it was she who saved your race and brought them to this ultimate battlefield called Arena. In an effort to serve your people better you have decided to travel the red sands and learn all you can of Barbello and others of Arena that revel in war. Already a powerful leader of your people, this journey will harden you and bring more glory on the battlefields for you people.

Character Notes

Rhan Tonthis

Large-size Ramzadi Male, Immunized and Scaled Creature

Fighter 10

Hit Dice: 10d10+20

Hit Points: 95

Initiative: +6 (Improved Initiative, Dex)

Speed: Walk 30 ft., Climb 20 ft.

AC: 19 (flatfooted 17, touch 15)

Base Attack Bonus: +10/+5

Grapple: +12

Attacks: +14/+9 melee primary (2d6+8/19-20x2, *greatsword* +3); +15 range (1d10+2/19-20x2, *triple-threat crossbow* +2)

Space/Reach: 10 ft./5 ft.

Special Qualities: Acid Resistance 5, Darkvision, Fast Healing 1, Scent, Skull Crush (Ex)

Saves: Fortitude +9, Reflex +5, Will +3

Abilities: Str 16 (+3), Dex 14 (+2), Con 14 (+2), Int 10 (+0), Wis 10 (+0), Cha 10 (+0)

Alignment: Neutral Evil

Skills & Feats: Climb* +11, Hide* +11, Intimidate +4, Jump +7, Listen +6, Move Silently +4, Survival +2; Armor Proficiency (All), Cleave, Great Cleave, Improved Initiative, Leadership, Martial Weapon Proficiency, Point Blank Shot, Power Attack, Precise Shot, Simple Weapon Proficiency, Shield Proficiency (All), Track*, Weapon Focus (*Greatsword*, *Triple-threat Crossbow*), Weapon Specialization (*Greatsword*)

Languages: Common, Draconic

Gifts: Nature's Blessing[†], Voyeur Sense[†]

Prestige Races: Focus of the Body[†] (*Immunized*: +2 racial bonus to Constitution, immune to disease, +6 racial bonus to saving throws vs.

all poisons), Focus of the Serpent[†] (*Scaled*: +2 natural armor bonus, acid resistance 5)

Possessions: *Greatsword* +3, *triple-threat crossbow* +2, *bracers of armor* +4, *elixir of fire breath*, 299 gp, 58 sp.

* Racial bonus

[†]Found in *Oathbound: Arena*

[†]Found in *Oathbound: Domains of the Forge*

Background

Due to an "incident" that brought dishonor to your clan, you've left the forests of Xanthus and have embraced the mercenary life. Now, you sell your sword to the one who pays the highest coin no matter what the mission. You are fearless and will take on any task provided the price is right. Now, you feel the time is right for you to make your move towards becoming a warlord by forming an elite company loyal to you and your ambitions.

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