

KEEP ON THE
SHADOWFELL



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WELCOME TO the DUNGEONS & DRAGONS® game! This is the first published adventure using the 4th Edition DUNGEONS & DRAGONS rules, suitable for entertaining your friends for hours with brave deeds and harrowing perils. You, the Dungeon Master (DM), and your friends can explore dungeons, banter with villains, and defeat vicious monsters with sword, spell, and prayer. Together, the player characters (PCs) can work to thwart the insidious plot of an unholy cult, winning great treasure and a heroic reputation.

THE SETTING

Realms, both wondrous and dire, border the world. One such realm is the Shadowfell. Although not inherently evil, the Shadowfell is fraught with dangers, and the barrier between worlds can be thin. Sometimes the darkness breaks into the light.

Nearly two hundred years ago, a cult of the demon prince Orcus purposely created such a gap, connecting one of Orcus's unholy Shadowfell sites to the world. Skeletons, zombies, and fouler creatures flooded through the rift into the light of day. The empire of Nerath dispatched legionnaires to eliminate the threat. The empire's soldiers destroyed the undead, sealed the opening, and built a keep to watch over the location and contain the threat. This is the site known as the Keep on the Shadowfell.

Decades of peace followed, and the village of Winterhaven arose within sight of the keep. Eventually, the great fort fell into ruins and its grand purpose forgotten. Today, it is seen as a harmless tumble of stone and wood.

If only that were true.

THE THREAT

Time passes and empires fall, and even Nerath wasn't immune to the ravages of time. The once-great human empire collapsed almost a century ago, and only memories of its glory remains. Deep within the ruins of the keep, the magic seal crafted by the Nerath wizards continues to protect the rift, but time has begun to erode even this powerful magic. Moreover, the cult of Orcus has returned to the site, intent on finishing what its ancient brethren started.

The cult seeks to reopen the rift to the Shadowfell. However, the magic seal has so far frustrated the cult's intentions. Time, however, is on the side of the cult.

Unless the cult is stopped, the seal will collapse and the passage into the Shadowfell will be opened anew. If that happens, Winterhaven will face the threat alone. Leagues of dangerous roads separate the village from its closest



Kalarel

neighbors, and the place has always stood as a point of light in the ever-growing darkness.

Even so, Winterhaven won't stand long against endless swarms of ravaging undead. The cult of Orcus seeks to open the rift, establish a foothold, and launch further atrocities against the world at large.

RECENT DEVELOPMENTS

A priest of Orcus named Kalarel heads the death cult. Kalarel uncovered the truth about Shadowfell Keep a few years ago, after finding records dating back to the time of the original opening of the rift. Since then, he has been ceaselessly researching an evil ritual that he believes will allow him to shatter the seal and once more open the rift.

Even as he researches the vile rites, Kalarel continues to expand his influence. After gaining control of the keep, he placed agents in the surrounding areas.

Kalarel has established dominion over a tribe of goblins that had set up a lair within the subterranean chambers beneath the keep. These creatures, led by a goblin named Balgron the Fat, guard the place ferociously, not completely out of loyalty to Kalarel but due to their own thirst for wealth and power.

After his control of the keep was solidified, Kalarel dispatched a goblin named Irontooth to oversee a tribe of kobolds operating out of a lair near Winterhaven. Through his goblin agent, Kalarel has ordered the kobolds to harass and, if possible, eliminate anyone in the vicinity (such as adventurers) who have the potential to delay or thwart the priest's plans.

Kalarel also installed an elf spy named Ninaran in Winterhaven. Through the reports of this individual, Kalarel keeps an eye on the activities of Winterhaven's residents and knows when newcomers arrive.

Kalarel is confident he will achieve his goal and soon reopen the rift to the Shadowfell.

Will anyone dare to prove him wrong?

ADVENTURE SUMMARY

The action of the adventure begins when kobold brigands ambush the player characters on the road to Winterhaven.

In the village, the adventurers learn that the kobolds have recently gone from minor nuisance to dangerous threat. In addition to learning about the rising kobold activity, they also hear about a missing explorer said to be excavating a dragon burial site just outside the town.

When the PCs depart Winterhaven for the first time, the kobolds attack again. This unwanted attention likely prompts the PCs to attack the kobolds' lair. There, the adventurers discover that the kobolds take orders from a goblin named Irontooth, who bears the tattoo of a ram-headed demon.

From this discovery and other clues gleaned by talking to Winterhaven's citizens, the PCs discover that the ruined keep might hide an active cult of Orcus. Adventurers can then make their way to the keep and attempt to foil the cult's machinations. If the PCs persevere in the face of the keep's perils, including undead monsters, traps, swarms of goblins, and a horde of evil cultists, they must eventually face the vile priest of Orcus, Kalarel.



**Balgron
the Fat**

PREPARING FOR ADVENTURE

As the adventure begins, the player characters find themselves traveling down a road that hasn't been maintained in nearly a hundred years ago. Explain to the players that their characters know each other and are traveling through a dangerous wilderness toward the small town of Winterhaven.

Use one of the hooks below to set up the backstory for the adventurers, or create your own. You don't need a lot of details; you just need enough to explain why the PCs are together and why they are traveling on this once-proud road that fell long ago into disrepair.

If you use one or more of these hooks, the PCs might also gain experience points for completing a quest. When the party finishes a quest, divide the XP award among all the characters who participated in the quest.

HOOK: MISSING MENTOR

The player characters seek news of their old friend and mentor, Douven Staul. The man who trained them for a life of adventure bade his friends farewell three months ago and headed for Winterhaven. Douven, a rabid explorer of old ruins, had found a map that revealed the location of a dragon's tomb not far from the village. He figured if a dragon was buried there, why not also its hoard?

The explorer should have returned some time ago, and his continuing absence bodes ill. The adventurers fear the worst and are determined to find out what happened to their mentor.

Alternative: Douven's wife asks the PCs to locate her missing husband.

Quest XP: 1,250 XP for discovering Douven's fate.

HOOK: RUINS OF EMPIRE

Winterhaven grew up in the shadow of an old keep. Like other similar structures across the land, the keep fell into disrepair when the empire of Nerath crumbled a hundred years earlier. Winterhaven survives to this day, a modest point of light in a world that has grown darker and more dangerous.

A scholar named Parle Cranewing hires the characters to locate the old keep and map what remains of it, promising to pay 250 gp for a complete rendering. The adventurers readily agree to explore the ruined fortress near Winterhaven. These ruins might contain the treasures and secrets of the vanished human empire. Determined to earn a reputation, as well as the scholar's gold, the PCs head out in search of adventure.

Quest XP: 1,750 XP and 250 gp for delivering a complete map to the scholar Parle Cranewing.



Area Map

HOOK: OMINOUS SIGNS

Marla of the Great Church, an earnest young priest of the good deity Pelor, contacts the PCs before the start of the adventure. She has been studying the history and activity of various demon and death cults. According to Marla's research, witnesses saw a small group of death cultists traveling toward Winterhaven about a year ago. She has since learned that the head of this group is a dangerous and twisted priest named Kalarel. Marla fears that Kalarel has set up a secret cult in the area and is conducting unholy ceremonies. She asks the PCs to travel to Winterhaven, determine if there is any death cult activity in the area, and, if so, to stamp it out.

Alternative: The PC cleric has gotten wind of this unsettling possibility.

Quest XP: 2,000 XP for destroying the cult, as well as 250 gp for bringing back proof that the cult has been destroyed and its plan disrupted.

THE ADVENTURE BEGINS

Once your players understand their characters' motivations for traveling to Winterhaven, the adventure can begin. The characters start by traveling west along the old King's Road toward Winterhaven. Before they reach the town, however, they are ambushed. Read through the material on the following pages, and then refer to page 6 for the opening encounter.

WHAT YOU NEED TO PLAY

This book includes the encounters the PCs face as they explore and adventure in the Winterhaven region. It also provides a campaign map of the region and a keyed map of Winterhaven, a village the player characters can use as their base of operations.

Both you and your players should read through the *DUNGEONS & DRAGONS* 4th Edition Quick-Start Rules.

The Quick-Start Rules also include several ready-to-play characters. Let each of your players select one of these characters to use in this adventure. Each character also features information on how that character improves when it gains a level. These characters will advance from 1st level through most of 3rd level by the end of this adventure.

Before play, make certain you understand the rules. Also read through at least the first few encounters described in this book before starting. This review enables you to become familiar with the material and the style of presentation.

USING TACTICAL ENCOUNTERS

Each encounter includes several common elements, as described below.

ENCOUNTER LEVEL

Each tactical encounter assumes a group of five player characters. An encounter of average difficulty is one where the encounter level is equal to the level of the party. For example, the first encounter (On the Road: Kobold Brigands on page 6) is a Level 1 encounter, which matches the starting level of the PCs. Encounters that are 1 or 2 levels lower than the party are easy encounters, while encounters that are 2 or more levels higher than the party are hard encounters.

For overcoming an encounter, a group earns the XP value listed beside the encounter level. This amount should be divided by the number of group members, and an equal amount should be awarded to each character.

SETUP

This section of a tactical encounter provides the basic parameters of the encounter.

First, it provides context or background information for the encounter. Next, it provides a key to the monsters in the encounter so you can locate them on the tactical map. For example, the setup text for the first encounter indicates that the kobold dragonshield is represented on the map by a D. The map of each encounter area indicates where the monsters are located when the encounter begins. The setup section also describes what monsters are doing and how they react when the PCs arrive.

READ ALOUD TEXT

Read aloud text provides information about what the characters can see and are aware of. You do not have to read it word for word; feel free to paraphrase and use your own words when describing this information. Use read aloud text wisely; they are written for the most common approach to a particular situation and what your player characters do might require you to alter the information in any number of ways.

MONSTER STATISTICS

Encounters include stat blocks for each monster type present in the encounter. If more than one monster of a particular kind is present, the stat block indicates how many creatures can be found.

TACTICS

This entry describes special actions the monsters take to defeat the adventurers. Sometimes this means the monsters take advantage of special features of the area or make use of special powers or equipment.

MAP

Each encounter includes a map keyed with the initial locations of each monster. The map also indicates the location of any special features of the area. (Some encounters refer to poster maps included in the for-sale print version of this adventure.) When you run an encounter, you will need to re-create a version of the encounter map using *D&D Dungeon Tiles* or a wet-erase battle map, for example.

FEATURES OF THE AREA

This section describes special features noted on the map. If the location has items or areas of interest with which the characters can interact, those features are described here. Look here to see if a door is out of the ordinary, if an altar has a secret compartment, or if the area includes treasure.

ON THE ROAD: KOBOLD BRIGANDS

Encounter Level 1 (475 XP)

SETUP

The player characters are on King's Road traveling toward Winterhaven, west to east (or left to right on the map).

Along the way, they are set upon by kobold brigands.

This encounter includes the following creatures.

5 kobold minions (M)

1 kobold slinger (S)

2 kobold dragonshields (D)

Have the players place the miniatures of their characters on the road within 2 squares of the western edge of the map, then give them a round to move their characters eastward.

As the characters travel along the road, read:

The wind is cool and comfortable. The road beneath your feet is level. An occasional ancient cobblestone peeks through the dirt road, indicating decades of neglect. You notice footprints leading up and down the road, many of which were made by small, clawed feet.

The kobolds watch the road from the positions indicated on the map. The minions make themselves visible, darting from their hiding places, when one or more of the PCs reach the place in the road between the two westernmost boulder piles. At this point, place the five minions on the map (in the squares marked M) and roll initiative.

Don't place any other monster on the map until it takes an action. (As noted in the Tactics section, the other kobolds don't do anything until after the minions have started to attack.)

Alternatively, if one or more of the PCs decide to move off the road and travel through the grassy terrain, it's possible that some of the kobolds will be spotted in their hiding places. If a PC moves to a square that provides line of sight to a kobold, that creature lets out a screech that alerts its companions.

As one or more of the kobolds come into view, read:

Small creatures hiding behind the rocks spring into view and begin to move toward you. With a shriek, the small humanoids attack. Scaled and rust-colored, they have reptilian heads and tails.

5 Kobold Minions (M)		Level 1 Minion
Small natural humanoid (reptile)		XP 25 each
Initiative +3	Senses Perception +1; darkvision	
HP 1; a missed attack never damages a minion.		
AC 15; Fortitude 11, Reflex 13, Will 11		
Speed 6		
⊕ Spear (standard; at-will; minion attack) ♦ Weapon	+5 vs. AC; 4 damage.	
⊗ Javelin (standard; at-will; minion attack) ♦ Weapon	Ranged 10/20; +5 vs. AC; 4 damage.	
Shifty (minor; at-will)		
The kobold shifts 1 square.		
Alignment Evil	Languages Common, Draconic	
Skills Stealth +5, Thievery +5		
Str 8 (-1)	Dex 16 (+3)	Wis 12 (+1)
Con 12 (+1)	Int 9 (-1)	Cha 10 (+0)
Equipment hide armor, light shield, spear, 3 javelins		

Kobold Slinger (S)		Level 1 Artillery
Small natural humanoid (reptile)		XP 100
Initiative +3	Senses Perception +1; darkvision	
HP 24; Bloodied 12		
AC 13; Fortitude 12, Reflex 14, Will 12		
Speed 6		
⊕ Dagger (standard; at-will) ♦ Weapon	+5 vs. AC; 1d4 + 3 damage.	
⊗ Sling (standard; at-will) ♦ Weapon	Ranged 10/20; +6 vs. AC; 1d6 + 3 damage; see also <i>special shot</i> below.	
Special Shot		
A kobold slinger can fire special ammunition from its sling. It typically carries 3 rounds of special shot, as shown below. A special shot attack that hits deals normal damage and has an additional effect depending on its type:		
2 Firepots (Fire): The target takes ongoing 2 fire damage (save ends).		
1 Gluepot: The target is immobilized (save ends).		
Shifty (minor; at-will)		
The kobold shifts 1 square.		
Alignment Evil	Languages Common, Draconic	
Skills Acrobatics +8, Stealth +10, Thievery +10		
Str 9 (-1)	Dex 17 (+3)	Wis 12 (+1)
Con 12 (+1)	Int 9 (-1)	Cha 10 (+0)
Equipment leather armor, sling with 20 bullets, bandolier with 3 ceramic globes (2 firepots, 1 gluepot)		

2 Kobold Dragonshields (D)		Level 2 Soldier
Small natural humanoid (reptile)		XP 125 each
Initiative +4	Senses Perception +2; darkvision	
HP 36; Bloodied 18		
AC 18; Fortitude 14, Reflex 13, Will 13		
Resist 5 fire		
Speed 6		
⊕ Short Sword (standard; at-will) ♦ Weapon		
+7 vs. AC; 1d6 + 3 damage, and the target is marked until the end of the kobold dragonshield's next turn.		
Dragonshield Tactics (immediate reaction, when an adjacent enemy shifts away or an enemy moves adjacent; at-will)		
The kobold dragonshield shifts 1 square.		
Mob Attack		
The kobold dragonshield gains a +1 bonus to attack rolls per kobold ally adjacent to the target.		
Shifty (minor; at-will)		
The kobold shifts 1 square.		
Alignment Evil	Languages Common, Draconic	
Skills Acrobatics +5, Stealth +7, Thievery +7		
Str 14 (+3)	Dex 13 (+2)	Wis 12 (+2)
Con 12 (+2)	Int 9 (+0)	Cha 10 (+1)
Equipment scale armor, heavy shield (made from a dragon's scale), short sword		

TACTICS

The dragonshields and the slinger allow the minions to act first; even if they have higher initiative check results; they refrain from taking any actions until after the minions have acted. (From that point until the end of the encounter, their initiative count is 1 lower than the minions' initiative count.) Any minion close enough to a PC to charge does so; a minion not close enough to engage in melee hangs back and throws a spear.

The dragonshields attempts to engage the PCs' most capable melee combatant.

The slinger remains behind cover as long as possible, using its sling against the nearest PC. If this creature is flushed out of its hiding place, it tries to move to a new location from which it can continue to attack while enjoying the benefit of cover or concealment.

The kobolds fight to the death; they know that torture awaits if they lead foes back to the secret kobold lair.

FEATURES OF THE AREA

Illumination: Bright light.

Road and Grass: The road is made of dirt, crushed rock, and occasional loose bits of ancient cobblestone from the original roadbed. Squares that contain road or grass do not hamper movement or affect visibility.

Boulders: Scattered boulders sit along the side of the road. They provide concealment and possible cover for creatures hiding behind them. They also serve as obstacles to movement; a creature can't move directly into a square that contains boulders.

The boulders are 5 feet high. Climbing onto the boulders requires a DC 15 Athletics check and costs 4 squares of movement. A character atop the boulders can move onto other boulder squares; treat them as difficult terrain.

Foliage: Thick foliage grows near the road in several places. These areas are lightly obscured and provide normal cover for those attacking from or into the area. Areas covered by foliage also count as difficult terrain.

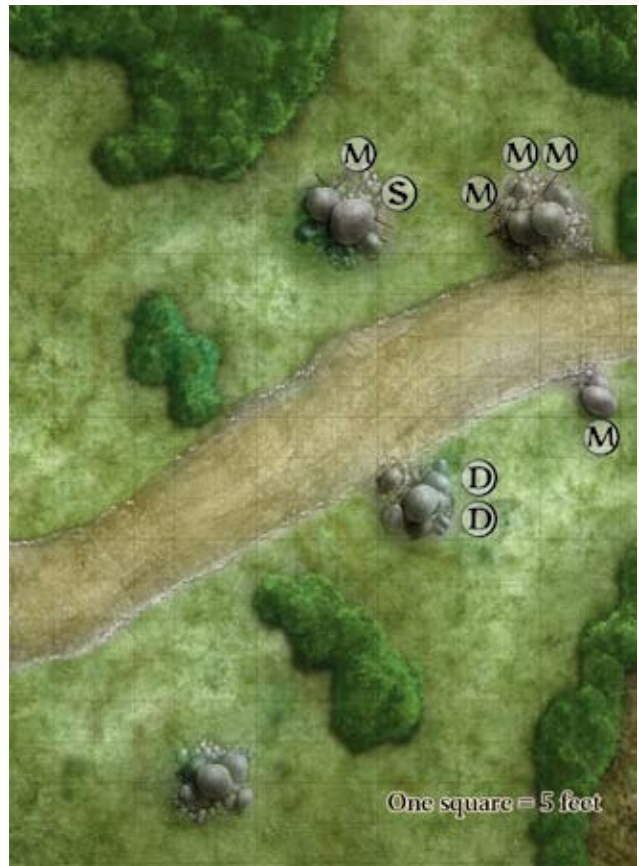
Rock Outcropping: The sheer rock outcroppings bordered by a heavy black line are 50 feet tall and require a DC 20 Athletics check and a total of 200 squares of movement to climb.

Gravestones: These stones provide cover to anyone standing in their spaces.

Treasure: If the PCs defeat the kobold brigands, they recover a total of 34 sp.

WHAT'S NEXT?

When the fight concludes, the adventurers can continue on to the town of Winterhaven. For some tips on how to keep things moving, see the "DM's Advice" section on the following page.



DM'S ADVICE: HANDLING SCENES BETWEEN COMBAT

A D&D game is more than endless fighting—it is also cooperative storytelling. As the DM, you relay the foundation of the story to your players. In turn, they react by describing what their characters do in each situation.

However, it is sometimes necessary for you to take firmer control of events when the players have failed to understand the directions you provided or are confused and do not know how to proceed.

MOVE THINGS ALONG

If you do not remain alert to what your players are thinking, action around the table can slow. If everyone stops talking and looks at you, you need to jump in and ask what the players want to do next. Your questions tell the players that something is expected of them.

Sometimes the talk at the table isn't about something that advances the game. It's okay to allow your players to crack jokes and utter quotes from their favorite movies once in a while. However, you should monitor the pulse of everyone at the table. It is your job to judge when the time is right to move the game forward. Jump in with a question to prompt players, such as "Now that the kobolds are defeated, what do you want to do?"

ASK LEADING QUESTIONS

Sometimes when you ask players what they want to do next, they won't know. If this happens, try to move them in a certain direction by asking a leading question.

For example, if players spend a long time after the kobold fight considering what to do next, you can ask, "Are you ready to continue toward Winterhaven?"

NONSCRIPTED OPTIONS

Sometimes players think of an option that isn't covered in your plans or in the adventure text. That's great! Use it. Consider whether what the players want to do can be used to advance the story. Try to weave their plan into the thread of the adventure. This course requires you to think on your feet, but it is also an opportunity to step more fully into the shoes of various NPCs and monsters. If the player characters capture and question a kobold, how would that brigand react?

For example, as noted in the encounter just concluded, the kobolds know that torture awaits anyone who leads strangers back to the lair. However, PCs who capture a kobold could conceivably win it over, intimidate it, or otherwise gain snippets of information. A kobold might offer "Irontooth" as the name of its leader and then squeal in fear.



INTERLUDE ONE: ARRIVING IN WINTERHAVEN

Regardless of the adventure hook that brought the adventurers to the village, they first need to establish lodging. The villagers point visitors to Winterhaven's only public house, Wrafton's Inn.

Because Wrafton's is a place of gathering, the PCs can likely find any of the village's prominent residents there from time to time.

WINTERHAVEN

Village, Population 977

The rutted King's Road leads to the foot of a broad hill that holds the walled village of Winterhaven. The village is nestled in the southern foothills of the Cairngorm Peaks. The walls are weathered stone topped by defensive palisades.

Small thatched homes stand around Winterhaven, each fronting a small piece of farmland or pasture. Beyond the farms to the west and south lie dark woods, and to the north, tall mountain peaks.

Most residents of Winterhaven have never traveled beyond the village vale. The majority of villagers are farmers, though the walled heart of Winterhaven employs various craftspeople as well. Wagons occasionally head east down old King's Road from Winterhaven to find trade with the next village, which lies five days away. Sometimes wagons come into Winterhaven, causing the villagers to excitedly gather in the Market Square to hear news of the outside world and to buy new and exotic goods.

Leadership: Ernest Padraig, the Lord of Winterhaven, is descended from the noble family that ruled the area under edict of the old empire. Folks around Winterhaven were happy with Lord Padraig's father's authority, and they have found answering to the rules of the new lord no more arduous. On the other hand, Padraig doesn't have absolute power. For instance, he has been unable to raise a force from among the villagers to deal with the kobold problem on the road.

Padraig commands the Winterhaven Regulars, a core group of ten soldiers who perform guard and police functions in and around the walled portion of the village. The Regulars patrol in pairs. To augment this force, Padraig can muster a group of about fifty civilians, given a day's notice. However, he can only do this if the village itself is threatened—the villagers have no desire to patrol the road beyond the farms.

Demographics: The population of Winterhaven is predominantly human, with a scattering of dwarf families, and a handful of individuals of other common races, including a couple of elves.

Economics: Winterhaven is primarily an agricultural village based on barter and trade, though Lord Padraig keeps a monetary system afloat with his own coin. Adven-

turers should have no trouble purchasing appropriate items for which they have sufficient coin.

1. OUTER GATE AND WALLS

Open by day, closed and barred at night, the outer gate is policed by two guards regardless of the hour. They nod amiably to locals, and point travelers (whom they assume to be traders) to Wrafton's Inn.

Winterhaven's walls have a narrow parapet extending around the inside edge. If Winterhaven comes under attack, the Regulars and what militia can be raised from among the civilians guard the walls to stave off the threat.

2. WRAFTON'S INN

This spacious inn and tavern serves as the public house for the region. Like alehouses everywhere, Wrafton's Inn offers beer, wine, and, on occasion, spirits. Meals are served for those with the coin, and beds for travelers are available. A crowd of villagers gathers each night to drink, gossip, sing, and play games of chance.

In addition to village residents, any travelers passing through Winterhaven are found here.

Anyone in Wrafton's knows the general history of the village and the nearby ruined keep. Only Valthrun knows that the ruined keep was built to contain a rift into the Shadowfell.

Salvana Wrafton: Wrafton's owner and proprietor is a female human named Salvana Wrafton. She employs several waiters, waitresses, and cooks. Salvana is friendly and open, quick with a smile and a warm welcome.

Eilian the Old: This old farmer is a regular customer at Wrafton's. Every night, Eilian takes a seat at a table in the corner. He has a farm down in the valley along the Old King's Road. Eilian has an interest in Winterhaven's history. He is a good source for local information, and he loves to talk.

Valthrun the Prescient: Valthrun is a sage and scholar who lives in a tower within Winterhaven's walls. On occasion he shows up in Wrafton's to socialize. Valthrun is knowledgeable about the area, though he knows nothing of death cult activity in the vicinity. He does know about the sealed rift beneath the ruins of the old keep, but he doesn't discuss such things with just any adventurer, and he never talks about it with the villagers since he doesn't want to cause a panic. Valthrun is a good listener, asking just enough questions to keep whomever he speaks with talking.

Lord Padraig: From time to time, the town's lord (level 3 human warlord) visits Wrafton's. All those present doff their hats and call him Lord, after which he retreats to a corner table and sips beer. He is amenable to speaking with adventurers who approach him. He initially assumes

they are dignitaries from another village or possibly merchants scouting new trade routes. Regardless, if he believes they are merely treasure hunters, his respect diminishes unless they prove their worth.

Ninaran: A quiet elf hunter who usually drinks alone, Ninaran is not interested in conversation. Stiff and bitter in demeanor, she is Kalarel's agent in Winterhaven and reports back to him about happenings in the village.

3. MARKET SQUARE

Every other day or so, carts and wagons gather in the square and offer goods to the people of Winterhaven. Once each week, the official Market Day acts as a siren's song, calling most of the villagers to shop and socialize in the square. Farmers sell produce, hunters hawk smoked meats, villagers sell crafts, and sometimes a trader from the east sells implements or costly goods.

On any given day, there is a 50% chance that items from the adventuring gear list in the *Player's Handbook* are available for sale here. Adventurers will almost never find armor, weapons, implements, or magic items in the market square, however.

Delphina Moongem: Delphina turned away from the forest of her elven roots to live an urban existence, if Winterhaven can truly be called such. Delphina can be found in the square on Market Day selling wildflowers from her cart. She is happy to tell visitors about Winterhaven. She collects wildflowers north of the village, and she has seen goblins around the ruined keep visible in the foothills to the north.

4. STABLES

On market days these stables are filled with mounts and other beasts of burden used by sellers to haul wares. Travelers can stable their mounts here for 2 sp per day. Rarely (10% chance), the stable master has a riding horse or wagon for sale, as listed in the *Player's Handbook*.

5. SMITHY

A dwarf named Thair Coalstriker owns the village smithy. PCs can purchase a variety of mundane wares here, including spikes, weapons, heavy armor, and so on. Simple weapons are readily available, but military weapons require one day to complete, and superior weapons require a week of work.

6. VALTHRUN'S TOWER

This five-story structure is the highest building in Winterhaven. The tower is rumored to be over 300 years old, and Valthrun the Prescient is its most recent resident.

Valthrun doesn't use much of the tower; he inhabits the top two levels. The bottom three levels are locked and empty except for the stairway connecting them to Valthrun's quarters. Valthrun is described briefly above in the section on Wrafton's Inn. The sage and scholar has a small selection of 1st and 2nd level rituals that he is

willing to sell once he determines the worth and merit of an adventurer. Refer to the *Player's Handbook* for a list of rituals.

7. BAIRWIN'S GRAND SHOPPE

Bairwin Wildarson traveled the world, or so he claims, before setting up shop in Winterhaven ten years ago. He has a variety of items available for sale, including anything off the list of adventuring gear shown in the *Player's Handbook*. He occasionally has a few 1st-level magic items for sale, and he sometimes has a couple of *potions of healing* available in the shop.

8. WARRIOR GUILD

Winterhaven villagers can join the Warrior Guild and train, once per week, in basic sword and shield skills. The guild trains in Market Square on days when the market is not open. Some citizens earn militia pay (a few silver pieces per year) by training at least once per month and being on call for emergencies. Rond Kelfem, captain of the Winterhaven Regulars, also oversees the Warrior Guild. He can be found here, in the barracks, or on guard duty, depending on the time of day.

9. TENEMENTS

The large tenement structure features apartments for the village residents who don't own farms or who work in the businesses within the walls. Several families also live in the homes (buildings labeled H) on the west side of the village. Most of the villagers who live outside the walls are farmers and crafters who bring their wares to the Market Square to sell or trade.

10. TEMPLE

This large stone structure is the village temple. Of the several deities worshiped by locals, Avandra, goddess of luck and change, is the most prominent.

The temple priest, Sister Linora, runs services in the temple three times per week, but otherwise she is not often present. She prefers to travel among the homes outside the walls, dispensing care to villagers and animals and helping with various farm projects. Although Linora is not a cleric, she is a non-heroic priest of Avandra. She doesn't have access to cleric powers, but she does know the following rituals: *gentle repose*, *cure disease*, and *raise dead*.

Graveyard: Winterhaven has a graveyard for which Sister Linora serves as caretaker. The graveyard is located a short distance south of the walled town.

11. INNER GATE

This gate is closed and guarded by two Winterhaven guards during the daytime. They sternly regard anyone who approaches and question all who wish to visit Lord Padraig in his manor without an appointment; however,

PCs who exude an air of mystery and importance might convince the guards to let them pass if they act amiably.

12. WINTERHAVEN SIEGE SUPPLIES

Though it hasn't happened in a couple of years, on occasion Winterhaven comes under attack from bands of goblins, kobolds, or even gnolls. When such an event happens, the villagers seek refuge inside the walled keep and subsist on the supplies of water, flour, and other basic foodstuffs stored here.

The contents of the storehouse are protected by thick wooden walls and a sturdy lock (DC 20 Thievery check) on the door. Lord Padraig and Sister Linora hold the only keys to the lock.

13. WINTERHAVEN BARRACKS

This military-style barracks is home to Winterhaven's ten professional guards, the Regulars. During the day, only two can be found here; the other eight are on patrol. At night, eight guards sleep here while the two on duty are stationed at the outer gate. The guards in the barracks respond quickly to any call to arms from the manor or elsewhere within the walls of Winterhaven.

14. MANOR HOUSE

This grand manor home was built when Winterhaven was an outpost of the Nerath Empire. Staffed by five servants, the manor house where Lord Padraig, his wife, and their four sons live is a beautiful example of stone architecture in a village otherwise composed of thatch and wood.

Lord Padraig is willing to meet with adventurers who visit Winterhaven if they specifically seek him out. He also frequents Wrafton's Inn.

QUESTIONS ANSWERED

Based on the knowledge the PCs possess when they first arrive at Winterhaven, they are likely to ask some of the following questions. Each answer is associated with the NPC who can provide it; the PCs must find and talk to that NPC to gain the answer. You can either read each NPC's response out loud to the players, paraphrase the response in your own words, or offer a combination of both by roleplaying an interactive encounter between the adventurers and the NPC.

PCs might ask questions not covered here. If that happens, answer as the NPC would, regardless of whether that person knows the answer. For example, an NPC might attempt to make up an answer, guess, or admit they don't know the answer to a specific question.

Q: Have you seen Douven Staul? He was headed up this way to look for a dragon tomb.

Salvana Wrafton: "I do remember a fellow by that name. He had a room here for a time. He had some business

with Eilian. Funny thing is he disappeared one day and never returned. I never did find out what happened to him."

Eilian the Old: "You knew Douven? I always wondered what happened to him! He had questions about the old burial site southwest of the village. Thought a dragon might be buried there! I told him it was probably just an old trash heap, but he wouldn't hear of it, no sir! Well, of course I gave him directions to the place. I am something of a historian of the area, you know! Oh yes, Douven! Well, he took my directions, and we haven't seen him since. I do hope the poor man is all right!"

Eilian pens a small map showing the way to the "burial site." He knows nothing else of Douven's fate, or the nature of the site itself—Eilian never visited the location, he just knows of it from old hunters' tales. The map Eilian provides is sufficient to find the burial site.

Valthrun the Prescient: "Dragon burial site? I believe that there is a place to the southwest that has been associated with an ancient dragon, but I have no first-hand knowledge of the truth of such legends."

Q: What can you tell me about an ancient keep in the area?

Salvana Wrafton: "Oh, the keep? It's just northeast of the village, up in the Cairngorms. But no one goes that way. Too dangerous! Monsters of all sorts! Ghosts and vampires, I hear. Nothing anyone who values their life would get anywhere near. Valthrun probably knows more."

Valthrun the Prescient: "The keep was built during the height of the old empire. Some sort of watchtower. I can't recall what for. Some think it was to guard against gnomish marauders, but I don't think that's right. Whatever, the keep outlived its usefulness. It's been a ruin since before I was born. Probably a goblin lair by this time. But you've whetted my curiosity. When I return to my tower, I'll look through my library. The next time you see me here, I will know more."

Valthrun doesn't reveal all he knows about the ruined keep the first time the PCs talk to him. Instead, he tells them the information above and then sits back to see what they do. The next time the PCs see Valthrun, he reveals more information to them, as long as more than a couple of days have passed and the PCs have been doing good works around the village. See Interlude Two on page 23. In the meantime, Valthrun suggests that perhaps the PCs would be interested in talking to Padraig about a small job.

Delphina Moongem: "I collect flowers near the old keep. You need to be careful if you decide to head over that way. There are goblins in the ruins, more and more of them all the time. I have no idea where they are all coming from, but it's obvious that they've moved in and plan to stay."

Q: We were attacked by little red and brown humanoids on the way to the village. Do you know you have a bandit problem on your hands?

Salvana Wrafton: “Kobolds! Those buggers are braver all the time! Lord Padraig would probably be interested in hearing your story. He’s been trying to get the militia to clear out those vermin for the last few months with no success.”

Eilian the Old: “Little red and brown bandits on the road? The old King’s Road? Really? I hadn’t heard. Could be redcaps. They slip out of the Feywild every so often to cause mischief, but I haven’t heard about any . . . well, I’ve never heard about them around here. Are you sure it was redcaps?”

Thair Coalstriker: “So, you had a run in with the kobold brigands? Yeah, kobolds. Annoying little dragon droppings! We’ve always had a few in the area, but they’ve really been growing more bold in recent months. Some of the traders who visited us on a regular basis have stopped making the trip, and I’m afraid more will follow if something isn’t done to drive off the foul creatures.”

Bairwin Wildarson: “You met our kobolds, I see. No, no, not ours, really. But they have made it a habit to harass travelers on the old King’s Road. And, yes, what was once a minor annoyance has become a very real threat to the commerce of the village. Fewer and fewer travelers come our way these days, and even I have a harder and harder time keeping my shop stocked with the finest goods. I remember a trip I made to distant Clovermarsh, many years ago. The place was literally crawling with kobolds because the people of the area refused to drive them away. I wonder how long before the kobolds grow brave enough to strike the village itself?”



Irontooth

Rond Kelfem: “I wish we had more resources. I’d love to drive those kobolds out of the area and back to whatever foul pit spawned them. I have heard the whispered name of a marauder leader named Irontooth, but I have no idea who or what that might be. If you have reason to learn anything more, I’d appreciate you sharing your findings with me.”

Sister Linora: “The kobolds aren’t only striking at targets along the road. They’ve begun to make forays into the distant farms, raiding livestock and attacking homes in the dark of night. I have appealed to Lord Padraig, but he has neither the resources nor the means to raise a force to fight back. I fear that this is only a harbinger of a disaster to come.”

Ninaran: “Please leave me alone. I just came here to have a drink in peace. I’ve heard something about marauders on the road, but I haven’t personally had any problems, so please leave me be.”

Q: We heard you may have a job for a party of able-bodied adventurers?

Lord Padraig: “You’ve encountered the kobolds that have turned the old King’s Road and our outlying farms into their personal hunting grounds? Those beasts vex me sorely. Yet the villagers refuse to recognize the seriousness of the problem. Attacks along the road have grown more frequent over the last few months. Something’s stirring the kobolds up. I don’t suppose you would be interested in taking a commission from me? I promise you, I can pay well for your services.”

If the adventurers are amenable to Padraig’s offer, he pulls out a map that indicates the location of the kobold lair to the east and south of the village. He says that a group of stalwart adventurers who confront the kobolds has a reasonable chance of dispatching the creatures. If the PCs agree to take the offer, Padraig indicates they are free to keep whatever loot they find in the kobold lair, even if it is the former property of Winterhaven’s villagers. He also agrees to pay them 100 gp.

Q: Any unusual cult activity in the area?

Salvana Wrafton: “That’s ridiculous! Winterhaven follows the teachings of Avandra. There are no cults anywhere around here. I’m sure of that!”

Eilian the Old: “Cults? Like a death cult or something? Wow, wouldn’t that be something to see. Do you think they sacrifice victims to the Raven Queen or some foul demon? Where did you say these sacrifices were happening? Can I go see?”

Valthrun the Prescient: “There hasn’t been an honest to goodness evil cult in or around Winterhaven in more than a hundred years. Where are you getting these strange ideas, my friends? Someone, I fear, is trying to lead you astray.”

Thair Coalstriker: “Oh no, my nefarious scheme has been uncovered. Now I have no choice but to destroy you. Hahahah. Sorry. Sorry. Couldn’t resist. The idea of a cult here, in Winterhaven? It’s laughable, really. Hahaha! Thanks for making me laugh.”



Lord Padraig: “Do you know something that I don’t? Is it serious? Should I be concerned? No, of course not. A cult? Here? Preposterous, I say. Preposterous.”

Sister Linora: “The villagers of Winterhaven are good people. You won’t find any evil here, I can assure you of that. I’m sure that if a cult were really operating in the area, I would have heard about it. And I would have taken action in the name of Avandra—of that, you can rest assured.”

Rond Kelfem: “A cult? I don’t think so. Other than the kobolds and an occasional argument between a couple of villagers, there really isn’t that much crime or trouble in Winterhaven proper. Out in the countryside? Maybe a cult could be hiding out there somewhere, but I haven’t heard a word about it until you wandered by.”

Ninanan: “A cult? You’ve heard about it? Thank goodness! I was afraid this whole village was in league with the monsters! I’ve been watching the cult members. They come and go from a cave behind a waterfall, high up in a cliff to the east and south of the village. You’ll need to be careful, though. I think they’re in league with the kobolds.”

At this point, almost everyone in the village is dismissive of the idea of an evil cult operating anywhere in the vicinity of Winterhaven. Only Ninanan, if the PCs approach her and she is willing to talk, takes the threat seriously. Of course, she sends the PCs toward the kobold lair in the hopes that the kobold brigands and their leader, Irontooth, will eliminate the adventurers and end the threat they pose to Kalarel’s plans.

Later, when PCs have proof of the cult’s presence, see Interlude Two on page 23.

NEXT STEPS

Regardless of what the player characters decide to investigate next, kobold bandits descend upon them the next time they leave town, seeking revenge for their fallen comrades. See **Encounter A1: Kobold Ambush** on the next page.

After the ambush, proceed to the tactical encounter appropriate to whatever actions and plans the PCs have decided upon.

If the adventurers decide to investigate the disappearance of Douven Staul and the mystery of the dragon burial site (either because they found out about this matter in Winterhaven, or because you used the “Missing Mentor” hook), they head south out of the village toward **Encounter A4: Burial Site** (page 20).

If the adventurers accept Padraig’s commission to rid the area of kobolds, or if they follow Ninanan’s false tip about the cult, they head east and south toward Gardbury Downs and the site of **Encounter A2: Kobold Lair** (page 16).

The adventurers might go directly to the ruined keep. If not, they will certainly end up there eventually. Their first experience inside the ruined structure is the **Area 1: Goblin Guard Room** encounter (page 28).

ENCOUNTER A1: KOBOLD AMBUSH

Encounter Level 2 (625 XP)

SETUP

Having visited Winterhaven, the PCs strike out into the wilderness again. Wherever they are heading, they must first deal with an ambush. A group of kobolds has taken up concealed positions on both sides of the road, lying in wait to ambush the PCs when they leave the village. These kobolds are very disciplined—they wait until the PCs are in a vulnerable position before springing out to attack.

This encounter includes the following creatures.

- 1 kobold skirmisher (K)
- 3 kobold dragonshields (D)
- 1 kobold wyrm Priest (W)

Have the players place their miniatures on the road near the western edge of the map. Allow each character to make a DC 19 Perception check. Any PCs who succeed can act in the first round of combat; those that failed the check can't act until after the kobolds have had their first turn (see the "Handling an Ambush" sidebar for more details).

If the kobolds surprise any of the PCs, read:

War cries break from the underbrush as several small figures dart from hiding places. They are similar to the creatures you fought earlier, but three of them carry longswords and shields.

Roll initiative and proceed with combat.

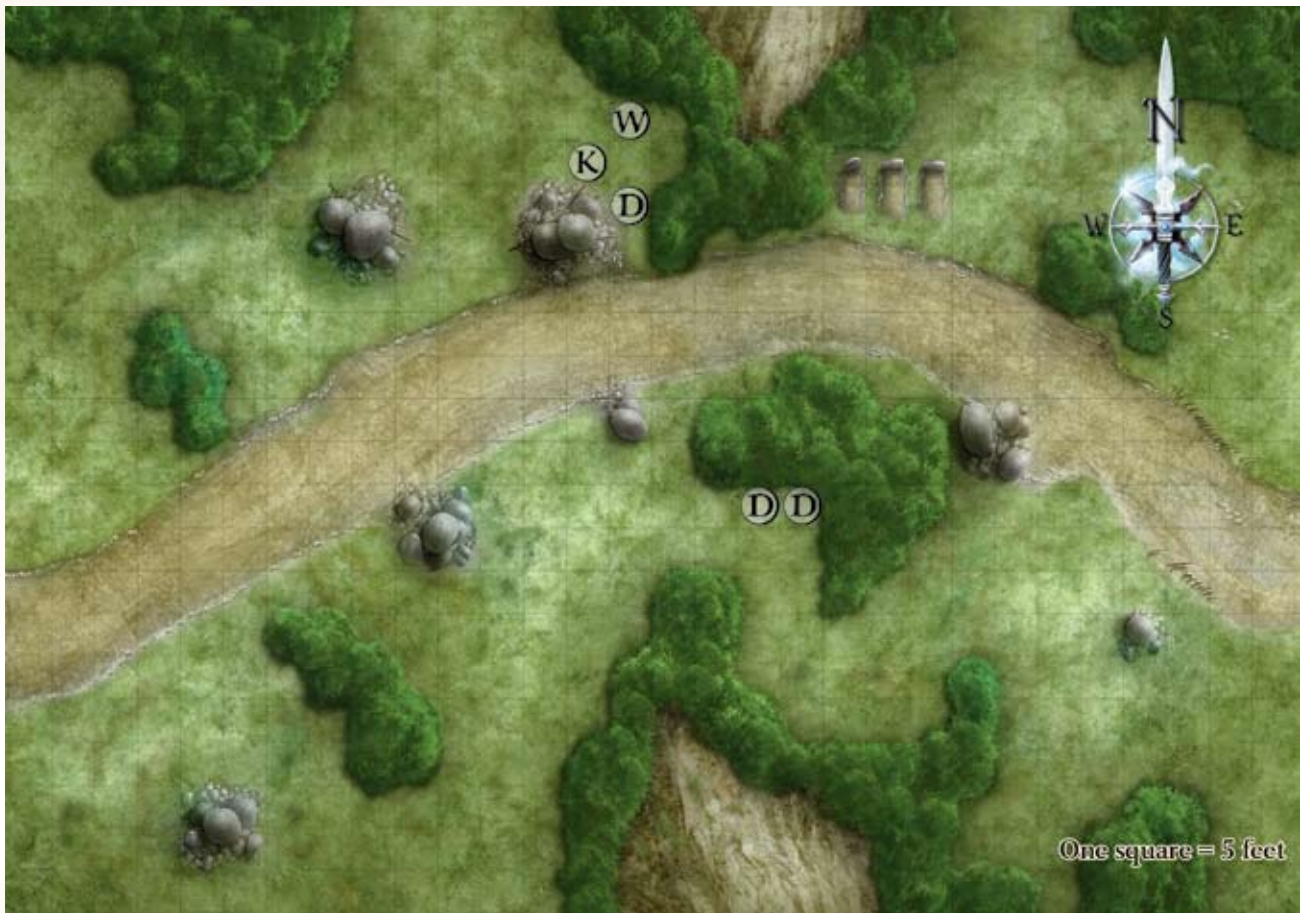
FEATURES OF THE AREA

Illumination: Bright light, unless the PCs are traveling by night (then dim light).

Road and Grass: The road is made of dirt, crushed rock, and occasional loose bits of ancient cobblestone from the original roadbed. Squares that contain road or grass do not hamper movement or affect visibility.

Boulders: Scattered boulders sit along the side of the road. They provide concealment and possible cover for creatures hiding behind them.

The boulders are 5 feet high. Climbing onto the boulders requires a DC 15 Athletics check and costs 4 squares of movement. A character atop the boulders can move onto other adjacent boulder squares; treat them as difficult terrain.



Foliage: Thick foliage grows near the road in several places. These areas provide lightly obscured concealment and cover for those attacking from or into the area. Areas covered by foliage also count as difficult terrain.

Treasure: If the PCs defeat the kobold ambushers, they find a total of 5 gp and 23 sp.

In addition, the PCs find a necklace on the wyrmpriest, on which dangles a dragon figurine carved of obsidian. On the bottom of the figure is etched the outline of a skull with ram's horns. Anyone who succeeds on a DC 10 Religion check recognizes the etching as an abstract representation of the demon lord of the undead, Orcus. PCs can sell the necklace for 80 gp in Winterhaven.

Kobold Skirmisher (K) Level 1 Skirmisher
Small natural humanoid (reptile) XP 100

Initiative +5 **Senses** Perception +0; darkvision
HP 27; **Bloodied** 13
AC 15; **Fortitude** 11, **Reflex** 14, **Will** 13
Speed 6

⊕ **Spear** (standard; at-will) ♦ **Weapon**
+6 vs. AC; 1d8 damage; see also *mob attack*.

Combat Advantage

The kobold skirmisher deals an extra 1d6 damage on melee and ranged attacks against any target it has combat advantage against.

Mob Attack

The kobold skirmisher gains a +1 bonus to attack rolls per kobold ally adjacent to the target.

Shifty (minor; at-will)

The kobold shifts 1 square.

Alignment Evil **Languages** Common, Draconic

Skills Acrobatics +7, Stealth +9, Thievery +9

Str 8 (-1) **Dex** 16 (+3) **Wis** 10 (+0)

Con 11 (+0) **Int** 6 (-2) **Cha** 15 (+2)

Equipment hide armor, light shield, spear

3 Kobold Dragonshields (D) Level 2 Soldier
Small natural humanoid (reptile) XP 125 each

Initiative +4 **Senses** Perception +2; darkvision
HP 36; **Bloodied** 18
AC 18; **Fortitude** 14, **Reflex** 13, **Will** 13
Resist 5 fire
Speed 6

⊕ **Short Sword** (standard; at-will) ♦ **Weapon**
+7 vs. AC; 1d6 + 3 damage, and the target is marked until the end of the kobold dragonshield's next turn.

Dragonshield Tactics (immediate reaction, when an adjacent enemy shifts away or an enemy moves adjacent; at-will)

The kobold dragonshield shifts 1 square.

Mob Attack

The kobold dragonshield gains a +1 bonus to attack rolls per kobold ally adjacent to the target.

Shifty (minor; at-will)

The kobold shifts 1 square.

Alignment Evil **Languages** Common, Draconic

Skills Acrobatics +5, Stealth +7, Thievery +7

Str 14 (+3) **Dex** 13 (+2) **Wis** 12 (+2)

Con 12 (+2) **Int** 9 (+0) **Cha** 10 (+1)

Equipment scale armor, heavy shield (made from a dragon's scale), short sword

Kobold Wyrmpriest (W) Level 3 Artillery (Leader)
Small natural humanoid (reptile) XP 150

Initiative +4 **Senses** Perception +4; darkvision
HP 36; **Bloodied** 18
AC 17; **Fortitude** 13, **Reflex** 15, **Will** 15
Speed 6

⊕ **Spear** (standard; at-will) ♦ **Weapon**
+7 vs. AC; 1d8 damage.

↘ **Energy Orb** (standard; at-will) ♦ **Acid**
Ranged 10; +6 vs. Reflex; 1d10 + 3 acid damage.

↵ **Incite Faith** (minor; encounter)
Close burst 10; kobold allies in the area gain 5 temporary hit points and shift 1 square.

↵ **Dragon Breath** (standard; encounter) ♦ **Acid**
Close blast 3; +6 vs. Fortitude; 1d10 + 3 acid damage. **Miss:** Half damage.

Shifty (minor; at-will)
The kobold shifts 1 square.

Alignment Evil **Languages** Common, Draconic

Skills Stealth +10, Thievery +10

Str 9 (+0) **Dex** 16 (+4) **Wis** 17 (+4)

Con 12 (+2) **Int** 9 (+0) **Cha** 12 (+2)

Equipment crimson hide armor, spear, bone mask (shaped like a dragon's skull), necklace with dragon figurine

TACTICS

Whether or not the ambush succeeds, the dragonshields attempt to overwhelm the nearest PC with a charge. They want to engage, concentrate their attacks, and muddle the PC response.

The skirmisher stays on the edge of the conflict and focuses on any wizard or similarly frail-looking PC.

The wyrmpriest is content to spend the first round or two sending *energy orbs* at isolated PCs. The wyrmpriest tries to keep the dragonshields between itself and the PCs while staying within 10 squares of its allies so it can use its *incite faith* power.

HANDLING AN AMBUSH

The point of an ambush is to create a surprise situation, so that the ambushers can get an advantage over their enemies. If an ambush is successful, the ambushers get the benefit of a surprise round.

In a surprise round, creatures on the side with the advantage of surprise act in order of their initiative check results. Each can take one standard action, while their surprised opponents are unable to act. Creatures with the benefit of surprise have combat advantage, giving them a +2 bonus on attacks against their surprised foes. When every creature on the side with surprise has taken a turn, the round ends and all surprised creatures are no longer surprised.

Then the next round of combat begins, starting with the creature that has the highest initiative check result. An ambush lasts for only 1 round, but it can make a difference in the outcome of an encounter.

ENCOUNTER A2: KOBOLD LAIR, OUTSIDE

Encounter Level 1 (575 XP)

SETUP

If the adventurers have decided to search for the kobold lair and dispense with the kobolds once and for all (either of their own accord, as hirelings of Lord Padraig, or by following Ninaran's false tip on the cult), they make their way southeast to the lair (see the map on page 4). This encounter and the following one use the Forest Cliff Lair poster map.

Place the PCs in the clearing on the left-hand edge of the map; from this point they might choose to make Stealth checks to approach the kobold lair and gain surprise, or they can simply attack.

This encounter includes the following creatures.

- 1 kobold slink (K)
- 10 kobold minions (M)
- 1 kobold dragonshield (D)
- 1 kobold slinger (S)

As the PCs enter the area, read:

Small glades of trees lead up to a cliffside waterfall, where a stream tumbles from the top of a rocky overhang. The water descends the side of the hill and flows away to the southwest.

Perception Check

DC 13 *The sound of many voices is just audible over the din of the waterfall.*

DC 15 *Several kobolds are visible through the trees.*

Do not place the kobolds on the map unless the character succeed on a DC 15 Perception check, enabling them to notice the creatures. Reveal only the section of the map that shows the area outside the cave. The kobolds notice the PCs if the characters fail a DC 12 Stealth check. When that happens, roll initiative. If the PCs choose not to use stealth, the kobolds become aware of the characters after they make their first moves. The trees do not block line of sight but do provide cover.

TACTICS

The dragonshield and the slink allow the minions to act first. The minions closest to the sacred circle move in that direction, trying to take up positions in the circle before the PCs can move to melee with the dragonshield.

The dragonshield holds its ground in the sacred circle. The slink tries to create a flank with one or more minions, using *shift and slide* if necessary while relying on *slink's boon* for protection as it moves into position. The slinger shoots from a distance.

If the situation looks dire, the slinger shrieks, "Iron-tooth must be warned!" and runs into the lair to alert those within. If the PCs are unable to kill the kobold before it enters the lair, the slinger succeeds at warning the kobolds inside. This means that the first wave of kobolds inside the lair is ready when the PCs enter the cave. This also begins the count for the second wave of kobolds, which enters the initiative order after 3 rounds. The first and second wave do not leave the cave except to pursue fleeing characters.

10 Kobold Minions (M)	Level 1 Minion	
Small natural humanoid (reptile)	XP 25 each	
Initiative +3	Senses Perception +1; darkvision	
HP 1; a missed attack never damages a minion.		
AC 15; Fortitude 11, Reflex 13, Will 11		
Speed 6		
⊕ Spear (standard; at-will; minion attack) ♦ Weapon		
+5 vs. AC; 4 damage.		
↻ Javelin (standard; at-will; minion attack) ♦ Weapon		
Ranged 10/20; +5 vs. AC; 4 damage.		
Shifty (minor; at-will)		
The kobold shifts 1 square.		
Alignment Evil	Languages Common, Draconic	
Skills Stealth +5, Thievery +5		
Str 8 (-1)	Dex 16 (+3)	Wis 12 (+1)
Con 12 (+1)	Int 9 (-1)	Cha 10 (+0)
Equipment hide armor, light shield, spear, 3 javelins		

Kobold Slink (K)	Level 1 Lurker	
Small natural humanoid (reptile)	XP 100	
Initiative +7	Senses Perception +0; darkvision	
HP 24; Bloodied 12		
AC 15; Fortitude 12, Reflex 14, Will 13		
Speed 6		
⊕ Spear (standard; at-will) ♦ Weapon		
+6 vs. AC; 1d8 damage.		
Combat Advantage		
The kobold slink deals an extra 1d6 damage on melee and ranged attacks against any target it has combat advantage against.		
Shift and Slide (minor; at-will)		
The kobold slink shifts 1 square. It can shift into an ally's space, and the ally slides into the kobold slink's original space as a free action.		
Slink's Boon		
An enemy cannot target the kobold slink with a melee or ranged attack unless the kobold slink is the nearest enemy.		
Alignment Evil	Languages Common, Draconic	
Skills Acrobatics +7, Stealth +9, Thievery +9		
Str 8 (-1)	Dex 16 (+3)	Wis 10 (+0)
Con 12 (+1)	Int 6 (-2)	Cha 15 (+2)
Equipment hide armor, spear		

Kobold Dragonshield (D) Small natural humanoid (reptile)	Level 2 Soldier XP 125
Initiative +4 Senses Perception +2; darkvision	
HP 36; Bloodied 18	
AC 18; Fortitude 14, Reflex 13, Will 13	
Resist 5 fire	
Speed 6	
⊕ Short Sword (standard; at-will) ♦ Weapon +7 vs. AC; 1d6 + 3 damage, and the target is marked until the end of the kobold dragonshield's next turn.	
Dragonshield Tactics (immediate reaction, when an adjacent enemy shifts away or an enemy moves adjacent; at-will) The kobold dragonshield shifts 1 square.	
Mob Attack The kobold dragonshield gains a +1 bonus to attack rolls per kobold ally adjacent to the target.	
Shifty (minor; at-will) The kobold shifts 1 square.	
Alignment Evil Languages Common, Draconic	
Skills Acrobatics +5, Stealth +7, Thievery +7	
Str 14 (+3) Dex 13 (+2) Wis 12 (+2)	
Con 12 (+2) Int 9 (+0) Cha 10 (+1)	
Equipment scale armor, heavy shield (made from a dragon's scale), short sword	

Kobold Slinger (S) Small natural humanoid (reptile)	Level 1 Artillery XP 100
Initiative +3 Senses Perception +1; darkvision	
HP 24; Bloodied 12	
AC 13; Fortitude 12, Reflex 14, Will 12	
Speed 6	
⊕ Dagger (standard; at-will) ♦ Weapon +5 vs. AC; 1d4 + 3 damage.	
⊗ Sling (standard; at-will) ♦ Weapon Ranged 10/20; +6 vs. AC; 1d6 + 3 damage; see also <i>special shot</i> .	
Special Shot A kobold slinger can fire special ammunition from its sling. It typically carries 3 rounds of special shot, as shown below. A special shot attack that hits deals normal damage and has an additional effect depending on its type: 2 Gluepots: The target is immobilized (save ends). 1 Stinkpot: The target takes a -2 penalty to attack rolls (save ends).	
Shifty (minor; at-will) The kobold shifts 1 square.	
Alignment Evil Languages Common, Draconic	
Skills Acrobatics +8, Stealth +10, Thievery +10	
Str 9 (-1) Dex 17 (+3) Wis 12 (+1)	
Con 12 (+1) Int 9 (-1) Cha 10 (+0)	
Equipment leather armor, sling with 20 bullets, bandolier with 3 ceramic globes (2 gluepots, 1 stinkpot)	

FEATURES OF THE AREA

Illumination: Bright light, or if the PCs are traveling by night, dim light. PCs approaching the area with light sources cannot use Stealth.

Trees: The trees do not hamper movement, but they do provide cover.

Sacred Circle: Old magic runes still glow on the ground in this location. Any creature standing on the runes or in the center of the circle receives a +1 bonus to attack rolls.

River: The river is shallow enough that it does not hamper movement, except in the squares that also contain rocks. Those areas are difficult terrain.

Waterfall: Water cascades from a cliff high above, concealing the entrance to the kobold lair. The water in the 5 squares between the two rock outcroppings is turbulent, meaning that those squares are difficult terrain.

Treasure: If the PCs defeat the kobold guards, they find a total of 4 gp and 17 sp.

INSIDE THE LAIR

The creatures inside the lair (described in the next encounter) do not emerge to engage the PCs, believing the outside guards can handle them. However, if one or more PCs enter the lair while the fight continues outside, the encounter inside is triggered. Any creatures inside the lair who are aware of the approaching enemy roll initiative. Place the creatures according to their result within the existing initiative order. Kobolds inside the lair attack any enemies within the area on their turn.



ENCOUNTER A3: KOBOLD LAIR, INSIDE

Encounter Level 6 (1,250 XP)

SETUP

The PCs can gain entry to the lair and confront the remaining kobolds in their den. This could happen after they eliminate the kobolds outside, or they could activate this encounter while still dealing with the outside threat. Luckily, this encounter hits in two waves.

Roll initiative when the monsters become aware of the intruders; if the PCs successfully use Stealth to enter the cave, they gain a surprise round. If one of the outside kobolds ran in to warn the lair, the lair is ready when the PCs enter. This encounter includes the following creatures:

First Wave

3 kobold skirmishers (K)
10 kobold minions (M)

Second Wave (3 rounds later)

2 kobold denwardens (D)
1 kobold wyrm Priest (W)
Irontooth (I)

When the first wave attacks, read:

More than a dozen kobolds scurry in and out of sight throughout the cave. Screams, shouts, and cries of alarm reverberate throughout the torchlit hollow.

When the second wave attacks, read:

A harsh, bleating horn heralds the appearance of a burly, battle-scarred goblin. Around him, kobolds scurry as if afraid to get too close. A great tattoo depicting a skeletal ram's head marks this goblin's face. He wears a wolf fur cloak and a chain shirt, and he holds a battleaxe in each hand.

10 Kobold Minions (M)	Level 1 Minion
Small natural humanoid (reptile)	XP 25 each
Initiative +3	Senses Perception +1; darkvision
HP 1; a missed attack never damages a minion.	
AC 15; Fortitude 11, Reflex 13, Will 11	
Speed 6	
⊕ Spear (standard; at-will; minion attack) ♦ Weapon +5 vs. AC; 4 damage.	
⊗ Javelin (standard; at-will; minion attack) ♦ Weapon Ranged 10/20; +5 vs. AC; 4 damage.	
Shifty (minor; at-will) The kobold shifts 1 square.	
Alignment Evil	Languages Common, Draconic
Skills Stealth +5, Thievery +5	
Str 8 (-1)	Dex 16 (+3) Wis 12 (+1)
Con 12 (+1)	Int 9 (-1) Cha 10 (+0)
Equipment hide armor, light shield, spear, 3 javelins	

3 Kobold Skirmishers (K)	Level 1 Skirmisher
Small natural humanoid (reptile)	XP 100 each
Initiative +5	Senses Perception +0; darkvision
HP 27; Bloodied 13	
AC 15; Fortitude 11, Reflex 14, Will 13	
Speed 6	
⊕ Spear (standard; at-will) ♦ Weapon +6 vs. AC; 1d8 damage; see also <i>mob attack</i> .	
Combat Advantage The kobold skirmisher deals an extra 1d6 damage on melee and ranged attacks against any target it has combat advantage against.	
Mob Attack The kobold skirmisher gains a +1 bonus to attack rolls per kobold ally adjacent to the target.	
Shifty (minor; at-will) The kobold shifts 1 square.	
Alignment Evil	Languages Common, Draconic
Skills Acrobatics +7, Stealth +9, Thievery +9	
Str 8 (-1)	Dex 16 (+3) Wis 10 (+0)
Con 11 (+0)	Int 6 (-2) Cha 15 (+2)
Equipment hide armor, light shield, spear	

2 Kobold Denwardens (D)	Level 2 Soldier
Small natural humanoid (reptile)	XP 125 each
Initiative +4	Senses Perception +2; darkvision
HP 36; Bloodied 18	
AC 18; Fortitude 16, Reflex 16, Will 16	
Speed 6	
⊕ Spear (standard; at-will) ♦ Weapon +7 vs. AC; 1d8 + 1 damage, and the target is marked until the end of the kobold denwarden's next turn.	
⌘ Javelin (standard; at-will) ♦ Weapon Ranged 10/20; +7 vs. AC; 1d6 + 1 damage, and the target is marked until the end of the kobold denwarden's next turn.	
Denwarden's Mark (immediate interrupt, when an adjacent enemy marked by the kobold denwarden makes an attack that does not include the denwarden as a target; at-will) The kobold denwarden makes a melee basic attack against the triggering enemy. If the attack hits, the target grants combat advantage to the kobold denwarden and its allies until the end of the denwarden's next turn.	
Mob Attack The kobold denwarden gains a +1 bonus to attack rolls per kobold ally adjacent to the target.	
Shifty (minor; at-will) The kobold shifts 1 square.	
Alignment Evil	Languages Common, Draconic
Skills Acrobatics +5, Stealth +7, Thievery +7	
Str 13 (+2)	Dex 13 (+2) Wis 12 (+2)
Con 12 (+2)	Int 9 (+0) Cha 10 (+1)
Equipment chainmail, heavy shield, spear, 3 javelins	

Kobold Wyrmpriest (W) **Level 3 Artillery (Leader)**
XP 150

Small natural humanoid (reptile)

Initiative +4 **Senses** Perception +4; darkvision
HP 36; **Bloodied** 18
AC 17; **Fortitude** 13, **Reflex** 15, **Will** 15
Speed 6

⊕ **Spear** (standard; at-will) ♦ **Weapon**
+7 vs. AC; 1d8 damage.

↗ **Energy Orb** (standard; at-will) ♦ **Fire**
Ranged 10; +6 vs. Reflex; 1d10 + 3 fire damage.

← **Incite Faith** (minor; encounter)
Close burst 10; kobold allies in the area gain 5 temporary hit points and shift 1 square.

← **Dragon Breath** (standard; encounter) ♦ **Fire**
Close blast 3; +6 vs. Fortitude; 1d10 + 3 fire damage. **Miss:** Half damage.

Shifty (minor; at-will)
The kobold shifts 1 square.

Alignment Evil **Languages** Common, Draconic
Skills Stealth +10, Thievery +10
Str 9 (+0) **Dex** 16 (+4) **Wis** 17 (+4)
Con 12 (+2) **Int** 9 (+0) **Cha** 12 (+2)

Equipment black hide armor, spear, bone mask (shaped like a dragon's skull)

Irontooth (I) **Level 3 Elite Brute**
XP 300

Small natural humanoid, goblin

Initiative +3 **Senses** Perception +4; low-light vision
HP 106; **Bloodied** 53; see also *blood crazy*
AC 16; **Fortitude** 16, **Reflex** 14, **Will** 15
Saving Throws +2
Speed 6
Action Points 1

⊕ **Battleaxe** (standard; at-will) ♦ **Weapon**
+8 vs. AC; 1d8 + 4 damage.

⊕ **Dual Axe** (standard; when Irontooth doesn't move on his turn; at-will)
Irontooth makes a melee basic attack against two adjacent creatures.

Goblin Tactics (immediate reaction, when missed by a melee attack; at will)
Irontooth can shift 1 square.

Blood Crazed (while bloodied) ♦ **Healing**
While bloodied, Irontooth deals an extra 1d10 damage on attacks and loses the ability to use *goblin tactics*. He must attack the nearest foe, charging when possible. At the end of his turn, he heals 5 hit points.

Alignment Evil **Languages** Common, Draconic, Goblin
Str 18 (+5) **Dex** 14 (+3) **Wis** 16 (+4)
Con 13 (+2) **Int** 8 (+0) **Cha** 12 (+2)

Equipment chainmail, 2 battleaxes, silver key

TACTICS

The lair's defense is divided into two "waves." Once the kobolds inside are alerted to the presence of an enemy, they enter the battle as their initiative order dictates; the second wave enters the battle at the end of the third round of combat.

The goblin leader, Irontooth, attempts to flank a PC with the aid of a denwarden. Irontooth and the kobolds fight to the death.

Upon being struck a death blow, Irontooth cries out (in Goblin), "Kalarel and Lord Orcus, prepare my way!"

FEATURES OF THE AREA

Illumination: Bright light.

Treasure: If the PCs defeat the kobolds, they find the weapons noted in each kobold stat block, and a total of 12 gp and 48 sp. They also earn the following rewards.

Irontooth carries a pouch with a small silver key and a message scroll. The message on the scroll is written in Common. It is addressed to Irontooth and signed by Kalarel. It reads:

"My spy in Winterhaven suggests we keep an eye out for visitors to the area. It probably does not matter. In a few more days, I'll completely open the rift. Then Winterhaven's people will serve as food for those Lord Orcus sends to do my bidding."

Treasure taken from travelers is scattered in the north-east corner of the lair. Irontooth has transferred much of the valuable loot to Kalarel. However, the goblin keeps choice bits locked in a chest that requires a DC 15 Thievery check or the key in his pouch to open. Inside the chest are 420 gp and a suit of +1 *dwarven chainmail*.

+1 *Dwarven Chainmail:* This magic armor (value 520 gp) provides its wearer with a +1 enhancement bonus to AC, a +1 bonus on Endurance checks, and a daily power (as a free action, regain hit points as if you had spent a healing surge).



ENCOUNTER A4: BURIAL SITE

Encounter Level 2 (674 XP)

SETUP

Douven Staul discovered a dragon burial site, but he has been taken prisoner (marked as P on the map). Douven was forced to help the gnome skulk Agrid scour the place for an ancient relic to help Kalarel complete the ritual to collapse the seal. Presiding over the excavation is a spectral apparition of Kalarel, created using a ritual. The PCs enter from the southeast portion of the map.

This encounter includes the following creatures.

Kalarel's spectral apparition (K)

Agrid, gnome skulk (S)

2 guard drakes (D)

4 human rabble (R)

When the PCs approach the site, read:

A steep-sided crater punctures the wilderness. Near the center of the depression, several humanoid figures cluster around a collection of bones. Two small, dragonlike creatures near the crater rim stand alert and stare at your approach. On the far side of the crater, a sinister apparition presides over the gathering.

The PCs arrive just as Agrid and his men have uncovered the relic they came to find. They have no time or patience for the interference of adventurers. Agrid will, however, try to confuse the PCs by acting friendly and claiming to be an associate of Douven Staul (who is gagged, tied, and hidden beneath a blanket). He'll try to lure them close before ordering the guard drakes to attack.

Any of the PCs can attempt an Insight check (opposed by Agrid's Bluff check result) to catch a whiff of deception and danger. If any character makes a successful check, the PCs realize something is not right. At that point, Kalarel's apparition orders Agrid to attack. Roll initiative.

TACTICS

When combat breaks out, Kalarel's apparition uses *shadow claws* to grab as many enemies as possible. Meanwhile, Agrid orders the guard drakes to charge the character who seems most formidable. Then the gnome makes ranged attacks and uses his *fade away* power at the first opportunity. The human rabble try to gang up on the closest target, seeking to surround and flank and use their *mob rule* power to maximize their defenses. Kalarel uses *animate minion* to turn slain minions into zombies and won't order a retreat even if he's in danger of losing the relic.

If Agrid or the spectral apparition drops to 0 hit points, the gnome cries out, "Kalarel, I have failed you!"

FEATURES OF THE AREA

Illumination: Bright light.

Steep Slope: A steep slope surrounds the site indicating a difference between the higher and lower ground. A character can climb the slope with a DC 15 Athletics check but moves at half speed.

Treasure: The creatures have a total of 65 gp and 13 sp.

A small wooden crate contains the relic from the dragon's treasure hoard that Kalarel seeks to recover. It is an ancient mirror that belonged to one of the Nerath wizards who set the seal. It isn't magical, but it is worth 550 gp.

In addition, Agrid wears a *+1 amulet of health*. The amulet is a locket with a picture inside. The amulet belongs to Douven, and the picture is a portrait of his wife.

+1 Amulet of Health: This magic item (value 680 gp) grants its wearer a +1 enhancement bonus to Fortitude, Reflex, and Will defense, as well as resist 5 poison.

Douven Staul: The explorer is tied up and gagged when the PCs find him. Once freed, he thanks them and says he must return to his wife. If you used the Missing Mentor hook (see page 4), the party completes that quest and earns 1,250 XP. Douven also offers his amulet to the adventurers as a thank you, but not before he removes his wife's picture from inside it.

2 Guard Drakes (D)

Small natural beast (reptile)

Level 2 Brute

XP 125 each

Initiative +3 **Senses** Perception +7

HP 48; **Bloodied** 24

AC 15; **Fortitude** 15, **Reflex** 13, **Will** 12

Immune fear (while within 2 squares of an ally)

Speed 6

⊕ **Bite** (standard; at-will)

+6 vs. AC; 1d10 + 3 damage, or 1d10 + 9 damage while within 2 squares of an ally.

Alignment Unaligned

Languages –

Str 16 (+4)

Dex 15 (+3)

Wis 12 (+2)

Con 18 (+5)

Int 3 (-3)

Cha 12 (+2)

4 Human Rabble (R)

Medium natural humanoid

Level 2 Minion

XP 31 each

Initiative +1 **Senses** Perception +1

HP 1; a missed attack never damages a minion.

AC 14; **Fortitude** 13, **Reflex** 11, **Will** 11; see also *mob rule*

Speed 6

⊕ **Club** (standard; at-will) ♦ **Weapon**

+6 vs. AC; 4 damage.

Mob Rule

A human rabble gains a +2 power bonus to all defenses while at least two other human rabble are within 5 squares of it.

Alignment Any **Languages** Common

Str 14 (+3)

Dex 10 (+1)

Wis 10 (+1)

Con 12 (+2)

Int 9 (+0)

Cha 11 (+1)

Equipment club



Agrid, Gnome Skulk (S) Level 2 Lurker
XP 125
Small fey humanoid

Initiative +8 **Senses** Perception +2; low-light vision
HP 34; **Bloodied** 17
AC 16; **Fortitude** 15, **Reflex** 15, **Will** 13
Speed 5

⊕ **War Pick** (standard; at-will) ♦ **Weapon**
+7 vs. AC; 1d8 + 3 (crit 1d8 + 11) damage.

↗ **Crossbow** (standard; at-will) ♦ **Weapon**
Ranged 15/30; +7 vs. AC; 1d8 + 3 damage.

Combat Advantage
Agrid deals an extra 1d6 damage on melee and ranged attacks against any target it has combat advantage against.

Fade Away (immediate reaction, when Agrid takes damage from any source; encounter) ♦ **Illusion**
The gnome skulk turns invisible until it attacks or until the end of its next turn (whichever comes first).

Reactive Stealth
If a gnome has cover or concealment when it rolls an Initiative check at the start of an encounter, it can make a Stealth check to escape notice as a free action.

Shadow Skulk
When a gnome skulk makes a melee or ranged attack from hiding and misses, it is still considered to be hiding.

Alignment Unaligned **Languages** Common, Elven
Skills Arcana +10, Bluff +7, Stealth +11, Thievery +9
Str 8 (+0) **Dex** 17 (+4) **Wis** 12 (+2)
Con 16 (+4) **Int** 14 (+3) **Cha** 13 (+2)

Equipment leather armor, crossbow with 20 bolts, +1 *amulet of health*

Kalarel's Spectral Apparition (K) Level 4 Controller
XP 175
Medium shadow animate

Initiative +8 **Senses** Perception +13
HP 40; **Bloodied** 20
AC 18; **Fortitude** 14, **Reflex** 15, **Will** 17
Immune disease, poison, unconsciousness; **Resist** insubstantial
Speed 6; phasing

⊕ **Shadow Touch** (standard; at-will) ♦ **Necrotic**
+9 vs. AC; 1d8 + 2 necrotic damage.

↗ **Shadow Claws** (standard; at-will) ♦ **Necrotic**
Grasping claws of smoky shadow rise up out of the ground: ranged 15; targets a creature on the ground; +7 vs. Reflex; the target is grabbed (until escape) and takes ongoing 5 necrotic damage until it escapes. The apparition's defenses determine the DC to escape the grab (see "Escape," *Player's Handbook*, page 288).

↗ **Animate Minion** (standard; recharge ☼ ☼ ☼ ☼)
Ranged 5; targets a dead minion; the minion rises as a zombie rotter (*Monster Manual*, page 274) as a free action and acts immediately after the apparition's turn in the initiative order. At the end of the encounter, any zombie rotters created using this power drop to 0 hit points and die.

Alignment Evil **Languages** Common, Draconic, Goblin
Str 14 (+4) **Dex** 17 (+5) **Wis** 21 (+7)
Con 12 (+3) **Int** 10 (+0) **Cha** 12 (+3)

DEVELOPMENT

The real Kalarel (see page 68) cannot see through the eyes of his spectral construct. However, he does sense when the spectral apparition has been destroyed.

DM'S ADVICE: ADD MORE STORY

Unlike a novel, a D&D adventure lives outside the scripted text. The text of an adventure tries to cover the basics of what player characters face, from quirky NPCs to deadly encounters. But the pages of an adventure have limited room to anticipate the needs of a good story. Your players' actions and reactions add unforeseen wrinkles and depth to the story.

That's great, though, and it is not something to be feared. You want to create a seamless world that seems both deep and exciting. You can accomplish this by adding story elements to the game when the opportunity arises.

The following suggestions and examples include ways to inject more story elements into an ongoing adventure.

NPCs ARE PEOPLE, TOO

Adventures regularly introduce several NPCs. Some are friendly, others unfriendly. The adventure text provides basic guidance on the motivations and personality of an NPC. However, as a DM, you can offer more.

Adding an extra quality or detail to an NPC can make him or her memorable to the players.

ACCENT OR FAVORITE SAYING

Consider giving an NPC an accent to set him off from others. If you prefer to avoid accents, perhaps the NPC has a favorite saying that he frequently uses. For example, maybe the NPC says, "As sure as spire drakes roar at dawn," whenever the NPC agrees with a statement or makes an assertion.

FAVORITE THINGS

NPCs have favorite things, just as player characters do. One of these things could be a hat, a type of beer, a pet, or a lucky coin. Whenever a particular NPC is encountered, she might be flipping her lucky coin, talking to her pet cat, munching on a lamb shank, sipping from an ever-present wine flask, constantly fingering a worn necklace bead, and so on.

MANNERISM

This is an easy one! Merely apply a personality related adjective to your NPC and keep that in mind whenever interacting with PCs. Such words include greedy, bored, suspicious, tired, enthusiastic, sly, nervous, dumb, zealous, and so on. If you think about that adjective every time the NPC speaks, you'll naturally find that the NPC adopts a personality of his or her own.

PAINT THE SCENE

Whenever PCs enter a new area, begin a journey, or enter a building, be sure to describe what they see, hear, and smell first.

WEATHER

An easy way to set a scene is to describe the weather—is it overcast and damp with a slight hair-ruffling wind? Is the sun blazing down with scarcely a cloud in the sky? Is the night open to the vault of a million stars, or does bone-chilling rain cut through the darkness?

SCENT

Not every place or person has an interesting scent, yet sometimes by adding odor to a description, you bring your characters farther into the setting. An inn smells of malt and bacon. A crossroads smells of rain and long-spilled blood. A cave smells of moisture and earthy rot.

MAKE UP YOUR OWN STORIES

Sometimes a game has innocuous events around which you can wrap extra story. This advice is related to the earlier recommendation that you shouldn't feel locked into the adventure text as if it were an unchanging script.

Perhaps you think Wrafton's Inn needs a bard stroking a lyre by the fire as he sings of Sir Keegan's tragedy.

Or perhaps you want to add flavor to a mundane object, such as the wympriest's necklace from the Kobold Ambush encounter. If the PCs show this item to someone in town, they might get a clue about the nature or significance of Orcus, the demon lord of the undead (which could turn out to be particularly valuable information if no one made a Religion check after the characters gained possession of the necklace).

Anything you can do to add your personal touch to an adventure makes it that much more distinctive and memorable to your players. Immerse them in the story, and you'll all be rewarded with a unique experience.

INTERLUDE TWO: SHADOW OF THE KEEP

Once the PCs have knocked about town and experienced the preceding encounters, they have a few clues related to what's going on. When they present their information to people in Winterhaven, the villagers start to take the PCs seriously and point them in the direction of the Keep on the Shadowfell.

WINTERHAVEN

When the PCs return to the city after their first outing, they notice the villagers have grown nervous. Read:

The small fields around the walled heart of Winterhaven seem strangely empty. Inside the walls, the few villagers you see walking around appear nervous, pausing to give furtive glances before darting away.

QUESTIONS ANSWERED

PCs who have more questions find NPCs in Winterhaven ready to answer. As before, Wrafton's is a good place to find a concentration of NPCs in a small area, but PCs can track down NPCs anywhere in the village.

PCs might want to find Lord Padraig and receive payment for eliminating the kobold bandits.

As before, it's not necessary to read NPC responses word-for-word; just use the provided text as a basis for your interpretation of an NPC's answers.

Q: Why does everyone seem so nervous?

Random Villager: "I don't know . . . I just feel out of sorts, is all. Like someone walked over my grave, you know?"

Salvana Wrafton: "Who knows? Am I able to read minds? If you want an ale, talk to me."

Eilian the Old: "Something's changed in the air. Somewhere, a door has opened . . . and it's dark behind that door! At least, that's the dream I had, and I still feel unsettled by it. I don't know why everyone else is acting so strangely."

Q: Valthrun, what else can you tell us about the ruined keep?

Valthrun the Prescient: "My books and scrolls tell me that it was built by the old empire, Nerath, as I suspected. Not to watch for marauders, though. No. It was built over the site of a rift to the Shadowfell, a place of darkness and shadows!

"Not all of the Shadowfell is evil, but this rift apparently connects to an unholy sanctuary of Orcus, the demon lord of the undead. Skeletons, ghouls, and stranger, fouler creatures crawled through the opening into the light of day. The empire destroyed the undead and then sealed the rift and built a keep over the location to watch over it and contain its threat. I thought that was the end of the story. Now, I'm not so sure.

"The villagers think goblins lair in the ruin, so they avoid the area. If goblins have taken over the ruins, they haven't bothered the farms or village."

Valthrun also tells the adventurers the story of Sir Keegan and the fall of the keep (see the next page).

Q: Do you know the name Kalarel?

At this point, no one in the village admits to knowing that name.

Q: We think Orcus cultists are active in the area because of clues we've collected. What do you know about that?

Salvana Wrafton: "Who's Orcus? A demon lord, you say? Valthrun knows his demon lords better than most. Talk to him about that."

Ninaran: "You survived! How fortunate. We are lucky that such capable adventurers have come to aid the village."

Valthrun the Prescient: "This does not bode well! If servants of Orcus are active in the area, they are likely interested in nothing less than re-opening the rift! This is terrible! If death cultists unseal the rift, a tide of undead could descend on Winterhaven. Today, we have no empire to call for aid. They would overwhelm us and establish a kingdom of death in this world. Can you help eliminate this threat?"

If the adventurers are unwilling to investigate the keep out of duty, Valthrun arranges for Lord Padraig to pledge 250 gp from the village's coffers as a reward.

Other than the reward, Valthrun, Padraig, and the other villagers are able to offer only their gratitude. Valthrun is too old to accompany PCs, and Padraig wishes to stay in the village with his Regulars and provide for Winterhaven's defense. The villagers are simply too weak to be useful. The PCs are, after all, heroes by virtue of their special strengths and talents, which few others share.

If the PCs look for Ninaran again, they can't find her. The elf has left the village to report back to Kalarel and to set a new trap for the adventurers.

NEXT STEPS

When the PCs are ready to leave for Shadowfell Keep, several villagers gather at the gates to see them go. The people cheer loudly for the "Heroes of Winterhaven."

The next few pages provide an overview of Shadowfell Keep. When the PCs are ready to explore the ruins, go to the Goblin Guard Room encounter on page 28.

THE RUINS OF SHADOWFELL KEEP

The people of Winterhaven avoid Shadowfell Keep. Some leave it alone because all ancient ruins have a disturbing feeling about them, a feeling composed of lingering memories and unknown mysteries. Some say the place is haunted. Others fear the rumors of goblinoids using the place as a lair. Whatever the reason behind its solitude, one fact is clear. Within two short decades after the collapse of the Nareth Empire, Shadowfell Keep was abandoned and left to fall apart and decay. It was on a grisly night about eighty years ago that the commander of the keep garrison, Sir Keegan, put into motion the events that led to the keep's downfall.

Perhaps the Shadow Rift's malign influence is too strong to resist. Maybe Sir Keegan was an insane monster driven by demons we may never understand. Whatever the case, at the stroke of midnight on that fateful day, Sir Keegan began to systematically slaughter every resident of the keep. His own wife and children were first to fall to his blade, then his trusted advisors, and finally many of the soldiers under his command. Sir Keegan was too skilled for any one soldier to defeat, yet eventually the garrison managed to respond with an organized defense. Although many brave soldiers died, they managed to drive the mad knight into the passages beneath the keep and finally dispatch him.

The keep became notorious for a time. As one of the last bastions of the fallen empire, there was no one to order it back into service. So, it was abandoned, feared for a time, and eventually, more or less forgotten. An earthquake a few years later collapsed the upper towers and walls, and turned the place into a ruin of tumbled stone.

Rumors persist of great treasures buried beneath the keep, yet few have dared explore the passages over the year. Sir Keegan's ghost is said to roam the corridors beneath the ruins, wailing in grief over the tragedy of his life. The people of Winterhaven avoid the place, and the mere mention of Shadowfell Keep is considered bad luck by many of the farmers and villagers.

APPROACHING THE KEEP

The road to Shadowfell Keep is arduous. Since the keep's destruction, few travelers use the road and no one bothers to maintain the path. The road is overgrown with grass, ferns, and small trees. The keep isn't in any better shape. Evidence of its destruction can be seen as you approach the derelict ruins. Read or paraphrase the following when the adventurers come within sight of the ruined keep.

Ahead, the narrow track widens into a clearing. Great piles of shattered stone blocks and scorched timbers dominate the clearing, sprawling out from its center to the edge of the woods. No plants grow among the ruins or within the clearing. The ground is bare dirt, and although the forest has begun to reclaim the path leading here, it has not intruded into the ruins of Shadowfell Keep.

Yet clearly someone has tampered with the ruins. In the center of the debris, stone blocks and timbers have been gathered into a pile. Someone has cleared a path through the rubble and pulled aside the wreckage to reveal a stone staircase. The staircase descends into darkness.

THE REAL STORY

The legends of the Keep on the Shadowfell, as described above, are known to only a handful of sages and scholars in this age of darkness. The truth is more tragic. Though the Shadow Rift remains sealed, the dark creatures on the other side still exert their evil influence. Sir Keegan was an honorable paladin, yet even his dedication slowly crumbled under the maddening whispers of Orcus's minions from the Shadowfell. When his mind snapped, he suffered paranoid delusions that the people of the keep were all spies plotting to open the rift. He was not killed by the knights of the keep, however. Gravely wounded, he fled into the deep passages beneath the keep and hid. His senses returned while he rested and tended to his wounds. Crushed with remorse, he lay within a secret tomb in the dungeons and, rather than live with his guilt, he drank a vial of poison. His spirit now awaits a champion to redeem his memory and complete his mission—to keep the seal in place and protected so that this passage into the Shadowfell remains closed forever.

Meanwhile, Kalarel, and his hobgoblin and goblin followers have turned the dungeon into an armed camp. Although the goblins are too few to clear the entire complex, they have secured a path down into the depths, to the doorstep of the Shadow Rift. Now all that remains is for Kalarel to complete his study of the ritual of unsealing so that he can serve Orcus and open the rift once more.

RUNNING SHADOWFELL KEEP

The dungeons beneath Shadowfell Keep echo with the stuff of ghost stories and superstition. You can choose to run the encounter areas beneath Shadowfell Keep as a string of battles in a dungeon crawl. However, if you take the time to bring the dungeon to life and carry the tragic story behind the dungeon's origin to the forefront, the adventure becomes even more compelling. Being a Dungeon Master requires more than running monsters and keeping track of what's going on. It's also about setting the mood, advancing the story, and giving the players a glimpse into the world their characters inhabit.

Bringing Shadowfell Keep to life requires attention to detail and a persistent effort to portray its sinister, foreboding atmosphere. No amount of rules or dice rolling can replace a DM's ingenuity, intuition, and ability to describe a disturbing or menacing scene. As the adventurers explore the dungeon, you want them (and by extension the players) to feel nervous, tense, and even a bit afraid. A lunatic butchered several dozen people and took refuge in this dungeon decades ago. He might still walk these halls, cursed to undeath and hungry for more victims. And if the stories of Sir Keegan's prowess are true, the adventurers face a truly deadly enemy.

Turning up the tension and fear requires good descriptions and an ability to improvise. When the characters enter the clearing of the ruins, describe how the forest has suddenly fallen silent. Animal and insect sounds have stopped, and even the wind has apparently died down so that not even a leaf moves in the branches overhead. Tell the players that their characters feel unnaturally cold, and they think that someone—or something—is watching them, even though they are sure that there is no one but them nearby.

Later, as the PCs explore the dungeon, explain that they hear distant moans and quiet footsteps. Think of tricks your mind has played when you've been home alone at night. Remember the sounds that made you just a little bit jumpy. Shadows flicker at the brink of the party's light source, something stirs just at the edge of a character's vision, and a sudden breeze chills the characters to their bones.

Breathing life into a dungeon with these little details can turn a series of fights into a thrilling story that your players will remember for years to come.



SHADOWFELL KEEP, LEVEL ONE OVERVIEW

Two dungeon levels lie below Shadowfell Keep. The first level is divided into three sections.

GOBLIN ENCAMPMENT

The goblins under Kalarel's command oversee several areas of the dungeon. Their leader, Balgron the Fat, assigns the goblins to duty in the guard area, the torture chamber, and the excavation site. Goblins who shirk their duties are hauled off to the torture chamber.

The goblins are intelligent, greedy, and a little cowardly. If they face a superior foe, they attempt to flee and gather reinforcements. If cornered, the goblins fight to the death. Balgron, as described in Area 4 (page 34), has his own plans and is interested only in saving his own life. He cares nothing for his followers, and they care little for him. Only Kalarel keeps them in line.

Area 1: Goblin Guard Room. Several goblins keep watch here. They have dug a pit trap to catch intruders who come down the stairs. The goblins might try to run from here to the torture chamber (Area 2) to find help.

Area 2: Torture Chamber. A hobgoblin torturer and several goblins are here, along with a rebellious goblin named Splug. The goblins attempt to use their torture implements against the party, but Splug might prove helpful if the PCs release him.

Area 3: Excavation Site. Balgron told his followers that treasure was buried here to keep them busy when they aren't on guard duty. The goblins fight to protect the treasure they believe waits to be discovered.

Area 4: Chieftain's Lair. Balgron and the goblins use this area as a barracks. The cowardly Balgron attempts to keep his distance from the PCs.

THE TOMBS

For a time, the keep's guardians buried their dead in this section. When clerics served in the keep, they performed daily ceremonies to keep the dead from rising. Now, nothing prevents the influence of the rift from bringing the dead back to life.

The undead found here never leave the tombs. They might chase fleeing PCs, but they never descend the stairs in Area 12 or go through the doors to Area 1.

Area 5: Crypt of Shadows. Several undead lurk here, and traps and magic runes in the floor pose additional threats.

Area 6: The Hidden Armory. PCs might find this secret treasure room, where the keep's garrison hid several items to protect them from attack or invasion.

Area 7: The Skeletal Legion. Awakened by the stirring of the Shadow Rift, the warriors buried in this tomb attack any who enter.

Area 8: Sir Keegan's Tomb. The restless spirit of Sir Keegan waits here. If the PCs convince Sir Keegan that they intend to destroy Kalarel and seal the rift, they can avoid combat with this undead warrior.

THE CAVES

A small network of natural caves connects to the first level of the dungeons below the keep. Many natural subterranean creatures lurk here. The creatures avoid leaving the natural caves, and the goblins feed them small morsels to encourage them to stay put. However, the hungry creatures pursue any PCs that engage them in battle and then attempt to flee.

Area 9: The Maze of Caves. Beetles, bats, and other vermin prowl here, ready to feast on adventurers who stumble into this place.

Area 10: Kruthik Lair. A clutch of kruthiks, nasty predatory insects with ravenous appetites, nests here.

Area 11: The Water Cave. This cistern once provided the keep with fresh water. Now it is home to predatory slime.

GENERAL DETAILS

Unless otherwise noted in an encounter description, the information here pertains to areas on the first level.

Light Sources: The goblin-controlled areas (1-4) are illuminated with torches and lanterns that provide bright light. A portion of Area 7 is illuminated with dim light. The rest of this level is dark.

Doors: All doors are unlocked and made of wood with banded bronze.

Walls: The walls are smooth stone, and the floors consist of flagstones with mortar between them.

Crates and Boxes: These cluttered squares are considered difficult terrain, requiring 1 additional square of movement to enter.

Beds: Each of the beds on the first level is large enough to accommodate two goblins. A bed provides cover for someone adjacent to it. It costs 2 squares of movement to hop up onto a bed. A character can make a DC 10 Strength check to tip over a bed, which then grants superior cover.

Tables: A table or similar piece of furniture (such as the rack in Area 2) is tall enough that a Small creature can move under it and gain cover. It costs 2 squares of movement to hop up onto a table. A character can make a DC 10 Strength check to tip over a table, which then grants superior cover.

Secret Doors: The secret doors on the first level can be discovered by a character who succeeds on a DC 15 Perception check. Unless otherwise noted, a secret door is unlocked and can be opened easily once it is found.



AREA 1: GOBLIN GUARD ROOM

Encounter Level 2 (675 XP)

SETUP

The goblins in this area guard the stairs leading down into the dungeon. A few goblins lounge around this area, more interested in passing time than in paying attention to the dungeon entrance. A hidden pit trap dug in the center of the room holds a swarm of hungry rats. The rats serve as a hazard for trespassers and a convenient source of snacks for the goblins.

This encounter includes the following creatures.

2 goblin sharpshooters (S)

2 goblin warriors (W)

1 rat swarm (R)

Goblins occupy this portion of the dungeon. This guard room at the base of the stairs serves to warn Balgron about any unwanted visitors. It consists of three connected chambers: the pillared entry hall, a barracks to the south, and a storage room to the southeast.

The goblin sharpshooters spend their time in the barracks. They dare each other to touch the door to the west or else play endless rounds of a dice game. One goblin warrior lazily watches the stairs, while the other pokes around in the storage room. The rats chatter and bite at each other beneath the stone-colored canvas that covers the secret pit.

As the adventurers descend the stairs, read:

The stairway leading down consists of finely crafted stone, perhaps the work of dwarves. A breeze chills you to the bones as you take each step down. The flicker of torchlight spills from a room at the bottom of the stairs.

TACTICS

Goblins are short, gangly humanoids usually covered in filth. The goblin warrior south of the stairs keeps an eye out for intruders. He has a Perception check result of 13 on any attempt to notice someone sneaking down the stairs. The goblins' defense plan is simple. They hope intruders fall into the pit, allowing the goblins to leisurely shoot at them while the rats enjoy an unexpected feast. To accomplish this, the warrior attempts to taunt the PCs to charge after him as he stands on the opposite side of the pit from the stairs. Once alerted to trouble, the sharpshooters move to make ranged attacks against the intruders.

The goblins try to avoid melee. They use the goblin tactics ability to move away from melee attackers who miss them. They head from the guard room to the storage room to the barracks, back to the entrance, and so on. Once a third goblin falls, the survivor tries to run to Area 2 or 3 (whichever is closer) for help.

The rats attack any target, adventurer or goblin, that falls into the pit. If a bull rush forces a creature into the pit, it can immediately attempt a saving throw to avoid going over the edge. This works just like a normal saving throw, except the creature makes it as soon as it reaches the edge and not at the end of its turn. On a result lower than 10, the creature goes over the edge and falls. On a result of 10 or higher, the creature falls prone in the last square it occupied before it would have fallen.

Perception Check

DC 10 *The smell of unwashed bodies is strong.*

DC 14 *Chattering squeaks pierce the otherwise silent ruins.*

Rat Swarm (R) Level 2 Skirmisher
Medium natural beast (swarm) XP 125

Initiative +6 **Senses** Perception +6; low-light vision
Swarm Attack aura 1; the rat swarm makes a basic attack as a free action against each enemy that begins its turn in the aura.

HP 36; **Bloodied** 18

AC 15; **Fortitude** 12, **Reflex** 14, **Will** 11

Resist half damage from melee and ranged attacks; **Vulnerable** 5 against close and area attacks

Speed 4, climb 2

⊕ **Swarm of Teeth** (standard; at-will)

+6 vs. AC; 1d6 + 3 damage, and ongoing 3 damage (save ends).

Alignment Unaligned

Languages –

Str 12 (+2)

Dex 17 (+4)

Wis 10 (+1)

Con 12 (+2)

Int 2 (-3)

Cha 9 (+0)

2 Goblin Sharpshooters (G) Level 2 Artillery
Small natural humanoid XP 125 each

Initiative +5 **Senses** Perception +2; low-light vision

HP 31; **Bloodied** 15

AC 16; **Fortitude** 12, **Reflex** 14, **Will** 11

Speed 6; see also *goblin tactics*

⊕ **Short Sword** (standard; at-will) ♦ **Weapon**

+6 vs. AC; 1d6 + 2 damage.

⊗ **Hand Crossbow** (standard; at-will) ♦ **Weapon**

Ranged 10/20; +9 vs. AC; 1d6 + 4 damage.

Sniper

A hidden goblin sharpshooter that misses with a ranged attack remains hidden.

Combat Advantage

The goblin sharpshooter deals an extra 1d6 damage against any target it has combat advantage against.

Goblin Tactics (immediate reaction, when missed by a melee attack; at-will)

A goblin shifts 1 square.

Alignment Evil

Languages Common, Goblin

Skills Stealth +12, Thievery +12

Str 14 (+3)

Dex 18 (+5)

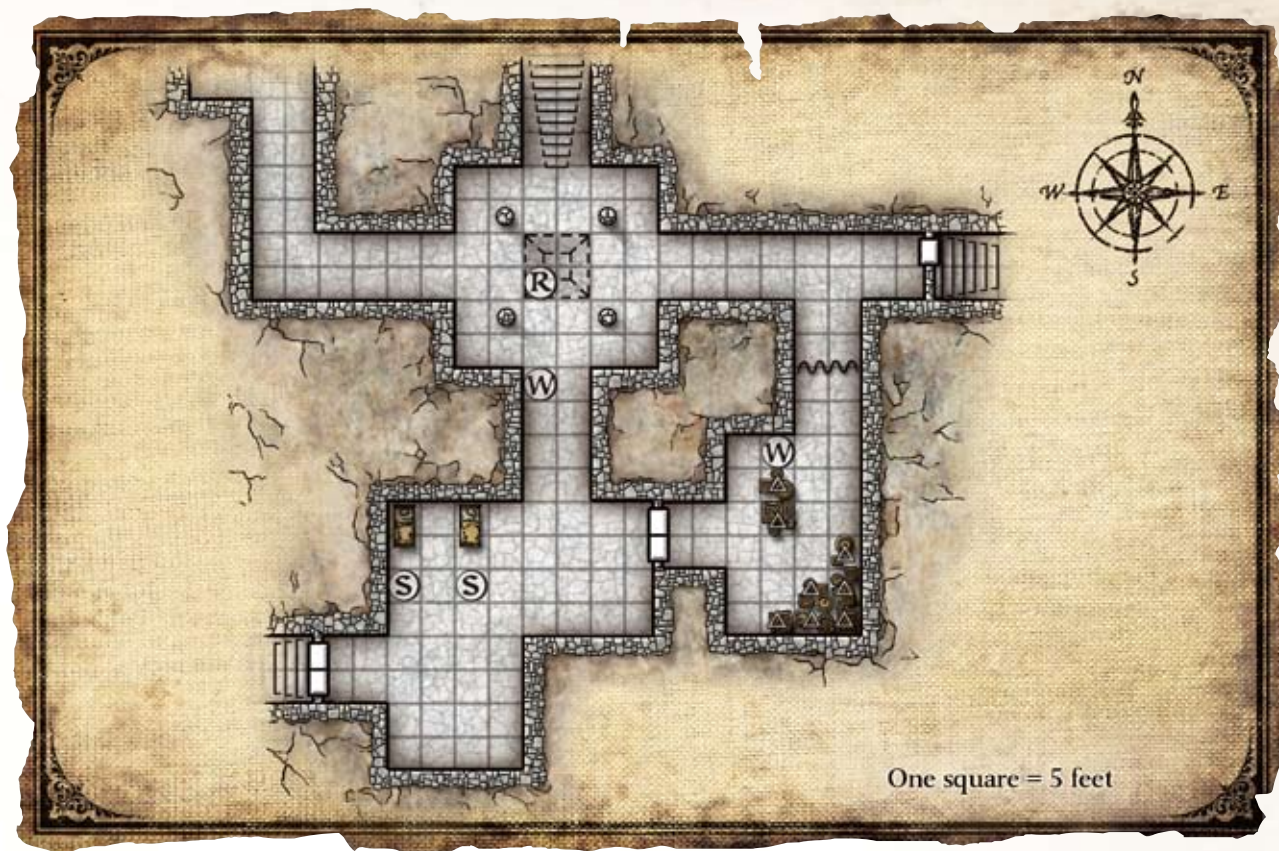
Wis 13 (+2)

Con 13 (+2)

Int 8 (+0)

Cha 8 (+0)

Equipment leather armor, short sword, hand crossbow with 20 bolts



2 Goblin Warriors (W) Level 1 Skirmisher

Small natural humanoid XP 100 each

Initiative +5 **Senses** Perception +1; low-light vision

HP 29; **Bloodied** 14

AC 17; **Fortitude** 13, **Reflex** 15, **Will** 12

Speed 6; see also *mobile ranged attack* and *goblin tactics*

⚔ **Spear** (standard; at-will) ♦ **Weapon**

+6 vs. AC; 1d8 + 2 damage.

🏹 **Javelin** (standard; at-will) ♦ **Weapon**

Ranged 10/20; +6 vs. AC; 1d6 + 2 damage.

Mobile Ranged Attack (standard; at-will)

The goblin warrior can move up to half its speed; at any point during that movement, it can make one ranged attack without provoking an opportunity attack.

Great Position

If, on its turn, the goblin warrior ends its move at least 4 squares away from its starting point, it deals an extra 1d6 damage on its ranged attacks until the start of its next turn.

Goblin Tactics (immediate reaction, when missed by a melee attack; at-will)

A goblin shifts 1 square.

Alignment Evil **Languages** Common, Goblin

Skills Stealth +10, Thievery +10

Str 14 (+2)

Dex 17 (+3)

Wis 12 (+1)

Con 13 (+1)

Int 8 (-1)

Cha 8 (-1)

Equipment leather armor, spear, 5 javelins

FEATURES OF THE AREA

Illumination: Bright light.

Pillars: The pit trap in the center of the guard room is surrounded by four slender pillars that provide cover. They cannot be tipped over, broken, or otherwise manipulated.

Curtain: This thick tapestry blocks line of sight and line of effect and provides an obstacle between squares, requiring 2 squares of movement for a Medium creature to move through it. A PC can pull down the curtain with a DC 10 Strength check.

Pit Trap: The goblins dug the pit and covered it with a stone-colored canvas. Any PC moving into or past the trap falls in. The trap is hidden until triggered and functions only one time. Anyone who falls into the pit takes 1d10 points of damage and falls prone. The rat swarm attacks anything that falls into the pit. A DC 15 Athletics check is required to climb out of the pit. A character actively searching for traps might discover the pit trap before it triggers with a DC 20 Perception check.

Treasure: The goblins have a total of 43 gp and 51 sp between them.

AREA 2: TORTURE CHAMBER

Encounter Level 2 (625 XP)

SETUP

This encounter area includes a storage room to the southwest, a torture chamber to the north, and cells to the west. A hobgoblin torturer and his four goblin assistants work in the northern room, sharpening implements. Unless one of the goblins from Area 1 escaped, these goblins are not yet aware of the intruders.

This encounter includes the following creatures.

- 1 hobgoblin torturer (T)
- 3 goblin sharpshooters (S)
- 1 goblin warrior (W)
- Slug, goblin prisoner (P)

As the adventurers approach this area from the south, read:

The corridor widens into a long, narrow chamber. Doors are set in the northern and western walls, and iron double doors stand to the east. Faint bloodstains streak the floor between the western door and the northern door.

Perception Check

DC 12 *To the north, you hear the excited babble of goblin voices beyond the door.*

Hobgoblin Torturer (T)		Level 3 Brute
Medium natural humanoid (goblin)		XP 150
Initiative +2	Senses Perception +3; low-light vision	
HP 53; Bloodied 26		
AC 16; Fortitude 16, Reflex 14, Will 14		
Speed 6		
⚔ Hot Poker (standard; at will) ♦ Fire, Weapon		
+6 vs. AC; 1d8 + 4 fire damage, and ongoing 2 fire damage (save ends).		
Bloodcut Armor (minor; daily)		
The hobgoblin torturer gains resist 10 to all damage until the end of its next turn.		
Alignment Evil	Languages Common, Goblin	
Str 18 (+5)	Dex 14 (+3)	Wis 14 (+3)
Con 13 (+2)	Int 8 (+0)	Cha 8 (+0)
Equipment +1 bloodcut hide armor, iron poker, leather mask, ring of keys (to the locked cells)		

TACTICS

The hobgoblin torturer, a foul-mouthed braggart clad wearing a leather mask to hide a face disfigured by burns, picks up a hot poker and rushes to attack. He tries to bull rush a PC into the iron maiden. The goblin warrior moves adjacent to the iron maiden along the south wall so that he can slam the device shut if a PC is shoved into it. Closing the iron maiden's door is a minor action.

The goblin sharpshooter closest to the cage in the southeast corner scurries into the cage and tries to get

a PC to enter the cage by firing shots from inside it. The goblin then plans to dart out of the cage and close the door, locking the character inside. The other two sharpshooters lure the PCs deeper into the room by moving toward the north wall and peppering them with bolts.

3 Goblin Sharpshooters (G)		Level 2 Artillery
Small natural humanoid		XP 125 each
Initiative +5	Senses Perception +2; low-light vision	
HP 31; Bloodied 15		
AC 16; Fortitude 12, Reflex 14, Will 11		
Speed 6; see also <i>goblin tactics</i>		
⚔ Short Sword (standard; at-will) ♦ Weapon		
+6 vs. AC; 1d6 + 2 damage.		
⚔ Hand Crossbow (standard; at-will) ♦ Weapon		
Ranged 10/20; +9 vs. AC; 1d6 + 4 damage.		
Sniper		
A hidden goblin sharpshooter that misses with a ranged attack remains hidden.		
Combat Advantage		
The goblin sharpshooter deals an extra 1d6 damage against any target it has combat advantage against.		
Goblin Tactics (immediate reaction, when missed by a melee attack; at-will)		
A goblin shifts 1 square.		
Alignment Evil	Languages Common, Goblin	
Skills Stealth +12, Thievery +12		
Str 14 (+3)	Dex 18 (+5)	Wis 13 (+2)
Con 13 (+2)	Int 8 (+0)	Cha 8 (+0)
Equipment leather armor, short sword, hand crossbow with 20 bolts		

Goblin Warrior (W)		Level 1 Skirmisher
Small natural humanoid		XP 100
Initiative +5	Senses Perception +1; low-light vision	
HP 29; Bloodied 14		
AC 17; Fortitude 13, Reflex 15, Will 12		
Speed 6; see also <i>mobile ranged attack</i> and <i>goblin tactics</i>		
⚔ Spear (standard; at-will) ♦ Weapon		
+6 vs. AC; 1d8 + 2 damage.		
⚔ Javelin (standard; at-will) ♦ Weapon		
Ranged 10/20; +6 vs. AC; 1d6 + 2 damage.		
Mobile Ranged Attack (standard; at-will)		
The goblin warrior can move up to half its speed; at any point during that movement, it can make one ranged attack without provoking an opportunity attack.		
Great Position		
If, on its turn, the goblin warrior ends its move at least 4 squares away from its starting point, it deals an extra 1d6 damage on its ranged attacks until the start of its next turn.		
Goblin Tactics (immediate reaction, when missed by a melee attack; at-will)		
A goblin shifts 1 square.		
Alignment Evil	Languages Common, Goblin	
Skills Stealth +10, Thievery +10		
Str 14 (+2)	Dex 17 (+3)	Wis 12 (+1)
Con 13 (+1)	Int 8 (-1)	Cha 8 (-1)
Equipment leather armor, spear, 5 javelins		

FEATURES OF THE AREA

Illumination: Bright light.

Crates and Boxes: The crates and boxes in the storage room hold rations.

Torture Chamber: The torture chamber consists of two parts, the work room and the cellblock.

The cellblock to the west features three large cells, all kept locked (Thievery DC 15 to open). An incarcerated goblin named Splug sits in the middle cell. The hobgoblin torturer carries a set of three keys on a thick iron ring. Each of the keys unlocks a different cell.

The work room holds an iron maiden, two tables covered with implements of torture, a fire pit with several iron rods, a rack, and a cage.

Iron Maiden: Anyone in the iron maiden when the device is closed takes 10 damage.

Tables: The goblins are small enough to fit under the tables, allowing them to duck out of sight, attempt a Stealth check, and then (if the check succeeds) attack from hiding. The implements on the tables include a total of four blades usable as daggers.

Fire Pit: The pokers deal 1d8 fire damage if used as weapons. In addition, a target hit with a hot poker takes ongoing 2 fire damage (save ends). If a PC takes a poker, it remains hot enough to deal fire damage for the remainder of the encounter. Anyone who enters the fire pit takes 10 fire damage.

Rack: This torture device can serve as a hiding place for the goblins (see tables above).

Cage: The cage is open when this encounter begins. The door locks when shut (Thievery DC 15 to open).

Treasure: The goblins have a total of 50 sp. The hobgoblin carries 55 gp and wears +1 *bloodcut hide armor*.

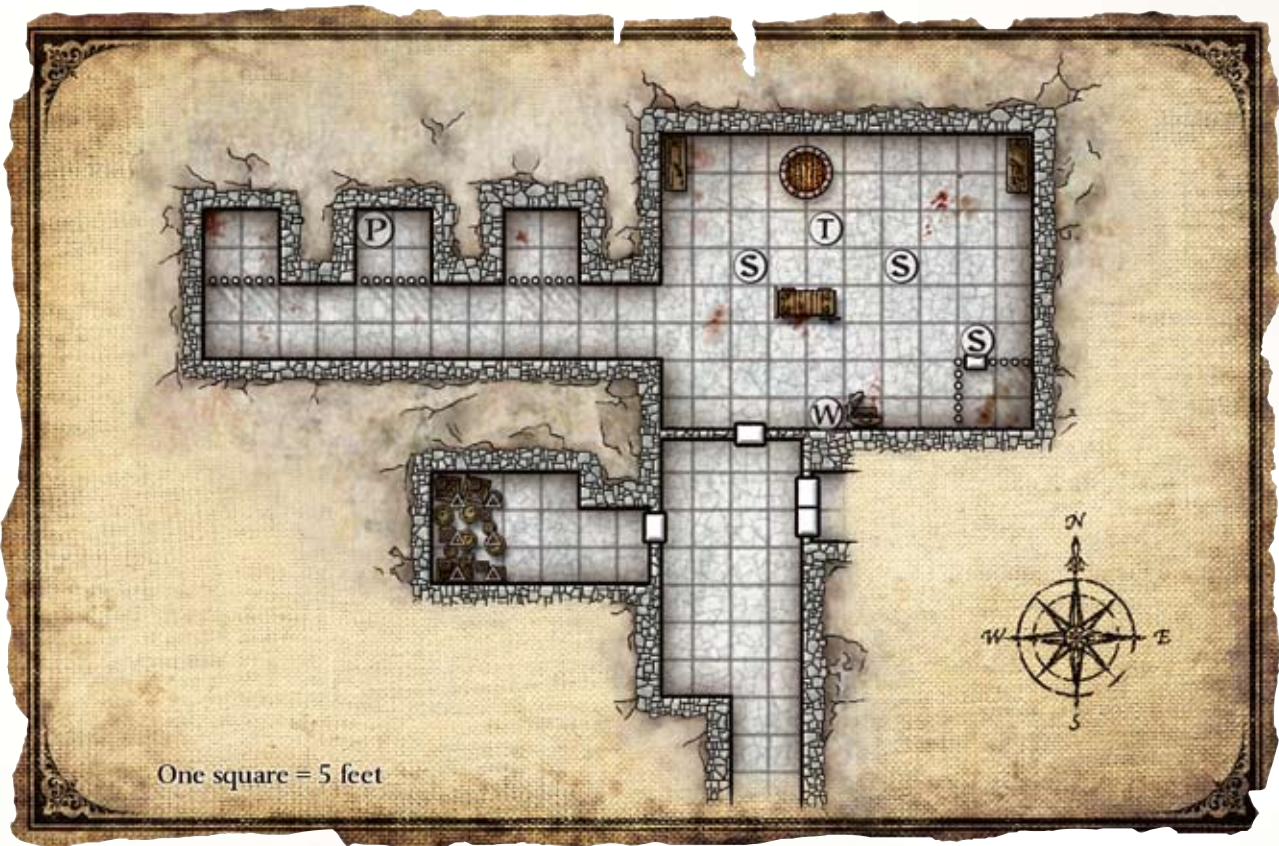
+1 Bloodcut Hide Armor: This hide armor (value 840 gp) provides a +1 enhancement bonus to AC and gives a character the following power: As a daily power, you can use a minor action when bloodied to gain resist 10 to all damage until the end of your next turn. If the hobgoblin torturer uses this armor's power during the encounter, it can't be used again until after an extended rest.

SPLUG

Splug is a con artist. His fellow goblins threw him in a cell after he tricked too many goblins out of ale rations.

Splug portrays himself as a pathetic, helpless figure who would be forever indebted to adventurers who free him, but he is also a pathological liar. He begs for freedom, offering to carry the PCs' gear and set up their camp, and behaves like a sniveling servant. He provides accurate information on Areas 1 to 4, but he knows nothing of the rest of the dungeon.

Splug can provide comic relief, serve as a convenient porter and servant, or be a hidden threat who eventually betrays the party—whatever you think is best for the story. Splug has the statistics of a goblin warrior except that he has a Charisma score of 15 and a Will defense of 13.



One square = 5 feet

AREA 3: EXCAVATION SITE

Encounter Level 2 (625 XP)

SETUP

Before reaching this encounter area, the PCs might detect a secret door on the north wall of the corridor. A DC 15 Perception check is needed to locate it. The secret door leads to Area 4. If they continue along the corridor, they come upon the excavation site.

Three goblins work in this area, using shovels and picks to dig into the floor in search of treasure. After several weeks of work, no treasure has been found.

This encounter includes the following creatures.

3 goblin sharpshooters (G)
2 guard drakes (D)

Perception Check

DC 10 *Ahead, you hear several goblin voices. Their exact words are difficult to distinguish, but it sounds like an argument.*

Perception Check (character speaks Goblin)

DC 15 *The goblins seem to be arguing about whether or not the room they're in contains treasure. One of the goblins complains about having dug for weeks and found nothing of value.*

The goblins, sick of the backbreaking work and after having dug up much of the room, are starting to suspect that there is no treasure. They are squabbling among themselves when the PCs arrive.

When the adventurers enter this chamber, read:

This room looks like a disaster area. Here and there, remnants of the original floor stand like short towers protruding from a depression. Narrow wooden planks connect the patches of original floor, and a few goblins toil in this room, attacking the floor and walls with shovels and picks as they seem to argue among themselves.

2 Guard Drakes (D) Small natural beast (reptile)	Level 2 Brute XP 125 each
Initiative +3 Senses Perception +7	
HP 48; Bloodied 24	
AC 15; Fortitude 15, Reflex 13, Will 12	
Immune fear (while within 2 squares of an ally)	
Speed 6	
⚔ Bite (standard; at-will)	
+6 vs. AC; 1d10 + 3 damage, or 1d10 + 9 damage while within 2 squares of an ally.	
Alignment Unaligned	Languages –
Str 16 (+4) Dex 15 (+3)	Wis 12 (+2)
Con 18 (+5) Int 3 (–3)	Cha 12 (+2)

3 Goblin Bombardiers (G) Small natural humanoid	Level 2 Artillery XP 125 each
Initiative +5 Senses Perception +2; low-light vision	
HP 31; Bloodied 15	
AC 16; Fortitude 11, Reflex 14, Will 11	
Speed 6; see also <i>goblin tactics</i>	
⚔ War Pick (standard; at-will) ♦ Weapon	
+6 vs. AC; 1d8 + 1 damage.	
☞ Javelin (standard; at-will) ♦ Weapon	
Ranged 10/20; +6 vs. AC; 1d6 + 1 damage.	
⚡ Alchemist's Fire (standard; at-will) ♦ Fire	
Area burst 1 within 10; +4 vs. Reflex; 1d6 fire damage. <i>Miss</i> : Half damage.	
Goblin Tactics (immediate reaction, when missed by a melee attack; at-will)	
A goblin shifts 1 square.	
Alignment Evil Languages Common, Goblin	
Skills Stealth +12, Thievery +12	
Str 13 (+1) Dex 18 (+5) Wis 13 (+2)	
Con 13 (+2) Int 8 (+0) Cha 8 (+0)	
Equipment leather armor, war pick, 5 javelins, 3 flasks of alchemist's fire	

TACTICS

The goblins fight with tenacity and anger. Although they doubt they will ever find buried treasure here, they hate the idea of giving up any potential finds to intruders. The goblins keep their distance, hurling javelins and flasks of alchemist's fire to wear down the PCs.

If two of the goblins are defeated and the last goblin is bloodied, the bloodied goblin offers to trade a dirt-covered holy symbol for its life (see "Treasure" below).

The guard drakes eagerly pounce upon the adventurers, defending the goblins and preventing PCs who have fallen into the excavation from climbing back out.

FEATURES OF THE AREA

Illumination: Bright light.

Excavated Area: The excavated area is 10 feet below the level of the original floor. Anyone who falls off a plank or off the edge of a raised area into the excavation takes 1d10 damage and becomes prone.

The walls are bare earth, and scaling them in either direction requires a DC 15 Athletics check. However, on any such attempt to ascend or descend a wall, there is a 50% chance (a roll of 1-10 on 1d20) that the earth crumbles and sends the character sliding down to the floor. A character who falls in this fashion becomes prone in the square where he began his movement but takes no damage.

Impassable Terrain: The area in the northwest corner of this area is where the goblins have piled the dirt they dug out of the room. No character or creature can move into these squares.

Planks: Any Medium creature attempting to move along a plank must make a successful DC 15 Acrobatics check or fall into the pit. If a character wearing heavy armor moves onto a plank, it snaps in half, sending the broken pieces and the character into the excavated area.

The planks are not secured to the raised areas that they connect. As a minor action, a character or goblin adjacent to the end of an unoccupied plank can push it down into the excavation. If someone is standing on a plank, pushing it requires a DC 14 Strength check if the creature is Small or a DC 17 Strength check if the creature is Medium.

In addition, a character or a goblin can try to rock a plank to knock a creature into the excavation. This requires a standard action and a Strength check against the creature's Reflex defense. On a success, the creature falls into the excavation.

The guard drakes are not capable of manipulating the planks.

Ladders: Anyone climbing up or down a ladder moves at half speed, using 4 squares of movement to travel 10 feet. As a standard action, a character or a goblin can topple a ladder so that it falls into the excavation. A fallen ladder can be picked up and repositioned by a PC or a goblin that takes a standard action and succeeds on a DC 10 Strength check.

The guard drakes are not capable of manipulating the ladders.

Ramp: The square along the south wall of this chamber that is adjacent to the raised area has been only

partially dug up, so that it serves as a ramp between the original floor and the excavation. The goblins and guard drakes use the ramp to get into and out of the excavation.

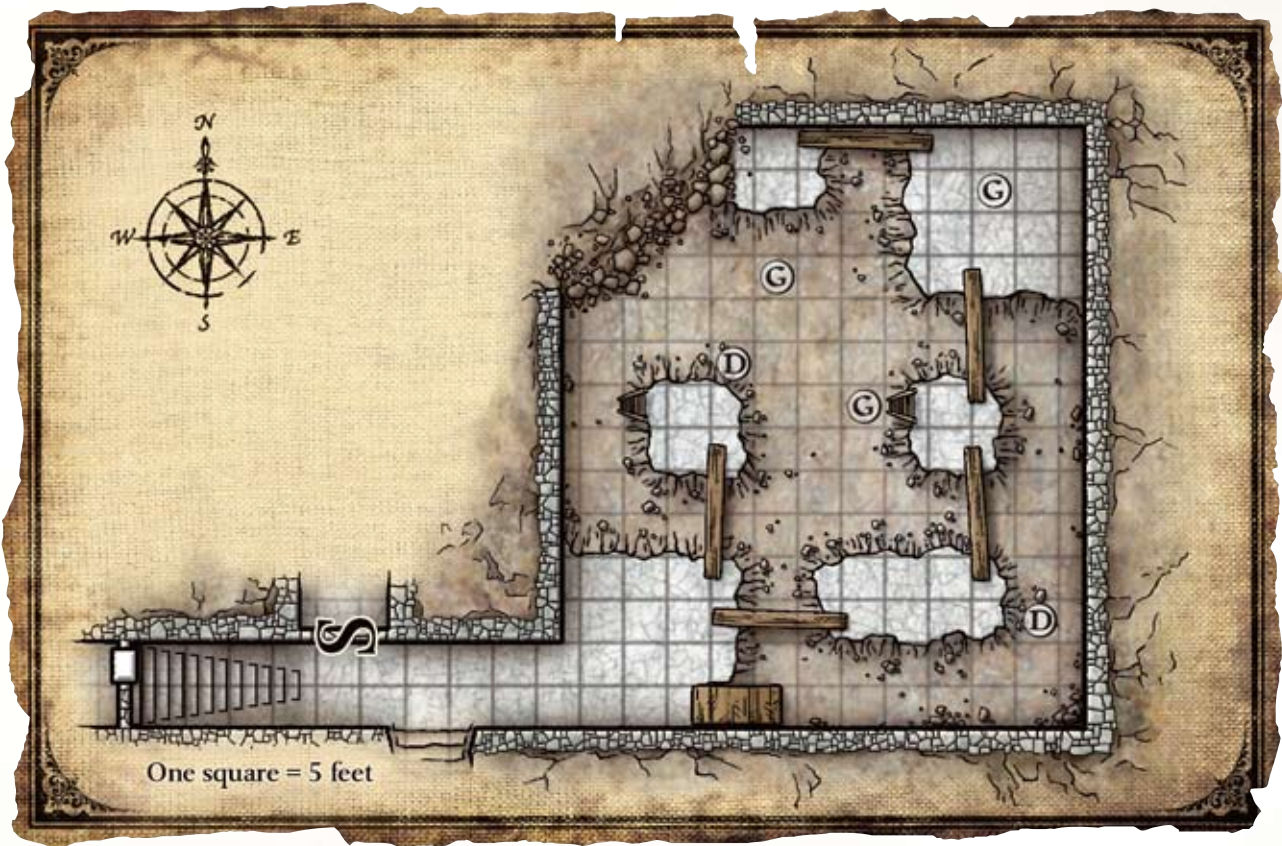
Treasure: The goblins have a total of 22 gp and 9 flasks of alchemist's fire (*Adventurer's Vault*[™], page 24), minus any used in the encounter. One of the goblins also carries dirt-covered holy symbol of Bahamut, which is actually a +1 *symbol of battle*.

+1 *Symbol of Battle*: This holy symbol (value 1,000 gp) grants a +1 enhancement bonus to attack rolls and damage rolls, and it deals an extra 1d8 damage on a critical hit when used with divine powers that have the Implement keyword. It also has a power that can be used as a free action: When you hit with a power that uses this holy symbol, the attack deals an extra 1d10 damage.

LEVEL UP

Depending on how your player characters have been progressing through this adventure and whether or not they skipped any encounters, they might have achieved 1,000 XP by this point and are ready to level up. Let them level up when they take an extended rest. (If the players are using the pregenerated characters included with this adventure, there's information on the back of their character sheets explaining how their characters improve upon attaining 2nd level.)

If they haven't quite reached 2nd level, they are probably close at this point in the adventure.



AREA 4: CHIEFTAIN'S LAIR

Encounter Level 4 (875 XP)

SETUP

Balgron the Fat commands the goblins that lair in the keep, and he has made this series of chambers his personal residence. In addition, the goblins have set up a barracks and storage chamber here.

This encounter includes the following creatures.

- Balgron the Fat** (B)
- 8 goblin cutters** (C)
- 5 goblin warriors** (W)

The eastern room serves as Balgron's personal quarters, where he and his personal guard can usually be found.

The entryway to the west is a simple guard room, the chamber to the north is a storage area and bunkhouse, and the chamber to the south is a barracks.

A character moving out of the western corridor and into the room with the table can make a DC 13 Stealth check to avoid notice from the two goblin warriors in the room. A PC must make a Stealth check for each move action and takes a -5 penalty if he moves more than 2 squares on that action.

If the adventurers approach from the west, read:

Two goblins sit at a table, playing cards, their weapons close at hand. To the east, thick tapestries cover the walls. On the table between the goblins sits a small bronze bell.

If the adventurers enter from the secret door, read:

The hidden doorway slides open without a sound. You see a small chamber enclosed by hanging tapestries. An obese goblin in tight-fitting leather armor is sprawled on a bed, snoring loudly. A wooden chest sits at the foot of the bed.

8 Goblin Cutters (C) Level 1 Minion XP 25 each

Small natural humanoid
Initiative +3 **Senses** Perception +1; low-light vision
HP 1; a missed attack never damages a minion.
AC 16; **Fortitude** 12, **Reflex** 14, **Will** 11
Speed 6; see also *goblin tactics*

⚔ **Short Sword** (standard; at-will) ♦ **Weapon**
+5 vs. AC; 4 damage (5 damage if the goblin cutter has combat advantage against the target).

Goblin Tactics (immediate reaction, when missed by a melee attack; at-will)

The goblin shifts 1 square.

Alignment Evil **Languages** Common, Goblin

Skills Stealth +5, Thievery +5

Str 14 (+2) **Dex** 17 (+3) **Wis** 12 (+1)

Con 13 (+1) **Int** 8 (-1) **Cha** 8 (-1)

Equipment leather armor, short sword

5 Goblin Warriors (W) Level 1 Skirmisher XP 100 each

Small natural humanoid
Initiative +5 **Senses** Perception +1; low-light vision
HP 29; **Bloodied** 14

AC 17; **Fortitude** 13, **Reflex** 15, **Will** 12

Speed 6; see also *mobile ranged attack* and *goblin tactics*

⚔ **Spear** (standard; at-will) ♦ **Weapon**
+6 vs. AC; 1d8 + 2 damage.

⚔ **Javelin** (standard; at-will) ♦ **Weapon**
Ranged 10/20; +6 vs. AC; 1d6 + 2 damage.

Mobile Ranged Attack (standard; at-will)

The goblin warrior can move up to half its speed; at any point during that movement, it can make one ranged attack without provoking an opportunity attack.

Great Position

If, on its turn, the goblin warrior ends its move at least 4 squares away from its starting point, it deals an extra 1d6 damage on its ranged attacks until the start of its next turn.

Goblin Tactics (immediate reaction, when missed by a melee attack; at-will)

A goblin shifts 1 square.

Alignment Evil **Languages** Common, Goblin

Skills Stealth +10, Thievery +10

Str 14 (+2) **Dex** 17 (+3) **Wis** 12 (+1)

Con 13 (+1) **Int** 8 (-1) **Cha** 8 (-1)

Equipment leather armor, spear, 5 javelins

Balgron the Fat (B) Level 4 Lurker (Leader) XP 175

Small natural humanoid, goblin
Initiative +10 **Senses** Perception +8; low-light vision
HP 46; **Bloodied** 23

AC 17; **Fortitude** 16, **Reflex** 17, **Will** 15

Speed 6

⚔ **Club** (standard; at-will) ♦ **Weapon**
+9 vs. AC; 1d6 + 3 damage, and the target is slowed and takes a -2 penalty on opportunity attacks until the end of Balgron's next turn.

⚔ **Crossbow** (standard; at-will) ♦ **Weapon**
Ranged 15/30; +9 vs. AC; 1d8 + 4 damage.

Combat Advantage

Balgron's deals an extra 2d6 damage against targets he has combat advantage against.

Goblin Shuffle (move; recharge ⏏ ⏏)

Balgron shifts a number of squares equal to half his speed, and up to two allies within Balgron's line of sight shift a number of squares equal to half their speed as a free action.

Goblin Tactics (immediate reaction, when missed by a melee attack; at-will)

Balgron shifts 1 square.

Alignment Evil **Languages** Common, Goblin

Skills Acrobatics +10, Stealth +13, Thievery +13

Str 16 (+5) **Dex** 18 (+6) **Wis** 12 (+3)

Con 16 (+5) **Int** 9 (+1) **Cha** 14 (+4)

Equipment leather armor, club, crossbow with 20 bolts, keys to locked chest and doors

TACTICS

The PCs' approach to this area determines how the encounter proceeds. If the party comes from the west, it faces a fairly difficult fight. If the PCs enter through the secret door, they might dispatch Balgron and his warrior bodyguard before facing the bulk of the goblin force.

If the guards in the western area notice the PCs, one of them rings the bell (a minor action) to alert the other goblins. Alerted goblins move down the passages toward combat and attempt to flank the PCs.

If the PCs enter through the secret door in Balgron's room, they might eliminate the goblin leader before he can take action. While sleeping, Balgron has a passive Perception of 13, and any PC entering into the room must make a Stealth check. While sleeping, Balgron is helpless and unconscious. An attack on a helpless creature automatically scores a critical hit. If the goblin leader awakens or survives the initial PC attack, he flees toward the western door, which he must unlock before leaving. Balgron continues west, toward where the two goblin guards sit. He calls out for help as he runs, alerting the goblin cutters and goblin warriors of the PC's presence.

Balgron the Fat is prepared to sacrifice his followers to defeat the PCs, but he does not foolishly risk his own life. If the characters attack from the west, he advances cautiously, then hangs back and lets his minions take the brunt of the attack. If he is forced into melee, he looks for every opportunity to gain combat advantage.

When three or fewer goblins remain, Balgron flees

toward the secret door in his chamber. From there, he runs to Area 9 to hide, waiting until he thinks the PCs have left (usually a day or so). He then rallies any surviving goblins. He and the survivors lurk in Area 1, ready to ambush intruders, whether they're returning from the surface or attempting to leave the dungeon.

If Balgron is cornered, he begs for mercy. He might serve them for a time, but he betrays them at the first opportunity. If he is taken alive, Balgron can be persuaded to reveal the pass phrase to gain admittance to the keep's second level. The phrase is "And life fails in the dark."

FEATURES OF THE AREA

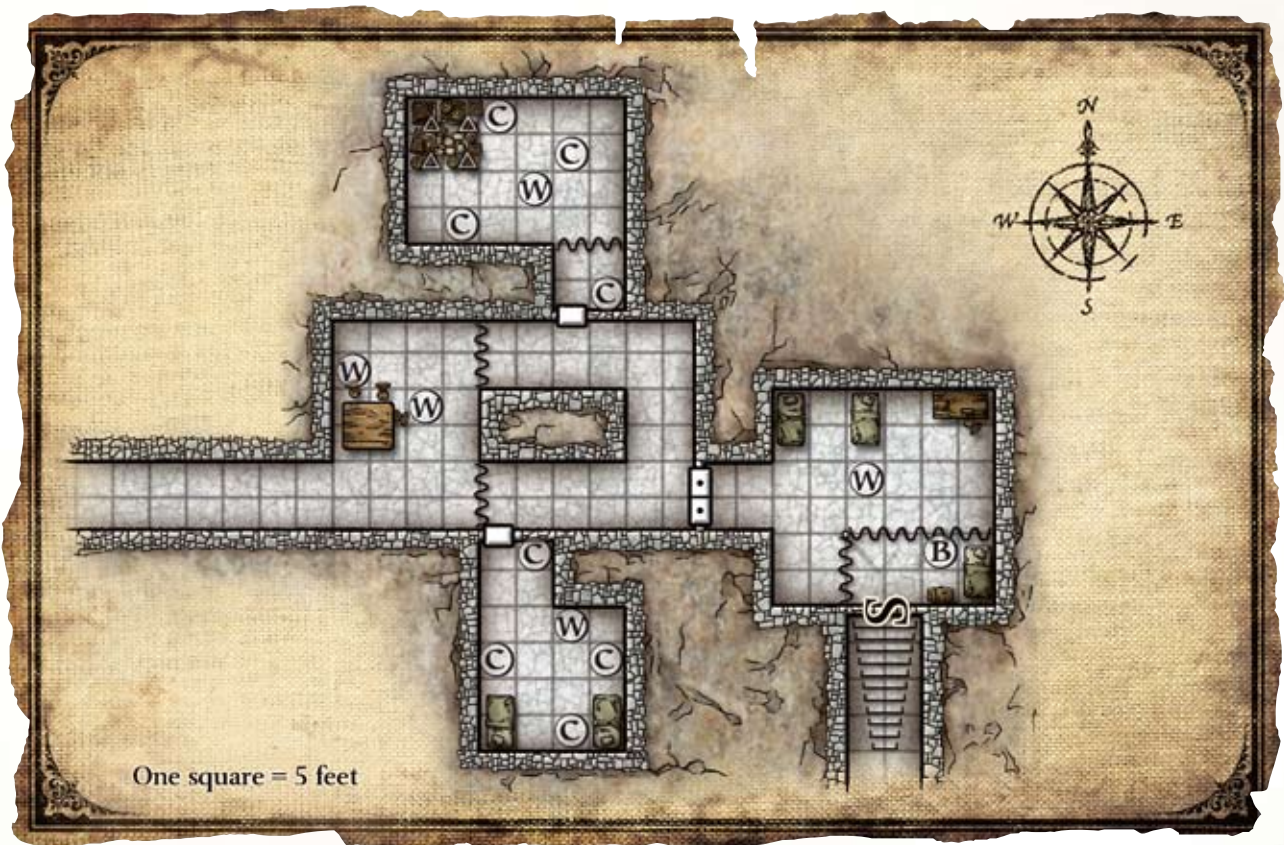
Illumination: Bright light.

Locked Doors: The western doors of Balgron's chamber are locked (DC 15 Thievery check to open).

Tapestries: These thick tapestries block line of sight and line of effect and provide an obstacle between squares, requiring 2 squares of movement for a Medium creature to move through them. A PC can pull down a tapestry with a DC 12 Strength check.

Treasure: The chest in Balgron's room is locked (DC 15 Thievery check). In one of Balgron's pockets is a key that opens the chest, which he offers to the PCs in return for sparing his life, and another key that opens the locked doors. The chest contains 560 gp and a +1 *magic wand*.

+1 *Magic Wand:* This wand (value 360 gp) provides its user with a +1 bonus to attack rolls and damage rolls when using arcane powers with the Implement keyword.



AREA 5: CRYPT OF SHADOWS

Encounter Level 3 (880 XP)

SETUP

This area is part of the crypt that the empire's soldiers constructed when they still maintained the keep; many soldiers died sealing the rift the first time.

With the aid of the powers beyond the rift, Kalarel has animated several corpses from the interred dead and transformed this area into a guard room. He has also inscribed runes into the floor designed to send intruders fleeing in terror toward Area 7.

This encounter includes the following creatures.

10 zombie rotters (R)

4 zombies (Z)

When the adventurers open the door, read:

Discolored stairs lead down into cold darkness. An overpowering odor of damp rot fills the air.

When the adventurers approach a rune square, read:

Strange designs are inscribed into the floor (show players the picture of the rune).

GRABBING AND ESCAPING

Zombies in this encounter (and elsewhere in the adventure) have the ability to grab their opponents and thereby prevent them from moving.

If a grab attempt succeeds, the victim is immobilized—unable to move out of the space it occupies until it escapes the grab, or until the grabber releases its grip.

Sustaining a grab requires a minor action; ending a grab is a free action. A grab ends automatically if the grabber is affected by a condition that prevents it from taking opportunity actions (such as dazed, stunned, or unconscious), or if the grabber moves away from the creature it is grabbing.

To move a grabbed victim, the grabber must succeed on a Strength attack vs. Fortitude.

Escaping: A grabbed victim can escape by taking a move action and making a successful Athletics check vs. Fortitude or a successful Acrobatics check vs. Reflex against the grabber. If an escape attempt succeeds, the victim can shift as part of the same action.

VISION

Beginning in this area and continuing throughout the remainder of the first level, do not provide the players with any information about what their characters can see unless the PCs are using a light source.

INITIATIVE

Do not roll initiative for this encounter until a rune is triggered or the undead creatures are encountered.

If a PC triggers a rune, read:

A throat-tearing scream explodes from the floor. Low, hungry moans answer the dying scream from the north and south.

10 Zombie Rotters (R)

Level 3 Minion

Medium natural animate (undead)

XP 38 each

Initiative -1 **Senses** Perception +0; darkvision

HP 1; a missed attack never damages a minion.

AC 13; **Fortitude** 13, **Reflex** 9, **Will** 10

Immune disease, poison

Speed 4

⊕ **Slam** (standard; at-will)

+6 vs. AC; 5 damage.

Alignment Unaligned **Languages** —

Str 14 (+3) **Dex** 6 (-1) **Wis** 8 (+0)

Con 10 (+1) **Int** 1 (-4) **Cha** 3 (-3)

4 Zombies (Z)

Level 2 Brute

Medium natural animate (undead)

XP 125 each

Initiative -1 **Senses** Perception +0; darkvision

HP 40; **Bloodied** 20; see also *zombie weakness* below

AC 13; **Fortitude** 13, **Reflex** 9, **Will** 10

Immune disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant

Speed 4

⊕ **Slam** (standard; at-will)

+6 vs. AC; 2d6 + 2 damage.

⊕ **Zombie Grab** (standard; at-will)

+4 vs. Reflex; the target is grabbed (until escape). Checks made to escape the zombie's grab take a -5 penalty.

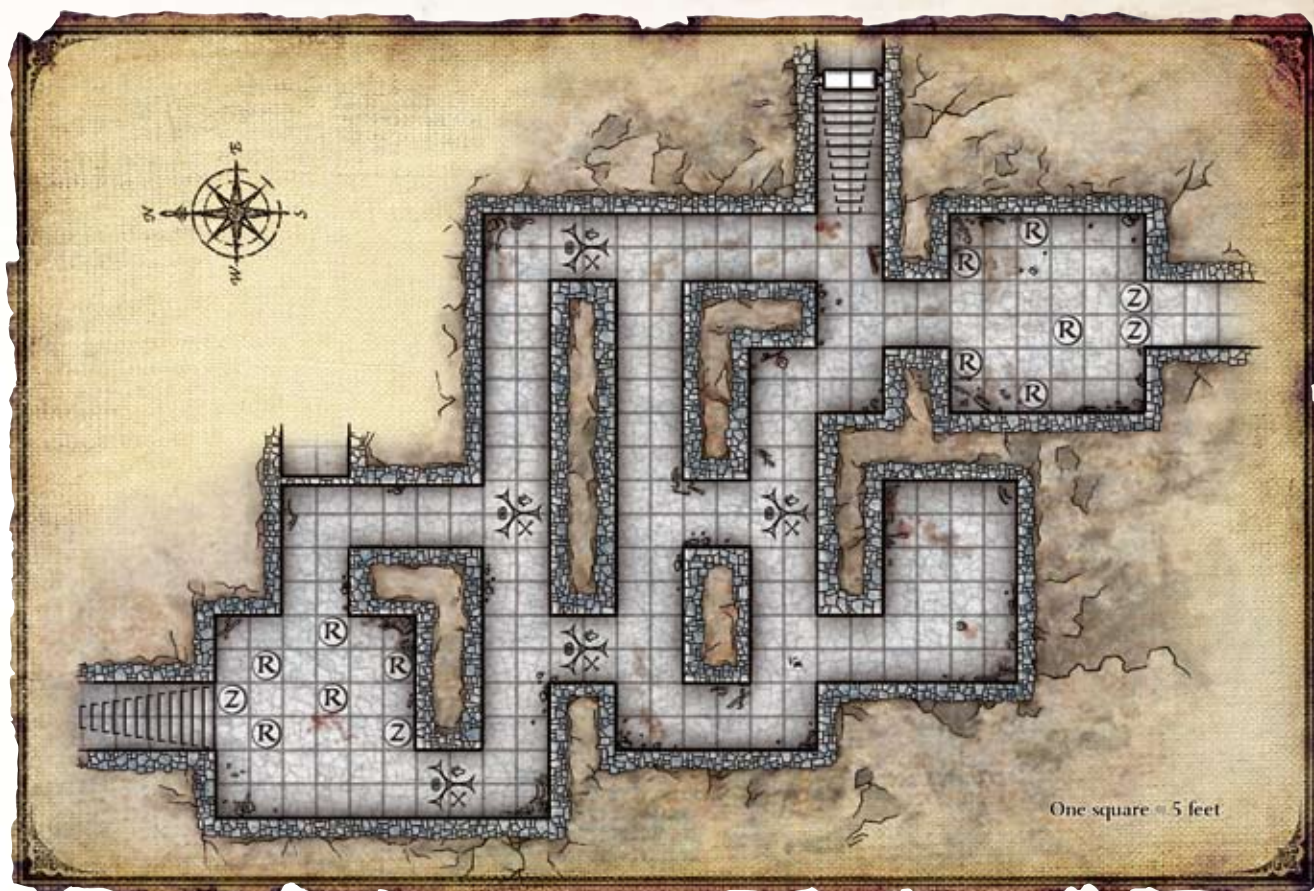
Zombie Weakness

Any critical hit to the zombie reduces it to 0 hit points instantly.

Alignment Unaligned **Languages** —

Str 14 (+3) **Dex** 6 (-1) **Wis** 8 (+0)

Con 10 (+1) **Int** 1 (-4) **Cha** 3 (-3)



TACTICS

The zombies stand idle in the northern and southern chambers until they detect an intruder either by sight or by the sound of a terror rune being triggered. The zombies in the north shamle southward in a group, moving 8 squares each round toward the source of any noise. The zombies in the south remain stationary until a character sets foot in their chamber, at which point they lurch forward out of the darkness and attack. The zombies are unaffected by the runes and will pursue characters throughout Area 5 and into Area 7. However, they do not move onto either of the staircases that lead away from this area.

FEATURES OF THE AREA

Illumination: Darkness.

Terror Runes: Several runes are inscribed into the floor of this chamber, as shown on the tactical map. A DC 15 Arcana or Religion check allows a PC to realize that the designs are charged with an effect triggered by contact. A terror rune is triggered whenever a PC enters a square that contains part of a design. When that happens, the rune releases a ghostly scream. The noise draws the zombies, plus it is a fear effect that strikes terror into the heart of the individual who triggered it.

When a PC triggers a rune, have the trap make a +7 attack vs. Will against that character and each other character within 10 squares. On a success, the sound deals 1d4 + 1 necrotic damage and overwhelms affected characters with terror, causing them to immediately take a move action to run toward Area 7 (move speed +2 squares). A PC can be affected by any single rune only once per day. A character can jump over a rune with a DC 20 Athletics check (DC 10 if a character moves at least 2 squares before jumping).

The runes do not affect any of Kalarel's allies (including the undead and the goblins).



AREA 6: HIDDEN ARMORY

Encounter Level 1 (500 XP)

SETUP

This chamber holds a variety of items, what remains of emergency supplies for Shadowfell Keep. Kalarel and his followers have yet to uncover this place, so its remaining supplies have not been depleted. If the adventurers discover this chamber, they must contend with an illusory wall, several undead guardians, and a mysterious riddle.

This encounter includes the following creatures.

4 zombies (Z)

SECRET DOOR

The secret door leading to this chamber matches the walls in Area 5, making it harder to detect than normal (DC 18 Perception check to notice). If the secret door is discovered, it can't be opened until it is unlocked (DC 15 Thievery check). A trigger to open the wall is built into the ceiling above, and anyone who looks at the ceiling can notice it with a DC 15 Perception check.

FIRST VIEW

When the characters enter this chamber, read:

The secret door slides open to reveal a small, bare room. If this hidden room once held treasure, someone has apparently emptied the place of valuables.

Perception Check

DC 10 *Faint moans are audible from the east, but their origin is unclear.*

DC 15 *The wall on the far end of the chamber seems to shimmer and jump ever so slightly.*

The eastern wall of the small chamber is actually an illusory wall, as indicated on the map. The wall functions like a one-way mirror. An observer standing on the side nearer to the door sees a wall. Creatures standing on the other side notice only the faint outline of a wall, allowing them to see through it. The wall blocks line of sight for those who can see it but not for observers standing on the opposite side. The illusion does not affect line of effect.

If the PCs decide to investigate further (either because they hear the sounds or see the shimmering), a character might try to poke a weapon or other object through the wall, or someone might try to move through the wall.

If a PC pokes an object through the wall, read:

The surface in front of you offers no resistance. The object disappears from view, but the wall is still visible.

If a PC moves through the wall, read:

You move through the wall as though it were not present. You find yourself in a larger chamber. Four rotting corpses stand in the area, their dead eyes fixed upon you.

As soon as one character moves through the wall, that individual is adjacent to one of the zombies. If the character chooses to continue moving, he or she provokes an opportunity attack from the adjacent zombie. Resolve that attack, if it occurs, and then roll initiative.

4 Zombies (Z)

Medium natural animate (undead)

Level 2 Brute
XP 125 each

Initiative -1 **Senses** Perception +0; darkvision
HP 40; **Bloodied** 20; see also *zombie weakness* below
AC 13; **Fortitude** 13, **Reflex** 9, **Will** 10

Immune disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant

Speed 4

⊕ **Slam** (standard; at-will)

+6 vs. AC; 2d6 + 2 damage.

⊖ **Zombie Grab** (standard; at-will)

+4 vs. Reflex; the target is grabbed (until escape). Checks made to escape the zombie's grab take a -5 penalty.

Zombie Weakness

Any critical hit to the zombie reduces it to 0 hit points instantly.

Alignment Unaligned

Languages -

Str 14 (+3)

Dex 6 (-1)

Wis 8 (+0)

Con 10 (+1)

Int 1 (-4)

Cha 3 (-3)

TACTICS

Some of the warriors once entombed in the crypts have reanimated due to the malign influence leaking from Orcus's sanctuary beyond the rift. The four zombies in this chamber emerged from crypts embedded in the walls and instinctively took up guard positions inside the armory. Even though the zombies can see through the illusory wall, they wait for intruders to move adjacent to one or more of them before animating.

If a zombie can attack a character from where it stands, the monster does so (choosing randomly from among multiple targets). These zombies attempt to use their grab ability whenever possible. If any one of them moves, it tries to stay close to at least one other zombie to maximize the usefulness and effectiveness of its grab.

If the characters flee from this chamber, the zombies pursue them back into Area 5, and perhaps into Area 7 if the characters are forced into that route by triggering any of the terror runes (see the preceding encounter). The zombies do not move onto either of the staircases that lead away from Area 5.

FEATURES OF THE AREA

If the PCs defeat the zombies and look around the chamber, read:

The area beyond the false wall appears to be an armory. It contains two weapon racks, on the north and south walls, and a stand against the east wall with a ragged suit of armor mounted on it. Mounted on the north wall above the weapon rack is a steel plaque inscribed with a helm from a suit of plate armor.

Illumination: Darkness.

Plaque: As a final defense against thieves, the builders of Shadowfell Keep created a guardian to watch over this place. If the PCs move adjacent to one of the racks after disposing of the zombies, a spirit bound within the plaque poses a riddle in a deep, booming voice:

*A wondrous treasure,
Valued by all, sought by many.
Found in both victory and defeat,
Yet never at the bottom of a treasure chest.
It marches before you like a herald,
And lives long after you are gone.
Of what do I speak?*

There are two answers to this riddle: “Reputation” or “Honor.” At your option, any other synonym for these terms is an acceptable answer. If the characters give the right answer, the armor on the stand gleams with light and transforms from junk into +1 *black iron scale armor*.

+1 *Black Iron Scale Armor*: This suit of magic armor (value 840 gp) provides its wearer with a +1 enhancement bonus to AC as well as resist 5 fire and resist 5 necrotic.

If the characters offer an incorrect answer, the plaque rumbles the following:

“You try my patience. Offer the answer soon, or the treasure I guard shall forever be denied to you.”

If the PCs give three incorrect answers, the plaque says:

“Honorless thieves! The treasures of this place will never be yours!”

With that pronouncement, the suit of armor falls to pieces.

Arms and Equipment: The weapon racks hold equipment that appears rusty and worn. Time has been unkind to the objects, and they no longer have any worth.

A SAFE HAVEN

If the adventurers overcome the zombies, this area becomes a safe place to rest. The secret door hides them, and the illusory wall gives the characters a chance to ambush anyone who might enter in search of them.

If the characters take an extended rest here, and if the hobgoblins on the second level know of their presence,



there is a 10% chance (19–20 on 1d20) that a hobgoblin patrol finds the secret door after 6 hours. The hobgoblin patrol is described on page 52 in the Shadowfell Level 2 Overview.

LINE OF SIGHT, LINE OF EFFECT

Here's how to determine if a character can see and target an enemy.

Line of Sight: To determine if you can see a target, pick a corner of your space and trace an imaginary line from that corner to any part of the target's space. You can see the target if the line doesn't pass through or touch an object or an effect—such as a wall, curtain, or cloud of fog—that blocks your vision. If the line passes through an obstruction, the target has cover or concealment.

Line of Effect: You can target a creature or a square if there's an unblocked path between it and you. If the imaginary line you trace to a target passes through or touches a solid obstacle, you don't have line of effect to the target.

Fog, darkness, and other types of obscured squares block vision, but they don't block line of effect.

You need line of effect to any target you attack and to any space in which you wish to create an effect. When you make an area attack, you need line of effect to the attack's origin square. To hit a target with the attack, there must be line of effect from the origin square to the target.

AREA 7: SKELETAL LEGION

Encounter Level 1+ (500+ XP)

SETUP

The adventurers might flee into this chamber after triggering the terror runes in Area 5, which means zombies from Area 5 or Area 6 might follow them into this room.

This encounter includes the following creatures.

2 skeleton warriors (W)

8 or more decrepit skeletons (S)

DANSE MACABRE

This chamber is initially quiet. Rows of sarcophagi line the walls, and two altars wait out of sight in the eastern portion of the chamber.

Don't place any skeletons on the battle grid to start. The skeletons don't emerge from the sarcophagi until a character passes between the two middle sarcophagi to the east of the entry hall. Once this occurs, the action unrolls in a fast and furious fashion.

In the first round, the sarcophagi disgorge eight decrepit skeletons and two skeleton warriors. Every round thereafter for the next five rounds, two additional decrepit skeletons emerge randomly from two different sarcophagi. Keep track of the number of skeletons generated and defeated so you can determinate accurate experience points at the end of the encounter (25 XP for each decrepit skeleton). See Features of the Area for details on stopping the flow of skeletons into the chamber.

When the adventurers enter the chamber, read:

Ten massive stone sarcophagi, five on each wall, line this crypt. The sarcophagi are granite and contain relief images of human warriors in plate armor. To the east, the crypt opens into a higher, wider area from which a starry glow emanates.

Perception Check

DC 11 *Indecipherable draconic script adorns each sarcophagus.*

DC 16 *Muffled clicks and scratching noises seem to come from within a few of the sarcophagi.*

When any adventurer first passes between the two center sarcophagi to the east of the entry hall, read:

Concussive bangs sound throughout the crypt as each sarcophagus lid slams open. Clattering, clicking bones grope outward from each open tomb.

When the PCs can see the eastern section, read:

Silvery-white light from above suffuses this wide section of the crypt. A dome above the area depicts a fantastic, regal dragon with silver scales in flight across an endless sky. An altar stands on either side of the area, inscribed with elaborate script. Relief images of soldiers in plate armor on their knees in prayer appear on the walls behind each altar.

2 Skeleton Warriors (W)

Medium natural animate (undead)

Level 3 Soldier

XP 150 each

Initiative +6 **Senses** Perception +3; darkvision

HP 45; **Bloodied** 22

AC 18; **Fortitude** 15, **Reflex** 16, **Will** 15

Immune disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant

Speed 5

⚔ **Longsword** (standard; at-will) ♦ **Weapon**

+10 vs. AC; 1d8 + 2 damage, and the target is marked until the end of the skeleton warrior's next turn; see also *speed of the dead* below.

Speed of the Dead

When making an opportunity attack, the skeleton warrior gains a +2 bonus to the attack roll and deals an extra 1d6 damage.

Alignment Unaligned

Languages –

Str 15 (+3) **Dex** 17 (+4)

Wis 14 (+3)

Con 13 (+2) **Int** 3 (-3)

Cha 3 (-3)

Equipment Chainmail, light shield, longsword

8+ Decrepit Skeletons (S)

Medium natural animate (undead)

Level 1 Minion

XP 25 each

Initiative +3 **Senses** Perception +2; darkvision

HP 1; a missed attack never damages a minion.

AC 16; **Fortitude** 13, **Reflex** 14, **Will** 13

Immune disease, poison

Speed 6

⚔ **Longsword** (standard; at-will) ♦ **Weapon**

+6 vs. AC; 4 damage.

🏹 **Shortbow** (standard; at-will) ♦ **Weapon**

Ranged 15/30; +6 vs. AC; 3 damage.

Alignment Unaligned

Languages –

Str 15 (+2) **Dex** 17 (+3)

Wis 14 (+2)

Con 13 (+1) **Int** 3 (-4)

Cha 3 (-4)

Equipment longsword, shortbow, quiver of 10 arrows

BAHAMUT, THE PLATINUM DRAGON

A character who succeeds on a DC 10 Religion or History check recognizes the dragon on the dome as Bahamut, the Platinum Dragon, the god of justice, protection, and honor. (The paladin PC automatically recognizes the image and knows all the following information.) Many believe that to speak the noble name of Bahamut is a sign of disrespect, so instead they call him the Platinum Dragon. Many metallic dragons worship him as the first of their kind. His alignment is Lawful Good.

TACTICS

The skeletons' tactics are simple—gang up on the PCs and surround them so they can't get away.

If zombies from Area 5 or Area 6 follow the PCs into this room, the skeletons might attack a zombie if one comes closer to them than a PC is.

The skeletons do not pursue PCs into Area 5 and do not enter Area 8.

FEATURES OF THE AREA

Illumination: Dim light. At the start of the encounter, silvery-white light dimly illuminates the eastern section of this area, while the western section remains dark.

Sarcophagi: These coffins generate skeletons over a span of 5 rounds once the effect is triggered (see above). Just before a skeleton is disgorged, a sarcophagus's lid pops open with a loud bang. A skeleton is expelled, landing in any square adjacent to the sarcophagus, and the lid immediately slams shut again. Five minutes after all the skeletons are destroyed, the process begins again unless the PCs actively halt it (see below).

If a PC forces a sarcophagus lid open (DC 15 Strength check), he finds no opening or cavity—ancient magic is responsible for the effect, not a supply of skeletons inside or beneath each container.

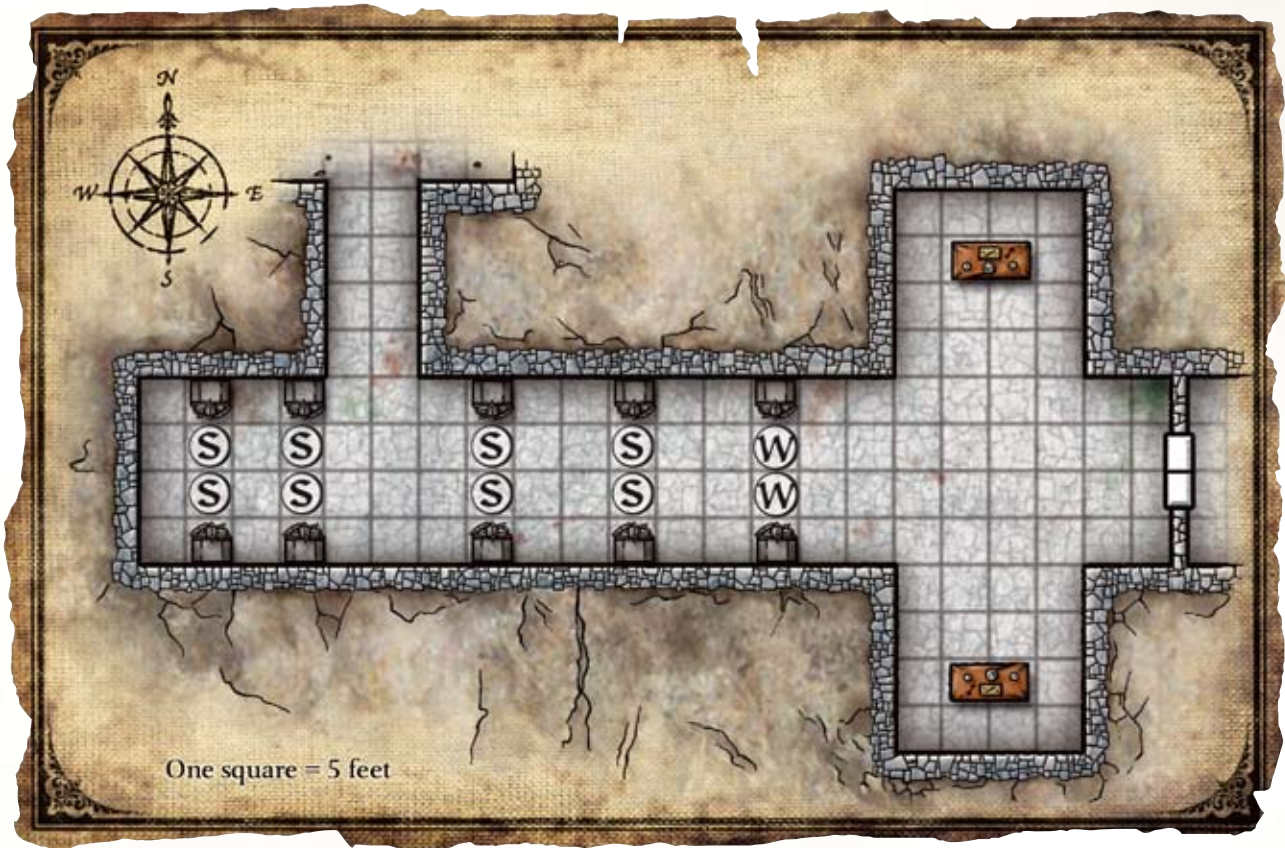
Skeletons are no longer generated once the PCs leave the room or as soon as any PC offers obeisance at an altar (see below). Destroying any single sarcophagus also stops the flow of skeletons from that edifice. Each sarcophagus has 100 hit points, AC 18, other defenses 16, and resist 5 to all damage.

Altars: The script on the altars is Draconic, and both inscriptions read the same:

"The Platinum Dragon is my rock, my fortress, and my deliverer. He is my stronghold, my refuge, and my armor against the foes of life—I need only kneel and offer him my praise."

As a standard action, a PC can kneel before either altar and praise Bahamut. Doing so in any fashion causes the light in the eastern area to become bright, bathing the entire western corridor in dim light. The skeletons (and zombies, if any are present) immediately stop attacking, and all skeletons still active return to their sarcophagi. From now on, PCs can move in this area without being attacked.

Treasure: Adventurers who search the altars can discover (DC 15 Perception check) a secret compartment in the southern altar. The secret compartment holds a number of small dragon statues of silver and platinum (one for each member of the PC group), each worth 60 gp. These objects have value beyond their monetary worth, as explained in the final encounter (see the Dragon Statues of Bahamut sidebar on page 70).



AREA 8: SIR KEEGAN'S TOMB

Encounter Level 4 (875 XP)

SETUP

PCs who make it past the skeletal legion arrive in the tomb of Sir Keegan. He was Shadowfell Keep's last commander, pledged to keep the Shadow Rift sealed.

Sir Keegan's remains lie within the coffin in the eastern portion of the room.

This encounter includes the following creature.

Sir Keegan, skeleton knight (K)

When the adventurers open the door, read:

The raised dais in this old crypt holds a single coffin. Carved on the lid of the coffin is a warrior in plate armor with a sword laid across his chest, the point toward his feet.

When the adventurers attempt to open the coffin, or start to leave without opening the coffin, read:

The heavy coffin lid explodes in a flurry of dust. A humanoid skeleton girded in plate armor rises from the cloud. Its breastplate is emblazoned with a stylized dragon's head, and the skeleton holds aloft a longsword. "The rift must never be re-opened!" it croaks. "State your intentions, or prepare to die!"

Religion Check

DC 5 *The skeleton's breastplate is emblazoned with the symbol of Bahamut.*

Sir Keegan, Skeleton Knight (K)	Level 4 Solo Brute
Medium natural animate (undead)	XP 875
Initiative +5	Senses Perception +9; darkvision
Strength Drain aura 1; a bloodied enemy is weakened while within the aura.	
HP 325; Bloodied 162	
AC 20; Fortitude 18, Reflex 18, Will 17	
Immune poison; Resist 10 necrotic; Vulnerable 5 radiant	
Saving Throws +5	
Speed 6	
Action Points 2	
⊕ Longsword (standard; at-will) ♦ Necrotic, Weapon +8 vs. AC; 1d10 + 5 damage plus 5 necrotic damage.	
⊕ Double Attack (standard; at-will) Sir Keegan makes two longsword attacks.	
⊕ Sudden Attack (immediate reaction, when an enemy in Sir Keegan's line of sight spends an action point; at-will) Sir Keegan makes a melee basic attack and can charge before making the attack.	
⊖ Necrotic Burst (standard; usable while bloodied; at-will) ♦ Necrotic Close burst 3; +5 vs. Fortitude; 2d6 + 3 necrotic damage.	
Alignment Good Languages Common, Draconic	
Skills Diplomacy +7, Insight +9	
Str 16 (+5) Dex 16 (+5) Wis 14 (+4)	
Con 17 (+5) Int 10 (+2) Cha 10 (+2)	
Equipment plate armor, longsword (Aecris)	

TACTICS

Sir Keegan's behavior depends entirely on how the adventurers react to him. His first statement should be a strong hint that he is not meant to be treated as an adversary. His second statement makes it clear that if the PCs don't convince him of their true intentions, Sir Keegan is prepared to attack them. Until they prove otherwise, he believes them to be tomb robbers at best and agents of evil at worst.

SKILL CHALLENGE: TALKING WITH KEEGAN

The PCs can try to calm Keegan by telling him why they are here—that is, to put an end to the death cult's attempt to re-open the rift to the Shadowfell.

Sir Keegan is stubborn in his belief that the PCs either have selfish motives for being here or they are in league with the death cult. In order to change his mind, the PCs must converse with him and succeed at a skill challenge.

Running a Skill Challenge: The PCs take turns making skill checks, and together they must accumulate a number of successful skill uses before they rack up too many failures. This particular skill challenge requires them to gain 4 successes before 3 failures.

You can have the players roll initiative to determine the order in which PCs make the skill checks, or the players can assign their own order, provided no PC gets skipped. Sir Keegan expects to hear from every character in the course of the conversation, and he makes this clear in his dialogue.

Complexity Level: This skill challenge has a complexity level of 2, which means the party needs to make a total of 6 successful checks before failing 3 skill checks.

Primary Skills: A character contributes to the success or failure of the skill challenge by using any of the following skills and making a successful skill check against the listed DC. When a player announces which skill she intends to use on her turn, have Sir Keegan ask a question related to that skill, and give the player a chance to reply before making the skill check. Each time one of these checks succeeds, Keegan becomes more convinced. Each time a check fails, he becomes more skeptical.

If a player roleplays particularly well, feel free to apply a +2 bonus to that player's next skill check made as part of this skill challenge.

Arcana (DC 12; standard action): Sir Keegan says, "Unnatural forces abound in this place. Are you equipped to overcome them?" The character must impress Sir Keegan with her knowledge of all things arcane.

Bluff (opposed by Sir Keegan's Insight check; standard action): Sir Keegan can ask just about anything in this instance, but the PC tries to win over the undead knight

by lying to him (for example, pretending to be a follower of Bahamut when that's not actually the case).

Diplomacy (DC 10; standard action): Sir Keegan says, "I am sworn to defend this keep against interlopers. What brings you here?" The character must convince Sir Keegan that his intentions are noble.

Intimidate (DC 17; standard action): Sir Keegan says, "You wear a fearsome demeanor. Are you really as formidable as you look?" The character must convince Sir Keegan that she is a force to be reckoned with.

Religion (DC 10; standard action): Sir Keegan asks, "What god do you serve? Can I trust that you are true to that service?" The character must convince Sir Keegan that she has great faith in her chosen god. If the character serves Bahamut, she gains a +2 bonus on the skill check.

Success: If the PCs gain 6 successes before 3 failures, Sir Keegan says, "You have earned my favor, heroes." Refer to Keegan's Duty, below, and award PCs experience for this encounter as if they'd defeated Sir Keegan in combat.

Failure: If the PCs gain 3 failures before 4 successes, Keegan says, "Your claims ring false! Defend yourselves!" He resumes his attack and fights until he is destroyed or the PCs are dead.

KEEGAN'S DUTY

As commander of the keep's soldiers, Sir Keegan held the responsibility of protecting the rift. In that duty he failed, and to this day, his spirit despairs over his failure.

What follows is Keegan's story in a question-and-answer format. If the PCs succeed in getting Sir Keegan to believe why they are here, encourage the players (indirectly, of course, through Sir Keegan's dialogue) to continue the conversation.

Q: Who are you?

"I am Sir Keegan. I was commander here in Shadowfell Keep. It was my charge to keep the rift sealed, lest Orcus's unholy powers once again seep into the world."

Q: What happened? Why is Shadowfell Keep ruined?

"I failed in my responsibility. I allowed the influence of the Shadow Rift and my knowledge of the crumbling empire to distract me from my sworn oath. The corruption that lies on the other side of the rift touched me and triggered disaster."

Q: What sort of disaster? What happened here?

"Orcus's vile taint soaked through the rift and into my dreams. A madness overcame me. I was possessed! In a rage, I drew my sword and slew my wife and children. From that bloody deed I moved outward, attacking my captains, one by one, killing them even as they stared in shock. I had become a murderous fiend!"

Q: Why are you down here? What happened next?

"Finally the alarm went up, and what remained of the legion banded together against me. Even in my rage, I knew I couldn't best them all, so I fled into the crypts to hide from vengeance."

Only then did the madness lift. I realized what I had done and despaired. I had killed my love and broken my oath. More than that, I had done so with my sword, Aecris, an implement given to me by King Elidyr when I was knighted.

"The remnants of my legion sealed the passage and trapped me here. I selected this as a fitting place to spend eternity."

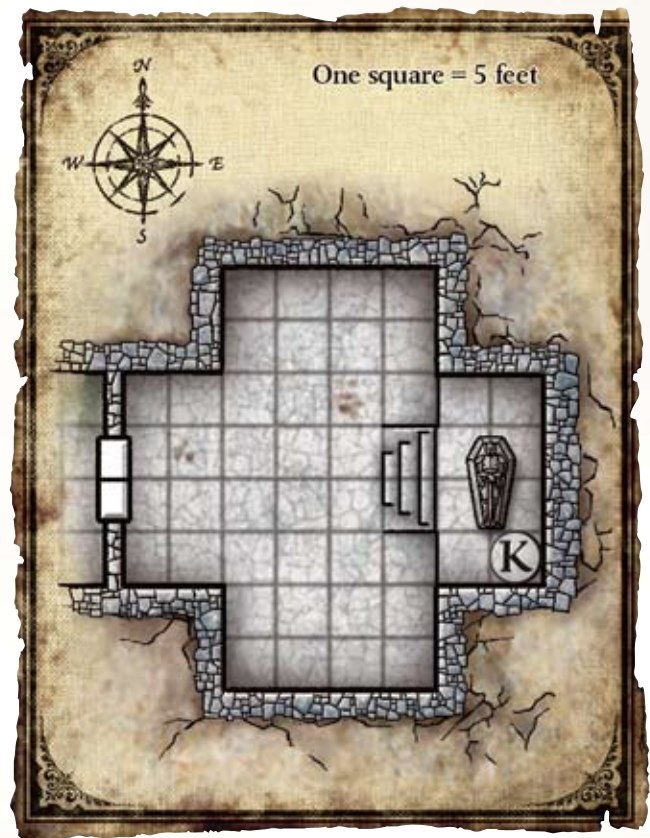
Q: What can we do to help you?

"I am past redemption. But perhaps I can grant you aid. I cannot leave this crypt, but Aecris can. Perhaps this elegant weapon, unlike me, can be redeemed. I give it to you that you might purge Shadowfell Keep of those who work to open the rift. Seek Bahamut's boon at the altars outside and perhaps he too will grant you aid."

FEATURES OF THE AREA

Treasure: If the PCs gain Sir Keegan's favor, he gifts them with his magic longsword Aecris (see below). If the characters fight Sir Keegan and destroy him, he and his sword fall to pieces at the end of the combat.

Aecris: This +1 magic longsword (value 1,000 gp) is inlaid with platinum. It has a line of three white diamonds set into the flat of its blade and a pommel carved to resemble the head of a noble dragon. It provides its user with a +1 enhancement bonus to attack rolls and damage rolls and deals an extra 1d6 damage on a critical hit. In addition, it has a daily power that can be activated as a free action: When you drop an undead enemy to 0 hit points, you gain one healing surge.



AREA 9: THE MAZE OF CAVES

Encounter Level 2 (625 XP)

SETUP

This area is a rough, natural cavern choked with rubble, stalactites, and stalagmites.

This encounter includes the following creatures.

13 giant rats (R)

1 ochre jelly (J)

When Shadowfell Keep was first constructed, the builders uncovered this natural cave. Narrow burrows, far too small for humanoids to traverse, connect this place to the surface and to other isolated caves throughout the area.

This chamber teems with life, most of it of no consequence to intruders: Small lizards skitter across the floor, and insects crawl among the stalactites. A few larger creatures also lurk in the darkness, ready to make a meal out of anything that comes too close.

When the adventurers enter this chamber, read:

The finely worked stairs and flagstones of the dungeon give way to a wide, natural cavern. The ceiling drips with dozens of stalactites, and the floor rises unevenly with loose rocks and stalagmites. The rocks and debris become thicker to the east and west, and both directions offer only narrow paths of unobstructed terrain.

Perception Check

DC 12 *Large rats chatter, darting in and out of the shadows.*

TACTICS

The rats and the ooze share one important trait: They are cunning predators that prefer to pick off larger prey when it's alone. Although none of the creatures in this room are particularly intelligent, they know instinctively to avoid an obviously perilous situation.

At the start of this encounter, the rats lurk on the ceiling, climbing from one stalactite to the next to remain hidden. They attack any isolated PC, such as one who wanders more than 4 squares from the party or who loses line of sight to his allies. Before combat is joined, the rats move in loose groups of three or four, remaining spread out before rushing in (if the opportunity presents itself) to attack a lone PC from multiple directions.

Because the difficult terrain in this chamber also impedes line of sight (see the "Special Terrain" sidebar), the rats can make Stealth checks to avoid detection. They make frequent use of this skill to stay out of the sight of heavily armed individuals or large groups.

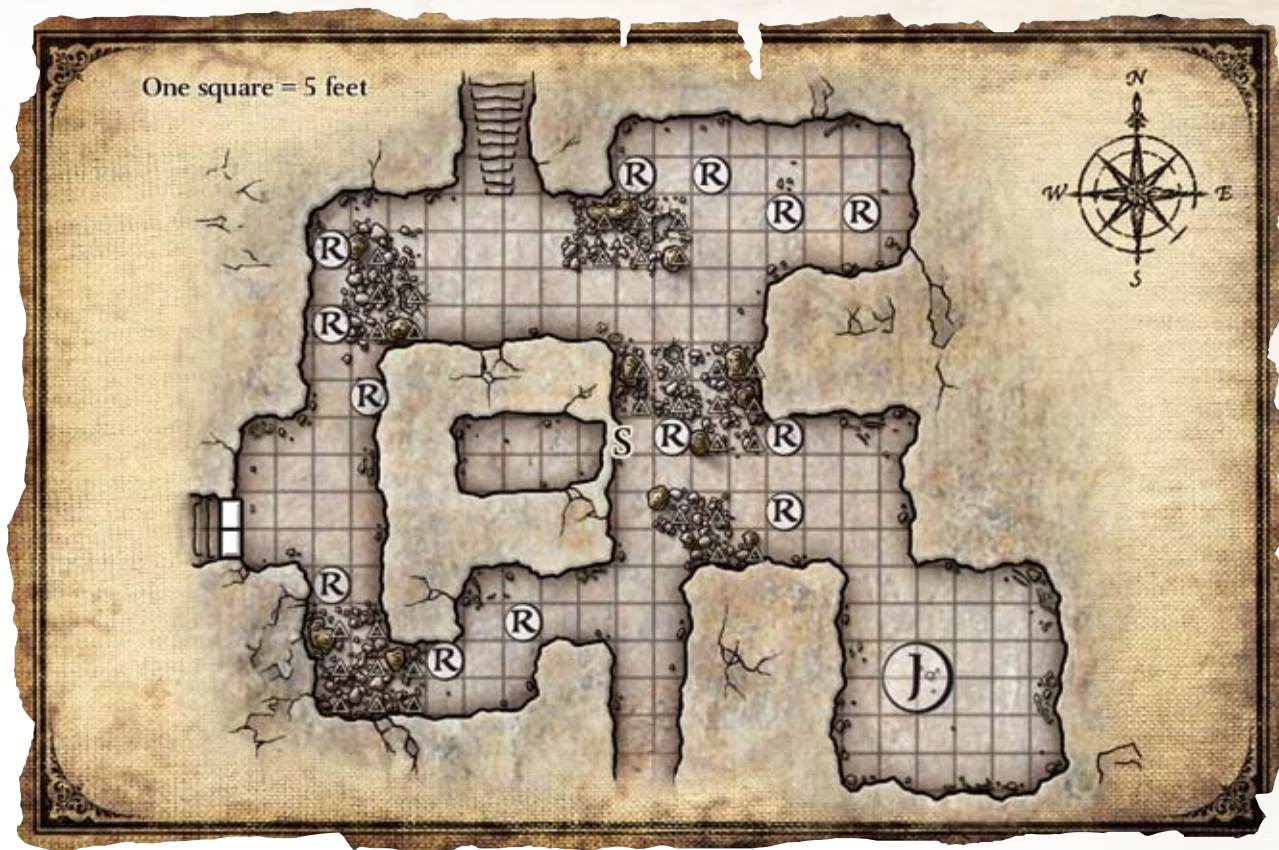
The agile rats and the amorphous ooze can traverse the difficult terrain as though it was normal terrain.

The ooze is ordinarily content to lurk in its corner and wait for prey to present itself. It is instinctively smart enough to refrain from attacking large groups, but a party of adventurers beset on all sides by rats makes a good target.

The rats and the ooze are attracted to the sound and activity of combat. Once a fight breaks out, the monsters move toward the melee.

13 Giant Rats (R)		Level 1 Minion
Small natural beast		XP 25 each
Initiative +3	Senses Perception +5; low-light vision	
HP 1; a missed attack never damages a minion.		
AC 15; Fortitude 13, Reflex 15, Will 12		
Speed 6, climb 3		
⊕ Bite (standard; at-will)		
+6 vs. AC; 3 damage.		
Alignment Unaligned		Languages –
Str 12 (+1)	Dex 17 (+3)	Wis 10 (+0)
Con 12 (+1)	Int 2 (-4)	Cha 6 (-2)

Ochre Jelly (J)		Level 3 Elite Brute
Large natural beast (blind, ooze)		XP 300
Initiative +0	Senses Perception +2; blindsight 10, tremorsense 10	
HP 102; Bloodied 51; see also split		
AC 18; Fortitude 16, Reflex 14, Will 14		
Immune gaze; Resist 5 acid		
Saving Throws +2		
Speed 4; see also <i>flowing form</i>		
Action Points 1		
⊕ Slam (standard; at-will) ♦ Acid		
+8 vs. AC; 2d6 + 1 damage, and ongoing 5 acid damage (save ends).		
Flowing Form (move; at-will)		
The ochre jelly can shift up to 4 squares.		
Split (when first bloodied; encounter)		
The ochre jelly splits into two, each with hit points equal to one-half its current hit points. Effects applied the original ochre jelly do not apply to the second one. An ochre jelly can't split if reduced to 0 hit points by the attack that bloodied it. Left alone, the two halves recombine into a single creature at the end of the encounter.		
Alignment Unaligned		Languages –
Str 13 (+2)	Dex 8 (+0)	Wis 12 (+2)
Con 11 (+1)	Int 1 (-4)	Cha 1 (-4)



FEATURES OF THE AREA

Illumination: Darkness.

Difficult Terrain: This chamber is cluttered with stalagmites, stalactites, and loose rocks. Several squares, indicated on the map, are difficult terrain for the PCs. Characters can press and squeeze through the jumble of stones, but the rocks do not allow an unobstructed line of sight. See the “Special Terrain” sidebar for details that apply to the difficult terrain squares in this area.

Stalactite Ceiling: The ceiling in this area is peppered with stalactites, which provide excellent hiding spots for the rats. Any rat moving on the ceiling gains superior cover against all nonadjacent opponents. Creatures that have cover can attempt a Stealth check to hide, allowing rats the chance to attack the characters from above. (See the sidebar for other information.) It takes a move action for a rat to ascend to the ceiling if it starts its turn on the ground. Once a rat is on the ceiling, it uses its climb speed rather than its base speed.

Secret Chamber: A door is constructed to appear like the natural walls of these caverns. The keep’s original inhabitants used the area beyond the door to hide important individuals in the event of an attack. A PC who succeeds on a DC 20 Perception check can detect the false wall.

Of the current occupants of the dungeon, only Balgron the Fat (see page 34) knows of this place. He keeps supplies here. The stash includes a dank bedroll, two days worth of trail rations, two sunrods, and two waterskins, one filled with water, the other with ale.

SPECIAL TERRAIN

The difficult terrain squares in this area are unusual because of the densely packed stalactites and stalagmites.

Not only do these squares hamper movement for player characters but also they provide a form of “one-way” cover and concealment that benefits the rats but not the PCs.

The rats are small enough that they can effectively hide behind the stalactites and stalagmites, giving them cover against enemies in adjacent squares. The characters don’t get the same benefit because they are too large to duck behind one of the rock formations.

In addition, the stalactites and stalagmites are dense enough that a square of difficult terrain that lies between a character and a rat blocks a character’s line of sight to the rat—but the rat can still see the character.

To simulate the fact that the rats can appear and disappear from the characters’ sight as this encounter unfolds, you might find it necessary to remove figures representing rats from the map when they’re out of sight. Replace them when they attack or when they or the characters move so that the rats become visible again.

For an added layer of complexity and danger, you can rule that it’s possible for a character and a rat to occupy the same square if the rat is moving along the ceiling. In such a case, a rat can attack as it drops from the ceiling into a square adjacent to its target, but it can’t attack and remain on the ceiling.

AREA 10: KRUTHIK LAIR

Encounter Level 5 (1,036 XP)

SETUP

An adult kruthik burrowed into this area and spawned, forming a lair. The kruthiks sometimes catch and eat goblins. In response, the goblins created small pit traps near the entrance of the area in an attempt to catch kruthiks. The kruthiks quickly learned to avoid these pits, but the traps might catch adventurers unaware.

The kruthiks have burrowed narrow tunnels through the solid walls separating different parts of the area. The kruthiks can move through these openings at full speed, but Medium-sized PCs cannot move through the tunnels at all. Small PCs can squeeze through the tunnels (see Features of the Area below).

This encounter includes the following creatures.

- 1 kruthik adult (A)
- 3 kruthik young (Y)
- 6 kruthik hatchlings (H)

When the adventurers approach the open pit, read:

A 10-foot-deep pit looks as if it were once concealed by a layer of thin flagstone, which now lies shattered at the bottom, around the unmoving form of a broken, six-limbed reptile.

A DC 15 Nature check identifies the creature as a kruthik, a deadly hunter that lives in hives. This one obviously fell afoul of a camouflaged pit trap.

Perception Check

DC 12 *A nose-wrinkling, snakelike musk issues from the chamber ahead.*

DC 17 *A few 5-by-5-foot sections of the floor seem slightly elevated, as if concealing something.*

When the adventurers see the kruthiks, read:

Ahead, several creatures cluster around a small pile of loose coins and other objects. Many are small, but one is the size of a human. All resemble six-limbed reptiles with insectlike traits. Silvery chitinous plates cover their bodies and short tails, and each has four limbs that end in scythelike claws. The creatures have two smaller limbs, which have finer digits close to the body. The head is vaguely reptilian, and the lower jaw is a toothed plate flanked by serrated mandibles.

If a PC triggers a concealed pit trap, read:

The flagstone floor crumbles beneath you, dropping you into a dank pit.

TACTICS

All the kruthiks begin this encounter in the chamber farthest from the entrance. When the PCs enter the lair, the hatchlings use their tremorsense to detect the characters' presence immediately. If the characters continue to advance into the long corridor along the south, the hatchlings dive into the tunnels that head west, cutting behind the PCs to block their escape.

The adult begins combat by unleashing its toxic spikes against the first character who comes within range, then moves in to use its claws against any PC it can reach.

The three kruthik young hold their positions until the adult uses its toxic spikes; then they move forward to attack, their first choice the PC who was targeted by the adult's toxic spikes.

All the kruthiks know the location of the camouflaged traps and do not willingly enter those squares.

6 Kruthik Hatchlings (H)

Level 2 Minion

Small natural beast (reptile)

XP 31 each

Initiative +4 **Senses** Perception +1; low-light vision, tremorsense 10

Gnashing Horde aura 1; an enemy that ends its turn in the aura takes 2 damage.

HP 1; a missed attack never damages a minion.

AC 15; **Fortitude** 13, **Reflex** 15, **Will** 12

Speed 8, burrow 2 (tunneling), climb 8

⊕ **Claw** (standard; at-will)

+5 vs. AC; 4 damage.

Alignment Unaligned

Languages –

Str 13 (+2)

Dex 16 (+4)

Wis 10 (+1)

Con 13 (+2)

Int 4 (-2)

Cha 6 (-1)

3 Kruthik Young (Y)

Level 2 Brute

Small natural beast (reptile)

XP 125 each

Initiative +4 **Senses** Perception +1; low-light vision, tremorsense 10

Gnashing Horde aura 1; an enemy that ends its turn in the aura takes 2 damage.

HP 43; **Bloodied** 21

AC 15; **Fortitude** 13, **Reflex** 14, **Will** 11

Speed 8, burrow 2, climb 8

⊕ **Claw** (standard; at-will)

+5 vs. AC; 1d8 + 2 damage.

Alignment Unaligned

Languages –

Str 15 (+3)

Dex 16 (+4)

Wis 10 (+1)

Con 13 (+2)

Int 4 (-2)

Cha 6 (-1)

Kruthik Adult (A) Level 4 Brute
Medium natural beast (reptile) XP 175

Initiative +6 **Senses** Perception +4; low-light vision, tremorsense 10

Gnashing Horde aura 1; an enemy that ends its turn in the aura takes 2 damage.

HP 67; **Bloodied** 33

AC 17; **Fortitude** 14, **Reflex** 15, **Will** 13

Speed 6, burrow 3 (tunneling), climb 6

⊕ **Claw** (standard; at-will)

+8 vs. AC; 1d10 + 3 damage.

↘ **Toxic Spikes** (standard; recharge ☼ ☼) ♦ **Poison**

The kruthik adult makes two attacks against two different targets: Ranged 5; +7 vs. AC; 1d8 + 4 damage, and the target takes ongoing 5 poison damage and is slowed (save ends both).

Alignment Unaligned

Languages –

Str 17 (+5) **Dex** 18 (+6)

Wis 12 (+4)

Con 17 (+5) **Int** 4 (-1)

Cha 8 (+1)

FEATURES OF THE AREA

Illumination: Darkness.

Open Pit (P): This 10-foot-deep pit contains a dead kruthik young. If a PC takes 1 round to climb down and investigate, he discovers that the kruthik is lying on top of the body of a goblin. A search of the goblin, taking another round but not requiring a Perception check, reveals a few bits of treasure (see below).

Camouflaged Pit Trap (T): These hidden pits were dug by goblins trying to deal with the kruthik infestation. They covered each pit with a fragile wooden frame and then disguised it with flagstones. Any PC moving into a trap square falls into the pit, taking 1d10 damage. Each trap is hidden until triggered and functions only one time. A DC 15 Athletics check is required to climb out of the pit.

Jumping over a pit requires an Athletics check (DC 20 for a standing jump, DC 10 for a running jump).

A character actively searching for traps might discover a pit trap before it triggers with a DC 20 Perception check.

Tunnels: The kruthiks have burrowed several tunnels through this area. The tunnels are 2 feet wide; Medium and larger creatures cannot crawl through them, but a Small creature can squeeze, moving at half speed, granting combat advantage, and taking a -5 penalty on attack rolls until it returns to open space. Each time a creature squeezes, it provokes opportunity attacks from adjacent foes.

Kruthiks are specially jointed to crawl through tunnels of their own devising, so Small kruthiks (such as the hatchlings and young) can move through the tunnels with no reduction of speed, and Medium kruthiks (such as the adult) can move through at half speed.



AREA 10: KRUTHIK LAIR

Treasure: Valuables can be found in a pile in the northeast corner of the kruthiks' room and on the goblin in the open pit.

Treasure Pile: This loose pile of loot contains 47 gp and 216 sp. A small chest among the coins contains five gems, each worth 50 gp.

Goblin Belt Pouch: This pouch contains 12 gp and two *potions of healing*.

Potion of Healing: As a minor action, drink this potion and spend a healing surge. Instead of the hit points you would normally regain, you regain 10 hit points.

GNASHING HORDE

The kruthiks' *gnashing horde* aura is likely to surprise the characters (and their players), since they haven't encountered these creatures before. Without making things too obvious, try to communicate to the players that it's probably a bad idea for a character to end up next to a kruthik. For example, you might read or paraphrase the following bit of text the first time a character ends his or her turn next to one of these creatures:

The creature next to you becomes a frenzied blur, slashing madly. You're unable to defend yourself from this sudden, brutal attack.

AREA 11: THE WATER CAVE

Encounter Level 3 (750 XP)

SETUP

When the adventurers reach the doors, read:

These bronze double doors are green with age and stained blue and purple with a thick layer of fungus. Scratched into the fungus in the Common script is this message: "Stay Out. Really."

A strange creature lurks beneath the water inside this chamber. Normally quiescent, it wakes and attacks any

WATER CAVE HISTORY

When Shadowfell Keep was first built, the pool inside this small cave served as the castle cistern. On a normal day, several keep residents, mostly cooks and servants, visited the cave regularly.

The passage leading to the pool was open until the fateful day when two children wandered into the area and drowned when they stepped off the edge into water that was too deep for them to wade in. After their bodies were discovered and removed from the pool, the area was sealed off to prevent further accidents.

Subsequently, after Sir Keegan went mad and engaged in his killing spree, the keep was abandoned and the cistern stagnated. Over the decades since that time, creatures have used the cave as a source of water.

A few months ago, two hobgoblins came to the keep and requested an audience with Kalarel. They said they were messengers from the Bloodreavers, a group of hobgoblin slavers. Kalarel listened to their offer of payment for the captured slaves, but he dismissed it. In fact, he was so irritated that the hobgoblins had disturbed his research with such petty motives that he ordered his own hobgoblins to drown them in the cistern.

Within minutes after the messengers died, something vile crawled forth from the water. A morass of hunger without shape or mind, the form had only an insatiable appetite. The hobgoblins that brought the messengers to the cistern were quickly overcome by the amorphous creature.

After several more goblins and hobgoblins died trying to remove this pestilence from the water, Kalarel gave up. The affair disquieted him, and he prohibited any of his followers from entering the area. Although Kalarel heard nothing more of the Bloodreavers, the priest's hobgoblin allies took the offer to heart and have begun to privately sell captured travelers to the Bloodreavers.

creatures that swim out to the small island in the center of the pool or spend more than a few rounds at the pool's edge.

This encounter includes the following creature.

1 blue slime (S)

When the adventurers open the doors, read:

Fungus-coated stairs lead down into a natural cavern. Much of the chamber is filled with a stagnant pool of brackish water. A patch of land rises from the foul water at the pool's center. On this little island, bones, spilled coins, and other small objects are visible among the carpet of fungus.

Perception Check

DC 10 *Ripples stir the calm water, as if something moves beneath its surface.*

If no character makes a successful Perception check, the slime gains a surprise round and takes that opportunity to use its stench pulse against any PC within range.

If any character makes the Perception check, the PCs can act during the first round of combat.

The slime has concealment for as long as it remains underwater.

When the blue slime surfaces and attacks, read:

The dank water suddenly disgorges a blob of blue slime. The amorphous mass pours forward, extruding long pseudopods that end in appendages of dripping goo.

TACTICS

The slime's initial attack is a *stench pulse* that emerges from beneath the water as great popping bubbles. The creature then moves to the water's surface in its starting location and uses its *slime eruption* in the second round of combat.

In subsequent rounds, if the PCs remain on land and attack the slime from a distance, the slime moves to a place in the water from where it can make slam attacks against them.

The slime attacks until slain, at which time its *bloodied eruption* is triggered and it sinks to the pool's bottom.

The slime does not pursue PCs onto the stairs or out of the water cave unless they continue to attack it from outside the room.

The slime's acid eats away flesh, but bone, wood, and metal remain unharmed. The creature deposits the remains from its meals on the island in the pool's center.

Blue Slime (S) Large natural beast (blind, ooze)	Level 3 Solo Brute XP 750
Initiative +0 Senses Perception +7; tremorsense 10	
HP 204; Bloodied 102	
AC 15; Fortitude 15, Reflex 17, Will 14	
Immune charm, fear; Resist 5 acid	
Saving Throws +5	
Speed 5, swim 5	
Action Points 2	
⬇ Slam (standard; at will) ♦ Acid	
Reach 2; +8 vs. AC; 2d6 + 6 damage, and ongoing 5 acid damage (save ends).	
⬇ Double Attack (standard; at will) ♦ Acid	
The blue slime makes two melee basic attacks.	
⬅ Slime Eruption (standard; recharge ☒ ☒) ♦ Acid	
Close burst 3; +6 vs. Reflex; 1d6 + 6 acid damage. Miss: Half damage.	
⬅ Stench Pulse (standard; encounter)	
Close burst 4; +6 vs. Fortitude; the target is dazed and weakened (save ends both).	
Bloodied Eruption (when reduced to 0 hit points)	
The blue slime recharges and uses <i>slime eruption</i> .	
Alignment Unaligned	Languages –
Str 15 (+3) Dex 8 (+0)	Wis 12 (+2)
Con 11 (+1) Int 1 (-4)	Cha 1 (-4)

FEATURES OF THE AREA

Illumination: Darkness.

Water: The pool has sheer sides and is 20 feet deep.

The water is calm. A DC 10 Athletics check is required to swim across to the small island. PCs who want to avoid the water can jump across by making an Athletics check (DC 20 without a running start, DC 10 with a running start).

Treasure: A pile of leavings from the slime's past victims, plus a remnant of the possessions of the messengers (see the Water Cave History sidebar), is gathered on the patch of land at the pool's center. This loot includes 157 sp, 33 gp, a *potion of healing*, a *shield of protection*, and a wooden message cylinder.

Potion of Healing: As a standard action, drink this potion and spend a healing surge. Instead of the hit points you would normally regain, you regain 10 hit points.

Shield of Protection: Once per encounter as a standard action, you can use this large shield (value 680 gp) to provide you and an adjacent ally with resist 10 to all damage until the end of your next turn.

Message Cylinder: Within this wooden tube are three sheets of vellum.

Sheet #1 contains a map (see page 4) that shows the location of Shadowfell Keep.

Sheet #2 contains the following message written in Common: *“Remember, don’t wet the nodule—unless Kalarel is not receptive to the offer. Then, wet it only from a distance, and then, turn and run. Water will bring the creature out of its dormancy, and it will consume anything it can reach.”*

Sheet #3 holds a letter written in the same hand as the previous message: *“Greetings, Kalarel. I have recently learned of your activity in the area and have an offer for you. During your time in this region, if you should capture any humanoids,*

we are eager to buy them. We have duergar allies in Thunder-spire in need of slave stock. If you are interested, send an envoy back to me. My messengers will show the way.” It is signed: *“Chief Krand of the Bloodreavers.”*

The Bloodreavers and their duergar allies appear in *Thunderspire Labyrinth*[™], a published adventure that can be run as a sequel to *Keep on the Shadowfell*.



INTERLUDE THREE: THE DEAD WALK

Encounter Level 4 (775 XP)

SETUP

The first time the PCs return to Winterhaven after exploring a portion of Shadowfell Keep, but before they have faced and defeated Kalarel, they discover that the priest—through the efforts of his spy Ninaran—has prepared an unpleasant challenge for them.

This encounter includes the following creatures.

12 decrepit skeletons (S)

2 gravehounds (G)

Ninanan, elf archer (N)

When the PCs approach the village gates, read:

Winterhaven's gates are closed. Several figures stand with weapons drawn on the parapet above. One of the figures, Lord Padraig, waves as you approach. He calls out, "We are in peril! Several villagers have disappeared, and the dead in the cemetery have risen. We fear these creatures will emerge to assail the gates and drag us all away."

Padraig asks the adventurers to deal with the undead in the cemetery. If the PCs need to rest or obtain fresh equipment before setting out for the graveyard, he orders the gates opened long enough for the characters to get safely within the walls.

When the adventurers go to the graveyard, read:

A path from Winterhaven's gate leads through a grove to the graveyard. A fence of wrought iron bars encloses the cemetery.

When the PCs reach the graveyard, read:

Within the graveyard, the tombstones are densely packed. Three mausoleums sit amid the markers. The soil around some of the graves seems disturbed. A sickly glow pulses from somewhere near the largest of the three mausoleums.

SAFE ASSUMPTIONS?

This encounter is based on two assumptions: (1) The PCs agree to go to the graveyard and confront the undead, and (2) they do so during the daytime.

If the players derail the encounter by having their characters refuse Lord Padraig's request, play out the events any way you see fit. Perhaps the PCs stick around only long enough to replenish supplies and rest, and then they head back to the keep. In such a case, Padraig and his militia are left to deal with the threat. They do manage to beat back the undead, but only after several villagers are killed. From then on, the PCs receive a cold if not hostile reception whenever they return to Winterhaven, regardless of whether they succeed in defeating the death cult.

Once the PCs reach the center of the graveyard, read:
The dead burst from the soil around you and attack!

12 Decrepit Skeletons (S) Medium natural animate (undead)	Level 1 Minion XP 25 each
Initiative +3 Senses Perception +2; darkvision	
HP 1; a missed attack never damages a minion.	
AC 16; Fortitude 13, Reflex 14, Will 13	
Immune disease, poison	
Speed 6	
⊕ Longsword (standard; at-will) ♦ Weapon +6 vs. AC; 4 damage.	
⊗ Shortbow (standard; at-will) ♦ Weapon Ranged 15/30; +6 vs. AC; 3 damage.	
Alignment Unaligned	Languages –
Str 15 (+2) Dex 17 (+3)	Wis 14 (+2)
Con 13 (+1) Int 3 (–4)	Cha 3 (–4)
Equipment heavy shield, longsword, shortbow, quiver of 10 arrows	

2 Gravehounds (G) Medium natural animate (undead)	Level 3 Brute XP 150 each
Initiative +2 Senses Perception +1; darkvision	
HP 54; Bloodied 27; see also <i>death jaws</i> and <i>zombie weakness</i>	
AC 14; Fortitude 14, Reflex 12, Will 11	
Immune disease, poison; Resist 10 necrotic; Vulnerable 5 radiant	
Speed 8	
⊕ Bite (standard; at-will) ♦ Necrotic +7 vs. AC; 1d6 + 3 damage, and the target takes ongoing 5 necrotic damage (save ends) and is knocked prone if it is Medium size or smaller.	
⊕ Death Jaws (when reduced to 0 hit points) ♦ Necrotic The gravehound makes a bite attack against a target within its reach.	
Zombie Weakness Any critical hit to the gravehound reduces it to 0 hit points instantly.	
Alignment Unaligned	Languages –
Str 16 (+4) Dex 13 (+2)	Wis 10 (+1)
Con 14 (+3) Int 1 (–4)	Cha 3 (–3)

TACTICS

The gravehounds and half of the skeletons converge on the nearest PCs, while Ninanan emerges from the mausoleum south of the path and begins to fire arrows. The remaining skeletons also stand back and use their bows until the PCs close in on them. Ninanan and the bow-using skeletons concentrate their fire on the PCs closest to the magic circle—especially if one of the PCs is attempting to disable the circle (see Features of the Area on the next page).

Ninaran, Elf Archer (N)		Level 4 Artillery
Medium fey humanoid (elf)		XP 175
Initiative +7 Senses Perception +12; low-light vision		
HP 44; Bloodied 22		
AC 17; Fortitude 14, Reflex 17, Will 15		
Speed 7		
⚔ Longsword (standard; at will) ♦ Weapon		
+8 vs. AC; 1d8 + 3 damage.		
⚔ Longbow (standard; at will) ♦ Weapon		
Ranged 20/40; +9 vs. AC; 1d10 + 5 damage.		
Archer's Mobility		
If Ninaran moves at least 4 squares from her original position, she gains a +2 bonus to ranged attack rolls until the start of her next turn.		
Elven Accuracy (free action; encounter)		
Ninaran can reroll an attack roll. She must use the second roll, even if it is lower.		
Wild Step		
Ninaran ignores difficult terrain when she shifts.		
Alignment Evil	Languages Common, Draconic, Elven	
Skills Nature +12		
Str 13 (+3)	Dex 20 (+7)	Wis 16 (+5)
Con 14 (+4)	Int 12 (+3)	Cha 11 (+2)
Equipment leather armor, longsword, longbow, quiver of 30 arrows		

FEATURES OF THE AREA

Illumination: Bright light.

Fence: This 10-foot-high fence requires two move actions and two DC 10 Athletics checks to climb over.

Gravestones and Trees: The gravestones provide cover to anyone standing in their space, while the trees provide cover to anyone standing adjacent to the trunks.

Magic Circle: Ninaran followed Kalarel's instructions in creating this magic circle to raise the dead. The circle pulsates with a sickly glow.

With a DC 15 Arcana or Religion check, a PC can determine that the magic circle is the reason for the animated undead, and that it can be disabled with the Arcana skill. If a PC makes three DC 15 Arcana checks before getting three failures, the circle is disabled and the animated dead fall and become mere corpses again.

Treasure: Ninaran carries 39 gp and a small sheet of vellum. Handwritten in Common is the following message, signed by Kalarel:

I received your report on the adventurers. Next time you see them, put an end to their meddling. Mix the blood of ten people with the elixir my messenger brings. Then trace the following pattern on the ground of a graveyard and pour the liquid into the lines. That should supply you with a force to thwart them. I'm very close to completing my work and cannot be interrupted. As you already know, if you do come to the second level of the keep, the pass phrase is "From the ground, some magic was found."

The pass phrase is false. Ninaran knows the correct phrase. If she is captured, the PCs can force her to divulge the correct phrase ("And life fails in the dark") with a DC 15 Intimidate check.



SHADOWFELL KEEP, LEVEL TWO OVERVIEW

There are two dungeon levels below Shadowfell Keep. The second level has two distinct sections plus a few unconnected dungeon chambers.

HOBGOBLIN BOROUGH

Kalarel leads a loyal troop of hobgoblins, who are deployed on the keep's lower level. Kalarel's trusted lieutenant is a hobgoblin called simply "the Warchief." The Warchief sees to it that those under his command maintain vigilance and provide security for Kalarel's project.

The hobgoblins are arrogant and cruel, and they are unlikely to flee even when facing powerful foes. On the other hand, the Warchief commands crafty hobgoblins who know to activate certain defenses to repel invaders.

Area 12: Hobgoblin Guard Room. This series of connected guard rooms allows hobgoblins to attack intruders from multiple directions. Invaders must be quick if they hope to overcome the hobgoblins here; PCs that delay must face a loosed war beast.

Area 13: Hobgoblin Barracks. These chambers include barracks, living quarters, and a common area for off-duty hobgoblins. If this area is attacked, hobgoblins employ hit-and-run tactics against invaders.

Area 14: Warchief's Council Room. The Warchief's council room and quarters occupy the southwest section of this area. The Warchief is canny, and he retreats to his quarters before attackers reach the council room. He spies on the invaders, lets them explore, and then leads an ambush against them.

DUNGEON CHAMBERS

Several dangerous chambers lie in the southern part of this level.

Area 15: Corridors of the Cube. The wide passages of this chamber lead only to danger, as several sarcophagi containing hostile undead wait down one path, and a ravenous gelatinous cube waits down the other.

Area 16: Trapped Chamber. This chamber is filled with large statues that are part of devious traps engineered to waylay intruders.

Area 17: Ghoul Warren. Beyond the trapped chamber lurks a pack of undead, including a ghoul. They were placed here to guard Kalarel's activities.

Area 18: Cathedral of Shadow. The Cathedral of Shadow is a fane dedicated to Orcus. Here, invaders must wade through a variety of undead creatures and an underpriest of Orcus. If intruders win out against these monsters and wish to press on toward the rift, they must descend into a pit.

Area 19: The Shadow Rift. In this vast enclosure, Kalarel conducts the final steps of his unholy ritual that will unseal the rift. Undead minions guard the room,

protecting Kalarel. The portal to Orcus's unholy temple in the Shadowfell stands agape, and something tries to penetrate the thin membrane dividing the worlds.

WANDERING MONSTERS

From time to time, hobgoblin patrols sweep through various rooms of the second dungeon level. The patrols are merely a precaution, but in the aftermath of an incursion, patrols are more likely to appear.

If adventurers return to a chamber they cleared more than a day earlier, a hobgoblin patrol might be present. However, don't use a hobgoblin patrol if the players seem bored with hobgoblins. If the PCs manage to slip past the hobgoblins in Areas 13 and 14, definitely use this encounter. Use the stat blocks from Areas 12 through 14 as appropriate:

Hobgoblin Patrol (Level 4; 902 XP): A hobgoblin mercenary squad on the move, a patrol consists of the following creatures:

- 1 **Hobgoblin warcaster** (Level 3 controller)
- 2 **hobgoblin soldiers** (Level 3 soldier)
- 2 **hobgoblin archers** (Level 3 artillery)
- 4 **hobgoblin grunts** (Level 3 minion)

GENERAL DETAILS

Unless otherwise noted in an encounter description, the information here pertains to the features of the areas found on the second level of the dungeon.

Light Sources: Areas where hobgoblins, Kalarel, or cultists are present (Areas 12-14, 18, 19) are illuminated with torches. The rest of this level is dark.

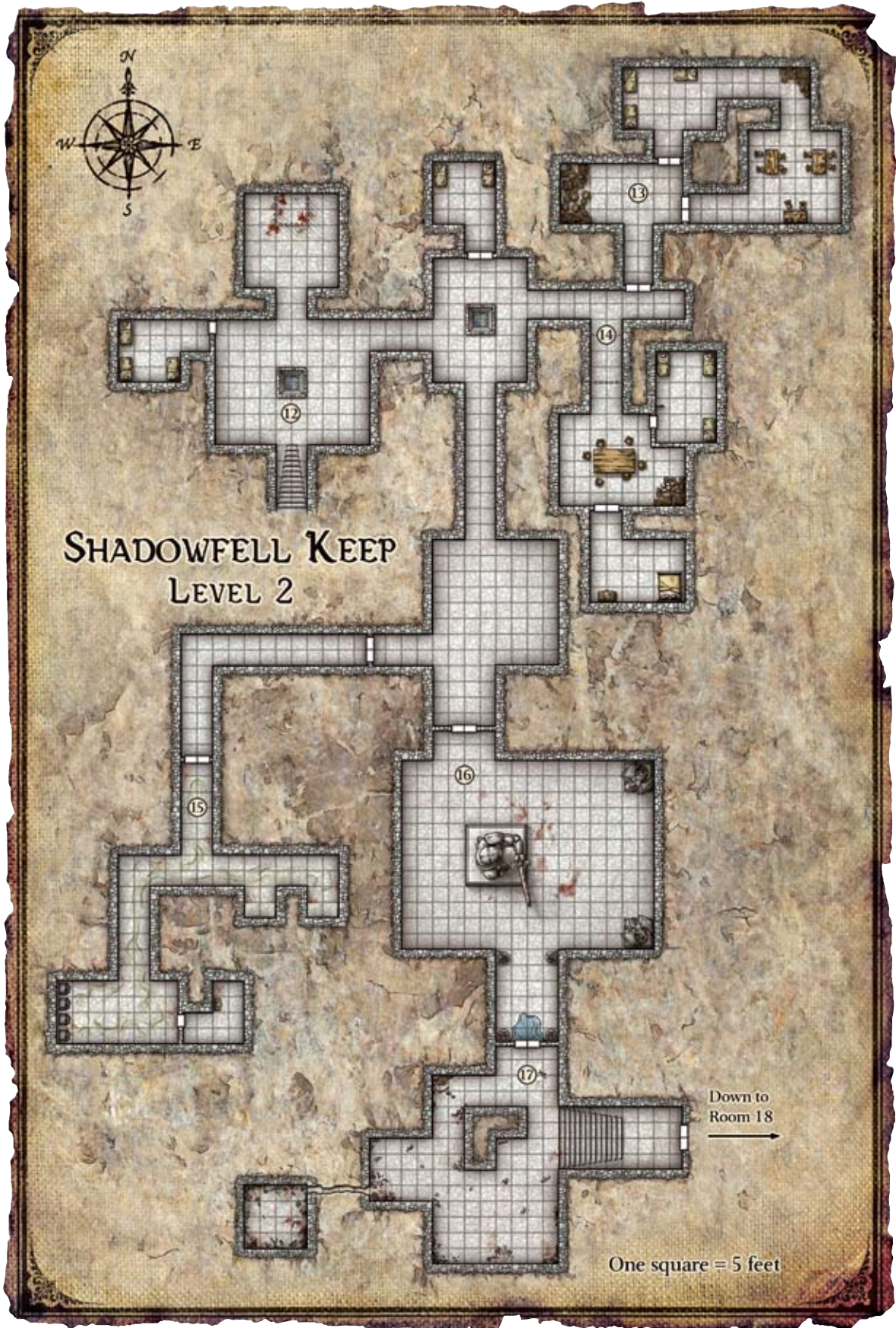
Doors: All the doors are unlocked and made of wood banded with bronze.

Walls: The walls are smooth stone, and the floors consist of flagstones with mortar between them.

Crates and Boxes: These cluttered squares are considered difficult terrain, requiring 1 additional square of movement to enter.

Beds: Each of the beds on the second level is large enough to accommodate one hobgoblin. (The oversized bed in Area 14 belongs to the hobgoblin warchief.) A bed provides cover for someone adjacent to it. It costs 2 squares of movement to hop up on a bed. A character can make a DC 10 Strength check to tip over a bed, which can then grant superior cover.

Tables: A table or similar piece of furniture is tall enough that a Small creature can move under it and possibly gain cover from doing so. It costs 2 squares of movement to hop up on a table. A character can make a DC 10 Strength check to tip over a table, which can then grant superior cover.



AREA 12: HOBGOBLIN GUARD ROOM

Encounter Level 4 (965 XP)

SETUP

To enter the second level of the dungeon, PCs must pass through these hobgoblin-guarded chambers.

During this encounter, the hobgoblin grunts attempt to release the “war beast” (a deathjump spider) from its cage in the northern room. See Tactics for how to handle that situation.

This encounter includes the following creatures.

4 hobgoblin soldiers (S)

5 hobgoblin grunts (G)

1 deathjump spider (D)

When the adventurers reach the bottom of the stairs, read:

The stairs descend into a large, torch-lit chamber. Two human-sized creatures stand near the entrance. Big, pointed ears stick out from under their helmets, and sharp teeth glitter in their mouths. One of the guards yells out a challenge phrase: “Shadow seeks shadow!”

The answer the hobgoblins are looking for is, “And life fails in the dark!” If the PCs don’t know the pass phrase, Bluff checks do not suffice for safe passage. If the PCs give the pass phrase discovered on Ninaran, “From the ground, some magic was found,” the guards know the PCs defeated Ninaran, who carried a false phrase as a way of communicating to her master even beyond death.

If PCs give the wrong phrase, read:

The hobgoblins scream, “Intruders!” and attack.

If PCs give the correct pass phrase, read:

The hobgoblins squint and one demands, “What business do you have with Kalarel that you know the password?”

Perception Check

DC 15 *About seventy feet behind the guards, in a smaller room to the north, a steel cage holds a spider as big as a man.*

TACTICS

The two hobgoblin soldiers near the entrance attempt to hold the adventurers in the passage.

Meanwhile, the two grunts north of the well move toward the caged spider. On the following round, they begin to release the ties that keep the cage secure. The two grunts require 2 rounds to release the spider. If the PCs can interrupt them, they can prevent the spider from being released. If the spider is released, it attacks the PCs.

The other hobgoblin soldiers and grunts noted on the map converge on the PCs, attempting to prevent them from interfering with the release of the spider. If a PC moves adjacent to the well, a hobgoblin attempts to bull-rush the character into it.

4 Hobgoblin Soldiers (S)

Medium natural humanoid

Level 3 Soldier

XP 150 each

Initiative +7 **Senses** Perception +3; low-light vision

HP 47; **Bloodied** 23

AC 20 (22 with *phalanx soldier*); **Fortitude** 18, **Reflex** 16,

Will 16

Speed 5

⊕ **Flail** (standard; at-will) ♦ **Weapon**

+7 vs. AC; 1d10 + 4 damage, and the target is marked and slowed until the end of the hobgoblin soldier’s next turn.

⊕ **Formation Strike** (standard; at-will) ♦ **Weapon**

Requires flail; +7 vs. AC; 1d10 + 4, and the hobgoblin soldier shifts 1 square provided it ends in a space adjacent to another hobgoblin.

Hobgoblin Resilience (immediate reaction, when the hobgoblin soldier suffers an effect that a save can end; encounter)

The hobgoblin soldier makes a saving throw against the triggering effect.

Phalanx Soldier

A hobgoblin soldier gains a +2 bonus to AC while at least one hobgoblin ally is adjacent to it.

Alignment Evil **Languages** Common, Goblin

Skills Athletics +10, History +8

Str 19 (+5) **Dex** 14 (+3) **Wis** 14 (+3)

Con 15 (+3) **Int** 11 (+1) **Cha** 10 (+1)

Equipment scale armor, heavy shield, flail

5 Hobgoblin Grunts (G)

Medium natural humanoid

Level 3 Minion

XP 38 each

Initiative +5 **Senses** Perception +2; low-light vision

HP 1; a missed attack never damages a minion.

AC 17 (19 with *phalanx soldier*); **Fortitude** 15, **Reflex** 13, **Will** 12

Speed 6

⊕ **Longsword** (standard; at-will) ♦ **Weapon**

+6 vs. AC; 5 damage.

Hobgoblin Resilience (immediate reaction, when the hobgoblin grunt suffers an effect that a save can end; encounter)

The hobgoblin grunt makes a saving throw against the triggering effect.

Phalanx Soldier

The hobgoblin grunt gains a +2 bonus to AC while at least one hobgoblin ally is adjacent to it.

Alignment Evil **Languages** Common, Goblin

Skills Athletics +7, History +3

Str 18 (+5) **Dex** 14 (+3) **Wis** 13 (+2)

Con 15 (+3) **Int** 10 (+1) **Cha** 9 (+0)

Equipment leather armor, light shield, longsword

Deathjump Spider (D)		Level 4 Skirmisher	
Medium natural beast (spider)		XP 175	
Initiative +8		Senses Perception +9; tremorsense 5	
HP 55; Bloodied 27			
AC 20; Fortitude 17, Reflex 18, Will 16			
Resist 5 poison			
Speed 6, climb 6 (spider climb); see also <i>prodigious leap</i>			
⬆ Bite (standard; at-will) ⬆ Poison			
+6 vs. AC; 2d6 + 3 damage, and the target takes ongoing 5 poison damage and is slowed (save ends both).			
⬆ Death from Above (standard; at-will) ⬆ Poison			
The deathjump spider leaps at its prey, shifting 6 squares and making a bite attack. On a hit, it deals an extra 1d6 damage and also knocks the target prone.			
Prodigious Leap (move; encounter)			
The deathjump spider shifts up to 10 squares.			
Soft Fall			
The deathjump spider ignores the first 30 feet when determining damage from a fall.			
Alignment Unaligned		Languages –	
Skills Athletics +10 (+20 when jumping), Stealth +11			
Str 17 (+5)	Dex 18 (+6)	Wis 14 (+4)	
Con 15 (+4)	Int 1 (-3)	Cha 8 (+1)	

FEATURES OF THE AREA

Illumination: Bright light.

Wells: These open-sided pits descend 30 feet to cold water, which is 5 feet deep. A bucket on a twine cord hangs just under the lip. A fall deals 3d10 damage. Climbing the walls requires a DC 20 Athletics check. Climbing the rope

requires a DC 10 Athletics check. A creature climbing up the walls moves at half speed and needs a successful climb check for each move it makes.

If a power or bull rush forces a creature over the well's area, it can immediately attempt a saving throw to avoid going over the edge. This works just like a normal saving throw, except the creature makes it as soon as it reaches the edge and not at the end of its turn. On a result lower than 10, the creature goes over the edge and falls. On a result of 10 or higher, the creature falls prone in the last square it occupied before it would have fallen.

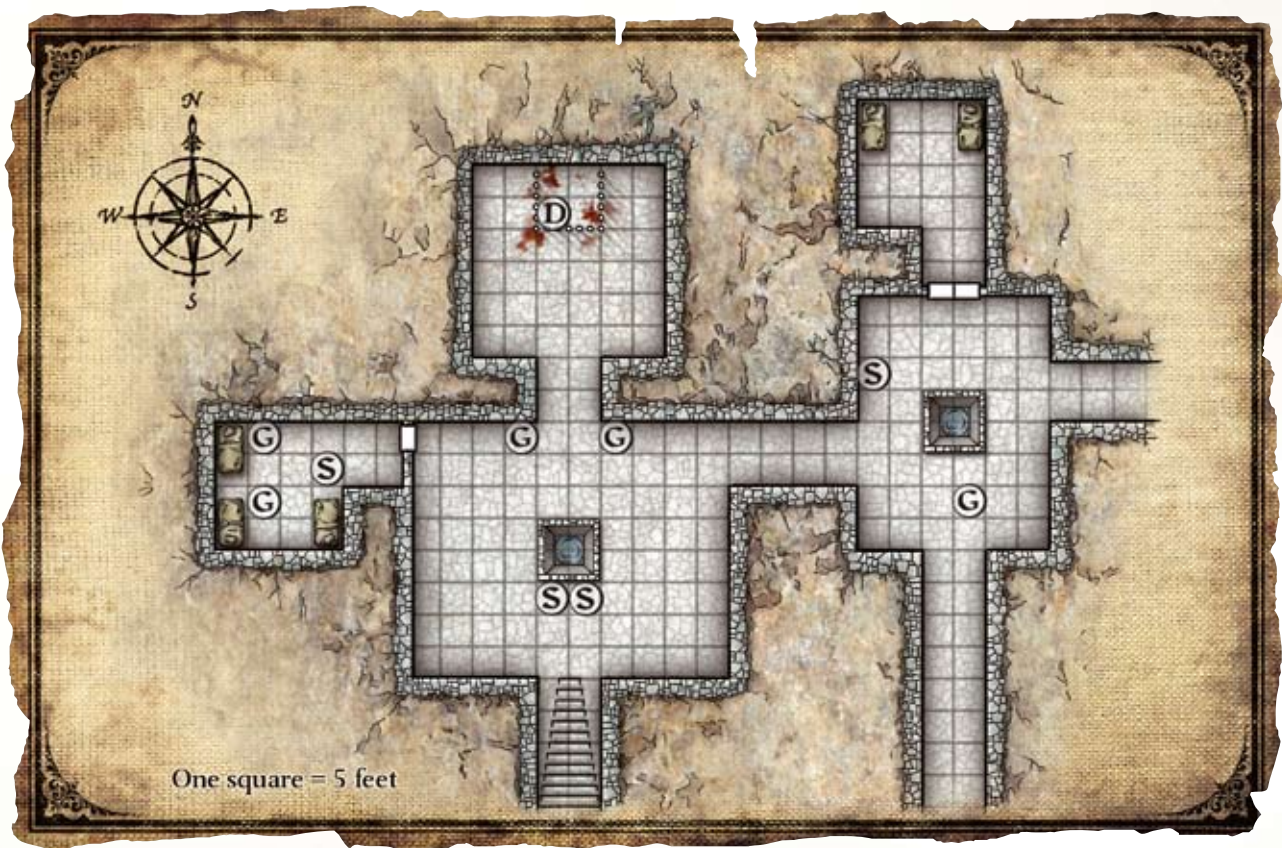
Bull Rush: To attempt a bull rush, make a Strength vs. Fortitude attack. If the attack succeeds, push the target 1 square and move into the vacated square.

Treasure: A search of the area yields 10 gp and 27 sp on the hobgoblins and among their possessions.

LEVEL UP

Depending on how your player characters have been progressing through this adventure and whether or not they skipped any encounters, they may have achieved 2,250 XP by this point and are ready to level up. Let them level up when they take an extended rest. If they're using the pregenerated characters included with this adventure, the back side of their character sheets explain what they get to improve upon attaining 3rd level.

If the PCs haven't quite reached 3rd level, they are probably close at this point in the adventure.



AREA 13: HOBGOBLIN BARRACKS

Encounter Level 3 (790 XP)

SETUP

If the adventurers investigate these chambers, they first discover only a single hobgoblin soldier in the storeroom. This soldier left a dice game to investigate what he thought might be the sound of fighting. He is watching the door, and if it opens he calls out in alarm.

Besides the initial soldier, three hobgoblin grunts are in the room to the north of the entry chamber. Two additional grunts are in the common room to the east, as well as a hobgoblin warcaster, a hobgoblin archer, and another soldier.

This encounter includes the following creatures.

- 1 hobgoblin warcaster (W)
- 2 hobgoblin soldiers (S)
- 1 hobgoblin archer (A)
- 5 hobgoblin grunts (G)

When the adventurers open the door, read:

A short hall opens into a wider, torch-lit chamber. A figure peeks around the corner, looking down the hall. The figure is human-sized, with big pointed ears emerging from under its helmet. He screams out, "We're under attack!" and ducks out of sight to the east.

TACTICS

The soldier that raises the alarm attempts to retreat through the door to the east and close it behind him (requiring a minor action).

The hobgoblins try to draw the PCs into the eastern chamber, where the archer stands against the wall and fires arrows at advancing intruders while the soldiers and warcaster move forward to keep the PCs busy.

The warcaster stands between two soldiers so it can employ blast attacks without hurting its allies. All the grunts try to circle behind advancing PCs to cut off their escape.

If PCs head in the opposite direction around the barracks, the hobgoblins set up to receive their attack from the north instead of the west.

If the PCs simply ignore the hobgoblins and move on, the creatures wait for 5 minutes and then follow the PCs, attacking the adventurers in the middle of another encounter when they are unprepared to deal with more enemies.

FEATURES OF THE AREA

Illumination: Bright light.

Crates and Boxes: This trove of supplies can feed a warren of goblins and hobgoblins for several months. The food is barely edible and the water has a strong aftertaste.

A DC 12 Perception check uncovers three untapped casks of beer.

Beds: These have simple wooden frames with flea-ridden straw mattresses.

Tables: Stained, scored, and laden with the remains of past meals, the tables primarily serve as surfaces on which to throw bone dice.

Treasure: Searching the area yields 20 gp and 34 sp.

Hobgoblin Archer (A)	Level 3 Artillery	
Medium natural humanoid	XP 150	
Initiative +7	Senses Perception +8; low-light vision	
HP 39; Bloodied 19		
AC 17; Fortitude 13, Reflex 15, Will 13		
Speed 6		
⊕ Longsword (standard; at-will) ♦ Weapon	+6 vs. AC; 1d8 + 2 damage.	
⊗ Longbow (standard; at-will) ♦ Weapon	Ranged 20/40; +9 vs. AC; 1d10 + 4 damage, and the hobgoblin archer grants an ally within 5 squares of it a +2 bonus to its next ranged attack roll against the same target.	
Hobgoblin Resilience (immediate reaction, when the hobgoblin archer suffers an effect that a save can end; encounter)	The hobgoblin archer makes a saving throw against the triggering effect.	
Alignment Evil	Languages Common, Goblin	
Skills Athletics +5, History +6		
Str 14 (+3)	Dex 19 (+5)	Wis 14 (+3)
Con 15 (+3)	Int 11 (+1)	Cha 10 (+1)
Equipment leather armor, longsword, longbow, quiver of 30 arrows		

5 Hobgoblin Grunts (G)	Level 3 Minion	
Medium natural humanoid	XP 38 each	
Initiative +5	Senses Perception +2; low-light vision	
HP 1; a missed attack never damages a minion.		
AC 17 (19 with <i>phalanx soldier</i>); Fortitude 15, Reflex 13, Will 12		
Speed 6		
⊕ Longsword (standard; at-will) ♦ Weapon	+6 vs. AC; 5 damage.	
Hobgoblin Resilience (immediate reaction, when the hobgoblin grunt suffers an effect that a save can end; encounter)	The hobgoblin grunt makes a saving throw against the triggering effect.	
Phalanx Soldier	The hobgoblin grunt gains a +2 bonus to AC while at least one hobgoblin ally is adjacent to it.	
Alignment Evil	Languages Common, Goblin	
Skills Athletics +7, History +3		
Str 18 (+5)	Dex 14 (+3)	Wis 13 (+2)
Con 15 (+3)	Int 10 (+1)	Cha 9 (+0)
Equipment leather armor, light shield, longsword		

2 Hobgoblin Soldiers (S) **Level 3 Soldier**
XP 150 each

Medium natural humanoid

Initiative +7 **Senses** Perception +3; low-light vision
HP 47; **Bloodied** 23
AC 20 (22 with *phalanx soldier*); **Fortitude** 18, **Reflex** 16, **Will** 16
Speed 5

⊕ **Flail** (standard; at-will) ♦ **Weapon**
+7 vs. AC; 1d10 + 4 damage, and the target is marked and slowed until the end of the hobgoblin soldier's next turn.

↓ **Formation Strike** (standard; at-will) ♦ **Weapon**
Requires flail; +7 vs. AC; 1d10 + 4, and the hobgoblin soldier shifts 1 square provided it ends in a space adjacent to another hobgoblin.

Hobgoblin Resilience (immediate reaction, when the hobgoblin soldier suffers an effect that a save can end; encounter)
The hobgoblin soldier makes a saving throw against the triggering effect.

Phalanx Soldier
A hobgoblin soldier gains a +2 bonus to AC while at least one hobgoblin ally is adjacent to it.

Alignment Evil **Languages** Common, Goblin
Skills Athletics +10, History +8
Str 19 (+5) **Dex** 14 (+3) **Wis** 14 (+3)
Con 15 (+3) **Int** 11 (+1) **Cha** 10 (+1)
Equipment scale armor, heavy shield, flail

Hobgoblin Warcaster (W) **Level 3 Controller (Leader)**
XP 150

Medium natural humanoid

Initiative +5 **Senses** Perception +4; low-light vision
HP 46; **Bloodied** 23
AC 17; **Fortitude** 13, **Reflex** 15, **Will** 14
Speed 6

⊕ **Quarterstaff** (standard; at-will) ♦ **Weapon**
+8 vs. AC; 1d8 + 1 damage.

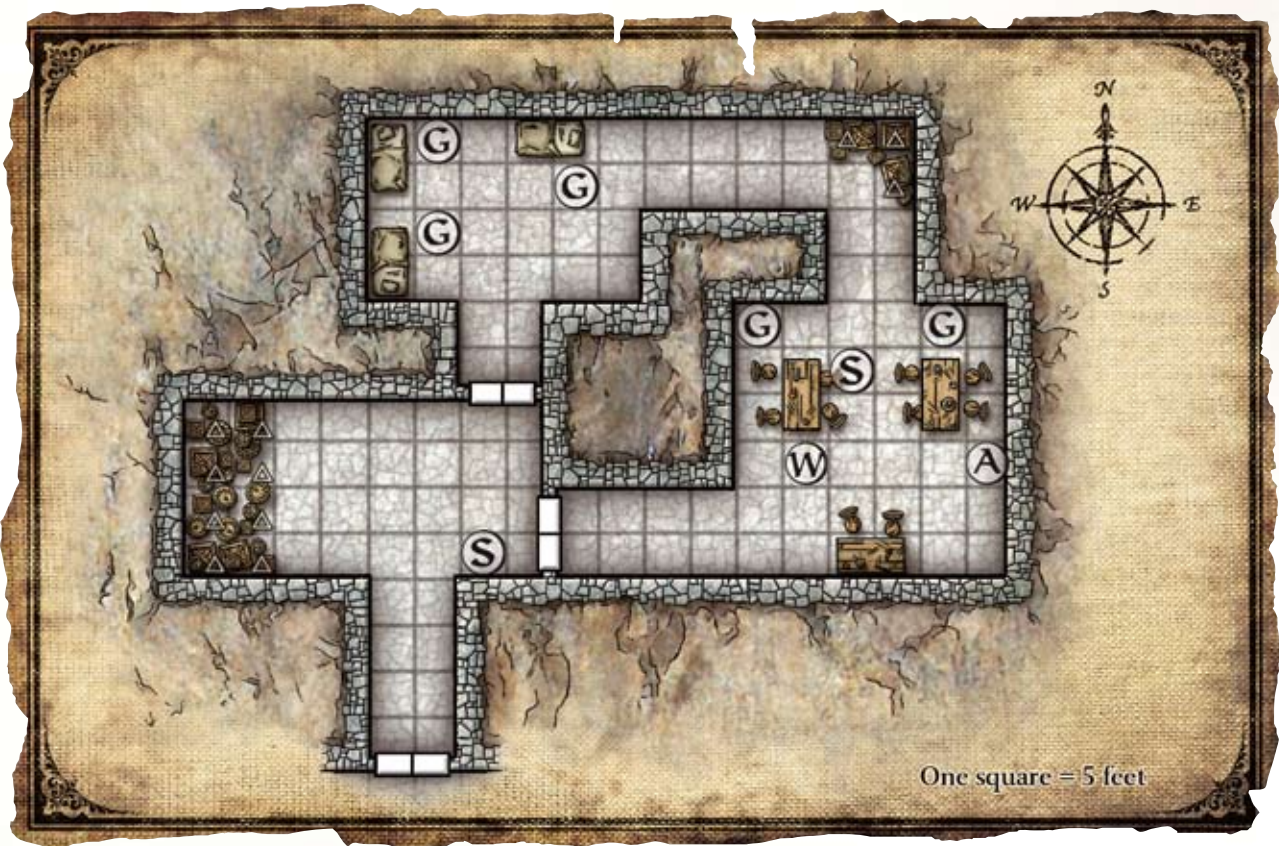
↓ **Shock Staff** (standard; recharge ☐☐☐) ♦ **Lightning, Weapon**
Requires quarterstaff; +8 vs. AC; 2d10 + 4 lightning damage, and the target is dazed until the end of the hobgoblin warcaster's next turn.

↘ **Force Lure** (standard; recharge ☐☐☐) ♦ **Force**
Ranged 5; +7 vs. Fortitude; 2d6 + 4 force damage, and the target slides 3 squares.

← **Force Pulse** (standard; recharge ☐☐) ♦ **Force**
Close blast 5; +7 vs. Reflex; 2d8 + 4 force damage, and the target is pushed 1 square and knocked prone. *Miss*: Half damage, and the target is neither pushed nor knocked prone.

Hobgoblin Resilience (immediate reaction, when the hobgoblin warcaster suffers an effect that a save can end; encounter)
The hobgoblin warcaster makes a saving throw against the triggering effect.

Alignment Evil **Languages** Common, Goblin
Skills Arcana +10, Athletics +4, History +12
Str 13 (+2) **Dex** 14 (+3) **Wis** 16 (+4)
Con 14 (+3) **Int** 19 (+5) **Cha** 13 (+3)
Equipment robes, quarterstaff



One square = 5 feet

AREA 14: THE WARCHIEF'S COUNCIL ROOM

Encounter Level 3 (802 XP)

SETUP

This area includes the Warchief's council room and private quarters. The trap (T) noted on the map is an alarm panel. Anyone who steps into these squares triggers the release of a portcullis 5 feet south of the trap that prevents further access to the area. See Features of the Area for more information.

This encounter includes the following creatures.

The Warchief, hobgoblin commander (W)

3 hobgoblin soldiers (S)

4 hobgoblin grunts (G)

Perception Check

DC 15 *A flagstone in the floor appears misaligned from the others around it.*

If the PCs trigger the trap, read:

A flagstone beneath your feet shifts. Ahead, an iron portcullis slams down, sealing the passageway ahead.

With the dropping of the portcullis, a silent alarm goes off in the two bedchambers connected to the council room.

When the PCs can see the council room, read:

A massive oaken table dominates the room. The table is scarred with burns and dagger cuts. Several mugs and crumbled parchments lie scattered across the table's surface.

The closed doors of each bedchamber contain a spy hole that allows those within to observe intruders before emerging. The Warchief waits in the southern bedchamber with four grunts, while three soldiers wait in the eastern bedchamber. The Warchief is taller and more muscular than any of the other hobgoblins in the complex. He carries himself with authority, glaring at all others as though they are lesser creatures.

If the alarm sounds, they watch to see if intruders enter the area, give them a moment to explore, then leap forth in ambush. The grunts emerge ahead of the Warchief, forming a protective phalanx for the hobgoblin commander.

If the Warchief launches an ambush, read:

The two doors in the chamber slam open and eight hobgoblins spill into the room. Pushing through a phalanx of hobgoblin grunts to the south is a particularly large hobgoblin with a steel eyepatch bolted to his skull over his left eye. He clutches a blood-stained spear with many notches carved into the haft, and his heavy shield is sheathed in flayed skin.

The hobgoblin leader calls to the others in Common, "Don't kill 'em. We can sell 'em to the Bloodreavers as slaves."

4 Hobgoblin Grunts (G)

Medium natural humanoid

Level 3 Minion

XP 38 each

Initiative +5 **Senses** Perception +2; low-light vision
HP 1; a missed attack never damages a minion.

AC 17 (19 with *phalanx soldier*); **Fortitude** 15, **Reflex** 13, **Will** 12

Speed 6

⊕ **Longsword** (standard; at-will) ♦ **Weapon**
+6 vs. AC; 5 damage.

Hobgoblin Resilience (immediate reaction, when the hobgoblin grunt suffers an effect that a save can end; encounter)

The hobgoblin grunt makes a saving throw against the triggering effect.

Phalanx Soldier

The hobgoblin grunt gains a +2 bonus to AC while at least one hobgoblin ally is adjacent to it.

Alignment Evil **Languages** Common, Goblin

Skills Athletics +7, History +3

Str 18 (+5) **Dex** 14 (+3) **Wis** 13 (+2)

Con 15 (+3) **Int** 10 (+1) **Cha** 9 (+0)

Equipment leather armor, light shield, longsword

3 Hobgoblin Soldiers (S)

Medium natural humanoid

Level 3 Soldier

XP 150 each

Initiative +7 **Senses** Perception +3; low-light vision
HP 47; **Bloodied** 23

AC 20 (22 with *phalanx soldier*); **Fortitude** 18, **Reflex** 16,
Will 16

Speed 5

⊕ **Flail** (standard; at-will) ♦ **Weapon**
+7 vs. AC; 1d10 + 4 damage, and the target is marked and slowed until the end of the hobgoblin soldier's next turn.

‡ **Formation Strike** (standard; at-will) ♦ **Weapon**

Requires flail; +7 vs. AC; 1d10 + 4, and the hobgoblin soldier shifts 1 square provided it ends in a space adjacent to another hobgoblin.

Hobgoblin Resilience (immediate reaction, when the hobgoblin soldier suffers an effect that a save can end; encounter)

The hobgoblin soldier makes a saving throw against the triggering effect.

Phalanx Soldier

A hobgoblin soldier gains a +2 bonus to AC while at least one hobgoblin ally is adjacent to it.

Alignment Evil **Languages** Common, Goblin

Skills Athletics +10, History +8

Str 19 (+5) **Dex** 14 (+3) **Wis** 14 (+3)

Con 15 (+3) **Int** 11 (+1) **Cha** 10 (+1)

Equipment scale armor, heavy shield, flail

The Warchief (W) Level 5 Soldier (Leader)
Medium natural humanoid, hobgoblin XP 200

Initiative +8 **Senses** Perception +5; low-light vision

HP 64; **Bloodied** 32

AC 21 (23 with *phalanx soldier*); **Fortitude** 21, **Reflex** 18, **Will** 19

Speed 5

⚔ **Spear** (standard; at-will) ⚔ **Weapon**
+12 vs. AC; 1d8 + 5 damage; see also *lead from the front*. If the Warchief commander hits with an opportunity attack, he shifts 1 square.

⬅ **Tactical Deployment** (minor; recharge ☒ ☒)
Close burst 5; allies in the burst shift 3 squares.

Lead from the Front

Whenever the Warchief's melee attack hits an enemy, allies gain a +2 bonus to attack rolls and damage rolls against that enemy until end of the Warchief's next turn.

Hobgoblin Resilience (immediate reaction, when the Warchief suffers an effect that a save can end; encounter)

The Warchief makes a saving throw against the triggering effect.

Phalanx Soldier

The Warchief gains a +2 bonus to AC while at least one hobgoblin ally is adjacent to him.

Alignment Evil **Languages** Common, Goblin

Skills Athletics +14, Intimidate +7, Stealth +11

Str 20 (+7) **Dex** 14 (+4) **Wis** 16 (+5)

Con 16 (+5) **Int** 12 (+3) **Cha** 10 (+2)

Equipment scale armor, heavy shield, spear

FEATURES OF THE AREA

Illumination: Dim Light

Crates and Boxes: These containers hold slightly more palatable fare than the crates in the hobgoblin barracks. A DC 10 Perception check allows a PC to uncover a wooden crate containing four corked bottles of fine red wine (value 5 gp each).

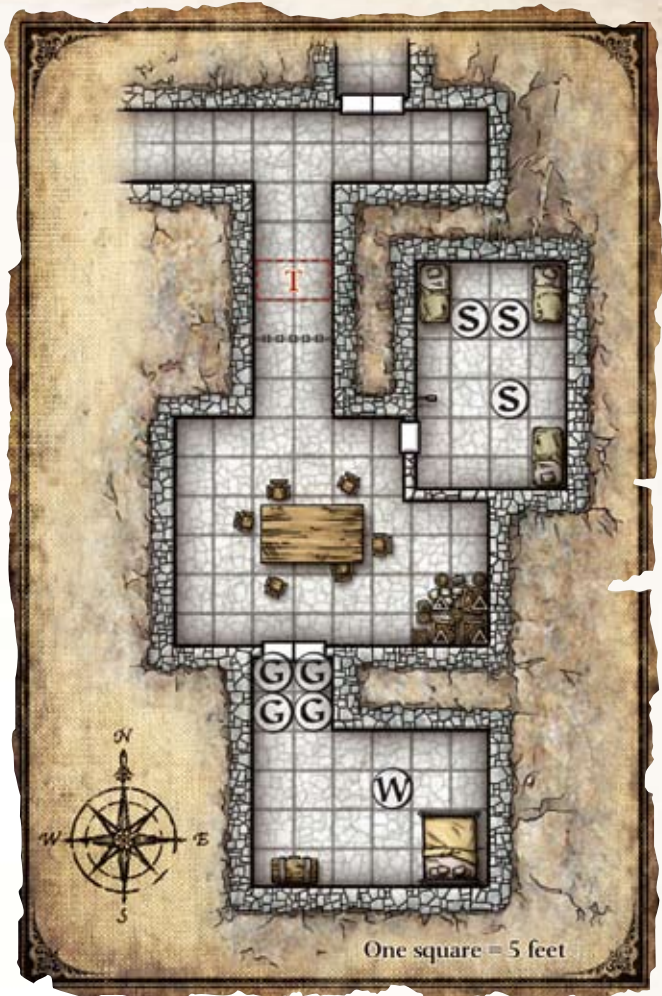
Beds: These have simple wooden frames with flea-ridden straw mattresses. The bed in the Warchief's room has a mattress stuffed with down.

Table: This scarred table is where the Warchief fantasizes about the army he hopes to one day command. The crumpled papers found on the table are crude plans depicting an attack on Winterhaven involving twenty hobgoblins and several hundred undead.

Portcullis: PCs can bypass the lowered portcullis from the north by attempting to break the bars. A PC can do so with a DC 20 Strength check. Up to two additional PCs can help, each adding +2 to the first's score if they achieve a Strength check result of 10 or higher.

Treasure: The Warchief's room contains 380 gp and a +1 vicious short sword in an iron-bound wooden chest.

+1 **Vicious Short Sword:** This short sword (value 520 gp) provides its user with a +1 enhancement bonus to attack rolls and damage rolls. In addition, it deals an extra 1d12 damage on a critical hit (instead of the normal 1d6 damage for a +1 weapon).



AREA 14: WARCHIEF'S COUNCIL ROOM

TACTICS

Hobgoblins attempt to gain a round of surprise by launching an ambush at unsuspecting PCs.

Regardless of whether surprise can be achieved, the Warchief leads the attack. Once combat begins, the Warchief and his soldiers concentrate on one or two PCs, attempting to take them down before moving on to the next target. In battle, the Warchief tries to demoralize enemies with phrases such as "You fight like a kobold!" and "Why do I need guards? I could defeat you all by myself!" If he manages to reduce an enemy to 0 hit points, he laughs and says, "You will make feeble slaves."

If a hobgoblin's attack reduces an enemy to 0 hit points, the hobgoblin chooses to render the enemy unconscious. The Warchief would like to capture the PCs and sell them as slaves to a hobgoblin band known as the Bloodreavers. However, the hobgoblins will use lethal force if necessary.

AREA 15: CORRIDORS OF THE CUBE

Encounter Level 3 (750 XP)

SETUP

PCs who investigate this area soon learn why hobgoblins avoid this place.

The eastern section of this area contains two alcoves, the first of which holds a ravenous gelatinous cube. The second alcove is empty except for a small, impassable crack through which the cube oozed into the area.

This encounter includes the following creatures.

- 1 **gelatinous cube** (G)
- 2 **corruption corpses** (C)

When the PCs approach the double doors, read:

A board has been nailed across these doors. Scrawled on the door in the Common script is the word "Closed."

The PCs can pry open the doors with a DC 15 Strength check.

When the adventurers enter this area, read:

The doors open to reveal a short, 10-foot-wide corridor that splits left and right. The floor is remarkably clean and dust free.

The alcove where the gelatinous cube hides is close enough to the entry corridor that the creature can detect the approach of the PCs with its tremorsense. If the PCs head west, the cube follows and cuts off escape. If the PCs venture east, it emerges from the alcove and tries to separate its potential prey into two groups.

The gelatinous cube might gain a surprise round if the PCs fail to perceive it. Roll initiative when the PCs become aware of the creature.

Perception Check

DC 25 *Within this 10-foot-by-10-foot alcove is a cube-shaped mass of translucent slime.*

Four stone sarcophagi are located in the southwestern portion of this area, lining the western wall. Two of them contain corruption corpses.

The chamber in the southeast is empty except for a small treasure chest. The door is locked (DC 20 Thievery check or DC 18 Strength check to open). The corruption corpses burst out of their sarcophagi if the door room is opened. The sarcophagi are difficult to open from the outside, requiring a DC 20 Strength check. If PCs do manage to open one, the occupant immediately attacks.

When the PCs open the door to the southeast room, read:

As the door swings open, the sound of two loud bangs comes from behind you.

TACTICS

The cube and the undead inadvertently work to catch intruders between them. The cube advances toward the PCs slowly, but its size makes it impossible to bypass the creature while it remains in the corridors. Both undead and cube pursue the PCs anywhere within this area. The undead do not leave the area, but the cube might leave in pursuit of prey; its amorphous nature allows it to squeeze through doorways without being slowed. If the cube has a choice between attacking a PC and an undead, the cube doesn't differentiate between its potential victims, attacking the closest.

Gelatinous Cube (G)	Level 5 Elite Brute	
Large natural beast (blind, ooze)	XP 400	
Initiative +4	Senses Perception +3; tremorsense 5	
HP 152; Bloodied 76		
AC 18; Fortitude 18, Reflex 16, Will 15		
Immune gaze; Resist 10 acid		
Saving Throws +2		
Speed 3; see also <i>engulf</i>		
Action Points 1		
⊕ Slam (standard; at-will)		
+10 vs. Fortitude; 2d6 + 2 damage, and the target is immobilized (save ends).		
⊕ Engulf (standard; at-will) ♦ Acid		
The gelatinous cube attacks one or two Medium or smaller targets: +8 vs. Reflex (automatically hits an immobilized creature). On a hit, the target is grabbed and pulled into the cube's space; the target is dazed and takes ongoing 10 acid damage until it escapes the grab. A creature that escapes the grab shifts into a square of its choosing adjacent to the cube. The cube can move normally while engulfing creatures.		
Translucent		
A gelatinous cube is invisible until seen (Perception DC 25) or until it attacks. Creatures that fail to notice the gelatinous cube might walk into it, automatically becoming engulfed.		
Alignment Unaligned	Languages –	
Skills Stealth +9		
Str 14 (+4)	Dex 14 (+4)	Wis 13 (+3)
Con 16 (+5)	Int 1 (-3)	Cha 1 (-3)

2 Corruption Corpses (C) Level 4 Artillery
Medium natural animate (undead) XP 175 each

Initiative +3 **Senses** Perception +3; darkvision
Grave Stench aura 1; living enemies in the aura take a -5 penalty to attack rolls.

HP 46; **Bloodied** 23; see also *death burst*

Regeneration 5 (if the corruption corpse takes radiant damage, regeneration doesn't function on its next turn)

AC 17; **Fortitude** 16, **Reflex** 14, **Will** 14

Immune disease, poison; **Resist** 10 necrotic; **Vulnerable** 5 radiant

Speed 4

⊕ **Slam** (standard; at-will)
+8 vs. AC; 1d6 + 3 damage.

↗ **Mote of Corruption** (standard; at-will) ◆ **Necrotic**
The corruption corpse hurls a black glob of necrotic filth: Ranged 10; +7 vs. Reflex; 2d6 + 3 necrotic damage, and the target is weakened (save ends).

⚡ **Death Burst** (when reduced to 0 hit points) ◆ **Necrotic**
The corruption corpse explodes: Close burst 1; +7 vs. Fortitude; 2d6 + 3 necrotic damage.

Alignment Unaligned

Str 16 (+5) **Dex** 13 (+3)

Con 16 (+5) **Int** 4 (-1)

Languages –

Wis 12 (+3)

Cha 3 (-2)

FEATURES OF THE AREA

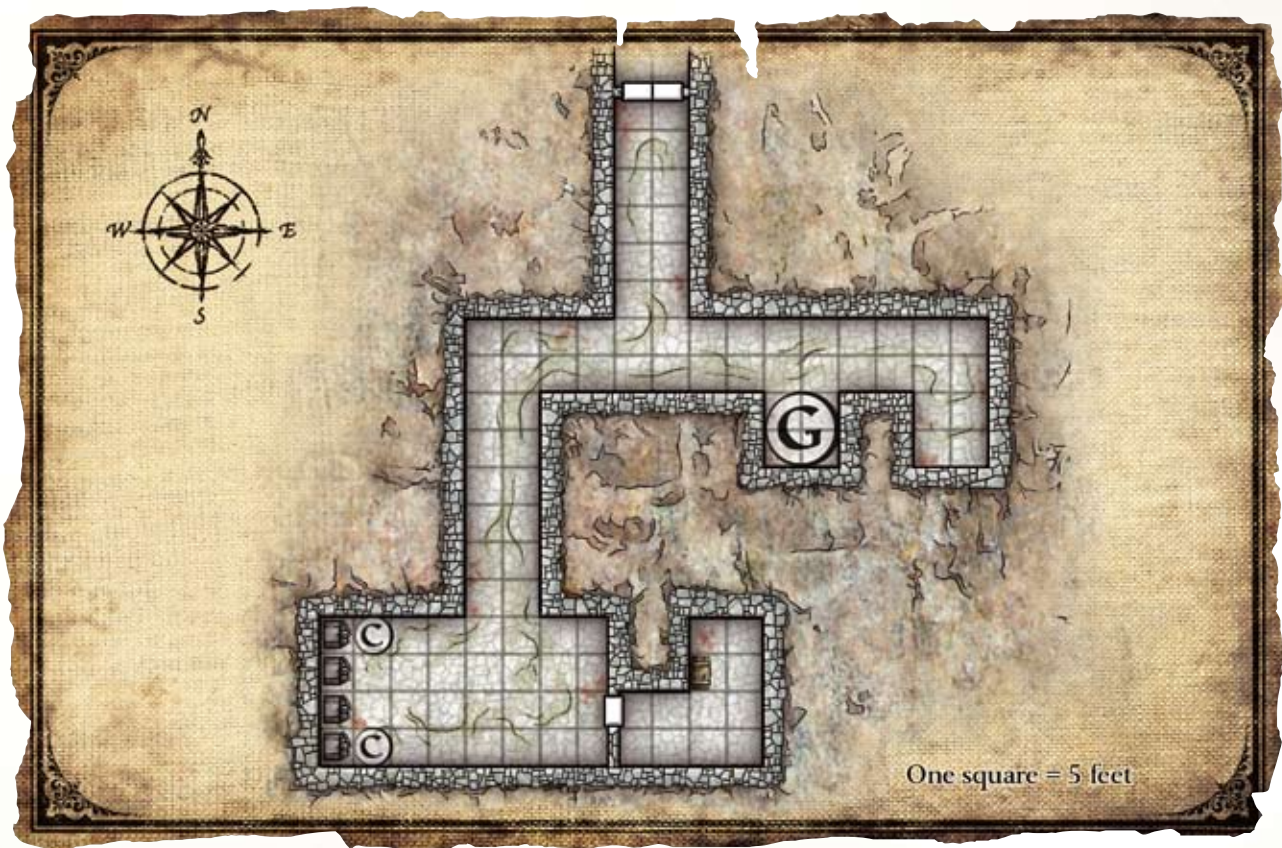
Illumination: Darkness.

Sarcophagi: These massive stone coffins bear little ornamentation. Each is sealed and requires a DC 18 Strength check to pry open. Alternatively, each sarcophagus has 100 hit points, AC 18, other defenses 16, and resist 5 to all damage.

Treasure: The chest inside the southeastern room contains various belongings of Sir Keegan's children. The chest is of nominal value and is not locked, but it does bear the image of a dragon. A PC can identify the dragon as Bahamut with a DC 10 Religion check.

Amid the stale, moldering clothes of a young boy and young girl is a small gold medallion (worth 250 gp) with the name "Drystan Keegan" etched into it and a thin platinum bracelet (worth 200 gp) with the name "Ceinwein Keegan" etched into it. Also among the items is a wooden toy sword, a child's doll, a hairbrush with a mother-of-pearl handle (5 gp), and a *safewing amulet* +1.

Safewing Amulet +1: This amulet (value 680 gp) grants a +1 enhancement bonus to Fortitude, Reflex, and Will defense. The amulet's wearer lands on his feet after a fall and treats the distance fallen as 10 feet shorter for purposes of calculating damage.



AREA 16: CHAMBER OF STATUES

Encounter Level 2 (650 XP)

SETUP

This chamber is one large death trap. An individual of Evil alignment or in the company of Kalarel can pass through this chamber without peril. Anyone else who enters must cope with the traps.

This chamber is dark. Do not describe any of the details to the players unless the characters have a light source.

When the adventurers enter this chamber, read:

The 30-foot-high room looks vaguely like a memorial. To the west, a 20-foot-tall statue of a warrior in plate armor stands atop a raised dais and holds an outstretched sword. In the corners of the eastern wall sit two statues of crouching dragons. To the south, an entryway leads to a set of double doors. In the entryway stand four more statues of small, cherubic figures holding vases above their heads.

Perception Check

DC 15 *The dust around the statues seems slightly disturbed.*

TACTICS

When a trap activates, the door to the north closes and locks (DC 25 Thievery check to open). The activating trap gains a surprise round; at that point, roll for initiative. (Each trap has its own initiative modifier.)

The giant warrior statue trap slams characters with its sword, delivering damage to any characters in a wide area and knocking them prone. The dragon statues blast energy that not only harms characters but also drives them back within the warrior statue's reach.

Character caught in the whirlpool trap must destroy all four of the vases held by the cherub statues to deactivate the magic walls and stop the flow of water. The vases can be attacked only from inside the trapped area. Anyone in the trap or adjacent to the trapped area when the arcane walls disappear slides 5 squares due north (possibly into the range of the great warrior statue).

Characters can neutralize the whirlpool trap entirely by attacking the vases without setting foot in the trapped area between the cherub statues; see the whirlpool trap's statistics block for the vases' statistics.

Although PCs need not destroy the great warrior statue or the dragon statues to proceed forward, they must eliminate two of the cherub statues to deactivate the arcane walls and gain access to the southern doors. All traps cease their attacks after 5 minutes, and the northern door unlocks. Characters entering from the south might again trigger the traps as they leave if they did not destroy them earlier.

TRAPS

Traps can be as deadly as any monsters. There are three traps in this chamber.

When any trap activates, read:

The doors to the north crash shut, followed by the sound of large, heavy bolts sliding into place.

GIANT WARRIOR STATUE

The massive statue to the west occupies a 2-square-by-2 square space atop a dais and swings a giant sword.

Giant Warrior Statue Trap

Level 4 Blaster
XP 175

This 20-foot-tall, articulated sword-wielding statue swings its weapon in a deadly arc.

Trap: Each round on its initiative, the statue swings its sword, attacking all non-Evil creatures in a close burst 4. (For purposes of counting squares, the statue occupies the 2 x 2 area in the middle of the dais.)

Perception

- ◆ DC 10: The character realizes that the statue is articulated.
- ◆ DC 15: The character notices a well-hidden access panel on the statue's dais.

Initiative +7

Trigger

When a creature moves within 4 squares of the giant warrior statue or when another trap in the room activates, the statue rolls initiative.

Attack

Standard Action Close burst 4

Targets: All non-Evil creatures in the burst

Attack: +9 vs. AC

Hit: 1d8 + 6 damage, and the target is knocked prone.

Countermeasures

- ◆ A character can make a DC 15 Athletics check to climb onto the statue. The statue cannot attack a character that has climbed onto it.
- ◆ The statue stops attacking if it reduced to 0 hit points. The statue has the following statistics: AC 12, Fortitude 10, Reflex 5, hp 50, resist 5 to all damage.
- ◆ A character adjacent to the statue can access a secret panel to disable the trap. Disabling the trap requires a total of 4 successful DC 17 Thievery checks.

DRAGON STATUES

The dragon statues belch magical energy that pushes creatures into striking range of the giant warrior statue.

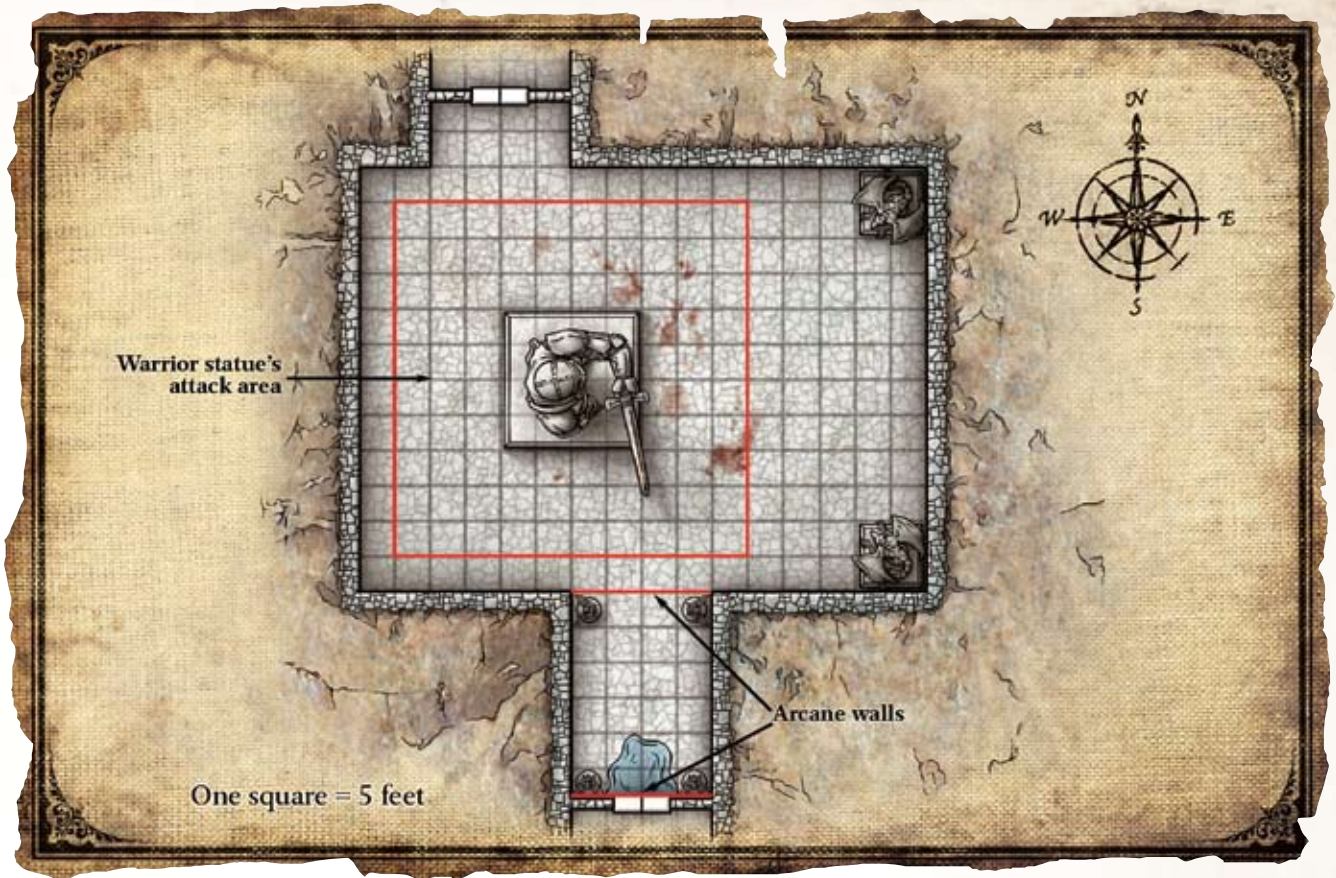
2 Dragon Statues Trap

Level 3 Blaster
XP 150 each

Magical energy spews from the mouths of these dragon statues.

Trap: Each round on its initiative, a dragon statue unleashes a blast of force that pushes creatures away from it.

Perception



- ◆ DC 10: The character sees arcane symbols carved into the dragon statue.

Arcana

- ◆ DC 17: The character realizes that the arcane symbols on the dragon statues allow it to breathe blasts of force.

Initiative +3

Trigger

When a creature moves within 5 squares of either dragon statue, the statue rolls initiative.

Attack

Standard Action Close blast 5

Targets: All creatures in the blast

Attack: +7 vs. Reflex

Hit: 1d6 + 6 force damage, and the target is pushed 3 squares.

Countermeasures

- ◆ A character can make a DC 15 Athletics check to climb onto a dragon statue. A statue cannot attack a character that has climbed onto it.
- ◆ A statue stops attacking if it reduced to 0 hit points. Each statue has the following statistics: AC 15, Fortitude 10, Reflex 5, hp 40, resist 5 to all damage.
- ◆ A character adjacent to the statue can disable its trap by disfiguring or altering some of the arcane symbols carved into the statue. Disabling a dragon statue requires a total of 4 successful DC 15 Arcana or Thievery checks.

WHIRLPOOL TRAP

This trap activates when a non-Evil creature enters the 4-square-by-4-square area between the four cherub statues.

Whirlpool Trap

Level 4 Obstacle Trap
XP 175

The four cherub statues tip their vases downward and release a deluge of water. At the same time, transparent walls shimmer into existence, cutting off all avenues of escape.

Trap: Two indestructible walls of arcane energy appear (as shown on the map), trapping creatures in the 4-square-by-6-square hallway with the cherub statues, which begin pouring water into the hall. At the start of the trap's third turn, when the water is 5 feet deep, a whirlpool forms and batters all creatures trapped in the hall.

Perception

- ◆ DC 10: The vases are inscribed with arcane symbols.
- Initiative** +2

Trigger

When a creature moves into the 4-square-by-4-square area between the statues, the arcane walls appear and the trap rolls initiative. At the start of the trap's third turn and each turn thereafter, the whirlpool attacks on its turn.

Attack

Standard Action

Targets: All creatures trapped between the arcane walls.

Effect: 1d8 + 2 damage, the target slides adjacent to a random cherub statue, and the target is slowed and takes a -5 penalty to attack rolls and skill checks until the end of the trap's next turn.

Countermeasures

- ◆ If all four cherub vases are destroyed, the arcane walls disappear and the statues stop pouring water. Each vase has the following statistics: AC 20, other defenses 15, hp 10.

AREA 17: GHOUL WARREN

Encounter Level 5 (1,031 XP)

SETUP

Kalarel keeps several undead servants in this chamber as additional security for the deeper chambers, wherein the death cultist seeks to unseal the rift.

Though only one of the creatures here is a ghoul, the zombie rotters and zombies have adopted the behavior of their more powerful ally, mimicking the ghoul's penchant for eating flesh.

This encounter includes the following creatures.

- 1 ghoul (G)
- 12 zombie rotters (R)
- 2 zombies (Z)
- Kalarel's clay scout (S)

When adventurers open the door to this chamber, read:

The smell of rotting meat pours from this chamber. Gnawed, partially eaten humanoid corpses are strewn everywhere.

Perception Check

DC 13 *A small tunnel in the lower western wall is visible behind a partially eaten corpse.*

If adventurers traverse the short tunnel, read:

This narrow tunnel opens into a brick-lined chamber splayed with the half-eaten remains of goblins, hobgoblins, humans, elves, and forest creatures. The victims' belongings lie in disarray amid the gore.

TACTICS

Most of the creatures in this area move to attack as soon as they detect intruders. The ghoul allows the zombies to surround the adventurers first. Then, once the PCs' movement is restricted, it attacks and immobilizes the PCs.

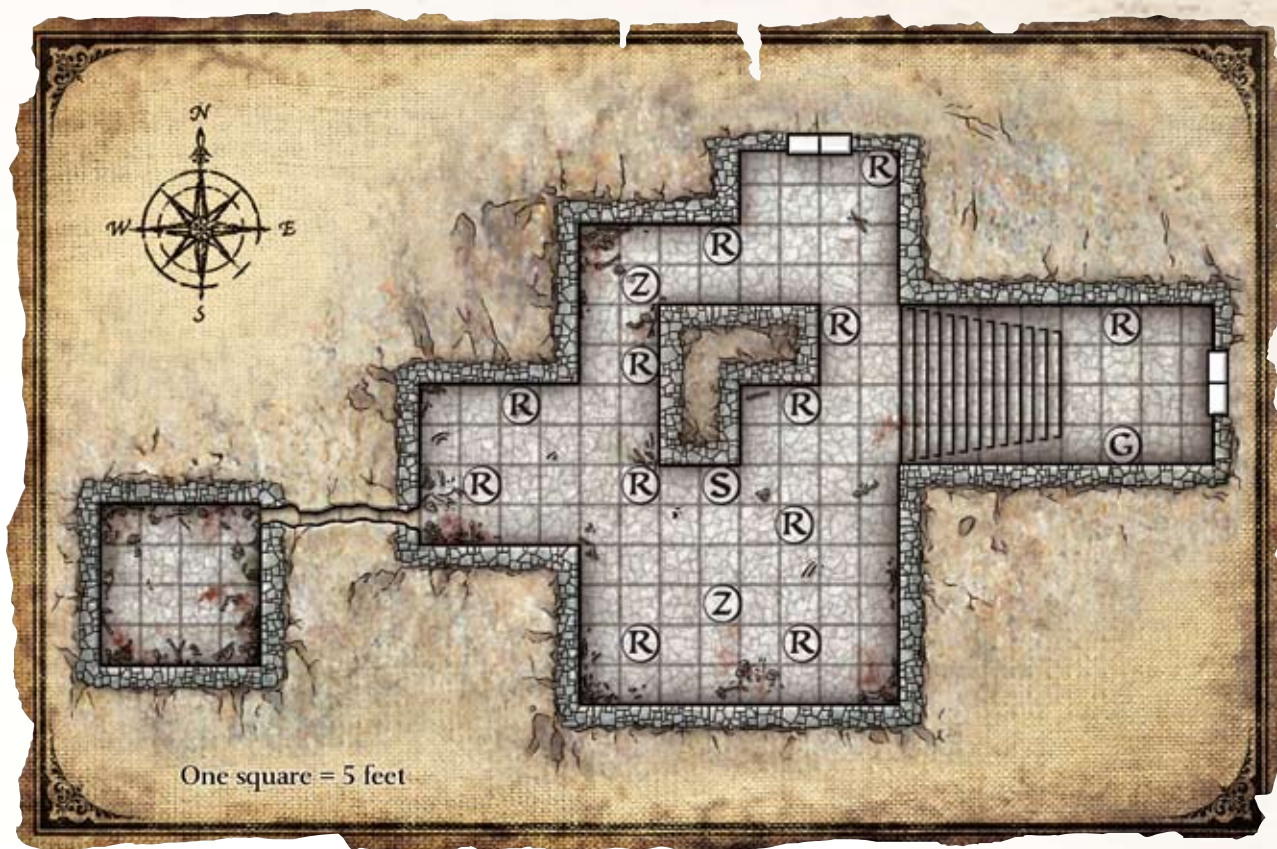
Kalarel's clay scout homunculus hovers amid the zombies, attacking a PC that the zombies have surrounded. If the PCs have defeated the ghoul or more than half of the zombies, the clay scout flees to warn Kalarel of the situation. A DC 18 Perception check allows a PC to notice the departing homunculus.

The creatures in this area, if not disposed of, pursue the PCs into Area 18 or back into Area 16. If the characters re-enter Area 16, either they or their pursuers might trigger any traps that weren't destroyed or disabled. Zombies pursue the PCs using the most direct path, regardless of the hazards in Area 16. The ghoul, on the other hand, remains outside any traps' area of effect. The clay scout remains in Area 17 or flees to warn Kalarel about the approaching adventurers.

Ghoul (G)		Level 5 Soldier
Medium natural humanoid (undead)		
Initiative +8	Senses Perception +2; darkvision	
HP 63; Bloodied 31		
AC 21; Fortitude 18, Reflex 20, Will 17		
Immune disease, poison; Resist 10 necrotic; Vulnerable 5 radiant		
Speed 8, climb 4		
⊕ Claws (standard; at-will)		
+12 vs. AC; 1d6 + 4 damage, and the target is immobilized (save ends).		
⊖ Ghoulish Bite (standard; at-will)		
Target must be immobilized, stunned, or unconscious; +10 vs. AC; 3d6 + 4 damage, and the target is stunned (save ends).		
Alignment Chaotic evil	Languages Common	
Skills Stealth +11		
Str 14 (+4)	Dex 19 (+6)	Wis 11 (+2)
Con 15 (+4)	Int 10 (+2)	Cha 12 (+3)

12 Zombie Rotters (R)		Level 3 Minion
Medium natural animate (undead)		
Initiative -1	Senses Perception +0; darkvision	
HP 1; a missed attack never damages a minion.		
AC 13; Fortitude 13, Reflex 9, Will 10		
Immune disease, poison		
Speed 4		
⊕ Slam (standard; at-will)		
+6 vs. AC; 5 damage.		
Alignment Unaligned	Languages -	
Str 14 (+3)	Dex 6 (-1)	Wis 8 (+0)
Con 10 (+1)	Int 1 (-4)	Cha 3 (-3)

2 Zombies (Z)		Level 2 Brute
Medium natural animate (undead)		
Initiative -1	Senses Perception +0; darkvision	
HP 40; Bloodied 20; see also <i>zombie weakness</i>		
AC 13; Fortitude 13, Reflex 9, Will 10		
Immune disease, poison; Resist 10 necrotic; Vulnerable 5 radiant		
Speed 4		
⊕ Slam (standard; at-will)		
+6 vs. AC; 2d6 + 2 damage.		
⊖ Zombie Grab (standard; at-will)		
+4 vs. Reflex; the target is grabbed (until escape). Checks made to escape the zombie's grab take a -5 penalty.		
Zombie Weakness		
Any critical hit to the zombie reduces it to 0 hit points instantly.		
Alignment Unaligned	Languages -	
Str 14 (+3)	Dex 6 (-1)	Wis 8 (+0)
Con 10 (+1)	Int 1 (-4)	Cha 3 (-3)



One square = 5 feet

Kalarel's Clay Scout Level 2 Lurker
Small natural animate (construct, homunculus) XP 125

Initiative +7 **Senses Perception** +6; darkvision

HP 31; **Bloodied** 15

AC 16; **Fortitude** 13, **Reflex** 14, **Will** 15

Immune disease, poison

Speed 6, fly 3 (clumsy)

⚔ **Bite** (standard; at-will) ♦ **Poison**

+3 vs. AC; 1d6 damage, and the homunculus makes a secondary attack against the same target. *Secondary Attack*: +2 vs. Fortitude; the target is slowed (save ends).

✂ **Mind Touch** (standard; at-will) ♦ **Psychic**

Ranged 10; +5 vs. Reflex; 1d6 + 3 psychic damage, and the target is dazed (save ends).

Limited Invisibility ♦ **Illusion**

The clay scout is invisible to dazed creatures.

Redirect (immediate interrupt, when targeted by a melee or ranged attack; at-will)

The clay scout makes an attack against the attacker: +4 vs. Will; on a hit, the triggering attack targets a creature adjacent to the clay scout instead (as chosen by the clay scout).

Alignment Unaligned

Languages –

Skills Stealth +8

Str 10 (+1)

Dex 15 (+3)

Wis 10 (+1)

Con 13 (+2)

Int 10 (+1)

Cha 16 (+4)

FEATURES OF THE AREA

Illumination: Darkness.

Tunnel: The ghoul dug a tunnel that leads to a smaller room to the west. The tunnel is 2½ feet in diameter, large enough for a Medium creature to squeeze through. A Medium creature squeezing through this narrow space moves at half speed and grants combat advantage to all foes. Medium creatures have a -5 penalty on attack rolls until they return to open space. Each time a Medium creature squeezes, it provokes opportunity attacks from adjacent foes. Small creatures can move through the tunnel unhampered.

Treasure: The shredded clothing, rusted armor and swords, and other personal belongings of past meals are gathered in the small room at the end of the tunnel. A few minutes of scavenging uncovers a *bag of holding* with 176 gp inside. It is the only object of value in this area.

Bag of Holding: This bag (value 1,000 gp) can hold objects weighing up to 200 pounds and having a total volume of up to 20 cubic feet, but it always weighs just 1 pound no matter how full it is. Drawing an item from the bag requires a minor action.

AREA 18: CATHEDRAL OF SHADOW

Encounter Level 4 (975 XP)

SETUP

This unholy area serves as a subtemple to the one below, which is accessible through the pit in the center of the chamber. The blood from creatures sacrificed here runs into the pit and aids Kalarel in his unholy rites.

The characters enter this area from Area 17, appearing in the hallway on the western edge of the map.

This encounter includes the following creatures.

1 Orcus underpriest (U)

2 Orcus berserkers (B)

1 dark creeper (C)

5 vampire spawn fleshrippers (V)

When the adventurers enter the cathedral from the western hall, read:

Crimson streams trail across the floor and flow through a grate surrounding a hole in the floor of this shadowy cathedral. A dais along the eastern wall appears to supply the blood. A human in dark robes stands before a wall carving that depicts a ram-headed demon. The robed figure holds up a knife and sings the praises of the demon lord Orcus! A tattoo of a ram's skull covers the man's face.

Blue-green light emanates from crystal columns. Standing next to two of these columns are powerful humans clad in dark leather armor and carrying axes, their spit-flecked lips moving in unending prayers.

Perception Check

DC 11 Large chains allow access into the central hole in the floor.

DC 16 You sense the presence of more figures lurking in the shadows to the north.

5 Vampire Spawn Fleshrippers (V) Level 5 Minion
Medium natural humanoid (undead) XP 50 each

Initiative +5 **Senses** Perception +3; darkvision

HP 1; a missed attack never damages a minion.

AC 20; **Fortitude** 17, **Reflex** 18, **Will** 17

Immune disease, poison; **Resist** 5 necrotic

Speed 7, climb 4 (spider climb)

⚔ **Claws** (standard, at-will) ♦ **Necrotic**

+11 vs. AC; 5 necrotic damage (7 necrotic damage against a bloodied target).

Destroyed by Sunlight

A vampire spawn that begins its turn in direct sunlight can take only a single move action on its turn. If it ends the turn in direct sunlight, it burns to ash and is destroyed.

Alignment Evil **Languages** Common

Str 14 (+4) **Dex** 16 (+5) **Wis** 12 (+3)

Con 14 (+4) **Int** 10 (+2) **Cha** 14 (+4)

Orcus Underpriest (U) Level 5 Controller (Leader)
Medium natural humanoid, human XP 200

Initiative +4 **Senses** Perception +3

Blessing of Orcus aura 10; allies in the area gain *death attack* (see below)

HP 64; **Bloodied** 32; see also *closer to Orcus*

AC 19; **Fortitude** 17, **Reflex** 14, **Will** 17

Speed 6

⚔ **Mace** (standard; at-will) ♦ **Weapon**

+10 vs. AC; 1d8 + 3 damage.

☞ **Shadow Curse** (standard; at-will) ♦ **Necrotic**

Ranged 5; +8 vs. Fortitude; 1d8 + 8 necrotic damage, and the target takes a -2 penalty to AC until the end of the Orcus underpriest's next turn.

Infuse with Shadow (standard; recharge ☞ ☞) ♦ **Healing**

An ally within 5 squares of the Orcus underpriest gains a +5 bonus to attack rolls until the end of its next turn and also regains 10 hit points.

Closer to Orcus (while bloodied)

The Orcus underpriest gains a +2 bonus to melee attack rolls and a +3 bonus to melee damage rolls.

Death Attack (when reduced to 0 hit points)

The Orcus underpriest makes a melee or ranged basic attack.

Alignment Evil **Languages** Common, Goblin

Skills Religion +8

Str 17 (+5) **Dex** 14 (+4) **Wis** 12 (+3)

Con 16 (+5) **Int** 11 (+2) **Cha** 17 (+5)

Equipment cloth armor, mace

2 Orcus Berserkers (B) Level 4 Brute
Medium natural humanoid, human XP 175 each

Initiative +3 **Senses** Perception +2

HP 66; **Bloodied** 33; see also *battle fury*

AC 15; **Fortitude** 15, **Reflex** 14, **Will** 14

Speed 7

⚔ **Greataxe** (standard; at-will) ♦ **Weapon**

+7 vs. AC; 1d12 + 4 damage (crit 1d12 + 16).

⚔ **Battle Fury** (free, when first bloodied; encounter)

The human berserker makes a melee basic attack with a +4 bonus to the attack roll and deals an extra 1d6 damage on a hit.

☞ **Handaxe** (standard; at-will) ♦ **Weapon**

Range 5/10; +5 vs. AC; 1d6 + 3 damage.

Alignment Evil **Languages** Common

Skills Athletics +10, Endurance +10

Str 17 (+5) **Dex** 12 (+3) **Wis** 11 (+2)

Con 16 (+5) **Int** 10 (+2) **Cha** 12 (+3)

Equipment leather armor, greataxe, 2 handaxes

Dark Creeper (C) Small shadow humanoid	Level 4 Skirmisher XP 175
Initiative +8 Senses Perception +4; darkvision	
HP 54; Bloodied 27; see also <i>killing dark</i>	
AC 18 (see also <i>dark step</i>); Fortitude 15, Reflex 17, Will 15	
Speed 6	
⊕ Dagger (standard; at-will) ♦ Weapon +9 vs. AC; 1d4 + 4 damage.	
↗ Dagger (standard; at-will) ♦ Weapon Range 5/10; +9 vs. AC; 1d4 + 4 damage.	
↖ Killing Dark (when reduced to 0 hit points) Close burst 1; targets enemies; each target is blinded (save ends). When slain, a dark creeper explodes in a spout of darkness.	
Combat Advantage The dark creeper deals an extra 1d6 damage on melee and ranged attacks against any target it has combat advantage against.	
Dark Step (move; at-will) The dark creeper moves up to 4 squares, gains a +4 bonus to AC against opportunity attacks, and gains combat advantage against any target that it ends its move adjacent to.	
Alignment Unaligned	Languages Common
Skills Stealth +11, Thievery +11	
Str 11 (+2)	Dex 18 (+6)
Con 14 (+4)	Int 13 (+3)
Wis 14 (+4)	Cha 13 (+3)
Equipment black garments, 5 daggers	

TACTICS

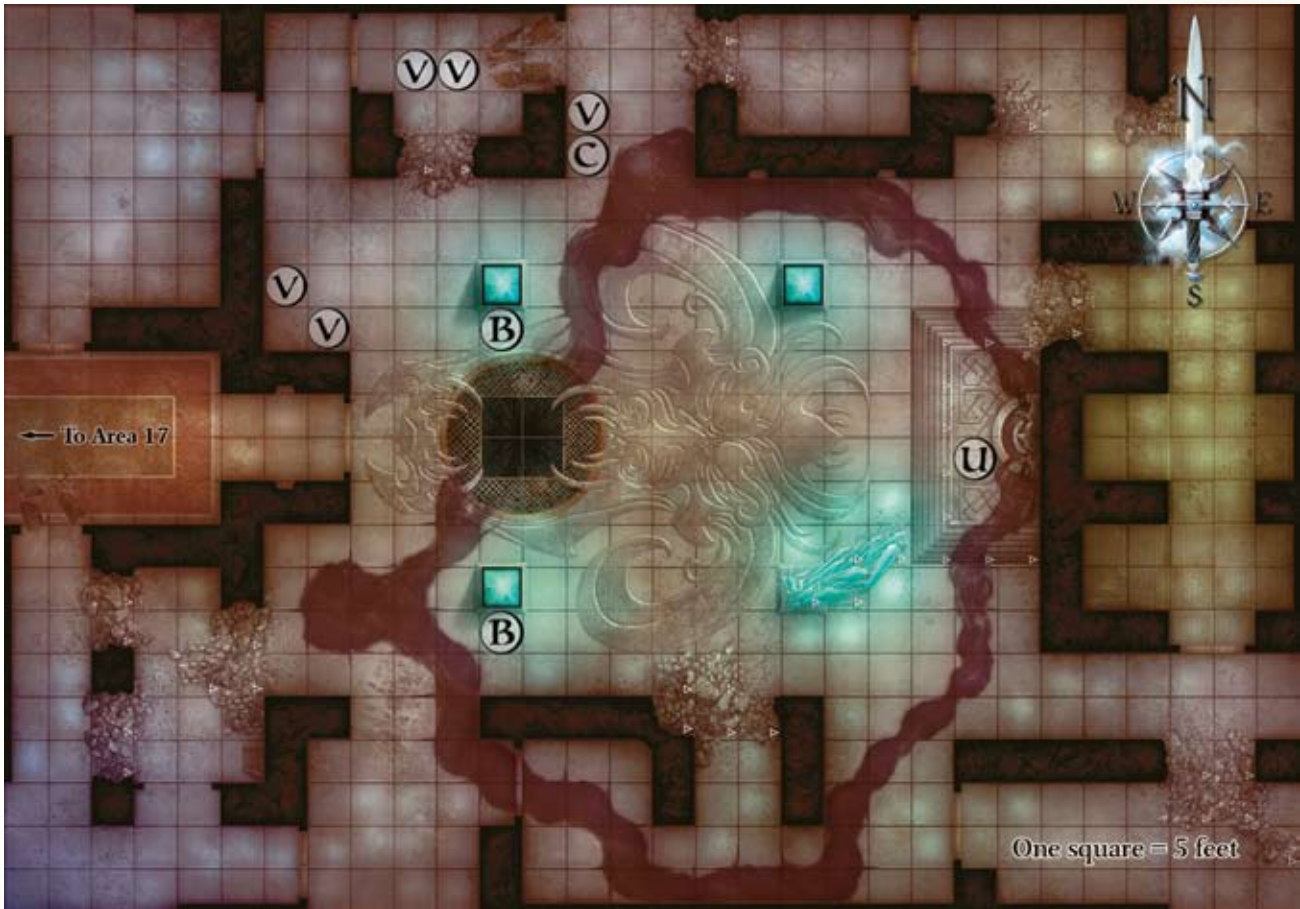
The berserkers charge the PCs as soon as they enter the area, trying to keep them engaged. Meanwhile, the dark creeper works in concert with the vampire spawn to flank targets. Finally, the underpriest fights near the berserkers and vampire minions, attacking PCs while using *infuse with shadow* to bolster its followers and buy Kalarel the time he needs to finish his ritual and open the rift to the Shadowfell.

FEATURES OF THE AREA

Illumination: Bright light from the blue-green pillars.

The Pit: This pit is 50 feet deep and spills blood into the central well of the Shadow Rift. Four large chains connected to the floor run down the side, allowing PCs to climb down. Because the chains are slippery with blood, a character can traverse the full 50-foot distance in one move if he makes a successful DC 15 Athletics check. If the check fails, the PC plunges into the blood pool, takes 3d10 damage, and is prone. Descending PCs arrive in the middle of Area 19, in a shallow pool of blood.

Clay Scout: If the clay scout fled Area 17, the PCs might chase it into this area as it attempts to reach Kalarel (by flying down through the pit).



AREA 19: THE SHADOW RIFT

Encounter Level 6 (1,354 XP)

SETUP

This encounter is presented on the following four pages and begins when the characters descend through the pit in Area 18. The evil priest, Kalarel, has been in this chamber for days, performing a long, arduous ritual to finally crack the seal and re-open the Shadow Rift to Orcus's temple. As it happens, the PCs have arrived in time to stop him. However, the ritual is partially completed. A strange being waits on the other side of the rift, eager to devour any mortal foolish enough to draw near.

This encounter includes the following adversaries. (If the clay scout from Area 17 survived, it is here as well. Place it in a square adjacent to Kalarel on the map.)

Kalarel, scion of Orcus (K)

1 shallowgrave wight (W)

8 skeleton sentinels (S)

The Thing in the Portal

As the adventurers arrive in this chamber, read:

You descend into a nightmare. Crimson streams spill from above and form a shallow pool of blood in the center of the chamber.

A yawning, black portal dominates the northern wall of the chamber. Something strains against the darkness within, as if it were a thin film keeping back a vicious clawed beast. A circle of blazing runes has been inscribed on the floor before the portal.

Opposite the portal, a massive statue of Orcus stands. It points toward the darkness with a skull-capped wand.

To the east, steps rise to a platform where a pit is flanked by two smaller statues of Orcus.

To the west, another set of steps ascends to a 10-foot-high ledge supporting an altar of bone and several wide pillars. A human wearing a horned helm and carrying a skull-capped rod stands behind the altar. His eyes are closed, and a book rests open before him. He chants a low, droning prayer.



Kalarel, Scion of Orcus (K) Level 8 Elite Controller (Leader)
Medium natural humanoid, human XP 700

Initiative +5 **Senses Perception** +9

HP 186; **Bloodied** 93

AC 22; **Fortitude** 22, **Reflex** 19, **Will** 22

Saving Throws +2

Speed 5

Action Points 1

⊕ **Rod of Ruin** (standard; at-will) ♦ **Necrotic, Weapon**
+13 vs. AC; 2d6 + 4 damage (plus 1d6 damage on a charge attack), and ongoing 5 necrotic damage (save ends).

⊗ **Decaying Ray** (standard; at-will) ♦ **Necrotic**
Ranged 10; +11 vs. Fortitude; 1d6 + 5 necrotic damage, and the target is weakened (save ends).

‡ **Touch of Ruin** (minor 1/round; at-will)

Requires combat advantage; +11 vs. Fortitude; until the end of Kalarel's next turn, whenever the target spends a healing surge, it regains only half the normal number of hit points.

↻ **Call of the Grave** (minor 1/round; recharge Ⓜ Ⓜ Ⓜ)

Ranged 5; targets a creature taking ongoing necrotic damage; +11 vs. Fortitude; the target is immobilized until the end of Kalarel's next turn.

↵ **Master of the Undead** (standard; recharges when Kalarel spends an action point)

Close burst 5; undead allies in the burst gain 5 temporary hit points and can shift 3 squares as a free action.

Alignment Evil **Languages** Common, Draconic, Goblin

Skills Religion +14

Str 18 (+8) **Dex** 12 (+5) **Wis** 21 (+9)

Con 21 (+9) **Int** 15 (+6) **Cha** 17 (+7)

Equipment chainmail, skull-capped rod, cloak, horned helm, amulet of Orcus

The Thing in the Portal

Level 4 Lurker

Hazard

XP 175

Claws of black shadow erupt from a dark, whispering portal.

Trap: The trap uses evil whispers to draw enemies toward it, whereupon it attacks with its grasping claws.

Arcana or Religion

- ♦ DC 13: The character deduces that the ritual used to open the portal can be reversed. However, neither the portal nor the Thing inside it can be damaged in any way.
- ♦ DC 18: The character knows that the portal leads to a place of unspeakable evil in the Shadowfell. Any living creature that passes through the portal dies instantly.

Perception

- ♦ DC 15: Although the whispers are mostly unintelligible, the character hears the portal whisper the name "Kalarel."

Initiative +3

Trigger

The trap rolls initiative at the start of the encounter. On its turn, it makes a *whispering lure* attack and a *grasping claws* attack.

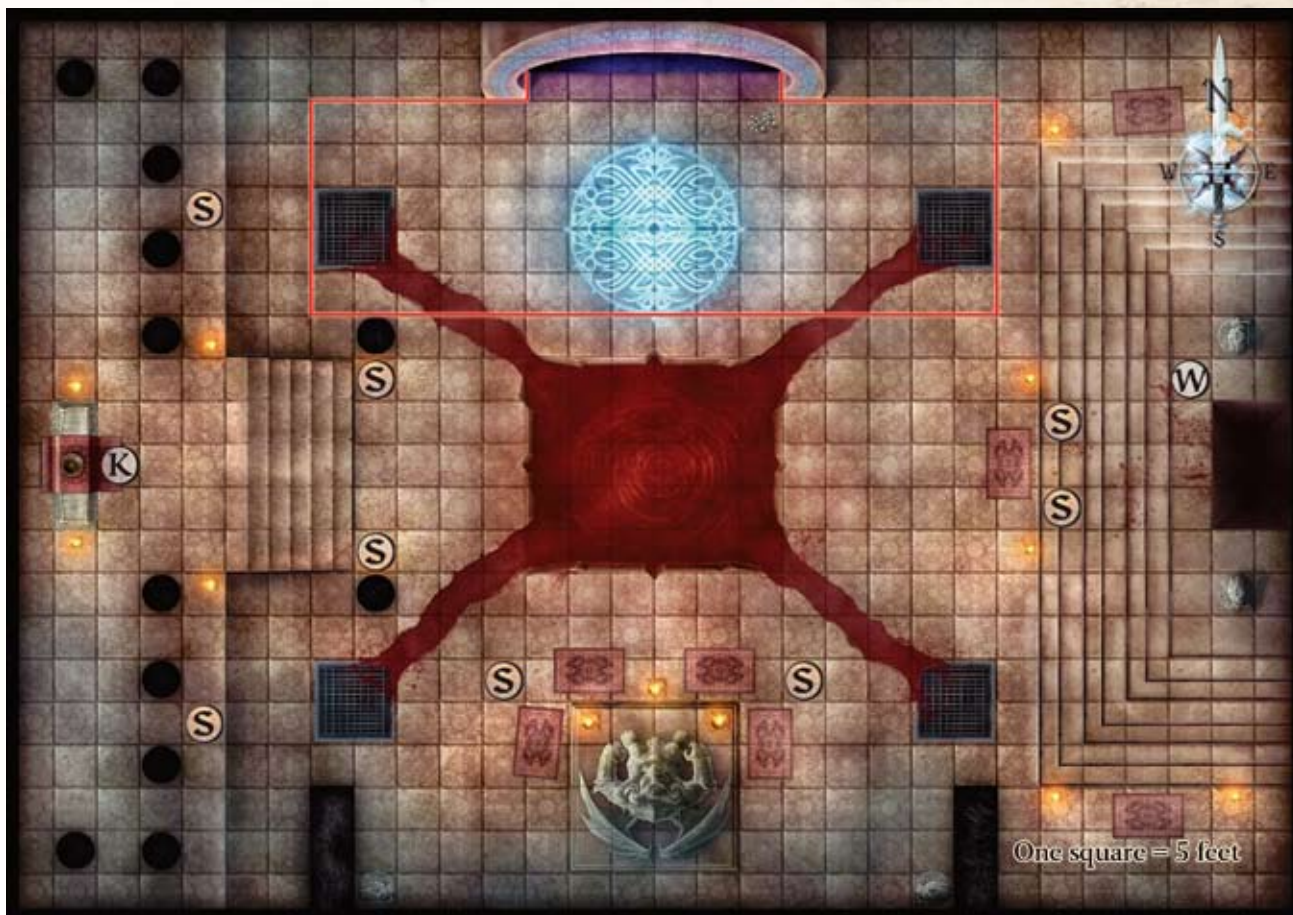
Whispering Lure (Attack)

Minor Action **Ranged** 20

Targets: One creature in range

Attack: +6 vs. Will

Hit: The target is pulled 5 squares toward the "mouth" of the portal, stopping when it enters a square within reach of the Thing's *grasping claws*.



Grasping Claws (Attack)

Standard Action Melee 5

Targets: One creature

Attack: +8 vs. AC

Hit: 1d10 + 3 damage, and the target slides 1 square. Kalarel regains 5 hit points if he is standing in the evil magic circle in front of the portal.

Countermeasures

- ◆ Characters can close the portal with a successful skill challenge (see page 70).

8 Skeleton Sentinels (S)

Level 3 Minion

Medium natural animate (undead)

XP 38 each

Initiative +6 **Senses** Perception +3; darkvision

HP 1; a missed attack never damages a minion.

AC 18; **Fortitude** 15, **Reflex** 16, **Will** 15

Immune disease, poison; **Resist** 10 necrotic

Speed 6

⬇ **Longsword** (standard; at-will) ◆ **Weapon**

+8 vs. AC; 5 damage. The skeleton sentinel can shift 1 square before or after making the attack.

⤵ **Longbow** (standard; at-will) ◆ **Weapon**

Ranged 15/30; +8 vs. AC; 5 damage, and the target is slowed until the end of the skeleton sentinel's next turn.

Alignment Unaligned

Languages –

Str 15 (+3) **Dex** 17 (+4)

Wis 14 (+3)

Con 13 (+2) **Int** 3 (-3)

Cha 3 (-3)

Equipment longsword, shortbow, quiver of 30 arrows

Shallowgrave Wight (W)

Level 4 Controller (Leader)

Medium natural humanoid (undead)

XP 175

Initiative +4 **Senses** Perception +1; darkvision

HP 54; **Bloodied** 27

AC 18; **Fortitude** 15, **Reflex** 16, **Will** 17

Immune disease, poison; **Resist** 10 necrotic; **Vulnerable**

5 radiant

Speed 6

⬇ **Claw** (standard; at-will) ◆ **Necrotic**

+9 vs. AC; 1d6 necrotic damage, and the target loses a healing surge.

⤵ **Grave Bolt** (standard; at-will) ◆ **Necrotic**

Ranged 10; +6 vs. Reflex; 1d6 + 4 necrotic damage, and the target is immobilized (save ends).

⬅ **Death Grimace** (standard; recharge ☞☞) ◆ **Fear**

Close blast 5; +7 vs. Will; the target moves its speed away from the shallowgrave wight as a free action, and the target is considered weakened whenever it makes an attack that includes the shallowgrave wight as a target (save ends).

Reanimate Minion (immediate reaction, when an allied minion within 10 squares of the shallowgrave wight drops to 0 hit points; at-will) ◆ **Healing**

The minion regains 1 hit point and stands as a free action.

Alignment Evil **Languages** Common

Skills Arcana +10, Stealth +11

Str 10 (+2) **Dex** 14 (+4)

Wis 9 (+1)

Con 14 (+4) **Int** 16 (+5)

Cha 18 (+6)

Equipment +2 elven cloak

TACTICS

If the clay scout (see Area 17) arrived here ahead of the PCs, Kalarel is ready for them and attacks as they descend the chains. Otherwise, assume that the PCs interrupt the ritual and take it from there.

Kalarel's amulet of Orcus allows him (and only him) to teleport to the evil magic circle once during the encounter. Infuriated at the PCs' interruption, Kalarel immediately unleashes ranged attacks until the PCs draw close, at which point he activates the amulet (as a minor action) and teleports inside the evil magic circle.

The skeleton sentinels protect Kalarel with melee and ranged attacks. Meanwhile, the shallowgrave wight keeps its distance and makes ranged attacks, using *death grimace* to frighten off melee attackers and *reanimate minion* to keep the skeletons in the fight.

If Kalarel's clay scout is present (see page 65 for statistics), it uses *mind touch* to daze an enemy and then makes bite attacks against its dazed prey until it no longer benefits from its *limited invisibility*. If attacked while engaged in melee combat, it uses *redirect*.

The Thing in the Portal uses *whispering lure* to pull an enemy within range of its *grasping claws* attack (as indicated by the red line on the map). It also uses *grasping claws* to slide an enemy away from Kalarel as well as heal the evil priest. If an adventurer drops to 0 hit points within the Thing's reach, it tries to drag the body into the rift: Specifically, the Thing continues attacking the fallen PC using *grasping claws*, sliding the fallen character 1 square closer to the rift with each hit. (See Features of the Area for what happens if a creature crosses the threshold).

PLAYING KALAREL

This encounter allows Kalarel to shine. Arrogant, utterly evil, and convinced of his success, he alternates between taunting the PCs and bragging of how they will serve him once he reanimates their dead bodies. Make Kalarel as hate-worthy as possible.

If the PCs slay Kalarel while he is near the rift, the characters witness what happens to those who fail Orcus: The Thing in the Portal drags Kalarel through the rift to an uncertain fate (as a standard action). This development also allows you to use Kalarel, perhaps in undead form, as a future villain.

DRAGON STATUES OF BAHAMUT

Characters might have picked up the statues from the altar of Bahamut in Area 8. If the characters have spoken to Sir Keegan and accepted his charge to purge Shadowfell Keep of evil, then these statues grant a bonus exclusively in this fight. A character carrying a dragon statue gains a +2 bonus to saving throws against conditions derived from Kalarel's powers.

SKILL CHALLENGE: CLOSING THE PORTAL

In this skill challenge, one or more adventurers attempt to reverse the partially completed ritual in order to close the Shadow Rift. This challenge takes place while the PCs battle Kalarel and his undead servants.

To close the Shadow Rift, the PCs must unravel the ceremony and perform specific procedures to reverse the effects of the uncompleted ritual.

Complexity: 3 (requires 8 successes before 3 failures).

Primary Skills: Arcana, Heal, Religion.

Arcana (DC 17; free action): Once per round on the character's turn, he or she can recall knowledge of magical effects and rituals and determine the next step in reversing the effects of Kalarel's ritual.

This skill can be used to gain up to four successes in this challenge. A failed check also causes the energy of the ritual to attack the character who attempted the check: +8 vs. Will; 1d6 + 4 necrotic damage.

Heal (DC 15; minor action): Once per round on his or her turn, the character can make a special Heal check. If the check succeeds, the character can spend 1 healing surge as a free action to channel positive life energy into Kalarel's ritual in order to help disrupt it. Doing so counts as one success toward completing the skill challenge.

This skill can be used to gain up to two successes in the challenge.

Religion (DC 17; free action): Once per round on the character's turn, he or she can speak prayers or religious incantations to weaken the power of Orcus in place to hold open the Shadow Rift.

This skill can be used to gain up to four successes in this challenge. A failed check also causes the energy of the ritual to attack the character who attempted the check: +8 vs. Fortitude; 1d6 + 4 necrotic damage.

Secondary Skill: Endurance.

Endurance (DC 12; immediate interrupt, when an adjacent ally takes damage from a failed Arcana or Religion check made as part of this skill challenge): If the Endurance check succeeds, the character making the check takes the damage instead of the triggering ally.

Successful use of this skill does not count as a success toward completion of the challenge.

Success: If the adventurers gain 8 successes before attaining 4 failures, they reverse the progress of the ritual and close the Shadow Rift. Kalarel's ritual book is consumed in a burst of black fire.

Successfully completing this skill challenge earns the adventurers a major quest reward (750 XP).

Failure: If the adventurers attain 3 failures before gaining 8 successes, the magical energy of the Shadow Rift stabilizes. Necrotic energy surges through Kalarel's ritual book and the altar to strike all of the characters attempting this skill challenge. Each of these characters loses one healing surge. A character with no healing surges remaining takes damage equal to his or her level.

The ritual isn't complete, but the partially opened rift remains as such until either the adventurers defeat Kalarel, or Kalarel defeats the adventurers and completes the ritual as he originally planned.

FEATURES OF THE AREA

Illumination: Bright light.

Blood: The blood on the floor is slick. A character charging or running through the blood must make a DC 15 Acrobatics check or fall prone in the first square of blood entered.

Evil Magic Circle: This glowing inscription grants strength to Orcus's followers. Kalarel and any undead standing within the circle gain a +2 bonus to all defenses.

Orcus Statues: The statues of Orcus are blocking terrain and provide cover. A character can climb onto a statue with a DC 10 Athletics check.

Platform: The platform that runs the length of the western wall is 10 feet high. A creature knocked off the platform takes 1d10 damage and is knocked prone; if the creature is trained in Acrobatics, it can reduce the damage by an amount equal to one-half the result of an Acrobatics check (if the damage is reduced to 0, the creature lands on its feet).

Pillars: The wide pillars are blocking terrain and provide cover. A creature can move around the corner of a pillar square normally.

Pit: This deep, dark pit against the eastern wall drops 30 feet into shallow water. Any creature falling into the pit takes 3d10 damage and is knocked prone; if the creature is trained in Acrobatics, it can reduce the damage by an amount equal to one-half the result of an Acrobatics check (if the damage is reduced to 0, the creature lands on its feet). The sides of the pit require a DC 20 Athletics check to climb (DC 10 with climbing gear).

The Shadow Rift: The Shadow Rift is a black portal leading to a temple of unspeakable evil within the Shadowfell. The portal instantly slays any living creature that moves into it. The squares directly under the arch (where the darkness begins) are safe, but any square beyond that means instant death. Also, the Thing in the Portal lurks just on the other side. This being attacks any character who draws too close to the portal. It can reach out from any point of the portal.

Treasure: Kalarel wears a *horned helm*. His rod of ruin is simply an object that channels his evil power, not an item of treasure. It functions as an ordinary club in the hands of any other creature.

The altar has a +2 *magic dagger* resting on it and a secret cache of 981 gp hidden behind it.

The shallowgrave wight wears a +2 *elven cloak*.

Horned Helm: This helm (value 1,800 gp) allows its wearer to deal an extra 1d6 damage on charge attacks.

+2 *Magic Dagger:* This dagger (value 1,800 gp) provides a +2 enhancement bonus to attack rolls and damage rolls. It also deals an extra 1d6 damage on a critical hit.

+2 *Elven Cloak:* This cloak (value 2,600 gp) grants a +2 enhancement bonus to Fortitude, Reflex, and Will, as well as a +2 item bonus to the wearer's Stealth checks.

WHAT'S NEXT?

If the characters defeat Kalarel and prevent the Shadow Rift from reopening, they have achieved a great good. A group using the Ominous Signs adventure hook (see page 4) gains a quest reward of 2,000 XP.

Villagers who are aware of the characters' efforts in the keep eagerly await word of the outcome. When the characters return to Winterhaven, the villagers rejoice upon hearing of the success. Lord Padraig even holds a celebratory feast in their honor.

Now the PCs can set their sights on other quests. They can use the treasure gained in Shadowfell Keep to refresh their provisions and acquire better equipment. After that, it is time to strike out in search of new adventure. They might use Winterhaven as a base of operations as they forge into the wilderness. Along the way, they can continue to gain treasure and renown. Eventually, their travels might even take them to Thunderspire Labyrinth, a new adventure location fully explored in Adventure H2.

Additional encounters tied to *Keep on the Shadowfell* are available for download at www.dndinsider.com. Check out *Dungeon*® magazine, Issue 155!

For now, grab a copy of the *Player's Handbook* and level up to 4th level or create your own characters!

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