

PATHFINDER

A GAMEMASTER'S ADVENTURE PATH



CURSE OF THE CRIMSON THRONE

SKELETONS OF SCARWALL

By Greg A. Vaughan



Karvasan Hierarchy

Magistrates

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Expenditures: Sylegar

Regulation: Tolia Perenne

Tourism: Mercer Cucuteni

Arbiters

Senior Arbiter
Zenobia Zenderholm

Lesser Arbiters

Aristocracy



House
Zeggare



House
Leroung



House
Ornelas



House
Zenderholm

Monarchy

King
Arana II



Seneschal
Neolandus Kalepopolis

Queen
Aeosa
Arabasti

Karvasan
Guard

Order of the Nail



Safina
Merrin

Field Marshall
Cressida Kraft

Dictor
Severs
Diviri



Mistress of Blades
Maidrayne Vox

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ADVENTURE PATH  PART 5 of 6

CURSE OF THE CRIMSON THRONE

SKELETONS OF SCARWALL



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"Skeletons of Scarwall" is a *Pathfinder* Adventure Path scenario designed for four 12th-level characters. By the end of this adventure, characters should reach 14th level. This adventure is compliant with the Open Game License (OGL) and is suitable for use with the world's most popular fantasy roleplaying game. The OGL can be found on page 92 of this product.

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WHAT A HORRIBLE NIGHT TO HAVE A CURSE

Traditionally, gothic literature concerns itself with the inspiration of deep emotion, though the term has largely become synonymous with a kind of antique dread—crumbling cathedrals, forgotten fortresses, nightly curses—elements evocative of timeworn terrors. When Walpole penned *The Castle of Otranto* or Stoker unleashed *Dracula* upon London, though, that seemingly fantastical world of dilapidated castles and history-haunted ruins was not that far away, either physically or from the memories of the time. In the thick atmosphere and eerie supernaturalism of such tales of the macabre, this month's adventure, Greg Vaughan's exploration of dread, "Skeletons of Scarwall," finds its setting.

In much the same way as horrible dreams precede the revelation of the vampiress "Carmilla" or the sickness of the "The Yellow Wallpaper" foreshadows inherent madness, "Skeletons of Scarwall" seeks to torment players with their own dread long before the castle's crumbling turrets ever come into view. Taking cues from such adventures as *Tomb of Horrors*, *Ravenloft*, and *When Black Roses Bloom*, "Skeletons" features a single enormous and terrifying locale—a storied place of oppressive evil and unrelenting terror many have entered but none have conquered. As PCs learn of Scarwall's cursed history before they even begin their journey to the haunted castle, the menace of the place has time to take root. Zellara's fearful Harrow reading and ominous song further drive home the impending menace, likely leaving the PCs

reconsidering their quest before they even encounter their first foul gargoyle or restless soul.

Yet, while “Skeletons” does a fantastic job presenting frightening scenes and descriptions of the horrific, the adventure’s atmosphere—and by extension, its success as a gothic tale—relies largely on the storytelling skills of the GMs who run it. Encounters with fundamentally evil monsters and spooky read-aloud text can only go so far to evoke a truly ominous atmosphere. GMs should add their own touches to foreshadow and reinforce Scarwall’s unsettling nature. Menacing details and accidents might characterize the trip to the haunted castle. Foul omens, increasingly skittish mounts, sinister dreams, these all—when used subtly—encourage an ominous mood. Feel free to draw upon classic horror movie clichés like howling wind, violent storms, and full moons, but take a light hand with such well-known standbys—only obvious clichés are recognized as clichés. Once inside the castle, strive to capture its eeriness beyond what’s written in read-aloud text, describing the sounds, scents, and impressions of a place that’s gone horribly wrong. Feel free to take the mood beyond the game as well. Many GMs are understandably hesitant to play by candlelight or create elaborate props, but adding simple mood music and banishing distractions like food and drink from the table can significantly enhance the game’s ambience.

This month, Greg Vaughan’s volume of the *Curse of the Crimson Throne* gives you all the plots, rules, and monsters you need to terrify your PCs, but a GM who takes a cue from the adventure’s gothic roots, reinforcing the ominous atmosphere in excess of the descriptions on the following pages, can take Scarwall’s horror beyond the game and unsettle not just the characters, but the players themselves.

DIEHARD

Greg Vaughan is a trooper. A few months back, as he was completing “Skeletons of Scarwall,” James and I were hashing out the details for *Pathfinder*’s third Adventure Path: *Second Darkness*. A lot goes into organizing a half a year’s worth of adventures, so choosing authors to take on these 40-plus page behemoths always turns into a kind of editorial Sophie’s Choice. We still had a lot of conceiving to do and were unsure of certain rules-system particulars, so we wanted to keep things close to home in case we needed to make drastic plot changes overnight—hence the reason you’ll see the names of a number of familiar Paizo staffers scrawled across the *Second Darkness* covers. But then we got “Skeletons” in.

Aside from being a veteran adventure designer and a damn fine storyteller, Greg has a weird ability to pander to the sick stuff that makes James and I giggle like little girls. The inclusion of gugs tickled James’s insatiable

ABANDON ALL HOPE...

To prepare you for your exploration of Castle Scarwall here are a few other first glimpses of famous haunted halls.

“Suddenly, I became conscious of the fact that the driver was in the act of pulling up the horses in the courtyard of a vast ruined castle, from whose tall black windows came no ray of light, and whose broken battlements showed a jagged line against the sky.”

—Bram Stoker, *Dracula*

“I looked upon the scene before me—upon the mere house, and the simple landscape features of the domain—upon the bleak walls—upon the vacant eye-like windows—upon a few rank sedges—and upon a few white trunks of decayed trees—with an utter depression of soul which I can compare to no earthly sensation more properly than to the after-dream of the reveller upon opium—the bitter lapse into everyday life—the hideous dropping off of the veil.... What was it—I paused to think—what was it that so unnerved me in the contemplation of the House of Usher?”

—Edgar Allan Poe, “The Fall of the House of Usher”

“From atop the high walls, stone gargoyles seem to stare at you from their hollow sockets and grin hideously. A rotting wooden portcullis, green with growth, hangs in the entry tunnel. Beyond this, the main doors of Castle Ravenloft stand open.”

—Tracy and Laura Hickman, *Ravenloft*

Lovecraft itch, while the *danse macabre* nearly did me in. His twisted chained spirit plot and near print-worthy map turnover of Castle Scarwall immediately had us looking forward to working on this one.

So we did the best worst thing you can do to an already overworked author coming down off a 3-month-long ordeal: We offered him *Pathfinder* #13: “Shadow in the Sky.” He had a choice. He could have said no. But he didn’t. Talk about a high Fortitude save. So, as of August, Greg Vaughan’s hard work and high Constitution nets him the dubious honor of being the only author to have written for each of *Pathfinder*’s Adventure Paths thus far, and we couldn’t be more excited.

Now, that being said, Greg: Whatcha got in mind for Adventure Path four?



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SKELETONS OF SCARWALL

CURSE OF THE CRIMSON THRONE: CHAPTER FIVE

Some places attract adventurers and treasure seekers; their names are synonymous with legend and promise of great riches to be won. That these notorious sites are well known to be deathtraps seems not to deter eager explorers—they come armed with tools and magic and lore, hoping their skills and abilities will save them from disaster. But there are other places just as rich with opportunities for treasure and glorious battle that have, for whatever reason, gone ignored by seekers of wealth and fame. In some cases, these sites are simply too obscure or hidden or lost, but in others, in the darkest, most haunted places of the world, reputation alone is enough to warn away even the most foolish. One such site is blood-soaked Scarwall, fortress of the legendary warlord Kazavon.

ADVENTURE BACKGROUND

More than 800 years ago, as the nation of Ustalav was recovering from the rule of the Whispering Tyrant, the threat of an invasion of orcs from the neighboring Hold of Belkzen was very real. For generations, the county of Tamrivena—known as Canterwall in modern Ustalav—held strong against the orcs, its standing army of rangers and the tactical genius of its leaders more than a match for the orc hordes. When command of Tamrivena fell to Count Andachi, it quickly became apparent that he had not inherited his father's and grandfather's gifts of tactics and eloquence. Mile by mile, the orcs pressed into Ustalav through Tamrivena, and Count Andachi grew desperate. Nothing he tried stemmed the orc aggression. His desperate requests to the government of Ustalav for reinforcements seemed mired in bureaucracy. Even his prayers to Desna seemed to fall upon deaf ears. And so it was with a desperation born of fear that he fell back upon his ancestors' one-time patron—Zon-Kuthon, god of pain and darkness. And in short order, his prayers were answered in the form a powerful and gifted mercenary named Kazavon.

The charismatic general took control of Tamrivena's army and whipped it into shape with his brutal discipline and knowledge of tactics and warfare, honing it into a military killing machine. When they marched into Belkzen, the undisciplined savages fell in waves. Tales of Kazavon himself riding in the vanguard and hewing his way through the orc lines while the arrows and blades of his foes bounced harmlessly off of him filled Count Andachi with relief. By the spring of 4043 AR, the orcs had been driven from their lands into the inhospitable foothills of the Kodar mountains, bloodied and defeated.

His task complete, Kazavon did not return to Ustalav. Instead, he set his forces to the construction of Castle Scarwall, from which he could remain vigilant over the surrounding lowlands. Yet in short time, Kazavon's true goals became horrifically clear. Diplomats from southern Lastwall traveled to Scarwall, bearing gifts of triumph and promises of eternal friendship. Their overtures of peace were met with violence as General Kazavon captured the diplomats, flayed them alive and had their skins stretched over frames; he painted these skins with his new coat-of-arms, the fanged skull. The skinless dead were then animated and sent back south into Lastwall beneath these grisly banners with a counter offer—fall under Kazavon's heel or be butchered.

Some among Kazavon's own troops found his actions repellent, but Kazavon's army had grown over the years as his number of victories mounted. His ranks swelled with mercenaries—half of his force bore no allegiance to anything but their general's gold. Those soldiers who rose in rebellion were immediately quelled and executed,

and those who attempted more diplomatic protest were tortured and fed to wild beasts.

Aghast at this turn of events, Count Andachi at last found his courage. He raised a new army, ragged and inexperienced, from the last remnants of his people and marched west to face his former general. In a bold offensive he laid siege to Castle Scarwall. Yet, with the next dawn, he was defeated by Kazavon's forces. Hapless Andachi was captured, publicly tortured and degraded, and ultimately executed. These grisly deeds completed, Kazavon turned his attention east toward Ustalav.

For well over a decade, Kazavon ruled a nation of slaves, victims, and horror. Tales of fields of men impaled for the general's amusement, of mass executions, of Shoanti tribesmen hunted like wild animals and then forced to slay their own women and children in carnivals of torture and terror spread throughout the neighboring regions. Whispers of cannibal feasts and vampiric orgies trickled out of Castle Scarwall. More than once, the forces of goodly nations marched on Scarwall, yet such was Kazavon's strength that no army could face him for long. To a man, every warrior sent against Scarwall suffered the same fate as Count Andachi.

Yet where armies failed, a small and secret cabal of heroes did not. Led by a heroic soldier named Mandraivus, this group of Lastwall mercenaries, Shoanti mystics, and Ustalavi arcanists discovered that one among Kazavon's minions was willing to betray the warlord. This was Kazavon's chamberlain, a man named Kleestad. The chamberlain gave Mandraivus the information he needed to strike at Scarwall when its defenses were lowest (just before one of Kazavon's monthly debauches in his great hall), and directed the cabal to a secret entrance to the castle that Kazavon's guards didn't know about. As the cabal tore through Scarwall, laying waste to the warlord's minions and pursuing him to the castle heights, Kleestad returned swiftly to his room to gather his most valuable possessions and make ready his escape, but Mandraivus's band moved faster than he anticipated. By the time he had his gear, the castle alarm had sounded and he was called to Kazavon's side as the warlord prepared to defend his home. Kleestad feared that Kazavon knew of his betrayal and had called him to his side to execute him, yet before Kazavon could do much more than break both of Kleestad's ankles, Mandraivus arrived. The battle was furious, and in the end Kazavon fled to the Star Tower, giving Kleestad a chance to crawl into hiding.

When Mandraivus and his remaining companions cornered Kazavon in the Star Tower, they discovered his great secret—Kazavon was no mere man, but rather a powerful blue dragon that had taken human shape with the blessing of his dark god. Assuming his true form, Kazavon attacked the cabal, and a long and bloody battle ensued.

His scales deflected most of their attacks, just as the weapons of the orcs had bounced off of his armor during the initial campaign in Belkzen, and his claws and lightning breath made short work of many of their best and bravest. It was Mandraivus, wielding the sacred sword *Seriththial*, who was able to slip through the dragon's guard and deliver the fatal blow. With Kazavon's death, his forces abandoned the castle and the dragon's dark empire crumbled.

Even in death, Kazavon's corpse seethed with dark energy, beginning to knit back together toward life once again. Mandraivus left his sword impaled in the dragon's skull while his companions disassembled the body and burned the remains. After the smoke cleared, seven fragments of the dragon's skeleton proved impossible to destroy. They continued to rattle and shake of their own malignant will. Mandraivus ordered seven of his remaining followers to each take one of the relics and scatter to the corners of the world to keep the fragments forever separate. Mandraivus remained behind at Scarwall with only a few loyal retainers in order to watch over the castle itself and prevent it from being reclaimed by the minions of Zon-Kuthon.

Unfortunately, the victory was short-lived. The orcs confined to the nearby mountains by Kazavon's armies took note of the death of their enemy and rampaged forth across Belkzen once again. A portion of the horde attacked Castle Scarwall, which was defended only by Mandraivus's small and inadequate force. The defenders were quickly overwhelmed, but as Mandraivus was slain, the curse of Scarwall took hold. The wholesale slaughter of first Kazavon's armies and then Mandraivus and his soldiers had suffused the fortress. In an instant, the orc invaders found themselves facing a host of vengeful spirits and slaving undead. It is said that only one of the orcs survived to make it across the causeway from the castle, the flesh of his face blanched completely white from the horror he had barely escaped. He brought word to his people of the haunting of Castle Scarwall, and the tribal warlords declared the site forever taboo, leaving it to the bloodthirsty spirits who now claimed it as their own.

Yet one of Kazavon's thralls had survived—Kleestad, both ankles broken, managed to stay in hiding during Mandraivus's short reign. Barely subsisting on rainwater and bugs, Kleestad felt the curse of Scarwall engulf the place, and knew by the silence that followed that Zon-Kuthon had finally smote the intruders. He emerged from hiding to find Scarwall empty and silent, and as he crawled from chamber to chamber, was met only with further evidence of slaughter. He eventually found his way into the first floor of the keep, where he discovered Mandraivus's body slumped against a wall. In his hand, Mandraivus still held the blade he'd used to slay Kazavon. Kleestad, half mad and deluded, took up the blade in his hand, and heedless

of the pain as the holy weapon burned his evil flesh, called out to Zon-Kuthon to witness his triumph—Kleestad had claimed the blade as his own.

Yet Zon-Kuthon was not pleased. Instead of rewarding Kleestad, he cursed him. He had betrayed Kazavon, and as he had spent the last several hours crawling through the slaughter like a worm, Zon-Kuthon transformed the chamberlain into a monstrous wormlike beast and hurled him into a lightless vault deep below Scarwall. Also to this prison went the sacred blade *Seriththial*, still clutched in Kleestad's hands. Today, the last thrall of Kazavon lives on in this underground prison, and in a final ironic twist of fate, has become the guardian of the very blade that laid his master low.

Adventure Summary

After receiving a vision from their ghostly ally Zellara, the PCs discover that they must travel through the orc-held lands of Belkzen to an ancient fortress called Scarwall—once the lair of Kazavon, the evil spirit currently granting Queen Ileosa unholy and potent powers beyond life and death via a powerful artifact called the *Crown of Fangs*. If the PCs hope to defeat Ileosa and her *Crown of Fangs*, they must first seek out an ancient magical weapon—the bastard sword *Seriththial*, last known to lie in Scarwall.

Upon arriving at Scarwall, the PCs discover the reason none have succeeded in braving the ancient ruin, for it has fallen under a potent curse. Undead, dragons, and devils stalk the castle's halls, and the fell haunting bars entrance into the inner sanctum in which *Seriththial* now lies hidden. Before the PCs can brave the heart of Scarwall and retrieve the sword, they must lift the curse itself and exorcise a castle that has been haunted for over six hundred years.

PART ONE: SECRETS REVEALED

This adventure assumes that the PCs have befriended the Sklar-Quah Shoanti who dwell in the Flameford Encampment, and that they begin this adventure awaiting a meeting with Flameford's Sun Shaman, hoping to learn from him the nature of the relics Queen Ileosa has used to craft her *Crown of Fangs*. If the PCs failed to befriend the Sklar-Quah in "A History of Ashes," you should instead begin this adventure with "The Devil You Know" on page 12, incorporating the fifth Harrowing into this encounter. The Brotherhood of Bones can supply the PCs with the information about *Seriththial* and Scarwall they need to continue the campaign, but they'll have to do so without the aid of the Sklar-Quah's blessings.

When the **Sun Shaman** (N male human druid 16) is ready to speak with the PCs, several Burn Riders approach the PCs to inform them that the shaman requests their presence in his tent. The Sun Shaman waits here alone to speak with the PCs. When they arrive, he congratulates

them again on shedding their outlander status to become Sklar-Quah before inviting them to be seated around his personal fire.

The Sun Shaman is one of the few Shoanti who retains knowledge of the secrets held before Cheliox invaded their homelands along the coast of Conqueror's Bay. His predecessor passed the knowledge of these times down to him, just as he plans to do for the shaman who will follow him, and as he plans to now do for the PCs.

The Sun Shaman's tale is relatively short. He tells of how, hundreds of years ago, one of his own ancestors was called to join a righteous cause. A man named Mandraivus, a hero from a distant nation, was gathering a small group of warriors to aid in a fight against a despotic dragon named Kazavon, and the Sun Shaman's ancestor joined this crusade. He was gone for months, and when he finally returned he was not the same man—his hands shook, his eyes carried a haunted stare, and he cried out in fear at night. He spoke little of what he saw while serving Mandraivus, but did say that they were successful in defeating Kazavon, and that the fortress of Scarwall was now under Mandraivus's control. He was convinced it would remain impotent as long as the hero managed to maintain a hold on it.

While Kazavon had been defeated, his will to live was so immense that even the remains of his body twitched. The cabal had attempted to destroy the remains, but many fragments of the dragon's skeleton resisted even their most destructive spells. Mandraivus tasked seven of his surviving followers (which the Sun Shaman's ancestor counted himself among) each with claiming one of the bony relics of Kazavon's body and ordered them taken from Scarwall. None of the seven would communicate where they were going to the others or to Mandraivus, and they were to ensure that their chosen relics would remain hidden and guarded for all time in order to prevent the dragon from returning to life.

The Sun Shaman's ancestor told this story to his fellow shamans, and revealed that his chosen relic was the dragon's fangs. The Shoanti took to calling them the Midnight Fangs, and they chose the ancient pyramid on the shores of Conqueror's Bay as their reliquary. After hiding the fangs in a secret room deep inside the pyramid, they took to the task of ensuring that the fangs remained safe. For generations, they maintained their task—until Cheliox invaded and slaughtered the Shoanti. Those few who survived and knew the secret of the fangs were forced to flee with their kin into the Cinderlands. For the next three centuries the knowledge was passed from Sun Shaman to Sun Shaman, and they watched with fearful eyes as the city of Korvosa grew around their ancient reliquary.

That Queen Ileosa has discovered the Midnight Fangs and somehow tapped into their latent power troubles

the Sun Shaman greatly, for he knows something of the Fangs' power. During the time they were guarded, Shoanti shamans studied the fangs and communed with the spirit world about them. They discovered that a fragment of Kazavon's soul remained lodged within the fangs. While this fragment alone wasn't enough to work ill upon the world, it could certainly invade the dreams of those who touched them. The Sun Shamans were stubborn and willful, more than a match for the fangs' temptations and promises, but a weaker mind—say, that of a petty young queen—would have no such defense.

The Sun Shaman goes on to explain that the fragments of Kazavon's soul are like a plant—once they find suitable soil in which to grow, they can bloom into a mighty tree. This appears to be the case with Ileosa—her own cruelty and strength have been enhanced greatly by the fangs. Worse, she now possesses two souls—her own, and one grown from the fragment of Kazavon's. Two souls in one body, the Sun Shaman muses, would grant her incredible power over her own mortality. If the PCs describe to him the events of the failed assassination during "Escape from Old Korvosa," he merely nods grimly.

At this point, the Sun Shaman suggests the PCs take part in a ritual called the Blessing of the Ancestors. This is a rare ritual the Shoanti use only in times of great change—it calls upon a soul from the spirit world to seek guidance and advice on how to proceed. Typically, the Blessing of the Ancestors is used before making the decision to go to war on another tribe, or to abandon a long-held campsite in hopes of finding a better home, but this situation warrants the ritual as well. The PCs face a time of great potential here, but returning to Korvosa to confront an immortal enemy would only result in their deaths. Clearly, advice is needed.

The Sun Shaman asks the PCs if there is a particular spirit or ancestor with whom they have a particularly strong link—the stronger the link, the more exacting the advice granted by the Blessing of the Ancestors becomes. While it may seem like the spirit of a dead parent, sibling, child, or lover would make a good choice, there is one in particular with whom the PCs have become quite closely tied—Zellara, the Varisian Harrower. If the PCs don't quickly realize she is their greatest link to the spirit world, the character who carries *Zellara's Harrow Deck* suddenly receives a nearly overwhelming empathic wave of emotion from her, and realizes that she is indeed their best choice.

The Blessing of the Ancestors

The Blessing of the Ancestors is a ritual conducted by Sun Shamans of the Sklar-Quah to bring the recipients to the notice of a closely allied spirit in order to seek advice concerning a current quandary or event. The information isn't imparted by the contacted spirit, but rather from the realm of spirits—the spirit contacted merely serves as a

conduit for this information. While the general effects of a Blessing of the Ancestors normally duplicates the effects of a *commune* or *contact other plane* spell, often they have specific and unique manifestations as well.

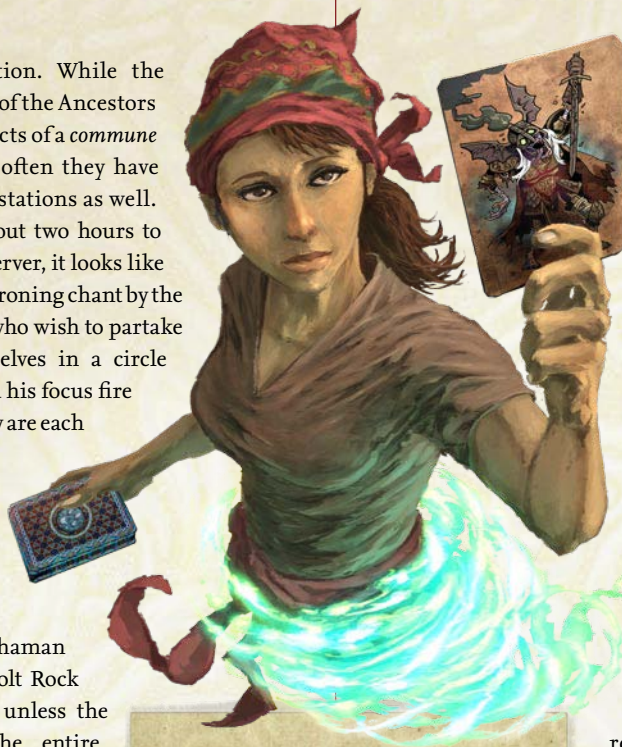
The ritual itself takes about two hours to prepare—to the outside observer, it looks like little more than a rhythmic droning chant by the acting Sun Shaman. Those who wish to partake in the blessing seat themselves in a circle around the Sun Shaman and his focus fire (a small campfire) so that they are each touching another, forming an unbroken ring of flesh and bone. The ritual must begin two hours before sunrise, so that it comes to its conclusion as dawn breaks. The Sun Shaman chooses the upper tier of Bolt Rock to perform the ritual, and unless the PCs request otherwise, the entire Flameford tribe accompanies them to watch, silently and respectfully, as the ritual progresses.

The shaman begins by recounting the legends of the tribe and the heroics and wisdom of the ancestors in a sing-song voice, shifting after 10 minutes into wordless droning and rhythmic chanting. This continues for two hours, after which the Sun Shaman slumps and the spirit to be contacted rises from the smoke of his focus fire to address the participants.

As Zellara rises from the smoke, her form coalesces and she recognizes the PCs with a smile. She greets them each by name, and then says that she has a message for them about their goal. But before she delivers this message, she would like to perform a Harrowing for them. (If the PCs chose a different spirit, the ritual is still automatically successful, but does not incorporate a harrowing.)

The Fifth Harrowing

In “Edge of Anarchy,” the PCs gained a powerful magic item—*Zellara’s Harrow Deck*. As indicated in that adventure, this Harrow deck plays a recurring role throughout Curse of the Crimson Throne. “Skeletons of Scarwall” is tied to



ZELLARA'S SONG

Fate of steel—Seriththial
Her cage for years sustained
Four enthralled in lost Scarwall;
Undead to keep her chained.
A spirit first, red war his thirst
Still stands at post of old;
A second foe, infernal soul
Waits high in tower cold.
In kennel's grime third bides his time
Then vents his killing breath.
And on a stone 'mid ash and bone,
The final dreams of death.
The spirits worn and battle-torn
And locked in their damnation,
The chained one's hold at last grows old
And ushers in salvation.
Yet hope remains amid the chains
When blade's stone cage has crumbled,
Friends to dread and the death of the dead,
Keys to Kazavon humbled.

the suit of Stars in a Harrow deck—and by extension, to Wisdom. Unlike the other adventures in this campaign, Zellara’s harrowing in this adventure takes place at a specific time—during the Blessing of the Ancestors. Yet still, her reading progresses in the same way as her previous readings, with her laying out her cards and revealing them in the classic Harrowing to lay bare the secrets of the past, present, and future.

The primary goal of this Harrowing is to encourage the PCs to travel to Scarwall to recover *Seriththiel*. Cards that come up representing the past should symbolize Kazavon’s tyrannical rule over Belkzen and his defeat by Mandraivus and his allies. Cards representing the present should speak to Queen Ileosa’s great power and that confronting her without *Seriththiel* would be a fool’s task; these cards can also symbolize Scarwall itself. Cards representing the future should foreshadow encounters in Scarwall, particularly those with the haunted castle’s current faction leaders (see page 24). Use these cards to imply to the PCs that wisdom will be important in their immediate future, and that bolstering themselves against death magic and the undead would be a good move. Finally, you can use these readings to hint that the Brotherhood of Bones could be an important, perhaps critical, ally in the immediate future, but that at the same time the PCs

should be careful about how much they trust these allies. As the reading concludes and Zellara is finishing her interpretation of the final card, she pauses, then continues with the message from the spirit world as detailed in “The Spirit Blessing” below.

Five cards in particular should have increased importance in this reading if they appear, as detailed below.

The Betrayal: If this card appears as part of the future, it foretells that one of the PCs' allies will betray them before they reach their goal. Yet to abandon an ally one suspects will betray them could lead to an even greater peril.

The Dance: This card represents Zellara. If it appears in the Future, she grows grim, revealing that the card represents herself and that there may come a point in the near future where she may have to leave the party. If the card appears as the last card in the spread, it is strongly opposed and she visibly pales—she has received a vision of her doom, yet says nothing of this to the PCs. A DC 20 Sense Motive check is enough to reveal that the position of the card symbolizing her in this position indicates that something dire (but still indistinct) awaits Zellara soon.

The Eclipse: This card represents Zon-Kuthon, the lord of darkness. In the Past, it symbolizes the fact that his agents are at the heart of the troubles facing Korvosa. In the Present, it symbolizes the Brotherhood of Bones and their presence in the region. In the Future, it represents the many undead that wait for the PCs in Scarwall. In any of the three, though, the dual nature of the eclipse (an object that once provided light growing dark, or a dark object changing to provide light) symbolizes that the agents of Zon-Kuthon can both help and hinder the PCs, and that perhaps this duality is inevitable.

The Keep: This card symbolizes Scarwall; in the Past, it speaks of the castle's rise and fall. In the Present it represents the castle's current haunted state. In the Future, it represents a destination the PCs must seek out.

The Tyrant: This card represents Kazavon. In the Past, it symbolizes his despotic rule over Belkzen. In the Present, it symbolizes his current influence over Ileosa. In the Future, it foretells of an attempt by the dragon to return to life, perhaps as a result of the PCs' failure to stop Queen Ileosa.

The Spirit Blessing

As Zellara finishes the Harrowing, she looks to the PCs again and says that she has a tale to tell them. Without further explanation, she begins to sing, her voice clear and haunting. The words to her song are presented on the previous page.

As she finishes her song, Zellara smiles again, although this time her smile seems somewhat sad or bittersweet. Each PC feels a sudden upsurge in their souls as the spirits of the dead infuse them with energy to aid them—even hundreds of miles away, the cruelty and evil of the undead within Scarwall are a blot in the spirit world, and the spirits seek victory as much as the PCs. The Shoanti stand amazed as the ritual ends and Zellara fades into darkness. Finally Chief Ready Klar breaks the awestruck silence. "Truly these Friends of the Sun are blessed by the ancestors. They walk with the spirits and bear their mark. They honor us with

HARROW POINT USES

In "Skeletons of Scarwall," the PCs are faced with numerous situations where faith, perception, and willpower determine destiny. Trusting in nebulous forces watching over you, noticing subtle clues of danger, and resisting dire assaults upon the mind can make all the difference while exploring the cursed castle.

Players receive a number of Harrow Points to spend during "Skeletons of Scarwall." Rules for determining this number as part of a Harrow reading appear in *Pathfinder #7's* "Edge of Anarchy." If you don't have this book, you can determine how many Harrow Points each PC has to spend during "Skeletons of Scarwall" by simply rolling 1d10. During this adventure, a character can spend his Harrow Points in the following ways. Spending a Harrow Point is a free action.

Wisdom Rerolls: Spend a Harrow Point to reroll any one Wisdom-based skill check or Will saving throw. You must abide by the new result (although if you have additional Harrow Points remaining, you can use them to attempt additional rerolls).

Greater Turning: Spend a Harrow Point to infuse a turn or rebuke undead attempt—your effective cleric level increases by 2. You can spend up to three Harrow Points at once to perform a Greater Turning. For each Harrow Point you spend on your turn or rebuke undead attempt, your effective cleric level increases by an additional 2 levels, to a maximum bonus of +6.

Divine Wrath: Spend a Harrow Point to increase the strength of a divine spell as it is cast. This spell gains a +2 bonus on its save DC, a +4 bonus on its caster level check to overcome spell resistance, and a +2 bonus on any attack rolls needed to strike the target.

THE CHOSEN

In addition, the card a PC draws during the choosing has special qualities during this adventure. Each of these cards is tied to a specific encounter in "Skeletons of Scarwall," and when a PC who drew that card reaches that encounter, he gains a +2 bonus on all rolls modified by Wisdom and all divine spells cast by the character manifest at +1 caster level. These bonuses last for the encounter's duration.

The Winged Serpent: Combat with Belshallam (area 10)

The Queen Mother: Combat with Nihil (area 31)

The Eclipse: Combat with Bishop Zev Ravenka (area 39)

The Midwife: Combat with Ildervok (area 42)

The Owl: Combat with Mithrodar (area 18)

The Mute Hag: Combat with Malatrothe (area 7)

The Publican: Combat with Captain Castothrane (area 23)

The Carnival: Combat with the danse macabre (area 14)

The Lost: Combat with Kleestad (area 47)

their presence and friendship. As they go forth to battle the evil that has plagued these lands of ash for many-score generations, they go with the power of the Sklar-Quah. They shall go forth with the power of Father Sun in their hands.”

The sudden influx of spiritual energy gives each PC two additional benefits to aid them in their trials within Scarwall, as detailed below.

Infused Weapon and Armor: The spirit world infuses one weapon, suit of armor, or shield owned by each of the PCs (even if the item in question is not present at the blessing). If the PC chooses a weapon, it gains the *undead bane* weapon quality. If the PC chooses armor or shield, the chosen protection gains the *ghost touch* armor quality.

Infused Soul: The next time the PC fails a saving throw against a death effect, that effect is negated but the PC is stunned for one round as the spiritual energies in his soul are burnt away. This protection can save each PC only once from a death effect.

Jaunt Across the Cinderlands

The PCs can stay with their friends at Flameford as long as they wish, but eventually they should set out across the Cinderlands and into the Hold of Belkzen, where Castle Scarwall awaits. There are many methods by which they can reach Castle Scarwall. Spells like *greater teleport*, *shadow walk*, *wind walk*, and *transport via plants* can all serve to shorten travel time, but if the PCs decided to walk or ride the approximately 300 miles from Flameford to Scarwall, there’s plenty of time to do so. Consult the wandering monster table in *Pathfinder* #10’s Bestiary and the one on page 77 of this volume to generate encounters with local dangers as you need. In addition, *Pathfinder* #10’s information on the Cinderlands and this volume’s gazetteer of the Hold of Belkzen can aid you in describing the regions the PC travel through. What occurs on the journey is beyond the scope of this adventure (with the exception of one encounter—The Devil You Know)—for “Skeletons of Scarwall” truly begins as the PCs near the ancient castle itself.

The Devil You Know (EL 16)

At some point during the PCs’ journey toward Castle Scarwall (perhaps even as they approach it after *shadow walking* or *teleporting* most of the way), they encounter a familiar group: the Brotherhood of Bones.

In previous adventures, the PCs have had chances to speak with and even adventure with the strangely joyful

Laori Vaus and the condescending but helpful Shadowcount Sial (attended by his loyal chain devil bodyguard Asyra). As “Skeletons of Scarwall” begins, the Brotherhood of Bones has officially decided that the PCs are more valuable as allies than enemies—after all, what the Brotherhood wants is to capture the *Crown of Fangs* so that they can control the relics of Kazavon. The Brotherhood’s true goal is to track down and claim all seven of Kazavon’s relics so that they may bring

them together and resurrect the ancient champion of

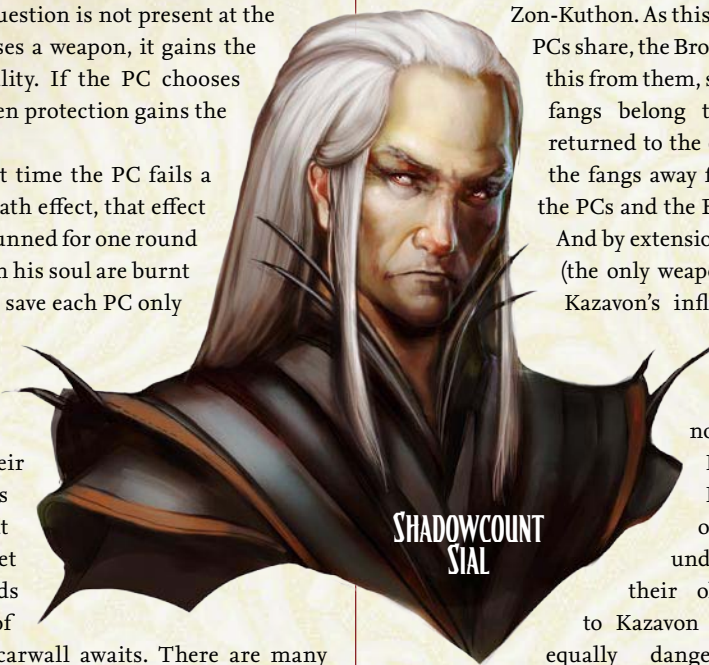
Zon-Kuthon. As this is unlikely to be a goal the PCs share, the Brotherhood is careful to hide this from them, stating only that Kazavon’s fangs belong to them and should be returned to the church. Certainly, getting the fangs away from Ileosa is a goal both the PCs and the Brotherhood can agree on.

And by extension, the recovery of *Seriththial* (the only weapon capable of overcoming Kazavon’s influence) should be a goal they share.

The problem is that the undead of Scarwall no longer belong to Zon-Kuthon. Those that haunt Kazavon’s ancient seat of power are free-willed undead who have abandoned their old allegiances, be they to Kazavon or Mandraivus, and are equally dangerous to Brotherhood operatives and PCs alike. Furthermore, no

true worshiper of Zon-Kuthon can safely wield or even transport *Seriththial*. Likewise, there are areas of Scarwall that, despite the fact that its denizens have abandoned Zon-Kuthon, remain open and accepting of worshipers of the Midnight Lord, yet actively oppose good-aligned folk. Clearly, the greatest chance of successfully exploring Scarwall and recovering *Seriththial* would arise from an alliance between the PCs and the Brotherhood of Bones. This is the proposition that Laori and Sial approach the PCs with.

Although Laori and Sial both belong to the Brotherhood of Bones, they do not particularly enjoy each other’s company. Sial finds Laori’s exuberance and attitude to be shrill and unbecoming a proper worshiper of the Midnight Lord, and Laori finds Sial to be smug and arrogant and too self-centered to deserve the place of honor among the Brotherhood. Yet both know that recovering the *Crown of Fangs* is more important than their petty differences, considering that if they manage to recover the fangs of Kazavon and present them to the Brotherhood command in distant Nidal, they will be rewarded with glory and fame. The two Brotherhood agents have thus spent the last several months operating on their own, feeding



promising but ultimately false reports to their leaders every few weeks in order to maintain their lead. If the Brotherhood were to learn what they knew, all chance for glory would be lost to them as the Brotherhood moved en masse to recover the fangs. Yet on their own, they have no hope of recovering *Serithtial* and defeating Ileosa to claim those fangs. In order for their plan to succeed, they not only have to learn to work together—they need to learn to work with the PCs.

When Sial and Laori greet the PCs, the two are eager to ally with them. Strive to present them as companions who seem more eager to please the PCs than each other. They explain that they have been following the events in Korvosa and the rise of Kazavon's spirit in the body of Queen Ileosa. If the PCs did not begin this adventure allied with the Sklar-Quah, you can use Sial and Laori to fill them in on much of the backstory they need (although in this case, this encounter should occur at the start of this adventure, as the PCs will not yet have a reason to be traveling to Scarwall). They are aware that the PCs seek to overthrow Ileosa's tyranny by taking from her the power the *Crown of Fangs* has granted her. Since the only way to do so is with *Serithtial*, a weapon that neither of the Brotherhood agents can wield, they need the PCs. And since many of Scarwall's defenses can be bypassed by worshipers of Zon-Kuthon, they need the Brotherhood. The situation explained, Sial and Laori would like to propose a truce.

By this point, you should be able to pick which of the two Brotherhood agents the PCs are more likely to trust and prefer to speak to. Once you can make this decision, that Brotherhood agent becomes the "Ally" while the other becomes the "Enemy." The Ally remains loyal to the PCs and truly does appreciate the aid, while the Enemy grows jealous and suspicious of the PCs' apparent favoritism toward the rival Brotherhood agent. The Enemy grows quiet, allowing the Ally to conduct the majority of the interactions with the PCs, and for much of the adventure remains helpful as well. In some encounters in Scarwall, the Ally and the Enemy may take different actions (the Enemy might "accidentally" catch a PC in the area of effect of a spell, for example), and near the end of the adventure, the Enemy turns on the Ally in an attempt to seek revenge (see area 42).

If the PCs agree to the offer for a truce, the Ally explains that while the Brotherhood is very interested in Kazavon and

his relics, Queen Ileosa doesn't really fit into their plans. They seek to destroy her and recover the teeth from the *Crown of Fangs*. The Ally proposes that, for now, the PCs and the Brotherhood work together, or least not directly against each other, while navigating the dangers of Castle Scarwall to increase the likelihood that one or the other succeeds in obtaining the sword. Then, after *Serithtial* is safely recovered, they can determine what the next step should be.

If the PCs agree to the alliance, the Ally rewards them by providing the PCs with Scarwall's exact location, potentially cutting days off their journey time. The Ally does not propose that the two groups travel together (the Ally fears that the Enemy may lose patience and do something irrational), but if the PCs propose such a step, the Ally agrees to it. Certainly, once the PCs reach Scarwall, the Ally suggests that they team up to pool their resources against what waits for them inside the haunted edifice.

The Brotherhood isn't interested in a fight at this time. If the PCs spurn the offer for an alliance and attack them, the Brotherhood agents retreat as quickly as possible, cursing the PCs and promising reprisals. Not long after they retreat,

the two fall into a bitter argument and split up themselves, each seeking to infiltrate Scarwall separately. At this point, the PCs may encounter either of them inside the castle, as detailed later in the adventure.



SHADOWCOUNT SIAL **CR 11**
Male human cleric 7/thaumaturge 4
hp 65 (*Pathfinder* #10 18)

ASYRA **CR 10**
Female chain devil fighter 4
hp 127 (*Pathfinder* #10 19)

LAORI VAUS **CR 10**
Female elf cleric 10 (Zon-Kuthon)
hp 88 (*Pathfinder* #9 19)

PART TWO: APPROACHING SCARWALL

Castle Scarwall looms at the eastern tip of the Kodar Mountains in the northern region of the Hold of Belkzen. Once a relatively active volcanic range, the volcanoes here have long since gone dormant. Nonetheless, the volcanism left behind some truly remarkable terrain



features, and it was among one of these that Kazavon chose to build his new home. The castle itself sits atop a small island in a crater lake in the caldera of a dormant volcano at an elevation of 1,500 feet over the surrounding terrain. These barren hills are desolate, with little more than a few isolated scrub trees and lichens growing here and there. Wyverns, chimeras, and other flying predators sometimes nest in the crags along these ragged hills, but as one approaches Scarwall itself, even these mighty beasts become scarce, as if the very air around the ruined castle were poisoned. The orc tribes of Belkzen rarely step foot upon these hills, with one notable exception described below. Canny travelers can escape pursuing orc brigands by retreating to this ridge, although they must then contend with the denizens of Scarwall, so their respite may be short lived.

Scarwall stands at the center of the lake, an imposing collection of towers and fortifications. Clouds of dark carrion birds perch upon the castle's pinnacles and ride the winds above its towers. A single span connects the castle to a small peninsula on the lake's southern edge, where a crumbling gatehouse still stands. Castle Scarwall is presented in full detail in the next part of the adventure. The PCs are free to approach it in any way they wish; the causeway connecting the castle to the southern gatehouse

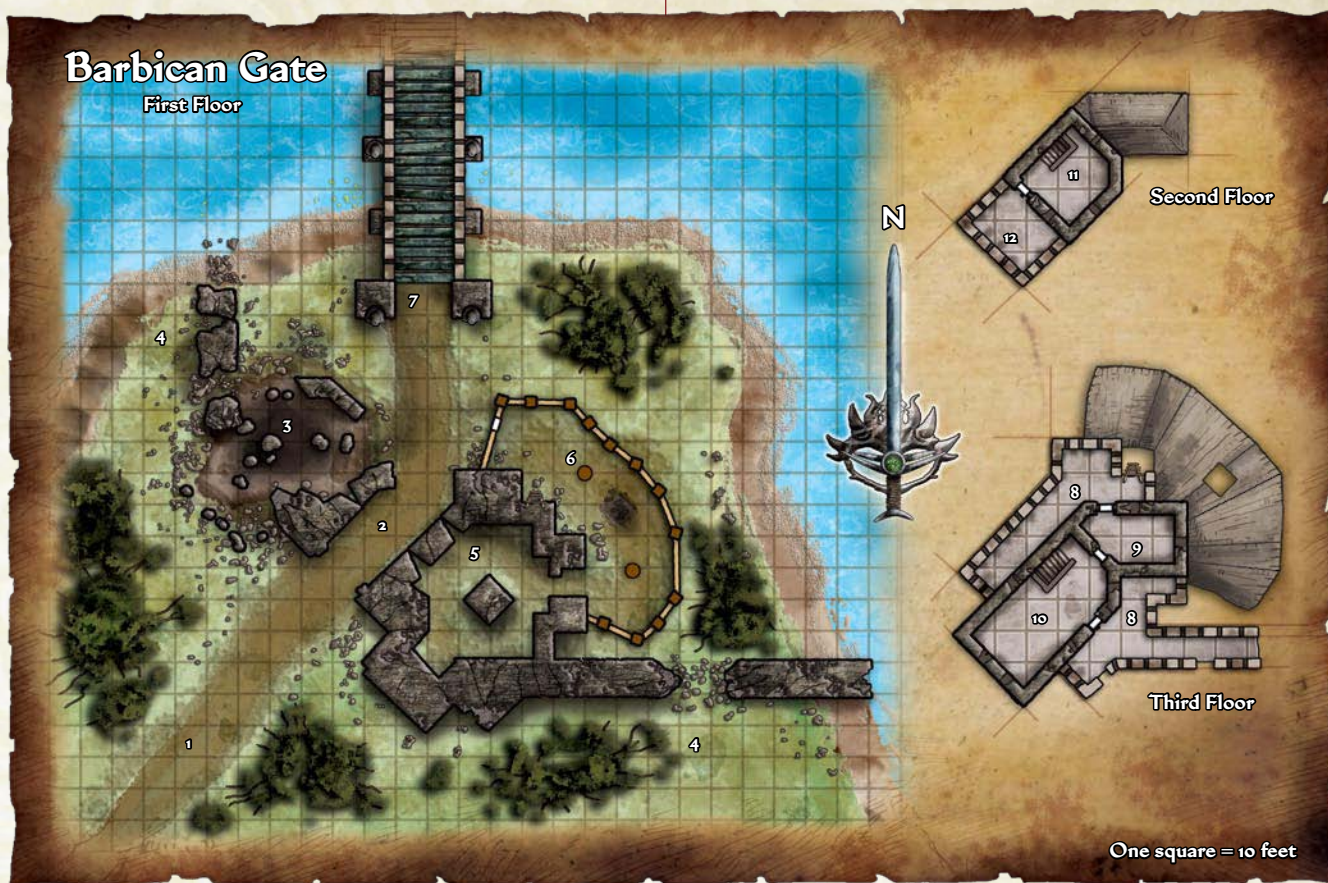
may seem the most direct approach, but for groups who can fly, entry by air might seem the safer route. An amphibious approach might appeal to groups as well. In truth, all three approaches are perilous in their own way, as detailed below. While stealth can make any of these approaches safer, direct teleportation into the castle (or onto one of its roofs) is perhaps the safest approach.

Scarwall Barbican (EL 13)

Guarding the only land approach to Castle Scarwall is a barbican gatehouse that stands at the tip of a small peninsula. The barbican consists of a crumbling curtain wall flanking the remains of two gatehouse towers, the western one of which has collapsed. The other tower, though battered, still stands and supports a ramshackle lean-to built against it.

The orc tribes of Belkzen well recall the days of being ground beneath Kazavon's heel and forced into hiding in the rugged northern badlands of Belkzen. Orc patriarchs speak solemnly of how glorious Scarwall's castle was, of how a manling defeated Kazavon only to himself be defeated by the orcs. Yet the patriarchs also recall how those who attempted to inhabit Scarwall soon faced the restless spirits of the accursed fortress. Few orcs who laid claim to Scarwall after their victory lived to make it out

SKELETONS OF SCARWALL



SCARWALL BARBICAN

Each area of the barbican is detailed in brief below.

1. **Forecourt:** This is a cleared area before the barbican gate. Fragments of ancient bone and broken weaponry from battles long-ago still clutter the thin soil.
2. **Entryway:** Two sets of gates once blocked the ends of this short entryway, but they are long since gone.
3. **Ruined Tower:** This gate tower is nothing more than a 20-foot-high pile of rubble with a few crumbling walls.
4. **Curtain Wall:** The remains of this crumbling curtain wall are 20 feet high where they haven't collapsed. The wall can be scaled with a DC 20 Climb check.
5. **Defense Room:** This vaulted chamber is still largely intact, with arrow slits looking out over area 2. The orcs keep various mundane supplies and foodstuffs here (unpalatable by most standards).
6. **Deadwatcher Barracks:** This crude wood structure serves as a place to sleep for the six Deadwatcher orc fighters. Its 10-foot-high interior is smoky and stinks of orc sweat and worse. The rough walls are adorned with all sorts of trophies and trinkets. A fire pit occupies the center of the room with a smoke hole directly above it. A ladder rises through a hole in the ceiling to the parapet at area 8.
7. **Causeway:** Two leering gargoyles flank an arch at the entrance to the causeway that extends to Scarwall Castle.
8. **Parapets:** These parapets are 20 feet above the ground.
9. **Foyer:** Although the floor here looks cracked and unstable, it is safe to walk on.
10. **Sevenskull's Chamber:** A large cot pushed against the stairway occupies this room, as well as a leather chest and a huge snake that Ury killed, stuffed, and hung from the 15-foot ceiling. The east door is barred from inside.
11. **Watch Post:** This chamber is unstable. If more than one Medium creature enters, the floor collapses into area 10 below, inflicting 2d6 damage (DC 15 Reflex half). The danger can be discerned with a DC 15 Knowledge (architecture and engineering) check.
12. **Tower Parapet:** This crumbling battlement is 35 feet above the ground and has the same possibility of collapse as area 11.

again, and most of those who did were not altogether sane after experiencing the horrors within.

The orcs abandoned this terrible legacy and turned toward reclaiming the rest of Belkzen, leaving Scarwall to the ghosts of shame and defeat. Castle Scarwall was declared taboo to all the orcs of Belkzen. Yet not all of the orcs have left Scarwall—one tribe remains to guard the castle: the Deadwatchers. This small group of orcs dwells in the ruined barbican, and while their ancestors may have had specific goals in mind, today these orcs know only that they stand watch to ensure nothing goes in to and nothing comes out of Scarwall.

The barbican gate is in poor repair. The western gate tower is nothing more than a pile of rubble, though the eastern tower has fared better but remains in a state of crumbling decay requiring constant repair. The Deadwatcher orcs created some rough living quarters beside the tower to retain the use of its defensive qualities without taxing its structural integrity with their numbers.

Creatures: There are seven orcs inhabiting the barbican—six orc fighters and their leader, Ury Sevenskulls, son of a renowned war chief of the Rotten Tongue tribe and a chief in his own right among these clanless orcs. The Deadwatcher orcs paint their faces with white pigment to honor the legend of their ancestor's flight from Scarwall—a flight said to have turned his flesh white from the shock. There are always two orcs on watch—one at area 11 and one at area 2. They constantly take 10 on their Spot and Listen checks but watch mainly to the south (consider them to take 0 on checks for those who approach from the north or from below). If they spot anyone approaching, they quietly slip into the tower to warn their fellows and prepare to defend the approach.

DEADWATCHER ORCS (6)

CR 7

Orc fighter 7

CE Medium humanoid

Init +5; **Senses** darkvision 60 ft.; Listen +0, Spot +0

DEFENSE

AC 17, touch 11, flat-footed 16

(+6 armor, +1 Dex)

hp 57 (7d10+14)

Fort +7, **Ref** +3, **Will** +2

Weakness light sensitivity



URY
SEVENSKULLS

OFFENSE

Spd 20 ft.

Melee +1 greataxe +14/+9 (1d12+10/×3)

Ranged mwk composite shortbow +9/+4 (1d6+5/×3)

TACTICS

During Combat If an alarm is raised, the orcs spread through the barbican and ready their bows. Two orcs go to area 5, three to area 8, and one to area 12. The orcs do their best to prevent the PCs from entering Scarwall, but if the PCs do make their way through and approach Scarwall, the orcs do not pursue.

Morale The Deadwatcher orcs fight to the death as long as Ury lives. If their leader is killed, an orc flees once he's reduced to 12 hit points or less.

STATISTICS

Str 20, **Dex** 12, **Con** 14, **Int** 8, **Wis** 11, **Cha** 6

Base Atk +7; **Grp** +12

Feats Blind-Fight, Improved

Initiative, Point-Blank Shot, Skill

Focus (Move Silently), Stealthy,

Weapon Focus (greataxe),

Weapon Specialization (greataxe)

Skills Hide +5, Move Silently +8

Languages Common, Orc

Combat Gear *potion of cure moderate wounds*, shadow essence (3 doses);

Other Gear +1 *breastplate*, +1 *greataxe*, masterwork composite shortbow (+5 Str)

with 20 arrows, pouch containing 4 small opals worth 20 gp each

URY SEVENSKULLS

CR 10

Male orc barbarian 10

CE Medium humanoid

Init +6; **Senses** darkvision 60 ft.; Listen +12, Spot -1

DEFENSE

AC 16, touch 10, flat-footed 14

(+5 armor, +2 Dex, +1 natural, -2 rage)

hp 110 (10d12+40)

Fort +11, **Ref** +5, **Will** +4

Defensive Abilities improved uncanny dodge, trap sense +3;

DR 2/—

Weaknesses light sensitivity

OFFENSE

Spd 40 ft.

Melee *Akeraum* +15/+10 (2d6+19/×3)

Ranged mwk composite longbow +13/+8 (1d8+5/×3)

Special Attacks rage 3/day

TACTICS

During Combat If the alarm is raised, Ury moves to area 8, joining the orcs there as he prepares to use his longbow on intruders. After a few rounds of combat, he grows impatient, rages, and leaps from the parapet (he attempts a DC 15 Jump check to reduce the damage from the fall to 1d6

points) to attack the intruders in melee. He uses a 4-point Power Attack when he attacks with *Akeraum*.

Morale Ury fights to the death.

Base Statistics: AC 18, touch 12, flat-footed 16; hp 90; Fort +9, Ref +5, Will +2; Melee *Akeraum* +13/+8 (2d6+16); Str 20, Con 14; Grp +15

STATISTICS

Str 24, Dex 14, Con 18, Int 6, Wis 8, Cha 10

Base Atk +10; Grp +15

Feats Improved Critical (greatsword), Improved Initiative, Power Attack, Weapon Focus (greatsword)

Skills Intimidate +13, Listen +12

Languages Common, Orc

SQ fast movement, illiteracy

Gear +1 mithral shirt, *Akeraum* (+1 dragon bane frost greatsword), masterwork composite longbow (+5 Str), amulet of natural armor +1, gauntlets of ogre power, necklace of seven silver-plated red wyrmling skulls worth 1,050 gp

Amphibious Approach (EL 12)

The waters of the lake surrounding Castle Scarwall are dark and preternaturally still, and almost seem to reflect this grim bailey without catching anything of the sky overhead (when not covered by a roiling bank of gray fog). This deep mountain tarn serves as a final obstacle to invaders who would dare to try and breach Castle Scarwall's walls. At its deepest point, the dark waters descend just over 800 feet. Tiny particles of basalt run-off and gritty algae give the water its dark sheen and bitter taste. The waters are cold—barely 40 degrees—and visibility under the surface is limited to 10 feet. The lake's shores are crumbling cliffs that drop, on average, 80 feet to the lake's surface below. It's a DC 25 Climb check to scale the slippery, crumbling cliffs.

There are no underwater entrances to Scarwall, but there are various routes into the castle from the small island shores it sits upon. Area 43 is perhaps the most notable one, although it isn't easy to see from the water.

Creatures: Though the waters of the lake appear still and lifeless, their dark depths hide things that swim in the deeps and cause barely a ripple on the surface. Inhabiting the deep waters of the tarn are several immense tarnworms that feed upon the lake's smaller eels, fish, and cephalopods. Anyone entering the water without attempting to utilize stealth quickly attracts the attention of one of these tarnworms, which quietly swims up from the depths to attack. A tarnworm is a huge mottled creature with the same effective stats as a purple worm, save that instead of having a burrow speed, they have the aquatic subtype and a swim speed of 40 feet.

TARNWORM

CR 12

Variant purple worm (aquatic)
hp 200 (MM 211)

Air Approach (EL 14+)

Creature: Castle Scarwall lies at the center of the lake, approximately 400 feet from shore in every direction. Flying characters may think that such a short distance is a simple matter to traverse, but unless they use stealth, there's a good chance that they are spotted by one or several of the 12 four-armed gargoyle brutes that nest in the castle's heights. As these creatures shriek and flap out to confront the PCs, an even more dangerous creature, the umbral dragon Belshallam, may be roused from his slumber and could come to investigate the noise as well (see area 10).

GARGOYLE BRUTES (12)

CR 7

Advanced four-armed gargoyle (*Tome of Horrors Revised* 212)

CE Large monstrous humanoid (Earth)

Init +1; **Senses** darkvision 60 ft., low-light vision; Listen +6, Spot +6

DEFENSE

AC 18, touch 11, flat-footed 16

(+2 Dex, +7 natural, -1 size)

hp 84 (8d8+48)



GARGOYLE BRUTE

Fort +8, Ref +7, Will +6

DR 10/magic

OFFENSE

Spd 40 ft., fly 60 ft. (average)

Melee 4 claws +14 (1d6+7) and

bite +12 (1d8+3) and

gore +12 (1d8+3)

Space 10 ft.; **Reach** 10 ft.

Special Attacks freeze

TACTICS

During Combat Gargoyle brutes wade into combat, focusing on a single foe if possible. They attempt to grapple anyone who proves to be particularly dangerous, allowing other gargoyles to gang up on them.

Morale These creatures do not retreat from combat.

STATISTICS

Str 24, **Dex** 12, **Con** 22, **Int** 6, **Wis** 11, **Cha** 7

Base Atk +8; **Grp** +19

Feats Alertness, Improved Natural Armor, Multiattack

Skills Hide +2 (+8 near stone), Listen +6, Spot +6

Languages Common, Terran

SPECIAL ABILITIES

Freeze (Ex) A four-armed gargoyle can hold itself so still it appears to be a statue. An observer must succeed on a DC 20 Spot check to notice that the gargoyle is really alive.

BELSHALLAM

Adult umbral dragon

hp 241 (see page 89)

CR 14

PART THREE: CASTLE SCARWALL

Castle Scarwall looks every bit as foreboding as the legends say. Dark walls rise from darker bedrock to steep rooflines set with gargoyles and minarets. Battlements look down from towers and defensive walls, and many dark carrion birds perch among these and soar above them. Mists rising off of the black tarn obscure the lower portions of the rocky island, giving the whole an ethereal appearance. Surprisingly, even though the structure is many centuries old, its walls and roofs remain intact with no visible breaches or obvious signs of damage. A ghostly glow lights some of the windows and arrow slits, and now and then, faint flickerings betray the motion of creatures within.

Castle Scarwall is haunted not just by the souls of those who perished in the final battle that brought down Kazavon, but also by those who have perished thereafter. The spirits of its first inhabitants, their victims, the heroes who defeated Kazavon, the orcs who defeated them, and an evil essence tied to horrific worship rites devoted to Zon-Kuthon have combined to infuse the castle from foundation to spire. This haunting manifests itself in

many forms, some of which are merely sinister while others are downright deadly. The most noticeable manifestation is that at random times, different windows in the castle suddenly glow with a ghostly radiance, anywhere from a few seconds to hours. Observers might notice indistinct shapes moving about in these lit windows, but no amount of skill or magic can actually determine who or what is being seen. The windows just as suddenly go dark an instant before any successful attempt to look closer is made. These ghost lights are visible only from outside the castle, and are merely an external manifestation of the restless spirits in the castle. They have no game effect.

Another manifestation of the castle's haunting is that it always remains in relatively good repair (although not necessarily well-maintained or clean). The force of the spirits infusing its walls ensures that their home endures—any damage inflicted to the structure is slowly repaired over time. The repairs occur incrementally and are never observable, but any damage done, no matter how severe, is inevitably repaired by the time a year has passed. Doors, walls, and windows show cosmetic signs of aging and may be covered in dust, but much of the unused furniture in the castle has not fared so well, and is all but collapsed. This manifestation has no effect on the adventure, as any damage the PCs may inflict to the structure is not repaired unless they leave for several months and then return.

A final, and extremely important, aspect of the castle's haunted nature is that the majority of the spirits trapped in the castle, from the ones the PCs will never see who infuse the structure's walls to the majority of the undead foes they face in the adventure, are all under the sway of the chained spirit in area **18**. The chained spirit functions as an anchor of sorts for these spirits, and as long as he retains his control, he can use the countless spirits of Scarwall to watch and listen, giving the denizens of the castle a very efficient organization against invasion. Furthermore, undead that enter the castle are swiftly assaulted by the chained spirit as it attempts to absorb and control them—this has a singular effect on Zellara, as detailed under “Zellara's Doom” on page 20.

Beyond these broader effects, the haunting has the following additional effects as well.

Dread: All living creatures in the castle gain an immediate sense of foreboding and a feeling of being watched. As a result, resting in Castle Scarwall is problematic—those who try to sleep within its walls are plagued by nightmares and bad omens, and must make a DC 20 Will save upon waking to gain any effects from sleep at all—those who fail this save become fatigued.

Aura of Menace: The overwhelming presence of evil and undeath in Scarwall is enough to make casting *detect evil* or *detect undead* dangerous. Anyone who does so becomes overwhelmed by the power of the aura, and in addition to

not being able to detect specific undead or evil auras, must make a DC 25 Will save to avoid being stunned for one round by the power of the auras.

Unhallow: The entirety of Castle Scarwall lies within a permanent *unhallow* effect. All of the castle's inhabitants gain *protection from good*. Turn undead checks are made at a -4 penalty, and rebuke undead attempts gain a +4 profane bonus. This effect also creates a *dimensional anchor* effect for all non-inhabitants of the castle. This unhallow effect functions at CL 20th, and if dispelled, automatically returns after 1d4 rounds of being suppressed.

Soultrapping: Any living creature that dies inside of Scarwall must make a DC 23 Will save upon death or his soul becomes bound into the walls of the haunted castle. This effect is identical to that created by *soul bind* (CL 20th), save that the soul is trapped in the physical structure of the castle itself, not a gemstone. In order to resurrect a dead body whose soul has been trapped, a character must dispel the *soul bind* effect on that particular soul. If the caster knows the name of the soul to be released, he may attempt this dispelling anywhere in the castle—otherwise, he must cast the spell on the corpse (or a fragment thereof) of the person to be resurrected. The resurrection must then have begun casting within a round of the successful dispelling, otherwise the soul is reclaimed by Scarwall one round after the successful dispelling. *Dispel magic*, *greater dispel magic*, and *dispel evil* can be used to temporarily free a bound soul in this manner.

This soultrapping effect functions on living and undead creatures as well. Any undead creature created in Scarwall immediately becomes bound to Scarwall, as if by a hedged prison *binding* spell (no save). Undead creatures and living creatures who enter and remain in Scarwall for a week must make a DC 22 Will save to avoid being bound in the same way. If the save is successful, the creature must save again once every additional week they remain in Scarwall.

If the chained spirit is destroyed, all trapped souls in the castle are immediately freed and the curse of Scarwall is lifted (see area 18 for more details).

Scarwall Features

Castle Scarwall's walls are made of reinforced masonry; outer walls are 3 feet thick and inner walls 1 foot thick (Hardness 8, hp 180 per foot of thickness, Break DC 35 +10 per foot of thickness, Climb DC 15). Exterior walls are smooth, but can be climbed with a DC 25 Climb check. Doors are made of strong wood and can be locked from the inside (2 in. thick, hardness 5, hp 20, Break DC 25, Open Lock 30), although few still have keys. Floors are of smooth flagstones and roofs are of wood with tin sheathing bolted over them (hardness 10, hp 60, Break DC 25) and tend to be steep and slick with moisture (Climb DC 20).

Ceiling height in Castle Scarwall is 15 feet unless otherwise noted. Any light sources are noted in room descriptions, leaving the castle otherwise dark except for whatever natural light can seep in from outside and light sources carried by the party. In many cases, torches and other small flames provide illumination in the castle—unless otherwise noted, these are all *continual flame* effects (CL 15th).

The Causeway (EL 11)

A high bridge crosses the vast expanse of black water between the barbican gate and the entrance to Castle Scarwall. The bridge is ornate and in excellent condition, with only a few tenacious patches of moss and lichen clinging to it here and there. High arching columns reaching from the waters below support the broad span, each of which is marked by a pair of sinister gargoyles that stare out over the dark lake. A larger pair of these statues flanks a great archway that encompasses the near end of the bridge.

This causeway lies within the area of the spiritual influence that surrounds Castle Scarwall and slowly repairs itself in incremental stages that pass unnoticeably. The causeway is 20 feet wide with a low, 3-foot balustrade on each side. Its entire length is smoothly cobbled. It stands 80 feet above the surface of the lake and is 400 feet long. The gargoyles along its length are stationed in pairs every 40 feet.

Creatures: The Causeway itself is under the watchful glare of several undead who dwell in Scarwall's gatehouse. As soon as any group reaches the midway point along the causeway, the gates and portcullises at area 1 open to allow the initial guardians of Scarwall out. These consist of a platoon of 16 heavily armored human skeletons led by a dread skeleton fighter astride a skeletal nightmare. In life, the fighter, named Lashton, served under Kazavon, although in his new undead state, he remembers only tiny fragments of his former life—his existence now is a singular focus to defend the causeway from intruders.

SERGEANT LASHTON

CR 10

Male human dread skeleton fighter 9 (*Advanced Bestiary* 91)

LE Medium undead

Init +6; **Senses** darkvision 60 ft.; Listen +0, Spot +0

Aura unnatural aura

DEFENSE

AC 22, touch 11, flat-footed 21

(+9 armor, +1 Dex, +2 natural)

hp 58 (9d12)

Fort +6, **Ref** +5, **Will** +3

Defensive Abilities turn resistance +2; **DR** 10/bludgeoning;

Immune cold, undead traits

OFFENSE

Spd 20 ft.

Melee +2 lance +17/+12 (1d8+10/19–20/x3) or
mwk longsword +14/+9 (1d8+4/19–20) and
claw +8 (1d4+2)

Special Attacks command skeletons

TACTICS

During Combat Lashton can command the skeletons under his service, directing them to set up flanking opportunities or simply to harry and distract intruders as needed. He can control his mount as a free action and need only make Ride checks when performing special combat moves or using his Mounted Combat feat.

Morale Sergeant Lashton fights until destroyed.

STATISTICS

Str 19, **Dex** 14, **Con** —, **Int** 4, **Wis** 10, **Cha** 14

Base Atk +9; **Grp** +13

Feats Greater Weapon Focus (lance), Improved Critical (lance), Improved Initiative, Mounted Combat, Power Attack, Ride-By Attack, Skill Focus (ride), Spirited Charge, Trample, Weapon Focus (lance), Weapon Specialization (lance)

Skills Intimidate +14, Ride +17

Languages Common

Gear +1 full plate, +2 lance, masterwork longsword, gauntlets of ogre power

SPECIAL ABILITIES

Command Skeletons (Su) A dread skeleton can command all normal skeletons within 30 feet as a free action. Normal skeletons never attack a dread skeleton unless compelled.

Unnatural Aura (Su) Any animal within 30 feet of a dread skeleton becomes panicked and remains so until the distance between it and the dread skeleton is at least 30 feet. An animal can attempt a DC 12 Will save to resist panic for one round. The save DC is Charisma-based.

SKELTAL NIGHTMARE

CR 6

NE Large advanced elite nightmare skeleton (extraplanar)

Init +7; **Senses** darkvision 60 ft.; Listen +0, Spot +0

DEFENSE

AC 23, touch 12, flat-footed 20

(+9 armor, +3 Dex, +2 natural, –1 size)

hp 65 (10d12)

Fort +3, **Ref** +6, **Will** +7

DR 5/bludgeoning; **Immune** cold, undead traits

OFFENSE

Spd 40 ft., fly 90 ft. (good)

Melee 2 hooves +11 (1d8+7) and
bite +6 (1d8+3)

Space 10 ft.; **Reach** 5 ft.

TACTICS

During Combat The skeletal nightmare follows Lashton's commands unerringly, taking attacks as directed by him.

Morale The skeletal nightmare fights until destroyed.

STATISTICS

Str 24, **Dex** 16, **Con** —, **Int** —, **Wis** 10, **Cha** 1

Base Atk +5; **Grp** +16

Feats Improved Initiative

Gear +1 mithral full plate barding

HUMAN SKELETONS (16)

CR 1/3

AC 24, touch 12, flat-footed 22

(+8 armor, +2 Dex, +2 natural, +2 heavy steel shield)

hp 6 (MM 226)

Melee longsword +1 melee (1d8+1/19–20)

Gear full plate, heavy steel shield, longsword

Zellara's Doom

The living are not the only ones who have reasons to fear Scarwall. As soon as a PC bearing *Zellara's Harrow Deck* sets foot on the island or the causeway, the presence of a foreign spirit is immediately felt by the chained spirit in area 18, who promptly takes action to absorb this tantalizing new soul. Within 2 rounds, a noticeable breeze rises into a gale around the PCs. In this wind can be seen vague shapes—faces and humanoid forms, the spirits of Scarwall's restless dead. Their appearance forces the materialization of Zellara's ghost, recognizable before the party. As they watch, she is suddenly assaulted from all sides by these ravenous souls, and while she tries to hold them back, the assault is obviously overwhelming. It is also brutally swift—each round, Zellara must make a DC 25 Will save (her Will save is +7, but the PC who carries her deck can make his own saving throw instead against the effect for her if he wishes). If she fails, she is torn free and absorbed into the walls of the castle. This immediately reduces her deck to a non-magical Harrow deck. If the PCs cannot rescue her within a week, her soul becomes irretrievably part of the haunting of Scarwall. She can only be saved by lifting the castle's curse (see area 18).

The PC who bears the deck can prevent this doom from claiming Zellara by simply leaving Scarwall or the causeway, but every time he returns with the deck in his possession (even if the deck is carried in an extradimensional container), the assault begins again. A successful Turn Undead check against a 20 HD creature can quell the storm of spirits for a minute (but cannot destroy it). Other similar effects might work as well, but the fact remains that as long as the chain spirit exists, Scarwall is a dangerous place for Zellara. If the PCs wish to prevent her doom, they would be well advised to find a safe place to store the *Harrow Deck* while they explore Scarwall.

Empty Rooms

Castle Scarwall is a huge place, and not every room is occupied by monsters or guarded by traps. Rather than detail every room, this adventure only expounds upon

those chambers that are particularly noteworthy, are the lairs of creatures, have unique magical traps or effects, or are otherwise unusual. Mundane chambers like abandoned barracks, empty storerooms, and long-disused kitchens are noted on the maps of Scarwall by letter codes. These rooms are usually empty of residents or treasure and typically contain nothing more than a few items of mundane furniture appropriate to their intended use and thick layers of dust. Nevertheless, even these empty rooms have a feeling of forlorn desolation and hidden menace. Nowhere should feel safe, and PCs should expect surprise assaults or traps from all quarters. Don't allow them the luxury of letting down their guard.

- A. Barracks:** Larger barracks contain rows of bunks (often double bunks) and footlockers containing rotted bits of armor, chunks of weapons, and other trash. Smaller barracks were once single bedchambers used by lieutenants or sergeants in Kazavon's army, yet they remain equally abandoned. There's a 20% chance that there are 1d8 skeletons and zombies (divided evenly) in a barracks when it is entered for the first time.
- B. Guard Post:** This chamber once served as a guard post, but now all that remains are a few discarded bits of armor and perhaps a table and a few broken chairs. These guard posts were once manned by soldiers tasked with protecting something important in a nearby room. There's a 15% chance that there is a Scarwall guard (see page 22) in a guard post when it is entered for the first time.
- C. Servants' Quarters:** The servants during Kazavon's reign were little more than slaves. Their chambers served them as barracks, kitchens, and latrines. Dusty, sagging bunks and broken furniture are all that remains in these chambers. There's a 20% chance that there are 1d8 skeletons and zombies (divided evenly) in a servant's quarters when it is entered for the first time.
- D. Sparring Chamber:** Several chambers in the castle were used by Kazavon's troops to spar and exercise. Today, all that remains in these rooms are bits of broken weaponry and armor, and perhaps a battered target dummy or two.
- E. Pantry:** These pantries contain collapsed shelves, fragments of crates and other containers, stacks of crumbling firewood, and plenty of dust.
- F. Bath:** These chambers contain crumbling shelves, ruined wooden washbasins, and other necessities that have fallen into disrepair.
- G. Private Audience Chambers:** Although Kazavon and his followers rarely had an interest in meeting with outsiders, they typically did so in one of these smaller meeting rooms. The chairs and desks are now crumbling.

- H. Guest Room:** Very few guests stayed overnight in Scarwall during Kazavon's reign. These rooms each contain a dust-covered dressing table, a sagging chair, and a dilapidated bed.
- I. Torture Chamber:** The majority of Kazavon's guests ended up in one of Scarwall's numerous torture chambers. These are generally small rooms designed to torment single victims, or small groups of no more than four. Decrepit iron maidens, crumbling racks, and rusting cages are the decor here.
- J. Storage:** Everything from firewood to clothes to tools to drinking water were once stored in these rooms—now, only crumbled rust and debris remain.
- K. Armory:** The armories of Scarwall were among the first rooms the orcs looted when they first took residence here. As such, these chambers, once filled to capacity with weapons and armor, are now completely empty save for the occasional empty and toppled weapon rack.
- L. Parapet:** These areas are open to the air, and provide commanding views of the surrounding landscape. Note that exploration of these parapets is likely to attract unwanted attention from the gargoyles who roost on the roofs above.
- M. Dining Hall:** All that remains in these mess halls are partially collapsed tables and broken chairs.
- N. Smithy:** The forges in the castle smithies have weathered the passage of time well, but most of the tools here have rusted or rotted to uselessness.
- O. Minaret:** Several of these hollow towers grace Scarwall's heights. Within is a lattice of stone supports that serve as shelters for Scarwall's sizable flock of four-armed gargoyle brutes. There are, in all, 12 gargoyle brutes dwelling in Scarwall. There's a 35% chance of encountering a gargoyle brute in a minaret.
- P. Statue Perch:** These decorative stone perches protrude from the sides of Scarwall's towers. Each one features a non-magical stone statue of a gargoyle brute.
- Q. Gargoyle Perch:** These stone perches hold actual gargoyle brutes who use their freeze ability to appear indistinguishable from the normal statues on other perches.
- R. Garderobe:** This is a small, dusty latrine.
- S. Stairs:** Each flight of stairs in Scarwall is indicated by a code: "S1," "S2," "S3," and so on. All stairwells bearing the same tag are connected between floors.
- T. Trap Door:** As with stairways, trap doors are marked by tags to indicate where the connections between floors lie. Unless indicated otherwise, wooden ladders (preserved by Scarwall's curse) allow access between areas connected by trap doors.

Wandering Monsters

Scarwall is a large place, but not so large that endless hordes of monsters prowl its halls. In most cases, the

volume of undead that the PCs face in Scarwall are drawn from a limited pool—likewise, wandering monsters in the castle, for the most part, have limited resources. The following table is a tool to generate encounters with Scarwall’s denizens. There’s no hard and fast time to check for wandering monsters, though. Do so as often or as infrequently as you wish in order to keep things exciting, but don’t make the adventure an endless slog against waves of monsters. Should characters decide to spend the night in Scarwall, the chance of one of these wandering monsters interrupting their rest is 100% unless they take some precaution and set up camp in a fortified or hidden area; if they do this, there’s only a 40% chance of an encounter occurring. When an encounter occurs, you can either roll on the table below or simply pick the encounter that makes the most sense for the location.

SCARWALL RANDOM ENCOUNTERS

d%	Encounter	Average EL	Source
01–20	Lesser undead	—	see below
21–40	Ghostly manifestation	—	—
41–60	1 Scarwall guard	6	page 22
61–75	Pegg and Loute	8	page 23
76–80	1d6 greater shadows	11	MM 221
81–85	1 dread wraith and 1d8 wraiths	12	MM 258
86–100	Proximity encounter	Variable	Variable

Lesser Undead: Scarwall is host to a small army of skeletons, ghouls, and zombies—none of which can seriously threaten a high-level party directly, but can still cause problems by noticing the PCs and raising an alarm, or by simply being in the way when the PCs are attempting to move quickly through an area. In all, there are 44 human skeletons and 32 human zombies shambling around the halls of Scarwall. These undead rarely, if ever, enter actual numbered encounter areas. Neither do they themselves have proper lairs, although both are commonly found lumbering about in barracks and in servants’ quarters.

HUMAN SKELETON

hp 6 (MM 226)

CR 1/3

HUMAN ZOMBIE

hp 16 (MM 266)

CR 1/2

Ghostly Manifestation: An assortment of ghostly manifestations can occur to add tension to the game. Some examples include echoing footsteps, strangely colored candlelight emanating from around a corner or in a room that fades away when approached, bloody footprints and drag marks, sounds of shuffling coming from behind supposedly solid walls, sudden changes in air pressure or temperature, mysteriously moving doors, smells of

decay or strange odor, whispered names or eerie laughter/screams, or ripples running along a floor, wall, or ceiling like a wave rolling across the surface of a lake, though with no discernable source or trace after it is gone. Many of these can coincide with attacks by some of the other randomly encountered monsters to keep your players from disregarding them as harmless.

Scarwall Guard: Kazavon used minotaurs as elite guards in his castle. Soon after the orcs abandoned the castle the bodies of these guards rose to continue their patrols. Not counting skeletal minotaur guards that appear as part of an encounter, there are 12 of these undead patrolling the castle’s halls. They can sometimes be found standing at silent attention in guard rooms as well.

SCARWALL GUARD

CR 6

Dread skeleton elite minotaur (MM 188, *Advanced Bestiary* 91)

CE Large undead (augmented monstrous humanoid)

Init +7; **Senses** darkvision 60 ft., scent; Listen +12, Spot +11

Aura unnatural aura (30 ft.)

DEFENSE

AC 16, touch 13, flat-footed 13

(+3 Dex, +3 natural)

hp 39 (6d12)

Fort +4, **Ref** +8, **Will** +6

Defensive Abilities +2 turn resistance; **DR** 10/bludgeoning;

Immune cold

OFFENSE

Spd 30 ft.

Melee mwk greataxe +13/+8 (3d6+9/x3) and
gore +6 (1d8+3)

Ranged mwk light crossbow +9 (2d6/19–20)

Space 10 ft.; **Reach** 10 ft.

Special Attacks command skeletons, powerful charge 4d6+9

TACTICS

During Combat Scarwall guards open combat with a charge, then continue to fight with their melee weaponry. They only resort to crossbows if they simply can’t reach a victim.

Morale Scarwall guards fight until destroyed.

STATISTICS

Str 23, **Dex** 16, **Con** —, **Int** 4, **Wis** 13, **Cha** 8

Base Atk +6; **Grp** +16

Feats Alertness, Great Fortitude, Improved Initiative, Weapon Focus (greataxe)

Skills Listen +12, Search +1, Spot +11

Languages Giant

SQ natural cunning

Gear masterwork greataxe, masterwork light crossbow

SPECIAL ABILITIES

Command Skeletons (Su) A dread skeleton can command all normal skeletons within 30 feet as a free action. Normal skeletons never attack a dread skeleton unless compelled.

Unnatural Aura (Su) Any animal within 30 feet of a dread

skeleton becomes panicked and remains so until the distance between it and the dread skeleton is at least 30 feet. An animal can attempt a DC 12 Will save to resist panic for one round. The save DC is Charisma-based.

Incorporeal Undead: Periodically, some of the unquiet spirits trapped in the walls emerge, manifesting as greater shadows, dread wraiths, or standard wraiths. These incorporeal undead spend several hours wandering Scarwall before being reabsorbed—the number of these undead that can be encountered in Scarwall is effectively limitless.

GREATER SHADOW

hp 58 (MM 221)

CR 8

DREAD WRAITH

hp 104 (MM 258)

CR 11

WRAITH

hp 32 (MM 258)

CR 5

Pegg and Loute: These two ghosts were court jesters during Kazavon's reign. Loute is no taller than a short halfling, while Pegg towers at just over seven feet in height. Both wear identical outfits of form-fitting black leather with tight, black leather masks covering their heads. Each mask has a stitched seam running from forehead to jaw line to seal it in place. Pegg's left leg is missing, replaced by what appears to have been a chair or table leg. Loute has abnormally long arms that, when they hang at his side, reach to mid calf.

Despite their unusual appearances, both were once human. Kazavon found their respective physical abnormalities and their putrescent attempts at poetry, literature, and displays of fanciful fighting techniques quite amusing, and rather than see them tortured to death, kept them on for several years as his pet entertainers. Most of Kazavon's soldiers found the pair to be unbearably irritating, and only the threat of Kazavon's wrath protected them from both receiving a shiv in the back. Eventually, even Kazavon tired of their pedantic drivel and had them both executed in a fit of pique by having masks created to compliment their normal grotesque attire and then ordering them sewn closed over their heads, condemning each to a slow, agonizing suffocation as they hung from hooks driven through their collar bones, where they hung for hours above the entrance to the castle. Many considered this final performance the highlight of their careers,

giving them a standing ovation as their last spasmodic twitches ceased.

When Pegg and Loute are encountered, they rapidly approach the PCs and begin gesticulating and thrashing their arms about as if in a fit. These are mute attempts at pantomime—it seems the two are trying to tell the PCs something. A DC 20 Perform (act) check is sufficient to realize that there is no substance or meaning to the act—only the useless gestures of unfortunate souls whose deaths were agonizingly long enough for true madness to claim them before oblivion's mercy did. A DC 20 Wisdom check is sufficient to realize the danger inherent to the display as explained below—if possible, you should make the Wisdom checks and Will saves for the PCs in secret until they are aware of the danger. There really is no better recourse than simply putting these two lost souls violently to rest. Despite their physical dissimilarities in life and death, their combat stats are identical.



PEGG AND LOUTE

CR 6

Male human ghost expert 5

CN Medium undead (augmented humanoid, incorporeal)

Init +5; **Senses** special senses; Listen +15, Spot +15

DEFENSE

AC 15, touch 15, flat-footed 14

(+1 Dex, +4 deflection)

hp 32 (5d12)

Fort +1, **Ref** +4, **Will** +3

Defensive Abilities +4 turn resistance, incorporeal; **Immune** undead traits

OFFENSE

Spd fly 30 ft. (perfect)

Melee draining touch +4 touch (1d4 drain from any ability score)

Special Attacks draining touch, horrific pantomime, manifestation

TACTICS

During Combat The ghosts attempt to lull opponents into complacency using their horrific pantomime. If attacked, they fight back with their draining touches.

Morale These two never did know when to quit. They fight to the end.

STATISTICS

Str 10, **Dex** 12, **Con** —, **Int** 11, **Wis** 8, **Cha** 18

Base Atk +3; **Grp** +3

Feats Improved Initiative, Lightning Reflexes, Skill Focus (Perform [act])

Skills Bluff +12, Craft (poetry) +2, Diplomacy +16, Hide +9, Listen +15, Perform (act) +15, Profession (jester) +5, Search +8, Sense Motive +7, Spot +15

Languages Common

SQ rejuvenation

SPECIAL ABILITIES

Horrific Pantomime (Su) Any living creature within 60 feet that views this ghost's attempt at pantomime (a standard action) must succeed on a DC 18 Will save or immediately take 1d4 points of Intelligence damage, 1d4 points of Wisdom damage, and 1d4 points of Charisma damage. Insidiously, the ability damaging aspect of this attack is only noticed if the creature makes a DC 20 Wisdom check (including any penalties for Wisdom damage). A creature that successfully saves against this effect cannot be affected by the same ghost's horrific pantomime for 24 hours. The save DC is Charisma-based.

Proximity Encounter: In this encounter, one of the creatures dwelling in a nearby room has wandered out into the nearby chambers and runs into the PCs, effectively triggering that encounter early.

The Lords of Scarwall

Beyond the rank-and-file undead spirits that dwell in Scarwall, several dangerous and powerful unique NPCs

command different sections of the castle. Each of these guardians held positions of power in Kazavon's army in life—in death, they continue to do so, yet not always in ways that compliment their fellows. Canny PCs can find ways to play these NPCs against each other. The key commanders and the regions they control are listed below. In addition, several of the commanders function as spirit anchors for the chained spirit Mithrodar; destroying them also lessens the overall strength of the evil in the castle walls, as detailed in the nearby sidebar.

Belshallam (spirit anchor): Once Kazavon's favored mount, the umbral dragon Belshallam is now bound to Scarwall as surely as the castle's other denizens. Belshallam controls the war tower and garrison, although he has little real interest in what goes on beyond his own lair (area 10). He is one of the spirit anchors tied to Mithrodar.

Castothrane (spirit anchor): Once the captain of the guard, Castothrane commands several skeletal undead in the castle gatehouse. He is one of Mithrodar's spirit anchors.

General Gorstav: Once the commander of Kazavon's armies, General Gorstav was executed by Kazavon for failing to prevent Mandraivus's invasion, only a few short minutes before the cabal confronted Kazavon directly in the Star Tower. Gorstav exists now as a shadow of his former glory, a nearly mindless juju zombie.

Ildervok: A relatively recent addition to Scarwall's defenders, the nightwing Ildervok was sent by Zon-Kuthon to guard the Star Tower until a new Curate of that sacred place could be found. Ildervok is bound to Scarwall not by the chained spirit, but by Zon-Kuthon's will.

Kleestad: In life, Kleestad was Kazavon's chamberlain. It was in large part due to Kleestad's failure and incompetence that the invasion of Scarwall by Mandraivus's cabal was so successful—the simpering chamberlain fled into the lava tunnels below Scarwall to escape Kazavon's wrath, but was not able to avoid Zon-Kuthon's displeasure. He lives on now in a cursed state as a nearly mindless monstrosity deep under the castle; well beyond the castle's reach but bound in place by his own curse.

Mithrodar: Mithrodar, once Scarwall's castellan, is a rare form of undead that has the capacity to anchor other undead in regions near to its domain—as long as his four anchor spirits exist, Mithrodar cannot be permanently slain. His domain is the main keep.

Nihil (spirit anchor): The only non-undead commander is this fearsome devil. Gifted to Kazavon by Zon-Kuthon himself to serve as an assassin, Nihil still continues to dwell here, bound to the region now not by loyalty to Kazavon but by Mithrodar's spiritual anchors.

The Danse Macabre: Bound to Scarwall as surely as the other undead sprits, the danse macabre is not part of Mithrodar's network of spirit anchors. Indeed, the danse macabre is a danger to all of the denizens of Scarwall,

who leave it to its eternal dancing and haunting in the guest wing.

Zev Ravenka (spirit anchor): Perhaps the most dangerous of the spirits bound in Scarwall is Zev Ravenka. Even during Kazavon's reign, this cruel and sadistic man was undead—a lich cleric who served as Kazavon's religious adviser. Zev has transcended his lichdom now, though, and exists as both a demilich and a spirit anchor. His realm is the chapel.

Scarwall First Floor

The first floor of Scarwall consists of areas 1–15. Random encounters function normally here, and all encounter locations are on the map of the first floor on page 26.

1. Main Gate

Castle Scarwall's front gate looms at the end of the long causeway, flanked by twin statues of warriors standing at attention. Pale flames rise from the tips of their spears thirty feet above. Torches are set into the entryway tunnel leading to the main gates themselves, providing illumination. The massive gates are closed, and a lowered iron portcullis further bars unauthorized entrance.

This area seems deserted, but is in fact under constant watch by the dread skeleton minotaurs in area 16 above. If the PCs simply approach openly, those minotaurs begin firing upon them through the arrow slits above. The portcullises and gates here are all lowered and locked.

IRON PORTCULLIS

hp 60; Hardness 10; Lift DC 25.

HEAVY WOODEN GATES

hp 50; Hardness 5; Break DC 28.

2. Entry Corridor (EL 11)

Rows of arrow slits line the east and west walls of this hallway, and murder holes look down from above. The far end is blocked by another heavy gate with another iron portcullis set before it. Lining the length of the corridor are dozens of orc skeletons and scattered bones, many still clad in damaged pieces of armor and clinging to rusted weapons.

When the orcs of Belkzen broke through the main gates centuries ago, they met stiff resistance from the small band of mercenaries who remained behind with Mandraivus to keep watch over Scarwall. The orcs eventually fought their way through to defeat them, but their victory was short-lived as the ghostly inhabitants of the castle struck them down soon after.

DEFEATING SPIRIT ANCHORS

The haunted aura of Scarwall persists largely due to the presence of the chained spirit Mithrodar. He has anchored his existence in Scarwall to four powerful commanders. As long as all four of these commanders survive, Mithrodar cannot be truly defeated. As long as Mithrodar exists, Scarwall is destined to remain a cursed and haunted place, and only when this curse is lifted can the PCs finish their mission to retrieve *Seriththal*.

As the PCs defeat the spirit anchors, the overwhelming evil in the castle begins to falter. This manifests as detailed below.

One Spirit Anchor Defeated: The dread suffusing Scarwall fades; creatures can now sleep in the castle without fear of supernatural nightmares. Scarwall issues a silent scream that alerts all other undead in the tower that their realm is in danger. From this point on, until all four spirit anchors are defeated, undead in Scarwall gain +4 turn resistance in addition to effects of *unhallow*. (Undead that already have turn resistance have their bonus increased by +4).

Two Spirit Anchors Defeated: The aura of menace in Scarwall vanishes; *detect evil* and *detect undead* now function normally.

Three Spirit Anchors Defeated: Spirits contained in the castle walls can no longer escape to roam the halls—greater shadows, dread wraiths, and wraiths can no longer be encountered as wandering monsters.

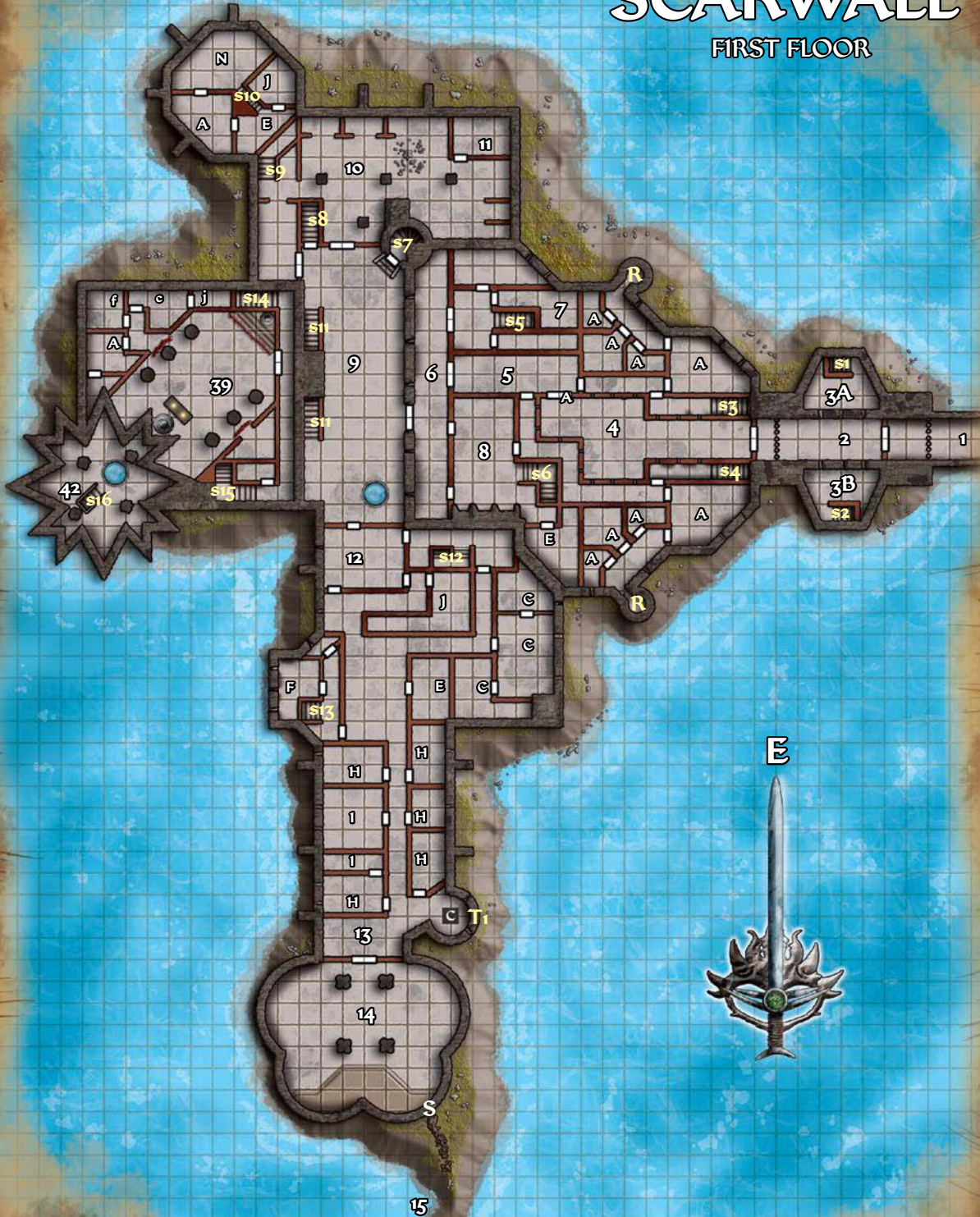
All Spirit Anchors Defeated: The *unhallow* effect vanishes, along with the *dimensional lock* effect that affected all non-inhabitants of the castle. Mithrodar can now be defeated permanently.

Replacing Anchors: Mithrodar can try to replace a defeated spirit anchor with a number of evil creatures in Scarwall, including Sergeant Lashton (page 19), the corpse orgy (area 4), Malatrothe (area 7), one of the cinder ghouls (area 11), any of the gargoyle brutes (page 17), a barbed devil (area 24), a bone devil (area 33), General Gorstav (area 34), or Prelate Aruth (area 37). Ildervok cannot be anchored, since the nightwing is here directly on Zon-Kuthon's will and thus enjoys protection from this fate. Either Laori Vaus or Shadowcount Sial could make for interesting spirit anchors as well. Hopefully, the PCs defeat Mithrodar before he has a chance to reclaim a new anchor.

Creatures: Sergeant Lashton and his skeletal minions wait patiently here for intruders to make it halfway across the causeway. He then signals the skeletons in area 16 above to open the gates to allow them out to defend Scarwall. If the PCs enter Scarwall from a different direction and have not already encountered these undead on the causeway, they are encountered here. The skeletons do their best to fight intruders who approach from the north, but the

SCARWALL

FIRST FLOOR



One Square = 10 feet

cramped quarters are likely to make a battle here one in the party's favor.

In addition, on the first round of combat, the skeletal guards in the room above empty the troughs of supernatural oil, causing the freezing fluid to cascade down into this room. All creatures in the room take 6d6 points of cold damage from the cascade (or half on a DC 15 Reflex save).

SERGEANT LASHTON **CR 10**
hp 58 (see page 19)

SKELETAL NIGHTMARE **CR 6**
hp 65 (see page 20)

HUMAN SKELETONS (16) **CR 1/3**
AC 24, touch 12, flat-footed 22
(+8 armor, +2 Dex, +2 natural, +2 heavy steel shield)
hp 6 (MM 226)
Melee longsword +1 melee (1d8+1/19–20)
Gear full plate, heavy steel shield, longsword

3a/3b. Watchposts (EL 8 per room)

Arrowslits in this room's longest wall allow observation of the castle's entrance hall from this barren room. A flight of stairs leads up along the room's opposite wall.

The stairs in **3a** lead up to area **17a**, while those in **3b** lead up to area **17b**.

Creatures: Kazavon's original gatehouse defenders, minotaur mercenaries, were charged not only with keeping intruders out but also keeping any of his own recalcitrant troops in. These minotaurs were slain by Mandraivus and his band, only to rise as particularly potent undead skeletons. Two of them guard each of these rooms. They defend the entry corridor as described in area **2** above, firing on any living creatures therein—they do not pursue foes beyond the gatehouse, though.

SCARWALL GUARDS (2 PER ROOM) **CR 6**
Dread skeleton elite minotaur (see page 22)
hp 39 each

4. Death Chamber (EL 13)

The scene in this large chamber is stomach-turning. Bodies lie everywhere, orc and human alike. Judging by the sprawled nature of the corpses, they fought brutally before succumbing to their wounds, dying in heaps on the floor. Many corpses are riddled with arrows and crossbow bolts, and a few appear to have perished while locked in mortal combat and still clutch at weapons embedded in various parts of each others' anatomy. A

particularly large mound of bodies lies in the northwest corner, a heap of carcasses in a tangle of limbs. Strangely, while the room reeks of death, the bloodstains on the walls and floor seem incredibly ancient.

This chamber is where Mandraivus's army held off the orc invaders for the longest, collapsing eventually to a man, but not before slaughtering dozens of orcs. While the bodies here may seem recent, they are in fact hundreds of years old, kept "fresh" by the necromantic auras in the walls here—any body in this room is infused with a *gentle repose* effect, so that the corpses remain fresh reminders of the last major battle to take place in Scarwall's halls.

Creature: A strange and sinister recent arrival to Scarwall dwells here, drawn by the tantalizing and permanent supply of non-decaying body parts. This immense ooze-like creature is a monster known as a corpse orgy. Actually an aberration, the corpse orgy absorbs cadavers and makes them part of its body—the huge mound of corpses in the corner of the room is in fact the creature itself, sitting quietly and watching through its dozens of eyes. The strange monster only intended to dwell here as long as it took to absorb the bodies in the room before moving on, but it has become ensnared by Scarwall's malevolence and is now sustained by these same unholy energies. Over the months it's been here, the creature has slipped further into dementia, and can no longer tell its own thoughts apart from fanciful thoughts of the orcs and humans whose bodies it has absorbed. The creature sees itself as the true heir of Scarwall, and any new living creatures who enter the room are seen as fragments of its body returning to rejoin their original host. As it notices the PCs, the creature speaks to them, welcoming them "home" before scuttling forth on dozens of arms and legs in a horrific attempt to embrace and absorb its "wayward children."

CORPSE ORGY **CR 13**
Tome of Horrors III 34
CE Large aberration
Init +4; **Senses** all-around vision, darkvision 60 ft., tremorsense 60 ft.; Listen +18, Spot +22

DEFENSE

AC 22, touch 9, flat-footed 22
(+13 natural, –1 size)
hp 184 (16d8+112)
Fort +12, **Ref** +7, **Will** +12
DR 10/piercing or slashing

OFFENSE

Spd 30 ft.
Melee 4 slams +16 (2d6+5)
Space 10 ft.; **Reach** 10 ft.
Special Attacks absorb body, improved grab, pain shriek

HAUNTS

Haunts function somewhat like traps, but are difficult to detect since they do not “exist” until they are triggered. When a haunt is triggered, its effects manifest at initiative rank 10 on a surprise round; the haunt effect vanishes as soon as the surprise round is over and things return to normal (most haunts never persist into actual round-by-round “combat”). Those in the haunt’s vicinity can make a specific skill check to notice the haunt in time to react—if a character notices it, he might make an initiative check to determine when he acts in the round. Once a haunt is active, a successful turn undead attempt against the haunt’s effective Hit Dice ends it immediately, though the character making the turn attempt must notice the haunt and must act before it in the surprise round it is activated. If the turning attempt results in a destruction result, that particular haunt is exorcised and permanently disabled. A rebuke undead attempt that commands a haunt allows a character to decide what targets in the haunt’s vicinity its effects apply to. Once a haunt triggers, it cannot trigger again for a set period of time (generally 24 hours, although the haunts in Scarwall often reset much faster).

A haunt has a CR score, calculated as if it were a trap. For experiencing and surviving a haunt, award the entire party XP as if it had defeated a creature of that CR. All haunts are mind-affecting fear effects, even those that can produce physical effects.

TACTICS

During Combat Upon attacking, the corpse orgy immediately looses a pain shriek. It then relies on its undeadlike appearance to cause opponents to waste turn attempts and other undead-affecting attacks against it.

Morale If reduced to 30 hp or less, the corpse orgy attempts to flee deeper into Scarwall.

STATISTICS

Str 21, **Dex** 10, **Con** 24, **Int** 14, **Wis** 14, **Cha** 16

Base Atk +12; **Grp** +21

Feats Blind-Fight, Improved Bull Rush, Improved Initiative, Lightning Reflexes, Power Attack, Weapon Focus (slam)

Skills Hide +15, Listen +18, Sense Motive +15, Search +18, Spot +22

Languages Common, Orc, Shoanti

SPECIAL ABILITIES

Absorb Body (Su) A corpse orgy can absorb the physical body of any creature that has been reduced to 0 hit points or less by moving over the body’s space and remaining in contact with it for a full round. A living opponent can make a DC 25 Fortitude save to resist absorption. A dead opponent gets no saving throw. When it absorbs a body, the corpse orgy gains 12 temporary hit points. A creature that was not yet dead dies immediately upon being absorbed. The save DC is Constitution-based.

All-Around Vision (Ex) A corpse orgy gains a +4 racial bonus on Search and Spot checks and cannot be flanked.

Improved Grab (Ex) To use this ability, a corpse orgy must hit a creature one size smaller than itself with a slam attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple, it establishes a hold.

Pain Shriek (Su) Twice per day, as a standard action, a corpse orgy can unleash a piercing shriek from the various heads captured in its form. This shriek deals 10d6 points of sonic damage to all living creatures within a 40-foot radius. Affected creatures can make a DC 25 Fortitude save for half damage. The save DC is Constitution-based.

5. Mandraivus’s Fall (EL 12)

The double door between this hall and area 4 is barred from the eastern side with a heavy iron crossbar (Break DC 30).

Tattered bits of ruined tapestries line the walls of this hallway—wispy filaments of rotting cloth that hang limp and forgotten. Ancient bones from scattered skeletons lie on the floor amid bits of broken weaponry and armor. Only one skeleton seems to remain whole, slumped against the northeastern corner, clad in dust-caked full plate armor.

When the orcs invaded Scarwall, Mandraivus and his soldiers held them off for some time in area 4 before falling back to this room. One by one, Mandraivus’s final guards fell to the invaders until it was only Mandraivus who remained alive. The orcs finally overwhelmed him here. But as the orcs delivered the final blow and Mandraivus’s presence in the castle ended, the latent spirits within Scarwall rose up in triumph. It didn’t take the malevolent, wrathful dead long to slaughter the orcs and drive them out of the castle and claim the building as their own. Bold Mandraivus, victor of a hundred battles, hero of Ustalav, and slayer of Kazavon lies here still, his skeleton slumped ignobly among those of his foes and servants, an anonymous tomb for a great hero.

Haunt: Two rounds after a living creature enters this room, the silence of the ancient, dead castle suddenly shatters. The hall is filled with a cacophony of clashing weapons and battle cries intermingled with the screams of the dead and dying. Individual words are impossible to discern, but as the sounds reach a crescendo of violence, smoky black shapes boil up out of the bones and swirl into a vortex of angry shrieking spirits. The wailing of these spirits may be enough to drive those caught inside the room to madness.

ALLIP VORTEX

CR 9

Notice Listen DC 25 (to hear the faint sounds of battle);

Effective HD 18

EFFECTS

Trigger proximity (2 round onset delay); **Reset** automatic (10 minutes)

Effect As the storm of allip-like spirits churn into an overwhelming vortex, all creatures in this room must make a DC 25 Will save to avoid suffering 2d6 points of Wisdom damage.

Creature: The allip vortex is merely the first danger that faces PCs in this room. The round after the vortex collapses, a towering smoky form rises from the plate-mail-clad bones—this cursed and wrathful spirit is none other than Mandraivus, driven to madness by his centuries of imprisonment in Scarwall. He appears as a shadowy humanoid clad in plate armor made of dark mist. Two red eyes glow deep inside his helm. Mandraivus's stricken soul now exists as a dread wraith. Almost all shreds of his actual personality have long since faded, with his hatred all that remains.

MANDRAIVUS THE LOST

CR 11

Dread Wraith

hp 104 (MM 258)

TACTICS

During Combat In life a noble warrior, Mandraivus focuses his wrath on characters who remind him of his former life. Paladins, heavily armored fighters, and clerics of militant deities are his favored targets, but anyone who wields a bastard sword trumps all other targets. He lunges at such a target, he shrieks, "You shall not have *Serithtial!* She is mine and no other's!"

Morale Mandraivus fights until destroyed.

Treasure: Most of Mandraivus's gear has long since been claimed by other denizens of the castle, but his full plate, which is a suit of *celestial plate armor* bearing heraldry from the nation of Lastwall, was too unsettling for the vile denizens to handle—thus, it has remained, untouched, on his remains for centuries.

6. Porters' Hall (EL 11)

Numerous arrow slits along the northern wall look out over the castle courtyard, and a pair of doors look as if they open onto it. The burnt stubs of torches hang in iron brackets between the arrow slits, and small puddles of rain have formed beneath them, staining the stone. Opposite these, metal rings have been driven into the stone wall; some have short lengths of chain attached to them.

This corridor once served as housing for the castle's slave-porters. It was in ready shouting distance from the main keep, barracks, chapel, or

CELESTIAL PLATE ARMOR

Aura faint transmutation (good); CL 8th

Slot armor; **Price** 28,650 gp; **Weight** 25 lb.

DESCRIPTION

Celestial plate armor is a sturdier version of the standard *celestial armor*. This bright silver suit of +3 *full plate* is remarkably light, and is treated as medium armor. It has a maximum Dexterity bonus of +6, an armor check penalty of -3, and an arcane spell failure chance of 20%. It allows the wearer to use *fly* on command (as the spell) once per day.

CONSTRUCTION

Requirements Craft Magic Arms and Armor, creator must be good, *fly*; **Cost** 115,150 gp, 1,080 XP

guest wing—wherever they were needed. Their threadbare bedrolls have long since disintegrated due to exposure to the elements. The metal rings are where the porters were chained when not on duty.

Creatures: The slave-porters were released by Mandraivus's cabal when they took the castle centuries ago. The minotaur guards who watched over them were



MANDRAIVUS

slain and left behind. Now, these five dread skeleton minotaurs patrol this hall under Mithrodar's orders, watching for intruders attempting to infiltrate the castle via its courtyard. They immediately open fire with their crossbows if they see any targets therein.

SCARWALL GUARDS (5)

Dread skeleton elite minotaur (see page 22)
hp 39 each

CR 6

7. Malatrothe's Quarters (EL 9)

On the walls of this dismal room are hung innumerable bags of netting holding bottles, clay jars, dried plants, desiccated bits of animals, and similar things. Tattered, gauzy curtains have been strung throughout, creating a diaphanous kind of maze. The whole is choked with a dank-smelling smoke that seems to be issuing forth from a pitted iron brazier in the center of the chamber.

This chamber once served as the abode of Kazavon's apothecary and alchemist. Its latest inhabitant has strung it with accoutrements and decoration to remind her of her own home on the outer plane of Abbadon. The netting bags hold many kinds of herbs and animal organs. The brazier burns seaweed-charcoal made on the shores of the river Styx, and its fumes are foul-smelling (but have no game impact) to most living creatures.

Creatures: Malatrothe currently resides in this room. She is a recent arrival to Scarwall and is here to trade souls with Mithrodar, who has granted her protection from the castle's other inhabitants. She has already negotiated several good deals and is currently trying to figure out how to claim one of the castellan's anchoring spirits to take back to Abbadon's soul markets.

If Malatrothe hears the sound of battle nearby, she quickly comes to the conclusion that adventurers have decided to invade Scarwall—who else would be so foolish to attempt such a stunt, after all? She assumes the form of a battered halfling woman dressed in rags and clambers into one of the nets hanging from the walls and waits for a few hours, hoping to trick any adventurers who enter this room into thinking she's a prisoner here. She claims to be an herbalist named Alimae who was snatched from the woods near her home by a horrific dragon and then

carried halfway across the world to this nightmare castle, whereupon the dragon handed her over to a towering evil witch. The witch works in this room, Alimae continues, but says that she's been gone for several hours. Acting nervous and frightened, Alimae says that, if the PCs hurry, she can lead them upstairs to the witch's home, where if they're quick, they can break her crystal ball and weaken her so that when she returns, she'll be easy to defeat.

Of course, all of this is a blatant lie. "Alimae" wants to lead the PCs up to area 18, where she proudly offers them all as new spirits for Mithrodar to claim in return for the spirits of one of his anchors. If the PCs see through her trickery, Malatrothe assumes her true form with a cackle, but still doesn't attack. She compliments the PCs on their perception and caution, then asks them if they'd like to help her with a little project. She assumes they're here to defeat one, some, or all of the commanders in Scarwall. All she wants is to be there when they defeat one of the spirit anchors so she can capture the soul and flee to Abbadon with it. She's worried that Mithrodar has no interest in relinquishing one of his anchors, and if she can't use the PCs as a bribe, she hopes to use them as tools to steal the spirit herself.

Malatrothe knows a little about Scarwall from her meetings with Mithrodar; she knows that the chained spirit's power is tied to four spirit anchors, and that as long as those anchors exist, he cannot be destroyed. She also knows that hundreds, if not thousands, of spirits are bound into the walls of Scarwall by Mithrodar's presence. She can tell the PCs that Castothrane, Belshallam, and Nihil are spirit anchors—she'd prefer to catch Nihil's spirit but only knows the way to Belshallam's lair (although she'd rather not select the powerful dragon as her target due to his strength). She's not sure who the fourth spirit anchor is, but suspects whoever it is lies within the Chapel. If the PCs trust her, Malatrothe is actually one of the more forthcoming sources of information in Scarwall. The one thing sure to ruin an alliance with the night hag, though, is if she discovers the PCs are planning on destroying Mithrodar—for once he goes, the spirits bound here vanish as well, robbing the night hag of what she's decided is a very convenient place to harvest souls. If she learns that the PCs intend to destroy the chained spirit, she remains allies with them until they help her catch the soul



of a spirit anchor (perhaps even aiding them in combat, although only when she feels she can do so without placing herself at risk), then abandons them to warn Mithrodar about the situation, attempting to secure a second anchor from him in payment for the information. Mithrodar does not take this attempt at embezzling well, though, and swiftly slays the night hag—in this event, the PCs find her body in area 18 when they get there, and her spirit being tormented by Mithrodar’s chains.

MALATROTHE

CR 9

Night Hag (MM 193)

hp 68

TACTICS

During Combat Malatrothe has met her fair share of deadly foes in her planar travels, and knows that the surest route to death is to underestimate foes. She treats the PCs as dangerous, and avoids engaging melee with them at the start of a battle, relying on *magic missile* and *ray of enfeeblement* to attack at range. As long as the dimensional lock is in effect, she can’t become ethereal unless she leaves Scarwall, so she does her best to keep a fast retreat route open.

Morale Malatrothe retreats from battle if brought below 40 hit points, attempting to leave the castle grounds so she can escape into the ethereal plane where her loyal nightmare mount waits patiently for her. If she escapes from a fight with the PCs, she puts them “on her list.” She doesn’t return to Scarwall, but does spend some time researching the PCs and learning more about them. She may come back to dream haunt them as early as the next adventure.

Treasure: Malatrothe’s most prized possessions are her soul jars—special containers that night hags use to gather souls and transport them. She brought a half dozen of them with her, and so far has filled four of them with insane spirits she’s purchased from Mithrodar, harvesting them directly from the castle’s walls using vile techniques known only to her kind. Soul jars don’t prevent a body from being resurrected (they don’t function as a *soul trap* or *trap the soul* spell), but they do prevent the souls from traveling into the outer plane to their final rewards or punishments. Each jar is sealed with a thick plug of red wax. In the jars, the captured spirits take the form of writhing wormlike creatures with humanoid faces. If a jar is opened or broken, the soul within fades away, finally released to eternal rest. While these souls could fetch upwards of 5,000 gold apiece, trafficking in human souls is an evil act (even if the souls themselves are as remorselessly evil as the ones in these jars—all four sprits were once minor minions of Kazavon), and could have alignment repercussions. Malatrothe has little other

treasure, having traded most of it away to Mithrodar, and before the PCs arrived was seriously considering doing a little secret looting of other parts of Scarwall to fund continuing business with the chained spirit.

8. Castle Kitchens (EL 11)

Rickety tables, butcher’s blocks, and collapsed shelves clutter this room which appears to have once served as the castle kitchen. The walls and ceiling are covered in soot, particularly to the west where three huge ovens loom. Each is completely covered in a layer of char and soot, inside and out, with bits of charred bone and charcoal caked on the iron grills and in the ash pits beneath. Worse, however, are the two outlines burned into the brick of the oven walls—humanoid images splayed in positions of agony and death. Despite the ancient look of the layers of grime, the ovens radiate slight warmth and the faint odor of burning meat, as if they have been used recently.

As is evidenced by the shadows on the wall, these kitchens were used for far more than just food preparation. One of Kazavon’s favorite means of execution was to lock a victim in one of the huge ovens during his evening meal and slowly fire it while the bound victim struggled. Sometimes he ate the victim as well. When Mandraivus arrived, all of the degenerate, villainous cooks were thrown into the ovens for a bit of just rewards.

Haunt: While Mandraivus managed to cleanse the kitchen of its wicked staff, the method of execution he and his cabal chose had the unfortunate side effect of giving Scarwall the raw soul energy needed to create a dangerous haunt and set of undead guardians. The haunt itself triggers as soon as anyone walks within twenty feet of the front of the three huge ovens.

CREMATORY BLAST

CR 9

Notice Spot DC 20 (to notice tendrils of smoke rising from each of the huge ovens); **Effective** HD 18

EFFECTS

Trigger proximity; **Reset** automatic (1 hour)

Effect A sudden blast of fire wells up inside of each of the three ovens, then plumes out into a sheet of flame that fills the room. As the fires burn, shrieking spirits made of flame tear through the room, swimming through the bodies of living creatures and appearing to tear away bits of flesh as they do. Every character exposed to the fires must make a DC 20 Will save to avoid being convinced the flames are real. Success indicates that the haunt deals no damage, but failure results in a PC taking 10d6 points of fire damage. At the end of the round, the fire vanishes (leaving behind the creatures—see below), but only those creatures who took fire damage appear burned. Other creatures (and the contents of the room) are unscathed.

Creatures: The round immediately after the haunt resolves, the scorched outlines on the wall suddenly peel away and ignite into horrifying undead monsters—cinder ghouls. These are the spirits of the kitchen's two most cruel and sadistic cooks, transformed after the castle's evil took hold into swirling, humanoid clouds of burning ash, bone, and charred body parts that glow fiery red from within and reek of scorched flesh. They roar like a wind-stoked fire as they move to attack.

CINDER GHOULS (2)

CR 7

Tome of Horrors II 27

CE Large undead (fire)

Init +9; **Senses** darkvision 60 ft.; Listen +1, Spot +12

DEFENSE

AC 20, touch 14, flat-footed 15

(+5 Dex, +6 natural, -1 size)

hp 52 (8d12)

Fort +2, **Ref** +9, **Will** +7

Defensive Abilities +2 turn resistance; **DR** 10/magic; **Immune** fire, undead traits

Weaknesses vulnerable to cold

OFFENSE

Spd fly 40 ft. (perfect)

Melee 2 slams +8 (1d8+3 plus 1d6 fire plus energy drain)

Space 10 ft.; **Reach** 5 ft.

Special Attacks smoke inhalation

TACTICS

During Combat The cinder ghouls are nearly mindless, and move to attack the closest targets. On the first round that a cinder ghoul is adjacent to a foe at the start of that round, the ghoul attempts its smoke inhalation attack while the other ghoul continues to fight. Although they will pursue foes into the nearby pantry to the southwest, they do not pursue foes further into the castle.

Morale The cinder ghouls fight until destroyed.

STATISTICS

Str 16, **Dex** 20, **Con** —, **Int** 4, **Wis** 12, **Cha** 19

Base Atk +4; **Grp** +11

Feats Improved Initiative, Lightning Reflexes, Weapon Finesse

Skills Spot +12

Languages Common (cannot speak)

SQ smoke form

SPECIAL ABILITIES

Energy Drain (Su) Living creatures hit by a cinder ghoul's slam attack gain one negative level. It's a DC 18 Fortitude save to remove one of these negative levels 24 hours later. For each such negative level bestowed, a cinder ghoul gains 5 temporary hit points. The save DC is Charisma-based.

Fire (Su) An opponent struck by a cinder ghoul's slam attack must succeed on a DC 18 Reflex save or catch fire (see catching on fire in the DMG). The save DC is Charisma-based.

Smoke Inhalation (Su) As a full-round action, a cinder ghoul

can attempt to force some of its smoky form into the lungs of an adjacent living opponent. The target must succeed on a DC 18 Fortitude save or inhale part of the creature. Smoke inside the victim's lungs burns the tissues and organs, dealing 1 point of Constitution damage each round for 1d4+2 rounds. The affected creature can attempt another Fortitude save each round to cough out the burning residue and stop the Constitution damage. The save DC is Charisma-based.

Smoke Form (Ex) A cinder ghoul's natural form is similar to a *gaseous form* spell, though it retains its natural armor bonus, all attacks, and can use its supernatural abilities. It is able to fly naturally but is subject to the effects of wind (though it cannot be dispersed and takes no damage from wind). A cinder ghoul cannot enter water or other liquids and cannot pass through small holes or narrow openings.

Treasure: Hidden in one of the collapsed cupboards is a stash left by one of the cooks. It consists of valuables taken from victims of the ovens. The stash can be located with a DC 24 Search check. It includes three partially melted silver teeth (1 gp each), a polished green stone, now slightly scorched and cracked (actually a worthless gallstone), the melted remains of a gold wedding ring worth 20 gp, and a *ring of minor spell storing* that contains a *displacement* spell.

9. Courtyard

This wide courtyard stands at the heart of Castle Scarwall, giving an inside view of the castle's looming walls and towers. A chill breeze whips through the courtyard, carrying a few dry leaves from scraggly scrub bushes that grow fitfully at the yard's edges. A wide, stone-rimmed well stands at the western end, though the stone lip is crumbling and has collapsed in places. To the north, stairs rise to a platform fifteen feet above the courtyard. Atop it, a black double door provides entry into the castle donjon. Double doors to the east stand open, creaking on their hinges, as if left open by someone leaving in a hurry. Bent, rusted, and in some cases partially broken spikes protrude from the walls of the courtyard, and here and there, holes in the hard-packed soil hint at long-missing structures or poles that once stood within.

The central courtyard connects all of the wings of the castle, yet is part of none of them. Public executions were often held here under the watchful eye of the priests of Zon-Kuthon on their balcony above. Sometimes, prisoners were impaled or crucified on frames that once protruded from the holes in the ground. Others were hung from or impaled on the numerous wall spikes, some were hurled from the top of Scarwall's tallest towers into the courtyard below, and some were merely beheaded or publicly tortured to

death by Kazavon himself. The well to the south is actually another execution device; a fifteen-foot-deep oubliette that Kazavon sometimes used to simply let prisoners starve to death in a public place where passersby could drop in whatever filth, venomous vermin, or other torments they wished. The oubliette has filled with rainwater over the years—nothing of value remains within.

Development: Note that exploration of the courtyard is likely to attract unwanted attention, possibly from Belshallam the umbral dragon (area 10), the gargoyles who roost on the roofs above, or the minotaur guards in area 6. If any group notices intruders, they immediately emerge to challenge the PCs, as detailed in their encounter description.

10. Belshallam's Lair (EL 14)

This large chamber, perhaps once a stable or kennel, has been gutted. Wooden partitions that may have been stalls lie shattered and burnt, leaving only divots in the walls, floor, ceiling, and a few stone support pillars. The floor is a tangle of broken beams, dung heaps crawling with vermin, and the occasional gleam of polished bone. The whole chamber is shadowy and dim, the darkness seeming almost palpable.

This chamber did indeed once serve as a kennel for several of Kazavon's pets and favored mounts, but the remains of these creatures have long since crumbled to dust. Yet the chamber does not remain unoccupied.

Creature: Umbral dragons are beasts of shadow and darkness. While not directly tied to the faith of Zon-Kuthon, they do share many of the Midnight Lord's interests and goals—in the nation of Nidal, a few umbral dragons serve the church of Zon-Kuthon as advisors, guardians, mounts, and assassins. While most of these dangerous dragons remain unaffiliated with the religion, most are aware of Zon-Kuthon's works and the actions of his most powerful agents.

When the umbral dragon Belshallam first heard the stories of Kazavon, a powerful dragon warlord who served Zon-Kuthon and embraced the shadows, he swiftly grew obsessed with the legend. What manner of treasure and shadowy loot might such a champion of the Midnight Lord have owned? Certainly, much of it would have doubtless been claimed by now, but Belshallam clung to the hope that a hidden treasury may have remained undiscovered. He arrived in Scarwall many years ago. While he explored the ruins, slaying undead here and there that dared rise against him, Belshallam unwittingly fell into a trap. The chained spirit Mithrodar felt Belshallam's soul, and approved of his powerful links to the realm of shadow and the implied links to Zon-Kuthon. When Belshallam destroyed one of

Mithrodar's spirit anchors (a powerful undead warrior named Gorstav, whom the castle's curse later reanimated as a much less powerful juju zombie), the chain spirit snared Belshallam as a replacement anchor.

When Belshallam first discovered he couldn't leave Scarwall, his rage exploded. He did a lot of damage to parts of the building and destroyed several potent undead guardians before he was himself dreadfully wounded and forced to retreat into this room to hide and think through the situation. Over the centuries, Belshallam has tried several times to escape, each attempt being more half-hearted than the last, and finally the dragon came to accept his new fate. He has managed to accumulate a fair amount of treasure and magic from other areas of the castle, a feat that soothes his basic draconic avarice somewhat and provides him some comfort, yet the fact remains that the dragon is terribly bored and listless—and when a dragon grows bored, he grows particularly dangerous.

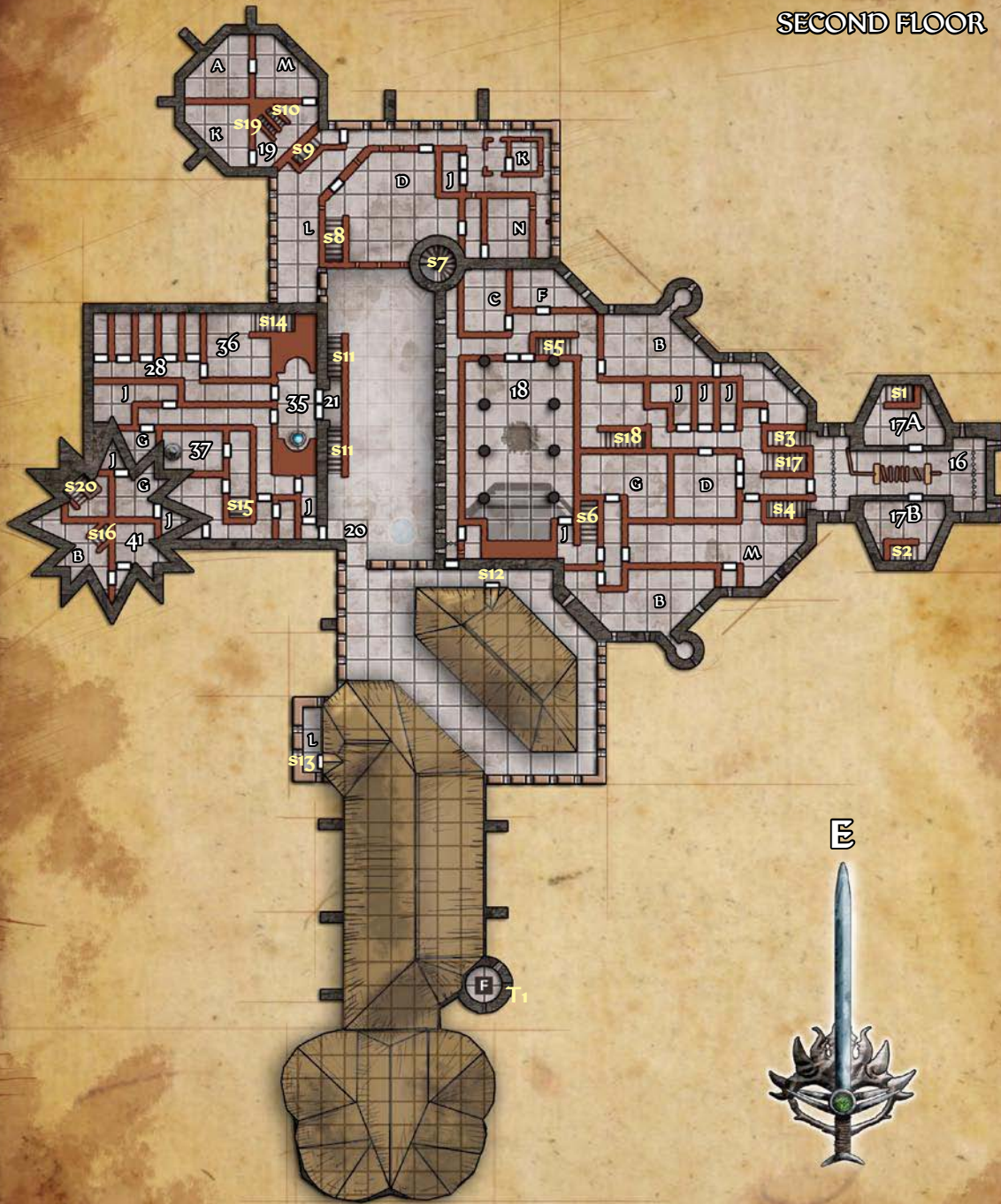
As a living host with a need for food, Belshallam's restraints are more relaxed than those of other spirit anchors. Mithrodar allows the dragon limited mobility around the castle, to a radius of a few miles, so that the dragon can hunt. The mainstay of Belshallam's diet are the fecund mottled worms in the surrounding tarn, supplemented now and then by wyverns or chimeras or other creatures he finds in the surrounding hills (fortunately for the orcs in the barbican, the dragon finds orc meat unpalatable, and has not grown hungry enough to indulge). Yet the dragon's ennui is enough to keep him here in his lair for much of the time, and he spends an increasing portion of his life sleeping as a result.

Although Belshallam is likely to be sleeping when the PCs arrive at Scarwall, his listen check is high enough that even with the –10 penalty for sleeping, chances are good that the sounds of combat in nearby areas waken him. Also, if the gargoyles in the spires above attack the PCs (especially if they move to intercept PCs approaching the castle via flight), their loud shrieking and roars of excitement give Belshallam a DC 10 Listen Check to waken and leave his lair to take a few circling flights around Scarwall to see if something exciting is happening.

Once the dragon notices the PCs, he immediately roars in delight and moves to attack, eager for the thrill of battle. This and his hopes to claim the PCs' gear as treasure are more than enough to send the dragon into battle. Yet despite his ferocity, Belshallam's greatest desire is to escape from Mithrodar and Scarwall's control. If the PCs manage to disrupt this control (either by accident, say, with an antimagic effect, or by design), the dragon roars in delight and immediately breaks off his attack to flee the region—such is his delight that he even abandons the treasure he's accumulated in area 11.

SCARWALL

SECOND FLOOR



One Square = 10 feet

BELSHALLAM

CR 14

Adult umbral dragon (see page 89)

hp 241

TACTICS

Morale Belshallam understands much of how the chained spirit and Scarwall function, and knows that if he perishes here, his soul will become bound even more firmly to the region. As a result, the dragon becomes particularly craven if brought below 40 hit points, attempting to flee back to area 10 to hide and heal. If already cornered here, Belshallam resorts to begging for mercy. Mithrodar's influence prevents the dragon from openly joining forces with the PCs or discussing the nature of how his spirit is anchored, but anyone who speaks for at least one minute with the dragon can attempt a DC 20 Sense Motive check to notice that some sort of magical compulsion is affecting the dragon. Belshallam's only real bargaining chip is his treasure, which he offers to the PCs as a bribe if that will prevent them from killing him. If, on the other hand, the PCs make clear the fact that they are here to release the spirit anchor effect, he grows suddenly very still and quiet. Mithrodar's control isn't enough to force the dragon to attack, but it is enough to keep him from giving the PCs any clue as to how to release him. Belshallam's sudden silence is the best he can do to encourage the PCs that they're on the right track. If, in the end, the PCs decide that the dragon's death is the only option, a cornered Belshallam does his best to kill the PCs before they kill him and consign his soul to eternal imprisonment in Scarwall.

11. Dragon's Hoard

The floor of this chamber is heaped with battered weapons, breastplates, helmets, shields, and a large number of skulls. More importantly, the center of the chamber is occupied by chests overflowing with coins of gold and silver.

Once the stable master's quarters, Belshallam has converted this chamber to hold his treasure hoard. Some of the weapons and relics were taken from victims and heroes that dared to face him and are in poor shape, while other treasures were stolen from other denizens of the castle that Belshallam has confronted.

Treasure: The treasure here includes 7,030 gp, 18,445 sp, and 39,800 cp. Scattered among the coins are various gemstones worth a total of 5,800 gp, and among the battered and dented gear itself are three masterwork greatswords, a masterwork halberd, a mithral breastplate, an adamantite battleaxe, a +1 *lawful outsider bane* greatsword, a Small suit of +3 *chainmail*, and a *staff of necromancy* (28 charges).

12. Guest Wing Entrance

A few torn tapestry fragments hang from the walls in this otherwise empty room.

FREETING BELSHALLAM

Of the four creatures serving as spirit anchors, two are undead and one is a devil—if freed of the anchor effect without being killed (such as via a *dispel evil* spell or antimagic), they remain true to their evil natures. Belshallam, on the other hand, is capable of thanks and gratitude, despite the fact that he is as evil as dragons come. If the PCs free him, his first goal is to escape Scarwall. He flies to one of the turrets overlooking the central tarn and alights there, watching curiously to see if the PCs follow. If they do, he thanks them for freeing him from the place, and although he has little desire to return there and possibly fall prey to the castle's curse or Mithrodar's clutches again, he can certainly help the PCs with advice. Although he knows nothing of *Serithtial's* fate (the sword was taken below long before his arrival), he does know a fair bit about the castle, its denizens, its layout, and the perils the PCs could face there. You can use Belshallam to give the PCs any hints you want about Scarwall, although he knows nothing about the donjon or the Star Tower and very little about the guest wing. If the PCs ask him where they might find where *Serithtial* may have been taken, his only guess is the donjon or the Star Tower, the only parts of the castle he remains wholly ignorant of.

The western wing of Scarwall was known colloquially as the "guest wing," though there were relatively few actual guest rooms located in the castle—most of the chambers in this wing were small, personal torture chambers. Even the honest guest rooms had doors that could only be locked from outside and mountings on their walls where manacles could be hung. Frequently, actual guests of Kazavon's were allowed to participate in the many horrors perpetrated on the castle's prisoners as part of their entertainment. As such, the guest wing is steeped in as much or more blood than any other portion of the castle. This wing has no commanding spirit as is the case in most of the other sections of the fortress, but it does house one of Scarwall's most powerful spiritual presences—one avoided by all of the castle's other inhabitants, and the only one that cannot be controlled by the chained spirit Mithrodar. This is a powerful form of undead that arises from a collective malice and spiritual energy from dozens of deaths—a *danse macabre*.

13. Malice Aforethought

This area appears to have been a parlor of some sort, set at the intersection of a hall and an entryway marked by a pair of elaborate mahogany double doors. A pair of sagging, velvet-covered divans sit against the walls beneath a thick layer of dust. Standing against the northern wall is a marble statue of a man clad in elegant nobles' robes, though his head is hidden beneath a rough leather sack.

Kazavon enjoyed tormenting his guests as much as his prisoners, and the hooded statue is just such a torment for overly curious guests. Over the years, the leather sack has grown brittle, and it crumbles to fragments if anyone jostles it or otherwise attempts to remove it. Removing the sack reveals the stern, scowling face of a handsome human man with the flinty eyes of a warrior and a sneer of disdain over perfect, if somewhat overlarge, teeth. A DC 25 Knowledge (history) check identifies this as an image of none other than Kazavon himself (in his human form). However, the statue bears a curse that affects anyone who looks upon its face. Such an individual must make a DC 22 Will save or be overcome by an irresistible urge to climb the ladder into area 22 above. This curse is a mind-affecting compulsion—a victim can only be prevented from following its dictates by being physically restrained or by breaking the curse via magic (the curse itself functions at CL 20th). The compulsion also ends one minute after the victim is no longer looking at the statue's face, but should he look again, he must save again. Destroying the statue renders the curse ineffective.

Kazavon enjoyed seeing his guests fall victim to this curse, creating a sort of round-robin chain of prisoners in area 22 as they stayed in his castle or attended one of the galas he hosted. Inevitably, someone would throw a cloak or blanket over the statue to end the game until the next time an event was held. Mandraivus's group placed the leather bag over the statue's head after divining its purpose.

STATUE OF KAZAVON

hp 80; Hardness 8; Break DC 30

14. Rosette Observatory (EL 14)

This vast, grand ballroom is constructed in a floral shape with a high, vaulted roof of intricately wrought glass panes bearing a slight rose tint but nevertheless providing a breathtaking view of the sky above. Clover-shaped pillars support key portions of the roof above the polished floor of stained cherry, and a wide dais provides room for an orchestra to play or stage performance to occur. A few broken chairs have been pushed into the corners, but otherwise this room is empty.

Here in the rosette observatory, Kazavon hosted his grand cotillions. These affairs were always of utmost sophistication but varied from elegant dances and dramatic performances for his honored guests to absolute debauchery and orgies culminating in cannibal feasts visited upon his less fortunate visitors. Typically, the participants didn't even know which sort of engagement it was going to be until it was too late. Thanks to the spirits of the castle, the room remains in perfect repair, but the wooden floor—actually

composed of oak—has been indelibly stained a rich cherry color by the bloodshed here.

The secret door in the southwestern wall is rather well hidden, but can be located with a DC 35 Search check. A character who locates the faint trail from area 15 to this spot on the outside gains a +10 circumstance bonus to Search checks to find this secret door.

Creature: More blood was spilled in this ballroom than anywhere else in the castle. As a result, the restless dead concentrated here have “fused” their spirits, becoming an undead horror of incredible menace. The very representation of death incarnate, this creature is known as a *danse macabre*. It lurks incorporeally near the ceiling of the room, and the rose color of the glass provides a camouflaging effect. The PCs must make Spot checks opposed to its Hide check in order to notice that it floats above them until it attacks or they detect it by some other means. Once all of the PCs appear to have entered the room, it begins its dance of death to join them with its eternal existence.

DANSE MACABRE

CR 14

hp 184 (see page 80)

Treasure: Buried beneath the wooden floor of this chamber is the general that led Tamrivena's forces alongside Count Andachi to defeat Kazavon. After slaying him, Kazavon placed his body here as a personal trophy. The corpse can only be found by magic or tearing up a portion of the wooden floor to reveal the cavity beneath. Within, the skeleton still wears its +2 *full plate armor*. Clutched to its breast is a +1 *holy cold iron longsword*. His +1 *tower shield* still bears the rampant eagle coat-of-arms identifying him as Sir Echolt Crommerand of Tamrivena if the PCs make a DC 30 Knowledge (nobility and royalty) check.

15. Hidden Mooring

A faint, narrow trail follows the rocky ridgeline of the castle's island, yet this trail hasn't been used in centuries. A DC 35 Survival check is enough to locate the faint remnants of a once-properly cleared trail, but most of it has eroded away, making it undetectable unless PCs are on the ground and looking for it. This was the route that Mandraivus and his cabal used to invade Scarwall, approaching invisibly via *water walk* from the west. Mandraivus and his cabal were tipped off to this entrance by a man named Kleestad, Kazavon's chamberlain. Kleestad paid well for his treachery, as detailed in area 47.

At the western edge of the island where the trail ends, a few short stone columns sit just underwater in the shallows of the tarn, all that remains of a small quay that once stood here. The ruined quay is visible from above water with a DC 20 Spot check. Though Kazavon never seemed particularly worried about an escape route from Scarwall (something

he paid for in the end), his chamberlain Kleestad was less confident and had this mooring and the secret door in area 14 constructed in case the castle should ever be seriously threatened by Kazavon's many enemies.

Treasure: A DC 23 Search check made on the trail itself uncovers an ancient platinum coin dropped for luck by Mandraivus before entering the castle. It was minted more than 700 years ago in ancient Ustalav and would be worth 20 gp to a collector of antiquities. Anyone aware of its historical significance—dropped by Mandraivus before his raid on Scarwall—would likely pay ten times as much.

Scarwall Second Floor

The second floor of Scarwall consists of areas 16–22. Random encounters function normally here, and all encounter locations are on the map of the second floor on page 34.

16. Gate Winch (EL 10)

This oddly shaped chamber occupies most of the gatehouse's second floor. A large set of winches in the room seem to govern the gates and portcullises in the gateway below. Troughs run along the sides of the winches, just above a set of murder holes in the floor to the east and west of the winches. Arrow slits pierce the outer walls in several places, completing the room's defensive posts.

This room was the focal point of the main gate's defenses. Troops could be shuttled through here to reinforce different areas of the gatehouse, and the actual gates could be controlled as well, by means of the portcullises. The troughs were normally kept filled with oil that could be brought to a boil and dumped into the room below in times of invasion. The haunting of Scarwall has infused the oil kept here, making it instead supernaturally cold. Ten minutes after the troughs are emptied, the freezing oil magically refills in these troughs.

Creatures: A total of four dread skeleton minotaurs are stationed here, minions of the castle and Captain Castothrane (who remains in the chambers above throughout any assault on the castle).

SCARWALL GUARDS (4)

CR 6

Dread skeleton elite minotaur (see page 22)

hp 39 each

17a/17b. Guardhouses

This chamber is bare of furnishings other than a wooden table sized for large creatures and three similarly sized chairs. A stairway descends along the wall, and a ladder provides access to a wide trapdoor above. A door exits in one wall.



Both of these chambers served as guardhouses for those on duty defending the main gate. The stairs in **17a** descend to area **3a**, while those in **17b** descend to **3b**. Despite their age, the ladders leading to the trap doors remain sound, held together by the castle's curse. The trap doors in the ceiling provide access to the parapets near area **23** above.

18. Great Hall (EL 15)

Thick wooden columns, their sides caked with dust, support the ceiling above this large hall. Between them, in the center of the room, sits a large fire pit, its ashes long cold. Many old stains mar the floor, some surely of spilled food and ale, though several darker ones appear more grisly in origin. At the western end of the hall, a wide dais rises where the lord's table could be set to oversee affairs in the hall. In the center of the dais is a great chair carved of oak and studded with iron rivets. Down one step and to the left of it is a smaller chair of oak, less elaborate.

Scarwall's great hall was Kazavon's seat of power. It was here the warlord entertained his subjects (often at the painful expense of prisoners, guests, or even his own guards). His great chair on the dais has stood empty for the past several centuries. The smaller seat belonged to a man almost as cruel as Kazavon—his castellan Mithrodar. The fire pit is only 2 feet deep and holds a foot of ash.

When Mandraivus and his cabal invaded Scarwall, they confronted Kazavon and several of his minions here. Mithrodar died on *Serithial's* edge, but his death bought Kazavon the time he needed to retreat to the castle donjon. Of course, this only delayed the warlord's inevitable doom.

Creatures: Kazavon's castellan Mithrodar now exists as a powerful ghostlike undead known as a chained spirit. As Kazavon's second-in-command, his spirit became the lord of Scarwall when Mandraivus was slain so long ago and the unquiet dead of Scarwall rose up. Mithrodar now maintains complete command of Scarwall, yet ironically he is also its most tightly bound prisoner. As with all chained spirits, he derives much of his power by investing fragments of his own undead soul in four spirit anchors. With each spirit anchor defeated, Mithrodar grows much less powerful, and if all four are destroyed, the chained spirit himself can be destroyed as well. The four chains that descend from Mithrodar's ghostly body are physical manifestations of this link; each anchor destroyed removes one of these chains.

After all these years, little remains of Mithrodar's personality. He is now not much more than a malevolent intelligence eager to see that the haunting of Scarwall continues, yet constantly in fear that a powerful force will cast him adrift by destroying his anchors. Mithrodar is at once in a position of power, for he commands much necromantic magic, and one of servitude, as he cannot

directly influence events in Scarwall. In many ways, his condition is a punishment handed down from Zon-Kuthon himself—until Mithrodar fails at defending Kazavon's lair again, he is cursed to watch and wait.

Mithrodar is attended by five spectres—once his personal retainers, and now his eternally bound undead thralls. These normally lurk in the servants' entrance, but they respond to his mental summons in one round. As long as at least one spirit anchor remains, Mithrodar cannot be slain. As detailed under the chained spirit entry on page 78, the undead menace reforms at full strength in one minute. Fortunately, Mithrodar is bound to this chamber and cannot leave it to pursue fleeing characters.

MITHRODAR

CR 14

Chained spirit (see page 78)

hp 203

SPECTRES (5)

CR 7

hp 45 each (MM 232)

Development: With the destruction of the chained spirit, the curse over Scarwall has nothing anchoring it to this location. Mithrodar wails and shrieks as he is defeated, and then his body twists and spirals as if caught in a vortex. A heartbeat later, he is gone. After a few moments, the walls of the castle begin to shimmer and brighten as the shadows that cling to every inch of the cursed structure fade. The sound of countless sighs whisper in the ear, and the oppressive sense of menace overlaying the structure fades. At the same time, many of the undead in Scarwall collapse into lifelessness—this includes all of the undead on the random encounter table on page 22, all of the haunts scattered throughout the castle, and most of the undead encountered in various areas (the *danse macabre* in area **14** is unaffected by this development). Living creatures, such as the gargoyles and devils that dwell in the towers above, sense this change in the castle's atmosphere, and in time they may move on to seek other lairs, but are not affected by the end of the curse. Any PCs whose souls are trapped in the walls of the castle are now freed as well. Zellara, if she succumbed to the castle's curse, is also freed, and her spirit returns to her *Harrow Deck* with a grateful sigh, restoring the magic item to full functionality once again.

A few moments later, a small luminescence forms before the PCs. It rapidly increases in brightness until a figure manifests before them. The figure is that of a confused-looking human male in early adulthood. He wears finely cut, if long-out-of-style clothing and is clearly a nobleman of some sort. A DC 30 Knowledge (history or nobility and royalty) check identifies his attire as Ustalavic, but from a period of time several hundred years ago. As the ghostly figure looks around and notices the PCs, his ghostly flesh



strips away, revealing raw muscle and bone below as if he were being flayed by invisible knives. However, after being reduced in such a horrible fashion, his skin reappears a moment later only to start the process all over again. To his credit, the ghost seems to hardly notice his continuing mutilation, with only the occasional flinch as a particularly tender bit of skin is tugged away.

This grisly but harmless shade is in fact the phantom of Count Andachi himself, his soul finally freed from its long imprisonment in Scarwall. While undead, the phantom is not malevolent, and it only has enough strength to maintain its manifestation for a few moments before moving on to Pharama's Boneyard for judgment. But before he goes, Count Andachi has a message for the PCs. When he speaks, his accent is distinctly Ustalavic and archaic, yet his words are clear, manifesting as sounds as much as they do telepathic thoughts.

"You. You have done a great thing today. You have accomplished the conclusion of legend. What has festered here in Scarwall is no more, and in saving us all, you have returned honor to Tamrivena after these long years of shame—a shame I created, and a shame I was unable to lift. I sent Kazavon into Belkzen, so many ages ago. Eventually, when even my coward's soul could no longer bear to hear tell of his cruelties, I came here

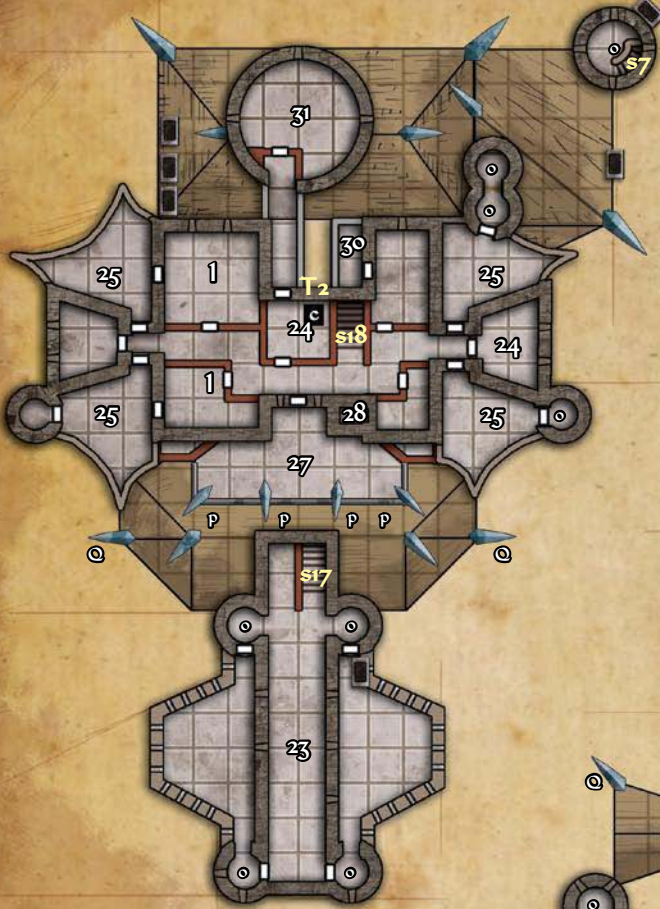
to Scarwall to attempt to undo what I had done in asking for the Midnight Lord's aid in defending Tamrivena. Yet again I failed—my general, Kazavon, had me skinned alive and ate the strips raw before my dying gaze. And when I did die, my soul remained, trapped here as surely as any prisoner.

"There came a time soon thereafter when Kazavon was finally slain, laid low, as with many of his cruel minions, by a powerful blade borne by a hero named Mandraivus. His blade *Serithtial* brought an end to Kazavon's rule, yet could not quench his spirit, for Kazavon was one of the Midnight Lord's chosen. Mandraivus wisely ordered the dragon's relics taken away, and remained behind to watch over the castle. The presence of his faith, his strength of will, and most of all, his blade *Serithtial* kept the spirits of the dead quiet, yet these did nothing to protect him from a baser threat. The orcs came down and murdered him. As he fell, his soul became trapped in these cursed walls. Without his presence, the light of *Serithtial* went dark, and the spirits of Kazavon's legacy took hold. This is the blasphemy you have righted today, and now, Scarwall will be left to crumble to dust as the ages march on.

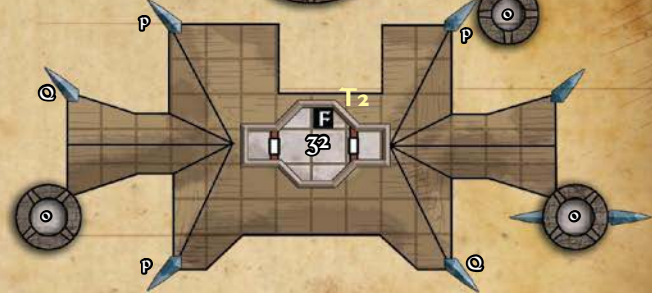
"Yet I sense in you that your quest is only partially done. I have dwelt in Kazavon's echo for too long not to feel his strength, his influence, take seed in your queen, so far away. Strange names that I do not know are in my head. Korvosa.

SCARWALL

HEIGHTS



N



One Square = 10 feet

lleosa. Your own. Kazavon quickens in your home, and you must recover *Seriththial* if you are to cast him down as surely as you have cast down his presence here. Yet the agents of the Midnight Lord know of the threat *Seriththial* poses to his child. While they cannot destroy the sacred blade, nor even take it far from this place without invoking the wrath of Iomedae... they can hide it.

"I can still feel a presence in this place, a power linked to the Midnight Lord. It remains in the Star Tower, once Kazavon's inner sanctum. I see that here, in the deepest heart of Scarwall, your goal lies hidden. A fragment of Scarwall's curse lingers there, lodged and stubborn. When the curse held sway, this way was blocked to you. Now, seek it out, and it shall lead you to your goal. And now, with my time here at an end, your time shall at last begin...."

The end of his speech coincides with the completion of one of his ghostly mutilations, except this time his form does not rejuvenate. Instead it crumples and slowly fades from view. The House of Tamrivena is at last no more.

Ad-Hoc Experience Award: For defeating Mithrodar and lifting the curse from Scarwall, award the PCs experience as if they had defeated a CR 14 creature.

19. War Tower (EL 12)

Soot stains the walls and floor of this ancient guardpost, and the smell of sulphur hangs heavy in the air. Open doors to the north and east lead into other chambers, while two flights of stairs (one leading up, the other leading down) stand to the northeast.

Creatures: Once used by Kazavon as an armory and a place to plan his campaigns and atrocities, the chambers of the War Tower are patrolled by three Nessian warhounds. One is always present in this room, with the other two wandering among the rooms on this floor or the one below on the first floor. Upon sighting the PCs, their baying is loud enough to bring the others running in 1d4 rounds, and is sufficient to alert Gorstav in area 34 above. The warhounds pursue foes throughout the War Tower, but do not chase prey into other parts of Scarwall.

NESSIAN WARHOUNDS (3)
hp 114 each (MM 152)

CR 9

20. Parapet Entrance

A narrow parapet runs from the Guest Wing roof above the courtyard to this small side entrance to the donjon. This out-of-the-way entrance was created for discreet visits by some visitors to the castle or discreet kidnappings of other visitors. The heavy oak door leading into the donjon is firmly locked (Open Lock DC 40), and the seams around its edges are sealed with lead (Break DC 30), part of Mandraivus's attempts to seal in the evil within.

21. Grand Entrance

This double door of bronze is so tarnished that it appears almost black. Cast in bas-relief on its exterior are gruesome images of devils and priests cavorting among the corpses and tortured souls of the damned. A skull and spiked chain overlook the entire scene from the center of the doors. A heavy wheel is set into the center of each door.

In Kazavon's day, these doors could only be opened by bypassing an intricate lock and then turning the wheels. However, scrutiny of the doors and a DC 15 Search check reveals that the stone door jamb has been magically altered (via *stone shape*) to form a seal around the edges of the doors. The central seam has likewise been sealed with lead. These steps were taken by Mandraivus's men long ago in their attempt to contain the evil within the donjon until some point in the future when Mandraivus's resources were enough to tackle what they feared was within. The doors can now only be opened by breaking through them (Hardness 8, 150 hp, Break DC 34).

22. Prison of Woe

This small chamber is nondescript save for two trap doors—one in the floor, another in the ceiling fifteen feet above. Four narrow windows look out over the castle rooftops. The room's only feature is a single shriveled dwarven corpse huddled at the base of the west wall, its bony arms locked firmly around its bent knees, its parchment-thin skin dried and cracked in places, revealing the bones beneath. A bushy, gray beard still covers much of its skull-like jaw line, though portions have fallen out into its lap. Next to it is a small coil of string and a pile of tiny bones with a few black feathers interspersed among them.

This chamber is the focal point for Kazavon's cursed statue in area 13. The curse forces a severe form of agoraphobia in which only this specific chamber brings succor to the victim. The cursed individual is drawn to the comfort of this room, even violently so, and will not willingly leave so long as the curse remains. The curse can be lifted by the means described in area 13 or if another victim of the curse comes in to take his place. At that point the original victim's curse is lifted, allowing him to leave freely. Kazavon loved to watch the Machiavellian maneuvers of his guests as they strove to release their own comrades at the price of someone else. Those left in here would remain until they eventually died of privation (Kazavon often provided food and water to prolong their agony).

The mummified remains are those of a dwarven scholar abandoned by his students 645 years ago after he was invited by Kazavon to conduct a lecture. He managed to survive for

RING OF IMMOLATION

Aura moderate
 evocation (fire); CL
 10th
Slot ring; **Price** 12,000
 gp

DESCRIPTION

A *ring of immolation* appears as two ashen gray hands clasping each other; the ring itself is made of pumice and hardened ash, but is as strong as metal. As a free action, the wearer can activate the ring to create a *fire shield* (warm) on himself. The wearer of a *ring of immolation* can activate a *fire shield* on himself for up to 10 rounds each day. The duration of the *fire shield* need not be consecutive rounds. If the wearer takes magical cold damage, the ring automatically activates for one round if any rounds remain, protecting the wearer from the cold damage as per the spell.

CONSTRUCTION

Requirements Forge Ring, fire shield; **Cost** 6,000 gp, 480 XP



8 months by drinking rainwater and snaring the local rooks with a bit of string before finally starving to death.

The trapdoor in the ceiling leads to a small, crenellated rooftop, but clambering up the walls to reach the trap door requires a DC 25 Climb check.

Scarwall Heights

The third floor of Scarwall's keep and the towers (excluding the donjon and the Star Tower) consists of areas 23–34. Random encounters function normally here, and all encounter locations are on the map of the heights on page 40.

23. Gatehouse Loft (EL 13)

This long chamber has inward-slanting walls, like an attic. Many old barrels and boxes, broken and empty, are stacked at the base of the walls. Stairs descend to the north, near two small alcoves with conical roofs.

The gatehouse loft was once used to store supplies and armaments, and to provide access out onto the roof turrets for defense. When Scarwall fell to Mandraivus, one of its staunchest defenders was slain in personal combat with the hero of old.

Creatures: Captain Castothrane is one of the few undead who was undead before Kazavon fell to Mandraivus. Although Castothrane was defeated by the cabal, when the spirits of Scarwall reclaimed the castle, they restored

the skeleton warrior back to his prior undead existence to become one of the chained spirit's anchors. His orders from Mithrodar are very specific, and he will not leave the gatehouse or the nearby parapets for any reason, even though he is tormented every second by the knowledge that his circlet is tantalizingly close in area 31 to the north. Castothrane is attended by the undead spirits of his two bodyguards, transformed by Scarwall's curse into greater shadows. The low ceiling and many boxes ensure that any light sources brought in here create deep and tangled shadows—perfect places for these undead to hide in ambush.

If one of the characters carries or wears Castothrane's circlet, the skeleton warrior points to that character and says, "...Mine... you have what is mine... give it back!" If the PC refuses, Castothrane attacks that character to the exclusion of all others; if that PC falls, Castothrane ignores others in his mad search for the circlet. If he finds it, he sighs and places it on his head—as he does so, both the circlet and Castothrane himself crumble to dust. Of course, Castothrane's spirit is simply reabsorbed by the castle, but he is now no longer one of Mithrodar's anchors.

CAPTAIN CASTOTHRANE

CR 12

Male human skeleton warrior fighter 10 (*Tome of Horrors*)

Revised 392)

LE Medium undead

Init +5; **Senses** darkvision 60 ft.; Listen +0, Spot +6

Aura fear (30 ft.)

DEFENSE

AC 28, touch 11, flat-footed 27

(+10 armor, +1 Dex, +4 natural, +3 shield)

hp 95 (10d12+30)

Fort +12, **Ref** +6, **Will** +5

DR 10/magic and bludgeoning; **Immune** turning and control;

SR 25

OFFENSE

Spd 20 ft.

Melee +2 *battleaxe* +19/+14 (1d8+9/19–20/x3)

Ranged mwk composite longbow +12/+8 (1d8+5/x3)

Special Attacks find target

TACTICS

During Combat Castothrane uses Power Attack, seeking a point where it becomes difficult to hit regularly with his second attack. He also attempts to maneuver the fight out onto one of the nearby parapets, so he can attempt to bull rush enemies off the edge—anyone who falls from either parapet takes 6d6 damage from the fall to the rocky shoreline below. Although Castothrane would like nothing better than to pursue fleeing enemies, his orders are to remain on this floor no matter what.

Morale Castothrane fights until destroyed, or until he receives his circlet.

STATISTICS

Str 21, **Dex** 12, **Con** —, **Int** 10, **Wis** 10, **Cha** 16

Base Atk +10; **Grp** +15

Feats Cleave, Great Fortitude, Greater Weapon Focus (battleaxe), Improved Bull Rush, Improved Critical (battleaxe), Improved Initiative, Iron Will, Lightning Reflexes, Power Attack, Weapon Focus (battleaxe), Weapon Specialization (battleaxe)

Skills Climb +13, Intimidate +24, Ride +14, Sense Motive +6, Spot +6

Languages Common

SQ circlet bound, unholy fortitude

Gear +2 full plate armor, +1 heavy steel shield, +2 battleaxe, masterwork composite longbow (+5 Str) with 20 arrows, ring of immolation

SPECIAL ABILITIES

Circlet Bound (Su) As with all skeleton warriors, Castothrane is bound to a golden circlet. As long as he remains a spirit anchor, though, the circlet's power to control him is useless. This circlet is described in area 31.

Fear Aura (Su) Castothrane is shrouded in a 30-foot-radius aura of fear. Creatures with less than 5 HD must succeed on a DC 17 Will save or be affected as if by a *fear* spell (CL 10th).

Find Target (Sp) Castothrane can track and find the possessor of his circlet unerringly, as though guided by a *discern location* spell. He can also find the last person to possess his circlet using this ability.

Turning Immunity (Ex) Castothrane cannot be turned or controlled by clerics.

Unholy Fortitude (Ex) Castothrane gains bonus hit points equal to his Charisma modifier times his Hit Dice, and a bonus on his Fortitude saves equal to his Charisma modifier.

GREATER SHADOWS (2)

hp 58 each (MM 221)

CR 8

24. Guardroom (EL 13)

This sparsely furnished chamber appears to be a guardroom with a single table, two chairs, and a tarnished brazier. Hanging above the table is a bronze gong and striker.

The keep's third floor is the domain of a dangerous devil, the ashmede Nihil. A gift to Kazavon from Zon-Kuthon, Nihil and her outsiders were gone from Scarwall when Mandraivus and his cabal struck, but have since returned only to become trapped by Scarwall's curse.

Creature: The bulk of Nihil's command were devils. At the height of Kazavon's rule, she commanded dozens of them, but now her reserves are down to only a few. Her two remaining barbed devils stand guard in this chamber. After hundreds of years of boredom, they're itching for a fight. The barbed devils keep Nihil apprised of the battle

SCARWALL'S DEVILS

Several devils dwell in the upper floors of Scarwall's central keep. Commanded by an ashmede devil named Nihil, there are in all five imps, two bone devils, and two barbed devils. The devils have achieved a sort of alliance with the 12 gargoyle brutes that lurk in the heights as well, and both groups work together to defend the upper floors and towers.

A confrontation in Scarwall's heights, unlike the first and second floors below (where the denizens are generally isolated and aren't interested in cooperation), can quickly explode into a mass battle between the PCs and the gargoyles and devils. Make sure to be familiar with the locations of the various denizens of these areas so you'll be ready when a battle breaks out. Remember also that as long as the *dimensional anchor* effect is in place, the devils cannot use *teleport* and must run or fly to join battles (they can still summon infernal aid, however).

CAPTAIN
CASTOTHRANE



via telepathy, and as soon as one of them falls, the other is ordered to retreat to area 31 to protect their mistress.

BARBED DEVILS (2)

CR 11

hp 126 (MM 51)

25. Ledges (EL 7)

These balconies overlook the castle and surrounding area—unlike the lower parapets, they have no railings to prevent falls, but serve as excellent landing platforms for flying steeds. Each of these ledges is watched by at least one gargoyle brute on a nearby perch (indicated on the map as area Q)—if they see any intruders on one of these ledges, they shriek an alarm and swoop down to attack.

GARGOYLE BRUTE

CR 7

hp 84 (see page 17)

26. Seraglio

This chamber holds only a few rough cots and wardrobes containing all manner of female garb ranging from elegant evening gowns to revealing nightwear, much of which seems to be yellowed and crumbling with age.

Kazavon kept the occasional female prisoner locked away here, intending to sire a half-dragon heir someday. Unfortunately (or perhaps fortunately) for his brides-to-be, his more sadistic and gluttonous hangers-on saw them murdered before he ever saw this plan through.

Treasure: One of the articles of clothing in the wardrobe has weathered the passage of time better than the others—a suit of +3 mithral glimmered chainmail.

27. Main Balcony

An ornate iron railing set with decorative spikes and flanges honed to the sharpness of a blade hems in this large balcony. The balcony itself overlooks the gatehouse and approach to the castle.

The sharpened edges of the railing are particularly deadly, and deal 1d6 points of damage per round to anyone climbing on them. If bull rushed into them, a creature takes 1d6 points of damage plus the bull-rushing creature's Strength bonus. This balcony is watched by two gargoyle brutes on nearby perches (indicated on the map as area Q)—if they see any intruders on one of these ledges, they shriek an alarm and swoop down to attack.

28. Secret Storage

The secret door to this room can be found with a DC 32 Search check. The door itself is *arcane locked* (CL 18th),

and the aura of that spell is masked by a *magic aura* to make it appear nonmagical. This secret chamber was used by Kazavon to store various rare components and item crafting tools. Within is a rolltop desk holding numerous rare spell components (of which 9,000 gp in gems and diamond dust remain usable) and sheaves of fine parchment and powders for making ink (these have all decayed to uselessness). Leaning against the desk is a *staff of conjuration* (13 charges) built to resemble a mundane walking stick.

29. Library

A few shelves line the walls of this room, holding a modest collection of books and scrolls. A table with a comfortable, velvet-lined chair stands between the chamber's arrow slits. The melted stumps of two thick candles rest upon it.

Though not overly interested in literature, Kazavon did keep a small collection of writings. The books here have been maintained by the castle's haunted aura, but still feel old and brittle to the touch. Most are historical and geographical works relevant seven centuries ago, from which the PCs could learn much about the history of Belkzen, Ustalav, and even the reign of the Whispering Tyrant, though this information plays no role in this adventure.

Treasure: One book, entitled *On Vaults and Treasure Chests*, is actually hollowed out and holds a small bag that contains five diamonds worth 500 gp each and a large onyx worth 200 gp. In addition, three scrolls are hidden on the shelf nearby—a *scroll of animate dead*, a *scroll of analyze dweomer*, and a *scroll of freezing sphere*. These items can be found with a DC 30 Search check.

30. Private Balcony (EL 7)

This small balcony is surrounded by a stone rail identical to that at area 27.

Creatures: Perched upon it are five invisible imps that serve Nihil as messengers and spies. If they notice the PCs, four of them begin following them invisibly while the fifth flutters up to warn Nihil. If the PCs enter combat, the imps hang back and use *suggestion* to disrupt tactics by ordering PCs to drop their weapons, run away, or otherwise make foolish tactical errors.

IMPS (5)

CR 2

hp 13 each (MM 56)

31. Lord's Tower (EL 13)

The door into this tower is locked with a superior lock (Open Lock DC 40)—the door itself is heavily reinforced to keep people out (hardness 5, hp 90, Break DC 35).

The interior of this tall, hollow tower is silent and menacing. High overhead, an opening at the tower's peak lets in light, as do the arrow slits set into the walls, yet nothing seems capable of dispelling the gloom of ancient evil that looms here. A shallow pool of stagnant water from past rains has formed in the center of a floor that is largely empty of furnishings. Near the far wall slumps a wide bed, swathed in rotten and moldy bedclothes. The bed itself hangs a few feet off the floor, supported at its corners by chains hanging from a series of iron support beams above. To the side a large gilt throne stands upon a short dais before a series of manacles inset into the floor. A nearby fire grate, long cold, holds a collection of branding irons and other torturer's tools. A series of alcoves climbs the walls of this tower in an ascending spiral. Within each stands a statuette, art object, or polished skull.

This vast hollow tower served the warlord Kazavon, the despot of Tamrivena and conqueror of Belkzen, as home. Only his most trusted subjects knew that he was actually a blue dragon, as he preferred his human form over his draconic one. As a result, his lair is outfitted to accommodate a humanoid form as well as provide the space necessary to stretch out a bit away from prying eyes. A DC 23 Search check turns up a few large scales of deep indigo color pushed into out-of-the-way corners, remnants of the chamber's former occupant and identifiable with a DC 30 Knowledge (arcana) check as having once belonged to a great wyrm blue dragon. Despite Kazavon's long absence, the room still fairly reeks with the evil presence of the former lord of the castle. Most of the room's furnishings have been ruined by long exposure to the elements—Kazavon insisted on having a skylight accessing the tower top from which he could fly in dragon form—but some of his treasures have survived as described below.

Creature: The ashmede devils of Hell's deeper circles function as judges and executioners. When they are encountered on the Material Plane, they are typically on missions of murder, sent by higher powers to assassinate heretics, traitors, and failures. The ashmede known as Nihil the Ashbringer was gifted to Kazavon by Zon-Kuthon himself to serve as enforcer and personal assassin. She filled this role admirably, creating a network of spies from among the many gargoyles and devilkin that occupied Scarwall during Kazavon's reign in order to keep tabs on all that went on in his realm. As the end drew near, Nihil's spies uncovered a plot involving one of Kazavon's field generals, who apparently was treating with a small group of heroes who were planning an assault on Scarwall. Eager to mete out punishment, she and her devils and gargoyles took flight. It took them several days to reach the fortress at which the supposed traitor was posted, and when the devils arrived, they took their time torturing and killing everyone there.

It wasn't until Nihil felt the sudden stabbing pain of Kazavon's death at the height of the assault that she realized she'd been duped. Driven into a mindless frenzy, Nihil slaughtered everyone at the outlying fortress before teleporting back to Scarwall with her devils, only to find the place now under the control of Mandraivus and his cabal. She attacked several times, but was unable to reclaim Scarwall or avenge her master's death. Since each assault further eroded her army's numbers, the devil eventually went into hiding in the surrounding hills as she waited for her gargoyles to return from the long flight. A day after they did, the orcs came to Scarwall. Nihil saw her opportunity, and rather than immediately attack Mandraivus, she came here, to Kazavon's tower, to see what she could gather of his remains or his treasures. She was still here when Mandraivus was slain and Scarwall's undead curse awoke. Mithrodar seized the ashmede's soul immediately, affixing her to the castle by making her one of his four chained spirits, and Nihil has remained here ever since.

As with most ashmedes, Nihil appears as a twisted, contorted humanoid with as much iron as flesh to her body. A huge pair of batlike wings unfurl from her back, and she wields a brutal magic scythe in combat. As the PCs begin exploring Scarwall's heights, Nihil pays close attention to various reports from invisible imps and gargoyles, but doesn't immediately enter conflict with the PCs. Telepathy allows her the luxury of real-time reports if the PCs confront her bone devils or barbed devils, but as long as she remains a spirit anchor, she cannot leave this tower. As soon as one of her bone or barbed devils perishes, she orders them all to retreat here to protect her.

NIHIL

CR 13

Female ashmede devil (*The Book of Fiends* 146)

LE Large outsider (devil, evil, extraplanar, lawful)

Init +3; **Senses** darkvision 60 ft. see in darkness; Listen +18,

Spot +18

Aura fear (20 ft.)

DEFENSE

AC 30, touch 14, flat-footed 27

(+2 deflection, +3 Dex, +16 natural, -1 size)

hp 114 (12d8+60); fast healing 3

Fort +13, **Ref** +11, **Will** +11

DR 10/good; **Immune** fire, poison; **Resist** acid 10, cold 10; **SR** 23

OFFENSE

Spd 40 ft., fly 60 ft. (average)

Melee +1 *unholy scythe* +20/+15/+10 (2d6+11/19-20/x4)

2 wings +13 (1d6+3)

Space 10 ft.; **Reach** 10 ft.

Special Attacks *summon devils*

Spell-Like Abilities (CL 16th)

At will—*charm person* (DC 14), *detect chaos*, *detect evil*,

detect good, *detect law*, *detect magic*, *dispel magic*, *greater*

invisibility, *greater teleport* (self plus 50 pounds of objects), *polymorph*, *prying eyes*

1/day—*blasphemy*, *chain lightning* (DC 19), *discern location*, *forcecage*, *horrid wilting* (DC 21)

TACTICS

Before Combat As soon as she receives reports that the region is being invaded by the PCs, Nihil activates *greater invisibility* (and continues to do so as the spell expires), then uses *prying eyes* to explore Scarwall's heights in search of the PCs. If she finds them, she watches their tactics to familiarize herself with their capabilities. As soon as it looks like the PCs are about to reach this chamber, she summons a chain devil to augment her defenses.

During Combat When Nihil attacks, any minions she has nearby attempt to isolate individuals and wear them down before switching to other targets, letting Nihil make as many final kills as possible. As soon as the PCs are all within this chamber, she utters a *blasphemy*, followed in the next two rounds by *horrid wilting* and *chain lightning*. If one PC in particular seems to be more dangerous than others (such as a heavily armored fighter with weapons that can penetrate her damage reduction), she uses *forcecage* to separate that character from the battle, to be dealt with later.

Morale Nihil is unable to flee as long as she remains a spirit anchor, and thus fights to the death.

STATISTICS

Str 24, **Dex** 16, **Con** 20, **Int** 14, **Wis** 16, **Cha** 17

Base Atk +12; **Grp** +23

Feats Combat Expertise, Flyby Attack, Improved Critical (scythe), Track, Weapon Focus (scythe)

Skills Bluff +18, Concentration +20, Intimidate +20, Jump +26, Knowledge (the planes) +17, Listen +18, Move Silently +18, Search +17, Spot +18, Survival +18

Languages Celestial, Draconic, Infernal; telepathy 100 ft.

Gear +1 *unholy scythe* (this weapon is fused to Nihil's right hand and cannot be disarmed or effectively wielded by other creatures unless fitted to a shaft), *ring of protection* +2

SPECIAL ABILITIES

Fear Aura (Su) An ashmede devil can radiate a 20-foot-radius fear aura as a free action. A creature in the area must succeed on a DC 19 Will save or be affected by a *fear* spell (caster level 12th). A creature that successfully saves cannot be affected again by the same ashmede devil's aura for 24 hours. Other devils are immune to the aura. The save DC is Charisma-based.

See in Darkness (Ex) An ashmede devil can see perfectly in darkness of any kind.

Summon Devils (Sp) Once per day, an ashmede devil can automatically summon 1 chain devil. If you use *The Book of Fiends* in your campaign, she can alternately choose to summon 2d6 whiptails or 1 faceless. This ability is the equivalent of a 9th-level spell.

Treasure: Part of Kazavon's ability to successfully rule over his humanoid subjects lay in the fact that very few realized his true nature as a dragon. Many men who willingly bow to a cruel tyrant would flinch at knowing service to an evil dragon. Additionally, Kazavon himself found great pleasure in the human form—the feel of fresh blood against soft skin was much more pleasing to the warlord than the same against cold scales. Finally, maintaining such a huge army as well as his extravagant needs and lifestyles all worked together to prevent Kazavon from amassing a typically immense treasury. In some ways, the amount of pain and suffering he surrounded himself with served as his hoard—a wealth of treasures few others could (or would want to) understand.

Yet Kazavon could not he completely abandon his kind's innate need to hoard. Instead of keeping a vast treasury, he compromised by building his hoard into this very chamber where he could enjoy it without others discovering what it was. The gilded throne in this room is embedded with dozens and dozens of gemstones, 200 in all, worth a total of 20,000 gp. The gold that gilds his throne is worth an additional 2,500 gp if it is melted or scraped away. Though the many fine furs and fabrics that graced his bed have decayed over the years, his bed is not without value. Even in human form he could not resist the feel of coins beneath him as he slept. As such, what appears to be a down-stuffed mattress is readily apparent to the touch to be filled with coins. In total, the mattress holds 796,800 cp, 24,200 sp, 15,500 gp, and 460 pp. The rest of his wealth is represented by the art objects in the alcoves. There are a total of 80 such alcoves, 34 of which hold polished (and now very brittle) skulls. Another 41 hold statues, jewelry, paintings, and other valuables worth a total of 15,300 gp. The remaining five hold magic items: a bejeweled +2 *icy burst light mace*, a *rod of splendor*, a *scarab of protection* (fully charged), a gold and ivory gem-studded *lantern of revealing*, and a golden circlet. This circlet contains the soul of the skeleton warrior Castothrane (see area 23). Itself worth 2,500 gp, the circlet allows any who wear it to look through Castothrane's eyes. Since the skeleton warrior is bound in place by the chained spirit, the circlet doesn't grant the user the normal control over its skeleton warrior (as detailed in the *Tome of Horrors*).

Despite all this, Kazavon's favored treasures were the skulls, for they were his trophies, claimed from various foes he defeated in battle. Each skull has been granted a permanent *magic mouth* that states its name when anyone touches it. A DC 20 Knowledge (history) check recognizes many of the names as persons of fame or importance in this region nearly a millennia ago. One in particular is notable for saying, "Andachi of Tamrivena." The skulls themselves are worth 100 gp apiece to a collector of the grim and grisly.

32. Cupola (EL 9)

This cupola perched atop the main keep has wide windows overlooking its surroundings and two railed balconies extending from either side, yet there does not seem to be any actual access to the keep below via stairs, ladder, or otherwise.

This remote rooftop cupola serves as an additional lair for the gargoyle brutes—there are generally two of the creatures resting in here at any one time unless the Scarwall heights are under alert.

GARGOYLE BRUTES (2)

CR 7

hp 84 (see page 17)

33. Lord's Overlook (EL 11)

This balcony provides access to the upper entrance of Kazavon's lair. The open doorway leads to a sheer drop of 30 feet to the floor below.

Creatures: Nihil's last remaining bone devils are stationed here, with orders to stand guard invisibly. The devils also maintain *fly* spells at all times. If PCs draw near, they immediately fly up to confront them. If a PC enters area 31 via the opening here, one of the bone devils attempts to seal that opening with a wall of ice, hopefully trapping that PC inside with Nihil. In any event, the devils keep Nihil apprised of the battle via telepathy, and as soon as one of them falls, the other is ordered to retreat to area 31 to protect its mistress.

BONE DEVILS (2)

CR 9

hp 95 each; MM 52

34. War Room (EL 14)

This large room's walls are festooned with ancient, crumbling maps of the surrounding regions marked with fortifications and troop placement. Pushed to one side of the room is a wide table, its top fashioned into a large sandbox bearing a number of small wooden tokens apparently representing troop types and concentrations.

The many military campaigns waged by Kazavon were planned in this room—once the nerve center of the War Tower, and the room for which the tower gained its name.

Creature: For many centuries, Gorstav served as a spirit anchor for Mandraivus, but after he was destroyed by the umbral dragon, the castle's curse brought him back as a much diminished undead guardian—since then, General Gorstav has had little reason to leave this room.

General Gorstav, now a mere juju zombie, resembles a regular zombie but with a grayish cast to his flesh and eyes burning with hate.

GENERAL GORSTAV

CR 14

Male juju zombie half-orc fighter 12 (*Tome of Horrors*)

Revised 411)

NE Medium undead

Init +7; **Senses** darkvision 60 ft.; Listen +0, Spot +0

DEFENSE

AC 27, touch 14, flat-footed 24

(+10 armor, +1 deflection, +3 Dexterity, +3 natural)

hp 81 (12d12+3)

Fort +6, **Ref** +7, **Will** +8

Defensive Abilities +4 turn resistance; **DR** 10/magic and slashing; **Immune** cold, electricity, *magic missile*, undead traits; **Resist** fire 10



OFFENSE

Spd 20 ft.

Melee +2 thundering warhammer +18/+13 (1d8+18/19–20/x3)

TACTICS

During Combat Although Gorstav retains his military training, he fights without any joy or fear or emotion of any kind, almost as if he were little more than a construct programmed to mimic an accomplished fighter's skills. He fights two-handed with his warhammer in order to maximize his Strength bonus to damage.

Morale Gorstav fights until destroyed.

STATISTICS

Str 26, **Dex** 16, **Con** —, **Int** 4, **Wis** 10, **Cha** 10

Base Atk +6; **Grp** +14

Feats Combat Reflexes, Dodge, Great Fortitude, Greater Weapon Focus (warhammer), Greater Weapon Specialization (warhammer), Improved Bull Rush, Improved Critical (warhammer), Improved Initiative, Mobility, Power Attack, Spring Attack, Toughness, Weapon Focus

**GENERAL
GORSTAV**



(warhammer), Weapon Specialization (warhammer)

Skills Handle Animal +15, Ride +20

Languages Common, Orc

Gear +2 mithral full plate; +2 thundering warhammer, belt of giant strength +2, ring of protection +1

Donjon

Scarwall's donjon, its central fortification and chapel, consists of areas 35–39. Although technically part of the donjon, the unusually shaped Star Tower is considered a different part of the castle. Only proximity encounters occur in the donjon, and all encounter locations are on the maps of the first floor on page 26 or the second floor on page 34.

Scarwall's donjon, unlike most castles, was not set aside as a final bastion, but built as the castle's horrific chapel, devoted to Kazavon's patron, Zon-Kuthon the Midnight Lord. Only the initiated and their sacrificial victims were allowed into these unhallowed chambers, and the victims never emerged. The donjon was firmly under the control of a deadly lich priest of Zon-Kuthon, a man who secretly pledged his service to Kazavon as Scarwall was being constructed. This was Bishop Zev Ravenka, the only inhabitant of Scarwall who rivaled Kazavon in inhuman cruelty. The donjon itself was constructed by a special team of laborers, and during construction, only Kazavon and a few shrouded priests were allowed inside. Once construction was completed, the laborers were sacrificed. Only Kazavon and the priests themselves were ever allowed entrance to the donjon.

The entire donjon (and the nearby Star Tower) is warded via conflicting *forbiddance* effects—one placed by Zev Ravenka, and another placed by Mandraivus's allies. The interplay between these two auras has resulted in a somewhat unstable pair of magical effects. The *forbiddance* effect within both areas is keyed to the lawful evil alignment, and any non-lawful-evil creature that attempts to enter must make a DC 24 Will save to do so. Failure results not only in standard *forbiddance* damage, but also a repulsion effect that pushes the intruder back out. Conversely, any non-good creature that attempts to leave the donjon or the Star Tower must make a DC 24 will save to avoid damage and the repulsion effect from the second *forbiddance* effect. These effects only apply when a creature attempts to enter or exit the donjon or Star Tower from outside (direct travel between the two areas is unaffected). If a creature of the appropriate alignment passes through, the effects falter for 2d4 rounds, during which creatures of any alignment

may come and go freely—if the PCs are accompanied by the Brotherhood of Bones, their presence makes entering this part of Scarwall simple. Note that these effects are separate from the castle's curse—they remain in place even after Mithrodar is destroyed. All of these spell effects function at CL 20th.

35. Donjon Entrance (EL 11)

The floor of this foyer is tiled in blood-red marble. A altar resembling a skull, its lower section wrapped in iron chains and its top cut off flat to form a level surface, stands in an alcove to the east. A ten-foot-diameter pool of what appears to be stagnant water, its rim fashioned of white marble, sits in the western alcove opposite the altar.

An examination of the altar reveals a small knife with rusty stains on its blade. The pool of water to the west is 5 feet deep. After reentering the donjon after a visit outside, a priest would cut himself on the knife to release some blood, then bathe in the water to cleanse himself of the “impurities” of the outer world before returning to the sacred chambers within.

36. Common Room (EL 12)

A worn but colorful carpet covers most of the floor of this room, and a number of wooden tables and comfortable chairs are spaced about the room for informal gatherings and meals. A small kitchen has been set up by a low stone fireplace alongside a cupboard holding some dishes and utensils as well as a few desiccated remains of foodstuffs.

The bishop and prelate took their meals separately, typically in their own quarters, but the five acolytes of the chapel used this room as a combination lounge, study, and kitchen/dining area.

Creatures: When Scarwall's curse awoke, the five acolytes here were immediately slain and their spirits transformed into spectres—so sudden was the transformation that they don't consciously recognize the fact that they are now undead, even when they slide effortlessly through doors or solid objects. Their black robes and religious accoutrements appear rotten and threadbare with age, even though the material is as ghostly as their flesh. The five have spent the last several hundred years here, waiting for the call to service in the temple below and unaware of the passage of time—if disturbed by the PCs, they shriek and move forward to claw at them, fighting until destroyed.

SPECTRES (5)
hp 228 (MM 100)

CR 11

37. Prelate's Chapel (EL 15)

This chamber is shrouded in writhing shadows. A ten-foot-tall humanoid figure stands motionless deeper in the room.

This chamber served as a private chapel for small ceremonies attended to by the prelate that the other priests were only occasionally invited to. Magical darkness fills the chamber, preventing light within from rising above shadowy levels. A *daylight* spell (or any 4th-level or higher spell with the light descriptor) nullifies this effect for that spell's duration, but does not dispel the darkness.

The tall figure is a 10-foot statue of Zon-Kuthon represented as a cloaked figure with a skull for a head and a spiked chain dangling from its eye sockets. Behind the statue is a secret door that gives access to the Star Tower. It is cunningly constructed (DC 40 Search check to locate) and locked (DC 40 Open Lock to unlock).

Creature: As with the chapel's acolytes, the chapel's prelate died when Scarwall's curse awoke. Yet unlike the lesser acolytes, Prelate Aruth retained power over his body and maintained his faith and link to the Midnight Lord. He exists now as a mummy lord, but this existence is little more than that of a glorified guardian. He stands silently behind the statue, stepping out to attack with his spells as soon as the PCs enter. The prelate wears elaborate robes woven of the darkest silks, and his teeth have been filed to points.

PRELATE ARUTH

CR 11

Male mummy lord cleric 10 (Zon-Kuthon)

hp 97 (8d12+10d8)

OFFENSE

Spells Prepared Prelate Aruth has the Destruction domain instead of Protection. Replace *sanctuary* and *spell immunity* with *inflict light wounds* and *inflict critical wounds*. Replace his protective ward ability with smite 1/day (+4 to hit, +10 damage).

38. Priest's Cells

Each of these dingy, empty cells once served as a home and private shrine for the acolytes of the Dark Shrine of Midnight. All five have since become spectres (see area 36) but their bodies remain here—desiccated, brittle skeletons wearing fragments of black robes and rusty links of chain.

39. Dark Shrine of Midnight (EL 14)

This vast chamber is floored in gray slate and supported by thick pillars of obsidian. Torches mounted on the pillars burn, yet their flames are strangely dim, barely lighting the cathedral-like space. The pillars themselves are decorated with skulls and bones—tiny white pinpoints of light seem to dance in the eye sockets of each skull. To the northwest, a tall statue



of a skull-headed man dressed in dark robes stands behind a black marble altar, on which lie heaped mounds of ashes, bits of bone, and a single skull, its teeth and eye sockets set with glittering gemstones. Jagged, barbed chains dangle from the statue's eye sockets. Thick black curtains hang from the walls of the chamber.

This chamber housed the main temple of Zon-Kuthon at Scarwall. The torches on the pillars are similar to everburning torches except they exude a dark light that provides shadowy illumination in a 20-foot radius that overwhelms any other light sources brought into their area of effect (4th-level or higher spells with the light descriptor can cancel out the shadows for the spell's duration). Beyond the south curtain is a smaller statue of Zon-Kuthon used in certain ceremonies but otherwise mundane. The lights in the skulls' eyesockets are unnerving, but are little more than a harmless physical manifestation of the evil in this chamber.

Creature: The night of Mandraivus's raid, Bishop Zev Ravenka received a dark premonition of the invasion from the Midnight Lord. When Mandraivus infiltrated Scarwall, Bishop Zev Ravenka enacted his plan to protect himself and his chapel, and called upon Zon-Kuthon to ward the entrances and exits with a potent *forbiddance* spell that kept

the cabal from entering the donjon. Ravenka assumed that Kazavon would defeat the cabal. When he didn't, the lich's plan backfired as Mandraivus and his spellcasting allies wove *forbiddance* magic of their own to keep the lich and his followers trapped inside. Eventually, Ravenka would have escaped, except that when Mandraivus was slain, the donjon became the focus of the resulting explosion of undeath and necromantic power. Each of his minions succumbed, their spirits joining those in the walls or transforming into undead guardians. Zev Ravenka, himself already undead, underwent an even more vile transformation. His body was blasted apart to dust, and the curse of Scarwall transformed the Bishop into a deadly undead creature known as a demilich.

Bishop Ravenka's mortal remains are the ashes, bone fragments, and gem-studded skull that sit atop the altar. As long as these remains are not disturbed, the dangerous undead guardian remains quiet, unaware that his chapel has been invaded. Bishop Ravenka is one of the four spirit anchors, but due to his inert state, clever PCs don't need to physically destroy him. As with the other spirit anchors, a *dispel evil* or *dispel law* (or an antimagic effect) removes the spirit anchor—doing so counts as disturbing the demilich's remains.

BISHOP ZEV RAVENKA

CR 14

Male demilich

LE Tiny undead

Init +0; **Senses** darkvision 60 ft.; Listen +18, Spot +18

DEFENSE

AC 21, touch 17, flat-footed 21

(+4 natural, +5 profane, +2 size)

hp 65 (10d12)

Fort +10, **Ref** +10, **Will** +17

Defensive Abilities rejuvenation; **DR** 20/vorpal (see below);

Immune acid, electricity, cold, magic, polymorph, turning, undead traits

OFFENSE

Spd 30 ft. (perfect)

Space 2 1/2 ft.; **Reach** 0 ft.

Special Attacks trap the soul

Spell-Like Abilities (CL 20th)

At will—*greater bestow curse* (as *bestow curse*, but –12 to one ability score, –6 to two ability scores, –8 penalty on attack rolls, saves, and checks, or 25% to act normally; effective spell level 6th; DC 21), *wail of the banshee* (20-ft.-radius spread centered on demilich, DC 24)

TACTICS

During Combat It takes the demilich a round to fully awaken once his remains are disturbed. During this round, his skull floats into the air, and the ashes and bone fragments scatter as if caught in a vortex around the altar. On the second round, Zev Ravenka chooses a target in range and attempts to trap that creature's soul, continuing to trap souls every round until reduced to less than 20 hit points, at which time he uses his *wail of the banshee* spell-like ability. He saves his *greater bestow curse* to use against foes who have attacks that particularly damage him.

Morale Rev Zavenka attacks until destroyed.

STATISTICS

Str 10, **Dex** 10, **Con** —, **Int** 20, **Wis** 20, **Cha** 20

Base Atk +5; **Grp** —

Feats Ability Focus (trap the soul), Great Fortitude, Improved Initiative, Lightning Reflexes

Skills Bluff +18, Concentration +13, Knowledge (arcana) +24, Knowledge (religion) +18, Listen +18, Move Silently +13, Sense Motive +18, Spellcraft +26, Spot +18

Languages Common, Infernal, Giant, Shoanti, Varisian

SQ unholy grace

SPECIAL ABILITIES

Damage Reduction (Su) Although a demilich cannot be affected by a vorpal weapon's beheading quality, vorpal weapons bypass his damage reduction completely.

Immunity to Magic (Ex) The demilich is immune to any spell or spell-like ability that allows spell resistance. In addition, certain spells and effects function differently as noted below—these spells can still affect a demilich even if they allow spell resistance.



THE DEMILICH: HANDLE WITH CARE

The demilich is one of the game's most notorious monsters, a "boss" more or less designed to guarantee deaths in the party, turning a fight into a race between the amount of damage you can do to it and the number of failed saving throws and dead PCs. Smart (or lucky) PCs have *death wards* going when they encounter the demilich—we also put a *scarab of protection* in the adventure to increase the chance that at least one PC will have protection against the demilich's attacks. Furthermore, PCs don't even need to actually fight the demilich to achieve their goal.

All that said, most parties are going to tangle with this monster, and as a result, they'll be making a lot of Fortitude saves. Characters are going to die in this encounter. If your group is okay with this level of danger, that's fine, but for most groups, you might want to foreshadow the demilich a bit. This could be worked into the Harrow reading at the start of the adventure, or perhaps even while talking to an NPC in Scarwall. And don't be afraid to soften the demilich's attacks if you think it's too much. Maybe breaking a gem that contains a trapped soul returns that trapped character to life. Maybe the demilich can only use *wail of the banshee* once per day.

—James Jacobs

Dispel evil: Deals 2d6 points of damage, no saving throw.

Holy smite: This spell affects a demilich normally.

Power word kill: If cast by an ethereal caster, this spell deals 50 points of damage to a demilich if it fails a Fortitude save against the spell.

Shatter: Deals 1d6 points of damage per two caster levels (maximum 10d6), no saving throw.

Rejuvenation (Su) Unless holy water is poured over a demilich's destroyed remains, the creature reforms in 1d10 days with a successful level check (1d20 + demilich's HD) against DC 16.

Trap the Soul (Su) A demilich can trap the souls of up to eight living creatures per day. To use this power, it selects any target within 300 feet. The target is allowed a DC 24 Fortitude save to resist the effect. If the target makes its saving throw, it gains three negative levels, and the demilich does not lose that use of trap the soul for the day. If the target fails its save, the soul of the target is drawn from its body and trapped within one of the gems in the demilich's skull. The gem gleams for 24 hours, indicating the captive soul within. A soulless body collapses in a mass of corruption and molders in a single round, reduced to dust. If left to its own devices, the demilich slowly devours the soul over 24 hours—at the end of that time the soul is completely absorbed, and the victim is forever gone. If the demilich is overcome before the soul is eaten, crushing the gem releases the soul, after which time it is free to

seek the afterlife or be returned to its body by the use of *resurrection*, *true resurrection*, *clone*, or *miracle*. The save DC is Charisma-based.

Unholy Grace (Su) A demilich adds its Charisma modifier as a bonus on its saving throws and as a profane bonus on its Armor Class. (The stat block already reflects these bonuses.)

Treasure: The demilich's eyes and teeth are all huge rubies. Each of his eyes is worth 2,500 gp, while each of his teeth is worth 1,000 gp. The demilich's ashes cover two other valuable objects on the altar—once the creature awakens and the ashes fly into the air, these two objects are apparent. The first is a *greater strand of prayer beads*, and the second is a +2 *speed spiked chain*.

The Star Tower

The Star Tower of Castle Scarwall consists of areas 40–49, and is actually a mind-bogglingly old structure that was ancient beyond reckoning even during the birth of Thassilon. The structure is in fact an immense megalith much like a massive nail driven deep into the earth, its deepest point reaching far into the underground realm of the Darklands below. Other Star Towers exist elsewhere in Golarion, although most of them are completely buried now—only happenstance and some ancient volcanism saw this one exposed to the surface world. These mysterious structures are remnants of an ancient war between the gods of Golarion and the Rough Beast Rovagug. While Sarenrae and Asmodeus are the two deities most directly associated with Rovagug's imprisonment (Sarenrae cut open the world to fashion an oubliette for Rovagug and drove him into the prison, while Asmodeus used a special key to lock the Rough Beast in), other gods had roles in the war as well. Zon-Kuthon's role was to reinforce the “stitching shut of the world” with several Star Towers along key nexus points above Rovagug's deep oubliette. These towers were intended to block the faithful of the Rough Beast from being able to contact their deity, but time has not treated them well. Most have been destroyed over the millennia, either by tectonic forces or the unknowing acts of Darkland miners or monsters, to the extent that Rovagug's faith has now become potent in the world once again. Fortunately, his oubliette deep below still holds him fast. Recognizing the Star Tower for what it is (as well as its physical strength and near indestructible nature—see below) requires a DC 40 Knowledge (religion) check.

Yet little of this ancient history mattered to Kazavon—he just knew that the site was sacred to the Midnight Lord, and that it would make a suitable place for his castle. The Star Tower stands 110 feet tall where it emerges from the waters of the tarn until it peaks at its battlement above the donjon roof, while its foundation plunges hundreds of feet into the ground to a deep set of lava tunnels near what was once the ancient volcano's core. Nowhere along this length are there

obvious methods of entry. The Star Tower is warded by the same *forbiddance* effect that guards the donjon, and as long as Scarwall remains haunted, these effects cannot be dispelled. The effects linger still after the chained spirit is defeated, but at this point the *forbiddance* effect can be dispelled (CL 20th). Furthermore, even though the stonelike material that the tower is made of was not as eternal as it could have been, it remains incredibly difficult to damage—a 5 foot section has hardness 20, hp 2,400, and SR 32. There are only three entrances into the Star Tower: the main entrance (area 40), a secret door on the second floor (area 37), and a passage from the Darklands deep below (area 45).

When Mandraivus and his cabal attacked Scarwall, they pursued a badly wounded Kazavon down from the Star Tower roof to area 42, where the draconic warlord finally assumed his true form only to be slain. Only proximity encounters occur in the Star Tower, and all encounter locations are on the maps of the first floor on page 26, the second floor on page 34, or the third floor map on page 40.

40. Star Tower Entrance

A single stone building with no obvious entrance sits atop this towering star-shaped foundation. The marble of both the building and the surrounding tower show no seams and are polished to a sheen, almost as if the entire structure were carved from a single immense shaft of stone. Only on the southeastern wall of the small stone building atop this tower is the smooth polish marred—here, a carving of a ten-foot-wide skull with spiked chains dangling from its eyesockets looks out over the castle below.

The large symbol of Zon-Kuthon on the southeastern wall is a permanent *phase door* that can only be triggered to allow access to the room inside at the touch of a cleric of Zon-Kuthon of no less than 9th level. A DC 35 Use Magic Device can also trigger the door's activation. As long as Scarwall remains haunted, the building remains under a *dimensional anchor* effect—the *phase door* cannot be opened at all as long as the castle remains haunted. The chamber inside is empty, save for a 5-foot-wide flight of stairs that leads down to the second floor.

41. Curate's Chamber

This chamber was obviously once somebody's quarters. It is sparsely furnished with a small table holding a wooden bowl and cup and a pile of bedding lying in the center of the floor where someone appears to have been brutally murdered, judging from old bloodstains that cover a good portion of it.

A strange hermit known only as the “Curate” made this chamber his home during Kazavon's time. A prophet of Zon-Kuthon, he relied on his divine spellcasting abilities to

provide food and water for himself as he kept watch on the Star Tower. Kazavon had little patience for the strange man, and soon after construction of Scarwall was completed, he murdered him. Unfortunately, it was the Curate's presence that prevented Rovagug's power from welling up from the Darklands. This ageless half-fiend devotee of Zon-Kuthon had pledged his cenobitic life to watching over the Star Tower, and with that life quenched, this particular Star Tower's long tale of dwindling power came to an end.

42. Chamber of the Well (EL 14)

The walls and floor of this chamber have a strange organic texture, appearing almost like black decaying flesh streaked with glistening swaths of blood. Four pillars carved to look like coils of entwined arteries and spinal cords support the ceiling—nails and surgical tools are embedded in these pillars at key and painful-looking positions. At the base of the stairs is a ten-foot-diameter open shaft filled with thick bluish mist.

This level of the Star Tower was constructed to “capture” the devotional energy of the worshipers of Zon-Kuthon in the chapel to the southeast and then infuse the stony length of the tower, but without a Curate in place, these energies simply build in the room and then dissipate. The chamber is also where Mandraivus and his cabal finally confronted Kazavon, who had been forced into this corner of his lair in hopes that, here at the heart of his power, he could resist Mandraivus and his holy sword. That hope died with Kazavon, and it was here that his body was dismantled and carried away to the far corners of the world.

The shaft is filled with cold blue fog, and while it is only 50 feet deep, any creature that falls into it experiences a plummet of unexpected and vertiginous length, as if they were falling for miles and miles. Each round the fall continues, the falling character must make a DC 20 Will save. If he succeeds, the character suddenly finds himself landing in area 43, suffering 5d6 points of falling damage (maximum 20d6) for each failed Will save. A character that can fly makes the same Will save each round he continues to fly down into the pit, but on a success, finds himself in flight in area 43 and takes no falling damage. No matter how long a flying character has been flying down, he always finds that the rim of the shaft above is no more than 30 feet up.

Creature: Several weeks after Kazavon's death and Scarwall's curse awakened, Zon-Kuthon sent one of his minions, a nightwing named Ildervok, to this chamber to await the arrival of a replacement Curate to induct into service. And for hundreds of years, the immense shadowy undead has waited, patiently, for a new candidate to arrive. When the PCs enter this chamber, the nightwing greets them, speaking to them telepathically while *invisible*, and welcoming them to the Star Tower. It then idly asks which of them wish to take on the

CHOOSING A CURATE

Either of the Brotherhood of Bones members who may be traveling with the PCs would make ideal candidates for the role of Curate—but unfortunately, as honorable as the post may be, it's also not something either of them would wish for themselves, since to become a Curate is to abandon all other goals and ambitions and pleasures. If either Shadowcount Sial or Laori have become an Ally, the Traitor has bristled at the Ally's easy friendship with the PCs and feels that the Ally has drifted from the faith. The Traitor proclaims as much at this time, telling the Ally that agreeing to the role of Curate is the only way to atone for straying from the Midnight Lord's side. Afraid that rejecting the idea would give the Traitor's words strength, the Ally turns the argument back at the Traitor, accusing him or her of constantly obstructing their overall goal of seeing the fangs of Kazavon returned to Nidal. The argument swiftly blooms into a fight between the two—the PCs are free to take sides as they wish, but the nightwing merely hangs back and watches in amusement. As soon as it becomes obvious to the Traitor that he or she is about to die, he or she sees no other option but to accept the role of Curate, and begs Ildervok to protect him or her from the Ally and the PCs.

At this point, before Ildervok leaves, he turns to the Ally and invites that character to come with him, a rare chance to see the Midnight Lord's palace and a chance to testify to the Traitor's acts during this time. The nightwing admits at this point that he knows the PCs are here to reclaim *Seriththial* and hope to use it to drive Kazavon's spirit from Queen Ileosa—he has learned as much from visions sent him recently by the Midnight Lord himself. Ildervok reassures the PCs that they have no more to fear from Zon-Kuthon—he desires that Kazavon's spirit be removed from the petty young queen as much as anyone, after all, for such a fate does not befit even a fragment of one of his mightiest warlords. Ildervok tells the PCs that the blade has been taken, but it is not far from here—that it is currently in the clutches of the “Children of Rovagug” deep below the Star Tower, and that by stepping into the shaft, the PCs will be transported to these deep chambers where *Seriththial* has languished for so many years.

honor and glory of becoming the Star Tower's new Curate. The nightwing would certainly much prefer someone volunteer for it, and hopes to find someone who's already a worshiper of Zon-Kuthon (either Shadowcount Sial or Laori Vaus would make perfect candidates—see the “Choosing A Curate” sidebar), but if neither of them are present, Ildervok selects the character whose alignment or personality most closely matches that of Zon-Kuthon (a lawful evil sadist is the best choice) as his nominee to court for the role. If asked

SCARWALL

DONJON/STAR TOWER ROOF



One Square = 10 feet

SCARWALL CAVERNS



what being a “curate” entails, Ildervok is brief and somewhat metaphorical in his reply—“The Curate is the living soul of this Star Tower. The Curate lives until the End Times, or until violence necessitates a replacement, and watches over the Star Tower. The Curate is the Star Tower. It is an honor to even be *considered* for the role, and to be selected and reject it is to spit in the Midnight Lord’s eye.”

If no characters volunteer, the nightwing swiftly grows angry. It demands one of the PCs step forth to become a Curate, and if none do, his patience snaps and he attacks. Ildervok hopes to force one of them to beg for his life (or for the life of another)—mercy the nightwing is all-too-willing to grant in return for acquiescence and a trip to the Midnight Lord’s palace on the Plane of Shadow.

Becoming a Curate is a process that requires the character to voluntarily accept Zon-Kuthon as his patron and to accompany Ildervok to the Plane of Shadow via *plane shift* to be “indoctrinated” in the Midnight Lord’s palace. This is a grueling, torturous process intended to convince the victim to agree, if only to escape the threat of greater torture—the result is a near-mindless devotee of Zon-Kuthon who is then returned to this Star Tower, now immortal (save for death by violence) as long as he does not leave the confines of the tower itself. Since the acquisition

of a new Curate is the only way Ildervok can escape his servitude here (apart from being forced off the plane by an effect like *banishment*), the devil is naturally eager to see someone volunteer for the role.

A character taken away by Ildervok is effectively out of this campaign—you may wish to create a new set of adventures in which the other PCs pursue a stolen ally into the Plane of Shadow to rescue him, but that adventure is beyond the scope of *Curse of the Crimson Throne*.

ILDERVOK

Nightwing
hp 144 (MM 197)

CR 14

43. Deep Chamber

The air in this empty chamber is cold and still. The jagged walls of the tower are broken to the northeast by a single stone door, and the floor is polished to a reflective sheen. Thirty feet above, the ceiling is completely obscured by a roiling bank of glowing blue mist.

A character who climbs or flies up into the mist above suddenly finds himself emerging from the edge of the pool

in area 42, despite the fact that this chamber is nearly 1,500 feet underground. This is the Star Tower's foundation, and the door once provided access to an ancient temple of Zon-Kuthon. This temple was not built of the same ageless material as that of the Star Tower, and volcanic activity and the passage of ages have erased most remnants of this complex but for a few twisting caverns and a large underground lake. This door is heavy, but can be opened with a DC 16 Strength check.

44. Caverns

The walls of this cave look moist, yet are strangely dry to the touch, covered with a sheen of glittering mineral deposits. The ceiling averages fifteen feet in height.

This short network of caverns is unlit and slopes downward slightly as one travels toward area 46. Although once part of a temple to Zon-Kuthon, the remaining tunnels are now settled by a small group of violent and horrific creatures known as gugs. There are four gugs dwelling in the caverns, and while most of them spend the majority of their time in area 46, periodically one will wander into these caves—there's a 20% chance of encountering a lone gug in this tunnel as a result.

45. Entrance to Sekamina

This corridor ends at a fifteen-foot-wide shaft that plummets into the darkness. A faint warm breeze flows up from the pit, carrying with it strange mineral scents. What appear to be a series of three-foot-wide handholds run down along the closest side of the shaft—a crude, primitive ladder, perhaps, but judging by the length between holds, one sized for a creature almost three times the size of a man.

The vast network of caverns that wind through Golarion's crust are known collectively as the Darklands. They consist of three distinct realms. The uppermost one is known as Nar-Voth, while the deepest and most mysterious is called Orv. This shaft drops into the most extensive realm—the middle realm known as Sekamina. The shaft is just over 500 feet deep, and opens into a warren of caverns inhabited by additional gugs. Clambering down the side of the shaft is a DC 10 Climb check if the gug-ladder is used, DC 20 otherwise. The gug warren below is too far away for the gugs here to rely upon for reinforcements, but if the PCs fail to retrieve *Serithtial* on their first try, any gugs they have slain are replaced within a few hours of their death by more from below.

46. Sacred Lake (EL 14)

The rank odor of decay, filth, and wet fur clings to this cool chamber with a palpable tenacity. The chamber itself is an

immense, twenty-foot-high cavern that fades into the dark to the north. A wide rocky shelf sits in the southern portion of the cavern, and upon this shelf are four crude, domed hovels, each nearly twenty feet tall and built from crude stone blocks mortared together with a nasty mix of mud, hair, and other assorted debris. Each stone igloo has a large arched opening into its darkened interior. To the north, a silent lake of black waters stretches into the distance. Very few ripples disturb its surface, giving it the appearance at times of a massive sheet of polished obsidian. Far out in the water to the northwest, a single point of light glows just above the surface, a bright star whose radiance illuminates a few stony islands about seventy feet out in the lake, though the source of the glow is not discernible from shore.

Creatures: For many years, this chamber has served as a site of religious significance for the warren of gugs that dwell deeper in Sekamina (see area 45 above). Lurking in the lake is an immense and monstrous creature (see area 47 below) that the gugs have come to view as one of the many god-children of Rovagug. Periodically, a gug might toss a sacrifice into these waters so they can gather and watch the inhabitant of the lake feed, but for the most part these four gugs see themselves as the lake's guardians, dwelling here to ensure that their god's slumber in the lake is not disturbed.

The gug hovels are dirty and hold little more than their few collected treasures, disgusting clumps of shed fur, and the bony remains of many past meals. There are a total of four gugs dwelling here currently, and while infighting and bickering is common among their kind, they set all differences aside as soon as intruders are detected, immediately attacking in an all-out rush to establish feeding rights over the slain. They fight to the death to protect their sacred lake and its denizen.

GUGS (4)

CR 10

hp 157 each (see page 82)

Treasure: Scattered among the gug dwellings are a total of 19 assorted gemstones worth 250 gp each. One of the gugs recently caught a *svirfneblin* in the deep caves below this area while on a hunt, and the deep gnome's mostly eaten body still lies in the westernmost hovel, along with much damaged gear. The gnome's still-functional Small +3 *aberration bane heavy pick* lies against the northern wall where the gug threw it after accidentally slashing his tongue on the surprisingly sharp weapon.

47. The Inhabitant of the Lake (EL 15)

Originally formed as a magma chamber long ago before the volcano went extinct, the chamber has slowly filled over the ages with sediment-thick water. The lake's walls

SERITHTIAL (MINOR ARTIFACT)

Aura strong abjuration; CL 17th

Slot —; **Weight** 5 lb.

STATISTICS

Alignment LG; **Ego** 14

Senses 60 ft. vision and hearing

Int 13, **Wis** 10, **Cha** 13

Communication empathy

Lesser Powers *cure moderate wounds* 3/day, *zone of truth* 3/day

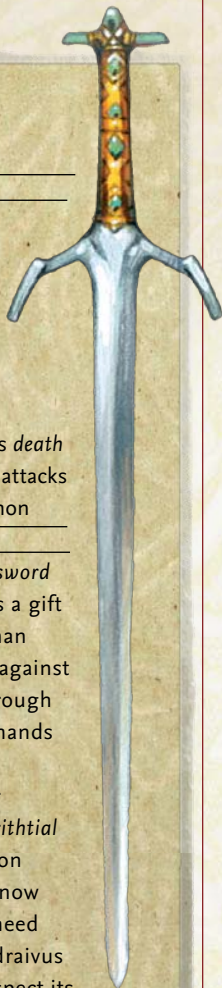
Special Purpose defeat followers of Zon-Kuthon; Dedicated Power wielder gains *death ward* and *freedom of movement* against attacks and effects from followers of Zon-Kuthon

DESCRIPTION

Serithtial is a +4 holy Zon-Kuthon bane sword crafted, it is said, by Iomedae herself as a gift to Mandraivus's great-grandfather, a man who led several crusades from Cheliox against Nidal. The sword was handed down through the generations, finally coming to the hands of a well-respected hero of Lastwall—Mandraivus. Forged to aid his ancestor against the shadowcounts of Nidal, *Serithtial* was the perfect weapon for his assault on Scarwall, and some scholars of history now believe that Iomedae had foreseen its need and forged it early to ensure that Mandraivus would not only inherit it, but would respect its traditions all the more.

Although made of steel, *Serithtial* is treated as being made of both cold iron and silver for the purposes of penetrating damage reduction. *Serithtial* glows with the equivalent of a *continual flame*, but her wielder can extinguish or ignite this glow as a move-equivalent action. In addition, she gains a further +2 enhancement bonus and deals an extra 2d6 points of damage against foes who serve or worship Zon-Kuthon. Although *Serithtial* was forged as a bastard sword, and it is to this shape she reverts when no one wields her, the sword can detect what sort of blade its current owner favors, and when held in the hand, immediately transforms into the type of blade its owner is most proficient in (choosing from dagger, short sword, longsword, scimitar, falchion, greatsword, rapier, or bastard sword).

Although *Serithtial* is lawful good, as long as her wielder is dedicated to the defeat of Kazavon and those he has corrupted (such as Queen Ileosa), she does not attempt to seize control of her wielder. If her wielder does go against her wishes, she tries to force him to relinquish her to a more appropriate wielder.



are a nearly 200-hundred-foot vertical drop to a longer waterway that winds through the ground for miles. The point of light out in the lake is, in fact, the blade *Serithtial*, embedded point-first into a stony rock outcropping in the lake's northwest area.

Creature: As detailed in the Adventure Background, Zon-Kuthon cursed Kleestad for betraying Kazavon, transforming him into a horrific wormlike monstrosity and casting him down into this lightless pit to guard *Serithtial*. Of course, now that the holy sword is required to “free” Kazavon from Queen Ileosa, Zon-Kuthon no longer cares if Kleestad continues to guard the sword. In a way, the PCs are his executioners, arriving on the scene to carry out their duty (unknowingly or otherwise) to end the life of this traitor.

If the PCs venture out on the water, step foot on the stony rock that holds the sword in its grip, or otherwise attempt to retrieve the sword, *Serithtial* senses them and her glow grows brighter. If there are any worshipers of Iomedae in the party, they hear a faint singing in their ears and a sudden feeling of urgency from the weapon. Unfortunately, after his long association with the weapon, Kleestad senses these changes as well, and quickly slithers up to the lake's surface to investigate. Kleestad is a disgusting creature that is part immense worm and part humanoid. He is just over 80 feet in length, with sickly pale flesh infested with rot and pustules. Dozens of spiky legs twitch along the length of his body, while his upper torso, bloated and pallid, is still vaguely human.

KLEESTAD

CR 15

NE Gargantuan aberration (aquatic)

Init +3; **Senses** darkvision 60 ft., tremorsense 120 ft.; Listen +8, Spot +7

DEFENSE

AC 30, touch 5, flat-footed 30

(–1 Dex, +25 natural, –4 size)

hp 232 (16d8+160)

Fort +15, **Ref** +4, **Will** +8

DR 10/magic and slashing; **Immune** acid, death effects, mind-affecting effects, pain, paralysis, poison; **Resist** cold 10; **SR** 22

OFFENSE

Spd 30 ft., climb 20 ft., swim 40 ft.

Melee 2 claws +25 (3d6+16 plus pain/19–20) and bite +22 (2d6+8 plus weakness)

Space 20 ft.; **Reach** 20 ft.

Special Attacks breath weapon

TACTICS

During Combat Kleestad's first act upon erupting from the lake is to use his breath weapon on the largest concentration of PCs. He then moves in to engage them in melee, focusing his wrath on anyone who seems to be attempting to take *Serithtial*. Kleestad will not pursue foes out of this chamber, but will chase foes up onto the rocky beach at area 46.



Morale Kleestad fights to the death.

STATISTICS

Str 43, **Dex** 8, **Con** 30, **Int** 5, **Wis** 7, **Cha** 7

Base Atk +12; **Grp** +40

Feats Ability Focus (pain), Improved Critical (claw), Improved Initiative, Multiattack, Power Attack, Weapon Focus (claw)

Skills Climb +24, Listen +8, Spot +7, Swim +24

Languages Common

SQ amphibious, curse of Zon-Kuthon

SPECIAL ABILITIES

Amphibious (Ex) Though Kleestad is aquatic, he can survive indefinitely on land.

Breath Weapon (Su) 50-foot cone of acidic blood, once every 1d4 rounds, damage 12d6 acid and nauseated for 1 round, Reflex DC 30 half and negates nausea. The save DC is Constitution-based.

Curse of Zon-Kuthon (Su) Kleestad's abhorrent form is as a result of Zon-Kuthon's curse. A side effect of it, however, is that it has made him effectively immortal. He cannot die except through violence. This curse also constantly wracks him with pain and agony. He's grown used to this torment, and is now immune to all pain-based effects, including *symbols of pain*.

Pain (Su) Any creature struck by Kleestad's claws becomes wracked with supernatural waves of pain—this is, in fact,

the pain that Kleestad feels every second of his immortal life, transmitted into the bodies of those he savages with his talons. The pain inflicts 1d4 points of Strength damage. In addition, the victim must make a DC 30 Fortitude save to avoid suffering a –4 penalty on attack rolls, skill checks, and ability checks for as long as he suffers this Strength damage. The save DC is Constitution-based.

Treasure: Although *Seriththal* has been embedded in the stone of the rocky islet here, she can easily be withdrawn and claimed by any creature.

CONCLUDING THE ADVENTURE

Once the PCs have recovered *Seriththal*, they are ready to return to Korvosa. Armed with the weapon that laid Kazavon low before, they can sunder the *Crown of Fangs* and truly defeat Queen Ileosa. Yet already they have struck a potent blow against the ancient warlord's legacy, for Scarwall now lies empty of the unquiet dead. One of Belkzen's most notorious ruins is now merely that—a ruin. The orcs of Belkzen discover the castle has become habitable soon enough, and before the end of the year several tribes are at war for control of the structure. Yet for the PCs, the clash of bickering orc tribes should be the furthest thing from their minds—they have a city to save.



THE HOLD OF BELKZEN

THE FURY OF THE HORDES

It began in the Age of Darkness, when the dwarves completed their fabled Quest for Sky and burst forth onto Golarion's surface, driving before them their ancient enemies, the orcs. There the dwarves established the ten great Sky Citadels, city-fortresses beyond compare, and gazed out from their walls upon the benighted land. The orcs, in turn, were left to run free, and for a brief while their hordes washed over the landscape, bathing it in blood and fire. The surface races were resourceful, however, and in time the armies of men and elves drove the orcs back into the wildlands, the inhospitable corners of the world. Yet still their menace lingers at the edges of civilization, the wolf ever at our door. Waiting for their time to come again and bring fear to the lands of men."

—Shevon Carelli, *The Fury of the Horde*

Belkzen is a wasteland filled with harsh, unforgiving peaks, treacherous seas of quicksand, and barren fields churned constantly by the iron-shod boots of orcs and their engines of war. Yet there is history here, and opportunity too, for the land is dotted with strange, mystical sites and great monuments from empires before the Age of Darkness. Few alive today can guess at what untold treasures lie fallow, ignored by the uneducated and incurious orcs, waiting to be claimed by those impetuous enough to brave its bloodstained borders.

The Algid Wastes: To the far north, a gradual rise in Belkzen's elevation leaves the badlands even more barren than their southern counterparts and permanently covered in a thick layer of snow. It is across this last stretch of inhospitable landscape that orc caravans trudge to raid the Realm of the Mammoth Lords and capture the land's fierce megafauna. Yet despite the harsh conditions, the real reason orcs fear this region and allow it to serve as their nation's border lies beneath the snow, in the form of marauding remorhazes the orcs refer to as "ghost worms."

Blisterwell: In ages past, this interlocking system of pits was a vast dwarven quarry and strip mine, one of the largest in northern Avistan. When orc invaders grew too numerous to be beaten back any longer, this was one of the first dwarven holdings to fall as the savages—being children of the subterranean dark—sought the comforting embrace of its dank pits and caverns. Today it is one of the most populous orc settlements, a vast network of dwellings carved into the walls of its deep shafts and trenches, and at night the fires of its forges reflect off the stagnant lake collected in its bottom. This inverted fortress is ruled over by an uneasy and constantly shifting alliance between the Haskodar and One Eye tribes.

The Brimstone Haruspex: Though highly independent, even proud orc chieftains sometimes seek advice. When this happens, most warlords send their seconds-in-command to the Brimstone Haruspex, the temple complex high in the caldera of a smoking volcano. Here a group of ancient and inbred orc monks offer guidance in exchange for massive tribute. In addition to maintaining the only supposedly complete record of orc history—a lengthy series of cave paintings stretching all the way back to the orcs' initial emergence—the monks are also oracles, breathing in the vapors from the active fumaroles in order to spin weird and bloody prophecies. Unfortunately, the fumes that give them their insights are highly caustic, permanently scarring their faces and lungs. It is for this reason that most leaders choose to send their seconds-in-command with questions, as the cruel and prudent priests frequently opt to dangle petitioners in the sulfurous pits to gain the revelations firsthand.

The Broken Shore: Here the soil of the barren badlands changes nature suddenly, becoming cresting, mile-wide

waves of blackened glass and sand progressing outward from a central point like ripples on a pond. Along its crater-like rim rest blasted, broken statues of stone and pitted iron, half-buried in the sand as if flung there in some great cataclysm. Though the figures vary wildly in size and apparent purpose, they all seem of the same ancient workmanship. What this site might have been has long been lost to sand and years, but those who travel near the figures by moonlight report strange glows and whispers in some nameless tongue.

The Cenotaph: This massive, windowless pillar of black stone rises menacingly from a narrow cliff on a mountainside, its only adornment a pair of 50-foot-high metal doors wrought with strange and unnerving murals. During the reign of Tar-Baphon, the Whispering Tyrant, the gates in this ancient obelisk stood open to accept hordes of elite warriors and terrible war beasts. Those that entered upon the tyrant's orders were rarely seen again. With his defeat by the Shining Crusade, the great portal swung shut, and has remained sealed ever since. Legend holds, however, that one day Tar-Baphon will return, and the doors will fall open to unleash his dark armies upon the land.

Although its importance to Tar-Baphon stands unquestioned, those scholars who've dared brave the area around the Cenotaph have noted that the ominous tower appears to predate the Whispering Tyrant by several centuries, leaving the identity of its founders a mystery. Some eager explorers suggest the site might be the Rune Mausoleum of Thassilonian lore, though such claims are fueled more by ambition than evidence.

Covenant Rock: This small, flat mesa is where orc caravans traveling the Flood Road leave gifts of treasure, livestock, and slaves for the dragons of Raschka-Tor in exchange for safe passage through their expansive territory. While the dragons are generally amenable to this agreement, wise travelers know it's best to be far away by the time they arrive.

Deeppate: When the orcs were driven forth onto the surface, they emerged in numerous locations across Avistan. The first and largest of their tunnels, however, emerged deep in the Kodar Mountains. Here, in a rare feat of cooperation and engineering, several triumphant tribes banded together to erect an enormous fortress of stone and iron over the tunnel mouth, one of the few structures in Belkzen of completely orc design. With this fortress, fortified against attack from both above and below, the orcs sought to control all subterranean races' access to the bountiful new surface world. Though ultimately ineffective, the fortress remains the most convenient route to the world beneath, and its hotly contested walls fall to a new tribe of attackers every generation.

The Dirt Sea: Underground aquifers and particularly fine sand have combined here to create a vast, salty expanse



LASTWALL'S SHIFTING BORDERS

As the threat of the Whispering Tyrant waned and the orcs of Belkzen grew in number and ambition, the beleaguered kingdom of Lastwall found its northern border pushed back again and again by the savage hordes. The first border, a great line of uniform fortresses known as the Sunwall, was established upon Tar-Baphon's defeat in 3828 AR, and stood for over 400 years. Upon its fall, the great General Harchist dug in on the banks of the River Esk and created a new line of strongholds, complete with a low stone wall connecting many of them. This new position held only half as long as the one before it, falling in 4237. The Hordeline, when it was grimly constructed in 4515 by demoralized soldiers and desperate farmers, was a sad affair—little more than earthen ramparts and crude wooden palisades. Lastwall's current border, as of yet unnamed, has held well due to an influx of money and troops from the country's southern reaches, but wise officials know that, unless something changes, it's only a matter of time before the orcs once again turn their attentions south and history repeats itself.

of quicksand, up to 50 feet deep in some places. Nominally controlled by the orcs of Wyvernsting, the sea in actuality belongs to anyone with the stomach to pilot a boat across its deceptively calm surface, braving the strange creatures that swim and scuttle beneath it. Barges across the Dirt Sea frequently prove the fastest route for those traveling to Deepgate or the Brimstone Haruspex.

The Firewatch Peaks: Manned by soldiers from the Ustalavian county of Canterwall, these 12 squat mountaintop bunkers act as listening posts from which the military can keep an eye on the movements of orc tribes and the dragons of Raschka-Tor. Due to the danger of attacks by the latter, each bunker's stone roof is capable of sinking completely into the ground, making it virtually impervious to damage. Bunkers are accessed via tunnel from hidden entrances far below, and communicate with each other via trained hawks. Though Ustalav has long claimed them as its own, elaborate carvings indicate that the buildings are actually of dwarven design, though no one can say for certain what or whom they were built to guard against.

The Flood Road: This seasonal riverbed is central to life and commerce in Belkzen. For 10 months out of the year, its cracked and parched mud serves as the primary road between Urgir and Wyvernsting, as well as for caravans headed north into the Realm of the Mammoth Lords. In the spring, however, the melting snow of the Tusk Mountains sends a muddy deluge pouring down the Flood Road all the way to where it meets the River Esk in the south. This flash flood travels at breakneck speed and makes being the last caravan of the season a deadly gamble, yet its rumbling

waters nourish the surrounding badlands, waking dormant creatures and luring the migratory aurochs. Few orc tribes make war during this annual time of plenty, and the "Flood Truce" is a common time for orcs to seek mates in other tribes.

The Foundry: During the height of dwarven society on Golarion's surface, the stout folk raised numerous forgeholds, giant fortress enclaves devoted entirely to metallurgy, smithing, and the engineering arts. One of the most impressive was the Ironhearth Foundry at the edge of the Kodar Mountains, positioned to take advantage of the wealth of metals quarried in the nearby mine complex now known as Blisterwell. When the region fell to the orcs, the Foundry was quickly identified as the greatest prize save Urgir itself. Fought over for generations, the iron-walled fortress is now run by a cult of mad orc smiths and engineers calling themselves Steel Eaters, tribeless orcs who maintain neutrality in order to sell their twisted siege weapons to all sides. No orc leader, no matter how proud, dares anger these cruel geniuses.

Freedom Town: For the lawless and headstrong, the border between Lastwall and Belkzen represents not just safety, but opportunity. Nearly 20 years ago, an elaborate blackmail scheme gone wrong left the entire Sharpes Gang exposed to Lastwall's government officials. Desperate to evade their country's militant lawmen, the gang made for the nearest but least likely haven—the border with Belkzen. After successfully hiding out for months, the gang's leaders realized that hundreds of acres of prime farmland were lying fallow, prime for the taking, and decided to found a town just miles from Lastwall's border. Over time, Freedom Town has become a haven for criminals, exiles, and escaped slaves who are willing to pay tribute to the roaming orc bands—including food, goods, and less-popular residents—in exchange for a chance at a new life. The government of Lastwall has so far been reluctantly content to let the town flourish, confident that the orcs will eventually take care of the problem for it.

Ghostlight Marsh: Though most of the humans in Belkzen fled from the hordes' push south into Lastwall in 4237, there were those who stood firm, seeing themselves as the land's protectors. Chief among these was the Council of Thorns, a militant group of druids who despised the rampaging orcs' effect on the landscape. Though they killed many greenskins, the group was steadily pushed back until only the dark swamp between the Flood Road and the River Esk remained. Harried and enraged, the druids made the ultimate last stand, sacrificing themselves in a bloody ritual. As their spirits soaked into the shallow meres and rushes of the swamp, there rose from the mud dozens of shimmering lights. These cruel, capricious will-o'-wisps have guarded the swamp against intrusion ever since, though some whisper that those in tune with the

natural world may seek shelter there, and even entreat aid from the bitter spirits.

The Keening Hills: Though green and inviting, these rolling hills are avoided by all but the most foolhardy orcs. Those brave few who make their way through the mounds speak of strange songs that bring suicide and madness or draw explorers off into the trackless mountains. While the prospect of buried treasure and barrow mounds still calls the occasional fortune hunter, those who dare break ground here find their holes weeping tar and refilling with unnatural speed—or are simply never heard from again. To the orcs of Belkzen, whatever dreams beneath the Keening Hills is best left to its slumber.

The Pillars of Kreth: Here the grass of the prairie is broken by a line of 11 dolmens, tipped by a flat stone slab at the end. Simple and unadorned, these standing stones are unremarkable, save for one night a year, when the Red Planet, Akiton, lines up in position to be viewed perfectly



through the gaps of all 11 arches. On these nights, the sky above turns strange colors, and the area hums with a life that makes observers' teeth vibrate half a mile a way. A huge torus of churning aurora light rises a mile straight up from the slab. Finally, as the buzzing reaches its climax, a great pulse of energy travels along the line of stones with the speed of a crossbow bolt, seemingly taking with it anything left on the slab. These strange artifacts are named in honor of Kreth, the first—and last—inquisitive orc to disappear in this manner.

Raschka-Tor: Meaning "Fire Mountain" in Orc, Raschka-Tor is the mountaintop lair of a family of red dragons—Sheblis, her mate Tyrkalis, and their two wyrmlings. Fierce and covetous, the two mature adult dragons were the terrors of northern Belkzen until travelers begin leaving tribute upon Covenant Rock. The dragons live in a vast mountainside cave from which thick smoke issues regularly—superstitious orcs believe it to be the dragons' breath, a sign expressing either their pleasure or rage, but wiser travelers conclude that it likely stems from volcanic activity. Rumor holds that the dragon's cave is an antechamber to a city carved inside the mountain's hollow roof, but none who have attempted to validate this tale have ever returned.

Scarwall: The imposing castle formerly inhabited by the warlord Kazavon. See "Skeletons of Scarwall" for details.

The Skittermounds: These tall, sandy mounds stretch for miles across the foothills of the Mindspin Mountains, and are avoided by all but the truly desperate, as they represent the openings to a vast and complex series of ankheg nests. For the most part, the warring ankheg armies are content to battle each other in their leagues of underground tunnels, noticeable to those above only as a low buzzing, though foolhardy travelers might occasionally witness a colony raising a new mound entrance with frightening speed and efficiency. Every few years, however, runoff from intense storms in the mountains floods the plain, causing the colonies to erupt from their holes by the thousands and press eastward, consuming all in their path.

Sech Nevali: Also called the Hanging Monastery, Sech Nevali is a relic from Thassilonian times, a vast stone temple complex suspended over a mile-deep chasm by immense chains running between three high mountain peaks. Originally dedicated to the Peacock Spirit, the monastery is now inhabited by an order of secretive, isolationist monks who believe (correctly) that not even orcs would brave the most treacherous mountains in Belkzen in order to disturb their solitude. Yet what their ultimate purpose could be in such a remote and inhospitable place remains a mystery beyond Sech Nevali's swaying walls.

Seraph's Ladder: This enormous marble staircase rises incongruously from the plain grass

of the fields, and is supported by ornate pillars as it ascends two hundred feet in a great, sweeping curve. Seemingly untouched by time, the great staircase to nowhere stands inert and unchanging until the winter solstice. On that day, the structure comes to life, becoming covered with flickering images of strange people and unnamable things traversing its length. Those brave enough to set foot on the staircase at this time discover that ascending its gleaming steps causes them to grow younger, stripping years and decades from their body but leaving their mind intact. Yet descending, whether by the steps or by flinging themselves from the edge, causes them to age rapidly. What's more, some of those who ascend simply wink out with the other flickering travelers and are never seen again.

The Sleeper: From far away, this monument looks like an enormous dragon wrapped several times around a mountaintop, claws dug deep into the stone. Those passing through the statue's jaws or one of the holes in its crumbling sides find an enormous complex of rooms, though these are not always connected to each other or the outside, leading scholars to wonder how many chambers have yet to be discovered. Inside are several curious features, from the strangely smoking altar that provides the monument's plumes of "breath" to wall carvings that almost perfectly match the view through the windows, save for a mysteriously missing mountain.

Trunau: When the Hordeline was breached 200 years ago and the borders of Lastwall receded to their current position, most farmers in the disputed area abandoned their homes with haste. Not so for the residents of Trunau. Instead, they dug in, surrounded their crude ramparts with pits and stakes, and met the triumphant orc raiders with matching ferocity. Eventually the stymied conquerors found the town too tough a nut to crack and merely swarmed south around it, taking their fill from the vacated settlements.

Called "Manhome" by the select few orcs with whom it trades, Trunau is keenly conscious of its position as a lone island of humanity in a sea of savages. Every resident, regardless of gender or profession, is ready to take to the walls at a moment's notice, and the proudest moment in any child's life is the presentation of his hopeknife on his 12th birthday, during which he's shown exactly which arteries to cut should he or his loved ones be taken alive by the enemy.

Urgir: Second of the great dwarven Sky Citadels, Koldukar was an enormous feat of engineering, a massive fortress of stone spires and deep warrens. Then came the orc warlord Belkzen. Uniting the scattered tribes of the region, he laid siege to the city-mountain, finally overrunning it at the Battle of Nine Stones. He renamed it "Urgir," meaning "First Home" in Orc, and populated it with his own brutish minions, making it the seat of his new empire. Even though Belkzen could not keep the savage orcs working in concert for long, Urgir remains the

BATTLEFIELDS

Over the centuries, the barren fields of Belkzen have seen countless battles. Whether it be the clash of orc tribes, the Shining Crusade which struck down Tar-Baphon, or the perversions of the warlord Kazavon, scarcely an acre of land has not been soaked with blood or tilled by hooves and steel. Several battles in particular still scar the broken land.

Battle of Screaming Tree: One of the first major engagements with Kazavon, it was here the southern nations encountered the torturer-lord's ferocity firsthand when over fifty of their top commanders were crucified alive on the branches of a massive thorn tree. This cursed tree still marks the haunted battle site.

Battle of the Burning Child: Here routed and demoralized Lastwall militia fleeing the advancing orc hordes were galvanized into action when a screaming peasant child, shrouded completely in flames, burst from the center of the orc ranks, pleading for aid. Strangely enough, the orcs appeared just as taken aback by this development as the humans. Afterward the child's remains seemingly disappeared without a trace. Travelers say that on moonless nights, the still-burnt ground of this battle site echoes with the cries of a lost child.

The Shadefields: This broken field marks the site where a tribe of Shoanti barbarians made a final, valiant stand against encroaching orcs. Mortally wounded, many warriors chose to be bound to the land by their shamans. Their restless, orc-hunting spirits are said to protect the vague border between Belkzen and Varisia to this day.

heart of the modern region, and is one of the few places non-orcs can walk in relative safety—provided they bear the appropriate passes from tribal leaders. Here, among the ruins of once-great vaults and wide plazas, humanoids come to trade, hire orc mercenaries, or acquire slaves and massive beasts of war. Pathfinders and adventurers, too, are relatively common sights, as it remains common knowledge that the lazy orcs have yet to uncover all of Koldukar's lost passages and ancient relics.

Wyvernsting: This city of wood and stone is the second-largest settlement in Belkzen. In the distant past, a warlord seeking to emulate Belkzen commanded his band to build a permanent fortified compound high in the mountains, from which he could exert dominion over one of the region's few tiny, valuable evergreen forests. Though the warlord's name has long been forgotten, the town's easy access to both a large source of lumber and the titanic creatures to the north bring its ruler great wealth and power. It's current leader, Hundux Half-man of the Murdered Child, is a canny and ambitious half-orc who is whispered to have designs on Urgir itself. Since its founding, the town has taken its name from both the plentiful wyverns of the surrounding hills and its leaders' unique method of punishing insubordination.



ZON-KUTHON

THE MIDNIGHT LORD

Zon-Kuthon (zon KOO-thon) is a twisted, cruel, jealous god who defiles flesh to bring pain and misery. He represents ever-present pain, emotional darkness, consuming envy, and unquenchable loss. Unrepentantly evil, he finds brief joy in the pain he causes others. His very existence is a corruption and parasite upon the world. His alien mind constantly seeks new ways to oppress, humiliate, demoralize, and destroy others. While his true goals are incomprehensible, his stated desire is to flay every living thing until the entire world is an intertwined mass of bleeding flesh writhing in pain-livid ecstasy. He whips the minds of serial killers, guides the hands of torturers, and plays the nerves of the suffering like a master bard.

Zon-Kuthon offers no great wisdoms, no promises of universal truth, no guarantee of rewards in the afterlife. His strange mind sees little difference between this life and the next, and he tortures living flesh and dead soul with hideous pleasure and delicious pain. It is possible that this bleak nihilism may be the first step in some greater plan or metaphysical evolution that is incomprehensible to even his greatest priests, but so far the method and message is that existence itself is pain. His faith is lawful, following the natural hierarchy of the strong preying upon the weak, whether for food, entertainment, sex, or proof of dominance.

His horrid affection attracts evil sadists, demented masochists, and those whose spirits are so wounded that only overwhelming pain distracts them from their sorrows. Prisoners left to starve in oubliettes who cut their own flesh just to remind themselves that they exist. Jilted lovers who make sick plans to avenge themselves or plot petty cruelties for their unfaithful mate. Every mother that starves herself because of her dead child, every cult that requires an initiation of pain as proof of sincerity, every teamster who strikes his animals harder to work them faster, every drunk who drinks to forget, every slave who welcomes the whip as better than death—all are watched by Zon-Kuthon's gouged eye.

Zon-Kuthon's direct intervention in the lives of mortals is usually brief and ambiguous, with the price often outweighing the benefit. A slave under the whip who prays for relief might experience sexual pleasure but find the pain is heightened. A craftsman achieves perfection in his work only after his obsession drives away all he loves. A count who prays for help against invading orcs may gain the help of a cruel warlord who takes over the orc lands as his own and becomes an even greater menace. Despite these hidden poisons, mortals continue to pray to Zon-Kuthon for help, and he has countless minions devoted to listening for these requests, watchful for those who might be tempted by the Dark Prince's umbral embrace.

Zon-Kuthon's true appearance varies and there is no consistent depiction of him, but the overall image is recognizable. His flesh is pale and bloodless and usually hairless, though he sometimes has wispy blonde hair

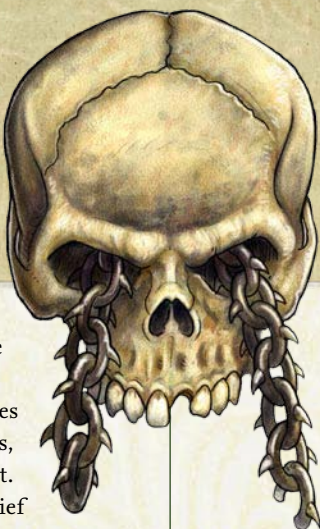
on his scalp. Contrasting with the pale skin are bloody red wounds, many of which are held open with hooks or straps or splints, some appearing partially healed and reopened. Sometimes his skin is completely gone, revealing bare muscle or even bone. He frequently has piercings, sometimes through muscle and bone, with bits of jewelry or remnants of his victims dangling from them. Even his face doesn't escape this attention, with spikes and hooks and straps pulling it into strange configurations, his lips removed to show bloody teeth, one eye removed and replaced with a strange crystal, or the entire back of his head gone, revealing skull and brains. He is usually shown wearing a vertical metal crown that pulls his flesh back into an obscene sunburst. Parts of his body that lack wounds are usually covered in blood-soaked black leather, often sexualized or used to manipulate the wounds in an obscene manner. Absent this orchestra of mutilation, Zon-Kuthon might appear human, but brief glimpses of his unaltered parts set the maimings into sharp, horrifying contrast. Mortal representations of him are usually simplified to a pale man in black with one significant wound. Different cults of the church may venerate one version of his image

over others (going so far as to duplicate that image in their own flesh), but these cosmetic differences are irrelevant in the faith's pursuit of pain and darkness.

The church has no official formal garb, though most dress in fetishistic versions of their god's own garments. Body modification and self-mutilation are the norm, and in some cases their experiments are so extreme that their flesh interweaves with their clothing to the point that removing it can kill them. Members of the church quickly learn how to keep wounds clean and free of infection, as well as how to conceal them from the public eye. Those whose alterations are severe and cannot pass as normal often disguise themselves as lepers or monstrous half-breeds (half-orcs are a common choice, particularly in lands where orcs are never seen). Particularly skilled and clever members of the cult have been known to skin their victims, tan them into supple leather, and wear the skin as a disguising garment over their own wounds. Many of the church's flesh-artists are known for their ability to

"Let screams be music and the smell of seared skin a joy. Look upon all flesh as a canvas for your works of pain and honor the Midnight Lord with sharp brush and bloody paint. Embrace misery in this world and the next, forget all that is not suffering, and tune your mind so you understand the pleasures of pain."

—The Umbral Leaves





preserve facial skin so it can be worn like a mask, allowing wearers to pass as normal for short periods of time even under close scrutiny.

Zon-Kuthon is lawful evil and his portfolio is envy, pain, darkness, and loss. His domains are Darkness, Death, Destruction, Evil, and Law. His favored weapon is the spiked chain, a versatile thing in battle and in the deepest dungeon. His symbol is a skull with a spiked chain threaded through the eye sockets. Most of his priests are clerics, but there are several orders of blackguards and corrupted paladins who inflict pain in his name, and certain primitive tribes worship him under the tutelage of adepts. He is called the Midnight Lord and the Dark Prince. His most recognizable servants are erinyes, chain devils, and hellcats comprised of unfathomable darkness.

Services to Zon-Kuthon always involve torture, whether performed on slaves, prisoners, or willing members of the cult. The more exquisite the agony, the greater the offering to the Midnight Lord, and particularly skilled torturers can keep a victim just shy of passing out for days at a time, using magic or drugs to keep themselves awake for these extended “prayer sessions.” Clever members choose poetic tortures on members of rival faiths, such as putting golden splints under the nails of Abadaran priests, hatching moth larvae in the eyes of Desnan wanderers, or affixing red-hot iron shoes to the feet of Torag’s smiths (called the Dance of Death). Larger temples may have a “scream choir” of alchemically or surgically altered slaves who can only sing or scream a single note when “played” by a torturer-conductor. Many cult rituals involve the blurring of pleasure and pain, and encourage dangerous or humiliating sex, whether with other cult members or unwilling parties. Necrophilia is not frowned on but is not common, as the undead do not feel pain in the same way that the truly living or dead do.

Zon-Kuthon’s church has no overarching organizational tenants. Each cell or temple has an understood hierarchy, based on physical power, endurance, willingness and ability to endure pain, and similar elements related to church practices. Rather than standard duels, rivals within the church engage in rites of escalating self-inflicted injuries until one party concedes, can no longer perform, or perishes—these contests also escalate the status of the participants in the eyes of witnesses. There is usually little reason for different churches to cooperate, as the church rarely has large-scale goals requiring united effort. Rather, the church of Zon-Kuthon seeks to fuel a single tide of horror and bloodshed, content to lap at the edges of society, breaking off pieces and slowly weakening it.

TEMPLES AND SHRINES

Zon-Kuthon’s temples look like torture chambers, and many are actual torture chambers converted for church use. Any typical instrument of torture is a fixture, and

sputtering torches or dim smoky candles are the norm for illumination. If worshippers are secretly using a site for worship, they either bring a representation of the Dark Prince as a centerpiece (often a preserved corpse dressed as the god or a victim to ritualistically disfigure into such an icon), or pray to an empty iron maiden as a representation of his presence. If the church controls the place outright, it has permanent decorations of the faith. In smaller locales the church might be a secret cave or basement where the cultists meet, littered with surgical and torture instruments that can pass as farm or craftsman's tools in case the lair is discovered.

Given the specialized interests of the cult, there are few remote shrines, though any place where someone was deliberately brutalized might attract the attention of a Kuthite, even for "justified" violence like burning an evil necromancer at the stake. The faithful may leave offerings at these sites, such as a few drops of blood, an animal skull, a bit of sharpened metal, and so on, until the place gains a subtle atmosphere of suffering and evil.

A CLERIC'S ROLE

Aside from rare church-demanded duties, clerics of the Dark Prince have a single goal: bringing pain to the world. In the absence of moral or immoral guidance from their patron, most choose their own path and use Zon-Kuthon's gifts to serve their own desires. Their deity is largely indifferent to mortal affairs but still grants spells in response to the proper prayers. Many clerics of Zon-Kuthon seek power without responsibility and aren't particularly zealous. In other words, being a priest is a secondary profession to them, leaving them most of their time to focus on their obsessions with conquest, wealth, and so on. Some join the church because they tire of the conventional delights of a decadent lifestyle and seek the thrill of tasting darker indulgences. Those who zealously join the church are usually mad or damaged individuals with a history of torturing animals. Such unbalanced sadists tend to rise to the highest ranks in the church because of their innate lust and desire for pain.

Because the church's use of torture relies on suffering as a measure of devotion, most clerics have many ranks in the Concentration and Heal skills. They can withstand torture for hours without screaming (though they may do so just for the glory of it) and are experts in preserving life in the face of mortal injury. In remote areas or places where magic is scarce, a Kuthite (cleric or otherwise) may gain a reputation as a skilled surgeon, though his gleeful leer as he performs his services without mind for the patient's pain can be unnerving. With their access to divine magic and mundane skills, a Kuthite is a miracle worker on the battlefield, though the patients might regret the attention. A Kuthite priest living in secret in a normal community might feel

very protective toward the people in it, seeing them as his toys and brutally retaliating against anyone who threatens them. For example, if bandits attack a village, the resident Kuthite might hunt down the bandit leader, torture him to death, and leave his body parts as grisly trophies in a circle surrounding the bandit camp.

In places where the darker side of society is tolerated, Kuthites may act more openly and gain a measure of reluctant acceptance. Much as undertakers perform a necessary function that most choose not to think about, the Kuthite faith has its role in these places. Cults of the Dark Prince's more socially acceptable aspects occasionally appear in civilized areas and might even work significant good, but even these congregations are merely fronts meant to lead the weak toward the true excruciating majesty of Zon-Kuthon.

Aside from the faith's crusade of pain, high-ranking members of the church of Zon-Kuthon occasionally set their subordinates to specific goals. Murdering individuals sure to cause widespread grieving, the recovery of artifacts holy to Zon-Kuthon—or that the Dark Prince merely desires—and the provocation of wars and other calamities are not beyond the opportunistic church's plotting.

TWO MYTHS

Stitched upon flesh and written in blood, tales holy to Zon-Kuthon's faith reinforce the suffering of the faithful and tempt all others to hopelessness.

The Broken Traveler: Ages ago, Zon-Kuthon was Dou-Bral, half-brother to Shelyn (goddess of beauty, love, and the arts). Little is known of his original powers or the extent of their relationship, but at some point they argued, and Dou-Bral abandoned Golarion for the far dark places between the planes. Shelyn grieved for her lost brother, but was more horrified by his return. The church of Shelyn contends that before he left, the siblings shared custody over what is now her portfolio. During his travels in the void, some unfathomable entity found and possessed the young god, driving his original self into a tiny prison within his own essence. This alien presence filled the void of Dou-Bral's godly power with twisted versions of the things he used to watch over and protect—beauty became mutilation, love became misery, music became screams, and the art of creation became the craft of torture. When Shelyn reached out to her lost brother, he pierced her hand with his black nails. Again the siblings quarreled, he responding to her tears and pleading with violence. Only after she wrested his weapon, a golden glaive, away from him did they reach a tenuous peace of silence and avoidance. For countless centuries Shelyn has tried to find ways to make her brother remember who he is—all with little effect. Zon-Kuthon acknowledges that he and Shelyn were once siblings but has nothing else to say on the matter.

The Master Wrapped in Shadow: Upon his return to Golarion, Zon-Kuthon's crimes drew the attention of Abadar, god of cities, wealth, and law. Approaching the creature he once knew as the young god Dou-Bral, the Master of the First Vault was horrified by the change. As Zon-Kuthon had wounded his sister and corrupted his own father (see page 85), divine law demanded he be punished. Yet, suspecting that Dou-Bral was no longer in control of his powers and unsure of when or if the god would come back to himself, Abadar struck a bargain. If the godly entity would concede to banishment to the Plane of Shadow for as long as the sun hung in the sky, Abadar would grant him a single item from the First Vault—the holding place of the perfect, ur-forms of all things in existence. Patient and possessed of strange insight, Zon-Kuthon agreed. For untold millennia Zon-Kuthon lurked in shadow, raising Xovaikain, his lightless realm of hopelessness and suffering. When finally the Age of Darkness cloaked Golarion in shadow, Zon-Kuthon emerged and appeared in Abadar's palace-city of Aktun to collect his boon. True to his word, Abadar conceded that the sun had indeed vanished from the sky and granted Zon-Kuthon his desire: the first shadow. Since then, Zon-Kuthon has used his treasure well, populating his dark realm with legions of shadow-sculpted beings and even draping a piece of absolute shadow across the world, eternally cloaking his servant nation of Nidal.

APHORISMS

In the face of their master's endless darkness, Zon-Kuthon's worshippers gird themselves with simple affirmations of hopelessness.

Abandon Your Tears: In a cult that worships pain, tears are evidence of weakness. When a tortured victim cries, it shows they have not embraced their pain and thus are unenlightened. When a cultist is tortured, they love their pain and refuse to shed tears, focusing their energy on savoring the broad bloody line between agony and ecstasy. This aphorism is an admonition to the victim and advice to the faithful.

Experience Without Limits: This phrase has two meanings. It indicates that the cult seeks physical sensation beyond the normal limitations of mortals, mixing pleasure and pain to reach an experience on a new level. It also means that a Kuthite should not let the rules of normal society dictate limitations to his goals and desires—if he wants to taste his sister's unborn child, or compose a symphony of screams, so be it. There is an unspoken acknowledgement that everyone has this right and thus the aggressor may become the victim, for it is only natural that the strong dominate the weak.

HOLIDAYS

Zon-Kuthon's church has few holidays, but regular meetings usually take place on the night of the new moon.

The Joymaking: One bizarre cult belief is that the less flesh a person has, the more concentrated the sensation of pain and pleasure is in that remaining flesh—supposedly a legless man experiences greater pain and pleasure than one with two good legs. Privileged members of the church can arrange to have all their limbs amputated and all unnecessary flesh removed (eyes, ears, tongue, lips, and so on), leaving only a writhing head and torso that must be fed and cleaned by others. These “Joyful Things” are the most envied of the faith, as their entire existence is devoted to limitless pain and pleasure. They are normally kept in secure places belonging to the church, where any member of the faith can torture and violate them. A member of the cult who has enough privilege and wealth to deserve and afford this attention may call for the Joymaking ceremony, where their limbs and nonessentials are removed in sections over the course of one night. Often the removed pieces are eaten by the others present in the hopes of gaining an echo of the Joyful Thing's luck and sensation.

The Eternal Kiss: This holiday takes place on the first new moon of the year. A victim is chosen—usually an enemy of the church but sometimes a favored member of the cult—and treated luxuriously for a period of eleven days, given exotic comforts, fine food, erotic companionship, and so on. The eleventh night's attention begins as normal and then suddenly shifts to physical and emotional torture using whatever creative methods the cultists can devise, from fire to blades to poison to drowning and countless others. They use magic to keep the victim alive as long as possible, seeking the fine edge just short of pain that is too great to survive. Often the victim's entrails are pulled out and used for divination (called anthropomancy), looking for signs of Zon-Kuthon's will. Very rarely, the suffering victim speaks in tongues, conveying phrases in other languages that can be pieced together into a prophecy.

RELATIONS WITH OTHER RELIGIONS

Zon-Kuthon has little to do with other deific entities. He has no desire to create alliances, no need to wage war, and no interest in playing diplomat between rival powers. Although he aided in the imprisonment of Rovagug in youth as Dou-Bral, this was his last cooperation with his peers. His evil nature and vile practices make him a target for good-minded faiths, though he is as likely to ignore attacks on his minions as to retaliate. From time to time agents of Asmodeus strike deals with his lieutenants, and the hordes of Lamashtu buy and sell knowledge and slaves with his kind, but their interactions are always at arm's length because of his propensity to experiment on his allies. The only being who escapes his sick pleasures is his half-sister Shelyn, though her followers have no special protection against him or his, and

she limits their contact to brief visits in person with powerful defensive magic at the ready.

PRIESTS OF ZON-KUTHON

From the Umbral Court of shadow-shrouded Nidal to pain-inspired scholars hidden among the universities of Taldor and Galt, sadistic Kuthites arise wherever there are screams to be coaxed from soft flesh. The following are but two worshipers of Zon-Kuthon whom PCs might meet during their travels.

Hanay Markastir (NE male human cleric 4) appears to be an unhealthy older Taldan man but is actually physically robust and only in his late thirties—his aged appearance stems from unusual and secret self-inflicted injuries. He is a liar and schemer, and dabbles in forbidden alchemy. He presents a facade of an unassuming assistant, willing to join a group of PCs as a hireling knowledgeable in the ways of potions and alchemical works, but all the while planting seeds to bring them under his thumb. He tends to obsess over athletic women he meets, offering them strange gifts and trying to pressure them into intimacy.

Captain Elliot Braker (LE male human ranger 11) is a disciplined, proper military man with a wan face. A well-liked veteran in Sargava's colonial forces, countless battles against the native Mwangi have thoroughly traumatized the compassionate soldier. After seeing half his men kidnapped and flensed by savages, Braker turned to drink to forget. When alcohol stopped working, he turned to women, then drugs, then rarer vices imported from the Shackles. Although he has riddled his torso with elaborate needlework, he hesitates to inflict more visible, dangerous, and gratifying tortures upon himself without trying them on a second party first.

PLANAR ALLIES

Along with Zon-Kuthon's terrible but rarely seen herald, the Prince in Chains (see page 84), and those horrors noted in the "Allies of Zon-Kuthon" sidebar, the following outsiders serve the Midnight Lord and eagerly answer *planar ally* spells and similar calling spells from her faithful.

Vreet-Hall: Also known as the "Fiends Whose Wounds Are Like Wombs," this creature is an unnaturally tall and lithe chain devil whose weapons continually abrade and slice its own flesh to reveal half-formed eyes, wagging tongues, and cysts that drop living maggots. This elf-like thing never touches the ground with its feet, either lifting and dragging itself about with chains like prehensile limbs or wrapping itself tightly from the calf down so that its pallid flesh never touches bare earth or stone. Vreet-Hall speaks through a permanent wound in its throat. It has a fondness for wines, exotic drugs, and living slaves. Nobody knows its gender, and it may have surgically removed any evidence long ago.

ALLIES OF ZON-KUTHON

Zon-Kuthon's priests can use *summon monster* spells to summon the following creatures in addition to the normal creatures listed in the spells.

Summon Monster II

Lesser shadow* (LE)

Summon Monster IV

Shadow (LE)

Summon Monster VIII

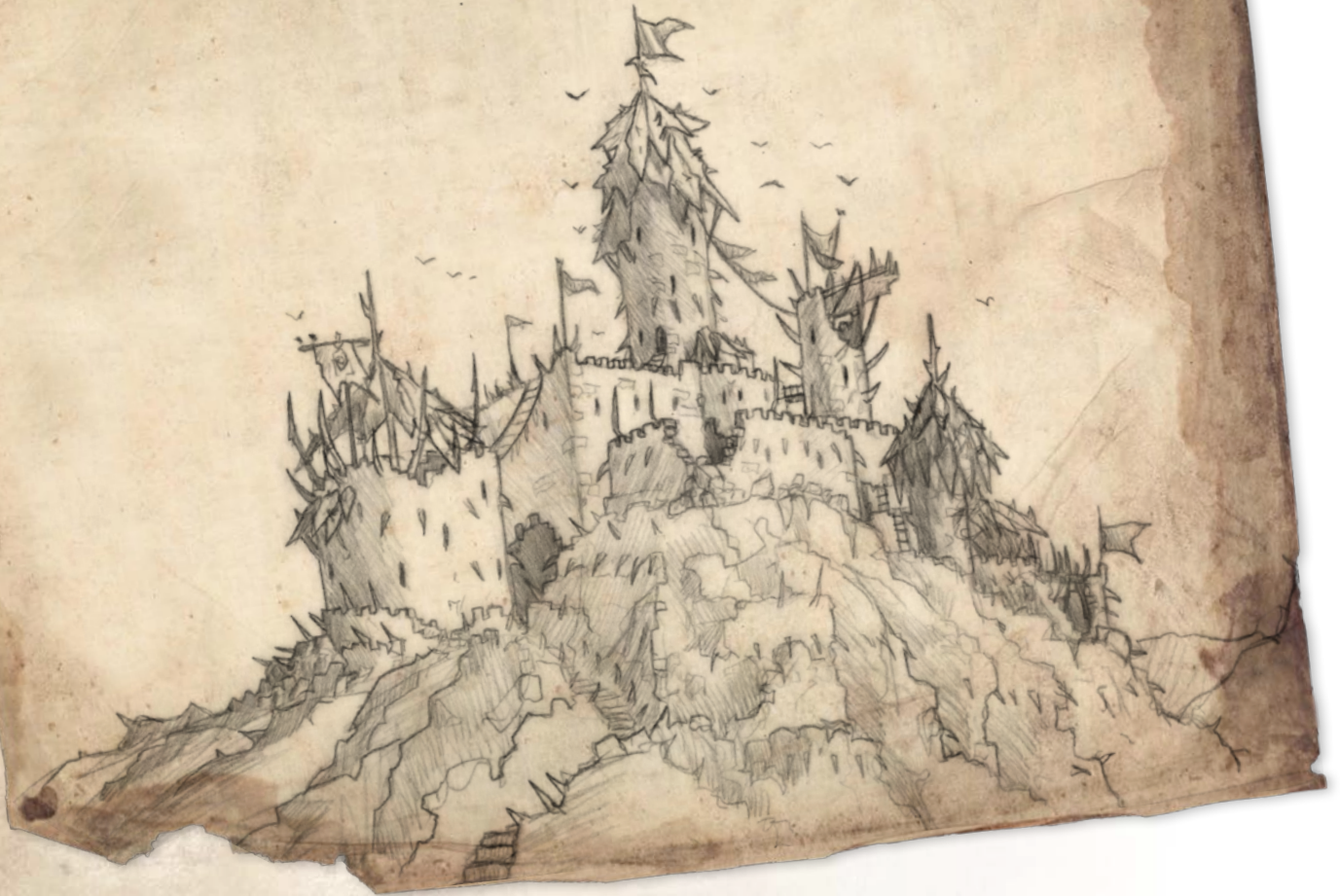
Erinyes (LE)

Greater shadow (LE)

*see the *Tome of Horrors*



Dominik the Unquenchable: Once a rapacious Kuthite lieutenant, Dominik fell prey to a vampire and rose as an undead predator. Members of his own church captured and tortured him. He is a handsome middle-aged man with stark blonde hair, prominent canines, and long elegant hands lacking fingernails. His entire abdomen is ripped open and empty—a wound his formidable regeneration has strangely never healed—thus he lacks any digestive organs. When he drinks blood, it drains just as quickly out of his wounds. As a result, he is continually ravenous, and is prone to falling upon helpless foes to drink them dry. If conjured, he appreciates creatures he can feed on, large supplies of blood, or magic that can temporarily suspend his hunger. He is a lawful evil vampire fighter 5.



A FRIEND IN NEED

07 Lamashan, 4707 AR

If this was ever a good idea—and I’m not saying it was—that time has long since passed. At this point, all that keeps me going is my stubborn desire for completion, a trait that has defined my life and will almost certainly be my death. But not, as it turns out, today.

Between the frothing raiders at the dragon monument and the narrow escape from the clashing orc tribes in the valley, Joskan and I have finally learned our lesson. Forsaking speed for safety, we’ve resigned ourselves to traveling primarily through the inhospitable foothills of the Mindspins during the day and hiding ourselves well before making camp each night. It’s rough going, but we dare not brave the easier (and hence more densely inhabited) plains. As if that weren’t trial enough, three days ago the dark gray thunderhead that’s loomed over us since we crossed into Belkzen finally opened up and released an unceasing deluge, an ocean of rain that washes the pebbles from beneath our feet and soaks us clear through to the bone. At first we welcomed it, as after the tinder-dry plains of the Storval Plateau I had worried

seriously about our water supply, but as the hours turned into days of walking, eating, and sleeping in permanently wet gear, the novelty soon wore off. But there’s nothing for it except to turn up our hoods and trudge on. At least we can rest a bit easier where the orcs are concerned—only a complete fool (or, in our case, a pair of them) would be out in this weather, and the raindrops fill the air so thick that anything more than a hundred feet away might as well be invisible.

Joskan has been in a strange mood ever since our encounter with the feuding orc tribes. Never much for talking, the half-orc has grown even more reticent, and rarely responds to questions with more than a grunt. He also occasionally has trouble meeting my eyes, and if I didn’t know better, I’d say he almost feels embarrassed. Why is anyone’s guess, but I have my theories. Maybe running into the lowland orcs—not just the crazy mountain cannibals, but the more “civilized” tribes of the plains—has reminded him uncomfortably of the heritage he left behind in his flight to Varisia. Maybe he’s just ashamed that he, the burly gladiator and supposed expert on the

region, had his bacon saved back at the dragon mountain by a comparatively scrawny, bookish Pathfinder.

Whatever the reason, it doesn't matter. The fact is, even my monosyllabic comrade has been enough to raise my spirits higher than they've been since I left the Sklar-Quah. The life of a Pathfinder is one of freedom, of being blown on the wind and riding it wherever the whisper of fame and knowledge calls you, yet it is solitary. Contacts in every town, friends in every city, but a home in none of them. It seems as soon as I start to care for someone, I'm spun away again, and count myself lucky if my brief stay hasn't cost them dearly. Gav. Tomast. Sascha, who gave her life for mine. Not a day goes by that I don't think of them.

Joskan may be brusque and uncouth, but he's a comrade. Someone to watch my back while I sleep, to help tend the fire at night, to laugh when I trip and slide halfway down a mountain on my face, and in doing so make me laugh as well. It's not much, but it's enough. Perhaps I've been alone too long.

In this bleak and unforgiving landscape, it's good to have a friend.

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We had crested the easternmost spur of the mountains and were following it southward through a scraggly grove of trees, already barren with winter's approach, when the rain stopped. As dazed as we were, heads bowed against the weight of our packs and locked into the rhythm of our mile-eating shuffle, it took us both a moment to notice. The sudden silence lay thick and heavy on the land. Then somewhere, off in the distance, a bird gave a single, tentative chirp. As if on cue, the clouds above us broke and spilled light over the landscape. I looked at Joskan, and we both stared at each other in disbelief. Throwing back my hood, I shrugged off my pack and leaned my face into the sun, eyes closed, reveling in its warmth. Joskan didn't even bother to remove his gear, just flopped spread-eagled on his back in the mud as if making snow angels, grinning like a dog. We stayed like that for long minutes, feeling the heat travel slowly through our steaming clothes and into their bones. Finally I broke the silence.

"Gods, Joskan, did you ever think such a simple thing as rain could—"

But Joskan wasn't listening to me. Eyes wide, one ear to the ground, he motioned for me to be silent. I froze.

When it came, it was less heard than felt, a low buzzing rumble that traveled up from the ground, through the feet and into the bones, making them vibrate. It was not the rhythmic tramp of an army, nor the pounding clomp of hooves, but rather something different—the sound of a thousand tiny feet stepping lightly, combined with a high-pitched chittering.

I began to ask Joskan about it, but before the words were halfway out of my mouth he was up and running, making for the tallest tree in the copse. "Come on!" he screamed. Without knowing why, I ditched my pack and fled in his wake.

On the horizon, uncomfortably near, a shadow appeared. It spread down the hills toward us at the speed of a galloping horse, flowing like water, filling the valley. As it approached I began to make out individual creatures: huge brown ant-like things, each the size of a full-grown aurochs and bearing a massive pair of scything mandibles.

"Move it, Eando!" Ahead of me, Joskan had already reached the tree and flung himself into its lower branches. Putting on an extra burst of speed, I reached the tree and leapt, barely catching the half-orc's outstretched hand. With a heave, he pulled me up onto the same branch. Below us, the creatures had reached the southernmost edge of the forest, the frantic, scuttling wave breaking and seething through the trees, knocking down some of the smaller ones. I ascended a few more branches to make sure I was safely out of reach, then clung, fascinated, to the trunk as the beasts ran beneath us. They were not exactly like giant ants—too chitinous, and they didn't work together, running right over the top of each other as the stampede swept forward at speed. My pack disappeared beneath them, and I cursed, but was brought out of my reverie by Joskan's scream from above me.

"What are you doing, you idiot? Climb! Climb!"

"But wha—" And then I saw it. A stone's throw away, one of the creatures reared up and snapped its head forward, flinging a line of streaming spittle some thirty feet in the air. Where it landed, plants and ground sizzled and bubbled, melting away to nothing.

I climbed.

Following Joskan's lead, I swung upward with heedless abandon, brachiating like a monkey as I strove to put distance between me and the terror beneath us. Finally, when the branches grew thin and we could go no higher, Joskan and I sat with arms and legs curled around the trunk like sailors in the maintop.

Suddenly the trunk shuddered. Below us, one of the creatures had slammed headlong into it. Despite my most fervent prayers, it looked up, its beady little eyes focusing on us as it circled the trunk. Twice it spat, the line of greasy gray-black acid stripping away entire branches. And then, to our horror, it began to climb the tree with ease.

Joskan groaned, a pitiful sound that frightened me more than anything I'd seen yet. And suddenly, with a clarity born of desperation, the answer came to me.

Ignoring the half-orc's stares, I thrust my hand into my belt pouch, navigating by feel until my questing fingers found the slimy lump of bacon fat. Rubbing it quickly but

deliberately between my fingers, I began whispering to the tree in low tones. Finally I withdrew my hand, spat on fingers shiny with fat, and grasped the trunk.

Twenty feet below us, the tree's bole suddenly took on a black, greasy sheen, its sides slick with oil. The ant-beast never had a chance. Scrambling with all six legs, it lost its purchase and fell, landing on its back with a cracking noise. Instantly its fellows were upon it, devouring it before it had a chance to right itself. Then the tide swept onward, and within moments the creatures were gone, racing off into the hills, leaving not a shrub standing.

For a long moment, nobody breathed, then I cut loose with a triumphant whoop. "That's right!" I screamed in the direction the swarm had gone. "Nobody but *nobody* eats Eando Kline, you bastards!" If my laughter had a tinge of mania to it—well, such things happen. Above me, Joskan only breathed steadily, clutching the trunk. He looked down at me.

"That's the third time you've saved my life," he said.

"Don't worry about it," I replied. "If you hadn't hauled me into the tree, I'd be a smear on somebody's antennae right now. Let's call it even."

"Deal," he said.

But still he looked away.

11 Lamashan, 4707 AR

"I don't like this," I declared, not for the first time. From where we crouched, just shy of the hill's crest, we could see the half-crumbled walls of the castle, its narrow windows flickering with torchlight in the deepening dusk.

"I don't either," Joskan said. "Just trust me. I've got this handled."

According to my guide, the creatures that had overrun us in the grove were known locally as "ankhegs," and generally lived miles to the south in great colonies that the orcs referred to as the Skittermounds. For the most part, the overgrown insects were content to battle among themselves in their massive underground warrens, colony massacring colony in their eternal fight for dominance. Every few years, however, massive rains in the Mindspin Mountains would cause their tunnels to flood, and the ravenous bugs would pour over the landscape in an exodus that could stretch dozens of miles, devouring everything in their path before finally returning home.

In the wake of the swarm, we'd discovered my pack much where we'd left it, its tools half-melted and the foodstuffs scattered and ruined. Thank the gods that I keep both my journal and my wayfinder inside my shirt at all times. Upon seeing the condition of our gear, Joskan sat down heavily and made what was obviously



*No wonder
orcs fear the
Skittermounds.*

an uncomfortable proposition (not to mention one of his longest uninterrupted speeches to date).

For days, he said, we had been traveling toward Urgir, Belkzen's nominal capital city. The good news was that, of all the settlements in the region, Urgir was the only one where a pinkskin like me could wander relatively unhindered, provided he bore a token from a chieftain granting him the tribe's protection. The bad news was that, in order to get that token, we were going to have to interact with one of the clans, of which his former tribe, the Broken Spine clan, was the closest, safest option.

I was skeptical at first—one might even have said "hysterical." I argued passionately against the idea, on the grounds that every orc we'd met thus far had tried to enslave and consume us, but Joskan was resolved. He wasn't happy about it either, he pointed out, considering he'd made his way to Varisia in order to leave this life behind, but we needed the chief's token, and furthermore, we weren't going to last long in the plains without supplies. Besides, he said, before he'd left, he'd brokered several beneficial deals for the tribe, so sentiment should run in our favor.

So now there we were, perched belly down on top of a hill, preparing to deliver ourselves directly into the hands of the enemy.

"Ready?" he asked.

"Not in the least," I said, but stood up anyway. Together we walked at a quick pace down the hill, feeling entirely too exposed.

The castle was of the standard Lastwall design, one of the many cookie-cutter fortifications stamped out by their government at the end of the Shining Crusade. Over

the centuries, the borders of Lastwall have been pushed back several times by the encroaching orcs, but by the size of this fortress I reckoned we'd run across part of the Sunwall, the first great line of castles established after the defeat of the Whispering Tyrant. Either that, or part of Harchist's Blockade, a few centuries later. Several of its walls were crumbled now, the roof of one tower fallen in, and the lights indicated that only a portion of its many-storied bulk was actually in use by the orcs. Nonetheless, it made an impressive sight.

Despite our complete lack of stealth, the sentries at the gate didn't see us until we were practically on top of them, and we had to shout our presence like idiots lest we take a surprised guard's arrow in the gut. Shouts came from inside the walls.

"Hold your spears," Joskan growled in Orc. It was only the second time I'd heard him speak it, and I wondered if he knew that I understood. "It's Joskan. I need to see the chief."

"Joskan!" One of the guards grunted in surprise. "I thought you—"

"I demand to see Chief Kroghut immediately," my guide interrupted. "If it's important enough to bring me back, the chief will have your bowels on a stick for delaying it."

That got a response, and the orcs on guard ushered us in without delay, though many of them kept their weapons ready. I decided I didn't like the way they were looking at us—some were clearly grinning at Joskan, and the smiles didn't seem friendly.

We were led through hall after stone hall, and I was amused to find that the fortress was indeed constructed exactly like Cartov Keep in Vellumis, where I'd once spent several months studying ancient texts. I could practically close my eyes and navigate it. Finally we emerged into a great columned audience chamber, complete with an elaborate throne on a marble dais.

Upon the throne sat a huge orc cradling an impressive spiked hammer, tusks protruding from beneath his lips. His chin rested on one enormous fist, giving him a brooding look, and behind him rose the Broken Spine standard with its gory depiction of the tribe's name, covered in fetishes and trophies.

"Joskan," the chieftain spat.

"Leave the talking to me," Joskan whispered in Taldane, then continued on in Orc. "Fearless, unchallengeable one," he intoned meekly. "May the number of slaves you take be bested only by the number of sons you beget upon them."

The orc chieftain appeared unimpressed. "Have you gone insane in the pinkskins' lands, then?" he asked. "Or have you forgotten that breaking exile means death—the slowest one I can find?"

"I know full well, lord," Joskan said. "But I bring you a gift. This pinkskin with me is a Pathfinder, one of their

kind's most knowledgeable. He will undoubtedly be the most useful slave in your holdings. All I ask in return is your forgiveness, and to resume my rightful place in the tribe."

In the shock following his statement, the world around me grew distant, and my ears filled with a roaring that I dimly recognized as my own heartbeat. Betrayed. Impossible. My hands shook, but I kept my face blank as Joskan gave me a friendly smile and a thumbs-up.

"Hmm..." The chieftain considered the bargain for a long moment before finally saying, "Well enough. Take him to the slave pen, then return to me and we'll discuss the further terms of your penance."

"Thank you, lord," Joskan simpered pathetically, bowing low. Two guards approached to seize me.

"What's happening, Joskan?" I asked in Taldane, face still straight.

"They're going to take you to get the documents," he replied. His own face was damp with sweat.

So that was it. After all we'd been through, this was his decision.

"I don't think so," I said in Orc. His eyes widened.

In a single movement, I drew a knife with each hand and flung them hard into the faces of the approaching guards.

"I saved your life, and you sell me out?!" I yelled. To either side of me, the screaming orcs clutched their ruined eyes and fell to the floor in a fountain of gore.

"You said we were even." The big half-orc shrugged, drawing his axe. "It's nothing personal." But by that point I was already in motion.

You have to hand it to Lastwall's military—standardization certainly comes in handy. I doubt if the stupid, inobservant orcs had ever noticed that some of the castle's chambers weren't quite as big as they ought to be. By the time any of the guards knew the jig was up, I was doing the last thing they'd expected: running straight toward the throne where their chief sat. Or rather, just to the right of it. With a kick, the latch behind the loose stone released, and then I was through, the hidden door swinging closed behind me. In the darkness, I groped for the locking bar and found it, sliding it home as frantic pounding began to come from the other side. I gave my eyes a brief moment to adjust to the near-complete darkness, then found the ladder exactly where it was supposed to be and began to climb quickly down into the castle's depths.

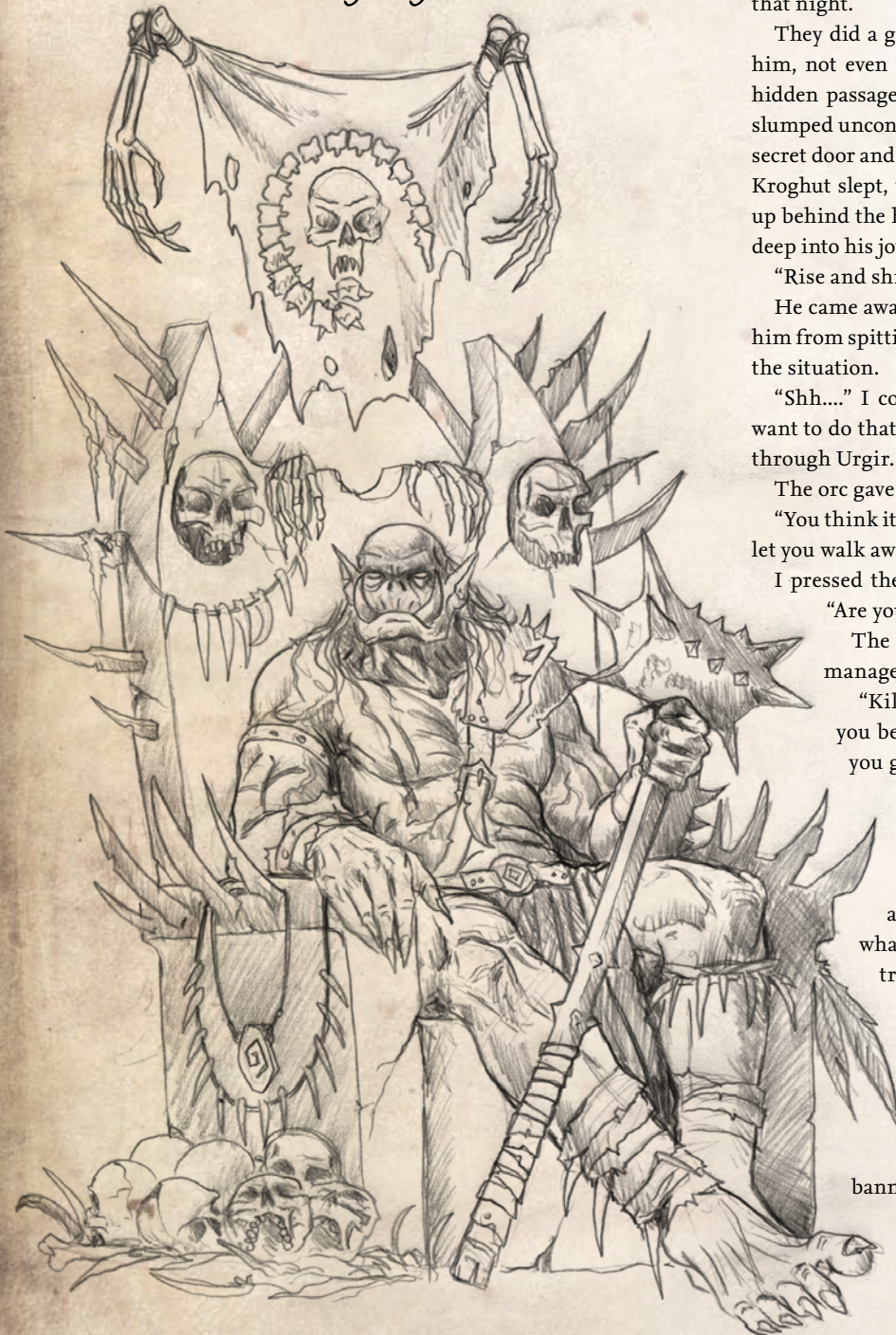
Most castles have a bolt hole or priest hole for getting its leaders safely away in the event of the walls being overrun. But in a country like Lastwall, where you've spent generations laying siege to castles or being besieged yourself, you don't stop there. Every one of these castles was riddled with passages to help defenders harry the opposition down to the last man. In this case, that man was me.

While I trusted the door to the throne room to hold, I knew I needed to be careful—now that the orcs knew the

passages were here, they'd be looking for them. Silently I moved down thin corridors between walls, passing up and down ladders, and peering through cracks in the stones so small that only the absolute darkness of my passage made the narrow streams of light visible.

Through the cracks I saw the castle kitchens, busily roasting an aurochs haunch in the least sanitary conditions imaginable. I found the slave pens (empty,

Chief Kroghut is hardly the forgiving sort.



thankfully), the barracks where off-duty guards fought and gamed, the tribe's meager treasury, and even the chieftain's harem—a sight that I pray to the gods I never see again. At last, high in the topmost tower, I came across the orc lord's sleeping chambers.

Then all I had to do was wait.

To the chieftain's credit, he didn't take any chances. The guards remained on full alert all that night and most of the next before finally deciding that I'd escaped and gone fleeing into the dark. Even so, the chieftain posted two guards at the foot of his bed to watch over him as he slept that night.

They did a good job, too. They never took their eyes off him, not even when the faint puff of magic sand from a hidden passage closed those eyes for them. As the guards slumped unconscious to the floor, I quietly swung open the secret door and padded over to the massive bed where Chief Kroghut slept, the sacred Broken Spine standard propped up behind the headboard. Pressing the point of my dagger deep into his jowls, I rapped sharply on his forehead.

"Rise and shine, Chiefy," I whispered cheerfully in Orc.

He came awake fast, and only my hand on his head kept him from spitting himself on my dagger before he realized the situation.

"Shh...." I cooed, stroking his warty scalp. "You don't want to do that yet. Now: I need a token of yours to get me through Urgir. Where is it?"

The orc gave a grunting laugh.

"You think it's that easy? That I'll just hand one over and let you walk away? Think again, pinkmeat."

I pressed the dagger farther into his quivering wattle.

"Are you sure that's your answer?" I asked.

The orc's dark skin paled a little, but he still managed to spit on my shirt.

"Kill me if you want, but my tribe will take you before you've made it five miles. And even if you got to Urgir, you'd be free meat without my mark. And I'm not going to give it to you."

I glanced around the room. Even if I knew what I was looking for, it would take hours to search through the detritus, and even then I had no guarantees that what I sought was here. Piles of clothes and trophies, weapons and other loot lay stacked everywhere, but no sign of the tokens Joskan had spoken of. Beneath my hands, the orc saw my consternation and smirked.

"Fair enough," I said, releasing him long enough to grab the Broken Spine banner. "Then this will have to do." With both hands, I brought the standard down hard on the orc's meaty scalp, snapping the

haft and putting him back to sleep. Taking the now-significantly-shorter banner, I crawled back into the secret shaft and began to descend.

I had to move fast. Soon the orcs above would come to their senses, and once they did, they would no doubt tear the castle stone from stone in their eagerness to find me.

So I figured I'd help them.

Farther and farther the shaft sank, until finally the ladder ended in a long, musty corridor. By my estimation, I was down at the level of the castle's foundation, level with the dungeons. And sure enough, next to the ladder was the first firepoint.

Let it never be said that the soldiers of Lastwall weren't practical. While it may have been beneath them to actually salt the earth—not that the orcs would have cared at all, being disinclined toward agriculture—they generally knew better than to leave their abandoned fortress sitting around as spoils for their conquerors. That this firepoint had remained unused bespoke reckless optimism on the part of the castle's former commander, or else the keep's overrunning had been too quick for anyone to think of it.

Regardless, the straw was still dry. Tucking the Broken Spine standard under my arm, I picked up the waiting flint and steel and struck them together. Sparks flew, and the straw caught. As I watched, the tinder began to burn merrily, the fire spreading back into the stone alcove and out of sight. I took a brief moment to light a waiting torch off of the fire, then moved forward down the tunnel.

I passed three more firepoints as I went, and each time my torch set the straw ablaze. By the last, I was all but running. In my mind, I saw the fire spreading upward into the castle, the eager flames consuming the packed straw that lay hidden inside every stone wall, catching the timbers, spreading to the roof. Indeed, the tunnel conducted sound well, and as I listened I began to hear a steady, mounting roar, the combined rumble of a thousand pops and cracklings. Above me, something exploded—perhaps the flames had found the orcs' stores of lamp oil. Yet before I had cause to worry, the tunnel turned outward, and I began to ascend.

I emerged from a turf-covered trapdoor to the east, just out of bowshot of the castle walls. Inside them, the fire was working fast—roofs collapsed, ancient stone crumbled in the heat, and walls fell as their supporting timbers were consumed. Burning orcs flung themselves screaming from windows. I stood there for a long moment, knowing I should be on my way yet unable to tear myself from the beauty of the fire against the starlit sky, the way the light from the flames blended with the first fingers of the dawn. And then, among the shouts and curses, I heard a familiar voice.

ORC TRIBES

The Hold of Belkzen has no centralized government. Instead, the region is populated by dozens of orc tribes of various sizes, constantly warring and forming strategic alliances. Each is ruled by a chieftain or warlord, though very rarely a pair of brothers or equally matched warriors might grudgingly share rule. Most of these tribes are nomadic, occasionally staking territories but changing them at will to reflect the migration of aurochs and other food sources. The exception to this is the lucky clan whose savvy leader manages to hold a fortress or settlement, such as Grask Uldeth of the Empty Hand who rules Urgir, or Tulluk Clovenface and his Haskodars who are currently ascendant in Blisterwell.

An orc is fiercely loyal to its tribe, if not necessarily to any particular member, and while intertribal mating is common, females are generally taken from their male relatives by force and absorbed into their mate's tribe. Tribal names are almost always graphic and intended to strike fear into their opponents, and prominent orc tribes in Belkzen include the Murdered Child, Empty Hand, Haskodar, One Eye, Cleft Head, Broken Spine, Gutspear, Twisted Nail, Skull Eater, Wingripper, Black Sun, and Blood Trail tribes.

I kept my profile low as I approached, my sword at the ready, but none of the panicked orcs even noticed me as I slunk through the eastern gate. Nearby one of the main structures had collapsed violently, filling the courtyard with flaming debris, and what orcs I saw upright were making their way quickly to the keep's western end, which was not yet completely lost. The field was mine. I straightened and looked around.

He was lying face-up in the grass of the courtyard, pinned to the ground by an enormous burning timber across his waist. I was almost on top of him before he recognized me.

"Eando!" Joskan cried, his voice ragged with pain. "Eando, help! Please!" He thrust hopelessly at the beam crushing his legs, but was unable to get sufficient leverage to budge it. I stood over him, a silent silhouette. His eyes met mine, and beneath his sloping brow they were wet with tears.

"Please..." he whispered.

There are many measures by which to judge a man, but how he treats those who have wronged him is chief among them. Helping Joskan up was the right thing to do, the only ethical choice.

But I didn't.

Instead I leaned low over the burning timber and rubbed my hands together, warming them over the flame.

"Sorry, Joskan," I said. "Nothing personal."

Then, with the burning towers falling in noisily behind me, I hoisted my new standard and began the long, lonely walk to Urgir.



BESTIARY

SKELETONS OF SCARWALL

"Amid their crystal-lit forests of mold-tangled rockwood and squirming vipervine, the giants with split faces, coarse hair, and bloody tongues howl and cavort and bend their idiot minds upon terrible things. Coaxed at incalculable times from the dark of their enchanted forests, with them they drag shiverwalkers, vimmaids, pulped thanes, and the thoughts of mortal dreamers to the gore-soaked earth amid their ancient stones—plinths tall enough to support the cavernous skies of the Vaultbuilders' hollow hells. And their black blasphemy knows no bounds, and screams and brays and the crackling of bones accompany the gug-song raised to the dark others, the Rough Beast, the Nameless Mist, the Great Unclean, and the Crawling Chaos: Nyarlathotep."

—From the Writings of Zosheneq, First Among Dreamers

Manifestations of dread haunt this month's entry into the *Pathfinder* Bestiary. Within the crumbling halls of cursed Scarwall lurk malevolent chained spirit soul-collectors, undead galas lead by manifestations of death itself, and the split-faced, Lovecraftian giants known as gugs. Yet, these terrors are far from the greatest menaces haunting Golarion. This volume also marks a first for both *Pathfinder* and the *Pathfinder Chronicles* campaign setting with the inclusion of Golarion's first new true dragon: the umbral dragon.

Terrible things stir in the dark places of Golarion, and not all will survive their coming.

WANDERING MONSTERS

While many parties might be used to dry and deadly terrains in the wake of "A History of Ashes," the menace they face in the Hold of Belkzen is much more deliberate. Since this month's adventure, "Skeletons of Scarwall," deals with events within the cursed castle itself, the specifics of the PCs' journey through the orc-gripped realm are largely left to GMs to detail. Thus, this month's random encounter table draws upon beasts from Belkzen, suggesting a wide range of encounters, not all of which the PCs might be prepared for. GMs looking for further information on the war-torn hold should see page 58 and the *Pathfinder's Journal* from *Pathfinder* #8 to this volume, as orcs and Belkzen itself have featured prominently.

The following descriptions cover various encounters in the Hold of Belkzen in more detail.

Caravan: Opportunistic humans and greedy orcs frequently travel the Hold of Belkzen, trading with natives or passing on to more profitable lands. Such caravans are often well guarded and suspicious of traders. A caravan protected by 12 1st-level fighters is an EL 8 encounter. Use the stats on page 117 of the DMG for these guards.

Dragon: Although rare, PCs might encounter adult blue or red dragons. Depending on where the PCs are traveling, this result might mean a run-in with one of the two infamous red dragons of Raschka-Tor (see page 62).

Megafauna: Orcs frequently fetch gigantic megafauna from the Realm of the Mammoth Lords for use in their endless battles. The various dinosaur, dire animal, and normal animal stats in the MM can easily represent a variety of massive prehistoric beasts.

Orcs: The most numerous inhabitants of Belkzen, orcs of wildly varying dispositions might be encountered in groups of widely differing sizes. While lone orc travelers might wander the lands (EL 1/2), warbands of up to 24 orc raiders frequently mount incursions upon Belkzen's bordering lands (2d12 orcs, EL 6 average). In the most extreme cases, armies of dozens of orcs, along with deadly war machines, shamans, and classed champions rage across the plains, crushing anything or anyone in their paths (EL 12+).

HOLD OF BELKZEN RANDOM ENCOUNTERS

d%	Monster	Avg. EL	Source
1–3	1 cockatrice	3	MM 37
4–7	Duststorm	3	DMG 94
8–11	1d4 worgs	4	MM 256
12–14	1 basilisk	5	MM 23
15–21	1d2 giant eagles	5	MM 93
22–26	1d3 griffons	6	MM 139
27–33	1 bulette	7	MM 30
34–39	1d8 dire wolves	7	MM 65
40–43	1d4 manticores	7	MM 179
44–48	2d4 ankhegs	8	MM 14
49–53	Caravan	8	see description
54–57	1d4 ettins	8	MM 106
58–61	1d4 chimeras	9	MM 34
62–65	1 roc	9	MM 215
66–71	1d4 wyverns	9	MM 259
72–76	1d4 stone giants	10	MM 124
77–79	1 cloud giant	11	MM 120
80–84	1 purple worm	12	MM 211
85–94	Orcs	—	see description
95–99	Megafauna	—	see description
100	Dragon	—	see description



WHEN TO WANDER?

The PCs have 100 miles to cover between adventure A and adventure B—what do you do? Sure, you could have the miles speed by with a few simple sentences, you could play out the drudgery for the sake of verisimilitude, or you could throw in a few random encounters to spice things up. But when do you have a random encounter?

Short answer: it's up to you. Whenever you feel like your adventure comes to an uneventful stretch, your PCs need a little more experience, or the players are starting to look bored, these are all great times to roll on a random encounter table. If you crave a little more structure, though, two useful standbys would have you roll one random encounter per day or roll 1d100 every hour with a 5% to 20% chance that a wandering monster shows up. In areas that are particularly dangerous, though—like Belkzen—a GM might want to increase the chances of random encounters to convey the deadliness of the region. A few violent encounters with the local residents can easily turn a blank spot on the map to a fearsome wilderness, and really make PCs appreciate the safety of roads and civilized lands.

Also, if there's a monster or encounter on the chart that you're personally drawn to or you think your PCs would particularly enjoy (or loathe), don't feel bad if it conveniently occurs regardless of what the dice actually turn up—what happens behind the GM screen stays behind the GM screen, after all.

—Wes Schneider



CHAINED SPIRIT

Its eyes blazing in deathless rage, a phantom floats unfettered by the bonds of the living world. The ghostly horror possesses its own ethereal bonds, though, its semi-transparent, vaguely humanoid figure clenched in the hold of countless crisscrossing chains—writhing and tightening over its vaporous form in unending torture. Several of these chains extend from the ghost's body, some dangling through the floor or reaching seemingly through the ceiling above, while others pool in spectral lengths upon the ground like solid things.

CHAINED SPIRIT

CR 14

Always LE Medium undead (incorporeal)

Init +8; **Senses** darkvision 60 ft., spectral sight, spiritsense;

Listen +24, Spot +24

DEFENSE

AC 30, touch 30, flat-footed 26

(+8 deflection, +4 Dex, +8 profane)

hp 203 (14d12+112); fast healing 20

Fort +12, **Ref** +8, **Will** +14

Defensive Abilities spirit anchor, incorporeal; **Immune** destruction, turn/rebuke attempts, undead immunities

OFFENSE

Spd fly 60 ft. (perfect); spectral bindings

Melee incorporeal touch +11 (1d4 plus 1d6 Charisma drain) and 4 chains +6 (2d4+7 plus 1d6 Charisma drain)

Space 5 ft.; **Reach** 5 ft. (30 ft. with chains)

Special Attacks Charisma drain, create spawn, incorporeal chains

STATISTICS

Str —, **Dex** 19, **Con** —, **Int** 15, **Wis** 20, **Cha** 27

Base Atk +7; **Grp** +14 (chains only)

Feats Alertness, Combat Reflexes, Flyby Attack, Improved Initiative, Lightning Reflexes

Skills Bluff +25, Diplomacy +21, Knowledge (history) +10, Listen +24, Search +19, Sense Motive +22, Spot +24

Languages Common, telepathy 500 ft.

SQ unholy fortitude

ECOLOGY

Environment any

Organization solitary

Treasure standard

Advancement 15–22 HD (Medium); 23–30 HD (Large)

Level Adjustment —

SPECIAL ABILITIES

Spirit Anchor (Su) Through the use of its chain spirit ability (see below), a chained spirit can gain power by binding other powerful creatures to a specific area. There are several facets to this ability, both for the chained spirit and those bound by it.

Gaining A Spirit Anchor: Any time a chained spirit creates a spirit anchor using its chain spirit ability, it gains the following benefits: a +2 profane bonus to Armor Class, fast healing 5, an incorporeal chain attack, immunity to being turned, rebuked, or controlled, spectral sight, and spectral bindings (see below).

These benefits stack. Therefore, a chained spirit with 4 spirit anchors gains a +8 profane bonus to AC, fast healing 20, four chain attacks, and immunity to being turned, rebuked, or controlled. (The stats presented here represent a chain spirit with 4 spirit anchors and include all the associated benefits.) In addition, for as long as at least one of its spirit anchors exists, a chained spirit cannot be destroyed. If reduced to 0 hit points, the chained spirit reappears with full hit points 1 minute later. A chained spirit can have up to 4 spirit anchors at any time.

Losing a Spirit Anchor: If a spirit anchor is destroyed or released, a chained spirit's benefits are reduced: its AC is reduced by 2, its fast healing is reduced by 5, and it loses one of its chain attacks. If all of a chained spirit's spirit anchors are destroyed, it gains no profane bonus to AC, has no fast healing, has no chain attacks, and can be permanently destroyed, but is released from the effects of its spectral bindings.

A chained spirit who is reduced from 4 spirit anchors to 3 cannot use its chain spirit ability for 24 hours. After that time, though, it can attempt to establish a new spirit anchor as normal. Losing more spirits does not affect this ability.

Spirit Anchor Effects: A creature that becomes an anchor spirit is affected in two ways. First, it instantly regains any Charisma drained from it by the chain spirit ability of the chained spirit it becomes anchored to. Secondly, it is bound to the location it became an anchoring spirit—the exact spot where it was reduced to 0 Charisma by the chain spirit ability. Spirit anchors typically cannot move farther than 100 feet from this anchor spot. In the cases of creatures that require wider mobility to fulfill their physical needs, a chain spirit can relax its grip on creatures, allowing them to range farther afield. However, the chain spirit can employ a compulsion similar to *geas/quest* at will, forcing the spirit anchor to return to its anchor spot. A spirit anchor that ignores the compulsion takes 1d6 points of Charisma damage per day until it returns.

The anchor spirit's own death, or the spells *dispel evil*, *dispel law*, *freedom*, *miracle*, or *wish*, can release a spirit anchor. Beyond this restraint, a chained spirit holds no special control over its spirit anchors.

Chain Spirit (Su) As a standard action, once per day, a chained spirit can attempt to chain any evil-aligned intelligent, corporeal creature it can detect. The targeted evil creature to make a DC 25 Will save or take 1d8 points of Charisma damage. The save DC is Charisma-based. On each successful attack, the chained spirit gains 5 temporary hit points. Any creature targeted by this ability is immediately aware of some malevolence attempting to take control of it.

The effects of being drained to 0 Charisma by this ability—by one or multiple attacks—depends on the target creature's Hit Dice. If the creature has fewer than half the chained spirit's number of Hit Dice, being reduced to 0 Charisma kills the target. If the creature has Hit Dice equal to or more than half of the chained spirit's, upon being reduced to 0 Charisma the target is chained, becoming a spirit anchor.

Even though a chained spirit can potentially use this ability once per day, it can only create one spirit anchor per week. In addition, a chained spirit can only use this ability if it currently has three or fewer spirit anchors.

Chains (Su) Numerous chains extend from a chained spirit, a number of these—one for every anchoring spirit—are corporeal and can make melee attacks. These corporeal

chains are treated as evil, magical weapons and deal damage in addition to Charisma drain ability. They attack and make special attacks as if wielded one-handed by a creature with Strength 25. A sundered chain automatically reforms 1 round later.

Charisma Drain (Su) Any creature hit by a chained spirit's chains or incorporeal touch attack must succeed on a DC 25 Will save or take 1d6 points of Charisma drain. The save DC is Charisma-based. On each such successful attack, the chained spirit gains 5 temporary hit points.

Create Spawn (Su) Any humanoid slain by a chained spirit becomes a spectre in 1d4 rounds. Spawns are under the command of the chained spirit that created them and remain enslaved until its death. They do not possess any of the abilities they had in life.

Spectral Bindings (Su) A chained spirit is extremely mobile with one major hindrance: no matter how far it moves on its turn, as long as it has at least one anchoring spirit, it automatically returns to its starting place when its turn is ended. This immediate return does not count as an action and does not provoke attacks of opportunity as the spirit simply reappears back in its original position. In essence, the chained spirit is eternally confined to a single square throughout its existence except the distance it can travel in a single round before returning to its starting position. If another creature occupies the space it has left, that creature is shunted to the closest available square. If a solid object occupies its starting square, its incorporeal nature allows it to return regardless. Even a force effect cannot thwart it as it simply reappears within the square, though if it is surrounded by a force effect, the chained spirit is then effectively trapped.

Spectral Sight (Su) A chain spirit can see and hear through the senses of any of its anchor spirits whenever it wishes, just as if it were using both effects of the spell *clairaudience/clairvoyance*.

Spiritsense (Su) A chained spirit can detect both the living and the undead. It can detect living creatures within 100 feet, just as if it had blindsight. It can also sense the dead, as per the spell *detect undead*, out to a range of 500 feet.

Unholy Fortitude (Ex) A chain spirit gains bonus hit points equal to its Charisma modifier times its Hit Dice, and a bonus to its Fortitude saves equal to its Charisma modifier.

A chained spirit is the risen soul of one who was charged, cursed, or honor-bound to guard a certain place or object, only to be slain in the course of such duty. The resurrection of such a dishonored soul appears much as it did in life, except now burdened by the weight of countless constricting chains and inescapable locks, all representative of its bonds of duty. Reaching out with these chains, these tormented undead claim allies, binding other unwilling sentinels to the same charge with which they are eternally cursed.



DANSE MACABRE

Dozens of ghostly figures swirl and cavort, floating through the air as they follow the steps of an ancient, rhythmic dance—seemingly keeping time with the ebb and flow of life itself. Amid this eerie crowd of dancing specters looms a dark cloaked figure wielding a scythe, an ominous wraith with the dreaded countenance of Death itself.

DANSE MACABRE

CR 14

Always NE Large undead (incorporeal)

Init +11; **Senses** darkvision 60 ft., lifesense 60 ft.; **Listen** +24, **Spot** +24

Aura dance of death (40 feet)

DEFENSE

AC 21, touch 21, flat-footed 14

(+5 deflection, +7 Dex, -1 size)

hp 184 (16d12+80)

Fort +10, **Ref** +14, **Will** +13

Defensive Abilities deathless, incorporeal; **Immune** cold, undead immunities; **Resist** +4 turn resistance; **SR** 30

OFFENSE

Spd fly 40 ft. (perfect)

Melee incorporeal scythe +13/+9 (2d6/×4 plus 1d8 Constitution drain)

Space 10 ft.; **Reach** 10 ft.

Special Attacks Constitution drain, dance of death

TACTICS

During Combat When a danse macabre senses living creatures, it begins its dance of death in hopes of entrapping them in its embrace. It attacks those who resist its dance of death with its incorporeal scythe and pursues escaping victims until it can no longer sense them.

However, if some individuals succumb to its dance of death, it will not move so far away as to free other victims from its aura. The danse macabre does not use its incorporeal touch attacks against creatures that have succumbed to the memento mori effect of its dance of death. Creatures that pretend to join the dance of death can stave off its incorporeal touch attacks by making **Bluff** checks opposed by its **Sense Motive** every round, thus escaping the danse macabre's notice.

Morale A danse macabre continues to fight until destroyed.

STATISTICS

Str —, **Dex** 24, **Con** —, **Int** 8, **Wis** 16, **Cha** 20

Base Atk +12; **Grp** —

Feats Alertness, Combat Reflexes, Dodge, Improved Initiative, Lightning Reflexes, Mobility

Skills Listen +24, Search +9, Sense Motive +12, Spot +24

SQ unholy fortitude

ECOLOGY

Environment any

Organization solitary

Treasure none

Advancement 17–21 HD (Large), 22–30 HD (Huge)

Level Adjustment —

SPECIAL ABILITIES

Constitution Drain (Su) Living creatures hit by a danse macabre's incorporeal scythe attack must succeed on a DC 23 Fortitude save or take 1d8 points of Constitution drain. The save DC is Charisma-based. On each such successful attack, the danse macabre gains 5 temporary hit points.

Dance of Death (Su) A danse macabre is constantly surrounded by a 40-foot aura known as the dance of death, an endless gala of dancing spectral figures. Any living creature that enters the area of the dance of death must make a DC 23 Will save. On a failed Will save, the victim joins the ghostly dancers, takes 1d4 points of Constitution drain, and is affected as if by the spell *irresistible dance*. These effects persist for as long as the

victim remains within the aura. As victims cannot willingly move from the square they dance in, the dance's effects end only when the danse macabre moves to a point where the victim is no longer within its aura, is destroyed, or if the victim is physically removed from the area. The save DC is Charisma-based. This is a mind-affecting compulsion effect, and neither blindness nor deafness provide resistance. A victim who makes a successful save is immune to the dance of death of the same dance macabre for 24 hours.

The spectral images surrounding a dance macabre are entirely insubstantial and harmless. At the same time, a ghostly music can be faintly heard in the area, as if a violin-led orchestra kept time to this ghostly dancing. The dancers and music cannot be interacted with but visibly and audibly mark the boundaries of the danse macabre's dance of death aura.

Deathless (Su) As a manifestation of Death incarnate, a danse macabre is not itself subject to permanent destruction. If reduced to 0 hit points, it disappears but rejuvenates at full hit points in 1d4 days. Only by destroying the creature and then using the spell *hallow* to consecrate the site it manifested upon prevents the phantom's reappearance.

Lifesense (Su) A danse macabre notices and locates living creatures within 60 feet, just as if it possessed the blindsight ability. It also senses the strength of life forces automatically, as per the spell *deathwatch*.

Unholy Fortitude (Ex) A danse macabre gains bonus hit points equal to its Charisma modifier times its Hit Dice, and a bonus to its Fortitude saves equal to its Charisma.

Danse macabres embody the inevitability of death. They represent the ultimate equalizer of station, revealing in their dance of death the futility of all life. In the end all mortal beings must face the fateful piper and dance to its tune.

Incorporeal and ominous, danse macabres typically manifest as looming, black-cloaked skeletons, although they might appear in other sinister forms depending on personifications of death unique to the cultures near where they manifest, typically a fiery pillar, a pale child, or a man in a white mask. The crowd of dancing souls that surround these 10-foot-tall specters typically do little to dispel their ominous aura.

ECOLOGY

As undead creatures, danse macabres require nothing from their environments and contribute nothing in return. Their very presence typically suggests the murder of large numbers of creatures and, upon their horrifying manifestations, the deaths of others that happen too near.

DANCE OF DEATH

The danse macabre is perhaps the only fantasy creature to come with its own soundtrack. Easily the French composer Camille Saint-Saëns's most pervasive work, *Danse Macabre* is an orchestral telling of a folktale wherein Death appears at midnight on Halloween, summoning skeletons to dance to his fiddle playing. This story was captured in the late 1800's by the poet Henri Cazalis:

Zig, zig, zig, Death in a cadence,
Striking with his heel a tomb,
Death at midnight plays a dance-tune,
Zig, zig, zig, on his violin.
The winter wind blows and the night is dark;
Moans are heard in the linden trees.
Through the gloom, white skeletons pass,
Running and leaping in their shrouds.
Zig, zig, zig, each one is frisking,
The bones of the dancers are heard to crack—
But hist! of a sudden they quit the round,
They push forward, they fly; the cock has crowed.

—Henri Cazalis

Recordings of *Danse Macabre* and Saint-Saëns's other works are widely available both on CD and online.

HABITAT & SOCIETY

A danse macabre is a solitary creature that seeks only to call others to join its eternal celebration of the inevitable. They only manifest in locations tainted by untimely deaths—the sites of countless violent executions, estates overrun by deadly plagues, or on battlefields where mass slaughters took place. The common thread is that at all of these locations hundreds, if not thousands, of victims met their fate, often in rapid succession. None claim to know what terrible death count or measurement of psychic trauma is required to spawn a danse macabre, and indeed, some of the most gore-soaked sites in Golarion have never led to one of these beings' manifestations. An element of grim irony or communal revenge tends to inspire such hauntings, making it impossible to predict what catastrophe or massacre might cause one to appear.

Some scholars of the undead suggest that danse macabres harbor no hate for the living, merely a natural drive to bring them to their final state on an accelerated schedule. Witnesses of danse macabres, however, tend to disagree, and the manifestation of a danse macabre can quickly depopulate a location through both its depredations and the flight of any survivors. Fortunately, though, these morbid shades rarely move far from the site of their initial manifestation, leading to numerous tales of haunted halls where the dead endlessly dance in their eternal revel.



GUG

Shaggy, black fur matted with filth and debris covers this deformed giant. Its arms split into two forearms at both elbows, each ending in a massive four-fingered claw. Its head is a travesty of nature with a vertical, fang-filled maw splitting it from what would be crown to chin on any normal creature. Bony protuberances jut from the sides of its head, each sheltering a baleful eye—pink and bloodshot. Its horrid appearance is matched only by its stench, a rancid combination of wet fur and decay.

GUG

Usually CE Large aberration

Init +1; **Senses** darkvision 60 ft.; Listen +9, Spot +9

DEFENSE

AC 24, touch 10, flat-footed 23

(+1 Dex, +14 natural, –1 size)

CR 10

hp 157 (15d8+90)

Fort +11, **Ref** +6, **Will** +12

Immune disease, poison

OFFENSE

Spd 40 ft., climb 20 ft.

Melee 4 claws +19 (1d6+9) and

bite +14 (2d6+4)

Space 10 ft.; **Reach** 10 ft.

Special Attacks rend 2d6+18, trample 1d6+13

TACTICS

During Combat In battle, gugs prefer to use multiple claw attacks on individual targets in hopes of hitting and enabling multiple rend attacks.

Morale Gugs are fearless in combat when in the presence of other—especially more powerful—gugs, but when left to their own devices usually flee if reduced to half their hit points. In these situations they are also prone to dragging fallen opponents away from combat in order to feed.

STATISTICS

Str 28, **Dex** 12, **Con** 22, **Int** 11, **Wis** 16, **Cha** 11

Base Atk +11; **Grp** +24

Feats Alertness, Awesome Blow, Blind-Fight, Improved Bull Rush, Power Attack, Track

Skills Climb +17, Escape Artist +5, Hide +3, Knowledge (dungeoneering) +6, Listen +9, Move Silently +7, Spot +9, Survival +7.

Languages Undercommon

SQ tunnel mobility

ECOLOGY

Environment any underground

Organization solitary, pair, or camp (3–10)

Treasure standard

Advancement 16–20 (Large); 21–38 (Huge); 39–45 (Gargantuan)

Level Adjustment +5

SPECIAL ABILITIES

Rend (Ex) A gug that hits with two or more claw attacks latches onto the opponent's body and tears the flesh. This attack automatically deals an extra 2d6+18 points of damage.

Trample (Ex) Reflex DC 26 half. The save DC is Strength-based.

Tunnel Mobility (Ex) Strangely flexible, gugs are capable of moving through spaces only half as wide as their normal space without squeezing penalties. They must still make Escape Artist checks to squeeze through spaces smaller than half their size.

Skills A gug has a +4 racial bonus on Escape Artist checks. It has a +8 racial bonus on Climb checks and can always choose to take 10 on a Climb check, even if rushed or threatened.

Deep beneath the surface of Golarion where the unclean children of the Darklands sleep, the gugs dwell in festering vaults and bottomless pits. Banished to the Darklands in an age long past, this savage race of flesh-hungry creatures

celebrates grotesque rites of carnal slaughter, praising foul deities beyond the knowledge of the world above.

Gugs typically stand 16 feet tall, though they often crouch in the constricted tunnels of their eternally dark underworld. They are completely covered in coarse, dark fur, constantly matted with filth, excrement, and the remains of past meals. Each arm splits at the elbow into a pair of fully articulated and functional forearms ending in claw-tipped, four-fingered paws.

ECOLOGY

The alien morphology of gugs suggests they do not originate from Golarion, but rather some distant elsewhere. Despite their origins, these giants of the Darklands have dwelt in their rancid subterranean realms for countless generations, establishing themselves in the deepest nooks and pits of the world. They are so well adapted to these terrifying depths that their bone structure tends toward flexibility and strange joints, allowing them to squeeze through much smaller spaces than would be expected of a creature of their size.

Gugs have a voracious appetite and, as a result, are almost always hungry. They favor flesh—especially that of sentient creatures—but primarily subsist on barely palatable fungi, slimes, and molds that grow below the surface. Rare among most predators, gugs don't seem to mind consuming undead creatures, savoring the flesh of such profane prey just as they would any other meal. The only exception to this comes in the case of ghouls, for which the Darklands giants harbor an inexplicable fear. In times of poor hunting, they are not above chewing on rocks to assuage their hunger pangs, and one of the first signs of gugs nearby are teeth marks high on stalagmites and other rock formations.

HABITAT & SOCIETY

It is thought that Rovagug first discovered the gugs and brought them to Golarion from some dreamlike other realm. In fact, some sages speculate that Rovagug freed the gugs from a lengthy imprisonment in their native lands by boring hidden tunnels between there and the dark ways of Golarion. Whether this is true or not, gugs revere the Rough Beast in addition to a pantheon of weird and bloodthirsty deities rarely named beyond the ravenous savages' dark rites.

Gugs typically live in small, nomadic groups due to the scarcity of food and resources. Near water and stable sources of food these bands can grow larger and more sedentary, but the insatiability of gug appetites typically depletes even the most fertile caverns or forested underground vaults in a matter of months.

In rare cases, gugs have been found inhabiting vast underground cities of profane dimensions. Constructed

FROM LOVECRAFTIAN DREAMS

"It was a paw, fully two feet and a half across, and equipped with formidable talons. After it came another paw, and after that a great black-furred arm to which both of the paws were attached by short forearms. Then two pink eyes shone, and the head of the awakened Gug sentry, large as a barrel, wobbled into view. The eyes jutted two inches from each side, shaded by bony protuberances overgrown with coarse hairs. But the head was chiefly terrible because of the mouth. That mouth had great yellow fangs and ran from the top to the bottom of the head, opening vertically instead of horizontally."

—H. P. Lovecraft, *The Dream Quest of Unknown Kadath*

Gugs originate from the twisted imagination of H. P. Lovecraft. Bound within the depths of the Dreamlands as punishment for their blasphemous ways, the gugs prey upon the revolting ghosts of the underworld and the wandering minds of mortal dreamers. While you can find other Lovecraftian influences on Golarion in *Pathfinder* #4 and #6, Chaosium's *Dreamlands* hardcover explores the land of ghouls and ghosts, dholes and nightgaunts in encyclopedic detail. Delve into the maddening world of Lovecraftian horror at chaosium.com.

from stones of impossible size, these gug-cities seem completely beyond the ability of the subterranean terrors to construct, yet the split-faced giants claim them as their own. While some sages accredit these terrifying architectural marvels to the abilities of some hypothetical, more civilized gug ancestor, others suspect they rose at the hands of an elder race wiped out by the gugs. Still others fear the power of the gugs' horrific deities and wonder if these gigantic works might be divine gifts, along with who knows what other unfathomable boons.

GUG SAVANTS

Some particularly bloodthirsty gugs gain the attentions of their foul deities and are granted weird and terrible powers. These gug savants have Charisma scores of 18 or greater and spell-like abilities (CL 10th). Once per day they can use *invisibility* (DC 16), *spike stones* (DC 18), *transmute rock to mud*, and *unholy blight* (DC 18). The save DC is Charisma-based. Rarely, crazed gug savants become obsessed with their alien deities' bloody worship and takes levels of cleric.

The terrible beings the gugs revere with gory sacrifices and terrible howls are varied and grotesque. Although they rarely call these supposedly godly abominations by name, their terrible rites and crude scratches in stone describe their foul masters as the Crawling Chaos, the Great Unclean, the Hollow Eye, the Nameless Mist, and the Smoking Void.



THE PRINCE IN CHAINS

This horrid thing looks like a skinless wolf and stands taller than a house. Its oozing muscle and tissues twitch and quiver as terrible lupine maws form and melt away into its fleshless body. These fanged gashes struggle forth from the beast's gigantic mass, but are restrained by layers of heavy, rusted chains that dangle and lash, constrict and loosen seemingly of their own insidious accord. Around the hellish wolf, the world is flogged by chains and barbed tendrils, flensing all things that come near.

THE PRINCE IN CHAINS

CR 15

LE Huge outsider (evil, extraplanar, lawful)

Init +3; **Senses** blindsight 60 ft., darkvision 60 ft., low-light vision, scent; Listen +32, Spot +32

Aura chainstorm (15 ft.)

DEFENSE

AC 35, touch 11, flat-footed 32
(+3 Dex, +24 natural, -2 size)

hp 187 (15d8+120)

Fort +17, **Ref** +12, **Will** +12

DR 15/good; **Immune** critical hits, sneak attacks; **SR** 27

OFFENSE

Spd 40 ft., fly 50 ft. (good)

Melee bite +22 (2d6+9/18-20 plus vicious) and tendrils +17 (2d6+6/19-20 plus vicious)

Space 10 ft.; **Reach** 10 ft. (15 ft. with tendrils)

Spell-Like Abilities (CL 18th)

At will—*death knell* (DC 17), *desecrate* (DC 17), *deeper darkness*, *shadow walk*

3/day—*bestow curse* (DC 18), *blindness* (DC 18), *crushing despair* (DC 19), *eyebite* (DC 21), *greater invisibility* (DC 19), *greater shadow conjuration* (DC 22), *find the path*, *plane shift* (DC 20), *symbol of pain* (DC 20)

1/day—*blasphemy* (DC 22), *slay living* (DC 20), *unhallow* (DC 20)

TACTICS

During Combat The Prince in Chains luxuriates in the suffering of its foes. It prefers to use its bite attack over all others, and delights in tripping opponents and hearing their screams as it bears them to the ground. As often as possible it makes use of its howl of despair, relishing the chance to impart its own suffering upon its foes.

Morale The Prince fights to the death. If killed, it reappears at Zon-Kuthon's side 1d6 days later.

STATISTICS

Str 28, **Dex** 16, **Con** 26, **Int** 13, **Wis** 16, **Cha** 20

Base Atk +15; **Grp** +32

Feats Combat Reflexes, Improved Overrun, Improved Sunder, Power Attack, Run, Track

Skills Climb +18, Escape Artist +12, Jump +24, Knowledge (religion) +10, Knowledge (the planes) +19, Listen +21, Move Silently +21, Search +19, Spot +21, Survival +21, Tumble +23

Languages Auran, Druidic, Common, Infernal

SQ exaction, no breath, *pass without trace*

ECOLOGY

Environment any

Organization solitary

Treasure none

Advancement 19–26 HD (Medium), 27–54 HD (Large)

Level Adjustment —

SPECIAL ABILITIES

Chainstorm (Ex) The area within 15 feet of the Prince in Chains is constantly assaulted with lashing chains and tendrils spontaneously grown from its tormented form. This area is treated as if constantly under the effects of the spell *entangle*, forcing any creature that enters the area to make a DC 25 Reflex save or be restrained. This save is Constitution-based. In addition, any creature in this area takes 1d12 points of damage upon entering and every round thereafter, regardless of whether or not they make their save. If the Prince in Chains moves more than 10 feet away from an entangled creature, it is released.

Exaction (Su) The Prince in Chains is treated as having fast healing 10 any round it deals damage, regardless of how

much damage it deals in that round after. It recovers no hit points on rounds it does not deal damage.

Howl of Despair (Su) The Prince in Chains can loose a howl of immortal agony once every 1d4 rounds. All non-evil creatures within 60 feet must succeed on a DC 22 Will save or take 6d6 points of sonic damage. In addition, all within 10 feet who fail their saves are affected as per the spell *insanity*. This is a sonic, mind-affecting effect. The save DC is Charisma-based.

No Breath (Ex) The Prince in Chains does not breathe and is immune to inhaled toxins and diseases.

Pass Without Trace (Su) The Prince in Chains is constantly affected by the spell *pass without trace*.

Trip (Ex) If the Prince in Chains hits with its bite attack it can attempt to trip the opponent (+5 check modifier) as a free action without making a touch attack or provoking an attack of opportunity. If the trip attempt fails, the opponent cannot react to trip the Prince in Chains.

Vicious (Ex) Any time the Prince in Chains confirms a critical hit, in addition to increased damage it also deals 2 points of Constitution damage.

The Prince in Chains is the herald of Zon-Kuthon, a living embodiment of the suffering and loss the Midnight Lord seeks to sow across the world. If the Dark Prince is an artist on the canvas of flesh and the fine gradations of pain are his pigments, the Prince in Chains is his dark masterpiece. The favor of the Midnight Lord has stripped the flesh from the spirit-wolf's body and replaced it with haphazard layers of metal, leather, and the necrotic flesh of other beings. Its tongue has been embedded with dozens of barbed hooks and razors to make its bite far more terrible and damaging. Zon-Kuthon himself gouged out the Prince in Chains's eyes to make them receptacles of his own dark will, in which it's said mortals can see the fathomless dark dreams of the god of pain himself.

The Prince in Chains stands 18 feet tall and—bound in irons forged in the depths of Xovaikain—weighs nearly 3 tons. None have ever seen the beast without his shroud of chains, the torturous bonds having become impossibly knotted with his grotesque tendrils and a fundamental part of his body.

ECOLOGY

Originally a noble spirit-wolf who, according to legend, sired dark Zon-Kuthon, the Prince in Chains has since been reduced to a travesty of its former self by the attentions of the Midnight Lord. Once noble, the Prince in Chains seems to revel only in pain—its infliction and its receipt—and sees in it a fundamental truth of life's very existence. Although it has no physical needs, it lashes out at any living creatures it encounters and

THE WOLF THAT WAS

In primordial times, a great spirit-wolf called Thron, the Prince That Howls, roamed the mountains, forests, and skies, singing his feral song to the earth, stars, and moon, proclaiming his love of life and song and love itself. He had many mates, and from his fertile loins sprang many more spirit-creatures. His two greatest offspring were Dou-Bral and Shelyn, children much greater than even their divine father, having a godly spark that elevated them above the great spirits. When his son left Golarion and returned as Zon-Kuthon, the Prince That Howls greeted him with a joyous noise born of ages past, a noise that choked in his throat when the corrupted god bound him in razor-sharp chains and dragged him off as a plaything. For years, Zon-Kuthon tortured his own father, peeling away strips of his immortal flesh and fashioning it into minions after his own mind. Long ago the beautiful voice was silenced, now only able to gurgle, screech, and gnash his teeth. This thing now serves the Midnight Lord as a pet called the Prince in Chains, further evidence of Zon-Kuthon's blasphemous nature.

Though not intended as a homily, priests of Zon-Kuthon tell this tale to convince others that no friendship or family tie should preclude the god's servants from wreaking their god's terrible will.

loves to eviscerate helpless foes with its endlessly flailing chains and feast upon the remains with the countless mouths that perpetually form and melt back into its pulped body. It seeks to share its torment with all that it encounters, though it is well aware that most beings lack the stamina to truly appreciate the finer nuances of immortal suffering or survive long enough to experience the enlightenment found at its peak. It delights in the pain experienced by sentient beings more so than the sufferings of dumb animals, but is not above torturing and slaying a beloved pet or animal companion for the nourishing reward of anguish caused to its owner.

HABITAT & SOCIETY

The Prince in Chains wanders the depths of the Plane of Shadow and patrols the lightless steel labyrinths of Xoviakain, seeking others with whom to share its epiphanies of pain. Around its son-turned-master, however, the Prince in Chains is a simpering pup, unwilling to look the god of loss in the eye, whining equally for the attention of a careless caress or a bone-shattering kick. If summoned to the Material Plane by a servant of Zon-Kuthon, the Prince in Chains responds particularly well if given human flesh to consume after a bit of playful torture. Kuthite clerics view a wound bestowed by the Prince of Chains as a near unparalleled blessing, though few can hope to survive such an honor.



UMBRAL DRAGON

Fierce, crimson eyes gleam from scales the shade of midnight. A terrible, skeletally gaunt draconic visage leers at the end of a powerful, serpentine neck. Its body is black and lithe, so dark that the sheen of its onyx scales makes it appear almost indistinct. Angular backward-swept horns, wings that arc like gothic steeples, tight skin, and a thin, whip-like tail accentuate the hissing dragon's sinister ferocity, giving it the appearance of a starved serpent ready to strike.

UMBRAL DRAGON

Always CE dragon (extraplanar)

ECOLOGY

Environment any

Organization wyrmling, very young, young, juvenile, and young adult: solitary or clutch (2–5); adult, mature adult, old, very old, ancient, wyrm, or great wyrm: solitary, pair, or family (1–2 and 2–5 offspring)

Challenge Ratings wyrmling 3; very young 4; young 6; juvenile

8; young adult 11; adult 14; mature adult 16; old 18; very old 19; ancient 21; wyrm 23; great wyrm 25

Treasure triple standard

Advancement wyrmling 7–8 HD; very young 10–11 HD; young 13–14 HD; juvenile 16–17 HD; young adult 19–20 HD; adult 22–23 HD; mature adult 25–26 HD; old 28–29 HD; very old 31–32 HD; ancient 34–35 HD; wyrm 37–38 HD; great wyrm 40+ HD

Level Adjustment wyrmling +4; very young +5; young +5; juvenile +6; others —

SPECIAL ABILITIES

Breath Weapon (Su) An umbral dragon has two types of breath weapon: a cone of negative energy and a cone of Strength-draining shadows. In addition to taking damage, creatures within a cone of negative energy who fail their save are blinded for 1d4 rounds. This breath weapon heals undead.

Creatures within a cone of shadows must succeed on a Fortitude save or

take 1 point of Strength damage per age category of the dragon.

Ghost Bane (Su) An umbral dragon's physical attacks deal damage to incorporeal creatures normally, as if they possessed the *ghost touch* magic weapon ability.

Immunity to Death Effects and Negative Energy (Su) Umbral dragons are immune to negative energy damage, death effects, and energy drain.

Hide in Plain Sight (Su) An umbral dragon can use the Hide skill even when being observed. As long as it is within 10 feet of some sort of shadow, an umbral dragon can hide itself from view in the open without anything to hide behind. It cannot hide itself in its own shadow.

Rebuke Undead (Su) As a standard action, a young adult or older umbral dragon can rebuke undead as an evil cleric of a level equal to one-half its Hit Dice (rounded down)

Spell-like Abilities 3/day—*deeper darkness* (adult or older), *project image* (ancient or older), *vampiric touch* (old or older); 1/day—*finger of death* (great wyrm)

Some dragons are spawned between worlds, beings half of the mortal plane and another. Umbral dragons are one such draconic breed—wyrms torn between two existences. Umbral dragons have a strong connection to the Plane of Shadow and share many characteristics of the mysterious, haunted creatures of that realm. Sinister and starved in appearance, these dragons' dark scales and backward-sweeping horns cause many to mistakenly identify them as feral black dragons, but the soul-wrenching scream of their devastating breath—a wave of

UMBRAL DRAGONS BY AGE

Age	Size	Hit Dice (hp)	Str	Dex	Con	Int	Wis	Cha	Base Atk/ Grapple	Atk	Fort Save	Ref Save	Will Save	Breath Weapon (DC)	Frightful Presence DC
Wyrmling	S	6d12+6 (45)	13	10	13	10	11	14	+6/+3	+8	+6	+5	+5	2d8 (14)	—
Very young	M	9d12+18 (76)	15	10	15	10	11	16	+9/+11	+11	+8	+6	+6	4d8 (16)	—
Young	M	12d12+24 (102)	17	10	15	12	13	16	+12/+15	+15	+10	+8	+9	6d8 (18)	—
Juvenile	L	15d12+45 (142)	19	10	17	14	15	18	+15/+23	+18	+12	+9	+11	8d8 (20)	—
Young adult	L	18d12+72 (189)	23	10	19	14	15	18	+18/+28	+23	+15	+11	+13	10d8 (23)	23
Adult	H	21d12+105 (241)	27	10	21	16	17	20	+21/+37	+27	+17	+12	+15	12d8 (25)	25
Mature adult	H	24d12+120 (276)	29	10	21	16	17	22	+24/+41	+31	+19	+14	+17	14d8 (27)	28
Old	H	27d12+162 (337)	31	10	23	18	19	24	+27/+45	+35	+21	+15	+19	16d8 (29)	30
Very old	H	30d12+180 (375)	33	10	23	18	19	26	+30/+49	+39	+23	+17	+21	18d8 (31)	33
Ancient	G	33d12+231 (445)	35	10	25	20	21	28	+33/+57	+41	+25	+18	+23	20d8 (33)	35
Wyrm	G	36d12+288 (522)	37	10	27	20	21	30	+36/+61	+45	+28	+20	+25	22d8 (36)	38
Great Wyrm	G	39d12+312 (565)	39	10	27	22	23	32	+39/+65	+49	+29	+21	+27	24d8 (37)	40

UMBRAL DRAGON ABILITIES BY AGE

Age	Speed	Initiative	AC	Special Abilities	Caster Level	SR
Wyrmling	40 ft., fly 150 ft. (average)	+0	18 (+1 size, +7 natural) touch 11, flat-footed 18	Immunity to death effects and negative energy, hide in plain sight	—	12
Very young	40 ft., fly 150 ft. (poor)	+0	20 (+10 natural) touch 10, flat-footed 20	Cold resistance 20	—	13
Young	40 ft., fly 150 ft. (poor)	+0	23 (+13 natural) touch 10, flat-footed 23		—	15
Juvenile	40 ft., fly 150 ft. (poor)	+0	25 (–1 size, +16 natural) touch 9, flat-footed 25	Fire and electricity resistance 10	1st	17
Young adult	40 ft., fly 150 ft. (poor)	+0	28 (–1 size, +19 natural) touch 9, flat-footed 28	DR 5/magic, rebuke undead	3rd	20
Adult	40 ft., fly 150 ft. (poor)	+0	30 (–2 size, +22 natural) touch 8, flat-footed 30	<i>Deeper darkness</i>	5th	22
Mature adult	40 ft., fly 150 ft. (poor)	+0	33 (–2 size, +25 natural) touch 8, flat-footed 33	DR 10/magic	7th	25
Old	40 ft., fly 150 ft. (poor)	+0	36 (–2 size, +28 natural) touch 8, flat-footed 36	<i>Vampiric touch</i>	9th	27
Very old	40 ft., fly 150 ft. (poor)	+0	39 (–2 size, +31 natural) touch 8, flat-footed 39	DR 15/magic	11th	28
Ancient	40 ft., fly 200 ft. (clumsy)	+0	40 (–4 size, +34 natural) touch 6, flat-footed 40	<i>Project image</i>	13th	30
Wyrm	40 ft., fly 200 ft. (clumsy)	+0	43 (–4 size, +37 natural) touch 6, flat-footed 43	DR 20/magic	15th	31
Great Wyrm	40 ft., fly 200 ft. (clumsy)	+0	46 (–4 size, +40 natural) touch 6, flat-footed 46	<i>Finger of death</i>	17th	33

DRAGONS IN GOLARION

The umbral dragon marks the first new true dragon introduced to the world of Golarion. Magnificent and terrible, these awesome monsters hold a prominent place in the tales of storytellers and the fears of adventurers, and promise to have an expanding role in shaping the lands of Avistan and Garund. For more information on the dragons of the *Pathfinder Chronicles* campaign setting, check out *Pathfinder #4's* "Dragons of Golarion," or the GameMastery Modules *Guardians of Dragonfall* and *Conquest of Bloodsworn Vale*.

HALF-UMBRAL DRAGONS

The half-dragon template presented in the MM offers rules for creating creatures partially parented by chromatic or metallic dragons. If you wish to create beasts with umbral dragon heritage, their abilities are the same as standard half-dragons, but with the following changes.

Special Attacks: A half-umbral dragon retains all the special attacks of the base creature and gains a 30-foot cone of negative energy that deals 6d8 points of damage, usable once per day. A successful Reflex save (DC 10 + 1/2 half-umbral dragon's racial HD + half-umbral dragon's Con modifier) reduces damage by half.

Special Qualities: A half-umbral dragon has all the normal qualities of half-dragons, plus an additional immunity to damage from negative energy and Strength drain.

black oblivion that draws power from the lifelessness of the Plane of Shadow—prevents such errors from being long regretted.

Umbral dragons have black scales that take on a lustrous quality as the creatures age. Even their pale underbellies darken as they advance in years, making the most ancient umbral dragons appear to be composed of living shadows. Young adult and older umbral dragons' natural weapons are treated as magic weapons for the purpose of overcoming damage reduction.

ECOLOGY

Like most dragons, umbral dragons are powerful predators and prey upon the large creatures of their territories. Deliberately sadistic, they enjoy the sounds of screaming meals, and actively seek out sentient prey, often striking travelers, small settlements, and even city walls under the cover of darkness. Unlike other evil-aligned wyrms, though, umbral dragons have the unusual ability to reach through the ether and strike as incorporeal creatures just as easily as material beings. While umbral dragons on the Plane of Shadow hunt down the undead shadows pervasive in that dismal place, those of the Material Plane eagerly devour allips, ghosts, spectres, and all manner of other ephemeral undead.

What—if any—nutritional value the dragons gain from such creatures is widely debated, but the wyrms' tastes for such lingering soul-stuff only enhances their already fearful reputations. This morbid hunger doesn't pertain to incorporeal undead alone, though, as the dragons willingly consuming corporeal undead—sentient or otherwise—with the same enthusiasm they would a hapless living adventurer.

HABITAT & SOCIETY

When not dwelling upon the Plane of Shadow, umbral dragons seek out places of darkness and perpetual gloom. Stormy mountains, dense forests and bogs, ancient ruins, and the lightless Darklands all allow these night-scaled wyrms to luxuriate in the comfort of cool darkness. Some even seek out stories of haunted lands and ghostly curses, investigating such places to indulge their taste for incorporeal flesh.

Despite the potential threat they pose to the undead, lichs, vampires, powerful necromancers, and morbid fiends go to great lengths to create alliances with these rare dragons. The wyrms' ability to heal the dead with their breath and elicit fear from difficult-to-control undead minions—like mohrgs, spectres, and vampires—make them potent allies to would-be generals among the legions of the damned. Umbral dragons only consider such partnerships with offers of great wealth and spirits to consume, and, even upon agreeing, remain fickle allies. More than one undead lord has been dropped to its ignominious destruction when its umbral dragon mount decided that it and its supposed master's goals no longer coincided.

TREASURE

As true dragons, umbral dragons obsessively amass vast hoards of treasure, hiding it away in hidden dungeons and darkened caverns. They tend to be more particular in their hoarding than most dragons, though. Foregoing the gleaming troves of their cousins, umbral dragons prefer dark treasures: works of sculpted basalt, obsidian weapons, and countless onyx gems. Although more particular, they range farther in pursuit of such treasures and even steal wildly valuable works of art, thus—though smaller—their troves are typically of approximately the same value of other dragons.

KNOWN UMBRAL DRAGONS

Preferring dismal surroundings, umbral dragons dwell in some of the foulest reaches of Golarion. Although rarely seen, several of these morbid wyrms have claimed dreadful reputations and, in some cases, become the subjects of fearful legends.

Gandrohal: The gaps in the Mendor Mountains leading from Cheliox and Molthune into the shadow-cloaked

realm of Nidal have never been safe. Although well-traveled and patrolled, shadowy things have long haunted these labyrinthine passages, the old umbral dragon Gandrohal being one of the most fearsome. Although the night-scaled dragon feeds primarily on the undead shadows that roam Nidal's hinterlands, he still relishes the taste of corporeal flesh and the treasures of travelers. It's said that in the depths of his lair—a crevice deep within some abyssal Mendor chasm—his hoard of pilfered treasures and a vast collection of sculpted onyx glistens in the dark.

Ghostmaw: The church of Pharasma in the Nexian capital of Quantum has long been a crusader against the undead, finding endless work putting to rest the walking dead of necromancy-obsessed Geb to the south. To this end, the church coaxed the young adult umbral dragon known as Ghostmaw from the distant spires of the southern Shattered Peaks to the border of the Mana Wastes near Ecanus. The Pharasmins pay the gray-winged umbral dragon yearly homage, and in return encourage him to hunt the Mana Wastes for undead to prey upon. Although he enjoys his new hunting ground, Ghostmaw plays at being a malcontent, threatening yearly to return south if the Pharasmins don't grant him ever-greater offerings.

SAMPLE UMBRAL DRAGON

The umbral dragon Belshallam has long terrorized the eastern Kodar Mountains, but in recent years has been sighted only near the ruins of the accursed Castle Scarwall.

BELSHALLAM

CR 14

CE Huge adult umbral dragon

Init +4; **Senses** blindsight 60 ft., darkvision 60 ft., keen senses, low-light vision; **Listen** +34, **Spot** +34

Aura frightful presence (DC 25)

DEFENSE

AC 30, touch 8, flat-footed 30
(+22 natural, -2 size)

hp 241 (21d12+105)

Fort +27, **Ref** +17, **Will** +12

DR 5/magic; **Immune** death effects, paralysis, negative energy effects, sleep; **Resist** cold 20, electricity 10, fire 10; **SR** 27

OFFENSE

Spd 40 ft., fly 150 ft. (poor)

Melee bite +26 (2d8+4) and
2 claws +23 (2d6+4) and
2 wings +23 (1d8+4) and

tail slap +23 (2d6+12)

Space 15 ft.; **Reach** 10 ft. (15 ft. with bite)

Special Attacks breath weapon, crush, rebuke undead 8/day (+5, 2d6+15, 10th)

Spell-Like Abilities (CL 5th)

3/day—*deeper darkness*

Spells Known (CL 5th; +18 ranged touch)

2nd (5/day)—*acid arrow*, *silence*

1st (8/day)—*detect undead*, *grease*,
magic missile, *shield*

0 (6/day)—*create water*, *dancing lights*, *detect magic*, *disrupt undead*,
ray of frost, *read magic*

TACTICS

Before Combat If forewarned of enemies' approach, Belshallam casts *shield* and hides in plain sight in an attempt to ambush his prey.

During Combat After revealing himself and allowing his frightful presence to clear

out as many foes as possible,

Belshallam casts *deeper darkness* to confuse and scatter those who stand their ground. Those that remain in close proximity become targets for his breath weapon. He prefers to attack enemies weakened by his Strength-draining breath, concentrating his melee attacks on a single opponent rather than scattering them among several foes.

Morale Belshallam is a sociopath and an egomaniac. He is unlikely to believe he can be defeated until it is much too late in his zest for slaughter. If reduced to below 20 hp, he is only 50% likely to think to retreat.

STATISTICS

Str 27, **Dex** 10, **Con** 21, **Int** 16, **Wis** 17, **Cha** 20

Base Atk +21; **Grp** +37

Feats Cleave, Combat Reflexes, Flyby Attack, Hover, Improved Initiative, Multiattack, Power Attack, Snatch

Skills Appraise +15, Bluff +17, Concentration +17, Diplomacy +21, Hide +16, Knowledge (arcana) +15, Knowledge (local) +15, Knowledge (the planes) +15, Listen +27, Move Silently +24, Search +15, Sense Motive +15, Spot +27, Survival +15 (+17 on other planes)

Languages Common, Draconic, Orc, Shoanti, Undercommon

SPECIAL ABILITIES

Breath Weapon (Su) 50-ft. cone, damage 12d8 negative energy, Reflex DC 25 half.

Crush (Ex) Area 15 ft. by 15 ft.; Small or smaller opponents take 2d8+12 points of bludgeoning damage, and must succeed on a DC 29 Reflex save or be pinned.

Frightful Presence (Ex) 180-ft. radius, HD 20 or less, Will DC 23 negates.



EZREN



MALE HUMAN WIZARD 12

ALIGN NG **INIT** +3 **SPEED** 30 ft.

DEITY: Atheist **HOMELAND:** Absalom

ABILITIES

11	STR
9	DEX
12	CON
23	INT
15	WIS
9	CHA

DEFENSE

HP 43
AC 15
touch 11, flat-footed 15
Fort +9, **Ref** +7, **Will** +12

OFFENSE

Melee *staff of evocation* +6/+1 (1d6)
Ranged light crossbow +5 (1d8/19–20)
Base Atk +6; **Grp** +6
Spells (CL 12th, +5 ranged touch)
6th—*disintegrate* (DC 22), *greater dispel magic*, *mislead*
5th—*cone of cold* (DC 21), *dismissal*, *teleport*, *wall of force*
4th—*dimension door*, *enervation*, *ice storm*, *stoneskin*
3rd—*dispel magic*, *fireball* (DC 19), *fly*, *haste*, *ray of exhaustion*
2nd—*bull's strength*, *invisibility*, *mirror image*, *scorching ray* (2), *web* (DC 18)
1st—*alarm*, *magic missile* (3), *ray of enfeeblement*, *shield*
0—*daze* (DC 15), *detect magic* (2), *light*

SKILLS

Appraise +10
Concentration +16
Knowledge (arcana) +21
Knowledge (geography) +21
Knowledge (history) +21
Knowledge (the planes) +16
Spellcraft +23

FEATS

Combat Casting, Empower Spell, Great Fortitude, Greater Spell Penetration, Improved Initiative, Quicken Spell, Scribe Scroll, Spell Penetration, Weapon Focus (ray)

FAMILIAR

Sneak (weasel, MM 282)



Combat Gear *staff of evocation* (50 charges); **Other Gear** dagger, light crossbow with 20 bolts, bracers of armor +4, cloak of resistance +2, headband of intellect +4, ring of protection +2, blessed book, rations (6), scroll case, diamond dust (250 gp), 100 gp pearls (2), 100 gp

Ezren's pleasantly safe childhood changed when his father was charged with heresy by the church of Abadar. Ezren worked to repair his father's reputation, but when he discovered proof of his father's guilt he abandoned his family and set out into the world. He fell naturally into wizardry, and while he often argues on the value of religion with Seelah, and his atrophied sense of humor often makes him the butt of Lem's jokes, his world experience and keen wit are quite valued by his younger traveling companions.

SEELAH



FEMALE HUMAN PALADIN 12

ALIGN LG **INIT** +0 **SPEED** 20 ft.

DEITY: Atheist **HOMELAND:** Absalom

ABILITIES

20	STR
10	DEX
16	CON
8	INT
14	WIS
15	CHA

DEFENSE

HP 106
AC 26
touch 10, flat-footed 26
Fort +13, **Ref** +6, **Will** +8

OFFENSE

Melee +2 *holy cold iron longsword* +20/+15/+10 (1d8+7/17–20)
Ranged +1 *composite longbow* +13/+8/+3 (1d8+6/x3)
Base Atk +12; **Grp** +17
Special Attacks lay on hands (24 hp/day), smite evil 3/day, turn undead 5/day (+4, 2d6+11, 7th)
Spells Prepared (CL 6th)
3rd—*dispel magic*
2nd—*resist energy*, *remove paralysis*
1st—*bless weapon*, *lesser restoration*
Special Qualities aura of courage, *detect evil* at will, *divine grace*, *divine health*, *remove disease* 3/week, *special mount*

SKILLS

Concentration +6
Heal +6
Knowledge (religion) +6
Ride +9
Sense Motive +8

FEATS

Cleave, Improved Critical (longsword), Power Attack, Ride-By Attack, Mounted Combat, Weapon Focus (longsword)

MOUNT

Aristide (heavy warhorse; MM 273)



Combat Gear *wand of cure moderate wounds* (50 charges); **Other Gear** +3 *full plate*, +3 *heavy steel shield*, +2 *holy cold iron longsword*, +1 *composite longbow* (+5 Str) with 20 arrows, *arrows of evil* outsider slaying (2), *amulet of health* +2, *cloak of Charisma* +2, *belt of giant strength* +4, *phylactery of faithfulness*, backpack, rations (4), silver holy symbol, 64 gp

Seelah's parents were slain by gnomish raiders within months of their settling in Solku. When a group of Iomedae's knights arrived to help defend the town, Seelah was taken with their beautiful, shining armor. She stole a helm from one of the paladins, but became overwhelmed with guilt. Worse, before she had a chance to return the helm, the paladin was herself slain. Wracked with guilt, Seelah confessed her guilt and vowed her life to the paladins' cause. A full paladin today, she values Ezren's wisdom and Harsk's conviction, but it is irreverent Lem who Seelah is most amused by, even if she sometimes feels his jokes go too far.

HARSK

MALE DWARF RANGER 12

ALIGN LN INIT +5 SPEED 20 ft.

DEITY: Torag HOMELAND: Druma

ABILITIES

14	STR
20	DEX
16	CON
10	INT
13	WIS
6	CHA

DEFENSE

HP 93
AC 25
 touch 17, flat-footed 20
 +4 against giants
Fort +11, Ref +13, Will +5
 +2 against poison and spells; evasion

OFFENSE

Melee +2 greataxe +16/+11/+6
 (1d12+5/x3)
Ranged +1 flaming burst giant bane heavy crossbow +18/+13/+8
 (1d10+1 plus 1d6 fire/17–20)
Base Atk +12; Grp +14
Special Attacks favored enemy (giants +6; undead +4; dragons +2), +1 on attack rolls vs. orcs and goblinoids
Spells Prepared (CL 3rd)
 3rd—*cure moderate wounds*
 2nd—*bear's endurance*
 1st—*entangle* (DC 12), *resist energy*
Special Qualities darkvision 60 ft., stability, stonecunning, swift tracker, woodland stride

SKILLS

Heal	+16
Hide	+25
Listen	+16
Move Silently	+25
Spot	+16
Survival	+16
Wild Empathy	+10

FEATS

Crossbow Mastery, Endurance, Far Shot, Imp. Crit. (heavy crossbow), Improved Precise Shot, Point Blank Shot, Precise Shot, Rapid Reload (heavy crossbow), Rapid Shot, Track

ANIMAL COMPANION

Biter (dire badger, MM 268)



Combat Gear *potion of cure moderate wounds* (2); **Other Gear** +3 studded leather armor, +2 greataxe, +1 flaming burst giant bane heavy crossbow with 30 bolts, screaming bolt (3), mwk silver dagger, *amulet of natural armor* +2, *gloves of Dexterity* +4, *ring of protection* +2, *boots of elvenkind*, *cloak of elvenkind*, backpack, rations (4), signal whistle, tea pot, 40 pp

Harsk is, in many ways, not your standard dwarf. He prefers strong tea over alcohol (to keep his senses sharp), the wildlands of the surface world (where giants can be found), and the crossbow over the axe (which allows him to start fights faster). Much of his anger stems from the death of his brother's warband. Slain to a man by giants, Harsk came upon the slaughter moments too late to save his brother. His companions value his skill at combat even if they're somewhat afraid of him.

LEM

MALE HALFLING BARD 12

ALIGN CG INIT +10 SPEED 20 ft.

DEITY: Shelyn HOMELAND: Cheliox

ABILITIES

8	STR
22	DEX
13	CON
12	INT
8	WIS
22	CHA

DEFENSE

HP 56
AC 23
 touch 19, flat-footed 17
Fort +6, Ref +15, Will +8
 +2 vs. fear, evasion

OFFENSE

Melee +1 short sword +10/+5
 (1d4/19–20)
Ranged +1 shock sling +18/+13 (1d3 plus 1d6 electricity)
Base Atk +9; Grp +4
Special Attacks bardic music 12/day
Spells Known (CL 12th)
 4th (3/day)—*cure critical wounds*, *hold monster* (DC 20), *dimension door*
 3rd (4/day)—*charm monster* (DC 19), *dispel magic*, *haste*, *major image* (DC 20)
 2nd (5/day)—*alter self*, *c. moderate wounds*, *mirror image*, *sound burst* (DC 17)
 1st (5/day)—*c. light wounds*, *feather fall*, *hideous laughter* (DC 17), *silent image* (DC 18)
 0 (3/day)—*detect magic*, *ghost sound* (DC 16), *light*, *message*, *prestidigitation*, *summon instrument*

SKILLS

Bardic Knowledge	+13
Bluff	+21
Climb	+1
Concentration	+16
Diplomacy	+23
Hide	+11
Jump	–3
Listen	+6
Move Silently	+8
Perform (comedy)	+21
Perform (wind instruments)	+13
Tumble	+21
Use Magic Device	+21

FEATS

Dodge, Improved Initiative, Mobility, Quick Draw, Spell Focus (illusion)



Combat Gear *wand of cure moderate wounds* (50 ch.), *wand of lightning bolt* (50 ch.); **Gear** +2 leather armor, dagger, +1 short sword, +1 shock sling (20 bullets), *cloak of Charisma* +4, *gloves of Dexterity* +4, *ring of evasion*, *ring of protection* +2, backpack, masterwork flute, rations (6), spell component pouch, 40 pp

Growing up a slave in the devil-haunted empire of Cheliox exposed Lem to a shocking range of decadence and debauchery. Always quick to side with the underdog, Lem has learned that his most powerful trait is his optimism and sense of humor—skills that almost make up for his small stature and impulsive nature. Lem's reasons for traveling with his current companions vary upon the day and his mood, but he certainly values their strengths—and the never-ending supply of comedy material their antics provide him with.



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by Tito Leati

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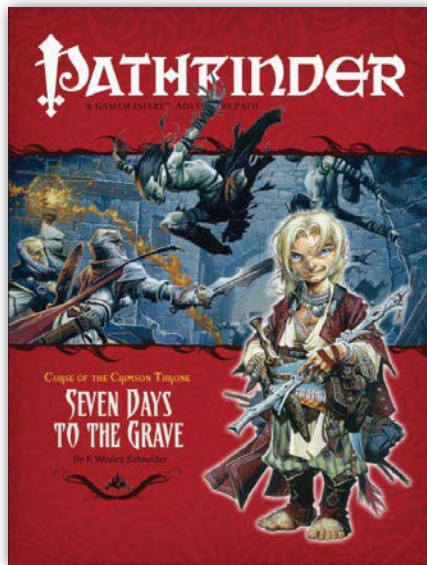
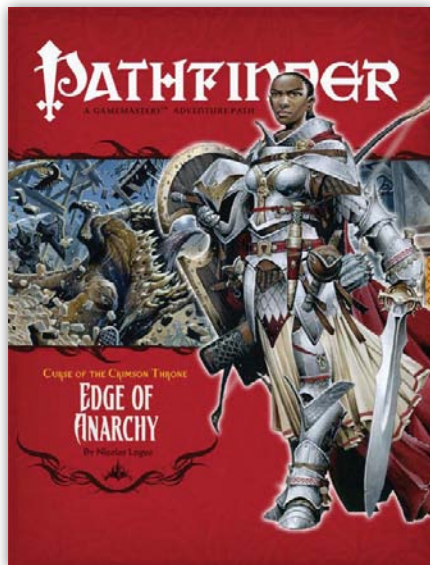
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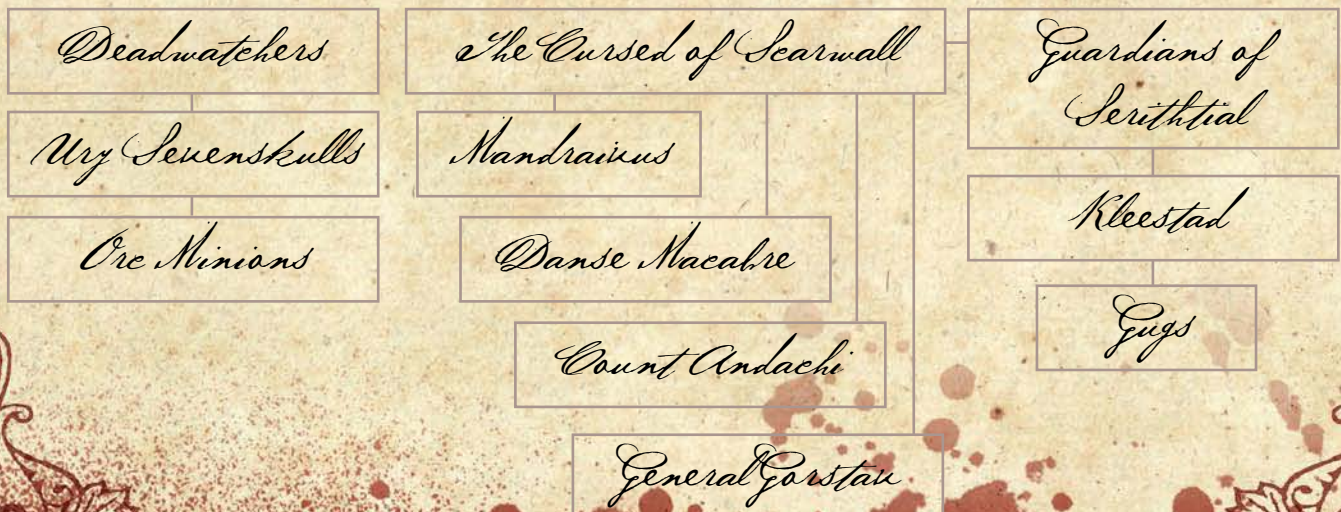
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