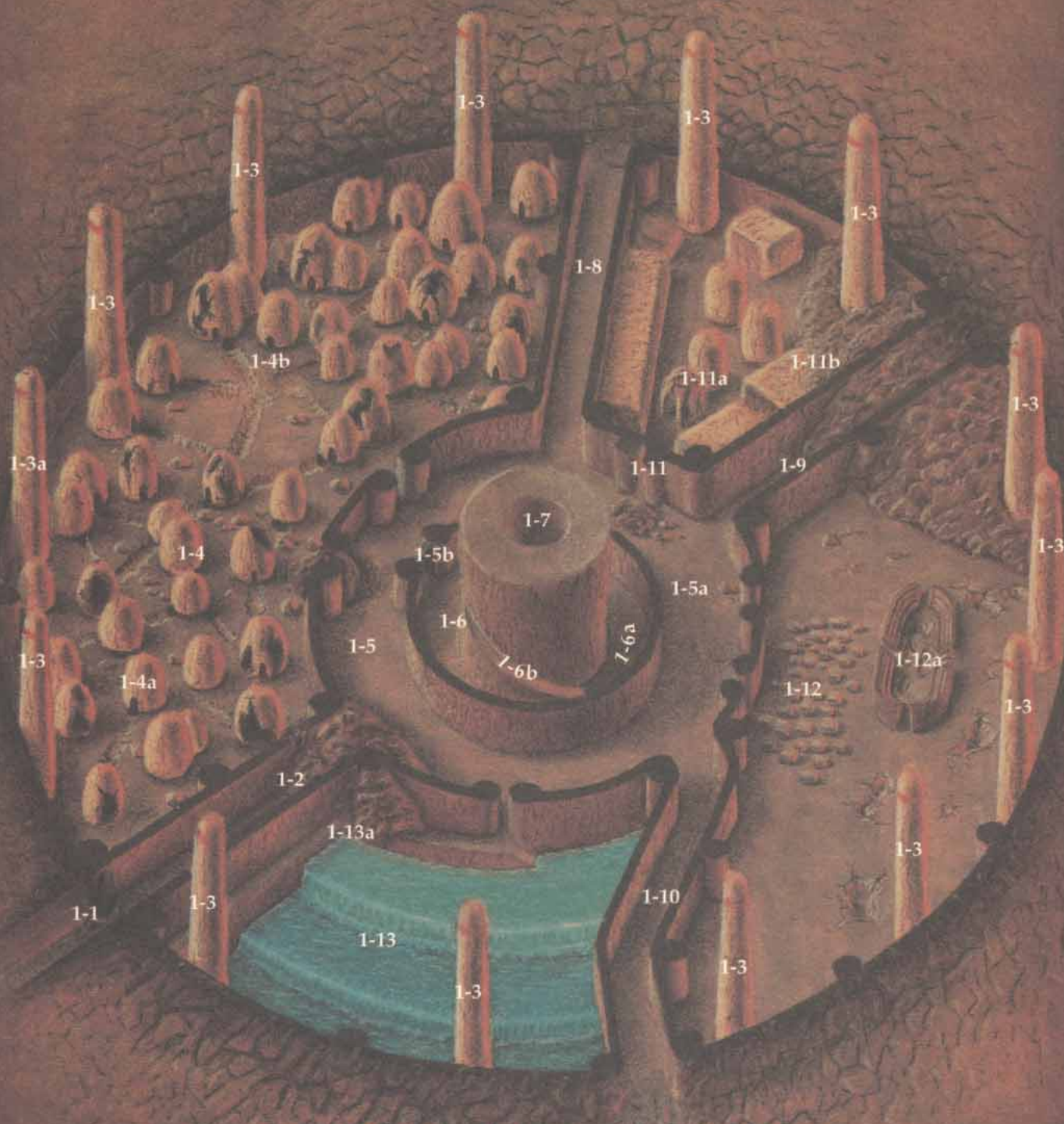




Advanced
Dungeons & Dragons[®]
Adventure
Monstrous Arcana[™]

Eye to Eye





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MAP 1: Level 1

Advanced Dungeons & Dragons® Adventure Monstrous Arcana™

Eye to Eye

by Thomas M. Reid

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Credits

Editor: Miranda Horner
Creative Director: Steve Winter
Cover Illustration: Dana Knutson; **Interior Illustrations:** Glen Michael Angus
Graphic Design: Eilene Mecha
Typesetting: Tracey L. Isler
Cartography: Darren Lamb
Art Director: S. Daniele

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TSR, Inc.
201 Sheridan Springs Road
Lake Geneva,
WI 53147
U.S.A.



TSR Ltd.
120 Church End,
Cherry Hinton
Cambridge CB1 3LB
United Kingdom

Introduction

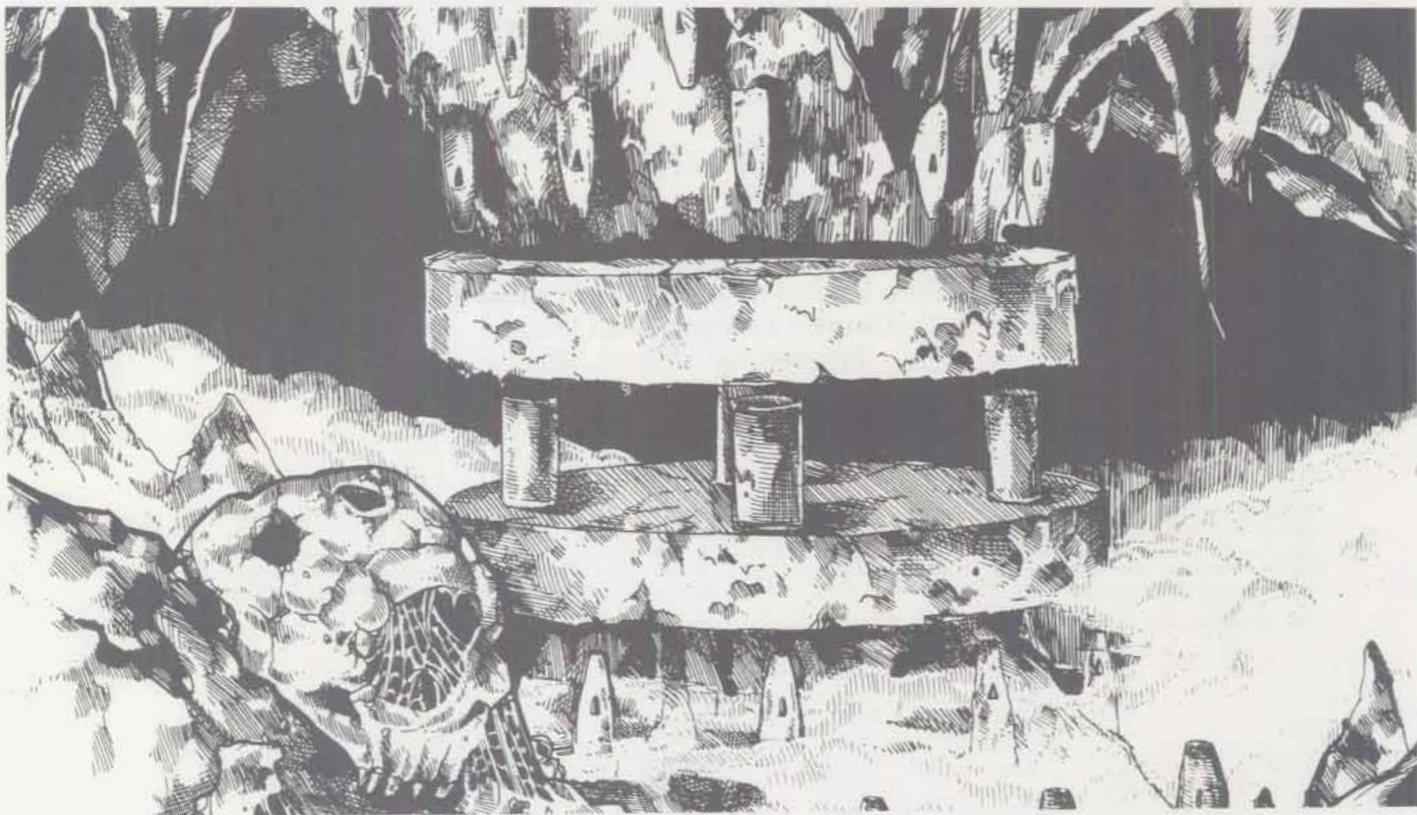
Welcome to *Eye to Eye*, an adventure designed for characters of levels 8 to 12 (no less than 48 total levels) that can be played separately or as the grand finale of a trilogy. The previous two adventures in the series are *Eye of Pain* and *Eye of Doom*. As always, before you attempt to run this adventure, you should familiarize yourself with the plot and individual encounters. If you are pressed for time, at the very least skim through the text, noting the main sections, and only read the three sections "Background," "Strategies and Events," and "Beginning the Adventure" in any detail.

Eye to Eye is set up so that you can utilize it anywhere in your campaign world. Of course, if you are using this adventure as part of the trilogy, then this step has already been completed. Since it takes place almost completely underground, it requires no special geographical or climatological features, or even any particular population levels nearby; all you, the DM, need to do is determine where the entrance to the place is located and nudge the characters in that direction.

Since this adventure is designed for high-level characters, it should not be taken lightly by the play-

ers. *Eye to Eye* revolves around some of the more well-known but potentially underrated creatures in the AD&D® game system—the cunning and fearsome beholder and its kin. This is not just a hack-and-slash affair; adventurers who venture forth, intent on stomping into the beasts' lair and slaying them without any forethought and preparation, are in for a nasty surprise. In fact, the characters will be hard pressed to survive against the guileful machinations of the creatures, much less actually succeed.

Although the DM does not need anything other than the DUNGEON MASTER® *Guide*, the *Player's Handbook*, and the MONSTROUS MANUAL™ accessory in order to get full use out of this adventure, it is part of the MONSTROUS ARCANA™ series of products that includes *I, Tyrant*, a sourcebook on beholders. *I, Tyrant* is a perfect complement to the entire beholder trilogy of adventures, providing the DM with all sorts of additional information on beholders and beholder kin. It can serve as an invaluable method of spicing up the characters' encounters with the nasty creatures in this and the other two adventures. In fact, some of the material provided in this work was taken from *I, Tyrant*.



Background

Far removed from the sight of man, a hive of beholders has taken root, biding its time until the glorious day when it can rise up and reclaim ancient sacred beholder lands from its hated enemies, the humans. The hive mother, a great, lumbering behemoth known as Ixathinon, rules the hive with an iron grip, demanding the strictest obedience from her minions.

The hive mother's ultimate goal has been to reclaim for the hive a region of land occupied by humans. The beholders consider this terrain to be sacred, as it is the site of an ancient beholder city. Unfortunately (for humans), the town of Cumbert lies directly over the remains of this site, and in her fervor, Ixathinon has become insistent upon eradicating the town and all who live within its walls. The problem, of course, is that the hive is not strong enough to achieve this through open warfare. Instead, Ixathinon intends to subtly take control of the city through a program of organized criminal activity and eventually destroy it. She has placed her most talented minion, known as Qeqtoxii, in charge of this surface operation.

Qeqtoxii (who is in reality an elder orb) has other ideas, however, and has been carefully implementing its *own* insidious plans, unbeknownst to the hive mother. It has kept its true identity a secret from the hive mother by posing as a mere true beholder. It hopes someday to claim leadership of the hive for its own. In order to do this, however, Qeqtoxii must defeat and destroy the hive mother, a formidable task, indeed. Thus, Qeqtoxii has decided to utilize outside forces in its quest for supremacy—namely, unwitting adventurers.

In order to keep from overwhelming the adventurers with more than they can handle, Qeqtoxii has broken its plan into multiple phases. The first part of the elder orb's plans (which took place in *Eye of Pain*, the first adventure of the trilogy) included finding a group of adventurers hearty and clever enough to survive exploration of a devious underground lair created by Qeqtoxii itself. Laden with cruel minions, insidious traps, and a bit of treasure—just enough to tantalize the

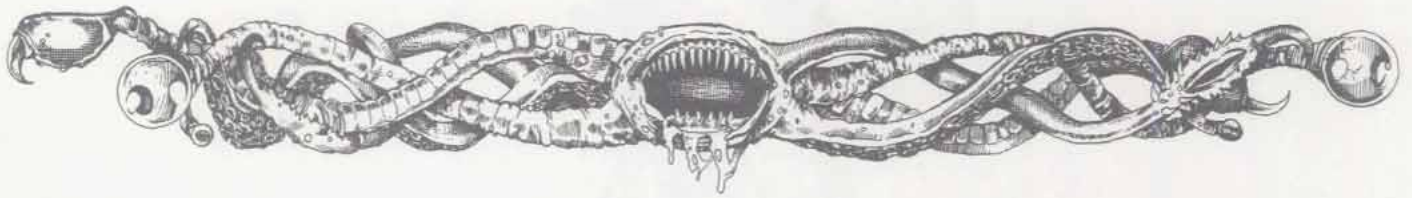
heroes—the lair served as a testing ground to prove the heroes' mettle. Once they had survived that, Qeqtoxii knew they were capable of even greater—and more deadly—challenges.

The next stage of Qeqtoxii's plans pitted the heroes against the elder orb's own well-established crime organization within Cumbert (which is detailed in the second adventure of the set, *Eye of Doom*). The elder orb's intentions were to divert any possible suspicion on the hive mother's part away from itself. Again, through a series of assumed personalities and cunning trickery, the elder orb led the characters into the inner sanctum of its criminal organization, where they confronted Qeqtoxii's most powerful minions.

And now, the final part of Qeqtoxii's plans are on the verge of fruition. The characters have penetrated the inner sanctum of Qeqtoxii's criminal organization (known as the Unblinking Eye) and discovered the entrance to a secret route down into the bowels of the earth where the ancient beholder city—and Ixathinon's hive—is located. If events go according to Qeqtoxii's expectations, the heroes will manage to enter the city, seek out and destroy many of the hive's inhabitants, wound or destroy Ixathinon herself, and then perish, leaving a power vacuum for Qeqtoxii to fill.

The Ancient Beholder City

The city itself originates from a time long past, when beholders ruled both the surface and the depths and humans had only begun to appear in the area. Named Ilth K'hinax in the beholder tongue (which means "Place of Spires"), the beautiful city (at least the beholders themselves considered it beautiful) was once a thriving population center, with over 2,000 beholders and beholder-kin dwelling there. Many of the other subterranean species knew of and marveled at its existence, and some had even managed to establish peaceful relations with the eye tyrants (through adopting a suitably obsequious attitude and thereby circumventing the beholders' legendary xenophobia) and began to trade with them.



Background

Still, the beholders were enemies of many races, and constant vigilance against invasion was a necessity. On more than one occasion other subterranean species attempted to attack Ilth K'hinax, either openly or through subtle infiltration. Some of the fallen warriors of the beholder enemies decorate the halls of the city to this day.

In the end, the downfall of the city came, not from without, but from within. Factions within the society of the great city constantly opposed each other, plotting for power and prestige against one another. Ultimately, the conflicts became too openly militant to check, and a full-blown civil war ensued. Some factions were annihilated, others fled to safer havens, still others continued to war with one another in the channels and spires of Ilth K'hinax. In the end, one faction reigned supreme, but the glory of the great beholder city was but a memory. The other subterranean races, seeing their chance at revenge and domination, converged on the remaining eye tyrants and hunted them down.

When all was said and done, the surviving citizens of Ilth K'hinax had scattered with the four winds, and the city lay silent and dark. No other species could comfortably live there without the inherent levitation ability of the beholders, so the place was abandoned by the sentient ones. The mindless monsters that the beholders once kept as pets and guards remained, multiplying and adapting or dying out completely (for escape was impossible for most of them). Ilth K'hinax lay dormant for hundreds of years, and the knowledge of its location became lost in the shrouds of time.

In the wilds beyond Ilth K'hinax, the legend of the city has been passed from generation to generation of beholder. It has become more a tale of myth and mystery than a simple set of facts, but the memory of the place remained, nonetheless. Many an elder orb or hive mother has dreamed of one day returning there to claim dominion over it, but none has ever attempted it, until now.

Ixathinon began her quest to re-establish the throne of Ilth K'hinax over 150 years ago. No known routes existed to the Place of Spires, but she diligently researched for years, examining shreds of evidence from tales and records bought, stolen, or connived away from other subterranean races. Slowly, the hive mother began to construct a map

that revealed a possible location of the fabled city. Her perseverance paid off; she was the first beholder to lay eyes on Ilth K'hinax in over a millennia.

Overjoyed, Ixathinon led her hive to the site and established a home there. To this day, the task of reclaiming the city from the ravages of time proves to be a long and arduous one, but slowly, the beholders are beginning to return the Place of Spires to its former glory. Only a portion of Ilth K'hinax has been taken back; the rest will be restored in due time.

Current Events

A major obstacle stands in the way of complete restoration of Ilth K'hinax's former greatness: the presence of humans and demihumans on the surface. Ixathinon knows too well the tale of the original downfall of Ilth K'hinax, and she has been convinced through her studies that it was a result of the citizens' interaction with and acceptance of the other races. It has become an obsession of hers that no other sentient species should be permitted to dwell in the vicinity of the great city; to do so only invites disaster once again.

Thus it has come to pass that Ixathinon has devised a plan to eradicate the city of Cumbert and all of its inhabitants. Understanding the limitations of the military strength of her hive, Ixathinon realizes she could never hope to win an all-out war with the surface dwellers. To even attempt such a thing would not only deplete her valuable resources, but it would draw unwanted attention to the hive and its activities. Instead, by using a criminal organization called the Unblinking Eye, she has set in motion a scheme to subtly degrade the fabric of Cumbert's society, hopefully leading to its eventual and ultimate corruption.

This plot has become the source of contention between the hive mother and Qeqtoxii. Because of the great success of the Unblinking Eye, Qeqtoxii has come to enjoy the level of power it commands among the surface dwellers and is not so willing to surrender it to Ixathinon. It sees her plan to destroy Cumbert as foolish and a waste of potential resources, so the elder orb has decided to usurp her and take over the hive. If successful, Qeqtoxii will continue to build its power base within Cumbert and eventually spread its organization's influence farther afield.



Background

Velinax The Vermilion

As a part of Qeqtoxii's complex plans, it has appeared before the characters in the guise of a wizard and sage known as Velinax the Vermilion. The elder orb uses this persona to manipulate the characters and feed them useful information to get them where it wants them to go. On several occasions, Velinax has disappeared for long stretches of time, so it is natural that the characters are suspicious of him by now. The red-garbed wizard has always had a reasonable explanation for his absences, but it is still likely that the characters are beginning to doubt his legitimacy.

If you are not incorporating this adventure as part of the trilogy, then Velinax the Vermilion is a suitable NPC to use to convince the heroes to enter the depths of the beholder city and explore it. Otherwise, remember that Velinax was "imprisoned" in the caverns immediately below the secret headquarters of the Unblinking Eye and had to be "rescued" by the adventurers.

Probably the most important thing to keep in mind while running this adventure is that Qeqtoxii, in the guise of Velinax, must strike a fine balance between feigning ignorance about what lies down in the caverns of the city and keeping the characters on the right track to achieve the elder orb's goals. On the one hand, it is posing as a sage who has abstractly studied beholders, not become intimately familiar with them. So if Velinax seems to know a little too much about a chamber's use, or if he exhibits knowledge of a monster's whereabouts that he shouldn't have, the sage is going to look suspicious. The other side of that coin, though, is that Qeqtoxii wants to get the characters up into the upper city as quickly as possible, both to conserve their strength for the fight that matters (attacking Ixathinon) and to lessen the chances of being discovered before they have a chance to make their move.

Velinax should also be somewhat useful, or else the players are going to get tired of the elder orb being an albatross around their necks. Qeqtoxii will use all of its spellcasting abilities in an effort to pass itself off as a wizard of some skill. Perhaps it produces just the right magical item at a crucial moment (this can work well to get the characters out of a jam, anyway) or "discovers" a hidden pas-

sage or chamber that leads the party out of immediate danger. Whatever its actions, the elder orb's assumed persona should be competent without seeming all-powerful.

Throughout the text in the "Keyed Areas" section are sections labelled "Qeqtoxii the Guide" which should help DMs run Velinax (or another of Qeqtoxii's human personal) in various areas of the city. If an area doesn't have one of these sections, then Velinax acts according to the guidelines listed above. Since it is very probable that Velinax will be with the group in their travels through Ilth K'hinax, the following adapted stats of Qeqtoxii's human persona have been included below:

Velinax (Qeqtoxii's assumed persona), hm M18:

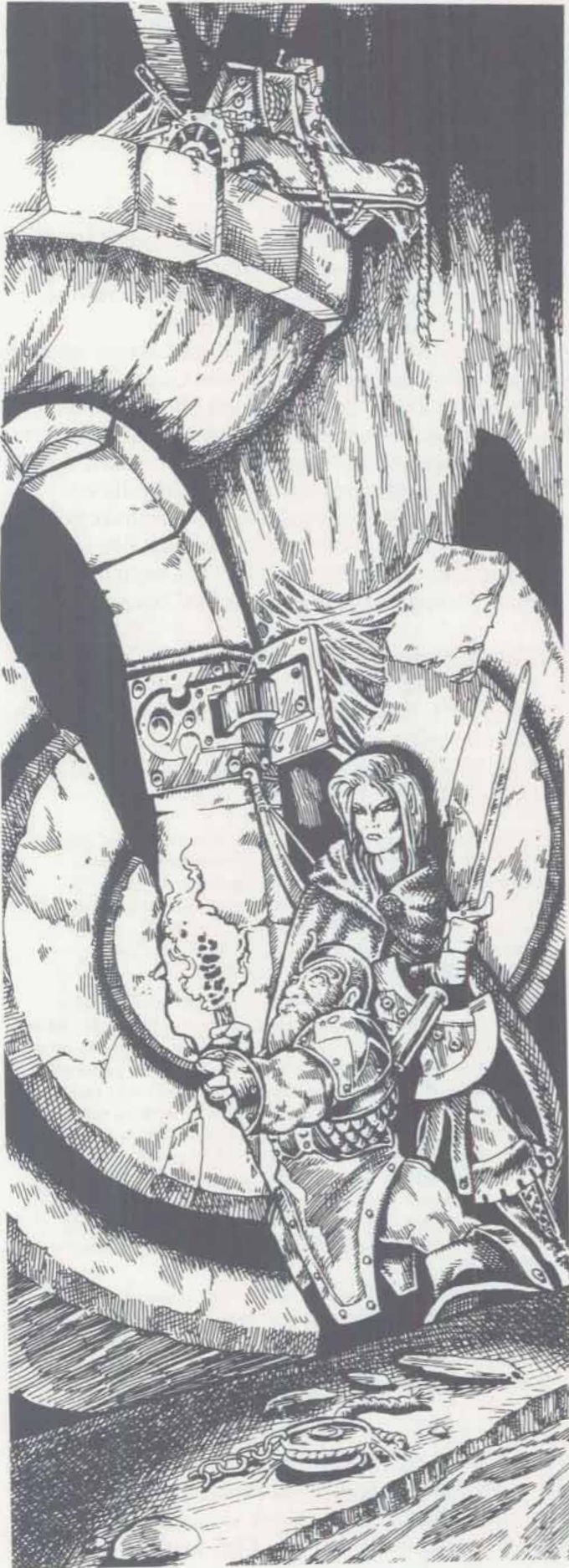
AC 0; MV 12; hp 75; THAC0 5 (3 with *quarterstaff* +2); #AT 1; Dmg 1d6+2 (*quarterstaff* +2); SA spells; SD immunity to *sleep*, *charm*, and *hold* spells; MR 50%; SZ M (6' tall); ML fearless (19); Int godlike (23); AL LE; XP 18,000.

Special Equipment: bag of holding, potion of extra-healing, potion of flying (3), potion of gaseous form, potion of human control (humans), potion of invisibility (7), potion of levitation (3), potion of water breathing, amulet of proof against detection and location, Daern's instant fortress, *quarterstaff* +2, a scroll (contains the spells *dispel magic*, *invisibility* 10' radius, *levitation* (2), and *flying*), and a spellbook.

Spells (Qeqtoxii can only memorize one spell per level at a time): 1st—*feather fall*†, *hold portal*; 2nd—*darkness* 15' radius*, *detect invisibility**, *ESP*†, *knock*; 3rd—*dispel magic**, *protection from normal missiles**†; 4th—*control death tyrant***†, *dimension door*, *extension I*, *instruct spectator***†, *polymorph self*† (note that polymorphing himself into humanoid form does not allow Qeqtoxii to cast spells with material or somatic components); 5th—*contact other plane*, *teleport*†, *wall of blackstone***†, or *wall of force**; 6th—*extension III*†, *geas*; 7th—*phase door*, *power word stunt*†, *teleport without error*, *vanish*; 8th—*create death tyrant***†, *mass charm*, *power word blind*†; 9th—*Mordenkainen's disjunction*, *power word kill*, *prismatic sphere*†, *time stop*.

† Indicates favored memorized spell. * Indicates an elder orb variation on an existing spell—it requires only verbal components, takes twice as long to cast as the normal variety, and is known only to elder orbs. ** Indicates a special spell that appears in *I, Tyrant*.

At some point, the adventurers may decide that a retreat is in order, whether it is to regroup and hire more allies, heal, or just because the heroes aren't quite heroic enough yet to tackle such awesome adversaries. If you, the DM, want to speed



things up a little during these slow times, Ixathinon might begin to get a little more bold. Perhaps a raid or two takes place in Cumbert during the darkest hours of the night. Qeqtoxii will be extremely frustrated, but the elder orb is too wise to foolishly push the characters on to certain doom; it will bite its tongue and try to speed things along in other ways.

During the final confrontation, Qeqtoxii helps the characters in its Velinax persona, but if the fighting looks like it's going badly, the elder orb leaves. Once the adventurers manage to kill Ixathinon, Qeqtoxii reveals itself in its full glory and then tries to kill the group. If there are any other beholders left in the area, they show up and start fighting as well. Look at the beholder's description to find out if it helps Qeqtoxii or not.

Setting the Mood

While you are running the adventure, try to keep in mind that the place is *spooky*. The characters' light source seems pitiful and insignificant against the overbearing darkness, and it seems as if it is going to blow out at any moment. There always seems to be some sort of shuffling noises just at the edge of the light, but any time the characters move to investigate, they find nothing there (or perhaps something is now missing from their supplies). Convey the idea that being this far below ground can be unnerving; quite a bit of rock looms over their heads, and if the place were to suddenly flood, where would they all go?

Beginning the Adventure

Two scenarios are laid out below for getting the adventurers into the Place of Spires. The first, entitled "A Strange Wizard," assumes that you have not utilized the two preceding products in this set, *Eye of Pain* and *Eye of Doom*, and instead begin the adventure right here. This scenario is simple and straightforward, allowing the characters to learn of the ancient hidden city through the machinations of Velinax the Vermilion, Qeqtoxii's alter ego. Keep in mind that the information provided here is not applicable if the DM and players have worked through the first and/or second adventures in the set. It is designed solely for those gaming groups who start with this product.

The second method of starting the adventure, entitled "Entering Ilth K'hinax," operates under the assumption that you have used both the other two adventures in this series (or at least the one prior to this, *Eye of Doom*) and have already delved into the story. This beginning takes some material from the previous adventure and fleshes it out more. It should be a smooth transition from the end of *Eye of Doom* to the beginning of *Eye to Eye* (unless the characters have proceeded on a completely unexpected path between adventures, in which case you must find a means to get them more or less back on track).

A Strange Wizard

For those DMs who did not choose to run *Eye of Pain* and *Eye of Doom*, this event leads adventurers who have no knowledge of the earlier two modules in this series into the main part of this adventure. It begins with the adventurers relaxing in a tavern known as the Grumbling Goblin in the town of Cumbert in the evening. The details of Cumbert do not matter much; feel free to flesh it out however you wish. If you intend to place the adventure in an existing campaign, then choose any community that can geographically accommodate a large cavern deep beneath it.

A wizard who wishes to hire them to aid him in ferreting out a nest of beholders beneath the city approaches the characters. Read the following aloud to the players:

The Grumbling Goblin is an unremarkable place in that it is a typical tavern with a smoke-filled interior. A few folk sit in small groups here and there, but the place is hardly full. Off to one side and a ways toward the back, a gentleman sits at a round table. This fellow stands out from the crowd, as he is garishly decked out from head to toe in bright red robes. It is a pretty sure bet he is a wizard.

He catches your eye, smiles graciously, and moves to where you are sitting. He nods his head slightly as he introduces himself. "Greetings and good evening to you. I am Velinax the Vermilion, and I have a business proposal for you. May I buy you a round while we discuss it?"

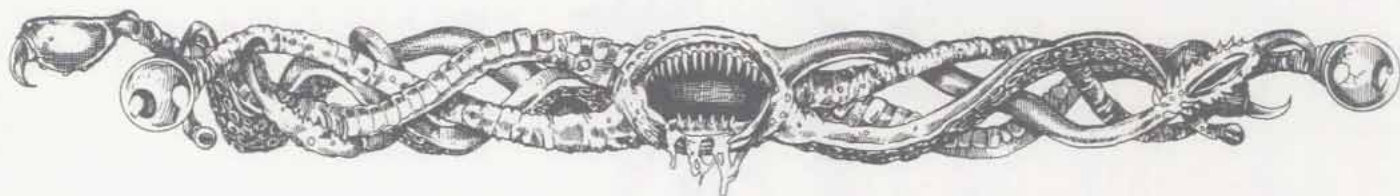
Allow the players to decide whether their characters are interested in hearing Velinax's story. If they are not, then go directly to "Something in the Shadows," below. Otherwise, continue by reading the following aloud to the players:

Very good, then," says the aging gentleman as he signals for a bar wench and seats himself at your table in one motion. He orders a round of drinks and then proceeds.

"I am looking for a group such as yours to aid me in a rather dangerous expedition. For a number of years, I have been gathering information on beholder lore. It is a wondrous subject. Of course, all of my studies have been abstract in nature—very few people have encountered one of the eye tyrants and come back to tell the tale, much less come back with any useful details.

"I have reached a point where I feel that my studies have gone as far as they can in the laboratory, and I wish to do some first-hand field research. As preposterous as it sounds, I strongly believe that a nest of beholders lives somewhere beneath this town.

"I have been gathering evidence on this matter for close to a month now, and I think that a nest of them may be at this very moment restoring an ancient habitat of theirs deep beneath the surface. Of course, the only way to incontrovertibly prove



Beginning the Adventure

this is to ferret them out, but danger lies along that path, and I dare not risk it alone. If you know anything at all about beholders, then you know that they can be a wizard's worst nightmare.

"I want to hire you to help me investigate. I will not lie to you; the risk is great. But I am willing to give you whatever treasure we confiscate. All I am interested in is the information to be gained. What do you think?"

Allow the players a chance to discuss the situation and decide what their characters are going to do. If they are not interested, then go to the section entitled "Something in the Shadows," below. Otherwise, wrap up whatever role-playing is necessary to conclude the agreement.

Velinax makes plans to meet the adventurers and reveal to them where he believes a secret entrance to the chambers and caverns below lies. In reality, he will take them to a personal bolt hole he installed himself that connects to the main entrance of Ilth K'hinax (not even the other members of Qeqtoxii's criminal organization nor the other beholders in the hive are aware that it exists). Use the description of the warehouse mentioned in "Something in the Shadows" for the location.

Velinax tells the heroes that information he has garnered through investigation has led him to believe that there is a way in to the tunnels below the surface (he is referring to the abandoned warehouse described in "Something in the Shadows"). He has managed to acquire official militia reports gathered from a couple of people who claim to have witnessed something "large and round, moving slowly through the air" nearby. He has gone over the area pretty thoroughly, and this is the only place something could have gone, he believes. He was too frightened to enter the warehouse by himself, he will explain. Once inside the place, the sage encourages the characters to spread out and search for anything unusual.

Something in the Shadows

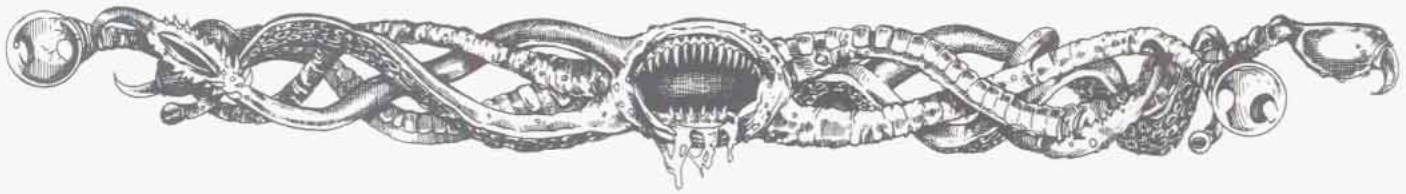
This encounter provides an alternative method of luring the characters into exploring the caverns beneath the town of Cumbert and stumbling across the secret entrance to Ilth K'hinax. Qeqtoxii was not successful in the guise of Velinax the Vermilion, so it will try a different tactic this time. It uses its various eye powers and spells to keep track of the characters, following them about town as they do whatever it is they would rather be doing than exploring with Velinax. At some point after darkness falls, read the following passage aloud to the players:

The evening is a pleasant one, and the stars begin to twinkle into view as the sun disappears for the day. As you stroll along, a shape drifts across the avenue ahead and turns out of sight. Its shape tells you little but the fact that it was definitely not human.

Give the players a chance to decide what their characters will do. If they decide to investigate, read the following aloud, adjusting as necessary:

At the bend in the road an alley leads behind some large warehouses. In the dimness of twilight, it is difficult to tell for certain, but there appears to be a partially open door that leads into one of the more dilapidated buildings. Upon closer inspection, you determine that it is definitely a door, almost completely torn from its hinges.

If the adventurers enter the doorway, they discover an abandoned warehouse full of debris. It is all junk; nothing of value can be found here by the characters, and the debris is severely infested with rats. However, the refuse is piled high enough in spots that it would be possible for someone (or something) to hide in here, or to conceal a hidden passage leading somewhere else. That is exactly what Qeqtoxii has done. After crossing the road in front of the characters to get their attention, it used its *polymorph self* spell to transform into a large rat and then scurried into the building. The elder orb established its secret bolt hole leading to Ilth K'hinax here.



Beginning the Adventure

The portal is located in the partially collapsed basement of an earlier structure over which this warehouse was built. Near a far wall from the door leading into the warehouse, a large open hole in the floor exposes the basement area below. Quite a bit more debris lies around this basement, but one wall of the older structure has been replaced by blackstone (see page 60). The replaced section of wall meshes perfectly with the rest of the basement wall, but it is of a significantly different color and is immediately noticeable to anyone spotting it. As a result, Qeqtoxii has covered the section of wall with a large piece of wooden planking that leans haphazardly against it. Qeqtoxii merely swings the planking out of the way using its *telekinesis* power and vaporizes the blackstone with its *antimagic ray* eye, replacing the boards behind him after it passes through it. Beyond the wall of blackstone is a perfectly smooth 10-foot-diameter passage that descends at a sharp angle all the way to the main entrance cavern, below. Proceed to the section entitled "Entering Ilth K'hinax."

Entering Ilth K'hinax

This portion of the adventure should pick up the thread of the adventure where *Eye of Doom* left off. At the end of that adventure, the heroes had descended into the caverns immediately below the secret headquarters of the Unblinking Eye, where Qeqtoxii had fled after revealing himself to the characters as the Faceless Man. In an effort to slow the characters down, the elder orb released from petrification a Lernaean hydra. At the far end of the cavern from where the adventurers arrived was a great skull carved into the side of the cavern wall. Within the eye sockets hover a pair of gas spores, and a spectator guards the "mouth" of the skull.

In addition, Qeqtoxii polymorphed itself into the form of Velinax the Vermilion and placed itself behind a wall of force in order to make it appear that it had been imprisoned there. The characters most likely discovered Velinax in this fashion prior to entering the skull mouth. Velinax explained to the characters that he witnessed the great beholder from above enter the mouth and disappear, so he

has concluded that it leads to the nest of beholders he has suspected existed all along.

Velinax also strongly urged the characters to delay battling the spectator until they had managed to rest and recuperate. The sage knows that the going will be tough, and he staunchly believes that the adventurers should be fresh and fully armed. If the players went along with this scenario, then they freed Velinax and returned to the surface with him to rest, regain spells, heal, and perhaps train to rise in experience levels. You should handle all of these endeavors yourself, in the manner particular to your style of gamemastering. This section of the adventure assumes that all of that has been taken care of.

It is possible that the characters are operating under a very different set of circumstances than those outlined above. For instance, they may have already ditched Velinax, because they didn't trust him (although it is highly unlikely that they have killed him—Velinax is really an elder orb with several means of escape at its disposal). Perhaps they have decided to ignore the sage's advice and are determined to proceed into the lair of the beasts without resting and regaining their strength. If the characters' actions have deviated significantly from Qeqtoxii's plans, you will have to adjust the lead-ins appropriately to compensate for that. Regardless of how things have changed, however, the characters must still get past the spectator and descend into the great city of Ilth K'hinax, so it shouldn't be too difficult to swing things back into line.

Keep in mind that if the adventurers do not have Velinax accompanying them, then many of the events described in the later sections that hinge upon him do not occur. However, Qeqtoxii may still be following the characters secretly, triggering events to suit its plans, so even if the sage is not present, special phenomena mentioned in the text will still happen. Notes to such effect are included in the text.



Entering the Mouth

Standing between the characters and the route to the legendary beholder city of Ilth K'hinax is a spectator (assuming the adventurers didn't already do battle with it at the end of *Eye of Doom*). In the eye-holes above him are two gas spores.

Spectator (1): AC 4/7/7; MV Fl 9 (B); HD 4+4; THAC0 15; #AT 1; Dmg 2-5 (1d4+1); SA magic; SD magic; MR 5%; SZ M (4' diameter); ML elite (14); Int high (14); AL LN; XP 4,000.

Notes: The spectator has a +2 surprise modifier and a +1 initiative modifier; it is hard to surprise. Spectators fight nonviolently when possible; they start with their *suggestion* power, switching to *paralyzation* if that does not work, switching to *cause serious wounds* only if truly endangered. If blinded in all eyes but still alive, a spectator will *teleport* to Mechanus, heal there, and return the next day. If that which it was guarding is now gone, it will go about its life.

Eye Powers: Central—*reflect* (one nontouch spell per round, only so long as eye is undamaged; spectator must save vs. spell to reflect; failure means 5% MR and personal saving throw come into play); 1st—*create food and water* (enough for a large meal for six, takes one round); 2nd—*cause serious wounds* (2d8+3 points of damage to single target within 60 yards; save vs. spell for half damage); 3rd—*paralyzation ray* (range 90', one target, 8d4 rounds); 4th—*telepathy* (range 120', one target; can communicate this way, or can plant *suggestion* if target fails save vs. spell; *suggestion* is always to leave in peace).

Other Powers: A spectator can *teleport* between its current home and the plane of Mechanus, one *teleport* per day; while in Mechanus, it can regenerate all damage in a single day.

Attacking a spectator makes use of the following chart:

Roll	Location	AC	Hit Points
01-70	Body	4	4+4 HD
71-90	Eyestalk/eye	7	1 hit point
91-00	Central eye	7	1 hit point

This spectator has been charged by Qeqtoxii to guard the entrance to the beholder city, preventing all but beholders and their kin to enter. The spectator will, of course, attempt to do this through peaceful measures first.

Gas Spore (Fungus) (2): AC 9; MV 3; HD 1 hp; THAC0 20; #AT 1; Dmg special; SA special; SD special; SZ M (4'-6' diameter); ML average (8); Int non (0); AL N; XP 120 each.

Notes: When struck, a gas spore explodes, inflicting 6d6 points of damage to all within 20 feet (saving throw vs. wands for half damage). If a gas spore comes into contact with exposed flesh, it shoots tiny rhizomes into the living matter and grows through the organism within 1 round. The gas spore then dies immediately. The victim must have a *cure disease* spell cast upon him or her within 24 hours or die, sprouting 2d4 gas spores. Beholders are immune to all the effects of gas spores.

Behind the spectator is a wall made of blackstone, and beyond that is a perfectly round tunnel, 10 feet in diameter, that descends for quite a long time to the beholder city below. Refer to the section entitled "Ilth K'hinax," below.

Ilth K'hinax

The great beholder city of Ilth K'hinax occupies a mammoth cavern deep below the surface world. It stretches as far as the eye can see, and the beholders who originally constructed it and dwelt there carefully planned it to be a tribute to their way of life. Although it occupies a space that is fundamentally horizontal, everything about the city's construction is vertical in nature.

Ilth K'hinax is divided into two main sections: the upper section, which is housed within a great stone protrusion (very similar in shape to a gigantic stalactite, although its geological formation differs) that descends from the ceiling, and the lower, which occupies an immense mountain ascending from the floor of the cavern (again, quite similar to, but not geologically related to, a huge stalagmite). The two formations come very close together near their tips, forming a measureless hourglass within the cavern. Vast, inverted spires descending from the upper level stretch downward like roots from a mammoth tree, and likewise, soaring watch towers rise up from the flanks of the mountainous lower level.

The upper level served as the exclusive domain of the beholders. Many of the passages within run vertically, which is a simple matter to traverse for a species capable of levitation. The inverted spires themselves acted as private dwellings, accessed only from outside. The central area, however, was the public common area and the center of government for the beholder citizens. Few other creatures were ever allowed into the upper level.

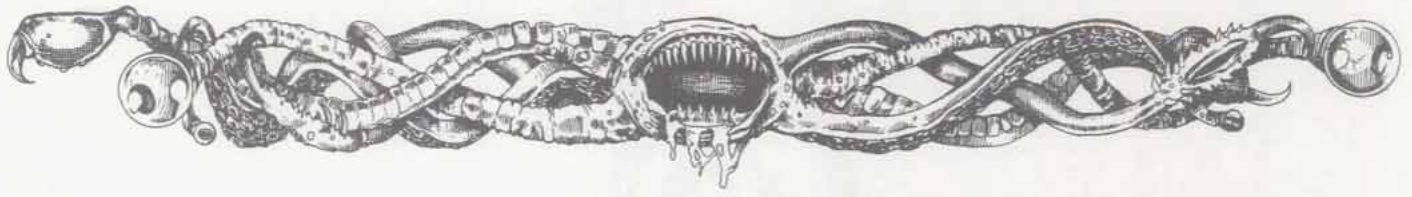
The lower level of the cavern housed the "baser" creatures who could not float. These lesser creatures included the beholders' minions and servants, as well as the few carefully screened and selected foreign ambassadors and merchants from other independent races who were visiting from their own subsurface cities. It was a simple enough matter to contain the subservient species and control their flow of traffic; the beholders merely structured the floor areas with large vertical passages that only they could traverse quickly and easily. Coupled with constant beholder patrols overhead, the creatures on the ground level were efficiently corralled.

Organization of Material

The information on Ilth K'hinax is broken down into three distinct portions. The first portion consists of the maps. They can be found on the inside of the product cover and within the text itself. The second portion of the material is essentially the key: room-by-room descriptions of the city, with details and statistics on the inhabitants who can always be found there. These descriptions correlate with the maps. The last segment of the material contains a set of events that should transpire at various times during the course of the characters' investigation of the place. These are set up to be folded into the adventure either at certain times or at certain locations. It is up to the DM to decide when and how these events transpire. It is not necessary to utilize all of the events, although most of them further the overall plot, namely Qeqtoxii's attempt to usurp rulership of the hive from Ixathinon the hive mother and her reaction to it.

The Maps

The main maps on the inside cover and on the center pages of the booklet depict the city. One view is a cutaway from the side, showing a cross-section of the interior of both the upper and lower mountains, plus a sampling of the inverted spires that descend from above and the watch towers that protrude from below. The remaining maps display top-down views of the lower levels, plus a special "unrolled" cutaway of the upper level. None of the views present all of the details of every room; the levels are too intricate and intertwined to do this effectively. Instead, the maps provide a sampling of the more mundane areas, while the major highlights of the city are described fully.



Ilth K'hinax

The Key

As was mentioned previously, not every room in the city has been noted on the main maps. To do so would be impractical, both from a mapping standpoint and also because of the limitations of space. Not every one of the areas in the city could be properly described in the text. To compensate for this, certain areas are labeled as typical, while others are noted as being unique within the text.

The statistics and details for any creatures found in a particular area (whether that area is considered representative of many others just like it or completely unique) that do not move about much or participate in the events are included in the key area. Usually, notes that describe the creatures' actions under various circumstances accompany such material. All the other creatures that assume a dynamic role within the framework of the adventure are described at the end of the book, under the heading "Major NPCs."

The Events

The events themselves are all designed to be dropped in at the DM's whim to further the overall plot of the adventure. Remember, this is more than a mere exploration sequence; the characters have been manipulated into coming here by Qeqtoxi, and the elder orb has to continue to orchestrate things in order to gain the outcome it desires. Several of the events aid in advancing the elder orb's agenda, while a few of them are merely spice for the adventure.

These events have been broken out separately from the rest of the material both to draw attention to them and because they are not typically location-specific. In other words, they don't occur the moment the characters enter a room, but rather when the DM decides to move the plot along, regardless of where the characters are. A couple of the events are specific to a location, but they differ from a typical room encounter in that they don't necessarily occur the *first* time the party of heroes enters an area.

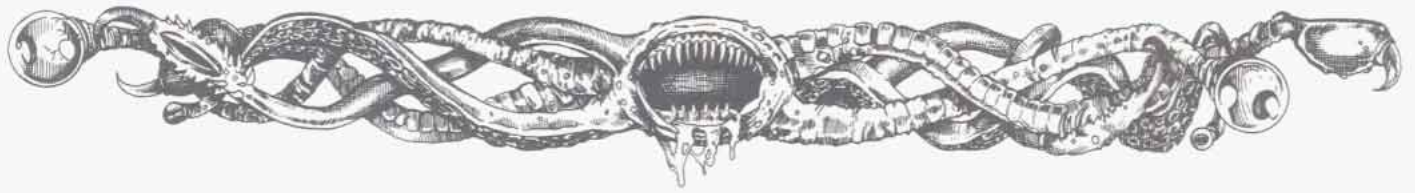
Current Conditions Within the City

Although Ilth K'hinax now stands as a lost monument to the glory of the beholder population that once ruled it, it is more than an empty, tomblike cavity in the earth's crust. The place still teems with life, although it is not immediately obvious at first glance. Of course, Ixathinon's clan has returned to the site and is setting up shop in the upper level, but well before they arrived, multiple species roamed wild through the tunnels and shafts of the city.

Many of these creatures are the descendants of pets and other domesticated beasts that were left behind when the city fell and was abandoned. Those that could survive adapted to the absolute darkness and quickly spread throughout the great cave that houses Ilth K'hinax. Other creatures merely wandered in here and remained, thriving on the bounty to be found. As a result, an entire microecology works within the place, so the various monsters and whatnot the adventurers stumble across during their exploration are not living in an environmental vacuum, without needed sources of food to sustain them.

What follows is an encounter table of sorts. Rather than providing chance meetings with just the main monsters in the place, these charts give the DM some spice to sprinkle through the tunnels, making the characters more cautious in their exploration and yielding a better sense of the ecology of the place (and perhaps giving the characters a clue or two about what might be lurking around the next turn).

The standard random encounter has a 1-in-10 chance of occurring each hour. However, you may want to exercise more control over when and where random encounters occur (making them somewhat less than random) to avoid unusual or illogical circumstances. Also, when choosing areas for encounters to occur, you should select an encounter from the list based on the characters' surroundings rather than roll one at random, but a die chart is included for those instances where no selection is obvious. Where more than one creature type is listed, the numbers in parentheses that follow are the relative chances of the two types occurring, respectively.



Ilth K'hinax

Table 1: Random Encounters

Check once each hour; an encounter occurs on a roll of 1 on 1d10.

Roll	Result
01–08	Bat, common or large (75%/25%)
09–16	Beetle, fire
17–24	Centipede, giant
25–32	Fungus, shrieker (75% chance to also encounter violet fungi)
33–40	Insect, giant, cave cricket
41–46	Mold, brown or yellow (20%/80%)
47–52	Scorpion, large
53–60	Spider, hairy
61–66	Stirge
67–00	Natural phenomenon—consult Table 2

Table 2: Natural Phenomena

Roll	Result
01–13	Air current
14–26	Odor
27–39	Useless object
40–52	Sound
53–65	Water
66–78	Unstable ground
79–91	Temperature
92–00	Minor treasure

Bat, common (1d100): AC 8 (see below); MV 1, Fl 24 (B); HD 1–2 hp; THAC0 20; #AT 1; Dmg 1; SA disruption; SZ T (1'); ML unreliable (3); Int animal (1); AL N; XP 15 each.

Notes: If startled, swarming bats may fly into people or things, putting out torches (1% chance per bat encountered per round), disrupting spellcasting (successful Wisdom check to cast spell), disrupting combat (–2 penalty to THAC0); under ideal flying conditions, a bat's AC lowers from 8 to 4.

Any encounter with common bats will most likely occur in their nesting area. A check for surprise may be in order to see if the adventurers notice the bats (or the droppings) before the bats are startled and begin swarming. The bats feed off the blind cave insects that can be found almost anywhere in Ilth K'hinax.

Bat, large (3d6): AC 8; MV 3, Fl 18 (C); HD 1d4 hp or 1; THAC0 19 or 20; #AT 1; Dmg 1d2 (1d4 for 1-HD bats); SD difficult to hit with missiles; SZ M (5'–6'); ML unsteady (6); Int animal (1); AL N; XP 35 each.

Notes: Only 10% of those encountered will be of the larger 1-HD variety; the creatures gain an AC bonus of +3 when anyone with a Dexterity of 13 or less attempts to hit one with a missile weapon; bat must land to bite; anyone bitten by a large bat has a 1% chance of contracting rabies (see the MONSTROUS MANUAL supplement for more information).

Large bats will most likely be encountered in their own nesting area, but there is a 20% chance that they will be sharing a roost with common bats.

Beetle, fire (3d4): AC 4; MV 12; HD 1+2; THAC0 19; #AT 1; Dmg 2d4; SZ S (2 ½' long); ML steady (12); Int non (0); AL N; XP 35 each.

Notes: Special glands on the fire beetle make them luminous; the glands can be removed and will continue to glow for 1d6 days afterward; the light illuminates a 10-foot radius.

Fire beetles are found roaming all over the lower level of the Ilth K'hinax. They remain from the time when the city was occupied, serving as a unique light source for the inhabitants. They occasionally can be found in the same areas as roosting bats, consuming the droppings. Ixathinon and the other beholders have captured and taken some of the fire beetles to the upper levels to be used as light sources, so they can be encountered there as well as in the lower levels.

Centipede, giant (2d12): AC 9; MV 15; HD 2 hp; THAC0 20; #AT 1; Dmg nil; SA poison; SW saving throw penalty; SZ T (1' long); ML unsteady (7); Int non (0); AL N; XP 35 each.

Notes: Giant centipedes have a weak poison (+4 bonus to saving throws) that paralyzes the victim for 2d6 hours; the creatures' small size makes them less capable of resisting attacks, so they receive a –1 penalty to all saving throws.

Giant centipedes can be found almost anywhere, even in the upper levels of Ilth K'hinax, because the beholders can easily avoid them and see the creatures as handy deterrents to other critters wandering into the upper levels.

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Fungus, shrieker (2d4): AC 7; MV 1; HD 3; THAC0 17; #AT 0; SD noise; SZ M (4'-7'); ML steady (12); Int non (0); AL N; XP 120 each.

Notes: Light within 30 feet or movement within 10 feet of a shrieker causes it to emit a shrill shriek that lasts for 1d3 rounds; the shriek has a 50% chance per round of attracting other creatures in the area.

Shriekers were used by the beholders in Ilth K'hinax as alarm systems to keep other kinds of creatures out of secured areas. Whenever a beholder wished to pass a shrieker, the eye tyrant would simply use its petrification eye power to immobilize the fungus until it was past. Shriekers are often (75% chance) encountered with violet fungi.

Fungus, violet (1d4): AC 7; MV 1; HD 3; THAC0 17; #AT 1d4; Dmg nil; SA flesh rot; SZ M (4'-7'); ML steady (12); Int non (0); AL N; XP 175 each.

Notes: Each violet fungus has from 1 to 4 branches that it uses to attack with. The length of the branches depends on the size of the fungus: a 4-foot tall fungus has 1-foot branches, a 5-foot tall fungus has 2-foot branches, a 6-foot tall fungus

has 3-foot branches, a 7-foot tall fungus has 4-foot branches; these branches excrete a poison that rots flesh in one round unless a successful saving throw vs. poison is made or a *cure disease* spell is cast.

Insect, cave cricket (1d8): AC 4; MV 6, Hop 3; HD 1+3; THAC0 20; #AT 0; SZ T (1'); ML unreliable (2); Int animal (1); AL N; XP 15 each.

Notes: The chirping of giant cave crickets drowns out all conversation and spellcasting (using verbal components) within 20 feet, and it inhibits detection of approaching predators and enemies.

Cave crickets can be found almost anywhere in the lower levels, but Ixathinon wasted no time clearing them out of the upper levels, because they are nothing but a nuisance.

Mold, brown (1 patch): AC 9; MV 0; HD n/a; THAC0 n/a; #AT 0; SA freezing; SD absorb heat; SZ L; ML n/a; Int non (0); AL N; XP 15.

Notes: Any warm-blooded creature that comes within 5 feet of a brown mold suffers 4d8 points of damage per round as the mold absorbs its body heat; magical items that provide





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warmth (such as a *ring of warmth*) protect the wearer completely and items that negate or lessen cold-based attacks (such as a *fur of warmth*) work as their description states; any heat applied to a brown mold causes it to grow—torches double its size, flaming oil quadruples it, *fireball* spells cause it to increase in size eight-fold; only a *disintegrate* (which destroys it), plant-affecting magic, and cold-based spells affect it; ice storms or walls of ice cause it to go dormant for 5d6 turns; a *wand of cold*, white dragon breath, or a *cone of cold* spell kills it; brown mold does not affect cold-using creatures.

Mold, yellow (1 patch): AC 9; MV 0; HD n/a; THAC0 n/a; #AT 1; Dmg n/a; SA poison spores; SD affected only by fire; MR 20%; SZ L; ML n/a; Int non (0); AL N; XP 65.

Notes: Yellow mold may (50% chance) emit a cloud of spores in a 10-foot radius if it is touched roughly; any creature caught in this cloud must succeed at a saving throw vs. poison or die; a *cure disease* or *resurrection* spell within 24 hours can restore life; fire of any sort destroys the yellow mold, and a *continual light* spell renders it dormant for 2d6 turns; none of the yellow mold encountered in Ilth K'hinax is sentient.

Mold of either type has cropped up in out-of-the-way areas of the caverns and tunnels of the city, and the beholders have left them alone for the most part, since they can easily avoid the stuff. The one exception to this is the brown mold in the upper levels. Since the beholders cannot skirt around a brown mold patch as easily, these have been disintegrated.

Scorpion, large (1d6): AC 5; MV 9; HD 2+2; THAC0 19; #AT 3; Dmg 1d4/1d4/1; SA poison sting; SW blind; SZ S (2' long); ML average (8); Int non (0); AL N; XP 175 each.

Notes: The large scorpion's tail stinger poison is somewhat weak (type A, 15/0 points of damage, +2 bonus to saving throws); if reduced to 1 or 2 hit points, it goes into a stinging frenzy, gaining two attacks each round with just its tail; the scorpion is not immune to its own poison; these special cave scorpions are blind and thus suffer a -2 penalty to their attack rolls.

The large scorpions found in Ilth K'hinax are solid white and blind, having lived many generations in the complete darkness. They were brought here by a visiting race (most likely the drow) during the city's heyday. Ixathinon's clan does not care for the scorpions for this reason, but they are content to let the creatures alone for the time being, since they act as yet another deterrent to unwelcome visitors.

Spider, hairy (1d20): AC 8; MV 12, Wb 9; HD 1-1; THAC0 20; #AT 1; Dmg 1; SA poison; SZ T (6' or less); ML average (10); Int low (7); AL NE; XP 65 each.

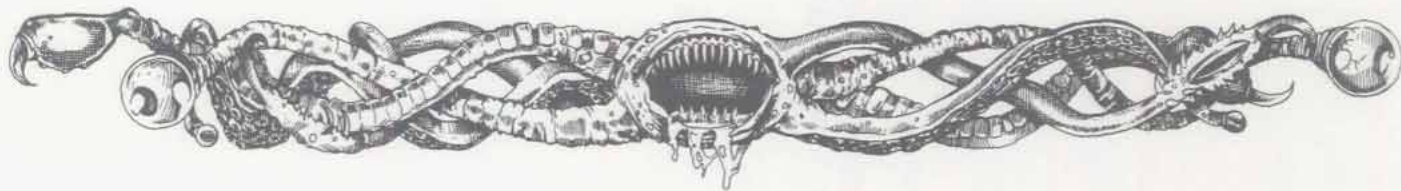
Notes: Hairy spiders do not spin webs, instead using other spiders' webs or pouncing directly on victims; they are immune to all known spider venoms; up to 40 hairy spiders can swarm a human-sized victim and they gain a +5 bonus to attack rolls once they are attached to a victim; they are resistant to crushing damage, so when victims roll on the ground or against walls, the spiders are not affected; they can carry small items and walk on walls or ceilings; they have 60-foot infravision and are not afraid of fire; there is a 40% chance that the creatures can detect invisibility, having a 4-in-6 chance of doing so each round; victims gain a +2 bonus to saving throws vs. the hairy spider's poison, but if it fails, the victim suffers a -1 penalty to AC and attack rolls, and a -3 penalty to Dexterity checks for 1d4+1 rounds thereafter.

The hairy spiders were brought to Ilth K'hinax by the drow; many of the dark elves used the creatures as familiars and messengers. Although the beholders did not particularly like the spiders, they permitted the drow to bring them. Once the civil war broke out within the city, the spiders got loose and infested the place. In the centuries since the city's downfall, they have bred and multiplied, and there are literally thousands of the beasts all over the place now. The beholder clan would very much like to get rid of the spiders, mostly due to the fact that they are a negative reminder of the eye tyrants' former interaction with the drow. Unfortunately, the spiders are too prolific and difficult to find, so it looks like they are here to stay.

Stirge (3d10): AC 8; MV 3, Fl 18 (C); HD 1+1; THAC0 17; #AT 1; Dmg 1d3; SA blood drain; SZ S (2' wingspan); ML average (8); Int animal (1); AL N; XP 175 each.

Notes: Stirges attack as 4-HD creatures due to their ability to find preys' weaknesses; when a stirge makes a successful attack with its proboscis, it begins draining 1d4 points of damage worth of blood each round thereafter; once it drains 12 points of blood, it flies away to digest; due to their strong grip, stirges must be killed to be removed from victims; if an attack against an attached stirge misses, make another attack roll against the victim's AC to see if the attack hits the victim instead.

When the beholder clan first moved back into the city, they discovered a "supply" of stirges that had been petrified and put into storage. Ixathinon



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ordered the stirges restored to life and placed in a chamber or two to guard against unwelcome visitors. Thus they can be found only in the lower levels, away from the beholders themselves.

Natural Phenomena

Each of the following encounters have been intentionally left vague and open to further enhancement by you, the DM. They are nothing more than unusual occurrences in the geography of the place, but they should give the players pause as they have their characters explore the depths of the city.

Air current: This can include such things as cold or hot currents, up- or downdrafts, humid spots, downright windy breezes, and perfectly still locations. They can blow from nowhere in particular, or they can come from small shafts located in the floor, walls, or ceilings.

Odor: Smells can include decaying material, acrid or smoky odors, animal waste, the smell of sulfur, or any other odor you can come up with.

Useless object: This should be some sort of minor and broken piece of equipment or miscellaneous stuff. Perhaps the characters recognize it, or perhaps not. Such items can include a broken arrow, dried blood, a rusted or broken tool, slimy spots on the wall, carefully aligned stones on the floor, unusual or strange scratchings or carvings in the stone, etc.

Sound: Noises of all types are included in this category. The adventurers can hear a distant roar, running water, dripping, moaning or whistling, strange footsteps, and so forth. They could also come across a place where the stone is shaped in such a way that sound carries differently or is diminished or magnified (such as standing in the middle of a building's rotunda).

Water: Water encounters can vary from a slight trickle running out of a crack in the wall to a dark, stagnant puddle, to a major torrent running through a tunnel or passage. The water may be cold or hot, crystal clear and suitable for drinking or full of minerals, soil, or poisons leached from the ground.

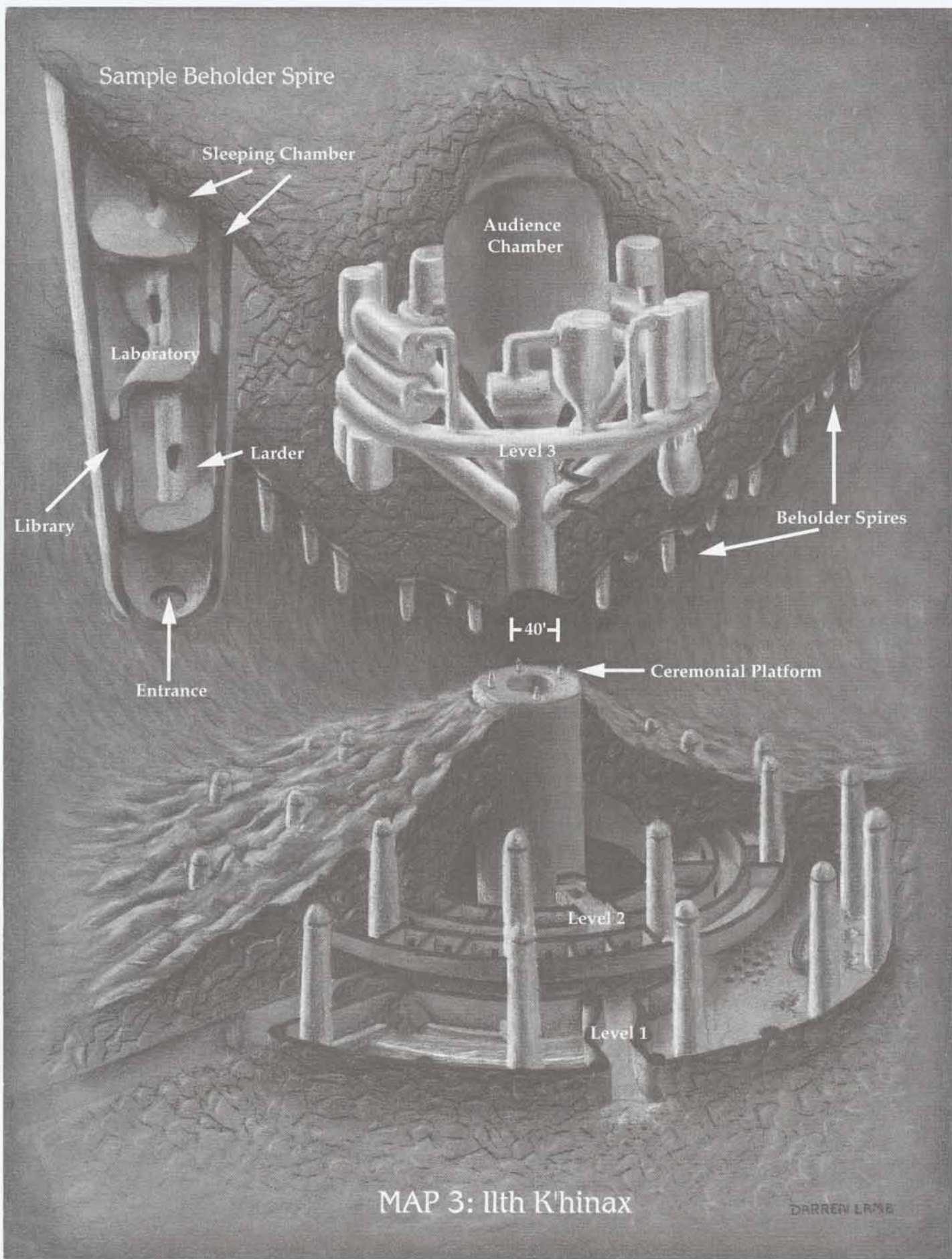
Unstable ground: During the course of the fighting and in the years since, the structural integrity of the city has become suspect in many places. The characters may stumble across places where the stonework has cracked or crumbled away, or where footing is treacherous. Hidden sinkholes may lurk underneath a thin layer of shale, waiting for a heavily armored warrior to step there and fall through. Effects of disturbing unstable stonework are left up to you, the DM.

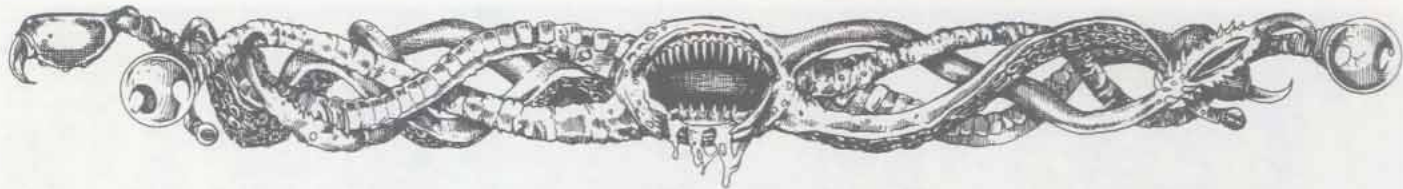
Temperature: Hot and cold spots may be found anywhere in the tunnels and caverns of the city. The temperature may change only slightly, or it may become uncomfortably hot or cold. It may affect the air, or the stone itself may be altered.

Minor treasure: This last entry includes any sort of insignificant trinket that was lost or dropped during the chaos of the civil war. Items found should usually be small and of relatively little value, such as a coin, a small piece of cheap jewelry, or something not recognized by the characters (a tactile map for a blind race, read by sense of touch rather than sight, is a good example). If the DM wishes, a more significant find can be substituted, but it should ideally never be more than a gemstone or two, or *perhaps* a potion.

Keyed Areas

The following sections are the keyed areas represented on the maps. They are broken down into a two-part hierarchy: The first number indicates which level of the city is being described, and the second indicates the specific room or area within that level. Occasionally a lower-case letter follows the room number, indicating multiple subsections of a particular location. Note that all descriptive text to be read aloud assumes the adventurers are using some sort of normal light source. If they are utilizing other visual means, you may need to alter the descriptions slightly. If they actually try to navigate in the dark, then they obviously see nothing at all (and won't last very long in the depths of the earth, either).





Ilth K'hinax

Level 1 (Lowest Level)

This level is the lowest physical level in the entire city. It was treated as a common area by the beholders. All traffic coming and going in the city passed into the cavern at this level, and during normal times (that is, when the city was not under some sort of attack) the gates were always open and passage was unrestricted. Of course, the city proper (everything inside the gates) is all within the mountain rather than being out in the great cavern itself, so movement vertically was still restricted. The only means of reaching higher levels of the city was to journey to the interior of the city and procure permission. Anyone caught traveling along the outer slope of the mountain was imprisoned immediately. Beholder-kin suited to the task patrolled the "skies" overhead to enforce this.

Since there were a variety of creatures either serving the beholders or visiting as merchants, the layout of this lowest level of the city is somewhat haphazard. Each species had particular tastes and/or needs, and the beholders obliged—some-what. In some cases (such as with the duergar—see below), the beholders imposed their own will on the design of the residential zones, while in others they allowed the species to alter the locales to suit themselves. Those species whom the beholders considered *far* beneath them (for they considered all nonbeholder creatures to be inferior) were restricted to the lowest level. Their more esteemed allies (those creature types whom the beholders considered to be potentially formidable foes and therefore deserved their grudging respect) were afforded more posh quarters on the second level.

Ixathinon has left this portion of the city alone thus far, since the hive has limited resources and doesn't really have a need for the lower levels of the place yet, anyway. Zulnethrac, a true beholder in charge of the protection of Ilth K'hinax, made only a cursory inspection of this area when the hive first arrived at Ilth K'hinax. Its primary intent was to ascertain that it was not occupied by any organized society of creatures that might pose a threat to the hive. It found signs of other creatures but chose to leave them alone, as they made good defenses against other species that might find their way into the lower levels. In addition, it was unable to com-

pletely scour all of the different areas of the lower sections, as various cave-ins prevented it from traversing the entirety of the place. It wisely chose not to blast its way through these blockages with its eye powers, assuming that some of them were unstable and would require further scrutiny before they could be safely removed. Since that first pass-through, it has not been back.

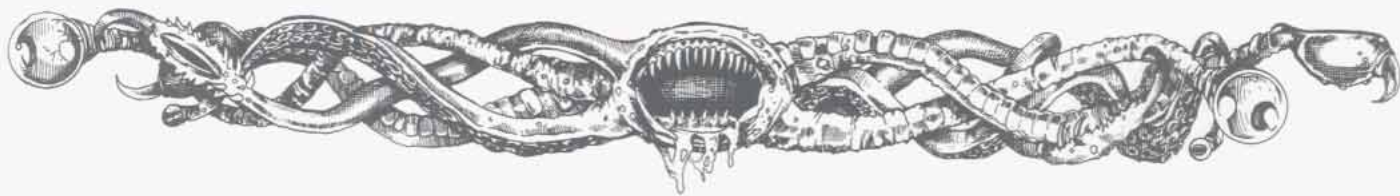
1-1. Entrance Tunnel and City Gate

Whether the characters descended from the basement levels of the secret headquarters of the Unblinking Eye or from the abandoned warehouse (depending on which beginning you used to launch the adventure), the steep round tunnel they discovered leads down, down, and even further down, spanning more than a mile before it exits into a larger passage that runs much more levelly. Read the following aloud to the players, adjusting as necessary:

The round tunnel behind the blockade of magical stone descends steeply, angling downward at a constant rate as it twists, turns, and corkscrews its way toward the center of the earth. The hike is intense and hard on your knees. After what seems like an eternity, the passage finally ends, opening into a much larger passage that runs perpendicular and horizontally. This new tunnel is over 30 feet wide and nearly 20 feet tall. The walls and ceiling are somewhat rough, but the floor is worn smooth, as though it has seen years of travel across its surface.

This larger tunnel is one of the ancient roadways of the Underdark, used eons ago by many subterranean species to travel from place to place. This particular pathway is no longer in use, which will quickly become apparent if the characters turn to the right. After perhaps 200 yards or so, they come upon a great cave-in. This collapse happened during the civil war within Ilth K'hinax, and no one ever managed to dig it out again.

The other direction leads to the city itself. Characters who wander in this direction find that they will travel a quarter-mile before they reach one of the old official gates to Ilth K'hinax. Read the following to the players:



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The tunnel runs straight and true, and as you follow it, you sense that countless others once traveled this path, much as surface-dwellers might travel the king's roads. The center of the tunnel's floor seems more worn than the edges, as if thousands of feet wore it smooth in a forgotten age. Lingering traces of strange carvings still cover the walls.

This pathway continues to descend for another 350 yards or so before arriving at a gateway. When the adventurers arrive at this point, read the following aloud to the players:

Ahead of you, an imposing gate breaks the tunnel you follow. The path widens slightly and the ceiling rises to a higher elevation overhead. Between you and the opening lays a wide pool of brackish water that seems to serve as an effective moat for the ruined gate. What appears to be a twin set of mammoth stone doors lie shattered in the mouth of the pathway. At one time, these great valves must have been perfectly balanced on their hinges, for they obviously weigh several tons. Above the gate is a small balcony with a recessed alcove behind it.

The pool of water is actually a giant "moat" about 40 feet deep that encircles part of the lowest level of the city. The chasm that contains the water stretches beyond the sides of the tunnel in a gentle curve to either side; its ceiling rises only a few inches above the water level everywhere except where it bisects the tunnel arriving at the city.

The gate at one time had a special hinged extension bridge that could stretch across the water to the pathway. It was anchored by a special boom that extended out over the gateway from the balcony over the gate. When the bridge was retracted, it served to further block the entrance.

The balcony served as a perch for a watch and also housed the mechanisms that extended and retracted the boom and the bridge. The alcove is actually the doorway to the other side of the gate, but it is blocked by a door of blackstone. Duergar were stationed here, supervised by spectators. The beholder-kin opened the doorway *via* their anti-magic ray, of course, but invaders could not get through this way.

The bridge and boom have long since deteriorated and collapsed, falling into the murky depths of the water and sinking out of sight. The characters should have little trouble getting across the water and through the gateway, however. Beyond the gate, the tunnel continues as before.

Qeqtoxii the Guide: When the characters are first faced with the decision of whether to turn right or left, Qeqtoxii suggests going to the left for some plausible reason. Of course, the elder orb won't push the matter since it doesn't want to blow its disguise now, but it has to try to guide the adventurers whenever it can.

1-2. Main Avenue

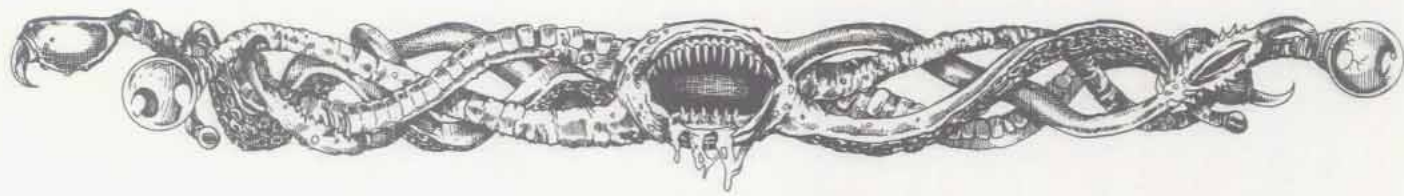
Once the characters traverse the gate from Area 1-1, they find themselves following one of the main thoroughfares directly to the heart of the city. When the city was still fully occupied, all of the external approaches to Ilth K'hinax bypassed the perimeter regions and met in the center of the lowest level, which served as a common marketplace for the various races. This particular route has suffered a cave-in and now appears to be impassable.

If the characters inspect the cave-in carefully, they discover that a small, yet passable, opening up high leads to Area 1-4. The characters can find no other way to dig through the cave-in to reach the other side of the passage and the center of the city. If they attempt to, the rubble shifts and settles ominously.

Qeqtoxii the Guide: Since Qeqtoxii can't lead the adventurers directly to the opening in the cave-in, the elder orb merely tries to direct one of the characters to that general area. This can be as easy as having his human persona ask, "Has anyone looked up *there* yet?"

1-3. Observation Towers

The watch towers scattered around the perimeter of Level 1 are all constructed in a similar manner. They rise from the floor of the level up through the roof and out of the mountain's surface. Only one way exists in and out of the towers from within the mountain, and that access was at one time always blocked with a doorway of blackstone. Currently, there is only a 30% chance that the blackstone is intact, unless specifically noted elsewhere in the



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key. Only beholders, beholder-kin, and minions accompanying one of the eye tyrants could gain access to the towers.

Inside the tower is a hollow shaft approximately 20 feet in diameter. A set of steps winds in a great spiral upward from the floor, abutting the wall. The steps were for the benefit of indentured races who could not float to the top as the beholders did. The steps ascend the tower, which is approximately 100 feet high. The exact distance differs for each tower, since the mountain overhead is imperfect—the end result always has the tower rising 40 feet from the point where it emerges from the ground.

At the top of the tower runs a catwalk that circumnavigates its perimeter. Servant creatures assigned to maintain watch would use the catwalk, while the beholders themselves would simply ascend the shaft and hover there. Since the beholders were so paranoid about the loyalty of other races, they actually pulled guard duty themselves. As a result, each tower was also equipped with a special lantern for the beholders to use like search

lights, shining the brilliant beams over the ground around the base of the tower.

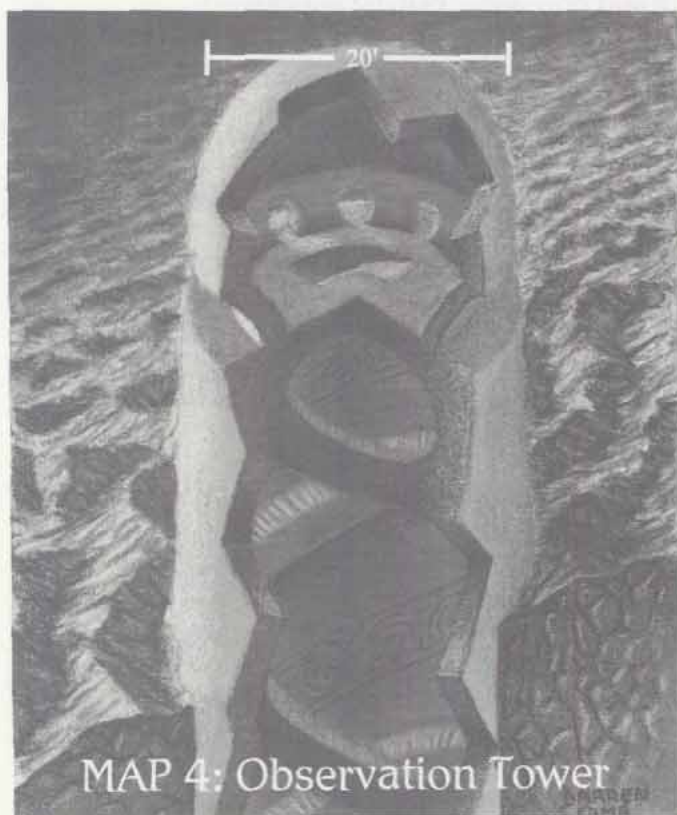
The first time the characters climb to the top of an intact tower, read the following aloud to them:

As you ascend to the top of the shaft and arrive at the catwalk, you find yourself in a tower that juts up into a great area of inky blackness that extends beyond the range of your sight. Off in the distance and high overhead, there seem to be some points of light, similar to stars, but their origin cannot be discerned.

The points of light overhead emanate from the upper level of the city, the part that Ixathinon's hive currently occupies. They have restored that portion of the place to full functionality. At its height, Ilth K'hinax was filled with marvelous lights from many different types of sources. Glowing fungi, special cave beetles, even objects enchanted with *continual light* spells abounded. Beholders love all things visual, and fantastic displays of light certainly fall into this category. Although many of the subterranean species have very refined infravision, the beholders of Ilth K'hinax kept the city well-lit, both for their own benefit and also for those visitors and minions whose eyesight was limited.

If the players decide that they wish to have their characters scale the outside of the lower levels, they can accomplish this within three hours and three Dexterity checks (at a -2 penalty). Because so much time has passed since the beholders lived here (and kept up the place), the outer surface of the lower levels have formed numerous stalagmites that the characters must work around. If the characters use rope and anchor it to stalagmites, then only the lead character needs to make the Dexterity check (unless he has an appropriate spell helping him).

Qeqtoxii the Guide: The natural curiosity of player characters will most likely cause them to investigate the observation towers in the hopes of seeing the view (if nothing else). Qeqtoxii actually welcomes this curiosity. After all, once the adventurers see the view, the elder orb will have an easier time trying to get them to go to the upper reaches of the city. However, after the characters





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see the view, Qeqtoxii wants them to avoid the other towers. Being an intelligent creature, Qeqtoxii is careful not to show too much enthusiasm when the characters first see a tower. Instead, the elder orb either mentions that going up in one of the towers could give them all an idea of what the city as a whole looks like (or he supports the adventurer that brings up the idea before Qeqtoxii can). This way, after they see the view, the elder orb can urge them along without having to do an about-face in acting!

1–3a. Cave Fisher Lair

This particular tower no longer has a blackstone doorway intact. It was destroyed during the civil war that ripped Ilth K'hinax apart so many years ago. Since that time, a family of cave fishers has taken over the inner shaft. The cave fishers have set up their lair on the balcony and cast their filaments down the shaft. They survive off a nearby nest of bats that flies through the tower on a regular basis to feed on the insects in the larger cavern beyond. Characters entering the tower are in danger of running into the filaments of the beasts, which will attempt to pull them up to the top of the tower to feed.

Cave fisher (4): AC 4; MV 1; HD 3; hp 16 (×2), 10, 7; THAC0 17 or 15; #AT 2; Dmg 2d4/2d4; SA adhesive trapline; SD anchoring; SZ M (7' long); ML steady (12); Int semi- (3); AL N; XP 175 each.

Notes: The cave fisher can suspend an adhesive filament that is almost undetectable by its prey—there is only a 20% chance of seeing it within 10 feet, and no chance at all beyond that; a *detect snares and pits* spell will reveal the filaments; the filaments can only be cut by +1 or better edged weapons; the cave fisher can alternatively shoot its filament directly at a victim, striking as a 6-HD monster (THAC0 of 15); it can lift up to 400 pounds at a rate of 15 feet per round and is considered to have a Strength of 18/00; it can walk on walls and ceilings and use its adhesive to anchor itself in place.

1–4. Duergar Warrens

When the characters reach the other side of the cave-in and descend to this area, read the following aloud:

The rubble from the cave-in is extensive, but at the top is a small, navigable crevice. As you make your way down the other side, you find yourself in a large, open area filled with strange structures. Many of the buildings have been demolished and are nothing more than rubble themselves, but a few of the edifices still stand. These structures appear to have been designed for a species somewhat shorter than humans, as the doorways are diminutive openings no more than five feet high. Every one of the structures is cylindrical in shape, although they vary in size and number of stories.

One of the subordinate races serving the beholders were the duergar. These gray dwarves held a lowly place in the many eyes of the beholders, but they were myriad in number and easily cowed. Thus they became the common laborer within the city. The duergar were put to work hauling, cleaning, fetching, and digging throughout the lower two levels of the city, and they were given this entire zone as a residence.

The ceilings of the residential sections themselves are higher than the tunnels leading into the city so that the beholders and beholder-kin could patrol the area with ease. In this particular area, the duergar warrens are like a micro-city within the larger one; the whole area has a ceiling height of well over 50 feet, and each of the rounded structures are actually buildings only two or three stories high. The beholder patrols could move about over the roofs of these dwellings, maintaining unrestricted lines of sight throughout the place.

The duergar did not particularly care for the habitats the beholders provided for them, but they were given little choice; the beholders had a single mindset when it came to the architecture of this place, and that mindset was strongly and unswervingly devoted to roundness. In addition, the duergar disliked the fact that their homes were out in the open like this and that the beholders could spy on them whenever they chose, but they made up for it by digging into the rock beneath their homes and establishing a series of tunnels. They could use these tunnels to move about from domicile to domicile undetected, escaping the everwatching eyes of the beholders overhead.



They preferred the confines of the tunnels to the open, exposed feel of the houses, anyway, so they spent a great deal of time there.

Today, many of the structures are demolished because they were destroyed during the fighting that took place during the war over Ilth K'hinax. Some of the tunnels are caved in as well, but most of them are still intact, and the adventurers may venture into them if they wish. See the individual entries for more information. Only one other way out of the duergar warrens exists; one of the two gateways leading to the central plaza is blocked by the rubble of collapsed buildings, but the other (the one further around to the north) is still accessible.

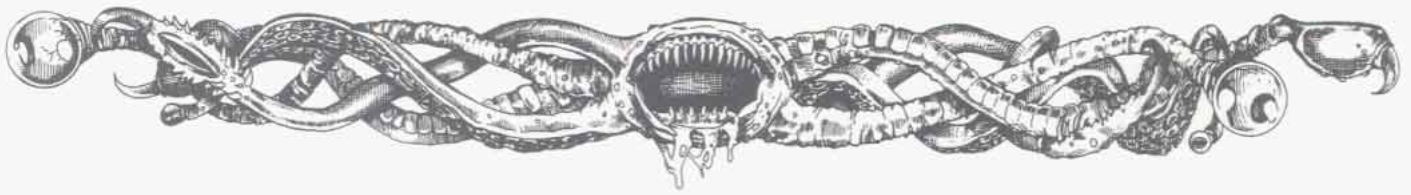
There is a 15% chance each round (noncumulative) the characters spend in the duergar warrens that they will encounter a tunnel worm (see location 1-4a) hidden in the rubble, waiting for prey to come near. The worm will lunge from its hiding place to attack. Chances for surprise are normal. Reduce the number of tunnel worms in area 1-4a for every one encountered and killed in this manner.

Qeqtoxii the Guide: Qeqtoxii realizes that the characters have to pass through this area to get to the center of the lower level, but the elder orb tries to prod the adventurers onward. To do this, it points out that not only have the beholders probably been through here already, but that they have also collected anything of worth as well. If the characters are too curious to pass up the intact dwelling (area 1-4a), the elder orb supports their decision quietly.

1-4a. Intact Dwelling

This is one of the few duergar structures still perfectly intact. If the characters venture inside, read the following aloud to the players:

Ducking your head slightly to navigate the low doorway, you pass through it to find yourself in a low-ceilinged room—no more than 5½ feet high. The large chamber in which you stand is empty, but a doorway leads further into the structure, and a stone staircase rises up to a second story in one corner. Everything is constructed of quarried stone of the type found in this region.



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The rest of the structure is as empty as this front chamber, all of its contents scavenged long ago. In one of the back rooms, an opening to a root cellar actually leads down to the tunnels dug into the rock floor of this immense area. If the adventurers descend into this opening, they find themselves in a series of twisting, turning burrows (displayed on the map in the second color). Everyone except halflings and gnomes must stoop to some degree or another to move through here. If the characters explore these tunnels to any extent at all, they are in for a nasty surprise, as they now serve as the abode for a swarm of tunnel worms.

Centipede, tunnel worm (5): AC 4; MV 6; HD 9+3; hp 53, 40, 38 (x2), 35; THAC0 11; #AT 1; Dmg 2d4; SA lunging; SZ G 30'; ML steady (12); Int non (0); AL N; XP 1,400 each.

Notes: The tunnel worm attacks by lunging at its victim, gaining a +2 bonus to its attack rolls; when it hits, it has seized the victim in its mandibles, but it inflicts no damage until it has chewed through armor: 1 round for leather or worse, 2 rounds for armor tougher than leather up to chain mail, and 3 rounds for armor tougher than chain mail; once the armor has been chewed through, the tunnel worm automatically inflicts damage each round thereafter; if a tunnel worm suffers 15 or more points of fire damage or loses 60% of its hit points, it releases any victims and retreats to its lair.

The tunnel worms lie in wait in the side passages, lunging and striking as creatures draw near to the intersections. They also double back and strike from the rear, if possible. Consult the map to plan an appropriate strategy for the creatures.

Within the tunnel worms' lair (marked on the map with an "X") can be found a few coins (2 gold and 6 platinum, both of a mint never seen before by the characters), one pearl broach worth 500 gp, and one teardrop-shaped red agate valued at 10 gp. These are scattered among insect husks, bones, and other refuse left there by the worms.

1-4b. Courtyard

This area was once an open plaza for the duergar when they wished to hold assemblies. In the center of it is a raised platform of stone where speakers stood so they could be heard by everyone gathered. While some of the rubble of the collapsed buildings have encroached upon this open area, it is still

mostly devoid of the debris that covers everything else in this part of the city.

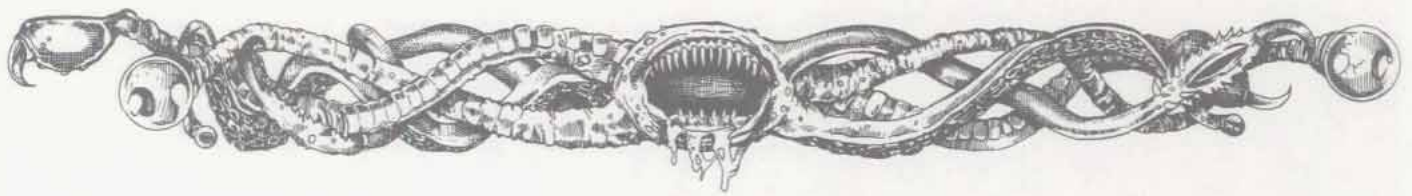
When the characters reach this area, they see a faint light coming from the far end of the courtyard. If they approach the light, read the following aloud, adjusting as necessary:

The faint light radiates from some phosphorescent moss on the roof of one of the duergar dwellings. As you get closer, you notice the first sign of normal plant life that you've seen since you entered this dark city. It looks like some type of flowering ivy. The bright yellow and purple flowers exude a sweet odor that is reminiscent of life outside this dank cavern. You also notice that the ivy covers all but the roof of the dwelling.

The plants are yellow musk creepers. If the adventurers come within 10 feet of any of the plants, then several of the flowers nearest the characters puff pollen at them. Those hit by the pollen must make a successful saving throw vs. spell or be entranced and walk toward the plant. If the victim reaches the creeper, one of the green bulbs that the plant grows extends its roots into the victim's head. The roots reach the victim's brain in two rounds. When this occurs, the victim loses 1d4 points of Intelligence per round after the first round.

Yellow musk creeper (Plant, dangerous) (2): AC 7; MV 0; HD 3; hp 21, 13; THAC0 17; #AT 7, 5; Dmg nil; SA pollen; SD special immunities; SZ L 20' square; ML fearless (20); Int non (0); AL N; XP 650.

Notes: This plant is immune to *charm*, *hold*, *illusion*, *sleep*, and other mind-affecting attacks; these particular plants have three and two dark green buds and seven and five flowers, respectively; damage to the plant is disregarded unless the bulbous root is attacked; victims reduced to 0 Intelligence die instantly; man-sized humanoids reduced to 1 or 2 Intelligence become yellow musk zombies under the creeper's control (one zombie for every two flowers); if the plant dies before reducing the victim to a zombie, 1 Intelligence point is regained per day or a *heal* spell instantly restores Intelligence; a zombie can be cured by destroying the plant and then using a *neutralize poison* followed by a *heal* spell and four weeks of rest.



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If one of the characters becomes a zombie, then he acquires yellow skin and a glazed look but retains most everything else. While he can keep his hit points, he attacks as a 2 HD monster and cannot cast spells or receive bonuses for high ability scores. Yellow musk zombies cannot be turned and serve their creeper for around two months (remaining at least 100 feet away at all times) before moving 200 feet away from the creeper and dying. The seedling that was growing in the zombie's head sprouts, flowers, and becomes a new creeper.

If the adventurers kill off both of the plants, then they can root around the plants and find 57 copper pieces, two 10-gp lapis lazuli stones, one 50-gp chalcedony stone, two 100-gp spinels, one 500-gp peridot, two 1,000-gp oriental topaz gems, a rusted long sword, some rotted leather armor, a *short sword* +1, and the skeletal remains of two humanoids.

If the characters look around for more of these plants (given their mode of reproduction), they won't find any. Zulnethrac has started destroying the plants with its *disintegrate* ray. The beholder was interrupted while working on this project and hasn't come back to finish the job yet.

1-5. Central Plaza

Most of the commerce of the city took place in this part of Ilth K'hinax. The caravans of the various Underdark nations would travel the great underground highway tunnels and come here, arriving through the main avenue tunnels and through the gates. This was a common ground, a central location where all species were on equal footing; feuds between clans or species were to be left outside the gates, and the beholders would not tolerate violations of this policy.

The central plaza was also a great security check-point for the city, for all roads led directly here, and all other parts of the city had to be accessed through this location. The level above this one remains open to this area, looking down on the plaza from a significant height similar to a balcony. Most of the beholder residents that interacted with the lower city entered and departed this way, so there was a constant stream of activity overhead, an effective deterrent to keep the merchants below from engaging in any criminal activities.

Read the following aloud to the players the first time their characters arrive at this site:

As you pass through the tall gateway and leave the cylindrical buildings behind, you find yourselves in the midst of what was most likely a war zone at one time. Scattered throughout the place for as far as you can see are the remains of what appears to be some sort of shanty town. Reduced to nothing but splinters now, the structures, carts, and wagons that must have once occupied this place are still evident.

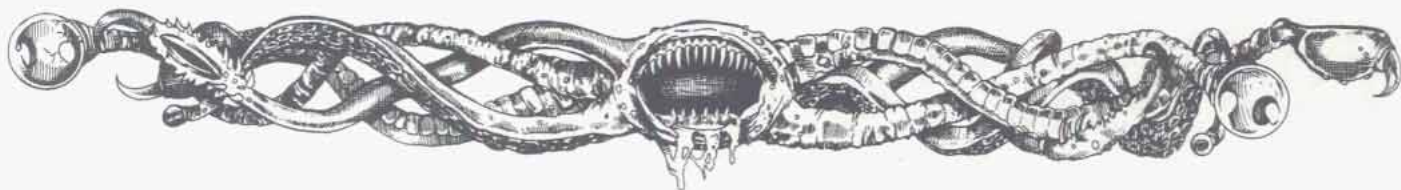
The characters find next to nothing of value here. At one time, much of the material that had been used in constructing the booths and transports remained even after the war had subsided, but time and looters have long since done away with most of it. Little remains but shards of stone and a few planks of lumber.

The second level of the lower city is also open to this area, although it is a good 75 feet overhead. If the adventurers gaze upward, they can see the vastness of the cavern above, as well as some of the lights of the upper city. They can also see the support columns of the elevator rising from the inner plaza up to the platform that spans out across the open space from the rest of the second level. The central core shoots up higher than any light source can penetrate. The wall separating the central plaza from the inner plaza stands 50 feet tall.

Qeqtoxii the Guide: Once the characters enter this area, the elder orb simply follows the group's lead until they discover area 1-5b.

1-5a. Mimic Lair

Along one portion of the wall that separates the central plaza from the inner plaza is a large pile of refuse and debris that seems to have been gathered from the surrounding wreckage. Although still somewhat messy, it most definitely appears to be an organized pile of trash, put together perhaps as a minimal shelter for some small humanoid. Read the following aloud to the players when their characters are able to spot this aberration:



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Up against one segment of the inner wall is a strange pile of debris that might be a shelter of some sort. While the material that composes the formation is without a doubt the same stuff that lies scattered throughout the rest of this place, it certainly looks recently constructed, rather than naturally occurring.

In reality, this pile of material is a mimic that has found its way into the ancient city and has been feeding itself for many years on the various small game to be found here. It acts in typical mimic fashion, lying in wait until some creature strays too close to its reach and becomes a meal. Even though there hasn't been much in the way of humanoid traffic near this creature in many years, it still takes on the appearance of something artificial, due to its wizardly origin. Although Zulnethrac has patrolled through this area several times and seen the peculiar "structure," it has thus far chosen to ignore it, as it has seen no other evidence that anything lives there.

Mimic, common (1): AC 7; MV 3; HD 8; hp 42; THAC0 13; #AT 1; Dmg 3d4; SA glue; SD camouflage; SW bright light; SZ L; ML champion (15); Int average (10); AL N; XP 1,400.

Notes: A mimic can easily surprise its victims (-4 penalty to rolls); whenever a creature gets within range of the mimic, it lashes out with a pseudopod and inflicts damage; any creature or item that touches a mimic is held fast by the glue it secretes; a glued victim may either attempt a bend bars roll to break free, or alcohol weakens the glue in three rounds, providing an automatic success to break free; a victim attempting to break free cannot take any other action in the round; the glue dissolves five rounds after the mimic's death; a mimic may neutralize its own glue at any time; mimics are immune to acid attacks and are unaffected by molds, green slime, and various puddings; mimics are sensitive to light and heat from up to 90 feet away, and any powerful light source can blind a mimic.

The mimic waits until an adventurer moves close enough to check out the supposed structure, then it strikes. If the characters spend quite a long time in combat, or if they make an inordinate amount of noise fighting it, they stand a fair chance (base of 35%) of attracting the attention of one of the beholders in Ixathinon's clan.

If the characters look, they will discover a smattering of treasure hidden beneath the mimic. These

are merely baubles that were collected by other creatures the mimic consumed. Included in the trove are 22 pp (drow coins) and a handful of gems—three turquoise stones valued at 10 gp, one 50-gp serpentine stone, and one gold ring with an oval precious cat's eye worth 150 gp total.

1-5b. Entrance to Inner Plaza

At this location along the great wall that divides the two areas of the plaza stands a huge gateway. The opening is large enough to allow a wagon through, and before the civil war, it was carefully guarded at all times by both beholders and minion species. To further ensure that no uninvited guests could get through this portal, the entire opening was actually sealed with a giant plug of blackstone rather than an actual door. The eye tyrants did not wish to allow any breach in their security here, as this was the only means of reaching the second level of the city from the ground, short of entering through one of the observation towers on the surface of the mountain. Thus, only beholders using their anti-magic eye power could grant access to anyone wishing to enter.

Although this huge gate was torn asunder during the war that destroyed Ilth K'hinax, Ixathinon had the blackstone plug repaired by Qeqtoxii when the clan first arrived here. She did not wish to take any chances, even though the city was supposedly lost and forgotten by the rest of the world. Read the following aloud to the players the first time their characters pass this point:

Standing forbiddingly within the great wall that surrounds the innermost part of the city, a great edifice of smooth black stone blocks passage through the gate. To either side of it, great stone towers rise up, acting as both watchposts and a framework for the strange black doorway.

The towers themselves are little more than hollow columns with a stairwell inside. The grounded troops that once served the beholders could climb to the top of the towers in this manner (accessed from area 1-6), while the eye tyrants themselves simply hovered about, ever vigilant for attacks.



MAP 5: Freight Elevator

Qeqtoxii the Guide: In an effort to keep things progressing upwards quickly and efficiently, Qeqtoxii offers to cast *dispel magic* on the blackstone in this area. If Qeqtoxii already used this spell for the day, then it uses its scroll version of this spell.

1-6. Inner Plaza

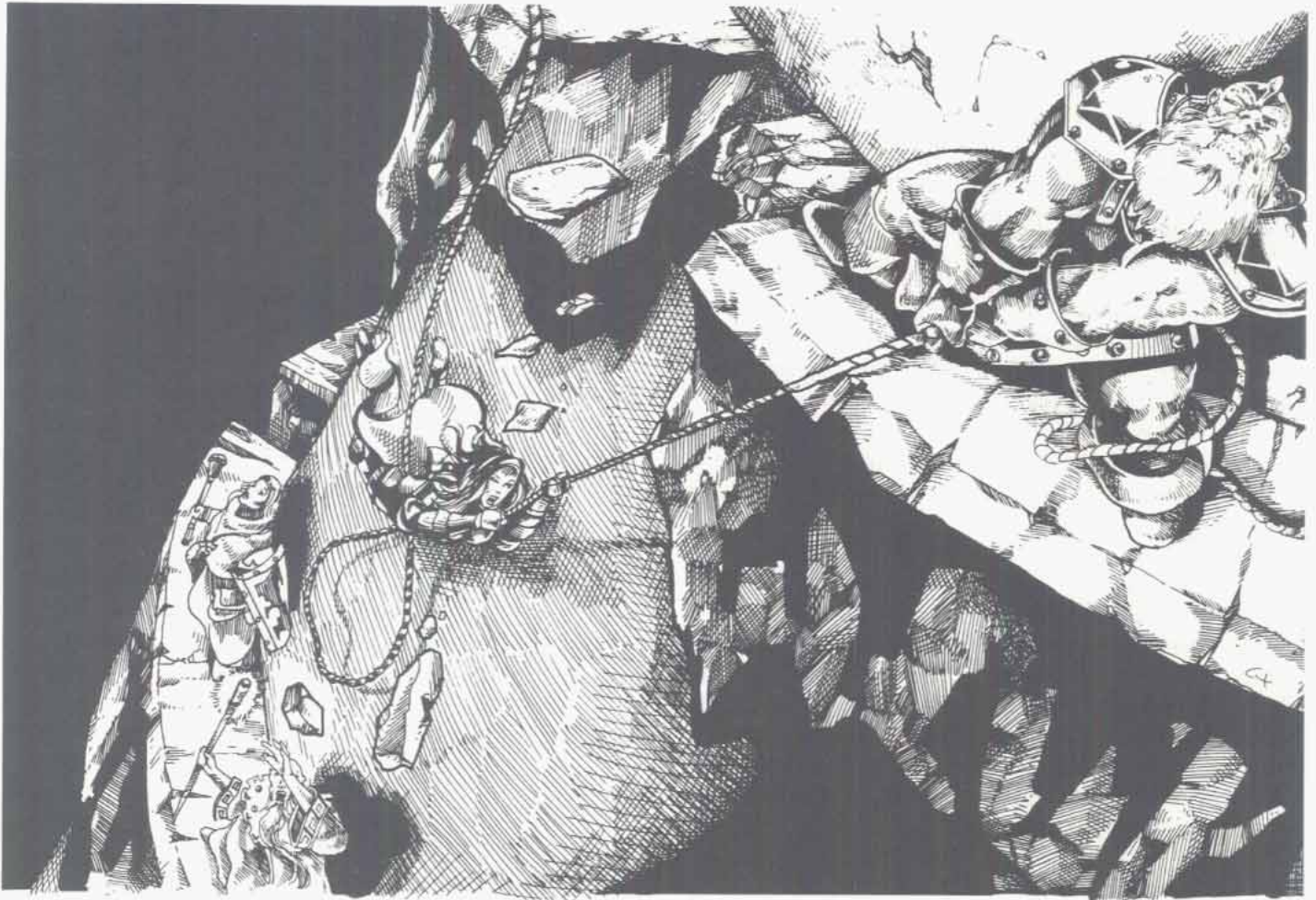
Beyond the gate of blackstone lays the inner plaza, really nothing more than a checkpoint for goods and creatures wishing to get up to the second level.

1-6a. Freight Elevator

The only feature of note in this area is the special elevator that was designed to transport heavy cargo up and down between levels. Pedestrians had to walk up the spiralling ramp that circumnavigated the central pillar. When the adventurers get inside the inner plaza and reach the site of the elevator for the first time, read the following aloud to the players:

Rising up from the floor are four thick stone columns set in a square pattern. These columns each have a groove cut into them on the inside corners, so that the cuts face the middle of the square. Set slightly closer together inside this square are four rounded, threaded columns. Both sets of columns rise up quite a long distance to a platform high overhead. About two-thirds of the way up, some sort of platform can be seen, although from this distance you cannot tell exactly how it is connected to the columns. It appears to be listing badly, however.

This is, of course, the elevator. The platform (which is badly damaged) was originally mounted to the threaded columns (also known as screws) at the corners. The screws ran through four special brackets at the corners of the platform, which were also threaded. Protruding out even farther from these brackets were anchor beams that were held fast in the grooves of the larger square columns (see diagram). The whole thing was moved up or down by a system of gears at the top that turned the four screws. As the screws turned, the threads pushed the platform up or down, depending upon the direction of rotation. Broken ones were used as slave labor by the beholders, chained to a turnstile mechanism and forced to operate the elevator.



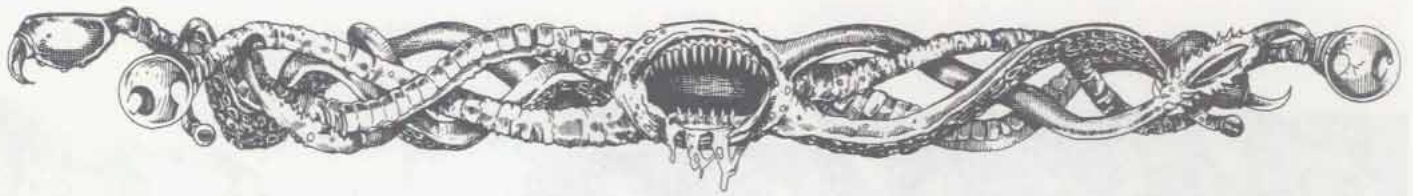
During the war, the elevator platform was damaged, so it now hangs precariously from only two of the four screws and support columns. No easy way exists to get at the platform, save dropping down to it on ropes from above (Area 2-2), and even so, it cannot support much weight at all. If only one character attempts to stand on the broken platform, it creaks and groans ominously, but it holds. If more than one character place their weight upon it, however, it breaks free and falls the 60 feet to the ground below, inflicting 6d6 points of damage to falling characters. At some point, Zulnethrac wishes to build a new platform for the elevator once the debris of the older one is cleared away.

Qeqtoxii the Guide: If the heroes decide to do anything at all with this elevator, Qeqtoxii points out that they could cause a major catastrophe, resulting in the loss of life. If the characters go ahead with any plan attempting to use the elevator despite the elder orb's warnings, Qeqtoxii just steps back and waits for the folly of their actions to be revealed, shaking his head.

1-6b. Pedestrian Ramp

Because the elevator was used for heavy freight and was therefore geared to move very slowly, all pedestrian traffic used a spiraling ramp that circumnavigated the central pillar to the same platform the elevator was connected to (area 2-2). At one time the structure had a smooth, even pathway and a guardrail, but now large chunks are missing in several places, and much of the protective rail has fallen. The ramp makes two complete revolutions around the central pillar before it reaches the platform 75 feet overhead. This gives the ramp a gradient of approximately 15%, which is about as steep as a mountain road.

If the adventurers wish to use this ramp as a means of reaching the second level, they must maneuver past the gaps somehow. If they begin to ascend the ramp without devising some special means of preventing a fall, have each character roll a saving throw vs. petrification to avoid a misstep. Any sort of precaution (such as roping several characters together, using a *spider climb* spell, etc.) negates the need for a saving throw roll. The por-



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tions that remain intact are firmly anchored to the central pillar and are perfectly safe.

Qeqtoxii the Guide: If the adventurers don't take any precautions before ascending this ramp, Qeqtoxii points out that the ramp isn't quite as sturdy as it was when first built. If this hint doesn't seem to sink in, the elder orb suggests that they use a rope to prevent anyone from falling. This should prod the characters into thinking before acting. If not, then the characters deserve whatever damage they receive (or so the elder orb believes).

1-7. Central Pillar

A huge pillar of solid rock rises higher than the adventurers can see with whatever light or vision sources they might be using. Although they most likely cannot discern this from this level of the city, the interior of the shaft is hollow and descends to the sacred burial chambers of the beholders (see the section called "Ceremonial Platform" for more information).

1-8. Road to the Underdark

This passage exits the city of Ilth K'hinax and leads to somewhere else in the Underdark. If you prefer, it may travel only a short distance before becoming blocked, flooded, etc.

Qeqtoxii the Guide: Since this road is essentially a dead end for the characters, Qeqtoxii attempts to steer them away from it.

1-9. Blocked Avenue

This particular passage also once led out from the city toward some other location within the Underdark, but one of the beholder spires from the upper city (see the section called "Beholder Spires") broke free and fell to the surface of the mountain, collapsing a large section of the lower city. The characters have no chance of digging their way through this blockage.

However, if the adventurers move close enough to the rubble to examine it in detail, they expose themselves to attack from a patch of olive slime that grows overhead. Any PC that gets within 10 feet of the end of the paved passageway is subject to attack from this deadly growth.

Read the following aloud to the players as their characters near the end of this avenue:

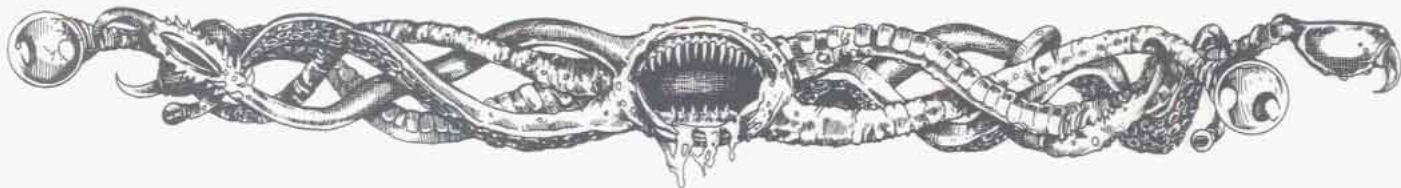
Like the great passage you followed to reach the great abandoned beholder city, this avenue is wide enough for two wagons to pass one another. The floor has been worn smooth from eons of traffic. Ahead in the damp gloom, you can see where another massive cave-in has deposited tons of stone in your path. Something glistens at the base of this mountain of earth.

The glistening is nothing more than damp stones shining in the light, but oils coating the rock make it seem as though countless gems are sparkling, beckoning the characters to come take their fill. This area is damper than most of the rest of this level of the city because water spilling over from the upper city falls immediately overhead and soaks into the ground, trickling through to this area. The olive slime will drop on the first adventurer to approach closely enough to realize that the sparkling effect is nothing more than moisture.

Olive slime (ooze/slime/jelly) (1 patch): AC 9; MV 0; HD 2+2; hp 15; THAC0 19; #AT 0; Dmg nil; SA poison, mind alteration; SD resistance to spells; SZ S (4' radius); ML average (10); Int non (0); AL N; XP 420.

Notes: When it senses vibrations below it, it drops on the creature creating the vibrations; it ignores armor and Dexterity for purposes of hit probability unless the creature is aware of the slime and attempts to avoid contact; contact causes a numbing poison to ooze from the slime; an unobservant victim must roll a successful saving throw vs. poison or fail to realize that the olive slime has hit; other characters notice the slime 50% of the time, magical detection (through magical items only) may increase this, otherwise a thorough search automatically reveals the slime; within 2d4 hours, the victim has succumbed to the slime, its sole concerns being the well-being of the growth and hiding its existence from others; eventually the victim transforms into a slime zombie; olive slimes are harmed only by acid, freezing cold, fire, or a *cure disease* spell; plant-affecting spells also work on olive slime.

Qeqtoxii the Guide: Although Qeqtoxii has no idea that the olive slime lives in this area, the elder orb tries to guide the characters away from it anyway.



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1-10. Road to the Underdark

This road is identical to the road listed on the map as 1-8, although if you, the DM, decide it continues to some other important locale within your campaign, it should obviously head somewhere different than the description for avenue 1-8.

1-11. Warehousing Section

This district of the lower level of the city was designated for warehousing needs by the various merchants and caravan masters who entered the city with their goods. It not only served as a place to house the wagons, traveling gear, and merchandise that had been brought into the city, but it also had stables capable of housing all sorts of beasts of burden. Of course, since the different species who came to the beholder city used different types of draft animals, the stables took on some unusual shapes and configurations.

In the middle of this area were special silos, very similar to grain silos on the surface, where food was stored to allow it to dry. Some of this food was used to feed the animals kept in the stables, and some of it was for the denizens of the city. The large building to the north was the primary stable, while the warehouses were positioned along the south and east walls.

The collapse that blocked off area 1-9 spilled into here, where it destroyed several of the warehouses. Surprisingly, though, very little else in this area suffered damage. Little fighting took place here, so the buildings remained in good shape for a while.

However, because of the amount of food that was left here when the city was abandoned, scavengers of all sorts found their way in here to feast. The smaller, less dangerous ones gave way to larger menaces, each serving as food for the next. In addition, moisture levels are very high here, due to the water that soaks into the ground from above (where it drips down from the beholder spires). As a result, this place teems with organic life of all types.

Read the following aloud to the players when their characters enter here for the first time:

The dampness is immediately noticeable in here, as is the smell of rich soil and decay. It is almost as if the whole place serves as some sort of bizarre underground greenhouse. Everywhere you look,

you can see growths of molds and fungi covering what once must have been structures. In the middle of the great open area are huge, towering cylinders covered in brightly colored growths. To either side are what appear to be large buildings, also coated with various spores, molds, and whatnot. The sound of insects feeding is also immediately noticeable, as countless types of creatures must feed here.

Most of the place contains only harmless underground vegetation, but there are two dangerous scavengers of note: A colony of black puddings and an otyugh have both come here to feast.

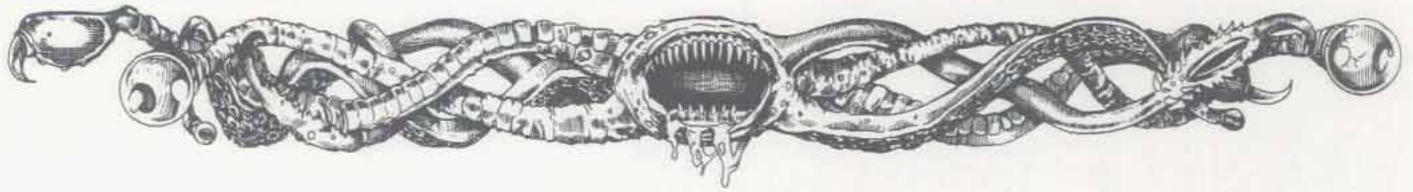
Qeqtoxii the Guide: Qeqtoxii has no knowledge of any dangers in this area. As a result, the elder orb is extremely wary of the whole place. Qeqtoxii attempts to encourage upward momentum, but it does not push the issue. As usual, it helps with any trouble the adventurers might get themselves into.

1-11a. Ruined Silo

The otyugh has made its home in the first of the silos nearest the door, the one marked as area 1-11a. This particular structure has decayed so much that it resembles a gazebo more than a silo anymore. The otyugh dwells in the interior of the silo, watching and waiting for food of various types to stray close enough to its home to allow it to feed. When an adventurer moves within five feet of the building to investigate, the otyugh attacks.

Otyugh (1): AC 3; MV 6; HD 8; hp 31; THAC0 13; #AT 3; Dmg 1d8/1d8/1d4+1; SA grab, disease; SD never surprised; SZ L (7' diameter); ML elite (14); Int average (10); AL N; XP 1,400.

Notes: Otyughs can grapple opponents with their tentacles; grappled victims suffer 1d3+1 points of damage each round from the grapple; otyughs gain a +2 bonus to attacks with their mouths against grappled opponents; grappled opponents may attempt to free themselves—if they have a Strength of at least 18, they do so automatically, taking one round, while all others must make a successful open doors check to do so; the otyugh is ridden with disease, and its bite is 90% likely to cause disease (80% debilitating, 20% fatal); they have infravision of 90 feet; they have limited telepathic ability, which enables them to broadcast general emotions to creatures nearby.



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The otyugh has no treasure. If a great amount of fighting takes place near this silo, there is a chance (20% per round, noncumulative) that it collapses from the vibrations and shocks. If such is the case, each character (as well as the otyugh) engaged in combat must roll a successful saving throw vs. paralyzation to avoid being struck by falling framework. Any character that fails the saving throw roll suffers 2d6 points of damage and must roll another successful saving throw vs. paralyzation (with a +4 bonus) to avoid being pinned under a heavy beam. Pinned adventurers cannot fight and they lose any Dexterity bonuses to their AC. In order to free a character from being pinned, a total of 25 points of Strength must be applied to the pinning object (pinned characters may assist in this effort).

1-11b. Black Pudding Colony

The black pudding colony has taken up refuge in the remains of one of the warehouses, labeled 1-11b on the map. The back portion of this building fell prey to the collapse, so the structure is not completely safe. Inside, large portions of the roof have fallen, leaving mounds of stone on the floor and holes overhead. The black puddings have more than enough food in here, feasting on the vegetative growth that sprouts up due to the warm humidity. Enough loose soil is spread through here from the collapse of the roof to nourish this growth.

If the adventurers merely peer through the doorway and do not actually enter, they will not disturb the puddings. If they go inside, however, the puddings will sense them and move to cut off their escape. There is a 25% chance that one of the puddings is actually on the ceiling, ready to drop on top of a character should it get the chance.

As long as combat is limited to physical blows and nonviolent magic, the characters are safe within the confines of the structure. If, however, they employ high-powered spells such as *lightning bolt* or *fireball* to duel with the puddings, there is a danger of collapsing the place. Any time someone causes a large concussive force of such a magnitude, roll percentile dice. On a result of 30% or less, the building's integrity is stressed. The first time this happens, nothing more than ominous

rumbling occurs, but the second such die result indicates that a portion of the building collapses. If the die result is 01, the entire building collapses—see below. Each adventurer inside the edifice must roll a successful saving throw vs. paralyzation to avoid falling debris. Failure indicates that a character is struck by the debris and suffers 4d6 points of damage.

If the entire building collapses (due to a 01 result on the percentile die roll), everyone inside the building is buried under falling debris. Each character must roll a successful saving throw vs. paralyzation or suffer 10d6 points of damage. Success means only half damage is suffered. In either case, the adventurers are buried and will have to be dug out, or they will die. To make matters worse, the black puddings have been divided from the collapsing structure into dozens of smaller puddings, each with the ability to ooze through the gaps in the broken stone. Roll 2d6 for each trapped character; the resulting number is the number of rounds it takes for a black pudding to find a trapped character and begin feeding.

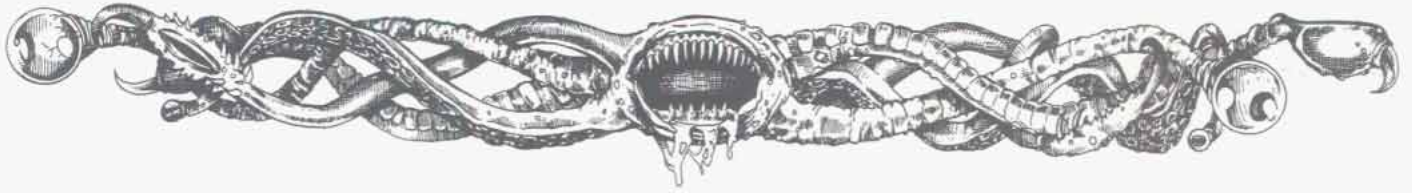
The characters find nothing of value in this place.

Pudding, deadly, black (4): AC 6; MV 6; HD 10; hp 53, 44, 41, 37; THAC0 11; #AT 1; Dmg 3d8; SA acid; SD immunity to acid, cold and poison; SZ M (5'-6' wide); ML special; Int non (0); AL N; XP 2,000 each.

Notes: Puddings have the ability to sense heat and analyze material up to 90 feet away; lightning bolts and blows from weapons divide them into smaller puddings, each able to attack exactly as the original; fire causes normal damage, as do magic missiles; puddings can ooze through cracks one inch wide and can travel on ceilings and walls at normal speed; black puddings dissolve two inches of wood or a suit of chain mail in one round, plate mail in two; each magical plus adds one round to the dissolution time.

1-12. General Housing

This section of the lowest level was set aside for general housing for the miscellaneous species that visited Ilth K'hinax. Much like the duergar warrens, this place was large and open, allowing beholders to float above the hustle and bustle of the place and keep a few eyes on things. Below, on the floor, a few squalid buildings were packed tightly together near the entrances. These structures were primarily tav-



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erns and official offices of the city. Trade was restricted primarily to taverns because the beholders wanted the vast majority of commerce to take place in the central plaza. The remainder of the area was nothing but open ground, available for anyone who wished to set up camp. There was little privacy, but lots of room.

Read the following aloud to the players the first time any of their characters pass into this section of the city:

The tall narrow gateway parts to reveal a ghost town. Stretching as far as you can see are dilapidated buildings, long abandoned, that line narrow streets. Some seem ordinary, almost familiar to you, in their design, but others are constructed in such wild styles of architecture that you can only imagine what sort of creature would find comfort in such a place.

Although on first inspection it will seem as though they can find nothing of any interest or value in this part of the city, careful observation on the characters' part might clue them into the fact that something lives here. Fresh boot tracks in the dust, broken stone that does not exhibit any signs of age, and so forth. Even so, they will not be able to locate the actual creatures unless they exhibit some sort of obvious animosity to any beholder that finds its way in here.

The truth of the matter is that an exploration party of svirfneblin (deep gnomes) found its way into the city but was then cut off from its escape route by the beholders. They have been forced to seek refuge in here, biding their time and carefully watching all activity in the chambers, caverns, and hallways beyond until their opportunity for escape arrives.

They are so adept at remaining hidden that they can observe all that the adventurers do without ever being spotted themselves—and that is precisely what they do. They have no desire to reveal themselves to the party, being extremely cautious and suspicious of everything. After all, they are trapped here, and if they tip their hand at the wrong time or to the wrong creatures, they are done for. Thus far, this has saved them from the beholders, so they are not about to risk discovery yet.

If the characters exhibit open hostility to one or more beholders (there is a 30% chance that Sespetoxri shows up here), however, the svirfneblin will consider making contact. Of course, this will depend on the characters' actions leading up to such an event. If they have spent their whole time prowling the area, hoping to find the deep gnomes in order to steal their treasure, then obviously the exploration party isn't about to make contact. If, however, the characters have been trying very quietly to make friendly overtures, the gnomes will consider them as potential allies and most likely begin communication.

The gnomes' primary goal is to escape the city and return to their own homeland in the Underdark, so they have little desire to aid the characters in making war on the beholders. They might be convinced to assist the characters by doing some reconnaissance, but it would take a pretty hefty bribe of gemstones to convince them that this is worth their while. If the gnomes and the adventurers find themselves trapped together and facing a common enemy (whether it is a beholder or some other nasty denizen of the place), they will valiantly fight side by side and back to back with the characters. As soon as they have a chance, though, the svirfneblin beat a hasty retreat back the way they came (assuming they don't agree to work with the characters, in which case they will bolt as soon as their obligations are completed).

If it becomes important during game play, the gnomes' route back to their own city uses the passage labeled 1–8. If you have blocked this off (not wishing to provide the characters with any additional areas to explore) then the gnomes actually access the tunnel from further out by exiting the lower city through either an observation tower or through the top of the mountain, near the central pillar. Once out in the main cavern, they make their way to a point close to the edge of the cavern where a shift in the earth's crust has opened a small rift that allows them to reach avenue 1–8 beyond the cave-in shown on the map.

Zulnethrac is aware that the svirfneblin are trapped in here, but it knows better than to try and track them down and force them out. It has chosen instead to bide its time and wait for them to surface, and then it hopes to run them down when they are caught out in the open and cannot hide.

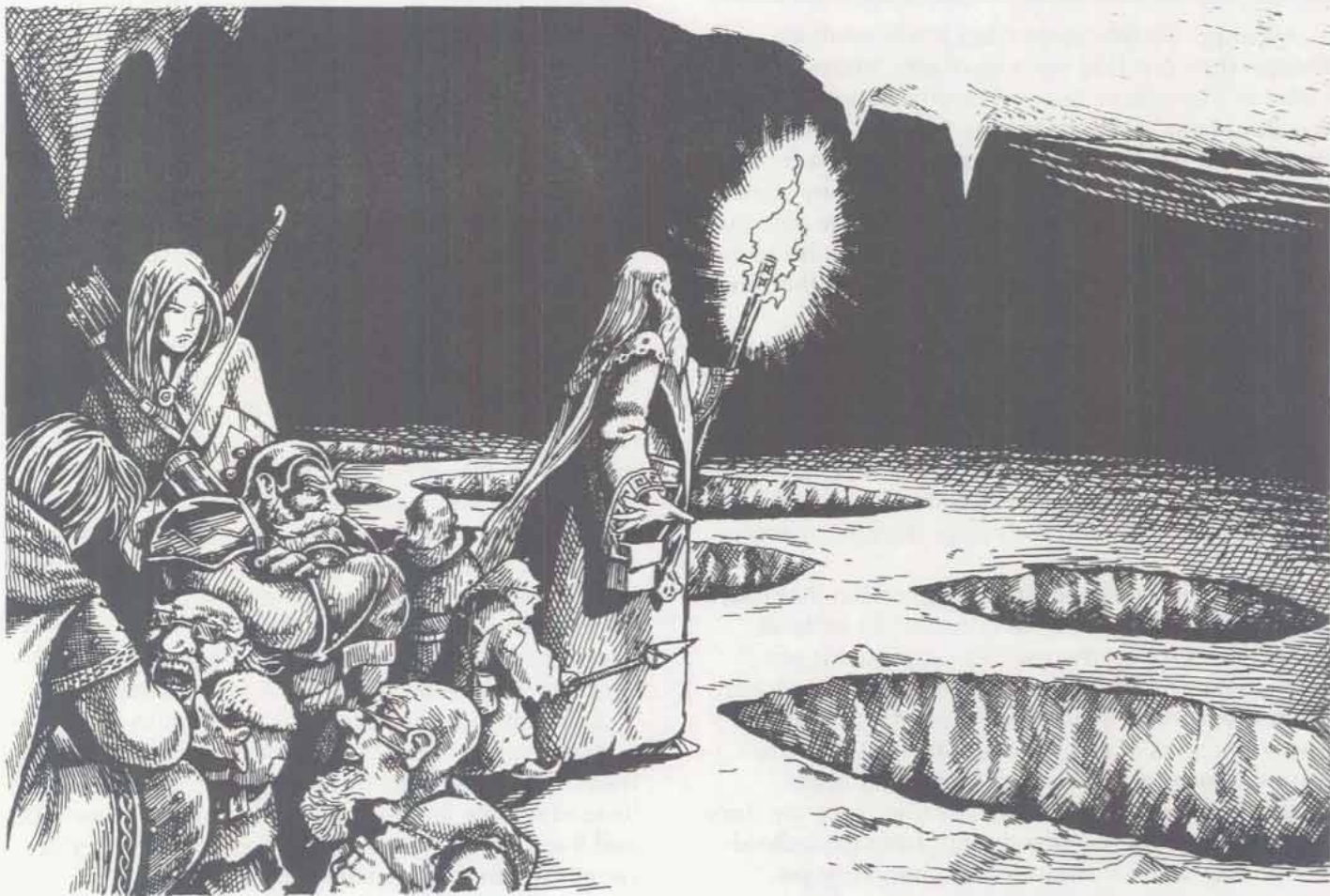
Gnome, svirfneblin (7): AC 2 (leather jacks over chain mail); MV 9; HD 3+6; hp 26, 23, 18 (x2), 17, 15, 12; THAC0 17 (16 with pick and dagger, 15 with stun darts); #AT 1 or 3; Dmg 1d4+1 (dagger), 1d6+2 (pick), or 1d3 (stun dart); SA stun darts; SD hiding, resistance, saving throw bonuses; SW magic malfunctions; MR 20%; SZ S (3-3½'); ML elite (13); Int average (11); AL NG; XP 420 each.

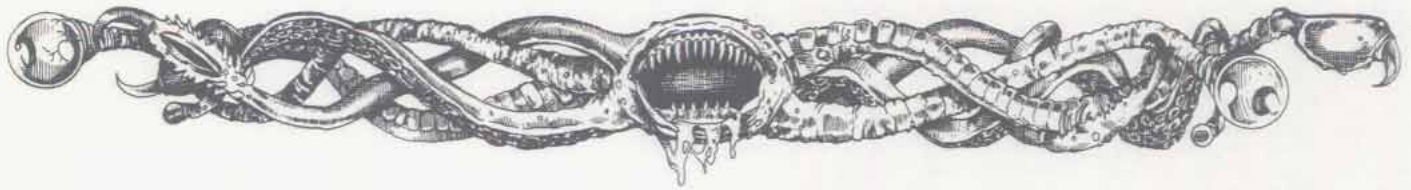
Notes: Deep gnomes can cast *blindness*, *blur*, and *change self* once per day; they have 120-foot infravision, and they can detect sloping passages (1-5 on 1d6), unsafe stonework (1-7 on 1d10), and approximate depth (1-4 on 1d6) and direction (1-3 on 1d6) underground; they can freeze in place, becoming undetectable by other creatures (even those with infravision) 60% of the time; they are surprised only 10% of the time and surprise opponents 90% of the time; they are immune to illusions, phantasms, and hallucinations; they make all saving throws at a +3 bonus, except against poison, which is at a +2 bonus; stun darts have a short range of 40 feet, and release a puff of gas that stuns target creatures for 1 round and slows them for 4 rounds unless a saving throw vs. poison is successful; there is a 20% chance that magical items employed by a deep gnome (with the exception of armor, weapons, and illusions) will malfunction.

Gnome, svirfneblin leader (1): AC 1 (leather jack over chain mail); MV 9; HD 4+7; hp 29; THAC0 16 (15 with pick and dagger, 14 with stun darts); #AT 1 or 3; Dmg 1d4+1 (dagger), 1d6+2 (pick), or 1d3 (stun dart); SA stun darts; SD hiding, resistance, saving throw bonuses; SW magic malfunctions; MR 20%; SZ S (3-3½'); ML elite (13); Int very (13); AL NG; XP 650.

Notes: As above.

Qeqtoxii the Guide: The elder orb is quite aware that some svirfneblin are running around this area. Because of this, Qeqtoxii pushes harder than normal to get the adventurers to stay out of this area. The minute a character becomes suspicious of the motives of Qeqtoxii's persona, the elder orb quiets down, merely saying something to the effect that all of the exploration of the city, while extremely informative and valuable to him, should be done after they take care of the beholder threat. Of course, be sure to adjust the elder orb's comments as necessary in your specific campaign.





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Once the group meets up with the svirfneblin, Qeqtoxii allows the characters to interact as they wish. At this point, it matters not to the elder orb if the group makes enemies of the deep gnomes or garners allies from them.

1-12a. Arena

Beyond the initial section of buildings stands a great amphitheater, crumbling now. It once served as a place of entertainment for the visitors to the city. Inside this battle arena, slaves were made to fight monsters and one another. Now the arena floor is a treacherous, soggy mess. Evidently, part of the "solid" ground of the arena was built over a thick layer of limestone. This limestone was exposed to an underground stream of water (part of the system that provides water to the moat) which eventually ate away at it, causing a great part of the arena's weakened ground to fall inward. The resulting sinkhole affects only the arena and some outlying spots at this point, but Zulnethrac is currently working on a solution to prevent further erosion of the underlying limestone layer on that part of the city.

If the adventurers go further than the arena entrance, read the following aloud, adjusting as necessary:

Ahead of you, the large expanse of the arena contains several eroded sinkholes. One of them starts almost at your feet and has a diameter of about 20 feet. Another sinkhole seems to have swallowed part of the opposing entryway. While it might be possible to skirt several sinkholes to make it to the other side, it looks like a very dangerous task.

Zulnethrac was able to investigate the whole arena because of his floating ability, but if the characters attempt to traverse the area, they must make several successful Dexterity checks to get to the other side. Each time a character comes close to the edge of a sinkhole, a successful Dexterity check with a -2 penalty must be made or that adventurer falls into the hole. If a character falls into a hole, he discovers very quickly that the water beneath it is very cold. Another character can aid the fallen hero if he gets there within two

rounds. After that, the fallen adventurer gets swept around the cavern below a couple of times before being pushed out into the waters of the moat. He eventually winds up in the deep level of area 1-13, taking only 1d4 points of damage from the rough journey.

1-13. Kuo-Toa Housing

The kuo-toa were not high on the social ladder in terms of value to the beholders (or to most of the other major Underdark races, for that matter), but they warranted special quarters nonetheless. Due to the fish-men's affinity for water, special quarters were necessary to house them whenever they came to Ilth K'hinax. This area is the result of that effort.

The entire place is actually a series of pools that cascade down from the entrance to the section. The lower pools are fed from great underwater sources, rivers that flow many miles in the earth's crust. In fact, the kuo-toa did not travel to the beholder city by the normal means, but instead arrive and depart right here in this area via an underground river that feeds the lowest pool. (Incidentally, this is the same source of water that feeds the giant moat that encircles part of the city's perimeter.)

The entire area is divided up into three main sections. The uppermost has the highest elevation (the water is five feet deep), and water spills over a dam into the middle pool, which is slightly lower than the first. This pool, in turn, spills water over into the lowest pool (the water is 15 feet deep for the first several feet before angling off), which connects deep below the water's surface to the underground river. The topmost pool is actually fed by a *decanter of endless water* that has been placed at the bottom and set to the fountain level; in other words, five gallons of water are pumped into the pool each minute. Thus, five gallons of water spill over the dam each minute, feeding the middle pool, etc.

Around the edge of the area runs a catwalk that land-locked species used in navigating their way to the observation towers in this part of the city. A large set of steps can be used to get into or out of the topmost pool. When the characters enter this area, read the following aloud:



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The melodic sound of lightly falling water greets you as you enter this area. For some reason, this area seems to be lighter than the area that you just left. In fact, a faint glow emanates from the water ahead of you. Looking around, you see two tiers of water with a set of steps leading down into the first tier. A catwalk skirts the edge of the water to your left.

The light in the water is coming from a faceted clear crystal that is enchanted with a *continual light* spell. If the characters attempt to investigate the light source in the water, they must make their way across the wall of the first tier and onto the second tier to dive for it. Since the water is clear, the adventurers should have no problem retrieving it.

Qeqtoxii the Guide: The only reason that Qeqtoxii might have for coming into this area is to collect any characters that might have fallen into a sinkhole in area 1-12a. Otherwise, the elder orb would rather skip it.

1-13a. Hidden Wealth

Because of the collapse blocking the catwalk in the northeast corner of the area, it is difficult to reach the observation towers on foot. For this precise reason, Sespetoxri has chosen to hide some of its wealth here. With the utmost care, the beholder has placed a small chest in a cavity *under* the catwalk on the western edge of the cave-in. The beholder assumes that anyone trying that hard to get to the towers will have a means of getting across the water in some fashion other than circumnavigating the rubble blocking the path. Thus, no one will ever be over there by that side of it, anyway, and anything the beholder hides underneath it should be fairly safe.

Included in the treasure trove are one *potion of ESP*, two scrolls, each with a single spell on it (*levitate* and *dispel magic*), and a *scroll of protection from poison*. The entire set of goodies are in a waterproof case inside a small coffer that Sespetoxri has set in a small recessed alcove. It carved this niche out of the wall under the catwalk but above the surface of the water.

Level 2

This second level of the lower city was reserved for special guests of the beholders, those species that the eye tyrants considered to be worthy of better treatment or that would pose a serious military threat if they were not kept content. At the city's height, this included the drow elves and the illithids or mind flayers. Like the first level, the beholders did not tolerate open displays of animosity within the second level; to minimize the possibility of such a thing occurring, they kept constant vigilance and segregated the two species from one another.

Surprisingly, there was little damage caused to this level of the city. It is substantially smaller than the first level, and not overly tactically valuable. Like the lowest level, observation towers ring it, accessible only by the beholders and their minions. The center of the level opens to the great central plaza below on the first level, and the inner ring of rooms and chambers have windows that face it. One great central hallway cuts a path all the way around this level in a large circle, so everything on the level is easily accessible.

Like the level below, this area of the city has been thus far ignored by Ixathinon. Zulnethrac made its inspection of the place, but again, it saw little reason to be alarmed by the presence of the few creatures it found here, so it left them alone, keeping them around for defensive purposes.

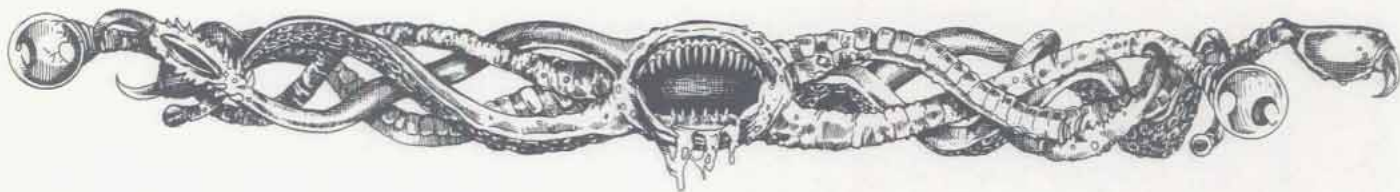
2-1. Open Area

This huge area opens to the floor 75 feet below, the central plaza of Level 1. Many of the inner ring rooms have windows that look out into this area. The central pillar rises right through the middle of the area, continuing up another 150 feet to the ceremonial platform. The spiral pathway ascends from below, arriving at Area 2-2.

2-2. Catwalk and Elevator

When the characters arrive here for the first time, read the following aloud to the players:

A great skywalk spans the distance between the huge stone column that seems to go upward forever and the edge of the city at this level. In the



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dimness below, the plaza is still barely visible. A large square hole is open in the middle of the skyway, and threaded columns protrude at all four corners, where they ascend to a building that rests overhead on the tops of the larger square columns. A ladder is attached to one of the columns and leads up to a narrow doorway.

It is here that the elevator from Area 1-6a arrived when it was still functional. Now, of course, there is only the hole in the middle of the floor of the large catwalk. The building above the elevator's arrival point houses the gearing system for the elevator. It opens at the top so that a beholder guard could control the slave labor operating inside.

At one time the entire catwalk had a railing system to prevent accidental falls, but the ravages of time and war have eliminated a good deal of it. Characters who venture too near the edge (particularly the crumbling edges denoted on the map) run the risk of falling. When attempting to skirt the elevator hole, have each adventurer make a Dexterity check with a -4 penalty. This penalty can be modified to a -2 penalty if the characters take some form of precaution against falling when moving through the area.

Qeqtoxii the Guide: Once the characters make it into this area, the elder orb urges great care. Qeqtoxii allows the group to explore some of the rooms along the great ring hallway (area 2-3), but grows impatient after the first few rooms. Instead of showing impatience, however, the elder orb expresses extreme caution and helps with any dangerous situation that the adventurers might find themselves in. It only occasionally makes worried comments about moving on.

2-3. Great Ring Hallway

This hallway circumnavigates the entire second level, allowing access to every portion of the place, including the observation towers. During the city's heyday, this was a rather posh place, for the beholders wished to treat their special guests right and ensure that they would not find any reason to turn hostile. Now, it has fallen into disrepair, and little evidence of the beauty and luxuriousness that was once here remains.

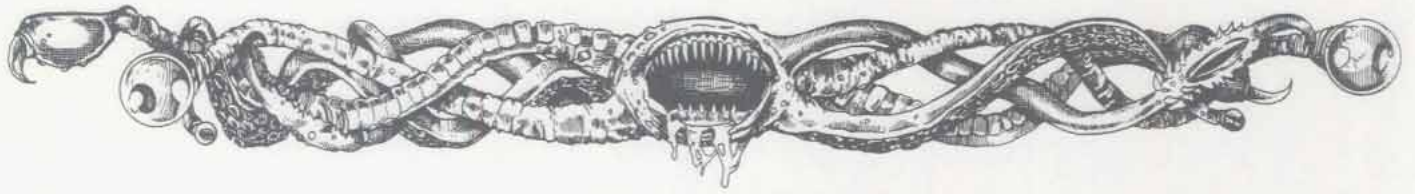
2-4. Inner Ring Suites

Each of the segments marked on the map to the inside of the Great Ring Hallway is a suite of rooms that was available for drow guests when they visited the city. These guests included emissaries, merchants, and religious leaders. Each suite consisted of a main parlor with two or more private chambers adjacent to it. Holes were cut into the wall facing Area 2-1, and windows formed from *glassteel* spells provided superb views of the trading plaza far below.

The decor of each room emulated favored drow styles of design and ornamentation to make them feel at home. While much of this adornment was destroyed or looted during the downfall of the city, bits and pieces of the furniture remain. Read the following aloud to the players the first time their characters enter one of these rooms:

A solid stone doorway opens to reveal a strange room, apparently a place that once served as living quarters. While nothing remains intact, enough scraps of furniture remain to provide evidence that this was once a parlor or something similar. A rotting divan lies on its back against a far wall, and a smashed table lies in flinders in a corner. The remains of a rug are moldering on the floor, while a shredded tapestry dangles precariously from a hook on yet another wall. On the wall opposite the one through which you entered are a series of windows. Surprisingly, the panes are still intact. Two additional doors lead elsewhere.

The rooms off of the main parlor are in similar disrepair. If the characters search a suite, there is a chance they can uncover some lost or forgotten bit of treasure left behind during the upheavals of the civil war. If the players declare that their characters are searching, ask them how long they wish to devote to this task, and if they spend sufficient time in the endeavor (three turns), there is a 25% chance of recovering something. If the treasure check results in a discovery, roll on Table 3: Lost Drow Treasure to determine what has been found.



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Table 3: Lost Drow Treasure

D20 Roll	Result
01-04	1d4 gems
05-08	1 piece of jewelry
09-19	Pouch of coins
20	Minor magical item

Gems. Either a single loose stone is spotted or a small pouch with a few of them is discovered. Subtable 3a: Gem Values is the gem table taken from the *DMG* to help determine the value of the gemstones found:

Subtable 3a: Gem Values

D100 Roll	Base Value	Class
01-25	10 gp	Ornamental
26-50	50 gp	Semi-precious
51-70	100 gp	Fancy
71-90	500 gp	Precious
91-99	1,000 gp	Gems
00	5,000 gp	Jewels

Jewelry. Some type of decorative personal item is revealed. Table 3b: Jewelry Values is the objects of art table taken from the *DMG* to help determine the value of the pieces of jewelry found:

Subtable 3b: Jewelry Values

D100 Roll	Values
01-10	10-100 gp
11-25	30-180 gp
26-40	100-600 gp
41-50	100-1,000 gp
51-60	200-1,200 gp
61-70	300-1,800 gp
71-80	400-2,400 gp
81-85	500-3,000 gp
86-90	1,000-4,000 gp
91-95	1,000-6,000 gp
96-99	2,000-8,000 gp
00	2,000-12,000 gp

Coins. A small pouch of coins is discovered. The coins are either gold (60% chance) or platinum (40%), and both originate from drow. The pouch contains 1d4x10 coins.

Minor Magic. Some small disposable magical item has been found. It is either a potion (60% chance) or a scroll (40% chance). Subtable 3c: Potions and Subtable 3d: Scrolls are modified magical item tables taken from the *DMG* to help determine what has been found:

Subtable 3c: Potions

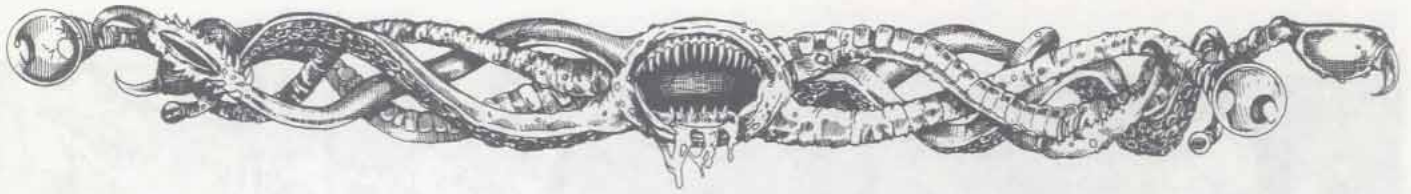
D20 Roll	Item
1	Animal Control*
2	Clairaudience
3	Clairvoyance
4	Climbing
5	Diminution
6	Fire Resistance
7	Flying
8	Gaseous Form
9	Growth
10	Healing
11	Invisibility
12	Levitation
13	Philter of Love
14	Plant Control
15	Polymorph Self
16	Rainbow Hues
17	Speed
18	Sweet Water
19	Ventriloquism
20	Vitality

* The type of creature affected can be determined by die roll (see the specific item description for more information).

Subtable 3d: Scrolls

D20 Roll	Item
1	1 spell
2	2 spells
3	3 spells
4	4 spells
5	5 spells
6	6 spells
7	7 spells
8	Map
9	Protection—Acid
10	Protection—Cold
11	Protection—Dragon Breath
12	Protection—Electricity
13	Protection—Elementals
14	Protection—Fire
15	Protection—Gas
16	Protection—Magic
17	Protection—Petrification
18	Protection—Plants
19	Protection—Poison
20	Protection—Water

The spells on the scrolls are 65% likely to be wizard spells; roll 1d6+(1d4-1) to determine level; for priest spells, roll 2d4-1 for level; the XP value



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(experience point value) for spell scrolls is equal to the total spell levels contained on the scroll multiplied by 100. The map listed is left open to the DM to decide. If a map is not suitable for the campaign, either reroll or choose another item on the list.

2-4a. Cloaker Lair

This suite is almost identical to all the others of its type, but it has become the lair of a cloaker. When the characters enter this particular suite, the cloaker will be hanging from the opposite wall, resembling a surprisingly intact bit of tapestry.

Cloaker (1): AC 3 (1); MV 1, Fl 15 (D); HD 6; hp 33; THAC0 15; #AT 2+special; Dmg 1d6/1d6/special; SA moans, shadow manipulation; SD shadow manipulation; SW bright light; SZ L (8' long); ML elite (14); Int high (14); AL CN; XP 1,400.

Notes: When first spotted, a cloaker resembles a hanging piece of cloth; a successful attack on its first opponent indicates the cloaker has enveloped its victim; trapped victims are automatically bitten for 1d4 points of damage plus the victim's AC value; the cloaker attacks other enemies twice with its tail, inflicting 1d6 points of damage; the tail is AC 1 and is cut off after it suffers 16 points of damage; any attacks made on the cloaker inflict half the damage on both the cloaker and an enveloped victim; area of effect attacks cause full damage to both; the cloaker has four moans which it can use if it chooses not to bite that round: numbing, affecting all within 80 feet with -2 penalties to attack and damage rolls (after 6 rounds a victim is in a trance), *fear*, all within 30 feet must roll a successful saving throw vs. spell or flee for two rounds, nausea, in a cone 30 feet long and 20 feet wide at the end that affects anyone failing a saving throw vs. poison with nausea and weakness for 1d4+1 rounds, leaving the victim unable to act in any manner, and *hold person*, affecting only one person at a time, range 30 feet, for 5 rounds; each moan effect can be cancelled with a *neutralize poison* spell; cloakers have shadow-shifting powers, which they use to manipulate light to their benefit; it can be used to obscure opponents' vision and lower the cloaker's AC to 1, or it can create mirror images of the cloaker as per the wizard spell (1d4+2 images made); a *light* spell cast on a cloaker blinds it and prevents it from using shadow shifting.

The cloaker attacks the first individuals that approach it, first using its moan ability to numb its opponents and then using its shadow shifting abilities to obscure the characters' vision. While

cloaker itself has no immediate treasure, the body of a previous victim (a lone adventurer who found its way down here many months ago) is decaying in the corner. The corpse has a suit of *banded mail* +3 and a sack with 1,025 sp.

2-5. Temple of Lolth

This long and curving chamber was consecrated by drow priestesses to become a place of worship to their goddess, Lolth. Within, drow visitors to Ilth K'hinax could take time to contemplate their devotion and offer up a prayer for favorable trading and good negotiations with the competition.

Read the following aloud to the players the first time their characters enter this place:

A set of double doors marking the entrance to this strangely shaped room lie in ruins, having been ripped from their mountings long ago. The chamber curves around to the left and is decorated in a most peculiar fashion; upon every available surface gleam multifaceted mineral deposits. It is almost as if you were walking in a crystal garden. Two rows of crystalline columns flank a pathway that leads deeper into the place, and alcoves that flank this pathway house strange, unearthly sculptures in more of the mineral substances. Colors dazzle, facets sparkle, and the whole place has an eerie, reverent quality to it.

The alcoves each house a prominent figure or creature in drow myth and legend, and they are done in different colors of crystalline stone to make them stand out from the starker white color of the wall surfaces. Beyond this pathway of legend is the main temple, with its altar. Also of crystal, this altar and the rest of the decor are of stranger, more underworld, hues—mauves, ochres, russets, and sickly greens. Hanging above the altar is a three-dimensional projection of the head of Lolth in spider form. Read the following aloud to the players when their characters get this far:



At the end of this strange and wondrous walk stands what is obviously a place of worship; a raised platform is crowned with an altar of the blackest crystal, shot through with striations of purple, chartreuse, and rust. Hanging above it and gazing at you malevolently is the image of a great spider with a humanoid female head. The spider is made of the blackest crystal, pure midnight in color, except for its eyes, which are twin rubies the size of which you have never seen before.

The rubies are rare and valuable, indeed, but they remain still because of their sacred role in this twisted scene. Anyone disturbing the rubies sets off a hideous trap; the mouth of the image spews forth a noxious cloud of deadly vapors that functions identically to a *cloudkill* spell. Any thief attempting to check for traps before removing the gems automatically fails to detect the trigger since Lolth placed a curse on the image that affects anyone who might desecrate her holy effigy. Magical trap-detecting items are not affected by this curse.

Of more immediate concern to the party, however, is the other visitor to this place. A xorn has burrowed its way here from the outside of the mountain and has been happily munching away on the delicious crystals and minerals it has found here. To the xorn, this room is the equivalent of an all-you-can-eat gourmet restaurant. Under normal circumstances, a xorn might either ignore the characters or demand some amount of treasure from them, but this particular creature is mad with lust over its newfound trove of food, and it almost insanely sees any other creature as a threat to its supply.

The moment the xorn becomes aware of any of the characters (which will not be immediately if the characters are being quiet—it is quite busy consuming a section of wall in one corner), it takes on a threatening posture and orders them to leave immediately. If they do not obey, the xorn moves to attack, intending to drive them out or kill them. Very little can be done to convince the xorn that the adventurers do not intend to steal its dinner, short of perhaps offering it something



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tasty. In this case, the characters might be able to avert a fight, but befriending the creature is not possible, as its only interest is in dining here for a very long time.

Xorn (1): AC -2; MV 9, Br 9; HD 7+7; hp 47; THAC0 13; #AT 4; Dmg 1d3 (x3)/6d4; SA surprise; SD spell immunities; SZ M (5' tall); ML champion (16); Int average (9); AL N; XP 4,000.

Notes: Xorn gain three attacks from their arms and one from their powerful bite; a xorn can blend into surrounding stone and impose a -5 penalty to opponents' surprise rolls; a xorn has the ability to pass through stone, but a *phase door* spell kills it instantly the round it does this; it is immune to normal and magical fire and cold; electrical attacks and edged weapons cause only half damage; blunt and piercing weapons inflict normal damage; a *move earth* spell flings a xorn back 30 feet and stuns it for one round; a *stone to flesh* or *rock to mud* spell lowers its AC to 8 for one round, and it will not attack while it adjusts back; a *passwall* spell inflicts 1d10+10 points of damage on a xorn.

Scattered about the room is the xorn's treasure, which it haphazardly discarded upon finding this marvelous place. Included in the treasure trove are *oil of invulnerability*, *potion of undead control*, one 10-gp hematite stone, one 50-gp bloodstone, one 100-gp water star gem, 51 cp, 77 sp, 307 gp, and 14 pp. All the coinage is alien to the characters, having come from the Underdark.

2-6. Additional Guest Suites

These rooms are in many ways very similar to the main drow guest rooms (labeled as 2-4), but they are slightly less posh, being on the outside of the great ring and having no windows. Frequently, less esteemed visitors to the city were quartered here, or servants of really powerful drow dignitaries. On occasion, the rooms were even used as storage space. Some minor treasure could be found in one of these rooms, too, but it drops down to 15%.

2-7. Illithid Quarters

These chambers served as guest housing for the mind flayers' emissaries who came to the city to visit. Unlike the drow chambers, which were appointed very similarly to what humans might like, these inner sanctums housed gruesome pools of fluids suitable for the mind flayers to

bathe in. Read the following aloud to the players the first time their characters enter one of these rooms:

The perfectly balanced stone door moves aside to reveal a stark chamber of stone with no decoration at all. In the center of the place is a large depression in the rock floor, almost like a very large wading pool, although it is currently empty. Nothing else in the room provides a clue as to its use. Along the back wall are holes cut into the stone itself, still containing intact panes to make windows.

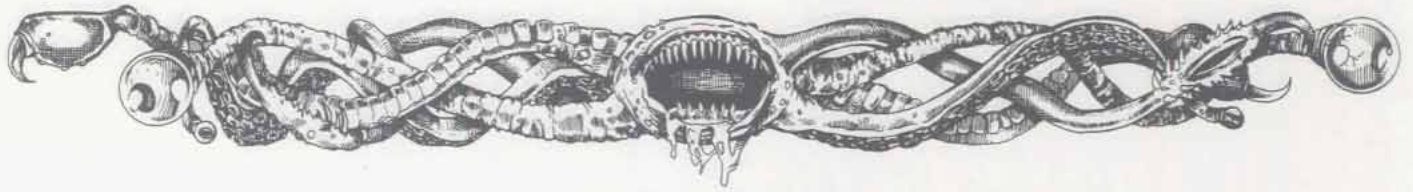
Even with the vast level of resources at the beholders' disposal, they did not have all of the amenities the illithids craved. Thus the mind flayers brought many things with them to make their guest quarters more cozy. Every other species considered the hated illithids to be such a repugnant race that when the fighting began, the illithids were quick to depart, packing up all of their possessions (and many of the things the beholders had provided for them, as well) and slipping out unobtrusively.

The characters find nothing in any of these rooms (with the exception of room 2-7a), no matter how long they search.

2-7a. Trapper Lair

Within this chamber (which is identical in all respects to the other rooms of this type) lies a trapper, waiting for another meal to wander in. It has been here for a very long time, lying dormant for much of that time, but when the beholders returned not so long ago, the trapper was awakened. Of course, because the eye tyrants float above the floor, Zулnethrac did not reveal himself to the creature lying in wait. But the beholder knows it is there, due to the false item it has formed to lure prey.

This particular trapper resides in the empty fluid pool in this room, having formed what appears to be a polished and gleaming shield in the middle of itself as a lure. Any adventurer that enters the depression in the floor is attacked by the trapper.



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Trapper (Lurker) (1): AC 3; MV 3; HD 12; hp 56; THAC0 9; #AT 4+; Dmg special; SA smother; SZ H (20'–30' diameter); ML steady (11); Int high (13); AL N; XP 3,000.

Notes: A trapper alters its color and shape to resemble the floor beneath itself; it is 95% undetectable when disguised like this; victims suffer 4 points plus the victim's AC value in damage each round after envelopment; victims smother in six rounds regardless of damage suffered; a trapper does not release a victim unless it is reduced to 1 hit point or killed; trappers are immune to heat- and cold-based attacks; they remain in a ball for 1d8 hours while digesting a victim.

The trapper's treasure is hidden underneath the creature and consists of 472 loosely scattered gold pieces and a collection of gems which includes two 10-gp blue quartz stones, two 50-gp skydrop stones, three 100-gp amethysts, two 500-gp blue topaz gems, and a single 1,000-gp sapphire. All of this was originally in the possession of one of the svirfneblin located in area 1–12 that was very unlucky.

2–8. Illithid Temple

In the same way that the beholders of Ilth K'hinax permitted the drow to establish a temple to their goddess, they provided room to the mind flayers to establish a small place of worship to their god. What the beholders never understood was that the mind flayers did not worship a god *per se*; they instead revered the elder brain of their species. Thus, they had little use for a temple. However, they did discover a useful means to communicate with their mentor over vast distances, well beyond the normal limit of the elder brain's telepathic range. They therefore converted this particular room into something of a transmission room, building a long-range transceiver and disguising it as the trappings of a place of worship.

Most of that is gone now, having been carted off when the illithids departed the city in such a rush at the beginning of the war. However, there was more here than they could easily or safely depart with, so they were forced to leave some valuable materials behind. Other species came afterward and raided the room from time to time, but they all found it virtually impossible to enter the place unscathed from psychic backlash; the residue of the mind flayers' alien machinations still tainted it.

When the characters first arrive at this place, they find the door blocked with blackstone. If they navigate past it, read the following aloud to the players:

As you enter this sealed room, the first thing that catches your attention is the otherworldly appearance of the place. Bizarre bas relief carvings dominate the walls, but the images are all strange and indecipherable optical illusions. The stonework has been carved to create the appearance of oozing gray matter; nothing has a normal, structured shape.

If they progress further into the room, the characters begin to get a sense of unease, almost as if they don't belong here and are on the verge of getting caught. Deeper in the chamber, they find a series of depressions in the floor, very similar to wading pools, all in a ring around an object that has no outward meaning to them. It is more or less egg-shaped, standing on end, but the entirety of it has deeply etched lines that make it resemble brain material. Distorted arms extend from this object outward toward each of the empty pools, with a strange appendage extending even further. This appendage seems almost alive in its appearance and substance, but it does not move.

This is the transceiver that the illithids once used to remain in contact with their elder brain, even though they were further afield than its telepathic powers would have been able to reach under normal circumstances. To operate the device, each pool had to be occupied by a mind flayer, who would then project mental energy up through the tentacle-like appendage and into the thing. The leader would enter the egg-shaped obelisk through a hidden door near the bottom, sealing himself inside and channeling the combined energies of the other illithids to amplify the telepathic communication with the elder brain. The beholders simply assumed that this was the means by which illithids paid homage to their god.

When the mind flayers left, they did not "turn off" the device and, even though it had no channeled energy to power it fully, it had enough residual psychic energy idling within it to project a general sense of unease and aversion. The illithids hoped that, by generating this negative psychic

energy into the immediate vicinity of the device, it would be left undisturbed and they might return to retrieve it at some future date. Thus far, it has worked, but the mind flayers eventually forgot they had left it here, so it remains ever watchful, pulsating with debilitating thoughts.

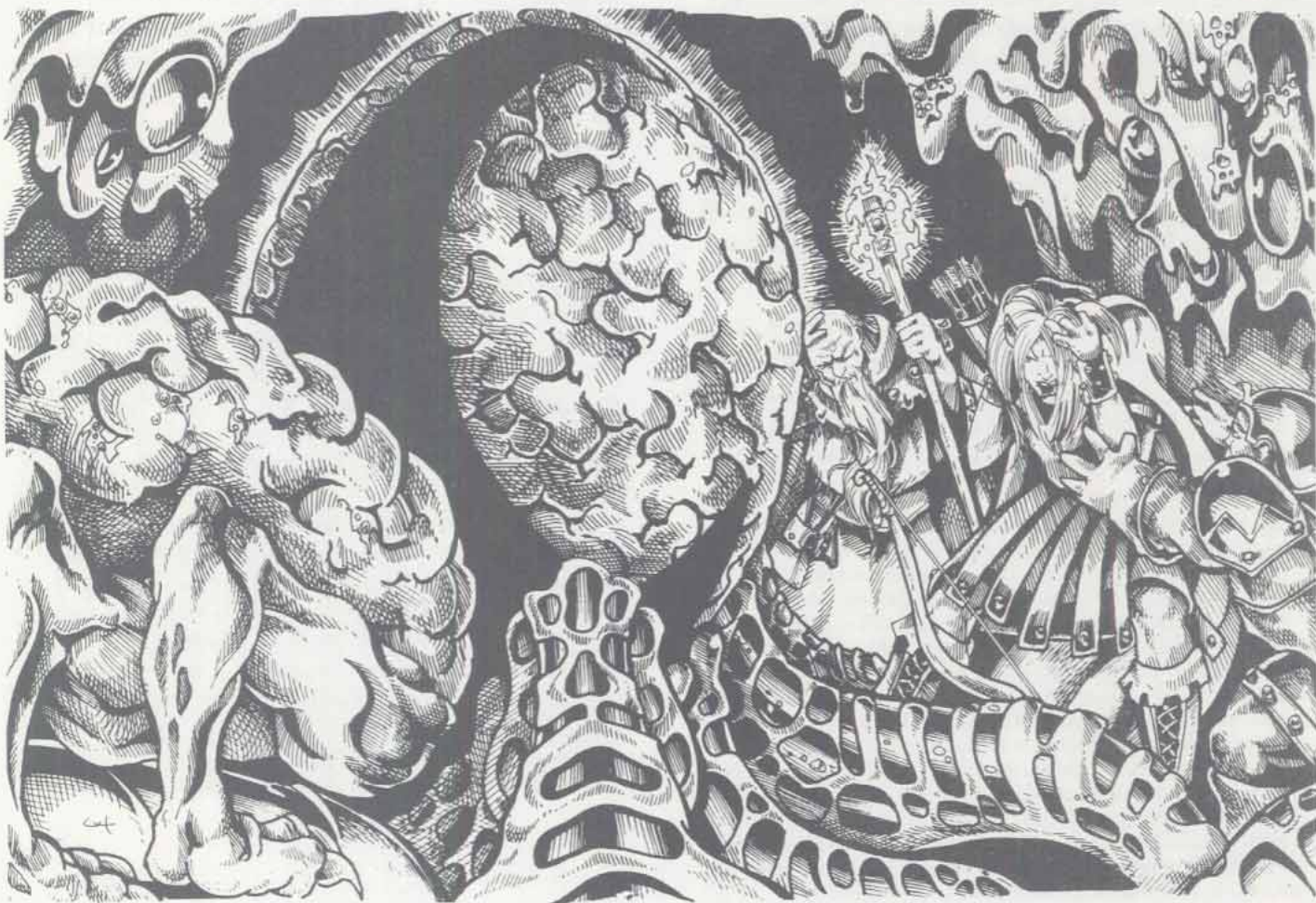
One other thing the mind flayers did in this chamber to ensure that their precious device was left alone was to leave behind one of their pets to guard the room. Although they knew that eventually the creature would die, it would be around to chase away looters in those crucial first days of the war, when the likelihood of intrusion was greatest. The creature they left in reserve was an intellect devourer.

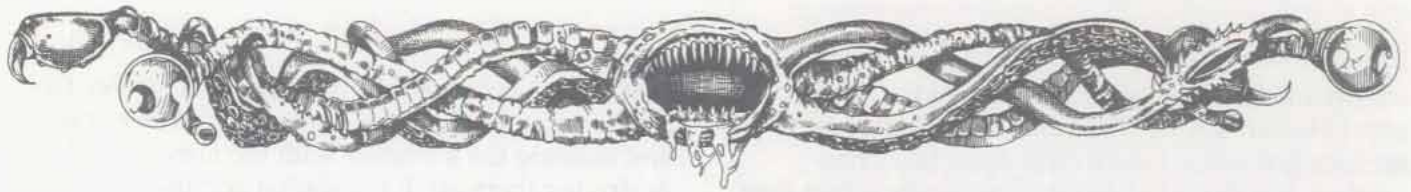
A very strange thing happened to this being, however. The transceiver's psychic signal became a source of sustenance to the intellect devourer, both feeding and occupying the beast so that it did not stray from its post. Amazingly enough, the creature is still alive and fit, although it spends the vast majority of its existence in a motionless, trancelike state, feeding off the psychic stream of the transceiver.

If anything comes into the temple, however, the intellect devourer reacts, coming out of its trance and stalking the intruders with the intent of killing or driving them off. It is cunning and uses its psionic abilities long before it shows itself for physical combat. It hides until the raiders are near the transceiver, then it leaps out and attacks with its clawed paws.

Intellect devourer (1): AC 4; MV 15; HD 6+6; hp 43; THAC0 13; #AT 4; Dmg 1d4 (x4); SA psionics, stalking; SD +3 or better weapon needed to hit, 1 point of damage per strike; SZ T (6' long); ML fanatic (18); Int very (12); AL CE; XP 6,000.

Notes: The intellect devourer has three forms of psionic ability that are constantly in use, not consuming PSPs but counting as psionic activity for detection purposes—immunity to normal and magical fire and suffers only 1 point of damage per die of electrical damage, ability to attack psionically and physically simultaneously, and psionic sense in a 60-foot range; an intellect devourer suffers only 1 point of damage from +3 or better weapons; a *death* spell has only a 25% chance of working; a *protection from evil* spell keeps it at bay, and bright light drives it away; the intellect devourer can enter the body of a dead victim, eat the brain, then animate the body from within.





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Psionics Summary:

Level	Dis/Sci/Dev	A/D	Score	PSPs
6	3/3/11	EW,II/M-,TS,IF	=Int	200

Psychometabolism—Sciences: ectoplasmic form. Devotions: body equilibrium, chameleon power, expansion, reduction.

Psychopotential—Devotions: astral projection.

Telepathy—Sciences: domination, mindlink. Devotions: aversion, contact, ego whip, ESP, id insinuation, telepathic projection.

This room holds nothing else of value.

2-9. Empty Rooms

These additional rooms were set aside to someday house more guests, but since there were never that many long-term visitors to Ilth K'hinax and most of the other species never felt comfortable being near the alien illithids, these rooms were never set up for use. They did, however, get some use during the fighting that led to the city's downfall, as they were useful for hiding in during particularly heated battles.

If the adventurers investigate these rooms, then they will attract the attention of a magebane that has wandered into this area. Zelnethrac has no idea that this creature is in the area, otherwise he would have destroyed it. As it is, the magebane will attach itself to the highest-level wizard in the party and feed off of his magic.

Magebane (1): AC 5 (1); MV 6, Fl 12(A); HD 2+4; hp 19; THAC0 17; #AT 1; Dmg 1d4+2; SA tail whip; SD invisibility, immune and invisible to psionics; MR 75% (100% to chosen caster); SZ S (1 1/2' long, 3' wingspan), ML elite (14); Int low (6); AL CN; XP 270.

Notes: Magebanes can see magical auras and spells that have been cast up to 160 feet away; a magebane is invisible to all but its chosen spellcaster; when its chosen wizard casts a spell, there is a 60% chance that the magebane robs it of either all (1 or 2 on 1d6) or part (3-6 on 1d6) of its energy; if all of the spell's energy is drained, the spell is lost and has no effect; if part of the energy of the spell is drained, then one of the following takes place: the spell has minimum duration, inflicts minimum damage, allows a +2 bonus on the target's saving throws, or affects a lesser area or volume of matter; spells of 7th level or greater can only be partially drained (1 on 1d6), never fully drained; if its chosen one is attacked, it defends with its claws (1d4+2 points of damage) or slashes with its tail (2d4 points of damage); the AC of a magebane is 5 to the chosen one and to those using a *true seeing* spell, but its AC is 1 (at the moment of attack only) to others.

Aside from the magebane, the only things still remaining in these otherwise completely empty spaces are bits of refuse and debris. There is a possibility (20% chance) that any particular one of them has a hole blasted through it, left there from a time when a beholder decided to disintegrate its way out of a dead-end. The hole is only slightly larger than a beholder (perhaps 5'-6' in diameter) and exits to the surface of the mountain.

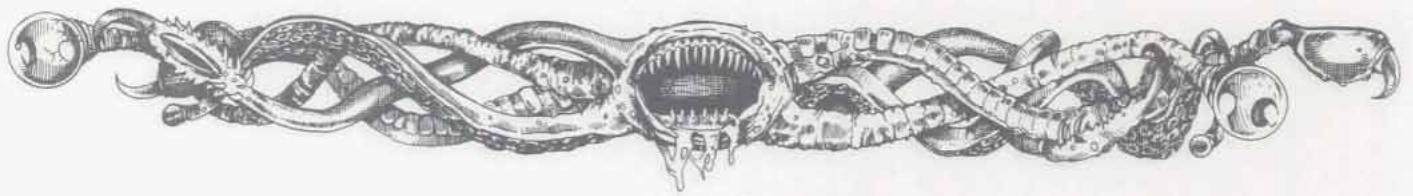
Ceremonial Platform

The top of the central pillar (area 1-7) fans out into a wide platform that sits directly below the entrance to the upper city. Atop this platform is an array of great braziers that once burned continuously during the height of the city's power, but which burned out when the city fell. When Ixathinon led her hive here, one of the first things she ordered her kin to do was repair and relight the braziers, for they hold the highest significance to the beholder way of life—they honor the dead.

Read the following aloud to the players the first time their characters arrive atop the ceremonial platform:

This platform, unlike the city below it, has been tended to quite recently by someone or something. Surrounding a large shaft about 40 feet in diameter are four braziers, one at each point of the compass. Each brazier stands over 10 feet tall and wide. Clean flames flicker from each of them, giving off enough light to keep the platform well lit.

At eight points immediately around the shaft are thick stones set into the platform itself. The whole platform is inlaid with colored tiles that form intricate patterns. It is difficult to discern the patterns from this vantage point, but it is likely that the images are much clearer from the opening directly overhead, right at the point of a huge stalactite that is easily as large as the mountain housing the lower city.



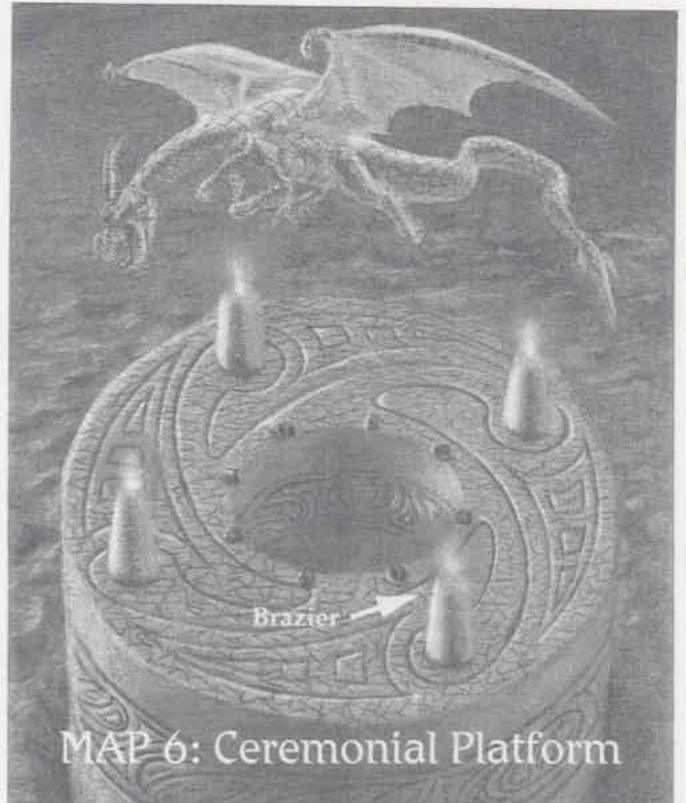
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The central pillar houses a great shaft that drops straight down over 900 feet, deep into the bowels of the earth far below the lowest level of the city. At that point, it widens into a great sphere nearly 300 feet in diameter. This bubble in the earth's crust was hollowed out by beholders when the city was first built. If any character drops something to see how long the sound delay is, they will not even hear it hit bottom unless it is of substantial size, and then they run the risk of awakening the slumbering denizen of the place.

When a member of the community (beholder members, at any rate) died, a ceremony was held atop the ceremonial platform. The body of the fallen comrade was suspended over the opening of the shaft, held in place by a weave of thick ropes anchored at eight positions around the perimeter of the shaft. The ceremony was conducted, and at its conclusion, eight honor guards disintegrated the ropes at precisely the same moment, and the body of their dead companion fell silently into the depths of the shaft, all the way down to the great burial chamber, where it came to rest among its brethren, hardening into a substance similar to rock.

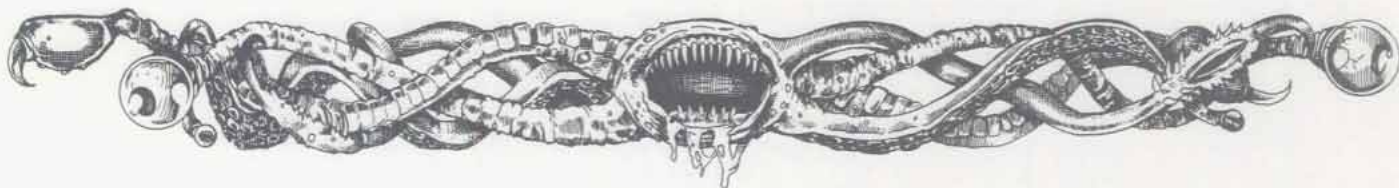
Not too many years before Ixathinon's hive arrived to reclaim the city of Ilth K'hinax, a deep dragon found its way into the great cavern. It wasted little time settling upon the great burial chamber at the bottom of the shaft as the perfect spot for its lair. There it laid an egg and soon after, a newborn dragon emerged. The mother tended to the young dragon until it was old enough to fend for itself, and then she departed this realm. The baby dragon left behind, also a female, continued to grow, hunting small creatures within the ruins of the city. In between feedings, the deep dragon sleeps for long periods of time.

It currently slumbers down there in a small niche to one side of the shaft itself, gouging a cozy nest into the rock and beholder bodies. Its slumber is deep, but if something overly large is dropped into the shaft, or if the adventurers themselves descend into the shaft, it is possible that the creature will awaken.



The hive does not know that the deep dragon exists, for it is a long-standing taboo to enter the burial chamber once certain sacred rites have been performed at its entrance. From that point on, none but the dead may pass the mouth and descend into the world beyond. Thus, Zulnethrac has not explored the burial chamber and does not know what lies down there.

NOTE! This is an optional encounter! If your players are having a relatively easy time of things, and you wish to challenge them a little more, then it should not take much to awaken the deep dragon. If, however, they are being tested to the limits of their abilities, then the dragon should be very difficult to awaken. Even if the characters descend the shaft and encounter the creature, it will remain asleep (unless they begin doing something unbelievably stupid, such as poking it with a pole arm; then they will get what they deserve).



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Dragon, deep, juvenile (1): AC 0; MV 12, Fl 30 (C), Br 6, Sw 9; HD 14; hp 64; THAC0 7; #AT 3+special; Dmg 3d4/3d4/3d8 or 8d8+4; SA breath weapon, spell; SD regeneration, spell immunities; SZ H (50' long); ML fanatic (17); Int exceptional (16); AL CE; XP 8,000.

Notes: Deep dragons gain special abilities as they age; a juvenile can assume snake form 4 times/day (AC 6; MV 9, Fl 4 (D), Sw 11; loses claw attacks but gains constriction attack (successful attack roll required) to cause 3d8 points of damage per round, to hamper movement and spellcasting, and to cause a -1 penalty on attack rolls and 1-point AC penalty on victim), assume human form 4 times/day (AC 10; MV 12, Sw 12; damage by spell or weapon type; can resemble any humanoid of roughly human size and has 66% to copy specific being well enough to be mistaken for the actual creature), and regenerates 1d4 hp/turn; the deep dragon's breath weapon is a cone of flesh-corroding gas in a cone 50 ft. long, 40 ft. wide, and 30 ft. high; creatures save vs. breath weapon for half damage (-2 penalty for dry, exposed skin); it casts spells at 9th level, has *infravision*, *true seeing*, *unerring detect magic*, and is immune to *sleep*, *charm*, and *hold magic*; it is also immune to extreme heat and cold; (-3 on each die of damage, minimum of 1 point per die).

Spell (1): 1st—*magic missile*.

This deep dragon has managed to gather a few items of treasure during its brief (by dragon standards) life, which it keeps collected in a loose pile in its lair. This treasure includes 9,376 cp, 2,320 sp, 4,527 gp, five art objects (a small 12-gp crystal five-pointed star, a 400-gp statue of a lithe panther, a 500-gp ornamented egg, a 1,400-gp pearl necklace, and a 3,000-gp delicately filigreed golden circlet inset with purple sapphires), and eight gems (one 10-gp epidote, four 50-gp carnelians, one 100-gp heliotrope, one 500-gp tourmaline, and one 5,000-gp diamond).

Qeqtoxii the Guide: Of all the areas that the characters enter, this could prove to be the most dangerous for Qeqtoxii's beliefs. Since the ceremonial platform and burial chamber mean so much to the elder orb, it could be hard-pressed to maintain its cover. As a result, when Qeqtoxii urges the adventurers to go up instead of looking down, there could be a little strain in the elder orb's voice. In fact, Qeqtoxii's persona would actually risk a *lie* to keep the characters from going down. Since Qeqtoxii knows the group well by now, it should have no problem in coming up with something that is convincing.

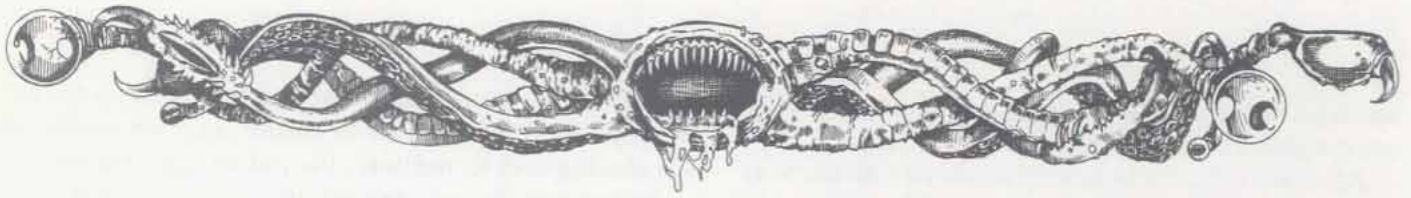
If the characters aren't ready for an encounter with a deep dragon, then have Qeqtoxii's urgings and actions be stronger than normal. On the other hand, if the adventure has been too easy on the group, then Qeqtoxii puts up slightly less resistance to any attempts to go down. After all, the elder orb knows that it can't push them along too quickly; Qeqtoxii doesn't want to blow his cover . . . yet.

Upper City

Within the great stalactite that hangs high above the cavern of Ilth K'hinax is the upper city. Inside the vertical shafts and sacred rooms, the beholders lived out their lives, ever paranoid of the creatures below them, ever watchful, never trusting. They lived high overhead, defying gravity, always aloof, removed both physically and mentally from the rest of their city's society. Their home was not conducive to other species, and that is the way the eye tyrants wanted it. Unfortunately, when their distrust became so great that they could no longer bear its weight, their city came crashing down along with it.

All along the outer hide of the upper city are spires, the individual beholders' homes. Each one was a unique structure, carefully formed out of the stone of the cavern. Within the center of the upper city was the beholders' government. It was there that the eye tyrants came to debate, to plan, and to entertain. The entire upper city was constructed from a vertical point of view, rather than a horizontal one. Individual chambers were most often reached by ascending a shaft rather than moving sideways through a hall. Frequently, the rooms didn't even have floorspace.

In this section of Ilth K'hinax, Ixathinon and her ilk have taken up residence. They have begun restoring various chambers of the place by repairing damage caused during the war, replacing lost or stolen decorations and ornamentation, and restocking special pet denizens that perished in the fighting. While they have a long way to go before the city even faintly resembles its former glory, they are nonetheless making very good progress.



Ilth K'hinax

Beholder Spires

Countless spires hang from the ceiling of the great cavern, overlooking the city below. Each of these was a private dwelling for one or more beholder families, and in most ways they were identical, although each individual abode had its own variations. Regardless of whatever personal touches were added to the dwellings, each one had several features in common. To begin with, the entrance is always located at the bottom, so that a beholder wishing to enter can simply levitate straight up into the structure from below. This played to the beholders' strength (in other words, its ability to defy gravity) and gave them additional protection from the other races of creature stuck on the ground.

Once inside the spire, a beholder could ascend up through the central shaft to any level desired, where various rooms connected to it. Much in the same way a human dwelling had multiple rooms designed for different purposes, the beholder's home offered a variety of rooms for different activities. There was, of course, the common area, something of a parlor, where the beholder might permit guests to arrive. One or more sleeping chambers were present, usually near the top of the spire, away from the entrance. Most of the spires also sported a larder of sorts, a place where the beholder could store petrified food until such time as it was needed.

During the war, many of these spires became the center of hostilities. Battles raged in amongst them almost constantly, and holes blasted through walls for various militaristic reasons became a commonplace sight. In fact, more than a few of the spires were so weakened structurally that they finally could not bear the strain and went crashing to the cavern floor below. This is, of course, what collapsed the eastern pathway on Level 1.

Today the spires are vacant, long abandoned by the eye tyrants who once called them home. After the long absence of the beholders, water has dripped down the spires and formed stalactites on the tips of the spires. Although Ixathinon and her hive mates have examined the spires, little has been done to repair them; there just isn't a need yet. Sooner or later, the hive will grow, but until that time, Ixathinon prefers to focus her resources on the interior upper city, which had been the central focal

point of beholder social and political activity.

Qeptoxxii the Guide: If the adventurers decide to enter one of these spires, then Qeptoxxii supports their effort. After all, the elder orb's persona has to show some interest in how beholders lived! However, after the group makes it into one (if they can), then the elder orb tries to get them to move on to Level 3.

Level 3

This particular portion of the city consists of unusual rooms designed for various purposes within the social and governmental structure of the beholder lifestyle. Each one of them had a unique use, but each was very beautiful in its own way. Ixathinon is taking great pains to restore this portion of Ilth K'hinax, trying to refurbish all of the old beholder trappings to make the place cozy and reminiscent of the city's heyday.

Beholder decorations focus primarily on visual stimulation, including masterfully carved bas relief works, fanciful displays of color in various ways, such as tiling or frescos, and assorted lighting methods. Lighting in particular was a very popular means of decorating for beholders; they went far beyond what we might think of in terms of decorative lighting.

For example, special chemicals mixed into the pigments used in painting frescos would cause the painting to actually glow in the dark. Phosphorescent mosses and creatures were brought in and used in decorating. Minor magical items with no other purpose than to give off dazzling light displays were very popular. Beholders had a plethora of ways to use light to great effect within their city, and there was no more enjoyable pastime than sitting and observing the fruits of their labors.

One of the unusual things about this level of the city is its overall shape. Because beholders think in terms of their own shape, almost everything they do has a round or spherical quality to it. With the upper city, this was accomplished by creating the area in a cylindrical pattern. The upper city proper is reached by ascending the main central shaft. The opening of this shaft is at the tip of the giant stalactitelike formation, some 80 feet above the ceremonial platform. Once inside the shaft, four passages radiate outward and eventually connect to a great circular hallway. Various rooms and chambers are reached from this

hallway, but instead of branching off vertically, they are reached via vertical shafts all their own.

Alternatively, the beholder could rise all the way to the top of this shaft, where it would come upon a huge audience chamber designed to hold hundreds of the eye tyrants. This place was used when a major issue had to be discussed. It became the cornerstone of beholder social structure.

3-1. Main Circular Hallway

This 40-foot-diameter tube runs in a great circle with a circumference of 1,200 feet. Carved from the very rock itself, its walls are perfectly smooth. Spaced irregularly both overhead and below are smaller tunnels that lead off into the various chambers and rooms of the upper city.

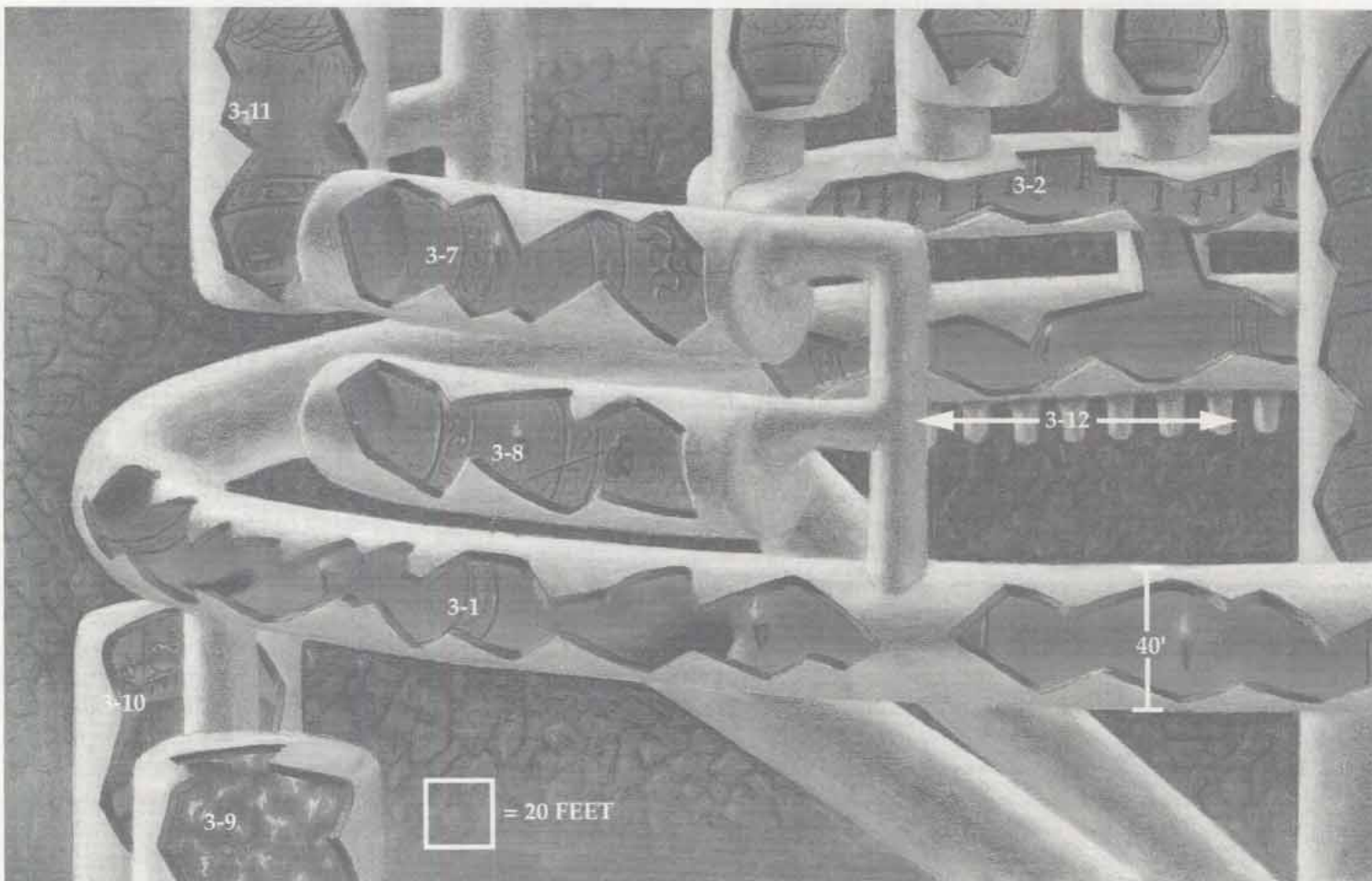
One very interesting—and potentially very dangerous—situation that exists within this main hallway is the construct that has been placed here by Khuxristul. It was discovered when the hive first arrived. For all intents and purposes, it is a golem, one created by either a powerful beholder mage or perhaps an elder orb. However, it does not look like any golem the characters might have seen before this.

Whoever built this golem made it in the form of an umber hulk. Due to its nature (in other words, its coloring and its motion), the golem appears and moves just like an umber hulk, so there is only a 15% chance upon first spotting the thing that its true nature can be gleaned.

Khuxristul discovered the golem in another part of the city, brought it here, activated it (after much trial and error, to be sure), and commanded it to patrol the hallway. It will attack anyone or anything it doesn't recognize that appears in the hallway.

Golem, stone (umber hulk shape) (1): AC 5; MV 6; HD 14; hp 60; THAC0 7; #AT 1; Dmg 3d8; SA *slow* spell ability; SD immunities to poison, mind-affecting magic; SW certain spells; SZ L (9' tall); ML fearless (20); Int non (0); AL N; XP 8,000.

Notes: All golems are immune to poison and *hold*, *charm*, *fear*, and other mind-affecting magic, as they have no mind; a stone golem cannot be swayed from its master's instructions; it never uses weapons; it has a Strength of 22; it is immune to any weapon except +2 or better; a *rock to mud* spell slows it for 2d6 rounds; *mud to rock* heals the golem; a *flesh to stone* spell makes the golem vulnerable to normal weapons for one round; once every other round, the stone golem can cast *slow* upon any opponent within 10 feet of it.



Qeqtoxii the Guide: Once the characters reach this section, the elder orb starts looking for the golem in a discreet manner. If Qeqtoxii sees it before the adventurers do, the elder orb makes some warning statement that shows both interest and an amount of fear at the same time.

If the golem isn't an immediate threat or if the characters take care of that little problem, Qeqtoxii tries to take them straight to Ixathinon's lair. Now that the characters are up in this area, the elder orb wants them to take care of matters before the hive mother is aware of their presence on that level. If the characters seem to resist, Qeqtoxii tries to take them to his lair instead. At least there they can be out of sight of any other beholder that might come along. Should the adventurers wish to enter the first room that they are near, then the elder orb does what he can to make them as unobtrusive as possible (using *invisibility* scrolls or potions as needed).

3-2. Art Gallery

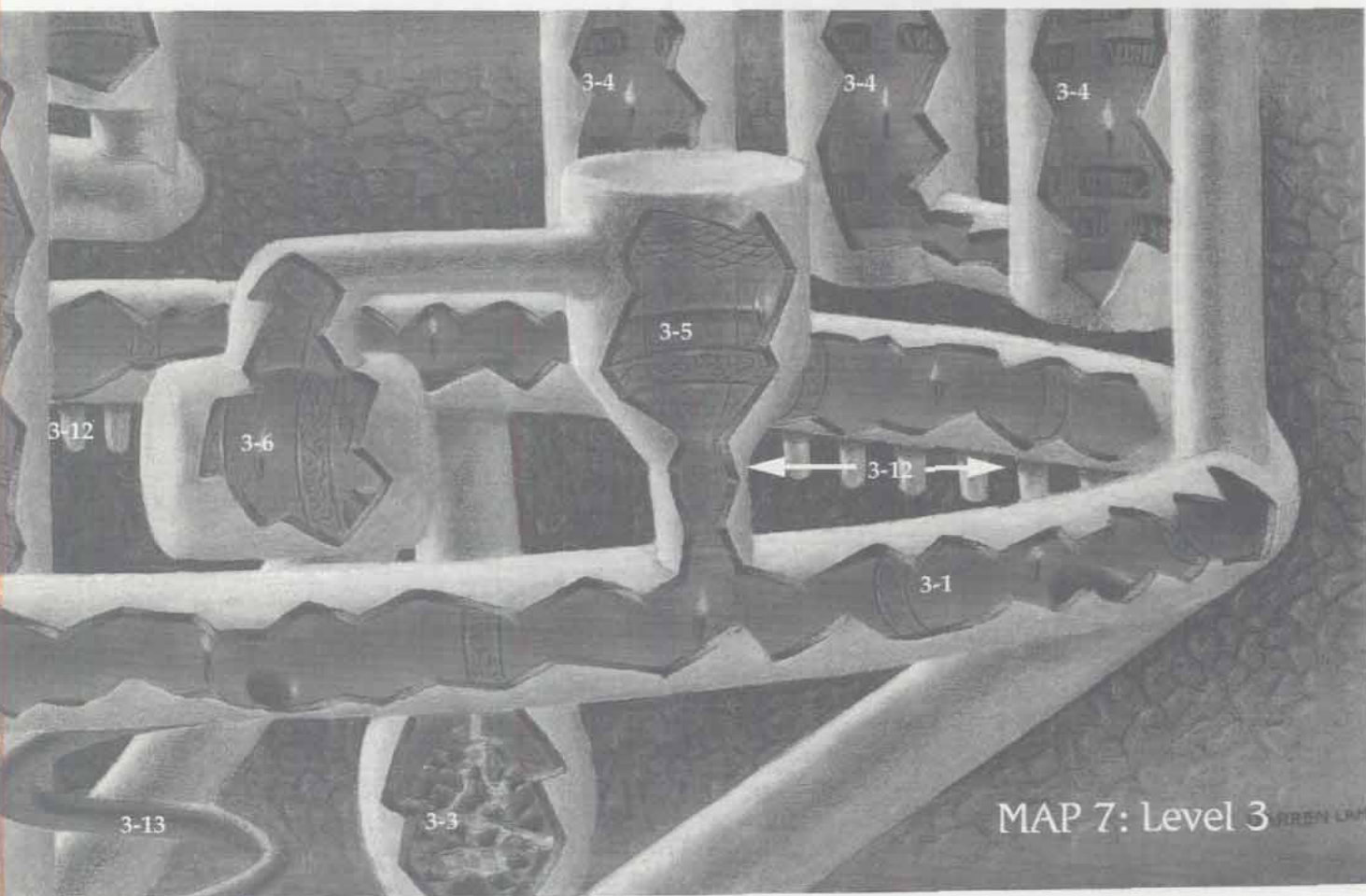
This series of rooms served as an art gallery for the beholders who came to visit here. Of course,

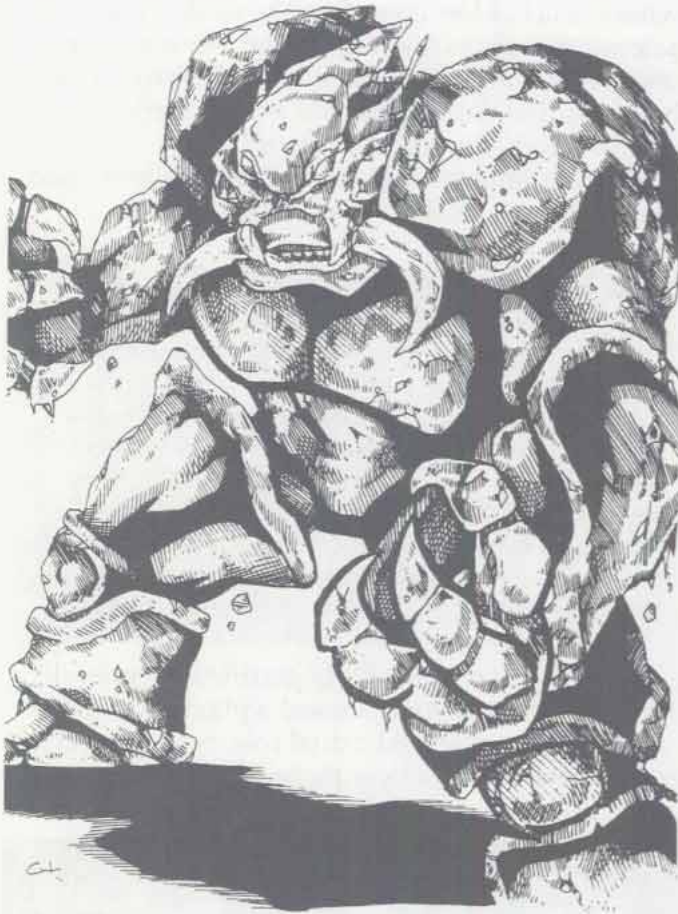
what the beholders considered beautiful, the characters are likely to find horrifying. The entryway opens into a wide, flat area about the size of a football field. The entire place has a whole series of decorative pillars supporting the roof.

The first time the characters enter this area, read the following aloud to the players:

After making your way up the short passage from the main tunnel, you find yourself in a very large, oval room. Decorative columns that support the ceiling fill the entire place. These columns are quite unusual in that they are surrounded by many different species of creature; some of them are human, while many of them appear to be elves. A few even more bizarre varieties exist as well, such as a mind flayer or one of the dreaded kuo-toa. Overhead, you can see more connecting passages to other places.

The pillars are in actuality petrified enemies of the beholders gathered around a plain stone column. This room served a dual role, both as an art gallery and also as a very permanent prison.





In addition to the columns that fill the whole hall with almost gridlike precision, there are a few special constructions along the walls. These are literally walls of humanoid forms, this time primarily dwarves and gnomes. They have been sculpted so that it seems as though outer layers of the creatures are climbing atop their kinsmen in an effort to reach the top.

If the characters examine any of the pillars carefully, describe to them how each one is amazingly detailed. Everything about the sculptures are perfect in their depictions of the various species. Another curious detail is their expressions. Many of them wear visages of fright, downright terror, resignation, or sudden, horrifying realization. It is quite disturbing to look at.

If the characters figure out the significance of the columns, they may wish to try and free one or more of the beings. Keep in mind that most of these trapped beings were captured many hundreds of years ago, and the current state of events, both above and below ground, will be a major blow to them. Also, most of those statues that

appear to be elves are actually drow; the beholders encountered far more of them than their fair-skinned cousins who normally live topside. The gnomes and dwarves are a mixture of true dwarves, svirfneblin, and duergar.

If the adventurers *do* manage to free up some of the trapped beings, it will be necessary to generate a quick record of the being. Although a full-blown character record sheet is not necessary, some amount of information about the individual is. Keep in mind, also, that because these creatures are from a time in the past, they will most likely not speak the characters' language (depending on how languages work within your particular campaign setting).

The rooms above the main one at one time contained special displays of lighting, artistic design, and so forth, but those were either damaged in the fighting or simply wore out and faded away. Ixathinon has only just started to have someone repair them (there is a 25% chance that Gazriktak is here if the adventurers have not already encountered the beholder in its lair), since the gallery is still something of a luxury she dares not allow herself to enjoy just yet.

3-3. Water Garden

This oddly shaped room was a masterpiece of architectural design when it was created. An entire series of pools, channels, and spillways were combined to create a literal garden of delicate waterfalls, ponds, and so forth. When the characters arrive here for the first time, read the following aloud to the players:

This room is one of the most bizarre you have seen thus far around here. It is more or less egg-shaped, although a bit more narrow, but the most stunning feature of the place is the myriad of overlapping formations of stone that fill the place from top to bottom. They all seem to be designed for channeling water, although no water can be found here now.

The general concept of this water garden was for it to use falling water as a means of creating a fascinating environment. At the top of the room is a great pool. Water spilled out of this pool through

spouts all around it. This water fell into another series of pools below and on all sides. There, the water ran through some channels that allowed water to spill over along one side, creating a literal curtain of water. This process continued on down through the room, water splashing from one vessel or conveyance to another, until it reached the bottom, where it all settled into a deep, calm pool.

The water originated from a *decanter of endless water* and was consumed at the bottom by a *sphere of annihilation*. Both of these items are gone now, however, taken as loot during the fighting.

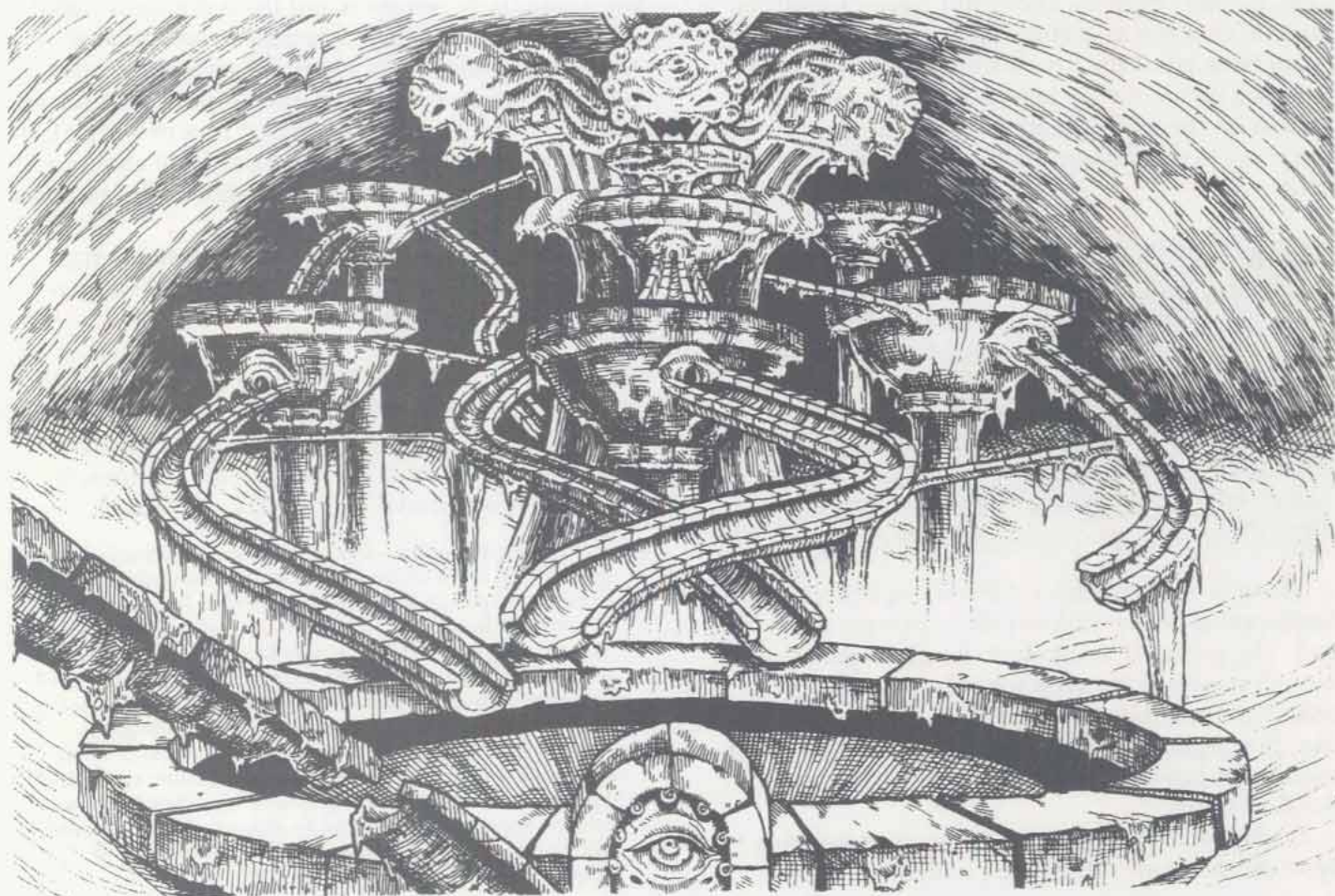
Beholders found it very enjoyable to wander through the water garden, being gently splashed as they ducked under a small fountain's spray, or floating quietly near a pool, watching the ripples from a cascade of water falling from overhead. Ixathinon has not yet been able to acquire the two magical items necessary to get the garden running again, but she has a standing order with Qeqtoxii to locate a set of them and bring them to her as soon as possible.

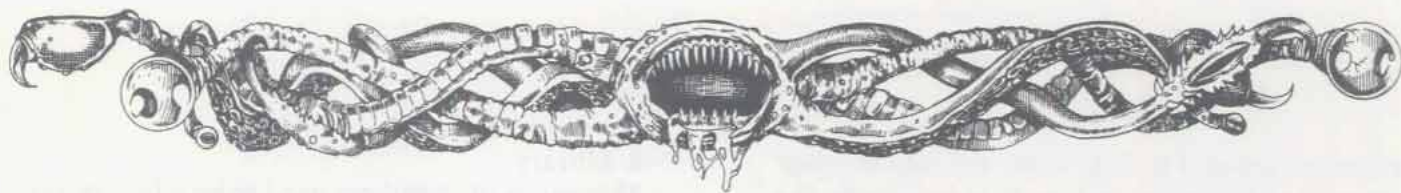
3-4. Library

This series of chambers used to be a library for the beholders. When the fighting erupted, much of the literature that was here either disappeared or was destroyed. The entire place had thousands upon thousands of little niches carved all along the walls to house the books, scrolls, and whatnot.

Ixathinon has long-range plans to rebuild this library, and she has started by placing all of the texts the hive possesses in here. She has given orders to Qeqtoxii to make book collecting a priority for the Unblinking Eye's activities and to have them all brought here to stock the shelves. The elder orb has only partially complied with the hive mother's wishes. It has sent a few tomes her way, simply to appease her, but the vast majority of interesting texts it keeps for himself, as the elder orb is a voracious reader in its own right and craves knowledge almost as much as it covets Ixathinon's position at the head of the hive.

The titles currently stored in here are of a wide variety of subjects, and many of them are in languages unknown to the people of Cumbert. If the





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characters become overly interested in these volumes, you will have to make up a few titles yourself. There are not, however, any magical texts in the collection. If the adventurers haven't already encountered Khuxristul in its lair, then there is a 25% chance that the beholder mage is in here.

3-5. Zulnethrac's Lair

This chamber currently serves as the personal quarters of Zulnethrac. A series of ledges carved into the walls of the cylindrically shaped chamber allow it to store items, and a large net stretched across the place near the ceiling serves as its bed. The room is sparsely furnished, as the beholder spends very little time here (there is only a 30% chance of finding the eye tyrant here, if applicable).

3-6. Ixathinon's Lair

The hive mother chose this chamber as her private quarters because she could have Zulnethrac outside to serve as a guard for her. She has brought most of the hive's treasure in here, and her own particular style of decor is beginning to dominate the walls. Read the following aloud to the players when their characters finally reach this spot:

The dropoff opens to a lavishly decorated room, full of fine sculptures, wall hangings, and brightly colored crystals. A combination of luminescent mosses, fungi, fire beetles, and strange colored lanterns lights the entire place. An open book rests on a low stone block, while what appears to be some sort of workshop is set up on another stone block in the corner. In a second corner is a pile of various things that seem to form bedding.

There is a good chance (75% if applicable) that Ixathinon is home, unless other circumstances prevail. She is highly unlikely to be unprepared for intruders unless the characters have taken the *utmost* precautions to avoid detection this far. See the "Strategies and Events" section for more information on how she will react when confronted for the first time.

Ixathinon has hidden the treasure of the hive beneath the stone table block which the book is

resting upon. It requires a total Strength score of 35 points to move the thing to one side and reveal the trove hidden in a hollowed out space there. The treasure consists of four potions (*ventriloquism*, *gaseous form*, *longevity*, and *philter of glibness*); three scrolls (1 spell, 1 spell, and 7 spells); three art pieces consisting of a 113-gp sphere made of several precious metals blended together in a swirling pattern, a 1,234-gp tapestry, and a 434-gp crystal sculpture of a beholder; three 10-gp webstones, three 50-gp onyx stones, three 100-gp golden sapphires, and one 500-gp flamedance stone; and 466 platinum pieces.

3-7. Gazriktak's Lair

Within this chamber the beholder Gazriktak has chosen to create its lair. Because of its paranoia, the eye tyrant has entrenched himself well in the back of the place, using the rest of the room to throw up barricades between itself and the entrance. In addition, Gazriktak has had a petrified roper placed near the entrance to its room. When it sleeps, the beholder keeps eyestalks trained on the entrance so that it can awaken at the slightest hint of a threat. If Gazriktak perceives that it is about to be attacked, it frees the roper from its petrified state to act as a first line of defense.

In an effort to please Ixathinon, Gazriktak has pooled its wealth into that of the hive, so no treasure can be found here.

Roper (1): AC 0; MV 3; HD 10; hp 62; THAC0 11; #AT 1; Dmg 5d4; SA strands, Strength drain; SD immune to lightning and resistant to cold; SW vulnerable to fire; SZ L (9' tall); ML champion (15); Int exceptional (15); AL CE; XP 10,000.

Notes: Opponents suffer a -2 penalty to surprise checks; ropers shoot a total of six sticky strands (one per round) up to 50 feet away ((1d4+1)×10); each time a strand hits (normal attack roll), the victim must roll a successful saving throw vs. poison or lose half its Strength score (round down) in 1d3 rounds; this lasts 2d4 turns; prey is pulled closer by 10 feet every round; the strand can pull up to 750 pounds; the creature's bite attack is automatic vs. victims caught in strands; strands can be removed using a successful open doors roll; a strand is also AC 0 and must suffer 6 points of damage from a single blow from an edged weapon to be severed; ropers are unaffected by lightning and suffer only half damage from cold-based attacks; they suffer a -4 penalty to saving throws vs. fire.



Within the roper's gizzard are 13 platinum pieces and three 50-gp citrine stones.

3-8. Sespetoxri's Lair

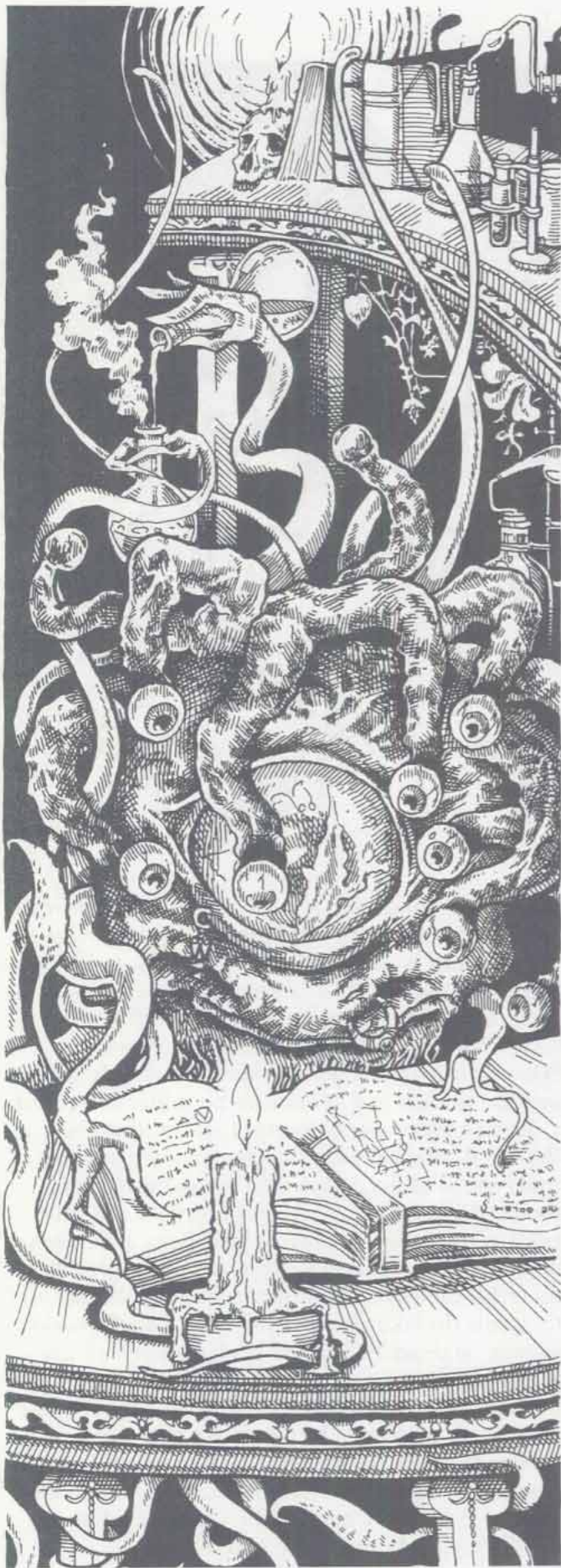
This beholder's lair is rather unremarkable. The eye tyrant has hidden wealth away in other locations, but to throw off suspicion, it lives a rather sparse life in the presence of the other members of the hive. One thing that has been installed in this chamber, however, is a snap-cable manned by two doppelganger minions (see page 54 for statistics). Whenever Sespetoxri leaves its lair, the two minions turn a crank until the wire of the snap-cable is taut. These minions then wait until someone enters. If it's their master or another beholder, the minions loosen the wire so that it lays on the ground. If someone else enters the main chamber, one of the minions cuts the wire. Once released, the wire whips across the chamber at waist level, inflicting 2d6 points of damage to everything it strikes (THAC0 16).

3-9. Sikrewxes's Lair

This cylindrically shaped room is lit with phos-

phorescent moss and is kept very neat. However, Sikrewxes's lair is not entirely as it seems. The whole room is affected by a *sticky ceiling* enchantment that Sikrewxes had one of his minions place on it. In an effort to keep the command word a secret, Sikrewxes killed the minion. Now Sikrewxes turns the effect on or lets it fade whenever he wishes to put another beholder off-guard.

If the adventurers attempt to enter this area, they will soon discover the unusual properties of this type of effect. Whenever someone enters a room with a *sticky ceiling* enchantment, he "falls" toward the ceiling instead of the floor and takes normal falling damage. While a *levitate* spell has no effect on this enchantment, both *feather fall* and *fly* spells do take effect. A *feather fall* spell works exactly as described in the spell except that the affected character moves towards the ceiling instead. A *fly* spell enables the recipient to ignore the effects as long as he can make a successful Dexterity check each round. The moment that the character fails a Dexterity check, though, he falls toward the ceiling because he is confused about the difference between up and down.

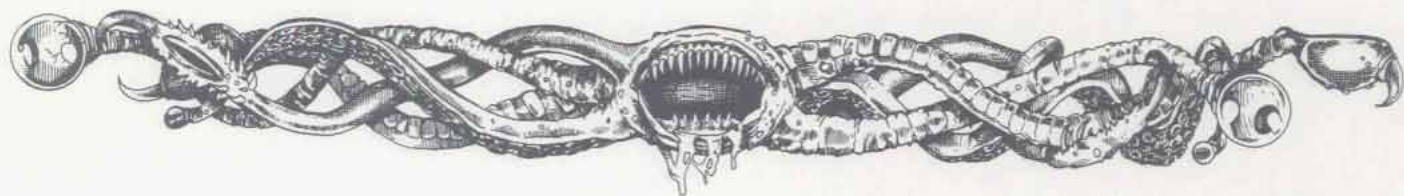


Beholders avoid the falling effect by turning upside down. When Sikrewxes first implemented the sticky ceiling enchantment, he managed to fluster every beholder who came into his lair. When they came back for another visit, each of them automatically turned upside down to offset the effect. However, Sikrewxes purposely let the enchantment fade after 24 hours, so they once again found themselves falling. This little ploy of Sikrewxes now has all of the beholders in the hive (except Ixathinon, of course) wary of Sikrewxes's lair.

3-10. Khuxristul's Lair

This room is very full of Khuxristul's research equipment. About every ten feet, a table follows the circular wall of the chamber. Each of these tables (there are eight) is covered with alembics, beakers, crucibles, inkwells, mortars, vellum, vials, weights, and so on. On the underside of each table hang varying types of dried herbs and other spell components. Since Khuxristul researches new spells and variations upon ones it has seen used before, Ixathinon has given the beholder mage special dispensation to keep any books necessary to carry out magical research. As a result, several scattered tomes lie on every table level of Khuxristul's lair. Most of these tomes are theoretical studies in magic, but one of them should be a *libram of golems* and the other is Khuxristul's spellbook.

When entering this lair, there is a 75% that Khuxristul is present, researching a version of the *fireball* spell. With the beholder mage is a *suwyze*, which is present to warn its master if someone is coming. When deeply involved in testing or researching, Khuxristul has an unfortunate tendency to forget where it is. One time in the past, this ability to block out the surrounding environment enabled another beholder to inadvertently surprise the beholder mage while it was researching a volatile spell. The fiery result killed the other beholder and wounded Khuxristul. To offset future accidents, Ixathinon allowed Khuxristul to keep a *suwyze* that Zulnethrac had found while performing its preliminary sweep of the lower areas of Ilth K'hinax.



Ilth K'hinax

When the adventurers near this area, the suwyze will burble out a warning to its master (if Khuxristul is present) and then hide. As a result, Khuxristul is prepared for a fight when the characters enter his lair. If Khuxristul is not present, the suwyze simply hides under the lowest table, turning invisible, until forced to fight (if this is the case).

Suwyze (1): AC 4; MV 12, Cl 12; HD 4+4; hp 29; THAC0 15; #AT 8; Dmg 1d6; SA spells, tendrils; SD never surprised; SZ H (20' diameter); ML steady (11); Int exceptional (15); AL N; XP 975.

Notes: A suwyze can sense danger coming from a distance because its tendrils and feelers sense light, heat, odors, winds, magical auras, strong good or evil creatures, and subtle pressure changes (such as opening a door); a suwyze can use each of the following spell-like abilities three times per day: *clairaudience*, *clairvoyance*, *detect good*, *detect evil*, *detect magic*, *invisibility*, *shout*, and *wizard eye*; its high perception abilities give it a +2 bonus to saving throws against all illusion-based magic; it attacks with its 10-foot-long abrasive tendrils causing 1d6 points of damage; it can cause an attacker to see the combat from its point of view (with much exaggeration on its behalf) if the victim fails a save vs. spell (causing a -3 penalty to attack rolls and a -1 penalty to damage rolls); if all else fails, the suwyze uses a version of a *shout* spell to call for help, blasting any opponents at the same time.

3-11. Qeqtoxii's Lair

Since Qeqtoxii visits Ilth K'hinax only occasionally, its lair only has the bare necessities. Whenever the elder orb is in the city for more than a day, it sleeps in a net at the top of the room. A few tables run around the room (much like Khuxristul's), but only bits of metal and dried herbs litter them. However, if the characters look up, they find several mirrors. A total of eight beholder sphere mirrors are evenly spaced around the top and bottom of Qeqtoxii's lair. These mirrors have the ability to reflect any eye ray without loss of power. While Qeqtoxii won't appreciate it much, it is possible to yank these mirrors out of their sockets with a successful open doors roll. The adventurers can attempt to use these mirrors to reflect a beholder's ray back at it.

3-12. Prisons

Back when Ilth K'hinax was a thriving city, the beholders had problems with some of the city's inhabitants. Since the beholders didn't wish to turn everything into stone right away, they built prisons to hold prisoners until they could take care of them properly. Each "cell" is about 20 feet deep and circular, like a tube. In most cases, a heavy grating covers each of the holes. However, the hole directly beneath area 3-2 doesn't have a grating. If the characters fall out of the museum above, they must make a successful Dexterity check (-2 penalty) or fall down the hole.

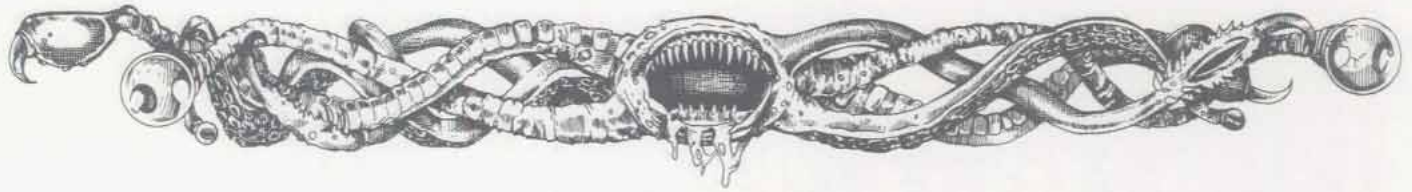
If the group decides not to risk falling into the hole, they can attempt to move a nearby grate over the uncovered one with a successful bend bars/lift gates roll. About three characters can work together to do this, if necessary.

3-13. Minion Chambers

This little cave leads down from the main tunnel on Level 3. The access is convenient for the duergar minions that the beholders wished to keep with them above the main part of the city. The minions that lived in this area mainly guarded the prison holes or provided assistance to any beholder that needed it at this level.

These chambers not only contain a lavatory for the minions, but they also have a meat locker for both the beholders and for the minions. Since there are only a few duergar minions currently, they have a lot of room to expand.

If the characters wish to check the area out, they find little of interest. The lavatory is just a small alcove with a ledge carved from stone through which holes (and a vertical tunnel) were bored. It's been many years since the city was inhabited, so any waste that was down the lavatory's hole has long since decayed. The meat locker doesn't have much more than a few stone gas spores (for convenient storage) and some stone shards at present.



llth K'hinax

Strategies and Events

Throughout this whole adventure, Qeqtoxii tries to keep his plans and identity secret from Ixathinon and the other hive members. For her part, Ixathinon is no dummy; she knows perfectly well what Qeqtoxii is and what it has been up to over the course of the last few weeks. She does not know that the elder orb is disguised as Velinax, however, so it is possible that she will mistake Qeqtoxii's human persona for just another foolish adventurer awaiting destruction. The hive mother spends most of her time in the upper city, supervising the other hive members in their restoration of things, but she will venture out beyond those confines on occasion to look in on other areas. She trusts Zelnethrac implicitly, so anything it tells her (or seems to tell her), she will accept as fact. Although she is not particularly happy with Zelnethrac's idea of leaving monsters scattered all over the place to deter sneaky intruders, she is a firm believer in delegating responsibility, so she is going to rely on the other beholder's judgment.

Because she knows that Qeqtoxii is up to something, she has planted a pair of her doppelganger minions around area 1-2. Their orders are to watch for beings that could prove to be a threat to her. Once a threat is spotted, one of the doppelgangers must report back to her so that she knows that the danger exists. The remaining doppelganger should follow the group around and never contact them in any way. After making its report, the doppelganger that left the group should return and also shadow the group. If it looks like the group will reach the upper level, then that doppelganger should report their impending arrival to Ixathinon. This gives her the opportunity to set up a little "welcoming" committee for them.

Doppelganger (2): AC 5; MV 9; HD 4; hp 25, 28; THAC0 17; #AT 1; Dmg 1d12; SA surprise; SD immunity to *sleep* and *charm* spells; SZ M (variable); ML elite (13); Int very (11); AL N; XP 420.

Notes: Doppelgangers can assume the shape of any humanoid creature between four and eight feet high; it can use ESP and can imitate its victim with 90% accuracy; it rolls all saving throws as if it was a 10th-level fighter.

Possible Ruses

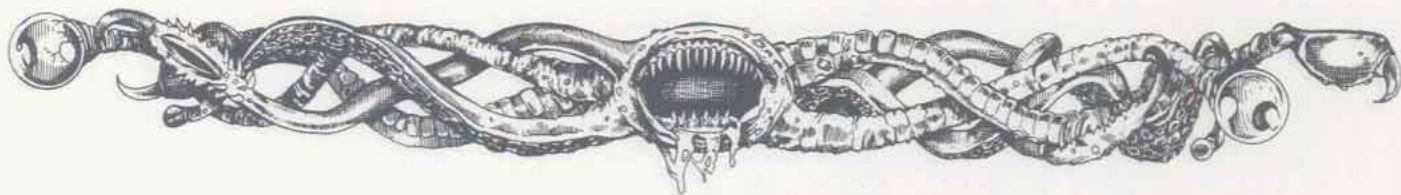
Once the characters reach the upper level, the doppelganger remaining with the group has orders to find a way into the group and sabotage its efforts somehow. Because it has been following the group for a while, it should have a good idea of how to do this successfully. By using its cunning and skill, it should either be able to eliminate one of the party members (preferably someone new to the party) and replace him, or it could attempt to emulate a *svirfneblin* or other sympathetic humanoid and join the party.

Of course, it is entirely possible that Qeqtoxii will become aware of the doppelganger's efforts or presence. If Qeqtoxii's Velinax persona seems to be the newest addition to the adventuring party, then the doppelganger could attempt to lure Velinax away in an effort to pass off as the wizard. However, keep in mind that the doppelganger also has a chance to realize that Velinax is more than he seems. In that case, the doppelganger could attempt to expose Velinax by tripping up the elder orb in some way. In effect, it is possible that the elder orb's presence could neutralize the doppelganger's presence and vice versa.

If the adventurers discover that something is following them, then the doppelganger falls back a little. Allow any well-planned trap to snare either one or both of the doppelgangers, however. If one of them becomes the party's captive, it does not willingly reveal anything more than that it is a minion of the hive mother. If the characters find some way to make it reveal more, then it speaks about some of the hive's setup (including some of the beholders), but since it is usually busy doing Ixathinon's bidding, it doesn't know specific details about anything except its own work patterns as a minion.

A Desperate Plea

If the characters don't have enough initiative to keep moving forward to the final meeting with Ixathinon, this event can be placed anywhere that the DM wishes. A young, rash woman named Deena has been wandering the city trying to find her father. She looks pretty bruised and prodigious



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amounts of blood are splattered on her clothing. When the characters come across her, she is about to lapse into unconsciousness because of blood loss. Several stirges lie at her feet, dead. If the adventurers don't heal her within a round, she will die. If they can't heal her, then she has enough life to tell her story before dying. Read or paraphrase Deena's story, adding gaps where she has to gather strength to go on narrating, if appropriate:

"When I was a small girl, my father used to tell me stories about a beholder city that was torn apart from within by faction wars. As I grew up, I realized that these stories were actually legends that my father was researching. As time passed, he was able to pinpoint the area in which the city might be. A few months ago, we came to this area in an attempt to find the ancient city of the beholders and look upon it with our own eyes. As you can see, we found it. However, after a few hours of exploration, we came to realize that the city was not as empty of beholders as the legends stated. We found ourselves beset by a large beholder. During the battle, I was knocked unconscious. Somehow, my father was able to protect me from capture because when I woke up, he was gone and I was lying in a shallow cave-in in the duergar section."

Deena believes that the beholders have her father imprisoned somewhere in the city. In an effort to find and free her father, she has already been through many perils. If she is healed, she wishes to join the party on their journey through the city. Deena and her father, Garon, have only explored up to the point that the characters have when they meet up with Deena. If anyone in the party points out that Garon could be disintegrated, Deena will refuse to listen. Her "instincts" tell her that her father is still alive and probably up on the level high above them (Level 3).

As a matter of fact, Deena is correct. Garon is being held in one of the prison cells on Level 3. When the characters first encounter the prison cells, Garon calls out to them for help. Once they release him (see area 3-12, he will need some healing, but then he offers to join them. Although he wants to leave the city, he also wishes to prevent the beholders from causing trouble for the people living above the city. If Deena died earlier, then her father has added incentive to destroy those who killed her. At the very least, however, Garon has heard some of Ixathinon's plans to destroy all of the humans above. Because of his nature and beliefs, Garon cannot, in good conscience, leave the city until its evil denizens are rooted out.

Deena, hf F5: AC 4 (chain mail and buckler); MV 12; hp 31 (0 hp because of existing wounds); THAC0 16 (14 with *long sword* +1 and specialization); #AT 3/2; Dmg 1d8+4 (*long sword* +1 with Strength bonus and specialization); SZ M (5' 7"); ML elite (14); AL LG; XP 270.

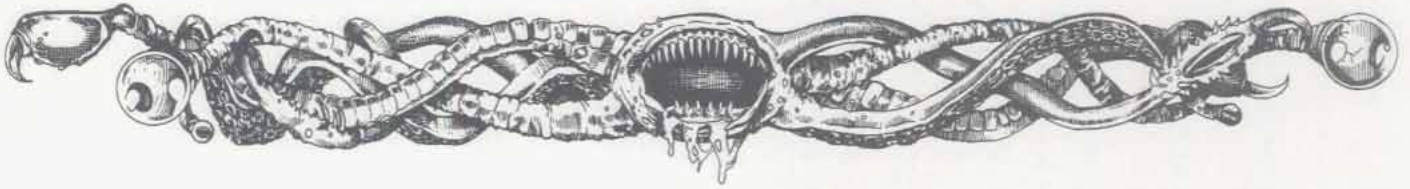
S 16, D 9, C 12, I 9, W 10, Ch 14.

Personality: rash, hot-headed.

Special Equipment: *potion of flying* (2), *long sword* +1, chain mail, buckler, backpack with five days of iron rations, flint and steel, blanket, torch, waterskin, 50-foot silk rope, pitons.

Proficiencies: hunting, long bow*, long sword*, mountaineering, navigation, rope use, speak common, speak regional (* denotes specialization).

Deena has been brought up by her father and some of his old adventuring friends. Because of this rough-and-ready upbringing, she tells things as they are. She has gone on some adventures with her father and his friends before, but this is the first time just she and her father have taken off to go find something. She isn't exactly sure why he decided to do this, but she has an idea that it must have something to do with one of her father's friends ridiculing the idea of a beholder city. Garon must want to find out things for himself before bringing the others along to look, she's decided.



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Garon, hm F9: AC 1 (*elven chain mail* +2, buckler, and Dexterity bonus); MV 12; hp 78 (43 hp because of existing wounds); THAC0 12 (9 with *long sword* +2, specialization, and Strength bonus); #AT 2/1; Dmg 1d8+5 (*long sword* +2 with Strength bonus and specialization); SZ M (5' 7"); ML elite (14); AL LG; XP 2,000.

S 17, D 15, C 12, I 13, W 11, Ch 9.

Personality: methodical, patient.

Special Equipment: (found in the cell next to his) *potion of flying* (2), *long sword* +2, *elven chain mail* +2, buckler, backpack with five days of iron rations, flint and steel, blanket, torch, waterskin.

Proficiencies: ancient history, hunting, long bow*, long sword*, navigation, rope use, speak common, speak regional (* denotes specialization).

Garon is a quiet man who thinks a lot. His patience has no bounds—which just disproves the “like father, like daughter” theory. Garon has been fascinated by the legends of the beholder city for several years now. Whenever he and his friends would take off for parts unknown, he would ask the locals in the area about any legends that they had heard. After years of research (and a hint from one of Qeqtoxii’s human personas), Garon finally figured out a possible location of the city and found that his research paid off. Now, however, he wants to rid the city of the current occupants—if only to protect the citizens living above it from the evil predations of the hive!

The Final Threshold

If Ixathinon is not warned by the dopplegangers of the adventurers’ arrival on Level 3, the hive mother doesn’t have any specific plans or traps set. As noted in area 3–6 (Ixathinon’s lair), there is a 75% chance of her being in her lair at the time of confrontation. If she is not in this area, then she is in the large audience chamber (25% chance if characters arrive here before going to area 3–6). When the party first crosses paths with Ixathinon, she will not hesitate to bring her full complement of powers to bear on them. She will also summon the other members of the hive, if she gets a chance. One thing she will certainly do is use her ability to defy gravity to her advantage and the adventurers’ disadvantage. If she gets into a bind, it is a

simple matter to blast a hole into the rock and swiftly depart (straight up into the air, if need be). Something could be said for leading a group of heroes into the midst of other beholders, a dangerous dead-end, or even off the edge of a precipice (if she can manage it).

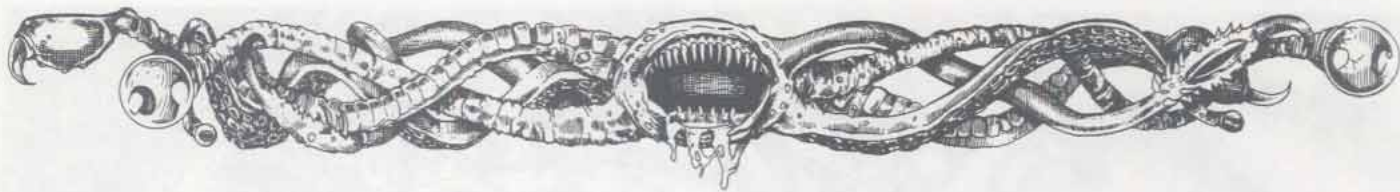
If the dopplegangers were able to warn her of the group’s arrival on Level 3, they encounter Ixathinon alone either in the hive mother’s lair or in the audience chamber (DM’s choice). When she sees the group, she acts as if she has been expecting them all along. While she won’t recognize Qeqtoxii in its human form (unless the dopplegangers know otherwise and have warned her), the hive mother knows that the elder orb put them up to this. If the characters attack before asking questions, she instantly counterattacks using all of the powers at her disposal. If not, read the following aloud when the characters first confront Ixathinon, adjusting as necessary:

Before you hovers an immense, spherical creature with many eyes. Instead of having stalks, however, this creature’s eyes circle its spherical form. Velinax whispers beside you in awe, “It’s the great hive mother . . . it must be! The eye configuration . . .”

Before he can finish his sentence, however, the creature talks. “So, you are the . . . adventurers that Qeqtoxii believes will kill me. I believe that the poor creature underestimated my power. Well, Qeqtoxii’s mistake will prove to be fatal to both you and that fool. Unless . . .” the hive mother pauses, as if thinking, “. . . you could provide some further details about Qeqtoxii’s operations outside this city so that there is a smooth transition when a new leader takes over,” the hive mother offers.

The adventurers can ask clarifying questions of the hive mother to find out what she means. If she discovers that they have no clue as to what Qeqtoxii was doing with the Unblinking Eye, then she immediately attacks. Once the battle is initiated, the adventurers have 1d4 rounds before Gazriktak (or Sikrewxes, if Gazriktak is dead already) arrives. Ixathinon set this up purposely so that she could scare the characters into surrendering. How-





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ever, if the group seems to be holding their own, she summons the other beholders into the fray by bellowing for them. After the summoning bellow, more beholders arrive every four rounds to help their hive mother defend herself. The order of arrival (barring earlier deaths) is as follows: Sikrewxes, Sespetoxri, and Khuxristul. Due to being somewhere in the lower levels performing an errand for the hive mother, Zulnethrac does not arrive on the scene until after Ixathinon has been killed.

Depending on how well the characters do, several outcomes are possible. If the party succeeds in killing Ixathinon, then they must face Qeqtoxii in its true form. If the characters exposed Qeqtoxii earlier, then the elder orb shows up after the characters take care of most of the dirty work. When Ixathinon is dead, all of the beholders stop fighting for a moment. When this happens, read the following aloud, adjusting as necessary:

Seconds pass after the death of Ixathinon. Suddenly, the one you knew as Velinax the Vermilion starts laughing. At first this laughing is purely human. Then, it changes, becoming deeper in tone. As you watch, Velinax's form distorts and becomes spherical. Eyes elongate from limbs. Finally, hovering before you with an evil smile crossing its huge face, is a beholder.

"Ilth K'hinax is mine! You have done well, my minions. Know that you have earned the gratitude of Qeqtoxii before you die!" the beholder exclaims as all of its eyestalks move into positions to cover each and every one of your group.

Qeqtoxii believes that any group capable of killing a hive mother is a major threat to it, so the elder orb will attempt to destroy the party. Of course, Zulnethrac doesn't like the fact that Qeqtoxii was able to destroy its beloved hive mother, so it will immediately attack Qeqtoxii (if Zulnethrac is still alive).

Wrapping Up

If the adventurers manage to survive the battle between beholders, then they can either explore the city (or the Underdark if you, as DM, wish) or they have to make their way back through the city to Cumbert above. Once they reach the surface, read or paraphrase the following:

Your time spent in Ilth K'hinax seems to have gone unnoticed by those living above the city. In the late afternoon sunlight, you see the citizens of Cumbert moving about their business, little realizing the threat that had been growing underground. With that threat removed, they can continue to go about their daily chores without the domination of the eye tyrants that had thrived below them.

Allow the characters to wrap up some loose ends in the city before they move on. Doing this gives them the chance to notice some of the more subtle changes in the city after the presence of the beholders is taken care of. For example, if the whole hive was destroyed, then the Unblinking Eye will suffer a power vacuum. This could lead to many faction wars within the streets of Cumbert. If the characters remain in town long enough to see this problem, then cleaning up this particular mess could provide them with several more challenges to overcome. Once that problem is taken care of, the adventurers could officially be recognized and thanked by the town.

On the other hand, if some of the beholders managed to escape during the final battle, then the characters could be wrapped up in trying to find and destroy them. This could lead the characters into several other adventures and could also give the party a major enemy to overcome in the future!

Award Guidelines

It is ultimately the DM's responsibility to hand out story and group awards to reflect how well the group has role-played, worked together, etc. However, some guidelines have been provided with this adventure that will help DMs in their final estimation of what to award a group in several specific

instances (not including the XP earned by destroying monsters). If the party wishes to advance more slowly (such as a group that has five or more adventures per level of advancement), then decrease the awards. If a party wishes to advance more quickly, then increase the awards. Of course, the DM can assign further points if the party does something unique (in other words, not listed here) that forwards the plot.

- Area 1–2 (Main Avenue): If the characters find the opening in the cave-in, award them a total of 2,000 points.
- Area 1–4 (Duergar Warrens): If the party discovers the tunnel system in this area, award them a total of 1,000 points. If they avoid the yellow musk creeper plant, then give them another 1,000 points.
- Area 1–6 (Freight Elevator and Pedestrian Ramp): If the characters avoid the elevator and take the pedestrian ramp up, award them a total of 1,000 points. If they take precautions going up the pedestrian ramp, then they earn another 1,000 points.
- Area 1–12 (General Housing): If the characters befriend the svirfneblin and help them leave the city, then they've earned a total of 5,000 points.
- Ceremonial Platform: If the characters make it up into the upper city (without Qeqtoxii's help), then they deserve a total of 5,000 points.
- If the characters destroy the dopplegangers before they reach Level 3, then award the party an extra 1,000 points for being on their guard.
- If the characters help Deena and Garon, then award them a total of 1,000 points. If they manage to get both of the fighters out of the city, then award the players another 2,000 points (1,000 per person saved).
- If the characters suspect that Velinax is not what he seems, then they earn a total of 5,000 points. If they conclude that Velinax is a beholder spy, then they should earn an additional 3,000 points.

Special Information and Major NPCs

The following sections contain information on blackstone, fighting standard beholders, and major nonplayer characters.

Blackstone

One of the staples of beholder magic and architecture includes the use of blackstone. Blackstone is created by the *wall of blackstone* spell, which is a 5th-level wizard spell. When cast, this spell creates black stone that can be shaped into whatever form the caster wishes. For every level of experience, one cubic foot of blackstone is created by the spell. Separate castings of this spell will not create a seamless wall of blackstone, however.

Once created, blackstone possesses all of the properties of natural rock. It is possible to make blackstone disappear for one round with a *dispel magic* spell or an anti-magic ray. *Dispel magic* temporarily eliminates two cubic feet of material for every experience level of the caster. An anti-magic ray eliminates all of the blackstone within the dimensions of the ray.

Fighting Standard Beholders

Beholders have different armor class values for different parts of the body. After a character makes a normal melee or ranged-weapon attack, the player must roll percentile dice to determine which part of the body his character is swinging at.

Roll	Location	AC
01-75	Body	0
76-85	Central eye	7
86-95	Eyestalk	2
96-00	One smaller eye	7

To attack a certain part of the body, a character must make a called shot, which not only adds a +1 to the character's initiative, but also gives the character a -4 penalty to hit.

Hit points are divided among a beholder's body components. Of the total hit points listed, two-thirds go to its body and one-third goes to its central eye. A combined eyestalk and small eye can sustain 5-12 (1d8+4) points of damage before being destroyed; however, these points don't count against the beholder's hit point total. The only way to kill a beholder is to reduce its body hit points to zero.

Major NPCs

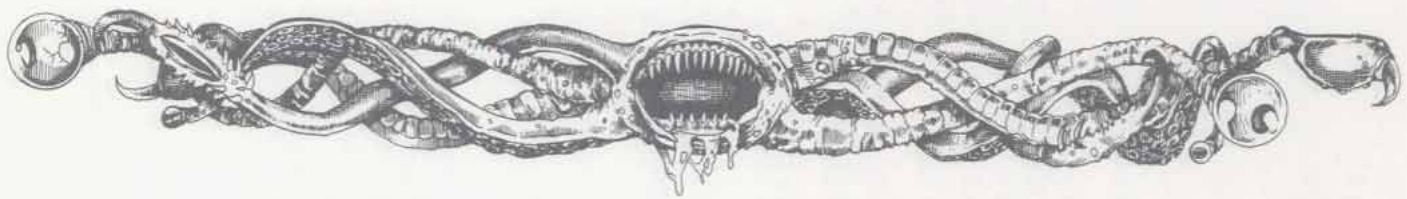
Here are the entries for all of the major NPCs in this adventure (in alphabetical order). Feel free to modify any of their statistics to suit game balance.

Gazriktak (True Beholder): AC 0/2/7; MV Fl 3 (B); hp 48; THAC0 11; #AT 1; Dmg (2d4); SA magic; SD anti-magic ray; MR nil; SZ M (3' diameter); ML fanatic (18); Int exceptional (16); AL LE; XP 14,000.

Eye Powers: Central—*anti-magic ray* (140-yard range, 90-degree arc before beholder; no magic functions in that area); 1st—*charm person* (as spell); 2nd—*charm monster* (as spell); 3rd—*sleep* (as spell, but only one target); 4th—*telekinesis* (250-lb. weight); 5th—*flesh to stone* (as spell, 30-yard range); 6th—*disintegrate* (20-yard range); 7th—*fear* (as wand); 8th—*slow* (as spell, but only a single target); 9th—*cause serious wounds* (50-yard range); 10th—*death ray* (as death spell, but single target, 40-yard range).

Gazriktak is a craven and obsequious creature among its own kind, always fearful that Ixathinon will become displeased with its service to the hive and kick it out. It is certain that disaster awaits around every corner and nightmares lurk in the darkest depths of Ilth K'hinax, waiting for the beholders to let down their guard. It wishes that the hive would return to its former home, but of course it will not reveal this to any of the other members for fear of being cast out.

If Gazriktak is present during the final confrontation between Ixathinon and the heroes, it will fight for the hive mother. However, if she dies and Zулnethrac is present, then Gazriktak will fight with Zулnethrac against Qeqtoxii. However, this is the only instance where Gazriktak fights on the same side as the characters.



Special Information and Major NPCs

Ixathinon (Hive Mother Beholder): AC -1; MV Fl 6 (A); HD 20; hp 130; THAC0 5; #AT 1; Dmg 5-20 (5d4); SA magic, magical items; SD anti-magic ray; MR 5%; SZ H (8' diameter); ML fanatic (18); Int genius (17-18); AL LE; XP 24,000.

Notes: Hive mothers swallow man-sized prey on a natural to-hit roll of 20. (While swallowed, a victim takes 5d4 damage every round until it is dead or it escapes. Due to the lack of depth to the hive mother's body and digestive organs, prey can escape on a normal attack roll.)

Eye Powers: Central—*anti-magic ray* (140-yard range, 90-degree arc before beholder; no magic functions in that area); 1st—*charm person* (as spell); 2nd—*charm monster* (as spell); 3rd—*sleep* (as spell, but only one target); 4th—*telekinesis* (250-lb. weight); 5th—*flesh to stone* (as spell, 30-yard range); 6th—*disintegrate* (20-yard range); 7th—*fear* (as wand); 8th—*slow* (as spell, but only a single target); 9th—*cause serious wounds* (50-yard range); 10th—*death ray* (as *death* spell, but single target, 40-yard range).

Ixathinon is a cruel and heartless creature, bent only on the fulfillment of her own agenda. She tolerates absolutely no insubordination from the beholders in her hive, and if she suspects betrayal, she ruthlessly and unrelentingly seeks redress. This may still take the form of subtle entrapment, rather than overt accusation and destruction, but she will not hesitate in this regard—her insistence on obedience is absolute.

The mind of Ixathinon is nearly flawless in its logic; she comprehends and manipulates information more complex and subtle than many of the most brilliant sages in the known world can manage. She delights in clever puzzles, riddles, and conundrums, although she becomes frustrated in their lack of challenge to her.

The hive mother's quest for knowledge is unrivaled, even among beholders; she is a voracious reader, sending minions out to scour the far reaches of the lands for new tomes and volumes. Her library is extensive, indeed. It was this persistence to the gathering of knowledge that led Ixathinon to her discovery of the lost beholder city of Ilth K'hinax.

If Ixathinon has one flaw, it would almost certainly be her extreme xenophobia. She does not believe that any other race of being has any merit, feeling that the only true path to ultimate beholder supremacy is the complete and total annihilation of all other sentient species. She realizes, however,

that sometimes it is necessary to use that which you hate in order to cause it to destroy itself, so she has checked her own abhorrence in the interests of building the hive to full glory. It is only with great personal revulsion and trepidation that she has implemented her plan to establish the criminal organization the Unblinking Eye and permitted her minions to interact with the surface dwellers.

In addition to the hive treasure, Ixathinon has a handful of magical items for her personal use. She keeps these items in a small satchel that she either carries in her mouth or totes around using her *telekinesis* power. In order to use many of these items (or any others she may come across during the adventure), Ixathinon has to close her central eye and shut down her *anti-magic ray*. She wields the two wands in her mouth.

The magical items in Ixathinon's possession include *potions of fire breath*, *invisibility*, and *polymorph self*; *wands of magic missiles* (63 charges); and *wonder* (47 charges); *tomes of clear thought* and *understanding* (Ixathinon has not gotten around to using these yet); two *ioun stones* (pearly white spindle, regenerates 1 hp/turn; dusty rose prism, grants +1 protection bonus to AC); and a *cube of force*.

Fighting the Hive Mother: The hive mother has only two combat locations: the body and the central eye. Lesser eyes cannot be struck in combat—even by accident. Called shots on the hive mother add a +1 penalty to the initiative and give the attacker a -4 penalty to his attack roll.

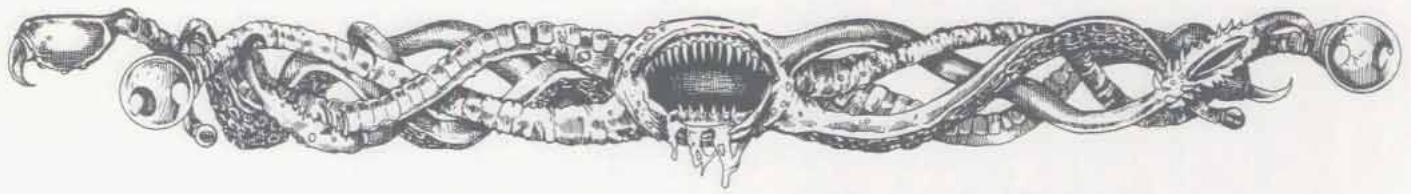
Roll	Location	AC	Hit Points
01-20	Body	0	20 HD
91-00	Central eye	7	15 hp

Khuxristul (Beholder Mage): AC -1; MV Fl 3 (B); hp 60; THAC0 11; #AT 1; Dmg 2d4; SA magic; MR nil; SZ M (5' diameter); ML fanatic (18); Int genius (18); AL NE; XP 13,500.

Special Equipment: necklace of missiles, necklace of protection.

Eye Powers: 1st—*charm monster* (as spell); 2nd—*telekinesis* (250-lb. weight); 3rd—*flesh to stone* (as spell, 30-yard range); 4th—*disintegrate* (20-yard range); 5th—*death ray* (as *death* spell, but single target, 40-yard range).

Spellstalker: feather fall, hold portal, blindness, knock, dimension door.



Special Information and Major NPCs

Khuxristul lost its central eye in a skirmish with a small patrol of duergar many years ago. Rather than slink off to die somewhere, though, it decided to attempt to master the ways of magic. Through long, painstaking research, the beholder began to understand the nature of magic and was able to transform some of its eyestalks into spellstalks. It was very careful in its selection of spells, however, for it understands the true nature of combined fire-power—he never travels alone, instead pairing with one of the true beholders and complementing its eye powers with its own spells.

The other beholders never scorned Khuxristul, although most of them secretly pitied the beholder mage its lost eye. However, in recent years, as its mastery of the magical arts has come to full fruition, the others have come to understand and appreciate exactly how well it complements their own abilities. Now, each of the other beholders vies for the privilege of being partnered with Khuxristul.

Most of Khuxristul's items are either in its laboratory/lair or in Ixathinon's library, but it carries some of its more useful items. Among these items are a *necklace of missiles* (with three 2-HD, one 4-HD, one 6-HD, and one 8-HD missiles left on it) and a *necklace of protection* (provides a +1 to AC) that are securely wrapped around two different eyestalks. Khuxristul uses the *necklace of missiles* by training its eyestalk of *telekinesis* on it to make it release one of the globes and then sending the globe to its target telekinetically.

During the final confrontation with Ixathinon, Khuxristul fights for Ixathinon. If the hive mother dies and Zulnethrac isn't present, then Khuxristul helps Qeqtoxii. Should Zulnethrac be present, however, the beholder mage fights Qeqtoxii.

Fighting the Beholder Mage: The only difference between fighting a true beholder and a beholder mage is that the damage to the central eye does not count against its total hit points.

Qeqtoxii (Elder Orb Beholder): AC 0/2/7; MV Fl 3 (B); hp 75; THAC0 5; #AT 1; Dmg 2d4 (bite); SA eye powers, spells; SD anti-magic ray, immunity to *sleep*, *charm*, and *hold* spells; MR 50%; SZ M (6' diameter); ML fearless (19); Int godlike (23); AL LE; XP 18,000.

Special Equipment: *bag of holding*, *spellbook*, *potion of extra healing*, *potion of gaseous form*, *potion of human control*, *potion of water breathing*, *amulet of proof against detection and location*, *Daern's instant fortress*.

Eye Powers: Central—*anti-magic ray* (140-yard range, 90-degree arc before beholder; no magic functions in that area), plus the following eye powers: 1st—*charm person* (as spell); 2nd—*charm monster* (as spell); 3rd—*sleep* (as spell, but only one target); 4th—*telekinesis* (250-lb. weight); 5th—*flesh to stone* (as spell, 30-yard range); 6th—*disintegrate* (20-yard range); 7th—*fear* (as wand); 8th—*slow* (as spell, but only a single target); 9th—*cause serious wounds* (50-yard range); 10th—*death ray* (as *death* spell, but single target, 40-yard range).

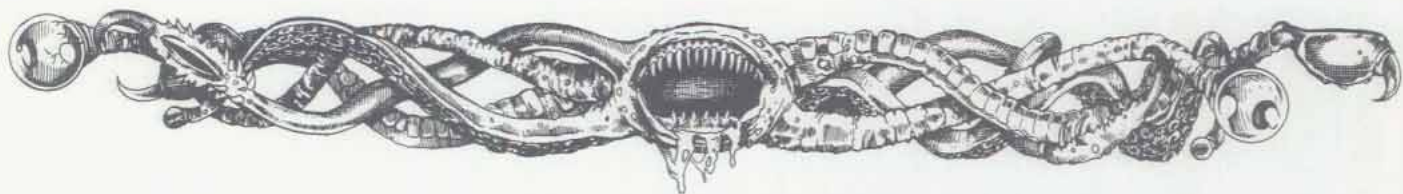
Spells (Qeqtoxii can only memorize one spell per level at a time): 1st—*feather fall*, *hold portal*†; 2nd—*darkness 15' radius**, *detect invisibility**, *ESP**†, *knock*; 3rd—*dispel magic**, *protection from normal missiles**†; 4th—*control death tyrant***, *dimension door*, *extension I*, *instruct spectator***, *polymorph self*† (note that polymorphing itself into humanoid form does not allow Qeqtoxii to cast spells with material or somatic components); 5th—*contact other plane*, *teleport*†, *wall of blackstone***, *wall of force**; 6th—*extension III*†, *geas*; 7th—*phase door*, *power word stunt*†, *teleport without error*, *vanish*; 8th—*create death tyrant***, *mass charm*, *power word blind*†; 9th—*Mordenkainen's disjunction*, *power word kill*, *prismatic sphere*†, *time stop*.

† Indicates favored memorized spell. * Indicates an elder orb variation on an existing spell; it requires only verbal components, takes twice as long to cast as the normal variety, and is known only to elder orbs. ** Indicates a special spell that appears in *I, Tyrant*.

Qeqtoxii is a brilliant and cunning creature, able to plan for almost any contingency and detect and eliminate all flaws in logic in its complex schemes. If it has one shortcoming, it is understanding the nature of human thinking, which isn't always logical at all. Since it has begun interacting with them, however, it is getting better.

Qeqtoxii craves power above all else. It burns with the desire to overthrow the hive mother it currently serves and take her place. The elder orb has insinuated itself into her hive in the guise of a true beholder and bides its time until it can usurp her. Its plans for this are complex and time-consuming, but the elder orb is patient. It has worked for several years to make this a reality.

Qeqtoxii will not allow its enemies to detect and corner him; if it is in danger of direct contact, it will use whatever means it has at its disposal to escape notice, most likely through the use of spells. It is definitely not in Qeqtoxii's best interests to be seen by the characters in its true form until its plan has been accomplished. At that point, of course, Qeqtoxii feels



Special Information and Major NPCs

no compunction in revealing itself to the characters and destroying them. The elder orb believes that the characters are tools to be used. As with all tools, however, they can fall into the wrong hands and be “misused,” either by someone else or of their own volition.

Qeqtoxii has several magical items at its disposal, which it can easily use when necessary. The first of these is a *bag of holding*, which stores all the elder orb’s other magical items and important possessions, including its spellbook. Other items include potions of *extra-healing*, *gaseous form*, *human control* (humans), and *water breathing*; an *amulet of proof against detection and location* (which has been specially crafted to be worn around one of its eyes, and which it wears rather than stores); and a *Daern’s instant fortress*.

Note: Some of these magical items may have been consumed during the previous adventures; feel free to replace them if this is the case.

Fighting Qeqtoxii: When fighting elder orbs, use the same table and information presented earlier that describes true beholders.

Sespitoxri (True Beholder): AC 0/2/7; MV Fl 3 (B); hp 57; THAC0 9; #AT 1; Dmg (2d4); SA magic; SD anti-magic ray; MR nil; SZ M (4’ diameter); ML fanatic (18); Int exceptional (16); AL LE; XP 14,000.

Eye Powers: Central—*anti-magic ray* (140-yard range, 90-degree arc before beholder; no magic functions in that area); 1st—*charm person* (as spell); 2nd—*charm monster* (as spell); 3rd—*sleep* (as spell, but only one target); 4th—*telekinesis* (250-lb. weight); 5th—*flesh to stone* (as spell, 30-yard range); 6th—*disintegrate* (20-yard range); 7th—*fear* (as wand); 8th—*slow* (as spell, but only a single target); 9th—*cause serious wounds* (50-yard range); 10th—*death ray* (as *death spell*, but single target, 40-yard range).

Sespitoxri is a greedy creature, even for a beholder. This beholder hoards whatever wealth it can find, trying to keep it a secret even from the other hive members. Sespitoxri fears that others may discover its riches and take them from it, so it is also a very nervous beholder. It has guarded its secret hoards with all manner of mundane and magical traps to prevent thievery. Its worst phobia is for Ixathinon herself to find out about its treasure and order the greedy beholder to surrender the treasures to her. Were such an event to occur, it would likely attempt to flee with the treasure rather than give it up. Its loyalty lies only with its wealth.

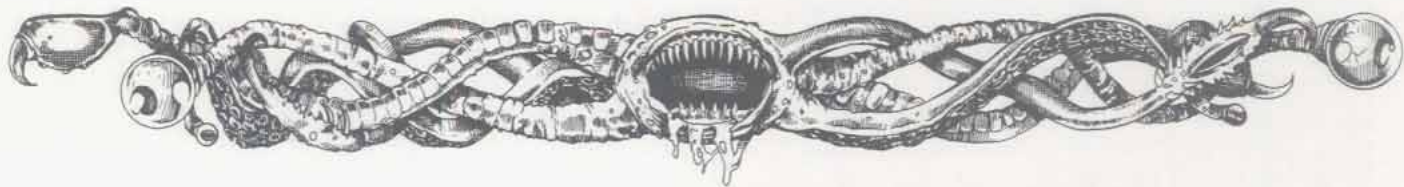
Although Sespitoxri will help Ixathinon during the final confrontation between her and the characters, this greedy beholder flees the moment she dies. Once clear of the battle scene, Sespitoxri will head for its hidden treasure and hide until it thinks the whole affair is over. If the adventurers find it after the final confrontation is over, Sespitoxri fights to defend its precious treasure, but it also takes the first opportunity to flee if things start going badly.

Sikrewxes (True Beholder): AC 0/2/7; MV Fl 3 (B); hp 64; THAC0 7; #AT 1; Dmg (2d4); SA magic; SD anti-magic ray; MR nil; SZ M (4’ diameter); ML fanatic (18); Int exceptional (16); AL LE; XP 14,000.

Eye Powers: Central—*anti-magic ray* (140-yard range, 90-degree arc before beholder; no magic functions in that area); 1st—*charm person* (as spell); 2nd—*charm monster* (as spell); 3rd—*sleep* (as spell, but only one target); 4th—*telekinesis* (250-lb. weight); 5th—*flesh to stone* (as spell, 30-yard range); 6th—*disintegrate* (20-yard range); 7th—*fear* (as wand); 8th—*slow* (as spell, but only a single target); 9th—*cause serious wounds* (50-yard range); 10th—*death ray* (as *death spell*, but single target, 40-yard range).

This political beholder is perhaps the most sinister of all within the hive. It seeks only to play games with the balance of power among the rest of the beholders, trying to set one against another through shrewd and subtle trickery. Most of the other hive members are aware of Sikrewxes’s plotting ways, so they are careful with information it gives them. Still, it has developed the art of deception to such a level that it manages to manipulate the other beholders on occasion. Ixathinon is aware of Sikrewxes’s games, but she has chosen (for the time being) to ignore them and see if any of the other hive members take affront at its actions and retaliate.

Because it loves to meddle with the balance of power, Sikrewxes doesn’t take sides with any of the beholders if Ixathinon dies. While it does obey Ixathinon’s commands while she’s alive, the moment she dies, Sikrewxes tries to keep the different sides fairly balanced. This political beholder does this so that he can be assured of being on the winning side once it’s all over. If this means that only the meddling adventurers are left when all is said and done, then so much the better for Sikrewxes. It can take all of the hive’s treasures and go on its merry way once it takes care of the characters.



Special Information and Major NPCs

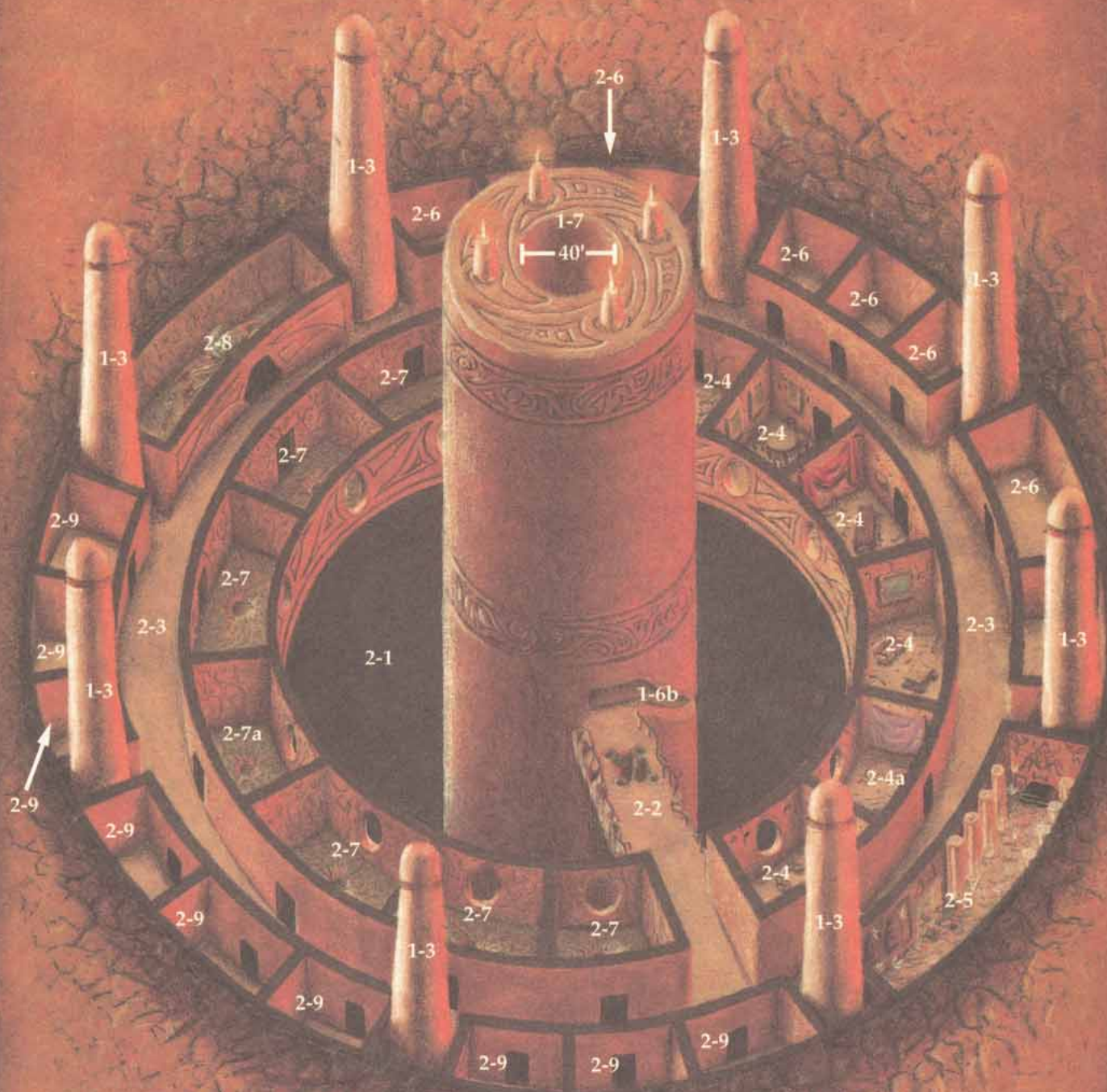
Zulnethrac (True Beholder): AC 0/2/7; MV Fl 3 (B); hp 72; THAC0 5; #AT 1; Dmg (2d4); SA magic; SD anti-magic ray; MR nil; SZ M (5' diameter); ML fanatic (18); Int exceptional (16); AL LE; XP 14,000.

Eye Powers: Central—*anti-magic ray* (140-yard range, 90-degree arc before beholder; no magic functions in that area); 1st—*charm person* (as spell); 2nd—*charm monster* (as spell); 3rd—*sleep* (as spell, but only one target); 4th—*telekinesis* (250-lb. weight); 5th—*flesh to stone* (as spell, 30-yard range); 6th—*disintegrate* (20-yard range); 7th—*fear* (as wand); 8th—*slow* (as spell, but only a single target); 9th—*cause serious wounds* (50-yard range); 10th—*death ray* (as death spell, but single target, 40-yard range).

Zulnethrac is Ixathinon's most trusted minion, a very well organized and thorough creature. As a result, the hive mother has placed Zulnethrac in charge of the protection of Ilth K'hinax. It has been instructed to prepare defenses, stock certain areas with monsters, and prepare patrol schedules for the more intelligent of the subservient races to follow.

This arrangement suits Zulnethrac well, as it is a vicious and stern creature, demanding absolute obedience and punctuality from its troops. It rules through fear but also through understanding of exactly what is expected; those servant creatures who follow orders precisely are treated well, while those who slip up or slack off are severely punished. On more than one occasion, Zulnethrac has summarily executed certain disobedient servants, making examples of them to the rest of its minions.

If Zulnethrac is present at the final confrontation, it does all it can do to aid the hive mother. After Qeqtoxii reveals itself upon the death of Ixathinon, Zulnethrac attempts to avenge the hive mother's death by killing the elder orb. While the beholder doesn't much care for the characters, it certainly wants Qeqtoxii to pay for the crimes it did. As a result, the adventurers find themselves on the same side as Zulnethrac and any of the other beholders willing to follow Zulnethrac's lead. This doesn't mean that any of the beholders attempting to kill Qeqtoxii will protect the characters, though. In fact, if a character gets in the way of it, Zulnethrac will not hesitate to kill that character.



MAP 2: Level 2

Advanced
Dungeons & Dragons[®]
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Eye to Eye

For four to six characters of levels 8–12

by **Thomas M. Reid**

Deep below the surface lies an ancient beholder city called llth K'hinax. In times past, hundreds of beholders called it home—until simmering rivalries within their society exploded into warfare. The few survivors fled, leaving the city deserted for hundreds of years. However, the story of llth K'hinax's glory was passed down from one generation of beholders to the next. Now, after countless years of self-imposed exile, the beholders are back!

After securing the city, the hive mother of llth K'hinax implemented a plan to wipe out all the beings living above it. Unfortunately for the beholders, several facets of the hive mother's plan have been revealed through the exploits of a party of adventurers. Now, this group of heroes must meet eye to eye with llth K'hinax's newest occupants in an effort to stop the hive mother's pernicious plan!

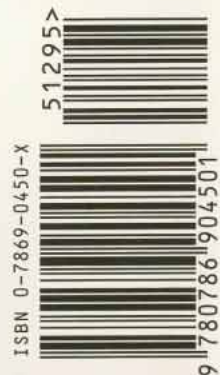
Eye to Eye is the last of three adventures featuring the nightmarish beholder. It can be played as an individual mission or as part of the series that began with *Eye of Pain* and continued in *Eye of Doom*.

TSR, Inc.
201 Sheridan Springs Rd.
Lake Geneva
WI 53147
U.S.A.



TSR Ltd.
120 Church End
Cherry Hinton
Cambridge CB1 3LB
United Kingdom

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