

SHADES OF THE ZHENTARIM

A DUNGEONS & DRAGONS® *LIVING*
FORGOTTEN REALMS ADVENTURE

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Zhentil Keep is a city with a storied history, even if most of the tale is not fit for innocent ears. A mission to find the wayward son of a wealthy merchant leads deep into the secrets, deceptions, and brutal power on which the dreaded Zhentarim built their ominous keep. A *Living Forgotten Realms* two-round special adventure set in the north section of Zhentil Keep for characters levels 1-4.

Based on the original DUNGEONS & DRAGONS® rules created by E. Gary Gygax and Dave Arneson and the new DUNGEONS & DRAGONS game designed by Andy Collins, Rob Heinsoo, and James Wyatt.

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This adventure retires from RPGA-sanctioned play on December 31, 2011.

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PREPARING FOR PLAY

In order to play this adventure, you'll need copies of the following D&D 4th Edition rulebooks: *Player's Handbook*, *Dungeon Master's Guide*, and the *Monster Manual*. Any other rules referenced in this adventure will be noted in the **New Rules Items** section at the end of the adventure.

Throughout this adventure, text in bold italics provides player information for you to paraphrase or read aloud when appropriate. Information on nonplayer characters (NPCs) and monsters appear in abbreviated form in the adventure text.

Along with this adventure, you'll find a RPGA Session Tracking sheet. If you're playing this adventure as part of an RPGA-sanctioned event, complete and turn in this sheet to your Senior GM directly after play.

READING MONSTER STAT BLOCKS

Most of the information should be easy to understand, as it mirrors the information presented in the *Monster Manual*. Attacks have a letter next to them designating the type: M for melee, R for ranged, C for close, and A for area. A lower-case letter (used only in some melee and ranged attacks) denotes that the attack can be used as a basic attack.

IMPORTANT DM INFORMATION

As the DM of the session, you have the most important role in facilitating the enjoyment of the game for the players. You take the words on these pages and make them come alive. The outcome of a fun game session often creates stories that live well beyond the play at the table. Always follow this golden rule when you DM for a group:

Make decisions and adjudications that enhance the fun of the adventure when possible.

To reinforce this golden rule, keep in mind the following:

- **You are empowered to make adjustments to the adventure and make decisions about how the group interacts with the world of this adventure.** This is especially important and applicable outside of combat encounters, but feel free to use the "scaling the encounter" advice (usually for adjusting to different-sized groups) to adjust combat encounters for groups that are having too easy or too hard of a time in an adventure.
- **Don't make the adventure too easy or too difficult for a group.** Never being challenged makes for a boring game, and being overwhelmed makes for a frustrating game. Gauge the experience of the players (not the characters) with the game, try to feel out (or ask) what they like in a game, and attempt to give each of them the experience they're after when they play D&D. Give everyone a "chance to shine."
- **Be mindful of pacing, and keep the game session moving along appropriately.** Watch for stalling, as play loses momentum when this happens. At the same time, make sure that the players don't finish the adventure too early; provide them with a full play experience. *Living Forgotten Realms* adventures are designed to be played within 3.5 - 4 hours per round; try to be

very aware of running long or short. Adjust the pacing accordingly.

- **Give the players appropriate hints so they can make informed choices about how to interact with their environment.** Players should always know when enemies are affected by conditions and are bloodied. They should be given clues about how to interact with their surroundings so they can tackle skill challenges, combats, and puzzles without getting too frustrated over lack of information. This helps to encourage immersion in the adventure and gives players “little victories” for figuring out a good choice from a clue.

In short, being the DM for a *Living Forgotten Realms* adventure isn't about following every word on the page; it's about creating a fun, challenging game environment for the players. A great deal of good information on being a DM for a D&D game can be found in Chapters 1-2 of the *Dungeon Master's Guide*.

APPROPRIATE CHARACTER LEVELS

This adventure is designed for player characters (PCs) levels 1-4. Characters that fall outside of the level range may not participate in the adventure. Make certain to check the levels of the PCs before beginning play to ensure that they are the proper level.

Each adventure has a low-level version and a high-level version. The low level is meant for a group whose levels, on average, fall in the first two levels of the adventure's level spread. The high level is meant for a group whose levels, on average, fall in the last two levels of the adventure's level spread.

A group may decide to play riskier and play the high level when their levels are more suited to the low level if everyone in the group is in agreement to do so; however, some of the rewards may not be available to them. Conversely, a group may decide to play the low level when their levels are more suited to the high level if everyone in the group is in agreement to do so; however, some of the rewards may be less than what they'd ideally want from the adventure.

Reading the Numbers: Each encounter will have a level and other values (such as XP or sometimes skill checks) listed with two numbers divided by a slash. The number before the slash is always the value for the low-level version of the adventure; the number after the slash is the value for the high-level version of the adventure.

FAILING TO DEFEAT AN ENCOUNTER

If a group fails to defeat an encounter - that is, if they have to flee from a combat because it's too tough or they reach the predetermined number of failures in a skill challenge before reaching success - they are only awarded half experience points (round down) for the encounter. If they manage to tackle the encounter later on and defeat it, award them the other half of the experience points for the encounter.

CHARACTER DEATH

If a PC dies during the course of the adventure, the player of that character and the rest of the group have two options, provided that they have access to the Raise Dead ritual (either a PC has it and can use it or the characters return back to civilization), they have access to the body, and it is possible to return the dead PC to life.

- **Pay the component cost for the ritual.** If the group chooses this option, the cost should be divided evenly amongst the group (500 gp for heroic tier, 5,000 gp for paragon tier, and 50,000 gp for epic tier). Using a source outside the group to cast the ritual costs 20% more than the component cost. Total cost when using an outside source is 600 gp for heroic tier, 6,000 gp for paragon tier, and 60,000 gp for epic tier. A PC that dies and chooses this method of return gains full (or half, if the party was defeated) experience points from the encounter in which the character died, but no experience points for any encounters that were missed while the character was dead. If there's still more of the adventure remaining, the PC continues to earn experience as normal, and receives a normal cut of the rewards at the end of the adventure.
- **Invoke the Death Charity clause.** If the group cannot afford to pay for the ritual (or doesn't desire to do so), the PC can choose to return back to life at the end of the adventure. Doing so forfeits all rewards (including treasure and story rewards) earned for the adventure except experience points gained prior to the character's death (the character receives the experience point award for the encounter in which they died). The PC cannot participate in the same adventure a second time.

MILESTONES

No matter if the characters succeed or fail in an encounter, they reach a milestone if it is the second encounter they've had since the start of the adventure or

their last extended rest. Encounters that do not give out experience points do not count for purposes of reaching a milestone. Make certain to mention this information to the players when applicable, as it gives each PC another action point and affects how some magic item powers are used.

ADVENTURE BACKGROUND

Worshippers of Bane and Cyric have learned that a powerful relic may be buried in the ruins of Zhentil Keep. Their information indicates that the relic may be in a ruined temple beneath the ruins of the Keep, north of the River Tesh.

This relic was originally created by Zhent magi at the behest of an obscure sect of worshippers of the goddess Shar. This sect was following a specific prophecy which (they thought) foretold of the death of their deity. They created the relic in hopes that the Shadow Weave would survive even in the event that Shar was destroyed. The relic contains a “seed” that the cultists hoped could be used to germinate a new Shadow Weave.

The Shadow Weave did unravel in the destruction wrought by the Spellplague, but the prophecy itself apparently proved false, as it was Mystra, not Shar, who perished. Nevertheless, the relic might very well have survived the Spellplague intact, meaning that it could become a potent weapon either for or against the Shadovar of Netheril.

PLAYER'S INTRODUCTION

Read or paraphrase the following to the players:

If wealthy merchants make the best patrons, this is an adventurer's dream. You were introduced to Yazeth Cobb by an associate of yours, understanding that he was looking for adventurers. Yazeth told you the story of his son, Kerstol. Kerstol left home as a young man. He was trained as an expert shipbuilder, but seemed more interested in exploring the world than earning an honest living. Though Yazeth worried about his only son's well-being, he knew the boy was intelligent and good-hearted.

Several days ago, however, Yazeth received a message from Kerstol that has the merchant worried.

Provide the PCs with Handout 1, which is the letter that Yazeth received from his son Kerstol.

Yazeth is concerned that his son might be in grave danger. However, as a worshipper of Amaunator, the

possibility of evildoers recovering a relic of Shar really puts Yazeth on edge. The combination of Zhentil Keep, a den of rogues and villains, and an artifact of Shar - the most treacherous of deities - has provoked Yazeth to invest some of his vast wealth into funding an expedition.

Yazeth has asked you to locate his son, rescue the young man if he is in danger, and find out if there is any truth to the rumor of evil artifacts of Shar at Zhentil Keep. He paid for your passage and gave each of you a retainer of 10 gold pieces to investigate.

DM'S INTRODUCTION

This is a two-round continuous-play adventure. For the purposes of paperwork and reporting, everything works as a one-round adventure, but the game play could take 8 hours or longer.

The adventure begins with the PCs starting their investigation into the whereabouts of the merchant's son. Kerstol Cobb is not quite the good-hearted explorer that his father thinks he is. The young man actually left home and signed on with a band of foul pirates, called the Bloody Scalps, who make their base at Zhentil Keep. Kerstol learned through his connections in the city that various factions—including the Netherese, devotees of Shar, worshippers of Bane, and cultists of Cyric—are in the city seeking a dark artifact that predates the Spellplague. Kerstol cares little for such things, but he believes that if this relic of Shar comes to light, it could lead to a resumption of the endless battles between these various factions, and that would surely cause the pirates to be wiped out or have to relocate.

When the PCs arrive at the location specified in the letter, they find a nasty group of pirates. The pirates attack the PCs for intruding on their territory, despite the protests of Kerstol. After the PCs defeat the pirates, Kerstol steps in and informs the PCs about the exact situation, including his fears that something much more sinister than piracy may soon darken the doors of Zhentil Keep. Based on Kerstol's information, the PCs can investigate, eventually discovering the location of an old temple of Shar where the relic may have been kept.

Entering this temple, the PCs must contend with magical wards designed to keep out non-believers. As soon as that obstacle has been overcome, the PCs are beset by a group of Banites seeking the relic by following the same chain of information as the PCs. Assuming they are able to deal with this rival group of explorers, the PCs must contend with a maze of pure shadow, at the heart of which is a reliquary containing information about the artifact and an indication that it might be at the Tower of the Art. (All of this occurred prior to the

Spellplague, of course, and the Tower of the Art now lies in ruins along with most of the rest of Zhentil Keep.)

The reliquary unlocks a secret passage that leads into the sewers beneath Zhentil Keep. However, before entering the sewers, the PCs discover yet a third group of seekers, followers of Cyric. The Cyricists have just made a fatal discovery of their own: an ancient guardian creature sacred to Shar, placed here to protect the entrance. This monstrosity slaughters the worshippers of the Dark Sun and then turns on the PCs.

Assuming they survive, the PCs should now be able to rest safely in the temple. The next morning, the PCs make their way through the sewers beneath the city, seeking an underground entrance to the Tower of the Art. Hopefully avoiding most of the pitfalls and false turns that could delay or waylay them, they find the tower's foundation, which also houses an ancient mausoleum and crematorium that has been marked by the followers of Kelemvor. This is filled with undead, which must be destroyed if the PCs are to proceed.

Beyond the mausoleum, the PCs make their way into the wreckage of the Tower of the Art. They must deal with the Tower's own spellwarped magical defenses and guardian creatures. Eventually they reach what remains of the tower's magical workshops. They must contend with the ghost of the former Master of the Tower, now quite insane. If the PCs can convince him they are worshippers of Mystra, they might be able to avoid having to destroy this ghost (or being destroyed by him).

At last, the PCs discover notes concerning the rituals used to create the artifact, as well as details about the prophecy regarding the death of a goddess (mistakenly believed by the relic's creators to be Shar). Unfortunately for the cultists, immediately after its creation, the relic came to the attention of Fzoul Chembryl, who ordered it taken to the Temple in the Sky, where the leaders of the Zhentarim could study it at their leisure. The Temple in the Sky still floats above the ruined southern section of the Keep, having taking on many of the same properties of the "earth motes" that drift over other locations on Faerun.

The PCs are not yet powerful or experienced enough to enter the southern ruins and continue this quest, but with the information they have learned, they can return to their patron and report. Before they are able to make their way out of the city, however, they are confronted by a group of Zhentarim who demand that the PCs turn over everything they have learned about the relic. If the PCs refuse, the Zhents attack. This combat can be made more or less difficult depending on how well the PCs have performed in the various skill challenges they encountered throughout the adventure.

Assuming the PCs bring him the ritual books and journals from the Temple of Shar and the Tower of the Art, Yazeth Cobb pledges to work within the hierarchy of the church of Amaunator to get support for a larger mission to return to Zhentil Keep and recover the relic from the Temple in the Sky. He asks the PCs if he can count on them to participate in that expedition when the time comes. He also warns them that the Shadovar certainly have taken an interest in this matter, and of course the PCs have already drawn the ire of the followers of both Bane and Cyric, as well as the remnants of the Black Network itself.

See Appendix 1 for some general background information on Zhentil Keep and the various factions that play roles in this adventure. Use this information when and how you see fit to enhance the players' enjoyment of the adventure by letting them learn things that their characters either should know or could reasonably discover.

WHAT'S A CORE SPECIAL ADVENTURE?

Core Special adventures are designed to provide a challenging and epic, but fair and fun, experience where the players must work together in order to successfully complete the entire adventure within the time limit. The adventure as a whole is intended to be only slightly more difficult than other adventures, and not impossible, to complete in eight hours of play time (don't count breaks against the eight-hour time limit).

It's quite possible that some groups cannot overcome the challenges in this adventure without running out of time. Core Special adventures give greater rewards (XP and treasure) than other Core adventures do, so even if a particular group doesn't achieve total success, their characters are still well rewarded for their efforts. That said, this is not a competition, and players should walk away from the table with a positive play experience. The DM should not feel the need to slaughter the PCs to make the adventure feel special. Player satisfaction should always be the DM's main goal.

This adventure encourages the PCs to take only a single extended rest. If your players insist on taking more than one extended rest, remind them that time is of the essence if they are to find the relic before any of the competing groups. Ultimately, however, it's up to the players to decide when and where they rest. Consequences for taking more than one extended rest during the adventure are detailed in the final encounter.

ENCOUNTER 1: NO ADVENTURERS ALLOWED

ENCOUNTER LEVEL 1/3 (500/750 XP)

SETUP

This encounter includes the following creatures at the low tier:

1 Bloody Scalp swashbuckler (S)

3 Bloody Scalp pirates (P)

This encounter includes the following creatures at the high tier:

1 Bloody Scalp swashbuckler (Level 3) (S)

3 Bloody Scalp pirates (Level 3) (P)

The PCs arrive in Zhentil Keep, finding it to be much worse than Kerstol Cobb described in his letter to his father. The streets are littered with the dead and dying, the most unsavory criminal elements openly flaunt their unlawful behavior, and any sort of law or order seems nonexistent.

Several rival pirate gangs have made their home bases here, and they wage constant warfare against each other when they aren't terrorizing innocents. One of those gangs, to which Kerstol belongs, is the Bloody Scalps. They are named for their insistence that new recruits scar their heads.

The PCs can easily find the "tavern" that Kerstol refers to in his letter. It was obviously once a one-story barracks, with its dour façade and militaristic appearance. Only a few windows ever adorned the building, and those have been boarded up. Stout wooden doors, currently unlocked, offer the only entrance. The tavern is the gathering place of the Bloody Scalps, and they use the rest of the old barracks as a place to sleep, hold meetings, store loot, and keep prisoners and slaves.

As the adventurers enter the area, read:

The room contains the furnishings of a tavern, with eight round tables and a makeshift bar. A game table of some sort rests in one corner.

The occupants of the tavern are a mix of brawny, loutish sailors dressed in patchwork leathers and commoners unhappy to be stuck in such a place. A female sailor, head shaved clean and ears decorated with innumerable sparkling gems, points at you as you enter. Her scalp is heavily scarred.

"Well what have we here, lads? Adventurers! Looks like we'd better leave—the Keep lets anyone in these

days!" A hearty laugh goes around the room. "On second thought," continues the woman as she rakes her long fingernails across her forehead and draws a longsword, "why don't you leave your possessions with us and YOU can make your way out of the Keep. This is Bloody Scalp territory." Small streams of blood trickle from the scars on her forehead. Three other pirates also pull swords and move toward you.

If the PCs make any attempt to say that they are looking for Kerstol, or if they say they come on behalf of his father, or if they make reference to anything Kerstol mentioned in the letter, Kerstol (who is not one of the combatants but is in the room) steps forward and shouts for the pirates to hold. The pirates do not listen to him, but in this case they knock the PCs unconscious rather than kill them.

FEATURES OF THE AREA

Illumination: The entire area is brightly lit by torches and lanterns.

Tables: Creatures can move diagonally past the tables. Jumping onto a table takes a DC 20 Athletics check (or DC 10 with a running start). Attacking from atop a table gives a creature +1 to attack rolls, but the tables are not large or strong enough to provide cover.

Sticky Floor: The squares of the floor that contain darker markings contain blood, ale, and other fluids that make them difficult terrain.

Bar: The bar in the top-right corner of the map holds several mugs and bottles. To get behind the bar, one must either go over the top or move beneath. Both methods equate to difficult terrain, and the bar does provide cover.

Game Table: The game table is large and can only be moved with a DC 20 Strength check. If flipped on its side, it can provide cover.

TACTICS

As mentioned previously, the pirates attack no matter what, but they knock PCs unconscious instead of killing them if Kerstol intervenes on their behalf.

The pirates are used to fighting together, and they attempt to maneuver into position to make the best use of swashbuckler tactics and dirty fighting. Although there are several other pirates in the room, none of them join the fray because they are either too drunk or too cowardly.

The initial group of pirates does not surrender under any circumstances; they fight to the death, but no more pirates join in the fray once it's clear that the PCs are tough enough to defend themselves. If the PCs

choose to knock the pirates unconscious instead of killing them, any survivors scamper away once they are released. Kerstol is grateful to the PCs if they spare his fellow Bloody Scalps, but he won't be terribly distraught if the pirates get killed. Pirates aren't a sentimental bunch.

SCALING THE ENCOUNTER

Make the following adjustments to the combat based on the number of PCs present.

Four PCs: Remove one Bloody Scalp pirate.

Six PCs: Add one Bloody Scalp pirate.

ENDING THE ENCOUNTER

If the PCs defeat the pirates, Kerstol figures the PCs must have come in response to the letter that he sent his father, and he explains to the PCs that he has become very concerned about a recent increase in the activities of various factions within the ruins of Zhentil Keep. There have been shadowy creatures lurking on the streets at night, where previously one only had to worry about press gangs and murderers. The worshippers of Bane and Cyric have also been crawling all over the ruins lately, getting in each other's way and making trouble for the pirates who are just trying to earn a dishonest living. It's not safe for indecent folk around here any more!

Kerstol doesn't know exactly where the PCs need to go, and the pirates as a whole don't want to deal with the situation because they can't see how it would advance their own narrow interests. However, Kerstol likes his new life, and he's afraid that if tensions continue to mount, Zhentil Keep could return to open warfare, which would certainly make things tough for the pirates, who are not equipped to deal with such heavily-armed and dangerous threats.

Kerstol has heard rumors that there is a relic of Shar somewhere in the ruins, and he has even caught glimpses of what he is convinced was a Monk of the Dark Moon (one of Shar's elite followers). Kerstol learned that everybody is searching for the ruins of a temple of Shar where this relic might have been kept, but nobody has found it yet. Kerstol knows that other interested parties are probably in the area as well.

Be sure to stress this point: other parties interested in retrieving this artifact have been seen in the area, and time is of the essence. Make it clear to the players that taking an extended rest before discovering the location of the relic would be a huge risk, because the other searchers may find the artifact first.

Kerstol admits to being a pirate if pressed on the matter, and he also admits to not caring overmuch

whether there is an entire Sharran enclave here. He only contacted his father because the pirate gang doesn't want all these various evil powers tromping through their territory and causing trouble. He thought his father might send someone to take care of the trouble before it got worse. Kerstol also admits that the combined forces of the Bloody Scalp gang could easily defeat the PCs, but dozens of them are out at sea right now. The PCs therefore might want to hurry and conclude their investigation before the gang decides to enact revenge.

If the PCs were defeated, they are tied up and allowed to regain consciousness. Kerstol explains to them that they will be spared if they investigate the rumored existence of the Sharran temple. The PCs are then untied, one at a time, and allowed to leave with their equipment, but the pirates keep any easily-pawned valuables (gold, jewelry, or art objects) for themselves.

EXPERIENCE POINTS

The characters receive 100/150 experience points each for defeating the pirate gang.

TREASURE

A very tiny part of the gang's treasure is held in a sack behind the bar. Although it only comes to 15 gp per PC, the PCs can take it if they defeat the pirates. They also find a *potion of healing* in the sack.

If the pirates defeat the PCs, Kerstol feels sorry for them and gives each PC a 5 gp "payment" for their upcoming explorations of Zhentil Keep. (Of course, the rest of the pirates take whatever gold and other valuables the PCs possess, so Kerstol's charity may well amount to the characters' entire remaining wealth.)

ENCOUNTER 1: NO ADVENTURERS ALLOWED STATISTICS (LOW LEVEL)

Bloody Scalp Swashbuckler	Level 1 Elite Soldier (Leader)
Medium natural humanoid	XP 200
Initiative +5	Senses Perception +5
HP 64; Bloodied 32	
AC 19; Fortitude 17, Reflex 17, Will 13	
Saving Throws +2	
Action Points 1	
Speed 6	
m Longsword (standard; at-will) ♦ Weapon	
+8 vs. AC; 1d8 + 3 damage.	
M Double Slash (standard; at-will) ♦ Weapon	
The bloody scalp swashbuckler makes two longsword attacks (each attack must be made against a different target).	
Never Surrender (immediate interrupt, when an ally is reduced to 0 hp)	
The bloody scalp swashbuckler makes a longsword attack.	
Rally the Crew (free; 1/round)	
When she scores a critical hit, the swashbuckler and all allies within 5 squares heal 4 hit points.	
Swashbuckler Tactics	
The swashbuckler and her allies deal +1d6 damage to any creature against whom the swashbuckler has combat advantage (even if the ally doesn't have combat advantage).	
Swashbuckler Bravado	
The swashbuckler scores critical hits on attack rolls of natural 19 or 20.	
Alignment Evil	Languages Common
Skills Stealth +8, Thievery +8	
Str 14 (+2)	Dex 16 (+3) Wis 10 (+0)
Con 16 (+3)	Int 8 (-1) Cha 12 (+1)
Equipment leather armor, longsword	

Bloody Scalp Pirate	Level 1 Soldier
Medium natural humanoid	XP 100
Initiative +5	Senses Perception +5
HP 30; Bloodied 15	
AC 17; Fortitude 14, Reflex 15, Will 13	
Speed 6	
m Longsword (standard; at-will) ♦ Weapon	
+8 vs. AC; 1d8 + 2 damage.	
M Dirty Fighting (standard; encounter) ♦ Weapon	
+8 vs. AC; 1d8 + 2 damage and the target is dazed (save ends).	
Alignment Evil	Languages Common
Skills Stealth +8, Thievery +8	
Str 14 (+2)	Dex 16 (+3) Wis 10 (+0)
Con 14 (+2)	Int 8 (-1) Cha 8 (-1)
Equipment leather armor, longsword	

ENCOUNTER 1: NO ADVENTURERS ALLOWED STATISTICS (HIGH LEVEL)

Bloody Scalp Swashbuckler (Level 3)		
Level 3 Elite Soldier (Leader)		
Medium natural humanoid		XP 300
Initiative +6	Senses Perception +6	
HP 96; Bloodied 48		
AC 21; Fortitude 19, Reflex 19, Will 15		
Saving Throws +2		
Action Points 1		
Speed 6		
m Longsword (standard; at-will) ♦ Weapon		
+10 vs. AC; 1d8 + 4 damage.		
M Double Slash (standard; at-will) ♦ Weapon		
The bloody scalp swashbuckler makes two longsword attacks (each attack must be made against a different target).		
Never Surrender (immediate interrupt, when an ally is reduced to 0 hp)		
The bloody scalp swashbuckler makes a longsword attack.		
Rally the Crew (free; 1/round)		
When she scores a critical hit, the swashbuckler and all allies within 5 squares heal 2 hit points.		
Swashbuckler Tactics		
The swashbuckler and her allies deal +1d6 damage to any creature against whom the swashbuckler has combat advantage (even if the ally doesn't have combat advantage).		
Swashbuckler Bravado		
The swashbuckler scores critical hits on attack rolls of natural 19 or 20.		
Alignment Evil	Languages Common	
Skills Stealth +9, Thievery +9		
Str 14 (+3)	Dex 16 (+4)	Wis 10 (+1)
Con 16 (+4)	Int 8 (+0)	Cha 12 (+2)
Equipment leather armor, longsword		

Bloody Scalp Pirate (Level 3)		Level 3 Soldier
Medium natural humanoid		XP 150
Initiative +6	Senses Perception +6	
HP 46; Bloodied 23		
AC 19; Fortitude 16, Reflex 17, Will 15		
Speed 6		
m Longsword (standard; at-will) ♦ Weapon		
+10 vs. AC; 1d8 + 3 damage.		
M Dirty Fighting (standard; encounter) ♦ Weapon		
+10 vs. AC; 1d8 + 3 damage and the target is dazed (save ends).		
Alignment Evil	Languages Common	
Skills Stealth +9, Thievery +9		
Str 14 (+3)	Dex 16 (+4)	Wis 10 (+1)
Con 14 (+3)	Int 8 (+0)	Cha 8 (+0)
Equipment leather armor, longsword		

ENCOUNTER 1: NO ADVENTURERS ALLOWED MAP

DIRE TOMBS

Altar / Portcullis	2x1	x1
Stone Doors / Broken Urn	2x1	x1
Corner / Floor	2x2	x1
Hall / Hall w/Pillars	8x3	x1
Throne Room / Sun Room	8x8	x1



ENCOUNTER 2: ASKING AROUND

SKILL CHALLENGE LEVEL 1/3,
COMPLEXITY 5 (500/750 XP)

SETUP

Number of Successes: 12

Number of Failures: 6

Primary Skills: Arcana, Bluff, Diplomacy, Dungeoneering, Heal, History, Insight, Intimidate, Perception, Religion, Stealth, Streetwise, Thievery

Important NPCs: Followers of Bane, followers of Cyric, followers of Shar, miscellaneous pirates and treasure-seekers, commoners of Zhentil Keep

In this skill challenge, the PCs must gather information in order to learn as much as they can about the ruined temple of Shar. They might also learn about other groups actively searching for the temple (and the relic). The PCs eventually discover that there is an entrance to the temple in the ruins on the north side of the city.

The DM and the players can indicate various locations around the city where the PCs want to conduct their investigations. (The PCs do not have any means to cross the River Tesh, nor would it be advisable for them to do so even if they could, so they must focus their efforts on the northern section of the Keep.)

Kerstol's information suggests a lost temple of Shar exists somewhere in the ruins on this side of the river. Where exactly is the entrance, and can you find it before any of the other seekers get there first?

During this skill challenge, the PCs can take a wide variety of approaches. Some suggested uses of the primary skills are provided here, but allow players to create their own paths. The goal is to get the players to roleplay the investigation as they pick their way across the seedy underbelly of Zhentil Keep, not just to roll a handful of skill checks and pronounce success or failure. Also, don't be afraid to reward clever uses of powers that might be applicable to the overall goal of the skill challenge. For example, a PC wizard might use *ghost sound* to assist another character who's using *Stealth* to try and trail a group of Sharrans.

Currently available rituals are probably not helpful, although the Hand of Fate ritual might provide some guidance (treat as one or two successes) if the right questions are asked.

SKILL CHALLENGE

In general, each skill check that achieves the listed DC counts as one success towards the overall challenge, while each failed skill check counts as one failure. However, you can allow the use of secondary skills to negate failures if you deem it appropriate. You can also grant a bonus (typically +2) for especially good roleplaying in conjunction with a particular skill check. For some skills, the PCs might also get a bonus if they spread a little bit of gold around (particularly some of the social skill checks). The denizens of Zhentil Keep are nothing if not mercenary. Spending 5 gp in conjunction with a skill check could grant a character a +2 bonus on the check, at your discretion.

Each "round" of searching (during which every character in the party uses a single skill) takes one hour of game time. Suggested DCs are provided for the various skills, but you should always feel free to adjust the DCs up or down depending on the specific usage. At the low tier, the DCs should range between 15 (moderate) and 20 (hard), while at the high tier, the DCs should range between 17 and 22.

Arcana (DC 20/21): The PC recalls arcane lore that suggests a possible location for the Temple of Shar, or searches a particular section of the ruins for magical auras that might indicate the presence of the relic.

Bluff (DC 15/16): The PC pretends to be a member of one of the searching factions (Bane, Cyric, or Shar) or a member of one of the various pirate gangs. This can help rule out locations already searched or get a clue about locations where nobody has looked yet.

Diplomacy (DC 15/16): The PC approaches one of the other groups and offers to trade clues for the benefit of both groups, or the PC makes nice with some local merchants who can relate rumors and information about the various groups' actions and methods. (This could give the PCs some information about the Banites they face in Encounter 4.)

Dungeoneering (DC 20/21): The PC studies a map of the ruins to get a sense for which sections of the city might be stable enough for an underground temple.

Heal (DC 15/16): The PC tends to the diseases and wounds of some of the beggars and common folk of Zhentil Keep, who provide rumors, gossip, and observations concerning the various groups.

History (DC 15/16): The PC recalls some history regarding the layout of Zhentil Keep before the Spellplague. This can suggest some likely areas where the temple of Shar might have been located. (Shar was not one of the deities publicly venerated in the Keep then, so the location of the temple would have been

concealed and known only to trusted members. Thus, the temple proper is most likely underground.)

Insight (DC 15/16): This skill can be used cooperatively to assist another PC who is making a social skill check (Bluff, Diplomacy, Intimidate, or Streetwise). This PC knows when the other PC is being lied to or which questions garner the best results. This grants the other PC a +2 bonus on the social skill check. If the PC making the Insight check beats the hard DC (20/21), then the other PC's skill check does not count as a failure no matter how low the other character rolls.

Intimidate (DC 20/21): This skill is a bit harder to use (higher DCs) than the other social skills, because the denizens of Zhentil Keep are a pretty rough-and-tumble lot. However, a successful use of this skill browbeats information out of the locals.

Perception (DC 15/16): This skill can be used in a variety of ways. A PC might follow the tracks of one of the other groups or recognize signs of their passage. This skill might be used to notice a particular type of person in the crowded streets of Zhentil Keep (for example, if the PCs want to tail the Monks of the Dark Moon, they need to find one first). This skill can also be used to search the ruins in hopes of finding the secret entrance to the temple of Shar. (Of course, the PCs don't actually find the entrance until the end of the skill challenge.)

Religion (DC 15/16): The PC recalls a religious text discussing the worshippers of Shar and identifies some salient features of the architecture or motifs that characterize their temples. Alternatively, a PC could try to use this skill at a harder DC (20/22) in conjunction with the Bluff skill to try and impersonate a worshipper of one of the evil deities (Bane, Cyric, or Shar) and tag along with their searchers, steering them off track or simply reporting back to the other PCs on what they discover. This would be a more complicated series of skill checks, so it could potentially result in multiple successes if the character is able to pull off such a ruse.

Stealth (DC 15/16): The PC tails one of the other groups of searchers around the Keep and gains some insight into the types of places where they are searching. This skill use needs to be preceded by a successful check in order to locate a specific group first, however (either Perception to spot them or follow their tracks, or one of the social skills to learn where they are searching). A character who is actively observing another group might also use this skill to avoid being noticed or caught (being caught could negate a previous success).

Streetwise (DC 15/16): This skill can be used to collect useful information about the other groups who are searching for the temple of Shar, to gather rumors about where those groups might have looked already and where they plan to look next, to plant false leads

that could steer the other groups in the wrong direction, to create diversions or distractions (such as a mob scene) that delay the other groups in the city streets, or just about any other creative usage that the players might come up with. This skill could be used on its own to generate successes and failures, or it could be used as an enabling skill to grant other characters bonuses on their subsequent checks. This is probably the most appropriate default skill to fall back on for characters who can't think of any other skill that they want to use in a particular round.

Thievery (DC 20/21): This skill might be used to pick a pocket or steal a saddlebag from one of the other searchers, finding maps and clues that reveal what rumors that group has been chasing and where they have searched for the entrance to the temple. This skill can only be used one time against each of the three groups competing against the PCs to find the temple.

SAMPLE SCENES

Here are some scenes you can use to help provide a sense that the PCs are only one of many groups combing the ruins of Zhentil Keep for the ancient temple of Shar. Feel free to include these as part of the various skill checks made by the PCs or as "cut scenes" between rounds. Remember this is a skill challenge, not a combat encounter, so no matter how badly the PCs might fail on particular skill checks, the outcome should always be simply that they do not make any headway in their search, follow up on a false lead, or otherwise find their progress impeded. None of these scenes should lead to an actual combat encounter.

- A group of Banites comb through an abandoned warehouse, clearing debris and picking through wrecked shipping crates. Within one crate they discover some carvings that they study excitedly. They destroy the carvings after making a tracing and quickly exit the warehouse.
- A group of Cyricists ransack a small curio shop, flipping through books and discarding any tomes that don't seem to be relevant to their search while the proprietor looks on in horror as his wares are trampled into the muddy streets.
- A dark-clad monk wearing a holy symbol of Shar glides silently through the crowd, pausing every now and then as if searching for someone or checking to see whether he is being followed.
- A group of Banites is engaged in negotiations with a pirate crew; in exchange for some healing potions and a sack of gold, the pirates agree to provide some slaves who can help excavate a section of the ruins. The Banites mark the location on a map which they give to the pirates.

- A number of Zhentarim mercenaries ride slowly down the city streets, whispering among themselves and pointing at specific buildings. They glare with undisguised hostility at anybody they notice watching them.
- A Sharran priestess and a worshipper of Cyric meet in an alley and exchange a few brief words before going their separate ways.

CAMPAIGN NOTE: QUEST CARD OPPORTUNITY

While exploring the city of Zhentil Keep, some PCs might seek to surreptitiously complete certain tasks relating to a campaign Quest Card they have. They might pass out some scratched coins or look for individuals wearing yellow cloaks. Although those first two tasks cannot be completed in this adventure, see Encounter 11 for the quest task that **can** be completed.

ENDING THE ENCOUNTER

No matter what happens, the PCs eventually discover the entrance to the temple of Shar. It's simply a question of whether they find it before any of the other groups do.

Success: The PCs are the first to discover the entrance to the temple. Run Encounter 3 before you run Encounter 4. The PCs get a round to prepare for the arrival of the Banites in Encounter 4.

Failure: The worshippers of Bane find the entrance to the temple before the PCs do. Run Encounter 4 before you run Encounter 3, and the Banites might be able to get a surprise round against the PCs. This failure also adds to the difficulty of the final combat against the Zhentarim.

EXPERIENCE POINTS

If the PCs succeed on the skill challenge and are the first group to discover the entrance to the temple, each character receives 100/150 XP. If they fail the skill challenge, they still get half experience, but this has some consequences later in the adventure.

TREASURE

There is no treasure to be gained in this encounter (although the PCs might spend a bit of their own money to buy information).

ENCOUNTER 3: WARPED WARDS

ENCOUNTER LEVEL 2/4 (600/900 XP)

SETUP

This encounter includes the following creatures and traps at the low tier:

- 2 shadow shapers (S)
- 2 dark hammers (H)
- 1 shadow mote trap (M)

This encounter includes the following creatures and traps at the high tier:

- 2 shadow shapers (Level 3) (S)
- 2 dark hammers (Level 3) (H)
- 1 shadow mote trap (M)

The entrance that the PCs eventually discover is a trap door in the floor of a ruined building. Beyond the trap door, a steep shaft descends into darkness. Iron rungs attached to the walls of the shaft make the climb easy. After traveling 50 feet down into the darkness, the PCs come to a landing, and then a stairway that travels down further. The stairway ends at double doors (shown in the top-left corner of the Encounter 2 Map). The doors are made of iron and are locked, but the lock has rusted to the point that a swift kick allows entrance. (If the PCs are not the first group to arrive here, because they failed the skill challenge, then the doors have already been forced open by the Banites.)

As the adventurers enter the area, read:

A large, finished chamber lies beyond the rusted iron doors. The room once contained furnishings, but those furnishings have been destroyed and are strewn about the room.

In the center of the room is a statue made of dark stone. The statue is strange in that some of the features, like fingers and toes, are carved in intricate detail, while the facial features are obscure.

A large alcove on the east wall holds piles of coins and other valuables. On the floor in front of a passageway leading south is a square diagram etched into the floor. A circular diagram has been inscribed before a passageway leading east.

A DC 15 Religion check reveals that the statue reveres an aspect of Shar, the goddess of shadows.

A DC 22/24 Perception check reveals that a shadowy force cloaks the entire statue.

The shadow mote trap is triggered (and the shadow creatures appear) when a PC steps within 2 squares of the statue, the treasure, or either of the diagrams.

The dark hammers appear from out of the square diagram (which looks like an obelisk on the map) and the shadow shapers appear from the circular diagram (the glowing green circle/triangle on the map).

FEATURES OF THE AREA

Illumination: The only light in the area is that provided by the PCs.

Statue: The statue is blocking terrain. Any creature that rolls a critical hit while adjacent to the statue can use a healing surge.

Treasure Alcove: Most of the “treasure” here is worthless wooden discs painted silver and gold. The alcove is considered difficult terrain.

Two Diagrams: The diagrams were once wards against intruders, but they have been warped by time and the effects of the Spellplague. Shadow creatures gain a +1 bonus to all defenses when in the diagrams. Powers that have the implement keyword gain a +2 to damage when the attack originates from a square adjacent to the diagram. A living creature that enters a diagram is teleported to the closest free square adjacent to the statue until the trap is disarmed. Jumping over or teleporting past the squares has the same effect as entering a square with a diagram.

TACTICS

As soon as a PC triggers the trap and the shadow monsters appear, roll initiative. (The shadow mote gets a surprise round if combat begins when a PC passes within 2 squares of the statue.) On its turn, the shadow mote lashes out, striking at the closest PC and then returning to the statue. The PCs should understand that the mote cannot be directly attacked, but they might be able to affect it in other ways (as detailed in the statistics block for the trap).

The dark hammers move forward to engage the PCs with melee attacks, while the shadow shapers stay back and used their ranged attacks. The creatures try to stay within one square of each other to gain the bonus from their *umbral blend* ability.

ADJUSTING THE ENCOUNTER

The read-aloud text and other components of this encounter assume that the PCs succeed on the skill challenge and get here before the worshippers of Bane have time to fully explore the temple. If that is not the case (if you are coming here from Encounter 4) then feel

free to modify the description of this area a bit (the doors are already open, there are signs of the other group's passage, and perhaps even a Banite corpse or two piled up around several of the traps). The details of the combat remain identical, but it should be obvious to the PCs that their previous failure means that they are definitely not the first group to pass this way.

SCALING THE ENCOUNTER

Make the following adjustments to the combat based on the number of PCs present.

Four PCs: Remove one dark hammer.

Six PCs: Add one dark hammer.

ENDING THE ENCOUNTER

Once the shadow creatures are defeated, the trap continues to attack until it is disarmed or until the PCs leave the area completely. The PCs cannot get past the diagrams until the trap is disarmed.

Once the trap is disarmed and the creatures are destroyed, the PCs can rest. However, after a single five-minute rest, the followers of Bane arrive via the staircase (if the PCs got here first) or via the southern and eastern passages (if the PCs did not get here first). If the PCs do not take a five-minute rest and plan to leave the room immediately, simply have the followers of Bane arrive early.

EXPERIENCE POINTS

The characters receive 120/180 experience points each for defeating the shadow creatures and disarming the trap.

TREASURE

Amid the pile of "fake treasure" are a few valuables. It requires a DC 25 Perception check to find the valuables within the junk. The PCs find 45/65 gp each and a +1 *staff of fiery might* (low-level) or a +2 *staff of fiery might* (high-level).

ENCOUNTER 3: WARPED WARDS STATISTICS (LOW LEVEL)

Shadow Shaper		Level 1 Artillery
Medium shadow construct		XP 100
Initiative +5 Senses Perception +4; darkvision		
HP 22; Bloodied 11		
AC 15; Fortitude 12, Reflex 14, Will 10		
Immune disease, poison; Resist cold 5		
Speed 6		
m Slam (standard; at-will)		
+5 vs. AC; 1d6 + 3 damage.		
R Freezing Shadow (standard; at-will) ♦ Cold		
Ranged 15; +4 vs. Reflex; 1d6 + 4 cold damage.		
<i>Miss</i> : 2 cold damage.		
Umbral Blend		
When adjacent to an ally with the shadow origin, both creatures gain +1 to AC and Reflex defense.		
Alignment Unaligned	Languages --	
Skills Stealth +7		
Str 14 (+2)	Dex 16 (+3)	Wis 10 (+0)
Con 10 (+2)	Int 8 (-1)	Cha 10 (+0)

Dark Hammer		Level 1 Brute
Medium shadow construct		XP 100
Initiative +3 Senses Perception +4; darkvision		
HP 34; Bloodied 17		
AC 17; Fortitude 15, Reflex 11, Will 10		
Immune disease, poison; Resist cold 5		
Speed 4 (8 when charging)		
m Slam (standard; at-will)		
+5 vs. AC; 1d6 + 3 damage plus 1d6 cold damage.		
C Frosty Strike (standard; at-will) ♦ Cold		
Close burst 1; +3 vs. Reflex; the target takes ongoing 3 cold damage and is immobilized (save ends both).		
Umbral Blend		
When adjacent to an ally with the shadow origin, both creatures gain +1 to AC and Reflex defense.		
Alignment Unaligned	Languages --	
Str 18 (+2)	Dex 12 (+3)	Wis 10 (+0)
Con 14 (+2)	Int 8 (-1)	Cha 10 (+0)

Shadow Mote		Level 5 Obstacle
Trap		XP 200
Trap : A swirling ball of shadow coalesces in the chamber. It crashes into the nearest living creature, and then it returns to the statue.		
Perception		
♦ DC 22: The character notices the statue is glowing with a dark radiance, and the energy is mobile.		
Initiative +5		
Trigger		
When a living creature moves within 2 squares of the statue, the shadow mote appears and attacks. It thereafter attacks once per round on the same initiative count until it is disabled or destroyed. The mote does not have a position on the battle map; when it attacks, dark energy lashes out from the statue and then leaps back.		
Attack		
Standard Action	Melee 2	
Target : The nearest living non-shadow creature when the mote activates.		
Attack : +5 vs. Will		
Hit : 1d8 + 1 damage and target blinded (save ends).		
Countermeasures		
♦ As a standard action, a character can make a DC 19 Religion check to recite a prayer to Shar that deactivates the mote for one round.		
♦ As a standard action, a character adjacent to the statue can suppress the trap for one round with a DC 17 Thievery check.		
♦ As a standard action, a character within 3 squares of the statue can suppress the trap for one round with a DC 19 Arcana check.		
♦ One or more characters can enter into a Complexity 1 skill challenge (4 successes before 2 failures) to disable the trap. A combination of Religion (DC 15), Thievery (DC 17) and Arcana (DC 19) checks may be used to achieve successes as detailed above. If the skill challenge succeeds then the trap is destroyed. If the skill challenge fails then the trap is not destroyed and the mote emits a burst of dark energy. Close burst 5; enemies in burst; +5 vs. Will; 2d8+2 damage and target blinded (save ends).		
♦ The characters can physically destroy the statue (AC 16, other defenses 13, hp 55; resist 5 all) which destroys the trap.		

ENCOUNTER 3: WARPED WARDS STATISTICS (HIGH LEVEL)

Shadow Shaper (Level 3)	Level 3 Artillery
Medium shadow construct	XP 175
Initiative +5 Senses Perception +4	
HP 34; Bloodied 17	
AC 17; Fortitude 14, Reflex 16, Will 12	
Immune disease, poison; Resist cold 5	
Speed 6	
m Slam (standard; at-will)	
+7 vs. AC; 1d6 + 4 damage.	
R Freezing Shadow (standard; at-will) ♦ Cold	
Ranged 15; +6 vs. Reflex; 1d6 + 5 cold damage.	
<i>Miss</i> : 3 cold damage.	
Umbral Blend	
When adjacent to an ally with the shadow origin, both creatures gain +1 to AC and Reflex defense.	
Alignment Unaligned	Languages --
Skills Stealth +7	
Str 14 (+2)	Dex 16 (+3) Wis 10 (+0)
Con 10 (+2)	Int 8 (-1) Cha 10 (+0)

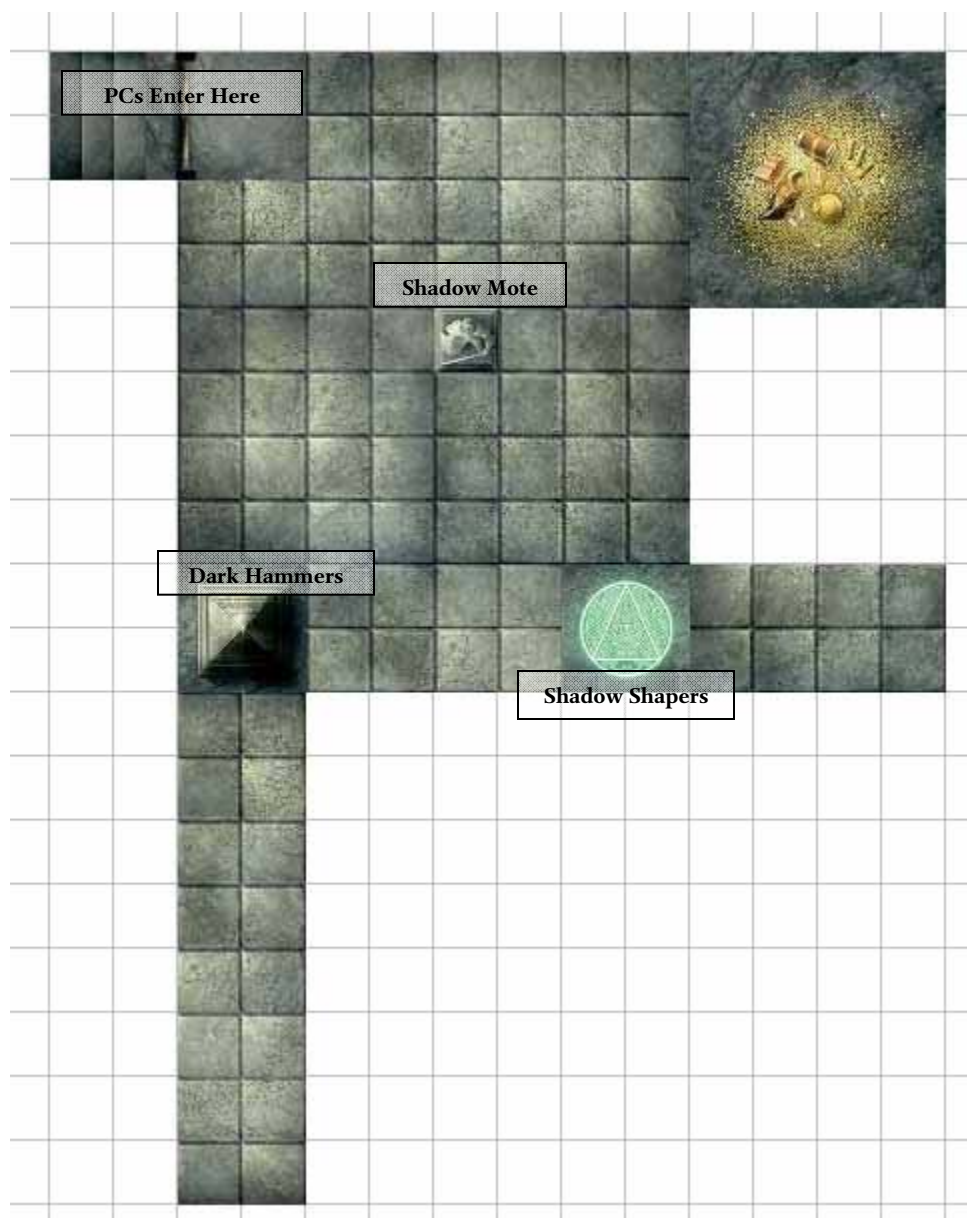
Dark Hammer (Level 3)	Level 3 Brute
Medium shadow construct	XP 175
Initiative +3 Senses Perception +4	
HP 54; Bloodied 27	
AC 19; Fortitude 17, Reflex 13, Will 11	
Immune disease, poison; Resist cold 5	
Speed 4 (8 when charging)	
m Slam (standard; at-will)	
+7 vs. AC; 1d6 + 4 damage plus 1d6 cold damage.	
C Frosty Strike (standard; at-will) ♦ Cold	
Close burst 1; +5 vs. Reflex; the target takes ongoing 5 cold damage and is immobilized (save ends both).	
Umbral Blend	
When adjacent to an ally with the shadow keyword, both creatures gain +1 to AC and Reflex defense.	
Alignment Unaligned	Languages --
Str 18 (+2)	Dex 12 (+3) Wis 10 (+0)
Con 14 (+2)	Int 8 (-1) Cha 10 (+0)

Shadow Mote	Level 5 Obstacle
Trap	XP 200
Trap: A swirling ball of shadow coalesces in the chamber. It crashes into the nearest living creature, and then it returns to the statue.	
Perception	
♦ DC 24: The character notices the statue is glowing with a dark radiance, and the energy is mobile.	
Initiative +5	
Trigger	
When a living creature moves within 2 squares of the statue, the shadow mote appears and attacks. It thereafter attacks once per round on the same initiative count until it is disabled or destroyed. The mote does not have a position on the battle map; when it attacks, dark energy lashes out from the statue and then leaps back.	
Attack	
Standard Action	Melee 2
Target: The nearest living non-shadow creature when the mote activates.	
Attack: +5 vs. Will	
Hit: 1d8 + 1 damage and target blinded (save ends).	
Countermeasures	
♦ As a standard action, a character can make a DC 19 Religion check to recite a prayer to Shar that deactivates the mote for one round.	
♦ As a standard action, a character adjacent to the statue can suppress the trap for one round with a DC 17 Thievery check.	
♦ As a standard action, a character within 3 squares of the statue can suppress the trap for one round with a DC 19 Arcana check.	
♦ One or more characters can enter into a Complexity 1 skill challenge (4 successes before 2 failures) to disable the trap. A combination of Religion (DC 15), Thievery (DC 17) and Arcana (DC 19) checks may be used to achieve successes as detailed above. If the skill challenge succeeds then the trap is destroyed. If the skill challenge fails then the trap is not destroyed and the mote emits a burst of dark energy. Close burst 5; enemies in burst; +5 vs. Will; 2d8+2 damage and target blinded (save ends).	
♦ The characters can physically destroy the statue (AC 16, other defenses 13, hp 55; resist 5 all) which destroys the trap.	

ENCOUNTER 3: WARPED WARDS MAP

DUNGEON TILES

Crevasse / Floor	4x2	x1
Crevasse / Floor	8x2	x1
Double Doors / Rubble	2x1	x1
Obelisk / Floor	2x2	x1
Rune / Floor	2x2	x1
Stairs Landing / Floor	4x2	x1
Shop / Floor	8x10	x1
Statue / Floor	1x1	x1
Treasure / Platform	4x4	x1



ENCOUNTER 4: BANE'S BLESSED

ENCOUNTER LEVEL 2/3 (600/750 XP)

SETUP

This encounter includes the following creatures at the low tier:

- 1 adept of Bane
- 2 blades of Bane
- 5 fists of Bane

This encounter includes the following creatures at the high tier:

- 1 adept of Bane
- 2 blades of Bane (Level 5)
- 7 fists of Bane

This encounter begins five minutes after the PCs complete the previous encounter, or when the PCs start to leave the room with the Shar statue, whichever is sooner. If any of the PCs beats a passive Perception DC of 19, they hear the followers of Bane approaching, and have one round to prepare. The Banites enter by coming down the same staircase that the PCs used. The Banites' original positions are not marked on the battle map; you should arrange them in the most logical configuration given the tactical situation and the conditions described in the "Adjusting the Encounter" section.

As the followers of Bane enter the area, read:

Several humans, dressed in armor and bearing swords of various types, come clattering down the stairs.

Upon seeing you, their apparent leader, who wears a symbol showing a longsword and a mailed fist, barks out, "On whose authority are you here?"

A DC 20 Religion check reveals the symbol is an alternate symbol of Bane. The PCs might be able to bluff the followers of Bane long enough to get into improved tactical positions, but it should soon become obvious that the PCs are not followers of Bane with permission to come here in search of Shar's artifact, and then a battle begins.

FEATURES OF THE AREA

Illumination: The followers of Bane have everburning torches to cast bright light into the room, even if the PCs do not.

Statue: The statue is blocking terrain. Any creature that rolls a critical hit while adjacent to the statue can use a healing surge.

Treasure Alcove: Most of the "treasure" here is worthless wooden discs painted silver and gold. The alcove is considered difficult terrain. This changes if the PCs have cleaned up the area.

Two Diagrams: The diagrams were once wards against intruders, but they have been warped by time and the effects of the Spellplague. Shadow creatures gain a +1 to all defenses when in the diagrams. Powers that have the Implement keyword gain a +2 damage bonus if the attack originates from a square inside or adjacent to either of the diagrams. The teleporting aspect described in Encounter 3 does not function during this encounter (either because the PCs already destroyed the traps or because the Banites enacted a ritual that suppresses them).

Trap: If the PCs got here first, then they should already have dealt with the trap. If the Banites got here first, they have enacted a ritual which temporarily suppresses the trap.

TACTICS

The adept of Bane tries to stay in the middle of the combat, attaching with melee and ranged attacks as needed. He uses *battle grace* as much as possible, and if he or his blades of Bane get bloodied, he uses *Bane's command* to heal them.

The blades of Bane try to crush their enemies with an onslaught of greatsword attacks, delivering vicious kicks to any enemies who might be distracted.

The fists of Bane mob any PC defenders, trying to wear them down and stay out of the way of any area blasts or bursts.

ADJUSTING THE ENCOUNTER

The boxed text and other components of this encounter assume that the PCs succeeded on the skill challenge (Encounter 2) and have already dealt with the traps and wards (Encounter 3). In this case, the Banites enter by coming down the same stairway that the PCs used (at the top left of the map). Allow the PCs to make Perception checks to see if they hear the Banites coming, and likewise check to see if the Banites hear the PCs. It is possible that the PCs might get a surprise round if everything falls in their favor. (The minions are the first ones down the stairs, of course, so they should feel the brunt of the PCs' attacks during any surprise round.)

If the PCs failed the skill challenge, then the Banites are just beginning to explore the area when the PCs arrive. They have broken up into two groups. One group has a blade of Bane plus five fists of Bane. The other group has the adept of Bane, a blade of bane, and two

fists of Bane. The larger group is entering the southern corridor (the Banites conducted a brief ritual which suppressed the shadow traps) while the smaller group (with the adept) is just out of sight down the eastern corridor. This should draw the PCs into the room to engage the first group, whereupon the second group comes around the corner and joins the attack, hopefully catching the PCs in a bad tactical position. Feel free to adjust this setup as necessary - the PCs should be at a disadvantage because they failed the skill challenge. The Banites might even get a surprise round against the PCs if the PCs are not stealthy enough in their approach.

Five minutes after this combat ends, or whenever the PCs attempt to go down the southern or eastern corridor, the ritual enacted by the Banites fades away and the traps reactivate, forcing the PCs to deal with Encounter 3 if they have not already done so.

SCALING THE ENCOUNTER

Make the following adjustments to the combat based on the number of PCs present.

Four PCs: Remove three fists of Bane (two from group 1 and one from group 2).

Six PCs: Add one blade of Bane (to group 1).

ENDING THE ENCOUNTER

Once the PCs have defeated the followers of Bane, and deactivated or destroyed all of the traps, they are free to continue their exploration. If the PCs have not yet completed Encounter 3, then they must do so before they can proceed.

If the PCs take an extended rest here, there are no immediate ill effects, but this has serious consequences in the final encounter of this adventure, as the Zhentarim have more time to send additional mercenaries to intercept them when they try to leave the city.

After they have completed both Encounter 3 and Encounter 4, regardless of which passage the PCs choose to explore, the next location they discover is the maze of shadows. Proceed to Encounter 5.

EXPERIENCE POINTS

The characters receive 120/150 experience points each for defeating the followers of Bane.

TREASURE

The followers of Bane carry no magical treasure, but their possessions and equipment are worth a total of 15/25 gp per PC.

ENCOUNTER 4: BANE'S BLESSED STATISTICS (LOW LEVEL)

Adept of Bane		Level 4 Controller (Leader)
Medium natural humanoid		XP 175
Initiative +3	Senses Perception +10	
Bane's Blessing aura 1; enemies in the aura take a -2 penalty to attack rolls.		
HP 58; Bloodied 29		
AC 19; Fortitude 18, Reflex 13, Will 18		
Speed 5		
m Longsword (standard; at-will) ♦ Weapon		
+8 vs. AC; 1d8 + 2 damage.		
R Dominating Ray (standard; at-will) ♦ Fear		
Ranged 10; +7 vs. Will; 1d6 + 3 damage and the target is slowed (save ends).		
R Withering Glance (standard; recharge 4 5 6) ♦ Necrotic		
Ranged 5; +7 vs. Fortitude; the target takes 5 ongoing necrotic damage and is weakened (save ends both).		
C Battle Grace (minor 1/round; recharge 4 5 6)		
Close burst 10; all allies in the burst gain +5 speed until the end of the adept of Bane's next turn.		
C Bane's Command (standard; encounter)		
Close burst 5; bloodied allies in the burst regain 15 hit points.		
Alignment Evil		Languages Common
Skills Endurance +10, Religion +10		
Str 14 (+4)	Dex 12 (+3)	Wis 18 (+6)
Con 18 (+6)	Int 8 (+1)	Cha 12 (+3)
Equipment scale armor, longsword, holy symbol		

Blade of Bane		Level 3 Soldier
Medium natural humanoid		XP 150
Initiative +4	Senses Perception +5	
HP 50; Bloodied 25		
AC 19; Fortitude 18, Reflex 15, Will 16		
Speed 5		
m Greatsword (standard; at-will) ♦ Weapon		
+9 vs. AC; 1d12 + 2 damage, and the target is marked until the end of the blade of Bane's next turn.		
M Kick (minor 1/round; at-will)		
Requires combat advantage; +7 vs. Fortitude; 1d4 + 2 damage.		
R Javelin (standard; at-will) ♦ Weapon		
Ranged 10/20; +9 vs. AC; 1d6 + 2 damage.		
Alignment Evil		Languages Common
Skills Endurance +10, Religion +6		
Str 18 (+5)	Dex 12 (+2)	Wis 12 (+2)
Con 18 (+5)	Int 6 (-1)	Cha 8 (+0)
Equipment scale armor, greatsword, 2 javelins		

Fist of Bane		Level 1 Minion
Medium natural humanoid		XP 25
Initiative +0	Senses Perception +0	
HP 1; a missed attack never damages a minion		
AC 15; Fortitude 13, Reflex 11, Will 11		
Speed 6		
m Shortsword (standard; at-will) ♦ Weapon		
+6 vs. AC; 4 damage.		
R Javelin (standard; at-will) ♦ Weapon		
Ranged 10/20; +4 vs. AC; 4 damage.		
Fervor of Bane		
The fist of Bane gains a +1 power bonus to damage while at least 2 other fists of Bane are within 5 squares of it.		
Alignment Evil		Languages Common
Str 14 (+2)	Dex 10 (+0)	Wis 10 (+0)
Con 12 (+1)	Int 8 (-1)	Cha 8 (-1)
Equipment leather armor, shortsword, 3 javelins		

ENCOUNTER 4: BANE'S BLESSED STATISTICS (HIGH LEVEL)

Adept of Bane		Level 4 Controller (Leader)
Medium natural humanoid		XP 175
Initiative +3	Senses Perception +10	
Bane's Blessing aura 1; enemies in the aura take a -2 penalty to attack rolls.		
HP 58; Bloodied 29		
AC 19; Fortitude 18, Reflex 13, Will 18		
Speed 5		
m Longsword (standard; at-will) ♦ Weapon		
+8 vs. AC; 1d8 + 2 damage.		
R Dominating Ray (standard; at-will) ♦ Fear		
Ranged 10; +7 vs. Will; 1d6 + 3 damage and the target is slowed (save ends).		
R Withering Glance (standard; recharge 4 5 6) ♦ Necrotic		
Ranged 5; +7 vs. Fortitude; the target takes 5 ongoing necrotic damage and is weakened (save ends both).		
C Battle Grace (minor 1/round; recharge 4 5 6)		
Close burst 10; all allies in the burst gain +5 speed until the end of the adept of Bane's next turn.		
C Bane's Command (standard; encounter)		
Close burst 5; bloodied allies in the burst regain 15 hit points.		
Alignment Evil	Languages Common	
Skills Endurance +10, Religion +10		
Str 14 (+4)	Dex 12 (+3)	Wis 18 (+6)
Con 18 (+6)	Int 8 (+1)	Cha 12 (+3)
Equipment scale armor, longsword, holy symbol		

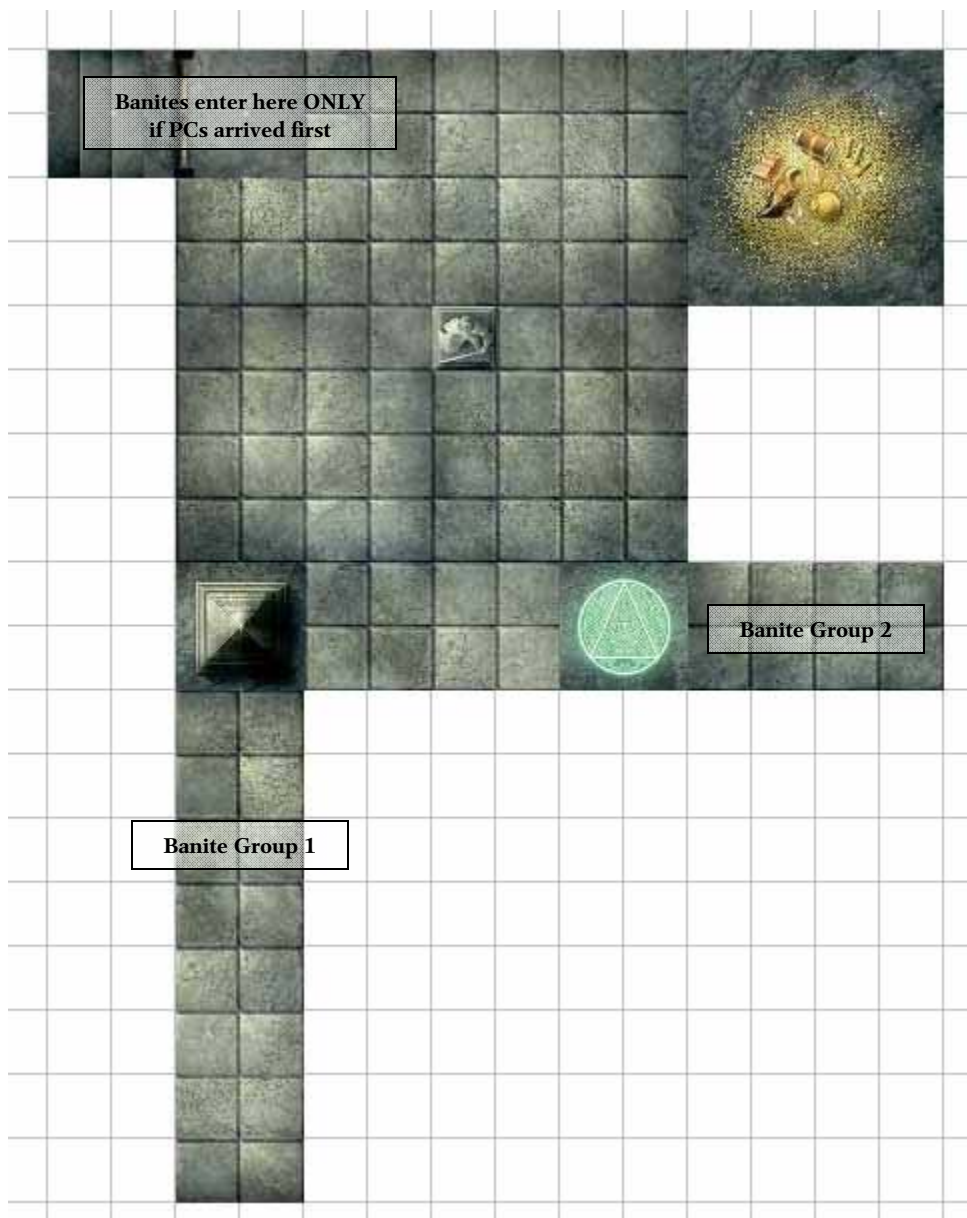
Blade of Bane (Level 5)		Level 5 Soldier
Medium natural humanoid		XP 200
Initiative +5	Senses Perception +5	
HP 66; Bloodied 33		
AC 21; Fortitude 20, Reflex 17, Will 18		
Speed 5		
m Greatsword (standard; at-will) ♦ Weapon		
+11 vs. AC; 1d12 + 3 damage, and the target is marked until the end of the blade of Bane's next turn.		
M Kick (minor 1/round; at-will)		
Requires combat advantage; +9 vs. Fortitude; 1d4 + 3 damage.		
R Javelin (standard; at-will) ♦ Weapon		
Ranged 10/20; +11 vs. AC; 1d6 + 3 damage.		
Alignment Evil		Languages Common
Skills Endurance +11, Religion +7		
Str 18 (+6)	Dex 12 (+3)	Wis 12 (+3)
Con 18 (+6)	Int 6 (+0)	Cha 8 (+1)
Equipment scale armor, greatsword, 2 javelins		

Fist of Bane		Level 1 Minion
Medium natural humanoid		XP 25
Initiative +0	Senses Perception +0	
HP 1; a missed attack never damages a minion		
AC 15; Fortitude 13, Reflex 11, Will 11		
Speed 6		
m Shortsword (standard; at-will) ♦ Weapon		
+6 vs. AC; 4 damage.		
R Javelin (standard; at-will) ♦ Weapon		
Ranged 10/20; +4 vs. AC; 4 damage.		
Fervor of Bane		
The fist of Bane gains a +1 power bonus to damage while at least 2 other fists of Bane are within 5 squares of it.		
Alignment Evil		Languages Common
Str 14 (+2)	Dex 10 (+0)	Wis 10 (+0)
Con 12 (+1)	Int 8 (-1)	Cha 8 (-1)
Equipment leather armor, shortsword, 3 javelins		

ENCOUNTER 4: BANE'S BLESSED MAP

DUNGEON TILES

Crevasse / Floor	4x2	x1
Crevasse / Floor	8x2	x1
Double Doors / Rubble	2x1	x1
Obelisk / Floor	2x2	x1
Rune / Floor	2x2	x1
Stairs Landing / Floor	4x2	x1
Shop / Floor	8x10	x1
Statue / Floor	1x1	x1
Treasure / Platform	4x4	x1



ENCOUNTER 5: MAZE OF SHADOWS

SKILL CHALLENGE LEVEL 1/3,
COMPLEXITY 2 (200/300 XP)

SETUP

Number of Successes: 6

Number of Failures: Special

Primary Skills: Acrobatics, Arcana, Dungeoneering, Endurance, Heal, History, Insight, Perception, Religion

In this skill challenge, the PCs navigate a maze of shifting shadows. At the center of the maze, they discover a reliquary of Shar. Unfortunately, the reliquary doesn't contain the relic they seek but contains a clue that guides them to their next destination, the Tower of the Art.

The passage grows darker and darker. Your light sources flicker feebly, seeming to weaken as the surrounding shadows devour the light. The worked stone seems to be less and less solid with each step. Finally the stone disappears entirely and you find yourselves standing at the entrance to a maze composed entirely of shifting shadows.

The floor beneath the PCs' feet is still solid, but there are no tangible walls or ceiling. The whirling shadows surround the party on all sides, and all of the PCs' light sources are reduced to tiny faint flickers.

With a successful Religion check (DC 15), the PCs can recall stories of shadow mazes similar to this one that were sometimes used in temples of Shar to protect treasures. Those who took wrong turns or otherwise failed to navigate the maze would find the chilly shadows leeching away their life force. The path was memorized by the faithful, who would pass through with their eyes closed, trusting to their memory of the steps to guide them safely through the maze. If the relic that the PCs seek is to be found in this temple, then reaching the center of this maze seems like the best bet.

Because the maze appears to be made of shadows, a character might be tempted to simply try and run through it. This works, but not very well. The walls are indeed insubstantial, meaning that a character can force his way through with some effort. However, this drains 1 healing surge from the PC. It also doesn't really accomplish anything, because the "center" of the maze is not really in the center of the room; thus, a character

who simply staggers around inside the maze, crashing through various walls, will run out of healing surges and fall unconscious long before he reaches the goal.

SKILL CHALLENGE

The maze is almost a living thing. Although the one true path cannot be changed, so that the faithful can always pass through safely, everything else about the maze is totally mutable. The maze lashes out at intruders by shifting the location of walls, creating shadowy obstacles where the passage previously appeared safe, and otherwise attempting to confuse and confound those within so that they blunder into dead ends.

This skill challenge works a bit differently than most. The PCs can decide if they want to explore the maze as a group (sticking together), if they want to go off in different directions (splitting up), or if only one or two characters want to dare the maze (tackling the challenge themselves). As soon as any character or group enters the maze, the only way they can get out is by reaching the center (which requires 6 successes) or by returning to the entrance (which requires 2 successes). It does not matter how many failures a character or group accumulates along the way - until they accumulate the required number of successes, or until someone else finds the center, they remain lost in the maze.

If a character runs out of healing surges while still inside the maze, that character takes real damage every time he or she suffers a failure that would result in the loss of a healing surge. The amount of hit point damage is equal to the character's surge value. A character who is reduced to 0 or negative hit points by this effect falls unconscious inside the maze and begins dying as the shadow energy devours what's left of their life force. The character must begin making death saving throws each round until someone reaches the center, at which point any dying characters still in the maze automatically stabilize.

Any attempt to mark a path through the maze (such as by trailing a string, leaving bread crumbs, calling out the turns, etc.) is doomed to fail. The maze itself malevolently rearranges things so that these efforts actually lead those who attempt to follow into dead ends and obstacles that were not present the first time through. Only the true faithful of Shar (which by definition does not include the PCs) can pass through unharmed.

Each "round" of skill checks in this skill challenge (in which all characters who are inside the maze make one check apiece) consumes one minute of game time.

Acrobatics (DC 15/17): This skill can overcome the shadowy traps and other obstacles. Dark energy

lashes out from the walls, pits open in the floor, the ceiling slams down, and other hazards emerge. A success does not bring the group any closer to the center of the maze, but it protects one character from losing a healing surge due to a failed skill check.

Arcana (DC 20/21): The PC attempts to manipulate the magical energies of the maze. A success with this skill brings the group one success closer to the center. A failure causes the character to lose one healing surge as shadow energy blasts the character.

Dungeoneering (DC 15/16): The character draws on his experience with navigating twisty subterranean passages to help the party move through the maze. A success with this skill brings the group one success closer to the center of the maze. A failure causes the character to stumble down a dead end or blind alley, and shadow energy lashes out, draining 1 healing surge.

Endurance (DC 20/21): This skill fortifies oneself or a companion against the life-draining energies of the shadow maze. A success does not bring the group any closer to the center, but it protects one character from losing a healing surge due to a failed skill check.

Heal (DC 15/16): The character creates a fortifying draught that strengthens the body and soul against the life-draining attacks of the shadow maze. A success with this skill does not bring the group any closer to the center of the maze, but it can restore one healing surge that another character lost due to a failed skill check. Each character may benefit from this effect one time.

History (DC 20/21): The character recalls reading about similar warding rituals. Some create mazes of the mind, others create mazes of prismatic colors. This maze is composed of shadows, but the concepts are similar. The character draws on his knowledge to plan a path through the maze. A successful check brings the group one success closer to the center of the maze. A failed check results in blundering into a trap and costing the character a healing surge.

Insight (DC 15/16): This skill can be used to intuit the patterns that are intrinsic to the maze. Even though it is capable of adjusting its form, the maze is not truly intelligent, and eventually it does repeat its same tricks. A success with this skill gives any other character a +2 bonus on their next Knowledge skill check (Arcana, Dungeoneering, History, or Religion) to move the group closer to the center of the maze.

A success with this skill that beats the hard DC (20/21) can instead allow the character to have a flash of insight and discover a shortcut through the maze, counting as one success towards completing the skill challenge. This benefit can only be gained once during the challenge, however.

Perception (DC 20/21): The character spots hidden passages and other routes through the maze that those with less sharp senses would miss. A success with this skill moves the group one success closer to the center of the maze. A failure means the character did not notice a hazard in time and gets blasted with shadow energy, losing 1 healing surge.

Religion (DC 15 / 16): This skill can be used to remember bits and pieces of the liturgy of Shar, which might suggest the correct route through the maze. Each success with this skill brings the group one success closer to the center of the maze. A failure with this skill means that the character takes a wrong turn or is otherwise recognized as an unbeliever, and the maze lashes out, draining a healing surge.

This skill can also be used against a very hard DC (25/26) to attempt to recite a prayer beseeching Shar's protection and guidance. This attempt can only be made one time during the entire challenge. A success fools the maze into thinking that the group is actually blessed by Shar. This moves the group one success closer to the center and grants each character protection from the loss of one healing surge during the skill challenge. A failure on this attempt is particularly disastrous, however, as the maze lashes out at all the defilers within; each PC loses 1 healing surge, not just the character who failed the check. Make sure the player realizes that this is a particularly risky maneuver before attempting it.

USING POWERS IN THE SKILL CHALLENGE

The PCs may have various powers that they want to draw upon to help them with this skill challenge. This is perfectly reasonable as long as there is some roleplaying involved and you agree with the use of the power. For example, a cleric might use Channel Divinity to attack the maze directly with divine energy. The maze should be treated as if all its defenses are 15 (low tier) or 17 (high tier) for purposes of resolving attacks made directly against it. (The PCs cannot hack their way through by brute force, however.) A successful attack with an appropriate power (such as Channel Divinity) could be used to either blast a path through (bringing the group one success closer to the center) or perhaps give the characters a bonus on their next skill check or protect them from the loss of a healing surge on a failed skill check. A missed attack with such a power would cause a backlash from the maze, however, draining the offending character of a healing surge.

The most obvious power to use in this situation is the wizard's *light* cantrip. This power is not strong enough on its own to break through the shadowy darkness created by the maze; however, it can be used in place of making a skill check to give another

character a +2 bonus on a skill check that they are about to attempt. Likewise, if a character consumes a sunrod or other light source (using up the entire duration in one shot), that can be used to grant a +2 bonus on a skill check as well, temporarily banishing a little bit of the shadow maze.

Other skills and powers might have various uses as you see fit. For example, a character might try an Athletics check (possibly augmented by the wizard power *jump*) to leap high into the air and get a look at the layout of the entire maze. This kind of creativity should be rewarded by giving the group a bonus on their skill checks or perhaps awarding a success towards the completion of the overall challenge. However, don't let the characters complete the entire challenge simply by rattling off a list of their powers that they want to use. They aren't really investing those resources because at-will powers never run out and encounter powers come back after a short rest. (If the PCs have a creative way to burn daily powers, though, that's another story, since then they are investing real resources into overcoming the challenge.)

CENTER OF THE MAZE

At the center of the maze, the PCs discover an altar to Shar, upon which rests a locked reliquary (Thievery DC 20 to open, or a character can bash it open, but bashing it open causes a burst of shadow energy which drains a healing surge from everybody at the center of the maze). Inside the reliquary, the PCs find a jet black holy symbol of Shar and a small prayer book, along with a small cache of three *potions of healing*.

A DC 15 Religion check reveals that these prayers are not quite the same as the standard liturgy of Shar. Rather, this temple seems to have been occupied by a fringe sect of the dark goddess. This particular sect seems to have been following a prophecy which speaks of the death of a deity. This temple was apparently founded on the belief that the deity in question was Shar (but obviously that turned out to be wrong).

Distribute Handout 2 to the players at this time, which summarizes the prophecy and the Sharrans' plan to recreate the Shadow Weave by creating a special relic with the assistance of the magi of the Tower of the Art. Since the relic is not here, the only place the PCs can go next is to the Tower itself.

ENDING THE ENCOUNTER

This encounter ends as soon as someone reaches the center of the maze. Once this happens, the maze stops "attacking." The path to the center becomes a straight, clear passage, and any unconscious characters who fell

elsewhere in the maze are magically transported back to the entrance.

Failure: The PCs only "fail" at this challenge if they refuse to attempt the maze or if everybody falls unconscious before anybody reaches the center. In the former case, the adventure won't proceed until the PCs solve the maze, because they need the black holy symbol and information contained in the reliquary. In the latter case, if the entire party succumbs to the maze, they are eventually discovered by another group of explorers (most likely worshippers of Bane) and are taken prisoner. They manage to escape, but lose all their equipment, and do not gain the benefit of the treasure in this encounter. During their escape, the PCs learn that the Banites believe the relic is held in the Tower of the Art, which allows the adventure to continue.

Success: As soon as the PCs reach the center of the maze, they discover the treasure of this temple of Shar. See the "Center of the Maze" section for details.

The holy symbol seems to draw the PC holding it down a passage they did not explore previously and takes them to Encounter 6. (Shar's Guardian also attacks if the PCs try to take an extended rest anywhere in the temple.)

EXPERIENCE POINTS

The PCs earn 40/60 XP each for successfully completing this skill challenge.

TREASURE

The reliquary contains three *potions of healing*. The holy symbol in the reliquary is also magical, but given that it depicts Shar and is a conduit for powerful evil forces, it cannot be used by PCs as an implement. It is needed to open the secret door into the sewers, however.

ENCOUNTER 6: SHAR'S GATE

ENCOUNTER LEVEL 3/5 (750/1000 XP)

SETUP

This encounter includes the following creature at the low tier:

1 Shar's guardian (G)

This encounter includes the following creature at the high tier:

1 Shar's guardian (Level 5) (G)

Don't run this encounter until after the PCs have completed Encounter 5. After the PCs have explored the maze of shadows, they return to the entrance chamber and the holy symbol draws them down the other tunnel (whichever direction they didn't choose previously). About halfway down the tunnel, the holy symbol suddenly becomes very chilly and the PCs discover a secret door in the wall. Beyond this door is a 10-foot-wide tunnel leading deeper beneath the earth.

As the adventurers move through the tunnels but before they enter the main chamber, read:

The silence of this subterranean lair is cut quite violently by screams. Although the screams are not accompanied by the usual sounds of battle—swords clashing, spells being cast, and so forth—creatures are definitely in pain or worse.

When the adventurers can see into the area, read:

The passage opens into a large room ahead. Two humans stand at the other end of the chamber, facing a passageway obscured by a cloud. One moves toward the cloud, when a shadowy tentacled creature emerges and lashes at him, tearing his head off. Panicked, the other leaps into the cloud, trying to escape. As soon he makes contact with the cloud, however, his flesh seems to dissolve from his body, leaving a nasty puddle on the floor.

FEATURES OF THE AREA

Illumination: The room is brightly lit by magic within the chamber.

Ceiling: The ceiling is 10 feet high.

Black Symbol: In the lower-left corner of the room, a black symbol of the goddess Shar is etched into the floor. Any PC who is standing in those squares and is hit

by a Shar's guardian *tendril* attack is stunned in addition to the attack's other effects (save ends).

Consecrated Ground: Four consecutive squares near the center of the room (shaded in the map) have obviously been changed to remove Shar's influence. PCs standing in these squares when attacked by the guardian receive a +2 bonus to all their defenses.

Blessed Font: The font in the top-right corner contains blessed water. Drinking from the font is a standard action. The drinker may spend a healing surge (this does not count as the character's *second wind*). The properties of the water can be deduced with a DC 15 Religion, Heal, or Arcana check. Shar's guardian cannot drink from it. This can only be used once per PC, and the water loses its effect if removed from the font for more than 2 rounds.

The Dark Cloud: The cloud is impassable, and it also blocks teleportation (both line of sight and line of effect). Any PC who enters the cloud takes 4d6 points of damage and is pushed back. The cloud can only be eliminated by defeating Shar's guardian. Creatures cannot be made to enter the cloud through forced movement, and the guardian cannot enter it (but also takes no damage from it).

TACTICS

Shar's guardian methodically works through the PCs one at a time. It understands that spreading damage around is much less effective than focusing on a single target. The guardian tries to force creatures onto the black symbol if possible. If the PCs flee this encounter, the guardian can pursue them to the temple entrance, but it will not follow them to the surface.

SCALING THE ENCOUNTER

Make the following adjustments to the combat based on the number of PCs present.

Four PCs: Reduce the guardian's hit points by 30 at low tier and 50 at high tier.

Six PCs: Increase the guardian's hit points by 30 at low tier and 50 at high tier.

ENDING THE ENCOUNTER

After the PCs defeat Shar's guardian, its body turns into dark smoke and flows into the holy symbol that they recovered from the reliquary. The holy symbol can then be used to banish the dark cloud which blocks the entrance to the sewers. However, the cloud takes a very long time to completely dissipate (5 hours), meaning the PCs can use this opportunity to take an extended rest.

The PCs' path is now clear to the sewers and from there to the Tower of the Art. Searching the two bodies reveals that these are cultists of Cyric. While the PCs were exploring the shadow maze, these cultists entered the temple in search of the relic. They chose the path that the PCs did not, and so they came directly here instead of ending up in the maze. (This is intended to reinforce that various groups are all searching for the relic, and there are possibly many ways in and out of the various locations being discovered by the PCs, so they can't take anything for granted.)

You should strongly encourage the players to take an extended rest and renew their healing surges and daily powers at this point. They might not have the opportunity to do so again before the end of the adventure. Whether they rest inside the temple or return to the surface is up to them.

EXPERIENCE POINTS

The characters receive 150/200 experience points each for defeating Shar's guardian.

TREASURE

There is no treasure in this encounter, although by this point the reward of being able to take an extended rest will probably be worth more to the PCs than gold anyway.

ENCOUNTER 6: SHAR'S GATE STATISTICS (LOW LEVEL)

Shar's Guardian	Level 3 Solo Skirmisher
Large shadow humanoid	XP 750
Initiative +7	Senses Perception +8
HP 156; Bloodied 78	
AC 19; Fortitude 18, Reflex 18, Will 14	
Saving Throws +5	
Action Points 2	
Speed 6	
m Shadow Tendril (standard; at-will)	
Reach 2; +8 vs. AC; 2d4 + 2 damage.	
M Shadow Lash (standard; at-will)	
Reach 2; Shar's guardian can make 2 shadow tendril attacks. If both shadow tendril attacks hit the same target, that target is grabbed. Up to 3 targets can be grabbed at one time.	
M Dark Whirlwind (standard; recharge 5 6) ♦ Necrotic	
Shar's guardian shifts 8 squares and makes 3 shadow tendril attacks at any point during the shift. It can attack a given enemy only once, but it deals an extra 1d6 necrotic damage on each hit. Shar's guardian can squeeze as a free action as part of this power.	
Shar's Noose (move; at-will)	
+8 vs. Fortitude; when Shar's guardian begins its turn with a grabbed foe, it can move the grabbed foe (and itself with it) up to 3 squares. If the attack misses, the guardian decides whether to continue its move by itself (which ends the grab) or to remain in place (which maintains the grab).	
Shadow Jaunt (move; recharge when first bloodied)	
Shar's guardian teleports 3 squares and becomes insubstantial until the start of its next turn.	
Steal Hope (immediate reaction; recharge 6)	
If a grabbed creature uses or receives the benefits of a healing surge, Shar's guardian may make a shadow tendril attack against that creature. If the attack hits, it deals no damage, but Shar's guardian regains the hit points that the grabbed creature would have regained, the grabbed creature regains no hit points, and the healing surge is still expended.	
Alignment Evil	Languages Common
Skills Acrobatics +12 Stealth +12	
Str 16 (+4)	Dex 18 (+5) Wis 14 (+3)
Con 12 (+2)	Int 10 (+1) Cha 11 (+1)

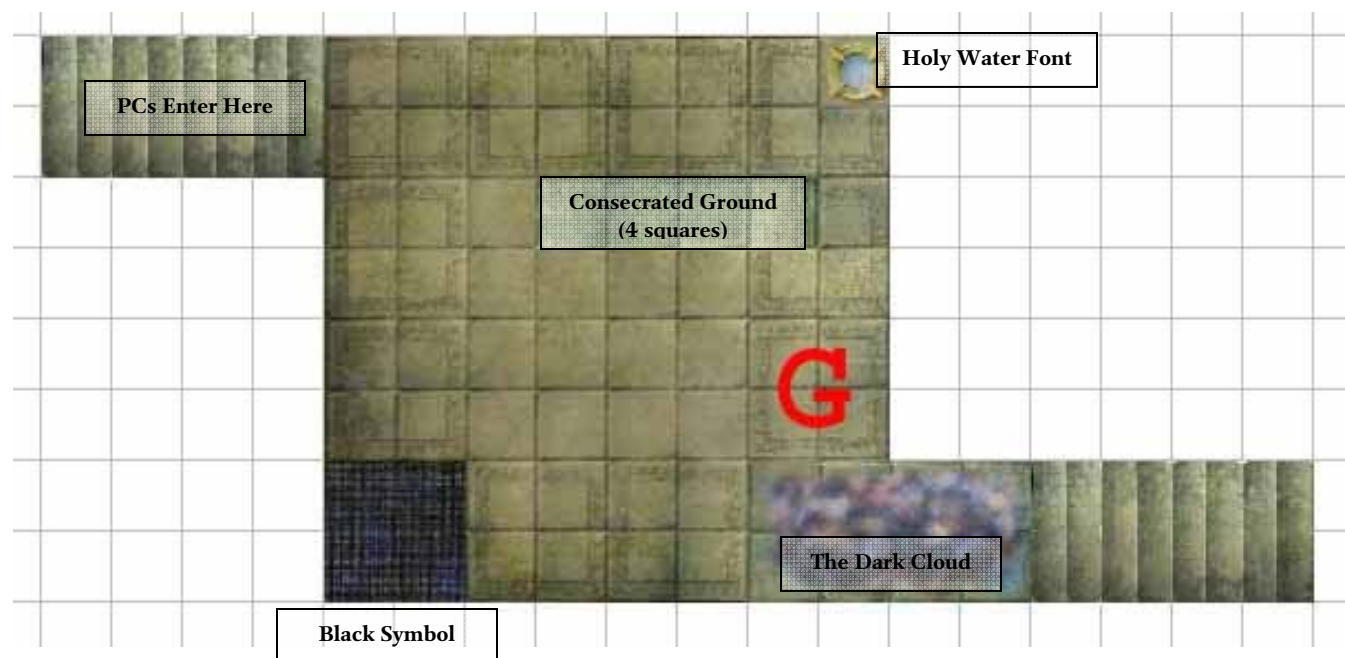
ENCOUNTER 6: SHAR'S GATE STATISTICS (HIGH LEVEL)

Shar's Guardian (Level 5)		Level 5 Solo Skirmisher	
Large shadow humanoid		XP 1000	
Initiative +8		Senses Perception +9	
HP 240; Bloodied 120			
AC 21; Fortitude 20, Reflex 20, Will 16			
Saving Throws +5			
Action Points 2			
Speed 6			
m Shadow Tendril (standard; at-will)			
Reach 2; +10 vs. AC; 2d4 + 3 damage.			
M Shadow Lash (standard; at-will)			
Reach 2; Shar's guardian can make 2 shadow tendril attacks. If both shadow tendril attacks hit the same target, that target is grabbed. Up to 3 targets can be grabbed at one time.			
M Dark Whirlwind (standard; recharge 5 6) ♦ Necrotic			
Shar's guardian shifts 8 squares and makes 3 shadow tendril attacks at any point during the shift. It can attack a given enemy only once, but it deals an extra 1d6 necrotic damage on each hit. Shar's guardian can squeeze as a free action as part of this power.			
Shar's Noose (move; at-will)			
+10 vs. Fortitude; when Shar's guardian begins its turn with a grabbed foe, it can move the grabbed foe (and itself with it) up to 3 squares. If the attack misses, the guardian decides whether to continue its move by itself (which ends the grab) or to remain in place (which maintains the grab).			
Shadow Jaunt (move; recharge when first bloodied)			
Shar's guardian teleports 3 squares and becomes insubstantial until the start of its next turn.			
Steal Hope (immediate reaction; recharge 6)			
If a grabbed creature uses or receives the benefits of a healing surge, Shar's guardian may make a shadow tendril attack against that creature. If the attack hits, it deals no damage, but Shar's guardian regains the hit points that the grabbed creature would have regained, the grabbed creature regains no hit points, and the healing surge is still expended.			
Alignment Evil		Languages Common	
Skills Acrobatics +13 Stealth +13			
Str 16 (+5)	Dex 18 (+6)	Wis 14 (+4)	
Con 12 (+3)	Int 10 (+2)	Cha 11 (+2)	

ENCOUNTER 6: SHAR'S GATE MAP

FANE OF THE FORGOTTEN GODS

Floor / Outdoor Temple	8x8	x1
Darkness / Alcove	2x2	x1
Wall / Mists	4x2	x1
Floor w/Columns / Stairs	2x4	x2
Blue Cistern / Statue	1x1	x1
Floor / Floor w/Columns	1x4	x4



ENCOUNTER 7: THE SEWERS

This is a roleplaying encounter that simulates the PCs passing through the sewers beneath Zhentil Keep. They should reach the Tower of the Art as quickly as possible, but the story requires them to successfully find their way there, so it isn't really a skill challenge.

The sewers beneath the ruined city have become home to a flourishing ecosystem. Rainwater and some effluent still washes down here, and there are occasional breaks in the ceiling where sunlight streams through, but for the most part, the sewers are pitch black, dank, and gloomy. The one consolation is that the population of the city is so diminished from its heyday that the normal stench one would expect to find in a sewer is greatly reduced. The bricks of the tunnel walls hold solid in some places but have collapsed in many others. Any route from here to the foundations of the Tower of the Art will be circuitous indeed.

TRAVERSING THE SEWERS

You can run this essentially like a skill challenge, but there is no penalty for failure. Thus, it's mostly a chance for the PCs to do some roleplaying and see some interesting scenes as they scout out the abandoned sewers.

Of course, just because this is a non-challenge encounter doesn't mean you have to let the players know that. Have them give you a marching order and find out how they intend to navigate their way through the sewers. (The best way would be for a character that is trained in Dungeoneering or Nature to take the lead.) Have the lead character roll a skill check to simulate each hour of travel through the sewers, with other characters able to assist with either the same skill or appropriate secondary skills like Perception (to scout out a path), Arcana (to search for traces of magical auras that might indicate the location of the Tower of the Art), History (to recall the layout of the city above and how it might correspond to the sewers below), Endurance (to make the journey easier), Athletics (to break through a collapsed tunnel wall), Acrobatics (to bypass a hazardous patch of green slime or other obstacle), and so forth. Pretty much any skill, power, or ritual use that sounds reasonable to you can be worked into this encounter to help move the group forward.

SAMPLE SCENES

Here are some sample scenes that you can use to enliven the journey through the sewers. Feel free to make up your own scenes. There is no penalty for failure

in any of these scenes, but try to give the players a sense of accomplishment when they overcome the various obstacles.

At some point during their journey the PCs should find a small amount of treasure. You can work that into any of the scenes however you see fit.

- The PCs come to an intersection where multiple sewer tunnels meet and must make a decision about the best way to proceed. Subtle trail signs (Perception) indicate that a group of smugglers have used a particular tunnel frequently.
- The direction in which the PCs are traveling is blocked by a collapsed wall. (Athletics checks or appropriate powers can be used to get the fallen stones out of the way or bypass the obstacle.)
- Down a side tunnel, the PCs smell a strong stench. If they explore that tunnel they discover a refuse pit filled with filth. In the pit are several dead otyughs along with some chewed-up human bodies. The room shows obvious signs of a fight. The dead humans are worshippers of Cyric. Perhaps in the filth or on the bodies is some treasure (see below).
- The PCs discover a large, totally darkened chamber. The floor is covered with a thick layer of sludge. The entire room is filled with giant mushrooms. The mushrooms exude a cloying, sickly-sweet mist that clouds the mind and creates a pleasant sense of euphoria.
- A side tunnel in the wall holds a niche in the shape of a sarcophagus. There is a blasted outline of a skeleton inside the niche, as if a lich or other undead creature was entombed within the wall at one point, but either escaped or was destroyed. There is no sign of the creature, but searching the niche might reveal some long-forgotten treasure (see below).

ENDING THE ENCOUNTER

This encounter ends after the PCs have spent a few hours of game time traveling through the sewers. Tailor this encounter to fit your needs - if you are running short on time, limit the number of scenes you present. If time permits, you can expand on this encounter a bit.

EXPERIENCE POINTS

The PCs do not earn any XP for this encounter, and this encounter does not count towards a milestone.

TREASURE

At some point on their journey, the adventurers discover treasure: 25/35 gp per PC, and an *amulet of protection* +2.

ENCOUNTER 8: THE MAUSOLEUM

ENCOUNTER LEVEL 2/4 (575/825 XP)

SETUP

This encounter includes the following creatures at the low tier:

3 ghouls (Level 1) (G)

1 gravehound (H)

1 corruption corpse (Level 2) (C)

This encounter includes the following creatures at the high tier:

3 ghouls (Level 3) (G)

1 gravehound (Level 5) (H)

1 corruption corpse (C)

This encounter begins as the PCs make their way through the sewers beneath the city. Read or paraphrase the following:

After traversing the tunnels for some time, you pass into an older section of the sewer system. The tunnel rises slightly and ends at an iron double door. It is marked with the symbol of an upright skeletal arm holding a pair of scales.

A DC 15 Religion check identifies the symbol on the door as the holy symbol of Kelemvor. A DC 20 Religion check reveals the symbol has been marked in a specific fashion to indicate undead creatures occupy the area beyond. (Worshippers of Kelemvor get a +5 bonus on these checks.)

The iron doors are not locked, but they are rusted shut (DC 20 Strength check or 40 points of damage total to force them open). This may create a great deal of noise, alerting the undead to the PCs' presence.

Once the PCs have gotten the doors open, read:

On the far side of the doors, the air is much drier and the air smells of must and decay. The walls in this chamber are decorated with faded murals depicting corpses in various stages of funeral preparation. The floor here is covered with the remains of old urns and wooden coffins that have been hacked to pieces. The stone of the walls has been crudely hacked away in many places to create rudimentary niches, but whatever treasures might have been stored within are long gone.

FEATURES OF THE AREA

Illumination: There is no illumination in the sewer tunnels or the chambers beyond. The PCs must provide their own light sources. (All the undead creatures have darkvision.)

Debris: Although the floor is covered with shattered pottery and other wreckage, it has mostly rotted or been stomped into tiny pieces. Thus, the terrain is considered normal.

TACTICS

If they hear the PCs coming, the ghouls climb the walls and attempt to hide (making Stealth checks). They then attempt to leap down and bite PCs passing their concealed positions. They are cunning and try to use the narrow passageways to fight PCs one-on-one rather than allowing themselves to be outnumbered.

The gravehound is extremely unintelligent and charges forward to attack the first non-undead it sees.

The corruption corpse stands in the back and hurls *notes of corruption* at any PCs it can see. If it ever sees a group of 3 or more PCs within 1 square of each other, it shambles forward in hopes of hitting them all with its death burst.

SCALING THE ENCOUNTER

Make the following adjustments to the combat based on the number of PCs present.

Four PCs: Remove one ghoul.

Six PCs: Add one ghoul.

ENDING THE ENCOUNTER

Once the PCs have defeated the undead, they can proceed through the smaller door on the side of the chamber (which is not locked).

EXPERIENCE POINTS

The characters receive 115/165 experience points each for defeating the undead.

TREASURE

The undead carry no treasure, but searching through the wreckage and refuse here enables the PCs to discover art objects and jewelry worth 25/35 gold pieces each that were overlooked by previous robbers.

ENCOUNTER 8: THE MAUSOLEUM STATISTICS (LOW LEVEL)

Ghoul (Level 1)	Level 1 Soldier
Medium natural humanoid (undead)	XP 100
Initiative +5 Senses Perception +0; darkvision	
HP 31; Bloodied 15	
AC 17; Fortitude 14, Reflex 16, Will 13	
Immune disease, poison; Resist 10 necrotic; Vulnerable 5 radiant	
Speed 8, climb 4	
m Claws (standard; at-will)	
+8 vs. AC; 1d6 + 2 damage, and the target is immobilized (save ends).	
M Ghoulish Bite (standard; at-will)	
Target must be immobilized, stunned, or unconscious; +6 vs. AC; 3d6 + 2 damage, and the target is stunned (save ends).	
Alignment Chaotic evil Languages Common	
Skills Stealth +8	
Str 14 (+2) Dex 17 (+3) Wis 11 (+0)	
Con 15 (+2) Int 10 (+0) Cha 12 (+1)	

Corruption Corpse (Level 2)	Level 2 Artillery
Medium natural animate (undead)	XP 125
Initiative +2 Senses Perception +2; darkvision	
Grave Stench aura 1; living enemies in the aura take a -5 penalty to attack rolls.	
HP 34; Bloodied 17; see also <i>death burst</i>	
Regeneration 5 (if the corruption corpse takes radiant damage, its regeneration doesn't function on its next turn)	
AC 15; Fortitude 14, Reflex 12, Will 12	
Immune disease, poison; Resist 10 necrotic; Vulnerable 5 radiant	
Speed 4	
m Slam (standard; at-will)	
+6 vs. AC; 1d6 + 2 damage.	
R Mote of Corruption (standard; at-will) ♦ Necrotic	
The corruption corpse hurls a black glob of necrotic filth. Ranged 10; +5 vs. Reflex; 2d6 + 2 necrotic damage, and the target is weakened (save ends).	
C Death Burst (when reduced to 0 hit points) ♦ Necrotic	
The corruption corpse explodes. Close burst 1; +5 vs. Fortitude; 2d6 + 2 necrotic damage.	
Alignment Unaligned Languages --	
Str 16 (+4) Dex 13 (+2) Wis 12 (+2)	
Con 16 (+4) Int 4 (-2) Cha 3 (-3)	

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

ENCOUNTER 8: THE MAUSOLEUM STATISTICS (HIGH LEVEL)

Ghoul (Level 3)		Level 3 Soldier	
Medium natural humanoid (undead)		XP 150	
Initiative +7 Senses Perception +1; darkvision			
HP 47; Bloodied 23			
AC 19; Fortitude 16, Reflex 18, Will 15			
Immune disease, poison; Resist 10 necrotic; Vulnerable 5 radiant			
Speed 8, climb 4			
m Claws (standard; at-will)			
+10 vs. AC; 1d6 + 3 damage, and the target is immobilized (save ends).			
M Ghoulish Bite (standard; at-will)			
Target must be immobilized, stunned, or unconscious; +8 vs. AC; 3d6 + 3 damage, and the target is stunned (save ends).			
Alignment Chaotic evil Languages Common			
Skills Stealth +10			
Str 14 (+3)	Dex 18 (+5)	Wis 11 (+1)	
Con 15 (+3)	Int 10 (+1)	Cha 12 (+2)	

Corruption Corpse		Level 4 Artillery	
Medium natural animate (undead)		XP 175	
Initiative +3 Senses Perception +2; darkvision			
Grave Stench aura 1; living enemies in the aura take a -5 penalty to attack rolls.			
HP 46; Bloodied 23; see also <i>death burst</i>			
Regeneration 5 (if the corruption corpse takes radiant damage, its regeneration doesn't function on its next turn)			
AC 17; Fortitude 16, Reflex 14, Will 14			
Immune disease, poison; Resist 10 necrotic; Vulnerable 5 radiant			
Speed 4			
m Slam (standard; at-will)			
+8 vs. AC; 1d6 + 3 damage.			
R Mote of Corruption (standard; at-will) ♦ Necrotic			
The corruption corpse hurls a black glob of necrotic filth. Ranged 10; +7 vs. Reflex; 2d6 + 3 necrotic damage, and the target is weakened (save ends).			
C Death Burst (when reduced to 0 hit points) ♦ Necrotic			
The corruption corpse explodes. Close burst 1; +7 vs. Fortitude; 2d6 + 3 necrotic damage.			
Alignment Unaligned Languages --			
Str 16 (+5)	Dex 13 (+3)	Wis 12 (+3)	
Con 16 (+5)	Int 4 (-1)	Cha 3 (-2)	

Gravehound (Level 5)		Level 5 Brute	
Medium natural animate (undead)		XP 200	
Initiative +3 Senses Perception +2; darkvision			
HP 74; Bloodied 37; see also <i>death jaws</i> and <i>zombie weakness</i>			
AC 16; Fortitude 16, Reflex 14, Will 13			
Immune disease, poison; Resist 10 necrotic; Vulnerable 5 radiant			
Speed 8			
m Bite (standard; at-will) ♦ Necrotic			
+9 vs. AC; 1d6 + 4 damage, and the target takes ongoing 5 necrotic damage (save ends) and is knocked prone (if it is Medium size or smaller).			
M Death Jaws (when reduced to 0 hit points) ♦ Necrotic			
The gravehound makes a bite attack against a target within its reach.			
Zombie Weakness			
Any critical hit to the gravehound reduces it to 0 hit points instantly.			
Alignment Unaligned Languages --			
Str 16 (+5)	Dex 13 (+3)	Wis 10 (+2)	
Con 14 (+4)	Int 1 (-3)	Cha 3 (-2)	

ENCOUNTER 8: THE MAUSOLEUM MAP

DUNGEON TILES

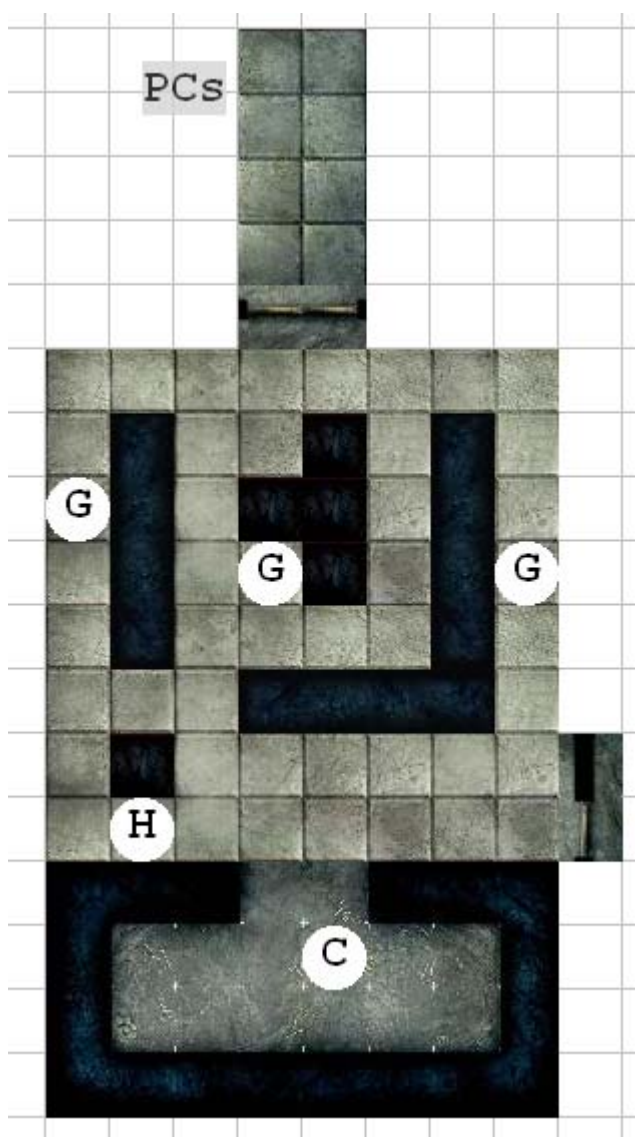
Cave / Floor	4x8	x2
Double Doors / Rubble	2x1	x1
Ruins / Floor	4x8	x1
Stairs / Floor	4x2	x1
Single Door / Floor	2x1	x1

ARCANE CORRIDORS

Wall / Floor	1x1	x5
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HIDDEN CRYPTS

Wall / Floor	1x4	x3
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ENCOUNTER 9: TOWER OF THE ART

ENCOUNTER LEVEL 1/3 (500/750 XP)

SETUP

This encounter includes the following creatures at the low tier:

4 spellwrought guardians (G)

This encounter includes the following creatures at the high tier:

4 spellwrought guardians (Level 4) (G)

2 energy motes

Proceeding through more ruined chambers in the ancient mausoleum, the PCs discover a staircase that leads into the wreckage of the Tower of the Art.

As the adventurers enter the area, read:

The spiral staircase is canted at a slightly disturbing angle, but it seems sturdy enough. It winds around several cracked columns before ending at an archway, above which is carved a circle filled with seven stars and what looks like a misty river flowing through the center. Beyond the archway, a ten-foot circle has been carved into the stone floor. A larger version of the symbol above the door has been inlaid into this circle.

A DC 15 Religion check reveals that the symbol is that of Mystra, the former Goddess of Magic, whose death unleashed the Spellplague.

A DC 15 History check recalls that the worship of Mystra was specifically illegal in Zhentil Keep and that the Tower of the Art was the only place in the Keep where her followers were not afraid to proclaim their allegiance.

A DC 20 History check recalls that the Tower of the Art was once 10 stories high, and was only accessible via teleportation magic. The Tower was wreathed in all sorts of magical wards and protective spells, which must have been an unmistakable beacon for the Spellplague.

A DC 15 Arcana check reveals that the circle no longer radiates any form of magic. Its portal-like properties are long gone.

You continue to climb the spiral staircase, but after only a few tens of feet, your upward progress is halted by the collapse of a massive support beam. Above you can see only rubble. Another archway opens to the side, and the room beyond seems to be largely clear of debris. Bright

light of various colors flickers through the open archway.

Assuming the PCs, enter, continue with the following:

This large room is dominated by a roaring pool of magical energy. It looks as though a portal to the Elemental Chaos has somehow opened in the floor of the room. Along the walls, what appear to once have been archways are now filled with ovals of glowing, colored light.

Across the room another staircase ascends to the level above.

The PCs begin on the tile representing the spiral staircase. Nothing happens until the first PC approaches the pool (preferably after all the PCs are well into the room). As soon as someone does, read the following:

Suddenly, a wall of crackling blue energy springs up, cutting off access to the staircase.

Rising out of the portal you see four humanoid figures. Their bodies crackle and writhe with elemental energy of all sorts. Flames dance along their arms, while cold energy wreathes their legs. Their hands drip with sizzling acid and a halo of lightning crackles around their entire torso.

“Halt, intruders!” intones one of the guardians. “The Tower of the Art is forbidden to non-members. The punishment is death.”

FEATURES OF THE AREA

Illumination: The swirling magical portals provide bright light to the entire room.

Pool: The large pool of magic in the center of the room is difficult terrain, but it is not hazardous. Characters within the pool gain a +2 bonus on their attack rolls when using any power that deals acid, cold, fire, or lightning damage.

Wall Portals: The portals on the walls are short-range teleporters. They are connected to each other by color. (Two of them are blue and are marked with a “1” on the map; the other two are purple and are marked with a “2” on the map.)

When anything enters one of the portals, it emerges from the corresponding portal, maintaining its direction and momentum. Line of sight and line of effect are both preserved by these portals. For example, a character can charge into one portal and continue the charge when he emerges from the other portal, or can even use ranged or area attacks as if the portals were connected with a straight line. Areas of effect (such as zones, blasts, and

bursts) continue to count distance through the portals (treat the portal squares as if they did not count for any distance - they are effectively infinitely thin, meaning the squares directly in front of each linked portal are considered adjacent to the corresponding squares in front of the other portal.)

Magic Wall: The wall is impassable and blocks both line of sight and line of effect (meaning it is not possible to use *fey step* to get behind it). Treat the wall squares as hazardous terrain (meaning that a character who would be forced to move into the wall gets a save to instead fall prone in front of the wall). Touching the wall deals 1d10 points of damage at the low tier and 2d10 points of damage at the high tier. It cannot be disabled, but a DC 15 Arcana or Thievery check would allow a character to recognize the wall's basic properties (including how much damage it would deal to someone who touched it).

TACTICS

The guardians understand how the purple and blue portals work and use them to best advantage. Their *energy charge* ability relies on their moving through a portal to emerge from the other portal as part of a charge attack, so don't be shy about having them run all over the room. They need to use *energy charge* at least once before their *energy burst* ability becomes available.

At the high tier, the energy motes are floating in the pool in the center of the room and emerge at the start of the second round of combat. They try to position themselves so that when they explode, they heal the guardians and harm the PCs. If the guardians are hurt, the motes gladly sacrifice themselves by moving with range of a guardian's *energy burst* power. The damage from the *energy burst* destroys the mote, which heals the guardian.

SCALING THE ENCOUNTER

Make the following adjustments to the combat based on the number of PCs present.

Four PCs: Remove one spellwrought guardian.

Six PCs: Add four energy motes.

ENDING THE ENCOUNTER

The magic wall remains impassable until all of the guardians have been defeated.

EXPERIENCE POINTS

The characters receive 100/150 experience points each for defeating the spellwrought guardians.

TREASURE

The guardians have no treasure. However, the magical pool is capable of imbuing weapons with elemental energy. If a non-magical weapon is dipped into the pool, it becomes temporarily enchanted. A character who examines the pool and makes a DC 20 Arcana check can surmise that the pool might have some sort of effect on weapons that are dipped into its whirling energy.

A ranged weapon that is dipped into the pool gains the *flameburst* +1 property for the remainder of the adventure, and this property is also available as a treasure selection (meaning the item can keep the property permanently if the player chooses this treasure bundle).

For a melee weapon that is dipped into the pool, roll 1d6. On a result of 1-3, the weapon gains the *frost* +1 property for the remainder of the adventure. On a result of 4-6, the weapon gains the *thundering* +1 property for the remainder of the adventure.

Magical implements (holy symbols, rods, wands, orbs, staves) that are dipped into the pool absorb some of the magical energy (gaining a +1 magical enhancement bonus that lasts for the remainder of the adventure if they are currently non-magical) but do not absorb any elemental energy.

Items other than weapons and implements that are dipped into the pool gleam brightly for a moment, but they do not absorb the elemental or magical energies and their properties are unchanged.

ENCOUNTER 9: TOWER OF THE ART STATISTICS (LOW LEVEL)

Spellwrought Guardian		Level 2 Skirmisher
Medium natural humanoid (living construct)		XP 125
Initiative +7 Senses Perception +7; darkvision		
HP 38; Bloodied 19		
AC 18; Fortitude 15, Reflex 16, Will 14		
Resist 10 any one type of energy; see <i>adaptive energy resistance</i>		
Saving Throws +2 against ongoing damage		
Speed 8		
m Slam (standard; at-will)		
+7 vs. AC; 1d6 + 3 damage.		
M Energy Charge (standard; at-will) ♦ Acid, Cold, Fire, Lightning		
Must use the charge action and must move through at least one of the teleport portals on the map. +8 vs. AC; 1d10 + 3 damage. Roll 1d4 to determine the type of damage: 1 = acid, 2 = cold, 3 = fire, 4 = lightning.		
C Energy Burst (standard; encounter) ♦ Acid, Cold, Fire, Lightning		
May not be used until the spellwrought guardian has used <i>energy charge</i> at least once during the encounter. Close burst 1; +6 vs. Reflex; 3d6+3 energy damage of the same type of energy as the last time the spellwrought guardian used <i>energy charge</i> .		
Adaptive Energy Resistance		
After the spellwrought guardian takes damage from a particular type of energy, it gains resist 10 against that type of energy. Only one type of energy resistance can be active at any time, and it can only resist acid, cold, fire, or lightning.		
Alignment Unaligned		Languages --
Skills Acrobatics +10		
Str 16 (+4)	Dex 18 (+5)	Wis 12 (+2)
Con 14 (+3)	Int 10 (+1)	Cha 10 (+1)

Energy Mote		Level 1 Minion
Small natural animate (construct)		XP 25
Initiative +2 Senses Perception +0		
HP 1; a missed attack never damages a minion		
AC 15; Fortitude 13, Reflex 14, Will 13		
Speed 6, fly 6 (hover)		
r Energy Ray (standard; at-will) ♦ Radiant		
Ranged 10; +4 vs. Reflex; 3 radiant damage.		
C Kinetic Burst (free; when reduced to 0 hit points) ♦ Radiant		
Close burst 5; +2 vs. Reflex; enemies in burst suffer 3 radiant damage. <i>Effect:</i> Allies in burst regain 6 hit points.		
Alignment Unaligned		Languages --
Str 11 (+0)	Dex 14 (+2)	Wis 11 (+0)
Con 12 (+1)	Int 10 (+0)	Cha 8 (-1)

ENCOUNTER 9: TOWER OF THE ART STATISTICS (HIGH LEVEL)

Spellwrought Guardian (Level 4)		Level 4 Skirmisher
Medium natural humanoid (living construct)		XP 175
Initiative +8	Senses Perception +8; darkvision	
HP 54; Bloodied 27		
AC 20; Fortitude 17, Reflex 18, Will 16		
Resist 10 any one type of energy; see <i>adaptive energy resistance</i>		
Saving Throws +2 against ongoing damage		
Speed 8		
m Slam (standard; at-will)		
+9 vs. AC; 1d6 + 4 damage.		
M Energy Charge (standard; at-will) ♦ Acid, Cold, Fire, Lightning		
Must use the charge action and must move through at least one of the teleport portals on the map. +10 vs. AC; 1d10 + 4 damage. Roll 1d4 to determine the type of damage: 1 = acid, 2 = cold, 3 = fire, 4 = lightning.		
C Energy Burst (standard; encounter) ♦ Acid, Cold, Fire, Lightning		
May not be used until the spellwrought guardian has used <i>energy charge</i> at least once during the encounter. Close burst 1; +8 vs. Reflex; 3d6+4 energy damage of the same type of energy as the last time the spellwrought guardian used <i>energy charge</i> .		
Adaptive Energy Resistance		
After the spellwrought guardian takes damage from a particular type of energy, it gains resist 10 against that type of energy. Only one type of energy resistance can be active at any time, and it can only resist acid, cold, fire, or lightning..		
Alignment Unaligned		Languages --
Skills Acrobatics +11		
Str 16 (+5)	Dex 18 (+6)	Wis 12 (+3)
Con 14 (+4)	Int 10 (+2)	Cha 10 (+2)

Energy Mote		Level 1 Minion
Small natural animate (construct)		XP 25
Initiative +2	Senses Perception +0	
HP 1; a missed attack never damages a minion		
AC 15; Fortitude 13, Reflex 14, Will 13		
Speed 6, fly 6 (hover)		
r Energy Ray (standard; at-will) ♦ Radiant		
Ranged 10; +4 vs. Reflex; 3 radiant damage.		
C Kinetic Burst (free; when reduced to 0 hit points) ♦ Radiant		
Close burst 5; +2 vs. Reflex; enemies in burst suffer 3 radiant damage. <i>Effect:</i> Allies in burst regain 6 hit points.		
Alignment Unaligned		Languages --
Str 11 (+0)	Dex 14 (+2)	Wis 11 (+0)
Con 12 (+1)	Int 10 (+0)	Cha 8 (-1)

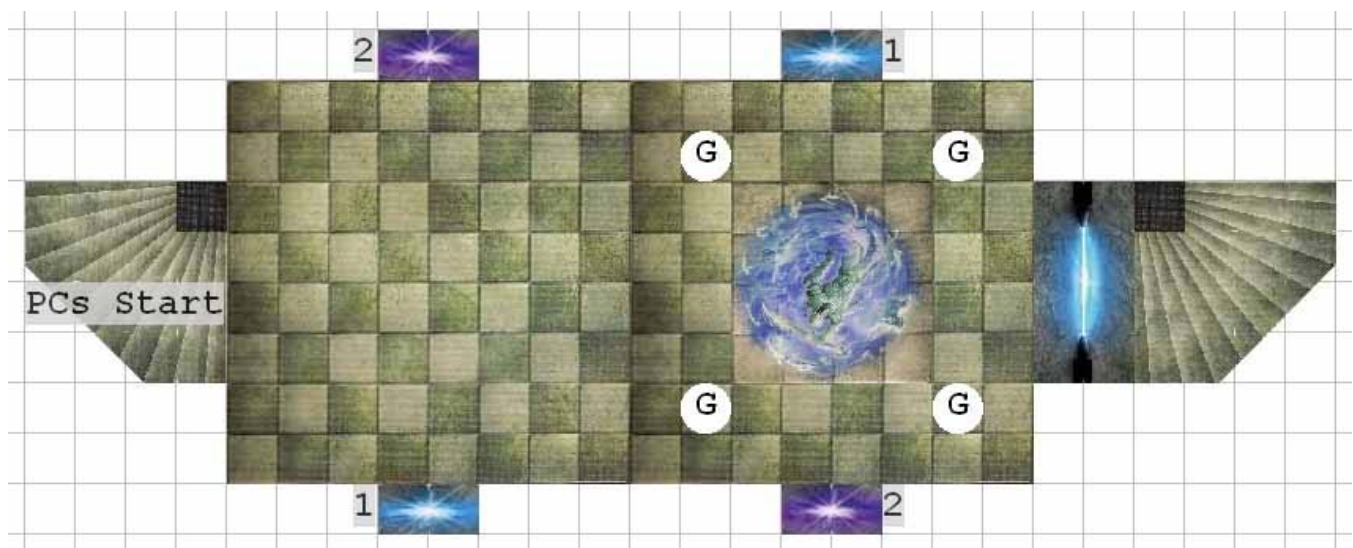
ENCOUNTER 9: TOWER OF THE ART MAP

ARCANE CORRIDORS

Blue Portal / Rubble	2x1	x2
Purple Portal / Rubble	2x1	x2
Magic Wall / Floor	2x1	x1

FANE OF THE FORGOTTEN GODS

Checkerboard Floor / Outdoor Shrine	8x8	X2
Floor / Spiral Staircase	4x4d	x1
Floor w/Runes / Spiral Staircase	4x4d	x1
Depressed Pool / Whirlpool	4x4	x1



ENCOUNTER 10: MYSTRA'S WORKSHOP

ENCOUNTER LEVEL 2/4 (600/800 XP)

SETUP

This encounter includes the following creatures and traps at the low tier:

Thagdal, Phantom Master (P)

Arcane energy pool (Level 2) (T)

Spectral tendrils (Level 2) (S)

This encounter includes the following creatures and traps at the high tier:

Thagdal, Phantom Master (Level 6) (P)

Arcane energy pool (Level 3) (T)

Spectral tendrils (Level 3) (S)

The staircase leads upward, to the final section of the Tower of the Art that was not destroyed by the Spellplague. This is the magical workshop where the relic of Shar was created. The former master of the Tower, Thagdal, was involved in the relic's creation. Unfortunately, the Spellplague was not kind to Thagdal; the death of his beloved Mystra and the unraveling of his Art combined to drive him completely insane. He has become a phantom and haunts this workshop.

As the adventurers enter the area, read:

This room was obviously once a magical workshop of great potency. Bookshelves filled with ritual tomes line one wall, while pools of bubbling energy rest in the corners. Bursts of light streak toward the ceiling where they explode in flashes of brilliant light. A shattered anvil floats in mid-air at the center of the domed chamber, as if the energies from the pools were once directed to that spot, creating a forge of pure energy. At the center of the room, a matrix of runes has been carved into the floor.

In one corner rests an elaborate work bench and desk which is covered with journals and papers. A line of glowing blue sigils runs along the stone all around this desk, forming a border or ward of some sort. In the other corner, some sort of sacred circle seems to have been inscribed, and floating in the center of that circle is the ghostly form of a human man wearing wizard's robes and carrying a staff.

The man glares angrily at you. "Defilers and trespassers! You shall tread no further on the sacred stones of Mystra! I, Thagdal, Master of the Tower of the

Art, command you to leave this place at once lest you feel the full might and fury of the Mother of All Magic!"

Thagdal is unable to comprehend his current situation. He believes the PCs are defiling the sanctity of the Tower of the Art, which was consecrated to Mystra and whose members had to venerate Mystra equally with all other deities. During combat, Thagdal constantly shouts things at the PCs like "You are traitors and defilers! You don't follow the ways of Mystra!" This is a clue that perhaps if they can convince him that they do follow the ways of Mystra, he might calm down and stop attacking. (Of course, they can always just destroy him.)

If the PCs want to try and engage in dialogue with Thagdal, they have to do it while the fight is in progress. Each round, a PC can take a minor action to attempt a skill check to try and persuade Thagdal that they are actually followers of Mystra and venerate the tenets of the Goddess of Magic. Example skill uses for this challenge follow:

Arcana, Religion, or History DC 20/21: The PC recalls a tidbit of lore regarding Mystra, details of a spell that was invented by the worshippers of Mystra, a fragment of a religious ceremony or rite venerating Mystra, or a bit of the history of the Tower of the Art and its specific philosophy regarding Mystra's worship.

Bluff DC 20/21: The PC tries to convince Thagdal that he is actually a member of the Tower of the Art and so has the right to be here.

Diplomacy DC 20/21: The PC attempts to calm Thagdal's rage by explaining that they are here to prevent the forces of Shar or Cyric from gaining more power. Thagdal isn't really cognizant of the full details of what caused the Spellplague, but he knows that Shar and Cyric were somehow involved in a plot against Mystra.

Each successful skill check earns the PCs one success. If they get a total of six successes before they get three failures, then Thagdal stops attacking them and listens to what they have to say. Allow them to make a group check with their best skill (any of the skills for the challenge will do) and if they obtain a result of 27/28 or better, Thagdal believes their story and the fight ends immediately. The PCs get full experience for ending the encounter in this fashion. If they get three failures before they get six successes, Thagdal stops listening to them and they must defeat him through combat. Also, if any of the PCs deliberately antagonizes Thagdal (such as by claiming that Mystra is dead, the Weave is destroyed, and so forth) then this either removes one success or counts as one automatic failure (if they have no successes) for each such comment made by a PC.

FEATURES OF THE AREA

Illumination: The various energy pools provide bright illumination.

Spectral Tendrils: The 4x4 area covered with runes in the center of the room is the target area for the spectral tendrils trap.

Energy Pools: Blasts of energy erupt from the four pools located at the corners of the room. The trap only makes two attacks per round, but the attacks can come from any of the four pools. The trap deals bonus energy damage as detailed in its statistics block. The type of damage dealt is based on which pool makes the attack:

- claw pool (upper left) = +1 d6 cold damage
- blood pool (upper right) = +1 d6 necrotic damage
- fire pool (lower right) = +1 d6 fire damage
- glowing rune (lower left) = +1 d6 radiant damage

If Thagdal observes that the PCs are resistant or vulnerable to specific energy types, he will choose to use whichever attacks will give him the biggest benefit. He must use a different pool for each attack, however.

Magic Circle: The magic circle has no special properties. This is the location where Thagdal initially appears. The PCs might think that he is unable to leave the circle (and he tries to fool them into thinking that) but with his phasing ability he can actually go anywhere in the room. He is blocked from phasing into the floor, ceiling, or outside walls of the chamber by the remnants of the wards that once guarded the Tower of the Art.

Desk: The desk is an arcane workbench and contains the notes and journals explaining the creation of the relic of Shar and how it was taken away to the Temple in the Sky by the leaders of the Zhentarim. However, the blue border of glowing runes around the desk is impassable unless Thagdal is destroyed or willingly lowers the barrier.

TACTICS

Thagdal tries to trick the PCs into thinking that he's trapped in the magic circle, but then he uses his phasing ability to head to the back rank and go after the party's spellcasters. He has a particular hatred for wizards and warlocks and accuses them of being "vile betrayers of Mystra" as he slashes at them with his phantom sword.

Thagdal uses the energy pools to attack other characters (spread the damage around the party rather than focusing it all on a single PC). In this fashion he can pose a suitable threat for the entire party even though he is only a single elite creature rather than a solo.

Note that Thagdal has the ability to give the Spectral Tendrils trap reach with his *spectral extension* ability. He can only do this once during the encounter (when he spends his action point) so time it wisely.

SCALING THE ENCOUNTER

Make the following adjustments to the combat based on the number of PCs present.

Four PCs: The energy pools only make three attacks every two rounds. On odd-numbered rounds, make one attack instead of two. On even-numbered rounds, make two attacks as listed in the trap's stat block.

Six PCs: The energy pools make five attacks every two rounds. On even-numbered rounds, make three attacks instead of two. On odd-numbered rounds, make two attacks as listed in the trap's stat block.

ENDING THE ENCOUNTER

If the PCs destroy Thagdal or persuade him to stop attacking, the traps immediately cease their attacks at the same time as the phantom. The runes blocking the arcane workbench disappear, and the PCs are able to search it to discover the notes and journals that they seek.

It's obvious that they cannot climb any higher into the ruined tower, and they've got what they came for, so now the PCs should be thinking about how they're going to get out of Zhentil Keep and return to their patron.

EXPERIENCE POINTS

The characters receive 120/160 XP each for overcoming Thagdal and the traps, regardless of how they do it.

TREASURE

There is no cash to be found here, but on the bookshelves the PCs can find a number of ancient ritual books and scrolls. One of these books contains the Make Whole ritual, while one of the scrolls contains the Enchant Magic Item ritual (high-level only).

Among the items in the workshop the PCs can also discover the following: *veteran's armor* +1 (low-level only) or *veteran's armor* +2 (high-level only). A description of this item (which is from the *Adventurer's Vault* sourcebook) may be found in the "New Rules" section.

Papers on the desk talk include Handout 3. When taking together with Handout 2, the PCs should be able to piece together what happened. The relic designed by the Sharrans was created by the magi of the Tower of the Art, but then it was taken by Fzoul Chembryl to the Temple in the Sky. Without some help and research, the PCs must suspend their quest here.

ENCOUNTER 10: MYSTRA'S WORKSHOP STATISTICS (LOW LEVEL)

Thagdal, Phantom Master	Level 4 Elite Soldier
Medium shadow humanoid (undead)	XP 350
Initiative +9 Senses Perception +13; darkvision	
HP 80; Bloodied 40	
AC 18; Fortitude 16, Reflex 17, Will 17	
Immune disease, poison; Resist insubstantial	
Saving Throws +2	
Speed 6, fly 6 (hover); phasing	
Action Points 1; see also <i>spectral extension</i>	
m Phantom Sword (standard; at-will) ♦ Necrotic	
+9 vs. Reflex; 1d8 + 2 necrotic damage, and the target is marked until the end of Thagdal's next turn.	
A Excoriating Words (standard; recharge 5 6) ♦ Fear, Psychic	
Area burst 1 within 10; +9 vs. Will; 1d10 + 3 psychic damage, and the target is marked until the end of Thagdal's next turn.	
Telekinetic Tactics	
All of the traps in this area get a +2 bonus to hit any target that has been marked by Thagdal.	
Spectral Extension	
When Thagdal spends an action point, in addition to taking an extra action, he also allows the <i>spectral tendrils</i> trap to make an immediate attack as if it had reach 2 (meaning characters who are within 2 squares of any of the trigger squares are also targeted).	
Alignment Unaligned Languages Common	
Skills Intimidate +10	
Str 14 (+4)	Dex 12 (+3)
Con 12 (+3)	Int 16 (+5)
	Wis 11 (+2)
	Cha 16 (+5)

Arcane Energy Pool (Level 2)	Level 2 Blaster
Trap	XP 125
Trap: Two blasts of energy emerge from the various pools and strike at targets chosen by Thagdal.	
Perception	
♦DC 20: The character realizes that Thagdal is directing the attacks.	
♦DC 25: The character gets a glimpse of a flicker of magical energy running between Thagdal and the cauldrons (skill challenge idea).	
Initiative +2	
Trigger	
The trap activates and rolls initiative when Thagdal does.	
Attack	
Standard Action	Ranged 10
Targets: Each energy pool attacks one intruder. Thagdal chooses the targets each round as a free action. If Thagdal is somehow prevented from taking actions, choose the targets randomly.	
Attack: +7 vs. AC	
Hit: 1d8 + 2 damage plus 1d6 energy damage (either cold, fire, necrotic, or radiant depending on which pool makes the attack)	
Countermeasures	
♦An adjacent character can suppress a specific pool for 2 rounds with a DC 25 Arcana or Thievery check.	
♦Touching the surface of a pool or being forced to move into a pool causes it to deal damage as if it had made a successful attack.	
♦A character can attack the basins holding each pool (AC 16, other defenses 13, hp 38). Destroying a cauldron stops its attacks.	
♦A character can engage in a skill challenge to deactivate the entire trap. DC 20 Arcana or Thievery; Complexity 2 (6 successes before 3 failures). Success disables the trap. Failure causes an eruption of energy to explode from all the cauldrons at once (close blast 2, 2d6 + 3 damage to all creatures in blast) and the trap remains active.	

Spectral Tendrils (Level 2)	Level 2 Obstacle
Trap	XP 125
Trap: This trap consists of a field of 16 contiguous squares. When a creature steps into the area of this attack, spectral tendrils lash out and attack the creature.	
Perception	
♦DC 20: The character notices something strange about the area ahead, as though a ghostly mist hangs just above the ground.	
Additional Skill: Arcana	
♦DC 17: The character recognizes something strange about the ghostly mist up ahead and recognizes the trap for what it is.	
♦DC 25: The character's knowledge provides a +2 bonus to Thievery checks to disable the trap.	
Trigger	
When a creature enters or begins its turn in a trapped square, the trap attacks.	
Attack	
Opportunity Action	Melee
Target: Creature in trapped square (creatures with phasing are immune).	
Attack: +7 vs. AC	
Hit: 1d10 + 3 necrotic damage, and the target is dazed until the end of the target's next turn.	
Countermeasures	
♦A character who makes a DC 20 Acrobatics check can move through a trigger square without provoking the attack. The squares count as difficult terrain.	
♦An adjacent character can disable a trigger plate (making a square safe to traverse) with a DC 25 Thievery check.	

ENCOUNTER 10: MYSTRA'S WORKSHOP STATISTICS (HIGH LEVEL)

Thagdal, Phantom Master (Level 6)	Level 6 Elite Soldier
Medium shadow humanoid (undead)	XP 500
Initiative +10 Senses Perception +14; darkvision	
HP 112; Bloodied 56	
AC 20; Fortitude 18, Reflex 19, Will 19	
Immune disease, poison; Resist insubstantial	
Saving Throws +2	
Speed 6, fly 6 (hover); phasing	
Action Points 1; see also <i>spectral extension</i>	
m Phantom Sword (standard; at-will) ♦ Necrotic	
+11 vs. Reflex; 1d8 + 3 necrotic damage, and the target is marked until the end of Thagdal's next turn.	
A Excoriating Words (standard; recharge 5 6) ♦ Fear, Psychic	
Area burst 1 within 10; +11 vs. Will; 1d10 + 4 psychic damage, and the target is marked until the end of Thagdal's next turn.	
Telekinetic Tactics	
All of the traps in this area get a +2 bonus to hit any target that has been marked by Thagdal.	
Spectral Extension	
When Thagdal spends an action point, in addition to taking an extra action, he also allows the <i>spectral tendrils</i> trap to make an immediate attack as if it had reach 2 (meaning characters who are within 2 squares of any of the trigger squares are also targeted).	
Alignment Unaligned Languages Common	
Skills Intimidate +11	
Str 14 (+5)	Dex 12 (+4)
Con 12 (+4)	Int 16 (+6)
	Wis 11 (+3)
	Cha 16 (+6)

Arcane Energy Pool (Level 3)	Level 3 Blaster
Trap	XP 150
Trap: Two blasts of energy emerge from the various pools and strike at targets chosen by Thagdal.	
Perception	
♦DC 20: The character realizes that Thagdal is directing the attacks.	
♦DC 25: The character gets a glimpse of a flicker of magical energy running between Thagdal and the cauldrons (skill challenge idea).	
Initiative +3	
Trigger	
The trap activates and rolls initiative when Thagdal does.	
Attack	
Standard Action	Ranged 10
Targets: Each energy pool attacks one intruder. Thagdal chooses the targets each round as a free action. If Thagdal is somehow prevented from taking actions, choose the targets randomly.	
Attack: +8 vs. AC	
Hit: 1d8 + 3 damage plus 1d6 energy damage (either cold, fire, necrotic, or radiant depending on which pool makes the attack)	
Countermeasures	
♦An adjacent character can suppress a specific pool for 2 rounds with a DC 22 Arcana or Thievery check.	
♦Touching the surface of a pool or being forced to move into a pool causes it to deal damage as if it had made a successful attack.	
♦A character can attack the basins holding each pool (AC 16, other defenses 13, hp 38). Destroying a cauldron stops its attacks.	
♦A character can engage in a skill challenge to deactivate the entire trap. DC 20 Arcana or Thievery; Complexity 2 (6 successes before 3 failures). Success disables the trap. Failure causes an eruption of energy to explode from all the cauldrons at once (close blast 2, 2d6 + 3 damage to all creatures in blast) and the trap remains active.	

Spectral Tendrils (Level 3)	Level 3 Obstacle
Trap	XP 150
Trap: This trap consists of a field of 16 contiguous squares. When a creature steps into the area of this attack, spectral tendrils lash out and attack the creature.	
Perception	
♦DC 20: The character notices something strange about the area ahead, as though a ghostly mist hangs just above the ground.	
Additional Skill: Arcana	
♦DC 17: The character recognizes something strange about the ghostly mist up ahead and recognizes the trap for what it is.	
♦DC 25: The character's knowledge provides a +2 bonus to Thievery checks to disable the trap.	
Trigger	
When a creature enters or begins its turn in a trapped square, the trap attacks.	
Attack	
Opportunity Action	Melee
Target: Creature in trapped square (creatures with phasing are immune).	
Attack: +8 vs. AC	
Hit: 1d10 + 4 necrotic damage, and the target is dazed until the end of the target's next turn.	
Countermeasures	
♦A character who makes a DC 20 Acrobatics check can move through a trigger square without provoking the attack. The squares count as difficult terrain.	
♦An adjacent character can disable a trigger plate (making a square safe to traverse) with a DC 25 Thievery check.	

ENCOUNTER 10: MYSTRA'S WORKSHOP MAP

DUNGEON TILES

Rune / Floor	2x2	x1
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ARCANE CORRIDORS

Fire Bowl / Floor	2x2	x1
Fire Vortex / Runes	4x4	x1
Natural Pit / Desk	4x4	x1

HIDDEN CRYPTS

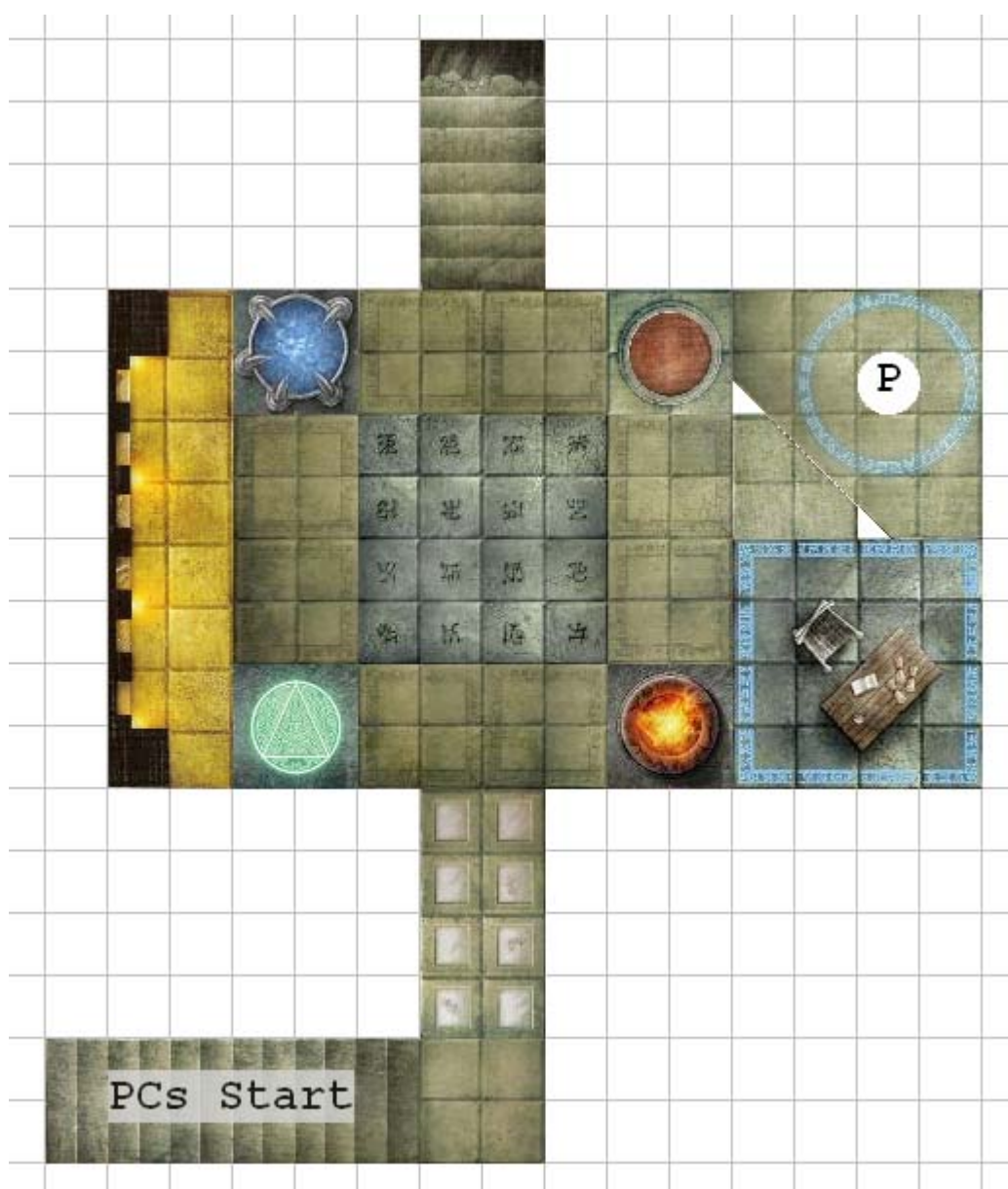
Claw Pool / Floor	2x2	x1
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DIRE TOMBS

Shelves / Hall	8x2	x1
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FANE OF THE FORGOTTEN GODS

Floor / Outdoor Temple	8x8	x1
Skull Rune / Blood Fountain	2x2	x1
Floor w/Runes / Spiral Staircase	4x4d	x1
Floor / Semi-circle	2x2d	x1
Broken Staircase / Floor	4x2	x1
Stairs w/Landing / Floor	8x2	x1
Glass Tiles / Pit	4x2	x1



ENCOUNTER 11: ZHENTARIM FAREWELL

ENCOUNTER LEVEL 2/4 (625/875 XP)

SETUP

This encounter includes the following creatures at the low tier:

- 3 Zhent soldiers (Level 1) (S)
- 1 Zhent war mage (Level 2) (M)
- 1 Zhent black sun adept (Level 4) (A)

This encounter includes the following creatures at the high tier:

- 3 Zhent soldiers (Level 3) (S)
- 1 Zhent war mage (Level 4) (M)
- 1 Zhent black sun adept (A)

This encounter occurs as the PCs are making their way out of Zhentil Keep. They are in sight of their exit gate when they are intercepted by a patrol of Zhentarim.

Read or paraphrase the following:

The gate leading out of the city is garrisoned by a number of black-cloaked men and women wearing the heraldry of the Zhentarim, the Black Network. Their leader, a human wearing a gem-studded holy symbol of Cyric, gestures for you to stop well short of the gate.

“No one may leave this city carrying items that are rightfully the property of the Zhentarim,” sneers the leader. “You will surrender all magical objects and papers in your possession for inspection. Your equipment and any standard ritual or spell books will be returned to you following the inspection, but any contraband or items of historical significance to the Zhentarim will be kept. If you do not surrender these items, or if you resist us in any way, then we will take them from you by force.”

The mercenaries’ swords clear their scabbards in a practiced motion.

There are a few different things the PCs could try here. Obviously, they could give the Zhentarim what they want, which is the only way to avoid a fight. The PCs might also try to get out of this situation by using social skills such as Bluff, Diplomacy, or Intimidate. However, the Zhents have been given very specific orders and they know exactly what they are looking for, so anything that the PCs attempt to pass off as being the “contraband” that the mercenaries seek is recognized as a fake

(whereupon combat ensues). Basically the PCs are going to have to fight their way out of the city if they want to hold on to their hard-won gains from this adventure.

FEATURES OF THE AREA

Illumination: It’s daytime, so the area is brightly illuminated. If the PCs deliberately tried to sneak out of the city under cover of darkness, then adjust your descriptions accordingly, but there is still enough moonlight to illuminate the area.

Debris: Squares of debris in the ruined gate towers are considered difficult terrain. Rocks, stumps, and any other visible obstacles on the map are also considered difficult terrain.

TACTICS

The Zhent soldiers prefer to take advantage of their *phalanx soldier* ability, fighting side-by-side to keep their AC boosted. The war mage blasts away at whoever looks like the biggest threat, while the black sun adept attempts to use his powers to move PCs into the soldiers’ path so that they can gang up on the hapless victim and grind him down.

CAMPAIGN NOTE: QUEST CARD OPPORTUNITY

The Zhentarim are willing to fight to the death. However, if a PC attempts to spare one of the mercenaries’ lives in conjunction with a quest card, this is an opportunity to do so. Make a note on the player’s adventure journal if this happens. The spared man scampers off into the city, presumably to report back to his masters in the Black Network. The DM decides whether multiple players can fulfill the task at the same time.

SCALING THE ENCOUNTER

There are two ways to scale this encounter. The first depends on how the PCs did in their earlier skill challenges. Each challenge that they failed and any extra extended rests (more than 1) that they took during the adventure cost them precious time, meaning that the Zhentarim were able to round up more forces to send to try and intercept them.

For each skill challenge (Encounter 2 and Encounter 5) that the PCs failed, add another Zhent soldier to this encounter.

If the PCs took more than one extended rest during the adventure, add a second Zhent war mage to this encounter.

Also, make the following adjustments to the combat based on the number of PCs present.

Four PCs: Remove one Zhent soldier.

Six PCs: Add one Zhent soldier.

EXPERIENCE POINTS

The characters receive 125/175 experience points each for defeating the Zhents.

TREASURE

The black sun adept's holy symbol is set with an onyx gemstone worth 25/25 gp per PC. The war mage and the soldiers carry a total of 20/30 gold pieces per PC.

CONCLUDING THE ADVENTURE

If the PCs give the Zhentarim all the notes and journals that they have discovered, the mercenaries allow them to leave without further difficulty. Of course, doing this would wipe out all of the efforts that the PCs have made so far during this adventure, so that's not a likely outcome. More likely is that the PCs fight the Zhents, defeat them, and return to their patron.

Yazeth Cobb's first few questions pertain to his son – is Kerstol alive, is he in good health, what sort of archaeological work is he doing, and so forth. Let the PCs tell as much or as little of the truth as they wish here; the Adventure Questions ask whether or not they tell Yazeth the truth about what his son has become. Yazeth is obviously disappointed and distraught if the PCs tell him that Kerstol has become a pirate, but he thanks them for going nonetheless.

CONCLUSION: FAILURE

If the PCs failed to recover both the prayer book and the journal, or if they turned these items over to the Zhentarim (whether voluntarily or involuntarily), read or paraphrase the following:

After you have satisfied him that his son is alive and well, Yazeth Cobb listens to the remainder of your tale with great interest. Finally he speaks.

“I am sorry that you were not able to learn more about this mysterious relic. However, what information you have discovered is disturbing, to say the least. With so many factions vying to be the first to discover the relic, no matter the outcome, it cannot portend anything but evil.

“I will call upon all my contacts in the church of Amaunator and provide the funding to form a larger expedition into the ruins of Zhentil Keep. We must find this relic so that it can be destroyed. When the time comes, I would be honored if you would accompany that expedition. Can I count on you?”

The PCs do not receive the bonus quest XP award because they did not succeed in their mission. However, those PCs who agree to participate in the future expedition do receive the appropriate Story Object award (“A Promise to Return”). If anyone refuses, Yazeth looks sad, but simply nods his acceptance.

With your expedition to Zhentil Keep at an end for now, there is nothing more to do. There are still many unanswered questions regarding this mysterious relic.

The answers can only be found in one place: the ruins of Zhentil Keep. But for now, other adventures and other duties await. When the time comes, you will return and discover the truth behind all these shadows.

CONCLUSION: SUCCESS

If the PCs recovered both the prayer book and the journal, and did not give these items to the Zhentarim, read or paraphrase the following:

After you have satisfied him that his son is alive and well, Yazeth Cobb listens to the remainder of your tale with great interest. He reviews the items and documents recovered from Zhentil Keep. The more he reads, the grimmer his expression becomes. Finally he speaks.

“My friends, you have done a great service to the light. The information you have discovered is truly disturbing. I do not know whether this relic of Shar can possibly do what those cultists believed, or if indeed it even still exists. But if there is even the slightest chance that the Shadow Weave could be reformed, we must take action. Even if the relic is powerless as a result of the Spellplague, it passed through the hands of Fzoul Chembryl, and he is now an exarch of Bane. Anything that would have commanded his interest must surely be powerful enough to do great evil.

“I will call upon all my contacts in the church of Amaunator and provide the funding to form an expedition into the southern ruins of Zhentil Keep. We must infiltrate the Temple in the Sky and find this relic so that it can be destroyed. When the time comes, I would be honored if you would accompany that expedition. Can I count on you?”

Each PC receives a bonus XP award for completing this quest successfully (110/140 XP). Those PCs who agree to participate in the future expedition receive the appropriate Story Object award (“A Promise to Return”). If anyone refuses, Yazeth looks sad, but simply nods his acceptance.

With your expedition to Zhentil Keep at an end for now, there is nothing more to do. Yet, the idea that Shar's worshippers might actually have foreseen the death of a goddess is hard to forget. Did Shar plan this entire thing from the very beginning?

The answers can only be found in one place: the ruins of Zhentil Keep. But for now, other adventures and other duties await. When the time comes, you will return and discover the truth behind all these shadows.

AFTERWORD

Regardless of which conclusion they reached (success or failure), the PCs' presence at Zhentil Keep has drawn the attention of many evil factions. Read or paraphrase the following text to conclude the adventure:

"Be very careful, my friends," the merchant warns you as you depart. "There are many dark forces at play here, and although they operate at cross purposes, none of them would wish us anything but ill. The followers of Shar and the Shadovar of Netheril will surely be trying to recover their Goddess's relic. The worshippers of Bane and Cyric, along with the Zhentarim, will no doubt increase their own efforts as well.

"Items of such power draw the attention of many powerful beings, and that means you will also draw their attention because of your involvement in this matter. But I know that with the light of Amaunator and heroes such as you, we will surely prevail and put an end to this evil."

Each PC receives the Story Object "Attention of Dark Powers" as a souvenir of their visit to Zhentil Keep.

ENCOUNTER 11: ZHENTARIM FAREWELL STATISTICS (LOW LEVEL)

Zhent Black Sun Adept (Level 4)	Level 4 Controller
Medium natural humanoid (human)	XP 200
Initiative +2 Senses Perception +4	
HP 51; Bloodied 25	
AC 18; Fortitude 15, Reflex 16, Will 18	
Speed 5	
m Morningstar (standard; at-will) ♦ Weapon	
+8 vs. AC; 1d10 + 1 damage.	
R Black Sunbeam (standard; at-will) ♦ Necrotic or Radiant	
Ranged 10; +9 vs. Reflex; 1d4 + 4 necrotic or radiant damage and the target takes a -2 penalty to all defenses (save ends).	
C Behold the Black Sun (standard; encounter) ♦ Charm	
Close burst 2; +8 vs. Will; the target slides 1 square, is knocked prone, and is dazed until the end of the adept's next turn.	
R Rebellious Limbs (standard; recharge 5 6) ♦ Charm, Psychic	
Ranged 10; +8 vs. Will; 1d4 + 4 psychic damage, and the target slides 2 squares and makes a basic melee attack against itself.	
Alignment Chaotic evil Languages Chondathan, Common	
Skills Bluff +12, Diplomacy +12, Insight +9, Religion +10	
Str 15 (+4) Dex 10 (+2) Wis 14 (+4)	
Con 11 (+3) Int 16 (+5) Cha 20 (+7)	
Equipment chainmail, light shield, morningstar, iron holy symbol (Cyric)	

Zhent War Mage (Level 2)	Level 2 Artillery
Medium natural humanoid (human)	XP 125
Initiative +4 Senses Perception +4	
HP 32; Bloodied 16	
AC 15; Fortitude 13, Reflex 15, Will 14	
Speed 6	
m Dagger (standard; at-will) ♦ Weapon	
+5 vs. AC; 1d4 damage.	
r Magic Missile (standard; at-will) ♦ Force	
Ranged 20; +7 vs. Reflex; 2d4 + 3 damage.	
C Zhent Flash (standard; encounter) ♦ Radiant	
Close burst 3; +6 vs. Reflex; 1d8 + 3 radiant damage, and the target is blinded until the end of the war mage's next turn.	
A Fire Blast (standard; at-will) ♦ Fire	
Area burst 1 within 10; +6 vs. Reflex; 1d6 + 3 fire damage.	
A Black Vapors (standard; encounter) ♦ Poison	
Area burst 3 within 20; +6 vs. Reflex; 1d6 + 3 poison damage, and the target takes ongoing 5 poison damage and takes a -2 penalty to attack rolls (save ends both).	
Wand of Accuracy (free; encounter)	
Requires wand; the war mage gains a +3 bonus to one attack roll.	
Alignment Evil Languages Chondathan, Common	
Skills Arcana +11, Diplomacy +7, Dungeoneering +9, Insight +9	
Str 10 (+1) Dex 16 (+4) Wis 16 (+4)	
Con 14 (+3) Int 20 (+6) Cha 12 (+2)	
Equipment robes, dagger, wand	

Zhent Soldier (Level 1)	Level 1 Soldier
Medium natural humanoid (human)	XP 100
Initiative +2 Senses Perception +0	
HP 31; Bloodied 15	
AC 17; Fortitude 14, Reflex 12, Will 12	
Speed 5	
m Longsword (standard; at-will) ♦ Weapon	
+6 vs. AC; 1d8 + 4 damage, and the target is marked until the end of the Zhent soldier's next turn.	
r Crossbow (standard; at-will) ♦ Weapon	
Ranged 15 / 30; +5 vs. AC; 1d8 damage.	
M Sly Cut (standard; at-will) ♦ Weapon	
Requires longsword; affects a target marked by the Zhent soldier; +8 vs. AC; 1d8 + 4 damage, and the target is slowed (save ends).	
M Tide of Iron (standard; at-will) ♦ Weapon	
Requires shield; +7 vs. AC; 1d8 + 2 damage, and the target is pushed 1 square if it is Large or smaller. The Zhent soldier can shift 1 square into the space vacated by the target.	
Zhent Phalanx	
While a Zhent soldier is adjacent to an ally, he or she doesn't grant combat advantage to flanking enemies.	
Marked Advantage	
A Zhent soldier deals an extra 1d4 damage on all attacks against a target that is marked by it.	
Alignment Evil Languages Chondathan, Common	
Skills Endurance +5, Intimidate +7, Streetwise +7	
Str 18 (+4) Dex 15 (+2) Wis 11 (+0)	
Con 15 (+2) Int 10 (+0) Cha 15 (+2)	
Equipment scale armor, heavy shield, longsword, crossbow, 20 bolts	

ENCOUNTER 11: ZHENTARIM FAREWELL STATISTICS (HIGH LEVEL)

Zhent Black Sun Adept	Level 6 Controller
Medium natural humanoid (human)	XP 250
Initiative +3 Senses Perception +5	
HP 67; Bloodied 33	
AC 20; Fortitude 17, Reflex 18, Will 20	
Speed 5	
m Morningstar (standard; at-will) ♦ Weapon	
+10 vs. AC; 1d10 + 2 damage.	
R Black Sunbeam (standard; at-will) ♦ Necrotic or Radiant	
Ranged 10; +11 vs. Reflex; 1d4 + 5 necrotic or radiant damage and the target takes a -2 penalty to all defenses (save ends).	
C Behold the Black Sun (standard; encounter) ♦ Charm	
Close burst 2; +10 vs. Will; the target slides 1 square, is knocked prone, and is dazed until the end of the adept's next turn.	
R Rebellious Limbs (standard; recharge 5 6) ♦ Charm, Psychic	
Ranged 10; +10 vs. Will; 1d4 + 5 psychic damage, and the target slides 2 squares and makes a basic melee attack against itself.	
Alignment Chaotic evil Languages Chondathan, Common	
Skills Bluff +13, Diplomacy +13, Insight +10, Religion +11	
Str 15 (+5) Dex 10 (+3) Wis 14 (+5)	
Con 11 (+3) Int 16 (+6) Cha 20 (+8)	
Equipment chainmail, light shield, morningstar, iron holy symbol (Cyric)	

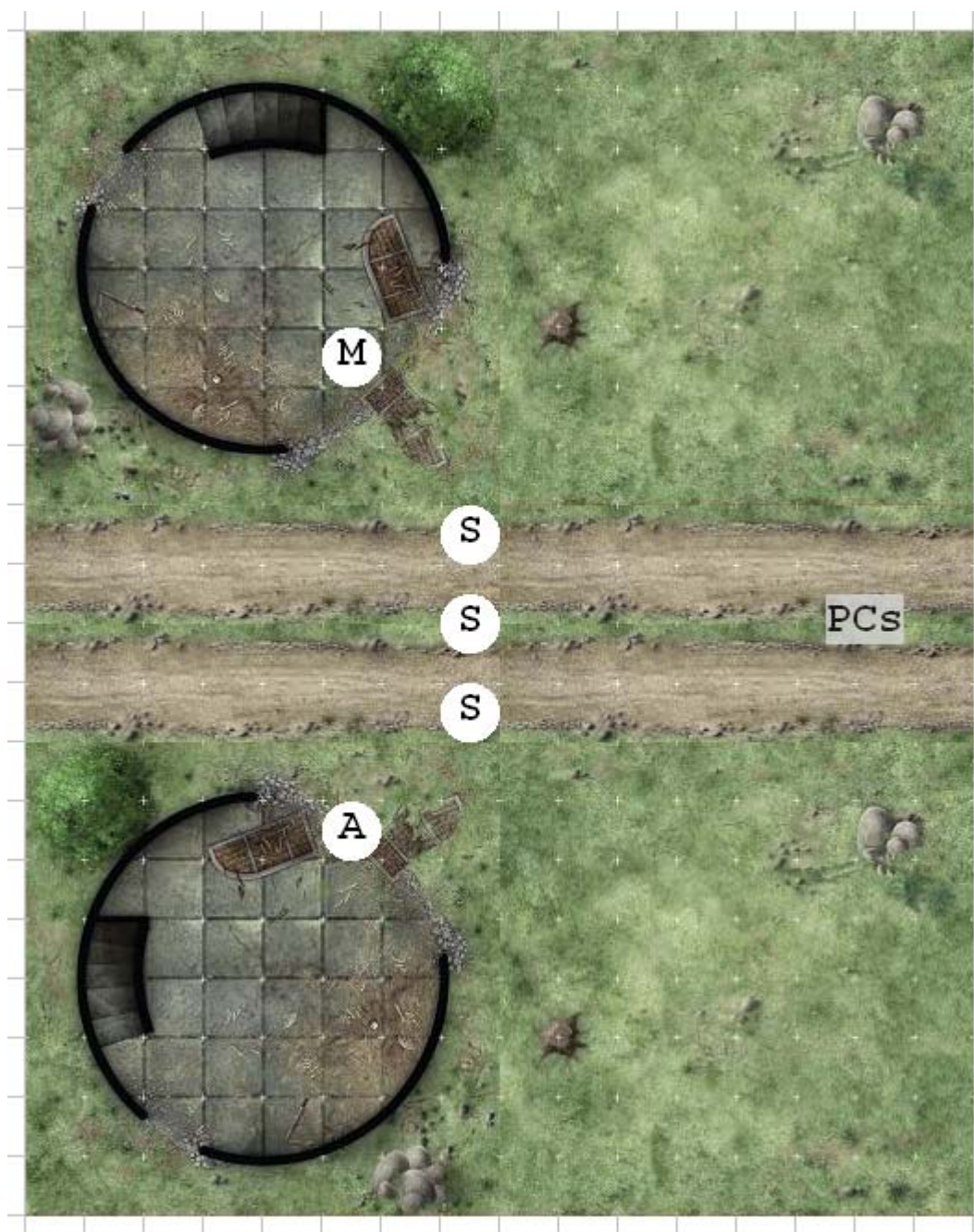
Zhent War Mage (Level 4)	Level 4 Artillery
Medium natural humanoid (human)	XP 175
Initiative +5 Senses Perception +5	
HP 44; Bloodied 22	
AC 17; Fortitude 15, Reflex 17, Will 16	
Speed 6	
m Dagger (standard; at-will) ♦ Weapon	
+7 vs. AC; 1d4 damage.	
r Magic Missile (standard; at-will) ♦ Force	
Ranged 20; +9 vs. Reflex; 2d4 + 4 damage.	
C Zhent Flash (standard; encounter) ♦ Radiant	
Close burst 3; +8 vs. Reflex; 1d8 + 4 radiant damage, and the target is blinded until the end of the war mage's next turn.	
A Fire Blast (standard; at-will) ♦ Fire	
Area burst 1 within 10; +8 vs. Reflex; 1d6 + 4 fire damage.	
A Black Vapors (standard; daily) ♦ Poison	
Area burst 3 within 20; +8 vs. Reflex; 1d6 + 4 poison damage, and the target takes ongoing 5 poison damage and takes a -2 penalty to attack rolls (save ends both).	
Wand of Accuracy (free; encounter)	
Requires wand; the war mage gains a +3 bonus to one attack roll.	
Alignment Evil Languages Chondathan, Common	
Skills Arcana +12, Diplomacy +8, Dungeoneering +10, Insight +10	
Str 10 (+2) Dex 16 (+5) Wis 16 (+5)	
Con 14 (+4) Int 20 (+7) Cha 12 (+3)	
Equipment robes, dagger, wand	

Zhent Soldier (Level 3)	Level 3 Soldier
Medium natural humanoid (human)	XP 150
Initiative +3 Senses Perception +1	
HP 47; Bloodied 23	
AC 19; Fortitude 16, Reflex 14, Will 14	
Speed 5	
m Longsword (standard; at-will) ♦ Weapon	
+8 vs. AC; 1d8 + 5 damage, and the target is marked until the end of the Zhent soldier's next turn.	
r Crossbow (standard; at-will) ♦ Weapon	
Ranged 15 / 30; +7 vs. AC; 1d8 + 1 damage.	
M Sly Cut (standard; at-will) ♦ Weapon	
Requires longsword; affects a target marked by the Zhent soldier; +10 vs. AC; 1d8 + 5 damage, and the target is slowed (save ends).	
M Tide of Iron (standard; at-will) ♦ Weapon	
Requires shield; +9 vs. AC; 1d8 + 3 damage, and the target is pushed 1 square if it is Large or smaller. The Zhent soldier can shift 1 square into the space vacated by the target.	
Zhent Phalanx	
While a Zhent soldier is adjacent to an ally, he or she doesn't grant combat advantage to flanking enemies.	
Marked Advantage	
A Zhent soldier deals an extra 1d4 damage on all attacks against a target that is marked by it.	
Alignment Evil Languages Chondathan, Common	
Skills Endurance +6, Intimidate +8, Streetwise +8	
Str 18 (+5) Dex 15 (+3) Wis 11 (+1)	
Con 15 (+3) Int 10 (+1) Cha 15 (+3)	
Equipment scale armor, heavy shield, longsword, crossbow, 20 bolts	

ENCOUNTER 11: ZHENTARIM FAREWELL MAP

RUINS OF THE WILD

Camp / Field	8x8	x2
Road / Crevasse	8x2	x2
Stream / Road	8x2	x2
Ruined Tower / Field w/Trees	8x8	x2



REWARDS SUMMARY

At the conclusion of the adventure, the PCs earn experience points, treasure, and possibly story awards. All totals listed here are per PC. A number before the slash is the low-level value; after the slash is the high-level value.

IMPORTANT DM INFORMATION

It is critical that you enter the PC rewards accurately on the tracking form, and ensure that the information is reported and entered online in a timely manner. While players will be able to track their character's information on paper, the online information serves as an important backup and verification of play.

EXPERIENCE POINTS

Give PCs a full award for each encounter they successfully completed, and a half award if they were unsuccessful. Give no award if the characters did not play the encounter at all.

Encounter 1: No Adventurers

100/150 XP

Encounter 2: Asking Around

100/150 XP

Encounter 3: Warped Wards

120/160 XP

Encounter 4: Bane's Blessed

120/140 XP

Encounter 5: Maze of Shadows

40/60 XP

Encounter 6: Shar's Gate

150/200 XP

Encounter 7: The Sewers

0/0 XP

Encounter 8: The Mausoleum

115/165 XP

Encounter 9: Tower of the Art

100/150 XP

Encounter 10: Mystra's Workshop

120/160 XP

Encounter 11: Zhentarim Farewell

125/175 XP

Conclusion: Quest Reward

110/140 XP

Total Possible Experience

1,200/1,650 XP

TREASURE

Each PC receives treasure in the form of gold pieces as well as one share from a treasure bundle. The treasure bundle may give the PC more gold, a magic item, or some other item of value. Each player makes one selection for their character; multiple players may choose the same treasure bundle.

If characters buy or sell magic items or other gear during the adventure (or pay for services) add or subtract that amount from the total gold the PC receives at the end of the adventure. If a player selects an option that gives their character more gold, add that to the gold all characters receive, and ensure you enter the total amount of gold gained (minus any expenditures) online. You can have a negative number and enter that negative online. PCs receive 20% of a magic item's purchase price for any item they sell.

If a player selects a magic weapon or suit of armor for their PC that is not specific on the type of item listed, they must select the exact item at the time they choose that bundle. For example, if a *duelist's weapon +1* is listed as a choice in a bundle, a player selects the form of the weapon amongst the choices possible for that magic item (light blades). If the player selects the item as a *+1 duelist's dagger*, the player writes that information down on the PC's adventure log and the item is forever after that specific weapon.

An asterisk next to a magic item means that it is an item that appears in the **New Rules** section.

Gold per PC

180 / 240 gp

(Introduction: 10/10 gp, Encounter 1: 15/15 gp, Encounter 3: 45/65 gp, Encounter 4: 15/25 gp, Encounter 7: 25/35 gp, Encounter 8: 25/35 gp, Encounter 11: 45/55 gp)

EACH PC SELECTS ONE OF THE FOLLOWING

Bundle A: *+1 staff of fiery might* (low-level version only)
Found in Encounter 3

Bundle B: *veteran's armor +1* (low-level version only)*
Found in Encounter 10

Bundle C: *amulet of protection +2*
Found in Encounter 7

Bundle D: *flameburst weapon +1*
Found in Encounter 9

Bundle E: *+2 staff of fiery might* (high-level version only)
Found in Encounter 3

Bundle F: *veteran's armor* +2 (high-level version only)*
Found in Encounter 10

Bundle G: ritual book of Make Whole
Found in Encounter 10

Bundle H: ritual scroll of Enchant Magic Item (high-level version only)
Found in Encounter 10

Potion plus Gold: If a player doesn't want to select one of the bundles listed above for their character, they can choose to add a *potion of healing* plus 0/25 gp to their total gold. The player should write the potion gained on their adventure log.

More Gold: If a player doesn't want to select one of the bundles listed above for their character, they can choose to add 50/75 gp to their total gold.

* See the "New Rules" section for a description of this item.

STORY AWARDS

Award these if the PC completes the condition for the award in the adventure. Pass out certificates to the players for their story awards.

SPEC01 Attention of Dark Powers

Your explorations of the Ruins of Zhentil Keep have caused you to become embroiled in a power struggle between a number of evil organizations and factions. This sort of attention comes at a cost – to what end you do not know.

SPEC02 A Promise to Return

You have promised Yazeth Cobb, merchant and devout follower of Amaunator, that you will join him on a future expedition into the dangerous southern ruins of Zhentil Keep. This story object is the beginning of a Major Quest that will be resolved in an upcoming *Living Forgotten Realms* Core Special adventure.

ADVENTURE QUESTIONS

Mark the answers to the following adventure questions on the tracking form.

1. How did the PCs perform on the skill challenges (Encounters 2 and 5)?

- a. They completed both skill challenges successfully.

- b. They completed one skill challenge, but failed on the other.
- c. They failed on both skill challenges.

2. How many extended rests did the PCs take during this adventure?

- a. The PCs did not take a single extended rest.
- b. The PCs took the one planned rest (between Encounters 6 and 7) during the adventure.
- c. The PCs took two or more extended rests during the adventure.

3. How did the PCs resolve the encounter with the Master of the Tower?

- a. The PCs destroyed the phantom in combat.
- b. The PCs resolved the encounter without having to destroy the phantom.
- c. The PCs were defeated by the phantom or did not reach this encounter because of the time limit.

4. Did the PCs turn anything over to the Zhentarim?

- a. Yes, they gave the Zhents everything they had discovered during the adventure.
- b. The Zhents ended up defeating the PCs and taking the information that they wanted.
- c. The PCs refused to give anything to the Zhents and proceeded to thrash them in the ensuing battle.
- d. The PCs somehow managed to deceive or bluff the Zhents into accepting false information.

5. What did the PCs tell Yazeth about his son?

- a. They told Yazeth everything – the full truth about his son's activities.
- b. They covered for Kerstol and did not blow his cover.
- c. They hinted at the truth, but didn't come out and tell Yazeth all the details.
- d. They invented some totally new story of their own and told that to Yazeth.
- e. The PCs killed Yazeth's son or had him arrested and dragged back to his father in chains.

APPENDIX 1 – A BRIEF HISTORY OF ZHENTIL KEEP

The long-ago history of the Zhentarim and their struggles (such as the whole “army of Manshoon clones”) isn’t important to this adventure, so this section only focuses on relevant information that the PCs could reasonably be expected to know or discover with various skill checks. Depending on the backgrounds of the characters, you can either give out this information at the appropriate times, or in response to specific questions or avenues of investigation (for example, you can use it to spice up the skill challenge in Encounter 2). It is suggested that you cut out the appropriate bits of information and hand them to the inquiring player if you can’t work the information easily into the adventure.

MOONSEA GENERAL

History DC 10: A few years after establishing their realm in Anauroch, the Shadovar moved against Zhentil Keep, whose rulers had formerly contended for control over the Moonsea, the northern Dales, and the empty lands west of the great desert. The Zhents fought furiously, but the shades prevailed; Zhentil Keep was razed, as was the Citadel of the Raven. The Black Network of the Zhentarim was broken. The Shadovar attempted to colonize the fortresses that they had conquered, but Ilsevele of Myth Drannor struck an uneasy alliance with Hillsfar, Melvaunt, and Thentia to prevent Netheril from achieving this goal.

Streetwise DC 15: The entire Moonsea region is a smattering of city-states and robber baronies, some old, some new. The city of Mulmaster is the center of Bane’s worship in Faerun, and some say the church of Bane has become the ideological heir to the Zhentarim. Voonlar, Teshwave, Phlan, and Thentia are the centers of small realms where Myth Drannor and Netheril quietly fence for influence.

ZHENTIL KEEP

History DC 10: Once the strongest city on the Moonsea, Zhentil Keep was largely destroyed by Netheril many years ago. The secret society known as the Zhentarim, or the Black Network, was driven out of its seat of power; it now lurks in the fortresses of Darkhold and Wyvernwatch in distant lands.

History DC 15: The wreckage of the old city’s northerly districts on the left bank of the River Tesh is a dismal pirate den and bandit town, lawless and violent. Ships belonging to a loose league of corsairs known as the Black Moon Brotherhood often descend on this wretched place, selling their captives into slavery and taking on new crew members desperate or wicked enough to sign on.

History DC 20: Across the river, the walled core of the old city on the south bank of the Tesh is a half-razed ruin shadowed by unquellable twilight and half-cast curses. Unlike the well-picked-over ruins on the northern bank, the southerly portion of the ruined city yet contains unlooted treasures, shrines, and wizard workshops, but is haunted by dangerous undead. The unnatural dimness allows day-fearing undead to walk even at noon, turning the ruin into a haven for such creatures. Several undead factions vie for this valuable territory. Overall, these ruins harbor literally hundreds of separate adventure sites, each one offering its own dangers and rewards, though getting to and from each such dungeon requires dealing with the ubiquitous, roving undead.

CHURCH OF BANE

A well-honed weapon of conquest and tyranny, Bane’s church is all the more dangerous since the Black Lord consolidated his power during the Spellplague. Bane wants all beings subjugated under his authority. To this end, the Church works openly, touting its military might and the benefits of a strong social order where the capable and ruthless rule. Common folk in some regions, such as Mulmaster, even buy the idea that Bane represents these ideals more than his darker aspects.

Religion DC 15: Bane suffered when the shades razed Zhentil Keep and the Citadel of the Raven, annihilating the backbone of the Zhentarim. But what he lost then, he has decidedly regained. Not only did he assimilate the goblin

deities under his authority, but he also gained the worship of evil dwarves through Abbathor. Thwarting Shar's desire to take power over vengeance, Bane sheltered and subjugated Hoar. He furthered his power by taking Loviatar as a consort, uniting the two faiths. Even great Tiamat now serves Bane, and through her, many evil dragons.

History DC 15: It's a well-known fact that Fzoul Chembryl died defending Zhentil Keep against the incursion of the shades. It's equally known that, despite Fzoul's failure, Bane then took him as an exarch. Since that time, Fzoul's followers have focused on maintaining Bane's influence in the Moonsea region. At Fzoul's direction, they unite many against the threat of Netheril. Only time will tell what strange allies may rise to face Shar's prized servants.

CHURCH OF CYRIC

The Cyricist influence on the Zhentarim fuels the group's destructive behavior. It also leads Zhents to willingly associated with vile creatures and perform hideous acts. Cyricists within the Zhentarim intend to use the organization's resources to free their god. The Cyricist devotion to deception helps the Zhents to work with some subtlety and caution. Agents have even been known to use good-hearted dupes for certain tasks.

Religion DC 15: Since Cyric's imprisonment, the power and sway of his church has waned somewhat across Faerun. The church remains influential in Amn and Muranndin. It also has great authority among the members of the Zhentarim, having "won" the struggle to break Bane's hold on the Black Network when the Netherese destroyed Zhentil Keep. Other than these focal points, however, little more than disparate Cyricist cults exist. These followers are numerous enough to support Cyric's continued existence as a god, but little more. One day, these separate arms of Cyric's faithful could unite, but for now they remain widely divided.

CHURCH OF SHAR

During past times of strife, such as the Time of Troubles and the Spellplague, the Dark Goddess has moved openly against her enemies and killed them. Shar's faith has enjoyed a revival and waxed strong with the establishment of the nation of Netheril, as well as Shar's hand in the deaths of Mystra and Mask. Many evil creatures, especially those of the Shadowfell, willingly serve or work with Shar's faithful.

Religion DC 15: Shar was once a being of darkness, created at the beginning of time. She and her sister Selune fashioned the universe in which Toril exists. Since then, only strive has existed between Shar and her lighter twin. Where Selune desires unbridled creation and light, Shar longs for a return to the primeval void of nonexistence. Towards this end, she works to eventually snuff out all other gods.

History DC 20: Worship of Shar has existed since the earliest days, but in secret. Through her followers, Shar has worked to subvert all creation, especially the works of Selune. Shar's spellcasters were said to be able to draw upon a dark form of magic called the Shadow Weave. This was a shadowy mirror of the Weave, the fabric of magic which was destroyed when Mystra died and unleashed the Spellplague. The Shadow Weave was also destroyed when magic ran wild across the planes.

ZHENTARIM MERCENARIES

Known also as the Black Network, the Zhentarim include priests, soldiers, wizards, and worse. Zhents, as the mercenaries are known, will hire on to most any job if the money's right, regardless of moral considerations. They offer "protection" to merchants and arrange attacks against those who don't pay up. Criminal activities ranging from petty smuggling to open murder to elaborate extortion schemes are all within their purview. Zhents have even been caught manipulating, aiding, and even leading monsters to threaten peaceful settlements. They have various reasons for this. Sometimes they are simply drumming up business (they bring a monster to the area and then get paid to drive the creature off). Other times they are furthering some political scheme, hoping to again be feared and potent as they once were.

Streetwise DC 15: Zhent sellswords are most prominent on the Dragon Coast near Westgate and the southern Sword Coast region. Commissions they take bring trouble to the lands near those regions, such as Cormyr and even

Luruar. A significant number of Zhent bases, boltholes, and strongholds are also scattered around the northwestern part of Faerun.

Religion DC 20: When Bane's faithful suffered their serious defeat, the Banites bowed out of the Zhentarim. A strong following of the god Cyric existed in Darkhold, which suddenly became the most prominent fortress of the Black Network. The Cyricists quickly gained a hold in the mercenary group that remains, and the Zhents are prominently allied with the Church of Cyric.

However, Cyric's hold on the Zhentarim is far from solid. Fzoul Chembryl's hatred for the Netherese has earned him some admirers and followers among the Zhents. Although Bane's church isn't formally allied with the Zhentarim any more, the two groups often find a common purpose and end up working together. A thread of respect for and even worship of Bane still exists in the Zhentarim - a thread that Cyric's devotees would like to cut.

History DC 25: Manshoon, the wizard ruler of Zhentil Keep, founded the Black Network. He created a huge network that included evil churches, primarily Bane's. The ambitious Fzoul Chembryl eventually wrested control from Manshoon. Under Fzoul's leadership the Zhentarim controlled as much as half the Moonsea region. They even made a military bid to conquer the Dalelands and destroy Myth Drannor. This attempt failed, and Fzoul ultimately made an alliance with the phaerimms, which led to the Zhenatrim's undoing.

Shade needed little provocation to want to destroy the Black Network. The Netherese had long pursued a pogrom against the phaerimms, and they quickly learned of the alliance with the Zhents. The Empire of Shade then laid waste to Zhentil keep and the Citadel of the Raven, a blow from which the Zhentarim have yet to recover, and they now hate the Netherese above all others.

RELIC OF SHAR

The relic described in this adventure is the object of pursuit by all of the groups mentioned above. The PCs can't make skill checks to learn anything about the history of the relic, since the whole point of this adventure is to discover that history. However, they can surmise why each of the power groups would be interested in obtaining the relic for its own ends. Don't reveal this information in such a fashion that it causes spoilers. Let the PCs learn what they can.

Church of Bane: The Church of Bane would see the relic as a powerful weapon against Shar and the Empire of Netheril. An item of such powerful shadow magic could surely be used by Fzoul Chembryl to cause great damage to the power of the Shadovar.

Church of Cyric: The Cyricists would want to use the relic in hopes that it might give them the power they need to free their imprisoned deity. If the relic is truly powerful enough to remake the Shadow Weave, then it might well have enough strength to break Cyric free from his bondage in the Supreme Throne.

Empire of Netheril / Church of Shar: The Netherese and the followers of Shar clearly desire the relic in hopes that it actually does what the legends claim. Being able to recreate the Shadow Weave would give Shar's adherents (such as the Shadovar) a huge advantage over all other spellcasters in Faerun because it would deliver them a power source that only they would have access to.

The Zhentarim: Individual factions within the Zhents would desire the relic for their own reasons. Some would follow the religious reasons outlined above depending on whether they worship Bane or Cyric. Others would want to sell the relic to the highest bidder. Still others would want to try and use its power to bring the Black Network back to its former glory.

Of all these groups, the Church of Shar are probably the only ones who would actually try to use the relic for its intended purpose (to recreate the Shadow Weave). However, that doesn't mean that any of the other groups would be any less dangerous if they got their hands on the relic. Furthermore, the fighting that would break out over this item alone could easily bring endless war back to Zhentil Keep and its surrounding area in the Moonsea.

HANDOUT 1 - KERSTOL'S LETTER

Beloved Father,

I hope this letter finds you well. I know it has been over a year since we parted under circumstances that were far from pleasant. My choice to take to the sea as an explorer is one that I do not regret, and my skill with ships and their repair have made me indispensable to my companions. The sights I have seen!

But I write not to share my joyous adventures with you. Instead, I write you to relay some distressing news. My travels have brought me to what is left of the once-magnificent Zhentil Keep. My current ship is here taking on supplies and getting some much-needed repairs. While the place has gained a deserved reputation as a lair for the dangerous and the debauched, I am completely safe.

However, while I spoke with some of the residents of Zhentil Keep, I became aware that something dark might be stirring here. There is a tavern on Warrior Street in the Common Quarter, part of what used to be a barracks here. Creatures of shadow have been seen lurking in the area, and locals believe that some kind of evil artifact is drawing them. An old-timer claims that priests of Shar frequented this area in the past, and they did powerful experiments here. I know that you worship the light, and I thought you might know people who would be interested in checking into these claims, in case the rumors of a shadowy power growing here are true.

Please give my best to mother. I am, as I shall always be,

Your loving son,

Kerstol

HANDOUT 2 – A PRAYER TO SHAR

We have heeded well the *Prophecy*. The signs and portents are disturbing but every time we read the stars, we come to the same conclusion. A Goddess will perish and her Great Work will fall. Oh, beautiful Shar! Has our unworthiness, our lack of piety, brought you to this terrible fate?

We cannot stop the *Prophecy* from coming to pass. It is too late for that. Instead we must make preparations for Her return. The shadow seed will germinate a new Great Work, a new fabric of shadow magic upon which Her followers can weave the cloth of darkness and clear the way for Her triumphant return.

Although the *Prophecy* makes it clear what must be done, I lack the power to fashion the shadow seed myself. The magewrights at the Tower of the Art, however, are a different story. I am certain they could do it, but they would never help if they knew what it was intended for. Fortunately, we have several initiates on the inside, which means it is only a matter of convincing that fool Thagdal that this is the will of Mystra.

HANDOUT 3 – ARTIFICER’S NOTES

The designs that were sent to me by our mysterious patron are interesting indeed. The item to be created is not dissimilar to a spell-storing ring or even a temporal stasis chamber, but instead of holding a single spell, place, or person frozen in time, this item will contain what I can only describe as pure magical potential. Raw, unshaped power, perhaps along some of the same lines as the wild magic that has plagued many of the lands of Faerûn since the Time of Troubles.

It is a fascinating concept, although actually implanting the magical potential into the item would be highly dangerous and difficult, certainly a task beyond the capabilities of most wizards. Nevertheless, I have been assured by several of my fellow members of the Tower that this patron is a devoted follower of Mystra who simply wishes to remain anonymous due to the laws that make it illegal even to speak Her name here in Zhentil Keep.

Since I don’t see this item as being anything more than an interesting exercise in magical theory, I suppose there’s no harm in trying to create it and see what happens.

(Some time passes between journal entries)

The creation was a success! Unfortunately, it appears that I might have been mistaken about the relative lack of practicality of the item. Hardly an hour after the work was complete, I received word from Lord Fzoul Chembryl that the item was to be placed into his care “for safekeeping” inside the Temple in the Sky. Well, I guess I’ll never see it again, and neither will our patron. I wonder what sort of magic she could have wanted to put inside? Not that it matters now, since I’m sure that Fzoul will never give the thing back even if he decides it’s totally worthless.

Still, I’m rather proud of the work. I do believe it would have functioned according to the design.

NEW RULES

The following item will appear in the forthcoming *Adventurer's Vault* sourcebook. Any players who select this item for their character should be given a copy of this information so that they can use the item prior to the sourcebook's release. Six copies of the item's stat block are provided here, in case you have multiple players taking the item. The property and daily power of the item are the same regardless of whether the low-tier or high-tier version of this adventure was played; only the item's level and enhancement bonus change (+1 at low tier and +2 at high tier.)

Veteran's Armor

Level 2 or 7

Battered and worn, this unassuming armor helps you get the most out of your experiences.

Level 2 (+1 / 520 gp)

Level 7 (+2 / 2,600 gp)

Armor: Any

Enhancement: AC

Property: When you spend an action point, you gain a +1 item bonus to all attack rolls and defenses until the end of your next turn.

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