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SWORD SORCERY™



WHAT EVIL EATS™

by Lance Hawvermale

An adventure for 4 to 6 characters 8th to 10th level and higher

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WHAT EVIL LURKS

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THIRD EDITION RULES,
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Introduction

The dying paladin clung to life to hear these final words.

"Be at peace, Lord Vel," the woman in silver pronounced. "Thou hast overcome the challenges set before thee. Thou hast rid thyself of all things temporal, and in both the material and spiritual sense proven thyself worthy."

"Have I indeed?" the knight gasped. "Or is this but the stuff of dreams?"

"Rest easy, Lord Vel. Thy dreams are today reality. Thou hast cast away the blight which hath stained thy family for generations."

"The curse, then?"

The woman smiled down upon him, her face the color of the moon. "The curse, my child, is broken. Thou may rest easy."

The soldier tried to smile, but could not. The last thing he saw was the river of his own blood, washing away the sins of the fathers, so that they would no longer be visited upon the sons. . . .

Best suited for a party of four 9th-level characters, **What Evil Lurks** is an adventure that draws the player characters (PCs) into a complex and passionate story that carries them from dungeon catacombs to the far reaches of the multiverse. In order to invoke a broad spectrum of emotional responses from both the DM and the players, the settings and NPCs of the adventure represent the extremes of right and wrong, joy and anguish, light and dark. However the story ultimately concludes, everyone should come away from the gaming table with a new perspective on adventuring . . . and a new name for evil.

That name is Gilean Vel.

Adventure Background

What Evil Lurks revolves entirely around the dreams and obsessions of a powerful wizard named Gilean Vel, the current patriarch of the long and distinguished peirage of Vels from the region in which the PCs are based. Gilean has dedicated his life to Shadow, a mysterious class of spells unknown to all but a handful of furtive apostles; moreover, he has infused his very essence with shadowstuff, transforming himself into a creature known as a shade (see the **Monster Appendix** for more details). As the story's principle antagonist, Gilean Vel—spellcaster, shade, and former circus performer—is driven by the ungovernable inertia of two disparate forces: love and revenge.

Many years ago, a knight named Hanfred Vel answered the trumpet call of the order of Muir, helping to defeat an army of chaos and win national independence, in hopes that by doing so he might bring about the end of a horrible family curse. For generations the Vels were plagued by a magical malignancy which caused their firstborn children to be weak, oftentimes demented, and usually dead before they reached the age of thirty. Only by forsaking the family's considerable wealth and routing the soldiers of chaos did Sir Hanfred Vel bring about the end of the curse. The benign goddess Muir—the family's ancestral patron—was so moved by Vel's heroics that she suspended the blight on his bloodline.

Flash forward three hundred years.

Though he may have been a member of the noble classes, Gilean Vel's life was in shambles. For the last three centuries his family hadn't been able to remain financially solvent for more than a few months at a time. Every business venture was a failure, every gold nugget a piece of worthless pyrite. According to family legend, the Vel name suffered from the residue of an old curse. So Gilean fled the kingdom's capital at the age of seventeen, determined to escape his bad luck and the icy glares of the unforgiving aristocracy.

Having always considered himself a misfit, Gilean joined an itinerant circus troupe days after arriving in the city of Hawkmoon. He soon discovered a talent for acrobatics, although his skills in this field were rarely used—the magically enhanced acrobats always stole the show. As a result, Gilean became a knife-thrower, an act that he and everyone else considered second rate; acrobats and animal trainers got all the glory. While tossing blades for a living, Gilean began to collect tattoos at the hands of the circus's enigmatic Painted Man. In less than a year Gilean's body was almost entirely covered with frightening illustrations. Meanwhile he brooded in the shadows while the acrobats reveled in the spotlight. Gilean was never able to enjoy the bright lights of center stage, despite the fact that his own natural talents far surpassed those of his colleagues. He could only sit in the shadows and watch as the others performed, content that he was at least making an honest living and no longer subject to the whims of his family's erratic business fortunes.

Yet inside, Gilean continued to fester, living his pariah's life, lamenting the continuous blight on his family name. His heart turned rotten, like something left too long in the dark.

After a chance encounter with a wandering mage, Vel gave up the circus life to take up the magical arts. He was particularly drawn to the elusive Shadow school, which called to him in his dreams. Having always had a keen sense of irony, Gilean found it only proper that he devote himself to Shadow, as the shadows had been his sole companions for so long. He subsequently grew powerful, and as everyone knows, power corrupts.

Over the next decade, Gilean made a name for himself as an adventurer and mercenary spell-for-hire, a specialist in kidnappings, hostile extractions, and other grim endeavors.

He earned the respect of powerful and dangerous men.

He began to get rich.

He traded his soul for shadowstuff and called himself a shade.

And then, as fate would have it, he fell in love.

Gilean married green-eyed Anna Rosa, the daughter of a poor bargeman. With the ill-gotten fortunes of his clandestine occupation, Gilean bought his wife an estate in the rural countryside, but he was overcome with grief when he realized that he was unable to give her what she most desired: a child.

Shades are universally sterile.

Together, Gilean and Anna prayed for a heavenly boon, beseeching the gods for mercy. And soon it seemed their prayers were answered. Anna became pregnant, and

WHAT EVIL LURKS

the Vels made plans for the future. But when Anna finally gave birth to their child, Gilean realized that his family's misfortune had followed him. Anna died in childbirth, and the baby was born with an affliction.

The crux of **What Evil Lurks** is this: The ancient Vel family curse has reinstated itself as a result of Gilean's union with the very evil which contaminated his ancestors three hundred years ago. His daughter Katya was born with a debilitating ailment beyond the remedy of modern magic. But Gilean is not thwarted. His hatred for his fellow man matched only by his unstoppable will, Gilean conceived of a most terrible and ambitious plan.

Rightly believing that Muir has returned the curse upon his family as punishment for his actions, Gilean seeks out the goddess's darkest foe, Orcus, and petitions him for a favor. Gilean hopes to get the god's attention and curry his gratitude by turning the world into a cauldron of panic and chaos, the resulting anarchy sure to bring about a great victory for Orcus and his fell disciples. To produce such a calamity, Gilean intends to plunge the entire region into a state of terror by filling the land with shadow. In his madness he believes that, by spreading eternal shadows through the land and creating a region of perpetual night, he can appease Orcus and earn a miracle for little Katya.

To fill an area that large with shadow, however, requires a tremendous amount of magical energy, the likes of which are known only on the Outer Planes. So Gilean intends to drill a hole through the Astral Plane directly to the horrific Plane of Shadow, creating a permanent tunnel between that realm and the physical world.

To this end he has created an artifact called the **soul engine**. The **soul engine** is a massive gearwork construction, which will open a tunnel to the Shadow Plane. To cause a magical flux powerful enough to create the wild surge, Gilean powers his **engine** with a most dreadful fuel: human souls. As **What Evil Lurks** begins, Gilean is collecting live victims, throwing them into an enchanted forge, and smelting their bodies for souls. The incinerated corpses are turned to smoke and sent through the chimneys of his Factory, while their spirits are transformed by magic into **essence ingots**. These **ingots** are fed into the **engine**, which in turn bores a conduit to the Shadow Plane. Under Gilean's watchful eye, victims are shoveled into the smelter by the hundreds. This hideous ritual will create a magical flux and shatter the dam between the physical world and Shadow, flooding the land with eternal night.

To successfully complete the adventure, the PCs must track a missing person to Gilean's ring of kidnappers, penetrate his ghastly stronghold, and finally confront him on the Plane of Shadow itself.

But even darker plans than this are being hatched.

Unbeknownst to Gilean, his prize student and protégé, Siebkron, has cut his own deal with Orcus and is now working behind his master's back. At Orcus's direction, Siebkron is secretly diverting the path of the **soul engine** away from Shadow and into the heart of the Negative Energy Plane. Orcus is not content with merely inciting hysteria on the Prime Material Plane, but rather destroying it entirely!



Adventure Summary

The adventure begins with the characters investigating the disappearance of an NPC friend. Their hunt leads them into the forest where they meet Gilean's daughter, Katya, as well as his estranged brother, Daitha, who serves as the girl's guardian. With Daitha's assistance, the heroes locate and roust a den of undead, and in doing so meet a disguised agent of Muir, who gives them a mighty relic to help them in their imminent travails.

The PCs rescue many captives in the ghoulish lair, including the missing NPC. However, they learn that their work isn't quite finished, as they uncover evidence of an apparent slave ring operating out of an appropriate city in the DM's campaign. Under the guise of a traveling circus troupe, the kidnappers do their best to divert the heroes' continuing investigation, but persistence eventually leads to Gilean's headquarters in the Miasmoor Swamp, a dreadful fastness known as the Factory. The heroes must overcome the Factory's safeguards to expose the entirety of Gilean's plan and the doublecrossing intentions of his student, Siebkron. The **soul engine**, deep within the bowels of the Factory, opens a portal to the Plane of Shadow, where the final confrontation takes place on the mysterious Penumbra Shores.

Keep in mind that Gilean's motivation is not greed or anger or the desire to scam a few quick gold pieces, but instead he is driven only by love. This creates a complex plot and the possibility of an unexpected ending, depending on how the PCs ultimately deal with Gilean. His salvation is far

more important than his destruction. Creative player characters will provide Gilean with a means of absolution rather than a quick death. In the rarest and most extraordinary of outcomes, Gilean may even ally himself with the PCs for the final confrontation with Siebkron and his dark god.

Beginning the Adventure

An appropriate PC receives a message from a liked and trusted NPC contact — a relative, henchman, or friend. The general nature of such a summons might go something like this:

*My dearest friend,
If this missive reaches you and the authorities have not yet met with success in their endeavors to locate my son, I plead with you to make haste to the town of Leatton on the edge of the forest. Ask for me at the Plough & Circumstance Inn. My youngest child, Mathfrid, has been missing for days. The wolves have been about, and the local rangers fear the worst.
I hope this letter finds you well,
Lothair d'Leatton*

At the behest of this simple and rather mundane request, the heroes most likely set out for their friend's town, which lies anywhere from a few miles to a few days' ride from their present location.

Act I: Among the Missing

In this chapter, the PCs arrive in Leafton. There, they learn of the missing child and explore the forest, coming into contact with many of the adventure's integral participants, including Gilean's brother, a team of necromantic kidnappers, and an agent of the celestial realm sent to aid them in their quest.

A. Leafton

The denizens of the area are a people whose love of the agrarian life is surpassed only by their commitment to independence. The troubles with trolls in the north notwithstanding, the area is a bountiful land, its people are generally content, and its enemies for the most are part held at bay. The town of Leafton stands at the edge of the forest, where civilization gives way to the untamed ferocity of the wilderness. The people of Leafton are simple folk, and as such they offer a welcome change of pace to a group of heroes weary of fame and the responsibilities of success.

Leafton is a place where men still honor the gods by the tilling of the soil, the women by the baking of fresh bread. Although one or two churches of agrarian deities provide the townspeople with spiritual guidance, most of the folk are more likely to find fellowship in the local inn and tavern, the Plough & Circumstance. The place reminds the PCs of the simpler times when they were younger. The sensations in Leafton are rustic, rudimentary, and real: smooth wood, water buckets, children's laughter, roasting venison, sunsets, handshakes, and long periods of pleasant silence.

Leafton (village): Conventional; ALLG; 200 gp limit; Assets 8,500 gp; Population 850; Mixed (human 75%, elf 9%, half-elf 6%, halfling 4%, dwarf 3%, half-orc 3%).

Authority Figures: Mayor Kaun Solear, male human Ari5; Shire Reeve Harker Twist, male human Rgr4.

Important Characters: Cadyr the Culled (see below); Elistia Feyn, female half-elf Clr3 (Elistia is a cleric of any good-aligned deity of the DM's choice); Duncan and Brinhild, male and female human Com3 (proprietors of the Plough & Circumstance Inn); Tangorun, male dwarf Exp10 (this master blacksmith is Leafton's hidden treasure, a true artist of his craft).

Others: Reeve's Riders, War2 (8); Rgr2 (3); Com1 (2). They have exhausted all avenues of investigation and yet found no hard evidence of Mathfrid's whereabouts. Concerned about the boy's fate and saddened by their inability to locate him, the Riders will do what they can to help the PCs if their assistance is requested.

Notes: Several townsfolk suffer from nightmares, the result of the spells *nightmare* and *cause fear* cast upon random villagers by the necromancers of the abandoned sawmill (see Area E for details).

Locations in Leafton

Refer to Map 2, "Leafton," or insert the following locations into a map of a village appropriate to your campaign.

1. Mayor's Home

The largest structure in Leafton, this building serves as the town's only municipal building, as well as the home of Mayor Kaun Solear (male human Ari5, Cha 14, Diplomacy +6, Knowledge [local] +3).

Mayor Solear's home is a simple, single-story building of weathered stone. The largest room performs double duty as dining hall and court of justice.

2. Town Square

A rickety wooden platform serves as a podium for town gatherings. A nearby notice board posts political bulletins, wanted posters, religious tracts, and a large, multicolored sign advertising the Song & Sorrow Traveling Shadow Show. The circus is performed for the remainder of the month at the Great Arena outside the nearest large city. DMs should insert the name of such a city from their own campaign world. It must be clear where the performance will be held, as this becomes relevant later on when the PCs decide to visit the circus.

3. Home of Cadyr the Culled

The renowned ranger Cadyr the Culled calls this humble shanty his home.

Cadyr the Culled, male human Rgr6: CR 6; SZ M; HD 6d10+21; hp 56 (Toughness); Init +2 (Dex); Spd 30 ft.; AC 15 (+2 Dex, armor); Atk +8/+3 melee (1d8+3, +2 *morningstar*, crit 19–20/x3), or +2 ranged (1d6, shortbow, crit x3, range 80 ft.); AL NG; SV Fort +5, Ref +2, Will +2; AL NG; Str 13, Dex 15, Con 14, Int 12, Wis 10, Cha 14.

Skills: Animal Empathy +9, Climb +8, Hide +6, Search +9, Spot +8, Wilderness Lore +9. **Feats:** Toughness (x3), Track.

Possessions: Pouch of animal calls and lures, studded leather armor, short bow with 12 arrows, 50-ft. rope, short sword, flask of Stag Head brandy, +2 *morningstar* named "Muir's Champion."

Personality: Reserved, cautious, and hard-working. Cadyr's secret vice is alcohol. He hides his dependence on drink under a staid and businesslike demeanor. If he accompanies the heroes on their quest, he attaches himself to any like-minded warrior, establishing an easy rapport. However, his loyalty is dependent upon his sobriety. Cadyr's fragile self-esteem shatters at the most inopportune moment, most likely in the midst of combat.

4. Tangorun's Workshop

Dwarven master blacksmith Tangorun (male dwarf Exp 10, Appraise +6, Craft [blacksmithing] +14, Craft [weaponsmithing] +10, Skill Focus—Craft (blacksmithing) lives and works here. He sells masterwork metalware of all types. A smith of incomparable talent, Tangorun is truly one of Leafton's hidden treasures.

5. Lothair's Farm

Lothair's son was last seen here at the family farm. Details of the investigation appear below.

ACT I: AMONG THE MISSING

Though this simple farm house, barn, and animal pen are no different than any other in the village, Mathfrid's disappearance has caused an appreciable sense of grief to settle over the grounds. Lothair has not been keeping up repairs, the fence needs mending, and a few of the animals show signs of sickness. Altruistic PCs may feel the need to lend a hand here. Such charity will not be turned away.

6. Plough & Circumstance Inn

At the quaint and homey Plough & Circumstance, a fire is always burning in the hearth and a friendly smile greets the weary traveler. The rooms are warm and comfortable, the fellowship in the taproom as companionable as the heroes are likely to find anywhere else. The PCs meet Lothair d'Leafon in the 'Circumstance, where he relates in a calm yet worried manner the details of his son's disappearance. Six nights ago young Mathfrid was hard at work in the fields, constructing a scarecrow to protect the crop from scavengers. The original scarecrow, it seems, was pulled down and torn to rags by wolves. Lothair drove the beasts away, but not until they'd destroyed the scarecrow. Lothair thus gave his youngest son the task of constructing a new one.

Then something terrible happened. Lothair heard a scream, and by the time he reached the field, Mathfrid was gone, leaving only his straw hat behind as evidence that he was ever there. Cut into the soil around the base of the half-finished scarecrow were the crosshatch scars of a recent struggle. Lothair fears his son was attacked and borne away by savage predators from the wood. The local

sheriff and his constables have so far uncovered very little in the way of clues. It is generally assumed that by now Mathfrid has met a horrible end.

Lothair, male human Exp3 (farmer): Appraise +2, Gather Information +2, Handle Animal +4, Knowledge (agriculture) +4, Profession (farmer) +8, Ride +3.

The Investigation

Following is a summary of what the PCs can learn in the town of Leafon and at Lothair's farm, where the assault took place.

Already several days old, the marks around the base of the scarecrow can be identified only with a successful Tracking check (DC 22), which indicates that the marks are not lupine at all; in fact, they seem humanoid. Anyone especially familiar with the undead can attempt an Intelligence check (DC 20) to determine that the tracks were made by ghouls.

The townsfolk have nothing enlightening to report about the abduction. However, if the PCs are particularly persuasive and make a Gather Information check (DC 18), many of the people admit to experiencing exceptionally lurid dreams, filled with images of dark chimneys belching vapor into the sky and black fog devouring the fields.

One man in particular is willing to talk. If the PCs do a little legwork, they eventually come across a hunter by the name of Cadyr the Culled (Area 3 on Map 2). A former soldier, Cadyr has seen enough of battle to keep his wits about him while under duress. If he takes a liking to one of the PCs (probably a fellow soldier type), he reports that



young Mathrid is not the only one to turn up missing. Certain families of woodcutters, isolated deep in the forest, have experienced similar losses. But as the depths of the forest lie outside the shire, the local sheriff is under no obligation to investigate these disappearances. At the DM's discretion, Cadyr might be convinced to accompany the party, leading them into the wood.

B. The Forest

Eventually the PCs visit the borderlands of the forest, where it is believed that Mathrid was taken after his abduction. A Wilderness Lore check (DC 20) in conjunction with the Track feat leads the party from the farm to the trees. Here the trail vanishes into the undergrowth, leaving the characters without another lead. Characters who specifically state that they are searching for wolf tracks locate a fresh set of prints with a successful Tracking check (DC 25). The tracks wind unevenly into the heart of the forest.

In subtle contrast to the friendly atmosphere of Leafton and its fields of corn and yellow squash, the northeastern arm of the forest is dim and unnaturally silent. Dry leaves crack like bones underfoot. Ancient trees scrape their branches against a sky that has turned suddenly gray. Unforgiving rock formations protrude from the ground, their faces crawling with moss. And though insects scuttle everywhere, there is a decided shortage of animal life among the trees. General sensations include long shadows, whispering leaves, the distant stench of carrion, and the dark likelihood of rain.

An hour into the wood, rain begins to fall, presaged by a latticework of lightning that ripples across the sky. The forest is a feral and unpredictable place. Use the mystery and inherent danger of the wood to give the party a memorable experience of a true wilderness adventure, providing the basis for a strong contrast with the urban environs they'll encounter later in their quest. The heavy rain reduces visibility by half, resulting in a -4 penalty to Spot and Search checks. Three hours after the rain begins, the ground becomes treacherous enough that all movement is reduced by half.

If at any time the PCs utilize *Speak with Plants* or a similar spell to divine Mathrid's whereabouts, they learn that all wolves in this region of the woods are under the direction of a mysterious hermit named Daitha O'gáin. The PCs can locate Daitha's home by either following the wolf tracks or using communicative magic to convince the wildlife to show them the way.

In addition to any random encounters, the following incidents befall the heroes during their foray into the forest:

Encounter #1: Ogre Hunting Party (EL 9)

The PCs are beset by 7 ogres in a hunting party. These monsters wear camouflaged clothing, blending into the trees like cunning predators. Armed with bows, three of them sit in tree-stands high in the boughs, patiently waiting for prey. Four more conceal themselves in thickets on either side of the wolf tracks. They have rigged a net trap at the most likely entrance to the ambush zone.

Wandering Monsters in the Forest

Roll 1d20 for every mile the heroes travel in the forest and consult the following table. Statistics for these monsters appear in the **Monster Appendix**.

1-2	1d4 Ettercaps (see <i>MM</i> , pages 88-89)
3-4	1d2 Wyverns (see <i>MM</i> , page 186)
5-6	1 Green hag (see <i>MM</i> , pages 115-116)
7-8	1 Shambling mound (see <i>MM</i> , pages 162-163)
9-10	2d4 Wild elves (see <i>MM</i> , pages 85-87)
11-12	1d2 Harpies (see <i>MM</i> , pages 117-118)
13-20	No encounter

Though these ogres are hunting for wolves, game is scarce and they aren't opposed to bringing home a few humans for the stew pot. If one of the ogres is caught and questioned, he professes no knowledge of any wolfen kidnappings, although one of the young of his own tribe recently wandered deep into the forest and didn't return. Local rumor says the young ogre was murdered by human woodcutters. Refer to Map 3, "Ogre Ambush," for a diagram of the attack.

Ogres (7): CR 2; SZ L Giant; HD 4d8+8; hp 26; Init -1; Spd 30 ft.; AC 16; Atk +8 melee (2d6+7, huge greatclub) or +1 ranged (2d6, huge shortbow, plus poison—each ogre has coated his first arrowhead in large scorpion venom, Fort save DC 18, 1d6 Str/1d6 Str, range 160 ft.); Reach 10 ft.; AL CE; SV Fort +6, Ref +0, Will +1; Str 21, Dex 8, Con 15, Int 6, Wis 10, Cha 7.

Skills: Climb +4, Listen +2, Spot +2. **Feats:** Weapon Focus (greatclub).

Possessions: Greatclubs and huge shortbows, 20 arrows each (1 with large scorpion venom), sack with 20d10 gp each.

Tactics: The ogres attempt to catch the PCs flat-footed. They are being so quiet that only a successful Listen check (DC 30) reveals them. If they surprise the heroes, the ogres each may take a partial action before the rolls for initiative. They usually wait until their targets spring the net trap before attacking. Furthermore, those positioned in the trees attack with a +1 bonus to their attack rolls, due to their high position. Because they've taken efforts to conceal themselves behind heavy branches, these ogres enjoy a +4 bonus to their Armor Class and +2 to all Reflex saves, as long as they maintain their positions. Heroes wishing to engage them in melee combat must either climb the trees (DC 15, and the climber is exposed to missile fire during the ascent) or devise a means of getting the ogres out of their tree-stands.

Trap (EL 1): The net trap depicted on the map consists of a net made of hair and vines, placed on the ground and concealed with leaves and small twigs. Anyone who approaches the ambush zone without specifically stating their vigilance toward predators and pitfalls steps into the net, which springs upward by the power of several bent tree limbs. Captives find themselves grappled and hanging 10 feet off the ground.

Large Net Trap: CR 1; +5 melee; Search (DC 24, including the modifier from rainfall); Disable Device (DC 25). Note: Characters in 10-ft. square are grappled by net (Str 20) if they fail a Reflex save (DC 18).

Encounter #2: Lightning Strikes!

Lightning strikes a tree near the front of the party. A successful Reflex save (DC 16) keeps the PCs from the path of the falling tree, which otherwise inflicts 2d6 points of damage to anyone caught beneath it. Close inspection of the tree reveals an interior of rotten heartwood, crawling with mites. Insightful players might rightly interpret this find as foreshadowing events yet to come.

Encounter #3: Bandit Gang (EL 5)

The party comes upon a group of men hurrying to pack up a campsite. Obviously angered by the rain, this band of hunters claims to hail from a nearby woodcutters' village, come to the wood for furs but thwarted by the rain. However, anyone making a successful Sense Motive check (DC 20) feels that things are not as they seem. The hunters carry no bows or traps; for woodcutters, they seem to have a decided lack of axes and hatches among them. In fact, their weapons consist of short swords and daggers.

These 10 bandits are part of the gang that roams and scavenges the forest. See Area D for more details concerning this scurvy lot. In the event that the PCs turn their backs on the bandits or offer them any sort of opening, the bandits attack. The cutthroats do not fight to the death, either surrendering or attempting to flee once their number is reduced by half. If interrogated with a successful Intimidation check (DC 15), the bandits tell the party nothing important about the disappearances. They can, however, direct the heroes to the lair of their commander, the infamous Mealkuph, also known as the Strangler. In the event that the bandits capture any of the PCs, they take the captives to meet their fate at the hands of Mealkuph, as described in Area D.

Bandits, male human War 1 (10): CR 1/2; SZ M; HD 1d8+3 (Toughness); hp 9; Init +4 (Improved Initiative); Spd 30 ft.; AC 15; Atk +1 melee (1d8, battleaxe, crit x3); AL CN; SV Fort +2, Ref +0, Will +0; Str 11, Dex 10, Con 11, Int 12, Wis 11, Cha 7.

Skills: Climb +3, Intimidate +4, Ride +3, Swim +2.
Feats: Improved Initiative, Toughness.

Possessions: Each bandit carries a battleaxe, chainmail, rations, and 4d10 sp.

Encounter #4: Pit Trap (EL 2)

Trap (EL 2): By now the heroes may have learned the wisdom of moving slowly through the wood and keeping a sharp eye out for perils. Nevertheless, they may fall prey to an old pit trap left here weeks ago by a wild elf hunting party. Anyone specifically searching for such dangers should be allowed a Wilderness Lore check (DC 21) to detect a slight disturbance in the matting of leaves in this area.

Spiked Pit Trap (20 ft. deep): CR 2; no attack roll necessary (2d6), +10 melee (1d6 spikes for 1d6+2 points of

damage per successful hit); Reflex save (DC 20) avoids; Search (DC 20); Disable Device (DC 20).

C. Daitha's Sanctuary

Daitha Ogáin is one of the more misunderstood denizens of the wood, being at once a holy man and an agnostic, a hermit and a man of the world. Though he first seems guileless and perhaps insignificant in the grander scheme of things, Daitha is in fact an integral piece of the story. The treasure he keeps might be the very key to preventing the coming of shadow to the land.

Creatures (EL 9): When the party approaches within 100 yards of Daitha's home, they are met by 7 **dire wolves** of the largest variety. On Daitha's command, the wolves do what they can to prevent any weapon-bearing individuals from nearing the sanctuary. If the PCs restrain themselves and keep their arms in peaceful positions, the wolves form a defensive ring around them but make no other aggressive moves. One of the wolves communicates telepathically with its master, who arrives shortly to meet the party. Daitha does at times entertain questions from petitioners seeking his wisdom, so he is not unaccustomed to parleying under these conditions. If the party chooses to attack, the wolves readily oblige them.

Dire Wolves (7): CR 3; SZ L Animal; HD 6d8+18; hp 45; Init +2 (Dex); Spd 50 ft.; AC 14; Atk +10 melee (1d8+10, bite); SA trip; SQ scent; AL N; SV Fort +8, Ref +7, Will +6; Str 25, Dex 15, Con 17, Int 2, Wis 12, Cha 10.

Skills: Hide +5, Listen +6, Move Silently +5, Spot +6, Wilderness Lore +1.

Daitha's Arrival: After three rounds of combat (or at least before any of the party is killed) Daitha himself appears, emerging from the trunk of a tree a few feet in front of the party with the aid of a *passplant* spell. Daitha's first action is to call for an end to the fighting. He then immediately tends to any of the wolves wounded in battle. If any of the wolves died, Daitha is beside himself with grief. He breaks into a fit of sobbing, following this with a lengthy tirade against the gods, only to finally settle himself by speaking a soft benediction to the wolf's departed spirit. However, he bears no ill will toward the party if they quickly explain themselves and convince him of the sincerity of their quest.

Daitha Ogáin, male human Drd 10: CR 10; SZ M; HD 10d8+12; hp 56; Init +3 (Dex); Spd 30 ft.; AC 16; Atk +7/+2 melee (1d6+2, *staff of the woodlands*, crit 19—20/x3), or +3 ranged (1d6, shortbow, crit x3, range 60 ft.); SQ nature sense, woodland stride, trackless step, resist nature's lure, wild shape, venom immunity, spells; AL N; SV Fort +3, Ref +3, Will +11; AL N; Str 9, Dex 16, Con 14, Int 17, Wis 19, Cha 16.

Skills: Animal Empathy +13, Concentration +13, Craft (woodworking) +13, Heal +13, Knowledge (forestry) +13, Spellcraft +13, Swim +4, Wilderness Lore +13.
Feats: Alertness, Endurance, Still Spell, Track.

Druid Spells Prepared (6/5/5/4/4/2): 0—create water (x2), detect magic (x2), light (x2); 1st—animal friendship, entangle (x2), goodberry, obscuring mist; 2nd—barkskin, delay poison, flaming sphere, hold animal, tree shape; 3rd—cure moderate wounds, snare (x2), stone

shape; 4th—control plants, sleet storm, spike stones (x2); 5th—cure critical wounds, passplant.

Possessions: Backpack full of standard traveling gear, shortbow and 20 arrows, pouch containing 12 pp, *ring of chameleon power*, *staff of the woodlands*.

Personality: Intentionally enigmatic, suspicious, evasive. Daitha's chief concerns are the safety of his niece and the prosperity of his pack.

Development: Daitha is known as the Dog-man of Parma, self-proclaimed protector of the wolves of the northeastern forest. Parma was an ancient county of a lost kingdom that has since fallen into ruin, its name dissolved, its lands annexed into a neighboring fief. Daitha's generally taciturn disposition does not extend to the creatures of nature, especially those of the canine persuasion, which he adores. In fact, Daitha bears several doglike qualities himself, chief among these an undying loyalty to those he has been charged with protecting. In this case, that charge is none other than his simpleminded niece, Katya. Six months ago, when Gilean finished construction of the *soul engine* and started collecting fuel to empower it, he asked his brother, Daitha, to watch after young Katya. Though Daitha has noticed Gilean's black-robed henchmen stalking the forest, he knows nothing of the greater conspiracy. In fact, he's convinced himself that his brother is simply traveling with the circus troupe in order to earn enough money to provide for his daughter.

If the PCs detail the nature of their quest, Daitha invites them into his home, where he offers them comfortable chairs, tobacco pipes, and herbal tea. Refer to Map 4.

1. Daitha's Earthen Home

Built into the side of a grassy hill, Daitha's home befits a caretaker of the woods. The furniture is handmade, obviously rendered by a skilled carpenter, while the many rugs that cover the earthen floor are either of woven fabrics or animal pelts. A collection of tobacco pipes adorns the wall above the mantel, while a great stoneware pot hangs above the fire, filling the small room with a heady aroma. A single round window permits light to filter into the room. Sitting at the window in a comfortable chair, bound up in quilts, is a young lady of about twenty years. She sings quietly to herself and brushes her hair.

Daitha ushers the PCs inside, obviously trying to remember the role of gracious host; it's evidently been a long while since he's entertained company. He offers the party food and drink, treasures from his own garden and vineyard, and asks them in a rather awkward manner if they'd like to sit down. Only when one of the PCs actively mentions or speaks to the girl does Daitha introduce her. Her name is Katya.

After only a few moments, it becomes obvious to the party that Katya is a simpleton. Though she appears to be a healthy twenty-year-old woman, and perhaps might even be considered beautiful, Katya has the mind of a child. Her vocabulary resembles that of a four-year-old. Most of time she simply sits and stares, often lapsing into protracted periods of unresponsive silence. When the party arrives, she is languishing in just such a fugue state. She replies to questions only after several minutes of

humming to herself, and even then her answers make no intelligible sense.

If asked about Katya's condition, Daitha smiles benignly, the look of a sad yet proud parent. He explains that nature sometimes creates a special person with secret and wonderful talents, someone who seems disadvantaged yet is actually a great gift to those around her. Anyone making a successful Sense Motive check (DC 20) notes that Daitha is waxing poetic simply to mask the pain that he feels concerning Katya's sorrowful state. The truth of the matter is that Katya was born a simpleton, and she really does nothing more with her days than sit at the window and talk to herself, or sometimes play with one of the cornhusk dolls Daitha has made for her.

Daitha tells the party he is both the girl's guardian and her uncle, her parents having been killed by brigands not long after she was born. If for any reason the PCs cast *discern lies* at this point, make a Sense Motive check (DC 25), or employ *detect thoughts* on the unsuspecting druid, they learn that Daitha is prevaricating concerning this one small point. Though Katya's mother is dead, her father is still very much alive. Unbeknownst to Daitha, Katya herself is the catalyst for the evil about to be set free upon the world.

When asked about the disappearance of the young farmer, Mathfrid, Daitha assures the party that his wolves had nothing to do with the incident. He claims that his woodland spies have seen foreign bandits skulking about, and these men are more than likely the source of the trouble. In actuality, Daitha fears that his brother, the indomitable Gilean Vel, is somehow responsible for the kidnappings, as Vel's minions have been prowling the wood. But the druid's doglike loyalty prevents him from relating this to the party. Daitha knows there have been ghouls in the forest, groups of undead led by his brother's dark-robed necromancers, but he speaks none of this to his guests. Instead, he encourages them to investigate the encampment of brigands on the banks of the nearby river. In the meantime, he invites them to stay the evening and feast with him. They are welcome to roam his property at their leisure. He is proud of his humble home, and the sycophant in him is eager to please. When the PCs are at last ready to take their leave, Daitha points them in the direction of the bandit camp (Location 4 on Map 1) and wishes them well in their efforts to rid the forest of these notorious rapsallions.

Development: Once the heroes have stirred his curiosity, Daitha won't simply sit back and let his brother proceed unchecked. There are two ways to keep Daitha involved in the ongoing story. Either he asks to join the party, or he secretly trails them, only to reveal himself when the plot will be most heavily impacted by his appearance. Leaving Katya in the care of a woodcutter's family, Daitha follows the party from a great distance, using his animal allies to keep the heroes in sight. The most likely place for the druid to reemerge in the story is moments before the heroes are about to enter the Factory in the Miasmoor. By that time Daitha will have observed enough of the situation to surmise that his brother is under the influence of a most horrible evil.

Keep in mind that Daitha knows more than he initially lets on. Though he is anxious to get to the bottom of his brother's scheme, he hopes to do so without exposing Gilean to the heroes' wrath. He loves his brother dearly and—in a plot development that should prove most vexing to the party—he might even choose to side with Gilean should the PCs be on the verge of destroying him.

Getting to the Truth

The heroes can learn of the ghouls—and the kidnapers behind them—in several ways. The first method can be found in Daitha's living room, in the form of his niece, Katya. If the PCs manage to use *detect thoughts* or similar magic on the girl without invoking her uncle's ire, they learn that large bands of undead have been prowling the wood, paralyzing their victims and absconding with them in the night. Keep in mind, however, that this information is coming from the mind of a child; depending on the magic employed, Katya divulges these facts using bright images, frightening sounds, and exaggerated emotions. She has seen the ghouls pass in front of her window. Visions of them haunt her dreams at night.

Other clues remain hidden about the property of Daitha's estate, as depicted on Map 4.

2. Stable and Aviary

A split-wood fence and large barn comprise this stable. A pair of healthy chestnut horses grazes blithely inside the fence, along with half a dozen goats, two pigs, and a hairy boar with a splint and bandages on one of its forelegs. Attached to the stable is what appears to be an aviary. The structure has no roof, and several birds alight on cages inside, seeking shelter from the rain.

Though neither the stable nor the aviary contains anything of value to the party, there are two ways the PCs might make use of the animals here to assist in their quest. First, they can communicate with any of the beasts via *Speak with Animals*. If questioned, the animals seem pleased with Daitha and very thankful for his ministrations. They also report witnessing the passage of several unnatural creatures bearing heavy burdens through the forest. Any of the birds can give directions to the cave where these monsters hide during the light of day (Area E on Map 1).

Secondly, anyone who makes a successful Handle Animal check (DC 15), or a ranger who succeeds in a Wisdom check (DC 18), notes upon examination that the wounds on the boar's leg are actually the fingernail marks of a humanoid attacker. Magical interrogation reveals the boar's assailant to be a corpse, a man neither living nor dead.

3. Pool and Garden

The gray drizzle of rain does little to diminish the beauty of this neatly manicured flower and vegetable garden. A rock-lined pool, fed by a marble fountain, separates the garden into two distinct halves. The western portion of the lot is planted with squash and potatoes, carrots and beans, while on the eastern side grows a panoply of rare and striking blooms. A tidy walkway wends its way amongst the vines and leaves.

This garden is filled with all species of flora, arranged in colorful rows and divided by a well-tended pebble path. Aside from a few curious scratch marks near the tomato plants (caused by gophers and identifiable as such), the garden offers nothing of value to those of the party uninterested in herbalism.

4. Kennel

It is obvious from the wire pens surrounding the place that this building serves as Daitha's kennel. Though most of the dogs have retreated inside from the rain, a few of the more audacious ones stand in the drizzle, muzzles pressed to the fence, watching with black and inscrutable eyes.

Daitha currently tends fourteen dogs, representing all breeds, from the well-trained terrier lapdogs to one or two giant mastiffs of mixed and belligerent stock. Once inside the wooden building in the center of the pens, the heroes can access the various dogs, most of whom bark ferociously unless calmed or quieted with magic or the timely application of a ranger's or druid's skill. The dogs are all caged and represent no threat to the party.

Of all the dogs in the kennel, only one—a sly and muscled hunting dog named Findgoll—knows anything of the ghoul attacks in the forest. With magical assistance and perhaps a bribe of jerky or bread, Findgoll tells the party that he and Daitha were hunting two nights past when they witnessed an ambush. At least a dozen unholy men, flesh hanging from their limbs and their eyes alight with green fire, fell upon a group of bandits. The bandits were subdued but not killed, then borne away toward the edge of the river.

The only other items of note on Daitha's property are buried in the soil of the kennel floor. A successful Search check (DC 15) reveals a hollow space beneath the floor. Tearing away the dirt reveals a small cache of valuables: 47 gold pieces impressed with the symbol of the king, an ivory bracelet (210 gp value), and a signet ring bearing an old family crest and inscribed with a single, meaningless name: Hanfred Vel. Under only three conditions do the PCs recognize the significance of this name. Paladins can make an Intelligence check (DC 18) to remember the name from their studies; gaining a +2 synergy bonus if they have the Knowledge (local history) skill. Casting the spell *legend lore* also produces results. Otherwise, only a PC with the skill of Knowledge (local history) knows the name for what it is. Hanfred Vel was a great paladin who lost his life undoing the bonds of an ancient curse that had plagued his family for generations. Nothing more of Vel or his deeds should be revealed to the players at this time.

D. Bandit Caverns (EL 6)

Though the lair of Mealkuph the Strangler and his gang is essentially nothing but a red herring, it is likely that either the heroes' investigation leads them here, or they'll be carried here bodily should they fail to escape the forest ambush described above.

Mealkuph is an outlaw two months fresh from the king's gallows. Since escaping his fate, he has wasted no time in resuming his old habit of making life miserable for

the local peasantry. Mealkuph's chief goal is to amass enough wealth to hire a unit of competent mercenaries and extract his revenge for months of harsh imprisonment. To this end, he has decided to waste no more time waylaying the shire farmers for their meager coin, but rather keep his attention on wealthy foreigners.

Bandits, male human War1 (10): CR 1/2; SZ M; HD 1d8+3 (Toughness); hp 9; Init +4 (Improved Initiative); Spd 30 ft.; AC 15; Atk +1 melee (1d8, battleaxe, crit x3); AL CN; SV Fort +2, Ref +0, Will +0; Str 11, Dex 10, Con 11, Int 12, Wis 11, Cha 7.

Skills: Climb +3, Intimidate +4, Ride +3, Swim +2.
Feats: Improved Initiative, Toughness.

Possessions: Each bandit carries a battleaxe, chainmail, rations, and 4d10 sp.

Mealkuph the Strangler, male human War3: CR 3; SZ M; HD 3d18+16; hp 36; Init +1 (Dex); Spd 30 ft.; AC 16 (+1 Dex, chainmail armor); Atk +6 melee (1d12+3, greataxe, crit 19-20/x3), +4 melee (1d4, garrote, see SA), or +1 ranged (1d8, longbow, crit x3, range 100 ft.); SA garrote; AL NE; SV Fort +3, Ref +1, Will +1; Str 17, Dex 13, Con 18, Int 13, Wis 7, Cha 10.

Skills: Animal Empathy +9, Climb +8, Hide +6, Search +9, Spot +8, Wilderness Lore +9. *Feats:* Power Attack, Toughness (x2).

SA—Garrote (Ex): Strike from behind with garrote inflicts 1d4 points of damage per round; victim may escape with Strength check or Escape Artist check (DC 15) or successful attack with -4 attack roll modifier.

Possessions: Greataxe, garrote, chain mail armor, longbow with 12 arrows, belt pouch containing three moonstones (20 gp each) and two severed and shriveled human ears.

Personality: Obsessive, greedy, ruthless, and cunning, Mealkuph is perhaps the only NPC in the story bereft of even one redeeming quality.

Development: If Mealkuph or any of his men are caught, they refuse to talk. The party will be forced to make use of either the Intimidation skill or win an opposed Wisdom contest (or perhaps cast *Speak with Dead*, depending on the condition of the bandits). If the PCs succeed in wresting information from the Strangler's gang, they learn very little for their efforts. Though the bandits have seen the ghouls and even lost a few of their men to these undead, they know nothing of value concerning the ghoul lair, other than its general location. Mealkuph has no reason to lie on this issue. Unlike Daitha Ogaín—who lets none peruse the secret pages of his heart—Mealkuph the Strangler is everything he seems to be.

E. Ghouls at the Mill

Surrounded by a dark bulwark of trees and protected from the revealing light of day by overhanging branches, a forgotten sawmill on the river serves as the lair of Vel's necromancers and their undead minions. The necromancers have been using the ghouls' power of paralyzation to collect prisoners from this area. From here, they ship the prisoners by river and finally overland to the Miasmoor. The pickings in the forest are sparse, however, and the

necromancers rely heavily on their fellows in the circus troupe to provide a steady flow of *essence ingots* for their master in the Factory.

The heroes eventually come upon the necromancer's lair, as depicted on Map 5. The original inhabitants of this former sawmill, a halfling herbalist and his family, were among the ghouls' first victims. The rambling mill has since been converted into a processing station for all abductees taken from the forest and the surrounding area. Penetrating the mill's defenses brings the party one step closer to unmasking the conductor of this dark and growing symphony of evil.

No less than 32 **ghouls** reside here at all times. As long as their human masters remain within their sight, the undead enjoy a turn resistance of +10, as the bond between master and servant is quite strong. There are three such masters at the burrow: Chulainne, Scahtoch, and Lugatorix. These men are apostles of Orcus, the god of the undead. By inducing twisted dreams of loss and banishment, by spreading falsehoods and perpetuating mistrust, Orcus hopes to undermine the basic kinship between gods and mortals, thereby strengthening his own foothold on the Prime Material Plane. Chulainne, Scahtoch, and Lugatorix have been amusing themselves by casting *cause fear* and *nightmare* on the unsuspecting inhabitants of Leafton, hence the fevered dreams reported by the citizenry.

This triumvirate of necromancers serves Gilean Vel without hesitation, although they know very little of his master plan. Recently they were ordered to animate and control several teams of ghouls. Using the ghouls' paralyzation ability, the necromancers intend to seek out, subdue, and kidnap as many humanoid creatures as they can before the local authorities rise up against them. Only living captives will suffice. Those accidentally slain by the ghouls are left to rot where they fall or become ghoul food. To further assist them in their efforts, Gilean has armed his men with *wands of hold person*.

1. Outer Grounds

The ground here is soaked. Rivulets of brown water flow through narrow channels in the mud, merging with the feeble stream that cuts through the trees. The leaves hang limp and lifeless. Standing in a clearing, yet barely discernible in the rain, is what appears to be an abandoned sawmill, now gone to seed and sinking into the earth. Windows of leaded glass stand in the face of the two-story structure, and a single oaken door marks the mill's only visible place of entry. A cold chimney juts up from the roof, where the shingles hang like rotting skin. What appears to be a lightning rod—a shaft of twisted metal—also protrudes from the roof. The water wheel which once turned dutifully in the stream now sits motionless, its metal axle long rusted, its wood now covered in moss. The ground surrounding the mill is trampled, dozens of footprints blurring in the slashing rain. A single box-shaped wagon, its walls and roof built of dark wood, sits silently nearby. Two bedraggled horses hang their heads and periodically shiver in the rain.

As secrecy is of the utmost importance to the operation, the necromancers have taken pains to ensure they're

not surprised by eavesdroppers or other unwanted passersby. The shaft on the building's roof is actually an active *rod of alertness* that has been anchored to the ground like a normal lightning rod. The *rod* automatically warns the necromancers if anyone with harmful intentions approaches within 120 feet of the mill entrance. Unless extraordinary means are taken to avoid tripping the perimeter alarm, it is safe to assume that the necromancers are ready to greet the heroes when they arrive. Also, the *rod* grants the necromancers the benefits of a *prayer* spell whenever they're within 20 feet of it.

Creatures (EL 12): If the party manages to approach this gloomy place without being detected by the *rod of alertness*, they find all 32 ghouls and their three human keepers inside the varied rooms of the mill. In this case there is a strong chance the PCs catch their enemies flat-footed. However, in the likely event that the necromancers have had a least a few minutes to prepare a reception, 16 of the undead are positioned outside in ambush: eight in the wagon and eight buried in the mud.

Ghouls (16): CR 1; SZ M Undead; HD 2d12; hp 14; Init +2; Spd 30 ft.; AC 14; Atk +3 melee (1d6+1, bite) and +0 melee (1d3 [x2], claw plus paralysis); SA paralysis (paralysis for 1d6+4 rounds, Fort save DC 15 negates); SQ darkvision (60 ft.), undead; AL CE; SV Fort +0, Ref +2, Will +5; Str 13, Dex 15, Con -, Int 13, Wis 14, Cha 16.

Skills: Climb +6, Escape Artist +7, Hide +7, Intuit Direction +3, Jump +6, Listen +7, Move Silently +7, Search +6, Spot +7. **Feats:** Multiattack, Weapon Finesse (bite).

Chulainne, Scahtoch, and Lugatorix, human Wiz7s (necromancy): CR 7; SZ M; HD 7d4; hp 27, 24, 21; Init +2 (Dex); Spd 30 ft.; AC 12; Atk +3 melee (1d4, dagger, crit 19–20); AL LE; SV Fort +2, Ref +2, Will +5; Str 11, Dex 15, Con 11, Int 15, Wis 11, Cha 14.

Skills: Concentration +10, Knowledge (arcana) +4, Move Silently +3, Scry +4, Spellcraft +10; Spot +3. **Feats:** Craft Wand, Maximize Spell, Silent Spell.

Arcane Spells Known (Prepared Per Day: 4/5/4/2/1): The necromancers prepare their spells from among the following, at the DM's discretion: 0—disrupt undead, ray of frost, read magic, resistance; 1st—cause fear, chill touch, hold person, jump, magic missile, ray of enfeeblement; 2nd—darkness, darkvision, ghoul touch, scare, web; 3rd—fireball, lightning bolt, vampiric touch; 4th—enervation, Evard's black tentacles.

Possessions: Each necromancer carries various personal effects such as comb, small mirror, diary, spell components, et cetera. Each also comes armed with a *wand of hold person* (22 charges) and four scrolls containing the arcane spell *nightmare*. Chulainne carries a pouch of *dust of sneezing and choking* (8 uses), while Scahtoch has a *wand of ice storm* (39 charges). Lugatorix wears a *robe of blending* and has keys to desk in Area 7.

Personality: All natives of these parts, these three wizards came under the dark influence of Orcus years after they first went to work for Gilean Vel. Though they share a common delight in entropy, they are otherwise quite different in their approach to the magical arts. Chulainne is the physically largest and boldest of the group. Lean and lanky, Scahtoch tends to lead his ghoul strike teams from

the rear, rather than from the front like his counterpart Chulainne. Finally, Lugatorix is the most cunning of the three, and a personal friend of Gilean. Lugatorix tries to escape if severely pressed in combat by superior foes. All three know of the Factory, where they deliver their victims once each week, although only Lugatorix has met Gilean. Chulainne and Scahtoch have dealt only with Siebkron, who meets them at the Factory door and accepts their dark offering.

Tactics: The front door is locked. The large bay doors in the rear have been boarded and nailed shut from the inside. While the PCs attempt to pick the lock (DC 30) or simply force the door open (hardness 10; hp 60; AC 5; break DC 28), the hidden ghouls rise up and attack. Chulainne has positioned himself beneath the wagon, conducting the 16 ghouls that attack the party outside the mill. From his concealed vantage point, burly Chulainne casts *darkness* on any obvious spellcasters, then moves in for an attack from the rear or fires charges from his *wand of hold person*. If captured and interrogated, Chulainne willingly tells all he knows in exchange for the promise of his freedom. If the PCs refuse to grant such forbearance, Chulainne talks only if successfully interrogated with an Intimidation check (DC 20).

2. Former Saw Room (EL 12)

It's apparent from the broken pieces of lumber and ramshackle carpentry tools that this area was once a cutting room of sorts. A large circular saw is mounted vertically to a massive work table in the center of the room. Though rusted with age, the saw still bears a menacing aspect. Judging by the size of the desk in the corner and the position of the shelves, the miller that once operated this place was probably a halfling. All that was once gay and lively in this room is now smashed and forlorn. A heavy sadness hangs like humidity in the air. The entire room smells of wet sawdust, spoiled earth, and wasted human flesh. A spiral staircase leads down.

Scahtoch and 16 ghouls defend the door. As soon as the alarm is sounded, Scahtoch dives behind the giant saw. From there, the wizard commands the ghouls stationed in the room, who try to overwhelm the party with their sheer numbers. If apprehended, Scahtoch begs for mercy. The staircase leads down to Area 3. Note that Areas 6 and 7 are not accessible from this room; the heroes must go downstairs in order to find the ladders leading back up to these chambers.

Ghouls (16): hp 14; See Area E1, above.

Tactics: Before commanding the ghouls to attack, Scahtoch activates the control switch for the huge table saw. The saw measures 5 feet in diameter, powered by a mechanism similar to that which operates a catapult. Before it ceased operation, the water wheel turned a series of gears beneath the mill, in effect "storing" potential energy in the saw's crankshaft. When the proper lever is thrown, the saw spins for ten rounds, inflicting 10d6 points of damage to anyone who comes into contact with it. The ghouls are under orders to hurl their enemies into the moving saw. If anyone tries to shut down the saw by moving the switch, the lever snaps in half and the saw

keeps spinning. The saw may be deactivated with a successful Disable Device check (DC 18).

3. Main Living Quarters

This was once the main living room of the halfling family that operated the mill, though little remains other than a blackened bed frame and a few pieces of scorched clothing. The staircase here leads up to Area 2.

4. Ruined Kitchen

Unlike the cutting room, this chamber has been more or less preserved, as the necromancers take their meals here and do not permit entrance to the ghouls. Though most of the tidy halfling crockery is now covered in dust and the quaint kitchen knickknacks have been forgotten, the room is relatively sanitary. A stout oak table, sized for halflings, stands sentinel over three equally small chairs. A single lantern hangs from the ceiling and provides a small but effective light.

Treasure: Aside from an assortment of kitchen utensils and cookware, the room contains only one item of interest. A successful Search check (DC 12) reveals a strange and bewildering diagram carved on the underside of the table. Lugatorix is the only one of the three necromancers to have visited Gilean's stronghold in the Miasmoor. After an evening of ardent drinking, Lugatorix upended the table and used a knife to carve a depiction of the *heartlock* described in Area 5 of Act III. Lugatorix wanted to demonstrate his intimacy with Gilean by displaying his knowledge of the *heartlock*. Therefore, he engraved a crude picture that resembles a human's open chest cavity, with four hearts placed evenly beneath the ribs.

5. Broom Closet (EL1)

Anything that was once of value has long been looted from this tiny chamber. However, the back of the closet is actually a secret door (Search check DC 20 to find), behind which stands a ladder that ascends back up to the ground floor of the burrow and Area 6.

Trap (EL 1): The PC who opens the door to this closet is immediately assaulted by a *broom of animated attacks*, which Lugatorix has left here to delay pursuit. The broom swats twice with each of its two ends, at a +5 bonus on each attack. The straw end causes blindness for one round, while the handle inflicts 1d6 points of damage. The broom has an AC of 13, 18 hp, and a hardness of 4.

6. Hidden Wine (EL7)

This area above the mill was once a pantry and modest wine attic. The patriarch of the halfling family moonlighted as a vintner. A few of his bottles remain here, although the heroes must defeat the remaining undead that Lugatorix positions here if they are to claim the treasure.

Creatures (EL 7): Unlike the other undead at the mill, these creatures are 4 **ghasts**. They attack the first PC who climbs the ladder, even before the character's reached the top, giving them a +1 bonus to their initial attack roll.

Ghasts (4): CR 3; SZ M Undead; HD 4d12; hp 26; Init +2; Spd 30 ft.; AC 16; Atk +4 melee (1d8+1, bite plus paralysis) and +1 melee (1d4 [x2], claws plus paralysis); SA stench (all within 10 ft. Fort save DC 15 or -2 to all rolls for 1d6+4 minutes), paralysis (1d6+4 rounds, Fort save DC 15 negates), create spawn; SQ darkvision (60 ft.), undead, turn resistance (+2); AL CE; SV Fort +1, Ref +3, Will +6; Str 13, Dex 15, Con -, Int 13, Wis 14, Cha 16.

Skills: Climb +6, Escape Artist +8, Hide +8, Intuit Direction +3, Jump +6, Listen +8, Move Silently +7, Search +6, Spot +8. **Feats:** Multiattack, Weapon Finesse (bite).

Treasure: Of the thirty bottles of wine remaining here, three are of a vintage rare enough to fetch as much as 200 gp each on the open market. One of the bottles bearing the label of an inexpensive brand of wine is actually an *eversmoking bottle*.

There is a trapdoor above that leads to Area 7.

Trapdoor: Hardness 5; hp 10; Break (DC 18); Open Lock (DC 15).

7. Last Sanctuary

Unlike his partners, Lugatorix does more than simply prepare for the heroes to smash down the door and raze the mill. Immediately upon assaying the danger, Lugatorix makes his way up the ladder to Area 6 and seals the trapdoor behind him, leaving the remaining undead to deal with the PCs. He then moves to Area 7 and retrieves from his footlocker a *crystal ball*, using its *telepathy* power to establish a psychic link with Gilean Vel. Though Gilean has instructed him in the operation of the *crystal ball*, Lugatorix has yet to master its magic; it takes him six rounds to form a connection with Gilean. Count the number of rounds it takes the heroes to reach Lugatorix and the *crystal ball*. They have six rounds to fight off the undead and the other two necromancers, penetrate the upper recesses of the mill, and interrupt Lugatorix before he warns Gilean about the intrusion. He then terminates the telepathic connection. If the necromancer hears the PCs closing in on his position, he leaves the *crystal ball* and hides behind the table. Remember that his *robe of blending* adds +15 to his Hide check.

If the party interrupts Lugatorix before he's had the chance to warn his employer, he resigns himself to his fate, firing off rays from his *wand of hold person* at all who make use of the ladder. He fights until slain, and will not talk if captured.

Treasure: Once Lugatorix is dispatched, the PCs may search the room. Each of the three necromancers maintained a sleeping area in this chamber, with bunks and trunks containing mundane and practical items. One of the footlockers also holds three oddly shaped wooden clubs. Anyone with the skill Perform (juggling), or any bard who makes a successful Intelligence check (DC 15), recognizes these items as juggling clubs. A bulky wooden writing desk bears three drawers, all of which are locked. Lugatorix holds the keys. Inside the upper central drawer are various papers and writing quills, as well as an odd ledger with chit marks and local land areas marked inside. These notes describe the victims taken by the necromancers and the regions from which they were abducted. In the

desk's largest drawer is a suit of fine traveling clothes, along with five gaudy pieces of jewelry (100 gp each) and a garishly plumed hat. These items belong to Lord Esteban (see Area 9), as does the beautiful swept-hilt sabre that rests atop the desk. The sabre is highly magical (see Area 9 for details).

Locked Writing Desk Drawers: Hardness 2; hp 5; Break DC 15; Open Lock DC 20).

8. Room of Lost Dreams

Apparently this small room was once painted in bright and cheerful colors. The vague impression of dancing bears and rising rainbows can barely be seen beneath the scars of claw marks on the walls. An infant's crib is now so much kindling on the floor. A doll made of glass beads and velvet is all that remains of those who once played and laughed and loved here. Once the bedroom of two happy halfling children, this room is now only the dwelling place of grief.

9. Silent Screams

The chamber smells heavily of freshly dug earth and human sweat. All tools and work tables have been removed, and the back wall has recently been expanded. A tunnel leads from the back of the room. And the bodies lie everywhere. These people appear dead, slain by the ghouls and deposited here for some unspeakable reason.

Upon close inspection, it seems that the people who are stacked like cordwood against the walls are actually still alive! They must be piled 5 or 6 feet high! Paralyzed and unable to move, these men and women, elves and halflings, young and old are heaped on top of one another, some gasping, some blinking their eyes madly, some twitching fingers or making faint sounds of horror from the backs of their throats.

Spend a few moments here, letting the players absorb the horror of the scene. The sight of all these living people piled here like firewood should be an overwhelming sign that serious evil is afoot in the forest. Suddenly things have escalated from a simple kidnapping to a wholesale nightmare.

Currently 41 paralyzed people of all races wait here to be shipped to Gilean's Factory. The necromancers, and other groups like them throughout the region, are harvesting people and transporting them overland to the Factory. Once subdued with paralyzation, victims are bound and fed only enough to keep them alive during transport to the Miasmoor.

Hopefully the PCs will need no further prompting to instigate a feverish search for information concerning this apparent slave-taking operation. The captives themselves, who can be revived by magical means or after 1d4 hours have passed, know next to nothing. Those coherent enough to talk believe that they were being taken to be sold as slaves. This is false.

The Captives: Two of the victims are noteworthy. The first is Lothair's son Mathfrid, whom the PCs recognize from the boy's description. Though bruised and groggy, he is otherwise in good condition. The second exceptional victim, a swarthy sort with a whalebone ring in his ear,

revives shortly after the heroes begin their ministrations and quickly recovers his notorious verve. He introduces himself as Lord Esteban Sancho, poet, knight errant, and duly at the heroes' disposal.

Lord Esteban is the third important NPC the party encounters in this quest. Like Daitha and his niece, Katya, Esteban plays a primary role in the ongoing story, though he does not reveal this to the PCs. Esteban claims to be a traveling bard in search of romance and great literature. In actuality, Esteban is a servant of the goddess Muir, in human form, sent here to provide the heroes with the means of lifting the ancient Vel family curse. Muir has always rewarded those who struggled for the cause of good. Her celestial handmaidens have been monitoring the situation. If the heroes prove themselves creatures of righteous hearts, they have a chance not only to cure Katya, but also to provide Gilean with the chance for redemption.

Esteban claims that he was ambushed by the ghouls, paralyzed, and summarily taken prisoner. All of his worldly goods are being held in Area 7. He asks that the heroes help him recover what he refers to as "my array of arms and vast panoply of baubles both fetching and fey." None of these items is more valuable than the fabled sabre, Gilwyr.

Treasure: Once the victims have been revived and calmed, the remainder of the chamber can be explored. The entire back wall of the room has been dug out to make space for the bodies, as well as to form a tunnel which leads up to the forest floor some 50 feet away from the burrow. From this hidden aperture in the trees, the victims are taken to the waiting wagons, in which they are stacked for transportation.

Hanging just inside the tunnel is a vital clue. Draped on pegs driven into the wall are the necromancers' working clothes. Chulainne, Scahtoch, and Lugatorix all work under the same cover when they're not executing Gilean's orders. The nature of this "day job" is apparent when the clothes are examined:

Dangling from a makeshift coat rack on the dark tunnel wall are what appear to be the garments of the jester's trade. On further inspection (Int check DC 12), the PCs realize that these baggy pantaloons and brightly colored vests are more suited to the role of circus clown than court jester. In the pockets of the motley costumes (Search check DC 8) are small canisters of white and red greasepaint. A bright orange wig is also evidence that the kidnappers are nothing less than circus performers! And though this contrast might seem humorous under any other circumstances, after what the PCs just witnessed, they will not likely have the stomach to laugh.

Allow the players a few minutes to debate the implications of this discovery. Either they will remember hearing of the circus troupe from the advertisements back in Leafton, or they'll learn of the troupe through continued research. A logical process of thought will lead them to assume that these victims were to be taken to the circus (correct), which might serve as the front for a slave ring (incorrect, but not too far off the track).

Lord Esteban has been sent here to equip the heroes with the means of unraveling the curse and to get them moving in the right direction. Though he swings from moments of effeminate delicacy to fits of overbearing

The Quill of Clemency

The only means of healing Katya is to remove the curse which afflicts her, and only Muir has such authority. A merciful goddess, Muir seeks to bring a peaceful conclusion to the events which Gilean has put into motion. To this end she has encapsulated the essence of her will in a physical receptacle called the *quill of clemency*. The *quill* is a minor artifact appearing in the form of a feathered writing instrument. Whoever holds the *quill* may command it to alter form as often as once per round. The *quill* can transform into any nonliving object from something as small as a thimble to as large as a greatsword. If used in the form of a weapon, the *quill* grants a bonus of +4 to attack and damage rolls. It cannot be broken by any means short of Muir's direct command. The *quill's* second power is the release of Muir's will in the form of the spell *miracle*. This special property may be used only once, after which the *quill's* magic is spent and it becomes a mundane object of whatever form it possessed at the time of the casting.

machismo, this is all simply part of his ruse. Have fun playing this mercurial and enigmatic figure to the hilt. His exact statistics are left undeveloped. As a celestial agent of Muir, he should be at least two levels higher than the highest-level member of the party, a skilled sorcerer and rogue, as well as a swordsman of breathtaking puissance.

Esteban overflows with gratitude toward the heroes, thanking them profusely for their gallant efforts, as well as for their timeliness in rescuing him. In turn, he is now honor-bound to grant them a comparable favor. He bows deeply and lays his sword, Gilwyr, at their feet. This is actually the *quill of clemency* in disguise.

Though certain PCs may balk in accepting such a gift, Esteban is adamant. As soon as one of the heroes takes Gilwyr in hand, Esteban departs, vigorously reciting the following poem as he leaves.

Darkness spills across the land
 Evil whispers close at hand
 At its heart, a shadow stalks
 To his own destruction walks
 She sings from heaven of a curse
 A lover dead, a daughter worse
 For a child to be whole
 A thousand souls and more he stole
 Engines from the darkest dreams
 Tear the sky and rend the seams
 Wheels and cogs that will not slow
 Sundered by the lightest blow
 When the sword has failed to win
 Change the will and try again
 With earnest heart appeal above
 The Muse may send her gift of love
 Either miracle is done
 Halt the doom or heal the one
 When our life, our self is lost
 When we learn to count the cost
*Love will then transform and reign
 And free us from a life of pain*

This poem is a direct account of Gilean's history, his current machinations, and Muir's intervention. Embedded within the text are clues for using Gilwyr to stop the *soul engine*. The PCs must eventually make sense of this lyric if they hope to use the *quill of clemency* to its fullest potential. Refer to area 30 of Chapter 3 for more information on the *soul engine's* operation.

Now witnesses to a great evil beyond that first suspected, the PCs may either return to Leafon with Mathfrid, or forge onward following the lead of the circus, as detailed in Act II.

Act II: The Show Must Go On

In search of the Song & Sorrow Traveling Shadow Show, the heroes leave the wilderness for the urban environs of a large nearby city. Based on clues uncovered in Leafston and the forest, the PCs should surmise that their next stop is the city, the site of the Shadow Show's current performance.

The heroes' exploration of the city should be a startling contrast to the dark grounds of the forest. Rangers and druids who felt at home in the woods should suddenly find themselves out of their element. Conversely, more cosmopolitan characters, though maladroit in the wilderness, now have their chance to shine.

The Great Arena

The Great Arena is a grand limestone structure capable of seating six thousand people. The entire edifice trembles when the crowd reaches a frenzy. Inside, seating is provided by twelve banks of five hundred chairs each, while the grand box of the city's nobility accommodates another hundred people, albeit in much more luxurious style. The floor of the Great Arena, where the three rings of the circus have been erected, is encircled by a 15-foot wall, with massive wooden doors at either end to admit the performers and their various apparatus. The floor itself is densely packed earth, beneath which lie chambers that serve as dressing rooms, storage halls, and animal pens.

Regardless of what time of day the heroes arrive, the Great Arena is at half capacity, the circus just getting ready to begin its next show.

DM Information

The gaiety and goodwill of the Song & Sorrow Traveling Shadow Show is little more than a facade. Tugging at the circus's playful demeanor is a dark undertow of evil. Beneath the performers' painted smiles and the colorful costumes dwells a misanthropic disdain for the world beyond the circus rings. Indeed, most of the clowns, acrobats, animal-handlers and fire-eaters are criminals hiding from the sins of their past; others have been shunned by "normal" people because of freakish deformities. For one reason or another, all of them are outcasts, and they consider "normal" people nothing more than a means to an end. As owner of the circus, Gilean has surrounded himself with individuals whose fears and prejudices mirror his own. When roleplaying the NPCs of the circus troupe, keep in mind that most of them are fakes. Though they project an air of friendliness and charity, in actuality they are emotional mountebanks, ready to doublecross the heroes as it suits them.

Investigating the Circus

Here the heroes interact with Gilean Vel for the first time. Upon making his fortune as a spellcaster-for-hire, Gilean purchased a small carnival operation, which he quickly expanded into a major circus, hiring talent from the far reaches of the world. In the four years that the Shadow Show has been in operation, it has earned a reputation as one of the finest in its class. Unbeknownst to the cheering crowds, however, the troupe

largely consists of outlaws, expatriates, con artists, and other unsavory sorts.

The heroes come into contact with any number of Gilean's minions during their investigation in the Great Arena. The various circus acts are listed below, accompanied by a description of the main NPC associated with that particular act. Allow the PCs to search the circus in any fashion they desire, confronting them with whatever NPC you feel is appropriate at the time. There is no linear outline for encounters at the Great Arena. The circus is a dynamic environment, and its inhabitants stay true to character: desperate men and women living lives of borderline bedlam, loners to the core until they have to unite against an incursion from "normal" people. The PCs must question at least a few members of the troupe if they hope to uncover the truth about the kidnappings, but the circus performers forge a dangerous solidarity the moment they suspect the heroes are snooping around.

The Circus Acts

The show lasts for four hours after the heroes arrive, after which the performers retire to their rooms beneath the Great Arena. There are always three acts taking place at any given time. In addition to the NPCs described below, the troupe also contains 5d6 porters, handlers, and lesser performers. Detail these men and women as necessary, keeping in mind that most of them are ne'er-do-wells, if not altogether depraved.

Act #1. The Bouncing Bogwater Brothers (EL 8)

These gnomes are not truly brothers, but the six of them—led by Gethipli Bogwater—perform a dazzling display of tumbling and athletics. Attired in sequined body suits, the Bogwaters employ levers, trampolines, and vaulting poles to captivate the crowd with synchronized feats of gravity-defying acrobatics.

Bogwater Brothers, male gnome Rog 3 (6): CR 3; SZ S; HD 3d6+9; hp 18 each (Toughness); Init +3 (Dex); Spd 20 ft; AC 13; Atk +2 melee (1d4, dagger, crit 19–20), or +3 ranged (1d4, dagger, crit 19–20, range 10 ft.); AL LE; SV Fort +1, Ref +6, Will +1; Str 10, Dex 17, Con 11, Int 11, Wis 10, Cha 16.

Skills: Climb +6, Escape Artist +6, Hide +6, Jump +6, Move Silently +6, Perform (acrobatics) +6, Pick Pockets +6, Tumble +6. **Feats:** Dodge, Toughness.

Personality: The unspoken leader of the Bogwaters, Gethipli, was banished from his hometown for thievery. Gethipli is a vile and scar-faced individual, as contemptible as he is cunning.

Possessions: Each gnome carries a dagger and 2d10 sp.

If forced into conversation with the PCs, Gethipli lies lavishly about his past, all the while appraising the heroes' possessions. If it's apparent that the heroes carry magical and/or valuable gear, Gethipli arranges a "bumbling." That is, the Bogwaters "bumble" into the party, playing the part of good-natured buffoons, turning somersaults and cartwheels in exchange for a few petty coins. In reality, these accomplished thieves do

their best to relieve the heroes of their possessions, making generous use of the Pick Pockets skill.

Of the Bogwaters, only Gethipli knows of the kidnapping operation. He is aware of Gilean's skill as a spellcaster, though he doesn't know Gilean is actually a shade (see the **Monster Appendix** for information on Gilean). He's also met Siebkron and knows the location of the Factory, though he's ignorant of what transpires inside. Though generally loyal to Gilean, the gnome is willing to part with information if the price is right (anywhere from 50 to 500 gp, depending on the affluence of the campaign). If the heroes meet his price, Gethipli directs them to Bald Corvaxi, the fire-eater (see Act #5, below), whom he claims "is in the know about all things that happen here in the Shadow Show." As soon as he has the chance, Gethipli reports to Gilean that the heroes have been asking around about the kidnappings.

Act #2 The Wheel of Death (EL 9)

Gilean has a special place in his heart for this act, which involves knife-throwing. Once a knife-thrower himself, Gilean took great care in finding a suitable apprentice. That man is one Sneary Marquis, an incurable coward, social misfit, and brilliant toxicologist.

Sneary throws knives at a large, rotating wheel, to which is shackled a beautiful woman. And make no mistake—the woman's screams are real. Sneary enjoys lashing kidnapped victims to his wheel. Most of the time he even manages not to impale them with errant throws.

The second part of Sneary's act involves poisonous snakes. Sneary delights in repulsing the crowd with his two-headed cobra, striking fear in their hearts by handling deadly adders with his bare hands. Of course, he's removed the snakes' venom sacs and faces no true danger. Unlucky PCs might become victims of that venom should they find themselves the target of one of Sneary's flying knives.

Sneary Marquis, male human Rog 9: CR 9; SZ M; HD 9d6; hp 45; Init +3 (Dex); Spd 30 ft; AC 17 (Dex, +2 *leather armor*); Atk +11/+4 melee (1d4+1, *dagger of venom*, crit 19–20); or +2/+2/+2 ranged (1d4, *dagger*, crit 19–20, range 10ft.); ALLE; SV Fort +3, Ref +9, Will +3; Str 9, Dex 17, Con 10, Int 11, Wis 10, Cha 8.

Skills: Bluff +6, Craft (poison) +12, Forgery +10, Hide +12, Knowledge (toxicology) +12, Open Locks +12, Perform (knife-throwing) +12, Spot +12, Use Magic Device +6. **Feats:** Point Blank Shot, Rapid Shot, Weapon Finesse (dagger), Weapon Focus (dagger).

Personality: Craven and shifty-eyed, paranoid and deceptive. Though Sneary is willing to befriend the PCs, he remains a coward, and betrays them if he fears personal injury.

Possessions: Bottles in belt pouches contain a variety of poisons, such as centipede toxin, deathblade, terinav root, lich dust, and other contagions; leather armor, *dagger of venom*, and a small bundle wrapped in sealskin (see below).

Sneary is a talented poisoner, and as such has proven himself a valuable tool in Gilean's operation. Sneary brews up much of the paralytic poison Gilean uses to subdue his victims (see Area 13). The heroes are likely to encounter Sneary roaming the corridors beneath the Great Arena. He's quite willing to engage them in conversation, and is easily cowed into revealing what he knows (Intimidate check DC 10). In fact, Sneary is going through a crisis at this point in his life and is considering a

Sneary's Letter

The note which Sneary gives the PCs has been encrypted using a rather rudimentary form of encipherment known as a Caesar shift. Though Siebkron is a talented cryptographer, he considered this bit of text as only slightly sensitive in nature, so he employed a basic cipher system that replaces every letter with a letter three places down in the alphabet. The ciphertext and its plaintext meaning (in parenthesis) are as follows:

LOI. NHHS HBHV RQ ZDJRQV. VLHENURQ.
(Translation: ILF. KEEP EYES ON WAGONS. SIEBKRON.)

One means of revealing the true message is to apply a method of codebreaking known as frequency analysis; that is, the analyst makes an educated guess about the plaintext letters based on the number of times they appear in the ciphertext. For example, "e" is the most common letter in the alphabet, and "h" is the most common letter in Siebkron's ciphertext. The most telling clue is certainly the double letter "HH." Once the PCs realize that "H" represents "E," all they need to do is apply a three-letter shift to the remainder of the text. This should also prompt them to investigate the wagons outside the Great Arena, if they haven't already. If the PCs do not realize the note is a cipher, allow all characters with an Intelligence of 12 or above an Intelligence check (DC 16). If successful, stress to the PC that the letters seem to be in a strange order and that perhaps it is in code. Point out that no language they know of uses a "double h." This should get them to suspect that letter replacement may be the answer.

career change. He's seen too many innocent people get carted off to the Miasmoor Swamp and never return. If one of the heroes is especially kind to him (Charisma check DC 15), Sneary is as honest in his dialogue as his black heart allows.

If Sneary feels particularly drawn to a certain PC, he even goes so far as to give them a vital clue. Wrapped in a sealskin cloth is a message he found lying on the floor outside the chamber of the troupe's lowly custodian, Ilf. Though Sneary was unable to decipher the missive, he recognized the handwriting as that of Gilean's aide-de-camp, Siebkron. Sneary believes that Siebkron sent the letter to Ilf, although he can't fathom why an important person like Siebkron would be concerned with a humble janitor.

Act #3 The Barrel of Laughs (EL 10)

A single barrel rests in the center of one of the circus rings. As soon as the audience has riveted its attention to this conspicuously quiet cask, the lid pops up, and out climbs a clown, followed by another. And another. And still another. A total of eight clowns spring up from this seemingly bottomless barrel. In reality, the barrel is positioned above one of the underground chambers, and the clowns are simply ascending a ladder and climbing out.

One thing seems apparent. The clowns love the children in the audience. Actually, most of the clowns couldn't care less about the screaming brats, and two of them vehemently despise kids of every race and color. Kochevor and Ivan escaped from a



foreign prison ten months ago, where they were awaiting execution for abducting children and selling them to a group of illithids who had taken a liking to "young, unsullied brains." Kochevor and Ivan are reprehensible in every sense of the word. Though their faces are painted with beaming red smiles, they carry razors in their costumes and never hesitate to use them.

Kochevor and Ivan, male human Ftr8: CR 8; SZ M; HD 8d10+24; hp 72, 66; Init +6 (Dex, Improved Initiative); Spd 30 ft; AC 14 (Dex, +2 armor); Atk +11/+6 melee (1d4+1, razor, crit 19-20); ALLE; SV Fort +6, Ref +4, Will +2; Str 11, Dex 15, Con 17, Int 10, Wis 10, Cha 5.

Skills: Disguise +1, Jump +10, Intimidate +5, Perform (clown) +2. **Feats:** Exotic Weapon Proficiency (razor), Improved Initiative, Weapon Finesse (Razor), Weapon Focus (razor).

Personality: Kochevor is a cunning masochist. Ivan, on the other hand, is simply insane. Though both of these men know of the kidnappings and have actually taken part in several abductions under Gilean's direction, they never admit to it. Nor are they privy to Gilean's overall plan. They know nothing of his secret life as a shade, and though they've heard of Siebkron and a hidden fortress in the Miasmoor, they can offer little more in the way of information if successfully interrogated (Intimidate DC 20).

Possessions: Razor, leather armor, 3d10 gp.

Act #4. The Silent Sortello (EL 6)

Sortello is an animal-handler of the most unusual sort. When he was seventeen, Sortello sold out a powerful crime family and got his tongue cut out for his troubles. Now he

performs his act as a mute jester, combining feats of animal-handling with the silent comedy of a mime. He is in charge of the troupe's menagerie of elephants, lions, and white tigers.

Sortello, male human Ftr6: CR 6; SZ M; HD 6d10+3 (Toughness); hp 41; Init +5 (+1 Dex, Improved Initiative); Spd 30 ft; AC 11 (Dex); Atk +12/+7 melee (1d6+5, short sword, crit 19-20); ALCE; SV Fort +5, Ref +2, Will +2; Str 20, Dex 13, Con 10, Int 11, Wis 7, Cha 7.

Skills: Handle Animal +9, Perform (sign language) +4, Ride +1. **Feats:** Improved Initiative, Lightning Reflexes, Power Attack, Toughness.

Personality: Obsessed and only marginally sane, wild-eyed and unpredictable.

Possessions: Short sword, whip (for handling animals), 24 gp.

Sortello's fatal flaw is his obsession with his own handicap. Driven partially mad by the loss of his tongue, Sortello now hunts the tongues of others. Gilean recently caught him prowling the alleys, looking for fresh victims. Sortello enjoys collecting human and demihuman tongues and keeping them in jars of preservatives. Fearing that the local constabulary would soon track Sortello's crimes back to the circus, Gilean has forbidden the mime to ply his trade.

If questioned by the PCs, Sortello immediately formulates a plan to trap them. Anxious to get back in Gilean's good graces, Sortello uses elaborate hand gestures and body language to direct the heroes to meet him in the dressing room (see Area 11), promising to reveal a terrible secret.

Act#5. The Moulder (ELII)

Bald Corvaxi is the half-orc fire-eater, sword-swallower, and insect-consumer. He makes his living with his mouth, eating things that would maim, sicken, or even kill an ordinary man. He works with several assistants, who shove rapiers down his throat, force-feed him burning torches, and heap spoonfuls of live maggots between his lips. Bald Corvaxi's is the most revolting act in the three rings, and subsequently one of the most popular. Though he doesn't know that Gilean is a shade, he is aware of the Factory and its location. He only reveals the Factory's location if successfully interrogated (Intimidate check at DC 20). Not even death, however, frightens him into implicating Gilean in the scheme. If forced to talk, Corvaxi blames the entire operation on Siebkron.

Bald Corvaxi, male half-orc Ftr11: CR 11; SZ M; HD 11d10+25 (Toughness); hp 90; Init +4 (Improved Initiative); Spd 30 ft; AC 15 (+5 armor); Atk +15/+10/+5 melee (1d8+4, battleaxe, crit 19–20/x3); AL LE; SV Fort +7, Ref +3, Will +3; Str 19, Dex 10, Con 14, Int 14, Wis 10, Cha 11.

Skills: Intimidate +7, Jump +14, Listen +7, Perform (sword swallowing and fire-eating) +7, Swim +4. *Feats:* Cleave, Improved Bull Rush, Improved Initiative, Power Attack, Sunder, Toughness.

Personality: Corvaxi is mannerless, brutal, and unrepentant. Unlike his master, Gilean, Bald Corvaxi is everything he seems to be.

Act#6. The Ringmaster

Here at last is Gilean Vel. As the circus's Tattooed Man, Gilean appears at once freakish and alluring. Because he has traded his soul for shadowstuff, his skin is the color of ash. That skin, however, is covered in a rampant assembly of colorful tattoos, most of which are writhing monsters seemingly bent upon terrible revenge. Because of his *ring of warmth*, Vel is quite comfortable in most any clime, and thus wears very little in the way of clothing; his illustrations are subsequently bared for all to see, decorating every square inch of him but his face. Gilean's only garments are black silk slippers with ivory buckles and trousers with the legs slit down the sides to give his illustrations room to breathe.

The heroes get their first look at Gilean when he steps out to announce the various circus acts and introduce the performers. As the ringmaster, Gilean cuts a striking and charismatic figure, gesturing broadly around the rings, his sonorous tenor voice carrying easily across the Great Arena's floor. His air of command is undeniable. Impress upon the players Gilean's authoritative manner and dark allure.

Gilean is happy to introduce himself to the heroes. Though he never reveals the fact that he is actually a shade, he remains gracious and amiable when dealing with the PCs. If they show interest in the operations of the circus, he offers to give them a guided tour. If they question him about the kidnappings, however, or if he has any reason to doubt their motives, he acts to silence them. Keep in mind that his *anulet of proof against detection and location* protects him from such spells as *discern thoughts* and *detect evil*, as well as from the Sense Motive skill and

all attempts at scrying. Under no circumstances does Gilean admit to knowledge of the kidnapping scheme. The PCs must explore the Great Arena grounds and the sublevel beneath in order to find evidence of the operation. If for any reason Gilean suspects that the heroes are about to bring arms against him, he uses *shadow walk* to flee to the Factory. Once there, he puts the entire building on alert.

Creatures (EL 10): Should Gilean decide that the heroes represent a serious threat, he instructs his "stage crew" to prepare an ambush. His stage crew consists of **15 carpenters, porters, and animal-handlers** who see to the carnival's set-up and general maintenance. The ambush occurs either in front of the slave wagons (Area 4), or on the street shortly after the heroes depart the Great Arena.

Gilean Vel, male human/shade Ftr4/Shadow mage 16: CR 20; SZ M; HD 4d10 + 16d4; hp (varies, see Monster Appendix); Init +9 (Improved Initiative, Dex); Spd (varies, see Monster Appendix); AC 26 (+6 bracers of armor, +5 ring of protection, Dex); Atk +15/+6 melee (1d4+5, +3 dagger, crit 19–20) or +17/+12 ranged; SQ darkvision, shade abilities (see Appendix), spells; SR (see below); AL NE; SV (see Monster Appendix) Fort +9, Ref +6, Will +11, Str 10, Dex 20 (base 15 + 1/per 4 levels), Con 11, Int 16, Wis 16, Cha 16.

Skills: Concentration +22, Craft (mechanical engines) +14, Jump +7, Perform (juggling) +7, Knowledge (local history) +5, Listen +10, Perform (knife-throwing), Scry +14, Speak Language (Draconic) +2, Spellcraft +12, Spot +10, Swim +7. *Feats:* Anchored Spell (new feat, see Appendix), Craft Wondrous Item, Forge Ring, Improved Initiative, Iron Will, Point Blank Shot, Scribe Scroll (bonus), Weapon Focus (Dagger), Weapon Specialization (Dagger).

Arcane Spells Prepared (5/6/6/6/5/5/4/4/3): 0—detect magic, ghost sound (x2), ray of frost, read magic, 1st—dancing lights*, silent image (x2), true strike, ventriloquism; 2nd—arcane lock, color spray*, darkness, detect thoughts, minor image; 3rd—dispel magic (x3), displacement, gaseous form, mirror image*; 4th—improved invisibility, major image*, scrying, shadow conjuration (x2); 5th—mirage arcana, nightmare, phantasmal killer* (x2), shadow evocation; 6th—greater shadow conjuration*, greater shadow evocation, permanent image, project image; 7th—power word stun, shades* (x2), shadow walk; 8th—maze, power word blind, screen.

Note: spells marked with asterisks (*) are memorized at one level above normal due to the Anchored Spell feat (see the Act III).

Possessions: +6 bracers of armor, +5 ring of protection, ring of warmth, two +3 daggers.

"Stage Crew" Thugs, human War3 (15): hp 16 each; clubs, 4d10 gp.

Other Acts

Many other NPCs play important roles in the circus, though their individual statistics are not listed here. Feel free to develop them as you see fit, keeping in mind the misanthropic nature of the troupe. Possible acts include a brother-sister tightrope team, a young female magician

ACT II: THE SHOW MUST GO ON

who weaves through the crowd performing sleight-of-hand tricks (and picking a few pockets along the way), a contortionist who was born without a spine, and a half-giant strongman with a 23 Strength and an undying loyalty toward Gilean Vel.

Great Arena Grounds and Catacombs

1. Under the Grandstands

The area directly under the Great Arena grandstands houses concession stands, privies, and storage rooms. The merchants of the concession areas hawk bread, hot meats, and watery beer. During a performance, 4d10 members of the audience bustle about in these areas. Large staircases on the east and west sides lead up to the grandstands as well as down to the catacombs.

2. Animal Cages

These wheeled cages house the big cats when they're not in the ring performing. If not in the Great Arena performing, Silent Sortello is found here 75% of the time.

3. Troupe Wagons

The circus members travel in these gaily painted, wooden-roofed wagons, drawn by teams of mismatched horses. Several porters are usually working in this area (see stats for stage crew thugs, above). The wagons are an appropriate place to stage an encounter with any of the performers.

4. Unpainted Wagons

Unlike the other wagons, these two bear no paint, symbols, or markings of any kind. Each is accessed from the rear by a single wooden door (hardness 5, 20 hit points, DC 25 to break) sealed by a padlock (Open Locks DC 20). If the PCs inquire about these wagons, they're told that they carry mundane items such as extra clothing and gear. In reality, each serves as the prison cell for 2d6 kidnapped victims, immobilized and securely bound. Attached to the wall inside of the wagons is a map of the Miasmoor, which the wagon driver uses to navigate the marsh's damp terrain. According to the map, a series of rafts waits at one point along the river that feeds the swamp. A fortification of some kind is marked on the map in the center of the swamp.

If revived, the prisoners can provide no information on the kidnappers. If the PCs inform the constabulary of the situation, or if they confront one of the circus performers about the kidnappings, Gilean intervenes and resolves the situation by handing over one of his porters as a scapegoat and greasing a few palms. Gilean claims no knowledge of the slave ring, and in fact seems abhorred by the idea that his wagons were being used for such inhuman pursuits. He appears to cooperate in every possible way, even vowing to make restitution with the victims' families.

5. Ladders

Each of these rooms has a ladder leading up to one of the trapdoors in the Great Arena's floor.

6. Storage

It takes a lot of equipment to make the circus run smoothly, and these chambers act as storerooms for that gear when it's not

in use in the Great Arena above. All types of odd items can be found here, from juggling pins and pulleys to silk bodysuits and facial greasepaint.

7. Custodian Supplies (EL 3)

This soiled room is heaped with various janitorial supplies. The troupe's scurrilous custodian, Ilf, sleeps here on a bed of rags. In reality, Ilf is a talented actor. He is actually a spy sent here by Gilean's assistant, Siebkron, to keep an eye on Gilean. The only way Ilf tells what he knows is if the heroes succeed in an Intimidate check (DC 20) coupled with excellent roleplaying. If forced to talk, Ilf explains that Siebkron hired him to ensure that the wagons passed undetected through the city on their way to the Miasmoor. He knows that the Factory is located two miles south of a central tributary of the main river that feeds the swamp.

Ilf, male half-elf Rog 3: CR 3; SZ M; HD 3d6; hp 12; Init +4 (Dex); Spd 30 ft; AC 14 (Dex); Atk +2 melee (1d4, dagger, crit 19-20) or +4 ranged (dagger); AL LE; SV Fort +1, Ref +7, Will +1; Str 10, Dex 18, Con 11, Int 16, Wis 9, Chr 7.

Skills: Appraise +6, Bluff +6, Climb +6, Decipher Script +6, Disguise +6, Forgery +6, Hide +6, Listen +6, Move Silently +6, Search +6, Tumble +2, Use Magic Device +6. **Feats:** Dodge, Mobility.

Personality: Sycophantic and craven, greedy and dangerously cunning.

Possessions: Backpack containing rations, traveling gear, writing instruments, 32 gp, and a small text on cryptanalysis, authored by Siebkron.

8. The Dust Witch

This stone-walled room contains little more than a few moldy barrels and a table carved of a single slab of oak. A single candle burns in the center of the table, a pool of wax puddling around it. Sitting before the candle is one of the oldest people the PCs have ever seen. Though it's difficult to be certain through the layers of heavy wrinkles and the cracked and powdery flesh, this figure is a human woman. Her scalp is flaky and as dry as bone. Her hair hangs in dirty clumps in her face. Corroded earrings dangle from each withered lobe. Her eyes are closed. They appear to be sewn shut.

This is the Dust Witch. No one the troupe really knows where she came from, including Gilean. She was a member of the carnival when he purchased it years ago, and since then he's come to rely on the old hag's gift of prophecy.

Give the Dust Witch whatever statistics and skills you deem suitable. If the PCs attack her, she is easily overcome. Her only power lies in the ability to forecast small pieces of the future. If the player characters roleplay this encounter with any amount of skill, they're able to convince the Dust Witch of their good intentions. She in turn offers them an enigmatic bit of counsel: "If seek ye the smoke of souls, troll the waters of the green mire."

9. Cages

These multipurpose cages currently hold several animals, including a litter of tiger cubs, tended here while their mother performs in the Great Arena. One of the cages, standing apart from the others, houses a family of three chimps. The chimps sit despondently behind the bars, forlornly picking lice from one another's hair. Any-

one making a successful Animal Empathy check (DC 15) notices that these animals are sick from malnourishment, lack of exercise, and general ill-treatment. Chained to one of the cages is a pair of elephants. These giant creatures are in much better shape than the other animals, and actually seem quite vigorous—perhaps dangerously so. Watching over these creatures is a woman called Daladrina. To the crowd she is known as Daladrina the Forked and her Gargantuan Constrictor.

Daladrina is a small elven lass with a queer fetish for the serpentine world. She works with all variety of snakes, from vipers to rattlers. She dances with reptilian grace as her little darlings writhe about her body. Pious folks claim her act is vulgar, due to the affectionate way she handles her little lovers. What makes her a star rather than just another sideshow freak is her grand finale, in which she not only sticks her head inside her constrictor's mouth, but actually allows it to engulf her! Only when the gasps of the crowd become frightened cries does she slither from the snake's deadly maw. After the show she is found here, her snakes inside a cage of wire mesh. The PCs find themselves locked up in one of Daladrina's cages if they stir up too much trouble during their investigation.

Daladrina, female elf Ftr5: CR 5; SZ M; HD 5d10 +15; hp 44; Init +1 (Dex); Spd 20 ft.; AC 11 (Dex); Atk +5 melee (1d6+1, short sword, crit 19–20); SQ immune to *sleep* spells, +2 to saves against Enchantment spells, low-light vision; AL N; SV Fort +7, Ref +2, Will +2; Str 13, Dex 13, Con 16, Int 9, Wis 13, Cha 17.

Skills: Climb +1, Handle Animal +8, Listen +2, Search +5, Spot +2. **Feats:** Ambidexterity, Combat Reflexes, Dodge.

Possessions: Daladrina possesses nothing in this world but her snakes and her punishing beauty.

Elephants (2): CR 8; SZ H Animal; HD 11d8+55; hp 115, 105; Init +0 (Dex); Spd 40 ft.; AC 15 (–2 size, +7 natural); Atk +16 melee (2d6+10, slam), +11 melee (2d6+5, 2 stomps), or +16 melee (2d8+15, gore); SA trample; SQ scent; AL N; SV Fort +12, Ref +7, Will +4; Str 30, Dex 10, Con 21, Int 2, Wis 13, Cha 7.

Skills: Listen +6, Spot +6.

Giant Constrictor: SZ H Animal; hp 60 (see *MM*, pages 201–202 for full stats)

Monkeys (3): hp 5, 3, 2 (see *MM*, page 198 for full stats).

Tiger: hp 50 (see *MM*, page 203 for full stats).

Snakes (several): hp 16 (see *MM*, pages 201–202 for full stats).

10. Grand Stairways

This large area is used for storage. The staircases ascend to the Great Arena's ground level.

11. Dressing Room

This room, cluttered with hat boxes, suitcases, trunks, and clothes racks, smells strongly of greasepaint, talcum powder, and perfume. Hundreds of festive outfits of all kinds can be found here. If the PCs have come here at the behest of Silent Sortello,

he lies in wait inside an empty crate, ready to spring upon them and claim their tongues. If Sortello manages to relieve one of the heroes of a tongue, he fawns over it for a day or two before devouring it.

12. Troupe Sleeping Quarters

The performers use these bunks to catch a little shut-eye between shows. As the performers are an eclectic lot, these rooms are a chaotic hodgepodge of clothing and personal effects. Though all types of strange and unexpected items are found here, the most valuable among them are a *potion of love* and *wind fan*, hidden in separate trunks. One of these items is located in each of the two sleeping quarters, discovered on a successful Search check (DC 25). The party locates the secret door on the east wall on a Search check (DC 20).

13. Poison Brewing

This room is cluttered with bottles, beakers, and vials. Sneary Marquis uses this secret chamber as his workshop. He is here 75% of the time when not performing. He has assembled a collection of nearly every poison found in the *DMG*. He distributes a few samples to the porters and thugs, should Gilean order them to ambush the heroes. Use of these poisons is left to the DM's discretion.

Helping the PCs Along

If the PCs have a difficult time getting to the bottom of things, the DM can use the circus and its members to guide them along the proper path.

The Dust Witch

The Dust Witch from Area 8 leaves her room and wanders to the PCs' location. She has seen a vision that she must impart information to them. She then provides them with a necessary clue.

Rampaging Elephant

An elephant breaks free from its bonds. Once the beast is free, chaos erupts under the grandstands. Daladrina tries to calm it, though she mostly succeeds in getting in harm's way. A successful Handle Animal check (DC 15) calms the startled beast and saves Daladrina. Otherwise the beast attempts to trample anyone in its way (see the *PHB* for the rules governing overruns). If the heroes rely on brute force to capture the animal, make an opposed Strength check against the elephant's score of 30. If the PCs calm the creature and save her, they earn Daladrina's trust.

In appreciation of the PCs' assistance, Daladrina tells them of a conversation she overheard in which Bald Corvaxi, drunk on homemade wine, boasted of an "evil, stone-built stronghold." Supposedly this place is located in the swamp, tended by a "ruthless sort" named Siebkron. Daladrina has nothing else to offer the heroes, though she hopes this small bit of information will assist them.

Act III: The Hearts of Men

Wandering Monsters

Roll 1d20 for every mile that the heroes travel in the Miasmoor and consult the following table.

1d20	Monster
1-2	d4 Lizard folk (see <i>MM</i> , pages 128-129)
3-4	1 Dark naga (see <i>MM</i> , pages 138-139)
5-6	1 Rakshasa (see <i>MM</i> , pages 153-154)
7-8	1d3 Harpies (see <i>MM</i> , pages 117-118)
9-10	1d3 Crocodiles (see <i>MM</i> , page 195)
11-12	1d6 Trolls (see <i>MM</i> , page 180)
13-20	No encounter

Following clues uncovered in the Great Arena, the heroes venture into the mires of the swamp in search of what they believe to be the headquarters of a slave ring, twenty miles into the fen.

Permit the PCs any mode of travel they can devise, keeping in mind that many of the local waterways are too shallow for all but the lightest of crafts. The terrain alternates between treacherous seas of saw grass and large pools of standing water. At the heart of the marsh stand vast tangles of mangrove trees, interwoven with a matting of sedges, cattails and reeds. A perpetual mist hangs over the area like a shroud.

The Miasmoor

Loneliness winds between moss-encrusted mangrove trunks as readily as the mist which gives this dreary place its name. The vapor is so thick and the branches so entwined that the sun seems merely a memory. Water buffalo moan like ghosts. Random pockets of swamp gas set the humid air aflame. Every footstep sinks lower than the last, the mud sucking at boots. And somewhere not far ahead, perhaps just around the next patch of saw grass, wait the invisible pits of quicksand, in which countless travelers have been consumed. The echo of their screams still lingers in the mist.

Daitha Intervenes

Daitha has been following the heroes ever since they left the forest. By communicating with passing birds and other wildlife, the druid has been able to track the party while not giving himself away. By the time he finally reveals himself, the heroes have had a chance to learn something of Gilean's past, as Esteban's poetic prophecy alluded to Gilean's wife, Anna Rosa, whom he loved more than life. Just as the PCs are preparing to enter the Factory, Daitha emerges from the swamp and asks to accompany them.

If the PCs conduct themselves admirably in the ensuing parley, the druid imparts what he knows concerning Gilean, Anna Rosa, and young Katya. This amounts to very little information; when Gilean's wife died, he left his daughter in Daitha's care, ostensibly so that he could spend

time in solitary mourning. The druid is unaware of the *soul engine* and the dark plots that Orcus has put into motion. In fact, he would be shocked to know the depths to which his brother has fallen.

Though the druid understands the necessity of curtailment of Gilean's operation, he will not tolerate any direct assault upon his flesh and blood. His devotion is simply too strong. Daitha's comments and attitude should suggest this fidelity to the PCs, foreshadowing the moral dilemma that will arise should the heroes find themselves facing off against Gilean while Daitha attempts to intervene and prevent the bloodshed.

The Factory

The Factory is the end of the road for the kidnapped victims, serving as Gilean's home and workshop. Rising up from the murk of the Miasmoor is a massive edifice built of a solid block of black basalt, fronted by a single iron door. The building appears to be two levels high, sporting three towering smokestacks which extend 40 feet from the roof and belch continuous streams of black vapor into the air. The building bears no windows or adornments of any kind, save a single line of runes etched into the stone above the door. No wildlife can be seen anywhere in the vicinity. In fact, the swamp suddenly seems eerily quiet. The only sound is an ominous churning which emanates from somewhere deep inside the building.

The Factory has been carved inside a tremendous chunk of igneous rock. The smooth basalt walls have been painted with gorgon's blood and lead shavings, preventing passage via *passwall*, *teleport*, and similar spells. Gilean is not fond of uninvited guests. He has secured the door with

Dungeon Features

The following features hold true throughout the Factory unless otherwise noted.

Doors and Walls: Fashioned from wood, the Factory doors have been painted a deep ochre color, fastened with dull iron fittings. They are 7 feet tall and hinged on pins nested inside the frame. The hallways and rooms have actually been carved out of solid rock; the walls are seamless. The ceiling is 8 feet overhead in most chambers.

Strong Wooden Doors: 2 in. thick; Hardness 5; hp 20; AC 5; Break (DC 25).

Light: Though Gilean can see in total darkness as if it were daylight, his minions depend on artificial sources of illumination to light their way. Torches are ensconced in nearly every room and tended every few hours by Factory custodians, providing sufficient light throughout most of the building.

Ventilation: Although the entire Factory smells strongly of soot and swamp water, breathable air filters into the building through tiny ventilation holes drilled in the walls.



arcane lock. If the PCs are unable to breach the door, their only hope of penetrating the Factory is to locate the secret door of the Sally Port at Area 20 (Search DC 25). The runes above the door are of no recognizable language. A successful Spellcraft check (DC 30) indicates that these sigils are actually part of the original spell which carved the Factory chambers from the solid slab of basalt.

Climbing the smooth outside wall requires a Climb check at DC 30, though there is no way to enter the building through the roof unless the PCs slide down inside one of the smokestacks. These chimneys are round shafts 10 inches in diameter, descending into the inferno of the smelter in Area 29. Anyone inside the smelter suffers 8d6 points of damage per round. The formidable front door is sealed with *arcane lock* (Hardness 10; hp 60; Break [DC 38]).

1. Reception Room

Running more than 40 feet from east to west, this broad entry hall is lavishly appointed, a sharp contrast to the wilderness outside. A hand-woven rug covers most of the floor. Several sofas and armchairs are positioned around a thick-legged table in the room's center. A large bowl of tobacco and several pipes rest on the table. Flames dance in the fireplace opposite the main doors. Four large oil paintings adorn the walls. Clockwise from the southwest, the paintings depict an old manor house on a rolling countryside, a bright-faced warrior in antique armor, a nightmarish landscape full of shadows and misshapen faces, and finally, a startlingly beautiful young woman with

haunted eyes and hair the color of dawn. Fresh torches provide illumination, and though the room smells of burning incense, an unmistakable scent of soot permeates the chamber.

On those rare afternoons when Gilean receives visitors—usually his necromancers delivering monthly progress reports—he entertains them here. No one is here to greet the PCs upon their arrival, leaving them free to search the room as they see fit, though there is little of note here except what can be ascertained from the paintings. The southwestern painting portrays the local countryside; anyone familiar with those lands should make an Intelligence check (DC 15) to recognize this fact. The painting of the warrior is a portrait of Sir Hanfred Vel, the paladin who broke the curse which Gilean has accidentally reinstated and now seeks to thwart. The Plane of Shadow is shown on the third painting, though only someone familiar with this plane is permitted an Intelligence check (DC 20) to name it as such. The final painting is that of Anna Rosa Vel a year before she died. Make two secret Wisdom checks for anyone studying this portrait for an extended period of time. Those who succeed in the first check at DC 15 recognize a faint but telling resemblance between the woman in the painting and Daitha's niece, Katya. Daitha confirms this if asked. A second Wisdom check (DC 20), indicates that the hero has sensed the dead woman's presence lingering in these black halls. Suppressing a shiver, the hero can only stand there and wonder what this bit of anomalous intuition portends.

The Heartlock

Gilean has taken steps to ensure that he isn't interrupted by uninvited guests. With all of his attention focused on the operation of the *soul engine*, he must trust his lieutenants to keep the Factory secure from an outside invasion. However, he also contrived a contingency plan in case he fell prey to the unpredictable powers he was attempting to control. To this end he fashioned the dreadful *heartlock*, a privacy mechanism designed to permit his underlings access to the Factory's second level in the event of Gilean's accidental demise. The only means of parting the great doors that lead to the upper level is by assembling the four pieces of the *heartlock*. As they explore the Factory, the heroes come upon these *heartlock* components, all of which are protected by diabolical traps. Gilean imparted the knowledge of how to bypass these traps to his chief lieutenant, Siebkron, who is under orders to join the various components only in the event of disaster. See Area 5 for a full description of the *heartlock*.

Captives are brought into this room from the swamp, then taken personally by Gilean to the *Heartlock Chamber* (Area 5) and then to the smelter upstairs. Gilean's understudies relieve all kidnapped victims of their personal effects, storing these items in Area 13 for Siebkron's inspection.

2. Heartlock Component #1 (EL10)

Both of the doors to this chamber are locked. Siebkron holds the keys. There are no torches burning in this room, forcing the PCs to provide their own source of light.

This chamber is divided into two distinct parts. The northernmost area is nearly empty. A layer of dust covers the floor, and old cobwebs sway from the ceiling—evidence that no one has come this way in quite some time. The center of the south wall opens into the second part of the room, which appears to be a circular shaft with a 20-foot ceiling and a drop of at least 80 feet. The walls of the pit are fashioned of the same black stone as the rest of the room, until the pit drops beyond the 30-foot mark, after which the walls become damp earth as the shaft plunges into the ground.

Hanging from a chain in the center of the shaft, 10 feet from the walls around it, is a flat wooden disk. On it rests what appears to be a shriveled piece of fruit.

Though they may not realize it yet, the PCs need this desiccated human heart in order to pass through the *Heartlock Chamber*, as it is one of the four *heartlock* components. To reach the component, the heroes must claim it from the platter that dangles 10 feet from the lip of the shaft. Suspended by a single chain in its center, the platter tips at the slightest provocation, dumping the *heartlock* component down the shaft. The easiest way to retrieve the component is using *fly* or similar magic and simply plucking it off the platter. The heroes might also try using a long polearm to snag the item. A particularly intrepid PC might just leap across using the Jump skill (DC 20). The chain is strong enough to support up to 300 lbs.



of additional weight. However, the true menace of this trap has nothing to do with the chain or the platter, but rather the ceiling 20 feet above.

Trap: The platter is so finely balanced that any change in its weight, such as the removal of the *heartlock component*, activates a devious trap. Other than a 1-foot-diameter opening its center, the entire circular ceiling is a massive piston that drives downward the moment someone tampers with the platter. The piston—a block of solid basalt weighing close to a ton—slams down the entire length of the shaft in a single round, inflicting 20d6 points of damage to those mashed beneath it. Anyone in the platter's proximity when the piston begins to drop may make a Reflex save (DC 20) to hurl themselves free of the pit as the great stone block roars by. The chain and platter pass unharmed through the opening in the piston's middle. In the event that Siebkron must assemble the components to access the upper Factory levels, he reaches inside the shaft to a hidden stud in the wall, which deactivates the piston. A character can locate the stud with a Search check (DC 30). As the piston's gearwork is housed within the building itself, it cannot be disarmed with Disable Device.

Piston and Pit Trap: CR 10; no attack roll necessary (20d6); Reflex save (DC 20) avoids; Search (DC 30).

3. Dusty Passage

This seldom-traveled hallway is coated in dust at the southern end, while a few footprints mar the stone between the eastern passage and the door on the north. This door is marked with a stylized letter G.

4. Heartlock Foyer (EL 7)

Stacked in heaps nearly 5 feet high, men and women of various races lie paralyzed in this L-shaped room, awaiting some grim and unimaginable fate. All of the victims are tied at the wrists and ankles, and a few of them are able to wiggle just enough to give evidence that they're still alive. Plaintive moans and sobs come from the piles. The room smells strongly of feces and sweat. Positioned between the doors are two handcarts, obviously used to convey this human cargo throughout the building.

Of the **28 prisoners here**, twenty-four are still alive: humans, elves, dwarves, and halflings from the ages of six to sixty-five. Most of them are currently paralyzed, though the paralysis is wearing off. They are all trussed and ready for delivery to the smelter. If released from their trammels and vivified with various healing arts, the prisoners thank their rescuers but can contribute little else. They know nothing of their abductor or the plans he had for them. They only want to leave the Factory as quickly as possible, doing so the moment the heroes give them permission. The victims are tended by one of Gilean's understudies, armed with a *wand of paralyzation*, which he periodically uses to render his charges immobile.

Creatures: Other than Siebkron, Gilean trusts no one completely. Thus he has stationed three shadows here to watch over his understudy. The shadows are under orders to report any untoward activity that transpires throughout the Factory. In the event that the heroes

attempt to aid the captives, one of the shadows passes through a hairline crack in the ceiling to warn Gilean of the danger, while the remaining two attack.

Understudy, male human Wiz4: CR 4; SZ M; HD 4d4; hp 10; Init +6 (Dex, Improved Initiative); Spd 30 ft.; AC 12 (Dex); Atk +2 melee (1d4, dagger) or +4 ranged (1d4, dagger); AL LE; SV Fort +1, Ref +3, Will +4; Str 9, Dex 14, Con 10, Int 11, Wis 11, Cha 14.

Skills: Concentration +7, Knowledge (arcana) +4, Spellcraft +7. **Feats:** Silent Spell, Improved Initiative.

Arcane Spells Prepared (4/3/2): 0—*detect magic*, *flare* (x2), *ray of frost*; 1st—*hold portal*, *magic missile* (x2); 2nd—*blur*, *Melf's acid arrow*.

Shadows (3): CR 3; SZ M Undead (Incorporeal); HD 3d12; hp 19; Init +2 (Dex); Spd 30 ft., fly 40 ft. (good); AC 13; Atk +3 melee (1d6 temporary Str, incorporeal touch); SA strength drain, create spawn; SQ undead, incorporeal, turn resistance (+2); AL CE; SV Fort +1, Ref +3, Will +4; Str –, Dex 14, Con –, Int 6, Wis 12, Cha 13.

Skills: Hide +8, Intuit Direction +5, Listen +7, Spot +7. **Feats:** Dodge.

5. Heartlock Chamber

Positioned in the center of this chamber's north wall is an elaborate double door, fashioned of steel and thick black rivets. The doors bear no handles. Instead, a grotesque bas-relief carving dominates the center of the portal. Cast in iron and bone, the sculpture depicts the interior of a human chest cavity. The ribs have been pulled back to bare a frighteningly lifelike mass of blood and bodily tissue, realistically rendered and painted. However, unlike a true human body, this imitation chest cavity contains four hemispherical cups of delicately tooled iron—apparently sconces of some kind—each designed to hold a single fist-sized object. All four sconces are empty.

Short of divine decree, the only way to pass through this portal to the hallway beyond is by placing the four *heartlock* components in the sconces. No form of magic causes the doors to open, nor can they be sundered by any physical means. The gruesome sculpture is actually a mighty magical construct known as the *heartlock*. Gilean created the *heartlock* with the direct assistance of Orcus, and it thus should be considered a minor artifact.

Once all four components are set into the sconces, a jet of steam issues from beneath the door, the *heartlock* parts down the center, and the two iron doors slide open. The only other means of opening the doors is by the will of Orcus, which Gilean invokes should he have reason to pass through this chamber.

This room also contains a secret door leading to the Sally Port. A character can locate the door after a successful Search check (DC 30). If Gilean learns of the PCs' approach and masses his troll army in the Redoubt, a successful Search check (DC 20) reveals a little bit of slime and moisture near the secret door—evidence of the trolls' passage.

6. The Gauntlet (EL 9)

The magical lock disengaged, the great doors part with a hiss of fetid vapor to reveal a wide hallway extending

45 feet to the north. About 10 feet into the hall yawns a large pit, creating a chasm as wide as the hallway and approximately 12 feet across. Beyond the pit, the hallway looks empty, terminating in a single door.

Anyone with the ability to determine changes in subterranean elevations notes that the hallway inclines slightly as it heads northward.

Trap: This entire passageway is a large and complicated trap with both magical and mundane components. Jumping over the pit (DC 15) interrupts a tiny beam of light which spans the hall, instantly igniting a jet of flame that shoots from a small aperture in the stonework and inflicts 6d6 points of damage to anyone within 5 feet of the west wall, half damage applies if the character makes a successful Fortitude check (DC 20). Anyone flying across or using Climb Walls also disrupts the beam and activates the tongue of fire. Remember that anyone subject to a flame attack such as this must make a Reflex save (DC 15) to avoid catching fire and burning for 1d6 points of damage per round. The 30-foot-deep pit causes 3d6 points of damage to anyone falling in.

Furthermore, the floor on the north side of the chasm is actually a pressure plate, so that anyone jumping across lands squarely upon it and triggers a release mechanism that opens a trapdoor in the ceiling at the end of the hall. From this hidden alcove falls a huge spiked roller that tumbles south at a speed of 30, which brings it to the chasm in less than a single round. Heroes caught in its path must make Reflex saves (DC 25) to leap over the juggernaut. If the roller strikes them, they are plowed under for 8d6 points of damage.

A hidden pair of studs just inside the south door deactivates the pressure plate and the spiked roller.

Gauntlet Trap: CR 10; +12 melee (8d6/x3 crit); Search (DC 20); Disable Device (DC 25).

7. Redoubt (EL 12)

The contents of this room depends entirely upon whether Gilean is aware of the PCs' presence in the Factory. In the event that the heroes have managed to avoid tripping any of the building's many alarms, this room is deserted. Two broad staircases lead up to the second level. From their direction, the characters can hear a heavy grinding sound—the operation of the *soul engine*—as well as the occasional scream—another victim being shoveled into the smelter.

It is likely that Gilean learns of the party's excursion into the Factory long before they reach this chamber. Using his *scrying* spell, he keeps an eye on the PCs' progress, while preparing a reception for them here in the Redoubt, a large room used exclusively for assembling troops to defend the entrance to the second level.

Creatures: Gilean recently sealed an alliance with a large tribe of trolls in the Miasmoor. Expecting the PCs to overcome the *heartlock* eventually, the shadow mage leads 10 trolls through the secret Sally Port (Area 20) and positions them around the perimeter of the Redoubt. He then conceals them by casting *screen*, making the room appear empty. Under the protection of *improved invisibility*, Gilean stands at the top of the stairs and hurls spells at the

heroes the moment the trolls launch their surprise attack. Unless the heroes have reason to disbelieve the condition of the room, they receive no Wisdom check to penetrate the illusion and are probably caught flat-footed when the trolls suddenly "appear." Gilean harries the PCs for three rounds from the top of the steps. Then he slips through the door, seals it with *arcane lock*, and prepares for another ambush on the second level.

Trolls (10): CR 5; SZ L Giant; HD 6d8+36; hp 63; Init +2 (Dex); Spd 30 ft.; AC 18; Atk +9 melee (1d6+6 [x2], claws) and +4 melee (1d6+3, bite); SA rend (2d6+9); SQ regeneration (5), scent, darkvision (90 ft.); AL CE; SV Fort +11, Ref +4, Will +3; Str 23, Dex 14, Con 23, Int 6, Wis 9, Cha 6.

8. Hall of the Stone Scholar (EL 11)

Other than a hulking statue midway along the northern wall, this passageway is empty. The statue depicts a philosopher-type wearing a toga and gesturing to a vague point on the south wall. Though the heroes may investigate the southern wall as directed by the statue, doing so just distracts them when the statue animates and attacks. The only way to prevent this occurrence is by speaking the proper command word ("Umbra"), which causes the stone scholar to remain quiescent. All the understudies know the password.

Creature: The 9-foot statue is actually a stone golem placed here by Siebkron as one more defense against intruders. The golem attacks only if a living person passes before it without uttering the proper word. However, the golem cannot detect subjects it cannot "see," so invisible PCs may pass freely. Other than the password, the easiest way to avoid fighting the stone scholar is simply to douse all light sources, including the torch which burns here. As long as the hallway is utterly dark, the golem does not attack.

Stone Golem: CR 11; SZ L Construct; HD 14d10; hp 77; Init -1 (Dex); Spd 20 ft.; AC 26; Atk +18 melee (2d10+9 [x2], slam); SA slow; SQ construct, magic immunity, damage reduction (30/+2); AL N; SV Fort +4, Ref +3, Will +34; Str 29, Dex 9, Con -, Int -, Wis 11, Cha 1.

Skills: Listen +5, Spot +5. **Feats:** Alertness, Iron Will.

9. Lost Soul

Lying in the center of this otherwise empty chamber is what appears to be the body of a dead elven female. The corpse is clad in a torn green bodysuit. Around one of its bare ankles is an elaborate tattoo of laurel leaves.

Actually, the sylvan elf prophetess, Zinaida Quespar, lies moments away from death. Currently at -4 hit points and fading fast, Zinaida requires immediate medical aid if she's to survive. Captured by Gilean's necromancers in the forest, Zinaida was transported to the Factory, stripped of all valuables, and taken by cart toward the *Heartlock* Chamber. However, she fell from the heap of bodies during transit and landed here unnoticed. Unless the heroes act quickly to revive her, Zinaida becomes the next victim of Gilean's misguided plan to heal his daughter.

Zinaida Quespar, female elf Com3: CR 3; SZ M; HD 3d4; hp 8; Init +2 (Dex); Spd 30 ft; AC 12; Atk +1 melee (1d4, dagger, crit 19–20), or +2 ranged (1d4, dagger, crit 19–20, range 10 ft.); SQ racial abilities; foresight; AL CG; SV Fort +1, Ref +3, Will +1; Str 8, Dex 15, Con 9, Int 14, Wis 10, Cha 18.

Skills: Listen +8, Spot +8, Swim +6, Use Rope +6.
Feats: Dodge.

SQ—Foresight (Sp): Zinaida receives random visions per the *foresight* spell as cast by a 9th-level caster.

Personality: Though she is a commoner, Zinaida is a seer of her tribe of wood elves, as indicated by the laurel brand around her ankle. Zinaida receives visions per the spell *foresight*, granted to her—she believes—from the elven forest god. Although she willingly accompanies the heroes on their quest to undermine Gilean's operation, her inability to defend herself effectively could render her a detriment to the party. She is spry and quick-humored, full of a youthful abandon that could be her doom if the heroes aren't careful. She recognizes Gilean on sight and throws herself at him quite recklessly, her primitive hatred overwhelming her better judgment.

10. Dining Hall

This long room is obviously a banquet hall of some kind, as well as a kitchen. Food is prepared here for the Factory's small contingent of human inhabitants. Racked on the walls are various instruments of the culinary art, and great sacks of flour and grain are stacked along the wall. The dining hall is bland and utilitarian in nature, and is unattended.

11. Heartlock Component #2 (EL 10)

Standing in the center of this roughly circular chamber is a pedestal made of brightly polished silver. A delicate scale sits atop the pedestal. The tray on the right side of this balance holds what appears to be a blackened human heart. On the left tray rest ten lead coins. The scale maintains perfect equilibrium.

This is one of the four *heartlock* components necessary to opening the *heartlock* in Area 5. If the PCs suspect a trap, they might try replacing the component with an object of equal weight, thus maintaining equilibrium with the lead coins. A likely candidate for this transfer is a stack of ten gold coins, as lead and gold are nearly identical in weight. A successful Dexterity check (DC 15) permits a PC to snag the component from the scale while simultaneously replacing it with something else.

However, the appearance of equilibrium is a cunning ruse. The scale's two trays are not mechanically connected to each other. Removing the component does not cause the ten lead coins to move in any way. In fact, all the PCs have to do is simply walk up and take the *component*. It's when they try to substitute it with something else that the right side of the scale descends, activating the **Trap**. The *component* weighs half a pound. Anything heavier than this (such as six or more coins) overweighs that side of the scale, causing it to lower, which in turn triggers the trap. In any event, the left side of the balance is independent of the

right and never moves, serving only to fool the PCs into attempting a fast-handed swap.

Trap: If someone places more than half a pound of weight on the right-hand scale, a mechanism inside the pedestal spews a large cloud of burnt othur fumes into the chamber, affecting everyone within 10 feet. The heroes can discern the true nature of the balance if one of them studies it and makes a successful Intelligence check (DC 16).

Poison Gas Trap: CR 10; no attack roll necessary; 1 Con (permanent)/3d6 Con (burnt othur fumes); Fort save (DC 18) resists; Search (DC 25); Disable Device (DC 25).

12. Carpeted Hall

A large rug covers most of the floor in this hallway. A lever juts from a groove in the west wall. The scent of ash hangs in the air. Though the heroes may suspect that the carpet covers a trap, this hallway is harmless. Anyone making a successful Search check (DC 15) notices the dirty smudge marks of cart tracks along the carpet. Pulling the lever sounds a heavy gong inside the wall, raising the general alarm throughout the Factory.

13. Depository

This room is cluttered with a wide variety of items, including backpacks, weapons, bags of seeds, children's toys, cloaks, boots, farming implements, walking sticks, shields, and small piles of personal effects such as combs, hand mirrors, belt pouches, cosmetics, and bottles of perfume. There is no apparent order to the mess, with objects strewn about the floor and stacked carelessly on tables.

Before being wheeled to the smelters on the Factory's second level, prisoners are thoroughly searched and relieved of all possessions. Siebkron takes all coins, jewelry, and gems to his personal chamber (Area 19), but everything else is deposited here to be inspected later. If the heroes succeed in a Search check (DC 20), they find the **Treasure**.

Treasure: Buried under a heap of cloaks and rags is a *mithral shirt*, as well as a small box made of teak. Inside the box is a bejeweled headband (2,200 gp).

14. Heartlock Component #3 (EL 10)

Other than a pair of guttering torches in dull iron sconces, this room contains only one object: a short wooden pedestal with a marble top. Resting atop the pedestal is what appears to be a withered human heart. Surrounding the heart, an intricate matrix of light beams forms a glowing web around the upper portion of the pedestal.

Anyone trying to slip a hand between the array of beams without touching it must make a successful Dexterity check (DC 15) to reach what appears to be the *heartlock* component. However, the beams of light are simply a *permanent illusion* and inflict no damage if touched; the component is actually a **Trap**. Casting *detect magic* reveals magic of the Illusion school emanating from both the protective matrix and the *heartlock* component itself. This should serve as a warning that the component is not what it appears. The real *heartlock* component is hidden in the

pedestal itself, the secret door to which is discovered on a successful Search check (DC 20). A successful *dispel magic* with a dispel check at DC 27 causes the light web to vanish, along with the *permanent illusion* that created the image of the component.

Trap: Hidden by an illusion of the *heartlock component* is a *sphere of annihilation*. Anything touching this minor artifact is instantly and irrevocably destroyed, per page 238 of the DMG. Trying to pick up the illusory *heartlock* component causes the loss of a few fingers or, at the DM's desire, an entire hand. The wound is instantly cauterized. The *sphere* is only identifiable as such if the *permanent illusion* is dispelled. If Siebkron finds himself in *extremis*, he enters this chamber via *dimension door* and use his *talisman of the sphere* (see Area 19) to direct the *sphere* toward the heroes.

15. Waterworks

Fed by a natural freshwater spring under the swamp, the pool in this room provides water for various uses throughout the Factory. The privy can also be found here, as well as a washbasin. Resting beside the privy is a book titled *The Conquests of Bosworth the Great*.

16. Understudies' Dormitory (EL 6)

This is obviously a dormitory, with five pairs of bunk beds and ten trunks. A wooden bathing tub occupies most of the northwestern corner, while a table sits in the room's center. Atop the table is evidence of a recent card game. Though most of the cards are mixed haphazardly with an assortment of dice and copper coins, five cards rest face-down beside a half-filled goblet of wine.

Creatures: Gilean's ten apprentices sleep here. They also spend a small amount of leisure time playing cards and knucklebones. Two of these understudies are present at all times, unless summoned by the clamor of battle in an adjacent chamber.

Understudies, human Wiz4 (2): hp 10 each; see Area 4, above.

Treasure: All of the trunks are locked, with each understudy holding the key to his respective chest. Each trunk contains standard clothing and personal effects, as well as a spellbook and 10d10 gold pieces. One of the trunks has a false bottom (Search DC 20) concealing a *potion of hiding* and a small cube of sandstone. This is actually an active *stone of alarm* that sounds a piercing screech if touched. The sound is loud enough to be heard by anyone on the first floor of the Factory. Anyone on the second level hears the screech on a successful Listen check (DC 18).

17. Library (EL 10)

This room seems far smaller than it truly is, as it is stuffed with thousands of books, most of them ancient, moldering tomes of thick leather bindings and cracked spines. The omnipresent scent of ash is not so potent here, diluted by the smell of dust and yellowing paper. Candles

as thick as a man's wrist burn in brass platters on the tables, which are piled with texts and bundles of scrolls. Someone has unfurled a map upon one of the tables, holding it down with paperweights that appear to be chunks of blackened bone.

Normally occupying this room are eight of Gilean's ten understudies, bent over the librams and taking copious notes on such subjects as philosophy, extraplanar physics, and other esoterica. The understudies attack at the first sign of trouble, with one of them rushing toward Area 18 to warn Siebkron, who in turn alerts Gilean.

Creatures: The understudies attack in a coordinated manner, directing the brunt of their onslaught against any obvious spellcasters. If caught and successfully interrogated, the understudies can provide the heroes with only a minimal amount of information. They know that the victims are being used as fuel to empower some kind of incredible contraption, but they don't know the purpose of this device or the specifics of its operation. None of them has been to the Factory's second level. They report directly to Siebkron. When not out hunting new victims, they spend their time in contemplation and study.

Understudies, human Wiz4 (8): hp 10 each; see Area 4, above.

18. Siebkron's Chokepoint (EL 7)

The west door to the chamber is locked. Each understudy carries a key, though they visit this area only in the event of invasion, in which case they remain just long enough to ring the bell that warns Siebkron. The east door in the room is sealed with a special ward, as described below.

A hundred images of the PC group are reflected from every angle of this room—its walls, floor, and ceiling are made entirely of mirrors. The mirrors are joined seamlessly at the room's corners, creating a dizzying illusion that dramatically distorts depth perception. The room is entirely empty, save a thin golden chain hanging from a hole in the ceiling. It's difficult to judge the chain's exact location in the room due to the mirrors' warping effects.

Siebkron designed this area as a buffer between his private room and the library. Tugging the chain sounds a tiny chime in Area 19, warning Siebkron of intruders. A successful Search check (DC 15) reveals the outline of a mirrored door in the east. Only those who specifically state that they're checking the ceiling are permitted a second Search check (DC 20), enabling them to discover the small mirrored box attached to the center of the ceiling.

Touching the door without uttering the proper command word ("Cipher") activates the **Trap**. Prying open the mirrored box reveals the **Treasure**.

Trap: Failure to enunciate the correct password causes the door to release a fork of lightning, which bounces around the mirrored room in a fashion similar to the spell *chain lightning*, except that it may strike the same target more than once. The bolt inflicts 10d6 points of damage to the first target it strikes, 9d6 to the next, and so on, ricocheting off the mirrored walls until it burns itself out after ten successful strikes. The spell otherwise behaves as per *chain lightning*.

Chain Lightning Trap: CR 7; no attack roll necessary, forked lightning bolt similar to chain lightning spell targeted first on person who triggers trap then targeted randomly (10d6 electrical damage, decreasing by 1d6 per subsequent target), Reflex save (DC 18) for half damage for each strike; Search (DC XX); Disable Device (DC XX).

Treasure: As a contingency in the event of emergency, Siebkron concealed a *ring of djinni summoning* in this special mirrored box, and then hid the box in "plain sight" on the ceiling. If Siebkron retrieves the *ring*, he commands the djinni to thwart the heroes in any way possible; if he believes defeat is inevitable, Siebkron orders the djinni to use its powers to usher him from the Factory in the most expedient manner. The djinni of the *ring* is named A'suraf. It delights in any chance it's given to exact revenge on Siebkron.

19. Siebkron's Quarters (EL7)

The floor of this comfortable bedroom is covered with a rich rug of variegated threads, obviously old yet well-maintained. A desk sits opposite the room's only door. Various papers, books, and writing instruments are carefully organized on the desk. The blankets and pillows on the large four-poster bed are artfully arranged, the posts and headboard polished and free of dust. The headboard is made of hand-worked rosewood, with a series of numbers carved in elegant calligraphy in its center: 42-15-51-15-31-11-44-24-34-33.

This deceptively innocuous room is actually the key to unraveling several mysteries of the Factory and its denizens. Siebkron keeps all his important possessions in a wall safe, whose door lies behind a sliding wall panel on a (a Search check [DC 20] locates it). Cast of a high-tensile iron alloy, the door is nearly impregnable (Hardness 20; hp 100; Break DC 40). In the center of the door is a dial marked with the 26 letters of the alphabet and the numbers 0 through 9. The only way of opening the door is to turn the dial in the correct sequence (see the sidebar).

The journal should adequately convince the heroes of the enormity of Gilean's plan, as well as the possible consequences should Siebkron successfully divert the *soul engine*. Furthermore, the PCs hopefully will begin to understand Gilean's motivation and perhaps start formulating ways to remedy Katya's unfortunate condition. Perhaps

now they'll understand Lord Esteban's poetic prophecy. Though Katya is unaffected by any known healing spells, there is one way to lift the curse—by beseeching Muir and asking for her favor. In fact, she has already granted her mercy upon Katya and her father in the form of the *quill of clemency*. The heroes have only to clasp the *quill* and call upon the will of Muir.

Siebkron's Second Journal: The second journal is purely an aside and has no bearing on the adventure; its inclusion among the safe's contents is entirely optional. All two hundred pages of the journal are fully encrypted using a Mirabeau Cipher. If the players had little trouble solving the Polybius Square and you feel they're up to the challenge, allow them to find the second journal and try their hand at cracking it. There is no hint, clue, or keyword of any kind. The first four words of the journal appear as follows:

32-54 43-15-13-42-15-44-43 11-42-15 32-11-33-54

Battling Siebkron

Though Siebkron is present in this room when the heroes arrive at the Factory, one of the building's many alarms more than likely will warn him of their presence. In this case he spies upon the party's progress with his *scrying* spell, but opts not to confront them directly until it becomes obvious that they are about to disrupt the action of the *soul engine*. He even allows his boudoir to be plundered, so long as he can keep the *soul engine* opening a portal to the Negative Energy Plane. Refer to Area 30 for details on the final confrontation.

Siebkron, male human Wiz14: CR 14; SZ M; HD 14d4+14; hp 46; Init +7 (Improved Initiative, Dex); Spd 30 ft.; AC 24 (+3 *bracers of armor*, +2 *ring of protection*, *ring of spell turning*, *robe of the archmagi*, *staff of power*, Dex); Atk +7/+2 melee (1d6+2, *staff of power*, crit 19-20); SQ magic items, spells; spell resistance (17, from *robe*); AL NE; SV Fort +7, Ref +9, Will +12 (bonuses from *robe* and *staff*); Str 11, Dex 14, Con 9, Int 17, Wis 12, Cha 9 (due to gray skin tone and tattoos).

Skills: Concentration +17, Disable Device +8, Knowledge (arcana) +6, Knowledge (cryptology) +17, Profession (cryptologist) +17, Spellcraft +17, Spot +6. **Feats:** Alertness, Craft Staff, Extend Spell, Improved Initiative, Spell Penetration.

Deciphering the Journal

The cipher works by dividing the alphabet into five groups of five letters each, which necessitates combining the letters "i" and "j," as in the Polybius Square.

Group 1	Group 2	Group 3	Group 4	Group 5
A B C D E	F G H I J K	L M N O P	Q R S T U	V W X Y Z

The number 32 refers to the third group, second letter: "M." The number 54 refers to the fifth group, fourth letter: "Y." Thus the journal's opening passage is MY SECRETS ARE MANY.

If the heroes make sense of these first four words, they are assumed to have found the correct code for the entire book, and the treasures of the text are theirs to enjoy. Suggested contents of the journal include several high-level arcane spells both common and unique, the formulae for several magic items, as well as land deeds and a map to the Isle of Eliphaz, an adventure found in *Vampires and Liches* by Necromancer Games.

Siebkron's Safe (EL3)

Though Siebkron has now devoted his life to the full-time study of the magical arts, he was once a cryptologist in the employ of a distant monarch. On his desk are several books dealing with various aspects of ciphers, word puzzles, and codebreaking. Inside one of the texts is a folded piece of paper bearing the following diagram:

a	b	c	d	e
f	g	h	ij	k
l	m	n	o	p
q	r	s	t	u
v	w	x	y	z

This is a simple encryption device known as a Polybius Square. In order to open the safe, the PCs must convert the numbers on the headboard to letters, and then turn the dial accordingly. Astute players will note that the numbers on the headboard range from 1 to 5. All the heroes must do to convert the ciphertext is print the numbers 1 through 5 to the side and top of the square, then cross-reference to find the appropriate plaintext letter, as depicted below:

	1	2	3	4	5
1	a	b	c	d	e
2	f	g	h	ij	k
3	l	m	n	o	p
4	q	r	s	t	u
5	v	w	x	y	z

Thus, the number 42 becomes the letter R, and so on, spelling out a word—REVELATION—that serves as the combination for the safe. Inside the safe is the **Treasure**.

Arcane Spells Prepared (4/5/5/5/4/3/3/2): 0—daze, detect magic (x2), ghost sound; 1st—color spray, jump, magic missile, shocking grasp, obscuring mist; 2nd—blur, darkness, invisibility (x2), web; 3rd—dispel magic, gaseous form, lightning bolt; 4th—dimension door (x2), scrying, stonewall; 5th—permanency, teleport, wall of iron; 6th—chain lightning, circle of doom, globe of invulnerability; 7th—finger of death, forcecage.

Treasure: All of Siebkron's spellbooks are kept in the safe, as well as one of the four *heartlock components*, in the form of a heart-shaped piece of glass, a small coffer containing three black pearls worth 300 gp each, and two volumes of Siebkron's personal journal. Also in the safe is a pendant in the shape of a falcon clutching the sun. This is actually a *talisman of the sphere*, which Siebkron uses to control the *sphere of annihilation* in Area 14, should he deem it necessary.

The first volume of Siebkron's diary contains many interesting anecdotes and theories concerning cryptological matters. The last entry is of particular interest to the PCs.

Page from Siebkron's Journal—Dated Yesterday

...yet Gilean's madness continues unchecked. Never have I known a man to care so deeply for his child, nor to obsess so completely over her well-being. His days are filled with misguided visions of plunging the area into utter darkness, tapping his beloved Plane of Shadow like a vast black sea—the waters of which he will use to flood the world in hopes of earning favor with the Plague Father. In his folly, Gilean believes that Orcus will lift the curse that Gilean himself has brought upon his daughter and heal her of the malady that afflicts her. As if the Lord of Fear cares for such trivial things as human life!

I can safely say—if indeed anything is safe in this perilous place—Gilean doesn't suspect that I've intervened on behalf of the Plague Father. When the soul engine finally tears a rift in the fabric of the multiverse, it will not be the Shadow Plane which streams forth into our world, as Gilean intends, but rather the life-draining power of the Negative Energy Plane itself. Orcus and I have sealed a pact. Never before have god and man contrived a plan of such apocalyptic proportions! In only two days now, we will have fed enough essence into the soul engine to open the floodgates. If Gilean were to uncover these words, he would destroy me, yet I must risk penning them here, in order that our motives might be understood, should anyone survive the coming holocaust and find this humble tome.

Personality: Ingenious and deliberate, a master of artifice, deception, and strategy.

Possessions: Ring of keys to various Factory chambers, +3 bracers of armor, +2 ring of protection, ring of spell turning, robe of the archmagi, staff of power.

20. Sally Port

Hidden behind a mass of reeds growing up from the water is a small secret door, detectable on a Search check (DC 25) if the heroes actively investigate this side of the Factory for hidden entrances. The secret door has a Hardness of 10 and 30 hit points. It is under the protection of *arcane lock* (DC 35 to break) and opens directly into the Heartlock Chamber.

21. Upper Redoubt (EL 9)

In the event that the PCs avoid sounding the general alarm, they find this vast room empty. The staircases on the east lead down to Area 7. The single staircase on the west leads up 15 feet to a crenellated battlement. The ceiling in this chamber is 25 feet high.

If Gilean has had time to prepare a reception for the heroes, he places all 10 members of his private guard upon the battlement and orders them to expel any invaders. The only means of accessing the remainder of the Factory's second level is to climb the spiral staircase to the battlement and pass through the door on the south side. However, anyone trying to climb the staircase is subject to the **Trap** that protects it.

Creatures: The members of the bodyguard are all armed with longbows. Hiding behind 75% cover (+7 to Armor Class and +3 to all Reflex saves), these archers assault the heroes with a hail of arrows until the PCs reach the battlement, at which time they draw their long swords and engage in melee combat. Fearing the consequences of failure, they fight to the last person.

Bodyguards, human Ftr2 (12): CR 2; SZ M; HD 2d10; hp 12; Init +1 (Dex); Spd 30 ft.; AC 19 (plate mail, Dex); Atk +3 melee (1d6, short sword) or +4 ranged (1d6, longbow, crit x3); AL LE; SV Fort +3, Ref +0, Will +0; Str 15, Dex 12, Con 10, Int 10, Wis 11, Cha 10.

Skills: Jump +5, Swim +5. *Feats:* Point Blank Shot, Weapon Focus.

Possessions: Each bodyguard has plate mail armor, longbow with 20 arrows, short sword, and 2d10 gp.

Trap: The third step of the spiral staircase is actually a pressure plate which springs a mechanism that causes all the steps to collapse on hidden hinges. Anyone on the staircase when the steps fall must make a successful Reflex save (DC 15) to either jump up to the battlement or down to the floor (player's choice). Those falling suffer 1d6 points of damage. The trapped step is detected on a Search check (DC 20); the party can deactivate it after a successful Disable Device check (DC 20).

Collapsing Stairs Trap: CR 1; no attack roll necessary (1d6 damage); Reflex save (DC 15) avoids; Search (DC 20); Disable Device (DC 20).

22. Former Conjuring Chamber

Nearly the entire floor of this chamber is painted with a large conjuration circle. The room is otherwise empty. In the initial stages of the creation of the *soul engine*, this room served as one of Gilean's summoning chambers. It now goes unused. The members of the house guard avoid it, falsely believing that the residue of malevolent magic lingers in the lines of the pentagram.

23. Private Guard Quarters

The ten members of Gilean's personal bodyguard bunk in this chamber, which contains all manner of items common to military dormitories: cots, extra clothing and armor, love letters, jugs of home-brewed alcohol, dice and card games, maps, war souvenirs, notebooks, diaries, and a total of 500 gp. Aside from a few bundles of arrows and some leftover food, the PCs find little of value here, unless they make a successful Search check (DC 20) while inspecting the wardrobe in the southeast corner. A false bottom conceals a pair of dice carved from two large rubies (500 gp each).

None of the guards has ever passed through the eastern door. Siebkron alone has been given permission to venture into the final chambers of the Factory, and then only in the event of an emergency. The door is locked and protected by *arcane lock* (DC 35 to break). The guards defend it to the death.

24. Armory

Gilean's house guards store extra arms in this room. It currently contains one thousand arrows, two dozen longbows, a score of longswords, and various pieces of armor from studded leather to plate—as well as the oil and tools to keep it all in fine working condition.

25. Hall of the Tentacle (EL 2)

Both the east and west doors of this corridor are locked. From this point on, none of the chambers in the Factory is illuminated; the heroes must provide their own light sources, as Gilean has no need for such contrivances. The passage runs due east, ending in a door. The hall is dominated by a deep trench, with narrow ledges on both the north and south sides. A moment after the heroes enter, a long green tentacle as thick as a tree trunk rises up out of the trench and begins to probe the walls and ceiling. The smell of seaweed and cloves rises up from the pit, along with the unmistakable scent of blood.

This entire scene is a *permanent illusion* Gilean placed here to frighten any of his personal guards who might be curious enough to peer down the hall. Though this mirage cannot directly harm the heroes, a thin tripwire along the floor sounds a chime in the wall and warns Gilean of the intrusion. The wire is located on a Search check (DC 20).

26. Gearwork Storage

This room is filled with hundreds of crates, boxes, and chests, heaped about as if no longer of any use to their



owner. Though most of the containers are empty, a few hold what appear to be the parts of an elaborate clockwork mechanism. A casual glance around the room reveals gears, spools, cable, sprockets, rivets, and lumber, as well as sundry glass items such as globes, vials, and tubes.

A loud rumbling emanates from the south, accented by the occasional human scream. This room is warmer than the previous chambers, with the heat flowing in from the south. Every few seconds, a terrible tremor passes through the building's foundation, causing dust and tiny flakes of stone to drift down from the ceiling. The stone floor is smudged with the faint tracks of what must be a wheeled cart.

27. Gilean's Study

The eastern side of this room is an extensive library. The walls are lined with bookshelves, each crammed to capacity with hundreds of volumes of various sizes. A rich carpet of emerald green covers the floor. An antique sandalwood desk sits in the center of the room, along with a single padded chair. Several ledgers, scrolls, and other items rest on the desk. A large oil painting on the eastern wall depicts a woman in a luxurious gown. Her eyes glisten with a distant longing.

By now the heroes may recognize the woman in the painting as Gilean's deceased wife, Anna Rosa. Daitha confirms this fact if he is present. The books deal with magical curses, the goddess Muir and the god Orcus, the Plane of Shadow, and advanced theories of engineering. One of the scrolls on the desk turns out to

be a child's drawing of a bucolic farm scene. In crooked, uncertain letters, the inscription reads, "TO DADDY, LOVE KATYA."

28. Untended Hall

This is simply a hallway acting as a sound and heat buffer between the Study and Smelter. The rumbling noise from the machines in Area 29 sounds quite loud here, and the temperature feels noticeably higher.

29. The Smelter (EL 10)

Regardless of whether anyone has raised the general alarm, the **Creatures** in this room carry on their assigned tasks, continuously laboring to ensure the operation of the *soul engine*. Only when the heroes finally appear before them do these beings quit their duties to attack.

This large chamber is obviously the source of the intense noise which permeates the entire building, as well as the heat that warms it. The stench of burned human flesh smells almost overpowering, and the ash hangs so thick in the air as to be almost palpable.

At first glance, it appears that this high-ceilinged room supports a smithy of some kind; what appears to be a large and mechanically complex forge occupies much of the west side of the room. However, it quickly becomes evident that this thunderous machine serves a much more malignant purpose—it seems, in fact, to be a kind of dreadful smelter. Three handcarts full of immobilized victims wait beside the machine, the dual doors of which

are open to reveal a roaring fire. Two giant-sized humanoids with blistering red skin and fiery hair use large shovels to heap men, women, and children into the flames. The bodies are quickly incinerated, the smoke discharged through a trio of smokestacks on the south. Meanwhile, a soot-caked conveyor belt rolls from the opposite end of the smelter, bearing upon it the only remains of the cremated victims: small black bricks, each as long as a man's hand. The bricks softly pulsate, as if they were living things. The conveyor belt carries the bricks through a pair of double doors in the northwest corner of the room.

Permit the PCs a few seconds to make sense of this awful place, then inform them that the two flame-haired creatures turn away from the smelter to face them.

This, at last, is the final link in the kidnapping chain. The smelter is designed to mine human and demihuman bodies for their spirits, using inconceivably complicated magic to distill "soulstuff" from the victims. Death occurs instantly, but the spirit of the deceased is not permitted access to the afterlife, as the magic of the smelter confines the spirit in an *essence ingot*. These bricks are wheeled into Area 30, where they become fuel to drive the *soul engine*. Once trapped in an *essence ingot*, a soul can be released only by the spell *remove curse* or more powerful magic. A wheelbarrow currently holds nearly thirty *essence ingots*. A dozen immobilized captives (1st-level commoners) await the flames.

Creatures: Sinarska and El Fiyad are enslaved efreet, bound to servitude in the Factory for a period of two years and a day. Their immunity to fire and exceptional strength make them the perfect workers to tend the smelter. Gilean has charged them with providing a steady supply of fuel for the *soul engine*. They have also been ordered to kill anyone who enters this chamber other than Siebkron or Likron.

Scurrying about the conveyor belt are six hairless, black-skinned rats. A dozen more lie dead, squashed by the efreet. Having spent the last few months chewing on *essence ingots*, these 6-inch rats have actually transformed into a new breed of creature called soul nibblers. Consult the **Monster Appendix** for details on this new creature.

Sinarska and El Fiyad, Efreet (2): CR 8; SZ L Outsider; HD 10d8+20; hp 70, 62; Init +7 (+3 Dex, +4 Improved Initiative); Spd 20 ft., 40 ft. fly (perfect); AC 18; Atk +15/+10 melee (1d8+9, slams plus 1d6 fire); SA spell-like abilities, heat, fire subtype; SQ plane shift, telepathy; AL LE; SV Fort +9, Ref +10, Will +9; Str 23, Dex 17, Con 14, Int 12, Wis 15, Cha 15.

Skills: Bluff +12, Concentration +16, Escape Artist +13, Intimidate +11, Listen +12, Move Silently +13, Sense Motive +11, Spellcraft +11, Spot +12. **Feats:** Combat Casting, Combat Reflexes, Dodge, Improved Initiative.

Soul Nibblers (6): CR 1; SZ T Magical Beast; HD 1/2d8; hp 4; Init +2 (Dex); Spd 15 ft., climb 15 ft.; AC 14; Atk +4 melee (1d2, bite and energy drain); SA energy drain; SQ necromantic immunity, scent; AL N; SV Fort +2, Ref +4, Wil +1; Str 2, Dex 15, Con 10, Int 2, Will 12, Cha 2.

Skills: Balance +10, Climb +12, Hide +18, Move Silently +10. **Feats:** Weapon Finesse (bite).

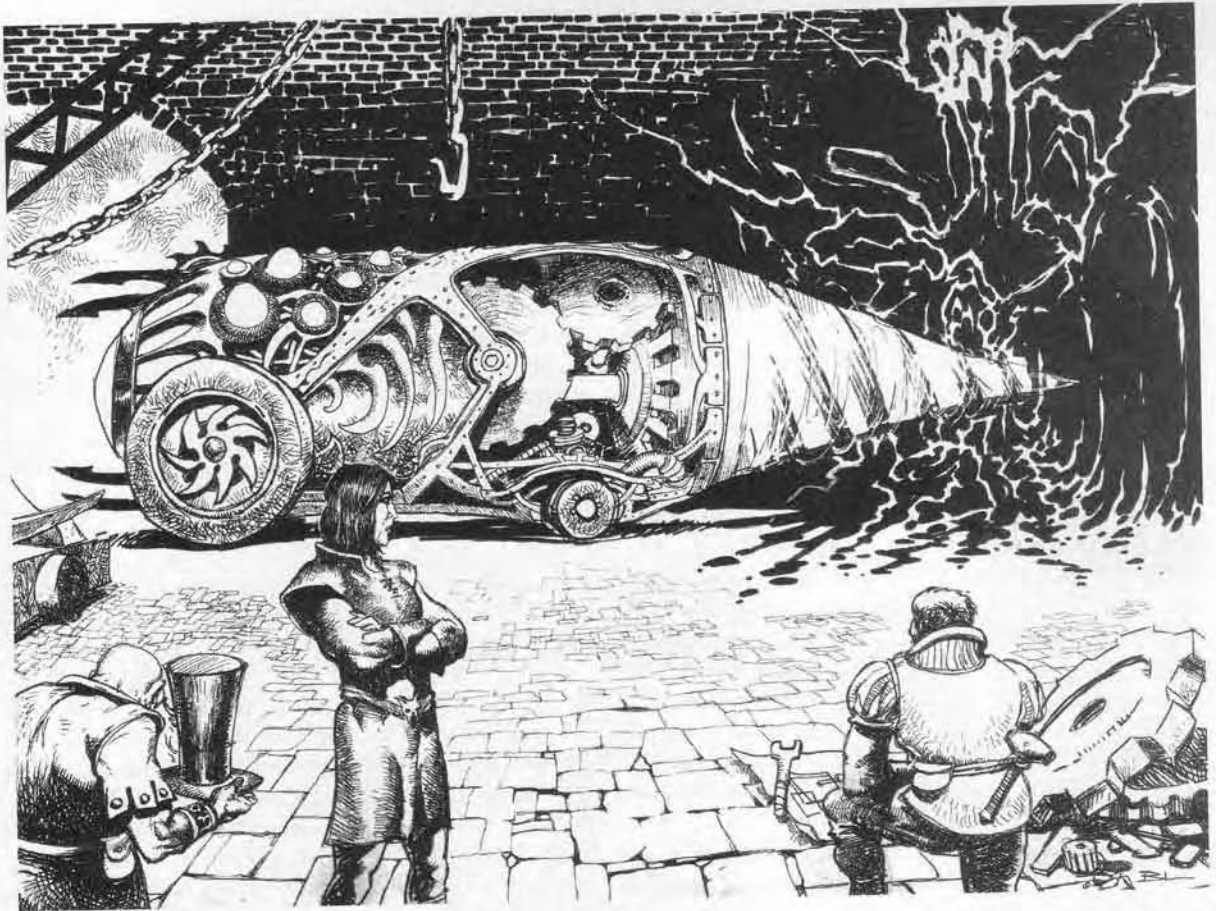
30. Chamber of the Soul Engine (EL 20)

The conveyor belt leads through an open doorway to an apparatus even more sinister in appearance than the smelter. Standing in the center of this circular chamber is a device of intricate gears, spinning wheels, and slamming pistons, crackling with discharges of magic and pulsating with unholy life. A combination of sorcery and science, this incredible engine turns a huge drill which seems to be boring a hole through the fabric of reality itself. Where the tip of this drill disappears into the ether, a backwash of inky blackness leaks into the room, as if it were blood dripping from a giant wound. When the drops of blackness strike the floor, hisses of steam rise up from the stone. Two men watch over the machine. The younger of the two, Siebkron (see Area 19), wears a gray robe trimmed in black and stitched with random letters and numbers. The older man, his body painted with horrible designs, is none other than the circus ringmaster, Gilean Vel.

Gilean Vel, male human/shade Ftr4/Shadow mage 16: CR 20; SZ M; HD 4d10 plus 16d4; hp (varies, see

Gilean Vel's Statistics as a Shade

	No Shadows	Shadows	Strong Shadows	Very Shadowy	Total Darkness
Light Level	Daylight outdoors	Dusk, <i>light spell</i>	Lantern, moonlight	Torchlight	Underground
Hit Points:	20	60	80	100	120
Saving Throws:	-4	normal	+1	+3	+5
Speed:	20	30	40	50	60
Senses:	1/2 normal	normal	2x normal	3x normal	4x normal
Spell Resistance:	nil	15	20	25	30
Regeneration:	nil	1	3	5	7
Other Abilities:	normal	enhanced darkvision	invisibility; shadow images	quasi-real images; teleport without error	plane shift



sidebar); Init +9 (Improved Initiative, Dex); Spd (varies, see sidebar); AC 26 (+6 bracers of armor, +5 ring of protection, Dex); Atk +15/+6 melee (1d4+5, +3 dagger, crit 19–20) or +17/+12 ranged; SQ darkvision, shade abilities (see below), spells, spell resistance (see below); ALNE; SV (see below) Fort +9, Ref +6, Will +11; Str 10, Dex 20 (base 15 + 1 per 4 levels), Con 11, Int 16, Wis 16, Cha 16.

Skills: Concentration +22, Craft (mechanical engines) +14, Jump +7, Perform (juggling) +7, Knowledge (local history) +5, Listen +10, Perform (knife-throwing), Scry +14, Speak Language (Draconic) +2, Spellcraft +12, Spot +10, Swim +7. **Feats:** Anchored Spell (new feat, see sidebar), Craft Wondrous Item, Forge Ring, Improved Initiative, Iron Will, Point Blank Shot, Scribe Scroll (bonus), Weapon Focus (dagger), Weapon Specialization (dagger).

Arcane Spells Prepared (5/6/6/6/5/5/4/4/3): 0—detect magic, ghost sound (x2), ray of frost, read magic, 1st—dancing lights*, silent image (x2), true strike, ventriloquism; 2nd—arcane lock, color spray*, darkness (x2), detect thoughts, minor image; 3rd—dispel magic (x3), displacement, gaseous form, mirror image*; 4th—improved invisibility, major image*, scrying, shadow conjuration (x2); 5th—mirage arcana, nightmare, phantasmal killer* (x2), shadow evocation; 6th—greater shadow conjuration*, greater shadow evocation, permanent image, project image; 7th—power word stun, shades* (x2), shadow walk; 8th—maze, power word blind, screen.

Possessions: +6 bracers of armor, +5 ring of protection, ring of warmth, two +3 daggers.

Gilean in Combat: As a specialist of the school of Shadow, Gilean has limited himself to spells of the schools of Shadow, Conjunction, Divination, Enchantment/Charm, Illusion, and Necromancy. His enemies suffer a –2 penalty on all saving throws against spells dealing with shadows and illusions.

All spells marked with an asterisk (*) are actually one level lower than listed here, as Gilean has memorized them at one level higher than their actual level. These spells require no material components to cast, as they are under the effects of the metamagic feat Anchored Spell (see sidebar). These special spells, Gilean's favorites, are all depicted on his flesh in the form of vivid and grotesque tattoos. To cast these spells, Gilean simply "grabs" the appropriate image and "throws" it at his intended target. In the most chilling and spectacular fashion, the image elongates in its flight, takes on tangible form, and unleashes the desired effect upon its victim. His "pet" spell is *phantasmal killer*. He delights in peeling these nightmares from his flesh and flinging them at his adversaries, destroying his foes with their own fear. Be very aware of the roleplaying opportunities inherent in such a unique form of spellcasting.

Gilean makes brilliant use of *improved invisibility* and *project image*, launching surprise assaults and then quickly moving to assume a more tactical position. His wide array of spells such as *shades* allow him to mimic many other spells. One example of how Gilean might attack the party is to advance under the cover of *improved invisibility*, then cast *maze* and *power word blind* on any obvious spellcasters, following up with his signature spell, *phantasmal killer*. If hard pressed, Gilean will *shadow walk* or assume

gaseous form to make his escape, only to return for battle when the heroes least expect it.

Gilean's second special skill involves knife-throwing, the art of which he learned during his many thankless years performing in the circus. He takes special pride in his ability to hurl these missiles with great accuracy, and enjoys making tricky throws such as pinning his enemy's garments to a nearby wall, or aiming for vital and unprotected areas with the aid of *true strike*.

Finally, as a shade, Gilean's talents and combat prowess vary greatly depending on the level of local darkness; the full range of his skills and combat modifiers appear on the table below.

Final Encounter: This room represents the adventure's final encounter, one which is as fluid as it is unpredictable. At this point events can unfold in many ways, so careful management by the DM is vital. This is the climax of the adventure and thus should be staged with tension, drama, and danger. Several endings are possible:

The most obvious conclusion is a pitched battle pitting the heroes against Gilean and Siebkron; Gilean parted the *heartlock* for Siebkron to get help dealing with the intruders. Alternately, if the heroes can convince Gilean that his daughter's condition can be ameliorated, his fury wanes, and he withholds any aggressive action until they prove their claim.

The most likely progression of events begins with a quick and heated verbal exchange between the heroes and the two NPCs. Gilean tells them that they've arrived too late; even if no more *essence ingots* are fed into the *soul engine*, enough energy is already stored within the *engine* to power the drill for another twelve hours, by which time the floodgates to the Plane of Shadow will have opened, inundating the region with eternal night. If the heroes inform Gilean of Siebkron's treachery and tell him that the *soul engine* is about to tear a rift into the Negative Energy Plane, he hesitates for a few moments, but eventually decides the PCs are lying to him. He hurls a spell at them to slow them down, then steps through the rift to the Plane of Shadow, where he waits to battle the heroes in a more advantageous environment. If Daitha is with the party, he follows his brother through the portal without hesitation. This leaves the PCs with two options: either follow Gilean and Daitha through the portal, or stay behind and try to stop the *soul engine*.

Upon hearing the heroes accuse him of treachery, Siebkron wisely casts *dimension door* and retreats to his quarters in Area 19 to formulate a new strategy. Siebkron permits the PCs to follow Gilean through the portal, hoping that the two sides destroy each other well away from the *soul engine*. The moment the heroes step through the gate to the Plane of Shadow, Siebkron returns and prepares to ambush them in the chamber.

If the PCs decide against parleying and instead charge into the room with weapons bared, Gilean hurries through the portal to the Plane of Shadow, Daitha runs after him, and Siebkron casts *dimension door*.

In any case, the heroes likely follow Gilean to the Penumbra Shores, where they may continue their efforts to persuade him of their ability to heal his daughter, or question him about how to stop the *soul engine*, or engage him in combat. If they've learned the secret of the *quill of clemency* and can persuade Gilean that his daughter can be healed, he is overcome with joy but simultaneously stricken

New Feat: Anchored Spell (Metamagic)

You can cast spells without material components.

Benefit: An anchored spell is inscribed on the caster's body in the form of a rune, sigil, or ideogram. The illustration is permanent and takes the place of the spell's material component. The symbol lightens after the spell is cast and darkens when the spell is memorized. The anchored spell is as difficult to prepare and cast as a spell one level higher than itself.

with grief. Alas, the *soul engine's* drill has passed the point of no return. There's nothing he can do to stop it.

The Penumbra Shores

As the Plane of Shadow is being infected by runoff from the Negative Energy Plane, anyone passing through the portal suffers an immediate 2d6 points of damage as their very lifeforce is sapped from their body. This alone indicates to Gilean that the *soul engine* seems to be malfunctioning, thus making him more receptive to any story the PCs tell him of Siebkron's intentions. The topography of the Penumbra Shores is shifting and amorphous, an ephemeral place of congealing and thinning gloom, with no horizon and no natural source of light, only varying degrees of darkness. There is no map provided for the Penumbra Shores. The Plane of Shadow is a formless, nightmarish land. The effective radius of all light sources is reduced by half, and all of Gilean's shade abilities are at their greatest strength.

If the PCs need help convincing Gilean of their sincerity, Daitha tries to act as an intermediary. If the characters intend to slay the Shadow mage, Daitha begs them to reconsider. He even goes so far as to put himself between the two warring sides, risking his life to save Gilean's. If the heroes have made no attempt to appeal to Gilean's compassionate side, then the shade shows no qualms in using his brother as a shield to protect himself from incoming attacks. However, if the players negotiate this encounter with a fair amount of roleplaying skill, Gilean agrees to follow them back to the Factory and attempt to prevent the *soul engine* from boring a hole to the Negative Energy Plane.

As soon as the PCs return to the Factory, Siebkron attacks.

Stopping the Soul Engine: Just as Gilean explained, the *soul engine* is not slowed simply by depriving it of fuel. Enough people have already given their lives to the apparatus that a special wild surge has been created and focused on the tip of the drill as a rare magical event known as a *sorcerous singularity*. Due to Siebkron's interference, the singularity is being pulled from its intended path; it now rests midway between the Penumbra Shores and the Negative Energy Plane.

Thrusting a sword, spear, staff, or the like into the cogs instantly breaks the offending object, as the *soul engine* is a minor artifact and not so easily destroyed.

The spells *miracle* and *wish* cause the *soul engine* to tremble, belch sparks, and grind to a shuddering standstill. If the heroes do not have such magic at their disposal, the djinni A'suraf from Area 18 can grant them a single *wish*, if this creature remains in the PCs' service. Gilean knows of the djinni and informs the heroes of its whereabouts if they are unable to produce a working solution on their own. The *quill of clemency* can produce a *miracle* if used to pen a phrase of supplication; the wielder must simply clasp the *quill* and ask for divine aid, or use it to write a similar request. However, the *quill* contains the will of Muir herself and may only be called upon a single time, so the PCs can employ its magic either to lift Katya's curse or cripple the *soul engine*, but not both. Remember that the *quill* can alter form to that of nearly any medium-size object. As a relic, it is virtually indestructible. The easiest way to stop the *soul engine* is to transform the *quill* into something like a heavy iron lance, and then thrust it into the delicate gears. More powerful even than the *soul engine*, the *quill* crushes any cogs that try to turn against it. The entire apparatus suffers a subsequent meltdown. The portal to the Penumbra Shores remains open for a period of three hours after the drill ceases to move, then closes forever.

Optionally, the *soul engine* may be rendered inoperable on a Disable Device check (DC 40). However, tinkering with such highly magical machinery is a dangerous prospect; any failed Disable Device check results in a jolt of electricity inflicting 2d6 points of damage to anyone touching the apparatus.

Concluding the Adventure

In the best of all possible scenerios, the heroes follow Gilean to the Plane of Shadow and convince him of the folly of his ways, perhaps after a few minutes of intense combat. Together they return to the Factory, defeat Siebkron in mortal combat, and stop the *soul engine* by inserting the transformed *quill of clemency* into its gears. Finally, they use the *miracle* within the artifact on behalf of Katya, who is healed of her debilitating illness and given full mental and physical health.

If Gilean is slain, the heroes can still use the *quill* to stop the *engine* and cure Katya. However, this earns them Daitha's undying enmity, and perhaps that of Siebkron as well, if he survives the ordeal. If Gilean is killed, his twisted soul returns to the world as a mohrg, a type of undead born from the animated corpse of a mass murderer who dies without atoning for his crimes (see MM, page 137).

If the heroes aren't able to heal Katya, the girl is no worse off than she was before and continues to lead a happy if simple existence. If they fail to stop the *soul engine*, everyone within a hundred miles awakens the next morning to find the sun has disappeared behind a fog of perpetual darkness. Though sages and wizards try their best, no one can figure out how to dispel the gloom or venture any kind of guess as to when it will end. Perhaps only the shadows know.



Monster Appendix

New Monster

Soul Nibbler

Tiny Magical Beast

Hit Dice:	1/2d8 (hp 4)
Initiative:	Speed 15 ft., climb 15 ft.
AC:	14 (Dex)
Attacks:	Bite +4 melee
Damage:	Bite 1d2 plus energy drain
Special Attacks:	Energy drain
Special Qualities:	Necromantic immunity, Scent
Saves:	Fort +2, Ref +4, Wil +1
Attributes:	Str 2, Dex 15, Con 10, Int 2, Will 12, Cha 2
Skills:	Balance +10, Climb +12, Hide +18, Move Silently +10
Feats:	Weapon Finesse (bite)
Alignment:	Neutral

Soul nibblers are rats that have undergone genetic mutation due to continued feeding on *essence ingots*. The biological effects of a prolonged consumption of soulstuff are minimal; soul nibblers are always black in color, and their eyes sometimes glow with a sickly light. The magical changes wrought by this unholy diet, however, are more profound, granting the soul nibblers unique necromantic abilities.

Combat

Having begun life as normal rats, soul nibblers behave in combat much like their mundane brethren. The primary difference between soul nibblers and standard rats is their bond to dark magic, which grants them the powers of energy drain and necromantic immunity.

Energy Drain (Su): The bite of the soul nibbler causes the victim to receive one negative level, as the creature eats away a bit of that person's spirit.

Necromantic Immunity (Ex): As a side effect of having fattened themselves on spirits, soul nibblers are immune to all forms of magic from the school of Necromancy. Soul nibblers may detect and track enemies by sense of smell, per MM, page 10.

New Monster Template

Shade

Medium-Sized Outsider

Hit Dice:	As creature's class and level; varies with lighting conditions (see below)
Initiative:	As creature's class and level
Speed:	Varies with lighting conditions (see below)
AC:	As creature's class and level
Attacks:	As creature's class and level
Damage:	By weapon
Face/Reach:	5 ft. by 5 ft./5 ft.
Special Attacks:	As creature's class and level; shades gain Shadow Powers (varies with

Special Qualities:	lighting conditions; see below As creature's class and level; shades gain Shadow Powers (varies with lighting conditions; see below)
Saves:	Varies with lighting conditions (see below)
Abilities:	As creature's class and level
Skills:	As creature's class and level
Feats:	As creature's class and level
Climate/Terrain:	Any land, Plane of Shadow
Organization:	Solitary
Challenge Rating:	As creature's level (at least 10)
Treasure:	Standard
Alignment:	Any non-Good
Advancement:	By character class

Shades are humans or demihumans of at least 10th level who have willingly infused themselves with shadowstuff, granting them near immortality; they cannot die of old age and can be slain only if prevented from regenerating. Having traded their souls for the essence of the Demiplane of Shadow, shades occupy a bizarre ecological niche, neither entirely human nor monstrous. They spend their days contemplating metaphysical matters that most mortals find imponderable. Sages speculate that the metamorphosis into a shade is accomplished through the casting of a complex and dangerous spell. The transformation leaves them sterile. Most shades were former human wizards or sorcerers. Demihuman shades are rare.

The shade's statistics are determined by its former character class and level, thus skills, feats, and melee capabilities vary greatly among shades. Once imbued with shadowstuff, a shade can no longer advance in level. As creatures of shadow, shades have many of their abilities linked to the degree of darkness they occupy.

Shadow Powers (Su): Though fairly weak in lighted areas, they are extremely powerful in shadowy conditions. Shades gain the following supernatural powers and enhancements based on lighting conditions. Note that all spell-like abilities are cumulative, so that in total darkness, a shade has all special abilities listed for all lighting conditions.

No Shadows, Daylight Outdoors: -2 hit points per die; -4 saves; sensory perception 1/2 normal

Shadows, Dusk: +10 speed; spell resistance 15; regeneration 1; darkvision as normal daylight vision

Strong Shadows, Lantern Light: +1 hit points per die; +1 saves; +20 speed; sensory perception twice as acute as normal; spell resistance 20; regeneration 3; *invisibility* once per day, with a maximum duration of 1 hour per use; can create *shadow images* once per day in areas of strong shadows or once per hour in darker areas, conjuring 1d4+3 mirror images of the shade

Very Shadowy, Torch Light: +2 hit points per die; +3 saves; +30 speed; sensory perception three times as acute as normal; spell resistance 25; regeneration 5; *quasi-real* images may be created once each day, bringing forth 1d4 duplicates of the shade that behave as per *shades* spell and obey telepathic commands; *teleport without error* once per day, limited to any very shadowy locale on the same plane

Total Darkness: +3 hit points per die, +5 saves, +40 speed, sensory perception four times as acute as normal, spell resistance 30, regeneration 7; *plane shift* once per day, permitting travel to the Demiplane of Shadow.

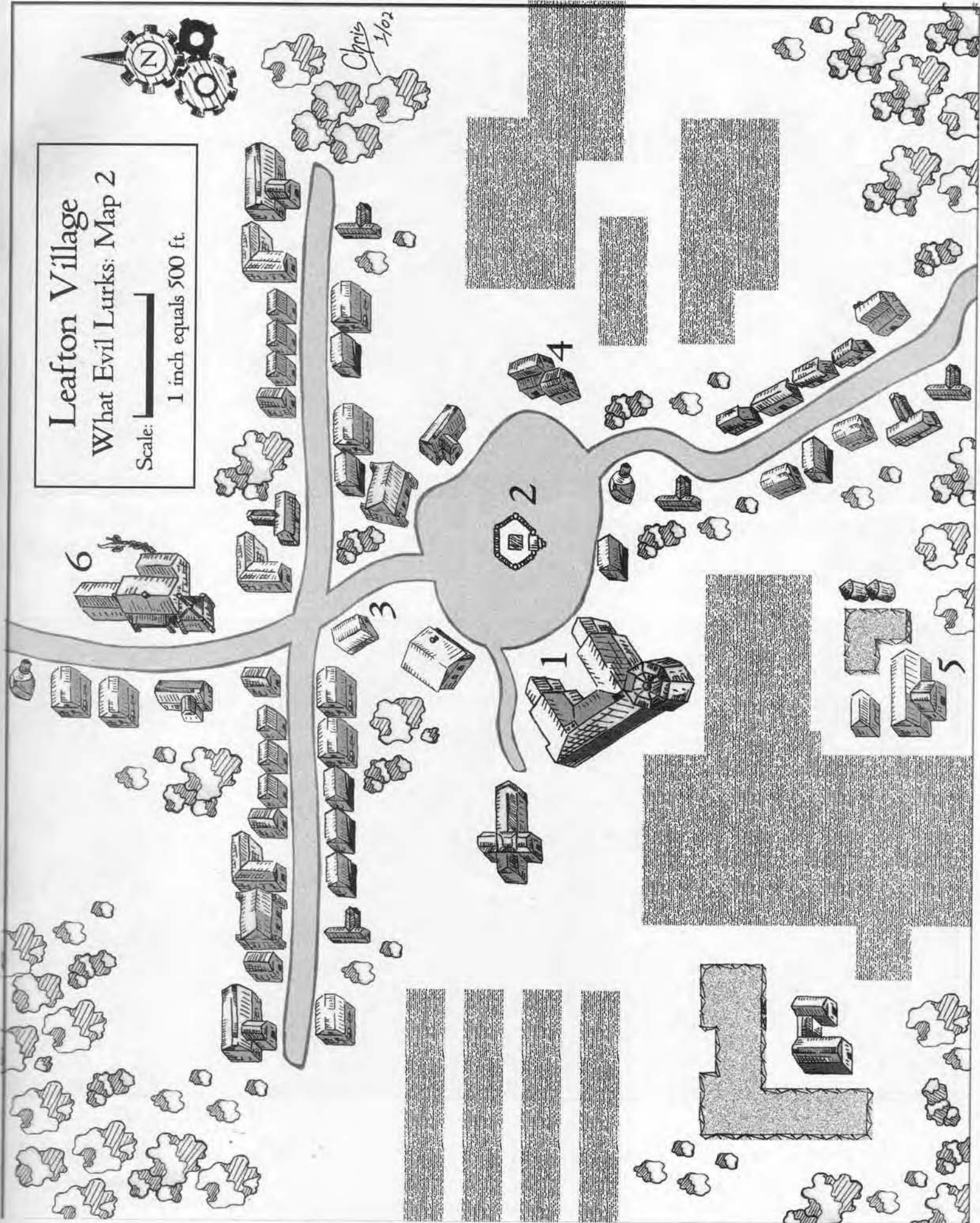
Leafton Village

What Evil Lurks: Map 2

Scale:  1 inch equals 500 ft.

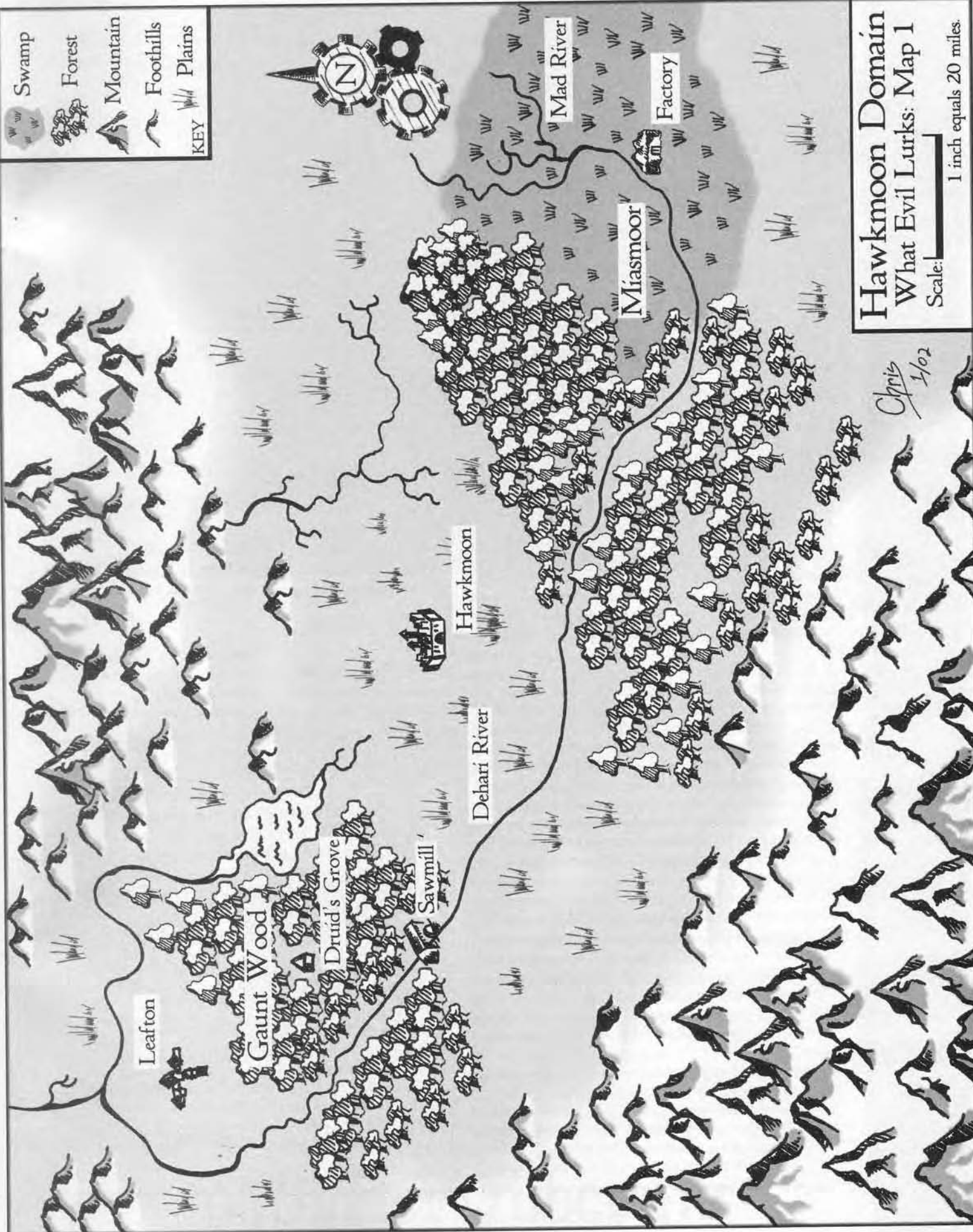


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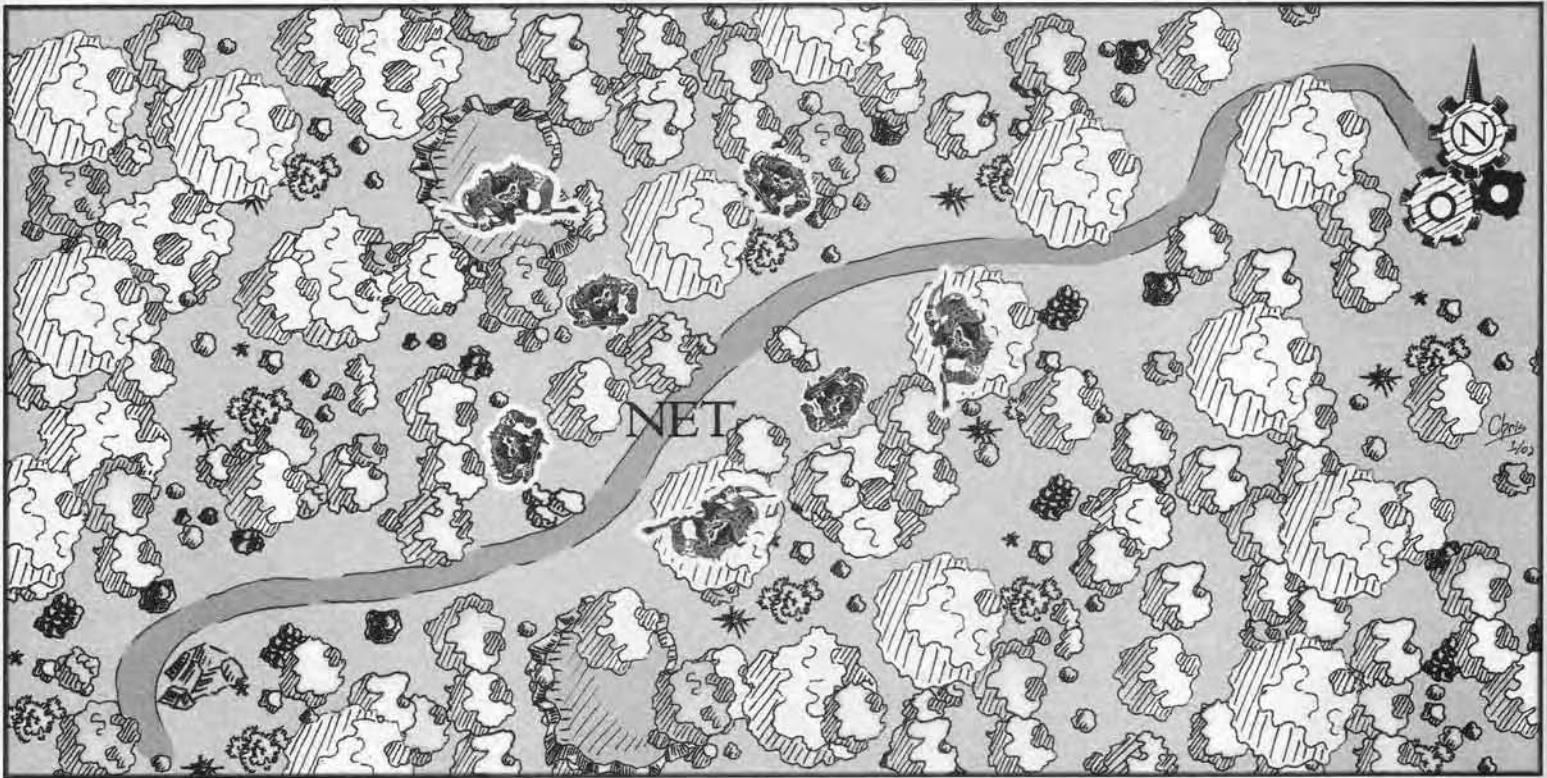
- Swamp
- Forest
- Mountain
- Foothills
- Plains



Hawkmoon Domain
What Evil Lurks: Map 1

Scale: 1 inch equals 20 miles.

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Ogre on foot.

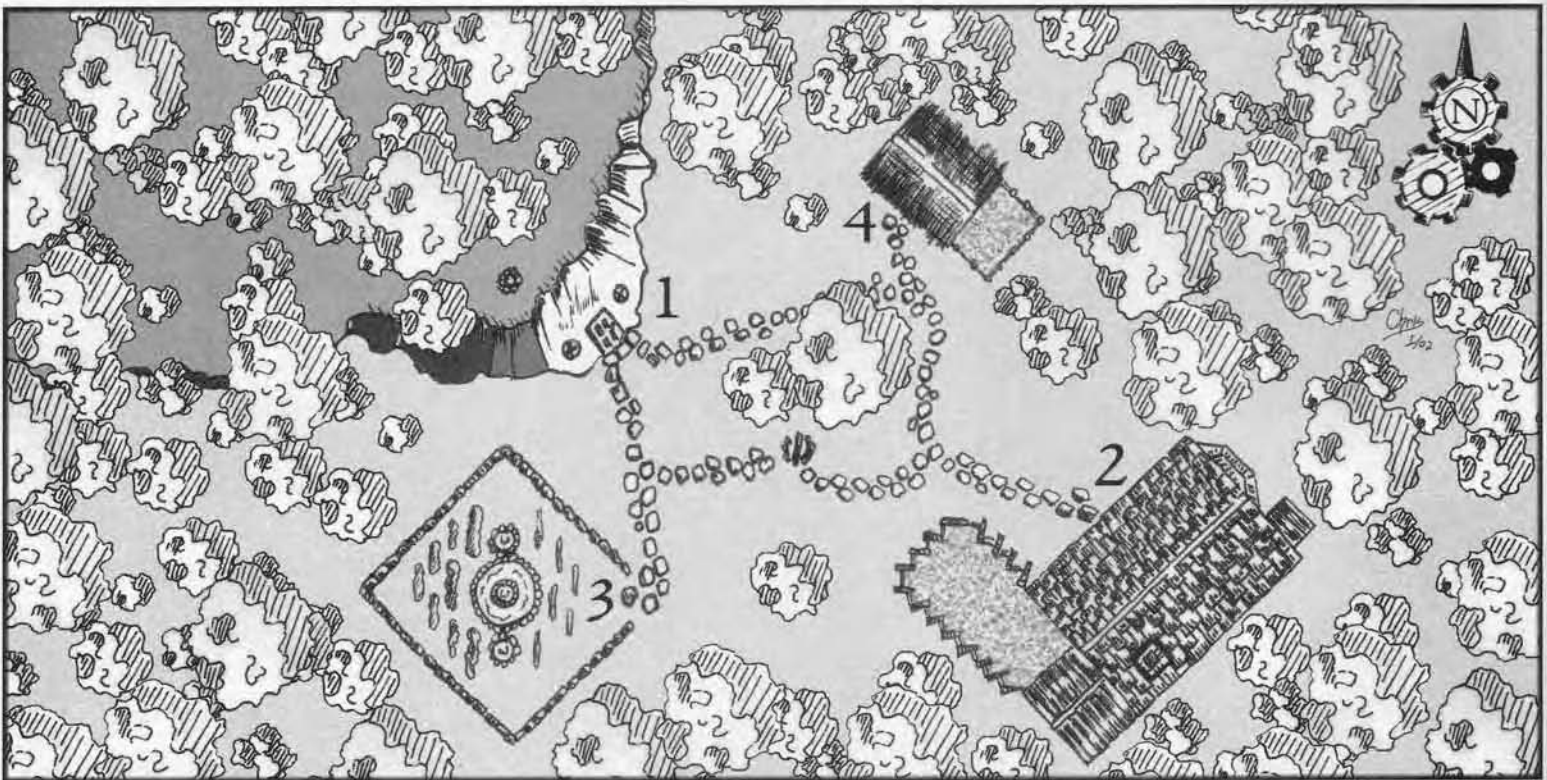


Ogre in a tree.

Ogre Ambush


What Evil Lurks: Map 3

Scale: 
1 inch equals 30 ft.



Daitha's Grove

What Evil Lurks: Map 4

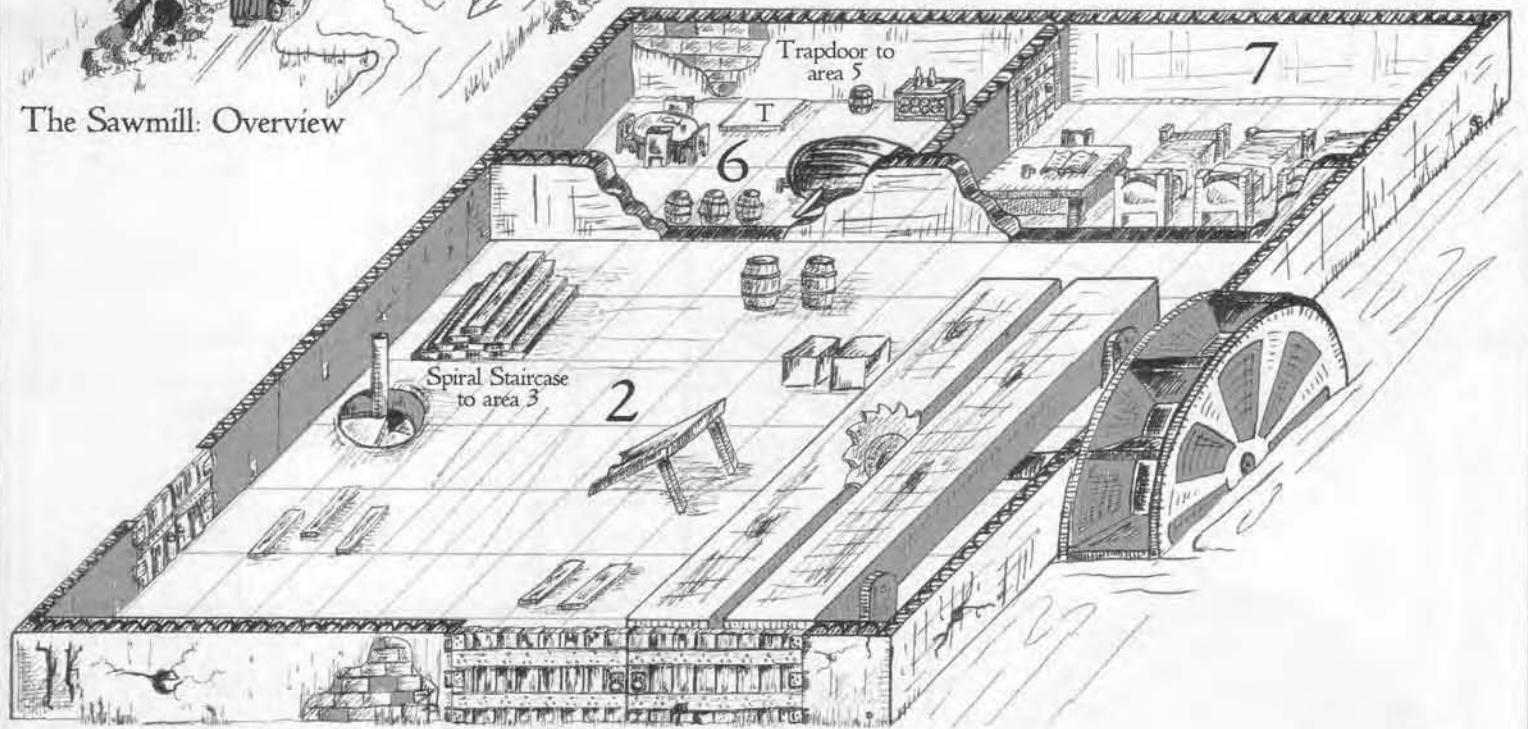
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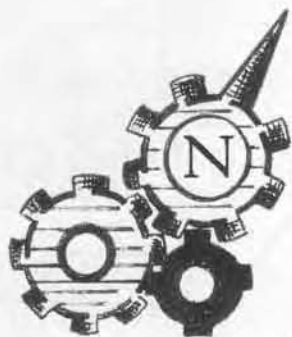
Cave is hidden behind bushes.

The Sawmill: Overview

	Trap Door		Spiral Staircase
	Curtain		Ladder
	Secret Door		Immobilized Victim
1 Square equals 5 ft. (1.524 m.)			
			KEY



The Sawmill: Ground Floor



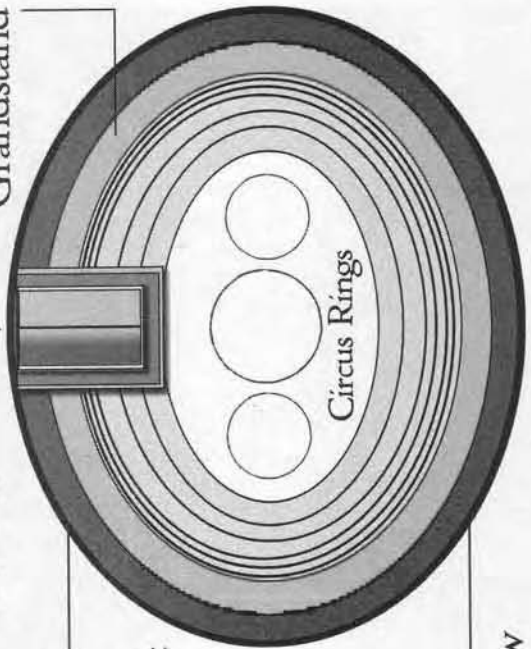
The Sawmill: Underground

The Sawmill

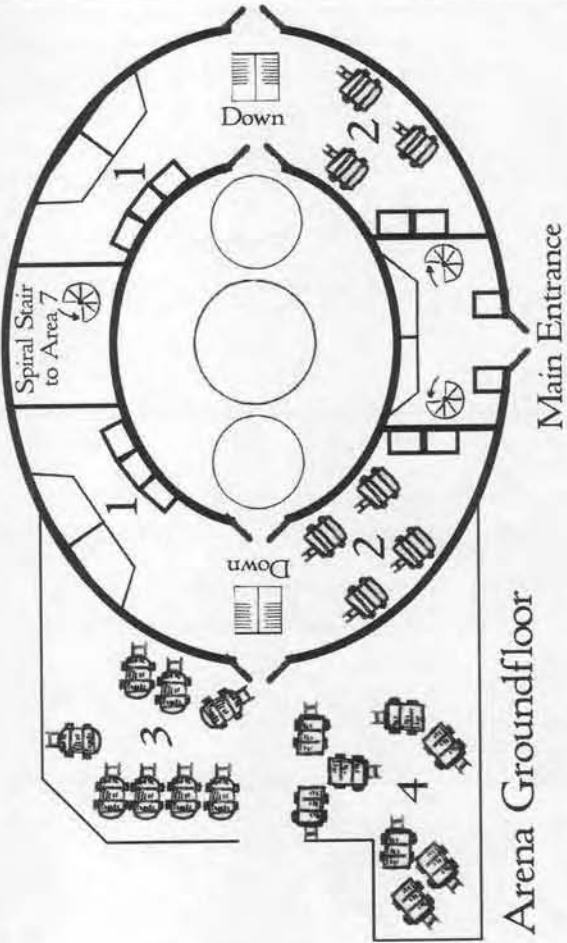
What Evil Lurks: Map 5

Grand Box

Grandstand Seating



Arena Overview



Arena Groundfloor

- KEY**
- Wagon
 - Animal Cage
 - Spiral Staircase
 - Trap Door
 - Crates
 - Boxes
 - Table and Chairs
 - Barrels
 - Bed

1 Square equals 10 ft.



Catacombs

Chris
1/02

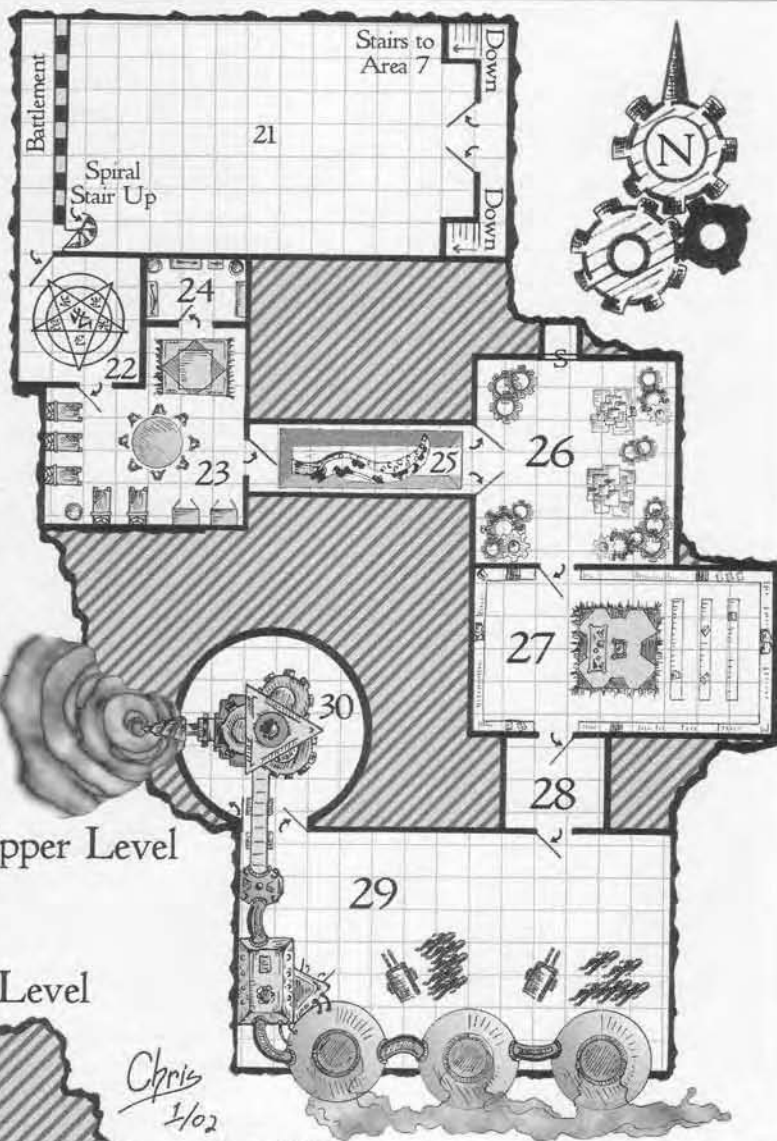
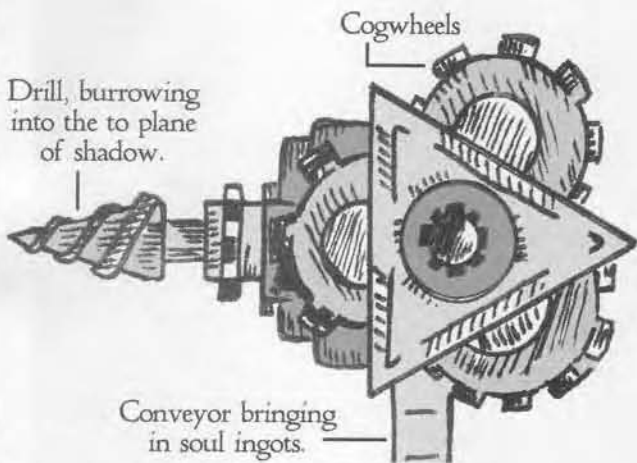
The Arena

What Evil Lurks: Map 6

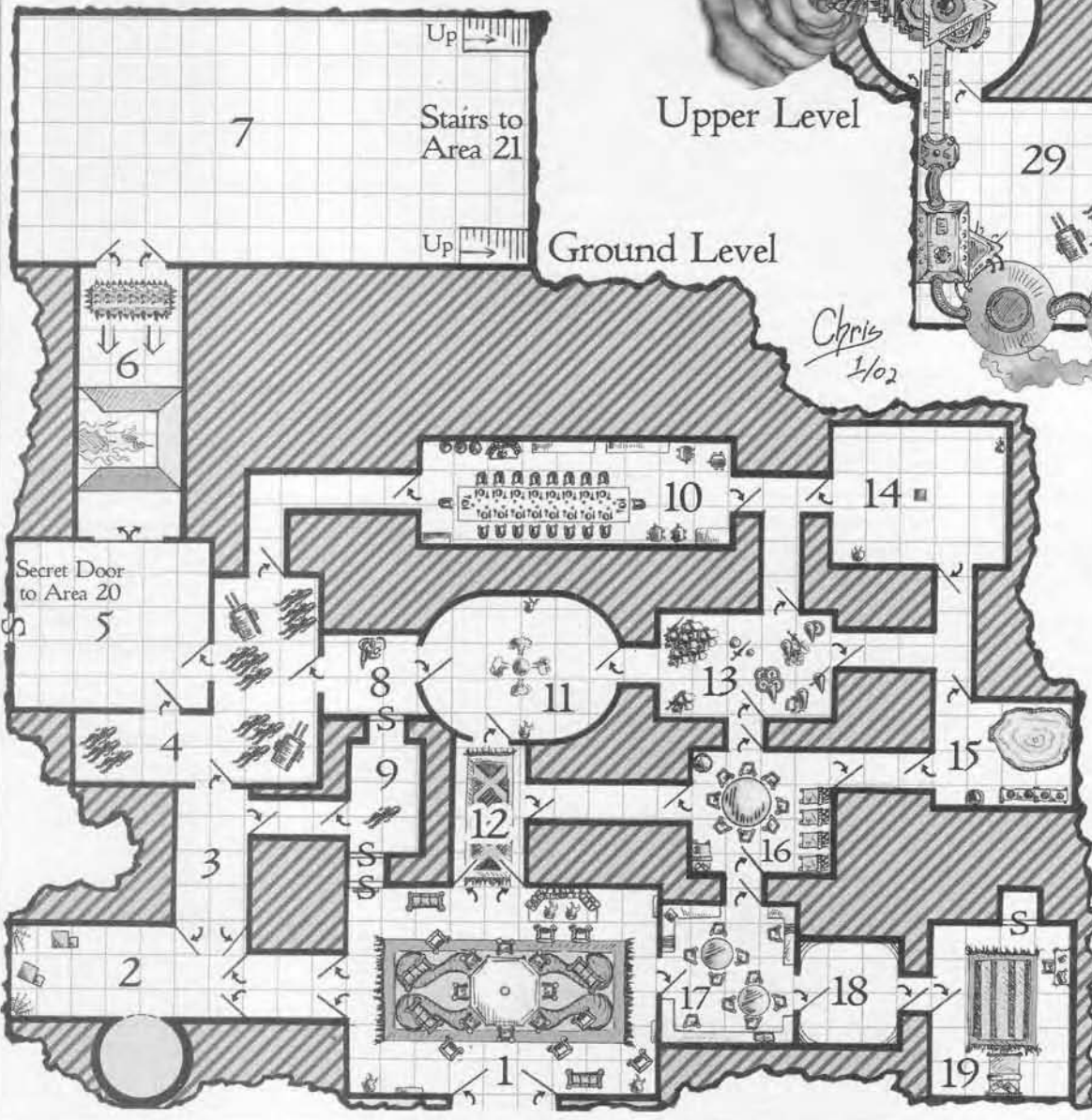
The Factory

What Evil Lurks: Map 7

Drill, burrowing into the to plane of shadow.

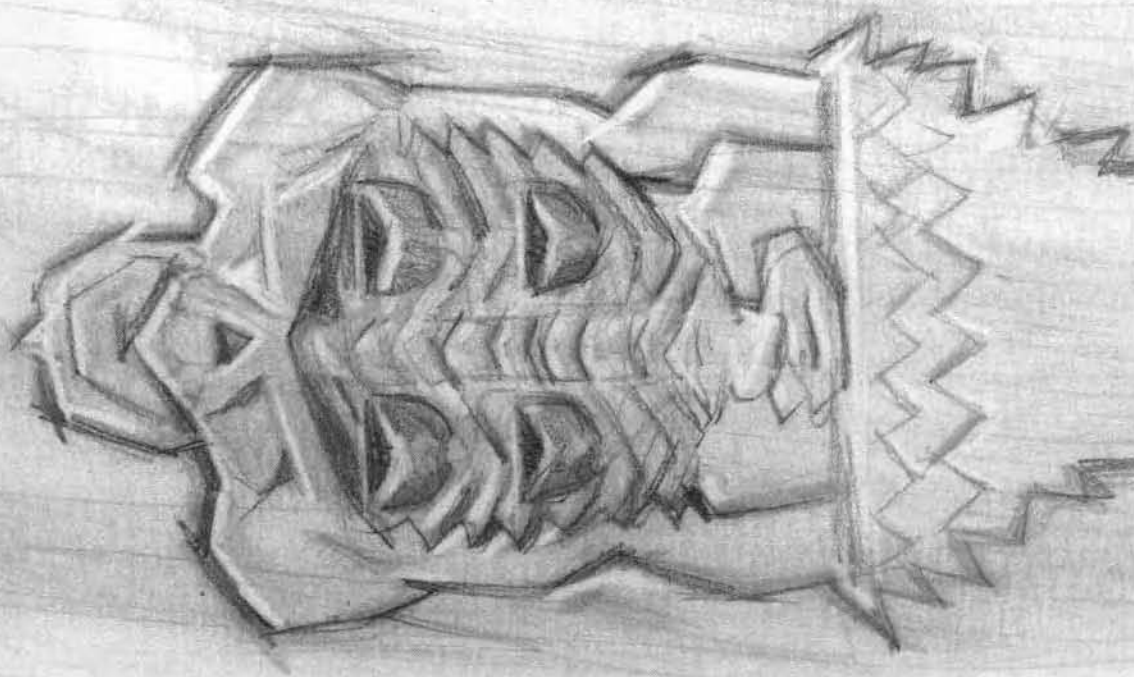


Detail Area 30: The Soul Engine



1 Square equals 5 ft. KEY

- Secret Door
- Spiral Staircase
- Torch
- Rug
- Bookshelf
- Table and Chairs
- Handcart
- Immobilized Body
- Bunk Bed
- Statue
- Privy
- Summoning Circle



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