

SHL4-07

Better Off Dead?

A 2-Round Continuous D&D LIVING GREYHAWK[®] Shield Lands Regional Adventure

Version 1.0

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For months, Lady Katarina's dead body has lain in state at the Cathedral of the Shield Reclaimed. All attempts to contact her soul have failed, and the Council of Lords has let the nation's military sink into disorganization rather than declare a new Knight Commander. Tired of the politicking, a coalition supported by the Shield Lands navy moves to take advantage of the recent tumult in Admundfort . . . but will their bold move leave the Shield Lands open to an assault from the Old One? Part One of The Return. (This is a Shield Lands adventure for APLs 6–12.)

To play this event, a PC must have played any one of the following Shield Lands adventures:

- SHL4-01 The Good Oerth
- SHL4-02 In the Service of the Lady
- SHL4-03 End of the Path
- SHL4-04 A Deepening Malice
- SHL4-05 If the Towers Should Fall
- SHL4-06 Banners of Torkeep

Based on the original DUNGEONS & DRAGONS[®] rules created by E. Gary Gygax and Dave Arneson and the new DUNGEONS & DRAGONS game designed by Jonathan Tweet, Monte Cook, Skip Williams, Richard Baker, and Peter Adkison.

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Introduction

This is an RPGA® Network scenario for the Dungeons & Dragons® game. A four-hour time block has been allocated for each round of this scenario. The rest of the time is spent in preparation before game play, and scoring after the game. The following guidelines are here to help you with both the preparation and voting segment of the game. Read this page carefully so that you know and can communicate to your players the special aspects of playing an RPGA scenario.

Preparation

First you should print this scenario. This scenario was created to support double-sided printing, but printing it single sided will work as well. There is enough room along the inside margin to bind the adventure, if you desire.

Read this entire adventure at least once before you run your game. Be sure to familiarize yourself with any special rules, spells, or equipment presented in the adventure. It may help to highlight particularly important passages.

When you run an RPGA D&D adventure we assume that you have access to the following books: the *Player's Handbook*, the *Dungeon Master's Guide*, and the *Monster Manual*. We also assume that you have a set of dice (at least one d4, d6, d8, d10, d12, and d20), some scrap paper, a pencil, an RPGA scoring packet, and your sense of fun. It is also a good idea to have a way to track movement during combat. This can be as simple as a pad of graph paper and a pencil, as handy as a vinyl grid map and chits, or as elaborate as resin dungeon walls and miniatures.

Instruct the players either to prepare their characters now, or wait until you read the introduction, depending on the requirements of the scenario as described in the introduction.

Keep in mind that you must have at least three players (not counting the DM), for the game session to be a sanctioned RPGA event. As well, you cannot have more than six players participating in the game.

Once you are ready to play, it is handy to instruct each player to place a nametag in front of him or her. The tag should have the player's name at the bottom, and the character's name, race, and gender at the top. This makes it easier for the players (and the DM) to keep track of who is playing which character.

The players are free to use the game rules to learn about equipment and weapons their characters are carrying. That said, you as the DM can bar the use of even core rulebooks during certain times of play. For example, the players are not free to consult the *Dungeon Master's Guide* when confronted with a trap or hazard, or the *Monster Manual* when confronted with a monster.

Some of the text in this scenario is written so that you may present it as written to the players, while other text is for your eyes only. Text for the players will be in gray boxes. It's strongly recommended that you paraphrase the player text instead of reading it aloud. Some of this text is general and must be adapted to the specific situation or to actions of the player characters.

Scoring

After the players have completed the scenario or the time allotted to run the scenario has run out, the players and DM score the game. Complete the RPGA scoring grid with names and RPGA numbers only, and the event information at the top. RPGA no longer uses voting for any reported results. Give the Scoring Packet to your event coordinator.

This is a LIVING GREYHAWK Adventure. As a LIVING adventure it is expected that players bring their own characters with them. If players do not have a LIVING GREYHAWK character generated, get a copy of the current LIVING GREYHAWK character generation guidelines, and a character sheet from your convention coordinator or the RPGA Web site, and then have any players without a character create one. Once all players have a LIVING GREYHAWK character, play can begin.

Along with the other materials that you are assumed to have in order to run a D&D game, it is also recommended that you have a copy of the LIVING GREYHAWK *Gazetteer*.

Living Greyhawk Levels of Play

Because players bring their own characters to LIVING GREYHAWK games, this adventure's challenges are proportioned to the average character level of the PCs participating in the adventure. To determine the Average Party Level (APL):

1. Determine the character level for each of the PCs participating in the adventure.
2. If PCs bring animals that have been trained for combat (most likely being war horses, dogs trained for war), other than those brought by virtue of a class ability (i.e. animal companions, familiars, paladin's mounts, etc) use the sidebar chart to determine the number of levels you add to the sum above. Add each character's animals separately. A single PC may only bring four or fewer animals of this type, and animals with different CRs are added separately.
3. Sum the results of 1 and 2, and divide by the number of characters playing in the adventure. Round to the nearest whole number.

- If you are running a table of six PCs, add one to that average.

By following these four steps, you will have determined the APL. Throughout this adventure, APLs categorize the level of challenge the PCs will face. APLs are given in even-numbered increments. If the APL of your group falls on an odd number, ask them before the adventure begins whether they would like to play a harder or easier adventure. Based on their choice, use either the higher or the lower adjacent APL.

APL also affects the amount of experience you may gain at the end of the adventure. If your character is three character levels or more either higher or lower than the APL this adventure is being played at, that character will receive only half of the experience points awarded for the adventure. This simulates the fact that either your character was not as challenged as normal, or relied on help by higher-level characters to reach the objectives.

Note: LIVING GREYHAWK adventures are designed for APL 2 and higher. Four, or sometimes even five 1st-level characters may find difficulty with the challenges in a LIVING GREYHAWK adventure. If your group is APL 1 there are two things that you can do to help even the score.

- Attempt to create a table of six 1st-level characters, or try to enlist higher-level characters to play at that table.
- Advise characters to buy riding dogs to help protect them, and fight for them. All riding dogs are considered trained to attack. PCs who want their

action (spoken command) that may be attempted each round. If an animal loses half or more hp in a single round it flees, unless another check is successful.

Time Units and Upkeep

This is a standard two-round Regional adventure, set in the Shield Lands. Characters native to the Shield Lands pay one Time Unit per round, all others pay two Time Units per round. Adventurer's Standard Upkeep costs 12gp per Time Unit. Rich Upkeep costs 50gp per Time Unit. Luxury Upkeep costs 100gp per Time Unit.

	Mundane Animals Effect on APL	# of Animals			
		1	2	3	4
CR of Animal	1/4 & 1/6	0	0	0	1
	1/3 & 1/2	0	0	1	1
	1	1	1	2	3
	2	2	3	4	5
	3	3	4	5	6
	4	4	6	7	8
	5	5	7	8	9
	6	6	8	9	10
	7	7	9	10	11

dogs to attack must succeed at a Handle Animal or Charisma check (DC 10). Failure indicates that the animal will not attack that round. This is a free

Adventure Background

This event's main purpose is to reverse the consequences of SHL04-02: In the Service of the Lady. If the PCs have not yet played SHL04-02, playing this adventure first will substantially ruin the playability of SHL04-02 in the future.

Earlier this year (594 CY), the forces of Iuz acquired the final amount of ingredient they needed to perform an ancient dwarven ritual. The ritual allows individuals to instantaneously travel between any two locations that are in physical contact with the earth or stone of Oerth. Because the magical travel uses elemental magic rather than travel via other planes, spells like *dimensional lock* and *dimensional anchor* are ineffective defenses against it. This ritual is called *earthstride* and was first detailed in SHL04-02.

The ritual allowed Iuzian hunter-killer squads to venture forth to accomplish a long wished-for goal: the assassination of Lady Katarina. Groups of the hunter-killers swarmed her at an opportune moment, while she was traveling near the border forts without a large contingent of forces. Nearby Pathfinders and her bodyguards defeated many of the assassins, but one still got to her.

The Lady's body was returned to Critwall. However, no attempt to contact her soul has been successful. Even the High Priest of the Cathedral of the Shield Reclaimed was unsuccessful in resurrecting her.

Not long after, Pathfinders were sent on a mission with a foreign Heironian who claimed to have had a vision that would lead to the Lady's restoration. The mission was bungled, or at least that was the accusation leveled at the Pathfinders by some of the Lords. The Pathfinders were accused of being a detriment rather than an asset: mercenary part-timers rather than heroic defenders. The resulting furor led to their disbanding with an official proclamation by the Council of Lords. Ex-pathfinders were given two choices: leave the Shield Lands or join its Standing Army. Lord Franz Torkeep, a long-time champion of the Pathfinders, intervened and offered a third option: become one of his retainers, and help him recreate the Pathfinders as his unofficial troops.

Since then, the question on everyone's lips has been when the Council of Lords will appoint a new Knight Commander, and who it will be. However, there appear to be complications. The position of Knight Commander is traditionally an inherited position belonging to the ruler of the County of Walworth, and there is no one currently available with a claim to that seat. Many among the Council, especially those closely aligned with the Knights of the Holy Shielding, are reluctant to do anything that would be counter to tradition. There have even been calls for the Knights' second in command,

Knight Bannerette Incosee, to take on the role of Knight Commander in lieu of their decision. The Knight Bannerette has refused, declaring that only accept the mantle of "acting" Knight Commander could be accepted.

Amidst this indecision, the morale and organization of army and population alike have scattered before the oncoming winter winds. Even in the wake of the reported death of Waquonis and the destruction of a large part of Admundfort, the Council has made no plans to take advantage of the opportunity. Impatient and disgruntled, the Admiral of the Shield Lands navy has assembled disaffected groups from the Shield Lands and taken matters into his own hands. Some of the groups included Pholtans in Bright Sentry, followers of Trithereon, followers of Procan, and even a few barges of Rhennee friendly to the Shield Lands, as well as several groups of adventurers and mercenaries. As the adventure begins, the Admiral's expedition has been launched from Bright Sentry on the way to retake Walworth Island.

Across the border, the strangely silent Iuzians have been gathering their forces. The quiet on the wall has simply been the calm before the storm. Tonight, thousands of undead and goblinoids will be unleashed on the undermanned and leaderless armies of the Shield Lands. And the PCs are manning a lonely outpost right in their path.

Adventure Summary

INTRO: PCs are on the border outside of Gensal. Their outpost is near where the Sidhee (pronounced SHEE) Forest once laid. It is the month of Patchwall. Sleeping PCs have a communication sent to them in a dream, alerting them to imminent danger. The dream also seems to be a summons to help the dream-sender.

ENCOUNTER ONE: The PCs' outpost and an adjacent outpost are attacked during the night.

ENCOUNTER TWO: The PCs go to the rescue of the adjacent outpost, only to arrive too late (apparently) as only the attacking undead are found. Once the undead are destroyed, the PCs can find no Shield Lander bodies. However, they do see a menhir circle to the east, in the direction the person in the dream headed. As more attackers approach, the PCs realize that the outpost's guardians are within the menhir. They pass through its protective barrier.

ENCOUNTER THREE: Upon entering the circle, the PCs are transported to the fey realm of the relocated Sidhee Nation. The Sidhee (pronounced *shee*) are very troubled, nearly mad; the PCs are brought to meet Lonllarcan, the nominal leader of the Sidhee Nation, who tells them he has had a dream about Lady Katarina. Lonllarcan's dream showed Lady Katarina's soul bound in

a gem deep beneath Law's Forge. Shattering the gem will free her soul. After further describing the dream and discussion about what it means, Lonllarcan states that the Sidhee Nation can deliver the PCs into Laws' Forge to free Katarina's soul, and that the way back out will be revealed when they shatter the gem. He asks the PCs, if any would die for Lady Katarina as the way to save her may very well lead to their deaths. Any PC who does not agree to die for Lady Katarina will not be brought and their adventure ends here. The last bit of advice Lonllarcan bestows is that his dream showed him that once past the room of shapechangers, the PCs should head down as far as they could. When they could go no further, they should find Lady Katarina's soul gem.

ENCOUNTER FOUR: Lonllarcan brings forth a pixie spellcaster who casts *astral projection* to take the party to the Astral plane. They find themselves in the aftermath of a battle between mind flayers and githyanki. The githyanki were the losers, and the PCs must defend themselves against the victors.

ENCOUNTER FIVE: After defeating the Mind Flayers, the PCs are delivered into the bowels of Law's Forge. The Sidhee fey who brought them here bids them farewell and disappears. Since the PCs traveled here astrally, their bodies are in fact back in the Sidhee Nation . . . on another plane. This means, probably unbeknownst to the PCs, that they cannot truly die here. Nor are their current forms likely to escape, however. Lonllarcan spoke truly when he said the PCs would face certain death, for it is only in the destruction of these astral forms that the PCs' souls will be pulled back along the silver cords and returned to their bodies, safe and sound in the fey realm. The PCs arrive in a hidden room that appears to be the Forge's secret cache of a ton or more of adamantine.

End Round One, Start Round Two

ENCOUNTER SIX: The PCs must find their way into the depths of Law's Forge. By exiting the tunnel from the adamantine storage chamber, they are "spotted" by doppelganger mindspies disguised as Council Lords. The mindspies act out a scene to allow the shadow demon to escape to sound an alarm, and move to surround the PCs.

On this level of Law's Forge, they could discover some rooms with various doppelganger training devices and material. The rooms have vast collections of data on individual members of the Council of Lords.

ENCOUNTERS SEVEN (A, B, and C): This starts as an initial chamber where PCs must make a choice between two routes [Encounter 7a]. Based on that choice, PCs get to either Encounter 7b or Encounter 7c. Both encounters will take PCs past chambers with real Council Lords imprisoned in. PCs will only get to see one row of Council Lords, not the other.

ENCOUNTER EIGHT: The wing of this level contains holding cells for experimental undead. Any good aligned character entering each wing will trigger the holding cells to open. The first wing that the PCs come upon holds Spawns of Kyuss. (APL Even, likely avoidable encounter)

ENCOUNTER NINE: This is the former-shrine to Moradin. In it are paladin-huecuvas.

ENCOUNTER TEN: The party faces some Eyes of fear and flame.

ENCOUNTER ELEVEN: The PCs have found the chamber with the soul gem. The PCs simply need to break all the gems to free Katarina's soul; attempting to stop them, however is a demonic entourage. Shattering any gem fills the room with a *dimensional lock*.

POST ENCOUNTER ELEVEN: Althea had been finally alerted to the PCs presence. She sends her close aid, the balor, Yblyss, and his troupe. PCs are not meant to defeat this encounter and it scales up to ensure this. In fact PCs must be defeated to even return home, so as to end the *astral projection* spell.

CONCLUSION: The PCs wake up back in the outpost, guarded by those who didn't come along.

General Shield Lands Information

Because of the desperate conditions in the Shield Lands, all that enter the lands must contribute to the welfare of the Shield Lands in some way.

Those who aren't already members of the Standing Army of the Shield Lands or the Greycloaks are told to either leave or find work. One outlet for work is amongst Torkeep's Pathfinders (a hardy group of adventurers always on the alert for dangers to the Shield Lands). Of course, a sturdy profession or craft is looked upon kindly, but such folks aren't given tours-of-duty where adventure would be found. Torkeep's Pathfinders fill the roles when the regular army is not equipped to deal with the problem or whenever the army needs help someplace they are short-manned. Most foreigners are drafted into the Pathfinders because of the short service terms offered.

Half-orcs are disliked immensely in the Shield Lands. Many businesses won't serve them and many people won't even talk to them.

Introduction

To play this event, a PC must have played any one of the following Shield Lands adventures:

- SHL4-01 The Good Oerth
- SHL4-02 In the Service of the Lady

- SHL4-03 End of the Path
- SHL4-04 A Deepening Malice
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- SHL4-06 Banners of Torkeep

The adventure begins with the party stationed at a lonely outpost near Gensal. The Standing Army is stretched thin, and has no way of covering each and every outpost. The party members are, if members of the army, garrisoned at the outpost. Pathfinder party members will find themselves there volunteering to help guard the borders until more troops can be assigned, or perhaps are bringing food and supplies.

Allow the PCs to introduce themselves.

According to Greycloak scouts, Vayne (an evil leader in the army of Iuz) has been increasing his forces across the border for several months . . . but doing nothing with them. While such hordes would normally be thrown against the border forts in a war of attrition, this time they being held in reserve. But for what? Is he waiting until he has a critical mass of troops to launch an attack? Or is it a matter of timing? Many of his troops, being undead, can wait as long as necessary without needing food or supplies.

Recently, raids by the Iuzians have trickled off to nearly non-existent. Some factions in the Shield Lands see the cessation of Iuzian raiding as a sign of weakness. They call for a strike against the Old One to take back more territory. Then word came that some catastrophe had hit Admundfort, wiping out most of the occupying forces. Some even say the vile Iuzian mage, Waquonis, died in the explosion. The admiral of the Shield Lands' navy, one of those who had been calling for a new offensive, seized the opportunity. Without permission from the Council of Lords, he gathered together what forces he could and set sail for Walworth Island. Among the members of his coalition were the Church of the Everchanging Wave (eager to return home and rebuild what was once the largest temple to Procan in the Central Flanaess), and followers of Trithereon the Vengeanceseeker (ever quick to defy the Council of Lords). Both churches hired many mercenaries from Waghalter's Best to fill their ranks, as well.

While some of you may have longed to accompany the navy on its bold expedition, duty called: both the army and Torkeep's Pathfinders have been called upon to help man the border outposts. This is an important duty in these uncertain times, as the navy's independent strike is only a symptom of a greater problem: without Lady Katarina to galvanize their wills and still their squabbling, the Council of Lords seems unable to act efficiently. They can't even

declare a new Knight Commander to replace Katarina, for fear of defying old traditions and offending the Knights of the Holy Shielding. Morale and organization are at an all-time low, both among those who defend the Shield Lands and those who strive to eek out a living within it. Without a figurehead, and without a courageous leader to inspire them, the Shield Lands has weakened. It suffers from aimlessness or uncertainty at best, infighting and ignorance at worst. The enemy cannot have failed to notice this, and so keeping a close eye on the borders has never been more important.

You are stationed with a few others at a lonely outpost beyond Gensal. Your duty is clear: Defend the outpost, but be willing to support either of the adjacent outposts if necessary.

Last night, a break in the monotony came in the form of a possibly prophetic dream. You've debated its meaning for much of the day, and you can't shake the feeling that the dangers it foretells are soon in coming. Everyone seems to be on edge.

You can give PCs the **Player's Handout**. It tells them the details of the dream.

If the PCs so desire, they can consider themselves to be equipped with one of the following missile weapons from the outpost's weapon locker: sling, light crossbow, heavy crossbow, shortbow, or longbow. Also, each PC can be considered to have at their disposal three javelins, and the outpost also has a cache that they may split of 100 arrows, 100 bolts, 100 bullets, and 20 javelins.

Each outpost also comes with a scroll of *whispering wind*, which PCs are told is to be used to send early warning back to Torkeep of an invasion.

The PCs know that there is another outpost about two miles east of their position; the next closest outpost is more than six miles to the west.

Encounter One

The ominous feeling you have had all day has kept you on your toes. Something about your dream felt true. Now, you're standing along the outer parapet of your outpost and dusk is turning into night. Just as in your dream, Celene and Luna both sit high in the sky. You peer out into the night, looking for any sign of trouble.

Allow PCs to make skill checks to become aware of the oncoming onslaught. The PC with the best checks will determine at what range the encounter begins.

- Spot DC 30 for seeing the enemies just outside the PCs' "shadowy illumination" range. See *DMG* page 164-165 for distances of illumination.

- Spot DC 15 for seeing the enemies at just outside the PCs' normal vision range (bright light or maximum *darkvision*).
- PCs can make a Listen check. Take what the PC rolled, and that is how far away the enemy is in tens-of-feet when that PC hears them. Of course, the PC may see the enemies before he hears them if the PC rolls bad enough.

The coming force is not taking any precautions to hide or silence themselves. They are marching on relentlessly; PC listening will hear a steady shuffling gait. This is the first wave meant to soften up outposts. The oncoming forces are moving at 30 ft. per round (the speed of the human zombies).

This encounter is adjusted for PCs being inside the protection of the outpost. Be familiar with the **Tactics** section.

APL 6 (EL 6)

- **Ettin Skeleton (1):** hp 65, see *MM*, pg. 227.
- **Bolstered Human Commoner Zombie (3):** hp 16, see *MM*, pg. 267.
- **Hobgoblin on Light Warhorse (3):** hp 7, see *MM*, pg. 153.
- **Low-rank Iuzian priest (1):** hp 35, see Appendix.

APL 8 (EL 8)

- **Ettin Skeleton (1):** hp 65, see *MM*, pg. 227.
- **Ogre Zombie (2):** hp 55, see *MM*, pg. 267.
- **Bolstered Human Commoner Zombie (4):** hp 16, see *MM*, pg. 267.
- **Hobgoblin on Light Warhorse (6):** hp 7, see *MM*, pg. 153.
- **Low-rank Iuzian priest (2):** hp 35, see Appendix.

APL 10 (EL 10)

- **Grey Render Zombie (1):** hp 133, see *MM*, pg. 267.
- **Ettin Skeleton (2):** hp 65, see *MM*, pg. 227.
- **Ogre Zombie (3):** hp 55, see *MM*, pg. 267.
- **Bolstered Human Commoner Zombie (4):** hp 16, see *MM*, pg. 267.
- **Hobgoblin on Light Warhorse (8):** hp 7, see *MM*, pg. 153.
- **Low-rank Iuzian priest (3):** hp 42, see Appendix.

APL 12 (EL 12)

- **Grey Render Zombie (2):** hp 133, see *MM*, pg. 267.
- **Ettin Skeleton (4):** hp 65, see *MM*, pg. 227.
- **Ogre Zombie (6):** hp 55, see *MM*, pg. 267.
- **Bolstered Human Commoner Zombie (8):** hp 16, see *MM*, pg. 267.

- **Hobgoblin on Light Warhorse (16):** hp 7, see *MM*, pg. 153.
- **Mid-rank Iuzian priest (1):** hp 56, see Appendix.
- **Low-rank Iuzian priest (3):** hp 42, see Appendix.

Environment: Each corner of the outpost has a lit hooded lantern on a post.

PCs on the catwalk have cover against attacks from outside the outpost. PCs on the catwalk also benefit from being on higher ground.

Important to remember is that it is nighttime with two moons shining, thus there are areas of shadowy illumination outside of the illumination of the lanterns and characters' *darkvision*. There is darkness where moonlight is blocked.

Tactics: The hobgoblins each have composite shortbows, and a quiver of alchemist's arrows. Their horses flee once the riders have been taken out. The hobgoblins' orders are explicit: the alchemist's arrows are only to be used to burn the outposts. As such, until the PCs leave the outpost to fight, the hobgoblins will keep firing alchemist's arrows at the outpost itself rather than at its defenders.

Once a square is struck by an alchemist's arrow, the squares adjacent to it catch on fire the next round. PCs should get the idea that the entire outpost will be aflame soon, and will likely have to be abandoned. DMs should familiarize themselves with the "Catching on Fire" rules on page 303 of the *PHB*.

Also, the Iuzian priests all begin combat with *invisibility* pre-cast. They will be roaming around among the undead, bolstering them spontaneously casting *inflict* spells to "heal" the undeads' wounds.

One Iuzian priest will also ready an action to rebuke undead to dispel turning attempts if he thinks there are clerics among the PCs who might do so.

At the start of the encounter, consider the human commoner zombies as being bolstered, the results of which you should roll beforehand. Remember, a bolstering only lasts 10 rounds.

The undead and hobgoblins fight to the death, while the Iuzians will flee if their minions are destroyed.

Treasure: APL 6: loot 494.5 gp; coin 167 gp; magic 254 gp - Total: 915.5 gp

APL 8: loot 989 gp; coin — gp; magic 504 gp - Total: 1493 gp

APL 10: loot 542 gp; coin — gp; magic 2012.5 gp - Total: 2554.5 gp

APL 12: loot 1056 gp; coin — gp; magic 2863.33 gp - Total: 3919.33 gp

Development: While the PCs are being attacked, the neighboring outpost 2 miles away is being attacked simultaneously. At 2 miles away, the PCs won't be able to see the details, but they will see the other outpost lit, undoubtedly on fire.

If any of the Iuzians are captured alive or if *Speak with Dead* is used, they can give a crude listing of the following information:

- 1) They are under Lesser Boneheart Vayne's ultimate command.
- 2) They are part of an ENORMOUS force being gathered here, in the heartland. They would not know the exact detail, but they should be able to guess about 1200 troops in the part of the army they are assigned to...
- 3) They would be delighted to show the party where the army is because the party would be wiped out! Glory to IUZ!!!! Please discourage party members from going out to fight the big army of Iuz! High level characters may be tough to dissuade, but explain to them the firepower of such a force would be beyond their ability.
- 4) Pick evil sounding names for them, such as: Goreblast, Dark Kantrips, Bonechewer, etc.

IMPORTANT: At some point when the PCs have nearly defeated all of the enemies, pick a PC who is a Knight of Holy Shielding, a party leader, or the party scout. This PC would presumably have had some level of contact with the neighboring outpost during the duration of the PCs' stay. That PC receives a whispered message (which comes from the *Whispering Wind* scroll from the next nearest outpost, 2 miles away). Take the PC to the side and tell them the message:

"We have been overrun. It's up to you to send the message to Torkeep; then come east! The enemy is massing, and we've discovered something that could affect the outcome of the invasion."

Because the other outpost is high on a hill like the PCs' outpost, a Spot check (DC 25) will see large shapes moving in front of the tower of flame, and will see the outpost walls being pulled down. The flames will burn for quite a long while.

Encounter Two

This encounter is mostly identical to the previous encounter. The major difference is the lack of hobgoblins, who are now returning to the main force to report on their success. In place of the hobgoblins are an equal number of human commoner zombies.

For simplicity, the creatures encountered here are exactly the same as the prior encounter. The **Tactics**

section will note any differences in the behavior of the two forces. If the party travels on foot, it takes 20 minutes to get to the next outpost. If by mount, travel takes about 15 minutes. Magic can make the journey much quicker. Depending on how the party travels, read or paraphrase the following:

Racing along the ridgeline between the outposts, you arrive at the flaming outpost in about 20 minutes. Large two-headed skeletons are still in the process of pulling down the outpost tower. In the light of the burning-out fires, you can see other humanoid forms loitering about.

This encounter is raised in EL compared to the prior encounter because the PCs do not have the major advantage of being inside a fortification at the start of the encounter. That the enemies here have expended some resources is still accounted for.

APL 6 (EL 7)

- **Ettin Skeleton (1):** hp 65, see *MM*, pg. 227.
- **Human Commoner Zombie (6):** hp 16, see *MM*, pg. 267.
- **Low-rank Iuzian priest (1):** hp 35, see Appendix.

APL 8 (EL 9)

- **Ettin Skeleton (1):** hp 65, see *MM*, pg. 227.
- **Ogre Zombie (2):** hp 55, see *MM*, pg. 267.
- **Human Commoner Zombie (10):** hp 16, see *MM*, pg. 267.
- **Low-rank Iuzian priest (2):** hp 35, see Appendix.

APL 10 (EL 11)

- **Grey Render Zombie (1):** hp 133, see *MM*, pg. 267.
- **Ettin Skeleton (2):** hp 65, see *MM*, pg. 227.
- **Ogre Zombie (3):** hp 55, see *MM*, pg. 267.
- **Human Commoner Zombie (12):** hp 16, *MM*, pg. 267.
- **Low-rank Iuzian priest (3):** hp 42, see Appendix.

APL 12 (EL 13)

- **Grey Render Zombie (2):** hp 133, see *MM*, pg. 267.
- **Ettin Skeleton (4):** hp 65, see *MM*, pg. 227.
- **Ogre Zombie (6):** hp 55, see *MM*, pg. 267.
- **Human Commoner Zombie (24):** hp 16, see *MM*, pg. 267.
- **Mid-rank Iuzian priest (1):** hp 56, see Appendix.
- **Low-rank Iuzian priest (3):** hp 42, see Appendix.

Environment: The outpost walls and tower are functionally useless. The wooden walls are either on fire,

burned-out charcoal, or lying in heaps on the ground. Consider the entire area of the former outpost to be effectively torch-strength lighting from the remnants of still burning wood.

Otherwise, it is still a moonlit night.

Tactics: The Iuzian priests are still invisible. The human commoner zombies are no longer bolstered. The hobgoblins long ago returned on horseback to report on their success in taking down this outpost.

The Large undead are arrayed somewhere near a tower wall, where they are finishing the act of pulling them down. Other undead are standing about waiting for orders.

The Iuzians will not do anything to intentionally lose their invisibility unless they have no choice. They prefer to use their turn/rebuke undead attempts to counter PC turning, to bolster undead, or to command undead to attack. They may also cast *inflict* spells to heal undead.

Just as in the prior encounter, the undead fight until they are destroyed, while the Iuzian priests will flee when all undead are vanquished.

Treasure: APL 6: loot 307 gp; coin 150 gp; magic 254 gp - Total: 721 gp

APL 8: loot 614 gp; coin — gp; magic 504 gp - Total: 1118 gp

APL 10: loot 42 gp; coin — gp; magic 2012.5 gp - Total: 2054.5 gp

APL 12: loot 56 gp; coin — gp; magic 2863.33 gp - Total: 2919.33 gp

Development: When PCs search around the outpost, they will notice that there are no corpses of the guards of the outpost to be found. If the Iuzian priests are interrogated, they will reveal that the outpost was unmanned when they attacked. They will also state, with an evil grin, that this invasion spells the end of the Shield Lands, and that thousands more are coming.

A Search check **DC 14+APL** will reveal that there is a remnant of a used scroll of *whispering wind*.

PCs with the Track feat may make a Survival check **DC 16**; success shows a trail of six human-sized boot prints heading downhill to the east. The characters can determine that the prints were laid down mere minutes before those of the Iuzians. If the PCs do not have a tracker, a DC 16 Search check will reveal the Shield Landers' boot prints, but not the direction they went.

If the PCs don't or can't follow the lead, those who venture out of the torchlight of the burning outpost can make a **DC 20** Spot check to catch a glimpse of a faint flickering light to the east.

If absolutely all else fails, have each person make listen checks: The highest hears the sound of a number of

birds, possibly ravens, taking flight suddenly, as if surprised. The sound comes from the east.

Encounter Three

Following the tracks or heading towards the light reveals the following:

You have arrived at a strange sight. At the bottom of a swale between undulations of the rolling hills, you entered a thick growth of trees along a streambed. Before you, a ghostly light shines from the center of a circle of stone menhirs. You hear muffled voices, seeming to emerge from within the circle of stones.

A **DC 16** Listen check will hear the following: *"Step into the circle! We need your help . . . the fate of the Lady and the Shield Lands itself are at stake!"*

If PCs followed tracks here, they will see that the boot prints walk right into the menhir circle and then disappear.

Any PC who has visited the Sidhee (pronounced *shee*) in SHL02-02 *The Moongatherer* or SHL03-03 *The Moonlight Arrives*, or is a member of the Sidhee Nation, will recognize that the stone menhir circle is very evocative of structures found in the Sidhee realm.

Environment: The Sidhee Realm has the following traits.

☛ **Enhanced Magic.** The Sidhee Realm is highly magical, and all arcane spells cast there are maximized, empowered, and extended (As if prepared or cast with the appropriate feats). The Sidhee do not much care for the pious of any faith, so divine magic is unaffected. Travelers to the Sidhee realm will discover that spells cast while in the Sidhee Realm weren't really cast (they still have the same spells prepared and available slots as when they entered). Similarly, any spells still in effect when a traveler leaves the Sidhee Realm are gone as if they were never cast. Only spells cast by natives of the Sidhee Nation remain in effect when the target of the effect leaves the Sidhee Realm.

☛ **Flowing Time.** For every 10 minutes in the Sidhee Realm, only 1 minute passes on the Material Plane. Only members of the Sidhee Nation seem to remember everything that occurs while they are in the Sidhee Realm. Others seem to recall everything as if it were all a dream-like trance.

A Note for those who have not previously encountered the Sidhee: The Sidhee is a mysterious group of fey. They have occasionally appeared and assisted the Shield Lands. The Shield Lands also went forth and assisted them in defending their homeland from an Iuzian invasion. The

forest NEVER seems to be in the same location twice, and in fact, was last rumored to be MUCH nearer to Torkeep! Usually, when the Sidhee want someone to visit, they send an animal messenger. In SHL02-02, the animal messenger was a fox.

Upon stepping into the menhir circle, those PCs immediately are transported to the Sidhee Realm (in a manner similar to a *teleport* spell).

To those that enter the circle, read or paraphrase the following:

As you walk into the circle, the flickering, hovering light fills your vision. You feel dizzy for a moment, and then it's as if your senses are one step removed from your body. Then the strange sensations pass, and you find yourself in a place that is similar yet different. The geography is the same, but the sky is filled with a dusky twilight, or maybe dawn, rather than the deep night you left. There are no moons in the sky, and the clouds you can see are varying shades of faded reds, browns, purples and oranges. Everywhere, leaves are being blown from their branches and slowly settling to the ground.

Buzzing fireflies coast on gentle breezes outside the menhir circle, drawing your gaze along until it meets a familiar site. A squad of Shield Landers stands just outside the circle, looking in at you with relief.

"You got the message. May the Axe Grow Great! You came!"

This is Sir Rarlan Corton, once the second in command of the Pathfinders. Some PCs may have met him in SHL02-03 *Beyond the Pale*. He is a Knight of Holy Shielding. Since the disbanding of the Pathfinders, which caused Sir Rarlan significant loss of face and honor, he has put his lot in with Franz Torkeep. He has struggled with many thoughts of inflicting his revenge upon Shelton Half-hand (Secretary to the Council of Lords and, although a lawful-good cleric of Heironeous, somehow always able to make enemies rather than friends) but the Knight's code of conduct stays his hand. Today, he has forsaken his former status and signed on as just another of Torkeep's Pathfinders. The way he sees it, this is the best way to do penance for his failing the Pathfinders in their hour of need.

If anyone asks, Sir Rarlan and any from his cohort will confirm that they also had a similar dream as the one in the PCs handout.

• **Sir Rarlan Corton:** LG male human, Pal 6/KoHS 2.

With Rarlan are other faces some PCs may be familiar with.

• **Ilart Fip:** LG, male human, Ftr3. Ilart is an older man (mid-40s) who joined the army for revenge. His

family lived in Law's Forge and was killed during the first invasion. He wears leather armor and carries a short sword, spear, and dagger. (He may have accompanied PCs on their journeys in SHL02-02 *The Moongatherer*)

• **Argourel of Axeport:** LN, male human, Ftr4. Argourel is a superstitious fisherman-turned-soldier from Axeport. He thinks his family escaped before Axeport was destroyed but is unsure, having heard nothing of them since before the invasion. He wears leather armor and carries a long bow, short sword, and dagger. He is an accomplished archer. (He also appeared in SHL02-02 *The Moongatherer*)

• **Garesca:** LG, female human, Sor6. **Garesca** is a young and fiery-tempered native of Critwall. Her eagerness to please superiors sometimes clouds her better judgment (play her with a comparatively low wisdom). She may be recognized as a local pathfinder and a member of the mysterious group, the Incendenti.

• **Tuatha of the Oak Eye:** NG, male elf, Rgr3/Rog3. He is a young elf who once hailed from the Faerie Kingdom of Celene. He is primarily a scout for the Shield Lands army. Very cautious and quiet, he never smiles. Preaches the virtues Sidhee Nation to any elf with the zeal of a convert who has seen the light himself. He is a member of the Sidhee Nation today. (He was last seen in SHL02-02 *The Moongatherer*)

• **Ersanna:** CG, female half-elf Rgr8. She is a Greycloak. Ersanna is quiet and serious, but not morose. In fact she has a bit of a dark sense of humor when you get to know her. She has a light complexion and light brown hair. Her neat appearance compliments her attractive features and thin half-elven frame despite the obvious wear of her armor and weapons. She had been on recent mission beyond the frontlines, but has been unable for the past week to get beyond the Iuzian lines due to extreme vigilance and numbers of the Iuzians. She is not normally stationed with Sir Rarlan; as a Greycloak, she goes where she pleases. (She was among the table of officers in SHL03-07 *Noble Intentions* that assigned PCs to their dangerous mission).

Sir Rarlan will tell the PCs that on occasion talking animals come forth out of the woods, speaking strange sounds that only Tuatha can understand, and then departing back into the foliage. Tuatha has told him that Lonllarcan has called for them, and waits patiently with an offer of assistance against the invasion. Knowing the PCs to be diverse in their talents and remembering that some have dealt with Lonllarcan before, Sir Rarlan insisted on waiting for them (additionally, he was

uncertain of the PCs' ability to travel long distances quickly, and didn't want to abandon them to the oncoming Iuzian hordes). Now that they are all here, he thinks they should move out. (NOTE: Lonllarcan appears, typically, as massive unicorn, and is the leader, so to speak, of the Sidhee nation.)

Read or paraphrase the following (as Sir Rarlan finishes summarizing the above):

"So here we sit. The elves sent us what Tuatha tells me is an animal guide, a fox named 'Bochstech'. He is apparently an emissary of the Sidhee leader, Lonllarcan. The fox left just before you arrived. Tuatha says when it comes back, we are to follow it to meet this Lonllarcan. I know I'd appreciate it if you could accompany us. I think we are going to need all the help we can get!"

The instant the consensus is to answer Lonllarcan's call and follow the animal guide, read or paraphrase the following.

In no time the fox returned. With a wag of its tail, and a piercing but friendly yap, it would have been obvious to even one of Waghalter's Finest the fox wanted to be followed. Making sure you were following it, it led you down a dense path in the woods. As you walk, you get the impression the trees and shrubbery were moving (albeit out of your vision) to make the path you were traversing. All around faint sounds of music drifted on the breeze and agreeable aromas, reminiscent of flowers in the spring, rise from the exotic flora. There is something magical and alien about the whole environment.

Into the Sidhee Forest

Once the group begins traveling into the forest, certain characters can make Wisdom checks. Bring PCs who make the check off to the side to tell them the specifics.

- **Automatic:** For members of the Sidhee Nation;
- **DC 15:** for any pure-blood elf;
- **DC 20:** for any druid;
- **Impossible:** For all others.
- Success means the PC has an intuition that the Sidhee Realm itself is under distress. The music heard has a tone of sadness, the aromas have a hint of illness, and flora and fauna seems unsettled.

Other factors can affect the PCs while traveling in the Sidhee Realm.

- The trees of the forest are under the control of the Sidhee Nation and the treants. The forest will change and shift behind the characters as

they pass through. They will become lost in minutes. Any skill, feat, or spell that gives absolute direction sense will still fail 50% of the time.

- All fey in the Sidhee Realm are aware of the non-elfen visitors. They assume the non-elfen visitors bring gifts from their leaders because that is what humans have often done in the past. Such fey will probably shoo PCs away, saying, *"You gifts cannot make it better, let me be,"* whether or not PCs actually offer gifts.
- Characters are shadowed at all times by six pixies that were tasked with keeping a special eye on the non-elfen folk. The pixies are constantly pouting, snickering, tripping, and dropping acorns on characters. Occasionally astute-eared PCs will hear a pixie say, *"These look like the ones in the new dream, don't you think? They aren't Moonlight, are they?"*
- For this adventure, player characters who are members of the Sidhee Nation have a +2 circumstance bonus to their listen, spot, search and all charisma based skills while traveling in the Sidhee Realm.

Once the PCs have traveled for a bit, continue with the following:

Some moments later you pass by a clearing filled with a pond. Sitting dejectedly on the shore of the pond is a woman whose beauty exceeds words.

This is the nymph Lameria. She has voluntarily suppressed her blinding beauty ability, but still is gorgeous beyond mortal words. She will not answer any PC attempt to contact her (although she will make the very slightest of smiles to any elves or half-elves in the party, and the very slightest of pouts towards any dwarves or half-orcs...). She will glance over at the PCs if they make any attempts at getting her attention, but will slowly look away again, and wave them off.

Bochstech continued forward past the nymph. A few minutes later you come upon a miserable scene: perhaps a few dozen feet off your trail, propped against a large rock, is a horned man with the legs of a goat. He is thoroughly drunk, and he's pounding the back of his head against the large stone, holding his arm across his tear-filled eyes.

This is the satyr Beltrum. Any PC can attempt a Listen check at DC 20 to hear him mutter under his breath:

"Just make it go away... make it stop."

Anyone who attempts to get Beltrum's attention will only anger him. In a drunken rage, he will charge off into the forest.

Not long after, a branch of a tree suddenly swings out and blocks your path. A deep voice emanates from the trunk of the oak. "SO, DO YOU FEEL IT TOO? THE SQUIRRELS ARE ALL SO JITTERY." Then the branch swings back, and the entire tree turns away and walks into the forest.

Soon you walk past a row of overgrown vines with ripe yellow fruits. Tuatha quickly instructs not to eat the fruit, as it is poisonous to non-Sidhee.

Any non-Sidhee or non-elf that eats the fruit, must make a DC 15 Will save or suffer from the effects of a *lesser confusion* spell as cast by a 20th level caster. Otherwise, the fruit is wonderfully juicy, sweet, and delicious. Any party member who makes a spot check (DC 30) will actually see the fruit as having nearly indiscernible blotches on them. Everyone else sees them as lush and bountiful.

Lonllarcan

Finally, the fox Bochstech leads you into a large opening where at least a hundred armed elves wait. Scattered among them are centaurs, pegasi, and griffons with elven riders. You hear a voice, neutral in tone, call out from somewhere beyond.

"Your land is imperiled, and your delay costs all dearly."

The crowd parts as a regal, snow-white horse with deep sea-blue eyes trots forward. Long silky hair hangs from its mane and forelock. An ivory-colored horn grows from the center of its forehead. Upon his back sits a tiny elf-like humanoid with gossamer wings.

"Everyone leave us. We must talk in private. Jak Jak, stay here of course."

Slowly the clearing is emptied. But then Lonllarcan says louder and more seriously, "I mean EVERYONE." All around you, pixies wink into sight, sitting up on branches. You can hear some pouting as they fly off: "Aw . . . why does Jak Jak get to stay?"

"Greetings Shield Landers. I am Lonllarcan." The unicorn continues. "This invasion is larger than you know. The Old One has built up his forces throughout the summer, and Vayne is ready to finally strike back for all the land that was retaken. We believe the invasion to begin tonight. If your people do not rally behind a leader, you will be destroyed in less than a few weeks' time. I tell you this because when you make a choice in a few moments, you should know what is at stake.

"We Sidhee and you Shield Landers have had a turbulent relationship. But some of you saved our forest from the Old One's flames when none else would. Tonight, we Sidhee return the favor in our own way. We do not have the numbers to ride out to fight at your side, and the Moonlight** trouble us still . . ."*

He pauses, reflecting in thought, takes a deep breath and exhales. "However, our eyes see much and our ears hear more than the rustling of the leaves. I have discovered a way into Vayne's stronghold, the citadel you call Law's Forge. I have also been given a vision of light and goodness in the depths of that place. I believe it is the soul of your leader, your - true - leader. If my vision spoke true, her soul is bound within a black sapphire."

He continues, "To free your leader's soul, to wake the Lady, you must simply destroy the gem. Then her soul will be free, so that your great pious ones can put her soul back in her body.

"Jak Jak will deliver those who go; once the gem is destroyed, the return trip will present itself. Jak Jak can only bring along eight others beside himself; those who cannot go ahead must stay behind to protect the others.

"So who of you would sacrifice your lives to free your Lady? For know this, Death itself will walk with you this journey and this ninth companion cannot be avoided..."

*This took place in SHLInt03-02 Amidst the Smoke and Flames.

**The Moonlight is a group of evil fey, bent on destroying the Sidhee.

What Lonllarcan has not said is that the PCs will be traveling to Law's Forge via an *astral projection* spell. Since extradimensional travel within the compound itself is impossible, the PCs will not be able to teleport out . . . the only way they can escape, literally, is to die. Then, since their true bodies will still be in the Sidhee Realm (a different plane), they will not truly die; their souls will return along the silver cords to their forms, and they will awaken here unharmed. The PCs may figure this out from Lonllarcan's cryptic utterings, but he does not explain directly, being unable to communicate the details; fey and mortals have very different understandings of identity, life, bodies, souls, etc., so it is a difficult concept to explain.

Give the PCs a moment to discuss this amongst themselves and with the NPCs. Sir Rarlan will insist he go at first, then will dither because he knows that his group is less likely to succeed than the PCs'. As much as he wants the chance to redeem himself, and as much as he wants the glory of saving the Lady's soul, he also

understands that it is more important for the mission to succeed.

If the PCs decide to not go on, the Unicorn will say he does not find this to be sound counsel. Let the party change their minds. If they insist on not going, Sir Rarlan will take the offer and go on the mission with his group. In this case, the adventure is over for the PCs. Up until Jak Jak actually casts his spell (see below) the party can change their mind to go on the journey. The DM can spin an ending where Sir Rarlan and his group go with Jak Jak, but over two days, the bodies of Sir Rarlan's group slowly reawaken from the *astral projection*, having not succeeded.

If anyone asks what Lonllarcan means by "staying behind and defending," he will reply that:

"The Sidhee Realm is not what it once was. It is changing inexplicably. On the one hand, as the voice of this realm, I have been granted a primal awareness, which granted me the vision I spoke of. On the other hand, the rest of the realm has changed as well. Some things have become more primal, while others grow sick and die. My people are upset, and the predators of the forest may strike out and attack that which is not native. Even if the forest remains tame, the assassins of Moonlight may learn you are here."

There is not more about this he is willing to discuss. The subject obviously upsets him. Lonllarcan has some last bit of advice:

"Once you enter Law's Forge, your Lady's soul is at the bottommost level of the dungeons. As soon as you are discovered, you must hurry to the bottom. Once there you will find the gem holding her soul."

♠ **Lonllarcan:** Male (?) unicorn Drd7/Ftr3/Wiz3.

♠ **Jak Jak:** Male pixie Sor14.

Roleplaying Notes: Lonllarcan should be very kind, but very wise. He never seems TOO excited. Looking deep in his eyes is to look into a starry sky filled with the mysteries of eternity...

Jak Jak, on the other hand, is very competent, but very annoying. He is a complete prankster but really does like non-fey in general and the Shield Landers in particular. If "coward" was a prestige class, he would be 20th level...

Getting to Law's Forge

When PCs are ready to take the mission, Lonllarcan smiles kindly, thanks the PCs for allowing the Sidhee to repay their debt to the Pathfinders, and canters away into the forest. Jak Jak hops off Lonllarcan's back, skips over to the PCs, and tells them to all stay close while he begins to

prepare for the trip. He begins dancing and hopping, pulls out a sheet of paper, speaks in the tongue of the Sidhee, chants a few nonsense rhymes, and then beckons the PCs to stand in a circle and all hold his hands. He then asks the PCs, "Are you ready to dance!?" and then the spell goes off.

Not counting Jak Jak, the party can have a total of eight members in it. Tiny animal companions (such as familiars) do not count towards this number. Size small and larger animal companions and familiars count as additional companions: 3 small sized companions count as one companion, each medium or larger also counts as one. A temporary size reduction may allow for multiple larger creatures to travel with the party.

Jak Jak was not casting a spell at all; he was just bluffing and playing around while reading from a scroll of *astral projection*. The end result is that anyone attempting a Spellcraft check (DC 24) to determine what spell it was will have a circumstance modifier of -4 to determine what spell is being cast (-8 if they do not speak Sidhee, or have a way to do so, such as *comprehend languages*).

Encounter Four

In this encounter, the PCs end up in the aftermath of a githyanki astral carrack that has just been slaughtered by a group of mind flayers. The party is literally tossed right into the mix. They should feel disoriented and at APL 12, the number of mindflayers present has been slightly reduced to compensate for this disorientation.

It felt like your mind was tugged right out the back of your skull, and in a blink the world around you disappeared and you found yourself surrounded by an infinite, clear, silvery sky both above you and below you. You see large tube-shaped clouds coiling into the distance.

One could find the effect disorienting as you find yourself hanging in space but not falling. All around you are the shattered wooden debris of some strange craft. Corpses hover here and there, some without eyes and others with mottled flesh stretched over thin, tall skeletons. You hear Jak Jak squeek "Oh dear!" just before he winks out of existence. That's when you see them: hunched over some of the nearby bodies are strange, purple figures in robes. It's not their clothing that catches your attention, however: it's the throbbing membranes of their heads, the four squid-like tentacles sprouting from where their mouths should be, and the cracking sound their victims' heads make as their skulls are shattered and their brains ripped out.

APL 6 (EL 8)

☛ **Mind Flayer (1):** hp 44, see *Monster Manual* page 186-188.

APL 8 (EL 10)

☛ **Mind Flayer (2):** hp 44, see *Monster Manual* page 186-188.

APL 10 (EL 12)

☛ **Mind Flayer (4):** hp 44, see *Monster Manual* page 186-188.

APL 12 (EL 13)

☛ **Mind Flayer (6):** hp 44, see *Monster Manual* page 186-188.

The party is in the Astral Plane. Each party member has an invisible silver cord attached to their body (see *astral projection* in the *Players' Handbook*, page 201). If the players can see it, they will notice these cords never seem to be entangled by anything else and they only dangle a foot or two behind a character until they fade away. Without noticing the silver cords a knowledge planes check is difficult (DC 30) to determine the plane the party is on. If the silver cords are noticed, the check is easy (DC 10). For every 5 points the check exceeds the DC, one of the following bits of information about the environment can be learned:

Environment: The Astral Plane has the following traits.

- ☛ **Enhanced magic.** All spells and spell-like abilities used within the Astral Plane may be employed as if they were improved by the Quicken Spell or Quicken Spell-Like Ability feats. Already quickened spells and spell-like abilities are unaffected, as are spells from magic items. Spells so quickened are still prepared and cast at their unmodified level. As with the Quicken Spell feat, only one quickened spell can be cast per round.
- ☛ **Subjective directional gravity.** Essentially the person moves by 'imagining' they are falling in a particular direction. The person then moves at a rate of 150 feet per turn. To stop or slow, the person imagines they are falling in a different direction. See DMG p. 148.
- ☛ **Timeless.** Age, hunger, thirst, poison, and natural healing don't function in the Astral Plane, though they resume functioning when the traveler leaves the Astral Plane.
- ☛ **Mildly neutral-aligned.** There is no penalty for being of any particular alignment.

To set up the battlefield, consider the entire battlemat to be filled with medium size chunks of wood and floating corpses of grimlocks and githyanki. Scatter the mind flayers about the battlefield evenly, probably placing them right next to a corpse as they finish feeding on it.

Tactics: Jak Jak immediately uses his *greater invisibility* when he sees the debris. He knows the debris is of a githyanki carrack and expects instant trouble. He is right. Thus Jak Jak is invisible before combat will begin. He will avoid combat at all costs, moving as far as he can outside the mind flayers' mind blast range. If the PCs are in severe danger of dying, feel free to have Jak Jak loose some *sleep* arrows or use his *Otto's irresistible dance*.

Mind flayers love variety, and eagerly attack the PCs as a chance to spice up their menu. NOTE: The mind blast is considered quickened on this plane (see above) meaning the mind flayers will be able to each use this ability TWICE per round! Most have confidence that their mind blasts will lay low the PCs, and so will fight to the end; when the situation is extremely dire, however, the last mind flayer will *plane shift* to flee.

Development: Immediately after the PCs defeat the mind flayers, Jak Jak will reappear. He recommends that the PCs take nothing from the ruins, be it mind flayer or githyanki. He insists that the origins of what they take could be traced to them, and he would rather the Iuzians not learn of how this breach in their security was exploited. Jak Jak does know the party is on the Astral Plane and can explain all of the environmental effects but is initially reluctant to do so as his fey nature loves trickery and pranks. Nonetheless, if pressed, he will tell what he knows. He then asks the PCs to gather around while he takes them the rest of the way. Before continuing, he says the following to the PCs:

"Remember what I have told you. The entire complex of Law's Forge is under protection of a permanent barrier against dimensional travel. I am taking you to a room that has been undiscovered by the Iuzians, and is thus unprotected.

"Once I bring you into the room, you must trek to the lowest level of the dungeon. It is there that the soul gem is guarded. Remember, once you shatter the gem, your way out will be revealed."

With that, he affects the final plane shift of the *astral projection*. Continue with Encounter Five.

Encounter Five

The PCs begin this encounter when Jak Jak projects the party into this room. The party, for the rest of this

adventure, is now on the Prime Material Plane, in the city of Law's Forge. However, they are traveling using Astral bodies. Read or paraphrase the following (especially if players have a light source immediately available):

You feel the familiar sensations of normal gravity again. You also are aware of sensations you hadn't noticed were muted before; your appetite and thirst suddenly assert themselves, reminding you that you ought to get some food again. The one sense that has not returned to normal is vision; you are in utter darkness. You still have your hearing and you can hear Jak Jak telling you:

"Farewell! May the Axe get wide . . . or something. And remember what I have told you. You are safe in this room for now, but once you step out, do not delay for long. Once you are noticed, the full fury of Law's Forge will be brought upon you."

"Oh, and you'll owe me for telling you this: [Grunt] Might is not always measuring right, and correct is not always measured with height!" With that, Jak Jak is gone.

Of course, some PCs may have sources of light they have active, and other may have darkvision, in which case be prepared to paraphrase what they see. The room is 30 ft. by 30 ft. with an imposing iron door on the west wall in the southwest corner of the room. On the north wall and east wall are racks of metal parts, gears, cylinders, and pipes. There are three scattered tables with other parts strewn on them; in the southeast corner is a pile of parts. There is a fourth table that is turned over on its side, against which leans a dead body.

The corpse is over a decade old. The body is that of a gnome mechanic who fled to this room when Iuzians overran Law's Forge.

PCs who search the room will find the corpse's possessions. See the Treasure section below.

Trap: Right outside the room in the two squares in front of the door, the floor of the hall is a trigger for a trap.

↗ **Ceiling Pendulum:** CR 3; mechanical; location trigger; automatic reset; hidden lock bypass (Search DC 25, Open Lock DC 30); +15 melee (1d12+8/x3); Search (DC 15); Disable Device (DC 27).

Environment: This room is outside the protection of the *unhallow* and *dimensional anchor* effects that the rest of the dungeon complex is under.

Development: If PCs cast *Speak with Dead* they can learn the following.

- "Who were you?" I am Fitchop Sibgroo of Law's Forge.
- "What did you do?" I was a builder of the machinery that Law's Forge used to assist the crafting of adamantine.
- "What is this room? / Where is this room?" This room is where Law's Forge hid the raw adamantine. It is on the Forge level of the North Citadel.
- "What kind of machinery did you build?" Simple automatons, bound with the essence of the Plane of Shadow. Rather unreliable things, always in constant need of maintenance.
- "What is at the bottom of Law's Forge?" I've been told it was a place that predated the arrival of dwarves and gnomes to Law's Forge. I have been told the architecture is alien. [Fitchop has never been down there; this is what he has been told.]
- "What is on the way to the bottom of Law's Forge?" Beneath this level is where convicts were jailed. With the holding cells is a shrine to Moradin where convicts were taken to be reformed from the errors of their ways. [Fitchop was a devotee of Flandal Steelskin, and thinks the dwarves were always hoity about their gods and looked down on the gnome's god. Fitchop speaks of Moradin with a sneering tone.]
- "What is the quickest way to the bottom level?" Go down the stairs, past the cells, and down more stairs. [That is it; he has nothing more specific because he has never been down there.]
- Anything else? "Yes, the way is shorter with the Soul Forger than with the Great Steelsmith."

Treasure: *Amulet of proof against detection and location*, *belt of dwarvenkind*, *chime of opening*, *Keoghtom's ointment* (x2). Note that none of these items can be taken back with PCs. Once their astral forms are destroyed, all items they pick up here are left behind. However, the PCs get to use these items until the destruction of their astral form.

End of Round One

Beginning of Round Two

Encounter Six

Upon leaving the adamantine storage room, the PCs find themselves in a passageway that will lead to an apparent dead-end. The party is now on the Prime Material plane, but are still traveling using Astral bodies. The entire complex is under the following special effects: *unhallow*

spell (caster level 20th), with a *dimensional anchor* (caster level 20th) associated to it.

The *magic circle against good* aspect of the *unhallow* effect prevents non-evil creatures from being summoned into the area. Evil creatures in the *unhallow* effect also gain the benefit of a +2 deflection bonus to AC and a +2 resistance bonus to saves against attacks or effects created by good creatures. **Note**, these bonuses are already figured into the stat-blocks in the Appendix. Lastly, the *unhallow* effect prevents evil creatures from being possessed (by a *magic jar*, for example) and suppresses the effects of enchantment (charms) or enchantment (compulsions) targeted at evil creatures.

Read or paraphrase the following:

You travel down a dusty corridor that looks like it hasn't seen traffic for years, and eventually come to a wall of stone.

☛ **Arcane Locked Sliding Stone Door:** 6 in. thick; hardness 8; hp 60; AC 5; Break DC 39.

This door was sealed with an *arcane lock* spell. Only a *knock* or *dispel magic* spell will open it. Fitchop Sibroo's *chime of opening* (See Encounter Five, above) will suffice here. On the other side of the door is a passage linking two huge forges. It is populated by countless zombie slaves . . . as well as a few more savvy and more dangerous foes: a squad of doppelgangers and their shadow demon instructor.

Depending on how the PCs get past the *arcane locked* stone door, the next encounter's setup will vary. Using the *chime of opening* will open the door, but it will alert the occupants in the forge room. Characters that have to bash down the door will come upon fully prepped doppelgangers. Those who manage to open the door stealthily may chance upon a few moments of conversation to overhear (because the doppelgangers are not expecting anyone -unless there is noise- and are not concentrating on their *detect thoughts*. The *spherical detect thoughts*, while active, will take just a moment (one round) to catch stealthy characters moving in . . .).

The shadow demon, Hielyux the Skulker, and three doppelgangers occupy the forge room. Hielyux is helping with the training of the doppelgangers. These doppelgangers are in the shape of Countess Anela Deleven, Count Colman Jakartai, and Count Mander Jondo. The doppelganger "Lords" are standing silently while listening to Hielyux the Skulker impart to them specifics of how to behave as a Lord on the Council.

Also in this room are six active forges. At each forge are teams of zombies, formerly gnomes or dwarves. Two zombies are "crafting" weapons or armor at each forge, aided by four other zombies bringing more raw materials,

taking away completed product, etc. These zombie crews will totally ignore the presence of the PCs, simply toiling away at the task they were set to doing by their creator. Needless to say, the zombies are rather slow at their task, and the quality of their work is pretty shoddy. PCs get no experience for killing these zombies nor do the zombies put up any resistance.

APL 6 (EL 7)

☛ **Shadow Demon (1):** hp 50, see Appendix.

☛ **Doppelgangers (3):** hp 32, see *Monster Manual* page 40.

APL 8 (EL 9)

☛ **Shadow Demon (1):** hp 50, see Appendix.

☛ **Doppelganger mindspies (3):** hp 49, see *Monster Manual* page 40.

APL 10 (EL 11)

☛ **Advanced Shadow Demon (1):** hp 73, see Appendix.

☛ **Doppelganger mindspies (3):** hp 65, see Appendix.

APL 12 (EL 14)

☛ **Advanced Shadow Demon (1):** hp 119, see Appendix.

☛ **Doppelganger mindspies (4):** hp 82, see Appendix.

Environment: The entire dungeon complex is under the effect of an *unhallow* spell (caster level 20th), with a *dimensional anchor* (caster level 20th) associated to it.

The *magic circle against good* aspect of the *unhallow* effect prevents non-evil creatures from being summoned into the area. Evil creatures in the *unhallow* effect also gain the benefit of a +2 deflection bonus to AC and a +2 resistance bonus to saves against attacks or effects created by good creatures. **Note**, these bonuses are already figured into the stat-blocks in the Appendix. Lastly, the *unhallow* effect prevents evil creatures from being possessed (by a *magic jar*, for example) and suppresses the effects of enchantment (charms) or enchantment (compulsions) targeted at evil creatures. The doppelgangers are mercenary in nature and currently serve Iuz. Nonetheless, they are neutral.

Tactics: Except at APL 6, the doppelgangers are mindspies, and as such have *spherical detect thought* active all the time. The doppelgangers and Hielyux have a scripted battle plan they have practiced to use in case they are ever attacked: the doppelgangers will notice the PCs immediately when they pass over the threshold of the stone door. At that moment the PCs will "witness" an acted sequence where the "Council Lord" doppelgangers "turn" (using non-existent turning abilities) the shadow

demon, who will pretend to flee into the floor. This scene is to give Hielyux the opportunity to raise the alarm. **Note:** The shadow demon can't *really* be turned, Hielyux the Skulker is hoping he is mistaken for a shadow.

Certain skill checks at this point can reveal important info:

- **Spot** DC 30: When the party is noticed, the shadow demon gives a special wink to the doppelgangers. A successful Spot will reveal to the character that it looks like the shadow demon "signaled" something to the three "Council Lords" around him before they "turned" him. This is, admittedly, difficult to notice (in part because of the shadowy nature of the demon and in part because of a bad angle in viewing him).
- **Sense Motive** at **DC 20** gets a gut assessment of the scene to realize that it looks acted out.
- **Sense Motive** against an opposed **Bluff** check by one of the doppelgangers (Bluff +7) to detect a secret message sent by a doppelganger to the shadow demon, the gist of it is "hostile observers, we'll cover you, get help."

Once Hielyux has fled, the "Council Lords" will approach the PCs with a sign of friendship, showing no hostility. The doppelgangers will NOT initially attack. Instead they will say they have been trapped here, surviving off of their wits, skills and raiding the Iuzians. They will not know ANYTHING that has happened since about two years ago. One round after the party enters; the silent alarm will be triggered by the shadow demon.

Development: The doppelgangers will NOT immediately attack. Instead they will attempt to follow the party and learn what they are up to. If given the opportunity to kill off a lone straggler, they will do so and take the straggler's place. Otherwise, they will wait to attack until they reach the room in Encounter Seven B, below.

PCs may decide to explore this level a little. What follows are short descriptions of what can be seen on this level.

- This level has two large forge rooms, one to the north and the other to the south; each forge room contains 6 large forges.
- Adjacent to each forge room are elevator rooms, which bring down raw materials from above. The elevator mechanisms are destroyed. East and west of each elevator are raw material storage dumps. This is the lowest level the elevators would reach, and both elevators were on the level above this one when the mechanisms were destroyed.

- Between the two elevator rooms is where the stairs up and down will be found. East and west of the stairs are the quarters of the smiths of this forge level. Today, these quarters have been converted into indoctrination chambers for the doppelgangers. Any random room examined will have materials for the indoctrination of a single doppelganger and a Council Lord identity. Multiple doppelgangers are being groomed for each Council Lord.

Once PCs have decided to take the stairs down to the next level, proceed to Encounter Seven A.

Encounter Seven A

Read or paraphrase the following when the PCs have taken the stairs down from the forge level.

You descend the dwarven-made stairway some sixty feet and then it opens into a square room, forty feet to a side and twenty feet high. To the north and south are sets of double doors made of iron. To each side of the double doors are lit torches, and hanging from the ceiling is a utilitarian chandelier holding sconces for four more lit torches. Engraved in the northern doors is a relief of a flaming hammer. Engraved in the southern door is a hammer in front of an anvil.

A Knowledge (religion) check **DC 15** would reveal that the north door bears the symbol of the gnomish god, Flandal Steelskin, while the south door bears the symbol of the (slightly taller) dwarvish god, Moradin.

● **Arcane Locked Iron Door:** 2 in. thick; hardness 10; hp 60; AC 5; Break DC 38; Caster level 18th.

All torches on this level are *everburning torches*. These torches are ideally spaced for creatures with low-light vision to always be able to see well (they were thus designed for the sake of the gnomes who worked side-by-side with the dwarves of Law's Forge).

The doors on this level have all been *arcane locked* by Vayne himself. In a twist on the normal operation of *arcane lock*, when the last PC passes across the threshold of any door on this level, the door will close via an *unseen servant* linked to the door (whose purpose is to close the door and remove objects holding it open if necessary) and the *arcane lock* will be reactivated immediately, rather than waiting for a full ten minutes to elapse.

Environment: Reminder, the entire dungeon complex is under the effect of an *unhallow* spell (caster level 20th), with a *dimensional anchor* (caster level 20th) associated to it.

The *magic circle against good* aspect of the *unhallow* effect prevents non-evil creatures from being summoned into the area. Evil creatures in the *unhallow* effect also gain the benefit of a +2 deflection bonus to AC and a +2 resistance bonus to saves against attacks or effects created by good creatures. **Note**, these bonuses are already figured into the stat-blocks in the Appendix. Lastly, the *unhallow* effect prevents evil creatures from being possessed (by a *magic jar*, for example) and suppresses the effects of enchantment (charms) or enchantment (compulsions) targeted at evil creatures.

Encounter Seven B

If PCs have chosen to take the north door, read or paraphrase the following:

Passing through the double doors, you come upon row of cellblocks stretching northward. Sixty feet directly ahead stands another set of iron doors similar to the one you passed through.

Squinting into the darkness and shadowy corners of the rows of cells, you notice that a few are occupied.

Here, Vayne keeps some of his most important prisoners: Count Mander Jondo, Countess Anela Deleven, and Countess Manya Shepkote, all missing nobles and once members of the Council of Lords. There is little that they can tell the PCs, but Countess Manya Shepkote was once a priest of Heironeous (her years of torture have taken her faith from her). She believes that what she has heard beyond the doors to the north are rituals used in the creation of special undead.

They have lost track of time, and have been tortured on and off for as long as they remember. They are scarred beyond belief, and now live in cells filled with refuse, feces and rags. Anela Deleven has been in Vayne's possession for six years, Mander Jondo for three years and Manya Shepkote for 2 years. During their tortures they are interrogated again and again about their daily life, routines, and who and what they know.

All three of them beg for a merciful death. On occasion they have escaped before only to be captured again and tortured even longer. They ask to be put out of their misery.

Environment: Reminder, the entire dungeon complex is under the effect of an *unhallow* spell (caster level 20th), with a *dimensional anchor* (caster level 20th) associated to it.

The *magic circle against good* aspect of the *unhallow* effect prevents non-evil creatures from being summoned into the area. Evil creatures in the *unhallow* effect also

gain the benefit of a +2 deflection bonus to AC and a +2 resistance bonus to saves against attacks or effects created by good creatures. **Note**, these bonuses are already figured into the stat-blocks in the Appendix. Lastly, the *unhallow* effect prevents evil creatures from being possessed (by a *magic jar*, for example) and suppresses the effects of enchantment (charms) or enchantment (compulsions) targeted at evil creatures.

Development: If the doppelgangers from Encounter Six are still alive, they will attack the party when the party notices the real lords. If the doppelgangers wait until this moment to attack, they gain a +2 circumstance modifier to initiative because the party should not be expecting to be attacked by, well, members of the council of lords!

Once rescued, Manya will remind the PCs that as long as they are alive, Vayne and Althea will extract more information from them. If they are killed, they will refuse to be *raised* and thus will have deprived Vayne and Althea of a source of information. Manya will also remind PCs that they may potentially, once dead, be the subject of *speak with dead*, so the PCs should consider ways to foil that spell (one noted way of foiling *speak with dead* is to make sure there is not an intact body). **Note:** Some of the necessary acts could be considered evil deeds for paladins, holy liberators, knights of holy shielding, and other classes with codes of conduct.

The party may really balk at killing off these members of the Council of Lords. If pressed and reassured the party will come back for them, the Lords will agree to wait in their cell. If forced to come along, they will do so. However, in their extremely weakened condition, after seemingly infinite amounts of torture, they have been permanently drained of levels until they are all the equivalent of first level commoners with 5 hit points each.

☠ **Count Mander Jondo:** Human male Ari4

☠ **Countess Anela Deleven:** Human female Ari3/Clr1

☠ **Countess Manya Shepkote:** Human female Ari2

The doors at the end of the hall are identical to those the PCs passed through.

🗡 **Arcane Locked Iron Door:** 2 in. thick; hardness 10; hp 60; AC 5; Break DC 38; Caster level 18th.

Encounter Seven C

If PCs have chosen to take the south door, read or paraphrase the following:

Passing through the double doors you come upon rows of cellblocks, on your right and your left. Sixty

feet from you stands another set of iron doors similar to the one you passed through.

Squinting into the darkness and shadowy corners of the rows of cells, you notice that a few are occupied.

Here, Vayne keeps some of his most important prisoners: Count Colman Jakartai, Earl Reynald Danjor, and Countess Clarina Harryn, all missing nobles and once members of the Council of Lords. There is little they can reveal to the PCs about what is on this level.

They have lost track of time, and have been tortured on and off for as long as they remember. They are scarred beyond belief, and now live in cells filled with refuse, feces and rags. Colman Jakartai has been in Vayne's possession for 4 years, Reynald Danjor for 5 years and Clarina Harryn for 7 years. During their tortures they are interrogated again and again about their daily life, routines, and who and what they know.

All three of them beg for a merciful death. On occasion they have escaped before only to be captured again and tortured even longer. They ask to be put out of their misery.

The party may really balk at killing off these members of the Council of Lords. If pressed and reassured the party will come back for them, the Lords will agree to wait in their cell. If forced to come along, they will do so. However, in their extremely weakened condition, after seemingly infinite amounts of torture, they have been permanently drained of levels until they are all the equivalent of first level commoners with 5 hit points each.

🗡️ **Count Colman Jakartai:** Human male Ari3

🗡️ **Earl Reynald Danjor:** Human male Ari6

🗡️ **Countess Clarina Harryn:** Human male Ari2

Environment: Reminder, the entire dungeon complex is under the effect of an *unhallow* spell (caster level 20th), with a *dimensional anchor* (caster level 20th) associated to it.

The *magic circle against good* aspect of the *unhallow* effect prevents non-evil creatures from being summoned into the area. Evil creatures in the *unhallow* effect also gain the benefit of a +2 deflection bonus to AC and a +2 resistance bonus to saves against attacks or effects created by good creatures. **Note**, these bonuses are already figured into the stat-blocks in the Appendix. Lastly, the *unhallow* effect prevents evil creatures from being possessed (by a *magic jar*, for example) and suppresses the effects of enchantment (charms) or enchantment (compulsions) targeted at evil creatures.

The doors at the end of the hall are identical to those the PCs passed through.

🗡️ **Arcane Locked Iron Door:** 2 in. thick; hardness 10; hp 60; AC 5; Break DC 38; Caster level 18th.

Encounter Eight

Note: PCs can only get to this encounter through encounter seven B. When PCs open the *arcane locked* iron door to this room, read or paraphrase the following.

Before you are two rows of cellblocks: one on the right side of the hall and the other on the left. However, the room is filled with shadowy illumination right up to the threshold of the iron doors you just opened.

Right after you open the doors, you notice a smell of rancid decaying organic matter, as if these cellblocks were abandoned with their occupants still in them. In fact, it looks like there may be corpses in the nearest cell.

PCs with darkvision can make **DC 25** Spot checks once within 20 feet of a corpse, to notice that it is writhing with maggot-like worms.

APL 6 (EL 6)

🗡️ **Spawn of Kyuss (1):** hp 67, see Appendix.

APL 8 (EL 8)

🗡️ **Spawn of Kyuss (2):** hp 67, see Appendix.

APL 10 (EL 10)

🗡️ **Spawn of Kyuss (4):** hp 67, see Appendix.

APL 12 (EL 12)

🗡️ **Spawn of Kyuss (8):** hp 67, see Appendix.

Environment: This room has been filled with a *deeper darkness* spell. As a result, all creatures without effects like blindsight, suffer a 20% miss chance.

Each cell has bars separating it from the corridor, with a door that swings open into the corridor. Each door is unlocked and takes a free action to push open from the inside or a move action to pull open or push closed from the outside.

Reminder, the entire dungeon complex is under the effect of an *unhallow* spell (caster level 20th), with a *dimensional anchor* (caster level 20th) associated to it. In addition, when a good PC enters the room he, or she, will set off a *desecrate* (caster level 20th) effect. **Note:** All undead in this dungeon were created in a *desecrate*-

affected area, as such the effects of *desecrate* have already been pre-calculated. This desecrate only decreases a good PC's turn undead check.

The *magic circle against good* aspect of the *unhallow* effect prevents non-evil creatures from being summoned into the area. Evil creatures in the *unhallow* effect also gain the benefit of a +2 deflection bonus to AC and a +2 resistance bonus to saves against attacks or effects created by good creatures. **Note**, these bonuses are already figured into the stat-blocks in the Appendix. Lastly, the *unhallow* effect prevents evil creatures from being possessed (by a *magic jar*, for example) and suppresses the effects of enchantment (charms) or enchantment (compulsions) targeted at evil creatures.

Tactics: Two worm-covered corpses leaning against the walls occupy each cell. Only one body in any particular cell is a spawn of Kyuss; the other is merely a maggot-ridden dead body. If for some reason the party does not detect or suspect the corpse as being some sort of a trap, the spawn(s) of Kyuss gain surprise. Unless attacked, it will wait for a target to come within 10 feet and then start by throwing a worm. Once a target has been hit by a worm, either through a slam, melee touch, or ranged touch throw, the spawn(s) of Kyuss will change targets.

Once any one spawn of Kyuss has attacked (or been attacked), all other spawns (if any) will then attack.

Development: Any target hit by a worm can have it extracted with a **DC 20** Heal check. Reminder, once killed, a PC's body dissipates into nothingness due to the nature of the Astral Form.

Encounter Nine

Note: PCs can only get to this encounter through encounter eight. When PCs have opened the *arcane locked* iron door, read or paraphrase the following:

This room apparently was a former shrine. There is a dais on the east wall, and the ceiling is lofted higher than the corridor you just came through. Upon the dais stands an altar that looks like it has seen use in Iuzian rituals.

Entering the shrine room you notice that there are no torches lit. Behind the altar, on the dais, stands a human-sized figure in full plate armor, looking directly in your direction. As he raises his axe in challenge, another figure in full plate steps out from the shadows near a door on the opposite side of the room.

Opposite the doors the PCs entered are another set of double doors.

☞ **Arcane Locked Iron Door:** 2 in. thick; hardness 10; hp 60; AC 5; Break DC 38; Caster level 18th.

Those that can see far enough in the shadowy light may make a **DC 13** Spot check to notice that the figures have emblems and regalia of Knights of Holy Shielding on their armor and shields.

APL 6 (EL 7)

☞ **Huecuva Paladin (2):** hp 39, see Appendix.

APL 8 (EL 9)

☞ **Huecuva Paladin (2):** hp 57, see Appendix.

APL 10 (EL 11)

☞ **Huecuva Paladin (2):** hp 75, see Appendix.

APL 12 (EL 13)

☞ **Huecuva Paladin (4):** hp 75, see Appendix.

Environment: Reminder, the entire dungeon complex is under the effect of an *unhallow* spell (caster level 20th), with a *dimensional anchor* (caster level 20th) associated to it. In addition, when a good PC enters the room he, or she, will set off a *desecrate* (caster level 20th) effect. **Note:** All undead in this dungeon were created in a *desecrate*-affected area, as such the effects of *desecrate* have already been pre-calculated. This desecrate, however, only decreases a good cleric's turn check.

The *magic circle against good* aspect of the *unhallow* effect prevents non-evil creatures from being summoned into the area. Evil creatures in the *unhallow* effect also gain the benefit of a +2 deflection bonus to AC and a +2 resistance bonus to saves against attacks or effects created by good creatures. **Note**, these bonuses are already figured into the stat-blocks in the Appendix. Lastly, the *unhallow* effect prevents evil creatures from being possessed (by a *magic jar*, for example) and suppresses the effects of enchantment (charms) or enchantment (compulsions) targeted at evil creatures.

Tactics: The huecuvas have pre-cast *corrupt weapon* on their weapons. Huecuvas at APLs 8+ can sneak attack; they will try to move into flanking when the opportunity presents itself but won't do so if moving to flank threatens them unnecessarily.

They also have *inflict light wounds* spells prepared and will use them to heal themselves if necessary.

The huecuvas attack immediately when the PCs show themselves.

Development: This room was a former shrine to Moradin. It has since been desecrated and established as a shrine to Iuz. Clerics to Moradin are impeded from contacting their deities while it remains *desecrated*.

This shrine has also been repurposed into a site for undead creation experimentation. In particular, Vayne has been experimenting with huecuva creation upon former paladins and clerics of Heironeous.

Encounter Ten

PCs may reach this encounter from either encounter nine or encounter 7c.

The room you just entered is sixty feet wide by eighty feet long. There are five pillars holding up a high vaulted ceiling stretching thirty feet above you. In the southwest corner of the room is a dark, foggy curtain, thirty feet long and thirty feet wide, that stretches to the ceiling.

To the northwest corner are stairs heading down.

This thirty foot high “dark, foggy curtain” is a *Mordenkainen’s private sanctum* (caster level 20) made permanent by a *permanency* (caster level 20) spell.

APL 6 (EL 8)

👉 **Eye of Fear and Flame (1):** hp 108, see Appendix.

APL 8 (EL 10)

👉 **Eye of Fear and Flame (2):** hp 108, see Appendix.

APL 10 (EL 12)

👉 **Advanced Eye of Fear and Flame (2):** hp 144, see Appendix.

APL 12 (EL 14)

👉 **Advanced Eye of Fear and Flame (2):** hp 181, see Appendix.

Environment: Reminder, the entire dungeon complex is under the effect of an *unhallow* spell (caster level 20th), with a *dimensional anchor* (caster level 20th) associated to it. In addition, when a good PC enters the room he, or she, will set off a *desecrate* (caster level 20th) effect. **Note:** All undead in this dungeon were created in a *desecrate*-affected area, as such the effects of *desecrate* have already been pre-calculated. The only effect of the new *desecrate* is therefore on the turning checks of good PCs.

The *magic circle against good* aspect of the *unhallow* effect prevents non-evil creatures from being summoned into the area. Evil creatures in the *unhallow* effect also

gain the benefit of a +2 deflection bonus to AC and a +2 resistance bonus to saves against attacks or effects created by good creatures. **Note,** these bonuses are already figured into the stat-blocks in the Appendix. Lastly, the *unhallow* effect prevents evil creatures from being possessed (by a *magic jar*, for example) and suppresses the effects of enchantment (charms) or enchantment (compulsions) targeted at evil creatures.

Tactics: The eye(s) of fear and flame are standing inside the *Mordenkainen’s private sanctum* looking out. They will bombard the PCs with their *fear* and *fireball* special attacks from inside the *Mordenkainen’s private sanctum*. **NOTE:** These attacks are not “gaze” attacks, but merely spell effects that originate from the eye sockets of these undead (similar to a wand).

Reminder, those outside *Mordenkainen’s private sanctum* see a foggy cloud, while those inside can see out with complete clarity.

The eye(s) of fear and flame will boost its special attacks with its Corrupt Spell-Like Ability, Empower Spell-Like Ability, and Quicken Spell-Like Ability every chance it gets.

Development: The eye(s) of fear and flame are the results of more experiments by Vayne. He hasn’t created many due to the cost and difficulty of acquiring the rare gems required for the eyes. Because the creation also involves a portion of divine energy, Iuz himself has played a part in the creation. Vayne hasn’t been too keen on unleashing these undead upon the Shield Landers because to create more would require involving Iuz directly again. Vayne isn’t too ready to bring Iuz’s attention upon his actions lately, so he keeps these specimens here for safekeeping.

Encounter Eleven

You descend down sixty feet of steps to a landing, then switch back down another sixty feet until you reach an unnerving, cavernous chamber. A quick glance suggests that this room has been carved right from the natural stone. In each corner of the not-quite-square room is a pair of torches flanking a black sapphire sitting on a pedestal.

Four black sapphires.

“NO!” You hear a hissing scream come from the darkness ahead of you. “How did you come here? You come in search of the Lady... but you cannot escape with her. Surely you know this? [Evil cackling] Althea comes with Yblyss. You didn’t plan very well, my flesh-pets, or your masters didn’t tell you all you needed to know . . . [More gleeful laughing]. Ooh! Yblyss comes!”

The speaker is a shadow demon, Hielyux (See Encounter Six, above). He is bluffing and stalling for time; Yblyss, a balor and Althea's head of security, is on his way, alerted to the PCs' presence via a contingency *scrye* effect on the room. However, just as the *dimensional anchor* attached to the dungeon complex prevents anyone from escaping, it also prevents the demon from teleporting directly to the chamber to confront the PCs. Hielyux's goal is to delay, distract, or destroy as many PCs as he can until Yblyss arrives.

APL 6 (EL 9)

➤ **Hielyux (1):** hp 50, see Appendix.

➤ **Advanced Babau (1):** hp 96, see *Monster Manual* page 40.

APL 8 (EL 11)

➤ **Hielyux (1):** hp 50, see Appendix.

➤ **Advanced Babau (5):** hp 96, see *Monster Manual* page 40.

APL 10 (EL 13)

➤ **Hielyux (1):** hp 73, see Appendix.

➤ **Advanced Babau (5):** hp 110, see Appendix.

APL 12 (EL 15)

➤ **Hielyux (1):** hp 119, see Appendix.

➤ **Advanced Babau (6):** hp 134, see Appendix.

Environment: Reminder, the entire dungeon complex is under the effect of an *unhallow* spell (caster level 20th), with a *dimensional anchor* (caster level 20th) associated to it.

The *magic circle against good* aspect of the *unhallow* effect prevents non-evil creatures from being summoned into the area. Evil creatures in the *unhallow* effect also gain the benefit of a +2 deflection bonus to AC and a +2 resistance bonus to saves against attacks or effects created by good creatures. **Note**, these bonuses are already figured into the stat-blocks in the Appendix. Lastly, the *unhallow* effect prevents evil creatures from being possessed (by a *magic jar*, for example) and suppresses the effects of enchantment (charms) or enchantment (compulsions) targeted at evil creatures.

Tactics: The babau(s) will chase PCs into the corners and attack them, while Hielyux will stay in the darkness of the middle of the room where he is invigorated. He will cast his various *darkness* spells upon anyone who brings a light source into the center of the room, starting with the most potent *darkness* spells. Hielyux will then charge

any creature in the darkness to pounce and rake. In higher APL encounters Hielyux has Flyby Attack, and will use it to maximum effectiveness.

The babau(s) always start with *see invisibility* pre-cast. The *dimensional anchor* impedes the babaus' *teleport* and *summoning* spell-like abilities. The ELs have been adjusted accordingly. At APL 12, the babaus have the Awesome Blow feat and will use it. Other babaus will move to get sneak attacks on the prone PC when Awesome Blow knocks a PC prone.

PCs moving towards any of the black sapphires will be the favored targets of a babau.

Development: The PCs need to shatter or destroy the black sapphires. They are AC 9 each (Base AC 5, tiny +4) and have hardness 5, and 1 hit point each. If the party cannot figure out they are supposed to destroy the gems, they will be taunted by Hielyux who will say things like "You do not even know what you are looking for!" or "You do not know what you are even to do!" or "Why should I be afraid of the likes of you... you do not even threaten my treasures!"

PCs who target the black sapphires with *shatter* spells will have a leg up on destroying the gems. Once the first black sapphire is destroyed, an *antilife shell* (Caster level 20th) drops into the stairwell to this room so as to trap PCs on the side towards the *soul gem* room.

When the first sapphire is destroyed, there will be a red burst of light and a man's voice will exclaim "nooooooooo....."

After the first sapphire is destroyed, randomly assign one of the following effects to each of the remaining sapphires:

- 1) A white light brightly shines and each PC is healed 1d8+5 hit points. The party will hear a woman's voice (Lady Katarina's) saying "So bright! So... BEAUTIFUL!!!"
- 2) A burst of inky blackness followed by a demonic chortle. Those who speak Abyssal will hear "Ah, yes, Zhayne... Now you will know the meaning of the word revenge!"
- 3) A sparkling green flame will appear and fade. A gurgling voice (not sounding healthy at all) will say "At last. I have served my penance. I must gather my minions to me...!"

These voices and effects may or may not affect future Shield Lands adventures!

Once Hielyux and the babau(s) are defeated, and all black sapphires are destroyed, a full minute will pass. After the minute has elapsed, Yblyss and his troupe races down the stairs, through the *antilife shell* (which doesn't hedge outsiders) and into the room. Yblyss' whole troupe should only be used if the DM feels it necessary.

All APLs

☛ **The Balor, Yblyss (1):** hp 300, see MM p. 40.

The rest of Yblyss' troupe, should the DM feel they are needed:

☛ **Marilith, Drelixelail (1):** hp 224, see MM p. 44.

☛ **Hezrou (5):** hp 143, see MM p. 44

When Yblyss and his troupe are ready to arrive, read or paraphrase the following:

A voice that seems to cause the walls and ceiling to shake, "WHAT... HAVE... YOU... DONE!" Then you see emerge from the stairwell a towering humanoid with huge bat wings, flames dancing over its skin. One of its massive hands holds a whip of flame and the other bears a sword that looks sharp enough cut stone.

If necessary, here is the rest:

Behind him slithers an otherworldly entity with a torso of an attractive female human with six arms; below her waist is the body of a massive snake. After her rush in five creatures looking roughly toadlike with arms in place of forelegs, wide mouths of blunt teeth and spines down the length of their backs.

No PC should survive Yblyss and his troupe. This is intended, and predicted by Jak Jak. Jak Jak could bring the PCs to the adamantine storage room that wasn't protected by *dimensional anchor* but nowhere else. Jak Jak also knew that by the nature of *astral projection* "death" by the PCs wouldn't result in actual death, but rather simply end the Astral Form and waking up the PC where he rested before *astral projection* was cast.

The PCs' "deaths" ARE the way for them to return.

Conclusion

This event has two possible major outcomes. Either the PCs failed to shatter the soul gem, or the PCs achieved success and shattered the soul gem.

Aftermath: You destroyed the soul gem.

Everything is darkness and stillness. Slowly you push your thoughts out to "feel" your extremities. You feel nothing at first, but slowly you realize you can wiggle your fingers and toes. Your body is lying upon a soft bed of moss.

"Look, they stir! Did you do it? Were you successful?" The voice is familiar to you but you can't place it.

Another voice that seems to have a faint chiming underneath its words responds, "Yes, they have done it. We can feel a great relief upon the land. The Lady's soul is free."

You finally open your eyes. Before you are the rest of your party as well as Sir Rarlan and rest of the group from the other outpost. Everyone has turned to watch Lonllarcen step out of the forest.

Lonllarcen addresses all of you with great excitement, "Now, you must make haste. Return to your people and tell them the news. While the Shield Lands' navy and marines have successfully landed a beachhead in Admundfort, Iuz's forces are set to overwhelm the Shield Lands once again. Torkeep is besieged and Gensal has been overrun, though Knight Bannerette Lemanda successfully evacuated it. Knight Bannerette Incosee and his Bronze Band rode to her side and mounted a defense that has stalled the Iuzian advance there. It may be regained, but for how long?"

"Now the Council of Lords need no longer squabble over who should succeed Lady Katarina. The Knights can act without waiting for a battle plan by committee. We have done what we can for you, our allies. But the fate of the Shield Lands hinges upon your speed now. Go."

Treasure: With the success of the PCs, in a last offering of thanks at fulfilling the Sidhee's debt of gratitude, they offer the PCs access to the following items based on APL.

APL6: *Magic sleeping bag*

APL8: *Rod of transposition*

APL10: *Belt of magnificence*

APL12: *Shirt of the fey*

Aftermath: You failed.

Everything is darkness and stillness. Slowly you push your thoughts out to "feel" your extremities. You feel nothing, at first, but slowly you realize you can wiggle your fingers and toes. Your body is lying upon a soft bed of moss.

"Look, they stir! Did you do it? Were you successful?" The voice is familiar to you but you can't place it.

Another voice that seems to have a faint chiming underneath its words responds, "No, they failed. We can still feel a great loss upon the land. The Lady's soul is not free."

You finally open your eyes. Before you are the rest of your party as well as Sir Rarlan and rest of the group from the other outpost. Everyone has turned to watch Lonllarcen step out of the forest.

Lonllarcen addresses all of you with deep sadness, "Now, you must make haste. Return to your

people and tell them the news. While the Shield Lands' navy and marines have successfully landed a beachhead in Admundfort, Iuz's forces are set to overwhelm the Shield Lands once again. Torkeep is besieged and Gensal has been overrun, though Knight Bannerette Lemanda successfully evacuated it. Knight Bannerette Incosee and his Bronze Band rode to her side and mounted a defense that has stalled the Iuzian advance there. It is doubtful it can be regained...

"Before you return to your people I will find another group to try once again. Hopefully Vayne and Althea haven't learned of their weakness and sealed the room by now."

"For now, the Council of Lords must continue to squabble over who should succeed Lady Katarina. It is yet to be seen if the Knights can act without waiting for a battle plan by committee. We have done what we can for you, our allies. Go now, and do what you can for your people."

All Endings - Read or paraphrase the following:

Leaving the realm of the Sidhee, you find yourself between Critwall and Torkeep. A band of dwarves lead by non other than Lord Bladehone is marching south to Critwall. He is as surprised to see you as you may be to see him. He takes your report in stride and then with an urgency that is uncharacteristic for him announces "Your words are strange: Admundfort is not yet besieged, although it is true one of our admirals did go missing... And Torkeep: it IS under siege, but by the Standing Army of the Shield Lands (curse those pig-headed council members!). Gensal, as far as I know, still stands. But Lady Katarina, alive? By the Moradin's Hammer and the Axe of Heironeous have you not heard? The Lady's days of laying in state are numbered. She is to be put to the funeral pyre tomorrow at dawn!"

Treasure: The party is presumed to be pressed by Lord Bladehone for details on his ancestral home, Law's Forge. For telling Lord Bladehone of the fate of Law's Forge's adamantine supply and the nature of the weakness in defenses of the citadel you are offered a *gauntlet of Law's Forge*. A wearer of a *gauntlet of Law's Forge* is regarded by dwarves and gnomes in the Shield Lands as a hero of the peoples of Law's Forge.

Almost the End...

To DEFINITELY be concluded in SHL04-08: May the Axe Grow Great!

Experience Point Summary

To award experience for this adventure, add up the values for the objectives accomplished. Then assign the experience award. Award the total value (objectives plus roleplaying) to each character.

Encounter One: Outpost attacked!

Experience objective

APL6 180 xp; APL8 240 xp; APL10 300 xp; APL12 330 xp

Encounter Two: Reinforce Outpost 21!

APL6 210 xp; APL8 270 xp; APL10 330 xp; APL12 360 xp

Encounter Four: Astral Distraction

APL6 240 xp; APL8 300 xp; APL10 360 xp; APL12 420 xp

Encounter Five: Dead Gnome Storage

Trap:

APL6 90 xp; APL8 90 xp; APL10 90 xp; APL12 90 xp

Encounter Six: Who Do You Think You Are?

APL6 210 xp; APL8 270 xp; APL10 330 xp; APL12 360 xp

Encounter Ten: Don't Look At Me Like That!

APL6 240 xp; APL8 300 xp; APL10 360 xp; APL12 420 xp

Encounter Eleven: But Which One Is It?

APL6 270 xp; APL8 330 xp; APL10 390 xp; APL12 450 xp

Max. Possible Encounter XP:

APL6 720 xp; APL8 900 xp; APL10 1,080 xp; APL12 1,260 xp

Story Award

Discovered dead gnome's identity and found his stuff.

APL6 60 xp; APL8 75 xp; APL10 90 xp; APL12 105 xp

Chose to take Lonllarcan's mission, rather than stay behind:

APL6 60 xp; APL8 75 xp; APL10 90 xp; APL12 105 xp

Learned that some Council Lords are imprisoned:

APL6 60 xp; APL8 75 xp; APL10 90 xp; APL12 105 xp

Shattered Lady Katarina's soul gem:

APL6 60 xp; APL8 75 xp; APL10 90 xp; APL12 105 xp

Did not leave the adamantine storage is open for discovery.

APL6 60 xp; APL8 75 xp; APL10 90 xp; APL12 105 xp

Discretionary roleplaying award

APL6 60 xp; APL8 75 xp; APL10 90 xp; APL12 105 xp

Total possible experience:

APL6 1,800 xp; APL8 2,250 xp; APL10 2,700 xp; APL12 3,150 xp

Treasure Summary

During an adventure, characters encounter treasure, usually finding it in the possession of their foes. Every encounter that features treasure has a “treasure” section within the encounter description, giving information about the loot, coins, and magic items that make up the encounter’s treasure.

The loot total is the number of gold pieces each character gains if the foes are plundered of all their earthly possessions. Looting the bodies takes at least 10 minutes per every 5 enemies, and if the characters cannot take the time to loot the bodies, they do not gain this gold. If you feel it is reasonable that characters can go back to loot the bodies, and those bodies are there (i.e., not carted off by dungeon scavengers, removed from the scene by the local watch, and so on), characters may return to retrieve loot. If the characters do not loot the body, the gold piece value for the loot is subtracted from the encounter totals given below.

The coin total is the number of gold pieces each character gains if they take the coin available. A normal adventuring party can usually gather this wealth in a round or so. If for some reason, they pass up this treasure, the coin total is subtracted from the encounter totals given below.

Next, the magic items are listed. Magic item treasure is the hardest to adjudicate, because they are varied and because characters may want to use them during the adventure. Many times characters must cast *identify*, *analyze dweomer* or similar spell to determine what the item does and how to activate it. Other times they may attempt to use the item blindly. If the magic item is consumable (a potion, scroll, magic bolts, etc.) and the item is used before the end of the adventure, its total is subtracted from the adventure totals below.

Once you have subtracted the value for unclaimed treasure from each encounter add it up and that is the number of gold pieces a characters total and coin value increase at the end of the adventure. Write the total in the GP Gained field of the adventure certificate. Because this is a Regional scenario, characters may spend additional Time Units to practice professions or create items immediately after the adventure so this total may be modified by other circumstances.

L = Looted gear from enemy; C = Coin, Gems, Jewelry, and other valuables; M = Magic Items.

Encounter One: Outpost attacked!

APL 6: L 494.5 gp; C 167 gp; M 254 gp - Total: 915.5 gp

APL 8: L 989 gp; C — gp; M 504 gp - Total: 1493 gp
APL 10: L 542 gp; C — gp; M 2012.5 gp - Total: 2554.5 gp

APL 12: L 1056 gp; C — gp; M 2863.33 gp - Total: 3919.33 gp

Encounter Two: Reinforce Outpost 21!

APL 6: L 307 gp; C 150 gp; M 254 gp - Total: 721 gp
APL 8: L 614 gp; C — gp; M 504 gp - Total: 1118 gp
APL 10: L 42 gp; C — gp; M 2012.5 gp - Total: 2054.5 gp

APL 12: L 56 gp; C — gp; M 2863.33 gp - Total: 2919.33 gp

Total Possible Treasure

APL 6: L 1,522.5 gp; C 317 gp; M 508 gp - Total: 1636.5 gp

APL 8: L 1603 gp; C — gp; M 1008 gp - Total: 2611 gp

APL 10: L 584 gp; C — gp; M 4025 gp - Total: 4609 gp

APL 12: L 1112 gp; C — gp; M 5726.66 gp - Total: 6838.66 gp

Max Allowable Treasure

APL 6: 1636 gp

APL 8: 2600 gp

APL 10: 4600 gp

APL 12: 6600 gp

Special

Gauntlet of Law's Forge: This adamantine gauntlet extends to the elbow and is always cool to the wearer's touch. When its command word “soulforger” is spoken, a *gauntlet of Law's Forge* glows red-hot for 10 rounds, illuminating everything within 10 feet as if by torchlight. Anyone else touched by the gauntlet during this time takes 1d6+10 points of fire damage. The wearer of a *gauntlet of Law's Forge* takes half damage from fire-based attacks while the gauntlet is glowing. Fire attacks that allow Reflex saves for half damage deal the wearer no damage if he makes his save.

Moderate evocation; CL 10th; Craft Wondrous Item, *fire shield*; Price 24,500 gp; Weight 3 lb.

Sir Rarlan's Sponsorship: Sir Rarlan Corton, a Knight of Holy Shielding, was impressed by the PC's self-sacrifice in volunteering to go on the mission to Law's Forge. He offers to be the PC's sponsor should the PC decide to take the Knight of Holy Shielding Prestige Class at any time in the future.

Belt of Magnificence: This sparkling metal belt projects power and authority. The belt adds a +2

enhancement bonus to the wearer's Strength, Dexterity, Constitution, Intelligence, Wisdom and Charisma scores.

Strong transmutation; CL 18th; Craft Wondrous Item, *bear's endurance*, *bull's strength*, *cat's grace*, *eagle's splendor*, *fox's cunning*, *owl's wisdom*; Price 25,000 gp.

Magic Sleeping Bag: This woolen sleeping bag grants the user a comfortable and peaceful night's sleep. While the user lies within, it provides the benefit of *endure elements*. With a night's rest, the user also recovers 1 additional hit point per character level (in addition to hit points recovered normally). Getting into or out of a *magic sleeping bag* is a full-round action.

Faint conjuration and enchantment; CL 3rd; Craft Wondrous Item, *endure elements*, *cure light wounds*; Price 1,000 gp.

Rod of Transposition: Small bolts of light arc from one end to the other of this rod. Once per day, the rod allows its wielder to exchange positions with another creature within 30 feet. An unwilling creature gets a DC 13 Will saving throw to negate the effect.

Moderate conjuration; CL 7th; Craft Rod, *baleful transposition*; Price 11,200 gp.

Shirt of the Fey: This light blue shirt fades, becoming almost impossible to see once worn, leaving only the faint scent of grass behind. The item grants the wearer damage reduction 5/cold iron.

Strong abjuration and perhaps evocation (if *miracle* is used); CL 18th; Craft Wondrous Item, *stoneskin*, *miracle* or *wish*; Price 76,000 gp.

Items for the Adventure Record

Item Access

APL 6:

Lesser metamagic rod of Silent Spell (Adventure, DMG)

Gauntlet of Law's Forge (Regional, see above)

Magic sleeping bag (Regional, Miniatures Handbook)

APL 8: (All of APLs 6 plus the following)

Rod of transposition (Regional, Miniatures Handbook)

APL 10: (All of APLs 6–8 plus the following)

Belt of magnificence (Adventure, Miniatures Handbook)

APL 12: (All of APLs 6–10 plus the following)

Shirt of the fey (Regional, Miniatures Handbook)

Appendix 1: New Monsters

Spawn of Kyuss

Medium Undead

Hit Dice: 4d12 (29hp)

Initiative: -1

Speed: 30 ft. (6 squares)

AC: 11 (-1 Dex, +2 natural), touch 9, flat-footed 11

Base Attack/Grapple: +3/-7

Attack: Slam +6 melee (1d6+6/x20), or touch +6 melee touch (see create spawn), or Kyuss' gift +1 ranged touch (see Kyuss' gift)

Space/Reach: 5 ft./5 ft.

Special Attacks: Create spawn, fear aura, Kyuss' gift

Special Qualities: Undead traits, curative transformation, damage reduction 5/slashing, fast healing 5, turn resistance +2

Saves: Fort +1, Ref +0, Will +4

Abilities: Str 18, Dex 9, Con —, Int 6, Wis 11, Cha 15

Skills: Hide +5, Jump +7, Move Silently +5, Spot +3

Feats: Stealthy, Toughness

Environment: Any land and underground

Organization: Solitary, pair, shamble (3-4) or horde (3-4 plus 1-6 Huge or larger zombies)

Challenge Rating: 5

Treasure: None

Alignment: Always chaotic evil

Advancement: 5-8 HD (Medium); 9-12 HD (Large)

Level Adjustment: +5

Spawn of Kyuss are disgusting undead creatures created by Kyuss, a powerful evil cleric turned demigod. Completely mad, the spawn of Kyuss wander caverns, crypts, and sometimes the open countryside searching for victims.

A spawn of Kyuss looks like a well-rotted zombie. Only once the monster is within 20 feet do the writhing, green worms crawling in and out of its skill orifices become apparent. A spawn of Kyuss is usually clad in rotted clothing, though a rare few wear decaying pieces of armor.

A cleric of 16th level or higher may use a *create greater undead* spell to create new spawn of Kyuss. This process requires maggots from the corpse of a diseased creature in addition to the normal material components.

Spawn of Kyuss split into multiple smaller groups when creating their own spawn, and it is rare to encounter more than three of them together. Occasionally a larger creature falls under the curse of a spawn of Kyuss and follows it as a normal zombie (see below).

COMBAT

Unlike zombies, spawns of Kyuss are not limited to single move actions or attack actions, and they are intelligent enough to pretend that they have restricted movement until ready to attack. They normally use their fear auras to scatter victims, then gang up on individuals until they have caught all opponents.

Create Spawn (Su): Once per round as a free action, a spawn of Kyuss can transfer a worm from its own body to that of an opponent. It can do this whenever it hits with a slam attack, but it can also make the transfer by means of a successful melee touch attack or a ranged touch attack, hurling a worm at a foe from a distance of up to 10 feet.

Each worm is a Fine vermin with AC 10 and 1 hit point. It can be killed with normal damage or by the touch of silver. On a spawn's next action, the worm burrows into its host's flesh. (A creature with a natural armor bonus of +5 or higher is immune to this burrowing effect.) The worm makes its way toward the host's brain, dealing 1 point of damage per round for 1d4+1 rounds. At the end of that period, it reaches the brain. While the worm is inside a victim, a *remove curse* or *remove disease* effect destroys it, and a *dispel evil* or *neutralize poison* effect delays its progress for 10d6 minutes. A successful Heal check (DC 20) extracts the worm and kills it.

Once the worm reaches the brain, it deals 1d2 points of Intelligence damage per round until it either is killed (by remove curse or remove disease) or slays its host (death occurs at 0 Intelligence). A Small, Medium, or Large creature slain by a worm rises as a new spawn of Kyuss 1d6+4 rounds later; a Tiny or smaller creature quickly putrefies; and a Huge or larger creature becomes a normal zombie of the appropriate size. Newly created spawn are not under the control of their parent, but they usually follow whatever spawn of Kyuss created them.

Damage Reduction (Ex): As augmented zombies, spawns of Kyuss have zombie damage reduction of 5/slashing.

Fear Aura (Su): A spawn of Kyuss continuously radiates a fear effect. This ability functions like a *fear* spell (caster level 7th; Will save DC 14), except that it affects all creatures within a 40-foot radius. Any creature that makes a successful saving throw against the effect cannot be affected again by the fear aura of that spawn of Kyuss for 24 hours.

Kyuss' Gift (Su): Any creature hit by a spawn of Kyuss' slam attack must succeed at a Fortitude save (DC 12) or contract this supernatural disease. The incubation period is 1 day, and the disease deals 1d6 points of Constitution damage and 1d4 points of Wisdom damage (see Disease on page 292 of the *Dungeon Master's Guide*). These effects manifest as rotting flesh and dementia. An affected creature gets only half the benefits of natural and magical healing, though a *cure disease* effect removes the affliction.

Curative Transformation (Ex): Any *remove curse* or *remove disease* effect, or a more powerful version of either of these effects, transforms a spawn of Kyuss into a normal zombie.

Fast Healing (Ex): A spawn of Kyuss regains lost hit points at the rate of 5 per round. Fast healing does not restore hit points lost from starvation, thirst, or suffocation, and it does not allow the spawn of Kyuss to regrow or reattach lost parts.

Turn Resistance (Ex): A spawn of Kyuss is treated as an undead with 2 more Hit Dice than it has for the purposes of turn, rebuke, command, and bolster attempts.

The Huecuva Template

Huecuvas are undead creatures created from clerics, druids, paladins, or monks who have failed in their vows. As punishment for their heresies, they are doomed to undeath. Huecuvas are sometimes created when a good or neutral cleric changes his alignment to evil and dies without seeking atonement for his wrongs, or when an evil priest is subjected to a particularly powerful curse by her patron deity.

Huecuvas retain dim memories of their old lives and often dwell in desecrated shrines and broken temples that mock their former orders. They hate all living things, but they especially loathe good-aligned priests.

Huecuvas appear as humanoid skeletons wrapped in tarnished, corroded, or tattered vestments.

Creating A Huecuva

“Huecuva” is an acquired template that can be added to any humanoid (hereafter referred to as the base creature) with at least one level in cleric, druid, paladin, or monk class. The creature’s type changes to undead. Unlike lichdom, which preserves the intellect and powers of the base creature, the transformation to a huecuva exacts a terrible toll on the victim’s mind, reducing its Intelligence to barely sentient levels. The huecuva uses all the base creature’s statistics and special abilities except as noted here.

Hit Dice: Increase to d12

AC: The base creature’s natural armor increase by +4. Huecuva’s often wear the armor they wore in life—especially armor intended for ceremonial purposes.

Attacks and Damage: A huecuva retains all attacks of the base creature and also gains a slam attack if the base creature does not have one. If the base creature does not have a slam attack, use the appropriate value based on the huecuva’s size (see the table below) but only humanoids are eligible. A base creature with natural attacks uses the value from the table below or the base creature’s damage, whichever is greater.

Size	Damage	Size	Damage
Fine	1	Large	1d8
Diminutive	1d2	Huge	2d6
Tiny	1d3	Gargantuan	2d8
Small	1d4	Colossal	4d6
Medium	1d6		

Special Attacks: A huecuva retains all special attacks of the base creature. In addition, huecuvas expose any victims hit with a natural attack to a deadly disease known as huecuva blight.

Huecuva Blight (Su): Victims by a huecuva’s slam attack must succeed on a Fortitude save (DC 14) or fall prey to the disease called huecuva blight. The incubation period is 1 day; at the end of that time, the disease deals 1d2 points of Strength and constitution damage. An infected victim must make a saving throw each day thereafter or take another 1d2 points of Strength and Constitution damage. The effects of huecuva blight are cumulative each day until the victim reaches 0 Constitution (and dies), makes two consecutive successful saves, or receives magical treatment (such as a *remove disease* spell).

Special Qualities: Huecuvas retain all the special qualities of the base creature and gain the following additional qualities.

Turn Resistance (Ex): A huecuva is treated as an undead with 2 more Hit Dice than it actually has for the purposes of turn, rebuke, command, or bolster attempts.

Damage Reduction (Ex): A huecuva has damage reduction 10/silver.

Divine Conversion: A cleric who becomes a huecuva loses access to the domains he had in life and replaces them with the Death and Evil domains. A cleric who previously was able to turn undead loses that ability and gains the ability to rebuke or command undead, like other evil clerics.

A paladin who becomes a huecuva gains special abilities much like a fallen paladin who becomes a blackguard. See the information on fallen paladin blackguard abilities in the DMG to determine the huecuva’s special abilities.

Abilities: Change from the base creature as follows: Str +2; Int –6, Wis +2, Cha +2. As undead creatures, huecuva’s have no Constitution scores.

Feats: Huecuva’s gain Toughness as a bonus feat.

Climate/Terrain: Any land and underground.

Organization: Solitary or gang (2–12).

Challenge Rating: Same as the base creature +2.

Treasure: Standard.

Alignment: Always evil (any).

Eye of Fear and Flame

Medium Undead

Hit Dice: 12d12 (78 hp)

Initiative: +6

Speed: 30 ft. (6 squares)

AC: 22 (+2 Dex, +10 natural), touch 12, flat-footed 20

Base Attack/Grapple: +6/+9

Attack: Claw +9 melee (1d4+3)

Full Attack: 2 claws +9 melee (1d4+3)

Space/Reach: 5 ft./5 ft.

Special Attacks: *Eye of fear*, *eye of flame*, spell-like abilities

Special Qualities: Damage reduction 5/bludgeoning, immune to cold, spell deflection, turn resistance +4, undead traits

Saves: Fort +4, Ref +6, Will +11

Abilities: Str 17, Dex 14, Con —, Int 18, Wis 17, Cha 19

Skills: Climb +8, Concentration +18, Hide +14, Knowledge (arcana) +14, Listen +15, Move Silently +14, Spot +14

Feats: Combat Casting, Combat Expertise, Corrupt Spell-like Ability, Dodge, Empower Spell-like Ability, Improved Initiative, Mobility

Environment: Any land and underground

Organization: Solitary

Challenge Rating: 8

Treasure: Gems (see below)

Alignment: Always chaotic evil

Advancement: 13–18 HD (Medium), 19–24 HD (Large)

The eye of fear and flame is an undead creature created by the gods of chaos and evil to spread destruction and darkness. Through their malevolent divine power, they take the dead soul of a chaotic evil madman and give him an animated skeletal form with which to roam and do their will. Let loose among mortals, the eye of fear and flame commands all that it encounters to commit evil acts or be destroyed. For example, an eye of fear and flame might approach a lone couple in the woods and threaten that if the woman does not kill the man she is with immediately, it will kill them both. If she does not, the eye of fear and flame does its best to make good on its threat.

Draped in a ragged, hooded cloak, an eye of fear and flame is a skeletal figure with a gem set into each socket—one red and one black. Each gem is worth 2,000 gp but has no magical qualities once the eye of fear and flame is destroyed. When it is first encountered, a hood obscures the creature's face.

When it utilizes an eye power, it moves the hood away with a bony hand to reveal the eye.

COMBAT

An eye of fear and flame so rarely relies on its claw attacks that most people never realize it has them. Instead, it uses its spell-like abilities and flees if they are insufficient to destroy its enemies.

Eye of Fear (Su): Once per round, as a free action, an eye of fear and flame can produce an effect identical to that of a *fear* spell out of its black gem-eye. Caster level 15th; Will DC 20 negates. The save DC is Charisma-based.

Eye of Flame (Su): Once every three rounds, as a standard action, an eye of fear and flame can produce a *fireball* from its red gem-eye. Caster level 15th; Reflex DC 16 half. The save DC is Constitution-based. The fireball deals 10d6 points of fire damage, plus half again as much damage if empowered. If the fireball is corrupted, one-half of the damage is unholy damage that affects even those immune to fire.

Spell-Like Abilities: At will—*detect good*, *detect law*, *detect thoughts* (DC 16), *true seeing* (divine spell); 2/day—*ethereal jaunt*. Caster level 15th; the save DCs are Charisma-based.

Immune to cold (Ex): Eyes of fear and flame are not affected by cold.

Damage Reduction (Ex): Because it lacks flesh or internal organs, eyes of fear and flame have DR 5/bludgeoning.

Spell Deflection (Su): If any sort of vision-affecting spell such as *blindness* or *power word, blind* is cast on an eye of fear and flame, it is reflected back upon the caster (as the *spell turning* spell), who must save against the effect of her own spell.

Turn Resistance (Ex): An eye of fear and flame is treated as an undead with 4 more Hit Dice for the purpose of turn, rebuke, command, and bolster attempts.

Shadow Demon

Medium Outsider (Chaotic, Evil, Incorporeal)

Hit Dice: 10d8 (45 hp)

Initiative: +11

Speed: Fly 40 ft. (8 squares) (perfect)

AC: 22 (+7 Dex, +5 deflection), touch 22, flat-footed 15

Base Attack/Grapple: +10/+17

Attack: Claw +17 melee touch (1d6 vile)

Full Attack: 2 claws +17 melee touch (1d6 vile)

Space/Reach: 5 ft./5 ft.

Special Attacks: Improved grab, pounce, rake, spell-like abilities

Special Qualities: Darkness enhancement, flesh-ripping claw, immunities, incorporeal subtype, light powerlessness, outsider traits

Saves: Fort +7, Ref +16, Will +10

Abilities: Str —, Dex 24, Con 10, Int 17, Wis 17, Cha 20

Skills: Bluff +15, Concentration +10, Diplomacy +12, Hide +14, Intimidate +7, Knowledge (arcana) +16, Knowledge (the planes) +11, Listen +11, Move Silently +20, Search +16, Spot +15

Feats: Combat Expertise, Flyby Attack, Improved Initiative, Lightning Reflexes

Environment: Any land and underground

Organization: Solitary

Challenge Rating: 8

Treasure: None

Alignment: Always chaotic evil

Advancement: 11–15 HD (Medium), 16–20 HD (Large)

Shadow demons are denizens of the Abyss without corporeal forms. Formed from the very essence of evil on that plane. They skitter and flit about with great speed and a supernatural nimbleness, often mistaken for undead shadows. They resemble gaunt, angular, shadowy humanoids with bat-like wings.

Shadow demons, like night hags on a few other creatures that inhabit the Lower Planes, trade in souls. They use their *magic jar* ability to trap souls and sell or trade them to more powerful fiends. On the Material Plane, shadow demons sometimes work as advisors or assistants to evil creatures of great power: a dragon, an evil king, a powerful demonologist, or a similar villain. Shadow demons generally serve their chosen master well, especially if they are able to gain a great many souls while doing so. If the souls are evil, all the better. Shadow demons are also interested in tempting and corrupting mortals. And if, when its master finally dies, the shadow demon is able to snatch its soul too, all the better.

Shadow demons sometimes serve demon lords directly, but they rarely interact with tanar’ri or other demons.

COMBAT

Shadow demons employ a straightforward strategy in combat: Immerse the battlefield in darkness, and then tear foes to shreds with their inky claws.

Improved Grab (Ex): If a shadow demon hits a Medium or smaller opponent with both claw attacks, it deals normal damage and attempts to start a grapple as a free action without provoking an attack of opportunity (grapple bonus +17). If it hits with both claws, it can also rake in the same round. The shadow demon has the option to conduct the grapple normally, or simply use its claws to hold the opponent (–20 penalty on grapple check, but the shadow demon is not considered grappled). In either case, each successful grapple check it makes during successive rounds automatically deals damage from both claws.

Pounce (Ex): If a shadow demon charges a foe during the first round of combat, it can make a full attack (including a rake attempt, see below) even though it has moved).

Rake (Ex): On any round that a shadow demon has a hold on an opponent (see Improved Grab, above), it can make two rake attacks (+17 melee touch) with its hind legs for 1d6 points of damage each. The shadow demon can also attempt to rake when it pounces on an opponent.

Spell-Like Abilities: At will—*darkness*, 1/day—*deeper darkness*, *damning darkness*, 1/week—*magic jar*. Caster level 10th; save DC 15 + spell level

Darkness Enhancement (Ex): Shadow demons gain power from being in total darkness. They gain a +4 enhancement bonus to AC, attack rolls, damage rolls, saves, and skill and ability checks in such conditions.

Flesh-Ripping Claws (Su): When a shadow demon’s claws touch flesh, they become corporeal, allowing the creature to claw, rake, and even grapple with opponents, yet still ignore their armor. The shadow demon’s claw and rake attacks are thus made as touch attacks. Fleshless creatures, such as certain constructs, are immune to the attacks of a shadow demon. Corporeal foes attempting to grapple the shadow demon can only attempt to escape; they can’t deal damage or pin in a grapple. All damage a shadow demon’s claws deal is vile damage.

Immunities (Su): A shadow demon is immune to fire, cold, and electricity as well as mind-affecting effects, poison, sleep, paralysis, stunning, and disease.

It is not subject to critical hits, nonlethal damage, ability damage, energy drain, or death from massive damage.

Incorporeal Subtype: Only other incorporeal creatures, +1 or better magic weapons, spells, spell-like abilities, and supernatural abilities can harm a shadow demon. The creature has a 50% chance to ignore any damage from a corporeal source, except for force effects or attacks made with ghost touch weapons. A shadow demon can pass through solid objects, but not force effects, at will. Its attacks ignore natural armor, armor, and shields, but deflection bonuses and force effects work normally against them. A shadow demon always moves silently and cannot be heard with Listen checks if it doesn't wish to be.

Light Powerlessness (Ex): A shadow demon is drained in bright light (such as sunlight) and flees from it. Within such light, it takes a -4 penalty to AC, attack rolls, damage rolls, saves, and skill and ability checks.

Skills: A shadow demon receives a +10 racial bonus on Hide checks.

NOTE ON VILE DAMAGE

Vile damage, like regular damage, results in the loss of hit points or ability score points. Unlike regular damage, vile damage can only be healed by magic cast within the area of a consecrate or hallow spell. Vile damage represents such an evil violation to a character's body or soul that only in a holy place can healing magic repair the damage.

Appendix 2: New Feats and Spells

Feats

Quicken Turning [General]

You can turn or rebuke undead with a moment's thought.

Prerequisite: Ability to turn or rebuke undead

Benefit: You can turn or rebuke undead as a free action.

Note: Appeared in Complete Divine.

Corrupt Spell-Like Ability [General]

One of the creature's spell-like abilities is empowered by evil. A dark pact provides the creature with unholy energy.

Prerequisite: Any evil alignment.

Benefit: This feat adds the evil descriptor to a spell-like ability. Furthermore, if the spell-like ability deals damage, half of that damage (rounded down) is unholy damage. For instance, if a corrupted *fireball* deals a total of 35 points of damage, half of that amount (18 points) is fire damage, and the other half (17 points) is unholy damage. Creatures immune to fire still take the 17 points of unholy damage.

Each of a creature's spell-like abilities can be corrupted three times per day, though the feat does not allow the creature to exceed its normal usage limit for any ability. Thus, if a pit fiend chooses to corrupt its *fireball* ability, it can use a corrupted *fireball* up to three times that day. Thereafter, it could use its *fireball* ability again normally (since it can use *fireball* at will), or it could corrupt another of its spell-like abilities, such as *meteor swarm*.

Special: This feat can be taken multiple times. Each time it is taken, the creature can apply it to each of its spell-like abilities three additional times per day.

Note: First appeared in the Book of Vile Darkness.

Spells

Damning Darkness

Evocation [Darkness, Evil]

Level: Clr4, Sor/Wiz 4

Components: V, M/DF

Casting Time: 1 standard action

Range: Touch

Target: Object touched

Duration: 10 minutes/level (D)

Saving Throw: None

Spell Resistance: No

This spell is similar to *darkness*, except that those within the area of shadowy illumination also take unholy damage. Creatures of good alignment take 2d6 points of damage per round in the darkness, and creatures neither good nor evil take 1d6 points of damage. As with the *darkness* spell, the area of shadowy illumination is a 20-foot radius, and the object that serves as the spell's target can be shrouded to block the darkness (and thus the damaging effect). *Damning darkness* counters or dispels any light spell of equal or lower level.

Arcane Material Component: A dollop of pitch with a tiny needle hidden inside it.

Note: First appeared in the Book of Vile Darkness.

Appendix 3: New Prestige Class

Mindspy

Success in combat relies on anticipating your enemy's every move. A mindspy knows how easy that can be if you're privy to your foe's every thought. By reading the minds of her enemies, a mindspy knows exactly what they're going to do a fraction of a second before they do it. Eventually she learns to probe deeper, finding weak spots in her enemy's training.

Because the class relies utterly on *detect thoughts*, most mindspies are creatures that have it as a spell-like ability usable at will, such as couatls, succubi, doppelgangers, ghaeles, myrmarchs, leonals, mind-flayers, dark nagas, rakshasas, and green slaadi.

The most often encountered mindspies are elite mind flayers or doppelgangers. There is rumored to be a secretive order of couatl mindspies that roams the planes, hunting down evildoers.

Hit Die: d8

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1 st	+1	+0	+0	+2	Anticipate, combat telepathy, spherical detect thoughts
2 nd	+2	+0	+0	+3	Faster mindscan
3 rd	+3	+1	+1	+3	Multiple surface thoughts (two)
4 th	+4	+1	+1	+4	Instant mindscan
5 th	+5	+1	+1	+4	Multiple surface thoughts (four)

Requirements

To qualify to become a mindspy, a character must fulfill the following criteria.

Base Attack Bonus: +3.

Skills: Concentration 8 ranks.

Spells: Able to cast the *detect thoughts* spell or to use *detect thoughts* as a spell-like ability.

Class Skills

The mindspy's class skills (and the key ability for each skill) are Bluff (Cha), Concentration (Con), Craft (Int), Intimidate (Cha), Profession (Wis), and Sense Motive (Wis).

Skill Points at Each Level: 2 + Int modifier.

Class Features

All of the following are class features of the mindspy.

Weapon and Armor Proficiency: Mindspies gain no proficiency with any weapon or armor.

Anticipate (Su): Because she is reading her foe's thoughts, a mindspy knows where she needs to block and how she needs to dodge before an attack from the foe arrives. In addition, a mindspy can detect weak points in a foe's defense by observing her enemy's thoughts. At 1st level, a mindspy can add 1 point of Charisma bonus (if any) per mindspy class level as a bonus to her Armor Class against attacks from a foe whose surface thoughts she is detecting (if the normal 3 rounds passes and the target fails its Will save) as well as an insight bonus on attack rolls against any foe whose surface thoughts she is detecting. If a mindspy is caught flat-footed or is otherwise denied her Dexterity bonus, she also loses this insight bonus to her Armor Class.

Combat Telepathy (Su): By reading her opponents' surface thoughts, a mindspy can anticipate their every move. She can make a Concentration check (DC 10 + damage taken during the previous round) at the beginning of her turn. If the mindspy succeeds, she can maintain concentration on *detect thoughts* as a free action. If the mindspy casts a spell or uses another spell-like ability, *detect thoughts* ends.

Spherical Detect Thoughts (Su): A mindspy can widen the area of her *detect thoughts* spell or ability into a sphere centered on her, rather than a cone. The radius of the sphere is equal to the length of the cone.

Faster Mindscan (Su): By 2nd level, a mindspy has become adept at turning into others' thoughts quickly. In the round when she activates *detect thoughts*, she detects the presence or absence of thoughts and the Intelligence score of each thinking mind in the area. In the next round, she detects the surface thoughts of any one mind in the area.

Multiple Surface Thoughts (Su): A mindspy of 3rd level or higher can simultaneously detect the surface thoughts of any two creatures who fail their Will saves. This means that she gains anticipate bonuses against both of them. Once per round, as a free action, she can choose new minds to listen in on. At 5th level, a mindspy can simultaneously detect the surface thoughts of four creatures.

Instant Mindscan (Su): At 4th level and higher, a mindspy can enter her enemies' minds at the speed of thought. She gains all the information from *detect thoughts* (presence or absence of minds, Intelligence scores, and surface thoughts) in the same round when she activates the spell or ability. The mindspy's enemies still get Will saves to keep their surface thoughts secret.

Appendix 4: Encounters by APL

Possessions: Masterwork full plate, masterwork greatsword, masterwork light crossbow, 10 bolts, 2 scrolls of *cure light wounds*, wooden holy symbol, 6 torches, *rod of lesser silent metamagic*.

APL 6

Encounter One (EL 6)

Iuzian Priest: Female human Clr5; CR 5; Medium humanoid; HD 5d8+10; hp 35; Init -1; Spd 20 ft.; AC 17 (touch 9, flat-footed 17) [-1 Dex, +8 armor]; BA/G +3/+4; Atk/Full Atk +5 melee (2d6+1, greatsword); SA spells, command undead 8/day; SQ —; AL CE; SV Fort +6, Ref +0, Will +7; Str 13, Dex 8, Con 14, Int 10, Wis 16, Cha 12.

Skills and Feats: Concentration +10, Listen +10, Spellcraft +8; Improved Turning, Extra Turning, Weapon Focus (greatsword).

Cleric Spells Prepared (5/5/4/3; save DC 13 + spell level): 0—*detect magic, guidance* (2), *light, resistance*, 1st—*bane, cure light wounds, cause fear* (2), *protection from good**; 2nd—*desecrate, death knell, hold person, invisibility**; 3rd—*animate dead, dispel magic, magic circle against good**.

*Domain spell. *Domains:* Evil (cast evil spells at +1 caster level), Trickery (Bluff, Disguise and Hide skills added to class skills).

Possessions: Masterwork full plate, masterwork greatsword, masterwork light crossbow, 10 bolts, 2 scrolls of *cure light wounds*, wooden holy symbol, 6 torches, *rod of lesser silent metamagic*.

Encounter Two (EL 7)

Iuzian Priest: Female human Clr5; CR 5; Medium humanoid; HD 5d8+10; hp 35; Init -1; Spd 20 ft.; AC 17 (touch 9, flat-footed 17) [-1 Dex, +8 armor]; BA/G +3/+4; Atk/Full Atk +5 melee (2d6+1, greatsword); SA spells, command undead 8/day; SQ —; AL CE; SV Fort +6, Ref +0, Will +7; Str 13, Dex 8, Con 14, Int 10, Wis 16, Cha 12.

Skills and Feats: Concentration +10, Listen +10, Spellcraft +8; Improved Turning, Extra Turning, Weapon Focus (greatsword).

Cleric Spells Prepared (5/5/4/3; save DC 13 + spell level): 0—*detect magic, guidance* (2), *light, resistance*, 1st—*bane, cure light wounds, cause fear* (2), *protection from good**; 2nd—*desecrate, death knell, hold person, invisibility**; 3rd—*animate dead, dispel magic, magic circle against good**.

*Domain spell. *Domains:* Evil (cast evil spells at +1 caster level), Trickery (Bluff, Disguise and Hide skills added to class skills).

Encounter Six (EL 7)

Shadow Demon: Outsider; CR 8; Medium outsider (chaotic, extraplanar, evil, incorporeal); HD 10d8; hp 45; Init +11; Spd fly 40 ft. (perfect); AC 22 (touch 22, flat-footed 15 [+7 Dex, +5 deflection]); BA/G +10/+17; Atk +17 melee (1d6 vile claw); Full Atk +17 melee (1d6 2 vile claws); SA Improved grab, pounce, rake, spell-like abilities; SQ Darkness enhancement, flesh-ripping claws, immunities, incorporeal subtype, light powerlessness, outsider traits; AL CE; SV Fort +7(+9), Ref +16(+18), Will +10(+12); Str —, Dex 24, Con 10, Int 17, Wis 17, Cha 20.

Skills and Feats: Bluff +15, Concentration +10, Diplomacy +12, Hide +30*, Intimidate +7, Knowledge (arcana) +16, Knowledge (the planes) +11, Listen +16, Move Silently +20, Search +16, Spot +15; Combat Expertise, Flyby Attack, Improved Initiative, Lightning Reflexes.

Improved Grab (Ex): If a shadow demon hits a Medium or smaller opponent with both claw attacks, it deals normal damage and attempts to start a grapple as a free action without provoking an attack of opportunity (grapple bonus +17). If it hits with both claws, it can also rake in the same round. The shadow demon has the option to conduct the grapple normally, or simply use its claws to hold the opponent (-20 penalty on grapple check, but the shadow demon is not considered grappled). In either case, each successful grapple check it makes during successive rounds automatically deals damage from both claws.

Pounce (Ex): If a shadow demon dives or leaps upon a foe during the first round of combat, it can make a full attack (including a rake attempt, see below) even though it has moved).

Rake (Ex): On any round that a shadow demon has a hold on an opponent (see Improved Grab, above), it can make two rake attacks (+17 melee touch) with its hind legs for 1d6 points of damage each. The shadow demon can also attempt to rake when it pounces on an opponent.

Spell-Like Abilities: At will—*darkness*; 1/day—*deeper darkness, damning darkness*; 1/week—*magic jar*. Caster level 10th; save DC 15 + spell level.

Darkness Enhancement (Ex): Shadow demons gain power from being in total darkness. They gain a +4 enhancement bonus to AC, attack rolls, damage rolls, saves, and skill and ability checks in such conditions.

Flesh-Ripping Claws (Su): When a shadow demon's claws touch flesh, they become corporeal, allowing the creature to claw, rake, and even grapple with opponents, yet still ignore their armor. The shadow demon's claw and rake attacks are thus made as touch attacks. Fleshless creatures, such as certain constructs, are immune to the attacks of a shadow demon. Corporeal foes attempting to grapple the shadow demon can only attempt to escape; they can't deal damage or pin in a grapple. All damage a shadow demon's claws deal is vile damage.

Immunities (Su): A shadow demon is immune to fire, cold, electricity as well as mind-affecting effects, poison, *sleep*, paralysis, stunning, and disease. It is not subject to critical hits, nonlethal damage, ability damage, energy drain, or death from massive damage.

Light Powerlessness (Ex): A shadow demon is drained in bright light (such as sunlight) and flees from it. Within such light, it takes a -4 penalty to AC, attack rolls, damage rolls, saves, and skill and ability checks.

Doppelganger: Doppelganger; CR 4; Medium monstrous humanoid (shapechanger); HD 4d8+12; hp 32; Init +1; Spd 20 ft.; AC 23 (touch 11, flat-footed 22 [+1 Dex, +4 natural, +8 armor]); BA/G +4/+7; Atk/Full Atk +9 melee (1d8+3x3, battle axe); SA detect thoughts; SQ change shape, immunity to *sleep* and charm effects; AL N; SV Fort +6, Ref +5, Will +7; Str 16, Dex 13, Con 16, Int 13, Wis 16, Cha 17.

Skills and Feats: Bluff +7, Concentration +9, Diplomacy +3, Disguise +10 (+12 acting), Intimidate +3, Listen +6, Sense Motive +6, Spot +6; Cleave, Power Attack, Weapon Focus (battle axe).

Detect Thoughts (Su): The doppelganger can continuously use detect thoughts as the spell (caster level 18th; Will DC 17 negates). It can suppress or resume this ability as a free action.

Change Shape (Su): The doppelganger can assume any Small or Medium humanoid form or revert to its own form as a standard action. A change in form cannot be dispelled, but the doppelganger would revert to its natural form if killed. A *true seeing* spell or ability reveals its natural form.

Skills: The doppelganger gets an extra +10 circumstance bonus on Disguise checks when using its change shape ability. If it can read an opponent's mind, it gets a further +4 bonus on Bluff and Disguise checks.

Encounter Eight (EL 6)

Spawn of Kyuss: Advanced Undead; CR 5; Medium undead; HD 7d12+3 plus 14; hp 67; Init -1; Spd 30 ft.; AC 14 (touch 11, flat-footed 14 [-1 Dex, +2 deflection, +3 natural]); BA/G +3/+7; Atk/Full Atk +9 melee (1d6+8 slam plus Kyuss' Gift and worm transfer) or +7 melee touch (worm transfer) or +2 ranged touch (worm transfer); SA create spawn, fear aura, Kyuss' Gift; SQ Curative transformation, DR 5/slashing, fast healing 5, turn resistance +2; undead traits; AL CE; SV Fort +3(+5), Ref +1(+3), Will +5(+7); Str 18, Dex 9, Con —, Int 6, Wis 11, Cha 15.

Skills and Feats: Hide +5, Jump +7, Move Silently +5, Spot +3; Improved Natural Armor, Toughness.

Create Spawn (Su): Once per round as a free action as part of a slam attack, melee touch attack or ranged touch attack, a spawn of Kyuss can transfer a worm from its own body to that of an opponent. Hurling a worm at a foe with a range increment of 10 feet.

Each worm is a Fine vermin with AC 10 and 1 hit point. It can be killed with normal damage or by the touch of silver. On a spawn's next action, the worm burrows into its host's flesh. (A creature with a natural armor bonus of +5 or higher is immune to this burrowing effect.) The worm makes its way toward the host's brain, dealing 1 point of damage per round for 1d4+1 rounds. At the end of that period, it reaches the brain. While the worm is inside a victim, a *remove curse* or *remove disease* effect destroys it, and a *dispel evil* or *neutralize poison* effect delays its progress for 10d6 minutes. A successful Heal check (DC 20) extracts the worm and kills it.

Once the worm reaches the brain, it deals 1d2 points of Intelligence damage per round until it either is killed (by remove curse or remove disease) or slays its host (death occurs at 0 Intelligence). A Small, Medium, or Large creature slain by a worm rises as a new spawn of Kyuss 1d6+4 rounds later; a Tiny or smaller creature quickly putrefies; and a Huge or larger creature becomes a normal zombie of the appropriate size. Newly created spawn are not under the control of their parent, but they usually follow whatever spawn of Kyuss created them.

Damage Reduction (Ex): As augmented zombies, spawns of Kyuss have zombie damage reduction of 5/slashing.

Fear Aura (Su): A spawn of Kyuss continuously radiates a fear effect. This ability functions like a *fear* spell (caster level 7th; Will save DC 15), except that it affects all creatures within a 40-foot radius. Any creature that makes a successful saving throw against the effect cannot be affected again by the fear aura of that spawn of Kyuss for 24 hours.

Kyuss' Gift (Su): Any creature hit by a spawn of Kyuss' slam attack must succeed at a Fortitude save (DC 13) or contract this supernatural disease. The incubation period is 1 day, and the disease deals 1d6 points of Constitution damage and 1d4 points of Wisdom damage (see Disease on page 292 of the *Dungeon Master's Guide*). These effects manifest as rotting flesh and dementia. An affected creature gets only half the benefits of natural and magical healing, though a *cure disease* effect removes the affliction.

Curative Transformation (Ex): Any *remove curse* or *remove disease* effect, or a more powerful version of either of these effects, transforms a spawn of Kyuss into a normal zombie.

Fast Healing (Ex): A spawn of Kyuss regains lost hit points at the rate of 5 per round.

Encounter Nine (EL 7)

Huecuva ex-Paladin: Undead ex-Pal 4; CR 6; Medium undead; HD 4d12+3 plus 8; hp 39; Init -1; Spd 20 ft.; AC 25 (touch 11, flat-footed 25 [-1 Dex, +2 deflection, +4 natural, +10 armor and shield]); BA/G +4/+7; Atk/Full +11 melee (1d8+6/x3, +1 battleaxe), or +11 melee (1d6+5 plus disease, slam) or +6 ranged (1d8+5/x3, masterwork composite longbow [+3 Str]); SA huecuva blight, smite good 1/day, lay on hands; SQ DR 10/silver, turn resistance +2, undead traits; AL CE; SV Fort +6(+8), Ref +1(+3), Will +4(+6); Str 16, Dex 8, Con —, Int 4, Wis 15, Cha 17; Height 5 ft. 6 in.

Skills and Feats: Concentration +9, Heal +8, Ride +5; Power Attack, Cleave, Toughness^[B] Weapon Focus (battleaxe).

Huecuva Blight (Su): Victims hit by a huecuva's slam attack must succeed on a Fortitude save (DC 14) or fall prey to the disease called huecuva blight. The incubation period is 1 day; at the end of that time, the disease deals 1d2 points of Strength and Constitution damage. An infected victim must make a saving throw each day thereafter or take another 1d2 points of Strength and Constitution damage. The effects are cumulative each day until the victim reaches 0 Constitution (and dies), makes two consecutive successful saves, or receives magical treatment (such as a *remove disease* spell).

Smite Good (Su): Once per day this huecuva may attempt to smite good with one normal melee attack. She adds +3 to her attack roll and deals 3 extra points of damage. Smiting a creature that is not good has no effect but uses this ability for that day.

Lay on Hands (Su): Once per day, the huecuva can use this supernatural ability to cure himself or his fiendish servant of 12 hp of damage.

Damage Reduction (Ex): A huecuva has damage reduction 10/silver.

Possessions: Full plate, masterwork heavy steel shield, +1 battleaxe, masterwork composite longbow (+3 Str bonus), 10 normal arrows, 10 cold iron arrows, 10 silvered arrows.

Encounter Ten (EL 8)

Eye of Fear and Flame: Undead; CR 8; Medium undead; HD 12d12 plus 24; hp 108; Init +6; Spd 30 ft.; AC 24 (touch 14, flat-footed 22 [+2 Dex, +2 deflection, +10 natural]); BA/G +6/+9; Atk +11 melee (1d4+5 claw); Full Atk +11 melee (1d4+5 2 claws); SA *Eye of fear*, *eye of flame*, spell-like abilities; SQ Dr 5/bludgeoning, immunities, spell deflection, turn resistance +4, undead traits; AL CE; SV Fort +4(+6), Ref +6(+8), Will +11(+13); Str 17, Dex, Con —, Int 18, Wis 17, Cha 19.

Skills and Feats: Climb +8, Concentration +18, Hide +14, Knowledge (arcana) +14, Listen +15, Move Silently +14, Spot +14; Combat Casting, Combat Expertise, Corrupt Spell-Like Ability, Dodge, Empower Spell-Like Ability (*eye of flame*), Improved Initiative, Mobility.

Eye of Fear (Su): Once per round, as a free action, an eye of fear and flame can produce an effect identical with that of a fear spell out of its black gem-eye. Caster level 15th; Will DC 20 negates. The save DC is Charisma-based.

Eye of Flame (Su): Once every three rounds, as a standard action, an eye of fear and flame can produce a fireball from its red gem-eye. Caster level 15th; Reflex DC 16 half. The save DC is Constitution-based. The fireball deals 10d6 points of fire damage, plus half again as much damage if empowered. If the fireball is corrupted, one-half of the damage is unholy damage that affects even those immune to fire.

Spell-Like Abilities: At will—*detect good*, *detect law*, *detect thoughts* (DC 16), *true seeing* (divine spell); 2/day—*ethereal jaunt*. Caster level 15th; The save DCs are Charisma-based

Immunities (Ex): An eye of fear and flame is immune to cold.

Damage Reduction (Ex): Because it lacks flesh or internal organs, eyes of fear and flame have DR 5/bludgeoning.

Spell Deflection (Su): If any sort of vision-affecting spell such as *blindness* or *power word, blind* is cast on an eye of fear and flame, it is reflected back upon the caster (as the *spell turning* spell), who must save against the effect of her own spell.

Turn Resistance (Ex): An eye of fear and flame is treated as an undead with 4 more Hit Dice for the

purpose of turn, rebuke, command, and bolster attempts.

Encounter Eleven (EL 9)

Shadow Demon: Outsider; CR 8; Medium outsider (chaotic, extraplanar, evil, incorporeal); HD 10d8; hp 45; Init +11; Spd fly 40 ft. (perfect); AC 22 (touch 22, flat-footed 15 [+7 Dex, +5 deflection]); BA/G +10/+17; Atk +17 melee (1d6 vile claw); Full Atk +17 melee (1d6 2 vile claws); SA Improved grab, pounce, rake, spell-like abilities; SQ Darkness enhancement, flesh-ripping claws, immunities, incorporeal subtype, light powerlessness, outsider traits; AL CE; SV Fort +7(+9), Ref +16(+18), Will +10(+12); Str —, Dex 24, Con 10, Int 17, Wis 17, Cha 20.

Skills and Feats: Bluff +15, Concentration +10, Diplomacy +12, Hide +30*, Intimidate +7, Knowledge (arcana) +16, Knowledge (the planes +11, Listen +16, Move Silently +20, Search +16, Spot +15; Combat Expertise, Flyby Attack, Improved Initiative, Lightning Reflexes.

Improved Grab (Ex): If a shadow demon hits a Medium or smaller opponent with both claw attacks, it deals normal damage and attempts to start a grapple as a free action without provoking an attack of opportunity (grapple bonus +17). If it hits with both claws, it can also rake in the same round. The shadow demon has the option to conduct the grapple normally, or simply use its claws to hold the opponent (–20 penalty on grapple check, but the shadow demon is not considered grappled). In either case, each successful grapple check it makes during successive rounds automatically deals damage from both claws.

Pounce (Ex): If a shadow demon dives or leaps upon a foe during the first round of combat, it can make a full attack (including a rake attempt, see below) even though it has moved.

Rake (Ex): On any round that a shadow demon has a hold on an opponent (see Improved Grab, above), it can make two rake attacks (+17 melee touch) with its hind legs for 1d6 points of damage each. The shadow demon can also attempt to rake when it pounces on an opponent.

Spell-Like Abilities: At will—*darkness*, 1/day—*deeper darkness*, *damning darkness*, 1/week—*magic jar*. Caster level 10th; save DC 15 + spell level.

Darkness Enhancement (Ex): Shadow demons gain power from being in total darkness. They gain a +4 enhancement bonus to AC, attack rolls, damage rolls, saves, and skill and ability checks in such conditions.

Flesh-Ripping Claws (Su): When a shadow demon's claws touch flesh, they become corporeal, allowing the creature to claw, rake, and even grapple

with opponents, yet still ignore their armor. The shadow demon's claw and rake attacks are thus made as touch attacks. Fleshless creatures, such as certain constructs, are immune to the attacks of a shadow demon. Corporeal foes attempting to grapple the shadow demon can only attempt to escape; they can't deal damage or pin in a grapple. All damage a shadow demon's claws deal is vile damage.

Immunities (Su): A shadow demon is immune to fire, cold, electricity as well as mind-affecting effects, poison, *sleep*, paralysis, stunning, and disease. It is not subject to critical hits, nonlethal damage, ability damage, energy drain, or death from massive damage.

Light Powerlessness (Ex): A shadow demon is drained in bright light (such as sunlight) and flees from it. Within such light, it takes a –4 penalty to AC, attack rolls, damage rolls, saves, and skill and ability checks.

Advanced Babau: Outsider; CR 7; Medium outsider (chaotic, extraplanar, evil, tanar'ri) HD 8d8+56; hp 96; Init +0; Spd 30 ft.; AC 19 (touch 9, flat-footed 19 [–1 size, +10 natural]) BA/G +7/+21; Atk +17 melee (1d8+10 claw); Full Atk +17 melee (1d8+10 2 claws) and +15 melee (1d8+5 bite); SA sneak attack +2d6, spell-like abilities, *summon tanar'ri*; SQ DR 10/cold iron or good, darkvision 60 ft. immunity to electricity and poison, resistance to acid 10, cold 10 and fire 10, telepathy 100ft.; SR 14; AL CE; SV Fort +13(+15), Ref +6(+8), Will +7(+9); Str 30, Dex 10, Con 24, Int 14, Wis 13, Cha 16.

Skills and Feats: Climb +20, Disable Device +12, Disguise +14, Escape Artist +12, Hide +19, Listen +20, Move Silently +20, Open Lock +11, Search +20, Sleight of Hand +11, Survival +2 (+4 following tracks), Use Rope +2 (+4 with bindings); Cleave, Multiattack, Power Attack.

Spell-Like Abilities: At will—*darkness*, *dispel magic*, see *invisibility*, *greater teleport* (self plus 50 pounds of objects only). Caster level 7th.

Protective Slime (Su): Any weapon that touches the babau's skin takes 1d8 points of acid damage from the red jelly slime coating. A DC 20 Reflex save avoids taking this damage.

Summon Tanar'ri (Sp): Once per day a babau can attempt to summon 1 babau with a 40% chance of success. This is equivalent to a 3rd-level spell.

Skills: Babaus have a +8 racial bonus to hide, Listen, Move Silently, and Search checks.

APL 8

Encounter One (EL 8)

Iuzian Priest: Female human Clr5; CR 5; Medium humanoid; HD 5d8+10; hp 35; Init -1; Spd 20 ft.; AC 17 (touch 9, flat-footed 17) [-1 Dex, +8 armor]; BA/G +3/+4; Atk/Full Atk +5 melee (2d6+1, greatsword); SA spells, command undead 8/day; SQ —; AL CE; SV Fort +6, Ref +0, Will +7; Str 13, Dex 8, Con 14, Int 10, Wis 16, Cha 12.

Skills and Feats: Concentration +10, Listen +10, Spellcraft +8; Improved Turning, Extra Turning, Weapon Focus (greatsword).

Cleric Spells Prepared (5/5/4/3; save DC 13 + spell level): 0—*detect magic, guidance* (2), *light, resistance*, 1st—*bane, cure light wounds, cause fear* (2), *protection from good**; 2nd—*desecrate, death knell, hold person, invisibility**; 3rd—*animate dead, dispel magic, magic circle against good**.

*Domain spell. *Domains:* Evil (cast evil spells at +1 caster level), Trickery (Bluff, Disguise and Hide skills added to class skills).

Possessions: Masterwork full plate, masterwork greatsword, masterwork light crossbow, 10 bolts, 2 scrolls of *cure light wounds*, wooden holy symbol, 6 torches, *rod of lesser silent metamagic*.

Encounter Two (EL 9)

Iuzian Priest: Female human Clr5; CR 5; Medium humanoid; HD 5d8+10; hp 35; Init -1; Spd 20 ft.; AC 17 (touch 9, flat-footed 17) [-1 Dex, +8 armor]; BA/G +3/+4; Atk/Full Atk +5 melee (2d6+1, greatsword); SA spells, command undead 8/day; SQ —; AL CE; SV Fort +6, Ref +0, Will +7; Str 13, Dex 8, Con 14, Int 10, Wis 16, Cha 12.

Skills and Feats: Concentration +10, Listen +10, Spellcraft +8; Improved Turning, Extra Turning, Weapon Focus (greatsword).

Cleric Spells Prepared (5/5/4/3; save DC 13 + spell level): 0—*detect magic, guidance* (2), *light, resistance*, 1st—*bane, cure light wounds, cause fear* (2), *protection from good**; 2nd—*desecrate, death knell, hold person, invisibility**; 3rd—*animate dead, dispel magic, magic circle against good**.

*Domain spell. *Domains:* Evil (cast evil spells at +1 caster level), Trickery (Bluff, Disguise and Hide skills added to class skills).

Possessions: Masterwork full plate, masterwork greatsword, masterwork light crossbow, 10 bolts, 2 scrolls of *cure light wounds*, wooden holy symbol, 6 torches, *rod of lesser silent metamagic*.

Encounter Six (EL 9)

Shadow Demon: Outsider; CR 8; Medium outsider (chaotic, extraplanar, evil, incorporeal); HD 10d8; hp

45; Init +11; Spd fly 40 ft. (perfect); AC 22 (touch 22, flat-footed 15 [+7 Dex, +5 deflection]); BA/G +10/+17; Atk +17 melee (1d6 vile claw); Full Atk +17 melee (1d6 2 vile claws); SA Improved grab, pounce, rake, spell-like abilities; SQ Darkness enhancement, flesh-ripping claws, immunities, incorporeal subtype, light powerlessness, outsider traits; AL CE; SV Fort +7(+9), Ref +16(+18), Will +10(+12); Str —, Dex 24, Con 10, Int 17, Wis 17, Cha 20.

Skills and Feats: Bluff +15, Concentration +10, Diplomacy +12, Hide +30*, Intimidate +7, Knowledge (arcana) +16, Knowledge (the planes +11, Listen +16, Move Silently +20, Search +16, Spot +15; Combat Expertise, Flyby Attack, Improved Initiative, Lightning Reflexes.

Improved Grab (Ex): If a shadow demon hits a Medium or smaller opponent with both claw attacks, it deals normal damage and attempts to start a grapple as a free action without provoking an attack of opportunity (grapple bonus +17). If it hits with both claws, it can also rake in the same round. The shadow demon has the option to conduct the grapple normally, or simply use its claws to hold the opponent (-20 penalty on grapple check, but the shadow demon is not considered grappled). In either case, each successful grapple check it makes during successive rounds automatically deals damage from both claws.

Pounce (Ex): If a shadow demon dives or leaps upon a foe during the first round of combat, it can make a full attack (including a rake attempt, see below) even though it has moved.

Rake (Ex): On any round that a shadow demon has a hold on an opponent (see Improved Grab, above), it can make two rake attacks (+17 melee touch) with its hind legs for 1d6 points of damage each. The shadow demon can also attempt to rake when it pounces on an opponent.

Spell-Like Abilities: At will—*darkness*, 1/day—*deeper darkness, damning darkness*, 1/week—*magic jar*. Caster level 10th; save DC 15 + spell level.

Darkness Enhancement (Ex): Shadow demons gain power from being in total darkness. They gain a +4 enhancement bonus to AC, attack rolls, damage rolls, saves, and skill and ability checks in such conditions.

Flesh-Ripping Claws (Su): When a shadow demon's claws touch flesh, they become corporeal, allowing the creature to claw, rake, and even grapple with opponents, yet still ignore their armor. The shadow demon's claw and rake attacks are thus made as touch attacks. Fleshless creatures, such as certain constructs, are immune to the attacks of a shadow demon. Corporeal foes attempting to grapple the shadow demon can only attempt to escape; they can't

deal damage or pin in a grapple. All damage a shadow demon's claws deal is vile damage.

Immunities (Su): A shadow demon is immune to fire, cold, electricity as well as mind-affecting effects, poison, *sleep*, paralysis, stunning, and disease. It is not subject to critical hits, nonlethal damage, ability damage, energy drain, or death from massive damage.

Light Powerlessness (Ex): A shadow demon is drained in bright light (such as sunlight) and flees from it. Within such light, it takes a -4 penalty to AC, attack rolls, damage rolls, saves, and skill and ability checks.

Doppelganger Mindspy: Fighter 1/mindspy 1; CR 6; Medium monstrous humanoid (shapechanger); HD 4d8+12 plus 1d10+3 plus 1d8+3; hp 49; Init +1; Spd 20 ft.; AC 23 (touch 11, flat-footed 22 [+1 Dex, +4 natural, +8 armor]); BA/G +6/+9; Atk +11 melee (1d8+3x3, battle axe); Full Atk +11/+6 melee (1d8+3x3, battle axe); SA detect thoughts; SQ combat telepathy, change shape, immunity to *sleep* and charm effects; AL N; SV Fort +8, Ref +5, Will +8; Str 16, Dex 13, Con 16, Int 13, Wis 16, Cha 17.

Skills and Feats: Bluff +7, Concentration +9, Diplomacy +3, Disguise +10 (+12 acting), Intimidate +3, Listen +6, Sense Motive +6, Spot +6; Cleave, Great Cleave, Power Attack, Weapon Focus (battle axe).

Anticipate (Su): This mindspy gains a +1 insight bonus on attack rolls against foes whose surface thoughts it is detecting, and the same bonus to AC against attacks by such foes.

Detect Thoughts (Su): The doppelganger can continuously use detect thoughts as the spell (caster level 18th; Will DC 17 negates). It can suppress or resume this ability as a free action.

Combat Telepathy (Su): By reading her opponents' surface thoughts, a mindspy can anticipate their every move. She can make a Concentration check (DC 10 + damage taken during the previous round) at the beginning of her turn. If the mindspy succeeds, she can maintain concentration on *detect thoughts* as a free action. If the mindspy casts a spell or uses another spell-like ability, detect thoughts ends.

Change Shape (Su): The doppelganger can assume any Small or Medium humanoid form or revert to its own form as a standard action. A change in form cannot be dispelled, but the doppelganger would revert to its natural form if killed. A *true seeing* spell or ability reveals its natural form.

Faster Mindscan (Su): In the round that the doppelganger activated *detect thoughts*, she detects the presence or absence of thoughts and the Intelligence score of each thinking mind in the area.

In the next round, she detects the surface thoughts of any one mind in the area.

Multiple Surface Thoughts (Su): The mindspy can simultaneously detect the surface thoughts of two creatures within range who fail their Will saves. It can choose new minds to listen to once per round as a free action.

Spherical Detect Thoughts (Su): A mindspy can widen the area of her *detect thoughts* spell or ability into a sphere centered on her, rather than a cone. The radius of the sphere is equal to the length of the cone.

Skills: The doppelganger gets an extra +10 circumstance bonus on Disguise checks when using its change shape ability. If it can read an opponent's mind, it gets a further +4 bonus on Bluff and Disguise checks.

Possessions: +1 battle axe, masterwork full plate.

Encounter Eight (EL 8)

Spawn of Kyuss: Advanced Undead; CR 5; Medium undead; HD 7d12+3 plus 14; hp 67; Init -1; Spd 30 ft.; AC 14 (touch 11, flat-footed 14 [-1 Dex, +2 deflection, +3 natural]); BA/G +3/+7; Atk/Full Atk +9 melee (1d6+8 slam plus Kyuss' Gift and worm transfer) or +7 melee touch (worm transfer) or +2 ranged touch (worm transfer); SA create spawn, fear aura, Kyuss' Gift; SQ Curative transformation, DR 5/slashing, fast healing 5, turn resistance +2; undead traits; AL CE; SV Fort +2(+4), Ref +1(+3), Will +5(+7); Str 18, Dex 9, Con —, Int 6, Wis 11, Cha 15.

Skills and Feats: Hide +5, Jump +7, Move Silently +5, Spot +3; Improved Natural Armor, Toughness.

Create Spawn (Su): Once per round as a free action as part of a slam attack, melee touch attack or ranged touch attack, a spawn of Kyuss can transfer a worm from its own body to that of an opponent. Hurling a worm at a foe with a range increment of 10 feet.

Each worm is a Fine vermin with AC 10 and 1 hit point. It can be killed with normal damage or by the touch of silver. On a spawn's next action, the worm burrows into its host's flesh. (A creature with a natural armor bonus of +5 or higher is immune to this burrowing effect.) The worm makes its way toward the host's brain, dealing 1 point of damage per round for 1d4+1 rounds. At the end of that period, it reaches the brain. While the worm is inside a victim, a *remove curse* or *remove disease* effect destroys it, and a *dispel evil* or *neutralize poison* effect delays its progress for 10d6 minutes. A successful Heal check (DC 20) extracts the worm and kills it.

Once the worm reaches the brain, it deals 1d2 points of Intelligence damage per round until it either is killed (by remove curse or remove disease) or slays

its host (death occurs at 0 Intelligence). A Small, Medium, or Large creature slain by a worm rises as a new spawn of Kyuss 1d6+4 rounds later; a Tiny or smaller creature quickly putrefies; and a Huge or larger creature becomes a normal zombie of the appropriate size. Newly created spawn are not under the control of their parent, but they usually follow whatever spawn of Kyuss created them.

Damage Reduction (Ex): As augmented zombies, spawns of Kyuss have zombie damage reduction of 5/slashing.

Fear Aura (Su): A spawn of Kyuss continuously radiates a fear effect. This ability functions like a *fear* spell (caster level 7th; Will save DC 15), except that it affects all creatures within a 40-foot radius. Any creature that makes a successful saving throw against the effect cannot be affected again by the fear aura of that spawn of Kyuss for 24 hours.

Kyuss' Gift (Su): Any creature hit by a spawn of Kyuss' slam attack must succeed at a Fortitude save (DC 13) or contract this supernatural disease. The incubation period is 1 day, and the disease deals 1d6 points of Constitution damage and 1d4 points of Wisdom damage (see Disease on page 292 of the *Dungeon Master's Guide*). These effects manifest as rotting flesh and dementia. An affected creature gets only half the benefits of natural and magical healing, though a *cure disease* effect removes the affliction.

Curative Transformation (Ex): Any *remove curse* or *remove disease* effect, or a more powerful version of either of these effects, transforms a spawn of Kyuss into a normal zombie.

Fast Healing (Ex): A spawn of Kyuss regains lost hit points at the rate of 5 per round.

Encounter Nine (EL 9)

Huecuva ex-Paladin: Undead ex-Pal 6; CR 8; Medium undead; HD 6d12+3 plus 12; hp 57; Init -1; Spd 20 ft.; AC 25 (touch 11, flat-footed 25) [-1 Dex, +2 deflection, +4 natural, +10 armor and shield]; BA/G +6/+9; Atk +13 melee (1d8+6/x3, +1 *battleaxe*) or +11 melee (1d6+5 plus disease, slam), or +8 ranged (1d8+5/x3, masterwork composite longbow [+3 Str]); Full Atk +13/+8 melee (1d8+6/x3, +1 *battleaxe*) or +11/+6 melee (1d6+5 plus disease, slam), or +8/+3 ranged (1d8+5/x3, masterwork composite longbow [+3 Str]); SA huecuva blight, smite good 2/day, lay on hands, sneak attack +1d6; SQ DR 10/silver, turn resistance +2, undead traits; AL CE; SV Fort +7(+9), Ref +1(+3), Will +5(+7); Str 16, Dex 8, Con —, Int 4, Wis 16, Cha 17; Height 5 ft. 6 in.

Skills and Feats: Concentration +11, Heal +9, Ride +7; Power Attack, Cleave, Toughness^[B] Weapon Focus (battle axe).

Huecuva Blight (Su): Victims hit by a huecuva's slam attack must succeed on a Fortitude save (DC 14) or fall prey to the disease called huecuva blight. The incubation period is 1 day; at the end of that time, the disease deals 1d2 points of Strength and Constitution damage. An infected victim must make a saving throw each day thereafter or take another 1d2 points of Strength and Constitution damage. The effects are cumulative each day until the victim reaches 0 Constitution (and dies), makes two consecutive successful saves, or receives magical treatment (such as a *remove disease* spell).

Smite Good (Su): Twice per day this huecuva may attempt to smite good with one normal melee attack. She adds +3 to her attack roll and deals 5 extra points of damage. Smiting a creature that is not good has no effect but uses this ability for that day.

Lay on Hands (Su): Once per day, the huecuva can use this supernatural ability to cure himself or his fiendish servant of 18 hp of damage.

Damage Reduction (Ex): A huecuva has damage reduction 10/silver.

Possessions: Full plate, masterwork heavy steel shield, +1 *battleaxe*, masterwork composite longbow (+3 Str bonus), 10 normal arrows, 10 cold iron arrows, 10 silvered arrows.

Encounter Ten (EL 10)

Eye of Fear and Flame: Undead; CR 8; Medium undead; HD 12d12 plus 24; hp 108; Init +6; Spd 30 ft.; AC 24 (touch 14, flat-footed 22 [+2 Dex, +2 deflection, +10 natural]); BA/G +6/+9; Atk +11 melee (1d4+5 claw); Full Atk +11 melee (1d4+5 2 claws); SA *Eye of fear*, *eye of flame*, spell-like abilities; SQ Dr 5/bludgeoning, immunities, spell deflection, turn resistance +4, undead traits; AL CE; SV Fort +4(+6), Ref +6(+8), Will +11(+13); Str 17, Dex, Con —, Int 18, Wis 17, Cha 19.

Skills and Feats: Climb +8, Concentration +18, Hide +14, Knowledge (arcana) +14, Listen +15, Move Silently +14, Spot +14; Combat Casting, Combat Expertise, Corrupt Spell-Like Ability, Dodge, Empower Spell-Like Ability (*eye of flame*), Improved Initiative, Mobility.

Eye of Fear (Su): Once per round, as a free action, an eye of fear and flame can produce an effect identical with that of a fear spell out of its black gem-eye. Caster level 15th; Will DC 20 negates. The save DC is Charisma-based.

Eye of Flame (Su): Once every three rounds, as a standard action, an eye of fear and flame can produce a

fireball from its red gem-eye. Caster level 15th; Reflex DC 16 half. The save DC is Constitution-based. The fireball deals 10d6 points of fire damage, plus half again as much damage if empowered. If the fireball is corrupted, one-half of the damage is unholy damage that affects even those immune to fire.

Spell-Like Abilities: At will—*detect good*, *detect law*, *detect thoughts* (DC 16), *true seeing* (divine spell); 2/day—*ethereal jaunt*. Caster level 15th; The save DCs are Charisma-based

Immunities (Ex): An eye of fear and flame is immune to cold.

Damage Reduction (Ex): Because it lacks flesh or internal organs, eyes of fear and flame have DR 5/bludgeoning.

Spell Deflection (Su): If any sort of vision-affecting spell such as *blindness* or *power word, blind* is cast on an eye of fear and flame, it is reflected back upon the caster (as the *spell turning* spell), who must save against the effect of her own spell.

Turn Resistance (Ex): An eye of fear and flame is treated as an undead with 4 more Hit Dice for the purpose of turn, rebuke, command, and bolster attempts.

Encounter Eleven (EL 11)

Shadow Demon: Outsider; CR 8; Medium outsider (chaotic, evil, incorporeal); HD 10d8; hp 45; Init +11; Spd fly 40 ft. (perfect); AC 22 (touch 22, flat-footed 15 [+7 Dex, +5 deflection]); BA/G +10/+17; Atk +17 melee (1d6 vile claw); Full Atk +17 melee (1d6 2 vile claws); SA Improved grab, pounce, rake, spell-like abilities; SQ Darkness enhancement, flesh-ripping claws, immunities, incorporeal subtype, light powerlessness, outsider traits; AL CE; SV Fort +7(+9), Ref +16(+18), Will +10(+12); Str —, Dex 24, Con 10, Int 17, Wis 17, Cha 20.

Skills and Feats: Bluff +15, Concentration +10, Diplomacy +12, Hide +30*, Intimidate +7, Knowledge (arcana) +16, Knowledge (the planes) +11, Listen +16, Move Silently +20, Search +16, Spot +15; Combat Expertise, Flyby Attack, Improved Initiative, Lightning Reflexes.

Improved Grab (Ex): If a shadow demon hits a Medium or smaller opponent with both claw attacks, it deals normal damage and attempts to start a grapple as a free action without provoking an attack of opportunity (grapple bonus +17). If it hits with both claws, it can also rake in the same round. The shadow demon has the option to conduct the grapple normally, or simply use its claws to hold the opponent (–20 penalty on grapple check, but the shadow demon is not considered grappled). In either case, each successful

grapple check it makes during successive rounds automatically deals damage from both claws.

Pounce (Ex): If a shadow demon dives or leaps upon a foe during the first round of combat, it can make a full attack (including a rake attempt, see below) even though it has moved.

Rake (Ex): On any round that a shadow demon has a hold on an opponent (see Improved Grab, above), it can make two rake attacks (+17 melee touch) with its hind legs for 1d6 points of damage each. The shadow demon can also attempt to rake when it pounces on an opponent.

Spell-Like Abilities: At will—*darkness*; 1/day—*deeper darkness*, *damning darkness*; 1/week—*magic jar*. Caster level 10th; save DC 15 + spell level.

Darkness Enhancement (Ex): Shadow demons gain power from being in total darkness. They gain a +4 enhancement bonus to AC, attack rolls, damage rolls, saves, and skill and ability checks in such conditions.

Flesh-Ripping Claws (Su): When a shadow demon's claws touch flesh, they become corporeal, allowing the creature to claw, rake, and even grapple with opponents, yet still ignore their armor. The shadow demon's claw and rake attacks are thus made as touch attacks. Fleshless creatures, such as certain constructs, are immune to the attacks of a shadow demon. Corporeal foes attempting to grapple the shadow demon can only attempt to escape; they can't deal damage or pin in a grapple. All damage a shadow demon's claws deal is vile damage.

Immunities (Su): A shadow demon is immune to fire, cold, electricity as well as mind-affecting effects, poison, *sleep*, paralysis, stunning, and disease. It is not subject to critical hits, nonlethal damage, ability damage, energy drain, or death from massive damage.

Light Powerlessness (Ex): A shadow demon is drained in bright light (such as sunlight) and flees from it. Within such light, it takes a –4 penalty to AC, attack rolls, damage rolls, saves, and skill and ability checks.

Advanced Babau: Outsider; CR 7; Medium outsider (chaotic, extraplanar, evil, tanar'ri) HD 8d8+56; hp 96; Init +0; Spd 30 ft.; AC 19 (touch 9, flat-footed 19 [–1 size, +10 natural]) BA/G +7/+21; Atk +17 melee (1d8+10 claw); Full Atk +17 melee (1d8+10 2 claws) and +15 melee (1d8+5 bite); SA sneak attack +2d6, spell-like abilities, *summon tanar'ri*; SQ DR 10/cold iron or good, darkvision 60 ft. immunity to electricity and poison, resistance to acid 10, cold 10 and fire 10, telepathy 100ft.; SR 14; AL CE; SV Fort +13(+15), Ref +6(+8), Will +7(+9); Str 30, Dex 10, Con 24, Int 14, Wis 13, Cha 16.

Skills and Feats: Climb +20, Disable Device +12, Disguise +14, Escape Artist +12, Hide +19, Listen +20,

Move Silently +20, Open Lock +11, Search +20, Sleight of Hand +11, Survival +2 (+4 following tracks), Use Rope +2 (+4 with bindings); Cleave, Multiattack, Power Attack.

Spell-Like Abilities: At will—*darkness*, *dispel magic*, see *invisibility*, *greater teleport* (self plus 50 pounds of objects only). Caster level 7th.

Protective Slime (Su): Any weapon that touches the babau's skin takes 1d8 points of acid damage from the red jelly slime coating. A DC 20 Reflex save avoids taking this damage.

Summon Tanar'ri (Sp): Once per day a babau can attempt to summon 1 babau with a 40% chance of success. This is equivalent to a 3rd-level spell.

Skills: Babaus have a +8 racial bonus to hide, Listen, Move Silently, and Search checks.

APL 10

Encounter One (EL 10)

Iuzian Priest: Female human Clr6; CR 6; Medium humanoid; HD 6d8+12; hp 42; Init -1; Spd 20 ft.; AC 18 (touch 9, flat-footed 18) [-1 Dex, +9 *armor*]; BA/G +4/+5; Atk/Full Atk +7 melee (2d6+2, +1 *greatsword*); SA spells, command undead 8/day; SQ —; AL CE; SV Fort +7, Ref +1, Will +8; Str 13, Dex 8, Con 14, Int 10, Wis 16, Cha 12.

Skills and Feats: Concentration +11, Listen +11, Spellcraft +9; Improved Turning, Extra Turning, Quicken Turning, Weapon Focus (greatsword).

Cleric Spells Prepared (5/5/5/4; save DC 13 + spell level): 0—*detect magic*, *guidance* (2), *light*, *resistance*, 1st—*bane*, *cure light wounds*, *cause fear* (2), *protection from good**; 2nd—*desecrate*, *death knell* (2), *hold person*, *invisibility**; 3rd—*animate dead* (2), *dispel magic*, *magic circle against good**.

*Domain spell. **Domains:** Evil (cast evil spells at +1 caster level), Trickery (Bluff, Disguise and Hide skills added to class skills).

Possessions: +1 *full plate*, +1 *greatsword*, masterwork light crossbow, 10 bolts, 2 scrolls of *cure light wounds*, wooden holy symbol, 6 torches.

Encounter Two (EL 11)

Iuzian Priest: Female human Clr6; CR 6; Medium humanoid; HD 6d8+12; hp 42; Init -1; Spd 20 ft.; AC 18 (touch 9, flat-footed 18) [-1 Dex, +9 *armor*]; BA/G +4/+5; Atk/Full Atk +7 melee (2d6+2, +1 *greatsword*); SA spells, command undead 8/day; SQ —; AL CE; SV Fort +7, Ref +1, Will +8; Str 13, Dex 8, Con 14, Int 10, Wis 16, Cha 12.

Skills and Feats: Concentration +11, Listen +11, Spellcraft +9; Improved Turning, Extra Turning, Quicken Turning, Weapon Focus (greatsword).

Cleric Spells Prepared (5/5/5/4; save DC 13 + spell level): 0—*detect magic*, *guidance* (2), *light*, *resistance*, 1st—*bane*, *cure light wounds*, *cause fear* (2), *protection from good**; 2nd—*desecrate*, *death knell* (2), *hold person*, *invisibility**; 3rd—*animate dead* (2), *dispel magic*, *magic circle against good**.

*Domain spell. **Domains:** Evil (cast evil spells at +1 caster level), Trickery (Bluff, Disguise and Hide skills added to class skills).

Possessions: +1 *full plate*, +1 *greatsword*, masterwork light crossbow, 10 bolts, 2 scrolls of *cure light wounds*, wooden holy symbol, 6 torches, *rod of lesser silent metamagic*.

Encounter Six (EL 11)

Shadow Demon: Outsider; CR 10; Medium outsider (chaotic, evil, incorporeal); HD 14d8; hp 73; Init +11; Spd fly 40 ft. (perfect); AC 22 (touch 22, flat-footed 15) [+7 Dex, +5 deflection]; BA/G +14/+21; Atk +21 melee (1d6 vile claw); Full Atk +21 melee (1d6 2 vile claws); SA Improved grab, pounce, rake, spell-like abilities; SQ Darkness enhancement, flesh-ripping claws, immunities, incorporeal subtype, light powerlessness, outsider traits; AL CE; SV Fort +9(+11), Ref +18(+20), Will +12(+14); Str —, Dex 25, Con 10, Int 17, Wis 17, Cha 20.

Skills and Feats: Bluff +19, Concentration +14, Diplomacy +16, Hide +34*, Intimidate +11, Knowledge (arcana) +20, Knowledge (the planes) +15, Listen +20, Move Silently +24, Search +20, Spot +19; Combat Expertise, Flyby Attack, Improved Initiative, Lightning Reflexes.

Improved Grab (Ex): If a shadow demon hits a Medium or smaller opponent with both claw attacks, it deals normal damage and attempts to start a grapple as a free action without provoking an attack of opportunity (grapple bonus +21). If it hits with both claws, it can also rake in the same round. The shadow demon has the option to conduct the grapple normally, or simply use its claws to hold the opponent (-20 penalty on grapple check, but the shadow demon is not considered grappled). In either case, each successful grapple check it makes during successive rounds automatically deals damage from both claws.

Pounce (Ex): If a shadow demon dives or leaps upon a foe during the first round of combat, it can make a full attack (including a rake attempt, see below) even though it has moved.

Rake (Ex): On any round that a shadow demon has a hold on an opponent (see Improved Grab, above),

it can make two rake attacks (+21 melee touch) with its hind legs for 1d6 points of damage each. The shadow demon can also attempt to rake when it pounces on an opponent.

Spell-Like Abilities: At will—*darkness*, 1/day—*deeper darkness*, *damning darkness*, 1/week—*magic jar*. Caster level 14th; save DC 15 + spell level.

Darkness Enhancement (Ex): Shadow demons gain power from being in total darkness. They gain a +4 enhancement bonus to AC, attack rolls, damage rolls, saves, and skill and ability checks in such conditions.

Flesh-Ripping Claws (Su): When a shadow demon's claws touch flesh, they become corporeal, allowing the creature to claw, rake, and even grapple with opponents, yet still ignore their armor. The shadow demon's claw and rake attacks are thus made as touch attacks. Fleshless creatures, such as certain constructs, are immune to the attacks of a shadow demon. Corporeal foes attempting to grapple the shadow demon can only attempt to escape; they can't deal damage or pin in a grapple. All damage a shadow demon's claws deal is vile damage.

Immunities (Su): A shadow demon is immune to fire, cold, electricity as well as mind-affecting effects, poison, *sleep*, paralysis, stunning, and disease. It is not subject to critical hits, nonlethal damage, ability damage, energy drain, or death from massive damage.

Light Powerlessness (Ex): A shadow demon is drained in bright light (such as sunlight) and flees from it. Within such light, it takes a -4 penalty to AC, attack rolls, damage rolls, saves, and skill and ability checks.

Doppelganger: Fighter 1/mindspy 3; CR 8; Medium monstrous humanoid (shapechanger); HD 4d8+12 plus 1d10+3 plus 3d8+9; hp 65; Init +2; Spd 20 ft.; AC 24 (touch 12, flat-footed 22 [+2 Dex, +4 natural, +8 armor]); BA/G +8/+11; Atk +13 melee (1d8+3x3, battle axe); Full Atk +13/+8 melee (1d8+3x3, battle axe); SA detect thoughts; SQ combat telepathy, change shape, immunity to *sleep* and charm effects; AL N; SV Fort +9, Ref +7, Will +8; Str 16, Dex 14, Con 16, Int 13, Wis 16, Cha 17.

Skills and Feats: Bluff +9, Concentration +11, Diplomacy +4, Disguise +11 (+13 acting), Intimidate +4, Listen +6, Sense Motive +6, Spot +6; Cleave, Great Cleave, Power Attack, Weapon Focus (battle axe).

Anticipate (Su): This mindspy gains a +3 insight bonus on attack rolls against foes whose surface thoughts it is detecting, and the same bonus to AC against attacks by such foes.

Detect Thoughts (Su): The doppelganger can continuously use detect thoughts as the spell (caster

level 18th; Will DC 17 negates). It can suppress or resume this ability as a free action.

Combat Telepathy (Su): By reading her opponents' surface thoughts, a mindspy can anticipate their every move. She can make a Concentration check (DC 10 + damage taken during the previous round) at the beginning of her turn. If the mindspy succeeds, she can maintain concentration on *detect thoughts* as a free action. If the mindspy casts a spell or uses another spell-like ability, detect thoughts ends.

Change Shape (Su): The doppelganger can assume any Small or Medium humanoid form or revert to its own form as a standard action. A change in form cannot be dispelled, but the doppelganger would revert to its natural form if killed. A *true seeing* spell or ability reveals its natural form.

Spherical Detect Thoughts (Su): A mindspy can widen the area of her *detect thoughts* spell or ability into a sphere centered on her, rather than a cone. The radius of the sphere is equal to the length of the cone.

Faster Mindscan (Su): In the round that the doppelganger activated *detect thoughts*, she detects the presence or absence of thoughts and the Intelligence score of each thinking mind in the area. In the next round, she detects the surface thoughts of any one mind in the area.

Multiple Surface Thoughts (Su): The mindspy can simultaneously detect the surface thoughts of two creatures within range who fail their Will saves. It can choose new minds to listen to once per round as a free action.

Spherical Detect Thoughts (Su): A mindspy can widen the area of her *detect thoughts* spell or ability into a sphere centered on her, rather than a cone. The radius of the sphere is equal to the length of the cone.

Skills: The doppelganger gets an extra +10 circumstance bonus on Disguise checks when using its change shape ability. If it can read an opponent's mind, it gets a further +4 bonus on Bluff and Disguise checks.

Possessions: +1 battle axe, masterwork full plate.

Encounter Eight (EL 10)

Spawn of Kyuss: Advanced Undead; CR 5; Medium undead; HD 7d12+3 plus 14; hp 67; Init -1; Spd 30 ft.; AC 14 (touch 11, flat-footed 14 [-1 Dex, +2 deflection, +3 natural]); BA/G +3/+7; Atk/Full Atk +9 melee (1d6+8 slam plus Kyuss' Gift and worm transfer) or +7 melee touch (worm transfer) or +2 ranged touch (worm transfer); SA create spawn, fear aura, Kyuss' Gift; SQ Curative transformation, DR 5/slashing, fast healing 5, turn resistance +2; undead traits; AL CE; SV Fort +2(+4), Ref +1(+3), Will +5(+7); Str 18, Dex 9, Con —, Int 6, Wis 11, Cha 15.

Skills and Feats: Hide +5, Jump +7, Move Silently +5, Spot +3; Improved Natural Armor, Toughness.

Create Spawn (Su): Once per round as a free action as part of a slam attack, melee touch attack or ranged touch attack, a spawn of Kyuss can transfer a worm from its own body to that of an opponent. Hurling a worm at a foe with a range increment of 10 feet.

Each worm is a Fine vermin with AC 10 and 1 hit point. It can be killed with normal damage or by the touch of silver. On a spawn's next action, the worm burrows into its host's flesh. (A creature with a natural armor bonus of +5 or higher is immune to this burrowing effect.) The worm makes its way toward the host's brain, dealing 1 point of damage per round for 1d4+1 rounds. At the end of that period, it reaches the brain. While the worm is inside a victim, a *remove curse* or *remove disease* effect destroys it, and a *dispel evil* or *neutralize poison* effect delays its progress for 10d6 minutes. A successful Heal check (DC 20) extracts the worm and kills it.

Once the worm reaches the brain, it deals 1d2 points of Intelligence damage per round until it either is killed (by remove curse or remove disease) or slays its host (death occurs at 0 Intelligence). A Small, Medium, or Large creature slain by a worm rises as a new spawn of Kyuss 1d6+4 rounds later; a Tiny or smaller creature quickly putrefies; and a Huge or larger creature becomes a normal zombie of the appropriate size. Newly created spawn are not under the control of their parent, but they usually follow whatever spawn of Kyuss created them.

Damage Reduction (Ex): As augmented zombies, spawns of Kyuss have zombie damage reduction of 5/slashing.

Fear Aura (Su): A spawn of Kyuss continuously radiates a fear effect. This ability functions like a *fear* spell (caster level 7th; Will save DC 15), except that it affects all creatures within a 40-foot radius. Any creature that makes a successful saving throw against the effect cannot be affected again by the fear aura of that spawn of Kyuss for 24 hours.

Kyuss' Gift (Su): Any creature hit by a spawn of Kyuss' slam attack must succeed at a Fortitude save (DC 13) or contract this supernatural disease. The incubation period is 1 day, and the disease deals 1d6 points of Constitution damage and 1d4 points of Wisdom damage (see Disease on page 292 of the *Dungeon Master's Guide*). These effects manifest as rotting flesh and dementia. An affected creature gets only half the benefits of natural and magical healing, though a *cure disease* effect removes the affliction.

Curative Transformation (Ex): Any *remove curse* or *remove disease* effect, or a more powerful

version of either of these effects, transforms a spawn of Kyuss into a normal zombie.

Fast Healing (Ex): A spawn of Kyuss regains lost hit points at the rate of 5 per round.

Encounter Nine (EL 11)

Huecuva ex-Paladin: Undead ex-Pal 6/Blk 2; CR 10; Medium undead; HD 8d12+3 plus 16; hp 75; Init -1; Spd 20 ft.; AC 25 (touch 11, flat-footed 25) [-1 Dex, +2 deflection, +4 natural, +10 armor and shield]; BA/G +8/+11; Atk +15 melee (1d8+6/x3, +1 *battleaxe*) or +13 melee (1d6+5 plus disease, slam), or +9 ranged (1d8+5/x3, masterwork composite longbow [+3 Str]); Full Atk +15/+10 melee (1d8+6/x3, +1 *battleaxe*) or +13/+6 melee (1d6+5 plus disease, slam), or +9/+4 ranged (1d8+5/x3, masterwork composite longbow [+3 Str]); SA *detect good*, huecuva blight, smite good 3/day, lay on hands, sneak attack +1d6; SQ Aura of evil, dark blessing, DR 10/silver, poison use, spells, turn resistance +2, undead traits; AL CE; SV Fort +14(+16), Ref +5(+7), Will +8(+10); Str 16, Dex 8, Con —, Int 4, Wis 16, Cha 18; Height 5 ft. 6 in.

Skills and Feats: Concentration +13, Heal +11, Ride +9; Power Attack, Cleave, Improved Sunder, Toughness^{BI} Weapon Focus (battle axe).

Spells Prepared (2; base DC = 14: 1st—[~~corrupt weapon~~, inflict light wounds])

Fiendish Summoning (Sp): One per day the huecuva can use a *summon monster I* spell to call forth an evil creature. For this spell, the caster level is double the huecuva's Hit Dice.

Huecuva Blight (Su): Victims hit by a huecuva's slam attack must succeed on a Fortitude save (DC 14) or fall prey to the disease called huecuva blight. The incubation period is 1 day; at the end of that time, the disease deals 1d2 points of Strength and Constitution damage. An infected victim must make a saving throw each day thereafter or take another 1d2 points of Strength and Constitution damage. The effects are cumulative each day until the victim reaches 0 Constitution (and dies), makes two consecutive successful saves, or receives magical treatment (such as a *remove disease* spell).

Smite Good (Su): Three times per day this huecuva may attempt to smite good with one normal melee attack. She adds +3 to her attack roll and deals 8 extra points of damage. Smiting a creature that is not good has no effect but uses this ability for that day.

Lay on Hands (Su): Once per day, the huecuva can use this supernatural ability to "cure" him of 32 hp of damage.

Damage Reduction (Ex): A huecuva has damage reduction 10/silver.

Possessions: Full plate, masterwork heavy steel shield, +1 battleaxe, masterwork composite longbow (+3 Str bonus), 10 normal arrows, 10 cold iron arrows, 10 silvered arrows.

Encounter Ten (EL 12)

Eye of Fear and Flame: Undead; CR 9; Medium undead; HD 16d12 plus 32; hp 144; Init +6; Spd 30 ft.; AC 24 (touch 14, flat-footed 22 [+2 Dex, +2 deflection, +10 natural]); BA/G +8/+11; Atk +13 melee (1d4+5 claw); Full Atk +13 melee (1d4+5 2 claws); SA *Eye of fear*, *eye of flame*, spell-like abilities; SQ DR 5/bludgeoning, immunities, spell deflection, turn resistance +4, undead traits; AL CE; SV Fort +5(+7), Ref +7(+9), Will +13(+15); Str 17, Dex 14, Con —, Int 18, Wis 17, Cha 20.

Skills and Feats: Climb +12, Concentration +22, Hide +18, Knowledge (arcana) +18, Listen +19, Move Silently +18, Spot +18; Combat Casting, Combat Expertise, Corrupt Spell-Like Ability, Dodge, Empower Spell-Like Ability (*eye of flame*), Improved Initiative, Mobility, Quicken Spell-like Ability (*eye of flame*).

Eye of Fear (Su): Once per round, as a free action, an eye of fear and flame can produce an effect identical with that of a fear spell out of its black gem-eye. Caster level 15th; Will DC 23 negates. The save DC is Charisma-based.

Eye of Flame (Su): Once every three rounds, as a standard action, an eye of fear and flame can produce a fireball from its red gem-eye. Caster level 15th; Reflex DC 18 half. The save DC is Constitution-based. The fireball deals 10d6 points of fire damage, plus half again as much damage if empowered. If the fireball is corrupted, one-half of the damage is unholy damage that affects even those immune to fire.

Spell-Like Abilities: At will—*detect good*, *detect law*, *detect thoughts* (DC 17), *true seeing* (divine spell); 2/day—*ethereal jaunt*. Caster level 15th; The save DCs are Charisma-based

Immunities (Ex): An eye of fear and flame is immune to cold.

Damage Reduction (Ex): Because it lacks flesh or internal organs, eyes of fear and flame have DR 5/bludgeoning.

Spell Deflection (Su): If any sort of vision-affecting spell such as *blindness* or *power word, blind* is cast on an eye of fear and flame, it is reflected back upon the caster (as the *spell turning* spell), who must save against the effect of her own spell.

Turn Resistance (Ex): An eye of fear and flame is treated as an undead with 4 more Hit Dice for the purpose of turn, rebuke, command, and bolster attempts.

Encounter Eleven (EL 13)

Shadow Demon: Outsider; CR 10; Medium outsider (chaotic, evil, incorporeal); HD 14d8; hp 73; Init +11; Spd fly 40 ft. (perfect); AC 22 (touch 22, flat-footed 15) [+7 Dex, +5 deflection]; BA/G +14/+21; Atk +21 melee (1d6 vile claw); Full Atk +21 melee (1d6 2 vile claws); SA Improved grab, pounce, rake, spell-like abilities; SQ Darkness enhancement, flesh-ripping claws, immunities, incorporeal subtype, light powerlessness, outsider traits; AL CE; SV Fort +9(+11), Ref +18(+20), Will +12(+14); Str —, Dex 25, Con 10, Int 17, Wis 17, Cha 20.

Skills and Feats: Bluff +19, Concentration +14, Diplomacy +16, Hide +34*, Intimidate +11, Knowledge (arcana) +20, Knowledge (the planes) +15, Listen +20, Move Silently +24, Search +20, Spot +19; Combat Expertise, Flyby Attack, Improved Initiative, Lightning Reflexes.

Improved Grab (Ex): If a shadow demon hits a Medium or smaller opponent with both claw attacks, it deals normal damage and attempts to start a grapple as a free action without provoking an attack of opportunity (grapple bonus +21). If it hits with both claws, it can also rake in the same round. The shadow demon has the option to conduct the grapple normally, or simply use its claws to hold the opponent (–20 penalty on grapple check, but the shadow demon is not considered grappled). In either case, each successful grapple check it makes during successive rounds automatically deals damage from both claws.

Pounce (Ex): If a shadow demon dives or leaps upon a foe during the first round of combat, it can make a full attack (including a rake attempt, see below) even though it has moved.

Rake (Ex): On any round that a shadow demon has a hold on an opponent (see Improved Grab, above), it can make two rake attacks (+21 melee touch) with its hind legs for 1d6 points of damage each. The shadow demon can also attempt to rake when it pounces on an opponent.

Spell-Like Abilities: At will—*darkness*; 1/day—*deeper darkness*, *damning darkness*; 1/week—*magic jar*. Caster level 14th; save DC 15 + spell level.

Darkness Enhancement (Ex): Shadow demons gain power from being in total darkness. They gain a +4 enhancement bonus to AC, attack rolls, damage rolls, saves, and skill and ability checks in such conditions.

Flesh-Ripping Claws (Su): When a shadow demon's claws touch flesh, they become corporeal, allowing the creature to claw, rake, and even grapple with opponents, yet still ignore their armor. The shadow demon's claw and rake attacks are thus made as

touch attacks. Fleshless creatures, such as certain constructs, are immune to the attacks of a shadow demon. Corporeal foes attempting to grapple the shadow demon can only attempt to escape; they can't deal damage or pin in a grapple. All damage a shadow demon's claws deal is vile damage.

Immunities (Su): A shadow demon is immune to fire, cold, electricity as well as mind-affecting effects, poison, *sleep*, paralysis, stunning, and disease. It is not subject to critical hits, nonlethal damage, ability damage, energy drain, or death from massive damage.

Light Powerlessness (Ex): A shadow demon is drained in bright light (such as sunlight) and flees from it. Within such light, it takes a -4 penalty to AC, attack rolls, damage rolls, saves, and skill and ability checks.

Advanced Babau: Outsider; CR 8; Medium outsider (chaotic, extraplanar, evil, tanar'ri) HD 10d8+70; hp 110; Init +0; Spd 30 ft.; AC 19 (touch 9, flat-footed 19 [-1 size, +10 natural]) BA/G +9/+23; Atk +20 melee (1d8+10 claw); Full Atk +20 melee (1d8+10 2 claws) and +17 melee (1d8+5 bite); SA sneak attack +2d6, spell-like abilities, *summon tanar'ri*; SQ DR 10/cold iron or good, darkvision 60 ft. immunity to electricity and poison, resistance to acid 10, cold 10 and fire 10, telepathy 100ft.; SR 14; AL CE; SV Fort +14(+16), Ref +7(+9), Will +8(+10); Str 30, Dex 10, Con 24, Int 14, Wis 13, Cha 16.

Skills and Feats: Climb +22, Disable Device +12, Disguise +14, Escape Artist +14, Hide +21, Listen +22, Move Silently +22, Open Lock +11, Search +22, Sleight of Hand +13, Survival +4 (+6 following tracks), Use Rope +4 (+6 with bindings); Cleave, Multiattack, Power Attack, Weapon Focus (claw).

Spell-Like Abilities: At will—*darkness*, *dispel magic*, *see invisibility*, *greater teleport* (self plus 50 pounds of objects only). Caster level 7th.

Protective Slime (Su): Any weapon that touches the babau's skin takes 1d8 points of acid damage from the red jelly slime coating. A DC 20 Reflex save avoids taking this damage.

Summon Tanar'ri (Sp): Once per day a babau can attempt to summon 1 babau with a 40% chance of success. This is equivalent to a 3rd-level spell.

Skills: Babaus have a +8 racial bonus to hide, Listen, Move Silently, and Search checks.

APL 12

Encounter One (EL 12)

Iuzian Mid-rank Priest: Female human Clr8; CR 8; Medium humanoid; HD 8d8+16; hp 56; Init -1; Spd 20

ft.; AC 18 (touch 9, flat-footed 18) [-1 Dex, +9 armor]; BA/G +6/+7; Atk +9 melee (2d6+3, +1 greatsword); Full Atk +9/+4 melee (2d6+3, +1 greatsword); SA spells, command undead 8/day; SQ —; AL CE; SV Fort +8, Ref +1, Will +9; Str 14, Dex 8, Con 14, Int 10, Wis 16, Cha 12.

Skills and Feats: Concentration +13, Listen +13, Spellcraft +11; Improved Turning, Extra Turning, Quicken Turning, Weapon Focus (greatsword).

Cleric Spells Prepared (6/6/5/5/3; save DC 13 + spell level): 0—*detect magic*, *guidance* (2), *light*, *resistance*, 1st—*bane*, *cure light wounds* (2), *cause fear* (2), *protection from good**; 2nd—*desecrate*, *death knell* (2), *hold person* (2), *invisibility**; 3rd—*animate dead* (2), *contagion*, *dispel magic* (2), *magic circle against good**; 4th—*confusion**, *poison*, *summon monster IV*.

*Domain spell. **Domains:** Evil (cast evil spells at +1 caster level), Trickery (Bluff, Disguise and Hide skills added to class skills).

Possessions: +1 full plate, +1 greatsword, masterwork light crossbow, 10 bolts, 2 scrolls of *cure light wounds*, wooden holy symbol, 6 torches.

Iuzian Priest: Female human Clr6; CR 6; Medium humanoid; HD 6d8+12; hp 42; Init -1; Spd 20 ft.; AC 18 (touch 9, flat-footed 18) [-1 Dex, +9 armor]; BA/G +4/+5; Atk/Full Atk +7 melee (2d6+2, +1 greatsword); SA spells, command undead 8/day; SQ —; AL CE; SV Fort +7, Ref +1, Will +8; Str 13, Dex 8, Con 14, Int 10, Wis 16, Cha 12.

Skills and Feats: Concentration +11, Listen +11, Spellcraft +9; Improved Turning, Extra Turning, Quicken Turning, Weapon Focus (greatsword).

Cleric Spells Prepared (5/5/4/3; save DC 13 + spell level): 0—*detect magic*, *guidance* (2), *light*, *resistance*, 1st—*bane*, *cure light wounds*, *cause fear* (2), *protection from good**; 2nd—*desecrate*, *death knell* (2), *hold person*, *invisibility**; 3rd—*animate dead* (2), *dispel magic*, *magic circle against good**.

*Domain spell. **Domains:** Evil (cast evil spells at +1 caster level), Trickery (Bluff, Disguise and Hide skills added to class skills).

Possessions: +1 full plate, +1 greatsword, masterwork light crossbow, 10 bolts, 2 scrolls of *cure light wounds*, wooden holy symbol, 6 torches.

Encounter Two (EL 13)

Iuzian Mid-rank Priest: Female human Clr8; CR 8; Medium humanoid; HD 8d8+16; hp 56; Init -1; Spd 20 ft.; AC 18 (touch 9, flat-footed 18) [-1 Dex, +9 armor]; BA/G +6/+7; Atk +9 melee (2d6+3, +1 greatsword); Full Atk +9/+4 melee (2d6+3, +1 greatsword); SA spells, command undead 8/day; SQ —; AL CE; SV Fort +8,

Ref +1, Will +9; Str 14, Dex 8, Con 14, Int 10, Wis 16, Cha 12.

Skills and Feats: Concentration +13, Listen +13, Spellcraft +11; Improved Turning, Extra Turning, Quicken Turning, Weapon Focus (greatsword).

Cleric Spells Prepared (6/6/5/5/3; save DC 13 + spell level): 0—*detect magic, guidance* (2), *light, resistance*, 1st—*bane, cure light wounds* (2), *cause fear* (2), *protection from good**; 2nd—*desecrate, death knell* (2), *hold person* (2), *invisibility**; 3rd—*animate dead* (2), *contagion, dispel magic* (2), *magic circle against good**; 4th—*confusion**, *poison, summon monster IV*.

*Domain spell. *Domains:* Evil (cast evil spells at +1 caster level), Trickery (Bluff, Disguise and Hide skills added to class skills).

Possessions: +1 full plate, +1 greatsword, masterwork light crossbow, 10 bolts, 2 scrolls of *cure light wounds*, wooden holy symbol, 6 torches.

Iuzian Priest: Female human Clr6; CR 6; Medium humanoid; HD 6d8+12; hp 42; Init -1; Spd 20 ft.; AC 18 (touch 9, flat-footed 18) [-1 Dex, +9 armor]; BA/G +4/+5; Atk/Full Atk +7 melee (2d6+2, +1 greatsword); SA spells, command undead 8/day; SQ —; AL CE; SV Fort +7, Ref +1, Will +8; Str 13, Dex 8, Con 14, Int 10, Wis 16, Cha 12.

Skills and Feats: Concentration +11, Listen +11, Spellcraft +9; Improved Turning, Extra Turning, Quicken Turning, Weapon Focus (greatsword).

Cleric Spells Prepared (5/5/4/3; save DC 13 + spell level): 0—*detect magic, guidance* (2), *light, resistance*, 1st—*bane, cure light wounds, cause fear* (2), *protection from good**; 2nd—*desecrate, death knell* (2), *hold person, invisibility**; 3rd—*animate dead* (2), *dispel magic, magic circle against good**.

*Domain spell. *Domains:* Evil (cast evil spells at +1 caster level), Trickery (Bluff, Disguise and Hide skills added to class skills).

Possessions: +1 full plate, +1 greatsword, masterwork light crossbow, 10 bolts, 2 scrolls of *cure light wounds*, wooden holy symbol, 6 torches.

Encounter Six (EL 14)

Shadow Demon: Outsider; CR 12; Large outsider (chaotic, evil, incorporeal); HD 16d8+32; hp 119; Init +11; Spd fly 40 ft. (perfect); AC 24 (touch 24, flat-footed 14) [-1 size, +7 Dex, +8 deflection]; BA/G +15/+26; Atk +22 melee (1d6 vile claw); Full Atk +22 melee (1d6 2 vile claws); SA Improved grab, pounce, rake, spell-like abilities; SQ Darkness enhancement, flesh-ripping claws, immunities, incorporeal subtype, light powerlessness, outsider traits; AL CE; SV Fort

+10(+12), Ref +19(+21), Will +13(+15); Str —, Dex 24, Con 14, Int 17, Wis 17, Cha 20.

Skills and Feats: Bluff +21, Concentration +16, Diplomacy +18, Hide +36*, Intimidate +13, Knowledge (arcana) +22, Knowledge (the planes +17, Listen +22, Move Silently +26, Search +22, Spot +21; Combat Expertise, Flyby Attack, Improved Initiative, Lightning Reflexes, Quicken Spell-Like Ability (*darkness*)).

Improved Grab (Ex): If a shadow demon hits a Medium or smaller opponent with both claw attacks, it deals normal damage and attempts to start a grapple as a free action without provoking an attack of opportunity (grapple bonus +26). If it hits with both claws, it can also rake in the same round. The shadow demon has the option to conduct the grapple normally, or simply use its claws to hold the opponent (-20 penalty on grapple check, but the shadow demon is not considered grappled). In either case, each successful grapple check it makes during successive rounds automatically deals damage from both claws.

Pounce (Ex): If a shadow demon dives or leaps upon a foe during the first round of combat, it can make a full attack (including a rake attempt, see below) even though it has moved.

Rake (Ex): On any round that a shadow demon has a hold on an opponent (see Improved Grab, above), it can make two rake attacks (+22 melee touch) with its hind legs for 1d6 points of damage each. The shadow demon can also attempt to rake when it pounces on an opponent.

Spell-Like Abilities: At will—*darkness*, 1/day—*deeper darkness, damning darkness*, 1/week—*magic jar*. Caster level 16th; save DC 15 + spell level.

Darkness Enhancement (Ex): Shadow demons gain power from being in total darkness. They gain a +4 enhancement bonus to AC, attack rolls, damage rolls, saves, and skill and ability checks in such conditions.

Flesh-Ripping Claws (Su): When a shadow demon's claws touch flesh, they become corporeal, allowing the creature to claw, rake, and even grapple with opponents, yet still ignore their armor. The shadow demon's claw and rake attacks are thus made as touch attacks. Fleshless creatures, such as certain constructs, are immune to the attacks of a shadow demon. Corporeal foes attempting to grapple the shadow demon can only attempt to escape; they can't deal damage or pin in a grapple. All damage a shadow demon's claws deal is vile damage.

Immunities (Su): A shadow demon is immune to fire, cold, electricity as well as mind-affecting effects, poison, *sleep*, paralysis, stunning, and disease. It is not subject to critical hits, nonlethal damage, ability damage, energy drain, or death from massive damage.

Light Powerlessness (Ex): A shadow demon is drained in bright light (such as sunlight) and flees from it. Within such light, it takes a -4 penalty to AC, attack rolls, damage rolls, saves, and skill and ability checks.

Doppelganger: Fighter 1/mindspy 5; CR 10; Medium monstrous humanoid (shapechanger); HD 4d8+12 plus 1d10+3 plus 5d8+15; hp 82; Init +1; Spd 20 ft.; AC 24 (touch 12, flat-footed 22 [+2 Dex, +4 natural, +8 armor]); BA/G +10/+13; Atk +15 melee (1d8+4x3, battle axe); Full Atk +15/+10 melee (1d8+4x3, battle axe); SA detect thoughts; SQ combat telepathy, change shape, immunity to *sleep* and charm effects; AL N; SV Fort +9, Ref +8, Will +10; Str 18, Dex 14, Con 16, Int 13, Wis 16, Cha 20.

Skills and Feats: Bluff +20, Concentration +12, Diplomacy +6, Disguise +18 (+20 acting), Intimidate +10, Listen +6, Sense Motive +10, Spot +6; Cleave, Great Cleave, Power Attack, Persuasive, Weapon Focus (battle axe).

Anticipate (Su): This mindspy gains a +5 insight bonus on attack rolls against foes whose surface thoughts it is detecting, and the same bonus to AC against attacks by such foes.

Detect Thoughts (Su): The doppelganger can continuously use detect thoughts as the spell (caster level 18th; Will DC 17 negates). It can suppress or resume this ability as a free action.

Combat Telepathy (Su): By reading her opponents' surface thoughts, a mindspy can anticipate their every move. She can make a Concentration check (DC 10 + damage taken during the previous round) at the beginning of her turn. If the mindspy succeeds, she can maintain concentration on *detect thoughts* as a free action. If the mindspy casts a spell or uses another spell-like ability, detect thoughts ends.

Change Shape (Su): The doppelganger can assume any Small or Medium humanoid form or revert to its own form as a standard action. A change in form cannot be dispelled, but the doppelganger would revert to its natural form if killed. A *true seeing* spell or ability reveals its natural form.

Spherical Detect Thoughts (Su): A mindspy can widen the area of her *detect thoughts* spell or ability into a sphere centered on her, rather than a cone. The radius of the sphere is equal to the length of the cone.

Instant Mindscan (Su): The doppelganger gains all the information from *detect thoughts* (presence or absence of minds, Intelligence scores, and surface thoughts) in the same round when it activates the ability. The doppelganger's enemies still get a Will save to keep their surface thoughts secret.

Multiple Surface Thoughts (Su): The mindspy can simultaneously detect the surface thoughts of four creatures within range who fail their Will saves. It can choose new minds to listen to once per round as a free action.

Spherical Detect Thoughts (Su): A mindspy can widen the area of her *detect thoughts* spell or ability into a sphere centered on her, rather than a cone. The radius of the sphere is equal to the length of the cone.

Skills: The doppelganger gets an extra +10 circumstance bonus on Disguise checks when using its change shape ability. If it can read an opponent's mind, it gets a further +4 bonus on Bluff and Disguise checks.

Possessions: +1 battle axe, masterwork full plate.

Encounter Eight (EL 12)

Spawn of Kyuss: Advanced Undead; CR 5; Medium undead; HD 7d12+3 plus 14; hp 67; Init -1; Spd 30 ft.; AC 14 (touch 11, flat-footed 14 [-1 Dex, +2 deflection, +3 natural]); BA/G +3/+7; Atk/Full Atk +9 melee (1d6+8 slam plus Kyuss' Gift and worm transfer) or +7 melee touch (worm transfer) or +2 ranged touch (worm transfer); SA create spawn, fear aura, Kyuss' Gift; SQ Curative transformation, DR 5/slashing, fast healing 5, turn resistance +2; undead traits; AL CE; SV Fort +2(+4), Ref +1(+3), Will +5(+7); Str 18, Dex 9, Con —, Int 6, Wis 11, Cha 15.

Skills and Feats: Hide +5, Jump +7, Move Silently +5, Spot +3; Improved Natural Armor, Toughness.

Create Spawn (Su): Once per round as a free action as part of a slam attack, melee touch attack or ranged touch attack, a spawn of Kyuss can transfer a worm from its own body to that of an opponent. Hurling a worm at a foe with a range increment of 10 feet.

Each worm is a Fine vermin with AC 10 and 1 hit point. It can be killed with normal damage or by the touch of silver. On a spawn's next action, the worm burrows into its host's flesh. (A creature with a natural armor bonus of +5 or higher is immune to this burrowing effect.) The worm makes its way toward the host's brain, dealing 1 point of damage per round for 1d4+1 rounds. At the end of that period, it reaches the brain. While the worm is inside a victim, a *remove curse* or *remove disease* effect destroys it, and a *dispel evil* or *neutralize poison* effect delays its progress for 10d6 minutes. A successful Heal check (DC 20) extracts the worm and kills it.

Once the worm reaches the brain, it deals 1d2 points of Intelligence damage per round until it either is killed (by *remove curse* or *remove disease*) or slays its host (death occurs at 0 Intelligence). A Small, Medium, or Large creature slain by a worm rises as a

new spawn of Kyuss 1d6+4 rounds later; a Tiny or smaller creature quickly putrefies; and a Huge or larger creature becomes a normal zombie of the appropriate size. Newly created spawn are not under the control of their parent, but they usually follow whatever spawn of Kyuss created them.

Damage Reduction (Ex): As augmented zombies, spawns of Kyuss have zombie damage reduction of 5/slashing.

Fear Aura (Su): A spawn of Kyuss continuously radiates a fear effect. This ability functions like a *fear* spell (caster level 7th; Will save DC 15), except that it affects all creatures within a 40-foot radius. Any creature that makes a successful saving throw against the effect cannot be affected again by the fear aura of that spawn of Kyuss for 24 hours.

Kyuss' Gift (Su): Any creature hit by a spawn of Kyuss' slam attack must succeed at a Fortitude save (DC 13) or contract this supernatural disease. The incubation period is 1 day, and the disease deals 1d6 points of Constitution damage and 1d4 points of Wisdom damage (see Disease on page 292 of the *Dungeon Master's Guide*). These effects manifest as rotting flesh and dementia. An affected creature gets only half the benefits of natural and magical healing, though a *cure disease* effect removes the affliction.

Curative Transformation (Ex): Any *remove curse* or *remove disease* effect, or a more powerful version of either of these effects, transforms a spawn of Kyuss into a normal zombie.

Fast Healing (Ex): A spawn of Kyuss regains lost hit points at the rate of 5 per round.

Encounter Nine (EL 13)

Huecuva ex-Paladin: Undead ex-Pal 6/Blk 2; CR 10; Medium undead; HD 8d12+3 plus 16; hp 75; Init -1; Spd 20 ft.; AC 25 (touch 11, flat-footed 25) [-1 Dex, +2 deflection, +4 natural, +10 armor and shield]; BA/G +8/+11; Atk +15 melee (1d8+6/x3, +1 *battleaxe*) or +13 melee (1d6+5 plus disease, slam), or +9 ranged (1d8+5/x3, masterwork composite longbow [+3 Str]); Full Atk +15/+10 melee (1d8+6/x3, +1 *battleaxe*) or +13/+6 melee (1d6+5 plus disease, slam), or +9/+4 ranged (1d8+5/x3, masterwork composite longbow [+3 Str]); SA *detect good*, huecuva blight, smite good 3/day, lay on hands, sneak attack +1d6; SQ Aura of evil, dark blessing, DR 10/silver, poison use, spells, turn resistance +2, undead traits; AL CE; SV Fort +14(+16), Ref +5(+7), Will +8(+10); Str 16, Dex 8, Con —, Int 4, Wis 16, Cha 18; Height 5 ft. 6 in.

Skills and Feats: Concentration +13, Heal +11, Ride +9; Power Attack, Cleave, Improved Sunder, Toughness^[B] Weapon Focus (battle axe).

Spells Prepared (2; base DC = 14: 1st—[~~corrupt weapon~~, inflict light wounds])

Fiendish Summoning (Sp): One per day the huecuva can use a *summon monster I* spell to call forth an evil creature. For this spell, the caster level is double the huecuva's Hit Dice.

Huecuva Blight (Su): Victims hit by a huecuva's slam attack must succeed on a Fortitude save (DC 14) or fall prey to the disease called huecuva blight. The incubation period is 1 day; at the end of that time, the disease deals 1d2 points of Strength and Constitution damage. An infected victim must make a saving throw each day thereafter or take another 1d2 points of Strength and Constitution damage. The effects are cumulative each day until the victim reaches 0 Constitution (and dies), makes two consecutive successful saves, or receives magical treatment (such as a *remove disease* spell).

Smite Good (Su): Three times per day this huecuva may attempt to smite good with one normal melee attack. She adds +3 to her attack roll and deals 8 extra points of damage. Smiting a creature that is not good has no effect but uses this ability for that day.

Lay on Hands (Su): Once per day, the huecuva can use this supernatural ability to "cure" him of 32 hp of damage.

Damage Reduction (Ex): A huecuva has damage reduction 10/silver.

Possessions: Full plate, masterwork heavy steel shield, +1 *battleaxe*, masterwork composite longbow (+3 Str bonus), 10 normal arrows, 10 cold iron arrows, 10 silvered arrows.

Encounter Ten (EL 14)

Eye of Fear and Flame: Undead; CR 10; Large undead; HD 19d12 plus 38; hp 181; Init +6; Spd 30 ft.; AC 24 (touch 13, flat-footed 21 [-1 size, +2 Dex, +2 deflection, +12 natural]); BA/G +8/+17; Atk +15 melee (1d6+7 claw); Full Atk +15 melee (1d6+7 2 claws); SA *Eye of fear*, *eye of flame*, spell-like abilities; SQ DR 5/bludgeoning, immunities, spell deflection, turn resistance +4, undead traits; AL CE; SV Fort +6(+8), Ref +7(+9), Will +14(+16); Str 21, Dex 12, Con —, Int 18, Wis 17, Cha 20.

Skills and Feats: Climb +17, Concentration +26, Hide +20, Knowledge (arcana) +21, Listen +22, Move Silently +20, Spot +21; Combat Casting, Combat Expertise, Corrupt Spell-Like Ability, Dodge, Empower Spell-Like Ability (*eye of flame*), Improved Initiative, Mobility, Quicken Spell-like Ability (*eye of flame*).

Eye of Fear (Su): Once per round, as a free action, an eye of fear and flame can produce an effect identical with that of a fear spell out of its black gem-eye. Caster

level 15th; Will DC 24 negates. The save DC is Charisma-based.

Eye of Flame (Su): Once every three rounds, as a standard action, an eye of fear and flame can produce a fireball from its red gem-eye. Caster level 15th; Reflex DC 19 half. The save DC is Constitution-based. The fireball deals 10d6 points of fire damage, plus half again as much damage if empowered. If the fireball is corrupted, one-half of the damage is unholy damage that affects even those immune to fire.

Spell-Like Abilities: At will—*detect good*, *detect law*, *detect thoughts* (DC 17), *true seeing* (divine spell); 2/day—*ethereal jaunt*. Caster level 15th; The save DCs are Charisma-based

Immunities (Ex): An eye of fear and flame is immune to cold.

Damage Reduction (Ex): Because it lacks flesh or internal organs, eyes of fear and flame have DR 5/bludgeoning.

Spell Deflection (Su): If any sort of vision-affecting spell such as *blindness* or *power word, blind* is cast on an eye of fear and flame, it is reflected back upon the caster (as the *spell turning* spell), who must save against the effect of her own spell.

Turn Resistance (Ex): An eye of fear and flame is treated as an undead with 4 more Hit Dice for the purpose of turn, rebuke, command, and bolster attempts.

Encounter Eleven (EL 15)

Shadow Demon: Outsider; CR 12; Large outsider (chaotic, evil, incorporeal); HD 16d8+32; hp 119; Init +11; Spd fly 40 ft. (perfect); AC 24 (touch 24, flat-footed 14) [−1 size, +7 Dex, +8 deflection; BA/G +15/+26; Atk +22 melee (1d6 vile claw); Full Atk +22 melee (1d6 2 vile claws); SA Improved grab, pounce, rake, spell-like abilities; SQ Darkness enhancement, flesh-ripping claws, immunities, incorporeal subtype, light powerlessness, outsider traits; AL CE; SV Fort +10(+12), Ref +19(+21), Will +13(+15); Str —, Dex 24, Con 14, Int 17, Wis 17, Cha 20.

Skills and Feats: Bluff +21, Concentration +16, Diplomacy +18, Hide +36*, Intimidate +13, Knowledge (arcana) +22, Knowledge (the planes) +17, Listen +22, Move Silently +26, Search +22, Spot +21; Combat Expertise, Flyby Attack, Improved Initiative, Lightning Reflexes, Quicken Spell-Like Ability (*darkness*).

Improved Grab (Ex): If a shadow demon hits a Medium or smaller opponent with both claw attacks, it deals normal damage and attempts to start a grapple as a free action without provoking an attack of opportunity (grapple bonus +26). If it hits with both claws, it can also rake in the same round. The shadow

demon has the option to conduct the grapple normally, or simply use its claws to hold the opponent (−20 penalty on grapple check, but the shadow demon is not considered grappled). In either case, each successful grapple check it makes during successive rounds automatically deals damage from both claws.

Pounce (Ex): If a shadow demon dives or leaps upon a foe during the first round of combat, it can make a full attack (including a rake attempt, see below) even though it has moved.

Rake (Ex): On any round that a shadow demon has a hold on an opponent (see Improved Grab, above), it can make two rake attacks (+22 melee touch) with its hind legs for 1d6 points of damage each. The shadow demon can also attempt to rake when it pounces on an opponent.

Spell-Like Abilities: At will—*darkness*; 1/day—*deeper darkness*, *damning darkness*; 1/week—*magic jar*. Caster level 16th; save DC 15 + spell level.

Darkness Enhancement (Ex): Shadow demons gain power from being in total darkness. They gain a +4 enhancement bonus to AC, attack rolls, damage rolls, saves, and skill and ability checks in such conditions.

Flesh-Ripping Claws (Su): When a shadow demon's claws touch flesh, they become corporeal, allowing the creature to claw, rake, and even grapple with opponents, yet still ignore their armor. The shadow demon's claw and rake attacks are thus made as touch attacks. Fleshless creatures, such as certain constructs, are immune to the attacks of a shadow demon. Corporeal foes attempting to grapple the shadow demon can only attempt to escape; they can't deal damage or pin in a grapple. All damage a shadow demon's claws deal is vile damage.

Immunities (Su): A shadow demon is immune to fire, cold, electricity as well as mind-affecting effects, poison, *sleep*, paralysis, stunning, and disease. It is not subject to critical hits, nonlethal damage, ability damage, energy drain, or death from massive damage.

Light Powerlessness (Ex): A shadow demon is drained in bright light (such as sunlight) and flees from it. Within such light, it takes a −4 penalty to AC, attack rolls, damage rolls, saves, and skill and ability checks.

Advanced Babau: Outsider; CR 10; Large outsider (chaotic, extraplanar, evil, tanar'ri) HD 12d8+84; hp 134; Init +0; Spd 30 ft.; AC 19 (touch 9, flat-footed 19 [−1 size, +10 natural]) BA/G +11/+25; Atk +21 melee (1d8+10 claw); Full Atk +21 melee (1d8+10 2 claws) and +18 melee (1d8+5 bite); SA sneak attack +2d6, spell-like abilities, *summon tanar'ri*; SQ DR 10/cold iron or good, darkvision 60 ft. immunity to electricity and poison, resistance to acid 10, cold 10 and fire 10, telepathy

100ft.; SR 14; AL CE; SV Fort +15(+17), Ref +8(+10), Will +9(+11); Str 30, Dex 11, Con 24, Int 14, Wis 13, Cha 16.

Skills and Feats: Climb +24, Disable Device +12, Disguise +14, Escape Artist +16, Hide +23, Listen +24, Move Silently +24, Open Lock +11, Search +24, Sleight of Hand +15, Survival +6 (+8 following tracks), Use Rope +6 (+8 with bindings); Awesome Blow, Cleave, Improved Bull Rush, Multiattack, Power Attack.

Spell-Like Abilities: At will—*darkness*, *dispel magic*, *see invisibility*, *greater teleport* (self plus 50 pounds of objects only). Caster level 7th.

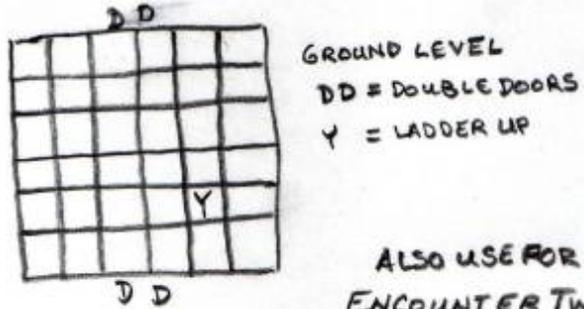
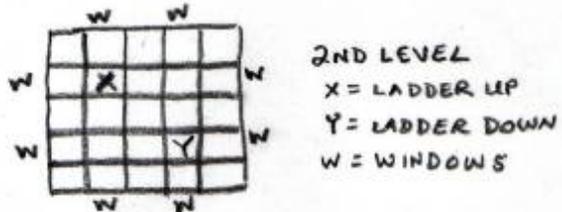
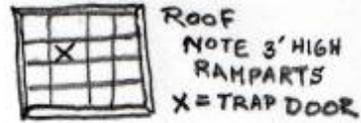
Protective Slime (Su): Any weapon that touches the babau's skin takes 1d8 points of acid damage from the red jelly slime coating. A DC 20 Reflex save avoids taking this damage.

Summon Tanar'ri (Sp): Once per day a babau can attempt to summon 1 babau with a 40% chance of success. This is equivalent to a 3rd-level spell.

Skills: Babaus have a +8 racial bonus to hide, Listen, Move Silently, and Search checks.

Appendix 5: Maps

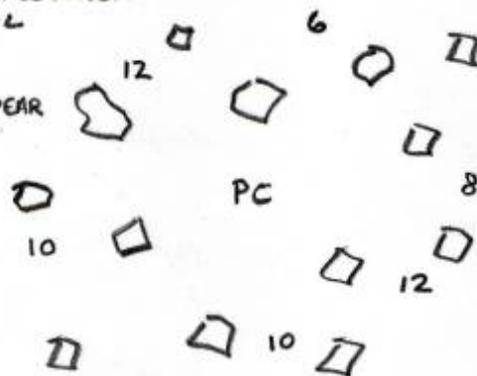
ENCOUNTER ONE:



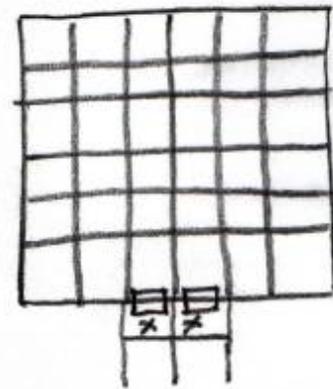
ENCOUNTER FOUR

= MIND FLAYER LOCATION BASED ON APL

PC = PLAYERS APPEAR HERE

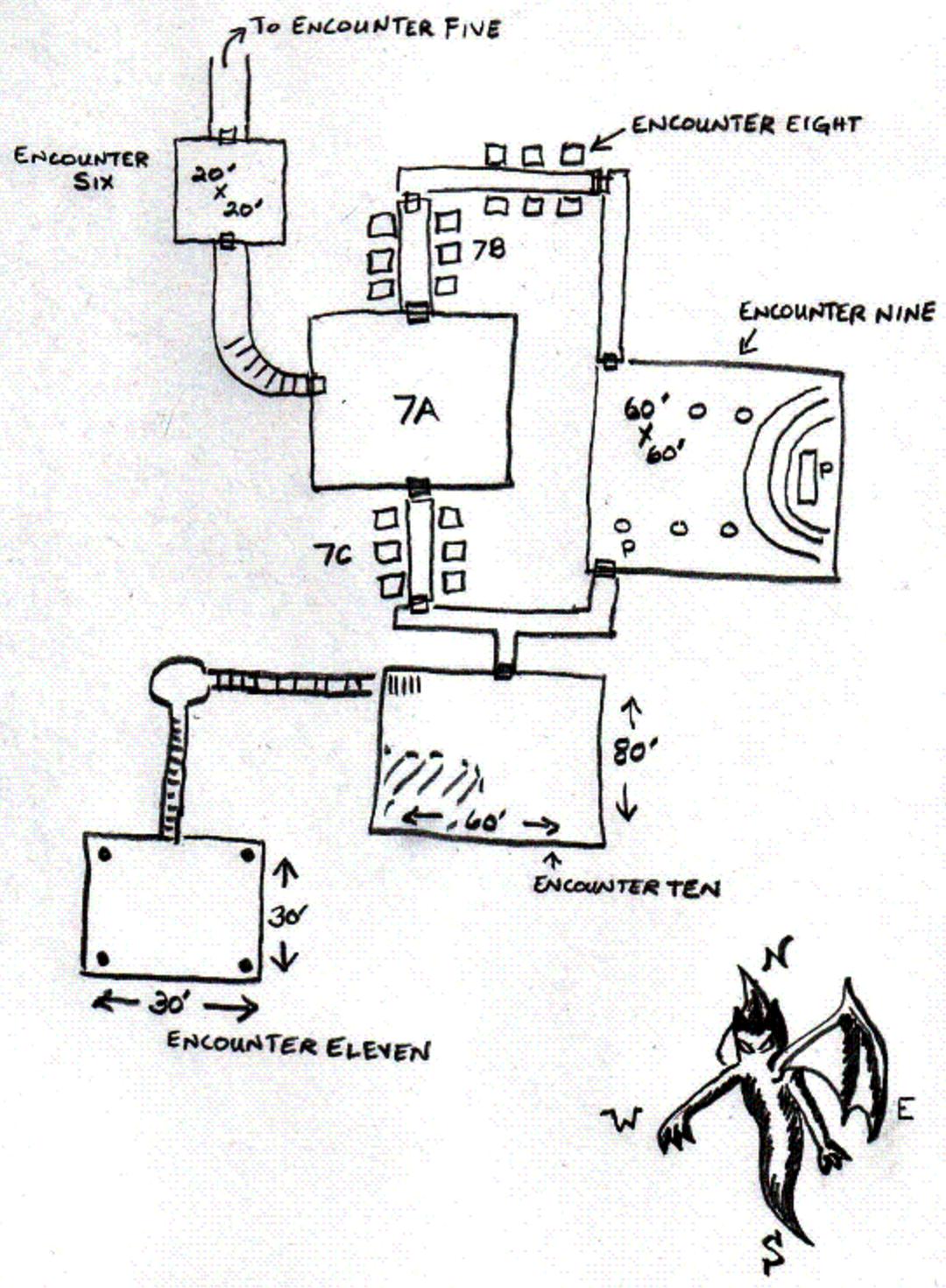


ENCOUNTER FIVE



X = PENDULUM TRAP

MAP OF LAW'S FORGE (DUNGEON AREA)



Appendix 6: Player Handout

Last night each of you were visited by a similar dream. What you remember from the dream was a feeling of overwhelming darkness just over a horizon. Staring off towards the horizon, you feel a calming, beneficent presence over your shoulder, watching you. In the distance to the east, you see another Shield Lander also staring out to the same horizon, but you don't recognize him, or her. Suddenly the sun begins setting, or maybe instead the darkness from beyond the horizon is moving closer, you can't tell, but you know that the world around you is getting darker despite both Celene and Luna high in the sky.

You see the Shield Lander look down the hill he is standing on and he begins walking out of your sight. As he disappears from your vision, you sense the beneficent presence around you is pleased.

The darkness is getting closer, and you begin to smell an aroma of death and rot. Suddenly, as the world around you goes almost pitch black, a glowing humanoid appears floating in front of you. It is difficult to tell the form's gender, as it seems androgenous. It . . . she? . . . has gaunt features, almost as if her facial features were stretched too thin over her skull. Her limbs are even more attenuated than an elf's. Above all, you get a sense that she is older than anyone or anything alive.

The woman gestures to the east, and immediately begins flying to where the other Shield Lander stood. As she reaches where the other stood, she whirls around to find you, beckons you to follow, and spins back and heads down the hill out of your sight.

And then you wake up.

Event Summary

Did the PCs get to Law's Forge?

YES / NO

In Encounter 7, did the PCs take the long route (north) or the short route (south)?

Did the PCs talk with the occupants of the prison cells in Encounter 7?

YES / NO

Did the PCs learn the identity of the gnome in the adamantine storage room?

YES / NO

Did the PCs succeed or fail to destroy the soul gems?

Did the PCs kill Hielyux

YES / NO

Did any PC deal any damage to Yblyss?

If so, who?

PC Name: _____ PC Name: _____

Player Name: _____ Player Name: _____

RPGA #: _____ RPGA #: _____

PC Name: _____ PC Name: _____

Player Name: _____ Player Name: _____

RPGA #: _____ RPGA #: _____

PC Name: _____ PC Name: _____

Player Name: _____ Player Name: _____

RPGA #: _____ RPGA #: _____