About a year ago I started re-running *Keep on the Shadowfell* for some newer players who wanted to get into D&D. The original adventure was laden with a shallow plot and an inept villain who didn’t even know which plane the demon lord he served resided on. Having ran the adventure when it originally came out—and read about all the issues it presented—I made a *lot* of changes to it in the interest of making it, well…good. While posting play reports someone asked if I would post my game notes, and since the group quickly dissolved I never got around to doing it. Well, I got another group of people that want to play, and figure this time I might as well compile my notes for someone else to use.

The major changes are that the kobolds and death cult are entirely independent of each other; the kobolds are just raiding caravans, while the death cult has its own agenda and could honestly care less about what is going on with the kobolds. At best, the cult views the kobolds as a fortunate distraction from their task. The characters show up knowing about one or both elements, and tackle them individually in order to make Winterhaven a better place. That being said, the adventure is a lot shorter and there are more experience awards for social interaction and completing quests.

Ultimately this is *not* a complete adventure, but (sometimes) detailed notes on how *I* ran it. Some of the maps are useful, but for the most part I just drew my own. Nothing too fancy, but I try to describe roughly what I did.

### Adventure Background

Some two-hundred years ago one of Orcus’s major death priests constructed a planar portal that created a door to the Shadowfell, allowing a horde of undead to pour through and wreak havoc on the natural world. At the time the empire of Nerath was at its height, and dispatched an army to fight the threat. Ultimately they succeeded in destroying the portal, but the planar fabric had been greatly weakened. To prevent a further catastrophe they built a fortress over the site, which served its purpose until Nerath collapsed and the fortress itself fell into ruin and was forgotten.

Until recently.

An ambitious priest of Orcus named Kalarel learned of the legend. He brought his death cult cell and a retinue of undead there, where they unearthed the collapsed passages and discovered the ruined portal. Not wanting to draw the attention of the locals, he purchased slaves from a group of hobgoblins known as the Bloodreavers, and used their blood to fuel fell rituals to weaken the holy seals placed long ago and reactivate the gate. Though the process has taken a long time, his plans are almost complete as he prepares to open the portal and allow the denizens of the Shadowfell to once again pour forth and kill in the name of Orcus.

### Adventure Summary

The characters are on their way to Winterhaven when they are ambushed by some kobold raiders. Once they make it safely to Winterhaven they learn that the village is being plagued by both kobolds and wandering undead. They track the kobolds to their lair and discover that a green dragon is responsible for their bold actions. After slaying the dragon all that is left is to head to Shadowfell Keep in order to figure out where all the undead are coming from. While investigating the ruins of Shadowfell Keep they come across the remains of a paladin named Sir Keegan, who reveals the dark history of the Keep before imploring them to stop the death cult before they reopen the portal.

### Quests

There are two main reasons I can see characters heading out here: to deal with kobolds or to deal with the undead. If you plan on running *Thunderspire Labyrinth* next, then foreshadowing the Bloodreavers in this adventure will give the characters a better reason to go there next. Since Shadowfell Keep is an ancient ruin that was built atop the lair of powerful necromancers, arcanists with an interest in necromancy or nethermancy could also be drawn to the area to search for old magic. You can give the characters quests at the start of the adventure, or wait until they talk with the NPCs in Winterhaven. Just make sure they know what they are doing.

## Event: Kobold Raiders

**Combat Challenge Level 2 (700 XP)**

On the second day of their travel to Winterhaven, the characters are ambushed by a band of kobolds. Use the King’s Road map out of *Keep on the Shadowfell*, or just draw a map of a road flanked by copses of trees and rocks. The wilderness *Dungeon Tiles* are a great alternative.

**Perception 15:** You notice kobolds hiding behind the rocks.

**Perception 19:** You notice the kobolds hiding in the trees.

**Light:** Bright light.

**Monsters:** 1 kobold dragonshield, 1 guard drake, 1 kobold slingers, 2 kobold slyblades, 6 kobold tunnelers.

There is a good mix of melee and ranged stuff, here, along with minions. Basically, something for everyone. I recommend checking out Creature Incarnations: Kobolds, for some good ideas of how to role-play the kobolds during combat. Try and play up how skittish and cowardly they are alone, but dangerous when they gang up on someone.

**Tactics:** The dragonshield spearheads the attack along with the guard drake, wading into melee and trying to lock down a character with his *dirty tactics*. The tunnelers try and keep themselves spread out in the trees—to avoid being easily killed en masse—along with the slinger, who takes pot shots at characters with ranged and/or area effect attacks.

**Treasure:** Normally these guys have nothing except for vendor-trash spears and slings. If you want, give a player a chance to roll on the level 1 coins table out of *Rules Compendium*.

# Part 1: Winterhaven

Nestled in the foothills of the Cairngorm Peaks, the village of Winterhaven is the last outpost of civilization between the Nentir Vale and the wilds of the Stonemarch. Winterhaven serves as the characters’ “home base” for the adventure. They can come here to rest, sell their loot, and purchase new stuff. Since business is doing pretty bad, you could have some prices marked up for the time being, or have NPCs haggle if your players like to add social role-playing to their shopping trips.

When the characters arrive they are briefly questioned about their business by guards manning the gate before being allowed entry. They can answer questions about where to get goods and services, as well as the residences of specific NPCs if the characters are looking for someone in particular (which they *should* be). If nothing else, the guards can direct them to Wrafton’s inn, where they can rest, learn about rumors, and get some better direction on what to do next.

### Wrafton’s Inn

This is the major location that I felt needed some change. Unlike in the module—where almost all the NPCs gather here as part of some quest herald clubhouse—I imagine this place being pretty empty most of the time, with the exception of Ninarin and some farmers or merchants gossiping and weighing their options. I think that this helps evoke a more appropriate feeling and better impresses the dire situation.

### Gathering Information

The following NPCs can provide quests and important information for the characters during the course of this adventure. Depending on your group, you could award them with 10-50 XP for social role-playing as an added incentive for getting to know the people in Winterhaven.

#### Salvana Wrafton

Salvana is a female human who runs Wrafton’s Inn, having inheriting it from her late husband. I imagine her having a very matter-of-fact attitude, with no patience for haggling. Once the characters deal with the kobolds, her personality could greatly improve and she might even offer free rooms to them.

*Kobold Raiders:* Though Salvana has obviously heard about them, she is not able to provide any information that is directly helpful.

*Death Cults:* Some of the farmers swear that they have seen the dead walking at night, and blame them for some of the missing citizens.

#### Ninarin

Originally a hunter and guide, she was hired by Kalarel to capture other hunters to use as sacrifices, as well as keep tabs on Lord Padraig’s actions in Winterhaven. She tends to keep to herself and hangs out in Wrafton’s Inn, where she can keep up on current events between her regular reports to Kalarel. If she learns that they are going to Shadowfell Keep, she leaves ahead of the party to warn Kalarel about them.

*Kobold Raiders:* If she learns that they are going to try and find the dragon’s grave, she tells that what she has heard about its location—giving them one success as part of the skill challenge—and offers to pay if they can bring back some of the dragon’s bones, preferably the skull, which she has heard can have magical properties. In reality Kalarel has offered her a considerable bonus if she can get one, but the insurgence of kobolds has made it too risky.

**Quest: No Bones About It**

**1st-Level Minor Quest**

The characters complete this quest if they deliver a dragon’s bone to Ninarin. This provides a complication at the end of the adventure when the finally face off against Kalarel.

**Reward:** 100 XP and 50 gp.

*Death Cults:* She claims to have not seen any undead while out hunting, and blames the kobolds for missing villagers. If she learns that the characters are going to Shadowfell Keep, she leaves town to warn Kalarel. In this case it is *much* harder for the characters to try and infiltrate the cult. Hell, she might even show up in a fight against them.

#### Bairwin Wildarson

The halfling owner of Bairwin’s Grand Shoppe, he claims to have traveled widely before setting up shop about ten years ago. He rarely has magic items in his shop, and until the matter of the kobolds is dealt with he is hesitant in buying expensive goods because he does not think he will be able to sell them. If the players take an inordinately long time dealing with the kobolds, you might have him start marking up his prices and eventually sell his store (perhaps to one of the characters).

*Kobold Raiders:* He can provide general areas where they most commonly occur, giving the characters a success in the skill challenge to find their lair.

*Death Cults:* He has heard the rumors of undead skulking about the forest and hills, but has personally not encountered any.

#### Delphina Moongem

As an elf Delphina is a bit strange in that she decided to live an urban life. She spends almost all of her time in the market square selling wildflowers. The reasons for her self-imposed exile are not the subject of this adventure—or any of them, for that matter—so feel free to work this into another character’s plot or expand upon her if it works in the bigger picture.

*Kobold Raiders:* Thanks to her frequent trips into the wilderness for flowers Delphina has noticed signs of the kobolds, giving the characters a success on the skill challenge to locate both the dragon’s grave and kobold lair.

*Death Cults:* Ever since the rumors started, she no longer ventures far from Winterhaven. She has heard that some of the farmers have gone missing, though others think they just packed up and moved to Fallcrest.

**Minor Quest: Flower Arrangement**

This is really an optional idea for players that I never used. Since the characters are going deep into the woods, characters can opt to bring back rare flowers for her, though because she is dirt poor the only reward they get is her thanks and some XP (but if your players are into social role-playing, a deeper relationship could develop).

**Rewared:** 50 XP.

#### Eilian

Elian is a superstitious old farmer who loves to tell stories. He knows a lot about local rumors, and I played him like a slightly older version of Joshamee Gibbs from *Pirate of the Caribbean*; have him act like an authority when it comes to dragons and undead, as well as make signs and gestures when the characters mention Shadowfell Keep, undead, and especially Orcus.

*Kobold Raiders:* He can give the characters a good idea of where the dragon’s grave is if asked about it, starting them out with a success on the skill challenge.

*Death Cults:* Though he knows about it, he claims to know special ways to ward the dead away: burning special herbs and hanging a punch of raven feathers above his door.

#### Lord Ernest Padraig

The ruler of Winterhaven, Lord Padraig is looking for solutions to the recent problems with his village. Normally he is a just, collected ruler, but the severity of problems has caused him to become somewhat desperate and prone to bursts of rage.

*Kobold Raiders:* He promises to pay the characters if they can find out why they have grown so bold and stop them, no matter what it takes.

**Major Quest: Killing Kobolds**

This is Padraig’s most immediate concern, and the characters complete this quest when they defeat Venomfang.

**Reward:** 625 XP, 100 gp, and the characters have their room and board paid for at Wrafton’s for life.

*Death Cults:* The rumors of undead and death cults are not nearly as pressing as the kobolds, but Padraig will also pay well for putting a stop to it before it becomes a greater threat.

**Major Quest: Dawn of the Dead**

The characters complete this quest when they defeat Kalarel.

**Reward:** 750 XP, 150 gp, and Lord Padraig grants them property within Winterhaven (basically a small house).

#### Valthrun

Winterhaven’s resident sage, Valthrun mostly keeps to himself and rarely leaves his tower. In fact, people normally come to him with questions and commissions. Valthrun’s role is to provide the characters with some information about the dragon’s grave and Shadowfell Keep. He can also sell them low-level rituals and some common magic items.

*Kobold Raiders:* He can provide some direction to the dragon’s grave, giving them a success on the skill challenge to find it.

*Death Cults:* Awhile back the villagers have come to him trying to get their hands on holy water and “anything that keeps ghosts away”, unfortunately things that he does not have. His theory is that if there is a death cult operating in the area, that they would likely be holed up in the ruins of Shadowfell Keep due to its history.

**Quest: For The Books**

**2nd-Level Minor Quest**

The characters complete this quest if they bring Valthrun something of historical importance from the dragon’s grave or Shadowfell Keep.

**Reward:** 125 XP and the cost of the art object in gp.

## Event 1.1 Getting To The Grave

The two basic ways I see to handle this are to just have the players get there, or run a basic wilderness skill challenge (level 1, complexity 1 or 2, stock skill selections, etc). In either case you can mix things up with a random encounter or two, which might be more interesting than the skill challenge (and be worth more XP to boot). If you go that route, try and keep the encounters on the easier side to avoid heavily depleting the party before they get to the grave.

### Random Encounters

Here are some sample random encounter ideas.

* **Ankheg Nest (400 XP):** 1 ankheg, 4 ankheg broodlings.
* **Kobold Hunters (400 XP):** 1 kobold slyblades, 2 kobold slingers, 4 kobold tunnelers.
* **Wolf Pack (500 XP):** 4 gray wolves.
* **Farm Assault (525 XP):** 2 kobold slyblades, 2 kobold slingers, 8 kobold tunnelers, 1 guard drake.

## Event 1.2 Burial Site

**Combat Challenge Level 2** **(600 XP)**

I imagine the dragon’s grave as a sacred place for the kobolds, and as such have placed traps and sentries to deter those that would desecrate it. If you are using the original map from the module, place the false-floor pits at the bottom of the ramps that lead into the grave. If you ran a skill challenge and the party failed it, you can have the kobolds automatically notice them and/or add in another monster like a kobold slinger or slyblade.

**Perception 19:** You notice the kobolds hiding in the trees.

**Perception 20:** You notice the false-floor pits.

**Light:** Depends on the time of day.

**Monsters:** 1 kobold wyrmpriest, 2 kobold dragonshields, 2 false-floor pits.

The kobolds threaten the characters in Draconic and demand that they leave. These kobolds are not fucking around and it should be apparent from previous encounters that they are not afraid, and do not waste time gloating or cheering at their success. If a character tries to take one of the bones or damage the remains, they became enraged and gain a +1 power bonus to attack and damage rolls against that character for the rest of the encounter.

**Tactics:** The wyrmpriest stays out of the pit, blasting characters with *energy orb* while the dragonshields keep the characters engaged in melee. She resorts to *dragon breath* if the characters get too close.

**Dragon Bones:** These act as difficult terrain, and creatures knocked prone on them take 3 damage.

**Steep Slope:** Climb up the slope requires a DC 13 Athletics check.

**Treasure:** The dragon bones are very fragile and most of them are useless, but characters that make an Arcana or Nature check can harvest ritual components usable for both Arcana and Nature rituals; the amount equals the check result x 5. If the characters use these to try and craft dragon-related magic items, they do so at one level higher than usual. In addition, one of the dragonshields wields a *+1 challenge-seeking weapon.*

#### Development

If the characters leave any kobolds alive and try to talk with them, they can learn that men in dark clothes have come here and tried to steal the dragon’s bones. Because of them, they have set traps and maintain a vigilant guard over the place. They might also learn that some of the kobolds have been captured by the Bloodreavers, who the kobolds refer to as, “Men with red faces and covered in metal”.

## Event 1.3 Find the Kobold Warrens

If your group likes skill challenges, you can run another short one to represent their trip to the kobold’s lair. In this case, if they learned about it from the kobolds in the burial site then they start with a free success. Whether or not you do so you can toss another encounter at them if you think they can handle it. A good way to foreshadow the Bloodreavers would be to have them stumble upon the stripped, dead body of a hobgoblin in the forest.

## Event 1.4 Kobold Sentries

**Combat Challenge Level 1 (500 XP)**

The kobolds have dug their warren into an old cave that readily provides them with water and food. Thanks to all of their raiding, one of their wyrmpriests has gathered enough materials to attempt the crafting of a magic item that will make her even stronger, which she has almost completed when the characters show up. The map from the adventure module works just fine, here.

**Arcana 15:** The character realizes that the wyrmpriest is performing a ritual.

**Light:** Depends on the time of day.

**Monsters:** 1 kobold wyrmpriest, 2 guard drakes, 4 kobold tunnelers.

**When the characters see the clearing, read:**

*Water cascades down a small cliff, creating a large pool that empties out into a shallow stream. A kobold wearing a skull and cloak made from reptilian skins crouches in the center of a ring of stones. The stones glow with green circles and whorls, and his arms crackle with eldritch energy. Two nearby drakes fight over a chunk of meat that looks suspiciously like a humanoid’s arm. Four other kobolds wade into the pool near the waterfall, using nets and spears to try and catch fish.*

**Tactics:** The wyrmpriest stands in the circle and pelts characters with *energy orbs*. He can use a minor action to draw on its magic to gain an attack bonus. The tunnelers hurl spears while the guard drakes try and occupy characters in melee. Once the wyrmpriest is bloodied he flees or surrenders.

**Magic Circle:** These stones are covered in circles and whorls. Characters that make a DC 15 Nature check realize that they are connected in some way to the Feywild, while primal characters automatically know this. Characters that use Arcana to detect magic sense that they are charged with untapped magic; characters that use a minor action while in the circle gain a +1 power bonus to the next attack roll they make with the Arcane or Evocation keyword.

**Shallow Water:** Shallow water acts as difficult terrain. Attacks with the Lightning keyword gain a +1 power bonus to attack rolls, while creatures that take cold damage take a -1 penalty to speed until the end of their turn.

**Treasure:** The wyrmpriest was in the midst of enchanting an *amulet of health*. Characters with Ritual Caster can complete it during a short rest (and the poison resistance will be a *huge* help).

## Event 1.5 Lair Assault

**Combat Challenge Level 2 (725 XP)**

The kobolds gather in one large chamber riddled with tiny tunnels that lead to personal chambers and storage areas. Currently the kobolds are celebrating, which combined with the flowing streams of water makes it pretty easy to get the jump on them. The map from the module is really bad, and I recommend mapping out your own large cavern with some elevated sections, stalagmites, and pools of water to make a much more interesting map. The *Caverns of Carnage* tileset is good for this, though you will probably need a couple sets to do the job proper.

**Perception xx:** You notice the crumbling wall trap.

**Light:** Dim light from fire pits.

**Monsters:** 1 kobold wyrmpriest, 1 kobold dragonshield, 2 kobold slyblades, 10 kobold tunnelers.

If each character makes a DC 10 Stealth check, then they manage to sneak up on them. In this case not only do they gain a surprise round, but the kobolds also start the battle unarmed and must use a minor action to arm themselves (good, because they can shift as a minor action). If they are detected, then the kobolds ready themselves for combat and position themselves behind cover.

**If the characters manage to sneak up to the entrance of the gathering chamber, read:**

*Over a dozen kobolds are huddled around fire pits. They chitter and hiss at each other, tearing chunks of meat off of what can only be humanoid torsos suspended on spits. Looking down from a ledge on the northern half of the room, a cloaked kobold wearing a horned skull sits on a chair covered in animal skins. An armored kobold stands to one side, while another— slightly build and scantily clad—serves it.*

**If the kobolds are alerted by the characters, read:**

*Kobolds cower behind rocky outcroppings an stalagmites, brandishing spears and whirling slings. Atop a ledge to the north, an armored warrior wielding a sword stands in front of a shorter kobold wearing a horned skull, whose hands crackled with dripping green energy.*

Given that the kobolds frequent this room, there are not any traps. Non-combatants flee into side tunnels to hide, while the rest do not surrender for fear of Venomfang’s reprisal.

**Tactics:** The kobolds gang up on the characters, falling back when bloodied, wasting a turn if they drop a creature, and generally acting like kobolds. The dragonshield is really the only one that demonstrates any bravery, but stays close to the wyrmpriest to defend him. The wyrmpriest waits for a round assessing the situation, promising glory for any kobold that brings him an intruder’s head (in Draconic of course). Once it is obvious that the kobolds are losing he rushes into melee.

**Column:** These are impassable terrain, and creatures can gain cover while adjacent to them.

**Steep Slope:** Climbing up a slope requires a DC 13 Athletics check and 2 squares of movement. Creatures gain a +1 bonus to attack rolls on melee attacks against creatures below them.

**Pools:** These are pretty deep, so characters that enter one must start swimming to remain afloat. Getting out of a pool costs 2 squares of movement. The pools connect to each other, as well as the one in Venomfang’s lair.

**Treasure:** The best placement for treasure here is to give something to either the dragonshield or the wyrmpriest. A weapon or implement makes a lot of sense, but just avoid a neck item if they already got one from the previous encounter. My recommendation is arming the dragonshield with *bracers of mighty striking.* If the players explore the other tunnels they find one containing heaps of branded crates and barrels, stolen from caravans. Returning the cargo—or at least telling the merchants where it is—grants the characters a 400 gp award and 125 XP.

#### Development

The side tunnels lead to living quarters and a hatchery, where the non-combatants and hatchlings hide. If the characters find them they beg and plead for their lives in Draconic. This is intended to force a moral quandary with the players, and ultimately their fate depends on their decision to spare or kill them.

## Event 1.6 Draconian Rule

**Combat Challenge Level 3 (750 XP)**

A winding passage leading away from the main room, leads to a thick rope tied around a column allows a character to safely descend the thirty foot drop that leads to Venomfang’s lair. The walls and floor leading there are scoured with numerous gashes, which a DC 13 Nature check reveals to be claw marks. The air is also thick and irritates the lungs of any creature without poison resistance.

Due to the noise from the running water and kobolds, it is highly unlikely that Venomfang makes an appearance during the previous encounter unless a kobold managed to warn her. At any rate, use a young green dragon de-leveled to level 3, *maaaybe* 4 if your group is *really* good.

**Light:** Darkness.

**Monster:** Venomfang.

For Venomfang’s lair I would place at least one pool and two high ledges, so that she can use her *flyby attack* to better effect. If the characters manage to sneak up on her, then she is sleeping. If she hears them then she is ready to fight when they enter because she does not recognize their scents. Thought *very* unlikely depending on how the characters approach Venomfang, it is possible that they can speak with her first. She is extremely confident and due to her age severely underestimates the characters’ capabilities.

**Tactics:** Dragons are tricky, even the young ones. It is a good idea to open up with *breath weapon* as soon as possible, since it can recharge during the battle. I find that it is a good idea to burn through Action Points early on, as there have been cases where my players have rapidly ground through a solo monster’s hit points. When bloodied she tries to escape in order to find a new kobold tribe and exact revenge later.

**Pool:** As before, this pool is deep enough that creatures entering it have to swim in order to remain afloat.

**Steep Slope:** Climbing up a slope requires a DC 13 Athletics check and 2 squares of movement. Creatures gain a +1 bonus to attack rolls on melee attacks against creatures below them.

**Treasure:** A dragon hunter operating out of Fallcrest was hunting Venomfang’s mother, and though he managed to kill her he was left so wounded that Venomfang was able to finish him off. As he used the skin of a dragon for a trophy, she kept his armor—*+1 dragonhide armor*—on an armor rack that the kobolds fashioned from spears. Otherwise she sleeps on a pile of gems, coins, and jewelry totaling 500 gp.

## Event: Return to Winterhaven

After the characters defeat Venomfang it is likely that they will return to Winterhaven to recuperate, sell their loot, and attempt to buy magic items before heading out for Shadowfell Keep. At some point during their stay they could be approached by Sister Linora or Lord Padraig, who implore them to exorcise the undead that have risen in the graveyard. This gives you a chance to illustrate to the players that their characters are making an impact, and the villagers are counting on them to save them from whatever darkness has befallen the region. If you do not want to go this route, tou could have also hauntings occur in the village at night and just have them get caught in the middle. Doing one or both of these things is especially a good idea if they have not yet leveled up.

# Part 2: The Keep on the Shadowfell

The characters set out for the ruins of Shadowfell Keep to deal with the death cult. At this point they should be 2nd-level. You could have the villagers gather at the gate to see them off, giving them some vials of *holy water* or *potions of cure light wounds* if you think they will need it. For an added touch, Eilian might give them a non-magical holy symbol or Dehlia might give one of them a flower.

#### Sample Treasures

In case you need some ideas for random treasure placement or random encounters, here is a list to get you thinking.

**Gems:** Onyx, jet, obsidian, emeralds, or rubies.

**Art Objects:** Stone or bone idols, ancient tablets and steles, bones of powerful arcanists, sacrificial daggers, goblets.

**Magic Items:** *spidersilk mantle* (level 3 uncommon), *the raven queen’s shroud* (level 3 uncommon)*, wand of ray of enfeeblement* (level 3 uncommon)*; black iron armor* (level 4 uncommon)*, deathstalker weapon* (level 4 uncommon)*; deathcut armor* (level 5 uncommon)*, skull mask* (level 5 uncommon)*; ghoststride boots* (level 6 uncommon)*, shadowfell gloves* (level 6 uncommon).

## Event 2.1 Road of the Dead

**Combat Challenge Level 2 (700 XP)**

On the way to Shadowfell Keep, the characters run into undead chasing some peasants. The main purpose of this encounter is to help hammer home just what the cultists are doing and who they are hurting. The King’s Road map works here, or any map with a road, really. At the start of the encounter, the characters see the children running down the road screaming for help, with the cultists rapidly gaining ground.

**Perception 18:** The character notices the skeletons skulking in the trees.

**Light:** Depends on the time of day.

**Monsters:** 2 skeletons, 2 death cult acolytes, 1 death cult necromancer.

**When the encounter starts, read:**

*Racing down the road, you see a pair of children—a young boy and girl, clothing torn and dirty—fleeing from two men wielding thick, black clubs. They see you and through ragged breathing scream for your help. Upon seeing you the men stop, and after exchanging a quick look one points at the children with his club and speaks, “They’re thieves. We’re under authority from Winterhaven to bring them.”*

The children deny this and tell the characters that they came to their farm at night and took their parents away. The acolytes and necromancer try and convince the characters that the children are orphaned criminals—remember, they are not blatantly *dressed* as cultists—and that they were trying to take them to Winterhaven before they escaped; an Insight check against their Bluff check reveals the deception. The cultists are not willing to risk their lives over a pair of kids, and it is possible that the characters can ward them off through words and threats alone.

**Tactics:** The skeletons and acolytes both enter melee while the necromancer tries to lock melee-oriented enemies out of the fight with *restless dead*, using *rotting doom* when one of the characters becomes bloodied to prevent healing. When enough characters get lumped together, he casts *cordon of bones* without heed of his allies. The acolytes are not above using a child as a hostage if possible, and when they are all bloodied or more than half are dead they surrender or flee (leaving the skeletons behind if need be).

**Ad-Hoc XP:** The characters gain an additional 25 XP per child they save.

**Treasure:** The necromancer has a control amulet that allows someone with Arcana to make a DC 20 check to dominate an undead creature specifically created by this sect for a turn once per encounter. It is just a wondrous item only useful for this adventure. Otherwise aside from some weapons and armor there is nothing else of value.

#### Development

The peasants are a brother and sister in their teens. The cultists showed up late in the night and tried to kill them, but their parents and older brother held them off so that they could escape. They fled into the forest and ran until they collapsed from exhaustion, and when the morning came had planned to make their way to Winterhaven but were discovered again. The children can take the characters to their home, but the rest of their family has already been taken away long before they get there.

If the characters try and interrogate the cultists they can learn the following bits of information depending on what they are asked.

* **Trained in Intimidate:** They were instructed to kidnap peasants in the Winterhaven region to use as sacrifices.
* **Intimidate 13:** They normally got sacrifices from the Bloodreavers, but they were unable to meet demand.
* **Intimidate 15:** They are members of a death cult dedicated to Orcus.
* **Intimidate 18:** The sacrifices are necessary to open a portal to the Shadowfell.
* **Intimidate 20:** The portal has already been repaired, and the ritual to open it is nearing completion.

## Event 2.2 Shadowy Ruins

**Role-playing and Combat Challenge Level 4 (1075 XP)**

Normally the adventure just skips the actual keep and thrusts you underground to deal with random assortments of goblins and hobgoblins. Death cultists take turns squatting in the ruined fortifications watching for intruders. Undead lie buried in the ground, awaiting commands from the cultists to rise and attack.

**Perception 20:** The character notices areas of the ground where it has been recently disturbed, and is not surprised when the undead rise and attack.

**Light:** Depends on the time of day.

**Monsters:** 3 death cult acolytes, 1 corruption corpse, 2 skeletons, 8 decrepit skeletons

**When the characters arrive at Shadowfell Keep, read:**

*Very little except for rubble and ruined foundation remains of what is now known only as Shadowfell Keep. The air is silent and calm, and shadows seem to pool where they should not. Despite how long it has been abandoned, no plants grow here.*

As the characters enter the ruins, undead rise from the ground and surround them. On the second round they are joined by the acolytes and corruption corpse. If the characters are stealthy enough, they might find the improvised structures that the cultists erected while they were excavating the catacombs. In this case, they try and pretend that they are treasure hunters exploring the ruins, waiting until the characters lower their guard before attacking.

**Tactics:** The skeletons engage the characters in melee, while the acolytes and corruption corpse just use ranged attacks. Keep the decrepit skeletons spread out to avoid losing all of them from a lucky controller effect, while mixing up *rotting doom* and *grasping dead* to prevent the characters from escaping or easily healing.

**Treasure:** The cultists’ shelter contains 250 gp worth of Religion ritual components, 300 gp worth of onyx gems, and 20 gp for purchasing supplies.

## Event 2.3 The Ruined Chapel

**Role-playing and Combat Challenge Level 2 (750 XP)**

The spirit of Sir Keegan lingers here, his faith keeping the cultists form entering and further desecrating the icon of Pelor, though blood wards outside prevent him from leaving. He is willing to talk to the characters, and will even gird them for the trials to come. If they talk with him and earn his favor, give the characters the full XP award.

**Light:** Depends on the time of day.

**Monsters:** Sir Keegan, 2 skeletons.

**When the characters enter the chapel, read:**

*The passage of time has not been kind to this holy place: weeds and vines choke the floors and walls, the windows have been shattered, and frequent rain and snow have caused the wooden furnishings to rot away. A figure cloaked in rusted armor and a tattered cloak kneels before it.*

Keegan, initially assuming that the death cultists have found a way to tread this sacred hall, is outraged at the character’s presence. Once he gets a good look at them he hesitates, asking what their purpose is. Assuming that the characters are honestly trying to defeat Kalarel before he can fully open the gate, Keegan offers up his holy sword to help them complete their task. Of course, if he feels that they lack conviction he might neither help nor hinder them, simply wishing them luck. If the characters are hostile, appear evil, or try and loot the place, then he fights back.

Characters can make a DC 20 Arcana or Religion check to try and remove the wards outside the chapel, allowing Keegan to come with them. This is best for groups that have fewer than five characters or are having difficulties. Even if they do, he might wish to stay behind in order to keep vigil over the chapel.

**Treasure:** *+1 sunsword*. You could also throw in *divine retribution* armor if someone can use it.

**Quest: Last Rites**

**3rd-Level Minor Quest**

As the characters enter the ruins, undead rise from the ground and surround them.

**Reward:** 38 XP each.

## Event 2.4 Crawling Through the Catacombs

You can either map out the catacombs and populate it with encounters, or you can just model it with a skill challenge. Personally I could not stand the map out of the module because of all the wide corridors and bizarrely placed rooms. The skill challenge method gives the players a chance to rack up some more experience, and when I ran it I had the characters run into encounters every set of skill checks, causing them to lose healing surges if they failed to represent frayed nerves and the Shadowfell’s energy draining their life force. If you have a *Despair Deck*, you could have them draw cards after encounters or if they fail the skill challenge.

### Random Encounters

As the characters proceed through the skill challenge you can have them run into undead or exploring cultists, or find hidden passages. Place encounters in areas with enough room to give monsters the ability to attack from multiple sides, such as intersecting paths and larger rooms that could represent family graves, preparation chambers, or storerooms. Good terrain features are pits, crumbled walls, doors, sarcophagi, and coffins. These are also good places to put in treasure that you haven’t accounted for, yet.

**Zombie Horde (500 XP):** 2 grasping zombies, 6 zombie shamblers. This one works best if the zombies can come from two sides at once.

**Child’s Play (500 XP):** 2 bonewretch skeletons, 1 gravehound. This could take place in a smaller tomb where a pair of siblings died from a plague.

**Fettered Ghost:** The characters might encounter a ghost that had something stolen from it by the cultists, or might have something left undone. Either way, it is bound to the place where it was buried and needs the characters to help it out. Depending on the complexity of the task, this can be a minor quest for a simple return, or a major one if the characters need to go abroad to resolve it.

**Undead Adventurer:** The characters run into the ghost—or awaken the skeleton—of a former adventurer. After finding out what they are up to, he wants to go with them and help them out. This is ideal for groups that need the help *and* do not already have Sir Keegan…unless you are looking to massively populate the final showdown with a *lot* of enemies and give it an epic payoff.

## Event 2.5 The Fane of Orcus

**Combat Challenge Level 3 (775 XP)**

This is where the death cult holds ceremonies and performs sacrifices; souls of victims are bound to obsidian pillars so that they can be used to power fell rituals. For this encounter I would create your own map instead of using the one from the module: the stream of blood were already over the top, but the fact that a giant pit was the only way to get down? Come on. That is beyond ridiculous. Basically something with a sacrificial alter and statue of Orcus is fine, with a few doors leading to quarters and a chamber where undead are stored.

**Light:** Bright light.

**Monsters:** 2 death cult acolytes, 10 decrepit skeletons, 1 death cult executioner, 1 death cult necromancer.

**When the characters enter the fane, read:**

*A blazing brazier illuminates this vast ceremonial chamber. The walls are covered in frescos depicting undead rising from the ground, the sun vanishing from the sky, and Orcus smiting the Raven Queen and taking her crown. Tied to a blood-soaked alter, a man sobs and struggles in vain to free himself as chanting cultists wearing red and black robes prepare to sacrifice him. Flanking the alter are a pair of obsidian pillars that are covered in ghostly faces contorted in torment.*

The undead are stored in a nearby room. On round two they open the door and join the battle. Characters can try and stake the door closed, preventing them from joining the battle.

**Tactics:** The executioner and acolytes engage the characters in melee, while the necromancer stays near the alter. Once the decrepit skeletons enter combat the acolytes try and flank the characters for bonus damage. When things begin to look grim, the necromancer uses a minor action to sacrifice the victim on the alter to recharge his xx power.

**Blood Rock:** Squares adjacent to the alter are blood rock. Creatures standing on blood rock score a critical hit on a 19-20.

**Sacrificial Alter:** A creature can use a minor action to kill the victim on the alter, regaining a level 1 encounter power with the Arcane or Divine keyword.

**Soul Pillars:** Soul pillars are used to store the souls of sacrificed victims so that they can be used as a power source. Creatures adjacent to a soul pillar can spend a minor action to draw upon the energy, gaining a +1 power bonus with an attack that has the Necrotic keyword. A soul pillar can also be destroyed using a standard action to make a DC 18 Religion check—effectively exorcising the spirits—or by attacking it, in which case it makes the following attack against each adjacent creature; +5 vs. Fortitude; 2d8 damage on a hit, or half damage on a miss. For each pillar that is exorcised, the characters gain 25 XP.

**Treasure:** Some *healing potions* and *cryptspawn potions* could be very useful here, especially if the party is having a tough time. If you haven’t gone through all the magic item parcels by now, adding in something like a *+1 lifedrinking* *weapon*, magic implement, or armor would also make sense.

#### Development

Five prisoners are kept in an adjacent room to be used as sacrifices as the cult demands. They tell the characters that they were captured by a band of hobgoblin slavers that called themselves the Bloodreavers, either abducted from their farms or while traveling between Winterhaven and Fallcrest.

**Ad-Hoc XP:** The players gain 25 XP per prisoner that survives.

## Event 2.6 The Shadow Gate

**Combat Challenge Level 5 (1000 XP)**

This is it, the big showdown. Kalarel is preparing to open the gate, but thankfully has yet to complete the ritual. As the battle progresses he proceeds with the ritual until it is fully open and he can summon reinforcements. For this map I did a large room with two sets of stairs leading down both sides of the room into a lower section with the portal. No blood pool, and no magic circle that never really made sense in the first place.

For Kalarel, I just used that level 5 Orcus underpriest, except that he has a recharge 5 power that lets him improve the Shadow Gate’s state as a minor action for when the players get rid of the pillars.

**Light:** Bright light.

**Monsters:** Kalarel, 1 ravenous ghoul, 6 grasping zombies.

**When the characters enter the room, read:**

*Circular stairs flanking the entrance of this room descend to a massive, shadowy portal supported by demonic statues, in front of which is a man wearing dark black and red robes and a helmet with massive ram horns. He wields a black rod capped with a skull, using it to direct wailing souls from a pair of obsidian pillars into the portal. Green runes glow with a fell light, and the light and color seems to slowly ebb from the room.*

At the start of the encounter Kalarel tries to maintain the ritual, sending his undead minions after the characters; the ghoul and zombies emerge from iron maidens that line the edges of the room and move to prevent the characters from getting to their master. Feel free to have him gloat and taunt the characters with the usual clichés: they are too late, the land will soon be consumed by the dead, he will kill them and force them to serve him, etc.

**Tactics:** The ghoul can climb, so it ascends the walls instead of using the stairs. The zombies slowly shamble towards the characters. You can have them each take separate paths to try and catch the characters in a pincer attack. The idea is to give Kalarel a few rounds to proceed with the ritual in order to up the tension. Kalarel does not fear death, and he could return later in the campaign as a recurring villain.

**Soul Pillars:** There are two soul pillars, here. While the soul pillars are there Kalarel can use a standard action once per round to automatically advance the Shadow Gate’s stage by 1. If both are destroyed, he must use a standard action to make a Religion check to advance it using the DC listed below.

**Stairs:** Going up stairs costs 2 squares of movement. Creatures subjected to forced movement must make a DC 15 Acrobatics check or fall prone.

**Treasure:** Kalarel’s rod should definitely be magical, though if you do not have a rod-using character it could just be a plot device like a ritual focus; a *+1 rod of dread* is pretty nice, though.

#### The Shadow Gate

The Shadow Gate starts at stage 1. Each round that Kalarel spends maintaining the ritual, it advances an additional stage. A character trained in Arcana or Religion can use a standard action to attempt a check to reduce the stage by 1. The difficulty is 17 plus the stage that the Shadow Gate is currently at (so the further along it is, the harder it gets to reverse the effects).

**Stage 0:** No adverse effects. If the gate is at stage 0 when the character makes another check, the gate is completely sealed.

**Stage 1:** All light sources in the room with the exception of what is shed by the *sunsword* is halved.

**Stage 2:** All light sources except for what is shed by the *sunsword* shed only dim light. Living creatures besides Kalarel that end their turn adjacent to the Shadow Gate take 3 necrotic damage.

**Stage 3:** Attacks made with the Radiant keyword take a -1 penalty to attack rolls, while attacks with the Necrotic keyword gain a +1 power bonus.

**Stage 4:** Living creatures besides Kalarel that end their turn within 3 squares of the Shadow Gate take 3 necrotic damage.

**Stage 5:** Living creatures aside from Kalarel that end their turn within 5 squares of the Shadow Gate take 3 necrotic damage and are weakened until the end of their next turn.

The following conditions can make things easier or harder for the characters.

* **Dragon Bone:** If the characters gave Ninarin a dragon bone, then the difficulty for all skill checks to close the portal increases by 1.
* **Raven Queen:** A character who worships the Raven Queen or has the *the Raven Queen’s shroud* gains a +1 bonus to all skill checks made to seal the portal.
* **The Sunsword:** A character can channel the power of the *sunsword* to subdue the effects of the Shadow Gate for a round. While it is subdued, the next check made to close the gate gains a +2 power bonus.
* **Ad-Hoc XP:** The characters gain 300 XP for closing the portal.

## Concluding the Adventure

With Kalarel gone and the portal sealed, the characters return to Winterhaven as heroes. With the kobolds and undead vanquished, trade resumes and the citizen begin to return to normal lives. Lord Padraig invites them to stay, providing them with a house or granting them a plot of land. If you are planning on following up with *Thunderspire Labyrinth*, then they should have learned about the Bloodreavers.