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INTRODUCTION

Under the Shadow

The harbor bell rang with grim solemnity in the Stone Docks. The early morning mist swirled inquisitively about the last of the fishing boats heading for the open sea. A group of burly men stood in glowering silence on the pier, awaiting the arrival of the Carrion Wind out of Highwall. The creaking of ropes and rhythmic slapping of water on timber were the first signs of its approach, followed shortly by the appearance of the hulking black mass of the three-masted troop carrier. As the ship passed the seawall, the men on the docks erupted into a flurry of activity, preparing to bring the ship into berth. At the seawall, the cloud of gulls that had been following the ship wheeled suddenly and dispersed into the mist-shrouded horizon. Their strange behavior served only to highlight the absence of birds on the dockside.

As soon as the laborers tied off the ship, the planks were thrown roughly down and the dark shapes crowding the gangway resolved themselves into the brutish forms of orcs clad in black chain and carrying the large jagged blades of their kind. With a roar, the towering beasts charged down the boards and onto the quayside, snarling and howling at the terrified onlookers. There was a hollow ring to this fearsome bluster, and as the orcs moved swiftly away from the water's edge, several cast nervous glances at it and the creaking vessel that had carried them for a week across the wide Pelluria. Following after his troops, a much larger member of the species stopped in the gangway, sneering at the sprawling human city rising above him. There was no trace of fear in the oruk's manner, but his temper was as foul as his troops'. When a young lad stumbled under the weight of his load, dropping a crate that promptly fell into the water and sunk quickly from sight, the commander found an object on which to vent his irritation. The sickening sound of metal parting flesh and shattering bone reverberated around the dock. Silence rushed into the frozen tableau that followed, but the oruk merely grinned at the grim-faced humans and spat on his victim's body.

"Move on, ya laggards, before I start givin' you some!" The oruk bellowed to his orcs as he kicked the headless corpse into the water lapping at the quayside.

* * *

Legate Idis sipped from a gem-encrusted chalice wrought of gold. The fine wine was a piquant accompaniment to the screams of the oruk dangling in chains before him. This last had been particularly shrill and drawn out; the cold smile of the mistress of mercies told him that the show had at last come to an end. Idis was impressed with his endurance. The savage had survived a week under the mistress's tender ministrations. Ah! Fine wine and such sweet entertainment, he thought. Of course, he hadn't needed to torture the oruk; the populace would have been appeased by a simple execution. But then, one must take one's pleasures as one can.

"Orf, take this..." Idis idly waved his hand towards the mass of raw, bleeding flesh that had been Commander Turrz, "thing away. Hang it from the Weirhold Gate. Let his carcass serve as warning to the others that the status quo will not be threatened." Yawning, the legate left the subterranean room, his black robes dragging in the pooling blood upon the floor, leaving a glistening streak in his wake.

Under the Shadow allows MIDNIGHT characters to move through the darkened alleyways and labyrinthine canals of Baden's Bluff, where even Izrador's servants must move with care. The port city of Baden's Bluff is the pre-eminent, perhaps the only, city where human resistance to Izrador's choking tyranny is more than the dying reflex of a culture already doomed. This book details the wards, inhabitants and prominent figures of Baden's Bluff and surrounding lands, providing a wealth of information for DMs wishing to run an adventure or campaign on the southern coast of the Sea of Pelluria.

Welcome to Baden's Bluff, where evil wears many faces in a war in which the ends justify the means.

Lay of the Land

Where the blue waters of the southern Sea of Pelluria meet the rocky shoreline, a broad peninsula protrudes into a deceptively gentle sea, its length crenulated by gentle hills cloaked with dreaming woods and pleasant pastures that have long provided a bounty as rich as the sea that lies beneath them. At the tip of this promontory a bluff of gray stone rears above the water; clinging to its sides and crowning its summit is the city of Baden's Bluff. The west side of the bluff faces the open waters of the Sea of Pelluria, its surface pockmarked by ledges and mine shafts and scarred by the working faces of long defunct quarry works. The shallower tunnels and excavations are now used by the most destitute of the Bluff's residents as squalid tenements. On the northern and eastern flanks, the ground rises less severely and is carved by a maze of canals and alleyways that make up the Tidewood district. The northern part of this district is the claustrophobic shantytown of the Worm Docks, bound by rotting piers and the sea in the north and the broad Aransway canal to the southeast. Home to dour Dornish fishermen and grim-faced laborers, the Worm Docks are rumored to be the last dominion of the Badens in exile. The Stone Docks lie on the other side of the Aransway canal. Here is the true port of Baden's Bluff, where ships have for centuries found safe harbor behind the dwarf-built sea wall.

Occupying the north-easterly flanks of the Bluff, the craftsmen and merchant quarters of Guildall and the Well make up the Bellows District. Clinging precariously to the northern face, the slums known as the Sheep provide shelter of sorts to the downtrodden and desperately poor. These are the squalid breeding grounds of disease, misery, and violence—they are Izrador's benedictions, and are tools used well by his black priests. Beyond Guildall, the plentiful inns of Hearthhome lie in crowded and incongruous proximity to a bewildering number of sinister temples and shrines to the dark god. Along with the administrative quarter of Kingshand and its imposing halls and governmental offices, and the dilapidated residences of Weirhold, Hearthhome forms the district of Leewall. Above it all, the once splendid Baden Court crowns the bluff, and within its walls pretenders, sycophants, and bastards squat in the Badens' palace, acting out a charade of governance and power. On the delicate balustrades of the graceful Spire, a winged horror squats where elven diplomats and emissaries once gazed at the stars. Corruption and menace hang over Baden's Bluff like a bilious cloud, and from its gates march a seemingly endless horde of orcs, newly alighted at the Stone Docks and on their way to war against the fey in Erethor.

The road that leads to the Burning Line passes through the wooded hills of the peninsula and traverses the borderlands bound on one side by the forests of Erethor and on the other by the Westland plains. To the east and west of the port city, the land rolls away in a

series of low hills that follow the coastline, providing a northern edge to vast plains that stretch to the lush Eren River Valley in the east and the shores of the Ardune in the south. The Shadow's grip is felt in the hill country, where the once multitudinous towns and villages of Erenland lie largely in ruin and the proud men and women of the kingdom eke out pitiful lives of servitude and toil. Only in the sea of tall sword grass can men and the last remaining halflings snatch some freedom from the Shadow's tyranny, but their existence is a hounded one as orc bands led by traitorous men hunt them through the plains.

History of Baden's Bluff

When the Dorns came to Eredane in 3951 FA, they arrived with the fire of conquest in their blood and drove the battle-naive fey before them like doves before the falcon. They were a fierce people, honed by war and hardened by loss; the fey stood little chance before their onslaught. The Dorns spread quickly through southern Eredane, coming within a few years upon what was then called the Ebon Sea. Finding fertile lands and little resistance from the indigenous gnomes and halflings, the Dorns paused in their advance and began to settle the area in earnest. However, by this time the fey had begun to unite and offer resistance to the barbarian invaders; the conquerors soon had need to defend what they had won. The great war-captain Baden, heading west from the mouth of the Eren, came upon a pleasant land of fertile valleys and wooded hills that were readily defensible and provided dominance of land and sea. So it was that Baden's Bluff was born as a fortified camp on a promontory of the Ebon Sea.

Eventually, peace settled over Eredane like a threadbare cloak and concord was found between men and fey. By this time Baden's Bluff had grown into a large fortified town built in true Dornish style. Trading war for commerce and soldiery for farming and fishing, the town quickly became a city. Although it could never rival Erenhead as the gateway to the south, Baden's Bluff became important for several reasons. Firstly, the port stood at the narrowest crossing of the Sea of Pelluria and much of the traffic from the expanding Northlands stopped at the Bluff before continuing along the coast to Erenhead. Likewise, Baden's Bluff was a useful holdover for trade heading to or from Erethor by land or sea. But more than its position on the trade routes, the fertile soil and balmy weather of the region provided perfect growing conditions for the sweetest fruits and finest wines of the land. In the last centuries of the First Age, with the bitter scars of war fading, new treaties were signed between the fey and the Dorns, and Baden's Bluff became a cosmopolitan epicenter of learning and influence. The Battle of Three Kingdoms cemented the friendship of human, elf, and dwarf, and the legacy of those ties can still be seen in the city today. From the dwarf-engineered canals and Stone Docks of

the Tidewood and the wondrous stone-cunning of the Well to the graceful lines of the elf-built Spire set in gardens that were once the envy of Southern Erenland, Baden's Bluff was an example of the triumph that can be wrought when humans and fey work together for the betterment of all.

In the Second Age, the tumultuous arrival of the Sarcosans brought further change, but the people of Baden's Bluff endured the fires of conquest, revolution, and rebirth with stoicism worthy of the dwarves and wisdom apropos of the elves, and were tempered rather than diminished. In the new kingdom of Erenland, Baden's Bluff became the pre-eminent city of the Erenlanders, mixing the strengths of each culture to derive a people distinct onto themselves. They were adaptable survivors with a quickness of wit that allowed them to become the kingdom's greatest entrepreneurs and inventors. The potency of these cultural influences was nowhere as apparent as in the family that ruled these lands through three ages. Elven patience and dwarven cunning tempered the impetuous fire and fierce pride of their Dornish and Sarcosan blood and, in Erenland's darkest hour, the Badens chose exile over extinction and thus survived with power and influence through the Last Age.

War in the Shadows

Despite Fredrick Baden's strategic sacrifice at the end of the Third Age, the last century has not been easy for Baden's Bluff. While Jahzir's conquering army spent little time subjugating Baden's Bluff in the initial onslaught, the Order of Shadow lost no time in moving in to take control of the city. The Order has since spread its corruption and influence through every part of the city, and even though fear of retribution by hidden resistance forces prevent the excesses seen in most cities of conquered Erenland, the cunning legates have turned even this slight relief to their own ultimate gain. Throughout the Last Age the Bluff has been both execution ground and insidious honeypot. The higher ranking legates of the Order have, for decades, used posting in Baden's Bluff as threat and punishment to cajole and control the lower ranks, using the Badens' insurgents as the legates' executioners. More worryingly, the Bluff's reputation as a haven for dissidents and insurgents means that the city is a gathering point for resistance fighters from across Eredane. While the legates of Baden's Bluff appear to be only loosely in control of their city, the sacrifice of these pawns allows the greater Order and its conniving master Sunulael to keep a close watch on those who oppose the rule of the dark god.

The Badens in exile live upon a knife's edge. From the shadows, they conduct a war of counter-espionage and far-reaching insurgency that has had greater effect upon the Shadow's plans than all the bloody and heroic resistance of their doomed northern kin. Though they take the lives of those who overstep the unspoken

bounds that bind the major players of the Bluff, the Prince and his Fallen Court are careful not to foul their own pool. Those who fall to poison, knife, or spell are typically unwitting sacrifices set up by masters further up the chain of command or by peers or adversaries who are more cunning in their use of subterfuge and intrigue.

How To Use This Book

Under the Shadow is an investigation of one of the most mysterious and intriguing cities within the iron grip of the dark lord Izrador. Of all the metropolises he commands, Baden's Bluff alone has managed to sacrifice its body for the sake of something far more valuable: its soul. It is an ideal setting for an entire smuggling or stealth-based resistance campaign, and is also a challenging and unusual location from which to stage a few adventures as part of a larger campaign.

Some feats, prestige classes, and abilities from other MIDNIGHT supplements are referenced in this book. "AtS" stands for *Against the Shadow*, while "M2E" stands for MIDNIGHT 2ND EDITION.



CHAPTER ONE

City of Secrets

This chapter gives broad descriptions of each section of the city of Baden's Bluff, as well as detailed locations for each district. It would be impossible to provide details for each and every building, business, and alleyway in a city the size of Baden's Bluff, but the sample locations should provide DMs with an idea of the sorts of people and places that populate the city.

The information presented in this chapter is closed content.

Tidewood

At the base of the bluff, where the city touches the sea and the human refuse huddles, is Tidewood. This section of the city is a vast sprawl of warehouses, docks, quarries, and shanties, speckled throughout with rickety inns and taverns. Tidewood encompasses the abandoned stone quarries of the western bluff as well as two distinct wards, the Worm Docks and Stone Docks. Hundreds of boats are berthed here, from small flat-bottom canal runners to large sea-going vessels, all bringing in the bounty of the sea or ferrying goods from northern Erenland. Movement through the Tidewood by boat is quick, as the districts are covered in a spiderweb of canals. Most of these empty into a broad canal, the Aransway, that separates the two districts. Movement by foot is far more difficult, and a pedestrian trying to cross the Tidewood might spend the better part of a day doing so because the bridges are few and widely scattered. The one exception is a wide avenue along the length of both the Worm and Stone Docks, which is connected by two huge stone bridges known as Aran's Gates. The Aransway proceeds deeply into the Tidewood, eventually cutting into the rock of the bluff itself as it slopes steeply upward. The Aransway continues through the stone to a large central cavern hundreds of feet beneath the Well, from which a rope-and-pulley system allows goods to be hauled directly into the city.

The Aransway is not the only divide between the two districts. The Stone Docks are an eclectic mix of Dorns, Erenlanders, Sarcosans, and gnomes from across Erenland. The district is awash in colors and sound, a melting pot of the cultures of Erenland. The buildings are at least somewhat stable, and the peninsula protects the ships berthed here from the worst of the sea's weather. Crossing over Aran's Gates into the Worm Docks, on the other hand, is like stepping back in time. The Worm Docks are named for the scrounged wormwood with which the fishermen must build their homes and the oft-falling-apart docks to which they secure their boats. These dejected people hold fast to old Dornish traditions and the houses and people are noticeably poorer and more subdued. Outsiders are not welcome and usually stay only long enough to complete their business.

The quarries, meanwhile, can barely be termed a part of the city. Half of the area is frequently underwater, while the other half is precariously vertical or ominously subterranean. This area consists of the western face of the bluff upon which the city proper is built, and is a remnant of the First and Second Ages when it was mined to build everything from the city's harbors to its palaces, libraries, and outer wall. The face is pock-marked with mine tunnels cut horizontally into the rock, most just above the waterline but others higher up the face where the stone could be hauled directly up into the city. Stone is no longer quarried from the bluff, and the shallower pockets near the waterline have been occupied by refugees. Meanwhile, the higher pockets have become roosts for thousands of gulls, while the lowest pockets have flooded and become dark grottos from which long-forgotten stores of supplies might be recovered.