

HEROIC

1-10

*“We are mercenaries, all of us, but only a precious few have honesty enough to admit it. Whether we sell ourselves for coin, for honor, or ideals, we all have a price whose continued payment leads us inevitably to our end. But when that end comes, will you admit to your balance sheet? Or will you lie when you claim that the blood on your hands was spilled for just cause, not simply your hunger for glory?”*



# THE SHADOW RIFT OF UMBRAFORGE



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## WHAT'S AN ADVENTURE PATH?

Scales of War is the fourth Adventure Path to appear in the pages of *Dungeon Magazine*. But what, you ask, is an Adventure Path? Quite simply, it is a series of related adventures intended to form a complete D&D campaign that takes your players from 1st level all the way to, in the case of Scales of War, 30th level.

Previous Adventure Paths, presented with the third edition D&D rules, took characters from 1st to 20th level. But with all three tiers in the new edition ripe and ready to explore, we're pushing the limit with Scales of War. Each tier takes roughly six adventures to traverse, which means we'll finish off this Adventure Path in about eighteen issues. Each adventure advances characters from between one and a half to two levels of experience. We recognize that not everyone will meet every encounter or complete every quest, however, so periodically, we'll point you DMs to a supplemental Side Trek or short adventure to keep your PCs on pace. Plus, roughly every other month, *Dragon* will feature new support content for Scales of War.

Finally, this Adventure Path is intended to function as a complete D&D campaign. That means we'll be making some assumptions about the history of the world as we move along, just as you would in any campaign you run. We'll be borrowing heavily from the D&D mythology of 4th Edition, as well as all the great ideas that have cropped up in other products over the years—including the pages of past issues of *Dungeon*!

Enjoy your stay in Scales of War, and keep an eye out for next month's installment.

"The Shadow Rift of Umbraforge" is an adventure for five 4th-level characters who are approximately halfway to 5th level. Characters should be 6th level by the adventure's end. This adventure is a sequel to "Siege of Bordrin's Watch" and the third part of the Scales of War Adventure Path. However, with a little modification, it can be played as a standalone adventure or integrated into an existing campaign.

## BACKGROUND

In "Siege of Bordrin's Watch," the PCs discovered that dark creepers had sold arms and tactical intelligence to the orc war chief Tusk, aiding him in his attack against the folk of the Stonehome Mountains. In this adventure, the PCs investigate the link between the orcs and the dark ones, stumbling into an arms-running operation bridging two planes, and finally confronting the charismatic figure behind it.

Sarshan is an opportunistic shadar-kai arms dealer. For years, he has built an invisible mercantile empire around the sale and brokering of weapons, armor, mercenaries, and intelligence from his domain in the Shadowfell. Though Sarshan plays a significant part in this adventure, the PCs' initial focus is on one of his lieutenants—a dark creeper shadowborn stalker named Modra.

Before the "Siege of Bordrin's Watch," Modra was approached by Tusk's advisor Myrissa, a shadar-kai witch who knew of Sarshan's operations. However, the success of Sarshan's arms running and mercenary services turns on his ability to maintain a low profile in his dealings with clients in the world. Sometimes this means turning down jobs that run too much risk of exposure. Tusk's massive raid, aimed at the heart of the

civilized frontier and a stone's throw from Sarshan's operations in the city of Overlook, was one of these.

When Sarshan rebuffed Myrissa's request, Modra approached the witch in secret. He struck a deal to supply Tusk with weapons and intelligence, sending in a group of his followers (the dark creepers in "Siege of Bordrin's Watch," including Iranda) to do the job. In going behind Sarshan's back, Modra expected that an overwhelming orc victory (won with the help of dark one subterfuge) would win his master's respect. However, with Tusk's forces routed and Modra's servants scattered or killed, the dark creeper has had to go to ground to escape Sarshan's wrath. The brass key that Iranda carried in "Siege of Bordrin's Watch" sets Modra on the PCs' trail—and leads them into the next stage of the adventure path.

## ADVENTURE SYNOPSIS

Back in Overlook after the events of "Siege of Bordrin's Watch," the PCs find themselves targeted by a group of street toughs seeking the mysterious brass key they obtained at the end of that previous adventure. Through their would-be assailants, the PCs obtain the name of the one who ordered the assault—"Modra."

By way of a skill challenge that takes them into the darkest corners of the city, the PCs learn that Modra is a dark creeper with connections to an arms-running operation and a poorhouse known as the Happy Beggar. In a network of secret caverns beneath the Beggar, the PCs discover that the weapons-running operation extends from the Shadowfell to Overlook by way of a pair of ancient magic portals. When the dark creeper flees to the Shadowfell, the PCs give chase.

Transported to the Shadowfell, the PCs find themselves in Umbraforge—an isolated military enclave that grows ever larger in its preparations for war. Foundries, forges, mercenary camps, and slave pens stand between a dark tower and a volcanic rift venting a river of lava and shadow. As they infiltrate by stealth and sword, the PCs discover that Modra is an underling to the shadar-kai Sarshan, master of Umbraforge. In addition to arms running, Sarshan sells mercenaries and creatures bred for war—horrid mutants created in an arcane foundry fueled by the raw power of the magma shadow rift.

Within the foundry, the PCs eliminate Modra and his followers, then use a secret tunnel to gain access to the tower. As they infiltrate Sarshan's inner sanctum, they face off against his house guards and allies before being brought before the shadar-kai and given a chance to join him. Then a massive tremor generated by the magma shadow rift shakes the tower, allowing the PCs to flee back to the Shadowfell gate. As Sarshan's foundry is leveled by the destructive forces of shadow and fire, the PCs escape back to the world, followed by a trio of savage specters bent on destruction.

When that battle is done, Sarshan's Shadowfell gate is destroyed and Overlook is safe. However, the PCs have uncovered information indicating that the apparently isolated conflicts that led them first to Rivenroar, then to Bordrin's Watch, touch on secret plots that threaten the end the world.

## SETTING

The first part of this adventure makes use of the city of Overlook section in "Siege of Bordrin's Watch."

### KEY TO THE SHADOWFELL GATE

In "Siege of Bordrin's Watch," the heroes fight a dark one emissary in the boiler room in the Vents. This emissary's name was Iranda, and he reported directly to Modra, the dark creeper villain of this adventure, something the characters will learn over the course of this adventure. Iranda kept a key to the Shadowfell gate below Overlook. If you've already run "Siege of Bordrin's Watch," feel free to give the PCs the key before this adventure begins. Alternatively, it's possible Iranda stashed it somewhere in Overlook, and the PCs need to track it down at some point during "The Shadow Rift of Umbraforge." This latter tactic is especially handy if the characters are not quite halfway to 5th level when this adventure begins. Finally, consider including the key among the possessions of the shadar-kai witch at the transfer portal (see page 19).

However, though the adventure starts and finishes in Overlook, the bulk of it takes place in the Shadowfell. Since this is likely the PCs' first excursion to this dark plane, familiarize yourself with "The Planes," page 160 of the *Dungeon Master's Guide*.

The gateway to the Shadowfell that Sarshan uses to smuggle his armaments into the world (and which Modra co-opted for his own dealings with Tusk) lies within Overlook—a series of ancient caverns hidden beneath the cellars of an out-of-the-way poorhouse. The city's status as a major trading center provides Sarshan with the perfect cover for his clandestine trafficking in arms, armor, and mercenaries across the frontier. With

the bustle of its streets, the endless dance of commerce in the Forge and Tradetown districts, and the steady stream of wains and carts passing through its gates, Overlook gives the shadar-kai an invisibility on which he has built a prosperous career.

## PREPARING FOR ADVENTURE

"The Shadow Rift of Umbraforge" is divided into three parts. The first part, consisting of five encoun-

### THE QUESTS

As the PCs find themselves targeted by Modra, they slowly uncover the identity and plans of the dark creeper. However, as they pursue him into the Shadowfell, they come to realize that Modra's plots are only portents of a much greater danger.

#### Minor Quest—Modra's Threat

In parts one and two of the adventure, the PCs must determine Modra's connection to the orc raid and eliminate his continued threat. However, by the time they face off against the dark creeper in the Shadowfell, they realize that he is only a small part of a larger operation.

**Reward:** 200 XP.

#### Major Quest—The Opportunist

In parts two and three of the adventure, the PCs discover that Modra's threat is insignificant compared to that of his former master, the shadar-kai arms dealer Sarshan. The PCs must infiltrate Sarshan's domain in the Shadowfell, discover the extent of the shadar-kai's weapons-running operations, and learn that war is coming to the world.

**Reward:** 250 XP per character.

ters, details the PCs' pursuit of Modra and their discovery of Sarshan's Shadowfell gate. This part should bring the party to 5th level (assuming they were about halfway through 4th level at the completion of "Siege of Bordrin's Watch"). The remainder of the adventure (featuring the party's search for Modra in the Shadowfell, the incursion into Sarshan's tower, and the climactic confrontation with the savage specters that pursue the PCs from the Shadowfell back to the world) should bring them to 6th level.

Assuming you are already familiar with the layout of Overlook from "Siege of Bordrin's Watch," you need only to read this introductory material and The Beggar's Gate (including the Street Skirmish tactical encounter and the "Modra's Plots" skill challenge) to get ready for your first game session.

Modra's role in the attack on Bordrin's Watch should be enough to inspire a mostly good or lawful good party to want to capture or kill him. However, if the PCs are strongly unaligned, you might need to make things personal. During the "Modra's Plots" skill challenge (page 11), have Modra continue his vendetta against the PCs by attacking (or even killing) one or more NPCs close to them. Any characters the party became involved with during the "Siege of Bordrin's Watch" can fit the bill.

## WHAT YOU NEED TO PLAY

This adventure includes the encounters the PCs face as they explore and adventure in the area. It also provides tactical maps and more for the adventure. Also as mentioned above, read through at least the first few encounters described in this adventure 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. Encounters that are 1 or 2 levels lower than the party are easy, while encounters that are 2 or more levels higher than the party are difficult 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 you with 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. 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.

### 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.

### TREASURE

This adventure makes use of the parcel system of treasure rewards described in Chapter 7 of the *Dungeon Master's Guide*. The characters should accumulate fifteen parcels by the end of the adventure. Use the players' wish lists to determine which magic items you place as treasure.



These parcels can be given out at any point in the adventure you decide is appropriate, or you might reserve some treasure as a reward given to the PCs by the people of Overlook when the adventure is done. Whenever possible, tie treasure to the most climactic points of the adventure (the battle in the secret caverns, the foundry showdown with Modra, and so on).

## PART 1: THE BEGGAR'S GATE

In the aftermath of the sealing of the mountain tunnels and the flooding of the Nexus in “Siege of Bordrin’s Watch,” Modra learned of the PCs’ role in thwarting Tusk’s plans. He has quietly kept tabs on them since their return to Overlook. The key found at the end of the previous adventure (see The Key to the Shadowfell Gate sidebar on page 6) is a hollow brass tube 6 inches long, set with a round ring at one end and four flanges of differing lengths at the other. The PCs can find no information in Overlook on the nature or origin of the key. However, any inquiries along those lines come back to Modra through his contacts in the thieves’ guild known as the Lost Ones. (If the PCs are more circumspect, assume that the key has a magical property that allows Modra to eventually determine who carries it.) With the last of his coin, the dark creeper hires a squad of guild enforcers to dispense with the PCs and retrieve the key—Modra’s only way to return to the Shadowfell and attempt to turn the tables on the vindictive Sarshan.

Between the end of “Siege of Bordrin’s Watch” and this adventure, the PCs have plenty of time to rest up, replenish missing supplies, and take care of any miscellaneous business. The first encounter (Street

Skirmish, on the following page) should take place within a few days of the party’s return to Overlook.

On assignment from Modra, a squad of enforcers from the Lost Ones have been quietly following the PCs while they carry out their routine business in the city. Their orders are to retrieve the key as quietly as possible, then kill the PCs. The Lost Ones wait now for the opportunity to strike.

## OTHER LOCATIONS

The PCs might not automatically be inclined to return to Overlook to rest and recuperate when the

“Siege of Bordrin’s Watch” is done. (This is most likely to be the case if the party was in the middle of unfinished business in Brindol before being summoned to help defend against the orc raid.) If so, don’t force the issue. Simply have the Lost Ones track the PCs to their alternate location and move encounter G1 accordingly. When the Lost Ones are searched or questioned, the PCs find that they received their orders from someone named Modra in Overlook. This should inspire the party to return to the mountain city.

### TREASURE PARCELS

Parcel A: _____	Parcel I: _____
Parcel B: _____	Parcel J: _____
Parcel C: _____	Parcel K: _____
Parcel D: _____	Parcel L: _____
Parcel E: _____	Parcel M: _____
Parcel F: _____	Parcel N: _____
Parcel G: _____	Parcel O: _____
Parcel H: _____	

### TREASURE PARCELS (MONETARY TREASURE 2,840 GP)

<b>Parcel 1:</b>	<b>Magic item, level 9</b>
Parcel 2:	Magic item, level 8
<b>Parcel 3:</b>	<b>Magic item, level 8</b>
Parcel 4:	Magic item, level 7
<b>Parcel 5:</b>	<b>Magic item, level 6</b>
Parcel 6:	Magic item, level 6
<b>Parcel 7:</b>	<b>550 gp, or two 250-gp art objects + 50 gp, or one 500-gp gem + 50 gp</b>
Parcel 8:	500 gp, or one 250-gp art object + 250 gp, or five 100-gp gems
<b>Parcel 9:</b>	<b>340 gp, or three 100-gp gems + 40 gp, or one 250-gp art object + one potion of healing + 40 gp</b>
Parcel 10:	340 gp, or one 250-gp art object + 90 gp, or 300 gp + 400 sp
<b>Parcel 11:</b>	<b>300 gp, or three 100-gp gems, or one potion of healing + one 250-gp art object</b>
Parcel 12:	280 gp, or two 100-gp gems + 80 gp, or one 100-gp gem + 2 potions of healing + 80 gp
<b>Parcel 13:</b>	<b>260 gp, or one 250-gp art object + 10 gp, or two potions of healing + 100-gp gem + 60 gp</b>
Parcel 14:	160 gp, or one 100-gp gem + 60 gp, or one potion of healing + 110 gp
<b>Parcel 15:</b>	<b>110 gp, or one 100-gp gem + 10 gp, or one potion of healing + 60 gp</b>

## STREET SKIRMISH

Encounter Level 5 (975 XP)

### SETUP

The Lost Ones follow the PCs in search of a likely ambush spot, using their knowledge of Overlook to slip ahead of the party as they approach an enclosed laneway between two of the city's warehouses.

**2 human berserkers (B)**

**3 human guards (G)**

**1 human mage (M)**

At the outset of the encounter, the human guards are hiding behind the wagon to the north. Unless the PCs notice them (DC 20 Perception), do not place them on the battle grid. The mage starts out with total cover up the narrow alley to the north. Do not place his miniature on the battle grid until he is spotted or unless he attacks.

**As the PCs enter the area, read:**

*Sudden movement catches your eye—a horse tethered to a hitching post stomps as you approach. From behind you, a voice calls out, “Took a wrong turn, friends. Too bad it’ll be your last.” Two human warriors move up from where they must have been following you, battleaxes pulled from beneath their cloaks as they attack.*

**If the PCs spot the guards to the north, read:**

*Behind a wagon to the north, you see movement in the shadows. Three figures crouch in hiding, waiting to spring.*

Let the players place their miniatures anywhere in the center of the map.

### WE MEET AGAIN

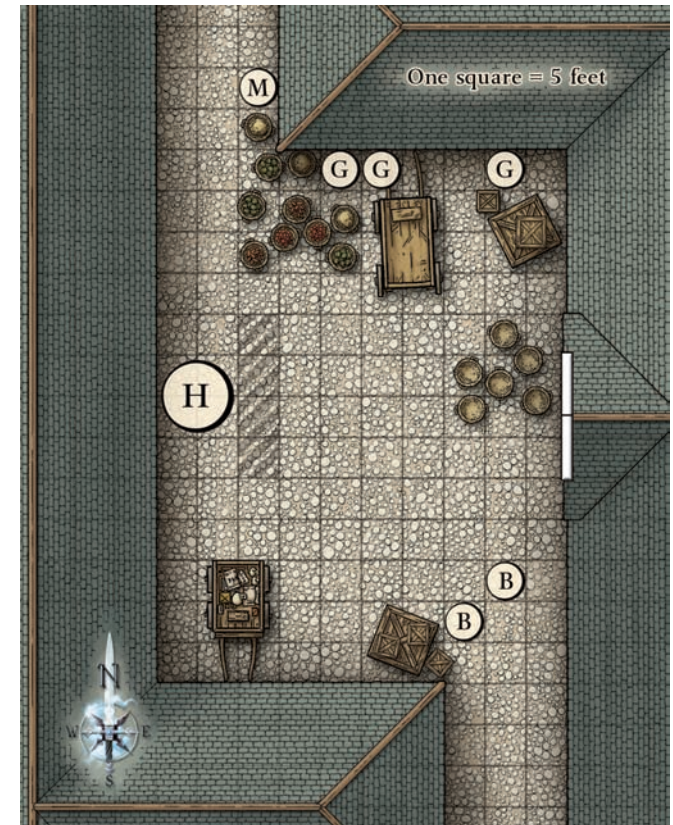
If the PCs had a previous altercation with the Lost Ones (page 22 of “Siege of Bordrin’s Watch”), play up any lingering hostility in this encounter. Although the berserkers and guards here are a more elite squad than the street bravos the PCs faced in Overlook, the mage might well be the same character (assuming he survived). Even if they are new foes, these Lost Ones are aware of the PCs’ run-in with their order, and they seek their own revenge even as they fulfill Modra’s commission.

### TACTICS

The berserkers wade into combat in the first round, hoping to draw the PCs’ attention while their mage leader attacks from hiding. They target the strongest-looking melee combatants with battleaxe attacks, saving their handaxes for thrown attacks against PCs trying to stay out of melee. The berserkers fight to the death.

The human guards engage those PCs who avoid or retreat from the berserkers’ attacks. They use their halberds against any foes within reach, leaving PCs knocked prone by their *powerful strike* for the berserkers as they seek new targets. The guards flee if reduced to 10 hit points or fewer.

In the first round, the mage moves up behind the baskets (granting him cover) and makes a *Stealth* check to stay hidden (+4). He strikes first with *dancing lightning*, targeting spellcasters if possible. In subsequent rounds, he snipes with *magic missile*, reserving his *thunder burst* until he can target two or more PCs. The mage flees if reduced to 10 hit points or fewer, or if all the other Lost Ones are killed.



### DEVELOPMENT

If any of the Lost Ones survive to be interrogated, they reveal that they were hired to retrieve a brass key the PCs carry. Any other wealth on the PCs was theirs to take, hinting at the key’s value to whoever seeks it. The PCs find a scrap of parchment on one of the Lost Ones (their only clue if all the assailants were slain). A hastily drawn rendering of the brass key accompanies a note indicating the importance of its return and a name—“Modra.” However, these Lost Ones know nothing more of Modra than his name.



Human Mage (M)		Level 4 Artillery	
Medium natural humanoid		XP 175	
Initiative +4		Senses Perception +5	
HP 42; Bloodied 21			
AC 17; Fortitude 13, Reflex 14, Will 15			
Speed 6			
⚔ Quarterstaff (standard; at-will) ♦ Weapon			
+4 vs. AC; 1d8 damage.			
☞ Magic Missile (standard; at-will) ♦ Force			
Ranged 20; +7 vs. Reflex; 2d4 + 4 force damage.			
☞ Dancing Lightning (standard; encounter) ♦ Lightning			
The mage makes a separate attack against 3 different targets: ranged 10; +7 vs. Reflex; 1d6 + 4 lightning damage.			
⚡ Thunder Burst (standard; encounter) ♦ Thunder			
Area burst 1 within 10; +7 vs. Fortitude; 1d8 + 4 thunder damage, and the target is dazed (save ends).			
Alignment Any		Languages Common	
Skills Arcana +11			
Str 10 (+2)		Dex 14 (+4)	Wis 17 (+5)
Con 12 (+3)		Int 18 (+6)	Cha 12 (+3)
Equipment robes, quarterstaff, wand			

2 Human Berserkers (B)		Level 4 Brute	
Medium natural humanoid		XP 175 each	
Initiative +3		Senses Perception +2	
HP 66; Bloodied 33; see also <i>battle fury</i>			
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			
Ranged 5/10; +5 vs. AC; 1d6 + 3 damage.			
Alignment Any		Languages Common	
Skills Athletics +9, Endurance +9			
Str 17 (+5)		Dex 12 (+3)	Wis 11 (+2)
Con 16 (+5)		Int 10 (+2)	Cha 12 (+3)
Equipment hide armor, greataxe, 2 handaxes			

3 Human Guards (G)		Level 3 Soldier	
Medium natural humanoid		XP 150 each	
Initiative +5		Senses Perception +6	
HP 47; Bloodied 23			
AC 18; Fortitude 16, Reflex 15, Will 14			
Speed 5			
⚔ Halberd (standard; at-will) ♦ Weapon			
Reach 2; +10 vs. AC; 1d10 + 3 damage, and the target is marked until the end of the human guard's next turn.			
⚔ Powerful Strike (standard; recharge ☞☞☞) ♦ Weapon			
Requires halberd; reach 2; +10 vs. AC; 1d10 + 7 damage, and the target is knocked prone.			
☞ Crossbow (standard; at-will) ♦ Weapon			
Ranged 15/30; +9 vs. AC; 1d8 + 2 damage.			
Alignment Any		Languages Common	
Skills Streetwise +7			
Str 16 (+4)		Dex 14 (+3)	Wis 11 (+1)
Con 15 (+3)		Int 10 (+1)	Cha 12 (+2)
Equipment chainmail, halberd, crossbow with 20 bolts			

## FEATURES OF THE AREA

**Illumination:** Dim light at dusk or dawn. Bright light by day. At night, lanterns hang on both the carts (bright 10).

**Wagons:** These empty wains are waiting to be loaded. A wagon provides cover and is tall enough that a Small creature can move under it and gain superior cover. It costs 2 squares of movement to jump up onto a wagon. With a successful DC 17 Strength check (a move action), a character can move a wagon forward or backward 1 square.

**Draft Horse:** This draft horse (marked “H” on the tactical map) is tied to a hitching post and normally not easily spooked. However, once combat starts, any characters entering the indicated squares behind the horse are subject to attack (+6 vs. AC, 1d6 + 5 damage) since the creature lashes out with a kick. If hit by any attack, the horse breaks its rope and leaves the area at a run.

**Doors:** These warehouse doors are barred from within. They cannot be opened from the outside.

**Crates:** These squares provide cover. A stack of crates stands 5 feet high and can be climbed with a successful DC 10 Athletics check.

**Baskets:** These 4-foot-high woven baskets are for transporting grain. Full baskets provide cover and are difficult terrain. Empty baskets provide cover but do not hinder movement.

## THE STREETS OF OVERLOOK

In the aftermath of the ambush by the Lost Ones, the PCs have a chance to discover who hunts them.

### Modra's Plots Skill Challenge

**Level 4**  
XP 700

*Overlook, a fortified city on the eastern slopes of the Stonehome Mountains, is a bustling center of commerce and trade. Among its many people, you're sure to find more information about those who hunt you. Now you just need to figure out how you want to go about unearthing this information.*

As the characters immerse themselves in the bustle and business of Overlook, they must seek information among the city's traders, brokers, and black marketeers. Modra has covered his tracks since coming back to the city (since he knows that Sarshan is looking for him), but by determining his movements and activities prior to the events of "Siege of Bordrin's Watch," the characters gain valuable insight into the dark creeper's mission.

This skill challenge should be treated as a city crawl, making use of the full Overlook write-up in the previous adventure. As the characters pursue their quarry, you can break up the skill challenge with some of the optional encounters in "Urban Encounters," which is on page 21 of "Siege of Bordrin's Watch." You can also read details on the city, its various districts, and some of its key inhabitants in that adventure.

**Complexity 4** (requires 10 successes before 3 failures).

**Primary Skills** Bluff, Diplomacy, Intimidate, Streetwise, Thievery.

### RUMORS

- 1 "The threat of the orcs might be ended after the siege of Bordrin's Watch, but word from the frontier is there's more trouble on the march. Just like Tusk's clan, the rabble of the mountains are getting their hands on good-grade weapons and armor, and they're looking to use it."
- 2 "You get all races in Overlook, but the dark ones that pass through the city keep to themselves. More often than not, those you do see are in the company of Lost Ones bodyguards and enforcers."
- 3 "Someone by the name 'Modra' was said to be buying information a few months back, looking for those with experience mining the old caverns of the Stonehome."
- 4 "Modra is a dark creeper, and well known in the city's criminal underworld."
- 5 "It's said that the dark creeper Modra brokers weapons and armor through the Overlook black markets."
- 6 "Modra met up with a shadar-kai witch a month ago. Some said she was doing a deal for weapons, but she didn't look much like a warrior."
- 7 "The far traders coming into Overlook talk of more and more trouble on the roads. They say the Red Hand of Doom was behind what happened in Brindol a few months past, but there's more cults than that on the rise across the frontier."
- 8 "The dark creeper is just the front man for arms dealing in the city. No one knows who's behind the operation, but rumor says it's bigger than anyone in Overlook will ever know."
- 9 "Modra was in the city three weeks past, but he was keeping a low profile. He had a squad of dark creepers with him, must have figured they'd stand out."
- 10 "Last time anyone saw Modra was just before the raid on Bordrin's Watch. I heard he's been on the run since then. Some job that went bad."

**Other Skills** Acrobatics, Athletics, Insight, Stealth.

**Victory** The characters do not draw attention to themselves when they discover the connection between Modra and the Happy Beggar almshouse. See "An Unexpected Ally," below.

**Failure** The characters determine the connection between Modra and the Happy Beggar, but they draw attention to themselves in the process. Their inquiries get back to Sarshan, who takes steps to secure the caverns beneath the Happy Beggar. Add an additional dark creeper to the Transfer Portal tactical encounter, making it 7th level and worth 1,500 XP.

**Bluff** DC 12 (1 success, maximum 3 successes; see Acrobatics or Athletics and Insight). On a successful check, the characters learn one piece of information

from the rumor table. On a failed check, the PC takes a -2 penalty to his or her next Bluff or Intimidate check. If the PC spends 50 gp or more for favors and bribes, he or she gains a +1 bonus to the check.

The characters seeks out the seamy underside of Overlook, posing as those connected to or desiring to do business with the Lost Ones.

**Diplomacy** DC 7 (1 success, maximum 2 successes; see Acrobatics or Athletics and Insight). The PCs learn a rumor from the rumor table.

By lending a sympathetic ear to an NPC victimized by the Lost Ones, the PC hears a rumor. If the PCs have not already met her, Reggen at the Mountain's Hearth Inn (page 17 of the "Siege of Bordrin's Watch") is one such character.



**Intimidate** DC 17 (1 success, maximum 3 successes; see Acrobatics or Athletics and Insight). On a failed check, the PC cannot make any further Intimidate or Bluff checks in this challenge.

The characters take a direct approach, shaking down an NPC connected to the Lost Ones to hear a rumor from the rumor table.

**Streetwise** DC 12 (1 success, maximum 4 successes; see Stealth). On a successful check, the characters hear a rumor from the rumor table. If a character spends 50 gp or more for favors and entertainment, he or she gains a +1 bonus to the check.

The PC spends his or her time on the street or in the taverns with one ear to the ground.

**Thievery** DC 12 (1 success, maximum 2 successes; see Stealth) This check can be made only by a PC who has previously made a successful Bluff or Streetwise check. On a successful check, the PC hears a rumor from the rumor table.

The PC follows up on earlier information by picking pockets, intercepting private messages, or another bit of useful subterfuge.

**Acrobatics or Athletics** DC varies (0 successes). A successful DC 7 check provides the character with a +2 bonus to the next Bluff, Diplomacy, or Intimidate check. A successful DC 12 check grants the character information from the rumor table. Failure results in a -2 penalty to any subsequent Bluff checks.

By performing feats of juggling, tumbling, knife-throwing, arm-wrestling, or other physical entertainments in one of the city's markets or taverns, the PC is in a perfect position to observe and listen.

**Insight** DC 12 (0 successes). With a successful check, the character gains a +2 bonus to his or her next Bluff, Diplomacy, or Intimidate check.

The PC's ability to read people is brought to bear on the search for information.

**Stealth** DC 12 (0 successes). On a successful check, the character gains a +2 bonus to his or her next Streetwise or Thievery check. On a failed check, the character takes a -2 penalty to his or her next Streetwise or Thievery check.

The PC keeps an especially low profile.



<b>Reniss, Half-Elf Ranger</b>		<b>Level 4 Striker</b>
Medium natural humanoid		
<b>Initiative</b> +5	<b>Senses</b> Perception +2; low-light vision	
<b>HP</b> 47; <b>Bloodied</b> 23		
<b>AC</b> 18 (20 against opportunity attacks); <b>Fortitude</b> 18, <b>Reflex</b> 19, <b>Will</b> 15		
<b>Speed</b> 6		
⚔ <b>Longsword</b> (standard; at-will) ♦ <b>Weapon</b>		
+5 vs. AC; 1d8 + 2 damage.		
🏹 <b>Longbow</b> (standard; at-will) ♦ <b>Weapon</b>		
Ranged 20/40; +6 vs. AC; 1d10 + 3 damage		
☞ <b>Eyebite</b> (standard; encounter) ♦ <b>Arcane, Charm, Implementation, Psychic</b>		
Ranged 10; +4 vs. Will; 1d6 + 1 psychic damage, and Reniss is invisible to the target until the start of her next turn.		
☞ <b>Hunter's Bear Trap</b> (standard; daily) ♦ <b>Martial, Weapon</b>		
Requires longbow; +6 vs. AC; 2d10 + 3 damage, and the target is slowed and takes ongoing 5 damage (save ends). Requires longsword; +5 vs. AC; 2d8 + 2 damage, and the target is slowed and takes ongoing 5 damage (save ends).		
☞ <b>Nimble Strike</b> (standard; at-will) ♦ <b>Martial, Weapon</b>		
Requires longbow; +6 vs. AC; 1d10 + 3 damage; Reniss can shift 1 square before or after she attacks.		
☞ <b>Shadow Wasp Strike</b> (standard; encounter) ♦ <b>Martial, Weapon</b>		
Requires longbow; target quarry; +6 vs. AC; 2d10 + 3 damage.		
Requires longsword; target quarry; +5 vs. AC; 2d8 + 2 damage.		
<b>Hunter's Quarry</b>		
Once per turn as a minor action, Reniss can designate the enemy nearest to her as her quarry. Once per round, Reniss deals 1d6 extra damage on an attack made against her quarry.		
<b>Unbalancing Parry</b> (immediate reaction, when an enemy misses Reniss with a melee attack; encounter)		
Reniss slides the enemy into a square adjacent to her and gains combat advantage against it until the end of her next turn.		
<b>Group Diplomacy</b>		
Reniss grants allies within 10 squares of her a +1 racial bonus to Diplomacy checks.		
<b>Alignment</b> Good <b>Languages</b> Common, Elven, Dwarven		
<b>Skills</b> Acrobatics +10, Diplomacy +5, Dungeoneering +5, Insight +2		
<b>Str</b> 15 (+4)	<b>Dex</b> 17 (+5)	<b>Wis</b> 10 (+2)
<b>Con</b> 15 (+4)	<b>Int</b> 12 (+3)	<b>Cha</b> 13 (+3)
<b>Equipment</b> leather armor, longsword, longbow, quiver of 30 arrows		

This skill challenge lets the PCs immerse themselves in the bustle and business of Overlook, seeking information among the city's traders, brokers, and black marketeers. Modra has covered his tracks since coming back to the city (since he knows that Sarshan is looking for him), but by determining his movements and activities prior to the events of "Siege of Bordrin's Watch," the PCs gain valuable insight into the dark creeper's mission.

This skill challenge should be treated as a city crawl, making use of the full Overlook write-up in the previous adventure. As the PCs pursue their quarry, you can break up the skill challenge with some of the optional encounters in "Urban Encounters," which is on page 21 of "Siege of Bordrin's Watch." You can also read details on the city, its various districts, and some of its key inhabitants in that adventure.

## WORD ON THE STREET

As the PCs progress through the skill challenge, they hear rumors from the table below. Some of these are specific to Modra, while others are tangential information regarding the slow spread of conflict across the frontier—conflict the party is already caught up in. Information can be given out in the order presented, or you can decide what to reveal based on the PCs' specific lines of inquiry.

Where a rumor has a time frame, adjust it as necessary depending on how much time has passed since "Siege of Bordrin's Watch" and "Rescue at Rivenroar."

## AN UNEXPECTED ALLY

In the course of their investigation, the PCs run into another character making similar lines of inquiry regarding the dark creeper Modra. This is Reniss, sister of the half-elf warlock Jen of the Farstriders

("Siege of Bordrin's Watch" page 26). When Jen was slain in the vents of the Stonehome, she used a *sending stone* to whisper her last words to her sister, a name the Farstriders tripped across before they were cut down—"Modra. . ."

*The female who approaches you wears brown leather beneath a green cloak, and a longbow is slung across her chest. Quietly, she says "I've heard word that there's a group in the city looking for someone named Modra. I'm doing the same, though I doubt it's for the same reasons. Perhaps we should compare notes."*

Reniss is a valuable ally in the PCs' search. She explains her connection to the Farstriders. If the characters tell her they found her sister's body, she takes comfort in the fact that Jen's remains were spared the degradation of the orcs. In exchange for the PCs sharing what they've learned during the skill challenge, she passes on one piece of information they have not yet obtained.

*"I met a dark creeper close to death in the Clean Sheets, looking like he'd been in the fight to end them all. He said he'd been working for this Modra when it happened. For a quart of bad beer, he told me that if I was looking for Modra, I'd better be fast. Someone else is hunting him—someone looking to kill him. The creeper didn't know where Modra was, but he'd heard him talk about some Tradetown almshouse called the Happy Beggar."*

Reniss accompanies the PCs to the Happy Beggar.

## THE HAPPY BEGGAR

The Happy Beggar is an out-of-the-way poorhouse run by a husband-and-wife team of retired paladins. The

Beggar is normally the last place to look for potential intrigue, if only because its reputation for piety among the locals means no self-respecting adventurers ever go near it.

*Once in Tradetown, you have no trouble getting directions to the Happy Beggar, though you get your share of strange looks when you ask. "The kind of place you want to stay if you find group reading of Pelor's scriptures an entertaining evening," is one description you get. However, the sign above the door of a single-story hovel—a stooped and tattered mendicant with a broad grin—tells you you've arrived.*

The Beggar sits sandwiched between a warehouse block and a section of rundown tenements. What no one outside of a small number of dark one and shadar-kai operatives knows is that the almshouse is owned by Sarshan, and it conceals the heart of his arms-running enterprise within the city.

*The atmosphere inside the Beggar is as dingy as the whitewash on the outside walls. A plain common room sits two dozen miserable-looking patrons, most asleep in their chairs or sipping at cracked mugs. A few appear to be doubling as volunteer staff, carrying steaming teapots from table to table. Behind what would be a bar in any other establishment, a dour-looking human woman in white robes boils water at a wood stove. A similarly attired male greets you as he limps up a flight of stairs across the room. "Greetings and welcome. You are just in time for tea and songs of devotion. Please, join us!"*

Prashant and his wife Ausma run the Happy Beggar on the proceeds of their former life as adventurers. Both are scrupulously lawful good, their honesty obvi-



One square = 5 feet



Shadowfell gate

7

3

2

1

4

Teleportation portals

6

5



## THE HAPPY BEGGAR

ous to anyone making an Insight check. The paladins rent this space from one of Sarshan's front companies, but they know nothing of him, his operations, or the hidden areas of the cellar.

The manner of the infiltration and investigation of the Beggar is entirely up to the PCs. Because Prashant and Ausma have no reason to distrust them (and because the Beggar contains nothing worth stealing), the party can effectively have the run of the upper level. PCs are welcome to take advantage of the questionable accommodations in the common room, or to join in prayer and tea (the only libation served here).

Though the Happy Beggar sits atop Sarshan's Shadowfell gate, the almshouse is rarely used as a transit point. Instead, creatures and goods arriving from the Shadowfell are sent through a teleportation portal to one of a number of nearby warehouses. (See area 6, on page 15, and the Transfer Portal tactical encounter on page 19 for details.) The Beggar's paladin proprietors and its patrons thus speak the truth when they say they have no knowledge of the dark creeper (with one exception; see below).

At some point, the PCs must investigate the cellar. None of the patrons take notice of the party, and Prashant and Ausma make only passive Perception checks (13 for either) against any clandestine activities.

### FRIENDLY ADVICE

At some point before the PCs descend the stairs to the cellars, they attract the attention of a figure in the corner of the common room.

*Alone in a rickety chair, a hunched form in a tattered cloak is watching you. When he catches your gaze, he smiles. The old man appears human or half-elf, but his face is deeply scarred by the ravages of disease. He coughs wetly into a grimy handkerchief and beckons you to sit.*

Though the PCs have no way of knowing it, this is the shadar-kai arms dealer Sarshan. As a child, Sarshan was a victim of an arcane Shadowfell plague that left him orphaned and badly scarred. The shadar-kai became an outcast among his kind, forging his own path

## THE HAPPY BEGGAR

**T**he Happy Beggar is a nondescript poor-house serving the neediest transients of Tradetown. Though rundown and worn, Prashant and Ausma keep the place clean and comfortable.

**Walls, Floors, and Ceilings:** The walls of the upper level are lath and plaster under several dozen layers of whitewash. The ceilings are rough planks darkened by years of woodsmoke. The floors are close-fitting planks worn smooth and strewn with clean straw.

The cellar walls are rough-hewn stone, while the walls of the secret caverns are dressed stone except where indicated. The floors of the cellar and the dressed stone chambers are unmortared flagstones.

**Illumination:** The upper floor has lanterns burning by day and night. The cellar and the secret caverns have no light.

**1. Main Floor.** The main floor of the Happy Beggar consists of the common room and Prashant and Ausma's small bedchamber.

**2. Kitchen.** A large wood stove downstairs burns throughout the day, heating the common room above by way of narrow vents. This is the preparation place for Ausma's legendary (for all the wrong reasons) porridge. The Beggar serves it to the needy at no cost three times per day, and there are 1d4 volunteers in the kitchen or the larder from dawn to dusk. Ausma might be here as well.

Volunteering to help with the cooking is an easy way to gain access to the lower levels, but it takes a successful DC 18 Bluff check to win Ausma over.

**3. Larder.** The downstairs larder stores oats, barley, and enormous quantities of average-quality tea.

**4. Collapsed Cellar.** Beyond a locked door, a section of stone wall appears to have collapsed, completely blocking a passageway that once led farther beneath the Beggar. However, a successful DC 22 Perception check made to search the area reveals that the rubble pile has been arranged by hand long ago, creating a hidden access to the secret caverns beyond.

A second successful DC 22 Perception check uncovers signs that a creature (Modra) passed this way recently, and reveals the secret door.

The secret door is a carefully balanced stone slab. When pushed, it swivels open to reveal a narrow passage wide enough only for Medium or smaller creatures. The passage slopes sharply downward at the end, requiring a successful DC 20 Athletics check to safely descend. On a failed check, a character slides the last 10 feet to the cavern floor (taking 1d6 damage) and is knocked prone at the beginning of Black Cavern tactical encounter.

**5. Black Cavern (Tactical Encounter).** This rough cavern is a natural barrier between the Happy Beggar's cellar and the ancient Shadowfell shrine below it. When the transfer portal is shut down, this cavern is the only route between Sarshan's Shadowfell gate and the world.

The cavern is warded by deadly doomsore fungus and home to a group of shadowhunter bats. The bats ignore shadow creatures unless they are attacked. They attack all others on sight.

**6. Transfer Portal (Tactical Encounter).** Weapons, armor, and creatures moved through the Shadowfell gate in area 7 are transferred to one of Sarshan's warehouses through a magic archway in this chamber. The portal acts as a permanent teleportation circle,

affecting any creature or object that passes through it from either side. If the archway is touched, its interior displays a view into a darkened warehouse stacked high with crates and boxes.

From his warehouses, Sarshan sends his goods by porter or wagon out through Overlook, where they blend in with the trade of the city before passing into the world beyond. Sarshan changes warehouses regularly for his operations, reconfiguring the portal and even shutting it down for extended periods in order to maintain a maximum amount of security.

A shadar-kai witch guards this area. Three dark creepers are also here, transferring a pair of caged shadow hounds to the warehouse for delivery.

The PCs can step through the portal to find themselves in a Tradetown warehouse a few blocks from the Happy Beggar. The other side of the portal is a permanent teleportation circle scribed on the warehouse wall. The warehouse can be used as an alternate entrance to the secret caverns, but it does not otherwise play a part in this adventure.

**7. The White Shrine (Tactical Encounter).** This ancient shrine is the location of Sarshan's portal to the Shadowfell. The shadar-kai discovered this gate by way of its other side in the Shadowfell, eventually working his way into the cellars above. Realizing that he had discovered an access point into Overlook, he spent a year activating the ancient teleportation portal in area 6 and setting up his operations in the city.

From its days as a shrine to ancient shadow gods, this area is guarded by wraiths that can be summoned by any shadow creature. It is occupied by Modra when the PCs arrive.



with blood and steel as the leader of an elite mercenary company called the Black Arrow.

One beneficial side-effect of Sarshan's scarring is that his gray shadar-kai complexion and black eyes naturally pale whenever he spends time away from the Shadowfell. This allows him to easily disguise himself as a human or half-elf in the world. He has come to the Beggar as a crippled veteran (a guise he adopts frequently in Overlook), seeking Modra with the intent of executing him slowly for his betrayal. If the PCs have been asking questions regarding the dark creeper (quietly or otherwise), Sarshan overhears them. Otherwise, the shadar-kai recognizes Reniss from a previous near-encounter and guesses why the PCs have come here.

The old man introduces himself as Brenat. He plays the part of a doddering fool seeking conversation, fixating at first on the PCs' arms and armor as he marks them as adventurers. If the PCs make any mention of seeking Modra, he becomes animated, sharing a taste of his personal philosophy in an attempt to gauge the worth of the PCs and discover what they know.

*"I know the one you mean. A dark creeper, and none as dark as him, or so I've heard. Time was, he used the Happy Beggar as a meeting place, but I'd reckon he hasn't been seen here in two years or more. I ran him off one time myself. I might not look it, but I fought dark creepers in the mountains as a younger man, sellsword to a dozen lords. Much as yourselves, I'd wager. Adventurers all have a price, eh?"*

In the end, Sarshan deduces that the PCs are hunting Modra for themselves and decides to let them try their hand at the job. His need to maintain secrecy is absolute, and with the damage Modra has already done to his operation, he is happy to let someone else eliminate the dark creeper.



Sarshan leaves as soon as the PCs have no further questions for him, though he gives them this final bit of advice as he gets up.

*"Wherever you find this Modra, heed me. He's a black-hearted one—make no mistake and strike no bargains with him. Kill him quickly before he gets the chance to return the favor."*

Sarshan assumes that the PCs will seek and find Modra in Overlook. Because he doesn't know that Modra has lost the brass key he stole, he has no worries about the PCs being in the Beggar.

Sarshan's mission in the city turns mostly on meeting existing clients and doing damage control in the aftermath of Modra's botched deal. This keeps him conveniently away from the Beggar and his fortress in the Shadowfell until the end of the adventure.

If the PCs talk to Prashant or Ausma afterward, a successful DC 17 Insight or Diplomacy check reveals that contrary to his story of knowing Modra, the stranger was asking about the dark creeper just a half hour before the party arrived.

## BLACK CAVERN

Encounter Level 4 (750 XP)

### SETUP

A group of shadowhunter bats roosts among the stalagmites in this cavern, while patches of deadly doomspore form a barrier against those would cross it. If the PCs enter with any light sources, or if a character fails an Athletics check and slides into the cavern, the bats attack at once with surprise. If the bats have surprise, do not place their miniatures until they attack.

4 shadowhunter bats (B)



When the PCs can see into the cavern, read:

*This natural stone cavern is cut in half by a cliff, and the eastern side descends into darkness. Stalagmites and stalactites obscure your view, and barely visible to the far southeast is an archway of finished stone that opens up to the south.*

When the shadowhunter bats attack, read:

*A flurry of movement erupts from the shadows of the ceiling. Four enormous bats shriek as they drop toward you, their bladed tails slashing the air.*

### TACTICS

The bats descend from the ceiling to make flyby attacks, swooping up again to stay out of melee range and maintain cover. If a character is knocked prone as he or she enters the cavern, the bats attack with combat advantage in the hope of a quick kill. Likewise, if the PCs attempt to flee through the chamber, the bats attack with combat advantage while they are climbing down the cliff.

If three bats are killed, the fourth flees shrieking for area 6, alerting the creatures there and joining them in the Transfer Portal tactical encounter.

### DOOSPORE GAUNTLET

The rough cliff that separates the eastern and western sides of the cavern is entirely covered with doomspore. Sarshan's operatives have carefully cultivated the deadly fungus to ward off those who might explore this area.

When the PCs can see over the cliff, read:

*The cliff descends 20 feet to the floor of the cavern's eastern side. However, as you look down, you can see that the rough cliff wall is dotted by patches of toadstool-shaped fungus.*

#### Doomspore Hazard

#### Level 3 Obstacle XP 150

*Usually found in large, natural caverns, or in areas tainted by the Shadowfell, these patches of large, toadstool-shaped fungus can grow to be about 3 feet tall. When disturbed, a doomspore unleashes a cloud of deadly spores.*

**Hazard:** A doomspore fills a square (the square is difficult terrain). When triggered, it releases a cloud of spores.

#### Perception

No check is necessary to notice the fungus.

**Additional Skill:** Dungeoneering

◆ **DC 17:** The character identifies the fungus as doomspore.

#### Trigger

When a creature enters a square of doomspore, or kicks or pokes at it from an adjacent square, or attacks it in any way, the fungus releases a cloud of spores. A bloodied character in the initial burst or that begins its turn in a doomspore cloud is attacked by the poison.

#### Attack

**Standard Action**

**Close burst 1**

**Target:** Bloodied creature in burst

**Attack:** +6 vs. Fortitude

**Hit:** 1d10 poison damage and ongoing 5 poison damage (save ends).

**Effect:** The cloud provides concealment for creatures inside it. The cloud persists until the end of the encounter or for 5 minutes. Once a patch of doomspore creates a cloud, it can't create another one for 24 hours.

#### Countermeasures

◆ A character can move into a square of doomspore without triggering the cloud by making a DC 21 Dungeoneering check. The character's move must end in the doomspore's square.



<b>4 Shadowhunter Bats (B)</b>		<b>Level 3 Lurker</b>
Medium shadow beast		XP 150 each
<b>Initiative</b> +9	<b>Senses</b> Perception +7; darkvision	
<b>HP</b> 38; <b>Bloodied</b> 19		
<b>AC</b> 17; <b>Fortitude</b> 14, <b>Reflex</b> 17, <b>Will</b> 12		
<b>Speed</b> 2 (clumsy), fly 8; see also <i>flyby attack</i>		
⊕ <b>Tail Slash</b> (standard; at-will)		
+8 vs. AC; 1d6 + 4 damage. In dim light or darkness, a shadowhunter bat gains a +2 bonus to the attack roll and deals an extra 6 damage.		
↓ <b>Flyby Attack</b> (standard; at-will)		
The shadowhunter bat flies up to 8 squares and makes one melee basic attack at any point during that movement. The bat doesn't provoke opportunity attacks when moving away from the target of the attack.		
<b>Alignment</b> Unaligned		<b>Languages</b> –
<b>Skills</b> Stealth +10		
<b>Str</b> 13 (+2)	<b>Dex</b> 18 (+5)	<b>Wis</b> 13 (+2)
<b>Con</b> 14 (+3)	<b>Int</b> 2 (-3)	<b>Cha</b> 11(+1)

## FEATURES OF THE AREA

**Ceiling:** The ceiling is roughly level, rising 20 feet above the western side of the chamber and 40 feet above the eastern side.

**Tunnel Mouth:** The tunnel from the cellar bottoms out here in a steep slope of crumbling stone. Characters must make a successful DC 20 Athletics check to safely descend. On a failed check, a character slides the last 10 feet to the cavern floor (taking 1d6 damage) and is knocked prone.

**Stalactites and Stalagmites:** These narrow columns of stone extend from the ceiling and floor of the cavern, providing cover. AC 5, Reflex 5, Fortitude 10; hp 40.

**Rubble:** These areas of loose scree are difficult terrain. A character who runs through rubble must make a DC 20 Acrobatics check or fall prone. Characters can move at normal speed without difficulty.

**Cliff:** This steep slope drops 20 feet from the western side of the cavern to the east. Scaling the cliff requires a successful DC 20 Athletics check. A creature that drops down from above takes 2d10 falling damage. Also see Doomsore Gauntlet.



## TRANSFER PORTAL

Encounter Level 6 (1,325 XP)

### SETUP

A shadar-kai witch (one of Sarshan's personal guard) keeps watch over this area. A large cage on a cart holds two shadow hounds that the dark creepers are in the process of transferring to the warehouse, where they'll be shipped out of the city to their new owners. The cage has a magical property that prevents the hounds from teleporting. The intelligent hounds are far from happy about their fate.

3 dark creepers (D)

2 shadow hounds (H)

1 shadar-kai witch (W)

When the PCs are at the head of the stairs, read:

*A savage howl echoes up the stairs as you approach. A lantern is burning somewhere beyond, giving a glimpse of a finished stone chamber set with marble flagstones.*

When the PCs can see the entire chamber, read:

*This odd-shaped chamber extends outward in three sections, and it is about 60 feet wide at its end. Though its frescoed walls suggest a sort of temple, it resembles a storeroom now, with boxes and crates stacked in piles.*

*In the center of room stands an enormous open stone archway. Adjacent to it is a large steel cage on a low cart, somehow obscured in shadow. Within the cage, two fierce hounds appear to be wrapped in darkness as they snarl and claw at the door.*

If the witch and the dark creepers have been alerted by the shadowhunter bat, they are hiding behind crates while the bat circles the room. Place the bat's miniature but do not place the others until they attack.

**If the other occupants of the room have not been alerted, read:**

*A short figure all in black threatens the snarling hounds with a spear through the bars of the cage. Two more dark creepers push the cart toward the arch. Farther along, a tall, gray-skinned female is inspecting a stack of crates. None of them appear to notice you.*

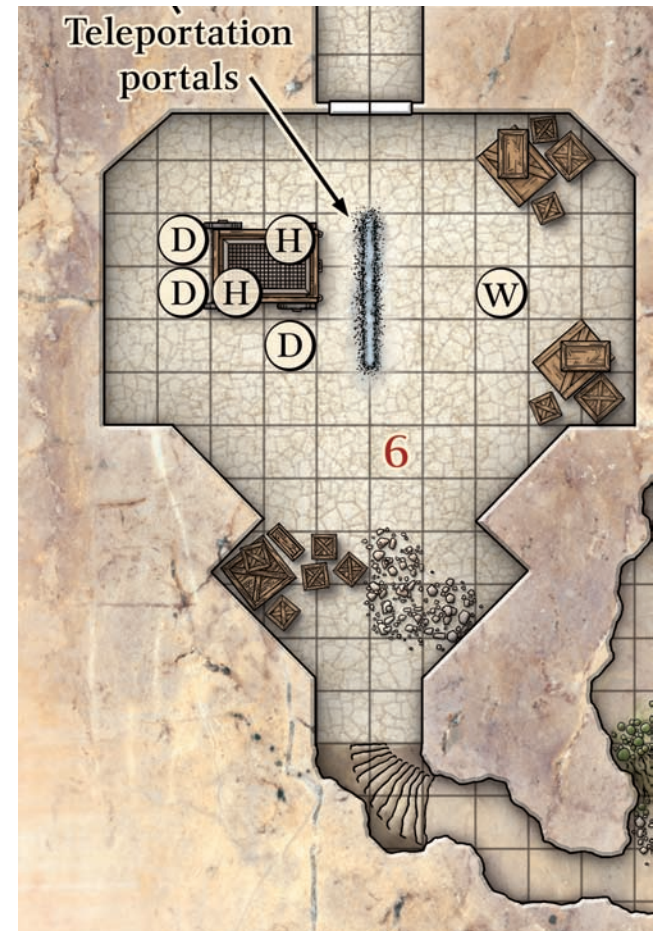
### TACTICS

If they have been alerted, the witch and the dark creepers attack with surprise when three or more PCs have descended the stairs. If not, they are distracted and have their backs to the stairs, giving the party a chance to gain surprise.

The dark creepers take the first round to open the shadow hounds' cage, then hide beneath the cart to avoid being attacked. Once in melee, the creepers use *dark step* to shift throughout the area of combat and maintain combat advantage.

The enraged hounds race for the PCs, alternating the use of their *baying* power to maximize its effect. They use *shadow ambush* to teleport from target to target, attacking with combat advantage.

The witch uses her *shadow jaunt* to dart in and out of melee, targeting slower-moving foes with her *blackfire touch* and using *beshadowed mind* against PCs making ranged attacks. If forced into melee, she orders the dark creepers to her side and casts *deep shadow* as a defensive barrier.



If both the dark creepers are killed, the witch retreats to area 7, summoning the wraiths there and fighting with them in the White Shrine tactical encounter.

### DEVELOPMENT

The shadar-kai witch carries a brass key identical to the one held by the PCs. This activates the Shadowfell gate in area 7 (White Shrine tactical encounter).



2 Shadow Hounds (H)		Level 6 Skirmisher	
Medium shadow magical beast		XP 250 each	
Initiative +7		Senses Perception +9; darkvision	
Shroud of Night aura 5; bright light in the aura is reduced to dim light, and dim light becomes darkness.			
HP 70; Bloodied 35			
AC 19; Fortitude 20, Reflex 18, Will 17			
Vulnerable 5 radiant			
Speed 7, teleport 7			
⬇ Bite (standard; at-will)			
+11 vs. AC; 1d8 + 4 damage; see also <i>shadow ambush</i> .			
⬅ Baying (minor; recharge ⌘⌘⌘) ⬆ Fear			
Close burst 5; deafened creatures are immune; +8 vs. Will; the target takes a -2 penalty to all defenses until the end of the shadow hound's next turn.			
<b>Shadow Ambush</b>			
When the shadow hound teleports adjacent to an enemy, it gains combat advantage and deals an extra 1d6 damage on the next attack it makes against that enemy this turn.			
Alignment Unaligned		Languages –	
Skills Endurance +10, Stealth +10			
Str 19 (+7)	Dex 15 (+5)	Wis 13 (+4)	
Con 14 (+5)	Int 6 (+1)	Cha 16 (+6)	

## FEATURES OF THE AREA

**Illumination:** A lantern hangs on the north side of the teleportation portal archway (bright 10).

**Frescoes:** Faded images adorn the walls here, most appearing to show humans in the act of worshipping faint, shadowy creatures.

**Cart and Cage:** This well-built steel cage is 10 feet square and stands 5 feet high, with bars set every 6 inches (AC 8, Reflex 8, Fortitude 8; hp 30). It is imbued with a magical property that prevents creatures within it from teleporting.

The cage sits on a four-wheeled heavy wooden cart. The cart and cage provide cover and can be climbed with a successful DC 10 Athletics check. A Small creature can drop prone under the cart to gain superior cover.

Shadar-kai Witch (W)		Level 7 Controller	
Medium shadow humanoid		XP 300	
Initiative +6		Senses Perception +4; low-light vision	
HP 77; Bloodied 38			
AC 21; Fortitude 18, Reflex 19, Will 19			
Speed 6; see also <i>shadow jaunt</i>			
⬇ Blackfire Touch (standard; at-will) ⬆ Fire, Necrotic			
+11 vs. Reflex; 2d6 + 4 fire and necrotic damage.			
↘ Beshadowed Mind (standard; recharge ⌘⌘⌘⌘⌘) ⬆ Necrotic			
Ranged 10; +11 vs. Will; 2d6 + 4 necrotic damage, and the target has no line of sight to anything more than 2 squares from it (save ends).			
⬅ Deep Shadow (standard; sustain minor; encounter)			
⬆ Necrotic			
Aura 2; thick, writhing shadows surround the shadar-kai witch. The witch and any other shadow creatures in the aura gain concealment. In addition, enemies that enter or start their turns in the aura take 5 necrotic damage, and enemies (including flying ones) also treat the area within the aura as difficult terrain. The shadar-kai witch can sustain the aura as a minor action. However, the effect ends if she uses <i>shadow jaunt</i> or moves more than half her speed on her turn.			
Shadow Jaunt (move; encounter) ⬆ Teleportation			
The shadar-kai witch teleports 3 squares and becomes insubstantial until the start of her next turn.			
Alignment Unaligned		Languages Common	
Skills Acrobatics +8, Arcana +12, Religion +12, Stealth +13			
Str 13 (+4)	Dex 16 (+6)	Wis 12 (+4)	
Con 13 (+4)	Int 19 (+7)	Cha 17 (+6)	

With a successful DC 15 Strength check (a move action), a character can move the cart and cage forward or backward 2 squares.

**Crates:** These squares provide cover. A stack of crates stands 5 feet high and can be climbed with a successful DC 10 Athletics check.

**Teleportation Portal:** This black stone archway is a semicircle 30 feet in diameter and 15 feet high. Silver crystals are set within the stone in a random pattern. Runes in Common cover it, but their ancient dialect requires a DC 17 History check to decipher.

3 Dark Creepers (D)		Level 4 Skirmisher	
Small shadow humanoid		XP 175 each	
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			
Ranged 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.			
<b>Combat Advantage</b>			
The dark creeper deals an extra 1d6 damage on melee and ranged attacks against any target it has combat advantage against.			
<b>Dark Step</b> (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)	Wis 14 (+4)	
Con 14 (+4)	Int 13 (+3)	Cha 13 (+3)	
Equipment black garments, 5 daggers			

They identify the arch as an ancient shadar-kai teleportation portal.

The portal acts as a permanent teleportation circle, affecting any creature or object that passes through it from either side. If the archway is touched, its interior displays a view into a darkened warehouse stacked high with crates and boxes.

The PCs can step through the portal to find themselves in a Tradetown warehouse a few blocks from the Happy Beggar. The other side of the portal is a permanent teleportation circle scribed on the warehouse wall. The warehouse can be used as an alternate entrance to the secret caverns, but it does not otherwise play a part in this adventure.

## THE WHITE SHRINE

Encounter Level 7 (1,500 XP)

### SETUP

This chamber holds the portal connecting the caverns to the Shadowfell.

- Modra, dark creeper shadowborn stalker (M)
- 5 wraiths (W)
- 1 seething wraith (R)

When the PCs enter this area, read:

*This enormous darkened chamber has walls and ceiling of white marble. The northwest corner of the room has collapsed, a fall of stone spreading out across the floor. To the south, a stone arch similar to that seen in the chamber to the east stands against the wall. Another archway stands in the center of the chamber. However, the interior of this arch is obscured by a wall of black mist that roils and twists as if blown by a fierce wind.*

If the witch from the Transfer Portal encounter did not come here, Modra stands before the Shadowfell gate, attempting to activate it without the use of the brass key. (He knows that the witch carries a key, but he cannot take on her and the dark creepers together.) The witch and the creepers in area 6 are unaware of Modra's presence here, since he hid behind the rubble pile when the portal was activated as they passed through it.

When the PCs see Modra at the portal, read:

*Another dark creeper stands before the arch, his hands pressed to it as he mutters an incantation. Suddenly aware of your presence, he spins toward you, then vanishes.*

Modra, Shadowborn Stalker		Level 7 Elite Lurker	
Small shadow humanoid, dark creeper		XP 600	
Initiative +11	Senses Perception +5; darkvision		
HP 124; Bloodied 62; see also <i>killing dark</i>			
AC 23 (see also <i>dark step</i> ), Fortitude 20, Reflex 22, Will 20			
Saving Throws +2			
Speed 6			
Action Points 1			
⬇ Short Sword (standard; at-will) ♦ Weapon			
+12 vs. AC; 1d6 + 5 damage.			
⬇ Double Strike (standard; at-will) ♦ Weapon			
Requires combat advantage; Modra makes 2 short sword attacks. If both attacks hit the same target, the target takes ongoing 5 damage (save ends).			
⚔ Dagger (standard; at-will) ♦ Weapon			
Ranged 5/10; +12 vs. AC; 1d4 + 5 damage.			
✱ Cloud of Darkness (minor; encounter) ♦ Zone			
Close burst 1; this power creates a zone of darkness that remains in place until the end of Modra's next turn. The zone blocks line of sight for all creatures except Modra. Any creature entirely within the area (except Modra) is blinded.			
Combat Advantage			
Modra deals an extra 1d6 damage on melee and ranged attacks against any target he has combat advantage against.			
Dark Step (move; at-will)			
Modra moves up to 4 squares, gains a +4 bonus to AC against opportunity attacks, and gains combat advantage against any target that he ends his move adjacent to.			
Cloak of Shadows (minor; encounter) ♦ Illusion			
Modra is invisible until the end of his next turn.			
Alignment Evil	Languages Common		
Skills Bluff +9, Stealth +12, Thievery +12			
Str 11 (+3)	Dex 18 (+7)	Wis 14 (+5)	
Con 14 (+5)	Int 13 (+4)	Cha 13 (+4)	
Equipment black cloak, chainmail, short sword, 5 daggers			

If the witch fled here, the PCs see her taking cover behind the archway, while Modra hides behind the main rubble pile to the northwest.

Both the witch and Modra know that this chamber is protected by undead guardians. As soon as the PCs appear, one of them summons the wraiths.

When the wraiths are summoned, read:

*The words of an incantation in Common ring out through the chamber: "Protect this place with shadow's claws!" Suddenly, the dark mist obscuring the archway is torn through by a flash of white light. Six spectral shapes emerge from the archway, racing toward you.*

5 Wraiths (W)		Level 5 Lurker	
Medium shadow humanoid (undead)		XP 200 each	
Initiative +10	Senses Perception +2; darkvision		
HP 37; Bloodied 18			
Regeneration 5 (if the wraith takes radiant damage, regeneration is negated until the end of the wraith's next turn)			
AC 16; Fortitude 13, Reflex 16, Will 14			
Immune disease, poison; Resist 10 necrotic, insubstantial; Vulnerable 5 radiant (see also regeneration above)			
Speed fly 6 (hover); phasing; see also <i>shadow glide</i>			
⬇ Shadow Touch (standard; at-will) ♦ Necrotic			
+8 vs. Reflex; 1d6 + 4 necrotic damage, and the target is weakened (save ends).			
Combat Advantage ♦ Necrotic			
The wraith deals an extra 1d6 necrotic damage against any target it has combat advantage against.			
Shadow Glide (move; encounter)			
The wraith shifts 6 squares.			
Spawn Wraith			
Any humanoid killed by a wraith rises as a free-willed wraith at the start of its creator's next turn, appearing in the space where it died (or in the nearest unoccupied space). Raising the slain creature (using the Raise Dead ritual) does not destroy the spawned wraith.			
Alignment Chaotic evil	Languages Common		
Skills Stealth +11			
Str 4 (-1)	Dex 18 (+6)	Wis 10 (+2)	
Con 13 (+3)	Int 6 (+0)	Cha 15 (+4)	



<b>Seething Wraith (R)</b>		<b>Level 7 Controller</b>	
Medium shadow humanoid (undead)		XP 300	
<b>Initiative</b> +8	<b>Senses</b> Perception +6; darkvision		
<b>Seething Whispers (Psychic)</b> aura 3; deafened creatures are immune; any enemy in the aura at the start of its turn takes 5 psychic damage and is dazed until the start of its next turn. (If the mad wraith takes radiant damage, the aura is negated until the end of the seething wraith's next turn.)			
<b>HP</b> 76; <b>Bloodied</b> 38			
<b>AC</b> 19; <b>Fortitude</b> 16, <b>Reflex</b> 19, <b>Will</b> 18			
<b>Immune</b> disease, poison; <b>Resist</b> 10 necrotic, insubstantial;			
<b>Vulnerable</b> 5 radiant (see also <i>seething whispers</i> above)			
<b>Speed</b> fly 6 (hover); phasing			
⬇ <b>Touch of Hate</b> (standard; at-will) ♦ <b>Psychic</b>			
+9 vs. Will; 1d6 + 5 psychic damage, and the target takes a -2 penalty to Will defense (save ends).			
⬇ <b>Touch of Chaos</b> (standard; recharge ⚡) ♦ <b>Psychic</b>			
+10 vs. Will; 2d6 + 4 psychic damage, and the target moves up to its speed and makes a basic attack against its nearest ally as a free action.			
<b>Spawn Wraith</b>			
Any humanoid killed by a seething wraith rises as a free-willed seething wraith at the start of its creator's next turn, appearing in the space where it died (or in the nearest unoccupied space). Raising the slain creature (using the Raise Dead ritual) does not destroy the spawned wraith.			
<b>Alignment</b> Chaotic evil		<b>Languages</b> Common	
<b>Skills</b> Stealth +13			
<b>Str</b> 6 (+1)	<b>Dex</b> 20 (+8)	<b>Wis</b> 6 (+1)	
<b>Con</b> 12 (+4)	<b>Int</b> 11 (+3)	<b>Cha</b> 19 (+7)	

## TACTICS

The wraiths work together to flank foes, using their *shadow touch* with combat advantage. The mad wraith throws itself at the PCs, hoping to catch as many as it can within the area of its *mad whispers*. It uses *touch of chaos* against the most powerful-looking melee combatants, and it uses *touch of madness* while waiting for that power to recharge.

The wraiths do not attack shadow creatures. They pursue foes out of this area if necessary, but they

cannot pass through the gate if the PCs flee to the Shadowfell. They otherwise fight until destroyed.

After using his *cloak of shadows* to vanish, Modra stays as far away from the fight as possible, taking cover behind rubble and throwing daggers at PCs who attempt to close with him.

## DARK BARGAIN

Modra is desperate to retrieve the brass key and return to the Shadowfell and his allies there. In the second round of combat, he shouts out to the closest PC that he is willing to strike a bargain. If the PCs give him the brass key, he promises to call off the wraiths (he can't) and leave the party in peace.

The PCs can make Sense Motive checks against Modra's Bluff check. If they decide to give him the key, the dark creeper laughs as he runs behind the archway, fits the key, then disappears into the roiling black mists.

## INTO THE SHADOWFELL

One way or another, the PCs must go through the Shadowfell gate in pursuit of Modra. If they give him the brass key (either the original or the one they took off the witch), they can use the other key to follow. If they seem disinclined to do so (even to escape the wraiths), you might have to take matters into your own hands.

If necessary, have a tremor in the Shadowfell (see "Umbraforge," page 25) strike while the PCs are in the thick of combat here or investigating the archway in the aftermath of the fight. The tremor can't be felt in the world, but it creates a surge of energy within the gate. Tendrils of shadow lash out into the room, carrying the PCs (and Modra if necessary) into the Shadowfell.



## DEVELOPMENT

Modra is meant to escape this encounter. However, if the PCs have the upper hand, don't force the issue. Once they are in the Shadowfell, the party can hear rumors that lead them in the direction of one of Modra's allies, who takes over his goal of crippling Sarshan's operations. Simply change his name in the later encounters.

## FEATURES OF THE AREA

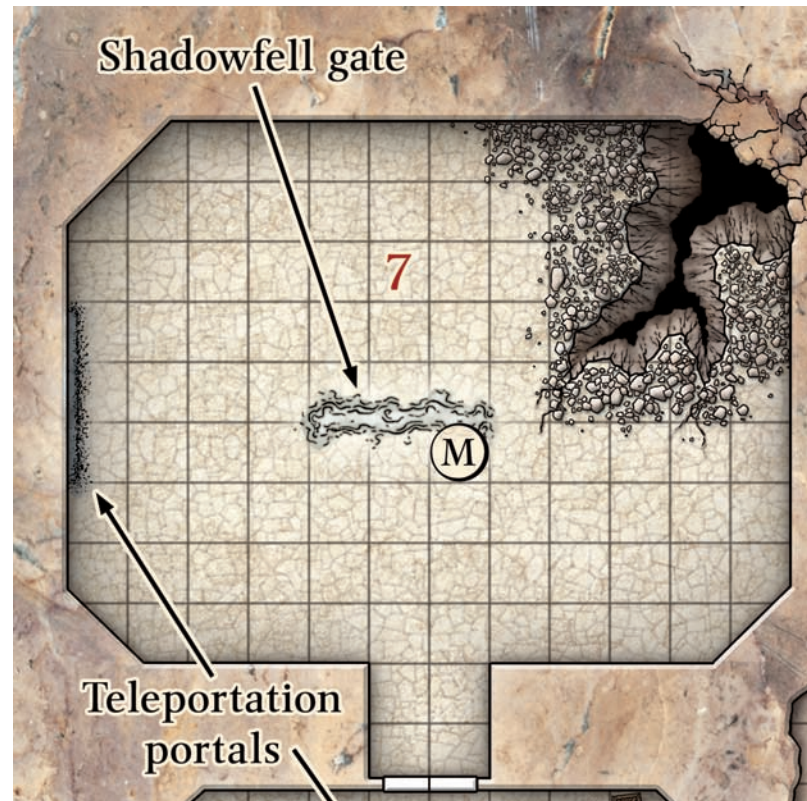
**Rubble:** Where the northwest corner of the chamber has collapsed, it spreads into areas of loose scree that are difficult terrain. A character who runs through rubble must make a successful DC 20 Acrobatics check or fall prone. Characters can move at normal speed without difficulty.

Larger rubble piles provide cover. The main rubble pile in the northwest corner provides superior cover.

**Teleportation Portal:** This black stone archway is a semicircle 30 feet in diameter and 15 feet high, set against the stone wall of the chamber. Silver crystals are set within the stone in a random pattern. Runes in Common cover it, but their ancient dialect requires a successful DC 17 History check to decipher. They identify the arch as an ancient shadar-kai teleportation portal. Though it resembles the portal in area 6, this archway is inert.

**Shadowfell Gate:** This white stone archway is a semicircle 30 feet in diameter and 15 feet high. Black crystals are set within the stone in a random pattern. Runes in Common cover it, but their ancient dialect requires a successful DC 17 History check to decipher. They identify the arch as an ancient shadar-kai portal leading to the Shadowfell.

On the left side of both faces of the arch is a circular indentation set within the stone. This fits one of



the brass keys carried by the PCs and the shadar-kai witch in the Transfer Portal encounter. By fitting the key into the archway (a minor action), the Shadowfell gate is activated for 1 round. The character fitting the key intuitively knows that the arch is attuned to him or her plus up to five additional creatures of his or her choice and any gear they are in contact with as they pass through the portal. Even when activated, the Shadowfell gate does not function for any other creatures.





## PART 2: UMBRAFORGE

The dominion of Sarshan in the Shadowfell is a military enclave that grows larger every day in preparation for war. Two features dominate the site: Tower Umbraforge, the angular edifice that serves as the center of Sarshan's operations, and the magma shadow rift that flows from a low, rocky ridge overlooking the area. Close to the tower stands the arcane foundry where Sarshan magically augments living creatures for combat.

This second part of the adventure takes place in the camps, training grounds, and other areas around the tower. (Part three of the adventure takes place within the tower.) As they seek the escaped Modra

once more, the PCs learn the nature of this place and discover the full extent of Sarshan's arms-running operations.

The areas around Umbraforge—including the magma shadow rift—will see further development when the PCs return here later on in the adventure path.)

### ARRIVAL

When the PCs step through the Shadowfell gate beneath the Happy Beggar, they find themselves in a mirror-image copy of the chamber they just left (see area 1, below).

*You feel a wrenching sensation as bitter darkness swallows you. Then the light returns, dimmed somehow. As your eyes grow accustomed to the gloom, you find yourself in a chamber that appears to be a strange inversion of the one you just left. The walls, floor, and ceiling here are jet black, and the orientation of the room is reversed so that the door now lies to the west and the second stone arch is on the north wall. What was a rubble fall to the northeast is now a rift where the floor has collapsed in the southwest. Along the walls, globes of gray glass give off a dim light.*

Though the chamber is deserted, overturned stools and a burning brazier show that it has been recently occupied. A successful DC 20 Perception check notes signs of a struggle. A pair of dark creeper guards here

## UMBRAFORGE

**S**arshan's domain is a chaotic collection of mercenary camps, training grounds, slave pens, and the marketplaces that serve this massive military enclave. Over it all, the shadowy pall of the magma shadow rift glows a dull red.

**1. The Black Shrine (Encounter T5):** The cavern the PCs arrive in after passing through the Shadowfell gate is a mirror-image inversion of the White Shrine (area 7 and encounter G4 in the first part of the adventure). The walls, floor, and ceilings here are black stone. The teleportation portal is white stone with silver crystals inlaid, while the Shadowfell arch is black stone inset with white crystals. The fall of rubble in the northwest corner of the White Shrine is a collapsed rift in the southeast corner of the black shrine.

Unlike in the mirror-image white shrine, the teleportation portal against the north wall here is functional. Touching it reveals a forest shrouded in shadow (area 10 of Umbraforge Tower), but any PC trying to enter the archway is pushed back by an unseen force. A successful DC 22 Arcana check indicates that the portal is attuned to a specific creature.

**2. Magma Shadow Rift:** A low black ridge dominates the landscape around which the camps of Umbraforge spread. A rift along the northeast face of the ridge vents what appears to be black-streaked lava to the air. From the road below, one can see that the lava is shot through with what appears to be liquid shadow, a magical effect that Sarshan draws on to power his foundry.

Creatures within 10 feet of the edge of the rift or the lava channel must make successful DC 20 Endurance checks against the extreme heat or lose one healing surge. Creatures that enter the lava take 4d12 fire damage per round.

**3. Mercenary Camps:** These tightly packed tent villages spread across the plain between the tower and the ridge. At least twice a day, a mercenary company packs up and heads out to the east or west to a location from which they can subsequently be deployed to the world. New mercenaries trickle in along the roads at the same rate. See the "Sarshan's Secrets" skill challenge (page 27) for more information.

**4. Training Grounds (Encounter S1):** These open fields of stinking mud and cast-off armor and weapons are in use day and night by the mercenary companies of the camps.

**5. Slave Bazaar (Encounter S2):** In addition to his mercenaries and arms dealing, Sarshan has recently begun to transport slaves into and across the Shadowfell. The slaves confined here represent a host of lesser races, from dark ones and shadowgoblins (see encounter S3), to goblins, kobolds, elves, humans, gnomes, and dwarves. A majority of these wretches are destined to become conscript troops or workers in the war effort that Sarshan's operations support. However, the shadar-kai also uses the bazaar as a source of creatures to be transformed in the dark foundry.

Aside from being the peripheral location for encounter S2, the slave bazaar plays no part in this adventure. If this rankles players or PCs who feel that the party has an obligation to try to correct this injustice, create some extreme defenses for the slave pens and let the PCs know that it's not time to take on the slavers yet. Then when the camp is overthrown in the aftermath of encounter T5, let the players know that the slave masters of the bazaar have been permanently overthrown.

**6. Market Tents:** With the mercenaries that pass through Umbraforge come the crafters and traders who support them. These areas are composed of virtual villages of tents and wagons. Their specific features are left up to you, but the PCs can find any goods or services here normally available in a large town.

**7. Bridge:** This arched stone bridge rises 40 feet above the smoking flow of the lava trench below. The heat is intense enough to be felt from the bridge, but it presents no danger. A force of dark creepers and shadowgoblins guard the bridge at all times. They keep only a nominal watch on traffic east, west, and south, but no one proceeds north to the tower without an escort by Sarshan's house guard.

**8. Forges:** This collection of buildings serves as the center of Sarshan's armaments operation. Crews of dark ones and shadowgoblins work here night and day, forging the weapons and armor on which Sarshan's wealth is built.

**9. Dark Foundry (Encounter S3):** The most recent addition to Sarshan's war machine, this foundry produces weapons of a different sort. Fell beasts of battle are created here by dark arcane craft, as are humanoid soldier races spawned of the slaves in the bazaar.

Two entrances lead into the foundry—the main gate, normally guarded by a force of dark creepers, and a break in the eastern wall caused by one of the recent tremors (see the "Life in Umbraforge" skill challenge and encounter S3 for details). When the PCs enter this area, the regular guards have been overcome and replaced by shadowgoblins loyal to Modra. See the Dark Foundry tactical encounter (page 35) for details.

**10. Umbraforge Tower:** Sarshan's tower is a monolithic edifice of black stone set atop a rocky rise. Its squared sides are indented and planed in smooth straight lines, and four round towers stand at its corners. The tower rises 80 feet, its upper level sloping to a dome and topped with a four-pointed spire.

From the outside, the PCs can move no closer to the tower than the bridge (see area 6, above). However, even from there, they can see that the open gatehouse is heavily guarded, preventing a frontal assault. See the third part of the adventure (starting on page 38) for the interior of the tower.



attacked Modra as he came through, then chased after him as he fled. (If the PCs come through the gate immediately after Modra, they see the dark creepers tearing out of the cavern.)

The mouth of the chamber emerges from a rocky hillside. There, an incredible vista opens up.

*The land before you is like nothing you've ever seen before. A wide plain of gray-green grass and stunted black trees spreads beneath a sky scoured by fast-moving clouds. The sun is bright above but somehow doesn't cut the darkness that drapes every rock and every blade of grass in gray gloom. This is the Shadowfell.*

*From the mouth of the cavern, a wide and well-traveled road runs in a curving line to the north. There, perhaps a quarter-mile away, a military camp spreads. Buildings are scattered here and there, with tents and pavilions spreading between them. Torches and fires burn brightly against the ever-present shadow, and lone trees and tall stands of gray-green grass are whipped by a hissing wind.*

*Looming above it all, a rise of black rock to the west is rent by a seething volcanic rift. Black-streaked lava courses from it to descend into a narrow channel, and a permanent pall of glowing red-black smoke rises above it. Over this molten flow, a great stone bridge is arched. This wide east-west road meets the road north from the cavern. North of the bridge, a tall tower stands and a lower building spreads in its shadow.*

## APPROACHING UMBRAFORGE

The PCs are likely to expect that they have to make a stealthy approach into the camps outside the tower. However, as they move past the halfway mark from the cavern (whether on the road or in the fields), they are hailed by a pair of dark creeper sentries on patrol.

(Assume that the dark creepers' Stealth checks beat the PCs' Perception checks if applicable.)

*A voice rings out, and two dark creeper sentries suddenly appear where the shadows of the tall grass had hidden them. "All mercenaries stay within the borders of the camps!" one shouts angrily. "Next time you go wandering, you get shot, sellswords!"*

The camps at Umbraforge are completely open to the PCs, who are assumed to be either prospective customers of Sarshan or mercenaries looking to join one of the companies forming up on the plain beneath the tower.

*You approach the frontier of the mercenary camps unchallenged, and a virtual city spreads out before you. Beneath patched canvas tents stand open-air taverns, market stalls, apothecaries and herbalists, weaponsmiths and armorers, butchers and greengrocers—all doing roaring trade.*

*Training grounds open up between the various camps, and soldiers of different races clash against each other with sword and shield. In the quieter corners, you see combat casters training—the flare of arcane fire dancing between them. But as you approach, you notice with surprise that these are not Shadowfell mercenaries for the most part. Though shadar-kai and dark ones are well represented, the fields and camps are packed with orcs and hobgoblins, ogres and trolls, lizardfolk and kobolds and a dozen other monstrous races of the world.*

The camps around the tower hold a total population of approximately two thousand. The PCs can find private tent accommodation for 1 gp each per day.

As they discover later, mercenaries and buyers coming to Sarshan's domain typically reach the Shadowfell by way of more distant portals, traveling overland to come here. The PCs should infer from this that it's a good idea to keep their knowledge of the Overlook gate to themselves. If they insist on trumpeting this information, they inevitably attract the attention of a squad of Sarshan's house guards and a bonus combat encounter, to be placed within the skill challenge on the next page. Use the statistics for the shadar-kai in the Library tactical encounter (page 40).

## TREMORS

The flow from the magma shadow rift has been tapped by Sarshan to fuel the arcane engines within his foundry. Doing so has affected the complex pressure of shadow and elemental fire within the rift. Minor tremors pass through the area at regular intervals, enough to be felt by the PCs but not to affect movement or deal damage. The residents of the camps around the tower have grown used to these tremors, so they pay them no mind.

Over the course of the adventure, the intensity of the tremors builds. See the Smoke and Shadow and Last Stand encounters for more information.

## THE BRASS KEY

The brass key plays no further part in this adventure. However, since the PCs cannot return through the Shadowfell gate without it, it is imperative that they hang onto it while they are here.

## THE SHADOW RIFT OF UMBRAFORGE

Once the PCs have established themselves in the camps of Umbraforge, they seek out information regarding Sarshan's operations—and discover chilling rumors of war spreading unseen across the world.

### Sarshan's Secrets Skill Challenge

**Level 6**  
XP 1,000

*As you make your way through the camps around the tower, you have the opportunity to interact with mercenaries and war chiefs, slaves and slave-traders, forge workers, merchants, and more. What information will you discover? Can it help you find a way around without attracting hostile attention?*

This skill challenge lets the PCs explore the areas around Umbraforge, posing either as mercenaries or as prospective buyers of Sarshan's services. Interrupt the skill challenge for the Training Session and Smoke and Shadow encounters, which should be played after the PCs attempt a skill check in the challenge in the appropriate area. If the PCs are short on experience (especially if they failed to attain 5th level after the first part of the adventure), increase the level of these encounters.

When the players talk about their intended actions in the skill challenge, ask them what specific area they are working in when they make the check. Certain skill checks have modifiers depending on the area in which they are made, as indicated.

**Complexity 4** (requires 10 successes before 3 failures).

**Primary Skills** Arcana, Diplomacy, Endurance, Intimidate, Streetwise.

**Other Skills** Bluff.

### RUMORS

- 1 “This is Umbraforge, dominion of Sarshan, a trader of great reputation and even greater wealth. The tower, foundry, and forges are his. The camps are those of the mercenaries and slaves whose services he sells across the Shadowfell and the world.”
- 2 “Sarshan is shadar-kai, an outcast who made a name for himself as the leader of a legendary mercenary band known as the Black Arrow. At their height, the Arrow put so much fear in generals and kings alike that Sarshan would take payment to fight for one group, then take a bigger payment from their foe to stand down.”
- 3 “Modra is known well in Umbraforge, but for all the wrong reasons now. He was one of Sarshan's trusted lieutenants before he tried to a broker a weapons deal that Sarshan had already turned down.”
- 4 “The job that Sarshan refused was some orc king's raid on a dwarven citadel. Sarshan never makes a sale if it has a chance of coming back to him, and for good reason. This job went bad, they say, and people know that Modra sold the orc his weapons.”
- 5 “Modra is long gone from Umbraforge and the Shadowfell, believe me. Sarshan's got a long arm and a longer memory. The creeper would have to be crazy to come back here.”
- 6 “The foundry is the new jewel of Sarshan's operations. Its power comes from the fire and shadow driving its furnaces. Sarshan's sages create beasts of battle there, born killers with magic in their blood.”
- 7 “It used to be that Sarshan brokered mercenaries mostly within the Shadowfell, but that's changing. Dark ones and shadar-kai are still his elite troops, but more and more, he brings creatures from the world to Umbraforge for training, then marches them off to places unknown.”
- 8 “The Shadowfell is only a stopping-off place for Sarshan's mercenaries. A force of archons from the Elemental Chaos was here not six months ago. I saw githzerai from the Astral Sea in Umbraforge once. I don't know what job they took for Sarshan, but woe be to whoever got in their way.”
- 9 “Sarshan's slave bazaar is about more than just servants and soldiers. His experiments in the foundry only begin with dumb beasts. He's building new soldier races there, born from the slaves he traffics.”
- 10 “Sarshan's mercenary operations have tripled in size in months past, but it's not the Shadowfell they're fighting in. When his forces are bought and sent on the march, they're bound for portals to the world. Shadar-kai, dark ones, undead, giants, ogres, trolls, gnolls, orcs—Sarshan has the armies of two planes on the march. War is brewing in the world, but the forces that will fight it are moving into position in the Shadowfell, unseen.”





**Victory** In addition to the information in the rumors table, the PCs' movement around the foundry lets them discover a break in the wall out of sight of any guards or patrols. When Leena directs them to the foundry (see below and the Dark Foundry encounter), they have the opportunity to enter unseen.

**Defeat** The PCs fail to note the break in the foundry wall, and they must fight their way through the main doors in the Dark Foundry tactical encounter.

Whether the PCs fail or succeed in the skill challenge, see *Friends on the Inside*, below.

**Arcana** DC 12 (1 success, maximum 3 successes; see *Bluff*). This check can be made only in the vicinity of the foundry. On a successful check, the characters learn one piece of information from the rumor table. The PC uses his or her insight into arcane craft to observe the activities taking place around the foundry.

**Diplomacy** DC 12 (1 success, maximum 2 successes; see *Bluff*). On a successful check, the PC learns one piece of information from the rumor table. If this skill is used within any of the markets, the PC gains a +2 bonus to the check.

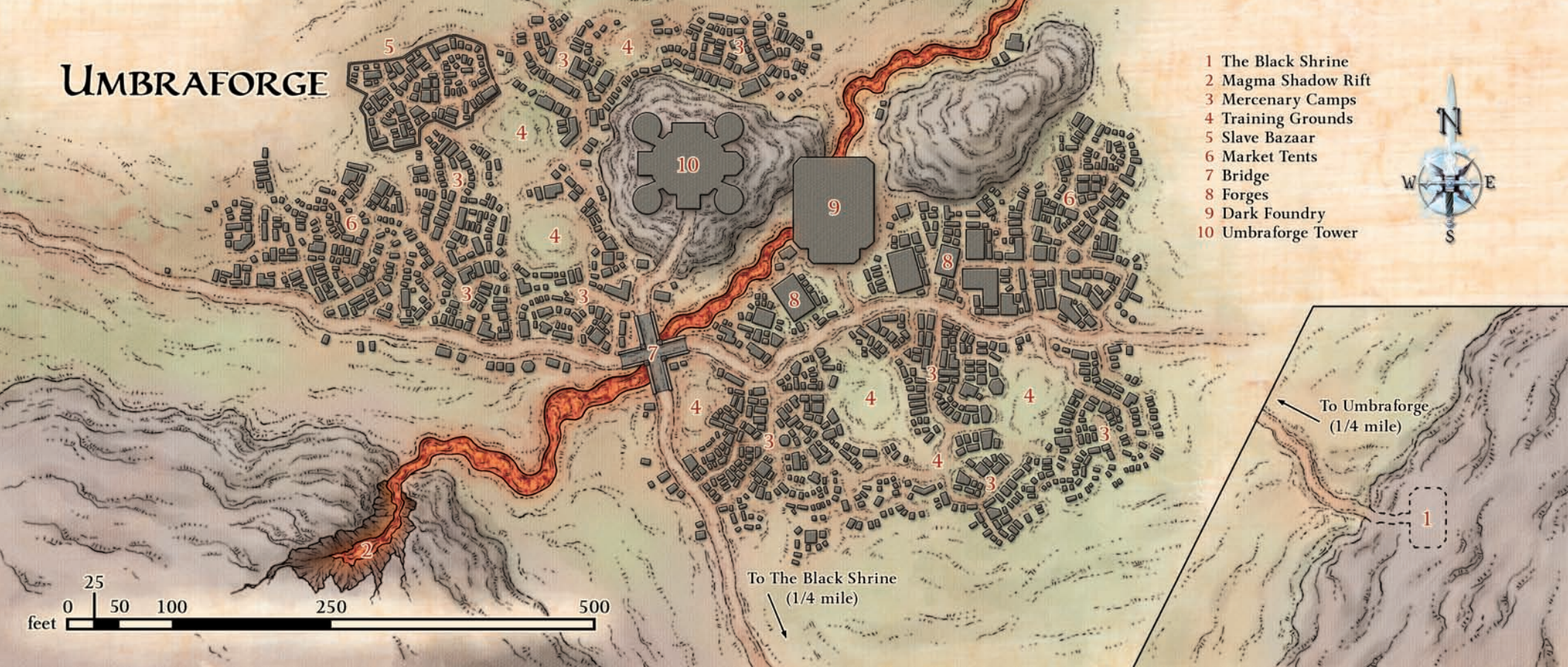
The PC acts as a confidante to one of the creatures of the camps.

**Endurance** DC 12 (1 success, maximum 2 successes). This check can be made only in the mercenary camps or the training grounds. On a successful check, the characters learn one piece of information from the rumor table. On a failed check, any subsequent checks in the skill challenge made by the PC in the mercenary camps or the training grounds take a -2 penalty.

The PC hooks up with a mercenary unit for martial training, keeping his or her ears open for information.



# UMBRAFORGE



- 1 The Black Shrine
- 2 Magma Shadow Rift
- 3 Mercenary Camps
- 4 Training Grounds
- 5 Slave Bazaar
- 6 Market Tents
- 7 Bridge
- 8 Forges
- 9 Dark Foundry
- 10 Umbraforge Tower



**Intimidate** DC 7 (1 success, maximum 3 successes; see Bluff). On a successful check, the characters learn one piece of information from the rumor table. If this skill is used within the slave bazaar or the markets, the PC gains a +2 bonus to the check. Once a PC makes an Intimidate check, any subsequent Bluff, Diplomacy, or Streetwise checks he or she makes take a -2 penalty.

The PC singles out weaker characters for coercion and questioning.

**Streetwise** DC 12 (1 success, maximum 2 successes). On a successful check, the characters learn one piece of information from the rumor table. This check can be made only in the markets, the slave bazaar, or the mercenary camps.

The PC seeks out rumors in the mess halls and tent taverns that spread around the tower.

**Bluff** DC 17 (0 successes). On a successful check, the PC gains a +2 bonus to his or her next Arcana, Diplomacy, or Intimidate check.

The PC plays the part of an Umbraforge insider or a powerful visitor to the tower.

## RUMORS OF WAR

As the PCs progress through the skill challenge, they hear rumors from the table below. Information should be given out according to the area the PCs are

actively working in, or you can decide what to reveal based on their specific lines of inquiry.

The rumors of war (including the fact that Sarshan is brokering powerful forces from the Elemental Chaos and the Astral Dominion) play no direct part in this adventure. However, they provide hooks and foreshadowing for later episodes of the adventure path.

## FRIENDS ON THE INSIDE

In the course of the skill challenge, the PCs meet Leena, a shadar-kai war witch working to train combat casters in the mercenary camps. She is a follower of Sarshan and a former ally of Modra, but her sense of honor caused her to break with the dark



creeper when he decided to work behind Sarshan's back. Introduce her to the PCs early on in the skill challenge, making her one of the many people they talk to or eavesdrop on in their attempts to uncover the truth behind Sarshan's operations.

*The shadar-kai witch wears a black cloak edged with adamantine beads, and she keeps her long hair plaited to hang down her back. Gold piercings line her ears and lower lip, and a black starburst tattoo encloses her right eye.*

Whether the PCs succeed or fail on the initial check in the skill challenge, Leena suspects that they are not who they pretend to be. She keeps an eye on the party as they complete the skill challenge. Then at the end

<b>Shadar-kai War Witch</b>		<b>Level 5 Controller</b>
Medium shadow humanoid		XP 200
<b>Initiative</b> +5	<b>Senses</b> Perception +3; low-light vision	
<b>HP</b> 61; <b>Bloodied</b> 30		
<b>AC</b> 19; <b>Fortitude</b> 15, <b>Reflex</b> 18, <b>Will</b> 17		
<b>Speed</b> 6; see also <i>shadow jaunt</i>		
⚡ <b>Blackfire Touch</b> (standard; at-will) ♦ <b>Fire, Necrotic</b>		
+9 vs. Reflex; 2d6 + 3 fire and necrotic damage.		
↗ <b>Beshadowed Mind</b> (standard; recharge ⓂⓂⓂⓂ)		
♦ <b>Necrotic</b>		
Ranged 10; +9 vs. Will; 2d6 + 3 necrotic damage, and the target has no line of sight to anything more than 2 squares from it (save ends).		
↗ <b>Shadow Bind</b> (standard; encounter)		
Tendrils of shadow make separate attacks against 3 different targets: Ranged 10; +9 vs. Reflex; 1d8 + 3 damage, and the target is immobilized (save ends).		
<b>Shadow Jaunt</b> (move; encounter) ♦ <b>Teleportation</b>		
The shadar-kai war witch teleports 3 squares and becomes insubstantial until the start of her next turn.		
<b>Alignment</b> Unaligned	<b>Languages</b> Common	
<b>Skills</b> Acrobatics +7, Arcana +11, Religion +11, Stealth +12		
<b>Str</b> 13 (+3)	<b>Dex</b> 16 (+5)	<b>Wis</b> 12 (+3)
<b>Con</b> 13 (+3)	<b>Int</b> 19 (+6)	<b>Cha</b> 17 (+5)

of the skill challenge (whether the PCs succeed or fail), Leena seeks them out.

Leena is a kind of moral reflection of Sarshan. Every bit the opportunist, she is happy to take advantage of the march to war as long as it offers profit for her. However, like many of her kind, Leena's conception of the world is as a land of weak, immoral, and alien creatures. The mercenaries and warmasters who travel to the Shadowfell to do business with Sarshan do nothing to soften this impression. In meeting the PCs, Leena has a chance to witness a nobility and a sense of purpose she has never seen in creatures of the world before.

Though the PCs might be concerned about Leena betraying them to Sarshan's forces, any successful Insight check shows her trustworthiness.

## MODRA'S GAMBIT

After their last success or failure in the skill challenge, Leena approaches the PCs. Having clandestinely observed their inquiries, she has guessed that the traitor Modra—once a close friend—is their target. After revealing that she knows the PCs' plan, she confides the following.

*“Modra and I worked together for a time, but when he elected to go behind Sarshan's back, I told him we were done. I heard word of him in the camps even before you started asking around. He has a plan to disrupt Sarshan's operations by destroying the foundry, then the tower. Sarshan has a private tunnel connecting the two, and Modra is planning on venting the foundry's destructive energy there. A mass of mercenaries is moving out tonight. He'll be using that as cover when he goes inside.*

*“Modra's made his bargain with fate, and honor decrees that he die for his betrayal. He won't get tears from me. But*

*if Sarshan captures him, he'll die slowly. If it's you, I'll hope you make it quick.”*

## TRAINING SESSION

Encounter Level 5 (1,000 XP)

### SETUP

As the PCs wander into one of Umbraforge's combat training grounds, they inadvertently find themselves targeted by a squad of mercenaries. These young ogres see the PCs as a way to show off for their more powerful kin.

2 ogre umbral savages (O)

2 ogre umbral skirmishers (S)

1 tangler beetle (B)

As the PCs cross the training grounds, read:

*You find yourselves surrounded by a mob of hulking ogres, one leading an enormous beetle on a leash. In broken Common, the largest shouts: "You mercenaries? You think you good enough to fight alongside Bonecruncher clan? Think again!" As the group moves to attack, you see a crowd of ogres move up to watch, shouting insults at you and words of encouragement to your foes.*

### CLOSE COMBAT

Though this encounter takes place in the open space of the training grounds, the shaded area around the edge of the tactical map represents a very real barrier. Some two dozen ogre spectators gather around to hem the PCs and their assailants in, jeeringly pushing them back into the thick of combat if they stumble too close.

Any creature that enters one of the shaded squares is pushed back by the ogre mob. Medium and Small creatures slide 1d6 squares; Large creatures slide 1d4

squares. Roll 1d6 for direction relative to the edge or corner the creature is pushed back from (1-2 left diagonal, 3-4 straight back, 5-6 right diagonal). A creature whose slide would take it into an occupied square stops moving and must make a successful DC 20 Acrobatics check to stay standing. On a failed check, the creature falls prone in the square in which it stopped.

### TACTICS

The ogres are unsophisticated combatants. The savages tear into the closest foes while the beetle attempts to immobilize the strongest-looking melee combatants with *entangling spittle* between bite attacks. The skirmishers make a *hurling charge* against spellcasters, then stay in constant motion in melee.

The ogres would rather die than lose face in front of their kin. All creatures here fight to the death.

### DEVELOPMENT

The ogres are spoiling for a fight, but their primary goal is to make themselves look good. If the PCs break off or ask for quarter with all the party members at bloodied hit points or fewer, the ogres accept their concession and let them go. However, the PCs can make no further Intimidate checks in the skill challenge.

If the ogres fall, their disgusted clan kin make no effort at retribution. Additionally, a PC gains a +2 bonus to the next Intimidate check made in the skill challenge.

## FEATURES OF THE AREA

**Illumination:** Torches flicker along the edges of the training ground (bright throughout).

**Foul-Smelling Mud:** A field of wastewater has created a foul mud pit in the middle of the training ground. These squares are difficult terrain. Creatures knocked prone in the mud are weakened (save ends).

**Broken Weapons:** The remains of shattered blades and spears litter the battlefield. A creature moving through one of these squares is subject to an attack: +5 vs. Reflex; 1d6 damage.

2 Ogre Umbral Skirmishers (S) Level 5 Skirmisher		
Large natural humanoid		XP 200 each
Initiative +2	Senses Perception +2	
HP 67; Bloodied 33		
AC 19; Fortitude 19, Reflex 17, Will 15		
Speed 8		
⚔ Club (standard; at-will) ♦ Weapon	Reach 2; +10 vs. AC; 1d8 + 2 damage; see also <i>skirmish</i> .	
⚡ Javelin (standard; at-will) ♦ Weapon	Ranged 10/20; +10 vs. AC; 1d8 + 2 damage; see also <i>skirmish</i> .	
⚡ Hurling Charge (standard; encounter) ♦ Weapon	The ogre umbral skirmisher makes a javelin attack followed by a charge attack.	
<b>Skirmish +1d8</b>		
If, on its turn, the ogre umbral skirmisher ends its move at least 4 squares away from its starting point, it deals an extra 1d8 damage on its melee attacks until the start of its next turn.		
Alignment Chaotic evil	Languages Common, Giant	
Str 18 (+6)	Dex 14 (+4)	Wis 11 (+2)
Con 19 (+6)	Int 4 (-1)	Cha 6 (+0)
Equipment hide armor, club, quiver of 6 javelins		



**2 Ogre Umbral Savages (O)** **Level 5 Brute**  
 Large natural humanoid XP 200 each

**Initiative** +2 **Senses** Perception +2  
**HP** 81; **Bloodied** 40  
**AC** 16; **Fortitude** 18, **Reflex** 13, **Will** 13  
**Speed** 8

⬇ **Greatclub** (standard; at-will) ♦ **Weapon**  
 Reach 2; +8 vs. AC; 2d10 + 3 damage.

⬇ **Flatten** (standard; recharge [3]) ♦ **Weapon**  
 The ogre umbral savage makes a greatclub attack; on a hit, the target is also pushed 1 square and knocked prone.

**Alignment** Chaotic evil **Languages** Giant  
**Str** 21 (+7) **Dex** 11 (+2) **Wis** 11 (+2)  
**Con** 21 (+7) **Int** 4 (-1) **Cha** 6 (+0)  
**Equipment** hide armor, greatclub

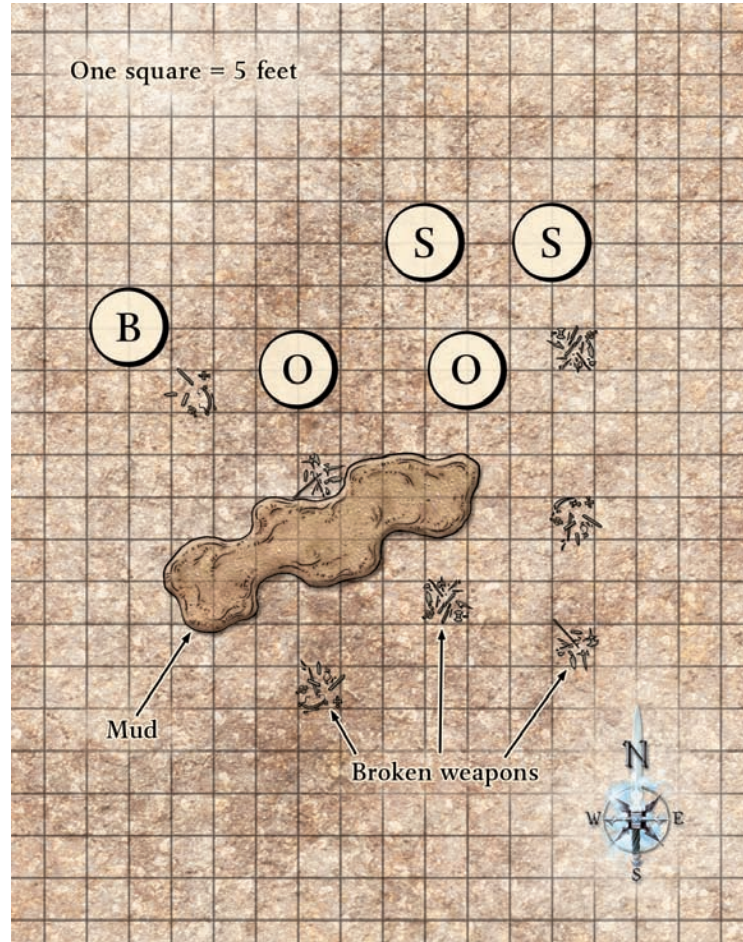
**Tangler Beetle (B)** **Level 5 Controller**  
 Large natural beast XP 200

**Initiative** +2 **Senses** Perception +3; darkvision  
**HP** 62; **Bloodied** 31  
**AC** 19; **Fortitude** 17, **Reflex** 13, **Will** 14  
**Speed** 6

⬇ **Bite** (standard; at-will)  
 Reach 2; +10 vs. AC; 1d10 + 4 damage.

⤴ **Entangling Spittle** (standard; recharge [2][2][3])  
 Ranged 5; +8 vs. Reflex; the target is immobilized (save ends).

**Alignment** Unaligned **Languages** –  
**Str** 18 (+6) **Dex** 10 (+2) **Wis** 12 (+3)  
**Con** 14 (+4) **Int** 1 (-3) **Cha** 8 (+1)



## SMOKE AND SHADOW

Encounter Level 4 (875 XP)

### SETUP

As the PCs make their way alongside the area of the slave bazaar, they feel another of Umbraforge's intermittent earth tremors. However, this tremor is accompanied by a volcanic fissure that acts as a portal to the Elemental Chaos, spewing forth a pack of creatures bent on destruction.

2 fire bats (B)

1 hell hound (H)

1 magma hurler (M)

As the PCs approach the slave bazaar, read:

*A sudden rumbling rises as another tremor rattles through the area. However, while previous incidents have passed quickly, this one builds to a furious shaking that threatens to knock you off your feet. At the same time, a blast of molten rock and raw darkness erupts from the earth ahead of you.*

The fissure abuts the palisade fence that blocks off the slave bazaar. The PCs can hear shouts of fear as the slaves beyond the fence flee the area. However, while the rift is not an imminent threat, the creatures that emerge from it are.

*Even as the tremor subsides, you see movement through a haze of smoke and shadow. From the boiling fissure, a pair of winged shapes erupts—plus a large hound and a humanoid creature claws their way up behind them. All four creatures writhe with living flame, howling as they attack.*

These creatures have been formed from the raw essence of the Elemental Chaos by the increasing instability of the magma shadow rift.

### TACTICS

The fire bats keep to the air, using their *fiery swoop* to target as many PCs as possible. If only two characters can be targeted, both bats attack them in turn.

The hell hound stays in the thick of combat, trying to maximize the number of targets in the area of its *fire shield* and *fiery breath*. While waiting for that power to recharge, the hound focuses its bite attacks on lightly armored PCs.

The magma hurler stays at the edge of combat, hurling its *magma ball* into the midst of any group of PCs to maximize the effect of a miss.

Because all these creatures have resistance to fire damage, they don't worry about striking each other with their attacks. Likewise, they cross through the rift at will, hoping to prevent the PCs from following them.

### DEVELOPMENT

The vent continues to spew fire and shadow for a few minutes after combat ends. It then begins to slowly close until all traces of it have gone.

The party's selfless act of bravery within sight of the slave bazaar does not go unnoticed. Any subsequent Diplomacy or Streetwise checks made in the area gain a +2 bonus.

## FEATURES OF THE AREA

**Illumination:** Torches flicker along the fenced perimeter of the slave bazaar (bright 5). The rift exudes a dull red glow (dim 5).

**Rift Vent:** A hissing geyser of fire and shadow spews out from this section of upthrust ground. Any creature that enters the rift takes 2d12 fire damage. Any creature that ends its turn adjacent to the rift takes 1d12 fire damage.

The rift's power is tied to the Elemental Chaos. As a result, it deals no damage to the creatures it creates (including the monsters in this encounter).

**Thickets:** These areas of dense undergrowth provide concealment and are difficult terrain. Any power with the fire descriptor that deals damage in a square containing a thicket sets that square and all adjacent squares ablaze. The thicket burns for 2 rounds before flaring out, during which time it deals 1d8 fire damage to any creatures in the area.

**Fence:** This 8-foot-high palisade of logs lashed together with rope surrounds the slave bazaar. It takes a successful DC 10 Athletics check to climb the fence.



**Hell Hound (H)** **Level 7 Brute**  
XP 300  
Medium elemental beast (fire)

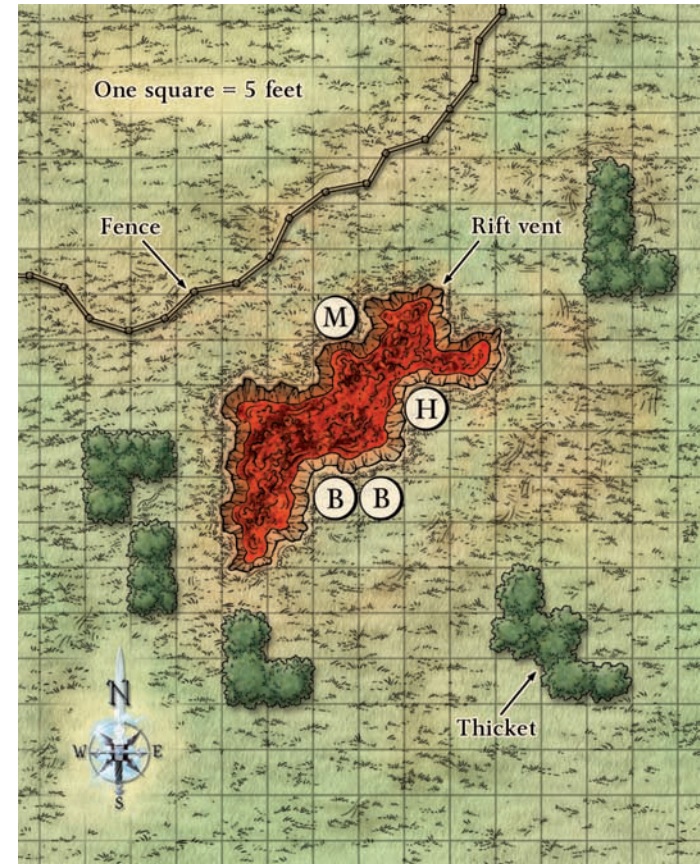
**Initiative** +5      **Senses** Perception +11  
**Fire Shield (Fire)** aura 1; any creature that enters or begins its turn in the aura takes 1d6 fire damage.  
**HP** 96; **Bloodied** 48  
**AC** 20; **Fortitude** 18, **Reflex** 17, **Will** 18  
**Resist** 20 fire  
**Speed** 7  
⊕ **Bite** (standard; at-will) ♦ **Fire**  
+10 vs. AC; 1d8 + 2 plus 1d8 fire damage.  
↵ **Fiery Breath** (standard; recharge [2][2][2]) ♦ **Fire**  
Close blast 3; +9 vs. Reflex; 2d6 + 3 fire damage.  
**Alignment** Unaligned      **Languages** –  
**Str** 14 (+5)      **Dex** 14 (+5)      **Wis** 17 (+6)  
**Con** 16 (+6)      **Int** 2 (-1)      **Cha** 10 (+3)

**Magma Hurler (M)** **Level 4 Artillery**  
XP 175  
Medium elemental humanoid (earth, fire)

**Initiative** +8      **Senses** Perception +4  
**HP** 41; **Bloodied** 20  
**AC** 18; **Fortitude** 15, **Reflex** 17, **Will** 13  
**Immune** petrification; **Resist** 10 fire; **Vulnerable** cold (slowed until the end of the magma hurler's next turn)  
**Speed** 4  
⊕ **Slam** (standard; at-will)  
+8 vs. AC; 1d6 + 4 damage.  
➤ **Magma Ball** (standard; at-will) ♦ **Fire**  
Ranged 15; +7 vs. Reflex; 1d6 + 6 fire damage. **Miss:** Creatures adjacent to the target take 1d6 fire damage.  
**Alignment** Unaligned      **Languages** Primordial  
**Skills** Endurance +7  
**Str** 18 (+6)      **Dex** 22 (+8)      **Wis** 14 (+4)  
**Con** 11 (+2)      **Int** 5 (-1)      **Cha** 8 (+1)

**2 Fire Bats (B)** **Level 5 Skirmisher**  
XP 200 each  
Medium elemental beast (fire)

**Initiative** +8      **Senses** Perception +8  
**HP** 60; **Bloodied** 30  
**AC** 20; **Fortitude** 15, **Reflex** 20, **Will** 13  
**Resist** 10 fire  
**Speed** 2 (clumsy), fly 8; see also *fiery swoop*  
⊕ **Fiery Touch** (standard; at-will) ♦ **Fire**  
+6 vs. Reflex; 1d6 + 4 fire damage, and ongoing 5 fire damage (save ends).  
‡ **Fiery Swoop** (standard; at-will) ♦ **Fire**  
The fire bat shifts up to 4 squares and can move through occupied squares as it moves. It makes a melee basic attack against any creature whose space it enters. The fire bat cannot attack a target more than once in this fashion, and it must end its movement in an unoccupied square.  
**Alignment** Unaligned      **Languages** –  
**Str** 6 (+0)      **Dex** 19 (+6)      **Wis** 12 (+3)  
**Con** 12 (+3)      **Int** 2 (-2)      **Cha** 7 (+0)



## DARK FOUNDRY

Encounter Level 8 (1,852 XP)

### SETUP

Modra and a band of shadowgoblins loyal to him have taken control of Sarshan's dark foundry after killing the dark creeper guards there. Modra plans to disrupt the great arcane engines that leech power from the flow of fire and shadow, destroying his former master's operations as a means of ending his threat.

8 shadowgoblin maulers (M)

2 shadowgoblin snarlers (S)

1 death boar (B)

Modra, dark creeper shadowborn stalker

As the PCs prepare to enter the foundry, read:

*A claxon call of horns sounds out from the west. A haze of red light glimmers against the clouds as the cascade of the magma shadow rift flares. As Leena predicted, a huge force of mercenaries is on the move, heading out along the east road. The area around the foundry is deserted; the guards at the tower and the bridge have turned eastward to watch as Sarshan's forces move out.*

### INTO THE FOUNDRY

If the PCs succeeded on the "Sarshan's Secrets" skill challenge (page 27), they enter the foundry through a break in the wall, out of sight of any guards or patrols. It takes a successful DC 17 Thievery check to secure the wall against collapse, followed by a successful DC 12 Strength check to open the break wide enough for a Medium creature to squeeze through. Once inside, the PCs can attack Modra and his guards with surprise.

If the PCs failed the skill challenge, they cannot find the break in the wall and must enter the foundry through the front doors. Getting the doors open requires either a successful DC 12 Strength check or a successful DC 21 Bluff check to convince the shadowgoblin guards that the PCs are allies of their master. If the PCs can open the door with a single Strength check, they gain surprise. Otherwise, the shadowgoblins are ready for them. Any combat in the entrance is noticed by Modra and the others.

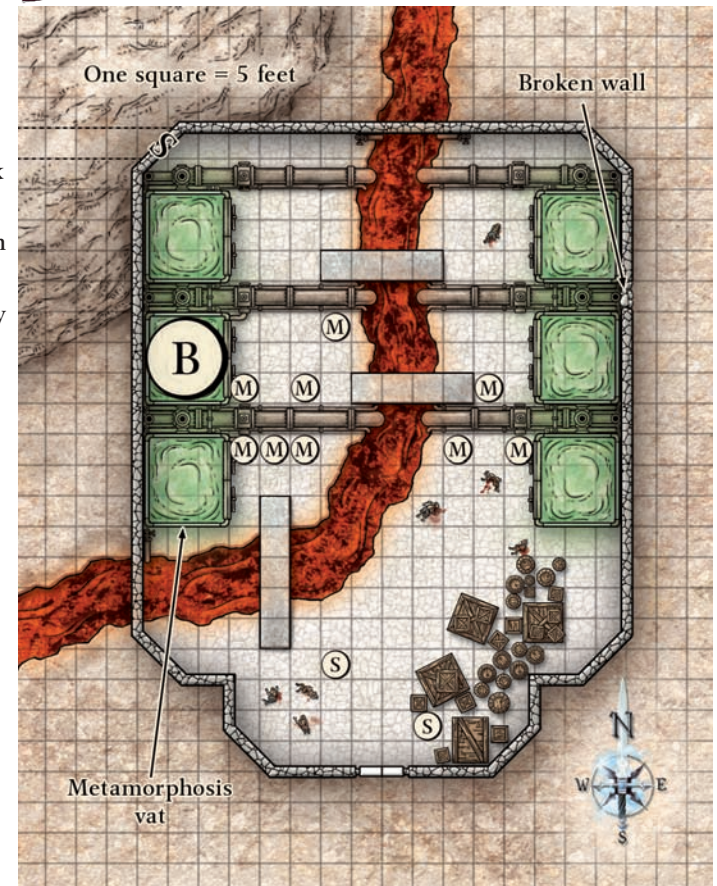
When the PCs enter the foundry, read:

*The red glow of the lava trench is shrouded by shifting clouds of shadow and steam. Huge stone vats with steel doors line both sides of this massive chamber, where great arrangements of pipes and vents connect them.*

When the PCs can see Modra and his followers, read:

*Two squads of what look like hobgoblins, their bodies seemingly cloaked in shadow, work here, supervised by another cloaked figure. They work busily at two sections of pipe that divert and channel the lava flow. Closer to the door, two other shadowgoblins stand guard.*

Modra is intentionally dressed in dark clothes that make him indistinguishable from his shadowgoblin minions. Place him as a goblin initially unless a PC succeeds at a DC 20 Perception check. As soon as combat begins, Modra rushes to the nearest vat and breaks its seals, releasing the two-headed death boar and revealing himself.



When Modra releases the death boar, read:

*The dark creeper snarls as he sprints for the closest vat, pulling down on a great lever next to the door. He dodges out of the way of a blast of steam. As the door opens, it spills a huge mass to the ground in a fountain of viscous green fluid. Out of it rises an enormous two-headed boar, bellowing as it claws the ground.*

The creature takes 1 round to shake itself out of its birth stupor before it attacks.



<b>Modra, Shadowborn Stalker</b>	<b>Level 7 Elite Lurker</b>
Small shadow humanoid, dark creeper	XP 600
<b>Initiative</b> +11 <b>Senses</b> Perception +5; darkvision	
<b>HP</b> 124; <b>Bloodied</b> 62; see also <i>killing dark</i>	
<b>AC</b> 23 (see also <i>dark step</i> ), <b>Fortitude</b> 20, <b>Reflex</b> 22, <b>Will</b> 20	
<b>Saving Throws</b> +2	
<b>Speed</b> 6	
<b>Action Points</b> 1	
⊕ <b>Short Sword</b> (standard; at-will) ♦ <b>Weapon</b> +12 vs. AC; 1d6 + 5 damage.	
⊕ <b>Double Strike</b> (standard; at-will) ♦ <b>Weapon</b> Requires combat advantage; Modra makes 2 short sword attacks. If both attacks hit the same target, the target takes ongoing 5 damage (save ends).	
↘ <b>Dagger</b> (standard; at-will) ♦ <b>Weapon</b> Ranged 5/10; +12 vs. AC; 1d4 + 5 damage.	
☛ <b>Cloud of Darkness</b> (minor; encounter) ♦ <b>Zone</b> Close burst 1; this power creates a zone of darkness that remains in place until the end of Modra's next turn. The zone blocks line of sight for all creatures except Modra. Any creature entirely within the area (except Modra) is blinded.	
<b>Combat Advantage</b> Modra deals an extra 1d6 damage on melee and ranged attacks against any target he has combat advantage against.	
<b>Dark Step</b> (move; at-will) Modra moves up to 4 squares, gains a +4 bonus to AC against opportunity attacks, and gains combat advantage against any target that he ends his move adjacent to.	
<b>Cloak of Shadows</b> (minor; encounter) ♦ <b>Illusion</b> Modra is invisible until the end of his next turn.	
<b>Alignment</b> Evil	<b>Languages</b> Common
<b>Skills</b> Bluff +9, Stealth +12, Thievery +12	
<b>Str</b> 11 (+3)	<b>Dex</b> 18 (+7) <b>Wis</b> 14 (+5)
<b>Con</b> 14 (+5)	<b>Int</b> 13 (+4) <b>Cha</b> 13 (+4)
<b>Equipment</b> black cloak, chainmail, short sword, 5 daggers	

## TACTICS

The maulers throw themselves at the PCs in the defense of their master, attacking by twos and threes to take advantage of *shadow soldier*. The snarlers use *snarling shot* as often as possible, attempting to immobilize foes for the boar. The shadowgoblins use the terrain of the foundry to best advantage. See Features of the Area.

<b>2 Shadowgoblin Snarlers (S)</b>	<b>Level 5 Artillery</b>
Medium natural humanoid	XP 200 each
<b>Initiative</b> +6 <b>Senses</b> Perception +4; low-light vision	
<b>HP</b> 51; <b>Bloodied</b> 25	
<b>AC</b> 18; <b>Fortitude</b> 14, <b>Reflex</b> 16, <b>Will</b> 14	
<b>Speed</b> 6	
⊕ <b>Mace</b> (standard; at-will) ♦ <b>Weapon</b> +6 vs. AC; 1d8 + 3 damage.	
↘ <b>Longbow</b> (standard; at-will) ♦ <b>Weapon</b> Ranged 20/40; +10 vs. AC; 1d10 + 5 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.	
↘ <b>Snarling Shot</b> (standard; recharge ☹☹☹) ♦ <b>Weapon</b> Ranged 20/40; +10 vs. AC; 1d10 + 5 damage, and the target is immobilized by strands of shadow (save ends).	
<b>Shadowgoblin Resilience</b> (immediate reaction, when the shadowgoblin snarler suffers an effect that a save can end; encounter) The snarler makes a saving throw against the effect.	
<b>Shadow Soldier</b> The shadowgoblin snarler gains concealment while at least one shadowgoblin ally is adjacent to it.	
<b>Alignment</b> Evil	<b>Languages</b> Common, Goblin
<b>Skills</b> Athletics +6, Stealth +11	
<b>Str</b> 14 (+4)	<b>Dex</b> 19 (+6) <b>Wis</b> 14 (+4)
<b>Con</b> 15 (+4)	<b>Int</b> 11 (+2) <b>Cha</b> 10 (+2)
<b>Equipment</b> leather armor, longsword, longbow, quiver of 30 arrows	

If it cannot attack a prone target, the death boar attacks heavily armored PCs, making two gore attacks in an attempt to maximize damage and knock foes prone. If two PCs are adjacent, it makes a *furious charge* and separate bite attacks on each target, hoping to knock both prone or into the lava trench.

Having fled from the PCs before, Modra is determined to finish them this time. He uses *dark step* to maintain combat advantage as he moves from foe to foe, making *double strike* attacks against single targets if possible. He uses *cloak of shadows* or *cloud of darkness* to reorient himself in the fight if he is pressed by more than one PC or targeted with ranged attacks.

All the creatures here fight to the death.

<b>Death Boar (B)</b>	<b>Level 6 Elite Brute</b>
Huge natural beast (mount)	XP 500
<b>Initiative</b> +3 <b>Senses</b> Perception +2	
<b>HP</b> 170; <b>Bloodied</b> 85; see also <i>death strike</i>	
<b>AC</b> 19; <b>Fortitude</b> 23, <b>Reflex</b> 19, <b>Will</b> 18	
<b>Saving Throws</b> +2	
<b>Speed</b> 8	
<b>Action Points</b> 1	
⊕ <b>Gore</b> (standard; at-will) +9 vs. AC; 1d10 + 4 damage, or 1d10 + 9 damage against a prone target.	
⊕ <b>Frenzied Gore</b> (standard; at-will) The death boar makes two gore attacks. If it hits with both attacks against the same target, the target is knocked prone.	
⊕ <b>Death Strike</b> (when reduced to 0 hit points) The death boar makes a gore attack.	
<b>Furious Charge</b> When a death boar charges, its gore attacks deal an extra 5 damage, pushes the targets 2 squares, and knocks the targets prone on a hit.	
<b>Alignment</b> Unaligned	<b>Languages</b> –
<b>Str</b> 19 (+7)	<b>Dex</b> 10 (+3) <b>Wis</b> 9 (+2)
<b>Con</b> 15 (+5)	<b>Int</b> 2 (-1) <b>Cha</b> 8 (+2)

<b>8 Shadowgoblin Maulers (A)</b>	<b>Level 8 Minion</b>
Medium shadow humanoid	XP 88 each
<b>Initiative</b> +6 <b>Senses</b> Perception +6; low-light vision	
<b>HP</b> 1; a missed attack never damages a minion.	
<b>AC</b> 22; <b>Fortitude</b> 20, <b>Reflex</b> 18, <b>Will</b> 18	
<b>Speed</b> 6	
⊕ <b>Mace</b> (standard; at-will) ♦ <b>Weapon</b> +10 vs. AC; 6 damage.	
<b>Shadowgoblin Resilience</b> (immediate reaction, when the shadowgoblin mauler suffers an effect that a save can end; encounter) The mauler makes a saving throw against the effect.	
<b>Shadow Soldier</b> The shadowgoblin mauler gains concealment while at least one shadowgoblin ally is adjacent to it.	
<b>Combat Advantage</b> The shadowgoblin mauler deals an extra 2 damage on melee attacks against any target it has combat advantage against.	
<b>Alignment</b> Evil	<b>Languages</b> Common, Goblin
<b>Skills</b> Athletics +10, Stealth +11	
<b>Str</b> 19 (+8)	<b>Dex</b> 14 (+6) <b>Wis</b> 14 (+6)
<b>Con</b> 15 (+6)	<b>Int</b> 11 (+4) <b>Cha</b> 10 (+4)
<b>Equipment</b> black leather armor, mace	

## DEVELOPMENT

The PCs' intervention here prevents Modra from completing his sabotage and destroying the tower. However, the damage his team has done is enough to cause a failure of the foundry's systems during the Last Stand tactical encounter. If the PCs investigate the area where the shadowgoblins were working, they note damage to the great pipes channeling the lava flow, though it appears superficial.

Within the vats, the PCs can see various creatures in the midst of a dark transformation. A successful DC 22 Perception check made to search the area confirms the rumors the PCs have heard—half the creatures here are humanoids mutated into horrible warlike forms, their skin growing spiky armor plates, their hands turned to razor-sharp claws, and so on.

## INTO THE TOWER

The secret door to the west leads to a tunnel serving as Sarshan's private access between the foundry and the tower. It can be located with a successful DC 20 Perception check.

After what they've observed around Umbraforge, the PCs should hopefully be ready to enter the tower in search of more information about Sarshan's plans. However, if they linger too long in the foundry, feel free to have a squad of dark creeper and shadar-kai guards appear at the main doors. Remind the PCs of the secret door if necessary, then give them time to move into the tunnel before being spotted by the guards.

## FEATURES OF THE AREA

**Illumination:** The chamber is lit by the fiery glow of the lava flow (dim throughout).

**Ceiling:** The arched ceiling rises to a height of 30 feet.

**Lava Trench:** The river of lava and liquid shadow courses through this chamber, interrupted by a network of pipes and conduits that magically siphon off arcane power for Sarshan's metamorphosis vats. The sluggish surface of the lava rises to 5 feet below the lip of the trench. Creatures entering the lava take 2d12 fire damage per round. (The processes by which Sarshan's equipment draws arcane energy from the lava trench reduces the damage as compared to outside.)

The temperature in the enclosed foundry is stifling. When first entering the area, creatures must make successful DC 17 Endurance checks against the heat or lose one healing surge. (Modra and the shadowgoblins protected themselves with magic before entering the foundry.) Creatures that have no healing surges remaining lose hit points equal to their level.

When a creature is first bloodied, it must make a successful

**Crates and Barrels:** These crates and barrels contain the toxic reagents that fill the vats. Squares containing barrels and crates provide cover. A stack of crates stands 5 feet high and can be climbed with a successful DC 10 Athletics check. It costs 2 squares of movement to hop up onto a barrel.

**Bridges:** These rough stone bridges arch 5 feet above the ground (so they rise 10 feet above the lava in the trench). They have no railings. A creature running across a bridge must make a successful DC 15 Acrobatics check or slip and fall to the lava below. A creature that slips can make a saving throw to throw itself at the opposite bank. Creatures that fall into the

lava take 1d10 falling damage plus 2d12 fire damage per round.

**Vents and Piping:** Each vat is connected to a complex mass of metal and ceramic piping that plunges into the lava trench. Most of these pipes run up to and across the ceiling, but a series of main conduits runs across the foundry floor, each a bundle of pipe set with pressure release valves.

As a standard action, a creature can smash through a pressure release valve anywhere along the length of the conduit to create a close blast 3; +5 vs. Reflex, 1d8 fire damage.

A creature that ends its turn adjacent to a section of conduit takes 1d6 fire damage. Stepping over a conduit costs 2 squares of movement.

**Bodies:** These dark creeper guards were killed guarding against Modra's incursion.

**Metamorphosis Vats:** These great vats hold the fruits of Sarshan's dark experiments. Each stone vat is 15 feet on a side, open at the top, and fronted by a huge steel door with a quick-release lever. As a standard action, a creature can open the vat, releasing the creature within and a wave of viscous green fluid that creates a close blast 5; +5 vs. Reflex; 1d10 damage and the target is slowed (save ends).

Unless the PCs are having too easy a time with this encounter, any additional creatures in the vats have not completed their transformation. They die immediately after being released.



## PART 3: UMBRAFORGE TOWER

From the foundry, the PCs make their way to the lower level of the tower by way of Sarshan's private tunnel access. There, they take on Sarshan's guards, some of his allies, and finally come face to face with the shadar-kai.

### LEVITATION LIFT

Within the center of the tower, a 15-foot wide opening in the ceiling or floor of each level serves as a

magical levitation lift for Sarshan and his servants. Characters stepping into any square of the open area are subject to a levitation effect. Characters hover in midair until they mentally command the lift to move them. As a move action, a character can rise or descend one level, or can move up to 15 feet horizontally (from one side of the lift to the other). As a minor action, a character can shift 1 square horizontally. Moving from the tower's lower level to Sarshan's quarters on the top level thus requires three move actions (to climb) and a minor action (to shift from the open lift to the floor again).

While within the lift (whether moving or not), a creature is unsteady, taking a -2 penalty to AC and Reflex defense. Characters who stand within the area of the lift on the tower's ground floor feel unsteady on their feet and take the above penalties. However, unless they mentally command the lift to carry them up, they can move through the area normally.

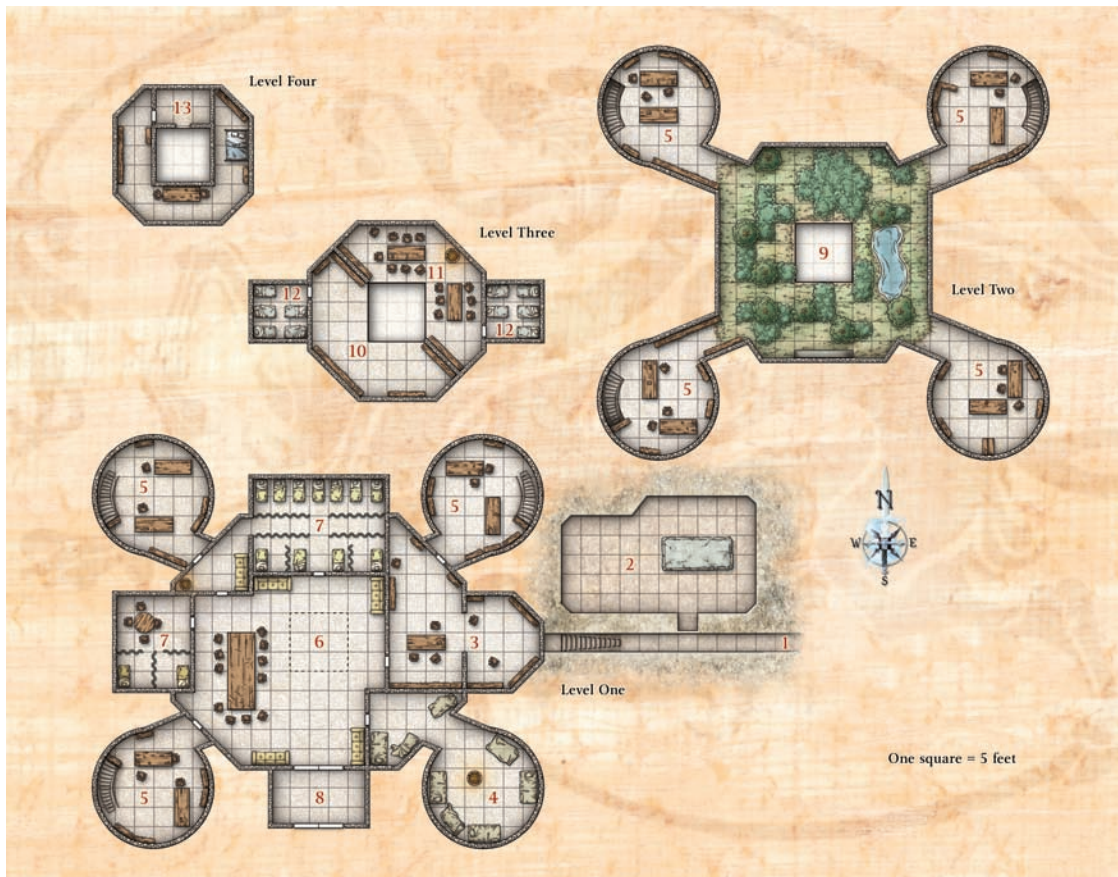
Creatures that move into the open area of the lift (as opposed to simply stepping into it) continue their movement through midair. A creature can travel across the open space of the lift by making a DC 15 Acrobatics check as part of the move action that takes it into the lift. On a result of 20 or higher, the creature gains 2 extra squares of movement. On a failed check, the creature loses momentum and slides to the center of the lift.

### SHOCK AND AFTERSHOCK

The penultimate climax of the adventure (Last Stand tactical encounter) takes place in the aftermath of another tremor caused by the magma shadow rift. Foreshadow this by having harmless tremors ripple through the tower at different points.

### NO QUARTER

The tower is an occupied fortress, and once this stage of the adventure begins, the PCs have no opportunity to take an extended rest. Early on, the Library encounter can easily spill over into the Great Hall tactical encounter, which can in turn pull in additional guards from the gatehouse for an extended melee. This might create problems later if the party returns to Overlook since the climactic battle could have already exhausted their healing surges and daily powers. Though Sarshan regularly uses the foundry tunnel, he is not aware of the lost shrine there (area 2). If the PCs need an extra boost, that hidden chamber provides a secure place for them to rest up.



## UMBRAFORGE TOWER

**T**his is Sarshan's domain, and with the number of troops at his disposal, he doesn't fear attack. His guards watch the tower's interior and gate house, but it has no ramparts or exterior patrols.

**Walls, Floors, and Ceilings:** The interior of the tower is polished gray marble from floor to ceiling. The ceilings on each level of the tower are uniformly 20 feet high.

**Doors and Windows:** Wooden doors within the tower are unlocked (with the exception of the gate house). Each room of the tower features narrow windows looking out on the ground below. These windows are wide enough only for a Small character to squeeze through.

**Illumination:** Magic lamps shed dim light in all areas of the tower, allowing those with low-light vision (most of the tower's inhabitants) to see clearly.

**1. Foundry Tunnel:** This 5-foot wide tunnel connects the foundry with the library in the tower. Sarshan and his personal guards are the only ones allowed access to it. Though it is locked from the foundry side, the library door opens easily.

**2. Lost Shrine:** Halfway along the foundry tunnel, an undiscovered secret door (DC 26 Perception) leads to an ancient shrine. The crumbling walls of this chamber were once covered with muted frescoes, but only fragments of plaster now remain. In the center of the room, a black stone altar rises, its surface buried beneath a thick layer of dust. Sarshan does not know of the shrine's existence, and the PCs can take an extended rest here.

**3. Library (Tactical Encounter):** These two adjoining chambers are the research center for Sarshan's sages. Shelves of books and scrolls line the walls here. Two shadar-kai guard the entrance to the foundry, while two more are working here when the PCs enter.

**4. Guest Quarters (Tactical Encounter):** Important visitors reside in these well-appointed rooms while in the tower. The guest quarters are currently occupied by a pack of gnolls negotiating a mercenary contract for their clan.

**5. Laboratory:** These tower chambers are all functionally identical, though you can change up their specific descriptions as need be. Dark experiments realized in the foundry are first carried out here. The various laboratories feature a wealth of alchemical equipment and reagents, ritual components, dead creatures in jars of clear oil, vials of brightly colored powders and viscous fluids, and other experimental gear.

The lower northeast laboratory (adjoining the library) is empty. All other laboratories have a 50% chance of being occupied by a noncombatant shadar-kai or dark one sage at work. If the PCs attack, treat the sages as minions with no attacks of their own. However, unless they are attacked, the sages of the tower assume that the PCs work for Sarshan. They yell at the characters for interrupting their work, but allow them to pass through. If combat occurs in area 9, sages in adjacent laboratories cower under a table until the danger passes.

**6. Great Hall (Tactical Encounter):** Most of the main floor is given over to this visitor's gallery and feast hall. Dark tapestries line the walls, and thick carpets cover the floors. A banquet table occupies the center of the room, and comfortable couches are arrayed along the walls. A fire pit before the doors burns with magical flame. When the PCs enter, a pair of shadar-kai guards and one of Sarshan's dark one allies are arguing here.

**7. Sages' Quarters:** These chambers are the residences of the sages who labor to perfect Sarshan's vile experiments. Each chamber has four beds and is occupied by two noncombatant shadar-kai or dark one sages, either sleeping (if no combat has occurred in an adjacent chamber) or cowering beneath a bed (if it has). Treat the sages as minions with no attacks.

**8. Gate House:** The interior doors to area 6 are locked and barred, requiring a successful DC 26 Thievery check and a successful DC 21 Strength check to open. The exterior stone double doors are normally open so the guards within can see the road and the bridge. They can be closed with two standard actions (one for each door) and barred from the inside (a successful DC 40 Strength check to open).

Four shadar-kai warriors and four shadar-kai chainfighters are on guard here at all times. However, they do not expect trouble from inside the tower, and so they are distracted if the PCs enter from area 6. Use the statistics from the Library and Great Hall tactical encounters.

**9. Garden of Shadows (Tactical Encounter):** The second level of the tower is given over to a shadar-kai pleasure garden. Tall trees, hoary ferns, and dense thickets of shrubs grow here. Within the foliage of this chamber lurk three rot scarab swarms and a shadow beetle kept as pets by Sarshan. They ignore shadow creatures but attack all others.

To the south stands the teleportation portal that takes Sarshan to the black shrine (see area 1 on page 25). Normally the portal can be used only by Sarshan.

**10. Training Floor:** This is the private training area for the guards of the tower.

**11. Guards' Mess:** Two large tables fill this mess hall, and a magical fire burns in the fire pit to the northeast. Six guards are here at any given time—they can be warriors, gloomblades, or chainfighters (use the statistics from the Library and Great Hall tactical encounters).

**12. Guards' Barracks:** Sarshan's house guards live here when off duty. Five sets of triple bunks in each chamber house thirty guards total, with half the bunks occupied at any given time. Guards found here have a 50% chance of being asleep, which means they require 2 rounds to grab weapons if attacked. Guards not sleeping are distracted and require 1 round to grab weapons. Use the statistics for the shadar-kai warrior, gloomblade, and chainfighter from the Library and Great Hall tactical encounters. None of the guards are in armor; they take a -4 penalty to AC.

**13. Sarshan's Chambers:** The shadar-kai's sanctum occupies the space beneath the tower's upper dome. Unlike the lower levels, the open area of the levitation lift is walled off here. The door here is locked (DC 26 Thievery). This area contains only mundane personal effects, since Sarshan keeps all important documents and relics hidden outside the tower.



## LIBRARY

Encounter Level 7 (1,500 XP)

### SETUP

Four members of Sarshan's personal guard are here—two warriors guarding the access to the foundry passage, a gloomblade running an errand for one of the tower's sages, and a witch in the midst of researching an experiment.

2 shadar-kai warriors (S)

1 shadar-kai gloomblade (G)

1 shadar-kai witch (W)

When the PCs can see into this area, read:

*Dim light fills this area from globes of gray glass set around the room. Shelves of books and scrolls line the walls here, and a large table covered with scrolls and bound volumes dominates an adjoining chamber. A female shadar-kai stands there, looking up in astonishment. Two shadar-kai warriors, katars at their belts, scramble away from the door in surprise. A third warrior is digging through books on a nearby shelf, his greatsword leaning against the wall a few feet away.*

The shadar-kai know that only Sarshan uses the foundry tunnel. They treat the PCs as intruders and attack at once.

### SHADOW DART ATTACK

In addition to the guards stationed here, a deadly trap wards this entrance into the tower. The trap is not active when the PCs enter, but it is manually triggered by the shadar-kai witch in the second round of combat.

When the trap is triggered, read:

*The shadar-kai backpedals toward the door, hitting a mechanical switch set into the wall. With a hiss, the air is filled with streaks of shadow.*

Once the trap is triggered, darts of magical shadow fill the air in both sections of the room. They shoot out from tiny holes in the frames of the chamber's bookshelves.

#### Shadow Dart Wall Trap Level 6 Blaster 250 XP

*A host of immaterial black darts streaks through the air, filling the room with a deadly web of shadow.*

**Trap:** Each round on its initiative, the trap fires a barrage of immaterial shadow darts that randomly attack 2d4 targets in range. Shadow creatures are not targeted by the magic darts.

#### Perception

- ◆ DC 17: The character notices the small holes within the frames of the bookshelves along the walls.
- ◆ DC 21: The character notices the switch by the west door.

**Initiative** +7

#### Trigger

When the switch beside the west door is flipped (a standard action), the trap rolls initiative.

#### Attack

**Standard Action** **Ranged 10**

**Targets:** 2d4 targets (not including shadow creatures) in range.

**Attack:** +11 vs. AC

**Hit:** 1d8 + 2 damage and ongoing 5 necrotic damage (save ends)

#### Countermeasures

- ◆ A character adjacent to the switch, which is now locked into its position, can disable the trap with a DC 21 Thievery check.
- ◆ A character who ends his or her turn directly adjacent to one of the interior walls (not adjacent to the open doorway) gains a +5 bonus to AC against the dart attacks.
- ◆ A character who moves no more than 1 square on a turn gains a +5 bonus to AC against the dart attacks.

## TACTICS

The shadar-kai warriors focus their first attacks on the most powerful-looking melee combatants, hoping to restrain them using *cage of gloom*. They use *shadow jaunt* consistently to protect themselves from damage, pulling down a bookshelf first to slow pursuers and compensate for their decreased movement.

The gloomblade uses *veil of shadows* to move invisibly between attacks, using *gloomstrike* to blind PCs making ranged attacks. Once bloodied, he uses *shadow jaunt* to protect himself from damage as he attacks the strongest-looking melee combatants.

#### Shadar-kai Witch (W) Level 7 Controller XP 300

Medium shadow humanoid

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

**HP** 77; **Bloodied** 38

**AC** 21; **Fortitude** 18, **Reflex** 19, **Will** 19

**Speed** 6; see also *shadow jaunt*

⊕ **Blackfire Touch** (standard; at-will) ◆ **Fire, Necrotic** +11 vs. Reflex; 2d6 + 4 fire and necrotic damage.

↻ **Beshadowed Mind** (standard; recharge ☹ ☹ ☹) ◆ **Necrotic** Ranged 10; +11 vs. Will; 2d6 + 4 necrotic damage, and the target has no line of sight to anything more than 2 squares from it (save ends).

↩ **Deep Shadow** (standard; sustain minor; encounter) ◆ **Necrotic**

Aura 2; thick, writhing shadows surround the shadar-kai witch. The witch and any other shadow creatures in the aura gain concealment. In addition, enemies that enter or start their turns in the aura take 5 necrotic damage, and enemies (including flying ones) also treat the area within the aura as difficult terrain. The shadar-kai witch can sustain the aura as a minor action. However, the effect ends if she uses *shadow jaunt* or moves more than half her speed on her turn.

**Shadow Jaunt** (move; encounter) ◆ **Teleportation**

The shadar-kai witch teleports 3 squares and becomes insubstantial until the start of her next turn.

**Alignment** Unaligned

**Languages** Common

**Skills** Acrobatics +8, Arcana +12, Religion +12, Stealth +13

**Str** 13 (+4)

**Dex** 16 (+6)

**Wis** 12 (+4)

**Con** 13 (+4)

**Int** 19 (+7)

**Cha** 17 (+6)

<b>Shadar-kai Gloomblade (G)</b> Medium shadow humanoid	<b>Level 6 Lurker</b> XP 250
<b>Initiative</b> +12 <b>Senses</b> Perception +5; low-light vision <b>HP</b> 54; <b>Bloodied</b> 27; see also <i>veil of shadows</i> <b>AC</b> 20; <b>Fortitude</b> 17, <b>Reflex</b> 18, <b>Will</b> 15 <b>Speed</b> 5; see also <i>shadow jaunt</i>	
⬇ <b>Greatsword</b> (standard; at-will) ♦ <b>Weapon</b> +11 vs. AC; 1d10 + 3 damage; see also <i>gloomstrike</i> .	
<b>Gloomstrike</b> If the shadar-kai gloomblade hits a target that can't see him, the target is blinded until the end of the gloomblade's next turn.	
<b>Shadow Jaunt</b> (move; encounter) ♦ <b>Teleportation</b> The shadar-kai gloomblade teleports 3 squares and becomes insubstantial until the start of his next turn.	
<b>Veil of Shadows</b> (move; at-will) ♦ <b>Illusion</b> The shadar-kai gloomblade turns invisible and moves up to his speed. The gloomblade cannot use this power while bloodied.	
<b>Alignment</b> Unaligned	<b>Languages</b> Common
<b>Skills</b> Acrobatics +14, Stealth +14	
<b>Str</b> 17 (+6)	<b>Dex</b> 20 (+8) <b>Wis</b> 15 (+5)
<b>Con</b> 12 (+4)	<b>Int</b> 10 (+3) <b>Cha</b> 11 (+3)
<b>Equipment</b> chainmail, greatsword	

In the first round, the witch uses *beshadowed mind* against the first PC through the secret door. She then activates the shadow dart wall trap in the second round. In the third round, she uses her *deep shadow* power, maintaining it as she closes with the warriors to grant them concealment. She uses *blackfire touch* against PCs at the periphery of melee, reserving subsequent *beshadowed mind* attacks for spellcasters and ranged combatants.

If the witch is bloodied and the other shadar-kai are killed, she flees to area 6 (Great Hall tactical encounter) through the closest door and summons the shadar-kai chainfighters there. If the PCs enter area 6, add the witch to the Great Hall encounter. If the PCs stay in area 3, the chainfighters and the witch enter after 1 round. The dark haunter remains in area 6 but sends the mad wraith in to attack the PCs.

<b>2 Shadar-kai Warriors (S)</b> Medium shadow humanoid	<b>Level 8 Soldier</b> XP 350 each
<b>Initiative</b> +11 <b>Senses</b> Perception +6; low-light vision <b>HP</b> 86; <b>Bloodied</b> 43 <b>AC</b> 24; <b>Fortitude</b> 19, <b>Reflex</b> 20, <b>Will</b> 17 <b>Speed</b> 5; see also <i>shadow jaunt</i>	
⬇ <b>Katar</b> (standard; at-will) ♦ <b>Weapon</b> +13 vs. AC; 1d6 + 3 damage (crit 1d6 + 9).	
⬇ <b>Double Attack</b> (standard; at-will) ♦ <b>Weapon</b> The shadar-kai warrior makes two katar attacks.	
⬇ <b>Cage of Gloom</b> (standard; recharge ☒ ☒ ) The shadar-kai warrior makes a katar attack. If the attack hits, the shadar-kai warrior makes a secondary attack as strands of shadow coil around the target. <b>Secondary Attack:</b> +11 vs. Reflex; the target is restrained (save ends).	
<b>Shadow Jaunt</b> (move; encounter) ♦ <b>Teleportation</b> The shadar-kai warrior teleports 3 squares and becomes insubstantial until the start of its next turn.	
<b>Alignment</b> Unaligned	<b>Languages</b> Common
<b>Skills</b> Acrobatics +15, Stealth +15	
<b>Str</b> 17 (+7)	<b>Dex</b> 20 (+9) <b>Wis</b> 14 (+6)
<b>Con</b> 14 (+6)	<b>Int</b> 12 (+5) <b>Cha</b> 11 (+4)
<b>Equipment</b> shadowmail, 2 katars	

## DEVELOPMENT

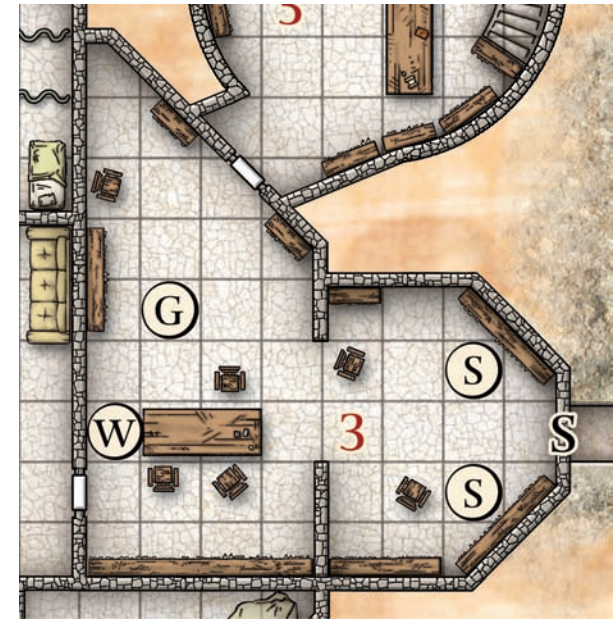
Combat in this area puts the gnolls in area 4 on alert for 5 minutes, though they do not come to investigate. No one is in the northeast tower, and the sound of combat cannot be heard on the level above.

If the PCs take a few minutes to examine the books the gloomblade was retrieving or the scrolls and books the witch was working with, they find confirmation of the dark research going on here. Sarshan's long-term plans involve breeding advanced races of warrior-slaves to be sold to the highest bidder.

## FEATURES OF THE AREA

**Illumination:** Magic lanterns provide light to the area (dim throughout).

**Bookshelves:** These freestanding heavy wooden shelves stand 10 feet high and 4 feet wide, and they



are stacked with scrolls and leather-bound volumes. Standing bookshelves have no effect on movement. However, a creature can pull a shelf down as a minor action, which turns the 2 squares in front of the shelf into difficult terrain. A character standing in a square where a shelf falls is subject to an attack at +5 vs. Reflex; 1d6 damage and the target is stunned until the start of its next turn.

**Table:** The table is tall enough that a Small creature can move under it and gain cover (-2 penalty to attack rolls). It costs 2 squares of movement to hop up onto a table. A successful DC 10 Strength check allows a character to tip over a table, which then grants superior cover (-5 penalty to attack rolls).

**Chairs:** These are difficult terrain.



## GREAT HALL

Encounter Level 5 (1,000 XP)

### SETUP

The shadar-kai chainfighters (both members of Sarshan's personal guard) are engaged in a heated argument with a dark hunter whose lord is reconsidering his allegiance to Sarshan. The dark hunter's mad wraith bodyguard floats nearby.

The creatures here are distracted while they argue. Unless the witch alerts them (see the Library tactical encounter), they do not hear combat in area 3.

2 shadar-kai chainfighters (C)

1 dark hunter (D)

1 mad wraith (W)

When the PCs can see into this area, read:

*This chamber appears to be a great hall or gallery, with fine couches spaced along walls hung with dark tapestries. In the center of the ceiling is an opening 15 feet across, and dim light is visible from the floor above. The floor directly beneath the opening has tiles of a lighter shade of gray than the rest of the room.*

*On the far side of the chamber, two shadar-kai armed with spiked chains argue with an angry cloaked figure. At the creature's side, a spectral wraith shifts within a cloud of shadow, and the shadar-kai watch it carefully.*

PCs who can eavesdrop (DC 10 Perception) make out that the discussion focuses on the dark one's liege lord reneging on a promise to grant Sarshan's mercenary forces access to a portal to the world within his territory.

When the creatures here see the PCs, read:

*Suddenly you are spotted, and the shadar-kai lose all interest in their argument with the dark one as they shout a challenge and race toward you. The dark figure steps back as it appraises you, then orders the wraith forward with a command to attack.*

**2 Shadar-kai Chainfighters (C)** Level 6 Skirmisher  
Medium shadow humanoid XP 250 each

**Initiative** +9 **Senses** Perception +5; low-light vision

**HP** 68; **Bloodied** 39

**AC** 20; **Fortitude** 19, **Reflex** 19, **Will** 17

**Speed** 6; see also *dance of death* and *shadow jaunt*

⊕ **Spiked Chain** (standard; at-will) ♦ **Weapon**

Reach 2; +11 vs. AC; 2d4 + 3 damage.

↓ **Dance of Death** (standard; recharge [1]) ♦ **Necrotic, Weapon**

The shadar-kai chainfighter shifts 6 squares and makes 3 spiked chain attacks at any points during his move. He can attack a given enemy only once, but he deals an extra 1d6 necrotic damage with each successful hit.

**Shadow Jaunt** (move; encounter) ♦ **Teleportation**

The shadar-kai chainfighter teleports 3 squares and becomes insubstantial until the start of his next turn.

**Alignment** Unaligned **Languages** Common

**Skills** Acrobatics +14, Stealth +14

**Str** 17 (+6) **Dex** 18 (+7) **Wis** 14 (+5)

**Con** 12 (+4) **Int** 10 (+3) **Cha** 11 (+3)

**Equipment** leather armor, spiked chain

**Dark Hunter (D)** Level 6 Lurker  
Small shadow humanoid XP 250

**Initiative** +12 **Senses** Perception +5; darkvision

**HP** 57; **Bloodied** 28; see also *killing dark*

**AC** 20 (see also *dark step*); **Fortitude** 17, **Reflex** 20, **Will** 19

**Speed** 6

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

+11 vs. AC; 1d8 + 3 damage (crit 1d8 + 11).

↘ **Dagger** (standard; at-will) ♦ **Weapon**

Ranged 5/10; +11 vs. AC; 1d4 + 3 damage.

☠ **Dark Fog** (standard; sustain minor; encounter) ♦ **Zone**

Area burst 4 within 10; creates a zone of darkness that blocks line of sight (creatures with darkvision ignore this effect).

← **Killing Dark** (when reduced to 0 hit points)

Close burst 1; targets enemies; each target is blinded (save ends). When slain, a dark hunter explodes in a spout of darkness.

**Combat Advantage**

The dark hunter deals an extra 2d6 damage on melee and ranged attacks against any target it has combat advantage against.

**Dark Step** (move; at-will)

The dark hunter 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.

**Invisibility** (minor; recharge [1]) ♦ **Illusion**

The dark hunter becomes invisible until the end of its next turn.

**Alignment** Unaligned **Languages** Common

**Skills** Stealth +13, Thievery +13

**Str** 12 (+4) **Dex** 21 (+8) **Wis** 14 (+5)

**Con** 15 (+5) **Int** 14 (+5) **Cha** 19 (+7)

**Equipment** black garments, scimitar, 4 daggers

**Mad Wraith (W)** **Level 6 Controller**  
 Medium shadow humanoid (undead) XP 250

**Initiative** +8 **Senses** Perception +6; darkvision

**Mad Whispers (Psychic)** aura 3; deafened creatures are immune; any enemy in the aura at the start of its turn takes 5 psychic damage and is dazed until the start of its next turn. (If the mad wraith takes radiant damage, the aura is negated until the end of the mad wraith's next turn.)

**HP** 54; **Bloodied** 27

**AC** 18; **Fortitude** 15, **Reflex** 18, **Will** 17

**Immune** disease, poison; **Resist** 10 necrotic, insubstantial; **Vulnerable** 5 radiant (see also **mad whispers** above)

**Speed** fly 6 (hover); phasing

⊕ **Touch of Madness** (standard; at-will) ♦ **Psychic**  
 +8 vs. Will; 1d6 + 5 psychic damage, and the target takes a -2 penalty to Will defense (save ends).

⊕ **Touch of Chaos** (standard; recharge ☒ ☒) ♦ **Psychic**  
 +9 vs. Will; 2d6 + 4 psychic damage, and the target moves up to its speed and makes a basic attack against its nearest ally as a free action.

**Spawn Wraith**  
 Any humanoid killed by a mad wraith rises as a free-willed mad wraith at the start of its creator's next turn, appearing in the space where it died (or in the nearest unoccupied space). Raising the slain creature (using the Raise Dead ritual) does not destroy the spawned wraith.

**Alignment** Chaotic evil **Languages** Common

**Skills** Stealth +13

<b>Str</b> 6 (+1)	<b>Dex</b> 20 (+8)	<b>Wis</b> 6 (+1)
<b>Con</b> 12 (+4)	<b>Int</b> 11 (+3)	<b>Cha</b> 19 (+7)

## TACTICS

The shadar-kai chainfighters use *dance of death* to weave through the PCs and attack poorly armored foes, then flank a single target with spiked chain attacks. The chainfighters do not coordinate attacks with either the dark haunter or the wraith. Both fight to the death.

The wraith targets the strongest-looking melee combatant with *touch of chaos*, then strikes the closest foes with *touch of madness* attacks. If the PCs have left any creatures in the library unconscious, the

wraith enters that area in the third round and attacks with *touch of madness*, hoping to spawn additional mad wraiths.

The dark haunter uses *dark step* to target spellcasters and ranged combatants. If taken to 10 hit points or fewer, it flees south through the main doors and out of the tower, followed by the wraith (if it survives). Half the guards in the gatehouse follow the dark haunter, while the others (two warriors and two chainfighters) join the fight against the PCs.

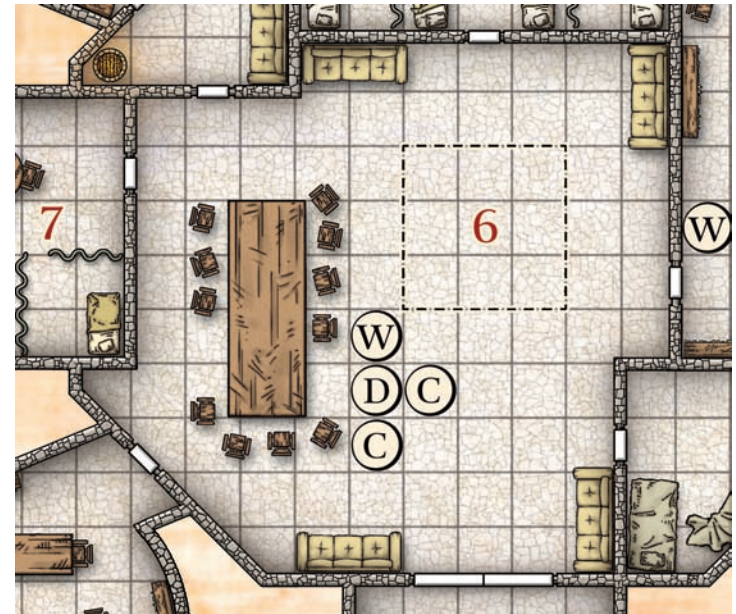
## FEATURES OF THE AREA

**Illumination:** Magic lanterns provide light to the area (dim throughout).

**Levitation Lift:** The ceiling of this chamber features a 15-foot wide opening, and the floor beneath it is marked out in tiles of lighter gray. This magic lift allows creatures to reach the floor above. As a move action, a character can rise to the next level. Once on that level, the character moves up to 15 feet horizontally as a move action. As a minor action, a character in the air can shift 1 square horizontally.

Characters who stand within the area of lighter tiles feel unsteady on their feet and take a -2 penalty to their AC and Reflex defense. However, unless they mentally command the lift to carry them up, they can move through the area normally.

**Table:** The table is tall enough that a Small creature can move under it and gain cover (-2 penalty to attack rolls). It costs 2 squares of movement to hop up onto a table. A successful DC 17 Strength check allows a character to tip over the oversized table,



which then grants superior cover (-5 penalty to attack rolls).

**Chairs:** These are difficult terrain.

**Couches:** These elegantly upholstered couches provide cover. It costs 2 squares of movement to hop up on a couch.

**Fire Pit:** This magic fire pit is difficult terrain. Any creature that enters the fire pit takes 1d8 + 5 fire damage.

## GUEST QUARTERS

**Encounter Level 4 (900 XP)**

### SETUP

A pack of gnoll mercenaries of the Wicked Fang page resides here, awaiting their next mission after selling their packs' services to Sarshan. Each gnoll wears a



symbol of a bloody, serrated fang in a prominent place on their armor. The gnolls go on alert for 5 minutes after any combat in area 3. They are otherwise distracted (and can be surprised if the PCs approach quietly).

- 2 gnoll huntmasters (H)
- 1 gnoll claw fighter (C)
- 1 gnoll marauder (M)

**If the PCs listen at this door, read:**

*Growling voices can be heard from beyond the door. A yipping snarl punctuates them.*

**When the PCs enter this area, read:**

*This pair of adjoining rooms appears to be well-appointed guest chambers. Unfortunately, the present occupants seem ill-suited to their comforts. Four gnolls are here, and a reek of dog fills the air and the blankets on the beds pulled off and piled in the corners.*

**If the gnolls are not surprised, read:**

*The closest two snarl as they lunge at you with spear and claw, and the others prepare their longbows as they take cover behind a couch.*

2 Gnoll Huntmasters (H)		Level 5 Artillery
Medium natural humanoid		XP 200 each
<b>Initiative</b> +6 <b>Senses</b> Perception +11; low-light vision		
<b>HP</b> 50; <b>Bloodied</b> 25		
<b>AC</b> 19; <b>Fortitude</b> 16, <b>Reflex</b> 17, <b>Will</b> 14		
<b>Speed</b> 7		
⬇ <b>Handaxe</b> (standard; at-will) ⬆ <b>Weapon</b>		
+9 vs. AC; 1d6 + 3 damage, or 1d6 + 5 damage while bloodied; see also <b>pack attack</b> .		
↘ <b>Longbow</b> (standard; at-will) ⬆ <b>Weapon</b>		
Ranged 20/40; +10 vs. AC; 1d10 + 4 damage, or 1d10 + 6 damage while bloodied; see also <b>pack attack</b> .		
<b>Pack Attack</b>		
The gnoll huntmaster deals an extra 5 damage on melee and ranged attacks against an enemy that has two or more of the huntmaster's allies adjacent to it.		
<b>Alignment</b> Chaotic evil		<b>Languages</b> Abyssal, Common
<b>Skills</b> Intimidate +7, Stealth +11		
<b>Str</b> 16 (+5)	<b>Dex</b> 19 (+6)	<b>Wis</b> 14 (+4)
<b>Con</b> 14 (+4)	<b>Int</b> 8 (+1)	<b>Cha</b> 7 (+0)
<b>Equipment</b> leather armor, handaxe, longbow, quiver of 30 arrows		

Gnoll Marauder (M)		Level 6 Brute
Medium natural humanoid		XP 250
<b>Initiative</b> +5 <b>Senses</b> Perception +7; low-light vision		
<b>HP</b> 84; <b>Bloodied</b> 42		
<b>AC</b> 18; <b>Fortitude</b> 18, <b>Reflex</b> 15, <b>Will</b> 15		
<b>Speed</b> 7		
⬇ <b>Spear</b> (standard; at-will) ⬆ <b>Weapon</b>		
+10 vs. AC; 1d8 + 6 damage, or 1d8 + 8 while bloodied; see also <b>quick bite</b> and <b>pack attack</b> .		
⬇ <b>Quick Bite</b> (free, when the gnoll marauder hits a bloodied enemy with a melee attack; at-will)		
The gnoll marauder makes a bite attack against the same target: +7 vs. AC; 1d6 + 2 damage, or 1d6 + 4 damage while bloodied.		
<b>Pack Attack</b>		
The gnoll marauder deals an extra 5 damage on melee attacks against an enemy that has two or more of the marauder's allies adjacent to it.		
<b>Alignment</b> Chaotic evil		<b>Languages</b> Abyssal, Common
<b>Skills</b> Intimidate +8, Stealth +10		
<b>Str</b> 20 (+8)	<b>Dex</b> 14 (+5)	<b>Wis</b> 14 (+5)
<b>Con</b> 14 (+5)	<b>Int</b> 9 (+2)	<b>Cha</b> 7 (+1)
<b>Equipment</b> leather armor, light shield, spear		

Gnoll Claw Fighter (C)		Level 6 Skirmisher
Medium natural humanoid		XP 250
<b>Initiative</b> +7 <b>Senses</b> Perception +6; low-light vision		
<b>HP</b> 70; <b>Bloodied</b> 35		
<b>AC</b> 20; <b>Fortitude</b> 18, <b>Reflex</b> 16, <b>Will</b> 15		
<b>Speed</b> 8; see also <i>mobile melee attack</i>		
⬇ <b>Claw</b> (standard; at-will)		
+11 vs. AC; 1d6 + 4 damage, or 1d6 + 6 while bloodied; see also <b>pack attack</b> below.		
⬇ <b>Clawing Charge</b> (standard; at-will)		
The gnoll claw fighter charges and makes two claw attacks against a single target instead of one melee basic attack.		
⬇ <b>Mobile Melee Attack</b> (standard; at-will)		
The gnoll claw fighter can move up to 4 squares and make one melee basic attack at any point during that movement. The gnoll doesn't provoke opportunity attacks when moving away from the target of its attack.		
<b>Pack Attack</b>		
The gnoll claw fighter deals an extra 5 damage on melee attacks against an enemy that has two or more of the gnoll claw fighter's allies adjacent to it.		
<b>Alignment</b> Chaotic evil		<b>Languages</b> Abyssal, Common
<b>Skills</b> Intimidate +8		
<b>Str</b> 19 (+7)	<b>Dex</b> 15 (+5)	<b>Wis</b> 12 (+4)
<b>Con</b> 14 (+5)	<b>Int</b> 9 (+2)	<b>Cha</b> 7 (+1)
<b>Equipment</b> leather armor		

**TACTICS**

The huntmasters shoot from behind the cover of the wall, falling back behind one of the beds if the PCs press them. They concentrate their fire on those characters engaged by the claw fighter and the marauder to deal extra damage with their *pack attack*.

The gnoll claw fighter uses its *mobile melee attack* against the weakest-looking PC, then moves into position with the marauder so the huntmasters gain their *pack attack* bonus. If the marauder falls, it switches to *clawing charge* attacks against the strongest melee combatants.

The gnoll marauder focuses its spear attacks against the weakest-looking PCs, hoping for a chance to use its *quick bite*.

## DEVELOPMENT

Among the gnolls' personal effects is a letter outlining their clans' proposed deal with Sarshan. It has only sketchy details of the assignment and terms, but Sarshan speaks of "a great need for troops ready to take advantage of unforeseen disaster."

## FEATURES OF THE AREA

**Illumination:** Magic lanterns provide light to the area (dim throughout).

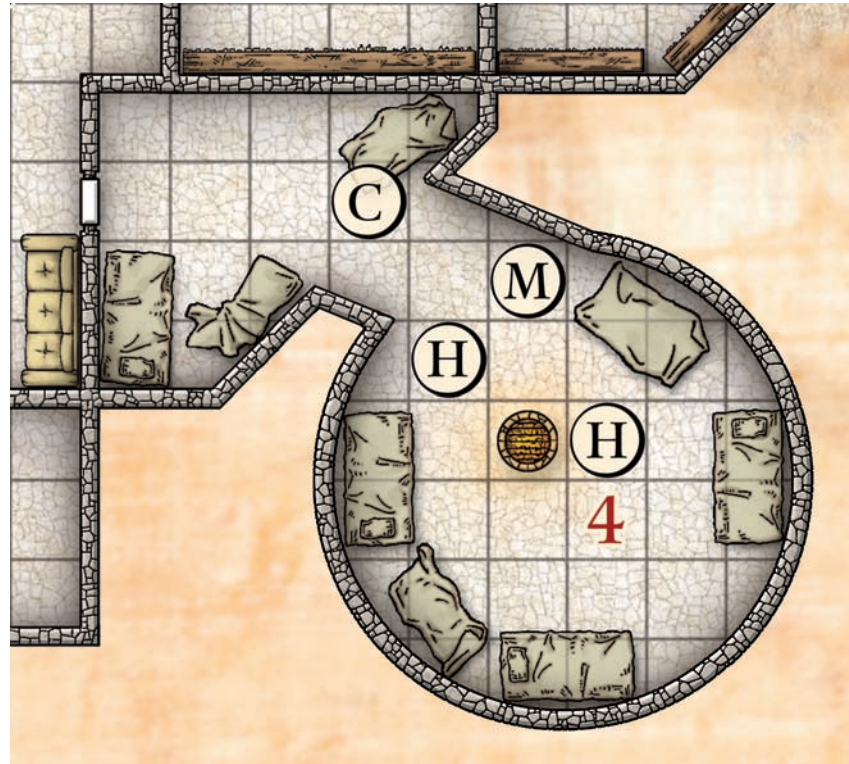
**Beds:** A bed provides cover (-2 penalty to attack rolls). It costs 2 squares of movement to hop up on a bed. A successful DC 15 Strength check allows a character to tip over a bed, which then grants superior cover (-5 penalty to attack rolls).

**Table:** The table is tall enough that a Small creature can move under it and gain cover (-2 penalty to attack rolls). 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 (-5 penalty to attack rolls).

**Chairs:** These are difficult terrain.

**Blankets:** The gnolls have piled blankets from the beds to create rough dens for themselves. These areas are difficult terrain.

**Fire Pit:** This magic fire pit is difficult terrain. Any creature that enters the fire pit takes 1d8 + 5 fire damage.





## GARDEN OF SHADOWS

Encounter Level 6 (1,250 XP)

### SETUP

This uninhabited garden poses no threat to shadow creatures. All others draw the unwelcome attention of the creatures that dwell here.

3 rot scarab swarms (R)

1 shadow beetle (B)

When the PCs enter this area, read:

*Dim light from globes of gray glass casts faint shadows throughout a dark garden. Though the trees and other foliage here appear healthy and luxurious, the leaves, stems, and flowers of these plants are sickly shades of dark blue, gray, and black. Along the south wall of this chamber stands a stone arch identical to the teleportation portals you've seen before.*

The rot scarab swarms and the shadow beetle are well hidden within the foliage (DC 20 Perception). If the PCs do not spot them, give the party a round or two to explore before the insects attack with surprise. Do not place their miniatures unless they are spotted or until they attack.

When the PCs see the lurking insects, read:

*A hissing sound precedes a cloud of insects suddenly boiling up from the shadows, swarming to attack. At the same time, what appeared to be a mass of mottled leaves rises up to reveal itself as an enormous beetle, which has viscous black fluid dripping from its joints as it lurches toward you.*

3 Rot Scarab Swarms (R)		Level 8 Soldier
Medium shadow beast (swarm)		XP 350 each
Initiative +9	Senses Perception +7; darkvision	
Swarm Attack aura 1; the rot scarab swarm makes a basic attack as a free action against each enemy that begins its turn in the aura.		
HP 88; Bloodied 44		
AC 22; Fortitude 21, Reflex 21, Will 19		
Resist half damage from melee and ranged attacks; Vulnerable 10 against close and area attacks		
Speed 8, climb 8		
⊕ Swarm of Mandibles (standard; at-will) ♦ Necrotic		
+12 vs. Reflex; 1d8 + 5 necrotic damage, and ongoing 5 necrotic damage (save ends).		
Alignment Unaligned	Languages –	
Str 20 (+9)	Dex 16 (+7)	Wis 16 (+7)
Con 16 (+7)	Int 1 (-1)	Cha 11 (+4)

Shadow Beetle (B)		Level 5 Controller
Large shadow beast		XP 200
Initiative +2	Senses Perception +3; darkvision	
HP 62; Bloodied 31		
AC 19; Fortitude 17, Reflex 13, Will 14		
Speed 6		
⊕ Bite (standard; at-will)		
+10 vs. AC; 1d10 + 4 damage.		
← Shadow Spray (standard; recharge ☒ ☒)		
Close blast 3; +8 vs. Reflex; 2d6 damage, plus the target is immobilized and all creatures have concealment against it (save ends).		
Alignment Unaligned	Languages –	
Str 18 (+6)	Dex 10 (+2)	Wis 12 (+3)
Con 14 (+4)	Int 1 (-3)	Cha 8 (+1)

### THE VIEW FROM ABOVE

If the PCs reach this area without going through the great hall (area 6, Great Hall tactical encounter), they can see and hear the argument between the shadar-kai and the dark haunter before the insects attack. When combat breaks out here, the shadar-kai ascend the lift to join in. The dark haunter sends the mad wraith up, but stays in area 6.

### TACTICS

The rot scarab swarms stay close together to catch as many foes as possible in the area of their *swarm attack* aura. They concentrate their *swarm of mandibles* attacks on the same targets, hoping to drop one foe before moving onto the next. The swarm cannot move through the area of the levitation lift.

The shadow beetle hits the strongest-looking melee or ranged combatants with its *shadow spray*, making bite attacks against lightly armored foes while it waits for that power to recharge. The beetle moves through the area of the levitation lift without making Acrobatics checks.

All these creatures fight to the death.

### FEATURES OF THE AREA

**Levitation Lift:** The floor and ceiling of this chamber feature 15-foot wide openings. This magical lift allows creatures to reach the floors above or below. Characters in the area of the lift hover in midair until they mentally command the lift to move them. As a move action, a character can rise or descend one level, or can move up to 15 feet horizontally. As a minor action, a character can shift 1 square horizontally.

While within the lift (whether moving or not), a creature is unsteady, taking a -2 penalty to AC and Reflex defense.

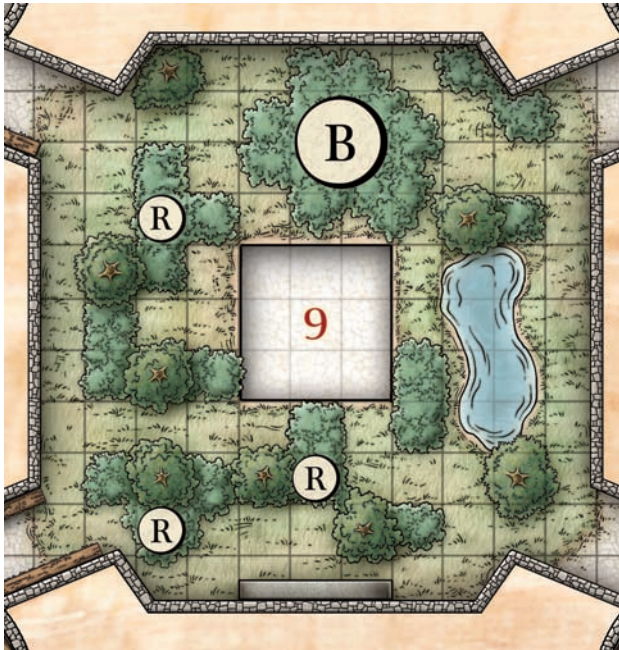
Creatures that move into the open area of the lift (as opposed to simply stepping into it) continue their movement through midair. A creature can travel across the open space of the lift by making a successful DC 15 Acrobatics check as part of the move action that takes it into the lift. On a result of 20 or higher, the creature gains 2 extra squares of movement. On a failed check, the creature loses momentum and slides

to the center of the lift (but can use another move action or a minor action to continue its move).

**Trees:** Squares containing trees are difficult terrain (requiring 1 extra square of movement to enter) and provide concealment (-2 penalty to attack rolls) to anyone standing in them. A tree's trunk provides cover (-2 penalty to attack rolls) to anyone standing adjacent to it.

**Thickets:** These areas of dense undergrowth provide concealment and are difficult terrain.

**Stagnant Pool:** This pool of dark water is only 2 feet deep at its center but is thick with black slime. A character who runs through the pool must make a successful DC 20 Acrobatics check or fall prone. Characters can move at normal speed without difficulty.



**Teleportation Portal:** This black stone archway is a semicircle 30 feet in diameter and 15 feet high, set against the stone wall of the chamber. Silver crystals are set within the stone in a random pattern. Runes in Common cover it, but their ancient dialect requires a successful DC 17 History check to decipher. They identify the arch as an ancient shadar-kai teleportation portal.

This arch functions as the arch in the black shrine (page 25). If it is touched, it reveals that area within it, but the PCs cannot pass through. The portal can normally be used by only Sarshan. See the Last Stand tactical encounter for more information.

## UNEXPECTED PARLEY

When the PCs have completed the last of the previous three encounters, they find their luck running out. Sarshan's guards, alerted by the combat in the tower, begin to close in. Do not allow the PCs a short rest in the aftermath of the previous encounter. If the party is not in area 10, modify the read aloud text accordingly.

**As soon as the previous combat is done, read:**

*Before you can catch your breath, a sudden shout comes from below. Through the open floor, you see shadar-kai guards coming through the main doors.*

**Give the PCs time to strategize, then continue:**

*Six shadar-kai hit the levitation lift, and footsteps in the distance herald groups of four coming through the doors of each of the towers. The squad that comes up from below is led by a grizzled captain, who has ritual scars standing out on his cheeks. Two panthers move at his side with teeth*

*bared as they hiss. "Stand down!" the captain shouts, "or your lives are forfeit!"*

The shadar-kai captain is Thannu (see the Last Stand tactical encounter for his statistics). Though he means business, his inclination to slay the PCs outright is tempered by his knowledge that the absent Sarshan will want to question them first.

The PCs should hopefully recognize that this is a fight they cannot win, and that standing down is their best bet in the short term. However, if the party is more the fight-to-the-death crowd, allow them to strike back but have a pair of shadar-kai witches show up to immobilize them with magic.

Be careful not to be too heavy-handed with this scenario. This section of the adventure involves important revelations and decisions for the PCs. Allowing the players to feel like they're being railroaded is likely to undercut the importance of what they learn here.

The PCs are outnumbered to such a degree that Thannu does not bother taking their weapons or equipment. If the party is not in area 10, Thannu orders them to be taken up to the guards' quarters on the third level for questioning. Adjust the following read aloud text and use it when the PCs and their escorts are passing through the garden of shadows.

**Once the PCs stand down, read:**

*Suddenly, the garden is illuminated by a pulse of white light. The archway to the south flares as it reveals the black shrine, and a familiar figure steps from that chamber to this. It's the veteran you spoke to in the Happy Beggar, but he is no longer stooped with the appearance of age and his scarred skin turns gray before your eyes.*



The guards around you salute the shadar-kai, who doesn't hide his surprise at seeing you. He takes in the scene before him with a cold eye. "I am Sarshan. I assume someone has an explanation for this?"

Whatever the PCs' initial response, Thannu quickly interrupts to deliver a military-style report on the PCs' incursion of the tower, noting the areas they've infiltrated and the number of the dead and wounded. However, before he can finish, additional information arrives.

Even as the captain finishes, a warrior enters at a run, calling to his master. As he approaches to whisper in Sarshan's ear, the shadar-kai turns to you with a look of wonder.

"You are, quite literally, the last people I ever expected to see here. The charges leveled by my captain warrant torture and death. However, I am told that an episode of sabotage in my foundry appears to have been thwarted, and that the traitorous Modra has been executed by persons unknown. What might you know of this?"

If the PCs admit to the action in the foundry, Sarshan nods thoughtfully. If they are suspicious enough of Sarshan's motivations that they deny everything, assume that his Sense Motive automatically beats their Bluff.

"As far as you've managed to infiltrate my operations, I can only assume you know a little of who I am. My wealth and reputation turn largely on honor, obligation, and secrecy. When I spoke to you of Modra, I hoped you would kill him and save me the risk of more exposure than he had already caused. The fact that you journeyed here to do the job is

a surprise, but for your part in ending his threat to me and whatever he meant to do in the foundry, I am in your debt. However, for your role in the death of my personal guards, you are more greatly in mine. Here is a bargain that balances the obligation for all of us. Join me."

Allow the PCs a chance to respond, then continue:

"Your skill at arms is clearly first rate. I offer you a place to use and advance that skill. Moreover, I offer you a place where you might live long enough to enjoy the fruits of your bravery. In a month, or six, or a year, your world will be a place you will not want to live. Join me here instead."

If the PCs attempt to question Sarshan on what he means, he equivocates.

"Though I am nicely positioned to take advantage of these things, I know relatively little yet. What I do know, I cannot share for professional reasons, but trust me when I say that you do not want to know. Name your choice, friends."

If the PCs refuse outright to join Sarshan, or if they attempt to kill time before making a decision, go to the Last Stand encounter.

## THE EASY WAY OUT

If the PCs decide to pretend to accept Sarshan's bargain as a means of avoiding combat with his elite troops, allow a single character speaking for the party to make a DC 21 Bluff check. Up to two other characters can aid the first. On a failed check, Sarshan tells the PCs they should leave lying to those more skilled at it. Go to the Last Stand tactical encounter.

If the check is successful, Sarshan accepts the PCs into his service. He orders Thannu to escort the party



to the guards' quarters on the third level, saying that he will have orders for them once they have rested.

How you play out the end of this scenario is up to you, but consider the following two options.

- Shortly after the PCs are taken to the guards' quarters, the larger tremor described in the Last Stand encounter rips through the tower. Thannu and his guards leave to investigate, allowing the PCs to slip back to the portal in the garden, then flee.
- Sarshan might be fooled by the PCs, but his captain isn't. Thannu waits until Sarshan is gone before ordering his troops to slay the party.

For either of these scenarios, adopt the Last Stand encounter accordingly, but you should end up with the PCs facing Thannu and his panthers in the garden while they try to activate the portal and escape.

## LAST STAND

Encounter Level 7 (1,500 XP)

### SETUP

The party has either rejected Sarshan's offer of employment outright, or the Shadar-kai has seen through their false consent. One way or the other, the PCs are prepared to meet their fate.

**Thannu, elite shadar-kai warrior battle champion (T)**

**2 umbral panthers (P)**

When Sarshan's offer falls through, read:

*You feel a familiar shaking beneath your feet as another tremor rises and falls quickly. The shadar-kai's dark eyes blaze, but he smiles as he shakes his head. "Your conviction is to be commended. A pity it failed you in the end."*

*Then suddenly, an ear-splitting explosion shakes the tower. Near the eastern side of the chamber, one of Sarshan's guards shouts out: "My lord! The foundry is in flames!" The guards are in motion, Sarshan all but ignoring you as he barks orders. One group is sent to the foundry, and another receives orders to keep the mercenary camps under control. Sarshan takes a last squad of chainfighters with him as he moves for the lift. Thannu and his panthers are the only ones left with you.*

*"If I was as cruel as my reputation implies, I would send you back to watch your world die," Sarshan calls. "Be thankful that I am merciful." Then to Thannu: "Kill them."*

<b>Thannu, Shadar-kai Battle Champion (T)</b> Level 8 Elite Soldier		
Medium shadow humanoid XP 700		
<b>Initiative</b> +11	<b>Senses</b> Perception +6; low-light vision	
<b>HP</b> 172; <b>Bloodied</b> 86		
<b>AC</b> 26; <b>Fortitude</b> 21, <b>Reflex</b> 23, <b>Will</b> 19		
<b>Saving Throws</b> +2		
<b>Speed</b> 5; see also <b>shadow jaunt</b>		
<b>Action Points</b> 1		
⊕ <b>Katar</b> (standard; at-will) ♦ <b>Weapon</b>		
+13 vs. AC; 1d6 + 3 damage (crit 1d6 + 11).		
‡ <b>Double Attack</b> (standard; at-will) ♦ <b>Weapon</b>		
Thannu makes two katar attacks.		
‡ <b>Cage of Gloom</b> (standard; recharge ☒ ☒ ☒)		
Thannu makes a katar attack. If the attack hits, he makes a secondary attack as strands of shadow coil around the target. <b>Secondary Attack:</b> +11 vs. Reflex; the target is restrained (save ends).		
<b>Battle Lord Tactics</b>		
Thannu and his allies deal an extra 1d6 damage against enemies that he flanks.		
<b>Battle Talent</b>		
Thannu can score critical hits on attack rolls of natural 19 and 20.		
<b>Inspiring Assault</b>		
Whenever he scores a critical hit, Thannu and all allies within 5 squares of him regain 4 hit points.		
<b>Shadow Jaunt</b> (move; encounter) ♦ <b>Teleportation</b>		
Thannu teleports 3 squares and becomes insubstantial until the start of his next turn.		
<b>Alignment</b> Unaligned	<b>Languages</b> Common	
<b>Skills</b> Acrobatics +15, Stealth +15		
<b>Str</b> 17 (+7)	<b>Dex</b> 20 (+9)	<b>Wis</b> 14 (+6)
<b>Con</b> 14 (+6)	<b>Int</b> 12 (+5)	<b>Cha</b> 11 (+4)
<b>Equipment</b> shadowmail, 2 katars		

<b>2 Umbral Panthers (P)</b>		<b>Level 6 Lurker</b>
Medium shadow beast		XP 250 each
<b>Initiative</b> +12	<b>Senses</b> Perception +9; low-light vision	
<b>HP</b> 76; <b>Bloodied</b> 38		
<b>AC</b> 20; <b>Fortitude</b> 19, <b>Reflex</b> 21, <b>Will</b> 17		
<b>Speed</b> 7		
⊕ <b>Claws</b> (standard; at-will)		
+11 vs. AC; 2d6 + 4 damage.		
‡ <b>Tail Spike</b> (immediate reaction, when an enemy moves or shifts into a square adjacent to the umbral panther; at-will)		
+11 vs. AC; 1d6 + 1 damage.		
<b>Combat Advantage</b>		
The umbral panther deals an extra 2d6 damage against any target it has combat advantage against.		
<b>Invisibility</b> (standard, usable only while in spectral form; at-will) ♦ <b>Illusion</b>		
The umbral panther is invisible until it makes an attack. It can end this effect on its turn as a free action.		
<b>Spectral Form</b> (standard; at-will)		
The umbral panther becomes insubstantial. It gains a +5 power bonus to Stealth checks but deals only half damage with its attacks. It can end this effect on its turn as a free action.		
<b>Alignment</b> Unaligned	<b>Languages</b> –	
<b>Skills</b> Stealth +13 (+18 in spectral form)		
<b>Str</b> 15 (+5)	<b>Dex</b> 21 (+8)	<b>Wis</b> 13 (+4)
<b>Con</b> 16 (+6)	<b>Int</b> 2 (-1)	<b>Cha</b> 12 (+4)

### TACTICS

Thannu targets the most powerful-looking combatant with *cage of shadow*, then makes *double attacks* against the closest foes. He uses *shadow jaunt* to avoid the difficult terrain of the garden and reduce any damage from attacks made against him.

The umbral panthers flank with Thannu, dealing extra damage from their own combat advantage and his *battle lord tactics*. They stay close in combat, hoping that foes attacking the other panther trigger a *tail spike* attack. They give up an attack to use their *spectral form* only if bloodied, ending the effect before they attack the creature that bloodied them.



Thannu and his panthers have the utmost faith in their superiority over the PCs. They fight to the death.

## THROUGH THE ARCH

If the PCs activate the portal during combat (as opposed to dispensing with Thannu and his panthers first), the captain orders the panthers to pursue the party. He does not pass through the arch himself, believing that his cats can handle the PCs and sensing the gravity of the situation outside the tower.

## CONFIGURING THE PORTAL

This skill challenge sees the PCs attempt to reconfigure Sarshan's teleportation portal to function for any creature, allowing them to escape the tower.

### Configuring the Portal Skill Challenge

**Level 7**  
XP 300

*Overlook, a fortified city on the eastern slopes of the Stonehome Mountains, is a bustling center of commerce and trade. Among its many people, you're sure to find more information about those who hunt you. Now you just need to figure out how you want to go about unearthing this information.*

**Complexity:** 1 (requires 4 successes before 3 failures).

**Primary Skills:** Arcana, History, Perception, Thievery.

**Victory:** The portal is properly reconfigured to allow use by any creature. The PCs (and the umbral panthers) can step through it to be taken to the black shrine (area 1, page 25).

**Failure:** The PCs partially restore the portal's full function. Though any creature can now use it, the teleportation effect remains attuned to Sarshan, causing any other creatures stepping through the arch to lose one healing surge. Creatures that have no healing

surges remaining (including the umbral panthers) lose hit points equal to their level.

**Arcana** DC 14 (2 successes). The PC detects magic to tap into the creature-specific configuration of the arch. On a failed check, arcane feedback deals 1d6 damage to the PC.

**History** DC 14 (2 successes; see Arcana). The PC studies the ancient runes inscribed on the arch, gleaned insight into its initial construction and its subsequent reconfiguration. On a result of 23 or higher, a PC also gains a +2 bonus to the next Arcana check made in the challenge.

**Perception** DC 14 (2 successes; see Thievery). The PC makes a close examination of the construction of the arch, seeing several points where the silver crystals set into the stone have been augmented with a kind of alchemical reagent. On a result of 23 or higher, a PC also gains a +2 bonus to the next Thievery check made in the challenge.

**Thievery** DC 14 (2 successes). The PC carefully reconfigures the pattern of crystals inset into the stone, altering the flow of arcane power within the archway.

## DOOR NUMBER ONE

It should be obvious to the PCs that the teleportation portal and the Shadowfell gate beyond it are their best hope for getting out of the tower and back to the world while avoiding the chaos outside. However, if the PCs ignore the arch (perhaps believing that the climax of the adventure is set to take place in the foundry), have another tremor collapse the gatehouse and the access to the foundry tunnel.

Likewise, if the PCs take out Thannu and his panthers, then decide to take their time looking around the tower once more, use additional aftershocks,

incursions of new guards, or both to convince them to start moving.

## THE GETAWAY

Though the PCs might already have enough of a sense of Sarshan's threat to want to eliminate him, it is imperative that he escapes this encounter. The opportunistic shadar-kai arms dealer plays an even larger part in an upcoming episode of the adventure path. However, if the PCs make an honest effort to reach Sarshan, don't be too heavy-handed with them. Though his statistics are not provided here, you can let the party get in a couple of good shots before the shadar-kai's guards close in and allow him to limp away.

## DEVELOPMENT

Any PCs peering out the eastern windows can see the foundry being consumed by ongoing explosions of shadow and flame. Although Modra didn't complete his sabotage in a way that would destroy the tower, the foundry's systems have failed, releasing the arcane energy that fuels Sarshan's dark experiments.

From the south windows, chaos can be seen in the camps as mercenary bands try to pull back from the destruction. The pens of the slave bazaar have been broken open, and the slaves have overthrown their masters and started fleeing to the north.

If the PCs pass through the portal alone, go to the Shadows of Doom encounter on the next page. If the umbral panthers follow them, continue this encounter in the black shrine (area 1, page 25). Use the tactical map for the white shrine (White Shrine tactical encounter, page 21), rotated 90 degrees and altered as per the area description (page 15).

## FEATURES OF THE AREA

**Levitation Lift:** The floor and ceiling of this chamber feature 15-foot wide openings. This magical lift allows creatures to reach the floors above or below. Characters in the area of the lift hover in midair until they mentally command the lift to move them. As a move action, a character can rise or descend one level, or can move up to 15 feet horizontally. As a minor action, a character can shift 1 square horizontally.

While within the lift (whether moving or not), a creature is unsteady, taking a -2 penalty to AC and Reflex defense.

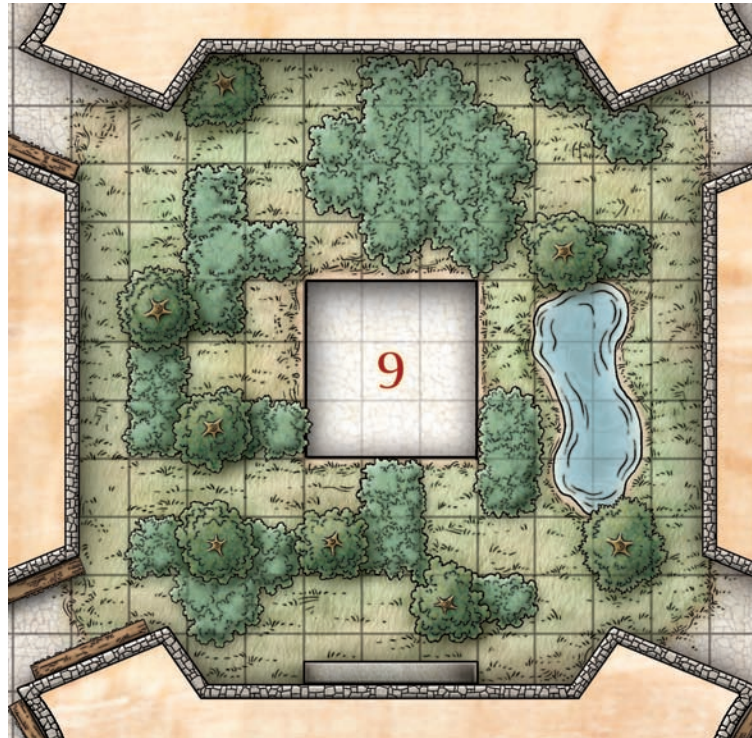
Creatures that move into the open area of the lift (as opposed to simply stepping into it) continue their movement through midair. A creature can travel across the open space of the lift by making a successful DC 15 Acrobatics check as part of the move action that takes it into the lift. On a result of 20 or higher, the creature gains 2 extra squares of movement. On a failed check, the creature loses momentum and slides to the center of the lift (but can use another move action or a minor action to continue its move).

**Trees:** Squares containing trees are difficult terrain (requiring 1 extra square of movement to enter) and provide concealment (-2 penalty to attack rolls) to anyone standing in them. A tree's trunk provides cover (-2 penalty to attack rolls) to anyone standing adjacent to it.

**Thickets:** These areas of dense undergrowth provide concealment and are difficult terrain.

**Stagnant Pool:** This pool of dark water is only 2 feet deep at its center but is thick with black slime. A character who runs through the pool must make a successful DC 20 Acrobatics check or fall prone. Characters can move at normal speed without difficulty.

**Teleportation Portal:** This black stone archway is a semicircle 30 feet in diameter and 15 feet high, set against the stone wall of the chamber. Silver crystals are set within the stone in a random pattern. Runes in Common cover it, but their ancient dialect requires a successful DC 17 History check to decipher. They identify the arch as an ancient shadar-kai teleporta-



tion portal.

This arch functions as the arch in the black shrine (page 25). If it is touched, it reveals that area within it, but the PCs cannot pass through. The portal can normally be used by only Sarshan. See the Last Stand tactical encounter for more information.



## SHADOWS OF DOOM

Encounter Level 5 (875 XP)

### SETUP

The PCs pass through the teleportation portal from the tower and arrive back at the Shadowfell gate that can take them home. From the cavern entrance, they see the destruction of Umbraforge in the distance. The guards normally stationed here have returned to the tower, giving the PCs a chance to take a short rest if they wish to.

When the big tremor hits, the PCs are likely to flee at once. Interrupt or paraphrase the read aloud text according to their actions, but make sure the

characters see the six specters emerge before they slip through the arch.

6 specters (S)

**When the PCs have completed a short rest, or if they are intent on immediately activating the Shadowfell gate, read:**

*A skittering fall of rock down the rift gives a split-second's warning of another tremor, bigger this time. The cavern pitches around you—a crack like thunder echoing as the northern wall splits and heaves. And with a groan, the archway you just passed through crumbles and falls as a blast of arcane energy slams out across the chamber. Where it strikes the Shadowfell archway, a flare of black erupts from the stone, congealing into six humanoid forms.*

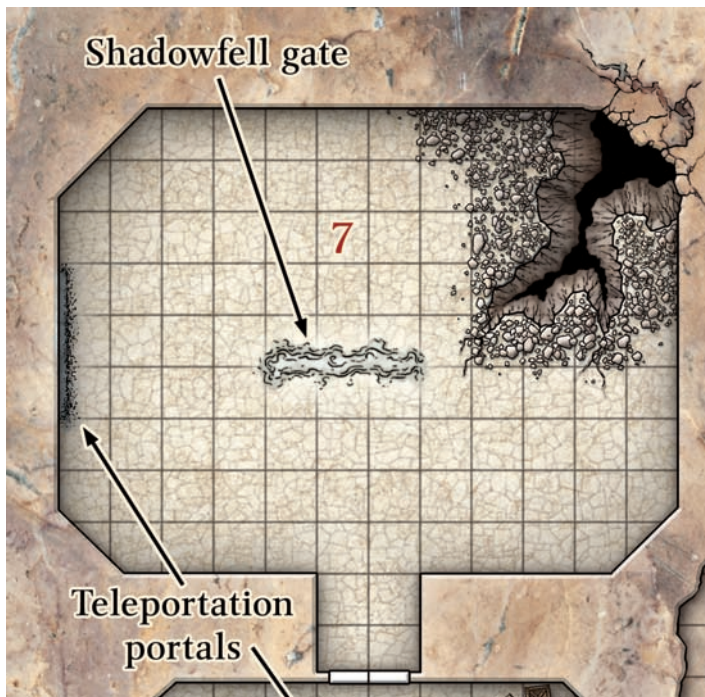
It is most likely that the PCs will flee through the arch in the hope that the specters cannot follow. In that case, this encounter uses the tactical map and features of the white shrine (page 21), below.

If the PCs choose to play out the encounter entirely in the Shadowfell's black shrine before returning to the world, use the tactical map for the white shrine, rotated 90 degrees and altered as per the area description (page 21). When the PCs finally cross through to the world, have a tremor burn out the Shadowfell gate as they pass through it for the last time.

**When the specters emerge through the arch in the white shrine, read:**

*The boiling field of shadow within the archway is suddenly rent by the five figures as they claw their way through it. With a shriek like shredding steel, the black mists within the Shadowfell gate are torn apart, the six specters seeming to absorb the darkness as it fades away.*

The Shadowfell gate has just burned out and the six specters have consumed its power.



6 Specters (S)		Level 4 Lurker
Medium shadow humanoid (undead)		XP 175 each
Initiative +8	Senses Perception +6; darkvision	
<b>Spectral Chill (Cold)</b> aura 1; enemies in the aura take a -2 penalty to all defenses.		
HP 30; Bloodied 15		
AC 16; Fortitude 16, Reflex 16, Will 17		
Immune disease, poison; Resist 10 necrotic, insubstantial; Vulnerable 5 radiant		
Speed fly 6 (hover); phasing		
⊕ <b>Spectral Touch</b> (standard; at-will) ♦ <b>Necrotic</b> +7 vs. Reflex; 1d6 + 2 necrotic damage.		
◀ <b>Spectral Barrage</b> (standard; recharge ☒ ☒) ♦ <b>Illusion, Psychic</b> Close burst 2; targets enemies; +7 vs. Will; 2d6 + 2 psychic damage, and the target is knocked prone.		
<b>Invisibility</b> (standard; at-will) ♦ <b>Illusion</b> The specter becomes invisible until it attacks or until it is hit by an attack.		
Alignment Chaotic evil	Languages Common	
Skills Stealth +9		
Str 10 (+2)	Dex 15 (+4)	Wis 8 (+1)
Con 13 (+3)	Int 6 (+0)	Cha 15 (+4)

### TACTICS

The specters attempt to keep the PCs in melee, maximizing the effect of their *spectral touch*. If a specter is targeted by more than one foe or by ranged attacks, it uses its turn to become invisible, using *spectral barrage*

against the maximum number of targets in the following round.

The specters fight until destroyed.

## EXPANDING THE ENCOUNTER

Feel free to take this encounter into the other areas of the secret caverns beneath the Happy Beggar. The specters pursue the PCs into any area if they attempt to flee and can even move into the almshouse or the streets around it if you wish. Have the specters drawn to the life force of the creatures in the city, which could put the PCs into a position to protect the innocent as they take on this final threat.

## FEATURES OF THE AREA

**Rubble:** Where the northwest corner of the chamber has collapsed, it spreads into areas of loose scree that are difficult terrain. A character who runs through rubble must make a successful DC 20 Acrobatics check or fall prone. Characters can move at normal speed without difficulty.

Larger rubble piles provide cover. The main rubble pile in the northwest corner provides superior cover.

**Teleportation Portal:** This black stone archway is a semicircle 30 feet in diameter and 15 feet high, set against the stone wall of the chamber. Silver crystals are set within the stone in a random pattern. Runes in Common cover it, but their ancient dialect requires a successful DC 17 History check to decipher. They identify the arch as an ancient shadar-kai teleportation portal. Though it resembles the portal in area 6, this archway is inert.

**Shadowfell Gate:** This white stone archway is a semicircle 30 feet in diameter and 15 feet high. The gate is nonfunctioning now that its magic has been drained by the specters.

## CONCLUDING THE ADVENTURE

In the aftermath of the final battle against the power of the Shadowfell, the PCs can take a well-deserved rest. The noise of the battle is heard in the Happy Beggar, with Prashant and Ausma discovering the secret cellar and the route the PCs took into the caverns below. They arrive just as the PCs are cleaning up and are astounded to discover what lies beneath their establishment.

The paladins take care of contacting the Overlook authorities. While they wait for the city guard to arrive, the PCs can confirm that the Shadowfell gate has been permanently destroyed. Sarshan's route into Overlook has been shut down for good.

With their religious background, Ausma and Prashant can give the PCs more information on the white shrine, since they recognize it as a place of ancient demon worship. They conclude that the dark power that created the specters has festered within both sides of the Shadowfell archway all this time—a potentially grave danger to Overlook that the PCs have eliminated. The teleportation portal is still operational, but it can be shut down by representatives of the Council.

The discovery and destruction of the Shadowfell gate makes the PCs heroes in Overlook, especially when Sarshan's connection to the recent orc raid is revealed. The shadar-kai's warehouses will be raided, but in the aftermath of Modra's treachery, Sarshan has been careful to clean up any evidence of his recent activities. Though his operations are shut down for good, no further information on the shadar-kai's presence in Overlook can be found.

The PCs have plenty of time to rest up and plan their subsequent moves. Little do they know, however, that their notoriety will take an unexpectedly dark turn in the next adventure. ✕

### *About the Author*

Scott Fitzgerald Gray (9th-level layabout, vindictive neutral) started gaming in high school and has worked as a writer and editor much of the time since then. After belatedly realizing he could combine both vocations in 2004, he's been making up for lost time as a freelance RPG editor and designer, primarily for Wizards of the Coast. He lives in the Canadian hinterland with a schoolteacher, two daughters, and a large number of animal companions.