

A HEROIC TIER ADVENTURE

DUNGEONS & DRAGONS

ENCOUNTERS™

KEEP ON THE BORDERLANDS

Chapter 5 of 5: A Season of Serpents



AN ADVENTURE FOR CHARACTERS OF 3RD LEVEL

Chris Sims

INTRODUCTION

A DUNGEONS & DRAGONS Encounters™ adventure for four to six 3rd-level characters

Welcome to DUNGEONS & DRAGONS Encounters, an exciting official DUNGEONS & DRAGONS® program. This adventure is a mini-campaign season designed to be played in one-encounter sessions once per week at your local Wizards Play Network location. Each week, players can earn in-game rewards for their characters and Renown Points toward special program-exclusive D&D Encounters™ Cards that can be used in this and future seasons of DUNGEONS & DRAGONS Encounters.

Preparing for Play

The DUNGEONS & DRAGONS Encounters play kit provides all you need to DM this adventure, including poster maps of encounter areas and a sheet of tokens for monsters, adventurers, and battlefield effects. Follow the steps below to prepare for play.

Before you DM your first session:

- ◆ Read the Introduction, Adventure Background, and Adventure Synopsis.
- ◆ Read **Session 17: Monsters at the Door** and **Encounter 5-17: Hold the Gate**. If you are starting at another point, read the appropriate sections and what has come before.

At the table of your first session:

- ◆ Ensure each player has a character to play. Players may use one of the characters provided in the kit, or may create their own using the guidelines provided.
- ◆ Give each player a D&D Encounters Play Tracker. This sheet is found in the play kit, and it allows the players to track treasure, experience, and Renown Points earned for each play session.
- ◆ Get a session tracking sheet from the organizer. Record all the players' DCI/RPGA numbers on it, along with your DCI/RPGA number. If you or any of the players don't have a DCI/RPGA number, ask the organizer for a membership card.

During the session:

- ◆ Each session is one encounter. Just DM the encounter assigned for that week's session. Typical playtime for one encounter is about 90 minutes to 2 hours.
- ◆ Make decisions and adjudications that enhance the fun of the game. As the DM, you can make some adjustments to the adventure (see the sidebar on page 2) to facilitate player fun.

At the end of your first session:

- ◆ Have the adventurers take a short rest if they want, but remind them to track their daily abilities. Healing surges used, daily powers expended, and other daily resources do not refresh in-between each session; only at the end of each chapter. Make sure your players track this information on their D&D Encounters Play Tracker.
- ◆ Turn in your session tracking sheet to the organizer. Make sure you've recorded all the DCI/RPGA numbers on it, along with names and the play date.
- ◆ Report Renown Point totals earned for each player to the organizer. The organizer fills out the Renown Point Tracker for the location and tells you if any players have earned D&D Encounters Cards.
- ◆ Give out treasure. Make sure the players write down rewards on the D&D Encounters Play Tracker.
- ◆ Collect your special reward for providing your time as a DM to make the event happen. Your organizer has more details on this reward.

At the end of the final session of a chapter:

- ◆ The adventurers take an extended rest, regaining all of their healing surges, hit points, and daily powers. In addition, their action point total resets to 1.
- ◆ Once you've been the DM for a session, it's easy to prepare for your next session. Simply read over the session's material, and you're ready to go.

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CREATING A CHARACTER

Players are responsible for bringing their own characters to each play session. A player should bring a new 3rd-level character created using the rules found in the *DUNGEONS & DRAGONS Fantasy Roleplaying Game* boxed set or the *Heroes of the Fallen Lands*™ supplement, or the *Heroes of the Forgotten Kingdoms*™ supplement.

If a player doesn't have a character or doesn't want to create one from scratch, several pre-generated characters are provided in the play kit. Get these from the organizer and offer a choice of one to each player that wants one. The provided characters include options for level 3.

At the end of each session, you award experience points, treasure, and Renown Points to each player. They'll track that information on their D&D Encounters Play Tracker and you'll report the Renown Points each player earned with the organizer.

Character Death: If a character dies during a session, the player has two choices. He or she can bring the same character back at the beginning of the next session with four fewer healing surges, or he or she can start a new 3rd-level character. If a character dies and has fewer than four healing surges remaining, that character loses all his or her remaining healing surges and can return next session but has hit points equaling only his or her bloodied value.

There is no other penalty for death except for the potential loss of renown for not surviving 12+ sessions without dying.

Advancement

At the end of each session, you award experience points when the characters complete encounters. Use this table below to award experience points for each session. Don't modify the amount of experience based on the number of characters.

EXPERIENCE POINT AWARDS

XP Description	XP/Character
Session 17	239 XP
Minor Quest: Hold the Gate	30 XP
Session 18	189 XP
Session 19	160 XP
Minor Quest: Keep Chendera Alive	30 XP
Session 20	260 XP
Minor Quest: Rescue Lord Drysdale	30 XP
Major Quest: Hold the Keep	150 XP

If the characters succeed at all the encounters and complete all quests, each should earn 1,005 XP by the end of Chapter 5.

Milestones: For every two encounters a character completes without taking an extended rest, the character reaches a milestone, gaining an action point.

A CHANGING GROUP

Since you can never tell who's going to show up to a DUNGEONS & DRAGONS Encounters session from week to week, you might wind up with a different group of players. Some players might be starting in "mid-stream," some could have missed a session or two, and others might have played all the sessions with a different DM. That's fine. Catch up new players with a brief summary of what has come before, and make sure that returning players have marked off resources they spent (healing surges, daily powers, etc.) since their last extended rest.

Majority Rules: If some element of the adventure plot hinges on the adventurers making a decision in a previous session, and the group is different during the current session, simply find out how the decision went down from the players. Go with the majority, and if it's an even split, side with the most positive result. For example, if three of five players' characters at your table slew the black dragon Vermastyx in a previous encounter and two didn't, the dragon is considered to be slain for your session this week.



Treasure

As the characters progress through the mini-campaign, they have the opportunity to gain treasure in the form of gold pieces, valuables, and magic items. At the end of each session, determine if the players earned any treasure. Use the following rules to divide up treasure among the characters.

Gold and Valuables: If the adventurers earn it, each character gets a share as noted on the table below. All valuables such as gems and jewelry are converted to gold pieces (gp). The amounts have already been divided on a per-character basis. Don't modify the amounts based on the number of characters.

Magic Items: During the adventure, a number of magic items might be discovered. They are listed on the table below. Give out magic items according to the Awarding Magic Items sidebar.

When to Gear Up: Characters can buy equipment at the start of each chapter. If a character gains a magic item that has only level, rarity, and type described (for example, a common level 5 magic weapon), the player can select a magic item up to that level of the same type and rarity after the session is complete, before starting the next one.

Awarding Magic Items: When the characters find a nonconsumable magic item, the players decide who receives what. If this is impossible or difficult, you assign the new item to a character who has no nonconsumable magic items. If all the characters have a nonconsumable magic item, the character with the lowest-level nonconsumable magic item receives the new item.

If more than one character has no nonconsumable magic item, or two characters tie for the lowest-level magic item, those the players decide who receives the new item. If they can't decide, have each roll a d20 until one rolls higher than the other. That player receives the new item.

You can distribute consumable items in the same way if the players can't decide who takes such items. Just remember not to count these items as nonconsumable magic items.

TREASURE FOUND

Treasure	Location
Common magic item (level 5 or lower)	Encounter 5-17
Two potions of healing	Encounter 5-18
One antivenom per character	Encounter 5-19
110 gp per character	Encounter 5-20
Common neck-slot magic item (level 6 or lower)	Encounter 5-20
Uncommon magic weapon or implement (level 7 or lower)	Encounter 5-20

Renown Points

One of the great rewards for playing in a DUNGEONS & DRAGONS Encounters season is the accumulation of Renown Points (RPs), which are given out for accomplishments made by players during, and sometimes in-between, sessions. These Renown Points are tracked at the Wizards Play Network location, and reaching certain thresholds garners the player a tangible reward—a D&D Encounters Card.

Players can use these cards during the current DUNGEONS & DRAGONS Encounters season, subsequent seasons, or possibly both. Each card has all the information on how it works printed right on the card itself.

As the DM, it's your task to award Renown Points at the end of a session of play, just like you would award experience and treasure. Unlike experience and treasure though, Renown Point totals earned for each player must be reported to the organizer at the conclusion of the session when you turn in your session tracking sheet. The organizer can then tell you if any players have qualified for a card.

The Renown accomplishments, their frequency, and the point values of each are listed below.

RENOWN POINT AWARDS

Accomplishment	Frequency	RPs
Complete an encounter	Session	3
Hit a milestone	2/chapter	2
Moment of greatness	1/chapter	2
Create a D&D Essentials character	Season	5
Create a D&D Character Builder character	Season	5
Revive a dying adventurer ally	Season	1
Hit for 15+ damage against 1 enemy	Season	1
Kill 3 minions in 1 attack	Season	1
Take 50 enemy damage in 1 session	Season	1
Survive 12+ sessions without dying	Season	2
Complete all quests	Season	5

Moment of Greatness: This is a discretionary award given out by the DM or through party vote to a player for doing something inventive, daring, or just plain cool during a session of play.

Renown Rewards

When a player earns 20 RPs, he or she earns the first D&D Encounters Card, called the Delver Reward. This is awarded to the player immediately following the session in which it is earned. The second award is called the Adventurer Reward, and a player qualifies for the reward by obtaining 100 Renown Points in the season.

The final award is given out at the conclusion of the season. At the end of the season, a number of D&D Encounters Cards are distributed among those who qualify for the reward. If more players qualify for the reward than the number of cards available, the organizer will determine how they will be distributed.

ADVENTURE BACKGROUND

This adventure is the fifth of five chapters for *Keep on the Borderlands: A Season of Serpents*. These pages provide background information to aid you in running this climactic series of encounters.

Keep on the Borderlands

Legends claim that dwarf-built Restwell Keep has been the fortress of a hobgoblin king, the home of an infamous bandit lord, a linchpin garrison of fallen Nerath, and the lair of a dragon. Indeed, the keep has been all these and more. At present, it is a faint but steady light struggling against a growing darkness. Its intrepid inhabitants are in constant danger from within and without.

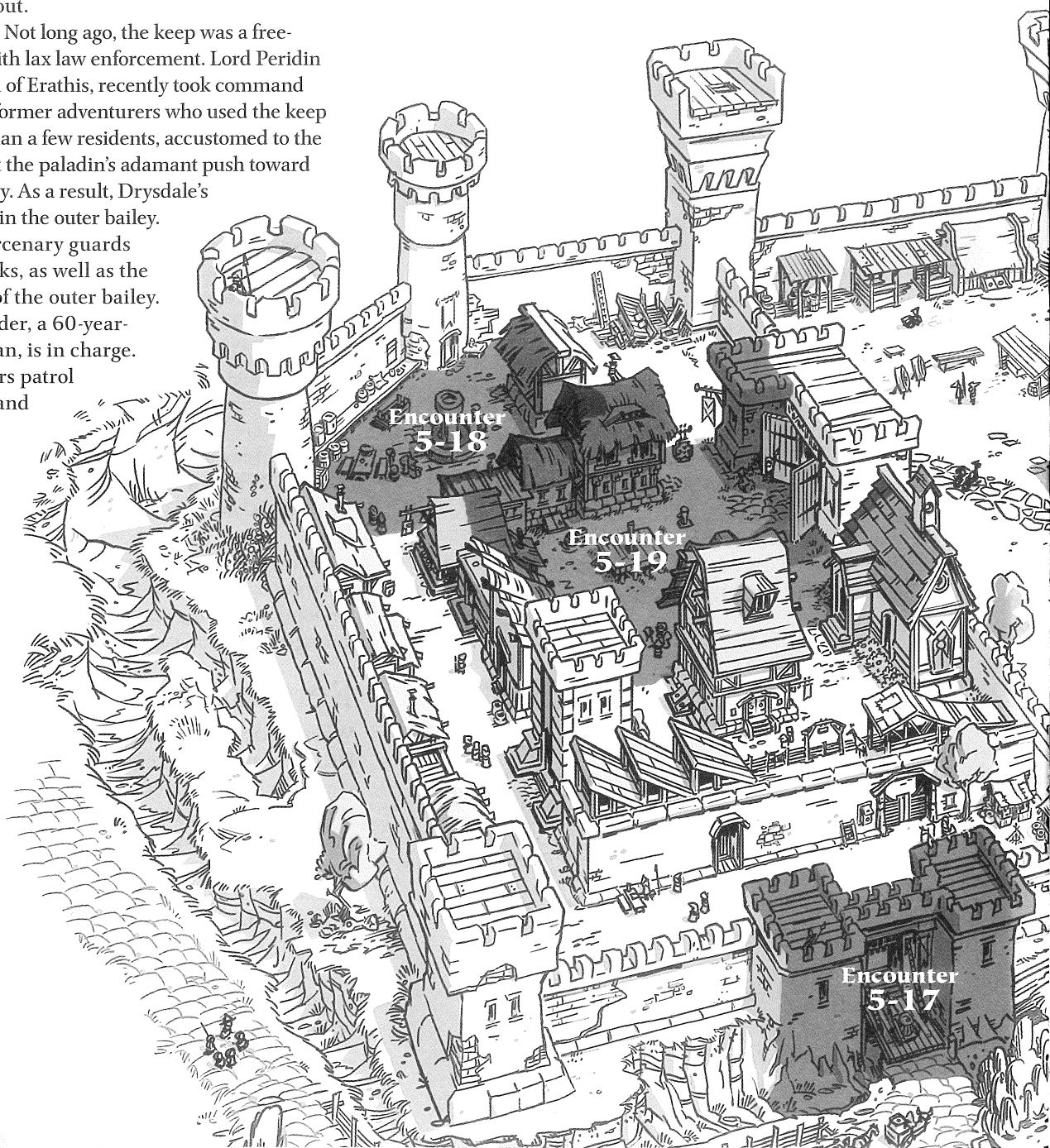
Government: Not long ago, the keep was a free-wheeling place with lax law enforcement. Lord Peridin Drysdale, paladin of Erathis, recently took command from the Blades, former adventurers who used the keep as a base. More than a few residents, accustomed to the old regime, resent the paladin's adamant push toward order and morality. As a result, Drysdale's authority is weak in the outer bailey.

Defense: Mercenary guards watch the barracks, as well as the towers and gate of the outer bailey. Kendon Longstrider, a 60-year-old human veteran, is in charge. Drysdale's soldiers patrol the keep proper and the inner bailey. The lord has mandated that capable individuals serve as militia if the need arises.

Room and Board: The gruff, greedy Nerrin Silverhand runs the seamy Travelers Inn on Fountain Square. A private room (four occupants) runs 1 gp per night; a spot in the common room costs 1 sp. Nerrin serves neither food nor drink. Such provisions can be purchased from cheerful Mother Aran of The Stumbling Giant, a fine tavern also on Fountain Square.

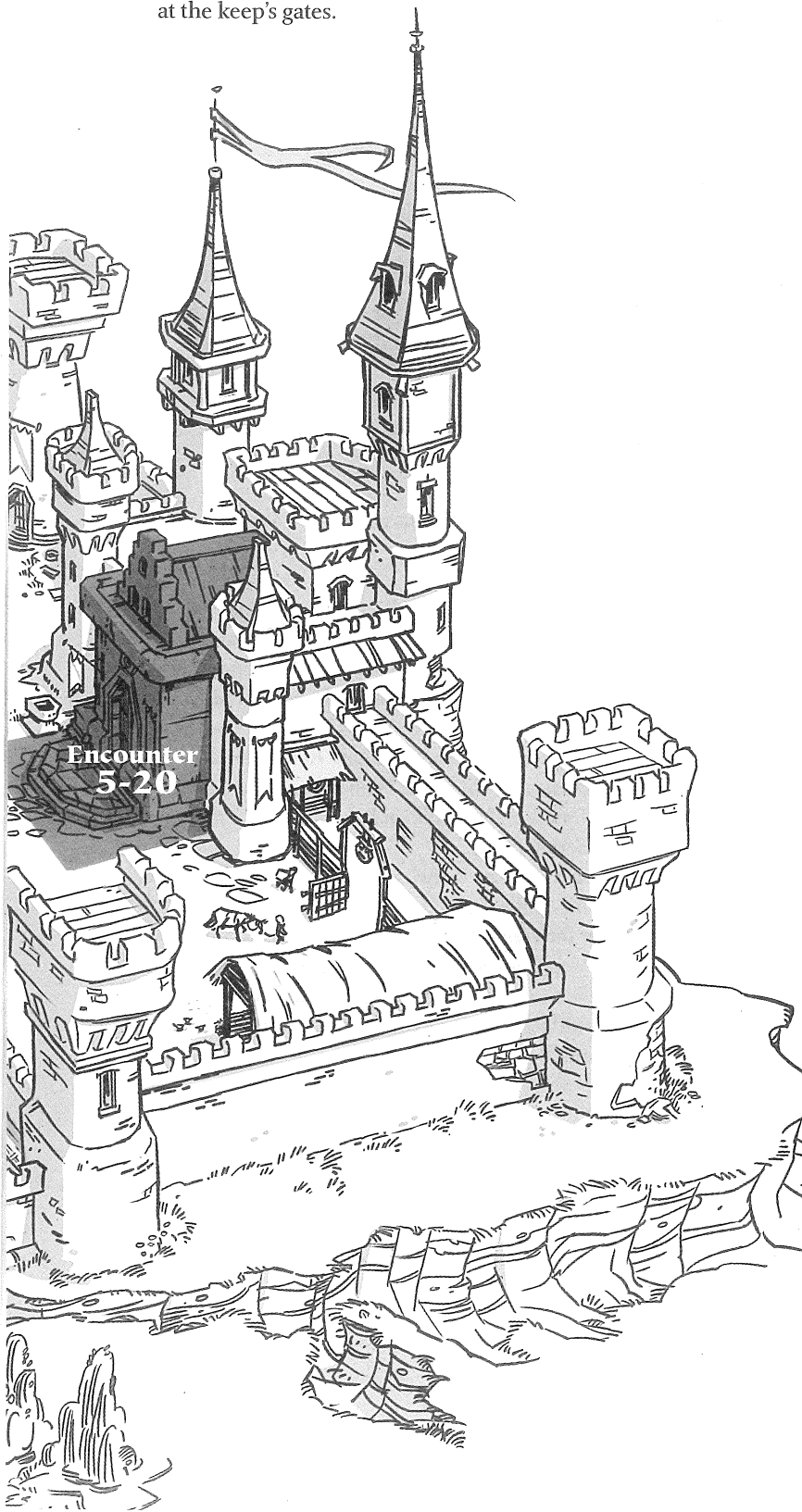
Temple: The local chapel (along the inner bailey wall) is open for worship of all accepted deities, but Avandra is esteemed above others. Chendera, the striking half-elf caretaker and priestess, is a devotee of the luck goddess. She spends much of her time mingling with folks in The Stumbling Giant.

Other Services: Local farmers and traveling merchants set up stands from time to time in the keep's Fountain Square. Regular establishments include a trader, a bank, a smithy, a jeweler, and a mage's guildhouse.



ADVENTURE SYNOPSIS

In his role as a friar, Benwick befriended the adventurers and employed them to accomplish several of his goals. He then revealed his true allegiance to Zehir, the god of serpents, by betraying the characters and forming an army of reptilian creatures to attack Restwell Keep. Now this army, which includes the black dragon Yulbraxis, is at the keep's gates.



The characters have done much, from helping Benwick frame Ferdinand Ronnik and destroying a cult of Tiamat to recovering Greysen Ramthane's treasure and facing the black dragon Vermastyx (Yulbraxis's sister). Now they have returned to the keep to help in its defense.

The past might come back to help or hinder the characters, as choices they've made can become relevant in the unfolding of the siege. Allies within the keep also step up to help. Without a doubt, the characters' actions during the siege will determine the fate of Restwell Keep. Benwick must fall, or the keep surely will.

Session 17: The siege begins as lizardfolk loyal to Zehir wage an all-out assault on the gate with the aid of a spirehorn behemoth. The adventurers must win the battle without losing the gate to the rampaging beast. The keep cannot stand if the gate is breached. See **Session 17: Monsters at the Door**, page 6.

Session 18: Benwick was clever: During his stay at the keep, he dug a hidden tunnel to grant his allies a secret way under the walls. It worked. Now lizardfolk and drakes are pouring into Fountain Square. The adventurers must defeat the first wave and make sure no more come through. See **Session 18: Breach in the Square**, page 7.

Session 19: In the public square at the keep's heart, characters finally face the black dragon Yulbraxis. The dragon stands between the characters and Benwick, who has poisoned Lord Drysdale and dragged him to the inner fortress. Although Yulbraxis is as formidable as his sister ever was, his work during the siege has left him far from unscathed. He has a little help, although his allies might come to regret their loyalty. See **Session 19: The Battle's Turn**, page 7.

Session 20: After defeating the dragon and making their way into the inner bailey, the characters finally face Benwick near his moment of triumph. The fat friar is all menace and poison, and he still has a few tricks up his sleeves. See **Session 20: Snakes in the Hall**, page 8.

ADJUSTING THE ENCOUNTERS

Chapter 5 assumes you have a normal party of five 3rd-level characters and players familiar with the DUNGEONS & DRAGONS game at your table. Compare the party at your table to this assumption, using the following guidelines.

Weak Party: You have a weak party at your table if it consists of only four characters, or most or all of the players are new to the DUNGEONS & DRAGONS game. If you have a weak party, remove one of the lowest level or least important non-minion monsters from the encounter.

Strong Party: You have a strong party at your table if it consists of six characters, or most or all of the players are veteran 4th-Edition DUNGEONS & DRAGONS players who like added challenge. If you have a strong party, add one of the simplest non-minion monsters among those in the encounter whose level most closely matches the encounter level.

CHAPTER 5: BESIEGED

The characters have returned from the Chaos Scar to defend Restwell Keep from Benwick's amassed allies. Their contributions are instrumental in the keep's defense.

ROLEPLAYING

Some of the adventure's sections call for roleplaying, and all of the encounters allow for it. A portion of the information in this book exists to help you roleplay with the players. You might prepare a list of names to use if players want to talk to creatures unexpectedly. As long as all the players are having fun, and it's not going to make the session too long, play it up and enjoy. Just make sure to include everyone.

Further, allow for cinematic maneuvers and clever strategies. Try to reward bold play and clever play. Let players use their characters' skills and powers. Encourage this sort of gaming by being prepared, and by using the monsters, NPCs, and scenarios boldly and cleverly yourself.

Allies

Each encounter in this chapter includes one or more allies. These allies are controlled by the players and make the conflict within the keep more realistic. They also give players a taste of what it's like to be the Dungeon Master.

Statistics: This book and the Chapter 5 kit includes a sheet containing the statistics blocks for the allies. These pages can be photocopied and cut up for game use.

Initiative: An ally controlled by a player goes after that player's character in the initiative order. An ally cannot ready an action unless the player's character does so. Allies can delay only if the controlling player's character does so.

Keep Guards: Encounters 5-17, 5-18, 5-19, and possibly 5-20 include keep guards. At the start of an encounter, each player can choose to play one of these guards. If a player is uncomfortable playing a guard, he or she can let the DM play it. Place only as many guards as there are players. For example, if you have only four players, place only four guards (G1 - G4) on the map.

Calling Allies: Each encounter has a named ally, in addition to the keep guards, that one player can take control of. To call an optional named ally, a player's character must spend a standard action to use his or her battle horn. If more than one player wants to control the ally, have those players roll a d20 to determine who gets to control it. When the winning player's character spends the standard action, the ally then appears at the edge of the map at a location of the player's choosing.

After the Battle: If an ally survives an encounter, he or she usually leaves to help defend the keep elsewhere. He or she does not join the adventurers (except potentially in Encounter 5-20).

Experience Points: Allies do not affect the amount of XP the characters receive.

Session 5-17: Monsters at the Door

If you and your players wish for the continuity of the adventure to matter, you need to ask the players several questions. As this adventure unfolds, the characters' actions in previous chapters might come back to help or hinder them.

- ◆ **Who has played any other chapters?** If no one has, then you need ask no further questions. Anyone who has played earlier chapters should be asked the next questions.
- ◆ **What happened to the dragon Moxulhar in Chapter 2?** If the majority let Moxulhar go in Chapter 2, the copper wyrmling can be called on as an ally (see page 10).
- ◆ **What happened to Ferdinand Ronnik in Chapter 2?** If the majority subdued Ronnik and then freed him later, he can be called on as an ally (see page 12).
- ◆ **What happened to the dragon Vermastyx in Chapter 4?** If the characters allowed this black dragon to survive, she intercepts Moxulhar before the copper wyrmling can come to the adventurers' aid. In the event the characters were defeated by Vermastyx, assume she survived.

If the players need a refresher, read the following text describing the story so far:

Shortly after you arrived at Restwell Keep, the Keep on the Borderlands, you began to work with a jolly friar named Benwick. Claiming to worship Avandra, Sehanine, and Ioun, he led you to believe Lord Drysdale, the keep's lord, was a rigid and warlike disciple of Erathis. He also led you to believe that the keep's banker, Ferdinand Ronnik, was the leader of a Tiamat cult in the area. With Benwick's guidance, you defeated Ronnik and the cult, and you recovered a jewel known as the Serpent's Eye.

Before he betrayed you, Benwick even had you help a captain of the guard named Gorn Hammerfall recover family treasure under the keep.

Benwick escaped with his portion of the treasure, which he used to bribe two young black dragons and their lizardfolk followers into aiding him. With these allies and other lizardfolk loyal to him, Benwick plans on driving all good folk out of the keep.

At Lord Drysdale's request, you followed Benwick to the Chaos Scar. There, you faced one dragon. However, Benwick had already left to gather other forces. Knowing he had too much of a head start, you returned to Restwell Keep to aid its defenders against the inevitable siege that you learned should begin before the next nightfall.

When the players are ready to start the session, read:

You arrived back at the keep late in the night after your quest to gather information on Benwick's forces. After telling Lord Drysdale what you learned, you sought what rest you could.

As dawn breaks on the keep, you are awakened to the sound of battle horns. The attack has begun!

Hastening to the inner keep's great hall, you come upon Lord Drysdale dressed in battle regalia, standing on the steps outside.

He greets you and hands each of you a battle horn. "These horns mark you as people to be obeyed in the battle to come."

A page runs up to him and reports that the lizardfolk are using a massive behemoth to assault the front gate.

A moment later, a large black dragon flies overhead toward the southwestern section of the keep.

The lord turns to you, his jaw clenched. "We'll handle the dragon. Shore up the defenses at the gate. When you feel the gate is secure, meet me in Fountain Square. It's up to us to hold this keep!"

Drysdale takes no dithering from the characters. The defenses at the gate are important because the majority of Benwick's forces are land-based.

Quests: Drysdale gives the adventurers two quests. Keeping the gate secure is a minor quest. Protecting the keep by defeating Benwick and his ilk is a major quest.

When the characters reach the gate, set up the map for Encounter 5-17 and read:

You rush to the keep's outer gatehouse. Lizardfolk warriors are scaling the walls, emerging to battle soldiers atop the ramparts.

Inside the gatehouse is an enormous portcullis. A winch atop the walls looks as though it could be used to raise and lower the iron gate.

Beyond the portcullis is a set of wooden gates that is barred. The gate shudders as a pair of huge horns pierces some of the planks. A bestial roar echoes from the other side of the wall. It doesn't look like the gate can hold for much longer!

Nature check

DC 9: Given the size of the horns piercing the gate, the creature must be a spirehorn behemoth. It's a huge and deadly beast, more fearsome than most creatures you've faced.

DC 13: Spirehorn behemoths are difficult to train. If Benwick's forces have one, they might be controlling it magically.

History or Dungeoneering check

DC 9: The wooden gate can withstand only one more attack. The portcullis might hold against a couple attacks as well.

DC 13: Dropping the portcullis on the behemoth might pin the creature in the gatehouse and block the passage enough to restrict the numbers of invaders.

Go to **Encounter 5-17: Hold the Gate**, page 10.

COACHING THE PLAYERS

The better strategies in this encounter are to let the behemoth through the portcullis and kill it, or to drop the portcullis on the creature, restrain it, and then kill it. If the characters have the information they need to use the portcullis against the behemoth, the players might not know how to accomplish what's needed in game terms. If this is the case, it's okay to coach them along. After all, the characters know what to do. They need to raise the portcullis with the winches. Then, if their intent is to drop the portcullis on the beast, they need to ready actions to drop the portcullis when the behemoth passes underneath.

Another place to coach players is when you describe something they might not completely understand. For instance, the behemoth might decide to flee while the portcullis traps it in the courtyard. Make sure you're clear about the fact that it might be running across the open plains around the keep if the portcullis hadn't kept it from doing so.

Session 5-18: Breach in the Square

Remind the players that their characters have battle horns, granting them influence over their allies.

When the players are ready, read:

As the battle winds down at the front gate, you're reminded of Lord Drysdale's request to meet him in Fountain Square. Battle horns blare from that part of the keep. More guards arrive to hold the gate, allowing you to safely slip away.

When the adventurers reach Fountain Square, they discover enemies pouring out of a building that once served as Benwick's residence.

Go to **Encounter 5-18: Rising Threat**, page 12.

Session 5-19: The Battle's Turn

Remind the players that their characters have battle horns, granting them influence over their allies.

When the players are ready, read:

Combat slows in Fountain Square. Guards descend from walls and emerge from tower doors to mop up the area. Over the din of other skirmishes, you hear the dragon to the north, near the inner keep.

The main antagonist in this battle is the wounded black dragon Yulbraxis, who might be reeling from the death of his sister, Vermastyx. The dragon has a fatalistic view of this confrontation—it's kill or be killed, all or nothing, to him.

Session 5–20: Snakes in the Hall

In the final session, the adventurers confront Benwick holed up in the main fortress. Remind them that they have a quest to save Lord Drysdale.

One of the allies participating in the final battle is Kendon Longstrider, the keep's bailiff. A mercenary at heart, his loyalty to Lord Drysdale is tested in this encounter.

When the players are ready, read the following to kick off the final encounter:

The black dragon Yulbraxis is slain, and the keep's defenders manage to hold the outer bailey. However, Lord Drysdale has been taken prisoner by the villain Benwick. He is in the keep, and you have only moments to rescue him.

If Chendera is alive, she reminds the adventurers of the *antivenom* she gave them during the previous session. Go to **Encounter 5-20: Benwick's Stand**, page 16.

Ending the Adventure

When Encounter 5-20 concludes, the characters can attempt to revive Lord Drysdale if Benwick or Kendon did not kill him during the fight.

If Chendera survived the fight or was not present during the battles, she can administer an antidote that will help cure him. If she is dead, the characters must attempt to heal him on their own (Heal DC 21). On a failure, the lord dies.

If Lord Drysdale dies, the heroes fail in their quest to rescue him; each player should note the success or failure on his or her character tracking sheet.

If the adventurers all perish, read:

The battle is done, and foul Benwick is victorious. He has laid waste to Restwell Keep, and will doubtless convert it into a bastion of evil. One can only hope that new adventurers will take up the call to arms and bring down the villain before his reach can extend across the Nentir Vale.

If the characters prevail, how the story ends depends on how many minor quests the players completed in this chapter. Every player will have either succeeded or failed to complete one or more of the following quests:

Minor Quest	Encounter
Hold the Gate	5-17
Keep Chendera Alive	5-19
Rescue Lord Drysdale	5-20

Total up the number of failures and successes in the party. If the party has a number of successes equal to or greater than the number of failures, go to "Success" below. Otherwise, go to "Failure" below.

Treasure: The characters gain 110 gp each, as well as one common neck-slot magic item (level 6) and one uncommon magic armor, weapon, or implement (level 7). Lord Drysdale gives them the magic items, or if he is dead, the characters acquire this loot from Benwick's body.

Success!

The defense of the keep is over. Benwick's army is broken, and you are victorious. In the days that follow, the keep's inhabitants work to rebuild and recover. They hail you as true heroes, and they name you defenders of the borderlands. You'll be welcome in Restwell Keep for a long time to come, and you'll likely be remembered as long as hardy, civilized folk call the keep home.

If Lord Drysdale survived, add: Lord Drysdale rewards you for your valor and reinforces your hero status. The people learn to better accept him after his valiant defense of their home. He takes more of an interest in the workings of the whole keep, so he earns more trust. The keep prospers as much as a borderlands fortress can under his popular rule.

If Lord Drysdale perished, add: The void left by Drysdale's passing stays vacant for only a little while. A group of amoral adventurers who call themselves the Blades return to the inner bailey and assume lordship of the keep. Restwell Keep becomes a permissive place, barely controlled enough to be considered entirely civilized. Higher-minded folks retreat to places that are more refined. Nevertheless, the Keep on the Borderlands endures as a frontier town and launching point for adventure.

Failure

The defense of the keep is over, for all the good it did. The place is in ruins, with most of its inhabitants dead or too scared to stay on. No one seems willing to rebuild. The keep is bound to become a haven for evil in the coming months if no one does anything.

If Lord Drysdale survived, add: Lord Drysdale rewards you for your valor and hardens his regime. He sends forth a call for the faithful of Erathis to come to the outpost, which he plans to make a military stronghold against the dangers of the Chaos Scar. Although the fortress might see some trade and provide shelter for adventurers, its days as an open and tolerant settlement are over.

If Lord Drysdale died, add: Drysdale's death seems to have scared away the keep's remaining inhabitants. You hear rumors that the Blades, a band of amoral adventurers who once ran the keep, are contemplating return. The expenses for repairs should keep anyone but such rich fools and monsters away. For now, if it weren't for the dark memories, staying in the keep might be just a little better than camping in the wilderness.



ENCOUNTER 5-17: HOLD THE GATE

Encounter Level 5 (1,196 XP)

Setup

1 young spirehorn behemoth (B)

1 greenscale marsh mystic (M)

24 greenscale warriors (W; see below)

Do not place the monsters on the map until one or more adventurers are in a position to see them.

The greenscale warriors begin the encounter off the map. They attack in three waves. At the end of each round, place eight warriors along the edge of the map in the spots marked "W." At the end of the next round, those warriors spend their turns climbing to the top of the wall, and more warriors appear in their place. In the subsequent round, the warriors on the wall move and attack, the next wave moves to the top of the wall, and the last wave appears on the ground. If the gate and portcullis is open, the warriors move through it.

If your players are new to the game, or if they don't have a wizard, consider reducing the number of greenscale warriors by half, placing two on each side instead of four.

Arcana, Insight, or Nature check

DC 15: The marsh mystic exerts influence over the behemoth. Eliminating the mystic could make the behemoth easier to drive off.

Allies

Up to 6 keep guards (G1-G6)

Moxulhar (optional)

If the characters let Moxulhar survive in Chapter 2, read the following text a character ascends the wall. Not far off from the wall, you see the young copper dragon, Moxulhar, surveying the scene. Perhaps she would respond to the call of your battle horn.

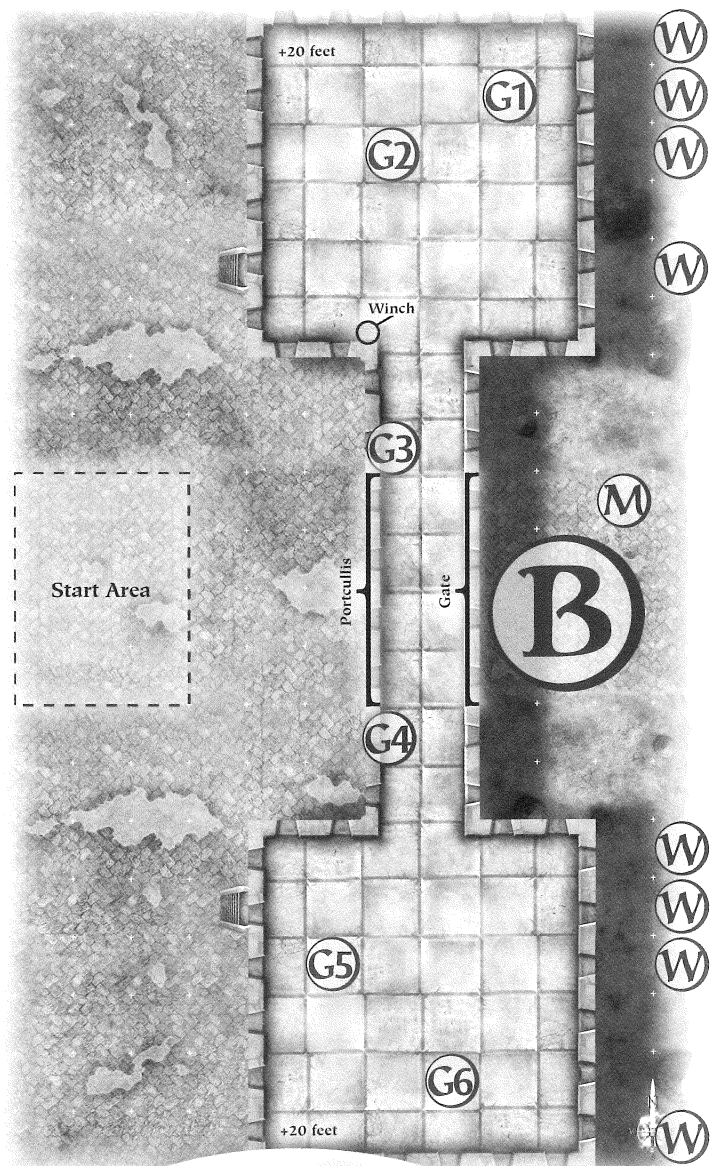
If the characters let Vermastyx survive in Chapter 4, read the following text when a character calls Moxulhar.

Moxulhar wings toward the area, intent on joining the fray. Suddenly, a larger form crashes into her. It's Vermastyx, the black dragon! The two dragons clash and spiral out of sight.

Moxulhar is taken out of the fight but ultimately slays Vermastyx due to the dragon's earlier injuries.

Tactics

- ♦ **The behemoth** automatically smashes the outer gate on its first turn. It then moves up to the portcullis. In subsequent turns, it uses *double attack*, targeting the portcullis or anyone within range that attacks the beast. If it breaks through the portcullis, it uses its action point to move into the courtyard and then use *trample*. If the marsh mystic is at 0 hit points or fewer and the behemoth is bloodied, it flees, provided it is not restrained or trapped in the courtyard by the portcullis.
- ♦ **The marsh mystic** uses its area powers through the portcullis bars. If the portcullis is open, it moves into the courtyard.
- ♦ **The greenscale warriors** climb up vines created by the marsh mystic and attack the wall's defenders. They might attempt to control the winch.



The Portcullis

The portcullis is 20 feet wide and 15 feet tall. Its area is marked on the map, as is the winch that raises and lowers it.

It is possible to make attacks through the portcullis. Melee and ranged attacks through the portcullis take a -2 penalty to attack rolls.

If the portcullis is restraining the behemoth, creatures can pass under it as through it were raised.

Portcullis

Object

HP 50

AC 12, Fortitude 10, Reflex 10, Will –

Immune necrotic, poison, psychic, forced movement, all conditions, ongoing damage; Resist 5 all

STANDARD ACTIONS

Drop Portcullis ♦ At-Will

Requirement: The portcullis must be in the raised position, and the creature dropping it must be adjacent to a winch.

Attack: 4 adjacent squares (creatures in the squares); +8 vs. Reflex
Hit: 3d10 + 5 damage, and the target is restrained (escape DC 19). Until it is no longer restrained, the target cannot attack the portcullis.

Miss: Half damage, and the target is pushed 1 square.

Effect: The portcullis is lowered and can be attacked until it is raised.

Raise Portcullis ♦ At-Will

Requirement: The portcullis must be in the lowered position, and the creature raising it must be adjacent to a winch.

Check (Athletics DC 13): The gate is raised.

Features of the Area

Illumination: Bright light.

Battlements: The crenels provide cover against ranged attacks from creatures on the ground.

Bushes: These bushes are difficult terrain.

Inner Wall: The walls are sheer stone and 20 feet high. It requires a DC 20 Athletics check to climb them.

Ladders: These ladders are bolted into the stone and require no Athletics check to climb. It requires 4 squares of movement to move to the top of a ladder.

Outer Wall: These walls are covered in vines created by the marsh mystic. It requires 8 squares of movement to move to the top of the wall.

Treasure: The marsh mystic carries a common magic item of level 5 or lower (player's choice).

Conclusion

If the portcullis is breached, the characters are unsuccessful in holding the gate and fail to gain the minor quest reward. Have them note the success or failure on their tracking sheets.



Young Spirehorn Behemoth (B)

Huge natural beast (reptile)

Level 7 Elite Brute

XP 600

HP 192; Bloodied 96

Initiative +5

AC 19, Fortitude 20, Reflex 18, Will 19

Perception +6

Speed 6

Saving Throws +2; Action Points 1

STANDARD ACTIONS

⚔ Gore ♦ At-Will

Attack: Melee 1 (one creature); +11 vs. AC

Hit: 3d6 + 7 damage.

⚔ Double Attack ♦ At-Will

Effect: The spirehorn uses *gore* twice, making each attack against a different target.

⚔ Trample ♦ Encounter

Effect: The spirehorn shifts twice its speed and can enter enemies' spaces during the move. Each time the spirehorn enters an enemy's space for the first time during the move, it can use *gore* against that enemy.

Str 19 (+7)

Dex 14 (+5)

Wis 16 (+6)

Con 16 (+6)

Int 4 (+0)

Cha 9 (+2)

Alignment unaligned

Languages –

Greenscale Marsh Mystic (M) Level 6 Controller (Leader)

Medium natural humanoid (reptile), lizardfolk

XP 250

HP 70; Bloodied 35

Initiative +4

AC 20, Fortitude 17, Reflex 16, Will 19

Perception +7

Speed 6 (swamp walk)

STANDARD ACTIONS

⚔ Spear (weapon) ♦ At-Will

Attack: Melee 1 (one creature); +11 vs. AC

Hit: 2d8 + 5 damage.

☘ Bog Cloud (poison) ♦ Encounter

Attack: Area burst 2 within 5 (creatures in the burst); +9 vs. Fortitude

Hit: 2d6 + 7 poison damage, and the target is dazed until the end of the mystic's next turn.

Miss: The target grants combat advantage until the end of the mystic's next turn.

☘ Swamp's Grasp (zone) ♦ Encounter

Attack: Area burst 2 within 5 (enemies in the burst); +9 vs. Reflex

Hit: 2d6 + 4 damage, and the target is immobilized (save ends).

Miss: Half damage, and the target is slowed (save ends).

Effect: The burst creates a zone of difficult terrain until the end of the encounter. The zone does not affect creatures that have swamp walk.

Skills Athletics +10, Nature +12, Stealth +9

Str 15 (+5)

Dex 13 (+4)

Wis 19 (+7)

Con 14 (+5)

Int 10 (+3)

Cha 12 (+4)

Alignment unaligned

Languages Draconic

Equipment spear

24 Greenscale Warriors (W)

Medium natural humanoid (reptile), lizardfolk

Level 2 Minion Brute

XP 31 each

HP 1; a missed attack never damages a minion.

Initiative +3

AC 14, Fortitude 15, Reflex 14, Will 13

Perception +2

Speed 6 (swamp walk)

STANDARD ACTIONS

⚔ Spear (weapon) ♦ At-Will

Attack: Melee 1 (one creature); +7 vs. AC

Hit: 6 damage.

⚔ Javelin (weapon) ♦ At-Will

Attack: Ranged 10 (one creature); +7 vs. AC

Hit: 6 damage.

Str 17 (+4)

Dex 14 (+3)

Wis 12 (+2)

Con 15 (+3)

Int 8 (+0)

Cha 8 (+0)

Alignment unaligned

Languages Draconic

Equipment spear, 3 javelins

ENCOUNTER 5–18: RISING THREAT

Encounter Level 3 (947 XP)

Setup

6+ greenscale warriors (W; see below)

2+ greenscale trappers (T; see below)

1 needlefang drake swarm (see below)

The monsters and allies on the map are already in combat.

At the start of each round:

Three more greenscale warriors emerge from Benwick's home (the red-roofed building) and appear in the "Monster Start Area" if there are any unoccupied spaces. The emerging warriors act on the same turn as the other greenscale warriors. The warriors continue to appear until Benwick's home is destroyed (see "Launch the Catapult") or ten rounds have gone by. No lizardfolk beyond those arriving in the first two waves are worth experience.

At the start of Round 2:

A third greenscale trapper emerges from Benwick's house and acts on the same turn as the other trappers. Also, a needlefang drake swarm boils out of the building at the same time. Roll initiative for it.

At the start of Round 3:

A fourth trapper appears and joins the fray.

When the party enters the area, read:

The square is full of guards battling lizardfolk. Fighting on the walls is light, however, and the nearby catapult is silent. A few soldiers on the walls seem to be looking around for instruction.

Standing over the corpses of some of Drysdale's personal guards is a pair of lizardfolk with nets. Drysdale is nowhere to be seen.

One of the guards yells to you, "They're coming from that building! They must have a tunnel within! We need a way to seal it!"

The building was once Benwick's home. The window shutters and doors are now shattered, and more reptilian figures are spilling out.

History or Dungeoneering check

DC 13: Guarding the doors won't stop the flow of enemies. Destroying the building is the only solution. Fire will take too long. You need a force to crush the house.

DC 20: A couple solid blows from the catapult should bring down Benwick's home.

Allies

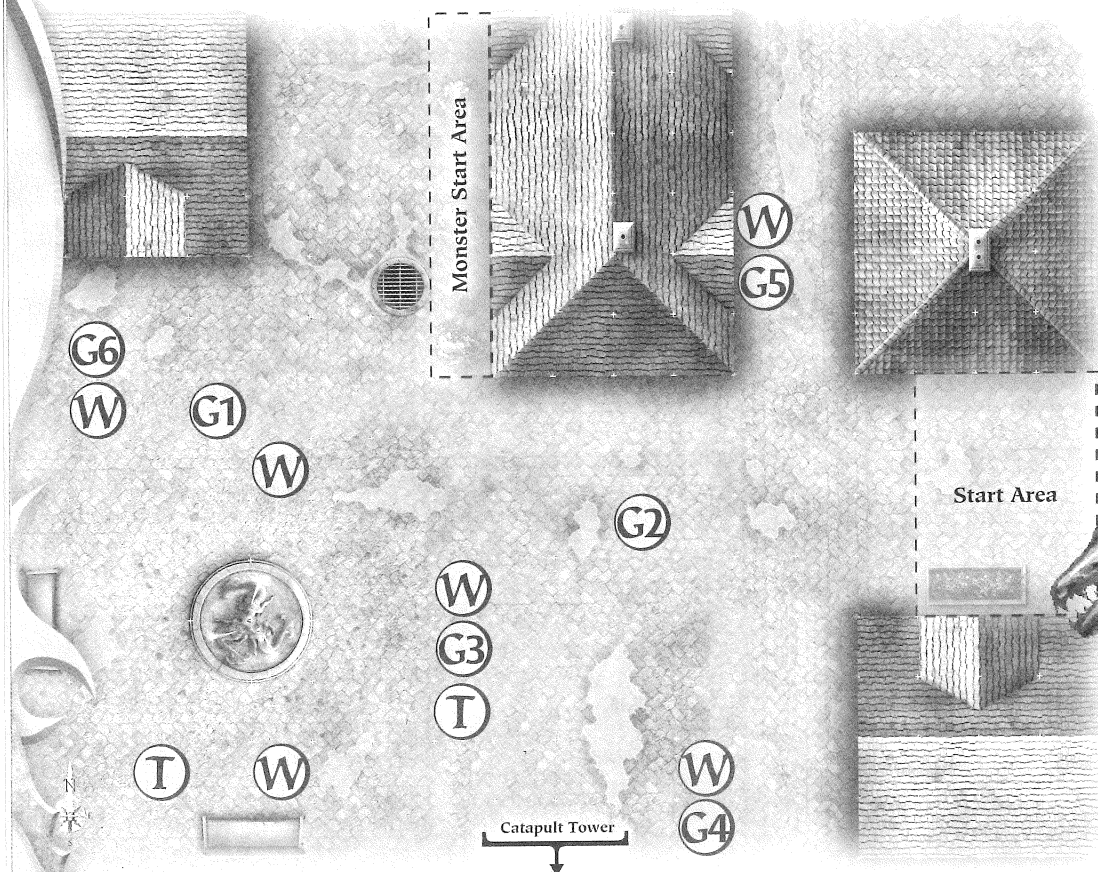
Up to 6 keep guards

(G1-G6)

Ferdinand Ronnik

(optional)

A character can take the following action to direct the guards on the wall to operate the catapult. Only one character each round can perform this action, and the action can only be performed once during that character's turn.



STANDARD ACTIONS

⬇ Launch the Catapult ♦ At-Will (1/round)

Attack: Area burst 1 anywhere on the map (creatures in the burst); +6 vs. Reflex

Hit: 7 damage, and the target falls prone.

Effect: If the center of the burst is on Benwick's home, it destroys half of it. When both halves are destroyed, no new enemies appear (see "Setup").

If the characters let Ronnik survive in Chapter 2, and he was freed in Chapter 4, read the following text.

The remains of Ronnik's house are across the square, and you see the banker hiding within. He looks anxious, but he wields a weapon and could probably be ordered to provide assistance.

A character can call Ferdinand Ronnik into battle. He knows firsthand the adventurers are powerful and isn't about to disobey.

Tactics

- ♦ **The greenscale warriors** focus on killing keep guards but don't shy away from attacking the adventurers.
- ♦ **The greenscale trappers** do their best to keep the Monster Start Area clear of enemies.
- ♦ **The needlefang drake swarm** attacks the nearest enemies unless a greenscale trapper directs it to do otherwise.

Features of the Area

Illumination: Bright light.

Benches/Planter/Rubble: Squares containing these obstacles are difficult terrain.

Fountain: The fountain is difficult terrain. A creature that is pushed, pulled, or slid into a fountain square must make a saving throw. On a failure, it falls prone. On a success, it stops moving.

Treasure: When the battle is over, the characters can recover two *potions of healing* from the bodies of Drysdale's guards.

6+ Greenscale Warriors (W) Level 2 Minion Brute

Medium natural humanoid (reptile), lizardfolk

XP 31 each

HP 1; a missed attack never damages a minion.

Initiative +3

AC 14, **Fortitude** 15, **Reflex** 14, **Will** 13

Perception +2

Speed 6 (swamp walk)

STANDARD ACTIONS

⬇ Spear (weapon) ♦ At-Will

Attack: Melee 1 (one creature); +7 vs. AC

Hit: 6 damage.

⌚ Javelin (weapon) ♦ At-Will

Attack: Ranged 10 (one creature); +7 vs. AC

Hit: 6 damage.

Str 17 (+4) **Dex** 14 (+3) **Wis** 12 (+2)

Con 15 (+3) **Int** 8 (+0) **Cha** 8 (+0)

Alignment unaligned **Languages** Draconic

Equipment spear, 3 javelins

2+ Greenscale Trappers (T)

Level 3 Controller

Medium natural humanoid (reptile), lizardfolk

XP 150 each

HP 46; **Bloodied** 23

Initiative +5

AC 17, **Fortitude** 14, **Reflex** 16, **Will** 14

Perception +3

Speed 6 (swamp walk)

STANDARD ACTIONS

⬇ Spear (weapon) ♦ At-Will

Attack: Melee 1 (one creature); +8 vs. AC

Hit: 1d8 + 6 damage.

⬅ Net Toss (weapon) ♦ At-Will

Requirement: The trapper must be wielding a net.

Attack: Close blast 2 (enemies in the blast); +6 vs. Reflex

Hit: 1d4 + 3 damage, and the target is immobilized (save ends).

Miss: The trapper can slide the target 1 square to a square not in the blast.

MOVE ACTIONS

Net Drag ♦ At-Will

Effect: The trapper moves up to its speed, pulling creatures immobilized by its net an equal number of squares. This movement does not provoke opportunity attacks from creatures immobilized by the trapper's net.

MINOR ACTIONS

⬇ Feral Kick ♦ At-Will

Requirement: The trapper must be bloodied.

Attack: Melee 1 (one creature); +6 vs. Reflex

Hit: The trapper can slide the target 1 square.

Skills Athletics +7, **Stealth** +10

Str 13 (+2)

Dex 18 (+5)

Wis 14 (+3)

Con 14 (+3)

Int 8 (+0)

Cha 8 (+0)

Alignment unaligned

Languages Draconic

Equipment 3 nets, spear

Needlefang Drake Swarm

Level 2 Soldier

Medium natural beast (reptile, swarm)

XP 125

HP 38; **Bloodied** 19

Initiative +7

AC 18, **Fortitude** 14, **Reflex** 16, **Will** 13

Perception +7

Speed 7

Immune fear; **Resist** half damage from melee and ranged attacks;

Vulnerable 5 to close and area attacks

TRAITS

⚙ Swarm Attack ♦ Aura 1

Any enemy that starts its turn in the aura takes 4 damage and is slowed until the end of its turn.

Swarm

The swarm can occupy the same space as another creature, and an enemy can enter its space, which is difficult terrain. The swarm cannot be pulled, pushed, or slid by melee or ranged attacks. It can squeeze through any opening that is large enough for at least one of the creatures it comprises.

STANDARD ACTIONS

⬇ Swarm of Teeth ♦ At-Will

Attack: Melee 1 (one creature); +7 vs. AC

Hit: 1d6 + 2 damage, or 2d6 + 2 against a prone target.

MINOR ACTIONS

⬇ Pull Prone ♦ At-Will (1/round)

Attack: Melee 1 (one creature); +3 vs. Fortitude

Hit: The target falls prone.

Str 15 (+3)

Dex 18 (+5)

Wis 12 (+2)

Con 14 (+3)

Int 2 (-3)

Cha 10 (+1)

Alignment unaligned

Languages –

ENCOUNTER 5-19: YULBRAXIS

Encounter Level 4 (801 XP)

Setup

Yulbraxis, young black dragon (Y)
2 poisonscale magi (P)
4 greenscale warriors (W; see below)

Place the monsters on the map.

At the start of the second round and each round thereafter:

If the dragon is alive and there are only one or two greenscale warriors on the battlefield, a new greenscale warrior appears in each "Monster Start Area." These warriors act on the same initiative count as the other warriors.

After the players place their characters in the start area, read:

You come to a square just in front of the inner keep. Mauled, stabbed, and acid-burned soldiers and lizardfolk are sprawled around, including some of Drysdale's most highly trained soldiers.

A horse-sized black dragon snarls as it leaps between nearby rooftops. Lizardfolk lurk around the edges of the square, and keep guards crouch on high perches and duck behind cover.

Seeing you, the dragon roars. "Benwick warned me about you," it hisses. "Anyway, you're too late. If the little lordling isn't dead yet, he soon will be."

The characters gain a minor quest: Rescue Drysdale from Benwick's clutches.

Allies

Up to 6 keep guards (G1-G6)
Chendera, priestess of Avandra (optional)

Down one of the lanes, the characters can see a woman who looks like a healer, talking to an acolyte. A character can call Chendera into battle using a battle horn.

When a character calls Chendera, read:

A female half-elf in robes hurries to the edge of the square. It's Chendera, the priestess of Avandra. "One of my acolytes just informed me Lord Drysdale's been poisoned and taken to the inner keep. I can help, but we must hurry!"

The characters gain a minor quest: Keep Chendera alive.

Tactics

- ♦ **Yulbraxis** starts this encounter bloodied (104 hit points). His breath weapon is charged, and he has one action point remaining. His *acidic blood* trait is in effect, and *shroud of gloom* is spent, so he must recharge it. The dragon acts recklessly, flying down to the square to face off with his foes. When using his *breath weapon*, Yulbraxis does not concern himself with allies caught in the blast.
- ♦ **The poisonscale magi** avoid melee combat and prefer to attack at range.
- ♦ **The greenscale warriors** make ranged attacks as often as possible to avoid getting caught in the dragon's *breath weapon*.

Features of the Area

Illumination: Bright light.

Battlements: The battlement walls are 30 feet high and require a DC 20 Athletics check to climb. The crenels provide cover against ranged attacks from the ground.

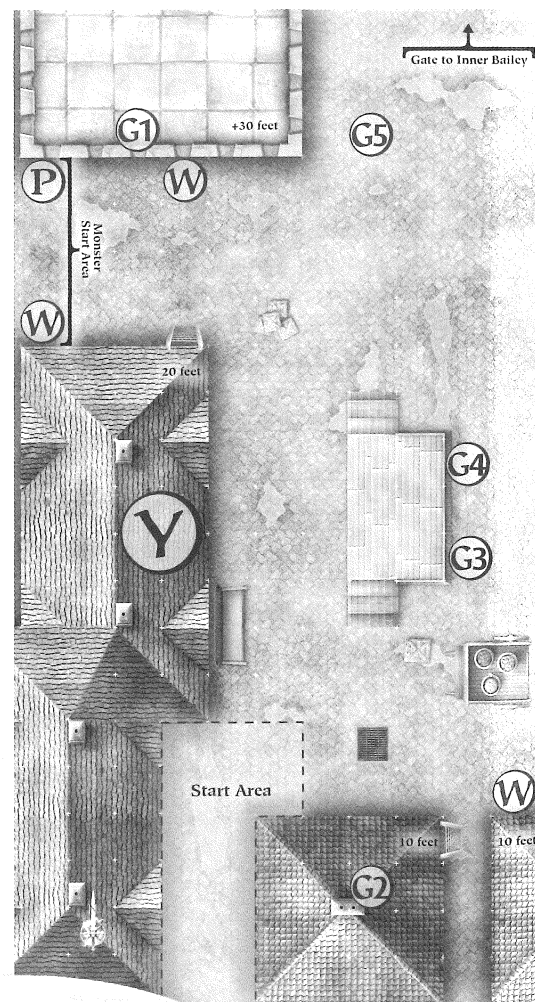
Bench/Boxes/Cart: These are difficult terrain.

Buildings: The walls of the buildings require a DC 15 Athletics check to climb.

Ladders: These ladders require no Athletics check to climb. It requires 4 squares of movement to move to the top of a ladder that extends 20 feet, and 2 squares of movement to move to the top of a ladder that extends 10 feet.

Public Platform: Moving onto the platform is difficult terrain.

Roofs: These shingled slopes are difficult terrain.



2 Poisonscale Magi (P) **Level 2 Artillery**
Medium natural humanoid (reptile), lizardfolk XP 125 each

HP 30; Bloodied 15 **Initiative +2**
AC 14, Fortitude 15, Reflex 13, Will 12 **Perception +4**
Speed 6 (swamp walk)

STANDARD ACTIONS

⬇ **Dagger (poison, weapon) ♦ At-Will**
Attack: Melee 1 (one creature); +7 vs. AC
Hit: 1d4 + 2 damage, and ongoing 5 poison damage (save ends).

⌚ **Poison Blood (poison) ♦ At-Will**
Attack: Ranged 10 (one creature); +7 vs. Fortitude
Hit: 1d6 + 4 poison damage, and ongoing 5 poison damage (save ends).

✱ **Poison Rain (poison) ♦ Encounter**
Attack: Area burst 2 within 10 (enemies in burst); +7 vs. Fortitude
Hit: 1d10 + 5 poison damage.
Effect: The target gains vulnerable 5 poison (save ends).

Skills Athletics +7, Stealth +7
Str 12 (+2) **Dex** 15 (+3) **Wis** 17 (+4)
Con 12 (+2) **Int** 8 (+0) **Cha** 8 (+0)

Alignment unaligned **Languages** Draconic
Equipment dagger

4 Greenscale Warriors (W) **Level 2 Minion Brute**
Medium natural humanoid (reptile), lizardfolk XP 31 each

HP 1; a missed attack never damages a minion. **Initiative +3**
AC 14, Fortitude 15, Reflex 14, Will 13 **Perception +2**
Speed 6 (swamp walk)

STANDARD ACTIONS

⬇ **Spear (weapon) ♦ At-Will**
Attack: Melee 1 (one creature); +7 vs. AC
Hit: 6 damage.

⌚ **Javelin (weapon) ♦ At-Will**
Attack: Ranged 10 (one creature); +7 vs. AC
Hit: 6 damage.

Str 17 (+4) **Dex** 14 (+3) **Wis** 12 (+2)
Con 15 (+3) **Int** 8 (+0) **Cha** 8 (+0)

Alignment unaligned **Languages** Draconic
Equipment spear, 3 javelins

Conclusion

If Chendera dies in this encounter, the characters fail to gain the minor quest reward. Have the players note the success or failure on their tracking sheets. Also, have each player note if his or her keep guard survived.

After the fight, Chendera gives each character an *antivenom*, or the doses can be found on her body. She also restores a healing surge to one character.

Antivenom

This tonic can help counter the effects of most poisons.

Alchemical Item

Power (Consumable): Minor Action. **Effect:** You gain a +2 bonus to saving throws against poison effects until the end of the encounter.

Yulbraxis, Young Black Dragon (Y) **Level 4 Solo Lurker**
Large natural magical beast (dragon) XP 437

HP 104 (already bloodied) **Initiative +11**
AC 18, Fortitude 16, Reflex 18, Will 15 **Perception +9**
Speed 7 (swamp walk), fly 7, swim 7 **Darkvision**
Resist 10 acid
Saving Throws +5; Action Points 1

TRAITS

Acidic Blood (acid)

Whenever the dragon takes damage while it is bloodied, each creature adjacent to it takes 5 acid damage.

Instinctive Devouring

On an initiative of 10 + its initiative check, the dragon can use a free action to charge or to use *bite*. If the dragon cannot use a free action to make this attack due to a dominating or stunning effect, then that effect ends instead of the dragon making the attack.

Action Recovery

Whenever the dragon ends its turn, any dazing, stunning, or dominating effect on it ends.

STANDARD ACTIONS

⬇ **Bite (acid) ♦ At-Will**

Attack: Melee 2 (one creature); +9 vs. AC
Hit: 2d8 + 4 damage, and ongoing 5 acid damage (save ends).
Miss: 5 acid damage.

⬇ **Claw ♦ At-Will**

Attack: Melee 2 (one or two creatures); +9 vs. AC. If the dragon targets only one creature, it can make this attack twice against that creature.
Hit: 2d6 + 5 damage.

⬅ **Breath Weapon (acid) ♦ Recharge ☐☐**

Attack: Close blast 5 (enemies in the blast); +7 vs. Reflex
Hit: 2d8 + 3 acid damage, and ongoing 5 acid damage (save ends).
Miss: Half damage.

⬇ **Shroud of Gloom ♦ Recharge ☐☐**

Effect: Close burst 5 (enemies in the burst). The target gains vulnerable 5 acid and takes a -2 penalty to attack rolls until the end of the encounter. A character can use a standard action to attempt a DC 10 Heal check to end this effect on himself or herself or an adjacent ally.

TRIGGERED ACTIONS

⬇ **Tail Sweep ♦ At-Will**

Trigger: An enemy misses the dragon with a melee attack.
Attack (Opportunity Action): Melee 3 (triggering enemy); +7 vs. Reflex
Hit: 1d6 + 2 damage, and the target falls prone. In addition, each of the target's allies adjacent to the target takes 5 damage.

Skills Stealth +12

Str 16 (+5) **Dex** 20 (+7) **Wis** 15 (+4)
Con 12 (+3) **Int** 12 (+3) **Cha** 10 (+2)

Alignment evil **Languages** Common, Draconic



ENCOUNTER 5–20: BENWICK'S STAND

Encounter Level 6 (1,300 XP)

Setup

Benwick (B)

2 deathrattle vipers (V)

4+ spitting cobras (see Tactics)

The characters and their allies (any that survived from Encounter 5–19) begin outside the hall. Place Kendon on the map as shown. Don't place Benwick or the snakes until the party enters the start area.

When the players are ready, read:

An old human in plate armor waits near the steps to the Great Hall. The doors to the hall hang ajar. The corpse of a servant lies in front of them.

The old man's name is Kendon Longstrider, and he is the bailiff and commander of the guards. He quietly waves you over.

"Thank the gods you've come. The villain is inside. He might have killed Drysdale already. We must hurry."

Heal check

DC 13: *The servant died of snakebite.*

Insight check

DC 21: *Kendon Longstrider seems unduly nervous about you.*

Allies

Kendon Longstrider, bailiff (K)

Chendera, chapel priestess (if alive)

Keep guards (survivors of Encounter 5–19)

Kendon wants to join the adventurers. The bailiff explains he just arrived and was formulating a plan. If questioned about his edginess, he waves it off as battle nerves. Hand him over as an ally for now.

When the party enters the hall, read:

The hall is empty of chairs, but its tables still stand, blood-spattered. Corpses of murdered guards and servants slump in various places. Fires burn in fireplaces and in braziers.

Benwick looms over the prostrate form of Lord Drysdale. He looks up as you enter and frowns, his jolly façade replaced with malice.

"So, it comes to this, friends," he sneers.

"Zehir's darkness will take you all!"

Tactics

- ♦ **Benwick** uses *snake pellets* and then moves within range and spends his action point to attack. This is it for Benwick; he fights to the death.
- ♦ **The deathrattle vipers** move to defend Benwick, even if it means ignoring a mark or defensive aura, or provoking an opportunity attack. If Benwick is dead and they are bloodied, they might flee.
- ♦ **Spitting cobras** make ranged attacks until engaged in melee combat. They might climb pillars to maneuver out of melee range.

Kendon's Duplicity

Kendon once favored Benwick's take on keep politics. He wants to return command of the fortress to rulers who were more lax, specifically a group of former adventurers known as the Blades. Now, he's torn. If Benwick loses and Drysdale dies, Kendon can help the Blades rule Restwell Keep.

At the start of Benwick's turn in the third round, read the following text:

Benwick turns his gaze on Kendon and speaks. "Longstrider, don't be foolish like them. You can see the outcome of this battle. Join me, and I'll ensure you have the place you deserve among my ranks."

Kendon is a mercenary at heart. He will join Benwick unless one of the characters speaks up. A character can make a Diplomacy or an Intimidate check opposed by Benwick's Bluff check. If the character wins, Kendon remains on the adventurers' side. If Benwick wins, Kendon turns on the characters.

If Kendon turns on the characters, who then proceed to kill Benwick, then Kendon either flees or attempts to finish off Drysdale. If he goes after Drysdale, have him do it in a way that gives the players time to react and stop him.

Lord Drysdale

The lord is unconscious near Benwick, as shown on the map. If he takes two hits during the fight, he dies. The first time he is hit, be sure to describe his worsening condition. Even if Drysdale is healed, he doesn't wake up because he is poisoned.

Features of the Area

Illumination: Bright light.

Ceiling: The vaulted ceiling is 20 feet high.

Braziers: A brazier can be knocked over to attack an enemy.

Fire Brazier

Single-Use Terrain

The burning fuel gushes forth, igniting all it touches.

Minor Action

Requirement: You must be adjacent to the brazier.

Effect: One creature of your choice that is adjacent to the brazier takes ongoing 5 fire damage (save ends).

Fireplace: Fireplaces are blocking terrain. A creature forced into a fireplace square stops moving and takes 5 fire damage.

Furniture: These squares are difficult terrain.

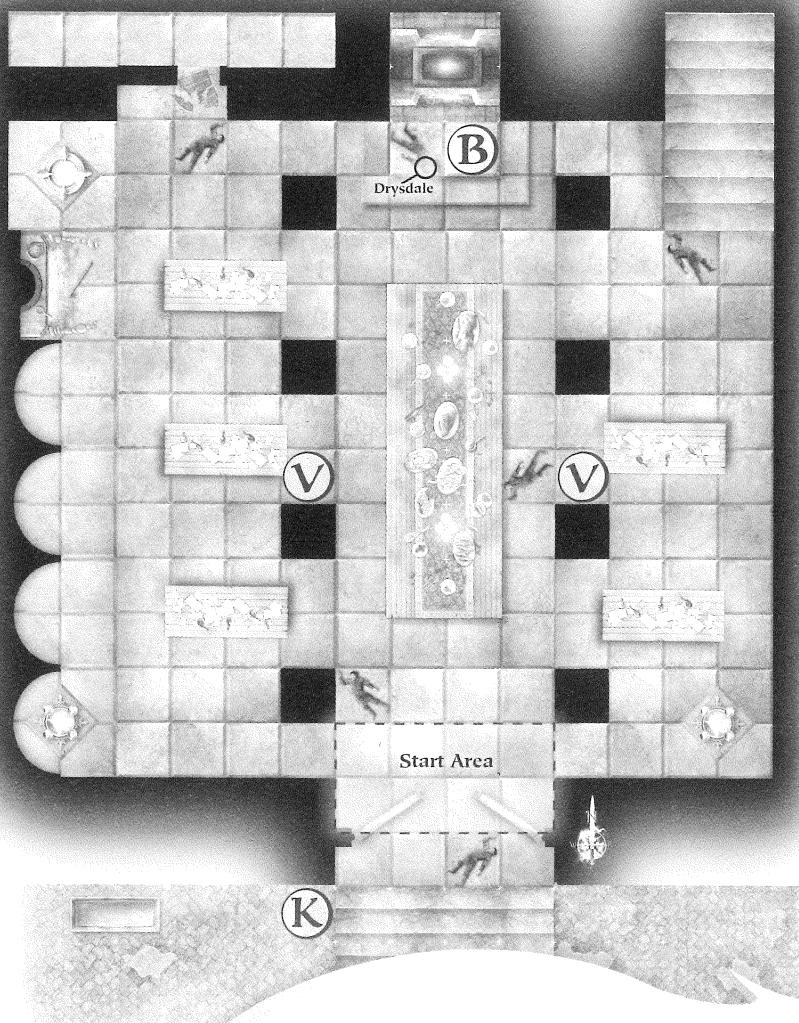
Pillars: The pillars are blocking terrain.

Stairs: The stairway is difficult terrain to ascend (normal terrain otherwise). It leads to the keep's upper chambers.

Tables: Moving onto a table is difficult terrain.

Conclusion

See "Ending the Adventure," page 8.



Benwick, Zehir's Zealot (B) Level 6 Elite Controller

Medium natural humanoid, human

XP 500

HP 140; Bloodied 70

Initiative +6

AC 20, Fortitude 17, Reflex 18, Will 19

Perception +11

Speed 7

Saving Throws +2; Action Points 1

STANDARD ACTIONS

⚔ Snake Staff (poison, weapon) ♦ At-Will

Attack: Melee 1 (one creature); +11 vs. AC

Hit: 1d8 + 4 damage, and ongoing 5 poison damage (save ends).

🐍 Serpent's Eyes (psychic) ♦ At-Will

Attack: Ranged 10 (one creature); +10 vs. Will

Hit: 2d6 + 6 psychic damage, and the target grants combat advantage until the end of Benwick's next turn.

🌀 Sidewind ♦ At-Will

Effect: Benwick makes a basic attack, shifts up to 2 squares, and then makes another basic attack against a different target.

🐍 Biting Coils (poison) ♦ Recharge ☞ ☞

Attack: Close blast 5 (enemies in the blast); +10 vs. Reflex

Hit: 1d10 + 4 poison damage, and the target is slowed and takes ongoing 5 poison damage (save ends both).

🐍 Snake Pellets ♦ Recharge when first bloodied

Effect: Area burst 1 within 5. Four spitting cobras appear in unoccupied squares within the burst.

Skills Arcana +9, Bluff +12, Insight +11, Stealth +11

Str 12 (+4)

Dex 16 (+6)

Wis 16 (+6)

Con 14 (+5)

Int 12 (+4)

Cha 19 (+7)

Alignment evil

Languages Common, Draconic

Equipment staff, hooded robe, 8 snake pellets

2 Deathrattle Vipers (V)

Level 5 Brute

Medium natural beast (reptile)

XP 200 each

HP 75; Bloodied 37

Initiative +6

AC 17, Fortitude 16, Reflex 18, Will 16

Perception +7

Speed 4, climb 4

Low-light vision

TRAITS

☼ Death Rattle (fear) ♦ Aura 2

Enemies take a -2 penalty to all defenses while in the aura.

Standard Actions

⚔ Bite (poison) ♦ At-Will

Attack: Melee 1 (one creature); +10 vs. AC

Hit: 2d6 + 4 damage, and the viper makes a secondary attack against the target.

Secondary Attack: Melee 1; +8 vs. Fortitude

Hit: 1d6 + 2 poison damage, and ongoing 5 poison damage (save ends).

Str 12 (+3)

Dex 19 (+6)

Wis 10 (+2)

Con 15 (+4)

Int 2 (-2)

Cha 14 (+4)

Alignment unaligned

Languages -

4+ Spitting Cobras

Level 5 Minion Soldier

Small natural beast (reptile)

XP 50 each

HP 1; a missed attack never damages a minion.

Initiative +8

AC 21, Fortitude 17, Reflex 18, Will 17

Perception +4

Speed 6, climb 6

Low-light vision

STANDARD ACTIONS

⚔ Bite (poison) ♦ At-Will

Attack: Melee 1 (one creature); +10 vs. AC

Hit: 6 poison damage, and the cobra marks the target until the end of the cobra's next turn.

🐍 Blinding Spittle (poison) ♦ Recharge ☞ ☞ ☞

Attack: Ranged 5 (one creature); +8 vs. Reflex

Hit: 6 poison damage, and the target is blinded (save ends).

Str 7 (+0)

Dex 18 (+6)

Wis 15 (+4)

Con 15 (+4)

Int 1 (-3)

Cha 10 (+2)

Alignment unaligned

Languages -

Keep Guard (G1)**Level 3 Minion**

Medium natural humanoid, human

HP 1; a missed attack never damages a minion.

AC 17, Fortitude 16, Reflex 15, Will 14

Speed 6

STANDARD ACTIONS⊕ **Longsword (weapon) ♦ At-Will**

Attack: Melee 1 (one creature); +8 vs. AC

Hit: 5 damage.

⌚ **Shortbow (weapon) ♦ At-Will**

Attack: Ranged 10 (one creature); +8 vs. AC

Hit: 4 damage.

Str 16 (+4) Dex 12 (+2) Wis 11 (+1)

Con 14 (+3) Int 10 (+1) Cha 10 (+1)

Equipment chainmail, longsword, crossbow, 20 bolts

Keep Guard (G2)**Level 3 Minion**

Medium natural humanoid, human

HP 1; a missed attack never damages a minion.

AC 17, Fortitude 16, Reflex 15, Will 14

Speed 6

STANDARD ACTIONS⊕ **Longsword (weapon) ♦ At-Will**

Attack: Melee 1 (one creature); +8 vs. AC

Hit: 5 damage.

⌚ **Shortbow (weapon) ♦ At-Will**

Attack: Ranged 10 (one creature); +8 vs. AC

Hit: 4 damage.

Str 16 (+4) Dex 12 (+2) Wis 11 (+1)

Con 14 (+3) Int 10 (+1) Cha 10 (+1)

Equipment chainmail, longsword, crossbow, 20 bolts

Keep Guard (G3)**Level 3 Minion**

Medium natural humanoid, human

HP 1; a missed attack never damages a minion.

AC 17, Fortitude 16, Reflex 15, Will 14

Speed 6

STANDARD ACTIONS⊕ **Longsword (weapon) ♦ At-Will**

Attack: Melee 1 (one creature); +8 vs. AC

Hit: 5 damage.

⌚ **Shortbow (weapon) ♦ At-Will**

Attack: Ranged 10 (one creature); +8 vs. AC

Hit: 4 damage.

Str 16 (+4) Dex 12 (+2) Wis 11 (+1)

Con 14 (+3) Int 10 (+1) Cha 10 (+1)

Equipment chainmail, longsword, crossbow, 20 bolts

Keep Guard (G4)**Level 3 Minion**

Medium natural humanoid, human

HP 1; a missed attack never damages a minion.

AC 17, Fortitude 16, Reflex 15, Will 14

Speed 6

STANDARD ACTIONS⊕ **Longsword (weapon) ♦ At-Will**

Attack: Melee 1 (one creature); +8 vs. AC

Hit: 5 damage.

⌚ **Shortbow (weapon) ♦ At-Will**

Attack: Ranged 10 (one creature); +8 vs. AC

Hit: 4 damage.

Str 16 (+4) Dex 12 (+2) Wis 11 (+1)

Con 14 (+3) Int 10 (+1) Cha 10 (+1)

Equipment chainmail, longsword, crossbow, 20 bolts

Keep Guard (G5)**Level 3 Minion**

Medium natural humanoid, human

HP 1; a missed attack never damages a minion.

AC 17, Fortitude 16, Reflex 15, Will 14

Speed 6

STANDARD ACTIONS⊕ **Longsword (weapon) ♦ At-Will**

Attack: Melee 1 (one creature); +8 vs. AC

Hit: 5 damage.

⌚ **Shortbow (weapon) ♦ At-Will**

Attack: Ranged 10 (one creature); +8 vs. AC

Hit: 4 damage.

Str 16 (+4) Dex 12 (+2) Wis 11 (+1)

Con 14 (+3) Int 10 (+1) Cha 10 (+1)

Equipment chainmail, longsword, crossbow, 20 bolts

Keep Guard (G6)**Level 3 Minion**

Medium natural humanoid, human

HP 1; a missed attack never damages a minion.

AC 17, Fortitude 16, Reflex 15, Will 14

Speed 6

STANDARD ACTIONS⊕ **Longsword (weapon) ♦ At-Will**

Attack: Melee 1 (one creature); +8 vs. AC

Hit: 5 damage.

⌚ **Shortbow (weapon) ♦ At-Will**

Attack: Ranged 10 (one creature); +8 vs. AC

Hit: 4 damage.

Str 16 (+4) Dex 12 (+2) Wis 11 (+1)

Con 14 (+3) Int 10 (+1) Cha 10 (+1)

Equipment chainmail, longsword, crossbow, 20 bolts

Chendera, Chapel Priestess**Level 3 Leader**

Medium natural humanoid, half-elf

HP 35; Bloodied 17; Healing Surges 1**AC 16, Fortitude 14, Reflex 15, Will 16****Speed 6****STANDARD ACTIONS**Ⓢ **Sacred Flame (radiant) ♦ At-Will**

Attack: Ranged 5 (one creature); +6 vs. Reflex

Hit: 11 radiant damage, and one ally Chendera can see gains 4 temporary hit points or can make a saving throw.

⚡ **Avandra's Eyes (healing) ♦ Encounter**

Attack: Close burst 5 (one enemy in burst); +6 vs. Will

Hit: 13 damage.

Effect: Chendera or one ally in the burst can spend a healing surge and regain 4 extra hit points.

Skills Heal +8**Str 12 (+2)****Dex 10 (+1)****Wis 14 (+3)****Con 11 (+1)****Int 14 (+3)****Cha 17 (+4)****Equipment** leather armor, holy symbol**Ferdinand Ronnik****Level 4 Striker**

Medium natural humanoid, human

XP Cost 25 per PC

HP 41; Bloodied 20; Healing Surges 1**AC 18, Fortitude 15, Reflex 17, Will 16****Speed 6****STANDARD ACTIONS**Ⓢ **Short Sword (weapon) ♦ At-Will**

Attack: Melee 1 (one creature); +9 vs. AC

Hit: 11 damage, or 13 damage if Ronnik has combat advantage against the target.

⚡ **Sly Switch (weapon) ♦ Encounter**

Attack: Melee 1 (one creature); +9 vs. AC

Hit: 13 damage.

Effect: Ronnik shifts up to 3 squares, and one ally adjacent to the target can shift up to 3 squares.

Str 11 (+2)**Dex 18 (+6)****Wis 9 (+1)****Con 14 (+4)****Int 12 (+3)****Cha 16 (+5)****Equipment** leather armor, short sword**Kendon Longstrider, Bailiff****Level 4 Defender**

Medium natural humanoid, human

HP 38; Bloodied 19; Healing Surges 1**AC 20, Fortitude 17, Reflex 15, Will 16****Speed 5****STANDARD ACTIONS**Ⓢ **Greatsword (weapon) ♦ At-Will**

Attack: Melee 1 (one creature); +9 vs. AC

Hit: 1d10 + 7 damage.

⚡ **Whirling Blade (weapon) ♦ Encounter**

Attack: Close burst 1 (enemies in the burst); +9 vs. AC

Hit: 9 damage, and the target is slowed (save ends).

Str 17 (+5)**Dex 15 (+4)****Wis 13 (+3)****Con 14 (+4)****Int 12 (+3)****Cha 11 (+2)****Equipment** plate armor, greatsword**Moxulhar, Copper Wyrmling****Level 4 Striker**

Medium natural magical beast, dragon

HP 88; Bloodied 44 (flees when bloodied); Healing Surges 1**AC 18, Fortitude 16, Reflex 17, Will 15****Speed 8, fly 10 (hover)****Resist 5 acid****STANDARD ACTIONS**Ⓢ **Bite ♦ At-Will**

Effect: The dragon shifts up to 2 squares before or after the attack.

Attack: Melee 1 (one creature); +8 vs. AC


Hit: 13 acid damage.

⚡ **Breath Weapon (acid) ♦ Encounter**

Attack: Close blast 4 (creatures in blast); +7 vs. Reflex

Hit: 5 acid damage, and the target is slowed and takes ongoing 5 acid damage (save ends both).

Str 17 (+5)**Dex 12 (+3)****Wis 12 (+3)****Con 16 (+5)****Int 10 (+2)****Cha 14 (+4)**



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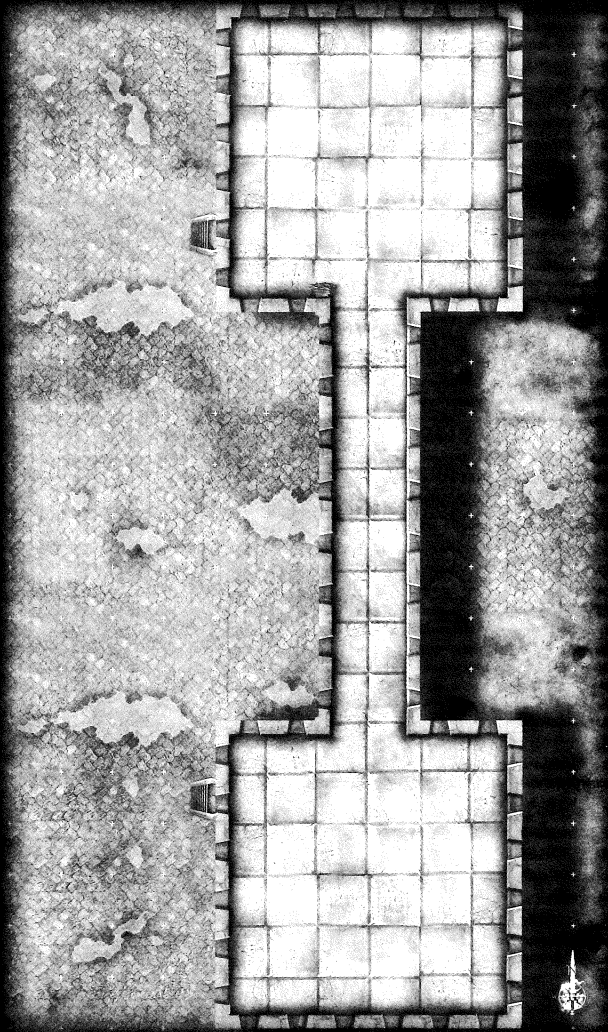


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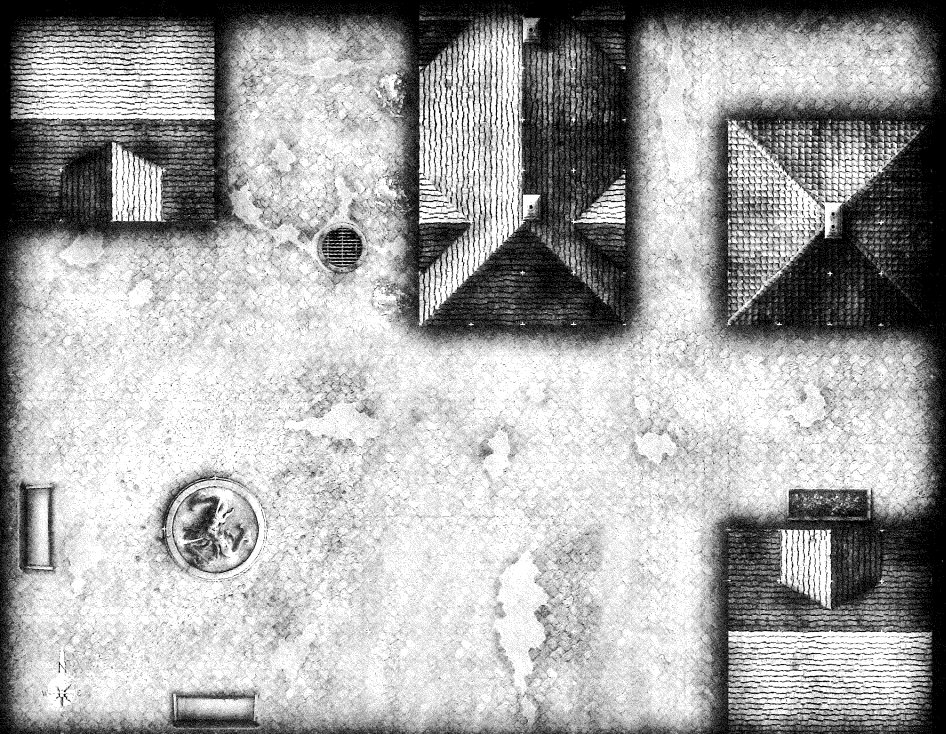
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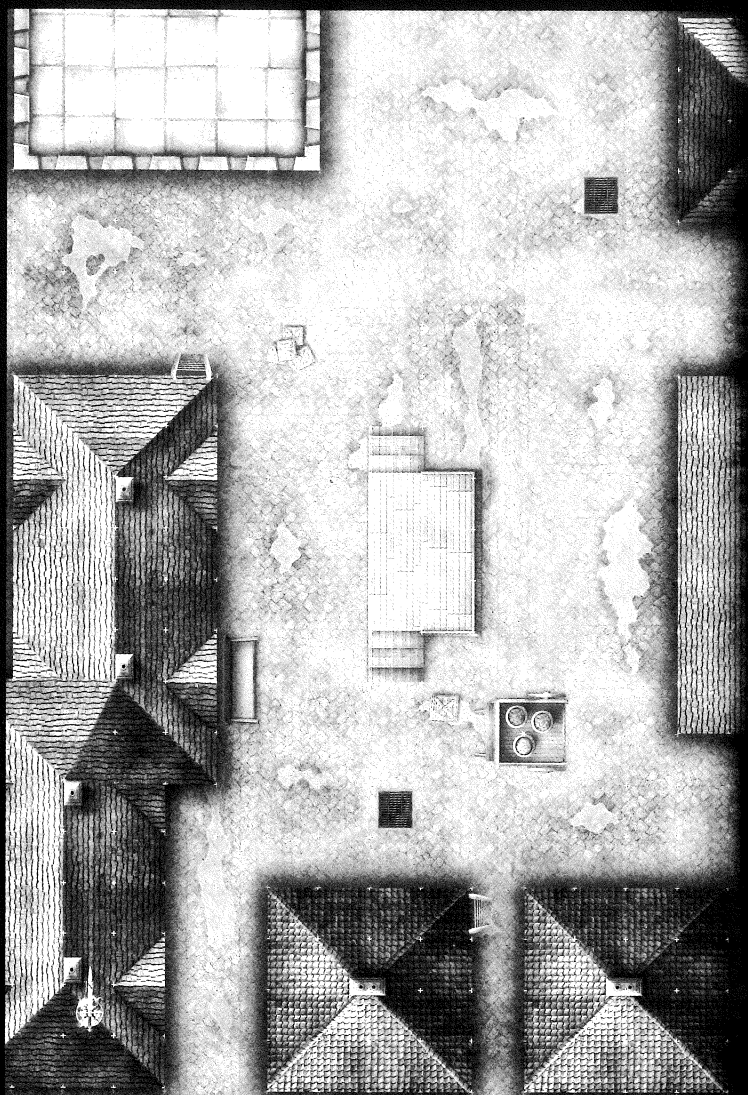
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ENCOUNTER 5-17:
HOLD THE GATE

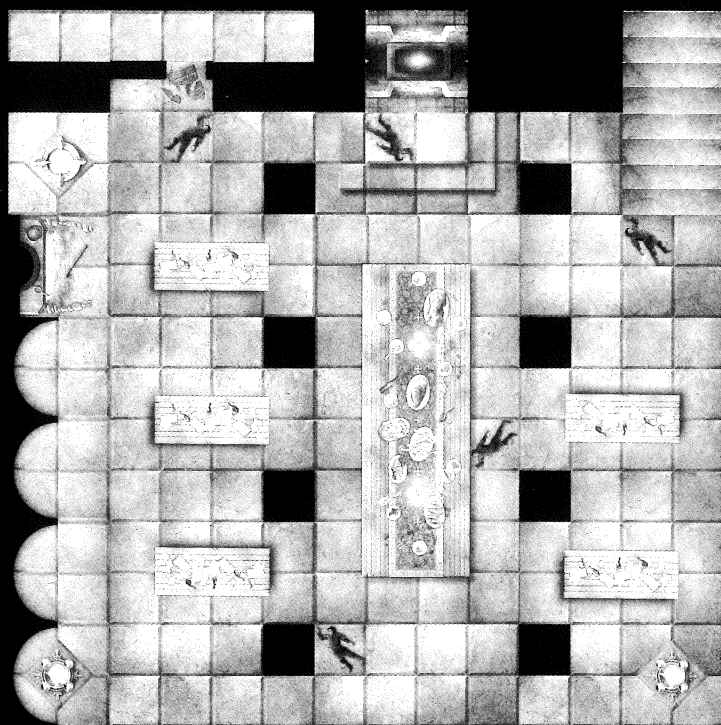


ENCOUNTER 5-18:
RISING THREAT

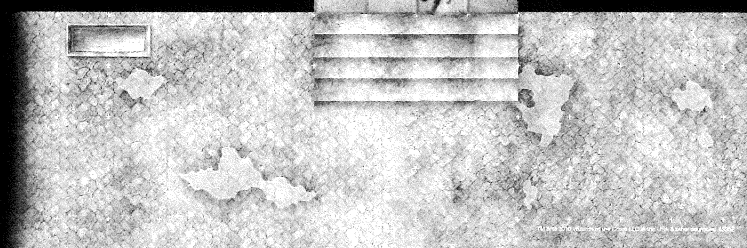




ENCOUNTER 5-19:
YULBRAXIS



ENCOUNTER 5-20:
BENWICK'S STAND





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