

Tears of the Shadow Mistress

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Sitrini kept her head down and her eyes sternly closed lest a tear escape its confines. Her smoky black locks flowed across her face like a velvet curtain as she knelt against the cold stone of the deserted building. Long ago this alabaster-skinned wisp of a thing promised she would never again cry for herself – this was an oath she meant keep to the end. Tonight’s torments would pass, they always did. The details of her encounter this evening didn’t matter, it only mattered that she survived. The frightened child that had once clung helplessly to the sundered remains of her dead mother’s body no longer existed. Years ago the first waves of hardship had crashed upon the shores of her innocent world and threatened to drown her in their depths, but Sitrini had survived the onslaught and fought her way out of the darkness. Sitrini had not let herself perish in the desolation of her childhood. She had learned to wear her string of loss and misery with pride, like a necklace of the heirloom pearls – darkened, scarred, and pitted by frequent and unrelenting abuse, but radiant nonetheless.

Feeling the chill of the encroaching night, and lacking a blanket or cloak, Sitrini moved to a sheltered corner of the building, pulled her knees up to her chest, wrapped her arms around her legs, and began to rock herself into a shallow sleep. Distracted by fatigue, Sitrini almost missed the movement near her. Lifting her head slowly, she glimpsed a figure slip from the shadows and glide toward her with the sultry grace of a dancer. Sitrini stopped rocking and marveled at the figure’s poise. Even in the graying light of dusk, its movements were so fluid and alluring they mesmerized. As the seductive and clearly feminine figure approached, Sitrini could not make out its facial features for they were shrouded in a veil of lace thin shadows. By the time the figure was close enough to stroke Sitrini’s pale cheek, the young woman was seduced and enthralled. While the beautiful apparition tenderly slid her hand across Sitrini’s ivory-skinned face and began to gently stroke the young girl’s hair, a single tear began to trace a path down the stranger’s cheek.

With the gentleness of a feather drifting in the breeze, Sitrini effortlessly caught the errant tear on the tip of her index finger before it could fall to the ground. Closing her fingers around the glistening orb, Sitrini brought her hand to her heart and averted her gaze from the mysterious figure. Stepping forward, the figure stretched out her arms and engulfed Sitrini in an embrace of soothing sable shades. The familiar pain and anguish that Sitrini had worn for years receded as the visible world around her faded into a smoky haze. Sitrini found herself standing on a narrow path, its surface was fluid like mercury churning through endless shades gray as its countless branches spread before her like the roots of some ancient tree. As the being Sitrini now somehow knew as the Shadow Mistress took her hand and bid her to follow, they began to walk the path together. As they swiftly strode the satiny surface of the gray path, Sitrini began to feel a comforting peace. She reveled in the rapturous embrace and the release from pain. She had found her purpose. Sitrini was now one of the Tears of the Shadow Mistress – and she was eager to begin the pursuits of her new role.

Tears:

Although their individual stories vary, from misbegotten orphan to misunderstood outcast, all Tears see the world as being populated by predators and prey, the users and the used. For a Tear, attempting to depose of every scavenging jackal is a fool’s errand. They will just be replaced by another from the endless pack of stalking beasts. It is an equal fallacy to try and save all the ignorant masses. They are mindless pigeons upon which the jackals feed, their lot will never change. The only pragmatic course then is to save the few unique souls who tread the path outside the roles of predator and prey. To the Tears, these special souls are the beautiful swans of the world, the dreamers and novel thinkers that have found their own path to follow. The Mistress’s Tears fill the role of guide and guardian, pulling the vulnerable swans from the jaws of the scavenging jackals. The Tears refer to this role as “walking the Twilight Path.” If the jackals must feed, let them feast on the masses of hapless pigeons, their loss is of no consequence to the Mistress.

All the young ones that will someday become Tears began life with the unblemished spirits and dreams of swans. That was until tragedy shattered their lives forcing the innocent swans to reconstitute themselves as cunning ravens – shrewd beauties possessing lethal talons. Every Tear of the Shadow Mistress is a female of striking beauty and deftly honed skill. She is the instrument by which the Shadow Mistress to shows her contempt for the stifling machinations of both the dark cults and self-righteous orders of the world. The Mistress provides instruction through visions and dreams. And she is just as likely to send her Tears to strike the tyrannical leader of a sinister cabal as she is to disrupt a pompous preacher’s dogmatically harsh teachings. Although devoted to her chosen path, a Tear is not some

glassy-eyed zealot that swoons with false piety over the dream of burning on the wasteful pyre of martyrdom. Traversing the perpetual gray twilight between darkness and light has cultivated a philosophy of pragmatic individualism within all the Tears. They possess no steadfast dogma. Their moral compass can be described as intellectually promiscuous and porous. If the beliefs and practices of her past are not relevant to the challenges of tomorrow, the Tear sweeps them from her memory, like a traveler brushing the dust from her boots at the end of a day's journey. The well-spring for a Tears' fluid and formless belief system can be found in the endless shades of gray presented to her each time she strides the Twilight Path.

A Tear's principal goal is to assist the swans she encounters in making their way along this path, helping to prevent them from being lost to the darkness or consumed by the light. Through the use of subtle guile and merciless assaults, Tears also cull the more vicious predators from the ever present pack of jackals. Tears have found that the removal of a single predator can result in great change, much like how dislodging a single pebble can move a mountain – as long as it's the right pebble. Therefore, prowling jackals that gorge themselves upon prey that they poach from the Twilight Path will find themselves hunted relentlessly. In the end, to attack a beautiful swan is to chance a twilight meeting with a Tear, her talons at the ready.

The vast majority of Tears are dual-classed rogues and sorceresses, although some Tears have additional training as bards, fighters, and even rangers. Paladins, clerics, and monks are completely absent from the sisterhood of Tears, as are the races of dwarves, half-orcs, and gnomes. Three-fourths of all Tears are humans or half-elves with the remaining quarter composed of tieflings, elves, drow, and a menagerie of assorted refugees and half-breeds.

Hit Die: d6.

Class LVL	Base Att.	Fort Save	Ref Save	Will Save	Special	Spells per Day			
						1	2	3	4
1st	+0	+0	+0	+2	Shadow's Child	1	--	--	--
2nd	+1	+0	+1	+3	Sneak Attack +1d6	2	0	--	--
3rd	+2	+1	+2	+3	Improved Familiar (Shadow Creature)	2	1	--	--
4th	+3	+1	+3	+4	Seduction's Shield	3	2	0	--
5th	+3	+1	+3	+4	Sneak Attack +2d6	3	2	1	--
6th	+4	+2	+4	+5	Seduction's Sting	3	3	2	0
7th	+5	+2	+5	+5	Sneak Attack +3d6	4	3	2	1
8th	+6	+2	+6	+6	Chasing Shadows	4	3	3	2
9th	+6	+3	+6	+6	Sneak Attack +4d6	4	4	3	2
10th	+7	+3	+7	+7	Shadow's Embrace	4	4	3	3

Requirements:

To qualify to become one of the Tears of the Shadow Mistress a character must fulfill all the following criteria.

Alignment: Any non-lawful and non-evil.

Bluff: 6 ranks.

Hide: 9 ranks.

Move Silently: 9 ranks.

Spot: 6 ranks.

Feats: Expert Tactician, Improved Initiative, and Weapon Finesse.

Special: Sneak attack +3d6, +1 Charisma modifier, ability to cast arcane spells without preparation, summon familiar, female, and prior contact with the Shadow Mistress.

Class LVL	Spells Known			
	1	2	3	4
1st	1	--	--	--
2nd	1	1*	--	--
3rd	2	1	--	--
4th	2	1	1*	--
5th	3	1	1	--
6th	3	2	1	1*
7th	4	2	1	1
8th	4	2	2	1
9th	4	3	2	1
10th	4	3	2	2

* Charisma bonus required to know a spell

Class Skills:

The Tears of the Shadow Mistress prestige class skills (and the key ability for each skill) are Bluff (Cha), Climb (Str), Concentration (Con), Craft (Int), Disguise (Cha), Escape Artist (Dex), Gather Information (Cha), Hide (Dex), Intimidate (Cha), Jump (Str), Knowledge (Int), Listen (Wis), Move Silently (Dex),

Open Locks (Dex), Perform (Cha), Pick Pocket (Dex), Read Lips (Int), Search (Int), Sense Motive (Wis), Spot (Wis), Tumble (Dex).

Skill Points at Each Level $4 + \text{Int modifier}$.

Class Features:

All the following are class features of the Tears of the Shadow Mistress prestige class.

Special: The Tear must intercede on the behalf of a “swan” at least once a level. The Tear cannot advance in level until this requirement has been met. Swans are to be removed from harm's way before all else – it is irrelevant how many of the soulless masses and jackals need to be sacrificed to meet this end. Nevertheless, Tears are unlikely to martyr themselves in hopeless acts – it is better to let one swan perish so a larger bevy can be saved later. Furthermore, at every even level of the prestige class, the Tear must take one rank of Knowledge (philosophy). This expenditure of personal time and energy permits the Tear to reflect upon the visions and dreams her Mistress sends. It is the insight and wisdom gained from such reflection that the Tear shares with the swans she mentors.

Weapon and Armor Proficiency: Tears have the same weapons training as rogues; however, they possess no armor proficiencies.

Spells: When casting Tears of the Shadow Mistress spells, the Tear's effective caster level is equal to her level as a Tear. A Tear's bonus spells are based on Charisma. The DC for saves against Tear spells is 10 + the spell's level + the Tear's Charisma modifier. Any spells she attempts to cast with a “Light, Fire, or Darkness” descriptor have a 10% chance of failure per prestige class level. At 10th level, the Tear is completely barred from using these spells, even if she would have access to them due to levels gained in another spell-casting class. Tears learn *visages of the twilight path* at first-level as a free bonus spell that does not count against the total number of spells known.

Shadow's Child: This power grants the Tear low-light vision. Second, the character can move through the shadows at her normal movement rate while using the Move Silently and Hide skills without penalty. While running or charging through the shadows, the Tear suffers a -10 penalty to all Move Silently and Hide checks. Last, this ability creates an intimate union between the Tear and her Mistress. At the DM's discretion, the Tear receives visions and dreams from the Mistress. These images always relate to either the Tear's role of walking the Twilight Path or the swans she is devoted to defending.

Sneak Attack: This power is identical to the rogue ability of the same name and stacks accordingly.

Improved Familiar (Shadow Creature): The Tear's familiar transforms into an ebon-hued raven composed partially of shadow-stuff gaining it the “Shadow” template from the *Manual of the Planes* (p190). In all other ways the shadow familiar conforms to the regular “improved familiar” feat. The familiar's mistress's level as a Tear when determining what additional abilities the familiar receives (use Table 3-19 in the *Player's Handbook*).

Seduction's Shield: The Tear's innate persona is enormously enthralling, making it difficult for opponents to execute effective attacks against her. Due to her commanding presence, the Tear adds +1 to her armor class for each Charisma modifier, as long as she is not wearing armor. Regardless of the Charisma modifier, the maximum AC bonus granted by this ability is +4. The Seduction's Shield power is potent against all living creatures regardless of the Tear's awareness; however, the bonus is lost if she is unconscious or held. This power can not be used on most creatures that are immune to mind-influencing effects (e.g., constructs, oozes, plants, and undead).

Seduction's Sting: The sultry gaze of a Tear can cause even the most experienced warrior to lower his guard, if for but an instant. In that sliver of a moment, when skilled seduction overcomes the trained intellect, the Tear can thrust the tip of her blade home with such mastery that the initial sting often goes unfelt. The Seduction's Sting ability enables the Tear to feint in combat using her Bluff skill as a move-equivalent action. As a secondary use of this ability, the Tear may willingly cause her “attack” to miss its mark, allowing her to pick-pocket her opponent (DC=25). Prior to trying to pick-pocket in combat, the Tear must make a successful Bluff check and have a hand free. If the Pick-Pocket attempt fails and is noticed (e.g., the opponent's Spot check beats the Tear's Pick Pocket check), the Tear's opponent is allowed an attack of opportunity against the character. Once noticed, no further Pick Pocket attempts can be made against the opponent for the duration of the combat. This ability can not be used on opponents that are immune to critical hits or sneak attacks.

Chasing Shadows: No longer a passive ally, the shadows now actively intercede on the behalf of the Tear. Once per day the Tear can draw upon the shadows to displace her true location just enough so she can escape the damage of a lethal blow (spells and special abilities are excluded). When a Tear is struck in combat and would be reduced to 0 hit points or less, she can make a Reflex save (DC = damage dealt) in order to take only half damage from the attack (Chasing Shadows functions the same as the rogue's "defensive roll" class ability).

Shadow's Embrace: Once per day, a Tear can step onto the plane of shadows to receive solace in its embrace. Within the shade of this haven, the character heals 1d4 hit points per Charisma modifier, to a maximum of 6d4. This effect is instantaneous. While cocooned in the shadows and protected by her Mistress, the Tear sees the physical world she left in muted silhouette. The Tear can remain in the Shadow's Embrace up to 10 minutes plus 10 minutes per rank of Hide. When leaving the land of perpetual twilight, the Tear can emerge from any shadow within 50 feet of her original position as long as it is visible from her point of entry. If all the shadows within 50 feet of the Tear's point of entry are dissipated, including the shadows she entered, she is instantly expelled. This expulsion will daze the Tear for 1d4 rounds. During this period the Tear can take no action other than defend herself. Now fully embraced by the shadows, the Tear is immune to all spells from the "Illusion (Shadow)" school of magic.

Spell List:

1st Level – *deadly nails*¹, *sitrini's swirling shadows*², *shades of gray*², *shadow mask*, *shadowy seductress*², *raven's strike*²,
*visages of the twilight path*²

2nd Level – *minor shadow conjuration*³, *shadow images*³, *suggestion*, *tears of the mistress*², *veil of shadows*²

3rd Level – *shadow way*², *emotion*, *ecstasy*⁴, *keen edge*

4th Level – *phantasmal lover*⁴, *shadow conjuration*, *shadow well*

Raven's Strike:

Raven's strike is identical to the spell named "*true strike*."

Shades of Gray:

Shades of Gray is identical to the spell named "*color spray*" except the "vivid cone of intertwined, clashing colors" is replaced with a cone shaped cascading mosaic of multi-hued shadows.

Shadow Way:

Shadow way is identical to the spell named "*dark way*."

Shadowy Seductress:

Shadowy seductress is identical to the spell named "*charm person*."

Sitrini's Swirling Shadows:

Sitrini's swirling shadows is identical to the spell named "*obscuring mist*" except the "misty vapor" is replaced with an irregular-sphere of swirling ribbon like shadows. This spell is unaffected by gusts of wind or fire-based spells, but a *light* spell cast within the sphere will disperse the shadows in one minute and a *daylight* spell cast within the sphere will dispel the shadows in one round.

Tears of the Mistress

Conjuration (Creation) [Force]

Level: Tear 2, Sor/Wiz 3

Components: V, S, M

Casting Time: 1 action

Range: Medium (100ft. + 10ft./level)

Effect: Ray

Duration: 1 round/level or instantaneous (see text)

Saving Throw: See below

Spell Resistance: Yes

You begin to weep tears of the darkest red blood which can be used strike opponents as glistening bolts of energy. To strike your opponent, you must make a ranged touch attack. Each

midnight red tinted bolt does 1d4 points of damage, no save. For every three levels past 1st, you can project an additional bolt with a maximum of four bolts at 10th level. You can attack a single opponent a round with as many bolts as you desire up to your maximum. Regardless of the number of bolts directed at an opponent in a round, they are treated as a single attack. When a target is hit, it must make a Will save or be dazed for a number of rounds equal to the number of bolts that hit it. Humanoids of 5 or more HD are immune to the dazing effect of the spell. Any unused bolts will remain accessible to you as a partial action for the duration of the spell, even if you subsequently cast other spells. You will continue to weep tears of blood as long as the spell is active.

Material Component: Caster's tears

Visages of the Twilight Path

Divination

Level: Tear 1

Components: V, S

Casting Time: 1 action

Range: Personal

Target: You

Duration: 10 minutes/level

The colors in your irises pale, taking on the clarity of icy-water while your pupils constrict to form piercing voids of blackness granting you the ability to see the "Twilight Path." As your eyes transform, the colors of the prime material fade into drab charcoal-colored hues as distant objects become blurred. In contrast, a narrow silvery-gray path of amorphous shape and texture appears in sharp focus at your feet and branches out in a multitude of directions before you. As you step forward the path disappears behind you. It is not possible to trace your steps backward. On the Twilight Path, moving forward is the only option. For the duration of the spell, you will be able to see all the "swans" that tread the Twilight Path in your field of vision – these are the only individuals besides yourself, other Tears, and the Mistress that walk upon the silvery-gray path. Other beings may cross the path, but their footsteps always seem to miss its surface. For the duration of the spell, you receive a +2 to hit bonus against all opponents attacking other individuals on the Twilight Path; however, you also suffer a -2 penalty to your attacks and AC against all other opponents.

Veil of Shadows

Illusion (Shadow)

Level: Tear 2, Sor/Wiz 3

Components: V, F

Casting Time: 1 action

Range: Personal

Target: You

Duration: 1d6 rounds + 1 round/level (D)

You and your possessions are engulfed in a veil of flowing shadows. Although still very visible, your actual location is fluid and difficult to pinpoint. This altered state grants you one-half concealment (20% miss chance). The spell also shifts you ever so slightly in and out of the plane of shadows, making it difficult for opponents to restrain you. This shifting grants you a +10 modifier when attempting to escape grapples or other physical bonds that hold you. While this spell is in affect, nearby shadows tug at the edges of your garments elongating the fabric causing thin black strands of animated clothing to billow about as if blown in a light breeze. This phenomenon makes you highly noticeable. All individuals within line of sight are granted a +5 modifier to their Spot checks to detect you, even if you're attempting to hide in the shadows.

Focus: A veil, cloak, robe, or other garment large enough to cover your head and shoulders.

[Sidebar] The Shadow Mistress:

The veil of mystery that shrouds the angelic features of the Shadow Mistress, also known as the Sirine of Shades and the Maiden of the Twilight Path, is not easily breached. More fiction than fact is known of this porcelain beauty. Her origin is only guessed at. The more persistent stories weave tales of her being the offspring of a sirine and a shadow dragon, or a fallen-angel, a celestial that shielded a blasphemous heretic from righteous justice, earning herself exile for her efforts. Either tale is plausible,

but with no support the stories are more folklore than fact. The one fact that is known of the Mistress is that she appears to striking young females that have survived great hardship through the sheer force of their own character. Offering these lonely isolated beauties access to astonishing abilities, the Mistress only requires the ladies to accept her embrace and walk the Twilight Path. All other tangible insights into the ambitions of the Mistress are only gleaned indirectly through the observation of the Tears she has embraced.

[Sidebar] Contacting the Tear:

Once a DM decides that he will allow the Tears of the Shadow Mistress prestige class in his campaign, he needs to determine how the character will be contacted by the Shadow Mistress. One interesting way to introduce the Shadow Mistress is to wait until the character meets all the requirements for the prestige class. Instead of allowing the character to become a first-level Tear, have the player continue adventuring with the character. When the character uses her Hide skill and makes an exceptional check (DC=30) during a challenging part of an adventure, have the Shadow Mistress appear to her. To the rest of the party it will appear as if the character has vanished into the shadows. When the character is released from the Mistress's embrace after 1-6 rounds, the DM would immediately grant the character all the benefits of a first-level Tear, and the adventure would continue.

[SideBar] Shunning the Embrace:

Once embraced, a Tear can simply decide to stop aiding swans on the Twilight Path, for a time. This act does not anger the Shadow Mistress. She treats this lapse as a short rest, a repose for her Tear to regain her strength before continuing her journeys. In truth, the Tear cannot just decide to leave the "Twilight Path." Only the Mistress can cast a Tear from its silvery-gray surface. However, a Tear that too frequently averts her eyes when a swan is in peril may incur the ire of the Mistress's un-embrace. Once un-embraced, a fallen Tear will lose all special class abilities and spells. She will only retain her Sneak Attack abilities. To the Mistress, the character is now nothing more than one of the nameless masses – her fate is of no consequence and absolution is never given. Moreover, if a Tear ever begins to prey on the swans she is sworn to protect, the Mistress's wrath is absolute and unyielding – the fallen lady is branded a jackal and hunted relentlessly by her former sisters.

[SideBar] Symbol of the Shadow Mistress:

During a Tear's initial embrace, she is permanently marked with the pitch-black symbol of the Shadow Mistress. The symbol (see above) is about the size of the Tear's clenched fist and is always found in the center of her lower back. Its meaning and purpose are hidden to the uninitiated. The black brand cannot be removed by non-magical means and even a *wish* spell will only cause the symbol to disappear until twilight of the next twilight. A few of the more expressive and confrontational members of the sisterhood have also begun to tattoo a stylized black or red tear just below their left eye. It is unknown if this is the start of a sub-sect of the Tears or just a sign of simple personal choice – like most aspects of the Tears and their mistress, time doesn't always tell: but their actions do.



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