

MIDNIGHT

CITY OF SHADOW™

A Sourcebook for Theros Obsidia

20
system

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CHAPTER 1

History

Introduction

The land of Eredane now writhes in the grip of a nightmare from which it can never awake. The iron hand of the fallen god Izrador grips the land by the throat, determined to wring the very life from it. Nowhere is the ancient deity's power stronger than in the once-great city of Highwall. In this famous city, the gentle scholars of an enlightened world once toiled joyfully, studying and cataloging the knowledge and wisdom of the ages. Today, this institution is naught but ruins, and the wondrous city of Highwall is blighted by the black tower of the enemy—Theros Obsidia.

The world of MIDNIGHT is a place where evil has triumphed, and nearly all light and goodness has been cruelly snuffed out. Nevertheless, hope burns as a single dim spark and heroes still walk the land, seeking little beyond mere survival and the survival of their allies. To the heroes of MIDNIGHT, delaying the enemy for but a single day is the greatest of triumphs.

When his armies had finally annihilated Erenland's last desperate defenders on the shore of the Sea of Pelluria, Izrador began building a great dark edifice to serve as the heart of his empire. The spire of Theros Obsidia now glowers above the ruins of the ancient city, and those who dwell in its shadow know only despair. Only the bravest—or possibly the most hopeless—heroes dare approach the tower, knowing that it harbors the very power that has blighted their world.

City of Shadow allows MIDNIGHT characters to journey to the very heart of evil, where the being called Izrador broods and schemes, his power growing with each passing day. The plans of the enemy are born and grow to fruition in Highwall, and the city is an alluring target for those who would strike back against the Shadow. It is also the most dangerous place in Eredane,

where even the merest thought of rebellion or violence against the Shadow's minions is punishable by death or worse.

This book also provides guidelines for playing on the other side of the fence—those players who have a hankering to see what it's like to be evil. Rules for legates and other followers of the dark god will allow players to wreak havoc on the innocents of Eredane, and also give DMs the tools they need to make even more challenging foes.

Welcome then, to *City of Shadow*, the heart of darkness and the place where hope is well and truly lost.

History of Highwall

It is therefore with the greatest of pride and true faith in the future that I dedicate this holy place of learning, in the glad hope and certain knowledge that its wisdom and knowledge may be shared by all the good folk of Eredane. Let this mighty institution stand as a symbol of our unity, our learning, and above all else, of our love of peace. May the Scholar's Academy stand for ten thousand years and more!

— King Sedrig the Sly at the dedication of the Highwall Scholar's Academy, 4975 FA

The great fortress of wisdom is gone. Not even ghosts linger among its rotting bones. Hope is fled.

— Nalonan the Scribe, last known surviving instructor at the Scholar's Academy, 900 TA

More than any other city, Highwall embodies the tragedy of Eredane. Once a gleaming metropolis devoted

ed to learning, trade and peace, Highwall is today a corpse, and a cruelly violated corpse at that. The home of the most distinguished institute of learning on the continent is now the foul capital of the greatest evil in the memory of the world. Where once the white walls of the Scholar's Academy rose gracefully from soaring cliff tops, the black pinnacle called Theros Obsidia juts into the stormy sky, an affront to the memory of the ruined city that surrounds it. The crown of knowledge and wisdom has been replaced by the yoke of ignorance and slavery.

Highwall Through the Ages

In the days before the Dornish invasion, the lands of northern Eredane were but sparsely populated. Small tribes of savage goblins and wild animals held sway, and the rugged shore of the Ebon Sea remained unsettled. Settlers came in the wake of the Dornish War—bold, tough explorers, adventurers, hunters, and traders who found the rugged Northlands entirely to their liking. Several major settlements sprang up along the northern shore of the Ebon Sea—later renamed the Sea of Pelluria by the homesick Dorns. Chief among these were Fallport, White Cliff, and Davindale. A settlement grew on the cliffs of the central coastline—lacking a true harbor, the settlement was never large or influential. It was in this place, in the year 4975 FA that the patriarch of his household, the Dornish King Sedrig the Sly, founded the greatest institution of learning in Eredane's long history.

The monastery of Highwall was built upon the tall granite cliffs, with a commanding view of the vast sea to the south, and Sedrig the Sly decreed that scholars from across the continent would be welcome there to study and learn. The only requirement was that their knowledge and wisdom be made available to all the free folk of Eredane. To this end, Sedrig declared Highwall a free city, independently ruled and not beholden to any other king or master. All the same, House Sedrig remained the true power in Highwall, managing the city's affairs and helping to transform it into a prosperous trading city, in addition to its prominence as a place of learning.

Given such prominence, Highwall quickly became the crossroads of the Sea of Pelluria, where stout Dorns rubbed shoulders with graceful Caransil channelers, gnomish mariners, hard-working halfling farmers, and even the rarely seen Erunsil and Danisil elves, who sometimes ventured to the city in order to share their wisdom with the scholars in residence.

House Sedrig continued its enlightened administration of the city, though despite their basic nobility and good-heartedness they made certain that nothing that happened in Highwall damaged or undermined family influence. In time, House Sedrig grew along with the city, eventually becoming the most prominent and pros-

perous trading house on the Sea of Pelluria. Dornish kingdoms rose and fell, fought and made peace, traded and bickered. Through it all, Highwall's status remained unchanged and it became almost a holy city to the Dorns, where quarrels were suspended and violence was unthinkable.

When the Fell arose, troubling the houses of the mortal races, Highwall responded, and the order of the Lightbearers was established. An elite fraternity of warrior-scholars, the Lightbearers combined enlightened wisdom and learning with martial excellence, aiding the Dorns and other races in their struggle against the Fell. These heroes proved instrumental in stopping the Fell's advance, and in the years to come their accumulated knowledge was called upon again and again.

The coming of the Shadow heralded the close of the First Age. Orcish hordes—slaves of the fallen god Izrador—swept out of the far north and descended upon Erethor to the west. A mighty force of orcs, goblins, and ogres under the command of the demon Mirzellahn laid siege to the city, eventually swarming over the walls and forcing the Lightbearers to fight in the streets of the city itself. As they held the enemy at bay, Dornish warriors from several nearby kingdoms banded together and relieved Highwall. The leader of the Lightbearer order, the shield-maiden Tanitha, slew Mirzellahn in single combat, and Izrador's army was shattered.

Mirzellahn's column was but a small part of the great horde that had descended upon Erethor. Recognizing the threat, the Dorns came to the aid of the elves and in the epic Battle of Three Kingdoms, the Lightbearers of Highwall fought bravely and won glory and renown. Despite the free people's victory, the cost was enormous and the Lightbearers were all but destroyed. All the same, the Shadow had been driven back and Highwall endured, its wisdom and learning intact. So ended the First Age of Eredane.

In the long years of peace that followed, Highwall grew in prominence once more. When the Sarcosans arrived, bringing war and conquest to Eredane, Highwall remained a neutral city, where both Dornish and Sarcosan combatants could meet for negotiation, healing, and discussion. Even as Sarcosan armies advanced in the south, Highwall's strict policy of open learning continued to be enforced, and soon Sarcosan scholars, merchants, and diplomats were seen on its streets and in its palaces. When peace finally came, Highwall's special status as a free city was retained, and it was granted full independence from the colonial government of the Old Empire.

When Sarcosans and Dorns stood side-by-side to throw off the yoke of the Old Empire, Highwall was once more granted a unique honor: As the two races were united in the new Kingdom of Erenland, Highwall remained independent, and for the remainder of the Second Age, its fame and prosperity continued to grow.

At last, the Second Age drew to a close with the return of the great enemy, Izrador. This time, Highwall

could do little to aid the cause of freedom, save share its knowledge with the free peoples. The Order of Lightbearers had been reborn in the preceding centuries, but the Lightbearers retained only a faded memory of their former glory—the long peace had sapped their martial skill and they lingered on as scholars who only rarely took up arms to defend their ideals. Still, the knowledge of Highwall proved valuable, for with it the free folk formulated tactics and battle strategies, outwitting and outfighting Izrador's minions until the war finally stumbled to its conclusion in 1948 SA. Broken, but not truly defeated, Izrador's forces fled into the wilderness, and Eredane descended into a dark age that was never to truly end.

The decline of Erenland coincided with the decline of Highwall. While the city and the academy continued to shine as the brightest star in the northern firmament, its light was dimmed along with that of the northern lands. House Sedrig continued to administer the city, the scholars of many realms continued to seek the academy for learning and wisdom, and the Dornish armies continued to patrol, keeping the city safe. Still, the Dorns seemed as intent upon fighting one another as they were on holding the Shadow at bay, and in time memory of Izrador faded.

The Taking of Highwall

The end came swiftly, for the enemy had spent long centuries planning his final triumph. Of all the Dornish cities, Highwall remained relatively intact and untouched by the chaos and darkness of the Third Age. Knowing that such a city might burn as a beacon of hope to the folk of the north, Izrador was determined to overcome Highwall quickly. Further, the quick destruction of the Scholar's Academy would be a powerful sign that Izrador's darkness was indeed complete, snuffing out all mortal wisdom and hope.

Highwall's defenders knew well the value of the city, both strategically and symbolically. If they could hold out, even for a short time, the free peoples might be able to rally their forces and once more route the hordes of darkness. King Arnulf Sedrig, the last of his line, met in council with the human wizards and scholars of the academy. Warriors and spellcasters of many nations and races still dwelled in Highwall; these were called upon and joined their Dornish allies on the walls. The Order of the Lightbearers lingered on in the form of a few dozen scholar-warriors, some of whom could still make a good accounting of themselves—these individuals too were recruited to the cause, and made commanders of the desperate companies who defended the city. The stage was set for a heroic last stand.

It never happened. The assault on the city was so sudden and overwhelming that all of Sedrig's carefully laid plans were smashed to ruins. Zardrix, the Wrath of Shadow, led the assault, aided it is said by the other three Night Kings and a limitless horde of orcs, trolls,

ogres, Fell, and other horrific creatures. The walls of the city crumbled, its gates were torn asunder, and the defenders—all prepared to sell their lives dearly—perished almost without a fight. The mighty spells they prepared died stillborn, dampened by dark rituals, the powerful engines that had been built to repel the invaders were smashed like kindling, and deadly swords and arrows fell from lifeless hands. Izrador's triumph was total.

In the days that followed, darkness fell upon the once-proud city as its remaining walls were pulled down, its ancient buildings reduced to rubble and—worst of all—the white towers of the Scholar's Academy were demolished and carried away. Only a few walls and the skeletal remains of a tower or two were left as a painful reminder of the old academy and of the city's now-lost greatness.

The founding of Theros Obsidia

Perhaps the idea of placing his capital among the ruins of the greatest of Eredane's cities appealed to Izrador—the dark god was, after all, cruelty and vengeance incarnate. Or perhaps he chose Highwall's site due to its convenience, near the center of conquered Erenland. It is also possible that Theros Obsidia was raised in Highwall for no reason other than the Shadow's own desire, which is often shrouded from even his closest lieutenants.

Within weeks of Highwall's fall, construction began on a vast and terrible tower. The surviving Dorns were pressed into service, driven by oruk overseers, set to excavating deep dungeons and laying the foundations for the seat of ultimate evil, the place that came to be called Theros Obsidia.

Construction continued over the next decade, taking the lives of thousands of Dornish slave-laborers. Walls of gleaming black stone were raised and enhanced by Izrador's foul magics. Thousands of orcs occupied the city, even though no mortal foe could ever contemplate assaulting the place. Tunnels and chambers honeycombed the stone beneath Theros Obsidia, delving deep into the bedrock under Highwall. The tower's peak seemed to pierce the very clouds, rising up in defiance of the gods who had thrown Izrador down.

It is even said that the spirit of Izrador, the essence of Shadow, came to dwell in the great tower. Darkness boils and seethes in the upper reaches of the tower, and countless hordes of the Shadow's minions throng through its hallways and passages. Orcs, goblins, trolls, ogres, and worse surround the tower, defending it even though no power on Aryth can challenge the Shadow in the North. Theros Obsidia is home to the Order of Shadow and its legates, and in this dark heart of their power, they formulate the strategies to finally defeat and destroy those few foes that stand defiant in Eredane.

CHAPTER 2

Highwall

Weep for the city that once was. Weep for the lost wisdom. Weep for the innocents crushed beneath the iron heel of the conqueror. Weep for Highwall. Weep though none can hear.

— Lightbearer Torval Yorik, soon after the fall of Highwall

The notion that there is still a city called Highwall stands as a very grim and tragic joke to the people of the Northlands. The metropolis of Highwall, where all races and nationalities once met, traded, and learned in peace, is no more. All that is left is the obscene edifice called Theros Obsidia, the night-black tower of shadow where evil incarnate dwells.

Geography

The city of Highwall is indeed a marvel, crafted with a skill and dedication that one can scarcely credit to short-lived humans. The docks at the base of the cliff are quite extensive and highly efficient, owing to both their limited area and the talented minds that were devoted to their design. Goods are offloaded and transported up to the city through an ingenious system of switchbacks, elevators, and lifts.

Upon the cliff top soar the graceful towers of the Scholar's Academy, and spreading out from these wondrous structures are the well-kept, cobbled streets of the city proper. Highwall is blessed with enormous prosperity, and suffers little of the filth and poverty that one sees in other, lesser human settlements. The streets are broad and lined with greenery. The buildings are impeccably maintained and cunningly designed, providing comfortable living for citizens from every walk of life, and giving shopkeepers and merchants extensive facilities including warehouses, offices, chambers for trade and business councils, and almost every other imaginable

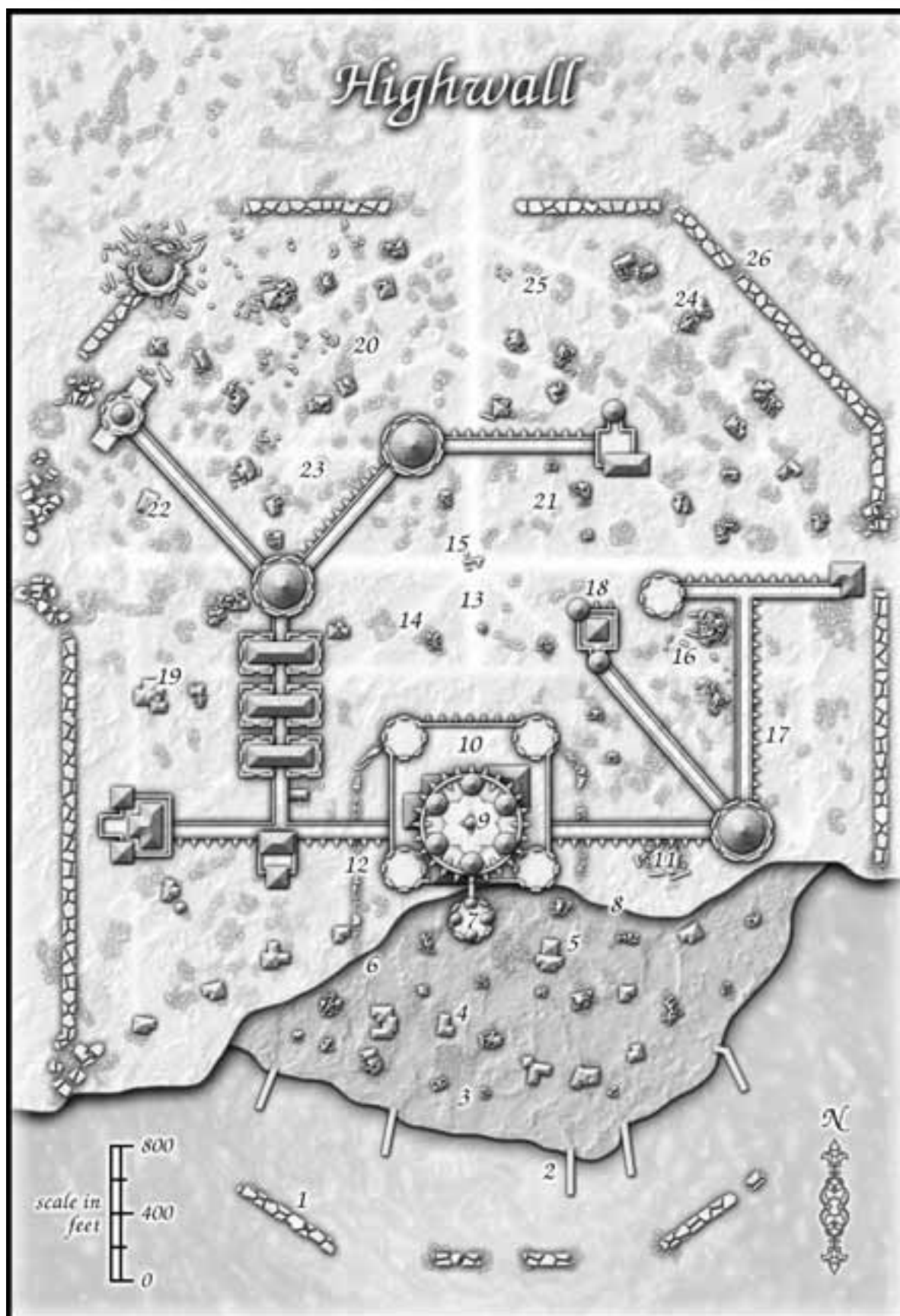
function. Public spaces include extensive parks, fine libraries, white marble temples, and fine amphitheaters.

It astonishes me that the Dorns are capable of such subtle beauty and distinguished accomplishments. Certainly, our folk have long cherished the notion that these short-lived creatures are beings of pure primal emotion, driven only by the desire to kill, eat, and rut. I say to you, however, that one glimpse of the beauty that dwells along the cliffs of the Ebon Sea will make you think twice before so callously dismissing this brash young race and its accomplishments.

— Lord Carrigos, elven historian, in a letter to his family in Caradul while on a state visit to Highwall, circa 1000 SA.

Despite Carrigos's positive impression of Highwall, the city that the elven scholar glimpsed in the first part of the Second Age had yet to enter its golden era. Instrumental in the first defeat of the Shadow, Highwall grew in size, prominence, and importance throughout the Second Age, before entering its decline in the Third. All the same, Highwall remained one of the crown jewels of human civilization until the terrible night when all was destroyed and the accumulated knowledge of millennia was lost with a single stroke of the foe's sword.

Today, Highwall remains a symbol of unending despair and lost hope. Most of the city was razed, with only the skeletons of its ancient structures left behind, and the handful of humans that survive live in constant fear under the cruel domination of Izrador and his minions. Orcs, trolls, and other foul creatures hold most of the city, using the repressed populace as slaves or servants. From time to time the Fell wander through the ruined streets, and the heavy presence of the Shadow sometimes attracts even more terrible creatures.



Before the Conquest

Pre-conquest Highwall was a marvelous place, with many sophistications that set it apart from other cities of the north. This sidebar briefly describes Highwall as it existed before the Last Battle.

The biggest problem with utilizing Highwall as a port city was the lack of a decent harbor. As House Sedrig sought to expand the city, attract settlers, and draw scholars from across Eredane, its leaders worked closely with dwarf engineers, creating artificial breakwaters that protected the docks and waterfront of the city, which had previously been lashed by storms during fall and winter. With the breakwaters constructed, Highwall's position as a prime commercial port was firmly established. Bustling docks sprang up, and beyond them a prosperous waterfront district, full of warehouses, taverns, sailors' inns, mercantile establishments, and the offices of House Sedrig. Folk of all races and nationalities lived and worked together in this cosmopolitan city.

Though the goods were flowing through the port, the problem remained of how to haul the cargoes up the steep cliffs and into the city proper. Once more, human and dwarven ingenuity provided a solution. Great roads were carved into the cliffs themselves, wide and well-sheltered from the elements. These avenues wound back and forth through numerous switchbacks and were often joined by broad steps and stairways. Climbing the cliffs in this fashion was time-consuming, however, and a series of chain-and-pulley elevators carried larger and more important cargoes up the cliffs, to be unloaded at the top.

The gleaming white towers of the Scholar's Academy rose from the cliff top, a small metropolis in itself dedicated to the pursuit of knowledge and the accumulation of wisdom. Scholars from

across the continent lived side-by-side, and the prejudices and conflicts that were common throughout Eredane were refreshingly absent in the halls and commons of the Academy.

From the Academy, the broad Main Thoroughfare drove straight north, eventually becoming the road to Fallport, White Cliff, and Bastion. Wide paved streets extended east and west from the Main Thoroughfare, dividing the city into quarters. The southwest quarter was devoted to mercantile pursuits and administrative buildings, the southeast to scholarly functions, with homes of teachers and dormitories for students, libraries, parks, and museums. The two northernmost quarters were residential areas where the bulk of the city's population lived. The buildings in this quarter were of the finest quality, and even the most humble citizen of Highwall lived in surprising comfort.

The major drawback to the city's design was that it lacked strong defenses. Despite its name, a low, stone curtain-wall set with small defensive towers was all that protected Highwall from outside attack, and when Izrador's forces marched against the city in the First Age, the wall fell quickly and fighting spread to the streets. Only the strength of Highwall's people and the determination of the Order of Lightbearers held off the hordes of the demon Mirzellahn until the Dorns could rally a defense and relieve the city.

Though the Scholar's Academy was spared the worst of the assault, other sections of the city were devastated. With the help of the surviving Lightbearers, the city was rebuilt in even grander style than before. Highwall continued to be the jewel of the Pellurian coast until the end of the Third Age, when Izrador's legions finally extinguished its flame forever.

The City

Highwall is a dead city, though large portions have been converted to use by the conqueror, and even in its ruined state it serves as the nerve center of Izrador's empire. The people are a degraded lot, having been forced to live in fear and servitude for a century. No one alive in Highwall today remembers the city's fall, though tales of the tragedy continue to be told and the echoes of this distant event still resonate in the crumbling streets and the lost grandeur of its ruined buildings. The Shadow rules Highwall now, through the sav-

agery of his orc legions and the more subtle cruelty of his legates, and the people are nothing more than useful tools in the dark god's quest for ultimate victory.

1. Breakwaters

The old breakwaters have largely collapsed due to disrepair. Several have, in fact, been physically demolished by the occupiers for building material. The remaining breakwaters provide some protection from rough weather, but nowhere near as much as in the past.

2. Docks

The city's docks are likewise rundown; most have fallen into ruin, though a few are kept in something resembling repair by gnome mariners who need to offload cargo. At least one gnomish vessel is in port at any time, though its sailors tend to stick close to their ships. Cargo is loaded and offloaded at the docks, then portaged up to the city by human slaves driven by whip-wielding human or troll overseers. Orcs are not fond of the sea, and typically avoid the docks if possible.

3. Waterfront

The only part of Highwall that is still even marginally functional, the waterfront still contains some warehouse space, inns and taverns, and facilities for the gnome sailors who bring goods to and from the city. Despite this, the waterfront and the entire lower portion of the city is in terrible disrepair, and large portions lie in ruins, burned or ransacked. The population consists of some free humans, gnome merchants and sailors, legates, and human soldiers in Izrador's thrall. The few orcs encountered on the waterfront are typically grim, quarrelsome, and more violent than usual.

4. Basko's Inn

One of a handful of functioning inns along Highwall's waterfront, Basko's place is relatively comfortable, though it suffers from shortages, disrepair, and periodic raids by the legates, who have absolute authority over everyone and everything in Highwall. Basko himself is a gnome merchant and sailor who set up shop in Highwall after being badly injured and stranded when his captain sailed without him. He does his best to cooperate with the authorities, but so far his inn—which caters to gnome sailors and the occasional free human who passes through—has only barely kept him alive. The legates periodically tax Basko's stores, and because coin is basically worthless in Highwall, the inn operates at a barely subsistence level.

Basko, male gnome commoner 6: CR 5; Small Humanoid (3 ft. 1 in.); HD 5d4+3; hp 15; Init +0; Spd 20 ft. (4 squares); AC 10, touch 10, flat-footed 10; Base Atk +3; Grp -1; Atk/Full Atk +4 melee (1d4, club); AL CG; SV Fort +6, Ref +2, Will +4; Str 10, Dex 11, Con 13, Int 15, Wis 15, Cha 13.

Skills: Climb +3, Craft (cook) +5, Handle Animal

+3, Jump +2, Listen +5, Profession (innkeeper) +5, Profession (sailor) +9, Ride +2, Spot +6, Swim +5, Use Rope +4. *Feats:* Great Fortitude, Skill Focus (Profession [sailor]), Toughness.

Languages: Trader's Tongue, Erenlander, Norther, Orcish.

Possessions: Clothing, apron, club.

Appearance and Personality: Basko seems to be trying hard to maintain appearances. Though his clothes are ragged, they are clean and he wears a traditional innkeeper's apron that has been repeatedly patched until little or nothing of its original fabric remains. He is surprisingly burly for a gnome, balding and red-faced, mustering as much good cheer as he can under the circumstances.

After being stranded in Highwall, Basko scraped together the minimal resources he had left and set up his tavern, hoping that it might earn him enough to eventually get him out of the city and back among his own people.

There is no trade in coin, of course, and Basko's business is largely conducted through barter. Most often, he offers his inn's services in return for the foodstuffs, spirits, and other commodities necessary for both his own survival and the continued operation of the establishment. Occasionally, however, he offers a bed or meal in return for favors or debts to be repaid in the future. To all appearances, Basko is yet another unfortunate

dwelling in the ruins of a once-great city, forced to make do as best he can.

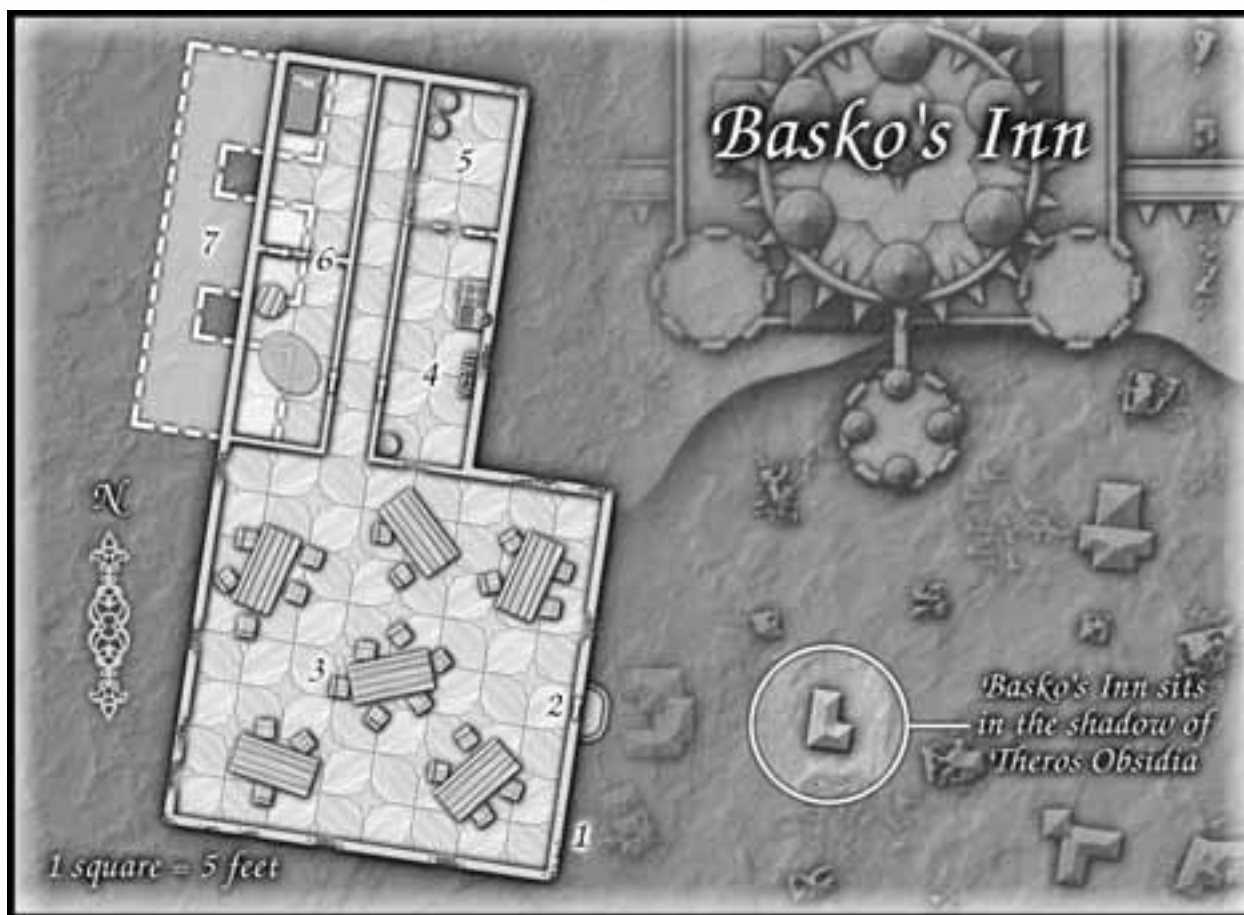
In reality, Basko is somewhat more than he seems. In addition to living hand-to-mouth as an innkeeper, he also helps refugees escape from the city. Basko has accumulated a small stash of surplus supplies that he conceals from the legates, and he has several hidden rooms where fugitives can take refuge while he finds them transport out of the city. This is usually arranged through the sailors and ship captains who enjoy a soft bed and hot meal in return for their complicity. Basko himself rarely profits from his subterfuge, acting instead out of simple empathy for those less fortunate and his abiding hope for a better future.

Basko's Inn

1. Walls: The inn's walls were once stucco-covered stone, but now they are a ruin, full of holes and crudely patched here and there. They remain only marginally useful, and periodically strong gusts of wind extinguish all flames inside and even knock over mugs full of beer.

2. Entrance: A door made from scavenged wood





is normally kept open, but is closed and barred at night—not that this will provide any real protection, but it does offer a certain level of psychological security for those inside.

3. Main Room: This chamber is probably the most pleasant in the establishment. It's crowded with rough tables and chairs, and usually full of patrons—Highwall humans seeking shelter and the brief comfort of companionship.

4. Kitchen: A small room with a stone oven, this room is used by Basko and his staff to prepare meals when food is available.

5. Larder: Supplies such as non-perishable food, casks of ale, bottles of wine, utensils, and other items are stored here, but the room is usually mostly empty due to the chronic shortages in the city.

6. Basko's Rooms: The innkeeper lives alone in these two rooms. They are comfortable if sparsely furnished; Basko is careful to make sure that furniture and other items are placed so as to block or obscure the doors that lead to the adjoining bolt holes.

7. Hidden Rooms: Carefully concealed (Search DC 20) trapdoors lead to short shafts to what was originally the inn's cellar. Refugees can hide from the authorities in these tiny, sparse chambers. Each room contains a pallet bed and a table, and the walls are crowded and cluttered with Basko's contraband stores. Basko insists

that anyone using his facilities remain quiet and not light candles, forcing them to lurk in the cold darkness until he can arrange to have them smuggled out. Basko sometimes works with the Beggar King to help these unfortunates escape, and so far the legates have never suspected him of anything but watering his wine.

5. Garrison

Orcs are generally not assigned to the waterfront, save on official business or punishment duty. Order in the lower portion of the city is kept by a unit of about 100 human warriors (aided, if necessary, by the troops in Theros Obsidia Minor) under the command of Mazaran Firewalker, an elven warrior of the Blackwood Company. The humans of the watch are traitors to their nations, drawn from the dregs of human society across Erenland. They oversee the lower city with brutal efficiency, taking what they want from whom they want. They can be bribed, and Mazaran enforces ruthless discipline if their conduct interferes with the flow of supplies to the city above.

The garrison is housed in a ramshackle collection of buildings here. It is not fortified, but is heavily guarded, with armored human warriors with trained war dogs patrolling the area at all times.

Mazaran Firewalker, male wood elf fighter 8: CR 8; Medium Humanoid (4 ft., 11 in. tall); HD 8d10+8; hp 52; Init +8; Spd 20 ft. (4 squares); AC 18, touch 14, flat-footed 14; Base Atk +8; Grp +11; Atk +14 melee (1d12+7/19–20/x3, +2 *greataxe*) or +12 ranged (1d6/19–20/x3, shortbow); Full Atk +14/+9 melee (1d12+7/19–20/x3, +2 *greataxe*), or +12/+7 ranged (1d6/19–20/x3, shortbow); SQ +2 bonus against Enchantment, low-light vision, +4 Climb bonus when climbing trees, spell-like abilities; SV Fort +7, Ref +6, Will +2; AL CN; Str 17, Dex 18, Con 13, Int 13, Wis 11, Cha 12.

Spell-like abilities: 1/day—*create water*, *daze*, *detect poison*.

Skills: Craft (armorer) +6, Handle Animal +5, Hide +4, Intimidate +7, Jump +6, Knowledge (nature) +2, Knowledge (Caraheen) +3, Listen +2, Move Silently +4, Ride +9, Search +3, Spot +2. *Feats:* Alertness, Combat Expertise, Dodge, Improved Critical (*greataxe*), Improved Critical (shortbow), Improved Initiative, Weapon Focus (*greataxe*), Weapon Specialization (*greataxe*).

Languages (read and write all): Black Tongue, High Elven, Norther.

Possessions: +2 *greataxe*, masterwork chain shirt, shortbow, 40 arrows, 10 days of rations, 10 gp.

Appearance and Personality: The elf is a grim-looking individual, with a strong-looking but stern and strangely ugly expression. His hair is a rich and lustrous golden-brown, save for a single streak of white. He wears a blue steel chain shirt and there is a large waraxe strapped to his back.

Mazaran has lived most of his life in the Blackwood Company, though he has a reputation for being fractious and hard to get along with. He was given command of the human guards on the waterfront to get him out of his superiors' hair, and he is not popular with his troops, who consider him an arrogant, sadistic martinet.

6. Cliffs

Though the Shadow has corrupted everything else in Highwall, even Izzador cannot alter the rugged beauty of the cliffs. Soaring nearly 200 feet above the crashing sea, the cliffs are sheer granite, set here and there with small shrubs and birds' nests. Once the cliffs were crisscrossed by narrow passages cut into the rock and winding their way upward, but today most of these have collapsed or are choked with debris and rubble.

7. Theros Obsidia Minor

Rising 250 feet above the waterfront district, Theros Obsidia Minor is a smaller twin of the mighty tower above, and is connected by a walkway on its top level. Details on this tower can be found in Chapter Three.

8. Switchbacks

Only two of the old paths up to the cliff top remain. Physically they resemble tunnels half-sunken into the rock, with their outer faces open to the air. They are about 10 feet wide, with plenty of room for horses or other dray animals and rest stops at the top of each switchback. They represent an important lifeline for the city, and the legates send squads of slaves down to keep the two trails open. Orcs on punishment duty sometimes patrol the roads, and these patrols have a tendency to attack first and ask questions later owing to their poor attitude and their dislike of being so close to the sea.

9. Theros Obsidia Major

Rearing up from the cliff top is the black stone tower of the enemy, where the greatest force of evil on Aryth is rumored to dwell in the darkness. Theros Obsidia Major serves as the center of the Shadow's empire, housing orc warriors, powerful legates, evil spellcasters, demons, servitor spirits, and other minions. For full details of Theros Obsidia and its inhabitants, see Chapter Three.

10. Theros Obsidia Keep

The sprawling keep of Theros Obsidia extends into the ruins of the city. It is the primary residence of the city's legates and Theros Obsidia's orcish garrison. Full details on the keep can be found in Chapter Three.

11. Library Tower

These broken walls once housed the finest library in Eredane—a soaring five-level storehouse of knowledge, containing volumes on almost every subject, from history and science to magic, engineering, and philosophy. The great works of literature from every race and culture on the continent were also stored in the tower, many as original manuscripts. Nowhere in Eredane did the flame of enlightenment burn brighter than in the great Library Tower, and in the sad tale of Highwall's fall, there was no sadder moment than when the tower fell in flames, its countless books ascending into the sky like a cloud of burning moths, trailing sparks and black smoke.

Today, the once-beautiful tower has been reduced to a burned-out shell, standing sadly in the shadow of Theros Obsidia. No one comes to the ruins, nor is anyone allowed to, with one exception: Some of those condemned to death for failing to obey the legates are taken to the broken tower and chained to the ground, allowed to perish from starvation and exposure in the ruins of what was once the proudest and most cherished structure in Highwall. Their bones lie scattered about, a horrifying reminder that the great Library Tower is forever

lost. From time to time, these corpses rise as Fell, often descending upon condemned criminals as darkness falls on the ruins.

12. Old Wall

The academy was once surrounded by a mostly decorative white stone wall, carved with friezes depicting events in Eredane's history. Now the wall is largely fallen, though a few sections still stand. The images have been defaced by the orcs, and little of the original carvings are visible.

13. Main Thoroughfare

This road once led north from the academy, eventually turning into the main road that connected Highwall to the surrounding cities. Like the rest of the city, the road lies in ruins, its stones pried up for construction, its once smooth expanse now full of holes and covered in weeds.

14. Ruined Roads

Two broad roads diverged from the Main Thoroughfare. Like the larger road, these have also been damaged and scavenged by the orcs.

15. Sedrig's Statue

A heroic statue of King Sedrig the Sly once stood at the junction of the city's four main roads. As might be expected, the statue was one of the first structures demolished when the city fell. Nearly a century later, all that remains are the shattered armored legs and the fallen head of the statue, lying askew nearby, its visage scarred and defaced by the conquerors.

16. Orc Strongholds

The old scholars' quarter has been transformed into a nest for the orc clans that serve Izrador. They dwell in round fortresses built of scavenged stone, in hide tents and pavilions, or in rude, filthy camps. The noise, violence, and stench of the quarter are almost indescribable, and non-orcs who venture into orcish territories do so at the risk of violent death at the hands of clan warriors. The legates are the exception, of course, and they are treated with superstitious awe and fear by most orcs. Representatives from four major orc tribes maintain encampments in Highwall. They are officially organized into the Fist of Shadow under the command of High Warlord Dzalgha, but each tribe tends to act independently unless they are all called to war together. The Mother of Blood's ruler, the *kurasatch udareen* Zarbakka, has actually relocated to Highwall and rules her tribe from there, but the other tribes are under the

command of their local warchief or shaman.

Organization has never been the orcs' strong point. The tribes are divided into warbands of up to 100 members, with mighty oruks acting as officers. Warbands have attendant hordes of goblin servants, miscellaneous family members, and domestic animals all living together in the filthy, foul-smelling cesspool that was once the center of learning in all of Eredane. Auxiliary troops such as ogres and trolls are kept apart from the orcs but can be called upon for service by the oruks or the *kurasatch udareen* as needed.

High Warlord Dzalgha, male orc, fighter 16: CR 16; Medium Humanoid (5 ft., 7 in. tall); HD 16d10+16; hp 104; Init +6; Spd 20 ft. (4 squares); AC 19, touch 11, flat-footed 18; Base Atk +16; Grp +23; Atk +26 melee (2d6+11, masterwork greatsword) or +18 ranged (1d6+7, mighty composite shortbow); Full Atk +26/+21/+16/+11 melee (2d6+11, masterwork greatsword) or +18/+13/+8/+3 ranged (1d6+7, mighty composite shortbow); SA +1 attack bonus in groups of 10 or more, +1 attack bonus against dwarves, night fighting, rage; SQ +2 bonus to saves against spells, cold resistance 5, darkvision, light sensitivity; AL LE; SV Fort +11, Ref +7, Will +7; AL LE; Str 25, Dex 15, Con 12, Int 15, Wis 14, Cha 16.

Skills: Climb +10, Handle Animal +18, Intimidate +22, Jump +15, Ride +17, Spot +4, Swim +15. **Feats:** Alertness, Blind-Fight, Cleave, Dodge, Greater Weapon Focus (greatsword), Greater Weapon Specialization (greatsword), Improved Bull Rush, Improved Initiative, Leadership, Mobility, Power Attack, Quick Draw, Weapon Focus (greatsword), Weapon Focus (composite shortbow), Weapon Specialization (greatsword).

Languages (spoken only): Black Tongue, Norther Pidgin, Orcish.

Possessions: Masterwork greatsword, masterwork full plate armor, might composite shortbow, 5 man-days of rations, 50 gp worth of alcohol, cured meats, maps, metals, and salt.

Appearance and Personality: The high warlord is an orc of surprisingly noble bearing, with fine unscarred features and a steady, dark-eyed gaze. His armor is polished to a high sheen and his massive two-handed sword is clearly of the highest quality. He is confident, disciplined, and ruthless and does not draw his weapon unless he intends to spill blood.

The commander of the Fist of Shadow was born to lead. The child of a high-ranking orc warlord, Dzalgha was trained in combat from the moment he could hold a weapon, and sent into battle as soon as his father judged him competent enough to acquit himself honorably—come victory or death. Almost immediately, Dzalgha took a leadership role, taking over his squad in the heat of battle and leading them out of an ambush. Quickly promoted to command of his warband, Dzalgha campaigned for several years in bloody Erethor before being summoned before the Night King Jahzir. The Fist of Shadow's previous commander had died in a brawl with

a disaffected subordinate, and Dzalgha was Jahzir's unanimous choice as a successor.

In some ways, Dzalgha is an atypical orc warrior. He keeps his weapons and armor scrupulously clean and rust-free, and spurns the traditional vardatch in favor of a Dornish greatsword. He is possessed of a highly punctual and efficient manner, he values good tactics and intelligent discourse, and though he is thoroughly evil and has no qualms about slaughtering the innocent to get his job done, Dzalgha is not especially cruel or sadistic. Though there are, to be sure, more experienced warlords, Dzalgha has maintained his position entirely through dedication and professionalism.

a. Hungry Mother Tribe

Second in prominence after the Mother of Blood tribe, the Hungry Mothers have more than 3,000 warriors in Highwall, where they have the honor of serving as the official garrison of the city. This means that Hungry Mothers patrol the walls and are the majority of the guards who walk the streets of the old scholars' and merchants' quarters. Hungry Mother officers also command many of the mixed units that defend the city, an arrangement that angers the other tribes, especially the Mother of Blood. The Hungry Mothers are under the leadership of the orc shaman Phaenazal.

b. Mother of Blood Tribe

More than half the 14,000 orcs who occupy Highwall are from the Mother of Blood Tribe. Their territory sprawls over half of the old scholars' district, with an especially large makeshift fortress near the center where the tribe's warchief, Zarbakka, holds court. Orcs from this tribe are most often encountered by travelers near the city, for their primary job is to serve as a mobile defense and security force.

Zarbakka, female orc barbarian 15: CR 15; Medium Humanoid (5 ft., 10 in. tall); HD 15d12+60; hp 157; Init +2; Spd 40 ft. (8 squares); AC 16, touch 12, flat-footed 14; Base Atk +15; Grp +21; Atk +23 melee (1d8+6, masterwork heavy mace); Full Atk +23/+18/+13 melee (1d8+6, masterwork heavy mace); SA +1 attack bonus in groups of 10 or more, +1 attack bonus against dwarves, night fighting, rage 4/day; SQ +2 bonus to saves against spells, cold resistance 5, dark-vision, DR 3/—, fast movement, greater rage, improved uncanny dodge, light sensitivity, trap sense +5, uncanny dodge; AL NE; SV Fort +14, Ref +7, Will +6; Str 22, Dex 15, Con 20, Int 9, Wis 13, Cha 15.

Skills: Climb +10, Handle Animal +9, Intimidate +15, Jump +14, Listen +5, Ride +8, Survival +14, and Swim +10. **Feats:** Cleave, Dodge, Great Cleave, Mobility, Power Attack, Weapon Focus (mace).

Languages: (spoken only): Black Tongue, Old Dwarven Pidgin, Orc Pidgin, Erenlander, Norther Pidgin.

Possessions: Masterwork heavy mace, *bracers of armor* +4, 4 man-days rations, 50 gp worth of alcohol, cured meats, maps, metals, and salt.

Appearance and Personality: Zarbakka is a powerfully built female orc warrior. Her gaze is cool and intelligent, her black greasy hair is woven into a nest of black tendrils, and her neck and shoulders are decorated with complex tattoos and ceremonial scars. She is usually unarmored but wields her spiked mace with the practiced ease of a veteran warrior.

Dedicated to both her people and their god, Zarbakka proved different from most orc women, for she preferred fighting to the more traditional female role of rulership and authority. Standing alongside her fellow male warriors, she quickly became a warband leader, fighting with great bravery and distinction on the Erethor front. The tribe's other females were somewhat alarmed by this, and felt that it was best to offer Zarbakka a position of higher authority rather than continue to watch her flaunt tradition by fighting. One of the youngest females ever inducted into the tribal ruling council, Zarbakka proved herself equally adept at rulership, rising quickly through the ranks, and eventually becoming her tribe's warlord.

Zarbakka continues to enjoy combat, and fights at any opportunity. Nevertheless, she is a wise and competent leader, and her loyalty to both the tribe and to Izrador are unparalleled. Though there was much clucking of tongues and dubious comments from the other elder females when she chose to relocate to Highwall, Zarbakka's authority was such that she was able to do so with only minimal opposition. Since relocating, Zarbakka has continued to lead the warriors of the Mother of Blood tribe with great skill, wisdom, and piety.

c. Feral Mother Tribe

About 2,000 orcs from the Feral Mother tribe occupy this area. These are the city's cavalry force, and they keep their fierce war boros nearby, making the entire area even more pungent and unpleasant than that of the other tribes. The warlord Azaldanh, a bloodthirsty and highly experienced orc warrior, leads this deadly assembly.

d. Dark Mother Tribe

A thousand or so members of this tribe live in Highwall, commanded by the warlord Uzarl, an iron-tusked veteran who was sent to the city after losing a power struggle with a rival. He chafes at the duty, wishing to return to combat, and his dislike of Highwall has passed on to his orcs, which are known to be the most brutal and savage in their treatment of the humans.

17. Drilling Grounds

Once a verdant park where scholars gathered to eat, relax, and study, this space has been cleared and now serves as a drilling and practice yard for the orcs. Hundreds can be found on the grounds at any time, marching under the command of oruk officers, engaging in archery or sword practice, or fighting in mock (and at times bloody) battles.

18. The Blackwood Company

One of Izrador's most prized military units, the Blackwood Company consists of his most corrupt and evil servants—a full thousand corrupted elves of various nationalities, all taken by the darkness and dedicated to the dark god's service. This group is housed in a squat black keep that was originally headquarters for the city guard of Highwall. It has been extensively expanded and strengthened until it bears little resemblance to its original design.

Inside, the grim elves of the company live, work, eat, and drill. An adjacent stable houses the company's splinter steed mounts, and a kennel contains its most feared bestial allies, the gloom hounds.

Adrina Fellspeaker, female wood elf fighter 14: CR 14; Medium Humanoid (5 ft. 4 in. tall); HD 14d10; hp 77; Init +9; Spd 30 ft. (6 squares); AC 19, touch 15, flat-footed 14; Base Atk +14; Grp +16; Atk +19 melee (1d8+2/17–20, +2 *longsword of speed*) or (1d10/19–20, heavy crossbow); Full Atk +19/+19/+14/+9 melee (1d8+2/17–20, +2 *longsword of speed*) or +19/+14/+9 ranged (1d10/19–20, heavy crossbow); SQ +2 save bonus against Enchantment, low-light vision, +4 skill bonus when climbing trees, spell-like abilities; AL LE; SV Fort +10, Ref +9, Will +5; Str 15, Dex 20, Con 11, Int 16, Wis 13, Cha 19.

Skills: Climb +8, Handle Animal +10, Hide +7, Intimidate +13, Jump +9, Knowledge (nature) +5, Knowledge (Caraheen) +7, Listen +5, Move Silently +7, Ride +15, Search +7, Spot +5, Survival +9, Swim +9. **Feats:** Dodge, Improved Critical (longsword), Improved Critical (crossbow), Improved Initiative, Mounted Combat, Point Blank Shot, Power Attack, Quick Draw, Ride-by Attack, Track, Trample, Weapon Focus (longsword), Weapon Specialization (longsword).

Languages (read and write all but orcish): High Elven, Orcish, Erenlander, Trader's Tongue.

Possessions: +2 *longsword of speed*, masterwork studded leather armor, small steel shield, 6 man-days rations, 100 gp worth of alcohol, maps, metals, miscellaneous coins.

Spell-like Abilities: 1/day—*acid splash*, *dancing lights*, *ray of frost*.

Appearance and Personality: Adrina moves with the grace of an elven dancer married to the savagery of a demon lord. Like others of her race, she is preternatu-

rally beautiful, with golden hair, a delicately sculpted face, and piercing violet eyes. She bears a slender sword that seems to be crafted from dark blue glass and she is clad in finely crafted silver elven armor. Though outwardly elven, her cruel gaze is stained with the taint of the Shadow.

Many elven lands have fallen before Izrador's legions, leaving behind thousands of refugees, slaves, and captives. Adrina Sunblade was just a child when Izrador's legions overwhelmed the free peoples and doomed Aryth to an eternity of darkness. Displaced from her village, she wandered with a band of refugees for a time until they were attacked by a band of orcs, who slew the adults and sold the children to the legates as slaves.

Adrina's early life was hellish, twisting the once-kind and gentle elf girl and transforming her into a tough and hard-bitten young woman who was ready to kill to assure her own survival. When representatives from the Blackwood Company came to Adrina's Temple of Shadow, their commander was impressed by her strength and resourcefulness, and arranged to buy her from the temple legate. Adrina had been a troublesome slave, so the legate was glad to see her go, and after several years of harsh training the elf woman was a full-fledged member of the company, carrying out the will of Izrador and battling against the dark master's enemies in both elven and dwarven lands.

Years of abuse and maltreatment had forged Adrina into a deadly, hateful weapon entirely lacking in mercy, compassion, or fear. Any love or loyalty she once had for her own people was now lost, and Adrina persecuted elves with the same enthusiasm as humans and dwarves. Her old name was forgotten, as if Adrina Sunblade had never existed. She was now and forever known as Adrina Fellspeaker.

Adrina rose to command a cavalry regiment, and upon the death of the unit's commander in the Kaladrin Mountains, she declared her intention to take command for herself, succeeding only after defeating six rivals in hand-to-hand combat. Now she leads the riders with steely resolve, her merciless campaign against Izrador's enemies continuing with the same fervor.

Physically, Adrina is a typical specimen—tall and beautiful, with riveting eyes and an ethereal grace in her movements. She bears an ancient elven weapon called *Shalhaezor*, which she inherited from one of the rivals she slew to take command of the riders. She has yet to discover all of her weapon's powers, but she is certain that it has many that have yet to be revealed.

Though she serves Izrador without question, Adrina is motivated by hatred and rage at a world that she sees as filled with pain and suffering. Ravaged by the horrors of her early life, Adrina seeks only to pass some of her suffering on to her foes—an act that buys her at least temporary surcease from the agonies of her mortal existence.

Magic in Highwall

Range				
1 mile	10 miles	100 miles	200 miles	300 miles
6/20th level	5/16th level	3/12th level	2/8th level	1/5th level

The Blackwood Company

Highwall serves as home base to the unique force known as the Blackwood Company. Composed entirely of corrupted elves, the company specializes in terror and violence, combining the subtlety of elven culture with the cruelty of orcs and the unrestrained evil of the Shadow. The members of the company have fully forsaken their people, and see their task as a sacred endeavor, determined to bring Izrador's true faith to the people of Eredane. The company includes wizards, legates, and other spellcasters as auxiliaries, assigned to units as needed.

The Blackwood Company has more than a thousand troops organized into two infantry cohorts with 400 members each and a cavalry regiment with 200 riders. Each infantry cohort contains 100 light skirmishers, 100 heavily armored shock troops, and 200 line footmen equipped with swords, spears, and chainmail armor. The cavalry regiment contains 75 light unarmored horsemen and 125 deadly splinter steed riders.

All of the soldiers of the Blackwood Company are equipped with the best weapons and armor available, many of which are masterwork quality. Armor and helmets are crafted in frightening, demonic shapes, weapons are often jagged and ugly, designed to inflict the most violent and bloody wounds possible. Troopers are chosen for ruthlessness and sociopathic cruelty, as well as for their fanatical loyalty to Izrador. They revel in the pain and destruction they cause, and have refined their love of violence to a science.

Izrador's orcs have developed a considerable dislike for the elves, but after losing several skirmishes with the company, the local garrisons have learned to steer clear of the fortress and stay well away from company operating areas. For their part, the elves are just as willing to battle unruly orcs as burn villages and slaughter innocents.

The fell

Due to the proximity of the Shadow's deadly power, the undead are an even greater threat in Highwall than elsewhere. The Will DC required to prevent a corpse from rising as undead is 14 rather than 12, and the conditions of the human sections of the city are such that the dead often fall unnoticed and rise within days to emerge and terrorize the residential quarter. These undead only draw official attention if they threaten the

legates or military regions of the city, in which case a few companies of orcs are sent into the slums to root out and destroy as many undead as they can. Otherwise, they are left alone and allowed to terrorize the commoners as they will.

Magic in Highwall

More than anywhere else, Highwall is a difficult and dangerous place to use magic. Not only is Izrador's largest grand mirror in Theros Obsidia, but several lesser mirrors also exist in the dark temples throughout the area. Use the table above in place of the Black Mirrors table in the MIDNIGHT core book (see page 196).

19. Temple of Shadow

Though the mightiest of Black Mirrors lies in the heart of Theros Obsidia itself, there are many Temples of Shadow in Highwall, each with its own pale mirror. The main Highwall temple is built on the bones of thousands of innocents and consecrated with their blood. The temple is a frightening black structure, bristling with great bonelike spikes and soaring buttresses, jagged towers and yawning portals like the mouths of corpses or the eye sockets of skulls. The legates who dwell in Highwall are expected to attend services in the temple, as do many of the oppressed citizens driven by the brutal whips of the orcs, who force them to watch the bloody sacrifices that charge the temple's *zordrafin corith*. Teron Vilosa, Greater Legate of Highwall, lives on the temple grounds, served by countless lesser legates and various demons and other dark entities. In all things, Teron defers to Sunulael, but since the Priest of Shadow spends most of his time in Theros Obsidia, the day-to-day running of the temple falls to the Greater Legate.

Teron Vilosa, male Erenlander legate 20: CR 20; Medium Humanoid (5 ft. 9 in. tall); HD 20d8+40; hp 130; Init +1; Spd 20 ft. (4 squares); AC 21, touch 11, flat-footed 20; Base Atk +15; Grp +17; Atk/Full Atk +22/+22/+17/+12 melee (1d8+7, *Tenebrous Rod*); SQ Asterax companion, rebuke undead; AL LE; SV Fort +14, Ref +7, Will +18; Str 14, Dex 12, Con 15, Int 18, Wis 22, Cha 18.

Skills: Concentration +14, Craft (calligraphy) +10, Diplomacy +18, Handle Animal +14, Heal +14, Intimidate +24, Knowledge (arcana) +23, Knowledge (religion) +25, Profession (priest) +18, Spellcraft +22.

Feats: Alertness, Combat Casting, Craft Magic Arms and Armor, Craft Staff, Craft Wand, Enhance Spell†, Enlarge Spell†, Skill Focus (Concentration), Quicken Spell†, Silent Spell, Still Spell.

†From the *Tenebrous Rod*

Languages: Black Tongue, Jungle Mouth, Erenlander, Norther, Orcish (literate in all languages).

Spells Prepared (6 /7+1 /7+1 /6+1 /6+1 /6+1 /5+1 /4+1/4+1/4+1; base DC = 13 + spell level; domains: death and evil) 0—*detect magic, detect poison, guidance, inflict minor wounds, read magic, resistance*; 1st—*bane, bless, cause fear†, command, divine favor, doom, inflict light wounds (x2), protection from good**; 2nd—*aid, darkness, death, death knell*, desecrate†, hold person, inflict moderate wounds, silence*; 3rd—*animate dead*, dispel magic, inflict serious wounds (x2), magic circle against good†, prayer (x2)*; 4th—*command (greater), death ward†, discern lies, divine power, inflict critical wounds (x2), poison, unholy blight**; 5th—*dispel good†, flame strike, inflict light wounds (mass), magic weapon (greater), insect plague, symbol of pain, slay living*, true seeing*; 6th—*blade barrier, create undead (x2)*†, harm, inflict moderate wounds (mass), symbol of fear, summon monster VI*; 7th—*animate objects, blasphemy†, destruction*, holy word, inflict serious wounds (mass), word of chaos*; 8th—*cloak of chaos, create greater undead*, earthquake, inflict critical wounds (mass), symbol of death, unholy aura†*; 9th—*energy drain, implosion, storm of vengeance, summon monster IX†, soul bind, wail of the banshee**.

*Indicates a domain spell.

†Bonus domain spell from the *Tenebrous Rod*

Possessions: *Robe of eyes, Tenebrous Rod, +3chainmail*, large steel shield, 1,000 gp worth of jewelry and personal decoration.

Appearance and Personality: Teron Vilosa is tall and pale, hollow-faced and almost cadaverous. One eye is missing, obscured by an embroidered black patch. He is very much alive, however, and moves with both strength and determination. He wears the black robes of a legate of Izrador, and carries a short, black stone rod in one hand. When he speaks, his voice is deep and resonant, in total contrast to his outwardly frail appearance.

Teron Vilosa is the son of a Dornish chieftain who (much to his parents' chagrin) chose to join the Order of Shadow at age 14 when a soldier legate came to his village. He nearly died twice during his career as a recruit, but emerged tougher and more cunning for his torments. Upon promotion to full legate status, Teron served as a soldier legate for a time, fighting on both major fronts and losing an eye in battle with the dwarves. While fighting in the dwarven caverns, Teron found a chamber filled with runic carvings that gave him a clue as to the whereabouts of the legendary *Tenebrous Rod*, one of the most sacred of Izrador's weapons. Obtaining permission from his superiors, Teron gathered together a band of companions and went in search of the lost weapon. Two

years later, he and a single companion—the orc warrior Axamarus—arrived at Highwall bearing the *Tenebrous Rod*.

Teron set off on a career as a temple legate, outmaneuvering several rivals and fending off a number of assassination attempts, eventually becoming greater legate of Highwall, second in authority only to Sunulael himself. Axamarus, a 16th-level orc fighter, remains Teron's most loyal follower, and would gladly give his life for the greater legate.

Like the other greater legates, Teron Vilosa is an experienced schemer. Equally dedicated to both Izrador and his own survival, Teron has survived countless plots and several attempts on his life by both renegades and rivals, and has emerged stronger and more ambitious than ever.

The Tenebrous Rod

It is said that this dangerous covenant item was actually created when part of Izrador's essence was drawn into a mass of crystalline rock in northern Eredane. Once he had regained some of his powers, Izrador bid his orcish followers to find these rocks and craft a powerful weapon that he could give to his most skilled minions. The resulting item, the *Tenebrous Rod*, functions as an enchanted heavy mace and also enhances the spellcasting abilities of Izrador's legates.

The rod resembles a cylindrical length of cloudy charcoal stone, about 18 inches long, with a band of runic carving at either end. When in the hands of an anointed legate of Izrador, the runes glow with a deep silvery light.

Izrador gave the rod to Utharmas, the first greater legate, who bore it with honor for two decades before being slain by the Dorns in the Battle of Three Kingdoms. Lost for more than 300 years, the rod was found by a band of orc warriors and taken to Izrador's fastness in the north, where the dark god once more presented it to his high priest, Falmus. Again, Falmus used the weapon with great distinction until he, too, fell in battle and the rod was once more lost. It was the rod's current bearer, Teron Vilosa, who found the rod two decades ago while searching the site of an ancient battle. Carrying the rod with him, Vilosa spread the word of Izrador, aiding in the search for heretics and traitorous magic users, finally becoming Greater Legate of Highwall, bearing the *Tenebrous Rod* as his sigil.

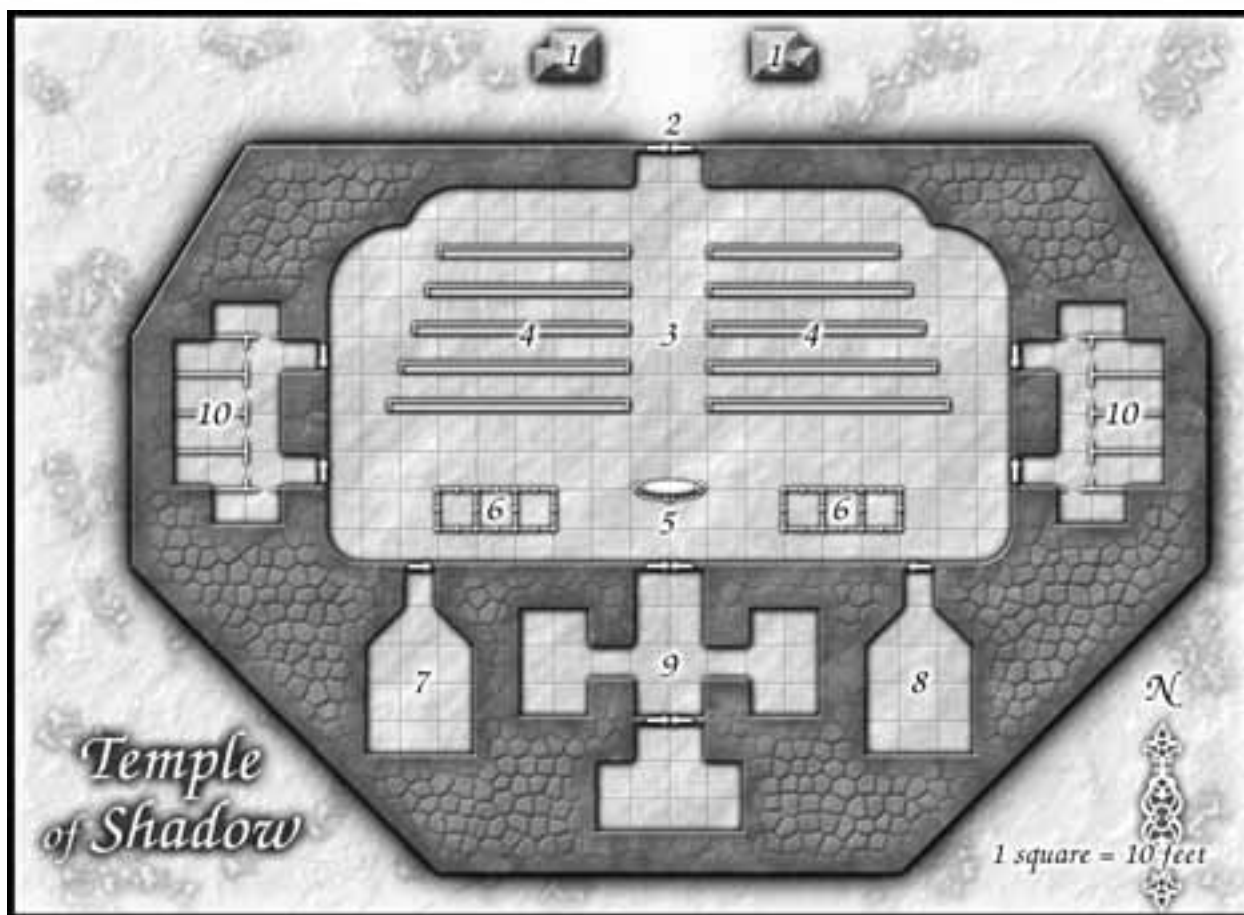
The *Tenebrous Rod* only functions in the hands of a legate who worships Izrador. It is a covenant item with the following abilities:

1st Level: Functions as a +2 heavy mace.

3rd Level: Functions as a +3 heavy mace and while wielded grants the wielder one metamagic feat that he does not already have.

6th Level: The wielder can cast one additional domain spell per day of each spell level.

10th Level: The weapon functions as a +4 heavy



mace and gains the *unholy* ability.

15th Level: While wielded, the rod grants its wielder two metamagic feats that he does not already have.

20th Level: The rod functions as a +5 *heavy mace* and gains the *speed* and *wounding* abilities.

Temple of Shadow

1. Guard Posts: Several small outposts stand outside the temple. These are normally garrisoned by orc soldiers, who are there to keep order and make sure that no one tries to avoid attending the required services.

2. Entrance: Heavy iron doors open on the temple itself. They are normally kept closed and locked, guarded by orcs, but every five days they are thrown wide and all able-bodied humans in Highwall are required to attend. Most do not, forcing orcs and legates to round up all they can and herd them into the temple at swordpoint.

3. Processional: The main passage between the rows of pews is made of polished black marble, inscribed with runic prayers to Izrador.

4. Pews: The hard stone seats on either side of the processional accommodate nearly 1,000 worshippers.

5. Corith: The temple's black mirror is located at the front of the temple in full view of all worshippers.

Every five days a sacrificial victim is brought to the mirror, bound or chained, and sacrificed by the presiding temple legate, the fresh blood renewing the power of the *corith*.

6. Cells: Sacrificial victims are kept in these tiny, cramped cells before being dragged to their fate at the black mirror.

7. Treasury: This chamber is constantly guarded by soldier legates and is protected by a heavy iron door. Originally intended to house coins, gems, and other types of currency, it now contains items such as rations, clothing, weapons, armor, jewelry, intoxicants, and other items that are distributed to guards and orcs in lieu of pay as needed. A small stash of about 5,000 gp in coins remains; this is given to the legates, some of whom still have use for currency.

8. Reliquary: This chamber houses the various items used in sacrificial rituals—garments, sacrificial daggers, chains, bindings, silver bowls, and the like. There are rumors of numerous magic items kept in the reliquary, though most of the important relics are kept in the vaults of Theros Obsidia.

9. Greater Legate's Quarters: Teron Vilosa lives in this suite of rooms amid considerable luxury. All doors are guarded by loyal soldier legates, and everyone who enters is carefully checked for weapons and magically scanned to make sure his intentions are honest.



10. Acolyte's Quarters: These small chambers are devoted to living space for the lesser and temple legates who work in the temple.

20. Residential Quarter

The vast majority of the surviving humans in Highwall dwell in absolute squalor among the ruins of the city's residential district. These are, in fact, the descendants of the pitiful handful that survived the conquest, and none remember a day when they were not a repressed, broken people forced to live amid the ghosts of their glorious past.

There are very few intact buildings in the quarter, and those are held by the strongest of the unruly gangs that inhabit the city. The remainder consists of piles of rubble, partially standing walls that have been patched or braced with more debris, and open spaces where the most unfortunate of the humans are forced to live, exposed to the elements and victimized by both the orcs and human predators.

The humans of Highwall live at the mercy of Izrador and his minions, but are generally left to their own devices. They are considered at worst a nuisance and at best a source of labor, as press gangs periodically descend on the residential quarter, seizing all the able-bodied people that they can. These hapless citizens are forced to labor for anywhere from a few days to a few years—there's no way of knowing when a loved one

disappears when he will return, if ever. Being worked to death is not uncommon, but the legates feel that killing too many slaves is a bad idea, as it reduces the potential labor pool. Those who complete their tasks—building fortresses, constructing walls, tearing up paving stones, scavenging building materials, hauling cargo, and the like—are returned to the residential quarter, usually considerably worse for the wear.

Keeping order, such as it is, normally falls to human guards recruited from among the gangs that roam the quarter and given official leave to oppress their fellows. These individuals are in many ways worse than the orcs, for they victimize their own people and show almost no mercy.

21. Marketplace

Life goes on, and the humans of Highwall must eat. Craftsmen, scavengers, vermin hunters, rag-pickers, and others meet in the ruined central square to exchange goods, converse, and snatch what little enjoyment they can during the day. At night, when orcs and worse things stalk the streets, the marketplace is deserted.

22. The Place

Possibly the most enterprising businessman in the human section of Highwall, Milos Wallend has turned

the three fallen walls of an old tavern into a functional drinking and dining establishment for the inhabitants of the ruined district. True, his fare—consisting of cooked rats, birds, or cats, home-brewed rotgut, some ales and beers, and some alcohol that has been scavenged, stolen from, or traded with the legates—is not the best, but for the sad inhabitants of Highwall, it's far better than nothing. The place is usually crowded, for Milos is happy to accept barter or labor, and the legates (in a rare show of compassion) have commanded the orcs to avoid the place unless in pursuit of fugitives.

Despite his concern for the common folk of Highwall, Milos' survival instinct is considerably stronger, and he will not voluntarily aid anyone on the run—he certainly will not hide refugees; if anyone comes to him asking for assistance Milos will tell them no and give them a chance to run. He knows that being caught with a fugitive will mean the end of his establishment and probably his life.

23. Amphitheater

In ages gone by, this depression, now overgrown with grass and weeds and choked with rubble, was the social center of Highwall, where citizens gathered to socialize, listen to speakers, watch public performances of all kinds, and argue over the important issues of the day. Now it shelters some of the most desperate of the humans who live in the old city, and its slopes are crowded with makeshift tents, lean-tos, and even shallow burrows where individuals and small families live on the ragged edge of starvation. This is easily the worst space in all the city, for the orcs often visit the amphitheater for sport, while vermin, spirits, and even undead have been known to ravage the place, dragging off unfortunate victims while others cower helplessly in their hovels, hoping that they will be spared at least temporarily.

24. Brothel

Some of the homes in this area, which was once a wealthy neighborhood filled with public spaces, sculptures, and architecture from across Eredane, remain largely intact. This structure has been patched and restored with materials taken from surrounding ruins and painted garish colors, making it the most prominent building in the area. It houses the single most successful remaining business in Highwall, a brothel that serves the orcs, legates, and even those humans who can scrape together enough trade goods for its services.

The brothel is overseen by Inythra, an elven

woman who has fallen under the Shadow's sway and now actively aids in the degradation of her own people, for many of the brothel's abused inhabitants are indeed captured and enslaved elves. There are also human and halfling captives, both male and female. Conditions are quite appalling, and these unfortunate slaves are allowed to live only as long as they keep their "customers" happy.

Inythra, female snow elf

rogue 8: CR 8; Medium Humanoid (5 ft., 1 in. tall); HD 8d6-8; hp 24; Init +10; Spd 30 ft. (6 squares); AC 16, touch 16, flat-footed 10; Base Atk +6; Grap +8; Atk +9 melee (1d4+2, masterwork dagger) or +13 ranged (1d4+2, masterwork dagger); Full Atk +9/+4 melee (1d4+2, masterwork dagger) or +13/+8 ranged (1d4+2, masterwork dagger); SA sneak attack +4d6; SQ +2 bonus against Enchantment, cold resistance 5, low-light vision, +4 Climb bonus when climbing trees, spell-like abilities, evasion, trapfinding, trap sense +2, improved uncanny dodge; SV Fort +2, Ref +12, Will +4; AL CN; Str 15, Dex 22, Con 8, Int 17, Wis 15, Cha 17.

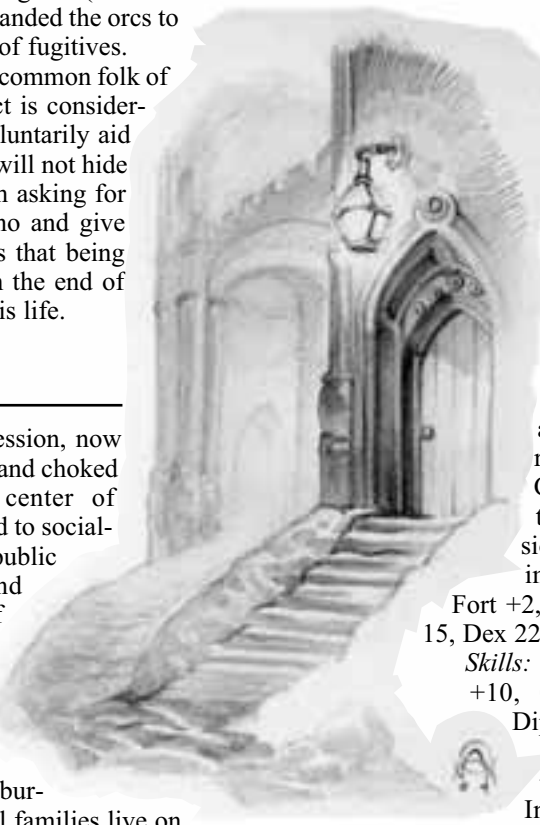
Skills: Appraise +8, Balance +8, Bluff +10, Climb +6, Craft (cook) +7, Diplomacy +12, Disable Device +8, Disguise +10, Escape Artist +8, Forgery +8, Hide +11, Intimidate +10, Jump +4, Knowledge (local) +8, Knowledge (nature) +6, Knowledge (Verdeen) +5, Listen +8, Move Silently +10, Open Lock +9, Perform +9, Profession (madam) +12, Search +5, Sense Motive +8, Sleight of Hand +11, Spot +6, Swim +2, Tumble +6, Use Rope +8. **Feats:** Alertness, Combat Expertise, Improved Initiative.

Languages: High Elven, Danisil, Norther, Orcish Pidgin, Patrol Sign, Erenlander.

Possessions: Masterwork dagger, 100 gp worth of jewelry and personal decoration, 50 gp in various gems and coins.

Spell-like Abilities: 1/day—cure minor wounds, detect poison, resistance.

Appearance and Personality: Inythra has deep blue eyes and hair of an almost unreal silver-white color, caught up in a single long tail behind her. The only thing that mars her beauty is a single white scar, running from her left temple down to her jaw line. There is a glittering green gem on a chain around her neck, and she wears silver and gold bracelets and anklets. She is most



often clad in an alluring blue gown, low cut and slit nearly up to her shapely hip. She wears a dagger strapped to a sculpted thigh, suggesting that this is no inoffensive, peace-loving elf woman.

No one is immune to the corrupt influence of Izrador, not even the ancient and spiritually powerful elves. Though most resist—and as a consequence, perish at the hands of Izrador’s legions—some cooperate, giving in to and embracing the dark god’s word and adopting it as their destiny. The elves of the Blackwood Company are one example of such corruption among the elves; Inythra is another, albeit a lesser one.

Inythra is a relatively young elf—only about 60 years old. Born after the collapse of the free peoples and the triumph of Izrador, she has never known a world that was free of the Shadow, and early in life decided to take advantage of the chaos that resulted. Starting out as a sneak-thief and burglar, she soon had enough lucre to purchase a small tavern on the outskirts of Veralorn, a small town west of Cale. Izrador’s troops often visited the town to drink and carouse when on leave from the Erethor front. Inythra prospered, bribing legates to turn a blind eye to her extralegal activities (she aided in the smuggling of refugees and weapons, not out of compassion, but out of greed), and when the tavern finally burned to the ground one night after a brawl between orcish and human warriors, Inythra had amassed a small fortune in gems and trade goods. With the ruins of her first tavern smoldering behind her, Inythra hired mercenary guards and set out for Highwall.

There, she found the ruins of the town hers for the taking. Setting herself up in an old ruined mansion, she hired more guards and servants, paid off the occupiers, and founded the town’s brothel. Thoroughly debased and demoralized, the women (and some men) of Highwall raised few objections when Inythra recruited them, for working in her “house” was far more secure and less dangerous than living in the ruins. Though the members of Izrador’s garrison were indeed cruel and violent, Inythra was careful to make sure that none inflicted permanent harm upon her employees. Her motivation was simply the preservation of her own prosperity, though it has helped keep many of her workers alive in the deadly environment of Highwall.

Inythra is a self-involved woman, with little concern for anyone else. She is beautiful, of course, but entirely amoral and unwilling to risk her own safety or success for anyone else. She takes lovers for herself periodically, and for a time these individuals benefit from their association with her, but in the end they are always abandoned and sent off to fend for themselves in the ruins of Highwall. Her negotiation skills and canny nature have helped keep the authorities at bay and keep her establishment relatively free of official attention. Inythra does not think much beyond the immediate future, however. She doesn’t know the Shadow’s plans, and there’s nothing she can do about it anyway. So long as she is alive and comfortable, she is content.

25. Talben Han

One of the other intact structures in the residential district serves as home to Talben Han, the *de facto* mayor of the city—or at least the ruins of the residential quarter—who serves as semi-official liaison and representative when treating with the orcs and legates. This has proven an especially thankless task, for Izrador’s minions are only willing to talk when they feel like it. Talben has become fairly adept at redirecting the orcs’ wrath and binding the legates up in their own rules, but this only works some of the time. Talben has dedicated himself to keeping the people of Highwall alive for as long as possible, but he knows he can’t succeed forever.

The house is pleasant compared to some of the other ruined hovels in Highwall, though some rooms are ruined and unusable. Talben lives in the house with his wife Nada and two children, who are usually left in peace by the legates, as they feel that the presence of a civilian leader helps keep the humans relatively docile.

26. Outer Wall

Not much remains of the wall that once protected the city. Of course, it was never that much of a wall to begin with, as the city was not built for defense—the demon hordes’ assault during the First Age was only barely deterred by the city walls, forcing the Dornish defenders to fight in the streets of the city itself. Most of the old wall has been torn down, its stones used to build housing for the orcs and legates.

The Resistance

Despite the fact that night has fallen over the once-great city, resistance to the occupation continues, though at a much lower level than elsewhere in Eredane. Small cells of fighters and their allies attempt to sabotage and frustrate Izrador’s hordes—fouling water, spoiling supplies, burning buildings, killing isolated orcs and legates, helping refugees and prisoners escape from the city. For the most part, the resistance tries to make these events look like accidents, but no individual with even minimal common sense can look at the events and deny that there is a pattern.

After nearly a century, the resistance doggedly continues, and its members have learned to stay hidden, even when literally under the gaze of the enemy. Orcs, legates with their attendant astiraxes, demons, spirits, enslaved fey, and other minions are periodically sent into the residential areas of Highwall to sniff out renegades, but as often as not these patrols return empty-handed, or simply seize the most convenient innocents, executing them on the spot. Though this is a tragedy, those in the resistance long ago hardened their hearts to such suffering and carry on. True members of the resistance are never expected to be taken alive, and will see

to their own destruction if in danger of capture.

The most remarkable aspect of the resistance, and one that not even the Night Kings suspect, is the fact that the Lightbearers of Highwall live on, though they are the merest remnant of their ancient greatness. Currently, the Order of Lightbearers operates outside Highwall, in the blasted wilderness surrounding the city, and to the west, in the rear areas of the Shadow's hordes. These warriors continue the old tradition of learning and martial excellence, mastering a variety of combat tactics and passing down their considerable knowledge of history, magic, and war to a new generation. The resistance in Highwall is coordinated through a single Lightbearer known as the Beggar King who, to all observers including the legates, appears to be nothing more than a ragged, filthy lunatic.

The Beggar King, male Erenlander defender 8/lightbearer 6: CR 14; Medium Humanoid (6 ft. 2 in. tall); HD 8d8+6d10+36; hp 74; Init +8; Spd 40 ft. (8 squares); AC 18, touch 18, flat-footed 14; Base Atk +12; Grp +20; Atk +14 melee (2d6+4, unarmed strike); Full Atk +14/+9/+4 melee (2d6+4, unarmed strike); SA combat mastery, counterattack, retaliatory strike, masterful strike +1d6, precise strike I, smite evil 2/day, stunning attack, turn undead, unarmed strike; SQ *cure moderate wounds* 3/day, fast movement; AL LG; SV Fort +10, Ref +12, Will +13; Str 14, Dex 18, Con 17, Int 17, Wis 19, Cha 17.

Skills: Balance +12, Bluff +13, Climb +12, Concentration +13, Diplomacy +6, Escape Artist +14, Heal +4, Hide +9, Jump +6, Knowledge (arcana) +3, Knowledge (history) +10, Knowledge (religion) +10, Knowledge (the planes) +3, Listen +9, Move Silently +9, Profession (beggar) +9, Sense Motive +9, Spellcraft +5, Swim +7, Tumble +6. **Feats:** Deflect Arrows, Improved Grapple, Improved Initiative, Improved Unarmed Strike, Iron Will, Leadership.

Languages: Write and read all: Black Tongue, Erenlander, High Elven, Norther (literate in all languages).

Possessions: Rags, begging bowl.

Appearance and Personality: If a pile of filthy rags could come to life and walk, it would look like this unassuming person. Dull, rheumy eyes stare out of a tangle of greasy gray hair, and a toothless mouth works continuously, emitting a stream of meaningless gibberish that one can only barely hear. The poor creature leans on a battered staff and moves in a spasmodic, jerky fashion, as if his coordination has been destroyed by too much drink, too little food, or both. Even from a distance, his stench is almost unbearable.

To the people of Highwall and, more importantly, to Izrador's minions, this pathetic wretch is a mad, filthy mendicant who scratches a bare living among the city's ruins. The folk of Highwall are themselves destitute, and the old man's status as a beggar among beggars has earned him the nickname the Beggar King.

Few know that the Beggar King is far more than

he seems—he is, in fact, one of the last of the Lightbearers, members of an ancient order of scholar-warriors that once defended Highwall against the Shadow and took the fight back to the enemy. Most of the order perished in the struggle, but a few survived, passing on their secrets and opposing Izrador's machinations. Today only a few lightbearers still exist, and the man known as the Beggar King is one of them.

Liberated from the enemy when he was a child, the man who would become the Beggar King was trained in the ways of the defenders and eventually recruited into the local Order of Light. His early days with the order were spent assisting refugees to escape from occupied territory and make their way to Erethor, and from time to time raiding enemy outposts and strongholds, destroying supplies, and killing commanders of the Shadow's horde. When his circle of lightbearers was betrayed by a false refugee, the Beggar King was the only survivor. Making his way to Highwall, he created his identity as a mad transient and began to help those who wished to escape from the city.

The Beggar King's mission continues, and it is a lonely one, for he must keep his secret to himself, lest Izrador exterminate the last Lightbearer in Highwall.

Encounters in Highwall

The Docks/Day:

2d10	Encounter
2	Orc patrol
3–4	Legate
5–8	Human patrol
9–11	Beggar
12–14	Gnome ship crew
15–16	Human gang
17–18	Beggar
19	Undead
20	Outsider

The Docks/Night:

2d10	Encounter
2–3	Orc patrol
3–6	Human patrol
7–10	Beggar
11–13	Gnome ship crew
14–16	Human gang
17–18	Undead
19	Outsider

Theros Obsidia Grounds:

2d10	Encounter
2–7	Human patrol
8–12	Legate
13–18	Orc patrol
19	Undead
20	Outsider

Legates' Quarter:

2d10	Encounter
2-6	Orc patrol
7-11	Human patrol
12-18	Legate
19	Undead
20	Outsider

Military Quarter:

2d10	Encounter
2-7	Orc patrol
8-12	Human patrol
13-14	Beggar
15-18	Legate
19	Undead
20	Outsider

Residential Areas/Day

2d10	Encounter
2-6	Human gang
7-10	Human patrol
11-13	Orc patrol
14-17	Beggar
18-19	Undead
20	Outsider

Residential Areas/Night

2d10	Encounter
2-8	Human gang
9-11	Human patrol
12-14	Orc patrol
15-16	Beggar
17-19	Undead
20	Outsider

Orc Patrol

Orc patrols vary in size and strength, depending upon their mission. Most include a rabble of young and eager orc recruits, with veteran troops and officers to keep them in line, and are typically sent into the ruins to keep order, quiet the rabble, or quell unrest. Their morale is high, and they are ready to fight at the slightest provocation.

Roll 1d20 on the following table to determine the makeup of an orc patrol:

1d20	Encounter
1-6	2d4 orc recruits, 1d4 orc troopers, 1 elite orc
7-10	3d6 orc recruits, 2d4 orc troopers, 1d4 elite orcs, 1 oruk commander
11-14	3d6 orc troopers, 1d6 elite orcs, 1d4 orc marauders, 1 oruk commander
15-17	1d4 orc scouts, 3d6 elite orcs, 2d4 orc marauders, 1d4 oruk shock troops, 1 oruk commander
18-19	1d6 orc scouts, 3d6 orc elite or

marauders, 2d4 oruk shock troops, 1 oruk commander
20 2d4 orc scouts, 2d6 elite orcs, 3d6 orc marauders, 2d6 oruk shock troopers, 1d4 oruk commanders

Legate

Izrador's anointed representatives, the legates represent absolute power in Highwall. Legates of all levels can be encountered throughout the city, usually with strong escorts. They are busy on a range of tasks, from delivering simple messages to searching for rebels or seeking to recapture escaped outsiders.

1d20	Encounter
1-6	1d4 lesser legates, 2d4 orc troopers
7-10	2d4 lesser legates, 2d4 orc troopers, 1d4 soldier legates, 1 temple legate
11-14	2d4 soldier legates, 1d4 temple legates, 1 veteran soldier legate
15-17	3d4 orc troopers, 2d4 temple legates, 1 veteran soldier legate
18-19	3d4 orc troopers, 3d4 soldier legates, 1d4 veteran soldier legates
20	3d4 orc troopers, 3d4 soldier legates, 1d4 temple legates, 1d4 veteran soldier legates

Human Patrol

When the orcs are too busy with their military duties, the task of keeping order in the ruins falls to humans recruited from the wreckage of Highwall. These individuals are often little more than criminals with official sanction, but as long as they keep Highwall's inhabitants relatively docile the legates ignore their crimes. A typical human patrol consists of 3d6 human gang member/guards and a guard commander, though in difficult situations they are sometimes accompanied by orc troopers or soldier legates.

Gnome Ship Crew

Gnome vessels constantly move in and out of Highwall—they are, in fact, the city's only real lifeline to the ports of the southern Sea of Pelluria, since the legates rarely concern themselves with such plebian tasks and the orcs are terrified of water. Gnome crews are a common sight in the lower areas of Highwall, though they rarely venture into the ruins above the cliff tops. Gnome crews normally stick together in groups of 3d4 normal crewmen, sometimes in the company of their captain. They tend to be jovial, boisterous, and friendly, though it is often false joviality in the face of fear and danger.

Human Gang

The ruins of Highwall are filled with desperate humans fighting for survival. Human gangs run large sections of the ruins and are kept in check by orc patrols and the actions of human guards, usually other gang members deputized by the legates. A typical human gang includes 3d6 human gang member/guards and 1d4 gang leaders. They will normally attack and rob anyone that they feel they can defeat, but flee if faced by superior force.

Beggar

The ruins are also full of beggars and outcasts desperate for food. They are normally encountered individually, but if a character gives a beggar food, a crowd of other beggars can appear all demanding aid. Befriending beggars has its advantage, however, for they are traditionally a good source of information about the city, the activities of the enemy, and other useful secrets.

Undead

As the site of fearful loss of life, the focal point of evil magic, and the center of Izrador's power, Highwall is even more plagued by undead than other parts of the continent. Use the sample Fell listed below if undead are encountered.

Outsiders

Since the Sundering, evil outsiders—demons, devils, fiends, and even stranger beings—have been trapped in the world. Some of these outsiders serve Izrador—both voluntarily and involuntarily—while others simply roam the world, wreaking havoc and spreading Izrador's chaos even further. Many of these creatures cluster around centers of power and evil, including nexuses, Temples of Shadow, battlefields, and sites of massacre. Close to the very heart of Izrador's power, Highwall is especially plagued by outsiders, and dangerous monstrosities periodically appear in the ruins, killing and destroying, before being hunted down, bound and imprisoned, or persuaded to aid the Shadow.

Any outsider appropriate to the party level can be encountered in the streets of Highwall; nearly all will be of evil alignment. Outsiders of low intelligence generally prefer to engage in acts of violence and bloodshed and are rarely willing to negotiate or speak with others. More intelligent creatures might be persuaded to listen to reason, and some might even be willing to join characters in a temporary alliance, especially if they have reason to dislike the Shadow. Lawful creatures will listen to characters if offered sufficient inducement, while chaotic outsiders generally only stop for discussion if faced with superior force.

Appropriate outsiders include all sorts of demons and devils, fiendish or half-fiendish creatures, efreeti, rakshasa, or xill. Good-aligned outsiders may also be inadvertently drawn to Highwall; ideas for incorporating these and other types of outsiders into a MIDNIGHT campaign can be found in Chapter Four.

Orcs

Orc Recruit, orc warrior 1: CR 1; HD 1d8+3; hp 7; Init +1; Spd 20 ft. (4 squares); AC 16, touch 11, flat-footed 15; Grap +5; Base Atk +1; Atk/Full Atk +5 (+6 against dwarves) melee (1d12+4, vardatch) or +2 (+3 against dwarves) ranged (1d6+4, javelin); SA +1 attack bonus in groups of 10 or more, +1 attack bonus against dwarves, night fighting; SQ +2 bonus to saves against spells, darkvision, light sensitivity, cold resistance 5; AL CE; SV Fort +5, Ref +1, Will +0; Str 18, Dex 12, Con 16, Int 8, Wis 10, Cha 8.

Skills: Climb +0, Intimidate +3, Jump +0, Knowledge (Northern Marches) +1, Survival +2. *Feats:* Power Attack

Languages: Black Tongue, Old Dwarven Pidgin, High Elven Pidgin, Orcish.

Possessions: Simple clothes of rough cloth and poorly tanned leather (natural colors), heavy hobnail boots, crude scale mail shirt, small wooden shield, wide leather belt, armored greaves, vardatch, large fighting knife, 2 javelins, large belt pouch with 2 man-days of rations.

Orc Trooper, orc fighter 2: CR 2; HD 2d10+6; hp 17; Init +1; Spd 20 ft. (4 squares); AC 17, touch 11, flat-footed 16; Base Atk +2; Grap +6; Atk/Full Atk +7 melee (1d12+4, vardatch) or +3 ranged (1d6+4, javelin); SA +1 attack bonus in groups of 10 or more, +1 damage bonus against dwarves, night fighting; SQ +2 bonus to saves against spells, darkvision, light sensitivity, cold resistance 5; AL NE; SV Fort +6, Ref +1, Will +0; Str 18, Dex 12, Con 16, Int 8, Wis 10, Cha 8.

Skills: Climb +1, Intimidate +3, Jump +1, Knowledge (Northern Marches) +1, Survival +2. *Feats:* Power Attack, Cleave, Weapon Focus (vardatch).

Languages & Possessions: Same as orc recruits, plus large steel shields and 2 extra javelins.

Orc Scout, orc rogue 1/warrior2: CR 2; HD 1d6+2d8; hp 12; Init +2; Spd 30 ft. (6 squares); AC 15, touch 12, flat-footed 13; Base Atk +2; Grap +4; Atk/Full Atk +4 melee (1d6+2, hand axe) or +4 ranged (1d8, light crossbow); SA +1 attack bonus in groups of 10 or more, +1 damage bonus against dwarves, night fighting, sneak attack +1d6, trapfinding; SQ +2 bonus to saves against spells, darkvision, light sensitivity, cold resistance 5; AL CE; SV Fort +3, Ref +4, Will +2; Str 14, Dex 14, Con 10, Int 10, Wis 14, Cha 8.

Skills: Climb +6, Handle Animal +2, Hide +6, Intimidate +7, Jump +2, Knowledge (Northern

Marches) -1, Listen +6, Move Silently +6, Search +4, Sleight of Hand +4, Spot +6, Use Rope +4, Survival +6. *Feats*: Dodge, Track

Languages: Black Tongue, Old Dwarven Pidgin, High Elven Pidgin, Trader's Tongue, Orcish.

Possessions: Stained and greasy leather armor, leggings, rough cloth wrappings tied with leather to serve as boots, small wooden shield, small pack with straps for hand axes, crossbow, and 3 days of rations.

Orc Elite, orc fighter 2/barbarian 1: CR 3; HD 2d10+1d12+9; hp 24; Init +1; Spd 30 ft. (6 squares); AC 18, touch 11, flat-footed 16; Base Atk +3; Grap +7; Atk/Full Atk +8 melee (1d12+4, vardatch) or +4 ranged (1d6+4, javelin); SA +1 attack bonus in groups of 10 or more, +1 attack bonus against dwarves, night fighting, rage; SQ +2 bonus to saves against spells, darkvision, light sensitivity, cold resistance 5, fast movement; AL NE; SV Fort +8, Ref +1, Will +0; Str 18, Dex 12, Con 16, Int 8, Wis 10, Cha 8.

Skills: Climb +2, Intimidate +3, Jump +2, Knowledge (Northern Marches) +1, Survival +2. *Feats*: Power Attack, Cleave, Improved Sunder, Weapon Focus (vardatch).

Languages: Black Tongue, Old Dwarven Pidgin, High Elven Pidgin, Orcish.

Possessions: Simple clothes of rough cloth and poorly tanned leather (natural colors), heavy hobnail boots, sturdy breastplate, large steel shield, wide leather belt, armored greaves, vardatch, large fighting knife, 4 javelins, large belt pouch with 2 man-days of rations.

Orc Marauder, orc rogue 3/barbarian 5: CR 8; Medium Humanoid; 3d6+5d12+16; 61 hp; Init +4; Spd 40 ft. (8 squares); AC 15, touch 13, flat-footed 12; Base Atk +7; Grp +11; Atk +12 melee (1d12+6, masterwork vardatch, two-handed) or +11 ranged (1d6+4, composite shortbow [+4 Str]); Full Atk +12/+7 melee (1d12+6, masterwork vardatch, two-handed) or +10/+5 melee (1d12+4, masterwork vardatch) and +10 melee (1d6+2, throwing axe), or +11 ranged (1d6+4, composite shortbow [+4 Str]); SA rage 2/day, sneak attack +2d6; SQ orc traits, evasion, uncanny dodge, trap sense +2, trapfinding, fast movement, improved uncanny dodge; AL CE; SV Fort +7, Ref +7, Will +2; Str 18, Dex 16, Con 14, Int 8, Wis 10, Cha 6.

Skills: Climb +11, Hide +9, Intimidate +4, Listen +7, Move Silently +9, Search +5, Spot +6, Survival +7, Tumble +9. *Feats*: Point Blank Shot, Rapid Shot, Two-Weapon Fighting.

Languages: Black Tongue, Old Dwarven Pidgin, High Elven Pidgin, Orcish.

Possessions: Leather armor, masterwork vardatch, throwing axes (3), composite shortbow [+4 Str], arrows (30), orcish plague skulls (3), *potion of cure moderate wounds* (x2), *elemental gem*, *elixir of fire breath*, 12 man-days of rations.

Oruk Shock Troop, oruk fighter 1: CR 3; Large Giant (8 ft. 10 in. tall); HD 3d8+1d10+12; hp 31; Init +1; Spd 20 ft. (4 squares); AC 16, touch 9, flat-footed 16; Base Atk +3; Grp +12; Atk/Full Atk +8 melee (3d6+7, large greataxe) or +2 ranged (1d8+5, large javelin); Space/Reach 10 ft./10 ft.; SQ light sensitivity, orc/ogre blood; AL LE; SV Fort +8, Ref +1, Will +2; Str 21, Dex 11, Con 16, Int 10, Wis 10, Cha 4.

Skills: Climb +2, Jump +2, Listen +3, Spot +3. *Feats*: Cleave, Power Attack, Weapon Focus (greataxe).

Languages: Black Tongue, Orcish.

Possessions: Half plate, large greataxe, large javelins (3), 4 man-days rations, 10 gp worth of alcohol, cured meats, and salt.

Oruk Commander, oruk fighter 6: CR 8; Large Giant (9 ft. 4 in. tall); HD 3d8+6d10+27; hp 73; Init +1; Spd 20 ft. (4 squares); AC 20, touch 10, flat-footed 19; Base Atk +8; Grp +18; Atk/Full Atk +15/+10 melee (2d6+8, masterwork greater crafted vardatch) or +9/+4 ranged (1d8+4, masterwork composite longbow [Str 18]); Space/Reach 10 ft./10 ft.; SQ light sensitivity, orc/ogre blood; AL LE; SV Fort +11, Ref +4, Will +4; Str 22, Dex 12, Con 16, Int 10, Wis 13, Cha 9.

Skills: Climb +7, Jump +7, Listen +3, Spot +3. *Feats*: Cleave, Great Cleave, Improved Bull Rush, Improved Sunder, Power Attack, Weapon Focus (vardatch), Weapon Specialization (vardatch).

Languages: Black Tongue, Norther, Orcish.

Possessions: masterwork full plate, large steel shield, masterwork vardatch, masterwork composite longbow [+4 Str], arrows (20), +1 *flaming arrows* (5), +1 *seeking arrows* (5), *potion of cure serious wounds*, 4 man-days rations, 50 gp worth of alcohol, cured meats, maps, metals, and salt.

Legates

Lesser Legate, Erenlander legate 1: CR 1; Medium Humanoid (5 ft. 11 in. tall); HD 1d8+5; hp 13; Init +0; Spd 20 ft. (4 squares); AC 17, touch 10, flat-footed 17; Base Atk +0; Grp +0; Atk/Full Atk +0 melee (1d8, heavy mace) or +0 ranged (1d8, light crossbow); Space/Reach 5 ft./Rft.; SA rebuke undead, spells; AL NE; SV Fort +4, Ref +0, Will +7; Str 10, Dex 10, Con 14, Int 10, Wis 17, Cha 13.

Skills: Concentration +4 (+8), Diplomacy +3, Heal +5, Intimidate +4, Knowledge (central Erenland) +0, Knowledge (religion) +4, Profession (record keeper) +7, Spellcraft +3. *Feats*: Combat Casting, Iron Will, Scribe Scroll.

Languages: Black Tongue, Erenlander.

Spells Prepared (3/2+1; base DC = 13 + spell level; domains: evil and magic):

0—*detect magic*, *detect poison*, *read magic*; 1st—*cause fear*, *cure light wounds*, *protection from good*.*

* Indicates a domain spell.

Possessions: splint mail, heavy mace, light crossbow, 10 bolts, small wooden shield, *scroll of shield of faith*, *scroll of command*, 20 gp.

Soldier Legate, Dorn legate 4: CR 4; Medium Humanoid (6 ft. 5 in. tall); HD 4d8+4; hp 25; Init +4; Spd 20 ft. (4 squares); AC 20, touch 10, flat-footed 20; Base Atk +3; Grp +6; Atk/Full Atk +8 melee (1d8+3, masterwork longsword) or +3 ranged (1d10, heavy crossbow); SA rebuke undead, spells; SQ Astirax companion, cold resistance 5, group fighting, +2 bonus on Survival checks in Northlands; AL LE; SV Fort +6, Ref +1, Will +6; Str 16, Dex 10, Con 13, Int 10, Wis 15, Cha 8.

Skills: Concentration+8 (+12), Craft (weapon-smithing) +2, Handle Animal +3, Heal +9, Intimidate +6, Knowledge (Northlands) +2, Knowledge (religion) +3, Profession (soldier) +3, Spellcraft +3. *Feats:* Combat Casting, Improved Initiative, Power Attack, Weapon Focus (longsword).

Languages: Black Tongue, Erenlander, Norther, Orcish.

Spells Prepared (5/4+1/3+1; base DC = 12 + spell level; domains: destruction and war): 0—*detect magic*, *detect poison*, *guidance*, *read magic*, *resistance*; 1st—*bane*, *cause fear*, *cure light wounds*, *magic weapon*, *shield of faith*; 2nd—*bull's strength*, *darkness*, *shatter*, *spiritual weapon* *.

* Indicates domain spells.

Possessions: Full plate, large steel shield, masterwork longsword, heavy crossbow, 20 bolts, *scroll of cure moderate wounds*, *scroll of sound burst*, *scroll of speak with dead*, fine ceremonial clothing, ornate scroll case, 35 gp, 50 gp worth of fine alcohol, maps, metals, silks, and spices.

Veteran Soldier Legate, Dorn legate 4/fighter 4: CR 8; Medium Humanoid (6 ft. 5 in. tall); HD 4d8+4d10+8; hp 50; Init +5; Spd 20 ft. (4 squares); AC 21, touch 11, flat-footed 20; Base Atk +7; Grp +10; Atk +12 melee (1d8+5, masterwork longsword) or +8 ranged (1d8+3, composite longbow [Str 16]); Full Atk +12/+7 melee (1d8+5, masterwork longsword) or +8/+3 ranged (1d8+3, composite longbow [Str 16]); SA rebuke undead, spells; SQ astirax companion, cold resistance 5, group fighting, +2 bonus on Survival checks in Northlands, literate; AL LE; SV Fort +11, Ref +4, Will +8; Str 16, Dex 12, Con 13, Int 10, Wis 15, Cha 8.

Skills: Concentration +8 (+12), Craft (weapon-smithing) +2, Handle Animal +7, Heal +11, Intimidate +6, Knowledge (Northlands) +2, Knowledge (religion) +3, Profession (soldier) +7, Spellcraft +3. *Feats:* Cleave, Combat Casting, Improved Initiative, Point Blank Shot, Power Attack, Precise Shot, Weapon Focus (longsword), Weapon Specialization (longsword).

Languages: Black Tongue, Erenlander, Norther, Orcish.

Spells Prepared (5/4+1/3+1; base DC = 13 + spell level; domains: death and war): 0—*detect magic*, *detect*

poison, *guidance*, *read magic*, *resistance*; 1st—*bane*, *cause fear**, *cure light wounds*, *magic weapon*, *shield of faith*; 2nd—*bull's strength*, *darkness*, *death knell**, *spiritual weapon*.

* Indicates domain spells.

Possessions: Masterwork full plate, masterwork large steel shield, masterwork longsword, composite longbow [Str 16], arrows (20), masterwork arrows (20), +1 *flaming arrows* (20), *cloak of protection* +1, *potion of levitate*, *potion of rage*, *scroll of cure serious wounds* (x2), *scroll of dispel magic*, *scroll of speak with dead*, ornate scroll case, 35 gp, 100 gp worth of fine alcohol, maps, metals, and spices.

Temple Legate, Sarcosan legate 8: CR 8; Medium Humanoid (5 Ft. 4 in. tall); HD 8d8+8; hp 47; Init -1; Spd 20 ft.; AC 15, touch 9, flat-footed 15; Base Atk +6; Grp +6; Atk +7 melee (1d6, masterwork light mace); Full Atk +7/+2 melee (1d6, masterwork light mace); SA rebuke undead, spells; SQ Astirax companion, +1 on weapon damage rolls from horseback, natural horseman, +2 bonus on Survival on southern plains, +2 bonus on Gather Information and Knowledge in large cities, literate; AL LE; SV Fort +7, Ref +2, Will +9; Str 10, Dex 8, Con 12, Int 13, Wis 17, Cha 14.

Skills: Bluff +4, Concentration +8, Diplomacy +11, Intimidate +3, Knowledge (arcana) +3, Knowledge (southern Erenland) +2, Knowledge (religion) +7, Sense Motive +5, Spellcraft +7. *Feats:* Scribe Scroll, Skill Focus (Diplomacy), Spell Focus (Necromancy), Spell Focus (Enchantment).

Languages: Black Tongue, Colonial, Courtier, Erenlander, Trader's Tongue.

Spells Prepared (6/5+1/4+1/4+1/2+1; base DC = 13 + spell level; domains: death and evil): 0—*detect magic*, *detect poison*, *guidance*, *read magic* (x2), *resistance*; 1st—*bane*†, *cause fear**†, *comprehend languages*, *cure light wounds*, *entropic shield*, *sanctuary*; 2nd—*cure moderate wounds*, *darkness*, *desecrate**†, *enthrall*†, *hold person*†; 3rd—*animate dead**†, *bestow curse*†, *blindness/deafness*, *dispel magic*, *prayer*; 4th—*discern lies*, *poison*†, *unholy blight**.

* Indicates domain spell.

† Enchantment or Necromancy spell. The base save DC for these spells, where applicable, is 14 + spell level.

Possessions: +1 *chain shirt*, large steel shield, masterwork light mace, +1 *ring of protection*, *potion of levitate*, *potion of blur*, *potion of gaseous form*, *scroll of command*, *scroll of cure moderate wounds*, *scroll of glyph of warding*, *scroll of neutralize poison*, *scroll of restoration*, *scroll of commune*, 40 gp, 150 gp worth of fine alcohol, maps, metals, perfumes, silks, and spices.

Other NPCs

Gnome Captain, male gnome expert 6: CR 5; Small Humanoid (3 Ft. tall); HD 5d6+5; hp 22; Init +1; Spd 20 ft. (4 squares); AC 13, touch 11, flat-footed 12;

Base Atk +3; Grp -1; Atk/Full Atk +2 melee (1d4-1, dagger); SQ +2 bonus to spell saves, hold breath for 36 rounds, low-light vision, smuggling and trading bonuses; AL N; SV Fort +3, Ref +2, Will +7; Str 9, Dex 13, Con 12, Int 15, Wis 16, Cha 16.

Skills: Appraise +8 (+12 when trading), Bluff +8 (+12 when trading or smuggling), Diplomacy +8 (+12 when trading), Forgery +6 (+10 when smuggling), Gather Information +7 (+11 when smuggling), Knowledge (Eren River Valley) +8, Knowledge (Sea of Pelluria) +9, Perform (flute, sing) +6, Profession (trader) +9 (+13 when trading), Profession (sailor) +9, Sense Motive +8, Survival +5 (+9 on rivers), Swim +6, Use Rope +5. *Feats:* Leadership, Negotiator

Languages: Black Tongue, Colonial Pidgin, Erenlander, High Elven Pidgin, Norther, Old Dwarven, Orcish, Trader's Tongue.

Possessions: Leather armor, dagger, 100 gp in alcohol, gems, maps, weapons or coins, sailor's clothes.

Gnome ship captains are canny, resourceful, and—most of the time anyway—out primarily for themselves. Though they care little for Izrador and his minions, they nevertheless know that the servants of the dark god deserve respect and caution. A gnome captain is likely to be quite mercenary in his outlook, willing to smuggle anything (including refugees) if the price is right, but those who approach him had better make it worth his while. A gnome captain is aware of the risks that he runs, knows that most smugglers face time in prison and perhaps some torture before being released, and is ready to face the consequences.

Some gnome commanders are less selfish in their dealings—indeed, some are downright heroic, using their positions as traders to aid those in need (such captains are of good rather than neutral alignment). These captains run even greater risks than their more pragmatic fellows, for they face even harsher punishments should they be caught. Death is the least of a freedom-fighter's worries while under Izrador's iron heel.

Gnome Crewman, male gnome expert 1: CR 1/2; Small Humanoid (3 Ft. tall); HD 1d6; hp 3; Init +1; Spd 20 ft. (4 squares); AC 11, touch 11, flat-footed 10; Base Atk +0; Grp -2; Atk/Full Atk -1 melee (1d4-1, dagger); SQ +2 bonus to spell saves, hold breath for 36 rounds, low-light vision, smuggling and trading bonuses; AL N; SV Fort +0, Ref +1, Will +3; Str 9, Dex 12, Con 10, Int 13, Wis 13, Cha 14.

Skills: Appraise +3 (+7 when trading), Bluff +5 (+9 when trading or smuggling), Diplomacy +4 (+8 when trading), Forgery +2 (+6 when smuggling), Gather Information +3 (+7 when smuggling), Knowledge (Eren River Valley) +4, Perform (flute, sing) +4, Profession (trader) +4 (+8 when trading), Profession (sailor) +6, Sense Motive +3, Survival +3 (+7 on rivers), Swim +1, Use Rope +2.

Feats: Skill Focus (Profession [sailor]).

Languages: Colonial Pidgin, Erenlander, High Elven Pidgin, Norther, Old Dwarven, Orcish, Trader's Tongue.

Possessions: Dagger, sailor's clothes.

Gnome crewmen are just as canny as their captains. Lacking only experience, even low-ranking crewmen can be skilled negotiators, wily traders, and cunning smugglers. Gnome crewmen in port are always ready for a drink, a song, or a game of chance. Like their captains, a few have more benevolent motives and might be willing to help those in need out of a sense of justice and fair-play, rather than base greed.

Human Gang Leader, male Erenlander warrior 8: CR 7; Medium Humanoid (6 ft. tall); HD 8d8+24; hp 60; Init +1; Spd 30 ft. (6 squares); AC 15, touch 11, flat-footed 14; Base Atk +8; Grp +11; Atk +11 melee (1d8+3, longsword); Full Atk +11/+6 melee (1d8+3, longsword); AL N; SV Fort +9, Ref +3, Will +3; Str 16, Dex 12, Con 16, Int 10, Wis 12, Cha 14.

Skills: Bluff +9, Climb +10, Intimidate +10, Jump +8, Ride +4, Swim +7. *Feats:* Cleave, Leadership, Persuasive, Power Attack.

Languages: Erenlander, Norther.

Possessions: Longsword, studded leather armor, small wooden shield, 25 gp worth of gems, food, alcohol and coins.

Roving gangs who fight tooth and nail to control a few scraps of territory are a constant hazard in the ruins of Highwall. These gangs are ruthless and have no qualms about preying on lone travelers or anyone else that they think might have food or possessions that they can trade or use themselves. A typical gang leader spent his entire life in the ruins, fighting to stay alive and rising to the top of a gang through sheer brutality and uncaring violence. Such an individual is not likely to be willing to negotiate, unless faced by an obviously stronger force. Gang leaders might be persuaded to assist outsiders with shelter, supplies, or even aid in battle, but such aid is unreliable and must be made worth the gang's while.

Human Gang Member/Guard, male Erenlander warrior 1: CR 1/2; Medium Humanoid (6 ft. tall); HD 1d8+3; hp 7; Init +0; Spd 30 ft. (6 squares); AC 14, touch 11, flat-footed 13; Base Atk +1; Grp +4; Atk/Full Atk +5 melee (1d6+3, light mace); AL N; SV Fort +6, Ref +0, Will +0; Str 16, Dex 10, Con 16, Int 9, Wis 10, Cha 10.

Skills: Climb +4, Intimidate +5, Jump +4, Swim +4.

Feats: Cleave, Power Attack, Weapon Focus (light mace).

Languages: Erenlander, Norther.

Possessions: Light mace, studded leather armor, small wooden shield.

There is not much difference between the vicious human gang members who roam the streets and the human guards who have the legate's semi-official leave to enforce order in the ruins. Both are drawn from the

same source, and both are equally vicious and ready to use violence for their own gain. When encountering a gang or a unit of human guards, the above statistics can be used for either.

Guard Commander, Male Erenlander fighter 6: CR 6; Medium Humanoid (6 ft. tall); HD 6d10+18; hp 51; Init +5; Spd 20 ft. (4 squares); AC 18, touch 11, flat-footed 17; Base Atk +6; Grp +9; Atk +10 melee (1d8+5, longsword); Full Atk +10/+5 melee (1d8+5, longsword); AL NE; SV Fort +8, Ref +3, Will +2; Str 16, Dex 12, Con 16, Int 12, Wis 10, Cha 12.

Skills: Bluff +8, Climb +6, Handle Animal +5, Intimidate +9, Jump +8, Ride +3, Swim +6.

Feats: Cleave, Dodge, Great Cleave, Improved Initiative, Leadership, Mobility, Power Attack, Weapon Focus (longsword), Weapon Specialization (longsword).

Languages: Black Tongue, Erenlander, Norther.

Possessions: Longsword, chainmail, large wooden shield, approximately 50 gp worth of coins, alcohol, dried meats, salt, and metals.

The legates know that the orcs alone cannot keep order in Highwall. When orcs are needed for military duties, patrols and “peacekeeping” in the ruins fall to humans officially selected for such duties. These humans are chosen for effectiveness rather than loyalty and are often recruited from among the ranks of human gang leaders, individuals who have shown themselves to be among the most capable and dangerous of the semi-feral rabble that dwells in the ruins. In the legates’ opinion, it is probably best to keep such individuals close and at least buy their loyalty with official sanction, rather than allow them to cause trouble. Besides, it keeps the populace quiet and spares the legates the trouble of keeping the humans in line.

Undead

As the site of one of the most tragic and bloody massacres of the Third Age and the Shadow’s center of power, Highwall is full of undead and troubled spirits. Today, as the pathetic humans who scabble for existence in the city’s ruins starve or die from violence, corpses are often left unattended and rise again as the horrifying creatures known as the Fell. When encountering the Fell, use the following as sample creatures.

Ungral: CR 1; Medium Undead (6 Ft. tall); HD 1d12; hp 6; Init +0; Spd 30 ft. (6 squares); AC 14, touch 11, flat-footed 13; Base Atk +1; Grp +4; Atk/Full Atk +4 melee (1d6+3, slam); SQ Undead traits; AL NE; SV Fort +6, Ref +0, Will +0; Str 16, Dex 10, Con —, Int 9, Wis 10, Cha 10.

Skills: Climb +3, Intimidate +4, Jump +3, Swim +3.

Feats: Cleave, Power Attack.

Languages: Erenlander or Norther.

Faengral: CR 7; Medium Undead (6 ft. tall); HD 6d12; hp 39; Init +5; Spd 30 ft. (6 squares); AC 14, touch 11, flat-footed 13; Base Atk +6; Grp +10; Atk +11 melee (1d6+4, slam); Full Atk +11/+6 melee (1d6+4, slam); SQ Undead traits, scent; AL NE; SV Fort +8, Ref +3, Will +2; Str 18, Dex 12, Con —, Int 8, Wis 8, Cha 10.

Skills: Climb +4, Hide +5, Intimidate +8, Jump +6, Listen +3, Move Silently +5, Spot +3, Swim +6.

Feats: Cleave, Dodge, Improved Bull Rush, Improved Initiative, Leadership, Mobility, Power Attack, Spring Attack.

Languages: Erenlander or Norther.

Maelgral: CR 1/2; Medium Undead (6 ft. tall); HD 2d12; hp 13; Init +1; Spd 30 ft. (6 squares); AC 12, touch 10, flat-footed 12; Base Atk +1; Grp +5; Atk/Full Atk +5 melee (1d6+4 slam); SQ Undead traits, single actions only; AL N; SV Fort +0, Ref +0, Will +1; Str 18, Dex 10, Con —, Int 2, Wis 10, Cha 1.

Other undead such as ghosts, shadows, specters, wights, and wraiths also stalk the rubble-filled streets of Highwall.

CHAPTER 3

Theros Obsidia

All hail the Lord of Darkness! All hail that which shall reign forever! All hail the eternal shadow and its mighty tower! All hail Izrador! All shall tremble in the sight of your dread abode—Theros Obsidia the everlasting!

— From the Order of Shadow's twilight invocation

It is a sign of the enormity of Izrador's evil that the symbol of his power now rises from the ruins of a city that was once the greatest center of learning and enlightenment in all of Eredane. The mighty tower that is said to house the black spirit of the dread god is a constant reminder of the Shadow's triumph, a sign of despair and loss where once stood a beacon of hope and peace.

Theros Obsidia is easily the largest and most impressive structure on Aryth. It was, after all, built with the aid of a fallen god and the foulest magics. Its name comes from its glassy black sheen, as if it were constructed of obsidian. In reality, the tower was drawn from the very bedrock beneath Highwall and transformed into a solid massif of indestructible black stone.

The fortress is divided into four distinct sections: Theros Obsidia Minor, the smaller tower that rises from the waterfront district; the keep, which sprawls across the ruins of Highwall and contains living quarters, barracks, administrative facilities, and other mundane locations; the subterranean levels, containing dungeons, storage, and the lair of the Night King Zardrix; and finally Theros Obsidia Major, the great black tower that rears more than 2,000 feet above the ruins, housing the quarters of the other Night Kings and Shadow's innermost sanctums.

Theros Obsidia is actually a vast city in itself, separate and independent from the ruins of Highwall that surround it. The orc garrison and many of Izrador's legates dwell in the city and oversee its pathetic inhabitants, but Theros Obsidia is where the important deci-

sions are made about the occupation and final conquest of Aryth. In every way it is the heart and soul of the Shadow's dominion; the surrounding town is, at best, a sometimes useful source of building materials and slave labor, and a port for goods shipped across the Sea of Pelluria.

Adventuring

Actually entering the very citadel of the Shadow represents the greatest challenge possible for adventurers in the world of MIDNIGHT. "Dangerous" and "deadly" do not begin to describe the peril that lies within Theros Obsidia's gleaming walls. Those who come to the black tower risk more than mere death—utter destruction and complete obliteration are probably the kindest of fates that Izrador and the Night Kings reserve for intruders. An eternity of suffering at the hands of Izrador's most diabolical minions, servitude in the foulest and abominable shape imaginable without even the hope of death, transformation into a slave of the dark god and being forced to stalk and slay the ones they love the most—these are only a sample of the horrific fates that await those who violate the Shadow's *sanctum sanctorum*.

Nevertheless, the bravest and boldest of adventurers—those who dare to defy Izrador even in his hour of triumph—may find themselves at the heart of his domain, ready to strike directly and frustrate the enemy on his home territory. Though the perils of this approach are manifestly obvious, there are still ways of doing so. The interior of Theros Obsidia contains millions of square feet of chambers, corridors, halls, stairs, passages, and balconies, and the Shadow's minions cannot watch every part of it. Theros Obsidia is like a city in itself, and there may be large areas that are rarely visited or contain space where interlopers can hide. Even if the alarm is raised, the staff of the massive tower cannot

be everywhere at once, and a skilled adventurer might actually be able to make his escape.

As important to an adventurer as how he enters Theros Obsidia is why. Who in his right mind would attempt to enter the fortress of ultimate darkness where the very embodiment of evil is said to dwell?

The traditional motivations of greed and desire for personal gain are considerably less prevalent in the grim world of MIDNIGHT, but they can't be discounted entirely. Amoral or self-interested characters might seek the vast treasures stored in the vaults of Theros Obsidia, though it should be noted that these vaults are probably the best-guarded and protected places on Aryth, and the penalties for attempting to steal from them are too horrible to imagine.

Some few brave heroes might have another motivation for entering the tower itself—to strike back at Izrador in the very heart of his domain. This noble task may well end in the death (or far worse) of the intruders, though the slain heroes may succeed in frustrating or delaying the Shadow's schemes. As such, it might make an excellent (and suitably heroic and tragic) end for a MIDNIGHT campaign, for only the most powerful and capable characters stand any chance of entering Theros Obsidia and staying alive for any significant period of time.

By far the most likely way that player characters will come to the Shadow's tower, however, is as prisoners. Characters who have gained renown as resistance fighters may well be brought to the tower for interrogation...and worse. No one has ever escaped from the dungeons below Theros Obsidia, but the player characters are unique heroes blessed by providence, and if they are brave and resourceful enough, they could well be the first.

Entering and leaving Theros Obsidia is an even greater challenge, and at best a party of adventurers can expect to lose several members before its survivors can make their way out of the tower. Those who violate the sanctity of the Shadow's fortress will find themselves hunted criminals, facing a fate too terrible to contemplate should the enemy ever find them.

Of course, there is always the option of joining the ranks of the Shadow and actually playing Izrador's minions—orc warriors, human traitors, or even the legates themselves. These and other reasons and motivations for adventuring in both Highwall and Theros Obsidia are more fully developed in Chapter 4.

Theros Obsidia Minor

The main route from the waterfront district below to the ruins of Highwall above is this smaller version of Theros Obsidia. It is about 250 feet in height, rising about 50 feet above the cliff top. A 25-foot-wide walkway extends from the tower to the lower levels of Theros Obsidia Major.

There are eight levels inside Theros Obsidia

Minor; it is normally occupied by its garrison of legates and human soldiers—the orcs dislike service this close to the water and generally avoid Theros Obsidia Minor unless absolutely necessary.

1. Entry

Thick wood gates bound with iron provide entrance to the lowest level of the tower. The lowest level is one large chamber set about with stone columns. Goods can be kept in this chamber before being hauled up the switchbacks, along with dray animals and even occasionally merchant crews who actually make camp in the vastness of the entry level.

2. Stairs

A 12-foot-wide spiral staircase climbs the inside of the tower, stopping at landings on each level.

3–5. Barracks

About 300 human warriors occupy the tower and act as the garrison for the waterfront. They are under the command of the temple legate Nalthus, who sees the posting as something of a punishment for being too ambitious in Theros Obsidia. The troops are dedicated to the defense of the lower city, and leave keeping order on a day-to-day basis to the human guards who actually occupy the waterfront.

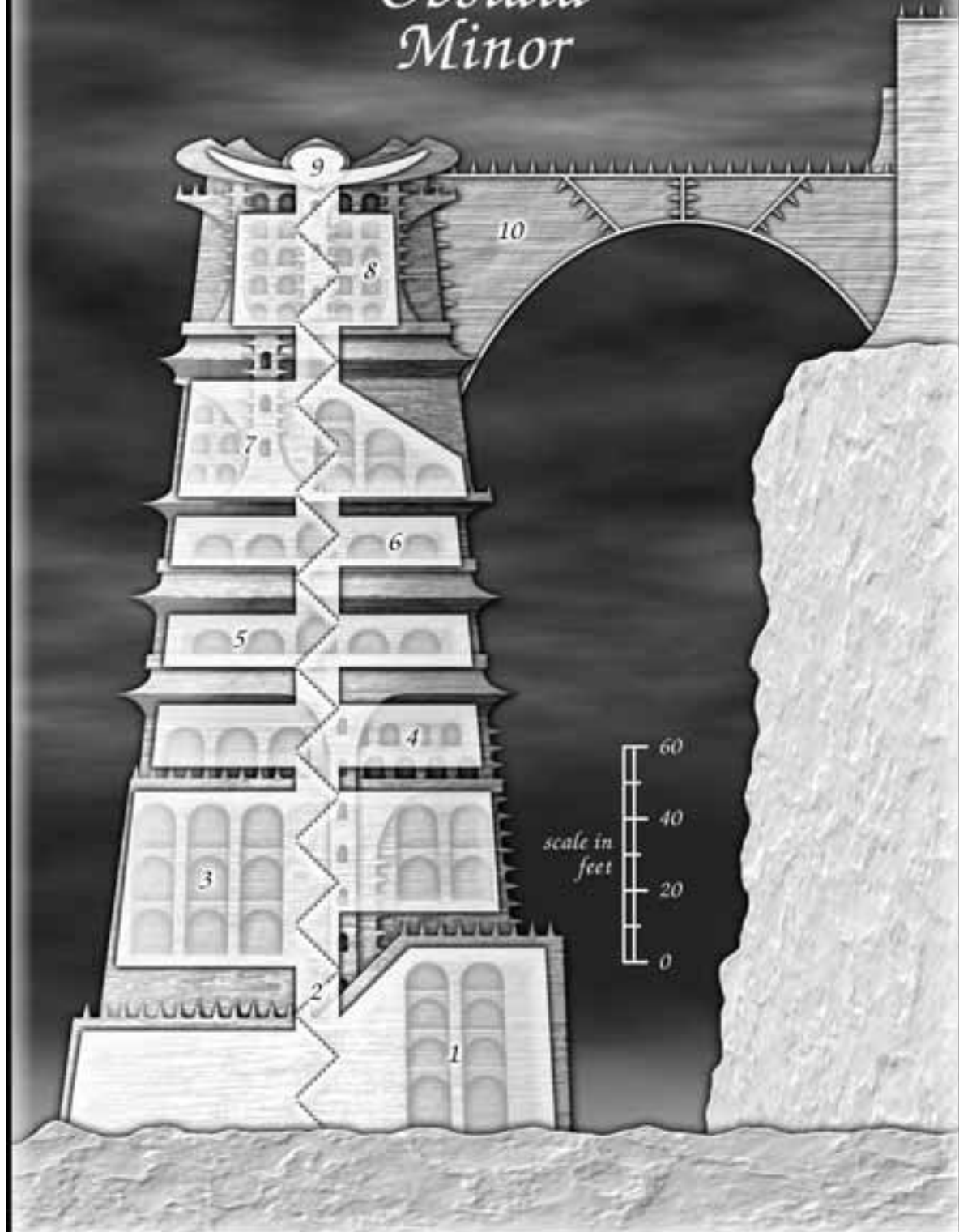
Nalthus, Male Dorn legate 12: CR 12; Medium Humanoid (5 ft. 6 in. tall); HD 12d8; hp 54; Init +2; Spd 20 ft. (4 squares); AC 16, touch 12, flatfooted 14; Base Atk +9; Grp +10; Atk +14 melee (1d8+4, +3 *flail*); Full Atk +14/+9 melee (1d8+4, +3 *flail*); SQ astirax companion, rebuke undead, literate; AL LE; SV Fort +8, Ref +6, Will +14; Str 12, Dex 14, Con 10, Int 16, Wis 18, Cha 15.

Skills: Balance +5 Concentration +10, Hide +7, Intimidate +12, Knowledge (arcana) +12, Knowledge (nature) +12, Listen +9, Move Silently +6 Search +7 Spot +8 Swim +6, Tumble +7, Use Rope +5. **Feats:** Enlarge Spell, Iron Will, Power Attack, Silent Spell, Still Spell, Weapon Focus (flail).

Languages: Black Tongue, Danisil, Erenlander, Norther, Orcish.

Spells Prepared (6/6+1/5+1/5+1/4+1/3+1/2+1; base DC = 13 + spell level; domains: death and evil) 0—*detect magic, detect poison, inflict minor wounds, read magic, resistance*; 1st—*bane, command, doom, inflict light wounds (x2), protection from good*, summon monster I*; 2nd—*aid, darkness, death knell*, enthrall, inflict moderate wounds, silence*; 3rd—*animate dead*, dispel magic, inflict serious wounds (x2), prayer*; 4th—*command (greater), inflict critical wounds (x2), monster summoning IV, unholy blight**; 5th—*dispel good, flame strike, inflict light wounds (mass), slay living**; 6th—

Theros Obsidia Minor



create undead, harm, inflict moderate wounds (mass).*

*Indicates a domain spell.

Possessions: Masterwork chain shirt, flail +3, potions of cure serious wounds (x3), potion of rage, scroll of neutralize poison, scroll of restoration, 100 gp, 150 gp worth of fine alcohol, maps, metals, perfumes, silks and spices.

Appearance and Personality: The legate has a rough and eager look about him. His black hair is close-cropped and his eyes are intense. He wears a shining mail shirt and carries a finely crafted flail.

Originally an ambitious temple legate, Nalthus ran afoul of more skilled schemers and found himself “promoted” to command of the waterfront garrison of Highwall. Ostensibly a coveted position, Nalthus knew that it was nothing more than a way for his rivals to get rid of him. The waterfront is not likely to be attacked, and the most that his troops do is break up fights and sometimes pursue escaping refugees. Determined to return to a position of power in Theros Obsidia, Nalthus has become a stickler for procedure and discipline, transforming the once-lax garrison into a model of military precision.

6. Siege Weaponry

This level contains several items used in the defense of the tower against attackers, including cauldrons for heating sand, water and lead to be poured on foes below, and four heavy ballistae, which have sufficient range to strike ships in the water beyond the city. They are normally kept disassembled and in storage but can be deployed within minutes should anyone threaten the city. Of course, the chances of anyone putting together a force large enough to threaten Highwall is minimal, so the ballistae have never been fired in anger.

7–8. Storage

These two levels are devoted to storage of trade goods that cannot be immediately taken into Highwall, including weapons and supplies for the lower town.

9. Roof Level

The spiral staircase ends at the roof, where two more ballistae are mounted.

10. Bridge

This bridge crosses the gap between Theros Obsidia Minor and Major, connected to level two of the larger tower.

The Keep

The sprawling complex at the base of Theros Obsidia Major is known as the Keep and extends throughout the ruins, dwarfing the remnants of the once-great city. The more mundane functions of Theros Obsidia—the barracks, prison cells, warehouse, stables, and so forth—are housed in the keep, and this is where basic administration of the city and the empire takes place.

1. Legates’ Residences

About a thousand legates occupy Highwall. Most reside in this wing of the Keep, in dormitory-like rooms, eating and working communally. Higher-ranking temple legates have private and somewhat more luxurious residences.

2. Smithy

This dark complex has grown haphazardly over the past decades, finally transformed into a sprawling monstrosity where orcs, trolls, ogres, and enslaved humans and dwarves labor on weapons, armor, and other forged items for the Shadow’s legions. The items produced by this vast, smoking, foul-smelling structure are generally of poor quality (though legates, commanders, and other more influential minions can receive items of up to masterwork quality if needed), but they are adequate for the vast hordes that serve Izrador.

3. Warehouses

This section of the Keep contains warehouse and storage facilities, containing vast quantities of grains, dried meat, fruit, clothing, armor, weapons, and almost every other item that is needed in the fortress. Rations are doled out to the orcs and human warriors on a daily basis; however, quantities are usually inadequate, forcing Izrador’s warriors to forage, and they often take food from the impoverished humans of the city. Sometimes the unfortunate inhabitants themselves become food, for the orcs are not particular about their food sources (or, for that matter, whether or not it is still living when they eat it).

4. Barracks

In addition to the 14,000 or so ordinary orc troops who are housed in the ruins of Highwall, more than 2,000 elite orcs form the Theros Obsidia garrison, known as the *Izrados Actemi*. These grim gray structures are devoted to living space for the orcs of the garrison. They include large barracks housing up to a hundred orcs each, larger chambers for oruk officers and the

largest quarters of all for the garrison commander, Zagaras. Independent of other orc commanders, Zagaras answers only to the Night Kings and Izrador himself.

Zagaras, male orc fighter 12/barbarian 6: CR 18; Medium Humanoid; HD 12d10+6d12+72; hp 177; Init +2; Spd 30 (6 squares); AC 19, touch 12, flatfooted 17; Base Atk +18; Grap +23; Atk +26 melee (1d12+11+1d6 cold/19–20/x3, +2 *frost greataxe*) or +23 ranged (1d6+5, javelin); Full Atk +26/+21/+16/+11 melee (1d12+11+1d6 cold/19–20/x3, +2 *frost greataxe*) or +23/+18/+13/+8 ranged (1d6+5, javelin); SA +1 attack bonus in groups of 10 or more, +1 damage bonus against dwarves, night fighting, rage 2/day; SQ +2 bonus to saves against spells, cold resistance 5, darkvision, fast movement, improved uncanny dodge, light sensitivity, trap sense +2; AL LE; SV Fort +17, Ref +8; Will +8; Str 20, Dex 14, Con 18, Int 12, Wis 14, Cha 14.

Skills: Climb +15, Craft (metalsmith) +7, Handle Animal +12, Intimidate +18, Jump +14, Listen +7, Ride +12, Survival +7, Swim +14. **Feats:** Alertness, Cleave, Combat Reflexes, Dodge, Great Cleave, Improved Critical (battleaxe), Iron Will, Leadership, Mobility, Power Attack, Spring Attack, Weapon Focus (greataxe), Weapon Specialization (greataxe), Whirlwind Attack.

Languages: Black Tongue, Old Dwarven Pidgin, High Elven Pidgin, Orcish, Erenlander.

Possessions: +2 *frost greataxe*, +2 *chainmail*, 4 javelins, *potion of heroism* (x2), *potion of cure serious wounds* (x3), 4 man-days rations, 100 gp worth of alcohol, cured meats, maps, gems, miscellaneous coins.

Appearance and Personality: Zagaras regards his enemies with a baleful glare, his black eyes brimming with hate and barely restrained violence. He goes clad in rugged chainmail and easily bears a great two-handed, blue-bladed axe. His face is covered in ritualistic patterns of scars and the dried scalps of a dozen foes hang from his belt.

An exceptionally intelligent and capable orc, Zagaras distinguished himself on the Kaladrun front, aiding in the struggle against the hated and tenacious dwarves. Initially, Zagaras served as a scout, aiding Izrador's eastern armies behind enemy lines, observing troop movements, surreptitiously entering dwarf fortresses and cave complexes, and even committing acts of sabotage and assassination. Soon, Zagaras had been promoted to command an entire legion for the Feral Mothers tribe. After a distinguished career as a warrior and war leader, Zagaras won his greatest glory when he led his legion against a strongly fortified dwarven stronghold in the Icewall Mountains. Zagaras fought an ancient dwarven chieftain in single combat and flung him down from the walls of the fortress. In the end, the fortress was taken, with only Zagaras himself standing alone and wounded on the battlements.

It was an achievement that not even the Night Kings or their master could ignore. Zagaras was summoned to Theros Obsidia by Jahzir, the Sword of Shadow, and met in solemn council with the assembled

Night Kings. Unafraid and matter-of-factly, Zagaras recounted his exploits and simply thanked the Night Kings and Izrador for giving him the opportunity to serve the Shadow. As he completed his story, the room grew dark and in a swirl of inky blackness, Izrador himself manifested and decreed that Zagaras was to be the commander of his personal garrison.

This was unusual—Zagaras was an ordinary orc and not an oruk as was customary, but with an endorsement of this magnitude, Zagaras quickly consolidated power and soon was the undisputed leader of the garrison. Today, surrounded by a core of loyal oruk officers and orc enforcers, he runs Theros Obsidia's garrison with an iron hand, and his subordinates are a model of obedience and efficiency.

From time to time, however, Zagaras grows restless. He enjoyed his old life as a scout and sometimes loses patience with the static, comparatively uninteresting life of a garrison commander. At these times, he leads a hand-picked warband on patrols around Theros Obsidia, seeking out intruders, refugees, enemies, and any unauthorized visitors, whom he and his warriors deal with quickly and violently. Even these forays haven't been enough for Zagaras lately, and he secretly longs to return to the eastern front, where he can turn his frustrated violent urges against his traditional enemies, the dwarves. So far Zagaras can't come up with any way to petition for reassignment, for neither the Night Kings nor Izrador will look kindly on such a request.

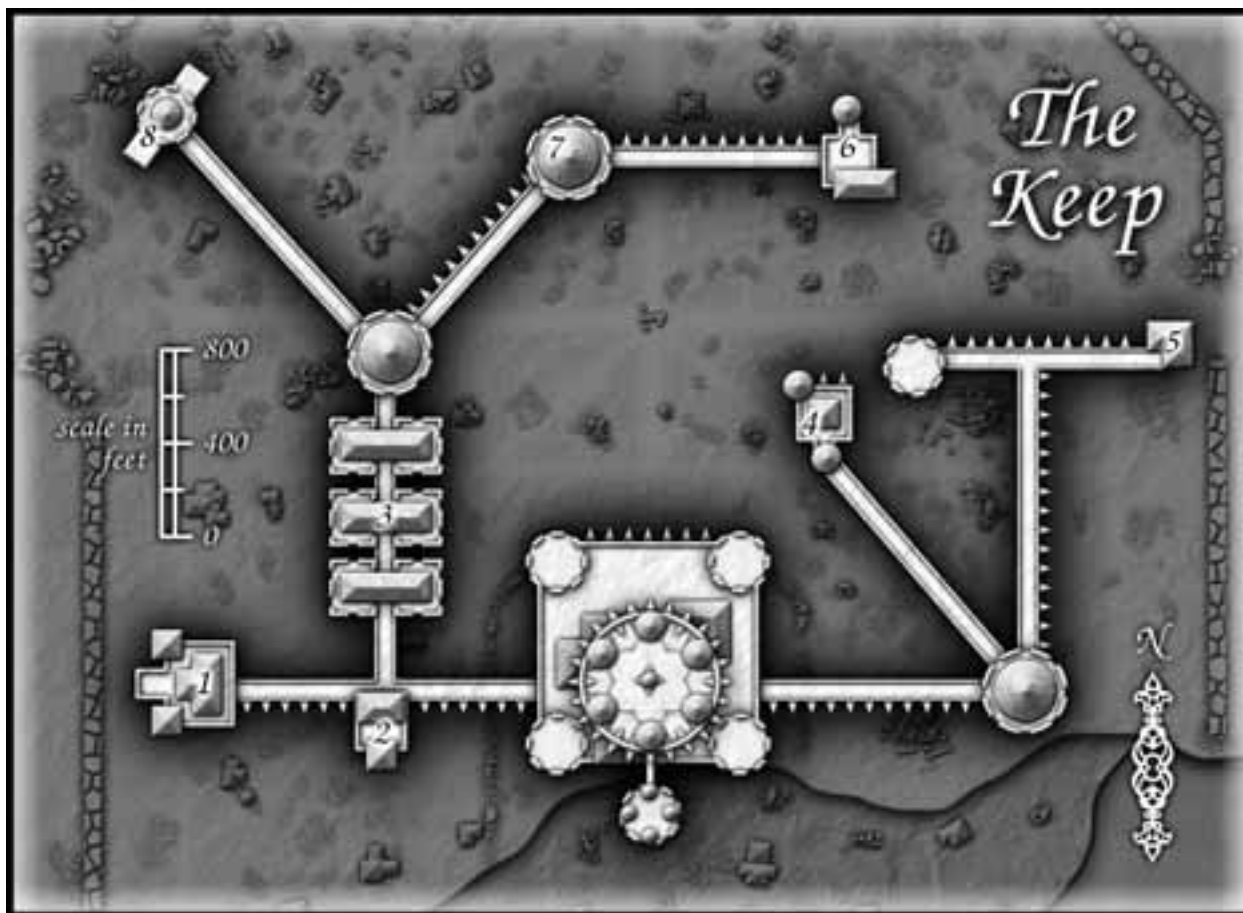
5. Stables

The stables are divided between horses, ridden by the human guards and legates, and the boros ridden by the orcs. The two species tend not to like one another, and it is up to the two stablemasters—Pargul the orc and Mandrisan, a human soldier legate—to keep the animals healthy and peaceful.

6. Guard Barracks

The human guards who are responsible for keeping order in the ruins are housed in untidy barracks, forced to sleep in cramped bunks and eat in large, crowded mess halls. Despite this, conditions are far safer and more secure than on the streets of Highwall, and the guards—recruited from the dregs of the ruins' human inhabitants—have considerably more status in the legates' eyes than their less fortunate fellows. The guard is under the command of the soldier legate Darsila.

Darsila, female Erenlander legate 10: CR 10; Medium Humanoid (5 ft. 4 in. tall); HD 10d8+10; hp 55; Init +1; Spd 20 ft. (4 squares); AC 21, touch 11, flatfooted 20; Base Atk +7; Grp +10; Atk +14 melee (1d8+5, +2 *longsword*); Full Atk +14/+9 melee (1d8+5, +2 *longsword*); SQ Astirax companion, rebuke undead, literate; AL LE; SV Fort +8, Ref +4, Will +9; Str 16,



Dex 12, Con 12, Int 13, Wis 15, Cha 16.

Skills: Concentration +6, Diplomacy +8, Handle Animal +4, Heal +4, Intimidate +8, Knowledge (arcana) +6, Knowledge (religion) +6, Profession (soldier) +5, Spellcraft +6. **Feats:** Cleave, Enlarge Spell, Leadership, Power Attack, Quicken Spell, Weapon Focus (longsword).

Languages: Black Tongue, Erenlander.

Spells Prepared (6/5+1/5+1/3+1/3+1/2+1; base DC = 13 + spell level; domains: death and war) 0—*detect magic, detect poison, inflict minor wounds, read magic, resistance, virtue*; 1st—*bane, divine favor, inflict light wounds, magic weapon**, obscuring mist, shield of faith; 2nd—*aid, bull's strength, darkness, death knell, owl's wisdom, spiritual weapon**; 3rd—*animate dead**, inflict serious wounds, prayer; 4th—*command (greater), death ward, divine power**, inflict critical wounds; 5th—*dispel good, flame strike**, magic weapon (greater).

*Indicates a domain spell.

Possessions: Full plate armor +1, longsword +2, 200 gp worth of fine alcohol, silk, gems, and spices.

Appearance and Personality: Darsila wears plate armor emblazoned with Izzador's sigil. She has short red hair, and her skin is pale but splashed with freckles. Her expression is hard, however, and she is armed with a

black steel longsword. When she barks orders to her troops, her voice is clipped and cold, her words penetrating like a spearpoint.

Shunning the petty politics of the temple legates, Darsila realized that as a woman she had a much better chance at winning glory in Izzador's service as a soldier legate. Though she did well, her gender still worked against her, for most other legates were male. She found her calling as commander of Highwall's city guard, however, and has served with distinction, to the point that some high-ranking soldier legates have begun to consider her for a battlefield command.

7. Watchtower

A mixed unit of humans and orcs is garrisoned at this tower as a quick-response force should any trouble arise in the city proper. Lookouts are posted on the roof and report immediately if any large-scale insurrections, riots, or other disturbances erupt. The orcs and humans are usually low-skilled warriors sent to the tower for punishment duty and are deployed into the ruins if trouble arises that the city guard cannot handle on its own. About 150 orcs share quarters with about 200 humans, and fights between the two factions are not uncommon.

8. Fortress of the Legates Martial

The soldier legates take great pride in their accomplishments and their duties as the strong sword-arm of Izrador. Among the soldier legates, the legates martial are considered the elite of the elite and are housed and trained in this citadel. At any time there are anywhere from 200 to 500 soldier legates in the fortress, along with 50 to 100 legates martial either in training or supervising the training of others. They will fight should the city be attacked, but their primary function is to learn the skills required of legates martial and to receive their orders and missions. The grand commander of the legates martial and master of the fortress is the grim warrior-priest Derregaris, who many consider to be the finest soldier legate on the continent.

Derregaris, male Erenlander legate 10/legate martial 10: CR 20; Medium Humanoid (5 ft. 4 in. tall); HD 20d8+40; hp 130; Init +5; Spd 20 ft. (4 squares); AC 29, touch 11, flatfooted 28; Base Atk +14; Grp +19; Atk +25 melee (1d8+9+1d6 fire, +5 *axiomatic flaming longsword*); Full Atk +25/+20/+15 melee (1d8+9+1d6 fire, +5 *axiomatic flaming longsword*); SA Drain vitality; SQ Astirax companion, divine enhancement 3/day, fire resistance 30, increase morale, rebuke undead, SR 19, tactical insight 3, literate; AL LE; SV Fort +14, Ref +7, Will +17; Str 20, Dex 13, Con 15, Int 14, Wis 20, Cha 18.

Skills: Concentration +10, Craft (armorer) +8, Heal +10, Hide +3, Intimidate +15, Knowledge (arcana) +17, Knowledge (religion) +16, Listen +5, Move Silently +1, Profession (priest) +16, Spellcraft +14, Spot +5. **Feats:** Brew Potion, Combat Expertise, Die Hard, Dodge, Endurance, Improved Initiative, Leadership, Mobility, Spring Attack, Weapon Focus (longsword), Whirlwind Attack.

Languages: Black Tongue, Erenlander, Norther.

Spells *Prepared* (6/7+1/6+1/6+1/5+1/5+1/3+1/2+1/1+1; base DC = 15 + spell level; domains: evil, war): 0—*detect magic, detect poison, guidance, inflict minor wounds, light, resistance*; 1—*bane, bless, cause fear, divine favor, doom, magic stone, magic weapon†, shield of faith*; 2—*aid, align weapon, bull's strength, darkness, hold person, silence, spiritual weapon†*; 3—*bestow curse, deeper darkness, dispel magic, inflict serious wounds, magic vestment†, searing light, summon monster III*; 4—*discern lies, divine power†, freedom of movement, inflict critical wounds, poison, spell immunity*; 5—*flame strike†, righteous might, slay living, summon monster V, true seeing, wall of stone*; 6—*blade barrier†, create undead, harm, summon monster VI*; 7—*destruction, power word blind†, word of chaos*; 8—*fire storm, power word kill†*.

Possessions: +5 *axiomatic, flaming longsword*; +5 *spell resistance 19 and greater fire resistance full plate*; +3 *large steel shield*; 5 man days rations; 300 gp

in coins, gems, fine alcohol, metals and spices.

Appearance and Personality: There is an air of implacability about the armored legate called Derregaris. His face is grim and determined, with a square jaw and unblinking black eyes. He grips a longsword that flickers with arcane flames and his steel plate armor seems to exude darkness, as if it draws the light from the very air around it. His black cloak swirls around him like the fell wings of a demon.

No one is really sure where the greatest of the soldier legates came from. Some of the orcs believe that he emerged from his mother's womb clad in armor and gripping a sword. All that is known is that he rose as the finest and most celebrated warrior-priest in the Shadow's empire nearly two decades ago, and soon was selected as the master of the legates martial—the most elite of the soldier legates.

Derregaris is now known as a grim, utterly merciless leader who would prefer to see a potential legate martial die in training rather than fail, and often enjoys leading the soldier legates under his command into battle. Recently, Derregaris is said to be growing restless in his duties as trainer and master of the legate martials' fortress, and has begun to demand that the Night Kings send him back into combat.

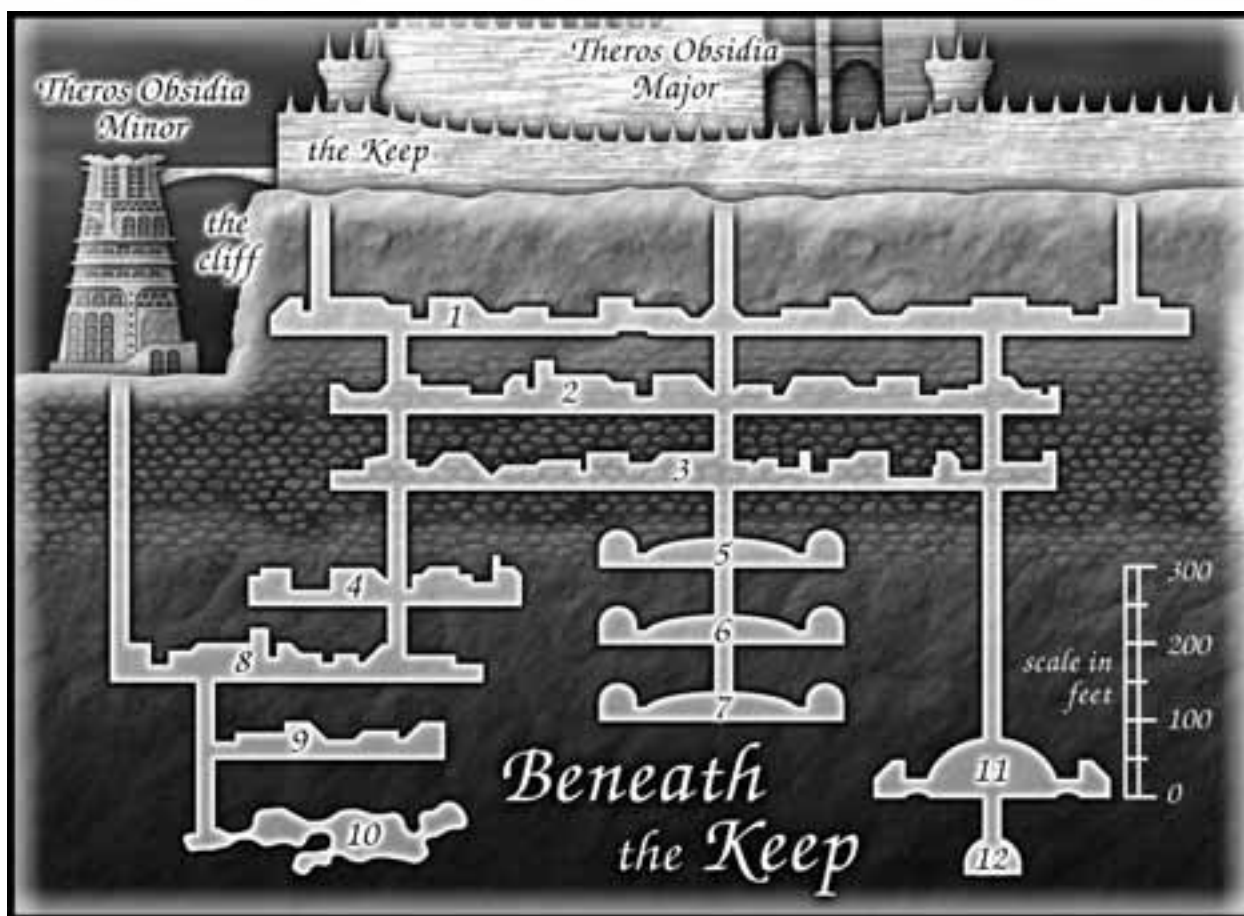
Beneath the Keep

Theros Obsidia pierces the clouds overhead and also plummets deep beneath the earth. A wide staircase spirals down 30 floors, with each level radiating out from the central shaft. Some levels have stairs going down to other levels, but the central shaft connects them all.

Izrador's enemies are taken to these dimly lit sub-levels for interrogation, torture, and imprisonment. Those dragged into Theros Obsidia's labyrinthine depths never see the sun again, and a quick death is the best they can hope for. Elsewhere in the underground warrens, the various outsiders called by the Shadow and his minions are housed or imprisoned, and the Night King Zardrix makes her home. At the bottom of the dungeon levels lies a well-guarded complex that common legend claims is the ultimate source of Izrador's power, the *Izradis Zordrafin Corith*, or the Black Mirror of Izrador, where all the arcane energies stolen from Aryth are said to be concentrated. In reality, the Black Mirror is a fake, and the stories of its existence carefully placed rumors intended to draw Izrador's enemies into a trap. The real *Izradis Zordrafin Corith* is located at the very top of Theros Obsidia Major and is considerably more difficult to reach.

Levels 1–3: Dungeons

As might be expected, Izrador requires a lot of space for his enemies. Those who are deemed important



enough to keep alive (even for a relatively short time) are carried into the depths of Theros Obsidia, from which no one has ever been known to return. These dismal levels contain innumerable filthy cells, secured by heavy iron doors, with no facilities save a hard stone slab for a bed and a hole in the floor for a toilet.

The levels themselves are claustrophobic labyrinths of narrow corridors, lit by enchanted crystals that emit a dim green light. Brutal orc guards patrol the halls, periodically pounding on iron doors to determine if prisoners are still alive. The high warden is Urzan, a former orc officer who was blinded in battle a decade ago.

A prisoner brought to the dungeons has no realistic chance of escape. Some are periodically removed from their cells for interrogation, while others are locked into their cells and simply left there to die. If they're lucky, prisoners receive a single meal a day, and the contents of that meal are usually unimaginably foul. All prisoners are malnourished, and most are suffering from a variety of diseases. Most cells are not illuminated, and those that are have only a single green illuminating crystal. In some ways the light is worse, for it shows prisoners just how hopeless their situation truly is.

Urzan, male orc fighter 16: CR 16; Medium Humanoid (5 ft. 8 in. tall); HD 16d10+80; hp 168; Init

+1; Spd 20 ft. (4 squares); AC 13*, touch 8, flat-footed 13; Base Atk +16; Grp +18*; Atk +20 melee (1d12+6, masterwork vardatch); Full Atk +20/+15/+10/+5†* melee (1d12+6, masterwork vardatch); SA +1 attack bonus in groups of 10 or more, +1 damage bonus against dwarves, night fighting; SQ Blindness, +2 bonus to saves against spells, cold resistance 5; AL NE; SV Fort +17, Ref +4, Will +9; Str 18, Dex 12, Con 20, Int 9, Wis 15, Cha 8.

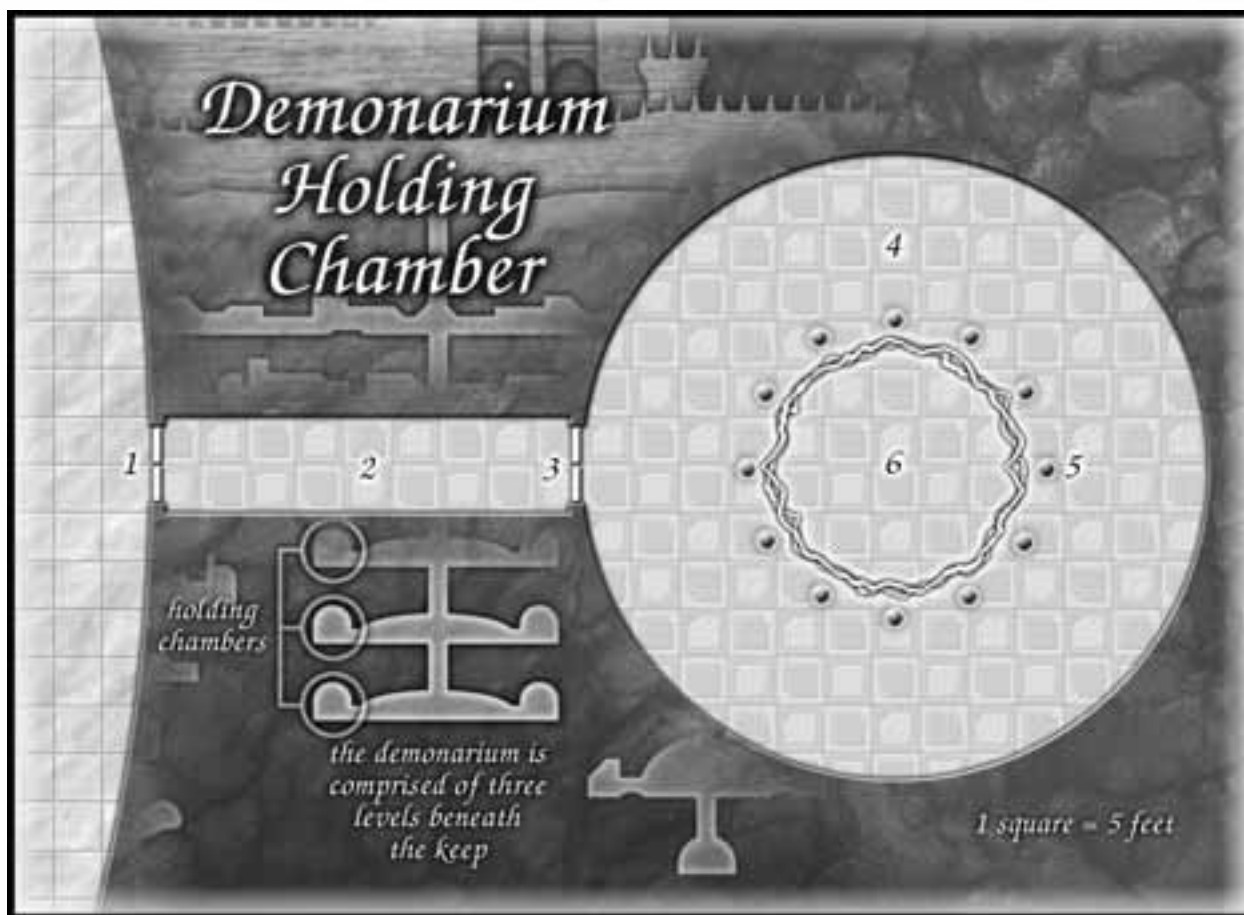
Skills: Climb +5*, Intimidate +11, Jump +4*, Listen +9**, Swim +3*. **Feats:** Blind-Fight, Cleave, Die-Hard, Endurance, Great Cleave, Great Fortitude, Improved Bull Rush, Improved Overrun, Improved Grapple, Improved Unarmed Strike, Iron Will, Power Attack, Scent§, Skill Focus (intimidate), Track§, Weapon Focus (vardatch), Weapon Specialization (vardatch).

Languages: Black Tongue, Old Dwarven Pidgin, High Elven Pidgin, Orcish.

Possessions: Chainmail, masterwork verdach.

* Urzan has been blind for several years; he suffers a –2 penalty to AC and does not receive a Dex bonus. The penalty to Strength- and Dexterity-based checks is –2 rather than the normal –4 due to years of practice. He cannot make Spot checks or use other skills based on sight.

** Urzan receives a +4 bonus to Listen checks due



to relying on hearing rather than sight.

† Urzan treats all opponents as if they had total concealment—he has a 50% chance of missing any opponent that he has successfully attacked in melee. His Blind-Fight feat allows him to re-roll a miss chance, however.

§ So familiar has Urzan grown with his surroundings that he has received both Scent (normally limited only to animals) and Track as bonus feats, so long as he is within the confines of the dungeon levels of Theros Obsidia. Elsewhere, he cannot use these feats.

Appearance and Personality: Urzan wears ancient, battered chainmail, and his already-ugly face is disfigured by a massive scar, the healed remnants of a wound that looks as if it also took the creature's eyes. If the orc is blind, however, it does not seem to be much of a handicap, for he wields a large black vardatch with practiced ease. As enemies draw near, Urzan sniffs the air like a wolf on the hunt, searching for intruders and fugitives with the remaining senses that Izrador didn't take from him. "Come out, little ones," he growls. "Urzan may not have eyes, but he can see you all the same!"

Urzan was a promising young warrior when a dwarven hatchet blow nearly took the top of his head off 10 years ago. Urzan survived, but the dwarf's blow left him blind—a fate far worse than death in orcish society.

Those orc warriors deprived of their primary senses usually committed honorable suicide rather than be a burden to their fellows, and Urzan was on the verge of such a fate when the Night King Sunulael awarded him the position of high warden of Theros Obsidia.

The downhearted orc suddenly had a new reason for living, and took to his new post with enthusiasm. Today he has honed his natural brutality and violence to even greater heights, terrorizing prisoners, orc guards, and goblin servants with equal fervor. Years in darkness have enhanced Urzan's senses, and he is capable of fighting quite effectively despite his handicap. He likes nothing better than to help his guards hunt down escaped prisoners and dispatch the unfortunate wretches with merciless blows of his black-bladed vardatch.

Level 4: Interrogation Chambers

Tales of unthinkable tortures inflicted by Izrador's minions are told all across Eredane. The dark dungeons of Theros Obsidia are said to be the location of the most terrible of these torments, some of which have been known to go on for years. Even death does not provide a release from Izrador's torturers, for the dark gods enemies often end up as undead creatures, serving the lord of darkness even beyond death. Many are allowed to rise as Fell and are then starved until madness claims

them. More often than not these torments are inflicted on prisoners who know nothing of importance, or continue long after they have given up all their useful information.

Exactly why the Shadow and his followers engage in such pointless brutality is anyone's guess—most believe that it is simply Izrador's nature, that he gains strength and power from it. Those who defy him (or even those that he thinks have defied him) deserve no mercy—worse still, they deserve utter ruthlessness and an eternity of pain so that they may serve as a lesson to others. It also may serve to keep his servants indifferent to the suffering that they cause or even help them develop a taste for it.

These levels are endless labyrinths of dimly lit iron corridors, echoing with the screams of the tormented. Bones of old victims lie strewn about, and here and there iron cages hold the barely living remnants of the tormented left to die and to serve as examples of the monstrous suffering that is inflicted in the tower.

The torture chambers themselves vary in size, shape, and accommodation. Some are small and intimate, allowing for the presence of one torturer and one victim, while others are larger, enabling entire groups of tormentors to inflict pain and suffering on multiple victims. All are dark and grim, built of harsh iron and unyielding stone, and equipped with numerous tools of the torturers' trade, from simple racks, whips, branding irons, thumbscrews, and the like to more elaborate deathtraps, complex machines and magical devices of especially wicked design.

Levels 5–7: Demonarium

After the dreaded Night Kings, Izrador's most feared minions are his outsiders—demons, devils, and other horrid creatures trapped on Aryth and called from the four corners of the world. Though many lesser outsiders are summoned by spellcasters in the field, the most powerful of these must be called upon by Izrador and the Night Kings directly. Most of these rituals take place on the ceremonial levels, and those outsiders that are called upon for later use are housed on this level, the Demonarium. The chambers on this level range from stark, iron-bound cells for the more violent or unwilling creatures to relatively comfortable accommodations intended to make voluntary visitors feel more at ease.

There are few guards on this level, for the orcs thoroughly dislike duty in the Demonarium (the demons are often hungry and not terribly particular), and the outsiders themselves do a good job of keeping the place secure. The corridors are long, winding and dimly green-lit like the prison level, set here and there with ominous-looking iron doors. Outsiders that have not been imprisoned are free to walk the corridors, and often do, hoping to find orcs or—better yet, intruders—for a little sport or a quick snack. The lifespan of an intruder on this level can usually be measured in minutes.

Demonarium Holding Chamber

This chamber is a typical prison cell where unwilling outsiders are held until being slain, dismissed, or compelled to Izrador's service. Typical occupants include demons or devils of CR 10 or higher.

1. Outer Seal: This thick iron portal is mechanically sealed (DC 25 Open Lock check to open). It can also be battered down, and is hardness 15 with 150 hit points.

2. Entrance Corridor: Green-lit and ominous, this iron hallway leads down to the inner seal.

3. Inner Seal: Inscribed with the sigil of the creature bound inside (if any), the inner portal can only be opened with a successful DC 30 dispel check. Like the outer door, the inner door can be demolished, but is even tougher—hardness 20 and 200 hit points.

4. Inner Chamber: The inner chamber, where the outsider itself is imprisoned, is hemispherical and made of solid iron, covered in a patina of orange rust, and backed with lead. It is impossible to enter or leave the room via magical means. A single green crystal in the ceiling illuminates the place.

5. Gems: A circle of 12 black gemstones is set in the floor; these produce arcane energy that creates the containment sphere that holds the outsider. The containment sphere will vanish if at least four of the gems are pried up from the floor. A gem can be removed with a DC 30 Strength check. The gems have no powers once removed, but are worth 1,000 gp each.

6. Confinement Sphere: The containment sphere is a shimmering wall created by the 12 gemstones and holds the outsider prisoner. It acts as an *antimagic shell* and is invulnerable to all physical damage from both inside and outside. It allows air and light in and out, but is otherwise impassible. The sphere itself is located inside the circle of gems, so they cannot be reached by a creature imprisoned in the sphere.

Outsiders

While Aryth has been cut off from the outer planes, many outsiders were trapped in the mortal world during the time of the Sundering. This allows DMs to introduce a variety of evil outsiders into the MIDNIGHT setting, especially the demons and devils found in the core rulebooks. Some of these creatures, particularly the lawful ones, might serve Izrador voluntarily, in exchange for some service or promise of future power. These creatures are unlikely to be turned against Izrador unless compelled by a greater power or offered enormous inducement. Others, such as chaotic demons or extraplanar entities that were drawn to the Demonarium against their will, might be persuaded to at least temporarily fight with the characters against the Shadow, though in the end such beings will by their very nature prove invariably fickle and treacherous. The Demonarium may also contain bound and tormented outsiders and spirits of good alignment. If freed, most



would descend on the inhabitants of the tower with the wrath and fury of mad angels.

Levels 8–10: Zardrix's Lair

Every one of the Night Kings has a different tale of tragedy, but in many ways the story of the dragon Zardrix is the worst of all. Slain in battle and resurrected to serve Izrador, she is now the most fearsome of the Night Kings, sweeping through the darkened skies around Highwall, searching the land for enemies, scanning the wasteland for prey, and protecting Theros Obsidia from attack. When not patrolling or terrorizing innocents on behalf of her master, Zardrix dwells on these three levels beneath the black tower.

Zardrix's lair consists of three levels. The top two are built to ordinary proportions, intended for Zardrix when she is in her humanoid form; they also contain quarters for her human and orcish servants. These individuals are better-off than most of the minions who live in or near the tower, for their dread mistress is often away, leaving them to their own devices. The interior is quite luxurious, mimicking the ancient cities of Aryth, with magical vistas of the world as it once was, pleasant chambers and comfortable quarters. Zardrix herself derives little comfort from this, but will take advantage of the levels' luxuries if she feels so inclined.

The lowest of the three levels is a vast series of

huge caverns where the Night King dwells when in dragon form. These chambers contain living space as well as vast rooms that house her treasure hoard, for like most dragons, Zardrix has kept her love of gold and magic. While the hoard is nothing like that stored in the vault chambers above, it is nevertheless considerable, though it remains heavily guarded and equipped with traps and alarms when Zardrix is out patrolling or in the chambers above in human form.

Level 11: Ceremonial Level

This level is the place where Izrador's minions summon outsiders to either recruit to his cause or bind for later service. It is also the final guarded level before the false Black Mirror below. It consists of a single large round chamber with a summoning circle inscribed on the floor, with several smaller rooms intended for ceremonial magic, sacrifices, and other foul rites.

This level is normally garrisoned by a unit of elite oruks (equivalent to oruk commanders), but there are also several other guardians—bound demons and several blight ogres held in magical stasis, to be released should the level be invaded. Intruders who fight their way past the guards and onto the false *Corith* level below are quite likely to believe that they have reached the heart of Izrador's power.

The great spiral stair ends at this level—it does

not extend down to level 12 and the false *Izradis Zordrafin Corith*. The entrance to the lowest level is in one of the side rooms beneath a heavy iron seal. Tampering with the seal summons a noble demon that the legates captured in the ruins of Ibon-sul and bound to this chamber. If the noble demon is defeated, the seal may be opened, but it requires a DC 30 Open Lock check to overcome. Failure deals 10d6 points of electricity damage to the character attempting to open it (DC 20 Reflex for half). Once open, a narrow flight of stairs provides access to the level below.

Level 12: false Izradis Zordrafin Corith

Carefully placed rumors speak of a powerful black mirror where Izrador's stolen arcane power is focused. The mirror is said to be located on the lowest level beneath Theros Obsidia, and its destruction could deal a powerful blow against the lord of shadows.

The rumors are partly true—there is indeed a great *corith* located in Theros Obsidia, but in reality it is located on the highest level of the tower, amid such arcane foulness that most mortals cannot even remain alive in its presence. The rumors of a black mirror in the dungeons are purposely spread by the legates, intended to draw intruders to their doom.

The stairs end in a small antechamber where two iron golems stand guard, attacking anyone who enters. Beyond the antechamber, the false *corith* is in the center of a single domed chamber about 50 feet across. The false mirror looks like an oversized *corith* coursing with blue-black energy. *Detect magic* reveals incredibly strong necromantic energy.

The false Mirror

The object is nothing more than an ordinary *corith*, charged with enough arcane energy to get the attention of rogue spellcasters. There is no apparent guardian, which should increase the intruders' suspicions. If they approach within 10 feet of the false *corith*, Izrador has created a very convincing sound-and-light show that should prove to eager adventurers that they truly face the Shadow himself.

The air around the *corith* begins to shimmer, and finally congeals into a swirling mass of darkness with a towering, vaguely humanoid silhouette in the center. Red eyes glare at the party, and a deep and fearsome voice resonates through the chamber: *Come no closer, mortals, if you value your souls!*

The illusion radiates powerful magic, but it is nearly impossible to detect as a false image. *True seeing* and similar spells show the illusion as genuine, while only a DC 42 Spellcraft check shows that the magic is actually of the Illusion school.

At this point, powerful magic flashes from the

shadow, directing one high-level spell of the DM's choice at the party per round (suggested spells include *summon monster*, *acid fog*, *incendiary cloud*, *power words*, *insanity*, *fireball*, *chain lightning*, *fire storm*, *meteor swarm*, *finger of death*, *harm*, *horrid wilting*, and *wail of the banshee*). The party cannot harm the illusion of Izrador, but they may choose to attack the false *corith*. While it is tough (hardness 15, hp 100; the false mirror cannot be broken by a single blow and so has no Break DC), it can be destroyed eventually. The mirror does not disintegrate, but the blue-black sparks suddenly flare up blindingly, and a gust of cold wind rushes through the room. At this point, the image of Izrador emits a satisfying, soul-searing shriek and vanishes.

The characters will have a few moments to catch their breath, savor their "victory" and possibly start to apply healing spells before the "dead" *corith* once more comes back to life, emitting another blinding flash of light. Every living being in the chamber must make a DC 40 Fortitude save or be rendered unconscious. Moments later, bound pit fiends—one for every party member—appear, carry off those rendered unconscious, and attempt to capture or kill anyone else. Characters so captured awaken in the dungeons above, awaiting interrogation and torment at the hands of Izrador's minions. Though the mission to destroy the great *corith* may have failed, the characters can still escape from the dark god's dungeons, but this will prove a difficult task.

Theros Obsidia Major

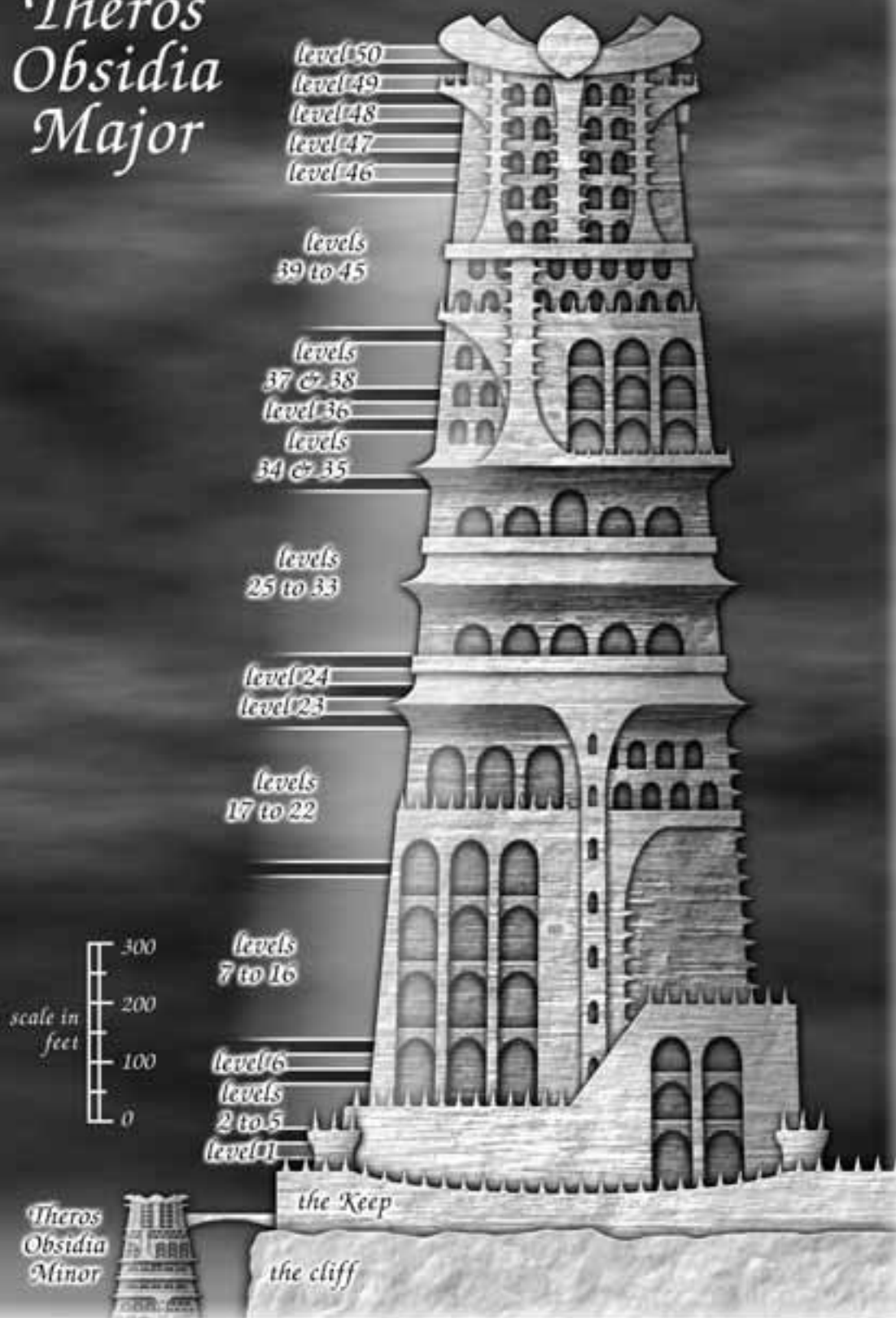
A soaring edifice of evil, the great tower known as Theros Obsidia Major rises 2,000 feet into the sky and casts its long shadow across all of Eredane. The above-ground portion of the tower contains 50 floors, as well as countless sub-levels and hidden chambers.

The levels listed below are general guidelines for the uses that each is put to. Each level is huge enough that it can accommodate several sublevels: For example, a level dedicated to living quarters can also have some administrative chambers or servants' rooms.

The interior of the tower is remarkable in its sameness. With the exception of the quarters reserved for the Night Kings, ceremonial spaces, and those chambers devoted to special activities such as interrogation, most levels consist of straight corridors radiating out from a central spiral stair that extends through the entire tower. These corridors are intersected by round corridors that circle the level. Rooms are in the wedge-shaped sections between corridors, varying from small antechambers to expansive rooms with high ceilings, pillars, and other decorations.

Each floor is constructed of the same indestructible glossy black stone as the tower itself. Doors are made of heavy wood or iron and are usually locked. Orcs and humans patrol most of the corridors, or guard the doors to more sensitive locations such as the Night Kings' quarters.

Theros Obsidia Major



Level 1: Entry

Eight massive iron gates allow entry into the great tower. Each is guarded by two hezrou demons that stand motionless, bound by heavy black chains. The demons have continuous *detect thoughts*, *true seeing*, and *detect good* effects, and immediately attack anyone who attempts to enter surreptitiously, anyone who has any suspicious motives for entering, or anyone who attempts to enter without an escort who is known to the demons (a Night King, one of Izrador's officerg, a high-ranking orc, etc.).

Hezrou: CR 11; Large Outsider; HD 10d8+93; hp 138; Init +0; Spd 30 ft. (6 squares); AC 23, touch 9, flat-footed 23; Base Atk +10; Grp +19; Atk +14 melee (4d4+5, bite); Full Atk +14 melee (4d4+5, bite) and +9/+9 melee (1d8+2, 2 claws); SA Spell-like abilities, stench, improved grab, *summon demon*; SQ DR 10/good, darkvision 60 ft., immunity to electricity and poison, resistance to acid 10, cold 10, and fire 10, spell resistance 19, telepathy 100 ft.; AL CE; SV Fort +16, Ref +7, Will +9; Str 21, Dex 10, Con 29, Int 14, Wis 14, Cha 18.

Skills: Climb +18, Concentration +22, Hide +13, Escape Artist +13, Intimidate +17, Listen +23, Move Silently +13, Search +15, Spellcraft +15, Spot +23, Survival +2 (+4 following tracks), Use Rope +0 (+2 with bindings). **Feats:** Blind-Fight, Cleave, Power Attack, Toughness.

Improved Grab (Ex): To use this ability, a hezrou must hit with both claw attacks. It can then attempt to start a grapple as a free action without provoking an attack of opportunity.

Spell-Like Abilities: At will—*chaos hammer* (DC 18), *unholy blight* (DC 18); 3/day—*blasphemy* (DC 21), *gaseous form*. Caster level 13th. The save DCs are Charisma-based.

Stench (Ex): A hezrou's skin produces a foul-smelling, toxic liquid whenever it fights. Any living creature (except other demons) within 10 feet must succeed on a DC 24 Fortitude save or be nauseated for as long as it remains within the affected area and for 1d4 rounds afterward. Creatures that successfully save are sickened for as long as they remain in the area. A creature that successfully saves cannot be affected again by the same hezrou's stench for 24 hours. A *delay poison* or *neutralize poison* spell removes either condition from one creature. Creatures that have immunity to poison or gain divine spells from Izrador are unaffected, and creatures resistant to poison receive their normal bonus on their saving throws. The save DC is Constitution-based.

Skills: Hezrous have a +8 racial bonus on Listen and Spot checks.

Inside, the level is primarily occupied by guard posts for both orcs and low-ranking legates, holding cells for prisoners, records storage, and scribes chambers. Captives are taken to this level for temporary incarceration before their final disposition is decided

upon, and these unfortunate individuals are often interrogated in small chambers adjacent to prison cells.

Levels 2–5: Vaults

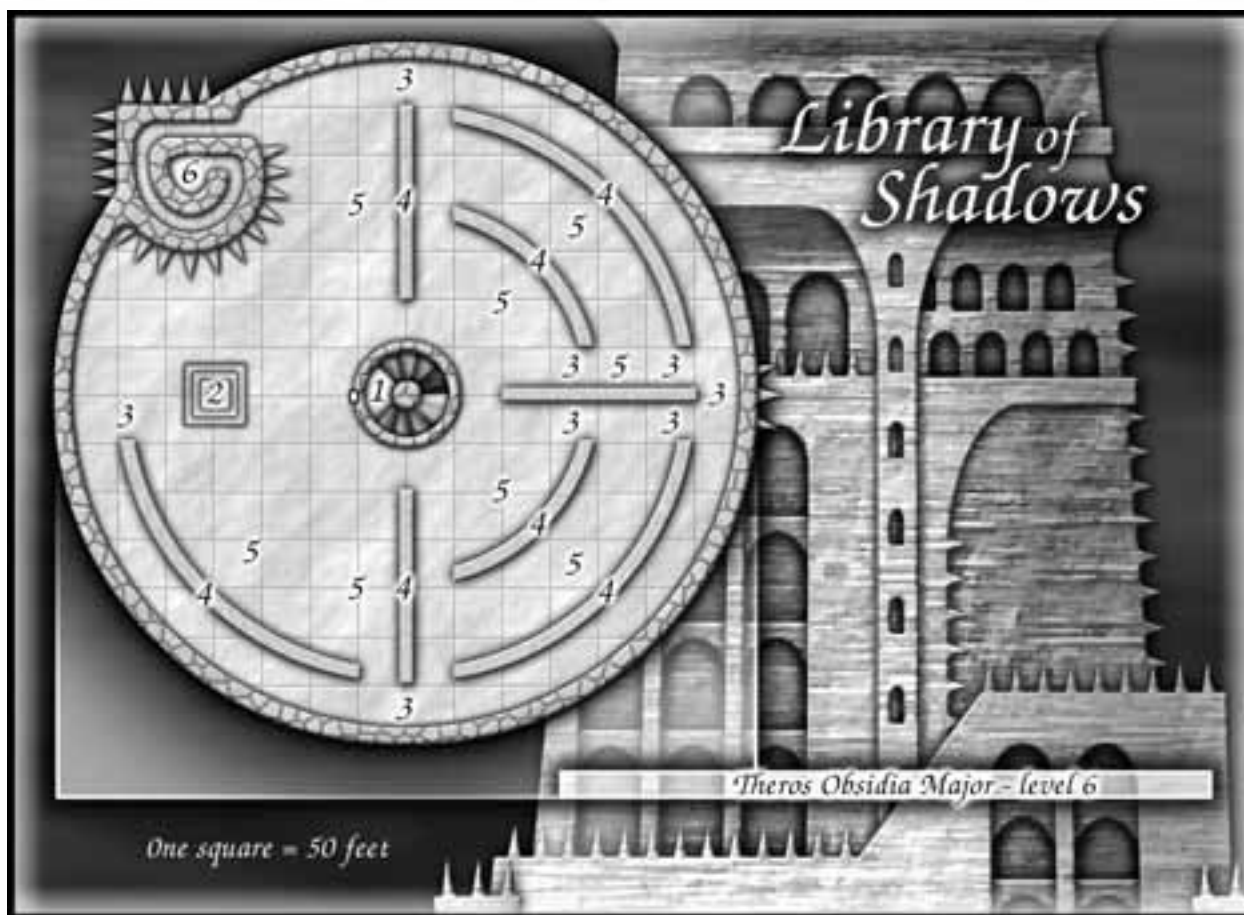
The most secure levels of the lower fortress, the vaults serve the double purpose of protecting Izrador's plundered riches and also provide security for the lower, even more important and sensitive levels. The spiral staircase ends at level 2 and then begins again on level 5. Between these levels are individual staircases, well guarded and equipped with traps both magical and mechanical. Each individual vault is protected by heavy riveted metal doors with massive magical locks. Most can only be opened by a Night King or his designated representative; attempts at unauthorized entry into the vaults trigger magic alarms that bring dozens of orcs—and after a few minutes, higher ranking defenders up to and including powerful outsiders and the Night Kings themselves—running.

The vaults contain almost unimaginable riches—millions of coins of every denomination, gems, artwork and jewelry from every conquered land. Mundane riches mean little to Izrador, however, and coins have largely vanished from the economies of the conquered nations of Eredane. The most important contents of the vaults are the numerous magic items that have been taken in the Night Kings' conquests. Useful items are distributed to favored minions, but others are stored in the vaults. The more powerful items are the best protected, and artifacts or relics—especially those of good alignment—are made the most inaccessible of all.

Izrador's reasons for these protections are twofold. First, it keeps dangerous magic items out of the hands of his enemies, who despite his triumph might still threaten his plans to return from his exile. Second, and to Izrador's mind even more importantly, these items will provide a huge influx of magical energy when his time comes and he finally departs Aryth, leaving the world's burned-out shell behind. These items form a kind of magical battery for Izrador—a storehouse of arcane energy that can be reliably tapped to augment and increase the forces concentrated in the black mirrors. More powerful items naturally generate more energy, making Izrador's quest to capture artifacts and relics even more important.

Opening the Locks

While they are extremely well protected and difficult to circumvent, the locks on this level's doors can be opened, though they present a deadly challenge to even the most experienced rogue. The locks' first defense is their simplest: To a normal mortal's gaze they are not even there. Hidden by permanent illusions, the locks themselves are completely invisible. The illusion can be dispelled with a DC 32 dispel check. *True seeing* will also reveal the presence of the locks.



Once the illusion is gone, a door's lock—a huge latch plate made of black iron with a raised disk in the center surrounded by heavy rivets—is revealed. The doors have no apparent handles or any other obvious way to open them. The locks radiate strong abjuration magic. If touched, they inflict 10d10 points of electricity damage on the individual who touched them (Reflex save DC 28 half) and trigger an alarm, summoning orcs, legates, and other guardian creatures. The electrical trap is magical and can also be dispelled with a DC 35 dispel check.

After the electrical trap has been disabled, there is a mechanical trap that requires a DC 30 Search check to locate and a DC 35 Disable Device check to remove. If it is not removed, the trap is triggered by an unsuccessful Open Lock check (see below). If triggered, the trap releases a powerful contact poison (contact DC 25, initial damage 3d6 Con, secondary damage 3d6 Con). If the poison is released, the alarm is sounded.

The lock can be opened through an intricate series of movements of the disk, which rotates freely. There are no numbers or other indicators to suggest how the disk can be turned, and successfully manipulating the disk requires a DC 40 Open Lock check. If the first check fails, the lock jams mechanically and can only be freed with a DC 30 Disable Device check. Another Open Lock check can then be made.

Note that the level is well guarded and regularly patrolled, and making these checks unnoticed is highly unlikely. Should intruders successfully go through the entire process and actually get the portal open, they will still have to figure out a way of escaping from the tower with their loot.

Level 6: Library of Shadow

The mystical knowledge required to perform Izrador's most secret and powerful rituals is considerable, taxing even the capacity of the Night Kings and the highest-ranking legates. The Library of Shadow, located at one of the lowest levels of Theros Obsidia, is a storehouse of foul, horrific magical knowledge, including books from the dawn of time and even volumes that might have originated on other planes, chronicling the use of the most dangerous arcane procedures known. The library is also a storehouse of historical and scientific knowledge, although the information contained is almost always about especially evil and disturbing topics.

The Library of Shadow consists of endless corridors of books, with shelves rising nearly 50 feet into the air. Bound spirits are used by the librarians to retrieve needed volumes, and individual books are constantly flying between shelves, rising from or settling into the

Assault on the Tower

Though it might seem like a satisfyingly heroic thing to do, a direct assault on Izrador's capital would be nothing short of suicide, and gain little or nothing for the forces of light. An army is needed to truly besiege the tower—an army whose like has not been seen since the Last Battle. A band of adventurers, however powerful or pure of heart they may be, can never hope to pull down the enemy's greatest citadel in the age of his triumph. In all likelihood they will perish before even reaching the walls of Theros Obsidia and will never be more than a minor inconvenience to the enemy.

A more feasible—though still all but impossible—approach is a raid or infiltration mission against the tower and the forces within. Though this task is likely to end in the death of most or all of the party, there is a chance to buy some time for the forces of good and in dying allow others to live at least a bit longer. Appropriate missions in the tower include liberating magic items that might aid those who still oppose Izrador, slaying an especially powerful outsider or freeing an imprisoned demon to seek vengeance upon Izrador's forces, destroy-

ing or damaging temple facilities, assassinating a Night King, grand legate or other high-ranking minion, or—perhaps the most that a party of player characters can hope to accomplish—destroying the ultimate source of Izrador's power, the *Izradis Zordrafin Corith*, the Black Mirror of Izrador.

This last endeavor is only appropriate to the highest-level (and most suicidal) player characters and is fraught with peril, not the least of which is the danger of being fooled by the false *Corith* beneath the tower. Even surviving in the presence of Izrador's greatest mirror is a challenge, and although destroying it would indeed be an enormous blow to the dark lord's plans, it would at best only delay the Shadow's ultimate triumph. The arcane energies gathered in the *corith* would immediately dissipate back into the land and to the various black mirrors scattered across Eredane. Izrador himself would not be harmed, and would immediately set out to create a new mirror. This would certainly take years and distract the fallen god, buying time for his enemies and allowing them to marshal their forces.

open hands of the black-robed legates who study here.

A single individual, known only as the Librarian, holds sway on this level. The Librarian is a silent, robed figure, its face lost in shadow, who sits on a high dais overseeing the entire library. It can communicate silently with any legates who enter and the bound spirits are entirely under its control. No one really knows who or what the Librarian is, but it is generally believed to be a demon or other outsider that was charged with guarding arcane and profane knowledge on its home plane. Whether it serves Izrador willingly or unwillingly is not known. The Librarian is certainly a creature of few words, for it says only what it needs to say, its words echoing in the mind of the creature that it is addressing. To defy or disobey the Librarian is usually a capital crime, for those who do are said to simply disappear, and the books that they carry silently return to their shelves.

1. Portal: The entrance to the library is through an entirely normal oak-and-iron door. However, six good-size gemstones surround the door on the inside, and each has a guardian spirit bound to it. The guardian spirits will attack intruders if the Librarian commands it.

2. Librarian's Dais: Conveniently located in full view of both the entrance and the stacks, the Librarian sits on this raised platform, silently surveying the entire level.

3. Guardians: An iron golem stands at the head of each of the stacks. These act as guards for the library should the guardian spirits fail, but can also serve to perform simple tasks for the Librarian and visiting legates. Each golem has been enchanted with permanent versions of *true seeing*, *detect magic*, and *darkvision*.

4. Stacks: Massive shelves crafted from dark hardwood, these stacks reach high into the gloom overhead. Books move from shelf to shelf and down to legates who request them, seemingly of their own accord.

5. Desks: Each stack has a corresponding row of desks where the legates can study their chosen volumes. Each desk has a small magical stone that emits a soft white light.

6. Artifacts Chamber: This small room contains the most powerful books in the library—relics and books of great antiquity. At the DM's discretion, the room can contain volumes that are themselves magic, such as *golem manuals*, *manuals of bodily health*, *gainful exercise*, or *quickness of action*, or especially powerful artifacts such as a *book of exalted deeds*, *book of infinite spells*, *book of vile darkness*, a *deck of many things*, and so on. Two more iron golems guard this room.

Levels 7–16: Living Space

The next 10 levels are dedicated to living quarters for legates and civilians who work in Theros Obsidia itself. The quarters are spare but comfortable and in almost every way superior to those in the barracks outside, where the remainder of the city's legates dwell along with their servants and animals. Each legate has one to three rooms to himself depending upon rank, along with smaller quarters to house the legates' astiraxes.

Each level includes a dining hall and cooking facilities, and meals are usually taken en masse. Higher-ranking legates have their own dining quarters and private facilities.

Levels 17–22: Servants Quarters

A structure the size of Theros Obsidia requires a small army of servants to keep it going, though in Izrador's regime they scarcely deserve the name "servants." The individuals who perform menial tasks in the fortress are slaves and everyone knows it. Despite this, service in the tower is infinitely preferable to service elsewhere. Though they are subject to almost unimaginable cruelty at the hands of the legates, orcs, and other occupants of the fortress, the servants at least have permanent accommodations and are fed regularly.

About a hundred servants are quartered on each of these levels. They live in dormitories with about a dozen per room, and eat in communal mess halls. Each dormitory is under the authority of a senior servant, usually human, who gets better accommodations and meals in exchange for keeping the servants in his charge under control. Discipline is harsh—beatings are common and a week rarely passes in which a slave who showed disobedience (or was just slow at carrying out orders) isn't flung from the walls or fed to the creatures in the Demonarium.

Orcs regularly patrol the hallways of these levels, making sure that the occupants stay quiet and docile. For the most part, the servants' levels are indeed quiet, as the servants themselves know that they are lucky to be alive and are loath to endanger their status.

Level 23: Jahzır

Although the Night Kings often have business outside of Highwall, and also have quarters in the town, their official residences are inside Theros Obsidia itself. Izrador's general, Jahzır, is probably the rarest visitor to Theros Obsidia. When he is in Highwall and not staying in the fortress dedicated to his use, the Sword of Shadow resides on this level, in chambers that are simple but finely crafted, decorated in stark militaristic style. Jahzır's residence contains an armory with weapons of

every description and a training room where the Sword of Shadow can practice, often on unfortunate Dornish prisoners who rarely survive the sessions.

Level 24: Council Chambers

This entire level is dedicated to meeting rooms and antechambers. In the center, adjacent to the spiral staircase, is the grand council chamber, reserved for use only by the Night Kings and their chief lieutenants. The room contains a massive round table with comfortable chairs and small chambers for each of the Night Kings. It is said that during particularly important conferences, the chamber is suffused with the oppressive, oily blackness that is the Shadow's physical manifestation.

Levels 25–33: Records

The Shadow is a conqueror, not an emperor or an administrator. Izrador cares about one thing, and that is devouring enough magical energy to burst his bonds and resume his ancient war. The occupation and administration of the conquered lands of Eredane are important only insofar as they permit and enable Izrador to pursue this obsession.

The legates of the Order of Shadow, however, are often as obsessive about organization and record-keeping as their master is about his objective. The order is charged with building temples, crushing dissent and revolt, maintaining order, punishing enemies, providing spiritual guidance and logistical support to troops both in occupied lands and on the frontlines, hunting channelers and fey, and recruiting and training new legates. Their operations are numerous, complex, and extensive, and simple mistakes often result in death or worse for those who made them. As a result, the order's records are typically exhaustive. These chambers support massive archives that contain everything from garrison rosters and orders of battle to store inventories and tax records. Rarely used archives also contain records captured from many of the fallen governments of Eredane, including the Kingdom of Erenland and the Great Houses of the Dorns.

Levels 34–35: Sunulael

Izrador's high priest has quarters located conveniently close to the ceremonial center of the tower. Unlike the other Night Kings, Sunulael spends a large percentage of his time in Theros Obsidia, leading the legates in religious ceremonies, communing with Izrador, and passing the dark god's commands on to his minions. In this way, Sunulael has become the Night King who is closest to Izrador and in greatest favor with the Shadow.

Sunulael's quarters are comfortable and beautifully designed, though in his undead state the Priest of



Shadow doesn't have much appreciation for luxury. The decor and pleasant quarters are intended for other legates, who often come to consult with Sunulael, receiving orders, advice, and the word of Izrador directly from his most-favored servant.

A round chamber near the center of Sunulael's chambers contains a crystalline sphere that normally glows with a malevolent greenish light; it is through this artifact that Izrador communes with the Priest of Shadow. Sunulael himself spends much of his time in this chamber, even when Izrador is not manifested, as the sphere also allows Sunulael to observe the vicinity of any black mirror on Aryth.

When he is not in his chambers, Sunulael is usually at the Temple of Shadow in Cambrial.

Level 36: Arcane Engines

As organized resistance to Izrador's dominion has all but collapsed in the region, neither Highwall nor Theros Obsidia itself really needs to be defended (this is one reason why the city's minimal fortifications were never rebuilt). On the other hand, Izrador and his minions are not fools and have made provisions for the tower's defense should it ever come under attack. These eight great crystalline structures, pulsing with blue-black energy, represent the heart of the Shadow's defenses. They can be charged with the arcane energy gathered by the various *coriths* and focused by the black

mirror on the tower's top level. Using them drains some of the energy that Izrador has painstakingly acquired over the past century, so the crystals will only be discharged in the event of an attack in force, or if the tower is in imminent danger of falling. A squad of oruks maintains and oversees the crystals.

The energy discharged by the crystals is enormous. Each round a crystal can be focused on a single target up to two miles distant. It automatically hits and deals 30d6 points of damage (DC 35 Reflex save for half). If the victim's hit points are reduced to 0 or less by the crystal, it is completely destroyed as per the spell *disintegrate*.

The crystal can also be focused on a 100-foot-diameter area. All living beings in the affected area take 10d6 points of damage (DC 15 Reflex save for half). Victims reduced to 0 or less by this attack are not disintegrated.

Level 37–38: Ardherin

It is Izrador's desire that all arcane spellcasters serve him alone. His legates, along with their magic-sniffing astiraxes, are dedicated to hunting down and destroying those channelers who refuse to serve. Many arcane casters have thrown their lot in with the dark god: chief among these is Ardherin, Sorcerer of Shadow. Though often in the field pursuing the war against his own people in Erethor, Ardherin sometimes comes to

Theros Obsidia to commune with Izrador and meet with the other Night Kings.

Ardherin's personal quarters are decorated in the traditional elven style, though anyone who observes them will feel uneasy, as if the chambers have a dark and evil taint that cannot be easily identified. Though transformed, Ardherin is the most mortal-seeming of the Night Kings. He accordingly retains a taste for luxury and decadence. When in residence at Theros Obsidia, his feasts are elaborate and long, often including many legates or evil channelers as his guests. Violence, torture, and blood sports are often part of these events, and a small army of servants is employed to clean up afterwards.

Motivated by hatred and desire for vengeance upon his own people, the Sorcerer of Shadow is probably Izrador's least loyal Night King. When he is in Theros Obsidia, Ardherin communes with Izrador only when he must, and he usually leaves soon thereafter.

Levels 39–45: Channelers' Quarters

The spellcasters who serve Izrador do so for a variety of reasons. Some do so simply to stay alive, for they are pragmatic enough to realize that Izrador will eventually hunt down and destroy the last of their kind. Others—those few who know it—genuinely believe in Izrador's cause and hope that they might be allowed to escape Aryth and join in battle at his side. The channelers and wizards who have thrown their lot in with the Shadow serve him in a variety of ways; the most powerful of them are allowed to dwell in Theros Obsidia, where they can use their skills to aid their master in the accumulation of arcane might and help in the administration of the tower itself.

Spellcasters' quarters are comfortable, comparable to those of the legates on the lower levels, and they are provided with work and ceremonial space, as well as a magical library and scriptorium. Corrupted by their dedication to Izrador, the channelers of Theros Obsidia are entirely given over to evil, and many of their arcane experiments involve sacrificing the life energies of innocent victims. At times, the channelers' level echoes with screams that are almost as loud as those on the torturers' levels.

Level 46: Temple of Shadow

This level is the religious heart of the fortress. It is devoted entirely to the worship of Izrador, and is built entirely of dark green and black marble. Shrines and chambers of various sizes are found throughout the level, all decorated with religious icons of the Shadow in the North and his worshippers. These icons include sculptures, tapestries, paintings, engravings, bas-reliefs, and many other art forms, and they are drawn from all

of the cultural traditions of Eredane.

Services are overseen by prominent greater legates such as Teron Vilosa, and sometimes honored with an appearance by Sunulael himself. Down in the ruins of Highwall, the humans whisper that sometimes fearsome sacrifices of innocent humans and powerful outsiders take place in the Temple, and that Izrador himself is sometimes in attendance.

Level 47: The Guardians

Even though the dread power of Izrador's greatest black mirror keeps most lesser beings at bay, the Shadow has taken many other steps to protect his power. This level is occupied by four balors that are bound to Izrador and are exclusively dedicated to keeping intruders from reaching the levels above. The balors can fly and can intercept intruders who attempt to attack the tower by air, though they rarely stray more than 500 feet from the edifice.

In any event, even without the guardians, accessing Izrador's *sanctum sanctorum* presents something of a problem, as there are no stairs or any other physical means of accessing the next level. Only those with the ability to become incorporeal can easily access the upper levels.

Balor: Large Outsider (Chaotic, Extraplanar, Evil); CR 20; HD 20d8+200; hp 290; Init +11; Spd 40 ft., fly 90 ft. (good); Space/Reach 10 ft./10 ft. (20 ft. with +1 flaming whip); AC 35, touch 16, flat-footed 28; Base Atk +20; Grp +36; Atk +31 melee (2d6+8/19–20/x2, +1 vorpal longsword); Full Atk +31/+26/+21/+16 melee (2d6+8/19–20/x2, +1 vorpal longsword) and +30/+25 melee (1d4+4 plus 1d6 fire plus entangle, +1 flaming whip); or +31/+31 melee (1d10+7, slam); SA Death throes, entangle, spell-like abilities, summon demon, vorpal sword; SQ Damage reduction 15/cold iron and good, darkvision 60 ft., flaming body, immunity to electricity, fire, and poison, resistance to acid 10 and cold 10, SR 28, telepathy 100 ft., true seeing; AL CE; SV Fort +22, Ref +19, Will +19; Str 35, Dex 25, Con 31, Int 24, Wis 24, Cha 26.

Skills: Bluff +31, Concentration +33, Diplomacy +35, Disguise +8 (+10 acting), Hide +26, Intimidate +33, Knowledge (any two) +30, Listen +38, Move Silently +30, Search +30, Sense Motive +30, Spellcraft +30 (+32 scrolls), Spot +38, Survival +7 (+9 following tracks), Use Magic Device +31 (+33 scrolls). **Feats:** Cleave, Improved Initiative, Improved Two-Weapon Fighting, Power Attack, Quicken Spell-Like Ability (telekinesis), Two-Weapon Fighting, Weapon Focus (longsword).

Skills: Balors have a +8 racial bonus on Listen and Spot checks.

Spell-Like Abilities: At will—*blasphemy* (DC 25), *dominate monster* (DC 27), *greater dispel magic*, *insanity* (DC 25), *power word stun*, *telekinesis* (DC 23), *unholy aura* (DC 26); 1/day—*fire storm* (DC 26),

implosion (DC 27). Caster level 20th. The save DCs are Charisma-based.

Entangle (Ex): A balor's +1 *flaming whip* entangles foes much like an attack with a net. The whip has 20 hit points. The whip needs no folding. If it hits, the target and the balor immediately make opposed Strength checks; if the balor wins, it drags the target against its flaming body (see below). The target remains anchored against the balor's body until it escapes the whip.

Flaming Body (Su): The body of a balor is wreathed in flame. Anyone grappling a balor takes 6d6 points of fire damage each round.

True Seeing (Su): Balors have a continuous *true seeing* ability, as the spell (caster level 20th).

Vorpal Sword (Su): Every balor carries a +1 *vorpal longsword* that looks like a flame or a bolt of lightning.

Level 48: Izrador's Quarters

Though calling these "living quarters" is a bit of a misnomer, they are the place in which Izrador dwells when he manifests some part or aspect of himself in the tower. The level is entirely empty and featureless, and normally occupied only by the roiling mass of darkness that is the dread god's physical form.

Level 49: Scrying Chamber

Izrador is unquestionably the most powerful being on Aryth, but his power is not limitless. While he can see what is going on in the vicinity of his various *coriths*, the Shadow in the North also needs to observe events elsewhere. In this chamber are countless scrying crystals, each focused on a different part of Aryth. The tides of arcane energies—in the process of being drained by Izrador's black mirrors and therefore unreliable—ebb and flow, and the dark lord is not always able to see a given portion of the world. Normally this level is reserved for Izrador's use alone, though from time to time one of the Night Kings is allowed to use the scrying stones.

Level 50: Roof

The topmost floor of the dark tower seems to reach toward the clouds above. The deadly energies of the place (see below) are such that only Izrador himself and the Night Kings can survive for long. Of the Night Kings, only Zardrix spends any amount of time on the roof, curled around the crest of the tower with her wings silhouetted against the deeper black of the night sky.

Izrador himself, or some part of himself that he chooses to manifest in the tower, is a far more frequent visitor. While the true essence of the Shadow is elsewhere, the pinnacle of Izrador's tower is also the focus of his power. This is where the ultimate artifact of his

rule is kept, safe from the prying eyes of mortals—the *Izradis Zordrafin Corith*, the Black Mirror of Izrador. This is not the false mirror located on the lower levels—it is indeed the greatest concentration of Izrador's power, and the device that will allow him to fulfill his destiny, though it costs Aryth its very life.

Though it does not resemble the other black mirrors, the *Izradis Zordrafin Corith* nevertheless embodies all their power, and is in fact the most potent of all black mirrors. Despite the fact that it has been kept in the tower for only a few decades, Izrador's *corith* now serves as the focal point for the magical energy stolen by the dark god's other mirrors.

This is only part of its function, for this greatest of black mirrors actually has many arcane, invisible tendrils that extend through the body of the tower and into the bedrock beneath it, drawing the life energy from the land itself, supplementing the magical energies drained by the other *coriths*. Much of the lifelessness and desolation surrounding Highwall is due to the mirror's dread power. Each year, this zone spreads a little more; eventually it will merge with the dead zones around the other black mirrors. When this finally happens, it may well presage the culmination of Izrador's plan: With all the arcane and living energy drained from Aryth, he will at last be ready to return to his home to do battle with those who exiled him.

Until then, the mirror remains, soaking up the stolen life and arcane forces of Aryth. Only the Night Kings are allowed to approach it. In addition, only Izrador and the Night Kings can cast spells on the roof level—other arcane and divine spells simply do not function, and magic items' powers don't work at all. This also prevents anyone from approaching the mirror using magical means. Finally, any mortal who is able, even after these restrictions, to reach the top level must make a DC 28 Fortitude save each round or be instantly destroyed by the malevolent energy radiating from the *corith*. The Night Kings are immune to this effect. If Izrador is manifested, he can either allow the effect to take place or not, at will. Anyone destroyed in this fashion, however, cannot be resurrected, reincarnated, or otherwise restored to life in any manner, even in the unlikely even that Izrador wills it so.

CHAPTER 4

Minions

Hierarchy of the fortress

In addition to serving as a residence to house the physical manifestation of Izrador, and a symbol of his dread power, Theros Obsidia also serves as the dark god's greatest and most fearsome temple, headquarters of both his new faith and home to his evil priesthood, the legates. All across Eredane and beyond, legates bow their heads in prayer toward the dark tower, seeking the wisdom of Izrador and the guidance of their superiors.

Lesser legates live among the ruins of Highwall, in barracks built from the rubble of the settlement. Higher-ranking legates, and those who serve Izrador directly, are allowed to dwell in the inner sanctum—the holy tower of Theros Obsidia itself.

Orc Garrison and Guards

At the bottom of the fortress' hierarchy are the orc warriors who serve Izrador. For the most part the orcs themselves believe this to be the right and natural order of things, however—most serve willingly, gladly laying down their lives for the legates, the Night Kings, and Izrador himself. This, they feel, is their role as the *Odrendor*—chosen of Izrador.

More than 14,000 orcs occupy Highwall, divided among the Hungry Mothers, Mother of Blood, Feral Mother, and Dark Mother tribes. The orcs recruited for service in the Theros Obsidia garrison are a different breed altogether. The most devoted, skilled, obedient, and merciless orcs are selected by the legates and

offered the honor of serving in Theros Obsidia. Service is voluntary—it is, in fact, one of the few real choices that an orc ever receives. The honor of service in Izrador's garrison has never been refused by an orc, however, and the tower remains well staffed by nearly 2,000 fanatically loyal and deadly orc and oruk warriors. They are the *Izrados Actemi*—Izrador's army, the finest orc warriors in service to the Shadow in the North.

Izrador's army is organized along far more rigid lines than the chaotic orcish hordes that ravage the rest of Eredane. Warbands consist of 10 squads of 10 orcs each, led by a ranking oruk officer. Five warbands make up a legion, and the *Izrados Actemi* contains four full legions. Ordinary orcs who serve in the warbands range in rank from blooded through warrior, while champions are attached to units to improve morale or to command groups of one or more warbands in battle. Commander-level orcs lead legions, while Warchief Zagaras leads the garrison and serves as supreme commander for the entire *Izrados Actemi*.

Izrador's army is equipped with the finest weapons and armor available. Line troops' items are ordinary and have no bonuses, but are exceptionally well made and far more uniform and aesthetic than those given to lesser orcs. Officers carry masterwork items or—in a few cases—actual magic items. Izrador's legionnaires must receive permission from higher-ranking orcs in order to use magic items; to do otherwise is considered heretical and is grounds for instant expulsion or enslavement. Magic items must always be offered to Izrador first, through his representatives the legates.

Despite their skill and experience, the orcs of Izrador's army do not see much action, a situation that is contrary to their violent, warrior natures. They spend most of their time standing watch, patrolling the area immediately surrounding Theros Obsidia and drilling in anticipation of battles that may never be fought. This leaves the orcs in a bit of a dilemma, for to the last they are utterly and absolutely loyal to Izrador and have

devoted their entire existence to serving him. At the same time, their every instinct tells them to ride to battle and savagely attack Izrador's foes, reveling in the blood they shed and the suffering they cause.

Though service in Theros Obsidia is the highest honor that an orc can receive, it provides few opportunities to engage in the mayhem that orcs live for. Consequently, morale is always a problem among Izrador's army, and their commander Zagaras spends much of his time coming up with ways to keep them busy. But the boredom of garrison life affects orcs like Zagaras himself, and the army's leader sometimes manages to avoid the dangers of idleness by leading patrols beyond Highwall.

The Order of Shadow

The members of the Order of Shadow are the hands of Izrador, reaching across a world to do his will. Every legate in the order answers to Theros Obsidia, taking orders and seeking out the help and guidance of his superiors and of the dark god himself. It is from Theros Obsidia that all wisdom flows, and where the Shadow that the legates revere lies the deepest.

The legates assigned to overseeing the daily running of Highwall—pacifying its downtrodden peasants, maintaining the flow of trade goods from the port, keeping the area surrounding Theros Obsidia secure—live in the ruins of the city itself, in barracks built from rubble and scavenged masonry. These legates are little better than the ordinary orc soldiers who make up Izrador's hordes, and service in the city is a largely thankless task. Every legate in Highwall secretly hopes to eventually be given a field assignment, aiding in the war against the elves and dwarves or—better still—service in the relative comfort of Theros Obsidia itself, where they can be close to the heart of power.

Of course, things are never quite as they seem: Outside of Theros Obsidia, the legates plot and scheme constantly to get in; once inside, they scheme and plot to stay there, making the dark tower an even deeper pit of intrigue and treachery. Perhaps it is a sign of Izrador's malevolent but effective logic that he has set his priests to infighting and competition, lest any grow powerful enough to trouble his dominion with thoughts of independence or defiance.

While it often seems a monolithic institution to those on the outside, the organization of the Order of Shadow in fact reflects the infighting, backstabbing, and power plays that characterize its membership. Rather than a single, centralized organization, the Order of Shadow is splintered into countless small sects, cabals, suborders, and cults, each with its own history, traditions, enemies, alliances, and leadership. These sects include the Harrowers, Sisterhood of Tender Mercies, and the Eyes of Izrador, among many others. Some of these sects are based upon ideology or doctrine, or one specific and often fanatical interpretation of it, while

others are designed around a specific function. The Harrowers are discussed in greater detail below; the Sisterhood is a sect of inquisitors charged with rooting out subversion and heresy within the order, while the Eyes are a cult of spies and informants in service to the Shadow.

A Black Schism

The Order of Shadow is broadly split into two factions: the ancient, original order derived from Beirial the Betrayer and the corrupted monks of the Order of Truth at Bandilrin, and the new order, the Cult of the Shadow, fostered by the Night King Sunulael.

The original order, whose adherents now secretly call themselves the Cabal or the True, worked down through the millennia, insidiously subverting the weak and worming their way into all strata of Eredane's societies. Over the centuries they created a far-flung network of spies, agents, and cultists who served the Shadow blindly, faithfully, slavishly: a vast, diseased maggot that spread canker through the heart of those nations that stood against their master.

The order became so immense and complex that parts of it lost touch with each other and continued in isolation from the mainstream before being exposed and destroyed, fading into oblivion or being reincorporated into the main order. Some of these cults may still operate, so isolated that they are yet unaware of Izrador's ultimate victory, or so divergent from the doctrines of the order that they no longer wish to be part of that monolithic organization, instead pursuing their own twisted interpretation of their god's will. Some legates believe that Sunulael's Cult of the Shadow was derived from one such splinter cell.

With Sunulael's transfiguration into a Night King, he became titular head of the Order of Shadow. The ancient leaders of the old order, the Cabalists, were greatly angered by the elevation of this upstart, this outsider, to the principle position of their church. Though unwilling to openly oppose Sunulael and his loyal legates, the Cabalists take every opportunity to steal what credit, praise, and honors they can, while hindering the plans of Sunulael's legates, the Devout, whenever such actions would be unlikely to point back to them or their masters.

There are others among the Cabalists' number who would take things even further: for some, the anger at Sunulael's elevation has become a living thing, perhaps replacing the life and heat that once inhabited their undead bodies. Ever fond of plotting and wheels within wheels, these few have formed a coven, an inner circle, whose stated aim is to bring Sunulael and the Devout to ruin and reclaim their rightful place at the feet of their god. A schism is growing in the Order of Shadow, and it threatens to tear it asunder.



The Temple Hierarchy

Though the order itself is prone to intrigue and infighting of the most baroque and Byzantine nature, the temples of the Shadow are organized in a remarkably straightforward and simple fashion. A temple is led by the highest-ranking legate, known as a prelate. The temple prelate is aided by lower-ranking legates, called curates. Each curate is in charge of a different aspect of the temple's day-to-day operations. Some of the more common curate titles are:

Treasurer: Manages the finances and gathers income for the temple.

Curate-Martial: Oversees the defense of the temple.

Choirmaster: Trains and manages the legates who sing and chant during ceremonies.

Master of Sacrifices: Responsible for obtaining sacrifices and keeping them alive before rituals.

Curate-Professor: Teaches the order's traditions and practices to recruits and lesser legates.

Curate-Engineer: Sees to the structural integrity of the temple and manages new construction.

Barracks-Master: Responsible for the cleanliness and orderliness of the temple living quarters.

Curate-Librarian: Maintains the temple's books and magical documents.

Daily Rituals and Customs

Another way that the legates are kept in a state of subservience is by constant daily ritual. Almost every aspect of a legate's life is governed by ceremony and obeisance to the Shadow. Izrador is at the core of every legate's daily activities, as the dark lord is expected to be at the core of every legate's soul.

The ways of Izrador are imprinted upon each legate from the day he is first accepted for training. Prayer is a central part of the legate's life. Prayer is not considered supplication, nor does the worshipper ask for favors or good fortune. Neither is it intended as an act of gratitude. In reality, prayer is an act of total submission; through prayer, Izrador's worshippers hope to demonstrate their faithfulness and subservience, and perhaps receive the Shadow's commands or guidance. In the Order of Shadow, prayer emphasizes and celebrates the worshipper's powerlessness.

Lesser Legates

Legates' duties and rituals depend upon rank. Lesser legates' rituals are less complex, but their duties more onerous and menial.

A lesser legate's day begins before dawn with the ringing of ceremonial gongs by temple legates. Lesser legates who are slow in arising from slumber or otherwise lax are unceremoniously (and largely unemotionally) beaten by their higher-ranking brothers, until eventually they accumulate enough bruises, lacerations, and broken bones to remind them to be quicker on the rise.

Morning prayers follow, with temple legates leading their subordinates in a series of invocations declaring the priests' devotion to Izrador and the inevitability of his eventual triumph. A simple meal follows, after which (usually around dawn) the lesser legates disperse to carry out their daily duties. Another prayer meeting is held at the midday meal and a final one an hour after sunset. From time to time, on especially important or holy days, midnight services are also held, at which all lesser legates are expected to attend. Of course, they are still expected to rouse themselves the moment they hear the morning gong.

Recruitment, Training, and Indoctrination

Despite the fact that Izrador's iron hand holds all the lands of men in a brutal grip and his minions commit unbelievable atrocities, there is never a shortage of recruits to join the ranks of the legates. Reasons for becoming a legate are as varied as the applicants themselves: some have decided that all is lost and it is best to join the winning side; others hope that status as a legate will save them the worst of the suffering that Izrador inflicts on the people of Aryth; still others desire power

and see service to Izrador as the best way to get it. Regardless, few are turned away when they ask to join the ranks of the legates.

Soldier legates' duties include traveling through the conquered lands recruiting new legates. A recruiter follows an established route, traveling from city to city, accompanied by heralds who declare the recruiter's presence to the populace. When potential recruits approach the soldier legate they are accepted or rejected by the recruiter. Since the attrition rate for new legates is high, most suitable candidates are accepted. The only exception to this is in the case of those with serious wounds or physical deformities—a candidate must have two eyes and all of his limbs in order to serve Izrador, though any of these might be lost during the course of service. Males are preferred, though the exceptional female sometimes wins admittance. Likewise, humans are the most favored race—a few evil elves and gnomes serve as legates, but so far there has never been a dwarf or halfling legate.

Those who are accepted accompany the recruiter, aiding him in his efforts in the other settlements along his route. The soldier legate leaves recruits at each of the Temples of Shadow along his route that need additional staff. The brutal training regime begins almost immediately.

A recruit is expected to aid in menial tasks and labor ceaselessly for six full months before finally being awarded the coveted rank of lesser legate. Losses are high during this time, and deaths as a result of beatings and deprivation are common. Those who find that their devotion is not what they thought it was cannot simply leave—once one has committed himself to Izrador's service, he is never allowed to leave. Those who flee are mercilessly hunted down, slain, and transformed into undead so that their reanimated corpses can attempt to make amends for the traitorous recruits' failure.

In some ways, this makes achieving legate rank even more significant, for it proves that the recruit is capable of withstanding the most brutal treatment and has shown the true depth of his devotion to Izrador.

Initiation is the most solemn and important ceremony in a legate's life. Ushered into the temple's inner sanctum, the recruit is ritually cut by the other priests of the temple, then runs a gauntlet, beaten by sticks and clubs until—bloody and exhausted—he debases himself before the temple's black mirror and repeats a solemn oath, devoting his life and soul to Izrador's service, and declaring his willingness to perish at the whim of the Shadow in the North. The recruit is then accepted as a lesser legate and given official robes and sigils of office, as well as his first weapon, typically a black-hafted mace inscribed with Izrador's sigil.

Servitude

Maltreatment and deprivation are not as severe for lesser legates, but life remains hard. Days begin before

dawn and end after dark, and all the hours in between are devoted to ceaseless service to the dread master. In addition to chores such as cleaning, cooking, gardening, and maintenance, lesser legates receive rigorous training in casting divine magic and are expected to participate in more and more important rituals.

Lesser legates tend to congregations during holy services at Temples of Shadow, using low-level spells to check for unauthorized use of magic, keeping congregants quiet, and aiding in sacrifices.

At higher levels, lesser legates are allowed to lead morning and evening services, and are sometimes even called upon to officiate at sacrificial rites in the Temples of Shadow.

In addition to temple duties, lesser legates are sometimes dispatched throughout Eredane with messages or other important deliveries, accompany higher-ranking legates in searches for heretics and traitors, assist soldier legates during recruitment trips, and can even petition their superiors to leave the temple for a time, seeking out Izrador's foes, hunting down fugitive recruits or escaped slaves or confiscating magic items for use by the priesthood. Those lesser legates who prove themselves in such a fashion are often recruited as soldier legates.

Astiraxes

After initiation, the most important ceremony in a new legate's life is when he is assigned his astirax companion. One of the new legate's tasks is to find an appropriate animal for his astirax to inhabit. Once he has done so, and has gained the approval of the temple legates, the lesser priest is summoned to a solemn ceremony before the temple *corith*. Here, the ranking temple legate calls upon Izrador to send an astirax to inhabit the body of the lesser legate's chosen animal companion. If the legate has performed well and is worthy in the Shadows' sight, an astirax is sent to possess the animal, and the legate is considered to have attained full legate status.

To simulate this, DMs may not allow legate player characters to progress to 2nd level until they are considered worthy of being awarded an astirax by higher-ranking legates. Proving themselves worthy may involve having the low-level legates perform important services for their superiors, such as engaging their temple's foes in battle, retrieving important magical items, or aiding in rooting out Izrador's enemies.

Soldier Legates

Once a lesser legate has established himself, his priestly career can take two different routes. Those who have a talent for intrigue, magic, and less openly violent confrontation with Izrador's foes can move on into the ranks of the temple legates, while those who have distinguished themselves in battle, as semi-independent

investigators or adventurers, or who do not fit well with the intrigue-laden daily life of the temple, can petition to be made soldier legates. In some cases, lesser priests are actually recruited by the soldier legates or have a military career “suggested” to them by senior temple legates who feel that they will better serve Izrador away from the temples.

Initiation

As might be expected, becoming a true soldier legate takes more than simply wishing to be one. Once accepted for training, the soldier legate must engage in trial by combat, fighting a chosen soldier legate until one or the other surrenders, dies, or is incapacitated. This is no mock battle—the challenge is fought in armor with longswords, and the soldier legate is a highly skilled combatant, usually more experienced than the lesser legate supplicant. From time to time, a supplicant fights well enough that the soldier legates accept him even if he is defeated, though defeated lesser legates often require extensive healing magic before they are fit to join their new brethren.

Training

Once recruited as a soldier legate, the priest’s original travails are repeated—new soldier legates are given the most basic and onerous tasks, somewhat similar to those given to a page or squire in traditional society. A new soldier legate is assigned to serve a higher-ranking warrior-priest, expected to perform such duties as washing up, cooking, cleaning armor, sharpening swords, maintaining his superior’s wardrobe in good condition, feeding and grooming his master’s mounts and astirax, and similar tasks. In addition, the recruit is expected to accompany his master into battle and fight fearlessly.

These duties last about a year, and are accompanied by near-continuous drilling and training in the martial arts. Once the year’s training is completed, the soldier legate is promoted, relieved of his menial duties, and assigned to service somewhere in Eredane. Once more, an elaborate and solemn ceremony accompanies this promotion, as the gathered soldier legates invoke Izrador and call upon the Shadow to guide the new warrior-priest’s hand in battle. The ceremony ends with the soldier legate being given a masterwork longsword and masterwork armor, both inscribed with Izrador’s sigil.

Once assigned, the new soldier legate’s training is at an end and he is expected to dedicate the rest of his mortal existence to serving Izrador in battle against the god’s foes. Soldier legates can take levels in the fighter

class, but are expected to take one level in legate for every fighter level.

Service

The soldier legates are the elite of Izrador’s forces—though the majority of his troops are orcs, the *Odrendor* and their oruk commanders are considered too undisciplined and bloodthirsty to fully exploit Izrador’s conquests. As a shock force intended to shatter enemy formations, selflessly spend their lives, and inflict carnage, orcs are ideal. Actual conquest, holding territory, administration, and leadership fall to the soldier legates. Their duties include such diverse endeavors as strengthening an orc horde that has been having difficulty, assaulting a heavily defended strongpoint, pacifying a troublesome or rebellious province, hunting down rebels, entering enemy-held territory to commit assassination and sabotage, and other tasks considered unsuitable for the less-subtle orcish legions. Though typically under the command of a higher-ranking human, oruk, or other officer, soldier legates assigned to service with Izrador’s legions are granted a high level of autonomy and allowed to proceed as they see fit with little interference.

Above all else, soldier legates are expected to be highly adaptable and able to deal with any eventuality. Soldier legates spend much of their time on assignment with other units, serving Izrador wherever they are needed. A soldier legate is expected to be skilled in a wide range of weapons and tactics, capable of serving as a heavily armored cavalryman one day and a lightly armed scout or infiltrator the next. Always, divine magic is used to supplement the soldier legate’s abilities and constant practice and drill is expected to keep his fighting skills at their peak.

Due to their relatively independent nature, the soldier legates are also responsible for recruiting new legates. Normally, a mid- to high-level soldier legate is assigned to a specific route, traveling from settlement to settlement, seeking out those who wish to join the Order of Shadows.

Though service as a soldier legate is dangerous, and invariably involves a high mortality rate, those who serve as warrior-priests are mercifully free of the intrigue, plotting, and backstabbing that is so common



among the more power-hungry temple legates. Soldier legates serve solely out of devotion to Izrador or for the love of conflict, and as long as they are allowed to shed blood in their god's name, they are generally content. In this, soldier legates are quite similar to Izrador's other warrior followers, the orcs. Though there is often friendly rivalry between the orcish legions and the soldier legates, the two groups generally treat each other as respected colleagues.

The Legate's Sword

DMs may award the new soldier legate with a masterwork longsword. If lost, the legate player character will have to pay to replace the item himself. At the DM's discretion, the longsword can be considered a covenant item with abilities that increase as the legate rises in level and serves faithfully. The following are suggested abilities for the soldier legate's longsword, but DMs are encouraged to come up with their own, unique abilities.

1st Level: +1 enhancement bonus.

4th Level: Gains the *ghost touch* ability.

8th Level: +2 enhancement bonus.

12th Level: Gains the *keen* ability.

18th Level: +3 enhancement bonus.

20th Level: Gains the *unholy* ability.

Temple Legates

At the top of the legates' normal power structure, temple legates' duties are extensive and complex. Temple legates manage the actual shadow temples, overseeing staff, engaging in historical and magical research, supervising the training of new legates, and commanding the search for Izrador's enemies.

Of course, these duties (and many more) are far more than one individual can manage alone, so the more important and significant ones are assigned to specific temple legates. The temple legates' best-known function is entirely mundane—the management and oversight of the Temples of Shadow. Each temple is administered by a single temple legate of 10th to 15th level, served by a staff of lower-ranking temple legates. The lower-ranked legates are assigned a wide range of duties, ranging from engaging in research to security and pursuit of heretics and other enemies of Izrador.

Research

Temple legates, especially those of lower level, spend much of their time engaged in research. Izrador desires complete control of all magical forces on Aryth, including both divine and arcane forces, and temple legates are expected to painstakingly investigate history, ancient chronicles, legend and myth in an effort to track down the location of magic items, relics, artifacts, powerful spells, and anything else that might aid Izrador and

his minions. The library is always one of the largest chambers in a Temple of Shadow, often containing tens of thousands of volumes, all full of rare and valuable historical and magical information.

Temple legates can also obtain permission to venture outside of their temple in search of more information—perhaps a book or chronicle can only be found in a dwarven citadel, or a story known only by an aged elf. In such cases, temple legates often travel with companions, usually well paid and equally devoted to Izrador.

The Harrowers

Certain temple legates are distinguished by their ruthlessness as well as the depth of their fanatical devotion to the Shadow. Such individuals are offered the opportunity to pursue and capture Izrador's enemies—worshippers of false gods, users of forbidden magic, traitors and malcontents whose actions weaken or undo Izrador's great plan. Accompanied by elite soldier legates and astiraxes in especially dangerous forms—dire creatures, wolves, leopards, and the like—these temple legates (known as harrowers) are granted a considerable amount of autonomy and expected to scour the land with merciless efficiency.

Higher-ranking harrowers can also oversee groups of lesser harrowers, who are collectively responsible for the purity and stability of an entire province. Provincial harrowers are responsible to the authorities in Theros Obsidia and if a given province is especially troublesome—low tax revenue, rebellion, or excessive violence against Izrador's agents—the harrower is called to justify and explain himself in solemn council in the Chamber of Inquisition of the dark tower itself.

The Order of Harrowers is under the leadership of the grim legate Janavar, who oversees his harrowers' activities from his quarters in Theros Obsidia. Janavar is known for the utter efficiency of his administration, and the fact that his cruelty is entirely unemotional and rational. In many ways, Janavar's matter-of-fact exterior and businesslike sadism is far more terrifying than any bloodthirsty orc chieftain.

Janavar, male Erenlander legate 12/harrower 8: CR 20; Medium Humanoid (5 ft. 7 in. tall); HD 20d8+40; hp 130; Init +1; Spd 20 ft. (4 squares); AC 22, touch 11, flatfooted 21; Base Atk +15; Grp +16; Atks +23/+18/+13 melee (1d8+8/19-20/x2, +5 *dancing longsword*); SQ astirax companion, authority of Izrador +3, inspire fanaticism +3, rebuke undead, speak with dead 2/day, literate; AL LE; SV Fort +14, Ref +7, Will +19; Str 13, Dex 12, Con 15, Int 18, Wis 20, Cha 25 (includes +6 bonus for *cloak of charisma*).

Skills: Bluff +15, Concentration +12, Craft (scribe) +8, Diplomacy +22, Handle Animal +7, Heal +10, Intimidate +32, Knowledge (arcana) +15, Knowledge (religion) +21, Profession (investigator) +25, Sense Motive +18, Spellcraft +16. **Feats:** Empower Spell, Greater Weapon Focus (longsword), Iron Will, Leadership, Negotiator, Persuasive, Weapon

Focus (longsword), Weapon Specialization (longsword).

Languages: Black Tongue, Erenlander, Norther, Orcish, Trader's Tongue.

Spells

Prepared

(6/7+1/6+1/6+1/6+1/4+1/4+1/4+1/4+1; base DC = 15 + spell level; domains: evil, magic): 0—*detect magic, detect poison, guidance, inflict minor wounds, light, resistance*; 1st—*bane, bless, cause fear, divine favor, doom, magic aura†, magic stone, shield of faith*; 2nd—*aid, darkness, desecrate, hold person, identify†, inflict moderate wounds, zone of truth*; 3rd—*animate dead, deeper darkness, dispel magic, magic circle against good†, protection from energy, searing light, wind wall*; 4th—*discern lies, divination, divine power, inflict critical wounds, spell immunity, tongues, unholy blight†*; 5th—*command (greater), dispel good†, righteous might, slay living, spell resistance, symbol of pain, true seeing*; 6th—*antimagic field†, blade barrier, geas/quest, inflict moderate wounds (mass), symbol of fear*; 7th—*blasphemy, destruction, repulsion, spell turning†, symbol of weakness*; 8th—*cloak of chaos, fire storm, inflict critical wounds (mass), symbol of death, unholy aura†*; 9th—*disjunction†, energy drain, implosion, miracle, storm of vengeance*.

† Domain spell

Possessions: dancing longsword +5, breastplate of command, large steel shield +3, cloak of charisma +6, 500 gp in coins, gems, fine alcohol, silks and spices.

Appearance and Personality: Though he does not seem outwardly threatening, this little man nevertheless exudes a miasma of dread and intimidation. Others in his presence grow nervous and agitated, as if resisting the urge to throw down their weapons and flee. The Grand Harrower is short, with thinning brown hair and a round, beardless face. He wears simple black robes without insignia or marks of office. It is Janavar's eyes that demand attention and instill dread—they are the cold and calculating eyes of an automaton, entirely lacking in pity, compassion, or mercy. This, one can tell simply by meeting his gaze, is a man who will stop at nothing to obtain what he seeks, and cannot be swayed by anything save the will of the Shadow.

The legate Janavar was a true child of Izrador. The son of a temple legate, Janavar was raised in the occupied territories of Northern Erenland, educated in the ways of Izrador, and grew to manhood convinced that mortals' only duty was to give their souls up to the dark god, and act only as instruments of his will. As a child, Janavar assisted in ceremonies at his father's Temple of Shadow, and at age 12 performed his first sacrifice. At 14 he joined the Order, and quickly rose in rank until by age 17 he was a full-fledged legate, roaming the land and seeking out those who denied Izrador's unholy destiny.

It was in that fateful year that Janavar learned a terrible secret—his own brother Udan was conspiring against Izrador, aiding malcontents and helping refugees

escape to elven lands. During a service at the Temple of Shadow, Janavar denounced his brother and watched with satisfaction as the orcs dragged Udan away for interrogation. Janavar assisted in Udan's torments, and when the broken renegade had revealed his last secret, delivered the coup de grace, slitting his own brother's throat and watching him perish.

Janavar's devotion did not escape the notice of the Harrowers' order or of Sunulael himself, and within a few weeks Janavar was invited to join the order. He did so gladly, and his efforts to pursue and punish those who rejected Izrador redoubled. Soon, he had risen to provincial rank, and when the Grand Harrower, Neeander—a grim, white-haired woman who had persecuted heretics with rare relish—died at the hands of magic-wielding assassins, Janavar was quickly promoted and took his place as head of the order. Swiftly, Janavar moved against the assassins, uncovering a conspiracy of renegade wizards and channelers. A cadre of soldier legates descended upon the rebels, wiping them out or sending them into hiding. With this triumph, Janavar's position as chief harrower was secure.

Since that day, Janavar has only grown more powerful, and today he is one of Izrador's most valued mortal servants. It is Janavar's secret desire to be granted true divine power, and even (in his darkest and most hidden thoughts) serve Izrador as the fifth Night King. At the same time, Janavar considers such desires to be prideful and unbecoming, and at times even chastises himself, engaging in acts of deprivation and self-flagellation to rid himself of his "arrogant" ambitions. Still, Janavar's desire for power and recognition in Izrador's eyes continues to grow, and one day it may lead him to overstep himself.

Intrigue

Though there is considerably less overt violence and brutality among the temple legates, conflicts between temple legates are more deadly for their secrecy. Izrador's profane genius is most obvious when it comes to the legates, for they have become so intent on gaining advantage over each other that few have ever thought to seize power for themselves, or otherwise threaten the stability of Izrador's rule. There have been exceptions, to be sure, but these are few and far between. For the most part, the Order of Shadow is kept in line by its own members vying for recognition and status, fighting with one another rather than rising up to trouble the dark god's schemes.

This sentiment is cultivated among young recruits. They are encouraged to spy on each other and earn privileges by revealing failings and lack of devotion among fellow recruits. Recruits and lesser legates—whose positions are not yet secure—spend much of their time seeking out unorthodoxy and illicit behavior among others, while at the same time avoiding—or carefully hiding—such conduct of their own. This sim-

ple schoolyard-level competition weeds out most of the poor players; legates who survive the process emerge as seasoned, cunning schemers whose devotion to Izrador is second only to their ambition and sense of self-preservation.

Competition between temple legates is less overt, but every bit as deadly. Though a temple legate has a far more secure position than his lower-ranking brethren, he also has a lot farther to fall. Intrigue is subtle, often taking the form of whisper campaigns: small lies about a rival circulated among the lesser legates that grow into larger lies and dark rumors of even greater crimes, tales of unorthodoxy or treachery carefully hidden in such a way that they take years to come to light, misinformation funneled to a rival in order to maneuver him into an untenable position. These are only some of the weapons in the arsenal of a seasoned temple legate.

Overt crimes such as assassination do take place, though they are almost always committed through others, with little or no evidence of the original plotter. A common scheme is for a legate to set two rivals against each other—convincing the first legate that the second is conspiring against him and vice versa. If the schemer succeeds, the two legates will then turn on each other and one or both of them will be taken completely out of the game. Of course, more experienced legates are well aware of the dangers of trusting others and are less susceptible to such schemes.

Rivalries between greater legates are even more serious and deadly, though by the time a legate has reached such rank his position is secure enough and he has amassed such an array of allies and supporters that he can only be taken down by another legate, or by a larger group of conspirators.

Greater Legates

The greater legates sit near the top of the order's power structure, below only Sunulael himself. Today, there are only 14 individuals who bear the title of greater legate—there are probably dozens that are of sufficient experience to serve, but these remain temple legates unless called upon by Sunulael himself.

Greater legates are responsible for overseeing an entire region and are expected to serve the deity personally if called upon to do so. Unlike the temple legates, greater legates have very broad duties and are responsible for all of the order's activities throughout an entire region of Eredane.

Those who are fortunate and ruthless enough to reach the rank of greater legate are among the most dangerous mortals in the world, and they do not take the security of their positions for granted. All have extensive networks of underlings—channelers, temple and soldier legates, personal retinues of warriors, thugs, informants, and spies. Most are based in villas or fortresses, well defended against rivals and rebels.

Their caution is well-founded, for the greater

legates are among the most hated and feared mortals on the continent as well. Though they take pains to protect themselves, greater legates are not invulnerable, as Greater Legate Hiros Tallam found three years ago when a rag-tag band of snow elves and Dornish refugees ambushed his column as it traveled through the Highhorn Mountains. Casualties on both sides were heavy, and in the end only two snow elves survived the encounter, but the greater legate himself lay among the slain, a major blow to the reputation of the Order. Tallam has yet to be replaced, and some legates believe that his successor may face cursed luck and bad fortune after his ill-starred demise.

The other greater legates of Eredane, and their assigned base of operations are:

Teros Vilosa (*Dornish male, Leg20, LE*): Greater legate of Highwall

Zelderos Kalang (*Sarcosan male, Leg18, NE*): Greater legate of Asmadar

Norduth Starlin (*Erenlander male, Leg19, LE*): Greater legate of Alvedara

Andara Urthasu (*Dornish female, Leg17, LE*): Greater legate of Baden's Bluff

Shantelus Ereach (*Sarcosan male, Leg16, LE*): Greater legate of Cambrial

Indrenth Jedev (*Dornish male, Leg20, LE*): Greater legate of Bastion

Farmasa Turun (*Sarcosan male, Leg16, LE*): Greater legate of Elsin

Judela Marcosh (*Erenlander male, Leg 18, LE*): Greater legate of Davindale

Lian Hedef (*Erenlander male, Leg19, LE*): Greater legate of Hallisport

Daezinaela (*elf female, Leg 18, NE*): Greater legate of Chanderling

Emehdi Shazir (*Sarcosan male, Leg 20, LE*): Greater legate of Fallport

Mazish Mezim (*Sarcosan male, Leg 16, LE*): Greater legate of Sharuun

Lerima Surali (*Erenlander female, Leg 17, NE*): Greater legate of Erenhead

Darmanan Morisin (*Erenlander male, Leg 18, LE*): Greater legate of Eisin

CHAPTER 5

Campaigns

Above all else, the MIDNIGHT setting is a place for heroes, and a special breed of hero at that. Unlike those in most other settings, the heroes of Aryth fight a battle that has already been lost; the best they can hope for is to preserve hope and delay the enemy's final triumph—with their lives if necessary. And where better to deny the enemy his ultimate victory than in the heart of his realm—the dark tower of Theros Obsidia, where evil itself is said to dwell.

Traditional motivations for adventurers—fame, power, and treasure—are considerably less common in the world of MIDNIGHT. Those who fight the Shadow cannot afford notoriety, and such power as remains is concentrated almost entirely in the hands of Izrador, his armies, and his legates. Treasure (at least in the form that most players are familiar with) is rare or entirely absent in Eredane—currency has almost completely disappeared, magic items are rare (as well as illegal), and anyone accumulating large quantities of wealth is likely to attract the attention of the authorities. In most cases, player characters in the MIDNIGHT setting will have quite different reasons for setting out on the road to adventure.

This chapter provides some brief guidelines for running adventures in and around Theros Obsidia, and ideas for sessions or even campaigns that might allow adventurers to confront the Shadow directly. Though many of the ideas here may end tragically, they can provide the characters with the opportunity to sacrifice their lives for something that really matters. While it is also possible that the characters may have a chance to strike a serious blow against Izrador—destroying the black mirror that focuses his power and forcing him to neglect his wars against the elves and dwarves while it is rebuilt—this will probably represent the dramatic climax of a MIDNIGHT campaign, and may even end with the heroic demise of most or all of the characters.

Adventures for Good Characters

Scouting

Probably the best adventures for low-level adventurers involve simply exploring the region around Theros Obsidia, scouting for troop concentrations, observing enemy movements, checking on the comings and goings of important officials, investigating the fortifications and strongpoints of the region, and so on. The enemy is constantly on guard against such intrusions, however, and those engaged in scouting missions may end up playing cat-and-mouse with parties of orcs, traitorous human warriors, and even parties of soldier legates sent to root out Izrador's enemies.

Stealth is most important in a scouting mission, so rogues, defenders, wildlanders, and other characters with skills such as Move Silently, Hide, Listen, and Spot will be quite important. If the mission goes badly, however, combat may be inevitable, so battle specialists such as fighters, freeriders, and barbarians may also be necessary. Other kinds of adventures that might call for intrigue and infiltration will also benefit from characters of the insurgent spy prestige class. The dangers of using magic so close to the enemy's citadel are well known, and there is a strong possibility that such magic won't work anyway, so specialized spellcasters such as channelers and wizards should be used in moderation.

A scouting mission might be used to lay the groundwork for future events, as well. If low-level characters see the power of the enemy and the dangers of the region, this may help build up the place in their minds when future adventures take them there. A low-level party that barely escapes with their lives simply by being in the vicinity of Theros Obsidia will treat the location with considerably more respect and dread when they are higher level and expected to actually enter the place.

Smuggling

There are many kinds of smuggling. In Eredane, there are also two broad types of cargoes—living and nonliving (see below). The most basic type of smuggling involves carrying food and supplies to the starving and deprived common folk of Eredane; Highwall and its vicinity are an important shipping point, which smugglers must pass through in order to get their goods to those who need them. Note that concern for the common folk is only one of several motivations for such missions—it is entirely possible that more mercenary characters will carry food, clothing, and other contraband items to the people in order to simply make money or increase their odds of survival in the dangerous lands of Eredane.

Smugglers will have to face guards, customs officials, paranoid legates, greedy rivals, and others who are determined to find out what they're up to, expose crimes for their own gain, steal illicit cargoes and sell them at a profit, and so on. Such opponents usually must be outwitted through non-violent means—the use of such skills as Bluff, Diplomacy, Sense Motive, and the like are encouraged, but careful planning and the contingencies the players set up are even more important. Insurgent spies, gnome smugglers, and rogues are especially adept at smuggling missions, but will always need combat-oriented allies if steel is ever drawn. Of course, open combat, especially in such a dangerous place as Highwall, is likely to draw unwanted attention and end the smugglers' careers very quickly.

Aiding Refugees

A more specialized and difficult form of smuggling involves helping the oppressed commoners, hunted renegades, convicted criminals, spellcasters, fey, and other enemies of Izrador escape from Highwall. The skills necessary for basic smuggling will still be needed when aiding refugees, but they will be even more vital, for discovery will bring instant, painful death—or worse, torment in the bowels of Theros Obsidia and forced service to the Shadow, either living or undead.

Helping the oppressed escape also requires ingenuity, courage, and specialized equipment such as wagons, cargo containers, ships, or other modes of transport

with hidden compartments, hiding places, and the like. Alternatively, Disguise or other skills can be used to conceal the true identity of escapees. Magic concealment is probably the most dangerous alternative, for the legates are always on guard for illegal spellcasting, and the proximity to Theros Obsidia causes most spells to malfunction. Only the most accomplished and skilled of magical practitioners should assist in refugee missions, and even they should do so with enormous caution and discretion.

Liberating Magic

Actually entering Theros Obsidia and stealing away the magic items and artifacts that are concealed in Izrador's fortress is one of the most hazardous of missions, and one suitable only for the most experienced and daring of adventurers. Like other adventures that take place inside Theros Obsidia, this one requires stealth and cunning, for merely entering the citadel is beyond the ability of most characters. Once inside the tower—through disguise, stealth, trickery, or even brute force—characters must still make their way to the level on which the stolen treasures of Eredane are kept and get past both the level's guardians and the powerful magical locks that protect the vaults. If these formidable obstacles are circumvented, characters have their pick of magic items, but must still escape from the fortress with them.

Liberated magic items can be used by the characters or given to the forces of good to carry on the fight. In some cases, especially potent magic items may need to be taken to influential leaders such as the Witch Queen, who can unlock their potential and transform them into weapons of true power.

DMs should note that, although Izrador has amassed a considerable collection of magic items, such things remain rare and almost legendary in the world of MIDNIGHT, and even high-level characters should not be allowed to take too many, lest their presence unbalance the campaign. By the time they have gotten to levels sufficient to successfully enter and leave Theros Obsidia, characters will certainly be of legendary standing, and providing such characters with legendary magical artifacts is certainly appropriate, but the relative rarity of magic items on Aryth means that most of the items stolen will be of low power compared to other settings. As always, the DM should use the guidelines in the core rules and their modifications in the MIDNIGHT setting book to determine appropriate rewards for the characters. The DM should also bear in mind that magic items are a curse as often as a blessing: The heroes will find their escape from Theros Obsidia especially challenging if there are hordes of astiraxes and their attendant legates homing in on the powerful emanations of their liberated artifacts.

Partisans

The struggle against Izrador is classic guerilla warfare—a small and under-equipped band of fighters battling against a more powerful and numerous force. This is certainly the most action-oriented of the various adventure ideas, and can involve almost any character class. Raids on enemy troop concentrations, attacks on convoys or trade caravans, assassination of enemy leaders, destruction of property or supplies—all these and more are involved in a partisan campaign. Guerilla fighters must move quickly and be ready to survive on minimal supplies, often going days or weeks without real sustenance. They will be hunted criminals, pursued by the enemy's minions. Less threatening foes will find themselves under attack by orc forces, while more powerful adventurers must face more potent enemy troops, such as ogres, trolls, legates, spellcasters, and even demons.

Freeing Outsiders

Another potentially dangerous mission involves seeking out and liberating the outsiders summoned by Izrador's minions. Many of the demons and devils that serve Izrador do so voluntarily—those of lawful alignment are unlikely to turn against their master unless presented with incontrovertible proof that the Shadow has betrayed or intends to betray them. Chaotic creatures might be coaxed to change sides, at least temporarily, if given sufficient motivation for doing so—magic, treasure, the chance to inflict mayhem, and the like. Sometimes an evil outsider is capable of inflicting considerable damage against Izrador's fortress: A powerful demon loose in the halls of Theros Obsidia can cause considerable damage before it is finally caught and killed or banished, for example. In many cases, however, the price for such cooperation is quite high. A demon might demand the soul of an innocent, or make a character swear to serve him for a given period, or perhaps demand a boon at a future date—a boon that will invariably prove distasteful or tragic. Characters are faced with a classic dilemma in these cases—commit a lesser evil so that a greater good can be accomplished, or possibly see their own good intentions turned against them.

Simply finding and liberating these outsiders is a challenge in itself. Like Izrador's plundered magic items, many outsiders are housed inside Theros Obsidia itself. Those who work with Izrador voluntarily are quartered in relatively pleasant surroundings, at least by their own fiendish standards, while those compelled to service are imprisoned in strong magical facilities that are well guarded (often by other, free-willed outsiders). Once more, the characters must enter the fortress and find the level on which the outsiders are held, enter the prisons and circumvent both guardians and magical defenses. Once in the presence of such creatures, char-

acters are still in danger, for lawful outsiders may summon aid or attack and chaotic creatures are mercurial and may attempt to kill those that would aid them, simply for the amusement of doing so.

Another interesting possibility is that Izrador has managed, through the many nefarious and arcane means at his disposal, to capture good-aligned outsiders such as angels, devas, planetars, eladrin, or other celestial creatures. These creatures may have been summoned to the tower, bound, and imprisoned, awaiting sacrifice, torture, or corruption through fell magic and dark rituals. Such creatures are rare, but rescuing one would at the very least provide the forces of good with a potent ally.

Breaking the Mirror

Possibly the greatest blow that can be inflicted on the Shadow is the destruction of the *Izradis Zordrafin Corith*, the Black Mirror of Izrador that is located on the uppermost level of Theros Obsidia. Adventurers who wish to carry out this most difficult task should expect to give their lives in the attempt, and may find themselves fooled by the false *corith* in the dungeon levels beneath Theros Obsidia. More details of this mission are discussed in Chapter Three.

Evil Characters

Of course, the MIDNIGHT setting is not necessarily only for heroes. This is a world, after all, where evil stands on the brink of ultimate triumph, where the dark god has vanquished all of his foes, and where darkness reigns almost unopposed. This makes a natural place for evil-aligned player characters, and the legate character class is a perfect starting point. As the only individuals who can cast true divine magic, even low-level legates begin with considerable authority, and with the strength of Izrador's legions behind them, legates can back up their commands with an iron fist.

Patrol

The mirror to the good forces' scouting, patrols scour the countryside surrounding Highwall, seeking out any intruders who might cause problems for Izrador's hordes. These include enemy scouts, smugglers, guerilla forces, and the like. Patrols often spend weeks in the field, operating far from friendly territory, living off the land and making their own law. Commoners are expected to cooperate with Izrador's patrols, and the scouts themselves are empowered to use any means necessary to pursue their mission—looting



farms, robbing citizens, torture, and murder are frequently employed by Izrador's forces. Of course, troops that are too ruthless might spur the commoners to vengeance and find themselves facing an angry and determined mob. Worse yet, they will have to answer to their superiors for stirring up revolt in previously placid regions.

Pursuit

Refugees are common, especially as Izrador's rule spreads and grows more heavy-handed. The Night Kings know that if anyone is allowed to escape, more will follow, and the administration of conquered territories may well collapse. The search for such individuals is considered vital to a successful occupation and those legates and warriors assigned to the task are given wide latitude. Fugitives from the Shadow, such as resistance fighters and spies, must also be tracked, captured, and brought to justice. Some of the most dangerous tasks involve hunting fey in the vast woods of Erethor or in the Kaladrin Mountains.

Mage Hunting

Legates and their most important companions, the astiraxes, are charged with finding and punishing the

practitioners of illegal magic. To this end, they are assigned extensive resources and accompanied by any companions they choose, so long as they aid and enhance the mission of finding heretics and those who would use magic against Izrador. As in the search for refugees, the legates assigned to this dangerous task are allowed to take any necessary steps in the pursuit of their mission, and woe unto the commoner who opposes them. Legates with this mission often find themselves the targets of enemy assassins and partisans, and often travel to especially wild and dangerous parts of Eredane.

The fey War

Though Izrador has subdued much of the continent, substantial enemy forces remain, particularly in Erethor and the dwarven clanholds of the Kaladrin Mountains. In addition, bands of enemy partisans continue to plague the land, raiding behind Izrador's lines, destroying supplies, and attacking encampments in the night. It is the task of the warriors, legates, and channelers who serve Izrador to hunt down and engage these forces. The soldier legates, elite members of Izrador's armed forces, are especially dedicated to this mission, and are often assigned to lead forces against particularly potent or stubborn defensive positions. They are also frequently attached to military forces that have lost their morale or have been recently defeated. Their methods

are often brutal (decimation—the killing of one-tenth of a unit—is a common punishment), but invariably the forces under a soldier legate's command either improve or die. Either way, they are no longer a problem for Izrador.

Military campaigns are ideal for action-oriented players and DMs. All character classes can be employed, and the orc character race is quite appropriate for inclusion, as are legates as unit commanders. An adventuring party could be the elite force working for a high-ranking legate, or an independent command charged with hunting down and destroying enemy forces. They may also be a scouting force sent into enemy territory in order to explore or observe enemy activities.

Guardians

Important persons need protection, especially in the world of MIDNIGHT, where the minions of Izrador are a constant target for insurgent forces. Often, the legates and orc warriors who are normally assigned to guard duty aren't good enough, and Izrador's followers must sometimes choose more powerful, less well-known, or more discreet companions. Evil—or at least mercenary—adventurers are frequently the choice of high-ranking legates, officials, warlords, and others who need protection. This may involve escorting the individual to another location, keeping watch on him in his residence, keeping watch on servants and followers if the employer suspects them of disloyalty, and so on.

Working for an important employer is a stressful task, since Izrador's officials are used to being obeyed and getting their way in just about everything. Hirelings are expected to jump immediately into action whenever ordered. Such officials are constant targets of assassination, sabotage, and even rivalry from other officials (this is particularly true among temple legates), forcing those who help guard them to be prompt, swift, and highly resourceful.

Artifact Search

Izrador has commanded that all the magic items of Aryth are to be brought to him, for he intends to use the arcane energies locked inside them to help power the final ritual that will allow him to pierce the Veil and resume his ancient war with the Lost Gods. Legates and freelance treasure hunters are often employed to search for magic items, finding lost ones and retrieving those illegally held by commoners, adventurers, or enemy champions.

Adventuring companies are often assigned to search for magic items. Some of these parties are loyal to the Shadow, while others are mercenary outfits and gangs that don't really care who they work for and are only in it for the money. Often, they are sent into neutral

or unfriendly territory with only a vague idea of what they are looking for—rumors that a local leader has a magic item that helps him govern, tales of an enemy champion with a mighty enchanted weapon, a channeler with a magic-enhancing device, and so on. It is up to the party to follow the rumors, find the artifact, liberate it, and return it to Theros Obsidia.

Obviously, there is always the risk that a party sent to find magic items will turn their backs on the tower and keep the items for themselves. Usually this problem is lessened by the inclusion of a paid informer or traitor in the party ranks who has the means of communicating with the legates, keeping them informed of the party's actions and revealing locations if the adventurers decide to make off with the goods. Those who steal magic items are, of course, subject to severe punishments.

Nexus Search and Defense

The control of magical nexuses—places of power where magic items can be forged and arcane energies tapped—is considered vital to Izrador's plans. There are many nexuses throughout Aryth, but most are quite small and have only limited power. Such places are located and monitored, but usually left alone by Izrador's forces. Larger nexuses with more potential are another story, however: If an especially potent nexus is found, it must be isolated, controlled, mapped, measured, and most importantly protected from the enemy, who may use its powers to create items that might harm Izrador's cause, or drain away magical energy that he needs for his eventual return to the heavens.

Player characters can participate in this process at any level. They can be freelancers or servants of Izrador engaged in the search for nexuses. They may be part of the team sent to investigate rumors of nexuses, or those who occupy them, measure their potential, and defend them against attack. Alternately, the search for nexuses can also be an enterprise for a good-aligned party who wishes to find these places of power before the enemy, harnessing their energies to create magical items that can be given to Izrador's enemies, or used by the party themselves directly.

Recruiting

Finding new legates and others to carry out Izrador's will is another important aspect of the dark god's reign. One of the soldier legates' responsibilities involves traveling throughout the countryside, visiting settlements, and finding recruits who would make suitable supplicants for the Order of Shadow. Soldier legates and their retinues usually go well-guarded, and their numbers grow as the party swells with new

recruits. These groups are a prominent and very tempting target for rebels, bandits, and raiders, and in some areas a recruitment party ends up resembling a military operation. All sorts of characters are useful in such parties, including fighters for defense, training, and protection of the new recruits, rogues for scouting, and magic users for defense, detection of foes, and the like, with the entire party under the overall command of a soldier legate.

Prestige Classes

Lightbearer

In the old days, when Highwall was a center of learning and knowledge, its greatest defenders were members of the Order of Light—the lightbearers. Learned warrior-priests who served the Lost Gods and the cause of knowledge, the lightbearers were instrumental in the defense of Highwall during the first war with the Shadow and, although their numbers were severely depleted as a result, they continued to serve the city and pursued the cause of justice, peace, and good. The order was finally shattered when Highwall fell to the enemy, but the survivors have carried on, training successors and struggling against the seemingly inevitable triumph of darkness.

Though Aryth's connection to the divine realm is severed, members of the Order of Light nevertheless retain some small remnant of the divine spark. They can heal their allies and have preternatural power over both evil creatures and the Fell. They live as hunted criminals, aiding the forces of light and frustrating Izrador's schemes wherever and whenever they can. They teach their followers the history of Aryth, of the coming of Izrador and of the many battles against the Shadow. Above all else, they teach hope and belief that the future may still hold victory against the Shadow. Even if Izrador has won his final victory on Aryth, the forces of light can and must

oppose his will and dominion.

Some lightbearers still cling to the idea that Izrador can yet be defeated. Perhaps the gods can be contacted, perhaps Izrador's centers of power can be destroyed, perhaps he can be delayed long enough for the dwarves and the Witch Queen to marshal their forces and strike back. Even the most optimistic lightbearer knows that this is a forlorn hope, but still they hold to it. In all of Aryth, the Order of Light is the place where the flames of hope still burn the brightest.

The order is very loosely organized, with individual lightbearers passing their learning on to followers and fighting against the enemy whenever they can. The order no longer has true leaders, for such individuals could be forced to betray their fellows. Each cell of lightbearers exists independently, fighting its battle alone with little or no contact with other members.

Hit Die: d10.

Requirements

To qualify to become a lightbearer, a character must fulfill all of the following criteria.

Alignment: Any good.

Skills: Knowledge (history) 8 ranks.

Feats: Leadership.

Special: Must have had another lightbearer as a mentor and teacher.

Class Skills

The lightbearer's class skills (and the key ability for each skill) are Appraise (Int), Concentration (Con), Craft (Int), Decipher Script (Int), Diplomacy (Cha), Disguise (Cha), Gather Information (Cha), Heal (Wis), Hide (Dex), Knowledge (any) (Int), Profession (Wis), Search (Int), Sense Motive (Wis), and Survival (Wis).

Skill Points at Each Additional Level: 6 + Int modifier.

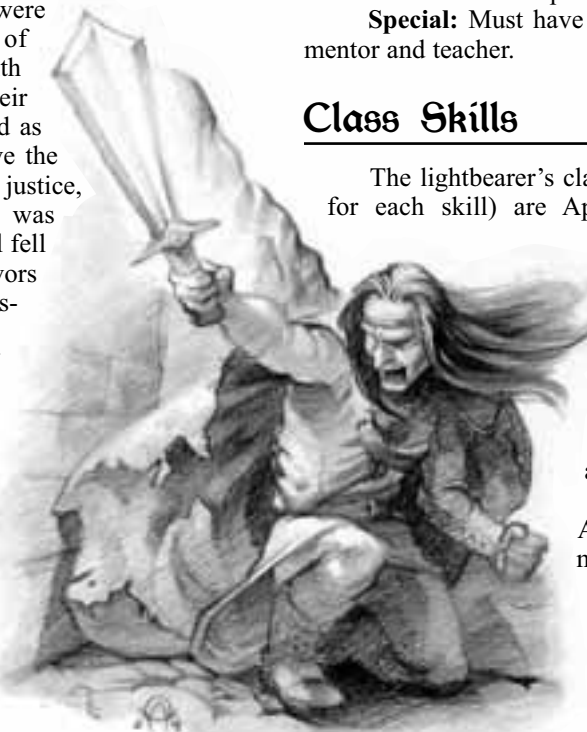
Class Features

All of the following are class features of the lightbearer.

Weapon and Armor

Proficiency: Lightbearers are proficient with all simple and martial weapons, with all types of armor (light, medium, and heavy), and with shields (except tower shields).

Cure Wounds (Sp): A lightbearer can use his



Lightbearer

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1st	+0	+2	+0	+2	Cure minor wounds 3/day
2nd	+1	+3	+0	+3	Smite evil 1/day
3rd	+2	+3	+1	+3	Cure light wounds 3/day
4th	+3	+4	+1	+4	Turn undead
5th	+3	+4	+1	+4	Cure moderate wounds 3/day
6th	+4	+5	+2	+5	Smite evil 2/day
7th	+5	+5	+2	+5	Cure serious wounds 3/day
8th	+6	+6	+2	+6	Destroy undead
9th	+6	+6	+3	+6	Cure critical wounds 3/day
10th	+7	+7	+3	+7	Heal 1/day, smite evil 3/day

healing power to cast a *cure* spell three times per day. At 1st level, the lightbearer can use this power to cast *cure minor wounds*, but this improves to *cure light wounds* at 3rd level, *cure moderate wounds* at 5th level, *cure serious wounds* at 7th level, and *cure critical wounds* at 9th level.

Smite Evil (Su): Once per day, beginning at 2nd level, a lightbearer may attempt to smite evil with one normal melee attack. He adds his Wisdom bonus (if any) to his attack roll and deals 1 extra point of damage per lightbearer level. If the lightbearer accidentally smites a creature that is not evil, the smite ability has no effect but is still used up for that day. The lightbearer may use this ability 2/day at 6th level and 3/day at 10th level.

Turn Undead (Su): When a lightbearer reaches 4th level, he gains the supernatural ability to turn undead. He may use this ability a number of times per day equal to 3 + his Wisdom modifier. He turns undead as a cleric three levels lower than his lightbearer level.

Destroy Undead (Su): At 8th level, the lightbearer becomes far more effective at battling undead. When determining the lightbearer's level for purposes of destroying undead, count each lightbearer level as two. An 8th-level lightbearer, for example, would count as a 16th-level cleric for purposes of destroying undead.

Heal (Sp): At 10th level, the lightbearer can cast *heal* 1/day as a spell-like ability.

Web Enhancement

Check the MIDNIGHT page at www.fantasyflightgames.com for additional prestige classes, including the harrower and legate martial.

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The logo for the 'Midnight' campaign setting, featuring the word 'MIDNIGHT' in a stylized, gothic font with a red and white color scheme. The letters are outlined and have a slightly distressed, metallic appearance. The background of the entire cover is a dark, atmospheric illustration of a ruined city at night, with a large, dark tower (Theros Obsidia) rising from the ruins. The scene is framed by an ornate, gothic-style border with intricate carvings and a central decorative element at the top.

MIDNIGHT™

CITY OF SHADOW

As the Third Age came to a bloody close, one of the first victims of the brutal march of the Shadow's armies across Eredane was the city of Highwall. Since the First Age, the city and its Scholar's Academy stood as a beacon of hope and enlightenment in a darkening world. That shining beacon was shattered seemingly overnight as the fury of the Shadow in the North descended on the world.

Now, a hundred years later, the city of Highwall lies in ruin. At the center of this desolation rises Theros Obsidia, a black tower of impossible size that was magicked from the earth and stone like a splinter drawn from flesh. This is the locus of Izrador's power in Eredane and the fortress of his legates, the Order of Shadow. Huddled around the tower are the camps and garrisons of the Shadow's hordes, along with the ruins and hovels of the city's survivors. Highwall has become a place of death and darkness, and only the bravest, most foolhardy, or most desperate heroes dare to intrude into the heart of Shadow.

The fourth supplement for the award-winning MIDNIGHT campaign setting, *City of Shadow* offers detailed information on the ruined and occupied city of Highwall, a level-by-level description of Theros Obsidia complete with beautiful maps and illustrations, and in-depth information on the Order of Shadow.

Requires the use of the Dungeons & Dragons® Player's Handbook, published by Wizards of the Coast, Inc.® This product utilizes updated material from the v.3.5 revision.



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