



MITHRENDAIN, CITADEL OF THE FEYWILD

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DEEP IN THE FEYWILD, beyond the swirling residuum storms of the Plains of Valdrennai, stands one of the most magnificent cities ever constructed by the eladrin: Mithrendain. The city's name is derived from the elf phrase "wall of the fortress," but the word has become synonymous with the beauty and longevity of the eladrin. Home to nearly 40,000 people, almost all of them eladrin, Mithrendain is a beautiful city resplendent with soaring towers and graceful architecture. In addition to its proper name, Mithrendain is often referred to as the Autumn City, since most of its towers are colored like autumn leaves, with yellow, gold, and bronze being common.

Mithrendain was founded several hundred years ago in the waning days of the eladrin empire. During a particularly brutal campaign against the forces of the fomorian kings, a contingent of eladrin soldiers discovered a place in the Feywild where the fomorians had carved a path from their deep kingdoms to the surface, creating a large hole that allowed thousands of vile beings to flow upward from the Underdark each day. After a bloody battle between the eladrin soldiers and the fomorians, the surface forces pushed their enemies back through the opening and into the Underdark once more. With the help of powerful wizards, the eladrin sealed the hole to the Underdark, shutting off one of the

fomorian's main avenues to the surface. Unwilling to trust that the massive opening would stay closed on its own, the soldiers founded a fortress on the spot, building the main citadel up around the barrier to guarantee that it could not be used to escape the Underdark without the eladrin being aware of it.

At first, the fortress stood vigilant over the barrier, with soldiers guarding the passage to make sure nothing would disturb it. Over time, secrecy surrounding the barrier (for the builders of Mithrendain did not want its existence to become common knowledge) caused knowledge of the true purpose of the fortress to fade from the minds of subsequent generations. Soldiers brought their families to live in the fortress with them, and children were born in Mithrendain with no knowledge of the barrier at the center of the citadel. Within a few decades, the small fortress was bursting with families, and these families built homes for themselves outside the walls of the fortress. With no attacks on the fortress, and no attempts by the denizens of the Underdark to shatter the barrier under Mithrendain, the fortress became a village, then a town, and within a few more decades the sprawl had become a city.

Years came and went, and the original generation of soldiers who founded the fortress moved on to the next life. As the centuries passed, the secret beneath the Citadel Arcanum (as the original fortress came to be called) was forgotten by all but a handful of city leaders, who then passed the secret knowledge of the barrier down to their successors. With no more threats from the Underdark (at least, no more than any other eladrin city), Mithrendain flourished and prospered. Eventually, the influence of soldiers waned and scholars, artists, and artisans became the new lords of the city. As the golden towers of Mithrendain grew ever taller, the militant history of the city faded into history.

In modern times, Mithrendain retains little that would suggest it was once a military outpost guarding the surface from encroaching forces of the Underdark. Soaring towers of burnished bronze and shining gold reach for the clouds, and the streets of the city are filled with eladrin who have no idea that at the heart of their city is one of the largest passages into the Underdark in all the Feywild.

THE CITY

Visitors to the Autumn City from the World are likely to be struck by both how beautiful and how alien the city is. Mithrendain is built in the middle of a great forest, seeming to spring up from the ground just like the trees throughout the city. In fact, many tall, broad trees are larger than several of the city's eladrin-built towers, giving the impression that the towers are merely natural growths within the forest. Unlike the Citadel at its heart, the city of Mithrendain has no walls, meaning that entering the city is a matter of walking wherever a gap can be found between the buildings and great trees. Hundreds of streets flow outward from the city center, allowing visitors to enter wherever is convenient upon arrival; similarly, leaving the city is a matter of finding the shortest route to the edge of the buildings. A city filled with citizens that can teleport, even over short distances, has little need for large walls to protect it.

The streets, loosely paved with an extremely smooth sandy yellow stone, wind their way through the city in a rather haphazard fashion. The buildings in Mithrendain are not built into city blocks, but rather cluster together in groups of three to five towers; the roads flow around them, and no dead-end streets exist in the city. Every street connects with another, or another branch of itself, and the buildings allows those looking in any direction to see for great distances with little obstruction.

Though many buildings are in the city, each cluster of towers does not block line of sight over long stretches. While walking through the streets of the city, one might suspect that Mithrendain is an unplanned, haphazard city due to the organic nature of its layout, though this couldn't be further from the truth; the city's leaders carefully approve of every new building, making sure that it still leaves enough space for unobstructed views of distant places in the city. Additionally, the city has parks with small patches of grass and streams that feed into placid pools, which is where eladrin can gather outside their homes. The eladrin make sure that Mithrendain is constantly filled with gardens, streams, and small lakes, which gives the impression that the city and the forest surrounding it grew up at the same time.

Those who have not lived in the Autumn City for long notice a constant, low-pitched hum that permeates the entire city. Most eladrin living in the city no longer hear it; it is the thrum of arcane magic flowing through the city, interacting with its defenses and with magic on the inside (and outside) of every building in the city. The air pulses with unseen energy, but this is just a matter of course for the eladrin that live in Mithrendain. Another sign of the Feywild's magical influence is the *residuum* that collects on the buildings and streets of the city. The essence of magic, *residuum* coats much of the city like dust does in other settlements. The city's rulers pay to have the *residuum* collected and brought to the Citadel Arcanum, using it to reinforce the wards and magic sensors throughout the city. Unauthorized collecting and keeping *residuum* that has gathered on surfaces throughout the city is a crime, since this gathered *residuum* is absolutely vital not only to the maintenance of the wards around the city but also to reinforce the barrier over the tunnel into the Underdark found beneath the Citadel. Some greedy citizens have been known to keep *residuum* for themselves, but aside from being illegal, this

practice is also seen as a societal faux pas since it puts one's own personal gain over the safety of all Mithrendain.

Mithrendain is ruled by a council of seven respected members of the community. Each of the councilors is considered among the best in his or her field, and has earned the admiration of the rest of the city. The seven councilors also each hold a symbol of office; unknown to the inhabitants of the Autumn City, these symbols are also keys that can deactivate or destroy the seals on the barrier to the Underdark. When a member of the council dies, the other members of the council select a new councilor from the most deserving members of society, making sure to select a councilor that the people accept as a good choice. The councilors take great care in their choice, since each councilor must also hold a significant responsibility for the welfare of the barrier.

Walking through the streets of Mithrendain can be, for newcomers, like stepping into a timeless realm of alien design. There are no clocks, no sundials, and no other method of keeping time found anywhere throughout the Autumn City, and it can be easy to lose track of the time or even the date for those unaccustomed to this quirk. As a result of the organic layout of the city's streets and the lack of timekeeping, visitors to Mithrendain are often frustrated by both directions and descriptions of time given by the locals. "Meet me in the southeastern portion of the city, near the sculpture garden, sometime after midday," is a perfectly reasonable appointment for the inhabitants of Mithrendain, though the vagueness can sometimes confuse outsiders.

Like any other city, Mithrendain is broken down into a series of districts and zones. Most of these districts are identified solely by their directional relationship. Neighborhoods typically have names such as the "Southeastern" or "Below the North End," though a few exceptions exist. The Citadel

Arcanum is the sole remaining structure of the original fortress that had been called Mithrendain, and the Old Battery is a darker side of town that represents some of the oldest homes and settlements in the city. Likewise, the Outskirts covers all the homes and villages outside Mithrendain proper, beyond which the light of civilization does not shine as brightly. Unlike most major cities, Mithrendain does not have a "Merchant District" or bazaar; rather, specialty shops serve customers throughout the city, usually on the bottom floors of the homes of individual citizens. Thanks to their longevity, eladrin learn more than one trade (and the basics of many more), and the need for specialization is less common. Most eladrin learn to make their own clothing, repair their own homes, and perform the basics of several other trades.

DEFENSES

Though Mithrendain might appear to be a harmonious place, the keepers of the eladrin city must be constantly vigilant for many dangers. The city was built above a massive passageway into the Underdark, and many of the city's defenses were put in place to warn of intrusion from below. However, threats from the Underdark are not the only things that worry the city's defenders; the Feywild full of mischievous and malicious creatures, many of which could do great harm to the city, also trouble them.

The primary defenders of Mithrendain are the members of the city guard. The city guard consists of volunteers who patrol the streets day and night, vigilant for the presence of anyone attempting to disturb the peace. Lurking in the shadows of Mithrendain are also the Watchers of the Night, a secret police force that is tasked with rooting out anyone, or anything, that might pose a threat to the safety of the city from outside. See the section on Law Enforcement below for more about each of these organizations.

As mentioned before, Mithrendain has no outer walls, and the buildings most distant from the Citadel Arcanum are without protection against anything coming from the forest. The inhabitants of these buildings take their defense into their own hands, though, and outlying buildings are full of surprises to ward off invaders from the outside. In many cases, those that dwell on the outskirts of Mithrendain keep a bow or a spear close to the door, and those that can afford it have magical wards placed on their homes. Buildings on the outskirts also have arrow slits carved out of the walls on the upper floors (at least, those sections of the building facing the edge of the city), allowing their owners to fire upon intruders from the relative safety of their homes. As one approaches the center of the city, the buildings have fewer defenses raised by their owners, and the city's own defenses become more prominent.

Mithrendain's two primary defense mechanisms come in the form of revelation spheres and tremor wards.

Revelation Spheres: Invented well after the city grew beyond the bounds of the original fortress, revelation spheres are solid marble spheres roughly 8 feet in diameter set into the indentations in the ground. Each revelation sphere is covered in glowing runes that pulse with arcane energy; these runes cause the spheres to give off waves of magical energy that disrupt illusions, including invisibility. In the Feywild, invisible threats pose extreme danger, since they could otherwise walk directly to the center of the city; given the number of creatures in the Feywild capable of turning invisible, it is no wonder the city's leaders ensured that revelation spheres were placed at intervals throughout the city, ensuring that their zones of influence overlapped to cover almost the entire city.

Revelation spheres take up an entire square as blocking terrain. Each revelation sphere radiates a continual 20-square close burst. Powers with the

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illusion keyword can't be used within the burst and powers with the illusion keyword end upon entering the area of the burst.

Tremor Wards: Consisting of elaborate runes placed on enchanted stones set into the ground, tremor wards detect major disturbances in the ground that indicate a breach large enough to let enemies through.

A tremor ward takes up an entire square. Each tremor ward radiates a continual 20-square close burst that flows into the earth. Though these wards are attuned to ignore natural burrowing animals, they can detect any break in the ground large enough to let a Small creature pass through it. When a tremor ward detects a break in the ground, a path of runes leading from the Citadel Arcanum to the site of the breach glows brightly, allowing members of the city guard to follow the shortest path to the breach. The tremor wards can be deactivated by special request, such as when a new tower is to be built and ground needs to be broken, but most inhabitants of Mithrendain know better than to go digging within the reach of the tremor wards.

THE CITADEL ARCANUM

Where the original fortress of Mithrendain once stood is now the towering Citadel Arcanum. After the population of the fortress began to grow beyond its capacity, major sections of the original fortress were torn down, rebuilt, torn down again, and rebuilt to better accommodate the fledgling city's expansion. At the point when Mithrendain could no longer be referred to as a town, the leaders of the city organized a massive reconstruction effort for the original fortress. The entire original fortress was rebuilt around a single, looming tower that stands above all other buildings in Mithrendain. This tower is the central structure of the Citadel Arcanum, and it serves as the central building of government and defense in Mithrendain.

The Citadel's design was influenced by human architecture, which at the time was deemed worthy of study due to the human propensity for defending their cities against invasion. However, the eladrin builders took inspiration from human designs and used their own techniques to produce a magnificent structure unrivaled in its beauty. Despite its artistic appearance, the Citadel Arcanum is extremely functional as a defensible structure. Walls surround the main grounds of the Citadel (clearly a sign of human influence), and the tower is guarded at all times, inside and out.

The Citadel Arcanum not only serves as the first and last line of defense of the barrier to the Underdark, it also is the central meeting place for the city's ruling council. Within the citadels are the offices and (in some cases) living quarters of the seven council members, and the Citadel also serves as a barracks and gathering place for the city guard. Moreover, the Citadel Arcanum serves as a base of operations for the city's secret police force, known as the Watchers of the Night.

The interior of the Citadel is well appointed, and even the most utilitarian parts of the Citadel have some amount of decoration and beauty to them. The Citadel also has a number of meeting chambers, training areas, and even a banquet hall. The Citadel Arcanum is the one building in the city that resembles the castles and keeps built by humans, though eladrin consider the Citadel far superior to any human creation.

THE MITHRENDAIN BARRIER

At the center of the Citadel Arcanum rests the barrier over the opening into the Underdark, known only to those privileged few as the Mithrendain Barrier. The barrier's existence is a secret, though the most powerful members of Mithrendain society know of its existence. The barrier lies at the heart of the Citadel in a vast chamber where only members of the city's ruling council and their guests can go.

Highly trained elite guards, known as barrier sentinels, guard the barrier's chamber from threats from without as well as from within the area. Barrier sentinels must remain ever vigilant for the possibility of a breach in the barrier, though none have come thus far.

Barrier Sentinel		Level 9 Elite Soldier
Medium fey humanoid, eladrin		XP 800
Initiative +11	Senses Perception +12; low-light vision	
HP 196; Bloodied 98		
AC 27; Fortitude 21, Reflex 24, Will 21		
Saving Throws +2		
Speed 6		
Action Points 1		
⬇ Longsword (standard; at-will) ⬆ Weapon		
+16 vs. AC; 1d8 + 7 damage, and the target is marked until the end of the barrier sentinel's next turn.		
⬇ Drive Back (standard; recharge Ⓜ Ⓜ) ⬆ Weapon		
+16 vs. AC; 2d8 + 7 damage, and push the target 3 squares.		
⬇ Shield Riposte (immediate interrupt, when hit by a melee attack; at-will)		
Requires shield; +14 vs. Fortitude; 1d6 + 5 damage, and barrier sentinel gains a +2 bonus to AC and Reflex until the end of its next turn.		
Fey Step (move, encounter) ⬆ Teleportation		
The barrier sentinel can teleport 5 squares.		
Sentinel Step (immediate reaction, when an enemy moves into a position flanking the barrier sentinel; encounter)		
The barrier sentinel can teleport 5 squares.		
Alignment Unaligned	Languages Common, Elven	
Skills Arcana +7, History +7, Perception +12		
Str 16 (+7)	Dex 20 (+9)	Wis 16 (+7)
Con 18 (+8)	Int 12 (+5)	Cha 11 (+4)
Equipment chainmail, heavy shield, longsword		

The resting place of the Mithrendain Barrier is a tall, cylindrical chamber with a ceiling roughly 50 feet tall. The barrier is a thick stone slab about 130 feet in diameter, set into the ground and carved with elaborate runes around the rim and stretching into its center. Thick, crimson curtains cover the

walls of the chamber and elaborate torch sconces and a fine hanging chandelier light the room. Though such accoutrements might seem out of place above a barrier to the Underdark, the city's ruling council uses the chamber for its meetings, and each of the seven council members has a small throne that permanently rests within the barrier chamber.

THE SEVEN SEAL CHAMBERS

The Mithrendain Barrier is far more than an enchanted slab of stone; it is in fact a magical barrier that prevents denizens of the Underdark from breaking through into the Citadel. The barrier is maintained and reinforced by seven magical seals, each one found somewhere in the Citadel Arcanum. These seals are magic circles carved into 10-foot-wide stretches of the Citadel's floor. Each seal provides a different kind of magical protection to the Mithrendain Barrier, and each seal rests within its own chamber. These seven seals are the key to protecting Mithrendain from below, and only when these seals are broken can the barrier be destroyed. Like the barrier chamber, each of the seal chambers is guarded by barrier sentinels at all times.

THE CATACOMBS

Much to the chagrin of the Citadel's guards, the constant rebuilding of the Citadel Arcanum over the centuries has resulted in a number of secret passages both within and below the massive structure. Known collectively as the catacombs, the barrier sentinel corps has discovered over twenty secret passages leading from rooms within the Citadel into a warren of underground tunnels below the Citadel. Though none of these tunnels come anywhere close to the passageway to the Underdark, much of the catacombs is a subterranean maze.

Despite efforts to close or collapse these secret passages, passageways into the catacombs yet remain. Several Lords Marshal of the Watchers of the Night have used the catacombs as secret meeting places,

fearing the eyes and ears of evil within the Citadel. Some of the secret passages merely lead to other rooms within the Citadel (a disconcerting fact that explains why most of the councilors prefer to sleep in their own estates), while others descend into secret structures that can reach several hundred feet into the ground. Beneath the Citadel Arcanum lie enough secret chambers and tunnels that barrier sentinels refer to it as the underground city, and it is a constant struggle to keep these passageways sealed. The darkest rumors hold that more passages have been forgotten over the years, just waiting to be rediscovered, and that the full extent of the catacombs stretches out beneath the entire city of Mithrendain.

USING THE CITADEL ARCANUM

The Citadel Arcanum is an excellent setting for adventures set in Mithrendain. The Citadel is heavily guarded, but adventurers could spend days or weeks exploring the catacombs and the secret passages leading into and out of the Citadel. The catacombs are large enough to house multiple dungeon complexes, and the Citadel can act as a stand in for nearly any large castle or keep.

THE OLD BATTERY

Just to the northwest of the Citadel Arcanum is the section of Mithrendain referred to as the Old Battery. The oldest part of Mithrendain, the Old Battery is the first section of the city founded when the population of the original fortress outgrew itself. Named for a line of towers that once stood in its place, the Old Battery is as close as the city of Mithrendain gets to a bad part of town. As the oldest section of the city besides the Citadel, many of the towers of the Old Battery are older than any living eladrin in the

city. Though most are kept in fair repair, few of the inhabitants of the Old Battery are what one would consider “wealthy.”

The Old Battery has a somewhat notorious reputation primarily due to the fact that many of its inhabitants are the families of exiles. Being exiled from Mithrendain is a severe punishment not only for the offender but also for the offender’s family; having a family member exiled is like having a black mark placed on your family’s reputation. Most such families are forced to move to the Old Battery by societal pressure, and while some suffer the disgrace in silence just as many more bear a grudge either against their exiled family member or against those who decided to send the relative into exile.

The Old Battery is full of history, but that history is overshadowed by its reputation. Although most inhabitants of Mithrendain would hesitate to call this section of the city “dangerous,” many would agree that an unwise person enters the Old Battery alone. Criminals and outcasts flock to the Old Battery, and many would look to take advantage of unwary visitors. Inhabitants of the Old Battery are usually normal people just trying to get by, but there is no doubt that the section of Mithrendain is a breeding ground for dissent and chaos.

THE OUTSKIRTS

Several settlements exist outside the city proper. Scattered out for several miles in every direction, these small towns and farming communities are collectively known as the outskirts. Most of the food for the city is brought in from farms in the outskirts. Like Mithrendain, the farms of the outskirts are somewhat unconventional in their methods and appearance. Most of the farms appear to be little more than homes built at random in the deep forest. Farmers in the outskirts take extra care in the planting of certain trees, and their ground-grown crops

appear to sprout up at random throughout the forest. The authority of the city guard rarely stretches to the outskirts, though the small towns in the area have seen the occasional Watcher in the Night.

Farmers from the outskirts harvest their crops year-round and in careful rotation. Every few weeks, an eladrin farmer brings a portion of his or her harvest to the city to sell to city-dwellers. The carts of these farmers dot the street corners throughout Mithrendain at all times, and inhabitants of Mithrendain have favorite farmers that they prefer to buy from whenever possible.

ARCHITECTURE

No city better exemplifies eladrin architecture than Mithrendain. Taking a look at the various buildings throughout the city, it becomes easy to feel like you are walking through a place built by beings with a different outlook on the world. Buildings in Mithrendain expand vertically; there are no sprawling estates in the city, and when more space is needed the owner of a building adds on another floor. Most buildings in Mithrendain are at least 30 feet tall, and almost all of them are circular towers with doors on the ground floor and stairs spiraling upward around the walls on the inside of the building. Eladrin buildings almost never have windows on the ground floor; it is too easy for an eladrin to teleport, and eladrin value their privacy. On the upper floors, well out of the range of a *fey step*, buildings have windows that are made of reflective glass, allowing those on the inside to see out but keeping those on the outside from seeing into the room. Wealthy eladrin pay to have disc-shaped platforms enchanted to hover near buildings they own, allowing an eladrin to *fey step* out of the upper floors of a building directly onto a platform and then descend to the ground by stairs without having to leave through their own front door.

Eladrin keep their private chambers on the upper floors of their building, leaving a large, open common area on the ground floors. Eladrin homes do not have bedrooms, but instead have cozy, soundproof meditation chambers where the eladrin spend their resting time. Proper meditation is extremely valuable to the eladrin of Mithrendain, and maintaining a small but plush meditation room is a matter of pride for most eladrin. Unfortunately, this means that inns in Mithrendain often have no bedrooms; those few that do (designed to cater to outsiders) have bedrooms constructed with a uniquely eladrin viewpoint. Normally, these bedrooms are small rooms with one bed and little room for anything else.

The common areas of eladrin homes are lined with bookshelves, since reading is highly valued in Mithrendain society. Eladrin store their valuables in small, underground vaults, accessed by secret doors. These vaults exist to keep others from teleporting into the vault, and the vault floors are lined with thick metal and stone to prevent anything from breaking into the building from below.

LAWS AND ENFORCEMENT

The Autumn City has a code of laws similar to that found in most civilized areas. Theft, murder, and trespassing are all just as illegal in Mithrendain as they are elsewhere. However, what distinguishes Mithrendain from other cities is the code of punishments that accompanies its laws. Imprisonment is not an option for punishment in eladrin cities, since keeping an eladrin prisoner is extremely difficult. Though many of the guard stations throughout the city have small holding areas for detaining a prisoner temporarily, no real prisons exist in Mithrendain.

If a crime calls for punishment beyond simple restitution, that punishment comes in the form of disfigurement. For some crimes, a symbol is branded on the offender's face, not only to rob the offenders of a clean appearance but also to warn others that he or she is a criminal. In more severe cases, crimes call for one of the offender's hands to be maimed beyond use, or sometimes twisted with magic to uselessness. The most extreme form of punishment, at least to the inhabitants of the Autumn City, is exile. When an offender is banished from Mithrendain, it signifies his or her complete removal from eladrin society. The exile and family are forever shamed, and the offender is forbidden from ever entering Mithrendain again. Many bitter exiles have fled into the Underdark, and some exiles make their treason complete by serving as agents of the fomorian kings there.

THE CITY GUARD

The Mithrendain city guards are the primary keepers of the peace in the Autumn City. Unlike in human cities, the guards in Mithrendain are mostly lightly armored, nimble sword-wielders who rely on their speed and dexterity to take down their opponents. They wear armor made of small overlapping plates, larger than scales but offering the flexibility and mobility of most leather armors. The city guard is headquartered in the Citadel Arcanum, but smaller guard posts exist throughout the Autumn City, which allows the guard to react quickly to any disturbance. The city guard is made up of paid volunteers, most of whom are young people without families of their own. City guards serve for as long as they wish, though there is little upward mobility in the Guard. Promising members of the city guard are given the chance to train as barrier sentinels in the Citadel Arcanum, but few have the skill and experience to make the jump to the elite corps of defenders.

Mithrendain Guard		Level 2 Soldier
Medium fey humanoid, eladrin		XP 125
Initiative +6	Senses Perception +8; low-light vision	
HP 38; Bloodied 19		
AC 18; Fortitude 14, Reflex 15, Will 14		
Speed 6		
⊕ Longsword (standard; at-will) ♦ Weapon		
+9 vs. AC; 1d8 + 2 damage.		
↓ Protective Swing (standard; recharge Ⓜ Ⓜ) ♦ Weapon		
+9 vs. AC; 2d8 + 5 damage, and the target is marked until the end of the Mithrendain guard's next turn.		
Fey Step (move, encounter) ♦ Teleportation		
The Mithrendain guard can teleport 5 squares.		
Alignment Unaligned	Languages Common, Elven	
Skills Arcana +4, History +4		
Str 11 (+1)	Dex 17 (+4)	Wis 14 (+3)
Con 14 (+3)	Int 12 (+2)	Cha 10 (+1)
Equipment scale armor, longsword		

Mithrendain Guard Captain		Level 5 Soldier (Leader)
Medium fey humanoid, eladrin		XP 200
Initiative +8	Senses Perception +10; low-light vision	
Eladrin Courage aura 5; eladrin allies within the aura that succeed on a saving throw gain 5 temporary hit points.		
HP 63; Bloodied 31		
AC 21; Fortitude 17, Reflex 18, Will 17		
Speed 6		
⊕ Longsword (standard; at-will) ♦ Weapon		
+12 vs. AC; 1d8 + 3 damage.		
↓ Protective Swing (standard; recharge Ⓜ Ⓜ) ♦ Weapon		
+12 vs. AC; 3d8 + 5 damage and the target is marked until the end of the Mithrendain guard captain's next turn.		
← Guard Captain's Poise (minor, at-will)		
Close burst 10; target one eladrin ally within burst; target makes an immediate saving throw against one effect.		
Fey Step (move, encounter) ♦ Teleportation		
The Mithrendain guard captain can teleport 5 squares.		
Alignment Unaligned	Languages Common, Elven	
Skills Arcana +5, History +5		
Str 12 (+3)	Dex 18 (+6)	Wis 16 (+5)
Con 15 (+4)	Int 13 (+3)	Cha 13 (+3)
Equipment scale armor, longsword		

THE WATCHERS OF THE NIGHT

The Watchers of the Night are a secret police force within Mithrendain responsible for keeping a wary eye out for anyone or anything endangering the city. Originally established as a group of spies designed to root out anyone within the Citadel Arcanum that sought to destroy or bypass the barrier, the Watchers of the Night slowly expanded their jurisdiction to cover the entire city and the surrounding outskirts. Despite their humble origins, the Watchers have become an influential organization in the Autumn City.

The Watchers of the night are a secret police force in that they search out traitors to the city in secret. Each Watcher is given a signet ring that allows him or her to ignore the city's defenses. Watchers of the Night can turn invisible and use illusion spells as normal, even within the range of the revelation spheres, and as a result they spend their time watching the day-to-day activities of citizens throughout Mithrendain. The Watchers are mostly unobtrusive, but many feel uncomfortable with the secret observation of the Watchers. In fact, the Watchers' own name has something of a double meaning; on the one hand, they are vigilant against threats from the eternal night of the Underdark, but by the same token they are observers that peer at the people of Mithrendain from the shadows.

The Watchers are rarely seen, and few people in Mithrendain have ever encountered one; those that do usually keep quiet about the fact as well. Though no Watcher has ever revealed how he or she became a Watcher of the Dark, many suspect that the Watchers are culled from the ranks of exceptionally talented criminals who know how to move about the Autumn City unseen. Watchers wear leather armor that has been dyed to pitch black, and they carry ornate daggers given to them when their training is complete.

CITIZENS AND DENIZENS

Mithrendain is populated almost entirely by eladrin, and most of the inhabitants are happy to keep it that way. Mithrendain's population is mostly peaceful, and society moves at its own pace. The denizens of the Autumn City take their time with everything, and they rarely are in any kind of hurry. To the long-lived eladrin, each day can be taken at one's own pace. Two eladrin might agree to meet "after lunch," which could mean that their meeting is any time from right after lunch to just at sunset. Since most artisans work from their homes, there are no business hours; if the artisan is in, the shop is open for business. Everything takes place at a casual pace, which can be frustrating to outsiders. Many a visitor has commissioned an eladrin-made sword, only to find that the blacksmith's definition of "soon" and his own are different. As a result, inhabitants of Mithrendain see outsiders as too tightly wound, and prefer not to deal with the exasperating, impatient visitors.

Outsiders visiting Mithrendain might find themselves taken aback by aspects of the Autumn City's society. The eladrin inhabitants frequently consider outsiders to be novelties or curiosities. In a society obsessed with beauty, a race that doesn't share their smooth aesthetics is practically hideous, and many eladrin cannot help but gawk at visitors from the World. The eladrin of Mithrendain operate on their own schedules and yet seem obsessed with maintaining the beauty of their society and their city, two aspects that can combine to frustrate visitors to the Autumn City who need something from one or more of its inhabitants.

Watcher of the Night Level 12 Elite Lurker

Medium fey humanoid, eladrin XP 1,400

Initiative +16 Senses Perception +15;
low-light vision

HP 194; Bloodied 97
AC 28; Fortitude 24, Reflex 27, Will 26

Saving Throws +2

Speed 6

Action Points 1

⬇ **Dagger** (standard; at-will) ⬆ **Weapon**
+17 vs. AC; 3d4 + 5 damage

⬆ **Arcane Blade** (standard action; encounter) ⬆ **Weapon;**
Cold, Fire, Lightning, or Thunder
+15 vs. Reflex; 4d4 + 10 damage; the Watcher of the Night can choose to do normal damage with this attack, or have the attack deal cold, fire, lightning, or thunder damage instead.

⬅ **No More Secrets** (minor; encounter)

Close burst 10; target one creature; target gains 10 vulnerability to cold, fire, lightning, or thunder (Watcher of the Night's choice) until the end of the Watcher's next turn.

Fey Step (move, encounter) ⬆ **Teleportation**

The Watcher of the Night can teleport 5 squares.

Watcher's Signet (minor; encounter)

The Watcher of the Night gains a +5 bonus to Stealth checks until the end of its next turn.

Night's Embrace (immediate reaction, when hit or missed by a melee attack; recharge ☐ ☐) ⬆ **Illusion**
The Watcher of the Night gains total concealment from the attacking creature until the end of its next turn. The Watcher of the Night can use this power even in the radius of a revelation sphere and this power does not end when the Watcher of the Night enters the radius of a revelation sphere.

Combat Advantage

A Watcher of the Night deals an extra 2d6 damage against any target it has combat advantage against.

Alignment Unaligned **Languages** Common, Elven
Skills Arcana +10, History +10, Stealth +17

Str 14 (+8) **Dex** 22 (+12) **Wis** 19 (+10)

Con 19 (+10) **Int** 14 (+8) **Cha** 13 (+7)

Equipment leather armor, dagger, watcher's signet

NOTABLE INHABITANTS

The following notable inhabitants of Mithrendain are suitable for use in any D&D campaign.

LORD MARSHAL OF THE WATCHERS OF THE NIGHT

The commanding officer of the Watchers of the Night is a slender eladrin male named Amon Bassiri. Though little is known of his past (the same goes for all the Watchers), Amon holds the rank of Lord Marshal. He not only commands the Watchers but is also a member of the city's ruling council. Unlike other city rules, Amon lives in his apartments in the Citadel Arcanum, and it is said that he spends his nights exploring the secret passages beneath the Citadel—and keeping the secrets he

Amon Bassiri	Level 17 Elite Lurker (Leader)
Medium fey humanoid, eladrin	XP 3,200
Initiative +19 Senses Perception +18; low-light vision	
HP 246; Bloodied 123	
AC 34; Fortitude 29, Reflex 32, Will 30	
Saving Throws +2	
Speed 6	
Action Points 1	
⊕ Dagger (standard; at-will) +22 vs. AC; 4d4 + 6 damage.	
⊖ Arcane Blade (standard action; encounter) ♦ Weapon; Cold, Fire, Lightning, or Thunder +20 vs. Reflex; 6d4 + 10 damage; Amon Bassiri can choose to do normal damage with this attack, or have the attack deal cold, fire, lightning, or thunder damage instead.	
⊖ Rush to Action (standard action; ☞ ☜) ♦ Weapon +22 vs. AC; 4d4 + 17 damage; Amon Bassiri can shift 2 squares both before and after making this attack.	
⊖ No More Secrets (minor; encounter) Close burst 10; target one creature; target gains 10 vulnerability to cold, fire, lightning, or thunder (Amon's choice) until the end of Amon's next turn.	

finds from the city guard. Amon is a wiry male with ever-moving eyes, long black hair and pale skin; though he puts on an air of friendliness, his smile is oily and one could sense that the Lord Marshal is weighing every word being spoken carefully for any hint of treason.

VYNDRA SYSVANI

Another prominent member of the city's ruling council, Vyndra Sysvani is a female eladrin diplomat who has reputedly spent more time outside the Feywild than any other inhabitant of Mithrendain. Vyndra made a name for herself as a liaison between Mithrendain and the human cities outside the Feywild. After years abroad, Vyndra moved back to Mithrendain to serve on the city's ruling

⊖ Fey Step (move, encounter) ♦ Teleportation Amon Bassiri can teleport 5 squares.		
⊖ Swift Watcher (minor 1/round; at-will) One eladrin ally within 5 squares of Amon (and in line of sight) can shift 2 squares as a free action.		
⊖ Watcher's Signet (minor; encounter) Amon Bassiri gains a +5 bonus to Stealth checks until the end of his next turn.		
⊖ Night's Embrace (immediate reaction, when hit or missed by a melee attack; recharge ☞ ☜) ♦ Illusion Amon Bassiri gains total concealment from the attacking creature until the end of its next turn. Amon can use this power even in the radius of a revelation sphere and this power does not end when Amon enters the radius of a revelation sphere.		
⊖ Combat Advantage Amon Bassiri deals an extra 3d6 damage against any target he has combat advantage against.		
Alignment Unaligned Languages Common, Elven		
Skills Arcana +13, Bluff +15, History +13, Stealth +20, Thievery +20		
Str 20 (+13)	Dex 24 (+15)	Wis 21 (+13)
Con 15 (+10)	Int 16 (+11)	Cha 14 (+10)
Equipment leather armor, dagger, Watcher's signet		

council, but she is still extremely knowledgeable about the world and its inhabitants. Vyndra is friendly to outsiders, and eager to hear news of the places she once visited. She can be a valuable ally to anyone visiting Mithrendain, especially given the way humans, dwarves, and many other races are treated in the Autumn City. Vyndra is an eladrin female in her later years whose beauty has not been diminished with the years. She wears her long blonde hair tied back at the nape of her neck, and she is extremely diplomatic even in the most troubling situations.

Vyndra Sysvani	Level 8 Elite Artillery	
Medium fey humanoid, eladrin	XP 800	
Initiative +7 Senses Perception +8; low-light vision		
HP 139; Bloodied 69		
AC 22; Fortitude 19, Reflex 22, Will 23		
Saving Throws +2		
Speed 6		
Action Points 1		
⊕ Dagger (standard; at-will) +13 vs. AC; 2d4 + 4 damage		
⊖ Reactive Blast (immediate interrupt, when targeted by a melee attack; at-will) ♦ Arcane, Fire Close blast 3; +12 vs. Reflex; 2d6 + 4 fire damage.		
⊖ Fire Burst (standard; encounter) ♦ Fire Area burst 2 within 20 squares; +12 vs. Reflex; 3d6 + 4 fire damage.		
⊖ Bloodied Burst (free, when first bloodied; ☞ ☜) ♦ Fire Vyndra Sysvani's <i>fire burst</i> recharges and she can use it immediately as free action.		
⊖ Fey Step (move, encounter) ♦ Teleportation Vyndra Sysvani can teleport 5 squares.		
Alignment Good Languages Common, Draconic, Dwarven, Elven		
Skills Arcana +15, Diplomacy +14, History +15		
Str 11 (+4)	Dex 16 (+7)	Wis 19 (+8)
Con 14 (+6)	Int 18 (+8)	Cha 20 (+9)
Equipment fine clothes, dagger		

KAGEN THE BLACKKNIFE

A truly odd sight in Mithrendain, Kagen the Blackknife is a drow innkeeper that runs one of the only genuine outsider-friendly inns in Mithrendain, a place called the Waystop in the Old Battery. Kagen is well-known throughout the entire city as a smiling drow who tells some of the wildest stories. Though many eladrin regard him as an oddity—a drow that

Kagen the Blackknife	Level 6 Elite Skirmisher
Medium fey humanoid, drow	XP 500
Initiative +9	Senses Perception +5; darkvision
HP 138; Bloodied 69	
AC 20; Fortitude 18, Reflex 20, Will 18	
Speed 6	
⚔ Short Sword (standard; at-will) ♦ Weapon	
+11 vs. AC; 1d6 + 6 damage.	
🏹 Hand Crossbow (standard; at-will) ♦ Weapon	
Ranged 10/20; +11 vs. AC; 1d6 + 6 damage.	
↘ Clear the Bar (standard; at-will) ♦ Weapon	
Ranged 10/20; Kagen the Blackknife makes two hand crossbow attacks.	
↘ Deal with the Rabble (immediate reaction, when missed by a melee attack; at-will) ♦ Weapon	
Kagen the Blackknife can shift up to 2 squares and make a <i>hand crossbow</i> attack.	
⬅ Cloud of Darkness (minor; encounter)	
Close burst 1; this power creates a cloud of darkness that remains in place until the end of Kagen the Blackknife's next turn. This cloud blocks line of sight for all creatures except Kagen the Blackknife. Any creature entirely within the cloud (except Kagen the Blackknife) is blinded until it exits.	
Alignment Unaligned	Languages Common, Elven
Skills Bluff +9, Intimidate +11, Stealth +14	
Str 16 (+6)	Dex 19 (+7) Wis 15 (+5)
Con 13 (+4)	Int 11 (+3) Cha 12 (+4)
Equipment short sword, hand crossbow	

is not a bloodthirsty killer—few truly know him well enough to make much of a judgment. Kagen's nickname, the Blackknife, comes from one of his incredible tales about a dagger he once owned that had a pitch-black blade that crumbled to ash when he came up to the surface. Few believe Kagen's tales, and most see them as little more than fanciful stories designed to entertain his patrons and keep them in the inn for a little while longer. Despite his friendly exterior, Kagen keeps all his patrons at arm's length at all times. He might seem friendly, but no one really knows about his past, and Kagen would like to keep it that way.

HEROES OF MITHRENDAIN

The following section includes new mechanics for player characters related to Mithrendain. Although a character need not be from Mithrendain to take or use any of these mechanics, the DM might wish to restrict the availability of powers or magic items to those who originate, or have at least visited, the Autumn City.

FIGHTER POWERS

The following new powers belong to the fighter class and can be taken any time a character would normally take a power of that level provided he or she meets the power's prerequisites. These particular powers are available to all fighters, but eladrin fighters commonly take these powers (and powers like them) to take advantage of their inherent Dexterity bonus.

Hesitation Slash

Fighter Attack 3

You flick your weapon one way, then the next, slashing your opponent and making it unclear from which direction your next attack will come.

Encounter ♦ **Martial, Weapon**

Standard Action **Melee** weapon

Target: One creature

Attack: Strength vs. AC

Weapon: If you're wielding a light blade or a spear, you gain a bonus to the attack roll equal to your Dexterity modifier.

Hit: 2[W] + Strength modifier damage, and the target grants you combat advantage until the end of your next turn.

Nimble Bladestorm

Fighter Attack 5

Your weapon becomes a whirlwind around you, striking so fast that your enemies have little chance to dodge.

Daily ♦ **Martial, Weapon**

Standard Action **Close** burst 1

Target: All enemies in burst

Attack: Strength vs. AC

Weapon: If you're wielding a light blade or a spear, you gain a bonus to the attack roll equal to your Dexterity modifier.

Hit: 2[W] + Strength modifier damage.

Blades from All Angles

Fighter Attack 13

Your weapon appears to come from all angles at once, making escape impossible.

Encounter ♦ **Martial, Weapon**

Standard Action **Melee** weapon

Target: One creature

Attack: Strength vs. AC

Hit: 3[W] + Strength modifier damage, and the target is knocked prone.

Weapon: If you're wielding a light blade or a spear, you gain a bonus to the damage roll equal to your Dexterity modifier.

Unerring Blow

Fighter Attack 15

You position your attack such that your enemy has no chance to avoid it.

Daily ♦ Martial, Weapon**Standard Action** Melee weapon**Target:** One creature**Attack:** Strength vs. Reflex

Weapon: If you're wielding a light blade or a spear, you gain a bonus to the attack roll equal to your Dexterity modifier.

Hit: 3[W] + Strength modifier damage.**Miss:** Half damage.**Maneuvering Assault**

Fighter Attack 23

Your weapon flashes quickly, letting you move your opponent exactly where you want it as it tries to dodge your attacks.

Encounter ♦ Martial, Weapon**Standard Action** Melee weapon**Target:** One creature**Attack:** Strength vs. AC

Weapon: If you're wielding a light blade or a spear, you gain a bonus to the attack roll equal to your Dexterity modifier.

Hit: 3[W] + Strength modifier damage and slide the target a number of squares equal to your Dexterity modifier (minimum 1 square); the target is immobilized until the end of your next turn.

Pinpoint Cyclone

Fighter Attack 25

Your weapon strikes nearby enemies with uncanny precision, inciting chaos while attacking with order.

Daily ♦ Martial, Weapon**Standard Action** Close burst 1**Target:** All enemies in burst**Attack:** Strength vs. Reflex

Weapon: If you're wielding a light blade or a spear, you gain a bonus to the attack roll equal to your Dexterity modifier.

Hit: 3[W] + Strength modifier damage.**Effect:** Target grants you combat advantage (save ends).**WIZARD POWERS**

The following new powers belong to the wizard class, and they can be taken any time a character would normally take a power of that level provided he or she meets the power's prerequisites.

Arcane Insight

Wizard Utility 2

You call upon the knowledge of your ancient ancestors, summoning the collective arcane wisdom of millennia of eladrin history.

Encounter ♦ Arcane**Free Action** Personal**Prerequisites:** You must be trained in Arcana**Trigger:** You make an Arcana check and dislike the result.

Effect: Roll an additional Arcana check, keeping the better of the two results. You decide to make this extra roll before the DM announces the result.

Feywild Spell Surge

Wizard Utility 10

You reach into the Feywild, drawing forth a torrent of the plane's inherent arcane energy to fuel your spells.

Daily ♦ Arcane**Free Action** Personal

Trigger: You miss at least one attack with a power that has the Arcane keyword.

Effect: Reroll one of the missed attack rolls. Use the second roll, even if it is lower.

Special: If you are an eladrin, you gain a +2 bonus to the rerolled attack.

Shunt Between Worlds

Wizard Attack 15

You blast your foes with the same arcane energy you use to pass between worlds, shunting them into the Feywild and back again.

Daily ♦ Arcane, Implement, Psychic, Teleportation**Standard Action** Ranged Close burst 2**Target:** All enemies within the area of the burst**Attack:** Intelligence vs. Will

Hit: 4d6 + Intelligence modifier psychic damage and you teleport the target 5 squares in any direction. The final teleport destination must be on solid ground.

Miss: Half damage and no teleport.**NEW PARAGON TIER FEATS**

Any feat in the following section is available to a character of 11th level or higher who meets the prerequisites.

FEY STEP TRAILBLAZER [ELADRIN]**Prerequisite:** Eladrin

Benefit: When you use your *fey step* power, you can also teleport one adjacent willing creature that is either your size or smaller with you at the same time. When you arrive at your destination, place the creature that traveled with you in any square adjacent to you.

REACTIVE FEY STEP [ELADRIN]**Prerequisite:** Eladrin

Benefit: When you are the target of a push, pull, slide, or other form of forced movement, you can use your *fey step* power as an immediate reaction to negate that forced movement.

**PARAGON PATH:
WATCHER OF THE NIGHT**

"You have no secrets from me."

Prerequisite: Eladrin, rogue class

You know the secrets that people try to keep behind closed doors. With the threat of the Underdark lurking behind every corner, your vigilance is all that stands between a peaceful life for your people and their total annihilation.

**WATCHER OF THE NIGHT PATH
FEATURES****Watcher of the Night's Action (11th level):**

When you spend an action point to take an extra action, you also gain a +5 power bonus to Stealth

and Perception checks (including passive Perception checks) until the end of your next turn.

Against the Shadows (11th level): You ignore concealment when attacking adjacent creatures.

Shadowlayer (16th level): While you have concealment or total concealment and your target grants you combat advantage, you can apply your sneak attack damage to your opportunity attacks, even if you have applied your sneak attack damage that round already.

WATCHER OF THE NIGHT EXPLOITS

Arcane Blade Watcher of the Night Attack 11

You snatch arcane power from the Feywild, wreathing your dagger in energy.

Encounter ♦ Arcane, Martial, Weapon; Cold, Fire, Lightning, or Thunder

Standard Action Melee weapon

Requirement: You must be wielding a light blade.

Target: One creature

Attack: Dexterity vs. Reflex

Hit: 3[W] + Dexterity modifier damage.

Special: Each time you make an attack with this weapon, you can choose to have this weapon deal normal damage, or damage of one of the following types: cold, fire, lightning, or electricity.

No More Secrets Watcher of the Night Utility 12

You find the weak point in an enemy's defenses and exploit it.

Daily ♦ Martial

Minor Action Close burst 10

Target: One enemy in burst

Effect: Target gains vulnerability 10 to cold, fire, lightning, or thunder (your choice) until the end of your next turn.

Glaring Wound Watcher of the Night Attack 20

Your blade cuts deep, leaving a gaping wound that others can see and pound on as well.

Daily ♦ Martial, Weapon

Standard Action Melee or Ranged weapon

Requirement: You must be wielding a crossbow, a light blade, or a sling.

Target: One creature

Attack: Dexterity vs. Reflex

Hit: 3[W] + Dexterity modifier damage, and the target is slowed and takes ongoing 10 damage (save ends both).

Miss: Half damage and no ongoing damage.

Effect: The target gains vulnerability 10 to attacks with the weapon keyword (save ends).

NEW MAGIC ITEMS

The following new magic items either originate in Mithrendain or are commonly found in the possession of the city's residents. Some of these items might find their way out of the Feywild in the hands of exiled eladrin, and they can also serve as unique rewards for quests undertaken and completed in the Autumn City.

Mithrendain Steel Weapon Level 8+

This weapon was forged deep in the Feywild and is infused with the plane's inherent arcane energy.

Lvl 8 3,400 gp Lvl 23 425,000 gp

Lvl 13 17,000 gp Lvl 28 2,125,000 gp

Lvl 18 85,000 gp

Weapon: Heavy blade, light blade

Enhancement: Attack rolls and damage rolls

Critical: +1d6 damage per plus

Property: Add 1 square to the distance of any teleport you make.

Power (Daily ♦ Teleport): Free Action. Use this power when you hit with this weapon. You teleport the target 2 squares in any direction.

Eldritch Serpent Armor Level 4+

The slender, overlapping scales of this armor are taken from magical serpents native to the Feywild.

Lvl 4 840 gp Lvl 19 105,000 gp

Lvl 9 4,200 gp Lvl 24 525,000 gp

Lvl 14 21,000 gp Lvl 29 2,625,000 gp

Armor: Scale

Enhancement: AC

Property: Unlike most scale armor, eldritch serpent armor has no speed penalty.

Power (Daily): Minor Action. Until the end of your turn, you gain a bonus to damage rolls equal to this armor's enhancement bonus to attack rolls with the arcane keyword.

Shield of the Barrier Sentinels Level 9+

This ornate shield is awarded to members of the Barrier Sentinels as a reward for bravery.

Lvl 9 4,200 gp Lvl 29 2,625,000 gp

Lvl 19 105,000 gp

Item Slot: Arms

Property: You gain a +2 bonus to AC and Reflex while you are flanked.

Watcher's Signet Level 11

This white gold ring takes the shape of a dagger that curls around the wearer's finger—the dagger being the closest thing the Watchers have to an official symbol.

Item Slot: Ring 9,000 gp

Property: You can use powers with illusion keyword within the radius of a revelation sphere, and your illusion power duration does not end when you enter the radius of a revelation sphere.

Power (Encounter ♦ Illusion): Minor Action. Gain a +5 power bonus to Stealth checks until the end of your next turn. ☞

About the Author

Rodney Thompson is a game designer at Wizards of the Coast, Inc. His previous design credits include the *Star Wars Roleplaying Game* Saga Edition, the *Starships of the Galaxy* supplement, and the *Knights of the Old Republic Campaign Guide* supplement.