

CODEX OF THE INFINITE PLANES

VOLUME XXV:

WINDSWEPT DEPTHS OF PANDEMONIUM

THE ESSENTIAL GUIDE TO THE PLANES OF EXISTENCE



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WINDSWEPT DEPTHS OF PANDEMONIUM

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VOLUME XXV: WINDSWEPT DEPTHS OF PANDEMONIUM

“Limbo is the purest expression of chaos in the multiverse, but the plane of Pandemonium shows what can happen when chaos is mixed with an healthy dose of madness. The narrow tunnels of the Windswept Depths create howling winds, turning every conversation into a shouting match, and carrying strange sounds from across its rocky passages. There is no less populated plane than Pandemonium, with only scattered pockets of mostly insane inhabitants, though the number of monstrous residents make up for the lack of sentients. Still, there’s a form of beauty that can be found nowhere else than Pandemonium, where the howling wind whips around you and you hear the conversations of the lost and dead, a chilling reminder that we all leave our mark in some way.”

Emirikol the Chaotic

Oppressive darkness, howling winds, and the threat of madness lurkin the maze of tunnels that make up the Windswept Depths of Pandemonium. Pandemonium, at the intersection of chaos and evil on the Great While, is similar in many ways to the Plane of Earth in the Inner Planes. Both are comprised largely of solid stone, with cavernous pockets and twisting tunnels cutting through the rock.

However, while the Plane of Earth has little natural light and still air, Pandemonium is filled with cacophonous winds and pitch blackness. No natural light exists in the Windswept Depths, and the driving wind snuffs out torches with ease – even magical light is dimmed and unreliable as some latent property of the plane inhibits all illumination.

The winds of Pandemonium are more than gentle breezes. They howl like a living thing, careening down and around through tunnels made smooth by the constant force of driving windstorm-strength gales. Talking and hearing are difficult anywhere on the plane, and the oppressive darkness makes vision unreliable as well. Every natural element of Pandemonium seems custom designed to isolate creatures and leave them feeling powerless and alone.

Madness is a constant threat on the plane, a madness driven by the constant howling of the wind, the chill air, and the sense of isolation brought on by the makeup of Pandemonium. Native creatures to the plane are usually deaf and blind, relying on supernatural or heightened senses to find prey, and demons are often found lurking in the darkness.

It is no wonder that Pandemonium is least populated of all the Outer Planes. There are only a few scattered points of civilization, and most of these are filled with desperate, huddled beings gone to madness from the nature of the plane. The largest population of people refer to themselves as the Banished, and they are the only native sentient beings. Humanoids of all types are found among their numbers and they share a simple trait – they have embraced the madness of Pandemonium. They are dangerous, disorganized, and unhinged, but they do know the tunnels better than any other.

Monsters of all types prowl in the darkness. These include the gloomgaunt, loathsome bat creatures at one with the shadows, and the giant olms, toxic albino salamanders always on the lookout for fresh meat. Cave goats, giant blind star slugs, and fearsome monstrous insects all crawl in the darkness as well. The River Styx winds through the upper layer of Pandemonium on its tour of the Lower Planes, and many monsters hide in the waters, knowing that the river provides regular traffic into the otherwise desolate tunnels.

Pandemonium also hides dark and terrible secrets in its depths. The planar walls between the Outer Planes and the dangerous Far Realm are thinnest here, and many planar scholars point to the Far Realm as the source of Pandemonium’s wind and madness. Enormous creatures born of titanic nightmares ooze through the lower tunnels of Pandemonium’s depths, ancient entities from lost epochs beyond time and space. Some caves are filled with ruins of lost cities reminiscent of those found in the Plane of Ice belonging to the alien elder things, but in the Windswept Depths their ancient creations still roam the darkness.

Safety and comfort are nowhere to be found in Pandemonium, and travelers that let down their guard in the Windswept Depths invite madness and death. Nonetheless, there are treasures and wonders to be found across the cavernous layers. Exiled from the Plane of Faerie, the Queen of Air and Darkness rules from the Unseelie Court in a realm that offers far more insidious threats than the howling wind. Idols and obelisks dedicated to loathsome Far Realm entities can be found in far-removed places, offering hints to greater blasphemies just outside the planar borders that threaten more than just the miserable lives on Pandemonium. Cursed black diamonds, though rare and powerful, can be found under the right conditions in the darkest tunnels.

LAY OF THE LAND

The entire plane of Pandemonium is contained within an infinite solid mass of stone. This physical nature leads many planar scholars to theorize a link between the Plane of Earth and the Windswept Depths, but the idea is based on little actual evidence, and it certainly doesn’t account for the constant, howling wind that blows through every single tunnel and cavern. No passage is devoid of the shrieking wind, and no natural light exists anywhere on the plane.

Pandemonium is divided into four layers, though the barriers between them are ill-defined at best. They are marked largely by the size and nature of the honeycombed tunnels, from the first layer Pandesmos (with many large tunnels) to the lowest layer Agathion (absolutely no tunnels).

PANDESMOS

The top layer of Pandemonium contains the largest number of caves, some hundreds of miles wide, with the wind blowing constantly through it all. Some latent property in the stone on Pandesmos makes gravity behave strangely – creatures and travelers can move along the floors, walls, and ceilings with equal ease. This spider

climbing effect is detailed under Hazards & Phenomena. The River Styx winds through portions of Pandesmos as well, creating an easy and navigable route into and out of the plane (though it too obeys its own gravity laws, and in the same cavern can flow up the wall, over the ceiling, and down the other side without spilling a drop).

One of the few permanent settlements on Pandemonium, Madhouse, sits in an enormous cave on this layer. Flickers of magical light dance in the crowded streets, winking in and out of existence, adding to the mysterious allure of the city.

COCYTUS

The tunnels of Pandemonium narrow considerably in Cocytus, creating more dangerous windstorms that bring death and madness. Much of this layer has the appearance of ancient worked stone, and some planar scholars believe the barriers between the multiverse and the alien Far Realm are weakest on Cocytus. The worked stone of the tunnels and caves may be remnants of Far Realm cities, and the titanic ruins of Shothra, a city of elder things, are tucked away somewhere. Unfortunately, the tunnels also carry the greatest number of loathsome slimy monsters, such as shoggoths, oozes, and other foul monsters.

PHLEGETHON

The caves and tunnels of Phlegethon are just as dark as the rest of Pandemonium, but they are accompanied by a persistent slimy wetness over all surfaces. Many caverns on Phlegethon hold stalactites and stalagmites of monstrous proportions, though no rivers or obvious explanation for the condensation have been found. The only other community of note on Pandemonium, Windglum, is found on Phlegethon, built around an enormous stalagmite.

AGATHION

The lowest layer of Pandemonium is referred to as Agathion, and here no tunnels are found. It is a locked layer of isolated cavernous pockets filled with stale air or dangerous void material, and perhaps entities and powers exiled from the rest of the multiverse. These pocket realms are accessible only through portals or by tunneling through the endless stone, though attempts at blinding digging into Agathion have resulted in numerous cave ins and sudden disappearances.

CYCLE OF TIME

There is nothing to mark the passage of time on any of Pandemonium's layers. The winds howl according to their own random schedule, and the darkness is omnipresent and perpetual. Inhabitants of Madhouse and Windglum develop their own methods of tracking time's march, ranging from wildly incoherent to grisly macabre.

SURVIVING

There are many threats to life, limb, and sanity throughout Pandemonium. The darkness is the most evident, followed quickly by the howling windstorms and constant isolation that drives travelers to madness. These effects are detailed more fully under Hazards and Phenomena.

GETTING THERE

The powerful winds that blow through Pandemonium have been known to gust strong enough to rip temporary gates through the planar barriers. Usually these lead to one of three places – the Plane of Air, the Plane of Earth, or the dangerously alien Far Realm. Thankfully, these gates are temporary and the breaches are often sealed before things crawl through, but not always.

Permanent portals to Pandemonium usually exist deep underground, and activating them often requires making some sort of loud noise. This can often draw unwanted attention so travelers looking to get to the Windswept Depths had better be prepared to face whatever wanders nearby when trying to find the right portal key.

The most reliable means of transportation into Pandemonium is via the River Styx. The blood-red waters wind through caverns, tunnels, and passages in a twisting, nonsensical pattern throughout Pandesmos, the top layer. Many of the monstrous predators lurking in Pandemonium's perpetual darkness have learned to watch the River Styx and its various tributaries for fresh food, though many merrenoloths have ply the river know a trick or two to keep the hungry beasts at bay.

Portals and gates that lead to Agathion can be found anywhere in the multiverse, but usually in out of the way or deliberately difficult places. Carceri may be famous as the dumping grounds of the multiverse for all manner of powerful entities, but Agathion's well-earned reputation for complete and desolate isolation makes it a perfect place to keep dangerous items and beings deemed to powerful to destroy.

TRAVELING AROUND

A traveler must be able to navigate through the tunnels of Pandemonium in darkness. Carrying a light of any kind is ill-advised, especially out in the meandering passages between the larger tunnels. The monsters that lurk across the plane are drawn instinctively towards light, and the howling winds make anything but magical light all but impossible to keep lit anyway.

Once the problem with sight is dealt with, a traveler needs to deal with the deafening noise of the wind. The effect is full detailed under Hazards & Phenomena under Cacophonous Wind, but the practical impact is that speaking and hearing are difficult at best and downright impossible at anything longer than close range. Shouting is the only way to be heard, though the driving wind means the native monsters have dulled senses of hearing so the increased noise shouldn't attract unwanted attention.

Beyond the darkness and the shrieking wind, madness and isolation must also be dealt with. Sanity is a fleeting thing in the Windswept Depths, and those that embrace the madness often find themselves lost and utterly hopeless in the eternal tunnels. There is no predictable factor in all of Pandemonium except for the absence of predictable factors, a conundrum lost on most travelers just trying to find their way in the darkness.

Most of the tunnels and passages are free of impediments, making actual travel the least problematic part of the plane. The top layer of Pandesmos has very wide tunnels big enough for flying ships and great winged beasts, and the trend continues through much of Cocytus with its strangely worked stone chambers and tunnels. Most of Phlegethon is not so wide, however, and many of its stone arteries are barely wide enough for humanoids to walk single file.

THE POWERFUL AND MIGHTY

The darkness and isolation of the Windswept Depths of Pandemonium means there are very few natural resources to covet or fight over. The creatures and groups that have rose to prominence in such a desolate plane are the exiled, the imprisoned, and above all else, the insane. Travelers are advised to deal cautiously with any of them.

THE BANISHED

Despite the overall lack of habitation, Pandemonium does have native sentient inhabitants. They are descended from the first groups exiled to the Windswept Depths, and planar scholars refer to them as the Banished. They are not a large group, existing mostly in the communities of Madhouse on Pandesmos and Windglum on Phlegethon, and their mannerisms, customs, appearance, and beliefs vary wildly. Humans, elves, dwarves, tieflings, goblins, genasi, kenku, and many others are counted among the Banished, living together in very small groups within their cramped cities in the caves of Pandemonium.

The unifying factor among the Banished is a deeply etched madness imprinted on their very souls. They are wildly unpredictable and dangerous, with many displaying psychotic and paranoid tendencies that alienate family and outsiders alike. They are deeply distrustful of leadership figures, so the populations of Madhouse and Windglum recognize no authority and there is no central government or force to speak of. The Banished work independently, live independently, and deal with their own problems, ignoring the plight of anyone outside their immediate family.

Despite these shortcomings, most of the Banished can trace their ancestry back generations, and they are good at hoarding information. Many of them have gone out into the tunnels of Pandemonium on errands, quests, or simple walkabouts, and while some never return the ones that do keep records of what they've found and how to get to it. Perhaps due to their underlying madness, the howling winds that drive travelers insane seem not to affect the Banished, so they make useful guides. If they can be convinced to help, that is.

IBHOLTHEG THE SQUAMOUS TOAD

The barrier between the Far Realm and Pandemonium is dangerously thin, especially in the strange worked stone ruins of Cocytus. Nonetheless, it seems most of the greater Far Realm powers are confined to that distant plane – terribly alien beings such as Yog-Sothoth, Azathoth, and Nyarlathotep, names only whispered by maddened sages, degenerate philosophers, and deranged cultists. A few of their servitors have managed to cross, and arguably the most successful of these is Iboltheg, a horrendous monster also known as the Squamous Toad.

Iboltheg pierced the planar veil separating the Far Realm and entered Pandemonium generations ago. It established a worshipper base among the Banished and brought forth many monstrous allies, such as the gloomgaunt and blind croakers that now roam Pandemonium's tunnels. Idols still stand in caves honoring the god-like loathsome monster, but Iboltheg itself was cast to an airless vacuum in Agathion by a group of powerful planar wizards who recognized the threat posed by the Squamous Toad.

Now, Iboltheg sits in the vacuum, largely cut off from its creations and worshippers, and the cult of the Squamous Toad has nearly collapsed. For those that seek it out, however, there are certain places holding idols of Iboltheg where the Squamous Toad's croaking whisper can still be heard. Its alien mind seems bent on opening the barrier fully to the Far Realm to release its loathsome kin, and thankfully to date its machinations have been thwarted. But for how long?

MASTER OF THE DIRE DIRGES

To some, the howling winds of Pandemonium are more than just shrieks and gusts in empty tunnels. Among the Banished in the settlements of Madhouse and Windglum, there are some who hear music within the piping winds. They are referred to as dire dirgists, and most respectable bardic colleges view them as unhinged lunatics, but they follow the teachings of an ancient bard known only as the Master of the Dire Dirges.

The Master of the Dire Dirges was the first to discover music within the winds of Pandemonium hundreds of years ago. He followed the music, sounds only he could hear, and traveled the caves and tunnels outside the small settlements on a pilgrimage in search of the music's source. He returned years later changed, and claimed he had found the symphony of Pandemonium. The Master of Dirges had returned as an undead lich with bardic skills, and he stayed in Madhouse for years, teaching disciples how to listen for and harness the winds of the plane. His music was referred to as the dire dirge and he wrote much of it down in a nearly incomprehensible tome called the Funeral's Lament.

Then, one day, the Master of the Dire Dirges disappeared. He's left a legacy of maniac bards in Madhouse who work to spread the music of the dire dirge across the multiverse, and copies of the lich-bard's Funeral's Lament have circulated among respected bardic colleges. Most view the theories as total nonsense, but to some, it has been a key to unlocking great potential. As an

immortal undead, the Master of the Dire Dirges is likely still out there somewhere. But where? And what forced him to leave Madhouse?

QUEEN OF AIR AND DARKNESS

The Plane of Faerie is largely ruled by powerful archfey beings of incredible age and importance. They are as different from one another as the seasons, and the courts they hold in their magnificent cities are both wondrous and dangerous to behold. Queen Titania sits at the head of the Court of Summer, and it was by her decision the other faerie courts came together to banish one among them from the Plane of Faerie forever. In this way, the Queen of Air and Darkness, a twisted and cunning faerie ruler, was cast out and sent to Pandemonium.

She rules the Gloaming Court in a massive cave on Pandemos, and by her will the winds blow or do not inside her realm's borders. The Queen is attended by thousands of groveling subjects, including a great number of fomorians who have defected from the Plane of Faerie in service to the Gloaming Court. Wicked sprites of all kind keep tabs on the events in the Feywild, spying and reporting on the actions of the other archfey courts. For her own part, the Queen of Air and Darkness still longs to return to her original home, and many of her diabolical schemes are designed to get enough of the archfey courts on her side to make a comeback.

Few people have seen the Queen of Air and Darkness in person. Her most loyal servants and confidants are twisted shadows of herself, powerful in their own right, which she can communicate through at will. The sycophants and petty nobles that occupy the Gloaming Court fight amongst themselves for scraps of respect and words of notice from their aloof Queen, but she finds their infighting keeps them sharp and only takes note of a noble or family when they become too important for their own good. It is a dangerous world where the madness of Pandemonium is the least threatening of all the problems.

SHORGRALLIS THE DEVOURER

Not all the inhabitants of Pandemonium are exiled. Shorgrallis the Devourer is an ancient black dragon with an unhealthy obsession with the lich Acererak, a powerfully evil being devoted to the consummation of souls from across the multiverse. Shorgrallis seeks to harness the same power, and while she respects the ancient lich's prowess, she believes it is her destiny to surpass his legacy and become one with the negative necrotic energy that fuels all undead beings.

Shorgrallis remains a living black dragon, however. She has spent her life gathering knowledge about the Negative Energy Plane and stealing from Acererak's secret hiding places. In a black chasm known as the Fetid Fissure, Shorgrallis devotes her time and energy to experimenting with death and the idea of a creature's living soul. She took the title Devourer out of both respect and defiance to Acererak, a split reason that reflects the black dragon's fracture psyche and unstable mental condition.

Shorgrallis has toyed with the idea of becoming a dracolich, but her natural incredibly long lifespan means she can enjoy the fruits of life longer without having to resort to bodily transformation into undeath. Within the Fetid Fissure, she tinkers with magical formula, working on a device to capture the souls of those that have died to fuel her manic desire for total control over life and death. She was inspired by Acererak's work in the Material Plane with the Soulmonger and seeks to create a similar device. Thankfully, her efforts thus far have proven to be failures, but Shorgrallis is nothing if not stubborn and tenacious.

CREATURES & DENIZENS

The things that lurk in the darkness of Pandemonium's endless tunnels and wind-filled caverns are dangerous predators well-adapted to their unique environment. Many of these are beasts, exaggerated from their Material Plane counterparts but largely recognizable, but more than a few defy easy categorization. Things have pushed through from the Far Realm into Pandemonium to slither, croak, crawl, and ooze, and they seem to hunger for life itself.

BLIND CROAKER

Blind croakers are monstrous creatures that originated from the Far Realm. They are flabby, massive toad-like behemoths, with a wide maw that splits their grotesque form nearly in half. A pair of membranous bat wings extend from their slimy backs allowing them to fly in short hopping bursts, and while their muscular front arms end in razor-sharp claws, the real danger comes from their long tail with a barbed hook at the end. Blind croakers have no eyes in their hollow sockets but sense the area around them with an otherworldly vision. Their slimy, shiny skin shimmers with a wet glaze, changing their color from gray to green to dull blue in random patterns.

Eldritch Brutes. A blind croaker is not a subtle creature, and it possesses no talents at deception or lying. It is a behemoth designed to beat down opponents, and its tactics are straightforward and direct. It uses its croak to stun as many targets as possible before lashing out with claws and stinger. It recognizes nothing but pure strength as manifested by a creature's bulk, so it automatically looks down upon any smaller being as inferior and lesser.

Heralds of Iboltheg. Blind croakers are the chosen heralds of Iboltheg the Squamous Toad, one of the ancient elder beings from the Far Realm that managed at some point to squeeze through the planar barrier and enter Pandemonium nearly bodily. It brought with it legions of flapping, hopping, grotesque monsters, including blind croakers, and many of these powerful creatures still try to release their imprisoned master from its cavernous prison on Agathion.

To this end, blind croakers have tried to order legions of lesser creatures to work dark rituals meant to free Iboltheg. The bindings over the Squamous Toad's prison are strong, so to date the efforts of the blind croakers – unobvious and lacking any finesse – have not come to fruition. A few of the blasphemous monsters have reached out with their minds to the inhabitants of Windglum deep in Phlegethon to entice them to help, though these efforts have largely produced little but a small band of insane cultists.

Eldritch Nature. A blind croaker doesn't require air, food, drink, or sleep.

BLIND CROAKER

Huge aberration, chaotic evil

Armor Class 19 (natural armor)

Hit Points 105 (10d12+40)

Speed 30 ft., fly 30 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	14 (+2)	18 (+4)	13 (+1)	15 (+2)	15 (+2)

Saving Throws Int +5, Wis +6, Cha +6

Damage Resistances cold, fire, lightning; bludgeoning, piercing, and slashing from nonmagical weapons

Damage Immunities poison, thunder

Condition Immunities blinded, charmed, deafened, exhaustion, frightened, poisoned

Senses blindsight 120 ft., passive Perception 12

Languages telepathy 120 ft.

Challenge 10 (5,900 XP)

Alien Form. A critical hit on the blind croaker becomes a normal hit. The blind croaker is immune to any spell or effect that would alter its form or move it outside the plane against its will.

Magic Resistance. The blind croaker has advantage on saving throws against spells and other magical effects.

Noxious Aura. Creatures that start their turn within 30 feet of the blind croaker suffer 5 (1d10) poison damage.

ACTIONS

Multiattack. The blind croaker uses its Stunning Croak if able and then makes two attacks: one with its claws and one with its stinger.

Claws. *Melee Weapon Attack:* +8 to hit, reach 10 ft., one target. *Hit:* 18 (4d6+4) slashing damage plus 9 (2d8) poison damage.

Stinger. *Melee Weapon Attack:* +8 to hit, reach 20 ft., one target. *Hit:* 26 (4d10+4) piercing damage plus 18 (4d8) poison damage.

Stunning Croak (Recharge 5-6). The blind croaker releases a thunderous croak in a 30-foot cone. Creatures in the area suffer 18 (4d8) thunder damage and must make a DC 15 Constitution saving throw or be stunned until the end of the blind croaker's next turn.

CAVE GOAT

The winding tunnels of Pandemos contain numerous strange creatures, but cave goats are one that give most travelers pause. A cave goat appears as a massive goat nearly 10 feet tall at the shoulder, with scraggly thin gray hair over its body and an oversized pair of curved black ram horns over its head. It has no eyes though, and it makes little noise as it bounds around its cavernous home with grim determination. Black ice forms around the cave goat's mouth as its drool freezes on contact with the air, and black ice patches can be found in abundance around its stomping grounds.

Goats of Black Ice. Some natural element of the cave goat's bodily juices reacts with the wind of Pandemonium to create powerfully cold black ice. It can spray the ice out to attack foes or to simply coat their lairs, as the hooves of the cave goat seem immune to the otherwise incredibly slippery resultant ice.

Beasts of Laerth Struum. There have been numerous residents of Madhouse that have attempted to break a cave goat and use it as a beast of burden, and only a few of these attempts have resulted in anything other than tragedy. The most successful of these is a deranged drow elf named Laerth Struum, who has managed to wrangle a herd of a dozen cave goats to do his bidding. His bidding, however, seems to be restricted to keeping his property in Madhouse free of intruders, but for the right price the mad drow has been persuaded to lend out a cave goat or two to travelers who set out into Pandemonium. The cave goats are ornery, mean-spirited, and cruel, and turn on their riders at the worst possible moment, but they are great for traversing otherwise treacherous or difficult terrain in the tunnels.

CAVE GOAT

Large beast, unaligned

Armor Class 14 (natural armor)

Hit Points 51 (6d10+18)

Speed 50 ft.

STR	DEX	CON	INT	WIS	CHA
16 (+3)	12 (+1)	17 (+3)	3 (-4)	12 (+1)	6 (-2)

Damage Immunities cold, thunder

Condition Immunities blinded, deafened, exhaustion

Senses blindsight 60 ft., passive Perception 11

Languages --

Challenge 3 (700 XP)

Charge. If the goat moves at least 20 feet straight toward a target and then hits it with a ram attack on the same turn, the target takes an extra 9 (2d8) bludgeoning damage. If the target is a creature, it must succeed on a DC 13 Strength saving throw or be knocked prone.

Sure-Footed. The goat has advantage on Strength and Dexterity saving throws made against effects that would knock it prone. The goat ignores movement penalties due to difficult terrain from ice and snow.

ACTIONS

Multiattack. The goat makes two attacks: one with its hooves and one with its rams. The attacks must be against different targets.

Hooves. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target.
Hit: 12 (2d8+3) bludgeoning damage.

Ram. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target.
Hit: 12 (2d8+3) bludgeoning damage.

Icy Spray (Recharge 5-6). The cave goat releases a blast of icy shards from its mouth in a 30-foot cone. Creatures caught in the radius must make a DC 13 Constitution saving throw, suffering 27 (6d8) cold damage on a failure, or half as much on a success. The ground in the affected area becomes difficult terrain from the ice for 1 minute.

GLOOMGAUNT

Gloomgaunts are savage winged bat-like horrors spawned from the most alien pits of the Far Realm. They wing through the tunnels of Pandemonium's second layer, Cocytus, in great flocks, picking off anything living that happens to wander into the elder ruins. They appear as enormous bats comprised of living amorphous shadow, at home in the darkness of Pandemonium and capable of reducing a victim to quivering immobile jelly.

Opportunistic Scavengers. Gloomgaunts are not brave, and usually do not attack unless they have strength in numbers over their opponents. They prefer to glide silently through the darkness of their tunnels seeking out easy prey to overcome. As far as anyone has observed, gloomgaunts do not need to eat – they do not eat their victims at all. Some planar scholars theorize that the eldritch creatures feed on fear or some other emotion, which may explain why they only attack in large flocks.

Messengers. Gloomgaunts make perfect messengers considering their great speed and ability to squeeze through nearly any opening. Some cultists of the alien gods in the Far Realm have learned to summon and control gloomgaunts to serve their needs, and in this capacity the creatures seem perfectly content to take orders. Their cowardly nature remains, however, and they have been known to simply flee rather than face destruction.

Eldritch Nature. A gloomgaunt doesn't require air, food, drink, or sleep.

GLOOMGAUNT

Large aberration, chaotic evil

Armor Class 16 (natural armor)

Hit Points 59 (7d10+21)

Speed 10 ft., fly 60 ft.

STR	DEX	CON	INT	WIS	CHA
15 (+2)	20 (+5)	17 (+3)	6 (-2)	12 (+1)	6 (-2)

Skills Perception +3, Stealth +7

Damage Resistances acid, cold, fire, lightning; bludgeoning, piercing, and slashing from nonmagical weapons

Damage Immunities necrotic, poison, thunder

Condition Immunities blinded, charmed, deafened, exhaustion, grappled, paralyzed, petrified, poisoned, prone, restrained

Senses blindsight 60 ft., passive Perception 13

Languages --

Challenge 4 (1,100 XP)

Alien Form. A critical hit on the gloomgaunt becomes a normal hit. The gloomgaunt is immune to any spell or effect that would alter its form or move it outside the plane against its will.

Amorphous. The gloomgaunt can move through a space as narrow as 1 inch wide without squeezing.

Keen Hearing. The gloomgaunt has advantage on Wisdom (Perception) checks that rely on hearing.

Shadow Stealth. While in dim light or darkness, the gloomgaunt can take the Hide action as a bonus action.

ACTIONS

Multiattack. The gloomgaunt makes three attacks: one with its bite and two with its claws.

Bite. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target.
Hit: 10 (1d10+5) piercing damage plus 5 (1d10) necrotic damage. Living creatures must make a DC 13 Constitution saving throw or have its Dexterity score reduced by 1d4. The target is paralyzed if this reduces its Dexterity to 0. Otherwise, the reduction lasts until the target finishes a short or long rest.

Claw. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target.
Hit: 8 (1d6+5) slashing damage plus 5 (1d10) necrotic damage.

MAD SLASHER

Mad slashers are frenetic monsters of unusual form. Their small central body largely consists of a single unblinking eye, reptilian-like in its appearance, kept aloft by six multi-jointed legs that end in jagged claws sharper than most swords. They are a blur of movement, darting in and around the darkness of Pandemonium, never staying still for more time than it takes to quickly suck up food with its small mouth found at the bottom of its eye-body. They make no noise but the clacking of their claws on the stone, a sound usually drowned out by the howling winds of their native plane.

Unknown Origins. There is no commonly accepted origin for the mad slashers. The creatures travel in small groups and reproduce asexually by expelling stony eggs, but don't seem to have any loyalty or love for their own kind. They are animalistic in their urges and tendencies, but there is nothing in Pandemonium to suggest the creatures evolved naturally or are well-adapted to their surroundings. All of this suggests the mad slashers were the result of an experimentation gone wrong, which most believe, but the exact nature of that original experiment seems lost to time.

Mad Dogs of Duchess Lenka. Mad slashers are one of the most common encounters in Pandemonium, and the creatures have an uncanny sense for blood. They can be trained, and there is one who uses packs of them to hunt down victims for her. Duchess Lenka is a mad vampire who wanders Pandemonium's tunnels searching for blood, and she uses mad slashers as her hunting hounds to help track down prey. It isn't known if the duchess has a permanent home in the plane or if she is doomed to wander it forever, but she is quite insane.

MAD SLASHER

Medium aberration, chaotic evil

Armor Class 16 (natural armor)

Hit Points 22 (4d8+4)

Speed 40 ft., climb 40 ft.

STR	DEX	CON	INT	WIS	CHA
7 (-2)	17 (+3)	12 (+1)	5 (-3)	10 (+0)	6 (-2)

Damage Immunities thunder

Condition Immunities deafened, exhaustion

Senses darkvision 120 ft., passive Perception 10

Languages --

Challenge 2 (450 XP)

Blood Lust. The mad slasher has advantage on attack rolls to hit creatures that are below their maximum hit points.

Wild Dancing. The mad slasher can take the Disengage action as a bonus action.

ACTIONS

Multiattack. The mad slasher makes two claw attacks.

Claw. Melee Weapon Attack: +5 to hit, reach 5 ft., one target.
Hit: 9 (1d12+3) slashing damage.

Whirl. The mad slasher spins in a wild whirlwind. Adjacent creatures must succeed on a DC 13 Dexterity saving throw or suffer 3 (1d6) slashing damage.

OLM, GIANT

Olms are small, albino lizards that crawl over the rugged terrain of Pandemonium in great numbers. They produce a toxin on their skin that makes eating them less than ideal for other predators, though some creatures eat them anyway. The larger giant olms, as big as a wolf, are more problematic and territorial. These albino lizards produce a more powerful poison that deters all but the most determined of predators, and they protect their eggs hidden in rock walls along Pandemonium's tunnels with a ferocious tenacity.

Lizards of Prophecy. Numerous insane prophets in the towns of Madhouse and Windglum have made wild predictions around olms, often times while "reading" bowls of olm guts in specially prepared bowls, all of which underscores the prominence the lizards have in the culture of the Banished. The poisonous lizards are considered sacred for hundreds of reasons – some believe them to be reincarnated spirits of their ancestors, some believe them to be the words of gods given lizard form, and others believe they hold the key to unlocking personal wealth and fortune. Eating an olm is considered taboo among the Banished, though there are many among them that do it just for the sake of breaking the taboo, and giant olms are often seen as pinnacles of prophecy.

Legends of Stinky Billy. Stories of a particularly cantankerous and ancient giant olm nicknamed Stinky Billy are told among many families in Madhouse. The creature is said to be as large as a blind croaker, with deep scars running all along its body, and an absolutely foul stench that carries for miles on the howling winds of Pandemonium. It is more intelligent than other olms, even capable of speech in some stories, and it is just as likely to help a stranded traveler as descend with poisonous fangs and bestial ferocity. Stinky Billy is used a boogeyman in children's stories, but there is enough evidence that such a massive olm exists somewhere in the cacophonous tunnels.

GIANT OLM

Medium beast, unaligned

Armor Class 13 (natural armor)

Hit Points 16 (3d8+3)

Speed 30 ft., climb 30 ft., swim 30 ft.

STR	DEX	CON	INT	WIS	CHA
15 (+2)	12 (+1)	13 (+1)	2 (-4)	10 (+0)	5 (-3)

Damage Immunities poison, thunder

Condition Immunities deafened, exhaustion, poisoned

Senses darkvision 60 ft., passive Perception 10

Languages --

Challenge 1 (200 XP)

Poisonous Skin. Creatures that hit the olm with an attack while within 5 feet of it suffer 3 (1d6) poison damage.

Spider Climb. The olm can climb difficult surfaces, including upside down on ceilings, without needing to make an ability check.

ACTIONS

Bite. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target.

Hit: 5 (1d6+2) piercing damage, and the target must succeed on a DC 11 Constitution saving throw or take 14 (4d6) poison damage. If the poison damage reduces the target to 0 hit points, the target is stable but poisoned for 1 hour, even after regaining hit points, and is paralyzed while poisoned in this way.

PHARGION

Phargion are unusual insect creatures native to the tunnels of Pandemonium with unusual means of locomotion. Their backs are covered by a narrow, rounded carapace that they can curl up into to transform into a fast-moving wheel, allowing them to quickly traverse the tunnels of their home plane. They surprise opponents by popping out of their shell and quickly slashing with a pair of armblasses, before rolling back up to make a quick escape. Phargion scoop up meaty remnants to pull into their shell to devour at their leisure, and their eyes have atrophied in the dark while their other insectoid senses have become heightened.

Ancient Heritage. Phargion are barely intelligent and do not seem to have a language understood by outsiders, but there is evidence to suggest they were once masters of an ancient civilization. Some caves in the tunnels of Pandesmos hold ruins decorated with glyphs and markings depicting higher-evolved versions of the phargion, working and living in their city. What happened to these advanced phargion is not clear as the ruins don't offer much in the ways of clues to their devastation. Some believe they fell to infighting over scarce resources, others say they were victims of an invasion from Far Realm forces rising up from Cocytus.

Tender Meat. Among the Banished who live in Pandemonium, phargion meat is considered a rare treat. The creatures are difficult to defeat due to their hard shells, but underneath that thick armor is a treasure trove of tender meat that can feed a family for weeks. Trained phargion hunters depart from Madhouse and Windglum on regular hunts, seeking to single out one of the creatures and overwhelm them with spears and polearms. These hunts are dangerous affairs with high fatality rates, but the rewards offer a rich bounty of protein-rich food for many mouths.

PHARGION

Medium aberration, chaotic evil

Armor Class 18 (natural armor)

Hit Points 104 (16d8+32)

Speed 15 ft.

STR	DEX	CON	INT	WIS	CHA
19 (+4)	13 (+1)	15 (+2)	5 (-3)	14 (+2)	7 (-2)

Skills Athletics +7

Damage Immunities thunder

Condition Immunities blinded, deafened, exhaustion

Senses blindsight 60 ft., passive Perception 12

Languages --

Challenge 5 (1,800 XP)

Knockdown. If the phargion moves at least 20 feet it can attempt to shove an adjacent target as part of the movement.

ACTIONS

Multiattack. The phargion makes two armblass attacks.

Armblass. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 15 (2d10+4) slashing damage.

Curl Up. The phargion curls into its shell and resembles a wheel. In this form, it cannot attack, its movement speed becomes 50 feet, and it gains resistance to bludgeoning, piercing, and slashing damage. The phargion can use a bonus action to uncurl itself and remove these effects.

SHOGGOTH

Shoggoths are one of the most terrifying monsters lurking in the darkness of Pandemonium. They are utterly alien in form and appearance, appearing as great masses of black protoplasmic ooze that constantly forms and reforms mouths, eyes, tongues, and other body parts in a grotesque parody of humanoid appearance. They move with surprising speed over land, up walls, and through water, and seem to take perverse pleasure in causing pain and mayhem wherever they go. They are loathsome, dangerous creatures with no comprehensible motives, and the mad piping they create from their orifices carries on the winds of Pandemonium, heralding their arrival with notes of musical dread.

Slaves of the Elder Things. Among the worked tunnels of Cocytus, there are murals and stone tableaus suggesting the shoggoths were used as a titanic slave force to help build the cities that once stood among the caves of Pandemonium. The eldritch masters of these cities were the elder things, strange creatures that exhibit traits of both animal and vegetable but with a highly evolved society and magical powers, and they brought the shoggoths from the Far Realm as a labor force. Then something happened, the cities fell, the elder things fled, and the shoggoths were dispersed. Many managed to escape out into the planes, but more stayed around Pandemonium, growing more hateful and loathsome in the dark.

Incomprehensible. There is nothing relatable about a shoggoth. It is truly a monstrous being borne from the worst of the Far Realm, a nightmare given form but not discernable function. It is intelligent but rarely communicates directly with creatures, preferring instead to simply overwhelm opponents. Do they have goals? No one knows, and attempts at understanding them have left the best mind mages and psychic warriors in a confused stupor right before they become completely devoured. Everything about the shoggoth suggests a creature on a completely different level of existence. It doesn't eat, it doesn't sleep, it doesn't breathe, and its touch and body melt flesh and drain the body in a manner completely unknown to most magical studies. Shoggoths are truly alien, making them that much more horrifying to face.

Eldritch Nature. A shoggoth doesn't require air, food, drink, or sleep.

SHOGGOTH

Huge aberration, chaotic evil

Armor Class 12 (natural armor)

Hit Points 252 (24d12+96)

Speed 40 ft., climb 40 ft., swim 40 ft.

STR	DEX	CON	INT	WIS	CHA
24 (+7)	8 (-1)	19 (+4)	16 (+3)	12 (+1)	3 (-4)

Saving Throws Con +9, Int +8, Wis +6

Damage Resistances acid, cold fire, lightning; bludgeoning, piercing, and slashing from nonmagical weapons

Damage Immunities poison, psychic, thunder

Condition Immunities blinded, charmed, deafened, exhaustion, frightened, grappled, poisoned, unconscious

Senses blindsight 120 ft., passive Perception 11

Languages telepathy 120 ft.

Challenge 16 (15,000 XP)

Alien Form. A critical hit on the shoggoth becomes a normal hit. The shoggoth is immune to any spell or effect that would alter its form or move it outside the plane against its will.

Alien Mind. If a creature tries to read the shoggoth's thoughts or deals psychic damage to it, that creature must succeed on a DC 16 Intelligence saving throw or be stunned for 1 minute. The stunned creature can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

Magic Resistance. The shoggoth has advantage on saving throws against spells and other magical effects.

Otherworldly Piping. Creatures within 30 feet of the shoggoth who can hear (including engulfed creatures) suffer disadvantage on saving throws.

Spider Climb. The shoggoth can climb difficult surfaces, including upside down on ceilings, without need to make an ability check.

ACTIONS

Multiattack. The shoggoth makes four tentacle attacks. If two or more attacks hit a single Large or smaller target, the target is grappled (escape DC 17), and the shoggoth uses its Engulf on it. The shoggoth can have up to two targets grappled at a time.

Tentacle. Melee Weapon Attack: +12 to hit, reach 15 ft., one target. **Hit:** 20 (2d12+7) bludgeoning damage plus 13 (2d12) acid damage.

Engulf. The shoggoth engulfs a Large or smaller creature grappled by it. The engulfed target is blinded, restrained, and unable to breathe. At the end of each of the shoggoth's turn, the engulfed target suffers 26 (4d12) acid damage and it must succeed on a DC 17 Constitution saving throw or gain a level of exhaustion. If the shoggoth moves, engulfed targets move with it. The shoggoth can have up to four creatures engulfed at a time.

STAR SLUG

Among the wind-filled tunnels and caves of Pandemonium, little is left to decompose, thanks largely to the efforts of the star slugs. These enormous carrion eaters appear as thick, 8-foot long slime-coated slugs, with glossy black skin that blends in with the surrounding darkness of the plane. They have three long tentacles coated with acid they use to pull food towards them or ward off attackers, and they are capable of expelling globs of sticky goo to ensnare food that isn't quite dead yet.

Slugs of the River Styx. Star slugs are found in abundance where the River Styx winds through Pandemonium, and even beyond that in adjacent Lower Planes as well. They are slow swimmers but they have been known to attack boats floating down the river, and the merreneloths that pilot the most common ferries learn tricks to keep them at bay. The most effective trick is to toss a dead body into the water at the first sign of a star slug to give the voracious carrion eater an easier meal to focus on, but others use a slimy mixture of salt and grime to discourage star slugs from climbing up the side.

Glue Harvest. The goop spat out by star slugs to immobilize victims is a fast-drying glue highly sought after by certain insane alchemists in the town of Madhouse. The issue has been the goop dries too fast, and the alchemists need fresh samples, so they pay well for anyone willing to risk their lives to capture some of the sticky goop in sealed jars. Many buildings in Madhouse are patched together with star slug glue.

STAR SLUG

Large monstrosity, unaligned

Armor Class 14 (natural armor)

Hit Points 75 (10d10+20)

Speed 20 ft., climb 20 ft., swim 20 ft.

STR	DEX	CON	INT	WIS	CHA
16 (+3)	12 (+1)	14 (+2)	1 (-5)	12 (+1)	5 (-3)

Skills Perception +4

Damage Immunities thunder

Condition Immunities blinded, deafened, exhaustion

Senses blindsight 60 ft., passive Perception 14

Languages --

Challenge 5 (1,800 XP)

Amphibious. The star slug can breathe air and water.

Keen Smell. The star slug has advantage on Wisdom (Perception) checks that rely on smell.

Spider Climb. The star slug can climb difficult surfaces, including upside down on ceilings, without needing to make an ability check.

ACTIONS

Multiattack. The star slug makes three attacks with its tentacles.

Tentacles. *Melee Weapon Attack:* +6 to hit, reach 10 ft., one target. *Hit:* 16 (2d12+3) acid damage, and the target must succeed on a DC 13 Constitution saving throw or gain a level of exhaustion.

Spit Goop (Recharge 5-6). The star slug chooses a 15-foot cube it can sense within 30 feet. Creatures in the area must succeed on a DC 13 Dexterity saving throw or be restrained. A restrained target can attempt to break free of the sticky goop by using an action on their turn to make a DC 13 Strength (Athletics) check, ending the condition with a success.

HAZARDS & PHENOMENA

The most striking feature of Pandemonium is its namesake – the wild, howling wind that creates a complete uproar of sound. The wind is dangerous and omnipresent, but there are other dangers to assail travelers as well. Unprepared visitors often end up gibbering in the tunnels, awaiting a swift death from the monstrous denizens that prowl the tunnels.

CACOPHONOUS WIND

The wind in Pandemonium is incredibly loud. The sound is more than just the howling zephyrs whipping through narrow tunnels, however. Tricks of the rock take voices, growls, and other sounds from all over the plane and toss them together in a wild, cacophonous vortex that is dispersed on the wind as easily as leaf.

The most immediate effect is that creatures must shout to be heard if they are within 30 feet, and all Wisdom (Perception) checks that rely on hearing suffer disadvantage within that range. Beyond 30 feet creatures are considered deafened. Spells or effects that inflict thunder damage only inflict half normal damage. In addition, finishing a long rest doesn't reduce a creature's exhaustion level unless the creature can somehow escape the winds. Ranged attacks suffer disadvantage.

OPPRESSIVE DARKNESS

Darkness in Pandemonium is a black, consuming presence that creates a claustrophobic atmosphere in the already cramped tunnels and caves. Coupled with the wind, unprotected torches get blown out in one round after being lit, and even protected lanterns only last 1 minute before eventually being snuffed out. All light sources, regardless of source, are only half as effective on Pandemonium, and the darkness eventually consumes magical light as well. Usually these light sources extinguish at the worst possible moment for a group of travelers.

PANDEMONIUM MADNESS

Beyond the winds, Pandemonium inflicts madness upon visitors that quickly becomes debilitating. At the end of every short or long rest on the plane, non-native creatures must make a DC 14 Intelligence saving throw. On a failure, the creature gains a level of exhaustion, but they can only gain one level of exhaustion from this effect.

Creatures that suffer from at least one level of exhaustion while taking a long rest on Pandemonium must roll 4d6. If the total of the roll is equal to or greater than their Intelligence score, they gain a random indefinite madness from the following table.

1D10 PANDEMONIUM MADNESS

- 1 **Compulsive Liar.** "I must withhold the truth in even the most minor of situations."
- 2 **Dancing Mania.** "I must dance, that's the only way to keep the voices quiet!"
- 3 **Fear of Magic.** "Anything that might be magical, or those that practice it, are dangerous."
- 4 **Forgetful.** "I constantly forget details about plans or people."
- 5 **Greedy.** "I have a mighty need for that thing."
- 6 **Melancholy.** "Why bother even trying, it's all pointless."
- 7 **Mute.** "I refuse to talk, because that's how they find you."
- 8 **Selfish.** "I am only looking out for myself from now on."
- 9 **Suspicious.** "Everyone is trying to steal my precious equipment."
- 10 **Talker.** "I need to keep talking, it's the only thing that keeps me grounded."

This madness lasts until cured (as described in Chapter 8 of the *Dungeon Master's Guide*), but it cannot be cured while the victim is on Pandemonium.

PANDEMONIUM WINDSTORM

Windstorms are a constant threat on all layers of Pandemonium, except for Agathion with its sealed caves. A windstorm can appear suddenly without warning, causing untold damage in an area, before dying down just as quickly. A typical Pandemonium windstorm lasts for 1d10 rounds with variable effects; roll on the below table to determine the exact threat posed by a particular windstorm. Rarely, a storm changes effects each round, known as a wild windstorm by the natives.

1D10	WINDSTORM EFFECT
1	Flying pebbles and rocks inflict 9 (2d8) bludgeoning damage each round.
2	The temperature drops and ice chunks fly, inflicting 9 (2d8) cold damage each round.
3	Thunderous roaring accompanies the wind, inflicting 9 (2d8) thunder damage each round.
4	Swarms of tiny insects accompany the windstorm, inflicting 9 (2d8) piercing damage each round.
5	Dissonant screams mix with the howling wind, inflicting 9 (2d8) psychic damage each round.
6	Supernatural darkness envelops the area. Creatures are blinded while in the windstorm.
7-8	Each round creatures must make a DC 14 Wisdom saving throw or suffer from the <i>confusion</i> spell for 1 minute. Creatures suffer disadvantage on saving throws to end the effect.
9-10	The howling wind drives creatures to madness. Each round creatures must check for Madness as outlined above as if a long rest had passed.

The area affected by the windstorm is normally confined to a cave, but it can spread as far out as the DM needs.

PANDESMOS SPIDER CLIMBING

The top layer of Pandemonium, Pandesmos, has an unusual effect on gravity. Any creature with a walking speed is able to walk along the walls and ceiling of the caves and tunnels without having to make an ability check. It has been observed that in some larger caves, it's possible to hang suspended in the absolute center, but this situations are rare. Normally objects and creatures fall towards the closest surface, meaning it's possible to jump up and land on the ceiling in some areas. The effect extends to buildings and natural features as well. The River Styx meanders through wide tunnels, moving up along walls and over ceilings, and some neighborhoods of Madhouse are on the ceiling of its cavern.

MYSTERIOUS SITES & TREASURES

Pandemonium is the home of the desperate and exiled, and while it remains one of the least inhabited planes in the multiverse, it still holds fascinating sites and treasures to entice travelers. Most of these exist in isolated pockets, requiring careful navigation to find – or blind luck.

BLACK DIAMONDS

Some of the rugged tunnels of Pandemonium's third layer, Phlegethon, hold unusual veins of black crystals. Exposed to the howling winds, they are worn down over time, and rarely they produce a powerful item known simply as a black diamond. A black diamond ranges in size, but it is always absolute black and cold to the touch. It absorbs light in a similar manner to the consuming darkness of Pandemonium, and it corrupts those that hold it, inflicting them with a permanent madness that quickly descends into chaos and depravity.

The largest black diamond is known to be in the possession of the Queen of Air and Darkness in the Gloaming Court. It is widely believed that the object formed the crux of her fall from the Plane of Faerie and the courts of the archfey, or at least it was the catalyst that propelled her rapid descent. It also explains why she moved her Gloaming Court to Pandemonium in the first place. She has teams of dark faeries hunting for black diamonds at all times, and they have strict orders to return them to her personal palace if found.

The Queen of Air and Darkness then uses the black diamonds in her never-ending efforts to tear down Queen Titania's Court of Summer in a blaze of fiery ruin and destruction. She uses spies to place the dangerous items in the Plane of Faerie and across the multiverse, delighting in the corruption they spread.

BLIZZARD HALLS

The wind blows cold and frozen in the Blizzard Halls, a series of connected caves in a remote region of Pandesmos. Snow, ice, and wind billow around in the darkness of the caves, several of which measure more than a mile across, and the resulting drifts tower hundreds of feet tall. Several clans of deranged frost giants roam the Blizzard Halls along with their winter wolf pets, and they pay homage to a dark master known only as the Trickster.

The Trickster is said to have an invisible castle somewhere in the Blizzard Halls, and it is by its will the cold winds blow and the snowstorms rage. The frost giants hunt beasts that stumble into their territory, eating the meat raw and frozen, while mumbling to themselves about the whims and wiles of the Trickster. They believe anyone could be the Trickster in disguise, so they are careful upon meeting new visitors, but they are a suspicious and violent lot prone to bouts of savage violence.

One of the caves in the Blizzard Halls holds the icicle tombs of the frost giants' honored dead. Unfortunately, the dead don't stay dead for long, and this region has become plagued by frost giant zombies hungering for fresh life of any kind. Is this the work of the Trickster, testing the frost giants? The frost giants certainly think so, and they are

careful to not disturb the snowdrifts when interring their recently fallen in the blackened tombs.

FETID FISSURE

A rank, foul odor spreads out from a yawning black chasm in Phlegethon's depths. This is the Fetid Fissure, a narrow gas-filled rent in the stone that extends for nearly a mile into the ground, and serves as the lair of the ancient black dragon Shorgrallis the Devourer. The great dragon's influence over the area creates thick carpets of swamp moss clinging to the sides of the fissure, an otherwise unknown feature in Pandemonium. Cave entrances riddle the sides as well, allowing Shorgrallis easy access to nearly any location in her lair.

Inside the larger caves, Shorgrallis keeps her most prized possessions, many related to the demilich Acererak and his obsession with control over souls from across the multiverse. Bones from winterwights, rubies and diamonds supposedly pulled from Acererak's physical form, and numerous other artifacts litter the rather modest hoard in the Fetid Fissure's deepest core. This is also where Shorgrallis is building her own Soulmonger from a large black diamond she wrestled away from the Queen of Air and Darkness, an incident that has created bitter enemies between the two powerful figures in Phlegethon.

Shorgrallis has a legion of undead servants at her command as well, including flocks of skeletal griffons she acquired after a foray into the Material Plane. Few are more than rudimentary undead monsters, but her skill at necromancy grows as her obsession with harvesting souls increases.

FUNERAL'S LAMENT

Most people view copies of Funeral's Lament as the mad ramblings of an unhinged bard gone too long in the Pandemonium winds. On a general theoretical level, it is a treatise on bardic magic designed to enchant, confuse, befuddle, and harness necrotic energy in a bard's repertoire, but the esoteric prose, complex musical calculations, and general attitude regarding the futility of existence itself makes utilizing the knowledge difficult and disturbing for most. Copies have circulated around bardic colleges across the multiverse, with most appearing without proper cataloguing or inventorying – they simply appeared.

The original is supposedly contained somewhere in Madhouse, in the former residence of the Master of the Dire Dirges who penned the rambling tome. Many devotees of the dire dirge have sought out the original copy as it is rumored to contain darker secrets the master kept out of the other copies, including secret formulae regarding utilizing the intersection of bardic magic and necromancy to transform oneself into an undead lich.

GIBBERING TUNNELS

There are many strange sites in Pandemonium, but one of the most disturbing is located in a stretch of Cocytus known as the Gibbering Tunnels. The wind that whistles through this network of narrow tubes carries an incoherent babbling that grates on the nerves, but the most unsettling part are the walls, floors, and ceilings. Instead of hard rock, the surrounding stone is dough-like, and undulates with the sound of the wild gibbering.

The region spawns a great number of gibbering mouthers, though exactly how or why is perhaps best left unknown. The creatures seem capable of moving through the surrounding stone like it was thick mud, appearing and reappearing in the walls and floor at will, quivering with their incoherent gibbering all the while. There are sections of the tunnels where eyes and mouths spontaneously appear, shouting in the same babbling tongue as the gibbering mouthers, but capable of swallowing up people whole. Where do such victims go? None have returned from the journey to say, and the Banished know to stay away from the Gibbering Tunnels at all costs.

GLOAMING COURT

Crystalline lights twinkle in the cavern ceiling in the Gloaming Court, home of the Queen of Air and Darkness and her twisted fey servants. While initially reminiscent of stars, these crystals have a cold distant quality about them, and do nothing but heighten the darkness and isolation of Pandemonium. These crystals drain hope away as they serve as a physical reminder of the unattainable dream of all fey creatures in the queen's exiled home.

Or at least that's the desired effect. Beneath those crystalline lights, the Gloaming Court stretches out in the gloom. Sprites, nymphs, grigs, and many other types of fey, all twisted into cruel mockeries of their former selves, live in hatred and solitude under the gloating eye of the Queen of Air and Darkness. Fear, cruelty, and naked ambition run rampant through the faerie citizens in the Gloaming Court, heightened by their queen's obsession with the destruction of the archfey courts in the Plane of Faerie.

The Gloaming Court itself is comprised of hundreds of stalactites and stalagmites that serve as the homes for the various fey residents. The Queen's home is a palace of black marble nearly invisible in the darkness, but those that go to visit rarely return unchanged. Petrified forests dot stretches of the massive cavern as well along with rivers of liquid sludge (minor tributaries from the River Styx on the first layer). The Pandemonium wind howls just as strong through the Gloaming Court, but most of the fey residents have become inured to its effects. Or were simply insane to begin with.

GROTTO OF THE GRINNING GOBLIN

One particularly broad cave in Pandesmos holds a curious piece of statuary. On a raised dais in the center of this cave stands a 20-foot stone statue of a goblin, grinning from ear to ear, with a mischievous look on its rugged face. It is crudely carved with many out of proportion details, such as a wider head than normal and thick stumpy legs, but it's likeness cannot be mistaken. No one knows who carved the statue or if it represents a petrified version of an oversized goblin enhanced with magic.

The Grinning Goblin serves as a landmark in the otherwise unremarkable wind-filled tunnels. It has also become the meeting point for a tribe of goblins who have stylized themselves as planar merchants. Known as the Grinning Goblin Company, these conniving, greedy merchants have worked out a strange system for buying and selling their wares, which range from the conventional to downright dangerous. Anyone that wishes to get in touch with them must get in touch with the Grinning Goblin statue – literally. Touching it and saying the name out loud summons a goblin merchant within one hour, usually laden down with a cart filled with rattling odds and ends.

The Grinning Goblin Company buys and sells all kinds of esoteric junk, and they come across many magical items in their travels. They're always looking for bargains, however, so travelers looking to deal with them must be prepared to haggle against expert negotiators. But some of the things in their collection are rare treasures, and even if they don't have a particular item, they'll probably have information on how to get it. For the right price, of course.

HOWLER'S CRAG

A jagged pile of stone sits at the center of Cocytus, though how an infinite plane could have a center is beyond the understanding of most travelers. The piled debris stands over 500 feet tall and consists of a mixture of natural rubble and worked stone blocks with no explanation for any of it. The rest of the cave that holds the pile shows no sign of destruction or having collapsed, giving rise to the belief that this was a fortress at some point. The lower reaches are riddled with tunnels and burrows, many connecting up to form a complex maze. Creatures of all types hide in those tunnels, from fiends to natural predators of Pandemonium, for this is Howler's Crag and it attracts a large amount of traffic for an otherwise desolate realm.

It is said that anything shouted from the top of Howler's Crag travels the length and breadth of the multiverse to find the ears of its intended recipient, no matter where they are or what barriers stand in the way. Even divine decrees can be violated by the shrieking winds of Howler's Crag, or so the rumors go, and these rumors have fueled a steady trickle of travelers coming to test the theory. Monsters of all kinds have learned this and wait in ambush around the base of the crag, lurking in the darkness, waiting to ambush unsuspecting archeologists, sages, diviners, and others that come seeking to send a message on the frigid wind.

IDOL OF THE SQUAMOUS TOAD

The largest physical remnant of the imprisoned elder deity Ibholtweg squats in a distant tunnel on Cocytus, far removed from the most commonly traveled passages. This is the home of the Idol of the Squamous Toad, a great black stone representation of Ibholtweg itself. The positively blasphemous form is enormous, over 100 feet tall, and the exact form shifts subtly under the gaze. Its general form is toad-like, with a broad flat head, oversized limbs, armored body, and five large eye sockets each set with a twinkling black sapphire of inestimable value. Blind croakers and gloomgaunts live in the shadow of the idol, trying desperately to release their master imprisoned in a vault in Agathion far below.

This idol is one of Ibholtweg's only links to the world outside its stony prison. Through great effort it can reach out its mind to speak to its followers through the massive stone effigy. Its will is focused on escape, though the servants squawking and croaking in the cave have offered little to actual advance this goal. Cultists of Ibholtweg seek out the Idol of the Squamous Toad to offer sacrifices and hear the words of their master, but these degenerate priests offer little more than supplication. Ibholtweg yearns for freedom but the bonds of its prison remain firmly in place.

Smaller versions of the idol have circulated around the multiverse as the cult of the Squamous Toad spreads. They keep their allegiance secret for as long as possible for most civilized places view the insane goals of the cult as abhorrent and wholly unwanted. Is the cult destined to free Ibholtweg? Or is the Squamous Toad forever bound to its Agathion prison?

MADHOUSE

Madhouse serves as one of the few points of civilization on Pandemonium, but it is by no means a safe place for travelers to visit. The cramped streets and buildings of Madhouse crowd over one another along the walls, floor, and ceiling of the cavern that holds it, with no real reprieve from the howling winds that eventually drive everyone mad.

There is no singular organization to Madhouse, so each building exhibits unique architectural and design qualities designed only to satiate the builder's appetite for applying order to chaos. Leaning towers, crumbling citadels, abandoned warehouses, and more line the crooked unpaved streets. Garbage and litter lay strewn about everywhere, constantly blowing about in the frigid winds, and everyone keeps a close eye on themselves, their neighbors, and especially any strangers come to visit.

A few taverns and inns cater to outsiders, but many residents are deaf, insane, or both, so trust should be earned in Madhouse before freely given out. Poison masters, trapsmiths, retired thieves, skilled assassins, burglars, and other larcenous types round out the population who otherwise mostly keep to themselves. No single authority rules Madhouse, though there have been attempts in the past to bring order to the town – these efforts seem doomed to fail at the outset, owing to the chaotic nature of Pandemonium and erratic behavior of the citizens.

MINDFIRE SANITORIUM

Madness is a cruel affliction that wastes the mind and robs people of their faculty, a fact few dispute, and the priests known as the Order of the Holy Mind have made it their crusade to cure the multiverse of madness. They work across the planes in small hospitals and sanitoriums, but their largest efforts are focused on a special facility in Pandemonium called the Mindfire Sanitorium. The clerics believe they have created a haven safe from the madness-inducing winds of the plane.

Unfortunately, they were only partially successful. The Mindfire Sanitorium does keep most of the howling winds out, but unfortunately the madness of Pandemonium rages on victims inside just the same. The clerics have become infected with the madness as well, many resorting to terrible acts in their crusade to cure everyone, and the upper echelons of the Order of the Holy Mind remain oblivious to the insanity spreading among their very own ranks.

The Mindfire Sanitorium sits in a cave on Pandesmos not far from Madhouse. The stone walls are treated with a special luminescent power that makes the entire sprawling structure glow in the darkness, but for most that witness it the effect is more ominous than inspiring. The sanitorium is divided into wings with hundreds of rooms for the patients, and the clerics try to keep an ordered schedule of checkups, medicine, and divine magic. That's the idea at least, and the reality is that most of the clerics in resident at the Mindfire Sanitorium have lost their divine abilities completely. The divine "magic" they perform is nothing more than prayers and chants dedicated to a host of gods ranging from the benevolent to downright cruel. This is a place of heartache, despair, and terror, and few people admitted every get released.

RUINS OF SHOTHRA

Pandemonium's second layer, Cocytus, remains a befuddling mystery. Much of the layer contains passages, halls, and chambers of worked stone on an almost unbelievable scale, and there is evidence to suggest the titanic masonry was the result of Far Realm inhabitants pushing into the known multiverse. Very little remains of any definite proof outside of one remarkable site – a ruined city that has come to be known as Shothra.

The vast majority of Shothra's remnants stand in an enormous conical cavern, like an upside down pyramid, all converging to a single point in the center that leads to an unknown infinite pool of blackness. Terraced steps, strange geometric buildings, and crumbled archways fill the surrounding bowl-like depression, with evidence of water-filled canals running through much of the ruins. The streets were once paved but time has eroded much to broken masonry, and many of the interior buildings are crushed shadows of their former selves.

Shoggoths are a constant threat in Shothra, and the uncovered murals in the city tell a confusing story about its origin. It was built by the shoggoths at the direction of alien creatures known as elder things, and Shothra served as one of their main points of habitation in the known multiverse after they came from the Far Realm.

Another site in the Plane of Ice is referenced though the relationship between the two is unknown, and whatever befell the elder things remains a mystery as well. Perhaps the shoggoths rose up in rebellion to tear down the buildings they built with their protoplasmic hands, or perhaps the elder things had to flee suddenly, leaving their grotesque servants behind.

The piping winds of Pandemonium tear loudly through all of Shothra, and the madness that descends upon mortal travelers to the area is deeper and more insidious than elsewhere on the plane. Within the borders of the ruined elder thing city, the Madness effect of Pandemonium has no limit to the number of exhaustion levels it can inflict, and the DC to resist it rises to 20. What treasures remain in the ruined city, waiting to be uncovered?

WEEPING VAULT

The howling winds of Phlegethon are accompanied by a number of other sounds, such as dripping water and mournful wails, and near the Weeping Vault those sounds are reminiscent of hysterical sobbing. The Weeping Vault is a rare feature of Pandemonium – it was originally a sealed cave in Agathion before it was thrust suddenly and violently into Phlegethon, cracking it open and releasing its contents. The original vault was an enclosed in a steel box, and the shattered remnants of those walls mark the boundaries of the site now.

Inside was imprisoned a ghost of terrible power and reputation who threatened life on a grand scale. Centuries inside the vault on Agathion tempered its power but not its rage, and through some powerful ritual it was able to pull its prison out of the stony void and into Phlegethon. The walls split open and the torrent of rage from the imprisoned was released. However, by some cosmic power, that powerful creature's former victims kept it from regaining its former glory by forming a wall of wailing, crying spirits.

Few have ventured past the crying ghosts that keep the perimeter of the Weeping Vault to find out what lay inside. Cultists of Ibboltheg, interested in freeing their master, have been the most interested in learning about how the Agathion prison was pushed to Phlegethon, but the ghostly guardians have proved troublesome to deal with. What dwells inside the Weeping Vault now? How long can the crying spirits keep dark forces inside and out?

WINDGLUM

Suspicion and greed mark the inhabitants of Windglum, a city of Banished in a great pillared cavern in Phlegethon's deep depths. Squat buildings surround the stony columns that support the ceiling, and the people live in isolation and fear. Fear from what? From one another, from the monsters that lurk in the tunnels, from the threat of the Far Realm, from cultists, but mainly fear from an authoritarian power called the Order of Lords that rules over Windglum. And in this case, the Order of Lords literally rules over the city – the Citadel of Lords is built from a connected series of fortifications built into the cavern's ceiling.

The Order of Lords is a mysterious, masked group that largely take a hands-off approach to Windglum. They occasionally send their armored knights in black plate armor to patrol the city or crackdown on a particularly loud rabble-rouser, but for the most part these legions are devoted to protecting the interests of the Order of Lords. Their exact interests are vague, however, and few in the city have actually dealt directly with them. All manner of fiends and other creatures have been seen coming and going into and out of the Citadel of Lords though.

Goods and services can be found in Windglum at about twice going rate, or three times going rate for outsiders. They manufacture little and very few merchant companies make the journey through Pandemonium to reach the remote settlement. The ones that do deal directly with the Order of Lords who “confiscate” certain items before letting merchant caravans in to sell their stuff to the general stores and markets of Windglum.

Windglum does have one popular spot for planar travelers – the Scaly Dog Inn. It’s always been the spot the locals direct outsiders to, forcibly at times, and for a long time the Scaly Dog had a deserved reputation as a haven for rogues, thieves, murderers, and cutthroats. It is currently owned and operated by an exiled githyanki warrior named Gimcrack who has tried to turn the Scaly Dog’s reputation around and cater to the adventurers and travelers that come to Windglum ahead of expeditions deeper into Pandemonium. Gimcrack has worked to upgrade many of the inn’s amenities and it’s staffed with transients since the local population won’t have anything to do with it. Rumors persist that there’s a connection to the famous World Serpent Inn somewhere in the Scaly Dog and Gimcrack is determined to find it and exploit it. But it’s just a rumor so far.

ADVENTURE HOOKS

Pandemonium has a well-earned reputation as being a nasty, dangerous place. The winds, the darkness, and the madness creates a trifecta of threats that can send even a prepared band of adventurers into an early grave. However, through these troubles, adventure abounds throughout the tunnels and caves of the Windswept Depths. Sometimes it even comes out looking.

TIER 1 (LEVELS 1-4)

... A tribe of goblins near a remote settlement dig into the earth and inadvertently open a portal to Pandemonium. The wild winds drive the goblins insane, who fall to their baser nature and start opening attacking the settlement. The characters are asked to investigate the goblins, who were always a nuisance but never attacked so brazenly, and then must find a way to close the Pandemonium portal while dealing with its effects themselves.

... A reputable sage asks for the characters to help guard it against a forceful group that came looking for information about the Far Realm. They are cultists of Ibholtheg convinced the sage has information regarding the

Squamous Toad’s imprisonment. Does the sage actually have a small idol of Ibholtheg? If so, where did they get it? And what is the cult willing to do to get it?

... In the Underdark tunnels, mad slashers pour out of a spontaneous gate to Pandemonium, creating havoc for a band of dwarven miners. The miners need help, and the characters are nearby so the dwarves ask for assistance. The swarm of mad slashers dance and twirl around before suddenly the gate opens wider, spilling out wild cacophonous winds and the madness of Pandemonium. The gate can only be closed from the other side, however, leaving the characters with a difficult choice.

TIER 2 (LEVELS 5-10)

... One of the characters, ideally an elf or half-elf, becomes the target of a darkling from the Gloaming Court carrying a black diamond. The darkling slips the item into the character’s bag before disappearing, and the evil item becomes to pulsate with an evil dark glow. The characters can track the darkling down to its hideout where it is revealed to be an agent of the Queen of Air and Darkness, and it flees to the remote plane for safety. Do the characters follow? How many other black diamonds have been delivered?

... A poor desperate family finds the characters and begs for their assistance. The patriarch of the family went out into tunnels of Pandemonium in search of a lost treasure but hasn’t returned. Tracking the lost man takes the party to the isolated town of Madhouse where they learn he set out in the area of the Gibbering Tunnels. The characters have a chance to rescue him if they move quickly and face the horrors contained within that disquieting realm. Did the man find the treasure he was seeking? Or is it still out there?

TIERS 3 AND 4 (LEVELS 11+)

... The characters learn that a respected sage traveled to Madhouse in Pandemonium in search of ancient esoteric knowledge. The sage hasn’t been heard from, and the characters are tasked with finding him. They find him in a flophouse in Madhouse, insane almost beyond recognition, and the characters are the only hope for finding the cure to the man’s insanity. A trip to the Mindfire Sanatorium reveals mad priests and inmates but also the formulae for restoring the sage’s malady.

... While visiting Windglum, the characters are asked to help deal with a dangerous foe in the tunnels – a shoggoth has been sighted nearby. The Order of Lords locks the city down in an effort to deter the grotesque abomination but it comes anyway, and the characters are the only ones with the capability of defeating the Far Realm horror. What is it after? What drove the shoggoth to Windglum?

RANDOM ENCOUNTER TABLES

The below tables can be used by the Dungeon Master as a source of inspiration when a party of characters are traveling through Pandemonium. Two tables are provided – one for general wilderness encounters, and one for adding random flavor to the few settled regions (Madhouse and Windglum specifically). Look at each one as a springboard for new adventure ideas, or as a means of highlighting the nature of the plane for the players.

PANDEMONIUM

1D100	PANDEMONIUM ENCOUNTER
01-05	A swarm of regular-sized olm near a dry riverbed
06-10	Four mad slashers on the trail of a wounded creature
11-15	A star slug on the ceiling that drops down, sensing food
16-20	A pack of permanently deafened quaggoth gone mad with hunger
21-25	Several phargion rolling in their curled up form through the tunnels
26-30	A malevolent flock of gloomgaunts
31-35	Two cave goats near their icy lair
36-40	Mad cultists (acolytes) trying to dig up an eldritch artifact
41-45	Darkling spies of the Queen of Air and Darkness
46-50	An enraged cyclops blinded by some horror
51-55	Unstable ground suggesting a gibbering moulder nearby
56-60	The perch of a blind croaker
61-65	A group of giant olms on the prowl
66-70	A pair of blindheim eating carrion
71-75	Several vrocks looking for an easy meal
76-80	A blue slaad enjoying a windstorm
81-85	A shoggoth sensing nearby intelligent creatures
86-90	A pack of howlers running through the tunnels
91-98	Pandemonium Windstorm
99-00	Pandemonium Wild Windstorm

MADHOUSE/WINDGLUM

1D100	MADHOUSE/WINDGLUM ENCOUNTER
01-10	A dwarven assassin openly lying about everything
11-20	A knight in full plate armor dancing constantly in the street to ward off evil spirits
21-30	A band of bandits accusing everyone of being “full of bad magic!”
31-40	An elven mage that has forgotten where they were and what they were doing
41-50	A priest clutching their gold bag to their chest
51-60	A bard slumped in an alley, lamenting the pointlessness of existence
61-70	A dragonborn gladiator that believes talking is how the gremlins get inside your head
71-80	Acolytes of a Far Realm god proselytizing on a street corner
81-90	A druid who whispers feverishly to a potted plant
91-99	A pair of gnome nobles who talk endlessly (annoyingly) with anyone and everyone
00	A dragon polymorphed to look like a humanoid enjoying the sights and sounds