

## Heroes of Downshadow

### Kalen “Shadowbane” Dren

By day, Kalen Dren is a sickly guardsman, but by night he becomes the fearsome vigilante Shadowbane, scourge of Downshadow.

**Kalen Dren** Level 7 NPC Soldier  
Shadowbane, Vigilante Paladin

Medium natural (human, spellscar) XP 300

**Initiative** +11 **Perception** +12

**HP** 82; **Bloodied** 41 normal vision

**AC** 23, **Fortitude** 20, **Reflex** 20, **Will** 18

**Speed** 6

**Action Points** 1, **Healing Surge** 3/enc (value 20)

#### TRAITS

##### Unbreakable Spellscar

When Kalen starts his turn bloodied, he gains 6 temporary hit points.

#### STANDARD ACTIONS

**m Vindicator** (fire, radiant, weapon) **◆At-Will**

*Attack:* Melee 1 (one creature); +12 vs. AC

*Hit:* 1d10 + 6 + 5 fire and radiant damage.

**m/r Dagger** (weapon) **◆At-Will**

*Attack:* Melee 1 or Ranged 5/10 (one creature); +12 vs. AC

*Hit:* 1d4 + 8 damage.

**M Holy Smite** (weapon, radiant) **◆At-Will**

*Attack:* Melee 1 (one creature); +12 vs. AC

*Hit:* 1d10 + 5 radiant damage. An enemy Kalen has marked takes 10 additional damage.

**M Quickblade Assault** (weapon) **◆Encounter**

*Effect:* Kalen shifts up to his speed, making two melee basic attacks at any point during the shift. Any creature he hits is knocked prone.

**M Vigilant Smite** (weapon, radiant) **◆Encounter**

*Attack:* Melee 1 (one creature); +12 vs. AC

*Hit:* 2d10 + 15 radiant damage and target cannot attack (save ends).

**M Helm’s Punishment** (weapon) **◆Daily**

*Requirement:* Must be wielding Vindicator.

*Effect:* Kalen shifts up to his speed, making four *Vindicator* attacks at any point during the shift. Any creature he hits is knocked prone.

**C Helm’s Sacred Circle** (weapon, zone) **◆Daily**

*Effect:* Kalen makes a melee basic attack against every enemy in a close burst 3. This effect creates a zone that lasts until the end of the encounter. Kalen and his allies in the zone gain +2 to all defenses.

#### TRIGGERED ACTIONS

**M An Attack Unfolding** **◆Recharge** 5 6

*Trigger:* A creature misses Kalen with an attack.

*Effect (Immediate Reaction):* Kalen makes a melee basic attack against the triggering creature.

#### Vigilant Blade **◆Encounter**

*Requirement:* Kalen must be wielding Vindicator.

*Trigger:* An attack hits an adjacent creature.

*Effect (Immediate interrupt):* Kalen switches places with the target and becomes the new target of the attack.

#### MOVE ACTIONS

**Sudden Leap** **◆Recharge** 4 5 6

*Effect:* Kalen flies 6 squares and does not provoke opportunity attacks during this movement.

#### MINOR ACTIONS

**C Justice’s Demand** **◆At-Will**

*Effect:* Kalen marks one enemy within 3 squares until the end of the encounter or until he uses this power again. If the marked enemy makes an attack that does not include Kalen as a target, it is slowed until the end of its next turn.

**Lay on Hands** (healing) **◆Daily** (2/day)

*Effect:* Kalen or one adjacent creature spends a healing surge and recovers 20 hit points.

**Light of Helm’s Justice** **◆At-Will**

*Effect:* Kalen sheds light like a torch and gains a +2 to all defenses but cannot benefit from concealment until the end of his next turn.

**Skills** Acrobatics + 12, Athletics +12, Bluff + 10, Insight + 12, Stealth +12, Thievery +12

**Str** 14 (+5) **Dex** 18 (+7) **Wis** 19 (+7)

**Con** 16 (+6) **Int** 11 (+3) **Cha** 14 (+5)

**Alignment** Unaligned

**Languages** Common, Elven

**Equipment** Vindicator, leather armor, boots of striding and springing, cloak, dagger

### Background:

Originally a beggar on the streets of Luskan, Kalen was trained in Westgate as a member of the Eye of Justice, an order dedicated to the eradication of the world’s evils.

He has spiky dark hair, a ruggedly handsome countenance, and arresting pale gray eyes. His spellscar deadens sensation, making him feel less pain but also making it harder for him to know when he has taken too much punishment.

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### Lady "Myrin" Darkdance

Myrin is an upbeat, odd-ball girl who doesn't remember anything about her past. Clearly a powerful sorceress once upon a time, she aids Kalen on his quest and also seeks to regain her forgotten powers.

<b>"Myrin"</b>		Level 7 NPC Controller	
Amnesiac Sorceress			
Medium natural (human, spellscar) XP 300			
<b>Initiative</b> +6		<b>Perception</b> +6	
<b>HP</b> 70; <b>Bloodied</b> 35		normal vision	
<b>AC</b> 21, <b>Fortitude</b> 17, <b>Reflex</b> 20, <b>Will</b> 21			
<b>Speed</b> 6			
<b>Action Points</b> 1, <b>Healing Surge</b> 2/enc (value 17)			
<b>TRAITS</b>			
<b>Greater Spellscar</b>			
Spellscarred creatures have a -2 penalty to melee or ranged attacks against Myrin.			
<b>STANDARD ACTIONS</b>			
<b>m Dagger</b> (weapon) <b>◆At-Will</b>			
<i>Attack:</i> Melee 1 (one creature); +12 vs. AC			
<i>Hit:</i> 1d4 + 3 damage.			
<b>r Magic Missile</b> (force) <b>◆At-Will</b>			
<i>Attack:</i> Ranged 20 (one creature); +11 vs. Reflex			
<i>Hit:</i> 2d4 + 6 force damage.			
<b>C Thunderwave</b> (thunder) <b>◆At-Will</b>			
<i>Attack:</i> Close blast 3 (creatures in blast); +11 vs. Fortitude			
<i>Hit:</i> 1d6 + 6 thunder damage and push target 3 squares.			
<b>C Burning Hands</b> (fire) <b>◆Encounter</b>			
<i>Attack:</i> Close blast 5 (creatures in blast); +11 vs. Reflex			
<i>Hit:</i> 1d6 + 6 fire damage and ongoing 5 fire damage (save ends).			
<b>C Icy Rays</b> (cold) <b>◆Encounter</b>			
<i>Attack:</i> Ranged 10 (one or two creatures); +11 vs. Fortitude			
<i>Hit:</i> 1d6 + 6 cold damage and target is immobilized (save ends).			
<b>A Sleep</b> <b>◆Daily</b>			
<i>Attack:</i> Area burst 1 within 10 (creatures in burst); +11 vs. Will			
<i>Hit:</i> Target is slowed (save ends).			
<i>First failed saving throw:</i> Target is unconscious (save ends).			
<i>Miss:</i> Target is slowed (save ends).			
<b>M Spellthief</b> <b>◆Daily</b>			
<i>Attack:</i> Melee 1 (one creature); +11 vs. Will			

*Hit:* Target is dazed (save ends) and Myrin absorbs one of the target's abilities, which she can use as an encounter power before the end of the encounter OR Myrin recharges one of her previously expended encounter powers.

*Miss:* The target is dazed until the end of Myrin's next turn.

*Special:* If Myrin absorbs a power from a creature of higher level than she is, she cannot control the stolen power and must use it with her next standard action, picking a random target other than herself.

#### MOVE ACTIONS

##### **Dimension Door** **◆Encounter**

*Effect:* Myrin teleports 10 squares. She can take one adjacent ally along with her.

#### MINOR ACTIONS

##### **Mage Hand** (conjunction) **◆At-Will**

*Effect:* Myrin conjures a hand of force within 5 squares that can put out 5 lbs of pressure.

##### **Light** (conjunction) **◆At-Will**

*Effect:* Myrin conjures a glowing light that sheds illumination like a torch.

#### TRIGGERED ACTIONS

##### **Shield** **◆Encounter**

*Trigger:* An attack hits Myrin.

*Effect (Immediate interrupt):* Myrin gains a +4 to her defenses until the end of her next turn.

**Skills** Arcana + 15, Bluff + 9, Insight + 12, Intimidate + 9, Religion + 13

**Str** 8 (+2)    **Dex** 12 (+4)    **Wis** 16 (+6)

**Con** 14 (+5)    **Int** 20 (+8)    **Cha** 12 (+4)

**Alignment** Lawful Good

**Languages** Common, Draconic, Elven, Abyssal  
**Equipment** wand, dagger

### Background:

Myrin has blue hair and vivid, iridescent blue eyes. Her skin is covered with arcane tattoos in intricate patterns, which reflect spells she learns and remembers from her past. Blue runes appear on her skin when she uses her spellscar.

Myrin has a powerful spellscar tied to absorbing the magic and memories of others. She only seems able to steal memories that involve her, which she has used as a basis for an investigation into the person she was. She naturally draws spellscarred creatures like a lodestone, who are loathe to harm her.

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### Fayne, Trickster of Waterdeep

A professional scandalizer and con artist, Fayne weaves a web of lies and intrigue to further her wicked schemes, and also keep anyone from getting close to her.

Fayne		Level 8 NPC Artillery	
The Trickster of Waterdeep			
Medium elemental humanoid, feyri XP 350			
Initiative +8		Perception +9	
HP 72; Bloodied 36		low-light vision	
AC 20, Fortitude 19, Reflex 21, Will 21			
Speed 6			
Action Points 1, Healing Surge 2/enc (value 18)			
TRAITS			
<b>Walker in Gloom</b>			
When Fayne moves 3 or more squares in a turn, she has concealment until the end of her next turn.			
STANDARD ACTIONS			
<b>m Claw</b> ◆At-Will			
Attack: Melee 1 (one creature); +15 vs. AC			
Hit: 2d6+5 damage.			
<b>r Eldritch Blast</b> ◆At-Will			
Attack: Ranged 20 (one creature); +13 vs. Reflex			
Hit: 2d10+5 damage.			
<b>R Eyebite</b> (psychic) ◆At-Will			
Attack: Ranged 10 (one creature); +13 vs. Will			
Hit: 2d6+5 damage and Fayne is invisible to the target until the end of her next turn.			
<b>R Dread Word</b> (psychic) ◆Recharge 5 6			
Attack: Ranged 5 (one creature); +13 vs. Will			
Hit: 1d10+10 psychic damage and target is dazed (save ends)			
<b>C Bewildering Shadows</b> (psychic) ◆Encounter			
Attack: Close burst 3 (creatures in burst); +13 vs. Will			
Hit: 1d10+5 psychic damage and target is stunned (save ends).			
<b>Alter Self</b> (polymorph) ◆Daily			
Effect: Fayne alters her physical form to appear as any small or medium humanoid until she uses <i>change shape</i> again or until it drops to 0 hit points. To assume a specific individual's form, Fayne must have seen that individual. Creatures can make a DC 32 Insight check to discern that the form is a disguise.			

#### MOVE ACTIONS

**Feyri Deception** ◆ **Recharge** when first bloodied

Effect: Fayne teleports 6 squares and is invisible until she attacks or the start of her next turn.

#### TRIGGERED ACTIONS

**Misdirection** ◆At-Will

Trigger: An attack hits Fayne.

Effect (Immediate Interrupt): Fayne redirects the triggering attack against a legal target within 5 squares. If the attack is ranged, calculate range and cover as if the attack originated from Fayne's square.

#### MINOR ACTIONS

**C Distressed Lament** (psychic) ◆At-Will, 1/round

Attack: Close burst 10 (one creature in burst who can hear Fayne); +11 vs. Will

Hit: Target makes a basic attack on a target of Fayne's choice. If this attack misses, the original target takes 5 psychic damage.

**Deceptive Veil** (illusion) ◆At-Will

Effect: Fayne disguises herself to appear as a medium humanoid or fey until she uses *deceptive veil* again or until it drops to 0 hit points. Other creatures can make a DC 27 Insight check to see through the veil.

**Skills** Arcana +13, Bluff +14, Diplomacy +14, Insight +9, Stealth +11, Thievery +11

**Str** 15 (+6) **Dex** 14 (+6) **Wis** 10 (+4)

**Con** 18 (+8) **Int** 19 (+8) **Cha** 20 (+9)

**Alignment** Evil

**Languages** Abyssal, Common, Elven

**Equipment** wand, amulet

### Background

Every morning, Fayne uses the *Alter Self* ritual to change her form, over which she can freely weave a deceptive veil. She most favors red-haired half-elves for a false face. Her true appearance is that of a fiendish, pale-skinned eladrin with silver eyes, a devil tail, and long, elegant white antlers to reflect her divine patron, Beshaba.

Fayne has meddled more than once in the affairs of the heroes, but her true loyalty appears to be to Lilianviaten (Lilten), her father and patron.

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### Arrath "Rath" Vir

Meditative and focused, Rath is a handsome, beardless dwarf who has turned his back on his dwarven heritage in favor of a life of solitary contemplation. He has little patience for fools.

**Arrath "Rath" Vir** Level 8 NPC Skirmisher  
Monk Assassin

Medium natural (dwarf) XP 350

**Initiative** +6                      **Perception** +6  
**HP** 81; **Bloodied** 40              normal vision  
**AC** 22, **Fortitude** 20, **Reflex** 21, **Will** 19  
**Speed** 6 (8 when bloodied)  
**Action Points** 1, **Healing Surge** 3/enc (value 20)

#### TRAITS

##### Combat Superiority

Until he is bloodied, Rath gains +2 to all defenses. When he is first bloodied, he draws his sacred sword for use in the battle. Until the end of the encounter, he gains a +2 bonus to all attack rolls.

##### Duel of Honor

Rath gains a +2 bonus to damage rolls against an enemy that has marked him.

#### STANDARD ACTIONS

##### m **Fist** ♦At-Will

**Attack:** Melee 1 (one creature); +13 vs. AC  
**Hit:** 1d8 + 6 damage.  
**Effect:** Rath shifts two squares.

##### m **Sacred Sword** (weapon) ♦At-Will

**Requirement:** Rath must be bloodied  
**Attack:** Melee 1 (one creature); +13 vs. AC  
**Hit:** 1d8 + 10 damage.  
**Effect:** Rath pushes the target one square and then shifts two squares.

##### r **Poisoned Dagger** (poison, weapon) ♦At-Will

**Attack:** Ranged 5/10 (one creature); +13 vs. AC  
**Hit:** 1d4 + 5 damage and ongoing 10 poison damage (save ends).

##### M **Flurry of Blows** (weapon) ♦At-Will

**Effect:** Rath shifts up to his speed and makes two melee basic attacks at any point during the movement.

##### M **Crushing Deathblow** ♦Recharges when first bloodied

**Attack:** Melee 1 (one creature); +11 vs. Fortitude  
**Hit:** 3d8 + 6 damage, push target 3 squares, and target is stunned (save ends).

#### MOVE ACTIONS

##### **Acrobatic Leap** ♦Recharge 5 6

**Effect:** Rath flies 8 squares, provoking no opportunity attacks during this movement.

#### MINOR ACTIONS

##### **Dwarven Resilience** (healing) ♦Encounter

**Effect:** Rath spends a healing surge.

**Skills** Acrobatics + 14, Athletics + 13, Endurance + 13, Intimidate + 10, Stealth + 14

**Str** 18 (+8)    **Dex** 20 (+9)    **Wis** 16 (+7)

**Con** 15 (+6)    **Int** 11 (+4)    **Cha** 12 (+5)

**Alignment** Evil

**Languages** Common, Dwarven

**Equipment** +2 longsword, black robe

### Background:

Arrath "Rath" Vir is a notorious and deadly assassin who operates out of Waterdeep's seedy underworld. He is a man of principle and honor, who will never draw his sword except against a foe who is worthy of it.

He dresses always in a simple black robe and wears a sacred sword to his monastery in a red-and-gold lacquer scabbard at his waist.