

DUNGEONS & DRAGONS®

NEVERWINTER™ CAMPAIGN SETTING



ROLEPLAYING GAME SUPPLEMENT

Matt Sernett • Ari Marmell • Erik Scott de Bie



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CREDITS

Design
Matt Sernett (lead), Erik Scott de Bie, Ari Marmell

Development
Jeremy Crawford, Stephen Schubert

Editing
Tanis O'Connor (lead), Dawn J. Geluso, Scott Fitzgerald Gray, Ray Vallese

Editorial Assistance
Brian Cortijo

Managing Editor
Kim Mohan

D&D R&D Senior Producer
Christopher Perkins

D&D R&D Group Manager
Mike Mearls

R&D Director, D&D Games and Novels
Bill Slavicsek

D&D Senior Creative Director
Jon Schindehette

Art Director
Keven Smith

Front Cover Illustration
Ralph Horsley

Back Cover Illustration
Adam Paquette

Graphic Designer
Emi Tanji

Interior Illustrations

Dave Allsop, Scott Altman, Steve Argyle, Zoltan Boros and Gabor Szikszai, Sam Burley, Chippy, Alberto Dal Lago, Thomas Denmark, Jesper Ejsing, Steve Ellis, Emrah Elmasli, Wayne England, Mike Franchina, Lars Grant-West, Ralph Horsley, Tyler Jacobson, Mazin Kassis, Howard Lyon, Slawomir Maniak, William O'Connor, Adam Paquette, David Rapoza, Marc Sasso, Mike Schley, Matias Tapia, Franz Vohwinkel, Tyler Walpole, Mark Winters, Sam Wood

Cartography

Mike Schley

Publishing Production Specialist
Erin Dorries

Prepress Manager
Jefferson Dunlap

Imaging Technician
Carmen Cheung

Production Manager
Cynda Callaway

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U.S., CANADA, ASIA, PACIFIC,
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Wizards of the Coast LLC
P.O. Box 707
Renton WA 98057-0707
+1-800-324-6496

EUROPEAN HEADQUARTERS
Hasbro UK Ltd
Caswell Way
Newport, Gwent NP9 0YH
GREAT BRITAIN
Please keep this address for your records

WIZARDS OF THE COAST, BELGIUM
Industrialaan 1
1702 Groot-Bijgaarden
Belgium
+32.070.233.277

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INTRODUCTION

Since that day of cataclysm, a decade ago, when the volcano roared forth and painted a line of devastation from the mountain all the way to the sea, burying Neverwinter in its devastating run, the tone of the region has changed. It is almost as if that one event had sent forth a call for conflict, a clarion call for sinister beings.

In a sense, it did just that. The loss of Neverwinter in essence severed the North from the more civilized regions along the Sword Coast, where Waterdeep has now become the vanguard against the wilderness. Traders no longer travel through the region, except by sea, and the lure of Neverwinter's former treasures has pulled adventurers—often unsavory, often unprincipled—in great numbers to the devastated city.

Some are trying to rebuild, desperate to restore the busy port and the order it once imposed upon these inhospitable lands. But they battle as much as they build. They carry a carpenter's hammer in one hand, a warhammer in the other.

Enemies abound: Shadovar, those strange cultists sworn to a devil god, opportunistic highwaymen, goblinkin, giants, and monsters alive and undead. And other things, darker things from deeper holes.

In the years since the cataclysm, the northern Sword Coast has grown darker by far.

And it pleases me.

—Drizzt Do'Urden,
from *Gauntlgrym* by R. A. Salvatore

Left a desolate ruin after a supernatural cataclysm, Neverwinter now rises from the ashes to reclaim its title as the Jewel of the North. Yet even as its citizens return and rebuild, hidden forces pursue their own goals and vendettas—any one of which could tear the city apart. Adventurers in this campaign must plunge into the politics, skulduggery, and peril of a city on the brink of destruction—or greatness.

NINE HALLMARKS OF A NEVERWINTER CAMPAIGN

Instead of presenting the details of a setting in stasis, the *Neverwinter Campaign Setting* assumes that the DM will customize the setting and create new plots. The campaign is designed for the players to become deeply involved and for their choices to drive the story at every turn. What the player characters decide to do—from 1st level until the final moments of the campaign—matters for themselves, for the people of the North, and perhaps for people far beyond.

The *Neverwinter Campaign Setting* accomplishes this in a number of ways. The following nine characteristics encapsulate the means used to make this a fantastic campaign to play as DM or player.

1. Low Level

While the vast majority of the campaign material can be used regardless of level, the *Neverwinter Campaign Setting* focuses on providing challenges the adventurers can face and overcome during the heroic tier. Having the threats they face all be within reach of characters from level 1 to 10 means that the campaign can center on events in the area for all those levels, and it allows the characters to follow many different plots and still meet villains appropriate to their level.

2. Character Themes

Players can bring existing characters to Neverwinter, but the *Neverwinter Campaign Setting* presents a great opportunity to start a new campaign. Newly created characters should make use of the character themes presented in Chapter 2. Designed specifically for this campaign, the character themes embroil the heroes in the plot lines of the setting from 1st level, giving each player background information and motivation to engage in the campaign's events.

3. Characters Make a Difference

The heroes in a Neverwinter campaign can make a difference and change things, for good or ill. This is not a setting where the adventurers are stuck facing flunkies of the villain because their enemy is an epic-level threat. The legendary villains of the setting are designed to be within the reach of heroic tier play, and the famous heroic nonplayer characters who might otherwise interfere are offstage. Whether they like it or not, the adventurers are on their own, and what they decide to do matters.

4. Frontier Feel

The destruction of Neverwinter made the North into more of a wilderness than it has been in centuries. People rebuild the city, but law's reach is not long and order's grasp remains weak. Things as simple as the shipments of food to the city can become sources of desperate conflict and dire events. In such a place, individuals such as the player characters can be the linchpin that holds everything together or the factor that forces the wheels to come off the cart.

5. Intrigue Abounds

Everyone wants something: the characters, normal folk, secret cults, rebels, mercenaries, invaders, assassins, conquerors, looters, would-be kings. The *Neverwinter Campaign Setting* presents many organizations and nonplayer characters with a multitude of plans. The heroes can interact with all these groups, discovering secret ploys, allying with some, making enemies of others, and playing them against one

another or taking them all on. Allies can become enemies and enemies can become friends; it's up to the players to decide.

6. Myriad Possibilities

The setting doesn't put you in a straitjacket of interwoven plots. It's designed to encourage improvisation and for the campaign to move in whatever direction the characters push it. To this end, sidebars throughout the book provide ideas for how events might play out. They frequently offer adventure hooks. And they might provide different interpretations of events or alternative goals for factions in the game. In all cases, don't take the suggestions in these sidebars as facts. Instead, use them as you will. You might find ideas in them perfect for your campaign, or they might provide inspiration for your own ideas.

7. The Story Goes On

Many settings describe the world as it is and make it seem like it will always be that way. The important individuals are necessary to the setting and forever out of reach of the player characters. The *Neverwinter Campaign Setting* turns this situation on its head by presenting a world in flux where things are changing every day. If the characters do nothing, something will still happen. If they go after and kill the big names in the setting, the story doesn't end—it gets more interesting.

8. Adventure Is Everywhere

No matter which direction the characters turn or what clues they follow, another adventure or intrigue lies just around the corner. The characters' allies and enemies in the setting have agendas that entwine, and events the heroes don't keep their eye on might suddenly interrupt their lives. Characters in this setting shouldn't be twiddling their thumbs wondering if an adventure will come their way. Instead the heroes will need to make tough decisions about what quest to accomplish, and while trying to end one adventure, they'll encounter many others.

9. Neverwinter and Beyond

The adventure doesn't stop at Neverwinter's crumbling walls. The tangled plots of the campaign might draw the heroes to explore the wilds of the North, to plunge into the gloom of the Shadowfell, to discover the lost dwarven kingdom of Gauntlgrym, and even travel to far-flung and magic-steeped Thay.

How to Use This Book

For the Dungeon Master: To run a DUNGEONS & DRAGONS game in the Neverwinter setting, you'll need the *Rules Compendium* and the *Dungeon Master's*

Kit, or the *Player's Handbook*® and the *Dungeon Master's Guide*®. In addition, you'll find most of the creatures mentioned here in *Monster Vault* and the *Monster Manual*® books. Supplements such as *Open Grave: Secrets of the Undead*™ and *Draconomicon*™: *Chromatic Dragons* will enhance your experience, as will the *FORGOTTEN REALMS Campaign Guide*.

Chapter 1 of this book addresses the Dungeon Master and provides specific strategies for running a Neverwinter game. Chapters 3 and 4 provide information about the plots, locations, and creatures of the campaign.

For Players: To play in a Neverwinter campaign, you need the *Rules Compendium* and *Heroes of the Fallen Lands*, *Heroes of the Forgotten Kingdoms*, or the *Player's Handbook*. The *FORGOTTEN REALMS Player's Guide* should also prove to be a useful resource.

Chapter 2 provides details on creating characters suitable to the complex intrigues and twisting plots of the setting. In addition, Chapter 2 offers a new wizard subclass called the bladesinger and racial backgrounds. The racial backgrounds offer options for players who want their characters' rules to represent the unique subraces of elves, eladrin, and dwarves in the setting. The bladesinger offers a full play experience from level 1 to 30 for a classic sword-wielding spellcaster with roots in the *FORGOTTEN REALMS* setting.

NEVERWINTER CONNECTIONS

The *Neverwinter Campaign Setting* takes some inspiration from the *Neverwinter Nights* computer game series. A new computer game, *Neverwinter*, explores the setting described in this book. In *Neverwinter* you can see the city for yourself and interact with characters and plots that will be both familiar and new to you after reading this book.

To get even more from your Neverwinter experience, check out *Gauntlgrym* and *Neverwinter*, both by R.A. Salvatore, and *Brimstone Angels* by Erin Evans. All of these novels and others that follow them have Neverwinter and its environs as their setting.

The *Neverwinter Campaign Setting* is set after the events of both the novels mentioned above, and it shares its starting point with the computer game. The plots, major characters, and the events described in this book share much with those in that product, but just as one DM's Neverwinter campaign will differ from another's, so too will you see differences between what is presented here and in other sources. Use the novels and the online game as reference and inspiration for your game, or enjoy them as separate experiences.

Jewel of the North

People of Neverwinter! I am here not as a conqueror but as a protector. The soldiers I bring come to bolster the defenses you have struggled to maintain, and to stop the lawlessness that threatens all you've already accomplished. Together, we will do more than rebuild. We will make a New Neverwinter!

—Dagult Neverember, Lord Protector

AMID THE wilderness and savagery of the cold North, Neverwinter once stood as a beacon of civility and warmth. Even after the Spellplague wracked the world, the Jewel of the North lost little of its luster. The city's destruction thus shocked many when it occurred, despite the portents that warned of coming peril. Vague prophecies and strange events seemed like shadows of the Spellplague, nothing more. Even the earth tremors that began to disturb the area could not shake its citizens' belief in a bright future.

Then Mount Hotenow, deep in Neverwinter Wood, awoke with the power of an angry god. The city could do nothing against such a foe. The earth yawned open and broke apart. Whole districts shuddered and sank while other areas shot up, forming sudden cliffs. The river, running warm throughout winter, exploded into hissing steam and lava as scalding clouds of ash roared through the streets like an advancing army. Thousands lost their lives as Neverwinter died that day.

Slowly, life has returned to this ruined landscape. Many hope to rebuild what has been lost, but an equal number see the tragedy as an opportunity to seize all they can. Yet those who scratch out lives in the scarred city fail to see the infection below the scab. Under their noses, beneath their feet, and even within their earshot, dark forces battle one another for control of the city.

This chapter provides a primer on the city of Neverwinter and the environs in which a Neverwinter campaign is set. It includes the following sections.

- ◆ **Neverwinter and the North:** A brief discussion of the city and its surrounding lands.
- ◆ **A History of Struggle:** An overview of the history of the North, illustrating how the events of the past continue to shape the present.
- ◆ **Running a Neverwinter Campaign:** Advice to make your campaign exciting and unique.





NEVERWINTER AND THE NORTH

Even in safer times, the North's reputation as the Savage North was well earned. Now, times are worse and the land more savage by far. Its great cities, once bastions of light and civilization, lie crippled. The small towns that served to shelter travelers stand empty—or have been claimed by murderous tribes and hungry monsters. Roads etched into the earth with thousands of years of use are increasingly obscured by forest, bramble, and marsh. Communities now struggle alone amid the wilderness, fortunate if they see an outsider once in a generation.

Neverwinter labors to breathe in the suffocating harshness of this new North, the sea its only lifeline. With few traders braving the increasingly long treks between settlements, the city's docks now provide the area's main means of import and precious little export. Gone are the days of plenty, beauty, and luxury. Today, Neverwinter struggles to break free of the forces that brought it low, still weak and surrounded by danger.

Neverwinter: The City of Skilled Hands, the Jewel of the North—many were the accolades once heaped upon Neverwinter. Then, almost thirty years ago, the city died. Minor earth tremors that had plagued the region for months were the precursors of the eruption of Mount Hotenow. A portion of that volcano's peak exploded with such force that lava and superheated ash poured across the city in an avalanche. Half of Neverwinter's population died in a heartbeat, the city's buildings razed. A great rift now known as the Chasm rent the surface where the shifting earth had pulled apart. Strange zombies roamed the land in the aftermath, their dead flesh turned to ash by the fires that consumed the city.

Yet the people of the North have always been reslient. After the destruction, many who had fled at the first tremors returned. Opportunists and looters arrived. People began to rebuild. Lord Dagult Neverember, the Open Lord of Waterdeep, eventually

arrived as well, along with an army of Mintarn mercenaries. Today, the city struggles back to life under the watchful rule of the self-styled Lord Protector.

Neverwinter River: The bright water of the Neverwinter River runs warm throughout the year, a feature that helps to keep the city from being frozen in the winter months. When the cataclysm struck, dark ash choked the river for months before it began to flow from Neverwinter Wood through the city once more. Three bridges once spanned the river in Neverwinter—the Sleeping Dragon, the Winged Wyvern, and the Dolphin, each sculpted in the form of its name. Of the three, only the Winged Wyvern remains largely intact. Mintarn mercenaries in the hire of Lord Neverember patrol it day and night, watching traffic to and from the northern portion of the city and guarding against threats from Castle Never.

Helm's Hold: Once a small monastery and adjacent village dedicated to the deity Helm, the cathedral of Helm's Hold now towers above the town and surrounding lands that bear its name. The death of Helm saw the monastery fall into disuse, but the fortified town became a refuge when the Spellplague hit during the year following Helm's demise. Lord Neverember now exiles victims of the Spellplague to Helm's Hold for treatment, and his mercenaries guard the town.

Port Llast: This town was a great city in ancient times—the most northerly safe harbor on the Sword Coast whenever Luskan would fall to orcs or other evil forces. However, the rise of a relatively stable Luskan and ports farther north began to diminish its prominence. Then came the Spellplague, and with it the return of Abeir. The appearance of the new continent in the ocean to the west changed the tides around Port Llast, filling the harbor with silt and making Neverwinter an easier port to reach. With the docks of Port Llast failing and trade dying off, most of its citizens have long since abandoned their homes or died at the hands of marauders. Now a ghost town, Port Llast is known as the realm of the evil sea goddess UMBERLEE and as a home to sea monsters. However, some say that this reputation is simply rumor spread by those who want to keep the secrets of the town to themselves.

Neverwinter Wood: For generations, this dark forest has been shunned by most people of the North. That magic exists in Neverwinter Wood cannot be doubted, but its nature—and whether it exists as a force of good or ill—remains unknown. The forest holds many secrets, and even on its fringes, one feels a sense of unease. Humans have never logged in this area, and the orcs of the North have traditionally avoided it during their rampages. Only druids and Uthgardt barbarians dare to pass into the deep forest.

The scars left by Mount Hotenow's eruption have healed with startling speed, and many new forces move within Neverwinter Wood today. The Nethereese seek out the treasures of lost empires within its

THE WIDER WORLD

If this book is your first experience with the world that also encompasses the *FORGOTTEN REALMS* setting, you'll come across some names and terms in it that might not be familiar to you.

If that's the case, don't worry. The *Neverwinter Campaign Setting* doesn't require you to know a lot about the world beyond, except for what's explained in these pages. To expand your knowledge, check out the *FORGOTTEN REALMS Campaign Guide* or any of the *FORGOTTEN REALMS* novels from Wizards of the Coast.

shadows, hunted by undead forces spawned in the Dread Ring. Eladrin from the Feywild also stalk the wood, returned to the world after more than a millennium of separation.

Thundertree: This small town once stood at the edge of the wood. Its inhabitants made a living by harvesting windfall timber to ship downriver to the Neverwinter and beyond. Now the forest has overgrown Thundertree's abandoned and decaying buildings. Although the town survived the Spellplague largely intact, the ash zombies that arose after the destruction of Neverwinter overran it. As the dangers of Neverwinter Wood increase, the abandoned town and its unknown horrors are shunned.

Mount Hotenow: For untold generations, this volcanic peak quietly fumed in the depths of Neverwinter Wood. Rumored to be the source of the warmth of the Neverwinter River, Mount Hotenow once featured in the bedtime stories of Neverwinter's citizens as the home of fire giants, red dragons, and other blazing beasts. People looked upon the fantastic peak as a thing of beauty—until its wrath was unleashed against Neverwinter in the cataclysm. Now jutting like a broken tooth from the forest, Mount Hotenow still fumes, the land occasionally quaking with the echoes of its fury.

The Crags: This long wrinkle of hills and ridges runs northeast from Neverwinter Wood. Goblins, gnolls, ogres, hill giants, and other creatures have dwelled within this rocky landscape for centuries. So too has the Sky Pony tribe of the Uthgardt barbarians. Rumors have long persisted that an entrance to Gauntlgrym lies somewhere in the Crags. However, the hundreds of ancient and now-dead mines that long ago brought humans to the area make for numerous false leads.

Sharandar: Long ago, the elven empire of Illefarn fractured into three kingdoms, one of which was Iliyanbruен. Sharandar was the capital of this kingdom, and when Iliyanbruен eventually met its end, many of Sharandar's elves traveled to Evermeet. However, a number of others managed to slip between worlds, passing instead to the Feywild where a new Sharandar has thrived for centuries. Now that Faerie once again touches the world, the eladrin of New Sharandar venture forth to see what time has wrought upon the lands of their ancestors.

Dread Ring: Hidden deep in Neverwinter Wood, this fortress of undeath was built by the magic of Thay and powered by the deaths of innocents. The devastation heaped upon Neverwinter prevented the Thayans from completing this site, the power from which would have allowed Szass Tam to control the region. Now, the incomplete fortress serves as a base of operations for the wizard Valindra Shadowmantle in her quest to raise dracoliches and her long-term goal to slay enough people to empower the site.

Xinlenal: The first of Netheril's flying cities, Xinlenal was built by the archmage Ioulaum and floated above the ancient empire until its end. When magical chaos consumed Netheril, Xinlenal drifted beyond that land's borders, never to be seen again—until now.

Netherese under the command of Prince Clariburnus Tanthul recently discovered Xinlenal in Neverwinter Wood. Although the city lies in overgrown ruins, Clariburnus believes that he can repair Xinlenal's *mythallars*—the enormous crystal globes that powered the most potent magic of ancient Netheril. With its enchantments restored, Xinlenal might take to the air once more, becoming a political symbol for the Princes of Shade and a powerful weapon for dominating the region.

Tower of Twilight: This enchanted tower long stood on an island in a small lake east of Neverwinter Wood. Home to a student of the great wizard Khelben Blackstaff, the tower stood invisible by day but would appear as the light failed. During the Spellplague, the tower vanished without a trace, though it now reappears infrequently and unpredictably at twilight. Who lives there now, where the tower disappears to, and why it returns remain a mystery.

Conyberry: During the Spellplague, a portion of Abeir imposed itself upon the village of Conyberry. The terrain-altering effect of this transition forced the inhabitants of the village to come together with people dwelling in the regions of Abeir to which they were joined. However, in the intervening decades, the Gray Wolf Uthgardt tribe has sacked the settlement in retribution for this “invasion” of their lands, slaughtering Conyberry's citizens or forcing them to join the tribe. The village now lies largely vacant, though Gray Wolf tribes use it to store goods and as an occasional shelter.

Old Owl Well: Known in ancient texts as Old Owlbear Well and in even older histories as Quesseer, this site marks the location of a Netherese outpost established millennia ago. The Netherese built a means of drawing water from the earth, using the site as a place of trade. For centuries, this water supply on a key trade route served as a source of conflict. Until the chaos of the Spellplague, orcs and humans from Neverwinter and Waterdeep still struggled to control the outpost. Now, it lies forgotten and abandoned. Until trade returns to these lands, the fate of the well and whatever ruins lie hidden in the surrounding hills remain unknown.

Morgur's Mound: Atop this foothill of the Crags, Uthgar—deity and founder of the Uthgardt barbarians—died after saving the North from Gurt, Lord of the Pale Giants. The mound is named for Uthgar's brother Morgur (called Morgred by some), who is said to be buried there. Once, the bones of a great thunderbeast were spread atop the hill, marking it as the holy shrine of the Uthgardt. Now, the bones are gone and whatever treasures lay buried there have

been stolen. Outsiders who are discovered by Uthgardt barbarians near the mound are typically slain on sight.

Luskan: An urban cesspool, the once-great City of Sails squats on the coastline like an open sore on the face of the continent of Faerûn. It lies about four days hard travel north of Neverwinter (about three days by sea, due to prevailing currents). Until some hundred years ago, Luskan choked in the grasp of the Arcane Brotherhood and its leader, Arklem Greeth. When a force of pirate-killers from Waterdeep along with Drizzt and his allies precipitated the destruction of the Hosttower of the Arcane, the city was destabilized and never fully recovered. Street gangs and pirates rule Luskan now, making the city a stomping ground for criminals, exiles from other lands, and hideous beasts.

Gauntlgrym: This famous subterranean dwarven city has been the stuff of legend for centuries. Aside from the dwarves, most people of the North doubted Gauntlgrym's existence—until the Summons, as it has come to be known. At that time, ghostly dwarves in ancient dress appeared before certain dwarves throughout the North and beyond, silently pleading for heroes to seek out Gauntlgrym. Some did set out in search of the lost city, though most counted themselves lucky when the ghosts troubled them no more.

Many of those who sought Gauntlgrym did so in the Crags, for ancient legends mentioned an entrance there. Others plunged into Neverwinter Wood or scaled the Sword Mountains. Few returned from their quests, and those who survived almost never found any trace of their goal. Some dwarves seek the city still, but for the rest, Gauntlgrym remains a tantalizing legend.

The Sword Mountains: The sharp peaks and hilly terrain of the Sword Mountains extend down the coast of the Sea of Swords for nearly two hundred miles. Long home to belligerent dwarf clans, orc tribes, trolls, dragons, and other fearsome creatures, this range is rarely traveled in these dangerous times. Those foolish enough to brave the mountains often do so in search of old mines and the ruins of civilizations past. However, most find only death in the end.

Leilon: This sleepy mining town once served as a convenient resting place for travelers on the High Road. Now, the few travelers who still take this route shun Leilon, going miles out of their way to avoid even laying eyes on the town.

The High Tower of Thalivar long stood as a landmark here, abandoned by a forgotten mage. For generations, the tower proved a tempting target for plunderers—and, too often, a grave for them as well. The people of Leilon knew that the tower held guardian monsters, and they were content to leave it alone. However, the Spellplague's twisted magic unleashed the creatures trapped in the tower, which quickly ravaged the helpless village. Now, the tower is a place of terror, its magic freezing in place all creatures whose eyes rest upon it, even for a moment.

Mere of Dead Men: This vast salt marsh contains the ruins of the numerous castles, manors, and farms it swallowed as it expanded. It takes its name from the great armies that were drowned here when a powerful lich flooded their battlefield. Whereas once the High Road skirted the swamp, what now remains of that highway plunges through its expanded borders. Those seeking to go south to Waterdeep from points north must often contend with the lizardfolk that claim the territory around the road. Alternative routes wind deeper into the mere or off into the Sword Mountains at the cost of extra days of travel and peril.

Waterdeep: Once the greatest and grandest city in the Realms, Waterdeep's star has dimmed slightly in the last century as the world has progressively darkened. The great port—about a week south of Neverwinter, or three days by sea—no longer sustains its own navy, relying instead on mercenaries from the island of Mintarn and the city of Baldur's Gate to the south. The city has long existed as a relatively fair and just center of civilization.

Waterdeep is ruled by a council of twenty Masked Lords (nobles hidden behind powerful illusions to obscure their identities) and one Open Lord. The current Open Lord is the boisterous and dangerous Dagult Neverember, the so-called Lord Protector of Neverwinter. Unlike most of the other Open Lords in Waterdeep's history, Lord Neverember has demonstrated an expansionist and imperialistic bent. In recent years, he has set his sights on Neverwinter as the next territory in his growing empire.

ROOM TO GROW

Some of the locations discussed in this section are covered in detail in other source material. For instance, you can find more information about Luskan and Waterdeep in the *FORGOTTEN REALMS Campaign Guide*. Other locations have been given minimal development to enable you to make the Neverwinter setting your own.

Use the information presented here to spur your own ideas for adventures in a Neverwinter campaign. Lord Neverember might decide that the health of Neverwinter depends on reestablishing land trade routes, and could ask adventurers to clear out whatever hazards dwell near the Old Owl Well or Leilon. Some group opposed to the Lord Protector might have special information that proves the illegitimacy of Lord Neverember's rule, but that proof must be delivered by land up the High Road and through the Mere of Dead Men to keep it out of Neverember's hands. Perhaps the Dead Rats gang has been using Port Llast as a smuggling route and stronghold, braving its dangers and using shallow barges to transfer goods to land from ships at sea.



HISTORY OF CONFLICT

Long has the North been a dangerous frontier. For centuries, its people carved their settlements out of the wilderness through adversity and toil, eventually turning hard-won homes and villages into kingdoms. Though the dangers of the North have always pressed upon the minds of those who lived there, the mostly peaceful years preceding the Spellplague seemed to bring the promise of permanent civilization to the region. Yet the North has been civilized many times before, and often have those same civilizations eventually fallen.

The dates referred to in this section are in the Dalereckoning (DR) calendar used throughout much of the world. The current year is 1479 DR.

An Age of Elves

(-22900 DR to -1100 DR)

The elven settlement of Illefarn first took that name when it claimed the lands of the North over 20,000 years ago. By the time the first Crown Wars began among the elves, Illefarn had become a great nation whose history could fill any library. When the last of the Crown Wars had ended, those elves who fell from Corellon's grace had been turned into the drow.

The empire of Illefarn lasted long enough in one form or another to witness the migration of dwarves from the south and the founding of Delzoun, followed quickly by the rise of ancient Netheril in the west. A few short centuries later, the human ancestors of Uthgar settled the island of Ruathym to the west before founding Illusk on the site of today's Luskan.

During this time, dwarves from Delzoun mined deep beneath the earth, secretly extending their realm under the territories of other nations. The dwarves discovered an ore of peculiar magic and followed its veins. The resulting tunnels and chambers became the mines of Gauntlgrym. The greedy dwarves of Gauntlgrym then encountered a trapped primordial of magma and stone called Maegera the Inferno. In the aftermath of that encounter, Delzoun sealed the deep tunnels and focused its efforts on establishing its empire closer to the surface. Gauntlgrym was lost, but not forgotten.

A Time of Dwarves and Humans

(-1100 DR to 180 DR)

By the time Illefarn divided into three independent realms, including Iliyanbruun (where Neverwinter Wood now stands), Illusk lay in ruins and Delzoun had become a great nation. Illusk would rise and fall many times over the centuries to come—often resurrected by the Netherese and their ancestors, and frequently at war with Iliyanbruun.

Although Netheril rose slowly to its greatest status in the previous age, its fall came with surprising speed. The masters of the flying city of Xinlenal tried to flee that destruction and fell in what is now known as Neverwinter Wood. Initial attempts by the folk of Iliyanbruun to explore the fallen city provoked blasts of wild magic from its malfunctioning mythallars, resulting in devastation to the surrounding woodlands. The elves deemed Xinlenal taboo, lest word of its existence draw treasure hunters and more destruction, with mention of its location punishable by death. At the same time, the Netherese enclave of Thultanthar escaped to the Shadowfell, not to return to the world for over a thousand years.

With the fall of Netheril, a Netherese hero arose known as the Bey of Runlatha. He helped to lead refugees from Netheril, escaping through subterranean Delzoun by a series of tunnels known as the Lowroad. Those refugees became the ancestors of the Uthgardt when their descendants' tribes merged with those led by Uthgar.

Also during this period, a magic wielder of Illusk known as Maerin discovered the trapped primordial Maegera. Through bribery and negotiation, he convinced the dwarves of Delzoun to build a city around the mines of Gauntlgrym, from which the power of the primordial could be controlled. With the help of the elf wizards of Iliyanbruun, Maerin extended the reach of the treelike Hosttower of the Arcane in Illusk through "roots" that carried the power of the sea to Gauntlgrym, keeping the fiery primordial in slumber. The plan worked, and the dwarves welcomed their human allies into Gauntlgrym to aid them in crafting items of great power.

Two centuries later, the invasion known as the Orc Marches plunged the North into chaos. The combined effort of Iliyanbruun and other elven nations halted the tide, but not before both Illusk and Gauntlgrym were lost. Though weakened by battle, Delzoun would survive for two centuries more before the dwarven presence in the North finally collapsed.

Humans from the island of Ruathym inhabited areas of the northern Sword Coast during this period, which also saw the first settlement of the area now known as Neverwinter. First called Eigersstor, its population swelled as orcs attacked settlements farther north. However, the settlement would not be known as Neverwinter for another century, as word spread to distant lands of its ice-free winter harbor.

Uthgar, a renowned Ruathym warrior, rose to prominence toward the end of this period. He gained great fame for his sacking of Illusk, which by that time had arisen as a great power again. After Uthgar's heroic death, his followers divided into tribes based upon beast spirits he was said to have mastered.

Humans from Illusk retook and settled Gauntlgrym not long after Uthgar's death. However, the effort

weakened the defenses of Illusk, and it fell to orcs yet again. Those humans who had remained in Gauntlgrym then lost their hold on that realm when mind flayers and their lycanthrope thralls assaulted the city from the Underdark. The Gray Wolf Uthgardt accepted the refugee survivors of these battles, and thus was their blood mingled with that of werewolves.

Long a bulwark against orc hordes from the North and other dangers, the elves of Iliyanbruuen mustered an army to oust the orcs from Illusk. The effort cost them greatly, however, and though they succeeded, their own kingdom collapsed. Like other elven realms before it, Iliyanbruuen dissolved as elves left for Evermeet or fled to the Feywild.

The Era of Orcs and Wizards

(180 DR to 1302 DR)

After the end of Iliyanbruuen, predominately human communities began to spread across the north, forging numerous kingdoms. Again and again, orc hordes laid waste to human settlements, only to see conquered lands retaken by humankind and its allies.

In response to this ever-present threat, the elves, dwarves, halfling, gnomes and humans of the North allied to form the kingdom of Phalorm. This united front battled the orcs for nearly a hundred years, until the armies of both sides were slaughtered in the magical flood that created the Mere of Dead Men. The elves abandoned the alliance to head for Evermeet shortly thereafter, and Phalorm was no more.

The next great union of the North arose roughly three hundred years later at the behest of a group of mages known as the Covenant. The armies of many human nations gathered to vanquish yet another orc horde. However, victory in the great battle that could have ended the threat once and for all was stolen from the human host when the Red Wizards of Thay transported the horde to lands farther south.

That event triggered a long feud between the Covenant and Thay that erupted in Neverwinter over a century later. Red Wizards slew Aganazzar of the Covenant in Neverwinter's School of Wizardry, touching off a titanic wizardwar. For twenty years, the Red Wizards and the mages of the Covenant

battled each other throughout the North and Thay. The conflict ended when the leaders of the Covenant left Faerûn and its other members went underground.

The loss of the Covenant's leadership proved deadly when the largest orc horde in history swept down from northern lands to attack settlements as far south as Waterdeep. These orcs conquered Illusk, which humanity did not reclaim until Waterdeep, Neverwinter, and forces from Port Llast retook it almost sixty years later. After driving the orcs beyond the Spine of the World, the victors renamed the fallen city Luskan to disassociate it from its tragic past.

The Modern Age

(1302 DR to Present)

Early in this period, the mage Arklem Greeth came to Luskan, claimed the Hosttower of the Arcane, and formed the Arcane Brotherhood. After assuming control of Luskan, the Brotherhood then unleashed a campaign of magic-fueled conquest and piracy against the North. When the people of the North eventually rose up against the Arcane Brotherhood, the Hosttower of the Arcane fell, and Luskan was left leaderless. The lich Valindra bore witness to these events, for she was Arklem Greeth's lover.

In lost Gauntlgrym, the mind flayers had long experimented with turning derros and duergar into mind flayers under their control. The derros eventually succeeded in ousting the mind flayers and enslaving the duergar in turn, but the events of the Spellplague freed the duergar by giving them a new master. Their god, whom they called Laduguer, was revealed to be Asmodeus, though some suspect that Asmodeus simply assumed that role after Laduguer was imprisoned or slain. Swearing oaths to the devils, the duergar gained the power they needed to overthrow their derro masters.

During this time, Neverwinter became a great power in the North, earning its shining reputation. The city went to war with Luskan on numerous occasions, both by land and sea. A magical malady called the wailing death struck its citizens in 1372 DR, the city not recovering for a decade. Then the Spellplague struck.

The century that followed saw the rise in power of Netheril and its masters in the returned City of Shade. Netherese loyalists infiltrated the power structure of weakened Neverwinter, but their efforts were sidetracked by the eruption of Mount Hotenow. Unknown to all but a few, the Red Wizards were responsible for the volcano stirring from its slumber, in an attempt to use the deaths caused by the mountain's eruption to power their Dread Ring. Their plan was foiled, however, and the mountain sleeps again—at least for now.

In the last decades, life in the North has gotten worse. Its cities teeter on the brink of dissolution, its roads have not been as perilous in generations, and the wilderness is as wild as ever it was.

THE HISTORY IN DETAIL

The history of the North is longer and more detailed than can be presented here. However, this section presents some of the details most important to a Neverwinter campaign. For a more comprehensive timeline of events in the North, see *The Grand History of the Realms*. To explore the more recent events occurring in the North, check out the FORGOTTEN REALMS novels—particularly *Brimstone Angels* by Erin Evans and the books by R. A. Salvatore.

RUNNING A NEVERWINTER CAMPAIGN

Your Neverwinter campaign experience might be unlike any game you've run before. All the same rules apply as in any DUNGEONS & DRAGONS game (whether in the FORGOTTEN REALMS setting or some other world), but this book does things a little differently than you might expect.

A Campaign Designed for You

The *Neverwinter Campaign Setting* is not a simple gazetteer of the region with supporting rules options for players. Nor is it merely a resource for the Neverwinter game. Instead, this book provides a deep and compelling campaign experience that will inspire you as a DM and thrill the players in your game.

To accomplish this, the *Neverwinter Campaign Setting* adopts the following precepts.

Tight Focus: This book devotes the most attention to Neverwinter and to locations in the surrounding area closely linked to events in the city. Although the book does mention other locations, it does so only when they are intrinsically linked to important factions and events in the setting.

Inspiration, not Information: Even within the tight focus of this book, the *Neverwinter Campaign Setting* avoids presenting detail unless that detail is likely to inspire ideas, adventures, encounters, or roleplaying. Rather than tell you what every shop in Neverwinter sells or how often supplies arrive in the port, this book presents campaign materials designed to draw the heroes into the action.

Active Characters: The residents of Neverwinter—whether villains, foils, or potential allies for the characters in your campaign—don't just wait around for the heroes to run into them. They actively pursue goals in the area whether or not the adventurers are involved, giving each Neverwinter campaign a life of its own. No matter which way the adventurers turn, they should run into people, creatures, and plots that draw them ever deeper into the setting.

Character Themes: The character themes presented in Chapter 2 allow a player to connect a newly created character to the Neverwinter setting. A character theme can be thought of as similar to a paragon path for the heroic tier. Although a theme is not as mechanically complex as a paragon path, it provides important elements of character identity and story, telling a player how his or her character relates to the setting. In addition, each theme links a character to plots, locations, and factions in the

setting—even if such links might not be immediately obvious to the players.

Throughout the book, “Theme Tie-in” sections discuss how certain character themes could interact with the places and people of the setting. Use this information to supplement your own ideas.

Open-Ended Campaign: This book does not assume an end state that the characters must attain, or a specific way that they “win” a Neverwinter campaign. The campaign can go in whatever direction you and the players take it, with the heroes’ actions—or inaction—deciding the fate of the region.

KILLABLE VILLAINS

Many settings describe their greatest villains as epic threats. Although this might be an adequate representation of these characters’ power, the effect can often be to make players feel as though their efforts to defeat such villains will never bear fruit until they attain epic level themselves. Until then, the heroes remain trapped in conflict with a seemingly limitless supply of underlings.

For this reason, the villains presented in the *Neverwinter Campaign Setting* can be defeated by characters of the heroic tier. Some will make tough opponents at 10th level, but the heroes always have a chance to win.

If you see your Neverwinter campaign as continuing into the paragon and epic tiers—or if you prefer that the villains be more true to your vision of them as great powers—feel free to increase the villains’ levels, devise new game statistics for them, or utilize existing high-level statistics that fit the concept.

Similarly, some villains don’t have a full statistics block to represent them, instead advising that you use an existing statistics block. When this is the case, feel free to substitute any other statistics more in keeping with your sense of the campaign.

Starting a New Campaign

The *Neverwinter Campaign Setting* presents an awesome opportunity to start a new campaign. The key to getting off to a great start is to have each player choose a character theme from Chapter 2. Whether the heroes each have a different theme or some share the same themes, starting from 1st level with character themes provides the players with knowledge that can sharpen their roleplaying. In addition, themes provide the adventurers with personal goals and motivations for working together, and tie the characters into events that will engage the players and make it easier for you to devise adventures.

Involving Existing Characters

If you are already running a *FORGOTTEN REALMS* campaign, the *Neverwinter Campaign Setting* can still be of great use to you and your players. Just make sure that the characters in your campaign have multiple reasons to care about events in the Neverwinter region. A secondary character known to the heroes might have a connection to Neverwinter similar to those expressed by this book's character themes. Perhaps the adventurers ally with or join one of the factions in the area. Characters of a mercenary bent might be hired by Lord Neverember to supplement his Mintarn soldiers, while those with connections to the Harpers could be tasked with aiding Harper agents in the region.

Intrigue and Conflict

No matter what your style of play or what types of players you have in your campaign, the *Neverwinter Campaign Setting* provides useful options for you. If your games focus on politics and provide plenty of opportunity for roleplaying, the *Neverwinter Campaign Setting* features power groups and characters ready made for that style of play. Of course, the various factions of Neverwinter are often in conflict, providing plenty of foes willing to provide a little action to liven up negotiation or espionage.

If your adventures tend to be heavy on combat and dungeon crawling, this book offers plenty of opportunities for the adventurers to explore dark sewers, ancient ruins, forgotten wilderness, and dank dungeons in one of the most dangerous corners of Faerûn. You can use the interrelations and interests of the region's numerous factions to vary the foes the heroes face as they explore.

If your players tend to shoot first and ask questions later (or if they forget to ask at all), you can ease them into the politics and moral quandaries of a Neverwinter campaign. Each time they eliminate a threat, the other powers in the region will quickly move to take advantage of the situation. The heroes might end up fighting alongside unknown or unwelcome allies from time to time. As the unintended effects of their actions become apparent, the players will be inevitably drawn into the intrigues of the setting.

Getting the Most Out of This Book

To get the most out of the *Neverwinter Campaign Setting*, consider the following tips.

Be flexible. The interrelated nature of the campaign means that your players might want to follow up on new plots as they arise. If you plan out the campaign in full detail too far in advance, you run the

risk of either wasting a lot of work or having to railroad the heroes into your plans. Instead, sketch out your overall campaign arc but be prepared to improvise. Impress your players by being ready no matter which way they turn.

- ◆ Stay ready by having at least a rough idea of what you want to do if the players follow a different course than you expect.
- ◆ Be patient with your prepared encounters and ideas, and expect that the players will return to them eventually. If their characters have leveled up by then, just increase the level of the encounters appropriately.
- ◆ Remind the players of abandoned options with in-game elements. Chance encounters with other characters, overheard conversations between enemies, calls for aid from allies, pieces of intelligence tied to specific factions, and similar tactics can entice the adventurers back onto the course for which you're best prepared without the players feeling like they're being forced.
- ◆ If all else fails, stall. A combat encounter or a cliffhanger ending to the session can give you the time you need to think about a new direction the characters have decided to take.

Run with it. In any setting with complex intrigue, the players will eventually try to piece together things they don't understand. They might talk about possible solutions to mysteries, unusual alliances between enemies, or outlandish theories to explain the facts they know. Use some of those ideas, even if they contradict information in this book or your own plans. When the players work hard to figure something out and come to the wrong conclusion, you have the opportunity to reward their hard work by changing the "facts" behind the screen to suit their story. Doing so also gives you the opportunity to take the campaign in new directions that you might not have thought of on your own.

Do what feels right, not necessarily what's written. If the game is going well and you forget some detail of the plots presented in this book or introduce the wrong information in a game session, don't sweat it. Anything and everything has a place in a Neverwinter campaign, from a tribe of goblins living in Castle Never, to an ancient druidic circle at the heart of Neverwinter Wood, to a section of the city still covered in pools of bubbling lava, to a surprise attack by Luskan pirates intent on seizing the port. Let this book inspire your ideas for adventure. Don't hold back.

Character Options

TSo you started this tavern brawl in defense of the honor of a lady. Do you know what this so-called lady does for a living? Anyway, Lord Neverember forbids rowdiness in the city—and the man you laid out is one of my soldiers. So the way I see it, you owe me, hero. We can use someone like you on the Wall.

—General Sabine, welcoming her newest “recruit”

THE SAVAGE North earned its reputation ages ago, and now holds that title in a firmer grip than it has in centuries. The wilds here grow wilder, the roads are used more often by beasts than by civilized folk, and once-great cities lie in ruins. If the North ever needed heroes, it needs them now.

Anyone who decides to trek across the North and settle in Neverwinter can easily claim the title of adventurer. The city is home to numerous champions—bold people who risk their lives on the Wall, defending the inhabited parts of the city against monstrous incursions from the ruins. However, to stand against the most potent threats, the city—and the region as a whole—needs true heroes. Such individuals act not just on their own behalf or to protect their homes and those close to them. Their actions carry the force of fate, and they can inspire greatness or ruin.

Do you have what it takes to bear the mantle of a hero? And if you do, what cause calls you to action? Are you a thrill-seeking adventurer, a hero of the people, or a champion for change?

This chapter presents opportunities and advice for characters in a Neverwinter campaign. It includes the following sections.

- ◆ **Character Themes:** A discussion of options available to players in a Neverwinter campaign, and guidelines on how to build a character for maximum enjoyment.
- ◆ **Racial Backgrounds:** Alternative powers and racial traits for dwarves, eladrin, and elves to represent the classic subraces of the FORGOTTEN REALMS setting.
- ◆ **New Domains:** Four domains for the warpriest cleric presented in *Heroes of the Fallen Lands*.
- ◆ **Bladesinger:** A subclass of the wizard that combines spellcasting and melee combat prowess.





Character Themes

Just as race and class create basic definitions regarding your character's place in the world, theme adds a third component to help refine your story and identity. The themes presented here give you specific information your character knows within the Neverwinter setting, and provide story hooks that you can use to roleplay.

When you create a new character for a Neverwinter campaign, you should select one of the character themes presented in this chapter. Each theme has unique features and powers. More important, however, a theme provides story elements and potential goals for your character. Though some character themes are more narrowly focused than others, they all provide plenty of room to let you create your own background and personality.

From a strict game mechanics standpoint, your character doesn't need to have a theme, but without one you might miss out on some of the features that make a Neverwinter campaign special.

If you'd like a character who has strong connection to the Neverwinter setting but you want to create a background that's wholly your own, read over the character themes in this chapter and discuss your ideas for a customized theme with your DM.

Choosing a Theme

A character can have only one theme, which you choose when you create your character.

The theme you select grants the following benefits.

Starting Feature: Each theme includes one or more features that you gain when you select the theme during character creation.

NEVERWINTER CHARACTER THEMES

Theme	Description	Class Prerequisite	Race Prerequisite
Neverwinter noble	A true heir to Neverwinter	—	Human
Oghma's faithful	Gifted with divine visions	—	—
Harper agent	A betrayed Harper trying to win the trust of the organization	—	—
Dead Rat deserter	A former thieves' guild member	—	Human, half-elf, or halfling
Iliyanbruuen guardian	An eladrin returned from Faerie	—	Eladrin
Uthgardt barbarian	A savage warrior seeking revenge	—	Human
Pack outcast	Cast out of a pack of werewolves	—	Human or shifter
Heir of Delzoun	Blood relative of ancient dwarf kings	—	Dwarf
Renegade Red Wizard	A Red Wizard no longer in service to Thay	Wizard (mage)	—
Scion of shadow	A noble of Netheril who has abandoned that land	—	Human, shadar-kai, or shade
Devil's pawn	Marked by infernal powers	—	—
Spellscarred harbinger	Scarred by the Spellplague	—	—
Bregan D'aerthe spy	A drow mercenary	—	Drow

Additional Features: Most themes offer additional features at levels 5 and 10. You gain an additional feature automatically when you reach the appropriate level—it doesn't replace any of your class features.

Optional Powers: Most of these themes include a number of utility powers that you add to the ones you can choose from when you reach the appropriate level.

You can use retraining to replace a class power with an optional theme power or vice versa, exchanging one power for another power of the same type (at-will attack, encounter attack, daily attack, or utility). The new power must be of the same level as the old power or lower. You can also replace an optional theme power with a different optional power of the same theme, as long as the new power is the same type and is of the same level or lower.

Background: You can choose to use one of these themes as a background for your character. Each theme's "Background" sidebar mentions two or more associated skills. If you choose a theme as your background, then you gain a +2 bonus to checks with one of those associated skills, or you add one such skill to your class's skills list before you choose your trained skills.

Themes in Character Creation

You can use one of these themes as a character creation tool. You might choose your theme first, then pick a class or a race that reinforces that identity. For example, a character of any class can have the Oghma's faithful theme, but choosing that theme for a cleric or a paladin shows how deep your connection to your deity runs.

You can also use a theme to take your character in a new direction, adopting a story role your class or

race otherwise might not provide. For example, playing an eladrin wizard with the Dead Rat deserter theme creates a connection between your character and that thieves' guild.

Like your choice of race, a character theme can be a significant part of who your character is. In all cases, a character theme should inform the background of your character and the choices you make when you roleplay.

Themes in the Party

The character themes in this book provide story elements that can be unique to your character. You might know secrets that others do not; you might have a goal you keep hidden from even your closest compatriots. Such facts are meant to inspire fun roleplaying, not to set your character against the others in your party. Every character theme in this book provides good reasons for you to want to work with your allies.

Think about how your character's theme might interact with the themes that the other players chose. Discuss this with them and the DM in the same way that you might talk about what class or role each person is playing in the party. The following ideas might help to create a story of how your characters come to know one another.

Similar Circles: Some themes can make characters into natural allies—or at least acquaintances—when the campaign starts. In particular, the pack outcast and the Dead Rat deserter have a common thematic origin. Also, the Neverwinter noble and devil's pawn themes can both be used for nobles from Waterdeep, and such characters might well have known one another before coming to Neverwinter.

Similar Causes: Many character themes provide for similar goals—at least at first. The Harper agent might agree with the Neverwinter noble that there's a need for new leadership in the city. Though characters with those themes might not know each other ahead of time, they often have a similar worldview.

All for One: If more than one player likes the same theme, having multiple characters choose it can be a great deal of fun. Such characters might be old friends, family, or even rivals thrown together against their will or knowledge. The characters might even have worked together as a team before meeting up at the start of the campaign.

If you choose this approach, feel free to adjust the details of a theme's backstory. For example, it likely makes sense for two characters of the scion of shadow theme to come from different families.

Changing Character Theme

Because the themes in this book were designed with the story elements of a Neverwinter campaign in mind, changing themes is not recommended.

In theory, a character could do so, but that transition should make sense in relation to the character's backstory.

For example, a character might switch from a character theme presented in the *DARK SUN Campaign Setting* to the spellscarred harbinger character theme after being exposed to the lingering effects of the Spellplague. With the DM's permission, you can retrain your theme choice when you gain a level. If you have any optional powers from your current theme or any feats that require it, you must first retrain those feats or powers to choices that don't have the theme as a prerequisite. When you do lose a theme, you lose all the features that it granted to you, including any items provided by those features.

Making Fun Choices

As you roleplay your character's theme, avoid making choices that you think might annoy other players or make them uncomfortable.

For example, your character might be an eladrin Iliyanbruun guardian who, due to your sheltered upbringing in the Feywild, believes the drow to be a wholly evil race. However, if you use that as an excuse to immediately attack your friend's character, a drow member of Bregan D'aerthe, it's not likely to make for a good play session.

Think about the fact that your eladrin has just come into a wholly new world and therefore might be unsure about the cultural norms. If everyone else seems okay with a drow in their midst, your character is probably confused by what it means. It could be that drow in this world are unlike those in the Feywild, or it could be that the other people in the world are as evil as drow, and thus everyone might be dangerous. Even if your character encountered your friend's drow character alone in the woods, choosing to watch and follow that drow (who might have allies nearby or be involved in some larger, dark plot) seems a wiser decision than attacking on sight. Then after you and your friend's character get to know one another, it will make sense that they become allies (if not friends).

Regardless of what makes sense for roleplaying, sometimes it should take a back seat to what would be fun for everyone. When you're confronted with a situation in which you think your character should do something that you know the other characters will not like, think about how those characters' players might react. Sometimes the mischievous, improper, or stupid thing you think your character should do adds to the fun of everyone at the table. Sometimes such an action only makes you the center of attention at the expense of making the game less fun for everyone else. Make sure you know the difference.

NEVERWINTER NOBLE

I have a destiny and a birthright to claim—for the good of the people of the North.

Twenty-seven years ago, before you were even born, the city of Neverwinter perished in a great conflagration that slew its people and scattered survivors across the north. Since then, the angry earth has calmed, inviting people to return to the ruins of this once-great settlement. Dagult Neverember—the imperialist Open Lord of Waterdeep—has declared himself a distant relation of the old rulers of Neverwinter, and thus claims to be the rightful heir to their holdings. He has installed himself as Neverwinter’s Lord Protector until the city is rebuilt and order is fully restored—at which point he is expected to name himself king. Given Neverember’s control of Waterdeep and the military and magical power that control grants him, few have expressed any desire to dispute his claim—at least not until a true heir is found.

A true heir such as you.

You are a last scion of Neverwinter’s former ruling family. Your mother was a noble who fled the city during the cataclysm, wounded during her escape and driven to madness by pain and grief. When she perished shortly after you were born, a noble family of Waterdeep—the Thanns—took you in and raised you as their own.

You grew up with heroic stories, poetry, and the best education a young noble could have. With Neverwinter in ruins and your kin all dead, your adoptive parents thought it best to hide from you their knowledge of your tragic past. However, in the aftermath of Lord Neverember’s seizing power in Neverwinter, you have finally been told the truth.

At first, you weren’t certain what to do. In one moment, it felt as though you had lost two families—the old and the new. You had never seen Neverwinter, but what you had heard of the city didn’t make it seem like a place worth claiming. If you ignored your birthright, you could continue to live a life of relative ease and luxury in Waterdeep.

Eventually, you came to see your problem a different way. Though your new family will always be there for you, whatever remains of your connection to Neverwinter is in imminent danger of being swept away. You have the opportunity to know your lost past—even if only through the relics of that past. And by claiming what belongs to you, you’ll exchange a life of idle nobility for one of responsible royalty.

Yet you are not naive enough to believe that the path forward will be easy. Reclaiming the city is not as simple as declaring your identity. Neverember commands an army of warriors and mages, and his influence ties him to hundreds of powerful

individuals around the Sword Coast with their own reasons to crush an upstart like a flea.

You need proof of your ancestry—something in the ruins of the city that can verify the story that was told to you. If you’re lucky, you might find a symbol of your royal past such as a crown or a scepter to lend credence to your claim. Then you will have to prove yourself a champion—to win the hearts and minds of the people as you convince them that it is you, not Neverember, who deserves to rule a reclaimed and rebuilt Neverwinter. Only then might you restore the city to its past glory and do honor to your blood heritage.

You recognize the need to gather allies, both to defend the city against its many foes and to protect yourself against those who want to prevent you from reclaiming your birthright. Whether your fellows know your true heritage or not is up to you.

Creating a Neverwinter Noble

You have many options for your Neverwinter noble character. A human fighter or paladin fits this theme best. However, if you learned of your heritage only recently, you might have any skill set or outlook.

Class Prerequisite: None. The utility powers provided by the character theme work best for a strong melee combatant such as a warlord, a fighter, or a paladin. However, you might have grown up fascinated by the arcane arts, or having learned to steal for thrills or survival. Your adoptive parents were indulgent even if they disapproved of your choices, so you could conceivably be a member of any class.

Race Prerequisite: Human. The rulers of Neverwinter have always been human, and you follow in that tradition even if your heritage might be muddled by intermarriage. Mixed blood might make your quest more difficult, but if you’re interested in this possibility, talk to your DM about choices such as half-elf and half-orc.

BACKGROUND

You are well versed in a particular subject appropriate to a young noble scion. Perhaps you spent a lot of time in social gatherings, or you preferred the solitary pursuit of poring over the volumes in your family’s library.

Associated Skills: Diplomacy, History

Starting Feature

Descended from great rulers who acquired their throne by strength and force of will, you are a natural leader. Your overwhelming optimism can turn the darkest of battles into victory.



Take Heart, Friend!

Neverwinter Noble Utility

When all looks dark, you muster a cry of hope to carry your ally through.

Encounter ♦ Martial

Minor Action **Close burst 5**

Target: One ally in the burst

Effect: The target gains a +2 power bonus to all defenses until the start of your next turn and 5 temporary hit points.

Level 11: 10 temporary hit points.

Level 21: 15 temporary hit points.

Additional Features

Level 5 Feature

Even if no one had ever told you about your royal blood, others would think you a natural leader. In battle, you draw the eye of friend and foe alike. When you move to bring an enemy low, your allies who join you in that attack make bold strikes.

Benefit: While you flank an enemy, your allies gain a +1 power bonus to attack rolls against that enemy.

Level 10 Feature

Your destiny shows with your every move, and each word you speak rings with the authority of one born to rule. The people of Neverwinter can't help but be impressed by your royal mien, and those who

question your birthright feel as though they fight against fate.

Benefit: You gain a +4 bonus to Diplomacy checks made to interact with citizens of Neverwinter. You gain a +4 bonus to Intimidate checks made against any who oppose your rule of the city.

Optional Powers

Level 2 Utility Power

You are schooled in the ways of honor and glorious combat. When you issue a challenge, it has the desired effect of making you the center of attention.

Honorable Challenge Neverwinter Noble Utility 2

You issue a resounding challenge, thwarting all foes that attempt to ignore you.

Encounter ♦ Aura, Martial

Minor Action **Personal**

Effect: You activate an aura 2 that lasts until the end of your next turn. While in the aura, enemies take a -2 penalty to attack rolls against any creature other than you.

Level 6 Utility Power

Nobility and sacrifice run through your blood, and you gladly throw yourself in harm's way to protect a friend.

Cover Your Ally

Neverwinter Noble Utility 6

You surge forward and take the blow meant for your companion, hurling your ally away from harm.

Encounter ♦ Martial

Immediate Interrupt **Close burst 3**

Trigger: An ally within 3 squares of you is attacked, and you are not included in the attack.

Effect: You and your ally each shift up to 3 squares as a free action, swapping positions. You become the target of the triggering attack instead of the ally.

Level 10 Utility Power

You have grown into a true ruler. When circumstance demands it, you can focus your will to become an immovable pillar of defense and strength.

Pillar of Lordly Might Neverwinter Noble Utility 10

You stand tall, commanding the attention and deference of all who look upon you.

Daily ♦ Martial

Move Action **Personal**

Effect: Until the end of your next turn, you gain a +2 power bonus to all defenses and to saving throws, you gain a +5 power bonus to Diplomacy checks, and you are immobilized. Any enemy that attacks you grants combat advantage until the end of its next turn.

Sustain Minor: The effect persists until the end of your next turn.

OGHMA'S FAITHFUL

With Oghma's blessing, we will learn the truth. Have faith.

The dreams began for you as for so many others. Strange shapes half seen in the darkness. Eerie sounds that upon waking made you think of the sea. A sense of otherness, and of unseen watchers. Such disturbing nightmares afflict the minds of sensitive people throughout the North, yet in your sleep, a light parts the shadows.

When the nightmares come, a blue-green flame erupts to burn away the threats. When your eyes adjust, you find yourself in a grand library. As you walk a glittering hall between high bookshelves, the passage extends outward before you like a long road. You wake before you reach the end, no matter how fast you run. But as you open your eyes, a sound echoes in your ears—the flow and gears of a water clock.

To you, the meaning could not be clearer. Oghma, god of knowledge and thought, is bidding you to go to Neverwinter and restore his temple, the House



of Knowledge. An ancient homily revealed by your dream lies at the heart of your understanding. To swear “by the clocks of Neverwinter” was once a most solemn promise, so sure and perfect were the water clocks made by the artisans of that city.

Once, Neverwinter drew experts in art and craft from around the world, standing as a shining example of beauty and art. Now, the city lies in ruins. The temple to Oghma, broken by the destruction that claimed Neverwinter, could become the center of the city's renaissance. The techniques of lost craft guilds, the work of the region's finest artisans, secrets of architecture and engineering, as well as songs, scrolls, and items of enchantment—all might be recovered from the temple's extensive archives. Ancient relics and lore now lost elsewhere in the ruins could be collected in the library for the use of all. The House of Knowledge could become the House of Hope.

You set out to Neverwinter to be a part of the city's restoration. You know you can't accomplish this task on your own, but Oghma will help you develop friendships with those who can assist you, and will aid you in crafting the alliances necessary to bring Neverwinter to life again. Because of your labors and guidance, the city will become a light in the darkness that threatens to swallow the North.

Building an Oghma's Faithful

Any character can be interested in knowledge and show faith to Oghma. When you roleplay your character, keep in mind that Oghma values all knowledge, and that he alone decides what place each idea and invention should have in the world. As a hero faithful to Oghma, you strive to see knowledge of any kind collected and preserved so that others can use it.

Class Prerequisite: None. Although anyone can follow Oghma, divine characters are the most appropriate for this theme. If you play a warpriest cleric, you can use the Oghma domain presented later in this chapter. Alternatively, a wizard or some other character drawn to ancient lore might be equally fitting.

Race Prerequisite: None. Oghma accepts all seekers of knowledge into his presence.

BACKGROUND

Worship of Oghma demands a studious interest in learning and an inquisitive spirit. The way these traits manifest in you depends on the field or endeavor in which you concentrated your studies.

Associated Skills: History, Religion, Streetwise

Starting Feature

As a follower of Oghma, you take great interest in knowledge of all kinds. Yet if you don't know the language in which that knowledge is couched, you have little chance of comprehending whatever you find in your search. Fortunately, you can combine the breadth of your experiences with the depth of Oghma's knowledge to gain a brief period of fluency in any tongue you have come across recently.

Understand Language Oghma's Faithful Utility

Oghma's guidance provides understanding, and the secrets of a language are revealed to you for a short time.

Encounter ♦ Divine

Minor Action

Personal

Effect: Choose a language you have heard or seen within the past 24 hours. Until the end of the encounter, you can read and understand that language.

Additional Features

Level 5 Feature

Oghma informs, inspires, and delights you with revelations both great and small. The presence of the deity in your thoughts lends you an unusual confidence in your endeavors.

Sudden Insight Oghma's Faithful Utility

A moment before you would fail, your mind becomes open to a different way to accomplish your goal.

Encounter ♦ Divine

No Action

Personal

Trigger: You make a skill check and dislike the result.

Effect: You can reroll the skill check. Use the second roll, even if it's lower.

Level 10 Feature

Sometimes finding key facts comes from simply knowing exactly where to look for them. Whether you're examining the stacks of a library or the debris of some dusty tomb, nothing escapes your careful eye.

Benefit: You gain a +4 bonus to Perception checks made to search.

Optional Powers

Level 2 Utility Power

Knowledge sometimes must be gained from creatures that want to keep their secrets—and what knowledge is more precious than that which can save one's life? You have learned to rely on your instincts more than your reflexes. When others would rather kill you than share what they know, you have the preparedness to be ready for them.

Learned Response Oghma's Faithful Utility 2

Your knowledge of others' likely actions allows you to react swiftly to danger.

Daily ♦ Divine

Free Action

Personal

Trigger: You roll initiative.

Effect: Make an Insight check. You can use either result for your initiative check.

Level 6 Utility Power

Being a devotee of Oghma doesn't mean you study only dusty old tomes. Knowledge seekers such as you also learn from the physical discipline of warriors.

Bad Idea Oghma's Faithful Utility 6

With a deft twist of your body, you show your foe that you are not an easy target.

Encounter ♦ Divine

Immediate Interrupt Melee 1

Trigger: An adjacent creature makes an attack roll against you.

Target: The triggering creature

Effect: You slide the target up to 2 squares to a square adjacent to you, and the target takes a -2 penalty to attack rolls and saving throws until the end of your next turn.

Level 10 Utility Power

Oghma encourages original thinking, including creativity on the battlefield. When such divine inspiration comes to you, you leap into action.

Tactical Inspiration Oghma's Faithful Utility 10

Inspired by your god, you move in a blur around your foe, at the same time guiding your ally into an advantageous position.

Encounter ♦ Divine

Move Action Personal

Effect: You shift up to 3 squares to a square adjacent to an enemy. Then, an ally within 5 squares of you can shift up to 3 squares as a free action.

HARPER AGENT

You fight for your freedom? Well, I fight for the freedom of all.

Bards who chronicle the past age sing of the Harpers, a secret society dedicated to advancing the cause of good across Faerûn. In the group's glory days, its members included figures of legend such as Storm Silverhand, whose beautiful voice matched her ferocity in battle, and Arilyn Moonblade, a half-elf wielder of powerful and ancient elven magic. The Harpers passed from existence in the wake of the Spellplague, but the organization was reborn sixty years ago and is now based out of the city of Everlund, several hundred miles northeast of Neverwinter. Its stated purpose is to stop the encroachment of the expanding empire of Netheril.

You grew up hearing tales of the Harpers' exploits and have long sought to do your part to stem the tide of darkness. You've always had a facility for deception and intrigue, coupled with a strong sense of right and wrong. As you grew older, you searched for the best way to put those skills to good use. You journeyed to Everlund to enlist in the group, whereupon you were given a task to complete in order to earn your Harper pin.

You were dispatched to Neverwinter, there to contact a local Harper agent named Cymril and lend your services to the Sons of Alagondar. Cymril, in addition to being one of the few Harpers in the city, is the leader of the Sons of Alagondar. This underground resistance movement opposes the imperialistic aims of Dagult Neverember, the Open Lord of Waterdeep, who has established himself as the "Protector" of Neverwinter during its reconstruction. The Harpers believe that Neverember's intentions are less than noble, and that he seeks to expand his mercantile empire for his own gain at the expense of the people. They are sure that, with his ruthless methods and suspect alliances, Neverember plans to usurp the throne of Neverwinter and build a cutthroat empire on the Sword Coast.

On your arrival, you learned the hard way that Neverember's treachery runs deeper than even the Harpers know. You were included among a band of rebels on a nighttime reconnaissance mission led by Cymril. All of a sudden, your world turned inside out when a squad of Neverember's mercenaries ambushed your group. You avoided the initial assault by ducking into an alcove—where you watched as Cymril began cutting down your comrades! Clearly, she was working in league with the soldiers. One of Cymril's lieutenants turned on her and wounded her fatally just before he himself was cut down by the mercenaries.

When the mercenaries moved on, they left the bodies of their victims (including Cymril) in the street as a warning to other dissidents.

Before you left the area, you had the foresight to pluck Cymril's Harper pin from her vest, lest it fall into the wrong hands.

Was Cymril truly a traitor to Neverwinter's cause, or was she working as a double agent? You can't be sure. What you do know is that when both the Sons of Alagondar and the Harpers got wind of what had happened, they immediately suspected that someone in the ambushed group was working for the other side.

As the newcomer, you bear the brunt of the suspicion of both groups. The city's rebel forces have fractured since Cymril's death into disorganized and ineffective war bands. Discovering which of the few Harper associates in Neverwinter you can trust is important to you. However, if you have to work alone to get the job done, that's what you'll do. Your main goal is to ascertain the truth about Cymril, and in the process of doing that, you seek any means you can to thwart Neverember's true plans for the city.

As a rogue agent, you work without official Harper support, and are free to use your own methods and make your own decisions regarding whom to trust. Each new day is an exciting and dangerous game of masks—guessing who speaks the truth, who offers you lies in the hope of securing an advantage, and who is the true enemy in any given situation. You follow a morality of your own—one that seeks the good in any situation, without compromise and without being afraid to take the fight to those who oppose you.

Building a Harper Agent

The essential attribute of a Harper is a strong moral compass. The best Harpers also have the wit and the sense to successfully play the games of intrigue that occupy a large part of their lives.

Class Prerequisite: None. Although many Harper agents employ the stealthy combat skills of the rogue, ranger, or avenger, the group accepts members from a wide range of classes and backgrounds. Many a Harper is a multiclass character with the abilities of a bard, a rogue, a ranger, or a wizard.

Race Prerequisite: None. Characters of any race are eligible to join the Harpers.

BACKGROUND

In one sense or another, lies come more naturally to you than truth, either in the telling or the hearing. You are a difficult person to fool, and your face is nigh impossible to read when someone tries to gauge your intentions.

Associated Skills: Bluff, Insight

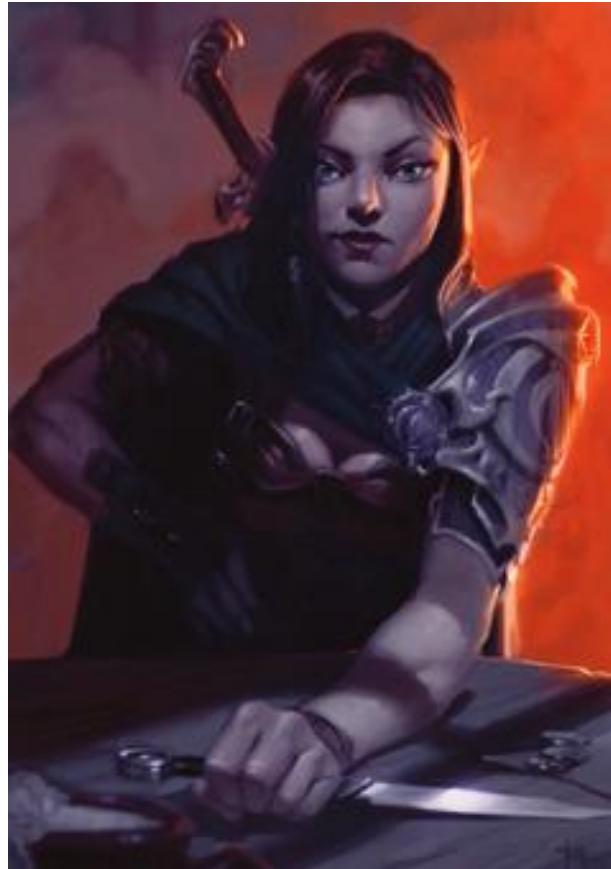


Starting Feature

You own a *Harper pin*. A slightly tarnished brooch, the pin resembles nothing so much as a cheap bauble. However, it is an object of great power and even greater significance. Not only does the pin bestow protection upon you, but while you wear it, you can utter a secret prayers beseeching one of the Harpers' patron goddesses to shield you from harm or punish your enemies. Tymora bestows luck to let you escape a deleterious misfortune, Mielikki lends her strength to help you endure pain, and Lliira gives of her joyful grace to keep your attack true. Such pins also serve as keys to magically warded Harper caches and safe houses, and allow Harper agents to recognize one another.

Benefit: You gain a *Harper pin*.

Harper Pin	Level 3 Rare
<i>This pin, depicting a crescent moon and a harp, bears the blessing of three goddesses.</i>	
Wondrous Item	680 gp
Prerequisite:	You must have the Harper agent theme.
Property	
When you acquire the pin, you gain one blessing of your choice: <i>Lliira's grace</i> , <i>Mielikki's endurance</i> , or <i>Tymora's luck</i> . When you use <i>Harper's blessing</i> , you can use the chosen blessing. You gain a second blessing to choose from at 5th level and a third blessing at 10th level.	
Harper's Blessing ♦ Encounter Utility	
Effect: You use one of the blessings that you have gained.	
♦ Lliira's Grace	
Trigger: You miss with an attack.	
Effect (No Action): Roll 1d6 and add the result to the triggering attack roll.	
♦ Mielikki's Endurance	
Trigger: You take damage.	
Effect (Immediate Interrupt): Reduce the damage by 5 + one-half your level.	
♦ Tymora's Luck	
Trigger: You fail a saving throw.	
Effect (No Action): Reroll the saving throw with a +2 power bonus.	



Level 6 Utility Power

No one can ever be certain whose side you're on. With quick words in the heat of combat, you confuse an enemy into thinking you're an ally. Even afterward, your foe is uncertain where your loyalties lie.

Unexpected Ally	Harper Agent Utility 6
<i>You trick your opponent into thinking you're an ally.</i>	
Daily ♦ Arcane, Charm	
Minor Action	Close burst 5
Target: One enemy in the burst	
Effect: The target cannot make opportunity attacks against you, and the target grants combat advantage to you (save ends both). The effect ends if you attack the target.	

Level 10 Utility Power

Standing against overwhelming odds has made you extremely resourceful. You can use your surroundings to your advantage—and your foe's detriment.

Resourceful Dastard	Harper Agent Utility 10
<i>You use your environment to frustrate your foes' attempts to harm you.</i>	
Daily ♦ Martial, Stance	
Minor Action	Personal
Effect: You enter the resourceful dastard stance. Until the stance ends, you gain a +4 power bonus to all defenses when you have any cover or concealment, and you ignore difficult terrain when shifting.	

Optional Powers

Level 2 Utility Power

The gods of the Harpers have blessed your efforts, allowing you to channel their power through your *Harper pin* to aid you when you need it most.

Harper's Healing Boon	Harper Agent Utility 2
<i>Your Harper pin gleams with silver radiance, shielding you from a vicious blow and bolstering your health.</i>	
Daily ♦ Divine	
Immediate Interrupt	Personal
Trigger: You are hit by an attack.	
Effect: You take only half damage from the attack. After the attack is resolved, you can make a saving throw.	

DEAD RAT DESERTER

“Me? Betray the gang?” I said. Then the steel came out, and I barely made it away with my skin.

The port city of Luskan squats along the northern frontier of the Sword Coast. It is a den of thieves and murderers that attracts criminals like moths to a bright-burning flame. Luskan is controlled by a consortium of gangs, war chiefs, and would-be rulers, few of which last more than a season.

The Dead Rats are one of the exceptions.

That thieves' guild has earned the respect and fear of the populace through a campaign of intimidation. Its members are known for their stealth, their ruthlessness, and their treachery. It is rumored—correctly—that the most deadly members of the gang are wererats. Like the creatures from which they derive their power, the Dead Rats can penetrate any safe house, no matter how secure. Initiation into the gang involves a blood ritual with one of these wererats, imbuing members of the guild with a sneaky and twitchy demeanor, particularly on nights of the full moon.

Every member of the gang is fiercely loyal to a captain named Toytere—a halfling bard noted for his ability to see the future. Whether he truly possesses such sight or not, “King Toy” has never fallen to any of the attempts made to overthrow him. He has frequently rooted out would-be betrayers before they act, and he punishes anyone who attempts to leave the gang. However, your own split from the Dead Rats was a more complicated affair.

It wasn't that your last job went bad. Not exactly. You made off with less than you expected, but like a good Rat, you gave over the one-quarter share due to King Toy and resolved to enjoy the rest. The next night, when you returned to your safe house, you were taken prisoner by wererat marauders and brought before King Toy. The halfling accused you of planning a mutiny and expected you to understand his need to purge his gang of disloyalty. His bodyguards drew their steel.

Much blood was shed that night, but you escaped—barely alive and thanking Tymora for your good fortune. You fled Luskan, nigh penniless and with only the tools of your trade to your name. Your destination was the nearest safe haven you could manage—the comparatively civilized city of Neverwinter, several days' journey to the south.

Exhausted, not knowing whom to trust, you thought at last that you had found somewhere to rest and ply your trade once more. Any good thief could spot the coin to be made or taken in this disorderly city. Perhaps your flight from Luskan was good fortune in disguise—you won't have the gang's dubious protection here, but you'll be free to keep all of your booty. Here you could build up wealth



and power, and perhaps eventually return to Luskan to take your revenge on those who had wronged you.

Well, that was your plan before you got here, anyway.

Building a Dead Rat Deserter

The Dead Rat deserter fits best with a native of Luskan, the center of vice and depravity in the North. From a roleplaying perspective, your character is distrustful, cautious, and quick to change sides as the situation warrants. You understand the value of teamwork and are loyal to your friends, but few others trust you without good cause.

Class Prerequisite: None. Many members of the Dead Rats are rogues, but that thieves' guild also makes good use of the muscle of enforcers and thugs, the magical expertise of wizards and sorcerers, and the beneficial powers of clerics and other healers.

Race Prerequisite: Human, half-elf, or halfling. These three races are most representative of Luskan, with members of other races unwelcome in the city. The Dead Rats rarely accept members of other races.

Starting Feature

Early in life, you learned the value of being inconspicuous. When you joined the Dead Rats, they taught

you the trick of melting into the largest crowd of all—after all, in Luskan, rats are everywhere.

Body of the Rat

Dead Rat Deserter Utility

You scent danger in the air. Quick as thought, you transform into a more appropriate form for flight or investigation.

At-Will (Special) ♦ Polymorph, Primal
Minor Action **Personal**

Effect: You change from your humanoid form to the form of a Tiny rat, or vice versa. When you change from rat form to humanoid form, you can shift 1 square.

While in rat form, you cannot attack. You retain your game statistics, but gain a climb speed equal to half your normal speed, and a +4 bonus to Stealth checks. Your equipment becomes part of your rat form, and you drop any other items you are holding. You continue to gain the benefits of the equipment you wear, except shields and item powers. While equipment is part of your rat form, it cannot be removed, and anything in a container that is part of your rat form is inaccessible.

Special: You can use this power only once per round.

Additional Features

Level 5 Feature

You learned the value of misdirection and subtlety in the mean streets of Luskan, and you have excelled at both in your words and actions.

Benefit: You gain a +2 power bonus to Bluff checks and Stealth checks.

Level 10 Feature

The moon calls to you as never before, and your skin itches each day as if it is eager to be shed. You gain relief only when you become a strange hybrid of person and rat.

Benefit: You gain the *hybrid bite* power.

Hybrid Bite

Dead Rat Deserter Utility

You express the wildness running through you, melding your normal form with your inner rat.

At-Will (Special) ♦ Polymorph, Primal
Minor Action **Personal**

Effect: You change from your humanoid form to the form of a rat-humanoid hybrid, or vice versa. While in hybrid form, you retain your normal game statistics and size. You also retain your equipment, and can use it normally. In addition, you can use the secondary power at will.

Secondary Power (Primal)

Standar Action **Melee 1**

Target: One creature

Attack: Strength or Dexterity vs. AC. You gain a +4 bonus to the attack roll.

Level 21: The bonus increases to +6.

Hit: 1d8 + Strength or Dexterity modifier damage, and ongoing 5 damage (save ends).

Level 21: 2d8 + Strength or Dexterity modifier damage.

Special: You can use this power only once per round.

BACKGROUND

The Dead Rats are known in Luskan for their subtlety, their skill at burgling, and their knack for using an impressive show of force to get their way. When you were a member of the guild, you honed one of those attributes to a high degree.

Associated Skills: Intimidate, Stealth, Thievery

Optional Powers

Level 2 Utility Power

Your bestial nature comes to the fore, frightening your enemies as you strike. Their hesitation gives you the advantage.

Savage Hiss

Dead Rat Deserter Utility 2

You dip into your inner beast and hiss in challenge as you land a brutal strike, cowering the craven fools around you.

Encounter ♦ Fear, Primal

No Action **Close burst 5**

Trigger: You score a critical hit.

Target: Each enemy in the burst

Effect: Each target takes a -4 penalty to attack rolls made against you until the end of your next turn.

Level 6 Utility Power

You have awakened the beast inside you, enhancing your already impressive sneakiness.

Dead Rat Stealth

Dead Rat Deserter Utility 6

Your inner rat helps you slip past undetected.

Daily ♦ Primal

Minor Action **Personal**

Effect: Until the end of the encounter, you gain a +2 power bonus to Stealth checks and Thievery checks. If you dislike the result of a Stealth check or a Thievery check, you can end this effect as a free action to reroll the check with a +5 bonus.

Level 10 Utility Power

You have inherited some of King Toy's prophetic sight. You know exactly where to move in order to hide yourself in preparation for the coming conflict.

Intuitive Leap

Dead Rat Deserter Utility 10

A brief flicker of prescience forewarns you of danger, and like a rat, you spring into motion before anyone has a chance to react.

Daily ♦ Primal

Free Action **Personal**

Trigger: You roll initiative.

Effect: You gain a +4 power bonus to the initiative check, and you can stand up or move up to your speed.

ILYANBRUEN GUARDIAN

You cannot escape the past. I won't let you.

Anyone with a passing knowledge of history knows of Iliyanbruuen—the great kingdom of the mortal world that was home and sanctuary to the elves after the dissolution of the empire of Illefarn. Like the empire that spawned it, Iliyanbruuen also fell in time. Many of its folk left for Evermeet, even as others retreated into the Feywild. With powerful magic, the elves of old transported most of Sharandar, the capital city of Iliyanbruuen, to the Feywild. Their plan was for Iliyanbruuen to rise once more on the site of the original home of the elven people—but events seldom align with the intentions of those who live them.

Although Iliyanbruuen rose once more, the Feywild was no empty frontier. The forces that drove the ancient elves to first leave Faerie for the world still held sway in many places. Enemies of these returned folk—particularly the Winter Court and the Twilight Fey—arrayed against them. Treants, dryads, centaurs, firlolgs, satyrs, and other creatures that might once have been allies saw the Iliyanbruuen eladrin only as invaders.

Generations of battles and legends later, Iliyanbruuen endures as a realm, its borders several days' walk from the ruins of Sharandar. That land has always been your home, and your people have lived there in relative peace for generations.

With the coming of the Spellplague, everything changed. Faerie and the world were brought into conjunction once more. Some eladrin grew eager to determine what had become of their worldly home. This was easier said than done, however, for a covey of hags and their dark servants had taken over Sharandar, making travel difficult at best. Although you initially had little real interest in old Iliyanbruuen beyond mild historical curiosity, you were quick to join the effort at ousting the evil fey from the region.

Several of your friends were injured or slain before your people reclaimed the territory and established an outpost in the ruins. From there, you and your fellows ventured back into the mortal world where the eladrin of Iliyanbruuen had not stepped for centuries.

You were horrified at what you found. Though you had expected the kingdom's ancient tree-cities to have fallen into disrepair, you found many of them looted as well. Their structures were ravaged and desecrated, with ancient treasures of statuary, artwork, and holy icons all stolen away.

Fierce debate arose among the fey of New Sharandar. Some, enraged by what had occurred, demanded that the eladrin reenter the mortal world in force, wreaking vengeance on any who lingered

near the ruins of Iliyanbruuen—or even the entirety of what was once Illefarn. Others of calmer mien said that the eladrin should reclaim the greatest ruins of Iliyanbruuen, restore them to the glory of old, and take vengeance only on those directly responsible for their debasement. However, for that effort to work, the eladrin must learn who has despoiled their ancient home.

You are determined to find out who has ravaged the ruins, which are already weakened by time. In discovering who stole your ancestral treasures—and what creatures deserve your wrath—you intend that justice be meted out appropriately. You are driven not only by anger and vengeance, but also by a sense of urgency. For you know that if you fail, the wrathful among your people will gain the upper hand, spilling the blood of the guilty and the innocent alike.

Many eladrin have made the natural world their home as they seek answers—and you are one of them. Some set out in search of allies, hoping that fabled Evermeet or one of the elven kingdoms of old still exists. Others have set their sights on the areas closer to Neverwinter Wood, feeling certain that those responsible for the desecration of your birthright have not gone far.

It appears that you were right. Even as you began your investigation of the ruins of Neverwinter, you arrived late for a rendezvous with your fellows to find them slain by powerful magic. Whoever the wrongdoers might be, they outnumber you. You know you need allies in the fight against them, but if news of the slaughter spreads among your people in the Feywild, it could mean war. Even worse, Iliyanbruuen might decide to sever ties with the past once and for all.

Building an Iliyanbruuen Guardian

The Iliyanbruuen guardian has a specific focus but presents a wide range of possibilities. Though your character's race is proscribed, your choice of class helps define this theme for your character.

Class Prerequisite: None. Any class can benefit from this theme's features, though characters who make use of extra mobility—such as rangers, rogues, and warlocks—do especially well as Iliyanbruuen guardians. Likewise, characters who depend on avoiding damage or being hemmed in—including wizards and sorcerers—make better use of this theme's benefits than heavily armored defenders. The bladesinger class (page 66) also makes a good choice for this theme.

Race Prerequisite: Eladrin. Though other fey races such as elves and gnomes might be suitable for this theme, its features focus on improving the racial abilities of an eladrin character. The optional rules for the moon elf and sun elf racial backgrounds (page 49) fit this theme well.

BACKGROUND

As a native of the Feywild, you might understand the intricacies of magic as thoroughly as you do the natural order, or the converse might be true of you—because in the Feywild, magic and nature are often one and the same.

Associated Skills: Arcana, Nature

Starting Feature

Your journey to the mortal realm by way of hidden pathways has given you insight into planar magic deeper than that of your kin. Your innate ability to slip the bonds of space serves your allies now.

Benefit: When you use *fey step*, you can take one adjacent ally with you. That ally teleports to a square adjacent to your destination.

Additional Features

Level 5 Feature

Walking among the lands of your ancestors has imbued you with fragments of their knowledge. Your mastery of the wilds increases, as does your instinct for recognizing the relics of the past.

Benefit: You gain a +2 power bonus to History checks and Nature checks.

Level 10 Feature

As a great eladrin hero, the power of magic courses through you, refreshing your ability to walk between worlds more swiftly.

Benefit: You can use *fey step* as a minor action.

Optional Powers

Level 2 Utility Power

In your battles against a variety of foes, you've learned to fall back and regroup in ways that few can anticipate.

Blink Away

Iliyanbruun Guardian Utility 2

You retreat through folded space to avoid danger.

Encounter ♦ Arcane, Teleportation

Immediate Reaction Personal

Trigger: An enemy ends its turn adjacent to you.

Effect: You teleport up to 2 squares.

Level 6 Utility Power

You have adapted and further mastered your tactical teleportation abilities. As few others of your people have done, you've learned to use *fey step* instinctively, vanishing from the path of harm.



Evasive Step

Iliyanbruun Guardian Utility 6

You feel the world slip away around you, taking your enemy's attack with it.

Daily ♦ Arcane

Immediate Interrupt Personal

Trigger: An enemy hits or misses you with an attack when you're *fey step* is unexpended.

Effect: You use *fey step*.

Level 10 Utility Power

You have become so driven and determined in your purpose that your enemies' attempts to harm or deter you only strengthen your resolve.

Feywild Will

Iliyanbruun Guardian Utility 10

Your strength of will overwhelms any effort to impede or dissuade you.

Daily ♦ Arcane

Free Action Personal

Effect: Until the end of the encounter, you gain a +2 power bonus to Will and a +2 power bonus to saving throws.

Each time you succeed on a saving throw before the end of the encounter, you gain temporary hit points equal to $5 + \text{your Wisdom modifier}$.

UTHGARDT BARBARIAN

What you think of as civilized, I know to be weak. The world is a savage place. It takes savagery to master it.

You are an Uthgardt barbarian—a member of one of the savage human tribes that took Uthgar's name and worshiped him after he fell defending his people from the Pale Giants in ancient days. The deity Tempus took Uthgar into his service then, and now Uthgar fights beside the Lord of Battle in the realms beyond the mortal world. You are part of the Thunderbeast tribe, and even as you pay homage to Uthgar and the spirits of your ancestors, you keep the sacred secret of those great reptilian creatures where they hide in the shadowed heart of the High Forest.

Recently, your tribe left its High Forest home to travel far west to Neverwinter Wood. As is tradition for all Uthgardt, autumn is the time of Runemeet—a holy period when each tribe travels to its ancestor mound to worship the ancient spirits. Your tribe's mound is Morgur's Mound, considered to be the holiest site of your people. There, Uthgar shed his blood in battle against Gurt, Lord of the Pale Giants, and broke the back of Gurt's armies to save the North from domination. Within that same mound are buried the remains of Uthgar's mortal brother, the hero Morgur.

At Runemeet, youths in an Uthgardt tribe who want to become fully recognized members must engage in a ritual hunt of sworn enemies of their tribe—wolves, in the case of the Thunderbeast barbarians. This was to be your hunt year, and you looked forward to the ceremonies and celebrations at the most holy of the ancestor mounds with great anticipation. However, the ceremony was not to be.

Your tribe found Morgur's Mound desecrated. The skeleton of the thunderbeast that had rested atop it for untold generations had been stolen, and the mound broken open like a gutted animal. The holy bones of Uthgar's brother and the treasures they had been buried with were taken as well.

The immensity of the tragedy and the affront to your tribe—indeed, to all Uthgardt—drove your people mad for a time. Once rage cooled to grief, your chieftain Grandthur announced that the tribe would return to the High Forest. Whoever had defiled your ancestor mound had covered their tracks well, and it would take time to discover the culprits. To spend this time so close to the open wound in their hearts would weaken your people, for without an ancestor mound, they could not perform the traditions that would keep them strong.

Grandthur declared that the tribe would travel to Flint Rock, the ancestor mound of the Elk

Tribe, to join their fellow Uthgardt there. Then the chieftain turned to you.

Although you were not yet ceremonially recognized, you had proven yourself an able hunter and a combatant who could rival the veterans of the tribe in skill and tenacity. To replace the ritual hunt that you had been meant to undertake, Grandthur gave you the task of discovering the defilers. It would be your duty to await the return of the Gray Wolf tribe—the Uthgardt who traditionally roam near Neverwinter Wood but who were currently away to the north at their own ancestor mound, Raven Rock. You will ask them what they know of the ruin brought upon your people and request their help in restoring Morgur's Mound to its sacred purpose. Grandthur also made it clear that if you discover the Gray Wolves had some hand in the desecration, the quarry of your special ritual hunt will be a wolf of a different kind.

Building an Uthgardt Barbarian

Characters who have close connections to the wilderness make best use of this theme. Even so, your class is less important than your interest in roleplaying a member of an Uthgardt tribe that has kept to its traditions for over a thousand years.

Class Prerequisite: None. The Uthgardt, however, traditionally embrace only the divine and primal forms of magic. Characters who wield other magical power must typically hide their abilities from their tribe (and should have a good backstory reason for having taken up that magic in the first place). The Uthgardt also have a narrow faith, typically worshiping only Uthgar (an exarch of Tempus) and various animal and ancestor spirits. Other faiths are seen as breaking a tribe's traditions, so if you worship another power, you must have a strong reason for doing so—and should plan on keeping it a secret.

Race Prerequisite: Human. Although the Uthgardt are almost exclusively human, a few half-elves and half-orcs are found among the Thunderbeast tribe. Additionally, members of other races are sometimes adopted into a tribe.

BACKGROUND

The Uthgardt have strong traditions of respecting strength and honoring the natural world. You embody one of these traditions, becoming either a well-honed physical specimen or a master of the world's lore.

Associated Skills: Athletics, Nature



Starting Feature

In the depths of the High Forest, you followed in the footsteps of the thunderbeasts. Now you follow them spiritually, drawing on their majesty to imbue your own tread with the weight of their power.

Thunder Stomp

Uthgardt Barbarian Feature

Your foot comes down with the impact of a thunderbeast, shocking nearby enemies into inaction and hesitation.

Encounter ♦ **Aura, Primal**

Minor Action **Personal**

Effect: You activate an aura 2 that lasts until the end of your next turn. While in the aura, enemies cannot make opportunity attacks.

Additional Features

Level 5 Feature

A life in the wild requires you to hone your senses for the hunt, and for reading those you track down.

Benefit: You gain a +4 bonus to Perception checks made to find tracks, and a +4 bonus to Insight checks made against beasts and other Uthgardt.

Level 10 Feature

Your reputation as a fierce Uthgardt hero lends you a presence noted even by strangers.

Benefit: You gain a +3 power bonus to Intimidate checks.

Optional Powers

Level 2 Utility Power

As a warrior of your tribe, you have the ability to call on the spirit of your totem animal, the mighty thunderbeast. With its power, you can accomplish astounding acts of physical strength.

Spiritual Guidance **Uthgardt Barbarian Utility 2**

You feel the spirits of your ancestors around you, and in their barely discernible whispers, you hear the truth.

Daily ♦ **Primal**

Free Action

Personal

Trigger: You make a History, a Nature, or a Religion check and dislike the result.

Effect: You reroll the check with a +5 power bonus. Use the second result, even if it's lower.

Level 6 Utility Power

Uthgardt barbarians worship their ancestors, believing that their spirits linger near the living to offer aid and advice. Through a deep connection to your forebears, you can hear their words.

Strength of the Beast **Uthgardt Barbarian Utility 6**

Your heart pumps thunderously in your chest as your body strains.

Daily ♦ **Primal**

Minor Action

Personal

Effect: Until the end of the encounter, you gain a +4 power bonus to Athletics checks and Strength ability checks.

Level 10 Utility Power

With a roar that could come from a thunderbeast, you call the spirits of your ancestors to appear. These silent visions of the departed do their best to keep you and your friends far from death while they open death's door to your foes.

Spirit Swarm

Uthgardt Barbarian Utility 10

Flickering phantasms of ghostly warriors swirl through the area, hampering your foes and aiding your allies.

Daily ♦ **Primal, Zone**

Minor Action

Close burst 2

Effect: The burst creates a zone that lasts until the end of the encounter. Enemies in the zone cannot regain hit points or gain temporary hit points. Whenever you or an ally ends his or her turn in the zone, that character gains 5 temporary hit points.

PACK OUTCAST

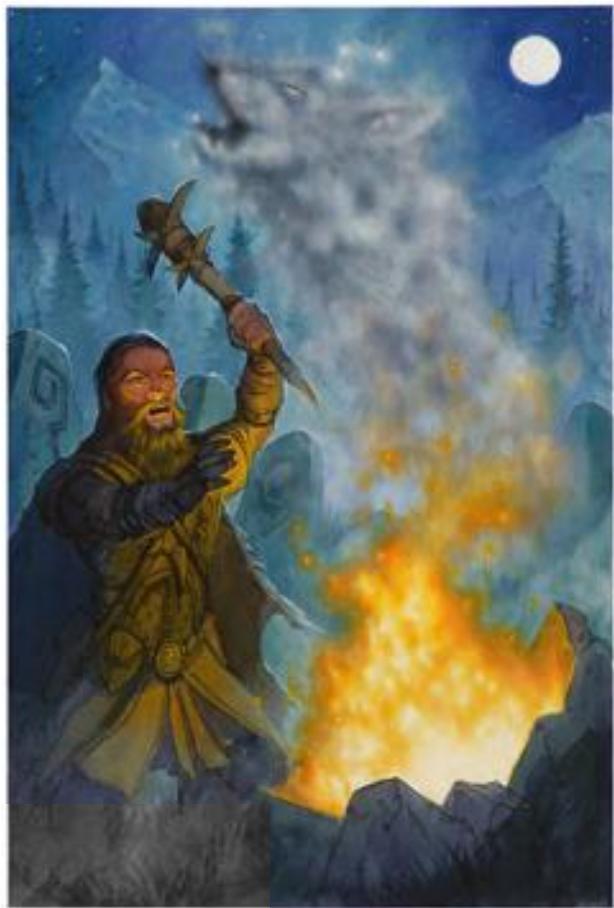
The true predator kills only what it needs. It is not I who have betrayed our ways.

For your whole life, you've been one with the pack. Not all members of the Gray Wolf tribe manifest the beast within in the same way, but you all share it to one extent or another, feeling it bind you in ways few other people can comprehend. You are warriors among your humanoid kin, predators among the beasts of the woodland. You move as one, you live as one, you hunt as one.

Or rather, you did.

For uncounted generations, your people have venerated the five spiritual pillars on which Gray Wolf culture is based—tradition, the primal spirits, your god Uthgar, the spirits of your ancestors, and the natural order. It never crossed your mind what might happen if the tribe violated any of those precepts, because such a thing was unthinkable. But in the end, the unthinkable happened.

In retrospect, you could see the first hints long before things went truly wrong. The current Gray Wolf leaders are more vicious, more bloodthirsty, than those who came before. The Gray Wolf Uthgardt has always been a violent tribe—you carry the fury



of the werewolf, after all. However, where you once killed only for sustenance or in defense of your tribal territories, your folk have become raiders as much as hunters.

Gray Wolf hunters began to kill for material gain—even, on dark occasion, for sport. Then that darkness was deepened when the shadowed ones came, claiming to represent ancient Netheril reborn. Through honeyed words and the invocation of ancient and long-forgotten alliances, they enticed your leaders into an insidious pact.

The history of your tribe has been passed down through generations as stories told by the fireside, and the tales the Netherese told matched those stories. The Uthgardt did come from the blood of old Netheril. The lycanthropy that makes the Gray Wolf tribe strong originated in descendants of Netheril, when refugees from fallen Gauntlgrym carried the curse into the tribe.

Yet these facts alone would not have been enough to form an alliance had not the pack's leaders hungered for the glory of which the shadowed ones spoke. They said that just as old blood ties could be remembered, so too could the glory of the Uthgardt be revived. Conquest would achieve that glory, and when the Netherese controlled the North, the Gray Wolf tribe would be the masters of everything else.

Now, your kin fight, kill, and die in the name of motives and goals not their own. However, though doing so went against everything you'd ever been taught, you are among the few who have refused to take up the darkness of this new path. Your instincts told you it was right to do so, even as the Gray Wolf leaders cast you out. Your tribe called you weak and unworthy, yet you left with your head held high.

Indeed, from what you have heard, it's a good thing you made your stand when you did. Had you waited, your punishment might have been more final than exile. Whispered messages, passed to you by those who feel as you do, suggest that the tribe's leaders are now willing to slaughter their own—not in proper challenge, but in cold-blooded murder.

You have a new purpose now. You must drive the shadows of Netheril from the North, finding a way to purge your tribe of the unsavory influences of that land. Only when you set the tribe on the right path will you win back your place in it.

You remain a creature of the pack, however, and you know you cannot realize your purpose alone. You must find new allies—a temporary pack to replace the one you have lost.

Building a Pack Outcast

Most pack outcasts are wielders of primal power, but you might have access to new traditions picked up in the course of your exile. As long as you maintain your respect for tradition, you can be almost anything.

Class Prerequisite: None. As an Uthgardt, you were raised to shun and fear any magic except the divine and primal traditions of your folk. However, after you broke with your people, you might have taken up any path.

Race Prerequisite: Human or shifter (see *Player's Handbook 2*). A few family lines of the Gray Wolf tribe might have half-elf and half-orc members.

BACKGROUND

Having been raised in the wild and thus possessing all the instincts of the wolf, you have powers of observation that are second to none.

Associated Skills: Nature, Perception

Starting Feature

Like all members of the Gray Wolves, you are and have always been a shapeshifter.

Body of the Wolf

Pack Outcast Utility

Your flesh flows, your bones twist, and you lift your snout to howl.

At-Will (Special) ♦ Polymorph, Primal

Minor Action **Personal**

Effect: You change from your humanoid form to the form of a wolf, or vice versa. When you change from wolf form to humanoid form, you can shift 1 square.

While in wolf form, you retain your normal game statistics and size, but gain a +1 bonus to speed. Your equipment becomes part of your wolf form. You continue to gain the benefits of the equipment you wear, except shields and item powers. While equipment is part of your wolf form, it cannot be removed, and anything in a container that is part of your wolf form is inaccessible.

You gain proficiency with your bite while in wolf form. Treat your bite as a melee weapon with a +3 proficiency bonus, a 1d8 damage die, and the enhancement bonus of your primary weapon.

Special: You can use this power only once per round.

Additional Features

Level 5 Feature

You grew up hunting and fighting alongside others and have mastered pack-oriented tactics. You move constantly to keep your foes off balance between you and your companions.

Benefit: Enemies adjacent to you grant combat advantage to you and to allies adjacent to those enemies.

Level 10 Feature

The wildness of your spirit hones your physical form, granting you unmatched strength and presence.

Benefit: You gain a +2 power bonus to Athletics checks and Intimidate checks.

Optional Powers

Level 2 Utility Power

You know the wolf's ways because they are your own. When a wolf strikes, it can bring down even the biggest prey—a tactic you've perfected.

Bite of the Wolf

Pack Outcast Utility 2

Your attack catches your enemy unaware and drags the foe down.

Encounter ♦ Primal

No Action **Special**

Trigger: Your melee attack hits an enemy that is granting you combat advantage.

Effect: That enemy falls prone.

Level 6 Utility Power

Silver burns where it touches you, but the blood of the wolf within allows you to shrug off most other wounds.

Blood of the Wolf

Pack Outcast Utility 6

Primal potency flows through your veins, sealing your wounds as soon as you sustain them.

Daily ♦ Healing, Primal

Minor Action **Personal**

Effect: Until the end of the encounter, you have regeneration equal to $1 + \text{your Constitution modifier}$ while you are bloodied. If you are damaged with a silvered weapon, your regeneration does not function on your next turn. As a minor action, you can end this effect and spend a healing surge.

Level 10 Utility Power

You have mastered the ability to truly mesh the humanoid and bestial portions of your soul, taking on a vicious form that combines the strengths of both.

Soul of the Wolf

Pack Outcast Utility 10

You take on the aspect of the beast within, becoming a hulking creature of nightmare.

Daily ♦ Polymorph, Primal

Minor Action **Personal**

Effect: You change into a hybrid form, combining the most fearsome aspects of wolf and humanoid. You retain all your equipment, armor, and weapons, and can use them normally. You gain temporary hit points equal to $10 + \text{your Constitution modifier}$.

You gain proficiency with your bite while in hybrid form. Treat your bite as a melee weapon with a +3 proficiency bonus, a 1d8 damage die, and the enhancement bonus of your primary weapon.

You also gain the following benefits while in your hybrid form:

♦ +2 power bonus to Fortitude, Athletics checks, Intimidate checks, and damage rolls.

♦ +2 power bonus to speed.

You can end the effect and resume your normal form as a free action on your turn.

HEIR OF DELZOUN

Yea, the blood of Delzoun flows in me veins! I come a'seeking Gauntlgrym, and I durn't care how many tried and failed! Well, of course I have me a plan! Buy the next round, and I'll tell ye all about it.

Thousands of years ago, in an age of great empires, the dwarven realm of Delzoun thrived. Said to be the pinnacle of dwarven culture, Delzoun was a place whose citizens were happy and productive, trading in relative peace with their neighbors. When Netheril was laid low by the folly of the mage Karsus, it was not only the Shadovar that suffered.

Like so many of the dwarves of the North, your family claims direct descent from Delzoun. However, with so many making that same claim, who knows if any speak the truth? In private, for much of your life, you've had your doubts.

Then seventeen years ago, during the Summons, the ghosts came.

Perhaps only one in a thousand dwarves has made a believable claim to have seen them—but you are one of those chosen few. Clad in the vestments of ancient times, the ghosts spoke with a voice that only you could hear. Pleading in the manner of dwarves in the most desperate need, they begged for help—not for themselves, but for all your kind. They spoke of an “awakening beast” that must not be allowed to rise. And before they vanished, they begged you to come to them—in Gauntlgrym.

Gauntlgrym. What dwarf of the North has not dreamed of that place? Most people think it a myth or a ruin cast to rubble ages ago, but dwarves know different. Dwarves feel the truth in their bones.

For a time, Gauntlgrym was the capital of Delzoun. The underground city was the grandest settlement in the North—perhaps in all the world. Doors cast of pure mithral opened at a dwarf's slightest touch. A forge burned there so mighty that items of enchantment could be made without magic. So great was Gauntlgrym that humans, elves, halflings, and gnomes all begged to live beneath its roof, and were welcome.

Yet Gauntlgrym fell long ago—first to orcs, then to humans who claimed it, then to mind flayers, and finally to the mists of history. Rumors have placed it in numerous locations. Some claim to have seen it or have maps to it, but lunatics and scoundrels assert many things. The Summons drew many to search for it, including you.

In the end, your search has brought you to the Neverwinter region, where Gauntlgrym might yet lie hidden. Some of your family think you mad. Others burn like the sun with pride, for you have the opportunity to prove their claim of Delzoun blood. Many have sought Gauntlgrym

before; others do so now, because you are not the only dwarf to have seen the phantoms or to claim the blood of ages. But if you can succeed, you can elevate yourself and your family name to the heights of dwarven annals and legends. You can restore the remnants of your people's greatest glory. And, just possibly, you can prevent the rise of an evil as great as that which destroyed Delzoun.

The dire warnings of the ghosts whose summons you obey weigh heavily on your heart. You have followed the rumors that bore the greatest ring of truth, but now that you've reached Neverwinter, you know that completing your quest will require all the help you can get.

THE CANTICLE OF GAUNTLGRYM

All dwarves of the North know this poem, said to have been composed in the earliest days of Gauntlgrym.

*Silver halls and mithral doors
Stone walls to seal the cavern
Grander sights than e'er before
In smithy, mine, and tavern*

*Toil hard in endless night
In toast, oh, lift yer flagon!
Ye'll need the drink to keep ye right
At the forge that bakes the dragon.*

*Come Delzoun, come one and all!
Rush to grab yer kin
And tell 'em that their home awaits
In grandest Gauntlgrym!*

Building an Heir of Delzoun

You are a true descendant of your people's ancient bloodline, and the abilities you gain as an heir of Delzoun are an asset to any class and role.

Class Prerequisite: None. Characters of any class can take up this path.

Race Prerequisite: Dwarf. The heir of Delzoun theme marks you as one descended directly from the purest bloodlines of that ancient dwarven kingdom. The shield dwarf racial background (page 47) is a great fit for this theme.



BACKGROUND

Your study of your people's past glory—a part of daily life in all the dwarven communities that are remnants of Delzoun—has granted you substantial insight into the ways or the places of the dwarves.

Associated Skills: Dungeoneering, History

Starting Feature

As a sign that you do indeed possess the pure blood of your ancestors, one of the hallmark traits of your people is stronger in you.

Benefit: You gain resistance to poison equal to 5 + one-half your level.

Additional Features

Level 5 Feature

Your adventurous life in pursuit of Gauntlgrym has made you more hardy than most.

Benefit: You gain a healing surge.

Level 10 Feature

Your connection to Delzoun's storied past clings to you like a mantle. Other dwarves can't help but notice your regal bearing.

Benefit: You gain a +4 bonus to Bluff, Diplomacy, and Intimidate checks made to interact with dwarves.

Optional Powers

Level 2 Utility Power

As you travel and learn the ways of the world, you come to understand how to apply your cultural knowledge more broadly.

Scholar of Ancient Ways Heir of Delzoun Utility 2

You gain extra insight from your study of your people's past—and sometimes, it seems, from your ancestors whispering to you directly.

Encounter ♦ Martial

Free Action

Personal

Trigger: You would make an Intelligence- or Wisdom-based ability check or skill check.

Effect: You make a History check in place of any other Intelligence-based check, or a Dungeoneering check in place of any other Wisdom-based check.

Level 6 Utility Power

By drawing on your racial resilience, you've learned to shake off all manner of effects, both physical and mental.

Noble Indomitability Heir of Delzoun Utility 6

The pride and the sheer determination of your ancestry allow you to push ahead when others are forced back.

Encounter ♦ Martial

Immediate Interrupt

Personal

Trigger: You are subjected to a pull, push, or slide.

Effect: You lose one healing surge, you negate the forced movement, and you can shift up to 3 squares.

Level 10 Utility Power

You have come into your own as an heir of Delzoun. The final gift of your forebears is the ability to attune your body to fight off afflictions that beset you.

Body over Mind

Heir of Delzoun Utility 10

The legendary strength of your people burns through your veins, washing your mind and body clear.

Encounter ♦ Martial

No Action

Personal

Trigger: You fail a saving throw.

Effect: You lose one healing surge and instead succeed on the saving throw.

RENEGADE RED WIZARD

You will never understand horror until you've inflicted it. I understand it. I pray you never do.

Thay is a nation dedicated to magic and death—a land where undead are not only common, they hold great power. The regent Szass Tam and his Council of Zulkirs—liches all—rule this warring, slaving nation with fists of bone and iron. Those who have grown up under this regime find life in Thay entirely normal—fearsome, perhaps, but not at all unnatural. Those who have the proper magical skills and mindset can even carve out their own place within the necromantic order.

You were such a wizard—destined for greatness because of your magical potential. To your family's great honor, you joined the prestigious academies used to train mages for the ever-growing ranks of the Red Wizards of Thay. There, you were taught the fundamentals of magic in all its schools and forms, but your focus was necromancy.

At the time, this dedication seemed normal to you. Manipulating the forces of death itself? Animating those who had been living, breathing, laughing people into mindless, shambling slaves? This is the order of things in Thay—and will be the order across the rest of Faerûn if the regent has his way.

So might your life have gone, had not your best friend—a partner and companion throughout your years of schooling—failed an assigned experiment. It was nothing disastrous, only a ritual that went ever so slightly awry, but the event sent your instructor into a rage. When that rage was spent, your friend was dead, his life force sundered by necrotic energy.

He was also your next project, for his was the body that the class—working together to perform magic none of you could handle alone—was ordered to reanimate. And you complied, for fear of what might happen if you did not.

For the first time, the grotesque, decaying face before you was not that of a stranger. For the first time, you knew of and could feel the utter absence of the life and laughter that once had thrived behind those eyes.

You finally understood the horror of what you had been trained to do, and in that moment you forswore necromancy—and Thay itself.

It wasn't that hard to flee, for who would ever try to escape the academies—one of the only ways to gain real power in Szass Tam's Thay? By the time they knew to look for you, you were already gone.

You can barely remember the exhausting, starving months of travel, constantly watching over your shoulder. When you came to the Sword



Coast, you realized you had literally fled as far as you could go. Only then did it occur to you to stop running and try to determine what the future might hold.

In time, you wandered north to Neverwinter, a place where most of the population was struggling to build new lives. A place where you thought you might fit in. However, it didn't take you long to hear whispered rumors of a darkness in the North—rumors that dashed all hope of leaving your past behind.

The Thayans are here, conducting their foul experiments and stealing people away in the night. How many Neverwintans have joined the ranks of Thay's slaves after death? How often are more living, laughing faces taking on the foul grin of the undead?

It never crossed your mind to run again. You don't know what the Thayans are doing in the North, but you know that their efforts here can be stopped. They can be defeated. You can protect your new home from what you once were.

Building a Renegade Red Wizard

Although this theme is focused on the wizard class, it still allows you a number of options. Because the theme grants you new mage features instead of additional schools of specialization, your choice of school is a critical decision.

Class Prerequisite: Wizard (mage). Other types of arcane characters technically qualify for the theme, but they would benefit only from the starting feature and the level 10 feature.

Race Prerequisite: None. Although humans are far and away the most numerous race in Thay, members of other races can prove themselves worthy of being taken into the arcane schools that train each new generation of Red Wizards.

SECONDARY SCHOOL: RED WIZARDRY

Unlike the other themes presented in this book, this one does not offer utility powers. Instead, the renegade Red Wizard gains class features that replace what he or she would receive as a normal mage.

As usual for a mage, you choose a school for your Apprentice Mage feature. However, Red Wizards have a long history of being specialists in a particular school. Those in Thay now specialize only in necromancy, but you used your training to specialize in another school after swearing off the magic of death. When you would normally have the option of choosing a second school (at 4th level and 8th level), you instead gain other benefits, as described here.

BACKGROUND

You might have gravitated toward an aspect of your training as a Red Wizard, learning as much as you could about the body or the soul. Or, your life on the run from other Red Wizards could have caused you to develop a talent for deception or disguise.

Associated Skills: Bluff, Heal, Religion, Stealth

Starting Feature

As you approach a mastery of magic that you've had to develop while on the run, you've learned to interweave a combination of secrecy and precision.

Benefit: If you are hidden when you use an arcane attack power and miss every target, you do not automatically become visible (though the targets are entitled to new Perception checks to see if they notice you).

Additional Features

Level 4 Feature

Your early training was in the magic of death, control, and carnage, and though you've left those days behind, their influence remains.

Benefit: You do not gain the Apprentice Mage feature normally gained by a mage at 4th level. Instead, when one of your arcane attack powers causes an effect that a save can end, the target takes a -2 penalty to its first saving throw against that effect.

Level 5 Feature

Your extensive focus upon a single school of magic allows you to make its arcane patterns in your mind more fluid. A brief study of your spellbook gives you the opportunity to reset some of those patterns, giving you access to different magic.

Benefit: Once per day at the end of a short rest, you can exchange one prepared power for another from your spellbook. The new power you prepare must be from the school you chose for your Apprentice Mage feature at 1st level.

Level 8 Feature

Although you have chosen to leave necromancy behind, elements of its fearsome presence remain in your magic—and indeed, your personal bearing. In addition, your need to deceive your Thayan masters has developed into a form of second nature.

Benefit: You do not gain the Expert Mage feature normally gained by a mage at 8th level. Instead, you gain a +2 bonus to Bluff checks and Intimidate checks.

Level 10 Feature

Your ongoing struggle against your former compatriots and their undead servants has given you insight into how best to bring them low. When you can catch foes with their defenses down, your attacks land more surely.

Benefit: You gain a +1 bonus to attack rolls against any Red Wizard or undead creature that grants combat advantage to you.

SCION OF SHADOW

Toril thrives in the light. I'll have no part in dragging it down into darkness.

More than a century has passed since the Year of Wild Magic and the return of Thultanhar, the City of Shade, to the skies of Faerûn. This last bastion of ancient Netheril had survived for over a millennium in the depths of the Shadowfell, where the raw essence of shadow has long intertwined with the souls of the Shadovar. Some have become shades; some are born shadar-kai. Most are still human, but with an element of darkness about them.

You were born into the nobility of the Shadovar—not at any great rank, but high enough to ensure yourself a position of power in the restored empire. Like all Shadovar, you were raised to believe in Netherese supremacy—bombardeed constantly with the knowledge that dominance was your people's birthright, that the other peoples of Toril were weak and inferior, and that Netheril would rule once more.

You had no reason not to believe in your great destiny. At least, not at first. However, as your education progressed, you were sent out into the world to observe Netherese military actions. Serving the overseers of “reclaimed” communities, you would occasionally skirmish with the border patrols of neighboring nations. For reasons you still do not fully understand, something in the world beyond Shade Enclave spoke to you as your home never had.

You stood in the light of the sun, untouched by the lingering darkness of the Shadowfell, and felt its burn not as painful but as cleansing. You observed the “weak and worthless” folk beyond Netheril and perceived a simple joy for life that you could never imagine seeing within the Shadovar. You knew instantly that this was the life you wanted—one far from the machinations, tyranny, and darkness of your home.

You had to pull some strings and con your family into pulling others. However, in the end, it wasn't hard to have yourself assigned to the ongoing Netherese efforts in Neverwinter Wood, hunting for old ruins and ancient magic. Your hope was that this Shadovar endeavor farthest from Netheril would provide you the opportunity to disappear before you were missed.

It worked, in part. You were able to slip away between expeditions into the woods and make your way to Neverwinter. So far, you've managed to keep your past a secret, seeming to be just one of the many people trying to make a fresh start in a slowly recovering city.

Yet something eats at you as you try to start your new life. Your people have not come to the North just to dig up the detritus of old empires.

The magic they find here is meant to be put to a purpose. You don't know what that purpose might be, but before you left Netheril, you heard whispered rumors that spoke of raising an enclave.

It's a crazy idea. The magic to perform such a mighty ritual hasn't existed since the fall of Netheril over a thousand years ago. Certainly, other enclaves have been launched into the air since the Year of Wild Magic, but these were existing structures. The powerful magic of the *mythallars* that allows such structures to take to the skies was already extant, only needing repair. Surely nothing like that could be found anywhere near Neverwinter . . . or could it?

You came to Neverwinter to flee, but more and more, you wonder if you could ever have run far enough. If you remain here, you know you won't be able to hide forever. If the Netherese succeed in their plans for the region, a new Shadovar stronghold might arise here—one possibly as mighty as Shade Enclave. If that happens, you would find yourself in the shadow of Netheril once again. Much as you'd like to simply vanish into the darkness, the dark is where your people are most dangerous. And that means your only option is to face them here.

Building a Scion of Shadow

As a child of Netherese nobility, you would have had access to virtually any path or vocation you chose to follow. Though your racial choices are limited, this theme dovetails nicely with classes that use the shadow power source (such as those presented in *Heroes of Shadow*).

Class Prerequisite: None. The Shadovar respect practitioners of arcane magic or shadow magic more than any others, but all classes are open to you. If you wield divine power, you would have originally worshiped Shar, the god of shadows. However, you have most likely taken up a new deity since then.

Race Prerequisite: Human, shadar-kai, or shade. Some of the royal family of Shade Enclave are born as shades thanks to the influence of the Shadowfell. However, this racial choice should be available to characters only with the DM's approval.

BACKGROUND

As one of the Shadovar, you are most at home in the darkness, and you might know more of its ways—in either a mundane or a magical sense—than most. Or perhaps living among those who might consider you an enemy has given you a talent for hiding the truth.

Associated Skills: Arcana, Bluff, Stealth



Starting Feature

You have spent so much time in the darkness that it feels like home to you, letting you overcome the effects of both magical and mundane shadow.

Eyes of Night

Scion of Shadow Utility

A moment's concentration lets all your senses touch the darkness.

Daily ♦ Shadow

Minor Action

Personal

Effect: You gain blindsight 10 until the end of your next turn.

Additional Features

Level 5 Feature

Although you have chosen to live your life in the light, the darkness still calls to you. When the shadows grow deep, you feel enveloped in safety, and the step into your dark side gives you the fortitude to return to the fight.

Benefit: Whenever you are in dim light or darkness, add 4 to your healing surge value.

Level 10 Feature

A life of lies has its advantages. Your constant effort to hide your true nature and wear two faces has made these acts second nature to you.

Benefit: You gain a +2 power bonus to Bluff checks and Stealth checks.

Optional Powers

Level 2 Utility Power

As a scion of the Shadovar, you have learned to leave behind a small portion of your essence when you reenter the physical world.

Flitting Shadow

Scion of Shadow Utility 2

You step back into the real world—but only partially.

Encounter ♦ Shadow

No Action

Personal

Trigger: You reappear after using any teleportation power.

Effect: Until the end of your next turn or until you attack, you become insubstantial and phasing, and you gain vulnerable 5 radiant. In addition, you can make Stealth checks to become hidden if you have any cover or concealment, and you can use cover granted by your allies both to become hidden and to remain hidden.

Level 6 Utility Power

By infusing your darker forms of attack with a bit of extra shadowstuff, you cause them to linger, ready to strike your foes from within when they least expect it.

Binding Shade

Scion of Shadow Utility 6

The shadows you command squeeze tight about your enemy's soul.

Encounter ♦ Shadow

No Action

Personal

Trigger: You hit an enemy with an attack.

Effect: After the attack is resolved, you gain partial concealment and combat advantage against that enemy until the end of your next turn.

Level 10 Utility Power

As a veritable master of shadows, you can open temporary gaps in the world, flitting through the edges of the Shadowfell as you slip from place to place.

Dancing Shadows

Scion of Shadow Utility 10

You step from shadow to shadow with supernatural grace.

Daily ♦ Shadow, Teleportation

Move Action

Personal

Effect: You teleport up to 6 squares. Until the end of the encounter, you can teleport up to 3 squares as a move action once per round. Each time you teleport using this power, the destination space must be an area of dim light or darkness.

DEVIL'S PAWN

What do you mean, those cultists seemed to know me? I don't know what you're talking about.

Throughout Faerûn's history, the North has ever been a breeding ground for cults, whether they serve devils, demons, or any of a thousand other dark masters. The last decades have grown progressively darker, presenting a great opportunity for cultists that promise protection from the terrors of the frontier—at the comparatively small cost of eternal loyalty and secrecy. Or so the stories and tales go.

In reality, most of the cults that operate in the North have no deific connections, but are composed of indolent noble scions using the threat of darkness to gain romantic favor or to intimidate business rivals into closing up shop and skipping town. In such cults, young nobles claim to supplicate devils for the sake of their own jests, then drink themselves into oblivion while waiting for their servants to clean up the mess.

You used to belong to one such false cult—or at least you thought you did.

It seemed like a good idea at the time—allying with powerful individuals in Waterdeep in the mutual pursuit of authority, pleasure, and coin. Now, however,

you've made a terrible mistake—one that you might end up paying for with your eternal soul.

Although you come from a noble bloodline, you've never been particularly wealthy or influential. In the cult, however, you could rub shoulders with powerful and wealthy noble heirs who are excited to delve into the dark. You saw the potential in making important connections to your fellow noble scions, in the hope of securing a good marriage when you finally decided to settle down.

At your infrequent rituals, celebrants would gather around braziers of white-hot coals and invoke the power of strangely named beings. Chanting would ensue, along with tedious and false religious mummary. Nothing ever came of these rites, of course, and each secret conclave would eventually devolve into the more important business of drinking, scheming, and hedonism. It all seemed harmless.

Then one day, you were late for a meeting. When you arrived, it was to discover a ritual chamber covered in blood and gore. Your fellow cultists had been brutally dismembered as by a storm of ravaging claws and fangs. The central brazier burned with an unbelievably hot flame, drawing your attention. Enraptured, you stepped toward it, unable to resist. Fire flared, driving into your chest like a lance as it burned you, body and soul.

When you awoke, it was in your own bed, far from the scene of the cult's massacre. You were happy to dismiss the memory as a nightmare—until you glimpsed a mark on your chest that made the nightmare real. You bear a crimson brand now—a sigil that you somehow recognize as the mark of Asmodeus. What it means, you have no idea—but the implications terrify you.

Tricked, confused, and scared out of your mind, you fled Waterdeep for a place where you might hope to hide from those who know you. In Neverwinter, you have spent uncounted days looking over your shoulder and dreaming of treachery, violence, and fire.

You seek to gather allies to your side, fearful of what the power that binds you has in store. However, you hesitate to share your dreadful secret with them—and the dark dream that has begun to haunt you, wherein you betray those closest to you.

Building a Devil's Pawn

The devil's pawn theme makes the most sense for a character who is wielding dark power in order to do good. A tragic figure at first, you will have to embrace the darkness within you to survive. But will you give into the schemes of the dark being that grants your power? Or will you rise up to face the forces that have tainted you?

Class Prerequisite: None. However, to make full use of this theme's potential, consider playing a warlock or another class known for its secrecy. This



theme works well with the infernal pact warlock, enhancing that class's features and utility powers.

Race Prerequisite: None. However, you are the scion of a noble—if impoverished—Waterdeep family, so your race should reflect that heritage. Human, half-elf, elf, eladrin, and dwarf are your most likely options. As an interesting spin, you might play a tiefling whose heritage includes a devilish ancestor.

BACKGROUND

Many of your ilk have a silver tongue when it comes to deception, and you might be one of them. It's also possible that during your admittedly short time in the cult, you picked up quite a bit of knowledge about faith in devil gods—even if at the time you thought it was all nonsense.

Associated Skills: Bluff, Religion

Starting Feature

Your brand enhances your powers and draws forth the power of the Nine Hells to smite your enemies. You are reluctant to reveal the mark, but you do as you must to survive.

Hellfire and Brimstone

Devil's Pawn Attack

Your brand burns, searing through clothing and flesh as hellfire springs up around you.

Encounter ♦ Arcane, Fire, Zone

Minor Action **Close burst 2**

Effect: Creatures in the burst take 5 fire damage. The burst creates a zone that lasts until the end of your next turn. While in the zone, enemies take a -2 penalty to attack rolls and all defenses.

Level 11: 7 fire damage.

Level 21: 10 fire damage.

Additional Features

Level 5 Feature

The brand on your chest attracts allies from among those beholden to Asmodeus—whether you want them or not.

Benefit: You gain a +4 bonus to Diplomacy checks made to interact with devils, duergar, devil cultists, and other creatures devoted to devils.

Level 10 Feature

You feel the warmth of your mark every day and wake at night to echoes of the brand's searing pain. Somehow, becoming acclimated to your mark has inured you to the pain and destruction of real fire.

Benefit: You gain resist 10 fire. If you already have fire resistance as a racial trait, it increases by 5.

Optional Powers

Level 2 Utility Power

Fiendish power is built on treachery—a concept you can channel to cause your foes to betray each other.

Traitor's Brand

Devil's Pawn Utility 2

The fiendish brand on your chest flares, causing your enemy to lash out.

Daily ♦ Arcane, Fire

Immediate Reaction **Close burst 5**

Trigger: An enemy within 5 squares of you hits you.

Effect: Creatures adjacent to the triggering enemy take 1d6 fire damage.

Infernal Pact: This power deals extra fire damage equal to your Intelligence modifier.

Level 6 Utility Power

You bargain a piece of your soul for the proffered protection of fiendish flames, shielding you from the eyes and attacks of your enemies.

Shielding Hellfire

Devil's Pawn Utility 6

Flames flicker into life around you, drinking in the darkness and blessing your graceful movements.

Daily ♦ Arcane, Fire, Stance

Minor Action **Personal**

Effect: You enter the shielding hellfire stance. Until the stance ends, whenever you have any concealment, you gain a +4 power bonus to Stealth checks and resist 5 fire. If you already have fire resistance, increase that resistance by 5.

Infernal Pact: Whenever your Warlock's Curse is triggered, you gain a +4 power bonus to damage rolls with fire attack powers until the end of your next turn.

Level 10 Utility Power

Embracing your infernal destiny, you become one with the power of your dark brand. Every time you do so, however, you feel a bit of your soul slip away.

Pit Fiend Harbinger

Devil's Pawn Utility 10

Glorious pain rips through you as your skin blackens and hardens into devilish scales and great black wings, a crown of fire wreathing your brow.

Daily ♦ Arcane, Polymorph

Minor Action **Personal**

Effect: Until the end of your next turn, you gain a +2 power bonus to AC, a fly speed equal to your speed, and fire resistance equal to 5 + your level (if you already have fire resistance, increase it by 5). While this effect persists, you cannot spend healing surges, and you must make an attack on your turn each round or take damage equal to your level at the end of your turn. This damage cannot be prevented or reduced in any way.

Sustain Minor: The effect persists until the end of your next turn.

Infernal Pact: You gain 10 temporary hit points each time you sustain this power.

SPELLSCARRED HARBINGER

I've seen horrors you haven't even dreamed. Whether I sleep or wake, the nightmares follow me.

Nearly a century ago, Faerûn was ravaged by the Spellplague. Few of those alive today can describe this scourge firsthand, and every story disagrees in the details. Landscapes changed, whole cities vanished, and alien nations installed themselves where barren wasteland and the ruins of past civilizations had stood for millennia. Magic failed or went wild, and thousands upon thousands died horribly. Those who encountered the plague directly, either initially or in the long years since, have been forever changed by its touch. Most are horribly deformed or otherwise cursed—even as a rare few gain a strange kind of power.

Someone seeing you as a youth might not have known you were bound to such a twisted destiny. You were a normal person, living out a normal life. You had family and friends, and you were looking forward to marriage and children to carry on your legacy. These simple pleasures were not to be yours, however—not once the nightmares began. You ignored the visions at first, but you could not do so for long.

One night, you awoke from a nightmare screaming, engulfed in blue flames that were no dream. Though it did not harm you, this unnatural fire wreaked havoc on everything nearby, consuming your home and those you loved, their screams echoing as they burned. When the flames died away, they left in their wake disfigurements on the bodies of the dead—warped limbs, blue scar tissue, or strange runes in a language you did not recognize. Though you survived the destruction, your body was likewise scarred.

Hated for the harm you inflicted unintentionally and despised for your deformity, you fled your home

GAINING A SPELLSCAR

Any character who bears a spellscar, including one who has the spellscarred harbinger theme, has the following innate abilities.

Spellscarred Susceptibility: A spellscarred creature takes a -2 penalty to all defenses and all saving throws against the Spellplague and the same penalty when it is attacked by a plaguechanged creature or another spellscarred creature.

Spellplague Sense: A spellscarred creature knows when an area of Spellplague, or a plaguechanged or spellscarred creature, is within 5 squares of him or her.

in fear. Dependent on the aid of strangers to survive, you were saved when a wandering priest sworn to Ilmater, god of compassion, directed you to Helm's Hold outside the city of Neverwinter. There, he promised, people like you were welcome. "The spellscarred," he called you.

During your journey, you have tried to puzzle out the reason for the emergence of your curse, to no certain success. Perhaps you were exposed to the Spellplague long ago, and it then lay dormant in you for years. Some say the curse can be inherited by blood, and so the affliction will lead inevitably to more death—for you and those around you.

You fear that your time grows short. Whenever you rest, the nightmares that haunted you before your scarring return, coupled with visions of magical cataclysms wreathed in blue flame. You have grown accustomed to looking over your shoulder at all times, struggling to trust even those who seek to aid you.

A time is coming when you'll be able to conceal your true nature no longer. When that day comes, how will you embrace your uncertain destiny? And can the people in Helm's Hold truly help you?

Building a Spellscarred Harbinger

The Spellplague curses and blesses at whim, and its power can mark a wide variety of heroes. As a spellscarred harbinger, you are mysterious by nature, since few understand—or will tolerate—your abilities. You live by your wits and skills.

Class Prerequisite: None. Although a background related to magic might help explain the exposure that created your spellscar, this theme is suitable for characters of any class.

Race Prerequisite: None. The effects of the Spellplague can manifest in anyone.

BACKGROUND

The specific nature of your spellscar has unlocked knowledge that you can benefit from—bizarre secrets of the magic that lurks inside you. Or, you might have learned certain techniques from the priest of Ilmater to soothe your own distress, as well as other aspects of the healing arts.

Associated Skills: Arcana, Heal

Starting Feature

You have a spellscar that takes the form of an unnatural lesion, glowing tattoos, tentacles where your fingers should be, immaterial blue spines projecting from your skin, or some other obviously magical effect. Your spellscar grants you the power to twist magic.

Benefit: You gain one of the following abilities.

- ◆ **Dimension Shift:** Once per encounter, you can teleport up to 2 squares as a minor action.
- ◆ **Twist Fate:** Once per encounter, you can reroll a failed saving throw.
- ◆ **Vanish:** Once per encounter as a minor action, you can become invisible until the start of your next turn.

Additional Features

Level 5 Feature

By drawing on the magic of your spellscar, you enhance your attacks with burning blue fire. Each time you evoke the flames, your spellscar flares ominously, enticing you to draw on more of its power.

Spellscar Empowerment

Spellscarred Harbinger Utility

You unlock your hidden power, blue flames surrounding you as you lash out.

Daily ◆ **Arcane**

No Action

Special

Trigger: You hit an enemy with an attack.

Effect: The enemy you hit is dazed until the end of your next turn. You take damage equal to 5 + one-half your level.



Level 10 Feature

Your body and spirit course with blue fire, and you've learned to harness that power in a new way.

Benefit: Choose another benefit from the spellscarred harbinger starting feature list. You can use only one ability gained from this list per encounter.

Optional Powers

Level 2 Utility Power

The spellscar forced into your body and soul barely contains the maddening randomness of the Spellplague. By opening yourself to its fearsome power, you can disrupt the powers of those around you.

Plague Disruption Spellscarred Harbinger Utility 2

You release the Spellplague within, and your enemies are overwhelmed by the chaotic rush of power you control.

Encounter ◆ **Arcane, Aura**

Minor Action

Personal

Effect: You activate an aura 2 that lasts until the end of your next turn. Enemies in the aura take a -2 penalty to attack rolls, and must roll twice and use the lower result when attempting to recharge a power.

Level 6 Utility Power

The Spellplague remakes time and space as well as flesh and stone. Drawing on its power, you alter reality to serve your whims, if only for a moment.

Torture Reality Spellscarred Harbinger Utility 6

Your enemy's strike wavers, changing course toward a target of your choosing.

Daily ◆ **Arcane**

Immediate Interrupt **Personal**

Trigger: You are targeted by a melee or a ranged attack.

Effect: You redirect the attack to another creature adjacent to you, other than the attacker.

Level 10 Utility Power

At its heart, the nature of the Spellplague is change. Your growing mastery of your spellscar and the Spellplague echoes within you allows you to direct that hunger for alteration. When you spy a weakness in an enemy, you can alter that weakness into strength, and use that strength to replenish your reserves.

Morphic Recovery

Spellscarred Harbinger Utility 10

You absorb some of the essence of another to wield as if it were your own.

Daily ◆ **Arcane**

Free Action

Personal

Trigger: You hit an enemy granting combat advantage to you when you have expended all your encounter attack powers.

Effect: You recover one of your previously expended encounter attack powers of level 7 or lower.

BREGAN D'AERTHE SPY

No one owns a secret. Indeed, among my people, we say that secrets own their keepers.

You were on patrol in the Underdark outside your home, beautiful and benighted Menzoberranzan, when betrayal came. As if directed by psychic command, your companions suddenly turned against you as one. Drow are treacherous by nature, but such a blatant and brutal attack could mean only one thing: Your house had fallen. You escaped with your life, but with no allies and no idea of what to do next.

None survive alone in the wilds of the Underdark for long, and so your would-be killers assumed you to be dead—as you would have been if the members of Bregan D'aerthe had not found you. You had heard the tales of these drow mercenaries, of course—the much-derided and dishonorable castaways of other destroyed houses. When your benefactors confirmed that your kin had been annihilated, you expected them to show contempt for the weakness of your house and your own helplessness. Instead, they offered to induct you into their company—giving you a

chance to restore the honor, the allies, and the home that had been taken from you.

For decades, you have served as part of Bregan D'aerthe. As a part of the force sent to the surface to manipulate events in Luskan, you have watched that city's steady decline from den of piracy to cesspool of evil. You felt the tremors in the earth and saw the plume of black smoke to the south that marked Neverwinter's fall. During this time, Bregan D'aerthe continued to add to its coffers with missions for hire, but the opportunities for wealth grew slimmer as the danger in the North spread.

Now, the mercenary drow have largely left the region, with only a few such as you remaining. You would have preferred to go with your fellows, but an order from Jarlaxle brought you instead to the ruins of Neverwinter. The sometime leader of Bregan D'aerthe gave you the task of investigating the forces at work in the city and the surrounding area—and, as always, to look for ways for Bregan D'aerthe to profit from others' plots. You have been told that someone—perhaps Jarlaxle himself—will come to you for information. Until then, you are on your own.

You have learned that it doesn't pay to be without allies—even in the relative safety of the surface world. Few surface-dwellers have any compunctions about the death of a lone drow, particularly in the lawless North. Like Jarlaxle and the legendary Drizzt, you need to travel with others if you are to be successful in your goals.

Building a Bregan D'aerthe Spy

When you choose to be a Bregan D'aerthe spy, you immerse yourself in the web of drow politics and the darkness of the race's culture. Though you have many options for making your character, only those with sharp blades and sharper wit can become one of the mighty Bregan D'aerthe.

Class Prerequisite: None. Rogues and other characters well suited to spying make the best choice for this theme. Lolth's grip on her people is strong, and if you play a divine character dedicated to another god, you should determine how you found that faith and whether you keep it secret. Many in Bregan D'aerthe dislike the rule of the Spider Queen, but few would be so bold as to openly worship another deity.

Race Prerequisite: Drow. All members of Bregan D'aerthe hail from drow houses in the cities of Menzoberranzan and Ched Nasad.





BACKGROUND

Drow train in stealth and the lore of the Underdark from a young age, and they rely upon falsehood as much as other creatures do upon breathing. As a member of Bregan D'aerthe, you are well versed in one of the skills vital to your survival amid the deadly politics and dangerous pockets of the Underdark.

Associated Skills: Bluff, Dungeoneering, Stealth

Starting Feature

Though not all drow can levitate, you saw the usefulness of such an ability and struggled to master it.

Levitation

Bregan D'aerthe Spy Utility

Calling on the magic inherent in your bloodline, you rise into the air as lightly as a feather on the wind.

Encounter

Move Action

Personal

Effect: You can fly up to 4 squares vertically and 1 square horizontally, and hover there until the end of your next turn. You have an altitude limit of 4, but if some effect causes you to exceed this limit, you immediately descend to 4 squares above the ground after resolving the effect. When this flight ends, you descend to the ground, taking no falling damage.

Additional Features

Level 5 Feature

Your control over your ability to levitate increases, letting you spend an entire battle in the air if you so desire.

Continuous Levitation

Bregan D'aerthe Spy Utility

With focused concentration, you keep yourself aloft to gain the advantage over your foes.

Daily

No Action

Personal

Trigger: You use levitation.

Effect: You gain the ability to sustain levitation. This ability lasts until the end of the encounter.

Sustain Move: Levitation persists until the end of your next turn, and you can move up to 3 squares vertically or 1 square horizontally.

Level 10 Feature

Your life of adventure has taught you to be wary—especially when you're vulnerable. Foes might surprise or corner you, but they'll find there's little profit in doing so.

Benefit: When you grant combat advantage, enemies do not gain the bonus to attack rolls against you.

Optional Powers

Level 2 Utility Power

As a spy equally at home in the Underdark and the surface world, you know that the ability to swiftly fade from sight can mean the difference between success or failure in your missions.

Sudden Stealth

Bregan D'aerthe Spy Utility 2

The moment a threat reveals itself, your instinct for stealth takes over, letting you vanish from sight.

Encounter ♦ **Martial**

Free Action

Personal

Trigger: You have any cover or concealment when you roll initiative.

Effect: You can make a Stealth check to hide.

Level 6 Utility Power

Although stealth can serve you well, sometimes it's not enough. When battle begins, being quick on your feet can mean the difference between escape and capture, life and death.

Fluid Steps

Bregan D'aerthe Spy Utility 6

You concentrate on the dance of combat, making certain that you stay a few steps ahead.

Daily ♦ **Martial**

Minor Action

Personal

Effect: Until the end of the encounter, you can shift up to 3 squares as a move action.

Level 10 Utility Power

Your duty as a spy is to watch, listen, and learn, and you have honed your senses to the limit. When you enter a state of total waking concentration, little can escape your notice.

Spy Sight

Bregan D'aerthe Spy Utility 10

You focus your senses, letting all that would obscure the world slip away.

Daily ♦ **Martial**

Minor Action

Personal

Effect: You gain a +5 power bonus to Insight checks and Perception checks until the end of the encounter.

Racial Variants

Elves and dwarves in the FORGOTTEN REALMS setting are made up of distinct subraces. Such divisions often have their roots in a race's earliest existence.

When you create a character who belongs to a subrace, you are free to use the race's standard traits for that character. However, you can instead use the options in this section to set the character apart from other members of his or her race, and to provide ways to develop your character's identity.

Each subrace description contains a set of benefits. Each of these replaces a standard racial trait, as noted in the benefit's description. Unless otherwise noted, you can select as many of a subrace's benefits as you want.

In addition, each subrace includes a racial background tied to it. Like other backgrounds in the game, these offer associated skills and languages. If you choose the racial background that matches your character's subrace, you can select one of the following benefits.

- ◆ Gain a +2 bonus to checks with a skill associated with your background.
- ◆ Add a skill associated with your background to your list of class skills before you choose your trained skills.
- ◆ Choose one language associated with your background. You can speak, read, and write that language fluently.

DWARVES

In a time before the world knew what it was, Moradin the All-Father forged the dwarves in the fiery heart of Abeir-Toril. His people won their way to the light of the surface through grit and battle prowess. In the hot south of the world that then was, they emerged into the cool heights of the mountains and forged for themselves an empire. Divisions among them forced some away and to the plains of the west, where they settled in what would come to be known as the Great Rift. This banishment to the flatlands would prove to have far-reaching consequences when gods and primordials battled. The world split apart, stealing the first great dwarven empire away—beyond even Moradin's reach.

Untold years passed until the next great schism among the dwarves, during which their commander led an exodus from the caverns beneath the plains. His people would forge many kingdoms and pass through many generations, eventually becoming shield dwarves. Those who remained in the plains, and who dwell there still, are the gold dwarves.

No grudges endure from such ancient divisions. Dwarves are the children of

Moradin, and they have greater common cause with each other than with any other race. However, the two subraces have lived apart for thousands of years, and their lifestyles affect not only their cultures but their physical appearance as well.

If you are a shield dwarf, you might come from beyond the Spine of the World mountains or some other area of the North. The heir of Delzoun is a good choice for your character theme, but you have other options.

If you are a gold dwarf, you are unlikely to have Delzoun blood (unless you have shield dwarf ancestors in your past), so you should consider other character themes such as devil's pawn, spellscarred harbinger, and Harper agent.

Gold Dwarf

Gold dwarves see themselves as the founders of the dwarven race, their society able to trace an unbroken line back nearly to the world's creation. It should be no surprise, then, that gold dwarves have a chip on their shoulders—and a heavy one at that. Gold dwarves get along well with others, but they come from a culture where tradition reigns and codes of honor are strict. Each dwarf has a predestined role and a place in society that stems from birth order and bloodline. Gold dwarves who stray from such strictures bring great dishonor on themselves and shame to their clans.

The largely isolated kingdoms of the gold dwarves had begun to expand before the Spellplague hit. Many adventurous gold dwarves left the Great Rift and their other traditional lands to explore distant parts of the surface world. This emigration served them well when their homeland was destroyed by the plague. Much of the Great Rift and the surrounding surface was obliterated, leaving in its wake the massive Underchasm and the realm of Great Bhaerynden. The gold dwarves who were spread across Faerûn returned to the area to help rebuild their homeland, and the realm known as the East Rift was built on and in the ruins of the Great Rift. The disaster and the disruption of those dark times caused numerous gold dwarf clans to accept new ideas and new peoples, while some others retreated into xenophobia as a means of holding onto the traditions of the past.

Roleplaying a Gold Dwarf

When creating a gold dwarf character, here are a few points to consider.

Tradition preserves us. Your people have survived for eons by adhering to the ways of their ancestors back to the All-Father. Tradition must be respected, and those who go against it dishonor themselves and cannot be trusted.



Wisdom comes with age. Those who have witnessed the passage of decades deserve respect. Those who have seen centuries come and go deserve more. Any society that does not respect its elders is dangerous, for it ignores the wisdom those elders represent.

Blood bears truth. You were born into a society where everything was decided for you, from your profession to whom you would marry when the time comes. These decisions were not the whim of an elder, but the dictates of your bloodline in relation to others. Among gold dwarves, who you become is a direct result of who your parents were and all your ancestors before them. Even far from the East Rift, you understand that getting to know someone means getting to know their past as well.

Gold Dwarf Benefits

When creating a gold dwarf character, you can pick from the following benefits.

Cast-Iron Mind: Gold dwarves have developed a resistance to protect against the depredations of aberrant creatures from the Underdark.

Benefit: You have a +5 racial bonus to saving throws against ongoing psychic damage. This benefit replaces Cast-Iron Stomach.

Gold Dwarf Weapon Proficiency: Though gold dwarves rely on the hammer as a tool as much as do any of their kin, carving their homes from the living rock requires other specialized implements. Such tools have been adapted for use as the traditional weapons of the gold dwarves for as long as anyone remembers.

Benefit: You gain proficiency with the war pick and the maul. This benefit replaces Dwarven Weapon Proficiency.

GOLD DWARF BACKGROUND

Gold dwarves have a long history of living beneath the earth and dealing with its denizens, particularly the drow.

Associated Skill: Dungeoneering

Associated Languages: Deep Speech, Elven

Shield Dwarf

A long history of internecine war has made the once clannish society of shield dwarves more open. Shield dwarves actively seek out friends and forge alliances against enemies. They judge others by their skill and bravery, not merely the honor of a bloodline or the number of beard hairs gone gray. Tradition, respect for elders, and the bonds of kinship are strong forces in shield dwarf culture. However, no shield dwarf would be thought dishonorable for seeking his or her own destiny, whether doing so involves battling orcs alongside elf allies or becoming a master crafter in a human city.

The history of the shield dwarves can be traced back through millennia. The sons of Taark Shanat the Crusader founded eight kingdoms, which fought, made alliances, rose to greatness as one nation, and then fell into separate states before vanishing from the face of the world. The last great dwarven kingdom of the North was Delzoun, and few are the shield dwarves who do not claim a connection to the bloodline of that realm.



Roleplaying a Shield Dwarf

When creating a shield dwarf character, here are a few points to consider.

Even mountains change. Although you honor the past and strive to see the good of the present preserved, you know that nothing lasts forever. This impermanency is a reminder that one should never be too complacent or too proud. The ruins of cultures that fell to false pride litter the North. Only those who develop and guard a true greatness can maintain that greatness.

Even the strongest steel can break. Among the dwarves, it is said that allies are like axes—despite their strength, both can fail when you need them most. Though you strive to make alliances and return friendship in kind, you always remain wary of others. Your closest comrades are noteworthy exceptions, but you remain on the lookout for disloyalty, greed, and cowardice, particularly from other races.

A stout shield can both guard and smash. The clan cannot defend itself by hiding in the mountains. Neither can the warrior win merely by blocking attacks. When you face a foe, you must strike out at it. Never fear a challenge so much that you shy away from it.

Shield Dwarf Benefits

When creating a shield dwarf character, you can pick from the following benefits. Because these benefits both replace Dwarven Weapon Proficiency, you can take only one of them.

Shield Dwarf Weapon Proficiency: Shield dwarves spend more time aboveground and in forested areas than their gold dwarf cousins. This has led to them relying on axes as tools and weapons.

Benefit: You gain proficiency with the handaxe and the battleaxe. This benefit replaces Dwarven Weapon Proficiency.

Shield Proficiency: Besieged by numerous threats such as orcs and goblins, the shield dwarves take the name of their people seriously. Many are trained to use a shield regardless of duty or station.

Benefit: You gain proficiency with the light shield. This benefit replaces Dwarven Weapon Proficiency.

SHIELD DWARF BACKGROUND

Shield dwarves have a long history of struggle for survival in the wilderness of the North, fighting against orcs, giants, and their own kind. To aid in such conflicts, they have found the native languages of the North useful.

Associated Skills: Dungeoneering, Endurance, Nature

Associated Languages: Chondathan, Giant

ELVES AND ELADRIN

The history of the elves in the world extends into a misty realm of myth. Elves and eladrin relate the chronicle of their past in ballads, poems, and folktales, each speaking of a time when these fey were a single people. These ancient elves arrived from the Feywild so long ago that even the longest-lived elf would need more than two dozen lifetimes to remember it. Legends tell of how the elves adapted to the world over time, becoming moon elves, sun elves, and the Ilythiiri who would spawn the drow.

In those days, the drow had not yet fallen from Corellon's grace, but the Crown Wars would change that. The sun elves, the moon elves, and the drow fought an empire-shattering series of five wars that spanned three thousand years. Little wonder that many elves sought refuge from the destruction by hiding away in the depths of the woodlands.

By the time the Crown Wars had ended, those who avoided the conflict and sought refuge in the old ways had become the wild elves. In the millennia that followed, some wild elf communities sought to reestablish contact with the outside world, maintaining a balance between their culture and that of the rising empires of their eladrin kin. The members of these communities became the wood elves.

In the time since, elven and eladrin empires have risen to power and fallen into ruin. Now, in the aftermath of the Spellplague and with the long-severed connection to the Feywild restored, new empires are set to rise once again.

When you play an eladrin or an elf, think about whether you are a child of Faerûn or of the Feywild. If you were born in the Feywild, the bladesinger class (page 66) and the Iliyanbruuen guardian character theme (page 28) are excellent choices for you.

If you are a moon elf or a wood elf, you are likely more comfortable in the settlements of other races than some of your kin. As such, consider the devil's pawn and Harper agent character themes. If you are a sun elf, you might have delved deeply into magic, making the renegade Red Wizard, the spellscarred harbinger, or the devil's pawn character theme appropriate.

Moon Elf (Eladrin)

In the ancient past, the moon elves reveled in travel and exploration. As a result, though they were the largest in number, their empires were the last to rise. Moon elves today still have this wanderlust, and are thus both numerous and widespread. Open to new experiences and honest by nature, moon elves are often seen as worthy companions by the people they meet in their travels.

Though the Spellplague inspired many sun elves to retreat further into isolation, most moon elves reacted to the tragedy of that period by forming stronger bonds with other races. Many moon elves now consider themselves a citizen of a worldly nation first and an eladrin second. Others have used renewed links with the Feywild to reconnect with their ancient homeland. In turn, a new generation of moon elves now spreads from the Feywild to explore the world.



Roleplaying a Moon Elf

When creating a moon elf character, here are a few points to consider.

Each new day brings new horizons. You feel the wanderlust of your people, and you look to fresh experiences to grant you new insights on life. No matter how much you have seen, the world always offers more to explore.

Magic exists in all things. Most moon elves appreciate the fact that magic can be found anywhere—and often in a surprising form. You know to keep an open mind and accept the power that magic can unlock in even the simplest of objects and weakest of creatures.

A hidden good cannot be great. While the sun elves built up empires in isolation, the moon elves explored the world and saw their culture thrive and grow. In the same way, you know that good deeds should not be hidden. Others who witness acts of charity and nobility take strength and hope from them. Righteousness should be bolder than villainy.

Moon Elf Benefits

When creating a moon elf character, you can pick from the following benefits.

Skill Bonuses: Moon elves usually devote themselves to the study of magic and history. However, some find that their travels make understanding others and learning the lay of the social landscape more useful in their daily lives.

Benefit: You gain a +2 bonus to Insight checks and Streetwise checks. This benefit replaces the normal eladrin skill bonuses to Arcana and History.

Elf Weapon Proficiency: Elves and eladrin of all stripes take time to learn the traditional weapons of their people.

Benefit: You gain proficiency with the longbow and the shortbow. This benefit replaces Eladrin Education.

MOON ELF BACKGROUND

The widely traveled moon elves find it useful to know many languages, and to learn more about other people wherever they go.

Associated Skills: Diplomacy, Streetwise

Associated Languages: Chondathan, Damaran, Untheric

Sun Elf (Eladrin)

The sun elves have lived apart from the events of the world for thousands of years. Despite the recent turmoil of the Spellplague, they see little reason to change. Indeed, the dangers of the modern age and the proven frailties of those gods not associated with the elves drives many sun elves

to depend more than ever on their traditional insularity, closing ranks against outsiders that would spread chaos and doom.

Taking advantage of the renewed connection to the Feywild represents an exception for some sun elves, but for others it merely proves the point. The elves of Faerie might look and act like the elves of the world, but to many sun elves, they represent as much of a potential threat as any worldly nation.

Sun elves mimic the aloof (some might say haughty) nature of their society in their personal interactions as well. They are slow to smile, quick to disparage, and always ready to demonstrate their superior knowledge and skill. These barriers break down over time in the dealings between a sun elf and his or her closest allies, but many sun elves remain forever withdrawn in the company of people who speak plainly and show emotion openly.

Roleplaying a Sun Elf

When creating a sun elf character, here are a few points to consider.

Patience solves many problems. Sun elves live long lives, and so can afford to wait for time to take its toll on their enemies and the problems of shorter-lived races. Their long-term plans can take centuries to realize. As a sun elf, you are far more concerned with what might be ahead rather than the troubles of the moment.

A calm mind remains clear. Maintaining an inner and outward serenity allows you to think more clearly. In dire situations, a solemn outlook helps to keep peril at a distance and allows you to make the most well-reasoned choices.

Creatures are as they are born. Just as the deer cannot help but be hunted by the wolf, the wolf cannot fail to hunt lest it die. So too must the dwarf grub for gold and the halfling avoid home and responsibility. The rabbit cannot fly any more than the fox can graze to survive. Do not expect others to rise to your level or to change their ways to suit you.

Sun Elf Benefits

When creating a sun elf character, you can pick from the following benefits.

Skill Bonuses: The complex intrigues of sun elf courts require a subtlety and discernment that sun elves find useful in their relationships.

Benefit: You gain a +2 bonus to Bluff checks and Insight checks. This benefit replaces the normal eladrin skill bonuses to Arcana and History.

Wizard Implement Proficiency: The legendary magical skill of sun elves comes from a devotion to the use of arcane magic that extends as far back as the Crown Wars. Many eladrin learn to use the tools of arcane casters, employing those devices for aid in the use of their own magic.

Benefit: You gain proficiency with the orb, the staff, and the wand as implements. This benefit replaces Eladrin Weapon Proficiency.

Elf Weapon Proficiency: Elves and eladrin of all stripes take time to learn the traditional weapons of their people.

Benefit: You gain proficiency with the longbow and the shortbow. This benefit replaces Eladrin Education.

SUN ELF BACKGROUND

Sun elves take pride in their skill regarding matters of the mind and of discourse. A long history of relations with dragonkind has made an understanding of those creatures' language useful to many sun elves.

Associated Skills: Arcana, Bluff, History, Insight

Associated Language: Draconic

interact with members of other races are sometimes seen as tainted from that contact. As such, wild elves who choose to forge strong bonds with others must often forsake close ties with their kin.

Roleplaying a Wild Elf

When creating a wild elf character, here are a few points to consider.

All other cultures are wrong. You might have left your people by your own choice, but that decision has not changed how you view the world. Among your kind, all ways but those of the wild elves represent corruption and iniquity. Though you might be more open to the customs of other folk than most of your kind, it is hard for you to entirely set aside your distrust of those people.

The world knows more than any elf. You view the natural world and its primal spirits as cousins and friends. You see portents in the change of the weather, the flight paths of birds, and the health of plants. Those places where the world cannot display its natural order—cities, dungeons, magical terrain—seem dangerous to you, because you cannot depend on signs you cannot read.

Birds fly because they have wings. Wild elves are nomads who must constantly wander. Corellon placed that wanderlust in the souls of your people—the impetus that brought the first elves to the world. Just as a bird must fly when its wings are strong enough, so too must you move on when the spirit takes you.

Wild Elf

Of all the fey folk of the world, wild elves live most closely with nature. Indeed, many wild elves see themselves as the only true examples of their race, since they are the only ones living as their ancient ancestors did. At first glance, because of their body paint and beadwork, wild elves can easily be mistaken for primitive hunter-gatherers. Their culture, however, contains complex and intricate traditions that have survived largely unchanged from the time of the Crown Wars.

Wild elves are more isolationist than their sun elf cousins—often violently so. Those wild elves who do



Wild Elf Benefits

When creating a wild elf character, you can pick from the following benefits.

Subtle Step: Wild elves train for battle from the time they can walk, and their teachers place early emphasis on evasion and escape. By the time wild elves are of warrior age, those childhood lessons allow them to move deeper into battle as well as to break free of it.

Benefit: Once per encounter, you can shift up to your speed as a move action. This benefit replaces *elven accuracy*.

Wild Elf Weapon Proficiency: Though eladrin might devote themselves to the longsword, wild elves have for millennia relied on the spears that are their traditional hunting weapons.

Benefit: You gain proficiency with the javelin, the spear, and the longspear. This benefit replaces Group Awareness.

WILD ELF BACKGROUND

Life in the wild demands an understanding of the natural world, and wild elves are renowned for their senses and economy of motion.

Associated Skills: Nature, Perception, Stealth

Wood Elf

Wood elves resemble moon elves in that they are friendly to other races. However, like wild elves, they prefer to live hidden in the wilderness. Wanderlust has no place in their lives, and they consider themselves the solemn caretakers of ancient empires. Wood elves prefer to build modest settlements, viewing the urban and urbane lifestyles both of the ancient elves and their sun elf descendants to be mistakes.

After fleeing the destruction of the Crown Wars, the wood elves sought to keep their distance from any conflicts that they believed brought ruin upon their people. However, unlike the wild elves and the sun elves, they did not want to detach themselves from the world. The lesson they learned from the destruction of the past was to be compassionate, both toward other elves and the other races that would come to prominence as their own race waned.

Roleplaying a Wood Elf

When creating a wood elf character, here are a few points to consider.

It is wise to be compassionate, but not all compassion is wise. You seek to help others, but you must guard yourself against deception and hidden dangers. Be ruthless when the situation calls

for ruthlessness. Like the bow, you are supple and harmless when danger is not at hand, but you can turn deadly in a heartbeat.

Do not waste emotion. Humans, moon elves, and others can easily find themselves swept away by emotion, which interferes with their thinking and prompts them to commit foolish acts. Sun elves, at the other extreme, wall themselves away from their hearts so much that they are often unable to feel anything at all. You choose the middle path, which is to use emotion as your ally in achieving your aims. When you are in the right, feel the righteousness of your actions. When you have cause for wrath, let it give you focus.

Avoid what troubles you can. If your presence would provoke a needless battle, let peace reign in your absence. Whereas a wild elf might confront or kill a trespasser without a thought, you are content to allow the trespass as long as no real harm is done. Wait, watch, and learn. Then act only when inaction would be the greater evil.

Wood Elf Benefits

When creating a wood elf character, you can pick from the following benefits.

Sense Threat: Wood elves hone their senses against the most subtle perils, whether in the wilderness or at the negotiating table.

Benefit: When you roll initiative, you can make a Perception check and use its result for your initiative check. When you do so, allies within 10 squares of you who have a lower initiative than yours gain a +2 racial bonus to their initiative. This benefit replaces *elven accuracy*.

Reactive Stealth: Wood elf clans focus on avoiding trouble by hiding from the world. As a result, many wood elves develop the instinct to fade from sight at the first sign of danger.

Benefit: If you have any cover or concealment when you roll initiative, you can make a Stealth check to hide at the same time. This benefit replaces Group Awareness.

WOOD ELF BACKGROUND

The skills of forestcraft and of negotiating have served wood elves well throughout the centuries. Wood elves find it useful to know the languages of their enemies and friends alike, always prepared for the day when one might become the other.

Associated Skills: Diplomacy, Insight, Nature

Associated Languages: Chondathan, Damaran, Dwarven, Giant, Goblin

Warpriest Domains

The warpriest cleric, presented in *Heroes of the Fallen Lands*, chooses a domain from which he or she gains special features and powers. That book presents two choices—the storm domain and the sun domain. This book adds to those options with four new domains for use in a FORGOTTEN REALMS campaign.

The domains here differ from the domains in *Heroes of the Fallen Lands* because each focuses on a specific deity. This focus allows each domain to encompass more aspects of a particular faith. Only a warpriest dedicated to Corellon can choose that deity's domain, whereas a warpriest character who chose the storm domain might serve one of a number of deities.

Some of these domains link to one or more of the character themes presented earlier in this chapter. In the most obvious example, a warpriest who chooses the Oghma domain is a prime candidate to also take on the Oghma's faithful theme. Similarly, the Iliyanbruen guardian theme is tailored for characters devoted to Corellon. A warpriest of Selûne might quest in the area because of the presence of



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the Shar-worshiping Netherese, or in response to the incursions of werewolves or other foul creatures. A character who has the pack outcast theme might have become an outcast by praying to Selûne in the first place. Though no character theme in this book speaks directly to Torm, the presence in Neverwinter of a temple to Torm's fallen ally Tyr (the Hall of Justice), a monastery in the area named for the god's dead friend Helm, and the effort to bring law and justice to a lawless land could easily draw a cleric of Torm to the North.

Powers for Other Clerics: If you're playing a cleric who is not a warpriest, the cleric powers in this section that have levels indicated are available to you when you select powers.

WARPRIEST DEITIES AND DOMAINS

If you want to play a warpriest of a deity other than those whose domains are presented in this section, a number of other domains are available. In addition to the storm and sun domains featured in *Heroes of the Fallen Lands*, the death domain can be found in *Heroes of Shadow*, and the earth domain is available to *D&D Insider* subscribers in *Dragon* 392.

The following domain associations can be used for warpriest characters who worship particular deities in a FORGOTTEN REALMS campaign.

Deity	Domain
Amaunator	Sun
Angharradh	Corellon
Bahamut	Torm
Berronar Truesilver	Torm
Garl Glittergold	Torm
Gond	Oghma
Grumbar	Earth
Ilmater	Torm
Kelemvor	Death
Moradin	Earth
Silvanus	Storm
Sune	Sun
Tempus (or Uthgar)	Conquest

CORELLON DOMAIN

Corellon's clerics serve as his fey-wardens—characters whose solemn duty is the protection of the traditions and works of the elf race. However, Corellon stands for much more than just the guardianship of his people. He leads the pantheon of elven deities as the epitome of elven magic, music, arts, crafts, poetry, and warfare. Corellon's warpriests follow his example, becoming experts in the arts of creativity, war, and magic. They must not only protect the elves and their culture, but must promote and spread the greatness of that culture.



Level 1: Corellon Domain Features and Powers

The reconnection of the world with the Feywild brought the elves of Abeir-Toril into contact with kin they had thought lost in ages past. The long-dormant powers this contact awakened among the elves of both planes shows Corellon's desire for his folk to become a united people. Reinvigorated by this union, the elves of Faerûn have gone from a race in decline to one of great strength. However, as with any great people, wars both threaten and ennoble them.

Corellon acts as the elven god of war, and as such, he arms his warpriests with traditional elven weapons and with powers that enhance the strengths of their race. A warpriest of Corellon can be expected to fight ably with sword or bow, and to freely channel Corellon's divine might.

Benefit: While you are subject to a charm effect that a save can end, you can make a saving throw against that effect at the start of each of your turns, as well as at the end.

In addition, when you use *healing word*, you and each ally in the burst can ignore difficult terrain when shifting until the start of your next turn.

You also gain the following powers.

Domain At-Will Power Corellon calls on all elves to revere the beauty of nature. Even in war, his people must attempt to refrain from upsetting or destroying the natural world. To remind his warpriests of this duty, Corellon puts them in touch with their wild spirit.

Blessing of the Wild

Cleric Attack 1

Your attack calls on your god to grant the fleetness of a wild beast.

At-Will ♦ Divine, Weapon

Standard Action Melee or Ranged weapon

Target: One creature

Attack: Wisdom vs. AC

Hit: 1[W] + Wisdom modifier damage.

Level 21: 2[W] + Wisdom modifier damage.

Effect: You or one ally within 5 squares of you can shift 1 square as a free action.

Domain At-Will Power Your use of bow and blade is so fluid that you can exchange one for the other before a foe can react.

Graceful Switch

Cleric Attack 1

You can decide which of your weapons to use at the last second. When you bring it forth, it pulses with divine power.

At-Will ♦ Divine, Force, Radiant, Weapon

Standard Action Melee or Ranged weapon

Effect: Before the attack, you can sheathe one weapon and draw another one.

Target: One creature

Attack: Wisdom vs. AC

Hit: 1[W] + Wisdom modifier force and radiant damage.

Level 21: 2[W] + Wisdom modifier force and radiant damage.

Domain Utility Power You serve as a guardian of your people, but you need not stand alone. With divine aid, you can grant to both yourself and others the acute senses shared by many fey.

Fey Sight

Cleric Utility 1

A whispered prayer brings forth a swirling silver light in the eyes of you and your allies, granting you supernatural vision.

Daily ♦ Aura, Divine

Minor Action Personal

Effect: You activate an aura 5 that lasts until the end of the encounter. While in the aura, you and your allies gain low-light vision and a +2 power bonus to Perception checks.

Domain Encounter Power Eerie energy infuses the Feywild, flowing through your connection to Corellon. With a short prayer, you can invoke a supernatural element of that mysterious realm to enhance your weapon.

Faerie-Flame Strike

Cleric Attack 1

Your weapon becomes limned in purple fire that leaps upon your foe, revealing your enemy's every move.

Encounter ♦ Divine, Fire, Radiant, Weapon

Standard Action Melee or Ranged weapon

Target: One creature

Attack: Wisdom vs. AC

Hit: 2[W] + Wisdom modifier fire and radiant damage.

Effect: Until the end of your next turn, the target cannot benefit from any concealment.

Level 1: Channel Divinity (Corellon)

Corellon's warpriests serve by leading the charge and by giving succor to the wounded when the battle is done. To aid them in this endeavor, they learn to carry an ally to safety even in the heat of battle.

Step Together

Cleric Utility 1

You and an ally vanish, only to emerge together a moment later from a ripple in the air.

Encounter ♦ Channel Divinity, Divine, Teleportation

Move Action Close burst 1

Target: You and one ally in the burst

Effect: Each target teleports up to 5 squares and must end adjacent to the other.

Special: You can use only one channel divinity power per encounter.

Level 3: Corellon Domain Encounter Power

Elves are rightly legendary for the accuracy of their weapon attacks. With Corellon's help, you can lend that accuracy to an ally.

Allied Accuracy

Cleric Attack 3

Your attack channels the power of fate, granting your ally an edge for a follow-up attack.

Encounter ♦ Divine, Radiant, Weapon

Standard Action Melee or Ranged weapon

Target: One enemy

Attack: Wisdom vs. AC

Hit: 1[W] + Wisdom modifier radiant damage.

Effect: Choose an ally within 5 squares of you. That ally can reroll his or her next attack roll against the target before the end of your next turn but must use the second roll.

Level 5: Corellon Domain Feature

As you continue in your devotion to Corellon, more of his magic becomes open to you. When you call on his aid for healing, he grants you a means of slipping past foes unscathed.

Benefit: When you use *healing word*, the target of the power can shift 1 square as a free action. If the target is an elf, a half-elf, or an eladrin, the target can instead shift a number of squares up to your Constitution modifier.

Level 7: Corellon Domain Encounter Power

Corellon is a god not just of elves but of all fey, including the mysterious and beguiling unicorns. Utilizing a measure of their power, you thwart your enemies' attacks.

Fey Beguiling

Cleric Attack 7

As your attack lands, you sense the reassuring presence of the unicorn and know that your foe cannot harm you.

Encounter ♦ Charm, Divine, Radiant, Weapon

Standard Action Melee or Ranged weapon

Target: One creature

Attack: Wisdom vs. Will

Hit: 1[W] + Wisdom modifier radiant damage. Until the end of your next turn, the target cannot target you with any attack, and it must make opportunity attacks against any creature within its reach that willingly attacks you.

Level 10: Corellon Domain Feature

Your channeling of Corellon's magic opens pathways that no one else can see.

Benefit: When you use a divine encounter attack power that has the force or the radiant keyword, you can teleport 1 square as a free action.

Level 11: Devout Action (Corellon)

Devout warpriest paragon path feature

Corellon's grace flows through you, lending a swiftness to your actions when you push yourself to the limit.

Benefit: When you spend an action point to take an extra move action, you can move twice as far as that action normally allows.

Level 11: Transcendent Blessing (Corellon)

Devout warpriest paragon path feature

By adding a flourish to one of your domain abilities, you can strike your foe in such a way that you open up an easier attack for one of your friends.

Benefit: When you hit a target with *graceful switch*, choose an ally within 5 squares of you. That ally gains combat advantage against the target for his or her next attack against it before the end of your next turn.

Level 12: Corellon Domain Utility Power

Devout warpriest paragon path feature

The elves' fondness for nature extends far beyond the gentle deer and the fleet hare. The savage hunters of the wilderness are also honored and emulated. A prayer to Corellon can grant you and your allies the stealth and speed of a hunting pack of wolves.

Blessing of Elvenkind Devout Warpriest Utility 12

With your deity's blessing, you and your allies go on the hunt.

Daily ♦ Aura, Divine

Minor Action

Personal

Effect: You activate an aura 5 that lasts until the end of the encounter. While the aura is active, you gain a +5 power bonus to Stealth checks and a +2 power bonus to speed. Any ally who starts his or her turn in the aura gains the same bonuses until the start of his or her next turn.

Level 13: Corellon Domain Encounter Power

Though some elves are less virtuous than others, all of them represent lights in a dark world. Your own virtue marks you as one of the brightest in the elven host, and with *glimmer strike*, you bring that metaphor to life, striking out against the darkness in your foes.

Glimmer Strike

Cleric Attack 13

Your weapon becomes a thing of light, capable of piercing whatever shields your foe.

Encounter ♦ Divine, Radiant, Weapon

Standard Action Melee or Ranged weapon

Target: One creature

Attack: Wisdom vs. Reflex. The attack roll ignores penalties from any cover or concealment.

Hit: 3[W] + Wisdom modifier radiant damage.

Level 16: Corellon Domain Feature

Devout warpriest paragon path feature

Your healing magic envelops the target in a shroud of sparkling motes, and when they dissipate your ally appears to be gone. Enemies will find it hard to strike what they cannot see.

Benefit: When you use *healing word*, the target of the power becomes invisible to enemies until the start of his or her next turn.

Level 17: Corellon Domain Encounter Power

Art and music should be just as important to you as battle, if not more so. Corellon reminds you of this by using the force of song to turn the tide of battle.

Harmony of Blades

Cleric Attack 17

Your weapon starts the song, and as your allies make their attacks, your magic guarantees that the foe will be struck.

Encounter ♦ Divine, Force, Weapon

Standard Action Melee or Ranged weapon

Target: One creature

Attack: Wisdom vs. AC

Hit: 3[W] + Wisdom modifier force damage.

Effect: The next time you or an ally misses the target with an attack before the start of your next turn, the target takes 5 force damage.

Level 20: Corellon Domain Daily Power

Devout warpriest paragon path feature

For millennia, Corellon has fought with Gruumsh and Lolth. As your ambition takes you to the threshold of epic power, Corellon gives you a taste of the strength such ancient hatreds carry.

Implacable Enmity Devout Warpriest Attack 20

With a flick of your weapon, you abruptly engage your enemy.

Daily ♦ Divine, Force, Teleportation, Weapon

Standard Action Melee or Ranged weapon

Target: One creature

Attack: Wisdom vs. AC

Hit: 5[W] + Wisdom modifier force damage.

Miss: Half damage.

Effect: You or an ally within 5 squares of you teleports to a square adjacent to the target.

Level 23: Corellon Domain Encounter Power

Worship of Corellon means seeking to create beauty in all things, including the art of killing. You have it in your power to make an attack of such perfection that it blinds the target with awe.

Awful to Behold

Cleric Attack 23

Your movement is so fluid and your attack so perfect that your foes can hardly bear to watch it.

Encounter ♦ Divine, Psychic, Radiant, Weapon

Standard Action Melee or Ranged weapon

Target: One creature

Attack: Wisdom vs. AC

Hit: 3[W] + Wisdom modifier psychic and radiant damage, and the target is blinded until the end of your next turn.

Effect: Each enemy within 5 squares of you grants combat advantage until the end of your next turn.

Level 27: Corellon Domain Encounter Power

Just as Corellon leads the other elven gods, you lead your friends. Just as Corellon uses his magic to protect and aid his exarchs, so too can you use his magic to harm foes for your allies' benefit.

Strikes of Woe and Weal

Cleric Attack 27

At once, multiple ghostly weapons lash out from your attack. For each blow that draws blood, an ally's health soars.

Encounter ♦ Divine, Force, Healing, Weapon

Standard Action Melee or Ranged weapon

Target: One, two, or three creatures

Attack: Wisdom vs. AC

Hit: 2[W] + Wisdom modifier force damage.

Effect: You can spend a healing surge. For each target you hit, a different ally within 10 squares of you can spend a healing surge.

OGHMA DOMAIN

A devotee of Oghma comprehends the power of ideas and the primacy of information—not just with the mind, but with the soul. However, the lord of knowledge does not dedicate himself to knowledge alone. Innovation, inspiration, discovery—these too form the basis of faith in Oghma. To serve the Binder of What Is Known is to serve the truth, whether that truth is found in ancient secrets, beautiful art, or a brilliant invention.



Level 1: Oghma Domain Features and powers

Your studies and your devotion to Oghma grant you great insight into many topics. Allies blessed by Oghma's presence gain knowledge of how they might better their condition.

Benefit: You can use Wisdom instead of Intelligence when making an Intelligence-based skill check.

In addition, when you use *healing word*, each ally in the burst gains a +1 bonus to the next saving throw he or she makes before the end of your next turn.

You also gain the following powers.

Domain At-Will Power Your never-ending quest for knowledge drives you to discover the secrets of your foes. An enemy's weaknesses are often the most valuable information.

Blessing of Knowledge

Cleric Attack 1

You lay into a foe, the attack revealing an opening that your ally can exploit.

At-Will ♦ Divine, Weapon

Standard Action Melee weapon

Target: One creature

Attack: Wisdom vs. AC

Hit: 1[W] + Wisdom modifier damage.

Level 21: 2[W] + Wisdom modifier damage.

Effect: One ally within 5 squares of you gains combat advantage against the target until the end of your next turn.

Domain At-Will Power Oghma shows his presence through a blue-green radiance and an eerie music that comforts allies but seems menacing to enemies of the faith. When you strike out and Oghma is with you, your weapon hums with those tones and flares into ominous brilliance.

Singing Strike

Cleric Attack 1

Your weapon sings with holy power and glows from the presence of your deity.

At-Will ♦ Divine, Radiant, Thunder, Weapon

Standard Action Melee weapon

Target: One creature

Attack: Wisdom vs. AC

Hit: 1[W] + Wisdom modifier radiant and thunder damage.

Level 21: 2[W] + Wisdom modifier radiant and thunder damage.

Effect: The target takes a -2 penalty to attack rolls until the end of your next turn.

Domain Utility Power

Insight Insight isn't always gained through long contemplation. Sometimes an idea arrives like a flash of lightning.

Sudden Inspiration

Cleric Utility 1

You gain a divine perspective into how a challenge can be surmounted, the thought arriving in the nick of time.

Encounter ♦ Divine

Immediate Interrupt Close burst 10

Trigger: You or one ally in the burst fails a skill check.

Target: The triggering creature

Effect: The target gains a power bonus to the skill check equal to your Wisdom modifier.

Domain Encounter Power

Thought Twister You owe it to your god to strike out against ignorance and those who would hide knowledge from the world. Thanks to his favor, you can imbue your weapon with the power to beat the truth into creatures that make themselves truth's enemy, filling their minds with ideas they don't want to hear.

Thought Twister

Cleric Attack 1

You ask your god to bless your action as you swing your weapon, hoping to knock some sense into your enemy.

Encounter ♦ Divine, Psychic, Weapon

Standard Action Melee weapon

Attack: Wisdom vs. AC

Target: One creature

Hit: 2[W] + Wisdom modifier psychic damage.

Effect: Until the end of your next turn, the target takes a -2 penalty to attack rolls and its next saving throw.

Level 1: Channel Divinity (Oghma)

Oghma exhorts his followers to find truth and seek new ideas, but the Binder of What Is Known also shares information with his faithful. When you call on his blessing, Oghma grants you and your allies the knowledge that lets you achieve your aims.

Knowledge to Spread

Cleric Utility 1

Thoughts run through the minds of you and your allies, each idea particular to the task to which you set yourselves.

Encounter ♦ Channel Divinity, Divine

Minor Action

Close burst 3

Target: You and each ally in the burst

Effect: The next time the target makes a skill check before the end of your next turn, the target gains a +2 power bonus to the check.

Special: You can use only one channel divinity power per encounter.

Level 3: Oghma Domain Encounter Power

Your friends might not share your passion for seeking the truth at all costs, but everyone loves knowledge they can use. In combat, you share the blessing of your god so that a comrade might come to know the beauty of Oghma's way.

Inspired Steel

Cleric Attack 3

As you strike, your ally is granted a vision of the deadliest means of pressing his or her attack.

Encounter ♦ Divine, Weapon

Standard Action

Melee weapon

Target: One creature

Attack: Wisdom vs. AC

Hit: 1[W] + Wisdom modifier damage.

Effect: Choose one ally. Until the end of your next turn, that ally's attacks against the target can score a critical hit on a roll of 18-20.

Level 5: Oghma Domain Feature

You have learned how to treat all sorts of afflictions. When you bless an ally with healing, one such malady can also be washed away.

Benefit: When you use *healing word*, the target of the power can make a saving throw.

Level 7: Oghma Domain Encounter Power

Knowledge is a blessing, but information can paralyze a foe. As you channel Oghma's power, your attack gives your enemy too much to think about.

Thought Storm

Cleric Attack 7

With a savage strike, you flood your enemy's head with a thousand errant thoughts, confusing and disorienting the foe.

Encounter ♦ Divine, Psychic, Weapon

Standard Action

Melee weapon

Target: One creature

Attack: Wisdom vs. AC

Hit: 1[W] + Wisdom modifier psychic damage, and the target is dazed until the end of your next turn.

Level 10: Oghma Domain Feature

As you gain experience in the ways of combat, you and your allies fall into a rhythm of strike and counter-strike. Your companions' attacks become the harmony to your own, and each battle creates its own song.

Benefit: Whenever you use a divine encounter attack power that has the psychic keyword, each target of the power grants combat advantage until the end of your next turn.

Level 11: Devout Action (Oghma)

Devout warpriest paragon path feature

Oghma favors inspiration and new ideas, on the battlefield as well as off. The move you make in a desperate situation inspires your allies to invent a new opportunity to gain victory.

Benefit: When you spend an action point to take an extra action, you and each ally within 5 squares of you can shift up to 3 squares as a free action.

Level 11: Transcendent Blessing (Oghma)

Devout warpriest paragon path feature

Your connection with the Binder of What Is Known strengthens. The blue-green flames that reveal the presence of Oghma can leap from your weapon to bind your foe in place.

Benefit: When you hit with *singing strike*, the target is also immobilized until the end of your next turn.

Level 12: Oghma Domain Utility Power

Devout warpriest paragon path feature

Oghma rarely grants knowledge easily to those who seek it. Instead, he inspires and encourages the hunger for new truths. Oghma answers the needs of his most faithful with a mystical reminder to open one's eyes and mind, thereby gaining insight into the problems at hand.

Divine Inspiration

Devout Warpriest Utility 12

A whispered voice threads through you, bidding you to open your senses and mind to the world around you.

Daily ♦ Divine

No Action

Close burst 10

Trigger: You or an ally within 10 squares of you rolls initiative or makes an Insight, a Perception, or a knowledge check.

Target: You and each ally in the burst

Effect: Each target can reroll initiative if it is the beginning of the encounter and must use the second result. Until the end of the encounter, each target can reroll Insight checks, Perception checks, and knowledge checks, and must use the second result.

Level 13: Oghma Domain Encounter Power

As a cleric of Oghma, you take it upon yourself to spread knowledge and educate others. As a warpriest of Oghma, you expect your enemies to learn their lessons the hard way.

Thought Crusher

Cleric Attack 13

Your attack strikes both body and mind, teaching your foe a lesson it will not soon forget.

Encounter ♦ Divine, Psychic, Weapon

Standard Action Melee weapon

Target: One creature

Attack: Wisdom vs. AC

Hit: $2[W] +$ Wisdom modifier psychic damage, and the target is dazed until the end of your next turn.

Effect: Until the end of your next turn, the target takes a -2 penalty to attack rolls and its next saving throw.

Level 16: Oghma Domain Feature

Devout warpriest paragon path feature

Your knowledge of combat and of the capabilities of your allies allows you to inspire extra effort from them. With your aid, they draw on reserves of strength and resolve they might not have known they possessed.

Benefit: When you use *healing word*, the target of the power can make a basic attack as a free action.

Level 17: Oghma Domain Encounter Power

As one of the most powerful of Oghma's servants, you have honed your mind to be as sharp as any warrior's sword. Now, you turn your thoughts into weapons.

Brilliant Idea

Cleric Attack 17

As you visualize your victory, a divine radiance bursts forth from you to sear the eyes of your nearby foes and uplift your friends.

Encounter ♦ Divine

Standard Action Close burst 1

Target: Each enemy in the burst

Effect: Each target is blinded until the end of your next turn, and each ally within 5 squares of you can make a saving throw.

Level 20: Oghma Domain Daily Power

Devout warpriest paragon path feature

As you near the epic tier, you have come to understand that Oghma stands guardian over some knowledge that is too dangerous for mortal minds to comprehend. Now that you have proved yourself worthy in Oghma's eyes, your god allows you to use such dread knowledge as weapons.

Dangerous Knowledge

Devout Warpriest
Attack 20

Horrifying ideas surface within your mind and are expelled as spiritual energy that flares around your weapon.

Encounter ♦ Divine, Psychic, Weapon

Standard Action Close burst 1

Target: Each enemy in the burst

Attack: Wisdom vs. AC

Hit: $3[W] +$ Wisdom modifier psychic damage, and the target is dazed (save ends).

Miss: Half damage, and the target is dazed until the end of your next turn.

Level 23: Oghma Domain Encounter Power

In battle, you can use your enemies as a conduit for unspoken communication with your allies, granting you a strategic advantage.

Shared Secrets

Cleric Attack 23

At the same time that your attack hits home, it sends a message to an ally to get in a quick follow-up strike.

Encounter ♦ Divine, Psychic, Weapon

Standard Action Melee weapon

Target: One creature

Attack: Wisdom vs. AC

Hit: $2[W] +$ Wisdom modifier psychic damage, and one ally of yours adjacent to the target can make a melee basic attack against the target as a free action.

Effect: Until the end of your next turn, the target takes a penalty to attack rolls equal to the number of its enemies flanking it.

Level 27: Oghma Domain Encounter Power

So that you might more closely rival his exarchs in prowess, Oghma grants you the ability to bore inside your foe's mind.

Thought Destroyer

Cleric Attack 27

With the touch of your weapon, you cause your enemy to comprehend the horror of fighting Oghma's chosen.

Encounter ♦ Divine, Psychic, Weapon

Standard Action Melee weapon

Target: One creature

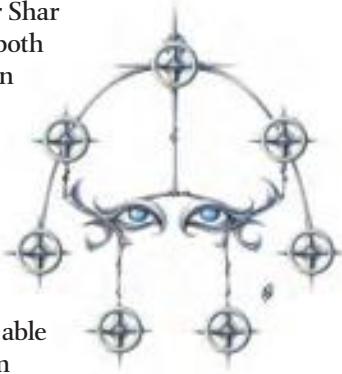
Attack: Wisdom vs. AC

Hit: $3[W] +$ Wisdom modifier psychic damage, and the target is dazed until the end of your next turn.

Effect: Until the end of your next turn, the target takes a -2 penalty to attack rolls and its next saving throw.

SELÛNE DOMAIN

Selûne and her evil sister Shar created Abeir-Toril, and both were witness to the fission of reality that made their creation into two worlds. During the Spellplague, Shar's dark influence drove the catastrophe in which portions of both worlds swapped places, while Selûne was able to do little but watch from her spirit's home in the moon and weep. When the two sisters had clashed in the past, Selûne often took the heroic path of forgiveness, restraint, compassion, and self-sacrifice. That time has ended. Now, warpriests flock to Selûne's faith, and their task is clear. Light must battle darkness if it is to prevail.



Level 1: Selûne Domain Features and powers

Her worshipers say that anywhere the full moon shines is a place for Selûne, but no roof, cave, or thicket is enough to shelter evil from the light of the deity's gaze. You consider it your duty to reveal hidden hatreds, quash unnatural desires, and bring her healing light to the shadows of the soul.

Benefit: You gain resist 5 necrotic and resist 5 radiant.

In addition, when you use *healing word*, each enemy adjacent to the power's target takes a -2 penalty to the next damage roll it makes before the end of its next turn. This penalty worsens to -4 at 11th level and -6 at 21st level.

You also gain the following powers.

Domain At-Will Power Creatures that commit evil acts might do so with fortune or dark skill on their side. To tip the scales in favor of good, Selûne offers her warpriests a measure of protection with her *blessing of light*.

Blessing of Light

Cleric Attack 1

Your weapon glows as it threatens to turn a foe's good fortune into bad.

At-Will ♦ Divine, Radiant, Weapon

Standard Action Melee weapon

Target: One creature

Attack: Wisdom vs. AC

Hit: 1[W] + Wisdom modifier radiant damage.

Level 21: 2[W] + Wisdom modifier radiant damage.

Effect: The next time the target hits you or any of your allies before the end of your next turn, it takes radiant damage equal to your Constitution modifier.

Domain At-Will Power Selûne smiles upon all whose bravery helps to oppose darkness and evil. With your weapon as her brand, your attack can shed her brilliance on your friends.

Brand of the Moon

Cleric Attack 1

Your weapon emits a cool radiance that scours your foe and gives you and your allies hope.

At-Will ♦ Cold, Divine, Radiant, Weapon

Standard Action Melee weapon

Target: One creature

Attack: Wisdom vs. AC

Hit: 1[W] + Wisdom modifier cold and radiant damage.

Level 21: 2[W] + Wisdom modifier cold and radiant damage.

Effect: Until the start of your next turn, you and each ally within 5 squares of you gain a +2 power bonus to saving throws.

Domain Utility Power For the most dedicated soldiers of her faith, Selûne's clear light is both a beacon and a weapon.

Moon Weapon

Cleric Utility 1

The light of a full moon surrounds you, alighting on the weapon you touch to limn it with a silver glow.

Daily ♦ Divine

Minor Action Melee touch

Target: One held weapon

Effect: Until the end of the encounter, the weapon sheds bright light in a 5-foot radius, and it is considered a silvered weapon. In addition, any damage dealt by weapon attacks made using the weapon is radiant damage, unless the damage already has a type.

Domain Encounter Power You can call on Selûne to direct your attacks against her enemies just as she illuminates the way on dark nights.

Illuminating Blow

Cleric Attack 1

Your successful strike is accompanied by holy light, which also enhances your weapon for a short time.

Encounter ♦ Divine, Radiant, Weapon

Standard Action Melee weapon

Target: One creature

Attack: Wisdom vs. AC

Hit: 2[W] + Wisdom modifier radiant damage.

Effect: Choose yourself or an ally within 5 squares of you.

Until the end of your next turn, the chosen character gains a power bonus to damage rolls equal to your Constitution modifier.

Level 1: Channel Divinity (Selûne)

The servants of Shar utilize shadowy magic antithetical to life, while at the same time fearing the light. Channeling Selûne's power can allow a warpriest to take advantage of this weakness.

Life and Light

Cleric Utility 1

A burst of light flares around you, protecting your allies and making your foes feel Selûne's wrath.

Encounter ♦ Channel Divinity, Divine Standard Action

Close burst 5

Effect: Until the end of your next turn, you and each ally in the burst gain resist 5 necrotic, and each enemy in the burst gain vulnerable 5 radiant.

Level 11: The resistance and the vulnerability equal 10.

Level 21: The resistance and the vulnerability equal 15.

Special: You can use only one channel divinity power per encounter.

Level 3: Selûne Domain Encounter Power

Selûne's servants are known for their compassion, but such behavior is not your primary calling. When pressed in combat, you show what the face of Selûne looks like when the shadow of wrath passes across it.

Moonshadow Blow

Cleric Attack 3

A swing of your weapon brings with it the numbing cold of the umbral moon.

Encounter ♦ Cold, Divine, Radiant, Weapon Standard Action

Melee weapon

Target: One creature

Attack: Wisdom vs. AC

Hit: 2[W] + Wisdom modifier cold and radiant damage.

Effect: The target is slowed until the end of your next turn.

Level 5: Selûne Domain Feature

Selûne is with your allies always, but when you call on her for healing, she sends a silvery radiance to protect those most wounded in the fight for right.

Benefit: When you use *healing word*, bloodied allies in the burst gain resistance to all damage until the end of your next turn. The resistance equals your Constitution modifier.

Level 7: Selûne Domain Encounter Power

Selûne has set you on the path to war, but she will extend mercy to creatures that truly seek to turn away from hatred and evil. With *peacemaker's light*, you give your enemies a chance to reconsider the folly of working against Selûne's will.

Peacemaker's Light

Cleric Attack 7

With an oath to your god and a threat to your foes, you shed the cold light of truth upon their souls.

Encounter ♦ Cold, Divine, Radiant

Standard Action **Close burst 2**

Target: Each enemy in the burst

Effect: The next time each target hits or misses you or any of your allies with an attack before the end of its next turn, it takes cold and radiant damage equal to 5 + your Wisdom modifier.

Level 10: Selûne Domain Feature

Now that you are at the apex of the heroic tier, you have the ability to revitalize any allies that are bathed in the glow of your attack.

Benefit: Whenever you use a divine encounter attack power that has the radiant keyword, each ally adjacent to any enemy targeted by the power gains temporary hit points equal to your Constitution modifier.

Level 11: Devout Action (Selûne)

Devout warpriest paragon path feature

The servants of darkness seek to escape the light, but you can prevent their flight if you act with urgency.

Benefit: When you spend an action point to take an extra action, enemies adjacent to you at the end of your turn are slowed and cannot teleport until the end of your next turn.

Level 11: Transcendent Blessing (Selûne)

Devout warpriest paragon path feature

You now stand among the most dedicated of Selûne's servants. With each blow that lands in your fight against darkness, you can grant hope.

Benefit: When you hit with *brand of the moon*, you or one ally within 5 squares of you can make a saving throw.

Level 12: Selûne Domain Utility Power

Devout warpriest paragon path feature

Your connection to Selûne continues to grow. You feel her light becoming stronger within you, and on occasion you let it loose to confound enemies that stand nearby.

Dazzling Light Devout Warpriest Utility 12

As if the full moon had suddenly appeared above you, a silvery radiance scours your foes.

Daily ♦ Divine

Minor Action

Close burst 2

Target: Each enemy in the burst

Effect: Each target cannot make opportunity attacks and takes a -2 penalty to attack rolls until the end of your next turn.

Level 13: Selûne Domain Encounter Power

Selûne's guiding light grows brighter to match the strength you bring to bear against your foes. When you strike in her name, you and an ally both feel her presence.

Silverlight Blow Cleric Attack 13

Your attack draws the attention of your deity, who heightens the fury of battle in you and an ally.

Encounter ♦ Divine, Radiant, Weapon

Standard Action Melee weapon

Target: One creature

Attack: Wisdom vs. AC

Hit: $3[W] + \text{Wisdom modifier}$ radiant damage.

Effect: Until the end of your next turn, you and an ally within 5 squares of you gain a power bonus to damage rolls equal to your Constitution modifier.

Level 16: Selûne Domain Feature

Devout warpriest paragon path feature

Selûne's healing power now brings with it an interdiction against your enemies gaining succor.

Benefit: When you use *healing word*, enemies in the burst cannot regain hit points until the end of your next turn.

Level 17: Selûne Domain Encounter Power

Selûne rewards courageousness, her favor settling around her heroes as a visible mantle of silvery light.

Gleaming Strike Cleric Attack 17

A silvery gleam envelops you and your allies as you strike a blow against your foe.

Encounter ♦ Divine, Radiant, Weapon

Standard Action Melee weapon

Target: One creature

Attack: Wisdom vs. AC

Hit: $3[W] + \text{Wisdom modifier}$ radiant damage.

Effect: You and each ally adjacent to the target gain resist 5 to all damage until the end of your next turn.

Level 20: Selûne Domain Daily Power

Devout warpriest paragon path feature

Selûne rewards your continuing devotion by shedding a tear of joy that appears to you in a dream. With its beauty fixed in your mind, you can call forth a tear from Selûne to land among your foes like a falling star.

Heaven's Tear Devout Warpriest Attack 20

A flash of light from the heavens crashes down on the battlefield, exploding in a brilliant burst.

Daily ♦ Cold, Divine, Radiant

Standard Action Area burst 1 within 10 squares

Target: Each creature in the burst

Effect: The target takes cold and radiant damage equal to $5 + \text{your Wisdom modifier}$, and is blinded (save ends).

Level 23: Selûne Domain Encounter Power

You feel the tug of Selûne upon your spirit like the moon upon the tides. In the heat of battle, you unleash waves of this same power to smite your foes.

Moon Tide Cleric Attack 23

You slam your weapon to the ground, unleashing a blast of light that emulates the tidal forces of the moon.

Encounter ♦ Divine, Healing, Radiant, Weapon

Standard Action Close blast 3

Target: Each enemy in the blast

Attack: Wisdom vs. Fortitude

Hit: $3[W] + \text{Wisdom modifier}$ radiant damage, and you push the target up to 3 squares.

Effect: Each ally in the blast can spend a healing surge.

Level 27: Selûne Domain Encounter Power

You are now among the greatest of Selûne's servants, and her blessings flow to you freely. When you attack a dark soul, her light rewards all the bright souls present.

Staggering Moonglow Cleric Attack 27

The blow from your weapon leaves your enemy reeling, even as the blessing of your god expands to include your allies.

Encounter ♦ Divine, Radiant, Weapon

Standard Action Melee weapon

Target: One creature

Attack: Wisdom vs. AC

Hit: $3[W] + \text{Wisdom modifier}$ radiant damage, and the target is dazed until the end of your next turn.

Effect: Until the end of your next turn, you and each ally within 5 squares of you gain a power bonus to damage rolls equal to your Constitution modifier.

TORM DOMAIN

Duty, loyalty, truthfulness, perseverance in pursuit of what is right: All these qualities affirm your faith in Torm, the Loyal Fury. As a warpriest in his service, you stand as one of his holy champions, willing to seek justice in an unjust world, and acting with honor toward those who have none. You do these deeds not in search of reward from Torm, but because law and morality must be preserved.



Level 1: Torm Domain Features and Powers

Torm is the lord of purest order—a god who sacrificed himself to destroy the tyrannical deity Bane and was born again, demonstrating the resilience of everlasting good against the most overwhelming evil. Torm's champions are dedicated to order and to each other. Even when you were a novice in the ways of Torm, you understood the value of friendship. Now a warpriest, you derive strength from such bonds, just as your allies rely on you for support.

Benefit: You cannot be forced to attack an ally under any circumstances. Such an attempt automatically fails, although damage or conditions associated with the effect that would cause you to attack your ally can still affect you. You can attack an ally if you choose to do so.

In addition, when you use *healing word*, the target of the power gains a +2 power bonus to all defenses until the end of your next turn.

You also gain the following powers.

Domain At-Will Power Torm sacrificed his life during the Time of Troubles defending the laws of the gods. For his loyalty unto the last, he was resurrected. Righteous mortal laws can be hard to come by in a chaotic world, but the divine justice of Torm is available to all.

Blessing of Law

Cleric Attack 1

Your attack is a challenge to your foe and a divine sanction against battling anyone but yourself.

At-Will ♦ Divine, Weapon

Standard Action **Melee weapon**

Target: One creature

Attack: Wisdom vs. AC

Hit: 1[W] + Wisdom modifier damage.

Level 21: 2[W] + Wisdom modifier damage.

Effect: The first time the target attacks one or more of your allies before the start of your next turn, it takes damage equal to your Constitution modifier.

Domain At-Will Power Sometimes nothing is more valuable than an ally in the pursuit of righteousness. With Torm's blessing, you spread your enthusiasm for the cause by sharing his grace.

Shielding Strike

Cleric Attack 1

You strike at your foe as you call on your god to grant your ally protection.

At-Will ♦ Divine, Weapon

Standard Action **Melee weapon**

Target: One creature

Attack: Wisdom vs. AC

Hit: 1[W] + Wisdom modifier damage.

Level 21: 2[W] + Wisdom modifier damage.

Effect: One ally adjacent to the target gains a +1 power bonus to all defenses until the end of your next turn.

Domain Utility Power Torm trusts your judgment—of your friends, of your enemies, and of what you believe to be just. For this reason, he conveys to you the power to allow a compatriot to strike true.

True Strike

Cleric Utility 1

A whispered prayer connects your ally with the divine, guiding your friend's hands and mind toward the target.

At-Will ♦ Divine

Standard Action **Close burst 5**

Target: One ally in the burst

Effect: The target gains a +4 bonus to its next attack roll against an enemy before the end of your next turn.

Domain Encounter Power The teachings of a warpriest of Torm emphasize loyalty to one's friends and ideals, but allies should be deserving of that loyalty and act accordingly. With *ringing blow*, Torm rewards those who follow your leadership.

Ringing Blow

Cleric Attack 1

Your thundering attack serves as a clarion call for your allies to act in concert.

Encounter ♦ Divine, Thunder, Weapon

Standard Action **Melee weapon**

Target: One creature

Attack: Wisdom vs. AC

Hit: 1[W] + Wisdom modifier thunder damage.

Effect: Each ally who hits or misses the target before the end of your next turn gains a +2 power bonus to all defenses until the end of his or her next turn.

Level 1: Channel Divinity (Torm)

Spur-of-the-moment tactics play as strong a role as long-term strategy in the battle for justice. Torm helps his most faithful win the day by letting them pull allies from across the battlefield as if they were chess pieces.

Outmaneuver

Cleric Utility 1

A brilliant light indicates a pathway for your ally to find the right place to battle your foe.

Encounter ♦ Channel Divinity, Divine, Teleportation

Standard Action Close burst 10

Requirement: You must be adjacent to an enemy.

Target: One ally in the burst

Effect: You teleport the target to a square where it flanks an enemy adjacent to you. Until the end of your next turn, you and the target gain a +1 bonus to attack rolls against that enemy while you both flank it.

Special: You can use only one channel divinity power per encounter.

Level 3: Torm Domain Encounter Power

As you rise in the ranks of Torm's faithful, your actions inspire others to follow your example. None know this better than your companions at arms.

Heartening Strike

Cleric Attack 3

Your strike directs your allies toward your target.

Encounter ♦ Divine, Weapon

Standard Action Melee weapon

Target: One creature

Attack: Wisdom vs. AC

Hit: $2[W] +$ Wisdom modifier damage.

Effect: Whenever you or an ally attacks the target before the end of your next turn, the attacker gains temporary hit points equal to your Wisdom modifier.

Level 5: Torm Domain Feature

Your loyalty and your devotion to duty serves as an example. Those whom you heal can show their loyalty to you by coming to your side during times of peril.

Benefit: When you use *healing word*, the target of the power can teleport to a square adjacent to you.

Level 7: Torm Domain Encounter Power

When you join an ally in melee, the divine power you channel can be the catalyst that rallies your companions' spirits.

Tactical Strike

Cleric Attack 7

With a deft step, you flank your foe and give your ally heart.

Encounter ♦ Divine, Healing, Weapon

Standard Action Melee weapon

Effect: You can shift 1 square before the attack.

Target: One creature

Attack: Wisdom vs. AC

Hit: $2[W] +$ Wisdom modifier damage.

Effect: One ally flanking the target with you can spend a healing surge. Until the end of your next turn, you and that ally gain a +2 power bonus to attack rolls against enemies that you both flank.

Level 10: Torm Domain Feature

Your poise on the battlefield bolsters your allies' resolve and quickens their steps. When you strike, your companions leap to take advantage of a weakness in your foe's position that your attack revealed.

Benefit: Whenever you use a divine encounter attack power, each ally within 5 squares of you can shift 1 square as a free action.

Level 11: Devout Action (Torm)

Devout warpriest paragon path feature

When your need is most dire, Torm grants you and your allies a vision of your foes' positions, giving you tactical advantage.

Benefit: When you spend an action point to take an extra action, until the end of your next turn, you and your allies take no penalty for attacking enemies that have any concealment, and you and your allies know the location of enemies within 10 squares of you, regardless of cover or concealment.

Level 11: Transcendent Blessing (Torm)

Devout warpriest paragon path feature

Having entered the ranks of Torm's finest warriors, you gain a deeper sense of what it means to be loyal to your companions in the pursuit of what is right.

Benefit: When you hit with *shielding strike*, each of your allies adjacent to the target gains the bonus to all defenses until the end of your next turn.

Level 12: Torm Domain Utility Power

Devout warpriest paragon path feature

In the pursuit of righteousness, you serve not just as an exemplar but as a leader. As such, you must sometimes take command of the battle, using your knowledge of the field to assure that the righteous prevail no matter how mighty evil might be.

Rally the Troops

Devout Warpriest Utility 12

With a shout of victory, you and your allies suddenly appear in new positions to turn the tide of the battle.

Daily ♦ Divine, Teleportation

Move Action Close burst 5

Target: You and each ally in the burst

Effect: Each target can teleport to a square in the burst that is adjacent to an enemy.

Level 13: Torm Domain Encounter Power

Your faith in your deity lends confidence to your pursuit of righteous justice. As you select a target to strike down in Torm's name, your god signals approval of your choice with a peal of thunder that draws the attention of your allies to your cause.

Thunderous Blow

Cleric Attack 13

As your attack hits home, a peal of thunder tells you that your god is pleased with the target you chose.

Encounter ♦ Divine, Thunder, Weapon
Standard Action

Melee weapon

Attack: Wisdom vs. AC

Target: One creature

Hit: 2[W] + Wisdom modifier thunder damage, and the target falls prone.

Effect: Each ally who hits or misses the target before the end of your next turn gains a +2 power bonus to all defenses until the end of his or her next turn.

Level 16: Torm Domain Feature

Devout warpriest paragon path feature

Torm's grace shines on those whom you call friends. When your attention is required to heal a friend or yourself, Torm looks after your other companions.

Benefit: When you use *healing word*, each ally in the burst can make a saving throw.

Level 17: Torm Domain Encounter Power

In your quest to quash evil, you do not shy from standing in the forefront of a battle. You can even create such a situation by moving your allies out of harm's way.

Honorable Challenge

Cleric Attack 17

Your weapon glows as you challenge your enemy to strike at you alone or face the consequences.

Encounter ♦ Divine, Radiant, Weapon
Standard Action

Melee weapon

Target: One creature

Attack: Wisdom vs. AC

Hit: 2[W] + Wisdom modifier radiant damage.

Effect: Any ally of yours adjacent to the target can shift up to 2 squares as a free action, as long as he or she ends the shift not adjacent to the target. In addition, if the target willingly attacks any of your allies before the end of your next turn, it is blinded until the end of its next turn.

Level 20: Torm Domain Daily Power

Devout warpriest paragon path feature

You stand on the cusp of becoming one of the greatest heroes of Torm. Yet for all your heroism, you can be in only one place at a time—or so you thought before this boon was granted to you.

Peacemaker's Interdiction

Devout Warpriest Attack 20

Uttering imprecations of divine wrath, you warn your enemies against raising sword, spell, or claw against your companions.

Daily ♦ Divine, Teleportation

Minor Action Personal

Effect: Until the end of the encounter, when any enemy attacks any of your allies, you can use an immediate reaction to teleport to a square adjacent to the attacking enemy and make a melee basic attack against it.

Level 23: Torm Domain Encounter Power

When you knock a foe to the ground in the midst of a heated fight, you and your friends can take advantage of the resulting break in the action to regroup a bit.

Revitalizing Shove

Cleric Attack 23

Your attack sends your foe sprawling, causing you and your allies to take heart at the sight.

Encounter ♦ Divine, Healing, Weapon

Standard Action Melee weapon

Target: One creature

Attack: Wisdom vs. AC

Hit: 3[W] + Wisdom modifier damage, and you push the target up to 2 squares and knock it prone.

Effect: You and each ally adjacent to the target after the attack can spend a healing surge.

Level 27: Torm Domain Encounter Power

You stand among the greatest heroes—not just of those who serve Torm, but of all history. When you lead an assault, others are compelled to action by the display of your valor.

Valorous Charge

Cleric Attack 27

With a roar of triumph, you lead your allies in a glorious onslaught against your enemies.

Encounter ♦ Divine

Standard Action Close burst 5

Target: You and each ally in the burst

Effect: Each target can charge or make a basic attack as a free action. Until the end of your next turn, each target gains a power bonus to all defenses equal to your Constitution modifier.

Wizard, Bladesinger

Arcane Controller: You realize the ultimate blending of swordplay and spellcasting, unleashing magic and making attacks with your blade with equal ease.

Why This Is the Class for You: You enjoy having a character in the midst of melee who can also cast deadly wizard spells.

Key Abilities: Intelligence, Dexterity

Those who see a bladesinger in battle never forget the sight. Amid the chaos and blood, the bladesinger moves in an otherworldly dance. Spells and sword act as partners, matching awe-inspiring beauty with an awful deadliness. When the bladesinger engages in the true heart of the art, when the sword whirls through the air so swiftly that it keens and the air hums and whistles in chorus, when the bladesong has begun—then the bladesinger becomes something unreal, something timeless.

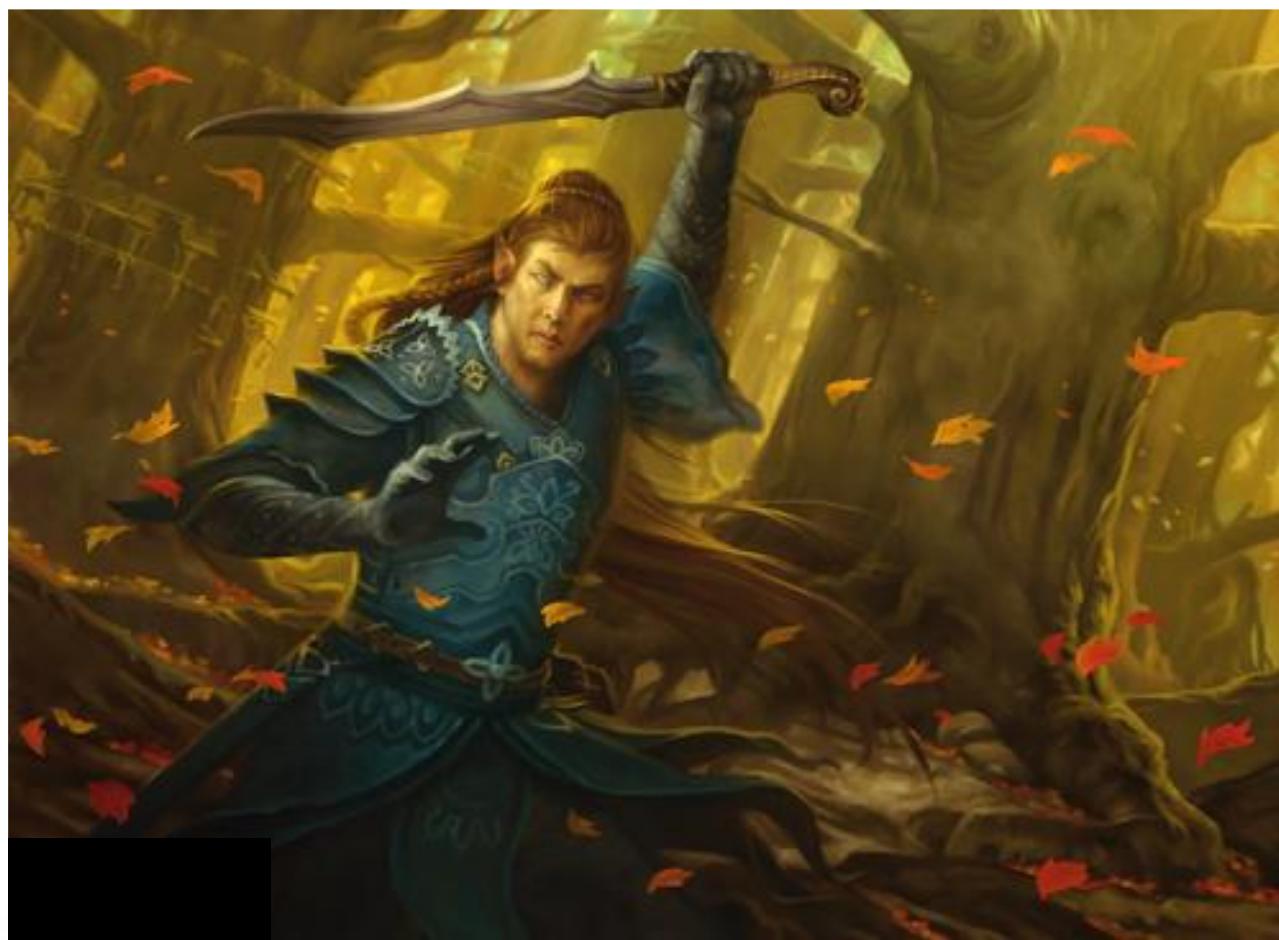
According to legend, Corellon himself inspired and taught the first bladesinger. The techniques handed down as a gift from the leader of the elven

deities have passed from one to another among the Tel'Quessir for untold generations, and though different styles evolved as eladrin and elves turned its power to suit their needs, none have improved upon the essential core of the art.

The bladesinger wields a weapon one-handed, leaving the other free or using it to employ a wand that can be incorporated into the fighting style. This technique gives a bladesinger the speed and freedom of movement necessary for the dancelike motions of the various forms of martial art, which allow for both magical and physical attacks to flow freely.

Few among the Tel'Quessir have the honor of being inducted into the bladesingers. One must have the mind necessary to be a great wizard, and also the agility of the greatest dancer. Yet those traits alone are not enough. A bladesinger is first and foremost devoted to the ways and the people of the Tel'Quessir, for that was the purpose of Corellon's gift.

A bladesinger who has set out beyond the borders of a nation of the People must have had good cause. Adventuring bladesingers might seek out relics or locations of great meaning to the Tel'Quessir, or they could leave in order to guard a specific person or group against harm. A bladesinger might instead embark upon a quest to eliminate a threat to the



Istvelen, eladrin bladesinger

HOWARD LYON

People or to find and communicate with some long-lost branch of the race. In a more tragic case, a bladesinger might have failed in the duty to protect a community and be death-pledged to avenge it and restore his or her honor.

CREATING A BLADESINGER

This section walks you through the steps of creating a bladesinger. As you make choices at each step, consider how those choices relate to your character's personality, history, and goals.

Consult this chapter's three class feature tables, one for each tier of play, for a summary of what you gain as you advance in level.

Bladesinger Traits

Hit Points: You start with hit points equal to $12 +$ your Constitution score. You gain 5 hit points each time you gain a level.

Bonus to Defenses: +2 to Will

Healing Surges per Day: $7 +$ your Constitution modifier

Armor Proficiencies: Cloth, leather

Weapon Proficiencies: Simple melee, military melee, simple ranged, military ranged

Implement Proficiencies: Orbs, staffs, wands

Class Skills: Acrobatics (Dex), Arcana (Int), Athletics (Str), Diplomacy (Cha), History (Int), Intimidate (Cha), Nature (Wis), Perception (Wis)

Trained Skills: Arcana, plus three more from the list of class skills

Race

Almost without exception, a bladesinger is either an eladrin or an elf. Since the ancient Tel'Quessir tradition of bladesinging began, the art has passed from master to student, and no writing is supposed to record the techniques. When the last bladesinger dies, so too will the beauty and mystery of bladesinging. An elf or eladrin master would not dare to teach someone not of the People, although a few half-elves have earned the honor of being admitted to this culture of secrecy.

Eladrin The race's innate abilities make eladrin ideal bladesingers. A bonus to Intelligence gives them the mental acuity and concentration necessary to cast spells amid the dancing flurry of weaponwork required by the art of bladesinging, which their bonus to Dexterity improves. The magic of teleportation gives eladrin bladesingers an extra edge in coming to grips with their foes or swiftly leaving an

area in order to place an explosive spell where once the bladesinger stood.

The reconnection of the world to the Feywild after the Spellplague started a renaissance of bladesinging, particularly among sun and moon elves. While Fae run elves were in a prolonged decline and retreat, their kin in the Feywild traveled a different path and maintained strong traditions of bladesinging. And though the Spellplague devastated bladesingers as it did other spellcasters in the world, those in the Feywild escaped much of the horror of that time. Now reunited with the eladrin of the Feywild, many moon elves and sun elves of the world are taking up sword and spell in intricate dance once more.

As an eladrin bladesinger, you have sworn an oath to safeguard the People and to protect their traditions and creations. You set out against the dangers of the world to discover your people's lost cities, recover Tel'Quessir artifacts from evil hands, and aid elves and eladrin in need.

You learned your bladesong alongside other eladrin students, training as a group. Each of you had your own full-fledged bladesinger to sponsor you for this coveted tutelage, and each student submitted to the judgment of a council of elders after enduring rigorous tests of knowledge, skill, and character. Only the most successful were permitted to continue.

Now you walk your own path. Perhaps you have been sent to seek out and safeguard a particular location or object. Maybe your academy was destroyed in an attack by evil fey. You might be on a mission to kill or retrieve a renegade from the school who now seeks to use bladesinging for personal gain.

Eladrin bladesingers dedicate themselves to Corellon, the ultimate god of the eladrin and the quintessence of excellence in magic and war. In many ways, bladesingers seek to emulate Corellon, and each one's bladesong acts as the ultimate personal expression of faith.

Elf Like their eladrin cousins, elves possess a natural talent for bladesinging. A bonus to Dexterity arms them equally well in the deadly dance of combat, and a bonus to Intelligence proves invaluable in learning the spellcasting that interweaves with swordplay. The uncanny accuracy that elves can attain only adds to the daunting reputation of elf bladesingers.

Wood elves and wild elves have as long a history among bladesingers as their sun elf and moon elf kindred, but the acumen and regimen required by eladrin schools of bladesinging appeal to relatively few among them. Thus, those elves rely often upon individual instruction, wherein one master works with just one student.

Your training to be a bladesinger occurred either among eladrin or with an individual expert of the art. If you learned with eladrin students,

how did you come to be among them, and did your culture and instincts clash with those of other students? You could be seeking to prove yourself worthy of the honor that the eladrin elders bestowed upon you. If you learned from a tutor, what happened to that person?

Elves are far more likely than eladrin to view the bladesong as a personal expression, using the field of battle as a palette upon which to paint their feelings rather than as an altar for an offering to any deity. While of course they honor Corellon, elf bladesingers might give equal or even greater homage to a deity of similar bent (such as Angharradh, Mielikki, Selûne, Sune, or Silvanus)—so long as such devotion does not come before the duty that all bladesingers owe to the People.

Ability Scores

Determine your ability scores, making Intelligence your highest score. Intelligence powers both your melee and magical attacks, and combining those arts requires complete mental focus. Dexterity should be your second-highest ability score, since it improves many of your class features and powers.

You increase two ability scores of your choice by 1 each when you reach certain levels: 4th, 8th, 14th, 18th, 24th, and 28th. In addition, all your ability scores increase by 1 at 11th and 21st levels.

You must have a brilliant mind and agile movements, but your other ability scores help to define what marks you as unique. Since both your highest ability scores benefit AC and Reflex, you might consider splitting your next two highest ability scores between those that benefit Fortitude and Will. Are you wise and perceptive but somewhat abrasive, or does your friendly and trusting nature sometimes lead you to be incautious? Have the rigors of a life in the wilderness made you hale, or has sword training honed the muscles in your body, making you athletic?

Skills

At 1st level, you have training in Arcana. In addition, you choose three more trained skills from the following list of class skills: Acrobatics, Athletics, Diplomacy, History, Intimidate, Nature, and Perception.

Your skill choices represent the history and interests of your character. Do you know much of wilderness from your time among the trees? Perhaps you honed a silver tongue in the treacherous court intrigue of the Feywild. In guarding the secrets of your people, you might have first learned a great deal of history in order to find lost relics and lost settlements. The dangers of your life after leaving your fellows might have required you to become extremely alert and aware of your surroundings.

Class Features and Powers

Note which class features and powers you gain at 1st level, as specified on the Bladesinger Heroic Tier table on page 69.

You focus on melee and should be in the thick of the battle, but wearing light armor without a shield means you need to use careful strategy and apply your powers to control the foes that can reach you. You might choose *unseen hand* to move enemies, particularly if you are an elf and lack the eladrin's ability to teleport out of danger.

Feats

Choose one feat at 1st level. You gain an additional feat at every even-numbered level, plus a feat at 11th and 21st levels.

You can use a wand, and you can use a weapon as a wand, so you should consider the Wand Expertise feat for when you use spells. Your more frequent weapon attacks instead benefit from feats such as Heavy Blade Expertise and Weapon Focus, so you might instead opt for such a feat at 1st level and choose Wand Expertise later.

Equipment

You have proficiency with the following types of armor: cloth and leather. You have proficiency with the following weapon types: simple melee, military melee, simple ranged, and military ranged. You also have proficiency with the orb, the staff, and the wand as implements.

You trained to be lithe and swift like a dancer, and you became experienced with many forms of combat in order to tailor your bladesong to the opponents around you. However, some of your abilities require that you keep one hand free or wield a wand. That means that if you choose to wield a two-handed weapon, you rely upon martial ability alone.

You have 100 gp to buy your starting equipment. Your first purchases should be leather armor and a longsword. You could choose a different one-handed weapon, but since you must hit to gain the effects of your at-will powers, the high accuracy of the longsword makes the most sense. That weapon suits bladesingers well, due to the long eladrin tradition of training in its use.

You should also purchase a ranged weapon for emergencies. Although you'll have magic that can affect enemies at range, on occasion it might make more sense to use a ranged basic attack. The longbow is a good choice, but because you'll almost always have a hand free, you could pick a one-handed weapon that has good range, such as a sling. You likely have a high Dexterity, but if your strength is better, you might consider a heavy thrown weapon such as a javelin.



An instructor demonstrates shadow sever

Use the rest of your money on adventuring gear and supplies you or your allies might find useful. You should also purchase a wand if you have taken the Wand Expertise feat.

Defenses and Hit Points

Calculate your defenses using your ability modifiers. In addition, you gain a +2 bonus to Will.

You start with hit points equal to $12 + \text{your Constitution score}$. You gain 5 hit points each time you gain a level. You have a number of healing surges per day equal to $7 + \text{your Constitution modifier}$.

Alignment and Final Details

At this point, you should have all the mechanical details of your character determined. There are a few more decisions to make.

Pick an alignment, which represents a basic outlook on the world that helps shape how your character acts. Do you feel bound to honor the laws and traditions of others just as you swear to uphold those of your people? A lawful good alignment might be the right thing. If you try to put your people first, but you question that choice when it might harm others, you might be of good alignment. If you'd prefer to play an implacable killer who cares little about who tastes your blade, unaligned would be the best choice.

Finally, check with your DM to see how your character fits into the campaign setting, the people you

already know, and what your current situation is. It also helps to spend a few minutes working out how or if you know the other players' characters.

HEROIC BLADESINGER

In the heroic tier, your abilities as a bladesinger focus on integrating your arcane and martial abilities. As you advance, your mastery of bladesinging increases.

BLADESINGER HEROIC TIER

Total XP	Level	Feats Known	Class Features and Powers
0	1	1	Instinctive Attack Guarded Flourish Blade Magic Bladesong Bladesinger's Spellbook Bladespells Bladesinger daily powers Bladesinger cantrips <i>Magic missile</i>
1,000	2	+1	Utility powers
2,250	3	—	Arcane Strike
3,750	4	+1	Ability score increase
5,500	5	—	Bladesinger daily powers
7,500	6	+1	Utility powers
10,000	7	—	Steely Retort
13,000	8	+1	Ability score increase
16,500	9	—	Bladesinger daily powers
20,500	10	+1	Utility powers

Level 1: Instinctive Attack

You have trained your body and your mind to work in concert so well that you can act without conscious thought. In your hands a sword is no mere weapon. It becomes an extension of your deadly will.

Benefit: When you make a melee basic attack with a weapon you wield in one hand, you can use Intelligence instead of Strength for the attack roll and the damage roll.

Level 1: Guarded Flourish

With a blade in your hand, you weave a defensive web of steel that allows you to hurl spells or weapons without fear of reprisal from nearby foes.

Benefit: Your ranged attacks and area attacks do not provoke opportunity attacks while you are holding a one-handed melee weapon.

In addition, you gain a +2 shield bonus to AC while you are wearing light armor or no armor and are holding a one-handed melee weapon in one hand and no weapon or shield in the other.



A bladesinger cuts a dashing figure

Level 1: Blade Magic

Your weapon becomes part of the magic you cast. Just as a mage can direct spells with a wand, destructive magic can spew from the point of your sword.

Benefit: Choose a one-handed melee weapon with which you have proficiency, and that is a light blade or a heavy blade. You gain proficiency with that weapon as an implement, meaning you can use your implement powers through it (see the sidebar). The weapon also counts as a wand for you, although it can be enchanted only as a weapon.

USING A WEAPON AS AN IMPLEMENT

Like all bladesingers, you can channel magic through your chosen blade, treating it as an implement. When you use the weapon as an implement, it works like a normal implement, but you gain neither the weapon's proficiency bonus nor its nonmagical properties, such as high crit or versatile. A weapon's range and damage dice are usually irrelevant to implement powers, since such powers tend to specify their range and damage.

If your chosen blade is magical and you use it as an implement, you can also use its enhancement bonus, critical hit effect, properties, and powers. However, some magic weapons have properties and powers that function only with weapon powers.

Level 1: Bladesong

The bladesong lies at the heart of any bladesinger's craft. Bladesingers describe it as a period of peace amid war, calm in chaos, and clarity in confusion. When you enter the bladesong, the world seems to slow even as, to an outside observer, your movements speed into a blur. Your concentration becomes absolute as mind and body, spell and sword meld into one perfection of form. Then your sword sings the dirge of your foes.

Benefit: You gain the *bladesong* power.

Bladesong

Wizard Utility

Your whirling blade begins to sing through the air as you enter a state of total concentration.

Encounter ♦ Arcane

Minor Action

Personal

Requirement: You must be wielding a melee weapon in one hand and no weapon or shield in the other hand. The power's effect ends if you stop fulfilling this requirement.

Effect: Until the end of your next turn, you gain a +2 power bonus to attack rolls and all defenses, and a +5 power bonus to damage rolls.

Level 17: +10 power bonus to damage rolls.

Level 27: +15 power bonus to damage rolls.

Level 1: Bladesinger's Spellbook

Like other wizards, a bladesinger keeps a spellbook and prepares spells from it. Your spellbook holds the most powerful spells you learn as you advance in level.

Benefit: As you attain certain levels, you learn two new wizard powers and add them to your spellbook (two wizard utility powers at 2nd level, for instance). At the end of each of your extended rests, you choose a number of wizard powers from your spellbook and prepare them. The number you can prepare is determined by your level.

The powers that you prepare are the wizard powers that you can use during the coming day, in addition to your at-will attack powers and powers from another source, such as racial powers. If you do not prepare powers from your spellbook after an extended rest (for example, if you do not have access to your spellbook), you can use the same powers you had prepared on the previous day. See the Wizard Powers Learned table for the levels at which you add wizard powers to your spellbook.

Any wizard encounter attack power that you add to your spellbook through this class feature functions as a daily attack power for you. In other words, you can use it once per day, rather than once per encounter, and you can use the power again only after an extended rest. Because the power functions as a daily attack power, you cannot regain its use from any effect that recharges encounter attack powers.

Find your level on the Wizard Powers Prepared per Day table. The row corresponding to your level

indicates how many wizard encounter attack powers and wizard utility powers you can prepare each day. (The table does not account for powers that you might have from another source, such as a paragon path.) You cannot prepare more than one attack power and one utility power of any given level on the same day.

WIZARD POWERS LEARNED

Level	Encounter as Daily	Utility
1	2	—
2	—	2
3-4	—	—
5	2	—
6	—	2
7-8	—	—
9	2	—
10	—	2
11-14	—	—
15	2	—
16	—	2
17-18	—	—
19	2	—
20-21	—	—
22	—	2
23-24	—	—
25	2	—
26-28	—	—
29	2	—
30	—	—

WIZARD POWERS PREPARED PER DAY

Level	Encounter as Daily	Utility
1	1	—
2-4	1	1
5	2	1
6-8	2	2
9	3	2
10-15	3	3
16-21	3	4
22-30	3	5

Level 1: Bladespells

A bladesinger mixes melee and magic with such ease and grace that every successful strike unleashes a spell. Unique to bladesingers, these bladespells lash out to affect even the most well-defended foes.

Benefit: You gain three wizard at-will attack powers that have the bladespell keyword.

Dancing Fire Elves and eladrin must take care when using flame in the forest homes of their people, and thus many bladesingers learn to command the fires that their magic produces. The blow of a sword provides the opening to unleash a spritelike fire that burns an enemy without fear of anything else being set to smolder.

Dancing Fire

Wizard Attack

A leaping flame dances over your enemy, driving it to distraction.

At-Will (Special) ♦ Arcane, Bladespell, Fire

No Action **Ranged 10**

Trigger: During your turn, you hit an enemy with a melee basic attack using a one-handed weapon while your other hand holds no weapon or shield.

Target: One creature

Effect: Dexterity modifier fire damage, and the target grants combat advantage until the end of your next turn.

Level 11: 2 + Dexterity modifier fire damage.

Level 21: 4 + Dexterity modifier fire damage.

Special: You can use only one bladespell power per triggering attack.

Dazzling Sunray

The bladesingers of old knew how to catch the reflection of the sun upon their glittering blades to temporarily blind distant foes. In time this tactic became a bladespell in many bladesingers' arsenals so that it might be used no matter how dark the day or deep the shadows of night.

Dazzling Sunray

Wizard Attack

You strike with your blade and from the other hand unleash a beam of brilliant light to confound your foe.

At-Will (Special) ♦ Arcane, Bladespell, Radiant

No Action **Ranged 10**

Trigger: During your turn, you hit an enemy with a melee basic attack using a one-handed weapon while your other hand holds no weapon or shield.

Target: One creature

Effect: Dexterity modifier radiant damage, and the target takes a -2 penalty to attack rolls until the end of your next turn.

Level 11: 2 + Dexterity modifier radiant damage.

Level 21: 4 + Dexterity modifier radiant damage.

Special: You can use only one bladespell power per triggering attack.

Frost Bite

Even though the world has drastic extremes of weather, never does it approach the treacherous beauty of winter in the Feywild. Bladesingers who learn how to harness that frigid fey power can turn it to their advantage whenever they want.

Frost Bite

Wizard Attack

Sparkling snow swirls around your enemy, numbing its limbs and making it struggle to move.

At Will (Special) ♦ Arcane, Bladespell, Cold

No Action **Ranged 10**

Trigger: During your turn, you hit an enemy with a melee basic attack using a one-handed weapon while your other hand holds no weapon or shield.

Target: One creature

Effect: Dexterity modifier cold damage, and the target is slowed until the end of its next turn.

Level 11: 2 + Dexterity modifier cold damage.

Level 21: 4 + Dexterity modifier cold damage.

Special: You can use only one bladespell power per triggering attack.

Lightning Ring A bladesinger's prowess comes from more sources than the Feywild. Like other wizards, bladesingers draw upon the Elemental Chaos, the Shadowfell, the Astral Sea, and the latent magic of the world to craft enchantments amid the swirl of their swords. With *lightning ring*, you use elemental forces to set a lightning bolt to chasing itself around a foe.

Lightning Ring

Wizard Attack

You stab your opponent, and an arc of lightning leaps from your hand to encircle a foe in a crackling ring.

At-Will (Special) ♦ Arcane, Bladespell, Lightning
No Action **Ranged 10**

Trigger: During your turn, you hit an enemy with a melee basic attack using a one-handed weapon while your other hand holds no weapon or shield.

Target: One creature

Effect: Dexterity modifier lightning damage, and the first time the target moves before the end of your next turn, it takes the lightning damage again.

Level 11: 2 + Dexterity modifier lightning damage.

Level 21: 4 + Dexterity modifier lightning damage.

Special: You can use only one bladespell power per triggering attack.

Shadow Sever Wielding arcane power through your blade, you drive the point of your weapon into your enemy's shadow, slicing it away. Forced from its caster, the desperate shadow seeks to drag someone over it so that it can hide from the light.

Shadow Sever

Wizard Attack

Your attack slices away your enemy's shadow, sending it flitting across the field to pull at the feet of a foe.

At-Will (Special) ♦ Arcane, Bladespell, Necrotic
No Action **Ranged 10**

Trigger: During your turn, you hit an enemy with a melee basic attack using a one-handed weapon while your other hand holds no weapon or shield.

Target: One creature

Effect: Dexterity modifier necrotic damage, and the target falls prone if it is the same size as or smaller than the target of the triggering attack.

Level 11: 2 + Dexterity modifier necrotic damage.

Level 21: 4 + Dexterity modifier necrotic damage.

Special: You can use only one bladespell power per triggering attack.

Unseen Hand When a bladesinger needs to bring a foe close or heave an enemy farther away, the trick is to summon forth a hand of force to guide the foe's fate. Using this power, a bladesinger can act like a chess master playing about with pieces on a board.

Unseen Hand

Wizard Attack

You level a crushing blow against your foe, and an unseen force grasps an enemy and drags it about the field of battle.

At-Will (Special) ♦ Arcane, Bladespell, Force
No Action **Ranged 10**

Trigger: During your turn, you hit an enemy with a melee basic attack using a one-handed weapon while your other hand holds no weapon or shield.

Target: One creature

Effect: Dexterity modifier force damage, and you slide the target up to 3 squares.

Level 11: 2 + Dexterity modifier force damage.

Level 21: 4 + Dexterity modifier force damage.

Special: You can use only one bladespell power per triggering attack.

Level 1: Bladesinger Daily Powers

A bladesinger must split time between study of martial skill and the arcane arts while at the same time using mental focus for both. This division limits the bladesinger's spellcasting attacks while they heighten his or her melee capability. Spells that a mage can use in every battle become powers that a bladesinger can replenish only after an extended rest.

Benefit: You add two 1st-level wizard encounter attack powers of your choice to your spellbook. The two function as daily attack powers for you.

Burning Hands Though the dance of blades usually finds you facing a single partner, sometimes a group of enemies will attempt to engage you and break your rhythm. This spell shows them the error of their ways. An intense wave of flame washes forth from your splayed hands, incinerating weaker foes and badly burning others.

Burning Hands

Wizard Attack 1

A gout of flame erupts from your hands and scorches nearby foes.

Encounter ♦ Arcane, Evocation, Fire, Implement
Standard Action **Close blast 5**

Target: Each creature in the blast

Attack: Intelligence vs. Reflex

Hit: 2d6 + Intelligence modifier fire damage.

Miss: Half damage.

Chill Strike Many wizards deride bladespells as mere dilutions of classic incantations, but your master taught you the truth—that often, the bladespells came first. *Chill strike* is frequently used by evokers to hamper a charging foe, but few of them realize they owe the spell's existence to *frost bite*.

Chill Strike**Wizard Attack 1**

You hit your foe with a bolt of frigid purple energy, reducing its ability to act for a moment.

Encounter ♦ Arcane, Cold, Evocation, Implement Standard Action **Ranged 10**

Target: One creature

Attack: Intelligence vs. Fortitude

Hit: 2d8 + Intelligence modifier cold damage, and the target is dazed until the end of your next turn.

Miss: The target is slowed until the end of your next turn.

Ray of Enfeeblement Necromancers have practiced their base magic since a time beyond that described by the longest histories of the eladrin, and *ray of enfeeblement* appears to be a spell with just as ancient a pedigree. Though some might consider it dishonorable or unwholesome to use such a tactic, bladesingers learned long ago to do whatever would be most effective in protecting their people.

Ray of Enfeeblement**Wizard Attack 1**

You point three fingers at your foe, curling them like talons. Weird green mist streams from your enemy's flesh, carrying away its strength.

Encounter ♦ Arcane, Implement, Necromancy, Necrotic Standard Action **Ranged 10**

Target: One creature

Attack: Intelligence vs. Fortitude

Hit: 1d10 + Intelligence modifier necrotic damage, and the target is weakened until the end of your next turn.

Miss: Half damage.

Level 1: Bladesinger Cantrips

The basic tricks of magic are known as cantrips, and they are the first spells that a beginning wizard learns. The formula underlying a cantrip is so simple that each cantrip can be committed to memory and used at will once you have mastered it.

Benefit: You gain three cantrips of your choice.

Ghost Sound Useful for creating diversions both in and out of combat, *ghost sound* can help you distract other creatures with mysterious footsteps, the sound of a brawl coming from around a corner, or any other sound you can imagine.

Ghost Sound**Wizard Utility**

With a wink, you create an illusory sound that emanates from a distant location.

At-Will ♦ Arcane, Illusion

Standard Action **Ranged 10**

Target: One object or unoccupied square

Effect: You cause a sound as quiet as a whisper or as loud as a yelling or fighting creature to emanate from the target. You can produce nonvocal sounds such as the ringing of a sword blow, jingling armor, or scraping stone. If you whisper, you can whisper quietly enough that only creatures adjacent to the target can hear your words.

Light With a light cantrip at your disposal, you need never worry about carrying torches, lanterns, or oil.

Light**Wizard Utility**

With a wave of your hand, you cause a bright light to appear on the tip of your staff, upon some other object, or in a nearby space.

At-Will ♦ Arcane

Minor Action **Ranged 5**

Target: One object or unoccupied square

Effect: The target sheds bright light until the end of the encounter or until you use this power again. The light fills the target's space and all squares within 4 squares of it. Putting out the light is a free action.

Mage Hand One of your earliest training exercises involved holding a lit candle aloft while your fellow students came at you with blade and spell. The key to the exercise was realizing that your two hands were not your only tools. Your *mage hand* cantrip has proved itself useful in many ways since that time.

Mage Hand**Wizard Utility**

You gesture toward a nearby object, and a spectral hand lifts it into the air and moves it where you wish.

At-Will ♦ Arcane, Conjunction

Minor Action **Ranged 5**

Effect: You conjure a spectral, floating hand in an unoccupied square within range. The hand lasts until the end of your next turn or until you use this power again. If you are holding an object when you use this power, the hand can move the object into a pack, a pouch, a sheath, or a similar container and simultaneously move any one object carried or worn anywhere on your body into your hand. While the hand persists, you can take the following actions.

Minor Action: The hand picks up or manipulates an object weighing 20 pounds or less. It can hold only one object at a time.

Move Action: The hand moves up to 5 squares in any direction, carrying the object it holds.

Free Action: The hand drops the object it is holding.

Sustain Minor: The hand persists until the end of your next turn.

Prestidigitation The mundane chores and tasks you were burdened with as an apprentice were made easier by this beginner's magic, but *prestidigitation* continues to make itself useful to you as you begin your adventuring career.

Prestidigitation Wizard Utility

You perform an amusing magical trick, such as creating a dancing wisp of light, freshening a wilting flower, making a coin invisible, or warming a cold drink.

At-Will ♦ Arcane

Standard Action **Ranged 2**

Effect: Use this cantrip to accomplish one of the effects given below:

- ◆ Change the color of items in 1 cubic foot.
- ◆ Create a harmless sensory effect, such as a shower of sparks, a puff of wind, faint music, or a strong odor.
- ◆ Clean or soil items in 1 cubic foot.
- ◆ Instantly light (or snuff out) a candle, a torch, or a small campfire.
- ◆ Chill, warm, or flavor up to 1 pound of nonliving material for up to 1 hour.
- ◆ Make a small mark or symbol appear on a surface for up to 1 hour.
- ◆ Produce out of nothingness a small item or image that exists until the end of your next turn.
- ◆ Make a small, handheld item invisible until the end of your next turn.

Special: You can have as many as three *prestidigitation* effects active at one time. Nothing you create with this cantrip can deal damage, serve as a weapon or a tool, or hinder another creature's actions. This cantrip cannot duplicate the effect of any other power.

Suggestion While you were a bladesinger in training, this simple cantrip proved useful for wringing favors from more experienced wizards—and enticing lesser apprentices to do your bidding.

Suggestion Wizard Utility

You weave arcane power through your words, infusing each phrase with persuasive magic.

Encounter ♦ Arcane

Free Action **Personal**

Trigger: You make a Diplomacy check.

Effect: You make an Arcana check instead, using that result to determine the outcome of the Diplomacy check.

Level 1: Magic Missile

One of the most famous wizard spells ever devised, *magic missile* is a staple in almost every wizard's arsenal. You rely on these bolts of magical force to press the attack when you cannot reach your target.

Magic Missile

Wizard Attack 1

A glowing blue bolt of magical energy hurtles from your finger and unerringly strikes your target.

At-Will ♦ Arcane, Evocation, Force, Implement

Standard Action **Ranged 20**

Target: One creature

Effect: 2 + Intelligence modifier force damage.

Level 11: 3 + Intelligence modifier force damage.

Level 21: 5 + Intelligence modifier force damage.

Special: If the implement used with this power has an enhancement bonus, add that bonus to the damage. In addition, you can use this power as a ranged basic attack.

Level 2: Utility Powers

Since those who dance the blades do not use shields, you have trained extensively in defensive sword techniques. For generations, magic users have worked to develop a vast array of specialized defensive tricks. As you continue your studies, you learn spells that you can use tactically, for both personal and group protection.

Benefit: You add two 2nd-level wizard utility powers of your choice to your spellbook.

Expedient Retreat Though most students of the arcane arts use this spell in the manner of its name—to slip quickly away from the press of melee—you might use it to weave strategically into the fray.

Expedient Retreat

Wizard Utility 2

Your form blurs as you hastily withdraw from the battlefield.

Daily ♦ Arcane

Move Action **Personal**

Effect: You shift up to twice your speed.

Feather Fall This spell, possibly the most specialized in your spellbook, is popular with scholars and adventurers alike. Whether you've just pitched backward off a tall ladder in a high-ceilinged library or watched your companion drop from the claws of a roc, *feather fall* is a spell you're never sorry you learned.

Feather Fall

Wizard Utility 2

You or a creature you choose falls gently, like a feather.

Daily ♦ Arcane

Free Action **Ranged 10**

Trigger: You fall, or a creature within 10 squares of you falls.

Target: The triggering creature

Effect: The target takes no damage from the fall, and consequently does not fall prone at the end of it.

Shield Since a bladesinger uses a wand instead of a shield or staff, he or she must sometimes rely on mystical defenses for protection. *Shield* has been used for centuries by all kinds of wizards as a reliable and powerful warding spell.

Shield

Wizard Utility 2

You throw up your hand, and a shield of arcane energy springs into existence, protecting you against imminent attacks.

Encounter ♦ Arcane

Immediate Interrupt **Personal**

Trigger: You are hit by an attack.

Effect: You gain a +4 power bonus to AC and Reflex until the end of your next turn.

Level 3: Arcane Strike

Your bladespells sing forth to herald your success in melee, and as you grow in experience you learn to turn that relationship on its head. Now, when you attack with a spell, its arcane energy follows a current back through your body, giving you the quickness of limb and mind to lash out with your sword as you complete the casting.

Benefit: When you use a bladesinger daily attack power on your turn, you can make a melee basic attack as a minor action.

Level 4: Ability Score Increase

Your constant training hones your body and mind.

Benefit: You increase two ability scores of your choice by 1.

Level 5: Bladesinger Daily Powers

Your study of magic opens your mind to more powerful spells. Now you can prepare and unleash two attack spells each day.

Benefit: You add two new wizard encounter attack powers to your spellbook. The powers must be of 3rd level or lower, and the two function as daily attack powers for you.

Blissful Ignorance Even though their existences can span centuries, the Tel'Quessir are acutely aware of how precious and fragile life is. Spells such as *blissful ignorance* are a result of that awareness, encouraging enemies to take a moment and consider possibilities other than fighting. Many a marauding bandit troop has rethought its plans after waking from a daydream to find itself suddenly surrounded by an elven patrol.

Blissful Ignorance

Wizard Attack 3

A tangle of fey magic soothes and distracts your enemies, leaving them vulnerable as they chase after pleasant dreams.

Encounter ♦ Arcane, Charm, Enchantment

Standard Action *Area burst 2 within 10 squares*

Target: Each creature in the burst

Effect: Each target is slowed and can't take opportunity actions or immediate actions until the end of your next turn.

Color Spray Inspired by the iridescent scales of faerie dragons, *color spray* generates a wash of coruscating light that can disorient your opponents. Some wizards forsake this spell because it requires close contact with the enemy, but this perceived weakness becomes a strength for the melee-based

bladesinger. When used tactically, *color spray* can turn the tide of battle in an instant.

Color Spray

Wizard Attack 3

A brilliant blast of flashing colors springs from your outstretched fingers, knocking nearby enemies senseless.

Encounter ♦ Arcane, Evocation, Implement, Radiant Standard Action *Close blast 5*

Target: Each creature in the blast

Attack: Intelligence vs. Will

Hit: 1d6 + Intelligence modifier radiant damage, and the target is dazed until the end of your next turn.

Shock Sphere Like *color spray*, *shock sphere* must be used cautiously to avoid damaging your allies. Most bladesingers throw this ball of electric energy near the beginning of combat, before friend and foe intermingle. If an ally advances too quickly into battle, this spell might provide a convincing reason to change his or her ways.

Shock Sphere

Wizard Attack 3

You hurl a crackling orb of lightning that explodes at a point you designate, engulfing all nearby creatures in its electric embrace.

Encounter ♦ Arcane, Evocation, Implement, Lightning Standard Action *Area burst 2 within 10 squares*

Target: Each creature in the burst

Attack: Intelligence vs. Reflex

Hit: 2d6 + Intelligence modifier lightning damage.

Miss: Half damage.

Level 6: Utility Powers

As much as any other wizard, the useful tactics and devious tricks embodied by utility spells are part of your repertoire.

Benefit: You add two new wizard utility powers of your level or lower to your spellbook.

Dimension Door Like *expeditious retreat*, this spell can be used both offensively and defensively. You open a door into the space between worlds, following its hidden pathways to skirt lava fields or gaping chasms in your current reality.

Dimension Door

Wizard Utility 6

You trace the outline of a doorway in front of you, step through the portal, and reappear somewhere else nearby.

Daily ♦ Arcane, Teleportation

Move Action *Personal*

Effect: You teleport up to 10 squares.

Invisibility Practiced illusionists have spent many hours manipulating light and shadow to play tricks on the eye. Mastery of this spell marks a major milestone in a wizard's career. A bladesinger might use *invisibility* to creep unseen into the perfect

position, or conceal an ally to draw greater attention to himself or herself.

Invisibility

Wizard Utility 6

A creature you choose vanishes from sight.

Daily ♦ Arcane, Illusion

Standard Action **Ranged 5**

Target: You or one creature

Effect: The target becomes invisible until the end of your next turn. If the target makes an attack, the invisibility ends.

Sustain Standard: If the target is within 5 squares of you, the invisibility persists until the end of your next turn.

Wizard's Escape The bladesinger belongs in the thick of melee, weaving spell and flashing blade in graceful harmony. But sometimes, conflict can get a little overwhelming, and a wise warrior always seeks a way to disengage. To gain a clearer perspective on the battle or a quick way out of an unpromising exchange, a shrewd bladesinger uses *wizard's escape*.

Wizard's Escape

Wizard Utility 6

With a flash, you are gone.

Daily ♦ Arcane, Teleportation

Immediate Interrupt **Personal**

Trigger: An enemy hits you with a melee attack.

Effect: You teleport up to 5 squares to a square that is not adjacent to an enemy.

Level 7: Steely Retort

When you are using your *bladesong*, your concentration is absolute. Those who attempt to interrupt that concentration pay with their lives.

Benefit: When an adjacent enemy hits you while your *bladesong* is active, you can make a melee basic attack against that enemy as an opportunity action.

Level 8: Ability Score Increase

You reap the reward of constant challenge by increasing your physical and mental well-being.

Benefit: You increase two ability scores of your choice by 1.

Level 9: Bladesinger Daily Powers

Your spellcasting skill increases, giving you access to seminal spells such as *lightning bolt*.

Benefit: You add two new wizard encounter attack powers to your spellbook. The powers must be of 7th level or lower, and the two function as daily attack powers for you.

Lightning Bolt The post-Spellplague form of *lightning bolt* is a blessing to a wizard's adventuring companions, who in prior times had to step carefully lest they be electrocuted. Simple, elegant, and effective, this spell strikes fear into the bladesinger's enemies with every jolt.

Lightning Bolt

Wizard Attack 7

Brilliant strokes of blue-white lightning erupt from your outstretched hand.

Encounter ♦ Arcane, Evocation, Implement, Lightning

Standard Action **Ranged 10**

Target: One, two, or three creatures

Attack: Intelligence vs. Reflex

Hit: 2d6 + Intelligence modifier lightning damage.

Miss: Half damage.

Spectral Ram Most wizards fear close combat, but as a bladesinger you want to be in the thick of the melee. Yet even the mightiest hero can be overcome by multiple foes. Using *spectral ram*, you can thrust an enemy back and then use the breathing room to focus on another foe nearby.

Spectral Ram

Wizard Attack 7

You seize your foe with unseen magical force and bash it against the ceiling and walls before hurling it to the ground.

Encounter ♦ Arcane, Evocation, Force, Implement

Standard Action **Ranged 10**

Target: One creature

Attack: Intelligence vs. Fortitude

Hit: 2d10 + Intelligence modifier force damage, and you push the target up to 3 squares and knock it prone.

Miss: You push the target up to 3 squares.

Winter's Wrath Arcane weatherworking differs from the stormcalling of primal druids. A druid channels the currents of weather already forming in the world, but a wizard rips raw fire or ice from the Elemental Chaos, melding it into forms he or she desires. Bladesingers often use *winter's wrath* to muddle enemies at a distance.

Winter's Wrath

Wizard Attack 7

You raise your hand, and an icy blizzard rains down mercilessly upon an area you designate.

Encounter ♦ Arcane, Cold, Evocation, Implement, Zone

Standard Action **Area burst 2 within 10 squares**

Target: Each creature in the burst

Attack: Intelligence vs. Fortitude

Hit: 2d8 + Intelligence modifier cold damage.

Effect: The burst creates a zone that lasts until the end of your next turn or until you dismiss it as a minor action. The zone is lightly obscured, and any creature that ends its turn in the zone takes cold damage equal to your Intelligence modifier.

Level 10: Utility Powers

Your skill with defensive magic improves as you adapt to face different threats.

Benefit: You add two new wizard utility powers of your level or lower to your spellbook.

Arcane Gate *Arcane gate* expands the tactical-minded wizard's arsenal of mobility spells. An entire party can move through the caster's rip in space, avoiding otherwise impassable obstacles and implacable foes.

Arcane Gate

Wizard Utility 10

You open a dimensional rift connecting two nearby locations.

Daily ♦ Arcane

Minor Action

Ranged 20

Effect: You create a dimensional rift between two unoccupied squares in range. The rift lasts until the end of your next turn. Until the rift ends, the two squares are effectively adjacent to each other, but for movement only.

Sustain Minor: The rift persists until the end of your next turn.

Blur Most wizards use *blur* to make themselves less noticeable to their foes. Bladesingers use the spell to encourage their enemies to come close, since foes who keep their distance can't see them.

Blur

Wizard Utility 10

You cloak yourself with a shimmering aura, making your outline almost impossible to discern.

Daily ♦ Arcane, Illusion

Minor Action

Personal

Effect: Until the end of the encounter, you gain a +2 power bonus to all defenses, and you are invisible to enemies 5 squares or more away from you.

Mirror Image The Feywild might hold a bright mirror up to the world, or perhaps the world is merely a drab, flat reflection of the enchantment of the Feywild. With *mirror image* you tap into the reflective properties of the planes to create a confusing array of selves, making foes wonder which is reality and which are the pale reflections.

Mirror Image

Wizard Utility 10

Three duplicate images of you appear, imitating your actions perfectly and confusing your enemies.

Daily ♦ Arcane, Illusion

Minor Action

Personal

Effect: Three duplicate images of yourself appear in your space, and you gain a +6 power bonus to AC. Each time an attack misses you, one of your duplicate images disappears, and the bonus granted by this power decreases by 2. When the bonus reaches 0, all your images are gone and the power ends. Otherwise, the effect lasts for 1 hour.

PARAGON BLADESINGER

In the paragon tier, you continue your intensive study of the ways in which sword and spell can unify into a single weapon. The bladesinger's path is both a highly formalized tradition and a deeply personal journey into the secrets of magic, swordplay, and the self. As your journey continues, you come to grasp ever more powerful spells, and magic plays an increasingly important role in your drive to victory.

Paragon Path: Sorcerous Sword

At 11th level, your bladesinger takes on a paragon path, such as the sorcerous sword paragon path described here. Your explorations into magic and swordplay set you on a path of heightened magical ability. Yet as you pursue arcane might, you strive to maintain a balance between it and the might of steel.

Prerequisite: Only a bladesinger can take this paragon path.

BLADESINGER PARAGON TIER

Total XP	Level	Feats Known	Class Features and Powers
26,000	11	+1	Ability score increase Choir of Swords [sorcerous sword] Boon Spell [sorcerous sword]
32,000	12	+1	Bladesong Ballet [sorcerous sword]
39,000	13	—	Unerring Bladespell
47,000	14	+1	Ability score increase
57,000	15	—	Bladesinger daily powers
69,000	16	+1	Bladespell Step [sorcerous sword] Utility powers
83,000	17	—	—
99,000	18	+1	Ability score increase
119,000	19	—	Bladesinger daily powers
143,000	20	+1	Signature Spell [sorcerous sword]

Level 11: Ability Score Increase

Your improved physical and mental prowess highlights your entrance into the paragon tier.

Benefit: Each of your ability scores increases by 1.

Level 11: Choir of Swords

Sorcerous sword paragon path feature

In your most desperate moments, bladesinging can give you a clarity of vision and such superior speed that your sword seems to become several blades, each a separate singer in a choir of swords.

Benefit: While your *bladesong* is active, you can spend an action point to make a melee basic attack against each enemy adjacent to you as a standard action.

Level 11: Boon Spell

Sorcerous sword paragon path feature

Magic comes ever easier to you as you continue your studies. You now acquire another prepared spell as easily as adding an arrow to a quiver.

Benefit: You add a new wizard encounter attack power to your spellbook. The power must be of 7th level or lower, and it functions as a daily attack power for you.

In addition, each day you can prepare one additional bladesinger daily power from your spellbook. This additional power can be the same level as another power you prepare, but this feature does not allow you to prepare the same power twice on the same day.

Level 12: Bladesong Ballet

Sorcerous sword paragon path feature

The bladesong has always been a dance, but now your movement as your sword sings has an elegance and deftness that defies the mind's grasp.

Benefit: While your *bladesong* is active, you can use a move action to shift a number of squares up to your speed.

Level 13: Unerring Bladespell

As you are swept up in the rhythm of your bladesinging, you are now able to unleash spells that find their targets unerringly.

Benefit: When you make a melee basic attack while your *bladesong* is active, you can use a blade-spell power even if the attack misses.

Level 14: Ability Score Increase

Each new challenge only makes you stronger in body and mind.

Benefit: You increase two ability scores of your choice by 1.

Level 15: Bladesinger Daily Powers

Your magical studies continue to reap rewards, adding more to your arcane arsenal.

Benefit: You add two new wizard encounter attack powers to your spellbook. The powers must be of 13th level or lower, and the two function as daily attack powers for you.

Hold Monster Trained for centuries to defend their homes with lethal grace, bladesingers often seek the killing blow as a musician seeks the triumphant chord at a song's conclusion. When an enemy must be subdued rather than destroyed, you might turn to *hold monster*, which despite its name can be used to detain any type of foe.

Hold Monster

Wizard Attack 13

Your magic clouds your foe's mind, leaving it too disoriented to move or attack effectively.

Encounter ♦ Arcane, Charm, Enchantment

Standard Action **Ranged 5**

Target: One creature

Effect: The target is restrained until the end of your next turn.

Prismatic Burst Time slows, as a bright flash seems to flow along your sword's edge like a drop of water before you flick the sparkling mote toward your foes. As it travels it grows, and when the mote lands it expands into a rainbow of beautiful light your enemies cannot abide.

Prismatic Burst

Wizard Attack 13

You lob a fist-sized orb of pulsating white light among your enemies, blasting them with rays of multicolored light.

Encounter ♦ Arcane, Evocation, Implement, Radiant

Standard Action **Area burst 2 within 20 squares**

Target: Each creature in the burst

Attack: Intelligence vs. Will

Hit: $3d6 +$ Intelligence modifier radiant damage, and the target is blinded until the end of your next turn.

Miss: Until the end of the target's next turn, creatures have partial concealment against the target.

Thunderlance Bladesingers who master *burning hands* are already familiar with impressive displays of energy and know how to direct their effects against multiple foes at once. Even the most elusive enemy cannot avoid the might of *thunderlance*.

Thunderlance**Wizard Attack 13**

A thunderous pulse of concussive energy rolls from your hand, throwing your enemies back.

Encounter ♦ Arcane, Evocation, Implement, Thunder

Standard Action **Close blast 5**

Target: Each creature in the blast

Attack: Intelligence vs. Reflex

Hit: 4d6 + Intelligence modifier thunder damage, and you push the target up to 4 squares.

Miss: You push the target up to 4 squares.

Level 16: Bladespell Step

Sorcerous sword paragon path feature

Your connection to arcane magic opens a path for you that is closed to all others. One moment you strike a foe with a sword, and the next you stand many strides away.

Benefit: Once per encounter, you can teleport up to 5 squares as a free action immediately after you use a bladespell power.

Level 16: Utility Powers

Your study of utility magic continues to bear fruit, and you gain knowledge of more spells that aid you and others on the battlefield.

Benefit: You add two new wizard utility powers of your level or lower to your spellbook.

Dimension Switch Early eladrin bladesingers refined their innate knowledge of the boundaries between planes into a powerful tactical tool. Since that time, their students have used this knowledge to remove their allies from harm's way while positioning themselves to rain havoc upon their adversaries.

Dimension Switch**Wizard Utility 16**

You and your ally teleport into each other's locations.

Encounter ♦ Arcane, Teleportation

Move Action **Close burst 10**

Target: You and one ally in the burst

Effect: Each target teleports, swapping positions.

Fly In the first days of the empire of Illefarn, the Tel'Quessir found they could not always rely on the gifts of their ancient magic to gain advantageous positioning over demonic invaders. Studious elf wizards and bladesingers together developed this spell, that such enemies would never again escape the reach of a bladesinger's art.

Fly**Wizard Utility 16**

You leap into the air and are borne aloft on wings of magic.

Daily ♦ Arcane

Standard Action **Personal**

Effect: You gain a fly speed of 8 until the end of your next turn. When the fly speed ends, you float to the ground without taking falling damage.

Sustain Minor: The fly speed persists until the end of your next turn.

Stoneskin With this spell, the bladesinger melds her essence with that of her blade, sword-art turning aside blade and claw, evocation and prayer. Implacable in body as well as mind, the bladesinger commands the battlefield and the skirmish, impervious to her foe's attentions.

Stoneskin**Wizard Utility 16**

With an arcane word and a sprinkle of diamond dust, you imbue yourself or an ally with skin as hard as granite.

Daily ♦ Arcane, Transmutation

Standard Action **Melee touch**

Target: You or one ally

Effect: The target gains resist 10 to all damage until the end of the encounter.

Level 18: Ability Score Increase

You are a true paragon of physical and mental perfection.

Benefit: You increase two ability scores of your choice by 1.

Level 19: Bladesinger Daily Powers

Your spellcasting prowess grows again, giving you access to more powerful wizard spells.

Benefit: You add two new wizard encounter attack powers to your spellbook. The powers must be of 17th level or lower, and the two function as daily attack powers for you.

Dancing Flames It is said that the elves first created this spell, using it to purge bands of goblins that swarmed their forests. Like those ancient elves, you wield fire through your bladesinging, commanding the deadly firestorm to seek out only those that mean you harm.

Dancing Flames

Wizard Attack 17

You unleash shifting streams of fire that burn down your foes while leaving allies untouched.

Encounter ♦ Arcane, Evocation, Fire, Implement

Standard Action Close blast 5

Target: Each enemy in the blast

Attack: Intelligence vs. Reflex

Hit: 5d6 + Intelligence modifier fire damage.

Miss: Half damage.

Force Volley The eladrin Istvelen, one of the first bladesingers, is said to have perfected this potent variant of the *magic missile* spell. *Force volley* allows the bladesinger to shower arcane force over several enemies, or focus on a single opponent with brutal accuracy.

Force Volley

Wizard Attack 17

Silvery missiles spring from your fingertips and streak across the battlefield, striking your enemies with a staggering impact.

Encounter ♦ Arcane, Evocation, Force, Implement

Standard Action Ranged 20

Target: One, two, or three creatures

Attack: Intelligence vs. Reflex. You gain a +4 power bonus to the attack roll if you target only one creature.

Hit: 3d6 + Intelligence modifier force damage, and the target is dazed until the end of your next turn.

Mass Charm No strangers to the beguiling magic of the fey, elf arcanists use this powerful enchantment to direct their enemies in a deadly dance. Compelled enemies find themselves in disadvantageous positions, manipulated into fighting one another, with their bodies, their tactics, and their morale battered if not broken.

Mass Charm

Wizard Attack 17

Your foes suddenly stop dead in their tracks, howling in frustration as they lurch forward to attack their own allies.

Encounter ♦ Arcane, Charm, Enchantment

Standard Action Area burst 1 within 10 squares

Target: Each enemy in the burst

Effect: You slide each target up to 5 squares. Each target then makes a melee basic attack against a creature of your choice as a free action.

Level 20: Signature Spell

Sorcerous sword paragon path feature

Just as a duelist might have a unique flourish, you develop an especially formidable special arcane attack that serves as your signature.

Benefit: You gain a wizard daily attack power of 19th level or lower.

Disintegrate

Originally adopted from unknown origins by elf wizards, this evocation was passed down through eladrin bladesingers too often confronted with demonic resistance to specific types of elemental energies. Though some spell-users shy away from its destructive nature, others embrace it for its pure effectiveness.

Disintegrate

Wizard Attack 19

A brilliant line of ravening green energy bursts from your pointing finger. Where the emerald beam touches, flesh and bone disappear in a puff of gray dust.

Daily ♦ Arcane, Evocation, Implement

Standard Action Ranged 10

Target: One creature or object

Attack: Intelligence vs. Reflex. You automatically hit an unattended object with this power.

Hit: 4d10 + Intelligence modifier damage, and ongoing 10 damage (save ends).

Aftereffect: Ongoing 5 damage (save ends).

Miss: 2d10 + Intelligence modifier damage, and ongoing 5 damage (save ends).

Wrath of Battle Said to have originally been the gift of a fey lord, this enchantment incites the fear and rage that boil during battle, turning your enemies against each other. More insidious than any simple charm, *wrath of battle* creates a feedback loop of psychic energy that punishes a foe unable to make good on its attack. Used early in battle, this spell can break an enemy formation. If you save it until your foes are badly wounded, you maximize the effect of the punishment they cannot escape.

Wrath of Battle

Wizard Attack 19

With a shout, you tap deep into your foes' hearts and minds, forcing them to turn on each other with devastating results.

Daily ♦ Arcane, Charm, Enchantment, Fear, Psychic

Standard Action Area burst 2 within 20 squares

Target: Each enemy in the burst

Effect: You slide each target up to 3 squares, and then each target makes a melee basic attack against a creature of your choice as a free action. If that attack misses, the target of this power takes 15 psychic damage.

EPIC BLADESINGER

Only in ancient legends has such a hero of the Tel'Quessir existed to rival what you have accomplished. If any living bladesinger has attained your level of skill, he or she has hidden that fact well. You believe now that you might fight alongside Corellon himself and honor him with your skill and bravery.

When your bladesinger reaches 21st level, he or she takes on the epic destiny of the Indomitable Champion (see *Heroes of the Fallen Lands*) or another available epic destiny. This epic destiny represents the grand finale of your adventuring career, and like your paragon path, it grants a set of related features and powers.

BLADESINGER EPIC TIER

Total XP	Level	Feats Known	Class Features and Powers
175,000	21	+1	Ability score increase Epic destiny feature
210,000	22	+1	Utility powers
255,000	23	—	Bladespell Burst
310,000	24	+1	Ability score increase Epic destiny feature
375,000	25	—	Bladesinger daily powers
450,000	26	+1	Epic destiny feature
550,000	27	—	—
675,000	28	+1	Ability score increase
825,000	29	—	Bladesinger daily powers
1,000,000	30	+1	Epic destiny feature

Level 21: Ability Score Increase

You are an epic hero now, and your physical and mental acuity exceed all mortal limits.

Benefit: Each of your ability scores increases by 1.

Level 21: Epic Destiny Feature

As you begin to ascend through the epic tier, your final destiny comes into focus. Perhaps you are fated to save the world from some great evil, or maybe fate has dictated that you must fight against a god. The destiny you pursue shapes you just as your actions shape the cosmos.

Benefit: You gain a feature associated with your epic destiny.

Level 22: Utility Powers

Your mastery of utility spells has reached new heights. Like all the greatest mages, you can accomplish stunning feats of magic.

Benefit: You add two new wizard utility powers of your level or lower to your spellbook.

Mass Fly This spell gives a bladesinger and his or her allies the power of flight. Whether the mission is to defend elven forests, protect eladrin cities, or explore planar portals, the enemies and obstacles of the bladesinger need never again be out of reach.

Mass Fly

Wizard Utility 22

White motes of light fly from your fingertips and swirl about, lifting you and your allies off the ground and granting each of you the power of flight.

Daily ♦ Arcane

Standard Action

Close burst 5

Target: You and each ally in the burst

Effect: Each target gains a fly speed of 8 until the end of your next turn. When the fly speed ends, each target floats to the ground without taking falling damage.

Sustain Minor: The fly speed persists until the end of your next turn.

Time Stop The grace of the bladesinger is legendary, and deservedly so. This spell allows you to temporarily sidestep the relentless advancement of time itself. Use it to prepare and position yourself, surprising foes and protecting your allies to ensure your ultimate victory.

Time Stop

Wizard Utility 22

Everything around you slows to a halt, frozen in time. Then, after a few moments, everything starts to speed up again, returning to normal time.

Daily ♦ Arcane

Minor Action

Personal

Effect: You gain two extra standard actions, which you must use before the end of your turn. You can't use these extra actions to make attacks.

Wall of Force The wards that once shielded the ancient elven cities could be used to exclude specific enemies from large areas. Echoes of that forbiddance persist in the arcane underpinnings of *wall of force*. The canny bladesinger uses this spell to isolate vulnerable enemies from their friends, enabling them to be dispatched efficiently.

Wall of Force

Wizard Utility 22

A transparent barrier of force springs up where you command.

Daily ♦ Arcane, Conjunction, Force

Standard Action

Area wall 12 within 20 squares

Effect: You conjure a solid, transparent wall of magical energy that lasts until the end of the encounter. The wall can be up to 6 squares high. The wall is blocking terrain. No creature, including a phasing creature, can enter a square of the wall.

Attacks against the wall automatically hit. The wall has 200 hit points, and attacking any square deals damage to the entire wall. If it is reduced to 0 hit points, the wall shatters, dealing 3d10 force damage to each creature adjacent to it.

Level 23: Bladespell Burst

Each swing of your sword has become a thing of enchantment, and when you land a particularly effective blow, you can unleash that buildup of power as a cascade of bladespells.

Benefit: Once per day when you use a bladespell power against an adjacent enemy, you can use that power against each adjacent enemy.

Level 24: Ability Score Increase

The increasing threats of the epic challenges you face are countered by the perfection of your body and mind.

Benefit: You increase two ability scores of your choice by 1.

Level 24: Epic Destiny Feature

Your place in the cosmic order becomes cemented as you gain still more power. At this point, fate seems to bend and weave to ensure your survival.

Benefit: You gain a feature associated with your epic destiny.

Level 25: Bladesinger Daily Powers

Your mastery of magic now exceeds the power that most mortal dream of. Although your close companions in your many adventures might rival your might, only creatures of legend and villains of world-spanning infamy can reasonably hope to outmatch you.

Benefit: You add two new wizard encounter attack powers to your spellbook. The powers must be of 23rd level or lower, and the two function as daily attack powers for you.

Chain Lightning When you display your sword-art, your enemies quickly learn to fear keeping you close, as your blade punishes those who would enter melee against you. Through your use of spells such as *chain lightning*, your enemies learn that there is no avoiding your arcane might, as you punish foes far across the battlefield.

Chain Lightning

Wizard Attack 23

From your fingertips springs a stroke of blinding purple-white lightning that leaps from one enemy to another.

Encounter ♦ Arcane, Evocation, Implement, Lightning
Standard Action **Ranged 20**

Primary Target: One creature

Primary Attack: Intelligence vs. Reflex

Hit: $4d6 +$ Intelligence modifier lightning damage.

Miss: Half damage.

Effect: Make the secondary attack.

Secondary Attack

Secondary Target: One or two creatures within 5 squares of the primary target

Attack: Intelligence vs. Reflex

Hit: $2d6 +$ Intelligence modifier lightning damage.

Miss: Half damage.

Effect: Make the tertiary attack.

Tertiary Attack

Tertiary Target: Each enemy within 20 squares of you that was not a primary or a secondary target

Attack: Intelligence vs. Reflex

Hit: $1d6 +$ Intelligence modifier lightning damage.

Miss: Half damage.

Deceptive Shadows Elf bladesingers of the past learned to call upon delicate links to the Feywild, enveloping an area in illusory shadows. From your mentor, you learned to hone this technique, punishing weaker minds and impairing sight. Enemies subjected to your *deceptive shadows* become excellent targets for your allies' attacks.

Deceptive Shadows

Wizard Attack 23

Darkness swirls around your foes, assaulting their minds and clouding their vision.

Encounter ♦ Arcane, Illusion, Implement, Psychic
Standard Action **Area burst 2 within 20 squares**

Target: Each creature in the burst

Attack: Intelligence vs. Will

Hit: $3d8 +$ Intelligence modifier psychic damage.

Effect: Until the end of your next turn, each target cannot see any creatures that are not adjacent to it.

Thunderclap While enemies rightly fear the sword of the bladesinger, those that find themselves assailed by a *thunderclap* spell learn that the bladesinger's wand is no less a threat. A favored effect of the eladrin bladesinger Istvelen, this potent spell focuses the arcane energies that threaten a phalanx of foes onto a single enemy, leaving it reeling from the concussive blow.

Thunderclap**Wizard Attack 23**

You create a peal of thunder that rolls across the battlefield and slams into a foe, disorienting it for a short time.

Encounter ♦ Arcane, Evocation, Implement, Thunder
Standard Action **Ranged 20**

Target: One creature

Attack: Intelligence vs. Fortitude

Hit: 3d6 + Intelligence modifier thunder damage, and the target is stunned until the end of your next turn.

Miss: Half damage.

Black Fire**Wizard Attack 27**

A blast of crackling black fire erupts from your hand, charring your foes' flesh and burning their souls.

Encounter ♦ Arcane, Fire, Implement, Necromancy, Necrotic
Standard Action **Close blast 5**

Target: Each enemy in the blast

Attack: Intelligence vs. Reflex

Hit: 6d6 + Intelligence modifier fire and necrotic damage.

Miss: Half damage.

Level 26: Epic Destiny Feature

Your foes' worst attacks cannot sway you from the great goal that lies before you. When all seems lost, you have the strength and determination to deny death and fight on.

Benefit: You gain a feature (typically a utility power) associated with your epic destiny.

Level 28: Ability Score Increase

Training, practice, and experience have molded your abilities. Even as you near your final destiny, you continue to hone your talents for the tests you will soon face.

Benefit: You increase two ability scores of your choice by 1.

Level 29: Bladesinger Daily Powers

Your mastery of spellcasting has reached its peak. Your spellcasting outstrips the ability of most of the mightiest eladrin mages, and not even the greatest among them would think to challenge you to battle.

Benefit: You add two new wizard encounter attack powers to your spellbook. The powers must be of 27th level or lower, and the two function as daily attack powers for you.

Black Fire Neither elf nor eladrin bladesingers lay claim to the invention of this dark spell, and some attribute it to the villain Acererak. Any that can teach this fell magic do not admit so openly, because the flames it creates burn not merely flesh but also the soul. The few witnesses left alive to report on its use suggest that the dark flames seem to respond to the caster's will, bypassing allies, and thus suggesting a dark link between the source and the bladesinger.

Confusion This powerful echo of the essence of the Feywild allows a bladesinger to impose his or her will upon an enemy. More potent than simple domination, this spell forces a foe to move and attack, leaving it out of position and vulnerable.

Confusion**Wizard Attack 27**

You magically compel your enemy to attack its ally.

Encounter ♦ Arcane, Charm, Enchantment, Implement, Psychic
Standard Action **Ranged 20**

Target: One enemy

Attack: Intelligence vs. Will

Hit: 3d10 + Intelligence modifier psychic damage.

Effect: At the start of the target's next turn, you can use a free action to slide it a number of squares equal to its speed. It then makes a basic attack against a creature of your choice as a free action.

Forcecage Weaving a cage of steel in the air with your blade, you use your motion as a focus for your spell. The cage that appears in response is invisible, impermanent, and nearly immaterial, but it is real in the way that counts most: It imprisons your enemy in unbreakable bonds.

Forcecage**Wizard Attack 27**

You erect an invisible cage of unbreakable bars of force around your foe, trapping it momentarily.

Encounter ♦ Arcane, Evocation, Force, Implement
Standard Action **Ranged 20**

Target: One creature

Attack: Intelligence vs. Reflex

Hit: 3d10 + Intelligence modifier force damage. In addition, until the end of your next turn, the target is immobilized and grants combat advantage.

Effect: Until the end of your next turn, the target can trace line of effect only to squares adjacent to it.

Level 30: Epic Destiny Feature

You have achieved the absolute pinnacle of your abilities. On the verge of facing your final destiny, you gain one last edge that could spell the difference between ultimate victory or utter defeat.

Benefit: You gain a feature associated with your epic destiny.

Factions and Foes

What care have we for the feuding rabble that grubs about these lands? When fallen Xinlenal regains its rightful place in the skies, all the fractured factions of the North will be nothing more than cowering dogs in our shadow.

—Clariburnus Tanthul, Prince of Shade

NEVERWINTER TEETERS on the brink of chaos, but most people remain blind to the danger. The citizens shake their heads at both the Mintarn soldiers' abuses and the rebels' responses as they gingerly step over rivulets of blood pooling on the cobblestones. Yet these conflicts pale in comparison to the secret wars hidden forces are waging from the shadows.

A host of allies, enemies, and people caught in between awaits heroes willing to delve into events surrounding Neverwinter.

- ◆ **New Neverwinter:** Lord Dagult Neverember is laboring to secure and rebuild Neverwinter.
- ◆ **Abolethic Sovereignty:** A sect of the powerful aberrant dynasty is devoted to manipulating a pocket of Spellplague beneath the city.
- ◆ **Ashmadai:** A cult of Asmodeus worshipers is bent on dominion in the region.
- ◆ **Thayans:** Servants of Szass Tam seek to use the region's magic to raise an undead army.
- ◆ **Netherese:** The Shadovar intend to raise an important fallen enclave hidden in Neverwinter Wood.
- ◆ **Other Neverwinter Factions:** A fractured band of rebels is fighting Neverember's rule, and a war party of orcs is occupying part of the city. Meanwhile, many other groups of note are also scheming in Neverwinter.
- ◆ **Other Factions in the Wood:** A tribe of Uthgardt barbarians is splintering violently. Angry eladrin have returned from the Feywild to a ruined world. And Cult of the Dragon members are unwillingly aiding the Thayan cause.
- ◆ **Denizens of Gauntlgrym:** Monsters haunt the lost dwarven city, while duergar dig deep beneath it and drow plot to dominate it. Meanwhile, illithids are reclaiming their holdings in the depths, and elemental beings flock to the buried primordial that burns at Gauntlgrym's heart.

TYLER JACOBSON





New Neverwinter

I am more than pleased to offer my services and gold to rebuilding this fine center of culture and trade. Through our combined efforts, Neverwinter will be reborn as a bastion of good in the Sword Coast North!

—Dagult Neverember

The New Neverwinter movement is gaining a foothold as Lord Dagult Neverember's hired hands and goons patrol the streets and rebuild the city. Neverember ostensibly takes his role as protector seriously, sending his mercenaries to oust the orcs in the River District, repel plaguechanged monstrosities at the Wall, and otherwise keep the peace. The lord endeavors to lure home and win over Neverwinter's refugee population. He is focusing on rebuilding the city, maintaining order and trade, and putting silver (if not gold) into residents' hands.

The New Neverwinter concept is a propaganda tool the Lord Protector is using to stir up nationalistic emotions in the populace. This tactic, combined with the physical improvements to the city, has drawn most residents over to Neverember's camp. However, some factions within the city consider the idea of a "New Neverwinter" an insult to the city's sovereignty. The foremost oppositional faction is the Sons of Alagondar (page 117), a group that actively opposes Neverember and his plans. Its followers are busy plotting, setting traps, and enlisting whatever aid they can find.

VILLAIN OR CHAMPION?

Lord Neverember's role in Neverwinter is up to you. Although he's not wholly selfless, the regent could play the part of heroic leader of the people. Alternatively, his claim could be false, and his efforts to rebuild the city might be only a stepping stone in some plan to dominate the Sword Coast.

Regardless which side of the moral compass Neverember sits on, the characters' efforts could put him on the throne or depose him. Heroes might use the protector's forces to stabilize the area, or they could run him out of the city.

GOALS

Lord Neverember has many goals in the region, and he can accomplish them all by serving as protector of Neverwinter and ingratiating himself with the people. The regent ultimately would like to build a mercantile empire across the North, but he must first stabilize the region so he can establish solid, reliable trade routes.

Claim the Throne

Running Neverwinter is one thing, wearing its crown is another. For an outsider such as Neverember, the Open Lord of Waterdeep, the difficulty increases tenfold. Most of the refugees who have returned to the city support him for now. But if the regent were to crown himself, Neverember's support would likely dry up as rebels fanned outrage and denounced him as a foreign conqueror attempting to annex Neverwinter.

Therefore, Lord Neverember must move carefully. His plan is simply put: Make the people love him. The process, however, is a bit more complex than that. The regent intends to ensure that Neverwinter citizens are bathed in reasons to feel gratitude to him—new facilities, new market opportunities, access to goods and work, and safety. Then when the time comes for a new king, Neverember envisions the masses asking—nay, begging—him to don the diadem.

Theme Tie-In

Having plumbed the depths of his ancestry for any connection to past Neverwinter rulers, Lord Neverember is well aware that other claimants to the crown could surface. Thus, the regent keeps an eye out for reliable spies to watch for and report on any would-be heirs. If anyone in the royal lineage were to go public, Neverember's aspirations might turn to ash.

Neverember could hire characters for one or more such surveillance jobs. Alternatively, the regent might assign a spy to trail a character who has the Neverwinter noble theme. If Neverember is unable to deal with the problem quietly, he embarks on a campaign to discredit the supposed heir.

Prove a Disputed Heritage

While working heartily toward his goal, Neverember has yet to disclose his plans for the throne to anyone not critically involved in his maneuvering. The protector's savants have managed to trace the lord's heritage to the adventurer Vers Never, a supposed bastard son of Lord Nasher Alagondar and younger half-brother to Bann, who succeeded their shared father as king. As Neverember tells it, Vers settled in Waterdeep and married Mirtria Ember, thus forming the "Neverember" name.



The protector knows his word isn't going to be enough though. So Neverember has purchased, or hired scribes to create, books that link him to the royal line. The regent has also had more than one book committed to flames after their testimonies proved less than helpful.

Theme Tie-In

Neverember is always on the lookout for self-sufficient sages he can hire to delve into vaults that survived the cataclysm to search for evidence to support his claim. The heroes—particularly if an Oghma's faithful character is among them—fit this bill well. What they find might support or contradict Neverember's claim. Perhaps Vers Never died childless or did not exist at all.

One way or another, any factual revelations are sure to draw fire from the regent or his opponents, unleashing a variety of potential consequences. If such information becomes public, a campaign to discredit the heroes is likely. Alternatively, the characters might keep the information secret to use as leverage against Neverember, the rebels, or any other claimants to the throne.

Protect and Run the City

Lord Neverember has orated at length about his self-proclaimed responsibility to protect Neverwinter's citizens and keep the city civilized. Beyond establishing common laws and keeping the peace, his mission primarily entails rooting out rebels and ensuring that the city's defenses are well manned.

Neverember is a natural delegator and cares little for the day-to-day particulars. He leaves the city's policing, defense, and security operations to his mercenaries' leader, General Sabine (use the human cavalier in *Monster Manual 2*). And he installed as mayor a dwarf named Soman Galt, who oversees tax collection, grants of property, and city files.

Make Hard Coin

Neverember knows his situation in Neverwinter is tenuous, so he goes about his business quietly. He prizes adventurers who can keep a low profile. If the lord's bid for the throne fails, Neverember intends to ensure that the city's economic stability is perched squarely on his shoulders, so he can rule from behind the crown. If all else fails, he wants to snag as much gold as he can out of the endeavor.

Find Gauntlgrym

Neverember recognizes the cultural and economic implications of rediscovering Gauntlgrym and is recruiting adventurers to search for the lost dwarven metropolis. If his seekers find it, the regent plans to rebuild the lost city—an action apt to win over a lot of citizens, especially dwarves.

Hire Sellwords

The Open Lord of Waterdeep is not foolish enough to install a force of soldiers from his home city. Such an act would make his efforts seem like an occupation and would fuel the Sons of Alagondar insurgency. Instead, to avoid the appearance of imperialism, the protector relies on soldiers from the distant island of Mintarn, most of whom are sellwords and former pirates. They operate under a tough-as-nails mercenary named Sabine. She serves as Neverember's chief enforcer in the city and has come to represent the harsher aspects of his beneficence.

The force—mostly human warriors (use the humans from the *Monster Manual*, *Monster Manual 2*, and *Monster Vault*)—patrols the streets in a strict, militaristic rotation. Under Sabine's leadership, the mercenaries ruthlessly quash disturbances and work to eradicate dangers to Neverwinter and its people.

Maintain Both Positions

As Neverember's focus on Neverwinter has intensified, he has shifted many of his Waterdeep duties over to the Masked Lords and his trusted seconds. On his irregular trips to Waterdeep, his days are a flurry of much-delayed matters of law and state, such as meetings with merchants, public speeches, official events, summary-court rulings, and conferences with the Masked Lords. So far, Neverember has managed to keep both pots cooking without boiling over. However, if public opinion in Waterdeep turns on the lord, he'll find it significantly more difficult to focus on tasks in Neverwinter.

RELATIONSHIPS

Embroiled as he is in his many ploys, Neverember is unaware that several of his successes are actually the carefully calculated losses of other regional power players.

Abolethic Sovereignty: The regent has no idea the Abolethic Sovereignty is hard at work far below his beloved Neverwinter, nor that its aboleths are sending minions topside to keep him busy. As far as he knows, the plaguechanged horrors at the Wall—which he finds grotesquely fascinating—are random Spellplague manifestations.

Ashmadai: The secretive Ashmadai cult has made overtures of alliance to Neverember, which he has by and large accepted. The protector knows little about the society—whom its cultists serve, its goals for the region, and so on—and therefore tries to keep his cards close to the vest. He underestimates the Ashmadai, though, assuming he can safely use it for his own purposes.

Meanwhile, the Asmodeus-worshiping cultists are methodically turning the regent's people to their cause. The Ashmadai controls nearly all the mercenaries assigned to guard the Chasm, and

its members are wooing a handful of the regent's closest retainers. The effort goes all the way to the top: Ashmadai leader Mordai Veil is assiduously pursuing the attentions of Sabine, the leader of Neverember's mercenaries. Ultimately, the cultists aspire to induct Neverember into their dark society.

Thayans: The protector has received reports that Thayan agents are operating in the city. He has ordered General Sabine to sniff out any truth in the rumors. He is awaiting her findings.

Netherese: Neverember is ignorant of Netherese interests in the region, and he has in the past unwittingly hired several Shadowar agents to conduct discreet assassinations.

ENCOUNTERS

Although Lord Neverember has made serious efforts to secure peace in the streets, Neverwinter is far from safe. Grim-faced mercenaries sneer at passing refugees, while angry, armed rebels skulk in the shadows. Serious dangers lurk outside the Wall, and deadly threats rise from the sewers. The regent has dispatched his Mintarn forces to combat these threats and also has hired numerous solitary sellswords to sleuth, assassinate, sway, and mislead.

The creatures on the encounter table are best presented as Neverember's hired goons. Most of them hail from Mintarn, but he—or rather, his coin-recruits aid from far and wide.

NEW NEVERWINTER ENCOUNTERS

Creature	Level and Role	Source
Dwarf Warrior	1 Minion Artillery	MV
Lowtown Urchin	1 Skirmisher	MVN
Lower Quays Guttersnipe	2 Artillery	MVN
Guard Drake	2 Brute	MV
Market Green Grifter	2 Lurker	MVN
Human Goon	2 Minion Soldier	MV
Common Bandit	2 Skirmisher	MV
Dragonborn Mercenary	2 Skirmisher	MV
Lowtown Kneebreaker	3 Brute	MVN
Doppelganger Sneak	3 Skirmisher	MV
Town Guard	3 Soldier	MV
Dwarf Bolter	4 Artillery	MM
Gnome Spy	5 Lurker	MV
Half-Orc Hunter	5 Skirmisher	MM2
Dragonborn Soldier	5 Soldier	MV
Gnome Illusionist	6 Artillery	MV
Half-Elf Bandit Captain	6 Skirmisher (L)	MM2
Human Transmuter	7 Controller	MV
Human Thug	7 Minion Skirmisher	MV
Gnome Assassin	7 Skirmisher	MV
Human Duelist	8 Soldier	MV

MV: *Monster Vault*. **MVN:** *Monster Vault: Threats to the Nentir Vale*. **MM:** *Monster Manual*. **MM2:** *Monster Manual 2*.

Lord Dagult Neverember

The Open Lord of Waterdeep is a commanding noble. Big, boisterous, and affable, Neverember treats each new acquaintance as a friend. Beneath his congenial display, his quick mind is sizing up everyone in attendance, tallying potential gains or threats each could offer him. Despite feigning disinterest in scandals and hints of corruption, he mentally files away each rumor. He offers genuine respect to strong, intelligent male acquaintances and flirts outrageously with beautiful female guests.

A shrewd negotiator, Neverember prefers straight dealing. He is well known as an economic puppet master, facilitating trade deals that shock even those involved.

The open lord of Waterdeep is not a conventional villain. He is a ruthless opportunist and imperialist, arrogant and greedy, but he is not evil. In the right circumstances, he could prove an ally to the heroes.

Dagult Neverember	Level 7 Soldier	
Medium natural humanoid, human	XP 300	
HP 84; Bloodied 42	Initiative +8	
AC 23, Fortitude 20, Reflex 19, Will 19	Perception +5	
Speed 6		
STANDARD ACTIONS		
④ Longsword (fear, weapon) ♦ At-Will		
Attack: Melee 1 (one creature); +12 vs. AC		
Hit: 2d8 + 6 damage, and the target takes a -2 penalty to attack rolls against Neverember.		
MINOR ACTIONS		
↔ Taunt ♦ Recharge [] [] []		
Attack: Close blast 5 (one enemy in blast); +10 vs. Will		
Hit: Neverember pulls the target up to 4 squares, and it grants combat advantage until the end of its next turn.		
TRIGGERED ACTIONS		
Lord's Rebuke ♦ At-Will		
Trigger: An adjacent enemy shifts or uses an attack power that doesn't include Neverember as a target.		
Effect (<i>Immediate Interrupt</i>): Neverember makes a melee basic attack against the enemy.		
Skills Athletics +11, Bluff +12, Insight +12, Intimidate +12		
Str 17 (+6)	Dex 16 (+6)	Wis 15 (+5)
Con 20 (+8)	Int 17 (+7)	Cha 19 (+7)
Alignment unaligned		
Languages Common, Dwarven, Elven		
Equipment chainmail, longsword, signet ring		



Dagult Neverember and Soman Galt

Soman Galt, Mayor of Neverwinter

Once a great explorer, Soman Galt has atrophied into a weaselly politician who projects a cold, disconnected presence. The dwarf stares absently, his eyes seeming to watch something no one else can see, and he often mumbles to himself. He is capable of rigid focus, however, when the situation warrants it, and he takes his work seriously.

A former government official, Galt was a natural choice when Neverember sought a lackey to manage

the city's affairs. The mayor knows that Neverember considers him a stooge, and that fact doesn't faze him a bit. Because the interloper from Waterdeep doesn't know whose puppet Galt really is—namely, the Abolethic Sovereignty's.

Rohini, the Prophet of Helm's Hold, used her brilliant mind and cunning conversational style to seduce the dwarf. Fascinated, Galt pressed for more knowledge of her greater mysteries, and in return an aboleth corrupted his mind. The mayor's range of governmental responsibilities allows the Sovereignty to guide social policy, to know what parts of the Wall

IF NEVEREMBER DIES

Even though Lord Neverember's position in Neverwinter is far from secure, it isn't particularly shaky. He is entrenched economically, politically, and militarily, making him the linchpin of Neverwinter's stability. If the heroes or some other group kills Neverember (particularly early in the campaign), the consequences should prove dire and far-reaching.

The protector is both loved and hated, so killing him would earn the party new enemies and new friends. Valindra and the Thayans, the Netherese, the Neverwinter rebels, and possibly the Ashmadai (depending on how successful they've been in corrupting Neverember) would likely revel in the lord's demise and the ensuing chaos his death would unleash. Meanwhile, the Abolethic Sovereignty might decide to snatch droves of the returned refugees during the tumult. The Sons of Alagondar could try to take over, killing anyone (including the heroes) who attempted to take the protector's place. As for the Mintarns, General Sabine would probably make a bid for leadership. If she were to take the city, Neverwinter would become a hardened, brutal police state. If she were killed or failed to claim leadership, the mercenaries' ranks would collapse, and most of the sellswords would stream away in search of new work. Others would revert back to thieving, thuggery, and treachery.

Ultimately, for good or ill, Lord Neverember is a stabilizing force in Neverwinter, and killing him before the city is reconquered would lead to pandemonium. It would also likely awaken the sleeping giant, Waterdeep, which could have an angry, dedicated legion of soldiers on Neverwinter's doorstep even as rigor mortis took hold of their open lord.

In short, Neverember's death wouldn't be the end of the story; it'd be the beginning of an epic new one.

will be best guarded at any time, and to keep watch over the general goings-on in Neverwinter. Having such a well-placed asset gives the aboleths a considerable advantage over Neverwinter and will be invaluable when they decide to move against the topside vermin.

Galt operates under multiple posthypnotic suggestions designed to serve the aboleths' interests, and he pays covert visits to Rohini for additional conditioning. As such, his mind has been ravaged repeatedly, which has revealed new facets of his eccentric behavior and has reduced him to a pallid, sunken-eyed figure.

Normally unaligned, Galt turns chaotic evil when aboleths control him or when he is bloodied. When Galt is in peril, his abolethic controllers take over. His limbs flail about, and his body appears to contort and shake in an uncontrollable fit.

Galt is unaware of his abolethic taint and would be horrified—and possibly unhinged—if he found out about it.

Soman Galt		Level 6 Controller
Medium natural humanoid, dwarf		XP 250
HP 74; Bloodied 37		Initiative +5
AC 20, Fortitude 19, Reflex 19, Will 17		Perception +2
Speed 5 (7 when bloodied)		
TRAITS		
Dissonant Gibberish ♦ Aura 5		
While Galt is bloodied, enemies in the aura have vulnerable 5 psychic and take a -2 penalty to saving throws.		
STANDARD ACTIONS		
Whipping Warhammer (weapon) ♦ At-Will		
Attack: Melee 2 (one creature); +11 vs. AC		
Hit: 1d8 + 5 damage.		
Effect: Galt can slide the target 1 square.		
Transmute the Unwilling (psychic) ♦ At-Will		
Attack: Ranged 5 (one creature); +9 vs. Fortitude		
Hit: 2d8 + 5 psychic damage, and the target is slowed (save ends).		
Miss: The target is slowed until the end of its next turn.		
Weave Nightmares (illusion, psychic) ♦ Encounter		
Attack: Close burst 2 (enemies in burst); +9 vs. Will		
Hit: 3d6 + 4 psychic damage, and the target is dazed (save ends).		
Miss: Half damage, and the target is dazed until the end of its next turn.		
MOVE ACTIONS		
Twist Space (teleportation) ♦ Encounter		
Effect: Galt teleports up to 3 squares. He can teleport into the space of another creature. If he does so, that creature teleports to the space that Galt just left and grants combat advantage until the end of its next turn.		
Skills Bluff +10, Stealth +10		
Str 14 (+5)	Dex 15 (+5)	Wis 9 (+2)
Con 18 (+7)	Int 19 (+7)	Cha 15 (+5)
Alignment unaligned	Languages Common, Dwarven, or chaotic evil	Deep Speech
Equipment warhammer		

Abolethic Sovereignty

Madness lies in the Chasm. If you want to enter, be my guest. I never liked you anyway.

—General Sabine, Mintarn commander

When the primordial Maegera erupted from its prison twenty-six years ago, the resulting volcanic destruction tore a deep chasm in the earth that sliced through a quarter of Neverwinter. This rift reached the depths of the Underdark, opening wide to an underground sea where a branch of the Abolethic Sovereignty was busy manipulating a pocket of Spellplague and covertly experimenting on creatures in and near Neverwinter.

Once the Chasm opened, abolethic activity on the surface escalated sharply, and the aberrant creatures began mutating many more topside monsters and plaguing sentient beings with nightmares and bizarre hallucinations. Of course, these mental violations are paltry in comparison to what the Sovereignty hopes to unleash with its Spellplague experiments.

HISTORY

A notable consequence of the Spellplague was the advent of the Abolethic Sovereignty. This kingdom of aberrant creatures was transplanted from Abeir, Toril's twin world. The aboleths settled in and forged Xiphru, a flying citadel that roams the world and is most often spotted in the Sea of Fallen Stars.

The Sovereignty quickly took an interest in the Spellplague, which had brought its kingdom to Faerûn. It began locating and studying areas of active Spellplague caught within magical fields or trapped in the earth's depths. The aboleths found one such patch in Underdark, far beneath Neverwinter, and a branch of the Sovereignty took up residence there several decades ago. The aboleths have been using it—and creatures kidnapped from the city—for their ambitious experiments.

When the cataclysm claimed Neverwinter and opened the Chasm, the aboleths' operations were in danger of being exposed to the surface world. Since moving the patch of Spellplague was not an option, the Sovereignty instead bolstered its defenses and sent the results of its early experiments toward the surface to repel or discourage any would-be explorers. The city above had already fallen into chaos, so no resistance was mounted. The aboleths rested contentedly for years thereafter.

Then, ten years ago, Neverember arrived in the city. The resulting flurry of activity drew the Sovereignty's attention, and the aboleths came to see Neverwinter's reconstruction and resettling as a threat to their larger plans.

GOALS

The aboleths have been at work in Neverwinter for decades, and they aren't about to let the city's reconstruction hamper their efforts. To them, the returning refugees represent a greater body of potential subjects to choose from.

Expand the Choir

The Sovereignty is collecting plaguechanged creatures to join the choir of its Symphony of Madness. Selected members act as conduits for the captured Spellplague's energy. So far, the aboleths have used the fledgling choir to douse captured monsters and kidnapped people in the corruptive magic, twisting the creatures into foulspawn servants.

The Sovereignty tests the mettle of captives before inserting them into the choir. If a candidate's body and mind survive exposure to the Spellplague, the victim is a potential match. But a creature rendered insane by the process isn't up to snuff and is recycled as a roving monster set loose through the Chasm. These latter victims are in some ways the lucky ones. Potential candidates are subjected to a series of increasingly traumatic tests to determine

SYMPHONY OF MADNESS

The Symphony of Madness releases nightmares that damage more than a sufferer's sleep. What those effects are and who endures them are up to you.

Those most affected could become spellscarred or plaguechanged and be banished to Helm's Hold. Maybe the night visions inspire violent madness or cause lingering status effects in victims. Perhaps hallucinations seize the heroes and drain their healing surges. Maybe the nightmares provoke attack penalties during extended rests. Or the dreams could provide hints to guide players in the direction you want them to go.

Generally, use the Symphony as a tool to drive your campaign and create a sense of unease.

Theme Tie-In

The Symphony of Madness could affect characters differently. An Oghma's faithful hero might see the nightmares as a source of tempting but forbidden knowledge, while a spellscarred harbinger might be haunted by visions of a terrible future.



An aboleth in its element

their aptitude for singing in the choir. After such experimentation, little is left to identify a singer as humanoid or even natural anymore.

DREAMTHIEF DOLL

Many Neverwinter citizens use tiny totems to ward their minds as they sleep. A sleeper who rests his or her head atop a dreamthief doll doesn't suffer the strange nightmares that afflict so many people in these parts. In fact, sleepers remember no dreams at all.

Crafting a doll requires a user's lock of hair or other deeply personal possession. Patients at Helm's Hold make the eerie little totems, which sell for 15 gp each, and some people believe the users' nightmares are instead sent to the monastery's mad patients. The Prophet assures skeptics that this rumor is false. She says the dolls possess only a mild protective magic.

Harness the Primordial

As important as conquest and bolstering their forces are to the aboleths, their primary goal is far more ambitious. Even the Symphony of Madness is a cog working toward the Sovereignty's ultimate aim: seizing Maegera, the fiery primordial bound in lost Gauntlgrym.

Soon after its kingdom arrived in Toril, the Sovereignty sensed the slumbering primordial, and that realization awoke in the aboleths all manner of

THE ULTIMATE GOAL

The actual details of the aboleths' plan for Maegera are left to your design and should fit the story you want to tell. That they seek to exert the power of the Spellplague over the primordial makes a good baseline, but the consequences of that aim can vary widely.

The aboleths might want to sacrifice the primordial in a twisted burnt offering, harnessing its awesome power to make themselves gods. Or slaying the primordial might punch a hole through the fabric of reality and open a permanent rift to the Far Realm. Perhaps the Sovereignty seeks to add the primordial to its Choir, increasing the power and range of the Symphony of Madness a thousandfold.

It's also possible the aboleths are not unified in their plans for the primordial. If it aids your game, sow division in their ranks. The stakes are, after all, extremely high. If your campaign takes this turn, make this schism a key factor in foiling the aboleths' plans.

dastardly schemes. Using their Choir, the creatures enslaved the mind flayers of the ancient dungeon and set them to learning about this potentially infinite power source. They plan to use the Spellplague to harness Maegera, dominating its mind—or whatever guiding force a primordial has—and possibly plague-changing it.

A world-shattering force under the control of the Abolethic Sovereignty—one that frightens even gods—would spell disaster for Faerûn and everyone in it.

RELATIONSHIPS

The aboleths keep careful track of their foes in the city and assume any serious attack would come from a rival power group in the region.

New Neverwinter: The activities of Lord Nevrember and his forces warrant watching but aren't cause for serious concern anymore. Now that Mayor Soman Galt serves as the aboleths' eyes and ears in Neverwinter, any emerging threats can be quickly stamped out.

Ashmadai: The aboleths disdain the Ashmadai. The one attempt the Nine Hells devils made against the Abolethic Sovereignty—sending Rohini—was an abject failure that resulted in a net gain for the Sovereignty. So the aboleths are perfectly happy to let the devil worshipers or their lieges continue feeding them converts.

Thayans: The aboleths' mind spies have been circumspectly acquiring as much information as possible about Valindra Shadowmantle. The Sovereignty hopes to eventually turn her as it did Rohini, the Prophet. However, the aboleths feel compelled to use a light touch with the Thayans. And they want at all costs to avoid provoking a battle with Thay, because Szass Tam scares even them.

Netherese: The aboleths recognize true power when they see it, and they're glad the Netherese are unaware of the Sovereignty's presence. A war now with the Shadovar would significantly disrupt their plans.

ENCOUNTERS

The aboleths can twist nearly any creature—humanoid, beast, or monster—that enters the region. For covert operations, they can use the Symphony of Madness to alter humanoids in subtle ways, making them aberrant and subservient to the Sovereignty without arousing suspicions in people around them. Such victims make excellent spies and sacrificial pawns.

Some of the aboleths' servitors are more obvious: foulspawn, gricks, grell, and nothics. Culled from the Underdark or created from weaker vessels, these monsters serve as soldiers and shock troops, guarding

the Chasm and keeping topside creatures from delving inside.

The monsters in the table (especially when augmented by the plaguechanged monster theme) and those in this section make excellent choices for encounters with the Sovereignty's servants.

ABOLETHIC SOVEREIGNTY ENCOUNTERS

Creature	Level and Role	Source
Fell Taint Lasher	1 Soldier	MM2
Fell Taint Pulsar	1 Artillery	MM2
Fell Taint Thought Eater	2 Controller	MM2
Guard Drake	2 Brute	MV
Human Goon	2 Minion Soldier	MV
Nothic Mindwarp	3 Lurker	*
Grell Strangler	4 Brute	*
Fell Taint Warp Wender	4 Controller	MM2
Aboleth Remnant	5 Brute	*
Beholder Gauth	5 Elite Artillery	MM2
Plaguechanged Gibberling Bunch	6 Brute	FRCG
Nothic Plaguegazer	6 Lurker	*
Aboleth Opener	7 Skirmisher	*
Carrion Crawler	7 Controller	MM
Grell	7 Elite Soldier	MM
Human Thug	7 Minion Skirmisher	MV
Human Transmuter	7 Controller	MV
Ustilagor	7 Lurker	MM3
Foulspawn Grue	8 Controller	MM
Foulspawn Mangler	8 Skirmisher	MM
Destrachan	9 Artillery	MM
Foulspawn Berserker	9 Soldier	MM
Plaguechanged Ghoul	9 Brute	FRCG
Beholder	9 Solo Artillery	MV
Mooncalf	10 Controller	MVN
Manticore Striker	10 Skirmisher	MV
Mooncalf Harvester	10 Skirmisher	MVN

*: Presented in this section. MV: Monster Vault. MVN: Monster Vault: Threats to the Nentir Vale. MM: Monster Manual. MM2: Monster Manual 2. MM3: Monster Manual 3. FRCG: Forgotten Realms Campaign Guide.

Aboleth Opener

An aboleth opener psychically lacerates a creature's mind and inserts its own will, destroying the vessel's mental defenses. It turns foes against one another and claims winners for exposure to the Spellplague and enslavement. When melee is unavoidable, its tentacles part flesh as easily as its psionic ability rends minds.

Aboleth Opener

Large aberrant magical beast (aquatic)

Level 7 Controller

XP 300

HP 82; Bloodied 41

Initiative +7

AC 21, Fortitude 20, Reflex 17, Will 20

Perception +6

Speed 5, swim 10

Darkvision

TRAITS

➊ Eroding Mucus Haze (psychic) ♦ Aura 5

The aura is difficult terrain for enemies. Any dazed enemy that starts its turn in the aura takes 5 psychic damage.

STANDARD ACTIONS

➊ Flaying Tentacle ♦ At-Will

Attack: Melee 2 (one creature); +12 vs. AC

Hit: 1d8 + 5 damage, and the target takes ongoing 5 damage (save ends).

➋ Mental Lance (psychic) ♦ At-Will

Attack: Ranged 5 (one or two creatures); +10 vs. Will

Hit: 1d6 + 3 psychic damage, and the target is dazed until the end of its next turn.

MINOR ACTIONS

➌ Enslave Open Mind (charm) ♦ Recharge when no creature is dominated by this power

Attack: Ranged 5 (one dazed creature); +10 vs. Will

Hit: The target is dominated (save ends).

Skills Arcana +12, Dungeoneering +11, Insight +11

Str 17 (+6) Dex 11 (+3) Wis 16 (+6)

Con 18 (+7) Int 19 (+7) Cha 18 (+7)

Alignment evil Languages Deep Speech, telepathy 20

Aboleth Remnant

Not even aboleths escape exposure to the Spellplague's energy unscathed. The chaotic arcane emanations can warp an aboleth into a mad, flailing creature. An aboleth remnant looks much like an untouched aboleth, but its body ceaselessly spawns and sheds tentacles and other gnarled limbs. It also exudes madness like sweat, infecting nearby natural creatures. Unlike other aboleths, a remnant can fly. On occasion, one such pathetic creature is spotted repeatedly dashing its body against rock walls or earthen ceilings.

Aboleth Remnant

Large aberrant magical beast (aquatic)

Level 5 Brute

XP 200

HP 78; Bloodied 39

Initiative +6

AC 19, Fortitude 18, Reflex 17, Will 15

Perception +3

Speed 5, fly 7 (hover), swim 10

Darkvision

TRAITS

➊ Maddening Mucus ♦ Aura 2

The aura is difficult terrain for enemies, and they grant combat advantage while in it.

STANDARD ACTIONS

➊ Telescoping Tentacle ♦ At-Will

Attack: Melee 2 (one creature); +10 vs. AC

Hit: 2d10 + 5 damage, and the target falls prone.

➋ Tentacle Flurry ♦ Recharge when first bloodied

Attack: Close burst 2 (enemies in the burst); +8 vs. Reflex

Hit: 2d6 + 5 damage, and the target is dazed (save ends).

Miss: Half damage.

Skills Stealth +11

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

Con 18 (+6) Int 15 (+4) Cha 12 (+3)

Alignment chaotic evil Languages Deep Speech, telepathy 20

The Sovereignty sends an aboleth remnant where it does all its trash—the ranks of the shock troops. There the creature remains until another plague-changed monster or an intruder kills it.

Grell Strangler

Unlike their more venomous cousins described in the *Monster Manual*, grell stranglers prefer throttling their victims. A strangler stays hidden until its foes are distracted. Then the monster swiftly and silently coils its long, prehensile tentacles around a creature's neck and carries it off to be consumed privately. Usually, a strangler's quarry is dead long before the aberrant beast reaches its lair.

Grell Strangler		Level 4 Skirmisher
Medium aberrant magical beast (blind)		XP 175
HP 55; Bloodied 27	Initiative +7	
AC 18, Fortitude 17, Reflex 16, Will 14	Perception +8	
Speed 1 (clumsy), fly 6 (hover)	Blindsight 12	
TRAITS		
Combat Advantage		
The grell deals 1d6 extra damage against any creature granting combat advantage to it.		
STANDARD ACTIONS		
⊕ Tentacle Lash (poison) ♦ At-Will		
Attack: Melee 2 (one creature); +9 vs. AC		
Hit: 1d6 + 7 damage, and the target grants combat advantage until the end of the grell's next turn.		
† Grasping Tentacles ♦ Recharge when the grell has no creature grabbed		
Effect: The grell can shift 1 square before the attack.		
Attack: Melee 2 (one creature); +7 vs. Fortitude		
Hit: 1d6 + 4 damage, and the target is grabbed (escape DC 16). The grell can shift 1 square and then pull the target up to 2 squares. Until the grab ends, the target takes ongoing 5 damage and cannot make opportunity attacks.		
MOVE ACTIONS		
Haul Away ♦ At-Will		
Requirement: The grell must have a Medium or smaller creature grabbed.		
Effect: The grell shifts up to half its speed, pulling the grabbed creature to a square adjacent to it.		
Skills Stealth +10		
Str 18 (+6)	Dex 17 (+5)	Wis 12 (+3)
Con 15 (+4)	Int 11 (+2)	Cha 8 (+1)
Alignment evil	Languages Deep Speech	

Nothic Plaguegazer

Chaos magic rarely takes physical form. But when it does, the monster it births is horrific. A nothic plaguegazer has a mottled, shifting carapace, and a creature that gazes into its single eye contracts a debilitating spell sickness.



Nothic plaguegazer

Nothic Plaguegazer		Level 6 Artillery
Medium aberrant humanoid		XP 250
HP 60; Bloodied 30	Initiative +7	
AC 20, Fortitude 19, Reflex 17, Will 16	Perception +5	
Speed 6	Darkvision, truesight 10	
TRAITS		
Oozing Plague (poison)		
Any creature that ends its turn adjacent to the nothic takes ongoing 5 poison damage (save ends).		
STANDARD ACTIONS		
⊕ Claw ♦ At-Will		
Attack: Melee 1 (one creature); +11 vs. AC		
Hit: 1d6 + 8 damage.		
† Sickening Gaze (necrotic, poison) ♦ At-Will		
Attack: Ranged 10 (one creature); +11 vs. Fortitude		
Hit: 1d6 + 3 necrotic damage, and the target is slowed and takes ongoing 5 poison damage (save ends both).		
First Failed Saving Throw: The target is immobilized instead of slowed.		
✿ Spread the Infection (necrotic, poison) ♦ Recharge when first bloodied		
Attack: Area burst 1 centered on a creature taking ongoing poison damage within 10 (creatures in the burst); +11 vs. Fortitude		
Hit: 1d6 + 3 necrotic damage, and ongoing 10 poison damage (save ends).		
Miss: Half damage, and ongoing 5 poison damage (save ends).		
Skills Stealth +12		
Str 15 (+5)	Dex 18 (+7)	Wis 14 (+5)
Con 18 (+7)	Int 10 (+3)	Cha 9 (+2)
Alignment unaligned	Languages Deep Speech	

Nothic Mindwarp

When chaos magic merges with a bubble of psychic insanity, a nothic mindwarp scrabbles into existence. Dashing about in psychotic glee, the monster can mesmerize a foe caught in the stare of its eye and then deliver wounds to that creature while at the same time becoming invisible to its other enemies.

Nothic Mindwarp	Level 3 Lurker	
Medium aberrant humanoid	XP 150	
HP 42; Bloodied 21	Initiative +8	
AC 17, Fortitude 16, Reflex 15, Will 13	Perception +2	
Speed 6	Darkvision, truesight 10	
STANDARD ACTIONS		
➊ Claw ♦ At-Will		
Attack: Melee 1 (one creature); +8 vs. AC		
Hit: 2d6 + 4 damage.		
➋ Warping Gaze (illusion, psychic) ♦ Recharge when an enemy saves against this power		
Attack: Ranged 5 (one enemy); +6 vs. Will		
Hit: 2d6 + 4 psychic damage, and the target grants combat advantage (save ends). Until the target saves against this effect, the nothic is invisible to every enemy but the target, and its claw deals 1d6 extra damage to the target.		
Miss: The nothic has partial concealment until the end of its next turn.		
➌ Forbidding Glare (fear, psychic) ♦ Encounter		
Attack: Close burst 2 (enemies in the burst); +6 vs. Will		
Hit: 1d8 + 4 psychic damage, and the nothic pushes the target up to 2 squares.		
Miss: Half damage, and the nothic can push the target 1 square.		
Skills Stealth +9		
Str 16 (+4)	Dex 16 (+4)	Wis 12 (+2)
Con 18 (+5)	Int 8 (+0)	Cha 9 (+0)
Alignment unaligned	Languages Deep Speech	

PLAGUECHANGED MONSTER THEME

The Spellplague distorts everything it encounters—stone, flesh, spirit. Creatures infested by its corruptive influence, known as plaguechanged, manifest bizarre arcane powers. Every plaguechanged being is affected differently, and a new ability might reveal itself in a sudden, unforeseen way. One monster might blaze with blue fire when angered. Another might display a rippling blue scar that snakes across its body. In contrast, spellscarred creatures exhibit a relatively minor version of the affliction. The single attribute linking all plaguechanged and spellscarred creatures is some manifestation of the Spellplague's hallmark blue flame.

To build creatures that have been warped by the Spellplague, use the plaguechanged monster theme presented here or one of the monster templates in another source, such as the scion of flame in the *Dungeon Master's Guide* or the chaos warrior in *Dungeon Master's Guide 2*.

To use the plaguechanged monster theme, add one attack power and one utility power from the following selections to a monster of your choice.

Attack Powers

The Spellplague destroys, and the plaguechanged most easily channel its power into violence. Such attacks often deal extra fire damage or allow enhanced mobility, making them excellent choices for brutes, skirmishers, and controllers.

Blue Fire Burst The wounded beast's blood turns to flame, roaring forth to destroy all.

➌ Blue Fire Burst (fire, force) ♦ Encounter (Immediate Reaction)
Trigger: The plaguechanged creature is bloodied.
Attack: Close burst 2 (creatures in the burst); the plaguechanged creature's level + 3 vs. Reflex
Hit: 2d8 + the plaguechanged creature's level fire and force damage, and the creature pushes the target up to 2 squares.
Miss: Half damage.

Inferno Step The plaguechanged creature turns into a mass of flame, then regains its corporeal form in a great, searing explosion.

➌ Inferno Step (fire, teleportation) ♦ Encounter (Standard Action)
Effect: The plaguechanged creature teleports up to 5 squares before the attack.
Attack: Close burst 1 (creatures in the burst); the plaguechanged creature's level + 3 vs. Reflex
Hit: 2d8 + the plaguechanged creature's level fire damage, and the target falls prone.
Miss: Half damage.

Scouring Lash A whip of flame lashes from the creature's mouth or hand, driving foes back.

➌ Scouring Lash (fire, force) ♦ At-Will (Standard Action)
Attack: Melee 2 (one creature); the plaguechanged creature's level + 5 vs. AC
Hit: 2d6 + the plaguechanged creature's level fire and force damage, and the creature can slide the target 1 square.
Miss: Half damage.

Unraveling Touch At a single touch, the creature changes flesh into a bubbling mass of corruption.

➌ Unraveling Touch (fire, necrotic) ♦ Encounter (Standard Action)
Attack: Melee 1 (one creature granting combat advantage to the plaguechanged creature); the plaguechanged creature's level + 3 vs. Fortitude
Hit: 2d6 + the plaguechanged creature's level fire and necrotic damage, and the target is dazed (save ends).
Miss: Half damage, and the target is dazed until the end of the plaguechanged creature's next turn.



A plaguechanged dwarf uses burning gaze

Utility Powers

Some of the blessings of the Spellplague are defensive in nature. They give plaguechanged creatures added survivability in combat, or aid them in setting up ambushes.

Burning Gaze Eyes alight with azure flame, the monster sees all. Creatures caught in its fell gaze cannot hide.

Burning Gaze ♦ Encounter (Minor Action)

Effect: Invisible or otherwise hidden enemies within 5 squares of the plaguechanged creature glow with blue flame, losing the benefits of any concealment and instead granting combat advantage until the end of the plaguechanged creature's next turn.

Sustain Minor: The effect persists.

Devourer of Flame The creature devours flame as if it were food, growing stronger.

Devourer of Flame ♦ Encounter (Immediate Reaction)

Trigger: The plaguechanged creature takes fire damage.

Effect: The creature gains temporary hit points equal to half the fire damage, and it gains a +4 power bonus to damage rolls until the end of its next turn.

Wings of Blue Fire Blood-streaked curtains of azure fire emerge from the creature's shoulders, turning to burning wings that carry it across the field.

Wings of Blue Fire ♦ Encounter (Move Action)

Effect: The plaguechanged creature flies a number of squares up to its speed. Any creature that makes an opportunity attack against the creature during this movement takes fire damage equal to the creature's level.

PROPHET OF HELM'S HOLD

Few creatures in Neverwinter have as twisted a history—or nature—as Rohini, the Prophet of Helm's Hold. Most know her only as the Prophet, and those living at Helm's Hold treat her like a beloved goddess.

The Prophet looks like a comely, approachable female human—attractive, but not so beautiful as to distract or bring anxiety to anyone who speaks with her. Her laughter is infectious, and her presence sets people at ease. She is easy to trust, and people reveal their deepest secrets and fears to her. But Rohini is a far different being from what she seems to be.

She first existed as a succubus in service to the devil lords of the Nine Hells. A consummate seductress known for her prowess at navigating complex intrigues, Rohini was sent to Faerûn to infiltrate the Abolethic Sovereignty. Her first assignment was to infiltrate the growing spellscarred treatment center at the House of Knowledge. When she murdered the center's head researcher, Brother Anthus, she quickly drew the aboleths' attention and interest. A Sovereignty-corrupted priest named Brother Vartan exposed her to the Hex Locus (page 174). This fragment of solidified Spellplague warped her immortal flesh, imbuing her with foulspawn essence.

Now the Prophet's primary purpose is stewardship of the Hex Locus, which she moved to Helm's Hold to prevent its detection. Secondarily, she collects and tests subjects for the choir, using the Helm's Hold monastery as a base of operations. Of course, the Abolethic Sovereignty also uses her as a mouthpiece for “prophecies” that can influence others’ actions in the region.

Rohini earned her sobriquet through the foretellings she speaks of pivotal events to come, both good and ill. No one in Helm's Hold openly questions her title. The few who are quietly skeptical would prefer to dismiss her as a lunatic, but her pronouncements tend to come true.

In truth, the Sovereignty causes or otherwise anticipates events in such a way that Rohini's prophecies are validated.

Rohini the Healer

The Prophet claims knowledge of extraordinary mysteries beyond mortal understanding. She says this awareness gives her the power to purify the worthy. She bestows “healing” on individuals that have been visited by the Spellplague. While under her ministrations—or affected by her kiss—a creature feels no pain and exudes contentment.

The creatures that work in the depths of the sanatorium at Helm’s Hold are aware that many of the Prophet’s patients become increasingly ill, even though they think they’re getting better. Invalids that receive her most aggressive healing techniques—and thereby realize the dark, terrifying truth beneath her beautiful surface—go insane.

The Prophet Rohini	Level 9 Controller
Medium aberrant humanoid (devil, shapechanger)	XP 400
HP 98; Bloodied 49	Initiative +7
AC 23, Fortitude 21, Reflex 21, Will 23	Perception +7
Speed 6, fly 6	Darkvision
Immune blinded, gaze effects; Resist 10 fire, 10 psychic	
STANDARD ACTIONS	
➊ Maddening Touch (psychic) ♦ At-Will	
Attack: Melee 1 (one creature); +14 vs. AC	
Hit: 3d6 + 6 psychic damage, and Rohini slides the target up to 2 squares.	
➋ Soul-Wrenching Kiss (fire, psychic) ♦ At-Will	
Attack: Melee 1 (one creature); +12 vs. Will	
Hit: The target cannot attack Rohini and takes ongoing 10 fire and psychic damage (save ends both). Until the effect ends, the target cannot willingly end its turn farther away from Rohini than where it started. This effect ends if Rohini attacks the target or uses the power against a different creature.	
➌ Forcible Domination (charm) ♦ At-Will	
Attack: Ranged 5 (one creature); +12 vs. Will	
Hit: The target is dominated until the end of Rohini’s next turn.	
MINOR ACTIONS	
Change Shape (polymorph) ♦ At-Will	
Effect: Rohini alters her physical form to appear as a member of any Medium humanoid race (including a unique individual) until she uses <i>change shape</i> again or until she drops to 0 hit points. To assume a specific individual’s form, Rohini must have seen that individual. Other creatures can make a DC 30 Insight check to discern that the form is a disguise.	
TRIGGERED ACTIONS	
Mind-Warped Bodyguard (charm, teleportation) ♦ At-Will	
Trigger: A melee or a ranged attack targets Rohini while she is within 5 squares of a creature affected by her soul-wrenching kiss.	
Effect (Immediate Interrupt): Rohini and the creature affected by her soul-wrenching kiss teleport, swapping positions, and the triggering attack instead targets that creature.	
Skills Arcana +13, Bluff +15, Diplomacy +15, Dungeoneering +12	
Str 17 (+7) Dex 17 (+7) Wis 16 (+7)	
Con 18 (+8) Int 18 (+8) Cha 22 (+10)	
Alignment chaotic evil	Languages Common, Deep Speech, Supernal

FIRST IMPRESSION

Rohini’s loyalties are up to you. She might be the Sovereignty’s thrall, or her servitude could be a cover that masks her true identity as a Nine Hells agent.

When the characters first meet her, Rohini presents herself as exactly what she seems: a selfless humanitarian. She knows how to elicit sympathy, whether it requires healing hurt heroes or arranging for her minions to attack her.

In the scenario presented here, Rohini represents the Abolethic Sovereignty’s interests in the region, and a campaign against the aboleths might require characters to move against Rohini. But how they decide to engage her will be pivotal. Boneheaded actions could spell disaster for the heroes, the monastery, or the whole of Helm’s Hold. On the other hand, clever and well-planned maneuvers could seriously set back the Sovereignty’s plans and save a whole lot of lives.

Chartilifax, Corrupted Green Dragon

A personal servant to the Prophet, Chartilifax is a lethal asset for the Abolethic Sovereignty. He is a twisted and powerful green dragon who serves the succubus as personal jailer and mobile weapon.

Until several seasons ago, the young green dragon made his home in Neverwinter Wood. The local constabulary mustered a force to deal with the beast, but none of the would-be dragonslayers returned home. So the Prophet of Helm’s Hold intervened. Her foreknowledge, she said, led her to believe she could deal with this dragon—as long as the townsfolk kept their faith in her.

Rohini caught Chartilifax in the thrall of her beauty long enough to bestow a kiss on him, binding the dragon to her will. Then the Prophet opened her mind to her dragon and drove him instantly mad.

Shortly after Chartilifax’s capture, Rohini assigned her foulspawn sorcerers to forcibly alter his form. Today, the beast, often in the form of a green-skinned elf, lurks in the crypts beneath Helm’s Hold. He spends his days fulfilling the simple task Rohini set him—dispose of any intruders who attempt to find the Hex Locus. He is not wholly unapproachable, particularly if the heroes have his favorite food: fire magic. He loves riddles and plays cat-and-mouse stalking games with clever adventurers, treasuring the hunt and kill as he did in Neverwinter Wood.

To use Chartilifax in an encounter, start with the young green dragon in *Monster Vault* and add resist 10 psychic, the *change shape* power (as Rohini but Insight DC 27), and the *devourer of flame* power (page 96).

Ashmadai

Devil worship? In Neverwinter? Why, my pretty lass, I'm afraid you've been misinformed. The Lord Protector does his job well, and I assure you we're safe from such things. Now, why don't you let me pour you another cup of wine? If you're frightened, you can sit closer to me.

—Mordai Vell

A secret society rules the shadows of Neverwinter's surface streets. Few dare to even whisper their fears of it. After all, anyone could don a pleasant smile and still be a member of the Ashmadai, a brutal cult of devil worshipers sworn to Asmodeus.

The Ashmadai is well connected. In the past few decades—before and after the cataclysm—its members burrowed deep into every organization in Neverwinter. Now no one really knows who is a loyal friend and who is a devil-worshiping enemy.

Ashmadai cultists come from all walks of life—poor or wealthy, male or female, any race or creed. The three traits that unite them are a tendency toward arrogance, a shared faith in (and fear of) Asmodeus, and a curious mark branded on their chests, which they usually take pains to hide. Often, members do not know one another on sight, and the brand is the only way they can identify each other.

HISTORY

Years before the cataclysm, cultists of Asmodeus—calling themselves the Ashmadai, or Messengers of the Raging Fiend—began working in the region as agents of Thay. The exact nature of the bargain between Szass Tam and the cult remains unclear. What is known is that Thay's regent possessed a powerful magic scepter that the Ashmadai consider a holy relic. Originally, he employed cultists to meet the needs of surface operations in Neverwinter under his agent, Sylora Salm, a Red Wizard tasked with raising the Dread Ring in Neverwinter Wood.

It was Salm's intent to manipulate a dwarf of Delzoun blood into releasing the primordial and thereby cause enough deaths to power the Dread Ring. But her plans ran afoul of Drizzt Do'Urden, Jarlaxle, and their companions. Salm fled the region, causing the loyalty of the Ashmadai to waver until the lich Valindra Shadowmantle revealed her possession of the magic scepter. The cultists have not seen the scepter in some time, but they assume Valindra has secreted it away to keep it from them. In truth, Szass Tam has reclaimed it. Even though many Ashmadai cultists still serve Valindra, the cult's aims have diverged from Thay's.

The Ashmadai is split into two distinct sects. One is slavishly loyal to Asmodeus, and the other is populated by cunning and manipulative

creatures who care more about acquiring power than paying homage to it. The former group, led by the dwarf Favria, consists of older and less studied cultists who still serve Thay as the scepter's holder. The less fanatical branch, led by the tiefling Mordai Vell, is responsible for the Ashmadai's rise in Neverwinter as a shady, manipulative powerhouse. The two sects rarely interact, and most cultists don't know members of their own branch, let alone ones in the other. However, the sect's leaders meet often to discuss the cult's machinations. In this way, the Ashmadai conducts its own business right under Valindra's nose.

WORKING FROM WITHIN

The Ashmadai cultists can offer a persistent threat for the heroes throughout the campaign and can be used in multiple ways, including as raging zealots, insidious spies, or seductive would-be allies.

If the characters can infiltrate a branch of the organization, perhaps posing as potential members, they might learn about the Ashmadai's Neverwinter operations. They probably won't learn a lot, given the cult's tiered organization, but certain knowledge of the Ashmadai's bases, operations, or procedures could help dismantle the cult or blackmail its members into working for the adventurers' benefit.

Either of the two sects should be difficult for characters to eliminate, especially given the Ashmadai's extensive network. Even if the heroes defeat Mordai and Favria, agents of Asmodeus could keep popping up throughout the campaign.

GOALS

The Ashmadai still pays lip service to Thay, but it advances plots of its own through Mordai Vell's subtler branch of the cult. Members of the other Ashmadai cult are little more than thugs, loyal only to Asmodeus and his chosen representative, Favria.

By Hook or by Crook

As befits servants of Asmodeus, the supreme master of the Nine Hells, Ashmadai cultists seek to control Neverwinter, either as daylight rulers or covertly through intimidation and blackmail. Lacking the numbers and individual power to flout Lord Neverember's thugs, the cult cannot yet operate openly in the city.

Therefore, Mordai Vell uses a pod system to manage his sect and shroud it from prying eyes. The highest-ranking members report separately to Mordai and do not know each other. Each of those leaders has his or her own pod whose cultists report separately to that individual—and so on down through the ranks. Each higher-ranking member regularly assigns

tasks to inferior cultists without disclosing the larger scheme. Many of these tasks involve recruiting young nobles and merchant scions who are easily swayed by promises of power, wealth, or influence.

Recently, Mordai has become more aggressive, instructing his followers to mark shellacked buildings and corpses with the sign of Asmodeus. By intimidating the community in this way, Mordai intends to cow the populace into quiescence, paving the way for genuine rulership. Favria disapproves of this strategy but can't ignore its success. The townsfolk are increasingly fearful of what the symbol represents, and they more readily cooperate with cultists' demands.

Theme Tie-In

The heroes might be approached through subtle channels for recruitment into the cult, particularly if a devil's pawn, a Neverwinter noble, or some other well-born individual is among their ranks. An induction involves dark rituals and, of course, the telltale branding of Asmodeus.

Resist the Aboleths

The Ashmadai are in a turf war for Neverwinter, and Mordai is determined to make sure the city falls to him and not the aboleths. Specifically, the Ashmadai seeks to undermine the Chasm in southeast Neverwinter. If possible, Mordai wants to seal it shut. Until then, cultists actively hamper the Abolethic Sovereignty's efforts to turn citizens into mind slaves (only Ashmadai should be people's masters), and they make a special priority to drive out or kill known aboleth agents in the city. When the heroes come to the Ashmadai's notice, enlisting their aid in these tasks—either through manipulation or open negotiations—becomes a high priority.

Outmaneuver Thay

Ashmadai cultists are adept at applying pressure to gain what they want. In particular, they want to turn the tables on Szass Tam by recovering the scepter (which they believe Valindra has). They also covet Valindra's phylactery because they'd like to pay back her abuses in kind. With either item in their possession—preferably both—the Ashmadai leaders are confident they'll finally be able to throw off Thay for good and establish the cult as the dominant force in Neverwinter.

Little do they know that Szass Tam again has the scepter. Valindra's phylactery is discussed on page 108.

Kidnap Mortal Souls

Few Ashmadai devil-worshipers have much power individually. But when they ritually combine their strength, they can summon devils. Thus, cultists assign imps, burning devils, legion devils, and others to bring chaos, devastation, and despair to their foes

and people they just don't like. Rituals to summon these fiends involve extensive bloodletting.

Because they're Asmodeus's devotees, the cultists have a unique pact with the Nine Hells. Every time the Ashmadai summons a devil, it must also bind a mortal creature to the essence of a devil. Thus, Ashmadai thugs regularly kidnap victims from across the region and deliver them to pens from which higher-ranking members can draw as needed for devil-spirit bindings. It might be possible to rescue a possessed individual, but the longer a fiend dwells inside a mortal body, the more the body decays. Within days, it is fit only for an unclean spirit.

You can run possessed individuals however you want. Perhaps their appearances don't change, but infernal souls control their bodies. You could apply a template or a monster theme, or pair the victims' bodies with devils' statistics.



WHAT THE DEVIL . . . ?

Asmodeus's plans for Neverwinter are whatever you want them to be. The ruler of the Nine Hells might want to establish dominance in Neverwinter as the cornerstone of a growing mortal empire. Or perhaps he plans to build a proper enclave to found a new religious order, starting with the Ashmadai, or raise an army of cambions (*Monster Manual* 3).

Maybe his designs extend beyond Neverwinter and echo those of the Abolethic Sovereignty—dominating the primordial trapped in Gauntlgrym. Or perhaps Asmodeus is playing a deeper game and intends to use the Ashmadai's involvement with Thay to discover a way to usurp Szass Tam.

RELATIONSHIPS

Being a secret society deeply interested in cloak-and-blood-dagger work, the Ashmadai keeps close tabs on other organizations operating in the city.

New Neverwinter: The Ashmadai try to corrupt New Neverwinter supporters at every opportunity. Cultists haven't been able to sway Mayor Soman Galt, so they've begun focusing on the Mintarn mercenaries instead. Mordai Vell has his suspicions about Galt, but the sect leader wants more evidence before he marks the mayor for death. For now, Mordai is working on General Sabine, whom he regularly invites to his estate. Ultimately, the devil-worshipers

aim to corrupt Lord Neverember and send him back to Waterdeep so the Ashmadai can actively run both cities. As for Neverember, he thoroughly enjoys Mordai's company, and the two spend time together often.

Abolethic Sovereignty: The cultists actively work to thwart the aboleths, but whatever gains they've made have failed to convince the Sovereignty to consider the Ashmadai a serious threat. Likely, this indifference explains the cult's continued existence.

Thayans: The Ashmadai cultists still pay some fealty to Valindra—at least enough to keep her from seeing the knife they hold poised behind her back. Once they recover the scepter or find her phylactery, they intend to move against the lich.

Netherese: The devil-worshipers are in awe of the Netherese, whose representatives have approached Mordai on several occasions. The cultists cannot allow the Thayans to see them in bed with the Netherese, however, so such meetings are kept a close secret.

ENCOUNTERS

The Ashmadai are everywhere, employing seemingly innocuous agents (either through bribery or blackmail) and monsters alike. Its actual members—all boasting Asmodeus's hellfire-etched brand—are masters of deceit and treachery, attacking when foes are weak or unsuspecting.

ASHMADAI ENCOUNTERS

Creature	Level and Role	Source
Fell Court Creep	2 Minion Brute	MVN
Tar Devil Harrier	3 Artillery	MVN
Seared Devil	3 Brute	*
Tar Devil Brawler	3 Brute	MVN
Imp	3 Lurker	MV
Fell Court Creep	3 Minion Skirmisher	MVN
Infernal Armor Animus	3 Minion Soldier	MM2
Fell Court Hellmage	4 Artillery	MVN
Hellfire Warlock	4 Artillery	*
Branded Zealot	4 Brute	*
Burning Devil	4 Minion Skirmisher	PA
Tar Devil Guard	4 Soldier	MVN
Fimbrul Devil	5 Controller	*
Spined Devil	6 Skirmisher	MM
Human Transmuter	7 Controller	MV
Human Thug	7 Minion Skirmisher	MV
Cambion Hellsword	8 Brute	MM
Human Duelist	8 Soldier	MV
Pain Devil	8 Soldier	MP
Succubus	9 Controller	MV
Chained Cambion	10 Controller	MM3

*: Presented in this section. MV: *Monster Vault*. MVN: *Monster Vault: Threats to the Nentir Vale*. MM: *Monster Manual*. MM2: *Monster Manual 2*. MM3: *Monster Manual 3*. MP: *Manual of the Planes*. PA: *The Plane Above: Secrets of the Astral Sea*.

Mordai Vell, Patriarch of Asmodeus

The Ashmadai's vibrant leader smolders with the sort of confidence only a god's favorite mortal can know. Tall and dark, Mordai has luminous gold eyes even though most tieflings boast red or black ones. Charisma practically drips from him, setting all around him off their guard. His obvious wealth doesn't hurt, either. As the last heir of a noble family (one whose holdings remained remarkably intact after the cataclysm), he exerts great influence over Neverwinter's economy and politics.

Mordai is arrogance incarnate. He pursues whatever interests him, regardless of how far he must reach. He trusts in his combination of charm, status, wealth, and service to Asmodeus to gain him what he wants.

Mordai is a smooth operator—charming, rich, and always keen on how he might ally with new acquaintances and use them. The devil worshiper is generous, appealing, slick, and flirtatious when it suits his



Mordai Vell

purposes. He rarely reveals his true loyalties—and only to select initiates and high-ranking cultists.

Mordai leads the Ashmadai sect that is more liberal in its interpretation of Asmodeus's edicts. Its cultists have little loyalty to Thay (or to anyone else, for that matter). Mordai sees even Asmodeus as a means to an end rather than as his master.

The cult leader lies as easily and smoothly as other people breathe. Dissembling amuses him, and he crafts intrigues interwoven with truths so well that even his closest allies cannot tell when he intends treachery.

Recently, this penchant for treachery has manifested in secret meetings with a duergar named Nimor Ironvice (page 131). The duergar claims to know where to find an exotic metal known as hellthorn and wants to sell supplies of it to Mordai. The metal is easily imbued with infernal enchantments and would prove valuable to the cult. Mordai has had the duergar followed, but Nimor is careful to prevent the leader from discovering where he gets the metal.

Mordai Vell		Level 6 Lurker
Medium natural humanoid, tiefling		
HP 60; Bloodied 30		Initiative +11
AC 20, Fortitude 17, Reflex 18, Will 19		Perception +5
Speed 6		Low-light vision
Resist 10 fire		
STANDARD ACTIONS		
④ Rod (weapon) ♦ At-Will		
Attack: Melee 1 (one creature); +11 vs. AC		
Hit: 2d6 + 2 damage, and Mordai pushes the target up to 2 squares.		
↳ Fiery Corona (fire, force, implement) ♦ Recharge when Mordai uses <i>shrouded in fire</i>		
Attack: Close burst 2 (creatures in the burst); +9 vs. Reflex		
Hit: 2d6 + 6 fire and force damage, and ongoing 5 fire damage (save ends).		
Shrouded in Fire (fire, teleportation) ♦ Recharge when Mordai uses <i>fiery corona</i>		
Effect: Each creature adjacent to Mordai takes 5 fire damage, and Mordai becomes invisible and then teleports up to 5 squares. The invisibility lasts until Mordai attacks or until the end of his next turn.		
Skills Bluff +13, Diplomacy +13, Religion +12, Stealth +12		
Str 14 (+5)	Dex 18 (+7)	Wis 14 (+5)
Con 18 (+7)	Int 19 (+7)	Cha 20 (+8)
Alignment evil	Languages Common	
Equipment rod		

Favria, Dwarf Assassin

If Mordai is the beautiful face of the Ashmadai, Favria represents its uglier reality—as the whip-scars across her face attest. Born as a slave to a group of Asmodeus-worshiping duergar, she escaped as a young adult after orchestrating a riot. Despite the abuses she suffered under the duergar, she has retained a vestige of her masters' tyrannical faith.

Some years later, Favria made her way to Neverwinter in search of Gauntlgrym. There she found kindred souls in the form of the Ashmadai. Over time, she intimidated many of the group's members into lining up behind her. With the city as a supply base, she continues to search for the lost dwarven city, which she intends to find and claim for her infernal master.

But she has other responsibilities as well. Hers is the face the Ashmadai shows to Valindra Shadowmantle, whom she believes holds the cult's coveted scepter of Asmodeus. Unlike Mordai, Favria knows what their god's relic can do. And playing the obsequious servant doesn't ruffle her feathers; she's had plenty of practice. One day soon, she intends to slit some throats and claim her prize.

Mordai's complete opposite, Favria has no patience for the highbrow dance that nobles and politicians frequently engage in. If she sees a problem, she picks



Favria



Fimbrul devil

up her crossbows, gathers some thugs, and takes care of it. However, she does recognize the general value of Mordai's approach, and she has no desire to disrupt his efforts, which have gained the Ashmadai many new cultists and a lot more power. So Favria avoids staying in the city for long periods. Instead, she has set up camp in the ruins of Thundertree. From there, she tracks activity in the city and everywhere the Thayans employ the Ashmadai, such as at the Dread Ring.

Like their leader, the members of Favria's sect are brutal and zealous, preferring to solve their problems with blades rather than words. They respect the dwarf for her battle prowess and acknowledge her wits. The cultists intend to help Favria find Gauntlgrym. Of course, the Ashmadai leader has no idea that Asmodeus-worshiping duergar dwell at that site. Were she to find out, she might seek alliance with them for the good of the cult, or her hatred of those who abused her could overcome her good sense.

Favria	Level 5 Skirmisher	
Medium natural humanoid, dwarf	XP 200	
HP 68; Bloodied 34	Initiative +8	
AC 19, Fortitude 18, Reflex 17, Will 16	Perception +5	
Speed 6	Darkvision	
Resist 5 fire, 5 poison		
STANDARD ACTIONS		
① Bladed Hand Crossbow (weapon) ♦ At-Will		
Effect: Favria can shift 1 square before or after the attack.		
Attack: Melee 1 (one creature); +10 vs. AC		
Hit: 2d6 + 3 damage, or 3d6 + 3 if Favria has combat advantage against the target.		
② Poisoned Bolt (poison, weapon) ♦ At-Will		
Attack: Ranged 10 (one creature); +10 vs. AC		
Hit: 1d8 + 3 damage, and ongoing 5 poison damage (save ends).		
Dual Assault ♦ Recharge if neither attack hits		
Effect: Favria uses bladed hand crossbow and poisoned bolt.		
Skills Athletics +9, Insight +10, Intimidate +8, Stealth +11		
Str 14 (+4)	Dex 18 (+6)	Wis 16 (+5)
Con 20 (+7)	Int 12 (+3)	Cha 12 (+3)
Alignment evil	Languages Common, Dwarven	
Equipment leather armor, 2 hand crossbows, 20 bolts		

Branded Zealot

Branded zealots make up the bulk of the initiated Ashmadai. They are unyielding in their drive to serve Asmodeus, drawing power from the soul-deep brands that mark their nefarious covenants. A typical branded zealot has little patience and a vicious temper, making the cultist easy to goad into a fight.

Branded Zealot	Level 4 Brute	
Medium natural humanoid, human	XP 175	
HP 66; Bloodied 33	Initiative +4	
AC 16, Fortitude 17, Reflex 16, Will 15	Perception +4	
Speed 6		
STANDARD ACTIONS		
① Branding Iron (fire, weapon) ♦ At-Will		
Attack: Melee 1 (one creature); +9 vs. AC		
Hit: 2d6 + 8 fire damage.		
② Hellfire Chain (fire) ♦ At-Will		
Attack: Ranged 3 (one creature); +7 vs. Fortitude		
Hit: 2d6 + 5 fire damage. The zealot pulls the target up to 2 squares, and the target is slowed until the end of its next turn.		
Bow to Your Master ♦ Recharge if neither attack hits		
Effect: The zealot uses hellfire chain. If the target is then adjacent to the zealot, the zealot uses branding iron against it. If both attacks hit, the target falls prone.		
Skills Intimidate +8, Stealth +9		
Str 17 (+5)	Dex 15 (+4)	Wis 14 (+4)
Con 16 (+5)	Int 11 (+2)	Cha 12 (+3)
Alignment evil	Languages Common	
Equipment robes, mace		

Hellfire Warlock

A hellfire warlock, having proved itself a dedicated and sinister servant, walks its path with Asmodeus's blessing, gaining the ability to wield some diabolical power. Such a cunning devotee is careful to conceal the brand it bears. It insinuates itself into enemy sanctums, where its eventual betrayal can be both surprising and effective.

Hellfire Warlock		Level 4 Artillery
Medium natural humanoid, human		XP 175
HP 48; Bloodied 24		Initiative +5
AC 18, Fortitude 17, Reflex 15, Will 16		Perception +3
Speed 6		
TRAITS		
Hellfire Affinity		
The warlock has a +2 bonus to all defenses against attacks made by creatures taking ongoing fire damage.		
STANDARD ACTIONS		
⊕ Dagger (fire, weapon) ♦ At-Will		
Attack: Melee 1 (one creature); +9 vs. AC		
Hit: 1d4 + 5 damage, and ongoing 5 fire damage (save ends).		
⊗ Hellfire (fire, implement) ♦ At-Will		
Attack: Ranged 10 (one creature); +9 vs. Reflex		
Hit: 1d6 + 4 fire damage, and ongoing 5 fire damage (save ends).		
↳ Concussive Inferno (fire, force, implement) ♦ Encounter		
Attack: Close burst 2 (enemies in the burst); +7 vs. Fortitude		
Hit: 2d6 + 2 fire and force damage, and the warlock pushes the target up to 2 squares and knocks it prone.		
Miss: Half damage, and the warlock pushes the target up to 2 squares.		
MOVE ACTIONS		
Ride the Fire (teleportation) ♦ Recharge [§; §]		
Effect: The warlock teleports, swapping positions with a creature within 10 squares of it that is taking ongoing fire damage.		
Skills Intimidate +11, Stealth +10		
Str 15 (+4)	Dex 16 (+5)	Wis 12 (+3)
Con 18 (+6)	Int 17 (+5)	Cha 18 (+6)
Alignment evil	Languages Common	
Equipment robes, dagger, rod		

Fimbrul Devil

A fimbrul devil spreads winter wherever it goes, sapping life from warm flesh. It hails from Cania or Nessus, the Hells' eighth and ninth layers. Foes who survive a battle with a fimbrul suffer persistent chills for years.

Fimbrul Devil		Level 5 Controller
Medium immortal humanoid (devil)		XP 200
HP 66; Bloodied 33		Initiative +5
AC 19, Fortitude 17, Reflex 16, Will 16		Perception +5
Speed 6 (ice walk)		
Resist 10 cold, 10 fire		
STANDARD ACTIONS		
⊕ Icy Claw (cold) ♦ At-Will		
Attack: Melee 1 (one creature); +10 vs. AC		
Hit: 2d6 + 6 cold damage.		
↳ Icy Exhalation (cold) ♦ At-Will		
Attack: Close blast 3 (creatures in the blast); +8 vs. Fortitude		
Hit: 2d6 + 3 cold damage, and the target is slowed until the end of the devil's next turn. If the target is already slowed, it is instead immobilized.		
⊗ Frozen Prison (cold) ♦ Encounter		
Attack: Ranged 5 (one creature); +8 vs. Fortitude		
Hit: 3d8 + 6 cold damage, and the target is restrained (save ends).		
Miss: Half damage, and the target is immobilized (save ends).		
Skills Stealth + 10		
Str 15 (+4)	Dex 17 (+5)	Wis 16 (+5)
Con 18 (+6)	Int 13 (+3)	Cha 12 (+3)
Alignment evil	Languages Supernal	



Seared devil

Seared Devil

Resembling a horribly burned humanoid, a seared devil crackles as it hurls its charred body at foes. The impact propels a cloud of ash into the air as the fiend's stink sends bile up enemy throats. Jealousy fuels its actions, and it snarls as it races toward the freshest uncooked bodies.

Seared Devil		Level 3 Soldier
Medium immortal humanoid (devil)		XP 150
HP 50; Bloodied 25		Initiative +5
AC 19, Fortitude 16, Reflex 14, Will 14		Perception +3
Speed 6		
Resist 10 fire		
STANDARD ACTIONS		
⊕ Ashen Slam ♦ At-Will		
Attack: Melee 1 (one creature); +8 vs. AC		
Hit: 2d6 + 4 damage, and the target is marked until the end of the devil's next turn.		
TRIGGERED ACTIONS		
Choking Ashes (fire) ♦ At-Will		
Trigger: A creature marked by the devil uses an attack power that does not include the devil as a target.		
Effect (Immediate Reaction): The triggering creature takes 5 fire damage and is slowed until the end of its next turn.		
Skills Stealth + 8		
Str 13 (+2)	Dex 14 (+3)	Wis 14 (+3)
Con 18 (+5)	Int 11 (+1)	Cha 9 (+0)
Alignment evil	Languages Supernal	

Thayans

These people haven't the slightest understanding of the power accumulating in the earth beneath them—power we must have. A pity that they stand in our way, but who knows? After some time under the earth, perhaps they, too, can be useful to us.

—Valindra Shadowmantle

No nation is as loathed or feared throughout Faerûn as the necromantic magocracy of Thay. In the remote Neverwinter region, far west of Thay's borders, opposition to Szass Tam's empire takes many forms. Upstanding citizens and would-be tyrants find themselves on the same side in an effort to fend off and repel the shambling undead creatures that slink through forests and brush along the outskirts of urban areas. Whispers course through the region's cityfolk, nomadic tribes, and wandering travelers. No one feels safe. Thay is watching, Thay is plotting, and Thayan operatives are working inside the city.

How much more fear—how much more hate—would the people feel if they knew Thay was responsible for Neverwinter's devastation? What if they knew Thay still sought to take advantage of its earlier failures, to squeeze out the region's remaining resources at the expense of more lives?

Valindra Shadowmantle—wizard, lich, and hand of Szass Tam—oversees Thay's interests in the region. And even though many locals know Thayans are skulking about, none realize how large Valindra's force is, nor how far-reaching her machinations.

GOALS

Plenty of power remains to be harvested in northwest Faerûn—some that was partly unleashed when the primordial rose and Neverwinter fell, and some that lies quiescent beneath the region's soil. Valindra intends to mine both sources and deliver the bounty to her master.

Restore the Ring

A circular fortress of broken stones and jagged, shattered towers stands deep in Neverwinter Wood. This Dread Ring (detailed further in the *FORGOTTEN REALMS Campaign Guide*) was intentionally constructed atop a site leaking powerful magic into the world. Szass Tam, Thay's regent, had this and other rings built to act as a focus in his scheme to attain godhood. Tam needed an abundance of magic to power such an involved ritual, so Thayan agents awoke the primordial buried deep in the region's earth. The regent hoped its rise would cause enough death to power the ring. At the last minute, Tam's plan was foiled, which sent the primordial

back into slumber. Of course, much of Neverwinter was destroyed despite Thay's failure.

To date, it has proved impossible for any Dread Ring to be used twice. The ritual that empowers each does not allow for second chances. The ring in Neverwinter Wood is also severely damaged. However, Valindra makes use of the fortress's usable areas, and her dedicated rebuilding crew (see "Writhing Walls," page 181) works tirelessly to repair its damaged sections.

In her spare time, Valindra studies the Dread Ring's nature and the broken currents of power still flowing through it. She is determined to restore the ring to its former purpose or find it a new one.

THE TRUTH ABOUT THAY

The heroes might eventually discover Thay's culpability in Neverwinter's near-destruction. Perhaps they question a high-ranking Thayan operative or commune with the ghosts of Gauntlgrym.

Such information is powerful. The adventurers could potentially use it to organize a unified opposition to Thay. Many Neverwinter inhabitants, as well as Thay's enemies in surrounding regions, would want to exact some justice if they knew the truth. And the region's victims could see the small Thayan force in Neverwinter Wood as a more viable target than Thay proper. Meanwhile, certain characters might pass that same information along to their own factions—the Harpers, for instance—or trade it for other secrets.

Wake the Dead

One of Valindra's many sanctums lies hidden within the shaded, echoing crypts beneath Castle Never. Here, the lich and her servants carefully prepare the bodies of local heroes, the Neverwinter Nine (page 108), for a special sort of animation. Elsewhere, such as in Neverwinter's graveyard, they animate dozens of bodies at a time. Then they use a ritual to march the undead through the Shadowfell to join the ever-growing labor force at the Dread Ring or the fighting forces battling the Netherese in the Shadowfell and on Thay's borders.

But for all of Valindra's attentions, these necromantic horrors are a means, not an end. Her shining vision isn't about a mere human. The vessel for her crowning reanimation rests in his grave far below the Dread Ring.

Valindra discovered a while ago why this location was perfect for the Dread Ring's construction, why the land surged with magical energy. Deep in the soil lie the bones of Lorragauth, a black dragon of incalculable age. For centuries, his body has leached magic into the earth. Now Valindra wants to dig up his remains and, with the reluctant aid of the Cult of



Lorragauth under construction

the Dragon, raise Lorragauth as a mighty dracolich fettered to her will.

As terrifying as the notion of a dracolich beholden to Szass Tam's servant might be, even this is not the limit of Valindra's vision. She intends not only to use others' knowledge and magic to raise the wyrm, but to master such techniques herself. Lorragauth is to be the first in an undead flight that will one day sweep Faerûn's skies and obliterate everyone who stands against Thay. Valindra's agents scour the land in search of dragons, so they can be ready when that grand day arrives.

Perhaps the single biggest obstacle to Valindra's success is that the ritual to create a dracolich cannot be used on a dead dragon. She must either find a way to alter the ritual, or she must resurrect a creature that has been dead for ages before transforming it into an undead.

Valindra hopes to use the Dread Ring's remaining power or the imprisoned primordial's energy to "supercharge" her magic so she can raise Lorragauth despite the corpse's incredible age. A practical and thorough planner, Valindra also acknowledges that neither path might win her the day, so she and her lieutenants continue searching for other powerful magic sources and new ways to achieve her goals.

Control the Cult

Valindra needs help fulfilling her plans. And what she needs, she takes. The lich has "acquired" the services of a cell of the Cult of the Dragon. These zealots are the only people in the region who know how to create dracoliches. Normally, the fanatics refuse to aid outsiders, but the cell's leader, Adimond Kroskas, has reluctantly agreed to assist Valindra. Of course, she does possess his symbol of office, a *ring of dragons*.

Kroskas cannot afford to let Valindra damage the ring, nor does he want his superiors to learn she took it. Losing the ring was a dire failure, but giving Valindra the power to raise dracoliches under her control would be far worse. The cultists that Kroskas commands know this. So he plays a dangerous game, pitting their loyalty to him and their fear of Valindra against their convictions. For the time being, he and his underlings live in shame as they work for the hand of Szass Tam.

Despite his ignoble position, Kroskas can take comfort in the little setbacks and inconspicuous accidents he orchestrates to delay Valindra's efforts. Under his charge, ritual preparations and the gathering of reagents and components proceed unexpectedly slowly, and unusual ingredients prove almost impossible to find. Desperate to find some way out of his predicament, Kroskas

might be willing to ally with other enemies of Thay, such as the adventurers.

Of course, characters who fully trust a cultist are fools. While Kroskas would rather wear his own entrails than see Thay gain the services of a dracolich, he would be thrilled to have Lorrageauth reappear under the aegis of the Cult of the Dragon. And he'd betray anyone to make it so.

RING OF DRAGONS

A ring of dragons is a status symbol that leaders among the Cult of the Dragon don to display their status. A ring enables its bearer to call and communicate with dragons. Of course, summoned dragons might not be interested in conversation, and closely allied dragons still might not arrive in a timely fashion. So the ring can also create the illusion of a dragon to deceive foes or challengers to the wearer's authority.

Ring of Dragons

Level 7 Rare

This simple brass ring looks like a dragon circling to bite its own tail.

Item Slot: Ring

2,600 gp

Properties

- ◆ You can speak, read, and write Draconic.
- ◆ You gain telepathy that works within line of sight, but only to converse with dragons.

Chromatic Summons ◆ Daily Utility (Free Action)

Effect: Evil dragons within a day's travel know the direction and distance to the ring for 24 hours.

Draconic Protector (Illusion) ◆ Daily Utility (Standard Action)

Effect: The illusion of a dragon of up to Gargantuan size appears in an unoccupied space within 40 squares of you. It can make sounds and can move within its space. Each of its defenses is 10. The illusion lasts until the end of your next turn, until an attack hits it, or until a creature touches it or enters its space. An Insight check (DC 20 + one-half your level) allows a creature to determine that the image is an illusion.

Sustain Minor: The image persists until the end of your next turn, and you move it up to 10 squares.

Theme Tie-In

A Neverwinter noble or Oghma's faithful character could find citizens pressing him or her to halt the graveyard's desecration and prevent Thayan necromancers from enslaving their deceased friends and relatives. If the adventurers fail or move too slowly, they might find the populace turning against them, putting their faith in alternative leaders and gods. An Uthgardt barbarian character might feel similar societal pressures to prevent further violation of the natural order.

A known renegade Red Wizard character could be compelled to act against the Thayans as proof that he or she isn't secretly serving the lich.

If the heroes help the Cult of the Dragon squeeze out from under Valindra's influence, such actions would both curtail Thay's plans and potentially nab a glimpse into the cult's activities. Characters with pressing local interests, or a tradition of keeping an eye on troublemakers, might find it worth their time to cultivate connections among the dragon-worshipers.

Alternatively, several local factions might seek to learn and adapt rituals used by the Thayans or the cult. A Neverwinter noble might see the advantages of animating dead woodland beasts to protect the city, and an Uthgardt barbarian—one of those not saddled with the tribe's magical prejudices—might see a spiritual and secular advantage to animating his or her own thunderbeast totem.

VALINDRA'S PLOTS

If the heroes locate the path to Gauntlgrym's Great Forge (page 199) or if the Netherese manage to restore the *mythallar* in Xinlenal (page 184), Valindra might try to usurp control over one or both of those power sources. Clever characters can use Valindra's obsession with raising the Chained Wyrm (page 109) to create or heighten conflict between various enemy factions.

Alternatively, Valindra might send operatives to raid the secluded libraries beneath Oghma's temple or to kidnap Atlavast (page 145), the libraries' caretaker. Although Valindra has ties to the Ashmadai, she is unaware that they secretly control the aboveground temple. Thus, she might step up attacks on Neverwinter's citizens, assuming the priests would turn over their ancient texts to save people's lives. Since such a tactic likely wouldn't sway the Ashmadai, the heroes' intervention might be needed to prevent substantial bloodshed.

Seek out the Primordial

Although Maegera returned to slumber before it could fully awaken, the magic it unleashed during its brief period of semiconsciousness lingers in the region and in the Dread Ring. If Valindra cannot refuel the ring, she might be able to build devices to tap into its remaining energy. Perhaps she could follow Gauntlgrym's example and draw power directly from the entombed primordial. She would have to find a new way into Gauntlgrym to do this, though, because the path she previously took to the lost city before the cataclysm has since collapsed.

Even though it's not high on her list, Valindra nonetheless has several lieutenants researching elemental energy, particularly around Mount Hotenow and the Neverwinter River.

RELATIONSHIPS

The Thayans have no true allies in the region. They have those they use, those they fight, and those they study.

New Neverwinter: Lord Neverember has ordered a probe into Thayan activities in the city. His people haven't yet discovered that the Thayans are stealing corpses from Neverwinter's graveyard, and Valindra wants to ensure that they remain ignorant of such escapades. So Thay is providing weapons and tactical support to the Sons of Alagondar's Nasher rebels, who do an admirable job of distracting Lord Neverember. In exchange, the rebels give Valindra information about Neverwinter's goings-on.

Abolethic Sovereignty: Valindra is only vaguely aware of the Sovereignty's activities, and this lack of information bothers her. She hates that a powerful faction is operating here without her knowledge and has assigned several underlings to investigate. So far, they've had little success.

Ashmadai: Due to arrangements made by Valindra's superiors, the local Ashmadai cultists are ostensibly allies—that is, tools—of the lich. She occasionally orders them to serve as guards, enforcers, and assassins, or to do other scut work with which she cannot be bothered. Valindra keeps them largely in the dark about her plans, and she is aware they have their own schemes that do not involve Thay's goals.

Netherese: The Thayans and the Netherese are at war. Initially a squabble over territory—in both Toril and the Shadowfell—the quarrel has since exploded into a full-fledged conflict. The fighting has even reached Thay's borders. Valindra throws undead legions at the Netherese and worries that their interference is going to ruin her plans. She'd love to see them obliterated.

Many-Arrows Orcs: Orc hunting parties have encroached on Valindra's territory in Neverwinter Wood several times, leading to armed conflict. For now, though, the lich sees the Many-Arrows orcs as an irritation rather than a real threat. If King Obould XVII were convinced to marshal his forces against Thay (perhaps after being told of the Thayans' culpability in the primordial's rise), the orcs would warrant more of her attention.

Theme Tie-In

A renegade Red Wizard character has plenty of reasons for opposing Thay. But he or she also has a major vulnerability. If Valindra found out such a hero were around, she would gladly use the renegade against his or her companions. An offer of complete freedom from Thay's persecution in return for the wizard's betrayal of regional defenders could be a powerful motivator. It might not convince the adventurer to turn on friends, but it could test loyalties for a time.

ENCOUNTERS

The adventurers face hordes of undead if they try to go up against Valindra Shadowmantle. If you want to supplement the choices on the table, other humans and undead from any source are entirely appropriate. Consider reflavoring some of them as ash zombies (page 109). Characters facing the Thayans might also confront Ashmadai and Cult of the Dragon members, so the tables on pages 100 and 127 are also fair game.

THAY ENCOUNTERS

Creature	Level and Role	Source
Decrepit Skeleton	1 Minion Skirmisher	MV
Grasping Zombie	1 Brute	MV
Skinwalker Skeleton	2 Brute	OG
Gravehound	3 Brute	MM
Dread Protector	3 Soldier	MM3
Skeleton	3 Soldier	MM
Deathlock Wight	4 Controller	MM
Flesh-Crazed Zombie	4 Skirmisher	MV
Hulking Zombie	4 Brute	MV
Boneshard Skeleton	5 Brute	MM
Zombie Shambler	5 Minion Brute	MV
Dread Marauder	5 Skirmisher	MM3
Wight	5 Skirmisher	MM
Dread Archer	6 Artillery	MM3
Gray Company Fallen Hero	6 Brute	MVN
Chillborn Zombie	6 Soldier	MM
Skeleton Soldier	6 Minion	OG
Human Transmuter	7 Controller	MV
Human Thug	7 Minion Skirmisher	MV
Skeletal Legionary	7 Minion Soldier	MV
Dread Guardian	7 Soldier	MM3
Unhallowed Wight	7 Soldier	*
Human Duelist	8 Soldier	MV
Zombie Throng	9 Brute	OG
Death Kin Skeleton	9 Lurker	OG
Battle Wight	9 Soldier	DMG2
Skeletal Tomb Guardian	10 Brute	MV
Wight Life-Eater	10 Skirmisher	DMG2

*: Presented in this section. MV: *Monster Vault*. MVN:

Monster Vault: Threats to the Nentir Vale. MM: *Monster Manual*. MM3: *Monster Manual 3*. OG: *Open Grave: Secrets of the Undead*. DMG2: *Dungeon Master's Guide 2*.

Valindra Shadowmantle, the Hand of Szass Tam

Like all liches, Valindra Shadowmantle is exceedingly strong-willed, deeply ambitious, and utterly ruthless. She is devoted to her quest for more power, and it suits her, for now, to serve Szass Tam. Although she is highly intelligent and adept at predicting her enemy's actions, Valindra's extreme arrogance makes her prone to underestimating her opposition.



Valindra

Because she believes her phylactery is so well secreted away as to be undiscoverable, Valindra doesn't fear destruction and takes seemingly suicidal steps to safeguard her plans.

MANY HIDING PLACES

If you'd like the characters to try to take out Valindra in a single mission, her phylactery could be hidden in her Dread Ring sanctum (page 183). If you'd rather have her return to haunt them several times, the phylactery might be hidden under the watchful gaze of her Surcross slaves. If you have plans for the lich beyond the heroic tier and the plots described in this book, her phylactery could be in Thay proper. It might even be in Tam's possession.

Several Ashmadai cultists are seeking Valindra's phylactery, too. They want to ransom it back to her in exchange for their treasured scepter. Adventurers, particularly if the group contains a character who has the devil's pawn theme, might be able to arrange a temporary alliance.

Valindra Shadowmantle	Level 9 Elite Controller	
Medium natural humanoid (undead), eladrin	XP 800	
HP 188; Bloodied 94	Initiative +5	
AC 23, Fortitude 19, Reflex 22, Will 22	Perception +5	
Speed 6, fly 4 (hover)	Darkvision	
Immune disease, poison; Resist 10 necrotic		
Saving Throws +2; Action Points 1		
TRAITS		
Soul Phylactery		
When Valindra drops to 0 hit points, her body and possessions crumble into dust, but she is not destroyed. She reappears (along with her possessions) in 1d10 days adjacent to her phylactery, unless the phylactery is destroyed.		
STANDARD ACTIONS		
➊ Vampiric Touch (healing, necrotic) ♦ At-Will		
Attack: Melee 1 (one creature); +12 vs. Fortitude		
Hit: 2d6 + 5 necrotic damage, and Valindra regains hit points equal to the damage dealt.		
➋ Phantom Claw (necrotic, psychic) ♦ At-Will		
Attack: Ranged 10 (one or two creatures); +12 vs. Reflex		
Hit: 3d6 + 6 necrotic and psychic damage, and the target is immobilized (save ends).		
Each Failed Saving Throw: Valindra slides the target up to 2 squares.		
Miss: The target is slowed (save ends).		
➌ Profane Fire (fire, necrotic) ♦ Recharge when first bloodied		
Attack: Area burst 2 within 10 (creatures in the burst); +12 vs. Fortitude		
Hit: 2d10 + 8 fire and necrotic damage.		
Miss: Half damage.		
MOVE ACTIONS		
Fey Step (teleportation) ♦ Encounter		
Effect: Valindra teleports up to 5 squares.		
MINOR ACTIONS		
Shadow Cloak ♦ Encounter		
Effect: Valindra becomes insubstantial and is phasing, but she cannot take standard actions. This effect lasts until she ends it as a free action on her turn.		
➍ Reanimate (healing) ♦ Encounter		
Effect: Valindra chooses a dead nonminion ally within 10 squares of her that was a living creature. The ally is restored to life as an undead creature, has a number of hit points equal to half its bloodied value, and stands up as a free action. The ally gains resist 10 necrotic and vulnerable 5 radiant.		
Skills Arcana +14, History +14, Insight +10		
Str 8 (+3)	Dex 12 (+5)	Wis 13 (+5)
Con 14 (+6)	Int 21 (+9)	Cha 20 (+9)
Alignment evil	Languages Common, Thayan	
Equipment ring of dragons		

The Neverwinter Nine

The Neverwinter Nine—famous heroes, soldiers and bodyguards who protected Lord Nasher Alagondar in the past century—are honorably entombed within Castle Never's crypt. Through careful preparation and necromantic rites, Valindra intends to raise them as special shapechanging undead. Then she wants to loose them on Neverwinter's new government.

If Valindra succeeds in raising them, model the Neverwinter Nine after deathlock wights from the *Monster Manual* and unhallowed wights (page 109), or choose undead more appropriate to the characters'.

level. Also give each of the Neverwinter Nine the shapechanger keyword and the following abilities.

MOVE ACTIONS

One in Nine (teleportation) ♦ Encounter

Effect: This creature teleports, swapping positions with another of the Neverwinter Nine within 20 squares.

MINOR ACTIONS

Change Shape (polymorph) ♦ Encounter

Effect: This creature alters its physical form to take on the appearance of any Medium humanoid it kills during the encounter, including a unique individual. The creature remains in the new form until it dies or until it uses a minor action to end it.

Unhallowed Wight

The body of a priest, a religious figure, or a person blessed after death is unearthed to create an unhallowed wight.

Unhallowed Wight

Medium natural humanoid (undead)

Level 7 Soldier

XP 300

HP 80; Bloodied 40

Initiative +5

AC 23, Fortitude 20, Reflex 15, Will 19

Perception +2

Speed 6, climb 4

Darkvision

Immune disease, poison; Resist 10 necrotic;

Vulnerable 5 radiant

STANDARD ACTIONS

⊕ Soul-Draining Claw (necrotic) ♦ At-Will

Attack: Melee 1 (one creature); +12 vs. AC

Hit: 1d8 + 5 necrotic damage, and the target loses a healing surge and is immobilized (save ends).

Special: If the wight takes radiant damage, this attack does not cause targets to lose a healing surge until the end of the wight's next turn.

TRIGGERED ACTIONS

↔ Unhallowed Blight (necrotic) ♦ At-Will

Trigger: An enemy within 5 squares makes a successful saving throw.

Attack (Opportunity Action): Close burst 5 (triggering enemy in the burst); +10 vs. Fortitude

Hit: 5 necrotic damage, and the target grants combat advantage until the end of its next turn.

Skills Intimidate +11, Athletics +12

Str 19 (+7) **Dex** 11 (+3) **Wis** 8 (+2)

Con 16 (+6) **Int** 10 (+3) **Cha** 17 (+6)

Alignment evil **Languages** Common

Lorragauth, the Chained Wyrm

The black dragon Lorragauth died centuries ago—and lived for centuries before that. Although not the eldest dragon in Faerûn at the time of his demise, he was old enough to have amassed a great hoard.

But natural death did not claim Lorragauth. A creature of malice and spite, he set about leveling his domain when he felt death hovering over his shoulder. If he could not keep his “kingdom,” it would die, too. While ravaging part of the edge of his territory, Lorragauth spotted the amethyst dragon

Eldenser. The aged wyrm launched himself at the other dragon. But the wily amethyst was ready for the attack and veered away at the last moment, nearly ripping off one of Lorragauth's wings in the process. The black dragon's screech ripped across the sky as his body rocketed toward land. Lorragauth's impact unleashed tremors through Neverwinter Wood and crushed out the aged dragon's life.

If Lorragauth rises as a dracolich, use either the fettered dracolich in the *FORGOTTEN REALMS Campaign Guide* or the deathbringer dracolich in *Monster Vault*. In either case, Lorragauth's alignment is chaotic evil, and his size is Gargantuan.

Theme Tie-In

One of Valindra's agents could approach an Oghma's faithful or renegade Red Wizard character and request his or her help with magical research. The agent's stated hope would be to raise a good dragon to join the fight against Thay. The mention of Lorragauth's legendary slayer, Eldenser, and the possibility of finding that dragon's body in Waterdeep's City of the Dead could lend validity to such a deception. The heroes might, through the best of intentions, supply Valindra with the ancient lore she needs to make her plans a reality.

Ash Zombie

When the cataclysm hit Neverwinter, the air thickened with the burning city's ashes. The flames consumed structures and people at random, and the stink of death merged with the blood and ash streaming through the ruins. In the tumult, ash zombies arose.

Thay's Red Wizards were delighted to discover this new kind of zombie and set about researching how to create more. They discovered that an ash zombie is attracted to the scent of fresh life—the younger, the more alluring. When an ash zombie shambles after such creatures, it leaves a trail of ash in its wake.

To create an ash zombie, add the following power to any zombie (or other corporeal undead, such as a ghoul or a wight). Also increase the creature's speed by 2, to a maximum of 8.

TRIGGERED ACTIONS

↔ Puff of Ash ♦ Encounter

Trigger: This creature is first bloodied.

Attack (Immediate Reaction): Close blast 2 (living creatures in the blast); this creature's level + 3 vs. Fortitude

Hit: The target grants combat advantage and cannot spend healing surges (save ends both).

Netherese

Netheril ruled for thousands of years. Wrapped tight in a second womb of shadow, we have learned from our past mistakes for over a thousand more. How foolish for any mortal to even imagine standing against us now.

—Clariburnus Tanthul

Returned from their imprisonment in the Shadowfell, the darkness-touched Shadovar have cast their eyes across the continent and sworn to clutch the whole of it within their fists. The people of Faerûn are wise enough to fear reborn Netheril. But they have forgotten that any shadow can hide a deeper darkness, and they fail to notice how ubiquitous the Shadovar's schemes have become.

The bulk of the region's populace is ignorant of Netheril's operation in Neverwinter Wood. Clariburnus Tanthul, one of the Twelve Princes of Shade, leads the Netherese effort to restore the city of Xinlenal, also known as the First Enclave, the single greatest symbol of Shadovar dominance. Success would alter the region's geographical face and plunge Neverwinter into shadow forever.

GOALS

Clariburnus and his seconds have a variety of schemes under way, but all their plots are inextricably bound to their primary purpose: the resurrection of Xinlenal, Netheril's first flying city.

Raise the First Enclave

Few know of Netheril's presence in the North, and even fewer know why the Shadovar have come. In truth, they don't much care about the region's people or their quaint, backward ways. Instead, the Netherese are zeroed in on recovering one of their own, a great city that has lain broken for centuries amid the bracken and bramble that clothes the soil of Neverwinter Wood: the First Enclave.

Netheril is infamous for its floating cities, enormous communities that double as platforms of war. When the empire came down, the great cities fell too, crashing to Toril's surface. Only Shade Enclave survived the disaster. Since their return to Toril, the Netherese have rebuilt other enclaves. But the one they covet is beloved Xinlenal, their first flying city, which the famed archmage Ioulaum constructed. The Shadovar knew it plummeted to earth somewhere in northwest Faerûn, but they didn't know its precise location until recently.

A potent symbol of Netherese supremacy, the First Enclave is rumored to possess great magic, powerful weapons, and ancient secrets lost to the Shadovar since its fall. Xinlenal's recovery would speed Netheril along its intended path to world domination.

Hundreds of shades, shadar-kai, humans, undead, and constructs work at unearthing Xinlenal and repairing the enclave's structural damage. So far, Neverwinter's populace has no idea this major effort is under way in the woods. Since most citizens fear what roams the woods, few dare to enter the forest. The ones who have ventured in and discovered the project have been slain or pressed into service. As the work continues, the Shadovar might require a larger labor force and begin raiding outlying communities.

Because Prince Clariburnus's hunt for relics and other magic items (see "Recover Magic Items") is keeping him occupied, Orthinos Eln, a priest of Shar, is overseeing the excavation. Model Orthinos after the Zhent black sun adept in the *FORGOTTEN REALMS Campaign Guide*, except that *black sunbeam* deals only necrotic damage, not radiant; and his alignment is evil, not chaotic evil. Then add the powers and traits that turn a human into a shade (page 114).

Theme Tie-In

A scion of shadow character has an obvious motivation to see the Netherese efforts fail. If Xinlenal rises and the region becomes a Shadovar power base, it's going to be far harder for the character to escape the attention of his or her former compatriots.

If Clariburnus becomes aware of the fugitive, the prince might make use of spies and divinations to keep an eye on the hero for a time. This way, if the adventurer discovers any useful magic items, Clariburnus's agents can swoop in and recover them. Alternatively, the Thayans or other enemies of the Netherese might try to persuade (or force) the scion to spill what he or she knows or to spy among the Netherese ranks. Lord Neverember, once he learns of the operation, might assume the adventurer is a Shadovar spy and take steps accordingly.

A particularly convincing (and gutsy) scion might try to convince low-ranking Netherese agents that he or she is one of them to learn about ongoing plans or to give false orders.

Rebuild the Mythallar

The heart of Xinlenal—the heart of any of Netheril's flying enclaves—is its *mythallar*. And the heart of Xinlenal is broken.

Creations of Ioulaum, each *mythallar* is a great crystal sphere, often a hundred feet across. Shapes and splotches of shadow move across its surface, which glows like the sun. Without a functional *mythallar*, an enclave does not fly. And when Xinlenal made its unscheduled descent, the city's *mythallar* shattered.

A large portion of the Shadovar recovery effort is aimed at reconstructing Xinlenal's *mythallar*. By feeding raw *residuum* into a process of intricate glass-working, Netherese spellcasters and crafters are



The ruined enclave of Xinlenal

slowly rebuilding the immense sphere. Already, it glows under its own power, even though it's not yet two-thirds complete.

Recover Magic Items

While Eln supervises the excavation and repair of Xinlenal, Clariburnus scours the region for the tools the Shadovar need. Accompanied by his most formidable soldiers, the Prince of Shade unearths ruin after ruin from beneath Neverwinter Wood's clinging vines and branches. From ancient Illefarn's elven tree-borne structures to fallen Delzoun's dwarven outposts, Clariburnus seeks them all. He needs a great quantity of magic items—the older and more potent, the better—to destroy and render into *residuum* to feed the *mythallar* until its appetite is sated. The number of treasures lost to Clariburnus is already legion, and many more untouched ruins remain for him to plunder.

Many—but not enough. So far, the Shadovar have focused their magic-items search on sites of ruins. Sooner or later, though, they'll turn to places that are not ruined (at least not yet). Already, they've snatched some items from fallen Ashmadai devil-worshipers and Thayan soldiers. The day cannot be far off when the Netherese extend their search to Neverwinter.

Theme Tie-In

Most of the magic items Clariburnus has acquired come from the region's ancient cultures, Illefarn and Delzoun in particular. This plundering is almost certain to drag characters who have the Iliyanbruun guardian, heir of Delzoun, or Uthgardt barbarian theme into the Netherese fray. Leaving aside any general quest for revenge, the adventurers might learn of specific relics the Shadovar have taken and not yet destroyed. You can craft such items' history and mythology to spark an entire adventure.

Find Ioulaum's Fate

The Shadovar believe that great Ioulaum still lives after all these centuries. Netherese history suggests he fled to someplace in the North before the fall of Xinlenal. Perhaps clues to his location might turn up within the ruins of his former home. If the Shadovar could lure the *mythallars*' creator back into the fold—with his nigh godlike powers and whatever new inventions he has concocted—Netheril's might would surge enormously and possibly irrevocably.

Theme Tie-In

The desecration of Morgur's Mound might be the result of Prince Clariburnus's hunt, and the thunder-beast skeleton could now be part of the Shadovar work force. If so, an Uthgardt barbarian character could use that information to drive a wedge between the Netherese and the Gray Wolf tribe. You might decide that Gray Wolf tribe members were complicit in the desecration, hoping to recover items that would grant them the greatness of Uthgar.

Alternatively, the adventurers might decide to follow, interrogate, or infiltrate a Shadovar retrieval crew to learn the location of ruins they were struggling to find. On the flip side, the Netherese might spy on the characters for the same reason or to relieve the heroes of any magic items they possess.

Claws in Helm's Hold

When the Netherese first came to Neverwinter Wood, the Gray Wolf tribe confronted them. By playing on ancient Uthgardt traditions, as well as offering substantial favors, the Netherese convinced the werewolves' leaders to align with them. Now one of the primary uses to which the Shadovar put their allies is infiltrating Helm's Hold.

Jurden Splitlip (use the frenzied werewolf in *Monster Vault*, with training in Stealth) heads the effort. His band is responsible for more than half a dozen murders in Helm's Hold and three times that many kidnappings, and the Gray Wolves are just getting started. Using information obtained from hostages, several werewolves have established cover identities within Helm's Hold, passing as travelers, merchants, or new immigrants. They work to foment civil unrest, spread fear, and tear down trust in the government. Once Splitlip determines that the town has been made sufficiently fragile, a combined force of werewolves and Netherese fighters will seize it.

Even though the Shadovar would be happy to snag Helm's Hold for use as a local base, and acquire the various magic items hidden therein, it's not a priority for them. They have assigned the werewolves this task primarily as a cover. Not only does this plan keep the tribe ignorant of the depth of the Shadovar's plans for Xinlenal, it also serves as misdirection in case Neverwinter's citizens discover the Netherese presence. If the people believe Helm's Hold is Netheril's objective, they'll be less likely to investigate deeper and discover Xinlenal.

Theme Tie-In

Several characters could have personal motivations for wanting to break up the werewolf-Netherese alliance. Spotlighting the Shadovar's contempt for and misuse of the tribe is one approach, but a sly adventurer might try subterfuge instead. A pack outcast or scion of shadow character could attempt to convince one side that the other has attacked or betrayed it. Of course, the hazard of such a deceit is that discovery of the truth could bond the factions closer together.

It's also possible the characters don't go looking for a fight at all, but one still finds them. If the Netherese capture a pack outcast character, they might give the adventurer to the tribe as evidence of their friendship. And similarly, the Gray Wolves might hand over a pack outcast—"one of their own"—to the Shadovar to prove their commitment. Renegade werewolves could ambush a scion of shadow character to interrogate about the Shadovar, turn over to them as a sign of good faith, or punish in repayment for Netheril's abuses.

War Against Thay

The constant battles against Valindra Shadowmantle's undead and Ashmadai forces—a war each side maintains the other started—has somewhat delayed the Netherese's efforts.

Valindra sends her thralls into Neverwinter Wood to harry and kill whatever they find. In return, Prince Clariburnus lobs retaliatory attacks against the Dread Ring. He wants to shut down the Shadowfell portal inside the fortress as well as keep the Thayans reeling and unable to strike back in force. Meanwhile, the Gray Wolf lycanthropes serve as frontline troops, sending themselves in waves against the Dread Ring's defenders. Not surprisingly, they have been suffering heavy losses—a fact that is starting to turn many tribe members against their Netherese "allies."

Taking advantage of the distraction the Dread Ring battles provide, the Shadovar recently launched a surprise assault on Thay's borders. Now the floating citadel Kolthunral (page 218) lurks in the skies beside the Thayan plateau, like a storm that refuses to break. From here, the Netherese rain death atop the fortified city of Surcross. If they manage to take Surcross, the Thayan end of the Shadowfell Road (page 211) must fall, too.

RELATIONSHIPS

For the most part, the Shadovar would be content if everyone would leave them alone to do their work. But since that isn't going to happen, they're happy to set the might of Netheril against anyone who gets in their way.

New Neverwinter: For the time being, the Netherese have no interest in Neverwinter's nascent government. They anticipate eventually beginning

to plumb the half-ruined city for magic items, but they intend to keep their presence a secret until that time. The Shadovar occasionally send out agents to spy on or work for Lord Neverember, just to keep an eye on events.

Abolethic Sovereignty: Prince Clariburnus's mystical sources have alerted him to an unnatural presence in the region, but he hasn't identified the aboleths as the source. Although he's idly curious about this presence, he wrongly assumes he needn't devote much attention to it unless it begins interfering with his own endeavors.

Ashmadai: Prince Clariburnus sees the Ashmadai cultists as the Thayans' lapdogs. He doesn't realize the cult has objectives beyond serving Valindra Shadowmantle. The priest Orthinos Eln suspects the Ashmadai has its own agenda, but he sees no point in discussing the issue with Clariburnus until he learns what the devil worshipers' purpose might be. He has dispatched personal agents to Neverwinter to investigate.

Thayans: The great, dark kingdom of Thay, equally intent on conquest, was bound to come into conflict with Netheril eventually. But nobody anticipated it would happen in this remote corner of Faerûn. Beginning as a territorial struggle, the nations' standoff has erupted into the region's largest ongoing military conflict. Meanwhile, Neverwinter's citizens go about their days, oblivious of the war being waged around them. They scrape out a living, never realizing a tidal wave of terror threatens to swallow their city. If the Thayans continue restocking their army's ranks with Neverwinter's deceased, the prince might have no choice but to press the city's civilians into service or follow Valindra's example and begin animating their dead.

Uthgardt Tribes: Although the Shadovar have no interest in the bulk of the Uthgardt tribes, other than to occasionally steal their holy relics, the Gray Wolf lycanthropes drew Clariburnus's attention. In need of more fighters to keep Thay at bay, the prince approached the tribe's leaders with honeyed words of ancient kinship and promises of great rewards and conquered territories. They struck a bargain, and now the Shadovar carelessly unleash Gray Wolf packs against their enemies. So far, the alliance holds, but many werewolves are regretting their leaders' pact with their so-called allies.

Iliyanbruuen Fey: When the Iliyanbruuen eladrin returned from the Feywild to their ancestral home in Neverwinter Wood, their voices rang out not in celebration but as wails and dirges. The ancient ruins of Sharandar had been violated, and many of their relics were gone. Such transgressions are unforgivable, and the eladrin swore vengeance upon the thieving vermin who dared defile their homeland. Now the Fey struggle to defend the ruins that remain undisturbed as they labor to rebuild others. They have yet to realize

that the Netherese are responsible for the bulk of the thefts. And the Shadovar have no intention of stopping now. Their sporadic raids keep the Fey off balance and pin them down in a few outposts. Of course, the Netherese swiftly kill any eladrin who get in their way.

ENCOUNTERS

Netheril's citizenry includes humans, shades, and shadar-kai. However, the Shadovar are welcoming when it comes to immigration, so heroes could encounter many other kinds of foes. You can also transform monsters into shades (page 114) or werewolves (page 125) to suit your needs.

NETHERIL ENCOUNTERS

Creature	Level and Role	Source
Wisp Wraith	1 Minion	OG
Clay Scout	2 Lurker	MM
Human Goon†	2 Minion Soldier	MV
Common Bandit†	2 Skirmisher	MV
Stonefist Defender	2 Skirmisher	MM2
Shadow Stalker	3 Lurker	MM3
Town Guard†	3 Soldier	MV
Arbalester	4 Artillery	MM2
Specter	4 Lurker	MM
Dark Creeper	4 Skirmisher	MM
Kir-Lanan Wing	4 Skirmisher	FRCG
Hex Knight	4 Soldier	MM3
Shadow Bolter	5 Artillery	MM3
Thaalud Constructor	5 Elite Brute	*
Dark Creeper Necromancer	5 Elite Skirmisher	Un
Wraith	5 Lurker	MV
Shadow Speaker	6 Controller	MM3
Shadar-Kai Gloomblade	6 Lurker	MM
Shadar-Kai Chainfighter	6 Skirmisher	MM
Dark Moon Monk	6 Soldier	FRCG
Shadar-Kai Witch	7 Controller	MM
Human Thug†	7 Minion Skirmisher	MV
Lingering Warrior Spirit	7 Minion Soldier	MVN
Moon Wraith	7 Soldier	OG
Shadar-Kai Warrior	8 Soldier	MM
Sovereign Wraith	8 Soldier	MV
Shadow Strangler	9 Artillery	MM3
Vulture Drake	9 Brute	DrM
Lingering Monster Spirit	9 Minion Brute	MVN
Bronze Warden	10 Elite Soldier	MVN
Dark Stalker	10 Lurker	MM

† Add the shade traits and powers (page 114) or the werewolf traits and powers (page 125).

*: Presented in this section. MV: *Monster Vault*. MVN: *Monster Vault: Threats to the Nentir Vale*. MM: *Monster Manual*. MM3: *Monster Manual 3*. FRCG: *Forgotten Realms Campaign Guide*. OG: *Open Grave: Secrets of the Undead*. DrM: *Draconomicon: Metallic Dragons*. Un: *Underdark*.

Clariburnus Tanthul, Prince of Shade

One of the twelve Princes of Shade, Clariburnus Tanthul has held power in Netheril since before the first empire's fall. And he is determined to see the empire spread now that it has returned.

Although a creature of shade, Clariburnus has retained more humanity than the other princes. Despite almost never showing emotion in his unlined face or his flat, whispering voice, he is skilled at reading and manipulating emotions. He is merciless and has no concept of honor. The prince sees cheating as a viable tactic in any contest, and he breaks promises as casually as he breathes. When necessary, he can don a facade of charm that masks the dead soul beneath it.

Clariburnus Tanthul	Level 10 Elite Skirmisher	
Medium shadow humanoid	XP 1,000	
HP 158; Bloodied 79	Initiative +13	
AC 24, Fortitude 21, Reflex 23, Will 22	Perception +11	
Speed 7	Blindsight 10, darkvision	
Saving Throws +2; Action Points 1		
TRAITS		
➊ Benighted Presence ♦ Aura 5		
Bright light in the aura is reduced to dim light.		
Regeneration		
Clariburnus regains 15 hit points whenever he starts his turn and has at least 1 hit point. When he takes radiant damage, his regeneration does not function on his next turn.		
STANDARD ACTIONS		
➊ Gloom Crescent (weapon) ♦ At-Will		
Attack: Melee 1 (one creature); +15 vs. AC		
Hit: 2d8 + 9 damage.		
➌ Severing Shadows (force, teleportation, weapon) ♦ At-Will		
Effect: Clariburnus uses <i>gloom crescent</i> twice (or three times while he is bloodied). He teleports up to 5 squares before each attack. If he hits the same target twice, that target takes ongoing 5 force damage (save ends).		
First Failed Saving Throw: The target instead takes ongoing 10 force damage and is blinded (save ends both).		
➍ By Night Consumed (necrotic) ♦ Encounter		
Attack: Ranged 5 (one or two creatures); +13 vs. Will		
Hit: 3d10 + 5 necrotic damage, and the target is removed from play (save ends).		
Miss: Half damage, and the target is dazed (save ends).		
MOVE ACTIONS		
Shadow Stride (teleportation) ♦ Recharge 		
Effect: Clariburnus teleports up to 5 squares, or 10 squares if he ends the move in darkness.		
Skills Acrobatics +16, Arcana +12, Diplomacy +15, History +12, Stealth +21		
Str 18 (+9)	Dex 22 (+11)	Wis 13 (+6)
Con 16 (+8)	Int 15 (+7)	Cha 20 (+10)
Alignment evil	Languages Common, Netherese	
Equipment scimitar		



Clariburnus Tanthul

Shades

Some Shade Enclave citizens absorbed so much of the Shadowfell they were either transformed into, or later gave birth to, creatures of shadow.

To create a shade, you can use the shade template in the *FORGOTTEN REALMS Campaign Guide* or the following simpler option to create a nonelite shade. You can also look at the shade character race presented in *Heroes of Shadow* for a different way to integrate shades into your game.

Start with any human (or similar humanoid) monster; change its origin to shadow; and add vulnerable 5 radiant, darkvision, and the following traits and powers.

TRAITS
Regeneration
The shade regains 5 hit points whenever it starts its turn and has at least 1 hit point. When it takes radiant damage, its regeneration does not function on its next turn.
Coalescing Darkness
If the shade moves 3 or more squares by any means, it is cloaked with supernatural darkness, gaining total concealment until the end of its next turn.
MOVE ACTIONS
Shadow Stride (teleportation) ♦ Recharge 
Effect: The shade teleports up to 20 squares, but must end its move in dim light or darkness.

Thaalud Constructor

The infamous thaalud tomb tappers, known and dreaded by explorers across Faerûn, were creations of the old Netherese Empire. Now that the Shadovar have returned, they have resumed building these powerful constructs. They have also begun crafting a weaker version, which is faster and easier to make and is useful for menial labor.

Thaalud Constructor	Level 5 Elite Brute
Huge natural animate (blind, construct)	XP 400
HP 154; Bloodied 77	Initiative +1
AC 17, Fortitude 19, Reflex 16, Will 17	Perception +7
Speed 8 (earth walk), burrow 2 (tunneling)	Blindsight 20
Immune blinded, gaze effects, poison;	
Resist 5 cold, 5 fire, 5 lightning	
Saving Throws +2; Action Points 1	
STANDARD ACTIONS	
➊ Mauling Fist ♦ At-Will	
Attack: Melee 3 (one creature); +10 vs. AC	
Hit: 2d8 + 7 damage, and the target is grabbed (escape DC 15) if the constructor has no creature grabbed.	
➋ Double Attack ♦ At-Will	
Effect: The constructor uses <i>mauling fist</i> twice.	
➌ Hurl Foe ♦ At-Will	
Requirement: The constructor must have a Large or smaller creature grabbed.	
Attack: Ranged 10 (one Large or smaller creature); +8 vs. Reflex	
Hit: 2d8 + 7 damage to both the target and the grabbed creature. The grabbed creature falls prone in the target's space, and the constructor pushes the target 1 square and knocks it prone.	
Miss: Half damage to both creatures, and the grabbed creature falls prone adjacent to the target.	
Effect: The grab ends.	
TRIGGERED ACTIONS	
➍ Collapse into Rubble ♦ Encounter	
Trigger: The constructor drops to 0 hit points.	
Attack (No Action): Close burst 1 (creatures in the burst); +8 vs. Reflex	
Hit: 3d10 + 8 damage.	
Effect: The constructor is destroyed, and the area of the burst, including the constructor's space, is difficult terrain until the end of the encounter.	
Skills Arcana +8	
Str 20 (+7)	Dex 9 (+1)
Con 17 (+5)	Int 12 (+3)
Alignment unaligned	Languages understands Common and Netherese, telepathy 20

Other Neverwinter Factions

The region's major factions don't have a monopoly on machinations regarding Neverwinter's fate. Smaller organizations go about cementing their own ploys in the long shadows the great powers cast.

DEAD RATS

The Dead Rats gang has established a warren in Neverwinter's shattered sewers. Renowned in Luskan, the City of Vice, for its ruthlessness, the wererat-led pack has burrowed into the city's gnarly underbelly, operating from the sewers near Blacklake.

Rsolk, a one-eyed wererat mugger (page 116), leads the Dead Rats pack in Neverwinter. He claims he lost his eye in a falling-out duel with the halfling Toytere, the Luskan gang's leader. In truth, Rsolk is following Toytere's instructions to establish a foothold in Neverwinter. Together, the gang leaders intend to build a criminal empire along the Sword Coast.

To this end, the gang is working to usurp control of the Sons of Alagondar, which it is using to establish a trade alliance with Valindra Shadowmantle and Thay. Ultimately, the Dead Rats plans to eliminate the rebels and remake Neverwinter in Luskan's image, albeit even more unstable.

Theme Tie-In

A Dead Rat deserter (or any character raised in Luskan) knows how the Dead Rats members think and operate, having been one of them (or familiar with them). Consider giving such a character a +2 bonus to Bluff, Diplomacy, Insight, and Streetwise checks involving the gang. If the hero uncovers Rsolk's true mission, he or she can claim to be Toytere's messenger, sent to test the Neverwinter branch.

Such an event has consequences, though. Eventually, Rsolk and the character must come to terms. The wererat might try to recruit him or her—if the hero accomplishes some minor task—or Rsolk might see the character as a threat. However, if the adventurer can elicit a good reaction from the gang leader (or another Dead Rat), the party could gain a friend or an informant within the gang's ranks.

Encounters

The gang recruits from among the region's scum. It infects new members with lycanthropy to ensure their loyalty. In addition to rats, dire rats, and the creatures below, you can use any humanoid



Wererat muggers greet their next meal

by applying the wererat template given below. You can also use any creatures that might be found in a sewer complex, such as otyughs and carrion crawlers.

Wererat Mugger

A wererat mugger uses stealth to approach enemies. After that, it's all about brute force. Relying on regeneration, a wererat mugger confidently engages in melee. But if the fight turns sour, it's quick to take rat form and scurry away.

Wererat Mugger		Level 4 Brute	XP 175
Medium natural humanoid (shapechanger)			
HP 55; Bloodied 27	Initiative +7		
AC 16, Fortitude 17, Reflex 15, Will 14	Perception +3		
Speed 6, climb 4 (rat or hybrid form only)	Low-light vision		
TRAITS			
Regeneration The wererat regains 5 hit points whenever it starts its turn and has at least 1 hit point. When the wererat takes damage from a silvered weapon, its regeneration does not function on its next turn.			
STANDARD ACTIONS			
④ Poisoned Morningstar (poison, weapon) ♦ At-Will <i>Requirement:</i> The wererat must be in human or hybrid form. <i>Attack:</i> Melee 1 (one creature); +9 vs. AC <i>Hit:</i> 1d8 + 8 damage plus 5 poison damage.			
④ Rending Bite (disease) ♦ At-Will <i>Requirement:</i> The wererat must be in rat or hybrid form. <i>Attack:</i> Melee 1 (one creature); +9 vs. AC <i>Hit:</i> 2d6 + 4 damage, and the target is slowed and takes ongoing 5 damage (save ends both). <i>First Failed Saving Throw:</i> The target contracts wererat filth fever (stage 1).			
Skills Bluff +8, Stealth +12 Str 18 (+6) Dex 20 (+7) Wis 12 (+3) Con 15 (+4) Int 12 (+3) Cha 13 (+3) Alignment chaotic evil Languages Common Equipment leather armor, morningstar			

Wererat Template

To create a wererat, start with any humanoid monster (preferably a skirmisher or lurker), add the shapechanger keyword, low-light vision, a climb speed of 4 in rat or hybrid form, and the following trait and powers.

TRAITS

Regeneration

The wererat regains 5 hit points whenever it starts its turn and has at least 1 hit point. When it takes damage from a silvered weapon, its regeneration does not function on its next turn.

STANDARD ACTIONS

➊ Bite (disease) ♦ At-Will

Requirement: The wererat must be in rat or hybrid form.
Attack: Melee 1 (one creature); wererat's level + 5 vs. AC
Hit: Use the damage expression from the wererat's other melee basic attack. At the end of the encounter, the target makes a saving throw. On a failure, the target contracts wererat filth fever (stage 1).

MINOR ACTIONS

Change Shape (polymorph) ♦ At-Will

Effect: The wererat alters its physical form to appear as a Tiny rat, a unique human of the same size as the original creature, or a hybrid until it uses *change shape* again or until it drops to 0 hit points. It retains its statistics in its new form. Its clothing, armor, and other possessions do not change.

SONS OF ALAGONDAR

Neverember, the city's self-proclaimed protector, might be charming, but not all Neverwinter citizens trust his beneficent smile. In particular, a band of rebels agitates for self-governance. The Sons of Alagondar, named after Neverwinter's last ruling line, refused to abandon the city after the cataclysm. Its members swear loyalty to Neverwinter alone. They are waging a desperate insurgency against a far superior force and would welcome almost any aid that's offered.

The Sons of Alagondar rebels are nationalists. They trace their lineage back to Lord Nasher Alagondar's loyalist servants. The order wages a war of ideas, constantly mustering public opinion against Neverember. Members believe in honor and in restoring Neverwinter to what it once was—a symbol of peace and goodness in the savage North.

For the past five years, a female Harper named Cymril led the Sons. She recently met a brutal end, though, and her absence has created a power vacuum. Even though treason or subterfuge can't be proved, suspicions and accusations have been hurled fiercely at a variety of suspects. Confused and disorganized, the group chose to strike out on its own rather than risk associating with potential kinslayers. Scattered and



The Sons of Alagondar ambush Neverember's troops

leaderless, the rebels might have perished in Lord Neverember's brutal reprisals if not for the support of some new allies, including the Thayans and the Dead Rats.

Generational Divide

Although nominally a single organization, the Sons of Alagondar is becoming increasingly divided over how to free Neverwinter from Lord Neverember. The order's split occurs largely along generational lines.

The Nashers (named after old Lord Nasher of Neverwinter) advocate a violent approach, including rioting, assassination, and sabotage. Mostly young rebels, the Nashers have been reared on stories of the city's former glory, but they have always lived in the shadows of its ruins. Their detractors refer to them as "Gnashers," for their gnashing of teeth.

The Nasher faction has begun to see Arlon Bladefighter (use the human javelin dancer in *Monster Manual 2*) as its leader. Bladefighter claims to be the great-grandson of one of the original Neverwinter Nine, and he has grown increasingly frustrated with the Graycloaks' lack of progress on diplomatic fronts.

Members of the other camp, calling themselves the Graycloaks, also bear no love for the Lord Protector, but they focus on the overarching picture of the city's health. This faction believes that Neverwinter needs both firm leadership and a sizable force of arms to find a way back to her glory days.

By and large, these members lived through Neverwinter's destruction and mourn her ravaging on a personal level. They see themselves as successors to old Neverwinter's Graycloaks, so called because the militia's members could not afford formal uniforms. The Nashers often refer to them as the Gray Hairs, for obvious reasons.

The Graycloaks seek to infiltrate and befriend civil and military individuals who have access to Lord

SON AGAINST SON

The schism in the Sons of Alagondar might be simple color you use to give the organization a sense of verisimilitude, or the war of words between the factions might be just shy of breaking into real conflict. If the heroes support Lord Neverember, the schism might be something they can use against the Sons of Alagondar. If the adventurers side with the Sons, they might need to heal the rift or prop up one side over the other to enable the entire group to keep making progress against Neverember and his forces.

In addition, events outside the characters' control might make dealings with the group dicey. Perhaps the Nashers move from supplying information to Valindra to providing her with bodies for animation—something sure to be abhorrent to the Graycloaks.

Neverember. They want to pressure Neverember into giving the civilian population a more active role in Neverwinter's governance. Members focus on information, bribery, blackmail, and forging secret agreements with individuals and groups to further their cause. A female human named Madame Rosene (use the human transmuter in *Monster Vault*) has become this faction's leader. She runs the Driftwood Tavern (page 154), and her business serves as the Graycloaks' headquarters.

Covert Operations

Actions speak louder than words, and the Sons of Alagondar's Nashers no longer hesitate to dirty their hands. Before Cymril's death, the insurgency limited its tactics to nonviolent but frustrating annoyances, such as minor sabotage, theft of supplies, and embarrassing Neverember's mercenaries. Now, however, the Sons have partnered with new allies to add assault and occasional murder to their repertoire. The younger rebels also disrupt shipping, attack Neverember's soldiers in the streets, and steal as much gold as possible.

Valindra Shadowmantle occasionally provides the younger Sons with weapons and tactical support in exchange for information. She has little interest in their war for freedom, but she appreciates their value as a conspicuous distraction for Neverember. Thus, Valindra instructs her agents to inflict as much carnage as possible when assisting the Sons on missions.

At first, Arlon Bladefighter was leery of embracing this darker facet of what was supposed to be a bloodless movement for freedom, but the victories the Nashers have had since allying with the Dead Rats and Thay have convinced him—for now—that the Nashers see things more clearly than the Graycloaks. Moreover, now that Bladefighter has led his faction through several bloody victories, he cannot easily back away from the gory precedent.

Fractured but Whole

Even though the Nashers and the Graycloaks frequently meet in separate, private locations, the more even-keeled members of the Sons of Alagondar are trying to hold the factions together. So far, the strength-in-numbers argument has held the day. For their joint meetings, the Sons gather in the Nashers' headquarters, an old Kraken Society building near the Neverdeath graveyard.

Members wear a symbol that incorporates the black octopus of the old Kraken Society, in part because the headquarters' guardian kraken recognizes the image and refrains from attacking those who bear it.

Although the organization's overarching planning occurs in the dilapidated structure, members can be encountered anywhere in the city, and they have many safe houses throughout the inhabited areas. In fact, many Sons had homes in the old merchant



quarter—the River District—so they know the area far better than the Mintarn sellswords that have been tasked with hunting them down.

Encounters

Most of the rebels are duelists and archers of various races common to Neverwinter. They trust only people who were invested in the city before the cataclysm.

SONS OF ALAGONDAR ENCOUNTERS

Creature	Level and Role	Source
Dwarf Warrior	1 Minion Artillery	MV
Human Goon	2 Minion Soldier	MV
Common Bandit	2 Skirmisher	MV
Town Guard	3 Soldier	MV
Dwarf Bolter	4 Artillery	MM
Raven Roost Harrier	4 Skirmisher	MVN
Raven Roost Grenadier	5 Controller	MVN
Gnome Spy	5 Lurker	MV
Half-Orc Hunter	5 Skirmisher	MM2
Gnome Illusionist	6 Artillery	MV
Half-Elf Bandit Captain	6 Skirmisher (L)	MM
Human Transmuter	7 Controller	MV
Human Thug	7 Minion Skirmisher	MV
Gnome Assassin	7 Skirmisher	MV
Raven Roost Highwayman	7 Soldier	MVN
Human Duelist	8 Soldier	MV

MV: *Monster Vault*. **MVN:** *Monster Vault: Threats to the Nentir Vale*. **MM:** *Monster Manual*. **MM2:** *Monster Manual 2*.

CLOAKS AND DAGGERS

Consider taking your game in an intrigue-laden direction, making espionage a theme. Any hero with demonstrable training in Bluff or Stealth would make a natural participant in the game of subterfuge, and other characters' cold steel would be needed for the skullduggery that would surely follow.

Rudderless: The Neverwinter rebels play an important role in taking back the city. However, they are, at best, a double-edged sword and, at worst, a shattered blade. Cymril's death dealt them a serious blow, and they jumped quickly into bed with various darker factions. Now, if the heroes are to get any use out of the Sons, they must sort out the tangled mess of loyalty and treachery that comes with a broken network of covert operatives.

Cymril's Mask: It's possible Cymril faked her own death. Her motivations would be up to you. Maybe she was working for Thay and thought her death would facilitate an alliance between the red wizards and the insurgents. Perchance the Sovereignty has been her puppet master all along, using Cymril to do the aboleths' bidding. Alternatively, she could be a Bregan D'aerthe operative or a Netheril double agent who wanted to undermine the Harpers in the region.

HARPERS

A group that seeks to help Neverwinter develop into the bastion of good it was before the cataclysm, the Harpers have suffered numerous setbacks in the region.

The most catastrophic was Cymril's murder.

A high-ranking member, Cymril was charismatic and capable.

She had even managed to rise to leadership of the Sons of Alagondar rebel organization. Her death was a major blow to those insurgents, too, and they now eye the Harpers with suspicion. To make matters worse, a faction of the leaderless rebels has since turned to the Dead Rats gang for aid.

Only ten or twelve Harper members work in Neverwinter, and only two of them are official agents. Toram (use the half-elf bandit captain in *Monster Manual 2*) makes the cell's tactical decisions. His half-sister, Theryis (use the eladrin arcane archer in *Monster Manual 2*), runs the House of a Thousand Faces tavern, which accommodates the Harpers. Members hide out in their Blacklake district base, arguing over how to unite the rebels under an honorable banner once more.

The Harpers know nothing of the Netherese presence in the region or the Thayan threat. They would consider both a higher priority than ousting Lord Neverember. Knowledge of Shadovar involvement would cause them to seek help from Harper cells in distant lands. Practical-minded, they might even align with Neverember to fight the other threats.

Encounters

If the adventurers come to the Harpers' attention as regional heroes, cell members might ask the characters to approach the Sons of Alagondar and help lead the rebels from their violent path. If a character has the Harper agent theme, the party's reception among the Sons could be downright hostile.

To represent the Harpers in combat, you can use the above suggestions for its leaders (or whatever statistics suit your game). Harper sympathizers could be minions or more potent fighters.

MANY-ARROWS ORCS

For much of the North's history, orcs feared the "haunted woods" of Neverwinter. Centuries of failed raids into the forest had stirred cultural legends among the barbaric people, and they had long given the woods a wide berth. The cataclysm in Neverwinter ruptured these myths, though. And in the past twenty-plus years, orcs have returned to plague the area.

Recently, King Obould XVII of the Kingdom of Many-Arrows sent a vanguard to explore options in Neverwinter. However, the commander he entrusted with the assignment—the power-hungry Vansi—far exceeded her orders. Rather than report back about the city's state, she pressed through its walls and established a base in the old Cloak Tower, claiming territory in Neverwinter's ruined northern half.

Meanwhile, the Abolethic Sovereignty has been making subtle overtures toward the orcs. The Prophet has successfully beguiled Vansi into accepting the Spellplague "blessing," tainting the orc commander with a powerful spellscar. The Sovereignty intends to use the spellscar to twist the orcs into becoming their most useful pawns in daylight Neverwinter.

Encounters

The northeast quarter of Neverwinter teems with orcs of all sorts, many with the plaguechanged theme (page 95).



Many-Arrows orcs



Vansi

MANY-ARROWS ORCS ENCOUNTERS

Creature	Level and Role	Source
Orc Raider	3 Skirmisher	MM
Battletested Orc	3 Soldier	MV
Orc Archer	4 Artillery	MV
Orc Berserker	4 Brute	MM
Orc Drudge	4 Minion	MM
Orc Savage	4 Minion Brute	MV
Bloodspear Krull	5 Brute	MVN
Orc Eye of Gruumsh	5 Controller (L)	MM
Half-Orc Hunter	5 Skirmisher	MM2
Orc Reaver	5 Skirmisher	MV
Orc Storm Shaman	6 Artillery	MV
Ogre	6 Brute	MV
Orc Rampager	6 Brute	MV
Orc Pummeler	6 Controller	MV
Half-Orc Death Mage	6 Controller	MM2
Bloodspear Shiv	6 Skirmisher	MVN
Half-Orc Scarthane	7 Brute	MM2
Orc Bloodrager	7 Elite Brute	MM
Orc Chieftain	8 Elite Brute (L)	MM
Bloodspear Savage Throng	9 Brute	MVN
Orc Warrior	9 Minion	MM

MV: *Monster Vault*. MVN: *Monster Vault: Threats to the Nentir Vale*. MM: *Monster Manual*. MM2: *Monster Manual 2*.

Vansi, Spellscarred Orc Commander

Ferocious and deadly, Vansi takes her position as commander seriously. She defied Obould's orders because she saw an opportunity to take power in the city. Who knows? Perhaps one day, Neverwinter will become part of Many-Arrows.

Though violent instincts govern her, Vansi has a strong sense of honor, and she holds true to her word when she gives it. Once befriended, she makes a valuable ally.

The Spellplague shows clearly in Vansi, who literally bristles when angry. Her spellscar takes the form of ridges of bone and spines that project from her skin unexpectedly, particularly during fits of emotion. These spurs pulse with hungry blue fire.

Vansi		Level 6 Soldier (Leader)
Medium natural humanoid, orog		XP 250
HP 74; Bloodied 37		Initiative +7
AC 22, Fortitude 19, Reflex 17, Will 18		Perception +4
Speed 6		
TRAITS		
➊ Inspire Belligerence ♦ Aura 3 While in the aura, allies deal 1d6 extra damage to creatures granting combat advantage to them.		
Fiery Bone Spurs (fire) Any creature that grabs Vansi takes ongoing 5 fire damage until the grab ends.		
STANDARD ACTIONS		
➊ Spiked Gauntlet (fire, weapon) ♦ At-Will Attack: Melee 1 (one creature); +11 vs. AC Hit: 2d6 + 4 damage, and the target is grabbed (escape DC 15) if Vansi has no creature grabbed. The target takes ongoing 5 fire damage until the grab ends.		
➌ Entangling Flail (weapon) ♦ At-Will Attack: Melee 2 (one creature); +9 vs. Reflex Hit: 2d8 + 5 damage, and Vansi can pull the target 1 square.		
➍ Sweeping Flail (weapon) ♦ Recharge [1] Attack: Close burst 2 (creatures in the burst); +9 vs. Reflex Hit: 2d6 + 4 damage, and the target falls prone. Miss: Half damage.		
Str 16 (+6)	Dex 14 (+5)	Wis 13 (+4)
Con 18 (+7)	Int 15 (+5)	Cha 16 (+6)
Alignment unaligned	Languages Common, Giant	
Equipment hide armor, flail, spiked gauntlet		

BREGAN D'AERTHE

The goddess Lolth keeps drow society in a stranglehold, the fingers of which are her high priestesses. Males have little purpose aside from warfare and breeding. As such, it is truly remarkable that a male-dominated mercenary organization such as Bregan D'aerthe could withstand the test of time—and not surprising that its interests extend beyond matriarchal Menzoberranzan.

Jarlaxle, the sometime leader of Bregan D'aerthe, has long maintained an interest in the surface world's northlands. He wrung every coin and secret he could from Luskan nearly three decades ago and then turned his interest to Neverwinter. Following the cataclysm, Jarlaxle withdrew from the city and its frothing chaos. However, since Lord Neverember moved in, Jarlaxle has set his spies loose in the urban fray once more. None can say exactly how many Bregan D'aerthe agents operate in Neverwinter, and Jarlaxle prefers it that way.

Encounters

Battles with this shifty group of mercenaries should be rare. The Bregan D'aerthe drow fight on their own terms, or they can't be found. The statistics



Drow swashbuckler

below offer some drow options, if you end up needing them.

Drow Swashbuckler

Bregan D'aerthe warriors are some of the best duelists to be found, above or below the earth. A drow swashbuckler fights without honor, making an enemy look foolish before it dies.

Drow Swashbuckler	Level 7 Skirmisher	
Medium fey humanoid, drow	XP 300	
HP 81; Bloodied 40	Initiative +10	
AC 21, Fortitude 17, Reflex 20, Will 19	Perception +9	
Speed 6	Darkvision	
STANDARD ACTIONS		
④ Nimble Slash ♦ At-Will		
Effect: The drow shifts up to 3 squares before or after the attack.		
Attack: Melee 1 (one creature); +12 vs. AC		
Hit: 2d6 + 8 damage.		
↓ Blade Flourish ♦ Encounter		
Effect: The drow uses <i>nimble slash</i> twice, then gains a +2 power bonus to AC until the start of its next turn.		
MINOR ACTIONS		
Cloud of Darkness (zone) ♦ Encounter		
Effect: Close burst 1. The burst creates a zone that lasts until the end of the drow's next turn. The zone blocks line of sight for all creatures except the drow. While entirely within the zone, any creature other than the drow is blinded.		
TRIGGERED ACTIONS		
Unbalanced Counterattack ♦ At-Will		
Trigger: An adjacent enemy hits the drow with a melee attack.		
Effect (Immediate Reaction): The drow uses <i>nimble slash</i> against the triggering enemy. On a hit, the enemy grants combat advantage until the end of the drow's next turn. On a miss, the drow grants combat advantage until the end of its next turn.		
Skills Acrobatics +13, Athletics +10, Bluff +13, Stealth +13		
Str 15 (+5)	Dex 21 (+8)	Wis 12 (+4)
Con 17 (+6)	Int 17 (+6)	Cha 20 (+8)
Alignment unaligned	Languages Common, Elven	
Equipment leather armor, short sword		

Drow Informant

A drow informant is a spy that specializes in theft, either of secrets or of coin. Its ability to maneuver into a position matters as much as its skill at sneaking out. Drow trained in infiltration are frustratingly hard to pin down.

Drow Informant	Level 6 Lurker	
Medium fey humanoid, drow	XP 250	
HP 60; Bloodied 30	Initiative +12	
AC 20, Fortitude 18, Reflex 19, Will 17	Perception +10	
Speed 6	Darkvision	
STANDARD ACTIONS		
④ Dagger ♦ At-Will		
Attack: Melee 1 (one creature); +11 vs. AC		
Hit: 2d4 + 9 damage.		
Vanish into Thin Air ♦ Recharge 		
Effect: The drow becomes invisible, then shifts up to 3 squares. It remains invisible until the end of its next turn or until immediately after it attacks. If the invisible drow's next attack hits, the target takes 2d8 extra damage, and it is dazed until the end of its next turn.		
MINOR ACTIONS		
Cloud of Darkness (zone) ♦ Encounter		
Effect: Close burst 1. The burst creates a zone that lasts until the end of the drow's next turn. The zone blocks line of sight for all creatures except the drow. While entirely within the zone, any creature other than the drow is blinded.		
Skills Acrobatics +13, Bluff +11, Stealth +13, Thievery +13		
Str 16 (+6)	Dex 20 (+8)	Wis 14 (+5)
Con 18 (+7)	Int 16 (+6)	Cha 16 (+6)
Alignment evil	Languages Common, Elven	
Equipment dagger, black cloak		



Drow informant

Other Factions in the Wood

While the Thayans and the Netherese fight a war of attrition in Neverwinter Wood, other groups stand alongside them or against them.

GRAY WOLF UTHGARDT

The Uthgardt tribes have occupied the region for time immemorial, following seasonal migrations and hunts and sharing (or squabbling over) territories with one another. At first, the Gray Wolves had no particular advantage over the other tribes, nor had they been more territorial than any other tribe. Of course, the barbarians weren't shapeshifters then. Change swept through the tribe hundreds of years ago when human refugees from Gauntlgrym spread the lycanthropy they had contracted from the mind flayers' thralls.

When the Shadovar arrived and offered the Gray Wolves an alliance forged in others' blood, it awoke a primal hunger in the barbarians. Already more prone to violence than their predecessors, the Gray Wolf leaders quickly accepted the Netherese offer. Some leaders justified the pact as a reunion of sorts, since the original Uthgardt tribes were, in part, composed of Netherese refugees. Others were persuaded by the Shadovar promise to cede the wilderness to the Gray Wolf tribe once they had together conquered the region's cities.

The Forsworn

Since the start of the alliance, the Netherese have used the werewolves as expendable shock troops, and some of the Gray Wolf Uthgardt have become dissatisfied with the tribe's pact. These Uthgardt didn't wait to be killed; instead, they secretly planned a coup. The mutiny failed, though, and now these oathbreakers—dubbed the Forsworn by their former kinfolk—live apart, loathed and hunted by those they once hunted with.

Since their escape from the tribe, the Forsworn have worked against the Netherese as best they can. They slay any Shadovar they meet, and they've even managed to covertly establish a hidden camp near Xinlenal. They avoid fighting any Uthgardt barbarians, but the Gray Wolf tribe does not return the favor (see "Forest of Hides," page 184).



Uthgardt warrior

Theme Tie-In

If the adventurers can prove they're trustworthy allies of the Forsworn—perhaps fighting alongside them in multiple engagements or protecting members from detection by the Shadovar—the splinter pack might informally adopt the characters. This turn of events is particularly likely if the party includes an Uthgardt barbarian or a pack outcast.

As trusted friends of the Forsworn, the heroes could witness the pack's religious observances and thus see the werewolves commune with their primal spirit totems. A primal character or one who has either of the aforementioned themes can choose to participate in these rites. If such a character does, he or she gains the following power.

Primal Surge

Granted Utility

The power of the spirits surges through you, granting you a boost when you need it most.

Encounter ♦ Primal

No Action

Personal

Trigger: You use an encounter attack power.

Effect: Roll a d20. On a 10 or higher, the triggering power is not expended, and you lose this power and cannot regain it.

FAIR WEATHER FRIENDS

The schism in the Gray Wolf tribe offers adventurers an opportunity to obtain werewolf allies. If the heroes support the Forsworn, their efforts could help redeem the barbarians, turning the whole tribe against the Netherese. Such a scenario might require the heroes to depose the pack's leaders and install a Forsworn chief.

Of course, the Forsworn individuals with whom the heroes ally could turn out to be evil savages; they are barbarian werewolves, after all. And just because the Forsworn dislike how the Netherese are using them, it doesn't necessarily mean they disagree with plans for conquest in the area. Thus, reuniting the tribe under one leader could have significant unintended consequences.

Encounters

When planning encounters with the Gray Wolf Uthgardt, you can use the frenzied werewolf in *Monster Vault* and the shifters in the *Monster Manual*, in addition to those presented below. Also, the werewolf template presented here offers a way to convert a



Werewolf stormcaller

human or a shifter of any level into a werewolf, which greatly increases your options.

Ethraniev Marrowslake

One of the most bloodthirsty and greedy of the Gray Wolf pack leaders, Ethraniev leads the bulk of the tribe's attacks against Thayan forces. She revels in carnage and might have accepted the Netherese offer purely as an excuse to hunt and kill. She is quick to threaten anyone who speaks out against the agreement.

Ethraniev is enormous. In human form, she stands over six feet tall; in hybrid form, she is nearly eight feet tall. She wears her black hair in braids, which she gathers up in a tight knot, making her sharply angled face appear even more severe. She responds to any threat or insult, real or perceived, with immediate violence.

Ethraniev Marrowslake		Level 7 Brute
Medium natural humanoid (shapechanger), human		XP 300
HP 88; Bloodied 44	Initiative +6	
AC 19, Fortitude 21, Reflex 19, Will 17	Perception +9	
Speed 6 (8 in wolf form)	Low-light vision	
TRAITS		
Regeneration		
Ethraniev regains 5 hit points whenever she starts her turn and has at least 1 hit point. When she takes damage from a silvered weapon, her regeneration does not function on her next turn.		
STANDARD ACTIONS		
④ Greatsword (weapon) ♦ At-Will		
Requirement: Ethraniev must be in human or hybrid form.		
Attack: Melee 1 (one creature); +12 vs. AC		
Hit: 2d10 + 4 damage, or 2d10 + 9 against a bloodied target.		
④ Claw ♦ At-Will		
Requirement: Ethraniev must be in wolf or hybrid form.		
Attack: Melee 1 (one creature); +12 vs. AC		
Hit: 3d6 + 5 damage, or 3d6 + 10 against a bloodied target, and the target falls prone.		
Leap of the Wolf ♦ Recharge 2		
Requirement: Ethraniev must be in wolf or hybrid form.		
Effect: Ethraniev moves up to twice her speed, then makes a melee basic attack with a +8 power bonus to the damage roll. If the attack misses, the target takes half damage.		
MINOR ACTIONS		
Change Shape (polymorph) ♦ At-Will		
Effect: Ethraniev alters her physical form to appear as a Medium wolf, a unique human, or a hybrid until she uses <i>change shape</i> again or until she drops to 0 hit points. She retains her statistics in her new form. Her clothing, armor, and other possessions do not change.		
Skills Bluff +9, Insight +9, Intimidate +9, Nature +9		
Str 20 (+8)	Dex 17 (+6)	Wis 13 (+4)
Con 18 (+7)	Int 11 (+3)	Cha 12 (+4)
Alignment unaligned		Languages Common
Equipment greatsword		

Werewolf Stormcaller

The Gray Wolf Uthgardt's spiritual practices combine worship of Uthgar, their ancestors, and primal powers. A handful of tribe members specialize in summoning the natural world's energy, particularly the great strength of the storms that rake the North.

A werewolf stormcaller stands back from battle and hurls thunderbolts like a distant storm cloud. When closely pressed, it unleashes the storm's power to blow away enemies.

Werewolf Stormcaller	Level 6 Artillery
Medium natural humanoid (shapechanger), human	XP 250
HP 49; Bloodied 24	Initiative +6
AC 20, Fortitude 17, Reflex 18, Will 20	Perception +13
Speed 6 (8 in wolf form)	Low-light vision
TRAITS	
Regeneration	
The werewolf regains 5 hit points whenever it starts its turn and has at least 1 hit point. When it takes damage from a silvered weapon, its regeneration does not function on its next turn.	
STANDARD ACTIONS	
④ Mace (weapon) ♦ At-Will	
<i>Requirement:</i> The werewolf must be in human or hybrid form.	
<i>Attack:</i> Melee 1 (one creature); +11 vs. AC	
<i>Hit:</i> 2d6 + 2 damage, or 2d6 + 6 against a bloodied target.	
④ Bite (disease) ♦ At-Will	
<i>Requirement:</i> The werewolf must be in wolf or hybrid form.	
<i>Attack:</i> Melee 1 (one creature); +11 vs. AC	
<i>Hit:</i> 2d6 + 2 damage, or 2d6 + 6 against a bloodied target. At the end of the encounter, the target makes a saving throw. On a failure, the target contracts werewolf moon frenzy (stage 1).	
④ Searing Lightning (lightning) ♦ At-Will	
<i>Attack:</i> Ranged 20 (one creature); +11 vs. Reflex	
<i>Hit:</i> 1d10 + 9 lightning damage.	
↔ Thunderwind (thunder) ♦ At-Will	
<i>Attack:</i> Close blast 3 (creatures in the blast); +9 vs. Fortitude	
<i>Hit:</i> 1d10 + 5 thunder damage, and the werewolf can push the target 1 square and knock it prone.	
MINOR ACTIONS	
Change Shape (polymorph) ♦ At-Will	
<i>Effect:</i> The werewolf alters its physical form to appear as a Medium wolf, a unique human, or a hybrid until it uses <i>change shape</i> again or until it drops to 0 hit points. It retains its statistics in its new form. Its clothing, armor, and other possessions do not change.	
Skills Arcana +9, Bluff +10, Insight +13, Intimidate +10, Nature +13	
Str 15 (+5) Dex 16 (+6) Wis 20 (+8)	
Con 17 (+6) Int 13 (+4) Cha 14 (+5)	
Alignment unaligned	Languages Common
Equipment leather armor, mace	

Werewolf Moon Frenzy

Level 6 Disease

This disease starts with a fever, which soon becomes a violent and unpredictable rage.

Stage 0: The target recovers from the disease.

Stage 1: While affected by stage 1, the target takes a -2 penalty to Will.

Stage 2: While affected by stage 2, whenever the target becomes bloodied, it makes a melee basic attack as a free action against an ally adjacent to it.

Stage 3: While affected by stage 3, whenever the target is hit by an attack, it makes a melee basic attack as a free action against an ally adjacent to it.

Check: At the end of each extended rest, the target makes an Endurance check if it is at stage 1 or 2.

10 or Lower: The stage of the disease increases by 1.

11-14: No change.

15 or Higher: The stage of the disease decreases by 1.

Werewolf Template

To create a werewolf, start with any human or shifter and give the creature the shapechanger keyword and low-light vision. In addition, the creature's attacks deal 4 extra damage against bloodied targets, and its speed increases by 2 when it is in wolf form. It also gains the following trait and powers.

TRAITS

Regeneration

The werewolf regains 5 hit points whenever it starts its turn and has at least 1 hit point. When it takes damage from a silvered weapon, its regeneration does not function on its next turn.

STANDARD ACTIONS

④ Claw ♦ At-Will

Requirement: The werewolf must be in wolf or hybrid form.

Attack: Melee 1 (one creature); werewolf's level + 5 vs. AC

Hit: Use the damage expression from the werewolf's other melee basic attack.

MINOR ACTIONS

Change Shape (polymorph) ♦ At-Will

Effect: The werewolf alters its physical form to appear as a Medium wolf, a unique human, or a hybrid until it uses *change shape* again or until it drops to 0 hit points. It retains its statistics in its new form. Its clothing, armor, and other possessions do not change.

ILYANBRUEN FEY

When the Spellplague shook Toril, the Feywild fell once more into alignment with the mortal realm. Over time, many denizens of that untamed world crept, dashed, or strode across the newly weakened barriers. Some eladrin from the Feywild kingdom of Iliyanbruuen—who had fled when Illefarn fell into ruin long ago—decided to return to their ancestral roots. When the eladrin arrived at the portal connecting their forest to Neverwinter Wood, dark fey were already there. After driving out the evildoers, the band erected a military outpost in the surrounding wreckage on both sides of the portal and named it New Sharandar, after Iliyanbruuen's former capital. Now the fey have spread through several of the ancient ruins, which time, nature, and intruders have ravaged.

The eladrin want to restore their ancient city and smash in the heads of the pillagers that defiled it. Even though most of the fey reserve their anger for the thieves and ravagers, others aren't so precise in their wrath. These eladrin are enraged at the desecration of their ancestral homes. They believe the entire region is theirs by right, and they'll happily slaughter anyone who dares gainsay them.

The leader of the Iliyanbruuen eladrin, a fey knight (see *Monster Vault*) named Merrisara Winterwhite, subscribes to the calmer beliefs of the first faction. So far, she and her lieutenants—those who agree with her, anyway—have kept the bulk of the eladrin forces in check. Nevertheless, travelers who come too near these new eladrin territories are often attacked, and it might be only a matter of time before the more violent faction acquires enough support to force its leaders' hand.

Encounters

The Iliyanbruuen might become the adventurers' allies, but they suspect the world to which they've returned holds many hidden dangers. In a first encounter with the heroes, the Iliyanbruuen should be at least guarded and possibly outright hostile, especially if the party includes a pack outcast, Bregan D'aerthe spy, or scion of shadow character.

To build an encounter with the Iliyanbruuen, consider eladrin foremost, but other fey allies make excellent choices as well.

ILYANBRUEN FEY ENCOUNTERS

Creature	Level and Role	Source
Twig Blight Seedling	1 Minion Skirmisher	MVN
Elf Archer	2 Artillery	MV
Twig Blight	2 Lurker	MVN
Elf Scout	2 Skirmisher	MV
Elf Noble Guard	3 Soldier	MV
Faerie Dragon Windgleam	4 Lurker	DrC
Fey Panther	4 Skirmisher	MM
Faerie Dragon Flitterwing	4 Skirmisher	DrC
Eladrin Arcane Archer	5 Artillery	MM2
Twig Blight Swarm	5 Brute	MVN
Dryad Recluse	5 Lurker	MV
Dryad Hunter	7 Skirmisher	MV
Satyr Rake	7 Skirmisher	MM
Eladrin Fey Knight	7 Soldier (L)	MV
Dryad Witch	8 Controller	MV
Eladrin Twilight Incanter	8 Controller	MV
Satyr Piper	8 Controller (L)	MM
Displacer Beast	9 Skirmisher	MV
Dryad	9 Skirmisher	MM
Unicorn	9 Skirmisher (L)	MM
Bramblewood Treant	10 Soldier	MV
Hamadryad	11 Minion	DrC
Eladrin Bladesinger	11 Skirmisher	MM2
Winterbole Rimeneedle	12 Skirmisher	MVN

MV: *Monster Vault*. MVN: *Monster Vault: Threats to the Nentir Vale*. MM: *Monster Manual*. MM2: *Monster Manual 2*.

DrC: *Draconomicon: Chromatic Dragons*.

Addemios Three-Dawn

Winterwhite is struggling to contain the eladrin's increasingly explosive anger, even as several community leaders—including Olirien Mistcrown, her second-in-command, and Emrae Firesky, a priestess of Corellon—agitate for more bloodshed. But at least these two are known troublemakers.

Addemios Three-Dawn, Firesky's assistant, is a hidden viper in Winterwhite's midst. While he pretends to be a celebrant of Corellon, the nefarious spiritual leader is secretly fomenting violence and seeding ever bloodier and vicious thoughts in the minds of the more extreme eladrin.

Three-Dawn is actually a disciple of Asmodeus (see “Hidden Shrine,” page 178). In league with the dark fey the eladrin drove from the portal, he works to instigate open war between the Iliyanbruuen fey and the mortals of the Neverwinter region.

Addemios Three-Dawn Medium fey humanoid, eladrin	Level 5 Artillery XP 200	
HP 51; Bloodied 25	Initiative +6	
AC 19, Fortitude 16, Reflex 18, Will 18	Perception +5	
Speed 6	Low-light vision	
Saving Throws +5 against charm effects		
STANDARD ACTIONS		
➊ Short Sword (weapon) ♦ At-Will		
Attack: Melee 1 (one creature); +10 vs. AC		
Hit: 2d6 + 4 damage.		
➋ Wrath of the Divine (implement; varies) ♦ At-Will		
Attack: Ranged 10 (one creature); +10 vs. Reflex		
Hit: 3d4 + 3 fire, necrotic, or radiant damage (Three-Dawn's choice), and one creature adjacent to the target takes 3 damage of the same type.		
➌ Eldritch Burst (force, implement) ♦ Recharge ☷ ☷		
Attack: Area burst 1 within 10 (creatures in the burst); +10 vs. Fortitude		
Hit: 1d10 + 5 force damage, and the target falls prone.		
Miss: Half damage.		
MOVE ACTIONS		
Fey Step (teleportation) ♦ Encounter		
Effect: Three-Dawn teleports up to 5 squares.		
Skills Arcana +9, Bluff +11, Religion +9		
Str 12 (+3)	Dex 18 (+6)	Wis 11 (+2)
Con 15 (+4)	Int 15 (+4)	Cha 18 (+6)
Alignment evil	Languages Common, Elven	
Equipment chain armor, short sword, rod		

CULT OF THE DRAGON

Unlike Ashmadai devil worshipers, Cult of the Dragon members have a hard time passing as normal citizens. They hold an unabashedly apocalyptic view of the future, one in which undead dragons rule the world. The cultists are fanatically devoted to bringing that vision to life.

As such, they typically avoid civilization. They prefer to serve dragons, offering the creatures gifts and information and encouraging them to become dracoliches. This was the mission of the Neverwinter cell until Valindra captured its leader, Adimond Kroskas, and took his *ring of dragons*.

Encounters

Heroes could face Cult of the Dragon zealots in a variety of scenarios. The cultists might be stationed with Valindra's forces at the Dread Ring, or the lich might throw them against adventurers to distract the characters so she can continue working in peace. Alternatively, the heroes could stumble on the cultists as the undead-dragon worshipers search for rare ingredients in Neverwinter Wood or Evernight. Regardless of why they appear, the cultists perform their duties with fanaticism, fighting to the death or using every means to survive, depending on their mission.

Zealots of this small Cult of the Dragon cell might be spellcasters or warriors. Human members are the

most likely, but you can have cultists of other races as well.

CULT OF THE DRAGON ENCOUNTERS

Creature	Level and Role	Source
Human Goon	2 Minion Soldier	MV
Common Bandit	2 Skirmisher	MV
Dragonborn Mercenary	2 Skirmisher	MV
Town Guard	3 Soldier	MV
Dwarf Bolter	4 Artillery	MM
Gnome Spy	5 Lurker	MV
Raven Roost Cutthroat	5 Lurker	MVN
Half-Orc Hunter	5 Skirmisher	MM2
Dragonborn Soldier	5 Soldier	MV
Gnome Illusionist	6 Artillery	MV
Raven Roost Sharpshooter	6 Artillery	MVN
Half-Elf Bandit Captain	6 Skirmisher (L)	MM2
Human Transmuter	7 Controller	MV
Human Thug	7 Minion Skirmisher	MV
Genasi Skyspy	7 Skirmisher	MM2
Gnome Assassin	7 Skirmisher	MV
Human Duelist	8 Soldier	MV

MV: *Monster Vault*. **MVN:** *Monster Vault: Threats to the Nentir Vale*. **MM:** *Monster Manual*. **MM2:** *Monster Manual 2*.

Adimond Kroskas

With wild hair and glassy eyes, Adimond Kroskas is a dramatic and charismatic sect leader. Outwardly obsequious to Valindra and commanding to his disciples, he disguises the stress of his situation well. The delays in raising the dracolich (see “Lorragauth, the Chained Wyrm,” page 109) are beginning to irritate Valindra, and Kroskas is no closer to retrieving his *ring of dragons* from her. He desperately needs something to change, perhaps a major distraction for Valindra or a way to gain the upper hand. He daydreams about a masked accomplice snatching Valindra’s phylactery or retrieving his ring.

To include Kroskas in combat, use the Zhent war mage in the *FORGOTTEN REALMS Campaign Guide*, except that *Zhent flash* deals cold damage, not radiant, and *black vapors* deals acid damage, not poison.

Denizens of Gauntlgrym

All most people know about ancient Gauntlgrym is that it's in the North, somewhere near Neverwinter. Although its ruins are long lost to the surface world, many Underdark creatures have walked, crawled, or flitted through Gauntlgrym's echoing halls for generations.

Over time, new creatures have joined the throng of ancient dwarf ghosts and undead humanoids whose living selves were slaughtered when orc hordes ravaged the Delzoun city. Dire corbies, strange birdlike beings, also live in the stronghold's ruins, as do other Underdark denizens.

Encounters

Some dwarf ghosts might be helpful, at least to a Delzoun heir. But Gauntlgrym's other inhabitants, particularly the primitive dire corbies, are driven to kill. The monsters on the following table represent only a portion of Gauntlgrym's inhabitants. In addition to the members of the various factions seeking to unearth the city, you can populate the place with foes that make sense for your campaign.

DENIZENS OF GAUNTLGRYM ENCOUNTERS

Creature	Level and Role	Source
Decrepit Skeleton	1 Minion Skirmisher	MV
Skeleton	3 Soldier	MM
Phantom Warrior	4 Soldier	MM
Blazing Skeleton	5 Artillery	MV
Ravenous Ghoul	5 Brute	MV
Wraith	5 Lurker	MV
Ghoul	5 Soldier	MV
Mad Wraith	6 Controller	MV
Dire Corby Wastrel	6 Skirmisher	Dun
Dire Corby	7 Brute	*
Skeletal Legionary	7 Minion Soldier	MV
Shambling Mummy	8 Brute	MV
Trap Haunt	8 Lurker	MM
Hill Clan Apparition	8 Minion Soldier	MVN
Sovereign Wraith	8 Soldier	MV
Skeletal Tomb Guardian	10 Brute	MV
Moldering Mummy	10 Minion Brute	MV

*: Presented in this section. MV: *Monster Vault*. MVN: *Monster Vault: Threats to the Nentir Vale*. MM: *Monster Manual*. Dun: *Dungeon 183* ("Exploring Gauntlgrym").

DIRE CORBIES

Dire corbies descend from a variety of predatory birds that were lost and trapped in the Underdark. Over generations the colony mutated, and each new generation grew more deadly and dangerous than the one before. They lost the power of flight, but their wings developed into muscular, taloned limbs perfect for climbing sheer Underdark caverns, pulling themselves through narrow subterranean tunnels, and eviscerating anything remotely edible. Covered in coal-black feathers, they blend into the darkness of the subterranean tunnels they hunt.

A full description of dire corbies can be found in Bruce R. Cordell's article "Exploring Gauntlgrym," which *D&D Insider* subscribers can download as part of *Dungeon 183*.



Dire corby



A dire corby stands vigilant

Dire Corby		Level 7 Brute
Medium natural humanoid		XP 300
HP 96; Bloodied 48		Initiative +8
AC 19, Fortitude 19, Reflex 20, Will 17		Perception +10
Speed 7		Darkvision
STANDARD ACTIONS		
⊕ Gashing Beak ♦ At-Will		
Attack: Melee 1 (one creature); +12 vs. AC		
Hit: 2d6 + 6 damage, and ongoing 5 damage (save ends).		
TRIGGERED ACTIONS		
⇨ Rending Screech (fear, psychic) ♦ Encounter		
Trigger: The dire corby is first bloodied.		
Attack (Free Action): Close burst 2 (creatures in the burst); +10 vs. Will		
Hit: 2d6 + 5 psychic damage, and the target gains vulnerable 5 to all damage until the end of the dire corby's next turn.		
Miss: Half damage.		
Skills Athletics +12, Stealth +13		
Str 19 (+7)	Dex 21 (+8)	Wis 14 (+5)
Con 16 (+6)	Int 11 (+3)	Cha 9 (+2)
Alignment chaotic evil		Languages —

MIND FLAYERS

A colony of illithids once ruled Gauntlgrym, but its illithid-derro crossbreeding experiment ballooned out of control, and the mind flayers' creations overthrew the colony. After the primordial's awakening and subsequent reimprisonment, mind flayers and their elder brain reclaimed a large portion of the legendary dwarven city's lower reaches.

Of course, the mind flayers are unaware they owe their success to the Abolethic Sovereignty, which covertly infected the collective's elder brain with Spellplague. The Sovereignty uses its Symphony of Madness and a steady supply of Spellplague energy to control the elder brain and thus the mind flayers.

The aboleths use the mind flayers to research the bound primordial and stop any would-be conquerors from seizing it. Slowly, the Sovereignty has been revising its hymns to funnel more energy to Gauntlgrym. However, the resulting increase in Spellplague energy is beginning to mutate the mind flayers, and adventurers familiar with Spellplague effects could discover that the Sovereignty's reach extends a lot farther than anyone suspects. Of course, such a discovery would earn the aboleths' wrath.

Plaguechanged Mind Flayer

Already an aberrant creature, the Abolethic Sovereignty's mind flayer slave looks bizarre. Its flesh constantly ripples, as if liquid is sloshing in



Plaguechanged elder brain

waves beneath its skin. Despite the drastic changes to the collective's illithids, none of the mind flayers acknowledges the mutations. And as long as the Symphony of Madness continues to mask the colony's perceptions, the illithids will remain unaware.

Plaguechanged Mind Flayer Level 8 Controller (Leader)	
Medium aberrant humanoid	XP 350
HP 82; Bloodied 41	Initiative +5
AC 24, Fortitude 18, Reflex 22, Will 20	Perception +6
Speed 7	
STANDARD ACTIONS	
④ Tentacles ♦ At-Will	
Requirement: The mind flayer must not have a creature grabbed.	
Attack: Melee 1 (one creature); +11 vs. Reflex. This attack automatically hits a dazed or stunned target.	
Hit: 2d8 + 7 damage, and the mind flayer grabs the target (escape DC 16).	
↓ Enthrall Brain (charm) ♦ At-Will	
Attack: Melee 1 (one creature grabbed by the mind flayer); +11 vs. Fortitude	
Hit: 3d10 + 4 damage, and the target is dazed until it is no longer grabbed by the mind flayer.	
Special: If this attack drops the target below 1 hit point, the target stands up, regains hit points equal to its bloodied value, and is dominated until the mind flayer dies. At that point, the target drops to 0 hit points.	
↔ Psychotic Blast (charm, psychic) ♦ Recharge [■■]	
Attack: Close blast 5 (enemies in the blast); +11 vs. Will	
Hit: 2d6 + 5 psychic damage, and the target makes a basic attack against its nearest ally as a free action.	
Miss: Half damage.	
Skills Arcana +14, Insight +11	
Str 12 (+5)	Dex 12 (+5)
Con 10 (+4)	Int 20 (+9)
Alignment chaotic evil	
Languages Deep Speech, telepathy 20	

Plaguechanged Elder Brain

Disease and chaos magic scar the plaguechanged elder brain. The center of its colony, it has become addicted to Spellplague energy. It hungers for it like a drug, ensuring that its collective remains psionically imprisoned.

Plaguechanged Elder Brain	Level 9 Elite Controller
Large aberrant magical beast (blind)	XP 800
HP 200; Bloodied 100	Initiative +11
AC 24, Fortitude 19, Reflex 20, Will 26	Perception +7
Speed 1	Blindsight 20
Immune blinded, gaze effects; Resist 10 psychic	
Saving Throws +2; Action Points 1	
TRAITS	
➊ Numbing Static (psychic) ♦ Aura 3	
Creatures gain no benefit from psychic resistance while in the aura. While the elder brain is bloodied, any creature that ends its turn in the aura takes 5 psychic damage.	
Potent Telepathy	
The elder brain can communicate telepathically with other creatures within 20 squares of it, even if it does not have line of effect to those creatures.	
STANDARD ACTIONS	
④ Tentacle Mind Warp (teleportation) ♦ At-Will	
Attack: Melee 3 (one creature); +14 vs. AC	
Hit: 2d8 + 8 damage, and the elder brain teleports the target up to 2 squares.	
↔ Turbulent Psychopathy (psychic) ♦ Recharge [■■]	
Attack: Close burst 3 (enemies in the burst); +12 vs. Will	
Hit: 2d8 + 5 psychic damage, and the target is dazed (save ends).	
Miss: Half damage.	
MOVE ACTIONS	
Bend Space (teleportation) ♦ At-Will	
Effect: The elder brain teleports up to 5 squares.	
MINOR ACTIONS	
↗ Maddening Projection (psychic) ♦ At-Will	
Attack: Ranged 5 (one or two creatures); +12 vs. Will	
Hit: 1d8 + 3 psychic damage, and the target gains vulnerable 5 psychic until the end of the elder brain's next turn.	
TRIGGERED ACTIONS	
Spatial Reflection ♦ At-Will	
Trigger: An enemy subjects the elder brain to forced movement.	
Effect (Immediate Interrupt): The elder brain negates the forced movement against itself and subjects the triggering enemy to it instead.	
Skills Arcana +15, Bluff + 14, Diplomacy +14, Dungeoneering +12	
Str 8 (+3)	Dex 10 (+4)
Con 20 (+9)	Int 22 (+10)
Alignment chaotic evil	Wis 16 (+7)
Alignment chaotic evil	Cha 20 (+9)
Languages Deep Speech, telepathy 20	

DUERGAR

Where the dwarves once ruled, their darkest reflections now hold sway. The devil-worshiping duergar have come to Gauntlgrym. Few know they are here; none know why they stay, not even the duergar. They expand the dwarven mines ever deeper until it seems as though the world must bleed. Although they have claimed great veins of precious ores—iron, mithral, and legendary hellthorn—these are only extra prizes. They don't know what they seek, only that Asmodeus commands them to dig.

The duergar are not alone within the twisting depths of Gauntlgrym. They laugh at the pain of dire corby slaves, cower when Gauntlgrym ghosts float near, and ready their weapons when mind flayers come for new thralls. The duergar still recall the days of yore, when illithids performed horrid experiments on their ancestors, creating unspeakable abominations. Heedless of the danger around them, small duergar scouting parties continue to dart from the mines, eager to capture new slaves, raid rediscovered treasures, and deface the dwarves' former temples.

Encounters

The duergar in Gauntlgrym despise other creatures and believe slave labor in the mines or death is the best the vermin deserve. They know nothing of the Ashmadai and would react with suspicion to other Asmodeus cultists unless devils appeared to them bearing Asmodeus's words. The duergar have no reason to act with anything but outright hostility toward heroes, employing their weapons, supernatural powers, and traps with equal abandon.

DUERGAR ENCOUNTERS

Creature	Level and Role	Source
Duergar Scout	4 Lurker	MV
Duergar Thug	4 Minion Brute	MV
Duergar Guard	4 Soldier	MV
Duergar Raid Leader	5 Artillery (L)	MV
Duergar Theurge	5 Controller	MM2
Duergar Shock Trooper	6 Brute	MM2
Steeder	8 Skirmisher	*
Duergar Fleshtearer	11 Lurker	MM2

*: Presented in this section. MV: *Monster Vault*. MM2: *Monster Manual 2*.

Kholzourl the Fire-Speaker

A hunched, burly-shouldered duergar with a white beard, Kholzourl leads the expedition working beneath the lost dwarven city. An unholy warrior of Asmodeus, it was he who interpreted the signs and omens commanding the duergar to dig deep beneath Gauntlgrym. And it is he alone who knows their true purpose (see "In the Name of Asmodeus," page 196).

Kholzourl the Fire-Speaker		Level 9 Soldier
Medium natural humanoid, duergar		XP 400
HP 97; Bloodied 48	Initiative +8	
AC 25, Fortitude 22, Reflex 21, Will 23	Perception +6	
Speed 5	Darkvision	
Resist 10 fire, 5 poison		
STANDARD ACTIONS		
➊ Infernal Flail (fire, psychic, weapon) ♦ At-Will		
Attack: Melee 1 (one creature); +14 vs. AC		
Hit: 3d6 + 6 fire and psychic damage.		
Effect: The target is marked until the end of Kholzourl's next turn.		
➋ Whirling Cinders (fire, psychic, zone) ♦ Encounter		
Attack: Melee 1 (one creature); +12 vs. Reflex		
Hit: 3d10 + 5 fire and psychic damage.		
Miss: Half damage.		
Effect: The attack creates a zone in a burst 1 centered on the target. Any creature that enters the zone or ends its turn there takes 5 fire damage, and the zone is difficult terrain for good creatures. The zone lasts until the end of the encounter.		
➌ Infernal Quills (poison) ♦ Encounter		
Attack: Ranged 3 (one creature); +14 vs. AC		
Hit: 1d8 + 8 damage, and the target takes ongoing 5 poison damage and is marked (save ends both).		
MINOR ACTIONS		
➍ Call of the Flame ♦ At-Will (1/round)		
Attack: Ranged 5 (one creature marked by Kholzourl); +12 vs. Will		
Hit: Kholzourl slides the target up to 3 squares.		
Skills Arcana +12, Dungeoneering +11, Intimidate +14, Religion +12		
Str 16 (+7)	Dex 14 (+6)	Wis 14 (+6)
Con 17 (+7)	Int 17 (+7)	Cha 21 (+9)
Alignment evil	Languages Common, Deep Speech, Dwarven	
Equipment scale armor, flail		

Nimor Ironvice

Nimor Ironvice (use the duergar shock trooper in *Monster Manual 2*) discovered a winding tunnel to the surface some time ago. Being careful to disguise himself with a cloak and travel at night, he made several brief explorations into the region. During these forays, he met Mordai Vell and learned about the Ashmadai.

Now Nimor plays a dangerous game, stealing hellthorn to carry to the surface and charging Mordai exorbitant prices for it. Nimor knows Kholzourl would torture him publicly for his freelancing, and it is becoming increasingly hard for him to devise excuses for his absences. Soon he'll have to decide between severing ties with the surface and forming an alliance with Mordai Vell against his fellow duergar. He's hoping some infernal sign will show him the way.

HELLTHORN

The exotic red metal known as hellthorn is sought out by the duergar, who have a special appreciation for the diabolical quality of a weapon crafted from the stuff.



Nimor Ironvice

Hellthorn Weapon

Level 10+ Rare

The weapon, forged of red iron, seems to radiate a palpable aura of devilish glee.

Lvl 10	+2	5,000 gp	Lvl 25	+5	625,000 gp
Lvl 15	+3	25,000 gp	Lvl 30	+6	3,125,000 gp
Lvl 20	+4	125,000 gp			

Weapon: Flail, heavy blade, spear, or staff

Enhancement Bonus: Attack rolls and damage rolls

Critical: +1d6 fire damage per plus, and ongoing 10 fire damage (save ends)

Level 25 or 30: Ongoing 20 fire damage (save ends)

Property

You are considered to be a devil for the purpose of any beneficial effect that impacts devils. If you have fire resistance, it increases by 5.

Hellthorn Vengeance (Fire) ♦ Encounter Utility (Free Action)

Trigger: You miss with an attack that targets AC.

Effect: An allied devil adjacent to the target you missed can make a basic attack against the target as a free action. If the allied devil hits, the target takes extra fire damage equal to twice this weapon's enhancement bonus.

Steeder

The result of diabolical experiments in cross-breeding, a steeder appears to be a giant tarantula sculpted by a drunken god. A steeder stares with protruding humanoid eyes, its great mandibles glimmer with a sickly red sheen, and its many legs are coated in dark hair. Those legs, which come in odd numbers and uneven lengths, carry the steeder's rider across any surface—wall, floor, or ceiling.

Duergar use specially designed saddles to ensure that a rider stays on its beast.

Steeder

Large natural beast (devil, mount)

Level 8 Skirmisher

XP 350

HP 89; Bloodied 44

Initiative +10

AC 22, Fortitude 20, Reflex 21, Will 19

Perception +6

Speed 6, climb 6 (spider climb)

Darkvision, tremorsense 5

TRAITS

Coursing Flame

If the steeder takes fire damage, the next creature it hits before the end of its next turn takes 5 fire damage.

Diabolic Steed (mount)

If an attack power targets both the steeder and its rider and misses one of them, it misses both of them.

STANDARD ACTIONS

① Bite (fire) ♦ At-Will

Attack: Melee 2 (one creature); +13 vs. AC

Hit: 1d8 + 5 damage, and ongoing 5 fire damage (save ends).

The ongoing damage increases by 5 if the target is granting combat advantage to the steeder.

MINOR ACTIONS

† Adhering Limb ♦ At-Will (1/round)

Attack: Melee 2 (one creature); +11 vs. Reflex

Hit: The target is grabbed (escape DC 16). Until the grab ends, the target grants combat advantage to the steeder.

Skills Athletics +14, Stealth +13

Str 21 (+9) **Dex** 18 (+8) **Wis** 14 (+6)

Con 17 (+7) **Int** 3 (+0) **Cha** 9 (+3)

Alignment evil **Languages** understands Dwarven and Deep Speech

Equipment duergar-made saddle

HOUSE XORLARRIN

The paranoid and reclusive House Xorlarrin endlessly pursues schemes for greater power and prominence among the drow. Matron Mother Zeerith leads the house with a lighter hand than any of her counterparts, actively seeking opinions and input, even from her house's male drow. Of course, this prominence comes at a price. Xorlarrin males are bred for their magical ability, and those who show no inclination toward the art are sacrificed. This practice has given House Xorlarrin a solid reputation as one of the most magically gifted, and therefore dangerous, of the noble Houses of Menzoberranzan.

House Xorlarrin's arcane means of gathering information have nabbed Matron Mother Zeerith a particularly ripe secret, one Jarlaxle was trying desperately to keep. During his investigations into the primordial hidden beneath Gauntlgrym, Jarlaxle consulted Archmage Gromph Baenre, his older brother and the master of the Sorcere school of wizardry. Even though the details of that meeting should have remained between the two, Xorlarrin's matriarch learned something of their discussions and sent a contingent to investigate. Perhaps with the aid of a controlled primordial, Gauntlgrym could become a drow stronghold to rival Menzoberranzan—under House Xorlarrin's control, of course.

House Xorlarrin drow now hunt in the caverns around the dwarven city, coming ever closer to discovering a way into Gauntlgrym and entering the struggles for its control.

Theme Tie-In

If a character has the Bregan D'aerthe spy theme, Xorlarrin could have destroyed that adventurer's house. Alternatively, a drow "friend" among the Bregan D'aerthe might have suffered that fate and now seeks the heroes' aid to revenge his family.

Encounters

House Xorlarrin drow rely heavily on spellcasters, but encounters with drow warriors, Lolth-worshiping priestesses, and spiders of all sorts are possible.

HOUSE XORLARRIN ENCOUNTERS

Creature	Level and Role	Source
Ambush Spider	2 Lurker	MM3
Lolthbound Goblin	3 Soldier	MM2
Spider Swarm	3 Soldier	MV
Deathjump Spider	4 Skirmisher	MV
Drow Informant	6 Lurker	Page 122
Doomspinner Spider	7 Controller	MV
Drow Swashbuckler	7 Skirmisher	Page 122
Drow Spellspinner	8 Artillery	*
Drow Warrior	11 Lurker	MM
Cave Spider	12 Minion Skirmisher	MV
Drow Arachnomancer	13 Artillery (L)	MV
Drow Venomblade	13 Skirmisher	MV
Drider Shadowspinner	14 Skirmisher	MV

*: Presented in this section. MV: *Monster Vault*. MM: *Monster Manual*. MM2: *Monster Manual 2*. MM3: *Monster Manual 3*.

Drow Spellspinner

A drow spellspinner weaves threads of magic like a spider. From afar, it rains spells on foes and summons a web of lightning to entrap approaching enemies.



House Xorlarrin drow

Drow Spellspinner	Level 8 Artillery	
Medium fey humanoid, drow	XP 350	
HP 64; Bloodied 32	Initiative +6	
AC 22, Fortitude 18, Reflex 21, Will 21	Perception +5	
Speed 6	Darkvision	
STANDARD ACTIONS		
➊ Spellshock Rod (implement, lightning) ♦ At-Will		
Attack: Melee 1 (one creature); +13 vs. AC		
Hit: 2d8 + 7 lightning damage, and the drow pushes the target up to 2 squares.		
➋ Dark Bolt (implement, lightning, necrotic) ♦ At-Will		
Attack: Ranged 20 (one creature); +13 vs. Reflex		
Hit: 2d8 + 2 lightning damage, and ongoing 5 necrotic damage (save ends).		
↳ Lightning Web (implement, lightning) ♦ Encounter		
Attack: Close blast 5 (creatures in the blast); +11 vs. Reflex		
Hit: The target is immobilized and takes ongoing 10 lightning damage (save ends both).		
Miss: The target is slowed and takes ongoing 5 lightning damage (save ends both).		
MOVE ACTIONS		
Levitate ♦ Encounter		
Effect: The drow flies up to 4 squares vertically and hovers there until the end of its next turn. When the levitation ends, the drow descends safely to the ground, without taking falling damage.		
Sustain Move: The levitation persists until the end of the drow's next turn, and it can fly up to 3 squares vertically and 1 square horizontally.		
Skills Arcana +12, Dungeoneering +10, Stealth +11		
Str 10 (+4)	Dex 15 (+6)	Wis 13 (+5)
Con 10 (+4)	Int 17 (+7)	Cha 16 (+7)
Alignment evil	Languages Common, Elven	
Equipment robes, rod		

USING HOUSE XORLARRIN

The adventurers might encounter House Xorlarrin drow in or around Gauntlgrym, or the drow might send spies and emissaries to the surface to sniff out a way into the lost city. Because drow are a common enough sight in Neverwinter, a small House Xorlarrin contingent might not be confronted, or its members might be mistaken for Bregan D'aerthe. Jarlaxle would prefer that no other drow have access to Gauntlgrym and the primordial, but there's no guarantee that all Bregan D'aerthe drow agree with him. What results from the two groups coming together is up to you and your players.

The Xorlarrin drow have many potential enemies on the surface and rivals for control of Gauntlgrym. If the adventurers become aware of Xorlarrin's plans, they might engage groups to unite against the powerful house. Alternatively, the characters might decide to keep Xorlarrin involvement in the area secret from Bregan D'aerthe, lest that information filter back to Menzoberranzan and arouse the interest of rival houses.

THE FIRES BELOW

The elemental denizens living in Mount Hotenow's volcanic caverns are euphoric after witnessing the primordial's awakening, which sent waves of excitement thrumming through their beings. In a frenzy of activity, some creatures labor to fulfill the primordial's desires while others—namely a sect of fire-worshiping creatures led by Gommoth, a hunch-backed fire giant—work to set off Mount Hotenow's eruption. The motley band has even managed to recruit Qalthus (page 190), a rage-driven Shadovar mage.

Encounters

The primordial's elemental servants are handy foes for random encounters in and around Mount Hotenow and Gauntlgrym. If you want the monsters to play a more important role in your campaign's plot, they could be fractured into several factions, each doing what it thinks the primordial desires. Alternatively, they could have communicated with the primordial and be a unified force in opposition to the mind flayers, the duergar, the drow, and others. Perhaps the duergar have an uneasy alliance with the elementals against everyone else, and the heroes can attempt to turn one force against the other.

If your heroes are still working their way toward Gauntlgrym, you could drive them toward the river of flame (page 190), a snaking slurry of liquid fire that leads to numerous tunnels and the lair of Karrundax, a young red dragon.

Salamander Spearwarden

Fiery denizens of the Elemental Chaos, salamanders slither on snakelike bodies. They dominate lesser creatures and live in feudal societies. A salamander spearwarden serves its masters as a soldier or a guard. It stands back from enemies, stabbing with its longspear and using its tail to lash out at any enemy that approaches it or its designated ward.



Salamander spearwarden

Salamander Spearwarden		Level 8 Brute	
Large elemental humanoid (fire, reptile)		XP 350	
HP 107; Bloodied 53		Initiative +8	
AC 20, Fortitude 21, Reflex 20, Will 18		Perception +6	
Speed 6			
Resist 20 fire			
STANDARD ACTIONS			
① Longspear (fire, weapon) ♦ At-Will			
Attack: Melee 3 (one creature); +13 vs. AC			
Hit: 2d10 + 4 damage, and ongoing 5 fire damage (save ends).			
TRIGGERED ACTIONS			
↔ Tail Sweep (fire) ♦ At-Will			
Trigger: An enemy enters a square adjacent to the salamander.			
Attack (Immediate Reaction): Close blast 2 (creatures in the blast including the triggering enemy); +11 vs. Reflex			
Hit: 1d10 + 6 fire damage, and the target falls prone.			
Str 21 (+9)	Dex 18 (+8)	Wis 15 (+6)	
Con 17 (+7)	Int 9 (+3)	Cha 11 (+4)	
Alignment evil	Languages Primordial		
Equipment longspear			

Salamander Sparker

A salamander sparker wields an iron bow strung with steel wire. From this weapon, it shoots explosive arrows of pure flame.

Salamander Sparker		Level 11 Artillery	
Large elemental humanoid (fire, reptile)		XP 600	
HP 90; Bloodied 45		Initiative +10	
AC 25, Fortitude 24, Reflex 24, Will 21		Perception +7	
Speed 6			
Resist 20 fire			
STANDARD ACTIONS			
① Tail Lash (fire) ♦ At-Will			
Attack: Melee 2 (one creature); +16 vs. AC			
Hit: 2d10 + 8 fire damage.			
② Sparkbow (fire, weapon) ♦ At-Will			
Attack: Ranged 20 (one or two creatures); +18 vs. AC			
Hit: 1d10 + 5 fire damage, and one creature adjacent to the target takes 1d6 fire damage.			
Str 20 (+10)	Dex 21 (+10)	Wis 15 (+7)	
Con 18 (+9)	Int 9 (+4)	Cha 11 (+5)	
Alignment evil	Languages Primordial		
Equipment longbow, 40 arrows			

FIRES BELOW ENCOUNTERS

Creature	Level and Role	Source
Fire Beetle	1 Brute	MM
Lesser Fire Elemental	1 Skirmisher	MV
Lesser Earth Elemental	2 Soldier	MV
Magma Hurler	4 Artillery	MM
Magma Claw	4 Brute	MM
Red Dragon Wyrmling	5 Elite Soldier	DrC
Gargoyle Rake	5 Lurker	MV
Fire Bat	5 Skirmisher	MM
Flamespiker	5 Soldier	MM2
Geonid	6 Lurker	MM2
Bloodfire Ooze	7 Elite Brute	MVN
Ironstone Gargoyle	7 Skirmisher	MM3
Young Red Dragon	7 Solo Soldier	MV
Galeb Duhr Earthbreaker	8 Artillery	MM
Hornstone Gargoyle	8 Brute	MM3
Salamander Spearwarden	8 Brute	*
Obsidian Gargoyle	8 Minion Soldier	MM3
Flame Snake	9 Artillery	MM
Gargoyle	9 Lurker	MV
Xorn	9 Skirmisher	MM2
Rockfist Smasher	10 Brute	MM2
Young Volcanic Dragon	10 Elite Brute	MM3
Impaling Roper	10 Lurker	MV
Magma Strider	10 Skirmisher	MM
Gargoyle Rock Hurler	11 Artillery	MV
Salamander Sparker	11 Artillery	*
Galeb Duhr Rockcaller	11 Controller	MM
Earth Archon	12 Brute	MV
Fire Archon Embeguard	12 Brute	MM
Cave Roper	12 Elite Controller	MV
Magma Brute	13 Brute	MM
Fire Archon	13 Skirmisher	MV
Salamander Lancer	14 Brute	MM
Salamander Firetail	14 Skirmisher	MM

*: Presented in this section. MV: *Monster Vault*. MVN: *Monster Vault: Threats to the Nentir Vale*. MM: *Monster Manual*. MM2: *Monster Manual 2*. MM3: *Monster Manual 3*. DrC: *Draconomicon: Chromatic Dragons*.

Gazetteer

The land shudders under the weight of invisible titans, wrestling for control. Yet their battleground is as thin as parchment. Mightier powers slumber beneath, and when they wake, the land shall be made anew, and its people shall quake with fear no more.

—From an augury by Rohini the Prophet

PEOPLE THINK of the North as a cold and savage place filled with untold danger. They say the folk who live there must be crazed, on the run from the law, or unwanted by the rest of the world—not to mention hardened to the rigors and terrors of the wild and unknowable North.

This chapter describes numerous locations to use in a Neverwinter campaign, including intriguing sites, interesting personalities, handy ways to bring player characters into an adventure, and other details. The locations are not fully mapped or described from end to end; instead, they serve as foundations to which you can add your own ideas and creativity. Following are the major areas covered in the chapter.

- ◆ **Ruined Neverwinter:** Devastated by both the Spell-plague and a cataclysm, Neverwinter struggles to rebuild while grappling with dangerous ruins, political intrigues, and plaguechanged horrors.
- ◆ **Helm's Hold:** This monastic community with a village of stout-hearted people hides terrible and terrifying threats to the region.
- ◆ **Neverwinter Wood:** A wide array of strange locales connected to the factions in the region lies within these woods.
- ◆ **Gauntlgrym:** The legendary dwarven city lies hidden and filled with mysterious dangers.
- ◆ **Evernight:** A Shadowfell reflection of Neverwinter, ruled by undead and is a battleground for a cloak-and-dagger war between Netheril and Thay.
- ◆ **Thay Through the Veil:** Distant Thay can be part of the campaign if the characters follow the threads of the war in Evernight.

ALBERTO DALLAGO





Neverwinter Today

A once-bustling metropolis, the northern city of Neverwinter lies mostly in ruins after a century of turmoil that culminated in a great cataclysm nearly thirty years ago. Fires, earthquakes, and evil portents destroyed or chased away most of the populace, but even the waking of an ancient primordial could not kill the city completely. Some stubborn natives remained, carrying on in spite of countless hardships. Because of them—and because of the reconstruction efforts of the last decade—Neverwinter still stands, despite its tragedies. Today, the city is a center of trade, warfare both open and secret, and—above all—adventure.

After so much abuse and neglect, much of the city's architecture is damaged or lies in rubble. Recent repair efforts have given Neverwinter a patch-work appearance; slums are juxtaposed with new construction, all resting on the shattered remnants of old buildings. Certain districts are more intact than others, and former citizens have returned to such areas, thanks to the efforts of the city's Lord Protector: Dagult Neverember, Open Lord of Waterdeep.

NEVERWINTER'S ETERNAL SUMMER

Two popular legends about the source of Neverwinter's name stir up endless debate among the people. One legend holds that the city is named for a persistent heat in the river that provides warmth regardless of the season. The other credits the talents of the city's first gardeners, whose flowers bloomed in the depths of winter. Residents of Neverwinter enjoy debating the merits of both stories as much as other people talk about the weather or politics; likely, both legends are true.

Generally speaking, the city is temperate, shielded by sea breezes from the worst of winter storms and summer heat. The Neverwinter River flows warmly throughout the year, steaming on chilly winter days and keeping the port free of ice in the coldest months.

RECENT HISTORY

Neverwinter residents look with fond patriotism upon the life and reign of Nasher Alagondar, a former adventurer who ascended to rule the city over 150 years ago. One remarkable story tells that he refused the title of

king for much if not all of his reign; today, natives of Neverwinter still debate whether he was truly a king or merely a shepherd of his

people. Regardless, Alagondar guided the city with a fair hand through his faith in Tyr, at that time the god of justice, and his chosen bodyguards and boon companions, the legendary Neverwinter Nine.

Many details of Alagondar's life have been forgotten in the wake of the Spellplague and the cataclysm, but it is known that he gave rise to a line of kings who ruled long and well. An ostensibly unbroken line of succession traces from Alagondar to the last king and queen of Neverwinter, who vanished twenty-seven years ago in the cataclysm that claimed the city.

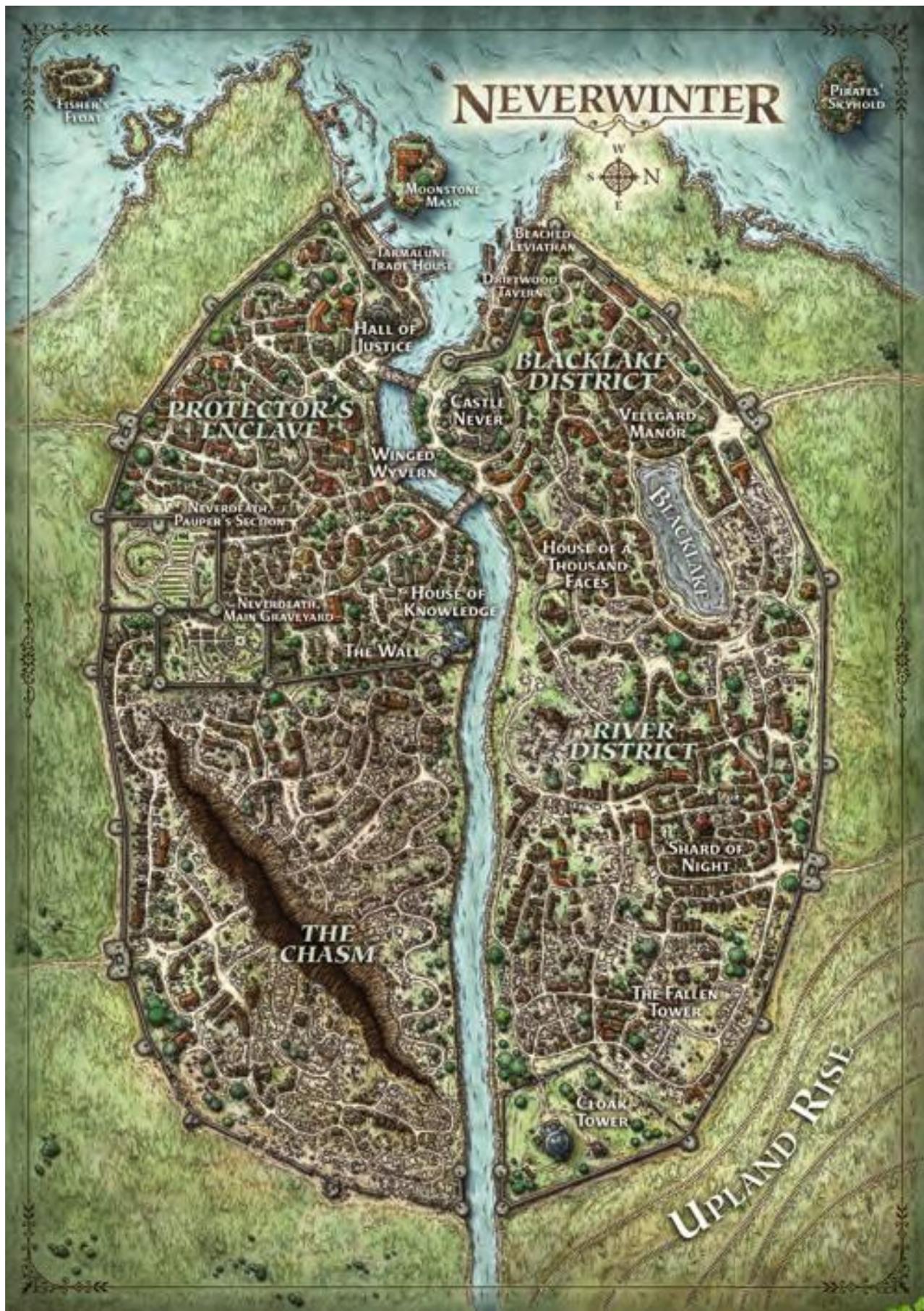
That catastrophe drastically depleted Neverwinter's population. A few dozen holdouts remained, refusing to leave their ancestral homes. Unfortunately for them, much of the southeastern quadrant of the city collapsed into a yawning pit, known as the Chasm, that continually spawned plaguechanged horrors. Holdouts of martial bent built a wall to keep back the monsters, and in time their patrols became a sacred duty.

Over the past decade, Dagult Neverember has made progress in restoring the devastated city. Seeing an opportunity to add to his mercantile empire, Lord Neverember employed an army of artisans and carpenters to rebuild, and he hired mercenaries from Mintarn to keep monsters at bay and maintain order. Five years ago, Neverember established the Protector's Enclave from his base in the Hall of Justice, and declared that section of the city safe for occupation once more. Since then, he has worked to tame the wild streets, rebuild the ruins, and coax the refugees to return to their homes.

People who did not abandon the city after the cataclysm are slow to accept the Lord Protector's control of what some call "New Neverwinter." In particular, a rebel group called the Sons of Alagondar united to throw out the man they call the Pretender through a campaign of public agitation, sabotage, and theft. Behind the rebels, the steady hand of the northern Harpers offered guidance, seeking to prevent another would-be tyrant's rise in the fragile region. However, in the wake of their leader's recent murder, the Sons have struck out on their own; the Harpers now despair of reclaiming the city for good and freedom.

But Lord Neverember's police state extends only so far. Beyond the Protector's Enclave, as many monsters as natives roam the streets, laying claim to whole quarters of the city. The northeastern portion is ruled by orcs from the Kingdom of Many-Arrows. In the northwest, the neighborhood of Blacklake roils with tension from both secret and overt opposition to Lord Neverember. The southeastern area of the city lies in ruins surrounding the massive Chasm.

Neverwinter's poorly policed streets and tenuous political situation make it a likely target for all manner of villains. Never have heroes been more needed in the Savage North.





Hall of Justice

PROTECTOR'S ENCLAVE

The Lord Protector of Neverwinter rules the city from the Hall of Justice, the old temple of Tyr. Farthest from the source of the great earthquake that struck Mount Hotenow almost three decades ago, this area of Neverwinter suffered the least destruction. This good fortune also made the district a primary target for Lord Neverember. He moved an overwhelming force of mercenaries into the district, secured his base, and, ever since, has spent half his time here and half in Waterdeep.

The Protector's Enclave stands mostly intact, and many former residents of the city have returned to live here alongside new immigrants. Although this district is the most stable part of Neverwinter, it chafes under the firm hand of Sabine, the general of Lord Neverember's forces. Spies watch every neighborhood and notable gathering place, and Mintarn enforcers march through the streets. When the townsfolk complain, Neverember shifts the blame to one or another of his subordinates and is subsequently hailed as a hero for making an example of the supposed scoundrel. He assures the citizens that he is doing his best in a bad situation.

The Enclave boasts the best-stocked market in the city, thanks to trade from

Waterdeep and other cities along the Sword Coast. The city taxes all transactions made here at a steep rate that the natives have grudgingly come to accept. The taxes pay for the Mintarn soldiers who watch every newcomer to the district with a sharp eye. In the enclave, suspicious or unfamiliar characters do not stay hidden for long.

Hall of Justice

The high walls and imposing stonework of Tyr's former temple mark it as a timeless bastion of duty and honor. The great temple stands atop a seaside bluff, challenging all threats from the Sea of Swords or inland Faerûn.

When Lord Neverember set his sights on the city, he chose the Hall of Justice as his base of operations for its practical value (the cataclysm left it almost untouched) and its emotional significance to the people of Neverwinter. The city had long served Tyr, the god of justice, and even after the deity fell nearly a hundred years ago, the residents refused to convert the temple to worship of another god.

By restoring the temple to its former status, Neverember seeks to win over the city's traditionalists and establish himself as a champion of just rule. He sponsors priests of Torm whose rites emulate the Tyrran tradition, hoping to attract new devotees to the temple (and to the Lord Protector's cause). For the



most part, the scheme has worked. Some of the locals, however—particularly the Sons of Alagondar—think that Neverember's presence defiles the great temple, which they now call the "Hall of Never-Justice."

The temple itself is a radiant and beautiful structure, big enough inside for giants to walk comfortably or for dragons to rest in the great hall, beneath the high-domed ceiling. The trappings of the building reflect a bygone age, one dedicated to justice and temperance in all things.

The Lord's Residence

From his office, which looks more and more like a throne room all the time, Lord Neverember issues edicts, coordinates the activities of his followers, and (when he can spare the time) holds audience with the impoverished citizens of the city. However, he has no facility for dispensing justice, and he thinks it would be politically foolish to portray himself as the city's magistrate. Thus, he has delegated that role to Soman Galt, whom he has appointed mayor of Neverwinter. The dwarf listens wearily to supplicant after supplicant, offering grudging mediation and taking the blame for Neverember's policies. Meanwhile, the lord enhances his image as the charismatic champion who does not stoop to petty politics.

Neverember has decorated his private quarters after the fashion of Waterdeep, although he takes care to display no seal or coat of arms pertaining to his home city. He has taken the former high priest's apartments for his own, and he garrisons most of his sellswords in the temple's other chambers, with a score of servants to wait upon them. A few priests of Torm dwell in the complex, and although they

are faithful to their god and his precepts, they serve mostly for show.

Theme Tie-In

Abuses such as high taxes, inconsistent justice, and ruthless Mintarn tactics might be the result of Neverember's policies or the initiative of one of his underlings. Regardless of the cause, the Lord Protector usually blames failed policies on General Sabine, Mayor Galt, or a lesser functionary.

At first, the characters might have a good relationship with Neverember, who befriends anyone he meets (the better to use them later). Male characters in the party earn back-slapping camaraderie, and female characters are subjected to his flirting.

However, a positive relationship can quickly sour. Neverember starts making overtures to the adventurers in an attempt to direct their activities. He shows interest in their goals—such as finding Gauntlgrym or restoring the temple of Oghma—but he claims that he lacks the resources to offer concrete assistance. Whether that assertion is true or not, Neverember has no intention of aiding the adventurers unless doing so can benefit him somehow. In addition, his friendship toward the group cools considerably if he learns that a Neverwinter noble character has come to claim his or her heritage.

Neverember's erratic governance of the city offers an opportunity for the characters, particularly one with the Neverwinter noble theme. The adventurers might become the city's Robin Hoods, disrupting the lord's tax collectors and sabotaging his edicts. Or they might opt to lead by example, presenting themselves as a better alternative to city administrators by appealing to the citizens' capacity to rule themselves.

THE MOOD OF THE CITY

Of all of Neverwinter's districts, the Protector's Enclave labors the hardest under Neverember's thumb. Opposition to his rule is not tolerated, and peaceful demonstrations in the streets are met with violence from the Mintarn enforcers, who are notoriously free with their steel. Characters working against Lord Neverember would do well to keep a low profile here.

Newcomers to the city might not appreciate the tension among the factions. Letting slip the words "Lord Pretender" in a tavern invites a brawl with Mintarn enforcers. After such an incident, regardless of the outcome, the characters likely encounter more frequent opposition from the guards. Similarly, if the characters are in a shop and ask too many questions about taxes, the proprietor blanches and shows the adventurers the door.

Like all bullies, the Mintarn enforcers are cowardly. Rather than fight a pitched battle against an unexpected foe, they prefer to retreat and bring allies for a future attack. During their first few hours in the Protector's Enclave, the adventurers can make enemies among the guard that last the whole campaign.

On the other hand, characters who make friends with the Mintarns or loosen a few tongues can learn enough to avoid stepping on toes. They also might earn an invitation to help out at the Wall or pick up a watch shift in one of the more dangerous parts of town, such as Blacklake or the River District.

Adventurers from Waterdeep have special opportunities in the Enclave. Lord Neverember recruited a substantial number of his administrators from the elite of the City of Splendors. The characters might know one of these important people, or one of the heroes might come from a family that has a good relationship with an administrator. Lord Neverember might know and possibly respect a member of the character's family.



The Moonstone Mask

The Moonstone Mask

A vertigo-inducing journey along a cliffside trail takes the adventurous to a new fixture of the Neverwinter skyline. The earthmote now known as the Moonstone floats beside the western edge of the Protector's Enclave, high over the docks below. It hangs a hundred feet above the crashing waves of the Sea of Swords, bound in place by thick chains strung to heavy anchors. A bridge that runs between the earthmote and the docks allows visitors to enter and exit the Moonstone. The inn for which the mote is named, the Moonstone Mask, offers guests lavish quarters, pleasurable company, and a hard-to-beat view.

History

The story of the Moonstone Mask is an object lesson in turning a bad situation to one's advantage. When the Spellplague struck Neverwinter nearly a hundred years ago, the land around the posh inn tore free of its surroundings and floated off toward the sky. Quick-thinking guests secured it with tethers, and dozens of thick ropes were lashed from the inn to nearby buildings, much as a ship might be tied up in a bay. Thus secured, the Moonstone Mask reopened for business within the year, boasting a panoramic view of the city and the surrounding

countryside. People came from far and wide to stay at the marvelous floating inn, and it became a fixture of the city's post-Spellplague economy.

The Moonstone fell again on hard times after the cataclysm that claimed much of the city. The quake did not affect the earthmote, but the ropes holding it in place snapped, and it drifted aimlessly over the nearby ocean for months. When the occupants finally managed to steer the inn back, they found a

MOBILE HEADQUARTERS

The Moonstone Mask makes an excellent base camp for characters adventuring in the region. It is defensible, and can be moved if needed. Characters can unfasten the anchors and guide the Moonstone by ship, or by sails deployed around the main building. The inn and its patrons are firmly loyal to Lord Neverember, and adventurers who stay there must deal with an attitude of appeasement toward the Mintarn enforcers. However, if the characters defeat General Sabine and her goons or depose Neverember, they quickly earn the loyalty of Liset Cheldar and her regulars. As long as a patron carries good coin and doesn't behave too badly, the folks at the Moonstone Mask make little distinction.



true disaster—the city was emptying of people. The innkeeper commissioned a set of heavy chains big enough to hold a giant in place and fell back on old ways to attract customers, turning the inn into a fest-hall that offered riotous music and dancing, heavy drinking, and more private entertainments. However, it was too little, too late. Devoid of business, the Moonstone Mask shut its doors, ostensibly for good.

The Moonstone Today

In no small part, the Moonstone Mask owes its rebirth and current existence to Lord Neverember and New Neverwinter. It repays the favor by housing many of the city's Mintarn enforcers, including their commander, General Sabine. As such, mercenaries dominate the once-genial atmosphere of the hedonistic inn, and Neverember's sellswords are known to argue or fight with other patrons.

The half-elf Liset Cheldar runs the Moonstone Mask with a wink and a smile. She genuinely likes most of the people she meets, and she flirts with anyone who seems receptive. A recently returned native of the city who inherited the inn, Liset was pleased to find the place still in one piece (and still floating). The legitimacy of her claim to the Moonstone was unclear, but, plying her natural charm, she successfully lobbied Neverember for funds to reopen the inn, and she maintains a bright smile thanks to his patronage.

UNDER THE SKIN

The innkeeper Liset Cheldar might seem to be attracted to one character in particular. She acts extremely solicitous of the character's needs, going so far as to drop her typical flirtation and form a true friendship. It isn't a matter of affection—in reality, Liset is keeping a somewhat unsubtle eye on the character for her masters.

The proprietor of the Moonstone Mask puts on a friendly face, but her true nature is considerably darker: Several months ago, she got too close to the wrong guest and became a puppet of a sinister force.

The details of the half-elf's allegiance are left to your discretion. Use her to engage the adventurers and hint at dark forces at work in the city.

She might serve the Thayans (looking for the renegade Red Wizard character) or Netherese (seeking the scion of shadow character) of her own free will, or they might have leverage over her in the form of a debt or a captive relative.

Liset might have been made a mind slave of the Abolethic Sovereignty. In that case, she has little information to divulge if caught and questioned, but it is clear that her will has been sapped and her actions are being controlled by a darker force.

The Wall

A great hodgepodge of wood and scavenged stone, the Wall separates civilized Neverwinter from the Chasm and the horrors it spawns. The Wall lets guards strike at targets from positions of relative safety, and it provides regular outposts for watchers. The thick mess of bloodstained refuse at the eastern base—not to mention the occasional rotting corpse of a more recent kill—speaks to the Wall's success as a defensive fortification.

The Wall was built shortly after the cataclysm, when the city's few remaining residents realized they needed a defense against the twisted monsters that spilled from the Chasm. They cobbled together a barricade from whatever they could find: collapsed buildings, broken carts, wrecked ships, and the like. The ruined Jewel of the North provided no shortage of raw materials.

In its early days, the Wall held off the monsters by shunting them toward parts of the city that had already been destroyed. When Neverember arrived, he made it a priority to reinforce what he saw as an effective defensive fortification with his own engineers and soldiers. At first, the Wall blocked only a few streets where attacks were common, but since the reconstruction started, it has expanded to stretch from the Neverdeath graveyard to the old House of Knowledge.

In combination with the Neverwinter River, the Wall continues to provide effective containment, although people have spotted plaguechanged monstrosities in the northern River District and, more recently, near sewer holes around the city. The situation grows dire, and petitions for Wall expansion come before Mayor Galt every day.

THE WALL: JOB ONE

The Wall represents the most straightforward means of winning the hearts and minds of the people of Neverwinter. The characters can score big political points by helping the guards protect the city, or by finding a way to strike back at the aboleths in the Chasm and relieve pressure on the other defenders.

Even if the characters do not use the Wall as a means to an end, they might be caught up in battles here for rewards. General Sabine is authorized to hire sellswords to support the city's defenses, a job that pays moderately well but carries risks. Working the Wall invites more exposure to the Spellplague radiation that rises from the Chasm. Characters who spend time at the barricade might suffer the Spellplague's effects, at which point Sabine or the other Mintarns will advise them to go to Helm's Hold for treatment.

Physical Construction and Patrols

The Wall soars above the streets, rivaling the towers of the city wall in height. It varies in width, narrowing in spots to as little as five feet and widening to as much as twenty feet in places where abandoned buildings make up part of the barrier. These structures might seem like holes in the barricade, but the defenders have filled them with rubble or with loud, deadly traps that alert the guards if monsters attempt to break through.

Guardhouses stand along the Wall's length, repurposed from the remains of noble keeps and the old Neverwinter Guard barracks. At least ten soldiers occupy each station day and night, and the guards are outfitted with warning horns to summon more aid as a battle necessitates. When darkness falls, Mintarn enforcers uncover everburning torches at the corners of the guardhouses to provide light for nighttime operations.

The Wall was originally a civilian project, but now Neverember has taken over its management. Today, the patrols are about three-quarters Mintarn sellswords and one-quarter hardened Neverwinter

natives who refuse to give up their self-imposed stewardship. The natives who built the Wall view this takeover with suspicion, particularly now that they have to take orders from Neverember's harsh mercenary leader, Sabine, or from her Captain of the Wall, Durham Shaw. Many people dislike Sabine because of her personality, but Captain Shaw is resented by many people for a different reason—he has been allowed to stay in the city and work on the Wall even though he suffers from the effects of the Spellplague. Some say Shaw receives this special treatment because he is a personal friend or distant relation of Lord Neverember.

House of Knowledge

At the far northeastern end of the Wall stands what was, in happier times, a flourishing temple to Oghma, god of knowledge and wisdom. Before the quake, the House of Knowledge served as a repository of chronicled learning, including maps, history, and hundreds of poems and chapbooks produced over the centuries. Today, it looks less like a library and more like a refugee camp, holding the area where the Wall approaches the Neverwinter River.

After the cataclysm, leadership of the reduced flock at the House of Knowledge fell to Brother Anthus, an elderly human interested in studying the Chasm and the Spellplague-touched creatures that came from it. His research led to the temple's use as a haven for Spellplague sufferers, which did not please the Lord Protector. After Anthus's death under mysterious circumstances, a young woman in residence known as the Prophet relocated the makeshift hospital and the remaining clerics of Oghma to Helm's Hold, claiming a prophesied disaster would befall the city if she did not.

Only one priest remained after the Prophet's departure—Loremaster Atlavast, a middle-aged human who became the custodian of the library after the cataclysm. Fearing the worst as the cataclysm occurred, the loremasters of the temple sealed the inner sanctum, leaving the young Atlavast sealed within. As the ground shuddered and shook, Atlavast's mind grew unstable. Now grown into an eccentric recluse, Atlavast keeps to the lower vaults, continually cataloguing and reorganizing. He is rarely glimpsed these days, and the main evidence of his existence is the occasional flickering light that filters up from cracks in the cobblestones in the dead of night. As a rule, no one ventures closer to investigate.

After the Prophet departed, the badly damaged temple stood empty and abandoned until recently, when a handful of squatters moved back into the House. These refugees from the River District earn their keep by ringing the temple's bells when they sight a new wave of monstrosities spilling from the Chasm toward the Wall. Lord Neverember is said to

TAMING THE TURMOIL

Increasing frustration on the part of Neverwinter guards and clashes between natives and Mintarn enforcers give the characters an unusual opportunity. Some Neverwinter citizens grew up defending the Wall and consider it a sacred duty. For Lord Neverember to swoop in and declare their work inferior to that of his sellswords is an insult that rankles, despite the obvious improvements he has made.

This rivalry can take various forms, depending on your campaign. At first, the guards might be cold to one another, exchange glares, or compete for the most monster kills, but as time wears on, bad feelings lead to shouting matches and actual brawls. The Sons of Alagondar and the Ashmadai have agents among the guards, and both groups encourage infighting for different reasons. The Sons want to undermine the Mintarns, whereas the Ashmadai would like nothing better than to give Neverember an excuse to get rid of the more stubborn Neverwinter natives on the Wall.

Plunged into this boiling kettle, the characters might be able to defuse the rivalry by exemplifying teamwork and encouraging communication. Alternatively, they might exploit the conflict, particularly if they make fools of the Mintarns or defend the Wall better than the mercenaries do. One way or another, if the adventurers can earn the support of the guardians at the Wall, the rest of Neverwinter might fall in line.



be quite pleased with their resourcefulness, and the Mintarn mercenaries that guard the Wall are known to stop by with small gifts of food and drink to show their appreciation. But those who share their company should beware—most, if not all, of the squatters are Ashmadai cultists, using their refugee story as a cover to corrupt the city guards. Recently, a grateful Mintarn captain came to the camp to share a meal; a squatter served him soup but also put him under the possession of a devil sworn to Asmodeus.

USING ATLAVAST

A jealous but not necessarily malicious guardian, the reclusive priest Atlavast cares little for anything other than the preservation of lore. He lets no one see the lore he swore to protect as a youth. If intruders gain entry to the vault, his first reaction is to lead them on a chase through the maze of traps he has built over the last few decades.

Atlavast can be used in various ways. Perhaps an ancient tome has loosed a demon that is keeping the priest prisoner in the crypts, and he needs the characters' aid to defeat the creature. Or perhaps he, like so many others in the city, has fallen prey to the influence of the aboleths and must be freed and redeemed, after which he proves an ally to the adventurers' cause.

You might play Atlavast as an eccentric who has gone more than a little mad after years of isolation. Perhaps he has maintained his wits and merely awaits the coming of a legitimate heir (such as a Neverwinter noble character) who will bring lasting stability to the city. Once that occurs, the priest plans to return to the surface and reclaim the temple. He might or might not be aware of the Ashmadai infiltration above.

Outside the vault, Atlavast can be a thorn in the sides of both Lord Neverember and the Ashmadai, particularly if he makes a habit of attacking anyone in the temple during his rare visits to the surface. If the characters eliminate Atlavast, they might acquire new and unexpected friends.

Atlavast takes special interest in an Oghma's faithful character, since he or she is the first real member of his faith to come to the House of Knowledge in some time. The Loremaster tests the character's mental and physical fitness to reclaim the temple before taking the adventurer into his confidence.

Neverdeath

A cracked stone wall, patched in places with thick wood, surrounds the graveyard called Neverdeath. Consisting of two wide, roughly square areas of the city, Neverdeath is filled with rows of headstones

interspersed with mausoleums and crumbling statues, often overgrown with withered grasses. Time, the Spellplague, and the cataclysm all took their toll on the graveyard, thrusting some sections higher than others, collapsing buildings, and revealing graves. Coffins now jut from small cliffs, and tumbled bones litter the ground.

The graveyard takes its name from a common blessing given over the dead. As long as the city remained in summer, it was said, the dead would never truly leave. Many think that winter is coming soon for the city's dead, however, brought by malevolent forces from Thay. Neverember's mercenaries fear the graveyard, preferring to burn the dead outside the walls of the burial ground. If they are not burned, corpses left lying nearby sometimes rise of their own accord.

Visitors who breach the walls of Neverdeath come under attack from undead creatures that emerge from the ground. The cruel mistress of the graveyard, Thayan sorceress Valindra Shadowmantle, expects these first lines of defense to falter and relies on them only to warn her of intruders. For Valindra, the graveyard's abundant, interconnected mausoleums are a complex and tactically useful lair, one that the locals already fear. Better still, she can take her pick of the moldering corpses and yellowed bones buried here and disturbed by the cataclysm.

Valindra uses the graveyard to bolster her undead forces and to travel to Evernight by means of a shadow crossing—a place where the thin boundary between the mortal world and the Shadowfell is easily breached—at the center of Neverdeath. She has wrought a teleportation circle for this purpose, which she activates on her own or with the aid of her apprentice necromancers.

Theme Tie-In

The details of using the shadow crossing are up to you. Perhaps the characters must open it with a grisly mystic key, such as the hand of someone recently slain. They might gain entry by succeeding on a skill challenge involving Arcana and Religion, and using Endurance to weather the rage of the spirits that swarm the area.

The Red Wizards are well known for their mastery of circle magic, and a renegade Red Wizard character might remember the secrets of the technique. This information might allow the character to know the key or provide a bonus to skill checks related to the shadow crossing. A scion of shadow character might have a special relationship with the shadow crossing, and could accidentally stumble through it. An Uthgardt barbarian or pack outcast might be led to the location by a primal spirit.



The Waterclock Guild mausoleum

SHADY SUBTERFUGE

Some time ago, the Netherese detected the Thayan incursion into the Shadowfell, but by then the Thayans had already established a base in Evernight. The Netherese hope to cut the Thayans off by stopping Valindra Shadowmantle from using the shadow crossing in the graveyard. The Netherese do not want to alert Lord Neverember to their presence, however, since avoiding interference with their attempts to raise the city of Xinlenal (page 184) is more important than cutting off the Thayan supply of soldiers and workers.

Use this struggle to suit your game. Perhaps the Netherese hire or manipulate the characters to attack Valindra and shut down the crossing. The Ashmadai or the aboleths might let rumors of the struggle reach Lord Neverember so as to distract the Netherese, the Thayans, and New Neverwinter. Or, the Netherese might grow tired of cloak-and-dagger tactics and launch a full-scale invasion of the city to solve the problem.

The Waterclock Crypts

Beneath a large, unassuming mausoleum lie the catacombs of the Waterclock Guild, an organization of artisans famous for building beautiful and intricate timepieces.

More than a hundred years before the Spellplague, an elf wizard at the Hosttower of the Arcane in Luskan discovered tendrils of magic below the tower, similar to a tree's root system. These tendrils ran toward the sea in one direction and into the earth to the south in another. They seemed to pull elemental power from the sea and channel it through the roots to the south. Obsessed with artifice, conjuration, and abjuring magic, the elf sought to study the tendrils. Subtle questioning led him to believe that none of his fellow wizards knew anything about his discovery, so he left to see where the mystery would take him.

The elf's travels brought him to Neverwinter, where he built a new life under the name Lucan Greenharrow. He met a builder of remarkable waterclocks named Saborn Rendel, and together they founded the Waterclock Guild, secretly using Lucan's magic to craft astoundingly accurate and beautiful timepieces. As the years passed, Lucan studied the lore he had stolen from the Hosttower, and what he learned stoked his desire to delve into the earth. He



funded and oversaw the construction of the guild's crypts, setting aside space within for secret chambers where he could refine his magical studies.

The construction of the catacombs utilized the guild's most advanced techniques, including some of the secret rituals of binding water elementals. The sprawling dungeon is a complex of gears, waterfalls, and traps, powered by water elementals bound to maintain the machines there. Seawater travels through translucent veins in the walls and spills out through solid stone toward Luskan in the north and Gauntlgrym somewhere east. Lucan's secret laboratories and summoning chambers remain, holding ancient notes about the ritual originally used to bind Gauntlgrym's primordial, as well as instructions for repairing broken elements of the primordial's prison.

Theme Tie-In

Gnome and dwarf guild members returning to Neverwinter as refugees might solicit aid from the characters to find as many of these clocks as possible so they can recover lost construction techniques and open the guild once more. Perhaps a member of the guild begs the adventurers to bury a fellow member in the crypt, as the only fitting way for the master to be laid to rest. An Oghma's faithful character might relish the chance to chronicle lost knowledge, and an heir of Delzoun might appreciate the craftwork and seek to learn more about it.

Neverwinter Docks

Much of Neverwinter's original wealth and influence came from its position as one of the few deep ports on the Sword Coast. The Neverwinter docks were the commercial heart of the city, though in some ways that heart was infected with darkness and corruption.

The Spellplague went some way toward purging that corruption—chunks of land broke away and rose into the sky, forming earthmotes that hovered overhead. The surviving residents of the city adapted, connecting the low-floating motes to the shore with ropes, chains, and bridges. However, the cataclysm later destroyed the foundations of these bridges, and the changed currents swamped whole areas of the port with tidal waves. Neverwinter's already diminished trade dried up entirely, leaving the docks a rotting ghost town. Only a few fishers and the occasional pirate ship made port here.

Lord Neverember made rebuilding this center of trade a top priority. As part of his first initiatives, he sent engineers and loggers to the Upland Rise, a forested hill outside the city that once served as a park for the city's residents. The crews stripped the hill of all salvageable timber, leaving the Upland Rise a sparse echo of its former beauty, and used it to rebuild the docks.

For all his flaws as a political leader, Neverember is a brilliant merchant prince, and his efforts have restored trade to the city. Today, supplies and coin flow into

Neverwinter through the docks, along with repatriated refugees. The Lord Protector takes a keen interest in anyone entering the city in this manner, and charges steep tariffs on deals consummated at the docks.

Theme Tie-In

Shadier player characters—such as the Dead Rat deserter, the scion of shadow, and the Harper agent—might find themselves particularly at home at the docks, where coin is king and morality plays second fiddle. Adventurers can buy whatever they need (within reason) at the docks, whether the deals take place on or under the table.

EVERY SHIP'S A STORY

The ships that arrive and depart at all hours of the day and night can serve any purpose in your campaign. Slavers might come to buy groups of Neverwinter's impoverished refugees, or pirates might force victims to join their crews. Smugglers seeking to keep from paying taxes often dock in the dead of night, which means the city might hire sellswords—perhaps the characters—to guard the docks or expose the scoundrels.

Tarmalune Trade House

The rebuilt docks have attracted visitors from across the sea—members of a trade cartel from the city of Tarmalune in Returned Abeir. They have arrived in Neverwinter to arrange permanent trade routes between the two continents, and to outmaneuver their rivals from the Abeiran city of Lylorn, who have landed in Luskan with a similar goal.

The Abeirans have set up shop in a large warehouse complex next to a set of docks that are being rebuilt. The Tarmalune Trade House is a busy area where contacts gather, deals are made, and adventurers find their services in high demand.

Theme Tie-In

Characters who have contacts in Waterdeep, such as the Neverwinter noble and the devil's pawn, might be of great interest to the Abeirans. A noble from the City of Splendors, or anyone with influence over trade in Waterdeep, can make fine friends among the Tarmalune merchants—and enemies among their rivals. The characters might be able to use such connections if they need a ship.

The merchants offer an opportunity to introduce colorful personalities to the game. Disconnected from the intrigues of Neverwinter, they can provide lighthearted banter and be a breath of fresh air when needed.

FLOATING ISLANDS

Two other earthmotes hover near the Neverwinter coastline, flanking the Moonstone. One is the site of much activity, and the other quite the opposite.

Fisher's Float

This island hovers over the Sea of Swords beyond the southern end of the bay. Dotted with a smattering of shacks, it is the home and workplace of fishers who have lived on this earthmote since the Spellplague. Skilled at their trade and fearless of the weather and the turbulent sea, they provide a great deal of food for the city.

For many years, rumors have spread that the fishers have thrived because of their worship of dark gods or unnatural alliances with creatures that live beneath the waves. Regardless of the veracity of these barstool stories, the people of Neverwinter happily eat the fish and crustaceans brought to land each morning and evening.

Pirates' Skyhold

Neverwinter legends say that this high-floating earthmote served as an unassailable harbor for sky pirates in the years following the Spellplague. Because the mote floats a hundred feet up and could not be accessed by a direct path from the land, the pirates supposedly stored all manner of treasure there, as safe storage for wealthy or well-connected residents of the city.

Then, the story takes a dark turn. All the pirates died in one night of blood and betrayal, leaving the treasure and their skyship on the mote—along with whatever slew them. Some people believe that a dragon has claimed the pirates' loot as its hoard, taking the earthmote as its lair because the city below lacks the means to interfere.

Regardless of the story's truth, one thing is true—Pirates' Skyhold has long been abandoned. From the right locations in Neverwinter, one can see rotting wooden buildings poking out of the forests of the

ANYBODY HOME?

Pirates' Skyhold offers the characters a potentially fantastic aerial adventure site. No one knows what might be up there, so you can fill in whatever details best suit your game. Perhaps the Netherese have taken control of the mote with the aid of their fearsome veserabs (*FORGOTTEN REALMS Campaign Guide*).

Of course, the characters need a way to reach the Skyhold. They might have their own means of flight, or they might receive aid from a Neverwinter arcanist in exchange for some service.

mote, but whatever still exists up there has seen little intrusion in decades.

CASTLE NEVER

An imposing fixture of Neverwinter's western end, Castle Never stands as a monument to the city's former glory. The cataclysm struck it hard, toppling towers, collapsing walls, and starting fires that burned throughout the structure. The entire royal family is thought to have perished, and the remaining servants sealed the vaults, crypts, and grounds with the hope that a worthy heir to Neverwinter would arrive one day to take his or her rightful place on the throne. On that day, it is said, the magic treasures and other resources of the castle will serve the new ruler.

In the interim, Castle Never has become a war zone. Several factions vie for dominance over the empty castle and its throne. In particular, Valindra Shadowmantle of Thay seeks to plunder one resource the castle offers: the corpses of rulers past and the legendary Neverwinter Nine, bodyguards to the kings of the city.

To the uninformed eye, Castle Never looks like a big, hulking ruin. Half its towers fell in the cataclysm, and the wall on its seaward side crumbled to rubble. Chunks of stone and fallen statues litter the windswept courtyard. Inside, the stone corridors stink of ash and dust, which swirls up around the feet of intruders. Even in their emptiness, the corridors never seem vacant. The spirits of the hundreds who died here linger on.

The castle was built on a strong foundation, however, and if the structure were purged of monsters, it could be refurbished. Many of the interior rooms collapsed, but others stand eerily intact. The least damaged parts of the castle are also the best fortified: the firmly locked armory, the great hall, and the Netherneath dungeon.

Ghosts of Castle Never

Having died in the cataclysm that killed their city, the heirs of Alagondar and their closest servants still dwell in their palatial home, bound to its crumbling foundation. Some wail like banshees or weep helplessly at their current existence, but others seem to have accepted their fate and offer encouragement or cryptic secrets to visitors. The ghosts are as likely to ignore intruders as attack them. Few ghosts are willing to provide hints to the location of treasure hidden in the castle, and they respond violently to perceived thieves. The ghosts might or might not know the location of the Crown of Neverwinter, and those who do are unlikely to give straight answers.

Valindra Shadowmantle has yet to find a way to control these undead vestiges of the Alagondars and

their servants. If she ever succeeds, their ghostly abilities and royal secrets will greatly aid her cause.

Theme Tie-In

When confronted with ghosts, the characters' first instincts might be hostile, but the remnants of Castle Never could be a boon rather than a hindrance. Many of the ghosts are the spirits of the deceased royal family, offering reconciliation with an unknown past (for a Neverwinter noble character) and a rare opportunity to chronicle the last days of Neverwinter (for an Oghma's faithful character). However, the ghosts speak in riddles, both because it amuses them and because the strain of undeath wrecks havoc on their sanity.

Other adventurers can be tied to the spirits as well. One ghost might bear a similar brand to that of a devil's pawn character—in life, that ghost took part in the rituals of Asmodeus and can provide insight as to the meaning and purpose of the brand. One of the Alagondar heirs might have married an elf who perished in the castle and now holds secrets of value to an Iliyanbruен guardian. A spellscarred harbinger character might terrify the ghosts, who see the character's potential even if he or she does not.

CROWN OF NEVERWINTER

According to stories circulating in the city, the Crown of Neverwinter—enchanted to shield the wearer from the extremes of heat and cold—marks the true heir of Neverwinter, and all others who don the crown find themselves burned by frost and fire.

The crown lies hidden somewhere in the ruins of the city. Place it to meet the needs of your game. Finding the crown would be an important victory in the overarching quest of a Neverwinter noble character, or it might serve to help Lord Neverember validate his leadership of the city.

Crown of Neverwinter

Level 15 Rare

This bejeweled crown radiates warmth and majesty.

Item Slot: Head **25,000 gp**

Property: You gain resist 10 fire and resist 10 cold.

Nasher's Wrath (Cold, Fire) ♦ **Daily Utility** (Immediate Interrupt)

Trigger: An effect dazes, stuns, or dominates you.

Effect: The triggering effect is nullified against you. If a creature caused the effect, that creature takes 10 fire and cold damage.

Nasher's Tongue ♦ **Encounter Utility** (Minor Action)

Effect: You gain a +5 power bonus to the next Bluff, Diplomacy, or Intimidate check you make before the end of your next turn.



Castle Never

Drow Encampment

The courtyard of Castle Never bears the traces of a camp that was well hidden but has become increasingly obvious from frequent use. The camp originally belonged to an infamous pair of drow: Drizzt Do'Urden, legendary ranger of the North, and the less well-regarded Jarlaxle, captain of the Bregan D'aerthe mercenaries. The two drow were in the area when the cataclysm claimed Neverwinter, and they still have interests in the region. Specifically, they are looking for clues to tie up a Thayan loose end from their last mission. The drow established this camp as a base of operations in Neverwinter, enabling them to keep an eye on their schemes in the city.

At first, the camp consisted only of a few companions sharing a fire, but Drizzt's and Jarlaxle's occasional visits to the city encouraged young would-be adventurers to seek them out as teachers of the ways of combat and heroism. The drow, both grandmasters, have inspired a small following among the disenfranchised or ambitious youth of Neverwinter. After Drizzt and Jarlaxle's last visit several months

ago, half a dozen young citizens set up their own camp in this spot, where they practiced the ways of combat, dared one another to venture into the castle proper, and sought to make themselves apprentices to the two absent legends.

When word of this development reached Jarlaxle, he dispatched Bregan D'aerthe operatives to keep an eye on the growing camp. He hopes to turn these would-be heroes into assets that he can ply for information about events in Neverwinter. For now, the camp serves as a convenient base of operations that Jarlaxle need not pay to maintain. Drizzt, on the other hand, has no idea that his simple post has turned into a small armed encampment, and he will likely be surprised when he returns.

The captain of the camp is a drow rogue named Xalbyn, who reports to Jarlaxle when he is present (which is rarely) or to Kimmuriel Oblodra, Jarlaxle's second in command and a far more responsive leader. Xalbyn makes use of a *hat of disguise* to conceal his true heritage.

In the true spirit of Bregan D'aerthe, a spy has been put in place to watch the watcher. One of Kimmuriel's

DRIZZT AND JARLAXLE

The camp description above assumes that Drizzt and Jarlaxle are off on their own adventures when the characters arrive. If you want to integrate the two drow into your game, consider the following information.

Jarlaxle is a manipulative scoundrel and ruthless mercenary. He is apt to take an interest in the adventurers and follow their doings with his famous curiosity. Affable but deadly when offended, he searches for the best way to use anyone he encounters. Jarlaxle might spar with the characters (and is not the type to hold back), and he seems to have an endless supply of magic trinkets that he might sell or trade to characters who amuse or interest him. He could become a patron of sorts for the adventurers. A Bregan D'aerthe spy among the characters can use the camp as an opportunity to report to his superior.

Drizzt is a noble ranger and lone wolf. The last century has been less than kind to him, but he perseveres in spite of the trials he has faced. He gets along best with adventurers of demonstrable bravery and honor. He gladly spars with the player characters and might teach them a trick or two.

Consider using the grandmaster training rules (*Dungeon Master's Guide 2*) and offering the following abilities to characters who successfully train with Drizzt and Jarlaxle.

Climb the Giant

Level 4 Uncommon

Drizzt can climb right up one side of huge foes and tumble down the other to land like a cat.

Alternative Reward: Grandmaster training 840 gp

Climb the Giant ♦ Encounter Utility (Move Action)

Requirement: You must be adjacent to a creature whose size category is larger than yours.

Effect: You shift up to 5 squares to a square adjacent to the larger creature. During the shift, you can enter the creature's space.

Drizzt's Kick

Level 8 Uncommon

Drizzt innovated this attack when he found his swords locked with an opponent during training in Menzoberranzan.

Alternative Reward: Grandmaster training 3,400 gp

Drizzt's Kick ♦ Daily Attack (Minor Action)

Requirement: You must have missed an enemy with a melee attack during this turn.

Effect: You make a melee basic attack against the same enemy. On a hit, the enemy grants combat advantage until the end of your next turn.

Jarlaxle's Rapid Throw

Level 12 Uncommon

Jarlaxle always has a trick up his magic sleeves, including daggers aplenty.

Alternative Reward: Grandmaster training 13,000 gp

Property

You can draw a light thrown weapon as a free action.

Jarlaxle's Rapid Throw ♦ Daily Attack (Minor Action)

Effect: You make a ranged basic attack with a light thrown weapon.



students, the half-drow psion Aerlyse, keeps a close eye on Xalbyn. Their day-to-day activities include securing the camp, venturing into the crypts beneath Castle Never to fight Valindra Shadowmantle's animated forces, and spying on events in the city.

Winning the good graces of Xalbyn (who admires quick-witted warriors after his own heart) or impressing Aerlyse (who values intelligence and charm) gains adventurers a safe place to take an extended rest. Generally, that is the extent of the camp's benefit, unless drow characters are interested in becoming members of Bregan D'aerthe.

Hall of Ashen Mirrors

Full-length mirrors once adorned the walls of this long corridor, wherein young heirs of Alagondar practiced their noble gait and posture. The mirrors shattered in the cataclysm, instantly killing anyone in the corridor at the time, just before a wave of searing gas blasted through the huge windows and turned the corpses to ash. This double catastrophe left the hallway a wasteland of soot and splintered glass.

Charged with the spiritual energy of those who died here, the chamber's ash and broken glass are capable of rising up, recreating the mirrors and the people present at the time of the fatal explosion. This process begins immediately when any living creature enters the corridor. Although the reenactment plays out slowly, an intruder who tarries in the hall will witness a replaying of the horrific events—complete with flying glass shards and burning doom.

Voracious Nobility

A portion of Castle Never's staterooms collapsed when the area was the site of a battle involving servants of Valindra Shadowmantle against the beholder Talgath. This destruction sealed off a number of ghouls in service to Thay. The creatures relieve the tedium of their existence by playing at nobility. They dress in threadbare clothes left behind by the former inhabitants, hold fetes and dances in the gathering halls, and play all sorts of crude and ugly games until such time as Valindra reclaims them (which is unlikely) or enterprising explorers free them.

Fungal Bloom

This atrium once housed all manner of pretty birds and flowers. Since the cataclysm, they have been reduced to skeletons in gilded cages and rotted, desiccated blossoms. Boarded over to keep out the sunlight and trap the heat of rot inside, the cavernous chamber is suffused with dim blue light from glowing lichen. Fiercely territorial myconids (*Monster Manual* 2) dwell here, having spawned from spores accidentally brought to the chamber by an ancient plant collector. The myconids are happy to supplement



Ryxfith, ettercap leader

their food supply with the bodies of creatures they hunt in the castle.

Web-Strewn Spires

Cobwebs fill the upper halls of Castle Never, and scrabbling noises can be heard in its high towers. Only the boldest explorers—those with no fear of fangs in the dark—venture up to the spires.

Ettercaps (see the *Monster Manual*) have occupied Castle Never for years, since long before the cataclysm. When the castle fell into disuse, the creatures emerged from the dungeons and rose to claim their places as kings of the palace. But their reign was not to last—before long, Valindra and her undead moved in, pushing the ettercaps upward. The Thayans leave the beasts alone as long as they stay out of Valindra's way; her interests lie mostly below the castle. Recently, however, a beholder moved in to conquer the castle for itself, and it has decided that the spider-folk would make excellent slaves. This threat has put the once complacent ettercaps on their guard.

Ryxfith, the webspinner leader of the ettercaps, fancies itself a mystic prophet. It has foreseen a time when others will come to Castle Never and deliver them from the beholder, and the characters might be those for whom the tribe has been waiting.

Watcher of Castle Never

Talgath the beholder (see *Monster Vault*) does not consider humanoid intruders worthy of its attention. The creature believes that any creatures it encounters should—and eventually will—come under its dominion.

Talgath plans to establish control over the ettercaps in the spires first and work its way down from there. Its second step will be to

defeat Valindra Shadowmantle and take her place as master of all the undead she has raised.

To Valindra, who likely could smash both the drow encampment and the ettercaps if she put her mind to it, the beholder is a spear thrust through her plans. She has made destroying Talgath a priority, but so far, the beholder has defeated all those sent against it.

Through regular applications of its charm ray, the beholder controls a coven of harpies (*Monster Manual*), a pack of displacer beasts (*Monster Vault*), and all sorts of would-be challengers to its rule.

Neverneath, Endless Maze

The catacombs beneath Castle Never came through the cataclysm mostly untouched, thanks to a warding spell commissioned in times past to maintain the structural integrity of the castle. However, the Spell-plague wrought strange changes upon the ward, which has grown in strength as a result of the seeping influence of the active plague deep under the earth. What once protected the catacombs now traps intruders.

The complex beneath Castle Never, called Neverneath by locals, closes around trespassers. Corridors lead back around to themselves, and dead ends appear where tunnels led only moments before. Explorers can step through a door, turn around and go back through the same door, and end up in a different part of the dungeon. They can wander the abandoned halls and chambers for days without finding an exit.

Gargoyles (*Monster Vault*) plague the maze, attacking at will and without warning. Dozens of traps lie in wait, all capable of resetting themselves. The dungeon seems to have a malevolent intelligence.

Several months ago, a clan of gnoll explorers under the command of a minotaur soldier (see *Monster Vault* for both creatures) were trapped in Neverneath and have yet to find their way out. They make their lair in

LOST AND FOUND

Having the characters become lost in Neverneath is fun for a while, but it can make your campaign feel one-dimensional. Leave them trapped in the maze only long enough for them to start feeling real anxiety, then allow them to find a way out.

Neverneath creates random exits (particularly in the wake of a vicious battle, as though rewarding worthy heroes) and responds to mighty shapers of arcane power. A skill challenge using skills such as Arcana, Dungeoneering, and Insight could allow the characters to take control of Neverneath—at least in a small way—and carve their own exit. Such a path might lead up to Castle Never, down to the Vault of the Nine, or out into the jumbled sewers beneath the city.

the former dungeon of Neverwinter and spend their days searching for an exit and subsisting on whatever they can find. Half mad with hunger, they stalk and slay any creature that enters their domain.

Vault of the Nine

Beneath the center of Neverneath lies a vault built especially for the legendary bodyguards of House Alagondar—the Neverwinter Nine. These great warriors served their beloved city in life, and they lie entombed with honor at her very foundation.

Knowing the prowess and fame of these nine warriors, Valindra Shadowmantle wants to animate them to serve as her personal bodyguards. The first task she intends for them: assassinate Lord Neverember and any would-be heirs to the throne.

The Outer Chamber

Stairs from Neverneath lead down to an outer chamber nearly 200 feet in diameter that encircles the

AWAKENING THE NINE

One of Valindra's dearest desires is to animate the Neverwinter Nine for her own twisted ends. If the characters venture to the Vault of the Nine, they most likely do so to thwart her effort and restore peace to the city's great heroes.

However, other motivations might hook the characters in a quest concerning the Nine. Perhaps Valindra cannot open the wards that seal the inner vault because they require someone pure of heart or intention (neither of which describes the Thayans) or a blood heir of House Alagondar. Maybe Valindra has the power to break the wards, but she believes that intruding on the Nine in this fashion will turn them against her, spoiling her chances of binding them to her will.

Always adept at playing on the fears and desires of others, Valindra might dupe the characters into accessing the vault. She could suggest through a proxy that the Neverwinter Nine are needed to defend the city against a dire threat or that the Crown of Neverwinter lies within the vault. She might attack the characters once they enter or wait until they leave to work her will.

Another force in the city might want to gain access to the Neverwinter Nine for its own purposes. A more subtle faction, such as the Ashmadai or the Netherese, might play the adventurers against Valindra, using them to clean out the Thayans, then sweeping in and seizing the legendary champions for their own use. (The Ashmadai want to imbue the corpses with devils, and the Netherese want to reanimate them as creatures of shadow.)



Vault of the Nine. Everburning torches come alight in the walls when a living creature enters the chamber, their silvery flames casting a dim light throughout the cavern.

Not all who enter this place maintain respect for the honored dead. The Thayans broke into the outer chamber long ago and use it as their base of operations in Castle Never. Characters who descend the stairs into the chamber are attacked by hordes of undead hiding in the darkness (since only living beings cause the everburning torches to light).

The Inner Vault

The inner vault of the Nine is a simple stone chamber sealed tight with the sigil of Neverwinter carved in its great stone doors. Within, nine marble coffins ring a central throne emblazoned with a sun; the coffins stand as its rays. The throne and the coffins glimmer with dim, warm light to illuminate a chamber carved with idyllic images of summer. In the vault, winter never falls, just as it never did during the time of the nine heroes here entombed.

The room is sealed by powerful wards, which Valindra wants to unravel. She actively searches for a means to gain entry to the tomb.

USING THE VAULT

If you are not using the subplot about Valindra's efforts to animate the Neverwinter Nine, consider having the characters gain a reward for accessing the vault. For example, part of the Neverwinter noble character's quest might be to see if the Nine recognize his or her blood and offer their service.

When the characters initially meet the Nine, the legendary heroes probably view the adventurers as intruders and attack. Due to the oaths they swore to defend the blood of Alagondar, the Nine either avoid attacking a Neverwinter noble character or take a penalty to their attacks against that character. A particularly charismatic Neverwinter noble might be able to command their service, and the Nine might rise from their eternal slumber to defend Neverwinter's heir if he or she comes under attack in the inner vault.

The Nine bear insignias or other tokens (such as swords, shields, or amulets) that allow them to pass freely through various magical barriers in the castle. If the characters take possession of one of these items, they need not fear the entrapping maze of Neverneath.

If nothing else, the vault can be a sanctuary for the party. Once they are awakened, the Nine gladly stand vigil over the characters while they rest.

BLACKLAKE DISTRICT

This region of Neverwinter stands largely intact in the wake of the cataclysm. Credit for the survival of the Blacklake District goes mostly to the nobles of Neverwinter who dwelt here and constructed their homes with extra support, both material and magical. Many of these nobles died in the fire that swept the area after the cataclysm, but their houses remain.

The district holds a large number of overgrown estates, scores of stout, defensible holdfasts, and a large park that contains the lake for which the region is named. The water was polluted by a great deal of ash and rubbish in the quake, and today Blacklake looks more like a midden pit of sludge than a lake. Some locals are making an effort to dredge it and restore the surrounding environs.

After securing the Protector's Enclave, Lord Neverember's mercenaries have turned more of their attention to Blacklake as the next district for resettlement, but their efforts have not been fruitful. Numerous secret societies aggressively resist their efforts to pacify the neighborhood. Blacklake harbors

ARROGANT AND SECRETIVE

Although the Ashmadai originally were a secret cult, under Mordai Vell they have grown more powerful and more daring. They do not rule openly—not yet—but infiltrating New Neverwinter has allowed them more leeway in their operations. Half the soldiers in Blacklake are corrupt, and some bear the mark of Asmodeus in the form of indwelt devil spirits.

Rooting out and breaking the Ashmadai's power base in Blacklake should pose a complex challenge for the characters. One never knows whom to trust, and the right word in the wrong ear can draw brutal attacks or set back the characters' efforts by months.

The Ashmadai do have weaknesses, one of which is arrogance. Whether a zealot or an entitled noble scion, every cult member believes himself or herself to be smarter or stronger than any opposition. Characters with skills in Bluff and Diplomacy can ply their silver tongues to use this flaw against the devil cultists.

Another Ashmadai weakness is their secretive faith. Cult leaders keep their followers on a tight leash, revealing religious secrets only sparingly. As a result, the Ashmadai worship and fear Asmodeus more than they understand his tenets, and their ignorance of their own religion can work against them.

a great deal of old blood and nationalism, which takes the form of opposition to the Lord Protector.

Muggers and hot-tempered duelists plague the streets of Blacklake, and political agitators hold small rallies or foment subtle conspiracies against the powers that be. The Sons of Alagondar set ambushes for Mintarn enforcers and wage pitched battles in the streets. Lord Neverember loathes the slow, frustrating process of trying to civilize this district so it can be resettled by Neverwinter refugees—it is a job that requires near-constant attention, compared to the relative ease with which the Protector's Enclave was tamed.

In particular, the Ashmadai cultists of Asmodeus infiltrate the ranks of the mercenaries and refugees alike. A few blocks from the Protector's beachhead at the southern end of the district, the cultists leave graffiti of their devil god on the crumbling buildings.

The Driftwood Tavern

An inn and tavern that caters mainly to longtime locals, the Driftwood Tavern takes pride in having kept its doors open since before the Spellplague. When the cataclysm struck, innkeeper Madame Rosene, a serious woman now in her late fifties, sheltered refugees within her walls. The Driftwood offered people a makeshift city hall and gathering place during the troubled years.

Madame Rosene and her regulars have filled the inside of the tavern with bric-à-brac, curios, and relics of Neverwinter before its fall. The statue from a favorite fountain stands in a corner. A wineseller's planter boxes, filled with flowers, brighten the walls. A knob and a knocker from a noble's estate are attached to the privy door. Ornate doors pulled from the wreckage make fine tables, and unbroken panes of stained glass hang overhead as chandeliers, lit by hundreds of carefully placed candles. Though the decorations have been salvaged from all over the city, the tavern does not feel junky, and no one thinks Madame Rosene is taking advantage of Neverwinter's fall. Quite the opposite—the Driftwood is considered a monument to old Neverwinter, like a dusty painting of a beautiful girl hanging above the deathbed of an aged noblewoman.

Prices for room and board at the tavern are high. The atmosphere is one of quiet reflection, rather than boisterous merriment. The Mintarn mercenaries stay away, preferring to eat and drink at the Moonstone Mask or some other cheaper place. Visitors to the city stop at the Driftwood to marvel at the museum of objects, or to learn about old Neverwinter from Madame Rosene for the (expensive) price of a drink and a meal.

Only longtime customers and old friends come to the Driftwood regularly. That situation suits Madame Rosene, because she secretly leads the Graycloaks faction of the Sons

of Alagondar. Here, in the thickly walled rooms, the Graycloaks meet to discuss their plans and the difficulties of working with their counterparts in the Nasher faction.

MAKING THE MADAME HAPPY

Characters who interact with the Graycloaks inevitably come to the Driftwood Tavern. Madame Rosene is slow to trust outsiders, placing her faith mainly in familiar citizens of old Neverwinter or their children. The characters might earn her respect by recognizing elements of buildings they have seen in the ruins, or bringing her particularly beautiful pieces they recover on their escapades in the city. Madame Rosene might test the adventurers' patience and fortitude by repeatedly sending them in search of specific cultural relics, then deciding that what they bring back is not what she asked for.

The Beached Leviathan

The Beached Leviathan tavern caters to sailors, smugglers, pirates, slavers, merchants, and others arriving by sea. Its innkeeper, a sallow former pirate captain named Harrag, lost a leg in a battle with sahuagin long ago. The name of the tavern honors his ship,



The Beached Leviathan



Leviathan, which ran aground during a storm before the docks had been rebuilt. The tavern is built in and around the refurbished wreckage of the ship. (Patrons also joke that the name refers to Harrag and his expanding waistline.)

Harrag portrays himself as a scurvy, independent scoundrel, but in reality, Neverember owns him. Those who patronize the Beached Leviathan can expect—or will soon discover—that anything they say in Harrag's presence will be shared with the Lord Protector.

The former captain leases one of his chambers on a semipermanent basis to Len-jes, a scarred watersoul genasi (*Monster Manual 2*) who serves as Neverember's harbormaster. Once a corsair on the Sea of Fallen Stars, she fled her enemies there and settled in Waterdeep. Neverember recognized her business acumen and recruited Len-jes to be his master of trade in the reborn city. The harbormaster's head for numbers serves her well in balancing Soman Galt's tax ledgers. Her less academic duties include dredging the bay to open more berths for trade ships. Neverember keeps the pressure on to bring in more and more trade.

THE TRUTH ABOUT LEN-JES

Len-jes would not find it worth her time to carry out the tasks the Lord Protector demands, except for her second, shadier source of income. Fill in the facts of Len-jes's true loyalty to suit your campaign. She might be an agent of Thay, or her heritage might tie her to merchant or pirate interests from Abeir. Perhaps she stole treasure and buried it somewhere in Neverwinter, intending to retrieve it after the heat dies down. Maybe the genasi does everything in her power to keep secret a suspicious badge that she wears, such as a Harper pin or a brand on her flesh that marks her as the plaything of Asmodeus. Then again, Len-jes might be exactly what she seems: an overworked bureaucrat in Lord Neverember's pocket who looks for any way she can make a little extra money.

The Swamped Docks

Below the more recent construction lie the remnants of the original docks: a splintering, rotting mass of ancient wood and stone that makes any number of natural lairs for aquatic creatures or hideouts for those on the run from the Mintarns.

This area was partially submerged during the city's devastation. Now, half-sunken buildings rot beneath seaweed, the drowned dead float through foul water, and amphibious horrors crawl up onto land. No one,

not even Lord Neverember, looks forward to cleaning up this area, but the job must be tackled eventually. The city's hand might be forced soon—sahuagin have been sighted in the bay, and disappearances from nearby areas have become common. Rumor has it that a halfling gang operates out of the swamped docks, led by a sneak thief named Palas. The halflings prey on those who wander the docks alone or in the dark.

Vellgard Manor

At least one noble villa in the Blacklake District houses its actual owner, but that fact is far from good news for the people of Neverwinter. The dashing Mordai Vell, leader of the local Ashmadai cult, holds sway over a small, well-guarded compound known as Vellgard Manor.

The product of an affair between a devil and a member of a human family from the south, Mordai was a scandalous embarrassment hushed up by his human relatives. When they perished in the cataclysm, he inherited the family estate. Mordai and his Ashmadai allies moved back into the city before Neverember arrived. While he occupied the manor house, his Ashmadai cohorts hid in the cellars beneath the place. With the arrival of the Lord Protector, Mordai took a more visible role in the district. Charismatic, handsome, and wealthy, he has become a popular figure—a civic leader who, some whisper, might aspire to hold the throne of Neverwinter.

The estate is an armed compound flanked by metal gates and hidden guards. An inner wall creates a killing field that could stop a small army. The Ashmadai covertly make use of arcane wards and summoned devils within the walls. They try hard to keep their power base in the district both secret and safe.

THE GRACIOUS HOST

Vellgard Manor is well defended, and the characters will have substantial difficulty gaining entrance by stealth or force. However, Mordai Vell loves the games of nobility, and he entertains guests frequently and with relish. Characters with facility in Bluff or Diplomacy can waltz right in the front door and obtain an audience with Mordai, particularly if one of them is a genuine noble and (preferably) female. Mordai is far from stupid, however, and anyone who tries to beat him at his own game receives intense scrutiny. He might present himself as the characters' friend and go along with their plans just to see where the game leads.

House of a Thousand Faces

With its broad windows and comfortable couches, this tavern is a popular gathering place in the Blacklake District. Amid mannequins dressed in the threadbare trends of thirty years past, patrons lounge about the airy interior, drinking, laughing, and scheming. The cellar—hidden beneath a trapdoor—hosts the meeting place of the active Harpers in Neverwinter.

Named for the dozens of mirrors and mannequins positioned about the common room, the House of a Thousand Faces once was a fashionable boutique. The cataclysm crippled the house's business, and the owner, an elf named Theryis, packed up her remaining goods and closed her doors. When the city's population began to recover and increase, she opened the shop again as a tavern, using the dusty clothes and mirrors as decoration.

A Harper herself, Theryis allows the organization to use her secret basement as its command center. Her half-elf brother Toram took over leadership of the group after Cymril's passing.

Theme Tie-In

The original mission that the Harpers gave their new operative (the Harper agent character) was to assist the Sons of Alagondar. In the process of accomplishing that task, the agent witnessed the death of the group's leader, Cymril, who was also a Harper. After Cymril's death, the rebels lost their trust in the supposedly well-meaning Harpers.

The Harpers might react to the adventurers in unpredictable ways, particularly if the Harper agent character is among them. Some believe the character to be a traitor fit for death, whereas others see the agent's potential as a valuable third party. Toram likely attacks the adventurers immediately to avenge his beloved Cymril (who was seducing him before her supposed death).

The Harpers' usefulness to the campaign does not begin and end with the agent character. Any hero who has demonstrable prowess in Bluff or Stealth makes a natural target for recruitment by the group. The organization pleads for help from characters who prove their antipathy for Neverember or who battle the Netherese or the Thayans.

RIVER DISTRICT

The River District takes its name from the terrain feature that has saved it from being overrun—namely, the Neverwinter River, which holds at bay the plague-changed forces that emerge from the Chasm to the south.

The bulk of Neverwinter's merchant class once dwelt here, and the architecture shows it. The houses were sturdily built, and although they are not ostentatious, most are large enough to have held a family of six or eight plus servants. Guardhouses and security walls abound, offering cover for skirmishers looking to ambush unsuspecting visitors. Long flower gardens run through the center of each street, although over the years they have gone to weeds or decay.

One might think the Mintarns could have pacified the River District by now, but safety proves elusive, mostly due to a band of orcs (*Monster Vault*) in the ancient Cloak Tower at the eastern edge of the area. New Neverwinter's forces occasionally venture into the district, but generally only as far as the Fallen Tower tavern. That establishment serves as neutral ground for negotiations between Lord Neverember and Vansi of the orcs, to whom the rest of the district belongs.

Beasts from the surrounding wilderness occasionally stalk the streets here, hunting for food. Even if the orcs were not present, the other dangerous creatures would be reason enough for refugees to avoid this district, regardless of whether their houses remain standing.

TREASURE HUNTERS' HEYDAY

The River District gets little of Neverember's attention or wealth; the people here live on their own. Inhabitants are xenophobic in the extreme, and the characters have to earn every ounce of trust or respect they get.

Although two decades' worth of scavengers and monsters have picked clean any obvious treasures left unattended after the cataclysm, many secret compartments, sealed cellars, and hidden chambers stand untouched in the River District. The adventurers might stumble across secluded wizard laboratories, creatures imprisoned for decades, or armory caches left in surreptitious places. These secret spots could hide equipment, rituals, wealth, or hints regarding the threats facing the city.

Neverwinter refugees seeking to reclaim their homes and property might pay handsomely for recovered valuables, and some of these stashes could see active use in the intrigue-laden city. For instance, characters who loot a Netherese weapons cache might find themselves the target of shadowy reprisals.



For now, a hastily erected barrier seals most of the River District from Blacklake. It usually stands unattended, since the Mintarn guards have better things to do than patrol the barrier, opting instead to post signs warning people away. Some people enter the district despite these warnings. The relative privacy makes discreet liaisons and daredevil games frequent occurrences in the River District, and stern parents have to caution youngbloods with a thirst for adventure against going in.

The Fallen Tower

The broken base of an old wizard's tower has long been the site of a popular tavern in Neverwinter. Within the Fallen Tower, phantoms form in the air each night, seeming solid and real as they replay the moments of their deaths during the Spellplague by appearing to fall into and through the cookfire in the middle of the tavern. Two terrified wizards, their bodies already ablaze, fall first, followed by another wizard whose limbs have turned into eels. Finally, a fourth wizard's body descends as its flesh is stripped away, leaving the skull's eerie grin as the last image to fade. Since before the cataclysm, the show has attracted customers to the Fallen Tower.

When the Many-Arrows orcs discovered this vacant building, they found stores of wine and were in the midst of a celebration when the phantoms appeared. The orcs started to flee, but when it became clear that the spirits were harmless, the wine lured them back. Now the Many-Arrows orcs run the tavern as a

NEUTRAL GROUND

The Fallen Tower is a den of scum and villainy where the characters can meet with nefarious residents of Neverwinter. Because it is neutral ground, the tavern also presents a great chance to roleplay with orcs. The characters might share a drink with orcs that they have met and fought in the past.

In addition, the Fallen Tower needs to get its supplies from somewhere. The characters might meet orc scavengers or hunters in the ruins of the River District. If they want to make friends among the orcs, the adventurers might seek out troves of wine or edible creatures.

Perhaps, instead, the truce between Lord Neverember and Vansi depends on regular deliveries to the Fallen Tower—a tribute to keep the orcs happy and at bay. Neverember might want to keep these deliveries secret to save face with the populace. Stealing the deliveries or otherwise stopping them might provoke a war. Lord Neverember could hire the characters to guard the deliveries, or the Sons of Alagondar or another group might coax or trick the characters into preventing them.

place where members of their force and others worthy enough to join them can share a few drinks.

The Lord Protector and the leader of the Many-Arrows orcs have declared the Fallen Tower neutral ground, and the orcs do not bother anyone who comes to the tavern to do business.

Vagdru One-Ear acts as bartender and purveyor, providing whatever drinks the orcs can find and passing out raw meat of dubious origin for the patrons to roast at the central fire (or to eat uncooked if they want). No bouncers are needed, because anyone who breaks the truce of the tavern faces the blades of every patron present.

Cloak Tower

An expeditionary force of orcs from the Many-Arrows tribe has come to Neverwinter and makes its base in the structure known as the Cloak Tower. The orcs have defied all attempts to rein them in or push them out, and Lord Neverember is biding his time until he figures out how to get rid of them. For the moment, the orcs have helped to control the monster population in the northern half of the city. They tend to slay anyone who interferes with their business, including plaguechanged spawn that come up through the sewers on the north side of the river. Little does the Lord Protector know that the Abolethic Sovereignty has also taken notice of the orcs.

Their commander is Vansi, a warrior known for her reaving flail and fearsome war cry. Ferocious even for an orc, Vansi claims the streets of the River District as her tribe's rightful dominion, governed from the mysterious Cloak Tower.

The tower takes its name from a guild of mages called the Many-Starred Cloaks who lived and gathered there. They were well known in the city for their arcane skill and for the whimsical, colorful cloaks they wore. During the Spellplague, the tower and its occupants vanished. The tower reappeared half a year later on a different patch of ground in the city.

As a tavern tale has it, when thieves first broke into the tower several months after it first reappeared, they found empty halls and no mages (or bodies). Only the guild members' many-starred cloaks remained, hanging from pegs on the walls. Then disaster struck the thieves: The lone survivor of the group told of a horrific attack from cloaks that suddenly came to life and enveloped the other bandits.

Whether the tale or any part of it is true, the citizens of Neverwinter shunned the tower for decades thereafter—no one wanted to risk entering it.

District residents expected that the orcs, too, would run afoul of the tower's wards when they tried to occupy the place, but the creatures were able to move in safely. They have established themselves quite nicely in the most protected holdfast in the district.



The Shard of Night

The Shard of Night

A bleak tower of black stone hovers above a cluster of ruined apartments in the River District, seemingly sheared off at its base when it was torn from whatever location it once occupied. The tower has been here since the Spellplague, but no one who investigated the structure in the early years after its appearance ever returned, so people decided to leave it alone.

The Shard of Night rises high into the sky over Neverwinter, but it casts no shadow during the day. Any creature that passes under the tower in daylight sees its own shadow disappear, as if the tower were absorbing the darkness. During the night, the tower casts a shadow by the light of the moon that looms over much of the area around the place. Nearby residents believe that the Shard of Night is haunted, since no one or thing is ever seen to come or go, yet sounds sometimes echo down from the opening in its base.

Unknown to the populace, the spire was originally part of a faraway temple called Moonshadow Hall, a place sacred to Selûne, goddess of the moon and foe of shadow. Nearly a century ago, during an assault on the temple, the Netherese tore one of the temple's towers away with their dark magic and banished it to the Shadowfell. After the battle ended, the Netherese found that they could control where and how the tower manifested in the mortal realms. During the Spellplague—with that upheaval to mask their efforts—they sent the tower to Neverwinter, where they intended to leave it until needed.

The Shard of Night bears enchantments that absorb shadow, using that power to fuel a teleportation circle inside the tower that the Netherese use to travel to and from the site of Xinlenal.

Theme Tie-In

Any creature infused with shadowstuff, including a scion of shadow character, is immune to the shadow-absorption effect of the Shard of Night. Thus, the scion of shadow keeps his or her shadow while the other characters lose theirs. The tower also exudes a comforting attraction to a scion of shadow character, which might unnerve the player of that character. This attraction provides a clue to the identity of the dark forces hidden inside.

THE CHASM

The southeastern quarter of Neverwinter lies in almost complete ruin, virtually flattened by the earthquake during the cataclysm and since then

DRAWN TO THE CHASM

The characters might be drawn to the Chasm for several reasons. Nightmares and sleepwalking can attract them to the southeastern quarter of the city, and few things are more disturbing than awakening in a strange place, surrounded by darkness and ruin. Or, you could create a situation in which residents of Neverwinter have been disappearing mysteriously. Some never return, and those who do come back seem different (having become mind-slaves of the aboleths). The characters might be hired to find a kidnapped victim, or a significant relative or city resident might draw their interest.

However the adventurers end up at the Chasm, they probably have to fight their way out of the flattened quarter. In the process, they might be overcome with the feeling that the pit is the source of their nightmares—and that destiny draws them down.

under continual assault by forces of the Abolethic Sovereignty. At the center of this wasteland yawns the Chasm—a canyonlike crack in the earth that spawns all manner of twisted and deadly beasts. It extends down into the Underdark to a subterranean lake that is part of the domain of the aboleths. At the bottom of this sea churns an active pocket of Spellplague.

Proximity to the Chasm causes mild anxiety, moodiness, and paranoia. The effects are obvious on people at the Wall, and they increase in intensity as one moves closer to—or deeper into—the Chasm. It becomes difficult to think clearly, and even allies seem to hold treachery in their hearts. Recently, this pervasive ill will has begun to radiate beyond the confines of the Wall, plaguing the dreams of Neverwinter's residents with terrible nightmares.

Ruined Terrain

The surrounding land in the district that takes its name from the Chasm is a tangled maze of broken buildings and clotted streets, all of it battered by the elements and crushed under the paws of the Chasm's monsters. Wall patrols venture into this wasteland only occasionally, since few who leave the barricade's safety return. Those who do sometimes carry marks from the experience, such as azure burns, twisted



The Chasm spews forth more monstrosities

limbs, or some other physical manifestation of a spellscar. Lord Neverember has ordered that anyone showing symptoms of infection should be sent to Helm's Hold for treatment.

PLAUECHANGED MONSTERS

The aboleths have been experimenting for years to produce better and deadlier fighting machines, subjecting whatever monsters they can capture to the Spellplague to augment the creatures. Their breeding program has no rhyme or reason that humanoids can comprehend—it makes sense only to an aberrant mind. The end results include natural animals merged with one another, humanoids twisted into horrifying caricatures of themselves, and any number of monsters granted strange new abilities through spellscars.

Use the plaguechanged template and sample creatures in Chapter 3 for inspiration when making new monsters to populate this area. If you want to use plaguechanged monsters as story elements rather than game elements, the only difference between a plaguechanged creature and a normal monster of the same sort might lie in the way you describe the beast. For example, give it an odd deformity or a persistent blue glow. Let your imagination run rampant—the Spellplague can twist and change anything in any way.

Theme Tie-In

Coming close to the Chasm inspires haunting day-dreams in a spellscarred harbinger character, suggesting that clues to his or her forgotten past lie below. The visions might be a result of Spellplague resonance as the character is drawn toward the source of his or her power, or they might be something more sinister. The character's spellscar could be the result of an Abolethic Sovereignty experiment that is causing the character to experience a dire summons. Or, the Prophet's attentions might have given the character a posthypnotic suggestion to climb down into the Chasm.

Consider inuring the character, at least in part, against the hazards of the Chasm. He or she might gain a +2 bonus to Endurance checks against creeping madness (see below) or a bonus to skill checks when interacting with the inhabitants of the Chasm. If it suits your game, treat the character as an aberrant creature for the purpose of adjudicating the effects detailed in this section (but do not reveal this treatment to the player).

In short, play up the character's shadowy connection to this awful place, but stop short of giving a full explanation for it.

The Chasm is unfortified but not without defenses. Characters who reach the edge face attacks by a coven of plaguechanged harpies (*Monster Manual*) that perch in the shattered hulks of buildings nearby. Their purpose is to battle intruders and to fly down into the Chasm to warn the more formidable monsters below of trespassers. Unless the characters can slay every harpy near them before the creatures deliver the warning, they might climb down into a series of ambushes.

The Upper Reach

For many creatures, climbing down into the Chasm resembles what they have heard of tales about venturing into the Abyss. The first hundred or so feet are fairly normal, except for occasional swells of superheated air. Past that point, conditions grow more hostile.

The pocket of Spellplague at the bottom of the lake warps the surroundings in strange and deadly ways. Elemental energy surges up from the depths in sudden storms. Earthmotes float in the pit, some drifting slowly and others bashing against the walls as though driven by demons. Handholds are scarce on the treacherous walls, which can explode with flame or lightning at any moment. Rocky outcroppings come and go, collapsing or molding themselves as onlookers watch.

All manner of plaguechanged creatures dwell in pockets and on precipices in the upper Chasm. Some climb the walls, and others (particularly those meant to attack the surface world) ride bolts of chaotic energy that flare from the bottom of the pit. These creatures rise like birds filling their wings with wind.

Creeping Madness

Creeping Madness

Level 5 Disease

The skin of the infected bubbles and shifts, causing intense pain, both physical and mental. The victim's eyes pulse with blue fire.

Stage 0: The target recovers from the disease.

Optional Rule: If the disease had progressed to stage 3 or higher, the target also gains a spellscar (see “Gaining a Spellscar,” page 42).

Stage 1: While affected by stage 1, the target takes a -2 penalty to initiative checks and Will. The target gains a +1 bonus to the attack rolls of powers that have the psychic keyword.

Stage 2: While affected by stage 2, the target loses one healing surge that cannot be regained until the target recovers from the disease. The target takes a -4 penalty to Perception checks and Insight checks.

Stage 3: While affected by stage 3, the target takes a -2 penalty to skill checks. The target's attacks deal 1d6 extra psychic damage.

Stage 4: While affected by stage 4, the target descends into madness and is dazed.

Check: At the end of each extended rest, the target makes an Endurance check:

9 or Lower: The stage of the disease increases by 1.

10-14: No change.

15 or Higher: The stage of the disease decreases by 1.



Exposure to the Spellplague energy of the Chasm is extremely hazardous for visitors. Non-aberrant creatures must make an Endurance check (DC 10) every time they take a short or an extended rest there. Failure infects the creature with the disease creeping madness (stage 1). The energy that causes creeping madness grows stronger as one goes deeper in the chasm. Below the Twisted Fane, a creature takes a -2 penalty to Endurance checks against the disease.

Twisted Fane

The upper reach bottoms out in a pitted wasteland of shattered rock that resembles broken glass of myriad colors. Energy flares up from this area at random intervals. The rock hums with energy, pulsing as though alive. Here, characters are literally standing on the plaguechanged warrens.

At the center of the area stands a fortress of black rock seemingly molded like clay around a pulsing azure crystal. This edifice—the so-called Twisted Fane—seems to be the source of the chaotic energy swirling up from the Chasm. The crude, gargantuan gemstone swirls with power but otherwise has no discernible purpose.

A colony of foulspawn (*Monster Manual*) dwells here, paying homage to the crystal as though it were

a deity. The foulspawn protect the crystal at all costs, viciously attacking intruders without making an attempt to talk.

If the characters search outside the fortress, a DC 26 Perception check reveals obscured tunnels that lead deeper into the earth, toward the true masters of the Chasm.

False Bottom

A clever defense, the Twisted Fane is a red herring perpetuated by the aboleths. By all appearances, the fortress stands at the nadir of the Chasm and gives the impression that it is the source of the Spellplague energy that rises toward the surface. Upon closer inspection, a character who makes a DC 19 Arcana check finds that the azure crystal has no such power.

The foulspawn dwell here to lend credence to the deception. They operate under the domination of the aboleths and wait as sword fodder for an attack. The aboleths' hope is that any enemies powerful enough to reach the bottom of the Chasm will slay the foulspawn, destroy the worthless crystal, and leave, thinking their task accomplished. Meanwhile, the aboleths can regroup and ready an attack on the foes who have now revealed themselves.

SKILL CHALLENGE: DESCEND THE CHASM

You can represent climbing down into the Chasm by running the characters through the skill challenge outlined below. Assign DCs according to the level of the party.

Level: Equal to the level of the party (XP equal to the reward for five standard monsters of the party's level).

Complexity: 5 (requires 12 successes before 3 failures).

Primary Skills: Arcana, Athletics, Endurance, Nature, Perception.

Arcana (hard): The character anticipates where the Spellplague energy will flare next and helps the party dodge or resist the attack.

Athletics (group check; easy; moderate after 8 successes): The characters climb down the scoured walls of the Chasm. The task grows harder as they descend.

Endurance (group check; easy; moderate after 8 successes): The characters resist the sickening taint of the Spellplague. Every member of the party must make this check every round; if at least half the characters succeed, the group earns 1 success in the challenge. Any character who fails the check by 5 or more contracts creeping madness (see below).

Nature (easy; moderate after 4 successes; hard after 8 successes): Calling on his or her knowledge of the earth, the character navigates the scarred cliffs. After a while, the bizarre landscape begins to lose any resemblance to a natural chasm, increasing the difficulty of this check.

Perception (moderate): The character spots approaching creatures or an incoming blast of energy and can steer the party to avoid the threat.

Secondary Skills: Dungeoneering, Heal, Stealth.

Dungeoneering (moderate, limit 3 uses): Knowledge of the aberrant mentality grants the character a +4 bonus to his or her next Athletics or Nature check.

Heal (moderate, limit 2 uses): The character treats the harm inflicted by a misstep. Eliminate 1 failure that resulted from a failed Arcana or Endurance check.

Stealth (moderate, limit 1 use): The character helps the party hide from an incoming attack. Eliminate 1 failure that resulted from a failed Perception check.

Success: Each success in this skill challenge represents the characters descending lower into the Chasm, which grows stranger and more difficult the deeper they climb. Overall success in the challenge takes the characters down to the Twisted Fane.

Failure: Each failure in the skill challenge causes the character to lose a healing surge due to a burst of Spellplague energy, a precipitous fall, or another mishap. Accumulating 3 failures in the skill challenge costs each character a healing surge and lands the party in an immediate tactical encounter equal to its level.



Twisted Fane

PIERCING THE ILLUSION

Clever or intuitive characters have a chance to detect that all is not right. Someone who makes a DC 25 Insight check (with a +2 bonus if the character has training in Dungeoneering) discerns that the foulspawn act too predictably—very odd for creatures of the Far Realm—which suggests that they are being controlled. A character who makes a DC 22 Arcana check detects faint traces of mental domination.

Plaguechanged Warrens

Beneath the Twisted Fane, an enormous chunk of rock is wedged into place between the two Chasm walls like a hard pit stuck in a gaping throat. Given sufficient force, the rock could be dislodged, but it has space only to go up. A honeycomb of tunnels lies within it, and most of the plaguechanged horrors that emerge from the Chasm are spawned in these warrens.

The tunnels lead to thousands of breeding pits: niches in the stone filled with sticky, embryonic flesh sacs that course with blue fire. Creatures placed in a niche undergo a process similar to the transformation of a humanoid into an aboleth servitor, combined with the infusion

of raw chaotic energy. Thanks to the Symphony of Madness (see the sidebar), the aboleths exert sufficient control over the Spellplague at the base of the Chasm to use it to their own ends, twisting kidnapped creatures into foulspawn.

Climbing into a flesh sac, among its other consequences, exposes a creature to the disease known as creeping madness.

Grells (*Monster Manual*), nothics (*Monster Manual* 2), carrion crawlers (*Monster Vault*), and other aberrant beasts patrol the warrens, alert for intruders and escaped experiments. These creatures provide the last line of defense for the aboleths at the true bottom of the Chasm.

SOUND OF THE CHOIR

Starting in the lower reaches of the plaguechanged warrens, the characters can hear a soft keening that grows in intensity the farther they descend. This wailing is the sound of the aboleths' plaguechanged choir, by which the creatures seek to harness the power of the Spellplague. The noise here is unnerving to non-aberrant listeners (-2 penalty to Will).



Cauldron of Blue Fire

The underside of the plaguechanged warrens opens onto a cavern roughly 500 feet in diameter. Sixty feet below the ceiling lies a bubbling, blue-glowing lake. Fumes rise through the stagnant air, carrying a variety of caustic smells, such as brimstone and seared flesh, alternated with whiffs of citrus, fresh pine, and spoiled fish. These odors issue from the pit of active Spellplague at the bottom of the lake. The magical chaos produces mundane and exotic stenches that bubble up from below and burst on the water's surface.

There is no way to climb down to the lake. Creatures that want to reach it must either fly or fall. The aboleths use magic to travel in this cavern (see the Unfettered Travel sidebar), and characters who have a grasp of the arcane arts can tap into that magic.

Steam escaping from the surface of the water glows with an azure radiance, casting the cavern in dim light. The lake's glow roils and pulses like something alive—which, in a sense, it is.

When they are not using the unfettered travel effect to move about within the cavern, the aboleths dwell deep in the lake, studying or basking in the energy of the Spellplague. However, proximity to active Spellplague has granted the aboleths strange new powers (see “Plaguechanged Monster Theme,” page 95).

Any creatures captured by the aboleths float in bubbles at least 20 feet deep in the lake. Those who were imprisoned recently still struggle, whereas the ones who have been kept for a longer time languish weakly in the presence of the Spellplague. The aboleths continually release a keening song to control the energy. They form rough circles around the roiling pocket of Spellplague, frequently burning out from the effort of harnessing the chaotic energy.

Intruders who make it this deep draw the aboleths' attention for two reasons. First, they threaten everything the aberrant creatures seek to accomplish. Second, anyone who reaches the bottom of the Chasm must be powerful and thus would make an excellent tool for controlling the Spellplague. The aboleths attack such intruders without mercy, as do any number of their mind-controlled servants.

UNFETTERED TRAVEL

The aboleths have infused this cavern with the same flotation magic that allows the city of Xxiphu to sail among the clouds, surrounded by unfettered krakens that are as comfortable in the air as in the water. Characters who succeed on a DC 17 Arcana check can harness this magic and move in the air as through water, making subsequent Arcana or Athletics checks to “swim” through the air (use the rules for swimming). Creatures with a fly speed are able to fly through this air normally.

UNDERGROUND NEVERWINTER

True danger in Neverwinter lurks in places the sun never touches—in the darkness beneath hundreds of tons of stone. Underground ruins abound in a city that has suffered so much damage. The Mintarn enforcers rarely venture belowground, preferring to deal with threats if and when they emerge onto the surface. Thus, sewers and crypts make perfect lairs for all sorts of creeping, scheming evil.

Shattered Sewers

When the cataclysm struck, Neverwinter's sewer system took a serious beating as buildings collapsed into their foundations, leaving a maze of precarious wreckage and treacherous tunnels. Worse, the aboleths of the Chasm sent their servants creeping into the tunnels, spreading the taint of the Spellplague wherever they went. The sewers quickly became dangerous in the extreme, home to all manner of awful beasts, including oozes and otyughs (*Monster Vault*).

Provided one is willing to risk getting lost or being attacked, the extensive sewers provide a means of moving about the city. This method of travel is confusing and potentially deadly, however—one never knows when a building overhead will collapse, bringing part of the ceiling down with it, or when a group of underworld squatters might ambush intruders. The tunnels near the Chasm are particularly hazardous because they play host to aberrant beings in service to the aboleths.

The forces of New Neverwinter rarely search the sewers, so rebels and schemers use the filthy tunnels freely.

Kraken Tunnels

An underground maze shaped vaguely like an octopus, this complex once belonged to the Kraken Society, a ruthless conglomerate of slavers and black-market traders that sought to control the Sword Coast. Many rooms throughout the complex have openings in their floors, revealing the dark, murky water that lies beneath.

The Sons of Alagondar have taken over the complex. The Nasher faction uses it as a headquarters, and it serves as a meeting place for conclaves with the Graycloaks. Here, the Nashers conceal and feed a monstrous weapon they might resort to using against New Neverwinter: a plaguechanged sea kraken (*Monster Manual 3*, with the plaguechanged monster theme from Chapter 3).

Seemingly reduced to bestial intelligence by the Spellplague, the ancient beast resides in the water-filled catacombs beneath the tunnels

that used to grant access to the sea before the cataclysm. The creature protects the complex, striking at invaders through the openings in the floors and withdrawing to ambush them elsewhere. The monster recognizes the old symbol of the Kraken Society, and it does not attack anyone who bears the octopus sign of the former conglomerate.

The kraken tunnels connect to the Dead Rats' lair elsewhere in the sewers, providing the Nashers with quick, secret access to their erstwhile allies. So far, the rebels have kept secret the means of safely avoiding the kraken, but it is only a matter of time before a member of the Dead Rats discovers the truth.

RELEASE THE KRAKEN!

As a high-level creature that is not connected to major plots in the area, the kraken is a good way to surprise the characters. Provide subtle hints (such as the shape of the pendants the rebels wear to protect themselves, or a vague sense that the tunnels spread out like tentacles), and have the kraken attack the characters at an opportune moment.

After a particularly harsh crackdown on dissension in the city, some Nashers among the Sons of Alagondar might release the kraken, opening a passageway for it to escape to the river and then the port. Alternatively, a rebel might unleash the beast as a distraction or a rallying cause to bring the city together. You can also consider tying the kraken to the aboleths (which might want to plumb its knowledge or use it to control the rebels) or one of the other factions in Neverwinter.

Dead Rat Hole

The Dead Rats gang makes its home in the sewers beneath the Blacklake District. Explorers who venture close start seeing gang signs gouged into the stone walls (the better for feeling one's way in the dark). Within their territory, the Rats have cluttered the sewers with a vast assortment of stolen goods, half-rotted food, and trash. Like their namesakes, they are pack rats and pests.

The Rats lay claim to a network of sewer tunnels that allows them free passage throughout the city and offers multileveled defenses against intruders. Gang members dissuade trespassers with traps—portcullises, tripwires near beds of spikes, and so on. Secure in their holes, the Rats steal, sabotage, and generally make life in Neverwinter a trial.

The wererat Rsolk, king of the gang, holds court in a honeycomb of caverns near the shore of Blacklake that is packed with objects and garbage recovered from all over the city. Through the exploitation of kidnapped engineers, Rsolk has installed a flood trap mechanism that can

bring the waters of the lake rushing in to cleanse the sewers at the pull of a switch.

Theme Tie-In

It is not immediately apparent to a Dead Rat deserter character that the gang includes some of his or her old allies from Luskan, nor do the Dead Rats automatically know the character. When they meet, however, it is a sure recipe for tension.

Consider playing the Dead Rats as unlikely (and in some members' cases unwilling) allies to the party. A Dead Rat deserter can scheme to gain a place in the gang, using the other members for his or her own ends (and doing service for them in return) and perhaps coming to dominate the group.

Taking leadership of the gang involves a brutal battle against Rsolk. The wererat is willing to engage in a one-on-one duel against a challenger, but his allies jump in to aid him when he is bloodied, provoking an all-out fight. A sore loser, Rsolk is likely to activate the flood trap if he is defeated.

Tunnels and Trenches

The opening of the Chasm and the earthquakes that brought down many buildings in southeastern Neverwinter collapsed many of the sewers in the district. This created trenches in or beside the streets and tunnels where the sewers had not collapsed. These pathways now provide cover for the movement of monsters beyond the Wall and secure places to which they can retreat when repelled from their frequent assaults. The sewers, trenches, and ruined buildings offer an excellent tactical advantage by allowing the forces of the Chasm to approach close to the Wall without sustaining attack, but this is offset by the high vantage of the House of Knowledge, whose occupants ring a bell when they can see significant movement in the far-off trenches. Unfortunately for the Wall's defenders, night and weather can obscure observation of the trenches, and thus they often use arbalests to launch balls of flaming pitch into the district in the hopes of illuminating the scene.

The frequent furor over the assaults on the Wall gives cover to the more important movements of servants of the Abolethic Sovereignty. Foulspawn and other terrible beings climb out of the Chasm and use sewer entrances that open into it to move through the southeastern district of the city in small groups. The final destination of these sorties varies. Some go toward the monsters assaulting the walls, setting up headquarters in the sewers in order to advise the attacks. Some travel to the river and secretly make their way across it to make overtures to Vansi and her orcs. Others escape Neverwinter, heading south for Helm's Hold or more distant locales.



Helm's Hold

Helm's Hold

Once a bastion of safety on the edge of Neverwinter Wood, the fortified monastery and community called Helm's Hold has endured through the last decades, diminished but unyielding. It has lived through the death of the god who gave the place its name, the ravages of the Spellplague, and the ruination of Neverwinter. Through all this, Helm's Hold has taken a serious beating but stubbornly clings to its original purpose: to provide sanctuary for those who none.

Helm's Hold has always been a place of healing and protection for the people of Faerûn. Even when Helm perished a year before the Spellplague, the monastery remained open, seeking to aid those with nowhere else to turn. During the decades after the Spellplague hit, the Hold became one of the few safe destinations—if not the only one—along the Sword Coast. The cataclysm once again made clear the need for Helm's Hold and its services. Its doors have remained open over the years, admitting all who suffer, regardless of race, background, or faith.

Today, the monastery proper serves as an asylum for those cursed with the Spellplague. People from all over Faerûn make the pilgrimage here for treatment, as do people from Neverwinter, which is less

than a day's journey to the northwest. In fact, Lord Neverember issued a standing order a year ago that anyone in the city showing symptoms of Spellplague infection should be sent to Helm's Hold as soon as possible. The influx of the needy since that time has swelled the town's numbers, but tolerance is in the air here, so the spellscarred feel more at home in the Hold than anywhere else in the Realms.

Originally a small monastery and its surrounding village, Helm's Hold has grown over the decades. The cathedral's foundation had hardly been laid when Helm died, but the people finished it as a monument in his honor. Helm has become a cultural icon here—a patron saint of the community—and all followers of all gods are welcome under his watchful gaze.

WOLVES ON THE PROWL

Because Helm's Hold is so open and receptive, it is vulnerable to roving monsters and the plots of dark forces in the area. In particular, a pack of werewolves operating at the beck and call of the Netherese has targeted the community, and especially the cathedral, for infiltration and conquest.

From beneath the shadowy boughs of Neverwinter Wood, Uthgardt barbarians calling themselves the Gray Wolves stalk Helm's Hold, disguised as human pilgrims by day and showing their lycanthropic nature by night. On the direct orders of the Netherese, they kidnap citizens, murder prominent defenders of the town, and seek to subvert the Hold's leadership. Netheril briefly controlled the place before the eruption of Mount Hotenow, but in the chaos of that time, the Netherese let their grasp slip. Prince Clariburnus would love to reestablish Helm's Hold as a fortress in the region, but he values it primarily as a distraction (both for the Gray Wolves and for any meddling interlopers) that helps him keep secret his true activities in Neverwinter Wood.

Theme Tie-In

A pack outcast character who hopes to see his or her tribe turn from Netherese influence must find a way to end the Helm's Hold infiltration without acting openly against the pack. Exposing the duplicity of the Shadovar might be the best way. If werewolves in Helm's Hold discover a pack outcast character, they might accuse the heroes of treason. If the townsfolk find them first, the adventurers could be blamed for the spate of recent murders. Such characters could end up facing an angry trial, armed guards, or a lynch mob.

A spellscarred harbinger character also has a reason to protect the town. Helm's Hold's monastery is the only place in the region where Spellplague victims are receiving treatment. Even if the harbinger character doesn't require such attentions, he or she might feel sympathy for those who do. Of course, many people fear spellscarred people and view them with suspicion. Such a character in Helm's Hold is as likely to be blamed for the murders as a pack outcast is—maybe more likely, since a pack outcast could more easily conceal his or her true nature.

NOT WHAT THEY SEEM

The Gray Wolf tribe is devious and determined. Members of the tribe disguised as afflicted individuals might arrange to be “attacked” by werewolves in the streets to elicit sympathy and convince locals of their loyalty. Alternatively, the tribe might stage battles in which charismatic Gray Wolf barbarians “defeat” a pack of werewolves, earning the gratitude of the people. They might spread lycanthropy in the town to cause chaos, or perhaps werewolves attack individuals of authority during one bloody insurrection, hoping to leave the people leaderless.

However the tribe menaces Helm's Hold, the characters must figure out a way to uncover the infiltration and strike back at the werewolves.

Theme Tie-In

A pack outcast or Uthgardt barbarian character might recognize Gray Wolf tribe members in their human guises. However, this task is not easy; the Gray Wolves sent to infiltrate Helm's Hold have adopted the appearance of the citizens, cutting their hair, covering tattoos, and speaking without an accent. They have been trained to behave like “civilized” people (see “Conberry,” page 189).

Any suspicious character can succeed on a DC 15 Perception check to get the sense that something is amiss. Thereafter, an Insight check might reveal more.

HEIRS OF AZURE

A welcoming attitude is prevalent in Helm's Hold, but not uniform. Over the last decade, more and more people have flocked to the Hold from nearby Neverwinter during the city's reconstruction. Some were newly infected with Spellplague; others accompanied relatives who were cursed. Many of these individuals, ironically, brought prejudices and fears that were foreign to the Hold. Too many have lost friends, family, or livelihoods to the disease, and they resent the spellscarred who benefit from treatment and are able to suppress their afflictions. A civic movement is growing to push out the spellscarred and take Helm's Hold back for those pure of blood and flesh.

In part to combat this sentiment, a cult of spellscarred activists called the Heirs of Azure came into being. Led by the charismatic half-elf Halas, a former landowner in Neverwinter, the group advocates fighting back against the bigotry of the “purebloods.” They see pockets of intolerance forming in their town, and they take to the streets against those who would run the spellscarred out of the community. Despite the rhetoric of Meryth—a female elf high in the cult who calls for peaceful resistance—the group's methods grow increasingly violent. (In fact, the cult might or might not owe its loyalty to one of the dark powers active in Neverwinter.)

As a group, the Heirs of Azure share the viewpoint of the Prophet Rohini; all are in favor of acceptance for the spellscarred. Radical elements in the group see the Prophet as an apologist who does not do enough to further their common cause. The Prophet is aware of the rift within the organization and seeks to use it for her own purposes.

The cult operates out of a decrepit tavern called the Hungry Flame, which has a reputation for being unfriendly to patrons who are not spellscarred. The place is a rogue's gallery of the strange and twisted.

RECENT HISTORY

Due to its reputation for endurance and tolerance, Helm's Hold has surged in population in recent



years, especially since the Lord Protector's arrival in Neverwinter. Many of the new residents are spell-scarred, having come—or been sent by the fastidious Lord Protector—to the cathedral to seek aid for their dangerous and poorly understood disease. Unlike the people in the rest of Faerûn (including Neverwinter), who treat the spellscarred as dangerous freaks to be avoided or attacked, most residents of Helm's Hold view them as unfortunates beset by an awful curse.

By day, the streets of the town are crowded with people going about their business as worn blue pennants hang from buildings, flapping in the breeze. These banners—depicting the gauntlet-and-eye sigil of Helm, the dead god of guardians—adorn the buildings not as a sign of religious faith, but as a cultural tradition. Some residents of the Hold claim that, despite his death, Helm still watches all deeds done in the city, and his dispassionate eye judges all.

Helm's Hold has undergone new construction in the last year to keep up with the rising population of spellscarred, concerned families, and other refugees. The town is a hodgepodge of original structures and newer buildings stuffed between or atop them. At present, the city suffers from a lack of skilled laborers; most of its carpenters and stonemasons went to Neverwinter, answering Lord Neverember's call—and coin—to rebuild there. The result is a town that seems too large for its resources. Many buildings lie in disrepair with no one to fix them, whole tenements stand deserted or infested with monsters, and rotted wood, heaps of broken stone, and rusty nails are commonplace street hazards.

Governance, Civic Safety, and Law

Helm's Hold is a dangerous place, as evidenced by the linen-wrapped bodies left each morning near doorsteps and in the mouths of alleys. Laws are looser in this frontier town that relies on cooperation and self-sufficiency, but recent attacks and tensions among the newly arrived spellscarred necessitate armed patrols. Lord Neverember has lent the services of some of his mercenaries to serve as a town watch, captained by an old associate of Neverember named Dunfield. He drew this assignment after getting into a disagreement with the Protector. Hard-bitten and cynical, Dunfield remains an honorable man who tries to keep his soldiers in line and serve the community as best as he can.

The government consists of a council of elected speakers who meet in a former inn called the Dragon's Gauntlet to discuss and debate laws. Although they have little say over the Mintarn soldiers, the speakers happily accept the extra protection—at least for the time being. If Neverember overstays his welcome or overreaches, the Hold's independent nature is sure to assert itself. By that time, however, it might

be too late. Neverember already has enough clout in town to do away with the council and establish martial law if he sees fit.

The battered town hall of Helm's Hold, formerly an inn called the Dragon's Gauntlet, is a popular gathering place for the people of the city, as well as a forum for its tempestuous governmental process. The people of the town are rugged individualists at heart, a characteristic that does not always mesh well with governmental edicts. Loud shouts, challenges, and shows of intimidation are acceptable methods of discussing legislation.

Everyone in Helm's Hold pays deference to Alisara Callum, the town's elected Chief Speaker. Her ability to inspire loyalty helps to keep the haphazard government functioning. A former soldier now past her prime, Alisara brings a note of legitimacy to the council. She wears a frayed purple tabard with a white dragon sigil—the symbol of her former service with the Purple Dragon Knights of Cormyr—which some locals consider to be her personal coat of arms.

Alisara is well liked, though her policies of accepting the spellscarred irk some in the city. In particular, councilman Doloran Bard, an aging farmer whose family long ago helped build the original monastery, is wary of trusting the direction of Helm's Hold to an outsider. An unrepentant purist when it comes to the spellscarred, Bard would prefer that the town push out the “unclean” hordes and return the Hold to its original purpose.

HEARTWARD

Life and death are both on stage in the plaza called Heartward at the center of Helm's Hold, where a marketplace is arrayed around a hangman's scaffold. Food and gold are both scarce in the marketplace, and brawls break out between customers who feel cheated. Soldiers keep watch from the perimeter of the plaza. Town criers declaim the words of the Prophet, particularly when she has foretold something seen as especially wonderful or dire. The pronouncements are entertainment as well as news, since people love debating exactly what her portents mean.

The Heartward's chief notoriety is a haunting that fills the plaza on certain nights, when clouds obscure the waning moon. Luminous shapes appear—a gathering of ghosts that go about the business of the living. Phantom vendors sell ephemeral apples at empty stands, ghost children run happily through the streets, and spirits hang one another at the scaffold. Some of the scenes appear to be reenactments of past events, whereas others have not occurred—at least, not yet. The ghosts speak mostly nonsense, but some of what they say might offer clues to past or future happenings.

The plaza's name comes from a small shrine on the edge of the marketplace devoted to Sune, goddess of beauty and romance,

which is a favored meeting place for lovers in the city. On haunted nights, couples gather at the shrine, hoping for a thrill.

OLD DIRTY DWARF

The region's hard years have closed many businesses, but the Old Dirty Dwarf has stood the test of time. The best inn and tavern in Helm's Hold, the Old Dirty Dwarf caters mostly to newcomers to the city. In the wake of the Lord Protector's occupation of Neverwinter and his increasing presence in the Hold, Mintarn mercenaries have come to dominate the inn's patronage, often with new exiles from Neverwinter in tow.

Juetta, a human female of about thirty years, runs an establishment that is safe, if none too clean. The Old Dirty Dwarf welcomes all, but some of the staff makes an exclusion for spellscarred, actively discouraging their business. Juetta frowns on this sort of behavior, but she can't be everywhere in the place at the same time, so she can't stop the growing tensions that bubble over in the tavern from time to time.

Due to the inn's reputation as the place for fresh arrivals, several former patients of the asylum—cloaked foulspawn that can pass for human—keep watch over the Old Dirty Dwarf at all times. They report to the Prophet on particularly interesting newcomers (such as the characters).

SCAR ALLEY

Numerous setbacks have taken their toll on the structures and the people of Helm's Hold. Nowhere in town is this fact more evident than in the oldest district—Scar Alley, a small collection of weathered streets where the least fortunate residents live. The district is home to the worst spellscarred in town, those shunned because of their extreme physical deformities.

During the Spellplague, the ground upon which the Hold is built softened, causing some buildings to bow or lean precariously out over the streets. Much of the original stone construction of Scar Alley is approaching ruin, and the residents do what they can to bolster the failing structures with planks, mortar, and fresh stone. The district is poorly patrolled, full of hovels that are frequented by shady characters or infested by monsters.

HELM'S CATHEDRAL

The cathedral to the dead god Helm lost its original religious purpose long ago and became a sanatorium for the ailing, tended by the aging faithful who still honor the traditions of

their deity. The spellscarred find treatment here, and many of the servants in the cathedral are also patients. They work as part of their treatment; this arrangement also puts the Prophet in position to call on a ready-made gang if she needs to silence an opposing voice among the clergy or fight against an incursion.

The Prophet Rohini is the undisputed master of Helm's cathedral, even if she disdains political status. She exists, she says, only to pass on the mysterious prophecies of her equally mysterious faith.

The cathedral can hold about a thousand souls. Most of them are patients of the sanatorium, though a few enjoy relatively good health and handle the day-to-day maintenance of the temple. A dozen or so acolytes who have skill in nonmagical healing or an aptitude for service keep order in the cathedral. Several followers of Oghma labor alongside the former Helmites, continuing the work of the late Brother Anthus. Many of them operate under Rohini's sway; some are foulspawn, and others are slaves to her beauty and charm.

Brother Satarin

Brother Satarin was an acolyte before Helm's death, and the young dwarf took his vows shortly before the god fell. Satarin stayed at the cathedral, teaching the ways of his fallen master and attending to the needy after the rest of Helm's clergy left the place for other gods or retired from the cloth. Now, at the age of 160, Satarin is as close to a high priest as the cathedral is likely to see again, though he firmly eschews any title but Brother. He opened the cathedral's doors to the Prophet at the request of Brother Vartan, a priest of Oghma whose research on resurrecting dead gods was of interest to the still-devout Satarin.

The Prophet

Although Rohini does not sit in overt leadership in the cathedral, the acolytes, servants, and patients bow to her, calling her simply "Prophet." She seems to her followers to be a kindly matron of forty years of age, graceful and overwhelmingly compassionate. Through subtle charm, Rohini has captured the hearts and minds of the people—sometimes literally.

The Prophet worships no particular god, but Brother Satarin and the other acolytes believe that several of her auguries foretell the return of Helm, god of guardians. Rohini is accorded a position of comfort, respect, and awe at the cathedral. It also doesn't hurt that she has enthralled several members of the clergy with her succubus powers.

For more about the Prophet and her schemes, see page 96.

ROHINI'S MOTIVES

At some point, Rohini might try to steer the characters through reward or charm. She is adept at manipulation and always knows the right thing to say. If one of the characters has a spellscar, the Prophet might claim that she can cure the malady in exchange for a service. Even if the adventurers discover her true nature, she might present herself as an ally rather than an enemy—at least for the time being.

Perhaps Rohini is legitimately on their side, thinking that the characters can free her of the aboleths' influence, or maybe she is setting them up for a fall. Ultimately, she is a devil, and trust and compassion are foreign to her nature. If she does not betray the adventurers immediately, she will try to get rid of them as soon as she wrings every drop of usefulness from them.

Also, for some time, Mordai Vell—leader of the Ashmadai cult in Neverwinter—has actively pursued Rohini in a fervent courtship, one that reached a new level once he learned of her nature as a devil. Since the characters represent a (relatively) neutral third party, Mordai might hire them to learn more about her.

Halls of the Guardian

The daylight floors of the temple look much as they did a hundred years ago: hung with banners of Helm's sigil and warded at all corners by suits of armor that feature stylized eyes on their gauntlets and prominent, blank-faced helms. Cavernous chambers soar high through flying buttresses, and great statues of Helm and heroes of legend gaze down upon supplicants.

The walls block most sound, but sometimes a cry or an incoherent rant reverberates up from the deeper levels of the complex. The effect is a sharp contrast in what otherwise appears to be a glorious temple.

The great hall of the cathedral could accommodate a hundred men-at-arms comfortably, though today it has a far different purpose. It is here that the Prophet sits in audience, dispensing her predictions of future events. If asked to do so, she might lay her hands on those in attendance and tell their fortunes.

SANATORIUM

Beneath the stately, well-lit halls on the surface, the lower levels of the cathedral grow darker and more frightening. A sanatorium hides in the vaults: a maze of cramped corridors that houses a growing number of spellscarred victims, who struggle with insanity or physical deformities.

Once a day, the patients are allowed out onto the cathedral grounds, under close observation by priests. Although the madness of these unfortunates

OMENS OF WEAL AND WOE

Rohini delivers a vast array of prophecies, whether for good or ill, for small boons or grand disasters. They might refer to inconsequential events, or one might be the basis of an entire adventure. Generally, her prophecies have a dark or twisted facet. For example, a carpenter in Helm's Hold might interpret a prophecy as signifying that his daughter will be kidnapped, so he traps her in a maze (unless the characters rescue her).

Below is a sampling of prophecies that Rohini might offer to anyone off the street.

- ◆ “A bright day will dawn for this land in a time of darkness.”
- ◆ “One shall come who will banish old evil and open a path to new horizons.”
- ◆ “Soon curses shall be lifted and diseases cured, and all will share in one health.”

For a Spellplague victim or one drawn deeper into the confidence of Rohini or her followers, the prophecies start to take a more militant angle.

- ◆ “Those who now see ugliness shall soon see strength.”
- ◆ “Prophecy comes to all of us in dreams, not just the Prophet. Sleep without fear, and free your mind.”

As an inductee is brought into the choir and closer to the truth, the prophecies become about the great day when the Symphony of Madness honed to its ultimate expression.

- ◆ “Soon will come a day when you shall be among the chosen.”
- ◆ “Your scars will complete you, and you shall have great power over those who mocked and abandoned you.”

unnerves most visitors, the Prophet spends a great deal of time in the sanatorium without being affected. To the folk of Helm's Hold, this is a sign of her compassionate nature. The truth—that she spends her time warping and experimenting on the hapless prisoners—would horrify the townspeople.

The warden of the sanatorium is Torlgar, a hulking goliath (*Monster Manual 2*). An early and easy mark for Rohini's charm, Torlgar is fiercely loyal to his beloved mistress to the point of death (and beyond). In return, she has corrupted him, and patches of his skin are beginning to turn inside out as she continues the process of turning him into a foulspawn berserker (*Monster Manual*).

Rohini has created a number of foulspawn, which are secreted among the patients and orderlies, some of them bound in rags like



Life in the sanatorium

victims of the Spellplague (which, in a sense, is what they are). These creatures are disguised not only by their garb but also by the other occupants of the

INMATES OR INTERLOPERS

If your campaign would benefit from a turn toward horror, consider having the characters become patients in the sanatorium. A spellscarred harbinger character might be committed there, and others might wake up there after having horrific dreams inspired by the Chasm. As another example, you can use the sanatorium as an escape valve for adventurers who “die” in a battle with forces of the Abolethic Sovereignty. They awaken in the sanatorium, the implied explanation being that they hallucinated the whole thing and were patients all along (or perhaps the aboleths only want them to think that).

The foulspawn planted among the patients and orderlies keep an eye out for intruders and will spot anyone who seems to be sane. The foulspawn are unlikely to report intruders to Rohini immediately. The characters’ best bet might be to play along until they can identify who is a foulspawn and who is not.

sanatorium. Visitors who are not actively looking for foulspawn will see only poor, mad wretches and the spellscarred who serve them.

THE WARRENS

For years, the residents of Scar Alley have occasionally reported seeing flitting shadows in the streets and at windows, as though small, fast creatures were watching their most intimate moments. Some people have come to the conclusion that the district is haunted by fey spirits. However, the true explanation is more mundane. Humans and their ilk are not the only ones altered by the Spellplague; a number of spellscarred goblins, kobolds, and other light-footed humanoid monsters dwell in a subterranean complex beneath Scar Alley called the Warrens.

When Helm’s Hold first began to expand as a city, engineers started to excavate a drainage system for the monastery and the surrounding town. When the engineers broke into the cathedral’s original crypts, however, monsters overwhelmed the delvers and drove them out. Ultimately, the city abandoned the half-completed project. These passages have since become a haven for monstrous humanoids of all sorts.

WHAT'S AFOOT IN THE HOLD

Spellscarred characters in Helm's Hold initially find the town blissfully free of open mistrust and intolerance. A spellscarred character might feel more comfortable here than anywhere else, whereas other adventurers might find the many scarred people in Helm's Hold bewildering or at least unusual.

The growing movement against the spellscarred can provide interesting story hooks. For example, the son or daughter of a worker who perished from the disease might target other spellscarred for vengeance. Characters who venture out after dark might be attacked by roving “pureblood” gangs that want to purge Helm's Hold of the Spellplague. A spellscarred character might be recruited by the Heirs of Azure—and marked as an enemy if the offer is rejected.

Perhaps a drive is launched to push nonhuman spellscarred out of the city, or a popular political figure challenges Alisara Callum with an antispellscarred agenda. An interesting twist might be for Doloran Bard (or another resident who vociferously opposes the spellscarred) to have a spellscarred child or other relative who pleads with the characters for help in convincing Bard to cool his incendiary rhetoric.

Helm's Hold occasionally comes under attack from marauding monsters. Conflicts with goblins or gnolls in the outlying farms might inspire the characters to help protect the peasants, or Alisara might hire their aid. Perhaps a squadron of Many-Arrows orcs pushes everyone back into Helm's Hold, prompting the adventurers to help defend the city or risk an escape through the crypts beneath the cathedral. The party might be asked to join the Mintarn mercenaries in fighting the Gray Wolf lycanthropes or support the guards on a mission that is too dangerous for them to handle alone.

Peril could come from within as well. Farm production can barely keep up with the increasing population, and a bad harvest would mean disaster for the town. The characters might track down an evil druid or monster that is ruining the crops or poisoning the wells. In another possibility, a plague of a different sort might break out and force Lord Neverember to quarantine Helm's Hold, creating a dangerous island of intrigues, rivalries, and violence that the characters must navigate.



Scar Alley, the gateway to the Warrens

BENEATH HELM'S HOLD

Through the many years that Helm's Hold has stood, its occupants delved underground. Their crypts and ossuaries utilized of natural caverns as well as chambers left in the earth by old empires, creating a vast network of tunnels and levels. Once the domain only of the peaceful departed, these places have now been invaded by the living, making the dead grow restless.

Crypts of the Vigilant Eye

Layers of secret darkness pervade Helm's Hold, and the maze of crypts that lie beneath the cathedral and much of the town represents the blackest of them all. Practically an underground city, the Crypts of the Vigilant Eye are an area of growing madness that has the potential to rival the Chasm.

The chambers were discovered during the construction of the cathedral. The builders emptied the old ossuaries on the surface that had been used by the priests of Helm, and they carefully assembled each skeleton and laid it to rest again in the crypts.

The Abolethic Sovereignty, through its instrument Rohini, has claimed the crypts for its own fell purposes. Foulspawn stand guard there, as do a variety of undead creatures animated and twisted by Spellplague energy (particularly plaguechanged ghouls; see the *FORGOTTEN REALMS Campaign Guide*). Most of the guards wear the sigil of Helm, and some vestige of their former lives makes them hesitate to attack anyone who also bears this sign. Deep tunnels connect the crypts to the Chasm in Neverwinter, allowing the aboleths' servants to slink to and from Helm's Hold as needed. These tunnels also contain a concealed teleportation circle that connects the crypts to the underground chamber that holds the Hex Locus.

Tall statues of robed skeletons fill the grandest rooms and secret alcoves of the crypts. Some people take these statues as indications that the complex once belonged to a darker cult, perhaps that of Myrkul, an old god of death who predates Helm himself. Others suggest that these grim visages represent great priests who were buried here long ago—even in death, they continue their vigil unto eternity.

In days long past, Helm's servants rested peacefully in the Crypts of the Vigilant Eye, but since the death of their god, they have stirred frequently. Generally powerless, they nevertheless rise to confront intruders not sworn to Helm, and after years of dealing with the “mad ones” (foulspawn), they are likely to welcome the characters as potential saviors. The servants cannot

aid in combat, but they can give the characters the benefit of their knowledge about the foulspawn and the nature of the crypts.

THE RISING SYMPHONY

The song of the abolethic choir in the Neverwinter Chasm reaches the ears of creatures that delve into the depths of Helm's Hold. Unlike in the Chasm, where the web of sound is pervasive and consistent, here the Symphony of Madness is especially intense in spots where the strands of the web intersect and the aboleths actively use its powers through the Hex Locus. The sound is, in essence, a beam of focused Spellplague energy that twists and turns through stone or flesh depending on subtle variations in the choir's harmony. It fixes on targets seemingly at random, warping reality in ways that make sense only to an aberrant mind.

The characters do not necessarily hear the choir in the depths of the crypts, but they might encounter its song when the aboleths test the Hex Locus. Perhaps the adventurers see the effects of the choir at a distance—walls bubbling and flowing before their eyes, creatures warping into nightmare versions of their former selves—or they might become targets of the Symphony. An affected character can suffer a strange effect until he or she reaches a milestone or takes an extended rest, such as starting tactical encounters dazed (save ends).

Well of Bones

The more devout members of the cathedral call this place the “Transition Room” because they see it as representative of the path into death. The tall chamber leads down into the crypts by a series of spanning bridges and crumbling spiral staircases. All around the plunge into the depths stand niches filled with coffins or bones, and rusty cages hang creaking from the ceiling. Candles light of their own accord in the niches, casting unnerving shadows that dance like duelists on the opposite walls.

The acolytes theorize that the small chambers off this room housed families of the people who once dwelled here. The fact that some of the chambers cannot be reached by conventional means suggests that the former inhabitants could fly or magically transport themselves. Regardless of the veracity of this theory, stirges, gargoyles, giant bats, and other flying creatures make their homes here, using their airborne advantage to dispose of intruders.

Werewolf Burrows

In the cramped halls of the Crypts of the Vigilant Eye, not all the shadows that watch are aberrant. Some are vicious hunters ravenous for a taste of fresh blood.

A short time ago, in a vain attempt to seize control, a band of Gray Wolf infiltrators delved into caves beneath Helm's Hold, looking for a way inside. They



had the misfortune to cross a swell of the Symphony of Madness, which slew many of them and collapsed the tunnel behind the rest, sealing them inside. Increasingly frantic, the werewolves dug back the way they had come, to no avail. The foulspawn hordes in the crypts kept the werewolves from escaping any other way.

With no other choice, they made camp in a catacomb that connects to the Well of Bones, trying to find a way out of the crypts, complete their mission to take over the cathedral, and avoid starvation. By and large, they have gone mad with hunger and viciously attack any creatures they find.

Chartilifax's Hunting Ground

Beneath the more stable levels of the crypts, the caverns appear to be made of virgin stone that is anything but natural. The seething influence of the Spellplague in nearby Neverwinter and the song of the plaguechanged choir have warped the environment of these caverns and created a strange sort of swampy forest. Luminous rocks protrude at unnatural angles from the stone, twisted trees grow where none should thrive, and brackish water the color of blood runs up the walls.

THE DRAGON'S TALE

The dragon's elf form dates to when the Prophet first bound him to service. She had her foulspawn sorcerers destabilize his body so that she could change it to torture him. After Chartilifax caused chaos among pilgrims to Helm's Hold, Rohini brought him from the forest to the Hold, explaining that he was originally an elf whose spellscar allowed him to take the form of a dragon. Thus, she gained a new ally while enhancing her loving, compassionate reputation. To this day, the dragon finds the green elf the most comfortable form to wear.

Charismatic characters might convince the dragon to speak with them for a time. Chartilifax has lost his grip on sanity and makes observations that seem to be nonsense but that contain kernels of truth, such as "The sun is blooming, but the lady hides behind her other face" (referring to the Prophet) or "The ones in the depths are the ones with the eyes that see" (referring to the aboleths beneath Neverwinter). The dragon is particularly interested in magic, hoarding spells the way others of his kind hoard coins. He consumes fire magic like a rare delicacy, delighting in the taste of fresh flames. Chartilifax also has a hoard of his own, built out of the possessions of foes he has eaten.



Chartilifax in his most comfortable form

Explorers who delve this deeply sometimes see an unexpected sight: a green elf who roams the forested cavern. The elf keeps his distance, though he stares at newcomers with a piercing intensity. If visitors approach the elf, he takes his leave, only to return later and hunt them in his true form: the corrupted green dragon Chartilifax.

The caverns are a perfect hunting ground for the dragon—a big, swampy maze that swells with fungal bloom and sheds natural dim light. Chartilifax enjoys stalking his prey as it tries to escape the fetid hole or find the Hex Locus, the treasure that the dragon protects. Chartilifax is fiercely territorial, but Rohini has trained him not to harm aberrant creatures, including native beasts that have been corrupted by the choir resonating through the area. Plaguechanged chokers dwell in the alcoves off Chartilifax's cavern, putrid plant monsters live in the twisted forest, and the swamps are filled with aberrant versions of normal fish and amphibians.

Hex Locus

Hidden among the pungent swamp of Chartilifax's refuge is a small tunnel that leads down to a bizarre cavern—a vault of stone that is not protected by magic or mechanical traps. No such wards are permitted because they might interfere with the chamber's function. It is a focus for the Symphony of Madness and channels the flow of Spellplague energy from Neverwinter.

The walls of the cavern resemble those of a bulbous internal organ—not quite a brain, but not quite anything else. Corrupted by the summoned energy, the stone constantly throbs as though with breath or the pulse of a heart. At the center of the chamber rests a pedestal, upon which sits the focus of the choir: a seemingly normal-looking bronze coffer. This chest, the Hex Locus, is the item through which Rohini was corrupted into a foulspawn, and it collects and channels the Spellplague energy for use by the aboleths.

The Hex Locus is so intrinsically bound to the Prophet that she can feel when anyone approaches the coffer. When someone enters the chamber, she feels it like pain. Unless she is disabled or wants the Hex Locus to be destroyed (see the sidebar), she will use the teleportation circle in the crypt tunnels to travel directly to the Locus as soon as it is breached, triggering a confrontation between the interlopers, Rohini, and any foulspawn servants she summons.

Neverwinter Wood

Leagues beyond Neverwinter, a thick press of trees shrouds a foreign world in shadows and fear. In places, the land's brush grows into dense walls, and trespassers must hew through it branch by branch to gain access to the land's private places. Where the thickets are lighter and natural pathways allow for easier travel, the land's aura is no less menacing. Overhead, the canopy's branches and leaves intertwine into wooden fists, blotting out the sun and transforming the idea of "day" into a memory of brighter, safer domains. Travelers who risk entering this looming forest feel baleful eyes tracking their movements. Despite the warm temperature, a coldness creeps inside their clothing, sending shivers down their spines.

This is Neverwinter Wood. Dark and brutal outsiders journey here to steal power, magic, and lives. Monstrous denizens of this world and others dwell here in shadows, glaring in hatred at ignorant mortals who think to tame the wilds. Here, the bones of ancient civilizations that believed their magic a match for the woods reside as testaments of their folly. And here, the ghosts of such mistakes haunt the edges of this foreign reality, never escaping the winter of their lives.

LOOMING WOODS

A dark, ominous forest is enough to make anyone nervous. But in Neverwinter Wood, even the unease is unnatural. In areas of the woodland, travelers' disquiet thickens into a supernatural fear, becoming fantastic terrain.

Effect: Living creatures in affected squares must make a saving throw before rolling initiative. Those who fail are surprised during the first round of combat.

Living creatures who fail a Perception check while in affected squares are convinced they heard or saw something moving nearby.

Finally, living creatures take a -2 penalty to Will and saving throws against fear powers and effects.

Special: Creatures that live in these woods for more than a few weeks grow immune to this effect.

THE CRAGS

Lacing through Neverwinter Wood, like a stitch holding together the earth's skin, are the Crags. This series of hills and steppes grows into a small mountain range, terminating in the awesome Mount Hotenow.



But Mount Hotenow isn't the Crags' only claim to fame. Myths claim that the range's many caves, chasms, and canyons hide paths to the lost dwarven city of Gauntlgrym. Whether the paths exist or not, the mountains do house the ruins of several of that ancient dwarven city's outposts—as well as their treasures—and the monsters that overran those sites.

Theme Tie-In

While exploring the Gauntlgrym outposts, an heir of Delzoun character might glimpse the true depth of his or her heritage. Such a hero could find doors that he or she can more easily open or ancient writings that refer to dwarves whom the character believes are his or her ancestors.

Exploration of the Crags might lead characters into conflict with Netherese scouts, who hope to plunder relics from any outposts they uncover. Adventurers could also encounter mind flayer thralls, giving them a taste of what they are likely to face once they do find Gauntlgrym.

ICELESS WATERWAYS

Volcanic heat and Mount Hotenow's underground springs ensure that Neverwinter River is true to its name. From its source on the mountain's slopes all the way to the sea, the waterway never freezes. It remains warm on all but the coldest days. The river and its tributaries maintain the woods' balmy temperature, seemingly denying the seasons access to the forest.

Despite their warmth and the prevalence of fish, turtles, and other aquatic life in them, neither the Neverwinter nor three of its four tributaries—the Gibdraw, Berun's River, and Edals Creek—have spawned tales of river monsters. Only the River Morgur has been associated with such beasts. Such rumors are uncommon, though, and they often differ dramatically in their descriptions.

BONES OF THUNDERTREE

Once a prosperous logging village and the source of the best Neverwinter timber, Thundertree became a skeleton of its former self when Mount Hotenow erupted. Building frames, ankle-deep in detritus, stand alongside ancient logs culled from fallen trees that the villagers abandoned when they fled. Now, spirit-animated plant monsters haunt pockets of Thundertree. (To create such creatures, add the undead keyword and resist 10 necrotic to whatever plant monsters you choose.) Only one other creature calls the ramshackle remains home: the dwarf Favria

HERMIT IN THE RUINS

Characters who visit the ruins of Thundertree might likely encounter Favria without knowing about her association with the Ashmadai. In the wilderness, she comes off as a seemingly cantankerous and somewhat crazed hermit. Favria attempts to convince visitors to go away, while committing their faces and words to memory. She then marks them for death, communicating her commands to any Ashmadai who visit her or traveling through Neverwinter to deliver the message herself.

(page 101), a member of the Ashmadai, who lives in the wine cellar beneath a ruined inn.

TOWER OF TWILIGHT

For ages, this enchanted tower perched atop an island in the middle of a small lake, but none could see it during the day. As twilight's shadows grew, the tower would appear, its invisibility faltering. Then, during the Spellplague, the Tower of Twilight vanished. The invisible bridge that formerly spanned the lake could no longer be felt, and the tower did not reappear as darkness fell. Where it went during its time away is unknown, but since the cataclysm it reappears sporadically. No sign of the wizard who last resided inside the tower has been detected, and no one knows whether anyone or anything lives there now.

OUT OF TIME

Where does the tower go, and why has its nature changed? Who or what now resides within it?

Perhaps the tower is trapped in its own timeline, experiencing only those moments when it reappears. Characters still within it when it vanishes might miss days, months, or even years without noticing anything has changed until they exit the tower and are confronted with a different time of day or season from what they expect. The wizard who lived there might be there still, so absorbed in his interests inside the tower that he has not noticed nearly a century of time has passed outside his walls. Alternatively, the wizard might still be struggling with the effects of the Spellplague, having only experienced a few days of time since it began.



New Sharandar

SHARANDAR RUINS

Long ago, the great fey empire of Illefarn covered much of northwestern Faerûn, including Neverwinter Wood. This empire divided when the last Coronal of the elves led the retreat to Evermeet. Illefarn split into Ardeep, Iliyanbruun, and Rilitha. These kingdoms each fell in turn over the centuries, and Iliyanbruun, the nation that occupied the North around Neverwinter, was abandoned. Echoes of Iliyanbruun can be found scattered across the North, but deep in Neverwinter Wood linger the remains of that nation's capital city, Sharandar.

Remnants of Iliyanbruun occasionally appear, reminding the world of what was. A farmer occasionally turns up an exquisite piece of pottery with his plow. The dig for a building's foundations sometimes opens a lightless vault, filled with relics of the past. These bits of lore have inspired marauders to plunge deep into Neverwinter Wood in search of riches housed in Sharandar's ruins. They have also roused some descendants of Iliyanbruun, who are trickling back from the Feywild, eager to reclaim their heritage and write a saga of vengeance in the blood of outsiders.

Crown of Ages

Sharandar's structures were built high in trees, blending harmoniously with the forest's natural growth and forming a crown upon the canopy's brow. The thickest boles supported rounded platforms upon which peak-roofed homes and arching halls were erected. Skilled glassworkers crafted amber-tinted windows that sealed out the weather and gleaming lanterns from which mystical lights danced. Great bridges, both crafted and grown, linked one structure or tree with the next. Intricate knots, carved in wood and tied in branches, adorned ceilings, framed doors, and served as banisters to help keep occupants from toppling off platforms.

So it was. Since then, rot has been feasting, opening soft wounds in walls, ceilings, and floors for intruders to stumble through—likely to their deaths. Handrails sag dangerously, and entire sections of them are gone. Windows and lanterns are missing or shattered. Vines, lichens, mosses, and molds snake along every surface. Small beasts, birds, and insects have reclaimed the trees, at times sharing the structures' remains with the more dangerous creatures that claimed them as lairs or with skulking invaders intent upon looting.

NATURE'S EMBRACE

The overgrowth throughout the ruins can be problematic. In some spots, the foliage is thick enough to form a genuine barrier. It blocks line of sight and must be destroyed or forced aside before characters can pass. (Assume that such barriers are Medium or Large obstacles of fragile to very fragile composition; see “Damaging Objects” in the *Rules Compendium*). More often, the overgrowth isn’t that bad but is still thick enough to be difficult terrain. However, its presence does make the walls and tree trunks easier to climb, requiring (assuming no special circumstances) only a DC 10 Athletics check.

Sharandar’s Rebirth

A few ruins are not as tattered as the rest. Someone has clearly made an effort to patch up the worst of the damage, bridging rotted portions of flooring and replacing broken bridge spans. Most telling, windows have been installed, and ravaged artwork and adornments have been repaired or at least cleaned.

This restoration is the work of a group of eladrin from the Feywild city of New Sharandar. The travelers’ efforts have just begun, and they have made habitable only a tiny portion of a few ruined communities. However, the eladrin are determined to reclaim Illefarn’s remnants and to punish those who have defiled the empire’s remains. See “Iliyanbruun Fey,” page 126.

Theme Tie-In

Once characters learn about the looting of these ruins, an Iliyanbruun guardian character might decide that protecting the remaining sites—or retrieving lost relics and punishing thieves—should be the group’s highest priority. The heroes could also be dragged into such efforts against their will. The eladrin newcomers might insist that the fey they encounter aid their cause, denouncing as traitors those who refuse. Elf, eladrin, and gnome characters might feel compelled to help, if only to prove that their non-fey companions aren’t the eladrins’ enemies.

If non-fey adventurers have acquired relics or magic items from the ruins, may the gods have mercy on them, because the eladrin will not. On the other hand, clever characters (especially a scion of shadow) might realize that even the most hostile eladrin rebuilders are potential allies against Netherese forces. If characters can prove that the Netherese are responsible for the worst of the plundering, a guerrilla conflict is likely inevitable.

Fey Vaults

In several broken-down structures that the returning eladrin have not yet located are a variety of reinforced chambers. The repositories of some of Iliyanbruun’s

greatest relics—writings, magic items, holy icons, shrines, and bodies of cultural heroes—these chambers are saturated with preserving and defensive magic. A few exist in pocket domains between the mortal world and the Feywild, appearing in one or the other and sometimes in neither. Only the proper combination of spells and passwords easily grants access to each chamber; the defenses are old, however, and likely can be circumvented by other means. Part of this treasure could empower the eladrin to swiftly retake Sharandar’s remains, or it could enable the Netherese to dramatically advance their progress in restoring the city of Xinlenal.

Hole in the World

The portal through which the eladrin rebuilders traveled to Neverwinter Wood from the Feywild lies near the oldest ruins of Sharandar. From a distance, it looks like a hole in the trunk of an enormous oak tree, large enough for a small wagon to pass through. Anyone who looks through the portal sees the forest on the other side of the tree, but someone who steps into and through the tree ends up in the center of New Sharandar’s inner courtyard, facing a phalanx of nocked arrows.

New Sharandar

Many of the fey who left Faerûn in a past age traveled to the Feywild, where they continued the legacy of Iliyanbruun, one of the three successor states of Illefarn. For a time, these Iliyanbruun fey were content in their new home. But over the generations, they came to long for their forebears’ lands in the mortal realm and for the cultural heritage they had left behind. So when the planes fell into alignment once more and the ancient portals opened, they set out to explore the world they had lost.

This opportunity led to the birth of New Sharandar. A military outpost some distance from where Iliyanbruun now lies in the Feywild, New Sharandar was built in the ruins around the portal on the Feywild side. The effort wasn’t without complications, however. Before erecting the outpost, the eladrin had to drive away a band of dark fey. Thus, New Sharandar is fortified both within and without, to defend against incursions from Toril and the rest of the Feywild.

Though a relatively small outpost, New Sharandar is the source of eladrin activity in the Neverwinter region. Standing in a Feywild forest far less dense than Neverwinter Wood, New Sharandar consists of structures that are little more than log cabins on the ground or tree houses in the branches—far less ornate than the ruins of old Sharandar. Armed sentries stand at nearly every vantage point, watching for trouble.

The fey knight Merrisara Winterwhite (page 126) commands New Sharandar, but

she spends most of her time in the mortal world, restoring the ruins of old Sharandar and trying to keep her angrier warriors in check. Her second in command, an arcane archer (*Monster Vault*) named Olirien Mistcrown, happens to be one of those angrier warriors. He holds authority when Winterwhite is absent, setting the stage for potentially significant problems.

Living Abatis

New Sharandar's defensive wall is constructed of overlapping stems and branches, shaved and sharpened to puncture and impale intruders. Unlike similar barriers in the mortal world, this abatis is composed of still-living foliage, with its roots plunging deep into Feywild soil.

POINTED MESSAGE

To climb the wall requires only a DC 11 Athletics check, but entering each square causes 5 damage. Certain sections of the wall can act as spear gauntlets (*Rules Compendium*), daggerthorn briar (*Dungeon Master's Guide*), or plant monsters, such as bloodthorn vines or greenvise vines (*Monster Manual 2*).

Inner Fort

Even though most of New Sharandar is designed to defend against outside attack, the fort at the outpost's heart has the opposite purpose. Built as a ring around a large courtyard, its inner walls feature heavily reinforced gates, an abundance of arrow slits, cauldrons of caustic plant venom, and similar fortifications. Built to guard against the portal to Toril, this fortress is home to New Sharandar's military offices. Scores of fey soldiers occupy the stronghold at all hours, ready to act at a moment's notice. Only a single gate—an oaken structure bound in mithral—provides access to the inner courtyard.

Courtyard Portal

Within the courtyard, the only growth taller than a blade of grass is a single mighty oak. This tree appears identical to the one that marks the Toril side of the portal (see "Hole in the World," page 177) and functions in the same way. Old Elven runes mar the tree, a testament to the attempts of the dark fey to reactivate and control the portal before the eladrin took it from them.

Temple of Leaves

The outpost has room for only a single temple. Even though the occupants are technically welcome to pay homage to whomever they'd like (within reason), priests and services are devoted to

Corellon. The shrine within the Temple of Leaves is a living hedge, carefully shaped to support the weight of holy texts and icons. The priests frequently convene, praying for the success and safety of the fey who seek to reclaim the ruins of Illefarn.

Even though New Sharandar is a military community, priests in the Temple of Leaves are accepted as leaders and hold nearly as much authority over the populace—in day-to-day matters, if not officially—as officers who report to Iliyanbruен. The highest-ranking member of this clergy is Emrae Firesky, a priest of Corellon and a fervent supporter of Olirien Mistcrown's faction that seeks vengeance against the entire Neverwinter region. Her calls for violence are making life difficult for Winterwhite—and, though Emrae is ignorant of this fact, providing a smoke-screen for the actions of her traitorous assistant, Addemios Three-Dawn (page 126).

Hidden Shrine

In a secret cellar beneath the attached dormitory where the priests dwell, magical crimson light illuminates a deep niche. Within it stands a shrine at which Addemios Three-Dawn and his fellow conspirators pray to their dark god. When Asmodeus manifests in the Feywild, he does so as a clever trickster, the lord of lies and deceit, rather than as a dark tyrant. Unlike

KNIFE'S EDGE

The Iliyanbruен fey can be great allies or terrible enemies for the characters. The heroes' actions can build that bridge or spark violent eruptions.

The fey might align with the heroes if they provide overwhelming evidence that a few specific interests—primarily the Shadovar—are responsible for the vast majority of raids on the Sharandar ruins; if they can prove, beyond doubt, that Addemios Three-Dawn is a traitor; if they show respect for the ruins and can convince the fey they have not absconded with Illefarni cultural treasures; and if they can do all this while being relatively diplomatic and without killing more eladrin in self-defense than they absolutely must.

On the other hand, if adventurers steal from the ruins, engage in unnecessary or violent battle with the eladrin, or openly fight Three-Dawn before proving his true allegiance, then the violent faction uses any legitimate excuse to take up arms, and it might be nearly impossible for heroes to stem the tide.

Any invasion of angry Iliyanbruен fey could spell doom for Neverwinter, sparking a titanic four-way war between Thay, Netheril, Neverwinter, and New Sharandar. Characters might try to forge alliances between factions or break up alliances they dislike. Such a conflict might draw in Waterdeep or call down the Many-Arrows armies.



other trickster deities whose lies are designed simply to spread disorder or fulfill some sense of divine humor, Asmodeus lies in order to advance his worshipers' positions and ploys and to attain more power. His falsehoods are the whispers that set sister against brother, the accusations that turn political rivals into open enemies, and the temptations that entice the finest of people to succumb to corruption "just this once."

Three-Dawn and his cohorts seek to inflame eladrin aggression against the Neverwinter region, both to distract from the activities of the Ashmadai and the duergar and as a means of expanding Asmodeus's power over this area of the Feywild.

Dark Fey Enclave

In the woods near New Sharandar, the dark fey who were driven away from the portal maintain an outpost from which they spy on the eladrin. Through cooperation with Three-Dawn and the other traitors, they have successfully infiltrated New Sharandar's ranks and have snuck into the mortal realm. These fey are not followers of Asmodeus, but they cooperate with Three-Dawn for their own ends. They are servants of a fomorian king, and a coven of hags leads them. The group consists primarily of spriggans (*Monster Manual 2*) and quicklings (*Monster Manual*).

DREAD RING

In Neverwinter Wood's deepest region, where shadows weigh on travelers like wet wool, something malign lurks. The thick forest ends abruptly, its border abutting a circular field of ash. Animals give wide berth to the site, and the surrounding forest land is

LINGERING ESSENCE

In and around the Dread Ring, stains of darkest magic linger—the residue of both the dead dragon buried below and the ring's essence.

Effect: Such areas take on the traits of both defiled ground and necrotic ground (*Dungeon Master's Guide 2*).

In addition, any power that has the arcane or the necrotic keyword scores a critical hit on a roll of 19–20. (A power that has both keywords scores a critical hit on a roll of 18–20.) Also, creatures near the ring take a -1 penalty to saving throws against powers or effects that have the fear keyword.

blanketed in a chilling, breathless silence. Heavy, stale air—redolent with the tang of disease—resists any breeze, stubbornly squatting over the clearing.

A few hundred feet in from the perimeter, black stones rise from cracked, lifeless soil. Walls, pillars, spindly towers, and gaping gates form an uneven circle of nefarious import. This structure, a combination of ritual focus and functional fortress, is one of Thay's Dread Rings. Szass Tam, the lich regent of Thay, created the rings for use in a fell ritual in his quest to attain godhood. His efforts were thwarted, however, and this ring is now the center of Valindra Shadowmantle's regional efforts. Despite its stones having been broken, its walls hanging open, and its initial purpose going unfulfilled, the structure still holds more power than any sane person would want Thay to possess.

Adventurers who approach the ring do so without their mounts, since typical beasts step into the circle

RAISING AN ARMY

Thayans collect corpses from numerous sources, including Neverwinter's graveyard, conflicts with Gray Wolf and Netherese enemies, and Illefarn's burial grounds. It's possible they also raid Uthgardt resting places. A character with connections to any of these factions might discover the body of a friend, relative, ancestor, or cultural hero has been taken to become a soulless, shambling slave. Characters might end up in a race against time, struggling to retrieve bodies before they can be reanimated. Alternatively, it might be too late. Then a hero could feel compelled to destroy the undead mockery to allow the person's body to return to its rest.

Characters might have other motivations for seeking a particular undead's destruction as well. After all, not all undead are mindless, and a fallen champion could know an area's defenses or other critical secrets that must be protected at all costs. The information could be more specific in nature, too, such as detailing the adventurers' identities and abilities.

Although such creatures are exceedingly rare, the heroes might find a newly animated undead that still possesses some of its prior personality. They could attempt to convince the creature to fight against what it has become and reveal information it has about the Thayans.

If a hero encounters an undead friend or loved one, consider applying a -2 penalty to his or her attack rolls and damage rolls against that creature (save ends), to represent an instinctive hesitation to stab or burn something with a beloved face. Once the character saves, he or she gains a +2 bonus to attack rolls and damage rolls against that target, representing rage over what's been done.

of ash only if they are forced. Familiars, beast companions, and the like are apt to proceed, snarling or whimpering, if their masters do.

Even within the unnatural oppression of Neverwinter Wood, the ring's malignity stands out against the surrounding landscape's. Characters who have training in Arcana automatically sense the magic in the broken walls of the Dread Ring (though they cannot tell its purpose). As their teeth chatter, their palms sweat, and their souls clench, even the most unobservant adventurers can tell this is a warped place.

Boundless Carnage

The Dread Ring's fear-inspiring atmosphere isn't the only sign that something is woefully amiss. The ring's outer circle is cloaked in churned, blood-soaked soil and is littered with a smattering of broken weapons and body parts.

Prince Clariburnus's Shadovar and their allies, primarily lycanthropic warriors from the Gray Wolf tribe, regularly attack the Dread Ring. Indeed, heroes might arrive during such an assault. To date, none of these attacks has so much as breached the ring's outer defenses: The undead Thayan forces are too numerous. Nonetheless, the Netherese keep up the pressure,

slowing Thayan efforts to a crawl and preventing Valindra from launching the extensive counterattacks she would prefer.

A DC 10 Nature check or Perception check is sufficient to determine that, given how churned up the battlefield is and the number of tracks and traces of combatants, there should be a lot more corpses around here. A result of 15 or higher on that check enables a character to surmise that the bodies were dragged inside the Dread Ring. Players might guess that Valindra's minions are animating the dead (of both sides) to add to their workforce. It's a pretty spot-on guess.

Flesh Factory

Between the Dread Ring's outer wall and its central tower lies a true chamber of horrors. Stone-and-steel slabs hold bodies and parts of bodies. Some are fresh, still bleeding and occasionally twitching; others are ancient, covered in grave soil, mummified, or reduced to bone. More corpses, severed limbs, and disembodied heads hang on hooks around the room's perimeter and are heaped in corners, awaiting use. Flasks and barrels contain blood, other bodily humors, and alchemical reagents used to render flesh soft and supple. Runes of necromantic magic adorn the walls, ceiling, and floor.



A work station in the flesh factory



An array of iron sarcophagi and tall vats lines two walls. Tubes protrude through the stone coffins' sides, ready to pump fluids through the body of any creature placed within.

A portion of the Thayans' undead force is animated elsewhere, through necromantic rituals, but the bulk of the raisings occurs here. This "factory" has been designed and enchanted to raise corpses far faster and in far greater numbers than spellwork alone. The laboratory's staff includes undead creatures and spellcasters. One of Valindra's lieutenants, a half-orc necromancer called Jawbone (use the half-orc death mage in *Monster Manual 2*), oversees their work. She has a misshapen jaw that hangs at an angle, slurring her speech. The teeth on the right side of her jaw have rotted away, and those on the left are rough and jagged.

Writhing Walls

The Dread Ring was crafted from dark stone. Large sections of it were damaged or destroyed when Szass Tam's ritual was foiled, and little stone exists in the region to replace it. Even though the Thayans could quarry stone from the Crags and lug it through the forest, they have chosen an alternative method to patch up the worst gaps.

Growing portions of the ring's interior walls are now composed of flesh and bone. Spellcasters animated the walls, which have enough intelligence to retain simple programmed behavior. Now the undead walls are repairing and expanding themselves—the Thayans drag body parts within reach of the walls, and the walls do the rest.

Halls of Madness

Although it's a fully functioning fortress, the Dread Ring was built primarily to use as an eldritch focus. Undead creatures—which have long since forgotten what it means to live—magically constructed it to channel arcane energy for a purpose beyond the ken of most mortals. Thus, elements of the ring's architecture aren't precisely what an objective observer would call sane.

Most hallways and chambers have odd angles and display discomfiting decorations but are otherwise normal. A significant minority make substantially less sense: Rooms have an uneven number of sides or walls that intersect at peculiar, sloping angles; corridors are abnormally cramped or excessively wide, make unnecessary turns, or lead to dead ends; and stairs are uneven and take travelers up and down multiple flights only to end on the level on which they began. Furthermore, some floors and walls have strange seams in them, as though made up of two pieces that were not properly fitted together. Strange light in vertigo-inducing colors radiates through these gaps. Occasionally, alien scents and low sounds that resemble living beings' moans accompany the light.

GRABBY HANDS

The walls have been known to grab hold of living raw materials that venture too close. Creatures that aren't acknowledged members of the Thayan workforce trigger its instincts if they stand nearby for more than 1 round.

Corpse Wall	Level 6 Elite Trap
Object	XP 500
Detect Perception DC 11	Initiative +7
HP 56 per square of the wall	
AC 18, Fortitude 20, Reflex 15, Will –	
Immune necrotic, poison, psychic, forced movement, all conditions; Resist 10 to all damage but fire and radiant; Vulnerable 5 radiant	
TRAITS	
Burned in Light	
When the wall takes radiant damage, any saving throws made against its <i>grasp of the dead</i> before the start of its next turn gain a +2 bonus.	
STANDARD ACTIONS	
➊ Grasp of the Dead (necrotic) ♦ At-Will	
Attack: Melee 2 (one creature); +9 vs. Reflex	
Hit: 2d10 + 3 necrotic damage, and the target is immobilized (save ends).	
First Failed Saving Throw: The target is restrained instead of immobilized (save ends).	
Second Failed Saving Throw: The target is removed from play instead of restrained (save ends). When this effect ends, the target reappears in the last space it occupied, or in the nearest unoccupied space if that space is occupied.	
➋ Thrashing Hands ♦ At-Will	
Effect: The wall uses <i>grasp of the dead</i> twice.	
COUNTERMEASURES	
♦ Delay: Arcana or Religion DC 23 (standard action) against 1 square of the wall.	
Success: The targeted square cannot attack until the end of the character's next turn.	

In a few spots, the architecture flat-out fails to follow the laws of physics. Doors open into rooms or passages located elsewhere in the ring; stairs go up but not down; and corridors are straight when traversed in one direction, but curved in the other.

Great Excavation

In the open center of the Dread Ring, scaffolds hang over the edge of a vast earthen pit. Scores of workers, living and undead, swarm across them. A dragon skull and several bones so large they beggar the imagination poke out from the soil far below.

This is the resting place of Lorragauth, the ancient black dragon Valindra that plans to transform into the first of Thay's fettered dracoliches.

Even though the workforce is regularly depleted to a skeleton crew, so to speak, during the fiercest Netherese attacks, work



On a precarious perch

never ceases. Characters who attempt to use brute force to halt the excavation face dozens of undead, as well as Praddak, a battle wight (*Dungeon Master's Guide 2*), whose job it is to oversee the excavation around the clock.

Theme Tie-In

The characters might be horrified to discover the Uthgardt Thunderbeast tribe's totem, animated as a massive skeleton (use the rotclaw in *Draconomicon: Chromatic Dragons*). Uthgardt barbarian characters should stop at nothing to see the totem recovered—or at least destroyed and, thus, freed from this blasphemous existence.

WATCH YOUR STEP

The excavation is an enormous project and requires equally huge tools. Convoluted scaffolding surrounds the site, buttressing stone and heaped earth, providing perches for workers, and supporting various crane-and-pulley systems. Its wood is rough, and splinters are plentiful. Its nails are loose and rusty, and the structure creaks and sways like a drunken banshee.

Effect: A creature on the edge of a platform (which might be anywhere from 5 to 20 feet across) or a narrow beam must make a DC 15 Acrobatics check each time he or she is hit in combat. If a creature fails the check, it falls prone. If it fails by 5 or more, the creature falls off or through the scaffolding to another level. (The depth of the pit is up to you.)

It requires a DC 11 Athletics check to climb the structure. Swinging on one of the framework's many ropes allows a creature to move twice its normal speed but requires a DC 11 Acrobatics or Athletics check; any failure causes the creature to fall.

Characters who gain control over the pulley-and-crane system can make the following attacks as standard actions, if their enemies are in the proper positions. (Be sure to designate "danger zones" when setting up your battle grid.)

✿ Swinging Crane ♦ Recharge

Attack: Area burst 2 within 8 (creatures in the burst); the character's level + 3 vs. Reflex

Hit: The target is pushed up to 3 squares from the center of the burst and falls prone.

✿ Plunging Rocks ♦ Encounter

Attack: Area burst 1 within 8 (creatures in the burst); the character's level + 3 vs. Reflex

Hit: 2d8 + 8 damage, and the target falls prone. In addition, the target is restrained and can't stand up (save ends both).

Miss: Half damage, and the target falls prone.

Dread Spire

The tallest surviving tower in the ravaged Dread Ring houses the Thayan forces' war room, as well as an entrance to Valindra's sanctum. It also includes a chamber cast in permanent shadow (even magic light sources provide only dim illumination) that serves as the Thayans' portal to the Shadowfell. Through it, they acquire bodies from the Neverwinter graveyard and send and receive caravans from Surcross along the Shadowfell Road. Finally, the tower is home to the so-called Chapel of the Dragon, where Kroskas (page 127) and other Cult of the Dragon captives are forced to labor.

ECHOES OF THE WYRM

Lorragauth's life essence and energy have leached into the environment like a poison, twisting and corrupting the land around his desecrated grave. Certain Dread Spire locations and the excavation site have become acid-based fonts of power (*Dungeon Master's Guide*), acidic mire, and acid-based elemental spouts (*The Plane Below*).

In addition, some areas abruptly grow magically dark at seemingly random intervals. Such squares are heavily obscured.

Valindra's Sanctum

Valindra Shadowmantle occupies a suite in the Dread Ring, where she retreats to when she requires time for research, study, or plotting, or when she wants to avoid the lesser beings with whom she must keep company. The lich uses the suite's largest room as a library and study. It contains a multitude of tomes on history, magic, and esoteric topics. (If you'd like the characters to gain access to new rituals, or to introduce new wizard spells to your campaign, this is a good place to do it.) The library is immaculate and well preserved.

The same cannot be said for the suite's other major room, Valindra's bedchamber. The lich doesn't need sleep, but she enjoys having a place to keep her wardrobe and other belongings. She spends time in this room meditating, preparing spells, and pondering ploys without distraction. Covered in grave dirt, dust, mildew, cobwebs, and insect carapaces, this chamber is beyond squalid. A musty stench emanates from it, and its ratty carpet sends up clouds of filth when anything crosses it. As an undead creature, Valindra has no aversion to dirt.

The lich's sanctum is one of the aforementioned areas that ignore the laws of nature and geometry. The suite exists in four areas of the ring at once, and only one room can be accessed at a time.

Theme Tie-In

Valindra's library can be a powerful enticement. If a renegade Red Wizard character gained access, he or she could study Thay leaders' methods. Elves and dwarves might learn locations of lost outposts or uncover information that aids in the search for Gauntlgrym. An Oghma's faithful character could significantly add to the temple's archives. Furthermore, characters could unravel the fate of Neverwinter's old ruling families, the specifics of Szass Tam's scheme to attain godhood, the truth about Neverwinter's destruction, or any other secret you care to share.

Observatory

An enormous contraption, larger than some houses, fills the ring's uppermost chamber. This orrery has hundreds of moving parts on dozens of metal trunks, limbs, and branches. The entire device rotates, with each part revolving around the parent structure at its own speed. Balls of various hues, crescents of iron, and lenses of meticulously cut and polished glass decorate the ends of the protrusions.

This is Valindra's observatory, where she charts celestial movements above Toril, the Shadowfell, and the Feywild. When the stars and the mechanism's limbs are in proper alignment, Valindra uses the device's lenses to scry throughout the three worlds.

The observatory is never left unattended. Soldiers—living and undead—stand guard, and another of Valindra's lieutenants always occupies the room. Lurrens, formerly a wizard, is now a preserved brain in a reinforced container (see "Brain in an Armored Jar," *Open Grave: Secrets of the Undead*). He continuously observes the whirl and turn of the heavens, manipulating the device telekinetically. Lurrens watches for the device to reveal secrets and portentous star alignments. Then he alerts Valindra to them.

During combat, any creature pushed or otherwise forced into the grinding, rotating machine falls prone, is restrained, and takes ongoing 10 damage (save ends both).

SCRY, SCRY AGAIN

It would take weeks for even the most intelligent adventurers to figure out how to properly use the machine. However, you might choose to reward a bit of trial and error. If a character makes a successful DC 23 Arcana check, you could supply the party with a brief glimpse of Evernight, Gauntlgrym, Xinlenal, or one of the other important and magically potent locations presented in this chapter. Characters won't be able to acquire much in the way of details, but they might see enough to prepare for an impending threat.



The Womb of Stone

XINLENAL, FALLEN CITY

In the woodland's eastern reaches, the forest floor smacks into an earthen wall that rises about 60 feet before stretching into a plateau. Although the rise is not especially great, the topside's thick canopy and heavy overgrowth shroud it in secrecy. Beneath this wooded cloak, cracked and scattered structures and winding avenues intertwine with the forest's vines, grasses, and branches.

This plateau holds the wreckage of Xinlenal, the First Enclave of Netheril. The earliest of the Netherese flying cities, Xinlenal plummeted to the earth when magic briefly ceased to function during the empire's fall. Here it has lain for nearly two millennia. However, if Prince Clariburnus has his way, the First Enclave might soon soar again.

Forest of Hides

Despite not having a solid presence inside Xinlenal or knowing precisely what the Netherese are doing here, the Gray Wolves do recognize the fallen city as the heart of Shadovar efforts. Thus, when the lycanthropes first went to war with the

Forsworn, they staked up the bodies of their "traitorous" kinsfolk in a thicket of death beneath the plateau of Xinlenal. This action's purpose was twofold: to warn werewolves not to turn against the tribe, and to show solidarity with the Shadovar.

WRATH OF THE FALLEN

The brutal, unnatural actions of Netheril's Gray Wolf allies left many primal spirits recoiling in horror. Uthgardt barbarians, pack outcasts, and characters who use the primal power source to help them dismantle the Forest of Hides or try to lay the spirits to rest gain the following power.

Wrath of the Fallen

Granted Attack

The screams of a thousand wolves echo through the air as phantom claws tear at your enemies.

Daily ♦ Primal

No Action

Special

Trigger: You hit an enemy with an attack.

Effect: The enemy gains vulnerable 5 to all damage (save ends). This vulnerability applies to any damage dealt by the triggering attack.

Aftereffect: The enemy takes 10 damage.



This orchard of death reeks of decay and is swarming with insects and crows. This show of cruelty has made many members of the Gray Wolves more determined to see the alliance between their tribe and Netheril end. At the same time, ironically, the Forest of Hides has also made it easier for the Forsworn to reconnoiter here, because the stench hides the scent of their spies from Gray Wolf sentries.

Broken Edge

Several dozen feet in height, the “edge” of Xinlenal’s plateau appears to be a natural phenomenon, an escarpment dividing the fallen city from the rest of the forest. The rock surface above which the city floated was blasted upward under the impact of its crash, forming a lip of broken stone that serves as the edge of the plateau. From atop the plateau, the wreck of the city looks absolute; the buildings seem to be little more than piles of forest-covered rubble, often unrecognizable as ruins. Nothing at the edges is salvageable, except as raw materials, and no smooth pathways exist. Travel from the edge to the city’s interior involves clambering over heaps and valleys of broken stone and fallen towers.

Flying beasts, such as griffons and cockatrices, and giant climbing insects dwell in a few “caves” formed when buildings collapsed against one another. Before the Netherese returned to the site, these creatures and a few surviving constructs of ancient Netheril were Xinlenal’s only inhabitants.

Web of Stone

A webwork of stone hovers over the center of Xinlenal. Roughly ring-shaped, it consists of dozens of bridges and platforms—replete with pulleys, ladders, and hanging buckets—over which scores of living and artificial workers swarm. From this frame, humans, homunculi, and thaalud constructors (page 115) use tools and magic to repair the buildings and streets below. They raid Xinlenal’s outer edges and other ruined areas to obtain raw materials with which to patch streets, buttress towers, and otherwise salvage the city’s most important structures.

The webwork is versatile. A few times, workers have attached an entire city block to it. The contraption then slowly transported the section across Xinlenal before slotting it into a new position in the city. Other times, workers have used the web to haul away tons of forest soil and trees, slowly unearthing sites that the impact and the intervening centuries had buried.

This massive machine of magic, metal, and stone is the brainchild of Korvina, a shadar-kai witch (*Monster Manual*) who now serves as labor foreman. Her duties include overseeing the rebuilding efforts and casting various spells from atop the web ring. Protective magic long guarded Xinlenal from intrusion. Over

the centuries, however, it faded. Korvina detected the magic’s lingering effect and theorized that the floating Web of Stone could take advantage of it. Though she was correct, she didn’t anticipate that the device’s creation would also drain power from Xinlenal’s broken *mythallar*. Korvina has managed to keep her culpability in weakening the *mythallar* a secret from Prince Clariburnus, in part by pinning the mistake on a fellow shadar-kai named Qalthus (page 190).

Womb of Stone

During the city’s heyday, thaalud workers were created in an ugly, squat building, known as the Womb of Stone, on the outskirts of Xinlenal. Today, the salvage team has modified the structure, including removing its floor to access the earth, and restored it to its former function. Although the Netherese lack enough raw materials, time, and magic to create true tomb tappers, they are using both the earth below and rubble to craft thaalud constructors, as well as lesser constructs.

In a few instances, when the excavation of Xinlenal has proved particularly difficult, the Netherese have animated a damaged building so it could dig itself out of the rubble. The process is incredibly taxing, though, so the Shadovar use this method only sparingly. The animated structures are slow and have a limited range of movement, making them useless as combatants.

The master in charge of running the Womb of Stone is a shade slaver—or a human slaver (*Monster Manual* 2) with shade traits (page 114)—named Ulrukhan. His left arm and leg are animated stone limbs. An observant man, Ulrukhan detected the weakness in the *mythallar* that appeared after Korvina built the Web of Stone. He kept the information to himself, however, and now he’s trying to puzzle out how to make use of it without revealing that he knew it a long time ago and didn’t tell anyone then.

RECONSTRUCTION

The creation process inside the Womb of Stone—for thaalud constructors and other constructs—is partly automated. The required spells are placed on the “factory,” and various control levers, buttons, and runes are used to operate it.

If heroes can manage several hours of privacy here, they might master certain aspects of the process. For example, they could discover how to change the programming for the next set of constructs. The degree to which characters can alter the programming is up to you, as is the means for achieving it. Perhaps it requires a skill challenge, or maybe characters need to replace an ingredient in the process with a rare material component obtained during a short adventure.

Cathedral of Night

When the Shadovar returned to Xinlenal, rebuilding a shrine for the goddess Shar was their first priority. Today, the chosen structure's exterior is as damaged as any other building's, but its interior—meticulously lined in onyx and jet and mystically cloaked in shadow—is completely refurbished, with a dramatically widened main entrance.

The cathedral also houses the portal that the Netherese use to access their Shadowfell supply routes. Shade and shadar-kai warriors ceaselessly

HUNGRY SHADOWS

The flickering darkness that fills many of the Cathedral of Night's halls and chambers (and similar areas) is not a trick of the light. Some of these shadows are flaws in the boundaries of reality, and they hunger to absorb the warmth of life. Characters who successfully detect a hungry shadow can make an Arcana check (DC 16) to know what the hazard is, and what it can do.

Hungry Shadow	Level 7 Minion Hazard
Terrain	XP 75
Detec Perception DC 23	Initiative +10
HP 1; a missed attack never damages the shadow.	
AC 21, Fortitude 19, Reflex 19, Will –	
Resist 10 force, 10 radiant	
Immune all damage except force and radiant, forced movement, all conditions, ongoing damage, teleportation	
TRAITS	
Color of Night	
The shadow is always hidden (invisible and silent), except from creatures whose space it currently shares.	
Planar Anchor	
The shadow cannot move more than 20 squares from its starting point.	
STANDARD ACTIONS	
♦ Life Consumed (necrotic, psychic) ♦ At-Will	
Effect: Before the attack, the shadow shifts 1 square into the space of a living creature.	
Attack: Melee 0 (one living creature); +10 vs. Fortitude	
Hit: The target is removed from play and takes ongoing 5 necrotic and psychic damage (save ends). When the target saves against this ongoing damage, it reappears in a random unoccupied square within 5 squares of where it disappeared.	
Miss: The shadow shifts 1 square to an unoccupied square.	
MOVE ACTIONS	
♦ Drawn to the Living ♦ At-Will	
Effect: The shadow shifts 1d6 squares toward the nearest living creature.	
COUNTERMEASURES	
♦ Delay: Arcana DC 23 (standard action) if the shadow is within 5 squares of the character. Success: The shadow vanishes. It reappears at the start of its turn in 1d4 + 1 rounds.	

guard the portal chamber, which is adjacent to the main sanctuary.

The priest Orthinos Eln (page 110) can usually be found in the shrine praying, making logistical decisions, or communing with Prince Clariburnus.

Xinlenal's Heart

The center of the First Enclave still shows wounds from the city's fall, but they are largely covered in great stone scabs. Here, in the least damaged portion of Xinlenal, the Netherese have focused their recent efforts, repairing toppled buildings, shoring leaning towers, and clearing roads of rubble. Progress has been nothing shy of amazing, and if the Netherese can do even half so well with the rest of the city, Xinlenal might indeed fly once more.

It is in this area where most Shadovar live while working on the city's reconstruction. Thus, it is where heroes are most likely to encounter serious opposition.

Great Tower

Right after pouring their collective energy into Shar's shrine, the Shadovar shifted their focus to the spire housing the shattered *mythallar*. Using the Web of Stone, robust magic, and the thaaluds' stone-shaping powers, the Netherese rebuilt the tower, which rises high above the treetops. Inside it, grand chambers and shadowy, sloping passageways buzz with activity.

In the tower's lowest level, at the base of the city, the broken *mythallar* is being bathed in attention and *residuum*. More than 100 feet wide, it looks like a portion of a broken glass egg. A veritable procession of workers flows night and day through the chamber, delivering *residuum* to Shadovar mages who ritually feed portions of the gleaming powder into white-hot tubes of melted glass. This substance is then slowly dripped onto the *mythallar*, and expert Netherese artisans mold it into shape.

The chamber of the *mythallar* is not the great tower's only location of import. A war room, near the structure's pinnacle, hosts regular strategy sessions

AMBIENT MAGIC

The constant destruction of magic items, and the infusion of *residuum* into the environment, has resulted in areas of fantastic terrain sprinkled throughout this area.

Effect: A character within the area who uses an arcane attack power can score a critical hit on a roll of 19–20.

Once per day during a short rest in the area, a character can lose two healing surges to regain the use of a daily arcane attack power that he or she has already expended that day.



among a sea of maps and models of the city and surrounding woods. Clariburnus can usually be found here on the rare occasions when he's not out scouring the countryside in search of undiscovered magic. Gray Wolf pack leaders also sometimes visit this chamber to receive their instructions from the Shadovar.

Finally, the tower's highest chamber serves an important function. In it sits a single object, a jet-black mirror in a tarnished silver frame, which makes possible instant communication with the other princes of Shade Enclave.

VELLOSK

The Gray Wolf tribe's "settlement" is built by, and for, nomads. Constructed in a sparse stretch of Neverwinter Wood, Vellosk is made up mostly of lean-tos and hide tents. Only a few scattered buildings—pack leaders' homes, the feast hall, and a couple of other group structures—are more substantial, resembling primitive log cabins.

This simple, slapdash architecture doesn't reflect tribe members' intelligence or ability; rather, it illustrates their collective lack of interest in permanent residences. The wild Gray Wolf barbarians have no desire to lock themselves away from nature or to be saddled with homes that cannot be moved or abandoned at a moment's notice.

All of Gray Wolf culture is similarly minimalist. Most tribe members spend the bulk of their time hunting or sparring. And given their regenerative abilities, most choose to "spar" with real blades. Only youngsters bother with art or games. Meanwhile, adult Gray Wolf crafters work exclusively on making useful objects, such as armor, weapons, tools, and utensils. The tribe has no elders. Like true wolf packs, the barbarians abandon or kill those who are too infirm to contribute. In embracing their animalistic, predatory nature, the Gray Wolves have chosen a pack mentality over the notion of community.

That said, the Gray Wolves haven't entirely abandoned tradition. They still venerate tribal spirits and the god Uthgar. They still participate in coming-of-age ceremonies in which new adult members receive tattoos in an ink made, in part, from the blood of their first kill. They tell tales of past exploits and tribal heroes. Although the Gray Wolves prefer to eat their meals raw regardless of the form they currently wear, tradition dictates that one member of the tribe cook a bit of meat each night, and another member eat the "burned" food. This ceremony is intended to ensure that none forget how to behave if they must ever blend in with weak, civilized humans.

Vellosk is rarely teeming with tribe members. Most of its werewolves are usually elsewhere, either hunting or fighting—often on behalf of the Netherese—or

camped out waiting for battles yet to come. One Gray Wolf pack leader stays home to oversee Vellosk while the others are out in the wild. It's not a position any of the leaders covets, but each takes a turn, swapping every new moon.

SOWING DISSENSION

The characters can pretty easily convince the rank-and-file among the Gray Wolves that the Netherese aren't worthy of friendship, a belief many in the tribe already hold. But that won't change the tribe's behavior, because the Gray Wolf leaders make the decisions. And greed and ambition have secured their allegiance.

To pry the Gray Wolves from the Shadovar's arsenal, the heroes must either convince other werewolves to challenge pack leaders for dominance (and then win, of course) or take out the leaders themselves. Even though this latter option might seem the most straightforward, characters can't just walk in and start a fight; doing so would ensure the entire tribe seeks retribution. To justifiably kill a pack leader, characters must either prove to the tribe members that the leader has betrayed them and their traditions, or they must convince the leader to accept a formal challenge.

Theme Tie-In

Even though many werewolves disagree with their leaders and want to see the tribe sever ties with the Shadovar, most aren't willing to buck tradition and the hierarchy of the pack. Some would prefer to leave instead, as the pack outcast did. But these days, Gray Wolf leaders have been killing rather than exiling members who speak against them. Thus, a pack outcast character might feel compelled to infiltrate Vellosk and help an old friend or relative escape.

Or, the characters might have come in hopes of encouraging such defections, both to move loved ones out of danger and perhaps weaken the tribe in the process.

Totem Pit

A great pit gapes near the center of Vellosk. The slope of its sides is gentle, making the pit easy to descend into. (However, the slope is difficult terrain for those ascending it.) The pit's floor is littered with bones, dried and sucked clean of marrow, which crunch when stepped on. On the pit's eastern edge, directly in line with the rising sun, is a pole lined with beast and humanoid skulls. Many are carved with holy images of Uthgar, the Gray Wolves' god, and the pole is crowned with a dire wolf skull.



The Totem Pit

This is where the Gray Wolves offer prayers to Uthgar and to primal spirits of the hunt. The pit is also used for ceremonial combat when a member challenges a leader for position, or when a criminal or a prisoner of war is pitted against several of the werewolves. If outsiders damage the totem pole or enter the pit under anything other than ceremonial conditions, the tribe would likely rise up to rip out the intruders' throats.

SPIRIT OF THE PACK

Primal characters, shifters, Uthgardt barbarians, and pack outcasts who offer prayers to the spirits at the Totem Pit gain the following power. (Each character can gain this power only once.)

Spirit of the Pack

Granted Utility

You feel the hunter's spirit coursing through you, bolstering your resolve.

Daily ♦ **Healing, Primal**

Immediate Reaction **Personal**

Trigger: You take damage from an attack.

Effect: You spend a healing surge and can make a saving throw. You do not regain the use of this power after an extended rest, unless the DM rules otherwise.

Special: If you are an Uthgardt barbarian or a pack outcast, you also gain a +1 power bonus to speed and attack rolls until the end of your next turn.

Shadowkeeper's Hut

One of the few permanent-looking structures in Vellosk, the shadowkeeper's hut serves as a home away from home for a mean-spirited little creature called Ormshas. A dark creeper necromancer (see *Underdark*), Ormshas is ostensibly a Shadovar ambassador. Her job, on the surface, is to meet with Gray Wolf leaders, deliver messages from the Netherese, and help ensure that relations between the tribe and the Netherese remain amicable.

Actually, she is here on behalf of Netheril to spy on the pack and make sure it remains loyal. Thus, if adventurers attempt to intervene, Ormshas takes steps against them.

The werewolves suspect her true purpose. What they don't know is that Ormshas has a cadre of wraiths and mad wraiths (*Monster Vault*) under her command. Lurking in the darkness, these spirits are capable of unearthing secrets and silencing voices of dissent without requiring Ormshas to get overtly involved.

The dark creeper is vicious and brutal, but if she is stripped of her wraiths and badly injured, she reverts to cowardice. Ormshas is willing to spill everything she knows about the Netherese and their general setup at Xinlenal if doing so might spare her life.



CONYBERRY

Once a pastoral village on Neverwinter Wood's eastern edge, Conyberry was devastated when the Spellplague thrust small portions of Abeir into it, radically altering its nature. A lake now pools where none was before, and earthmotes with buildings on them float above the area. The surviving populations of the merged communities helped one another recover from the calamity of their sudden coexistence, creating a new village out of the remains of the two. This peaceful time lasted only a few years, and then the Gray Wolves discovered Conyberry.

The Spellplague terrified the Uthgardt barbarians, as it did most of the world. In reaction, the Gray Wolf tribe saw the former Abeirans as invaders and the folk of Conyberry as coconspirators. They began their campaign against the villagers by kidnapping or killing those who wandered too far into the woods, but this soon progressed to outright raids. A bloody struggle ensued, from which none of the people of Conyberry or Abeir escaped.

For a time the village lay neglected, the Gray Wolves occasionally using the place to store goods taken in attacks on travelers and distant settlements. Now, the werewolves' alliance with the Netherese has brought some semblance to life and habitation to Conyberry. Recognizing it as a useful place for the Gray Wolves to acclimate themselves to a more homebound existence, the Netherese determined it should be used as a practice ground for those among the Gray Wolves they had chosen to act as spies. The Gray Wolves have therefore made an effort to clear the village of overgrowth and patch the worst damage done by their attacks.

The Gray Wolves use Conyberry as a place to store supplies and for training. Here, tribe members practice behaving in a civilized way, as preparation for the deception required of them when they infiltrate Helm's Hold. They wear the clothing of dead citizens, sleep in their houses, and eat from their tables.

Always something of a sleepy settlement off the beaten path, Conyberry has simply slipped off the map for most people of the North. With no one hearing word of it for years, and with no one needing to brave the dangers of the North to go there, most who know that Conyberry existed assume it has been destroyed by orcs, gnolls, or some other threat. Thus it serves as a perfect base of operations for the Gray Wolf tribe. At the same time, the Gray Wolves have had so few visitors to the village that they don't bother guarding the place or hiding their activities there. When the rare traveler appeared in the past, the Gray Wolves relied upon outright murder to keep their secrets. Now, however, they hope for the opportunity to test their skills at deception—and of course kill any who see through their lies.



Conyberry

Theme Tie-In

When the adventurers arrive in Conyberry, they'll find a few people who claim to be survivors of attacks upon the village. These hard-bitten folk are rough-around-the-edges, outdoorsy individuals wearing poorly mended and ill-fitting clothes. They are, of course, Gray Wolves, and the heroes have given them an excellent opportunity to test how long they can maintain their charade of civility.

If a pack outcast is among the adventurers, the werewolves' deception is apt to be obvious: The character would likely recognize members of the tribe despite the disguises they employ. An Uthgardt barbarian might also be very suspicious when the villagers accidentally speak with a telltale accent or reveal a tribal tattoo the character recognizes.

To complicate this scenario, you might have an unwitting merchant family arrive in Conyberry simultaneous with the characters. Or the merchants might already have accepted the hospitality of the Gray Wolves. This way, a pack outcast or an Uthgardt barbarian might know about the danger the Gray Wolves represent, but it could be difficult to alert the other characters without provoking the werewolves into attacking. As the werewolves try to maintain their deception, the heroes might feel compelled to play along, fearing for the lives of the innocent bystanders when combat breaks out.

MOUNT HOTENOW

What resembles a mouth to the Nine Hells gapes open at the southwest edge of the Crags, in the form of the volcano known as Mount Hotenow. Its occasional rumblings and sporadic gouts of smoke are ample reminder that it is never entirely at rest. Hot springs and magma flows run beneath its rocky exterior, ensuring that Neverwinter River never freezes.

It's small wonder, then, that the mountain stars in so many local legends. Some believe Mount Hotenow does sit atop a passage to the Hells; others say it's a doorway to the Elemental Chaos. Still others claim it hides the entrance to Gauntlgrym or is the home of a mighty red dragon. Stories of demons, giants, and all manner of flame creatures have existed here since before recorded history. Today, an often-told tale in Neverwinter and Helm's Hold suggests that anyone who dares to enter Mount Hotenow's caves is cursed to die in fire within the year.

A Looming Inferno?

Although the mortal realm's volcano stirs only fitfully now, the Mount Hotenow reflected in the Shadownell has been steadily spewing magma for years. In the minds of many, this constant slow eruption threatens to trigger a similar eruption in Toril. If that were to happen, the devastation in the Neverwinter region would make the events of twenty-seven years ago seem paltry in comparison. It might also pierce the barriers long enough for an enormous influx of shadow creatures and undead to enter Toril, making life even more ghastly for any who survived the initial conflagration. Not surprisingly, several factions seek to cause precisely that turn of events.

The most determined is a sect of fire-worshiping creatures that occupies the mountain's caves. The group is led by its self-styled king, Gommoth, a hunchbacked fire giant who has been dwelling in the mountain since his clan banished him. When the primordial awoke, triggering the volcano's eruption, Gommoth and other fire creatures in the region were washed in spiritual ecstasy. They didn't know precisely what had occurred, but they felt empowered by the euphoria, as though they truly had become one with fire. The sensation didn't last, and now the sect is determined to recreate it. The fire worshipers believe the release of enormous amounts of fire will pave the path to such pleasure, and the eruption of Mount Hotenow would do nicely as such a release.

Even though most sane, thinking creatures would balk at the impossibility of such an aspiration, the magma beasts, fire elementals, and salamanders that have joined Gommoth's sect have put their faith in the fury of their newest fanatic, a Shadovar outcast (use

the shadar-kai witch in the *Monster Manual* named Qalthus. Previously a high-ranking member of the Xinlenal excavation team, he was expelled after being blamed for an accidental weakening of its *mythallar*. Qalthus would like nothing more than to avenge his expulsion by burying Xinlenal under a rain of fire and ash. The shadar-kai doesn't yet know the proper rituals to make something as powerful as Hotenow's eruption occur, but he's confident that his marathon of searching, researching, and experimenting will pay off. The odds of his succeeding are small but not impossible.

GOMMOTH IN COMBAT

A fire giant could be far beyond the characters' fighting capabilities. If that's the case and they still think they're up to the challenge, use the ogre mercenary in *Monster Vault* with the following alterations.

- ◆ Add resist 10 fire.
- ◆ Reduce speed to 6.
- ◆ Change its attacks to deal fire damage.
- ◆ Increase Charisma to 13, and add training in Diplomacy (+10 total).

River of Flame

Deep in Mount Hotenow's bowels, where even Gommoth's followers rarely delve, is a pit of pure liquid fire. Not magma—though there's plenty of that elsewhere in the mountain—but literal liquid flame. The fiery river follows a serpentine path throughout Hotenow's interior and then peters out underneath the mountains and hills beyond.

It might be worth characters' while, however, because after roughly a day of travel, the river runs past a series of tunnels that lead to the great cavern outside Gauntlgrym. Of course, to sail the serpent of fire to that end, characters must contend with Kar-rundax—a young red dragon (*Monster Vault*) who lairs deep in the fire river's tunnels.

SAILING THE RIVER

Anyone or anything touching the flame takes 5 fire damage per round. Anything more than half submerged takes 15 fire damage per round, and ongoing 5 fire damage (save ends) upon emerging. If the heroes construct a vessel that can withstand the heat—perhaps out of material with sufficient resistance—they take 2 fire damage per round while sailing the “river,” from the heat. The environment is considered stifling heat (see the *Rules Compendium*).



Mount Hotenow stirs

Seekers of the Way

Not all of Mount Hotenow's current occupants are flame beasts. A sizable expedition of dwarf explorers has set up an encampment in the caves. Tales of Gauntlgrym and, in some instances, its citizens' ghosts provoked the dwarves to search for the lost city. Individuals and small groups then met as they traveled. The dwarves' numbers had swelled so much by the time the group reached Neverwinter that it became necessary to elect a leader. Since so many of the region's legends revolve around Mount Hotenow, the expedition's leader thought it the most sensible place to begin.

The journey to the volcano proved harrowing. The dwarves lost some of their number to encounters with Many-Arrows orcs in the northern city. The note of safe passage purchased from Lord Neverember proved ineffectual, particularly when both orcs and dwarves found it impossible not to provoke one another. They lost others to unknown foes in Neverwinter Wood. Harried day and night, by arrows in the light and unseen beings in the darkness, they hurried to the slopes of the mountain and sought shelter within.

Unfortunately for them, the explorers hit a few other snags once they found their way inside Mount Hotenow. Conflicts with Gommoth's sect have left them bloodied, and the dwarves have no means of

traversing the river of flame. They have found no evidence of any paths to Gauntlgrym, and morale is lower than a hunchbacked halfling.

It'd be worse if the dwarves knew the truth about some of their recently lost expedition members, but their leader, a dwarf hammerer (*Monster Manual*) named Vandra Hillborn, has kept what she knows from them. A few of the dwarves who vanished were not slain—they defected. They are now seeking ways to assist Gommoth and bring about the volcano's eruption. The defectors claim that frustration has driven them to this situation, and they believe an eruption will reveal the true path. Hillborn thinks they've gone mad and would welcome outside help to stop them, if that aid were offered without wounding her pride.

Even Hillborn doesn't know the whole truth, though. The "defectors" have in fact become insane, but it's not their fault. Several mind flayers dwelling in the depths of Gauntlgrym believe that if Gommoth can trigger the volcano, the eruption would likely kill anyone who has come close to finding the lost city and ensure that nobody else searches it out for years. The mind flayers don't have the resources to devote to the effort; but by forcing the dwarves to assist, they both increase the odds of Gommoth's success and delay the expedition's progress.

Gauntlgrym

Gauntlgrym was the capital of fabled Delzoun and arguably the pinnacle of dwarven civilization. Few know its location, yet every dwarf in the North can describe its hallowed halls.

The ancient dwarves shaped great caverns, dozens and hundreds of feet in height, throughout the rock-caverns so enormous that legend says the voices of the earliest citizens still echo in distant corners. Sloping walls, adorned with runes and patterns, lead to angular doorways large enough for dragons to pass through unhindered. Gates and portals of stone, iron, and mithral stand against invaders, and niches throughout contain intricate icons to Moradin the All-Father and other dwarven gods and heroes.

Gauntlgrym arose not only from the greatness of the ancient dwarves, but also aided by the might of the ancient elves. The wizards and druids of Iliyanbruun helped control the mighty Maegera, a slumbering primordial of fire and doom, and the dwarves harnessed the power of the beast to craft items of tremendous power. These items in turn helped the dwarves to turn mines and caves into a glorious city.

At first few non-dwarves lived in Gauntlgrym, but as the capital of Delzoun and a wonder of the world, it of course attracted travelers and trade. Elves, humans, gnomes, and others lived in Gauntlgrym at times, but only the outer reaches show signs of their craft or evidence of spaces made for their comfort. Gauntlgrym was the seat not just of dwarf kings but of dwarf emperors, and as such, it was made to be a thoroughly dwarven city.

Fantastic as it seems, it's all true—or at least, it was. The Orc Marches, armies of invading orcs so vast as to be incomprehensible today, came on the heels of decades of friction between the dwarves of Delzoun and both the elves of Iliyanbruun and the humans of Illusk. The elf nations were slow to ally with one another, let alone with Delzoun, and their mistrust and rancor left even Iliyanbruun on the edge of disaster before the elves rallied and drove the orcs back. Gauntlgrym fell to the orcs and was abused by them while the empire of Delzoun crumbled. Humans of Illusk later drove out the orcs, but they were driven out in turn by creatures from the depths of the Underdark.

Over the next thousand years, knowledge of mighty Gauntlgrym turned to legends, and many legends were forgotten. Only dwarves have kept stories of the great city alive. In song and saga the dream of Gauntlgrym passes from one generation to the next, though none can now say where the seat of Delzoun's power can be found.

Today, many of the doors within Gauntlgrym hang broken and ajar. The walls are leprous with mold and lichen, the stones and icons scarred by blade and fire, and creatures

deadlier than those that brought about Gauntlgrym's fall now dwell within its depths.

Theme Tie-In

An heir of Delzoun or some other dwarf character achieves a great cultural and historic victory if he or she locates the path to Gauntlgrym. The discovery brings fame and accolades from most of the dwarven population—but from a determined few, it also earns hatred.

Some selfish dwarf explorers might seek to steal the characters' discovery for their own, racing the adventurers back to civilization or trying to murder and rob them. Some dwarves who claim to be descended from Delzoun's royalty might fear that the characters have found evidence putting the lie to their assertions. Rivals might attempt to stop an heir of Delzoun character from returning with proof of his or her true birthright. A few dwarves who hold political authority in the region might want to prevent word of Gauntlgrym's rediscovery from spreading, because their own power base would diminish if dwarves were to leave their homes and return to the ancestral city.

THE GREAT CAVERN

The doors of Gauntlgrym sit at the far end of a cavern large enough to hold a small town. Uneven floors, forests of stalagmites, and sprouting fungi make footing in this cavern precarious. Around the largest pillars and along the walls, staircases and balconies are carved into the stone—former guardposts, now echoing and empty. The cracked, yellowed bones

FINDING THE CAVERN

You can allow the characters to find the Great Cavern in a number of ways. They might sail down the "serpent of fire" from within Mount Hotenow. The banks of that burning river do not extend to the cavern, but the two locations are connected by a short sequence of winding tunnels.

The adventurers might discover a mystical passage from elsewhere within the Crags that, like the Shadowfell Road (page 211), requires travelers to follow it precisely from beginning to end. The path runs along caverns, through valleys, and across mountain slopes, and if travelers join it halfway, they end up nowhere of import. Only by starting at the beginning and traversing the entire length do they wind up before Gauntlgrym's doors.

Twisting, broken tunnels might lead from Neverwinter's Chasm to the Great Cavern or to another nearby location in Gauntlgrym. However, explorers who traverse these routes must deal with the thralls of mind flayers and other aberrant horrors.



of dwarves, humans, goblins, orcs, and fouler creatures lie scattered across floors, stairs, and platforms, reminders of the city's violent fall.

A small underground lake, cold and still, stands at the center of this cavern. Stalagmites break its surface, but whatever else might wait below remains hidden.

Scions of Fire and Night

A band of Ashmadai, survivors of those who accompanied Valindra Shadowmantle to free the primordial, lurks in the cavern. They became trapped here when the tunnels they used to reach

Gauntlgrym filled with magma. If intruders enter the Great Cavern, these servants of Asmodeus attack—though one or two are prepared to surrender in exchange for a way back to the surface.

A group of drow, members of House Xorlarrin, also hides in the darkness, spying on the devil-worshipers and any others who approach them. If the characters penetrate the mithral doors of Gauntlgrym, the drow try to follow them covertly. If the drow are detected, they scatter, returning to fight only when the characters are occupied with other foes or the city's traps. The drow hope to raid Gauntlgrym's treasures and establish a hidden and nigh-impregnable stronghold.

DOORS OF MITHRAL

Crafted of pure mithral by the finest metalworkers, the doors that bar Gauntlgrym are locked and magically warded against entry—not to mention tremendously heavy. They are meant to be impassable except by dwarves of the Delzoun bloodline.

The doors open easily to the pull of an heir of Delzoun, but if the party doesn't include such a character, the adventurers will need to use other means to get into Gauntlgrym. Consider using one or more of the following options.

The Quest: The party must find a mystical way of unlocking the doors, such as a dwarf-forged key, an ancient relic of Gauntlgrym, or the blood of an heir of Delzoun.

Skill Challenge: The characters must succeed on a complexity 3 skill challenge of the party's level, using Dungeoneering, History, and Thievery as primary skills. (If they fail the challenge, they can try again after researching more information on Gauntlgrym and the doors.) Consider including combat—not just with local monsters, but possibly with constructs representing animated portions of the doors—as part of the skill challenge.

The Hidden Way: The mithral doors might not be the only means of entering Gauntlgrym. The characters can seek out alternatives, which might require traveling through the Underdark to approach the city from below.



Gauntlgrym's doors open only for a deserving dwarf



The Iron Tabernacle

IRON TABERNACLE

The Iron Tabernacle was Gauntlgrym's spiritual and cultural heart as well as its physical center. More than a simple temple, the Tabernacle is an entire section of the city, larger than some towns, devoted to the faith of those who lived here. Vast cathedrals of stone echoed with the paeans of a thousand voices; great sculptures in honor of a multitude of gods gazed across a vast array of shrines and altars. Dwarf and human priests stood ready, night and day, to tend to the spiritual needs of their flock, and hundreds of stone tablets trumpeted the holy words of Moradin.

Like so much else of ancient Gauntlgrym, the Iron Tabernacle is no longer what it was. The intricate patterns and knotwork have faded from the walls, some of the statues have begun to crumble, and cobwebs and mold droop from the high ceilings. But time is not the Tabernacle's only enemy. The devilish duergar, dwelling in the mines below, take delight in defiling the holy icons of the absent dwarves. They have defaced statues, torn down altars, and carved obscenities into the sacred tablets. Anything of value—such as silver or mithral trim, gold icons, and hallowed weapons—they took for their own.

However, the Iron Tabernacle is vast, its halls many and multileveled, and the duergar have not explored it all. Deep in the shadows, unmarred

MORADIN LISTENS STILL

If the characters clean and restore one of the salvageable shrines or altars—perhaps through a simple, Religion-focused skill challenge—they gain a small shred of the blessings that Moradin once bestowed upon these holy sites. As a result, the characters can take one (and only one) extended rest alongside a restored altar without fear of being detected or interrupted. In addition, that rest requires only three hours, rather than the standard six.

If any member of the party is a non-evil dwarf or a worshiper of Moradin, that character gains greater benefits. From that point forward, the Gauntlgrym ghosts do not attack the character unless he or she attacks them first, damages a shrine, or steals from the tabernacle. In addition, one of the ghosts—whichever incorporeal monster is nearest the party's level—appears and fights alongside the adventurers in their next combat. You can run the ghost or allow one of the players to run it. (If the next skirmish happens to be an easy one, you can hold the ghost back and have it appear for the next difficult battle.)

The characters are free to restore more than one shrine. However, each party can take advantage of the special extended rest only once, and each character can gain the help of a Gauntlgrym ghost only once.



shrines still await the characters, perhaps offering a few moments of rest and respite—assuming the adventurers are more than avaricious raiders.

All Roads Lead Here

As the heart of Gaunlgrym, the Iron Tabernacle was the central hub of the city's passageways. Broad corridors, winding stairs, iron rails, literal roadways carved in the earth, and more—nearly all the city's major byways passed through the tabernacle at some point. Processions of workers marched past priests bowed in worship, and great storerooms stood beside the sanctuaries. Every major portion of Gaunlgrym can be reached from the tabernacle, albeit sometimes indirectly.

Unfortunately for explorers, the duergar and the mind flayers are well aware of this fact, and sentries from both factions keep a close eye on the area. The tabernacle is large enough that the characters might be able to avoid these spies. If these watchers spot the characters, the illithids or the duergar will set up ambushes.

On Iron Rails

The mines were one of Gaunlgrym's primary sources of wealth and materials, although the dwarves never delved as deeply as the duergar have. To facilitate the movement of ore, as well the great stones used to construct and expand the city, the dwarves laid miles of iron track throughout Gaunlgrym. Mine carts,

OFF THE RAILS

Riding in the mine carts can make for great scenes and gives the characters a way to explore many parts of the city quickly. Most of the time, you'll get the best results from handling the carts in a cinematic fashion. However, if you want rules for how they work, the carts function as vehicles, as described in *Adventurer's Vault*.

Treat a cart as a heavy chariot, with the following alterations.

- ◆ The cart is propelled by magic and requires no creature to haul it. It can hold four Medium creatures normally or six if they squeeze in.

- ◆ The cart has a speed of 8. It can be increased to 10, but the driver must make a moderate Strength check to maintain control; on a failure, the cart goes out of control. An out-of-control cart continues along the track for 4d20 squares or until it hits something.

- ◆ A cart that moves more than 10 squares during a round risks derailing. At least half the riders in the cart must succeed on a moderate Acrobatics check, or the cart comes off the tracks, dealing 3d6 damage to all riders and knocking them prone.

propelled by enchantments woven into the wheels, constantly traversed the tracks.

Today, the system is rarely used; the duergar have little need to move large quantities of ore. But the tracks, though rusting and pitted, still support the carts, and the enchantments have not faded away. Thus, carts trundle steadily across the city on their appointed routes, squeaking and rumbling through the echoing halls. The characters can use the carts as transportation throughout Gaunlgrym. Of course, the carts can go only where the tracks go, which means they pass through the major areas of the most important corridors. Even if the entire system were still accessible—and parts of it are not, because of broken tracks or cave-ins—the characters would still have to do much of their exploring on foot.

All tracks eventually lead to a switching station in the Iron Tabernacle. There, the adventurers can manipulate dusty levers and rusty gears to transfer carts from one track to another, a process that takes several minutes.

Slumber of Ancients

The lowest level of the Iron Tabernacle is a seemingly endless collection of crypts. Laid out according to a pattern or tradition long since lost, the tombs contain thousands of Gaunlgrym's dead. Some are simple biers, others intricate sarcophagi; all include names, titles, and lineage carved deeply into the stone. A scholar who exhaustively studied the crypts could form a fairly complete picture of the family lineages of Gaunlgrym, including their possible connections to modern bloodlines.

Unlike the rest of the Iron Tabernacle, the tombs are unmarred. Ghosts are common in this area, and they attack en masse if anyone tries to deface or steal from the sarcophagi. As long as explorers are respectful of the dead, the ghosts remain quiet.

Theme Tie-In

An Oghma's faithful character can earn substantial renown among his or her fellows by returning with genealogical secrets of Gaunlgrym. A Neverwinter noble character might gain a bit of legitimacy by tracing his or her lineage back to the ancient human population of Gaunlgrym, or the heroes could find allies by helping the local dwarves determine their own lineage.

An heir of Delzoun character has the most to gain from exploring the crypts at the bottom of the Tabernacle. Such a character can find proof of his or her connection to the dwarves of Delzoun—perhaps even to the throne. An heir can also prove or disprove the claims of others, potentially gaining influence in local dwarven culture (and earning more than a bit of enmity).

DUERGAR MINES

Duergar have lived in the depths of Gauntlgrym for generations, having killed or cast out the derro who did the same to the mind flayers before them. Infernal omens have led the duergar to delve beneath the city; they now claim several of its lowest layers and are digging deep into the surrounding earth. Already they have recovered a substantial wealth of ore—mundane metals such as iron and silver, with some mithral and hellthorn. But these hauls are insufficient; duergar leaders such as Kholzoul the Fire-Speaker demand that the mining continue. Picks and shovels clang endlessly from the depths, punctuated by the crack of whips. No matter what, the work goes on.

IN THE NAME OF ASMODEUS

What are the duergar doing beneath Gauntlgrym? Why have the omens of Asmodeus set them to a seemingly endless task? The answer is whatever makes the best story for your campaign, but consider the following as possibilities.

♦ Hellthorn is said to have come from a meteorite that fell to Toril in primeval times. The fallen star might contain powers far in excess of hellthorn itself—perhaps a diabolic entity or a fragment of Asmodeus's original godhood. The duergar priests believe that the meteorite can be found somewhere beneath Gauntlgrym.

♦ The duergar seek to reach the slumbering primordial Maegera and drain the magma around it without waking it. If they can pull that off, they believe they can find a means to transport the primordial, awakening it only when it is in a position to destroy an enemy of Asmodeus—perhaps another god.

♦ The mining is a cover story that gives the duergar a reason to be present while their leaders study the mind flayers and other local aberrants. They have a vague understanding of the aboleths' plan to open a portal to the Far Realm, and the duergar hope to hijack it at the last minute, transforming it into a permanent portal to the Nine Hells instead.

♦ The interaction of various types of magic that have bathed the area for centuries—the power of the slumbering primordial, the leaking essence of the dead dragon in the Dread Ring, and the energy of the shattered *mythallar* in Xinlenal—have given birth to some sort of object or entity deep within the earth. The servants of Asmodeus want to get their hands on it and corrupt it to their purposes before anyone else discovers it.

As such, the duergar and their slaves welcome any opportunity to ambush intruders. It's not only a break from the monotony but also an opportunity to acquire more slaves and spread the work around. That said, the duergar are terrified of being enslaved by the mind flayers or becoming sickened or deformed by exposure to the corrupt essence of the plaguechanged illithids. Particularly convincing characters might be able to form an alliance with the duergar against the mind flayers, though the adventurers should be wary of betrayal, particularly once the aberrant threat has been pushed back.

The Darkened Way

The duergar cannot easily pass through the mithral doors at the gates of Gauntlgrym. That doesn't bother them, however, because they enter the city from below, through a series of cracked and twisted passageways from the Underdark. Although some of these tunnels have been annexed by the mind flayers, the duergar still have access to enough passages that they can enter and leave the city at will. The characters also might make use of these tunnels, if they can find them. In addition, the tunnels are guarded by duergar (a few of whom are mounted on steeders) and protected by traps that the duergar either designed or carefully transported from Gauntlgrym.

Jagged Pits

Much of the mine is of traditional dwarven design, with sloped passages winding deeper into the earth, but many shafts added by the duergar are far more precarious. They plunge steeply downward, sometimes barely more than a few degrees off vertical, requiring rope harnesses, special climbing gear, or steeders to traverse. Huge buckets on clanking chains lift unearthed ore to the tops of the shafts, where the duergar refine the metals. The walls of the pits are rough, the floors broken and uneven, and the death toll among slaves high, but this type of construction allows the duergar to dig more swiftly for whatever they seek, and they can always capture more slaves.

In the deeper pits, it is more efficient for a small population of duergar and slaves to live at the bottom rather than continually travel back and forth. They have constructed makeshift shelters or dug small hollows into the sides in which to live. These pit-dwellers use centipede scuttlers (*Monster Manual 2*) to send messages up to their comrades at the tops of the shafts.

A few of the deepest pits, which even the duergar have abandoned, open into great caverns containing lakes of magma, flowing from Mount Hotenow. On occasion, amid the rumbling and hissing, a listener might hear a chorus of distant screams and roars coming from even farther below.



A duergar mining cart takes a spill

Shrine of Sacrilege

At the edge of one of the deeper mining pits stands a stone building that is not carved into the rock but built in a large, open chamber. Within this structure squats a shrine to Asmodeus—one that has clearly been constructed with materials stolen from the Iron Tabernacle. The duergar crafted the floor out of various sacred stone tablets after filling in the holy etchings with dirt, blood, and offal. Iron taken from symbols of Moradin has been crudely hammered into new, devilish icons. In some instances, the flame portion of Moradin's symbol has been hacked off to form one of the three points on the sign of Asmodeus.

THE ECHO OF NESSUS

Asmodeus might or might not take notice of the duergar temple, but either way, a malign essence lurks within the shrine. However, where the forces of evil punish, the forces of good can reward.

Any character who destroys, damages, or attempts to dismantle the shrine takes 5 fire and poison damage for each failed saving throw while he or she remains in the duergar mines. Once the character leaves the mines, he or she gains temporary hit points equal to his or her healing surge value and automatically succeeds on his or her next saving throw.

With the proper rites, the duergar can use the altar in the shrine to commune directly with a handful of devils. Priests of Asmodeus, such as Kholzourl, can summon devils from this site in dire emergencies.

Slave Warrens

The duergar use slaves to perform their labor, and they capture whomever and whatever they can to serve them. Their closest sources are the creatures of the surrounding Underdark and those that have come to dwell in Gauntlgrym. The duergar have also traveled to Underdark slave markets as well as sent out raiding parties to take captives, and thus their population of slaves is varied. Muzzled dire corbies pull mining carts. Kobolds tend to mushroom fields and bat caves to provide food. Even Ashmadai and drow can be found hoisting pick and shovel.

All these creatures return to the slave warrens after work, dropping exhausted in whatever hovel or section of cave floor they call their own. The twisting tunnels of the slave warrens have tiny caves branching off them, most with barred gates at their entrances. New slaves who hope to lead a revolt or fight their way out find their plans dashed, both by the brutal work details that force them to toil with little sleep and little sustenance and by the small size of the group with which they are incarcerated.



The Fiery Pit claims another victim

THE FIERY PIT

Heat and ruddy light emanates from a pit in the depths of Gauntlgrym. Chambers and tunnels lead away from this chasm at different heights. Despite channels built into the walls to carry water to the magma below, the heat in the pit is ferocious. Gouts of steam billow up through cracks in the stone to fill the rooms above this area, and the earth can be heard to rumble in a continuous pulse like labored breathing.

The Fiery Pit is the prison of the primordial known as Maegera the Inferno, which slumbers fitfully in its depths. The only sign of the primordial's presence is a whirlpool of white-hot magma that looks like a great eye in the center of the lake of molten rock at the bottom. Maegera sleeps and dreams, half conscious of its surroundings, half delirious with whatever a being of pure destruction fancies.

When the mages of the Arcane Brotherhood first tapped into Maegera's power, they used water magic to bind elementals that cooled the primordial's rage and kept it asleep. This bond lasted for centuries until the channels of water were closed through trickery by agents of Thay. In a small chamber off the side of the

pit was a lever that shut down the water feeding the elementals. Only a dwarf of Delzoun could use the mechanism, and the Thayans conspired to have such a dwarf pull the lever.

At that time, twenty-seven years ago, Maegera stirred in its slumber, and its dream of ruination was enough to destroy the city. In the years that followed, Maegera groggily awoke, causing earthquakes throughout the region. When the primordial was again put to slumber by Drizzt Do'Urden, Bruenor Battlehammer, Jarlaxle, and others, a crucial part of its prison had been left unfettered. One of the many summoning locations for water elementals was broken and could not be used.

Now Maegera the Inferno turns in its sleep again.

USING MAEGERA

The adventurers are not expected to battle the primordial—an entity of godlike power—but they can play a crucial role in ensuring that it does not wake. The notes collected by Lucan Greenharrow in the Waterclock Crypts (page 146) provide the information the characters need to fix the broken summoning location. If they do so, Maegera is contained—unless a dwarf of Delzoun blood pulls the lever.

If a player character pulls the lever, all hell breaks loose. The primordial might not awaken right away, but it hurls magma up the Fiery Pit and out through the halls, rocking the region with earthquakes. Where Maegera's rage lands is up to you.

THE GREAT FORGE

If the Iron Tabernacle was the heart of Gauntlgrym, the Great Forge was its mind: the birthplace of ideas, a center of purpose. Here, on adamantine anvils blessed by Moradin's priests, wonders were pounded from iron, mithral, silver, and steel. When Gauntlgrym thrived, the Forge echoed with the hammers and grunts of a hundred smiths working at once.

It was the furnaces that made the Great Forge the apex of the blacksmith's art, for they were powered by the primordial imprisoned below. Slumbering within the stone, Maegera exudes unnatural heat. The dwarves tapped into that power, winding coils of copper and adamantine throughout the Forge like webs, using them as conduits to transfer the magical heat to the furnaces. Runes of power carved into the walls and etched into the coils allowed the materials to handle the intense energy. Metals melted almost instantly in the furnaces, and the tools made from became enchanted with tiny quantities of primordial essence.

When Maegera awoke, the earth shook, and many of the furnace's conduits were severed. Lengths of twine-thin metal now hang limp and broken throughout the Great Forge, and rubble lies in heaps upon the bones of those who were too slow to move out of the way. But other coils remain in place, and the furnaces to which they are linked burn as hot today as they did in centuries gone by.

The Great Forge is a cavernous chamber divided into smaller sections that house the aforementioned furnaces and anvils. Some portions are raised on daises of stone, and others stand in shallow pits. Layers of stone catwalks crisscross the chamber, providing not only vantage points but also anchors for the pulleys that transport buckets of ore and water throughout the Forge.

Signs of battle—the bones of humans, dwarves, and other creatures—lie strewn among the anvils. Not

UNQUENCHABLE FLAME

Maegera is a creature of purest fire, and the Great Forge was designed to tap into that power. The entire area is subject to unearthly heat (*Rules Compendium*). In addition, because one binding elemental was not summoned, Maegera has not been fully contained. Thus, certain squares of the area contain fantastic terrain, such as flame-based elemental seepage (*Manual of the Planes*) or elemental spouts of magma or scalding slicks (*The Plane Below*). Many such squares also have the following effects.

Fire attacks against targets in such an area ignore up to 10 points of fire resistance. In addition, a character who makes a fire attack while in one of these squares rolls damage twice and uses the higher result.

far from the Burning Heart, one particular pile of monstrous bones stands out. A DC 11 Religion check suggests that the bones are infernal; a DC 23 check identifies them as legion devil remains.

The Burning Heart

This steam-filled chamber beneath the Great Forge (see below) contains a small ziggurat—its base 20 feet on a side—of pure adamantine. It's covered in Dwarven runes, and metal coils and tubing jut from its various layers, snaking throughout the room. This structure is the core of the eldritch machinery that allowed the dwarves to tap Maegera's power.

A character who succeeds on a DC 11 Arcana check discovers that the ziggurat is the heart of the chamber's fire magic. If the check result is 16 or higher, it also reveals that the ziggurat's power is being kept in check partly through water elemental magic. A result of 23 or higher further reveals that something else is draining power from the ziggurat—something peculiar, even alien. (Although the characters have no way of knowing it, the additional drain is the result of the aboleths' efforts to manipulate Maegera's energy.)

THE CURRENTS OF MAGIC

The first character to disconnect one of the coils, mar one of the runes, or otherwise attempt to disrupt the connection between Maegera and the Great Forge is bathed in primordial fire. The character loses three healing surges and permanently gains the characteristics described below. (They can be eliminated with the Remove Affliction ritual or the *holy cleansing* power, but the character cannot keep some and give up others—all are lost if any are lost.)

- ◆ Resistance to fire equal to 5 + one-half level.
- ◆ Vulnerability equal to 5 + one-half level to one other damage type. (Roll 1d6: 1-2, acid; 3-4, cold; 5-6, lightning.) The character also loses any resistance to this damage type that he or she might possess.
- ◆ The character adds the fire keyword to any attack that he or she makes.
- ◆ On any attack that normally has the fire keyword (not attacks to which the keyword was added by the prior trait), the character can score a critical hit on a roll of 19-20.
- ◆ Any attack with the keyword of the damage type to which the character is vulnerable can score a critical hit against the character on a roll of 18-20.
- ◆ The character gains a +2 bonus to Diplomacy checks made against elemental creatures.
- ◆ The character takes a -2 penalty to Diplomacy checks made against immortal creatures.

THE DEEPEST DEPTHS

In the lowest halls and chambers of Gauntlgrym and in other passages that were never part of the dwarven city, things creep through the darkness. A horrid, unnatural presence that had been driven away has returned like a disease the city cannot shake. Grells and other creatures float in the shadows above, ready to swoop down upon their prey. Gricks and ustilagors scuttle across the rocky surface; destrachans moan in echoing chambers. And, perhaps worst of all, the mind flayers have returned to Gauntlgrym.

This colony of illithids, driven out long ago, has come to reclaim the city, but their purpose is not their own. So great is the psychic taint of the Abolethic Sovereignty that their fellow aberrants have begun to mutate physically and mentally. The mind flayers, expanding here from their distant community, act on urges that are echoes of the aboleths' desires. The illithids seek to prevent others from interfering

BRAIN GAMES

Once the characters reach the plaguechanged elder brain (page 130), they might be able to eliminate the threat of the illithid colony, or they might make things worse.

If the characters destroy the elder brain, the mutated mind flayers go insane. Some become catatonic and are rendered helpless. Others turn homicidal, losing all cunning and sense of self-preservation, seeking only to kill any nonaberrant creatures they find. These mindless murderers spread first through Gauntlgrym and then through the surface realm above, killing with abandon until they themselves are slain.

Adventurers might try to communicate with the elder brain rather than destroy it—not to negotiate, but to show the brain what it has become. Let the characters determine how to convince the elder brain that it has been mutated or influenced by others, and consider any arguments they make or proof they offer. If they seem convincing, allow them to attempt a skill challenge (with a complexity based on the quality of their arguments and evidence).

If the characters convince the elder brain that it has been corrupted from its “pure” form, a few mind flayers still go insane, as described above. Most illithids, however, return to the elder brain and tear it—and themselves—apart in a frenzy of suicidal loathing. As the brain dies, it telepathically sends the adventurers information about the Abolethic Sovereignty. Decide how much you want the characters to know at this point, but at the very least, they learn of the aboleths’ existence and general intentions.

with the primordial in the Great Forge. They think this plan is their own, not recognizing that it has been imposed upon them by others. In addition, they have attempted to alter the environment around them in crude, subconscious mimicry of the Far Realm portal that the aboleths hope to open.

The corridors that the mind flayers have made their own do not resemble those in the rest of Gauntlgrym. Although the passages are just as old and abandoned, they lack most of the signs of age: No insect carapaces litter the floor; no cobwebs hang from doorframes. Indeed, the psychic presence of the plaguechanged mind flayers is so oppressive that even vermin stay away. Only occasional molds and fungi mar the otherwise bare walls and dust-free floors.

As one progresses deeper into illithid territory, the environment grows even more hostile. Horrid scents assail the nostrils, almost enough to turn the stomach of the strongest adventurer. Peculiar squelching, popping, and slurping sounds emanate from the shadows.

Using their own psychic abilities along with energy siphoned from the Great Forge, the mind flayers have warped the lowest levels of their colony. They cannot alter reality—that ability would belong to the aboleths, if those creatures’ schemes succeed—but they have managed to change the primitive life forms. The walls, floors, and ceilings are coated in mutated fungi, lichens, and slimes that constantly shift and transform, pulsating, bulging, and writhing. These corridors resemble the raw, oozing interior of a diseased body. Gaps in the fungus walls open and close at random, chambers change their shapes, and the environment lashes out in agony, ready to entrap, consume, or destroy intruders.

FUNGI AND LICHENS AND SLIMES, OH MY!

You can use various methods to model the hostile, mutating slimes. Any creature that has the ooze keyword might appear from within the fungi walls, floors, or ceilings at any time. Several hazards—such as doomspores (*Dungeon Master’s Guide*), gorgon mud (*The Plane Below*), and deathcaps (*Underdark*)—are appropriate to the area.

Finally, any type of fungoid or slime-oriented terrain can exist here and can appear and disappear at random, making exploration or battle unpredictable. The following types of fantastic terrain represent a good starting point, though some descriptions should be altered a bit, as appropriate.

- ◆ Cave slime, cloudspore, ember moss, grasping slime (*Dungeon Master’s Guide*)
- ◆ Grasping bog (*Dungeon Master’s Guide 2*)
- ◆ Acidic mire, wrath mud (*The Plane Below*)



The Chattel Pens

In these chambers made partly of stone and partly of the fungal walls described above, the mind flayers keep their slaves and thralls. The pens reek of filth and sweat, and every creature within is sickly, malnourished, and borderline mad. The chattel includes duergar, drow, troglodytes, and any other races you care to add. The characters might convince some of the slaves to ally with them—at least long enough for the prisoners to escape—but some are so horrified and hopeless that they dare not resist. Other captives are mind-controlled thralls that attack the characters instantly or attempt crude deceptions to buy time to alert their masters.

VAULT OF HORRORS

Not all the terrors in these levels are tied directly to the mind flayers. Many of Gauntlgrym's vaults stand in these depths: enormous, stone-walled chambers, reinforced with steel, some shut by mithral doors or protected by ancient magic. One such vault is the home of dire corbies (page 128). Once a race of large, flightless birds, the creatures have been trapped in the depths so long that they have mutated

into predatory, semihumanoid horrors. It is unclear how much of the mutation was natural, how much was due to the ambient magic of the Underdark, and how much was due to the abolethic influence. Whatever the case, dire corbies stalk the depths, shrieking their madness and slaughtering anything they find.

The vault where they dwell practically resonates with an acrid stench and is littered with the bones of the corbies' victims and their own dead. The chamber also holds a wealth of dwarven treasure that the duergar have been unable to claim for their own.

Ever Downward . . .

Beyond the mind flayer colony, the tunnels delve deeper, away from Gauntlgrym and into the Underdark. The horrors the characters might encounter here are beyond the scope of this book, but entire adventures and campaigns await. If you want, you can allow the characters to explore the Underdark briefly. For example, perhaps to reach the depths of the Chasm in Neverwinter, the party must travel through tunnels haunted by grells, drow, and other fearsome subterranean creatures.



A mind flayer sits down to dinner

Evernight

Legend has it that every major feature of the mortal world—every mountain, every ocean, every forest, every river, and every city—has a dark, twisted reflection in the Shadowfell. There, shade is darker, edges are murkier, and everything that makes a place wholesome and natural is warped into a dark and twisted version of itself.

The city of Neverwinter has such a reflection—the shrouded city of Evernight. A small city in the Shadowfell, Evernight consists of cracked stone edifices and rotted wood homes. Its roads are made mostly of trampled grave dust, and its few cobbled streets are missing enough stones that they appear pockmarked and diseased. The sky is corpse-gray, and the breeze blows both cold and humid, bringing an endless chill to the skin. Evernight never experienced the cataclysm that rocked its mortal counterpart; if anything, the city has grown and prospered over the past decades. Many people would call that a shame, because if any city was ever worthy of destruction, it's Evernight.

The city's living residents include maddened necromancers; corrupt purveyors of human flesh; worshipers of dark and evil deities; and others who are both able to make themselves useful and crazy enough to want to live here. But the living are a minority in Evernight, for the bulk of the population are the shambling dead. Zombies, wights, vampires, pale reavers, and other undead make the dark city their home, all under the watchful eyes of the ruling caste: the flesh-eating ghouls.

DAILY UNLIFE

Most of Evernight's citizens have few basic needs. Many do not hunger, and those that do satisfy their appetites with living captives. If they require rest, it is only in dirt-filled coffins. They do not taste food and drink or revel in luxuries as mortals do. They require precious little coin; if they toil, it is to advance their ambitions or retain their possessions. The undead of Evernight have no daily "lives" that resemble anything mortals experience.

Regardless, many undead maintain patterns of behavior that were instilled in them during their living years. Some keep opulent homes (if only for the status they bring), yet these dwellings are filthy and run down. Others perform the duties that keep Evernight running, serving as soldiers, crafters, merchants, and the like—not to earn income, but out of boredom, out of habit, or to curry the favor of more powerful citizens. Entertainment consists of such events as mock combats that often turn real; games of hide-and-seek with captured mortals in which the

winner gets to feast on the loser; and various sports, plays, and puppet shows in which humanoid body parts serve as equipment and props.

Visitors from other places see in Evernight a nightmarish mockery of civilized life. Mindless undead such as zombies shamble aimlessly about the city, waiting for authority figures to assign them menial tasks. Other undead, such as ghouls and wights, either tend to their duties or cavort and play as the whim takes them. Most of these activities occur in silence, for even the dead that remain capable of speech rarely feel the need to talk.

Evernight's government, such as it is, takes the form of a tribunal of particularly powerful ghouls and ghosts—disciples of Orcus, former spellcasters, or undead that have grown ancient and mighty. They hand down few edicts; their main purpose is to settle disputes or step in when events occur that the populace cannot handle without their help. Members of the tribunal proclaim their verdicts by eating whichever party they find unworthy, so few city residents petition the group unless they have no other option. That said, the tribunal is responsible for one especially unpopular law: It can declare useful living beings to be true citizens of Evernight and therefore off-limits to ghouls and vampires, no matter how hungry the undead might be.

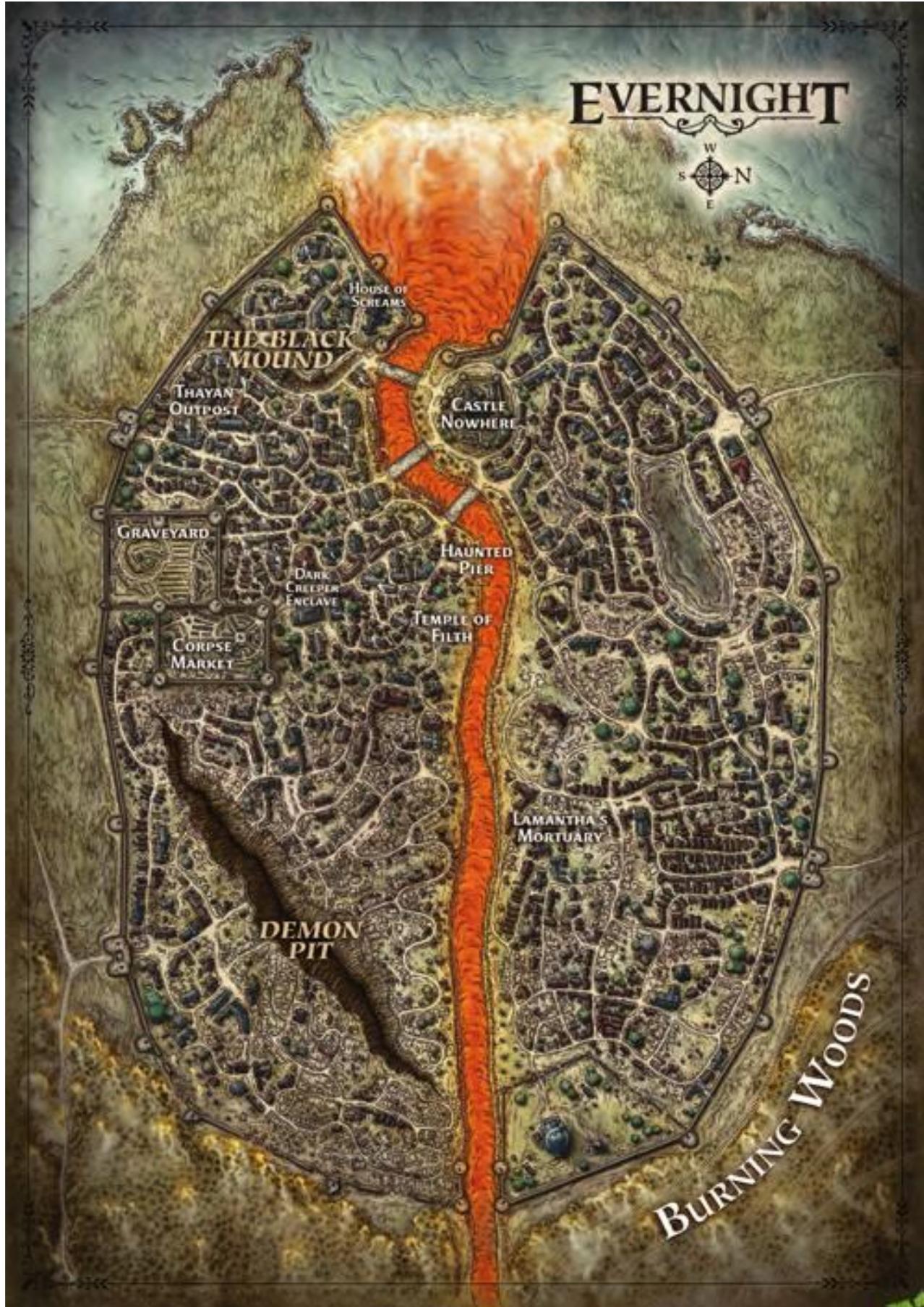
Troublemakers Beware

As mentioned above, Evernight does not have much in the way of laws, so it needs no system of formal punishment. The way to survive quickly becomes clear: If you are a living being in the city and have not been declared a citizen by the tribunal or accepted as part of a faction, you had better prove yourself useful, either to the population as a whole or to someone important enough to extend protection to you. Otherwise, undead citizens are welcome to do with you as they will.

This situation does not mean that the characters will be attacked as soon as they show their faces in Evernight. Most of the undead assume that if a mortal is walking around the streets, he or she is supposed to be there. Usually, an undead resident demands proof of a mortal's right to be in the city only if the visitor offers offense (genuine or imagined) or if a ghoul or vampire is particularly hungry. Of course, starting trouble—such as fighting or trying to steal slaves or meals from their rightful owners—marks outsiders as fair game. Anyone who has legitimate dealings in Evernight knows better than to do something so foolish.

Being killed and eaten is not the worst possible fate that can befall troublemakers. Some vampires and ghouls enjoy crippling humanoids and saving them in the larder for later meals, and quite a few unfortunate souls are given funerals (see "The Graveyard," page 206).

EVERNIGHT



CREVICES OF DUSK

Although the ambient energy of the Shadowfell curbs their appetites, allowing them to go for a long time without eating, eventually ghouls and vampires must feed. And in its own horrid way, Evernight provides.

The city has few actual portals to Neverwinter, but various weak spots exist in the barrier between worlds, such as the shadow crossing near the Thayan outpost (page 209). In addition, Evernight has an uncountable number of crevices and cracks that connect the city with its counterpart in the mortal world. Some are hidden in ramshackle buildings or tucked away in narrow side streets. Others are public and well known, situated in common areas such as the Corpse Market. These crevices between worlds lead to the darkest spots in Neverwinter, from back alleys to dusty cellars to shadowy bedroom closets. The crevices are responsible for many of Neverwinter's urban legends: haunted streets where people vanish, monsters hiding under the bed, and the like. It is through these cracks that the undead of Evernight drag their still-living meals, leaving behind no trace of the victims and no clues to their fate.

GAPS IN THE WORLD

The crevices of dusk bridge the mortal world and the Shadowfell. A square adjacent to a crevice in Evernight is considered adjacent to the specific square in Neverwinter to which it leads. Some crevices always occupy the same place, and other cracks shift locations randomly. Regardless, all crevices lead from Evernight to areas of dim light or darkness in Neverwinter. Under normal circumstances, a creature cannot move through a crevice (including by teleportation), but it has line of sight and line of effect for all other purposes, and it can attack, communicate, or pass objects through the crevice. A Medium or smaller creature grabbed by a resident of the other side can be pulled through a crevice, using the normal rules for dragging a grabbed opponent.

THE OUTSIDERS' WAR

Several of the Shadowfell's main byways run through Evernight, making the city a center of trade. (Living merchants not granted citizenship can obtain visitor tokens that render them immune to being eaten—as long as they can produce said tokens upon demand before it's too late.) One of these passes is the Shadowfell Road, a mystical road that exists only if it is approached and followed precisely. It serves

Valindra Shadowmantle's forces as a supply route from Thay. The undead of Evernight permit the Thayans to use this road, partly

because the Thayans pay them in people—living victims for the vampires, dead for the ghouls—and partly because trying to evict the Thayans would be more trouble than it's worth. The undead have the advantage of numbers and power in the Shadowfell, but they aren't foolish enough to anger a nation of necromancers unnecessarily.

Evernight has a similar arrangement with Netheril. A Shadovar ambassador has dwelled in the city since before the Shade Enclave returned to Toril, and the Netherese claim many of the Shadowfell routes as their own. Again, as long as the Netherese pay the occasional body or prisoner in tribute, the ghouls see little cause to oppose them.

The conflict between Thay and Netheril threatens to spill over into Evernight, however, and that is where the tribunal takes a stand. The ghouls and ghosts do not care if the Thayans and the Netherese slaughter each other beyond Evernight's walls, but they consider their city a neutral zone. The undead have made it clear that if the two sides begin fighting there, anyone involved in the battle loses the tribunal's protection and can be eaten by the populace. A few assassinations and ambushes still occur here and there, but as long as such violence is isolated and infrequent, the ghouls let it pass.

INTRIGUE IN EVERNIGHT

Clever characters might be able to use the undead against the Thayans or the Netherese. If the characters goad one side into attacking the other in Evernight (or fake such an attack), the ghouls might take care of a large number of the enemy.

On the other hand, any character who is caught up in a fight between Thay and Netheril faces two equally terrible fates: being turned over to the slighted party or being punished by the ghouls.

BLACK MOUND

Black Mound is a small rise in one corner of the city and also the name of the neighborhood that stands atop it. The houses and manors here are larger, though no less dilapidated and filthy, than others in Evernight. The most powerful undead dwell here, and most of them are ghouls. In disputes with other citizens, residents of Black Mound are assumed to be in the right more often than not. Outsiders and lesser undead that spend too much time in the neighborhood are confronted and questioned.

House of Screams

One of the largest manors in Black Mound and certainly the oldest, the House of Screams is the nearest



thing to a courthouse or a city hall in Evernight. The tribunal assembles in the manor's upper level to moderate disputes. The doors are reinforced with rusty portcullises that are lowered during assemblies, ensuring that the loser of an argument cannot easily flee the ghouls' judgment. (The tribunal finds vampires, with their ability to transform into a gaseous state and slip through the bars, to be a real pain in the neck.)

The large, open cellar of the House of Screams serves as an arena where citizens can formally work out their problems—that is, attempt to kill each other—without involving the tribunal. Bored ghouls, wights, and vampires hang around the cellar constantly, hoping for entertainment. They can act as witnesses to a conflict and confirm that the participants observed all the rules of engagement (such as they are).

TEMPLE OF FILTH

Once, so long ago that it's scarcely recalled by anyone but the oldest of the city's undead, this building was a temple to Bhaal and Myrkul, gods of death who were destroyed more than a century ago. Today, nearly all the ancient symbols and icons are gone, and those that remain are mere dust-covered curiosities. The temple is now dedicated to the demon prince Orcus, Lord of the Undead, and his seneschal Doresain, the Ghoul King.

The undead of Evernight gather here, chanting unholy litanies and consuming specially profaned flesh. They sometimes ask the temple priests to settle arguments when they do not want to risk involving the tribunal. The priests do not destroy the losers in such disputes; instead, they demand that both parties perform a service—such as gathering victims or doing physical labor—in return for their judgment.

The temple's holy symbols are constructed of bone. The altar is built of corpses sewn together on their hands and knees, which are frequently replaced as they become too rotten to support their own weight. The windows are paned with flesh and tissue stretched so tightly that light shines through in shades of crimson. In all, the Temple of Filth is a place of true horror.

The Grand Disciple (high priest) of the temple is Ursuntos, an adept of Orcus (*Monster Manual* 3). The ghoul and vampire underpriests jump at his every whim, and his power in the city is second only to the ghouls on the tribunal.

Pool of Daylight

Deep within the temple, locked away behind trapped and cursed doors and shaded with rituals of darkness, a literal pool of radiance gleams with the



A ghoul prepares a grave

brightness of Toril's midday sun. Merely entering the room causes undead crippling pain, and touching the liquid has been known to instantly destroy weaker ghouls and vampires.

Within the pool—or so the ghouls claim—lies an artifact capable of destroying undead by the hundreds. The ghouls safeguard the device partly to keep anyone else from having it and partly to use it as a doomsday weapon in case the Thayans ever break their agreements and try to conquer Evernight. So far, only the tribunal and the priests of the temple know whether the artifact exists. However, since the Thayans are getting what they need from the Shadowfell Road, they see no reason to test the ghouls' claim.

THE PALL OF DEATH

The Temple of Filth, the Demon Pit, and several other areas of Evernight are bursting with even more necromantic energy than is found in the Shadowfell proper. Certain squares of these areas take on the traits of both defiled ground and necrotic ground (*Dungeon Master's Guide* 2).

DEMON PIT

When the Chasm opened in Neverwinter, a smaller reflection of it cracked the dark earth of Evernight as well. The undead of Evernight are as ignorant of the reason behind these events as are the people of Neverwinter. In fact, the undead believe that the rift, which they have dubbed the Demon Pit, leads all the way to Doresain's White Kingdom, deep in the Abyss. To date, nobody has proved this theory because the pit seems to be bottomless, and those who descend too far never return. On occasion, the ghouls and vampires throw a live mortal into the pit as a sacrifice to Doresain and Orcus—just in case.

THE GRAVEYARD

The Graveyard in Evernight is a broad, sprawling affair. Tombstones and mounds of earth sprinkle the terrain around aboveground mausoleums. Gargoyles, devils, and angels, carved in marble and granite, peer with empty eyes over all who set foot on this unholly ground. A few of the city's undead that perish in battle or accident are buried here, but the Graveyard's main purpose is not to serve as the final resting place for Evernight's citizens. Instead, it's a site where the ghouls blend their hunger and their faith in the performance of a ceremony that is the stuff of mortal nightmares.

When a ghoul captures a living humanoid (perhaps an outsider in the city who does not have protection or a mortal who was snatched through a crevice of dusk), it eats the victim immediately only if it is starving. Ordinarily, it drags the poor soul to Lamantha's mortuary, where the necromancer injects him or her with a paralytic distilled from the humors of the ghouls. Lamantha then cleans up the victim, dresses him or her in the finest clothes, and takes the helpless mortal to the Temple of Filth. There, the priests conduct a funeral service for the victim, asking the blessings of Doresain. Finally, the victim is placed in a coffin—often stained with the blood and decay of past inhabitants—and carried in a formal procession, replete with paeans to Orcus and Doresain, to the Graveyard. The victim is buried alive, allowed to die slowly and rot for a time before being reclaimed for food.

LAMANTHA'S MORTUARY

Lamantha, a human necromancer who is almost certainly mad, works primarily as a mortician and taxidermist. She prepares victims for their “funerals”—making them look their best and ensuring that they won't start moving again until they are secure in their coffins—and she also prepares bodies (or parts of bodies) for undead that want trophies, tools, decorations, or sporting equipment. On occasion, Lamantha makes up undead to look like living beings, if they so desire, and serves as a “healer” to undead that have been injured. In exchange, the ghouls leave her alone to continue her studies, which have something to do with the observation of growth and change among the undead; her precise purpose is unclear.

Despite her amoral nature and her willingness to perpetrate horrors, Lamantha is not innately hostile to living beings. In fact, she welcomes their presence now and then so she can discuss current events in the mortal world or other topics of interest. Thus, if the characters can avoid angering her, they might find the mortuary a safe place to rest for a night or two. Much longer than that, Lamantha's patience with the foibles of the living will run out, so visitors should be careful not to overstay their welcome.

HAUNTED PIER

A river once ran through Evernight, fast and fierce, wrecking ships whose captains lacked the skill to navigate its treacherous waters. No more. For more than two decades, lava from Mount Hotenow has trickled steadily through the city in the channel of the old river. The lava flows into the sea and creates an enormous cloud of steam and fog that occasionally shrouds that end of the city in mist.

Several stone piers still stand on the banks of the channel, and on rare occasions, ghost ships materialize, seemingly held afloat on the lava. These ships dock at the empty piers for a few hours or a few days, then vanish upstream once more. The sounds of creaking rigging and moving cargo resound throughout Evernight, yet no figures appear on deck.



CASTLE NOWHERE

This spindly, crumbling castle is the city's equivalent of Neverwinter's Castle Never, though it's a poor analogue. Narrow spires claw desperately at the heavens, and the castle's gates hang open in a broken-jawed smile. Not even the oldest of the city's undead know who built the castle, if anyone. Castle Nowhere has always been there.

Well, "always" isn't quite right. For no reason anyone has determined (theories range from planar flux to ancient magic gone awry to the curse of a powerful being), Castle Nowhere exists for only a few days in every ten. The rest of the time, it simply isn't there. Legend has it that people who disappear along with the castle never return, so no one can say with authority whether it goes somewhere else or it ceases to exist for the duration.

Neither the undead nor the living of Evernight are willing to enter the darkened halls of Castle Nowhere, in part for fear of disappearing with it, and in part because they say it's haunted. Such a claim might strike outsiders as ridiculous coming from a population of necromancers, ghouls, and vampires, but the citizens stand by their beliefs (and they grow offended if they are mocked).

Some believe that Castle Nowhere is occupied by the spirits of people eaten by the city's ghouls and vampires; others say that these spirits are the ghosts of aberrant entities from the Far Realm. All agree that the phantoms feed on other creatures' hunger. They can cause living beings to starve to death, and if they get their hands on a ghoul or a vampire, they can feed on the victim endlessly, damning the undead to an eternity of starvation. It's a fate far worse than a second death, and one that the undead are not willing to risk.

THE RAVENOUS DEAD

The hungry spirits of Castle Nowhere can be represented by any insubstantial undead creature. Simply add the following power to each spirit.

STANDARD ACTIONS

† **Consume** ♦ **Recharge** when no creature is removed from play by this power
Attack: Melee 1 (one Medium or smaller creature); level + 5 vs. AC
Hit: The target is removed from play and takes ongoing 10 damage (save ends both). When the effect ends, the target reappears in an unoccupied space adjacent to the spirit, which cannot use the power against the target again during this encounter.
Special: If an undead creature is reduced to 0 hit points by this ongoing damage, that creature does not die. Instead, it remains removed from play until the spirit is destroyed or willingly releases it as a minor action.

CORPSE MARKET

Behind walls in a space adjacent to the Graveyard, the bulk of Evernight's commerce ebbs and flows. As with any market in Toril's cities, a combination of shops, stalls, and wandering street vendors fill the space, hawking their wares to passersby. Voices rise ever higher, seeking to drown out the competition, creating a cacophony that seems out of place in what is otherwise a relatively silent city (sporadic screams of terror and agony notwithstanding). Although most of the market's vendors and customers are undead, the place might give the characters a brief sense of normality in this hideous city. It's a sense that lasts only until the characters take a closer look at the goods for sale.

Quite a few vendors sell meals to undead that are too busy or too lazy to catch their own. Glass or ceramic decanters, enchanted to keep the contents fresh, hold bloody refreshment for the city's vampires. The more expensive shops offer a selection of specific types of blood—male or female; young or old; human, elf, or dwarf; and more specialized fare, such as blood from wizards or royalty. For the ghouls, some vendors carry body parts for when hunger strikes them.



Delicacies for sale

Other vendors sell necromantic supplies to living and undead spellcasters. They provide body parts for experimentation, rare bones and blood, fresh grave dirt, profaned holy symbols—everything a necromancer could need. The Corpse Market also offers grafts (see *Open Grave*): undead parts that are magically animated, ready to be attached to a living body for the right price. Some merchants perform the attachment for an extra fee. The most famous such vendor is Sanjos Irridan, a mad necromancer, surgeon, and vampire night witch (*Monster Vault*). A large banner over his shop promises “An arm and a leg for less than an arm and a leg.”

Although the market specializes in unnatural goods, the undead of Evernight need normal supplies as well—tools, raw materials, weapons, and the like. Thus, the characters can probably find any mundane equipment they might require, as long as they can stomach everything else going on around them. Since much of the merchandise was taken off the bodies of slain humanoids, the characters might recognize symbols or styles in the equipment they purchase.

Near the Corpse Market is a fenced-off area where many vendors dwell or keep their storehouses and workshops. The merchants do not take kindly to unauthorized visitors in this area. They assume that intruders are thieves or spies and react violently.

Undead for Hire

Several vendors in the market rent zombies as porters and laborers. In no case will these zombies fight on behalf of the customers, and the renters are responsible for the safe return of each zombie in one piece. Renting a zombie costs 10 gp per day, and customers are required to leave collateral: a chunk of flesh that is surgically removed and alchemically treated so that it can be reattached later.

For a character who rents a zombie, this collateral is represented by the loss of a healing surge that cannot be recovered until the piece of flesh is reattached or until the character is the beneficiary of a Remove Affliction ritual or a cleric’s *holy cleansing* power while he or she is outside the Shadowfell.

Occasionally, sentient undead in need of quick coin (or out for a lark) hire themselves out as guides. They can lead the characters to obscure locations and answer questions about the city—assuming that the characters trust what they say. Some of these guides are willing to leave Evernight, but this sort of service costs at least 100 gp per day, and the price goes up for longer and more dangerous journeys. These guides refuse to fight for their clients, although they will defend themselves in a confrontation until they see a chance to flee. They might or might not return to resume their duties once a battle is over.

Theme Tie-In

Some of the undead that can be hired in the market are capable of sniffing out different flavors of death from miles away. An Uthgardt barbarian character might hire a guide to locate the missing thunderbeast totem, and an heir of Delzoun might use a guide’s help to find Gauntlgrym.

Such an endeavor is even more expensive than normal—costing at least twice the usual fee—and quite risky. The guide might fail to locate the target or might betray the characters, especially if a better deal comes along.

The Auction Block

In one corner of the Corpse Market, a large stage of old wood and bone is the site of occasional auctions. Vendors step onto the stage and announce what they’re selling, in hopes of attracting an audience. Sometimes, undead bid to purchase living captives for use as supper or slaves.

Although the characters are not in a position to stop this practice—not unless they’re prepared to take on the entire city—they might be able to save a particular captive. (The auction block is a good place to reintroduce an interesting person they might have met earlier in the campaign.) They can bid for the poor soul, stage a stealthy rescue before the sale is finalized, or intervene more forcefully when the new “property” is being delivered.

The Resurrectionist

Every day, the market’s best-known patron wanders through the stores and stalls for hours. Known as the Resurrectionist, he appears to be a frail old human in a tattered, hooded cloak. He examines various bodies and body parts for sale, picking them up, turning them over, and occasionally sniffing them. He always puts them back with a deep sigh and continues on his way.

A TRADE OF FAVORS

The Resurrectionist is willing to raise any player characters who might have died, without charge, in exchange for services to be named at some future date. You can use this event as a plot hook to send the adventurers on a quest later in the campaign, perhaps searching for a particular ritual component or the remains of someone who might be the old man’s long-lost friend. Refusal to accept such a quest for the benefit of the Resurrectionist results in the instant negation of his magic—in other words, the character he raised drops dead. (He explains this contingency when he offers his services, so the adventurers know what they’re getting into.)

If asked, the old man explains that he's looking for any trace of someone he lost long ago. He won't say precisely who or how long; indeed, he seems not to remember the details even though he tries. He says that when he finds the parts he seeks, he intends to use them to raise the lost individual from the dead—no matter that it's been far longer than any normal resurrection rite can handle. He swears he can bring anyone or anything back to life, if only he has the necessary parts.

DARK CREEPER ENCLAVE

An old, run-down manor beside the Graveyard, one of the largest residences in the city, is home to the Glumguts, an extended family of dark creepers (*Monster Manual*). The Netherese employ them to staff this manor, which serves as a consulate for them. The dark ones have no formal authority in Evernight; their manor is simply a place where visiting Shadovar can stay and anyone can drop off messages for the Netherese.

The dark creepers supplement their income through theft. They do not rob the undead—they wouldn't dare—but any living visitors to the city, even those off limits to the ghouls and vampires, are fair game. (They usually avoid robbing Thayans unless they can catch a straggler alone.) The dark creepers often lurk outside the city, acting as bandits on the Shadowfell Road.

A dark stalker named Blackclaw leads the family. Every one of the Glumguts fears hearing Blackclaw's snarling voice from behind them, for he punishes slights and failures in unexpected moments and cruel ways. Only three dark creepers dare to challenge him: two young cousins of his named Thrax and Vynnia, and Blackcut, who is Blackclaw's son. Believing themselves protected by Blackcut's relation to his father, they make merry with various prank-some acts and sly ventures throughout Evernight. They regularly seek excitement, taking particular interest in individuals who don't seem to be from the Shadowfell.

The truth of the matter is that Blackclaw does not know about many of the youngsters' activities, and he has not yet discovered they are the culprits of various acts that have embarrassed and otherwise hindered the Netherese in the city. Were he to discover they are the cause of these woes, no family ties would hold back his wrath. On the other hand, if the Netherese find out the truth, it might doom the whole family.

THAYAN OUTPOST

A fire-blackened warehouse not far from the Haunted Pier is the headquarters of a small force of Thayans led by Katrice Ansar (a human hexer; see *Monster Manual 2*). They use the building as an outpost that lets them maintain a presence in Evernight and keep an eye on things in the city. The Thayans are certain that the Netherese have spies watching them—agents other than the dark creepers—but they haven't been able to locate these supposed agents.

Atop a small hill in a largely abandoned neighborhood, just in sight of the Thayan warehouse, a pair of wrought-iron gates seemingly leads nowhere. The gates are the arrival point of Thayans who use rituals to enter the city from Neverdeath, the cemetery in Neverwinter. This shadow crossing is not a natural portal, but a point where the walls between the mortal world and the Shadowfell are weak. Hidden Thayan guards watch the area around the gates at all times. The guards include undead that are loyal to Valindra Shadowmantle, not to the local ghouls.

EVERNIGHT ENCOUNTERS

Almost any form of corporeal undead can be found in Evernight, along with various living humanoids and the occasional creature of pure shadow. Use the suggested encounter list in the Thayans section (page 107), with the following additions.

EVERNIGHT ENCOUNTERS

Creature	Level and Role	Source
Ghoul Flesh Seeker	4 Lurker	MM3
Ravenous Ghoul	5 Brute	MV
Vampire Spawn Fleshripper	5 Minion	MM
Ghoul	5 Soldier	MV
Ghast	6 Brute	MM3
Adept of Orcus	6 Controller	MM3
Stench Ghoul	6 Soldier	OG
Corpse Vampire	8 Skirmisher	OG
Plaguechanged Ghoul	9 Brute	FRCG
Cadaver Collector	9 Elite Soldier	MVN
Vampire Muse	10 Controller	OG
Vampire Night Witch	10 Controller	MV
Elder Vampire Spawn	10 Minion Soldier	MV
Vampire Lord	11 Lurker	MM
Master Vampire	12 Lurker	MV

MV: *Monster Vault*. MVN: *Monster Vault: Threats to the Nentir Vale*. MM: *Monster Manual*. MM3: *Monster Manual 3*. OG: *Open Grave: Secrets of the Undead*. FRCG: *Forgotten Realms Campaign Guide*.

Beyond Evernight

As a traveler moves along the roads from Evernight, the sky turns darker, and the air becomes thick and gritty. The wind blows hot and acrid, stinging the eyes, and in the distance, a ruddy glow can be seen.

BURNING WOODS

The Shadowfell reflection of Mount Hotenow is erupting constantly. For years, it has spewed ash and cinder, magma and flame. The lava flows coat the sides of the mountain and spread through the surrounding forest. Always aflame but never consumed, this is the Burning Woods, the Shadowfell's version of Neverwinter Wood. Indeed, these woods have slowly expanded over time as burning saplings grow into fiery trees. Some of these trees burn within the city walls.

Anyone approaching the woods from the city must wade through a desolate wasteland, calf deep in ash and faintly glowing embers. The gray of the ash blends with that of the smoke, obscuring the horizon at times and giving observers a sense of empty



The Burning Woods

infinity. On occasion, burrowing undead such as corpse vampires and carcass eaters (see *Open Grave*) burst from the ash in ambush.

As they reach the woods, the roads transform into narrow forest paths, twisting and turning between the blackened, glowing trees. Some paths seem to lead travelers into danger deliberately, or emerge from a thick curtain of smoke at a destination it should not be able to reach. Travelers who walk these trails without care can go miles in the wrong direction or end up back where they started.

As if that wasn't bad enough, the bandits and predators of the region know that these roads are the only truly usable paths, and they hunt accordingly. Travelers who lack numbers or obvious power might face an array of attacks and ambushes before they make it through the Burning Woods.

Streams of lava from Mount Hotenow flow through the woods and plains, fingers of glowing crimson. Fires dance along the banks, even outside the woods where nothing exists to burn, and the flows emit gouts of smoke seemingly almost solid enough to climb. Ash, cinders, and small stones fall occasionally from the sky.

ASH TREE

Some of the blackened and crackling trees of the Burning Woods seem sentient, even angry. They lash out whenever a creature comes near.

Ash Tree	Level 9 Hazard
Terrain	XP 400
Detect Perception DC 12	Initiative +7
HP 100	
AC 23, Fortitude 21, Reflex 14, Will –	
Immune fire, necrotic, poison, psychic, forced movement, all conditions, ongoing damage (except cold)	
MINOR ACTIONS	
† Contracting Branch (fire, necrotic) ♦ At-Will	
Attack: Melee 3 (one creature grabbed by the tree); +12 vs. Fortitude	
Hit: The tree pulls the target to a square adjacent to it, and the ongoing fire and necrotic damage increases to 10.	
TRIGGERED ACTIONS	
† Burning Branch (fire, necrotic) ♦ At-Will	
Trigger: A creature enters a square within 3 squares of the tree or starts its turn there.	
Attack (Opportunity Action): Melee 3 (triggering creature); +12 vs. Reflex	
Hit: 2d8 + 3 fire and necrotic damage, and the target is grabbed (escape DC 17). The target takes ongoing 5 fire and necrotic damage until the grab ends.	
COUNTERMEASURES	
♦ Delay: If the tree takes 15 or more cold damage from a single attack, it cannot use <i>burning branch</i> until after its next turn.	

DANGEROUS TERRITORY

Portions of the Burning Woods and its surroundings are swathed in extreme heat, pervasive smoke, or both (*Rules Compendium*). Areas of heavy ash are difficult terrain. Squares where the burning rain of ash and cinders falls are lightly obscured, and each such square deals 1d4 fire damage to any creature that starts its turn in it.

On occasion, the sky rains gouts of fire and lava from the volcano. Treat this as a caustic geyser (*Dungeon Master's Guide*) that deals fire rather than acid damage, and causes those affected to grant combat advantage and take ongoing 5 fire damage (save ends both) instead of becoming blinded. Squares containing smoke are heavily obscured.

The flows of lava have a current of 3 to 5 squares (*Rules Compendium*), but being dragged across the plains or the forest is the least of a character's problems. Simply touching the lava deals 5 fire damage; a creature that enters a square of lava or starts its turn in one takes 15 fire damage.

Den of the Hunters

A small earthen cave in the woods, mostly protected from the rains of fire, is the temporary home of a band of hunters. The group is made up primarily of mortal humanoids, accompanied by a few shadar-kai. Their "hunting hounds" are humanoids that have been corrupted by the Shadowfell, twisted and deformed to run on all fours. No longer sentient, they behave as animals (use the shadow hound in the *Monster Manual*).

The bandits hunt the Shadowfell as a form of sport to alleviate the boredom of their normal lives. They are an erudite, civilized bunch, happy to visit with the characters, share their meal, and travel with them for a time. Inevitably, however, the two groups probably come to blows. Perhaps the bandits invite the characters to join them in preying on other sentient travelers, or maybe the bandits decide to lessen their ennui by hunting the adventurers themselves.

MOUNT HOPENOW

Although the constant eruptions and caverns of magma make exploring the Shadowfell reflection of Mount Hotenow exceedingly dangerous, determined characters can enter some of the peak's caves and paths. A number of portals to Toril and the Elemental Chaos exist within, usually in the hottest and most hazardous depths. Many of these caves are occupied by elemental creatures, as per Mount Hotenow in the mortal world, and others are home to fiery undead. If the adventurers have already dealt with the fire

creatures of Mount Hotenow (such as the followers of King Gommoth), they might have to do so again here, confronting the angry spirits of those they have already slain once.

THE BURNING DEAD

You can model "fiery undead" by starting with traditional undead creatures and giving them fire damage, or by taking the same fire creatures from Mount Hotenow in the mortal world and giving them undead traits. Alternatively, you can use existing undead that already have a fire theme.

FIERY UNDEAD

Creature	Level and Role	Source
Blazing Skeleton	5 Artillery	MV
Flameskull	8 Artillery	MM
Forgewraith	8 Elite Controller	Dun
Charnel Cinderhouse	9 Solo Soldier	OG
Flameborn Zombie	10 Soldier	DD

MV: *Monster Vault*. MM: *Monster Manual*. OG: *Open Grave: Secrets of the Undead*. Dun: *Dungeon 167 ("Heart of the Forbidden Forge")*. DD: *Dungeon Delve*.

SHADOWFELL ROAD

Few know the full truth behind the Thayans' Shadowfell path—their main supply route between the Neverwinter region and Surcross, and also the primary source of conflict between their forces and those of Netheril. If the characters intend to thwart Valindra Shadowmantle's efforts in the region, they must follow the road and cut off the Thayan evil at the source.

Despite its name, the Shadowfell Road is no simple trail, clearly marked and distinct. It is a complex and twisting route, one that makes use of the plane's peculiar, distance-warping properties. One portion of the road might be miles or leagues from the next, connected only by subtle teleportation effects that travelers might not notice. Step through the proper alleyway, arch of trees, or mountain pass, and the path continues; try to go around or miss a turn, and travelers might go nowhere fast. The trail runs through a dozen regions and terrains, including villages, graveyards, swamps, and mountains. (A few of these locations are detailed below; you are encouraged to add more.) The road's magic works only for those who follow the path in its entirety. If the characters try to join the route farther along or skip ahead, their journey takes far longer than it otherwise would—assuming that they can reach their destination at all.

The Thayans use the Shadowfell Road without experiencing much trouble from

the groups and monsters that lurk along the way. They have either cowed such creatures into submission, or they travel in sufficient numbers to prevent interference. The characters, however, have no such advantage, and the range of possible opponents is extensive—Thayans; Netherese; any sort of undead; Shadowfell creatures, such as dark ones, nightmares, or shadows; and any number of humanoid gangs or groups, whether they are bandits or lost wanderers.

The portal from the Dread Ring to the Shadowfell, which deposits travelers a short distance from Evernight, is not technically part of the route. The road officially begins in the city, leads out the southwest gate, heads east through the fiery depths of the Burning Woods, and carries travelers into the deeper and more confusing depths of the plane.

Lost Along the Way

At several points along the route, the Shadowfell Road shifts for a short time into the mortal realm. For instance, the path briefly passes through winding trails in the mountain ranges across central Faerûn between Neverwinter and Thay. Travelers journey along a few wide ledges and through a few craggy vales before a permanent portal in the depths of a cave leads them to the next stretch of the path in the Shadowfell. For newcomers to the path, it's easy to get lost in these areas. To resume their travels, the characters might have to track Thayan caravans or use magic and Arcana to locate the portals. (They also might have to undertake brief side adventures here and there.)

DESTINATION ANYWHERE

Because of the plane-warping effects of Shadowfell travel, the characters might emerge from the Shadowfell Road into the mortal world in a place that is not physically located between Thay and Neverwinter. The road can (and from time to time does) lead to almost anywhere in Toril. You can use this quirk for brief excursions into other locales or as a way to drop hints of future plots and adventures.

If the characters miss a turn on the road and end up lost in the Shadowfell, they can find their way back to the path eventually with the proper skills (or skill challenges). If they make this kind of mistake, you can use it as an opportunity to include Shadowfell-based side quests in your campaign.

Endless Alleys

A few hours' travel from Evernight, the Shadowfell Road makes one of its spatial jumps. The characters can see that something odd is coming up, since a large number of empty Thayan wagons are standing on the edge of the road (possibly guarded by a small group of undead). Indeed, the Thayans leave a supply of wagons on both sides of this segment of the route. They know that they cannot drive the vehicles over this portion of the route through the mortal realm and must carry their cargo manually.

If the adventurers pass through the shift, they emerge into what appears to be a filthy back alley, the sort commonly found in the worst neighborhoods of large cities. None of the buildings on either side of the alley have doors or windows. The alley extends in both directions, leading to . . . more alleys.

In fact, the characters have landed in a labyrinth of back alleys. The surrounding structures are built of brick and offer no way to look inside or enter them. The shadowstuff of the walls prevents teleportation. A phasing creature that enters a wall emerges elsewhere in the alley complex. If the characters climb the walls, they look out over an array of featureless buildings and alleys, stretching as far as the eye can see.

As the adventurers make their way through the corridors or across the rooftops, they hear a chorus of giggles. Phantom children, their eyes blank and their expressions empty, appear before them. Each clutches a stuffed animal or a garishly painted doll in one hand; the giggling voices emerge from these toys. The children try to embrace or tug on the characters, and each touch spreads necrotic agony. When a phantom is destroyed, the spirit vanishes and the toy drops to the ground, whining in disappointment as it slowly disappears.

For the children as foes, use insubstantial undead of a level appropriate to the party, such as a specter (*Monster Manual*), a wraith (*Monster Vault*), or a ghost (*Monster Manual*).

Still Waters

One section of the Shadowfell Road passes through a stretch of swamp. The waters are dark, cold, and seemingly motionless, and the “road” is made of trees that have been cut down and bound together to form a rickety path that vehicles can traverse only carefully. Some of the lashed-together trees and branches run in different directions, creating trails that lead off the road proper.

Various shadowborn dwell in the swamp in tiny hamlets of huts built atop stilts. They travel the waters on skiffs, pushing them with long poles. The residents have no interest in passersby, but their appearance might warn visitors that something is amiss—all the swamp-dwellers wear blindfolds.



Looking for a playmate

The first time the characters glance into the dark water, they discover the reason for the blindfolds. If any living being spots its own reflection in the swamp water, that reflection animates and attempts to murder the creature that cast it. (Treat the animated reflection as a creature that has the shadow spirit template from *Open Grave*, or as a shadow strangler from *Monster Manual* 3.)

Obsidian Ziggurat

The Shadowfell Road passes through an abandoned village at this location, winding around a few of the outbuildings before cutting straight through the center of town. The area would hardly be worth noting—just another ruin along the trail—if not for the tremendous ziggurat of gloss-black stone that looms beyond the far border of the fallen community. Stone

stairs run up the side of the pyramid that faces the village, and the characters can see torchlight and shadows flicker across the uppermost levels, despite the fact that no source or shape is causing them. The shadows seem to be dancing, occasionally taking the shapes of humanoids and great serpents as they gyrate spasmodically to the beat of an unheard drum.

SHADOW DANCING

The shadows make an attack (observer's level + 4 vs. Will) against living beings that watch them. On a hit, the target is forced to climb the stairs and cavort with the flickering shadows (save ends; the target can attempt a saving throw only on turns during which he or she is forced to hold still by any means, perhaps by being grabbed or immobilized).

If a creature spends 1 minute dancing atop the ziggurat, the victim disappears from the Shadowfell and appears on a similar pyramid in the ruins near the Lake of Salt, surrounded by snaketongue cultists (*Monster Manual*) and wereserpents (*FORGOTTEN REALMS Campaign Guide*). Any characters transported in this manner can find their way back to the Shadowfell Road by destroying the altar in the pyramid at which the cultists worship.

Village of the Mad Druid

All the citizens of this fully populated village are living humanoids, thriving as well as can be expected in the Shadowfell. However, they are also disguised, quite poorly, as undead. Dirt and makeup are smeared heavily across their faces and arms, their clothes have been ripped, and some have tied raw meat or bone to themselves with twine. They pretend to shamble and limp about town, groaning and moaning between conversations. It's comical, really—or would be, if it weren't so bizarre. If they are asked, the citizens explain that the ruse is the only way to keep their protector happy, but they say no more, claiming that she does not like people talking about her.

The characters might meet the village protector a little farther down the road. She is Shalanka, an eladrin twilight incanter (*Monster Manual*) who has been twisted to madness by the Shadowfell. She has come to believe that undead are the natural order of the world and that living beings are the abominations. Because Shalanka is insane, the feeble disguises of the townsfolk are sufficient to assuage her. She knows that she and her undead animal pack are too weak to attack the Thayans or Netherese, but she attempts to kill all other travelers. The characters must decide whether killing her in self-defense (and to protect other travelers) is worth condemning the village to live without its guardian. Perhaps they can find a way to cure her madness.

Thay Through the Veil

The characters have probably arrived after a grueling trek through the Shadowfell, facing all manner of unnatural horrors while trailing in the wake of an undead caravan. However they managed it, they have reached the venomous wellspring of an evil that has poisoned the Neverwinter region for decades—the birthplace of the horror that shattered the city.

The adventurers have reached the borders of Thay.

The nation looms over them, sprouting from the earth like a cancerous growth. The plateau on which the bulk of it stands rises thousands of feet above its surroundings, as arrogant as its ruler, Szass Tam. Merely gaining access to Thay proper would be an adventure unto itself, to say nothing of surviving within the confines of the necromantic nation.

Fortunately for the characters, they do not need to scale the imposing wall of rock or face the bulk of Szass Tam's armies. The source of their problems lies closer, just within Thay's political borders—not on high, but at the base of the escarpment. Here, on these broken badlands, scattered villages have been ravaged by warring powers that scarcely noted their presence. The ground is littered with smashed bones and tattered bodies that are too mangled for easy reanimation. And up above, casting an ominous shadow across the soil, a flying fortress of the Shadovar rains death upon the foes of Netheril.

The fortified town of Surcross and the eldritch, shadow-touched outpost of Veil stand at the base of Thay's plateau. Here, if the characters are very good, very careful, and very lucky, they can sever Valindra Shadowmantle's supply line and put an end to Thayan interference in the Neverwinter region.

Theme Tie-In

A renegade Red Wizard character who comes back to Thay is stepping into the lion's den. If the defenders learn of his presence, he can expect a wave of attacks—some blatant, others more stealthy—as agents of the necromancers try to abduct him from under the noses of his companions.

Work with the renegade's player to establish whether he has any old contacts or friends here. In fleeing Thay, he almost certainly had to pass through or near Surcross. Did someone there help him escape? Are those allies still free, or have they been imprisoned as enemies of the state? Similarly, could any of his old rivals or enemies (perhaps fellow students or a former instructor) be in Surcross or Veil? Perhaps they seize the chance to settle old scores.

The renegade might have knowledge of the defenses in Surcross. He might be able to come and go, using his knowledge of magic and Thay's laws to bluff the guards into believing that he is a loyal citizen.

Of course, if the Shadovar learn about the renegade, they take great interest, viewing him as a potential source of information or a possible agent—whether he wants to be or not. If he doesn't agree to assist the Netherese, they might threaten to share his whereabouts with the Thayans.

A NATION OF DEATH

Thay haunts the sleep of the rulers of nations a thousand from its borders, and it looms in the thoughts of its neighbors' every waking moment. Once a dreadful magocracy, it became a terrifying kingdom of the dead when Szass Tam inflicted his ruinous rule upon it. Szass Tam's dictatorship transformed the country by devoting it to two things: necromancy and conquest. The only religion permitted in Thay is worship of Bane, god of tyranny, and Szass Tam regards even this with some suspicion. The study of magic is devoted to undeath, and the dead swell the ranks of Thay's armies, guard its cities' walls, and serve those wealthy enough to afford them.

THE FACE OF THAY

The escarpment is a looming presence in daily life, impossible to ignore. It casts the entire region in shadow, causing dawn to come several hours late to the communities in its lee. The face, though rough and jagged when viewed from close up, is fairly sheer and nearly vertical. Only a few precarious switchback trails—all exposed to attack from above, launched by the Thayans on the plateau or the Netherese in the flying fortress—provide any reasonable means of ascent. Great crevices mar the rock face, and several rivers cascade down in waterfalls.

At various points along the switchbacks, agents in tax stations examine all who try to enter or leave Thay. These stations are manned by the living and the dead, and their judgment on who can pass—and how much the new arrivals must pay in tariffs—is absolute.

ARCANE SIEGE ENGINES

Thay's siege engines can fire every few rounds—effectively, they have a recharge of $\square \square$ —and they deal up to $4d6 + 5$ damage of a given type to all creatures in a burst 3 within 40 squares of the point of impact. Learning to use a siege engine without training requires hours of study and a DC 26 Arcana check. The devices cannot be moved.



At other locations, enormous arcane siege engines stand ready to unleash fire, lightning, force, or other forms of eldritch death on flying enemies or advancing armies.

A RED WIZARD'S VENGEANCE

Most of the forces stationed in Surcross and Veil are loyal to either Valindra Shadowmantle or Ukul-sid (see below) and, therefore, to Szass Tam. But in the turmoil of the war, a few individuals have risen to positions of authority in the Thayan border territories—individuals whose loyalties secretly lie elsewhere.

When Szass Tam took command of Thay, other Red Wizards of considerable power were elsewhere in the world and escaped his purge. Most of these expatriates now seek only to make their lives comfortable, but a few would love nothing more than to see Szass Tam thrown down.

One of these Red Wizards is Dempharis Sibront. An old man and a master of brutal evocation magic, he has proclaimed himself a zulkir in exile. Sibront has insinuated several of his own people into the forces at Surcross. These rebels look for any opportunity to weaken Szass Tam's position. The local leader of Sibront's infiltrators and turncoats is a half-orc death mage (*Monster Manual 2*) named Omdros.

USING SIBRONT

If the characters learn about Sibront's collaborators, they might be able to convince the traitors to help them foil Valindra's schemes. Of course, this alliance brings the characters to Sibront's attention. He assumes that they are willing to serve him in future adventures, and he becomes irate if they refuse.

ENCOUNTERS IN THAY

In the border region, the characters can encounter any of the opponents listed in the Thay and Netheril sections of Chapter 3. In addition, all sorts of orcs and gnolls—of appropriate levels, from almost any source—serve in the Thayan military and are found in both Surcross and Veil.

Many Thayan soldiers roam the lands outside Surcross in various vehicles. Skeletal steeds and other undead beasts haul heavy chariots and reinforced wagons. A small number of light chariots, propelled by innate enchantment, run the fields without any beasts at all. (For more on vehicles, see *Adventurer's Vault*.)

SURCROSS

Surcross is the largest Thayan community at the base of the escarpment, which is not much of a distinction, considering how tiny and scattered the other communities are. It is also the most militant and heavily fortified. Since before his ascent to power, Szass Tam understood that it paid to prepare for any eventuality, even though an invasion of Thay was improbable and the cliff face formed an almost impossible defense. If such an attack did occur, it would come from the west, and that meant Surcross was in the best position to repel the enemy.

Tam's precaution was wise but insufficient. When war arose on the border of Thay, it came in the form of a flying Netherese citadel, and Surcross found itself besieged.

Today, the small city boasts a military force larger than that of most metropolises. The air is choked with the acrid miasma of hot breath, fearful sweat, and the desperation of a populace that slowly starves as the army requisitions most of the local supplies. No matter how many voices rise in angry shouts or anxious sobs, the city remains disturbingly quiet, for over half the soldiers are already dead. Humans, orcs, gnolls, and the occasional dwarf—whether breathing or otherwise—march through the streets in clanking armor, and woe to the citizen or slave who fails to get out of their path. The soldiers of Szass Tam do not hesitate to raise fists or blades against those who irritate or disappoint them. After all, what is a dead Thayan but an undead Thayan in waiting?

Surcross is completely under martial law; the government, the watch, and the garrison are one and the same. Getting into the besieged city is exceedingly difficult, but if the characters don't draw attention to themselves, they should have little problem passing themselves off as residents. Anyone suspected of violating the law or entering the city illicitly can expect imprisonment, followed by expulsion or (more likely) execution and reanimation.

The current military governor of Surcross is Ukul-sid, an undead gnoll (use the fang of Yeenoghu in *Monster Manual 2*, with the dread warrior template from the *FORGOTTEN REALMS Campaign Guide*). Ukul-sid doesn't care for Valindra Shadowmantle or the fact that his city has become the headquarters for her schemes, but he remains loyal to Szass Tam and reluctantly obeys the lesser lich as well.

Wall of Crypts

The great defensive wall around Surcross is constructed of heavy stone, several dozen feet high and nearly thirty feet thick. Although the wall is solid from the outside, its interior features many small panel doors, smelted of bronze and bolted into the stone. Within are hundreds



The gates of Surcross

of crypts. A small portion of the city's dead lie in these crypts rather than laboring as undead throughout Surcross.

The corpses are an emergency reserve. If the wall is breached or an enemy otherwise gains access to Surcross, any city officer can activate the wall's magic with a command phrase. Doing so animates all the corpses in the wall as varying types of zombies and sends them shambling toward the largest concentration of non-Thayans in the city. Anyone who dies on or adjacent to the wall is stored in one of the crypts, where he or she waits alongside the other corpses to be called.

Gates of Bone

The gates of Surcross, assembled from the bones of various humanoids and beasts, are animated as a form of undead construct. They open and close only on the orders of necromancers with the proper authority, as established by their rank in the Thayan military. If other living beings remain adjacent to the gates for more than a few minutes or attempt to force them open, the gates animate as a pair of traps: a gibbering head trap (*Open Grave*) and a corpse wall (page 181).

Fingers of Szass Tam

Long before the appearance of the Netherese flying fortress, the military leaders of Thay recognized the possibility of attack from flying foes. The nation's enemies would almost have to use flying magic to assault the plateau, which means that they'd have an excellent means to attack Surcross as well. To guard against such an eventuality, the military constructed the Fingers of Szass Tam.

These five great towers, built of marble and bone, stand equidistant around the city's perimeter. Each is several hundred feet tall despite being only a few dozen feet in diameter. They have no windows in a conventional sense, but many of the rooms within have access to the outside through the walls; a special enchantment causes those walls to exist when viewed from the outside, but not from the inside. In these chambers, soldiers operate arcane engines much like those positioned along the face of the escarpment.

In addition to allowing Thay's forces to launch eldritch attacks against incoming enemies, the towers serve tactical and defensive purposes. Officers can command bridges of force to appear from any tower, allowing access to anywhere in Surcross without having to navigate the city and any position outside the walls. Not only are these bridges useful for troop movements, they can be reconfigured to serve as shields against projectiles and spells launched from above. However, the magic cannot be spread thin over the whole city for longer than a few minutes, and



thus the shields are often clustered over the area most threatened by attack.

Garrison

The second most heavily reinforced building in Surcross, the garrison is a long hall of heavy stone with multiple chambers and inner passages. Undead guard the entrances at all times, stopping anyone who does not have a pass, a uniform, or a red robe. The communal barracks hold dozens of soldiers to a room. The troops are not segregated by gender, but they are divided into human, orc and half-orc, gnoll, and “other.”

Short-range teleportation circles at the end of the main hall allow soldiers to travel instantly to the main gate, any of the Fingers of Szass Tam, or the Tombstone (see below).

The Sunmasters

Although most of the barracks in the garrison are plain, consisting of little more than cots and footlockers, one area is luxurious, even opulent. It includes lush mattresses, thick carpeting, wardrobes, and the finest wines and delicacies.

These are the chambers of the Sunmasters, an elite contingent consisting primarily of warlocks and Banite clerics sworn to the service of Thay. The group is led by a human warlock, Corporal Isma Lecere (use the warlock knight executor in the *FORGOTTEN REALMS Campaign Guide*). Lecere and her Sunmasters rely on radiant attacks. Assigned to Surcross as a special strike force against Shadovar, they take action only when the situation calls for their talents—or when it is so desperate that Surcross needs every soldier on the field.

Tombstone

The central keep of Surcross and the final redoubt if all else falls, the Tombstone is a squat, ugly tower of stone. Most internal walls are enchanted and covered in runes, and if the keep comes under direct assault, the doors can disappear, melding with the surrounding rock.

Hall of Petition

Occasionally, when his other duties permit, Ukulsid holds court here. Citizens can petition him for judgment on disputes, complain about their treatment by the soldiers, or request his intervention in other matters. Since Ukulsid tends to draft anyone who irritates him into military service, having them executed and reanimated, few people take him up on the opportunity.

Zulkir's Chamber

Located at the top of the Tombstone, this grand chamber appears to have been transplanted from a much more opulent castle. A golden throne sits at one end upon a raised dais, with thick curtains hanging to either side. Across from the throne is a small amphitheater. Braziers burn constantly in this area without the need for fuel, filling the air above the throne with a peculiar transparent smoke.

The room is a perfect replica of one of Szass Tam's audience chambers in his citadel in Thay. Due to matching enchantments in both chambers, the Regent can sit in his citadel and communicate with anyone in this room. When he does so, an illusion of Szass Tam appears in the haze above the throne, while images of everyone in this room likewise appear to him. He (or, more often, an emissary) uses this two-way connection to speak with Valindra Shadowmantle or officers of Surcross at prearranged times.

Ukulsid and a few others can activate the link from their end, but if they do so outside the normal schedule, the reason had better be a major emergency. The magic allows those in this chamber to teleport directly to Szass Tam's citadel, but the effect can be activated only on the other end. That is, Szass Tam can bring someone to him, but nobody in the Zulkir's Chamber can invoke the teleportation.

Endless Feast

In a society as ruthless as that of Thay, it is not unusual for the military to resort to torture to extract information from captured enemies—or as punishment for disobedience. The Tombstone's torture chamber is a simple room with manacles attached to one wall. For the most part, Ukulsid relies on a single form of torment: A creature is continuously fed to a small pack of starving ghouls while spellcasters under Ukulsid's command regenerate the victim.

Ossuary

The cellar of the Tombstone, accessible only by Valindra and her personal operatives, is home to a small but growing collection of bones. In anticipation of her eventual mastery of the rituals for creating dracoliches, Valindra has her agents scouring the world in search of dragon corpses. The bodies are kept here in the vault until she's ready for them. So far, the agents have found only a few small corpses, but the hunt continues.

A large number of skeletal tomb guardians (*Monster Vault*) and death kin skeletons (*Open Grave*) lurk within the dragon bones, ready to leap out and slay intruders who win past the vault's other defenses. Only Valindra and her operatives can come and go as they please.

KOLTHUNRAL, THE FLOATING FORTRESS

Szass Tam never saw it coming. As fierce as the fighting had grown between his forces and the agents of Netheril, the regent still underestimated the severity of the conflict. It was far away, in the west, a territorial dispute over Shadowfell paths. That the Shadovar might bring the fight to Thay was difficult to imagine.

That is, it was difficult until the day when Kolthunral, one of the Netherese flying enclaves, appeared from out of the clouds and began raining death upon the Thayan communities at the base of the great escarpment.

In the months since, the war between Netheril and Thay has intensified around Kolthunral and Surcross, both in the air and on the ground. To date, the Shadovar have been unable to conquer Surcross—or the Thayan supply station at Veil—because Thay continues to send supplies and reinforcements. Yet neither has Surcross been able to repulse the Netherese attack.

Szass Tam has not become personally involved, perhaps disinclined to elevate the conflict and thus draw in the other Princes of Shade. If the war grew large enough to pit all the rulers of Netheril against him, the devastation that would result beggars the imagination. Then again, Szass Tam's refusal to involve himself and his lieutenants might be born of nothing more than a desire to see if Valindra Shadowmantle can handle the problems that her operations have spawned.

A mighty fortress and military garrison, Kolthunral is one of the smaller flying cities of Netheril, but one of the most heavily armed and armored. Towers and keeps of stone emerge from a shallow bowl of thick steel, the underside of which protects the enclave against most attacks from below. Weaponry ranging from mundane ballistae and catapults to arcane siege engines (similar to those guarding the Thayan escarpment) allows Kolthunral to repulse almost any assault, and its devastating meteor tubes can raze land-based targets.

Like most military communities, Kolthunral's population is made up mostly of soldiers, with the civilian population serving as support (see the encounter list in the Netherese section of Chapter 3). Kolthunral has all the normal features of a small city—a marketplace, workshops, and the like—but all are devoted, at least in part, to maintaining combat readiness.

The fortress normally flies at a speed of 5 to 10 miles per hour, but it can surge forward at up to 40 miles per hour for about 30 minutes before it must slow again for several hours. Other than the environmental hazards to its occupants, there is no real

limit to how high the city can rise. It has not yet surmounted the plateau of Thay because

its primary goal is to stop the Thayans from using the Shadowfell Road.

Kolthunral is ruled by the Duchess Antethriss, a spirit devourer (*Monster Manual*). When she was a living shadar-kai, she was a personal assassin for Prince Clariburnus.

Guard Towers

Towers built at varying heights rise from Kolthunral, mostly near the edges of the enclave. Equipped with archer platforms and siege engine emplacements, the towers enable the Shadovar to launch or repulse attacks in any direction. A few towers extend downward, protruding through the steel shield at different angles, allowing a clear field of fire against enemies who approach from beneath.

A network of reinforced bridges connects the guard towers with the keeps and strongholds of the city. These bridges allow the Shadovar to travel from one structure to another without descending to street level.

Meteor Tubes

Near the downward-aimed towers, circular patches of steel stand out slightly from the rest of Kolthunral's shield. They are hinged panels that can drop open to reveal darkened holes leading up into the city proper. These openings are the meteor tubes, the enclave's most brutal weapons. Boulders and other large objects dropped into the tubes from above do not merely fall, but pass through several of the most distance-twisting regions of the Shadowfell before reappearing within the tubes. The process accelerates the projectiles far beyond terminal velocity, causing them to strike the earth with unbelievable force. Thankfully, they are difficult to aim and too imprecise to target specific individuals or buildings. That said, anything within several dozen yards of a projectile's impact site is obliterated. So far, only the shielding properties of the Fingers of Szass Tam in Surcross and the Shadow Veil in Veil have kept the meteor tubes from razing those communities to the ground.

Corridors of Shadow

Most of the smaller buildings of Kolthunral are constructed normally, but the interiors of the guard towers and the fortresses are made, in part, of shadowstuff that exhibits the warped nature of the Shadowfell. Corridors extend farther than the space around them should permit, twist in different directions depending on which way one is heading, lead to different locations based on the time of day, and otherwise make it easy to get lost in what appears to be a simple complex. In particularly sensitive areas, such as the Tower of the Mythallar, the corridors deliberately mislead and misdirect intruders (perhaps requiring an extended skill challenge focusing



Kolthunral

on Arcana, Dungeoneering, and Perception for the characters to find their way).

Creatures of the shadow origin can phase through walls of shadowstuff, but doing so requires that they spend a standard action rather than a normal move action.

Paths Beyond

Several doorways in Kolthunral lead to the Shadowfell—sometimes. The fortress has no permanent gates to that dark place, but some of its doors are enchanted to allow access to the Shadowfell when the enclave is

IF THE CITY FALLS

It's possible that the characters (or perhaps Thayan operatives using the characters as distractions) might win through the tower's defenses and destroy the mythallar. The results of doing so are dramatic, to say the least.

Kolthunral doesn't drop like a stone. The residual magic of the enclave causes it to descend slowly at first, and the speed gradually increases every minute. If the enclave begins less than a few hundred feet in the air, you can determine falling damage as normal for anyone of importance in the city. (The gradualness of the descent is offset by collapsing buildings and other rubble.)

If Kolthunral is more than a few hundred feet in the air when the mythallar is destroyed, it will be falling at full speed by the time it hits the ground. In this case, anyone within the city when it hits will be squashed. The idea is to be out of the city before that happens.

You can run a dramatic “ticking clock” scene in which the characters must flee Kolthunral before it hits. A combination of skill challenges and brief combats, complete with panicked Netherese and collapsing structures, should get the adrenaline flowing. Because the city's descent starts slowly and accelerates, you can allow as much or as little time as you feel makes for the most exciting challenge. As for how the adventurers escape—whether with flying magic, teleportation portals, or makeshift parachutes—let them come up with whatever wild schemes they like, and give them at least a fair chance of success. The idea is to make the characters sweat, not to end the campaign in a large, messy crunch.

hovering near areas of weak boundaries. For instance, Kolthunral often flies over Veil to receive supplies from the Netherese. Although Veil is held by the Thayans, Kolthunral's proximity to this area of planar flux allows its own portals to function, and they can be used to access areas of the Shadowfell that lie beyond Thayan control.

In an emergency, the leaders of Kolthunral can shunt the entire enclave briefly into the Shadowfell. It reappears in the mortal realm almost instantly, far away from whatever disaster threatened. The fortress appears a few dozen to a few hundred miles away from its starting point, in a random direction. As with the portals to the Shadowfell, Kolthunral must be near an area of planar flux to use this shunting effect.

Tower of the Mythallar

This structure is indistinguishable from other minor guard towers in Kolthunral. To an outside observer, the fact that the tower is one of the few not near the edge of the city is the only thing to suggest that it is unusual in some way.

In truth, the *mythallar* that allows the enclave to fly hums and glows within the tower's core. Thick walls, eldritch glyphs, and a team of shade and shadar-kai soldiers stand guard here at all times, making it the best-defended location in Kolthunral.

Prison of Night

The Shadovar detain their prisoners of war in a chamber deep inside Kolthunral's main keep. The room has no chains or cells—only its outer walls. Prisoners simply hang in the center of the chamber, held by levitation magic. They have no solid surfaces to push off from, and the magic holding them in place is stronger than any momentum they can generate by thrashing about. Thus, they have no means of moving toward the walls, floor, or ceiling and cannot reach the only door. (Despite this fact, the door remains guarded, just in case.)

The Shadovar don't bother making prisoners of the orcs, gnolls and other monstrous races found in the legions of Thay, and most undead discover a second death at their hands instead of capture. However, the Prison of Night is used to contain the humans, elves, and other civilized individuals they capture, and any undead leaders captured from among the Thayan forces—as long as the prison's magic can be trusted to hold them. They rightly presume such individuals to be more important to the Thayans, and thus they remain in bondage, awaiting the time when they might prove useful, such as for a prisoner exchange.

CHARNEL FIELDS

A plain of death and carnage sprawls for several miles between Surcross and the spot where Kolthunral first appeared on the western horizon. Here, so much blood has fallen that the dust has turned to a clinging mire. Bits of skin and tufts of hair are nearly as common as grass, and the fierce winds cannot disperse the scent of death. Mangled bodies carpet the landscape, and no matter how many the Thayans drag away to add to their animated armies, the supply seems endless.

The early battles in the war between Netheril and Thay erupted in these charnel fields. The Thayans started hauling corpses away to reanimate them and send them forth again, but the sheer quantity of the dead inspired the necromancers of Surcross to fouler depths. Using the blood of the hundreds who already lay in the fields as a focus, they enchanted the area with a necromantic pull.

When nearby villages fell to the Netherese, the assaults left behind empty, hollowed-out buildings, but no bodies. All the corpses in the invaders' wake sank into the soil and, over the course of days, were dragged through the earth to reemerge in the charnel fields.

Gradually, the effect spread; more and more bodies slid out of the muddy earth like births from an

ROT AND RUIN

Outsiders who spend more than a few hours in the charnel fields must make a DC 16 Endurance check or contract the disease charnel fields filth fever. Anyone who succeeds on the initial check must make another check for each subsequent day spent in the fields. Characters who contract and then fight off filth fever or those who avoid contracting it for a week straight can no longer catch the disease while in the charnel fields.

Charnel Fields Filth Fever Level 8 Disease

Those infected by this disease waste away as they alternately suffer chills and hot flashes.

Stage 0: The target recovers from the disease.

Stage 1: While affected by stage 1, the target loses a healing surge.

Stage 2: While affected by stage 2, the target loses a healing surge and takes a -2 penalty to AC, Fortitude, and Reflex.

Stage 3: While affected by stage 3, the target loses all healing surges and cannot regain hit points. The target also takes a -2 penalty to AC, Fortitude, and Reflex.

Check: At the end of each extended rest, the target makes an Endurance check if it is at stage 1 or 2.

11 or Lower: The stage of the disease increases by 1.

12-15: No change.

16 or Higher: The stage of the disease decreases by 1.



Scavengers in the Charnel Fields

unholy womb. Today, any corpse buried in or left atop the earth within a hundred miles of Surcross slowly migrates through the soil to sprout amid the charnel fields.

The Thayans are not the only ones scavenging the fields for corpses. Hundreds of predators feast upon the decomposing flesh, and the Netherese have begun hauling away bodies as well—sometimes for reanimation, sometimes to deprive their enemies of raw materials. People from border communities that were destroyed in battle try to survive amid the dead, hunting for valuables and for bodies that are fresh enough to be used as food. Some of these pathetic souls might welcome death, though others are willing to do whatever they must to survive.

Relsforin

Although most of the small communities in the area now covered by the charnel fields have been obliterated, the hamlet of Relsforin still stands in the midst of a veritable sea of butchery. The people of the hamlet have made themselves useful to the Thayans, performing much of the manual labor involved in collecting the most physically hale corpses, gathering them for transport, and loading them onto military wagons. In exchange, the Thayans make an effort to protect Relsforin from Netherese attack, and they allow the residents to keep most of the valuables they scrounge off the corpses.

The people of Relsforin are so terrified of the Netherese and of losing the protection of Thay—to say nothing of being traumatized by their new way of life—that they might turn hostile to outsiders without provocation. The characters might be thrust into a situation where they have to calm down the population without resorting to lethal force.

ECHO VILLAGE

The feuding councils and lords of the nation of Thesk constantly seek any means of improving their mercantile interests—both for the acquisition of wealth and to keep them ahead of their rivals. One such attempt, some years ago, was the development of a small village and trading outpost on the Thayan border. Though the Theskans were mistrustful of Thay, they believed that the wicked nation would welcome an opportunity to increase commerce with its neighbors.

They never had the chance to find out. Before the new village could complete any major, long-term trade arrangements with Thay, the Shadovar fortress of Kolthunral appeared in the western sky and launched its war against the necromancers.

The Netherese didn't strike the village—possibly because they knew it wasn't Thayan, but more likely because it wasn't a significant target. However, the Thayans, seeking new avenues through which to strike back at their attackers, moved into the Theskan community, slaughtered the residents to the last soul, and reanimated them as an undead strike force. The necromancers and their new slaves then moved out, leaving behind a broken, empty shell of a village.

At least, it should have been empty.

Today, the community—called Echo Village in local legends—teems with spirits. The ghosts of the Theskans who were slain by the Thayans cling to the rotting homes in which they once dwelled. Many spirits of other Thayan victims have congregated here as well. Echo Village is now home to hundreds of restless dead, enraged at their murders and desperate to lash out.

WINNING OVER THE GHOSTS

The ghosts of Echo Village (which can be modeled by any combination of ghosts, specters, and other insubstantial undead) attack any living beings that draw too near the ruins of their community. They rant and spit imprecations against Thay as they attack, giving clues as to the identity of their true enemy.

The characters could wind up as victims of the ghosts' wrath, but if the adventurers are quick and clever, they might turn Echo Village into a sanctuary in this war-torn region—or a weapon against the necromancers of Thay.

If the characters demonstrate that they, too, are enemies of the Thayans, the spirits halt their assault. Perhaps the characters can lure Thayans into the village and attack them in sight of the ghosts, or maybe they can deliver trophies of victory (such as weapons, armor, or heads) against a Thayan patrol. Whatever the characters' plan, they probably need to make skill checks or win a skill challenge to be truly convincing.

If the adventurers succeed, they can use Echo Village as a refuge. The ghosts no longer attempt to harm them but still attack other intruders, making the village perhaps the safest resting place in the region.

Further, if the characters track down the Thayan brigade that includes the undead made from Echo Village's inhabitants and lure it to the village, the ghosts repossess their original bodies. (Either they retain their current statistics—other than insubstantial and phasing, which they lose—or they gain the statistics of their corporeal undead forms, whichever is stronger.) These “repossessed” bodies turn on their Thayan overseers and the other undead, potentially wiping out an entire Thayan legion. The ghosts then move on, finally, to their rest, leaving Echo Village truly abandoned. Before they depart, the spirits might give the characters useful knowledge that they gained while under Thayan control.

VEIL

Surcross is the military center of the Thayan supply lines and the core of Valindra's schemes in the Neverwinter region, but the Shadowfell Road would be useless to Thay without the town of Veil. All of its recently arrived residents are soldiers or craftworkers ready to support Thayan efforts or defend Veil from Netherese attack.

Across the surrounding landscape, and indeed through the heart of the village, is the “veil” that gives the community its name. What appears to be a curtain of dimness, twisting and turning in the air, is a rift between Toril and the Shadowfell.

The veil appears to be a combination of shadow and heat mirage. Everything viewed through it looks dim, wavering, and not quite real. Living and undead guards stand along the length of the rift—on both the mortal side and the Shadowfell side—ready to repulse any attack. They are supported by stone bunkers, arcane siege engines, and an array of enchanted warning horns that can be heard in Surcross.

This rift—permanent, stable, and sizable—allows the Thayans to transport supplies and troops on the Shadowfell Road. If Veil fell to the Netherese, Valindra's contingent in Neverwinter would be largely cut off.

Of course, the people of Veil (civilian and military alike) are well aware of this fact and watch the horizon constantly, looking for any sign of Netherese aggression. They live in constant tension, certain that death is right around the corner. Because of this fear, the Thayans are replacing more and more of the living guards with undead ones.



The reason the Netherese have not yet obliterated Veil is that selfsame Shadowfell influence. The presence of the veil prevents them from aiming Kolthunral's meteor tubes—the projectiles, which pass through the Shadowfell, go awry before striking Veil. So far, the Netherese haven't launched a ground assault on the village for fear of being caught between Veil's defenders and a sallying force from Surcross. Still, the Netherese continue to search for a viable way to take Veil in one swift stroke, and the apprehension felt by the village's population continues to grow.

Occupied Temple

Formerly associated with many gods, the temple in Veil has been taken over by Thayan worshipers of Bane and military officers. The current commander of Veil is a Banite priest named Renault Abrecht (use the deathpriest of Orcus in the *Monster Manual*), who holds services and court here. Initially the temple was a small ceremonial building; the Thayans have reinforced it with stone and steel into something resembling an undersized fortress.

Renault sees the dire straits of the community as an opportunity to win converts, living or undead, to the worship of Bane—and into his own following.

When he has enough people on his side, Renault intends to stage a coup against the local leaders. He plans to escape with his army of converts along the Shadowfell Road, collapsing the Shadow Veil to guard them from pursuit. With his own personal army, he dreams of conquest elsewhere in Faerûn—someplace unprepared for his attack. As yet, Renault and Dempharis Sibront (page 215) know nothing of each other. If their ambitions are brought together, they could become a powerful force for evil.

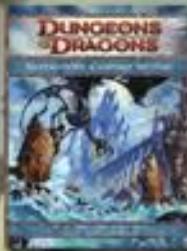
The Road to Surcross

The Thayans recognize that the road between Surcross and Veil is a vulnerable point in their supply line and have taken steps to secure it. The winding trail is lined with corpses impaled on large wooden stakes. Each body is enchanted to animate, leap from its stake, and slaughter anyone who attacks Veil or Thayan travelers on the road.

Further, the trail is mined with necromantic glyphs concealed under the dirt. Any undead that steps on such a glyph deactivates it for five minutes, allowing the Thayan convoys to pass. However, if a living being passes over a glyph while it's active, the result is a burst of substantial necrotic and psychic damage.



The Shadow Veil cuts through the center of town



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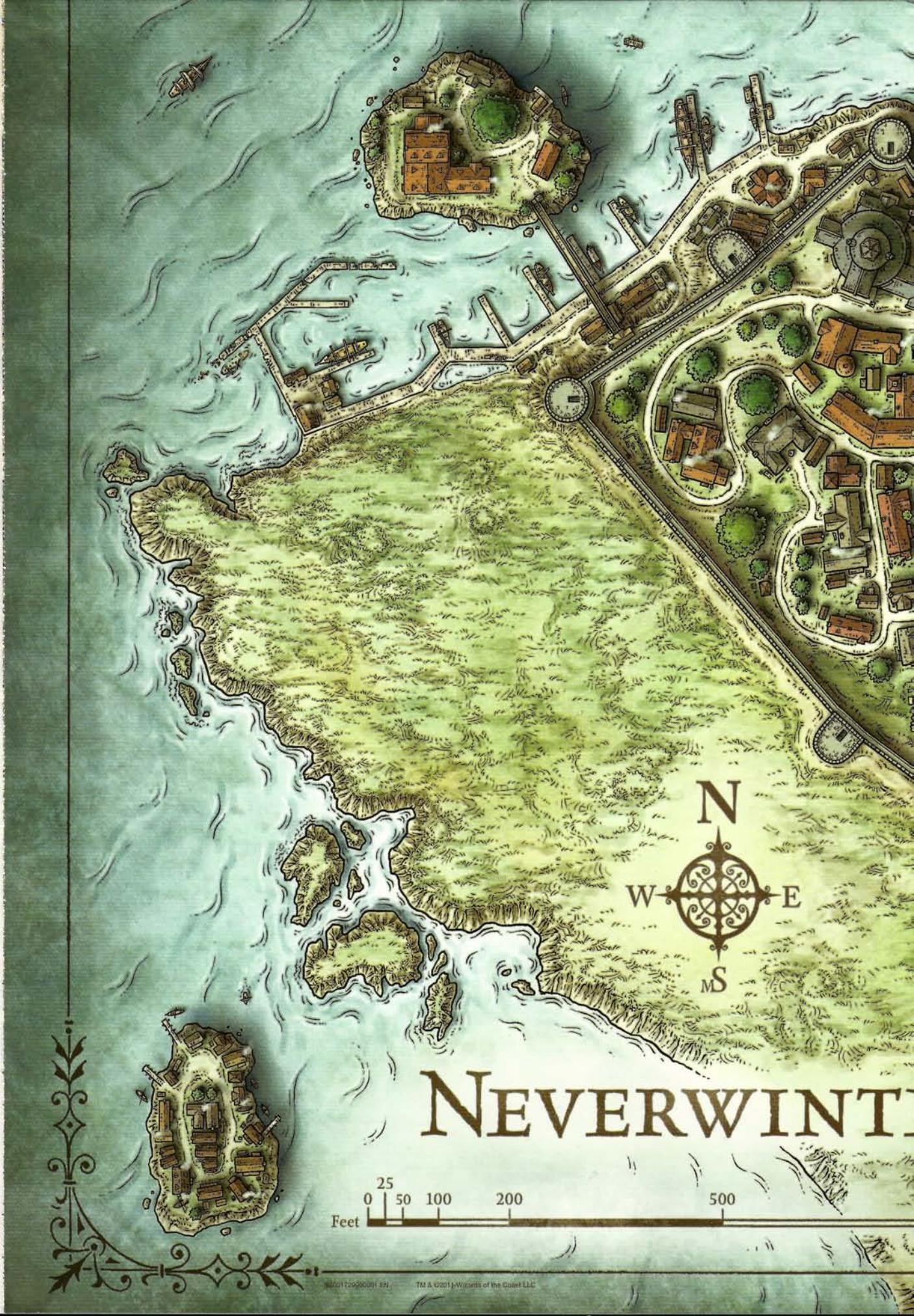
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