

SHE8-01

Severance

A Two-Round D&D[®] LIVING GREYHAWK[™] Sheldomar Valley Metaregional Adventure

Version 1.6

by Dave Kayserman

Special thanks to Ben McFarland and Andrew Zorowitz

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A shadow of dread has fallen over the Sheldomar Valley. The fates of nations balance precariously on one man's secrets. Will you do what is necessary to protect the Sheldomar from its greatest foes? Will you risk all that you hold dear to bring it all to an end? A challenging Sheldomar Valley metaregional adventure for APLs 10-16, sequel to SHE7-06 A Topaz is Forever and the part 5 conclusion to the "Shadows over the Sheldomar" series. This adventure features an optional additional combat encounter at APLs 12-16.

WARNING: This adventure features dangerous challenges, untiered encounters and extreme situations; parties should be well-prepared before embarking on this adventure. Unbalanced parties or parties without arcane spell-casting may find this adventure to be too difficult to complete successfully.

Resources: *Lords of Madness* [Richard Baker, James Jacobs, Steve Winter], *Monster Manual III* [Rich Burlew, Eric Cagle, Jesse Decker, Andrew J. Finch, Gwendolyn F.M. Kestrel, Rich Redman, Matthew Sernett, Chris Thomasson, P. Nathan Toomey], *Monster Manual IV* [Jennifer Clarke Wilkes, Eric Cagle, Andrew Finch, Gwendolyn F.M. Kestrel, Christopher Lindsay, Kolja Raven Liqueette, Chris Sims, Owen K.C. Stephens, Travis Stout, JD Wiker, Skip Williams, Matthew Sernett], *SHE6-03 Things to do in Bissel When You're Dead* [Sean Smith], *SHE7-06 A Topaz is Forever* [Dave Kayserman].

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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For questions specific to this document and your region please e-mail your triad point of contact (POC) at scon40@aol.com.

For LIVING GREYHAWK campaign questions email rpgahq@wizards.com.

RPGA[®] SANCTIONED PLAY

Most likely you ordered this adventure as part of an RPGA even from the RPGA website, or you received it from your senior gamemaster. To play this adventure as part of the LIVING GREYHAWK campaign—a worldwide, ongoing D&D campaign set in the GREYHAWK setting—you must sanction it as part of an RPGA event. This event could be as elaborate as a big convention, or as simple as a group of friends meeting at the DM's house.

To sanction an RPGA event, you must be at least a HERALD-LEVEL gamemaster. The person who sanctions the event is called the senior gamemaster, and is in charge of making sure the event is sanctioned before play, runs smoothly on the date sanctioned, and then reported back to the RPGA in a timely manner. The person who runs the game is called the table Dungeon Master (or usually just DM). Sometimes (and almost all the time in the cases of home events) the senior gamemaster is also the table DM. You don't have to be a HERALD-LEVEL GM to run this adventure if you are not the senior GM.

By sanctioning and reporting this adventure you accomplish a couple of things. First it is an official game, and you can use the AR to advance your LIVING GREYHAWK character. Second player and DMs gain rewards for sanctioned RPGA play if they are members of the DUNGEONS & DRAGONS REWARDS program. Playing this adventure is worth two (2) points.

This adventure retires from RPGA-sanctioned play on December 31, 2008.

To learn more about the LIVING GREYHAWK character creation and development, RPGA event sanctioning, and DUNGEONS & DRAGONS REWARDS, visit the RPGA website at www.rpga.com.

PLAYERS READ NO FARTHER

If you are planning on playing this adventure, stop reading now. The rest of the information in this adventure is for the DM only. If you read farther than this section, you'll know too much about its challenges, which kills the fun. Also, if you're playing this adventure as part of an RPGA-sanctioned event, reading beyond this point makes you ineligible to do so.

PREPARING FOR PLAY

To get the most out of this adventure, you need copies of the following D&D books: *Player's Handbook*, *Dungeon Master's Guide*, and the *Monster Manual*.

Throughout this adventure, text in ***bold italics*** provides player information for you to paraphrase or read aloud when appropriate. Sidebars contain important information for you, including special instruction on running the adventure. Information on nonplayer characters (NPCs) and monsters appear in abbreviated form in the adventure text. Full information on NPCs and monsters are given in the *Appendices*.

Along with this adventure you'll find a RPGA Table Tracking sheet. If you're playing this adventure as part of an RPGA-sanctioned event, complete and turn in this sheet to your senior GM directly after play. You'll also find a LIVING GREYHAWK Adventure Record (AR).

LIVING GREYHAWK LEVELS OF PLAY

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

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 dogs trained for war), other than those brought by virtue of a class ability (such as animal companions, familiars paladin's mounts) or the warhorse of a character with the Mounted Combat feat, use the sidebar chart to determine the number of levels you add to the sum of step one. 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 step 1 and 2, and divide by the number of characters playing in the adventure. Round to the nearest whole number.
4. If you are running a table of six PCs, add one to that average.

Throughout this adventure, APLs categorize the level of challenge the PCs 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 and gold a PC can gain at the end of the adventure. If a player character is three character levels or more either higher or lower than the APL at which this adventure is being played, that character receives only one-half of the experience points and gold for the adventure. This simulates the fact that either the PC was not challenged as much as normal or relied on help by higher-level characters to reach the objectives.

Furthermore, a PC who is four or more levels higher than the highest APL supported by the adventure may not play the adventure.

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	

LIVING GREYHAWK adventures are designed for APL 2 and higher. Four or five 1st-level characters may find the challenge of an APL 2 adventure difficult. Suggest the following to these groups to help increase their chances of success:

1. Enlist a sixth player.
2. Advise characters to buy riding dogs to help protect them, and fight for them.

TIME UNITS AND UPKEEP

This is a standard one-round Metaregional adventure, set in the Sheldomar Valley.

Characters native to the Sheldomar Valley pay one Time Unit per round, all others pay two Time Units per round.

Adventurer's Standard Upkeep costs 12 gp per Time Unit. Rich Upkeep costs 50 gp per Time Unit. Luxury Upkeep costs 100 gp per Time Unit. Characters that fail to pay at least Standard Upkeep will retain temporary ability damage until the next adventure, must buy new spell component pouches and healer's kits, and may suffer other in-game penalties (or possibly gain in-game benefits) as may be detailed in this adventure.

A character who does not pay for at least Standard Upkeep may also avoid the above-described penalties by living off the wild. If the character possesses four or more ranks in the Survival skill and succeeds at a Survival check (DC 20), the character will heal temporary ability damage as if he or she paid for Standard Upkeep, may refill spell component pouches and healer's kits, and may restock up to 20 arrows or bolts if the character has at least four ranks in Craft (bowmaking). The player is allowed to Take 10 on this roll.

More information about Lifestyle and Upkeep can be found in the "Lifestyle and Upkeep" section of Chapter 3 of the *LIVING GREYHAWK Campaign Sourcebook*.

ADVENTURE BACKGROUND

The Holy Order of the Supernal Topaz Defenders (or the Topaz Order, for short) is an organization of righteous knights, clerics, and champions united in the defense of humankind and its allies from the threat of unhuman monstrosities. While it opposes all intelligent races that prey on humanity, the order reserves its special hatred for creatures that use mind-affecting magic to dominate and enslave humans and other good-aligned humanoids. The Topaz Order is so named because its emblem is a brilliant oval yellow topaz on a field of cobalt blue. The topaz symbolizes protection, resolve, and the sun, and is always used in the creation of the topaz diadems for which the order is renowned.

Chief amongst the foes of the Topaz Order is an organization called the Coven, a powerful illithid sept that operates throughout the Sheldomar Valley, influencing the politics of nations in the pursuit of its ultimate goal: complete dominion over the Sheldomar Valley. Recent Coven exploits of note have included the kidnapping of numerous ambassadors to the

Court of the Land, the assassination of a powerful political figure in Geoff, and the near extermination of Newick, a small frontier town in the Yeomanry.

The Topaz Order has long been a thorn in the Coven's side and its attempts to further its goals. Seeking the secrets and knowledge possessed by the Topaz Order, the Elder brain of the Coven has resolved to capture one of its Sunwardens. If armed with knowledge of the Topaz Order's inner operations, identities of its deep cover agents, and secrets of the various nations of the Sheldomar known by the Order, the Coven could regain its foothold of power over not only its enemies, but also its allies.

Two days ago, aided by the Topaz Guardians and numerous adventurers, the Court of the Land staged an assault on the duergar mercenary lord Drakhmar Darkfist's fortress. During the battle, Coven agents supporting Drakhmar managed to capture Commander Toras "The Eagle" Cyndane, Sunwarden of the Bissel chapter of the Topaz Order. By the time the Topaz Order caught on to the Coven's clever feint, it was too late and Commander Toras was captured and dragged into the depths of the underoerth.

The Sunwardens of each nation's chapter of the Topaz Order have called an emergency council to plan a rescue mission. Lacking resources powerful enough to undertake such a mission, the Topaz Order has once again called for the aid of adventurers.

ADVENTURE SUMMARY

After receiving a call for aid from the Topaz Order, the PCs travel to the Temple of Heironeous in Niole Dra to meet with the remaining Sunwardens of the Topaz Order. It is there that they are given the responsibility of rescuing Commander Toras Cyndane from the clutches of the Coven and where they are asked by a group of githzerai to help destroy the elder brain of the Coven.

The PCs are led to a slaver community that hides the secret entrance to the Coven lair. They obtain what they need from the slavers before sneaking into the lair, rescuing Commander Toras, and helping the githzerai defeat the elder brain.

The PCs return to Niole Dra with news of their accomplishments as well as information regarding the Spider Queen's plans and the whereabouts of Storm Eye, the beholder of legend. They are asked to travel to the Shrine of the Kuo-Toa and put a stop to Storm Eye and the Spider Queen's plans.

The PCs travel to the shrine of the Kuo-Toa and defeat Storm Eye's guards before potentially confronting him in the Kuo-Toa arena. After defeating Storm Eye, the PCs return to Niole Dra once again victorious.

INTRODUCTION

Estimated Time: 5 minutes

PCs receive a call for aid from the Topaz Order and travel to Niole Dra, gathering some information on the events that have transpired along the way.

ENCOUNTER 1: A TOPAZ IS FOREVER

Estimated Time: 20 minutes

PCs attend an emergency council where they interact with the Sunwardens of the Topaz Order and are briefed on their mission.

ENCOUNTER 2: CHECK THE FINE PRINT

Estimated Time: 20 minutes

PCs meet with Dr. Steamopolis III, codename "S," who gives them valuable advice and makes a number of his supplies available to them.

ENCOUNTER 3: A MATTER OF TRUST

Estimated Time: 15 minutes

PCs are confronted by a group of githzerai that ask them to perform a particularly dangerous task during their mission in order to defeat the Coven once and for all by taking out the elder brain.

ENCOUNTER 4: TAKE A GIANT STEP

Estimated Time: 15 minutes

PCs are teleported to the Underoerth rendezvous point where they meet Yoren Greenbottle, a Darkrunner and ally of the Topaz Order. Yoren leads them to the town of Chainfalls and provides them with some useful information.

ENCOUNTER 5: SHADES OF GRAY

Estimated Time: 60 minutes

PCs navigate their way through the slaver town of Chainfalls. They discover the location of the secret entrance to the Coven lair, purchase a map of the lair and find a way to sneak in. Along the way, they are attacked by a group of zern slavers.

ENCOUNTER 6: INTO THE UNKNOWN

Estimated Time: 30 minutes

PCs sneak into the Coven lair through the secret entrance. They come across the fresh capture pit and speak with a number of captive soldiers after defeating the pit guardians.

ENCOUNTER 7: SOUNDS OF SILENCE

Estimated Time: 45 minutes

PCs use various resources to conceal themselves and explore the Coven lair, gathering vital information including the Spider Queen's plans of forging an alliance with the Kuo-Toa.

ENCOUNTER 8: STEEPED IN ATROCITY

Estimated Time: 45 minutes

PCs discover the location of the captive Commander Toras Cyndane and free him from the thought extruder to which he is attached through cunning or skill.

ENCOUNTER 9: FLESH TORN ASUNDER

Estimated Time: 30 minutes

PCs find a suitable location to place the planar beacon given to them by the githzerai and clear it out, fighting an ulitharid and his thrall.

ENCOUNTER 10: GOOD THINGS COME IN SMALL PACKAGES

Estimated Time: 10 minutes

PCs activate the planar beacon to allow the githzerai to teleport in. They plan their attack against the elder brain.

ENCOUNTER 11: OUT OF SIGHT, OUT OF MIND

Estimated Time: 20 minutes

PCs enter the chamber of the elder brain and with the help of the githzerai distraction, poison the elder brain and escape with Commander Toras.

ENCOUNTER 12: BREAKING POINT

Estimated Time: 10 minutes

Commander Toras thanks the PCs and then asks them to travel to the shrine of the Kuo-Toa and prevent their imminent alliance with the Spider Queen by defeating Storm Eye.

ENCOUNTER 13: THE PROPHET'S VOICE

Estimated Time: 15 minutes

PCs enter the shrine of the Kuo-Toa and lobby for Kuo-Toan neutrality. They must convince the Kuo-Toa to permit them to confront Storm Eye.

ENCOUNTER 14: RIGHTING THE WRONGS

Estimated Time: 30 minutes

PCs face off against Storm Eye's guards Kuo-Toa arena.

ENCOUNTER 15: EYE OF THE STORM (OPTIONAL)

Estimated Time: 60 minutes

PCs choose Storm Eye's challenge and engage him in combat within the Kuo-Toa arena.

CONCLUSION

Estimated Time: 5 minutes

Commander Toras and the other Sunwardens of the Topaz Order debrief, thank, and congratulate the PCs for their deeds and bravery

PREPARATION FOR PLAY

This adventure takes place immediately following the events of *SHE8-IN1 Above and Below*. This is a fast-paced adventure with demanding challenges that require preparation by both the players and by you, the DM. The PCs will be provided with vital information for their mission in Niola Dra as well as throughout their time in the slaver town of Chainfalls. This module is likely to reward parties that are adequately prepared and punish those that are not.

It is critical that the PCs take thorough measures in concealing themselves when entering the Coven lair. They will be required to remain undetected as they explore or else they will undoubtedly fail their mission. The Coven lair contains numerous untiered encounters and while the PCs may freely explore the lair and engage as they see fit, many encounters may be too difficult for the PCs to defeat while others may result in the failure of their mission. It may be necessary to dissuade eager PCs from engaging opponents that are clearly not meant to be engaged. Note that the terms "illithid" and "mind flayer" are used interchangeably throughout the adventure to reference the same type of creature.

The adventure takes place over the course of three days, beginning on 25 Readying, 598 CY and ending on 28 Readying, 598 CY. In preparation for this adventure, it is important to note the timeline for when events occur. Events unfold regardless of whether or not the PCs are present, and it may be important to ensure that the PCs are aware of this.

Before beginning the adventure, identify which PCs have played any of the following adventures: *SHE5-05 Eye of the Storm*, *SHE6-IN1 Queen's Gambit*, *SHE6-03 Things to Do in Bissel When You're Dead*, *SHE7-03 Night of Madness*, *SHE7-06 A Topaz is Forever*, or *SHE8-IN1 Above and Below*. Throughout the course of this adventure, PCs may recall useful information from any of those adventures.

The expected running time of this adventure is 7 hours. If this is running during a convention, it must be run over the course of two standard 4-hour slots. This allows sufficient time for marshalling and paperwork distribution.

INTRODUCTION

This adventure begins on the afternoon of the 25th day of Readying in the city of Nirole Dra in Keoland. Each PC, regardless of where he is, receives a *sending* from Craster Soratha, Keoland chapter Sunwarden of the Topaz Order:

“Adventurer, the Topaz Order has need of your services.” The brief feeling of vertigo that is trademark of the sending spell is unmistakable. “Fate of Sheldomar is at stake. Come to Nirole Dra at once. I will send transport.” The voice is unfamiliar, thick with a Suel accent.

PCs may recognize the Topaz Order with a Knowledge (religion) check that beats the DC listed. Provide information associated with all DCs beaten.

Knowledge (religion)

DC 10

- The Temple of Heironeous sponsors a knightly order known as the Topaz Order.

DC 15

- Knights of the Topaz Order are dedicated to fighting evil monsters such as mind flayers or aboleths. Members of the Topaz Order work to organize the defenses of humankind against these monsters, and they organize

expeditions to go underground and burn out any outposts they find.

DC 20

- The elite champions of the Topaz Order are known as topaz guardians. Each one carries a special topaz diadem, a magic gem that protects him from evil magic. They're experts in fighting mind flayers and other aberrations.

PCs that played *SHE7-06 A Topaz is Forever* automatically receive full information regarding the Topaz Order.

Immediately after completing his *sending* spell, Craster, with the help of a number of members of the Silent Ones, has *discern location* cast upon each PC in order to locate them. Give any PCs that are protected with a *mind blank* spell a chance to dismiss the effects or lower their resistances. If any PC successfully resists the effects of the *discern location* spell, Craster will make one more attempt at contacting the PC:

A second sending spell follows closely behind: “Please adventurer, if you care anything for the Sheldomar or for all humankind come to the Temple of Heironeous in Nirole Dra today at once.” The voice carries a hint of worry this time.

A member of the Keoland Wayfarer's Union teleports to the location of each PC that Craster was able to find. Any PCs that Craster was unable to locate must find another means by which to reach Nirole Dra. Allow them to be creative in finding a way to get there. For all PCs that Craster was able to locate, read the following:

With an audible pop, a man in blue robes bearing the pin of the Keoland Wayfarer's Union appears out of thin air beside you.

The Wayfarers know only to bring each PC to the Temple of Heironeous in Nirole Dra and know nothing of the mission. If any PC presses a Wayfarer, he politely insists that his contract was simply to pick up and drop off, nothing more. The Wayfarer asks the PC if he is ready. When the PC is ready, read the following:

With a reassuring smile, the man places his hand upon your shoulder and begins to chant in another tongue. Moments later, your vision blurs and suddenly, you find yourself standing on the cobblestone streets of Nirole Dra. The white towers of the royal palace loom ahead, stretching toward the blue skies above. Heaps of melting snow in the streets indicate

the much awaited arrival of spring. Pushing his way through the crowded streets, the Wayfarer leads you through the temple district and stops before the large metal gates that mark the entrance to the Temple of Heironeous. As the Wayfarer leaves, you notice a number of others, clearly adventurers, standing in front of the gates.

This is the first point in the adventure where all of the PCs are together. Players may introduce their PCs to one another. The PCs may wish to gather some information and rumors before entering the Temple of Heironeous. The following are rumors that they can pick up with a Gather Information check that beats the DC listed. Only provide information associated with the highest DC beaten.

Gather Information

DC 10

- Two days ago, a large battle took place somewhere in the Barrier Peaks (TRUE).

DC 15

- The Court of the Land summoned adventurers to aid in the assault of a duergar fortress located somewhere in the Barrier Peaks north of Bissel (TRUE).
- Marauding forces of Turrosh Mak attacked a Temple of Heironeous in Bissel (FALSE).

DC 20

- With the assistance of the Topaz Order and numerous adventurers, the Court of the Land launched an assault on the fortress of an evil mercenary lord, Drakhmar Darkfist, who had been raising an army in support of the Spider Queen (TRUE).
- A paladin of Heironeous and high-ranking officer in the Great Army of Bissel was captured during the battle (TRUE).

ENCOUNTER 1: A TOPAZ IS FOREVER

This encounter occurs in the Temple of Heironeous in Nirole Dra on the afternoon of 25 Readying. The Sunwardens of the Topaz Order are holding an emergency council meeting to discuss the specifics of the rescue mission for Commander Toras Cyndane.

Wait for the PCs to enter the temple and then read the following:

Passing by the temple guards through the metal gates and entering the temple, you have only a moment to look around before you are confronted by an Oeridian man clad in chainmail, wearing an elaborately crafted circlet, in the center of which is set a large, yellow, oval topaz resting against his forehead. It doesn't take a gnome to tell that the topaz is of a perfect cut.

[Topaz Guardian]: You are expected in the main council chamber. I will escort you now.

Ask the PCs if they follow the Topaz Guardian. If they don't, this is a very short adventure. If they do, continue with the following:

The Topaz Guardian leads you through the main vestibule of the temple to a set of double-doors located behind the dais. Priests and acolytes nod to you as you pass before resuming their duties. The man turns to face your group.

[Topaz Guardian]: Please peace-tie your weapons and proceed through these doors.

Wait for the PCs to acquiesce. If any PC refuses to peace-tie his weapon, the guardian will not permit him to enter the council chamber. Note that some PCs may be members of organizations with special rights regarding bearing their weapons. Use your discretion to determine whether or not the guard will allow these PCs to enter. Once the PCs have peace-tied their weapons and have opened the doors, read the following:

The doors open into an immense chamber illuminated by light streaming in through stained glass windows lining the back wall. Four men and a dwarf, each wearing a circlet similar to the one worn by your escort, are seated behind a long, oaken table in the center of the chamber. The man on the far left is clearly of Flan descent, his long dark hair tied back in a thick ponytail, exposing two round scars on his tan forehead. The man to his left is a broad-shouldered Oeridian with a thick handle-bar mustache that hangs down past the corners of his mouth like two down-curved horns. A spear rests against the wall behind him. To his left sits a tall Suel, his right index finger resting upon pursed lips. He regards you calmly with piercing blue eyes. Next sits an armored man of mixed heritage with short

brown hair. He bears the insignia of the Knights of the Watch upon his collar. Finally, to the far right sits a muscular dwarf leaning impatiently on his elbows. His grey beard hangs past the edge of the table in two thick braids. The Suel man in the middle motions for you to sit before speaking.

Allow the PCs a moment to take their seats.

[Craster]: Thank you for coming, adventurers. I understand that this may seem sudden, but the urgency of this meeting will become apparent quite soon. We are all familiar with you and your exploits, so it is only fair that we introduce ourselves. I am Lord Craster Soratha, Sunwarden of the Keoland chapter of the Topaz Order. To my right is Henrik Argensen, Sunwarden of the Yeomanry chapter. To his right is Commander Maldwyn ap Torl, Sunwarden of the Geoff chapter. To my left is Watcher Phineas Furlowe, Sunwarden of the Gran March chapter and the dwarf to his left is Hargen Silversmith, Sunwarden in the Principality of Ulek.

The PCs will recognize Craster's voice as the same accented voice that delivered the *sending* spell that began their adventure. Allow the PCs some time to acknowledge the NPCs before continuing:

[Craster]: Two days ago, with the aid of our order, forces of the Court of the Land staged an attack on the fortress of the mercenary lord Drakhmar Darkfist, who had been raising an army in support of the Spider Queen. During the battle, Coven forces captured Commander Toras "The Eagle" Cyndane, Sunwarden of our Bissel chapter. We believe that this was their intent all along. Commander Cyndane possesses knowledge of the Topaz Order's inner operations, the identities of our deep cover agents, and numerous secrets that if revealed to the Coven, would result in the downfall of every nation in the Sheldomar Valley.

PCs that have played SHE7-06 A Topaz is Forever will recognize the name Commander Toras Cyndane as the name of their employer from that adventure. Allow the PCs to take this information in and react before continuing:

[Craster]: It is imperative that Commander Cyndane be freed from the clutches of the Coven without delay. Currently, we neither have the field agents nor the resources to

attempt a mission of this caliber. From what I gather, you are the best there is. Our intent is to send you into the Underoerth to rescue Commander Cyndane from within the Coven lair. If any of you are not up to this, please take your leave now. Otherwise, Commander Maldwyn ap Torl will brief you on the specifics.

Allow the PCs to react once more. If any PC decides not to participate in this adventure, this is his chance. Also at this time, Paytr, a Silent One enters the chamber. In exchange for helping Craster locate the PCs, Craster has allowed the Silent Ones to make a small request of the PCs.

As Commander Maldwyn rises from his seat, the doors to the chamber behind you open once more to reveal a wiry Suel man with wispy black hair wearing a purple robe. He drifts into the chamber and takes a seat at the end of the table beside the Sunwarden from Geoff.

PCs may make a Knowledge (local – Sheldomar Valley) check DC 15 to recognize the man as a Silent One by his robes. PCs that have lived in Keoland automatically receive this information.

[Maldwyn]: Gentlemen, I will not beat around the bush. This is likely to be the most dangerous mission you will ever undertake. My scouts have tracked Coven forces back to a site beneath the Crystalmists where we believe the new Coven lair is located. By our estimates, they should be returning to the lair with Commander Cyndane some time tomorrow afternoon. You will need to infiltrate the Coven lair, find Commander Cyndane somewhere inside, and free him. If you cannot escape with Cyndane alive, then I am afraid he cannot be allowed to live. You must prepare yourselves appropriately to ensure that you remain undetected. Our chief engineer will provide you with supplies immediately after this briefing. Once supplied, you will be transported to a rendezvous point in the Underoerth where you will meet with your contact. He will brief you further. Paytr, they're all yours.

Maldwyn takes his seat as the wiry Suel man sitting beside the Commander stands and smoothes the creases in his robe.

[Paytr]: Greetings. It is our belief that after being brought before the elder brain for probing, Commander Cyndane will be fastened

to a thought extruder, a powerful and terrible device created by the illithids to draw thoughts and memories directly from the brain of a subject through a rather excruciating process, one that cannot be resisted in any way. If what we believe is correct, then when you find the Commander, you must be extremely cautious in removing the device; a hasty removal may result in his death. My organization knows little of these devices, as illithid technology is quite alien to us. If you happen upon such a device during your mission, please bring it back to us intact and we will make it worth your while.

The man nods to Lord Craster who turns towards your group.

[Craster]: One last comment before we let you go: We believe that a number of soldiers were captured by the Coven during the battle. If you can find any captives within the lair, they may have more information. Alas, I do not see how you could possibly save their lives without compromising your mission. I am truly sorry to have to put you into such a difficult position.

Pause for a moment so that the players can internalize this information. Proceed with the following:

[Craster]: Do you have any questions that we may answer before we send you to see our chief engineer?

Craster can provide additional information if the PCs ask. Likely questions and answers are provided as follows:

Where is the rendezvous location?

"It is a point along Topaz Order patrolled roads in the Underoerth."

Who is our contact?

"Your contact is named Yoren Greenbottle. He is a halfling Darkrunner."

Why can't we rescue the captives?

"We simply don't have the resources to enable you to rescue that many people without compromising the success of your mission. It is a terrible decision to have to make."

What can we expect to encounter within the lair?

"The Coven lair will likely be teeming with illithids and their thralls. We recommend that you do not engage in combat unless you have

no choice, and only then when you can prevent your opponents from alerting others to your presence. Under no circumstances are you to engage or go anywhere near the elder brain."

How do we get out?

"Typically, only the pool of the elder brain is warded from extra-dimensional travel. Since illithids planeshift so often, they cannot afford the luxury of those defenses. Getting out should not be a problem, assuming you have the capability to teleport. Our chief engineer may be able to provide additional resources."

What is the elder brain?

"The elder brain is the ultimate stage of the illithid life cycle. A malevolent being of godlike intellect, it is the leader of the Coven and far too powerful for you to confront. Our chief engineer has more details for you."

Why didn't they teleport to their lair with Commander Cyndane?

"We are all trained to resist being teleported against our wills, even while unconscious. I am certain that they tried but were unsuccessful."

Why can't you scry on or otherwise detect Commander Cyndane and intercept them before they reach the lair?

"We've tried to locate him but they are blocking our divination attempts in some way."

What help can you give us?

"S, our chief engineer will make some of his supplies available to you. He may also have some additional advice."

When the PCs are done with their questions, continue with the following:

[Craster]: Now, if there is nothing else, you will be escorted across the street to see S. I'm afraid he's not permitted in this temple anymore... something to do with an experiment in Bissel a number of years ago involving alchemist's fire and a sludge para-elemental ooze.

PCs that have played *BIS2-06 Chasing the Crown* may remember the sludge para-elemental ooze from that adventure. When the PCs are ready to go, they are escorted to a small building across the street from the temple where S is

preparing to set up his portable laboratory. Proceed to Encounter 2: Check the Fine Print.

ENCOUNTER 2: CHECK THE FINE PRINT

This encounter occurs in an abandoned building outside of the Temple of Heironeous in Niola Dra on the afternoon of 25 Readying. The PCs are escorted out of the temple to meet with S.

Your Topaz Guardian escort leads you outside of the Temple of Heironeous and across the street to a small wooden building. Standing beside the building's front door is a bald gnome in a white lab coat, wearing strange lenses that magnify his eyes to grotesque proportions. He holds a thick briefcase by the handle with both hands as he looks up at your group.

[S]: Ah, at last! You're late. My name is S, and I've been told you might be requiring supplies for your mission and perhaps a bit of sound advice. Come, come!

PCs that have played *SHE7-06 A Topaz is Forever* recognize S immediately. PCs that have played *SHE5-05 Eye of the Storm* or *SHE6-03 Things to do in Bissel When You're Dead* recognize "S" as the one and only Dr. Steamopolis III. Dr. Steamopolis III has gotten into some trouble after working with the Von Reiklande family and is trying to keep a low profile. If any PCs claim to know him, he kindly insists that they must be mistaken.

The gnome turns to face the door, drawing a small silver key from his coat pocket and unlocking the door before opening it. The interior of the building is empty save for a large wooden desk in the center of the main room with a stool behind it. The gnome waddles into the room, crawls up onto the stool and slams the briefcase down onto the desk. Smiling, he looks up at your group and opens the briefcase. Your ears are assaulted with loud whirring, grinding and popping noises as racks and shelves containing rows upon rows of scrolls, potions, and other trinkets spring, rotate and otherwise emerge from the open suitcase. Within moments, the desk is covered with an impossibly large supply of consumables.

[S]: Now, what types of supplies might you need? I have a number of consumables I can

loan out to you if you ask for them. We don't have much time, so be quick about it.

Below is a list of the supplies that S can provide for the party on loan:

- *scroll of extended invisibility* (caster level 13) x12
- *scroll of silent silence* (caster level 13) x6
- *scroll of nondetection* (caster level 13) x6
- *scroll of darkvision* (caster level 3) x6
- *scroll of antimagic field* (caster level 11)
- *scroll of teleport* (caster level 18)

The PCs must ask for all above items by name or by function before S hands them over. S will give the above items to the PCs on loan, meaning that the PCs must reimburse him with treasure found during their mission. They may do so with any treasure that exceeds the cap for the adventure despite the fact that this "expenditure" occurs before any treasure is gained. For simple reference, the total cost comes out to approximately 4,000 gp per PC. If the PCs ask for nothing, S will make sure they know what they're getting into and that they have their bases covered before insisting that they take something. Furthermore, the PCs may purchase any potion or scroll (spells 7th level and lower) from S that can be found in the DMG at market value. If any PCs ask why S will not give them more items, he admits quite frankly that he believes this to be a suicide mission and he cannot afford to put any more of his stock at risk. At some point during this exchange, regardless of whether or not the PCs ask for the *scroll of antimagic field*, read the following:

[S]: Ah yes, I almost forgot!

The gnome rummages through the rows of scrolls, yanks out a single scroll and hands it to you.

Allow the PCs to identify the scroll as a *scroll of antimagic field* before continuing.

[S]: You may need this. If what I'm told is true, the Coven is led by an elder brain. Now that's a nasty beastie if I ever did hear of one. Its mind is so powerful that it can detect the presence of any being within 350 feet and none are strong enough to resist it. Avoid getting anywhere near the elder brain at all costs, but if you must get within its range, that scroll right there is your only defense... unless, of

course, you have power well beyond my own meager capabilities.

S will answer any questions that the PCs have, provided that they're quick about it. He eagerly shares any knowledge he has regarding illithids and the elder brain, but he admits that he knows very little about their mission. Feel free to share some basic knowledge regarding illithids with the PCs if they ask. S can provide additional information if the PCs ask. Likely questions and answers are provided here:

What other creatures might we encounter?

“Oh dear. The Coven enslaves all sorts of nasty creatures as thralls. Apart from your standard mind flayers, I couldn't begin to predict what other terrible creatures you might encounter.”

What are the capabilities of the elder brain?

“Little is known of these rare beings as none to my knowledge have ever been captured and studied. What I do know comes from hearsay and miscellaneous lore. An elder brain is the center of any illithid community, the mastermind that plots their goals and schemes. Illithids revere the elder brain and guard it well. Not that it needs to be guarded, mind you – it is said that the arcane power of an elder brain is exceeded only by that of the individuals in the Circle of Eight.”

What is this we hear about a sludge para-elemental ooze?

“It happened in Bissel a long time ago. I would rather not discuss it.”

Once the PCs have equipped themselves and have asked their questions, S bids them good luck and their Topaz Guardian escort informs them that they have an hour to prepare before they must head to the Wayfarers' guildhouse to be teleported to their destination. Read the following:

[Topaz Guardian]: You have an hour to prepare yourselves further. When you are ready, make your way to the Wayfarers' guildhouse. The Wayfarers will teleport you to the rendezvous point.

After providing you with instructions to the Wayfarers' guildhouse, your escort salutes, turns on his heel and walks back toward the Temple of Heironeous.

The PCs may now prepare themselves as they see fit within the city of Niole Dra. They may

use any AR favors local to Keoland and may purchase any items to which the PCs have adventure, Regional (Keoland), Metaregional (Sheldomar Valley), or Open access. Proceed to Encounter 3: A Matter of Trust

ENCOUNTER 3: A MATTER OF TRUST

This encounter occurs on the road to the Wayfarers' guildhouse in Niole Dra on the afternoon of 25 Readying. The PCs are approached by a githzerai with a bold proposition.

When the PCs begin their walk to the Wayfarers' guildhouse, read the following:

As you make for the Wayfarers' guildhouse, common folk spot your armor, your weapons, and your magical air and give you a wide berth. Slipping from a narrow alley into the street, a lithe man gracefully falls in with your group. He is unarmed, unarmored, and walks with a deep-cowled hood concealing his face and head. Keeping pace with you, he speaks softly in a strangely accented voice.

[Xavos]: Do not pause. Coven eyes are everywhere. If you value the freedom of your kind, you will follow me through the red door in the next alley. I know your mission and its purpose. The Eagle is not everything. All will be explained inside.

As you draw close to the next alley, the man hastens his step and enters the alley ahead. He knocks a quick sequence on the red door before opening it just enough to enter. The door closes softly behind him.

The alley is empty as you reach the door. The soft hoots of pigeons call from the eaves above. Ahead, the Wayfarers' guildhouse is visible over the slate-shingled roofs of this district. The red door stands enigmatically on your left.

If the party follows him, continue. If not, continue to Encounter 4: Take a Giant Step.

Allow the party to easily repeat whatever knocking code you care to create for Xavos if they decide to enter. So long as they don't delay outside for any spell casting, Xavos and his companions are inside. Xavos and his companions immediately *planeshift* out of the building if the PCs present a threat of any sort. Should this occur, proceed to Encounter 4: Take a Giant Step.

The room is dim, lit by a single torch on the back wall. As the door closes, the torchlight flickers, briefly illuminating the inhabitants of the room: three green-skinned humanoids with wisps of gray hair on their chins. Each wears a thick monastic robe and bears no weapons of any sort. Your acquaintance from the street gestures calmly.

[Xavos]: I am relieved that you chose to listen. My name is Xavos. Allow me to explain: my order hails from a monastery located in the ever-changing chaos of Limbo. For centuries, we have battled the illithids you have come to know as the Coven on many planes, including yours.

PCs may identify Xavos and his companions as githzerai with a DC 15 Knowledge (planes) check.

[Xavos]: My kind, the githzerai, was once enslaved by the illithids. Since our liberation, we have hunted their kind, hoping to prevent the enslavement of the people of Oerth. The Coven is led by a malevolent being with a god-like intellect known as the elder brain. Since the time before your ancestors fled their burning empire, the elder brain has plotted its dominion over your Sheldomar Valley.

Pause to allow the PCs to react before continuing:

[Xavos]: We know of your mission to rescue Cyndane from the lair of the Coven. With your help, we can strike at the heart of the Coven by killing the elder brain. Know that in doing so you put Cyndane's life at further risk. We do not deny that keeping Cyndane's knowledge out of the Coven's hands is of great importance. However, the destruction of the elder brain is paramount, and we have the chance to accomplish both. The Topaz Guardians might say the risk is too great to take; we say that the risk is too great not to.

Allow the PCs to react once again. If they show interest in hearing more, continue. Otherwise, Xavos shows his disappointment but wishes the PCs luck nonetheless before departing. Read the final boxed text of this encounter before proceeding to Encounter 4: Take a Giant Step.

Xavos reaches forward, presenting a small object in the palm of his outstretched hand. The object resembles a chess piece; a small sphere set atop a cone. Carefully, Xavos

kneels and sets the object on the floor before you.

[Xavos]: This is a planar beacon. It will enable us to pinpoint your position within the Coven lair so that we may planeshift to a safe location. Once you have rescued your man, find and if necessary, clear out a suitably large and remote chamber within the lair, close by the elder brain's pool but outside of the range of its telepathic abilities. Once you have found a suitable location, plant this into the ground. We will arrive immediately with a sizeable force. We will say no more until we're inside; when dealing with illithids, it is best to know only what you must.

While Xavos speaks no more of the mission, PCs are likely to ask questions of Xavos and his intentions. Likely questions and answers are provided as follows:

How do you know about our mission?

"Over the centuries we've spent tracking the Coven, we've tracked the movements of potential allies as well."

How do you know we can trust you?

"I can say nothing more that might sway your judgment. I ask only that you listen to what your heart tells you."

Once the PCs have asked their questions or you feel that they have asked enough, Xavos and his companions depart. Read the following:

[Xavos]: We must depart now so that we may prepare. Think hard on this opportunity, adventurers, and what it could mean for your people.

Xavos steps back as his companions step forward. The group shimmers for a mere moment before disappearing from sight. The torchlight flickers once more, revealing an empty room.

Xavos and the other githzerai have used *planeshift* to travel back to Limbo and muster their forces. The party now has an additional choice to make once inside of the Coven lair. If they take the planar beacon, they will have the chance to gain some unlikely allies and become true heroes on Oerth. Allow the PCs some time to discuss and prepare further. When the PCs are ready, proceed to encounter 4.

ENCOUNTER 4: TAKE A GIANT STEP

This encounter occurs at the Wayfarers' guildhouse in Niolo Dra on the afternoon of 25 Readying. The PCs have finished their briefings and preparations and are ready to begin their mission.

Upon your arrival at the Wayfarer's Guild, the wizard assigned to your mission meets you in the foyer. He wears dark clothes and a hood over his head.

[Wayfarer]: I am ready when you are. The site appears secure. We should move quickly. Proceed as you see fit.

Settling a pair of dark goggles over his eyes, he motions to an adjoining chamber.

The teleportation process takes but a matter of moments. Your group now stands in a gallery cavern with tunnels branching off in every direction. A stalactite of worked stone protrudes from the ground ahead, carved with markings that give it the semblance of a road sign. The Wayfarer takes a couple of steps back and nods his head to your group.

[Wayfarer]: Good luck. You'll need it.

As quickly as you arrived, he's gone, leaving you alone in the cave.

Allow the party to settle in for a few moments before continuing.

[Yoren]: So you're the ones who drew the short straw, eh?

A gray-skinned gnome dressed in a miner's outfit and cap steps directly out of the stone wall of the chamber. He removes the miner's cap and shakes it, shifting in appearance immediately to that of a deep halfling garbed in black and red leathers. Hanging from a thong around his neck is a pendant displaying the image of a boot print set aflame.

[Yoren]: You look lost already. You won't survive a day in the Underoerth. Let's get moving before we're all eaten.

The halfling saunters towards the southernmost tunnel.

PCs may make a Knowledge (religion) check DC 15 to notice the symbol on Yoren's pendant as a holy symbol of Charmalaine, halfling hero

goddess of luck, keen sense and narrow escapes. If the party follows Yoren, continue:

[Yoren]: The name's Yoren Greenbottle. I know these tunnels like I know the bottom of a cask of old Pemlo's lambic. You'd do well to stay close... unless of course you want to make some new friends. We'll be heading down to Chainfalls, a slaver town just one day's hike from here.

Allow the players to ask Yoren any questions, role-playing the interaction between Yoren and the PCs if the situation presents itself. When finished, continue with the following:

The slow passage of time in the tunnels of the Underoerth is only bearable due in large part to Yoren's fascinating stories. After what seems to be an eternity, Yoren sets camp and your group bunkers down for the night. Waking the next morning is discomfoting in the perpetual dark of the Underoerth. The halfling encourages you to pack up camp quickly before you resume your trek. More hours pass before Yoren stops at the entrance to another tunnel, seemingly unphased by the foul odor wafting from the opening.

[Yoren]: You should be able to find the entrance to the Coven's lair somewhere in Chainfalls. I can't say where though; my kind gets snatched up twice as often as you doublings do, so I tend to stay away from the place. The layout of the town itself is pretty simple. This map might help.

Hand the players *Player Handout #1 – Chainfalls* to represent Yoren handing the PCs the map. Once the PCs begin looking at the map, read the following:

[Yoren]: You'd be surprised at what you can dig up if you talk to the right chap. At the very least, you can find someone to sneak you into the Coven lair or maybe find a way to get inside. If you're lucky, you might find someone willing to part with a map of the lair. My advice to you is simple: get in and get out. Keep your head down and stay out of trouble... Oh, and stay out of the marketplace for another hour or so, abductions are most common on the morning of a slave auction.

The PCs should have all of the information they need to proceed, but Yoren can provide additional information if the PCs ask. His answers should be based on what he has already told the

PCs. Once the PCs have asked their questions, Read the following:

Yoren points down one of the passageways and pulls a bottle from a scroll case. After popping the gasket and taking a pull, he offers it to you.

[Yoren]: It's a bit of Pemblo's best. Have a shot of it; might be the last taste of civilization you get.

Yoren can not be convinced to enter Chainfalls. Proceed to Encounter 5: Shades of Gray.

ENCOUNTER 5: SHADES OF GRAY

On the morning of 26 Readying, Yoren drops off the PCs near the Underoerth town of Chainfalls. The PCs prepare to enter.

This encounter is very open-ended, providing the PCs with many options for continuing in their mission. Feel free to role-play each encounter within Chainfalls heavily – it may add to the players' enjoyment of this encounter.

Take note of any preparations that the PCs make before entering the town and role-play the typical reaction that the locals have to the PCs. For example, if the PCs make no effort in concealing themselves or blending in, they stick out like sore thumbs in this place. Additionally, take note of any light sources that the PCs might use. Outsiders entering Chainfalls with light sources is not unheard of, but again, adds to the overall suspicion of its residents. The following is a list of physical attributes of Chainfalls:

- Creatures here have darkvision. Only places of business provide light — the Trade Houses, Markets, Leisure District and the Forge. Otherwise, no immediate light sources are present.
- Ceilings are a uniform 40 feet high within the underground cavern in which Chainfalls is located. Ceilings within any structure in Chainfalls are 10 feet high.

This encounter has been broken up into areas to make running the encounter easier. Ultimately, the PCs will be trying to accomplish two goals: get a map of the Coven lair and find a way to sneak in. Each area listed below consists of a role-playing encounter that should result in the PCs gaining more information. Throughout their time in

Chainfalls, PCs may have to spend gold getting what they need. The entirety of these expenditures can be paid for with any treasure that exceeds the cap for the adventure (if any).

It should be clear that PCs should not engage in combat here except with the zerns in the Marketplace. If the PCs draw too much attention to themselves by starting fights or performing any actions that might result in a guard blowing his horn, the DC of any Charisma-based check in Chainfalls increases by 5 and the cost associated with any NPCs' services double (this includes bets at any dice or card game in Chainfalls). If the PCs continue to terrorize the residents of Chainfalls, the Coven sends an inquisition into the town to handle the PCs, and the PCs are considered to have been detected once by the Coven (see Encounter 6: Into the Unknown for more details).

Throughout their exploration, PCs may wish to make Gather Information checks inside of Chainfalls. The following are rumors that they can pick up with a Gather Information check that beats the DC listed. Gather Information checks only yield this information at the Leisure District, the Forges, the Slave Pits, or the Marketplace. Only provide information related to the topics the PCs ask about.

Gather Information

DC 5

- All of the Trade Houses are looking forward to this afternoon's slave auction.

DC 10

- The different Trade Houses compete for the best stock and best trade goods. You can find almost anything you're hunting for in the Markets, above or below the earth. Careful you don't end up on the blocks, though.
- Fifty or so surface-dweller slaves were led through Chainfalls all tied together. They looked like soldiers.

DC 15

- The Majordomo of the Cold Iron Manacle always outbids his competition for the prime surface-dweller slaves at the slave auctions. Strangely enough, those slaves are never seen again.

DC 20

- A duergar guard working at the Forges started a brawl with an illithid after accusing the illithid

DC 35

- The entire town is really just a front for the illithid sept that dwells in the tunnels below Chainfalls. Some say they call themselves “the Coven.”

After the PCs have visited Area 6 – Marketplace, they are attacked by a group of Zern slavers, eager to capture the PCs for their own twisted purposes. After visiting each area, the PCs should have enough leads to continue with purchasing the map and finding a way into the lair.

When the PCs feel that they have sufficiently explored Chainfalls, proceed to the “Magpie’s Map” section if the PCs convinced Magpie to help them and then to “The Bitter Guide” section if they made a deal with Aregen Tongetaker to be snuck into the Coven lair (the trade house that represents the Coven).

Area 1 – Leisure District:

Miserable excuses for buildings make up the Leisure District of Chainfalls, comprised of two taverns, one brothel, and a cave beetle’s deathtrap of an inn. Each is well lit for this town; the ruby glow of fire beetle glands spills from windows and doorframes alike. The sounds of rough song and laughter are muffled but audible. If ever there was a bright is spot in this place, you’ve found it.

The barkeeps, proprietor, and innkeeper are four of derro brothers. Each of them wheezes, cackles and jeers, and is generally disgustingly obsequious. Each has a habit of lightly drawing a knife over his forearm while speaking. They have similar names, save the innkeeper: Bjarni, Bjoris, Bjarl, and Jord (pronounced Yarni, Yoris, Yarl, and Jord).

If the PCs enter any of the establishments in this district and attempt to gather information, role-play a conversation between any of the derro and the PCs. The derro know nothing of the Coven, but if the PCs mention illithids and succeed in a DC 15 Gather Information check, any of the four brothers mention that “Magpie,” the kenku in the markets, prattles about illithids from time to time while playing at dice here. They also mention that he usually loosens up his beak when he’s winning money... he loves his “shiny” after all.

There are also 20 to 30 duergar and derro each in this area, relaxing and recreating with the various slaves and servants of the establishments. They have no information to provide for the PCs. However, fights are common, and a double-strength patrol does a slow circuit of the area once every half hour.

A patrol consisting of four duergar and four derro walks past you, eyeing your group. Each carries a horn on his chest held by a rope around his neck.

All APLs (EL 8)

- **Derro (4):** hp 16; guard horns; see *Monster Manual*, page 49.
- **Duergar Warrior (4):** hp 9; guard horns; see *Monster Manual*, page 91.

The guards here have been instructed to attempt to quell any altercations that they come across. If the situation gets out of their control, they alert the rest of the town by blowing their horns.

Area 2 – Green Houses:

These connected stone structures stand open to the great cavern ceiling. An elevated aqueduct runs their length, dropping a constant artificial rain on the growing flora within. From inside, the sound of constant shuffling or the occasional smashing of rock or pottery can be heard.

These buildings are tended by a tribe of myconids and their unfortunate gnome slave, Oxlar. If the PCs enter the green houses, read the following:

The reek of waste and decay within these structures is almost unbearable. Fields of mushrooms and other fungi span the length of the floor here. Giant compost heaps line the back walls, explaining the awful odor. What at first appear to be numerous large mushrooms walking around in the fields actually turn out to be... numerous large mushrooms walking around in the fields. All but one are approximately the size of halflings, and they appear to be doing what could best be described as farming. Chained to the largest of the mushrooms is a grubby, pathetic looking gnome with watery eyes and filthy, pale skin, wearing a rotting sack over an otherwise naked form.

A successful DC 11 Knowledge (nature) check identifies the mushrooms as myconids. The myconids are essentially walking mushrooms with telepathic abilities and are very distrustful of outsiders. They handle the town's waste and unwanted corpses, creating the mushroom harvest that supplements sentient diets in good times and keeps the town from drowning in sewage. Statistics for the myconids have not been provided.

Oxlar is a grubby slave bound to the myconid elder worker (who is medium-sized) by a long length of chain, and he talks in a strange, lilting accent. The myconids tolerate him as a mouthpiece, but his comments are usually borderline hysterical and paranoid. Any who bring the myconids refuse tend to abuse him.

Role-play a conversation between Oxlar and the PCs. If the characters are kind to Oxlar he politely asks the PCs if they have any gnome-sized boots they could spare. If the PCs provide adequate footwear and mention anything about illithids, he mentions that he has seen mind flayers entering and exiting the House of the Cold Iron Manacle on at least two occasions. The PCs have no reason to attack the myconids, but if they do, run their slaughter of the defenseless myconids in abstract as they defeat them with ease.

All APLs (EL 7)

- **Myconid Elder Worker:** hp 16; no stats available.
- **Myconid Average Worker (6):** hp 11; no stats available.
- **Oxlar, Gnome Warrior 1:** hp 6; see *Monster Manual*, page 131.

Area 3 – Waterfalls:

A thick curtain of black water jets from the rock face and down the side of the cavern to the wide, dark pool below. The walls around and behind the waterfall are peppered with phosphorescent fungi and mold that lend it an eerie turquoise glow. A number of aqueducts jut out of the stream and disappear into the rock face, transporting water to various locations within the town.

The falls power the forges, feed the greenhouses and water the town as a whole. PCs may make a Knowledge (architecture & engineering) check (DC 20 + APL) to notice that every aqueduct except one leads directly into Chainfalls. One aqueduct leads deeper

underground. PCs with Stonecunning gain a +2 circumstance bonus on this check. PCs that fail this check notice only that the aqueducts seem to lead into the town.

This aqueduct actually leads directly into the Coven lair. However, the aqueduct is only wide enough for a small creature to squeeze through it. A medium creature could squeeze into the pipe with a successful DC 30 Escape Artist check, while a large creature would find squeezing impossible. Furthermore, creatures entering through the aqueduct would need a way to avoid drowning while traveling the entire 2,000-foot length of the pipe. If the PCs do manage to find and travel through the aqueduct, they are deposited just outside of Area 1 – Fresh Capture Pit in Encounter 7.

Duergar and derro guards rotate a sentry post at the waterfall to keep it secure from sabotage.

Two duergar and two derro stand guard here. Each carries a horn on his chest held by a rope around his neck.

All APLs (EL 6)

- **Derro (2):** hp 16; guard horns; see *Monster Manual*, page 49.
- **Duergar Warrior (2):** hp 9; guard horns; see *Monster Manual*, page 91.

The guards here have been instructed to alert the rest of the town by blowing their horns at the first sign of trouble. If the guards spot the PCs attempting to “tamper with” the water supply or doing anything else overtly malicious, ask for Initiative. The guards both use standard actions to blow their horns.

Area 4 – Forges:

The Forges are a vast hall filled with the sounds of hammering, shouting, and clattering steel. Billowing clouds of steam and sooty smoke vent from numerous chimneys into a crevice in the cave ceiling. Inside, you can see slaves hauling ingots, stacking dried mushroom stalks, and sorting product. A couple of duergar appear to be guarding the hall, but most of them are embroiled in a game of dice, leaving the guards to watch with bored expressions on their faces.

The smiths use water from aqueducts to power their trip hammers and waterwheels that in turn power cranes and pulley systems that move raw materials and finished goods.

Outside, duergar guards lounge and play dice. These are the most casual of guards in Chainfalls, willing to accept outsiders in the game as long as they ante 25 gp per game. If the players feel up to it, play a few rounds of “Goblin Tongue” described in detail on DM Aid: Goblin Tongue Game Rules. While playing, role-play a discussion between the guards and the PCs. PCs that lose money without making it obvious gain a +2 circumstance bonus on Gather Information checks with the guards and can gain the bit of information regarding the duergar who started a fight with an illithid at a reduced DC of 10. The guards even provide his name and whereabouts – Aregen Tonguetaker, who now works at the Caravan Corral.

All APLs (EL 7)

- **Duergar Warrior (8):** hp 9; guard horns; see *Monster Manual*, page 91.

Area 5 – Caravan Corral:

Enclosed by a high fence of wood and dried stalks of giant mushrooms, this area is full of large private caravan stalls. A pair of pillars supports the wide, wrought iron gate that forms the entry arch. Inside, you can see zombies, enormous beetles, and giant lizards, all tethered or restrained in some fashion.

Guard duty here is generally reserved as punishment or work for raw recruits working for the various trade houses. Currently, of the five duergar guarding the corral, four are new recruits and one is Aregen Tonguetaker – a seasoned guard serving out his punishment from his employer, the Cold Iron Manacle for assaulting one of their clients, a Coven member.

The corral is guarded by five duergar; four stand in a close group, engaged in conversation. The fifth sits on a stool by the gates with his arms crossed and resting upon his chest. He scowls as he notices your group.

Aregen is embittered and looking for a way to retaliate against his employer, the Cold Iron Manacle. Aregen knows of the secret passage located in one of the Cold Iron Manacle’s private pens that leads to the Coven lair. PCs can convince Aregen to sneak the party into the Coven lair through that secret passage for as little as 100 x APL gp (no less). If the PCs and Aregen make a deal, he instructs them to meet him behind the Cold Iron Manacle trade house during the slave auction.

All APLs (EL 7)

- **Duergar Warrior (4):** hp 9; guard horns; see *Monster Manual*, page 91.
- **Aregen Tonguetaker, Male Duergar Fighter 4:** hp 39; see Appendix 5 (Duergar Sergeant).

Area 6 – Marketplace:

The marketplace is a wide grid of stalls where a variety of races and creatures offer all manners of wares for sale. Mongrelmen hawk battlefield trinkets from an open tent, a derro stands behind a cart stocked with scrolls and potions, two duergar demonstrate the quality of their weaponry with a small demonstration, and a fast-talking humanoid with avian features runs what appears to be a game of three-card Monte. In the central plaza, a number of duergar prepare the blocks for this afternoon’s auction.

Numerous duergar guard the auction blocks:

All APLs (EL 7)

- **Duergar Warrior (8):** hp 9; guard horns; see *Monster Manual*, page 91.

Characters can purchase any open item in the LGCS at 150% its normal cost in the Marketplace. Interaction with any here except Magpie, the fast-talking kenku, results in the same Gather Information results as those presented at the beginning of this encounter.

Magpie is smart and quick-witted. He escaped years ago from the Coven lair after being sold to the illithids by the Cold Iron Manacle trade house and still remembers the layout of the lair quite well. He has since evaded capture quite deftly and makes a living swindling the hard-working residents of Chainfalls. The PCs are welcome to play a few games of three-card Monte while they speak with Magpie. He accepts bets of 25 gp or more and a DC 10 + APL Spot check is required to identify the correct card each game.

If the PCs mention anything about illithids or the Coven to Magpie, he’ll claim he doesn’t know what they’re talking about at first. If a PC presses the issue, allow him to roll A DC 5 + APL Diplomacy check to get Magpie to admit he might know something. Any PC that has lost money to Magpie gains a +2 circumstance bonus on this check. However, Magpie scolds the PCs for mentioning the Coven out in the open and asks them to meet him in Bjarni’s Tavern in the Leisure

District just before the auction begins. The details for this meeting are covered under “Magpie’s Map” later in the encounter.

When the PCs leave the Marketplace, they are attacked by a group of zern slavers eager to capture the PCs for their own twisted purposes. The zerns are masters of disguise and have used their Shifting Guise abilities to appear as ordinary duergar warriors. Read the following:

Leaving the Marketplace, you can’t help but notice one of the duergar guards following your group. He appears to be unarmed. Stepping from behind nearby stalls on either side of him are another two duergar holding composite longbows. The unarmed duergar holds out an open palm and shouts to your group.

[Zern Leader]: Cease and desist, ruffians. You have been warned. We have no choice but to put you down.

As the duergar attack, all nearby flee the scene.

The PCs are likely to be confused by this. Ask them to roll for Initiative as the zerns attack. Refer to *DM Aid: Map #1 – Zern Ambush* when running this combat.

Creatures: Zerns are hideous, malevolent creatures that see others as mere playthings. They warp and shift other creatures into new forms to “improve” them. Rather than purchase low-quality slaves from the auction, this group of zerns has noticed the PCs and has decided to capture them instead. The EL of this encounter has been decreased by 1 due to the fact that the zerns strike to subdue and take no actions that would result in PC death (unless left with no other option).

APL 10 (EL 13)

- **Zern Leader, Zern Transmuter 6:** hp 136; see Appendix 1.
- **Zern Slaver, Zern Fighter 4 (2):** hp 123; see Appendix 1.

APL 12 (EL 15)

- **Zern Leader, Zern Transmuter 8:** hp 189; see Appendix 2.
- **Zern Slaver, Zern Fighter 4/Order of the Bow Initiate 2 (2):** hp 143; see Appendix 2.

APL 14 (EL 17)

- **Zern Leader, Zern Transmuter 10:** hp 209; see Appendix 3.
- **Zern Slaver, Zern Fighter 4/Order of the Bow Initiate 2/Occult Slayer 2 (2):** hp 162; see Appendix 3.

APL 16 (EL 19)

- **Zern Leader, Zern Transmuter 12:** hp 226; see Appendix 4.
- **Zern Slaver, Zern Fighter 4/Order of the Bow Initiate 2/Occult Slayer 4 (2):** hp 182; see Appendix 4.

Preparation: The zerns have activated their Shifting Guise abilities to appear as ordinary duergar warriors. All other preparations are factored into their respective stat blocks and are described in the “Power-up Suite” section of their respective stat blocks.

Tactics: The zerns work together to neutralize the PCs one by one, focusing on the greatest immediate threat first. They are expert tacticians and are highly trained in dealing with enemy spellcasters. The zerns’ intent is to capture the PCs, so they will not take any actions that would result in the death of one. While the zern leader has a few spells that deal lethal damage, he combines them with the subdual damage dealt by the zern slavers in order to reduce the risk of accidental PC death. They deal lethal damage only if left with no option other than to use their Warping Energy abilities. They use their Malleable Form abilities to adapt to various combat situations as necessary. The zern slavers switch to *Impervious Hide* if they are likely to be full-attacked and then back to *Adrenal Surge* before they unleash another storm of arrows. The zern leader uses his *circlet of rapid casting* to cast *haste* on himself and his allies in the first round of combat, and then saves the remaining charge for either a *benign transposition*, *glitterdust*, or *shield* as needed. Note that the DCs of the zern leader’s transmutation spells are very high due to his Transmutation Affinity ability and Spell Focus feat.

APL 10: The zern leader casts *heightened slow* to hamper the party and prevent enemy fighters from taking full-attack actions. The slavers focus their attacks on the same target. At this APL, they do not have the Close Combat Shot ability and so are forced to tumble away from any situation in which they cannot avoid an attack of opportunity when firing.

APL 12: Same as previous APLs except the zern leader also uses *solid fog* on PCs clustered together, hoping to force them to use extradimensional travel to escape and catch them with his *anticipate teleport* spell. The zern slavers always take full attack actions when possible, since they do not provoke attacks of opportunity when shooting while threatened.

APL 14: Same as previous APLs except the zern leader flies out of melee reach in the first round. He casts *heightened baleful polymorph* in the first or second round of combat on an enemy arcane spellcaster.

APL 16: Same as previous APLs except the zern leader uses *heightened flesh to stone* in preference to *baleful polymorph*. He casts *heightened baleful polymorph* after he has exhausted both of his *flesh to stone* spells.

Treasure: The following treasure can be recovered from the bodies of the zern:

APL 10: L: 76 gp, C: 0 gp, M: 4,750 gp, *circlet of rapid casting* (1,250 gp), *ring of enduring arcana* (500 gp), *ring of protection +1* (167 gp), *vest of resistance +2* x3 (1,000 gp), *+1 merciful composite longbow (+5 str)* x2 (1,483 gp), *+1 mithral shirt* x2 (350 gp).

APL 12: L: 76 gp, C: 0 gp, M: 7,750 gp, *amulet of natural armor +1* (167 gp), *circlet of rapid casting and intellect +2* (1,583 gp), *mantle of second chances* (1,000 gp), *ring of enduring arcana* (500 gp), *ring of protection +1* (167 gp), *vest of resistance +2* (333 gp), *+1 merciful composite longbow (+5 str)* x2 (1,483 gp), *+1 mithral shirt* x2 (350 gp), *gloves of dexterity +2* x2 (667 gp), *vest of resistance +3* x2 (1,500 gp).

APL 14: L: 76 gp, C: 0 gp, M: 12,684 gp, *amulet of natural armor +1* (167 gp), *circlet of rapid casting and intellect +4* (2,583 gp), *mantle of second chances* (1,000 gp), *ring of enduring arcana* (500 gp), *ring of protection +1* (167 gp), *runestaff of entrapment* (1,000 gp), *+1 merciful composite longbow (+6 str)* x2 (1,500 gp), *+1 mithral shirt* x2 (350 gp), *gloves of dexterity +2* x2 (667 gp), *goggles of the ebon hunter* x2 (2,500 gp), *vest of resistance +3* x3 (2,250 gp).

APL 16: L: 76 gp, C: 0 gp, M: 16,017 gp, *amulet of natural armor +1* (167 gp), *circlet of rapid casting and intellect +6* (4,250 gp), *lesser metamagic rod of silent* (250 gp), *mantle of second chances* (1,000 gp), *ring of*

enduring arcana (500 gp), *ring of protection +2* (667 gp), *runestaff of entrapment* (1,000 gp), *vest of resistance +4* (1,333 gp), *+1 merciful composite longbow (+6 str)* x2 (1,500 gp), *+1 mithral shirt* x2 (350 gp), *gloves of dexterity +2* x3 (1,000 gp), *goggles of the ebon hunter* x2 (2,500 gp), *vest of resistance +3* x2 (1,500 gp).

Developments: Once the PCs have defeated the zerns, they may continue to their next destination within Chainfalls. If the PCs are defeated by the zerns, they receive the “What is That Thing!?” AR item and the adventure is over for them.

Area 7 – Slave Pits:

This area is gated by an enormous portcullis operated by two stoic trolls who cock their misshapen heads at you as you pass. Two duergar stand guard at the gates. Beyond them, the sounds of occasional sobs and whimpers originate from the slave pens. A small stone hut stands off to the right.

The trolls work the portcullis using their incredible strength. They aren’t looking for a brawl, but respond if provoked. If the PCs start any trouble in this section, the duergar guards and the trolls respond with force. When they realize they are no match for the PCs, they blow their horns.

All APLs (EL 8)

- **The Steward, Male Duergar Fighter 4:** hp 39; see Appendix 5 (Duergar Sergeant).
- **Duergar Warrior (2):** hp 9; guard horns; see *Monster Manual*, page 91.
- **Troll (2):** hp 63; see *Monster Manual*, page 247.

If the PCs take a close look at the pens, they notice that the pens are divided into six distinct sections, one belonging to each trade house. Any PC with any knowledge pertaining to slave trade notice that these are all mostly unhealthy or weak slaves. There are no surface-dweller slaves in the slave pits.

If the PCs approach the stone hut, the Steward exits and welcomes the PCs:

As you approach the stone hut, a greasy duergar with white hair slicked back and a close-trimmed beard exits the structure, eagerly rubbing his hands. His face is split in a wide grin

[The Steward]: Well, well, it isn't every day we get surface dwellers interested in browsing our goods! Top quality slaves from all of the trade houses for sale here. Pre-auction prices guaranteed!

The Steward is a smarmy duergar with a booming salesman's voice. He is responsible for overseeing the flow of slaves coming into and out of the slave pens and is empowered with the selling of slaves for each trade house.

If the PCs spend some time speaking with the Steward, they come to realize that the Trade Houses only keep their second-rate slaves in the Slave Pits. If the PCs ask about the Coven or the Cold Iron Manacle, the Steward indicates that he might have some information worth their while. With a bribe of 50 gp x APL, the PCs can learn from the Steward that at last week's slave auction, a trio of duergar he's never seen before sold a crate full of interesting creatures that supposedly had the ability to suppress magic around them to Majordomo Dreck of the Cold Iron Manacle.

Area 8 – Trade Houses & Residences:

An arc of villas with magnificent carved facades occupies this wall of the great cavern. Each has a pillar before it, holding up a statue that represents the house or its owner. Guards dressed in the livery of their employer houses mill about everywhere here, watching for trouble.

The following are descriptions of the statues before every house.

- **The Cold Iron Manacle House** – a grim duergar holding a long collar and manacle set.
- **Scourge of Caverns House** – a derro with a wicked-looking cat-o-nine-tails about to strike a human.
- **Flame of Opportunity House** – an ornate cylix above which floats a burning purple flame.
- **Undying Hunger House** – A fairly civilized looking Ghoul stares into the eye sockets of a dwarf skull held in its palm.

While other residences are present here, they accept no uninvited guests under any circumstances.

Violence in this area will be met with overwhelming force. Feel free to describe any number of creatures along this street — skeletal legionnaires working for the Undying Hunger

House, a trio of Vrocks that belong to the Flame of Opportunity, etc. Any PCs who try to force entry into a trade house by combat will quickly bring the entirety of Chainfalls down upon them. Be as colorful as possible in your descriptions to dissuade the PCs from attempting such an act.

The Majordomos of each trade house are currently working within their respective villas and are not accepting any visitors. PCs may potentially try to sneak into the Cold Iron Manacle house. Before the auction, Majordomo Dreck is present in the house with two guards. If the PCs are able to sneak without being noticed by the guards in the streets, Majordomo Dreck and his guards instantly attack. Note that a Mind Flayer is included in the encounter below. This is because one of Majordomo's three illithid masters is controlling his actions at all times via the Mind Flayer Host ability and can activate its psionic abilities (such as *mind blast* and *suggestion*) through the Majordomo. If the PCs fight the Majordomo and his guards in this fashion, they are considered to have been detected once by the Coven (see Encounter 6: Into the Unknown for more details). If the PCs have been detected twice before even entering the lair, Commander Toras will be dead and his thoughts extruded, so the PCs have already failed their mission (see Encounter 6: Into the Unknown for more details).

All APLs (EL 14)

- **Majordomo Dreck, Male Voidmind Duergar Fighter 10:** hp 123; see Appendix 5.
- **Duergar House Guard, Male Duergar Fighter 10 (2):** hp 108; see Appendix 5.
- **Mind Flayer:** hp 44; see *Monster Manual*, page 187.

No map is provided for the Cold Iron Manacle villa. If a combat ensues here, the room in which the takes place is simply a thirty by thirty foot square room.

If the PCs try to sneak in during the auction, the house is empty, and they may explore and potentially find the entrance to the Coven tunnels. However, the tunnels are so convoluted that finding the right tunnel in time is impossible without a *find the path* spell. This might result in a dead end for the PCs, forcing them to take an alternative option, such as making a deal with Aregen Tongetaker (in Area 4 – The Forges).

MAGPIE'S MAP

Proceed with this section if the PCs spoke with Magpie in the Marketplace and he told them to meet him in Bjarni's Tavern before the auction. As the PCs enter the tavern, read the following:

The tavern is almost completely vacant, as most of the residents of Chainfalls have already begun making their way towards the Marketplace for the slave auction. Bjarni, the proprietor, jeers at your group as you enter, an unsettling response from a bartender, even here. Of the few patrons present, you can make out Magpie sitting at a corner table only by the hint of a beak showing from under the deep hood pulled over his head.

Magpie hates the Coven and wants nothing more than for someone to finally bring them down. He has drawn a crude map of the lair for the PCs and is willing to sell it to the PCs for the low, low price of 100 gp x APL (no less). Like the other residents of Chainfalls, he is a businessman, after all. If the PCs purchase the map, hand *Player Handout #2 – Magpie's Map* to the players.

THE BITTER GUIDE

Proceed with this section if the PCs made a deal with Aregen Tonguetaker at the Forges. As the PCs reach the Cold Iron Manacle Trade house, read the following:

As you reach the back of the Cold Iron Manacle trade house, Aregen Tonguetaker is waiting. He nervously looks over his shoulder as you approach.

[Aregen]: Got the money? Hurry up, I don't have all day.

If the PCs refuse to pay or try to bargain down the price, he turns and walks away, leaving the PCs without an option of getting into the lair (unless the PCs are extremely convincing – at your discretion). If the PCs pay him, continue with the following:

The duergar nods as you hand over the payment, performing a quick count before stashing the money. He produces a small silver key from a pouch at his belt, unlocks the door and opens it, then ushers your group into the empty villa. You have little time to look around as he shepherds you through the building to a narrow stairwell leading deeper underground to a chamber consisting of numerous slave pens. Each pen contains dozens of slaves, mostly surface races, male

and female, except for the pen farthest to the right labeled "Umber Hulk Warren," which stands empty. With the same key, he opens the gate to the empty pen and as you look down, you notice a tunnel opening set into the cavern wall.

[Aregen]: I'd warn you about the mind flayer guards, but I can tell you're looking for trouble. Take the third tunnel each time you come to a crossroads, and you'll find what you're looking for. The guards are at the first crossroads.

If any PC tries to rescue any slaves, Aregen scolds him, asking him if he wants to get them all killed. When the PCs enter the tunnel, they must face the mind flayers and their thralls guarding the tunnel. The PCs have plenty of time to prepare for this combat, as they have been warned ahead of time. No map is provided for this encounter. A crossroads consisting of four tunnels twenty feet wide should be sufficient.

Creatures: A group of mind flayers and their personal thralls guard the tunnels at all times, scanning thralls that come and go and making sure no intruders enter the lair. The EL of this encounter has been decreased by 1 due to the fact that the PCs have ample time to prepare.

APL 10 & 12 (EL 10)

- **Mind Flayer (2):** hp 44; see *Monster Manual*, page 187.
- **Ogre Guard Thrall (2):** hp 37; see Appendix 5.

APL 14 & 16 (EL 11)

- **Mind Flayer (3):** hp 44; see *Monster Manual*, page 187.
- **Ogre Guard Thrall (3):** hp 37; see Appendix 5.

Preparation: The mind flayers are in no way prepared for this encounter.

Tactics: The mind flayers attempt to use their *mind blast* and *psionics* abilities to neutralize the PCs, echoing their *mind blast* effects off of their thralls via the Echo Mind Blast abilities of their thralls. Their thralls defend their masters with their lives. When the PCs prove to be too much for them to handle, the mind flayers use *plane shift* to escape, leaving their thralls, who mindlessly fight to the death, to die.

Treasure: Neither the mind flayers nor the thralls have any meaningful treasure apart from some masterwork items that have no impact on the overall treasure gained.

Developments: Once the PCs have defeated the mind flayers and their thralls, proceed to Encounter 6: Into the Unknown. The mind flayers cannot return to the lair in time to warn any of their allies due to the inaccuracy of *plane shift*.

ENCOUNTER 6: INTO THE UNKNOWN

On the afternoon of 26 Reading, the PCs sneak into the Coven lair and are heading through the main entrance tunnel to the Coven lair towards the fresh capture pit.

The dank tunnel descends slowly into the dark, spiraling steadily. Although the corridor is virtually lightless, you can discern twisting, writhing patterns carved into its dripping stone walls. A musty odor fills your nostrils and the air thickens with moisture as you descend into the unknown.

As the PCs descend into the lair, it is important to note the means by which they conceal themselves. Take careful note of which spells and/or abilities the PCs have active at all times. The following is a list of physical attributes of the lair:

- The lair is dark but not entirely so. Normal vision extends to 10 feet in the lair. Low-light vision doubles this range to 20 feet. Darkvision functions as normal.
- The walls are smooth, slick stone and cannot be climbed.
- Ceilings are twenty feet high everywhere in the lair except for the Central Plaza (Area 6), where the ceiling is sixty feet high.
- The “streets” of the lair are universally forty feet wide.

PCs are likely to encounter the various residents of the lair throughout their exploration. Oppose the Hide and Move Silently results of all PCs by taking 10 with Spot and Listen checks for any creatures within earshot or line of sight as appropriate, taking factors such as distance into consideration. In many cases, skill checks may not be necessary. For example, flying PCs do not need to roll Move Silently checks while invisible PCs do not need to roll Hide checks, etc.

The Coven is a small to medium-sized illithid sept. The following is a list of attributes pertaining to the inhabitants of the lair and their likely behavior:

- Approximately 300 illithids reside within the lair. At any given time, there are anywhere from 75 to 100 illithids present.
- Approximately 1,000 thralls reside within the lair. At any given time, there are anywhere from 250 to 400 thralls present.
- Illithids communicate telepathically with any other creatures within 100 feet. Any illithid that detects an intruder or is attacked immediately communicates with all nearby illithids. Unless otherwise stated, assume that nearby illithids are always present. See “Detected!” below.
- Illithids occasionally use their telepathic abilities to reach out to nearby minds. In any given location, there is a 10% chance that each illithid within 100 feet of the PCs detects the PCs telepathically. Should this occur, see “Detected!” below. Take note of any spells or abilities that PCs may have active that may block this ability, such as *nondetection*.
- The corridors of the lair are patrolled by roving groups of thralls. In between each area of the lair the PCs explore, there is a 25% chance that they will pass a thrall patrol. Unless in a *silence* effect, PCs can hear them coming and can prepare as necessary (if necessary).

A typical patrol consists of the following:

All APLs (EL 10)

- Mind Flayer:** hp 44; see *Monster Manual*, page 187.
- Minotaur:** hp 39; see *Monster Manual*, page 188.
- Duergar Sergeant:** hp 39; see Appendix 5.
- Duergar Warrior (4):** hp 9; see *Monster Manual*, page 91.

DETECTED!

If any one of the below conditions are met, consider the PCs detected:

- Any illithid or thrall has successfully opposed a PC’s Hide check with a Spot check (unless sufficiently remote as detailed in the specific area).

- Any illithid or thrall has successfully opposed a PC's Move Silently check with a Listen check twice within five minutes (unless sufficiently remote as detailed in the specific area).
- Any illithid has successfully detected a PC via the Telepathy ability (unless sufficiently remote as detailed in the specific area).
- Any illithid or thrall has been attacked (unless sufficiently remote as detailed in the specific area).

Any resident of the Coven lair that detects the PCs attempts to escape and notify others unless otherwise stated. If the PCs have been detected, an inquisition is dispatched to the area where the PCs were detected. An inquisition consists of the following:

All APLs (EL 13)

- **Mind Flayer (4):** hp 44; see *Monster Manual*, page 187.
- **Ogre Guard Thrall (2):** hp 37; see Appendix 5.
- **Zern Arcanovore:** hp 65; see Appendix 1.
- **Duergar Sergeant (2):** hp 39; see Appendix 5.
- **Duergar Warrior (4):** hp 9; see *Monster Manual*, page 91.

Once dispatched, an inquisition performs a clockwise sweep of the lair beginning at the location where the PCs were last detected, spending 10 minutes searching each area. PCs can hear an inquisition coming and can prepare as necessary (unless they are under the effects of a *silence* spell).

The zern arcanovore is trained to keep see *invisibility* and *arcane sight* active at all times in order to locate the intruders. Under no circumstances will it use its *antimagic field* ability, but it will ready *dispel magic* in order to counterspell PC spellcasters during combat.

If the PCs are detected a second time, a second inquisition is dispatched to handle the PCs.

If the PCs are detected a third time, the entire population of the Coven lair is under alert, and the mission becomes impossible for the PCs to complete. See "Failure" below.

FAILURE

If the PCs have been detected three times while within the Coven lair, security within the lair reaches the point where the PCs cannot continue with their mission. Read the following:

Having been detected a third time within the Coven's lair, it has become increasingly evident that security has reached the point where proceeding further seems impossible.

The PCs must escape from the lair immediately. If the PCs refuse to leave, feel free to use every creature present in the lair at your disposal to actively seek them out until they are forced to leave. If they have already rescued Commander Cyndane, they may escape with him but cannot continue with Encounters 9 through 11. If they were able to gather information regarding the Spider Queen's plans and Storm Eye's whereabouts, they may proceed with the module at Encounter 12 assuming that their escape is successful.

DETECTED BY THE ELDER BRAIN

If the PCs come within 350 feet of the elder brain without being properly shielded (such as with a *mind blank* spell or *antimagic field* spell), it immediately knows who they are and why they are here. This results in the immediate failure of their mission (as well as their subsequent hopes of killing the elder brain). Read the following:

As you take one more step, an unbelievably powerful presence fills your mind, reaching, grasping, touching your innermost thoughts and desires. The sensation is almost too much to bear. A commanding voice echoes throughout your psyche.

[Elder Brain]: You cannot succeed, mortal. The Topaz Guardian is mine and soon, so shall be all you know and love. Flee and prepare for the inevitable.

For a moment, a terrible euphoria washes over you as your mind becomes linked with the mind of this powerful being. Visions of hundreds of mind flayers and thralls rushing through the tunnels of the lair, closing in on your position flood your mind before the link is severed. It is time to flee.

The PCs must escape from the lair immediately. If the PCs refuse to leave, feel free to use every creature present in the lair at your disposal to actively seek them out until they are

forced to leave. If they have already rescued Commander Cyndane, they may escape with him but cannot continue with Encounters 9 through 11. If they were able to gather information regarding the Spider Queen's plans and Storm Eye's whereabouts, they may proceed with the module at Encounter 12, assuming that their escape is successful.

EXPLORATION

This encounter has been broken up into areas to make exploration of the lair simpler:

Area 1 – Fresh Capture Pit:

This side tunnel opens into a secluded circular chamber dominated by a vast pit directly in the center of the chamber. The sounds of crying and the occasional cough can be heard coming from the pit. The reek of human waste permeates the chamber.

The Fresh Capture Pit contains approximately fifty soldiers that were captured by the Coven during the battle in *SHE8-IN1 Above and Below*. Oftentimes, when Coven forces return with large quantities of captives, they “house” them in the Fresh Capture Pit temporarily while they determine which are suitable for enthrallment, experimentation, brain consumption or even ceremorphosis (the process of birthing illithids using another creature as a host).

The Fresh Capture Pit is protected by an *unhallow* spell with an *invisibility purge* tied to it, centered as indicated on *DM Aid: Map #3 – Fresh Capture Pit*. Any invisible PCs that enter the radius of the *unhallow* effect are rendered visible. Note that the *magic circle against good* effect of the *unhallow* protects the area, not the inhabitants, but it does prevent summoning spells from functioning within the area.

The pit is also guarded by two greathorn thralls who reside within their burrows in the walls. The thralls have Tremorsense to a range of 120 feet, but will wait until all of the PCs are inside the room until they emerge. When the greathorn thralls emerge from the walls, read the following:

Two hulking minotaurs with horns nearly five feet long, wielding massive hammers emerge from the walls as if from water. Lone tentacles protrude from their heads and writhe as if possessing minds of their own. The creatures consider you with blank, expressionless eyes before lowering their heads, preparing to charge.

If the PCs come within 10 feet of the pit, they can see inside:

The pit is 20 feet deep and 40 feet wide, and its walls are slick with condensation. Inside is a truly wretched sight: dozens of filthy, half-starved men of all ages wearing tattered military uniforms of the various nations in the Sheldomar Valley are clustered tightly together. Some cry weakly for help when they notice you while others seem to lack the strength even to speak.

It is important to note that combat in this area does not alert any of the other Coven members of the PCs' presence as it is quite remote and visited only in the morning and at night for feeding and extraction. The masters of the greathorn thralls are currently not in the Coven lair (and thus cannot do anything when they become aware that the thralls are in danger).

Creatures: The greathorn thralls are larger than standard minotaurs and with elongated horns. They wield massive hammers and each has a tentacle sprouting from its forehead that drips with green slime. They have been instructed to guard the captives and kill any who enter this chamber other than a mind flayer or a thrall accompanied by a mind flayer. Under no circumstances do they take any actions that might result in the death of a captive.

APL 10 (EL 12)

□ **Greathorn Thrall, Male Voidmind Greathorn Minotaur Fighter 2 (2):** hp 169; see Appendix 1.

APL 12 (EL 14)

□ **Greathorn Thrall, Male Voidmind Greathorn Minotaur Fighter 4 (2):** hp 197; see Appendix 2.

APL 14 (EL 16)

□ **Greathorn Thrall, Male Voidmind Greathorn Minotaur Fighter 6 (2):** hp 226; see Appendix 3.

APL 16 (EL 18)

□ **Greathorn Thrall, Male Voidmind Greathorn Minotaur Fighter 8 (2):** hp 254; see Appendix 3.

Preparation: The greathorn thralls begin combat with their Earth Warp ability active. Thus, the entire area within 60 feet of each thrall is

considered difficult terrain as described in the PHB, page 148.

Tactics: The greathorn thralls try to position themselves in such a way as to take full attack actions whenever possible. They bull rush any non-flying PCs that prove to be difficult to hit into the pit so that they may focus on other targets. If they have the opportunity to bull rush one PC into another PC's square, they utilize the *Domino Rush* aspect of their Shock Trooper feat. They use their Earth Glide ability to gain a movement advantage over the other PCs, gliding into and out of the pit through the ground with ease or gliding past PCs that might be blocking their paths. If the PCs cluster together, they use their Cone of Slime abilities to inflict maximum damage. If no PCs present them with suitable attack options, they utilize their *anklets of translocation* to gain superior combat positions. Note that they may grapple PCs with their tentacle and continue to attack other PCs normally as per their Sentient Tentacle ability.

APL 10: Same as above.

APL 12: Same as previous APLs except the greathorn thralls utilize their *greatreach bracers* to gain an additional 10 feet of reach if any PCs happen to be flying directly above the pit and out of reach.

APL 14: Same as previous APLs except the greathorn thralls will utilize the Crushing Strike feat to gain a cumulative +1 bonus after each successful melee attack with their greathammers.

APL 16: Same as previous APLs.

Treasure: The following treasure can be recovered from the bodies of the greathorn thralls:

APL 10: L: 0 gp, C: 0 gp, M: 3,147 gp, +1 *greathammer* x2 (388 gp), +1 *large fullplate* x2 (1,192 gp), *amulet of health* +2 x2 (667 gp), *anklet of translocation* x2 (233 gp), *vest of resistance* +2 x2 (667 gp).

APL 12: L: 0 gp, C: 0 gp, M: 4,813 gp, +1 *psychokinetic greathammer* x2 (1,388 gp), +1 *large fullplate* x2 (1,192 gp), *amulet of health* +2 x2 (667 gp), *anklet of translocation* x2 (233 gp), *greatreach bracers* x2 (333 gp), *ring of protection* +1 x2 (333 gp), *vest of resistance* +2 x2 (667 gp).

APL 14: L: 0 gp, C: 0 gp, M: 7,980 gp, +1 *psychokinetic greathammer* x2 (1,388 gp), +2 *large fullplate* x2 (1,692 gp), *amulet of health* +2 x2 (667 gp), *anklet of translocation* x2 (233

gp), *belt of giant strength* +4 x2 (2,667 gp), *greatreach bracers* x2 (333 gp), *ring of protection* +1 x2 (333 gp), *vest of resistance* +2 x2 (667 gp).

APL 16: L: 0 gp, C: 0 gp, M: 13,481 gp, +2 *psychokinetic greathammer* x2 (3,056 gp), +4 *large fullplate* x2 (3,692 gp), *amulet of health* +2 x2 (667 gp), *anklet of translocation* x2 (233 gp), *belt of giant strength* +4 x2 (2,667 gp), *greatreach bracers* x2 (333 gp), *ring of protection* +2 x2 (1,333 gp), *vest of resistance* +3 x2 (1,500 gp).

Developments: Once the PCs have defeated the greathorn thralls they may speak with the captured soldiers in the Fresh Capture Pit.

If the PCs interact with the captives, only a few are strong enough to speak. Apart from horror stories of their capture and subsequent treatment, a number of the captured soldiers inform the PCs that they saw a pair of drow escorted into the lair as guests while they were being led to the pit. Unfortunately, the PCs most likely cannot rescue these captives unless they have a way of rapidly transporting a large quantity of people over great distances. Many of the captives beg the PCs to kill them and save them from having their brains consumed or worse.

Once the PCs are done speaking with the captives, proceed to Encounter 7: Sounds of Silence.

ENCOUNTER 7: SOUNDS OF SILENCE

This encounter occurs within the main entrance tunnel of the Coven lair on the afternoon of 26 Readying. The PCs have defeated or bypassed the pit in Area 1 (the fresh capture pit) and are progressing deeper into the lair.

EXPLORATION (CONTINUED)

This encounter has been broken up into areas to make exploration of the lair simpler:

Area 2 – Thrall Barracks

Most likely a barracks for housing thralls, this area contains hundreds of small, doorless sleeping cells and silent dormitories. Over one hundred various creatures mill about, carrying on with their daily duties.

The thrall barracks contain approximately half of the thralls present in the lair. There is nothing else of interest in this area.

All APLs (EL 20+)

- **Ogre Guard Thrall (20):** hp 37; see Appendix 5.
- **Minotaur (20):** hp 39; see *Monster Manual*, page 188.
- **Duergar Sergeant (25):** hp 39; see Appendix 5.
- **Duergar Warrior (100):** hp 9; see *Monster Manual*, page 91.

Area 3 – Guest Quarters

As the PCs pass by the Guest Chambers, they see two of the Spider Queen's ambassadors and an illithid sitting around a stone table, but they must get closer to hear what they are saying. Read the following:

Two drow in well-appointed silks, one male and one female, and a mind flayer wearing robes of a similar fashion sit around a stone table in this small chamber, which is furnished quite austerely.

Read the following for any PC that listens in:

The male drow smoothes his robes in frustration as he continues speaking to the illithid.

[Male Drow Ambassador]: As I've said already, Tsavith, this information is not nearly as valuable to the Spider Queen as the Coven seems to think.

The female drow picks up where her colleague left off.

[Female Drow Ambassador]: We would be happy to continue negotiations on the price, but we cannot raise our offer until we can verify that this human's knowledge is of value to us.

The male drow continues in classic "good drow, bad drow" fashion.

[Male Drow Ambassador]: It matters not. It is only a matter of time before the Sheldomar falls under the control of our queen.

The mind flayer responds calmly, his voice soft but infinitely chilling.

[Tsavith]: Your confidence will continue to be the downfall of your kind, dark elf. Do not think I have forgotten of your numerous embarrassing defeats in Sterich.

The male drow chuckles.

[Male Drow Ambassador]: Storm Eye will reach the Shrine of the Kuo-Toa by tomorrow. Soon, we will have a new, powerful ally and none in the Sheldomar will be able to challenge the Spider Queen again. Not even the Kuo-Toa can resist the beholder's will.

The conversation continues in similar fashion, but the PCs gain no new information. This information will be of use to the PCs later in the adventure. For now, there is little else that the PCs may do. If the PCs attack here, the drow try to run for their lives but are relatively defenseless – assume the PCs defeat them with ease. Tsavith alerts nearby mind flayers and defends himself to the best of his ability until help arrives.

All APLs (EL 17)

- **Tsavith, Mind Flayer Sorcerer 9:** hp 109; see *Monster Manual*, page 187.
- **Drow Ambassador, Drow Aristocrat 10 (2):** hp 53; no stats available.

Area 4 – Bazaar

This area is instantly recognizable as a market. Tables bearing goods of every variety line the chamber in orderly rows. Thrall merchants with wares to sell haggle soundlessly with mind flayer customers over goods and services.

There is little of interest to the PCs here, as they are unlikely to be able to purchase anything.

All APLs (EL 20+)

- **Mind Flayer (15):** hp 44; see *Monster Manual*, page 187.
- **Ogre Guard Thrall (5):** hp 37; see Appendix 5.
- **Duergar Warrior (25):** hp 9; see *Monster Manual*, page 91.

Area 5 – Performance Eating Arena

This empty chamber forms a stadium. A stage occupies the lowest, central spot, with stone benches arranged in a semicircle above it. The stage features a wooden stock shaped like a small table with a hole in the center.

PCs may make DC 20 Knowledge (dungeoneering) or Bardic Knowledge checks to recognize this as a place where brains are consumed from victims' skulls by mind flayers

specially trained to extract every possible nuance of the eating experience and share the exquisite culinary event telepathically with a large audience. PCs that succeed in this check also know that captured adventurers often suffer this fate. Their unusually active, exploit-filled minds are widely acknowledged as the most delightful to illithid senses.

Area 6 – Central Plaza

An air of ancient decadence hangs over this immense chamber. The main feature of the plaza is a great fountain surrounded by a pool with smaller fountains and pools arranged symmetrically around it. The walls and pillars of the chamber seem to undulate beneath glistening layers of dampness. Ramps circle the walls, leading up to doorways and overhanging balconies. The walls are honeycombed with what appear to be individual dwellings. Mind flayers in flowing robes walk slowly along the ramps or float telekinetically from level to level while others drift languorously in dark pools of steaming liquid, all in near-complete silence. Only the splashing of the fountains and the occasional grunt or scream of a thrall being punished... or devoured breaks the hush.

While most PCs will likely refuse to enter this chamber, read the above description to any PCs that pass by, as it helps continue the eerie setting of this encounter. This chamber is populated by countless mind flayers and their thralls at all times. PCs that attack a mind flayer or thrall here cannot possibly escape the lair with their lives.

Area 7 – Nutrient Vats

Dozens of stone vats dot the floor of this chamber. Occasionally, a bubble rises slowly to the surface of one of these steaming pots, struggling to burst through the skin that forms atop the fluid. The floors and walls are streaked with dark stains. A dozen thralls wearing masks stir the fetid tanks or add matter to the stew.

The nutrient vats contain basic sustenance for the mind flayers in the Coven. Although mind flayers derive great pleasure from eating brains, they require basic nutrients and proteins to survive like all other organisms. There is nothing else of interest in this chamber, but should a PC ingest the “illithid” stew (for whatever reason), he must immediately make a DC 14 Fortitude save or become nauseated for 10 minutes.

All APLs (EL 12)

- **Duergar Warrior (12):** hp 9; see *Monster Manual*, page 91.

Area 8 – Laboratories

These rooms could be the well-stocked labs of any college of wizards or alchemists. They are filled with books and scrolls, bubbling beakers, complex mechanical apparatuses in varying stages of completion, and cadavers and body parts that appear to be the objects of study.

The Laboratories are filled with mind flayers crafting magical items and consumables and creating various illithid devices. Numerous thralls assist the mind flayers in various ways.

All APLs (EL 18)

- **Mind Flayer (10):** hp 44; see *Monster Manual*, page 187.
- **Duergar Warrior (25):** hp 9; see *Monster Manual*, page 91.

Area 9 – Birthing Pods

These small alcoves each contain a strange metal apparatus shaped like a coffin with a small circular window where a person’s head would be.

Each alcove contains a birthing pod. Mind flayer births require a process called ceremorphosis in which an illithid tadpole is inserted into a host organism. Ceremorphosis is a slow and excruciating process that always results in the death of the host and is rarely successful. PCs may make DC 10 Listen checks to hear a thrashing noise coming from one of the alcoves. If any PC approaches the apparatus, read the following:

Through the window, you can see what appears to be a human form twitching and convulsing violently. The beginnings of four tentacles sprout from what remains of the human’s mouth.

If the PCs begin to discuss planting the beacon here, be sure to point out the fact that illithids occasionally pass through this area on their way to other parts of the lair.

When the PCs proceed to Area 10 (Workshops), proceed to Encounter 8: Steeped in Atrocity. If they enter Area 11 (Temple of Illsense), proceed to Encounter 9.

ENCOUNTER 8: STEEPED IN ATROCITY

This encounter occurs within the Workshops in the Coven lair on the afternoon of 26 Readying. The PCs have determined that Commander Cyndane is most likely held in this area but that the area is within the radius of the elder brain's psionic abilities.

Before entering the workshops, the PCs might realize that they must mask themselves from the elder brain's psionic abilities. Only spells that block supernatural mind-affecting abilities prevent the elder brain from detecting the PCs as soon as they enter the workshops. Note that there is no saving throw for resisting the elder brain's probing, so any spell or effect that provides a bonus to a saving throw does not work. Most likely, the PCs will figure out that they must utilize the *antimagic field* spell from the scroll that S gave them, and cluster together before entering the workshops. If the party is capable of providing a *mind blank* for every PC, then they will have a much easier time with the next few encounters.

Area 10 – Workshops

Lab benches covered with alien devices and mechanisms line the walls of this chamber.

ON TIME

Commander Cyndane is secured tightly to a thought extruder, a strange and terrible device that illithids use to telepathically extract the thoughts and memories of a creature. The device is so powerful that its effects cannot be resisted. If the PCs did not delay in finding Commander Toras, he is alone in this chamber, secured to the thought extruder, and the extrusion process has not yet been completed. Read the following:

A badly bruised and beaten Suel man in the tattered uniform of an officer in the Great Army of Bissel is secured tightly with chains and manacles. A collapsible cage of wires, mesh, and needles is fastened around the man's head in a grotesque fashion.

PCs that have played *SHE7-06 A Topaz is Forever* recognize Commander Toras "The Eagle" Cyndane.

TOO LATE

If the PCs rested or arrive here more than half a day late, this chamber is empty, but the PCs will find evidence that a prisoner was held here for

some time. Use your best discretion to adjudicate whether or not the PCs arrive late. Read the following:

A collapsible cage of wires, mesh, and needles lies in a pool of congealed blood on the floor of this chamber. It seems that whatever the purpose of this awful device, it has already been used and you are too late.

The PCs are too late to rescue the Commander, but may continue with the rest of their mission nonetheless.

REMOVING THE THOUGHT EXTRUDER

This section details the mechanics for removing the thought extruder device that has been fastened around Commander Cyndane's head.

PCs may make Spot checks (DC 15) to notice the fist-sized hole that has been drilled into the back of Commander Cyndane's head and the long, thick needle that is buried deep within his brain. A DC 15 Heal check reveals that Cyndane is still alive, although he has gone into shock multiple times already and is currently in a coma. With a successful Intelligence check (DC 10), PCs can realize that attempting to remove or otherwise tampering with the apparatus may result in further harm to the Commander. Furthermore, the above Intelligence check also reveals that should the PCs move the Commander without first freeing him from the device, the needle drives through his brain, killing him instantly. Read the following:

An intriguing mechanism is secured to the top of the device, just above the Commander's forehead. It appears to have eighty-one dials aligned in a square. Metal rods separate the dials into nine squares of nine dials each. Each dial is capable of rotating and displays the numbers one through nine around its perimeter with an additional blank space between the one and the nine. While most of the dials are set to display a blank, some are set to display numbers.

Hand the players *Player Handout #3 – Thought Extruder Puzzle*, which represents the release mechanism described above. This puzzle is exactly what it sounds like: a Sudoku puzzle. To free the Commander, the PCs must rotate the dials and set them to the appropriate numbers such that no number is displayed twice within any row or column and no number is displayed twice within any of the nine smaller squares. The solution can be found on *DM Aid: Solution to Thought Extruder Puzzle*. The following additional

information regarding the puzzle applies as PCs experiment with the dials:

- Whenever a dial is set to an incorrect number for more than five seconds, the needle drills deeper into Commander Toras' brain. This deals 1d4 Wisdom damage to the Commander, whose Wisdom is currently at a 10. When the Commander's Wisdom reaches 0, he dies. PCs may try to heal the Commander with spells such as *restoration*, *lesser restoration*, and *heal*; however, they will most likely be within the effects of an *antimagic field* spell and thus unable to cast spells.
- A timer attached to the bottom of the mechanism ticks more quickly as time passes. The PCs have 30 minutes to complete the puzzle before the needle is driven through the Commander's brain, killing him instantly.
- PCs may disable this device entirely with a DC 25 + APL Disable Device check. Failure by 5 or more results in the loss of 1d4 Wisdom for the Commander. Failure by 10 or more results in the needle being driven through the Commander's brain, killing him instantly.

Once the PCs have either solved the puzzle successfully or succeeded in the associated Disable Device check, they may remove the thought extruder and continue with the adventure, taking the thought extruder with them. If the PCs return it to the Silent Ones, they will be rewarded at the end of the adventure. The Commander has currently undergone shock and is in a coma. He can only be revived with a *heal* spell or a *greater restoration* spell. If the PCs revive the commander, they may ask him some questions, but he remembers little and can provide no valuable information for the PCs.

ENCOUNTER 9: FLESH TORN ASUNDER

This encounter occurs within the Temple of Ilsensine in the Coven lair on the afternoon of 26 Readying. The PCs have most likely rescued Commander Cyndane and have entered the Temple of Ilsensine.

Area 11 – Temple of Ilsensine

Quilas, the first and only ulitharid of the Coven has devoted himself to the following of Ilsensine, the dark deity of the illithids, and has ordered the illithid clerics and thralls that at one time spent the

majority of their time in this temple to vacate, claiming it as his domain. Quilas is treated almost as a minor deity within the Coven, occupying a position just below the elder brain in the illithid social hierarchy and his ego has expanded to match his stature. Quilas spends the majority of his time meditating in the temple, accompanied only by his personal thrall and his new toys, a group of zern arcanovores that he purchased from the zern slavers in Chainfalls. As the PCs enter the Temple of Ilsensine, read the following:

The far end of this long, gently curving hall features an idol of a massive, disembodied, floating brain trailing long ganglia. The stone tendrils twine across the floor in confused knots before separating at regular intervals into rising columns that seem to writhe toward the ceiling. Braziers of incense fill the air with a scent of spices so cloying it overwhelms the lungs and stings the eyes. A sinister and regal illithid with purple flesh and flowing, purple robes kneels before the idol in meditation. Surrounding the illithid is a group of small bulbous creatures standing on long, birdlike legs.

Quilas is not expecting the PCs but his pet zern arcanovores guard the temple while he meditates. The arcanovores have *see invisibility* and *arcane sight* active at all times.

The Temple of Ilsensine is protected by an *unhallow* spell with an *invisibility purge* tied to it, centered as indicated on *DM Aid: Map #4 – Temple of Ilsensine*. Any invisible PCs that enter the radius of the *unhallow* effect are rendered visible. Note that the *magic circle against good* effect of the *unhallow* protects the temple, not the inhabitants, but it does prevent summoning spells from functioning within the temple.

Furthermore, be sure to point out to the players that the ground in the temple is sufficiently uneven that the arcanovores will be able to squeeze under any *wall of force* effects cast horizontally across the chamber, and the tentacles trailing along the center of the chamber prohibit a player from casting *wall of force* vertically across them. Any *wall of stone* effects created by the thrall are not subject to these circumstances as they can be created with crenellations as per the spell description.

If the PCs enter the temple and have not made Hide checks sufficiently high enough to avoid being spotted by Quilas or his arcanovore pets, ask for Initiative.

For this encounter, *antimagic field* does not block line of effect. If a spellcaster is outside of the effects of an *antimagic field* and attempts to target a creature or area on the other side of an *antimagic field* but not within its area, the spell is successful. Furthermore, any creature not entirely within an *antimagic field* can choose to cast spells or make attacks from any square(s) not within the *antimagic field* as though not under its effects. Note that attacks into a square within an *antimagic field* are still considered to be under the effects of the *antimagic field*.

Because the *antimagic field* ability of each arcanovore only lasts 1 round, an appropriate (and likely) PC tactic is to ready actions for when the *antimagic field* effect goes down. Be sure to adjust the initiative of any PC that does this to immediately before that of the arcanovore he has interrupted.

Creatures: Quilas, an ulitharid follower of Ilsensine meditates in this chamber. He has surrounded himself with his zern arcanovore pets and keeps his thrall, a voidmind craa'ghoran giant hidden within the cavern face close by. While he benefits from a number of supernatural and spell-like abilities, Quilas has learned to put the abilities of his new pets to use to capture his prey without the use of his own supernatural abilities. Quilas issues telepathic commands to his arcanovore pets and his thrall who has been trained to recognize the unique abilities of the arcanovores. Quilas is extremely selfish and craves the brains of adventurers above all else. Under no circumstances does he attempt to escape or call for help – preferring instead to handle the PCs on his own and keep their delicious brains for himself rather than share them with the lesser mind flayers of the Coven.

APL 10 (EL 14)

- **Quilas, Male Ulitharid:** hp 99; see Appendix 1.
- **Craa'Ghoran Thrall, Male Voidmind Craa'Ghoran Giant:** hp 180; see Appendix 1.
- **Zern Arcanovore (2):** hp 75; see Appendix 1.

APL 12 (EL 16)

- **Quilas, Male Ulitharid Monk 2:** hp 116; see Appendix 2.
- **Craa'Ghoran Thrall, Male Voidmind Craa'Ghoran Giant Pious Templar 2:** hp 233; see Appendix 2.

- **Zern Arcanovore (4):** hp 75; see Appendix 1.

APL 14 (EL 18)

- **Quilas, Male Ulitharid Monk 4:** hp 144; see Appendix 3.
- **Craa'Ghoran Thrall, Male Voidmind Craa'Ghoran Giant Pious Templar 4:** hp 263; see Appendix 3.
- **Zern Arcanovore, Advanced (4):** hp 173; see Appendix 3.

APL 16 (EL 20)

- **Quilas, Male Ulitharid Monk 6:** hp 162; see Appendix 4.
- **Craa'Ghoran Thrall, Male Voidmind Craa'Ghoran Giant Pious Templar 6:** hp 308; see Appendix 3.
- **Zern Arcanovore, Advanced (6):** hp 173; see Appendix 3.

Preparation: Active spells for Quilas and his arcanovores are currently reflected in their stat blocks. They are otherwise not prepared for this encounter.

Tactics: Quilas focuses on catching PCs within the *antimagic field* abilities of the arcanovores before moving in. He is more than happy to assess the combat situation from afar and use his *mind blast* on PCs not caught in an *antimagic field* than to rush into combat. He makes liberal use of his *dimension door* spell-like ability, which he can quicken three times in the encounter, to gain a better position after performing his round's actions.

The arcanovores focus on catching as many PCs as possible within the effects of their *antimagic field* abilities, which have a 20-foot radius but only last 1 round. They avoid placing themselves in a situation where they might be full-attacked by any tough-looking melee PCs. They make use of their *arcane sight* abilities to single out powerful spellcasters and catch them in a position where it might be difficult for them to cast spells. Once they have run out of uses of their *antimagic field* abilities, they use their *dispel magic* abilities to dispel PCs or counter enemy spellcasters. In the first round of combat, they strive to leave sufficient space for the craa'ghoran thrall to cast his *wall of stone*, which he can quicken, spell-like ability open emerging from the wall. When any particular arcanovore has its *antimagic field* ability active, it assumes a

particular position that makes it easy for Quilas or his thrall to tell which areas are within its effects and which are not.

The craa'ghoran thrall emerges from the wall of the chamber in the first round of combat and attempts to grab a PC with its tentacle. It also casts a *quicken wall of stone* in such a way as to block off some of the party or isolate a particular PC. The thrall can earth glide through the walls it creates, and it creates a new wall each round if it is not under the effects of an *antimagic field*. The thrall takes full-attack actions whenever possible, rending PCs for additional damage, and focuses on creating more barriers when full attacks are not possible. If multiple PCs are not within an *antimagic field* effect, it uses its Cone of Slime ability if it can position itself in a place it can use it.

Throughout the encounter, Quilas searches for an opportunity to grapple a PC within an *antimagic field* to reduce the chances that the PC will escape. He attempts to extract the victim's brain as quickly as possible before moving on to another victim. Note the difference between initiating a grapple with Improved Grapple via his unarmed strike and with Improved Grab via his tentacle attacks. The first option results in him moving into his opponent's square while the second results in him remaining in his own square. He always takes the option that results in keeping his opponent inside of an *antimagic field*.

APL 10: Same as above except Quilas does not have unarmed attacks and thus only attacks with his tentacles. He is less inclined to involve himself in melee combat unless facing a weak opponent at this APL.

APL 12: Same as base tactics.

APL 14: Same as previous APL except Quilas takes advantage of his Sun School feat to gain a free attack against a target to which he appears adjacent after using his *dimension door* spell-like ability.

APL 16: Same as previous APL except that Quilas uses the Stunning Fist feat liberally. He can make stunning attacks even when under the effects of an *antimagic field*. Also, not all of the arcanovores utilize their *antimagic field* abilities initially. Two or three arcanovores delay or ready counterspell actions so that they can react to potentially dangerous PC actions.

Treasure: The following treasure can be recovered from bodies of Quilas and his thrall:

APL 10: L: 0 gp, C: 0 gp, M: 2,083 gp, *cloak of charisma +4* (1,333 gp), *vest of resistance +3* (750 gp).

APL 12: L: 0 gp, C: 0 gp, M: 2,083 gp, *cloak of charisma +4* (1,333 gp), *vest of resistance +3* (750 gp).

APL 14: L: 0 gp, C: 0 gp, M: 2,666 gp, *cloak of charisma +4* (1,333 gp), *vest of resistance +4* (1,333 gp).

APL 16: L: 0 gp, C: 0 gp, M: 2,666 gp, *cloak of charisma +4* (1,333 gp), *vest of resistance +4* (1,333 gp).

Developments: Once the PCs have defeated Quilas, his thrall and his pets, they might identify this to be a suitable location to plant the planar beacon given to them by Xavos. The PCs are free to loot the bodies, heal, and recuperate. Once the PCs have planted the beacon, proceed to Encounter 10: Good Things Come in Small Packages.

ENCOUNTER 10: GOOD THINGS COME IN SMALL PACKAGES

This encounter occurs within the Temple of Ilsensine in the Coven lair on the afternoon of 26 Readying. The PCs have defeated the ulitharid Quilas and his thrall and have determined the Temple of Ilsensine to be a suitable location for planting the planar beacon.

If the PCs have not rescued the Commander in Encounter 8 before planting the beacon, the githzerai is not be willing to wait, and they cannot rescue the Commander.

When the PCs plant the planar beacon, read the following:

The small device that Xavos gave you begins to blink faintly. Suddenly, dozens of githzerai appear in the temple in the same fashion as the Wayfarer guide that had brought you into the Underoerth yesterday. Among them is Xavos, who steps forward and greets you with a bow. He issues a quick command and a handful of the githzerai take positions at the temple entrance while another steps forward and casts a spell. Nearly twenty tiny eyes materialize and float past you into the lair.

The PCs may make a DC 20 Spellcraft check to recognize the spell as *prying eyes*.

[Xavos]: You have done well, adventurers. Our presence can be discovered any moment so I will be quick. My colleague will scout the lair and locate the chamber in which the pool of the elder brain is located. Once we find the chamber, we will take positions just outside of its range while he places the chamber of the elder brain under a powerful illusion. The illusion will take ten minutes to cast. During this time, you may prepare as you see fit. Once his spell is complete, my warriors will teleport you to just outside of the chamber.

Xavos pulls a small crystal vial filled with a glowing blue liquid out of one of his robe's pockets.

[Xavos]: You must pour this poison into the pool of the elder brain. It is an extremely powerful nerve agent, certain to kill the elder brain. We will provide cover for you to the best of our abilities. You must accomplish this task as quickly as you can – the elder brain possesses a godlike intellect and is certain to be fooled by the illusion only briefly, if at all. Be aware that while the elder brain will not be able to detect you individually, it will certainly make every effort to defend itself. Do not retaliate – attacking the elder brain will likely break the illusion. Now we must go, you may ask any questions you would like while we prepare.

At this point, the three githzerai each cast two more spells: *invisibility* and *mind blank* before exiting the room ahead of the party. PCs may identify both spells with appropriate Spellcraft checks.

The PCs may prepare with any spells or abilities over the next ten minutes. They may also take this time to ask Xavos questions regarding his plan, provided that they whisper. Likely questions and answers have been provided:

Which illusion spell is he going to cast?

“My friend will place the chamber of the elder brain under the effects of a Screen spell. It will appear as though githzerai and only githzerai are entering the chamber.”

How long will we have?

“I can't be certain, but I would say that you will have well under a minute – perhaps thirty seconds, perhaps less.”

How long will it take for the poison to kill the elder brain?

“The elder brain is a creature composed entirely of nerves. The poison should kill it almost instantly.”

What will happen to you?

“I expect this will be a suicide mission for many of us. However, if you are successful, it will be worth it, even if none of us survive.”

When the PCs finish preparing and asking their questions, they are teleported to just outside of the elder brain's chamber. Proceed to Encounter 11: Out of Sight, Out of Mind.

ENCOUNTER 11: OUT OF SIGHT, OUT OF MIND

This encounter occurs within the elder brain's chamber in the Coven lair on the afternoon of 26 Reaching. The PCs have agreed to pour the poison into the elder brain's pool and have been teleported to just outside of its chamber. Refer to *DM Aid: Map #4 – Elder Brain's Chamber* for a layout of this encounter. Note that each square in the map represents a 10-foot square on a typical battle grid.

You materialize before a vast chamber behind two immense wooden doors that have been smashed open. Githzerai charge forward, screaming battle cries in a foreign tongue, and disappear into the empty chamber.

The doors that at one time sealed off the elder brain's chamber from the rest of the lair have been blasted open by the githzerai as they begin their assault. The massive battle taking place within this chamber makes charging or running impossible, but single or double move actions are otherwise unrestricted.

Ask the PCs to roll for Initiative. The chamber in which this encounter takes place is currently under the effects of two *screen* spells, one cast by the elder brain itself, creating the appearance of an empty chamber and the other cast by the githzerai sorcerer, creating the appearance of a mass githzerai attack on the lair. Because the githzerai are actually attacking, the elder brain and his guards have no reason to disbelieve the illusion and thus, are currently unaware of the PCs' presence. PCs that enter the chamber must make a Will save DC 26 to see the chamber for what it truly is, as well as the pool of the elder brain. Any PC with an active *true seeing* automatically sees through this illusion. PCs that fail may make another attempt each round.

Read the following for any PC that successfully disbelieves the elder brain's screen spell:

As you focus all of your logic on what your eyes see, your vision of the room suddenly changes. A fierce battle rages all around you between mind flayers and githzerai. Ahead, in the left wing of the chamber, a large pool resonates with palpable psionic energy.

All APLs (EL 24)

- **Elder Brain:** hp 481; see Appendix 5.

This combat is designed in a very non-conventional manner. Because the elder brain is unaware of the PCs' presence, it cannot target PCs with any single or multi-target spells. Apart from attacking illusory githzerai with quickened spell-like abilities, it casts a single area spell each round on its turn. Thus, the elder brain functions much like a Spell Turret that the PCs must disable by pouring the poison into its pool. If any of the PCs take any offensive actions against the elder brain, allow the elder brain to attempt a Will save against a DC of 26 to disbelieve the githzerai sorcerer's illusion. If it succeeds on its Will save it attacks the PCs to the best of its ability. Furthermore, the chamber is protected with a *forbiddance* spell aligned as Lawful Evil. Any PC entering the room is subject to its effects – the associated Will save DC is APL + 12. Note that any form of extra-dimensional travel is prohibited due to this effect.

The elder brain lives in a pool in the chamber. If any of the PCs come within ten feet of the pool and can see it, read the following:

The pool before you is 10 feet deep and 40 feet in diameter, surrounded by a wide lip intricately carved with images and inscriptions. The liquid in the pool is dark, swirling, and foul smelling. Countless small shapes swim to and fro in the murk. At the bottom of the pool, the formless mass of the elder brain stirs listlessly, more a shadow than a discernible shape.

Creatures: The elder brain floats at the bottom of its pool, launching area attacks against its assailants. Its illithid guards are pre-occupied with their githzerai attackers and under the confusion of the screen spell and thus are irrelevant in this encounter. The EL of this encounter is based on a Spell Turret, adjusted by +1 due to the fact that it can only be disabled in one way, by -1 due to the fact that the PCs had

ample time to prepare for the encounter, and by +1 due to the pre-existing protective spells placed on the chamber that serve as hindrances to the PCs.

APL 10 (EL 9)

- **Elder Brain (6th and 7th level spells):** hp 481; see Appendix 5.

APL 12 (EL 10)

- **Elder Brain (7th and 8th level spells):** hp 481; see Appendix 5.

APL 14 (EL 11)

- **Elder Brain (8th and 9th level spells):** hp 481; see Appendix 5.

APL 16 (EL 12)

- **Elder Brain (9th level spells):** hp 481; see Appendix 5.

Preparation: The elder brain is not particularly prepared for this encounter. All standard preparations are factored into its respective stat block and are described in the "Power-up Suite" section of its respective stat block.

Tactics: The tactics of the elder brain vary by APL. The DC of each spell or effect can be determined by the spell's level and the elder brain's Charisma modifier in Appendix 5.

APL 10:

- Round 1 - Elder brain casts *repulsion*, affecting the entire room.
- Round 2 - Elder brain casts *greater dispel magic* affecting the area directly in between its pool and the entrance to the chamber.
- Round 3 - Elder brain casts a *freezing fog* (SpC) in the area directly between its pool and the entrance to the chamber.
- Round 4 - Elder brain casts a *radiant assault* (SpC) in the area directly between its pool and the entrance to the chamber.
- Round 5 - Elder brain casts a *prismatic spray* in the area directly between its pool and the entrance to the chamber.
- Round 6 – Elder brain becomes aware of the illusion, and fights at full capacity.

APL 12:

- Round 1 - Elder brain casts *heightened repulsion* (to 7th level), affecting the entire room.
- Round 2 - Elder brain casts *wall of greater dispel magic (SpC)* sealing its pool off from the rest of the chamber.
- Round 3 - Elder brain casts a *heightened radiant assault (SpC)* (to 8th level) in the area directly between its pool and the entrance to the chamber.
- Round 4 - Elder brain directs a *maximized cone of cold* spell in a cone toward the center of the chamber.
- Round 5 - Elder brain casts a *heightened prismatic spray (SpC)* (to 8th level) in the area directly between its pool and the entrance to the chamber.
- Round 6 – Elder brain becomes aware of the illusion, and fights at full capacity.

APL 14:

- Round 1 - Elder brain casts *heightened repulsion* (to 8th level), affecting the entire room.
- Round 2 - Elder brain casts *wall of greater dispel magic (SpC)* sealing its pool off from the rest of the chamber.
- Round 3 - Elder brain casts a *wail of the banshee* in the area directly between its pool and the entrance to the chamber.
- Round 4 - Elder brain directs its *mind blast* ability in a cone toward the center of the chamber.
- Round 5 - Elder brain casts a *meteor swarm* throughout the chamber, overlapping in the area between the pool and the entrance to the chamber.
- Round 6 – Elder brain becomes aware of the illusion, and fights at full capacity.

APL 16:

- Round 1 - Elder brain casts *wall of greater dispel magic (SpC)* sealing its pool off from the rest of the chamber.
- Round 2 - Elder brain casts a *prismatic sphere* that emanates to 10 feet around its pool.

- Round 4 - Elder brain directs its *mind blast* ability in a cone toward the center of the chamber.
- Round 3 - Elder brain casts a *maximized greater fireburst* that emanates to 15 feet around its pool.
- Round 5 - Elder brain casts a *wail of the banshee* centered directly upon its pool, hoping to catch any creatures that managed to break through the sphere.
- Round 6 – Elder brain becomes aware of the illusion, and fights at full capacity.

Treasure: The PCs do not have time to collect any treasure or loot that might be gained from this encounter.

Developments: The PCs must flee at once. They may either use the *teleport* scroll given to them by S to return to Niole Dra or find another way to escape the chamber. Describe their escape scene in full cinematic effect as they flee the chamber before teleporting away. Allow them to be creative in finding a way to escape if they do not have the means by which to *teleport*. As they flee the chamber, describe in gory detail the elder brain's cries of pain and anger the PCs hear within their minds.

Once the PCs have escaped the chamber, proceed to Encounter 12: Breaking Point.

ENCOUNTER 12: BREAKING POINT

On the evening of 26 Readying, the PCs have returned from the Coven lair for their mission debriefing in the Temple of Heironeous in Niole Dra. This encounter varies depending on the results of the PCs' mission.

If the PCs managed to rescue Cyndane, he is immediately rushed into the Temple of Heironeous by clerics to be examined upon the PCs' return to the temple. Read the following:

Immediately upon your arrival at the Temple of Heironeous in Niole Dra, half a dozen clerics rush over to your group and carry off Commander Cyndane for further medical examination.

The Sunwardens of the Topaz Order have convened in the council chamber and await news of the PCs' mission. When the PCs are ready to

proceed to the council chamber, read the following:

The remaining Sunwardens of the Topaz Order are seated around the long wooden table within the council chamber when you are escorted inside. Lord Craster Soratha, Sunwarden of the Keoland chapter motions for you to sit.

[Craster]: Tell us everything, adventurers. Leave out nothing.

Allow the PCs to recount their story to the Sunwardens. The reactions of the Sunwardens vary depending on the details provided by the PCs.

If the PCs failed to rescue Commander Cyndane (or otherwise prevent the elder brain from learning their secrets, such as by killing him), read the following:

The Sunwardens hang their heads in unison, a shared look of devastation apparent on their faces. An unbearable silence dominates the chamber until Craster finally looks up, his face ashen, even for a Suel.

[Craster]: I must admit the chances of success for this mission were low. I trust you have done everything within your power – sometimes, even that is not enough. You have our thanks for your noble attempts, adventurers. Please leave us now so that we may prepare for the worst.

If the PCs failed to rescue Cyndane but were able to prevent the Coven from learning their secrets, read the following:

The Sunwardens hang their heads in unison, their faces unreadable. An unbearable silence dominates the chamber until Craster finally looks up, his eyes red from fighting back tears.

[Craster]: The cost of your success was great. While, we have all suffered a terrible loss with the death of Toras, I am afraid he was lost to us the day he was captured. You have performed a great service for the Sheldomar, adventurers. You truly are heroes.

If the PCs rescued Commander Cyndane, read the following:

A unanimous cheer echoes throughout the room as the Sunwardens celebrate your success. Craster smiles at your group, his eyes red from fighting back tears of joy.

[Craster]: You accomplished what many of us believed to be impossible this day. The entire Sheldomar Valley owes you a debt of gratitude. You truly are heroes.

If the PCs admit to assaulting the elder brain, Craster shows his disappointment but understands the PCs' reasons for taking the risk. If the PCs were successful, he thanks them further for defeating one of the Topaz Order's greatest foes.

If the PCs learned of Storm Eye's ambassadorial visit to the Shrine of the Kuo-Toa and mention it, Craster responds:

[Craster]: This is most unexpected. After being banished from the Shrine of the Kuo-Toa two years ago, I am quite surprised that the Spider Queen has resumed her attempts at an alliance. If what you say is true, then we must intervene immediately while the Kuo-Toa are still neutral. I regret to ask this of you, but would you undertake one final mission for the good of the Sheldomar?

If the PCs decline his request, the adventure is over. If the PCs accept, continue with the following:

[Craster]: Excellent. We will have you teleported to the Shrine of the Kuo-Toa tomorrow as ambassadors of the Court of the Land. You must convince the Kuo-Toa to remain neutral at all costs – an alliance between the drow and the kuo-toa would spell doom for the Sheldomar Valley. You are permitted to offer any concessions they ask for, within reason of course. Do you have any questions?

Craster can provide additional information if the PCs ask. Likely questions and answers have been provided:

What can you tell us about the Kuo-Toa?

“They are a strange, amphibious race that dwells in the Underoerth. They revere a mysterious deity of the sea they call the Sea Mother. They are led by the Abbot, a creature who claims to speak the will of the Sea Mother.”

What is their opinion of us?

“The Kuo-Toa harbor a great disdain for all surface races. They care only for the well being of their own kind.”

What advice can you give us?

“Know that the Kuo-Toa like nothing more than to pay tribute to the Sea Mother by forcing their visitors to face one another in their legendary arena. Many of their disputes are resolved with trial by combat. It is likely that your requests may be challenged in the same manner.”

Once the PCs have finished asking their questions, Craster dismisses them:

[Craster]: Please make use of your remaining time here wisely to prepare as necessary. You are dismissed.

The PCs are given rooms in the Temple of Heironeous to spend the night and may prepare as they see fit. When they are ready, proceed to encounter 13.

ENCOUNTER 13: THE PROPHET’S VOICE

On the morning of 27 Readying, the PCs have been teleported to the Shrine of the Kuo-Toa in the Underoerth as ambassadors representing the Court of the Land.

After another quick transport at the hand of a Wayfarer, you stand at an overlook to an expansive underground cavern. A wavering green glow illuminates the cavern like lantern light reflected off water would a bathhouse. Tiny, slug-like creatures pepper the walls and ceiling, feeding off the glowing green lichen that illuminates the chamber. The thick air has a distinctly salty tang you can taste as you breathe it in, contributing to the oceanic atmosphere of this place.

The Shrine of the Kuo-Toa looms ahead in all its majestic antiquity. Hundreds of scaled humanoids with fish-like, bullet-shaped heads and bulging black eyes patrol its perimeter and battlements, clutching spears and shields.

When the PCs approach the shrine, a group of Kuo-Toa guards advance towards the PCs and challenge them in Common. If the PCs identify themselves as emissaries of the Court of the Land, they are in to see the Abbot assuming they provide a good reason. PCs that have played SHE6-INT01 *Queen’s Gambit* are recognized and given deference. Otherwise, the group is led silently.

Led silently by your amphibian escorts, you pass through a series of vestibules to an open hallway adorned with the bas-relief

carvings of sea creatures from which you can see a massive arena below. The guards lead you down a stone stairwell to an open hall in which six pillars of white marble, each carved like the plume of a waterspout, support a roof inlaid with gold and malachite. The hall is alive with that bright green glow that gives this place its eerie pallor.

In the center of the hall, a Kuo-Toa garbed in rich, scaled robes wearing a lobster-shaped crown of worked white coral set with black pearls sits atop a palanquin and regards your group with a tilted head as you enter. An assembly of Koa-Toa clutching uniquely-shaped staves that end in large pincers surrounds him.

To his right stands an armored female drow in priestly garments decorated with a spider-web motif, flanked by two massive, vaguely humanoid creatures with the black skin of drow and manes of white hair. A true monstrosity floats above them: a huge, dark gray bulbous creature with eye stalks that wave and snake about, looking all ways at once. The great eye at the center of its body is closed. The beholder quivers with rage as you enter the room, clearly vexed by your timing.

PCs that have played SHE6-03 *Things to Do in Bissel When You’re Dead* or SHE7-06 *A Topaz is Forever* recognize the beholder as Storm Eye.

One of your guides announces your group to the apparent leader of the Kuo-Toa.

[Kuo-Toa Guard]: Here to grovel for His Holiness, the Abbot of the Sea Mother, the Whip of Whips, are emissaries from the Court of the Land.

The Abbot waves the guard away with a webbed hand before addressing your group with a high-pitched, gurgling voice.

[Abbot]: It has been two years since surface dwellers have come seeking favor. Tell us, ambassadors, what would the Court of the Land have of the Children of the Sea?

Characters who participated in SHE6-IN1 *Queen’s Gambit* recognize the Abbot of the Kuo-Toa. Allow the PCs to plead their case. If the PCs make a strong case for Kuo-Toa neutrality, he proclaims that only a trial by combat in the sacred arena of the Kuo-Toa can resolve this dispute. A Diplomacy check made to adjust the attitude of the Abbot will influence the terms of the trial. He

begins with an attitude of Unfriendly towards the PCs. Consult the *PHB*, page 172, for a table that covers influencing NPC attitudes. The PCs will have one of the following circumstances in their combat in the next encounter depending on their Diplomacy check result:

- If the PCs are unable to shift his attitude, he will allow the representatives of the Spider Queen one full round to prepare for the combat and will deny this right to the PCs.
- If the PCs are able to shift the Abbot's attitude towards Indifferent, neither side will be given an opportunity to prepare for the combat.
- If the PCs are able to shift the Abbot's attitude towards Friendly, he will allow both sides one full round to prepare for the combat.
- If the PCs manage to shift the Abbot's attitude towards Helpful, he will allow the PCs one full round to prepare for the combat and will deny this right to the representatives of the Spider Queen.

The Abbot is a selfish being with little regard for the lives of others. His decision is based entirely on what is best for his kind. The following modifiers may be applied to the result of the PCs' Diplomacy check:

- +2 if the PCs provide a good reason for why Kuo-Toa neutrality is in their best interest (prevent the loss of resources, etc.)
- +2 for adequate slander of the Spider Queen (such as bringing up past failures)
- -2 for trying to appeal to the Abbot's mercy (such as lamenting the loss of human lives)
- -2 for any praise of the Court of the Land or other surface-dweller organizations
- -3 if the PCs are playing at APL 12
- -6 if the PCs are playing at APL 14
- -9 if the PCs are playing at APL 16

After the PCs plead their case, continue with the following:

The beholder floats towards the Abbot, the shadows of the chamber playing off his form, clouding him partly in darkness. His gravely voice drips with menace.

[Storm Eye]: I did not come here to beg for an alliance; I came to negotiate it. I insist that

you slay these interlopers at once so that we may carry on with our concessions.

The Abbot appears to contemplate the beholder's words momentarily and then tilts his head at a near impossible angle.

[Abbot]: The surface dwellers have earned their right to petition this court through force of arms. The Sea Mother can dismiss neither of your claims. We must honor Her with a Trial by Combat to decide. Those favored most by the Sea Mother this day will be victorious and then this court will entertain their words. So speaks his most patient and wise servant of the Sea Mother, his will is Hers.

Several of the beholder's eye stalks twist in your direction, gazing upon you with silent hatred. It grits its teeth and mimics a slight bow to the Abbot.

[Storm Eye]: Your Excellency is most gracious and considerate. My minions will make short work of these adventurers. They are not worth my effort.

In the darkness of the tunnel beyond, a horn sounds followed by a cacophony of gurgling and croaking cheers. It appears that your battle will be made a spectacle.

Proceed to Encounter 14: Righting the Wrongs.

ENCOUNTER 14: RIGHTING THE WRONGS

The PCs, granted the right to engage in combat with the representatives of the Spider Queen in the Kuo-Toa Arena, are led into the Arena by a troupe of Kuo-Toa whips. Refer to *DM Aid: Map #5 – Kuo-Toa Arena* for a layout of this encounter. Note that the ceiling within the arena is 60 feet high.

The Kuo-Toa do not permit them to cast any spells or prepare in any fashion until they reach the Arena. Read the following:

Your group is immediately led down a series of stone stairwells by a troupe of Kuo-Toa whips. They gurgle excitedly at one another in a strange tongue as they guide you through the dark passageways leading to the Arena.

Any PCs who speak Aquan realize that the Kuo-Toa are placing bets on who they think will

win. Clearly, neither seems to think that the PCs stand much of a chance.

The tunnel ends at a small vestibule, a metal grate the only barrier between you and the immense arena filled with spectators eager to see bloodshed.

If the PCs earned the right to prepare for combat in the previous encounter by shifting the Abbot's attitude to Friendly or Helpful, read the following:

One of your escorts turns to face you and croaks in the common tongue.

[Kuo-Toa Guard]: His most prudent Excellency claims you have the favor of the Sea Mother this day. You have a few seconds to prepare before your challenge begins.

Allow the PCs one round of preparation before continuing:

The metal grate before you rises swiftly with a shrill grinding sound. The whips usher you into the arena with their pincer staves. The roar of the crowd is near deafening; thousands of frog-faced, fish-eyed spectators are packed into the stands of this subterranean coliseum. Ahead, the Abbot of the Kuo-Toa sits atop his palanquin in a designated section with his entourage. Storm Eye floats beside him, all of his eyes fixated on your group. Suddenly, the sound of a mallet crashing upon a metal gong resounds throughout the arena.

Ask the PCs to roll Initiative. They will be facing the Priestess of Lolth and her two Enforcers in the arena. This combat is relatively straightforward, and the Kuo-Toa will not interfere in any way unless attacked or affected by spells or effects with large areas, such as a *lion's roar* spell (SpC). Should the PCs attack any Kuo-Toa, they are instantly overwhelmed and slaughtered unless they escape immediately via teleportation.

Creatures: The priestess of Lolth and her two enforcers were chosen specifically by Verdaeth, matron of House Tormtor, to accompany Storm Eye on this diplomatic mission and support him any way he requires it. The priestess wears silk robes over her mithral full plate decorated in a spiderweb motif. The two enforcers are quintessential brutes, providing the muscle that the priestess herself lacks.

APL 10 (EL 13)

□ **Priestess of Lolth, Female Drow Cleric 11:** hp 85; see Appendix 1.

□ **Enforcer of Lolth, Male Lolth-Touched Draegloth Barbarian 2 (2):** hp 114; see Appendix 1.

APL 12 (EL 15)

□ **Priestess of Lolth, Female Drow Cleric 13:** hp 101; see Appendix 2.

□ **Enforcer of Lolth, Male Lolth-Touched Draegloth Barbarian 2/Fighter 2 (2):** hp 144; see Appendix 2.

APL 14 (EL 17)

□ **Priestess of Lolth, Female Drow Cleric 15:** hp 142; see Appendix 3.

□ **Enforcer of Lolth, Male Lolth-Touched Draegloth Barbarian 2/Fighter 4 (2):** hp 191; see Appendix 3.

APL 16 (EL 19)

□ **Priestess of Lolth, Female Drow Cleric 17:** hp 158; see Appendix 4.

□ **Enforcer of Lolth, Male Lolth-Touched Draegloth Barbarian 2/Fighter 6 (2):** hp 219; see Appendix 4.

Preparation: Regardless of the PCs' Diplomacy result with the Abbot, all active spells are reflected in the stat blocks of the priestess of Lolth and the enforcers of Lolth. The only active spells are those that likely last for all or most of the day (of which the PCs are likely to have plenty). If the priestess is given an additional round to prepare, she casts *recitation*, affecting both herself and the enforcers.

Tactics: The enforcers use straightforward tactics – they rage and attack PCs that pose the greatest threat, preferring to take full-attack actions when possible. They use their *faerie fire* spell-like abilities on any invisible or displaced PCs. Note that they can utilize the *air walk* spell active upon them to close with airborne PCs. The priestess makes every effort to remain out of danger. She casts *recitation* in the first round of combat unless she was given the chance to do so before the start of combat. She is well aware that her enforcers are the primary damage output for team Lolth and focuses on enabling them to fight. She casts *revenge* to bring back a fallen enforcer temporarily.

APL 10: Same as above.

APL 12: Same as previous APLs except the priestess leads off with a *blasphemy* spell unless she notices any PCs readying actions to disrupt or counterspell her casting. She saves her second *blasphemy* spell for an opportune moment (unless she managed to daze the party with the first, in which case she casts a second as a follow-up to give the enforcers more time to kill their opponents). The enforcers protect the priestess with their Constant Guardian and Dutiful Guardian feats when necessary. If the PCs still manage to pose a serious threat to the priestess despite these abilities, she casts *antilife shell*, at which point, the enforcers protect one another instead.

APL 14: Same as previous APLs except the priestess casts *brilliant aura* upon the enforcers in the second or third round of combat. Note that the enforcers have *steadfast boots* and thus, deal double damage to any PC that charges them.

APL 16: Same as previous APLs except the priestess casts *time stop* in the first round of combat in order to buff herself and readies a *blasphemy* for immediately after the *time stop* ends. She has an active *death pact* active as well and thus, she gains a “second life” if the PCs manage to kill her.

Treasure: The following treasure can be recovered from the bodies of the drow priestess and the draegloths depending on the outcome of the following encounter and whether or not the PCs choose to fight Storm Eye:

APL 10: L: 0 gp, C: 0 gp, M: 4,372 gp, +1 *greatsword* x2 (392 gp), +1 *large breastplate* x2 (258 gp), *ring of protection* +1 x2 (333 gp), *vest of resistance* +2 x3 (1,000 gp), +1 *mithral fullplate* (958 gp), +1 *heavy steel shield* (98 gp), *periapt of wisdom* +4 (1,333 gp).

APL 12: L: 0 gp, C: 0 gp, M: 7,330 gp, +1 *berserker adamantite greatsword* x2 (1,892 gp), +1 *large breastplate* x2 (258 gp), *amulet of natural armor* +1 x2 (333 gp), *ring of protection* +1 x2 (333 gp), *vest of resistance* +2 x3 (1,000 gp), +1 *mithral fullplate* (958 gp), +1 *heavy steel shield* (98 gp), *boots of striding and springing* (458 gp), *periapt of wisdom* +4 (1,333 gp), *ring of entropic deflection* (667 gp).

APL 14: L: 0 gp, C: 0 gp, M: 12,897 gp, +1 *berserker adamantite greatsword* x2 (1,892 gp), +2 *large breastplate* x2 (758 gp), *amulet of natural armor* +1 x2 (333 gp), *ring of protection* +2 x2 (1,333 gp), *steadfast boots* x2

(233 gp), *vest of resistance* +3 x3 (2,250 gp), +1 *death ward mithral fullplate* (1,208 gp), +1 *heavy steel shield* (98 gp), *boots of striding and springing* (458 gp), *periapt of wisdom* +6 (3,000 gp), *pink rhomboid ioun stone* (667 gp), *ring of entropic deflection* (667 gp).

APL 16: L: 0 gp, C: 0 gp, M: 21,480 gp, +1 *berserker flaming adamantite greatsword* x2 (3,558 gp), +2 *large breastplate* x2 (758 gp), *amulet of natural armor* +1 x2 (333 gp), *belt of giant strength* +4 x2 (2,667), *ring of protection* +2 x2 (1,333 gp), *steadfast boots* x2 (233 gp), *vest of resistance* +3 x3 (2,250 gp), +1 *death ward mithral fullplate* (1,208 gp), +1 *heavy steel shield* (98 gp), *boots of striding and springing* (458 gp), *lesser metamagic rod of quicken* (2,917 gp), *periapt of wisdom* +6 (3,000 gp), *pink rhomboid ioun stone* (667 gp), *ring of entropic deflection* (667 gp), *ring of greater counterspells* (1,333 gp).

Developments: If the PCs are defeated by the drow priestess and her enforcers, proceed to Conclusion D. If the party is playing at APL 10, proceed to Conclusion B. Otherwise, the PCs do not yet have a chance to loot the bodies of the priestess and the enforcers. Immediately after the PCs have defeated the drow, read the following:

The stands erupt with guttural cheering as the last of your foes falls to the slimy stone arena floor. The sound of the metal gong again reverberates throughout the coliseum and the spectators fall silent. The Abbot's voice carries throughout the arena in an unnatural fashion as he speaks.

[The Abbot]: The Sea Mother has shown Her will this day. The ambassador of the Spider Queen and the surface dwellers will leave this place. The Kuo-Toa will not involve themselves in their affairs...

Suddenly, Storm Eye interrupts the Abbot with a furious roar.

[Storm Eye]: None can deny my will! I demand to face these pathetic adventurers myself! Strike the gong, Abbot. We are going to finish this once and for all.

The beholder floats down to the arena, all eleven of his eyes glare at you with an almost tangible hatred. The Abbot points at your group.

[The Abbot]: *The Sea Mother has already spoken. I will leave the decision to the surface dwellers.*

The PCs now have the option to face Storm Eye in the arena. Storm Eye taunts them and calls them cowards if they show any signs of hesitation. If they decline, they may recover the loot from the drow priestess and draegloths. In this case, proceed to Conclusion B. If they accept, proceed to Encounter 15: Eye of the Storm.

ENCOUNTER 15: EYE OF THE STORM (OPTIONAL)

This encounter occurs in the Shrine of the Kuo-Toa in the Underoerth on the morning of 27 Reading. The PCs have accepted Storm Eye's challenge and prepare to engage in combat with him in the Kuo-Toa Arena.

The beholder grins, showing rows upon rows of jagged, shark-like teeth.

[Storm Eye]: *You should have quit while you were ahead, adventurers. Now it is too late. I'll give you a sporting chance – prepare yourselves for your doom.*

Storm Eye gives the PCs 7 rounds to recover from their combat with the drow and prepare as needed. After the PCs spend 7 rounds buffing or healing up from the previous fight, ask them to roll initiative. Storm Eye observes the spells that each PC casts carefully and uses this knowledge when choosing which PCs to target with specific eye rays. If any PC casts the spell *ray deflection* (SpC), Storm Eye attacks immediately. When Storm Eye attacks or when 7 rounds pass, ask for initiative.

Creatures: Storm Eye is truly a legendary creature – a beholder hive mother of unimaginable power. The EL of this encounter is decreased by 1 due to the fact that the PCs have time to prepare for the encounter with knowledge of what they face.

APL 12 (EL 15)

□ **Storm Eye, Beholder Hive Mother:** hp 225; see Appendix 2.

APL 14 (EL 17)

□ **Storm Eye, Shadow Beholder Hive Mother Blackguard 2:** hp 306; see Appendix 3.

APL 16 (EL 19)

□ **Storm Eye, Shadow Advanced Beholder Hive Mother Blackguard 2:** hp 408; see Appendix 4.

Preparation: Storm Eye is in no way prepared for this encounter. At APL 14 and 16, he keeps his Shadow Blend ability active, granting him a 50% miss chance at all times.

Tactics: Storm Eye floats out of the reach of the PCs and uses his eye rays as his primary offense. Note that he can use his Focused Antimagic feat to reduce the cone-shaped area of his *antimagic field* to instead target a specific PC. In most cases, he prefers to do this, keeping a powerful spellcaster from casting any spells while he assaults the remaining PCs with eye rays. He also makes liberal use of his Disjunction Ray feat to negate specific spell effects that hinder him or prevent his eye rays from working on PCs. However, under no circumstances does he use this ability to target a magic item – he is extremely avaricious and would never destroy something he believes could be his. For example, this ability would be used to negate a *death ward* effect protecting a PC from his *finger of death* eye ray, or to negate a *fly* spell enabling a PC to reach him, but NOT to destroy *wings of flying* that enable a PC to achieve the same result.

Storm Eye always picks the best targets for his eye rays, using rays that force Will saving throws on melee-oriented targets and rays that force Fortitude saving throws on arcane spellcasters. He typically uses his *inflict critical wounds* ray before using his *finger of death* eye ray on a target to feel out whether or not the PC would be susceptible to the *finger of death*. He avoids allowing PCs to full attack him at all costs and always aims to neutralize the greatest threat first. Storm Eye wears a *lens of ray doubling* over the eye that generates a *flesh to stone* effect and thus, his first 11 *flesh to stone* rays affect two targets within 30 feet of each other. Take careful note of his magic items – he uses them to his advantage, whether it is ignoring movement impairing effects via his *ring of freedom of movement*, ignoring cover penalties with his *goggles of foefinding*, or rerolling any critical failed saves via his *amulet of fortune prevailing*.

APL 12 & 14: Same as above.

APL 16: Same as previous APLs except Storm Eye makes use of his Great Cleave feat to eliminate any pesky *mirror image effects* on a target. He also has the Tomb-Tainted Soul feat,

which serves as a major advantage and disadvantage. He can heal himself with his *inflict critical wounds* eye ray; however, PCs can damage him with curing or *heal* spells, which they are likely to be able to cast.

Treasure: The following treasure can be recovered from Storm Eye:

APL 12: L: 0 gp, C: 0 gp, M: 5,957 gp, *amulet of fortune prevailing* (417 gp), *amulet of health* +2 (333 gp), *bracers of armor* +1 (83 gp), *goggles of foefinding* (208 gp), *lens of ray doubling* (917 gp), *ring of freedom of movement* (3,333 gp), *pink and green ioun stone* (666 gp).

APL 14: L: 0 gp, C: 0 gp, M: 8,291 gp, *amulet of fortune prevailing* (417 gp), *belt of magnificence* +2 (2,083 gp), *bracers of armor* +4 (1,333 gp), *goggles of foefinding* (208 gp), *lens of ray doubling* (917 gp), *ring of freedom of movement* (3,333 gp).

APL 16: L: 0 gp, C: 0 gp, M: 16,041 gp, *amulet of fortune prevailing* (417 gp), *belt of magnificence* +4 (8,333 gp), *bracers of armor* +4 (1,333 gp), *goggles of foefinding* (208 gp), *lens of ray doubling* (917 gp), *ring of freedom of movement* (3,333 gp), *ring of protection* +3 (1,500 gp).

Developments: Once the PCs defeat Storm Eye, proceed to Conclusion A. If the PCs are defeated by Storm Eye, proceed to Conclusion C.

CONCLUSION

The PCs may receive a different conclusion depending on the outcome of Encounter 14: Righting the Wrongs or Encounter 15: Eye of the Storm, or if they are playing at APL 10, in which case they do not have the option of participating in Encounter 15: Eye of the Storm.

CONCLUSION A – DEFEATED STORM EYE

Run this conclusion if the PCs defeated Storm Eye in the Kuo-Toa Arena in Encounter 15: Eye of the Storm.

The thunderous cheers of the Kuo-Toa ring in your ears throughout your uneventful voyage home. The Spider Queen's growing power has been checked once again, and Storm Eye, her most powerful ally, is now dead. You wonder how much of an impact your

victory this day will have. Has the Sheldomar Valley truly been saved? Only time will tell.

CONCLUSION B – REFUSED STORM EYE'S CHALLENGE (OR APL 10)

Run this conclusion if the PCs refused Storm Eye's challenge in Encounter 14: Righting the Wrongs or the PCs defeated the drow priestess and her enforcers in the Kuo-Toa Arena at APL 10.

The thunderous cheers of the Kuo-Toa ring in your ears throughout your uneventful voyage home. The Spider Queen's growing power has been checked once again, but you have no doubt that Storm Eye will seek his revenge. You wonder how much of an impact your victory this day will have. Has the Sheldomar Valley truly been saved? Only time will tell.

CONCLUSION C – FAILED TO DEFEAT STORM EYE

Run this conclusion if the PCs were defeated by Storm Eye in the Kuo-Toa Arena in Encounter 15: Eye of the Storm.

If the PCs were able to retreat from their combat, read the following:

You managed to miraculously escape with your life from the alarmingly formidable beholder, Storm Eye. Did you manage to prevent an alliance that would spell doom for the Sheldomar valley, or has your boldness jeopardized your mission and the lives of thousands? Only time will tell.

If the PCs were all killed by Storm Eye, read the following:

Your eyes fly open and adjust easily to the dimly lit chamber around you. It appears that you are lying on a stone slab; the rough granite hard and cold against your back. A man in priestly garments looms above you, clasping a silver chain in his white-knuckled fist. A medallion displaying an image of a stylized fist clutching a lightning bolt dangles from the chain. The words "it is done" echo in your ears as you wonder what happened.

After killing the PCs, Storm Eye arranged for their bodies to be delivered to the Topaz Guardians as a warning, claiming one item from each PC as a keepsake. Ask each player for his *Master Item Logsheet (MIL)* and cross off one item

that Storm Eye is capable of using (such as an amulet, belt, bracers, goggles, ioun stone, or ring) to reflect the item kept by Storm Eye. The item's value may not exceed the standard amount that a PC might receive from one adventure played at the same APL (3,300 gp at APL 12, 6,600 gp at APL 14, and 9,900 gp at APL 16). These items may be returned to the PCs in the future, depending on the outcome of this event during its premiere. Furthermore, each PC loses a level as a result of the *resurrection* spell.

CONCLUSION D – ARENA FAILURE

Run this conclusion if the PCs were defeated by the drow priestess and her enforcers in the Kuo-Toa Arena in Encounter 14: Righting the Wrongs.

If the PCs were able to retreat from their combat, read the following:

You managed to miraculously escape with your life from the Kuo-Toa arena but you have failed to prevent an alliance between the Spider Queen and the Kuo-Toa. Have you doomed the people of the Sheldomar to slaughter, enslavement, or worse? Only time will tell.

If the PCs were all killed by the drow priestess and her enforcers, read the following:

Your eyes fly open and adjust easily to the dimly lit chamber around you. It appears that you are lying on a stone slab; the rough granite hard and cold against your back. A man in priestly garments looms above you, clasping a silver chain in his white-knuckled fist. A medallion displaying an image of a stylized fist clutching a lightning bolt dangles from the chain. The words “it is done” echo in your ears as you wonder what happened.

As a courtesy, the Kuo-Toa arranged for the PCs' bodies to be delivered to the Topaz Guardians for having fought so bravely in the arena. However, the PCs failed to prevent an alliance between the Spider Queen and the Kuo-Toa. Each PC loses a level as a result of the *resurrection* spell.

AR ITEM CHECKLIST

- If the PCs managed to escape the Coven lair with Commander Toras, alive or dead, they receive the “Favor of the Topaz Order” AR item.

- If the PCs managed to kill the elder brain, they receive the “Planar Champion” AR item.
- If the PCs managed to escape the Coven lair with Commander Toras alive, they receive the “The Eagle’s Gratitude” AR item.
- If the PCs managed to return the thought extruder to the Silent Ones, they receive the “Favor of the Silent Ones” AR item.
- If the PCs managed to defeat the drow priestess and her enforcers in the Kuo-Toa arena, they receive the “Hero of the Sheldomar” AR item.
- If the PCs managed to defeat Storm Eye, they receive the second AR and the “Legendary Hero of the Sheldomar” AR item.

EPILOGUE

An epilogue will be posted to all relevant message boards pending the outcome of this event during its premiere!

CAMPAIGN CONSEQUENCES

This is an optional section; used if the Triad or author(s) wish to use results from this adventure to determine future adventures. This section details what information the DM should collect and when and where to submit it to. If the Triad includes a Critical Event Summary appendix, this section refers to that page.

The End

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 5

Defeat the zern slavers.

APL 10: 375 xp.

APL 12: 450 xp.

APL 14: 525 xp.

APL 16: 600 xp.

Encounter 6

Defeat the pit guardians.

APL 10: 350 xp.

APL 12: 400 xp.

APL 14: 450 xp.

APL 16: 500 xp.

Encounter 8

Free Commander Toras.

APL 10: 325 xp.

APL 12: 375 xp.

APL 14: 425 xp.

APL 16: 475 xp.

Encounter 9

Defeat the ulitharid and his thrall.

APL 10: 375 xp.

APL 12: 450 xp.

APL 14: 525 xp.

APL 16: 600 xp.

Encounter 11

Defeat the elder brain.

APL 10: 375 xp.

APL 12: 425 xp.

APL 14: 475 xp.

APL 16: 525 xp.

Encounter 14

Defeat Storm Eye's guards.

APL 10: 350 xp.

APL 12: 400 xp.

APL 14: 450 xp.

APL 16: 500 xp.

Story Award

Escape with Commander Toras alive.

APL 10: 300 xp.

APL 12: 350 xp.

APL 14: 400 xp.

APL 16: 450 xp.

Discretionary Roleplaying Award

APL 10: 250 xp.

APL 12: 300 xp.

APL 14: 350 xp.

APL 16: 400 xp.

Encounter 15 (OPTIONAL)

Defeat Storm Eye.

APL 12: 787 xp.

APL 14: 900 xp.

APL 16: 1012 xp.

Total possible experience

APL 10: 2,700 xp.

APL 12: 3,150 (3,937) xp.

APL 14: 3,600 (4,500) xp.

APL 16: 4,050 (5,062) 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 adventure, 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 5:

APL 10: L: 76 gp, C: 0 gp, M: 4,750 gp, *circlet of rapid casting* (1,250 gp), *ring of enduring arcana* (500 gp), *ring of protection +1* (167 gp), *vest of resistance +2* x3 (1,000 gp), *+1 merciful composite longbow (+5 str)* x2 (1,483 gp), *+1 mithral shirt* x2 (350 gp).

APL 12: L: 76 gp, C: 0 gp, M: 7,750 gp, *amulet of natural armor +1* (167 gp), *circlet of rapid casting and intellect +2* (1,583 gp), *mantle of second chances* (1,000 gp), *ring of enduring arcana* (500 gp), *ring of protection +1* (167 gp), *vest of resistance +2* (333 gp), *+1 merciful composite longbow (+5 str)* x2 (1,483 gp), *+1 mithral shirt* x2 (350 gp), *gloves of dexterity +2* x2 (667 gp), *vest of resistance +3* x2 (1,500 gp).

APL 14: L: 76 gp, C: 0 gp, M: 12,684 gp, *amulet of natural armor +1* (167 gp), *circlet of rapid casting and intellect +4* (2,583 gp), *mantle of second chances* (1,000 gp), *ring of enduring arcana* (500 gp), *ring of protection +1* (167 gp), *runestaff of entrapment* (1,000 gp), *+1 merciful composite longbow (+6 str)* x2 (1,500 gp), *+1 mithral shirt* x2 (350 gp), *gloves of dexterity +2* x2 (667 gp), *goggles of the ebon hunter* x2 (2,500 gp), *vest of resistance +3* x3 (2,250 gp).

APL 16: L: 76 gp, C: 0 gp, M: 16,017 gp, *amulet of natural armor +1* (167 gp), *circlet of rapid casting and intellect +6* (4,250 gp), *lesser metamagic rod of silent* (250 gp), *mantle of second chances* (1,000 gp), *ring of enduring arcana* (500 gp), *ring of protection +2* (667 gp), *runestaff of entrapment* (1,000 gp), *vest of resistance +4* (1,333 gp), *+1 merciful composite longbow (+6 str)* x2 (1,500 gp), *+1 mithral shirt* x2 (350 gp), *gloves of dexterity +2* x3 (1,000 gp), *goggles of the ebon hunter* x2 (2,500 gp), *vest of resistance +3* x2 (1,500 gp).

Encounter 6:

APL 10: L: 0 gp, C: 0 gp, M: 3,147 gp, *+1 greathammer* x2 (388 gp), *+1 large fullplate* x2 (1,192 gp), *amulet of health +2* x2 (667 gp), *anklet of translocation* x2 (233 gp), *vest of resistance +2* x2 (667 gp).

APL 12: L: 0 gp, C: 0 gp, M: 4,813 gp, *+1 psychokinetic greathammer* x2 (1,388 gp), *+1 large fullplate* x2 (1,192 gp), *amulet of health +2* x2 (667 gp), *anklet of translocation* x2 (233 gp), *greatreach bracers* x2 (333 gp), *ring of protection +1* x2 (333 gp), *vest of resistance +2* x2 (667 gp).

APL 14: L: 0 gp, C: 0 gp, M: 7,980 gp, *+1 psychokinetic greathammer* x2 (1,388 gp), *+2 large fullplate* x2 (1,692 gp), *amulet of health +2* x2 (667 gp), *anklet of translocation* x2 (233 gp), *belt of giant strength +4* x2 (2,667 gp), *greatreach bracers* x2 (333 gp), *ring of protection +1* x2 (333 gp), *vest of resistance +2* x2 (667 gp).

APL 16: L: 0 gp, C: 0 gp, M: 13,481 gp, *+2 psychokinetic greathammer* x2 (3,056 gp), *+4 large fullplate* x2 (3,692 gp), *amulet of health +2* x2 (667 gp), *anklet of translocation* x2 (233 gp), *belt of giant strength +4* x2 (2,667 gp), *greatreach bracers* x2 (333 gp), *ring of protection +2* x2 (1,333 gp), *vest of resistance +3* x2 (1,500 gp).

Encounter 9:

APL 10: L: 0 gp, C: 0 gp, M: 2,083 gp, *cloak of charisma +4* (1,333 gp), *vest of resistance +3* (750 gp).

APL 12: L: 0 gp, C: 0 gp, M: 2,083 gp, *cloak of charisma +4* (1,333 gp), *vest of resistance +3* (750 gp).

APL 14: L: 0 gp, C: 0 gp, M: 2,666 gp, *cloak of charisma* +4 (1,333 gp), *vest of resistance* +4 (1,333 gp).

APL 16: L: 0 gp, C: 0 gp, M: 2,666 gp, *cloak of charisma* +4 (1,333 gp), *vest of resistance* +4 (1,333 gp).

Encounter 14:

APL 10: L: 0 gp, C: 0 gp, M: 4,372 gp, +1 *greatsword* x2 (392 gp), +1 *large breastplate* x2 (258 gp), *ring of protection* +1 x2 (333 gp), *vest of resistance* +2 x3 (1,000 gp), +1 *mithral fullplate* (958 gp), +1 *heavy steel shield* (98 gp), *periapt of wisdom* +4 (1,333 gp).

APL 12: L: 0 gp, C: 0 gp, M: 7,330 gp, +1 *berserker adamantite greatsword* x2 (1,892 gp), +1 *large breastplate* x2 (258 gp), *amulet of natural armor* +1 x2 (333 gp), *ring of protection* +1 x2 (333 gp), *vest of resistance* +2 x3 (1,000 gp), +1 *mithral fullplate* (958 gp), +1 *heavy steel shield* (98 gp), *boots of striding and springing* (458 gp), *periapt of wisdom* +4 (1,333 gp), *ring of entropic deflection* (667 gp).

APL 14: L: 0 gp, C: 0 gp, M: 12,897 gp, +1 *berserker adamantite greatsword* x2 (1,892 gp), +2 *large breastplate* x2 (758 gp), *amulet of natural armor* +1 x2 (333 gp), *ring of protection* +2 x2 (1,333 gp), *steadfast boots* x2 (233 gp), *vest of resistance* +3 x3 (2,250 gp), +1 *death ward mithral fullplate* (1,208 gp), +1 *heavy steel shield* (98 gp), *boots of striding and springing* (458 gp), *periapt of wisdom* +6 (3,000 gp), *pink rhomboid ioun stone* (667 gp), *ring of entropic deflection* (667 gp).

APL 16: L: 0 gp, C: 0 gp, M: 21,480 gp, +1 *berserker flaming adamantite greatsword* x2 (3,558 gp), +2 *large breastplate* x2 (758 gp), *amulet of natural armor* +1 x2 (333 gp), *belt of giant strength* +4 x2 (2,667), *ring of protection* +2 x2 (1,333 gp), *steadfast boots* x2 (233 gp), *vest of resistance* +3 x3 (2,250 gp), +1 *death ward mithral fullplate* (1,208 gp), +1 *heavy steel shield* (98 gp), *boots of striding and springing* (458 gp), *lesser metamagic rod of quicken* (2,917 gp), *periapt of wisdom* +6 (3,000 gp), *pink rhomboid ioun stone* (667 gp), *ring of entropic deflection* (667 gp), *ring of greater counterspells* (1,333 gp).

Encounter 15 (OPTIONAL):

APL 12: L: 0 gp, C: 0 gp, M: 5,957 gp, *amulet of fortune prevailing* (417 gp), *amulet of health* +2 (333 gp), *bracers of armor* +1 (83 gp),

goggles of foefinding (208 gp), *lens of ray doubling* (917 gp), *ring of freedom of movement* (3,333 gp), *pink and green ioun stone* (666 gp).

APL 14: L: 0 gp, C: 0 gp, M: 8,291 gp, *amulet of fortune prevailing* (417 gp), *belt of magnificence* +2 (2,083 gp), *bracers of armor* +4 (1,333 gp), *goggles of foefinding* (208 gp), *lens of ray doubling* (917 gp), *ring of freedom of movement* (3,333 gp).

APL 16: L: 0 gp, C: 0 gp, M: 16,041 gp, *amulet of fortune prevailing* (417 gp), *belt of magnificence* +4 (8,333 gp), *bracers of armor* +4 (1,333 gp), *goggles of foefinding* (208 gp), *lens of ray doubling* (917 gp), *ring of freedom of movement* (3,333 gp), *ring of protection* +3 (1,500 gp).

Total Possible Treasure (Maximum Reward Allowed)

APL 10: L: 76 gp, C: 0 gp, M: 14,352 gp – Total: 14,428 gp (4,600 gp).

APL 12: L: 76 gp, C: 0 gp, M: 21,976 gp – Total: 22,052 gp (6,600 gp).

APL 14: L: 76 gp, C: 0 gp, M: 36,227 gp – Total: 36,303 gp (13,200 gp).

APL 16: L: 76 gp, C: 0 gp, M: 53,644 gp – Total: 53,720 gp (19,800 gp).

ITEMS FOR THE ADVENTURE RECORD

Primary AR

Special

Favor of the Topaz Order: For successfully keeping Commander Toras Cyndane's knowledge out of the Coven's hands, you have been offered membership in the Topaz Order. You gain access to the Topaz Guardian prestige class [LoM] and the Quick Recovery feat [LoM]. Furthermore, if you possess "Double-Oh Status" from SHE7-06 *A Topaz is Forever*, you gain access (Frequency: Meta-Regional) to the following items in the *regalia of the phoenix* item set (MIC): *raptor's mask*, *crown of flames*, *talon scepter*, *phoenix cloak*.

Planar Champion: You have helped Xavos and his order defeat the githzerai's greatest enemy, earning their eternal gratitude. Xavos has made the following items

available for you to purchase from his monastery in Limbo: *vorpal weapon upgrade* [DMG], *dancing weapon upgrade* [DMG], *metamagic rod of chaining (lesser)* [MIC], *metamagic rod of sculpting (greater)* [MIC]. Furthermore, you are given a *githborn talisman* [MIC] at no cost as a token of his gratitude.

□ **The Eagle's Gratitude:** For saving his life, Commander Toras Cyndane has given you a trinket depicting a stylized gauntleted fist holding a lightning bolt that may someday save yours. As a swift action, you may invoke the blessing of Heironeous by speaking the phrase "Archpaladin, protect me." Doing so grants you the effects of the *invoke magic* spell [LoM] and consumes the trinket in a burst of light. The use of this trinket is so overwhelming that after activating it, you are left dazed for the next 1d4 rounds.

□ **Favor of the Silent Ones:** You brought the thought extruder to the Silent Ones for research and have earned their thanks. You may expend this favor to have the *wish* spell cast on your behalf at caster level 20 subject to the limitations outlined in the LGCS.

□ **Hero of the Sheldomar:** You have prevented an alliance between the Spider Queen and the Kuo-Toa. The light of hope has once again been shed upon the Sheldomar and you are to thank. In return, the Court of the Land has arranged for additional training at your request. You gain access to any two of the following skill tricks from *Complete Scoundrel*: Back on Your Feet, Clarity of Vision, False Theurgy, Nimble Charge, Swift Concentration.

□ **What is That Thing!?:** You were captured by the zern in the Underoerth where you suffered through countless gruesome experiments before being rescued by the Topaz Guardians 20 TUs later. The experiments have left you twisted and malformed. Maidens faint and children cry when you walk down the street. You gain a -4 penalty to your Charisma score (minimum 2). These effects can only be reversed with a *greater restoration*, *miracle*, or *wish* spell cast upon you.

Item Access

APL 10:

- +1 *Merciful Mighty Composite Longbow (+5 Str)* (Adventure; DMG)
- *Anklet of Translocation* (Adventure; MIC)
- *Circlet of Rapid Casting* (Adventure; MIC; Limit 1)
- +1 *Mithral Fullplate* (Adventure; DMG)
- *Ring of Enduring Arcana* (Adventure; MIC)

APL 12:

- *Boots of Striding and Springing* (Adventure; DMG)
- *Circlet of Rapid Casting and Intellect +2* (Adventure; MIC/DMG; 19,000 gp)
- *Greatreach Bracers* (Adventure; MIC)
- *Mantle of Second Chances* (Adventure; MIC)
- *Ring of Entropic Deflection* (Adventure; MIC)

APL 14:

- *Circlet of Rapid Casting and Intellect +4* (Adventure; MIC/DMG; 31,000 gp)
- *Goggles of the Ebon Hunter* (Adventure; MIC)
- *Runestaff of Entrapment* (Adventure; MIC)
- *Scroll of Ruby Ray of Reversal* (Adventure; SpC)
- *Steadfast Boots* (Adventure; MIC)

APL 16:

- +1 *Magebane Merciful Composite Longbow (+7 Str)* (Adventure; MIC/DMG)
- *Circlet of Rapid Casting and Intellect +6* (Adventure; MIC/DMG; 51,000 gp)
- *Metamagic Rod of Quicken (Lesser)* (Adventure; DMG)
- *Pale Blue Ioun Stone* (Adventure; DMG)
- *Ring of Greater Counterspells* (Adventure; MIC)

Secondary AR

Special

□ **Legendary Hero of the Sheldomar:** You have vanquished one of the most feared villains in the Sheldomar. Your defeat of Storm Eye will be remembered for days to come. The greatest armorsmiths in the Sheldomar have come together to craft five suits of armor

truly befitting heroes of your stature. You may expend this favor to purchase one of the following suits of armor. Furthermore, you may trade in your existing armor at the total price you paid for it. Gold gained in this manner can only be spent on one of the following suits of armor. Once purchased, each suit of armor, except for *Cerian's Girdle of the Iron Fist*, may be upgraded further as normal. Armor options and base prices have been listed below:

- **Thorfin's Battlegear** – +1 *Aporter Energy Immunity Displacement Restful Mithral Fullplate* (DS/DMG/MIC; 47,000gp)
- **Nym's Harness of Alacrity** – +1 *Blinking Vanishing Blueshine Mindarmor Mithral Breastplate of Nimbleness* (DMG/MIC; 44,700gp)
- **Father Elijah's Blessed Regalia** – +1 *Sacred Death Ward Ghost Ward Durable Commander Adamantine Fullplate* (A&EG/DS/DMG/MIC; 44,000gp)
- **Avalon's Visceral Carapace** – +1 *Beastskin Displacement Deepdweller Woodwalk Dragonskin Breastplate of Speed* (DMG/MIC; 46,200gp)
- **Quibin's Unfettered Embrace** – +1 *Twilight Mithral Chain Shirt of Freedom* (DMG/MIC; 50,100gp)
- **Cerian's Girdle of the Iron Fist** – functions as a *Monk's Belt*, *Belt of Giant Strength +4*, and *Amulet of Natural Armor +2* (DMG; 41,000gp)

□ **Trophy Taken:** The beholder Storm Eye has kept one of your precious magic items for himself as a trophy of his victory. List the magic item taken below:

_____.

Item Access

APL 12:

- *Amulet of Fortune Prevailing* (Adventure; MIC)
- *Goggles of Foefinding* (Adventure; MIC)
- *Pink and Green Ioun Stone* (Adventure; DMG)
- *Ring of Freedom of Movement* (Adventure; DMG)

APPENDIX 1 – APL 10

ENCOUNTER 5

ZERN LEADER

CR 12

Male zern transmuter 6

NE medium monstrous humanoid (zern)

Init +4; **Senses** Listen +15, Spot +15

Languages Common, Draconic, Dwarven, Elven, Undercommon, Zern

AC 31, touch 15, flat-footed 27

(+4 Dex, +4 class, +6 armor, +1 deflection, +6 natural)

hp 119 (+17 temporary) (14 HD); **DR** 5/piercing

Immune poison, paralysis, stunning

SR 24

Fort +11, **Ref** +16, **Will** +15; adaptive defenses

Speed base movement 30 ft.

Melee warping energy +13 (7d6+6)

Ranged warping energy +15 (7d6+6)

Space 5 ft.; **Reach** 5 ft.

Base Atk +11; **Grp** +13

Atk Options Heighten Spell

Combat Gear *circlet of rapid casting, ring of enduring arcana, ring of protection +1, vest of resistance +2*

Wizard Spells Prepared (CL 10th):

3rd—~~greater mage armor~~ (SpC), *fly, haste, heightened slow**

2nd—~~bear's endurance, false life, glitterdust, scorching ray (2), see invisibility~~

1st—~~benign transposition (SpC) (2), grease, protection from good, ray of enfeeblement, targeting ray (SpC)~~

0—~~detect magic (2), mage hand, read magic~~

SpC: Spell Compendium

* = spell prepared via Metamagic School Focus

Spell-Like Abilities (CL 14th):

At will—~~reduce person (DC 15)~~

1/day—~~baleful polymorph (DC 19), gaseous form~~

Abilities Str 14, Dex 19, Con 20, Int 22, Wis 14, Cha 10

SQ shifting guise, summon familiar (weasel), transmutation affinity

Feats Greater Spell Focus (transmutation), Heighten Spell, Metamagic School Focus (transmutation), Practiced Spellcaster (wizard), Spell Focus (transmutation)

Skills Balance +9, Craft (flesh sculpting) +18, Concentration +21, Escape Artist +15, Heal +13, Knowledge (arcana) +22, Listen +15, Spellcraft +24, Spot +15, Tumble +5

Possessions combat gear plus spell components

Spellbook spells prepared

Adaptive Defenses (Ex) A zern's ever-changing physiology allows it to shrug off effects that attack its endurance or disrupt its bodily functions. It is immune to all spells and effects that require a Fortitude save unless the effect also works on objects or is harmless. A zern can choose to allow an effect that requires a Fortitude save to affect it.

Warping Energy (Su) A zern can produce energy that rends and tears at its opponents flesh. As a standard action, a zern can use this ability to make a melee or ranged attack that deals 1d6 points of damage per 2 HD plus the zern's Intelligence modifier. The ranged version of this attack can reach to 120 feet and has no range increment.

Malleable Form (Ex) A zern can rapidly alter its metabolism, internal structures, organs, and other bodily systems to cope with a variety of environments and situations. As a swift action, a zern can gain one of the following benefits. Each benefit has an unlimited duration. Generally, a zern remains in one form, and then slips into another one as the situation dictates. When a zern uses a swift action to gain one of these forms, it loses the benefits of the form it previously held.

Adrenal Surge: The zern's upper body muscles bulge and grow with enhanced power. It gains a +2 bonus on attack rolls and a +4 bonus on damage rolls, including use its warping energy ability.

Boneless Form: The zern's body seems to melt into a puddle of goo as its bones liquefy. It gains a +8 bonus on Escape Artist checks, which increases to +16 on checks made to squeeze through a tight area.

Impervious Hide: The zern's skin shifts into plates of armor. It gains a +4 bonus to AC and DR 5/piercing.

Size Shift: The zern can shift to Large or Small size. A Large zern gains a +2 bonus to Strength, and its space and reach increase to 10 feet; one that shifts to Small takes a -2 Strength penalty. The zern gains the standard size bonuses or penalties on attacks, Hide checks and so forth.

Speed Burst: The zern's legs lengthen and its lower body muscles bulge and grow. Its base speed increases by 30 feet.

Shifting Guise (Su) As the *alter self* spell; at will; caster level 14th. A zern can choose to shift into a different monstrous humanoid form or any humanoid form.

Transmutation Affinity (Ex) The save DCs of any transmutation spells or spell-like abilities used by a zern increase by 4.

Description A tall, lanky humanoid watches you warily. Its body is covered in ropy muscles, and it has short tentacles where hair should be.

Sources Monster Manual IV (Page 195)

Power-Up Suite: The Zern leader currently has the *Impervious Hide* aspect of its Malleable Form ability active which is reflected in its stat block. The following active spells are also reflected in its stat block: *false life, greater mage armor*.

ZERN SLAVER

CR 10

Male zern fighter 4

NE medium monstrous humanoid (zern)

Init +10; **Senses** Listen +13, Spot +13

Languages Common, Draconic, Undercommon, Zern

AC 27, touch 16, flat-footed 21
 (+6 Dex, +5 armor, +6 natural)
hp 123 (12 HD)
Immune poison, paralysis, stunning
SR 22
Fort +13, **Ref** +15, **Will** +11; adaptive defenses

Speed 30 ft. in +1 *mithral shirt* (6 squares), base movement 30 ft.
Melee warping energy +19 (6d6+6) or
Melee masterwork longspear +20/+15/+10 (1d8+11/x3)
Ranged warping energy +20 (6d6+6) or
Ranged +1 *merciful composite longbow* (+5 str) +24/+19/+14 (1d8+14/x3 plus 1d6 subdual) or +1 *merciful composite longbow* (+5 str) +22/+22/+17/+12 (1d8+14/x3 plus 1d6 subdual)
Space 5 ft.; **Reach** 5 ft.
Base Atk +12; **Grp** +17
Atk Options Manyshot, Point Blank Shot, Precise Shot, Rapid Shot, malleable form, warping energy
Combat Gear +1 *merciful composite longbow*, +1 *mithral shirt*, *vest of resistance* +2, masterwork longspear
Spell-Like Abilities (CL 12th):
 At will—*reduce person* (DC 14)
 1/day—*baleful polymorph* (DC 18), *gaseous form*

Abilities Str 21, Dex 22, Con 20, Int 14, Wis 14, Cha 8
SQ shifting guise, transmutation affinity
Feats Improved Initiative, Manyshot, Point Blank Shot, Precise Shot, Ranged Weapon Mastery (piercing), Rapid Shot, Weapon Focus (composite longbow), Weapon Specialization (composite longbow)
Skills Craft (bowmaking) +7, Craft (flesh sculpting) +8, Escape Artist +17, Knowledge (arcana) +4, Knowledge (religion) +4, Listen +13, Spellcraft +6, Spot +13
Possessions combat gear

Adaptive Defenses (Ex) A zern's ever-changing physiology allows it to shrug off effects that attack its endurance or disrupt its bodily functions. It is immune to all spells and effects that require a Fortitude save unless the effect also works on objects or is harmless. A zern can choose to allow an effect that requires a Fortitude save to affect it.

Warping Energy (Su) A zern can produce energy that rends and tears at its opponents flesh. As a standard action, a zern can use this ability to make a melee or ranged attack that deals 1d6 points of damage per 2 HD plus the zern's Intelligence modifier. The ranged version of this attack can reach to 120 feet and has no range increment.

Malleable Form (Ex) A zern can rapidly alter its metabolism, internal structures, organs, and other bodily systems to cope with a variety of environments and situations. As a swift action, a zern can gain one of the following benefits. Each benefit has an unlimited duration. Generally, a zern remains in one form, and then slips into another one as the situation dictates. When a zern uses a swift action to gain one of these forms, it loses the benefits of the form it previously held.

Adrenal Surge: The zern's upper body muscles bulge and grow with enhanced power. It gains a +2 bonus on attack rolls and a +4 bonus on damage rolls, including use its warping energy ability.

Boneless Form: The zern's body seems to melt into a puddle of goo as its bones liquefy. It gains a +8 bonus on Escape Artist checks, which increases to +16 on checks made to squeeze through a tight area.

Impervious Hide: The zern's skin shifts into plates of armor. It gains a +4 bonus to AC and DR 5/piercing.

Size Shift: The zern can shift to Large or Small size. A Large zern gains a +2 bonus to Strength, and its space and reach increase to 10 feet; one that shifts to Small takes a -2 Strength penalty. The zern gains the standard size bonuses or penalties on attacks, Hide checks and so forth.

Speed Burst: The zern's legs lengthen and its lower body muscles bulge and grow. Its base speed increases by 30 feet.

Shifting Guise (Su) As the *alter self* spell; at will; caster level 12th. A zern can choose to shift into a different monstrous humanoid form or any humanoid form.

Transmutation Affinity (Ex) The save DCs of any transmutation spells or spell-like abilities used by a zern increase by 4.

Description A tall, lanky humanoid watches you warily. Its body is covered in ropy muscles, and it has short tentacles where hair should be.

Sources Monster Manual IV (Page 195)

Power-Up Suite: The Zern slaver currently has the *Adrenal Surge* aspect of its Malleable Form ability active which is reflected in its stat block.

ENCOUNTER 6

GREATHORN THRALL **CR 10**

Male voidmind greathorn minotaur fighter 2

LE Large aberration (augmented monstrous humanoid)

Init +1; **Senses** darkvision 60 ft., scent, tremorsense 120 ft.; Listen +11, Spot +11

Languages Common

AC 30, touch 10, flat-footed 30
 (-1 size, +1 Dex, +9 armor, +11 natural)

hp 169 (13 HD); **DR** 5/-

Immune ability damage/drain, acid, energy drain, mind-affecting

SR 23

Fort +19, **Ref** +10, **Will** +10

Speed 20 ft. in +1 *large fullplate* (4 squares), base movement 30 ft.; earth glide

Melee +1 *large greathammer* +26/+21/+16 (3d6+19/19-20/x4) and tentacle +24 (1d8+12) and gore +19 (1d8+6)

Space 10 ft.; **Reach** 10 ft. (15 ft. with tentacle)

Base Atk +13; **Grp** +29 (+33 with tentacle)

Atk Options Awesome Blow, Blind-Fight, cone of slime (13d6; DC 23), constrict, improved grab, sentient tentacle, Power Attack

Special Actions earth warp

Combat Gear +1 large greathammer, +1 large fullplate, amulet of health +2, anklet of translocation, potion of fly, vest of resistance +2

Abilities Str 34, Dex 13, Con 28, Int 8, Wis 12, Cha 8

SQ natural cunning

Feats Alertness (B), Awesome Blow (B), Blind-Fight, Combat Reflexes (B), Great Fortitude (B), Improved Bull Rush, Improved Critical (greathammer), Power Attack, Shock Trooper, Weapon Focus (greathammer)

Skills Intimidate +4, Listen +11, Search +3, Spot +11, Survival +4

Possessions combat gear

Cone of Slime (Su) Once per day as a standard action, a voidmind greathorn minotaur can expel the psionically charged slime in its head in a 30-foot cone. This attack deals 13d6 points of acid damage. A successful Reflex save (DC 23) halves the damage. In addition, any creature that takes damage from the spray takes a –2 penalty on its Will saves and is stunned for 1d4+1 rounds (Fortitude save negates the stun; save DC same as above). The psionic slime replenishes itself automatically in 24 hours. The save DCs are Constitution-based.

Constrict (Ex) A voidmind greathorn minotaur gains the ability to constrict its victim with a successful grapple check. When it constricts, one of its tentacles deals 1d8+18 damage.

Earth Glide (Ex) A greathorn minotaur can glide through stone, dirt, or almost any other sort of earth except metal as easily as a fish swims through water. Its burrowing leaves behind no tunnel or hole, nor does it create any ripple of other signs of its presence.

Earth Warp (Su) As a swift action, a greathorn minotaur can cause the earth and rock around it to twist and warp in a 60-foot-radius emanation around it, doubling movement costs through that area. Natural stone, finished stone, and dirt surfaces are subject to this effect. The effect does not move with the minotaur; when the minotaur leave the area, the ground returns to normal. The minotaur ignores the movement penalties generated by its own or another greathorn's earth warp ability.

Improved Grab (Ex) To use this ability, a voidmind greathorn minotaur must hit a creature of its size category or smaller with its tentacle attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. A voidmind greathorn minotaur has a +4 racial bonus on grapple checks made with its tentacle. If the creature wins the grapple check, it establishes a hold and can constrict.

Mind Flayer Host (Su) Three mind flayers form a bond with any voidmind creature they create. A different mind flayer cannot bond itself to a voidmind creature after creation. The creature's masters are instantly aware if the creature takes any damage, wanders out of range of their control, or is the target of any magic. Also as a result of this bond, the masters can, as a standard action, see and hear through the eyes and ears of their bonded voidmind creature to a range of

five miles. Maintaining this link requires a mind flayer to concentrate, but the mind flayer remains aware of its surroundings and can move normally. Finally, any one of the three masters can take control of the voidmind creature, at will, as the *dominate monster* spell (no save). While controlling the voidmind creature in this fashion, a mind flayer can manifest its own innate psionic abilities through the voidmind creature, as though the creature were manifesting the ability itself. Any of the mind flayer's psionic powers used in this fashion can target or affect creatures within range, line of sight, and line of effect of the voidmind creature. So, for example, a mind flayer can use *plane shift* to send the voidmind creature to another plane, or it could send itself to another plane. Likewise, the mind flayer could use *suggestion* on a target it sees through the voidmind creature's eyes.

Natural Cunning (Ex) Greathorn minotaurs have immunity to *maze* spells, never become lost, and can track enemies. They are never caught flat-footed.

Sentient Tentacle (Ex): A voidmind greathorn minotaur's tentacle attacks of its own accord. The creature can direct it to attack certain targets, but the psionic nature of the tentacle enables it to flex and move in combat without hindering the creature's other combat abilities. A voidmind greathorn minotaur that has successfully grappled a creature with its tentacle can attack another creature at no penalty, as long as that creature is within a distance equal to the tentacle's reach.

Skills Voidmind greathorn minotaurs have a +4 racial bonus on Bluff, Escape Artist, Intimidate, Listen, Search, and Spot checks.

Description Before you is a tall, thickset minotaur with short, slate-colored fur. Its horns extend nearly 5 feet from its head and it wields a massive hammer.

Sources Monster Manual III (Page 187), Monster Manual IV (Page 100)

Power-Up Suite: None.

ENCOUNTER 9

QUILAS

CR 12

Male ulitharid

LE Large aberration

Init +6; **Senses** darkvision 60 ft.; Listen +8, Spot +18

Languages Common, Abyssal, Draconic, Dwarven, Terran, Undercommon

AC 20, touch 11, flat-footed 18

(–1 size, +2 Dex, +4 armor, +5 natural)

hp 99 (12 HD)

SR 27

Fort +11, **Ref** +9, **Will** +14

Speed 30 ft. (6 squares)

Melee 2 long tentacles +11 (1d8+3) and 4 short tentacles +11 (1d8+3)

Space 10 ft.; **Reach** 5 ft. (10 ft. with long tentacles)

Base Atk +9; **Grp** +16

Atk Options Extract, Improved Grab, *mind blast*, Psionics

Combat Gear *cloak of charisma* +4, *vest of resistance* +3

Psionics (Spell-Like Abilities) (CL 12th):

At will—*charm monster* (DC 21), *detect thoughts* (DC 19), *dimension door*, *levitate*, *mage armor* (self only), *plane shift*, *suggestion* (DC 20)

1/day—*dominate monster* (DC 26), *mass suggestion* (DC 23)

Abilities Str 16, Dex 14, Con 16, Int 21, Wis 17, Cha 25
SQ telepathy 200 ft.

Feats Ability Focus (*mind blast*), Improved Initiative, Improved Natural Attack (tentacle), Multiattack, Quicken Spell-Like Ability (*dimension door*)

Skills Bluff +17, Concentration +19, Diplomacy +16, Disguise +7, Hide +8, Intimidate +18, Knowledge (arcana) +15, Knowledge (planes) +15, Listen +8, Move Silently +12, Sense Motive +8, Spot +18

Possessions combat gear

Extract (Ex) An ulitharid that begins its turn with at least four tentacles attached and that makes a successful grapple check automatically extracts the opponent's brain, instantly killing that creature. This power is useless against constructs, elementals, oozes, plants, and undead. It is not instantly fatal to foes with multiple heads.

Improved Grab (Ex) To use this ability, an ulitharid must hit a Small, Medium, or Large creature with its tentacle attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple check, it establishes a hold and attaches the tentacle to the opponent's head. An ulitharid can grab a Huge or larger creature only if it can somehow reach the foe's head. If an ulitharid begins its turn with at least one tentacle attached, it can try to attach its remaining tentacles with a single grapple check. The opponent can escape with a single successful grapple check or an Escape Artist check, but the ulitharid gets a +2 circumstance bonus on the check for every tentacle that was attached at the beginning of the opponent's turn.

Mind Blast (Sp) An ulitharid can discharge a devastating psionic attack in the form of a cone 60 feet long. Anyone caught in this cone must succeed on a DC 24 Will save or be stunned for 3d4 rounds. The save DC is Charisma-based. This ability is the equivalent of a 4th level spell.

Description Sinister and regal, this towering humanoid-shaped being stands almost 9 feet tall. Its flesh is rubbery and mauve in color, glistening with slime. It wears ornate robes that sweep the ground. Its head is octopoidal in form, with four short tentacles and two long ones where its mouth should be. Its eyes are blank orbs of silver-white.

Sources *Lords of Madness* (Page 158)

Power-Up Suite: The following active spell is reflected in Quilas' stat block: *mage armor*.

CRAA'GHORAN THRALL
Male voidmind craa'ghoran giant
LE Huge aberration (augmented giant)

CR 11

Init +1; **Senses** darkvision 60 ft., low-light vision, tremorsense 60 ft.; Listen +13, Spot +13

Languages Giant, Terran, Undercommon

AC 29, touch 9, flat-footed 28
(-2 size, +1 Dex, +20 natural)

hp 180 (15 HD); **DR** 5/-

Immune ability damage/drain, acid, energy drain, mind-affecting

SR 25

Fort +19, **Ref** +6, **Will** +6

Speed 40 ft. (8 squares); earth glide

Melee 2 claws +22 (3d8+12) and tentacle +21 (2d6+12)

Ranged rock +10 (2d8+12)

Space 15 ft.; **Reach** 15 ft. (20 ft. with tentacle)

Base Atk +11; **Grp** +31 (+35 with tentacle)

Atk Options cone of slime (15d6; DC 25), constrict, improved grab, power attack, rend (4d8+18), sentient tentacle

Spell-Like Abilities (CL 15th):

3/day—*spike stones* (DC 12), *wall of stone*

Abilities Str 35, Dex 12, Con 27, Int 14, Wis 13, Cha 6

Feats Alertness (B), Combat Reflexes (B), Great Fortitude (B), Improved Natural Attack (claw), Power Attack, Quicken Spell-Like Ability (*wall of stone*), True Believer, Weapon Focus (claw), Weapon Focus (tentacle)

Skills Concentration +18, Craft (stoneworking) +16, Jump +16, Knowledge (religion) +14, Listen +13, Spot +13

Cone of Slime (Su) Once per day as a standard action, a voidmind craa'ghoran giant can expel the psionically charged slime in its head in a 30-foot cone. This attack deals 15d6 points of acid damage. A successful Reflex save (DC 25) halves the damage. In addition, any creature that takes damage from the spray takes a -2 penalty on its Will saves and is stunned for 1d4+1 rounds (Fortitude save negates the stun; save DC same as above). The psionic slime replenishes itself automatically in 24 hours. The save DCs are Constitution-based.

Constrict (Ex) A voidmind craa'ghoran giant gains the ability to constrict its victim with a successful grapple check. When it constricts, one of its tentacles deals 2d6+18 damage.

Earth Glide (Ex) A craa'ghoran giant can glide through stone, dirt, or almost any other sort of earth except metal as easily as a fish swims through water. Its burrowing leaves behind no tunnel or hole, nor does it create any ripple of other signs of its presence.

Improved Grab (Ex) To use this ability, a voidmind craa'ghoran giant must hit a creature of its size category or smaller with its tentacle attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. A voidmind craa'ghoran giant has a +4 racial bonus on grapple checks made with its tentacle. If the creature wins the grapple check, it establishes a hold and can constrict.

Mind Flayer Host (Su) Three mind flayers form a bond with any voidmind creature they create. A different mind flayer cannot bond itself to a voidmind creature after creation. The creature's masters are instantly

aware if the creature takes any damage, wanders out of range of their control, or is the target of any magic. Also as a result of this bond, the masters can, as a standard action, see and hear through the eyes and ears of their bonded voidmind creature to a range of five miles. Maintaining this link requires a mind flayer to concentrate, but the mind flayer remains aware of its surroundings and can move normally. Finally, any one of the three masters can take control of the voidmind creature, at will, as the *dominate monster* spell (no save). While controlling the voidmind creature in this fashion, a mind flayer can manifest its own innate psionic abilities through the voidmind creature, as though the creature were manifesting the ability itself. Any of the mind flayer's psionic powers used in this fashion can target or affect creatures within range, line of sight, and line of effect of the voidmind creature. So, for example, a mind flayer can use *plane shift* to send the voidmind creature to another plane, or it could send itself to another plane. Likewise, the mind flayer could use *suggestion* on a target it sees through the voidmind creature's eyes.

Rend (Ex) If a craa'ghoran giant hits with both claw attacks, it latches onto its opponent's body and tears the flesh. This attack automatically deals an additional 4d8+18 points of damage.

Sentient Tentacle (Ex): A voidmind craa'ghoran giant's tentacle attacks of its own accord. The creature can direct it to attack certain targets, but the psionic nature of the tentacle enables it to flex and move in combat without hindering the creature's other combat abilities. A voidmind craa'ghoran giant that has successfully grappled a creature with its tentacle can attack another creature at no penalty, as long as that creature is within a distance equal to the tentacle's reach.

Skills Voidmind voidmind craa'ghoran giants have a +4 racial bonus on Bluff, Escape Artist, and Intimidate checks.

Description Twisted and deformed, this massive giant appears to have jagged stone formations growing from its body at odd angles. Its expression is wild and frenetic as it shambles forward.

Sources Monster Manual III (Page 187), Monster Manual IV (Page 60)

Power-Up Suite: None.

ZERN ARCANOVORE

CR 7

LE Small aberration

Init +7; **Senses** *arcane sight*, see *invisibility*, Listen +0, Spot +0

Languages understands Common

AC 19, touch 14, flat-footed 16; Dodge, Mobility (+1 size, +3 Dex, +5 natural)

Miss Chance 20% (weapon repulsion)

hp 75 (10 HD)

SR 23

Fort +5, **Ref** +6, **Will** +7

Speed 30 ft. (6 squares)

Melee 2 claws +7 (1d4-1)

Space 5 ft.; **Reach** 5 ft.

Base Atk +7; **Grp** +2

Special Actions antimagic field 3/day

Spell-Like Abilities (CL 10th):

At will—*arcane sight*, *dispel magic*, see *invisibility*

Abilities Str 8, Dex 17, Con 14, Int 6, Wis 11, Cha 6

Feats Combat Casting, Dodge, Improved Initiative, Mobility

Skills Concentration +5 (+9 casting defensively), Hide +7, Listen +0, Spellcraft +4, Spot +0

Weapon Repulsion (Su) A zern arcanovore constantly exudes a field of telekinetic energy that imposes a 20% miss chance on all attacks against it. This ability does not function while the zern arcanovore's antimagic field is active.

Antimagic Field (Su) As the *antimagic field* spell; 3/day; CL 7th. This field emanates from the creature, has a 20-foot radius and lasts until the beginning of the arcanovore's next turn.

Description A bulbous head with pulsing blood-red veins is perched atop a mottled body with bony protrusions extending from its back. A small beak protrudes from the front of its seemingly eyeless head. Long, birdlike legs ending in wicked talons emerge from the base of its crouching body.

Sources Monster Manual IV (Page 197)

Power-Up Suite: The following active spells are reflected in the zern arcanovore's stat block: *arcane sight*, see *invisibility*.

ENCOUNTER 14

ENFORCER OF LOLTH

CR 8

When Raging

Male Lolth-touched draegloth barbarian 2

CE Large outsider (native)

Init +3; **Senses** darkvision 60 ft.; Listen +12, Spot +12

Languages Abyssal, Undercommon

AC 22, touch 11, flat-footed 19

(-1 size, +3 Dex, +6 armor, +1 deflection, +5 natural, -2 rage)

hp 114 (8 HD)

Immune fear, poison, sleep

Resist acid 10, cold 10, electricity 10, fire 10

Fort +21, **Ref** +11, **Will** +11 (+13 against enchantments)

Speed 30 ft. in +1 *breastplate* (6 squares), base movement 40 ft.

Melee +1 *greatsword* +22/+17 (3d6+22/19-20) and bite +15 (1d8+7)

Space 10 ft.; **Reach** 10 ft.

Base Atk +8; **Grp** +26

Atk Options Blind-Fight, Power Attack

Special Actions rage (1/day)

Combat Gear +1 *large greatsword*, +1 *large breastplate*, *ring of protection* +1, *vest of resistance* +2

Spell-Like Abilities (CL 8th):

4/day—*darkness*

1/day—*dancing lights*, *desecrate*, *faerie fire*, *unholy blight* (DC 13)

Abilities Str 38, Dex 17, Con 30, Int 12, Wis 12, Cha 8
SQ fast movement, fearless, uncanny dodge

Feats Blind-Fight, Power Attack, Weapon Focus (greatsword)

Skills Concentration +19, Hide +12, Intimidate +3, Jump +23, Knowledge (religion) +10, Listen +12, Move Silently +16, Search +10, Spellcraft +10, Spot +12, Survival +1 (+3 following tracks)

Possessions combat gear

Skills A Lolth-touched draegloth gains a +4 racial bonus on Hide and Move Silently checks

Description This massive, vaguely humanoid creature has the black skin of a drow and a mane of white hair. It has a bestial face with an elongated, toothy muzzle.

Sources Drow of the Underdark (Page 110), Monster Manual IV (Page 93)

Power-Up Suite: The following active spells are reflected in the enforcer of Lolth's stat block: *air walk*.

PRIESTESS OF LOLTH

CR 12

Female drow cleric 11

CE medium humanoid (elf)

Init +3; **Senses** darkvision 120 ft.; Listen +7, Spot +7

Languages Common, Elven, Drow Sign Language, Undercommon

AC 27, touch 13, flat-footed 24
(+3 Dex, +10 armor, +4 shield)

hp 85 (11 HD)

Immune sleep

SR 22

Fort +10, **Ref** +8, **Will** +15 (+17 vs. spells)

Weakness light blindness

Speed 20 ft. in +1 *mithral fullplate* (4 squares), base movement 30 ft.

Space 5 ft.; **Reach** 5 ft.

Base Atk +8; **Grp** +9

Special Actions rebuke undead 4/day

Combat Gear +1 *mithral fullplate*, +1 *heavy steel shield*, *peripat of wisdom* +4, *vest of resistance* +2

Cleric Spells Prepared (CL 11th):

6th—*heal*, *mislead* (D)

5th—*flame strike*, *righteous wrath of the faithful*, *stalwart pact* (SpC), *dispel good* (D)

4th—*air walk* (2), ~~*freedom of movement*~~, *recitation* (SpC), *unholy blight* (D)

3rd—*cure serious wounds*, *prayer*, ~~*magic vestment*~~ (2), *mass conviction* (SpC), *magic circle against good* (D)

2nd—*bear's endurance*, *remove paralysis*, *silence* (2), *sound burst*, *invisibility* (D)

1st—*cure light wounds*, *obscuring mist*, *resurgence* (2) (SpC), *sanctuary*, *shield of faith*, *protection from good* (D)

0—*cure minor wounds* (4), *detect magic*, *detect poison*

SpC: Spell Compendium

D: Domain spell. Deity: Lolth. Domains: Evil, Trickery

Spell-Like Abilities (CL 11th):

1st—*dancing lights*, *darkness*, *faerie fire*

Abilities Str 13, Dex 16, Con 12, Int 10, Wis 21, Cha 12
Feats Divine Intercession, Improved Toughness, ~~Sudden Extend~~, Sudden Maximize

Skills Concentration +15, Knowledge (religion) +14

Possessions combat gear plus holy symbol of Lolth

Sources Drow of the Underdark (Page 110), Monster Manual IV (Page 93)

Power-Up Suite: The following active spells are reflected in the priestess of Lolth's stat block: *stalwart pact*, *freedom of movement*, *magic vestment* (2).

APPENDIX 2 – APL 12

ENCOUNTER 5

ZERN LEADER

CR 14

Male zern transmuter 8

NE medium monstrous humanoid (zern)

Init +4; **Senses** Listen +15, Spot +15

Languages Common, Draconic, Dwarven, Elven, Undercommon, Zern

AC 32, touch 15, flat-footed 28

(+4 Dex, +4 class, +6 armor, +1 deflection, +7 natural)

hp 148 (+41 temporary) (16 HD); **DR** 5/piecing; light fortification

Immune poison, paralysis, stunning

SR 26

Fort +11, **Ref** +16, **Will** +16; adaptive defenses

Speed base movement 30 ft.

Melee warping energy +14 (8d6+7)

Ranged warping energy +16 (8d6+7)

Space 5 ft.; **Reach** 5 ft.

Base Atk +12; **Grp** +14

Atk Options Heighten Spell

Combat Gear *amulet of natural armor* +1, *circlet of rapid casting and intellect* +2, *mantle of second chances*, *ring of enduring arcana*, *ring of protection* +1, *vest of resistance* +2

Wizard Spells Prepared (CL 12th):

4th—*dimension door*, ~~*heart of earth* (CM)~~, *heightened slow (to 5th level)* (2)*, *solid fog*

3rd—~~*anticipate teleportation* (SpC)~~, ~~*greater mage armor* (SpC)~~, ~~*greater magic weapon* (2)~~, *haste*, ~~*heart of water* (CM)~~

2nd—*bear's endurance*, *false life*, *glitterdust*, *scorching ray* (2), *see invisibility*

1st—*benign transposition* (SpC) (2), *grease*, *protection from good*, *shield*, *ray of enfeeblement*, *targeting ray* (SpC)

0—*detect magic* (2), *mage hand*, *read magic*

SpC: Spell Compendium; **CM**: Complete Mage

* = spell prepared via Metamagic School Focus

Spell-Like Abilities (CL 16th):

At will—*reduce person* (DC 15)

1/day—*baleful polymorph* (DC 19), *gaseous form*

Abilities Str 14, Dex 19, Con 20, Int 25, Wis 14, Cha 10

SQ shifting guise, summon familiar (weasel), transmutation affinity

Feats Greater Spell Focus (transmutation), Heighten Spell, Improved Toughness, Metamagic School Focus (transmutation), Practiced Spellcaster (wizard), Spell Focus (transmutation)

Skills Balance +9, Craft (flesh sculpting) +20, Concentration +24, Escape Artist +15, Heal +13, Jump +12, Knowledge (arcana) +26, Listen +15, Spellcraft +28, Spot +15, Tumble +8

Possessions combat gear plus spell components

Spellbook spells prepared

Adaptive Defenses (Ex) A zern's ever-changing physiology allows it to shrug off effects that attack its

endurance or disrupt its bodily functions. It is immune to all spells and effects that require a Fortitude save unless the effect also works on objects or is harmless. A zern can choose to allow an effect that requires a Fortitude save to affect it.

Warping Energy (Su) A zern can produce energy that rends and tears at its opponents flesh. As a standard action, a zern can use this ability to make a melee or ranged attack that deals 1d6 points of damage per 2 HD plus the zern's Intelligence modifier. The ranged version of this attack can reach to 120 feet and has no range increment.

Malleable Form (Ex) A zern can rapidly alter its metabolism, internal structures, organs, and other bodily systems to cope with a variety of environments and situations. As a swift action, a zern can gain one of the following benefits. Each benefit has an unlimited duration. Generally, a zern remains in one form, and then slips into another one as the situation dictates. When a zern uses a swift action to gain one of these forms, it loses the benefits of the form it previously held.

Adrenal Surge: The zern's upper body muscles bulge and grow with enhanced power. It gains a +2 bonus on attack rolls and a +4 bonus on damage rolls, including use its warping energy ability.

Boneless Form: The zern's body seems to melt into a puddle of goo as its bones liquefy. It gains a +8 bonus on Escape Artist checks, which increases to +16 on checks made to squeeze through a tight area.

Impervious Hide: The zern's skin shifts into plates of armor. It gains a +4 bonus to AC and DR 5/piercing.

Size Shift: The zern can shift to Large or Small size. A Large zern gains a +2 bonus to Strength, and its space and reach increase to 10 feet; one that shifts to Small takes a -2 Strength penalty. The zern gains the standard size bonuses or penalties on attacks, Hide checks and so forth.

Speed Burst: The zern's legs lengthen and its lower body muscles bulge and grow. Its base speed increases by 30 feet.

Shifting Guise (Su) As the *alter self* spell; at will; caster level 16th. A zern can choose to shift into a different monstrous humanoid form or any humanoid form.

Transmutation Affinity (Ex) The save DCs of any transmutation spells or spell-like abilities used by a zern increase by 4.

Description A tall, lanky humanoid watches you warily. Its body is covered inropy muscles, and it has short tentacles where hair should be.

Sources Monster Manual IV (Page 195)

Power-Up Suite: The Zern leader currently has the *Impervious Hide* aspect of its Malleable Form ability active which is reflected in its stat block. The following active spells are also reflected in its stat block: *anticipate teleportation*, *false life*, *greater mage armor*, *heart of earth*, *heart of water*

ZERN SLAVER**CR 12**

Male zern fighter 4/order of the bow initiate 2

NE medium monstrous humanoid (zern)

Init +11; **Senses** Listen +13, Spot +13**Languages** Common, Draconic, Undercommon, Zern**AC** 28, touch 17, flat-footed 22

(+6 Dex, +5 armor, +1 deflection, +6 natural)

hp 143 (14 HD)**Immune** poison, paralysis, stunning**SR** 24**Fort** +14, **Ref** +20, **Will** +15; adaptive defenses**Speed** 30 ft. in +1 *mithral shirt* (6 squares), base movement 30 ft.**Melee** warping energy +21 (7d6+6) or**Melee** masterwork long spear +22/+17/+12 (1d8+11/x3)**Ranged** warping energy +23 (7d6+6) or**Ranged** +3 *merciful composite longbow* (+5 str) +29/+24/+19 (1d8+16/x3 plus 1d6 subdual) or +3 *merciful composite longbow* (+5 str) +27/+27/+22/+17 (1d8+16/x3 plus 1d6)**Space** 5 ft.; **Reach** 5 ft.**Base Atk** +14; **Grp** +19**Atk Options** close combat shot, Manyshot, Point Blank Shot, Precise Shot, ranged precision +1d8, Rapid Shot, malleable form, warping energy**Combat Gear** +1 *merciful composite longbow*, +1 *mithral shirt*, *gloves of dexterity* +2, *ring of protection* +1, *vest of resistance* +3, masterwork long spear**Spell-Like Abilities** (CL 14th):At will—*reduce person* (DC 14)1/day—*baleful polymorph* (DC 18), *gaseous form***Abilities** Str 21, Dex 24, Con 20, Int 14, Wis 14, Cha 8**SQ** shifting guise, transmutation affinity**Feats** Improved Initiative, Manyshot, Point Blank Shot, Precise Shot, Ranged Weapon Mastery (piercing), Rapid Shot, Weapon Focus (composite longbow), Weapon Specialization (composite longbow)**Skills** Craft (bowmaking) +7, Craft (flesh sculpting) +8, Escape Artist +18, Knowledge (arcana) +6, Knowledge (religion) +4, Listen +13, Sense Motive +4, Spellcraft +6, Spot +13, Tumble +9**Possessions** combat gear**Adaptive Defenses (Ex)** A zern's ever-changing physiology allows it to shrug off effects that attack its endurance or disrupt its bodily functions. It is immune to all spells and effects that require a Fortitude save unless the effect also works on objects or is harmless. A zern can choose to allow an effect that requires a Fortitude save to affect it.**Warping Energy (Su)** A zern can produce energy that rends and tears at its opponents flesh. As a standard action, a zern can use this ability to make a melee or ranged attack that deals 1d6 points of damage per 2 HD plus the zern's Intelligence modifier. The ranged version of this attack can reach to 120 feet and has no range increment.**Malleable Form (Ex)** A zern can rapidly alter its metabolism, internal structures, organs, and other bodily systems to cope with a variety of environments

and situations. As a swift action, a zern can gain one of the following benefits. Each benefit has an unlimited duration. Generally, a zern remains in one form, and then slips into another one as the situation dictates. When a zern uses a swift action to gain one of these forms, it loses the benefits of the form it previously held.

Adrenal Surge: The zern's upper body muscles bulge and grow with enhanced power. It gains a +2 bonus on attack rolls and a +4 bonus on damage rolls, including use its warping energy ability.**Boneless Form:** The zern's body seems to melt into a puddle of goo as its bones liquefy. It gains a +8 bonus on Escape Artist checks, which increases to +16 on checks made to squeeze through a tight area.**Impervious Hide:** The zern's skin shifts into plates of armor. It gains a +4 bonus to AC and DR 5/piercing.**Size Shift:** The zern can shift to Large or Small size. A Large zern gains a +2 bonus to Strength, and its space and reach increase to 10 feet; one that shifts to Small takes a -2 Strength penalty. The zern gains the standard size bonuses or penalties on attacks, Hide checks and so forth.**Speed Burst:** The zern's legs lengthen and its lower body muscles bulge and grow. Its base speed increases by 30 feet.**Shifting Guise (Su)** As the *alter self* spell; at will; caster level 14th. A zern can choose to shift into a different monstrous humanoid form or any humanoid form.**Transmutation Affinity (Ex)** The save DCs of any transmutation spells or spell-like abilities used by a zern increase by 4.**Description** A tall, lanky humanoid watches you warily. Its body is covered in ropy muscles, and it has short tentacles where hair should be.**Sources** Monster Manual IV (Page 195)**Power-Up Suite:** The Zern slaver currently has the *Adrenal Surge* aspect of its Malleable Form ability active which is reflected in its stat block. The following active spells are also reflected in its stat block: *greater magic weapon*.**ENCOUNTER 6****GREATHORN THRALL****CR 12**

Male voidmind greathorn minotaur fighter 4

LE Large aberration (augmented monstrous humanoid)

Init +1; **Senses** darkvision 60 ft., scent, tremorsense 120 ft.; Listen +11, Spot +11**Languages** Common**AC** 31, touch 11, flat-footed 31

(-1 size, +1 Dex, +9 armor, +1 deflection, +11 natural)

hp 197 (15 HD); **DR** 5/-**Immune** ability damage/drain, acid, energy drain, mind-affecting**SR** 25**Fort** +20, **Ref** +11, **Will** +11**Speed** 20 ft. in +1 *large fullplate* (4 squares), base movement 30 ft.; earth glide**Melee** +1 *psychokinetic large greathammer* +30/+25/+20 (3d6+23/19-20/x4 plus 1d4 force) and tentacle +28 (1d8+14) and gore +21 (1d8+6)

Space 10 ft.; **Reach** 10 ft. (15 ft. with tentacle)

Base Atk +15; **Grp** +31 (+35 with tentacle)

Atk Options Awesome Blow, Blind-Fight, cone of slime (15d6; DC 23), constrict, improved grab, sentient tentacle, Power Attack

Special Actions earth warp

Combat Gear +1 *psychokinetic large greathammer*, +1 *large fullplate*, *amulet of health +2*, *anklet of translocation*, *greatreach bracers*, *potion of fly*, *ring of protection +1*, *vest of resistance +2*

Abilities Str 34, Dex 13, Con 28, Int 8, Wis 12, Cha 8

SQ natural cunning

Feats Alertness (B), Awesome Blow (B), Blind-Fight, Combat Reflexes (B), Great Fortitude (B), Improved Bull Rush, Improved Critical (greathammer), Melee Weapon Mastery (bludgeoning), Power Attack, Shock Trooper, Weapon Focus (greathammer), Weapon Specialization (greathammer)

Skills Intimidate +6, Listen +11, Search +3, Spot +11, Survival +4

Possessions combat gear

Cone of Slime (Su) Once per day as a standard action, a voidmind greathorn minotaur can expel the psionically charged slime in its head in a 30-foot cone. This attack deals 15d6 points of acid damage. A successful Reflex save (DC 23) halves the damage. In addition, any creature that takes damage from the spray takes a –2 penalty on its Will saves and is stunned for 1d4+1 rounds (Fortitude save negates the stun; save DC same as above). The psionic slime replenishes itself automatically in 24 hours. The save DCs are Constitution-based.

Constrict (Ex) A voidmind greathorn minotaur gains the ability to constrict its victim with a successful grapple check. When it constricts, one of its tentacles deals 1d8+18 damage.

Earth Glide (Ex) A greathorn minotaur can glide through stone, dirt, or almost any other sort of earth except metal as easily as a fish swims through water. Its burrowing leaves behind no tunnel or hole, nor does it create any ripple of other signs of its presence.

Earth Warp (Su) As a swift action, a greathorn minotaur can cause the earth and rock around it to twist and warp in a 60-foot-radius emanation around it, doubling movement costs through that area. Natural stone, finished stone, and dirt surfaces are subject to this effect. The effect does not move with the minotaur; when the minotaur leave the area, the ground returns to normal. The minotaur ignores the movement penalties generated by its own or another greathorn's earth warp ability.

Improved Grab (Ex) To use this ability, a voidmind greathorn minotaur must hit a creature of its size category or smaller with its tentacle attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. A voidmind greathorn minotaur has a +4 racial bonus on grapple checks made with its tentacle. If the creature wins the grapple check, it establishes a hold and can constrict.

Mind Flayer Host (Su) Three mind flayers form a bond with any voidmind creature they create. A different mind flayer cannot bond itself to a voidmind creature after creation. The creature's masters are instantly aware if the creature takes any damage, wanders out of range of their control, or is the target of any magic. Also as a result of this bond, the masters can, as a standard action, see and hear through the eyes and ears of their bonded voidmind creature to a range of five miles. Maintaining this link requires a mind flayer to concentrate, but the mind flayer remains aware of its surroundings and can move normally. Finally, any one of the three masters can take control of the voidmind creature, at will, as the *dominate monster* spell (no save). While controlling the voidmind creature in this fashion, a mind flayer can manifest its own innate psionic abilities through the voidmind creature, as though the creature were manifesting the ability itself. Any of the mind flayer's psionic powers used in this fashion can target or affect creatures within range, line of sight, and line of effect of the voidmind creature. So, for example, a mind flayer can use *plane shift* to send the voidmind creature to another plane, or it could send itself to another plane. Likewise, the mind flayer could use *suggestion* on a target it sees through the voidmind creature's eyes.

Natural Cunning (Ex) Greathorn minotaurs have immunity to *maze* spells, never become lost, and can track enemies. They are never caught flat-footed.

Sentient Tentacle (Ex): A voidmind greathorn minotaur's tentacle attacks of its own accord. The creature can direct it to attack certain targets, but the psionic nature of the tentacle enables it to flex and move in combat without hindering the creature's other combat abilities. A voidmind greathorn minotaur that has successfully grappled a creature with its tentacle can attack another creature at no penalty, as long as that creature is within a distance equal to the tentacle's reach.

Skills Voidmind greathorn minotaurs have a +4 racial bonus on Bluff, Escape Artist, Intimidate, Listen, Search, and Spot checks.

Description Before you is a tall, thickset minotaur with short, slate-colored fur. Its horns extend nearly 5 feet from its head and it wields a massive hammer.

Sources Monster Manual III (Page 187), Monster Manual IV (Page 100)

Power-Up Suite: None.

ENCOUNTER 9

QUILAS

CR 14

Male ulitharid monk 2

LE Large aberration

Init +7; **Senses** darkvision 60 ft.; Listen +15, Spot +21

Languages Common, Abyssal, Draconic, Dwarven, Terran, Undercommon

AC 27, touch 18, flat-footed 24

(–1 size, +3 Dex, +4 armor, +6 class, +5 natural)

hp 116 (14 HD)

SR 29

Fort +14, Ref +13, Will +22

Speed 30 ft. (6 squares)

Melee 2 long tentacles +15 (1d8+6) and 4 short tentacles +15 (1d8+6) or unarmed strike +15/+10 (1d8+6) and 2 long tentacles +13 (1d8+6) and 4 short tentacles +13 (1d8+6) or unarmed strike +13/+13/+8 (1d8+6) and 2 long tentacles +11 (1d8+6) and 4 short tentacles +11 (1d8+6)

Space 10 ft.; **Reach** 5 ft. (10 ft. with long tentacles)

Base Atk +10; **Grp** +24

Atk Options Extract, Improved Grab, Improved Grapple, flurry of blows, *mind blast*, Psionics, unarmed strike

Combat Gear *cloak of charisma +4, vest of resistance +3*

Psionics (Spell-Like Abilities) (CL 14th):

At will—*charm monster* (DC 21), *detect thoughts* (DC 19), *dimension door*, *levitate*, *mage armor* (self only), *plane shift*, *suggestion* (DC 20)

1/day—*dominate monster* (DC 26), *mass suggestion* (DC 23)

Abilities Str 22, Dex 16, Con 18, Int 18, Wis 23, Cha 25

SQ evasion, telepathy 200 ft.

Feats Ability Focus (*mind blast*), Combat Reflexes, Improved Grapple, Improved Initiative, Improved Natural Attack (tentacle), Improved Unarmed Strike (B), Multiattack, Quicken Spell-Like Ability (*dimension door*)

Skills Bluff +17, Concentration +19, Diplomacy +16, Hide +9, Intimidate +19, Knowledge (arcana) +14, Listen +15, Move Silently +14, Spot +21, Tumble +15

Possessions combat gear

Extract (Ex) An ulitharid that begins its turn with at least four tentacles attached and that makes a successful grapple check automatically extracts the opponent's brain, instantly killing that creature. This power is useless against constructs, elementals, oozes, plants, and undead. It is not instantly fatal to foes with multiple heads.

Improved Grab (Ex) To use this ability, an ulitharid must hit a Small, Medium, or Large creature with its tentacle attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple check, it establishes a hold and attaches the tentacle to the opponent's head. An ulitharid can grab a Huge or larger creature only if it can somehow reach the foe's head. If an ulitharid begins its turn with at least one tentacle attached, it can try to attach its remaining tentacles with a single grapple check. The opponent can escape with a single successful grapple check or an Escape Artist check, but the ulitharid gets a +2 circumstance bonus on the check for every tentacle that was attached at the beginning of the opponent's turn.

Mind Blast (Sp) An ulitharid can discharge a devastating psionic attack in the form of a cone 60 feet long. Anyone caught in this cone must succeed on a DC 25 Will save or be stunned for 3d4 rounds. The save DC is Charisma-based. This ability is the equivalent of a 4th level spell.

Description Sinister and regal, this towering humanoid-shaped being stands almost 9 feet tall. Its flesh is rubbery and mauve in color, glistening with slime. It wears ornate robes that sweep the ground. Its head is octopoidal in form, with four short tentacles and two long ones where its mouth should be. Its eyes are blank orbs of silver-white.

Sources Lords of Madness (Page 158)

Power-Up Suite: The following active spell is reflected in Quilas' stat block: *mage armor*.

CRAA'GHORAN THRALL

CR 13

Male voidmind craa'ghoran giant pious templar 2 of Ilsensine

LE Huge aberration (augmented giant)

Init +2; **Senses** darkvision 60 ft., low-light vision, tremorsense 60 ft.; Listen +14, Spot +14

Languages Giant, Terran, Undercommon

AC 30, touch 10, flat-footed 28
(-2 size, +2 Dex, +20 natural)

hp 233 (17 HD); **DR** 5/-

Immune ability damage/drain, acid, energy drain, mind-affecting

SR 27

Fort +24, Ref +7, Will +10

Speed 40 ft. (8 squares); earth glide

Melee 2 claws +27 (3d8+15) and tentacle +27 (2d6+15)

Ranged rock +13 (2d8+15)

Space 15 ft.; **Reach** 15 ft. (20 ft. with tentacle)

Base Atk +13; **Grp** +36 (+40 with tentacle)

Atk Options cone of slime (17d6; DC 27), constrict, improved grab, Power Attack, rend (4d8+22), sentient tentacle, smite (1/day)

Pious Templar Spells Prepared (CL 2nd):

1st—*divine sacrifice* (SpC), *protection from good*

SpC: Spell Compendium

Spell-Like Abilities (CL 17th):

3/day—*spike stones* (DC 11), *wall of stone*

Abilities Str 40, Dex 14, Con 31, Int 14, Wis 15, Cha 4

SQ mettle

Feats Alertness (B), Combat Reflexes (B), Great Fortitude (B), Improved Natural Attack (claw), Power Attack, Quicken Spell-Like Ability (*wall of stone*), True Believer, Weapon Focus (claw), Weapon Focus (tentacle)

Skills Concentration +24, Craft (stoneworking) +16, Jump +19, Knowledge (religion) +18, Listen +14, Spot +14

Cone of Slime (Su) Once per day as a standard action, a voidmind craa'ghoran giant can expel the psionically charged slime in its head in a 30-foot cone. This attack deals 17d6 points of acid damage. A successful Reflex save (DC 27) halves the damage. In addition, any creature that takes damage from the spray takes a -2 penalty on its Will saves and is stunned for 1d4+1 rounds (Fortitude save negates the stun; save DC same as above). The psionic slime replenishes itself automatically in 24 hours. The save DCs are Constitution-based.

Constrict (Ex) A voidmind craa'ghoran giant gains the ability to constrict its victim with a successful grapple check. When it constricts, one of its tentacles deals 2d6+22 damage.

Earth Glide (Ex) A craa'ghoran giant can glide through stone, dirt, or almost any other sort of earth except metal as easily as a fish swims through water. Its burrowing leaves behind no tunnel or hole, nor does it create any ripple of other signs of its presence.

Improved Grab (Ex) To use this ability, a voidmind craa'ghoran giant must hit a creature of its size category or smaller with its tentacle attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. A voidmind craa'ghoran giant has a +4 racial bonus on grapple checks made with its tentacle. If the creature wins the grapple check, it establishes a hold and can constrict.

Mind Flayer Host (Su) Three mind flayers form a bond with any voidmind creature they create. A different mind flayer cannot bond itself to a voidmind creature after creation. The creature's masters are instantly aware if the creature takes any damage, wanders out of range of their control, or is the target of any magic. Also as a result of this bond, the masters can, as a standard action, see and hear through the eyes and ears of their bonded voidmind creature to a range of five miles. Maintaining this link requires a mind flayer to concentrate, but the mind flayer remains aware of its surroundings and can move normally. Finally, any one of the three masters can take control of the voidmind creature, at will, as the *dominate monster* spell (no save). While controlling the voidmind creature in this fashion, a mind flayer can manifest its own innate psionic abilities through the voidmind creature, as though the creature were manifesting the ability itself. Any of the mind flayer's psionic powers used in this fashion can target or affect creatures within range, line of sight, and line of effect of the voidmind creature. So, for example, a mind flayer can use *plane shift* to send the voidmind creature to another plane, or it could send itself to another plane. Likewise, the mind flayer could use *suggestion* on a target it sees through the voidmind creature's eyes.

Rend (Ex) If a craa'ghoran giant hits with both claw attacks, it latches onto its opponent's body and tears the flesh. This attack automatically deals an additional 4d8+22 points of damage.

Sentient Tentacle (Ex): A voidmind craa'ghoran giant's tentacle attacks of its own accord. The creature can direct it to attack certain targets, but the psionic nature of the tentacle enables it to flex and move in combat without hindering the creature's other combat abilities. A voidmind craa'ghoran giant that has successfully grappled a creature with its tentacle can attack another creature at no penalty, as long as that creature is within a distance equal to the tentacle's reach.

Skills Voidmind voidmind craa'ghoran giants have a +4 racial bonus on Bluff, Escape Artist, and Intimidate checks.

Description Twisted and deformed, this massive giant appears to have jagged stone formations growing from

its body at odd angles. Its expression is wild and frenetic as it shambles forward.

Sources Monster Manual III (Page 187), Monster Manual IV (Page 60), Complete Divine (Page 50)

Power-Up Suite: None.

ENCOUNTER 14

ENFORCER OF LOLTH

CR 10

When Raging

Male Lolth-touched draegloth barbarian 2/fighter 2

CE Large outsider (native)

Init +3; **Senses** darkvision 60 ft.; Listen +12, Spot +12

Languages Abyssal, Undercommon

AC 23, touch 11, flat-footed 20

(-1 size, +3 Dex, +6 armor, +1 deflection, +6 natural, -2 rage)

hp 144 (10 HD)

Immune fear, poison, sleep

Resist acid 10, cold 10, electricity 10, fire 10

Fort +24, **Ref** +11, **Will** +11 (+13 against enchantments)

Speed 30 ft. in +1 *breastplate* (6 squares), base movement 40 ft.

Melee +1 *berserker large adamantine greatsword* +24/+19 (3d6+22/17-20 plus 1d8) and bite +17 (1d8+7)

Space 10 ft.; **Reach** 10 ft.

Base Atk +10; **Grp** +28

Atk Options Blind-Fight, Power Attack

Special Actions rage (1/day)

Combat Gear +1 *berserker large adamantine greatsword*, +1 *large breastplate*, *amulet of natural armor* +1, *ring of protection* +1, *vest of resistance* +2

Spell-Like Abilities (CL 10th):

4/day—*darkness*

1/day—*dancing lights*, *desecrate*, *faerie fire*, *unholy blight* (DC 13)

Abilities Str 38, Dex 17, Con 30, Int 12, Wis 12, Cha 8

SQ fast movement, fearless, uncanny dodge

Feats Constant Guardian, Blind-Fight, Dutiful Guardian, Improved Critical (greatsword), Power Attack, Weapon Focus (greatsword)

Skills Concentration +19, Hide +12, Intimidate +9, Jump +23, Knowledge (religion) +10, Listen +12, Move Silently +16, Search +10, Spellcraft +10, Spot +12, Survival +1 (+3 following tracks)

Possessions combat gear

Skills A Lolth-touched draegloth gains a +4 racial bonus on Hide and Move Silently checks

Description This massive, vaguely humanoid creature has the black skin of a drow and a mane of white hair. It has a bestial face with an elongated, toothy muzzle.

Sources Drow of the Underdark (Page 110), Monster Manual IV (Page 93)

Power-Up Suite: The following active spells are reflected in the enforcer of Lolth's stat block: *air walk*.

PRIESTESS OF LOLTH

CR 14

Female drow cleric 13

CE medium humanoid (elf)
Init +7; **Senses** darkvision 120 ft.; Listen +8, Spot +8
Languages Common, Elven, Drow Sign Language, Undercommon

AC 29, touch 13, flat-footed 26
(+3 Dex, +11 armor, +5 shield)

hp 101 (13 HD)

Immune sleep

SR 24

Fort +11, **Ref** +9, **Will** +16 (+18 vs. spells)

Weakness light blindness

Speed 30 ft. in +1 *mithral fullplate* (4 squares), base movement 40 ft.

Space 5 ft.; **Reach** 5 ft.

Base Atk +9; **Grp** +10

Special Actions rebuke undead 4/day

Combat Gear +1 *mithral fullplate*, +1 *heavy steel shield*, *boots of striding and springing*, *perapt of wisdom* +4, *ring of entropic deflection*, *vest of resistance* +2

Cleric Spells Prepared (CL 13th):

7th—*blasphemy*, *blasphemy* (D)

6th—*antife shell*, *heal*, *energy immunity*, *mislead* (D)

5th—*flame strike*, *righteous wrath of the faithful*, *stalwart pact* (SpC), *true seeing*, *dispel good* (D)

4th—*air walk* (2), *freedom of movement*, *recitation* (SpC), *revenge* (SpC), *unholy blight* (D)

3rd—*cure serious wounds*, *invisibility purge*, *magic vestment* (2), *mass conviction* (SpC), *magic circle against good* (D)

2nd—*bear's endurance*, *death knell*, *remove paralysis*, *silence* (3), *sound burst*, *invisibility* (D)

1st—*cure light wounds*, *obscuring mist*, *resurgence* (2) (SpC), *sanctuary*, *shield of faith*, *protection from good* (D)

0—*cure minor wounds* (4), *detect magic*, *detect poison*

SpC: Spell Compendium

D: Domain spell. Deity: Lolth. Domains: Evil, Trickery

Spell-Like Abilities (CL 13th):

1st—*dancing lights*, *darkness*, *faerie fire*

Abilities Str 13, Dex 16, Con 12, Int 10, Wis 22, Cha 12

Feats Divine Intercession, Improved Initiative, Improved Toughness, ~~Sudden Extend~~, Sudden Maximize

Skills Concentration +17, Knowledge (religion) +16

Possessions combat gear plus holy symbol of Lolth

Sources Drow of the Underdark (Page 110), Monster Manual IV (Page 93)

Power-Up Suite: The following active spells are reflected in the priestess of Lolth's stat block: *energy immunity*, *stalwart pact*, *freedom of movement*, *magic vestment* (2).

ENCOUNTER 15

STORM EYE

CR 16

Beholder hive mother

LE Huge aberration (beholderkin)

Init +6; **Senses** darkvision 60 ft., Listen +28, Spot +32

Languages Beholder, Common, Draconic, Drow, Dwarven, Elven, Undercommon

AC 36, touch 10, flat-footed 34

(-2 size, +2 Dex, +1 armor, +25 natural)

hp 225 (20 HD)

Fort +15, **Ref** +8, **Will** +17

Speed 5 ft. (1 square); fly 20 ft. (good)

Melee bite +20 melee (2d6+10/x2)

Ranged eye rays +15 ranged touch (special/x2)

Space 15 ft.; **Reach** 10 ft.

Base Atk +15; **Grp** +30

Atk Options Disjunction Ray, Eye Rays, Focused Antimagic, Flyby Attack, Improved Grab, Swallow Hole

Special Actions Command Beholder

Combat Gear *amulet of fortune prevailing*, *amulet of health* +2, *bracers of armor* +1, *goggles of foefinding*, *lens of ray doubling*, *ring of freedom of movement*, *pink and green ioun stone*

Abilities Str 24, Dex 14, Con 24, Int 21, Wis 17, Cha 27

SQ All-Around Vision, Antimagic Cone, Darkvision 60 ft., Flight

Feats Alertness (B), Disjunction Ray, Flyby Attack, Focused Antimagic, Great Fortitude, Improved Initiative, Improved Natural Attack (bite), Iron Will

Skills Hide +17, Intimidate +30, Knowledge (arcana) +29, Knowledge (Religion) +29, Listen +28, Search +32, Spot +32, Survival +3 (+5 following tracks)

Possessions combat gear

All-Around Vision (Ex) Beholderkin are exceptionally alert and circumspect. Their many eyes give them a +4 on Search and Spot checks, and they can't be flanked.

Antimagic Cone (Su) A hive mother's central eye continually produces a 240-foot cone of antimagic. This functions just like *antimagic field* (caster level 20th). All magical and supernatural powers and effects within the cone are suppressed — even the hive mother's own eye rays. Once each round, during its turn, the hive mother decides whether the antimagic cone is active or not (the hive mother deactivates the cone by shutting its central eye).

Command Beholder (Sp) A hive mother can use *dominate monster* at will as a spell-like ability (caster level 20th), but only against beholders and beholderkin. A beholder can resist this effect with a successful DC 28 Will saving throw. This is the equivalent of a 9th-level spell. Hive mothers are immune to the command beholder ability of other hive mothers. If a hive mother loses control of a dominated beholder (as is the case if a dominated beholder is in the antimagic cone of another beholder), the hive mother immediately senses the loss of control, and knows the position and distance to the beholder at the time control was lost. If control does not return within a few rounds, the hive mother seeks out the rogue beholder to investigate and possibly punish it.

Eye Rays (Su) Each of a hive mother's ten small eyes can produce a magical ray once per round as a free action. Hive mothers can rotate and adjust their position with much greater speed and skill than normal beholders, and they can aim up to six eye rays at targets in any given 90-degree arc. Each eye's

effect resembles a spell (caster level 20th). Each ray has a range of 240 feet and a save DC of 28. The save DCs are Charisma-based. The ten eye rays include:

Charm Monster: The target must succeed on a Will save or be affected as though by the spell.

Charm Person: The target must succeed on a Will save or be affected as though by the spell.

Disintegrate: The target must succeed on a Fortitude save or be affected as though by the spell.

Fear: This works like the spell, except that it targets one creature. The target must succeed on a Will save or be affected as though by the spell.

Finger of Death: The target must succeed on a Fortitude save or be slain as though by the spell. The target takes 3d6+20 points of damage if its saving throw succeeds.

Flesh to Stone: The target must succeed on a Fortitude save or be affected as though by the spell.

Inflict Critical Wounds: This works like the spell, causing 4d8+20 points of damage (Will save for half).

Sleep: This works like the spell, except that it affects one creature with any number of Hit Dice (Will negates).

Slow: This works like the spell, except that it affects one creature (Will negates).

Telekinesis: A hive mother can move objects or creatures that weigh up to 375 pounds, as though with a *telekinesis spell*. Creatures can resist the effect with a successful Will save.

Flight (Ex) A hive mother's body is naturally buoyant. This buoyancy allows it to fly at a speed of 20 feet. This buoyancy also grants it a permanent *feather fall* effect (as the spell) with personal range.

Improved Grab (Ex) To use this ability, a hive mother must hit with its bite attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple check, it establishes a hold.

Swallow Whole (Ex) A hive mother can try to swallow a grabbed opponent that is at least two size categories smaller than itself by making a successful grapple check. Once swallowed, the opponent takes 2d8+7 points of crushing damage plus 2d8 points of acid damage per round from the hive mother's gizzard. A swallowed creature can cut its way out by using a light slashing or piercing weapon to deal 15 points of damage to the gizzard (Armor Class 20). Once the creature exits, muscular action closes the hole; another swallowed opponent must cut its own way out. A Huge hive mother's gizzard can hold 1 Medium, 2 Small, 8 Tiny, or 32 Diminutive or smaller opponents.

Description This massive sphere-shaped monstrosity is covered with spiny, razor-sharp plates of chitin and bone. The creature has a cavernous maw filled with rows of swordlike teeth. A single huge eye protrudes from above the mouth, and above this eye ten smaller eyes, each recessed in a bony hood, are scattered across the upper surface of the sphere in a radial pattern.

Sources Lords of Madness (Page 135)

Power-Up Suite: None.

APPENDIX 3 – APL 14

ENCOUNTER 5

ZERN LEADER

CR 16

Male zern transmuter 10

NE medium monstrous humanoid (zern)

Init +8; **Senses** Listen +15, Spot +15

Languages Common, Draconic, Dwarven, Elven, Undercommon, Zern

AC 32, touch 15, flat-footed 28

(+4 Dex, +4 class, +6 armor, +1 deflection, +7 natural)

hp 164 (+45 temporary) (18 HD); **DR** 5/piecing; heavy fortification

Immune critical hits, poison, paralysis, stunning

Resist fire 20

SR 28

Fort +13, **Ref** +18, **Will** +18; adaptive defenses

Speed base movement 40 ft.

Melee warping energy +15 (9d6+8)

Ranged warping energy +17 (9d6+8)

Space 5 ft.; **Reach** 5 ft.

Base Atk +13; **Grp** +15

Atk Options Heighten Spell

Combat Gear *amulet of natural armor +1, circlet of rapid casting and intellect +4, mantle of second chances, ring of enduring arcana, ring of protection +1, runestaff of entrapment, scroll of ruby ray of reversal (2), vest of resistance +3*

Wizard Spells Prepared (CL 14th):

5th—~~heart of fire (CM), heightened baleful polymorph (2)*, everland flight~~

4th—~~dimension door, greater invisibility, heart of earth (CM), heightened slow (to 5th level)*, heightened slow, solid fog~~

3rd—~~anticipate teleportation (SpC), greater mage armor (SpC), greater magic weapon (2), haste, heart of water (CM)~~

2nd—~~bear's endurance, false life, glitterdust, heart of air (CM), scorching ray (2), see invisibility~~

1st—~~benign transposition (SpC) (2), grease, protection from good, shield, ray of enfeeblement, targeting ray (SpC)~~

0—~~detect magic (2), mage hand, read magic~~

SpC: Spell Compendium; **CM:** Complete Mage

* = spell prepared via Metamagic School Focus

Spell-Like Abilities (CL 18th):

At will—~~reduce person (DC 15)~~

1/day—~~baleful polymorph (DC 19), gaseous form~~

Abilities Str 14, Dex 19, Con 20, Int 27, Wis 14, Cha 10

SQ shifting guise, summon familiar (weasel), transmutation affinity

Feats Greater Spell Focus (transmutation), Heighten Spell, Improved Initiative, Improved Toughness, Metamagic School Focus (transmutation), Practiced Spellcaster (wizard), Spell Focus (transmutation)

Skills Balance +11, Craft (flesh sculpting) +21, Concentration +26, Escape Artist +15, Heal +13,

Jump +14, Knowledge (arcana) +28, Listen +15, Spellcraft +30, Spot +15, Tumble +14

Possessions combat gear plus spell components

Spellbook spells prepared plus *ruby ray of reversal*

Adaptive Defenses (Ex) A zern's ever-changing physiology allows it to shrug off effects that attack its endurance or disrupt its bodily functions. It is immune to all spells and effects that require a Fortitude save unless the effect also works on objects or is harmless. A zern can choose to allow an effect that requires a Fortitude save to affect it.

Warping Energy (Su) A zern can produce energy that rends and tears at its opponents flesh. As a standard action, a zern can use this ability to make a melee or ranged attack that deals 1d6 points of damage per 2 HD plus the zern's Intelligence modifier. The ranged version of this attack can reach to 120 feet and has no range increment.

Malleable Form (Ex) A zern can rapidly alter its metabolism, internal structures, organs, and other bodily systems to cope with a variety of environments and situations. As a swift action, a zern can gain one of the following benefits. Each benefit has an unlimited duration. Generally, a zern remains in one form, and then slips into another one as the situation dictates. When a zern uses a swift action to gain one of these forms, it loses the benefits of the form it previously held.

Adrenal Surge: The zern's upper body muscles bulge and grow with enhanced power. It gains a +2 bonus on attack rolls and a +4 bonus on damage rolls, including use its warping energy ability.

Boneless Form: The zern's body seems to melt into a puddle of goo as its bones liquefy. It gains a +8 bonus on Escape Artist checks, which increases to +16 on checks made to squeeze through a tight area.

Impervious Hide: The zern's skin shifts into plates of armor. It gains a +4 bonus to AC and DR 5/piercing.

Size Shift: The zern can shift to Large or Small size. A Large zern gains a +2 bonus to Strength, and its space and reach increase to 10 feet; one that shifts to Small takes a -2 Strength penalty. The zern gains the standard size bonuses or penalties on attacks, Hide checks and so forth.

Speed Burst: The zern's legs lengthen and its lower body muscles bulge and grow. Its base speed increases by 30 feet.

Shifting Guise (Su) As the *alter self* spell; at will; caster level 18th. A zern can choose to shift into a different monstrous humanoid form or any humanoid form.

Transmutation Affinity (Ex) The save DCs of any transmutation spells or spell-like abilities used by a zern increase by 4.

Description A tall, lanky humanoid watches you warily. Its body is covered in ropy muscles, and it has short tentacles where hair should be.

Sources Monster Manual IV (Page 195)

Power-Up Suite: The Zern leader currently has the *Impervious Hide* aspect of its Malleable Form ability active which is reflected in its stat block. The following active spells are also reflected in its stat block: *anticipate teleportation*, *false life*, *greater mage armor*, *heart of air*, *heart of fire*, *hearth of earth*, *heart of water*, *overland flight*.

ZERN SLAYER

CR 14

Male zern fighter 4/order of the bow initiate 2/occult slayer 2

NE medium monstrous humanoid (zern)

Init +11; **Senses** darkvision 30 ft.; Listen +13, Spot +13

Languages Common, Draconic, Undercommon, Zern

AC 28, touch 17, flat-footed 22

(+6 Dex, +5 armor, +1 deflection, +6 natural)

hp 162 (16 HD)

Immune poison, paralysis, stunning

SR 26

Fort +14 (+15 vs. spells), **Ref** +20 (+21 vs. spells), **Will** +18 (+19 vs. spells); adaptive defenses; magical defense +1

Speed 30 ft. in +1 *mithral shirt* (6 squares), base movement 30 ft.

Melee warping energy +24 (8d6+6) or

Melee masterwork longspear +25/+20/+15/+10 (1d8+13/x3)

Ranged warping energy +25 (8d6+6) or

Ranged +3 *merciful composite longbow* (+6 str) +32/+32/+27/+22/+17 (1d8+18/x3 plus 1d6 subdual plus weapon bond)

Space 5 ft.; **Reach** 5 ft.

Base Atk +16; **Grp** +22

Atk Options close combat shot, Improved Rapid Shot, malleable form, Manyshot, Point Blank Shot, Precise Shot, ranged precision +1d8, vicious strike, warping energy

Combat Gear +1 *merciful composite longbow*, +1 *mithral shirt*, *gloves of dexterity* +2, *goggles of the ebon hunter*, *ring of protection* +1, *vest of resistance* +3, masterwork longspear

Spell-Like Abilities (CL 16th):

At will—*reduce person* (DC 14)

1/day—*baleful polymorph* (DC 18), *gaseous form*

Abilities Str 22, Dex 24, Con 20, Int 14, Wis 14, Cha 8

SQ auravision, mind over magic 1/day, shifting guise, transmutation affinity, weapon bond

Feats Improved Initiative, Improved Rapid Shot, Manyshot, Point Blank Shot, Precise Shot, Ranged Weapon Mastery (piercing), Rapid Shot, Weapon Focus (composite longbow), Weapon Specialization (composite longbow)

Skills Craft (bowmaking) +7, Craft (flesh sculpting) +8, Escape Artist +18, Knowledge (arcana) +6, Knowledge (religion) +4, Listen +13, Sense Motive +4, Spellcraft +6, Spot +13, Tumble +13

Possessions combat gear

Adaptive Defenses (Ex) A zern's ever-changing physiology allows it to shrug off effects that attack its endurance or disrupt its bodily functions. It is immune

to all spells and effects that require a Fortitude save unless the effect also works on objects or is harmless. A zern can choose to allow an effect that requires a Fortitude save to affect it.

Warping Energy (Su) A zern can produce energy that rends and tears at its opponents flesh. As a standard action, a zern can use this ability to make a melee or ranged attack that deals 1d6 points of damage per 2 HD plus the zern's Intelligence modifier. The ranged version of this attack can reach to 120 feet and has no range increment.

Malleable Form (Ex) A zern can rapidly alter its metabolism, internal structures, organs, and other bodily systems to cope with a variety of environments and situations. As a swift action, a zern can gain one of the following benefits. Each benefit has an unlimited duration. Generally, a zern remains in one form, and then slips into another one as the situation dictates. When a zern uses a swift action to gain one of these forms, it loses the benefits of the form it previously held.

Adrenal Surge: The zern's upper body muscles bulge and grow with enhanced power. It gains a +2 bonus on attack rolls and a +4 bonus on damage rolls, including use its warping energy ability.

Boneless Form: The zern's body seems to melt into a puddle of goo as its bones liquefy. It gains a +8 bonus on Escape Artist checks, which increases to +16 on checks made to squeeze through a tight area.

Impervious Hide: The zern's skin shifts into plates of armor. It gains a +4 bonus to AC and DR 5/piercing.

Size Shift: The zern can shift to Large or Small size. A Large zern gains a +2 bonus to Strength, and its space and reach increase to 10 feet; one that shifts to Small takes a -2 Strength penalty. The zern gains the standard size bonuses or penalties on attacks, Hide checks and so forth.

Speed Burst: The zern's legs lengthen and its lower body muscles bulge and grow. Its base speed increases by 30 feet.

Shifting Guise (Su) As the *alter self* spell; at will; caster level 16th. A zern can choose to shift into a different monstrous humanoid form or any humanoid form.

Transmutation Affinity (Ex) The save DCs of any transmutation spells or spell-like abilities used by a zern increase by 4.

Description A tall, lanky humanoid watches you warily. Its body is covered in ropy muscles, and it has short tentacles where hair should be.

Sources Monster Manual IV (Page 195)

Power-Up Suite: The Zern slaver currently has the *Adrenal Surge* aspect of its Malleable Form ability active which is reflected in its stat block. The following active spells are also reflected in its stat block: *greater magic weapon*.

ENCOUNTER 6

GREATHORN THRALL

CR 14

Male voidmind greathorn minotaur fighter 6

LE Large aberration (augmented monstrous humanoid)

Init +2; **Senses** darkvision 60 ft., scent, tremorsense 120 ft.; Listen +11, Spot +11

Languages Common

AC 32, touch 11, flat-footed 31

(-1 size, +1 Dex, +10 armor, +1 deflection, +1 natural)

hp 226 (17 HD); **DR** 5/-

Immune ability damage/drain, acid, energy drain, mind-affecting

SR 27

Fort +21, **Ref** +12, **Will** +11

Speed 20 ft. in +2 *large fullplate* (4 squares), base movement 30 ft.; earth glide

Melee +1 *psychokinetic large greathammer* +34/+29/+24/+19 (3d6+26/19-20/x4 plus 1d4 force) and tentacle +32 (1d8+16) and gore +25 (1d8+8)

Space 10 ft.; **Reach** 10 ft. (15 ft. with tentacle)

Base Atk +17; **Grp** +35 (+39 with tentacle)

Atk Options Awesome Blow, Blind-Fight, cone of slime (17d6; DC 23), constrict, improved grab, sentient tentacle, Power Attack

Special Actions earth warp

Combat Gear +1 *psychokinetic large greathammer*, +2 *large fullplate*, *amulet of health* +2, *anklet of translocation*, *belt of giant strength* +4, *greatreach bracers*, *potion of fly*, *ring of protection* +1, *vest of resistance* +2

Abilities Str 38, Dex 14, Con 28, Int 8, Wis 12, Cha 8

SQ natural cunning

Feats Alertness (B), Awesome Blow (B), Blind-Fight, Combat Reflexes (B), Crushing Strike, Great Fortitude (B), Improved Bull Rush, Improved Critical (greathammer), Melee Weapon Mastery (bludgeoning), Power Attack, Shock Trooper, Weapon Focus (greathammer), Weapon Specialization (greathammer)

Skills Intimidate +8, Listen +11, Search +3, Spot +11, Survival +4

Possessions combat gear

Cone of Slime (Su) Once per day as a standard action, a voidmind greathorn minotaur can expel the psionically charged slime in its head in a 30-foot cone. This attack deals 17d6 points of acid damage. A successful Reflex save (DC 23) halves the damage. In addition, any creature that takes damage from the spray takes a -2 penalty on its Will saves and is stunned for 1d4+1 rounds (Fortitude save negates the stun; save DC same as above). The psionic slime replenishes itself automatically in 24 hours. The save DCs are Constitution-based.

Constrict (Ex) A voidmind greathorn minotaur gains the ability to constrict its victim with a successful grapple check. When it constricts, one of its tentacles deals 1d8+21 damage.

Earth Glide (Ex) A greathorn minotaur can glide through stone, dirt, or almost any other sort of earth except metal as easily as a fish swims through water. Its burrowing leaves behind no tunnel or hole, nor does it create any ripple of other signs of its presence.

Earth Warp (Su) As a swift action, a greathorn minotaur can cause the earth and rock around it to twist and warp in a 60-foot-radius emanation around it, doubling movement costs through that area. Natural stone, finished stone, and dirt surfaces are subject to this effect. The effect does not move with the minotaur; when the minotaur leave the area, the ground returns to normal. The minotaur ignores the movement penalties generated by its own or another greathorn's earth warp ability.

Improved Grab (Ex) To use this ability, a voidmind greathorn minotaur must hit a creature of its size category or smaller with its tentacle attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. A voidmind greathorn minotaur has a +4 racial bonus on grapple checks made with its tentacle. If the creature wins the grapple check, it establishes a hold and can constrict.

Mind Flyer Host (Su) Three mind flyers form a bond with any voidmind creature they create. A different mind flyer cannot bond itself to a voidmind creature after creation. The creature's masters are instantly aware if the creature takes any damage, wanders out of range of their control, or is the target of any magic. Also as a result of this bond, the masters can, as a standard action, see and hear through the eyes and ears of their bonded voidmind creature to a range of five miles. Maintaining this link requires a mind flyer to concentrate, but the mind flyer remains aware of its surroundings and can move normally. Finally, any one of the three masters can take control of the voidmind creature, at will, as the *dominate monster* spell (no save). While controlling the voidmind creature in this fashion, a mind flyer can manifest its own innate psionic abilities through the voidmind creature, as though the creature were manifesting the ability itself. Any of the mind flyer's psionic powers used in this fashion can target or affect creatures within range, line of sight, and line of effect of the voidmind creature. So, for example, a mind flyer can use *plane shift* to send the voidmind creature to another plane, or it could send itself to another plane. Likewise, the mind flyer could use *suggestion* on a target it sees through the voidmind creature's eyes.

Natural Cunning (Ex) Greathorn minotaurs have immunity to *maze* spells, never become lost, and can track enemies. They are never caught flat-footed.

Sentient Tentacle (Ex): A voidmind greathorn minotaur's tentacle attacks of its own accord. The creature can direct it to attack certain targets, but the psionic nature of the tentacle enables it to flex and move in combat without hindering the creature's other combat abilities. A voidmind greathorn minotaur that has successfully grappled a creature with its tentacle can attack another creature at no penalty, as long as that creature is within a distance equal to the tentacle's reach.

Skills Voidmind greathorn minotaurs have a +4 racial bonus on Bluff, Escape Artist, Intimidate, Listen, Search, and Spot checks.

Description Before you is a tall, thickset minotaur with short, slate-colored fur. Its horns extend nearly 5 feet from its head and it wields a massive hammer.

Sources Monster Manual III (Page 187), Monster Manual IV (Page 100)

Power-Up Suite: None.

ENCOUNTER 9

QUILAS

CR 16

Male ulitharid monk 4

LE Large aberration

Init +8; **Senses** darkvision 60 ft.; Listen +23, Spot +21

Languages Common, Abyssal, Draconic, Dwarven, Terran, Undercommon

AC 28, touch 18, flat-footed 24

(-1 size, +4 Dex, +4 armor, +6 class, +5 natural)

hp 144 (16 HD)

SR 31

Fort +17, **Ref** +16, **Will** +24 (+26 vs. enchantment)

Speed 40 ft. (8 squares)

Melee 2 long tentacles +17 (1d8+6) and 4 short tentacles +17 (1d8+6) or

unarmed strike +17/+12/+7 (2d6+6) and 2 long tentacles +15 (1d8+6) and 4 short tentacles +15 (1d8+6) or

unarmed strike +15/+15/+10/+5 (2d6+6) and 2 long tentacles +13 (1d8+6) and 4 short tentacles +13 (1d8+6)

Space 10 ft.; **Reach** 5 ft. (10 ft. with long tentacles)

Base Atk +12; **Grp** +26

Atk Options Extract, Improved Grab, Improved Grapple, Ki strike (magic), flurry of blows, *mind blast*, Psionics, unarmed strike

Combat Gear *cloak of charisma +4*, *vest of resistance +4*

Psionics (Spell-Like Abilities) (CL 16th):

At will—*charm monster* (DC 22), *detect thoughts* (DC 20), *dimension door*, *levitate*, *mage armor* (self only), *plane shift*, *suggestion* (DC 21)

1/day—*dominate monster* (DC 27), *mass suggestion* (DC 24)

Abilities Str 22, Dex 18, Con 20, Int 18, Wis 23, Cha 26

SQ evasion, slow fall (20 ft.), still mind, telepathy 200 ft.

Feats Ability Focus (*mind blast*), Combat Reflexes, Improved Grapple, Improved Initiative, Improved Natural Attack (tentacle), Improved Unarmed Strike (B), Multiattack, Quicken Spell-Like Ability (*dimension door*), Sun School

Skills Bluff +18, Concentration +20, Diplomacy +17, Hide +10, Intimidate +20, Knowledge (arcana) +14, Listen +23, Move Silently +15, Spot +21, Tumble +24

Possessions combat gear

Extract (Ex) An ulitharid that begins its turn with at least four tentacles attached and that makes a successful grapple check automatically extracts the opponent's brain, instantly killing that creature. This power is useless against constructs, elementals, oozes, plants, and undead. It is not instantly fatal to foes with multiple heads.

Improved Grab (Ex) To use this ability, an ulitharid must hit a Small, Medium, or Large creature with its tentacle attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple check, it establishes a hold and attaches the tentacle to the opponent's head. An ulitharid can grab a Huge or larger creature only if it can somehow reach the foe's head. If an ulitharid begins its turn with at least one tentacle attached, it can try to attach its remaining tentacles with a single grapple check. The opponent can escape with a single successful grapple check or an Escape Artist check, but the ulitharid gets a +2 circumstance bonus on the check for every tentacle that was attached at the beginning of the opponent's turn.

Mind Blast (Sp) An ulitharid can discharge a devastating psionic attack in the form of a cone 60 feet long. Anyone caught in this cone must succeed on a DC 26 Will save or be stunned for 3d4 rounds. The save DC is Charisma-based. This ability is the equivalent of a 4th level spell.

Description Sinister and regal, this towering humanoid-shaped being stands almost 9 feet tall. Its flesh is rubbery and mauve in color, glistening with slime. It wears ornate robes that sweep the ground. Its head is octopoidal in form, with four short tentacles and two long ones where its mouth should be. Its eyes are blank orbs of silver-white.

Sources Lords of Madness (Page 158)

Power-Up Suite: The following active spell is reflected in Quilas' stat block: *mage armor*.

CRAA'GHORAN THRALL

CR 15

Male voidmind craa'ghoran giant pious templar 4 of IIsensine

LE Huge aberration (augmented giant)

Init +2; **Senses** darkvision 60 ft., low-light vision, tremorsense 60 ft.; Listen +16, Spot +16

Languages Giant, Terran, Undercommon

AC 30, touch 10, flat-footed 28

(-2 size, +2 Dex, +20 natural)

hp 263 (19 HD); **DR** 5/-

Immune ability damage/drain, acid, energy drain, mind-affecting

SR 29

Fort +25, **Ref** +8, **Will** +11

Speed 40 ft. (8 squares); earth glide

Melee 2 claws +29 (3d8+15) and tentacle +29 (3d6+17)

Ranged rock +15 (2d8+15)

Space 15 ft.; **Reach** 15 ft. (20 ft. with tentacle)

Base Atk +15; **Grp** +38 (+42 with tentacle)

Atk Options Cleave, cone of slime (19d6; DC 29), constrict, improved grab, power attack, rend (4d8+22), sentient tentacle, smite (1/day)

Pious Templar Spells Prepared (CL 4th):

2nd—*shield other*, *strength of stone* (SpC)

1st—*divine sacrifice* (SpC), *protection from good*

SpC: Spell Compendium

Spell-Like Abilities (CL 19th):

3/day—*spike stones* (DC 11), *wall of stone*

Abilities Str 40, Dex 14, Con 31, Int 14, Wis 15, Cha 4
SQ mettle

Feats Alertness (B), Cleave, Combat Reflexes (B), Great Fortitude (B), Improved Natural Attack (claw), Improved Natural Attack (tentacle), Power Attack, Quicken Spell-Like Ability (*wall of stone*), True Believer, Weapon Focus (claw), Weapon Focus (tentacle)

Skills Concentration +24, Craft (stoneworking) +16, Jump +19, Knowledge (religion) +18, Listen +16, Spot +16

Cone of Slime (Su) Once per day as a standard action, a voidmind craa'ghoran giant can expel the psionically charged slime in its head in a 30-foot cone. This attack deals 19d6 points of acid damage. A successful Reflex save (DC 27) halves the damage. In addition, any creature that takes damage from the spray takes a –2 penalty on its Will saves and is stunned for 1d4+1 rounds (Fortitude save negates the stun; save DC same as above). The psionic slime replenishes itself automatically in 24 hours. The save DCs are Constitution-based.

Constrict (Ex) A voidmind craa'ghoran giant gains the ability to constrict its victim with a successful grapple check. When it constricts, one of its tentacles deals 3d6+24 damage.

Earth Glide (Ex) A craa'ghoran giant can glide through stone, dirt, or almost any other sort of earth except metal as easily as a fish swims through water. Its burrowing leaves behind no tunnel or hole, nor does it create any ripple of other signs of its presence.

Improved Grab (Ex) To use this ability, a voidmind craa'ghoran giant must hit a creature of its size category or smaller with its tentacle attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. A voidmind craa'ghoran giant has a +4 racial bonus on grapple checks made with its tentacle. If the creature wins the grapple check, it establishes a hold and can constrict.

Mind Flayer Host (Su) Three mind flayers form a bond with any voidmind creature they create. A different mind flayer cannot bond itself to a voidmind creature after creation. The creature's masters are instantly aware if the creature takes any damage, wanders out of range of their control, or is the target of any magic. Also as a result of this bond, the masters can, as a standard action, see and hear through the eyes and ears of their bonded voidmind creature to a range of five miles. Maintaining this link requires a mind flayer to concentrate, but the mind flayer remains aware of its surroundings and can move normally. Finally, any one of the three masters can take control of the voidmind creature, at will, as the *dominate monster* spell (no save). While controlling the voidmind creature in this fashion, a mind flayer can manifest its own innate psionic abilities through the voidmind creature, as though the creature were manifesting the ability itself. Any of the mind flayer's psionic powers used in this fashion can target or affect creatures within range, line of sight, and line of effect of the

voidmind creature. So, for example, a mind flayer can use *plane shift* to send the voidmind creature to another plane, or it could send itself to another plane. Likewise, the mind flayer could use *suggestion* on a target it sees through the voidmind creature's eyes.

Rend (Ex) If a craa'ghoran giant hits with both claw attacks, it latches onto its opponent's body and tears the flesh. This attack automatically deals an additional 4d8+22 points of damage.

Sentient Tentacle (Ex): A voidmind craa'ghoran giant's tentacle attacks of its own accord. The creature can direct it to attack certain targets, but the psionic nature of the tentacle enables it to flex and move in combat without hindering the creature's other combat abilities. A voidmind craa'ghoran giant that has successfully grappled a creature with its tentacle can attack another creature at no penalty, as long as that creature is within a distance equal to the tentacle's reach.

Skills Voidmind voidmind craa'ghoran giants have a +4 racial bonus on Bluff, Escape Artist, and Intimidate checks.

Description Twisted and deformed, this massive giant appears to have jagged stone formations growing from its body at odd angles. Its expression is wild and frenetic as it shambles forward.

Sources Monster Manual III (Page 187), Monster Manual IV (Page 60), Complete Divine (Page 50)

Power-Up Suite: None.

ZERN ARCANOVORE

CR 9

Advanced zern arcanovore (elite array)

LE Medium aberration

Init +7; **Senses** *arcane sight*, see *invisibility*; Listen +1, Spot +1

Languages understands Common

AC 19, touch 14, flat-footed 15; Dodge, Mobility (+4 Dex, +5 natural)

Miss Chance 20% (weapon repulsion)

hp 173 (15 HD)

SR 28

Fort +11, **Ref** +9, **Will** +10

Speed 30 ft. (6 squares)

Melee 2 claws +12 (1d6+1)

Space 5 ft.; **Reach** 5 ft.

Base Atk +11; **Grp** +12

Special Actions antimagic field 3/day

Spell-Like Abilities (CL 12th):

At will—*arcane sight*, *greater dispel magic*, see *invisibility*

Abilities Str 13, Dex 18, Con 22, Int 6, Wis 12, Cha 4

Feats Combat Casting, Dodge, Elusive Target, Improved Initiative, Improved Toughness, Mobility

Skills Concentration +14 (+18 casting defensively), Listen +1, Spellcraft +4, Spot +1

Weapon Repulsion (Su) A zern arcanovore constantly exudes a field of telekinetic energy that imposes a 20% miss chance on all attacks against it. This ability does not function while the zern arcanovore's antimagic field is active.

Antimagic Field (Su) As the *antimagic field* spell; 3/day; CL 15th. This field emanates from the creature, has a 20-foot radius and lasts until the beginning of the arcanovore's next turn.

Description A bulbous head with pulsing blood-red veins is perched atop a mottled body with bony protrusions extending from its back. A small beak protrudes from the front of its seemingly eyeless head. Long, birdlike legs ending in wicked talons emerge from the base of its crouching body.

Sources Monster Manual IV (Page 197)

Power-Up Suite: The following active spells are reflected in the zern arcanovore's stat block: *arcane sight*, *see invisibility*.

ENCOUNTER 14

ENFORCER OF LOLTH

CR 12

When Raging

Male Lolth-touched draegloth barbarian 2/fighter 4

CE Large outsider (native)

Init +4; **Senses** darkvision 60 ft.; Listen +13, Spot +14

Languages Abyssal, Undercommon

AC 25, touch 12, flat-footed 22

(-1 size, +3 Dex, +7 armor, +2 deflection, +6 natural, -2 rage)

hp 174 (+14 temporary) (12 HD)

Immune fear, poison, sleep

Resist acid 10, cold 10, electricity 10, fire 10

Fort +30, **Ref** +18, **Will** +17 (+19 against enchantments)

Speed 30 ft. in +1 *breastplate* (6 squares), base movement 40 ft.

Melee +1 *berserker large adamantine greatsword* +28/+23/+18 (3d6+26/17-20 plus 1d8) and bite +21 (1d8+9)

Space 10 ft.; **Reach** 10 ft.

Base Atk +12; **Grp** +30

Atk Options Blind-Fight, Power Attack

Special Actions rage (1/day)

Combat Gear +1 *berserker large adamantine greatsword*, +2 *large breastplate*, *amulet of natural armor* +1, *ring of protection* +2, *steadfast boots*, *vest of resistance* +3

Spell-Like Abilities (CL 12th):

4/day—*darkness*

1/day—*dancing lights*, *desecrate*, *faerie fire*, *unholy blight* (DC 13)

Abilities Str 38, Dex 18, Con 30, Int 12, Wis 12, Cha 8

SQ fast movement, fearless, uncanny dodge

Feats Constant Guardian, Blind-Fight, Dutiful Guardian, Improved Critical (greatsword), Melee Weapon Master (slashing), Power Attack, Weapon Focus (greatsword), Weapon Specialization (greatsword)

Skills Concentration +19, Hide +13, Intimidate +9, Jump +23, Knowledge (religion) +10, Listen +13, Move Silently +17, Search +10, Spellcraft +10, Spot +14, Survival +1 (+3 following tracks)

Possessions combat gear

Skills A Lolth-touched draegloth gains a +4 racial bonus on Hide and Move Silently checks

Description This massive, vaguely humanoid creature has the black skin of a drow and a mane of white hair. It has a bestial face with an elongated, toothy muzzle.

Sources Drow of the Underdark (Page 110), Monster Manual IV (Page 93)

Power-Up Suite: The following active spells are reflected in the enforcer of Lolth's stat block: *air walk*, *heroes feast*, *mass conviction*.

PRIESTESS OF LOLTH

CR 16

Female drow cleric 15

CE medium humanoid (elf)

Init +7; **Senses** darkvision 120 ft.; Listen +9, Spot +9

Languages Common, Elven, Drow Sign Language, Undercommon

AC 29, touch 13, flat-footed 26

(+3 Dex, +11 armor, +5 shield)

hp 128 (+14 temporary) (15 HD)

Immune fear, poison, sleep

SR 26

Fort +19, **Ref** +15, **Will** +22 (+24 vs. spells)

Weakness light blindness

Speed 30 ft. in +1 *mithral fullplate* (4 squares), base movement 40 ft.

Space 5 ft.; **Reach** 5 ft.

Base Atk +11; **Grp** +12

Special Actions rebuke undead 4/day

Combat Gear +1 *death ward mithral fullplate*, +1 *heavy steel shield*, *boots of striding and springing*, *periapt of wisdom* +6, *pink rhomboid ioun stone*, *ring of entropic deflection*, *vest of resistance* +3

Cleric Spells Prepared (CL 15th):

8th—*brilliant aura*, ~~*mind blank*~~ (D)

7th—~~*blasphemy*~~, ~~*heroes feast*~~, *repulsion*, *blasphemy* (D)

6th—~~*antilife shell*~~, *cometfall*, *heal*, ~~*energy immunity*~~, *mislead* (D)

5th—*flame strike* (2), *righteous wrath of the faithful*, ~~*stalwart pact*~~ (SpC), *true seeing*, *dispel good* (D)

4th—~~*air walk*~~ (2), ~~*freedom of movement*~~, *recitation* (SpC), *revenge* (SpC), *unholy blight* (D)

3rd—*cure serious wounds*, *invisibility purge*, *prayer*, ~~*magic vestment*~~ (2), ~~*mass conviction*~~ (SpC), *wind wall*, *magic circle against good* (D)

2nd—*bear's endurance*, *death knell*, *remove paralysis*, *silence* (3), *sound burst*, *invisibility* (D)

1st—*cure light wounds*, *obscuring mist*, *resurgence* (2) (SpC), *sanctuary*, *shield of faith*, *protection from good* (D)

0—*cure minor wounds* (4), *detect magic*, *detect poison*

SpC: Spell Compendium

D: Domain spell. Deity: Lolth. Domains: Evil, Trickery

Spell-Like Abilities (CL 15th):

1st—*dancing lights*, *darkness*, *faerie fire*

Abilities Str 13, Dex 16, Con 14, Int 10, Wis 24, Cha 12

Feats Divine Intercession, Improved Initiative, Improved Toughness, Sudden Empower, Sudden Extend, Sudden Maximize

Skills Concentration +20, Knowledge (religion) +18

Possessions combat gear plus holy symbol of Lolth

Sources Drow of the Underdark (Page 110), Monster Manual IV (Page 93)

Power-Up Suite: The following active spells are reflected in the priestess of Lolth's stat block: *mind blank*, *energy immunity*, *heroes feast*, *antilife shell*, *stalwart pact*, *freedom of movement*, *mass conviction*, *magic vestment* (2).

ENCOUNTER 15

STORM EYE

CR 18

Shadow beholder hive mother blackguard 2

LE Huge aberration (extraplanar)

Init +8; **Senses** darkvision 60 ft., low-light vision; Listen +28, Spot +32

Aura aura of evil

Languages Beholder, Common, Draconic, Drow, Dwarven, Elven, Undercommon

AC 41, touch 12, flat-footed 37

(-2 size, +4 Dex, +4 armor, +25 natural)

Miss Chance 50% (shadow blend)

hp 306 (22 HD); fast healing 2

Resist cold 15

Fort +30, **Ref** +22, **Will** +27

Speed 5 ft. (1 square); fly 30 ft. (good)

Melee bite +24 melee (2d6+13/x2)

Ranged eye rays +19 ranged touch (special/x2)

Space 15 ft.; **Reach** 10 ft.

Base Atk +17; **Grp** +34

Atk Options Disjunction Ray, Eye Rays, Focused Antimagic, Improved Grab, Swallow Hole

Special Actions Command Beholder, Detect Good

Combat Gear *amulet of fortune prevailing*, *belt of magnificence* +2, *bracers of armor* +4, *goggles of foefinding*, *lens of ray doubling*, *ring of freedom of movement*

Spell-Like Abilities (CL varies):

1/day—*mirror image* (CL 5th), *plane shift* (CL 15th)

Abilities Str 28, Dex 19, Con 28, Int 23, Wis 16, Cha 31

SQ All-Around Vision, Antimagic Cone, Dark Blessing, Darkvision 60 ft., Evasion, Flight, Poison Use, Shadow Blend

Feats Alertness (B), Cleave, Disjunction Ray, Focused Antimagic, Improved Initiative, Improved Natural Attack (bite), Improved Sunder, Improved Toughness, Power Attack

Skills Concentration +23, Hide +19, Intimidate +32, Knowledge (arcana) +30, Knowledge (planes) +30, Listen +28, Search +32, Spot +32, Survival +3 (+5 following tracks)

Possessions combat gear

All-Around Vision (Ex) Beholderkin are exceptionally alert and circumspect. Their many eyes give them a +4 on Search and Spot checks, and they can't be flanked.

Antimagic Cone (Su) A hive mother's central eye continually produces a 240-foot cone of antimagic. This functions just like *antimagic field* (caster level 22nd). All magical and supernatural powers and effects within the cone are suppressed — even the hive mother's own eye rays. Once each round, during its turn, the hive mother decides whether the antimagic cone is active or not (the hive mother deactivates the cone by shutting its central eye).

Command Beholder (Sp) A hive mother can use *dominate monster* at will as a spell-like ability (caster level 22nd), but only against beholders and beholderkin. A beholder can resist this effect with a successful DC 30 Will saving throw. This is the equivalent of a 9th-level spell. Hive mothers are immune to the command beholder ability of other hive mothers. If a hive mother loses control of a dominated beholder (as is the case if a dominated beholder is in the antimagic cone of another beholder), the hive mother immediately senses the loss of control, and knows the position and distance to the beholder at the time control was lost. If control does not return within a few rounds, the hive mother seeks out the rogue beholder to investigate and possibly punish it.

Eye Rays (Su) Each of a hive mother's ten small eyes can produce a magical ray once per round as a free action. Hive mothers can rotate and adjust their position with much greater speed and skill than normal beholders, and they can aim up to six eye rays at targets in any given 90-degree arc. Each eye's effect resembles a spell (caster level 22nd). Each ray has a range of 240 feet and a save DC of 30. The save DCs are Charisma-based. The ten eye rays include:

Charm Monster: The target must succeed on a Will save or be affected as though by the spell.

Charm Person: The target must succeed on a Will save or be affected as though by the spell.

Disintegrate: The target must succeed on a Fortitude save or be affected as though by the spell.

Fear: This works like the spell, except that it targets one creature. The target must succeed on a Will save or be affected as though by the spell.

Finger of Death: The target must succeed on a Fortitude save or be slain as though by the spell. The target takes 3d6+20 points of damage if its saving throw succeeds.

Flesh to Stone: The target must succeed on a Fortitude save or be affected as though by the spell.

Inflict Critical Wounds: This works like the spell, causing 4d8+20 points of damage (Will save for half).

Sleep: This works like the spell, except that it affects one creature with any number of Hit Dice (Will negates).

Slow: This works like the spell, except that it affects one creature (Will negates).

Telekinesis: A hive mother can move objects or creatures that weigh up to 375 pounds, as though with a *telekinesis spell*. Creatures can resist the effect with a successful Will save.

Flight (Ex) A hive mother's body is naturally buoyant. This buoyancy allows it to fly at a speed of 20 feet.

This buoyancy also grants it a permanent *feather fall* effect (as the spell) with personal range.

Improved Grab (Ex) To use this ability, a hive mother must hit with its bite attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple check, it establishes a hold.

Shadow Blend (Su) In any conditions other than full daylight, a shadow creature can disappear into the shadows, giving it total concealment. Artificial illumination, even a *light* or *continual flame* spell, does not negate this ability, but a *daylight* spell will.

Swallow Whole (Ex) A hive mother can try to swallow a grabbed opponent that is at least two size categories smaller than itself by making a successful grapple check. Once swallowed, the opponent takes 2d8+9 points of crushing damage plus 2d8 points of acid damage per round from the hive mother's gizzard. A swallowed creature can cut its way out by using a light slashing or piercing weapon to deal 15 points of damage to the gizzard (Armor Class 20). Once the creature exits, muscular action closes the hole; another swallowed opponent must cut its own way out. A Huge hive mother's gizzard can hold 1 Medium, 2 Small, 8 Tiny, or 32 Diminutive or smaller opponents.

Skills Shadow creatures can a +6 bonus on Move Silently checks.

Description This massive sphere-shaped monstrosity is covered with spiny, razor-sharp plates of chitin and bone. The creature has a cavernous maw filled with rows of swordlike teeth. A single huge eye protrudes from above the mouth, and above this eye ten smaller eyes, each recessed in a bony hood, are scattered across the upper surface of the sphere in a radial pattern.

Sources Lords of Madness (Page 135, Page 168)

Power-Up Suite: None.

APPENDIX 4 – APL 16

ENCOUNTER 5

ZERN LEADER

CR 16

Male zern transmuter 12

NE medium monstrous humanoid (zern)

Init +9; **Senses** Listen +17, Spot +17

Languages Common, Draconic, Dwarven, Elven, Undercommon, Zern

AC 34, touch 17, flat-footed 29

(+5 Dex, +4 class, +6 armor, +2 deflection, +7 natural)

hp 179 (+47 temporary) (20 HD); **DR** 5/piecing; heavy fortification

Immune critical hits, poison, paralysis, stunning

Resist fire 20

SR 30

Fort +15, **Ref** +20, **Will** +20; adaptive defenses

Speed base movement 40 ft.

Melee warping energy +16 (10d6+10)

Ranged warping energy +19 (10d6+10)

Space 5 ft.; **Reach** 5 ft.

Base Atk +14; **Grp** +16

Atk Options Heighten Spell

Combat Gear *amulet of natural armor* +1, *circlet of rapid casting and intellect* +6, *gloves of dexterity* +2, *lesser metamagic rod of silent spell*, *mantle of second chances*, *ring of enduring arcana*, *ring of protection* +2, *runestaff of entrapment*, *scroll of ruby ray of reversal* (2), *vest of resistance* +4

Wizard Spells Prepared (CL 16th):

6th—~~greater dispel magic~~, *heightened flesh to stone* (2)*, *repulsion*, *ruby ray of reversal*

5th—~~heart of fire (CM)~~, *greater blink* (SpC), *heightened baleful polymorph**, *mass fly* (SpC), ~~overland flight~~, *wall of force*

4th—*dimension door*, *greater invisibility*, ~~heart of earth (CM)~~, *heightened slow* (2), *solid fog*

3rd—~~anticipate teleportation (SpC)~~, ~~greater mage armor (SpC)~~, *fly*, ~~greater magic weapon~~ (2), *haste*, ~~heart of water (CM)~~

2nd—*bear's endurance*, *earthbind* (SpC), ~~false life~~, *glitterdust* (2), ~~heart of air (CM)~~, *scorching ray*, *see invisibility*

1st—*benign transposition* (SpC) (2), *grease*, *protection from good*, *shield*, *ray of enfeeblement* (2), *targeting ray* (SpC)

0—*detect magic* (2), *mage hand*, *read magic*

SpC: Spell Compendium; **CM:** Complete Mage

* = spell prepared via Metamagic School Focus

Spell-Like Abilities (CL 20th):

At will—*reduce person* (DC 15)

1/day—*baleful polymorph* (DC 19), *gaseous form*

Abilities Str 14, Dex 21, Con 20, Int 30, Wis 14, Cha 10

SQ shifting guise, summon familiar (weasel), transmutation affinity

Feats Greater Spell Focus (transmutation), Heighten Spell, Improved Initiative, Improved Toughness,

Metamagic School Focus (transmutation), Practiced Spellcaster (wizard), Spell Focus (transmutation)

Skills Balance +12, Craft (flesh sculpting) +22, Concentration +28, Escape Artist +16, Heal +13, Jump +14, Knowledge (arcana) +32, Listen +17, Spellcraft +34, Spot +17, Tumble +15

Possessions combat gear plus spell components

Spellbook spells prepared

Adaptive Defenses (Ex) A zern's ever-changing physiology allows it to shrug off effects that attack its endurance or disrupt its bodily functions. It is immune to all spells and effects that require a Fortitude save unless the effect also works on objects or is harmless. A zern can choose to allow an effect that requires a Fortitude save to affect it.

Warping Energy (Su) A zern can produce energy that rends and tears at its opponents flesh. As a standard action, a zern can use this ability to make a melee or ranged attack that deals 1d6 points of damage per 2 HD plus the zern's Intelligence modifier. The ranged version of this attack can reach to 120 feet and has no range increment.

Malleable Form (Ex) A zern can rapidly alter its metabolism, internal structures, organs, and other bodily systems to cope with a variety of environments and situations. As a swift action, a zern can gain one of the following benefits. Each benefit has an unlimited duration. Generally, a zern remains in one form, and then slips into another one as the situation dictates. When a zern uses a swift action to gain one of these forms, it loses the benefits of the form it previously held.

Adrenal Surge: The zern's upper body muscles bulge and grow with enhanced power. It gains a +2 bonus on attack rolls and a +4 bonus on damage rolls, including use its warping energy ability.

Boneless Form: The zern's body seems to melt into a puddle of goo as its bones liquefy. It gains a +8 bonus on Escape Artist checks, which increases to +16 on checks made to squeeze through a tight area.

Impervious Hide: The zern's skin shifts into plates of armor. It gains a +4 bonus to AC and DR 5/piercing.

Size Shift: The zern can shift to Large or Small size. A Large zern gains a +2 bonus to Strength, and its space and reach increase to 10 feet; one that shifts to Small takes a -2 Strength penalty. The zern gains the standard size bonuses or penalties on attacks, Hide checks and so forth.

Speed Burst: The zern's legs lengthen and its lower body muscles bulge and grow. Its base speed increases by 30 feet.

Shifting Guise (Su) As the *alter self* spell; at will; caster level 20th. A zern can choose to shift into a different monstrous humanoid form or any humanoid form.

Transmutation Affinity (Ex) The save DCs of any transmutation spells or spell-like abilities used by a zern increase by 4.

Description A tall, lanky humanoid watches you warily. Its body is covered in ropy muscles, and it has short tentacles where hair should be.

Sources Monster Manual IV (Page 195)

Power-Up Suite: The Zern leader currently has the *Impervious Hide* aspect of its Malleable Form ability active which is reflected in its stat block. The following active spells are also reflected in its stat block: *anticipate teleportation*, *false life*, *greater mage armor*, *heart of air*, *heart of fire*, *hearth of earth*, *heart of water*, *overland flight*.

ZERN SLAYER

CR 16

Male zern fighter 4/order of the bow initiate 2/occult slayer 4

NE medium monstrous humanoid (zern)

Init +11; **Senses** darkvision 30 ft.; Listen +13, Spot +13

Languages Common, Draconic, Undercommon, Zern

AC 30, touch 17, flat-footed 24
(+6 Dex, +7 armor, +1 deflection, +6 natural)

hp 182 (16 HD)

Immune mind-affecting, poison, paralysis, stunning

SR 28

Fort +15 (+17 vs. spells), **Ref** +21 (+23 vs. spells), **Will** +19 (+21 vs. spells); adaptive defenses; magical defense +2

Speed 30 ft. in +1 *mithral shirt* (6 squares), base movement 30 ft.

Melee warping energy +27 (9d6+6) or

Melee masterwork longspear +27/+22/+17/+12 (1d8+13/x3)

Ranged warping energy +27 (9d6+6) or

Ranged +4 *magebane merciful composite longbow* (+7 str) +35/+35/+30/+25/+20 (1d8+20/x3 plus 1d6 subdual plus weapon bond)

Space 5 ft.; **Reach** 5 ft.

Base Atk +18; **Grp** +25

Atk Options close combat shot, Improved Precise Shot, Improved Rapid Shot, malleable form, Manyshot, Point Blank Shot, ranged precision +1d8, vicious strike, warping energy

Combat Gear +1 *magebane merciful composite longbow*, +3 *mithral shirt*, *gloves of dexterity* +2, *goggles of the ebon hunter*, *pale blue ioun stone*, *ring of protection* +1, *vest of resistance* +3, masterwork longspear

Spell-Like Abilities (CL 18th):

At will—*reduce person* (DC 14)

1/day—*baateful polymorph* (DC 18), *gaseous form*

Abilities Str 24, Dex 24, Con 20, Int 14, Wis 14, Cha 8

SQ auravision, mind over magic 2/day, nondetection cloak, shifting guise, transmutation affinity, weapon bond

Feats Improved Initiative, Improved Precise Shot, Improved Rapid Shot, Manyshot, Point Blank Shot, Precise Shot, Ranged Weapon Mastery (piercing), Rapid Shot, Weapon Focus (composite longbow), Weapon Specialization (composite longbow)

Skills Craft (bowmaking) +7, Craft (flesh sculpting) +8, Escape Artist +18, Knowledge (arcana) +6,

Knowledge (religion) +4, Listen +13, Sense Motive +4, Spellcraft +12, Spot +13, Tumble +14

Possessions combat gear

Adaptive Defenses (Ex) A zern's ever-changing physiology allows it to shrug off effects that attack its endurance or disrupt its bodily functions. It is immune to all spells and effects that require a Fortitude save unless the effect also works on objects or is harmless. A zern can choose to allow an effect that requires a Fortitude save to affect it.

Warping Energy (Su) A zern can produce energy that rends and tears at its opponents flesh. As a standard action, a zern can use this ability to make a melee or ranged attack that deals 1d6 points of damage per 2 HD plus the zern's Intelligence modifier. The ranged version of this attack can reach to 120 feet and has no range increment.

Malleable Form (Ex) A zern can rapidly alter its metabolism, internal structures, organs, and other bodily systems to cope with a variety of environments and situations. As a swift action, a zern can gain one of the following benefits. Each benefit has an unlimited duration. Generally, a zern remains in one form, and then slips into another one as the situation dictates. When a zern uses a swift action to gain one of these forms, it loses the benefits of the form it previously held.

Adrenal Surge: The zern's upper body muscles bulge and grow with enhanced power. It gains a +2 bonus on attack rolls and a +4 bonus on damage rolls, including use its warping energy ability.

Boneless Form: The zern's body seems to melt into a puddle of goo as its bones liquefy. It gains a +8 bonus on Escape Artist checks, which increases to +16 on checks made to squeeze through a tight area.

Impervious Hide: The zern's skin shifts into plates of armor. It gains a +4 bonus to AC and DR 5/piercing.

Size Shift: The zern can shift to Large or Small size. A Large zern gains a +2 bonus to Strength, and its space and reach increase to 10 feet; one that shifts to Small takes a -2 Strength penalty. The zern gains the standard size bonuses or penalties on attacks, Hide checks and so forth.

Speed Burst: The zern's legs lengthen and its lower body muscles bulge and grow. Its base speed increases by 30 feet.

Shifting Guise (Su) As the *alter self* spell; at will; caster level 18th. A zern can choose to shift into a different monstrous humanoid form or any humanoid form.

Transmutation Affinity (Ex) The save DCs of any transmutation spells or spell-like abilities used by a zern increase by 4.

Description A tall, lanky humanoid watches you warily. Its body is covered in ropy muscles, and it has short tentacles where hair should be.

Sources Monster Manual IV (Page 195)

Power-Up Suite: The Zern slayer currently has the *Adrenal Surge* aspect of its Malleable Form ability active which is reflected in its stat block. The following active spells are also reflected in its stat block: *greater magic weapon*.

ENCOUNTER 6

GREATHORN THRALL

CR 16

Male voidmind greathorn minotaur fighter 8

LE Large aberration (augmented monstrous humanoid)

Init +2; **Senses** darkvision 60 ft., scent, tremorsense 120 ft.; Listen +11, Spot +11

Languages Common

AC 36, touch 12, flat-footed 35

(-1 size, +1 Dex, +12 armor, +2 deflection, +12 natural)

hp 254 (19 HD); **DR** 5/-

Immune ability damage/drain, acid, energy drain, mind-affecting

SR 29

Fort +23, **Ref** +13, **Will** +12

Speed 20 ft. in +4 *large fullplate* (4 squares), base movement 30 ft.; earth glide

Melee +2 *psychokinetic large greathammer* +38/+33/+28/+23 (3d6+27/19-20/x4 plus 1d4 force) and tentacle +34 (1d8+16) and gore +27 (1d8+8)

Space 10 ft.; **Reach** 10 ft. (15 ft. with tentacle)

Base Atk +19; **Grp** +37 (+41 with tentacle)

Atk Options Awesome Blow, Blind-Fight, cone of slime (19d6; DC 23), constrict, improved grab, sentient tentacle, Power Attack

Special Actions earth warp

Combat Gear +2 *psychokinetic large greathammer*, +4 *large fullplate*, *amulet of health* +2, *anklet of translocation*, *belt of giant strength* +4, *greatreach bracers*, *potion of fly*, *ring of protection* +2, *vest of resistance* +3

Abilities Str 38, Dex 14, Con 28, Int 8, Wis 12, Cha 8

SQ natural cunning

Feats Alertness (B), Awesome Blow (B), Blind-Fight, Combat Reflexes (B), Crushing Strike, Great Fortitude (B), Greater Weapon Focus (greathammer), Improved Bull Rush, Improved Critical (greathammer), Improved Natural Armor, Melee Weapon Mastery (bludgeoning), Power Attack, Shock Trooper, Weapon Focus (greathammer), Weapon Specialization (greathammer)

Skills Intimidate +10, Listen +11, Search +3, Spot +11, Survival +4

Possessions combat gear

Cone of Slime (Su) Once per day as a standard action, a voidmind greathorn minotaur can expel the psionically charged slime in its head in a 30-foot cone. This attack deals 19d6 points of acid damage. A successful Reflex save (DC 23) halves the damage. In addition, any creature that takes damage from the spray takes a -2 penalty on its Will saves and is stunned for 1d4+1 rounds (Fortitude save negates the stun; save DC same as above). The psionic slime replenishes itself automatically in 24 hours. The save DCs are Constitution-based.

Constrict (Ex) A voidmind greathorn minotaur gains the ability to constrict its victim with a successful grapple check. When it constricts, one of its tentacles deals 1d8+21 damage.

Earth Glide (Ex) A greathorn minotaur can glide through stone, dirt, or almost any other sort of earth except metal as easily as a fish swims through water. Its burrowing leaves behind no tunnel or hole, nor does it create any ripple of other signs of its presence.

Earth Warp (Su) As a swift action, a greathorn minotaur can cause the earth and rock around it to twist and warp in a 60-foot-radius emanation around it, doubling movement costs through that area. Natural stone, finished stone, and dirt surfaces are subject to this effect. The effect does not move with the minotaur; when the minotaur leaves the area, the ground returns to normal. The minotaur ignores the movement penalties generated by its own or another greathorn's earth warp ability.

Improved Grab (Ex) To use this ability, a voidmind greathorn minotaur must hit a creature of its size category or smaller with its tentacle attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. A voidmind greathorn minotaur has a +4 racial bonus on grapple checks made with its tentacle. If the creature wins the grapple check, it establishes a hold and can constrict.

Mind Flayer Host (Su) Three mind flayers form a bond with any voidmind creature they create. A different mind flayer cannot bond itself to a voidmind creature after creation. The creature's masters are instantly aware if the creature takes any damage, wanders out of range of their control, or is the target of any magic. Also as a result of this bond, the masters can, as a standard action, see and hear through the eyes and ears of their bonded voidmind creature to a range of five miles. Maintaining this link requires a mind flayer to concentrate, but the mind flayer remains aware of its surroundings and can move normally. Finally, any one of the three masters can take control of the voidmind creature, at will, as the *dominate monster* spell (no save). While controlling the voidmind creature in this fashion, a mind flayer can manifest its own innate psionic abilities through the voidmind creature, as though the creature were manifesting the ability itself. Any of the mind flayer's psionic powers used in this fashion can target or affect creatures within range, line of sight, and line of effect of the voidmind creature. So, for example, a mind flayer can use *plane shift* to send the voidmind creature to another plane, or it could send itself to another plane. Likewise, the mind flayer could use *suggestion* on a target it sees through the voidmind creature's eyes.

Natural Cunning (Ex) Greathorn minotaurs have immunity to *maze* spells, never become lost, and can track enemies. They are never caught flat-footed.

Sentient Tentacle (Ex): A voidmind greathorn minotaur's tentacle attacks of its own accord. The creature can direct it to attack certain targets, but the psionic nature of the tentacle enables it to flex and move in combat without hindering the creature's other combat abilities. A voidmind greathorn minotaur that has successfully grappled a creature with its tentacle can attack another creature at no penalty, as long as

that creature is within a distance equal to the tentacle's reach.

Skills Voidmind greathorn minotaurs have a +4 racial bonus on Bluff, Escape Artist, Intimidate, Listen, Search, and Spot checks.

Description Before you is a tall, thickset minotaur with short, slate-colored fur. Its horns extend nearly 5 feet from its head and it wields a massive hammer.

Sources Monster Manual III (Page 187), Monster Manual IV (Page 100)

Power-Up Suite: None.

ENCOUNTER 9

QUILAS

CR 18

Male ulitharid monk 6

LE Large aberration

Init +8; **Senses** darkvision 60 ft.; Listen +27, Spot +27

Languages Common, Abyssal, Draconic, Dwarven, Terran, Undercommon

AC 29, touch 18, flat-footed 25

(-1 size, +4 Dex, +4 armor, +7 class, +5 natural)

hp 162 (18 HD)

Immune disease

SR 33

Fort +18, **Ref** +17, **Will** +25 (+27 vs. enchantment)

Speed 50 ft. (10 squares)

Melee 2 long tentacles +19 (1d8+7) and 4 short tentacles +19 (1d8+7) or

unarmed strike +19/+14/+9 (2d6+7) and 2 long tentacles +16 (1d8+7) and 4 short tentacles +16 (1d8+7) or

unarmed strike +18/+18/+13/+8 (2d6+7) and 2 long tentacles +16 (1d8+7) and 4 short tentacles +16 (1d8+7)

Space 10 ft.; **Reach** 5 ft. (10 ft. with long tentacles)

Base Atk +13; **Grp** +28

Atk Options Extract, Improved Grab, Improved Grapple, Improved Trip, Ki strike (magic), flurry of blows, *mind blast*, Psionics, Stunning Fist (9/day; DC 25), unarmed strike

Special Actions wholeness of body

Combat Gear *cloak of charisma +4*, *vest of resistance +4*

Psionics (Spell-Like Abilities) (CL 18th):

At will—*charm monster* (DC 23), *detect thoughts* (DC 21), *dimension door*, *levitate*, *mage armor* (self only), *plane shift*, *suggestion* (DC 22)

1/day—*dominate monster* (DC 28), *mass suggestion* (DC 25)

Abilities Str 24, Dex 18, Con 20, Int 18, Wis 23, Cha 28

SQ evasion, purity of body, slow fall (30 ft.), still mind, telepathy 200 ft.

Feats Ability Focus (*mind blast*), Combat Reflexes, Improved Grapple, Improved Initiative, Improved Natural Attack (tentacle), Improved Unarmed Strike (B), Multiattack, Quicken Spell-Like Ability (*dimension door*), Stunning Fist, Sun School

Skills Bluff +19, Concentration +20, Diplomacy +18, Hide +10, Intimidate +20, Knowledge (arcana) +14, Listen +27, Move Silently +15, Spot +27, Tumble +30

Possessions combat gear

Extract (Ex) An ulitharid that begins its turn with at least four tentacles attached and that makes a successful grapple check automatically extracts the opponent's brain, instantly killing that creature. This power is useless against constructs, elementals, oozes, plants, and undead. It is not instantly fatal to foes with multiple heads.

Improved Grab (Ex) To use this ability, an ulitharid must hit a Small, Medium, or Large creature with its tentacle attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple check, it establishes a hold and attaches the tentacle to the opponent's head. An ulitharid can grab a Huge or larger creature only if it can somehow reach the foe's head. If an ulitharid begins its turn with at least one tentacle attached, it can try to attach its remaining tentacles with a single grapple check. The opponent can escape with a single successful grapple check or an Escape Artist check, but the ulitharid gets a +2 circumstance bonus on the check for every tentacle that was attached at the beginning of the opponent's turn.

Mind Blast (Sp) An ulitharid can discharge a devastating psionic attack in the form of a cone 60 feet long. Anyone caught in this cone must succeed on a DC 27 Will save or be stunned for 3d4 rounds. The save DC is Charisma-based. This ability is the equivalent of a 4th level spell.

Description Sinister and regal, this towering humanoid-shaped being stands almost 9 feet tall. Its flesh is rubbery and mauve in color, glistening with slime. It wears ornate robes that sweep the ground. Its head is octopoidal in form, with four short tentacles and two long ones where its mouth should be. Its eyes are blank orbs of silver-white.

Sources Lords of Madness (Page 158)

Power-Up Suite: The following active spell is reflected in Quilas' stat block: *mage armor*.

CRAA'GHORAN THRALL

CR 17

Male voidmind craa'ghoran giant pious templar 6 of IIsensine

LE Huge aberration (augmented giant)

Init +2; **Senses** darkvision 60 ft., low-light vision, tremorsense 60 ft.; Listen +18, Spot +18

Languages Giant, Terran, Undercommon

AC 30, touch 10, flat-footed 28

(-2 size, +2 Dex, +20 natural)

hp 308 (21 HD); **DR** 5/-

Immune ability damage/drain, acid, energy drain, mind-affecting

SR 31

Fort +27, **Ref** +9, **Will** +12

Speed 40 ft. (8 squares); earth glide

Melee 2 claws +31 (3d8+15) and tentacle +31 (3d6+17)

Ranged rock +17 (2d8+15)

Space 15 ft.; **Reach** 15 ft. (20 ft. with tentacle)

Base Atk +17; **Grp** +40 (+44 with tentacle)

Atk Options Awesome Blow, Cleave, cone of slime (20d6; DC 28), constrict, improved grab, power attack, rend (4d8+22), sentient tentacle, smite (2/day)

Pious Templar Spells Prepared (CL 6th):

3rd—*righteous fury* (SpC)

2nd—*shield other, strength of stone* (SpC)

1st—*divine sacrifice* (SpC), *protection from good*

SpC: Spell Compendium

Spell-Like Abilities (CL 21st):

3/day—*spike stones* (DC 11), *wall of stone*

Abilities Str 40, Dex 14, Con 32, Int 14, Wis 15, Cha 4
SQ mettle

Feats Alertness (B), Awesome Blow, Cleave, Combat Reflexes (B), Great Fortitude (B), Improved Natural Attack (claw), Improved Natural Attack (tentacle), Power Attack, Quicken Spell-Like Ability (*wall of stone*), True Believer, Weapon Focus (claw), Weapon Focus (tentacle)

Skills Concentration +25, Craft (stoneworking) +16, Jump +19, Knowledge (religion) +18, Listen +18, Spot +18

Cone of Slime (Su) Once per day as a standard action, a voidmind craa'ghoran giant can expel the psionically charged slime in its head in a 30-foot cone. This attack deals 20d6 points of acid damage. A successful Reflex save (DC 28) halves the damage. In addition, any creature that takes damage from the spray takes a –2 penalty on its Will saves and is stunned for 1d4+1 rounds (Fortitude save negates the stun; save DC same as above). The psionic slime replenishes itself automatically in 24 hours. The save DCs are Constitution-based.

Constrict (Ex) A voidmind craa'ghoran giant gains the ability to constrict its victim with a successful grapple check. When it constricts, one of its tentacles deals 3d6+24 damage.

Earth Glide (Ex) A craa'ghoran giant can glide through stone, dirt, or almost any other sort of earth except metal as easily as a fish swims through water. Its burrowing leaves behind no tunnel or hole, nor does it create any ripple of other signs of its presence.

Improved Grab (Ex) To use this ability, a voidmind craa'ghoran giant must hit a creature of its size category or smaller with its tentacle attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. A voidmind craa'ghoran giant has a +4 racial bonus on grapple checks made with its tentacle. If the creature wins the grapple check, it establishes a hold and can constrict.

Mind Flayer Host (Su) Three mind flayers form a bond with any voidmind creature they create. A different mind flayer cannot bond itself to a voidmind creature after creation. The creature's masters are instantly aware if the creature takes any damage, wanders out of range of their control, or is the target of any magic. Also as a result of this bond, the masters can, as a standard action, see and hear through the eyes and ears of their bonded voidmind creature to a range of five miles. Maintaining this link requires a mind flayer to concentrate, but the mind flayer remains aware of its surroundings and can move normally. Finally, any

one of the three masters can take control of the voidmind creature, at will, as the *dominate monster* spell (no save). While controlling the voidmind creature in this fashion, a mind flayer can manifest its own innate psionic abilities through the voidmind creature, as though the creature were manifesting the ability itself. Any of the mind flayer's psionic powers used in this fashion can target or affect creatures within range, line of sight, and line of effect of the voidmind creature. So, for example, a mind flayer can use *plane shift* to send the voidmind creature to another plane, or it could send itself to another plane. Likewise, the mind flayer could use *suggestion* on a target it sees through the voidmind creature's eyes.

Rend (Ex) If a craa'ghoran giant hits with both claw attacks, it latches onto its opponent's body and tears the flesh. This attack automatically deals an additional 4d8+22 points of damage.

Sentient Tentacle (Ex): A voidmind craa'ghoran giant's tentacle attacks of its own accord. The creature can direct it to attack certain targets, but the psionic nature of the tentacle enables it to flex and move in combat without hindering the creature's other combat abilities. A voidmind craa'ghoran giant that has successfully grappled a creature with its tentacle can attack another creature at no penalty, as long as that creature is within a distance equal to the tentacle's reach.

Skills Voidmind voidmind craa'ghoran giants have a +4 racial bonus on Bluff, Escape Artist, and Intimidate checks.

Description Twisted and deformed, this massive giant appears to have jagged stone formations growing from its body at odd angles. Its expression is wild and frenetic as it shambles forward.

Sources Monster Manual III (Page 187), Monster Manual IV (Page 60), Complete Divine (Page 50)

Power-Up Suite: None.

ENCOUNTER 14

ENFORCER OF LOLTH

CR 14

When Raging

Male Lolth-touched draegloth barbarian 2/fighter 6

CE Large outsider (native)

Init +4; **Senses** darkvision 60 ft.; Listen +13, Spot +14

Languages Abyssal, Undercommon

AC 25, touch 12, flat-footed 22

(–1 size, +3 Dex, +7 armor, +2 deflection, +6 natural, –2 rage)

hp 204 (+15 temporary) (14 HD)

Immune fear, poison, sleep

Resist acid 10, cold 10, electricity 10, fire 10

Fort +31, **Ref** +19, **Will** +18 (+20 against enchantments)

Speed 30 ft. in +1 *breastplate* (6 squares), base movement 40 ft.

Melee +1 *berserker flaming large adamantite greatsword* +34/+29/+24 (3d6+29/17-20 plus 1d8 plus 1d6 fire) and bite +27 (1d8+10)

Space 10 ft.; **Reach** 10 ft.

Base Atk +14; **Grp** +34
Atk Options Blind-Fight, Power Attack
Special Actions rage (1/day)
Combat Gear +1 berserker flaming large adamantite greatsword, +2 large breastplate, amulet of natural armor +1, belt of giant strength +4, ring of protection +2, steadfast boots, vest of resistance +3
Spell-Like Abilities (CL 14th):
4/day—darkness
1/day—dancing lights, desecrate, faerie fire, unholy blight (DC 13)

Abilities Str 42, Dex 18, Con 30, Int 12, Wis 12, Cha 8
SQ fast movement, fearless, uncanny dodge
Feats Constant Guardian, Blind-Fight, Dutiful Guardian, Improved Critical (greatsword), Melee Weapon Master (slashing), Power Attack, Staggering Critical, Weapon Focus (greatsword), Weapon Specialization (greatsword)
Skills Concentration +19, Hide +13, Intimidate +15, Jump +25, Knowledge (religion) +10, Listen +13, Move Silently +17, Search +10, Spellcraft +10, Spot +14, Survival +1 (+3 following tracks)

Possessions combat gear
Skills A Lolth-touched draegloth gains a +4 racial bonus on Hide and Move Silently checks

Description This massive, vaguely humanoid creature has the black skin of a drow and a mane of white hair. It has a bestial face with an elongated, toothy muzzle.

Sources Drow of the Underdark (Page 110), Monster Manual IV (Page 93)

Power-Up Suite: The following active spells are reflected in the enforcer of Lolth's stat block: *heroes feast*, *air walk*, *mass conviction*.

PRIESTESS OF LOLTH

CR 18

Female drow cleric 17
CE medium humanoid (elf)
Init +7; **Senses** darkvision 120 ft.; Listen +9, Spot +9
Languages Common, Elven, Drow Sign Language, Undercommon

AC 31, touch 13, flat-footed 26 (+3 Dex, +12 armor, +6 shield)
hp 143 (+15 temporary) (15 HD)
Immune fear, poison, sleep
SR 28
Fort +19, **Ref** +15, **Will** +23 (+25 vs. spells)
Weakness light blindness

Speed 30 ft. in +1 mithral fullplate (4 squares), base movement 40 ft.
Space 5 ft.; **Reach** 5 ft.
Base Atk +13; **Grp** +14
Special Actions rebuke undead 4/day
Combat Gear +1 death ward mithral fullplate, +1 heavy steel shield, boots of striding and springing, lesser metamagic rod of quicken, periapt of wisdom +6, pink rhomboid ioun stone, ring of entropic deflection, ring of greater counterspells (greater dispel magic), vest of resistance +3

Cleric Spells Prepared (CL 17th):
9th—energy drain, time stop (D)

8th—brilliant aura, ~~death pact~~, ~~mind blank~~ (D)
7th—blasphemy (2), ~~heroes feast~~, repulsion, blasphemy (D)
6th—~~antilife shell~~, cometfall, greater dispel magic, heal, energy immunity, mislead (D)
5th—flame strike (2), righteous wrath of the faithful, ~~stalwart pact~~ (SpC), true seeing, dispel good (D)
4th—~~air walk~~ (2), ~~freedom of movement~~, recitation (SpC), revenance (SpC) (2), unholy blight (D)
3rd—cure serious wounds, invisibility purge, prayer, ~~magic vestment~~ (2), ~~mass conviction~~ (SpC), wind wall, magic circle against good (D)
2nd—bear's endurance, death knell, remove paralysis, silence (3), sound burst, invisibility (D)
1st—cure light wounds, obscuring mist, resurgence (2) (SpC), sanctuary, shield of faith, protection from good (D)
0—cure minor wounds (4), detect magic, detect poison

SpC: Spell Compendium
D: Domain spell. Deity: Lolth. Domains: Evil, Trickery
Spell-Like Abilities (CL 17th):
1st—dancing lights, darkness, faerie fire

Abilities Str 14, Dex 16, Con 12, Int 10, Wis 24, Cha 12
Feats Divine Intercession, Improved Initiative, Improved Toughness, Sudden Empower, Sudden Extend, Sudden Maximize

Skills Concentration +21, Knowledge (religion) +20
Possessions combat gear plus holy symbol of Lolth

Sources Drow of the Underdark (Page 110), Monster Manual IV (Page 93)

Power-Up Suite: The following active spells are reflected in the priestess of Lolth's stat block: *mind blank*, *death pact*, *energy immunity* (fire), *heroes feast*, *antilife shell*, *stalwart pact*, *freedom of movement*, *mass conviction*, *magic vestment* (2).

ENCOUNTER 15

STORM EYE

CR 20

Advanced shadow beholder hive mother blackguard 2
LE Huge aberration (extraplanar)
Init +10; **Senses** darkvision 60 ft., low-light vision; Listen +37, Spot +41
Aura aura of evil
Languages Beholder, Common, Draconic, Drow, Dwarven, Elven, Undercommon

AC 48, touch 17, flat-footed 42 (-2 size, +6 Dex, +5 armor, +3 deflection, +25 natural)
Miss Chance 50% (shadow blend)
hp 408 (30 HD); fast healing 2
Resist cold 15
Fort +36, **Ref** +29, **Will** +34

Speed 5 ft. (1 square); fly 30 ft. (good)
Melee bite +31 melee (2d6+15/x2)
Ranged eye rays +27 ranged touch (special/x2)
Space 15 ft.; **Reach** 10 ft.
Base Atk +23; **Grp** +41
Atk Options Disjunction Ray, Eye Rays, Focused Antimagic, Improved Grab, Swallow Hole

Special Actions Command Beholder, Detect Good

Combat Gear *amulet of fortune prevailing, belt of magnificence +4, bracers of armor +5, goggles of foefinding, lens of ray doubling, ring of freedom of movement, ring of protection +3*

Spell-Like Abilities (CL varies):

1/day—*mirror image* (CL 5th), *plane shift* (CL 15th)

Abilities Str 30, Dex 22, Con 30, Int 24, Wis 18, Cha 34

SQ All-Around Vision, Antimagic Cone, Dark Blessing, Darkvision 60 ft., Evasion, Flight, Poison Use, Shadow Blend

Feats Agile Tyrant, Alertness (B), Cleave, Disjunction Ray, Focused Antimagic, Great Cleave, Improved Initiative, Improved Natural Attack (bite), Improved Sunder, Improved Toughness, Power Attack, Tomb-Tainted Soul

Skills Concentration +24, Hide +29, Intimidate +35, Knowledge (arcana) +32, Knowledge (planes) +32, Listen +37, Search +42, Spot +41, Survival +4 (+6 following tracks), Tumble +14

Possessions combat gear

All-Around Vision (Ex) Beholderkin are exceptionally alert and circumspect. Their many eyes give them a +4 on Search and Spot checks, and they can't be flanked.

Antimagic Cone (Su) A hive mother's central eye continually produces a 240-foot cone of antimagic. This functions just like *antimagic field* (caster level 30th). All magical and supernatural powers and effects within the cone are suppressed — even the hive mother's own eye rays. Once each round, during its turn, the hive mother decides whether the antimagic cone is active or not (the hive mother deactivates the cone by shutting its central eye).

Command Beholder (Sp) A hive mother can use *dominate monster* at will as a spell-like ability (caster level 30th), but only against beholders and beholderkin. A beholder can resist this effect with a successful DC 36 Will saving throw. This is the equivalent of a 9th-level spell. Hive mothers are immune to the command beholder ability of other hive mothers. If a hive mother loses control of a dominated beholder (as is the case if a dominated beholder is in the antimagic cone of another beholder), the hive mother immediately senses the loss of control, and knows the position and distance to the beholder at the time control was lost. If control does not return within a few rounds, the hive mother seeks out the rogue beholder to investigate and possibly punish it.

Eye Rays (Su) Each of a hive mother's ten small eyes can produce a magical ray once per round as a free action. Hive mothers can rotate and adjust their position with much greater speed and skill than normal beholders, and they can aim up to seven eye rays at targets in any given 90-degree arc. Each eye's effect resembles a spell (caster level 30th). Each ray has a range of 240 feet and a save DC of 36. The save DCs are Charisma-based. The ten eye rays include:

Charm Monster: The target must succeed on a Will save or be affected as though by the spell.

Charm Person: The target must succeed on a Will save or be affected as though by the spell.

Disintegrate: The target must succeed on a Fortitude save or be affected as though by the spell.

Fear: This works like the spell, except that it targets one creature. The target must succeed on a Will save or be affected as though by the spell.

Finger of Death: The target must succeed on a Fortitude save or be slain as though by the spell. The target takes 3d6+20 points of damage if its saving throw succeeds.

Flesh to Stone: The target must succeed on a Fortitude save or be affected as though by the spell.

Inflict Critical Wounds: This works like the spell, causing 4d8+20 points of damage (Will save for half).

Sleep: This works like the spell, except that it affects one creature with any number of Hit Dice (Will negates).

Slow: This works like the spell, except that it affects one creature (Will negates).

Telekinesis: A hive mother can move objects or creatures that weigh up to 375 pounds, as though with a *telekinesis spell*. Creatures can resist the effect with a successful Will save.

Flight (Ex) A shadow hive mother's body is naturally buoyant. This buoyancy allows it to fly at a speed of 30 feet. This buoyancy also grants it a permanent *feather fall* effect (as the spell) with personal range.

Improved Grab (Ex) To use this ability, a hive mother must hit with its bite attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple check, it establishes a hold.

Shadow Blend (Su) In any conditions other than full daylight, a shadow creature can disappear into the shadows, giving it total concealment. Artificial illumination, even a *light* or *continual flame* spell, does not negate this ability, but a *daylight* spell will.

Swallow Whole (Ex) A hive mother can try to swallow a grabbed opponent that is at least two size categories smaller than itself by making a successful grapple check. Once swallowed, the opponent takes 2d8+10 points of crushing damage plus 2d8 points of acid damage per round from the hive mother's gizzard. A swallowed creature can cut its way out by using a light slashing or piercing weapon to deal 15 points of damage to the gizzard (Armor Class 20). Once the creature exits, muscular action closes the hole; another swallowed opponent must cut its own way out. A Huge hive mother's gizzard can hold 1 Medium, 2 Small, 8 Tiny, or 32 Diminutive or smaller opponents.

Skills Shadow creatures can a +6 bonus on Move Silently checks.

Description This massive sphere-shaped monstrosity is covered with spiny, razor-sharp plates of chitin and bone. The creature has a cavernous maw filled with rows of swordlike teeth. A single huge eye protrudes from above the mouth, and above this eye ten smaller eyes, each recessed in a bony hood, are scattered across the upper surface of the sphere in a radial pattern.

Sources Lords of Madness (Page 135, Page 168)

Power-Up Suite: None.

APPENDIX 5 – ALL APLS

DUERGAR SERGEANT

CR 5

Male duergar fighter 4
LE medium humanoid (dwarf)
Init +1; **Senses** Darkvision 120 ft., Listen +5, Spot +5
Languages Common, Dwarven, Undercommon

AC 22, touch 11, flat-footed 21
(+1 Dex, +9 armor, +2 shield)
hp 39 (4 HD)
Immune paralysis, phantasms, poison
Fort +7 (+2 against spells), **Ref** +2 (+2 against spells),
Will +4 (+2 against spells)
Weakness light sensitivity

Speed 20 ft. in full plate (4 squares), base movement 20 ft.
Melee +1 *warhammer* +9 (1d8+6/x3)
Ranged masterwork light crossbow +6 (1d8/19-20)
Space 5 ft.; **Reach** 5 ft.
Base Atk +4; **Grp** +7
Atk Options Blind-Fight, Power Attack
Combat Gear +1 *warhammer*, +1 *full-plate*, dagger, masterwork heavy steel shield, masterwork light crossbow, 10 bolts
Spell-Like Abilities (CL 8th):
1/day—enlarge person, invisibility

Abilities Str 16, Dex 13, Con 16, Int 10, Wis 12, Cha 4
Feats Blind-Fight, Iron Will, Power Attack, Weapon Focus (warhammer), Weapon Specialization (warhammer)
Skills Jump -4, Listen +5, Spot +5

Skills Duergar have a +4 racial bonus on Move Silently checks and a +1 racial bonus on Listen and Spot checks.

Power-Up Suite: When enlarged, a duergar has +2 Str, -2 Dex, and -1 to hit and AC due to Large size. An enlarged duergar has a reach of 10 feet.

MAJORDOMO DRECK

CR 12

Male voidmind duergar fighter 10
LE medium aberration (augmented)
Init +3; **Senses** Darkvision 120 ft., Listen +9, Spot +9
Languages Common, Dwarven, Undercommon

AC 31, touch 12, flat-footed 30
(+1 Dex, +10 armor, +4 shield, +1 deflection, +5 natural)
hp 123 (10 HD); DR 5/magic
SR 20
Immune ability damage/drain, acid, energy drain, mind-affecting, paralysis, phantasms, poison
Fort +15 (+2 against spells), **Ref** +9 (+2 against spells),
Will +6 (+2 against spells)
Weakness light sensitivity

Speed 20 ft. in full plate (4 squares), base movement 20 ft.
Melee +1 *bane (humans) adamantite warhammer* +21/+16 (1d8+11/19-20x3) and tentacle +18 (1d6+8)
Ranged masterwork light crossbow +14 (1d8/19-20)

Space 5 ft.; **Reach** 5 ft.

Base Atk +10; **Grp** +16

Atk Options Blind-Fight, Cone of Slime (10d6; DC 20), Constrict, Improved Grab, Sentient Tentacle, Power Attack

Combat Gear +1 *bane (humans) warhammer*, +2 *full-plate of silent moves*, +2 *heavy steel shield*, *amulet of natural armor* +1, *cloak of resistance* +1, *gauntlets of ogre power*, *ring of protection* +1, dagger, masterwork light crossbow, 10 bolts

Spell-Like Abilities (CL 20th):

1/day—enlarge person, invisibility

Abilities Str 22, Dex 16, Con 20, Int 14, Wis 10, Cha 2

SQ DR 5/magic, Mind Flayer Host, SR 20

Feats Alertness, Blind-Fight, Combat Reflexes, Great Fortitude, Greater Weapon Focus (warhammer), Improved Critical (warhammer), Improved Toughness, Iron Will, Lightning Reflexes, Melee Weapon Mastery (bludgeoning), Power Attack, Weapon Focus (warhammer), Weapon Specialization (warhammer)

Skills Balance +3, Jump +1, Listen +9, Move Silently +13, Spot +9

Cone of Slime (Su) Once per day as a standard action, a voidmind duergar can expel the psionically charged slime in its head in a 30-foot cone. This attack deals 10d6 points of acid damage. A successful Reflex save (DC 20) halves the damage. In addition, any creature that takes damage from the spray takes a -2 penalty on its Will saves and is stunned for 1d4+1 rounds (Fortitude save negates the stun; save DC same as above). The psionic slime replenishes itself automatically in 24 hours. The save DCs are Constitution-based.

Constrict (Ex) A voidmind creature gains the ability to constrict its victim with a successful grapple check. When it constricts, one of its tentacles deals 1d6+11 damage.

Improved Grab (Ex) To use this ability, a voidmind creature must hit a creature of its size category or smaller with its tentacle attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. A voidmind creature has a +4 racial bonus on grapple checks made with its tentacle. If the creature wins the grapple check, it establishes a hold and can constrict.

Sentient Tentacle (Ex) A voidmind duergar's tentacle attacks of its own accord. The creature can direct it to attack certain targets, but the psionic nature of the tentacle enables it to flex and move in combat without hindering the creature's other combat abilities. A voidmind duergar that has successfully grappled a creature with its tentacle can attack another creature at no penalty, as long as that creature is within a distance equal to the tentacle's reach.

Mind Flayer Host (Su) Three mind flayers form a bond with any voidmind duergar they create. A different mind flayer cannot bond itself to a voidmind duergar

after creation. The duergar's masters are instantly aware if the duergar takes any damage, wanders out of range of their control, or is the target of any magic. Also as a result of this bond, the masters can, as a standard action, see and hear through the eyes and ears of their bonded voidmind duergar to a range of five miles. Maintaining this link requires a mind flayer to concentrate, but the mind flayer remains aware of its surroundings and can move normally. Finally, any one of the three masters can take control of the voidmind duergar, at will, as the *dominate monster* spell (no save). While controlling the voidmind duergar in this fashion, a mind flayer can manifest its own innate psionic abilities through the voidmind duergar, as though the duergar were manifesting the ability itself. Any of the mind flayer's psionic powers used in this fashion can target or affect duergars within range, line of sight, and line of effect of the voidmind duergar. So, for example, a mind flayer can use *plane shift* to send the voidmind duergar to another plane, or it could send itself to another plane. Likewise, the mind flayer could use *suggestion* on a target it sees through the voidmind duergar's eyes.

Skills Voidmind duergar have a +4 racial bonus on Bluff, Escape Artist, Intimidate, and Move Silently checks and a +1 racial bonus on Listen and Spot checks.

Power-Up Suite: When enlarged, a voidmind duergar has +2 Str, -2 Dex, and -1 to hit and AC due to Large size. An enlarged duergar has a reach of 10 feet.

DUERGAR HOUSE GUARD CR 11

Male duergar fighter 10
LE medium humanoid (dwarf)
Init +2; **Senses** Darkvision 120 ft., Listen +8, Spot +8
Languages Common, Dwarven, Undercommon

AC 27, touch 12, flat-footed 26
(+1 Dex, +10 armor, +4 shield, +1 deflection, +1 natural)
hp 108 (10 HD)
Immune paralysis, phantasms, poison
Fort +11 (+2 against spells), **Ref** +8 (+2 against spells), **Will** +7 (+2 against spells)
Weakness light sensitivity

Speed 20 ft. in full plate (4 squares), base movement 20 ft.
Melee +2 *vicious warhammer* +20/+15 (1d8+10/19-20x3 plus 2d6 energy)
Ranged masterwork light crossbow +13 (1d8/19-20)
Space 5 ft.; **Reach** 5 ft.
Base Atk +10; **Grp** +14
Atk Options Blind-Fight, Power Attack
Combat Gear +2 *vicious warhammer*, +2 *full-plate, cloak of resistance* +2, +2 *heavy steel shield*, *amulet of natural armor* +1, *gauntlets of ogre power*, *potion of fly*, *ring of protection* +1, dagger, masterwork light crossbow, 10 bolts
Spell-Like Abilities (CL 20th):
1/day—*enlarge person*, *invisibility*

Abilities Str 18, Dex 14, Con 16, Int 10, Wis 12, Cha 4

Feats Blind-Fight, Greater Weapon Focus (warhammer), Improved Critical (warhammer), Improved Toughness, Iron Will, Lightning Reflexes, Melee Weapon Mastery (bludgeoning), Power Attack, Weapon Focus (warhammer), Weapon Specialization (warhammer)

Skills Jump -3, Listen +8, Spot +8

Possessions combat gear

Skills Duergar have a +4 racial bonus on Move Silently checks and a +1 racial bonus on Listen and Spot checks.

Power-Up Suite: When enlarged, a Duergar has +2 Str, -2 Dex, and -1 to hit and AC due to Large size. An enlarged duergar has a reach of 10 feet.

OGRE GUARD THRALL CR 6

N Large giant
Init -1; **Senses** darkvision 60 ft., low-light vision; Listen -2, Spot -2
Languages -

AC 20, touch 8, flat-footed 20
(-1 size, -1 Dex, +7 armor, +5 natural)
hp 37 (4 HD); fast healing 5
Immune mind-affecting, stunning
Fort +8, **Ref** +0, **Will** +1

Speed 30 ft. in half-plate (6 squares), base movement 40 ft.
Melee masterwork greataxe +10 (3d6+10)
Space 10 ft.; **Reach** 10 ft.
Base Atk +3; **Grp** +14
Special Actions echo mind blast
Combat Gear half-plate, masterwork greataxe

Abilities Str 25, Dex 8, Con 19, Int -, Wis 6, Cha 1
SQ guard mind flayer
Feats Toughness (B)
Skills Listen -2, Spot -2
Possessions combat gear

Echo Mind Blast (Su) Being mindless, ogre guard thralls are unaffected by *mind blast*. When a mind flayer catches an ogre guard thrall in the area of a *mind blast*, as a free action, it can choose to emit a second, weaker *mind blast* through the guard thrall. This secondary *mind blast* is a 60-foot cone that stuns those caught in its area for 1d4 rounds; a successful DC 16 Will save negates the stunning effect. An ogre guard thrall can echo only one *mind blast* per round. If a mind flayer catches multiple ogre guard thralls in its mind blast, it must choose one to use this ability. The save DC is Constitution-based.

Guard Mind Flayer (Ex) As long as an ogre guard thrall is not flat-footed or immobilized, it automatically protects any mind flayers within reach, granting each a +2 bonus to AC. If a mind flayer commands it to do so (a free action), a guard thrall can use the aid another action to grant that mind flayer an additional +2 bonus to AC on the next melee attack against it.

Description An ogre wielding a greataxe lumbers towards you, its gaze unfocused and its face slack. As it nears, you see four circular depressions in its forehead, each like a scarred-over hole.

Power-Up Suite: None.

ELDER BRAIN

CR 25

LE Large aberration

Init +5; **Senses** blindsight 240 ft.; telepathic awareness 350 ft.; Listen +38, Spot +36

Languages all languages

AC 38, touch 10, flat-footed 37

(-1 size, +1 Dex, +4 armor, +4 shield, +20 natural)

hp 481 (26 HD); regeneration 10; **DR** 15/adamantine

Resist cold 10, fire 10; **SR** 34

Fort +24, **Ref** +11, **Will** +24

Speed 10 ft. (2 squares), fly 30 ft. (good) (6 squares), swim 30 ft. (6 squares)

Melee 4 tendrils +19 (1d6+1 plus extract)

Space 10 ft.; **Reach** 10 ft.

Base Atk +19; **Grp** +24

Atk Options extract, Heighten Spell, improved grab, *mind blast*, psionics, spells

Special Actions bud brain golem

Sorcerer Spells Known (CL 20th):

9th (6/day)—*meteor swarm, prismatic sphere, wail of the banshee*

8th (7/day)—*antipathy, screen, wall of greater dispel magic (SpC)*

7th (7/day)—*limited wish, prismatic spray, radiant assault (SpC)*

6th (7/day)—*freezing fog (SpC), greater dispel magic, repulsion*

5th (7/day)—*cone of cold, greater fireburst (SpC), sending, telekinesis*

4th (8/day)—*scrying, dimensional anchor, Evard's black tentacles, scrying*

3rd (8/day)—*clairaudience/clairvoyance, dispel magic, displacement, nondetection*

2nd (8/day)—*locate object, obscure object, resist energy, scorching ray, touch of idiocy*

1st (6/day)—*comprehend languages, mage armor, ray of enfeeblement, shield, true strike*

0 (6/day)—*acid splash, daze, detect magic, detect poison, flare, mage hand, ray of frost, read magic, touch of fatigue*

Psionics (CL 20th):

At will—*astral projection, charm monster (DC 22), detect thoughts (DC 20), dominate monster (DC 27), mass suggestion (DC 24), planeshift*

Abilities Str 13, Dex 13, Con 38, Int 28, Wis 25, Cha 26

Feats Alertness, Great Fortitude, Heighten Spell, Improved Initiative, Iron Will, Lightning Reflexes, Maximize Spell, Quicken Spell-Like Ability (charm monster), Quicken Spell-Like Ability (mass suggestion)

Skills Bluff +37, Concentration +43, Diplomacy +41, Disguise +8 (+10 acting in character), Intimidate +41, Knowledge (arcana) +38, Knowledge (history) +38, Knowledge (the planes) +38, Listen +38, Sense Motive +36, Spellcraft +42, Spot +36, Survival +7 (+9 on other planes)

Bud Brain Golem (Ex) Once per day, an elder brain can bud a portion of its flesh, forming a golemlike creature composed of fused and hardened brains. An elder brain can never have more than three active brain golems at a time.

Extract (Ex) An elder brain that begins its turn with a tendril attached to an opponent and makes a successful grapple check automatically extracts the opponent's brain, instantly killing that creature. This power is useless against constructs, elementals, oozes, plants, and undead. Extraction is not instantly fatal to foes with multiple heads.

Improved Grab (Ex) To use this ability, an elder brain must hit a Small to Gargantuan creature with its tendril attack. If it gets a hold, it sinks the tendril into the opponent's head and can try to extract in the next round. The opponent can escape with a single successful grapple check or Escape Artist check, but the elder brain gets a +2 circumstance bonus for the deep attachment, and the opponent takes 1d6 points of damage from ripping the tendril free.

Mind Blast (Sp) This psionic attack is a cone 60 feet long. Anyone caught in this cone must succeed on a DC 31 Will save or be stunned for 3d4 rounds. An elder brain can use this ability once every 1d4 rounds. The save DC is Charisma based. This ability is the equivalent of a 4th level spell.

Regeneration (Ex) An elder brain takes normal damage from sonic- and acid-based attacks.

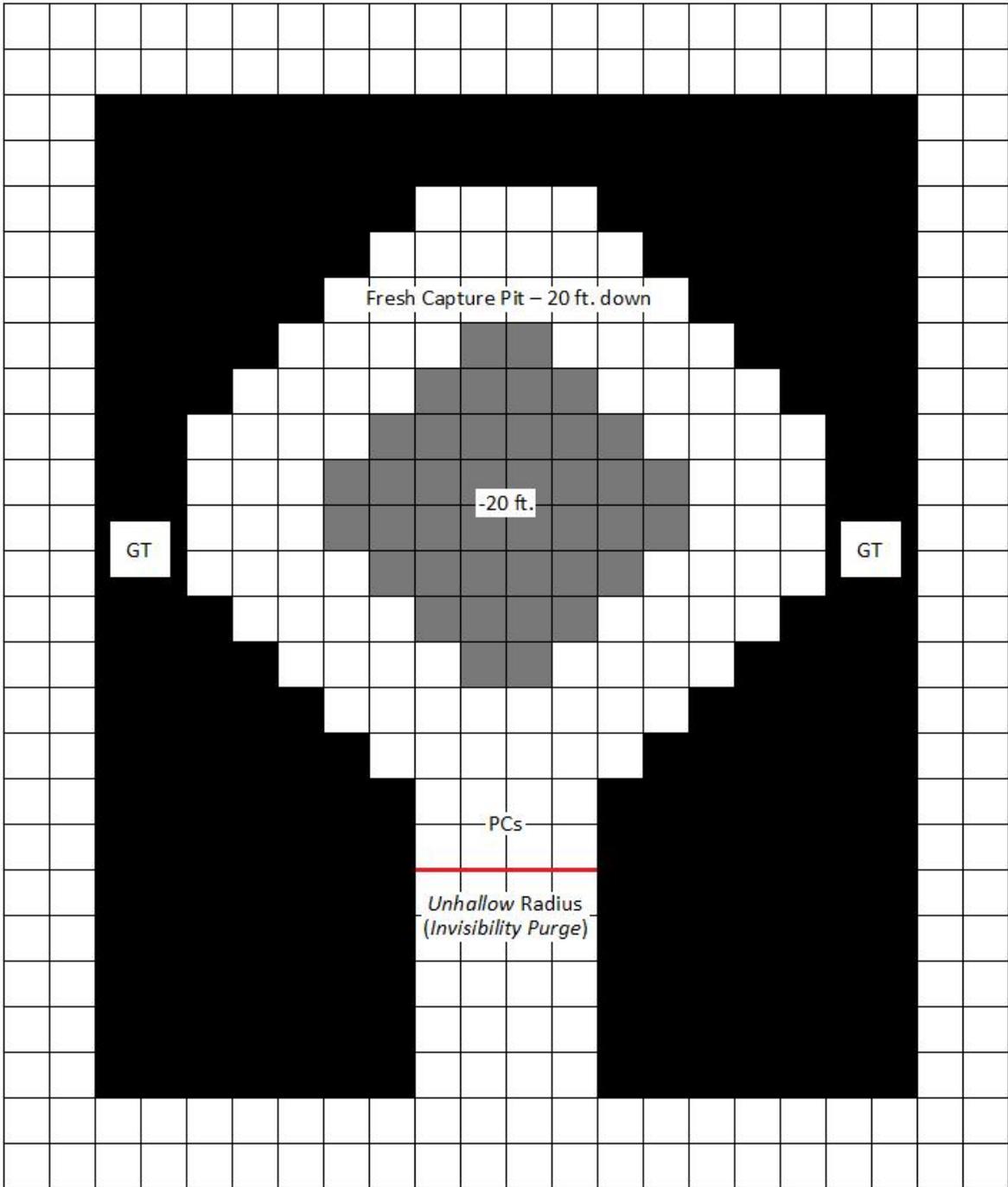
Telepathic Awareness (Su) Within a radius of 350 feet, the elder brain detects all creatures whose minds are not shielded with an effect such as mind blank, even through solid rock. Within this same range, it can communicate with any creature that has a language.

Description Here lies a great, fibrous mass of fused brain tissue, covered in writhing tendrils. It pulsates and glows like an ember, releasing visible flares of psychic power.

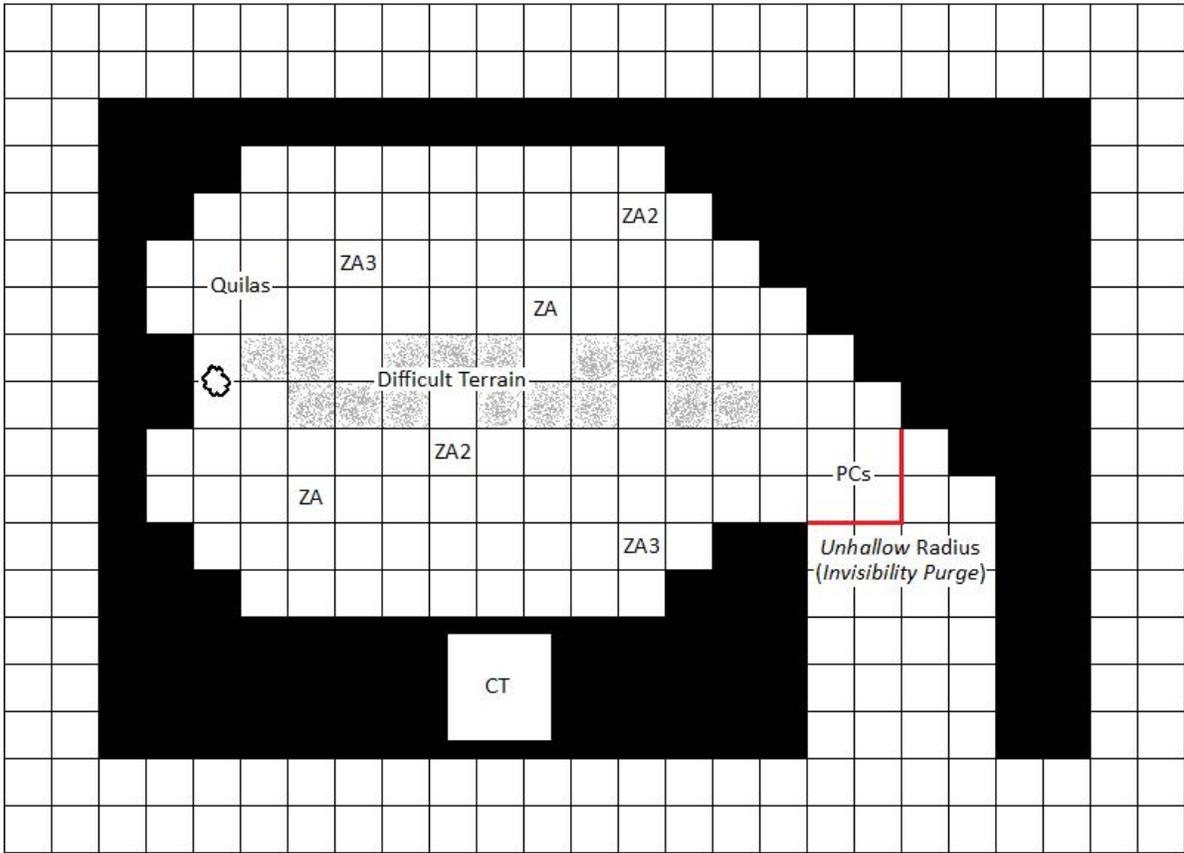
Sources Lords of Madness (Page 144)

Power-Up Suite: The following active spells are reflected in the elder brain's stat block: *mage armor, shield*.

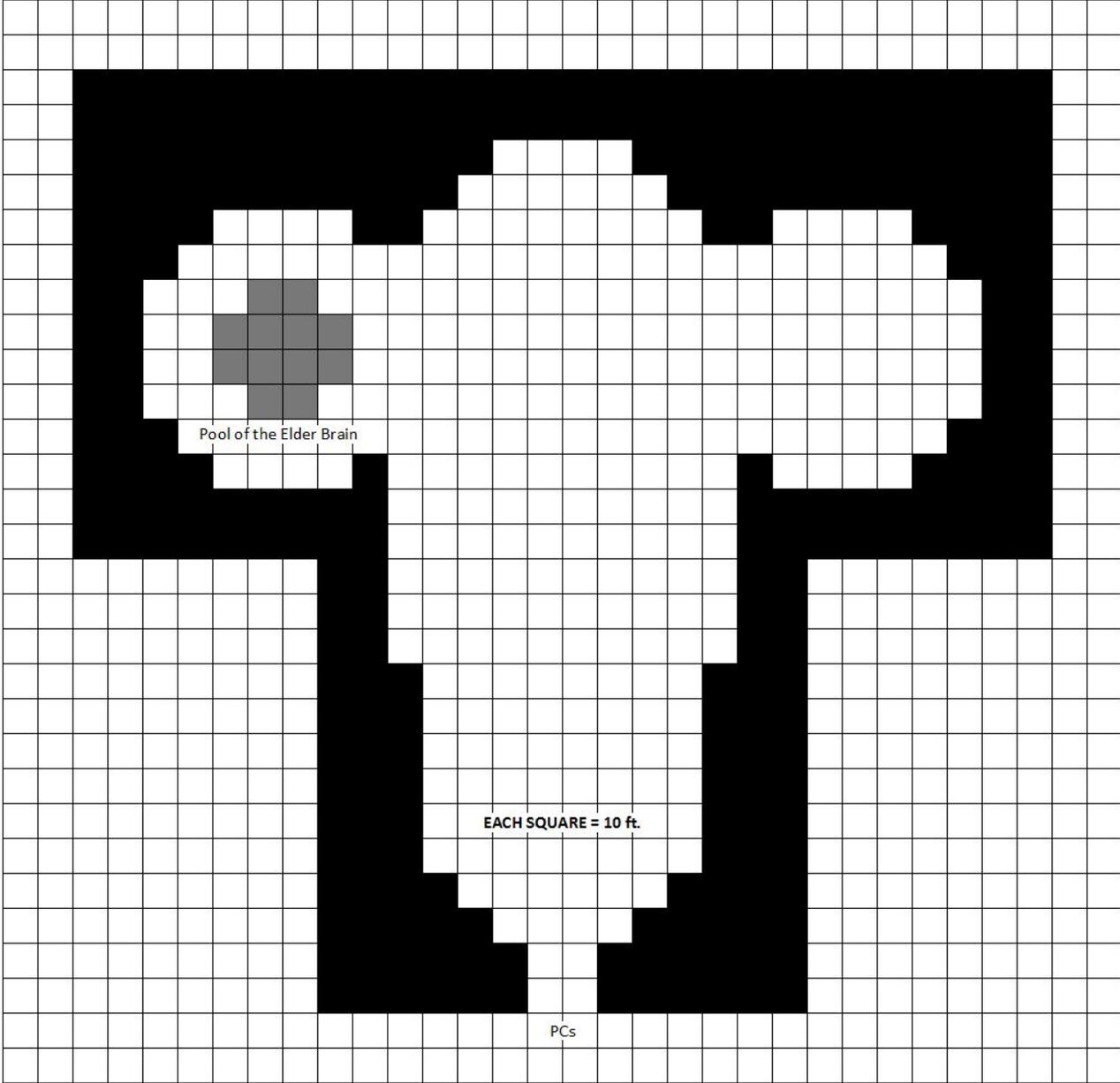
DM AID: MAP #2 – FRESH CAPTURE PIT



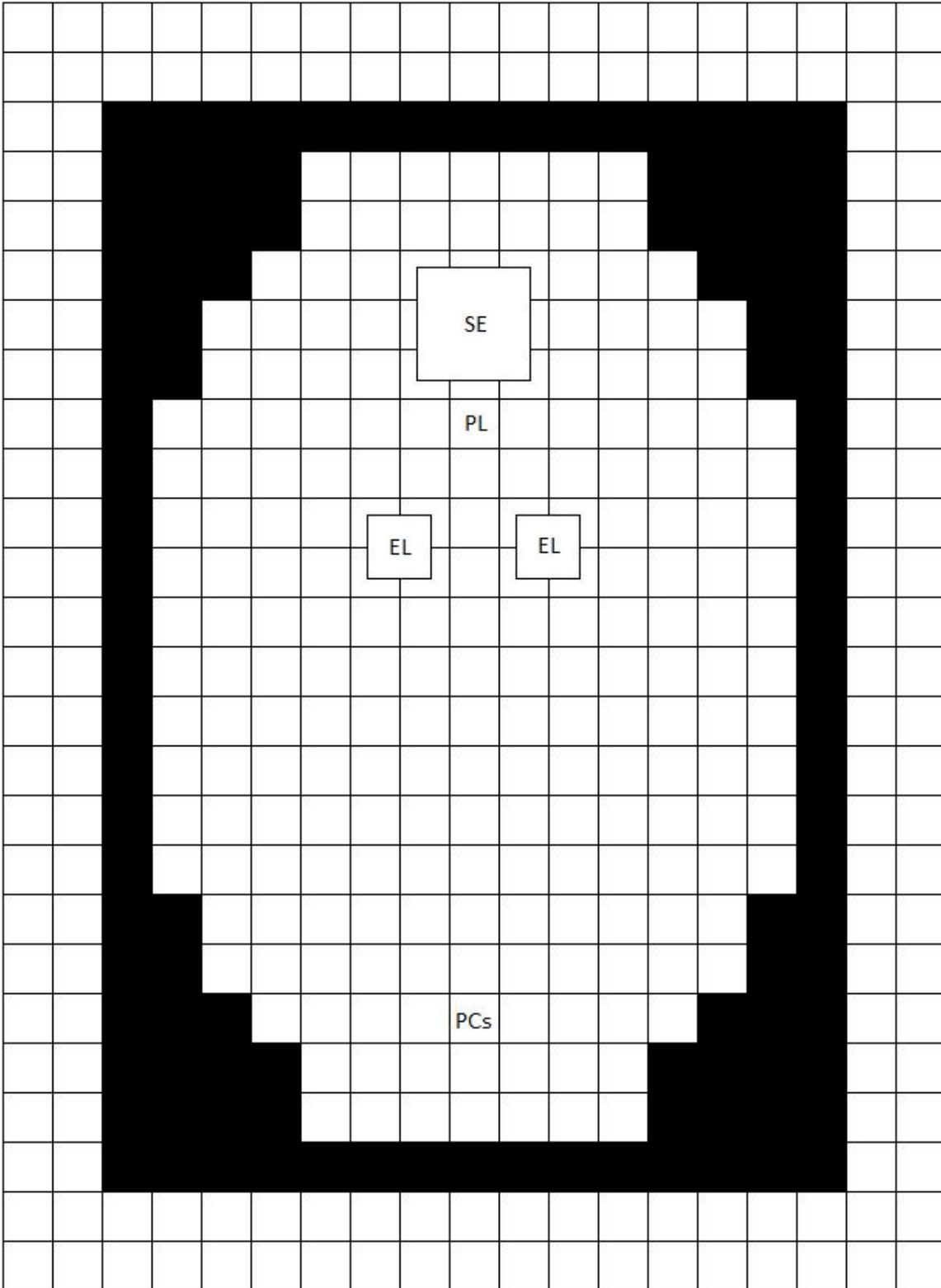
DM AID: MAP #3 – TEMPLE OF ILSENSINE



DM AID: MAP #4 – ELDER BRAIN’S CHAMBER



DM AID: MAP #5 – KUO-TOA ARENA



DM AID: GOBLIN TONGUE GAME RULES

Setup

Each player needs only five 6-sided dice (d6) to play the game. If available, each player should use some sort of a cup or container to hold the dice and hide them when he or she rolls them. This is a betting game, so PCs will have to ante GP to play each round of the game.

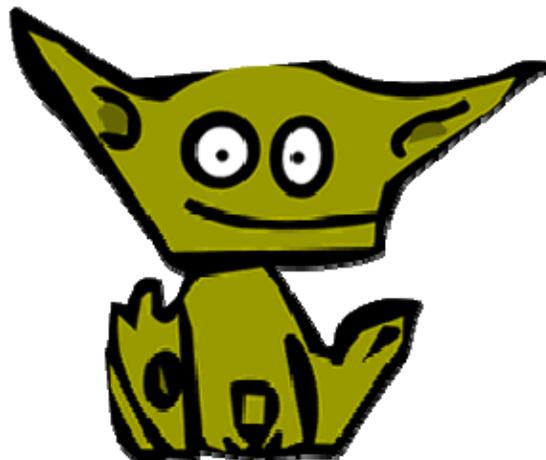
Gameplay

Each player must first pay the ante (usually 25 gp). Then, each player rolls five 6-sided dice (d6), keeping the result secret. One player is designated to start the bidding by calling out how many of a particular number he or she thinks have been rolled in total by all of the players participating in the game. The player that won the previous round always starts the bidding.

The player to that player's right must then increase the call in either number of dice, or denomination, or both. Alternatively, they may call "Goblin Tongue." If a player shouts "Goblin Tongue," all players reveal their dice, and the previous player's call is checked. If it is met, then all proceeds go to the previous player. If the call is not met, all proceeds go to the player who called "Goblin Tongue." Players are not allowed to pass.

Example

Bob the Fighter, Steve the Wizard, Jane the Paladin, and Mike the Goblin have all sat down to play Goblin Tongue. Each player has paid the 25 gp ante and is ready to begin with five 6-sided dice in a cup. Each player rolls the dice and discretely looks at how many of each number he or she has rolled. Bob begins the bidding by calling out "Six 5's!" Steve looks at his dice and calls out "Seven 5's!" Jane looks down at her dice and notices that four of her dice are 6's, so she calls out "Seven 6's!" Mike calls out "Eight 2's!" Bob, who has to make the next call, looks at his dice and notices that not a single one of his dice is a 2. Since he has no 2's and Jane called out so many 6's that she couldn't possibly have many 2's, he decides to call "Goblin Tongue" on Mike's call. Each player reveals his or her dice and the total quantities of each number are counted. It turns out that the sum of all 2's rolled around the table is only 5. Therefore, Bob wins each player's ante, pocketing 75 gp plus his own 25 gp.



DM AID: SOLUTION TO THOUGHT EXTRUDER PUZZLE

5	3	1	4	6	2	9	8	7
9	7	6	8	5	3	4	2	1
8	2	4	9	1	7	6	5	3
1	6	7	3	8	4	2	9	5
3	8	5	6	2	9	7	1	4
2	4	9	5	7	1	8	3	6
4	1	8	7	9	5	3	6	2
6	5	3	2	4	8	1	7	9
7	9	2	1	3	6	5	4	8

DM AID: NEW RULES

NEW FEATS

Agile Tyrant (LoM)

A creature with this feat develops longer, more flexible eyestalks than its kin. This extra flexibility allows it to bring additional eye rays to bear against its foes.

Prerequisite: True beholder or beholderkin.

Benefit: The creature can direct an extra eye ray into a single 90-degree arc.

Constant Guardian (DotU)

By paying careful attention to nearby allies and reducing the accuracy of your attacks, you help protect your companions.

Benefit: Once during your turn as a free action, you can take a –2 penalty on your attack rolls to grant a single ally within 10 feet a +2 dodge bonus to Armor Class. This effect lasts until the start of your next turn or until you are more than 10 feet from the chosen ally, whichever comes first.

Special: A fighter can select Constant Guardian as a fighter bonus feat.

Crushing Strike (PHB2)

You wield a bludgeoning weapon with superior power, allowing you to better aside an opponent's defenses.

Prerequisites: Proficiency with a bludgeoning weapon, Weapon Focus with a bludgeoning weapon, Weapon Mastery (bludgeoning), Weapon Specialization with a bludgeoning weapon, base attack bonus +14.

Benefit: When you use a full attack action while fighting with any bludgeoning weapon, each attack that connects beats down your foe's defenses, granting a cumulative +1 bonus on attack rolls until the end of your current turn.

Disjunction Ray (LoM)

A beholder with this feat can narrow its antimagic cone down to an eye ray that disjoins magic.

Prerequisites: Cha 19, Focused Antimagic, beholder with functional antimagic ability.

Benefit: As a standard action, the creature can reduce the cone-shaped area of effect of its central eye's antimagic cone down to a razor-thin eye ray. If the creature hits a magical effect or magic item with this narrowed eye ray, it disjoins the effect or item as if it had cast *Mordenkainen's disjunction* on the effect or item.

Beholders avoid using this narrowed ray on magic items since the destruction of a magic item also destroys a potential source of magic that could be used to charge their *dweomerlobes*.

Divine Intercession [DIVINE] (DotU)

You can channel divine energy to remove yourself from a dangerous situation.

Prerequisite: Turn or rebuke undead, Travel or Trickery domain.

Benefit: You can spend three turn or rebuke undead attempts to teleport to any point up to 30 feet away within line of sight. This effect functions as *dimension door*, except that you can't bring along other creatures.

Dutiful Guardian (DotU)

You put yourself into harm's way to protect your allies.

Prerequisite: Constant Guardian.

Benefit: Whenever the beneficiary of your Constant Guardian feat is attacked, you can take an immediate action to instantly exchange places with that character.

Both you and the ally must be able to move into and legally occupy the new space in order for this feat to function. For example, an incorporeal character inside a solid object couldn't exchange places with a corporeal character, nor could a nonflying creature exchange places with an airborne flying creature.

Fiery Fist (PHB2)

By channeling your ki energy, you sheathe your limbs in magical fire. Your unarmed strikes deal extra fire damage.

Prerequisites: Dex 13, Wis 13, Improved Unarmed Strike, Stunning Fist, base attack bonus +8

Benefits: As a swift action, you can expend one of your uses of the stunning fist feat to surround your fists and feet in flame. For the rest of your turn, you gain an extra 1d6 points of fire damage on your unarmed strikes.

When you select this feat, you gain an additional daily use of Stunning Fist.

Special: A fighter can select Fiery Fist as one of his fighter bonus feats. A monk with stunning fist can select Fiery Fist as her bonus feat at second level, even if she does not meet other prerequisites.

Focused Antimagic (LoM)

A beholder with this feat can focus the antimagic of its central eye to target a single person or object.

Prerequisite: Beholder with functional antimagic ability.

Benefit: The creature can reduce the cone-shaped area of effect of its central eye to target a single creature or object. The target must be within range of its normal cone-shaped effect (150 feet).

Improved Rapid Shot (CW)

You are an expert at firing weapons with exceptional speed.

Prerequisites: Manyshot, Point Blank Shot, Rapid Shot.

Benefit: When using the Rapid Shot feat, you may ignore the –2 penalty on all your ranged attack rolls.

Special: A fighter may select Improved Rapid Shot as one of his fighter bonus feats.

Improved Toughness (CW)

You are significantly tougher than normal.

Prerequisite: Base Fortitude save bonus +2.

Benefit: You gain a number of hit points equal to you current Hit Dice. Each time you gain a HD (such as by gaining a level), you gain 1 additional hit point. If you lose a HD (such as by losing a level), you lose 1 hit point permanently.

Special: A fighter may select Improved Toughness as one of his fighter bonus feats.

Melee Weapon Mastery (PHB2)

You choose one type of weapon, such as a longsword, that you already have with the feats Weapon Focus and Weapon Specialization. You have achieved a high degree of competence with this weapon.

Prerequisites: Base attack bonus +8, Weapon Focus and Weapon Specialization with weapon.

Benefit: Choose a weapon for which you have Weapon Focus and Weapon Specialization. When wielding any weapon that does the same type of damage (slashing, piercing, or bludgeoning), you gain a +2 bonus on attacks and damage.

Metamagic School Focus (CM)

You are unusually skilled at modifying the effects of a particular school of magic.

Prerequisite: Spell Focus (chosen school) or specialist wizard in chosen school.

Benefit: Choose a school of magic for which you have the Spell Focus feat, or the school in which you have specialized. Three times per day, you can reduce by one level the cost of a metamagic feat applied to a spell of the chosen school. If you prepare spells, you can have only up to three such reduced-cost spells prepared at any time.

Special: A wizard can select this feat as a wizard bonus feat. This feat can be taken more than once. Each time you take it, it applies to a different school of magic.

Nonlethal Substitution (CA)

You can modify an energy spell to deal nonlethal damage.

Prerequisites: Knowledge (arcana) 5 ranks, any metamagic feat

Benefit: Choose one type of energy (acid, cold, electricity, or fire). You can then modify any spell with the chosen descriptor to deal nonlethal damage instead of normal energy damage. The nonlethal spell works normally in all respects except the type of damage dealt—for example, a nonlethal fireball has the same range and area, but since it deals nonlethal damage instead of energy damage, it will not damage objects or set fire to combustibles in the area.

A nonlethal spell uses a spell slot one level higher than the spell's normal level.

Ranged Weapon Mastery (PHB2)

You have mastered a wide range of weapons. Your training with one specific weapon now extends to other weapons of a similar sort.

Prerequisites: Proficiency with selected weapon, Weapon Focus with selected weapon, Weapon Specialization with selected weapon, base attack bonus +8.

Benefit: When you select this feat, choose bludgeoning, piercing, or slashing. You must have Weapon Focus and Weapon Specialization with a ranged weapon that deals this type of damage. When using any ranged weapon that has the damage type you selected, you gain a +2 bonus on attacks and +2 bonus on damage. In addition, you increase its range increment by 20 feet.

Special: You may select this feat more than once. Each time, you can select a new damage type. A fighter may choose Ranged Weapon Mastery as a fighter bonus feat.

Shock Trooper [TACTICAL] (CW)

You are adept at breaking up formations of soldiers when you rush into battle.

Prerequisites: Improved Bull Rush, Power Attack, base attack bonus +6.

Benefit: The Shock Trooper feat enables the use of three tactical maneuvers.

Directed Bull Rush: To use this maneuver, you must make a successful bull rush attempt as part of a charge. For every square you push your foe back, you may also push that foe one square to the left or right.

Domino Rush: To use this maneuver, you must make a successful bull rush attempt that forces a foe into the same square as another foe. You may make a free trip attempt against both foes at the same time, and neither foe gets a chance to trip you if your attempt fails.

Headless Charge: To use this maneuver, you must charge and make the attack at the end of the charge using your Power Attack feat. The penalty you take on your attack roll must be –5 or worse. In addition to normal charge modifiers (which give you a –2 penalty to AC and a +2 bonus on the attack roll), you can assign any portion of the attack roll penalty from Power Attack to your Armor Class instead, up to a maximum equal to your base attack bonus.

Special: A fighter may select Shock Trooper as one of his fighter bonus feats.

Staggering Critical (DotU)

Your critical hits leave your opponents reeling.

Prerequisite: Improved Critical, base attack bonus +12.

Benefit: When you confirm a critical hit with a weapon for which you have the Improved Critical feat, the target is also slowed for 1 round.

Special: A fighter can select Staggering Critical as a fighter bonus feat.

Sun School [TACTICAL] (CW)

You have learned a number of esoteric martial arts techniques inspired by the sun.

Prerequisites: Flurry of blows ability, base attack bonus +4.

Benefit: The Sun School feat enables the use of three tactical maneuvers.

Inexorable Progress of Dawn: To use this maneuver, you must hit the same foe with the first two unarmed attacks from a flurry of blows. If you do, your foe must move back 5 feet, and you may move 5 feet forward if you wish. This movement does not provoke an attack of opportunity for either character.

Blinding Sun of Noon: To use this maneuver, you must successfully stun the same foe with an unarmed attack two rounds in a row. In addition to being stunned, that enemy is confused for 1d4 rounds thereafter.

Flash of Sunset: To use this maneuver, you must move adjacent to a foe instantaneously, as with a dimension door spell or the monk's abundant step class feature. If you do so, you can immediately make a single attack at your highest attack bonus against that foe.

Tomb-Tainted Soul (LM)

Your soul is tainted by the foul touch of undeath

Prerequisite: Nongood alignment.

Benefit: You are healed by negative energy and harmed by positive energy as if you were an undead creature. This feat gives no other penalties or benefits of the undead type.

NEW SPELLS

Heart of Air (CM, Page 106)

Transmutation [Air]

Level: Druid 2, sorcerer/wizard 2, wu jen 2 (air)

Components: V, S

Casting Time: 1 standard action

Range: Personal

Target: You

Duration: 1 hour/level (D) or until expended

You feel light as a feather, as if the slightest breeze might knock you about.

This spell converts part of your body into elemental air, freeing you somewhat from the bonds of gravity. You gain a +10 enhancement bonus on Jump checks, and if you have a fly speed, that speed gains a +10-foot enhancement bonus. Furthermore, while this spell is active, you can activate a feather fall effect (as the spell) on yourself as an immediate action. This benefit lasts for 1 round per level, at the end of which time the spell's entire effect ends. If heart of air is active on you at the same time as heart of earth, heart of fire, or heart of water, you gain light fortification. If all four of these spells are active on you at the same time, you become immune to extra damage from critical hits and sneak attacks.

Heart of Earth (CM, Page 106)

Transmutation [Earth]

Level: Druid 4, sorcerer/wizard 4, wu jen 4 (earth)

Components: V, S

Casting Time: 1 standard action

Range: Personal

Target: You

Duration: 1 hour/level (D) or until expended

You feel your flesh strengthen with the power of stone.

This spell converts part of your body into elemental earth, which toughens you considerably. You gain a +8 bonus on checks to resist a bull rush, overrun, or trip attack. You also gain temporary hit points equal to twice your caster level (up to 30 hp). Furthermore, while this spell is active, you can activate a stonewall effect (as the spell) on yourself as a swift action. This benefit lasts for 1 round per level (or until the stonewall's total protection is consumed), at the end of which time the spell's entire effect ends. If heart of earth is active on you at the same time as heart of air, heart of fire, or heart of water, you gain light fortification. If all four of these spells are active on you at the same time, you become immune to extra damage from critical hits and sneak attacks.

Heart of Fire (CM, Page 107)

Transmutation [Fire]

Level: Druid 5, sorcerer/wizard 5, wu jen 5 (fire)

Components: V, S

Casting Time: 1 standard action

Range: Personal

Target: You

Duration: 1 hour/level (D) or until expended.

You feel a sudden flame burning within you.

This spell converts part of your body into elemental fire, which speeds your step and toughens your flesh. You gain a +10-foot enhancement bonus to your land speed and resistance to fire 20. Furthermore, while this spell is active, you can activate a fire shield effect (as the spell; fire-based protection only) on yourself as a swift action. This benefit lasts for 1 round per level, at the end of which time the spell's entire effect ends. If heart of fire is active on you at the same time as heart of air, heart of earth, or heart of water, you gain light fortification. If all four of these spells are active on you at the same time, you become immune to extra damage from critical hits and sneak attacks.

Heart of Water (CM, Page 107)

Transmutation [Water]

Level: Druid 3, sorcerer/wizard 3, wu jen 3 (water)

Components: V, S

Casting Time: 1 standard action

Range: Personal

Target: You

Duration: 1 hour/level (D) or until Expended

The crashing of waves echoes in your ears.

This spell converts part of your body into elemental water, which makes you better able to navigate aquatic environments and slip through confined spaces. You gain a swim speed equal to your land speed, which grants you certain benefits (including a +8 racial bonus on Swim checks; see MM 311). You also gain the ability to breathe water (as if under the effect of a water breathing spell). Finally, you gain a +5 enhancement bonus on Escape Artist checks. Furthermore, while this spell is active, you can activate a freedom of movement effect (as the spell) on yourself as a swift action. This benefit lasts for 1 round per level, at the end of which time the spell's entire effect ends. If heart of water is active on you at the same time as heart of air, heart of earth, or heart of fire, you gain light fortification. If all four of these spells are active on you at the same time, you become immune to extra damage from critical hits and sneak attacks.

NEW ITEMS

Amulet of Fortune Prevailing (MIC, Page 69)

You can activate an amulet of fortune prevailing to reroll a saving throw. You must activate this ability before the success or failure of the saving throw has been determined, and you must use the second result, even if it's lower. You can't use this ability if you have already rerolled the same for any reason.

An amulet of fortune prevailing functions once per day.

Moderate Abjuration; CL 9th; Craft Wondrous Item, *break enchantment*; Price 5,000gp

Anklet of Translocation (MIC, Page 71)

Activation: Swift (command)

When activated you instantly teleport up to 10 feet, to a square you have line of sight and effect to. You can't teleport to a square with another creature or into a solid object; if you try, the activation is wasted. You can bring along objects equal to your maximum load, but not another creature. The anklet functions two times per day.

Moderate Conjuration; CL 7th; Craft Wondrous Item, *dimension door*; 1,400gp

Belt of Magnificence (MH, Page 43)

This sparkling metal belt projects power and authority. The belt adds a +2, +4, or +6 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 25,000gp (+2), 100,000gp (+4), 200,000gp (+6)

Berserker Weapon Upgrade (MIC, Page 28)

In your hands, a berserker weapon deals an extra 1d8 points of damage on any successful attack when you are raging.

Moderate Enchantment; CL 7th; Craft Arms and Armor, *rage*; Price +1 upgrade

Circlet of Rapid Casting (MIC, Page 86)

A circlet of rapid casting allows you to cast a small number of spells each day more quickly. This circlet has three charges, which are renewed each day at dawn. Spending 1 or more charges allows you to cast a single spell as part of the same swift action you used to activate the circlet. This spell must be one that normally has a casting time of no longer than one standard action. Doing this expends the prepared spell or spell slot as if you had cast the spell normally (head slot).

1 charge: Cast a single spell of up to 2nd level.

2 charges: Cast a single spell of up to 3rd level.

3 charges: Cast a single spell of up to 4th level.

Moderate Transmutation; CL 11th; Craft Wondrous Item, *Quicken Spell*; Price 15,000gp

Death Ward Armor Upgrade (MIC, Page 10)

While wearing or using death ward armor or a death ward shield, you can activate the armor to ignore any death effect, including death spells, magical death effects, and energy drain, or a negative energy effect, such as chill touch or inflict spells. This property functions once per day as an immediate mental action.

Moderate Necromancy; CL 7th; Craft Arms and Armor, *death ward*; Price +1 bonus

Displacement Armor Upgrade (MIC, Page 10)

When you activate displacement armor, you appear to be standing right next to your actual location, as if affected by a displacement spell.

This displacement property functions once per day, and the effect lasts for 5 rounds.

Faint Illusion; CL 5th; Craft Arms and Armor, *displacement*; Price +1 bonus

Goggles of the Ebon Hunter (MIC, Page 108)

Goggles of the Ebon Hunter grant darkvision out to 30 feet, as well as a +1 competence bonus on attack rolls and damage rolls with ranged weapons (eye slot).

Moderate Transmutation; CL 6th; Craft Wondrous Item, *darkvision*, *true strike*; 18,000gp

Goggles of Foefinding (MIC, Page 108)

When you attack foes that have cover while you wear goggles of foefinding, you can ignore the cover bonus to AC they would normally receive. The goggles do not, however, allow you to circumvent the effect of total cover (face slot).

Faint Divination; CL 5th; Craft Wondrous Item, *clairvoyance/clairaudience*; Price 2,500gp

Greatreach Bracers (MIC, Page 108)

Activation: Swift (command)

When you activate greatreach bracers, your arms grow, extending your reach by 10 feet for 1 round. This ability functions 3 per day (arm slot).

Moderate Transmutation; CL 7th; Craft Wondrous Item, *enlarge person*; 2,000gp

Lens of Ray Doubling (LoM, Page 46)

This magic lens functions as a lens of ray chaining, except that it instead splits any ray shot through it into two rays. The user can direct the rays at the same target (affecting it twice) or at two different targets, as long as the two targets are no more than 30 feet apart.

Strong Universal; CL 15th; Craft Wondrous Item; Price 16,000gp

Magebane Weapon Upgrade (MIC, Page 38)

Weapons that have this property are feared by arcane spellcasters. Against any creature that can cast arcane spells or use invocations, a magebane weapon's enhancement is 2 higher than normal. Furthermore, a magebane weapon deals an extra 2d6 points of damage against targets capable of casting arcane spells or using invocations.

The magebane property can be added to a cold iron weapon without paying the extra 2,000gp. Projectile weapons bestow this property on their ammunition.

Moderate Evocation; CL 8th; Craft Arms and Armor, *dispel magic*; +1 bonus

Mantle of Second Chances (MIC, Page 115)

Activation: Immediate (mental)

Once per day you can reroll one roll that you have just made before the DM declares whether it resulted in success or failure. You must accept the result of the reroll, even if it's worse than the original. You can access the mantles power even if you already have a similar ability from a class feature (shoulder slot.)

Moderate Divination; CL 10th; Craft Wondrous Item, Luck Domain; 12,000gp

Psychokinetic Weapon Upgrade (MIC, Page 39)

Activation: Standard (command)

Upon command the weapon glows from the inside with lethal psionic energy, dealing 1d4 points of force damage on a successful hit. This d4 of damage bypasses damage reduction and affects incorporeal creatures, even if the weapon's damage is negated by incorporeal damage negation chance. Projectile weapons bestow this property on their ammunition.

Moderate Evocation; CL 10th; Craft Arms and Armor, *blast of force* (SpC); +1 bonus

Ring of Enduring Arcana (CM, Page 126)

Well loved by casters who expect to face rivals with similar abilities, a ring of enduring arcana renders your spells more resistant to dispelling.

Description: This ring is actually a webwork lattice of gold and mithral that takes up most of the length of the finger (It is jointed in the middle to allow full movement). The lattice seems to shift and flow any time the wearer casts a spell.

Activation: A ring of enduring arcana remains active constantly, as long as it is worn. When first donned, however, it requires 24 hours to acclimate to the wearer before it functions.

Effect: You are considered four levels higher than your actual caster level whenever another character attempts to dispel or counter one of your spells.

Moderate Abjuration; CL 9th; Forge Ring, *dispel magic*, 6,000gp

Ring of Entropic Deflection (MIC, Page 123)

This platinum ring is set with a large, hypnotic white opal.

A ring of entropic deflection provides a mobile wearer with protection against ranged attacks. At the end of any turn, if you are at least 10 feet from the point where you started your turn, this ring creates a field of warping energy that lasts until the start of your next turn. This field functions as an entropic shield spell. Any ranged attacks directed at you that require an attack roll have a 20% miss chance. This is a continuous effect and requires no activation.

If you also wear a magic item that provides a bonus to your speed, the miss chance provided by the ring increases to 50%.

Faint Abjuration: CL 3rd; Forge Ring, *entropic shield*, 8,000gp

Ring of Greater Counterspells (MIC, Page 124)

This white gold ring is forged in a braided pattern. A single ruby set in its center flickers and pulses with magical energy. A ring of greater counterspells can hold a spell of 1st through 6th level, much like a ring of counterspells. You cannot cast a stored spell out of the ring, but should that spell ever be cast upon you, it is immediately countered, as a counterspell action, requiring no action (or even knowledge) on your part. This use causes the ruby stone to flash once and uses up the stored spell. Once it is gone, a new spell (or the same one as before) can be placed into the ring.

If you are a spellcaster capable of countering a spell on your own, you can also access the ring's secondary ability. Once per day as an immediate action, you can attempt to counter a single spell cast by a spellcaster you can see, provided he is within 100 feet. Like the ring's other ability, this one requires no preparation or knowledge on your part. You need not make a Spellcraft check to identify the spell being cast, and the spell you use to counterspell can be of any level. This counterspell attempt functions like greater dispel magic used to counter a spell, except that you add your caster level to the counterspell check (maximum +20). Thus, a 12th-level wizard wearing a ring of greater counterspells would roll 1d20+12 when activating this ability. When you activate this secondary effect, the braids of white gold seem to twist and writhe on your finger, and the metal glows faintly as if it were growing hot, although you feel no heat.

Strong Abjuration: CL 15th; Forge Ring, *greater dispel magic*, *imbue with spell ability*, 16,000gp

Runestaff of Entrapment (MIC, Page 178)

A runestaff allows you to cast any of the following spells by expending a prepared arcane spell or spellslot of the same level or higher.

- *crushing despair*
- *mass suggestion*

- *mind fog*
- *sleep*
- *suggestion*
- *tasha's hideous laughter*

Strong Abjuration; CL 12th; Craft Staff, *crushing despair*, *mass suggestion*, *mind fog*, *sleep*, *suggestion*, *tasha's hideous laughter*, 32,000gp

Steadfast Boots (MIC, Page 138)

Steadfast boots help keep you on your feet. You gain a +4 bonus on checks made to avoid being bull rushed, overrun, or tripped.

Furthermore, as long as you carry a two-handed weapon, you are treated as if you had readied that weapon against any creature that charges you (and thus it deals double damage if your attack is successful), even if the weapon can't normally be set against a charge (feet slot).

Faint Transmutation; CL 3rd; Craft Wondrous Item, *bull's strength*; Price 1,400gp

NEW TEMPLATES AND CLASSES

LOLTH-TOUCHED CREATURE (MM IV)

Lolth-touched creatures are blessed specially by the Spider Goddess of the drow. They are stronger, tougher, and sneakier than normal. Lolth-touched is an acquired template that can be added to any nongood, nonlawful, corporeal living creature (referred to hereafter as the base creature).

Challenge Rating: Same as the base creature +1.

Alignment: The creature's alignment changes to chaotic evil.

Abilities: Increase from the base creature as follows: Str +6, Con +6.

Skills: A Lolth-touched creature gains a +4 racial bonus to Hide and Move Silently checks.

Special Qualities: A Lolth-touched creature has all the special qualities of the base creature, plus the following special quality:

Fearless (Ex): Lolth-touched creatures have immunity to all fear effects.

SHADOW CREATURE (LoM)

Shadow creatures dwell on the Plane of Shadow, sometimes crossing into other planes where the barriers between dimensions are weak. Just as parts of the Plane of Shadow resemble a strange, distorted version of the Material Plane, shadow creatures superficially resemble creatures from the Material Plane. Shadow creatures are darker, more elusive, and spookier than their material counterparts. Shadow creatures are not to be confused with shadows (undead creatures that dwell on the Plane of Shadow). Other creatures native to the Plane of Shadow exist that have stronger or weaker connections to the energies of that place (such as the shadow mastiff) and therefore do not follow this template.

CREATING A SHADOW CREATURE

"Shadow" is a template that can be added to any corporeal aberration, animal, dragon, fey, giant, humanoid, magical beast, monstrous humanoid, plant, undead, or vermin (referred to hereafter as the base creature). A shadow creature uses all the base creature's statistics and abilities except as noted here. Do not recalculate the creature's Hit Dice, base attack bonus, saves, or skill points if its type changes.

Size and Type: Animals or vermin with this template become magical beasts, but otherwise the creature type is unchanged. Shadow creatures encountered on the Material Plane have the extraplanar subtype and are native to the Plane of Shadow.

Speed: As the base creature × 1-1/2.

Special Qualities: A shadow creature retains all the special qualities of the base creature, and also gains the following:

- Resistance to cold equal to 5 + 1 per Hit Die, to a maximum of 15.
- Darkvision out to 60 feet.
- Low-light vision.

— *Shadow Blend (Su):* In any conditions other than full daylight, a shadow creature can disappear into the shadows, giving it total concealment. Artificial illumination, even a light or continual flame spell, does not negate this ability, but a daylight spell will.

Shadow creatures also have one additional special ability for every 4 Hit Dice they possess (minimum of one additional ability) chosen from the following list:

- +2 luck bonus on all saving throws.
- *Cause Fear (Sp):* 1/day. Caster level 5th. The save DC is Charisma-based.
- Damage reduction 5/magic.
- Evasion, as the rogue class feature.
- Fast healing 2.
- *Mirror Image (Sp):* 1/day. Caster level 5th.
- *Plane Shift (Sp):* 1/day, to or from the Plane of Shadow only. Caster level 15th.

If the base creature already has one or more of these special qualities, use the better value.

Skills: Same as base creature. Shadow creatures gain a +6 racial bonus on Move Silently checks.

Feats: Same as the base creature.

Environment: Plane of Shadow.

Organization: Same as the base creature.

Challenge Rating: Same as the base creature +1.

Treasure: Same as the base creature.

Alignment: Usually neutral evil.

Advancement: Same as the base creature.

Level Adjustment: Same as base creature +2.

VOIDMIND CREATURE (MM III)

As much as mind flayers enjoy devouring the brains of lesser creatures, they remain interested in finding new ways to create minions. Many creatures are preserved in mind flayer cities and communities for research, or to serve as the basis for a new monstrous creation suitable as a servant for the illithids.

The creation of a voidmind creature requires the joint effort of three illithids, one of which must be the mind flayer that succeeded in attaching all four tentacles to the creature's skull. They begin by eating portions of the subject's brain until just the part is left that allows the creature to move. Into the near-empty skull, through the holes created by the tentacles, is poured a quantity of psionically charged, translucent green goo. When the voidmind creature's cranium is again full, the mind flayers fill the four holes in the skull with dabs of mucus that quickly solidify into loose-fitting plugs. At the end of the process, the creature is ready and willing to do the foul bidding of its masters. A voidmind creature can think for itself. Although its brain is nearly gone, the psionic slime put in to replace the gray matter gives the creature the ability to function even better intellectually than it could before the transformation.

The voidmind process also leaves a creature faster, stronger, tougher, and (most important to the mind flayers) unchanged in physical appearance. A voidmind creature looks in every way like the creature from which it was made, except for the four plugged holes in its head (which are evident upon close inspection, should the opportunity arise) that occasionally leak a small amount of the greenish fluid. A voidmind creature makes a near perfect spy for the illithids, able to return to its home and its former life with little fear of detection while gathering information in preparation for the illithids inevitable onslaught. A voidmind creature is bound to its three mind flayer masters (see the mind flayer host special quality, below).

However, some have won free of their masters. If all three of the illithids bonded to a voidmind creature are slain, the creature regains its free will, though it remains physically altered. In addition, a carefully worded wish or miracle spell can free a voidmind creature of its bond and even reverse the process, although the illithids bonded to the creature become aware of such an attempt and usually seek out their wayward servant for the purpose of recapturing it or killing it outright.

CREATING A VOIDMIND CREATURE

"Voidmind" is an acquired template that can be added to any living aberration, animal, dragon, fey, giant, humanoid, magical beast, monstrous humanoid, or outsider (referred to hereafter as the base creature) of Tiny to Huge size.

A voidmind creature uses all the base creature's statistics and special abilities except as noted here.

Armor Class: Natural armor bonus improves by 4 (this stacks with any natural armor bonus the base creature has).

Attacks: A voidmind creature gains a tentacle attack. At will, the creature can extrude a tentacle (resembling an oversized mind flayer tentacle) from the psionic slime in the creature's skull. This tentacle sprouts from the head of the voidmind creature and can attack with a reach 5 feet longer than the base creature's normal reach. If the base creature can use weapons, the voidmind creature retains this ability. A creature with natural weapons retains those natural weapons. A voidmind creature fighting without weapons uses the primary natural attacks of the base creature, or the tentacle attack if the base creature doesn't have natural weapons. When it has a weapon, it usually uses the weapon instead.

Full Attack: A voidmind creature fighting without weapons uses the natural weapons of the base creature, or its tentacle attack if the base creature doesn't have natural weapons. If armed with a weapon, it uses the weapon to make its full attack.

Damage: A voidmind creature gains a tentacle attack. Even if the base creature already has a tentacle attack, use the damage value on the table below for its new tentacle. In addition, a voidmind creature gains the improved grab ability with its tentacle (see Special Attacks, below).

Size	Tentacle Damage
Tiny	1d3
Small	1d4
Medium	1d6
Large	1d8
Huge	2d6

Special Attacks: A voidmind creature retains all the special attacks of the base creature and also gains the following special abilities.

Cone of Slime (Su): Once per day as a standard action, a voidmind creature can expel the psionically charged slime in its head in a 30-foot cone. This attack deals 1d6 points of acid damage per Hit Die of the voidmind creature (maximum 20d6). A successful Reflex save (DC 10 + 1/2 voidmind creature's racial Hit Dice + voidmind creature's Con modifier) halves the damage. In addition, any creature that takes damage

from the spray takes a –2 penalty on its Will saves and is stunned for 1d4+1 rounds (Fortitude save negates the stun; save DC same as above). The psionic slime replenishes itself automatically in 24 hours. The save DCs are Constitution-based.

Constrict (Ex): A voidmind creature gains the ability to constrict its victim with a successful grapple check. When it constricts, one of its tentacles deals damage based on the creature's size (see the table below) plus its Strength bonus × 1-1/2.

Size	Constrict Damage
Tiny	1d3
Small	1d4
Medium	1d6
Large	1d8
Huge	2d6

Improved Grab (Ex): To use this ability, a voidmind creature must hit a creature of its size category or smaller with its tentacle attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. A voidmind creature has a +4 racial bonus on grapple checks made with its tentacle. If the creature wins the grapple check, it establishes a hold and can constrict.

Sentient Tentacle (Ex): A voidmind creature's tentacle attacks of its own accord. The creature can direct it to attack certain targets, but the psionic nature of the tentacle enables it to flex and move in combat without hindering the creature's other combat abilities. A voidmind creature that has successfully grappled a creature with its tentacle can attack another creature at no penalty, as long as that creature is within a distance equal to the tentacle's reach.

Special Qualities: A voidmind creature retains all the special attacks of the base creature and also gains the following special abilities.

Damage Reduction (Ex): A voidmind creature has damage reduction 5/magic.

Immunities (Ex): A voidmind creature has immunity to acid and mind-affecting spells and abilities (charms, compulsions, phantasms, patterns, and morale effects). It is also immune to ability damage, ability drain, and energy drain.

Mind Flayer Host (Su): Three mind flayers form a bond with any voidmind creature they create. A different mind flayer cannot bond itself to a voidmind creature after creation. The creature's masters are instantly aware if the creature takes any damage, wanders out of range of their control, or is the target of any magic. Also as a result of this bond, the masters can, as a standard action, see and hear through the eyes and ears of their bonded voidmind creature to a range of five miles. Maintaining this link requires a mind flayer to concentrate, but the mind flayer remains aware of its surroundings and can move normally. Finally, any one of the three masters can take control of the voidmind creature, at will, as the dominate monster spell (no save). While controlling the voidmind creature in this fashion, a mind flayer can manifest its own innate psionic abilities through the voidmind creature, as though the creature were manifesting the ability itself. Any of the mind flayer's psionic powers used in this fashion can target or affect creatures within range, line of sight, and line of effect of the voidmind creature. So, for example, a mind flayer can use plane shift to send the voidmind creature to another plane, or it could send itself to another plane. Likewise, the mind flayer could use suggestion on a target it sees through the voidmind creature's eyes.

Spell Resistance (Ex): Voidmind creatures gain spell resistance equal to 10 + Hit Dice.

Abilities: Change from the base creature as follows: Str +4, Dex +2, Con +4, Int +2, Cha –2 (minimum 1).

Skills: Voidmind creatures have a +4 racial bonus on Bluff, Escape Artist, and Intimidate checks, otherwise same as the base creature.

Feats: A voidmind creature gains Alertness, Combat Reflexes, and Great Fortitude, if the base creature meets the prerequisites and doesn't already have these feats.

Organization: Solitary.

Challenge Rating: +1.

Treasure: Standard.

Alignment: Usually lawful evil (an enslaved voidmind creature has the alignment of its illithid masters, while a free willed voidmind creature has the alignment of the base creature).

Level Adjustment: +3.

OCCULT SLAYER

The occult slayer is driven to confront any arcane or divine spellcaster who crosses her path. Occult slayers believe that mortals are too irresponsible to wield magic, and that those who dare to do so must be slain. Spellcasters who become occult slayers are considered to have seen the error of their ways — although they may still cast spells, they rely primarily on their battle prowess and their ability to resist magical effects to defeat their enemies.

The occult slayer comes into her own through exhaustive training. Every regimen she performs is an exercise that refines her anger against spellcasters into martial skill. Each occult slayer forms a preternatural bond with her masterwork weapon of choice, which serves as the instrument of her vengeance.

Hit Die: d8.

Table 2–25: The Occult Slayer

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1 st	+1	+0	+0	+2	Magical defense +1, weapon bond
2 nd	+2	+0	+0	+3	Vicious strike, mind over magic 1/day
3 rd	+3	+1	+1	+3	Auravision, magical defense +2
4 th	+4	+1	+1	+4	Mind over magic 2/day, nondetection cloak
5 th	+5	+1	+1	+4	Blank thoughts, magical defense +3

Requirements

To qualify to become an occult slayer, a character must fulfill all the following criteria.

Base Attack Bonus: +5.

Skills: Knowledge (Arcana) 4 ranks, Spellcraft 3 ranks.

Feats: Improved Initiative, Weapon Focus

Class Features

All of the following are class features of the Occult Slayer prestige class.

Weapon and Armor Proficiency: An Occult Slayer are proficient with all simple and martial weapons, and all shields and armor.

Magical Defense (Ex): An Occult Slayer gains a +1 bonus on saves against spells and spell-like effects at 1st level of this class. It increases to +2 at 3rd level, and +3 at 5th level.

Weapon Bond (Su): Any hit An Occult Slayer scores with his preferred weapon deals an extra 1d6 points of damage against a spellcaster or a creature with spell-like abilities.

Mind over Magic (Su): Starting at 2nd level, an Occult Slayer can reflect targeted spells back at their casters, as the spell turning spell as a caster equal to 5 plus his level in Occult Slayer. Doing so is a free action. An Occult Slayer can do this once per day at 2nd level and twice a day at 4th level.

Vicious Strike (Ex): An Occult Slayer deals double damage on attacks made as readied actions to disrupt spellcasters.

Auravision (Su): An Occult Slayer can see magical auras within 60 feet as a free action, but can tell only the number of different auras, not their strength or school.

Nondetection Cloak (Su): An Occult Slayer gains magical protection from divinations equivalent to a nondetection spell from a caster the same level as his Occult Slayer level, except that it affects only himself and his possessions.

Blank Thoughts (Ex): An Occult Slayer can induce within himself a state of mental absence, thereby becoming immune to mind-affecting effects (charms, compulsions, patterns, phantasms, and morale effects). She can suppress or resume this ability as a free action.

ORDER OF THE BOW INITIATE

When asked, “What is Truth?” an initiate of the Order of the Bow picks up his bow, fires an arrow and, without saying a word, lets his mastery of the weapon serve as the gauge of the archer’s progress along the way. By learning the meditative art of the Way of the Bow, the archer improves his discipline, precision, and spirituality. Initiates of the Order of the Bow see their weapons as extensions of their being, and the use of a bow as a spiritual experience.

Fighters are the most common initiates of the Order of the Bow. Rangers, paladins, and even barbarians utilize these skills and philosophies as well. Some rogues and bards have been known to enter the order, but they are rare indeed. NPC initiates are most often encountered teaching others the ways of archery or wandering the lands looking for true challenges for their skill.

Hit Die: d8.

Table 2–26: The Order of the Bow Initiate

Level	Base Attack Bonu s	Fort Save	Ref Save	Will Save	Special
1 st	+1	+0	+2	+2	Ranged precision +1d8
2 nd	+2	+0	+3	+3	Close combat shot
3 rd	+3	+1	+3	+3	Ranged precision +2d8
4 th	+4	+1	+4	+4	Greater Weapon Focus
5 th	+5	+1	+4	+4	Ranged precision +3d8
6 th	+6	+2	+5	+5	Sharp-Shooting
7 th	+7	+2	+5	+5	Ranged precision +4d8
8 th	+8	+2	+6	+6	—
9 th	+9	+3	+6	+6	Ranged precision +5d8
10 th	+10	+3	+7	+7	Extended precision

Requirements

To qualify to become an Order of the Bow initiate, a character must fulfill all the following criteria:

Base Attack Bonus: +5.

Skills: Craft (bowmaking) 5 ranks, Knowledge (religion) 2 ranks.

Feats: Point Blank Shot, Precise Shot, Rapid Shot, Weapon Focus (longbow, shortbow, or the composite version of either).

Class Skills

The Order of the Bow initiate's class skills (and the key ability for each skill) are Climb (Str), Craft (Int), Knowledge (religion) (Int), Ride (Dex), Spot (Wis), and Swim (Str).

Skill Points at Each Level: 2 + Int modifier.

Class Features

All of the following are class features of the Order of the Bow initiate prestige class.

Weapon and Armor Proficiency: Order of the Bow initiates gain no proficiency with any weapon or armor.

Ranged Precision (Ex): As a standard action, an initiate may make a single precisely aimed attack with a ranged weapon, dealing an extra 1d8 points of damage if the attack hits. When making a ranged precision attack, an initiate must be within 30 feet of his target. An initiate's ranged precision attack only works against living creatures with discernible anatomies. Any creature that is immune to critical hits (including undead, constructs, oozes, plants, and incorporeal creatures) is not vulnerable to a ranged precision attack, and any item or ability that protects a creature from critical hits (such as armor with the fortification special ability) also protects a creature from the extra damage.

Unlike with a rogue's sneak attack, the initiate's target does not have to be fl at-footed or denied its Dexterity bonus, but if it is, the initiate's extra precision damage stacks with sneak attack damage. Treat the initiate's ranged precision attack as a sneak attack in all other ways. The initiate's bonus to damage on ranged precision attacks increases by +1d8 every two levels. An initiate can only use this ability with a ranged weapon for which he has taken the Weapon Focus feat.

Close Combat Shot (Ex): At 2nd level, an initiate can attack with a ranged weapon while in a threatened square and not provoke an attack of opportunity.

Greater Weapon Focus (Ex): At 4th level, an Order of the Bow initiate gains the Greater Weapon Focus feat with a single ranged weapon for which he has taken the Weapon Focus feat even if he has not attained 8th level as a fighter.

Sharp-Shooting: At 6th level, an initiate gains the Sharp-Shooting feat (see Chapter 3 of this book) even if he does not meet the prerequisites.

Extended Precision (Su): A 10th-level Order of the Bow initiate's senses and feel for "the shot" become so attuned that he may make ranged precision attacks (and sneak attacks, if he has the ability) at a range of up to 60 feet.

PIOUS TEMPLAR

Sworn to the defense of a temple site, the pious templar is a holy warrior blessed by her deity with combat prowess and great endurance. She bears her deity's favored weapon into battle and fights her deity's enemies without question or hesitation. In addition to defending the temple itself, a pious templar may be charged with additional duties, including a campaign to attack foes on their own home ground. Faithful people of all professions can enter the ranks of the pious templars; clerics and paladins are especially likely to do so. Some temples (such as those of Boccob or Wee Jas) welcome wizards and sorcerers to become pious templars, valuing those characters' ability to use arcane magic combined with

the martial training of the pious templar. Likewise, Olidammara's temples are often guarded by rogue/pious templars, who combine combat training with sneak attack tactics. Ranger/pious templars serve in temples of Ehlonna and Obad-Hai, while barbarian/pious templars are not unknown in temples of Kord or Erythnul. Only monks, with their own specialized combat training, are unlikely to adopt the pious templar class. NPC pious templars usually live cloistered in temple buildings or attached quarters.

Hit Die: d10.

Requirements

To qualify to become a pious templar, a character must fulfill all the following criteria:

Base Attack Bonus: +5.

Skill: Knowledge (religion) 4 ranks.

Feats: True Believer, Weapon Focus (with her deity's favored weapon).

Class Skills

The pious templar's class skills (and the key ability for each skill) are Climb (Str), Concentration (Con), Craft (Int), Heal (Wis), Jump (Str), Knowledge (religion) (Int), Profession (Wis), and Swim (Str). See Chapter 4 of the Player's Handbook for skill descriptions.

Skill Points at Each Level: 2 + Int modifier.

Table 2-14: The Pious Templar

Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special	Spells Per Day			
						1 st	2 nd	3 rd	4 th
1 st	+1	+2	+0	+2	Mettle	0	—	—	—
2 nd	+2	+3	+0	+3	Smite 1/day	1	—	—	—
3 rd	+3	+3	+1	+3	Damage reduction 1/—, Weapon Specialization	1	0	—	—
4 th	+4	+4	+1	+4	Bonus feat	1	1	—	—
5 th	+5	+4	+1	+4	—	1	1	0	—
6 th	+6	+5	+2	+5	Smite 2/day	1	1	1	—
7 th	+7	+5	+2	+5	Damage reduction 2/—	2	1	1	0
8 th	+8	+6	+2	+6	Bonus feat	2	1	1	1
9 th	+9	+6	+3	+6	—	2	2	1	1
10 th	+10	+7	+3	+7	Smite 3/day	2	2	2	1

Class Features

All of the following are class features of the pious templar prestige class.

Weapon and Armor Proficiency: Pious templars gain no weapon or armor proficiencies.

Mettle (Su): A pious templar's special blessing allows her to shrug off magical effects that would otherwise harm her. If a pious templar makes a successful Will or Fortitude saving throw that would normally reduce the spell's effect, she suffers no effect from the spell at all. Only those spells with a Saving Throw entry of "Will partial," "Fortitude half," or similar entries can be negated through this ability.

Spells per Day: A pious templar has the ability to cast a small number of divine spells. To cast a spell, the pious templar must have a Wisdom score of at least 10 + the spell's level, so a pious templar

with a Wisdom of 10 or lower cannot cast these spells. Pious templar bonus spells are based on Wisdom, and saving throws against these spells have a DC of 10 + spell level + the pious templar's Wisdom modifier. When the pious templar gets 0 spells of a given level, such as 0 1st-level spells at 1st level, she gets only bonus spells. (A pious templar without a bonus spell for that level cannot yet cast a spell of that level.) A pious templar has access to any spell on the list and can freely choose which to prepare, just like a cleric. A pious templar prepares and casts spells just as a cleric does (though the pious templar cannot spontaneously cast cure or inflict spells). A good pious templar (or a neutral pious templar of a good deity) uses the paladin spell list. An evil pious templar (or a neutral pious templar of an evil deity) uses the blackguard spell list. A pious templar who is neither good nor evil and whose deity is neither good nor evil can choose to use the paladin or the blackguard spell list. Once the player makes this choice, it cannot be reversed.

Smite (Su): Once per day, a pious templar of 2nd level or higher may make a single melee attack with a +4 attack bonus and a damage bonus equal to her pious templar level (if she hits). The pious templar must declare the smite before making the attack. Starting at 6th level, a pious templar can smite twice per day and at 10th level, three times per day. If a pious templar has a smite evil or smite ability (for being a paladin or a cleric with the Destruction domain) already, she can use the ability one extra time per day (two extra times at 7th level). The attack bonus does not increase, but the damage bonus is based on the character's combined level (pious templar level plus cleric or paladin level).

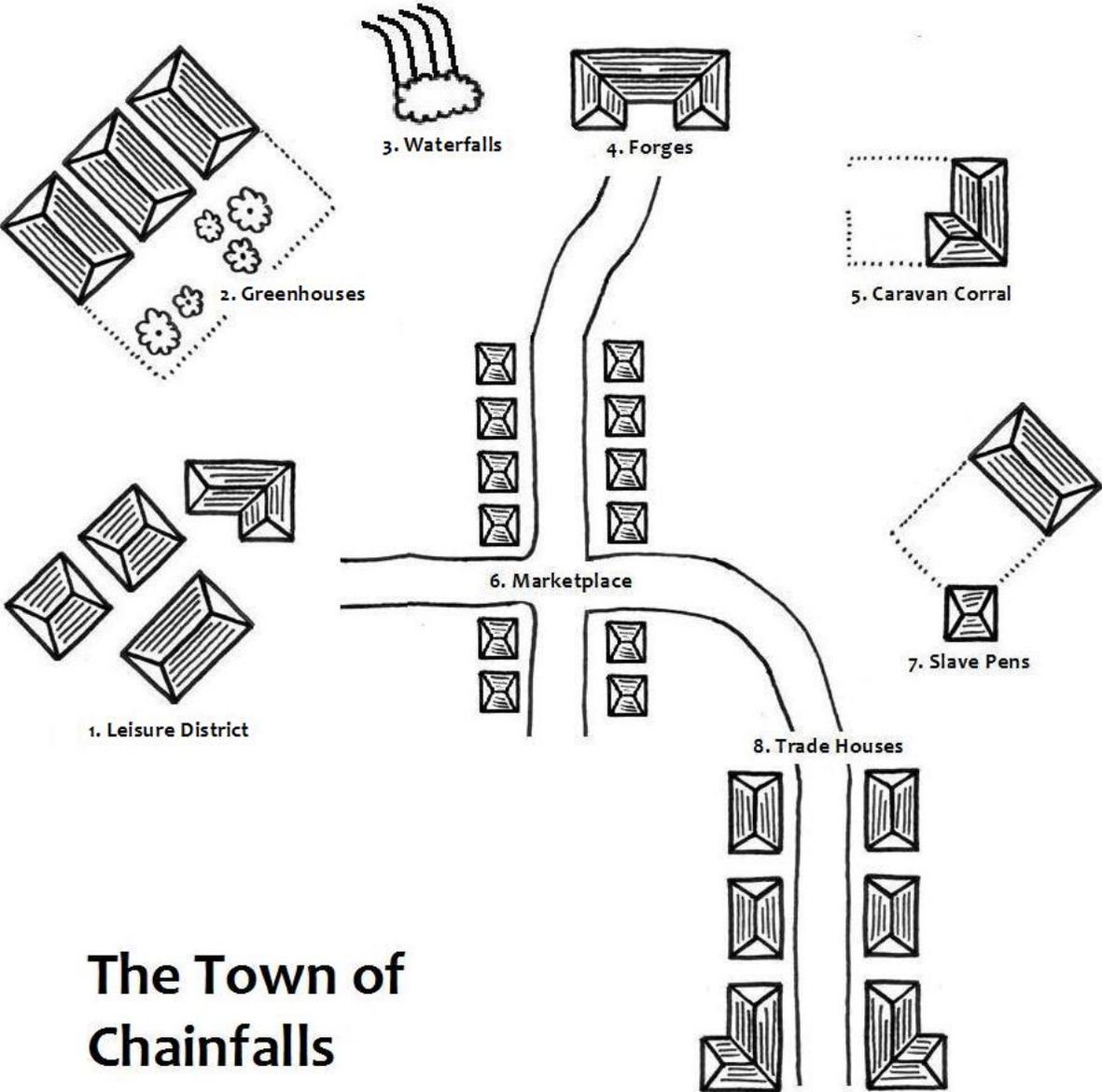
Damage Reduction (Ex): Starting at 3rd level, pious templars have the ability to shrug off some amount of injury from each blow or attack. A pious templar gains damage reduction 1/—. At 7th level, this damage reduction rises to 2/—.

Weapon Specialization: At 3rd level, a pious templar gains the Weapon Specialization feat with her deity's favored weapon.

Bonus Feat: At 4th level and again at 8th level, a pious templar gets a bonus feat. These bonus feats must be drawn from the feats noted as fighter bonus feats in the Player's Handbook and other books.

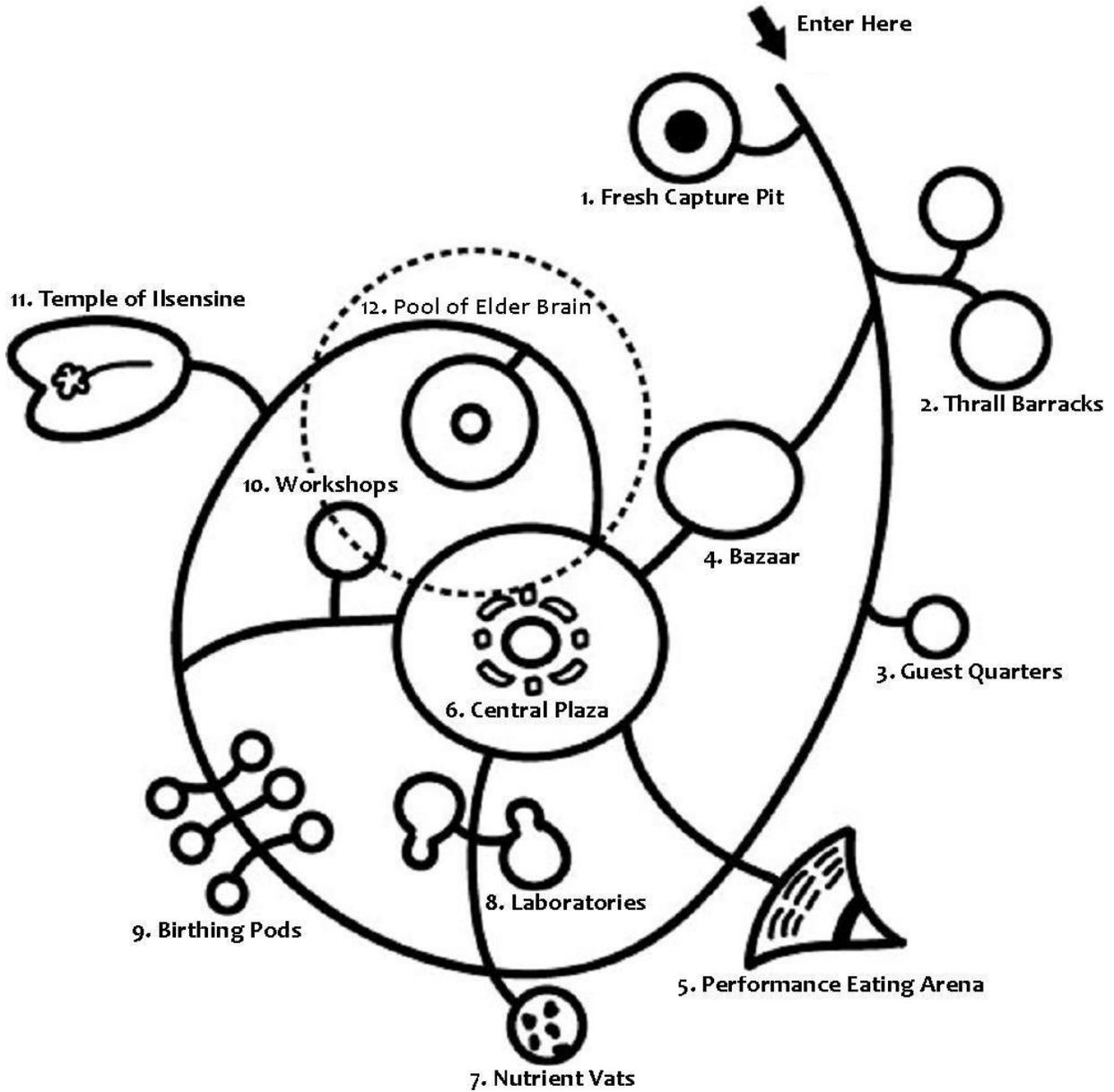
If a pious templar selects a feat that requires her to apply its effects to a specific weapon (such as Improved Critical), she may only apply that feat to her deity's favored weapon.

PLAYER HANDOUT #1 – CHAINFALLS



The Town of Chainfalls

PLAYER HANDOUT #2 – MAGPIE’S MAP



The Coven Lair

PLAYER HANDOUT #3 – THOUGHT EXTRUDER PUZZLE

An intriguing mechanism is secured to the top of the device, just above the Commander's forehead. It appears to have eighty-one dials aligned in a square. Metal rods separate the dials into nine squares of nine dials each. Each dial is capable of rotating and displays the numbers one through nine around its perimeter with an additional blank space in between the one and the nine. While most of the dials are set to display a blank, some are set to display numbers.

		1	4		2	9		
9	7					4		1
							5	3
1				8		2		
	8		6	2	9		1	
		9		7				6
4	1							
6		3					7	9
		2	1		6	5		

CRITICAL EVENT SUMMARY: SHE8-01 SEVERANCE

For use only before June 1, 2008.

- | | | |
|--|-----|----|
| 1. Did the PCs rescue Commander Toras? | Yes | No |
| 2. Did the PCs kill the Elder brain? | Yes | No |
| 3. Did the PCs defeat the drow? | Yes | No |
| 4. Did the PCs accept Storm Eye's challenge? | Yes | No |

If so, list player names/PC names here:

5. Describe the outcome of the encounter with Storm Eye. Did the PCs defeat him?

Notes: (Add anything that happened that might be considered out of the ordinary – Strange occurrences, results that may not fit the above, etc):