





# Touch of Madness

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Many centuries have passed since the people of Kortian Valley lived under the rule of the tiefling empire of Bael Turath, and during the hemorrhages that marked the old nation's final days, the Kortian Valley was one of the first lands to have wrestled its way free from the tyranny of the tiefling warlocks. In its heyday, this valley served as an important route through the Kadagast Mountains, seeing traffic from all over the world. However, as the darkness fell about the land after dragonborn and tiefling battled to the end of both their empires, the roads were safe no longer, and outlying settlements vanished under the weight of unspeakable evil.

"Touch of Madness" is the first installment of *The Tear of Ioun*, a three part mini-campaign for the *Dungeons & Dragons* game. Designed for five 10th-level characters, you can easily adapt it for smaller and larger groups of higher or lower level characters by simply adjusting the number of monsters present and the amount of treasure.

The Kortian Valley is a point of light in the otherwise dark world of the D&D campaign. Beyond the town's borders and the gloomy landscape around, people know little about the world, giving you the ability to drop this community and adventure into any campaign setting you like.

## WHAT YOU NEED TO PLAY

This adventure makes use of the *Player's Handbook*, *Dungeon Master's Guide*, and *Monster Manual*. Having copies of the *Spell Compendium*, *Magic Item Compendium*, and the *Rules Compendium* can enhance play, but aren't strictly necessary. Finally, when this adventure references rules from other sources, any pertinent information for running the encounter is included here. Within this adventure, abbreviations indicate materials that appear in other supplements. Those supplements and their abbreviations are as follows: *Book of Vile Darkness* (BV), *Complete Adventurer* (CA), *Complete Arcane* (CAr), *Complete Mage* (CM), *Complete Warrior* (CW), *Dungeon Master's Guide* (DMG), *Dungeon Master's Guide II* (DMG2), *Exemplars of Evil* (EE), *Fiend Folio* (FF), *Libris Mortis* (LM), *Lords of Madness* (LoM), *Lost Empires of Faerûn* (LM), *Magic Item Compendium* (MIC), *Manual of the Planes* (MP), *Miniatures Handbook* (MH), *Monster Manual* (MM), *Monster Manual II* (MM2), *Monster Manual III* (MM3), *Monster Manual IV* (MM4), *Monster Manual V* (MM5), *Player's Handbook* (PH), *Player's Handbook II* (PH2), and *Spell Compendium* (SC).



## ADVENTURE BACKGROUND

Beyond the mortal world, somewhere outside the infinite bounds of the Astral Sea, the Far Realm exists. Not tied to the reality of gods and mortals, the Far Realm is world of contradictions, a place of constant creation and evolution checked by the ever-present tide of destruction. The Outside is a sea of possibilities, where the diseased imaginations of a fevered brain take form. Here the stuff of madness seethes—the personification of becoming and ending all bound together in a seething soup of acidic slime, shivering tentacles, and shuddering, sentient, awfulness.

As deadly as the Far Realm is to mortals of this world, it breeds life of its own, conjuring myriad shapes and nightmarish fusions of disparate beings, ranging from the infinitesimal to the colossal, from the meekest victim to the most aggressive monster. These entities are trapped in an endless cycle of consumption and creation, of extinction and rebirth, in a place always in flux. So long as they remain beyond the reaches of the mortal world, the Far Realm and all its madness poses no risk to mankind. Horrifically, though, the Outside ever seeks to expand into the structured universe of mortals, bulging outward to force its essence into the Material Plane, leaking its putrescence to breed inexplicable horrors, and altering existing creatures into new and terrifying forms. Nightmarish beholders, the insane aboleths, and other aberrant creatures infest the mortal realm like vermin, spreading their corruption through all things to breed and consume, to create and conquer, and to seize this world and remake it into their own perverted image.

Given the results of mortal contact with the Far Realm and the maddening changes it bestows, one wonders what sort of mortal might seek out this place. Who sets out to learn its secrets and master its horrid powers? Truly, such efforts are the province of the insane, the gibbering, and the soulless, for each breaching of the planar bounds enables more of its essence to ooze forth and alter more of the natural world. Each new aberrant creation weakens reality's integrity and threatens to sunder the works of the gods in one spectacular orgy of destruction. Only the truly mad would ever seek such an end, no matter how curious or how depraved, but, perversely, mortals seem drawn to this dreadful place, setting aside all caution and all common sense to embrace the sheer awfulness of the Far Realm so that they may bathe themselves in its effulgent glory.

## Ioun and the Kaorti

Long ago, the goddess of knowledge Ioun, in thanks for mortal aid in the divine struggle against the Primordials, entrusted humanity with a sacred gift. This gift existed in the form of several fist-sized stones that shone with the light of one thousand suns and were said to contain the world's knowledge for those with the fortitude to withstand their blinding light. To safeguard these holy stones, Ioun's church established orders of holy knights and religious scholars, the former to protect the stones and ensure their access to any and all who would learn, and the latter to tease forth their mysteries. One such order, their names a curse unto this day, was the Kaorti.

As the goddess of knowledge, Ioun commands her mortal servants to seek out and apprehend knowledge in all forms and disseminate it to their fellow people. Rather than hoard this learning as Vecna's dark priests would have it, Ioun priests sought to educate the minds of their fellows and enlighten all with the wisdom of their mistress. While all of Ioun's priests enthusiastically cleave to their goddess's tenets, even the most fanatical understands some knowledge is too wicked to be unleashed, and so in their search for learning, certain tomes and scrolls remained safe within the temples. These were available to those who wanted to study them, but the priests never advertised their existence.

For some of Ioun's priests, this tactic felt like a concession to Vecna and his secretive ways. These zealots believed that all knowledge, no matter its content, should be learned and taught, no matter the repercussions. Leading this reckless charge were the Kaorti, a faction of scholarly priests charged with guarding the *Tear of Ioun*, the largest and most powerful Ioun stone of them all. A charismatic young man of exceptional talent named Volarn led this zealous band, and through his obsession with forbidden texts, he carried his order to the brink of annihilation.

### WHO THE HECK IS IOUN?

Ioun is one of the new deities from D&D 4th Edition. A deity devoted to knowledge and prophecy, she is one of several new deities your characters will be able to devote themselves to in the new edition.

In the future, this adventure, and the two in this adventure arc that follow in the coming weeks, will be updated to 4th Edition. To prepare for that eventuality, we went ahead and started using some information from the new edition's mythology right here.



### The Scrolls of Tireon

Aside from their roles as houses of worship, Ioun's temples also function as repositories for tomes and scrolls. The larger church chose the Kaorti temple to house the more dangerous writing since it was positioned high in the mountains on the actual grave of Radagast, an ancient mystic and prophet of the goddess. With access to such works, Volarn spent much of his time examining the writings and becoming obsessed with their contents. While searching for a ritual of infernal binding for a colleague in the capital city of the empire, Volarn happened upon a set of strange scrolls written by an eladrin mystic. The tiny writing, strange diagrams, and schematics for wondrous artifacts drew him in and revealed to him the wonders of the Far Realm.

Mild curiosity evolved into unhealthy obsession as he learned more and more of this other place. The writer, according to the text, pierced reality, creating a pinhole into the Far Realm to learn what lurked beyond. What the writer saw filled him with dread, so he sealed up the cosmological wound with potent wards, but not before something slipped free. A tiny creature, something like a tadpole, but fleshier and with numerous tentacles sprouting from its body, wormed through the rift. When it touched the author's flesh, it burrowed inside, awakening all manner of strange sensations and hallucinations, and it filled his mind with the schematics to erect a more permanent portal. Volarn instantly grew intrigued, and so he devoured the scrolls, reading and

rereading them to learn all he could. He quietly shared his findings with his closest friends at first and with their support he eventually turned the entire temple to the task of recreating the ancient experiment and journeying into the unknown. Those who disagreed vanished, so that those who harbored doubts learned to keep them secret.

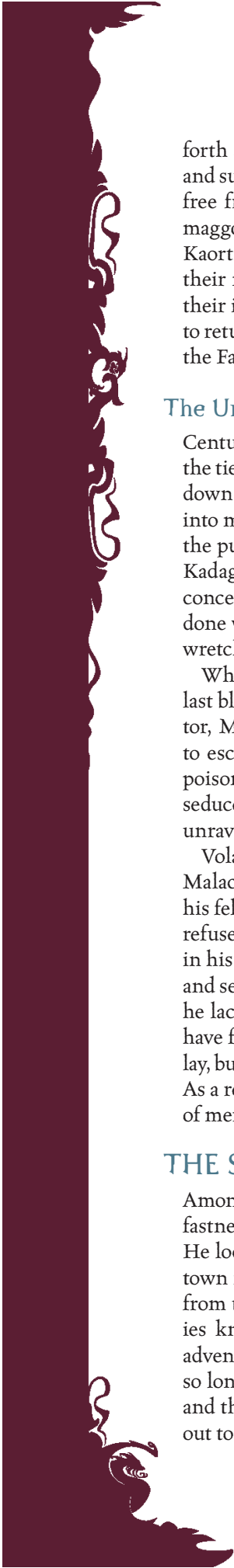
It took a decade, but the Kaorti completed the device described in the scrolls, constructing a massive orrery that marked the passage of Domains through the Astral Sea. Fearing contamination through exposure to the potent energies of the Outside, the Kaorti also assembled black body suits that would protect them from corruption. All was ready as described in the eladrin's memoirs, but nothing worked. Volarn realized the orrery needed a power source and so used the *Tear of Ioun*, placing it in the heart of the great machine. As he pulled his hands away, the great orbs shuddered, rotating around the shining artifact. They picked up speed, and an arc of light lanced forth from the stone only to vanish into what seemed to be a writhing fold in time and space. Volarn and his fellows quickly donned their gear and stepped toward the squirming hole, unmindful of the queer effect it had upon the goddess's gift.

The corrupting influence issuing from the rift bathed the stone with dread power, altering its nature so it gathered the loosed power of the Far Realm. Even as the orrery picked up speed and a gateway into the Far Realm appeared, the *Tear's* light ebbed as black fissures spread across its surface. Even as the relic began to fail, the Kaorti stepped through the portal, leaving the Middle World for the unspeakable vistas of the Outside. When the last vanished, the stone flickered and went dark, causing the eldritch power keeping the gate open to fail. The *Tear's* weird movements halted and snapped shut with such force that it blew apart the orrery, sundering the tower and sealing the reckless priests in the Beyond.

### Kaorti Reborn

With the portal closed, the explorers found themselves adrift in a churning ocean of acidic slime, wriggling tentacles, and glaring eyes that dripped clots of ochre-colored pus. The suits they wore held at bay the corrupting influence for a time, but not forever. Not much time passed before the tendrils of recreation insinuated themselves into the folds of their clothing, impregnating them with the horrific warping effects of the Far Realm. One by one, their forms bloomed bizarre corruptions, and their flesh split open to issue





forth a torrent of squirming viscera replete with cilia and suppurating orifices. Horns of calcified sinew tore free from the flesh, bursting in torrents of lavender maggots and streaming yellow bile. Each day, the Kaorti bore humiliating torment after torment until their minds snapped as one, jettisoning all notion of their identities. They clung to one goal: They yearned to return to the mortal world and share the wonders of the Far Realm's dread gift.

### The Uncertain Dreams of Black Malachi

Centuries after the Kaorti were lost to the Far Realm, the tiefling empire collapsed into ruin, its cities pulled down and people scattered. The *Tear of Ioun* passed into myth and no one remembered the Kaorti or even the purpose of the ruined tower in the heights of the Kadagast Mountains. Although the passage of years concealed much of these ancient sins, not all were done with them—in the wastes of the frozen north, a wretched warlock named Malachi dreamed.

What Malachi did not know was that he was the last blood relation to Volarn. To his imprisoned ancestor, Malachi represented the last hope of the Kaorti to escape. Touching his mind while he slept, Volarn poisoned his thoughts with glimpses of the Outside, seduced him with the promise of incredible power, and unraveled his sanity to make him his creature.

Volarn appeared in his dreams, demanding that Malachi construct a new orrery to release him and his fellows from their prison. Finding it impossible to refuse, Malachi began the labored process of following in his ancestor's steps with the aid of a legion of slaves and servants. As his work neared completion, he knew he lacked one component: the *Tear of Ioun*. He might have fetched the relic himself had he known where it lay, but he felt compelled to remain and finish his work. As a result, he turned to his servants, a vile menagerie of mercenary and scum, to do the work for him.

### THE STORMCROWS

Among the many agents that spread out from Malachi's fastness, Kylus proved the most cunning and craven. He located the old Kaorti temple not far from a small town named Wellspring. Rather than pluck the stone from the tower himself, he hired a band of mercenaries known as the Stormcrows. A talented group of adventurers, they had a reputation for taking any job so long as the pay was right. When he laid out the job and the reward he offered, they readily agreed and set out to recover the relic.

They found the tower, fought its mutated inhabitants, and located the *Tear* as Kylus had hoped. However, none were prepared for the corruption the stone contained, and when Elomiir, the party's leader, picked up the *Tear*, his body betrayed him, transforming him into a hideous abomination. Madness spread through their ranks, and their bodies were altered by proximity to the stone until they became as the monsters that dwelled in the ruined tower. Elomiir decided they must serve the stone and protect it from those who would seize it for their own evil. Thus they have remained, worshiping the *Tear of Ioun* as if it were a god, offering up filthy prayers and bloody sacrifices and exulting in the ruin of their own flesh, while queer creatures from the bowels of the earth have come to vow service to these new mad masters.

### Shathrax and the Theft

While Kylus waited for the Stormcrows, he had the misfortune to be discovered by a mind flayer named Shathrax. This vile creature had long lived beneath the town, plotting to enslave the human population and make servants of them. As Shathrax slipped his tentacles into Kylus's mind, drinking deep the bloody gobbets of his flesh, he was startled to learn of the *Tear* and its location. Well aware of the item's powers and connections to the Far Realm, the *Tear* presented an excellent opportunity to put his own plans in action. Thus Shathrax sent forth his dark one mercenaries to recover the relic, stealing it from the corrupted Stormcrows so that they could bring it back to him in his fortress below the town. Little did Shathrax expect the theft would stir up the Stormcrows and throw all of his plans into disarray.

### ADVENTURE SYNOPSIS

"Touch of Madness" follows a simple structure in which a frontier comes under attack and it falls to the adventurers to protect it. However, the attackers are no orcs or goblins; they are something far stranger and their appearance leads many people in the community to believe that more attacks will follow. The only way to save the town, then, is to find out who's behind the attacks and change their minds—forcefully if necessary.

Thus, from the recovering town, the heroes cross the valley, brave the perils of the dark forest, and climb the slopes into the old, rugged Kadagast Mountains as they follow the well-marked path left by their attackers. The trail ends at a ruined tower overlooking a deep ravine. It's readily apparent that something is wrong because

## CHANGED CREATURES

Exposure to the *Tear of Ioun* triggers strange changes in living creatures. Living creatures within 120 feet of it must succeed on a DC 25 Fortitude save or become corrupted. Such creatures change their alignment to any evil. Humanoids gain Aberration Blood (LoM 178) as a bonus feat. This feat grants an aberrant feature with a corresponding benefit as follows:

Aberrant Feature	Benefit
Bulging eyes	+2 bonus on Spot checks
Flexible limbs	+2 bonus on grapple checks
Segmented eyes	+3 bonus on Search checks
Slimy skin	+4 bonus on Escape Artist checks
Sticky fingers	+3 bonus on Climb checks
Tail	+4 bonus on Balance checks
Webbed hands	+4 bonus on Swim checks

Creatures physically touching the relic must succeed on a second DC 25 Fortitude save or gain the corrupted template (BV 186).

littering the ground around the structure are rotting corpses and ghouls that feast upon them. When they venture into the tower, the PCs find themselves facing a myriad of dangerous threats but also discover the cause of the attacks: the theft of an ancient relic said to hold great power.

## ADVENTURE HOOKS

Since the adventure begins in the town of Wellspring, you'll need to come up with a reason for why the player characters are there in the first place. You can use any one of the following adventure hooks or come up with one better suited for your campaign.

**Between Adventures:** Being a haven of civilization in an untamed wilderness, Wellspring is an ideal place to purchase supplies, rest, and relax. The characters could be here between quests to take some well-deserved downtime or they may even come to the community to train (or retrain) for class features, skills, and feats. Wellspring is large enough for the PCs to get needed ingredients to create magic items or to research other mysteries involved with past or future adventures.

**Rumors of Adventure:** Situated as it is on the frontier, adventurers frequently come to Wellspring to mount expeditions into the Harrow Wood and the Kadagast Mountains. Rumor holds that old portals to the Feywild still stand in the woods, and portals to other darker and stranger lands lay in the heights of

the looming mountains beyond. In addition, the peaks are home to a variety of old ruins—remnants of Bael Turath—and so those seeking fortune and power often prowl the heights in search of tombs to plunder and dungeons to explore.

**Pilgrims:** For the church of Ioun, Wellspring is a holy site. At this location, Rastophen received the blessing of the Goddess and founded an ancient order dedicated to protecting her gift. As a result, many pilgrims come to Wellspring to pay homage to Rastophen at what they believe is his tomb at the center of town. The church hires guards to accompany pilgrims and protect them from the hazards of cross-country travel.

## WELLSPRING

Nestled in a valley formed by two arms of the Kadagast Mountains, Wellspring is a small town on the edges of civilization. Home to almost two thousand souls, Wellspring's folk are mostly farmers and fishers. Cultivated farmland surrounds the community, and well-worn paths to Kord's Tankard, a deep lake fed by runoff from the mountains, crisscross the land. The old empire road wends down from the North Pass, worming through the valley and reminding the locals of days when travel was much safer than it is today. Paved with cut stone quarried from faraway, they still see the occasional wagon and caravan from the north, laden with goods to trade for barrels of Wellspring's famous salted fish.

The most common travelers, though, are the pilgrims. These strange men and women devote themselves to the goddess Ioun. Each year brings another crop of devout to the town's center, where they pay their respects to the old tomb of Rastophen. Wellspringers are famous for being suspicious of gods and their servants. When viewing the old worn statue with its bird droppings and years of corrosion, they can't help but wonder if it actually marks the grave of this old cleric. Naturally, they keep their doubts to themselves so they don't anger the pilgrims, who are free with coin and play an important part in Wellspring's economy. When in view of the pious, Wellspringers are gracious hosts quick to doff their caps to the old faceless statue standing in the center of their town.

Wellspring's businesses ring the town square, and they include a general store, the Blue Plate (a restaurant and taproom), and a few other small shops that cater to the traveling types. Beyond the square, narrow streets wind through tightly packed homes, many of which rise two or three stories and lean out over the streets.





The roads are cobbled and generally clean—the rains are frequent enough to wash the detritus into the river. Four bridges in the community allow passage over the various waters that run through the town, and a steep wall encircles the entire place.

Humans are the dominate race of Wellspring, followed closely by halflings. Other races see some representation, but in no significant numbers. Wellspring has few temples, but it does maintain several small shrines to good and unaligned gods, though their clergies are small and many priests have reputations for being the town's biggest drinkers. The temple of Ioun is the largest, but between pilgrimages, it is generally empty.

## PLACES OF INTEREST

The following important locations can be found in Wellspring.

**Square of Rastophen:** Paved in cobblestones and dominated by an old worn statue of a man (presumably), the square is the center of the town's activity. When not playing host to pilgrims or the town's festivals, it functions as the town's primary marketplace.

**Temple of Ioun:** Locals claim this ancient temple stood long before the town ever did, and its old stones,

which are covered in ivy and queer sigils, suggest some truth to its legends. Multicolored pieces of glass in a rainbow of colors peek out from the mortar so that when the sun deigns to peek out from behind the ever-present clouds, the temple positively sparkles. Two massive iron doors present the only entrance, and inside is a massive auditorium ringed with stone benches around a central pit where an old worn altar stands.

Over the years, the church of Ioun has sent a dozen or so priests to restart the church, but each missionary has wound up meeting a terrible end. Some have vanished, others have been found in the river, while others still went mad and strung themselves up from the temple's rafters. With little luck in establishing a congregation, the mother church has a smaller shrine in the high district that's attended by Toribus Trent, a notable drunkard and lackluster cleric.

**Castle Criswell:** Rivaling the old temple of Ioun, Castle Criswell stands on a sharp rise overlooking the southern branch of the Chill, the main waterway that meanders through the city. A 50-foot tower dominates the castle, and from its conical roof snaps the colors of Lord Criswell. His standard depicts a rearing brown bear flanked by two downward-pointing swords. The rest of the castle consists of a two-story house and two

smaller outbuildings for servants and a garrison, and all are surrounded by a low curtain wall.

**Guild District:** Three powerful guilds—Bakers, Ironworkers, and Tanners—dominate the town's industry. Each guild oversees a variety of related industries, and they set the prices in the town. Each guild keeps a representative near Lord Criswell to ensure the noble remembers who pads his coffers.

**Town Hall:** Facing the Square of Rastophen, the town hall is a three-story building of wood and stone that is roofed in slate shingles. Narrow windows look out over the square. Most of this building consists of the audience hall, where commoners voice grievances to the lord, do some business, and hold town meetings. Weddings are common here as well.

**Slums:** While definitely home to Wellspring's poorer citizens, the slums are not the disease-ridden wasteland of larger cities. Much of this district holds the homes of commoners who work in the Guild District. Not destitute by any means, most folk here are content with their simple lives.

**Riverfront District:** Both sides of the western Chill are crowded with warehouses, shops, taverns, and hotels, all of whom cater to the frequent sailors who travel up from southern cities to do business. The Riverfront District is patrolled, but the watch is lax and the streets are rife with crime.

**High District:** Named for the hills that ripple out from the eastern shore of the Chill, the High District is the wealthy part of Wellspring, made so by merchants, successful guildmembers, and others who would escape the curious smells wafting up from the Guild District. With wide streets, several cultivated parks, and higher-end shops, the High District is a bright spot of prosperity in the darkness of the frontier.

**Low District:** The Low District fills out the rest of the town. Given over to commerce, middle class housing, and a scattering of shrines and small temples, the Low District is a safe if uninteresting part of town.

## GETTING STARTED

The adventure begins once you and the players have worked out a reason for their being in Wellspring. Give the characters a bit of time to settle in and recuperate from any previous expeditions; they're likely to be at the Blue Plate.

Once the PCs are ready, read:

*The light rain that has fallen throughout the afternoon has done nothing to disperse the pilgrims crowding the square, all*

*of whom are praying, kneeling, or looking in awe at the old statue rising from the square's center. The presence of all these travelers brings out the town's merchants in force, and they hawk amulets, trinkets, and hot pies to any who listen.*

The pilgrims pay their respects to Rastophen, hoping for some nugget of wisdom to give their lives meaning and direction. So zealous are these faithful, the appearance of shrieking grimlocks and maddening grell leave them wondering if all of this is a divine test.

**Tactical Encounter:** Under Attack! (page 25).

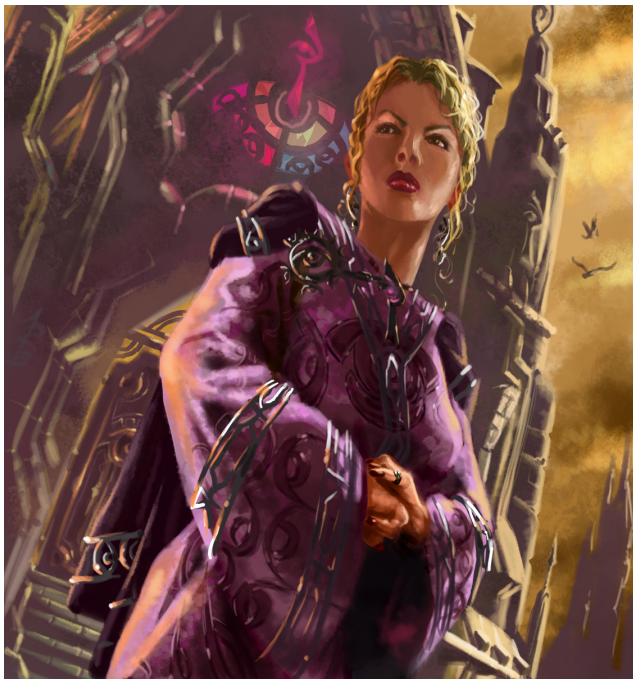
**Prisoners:** The grimlocks are as fanatic about their service to the Stormcrows as are the pilgrims to Ioun. Grimlock prisoners are hostile and their fear of their masters imposes a –5 penalty on Diplomacy or Intimidate checks used to improve their attitudes. If the PCs make a captive friendly, the grimlock rambles on about finding the master's *Tear*, "we were sent . . . find it . . . we must . . .," though the grimlocks aren't sure what the *Tear* is or where it might lay. A helpful grimlock reveals the host came from the Kadagast Mountains, pointing at towering peaks.

## THE SOLEMN PRIESTESS

After defeating the attackers, the PCs are free to attend to their own wounded. As they do, they notice a striking woman moving among the wounded pilgrims, kneeling and tending their gruesome injuries. She wears hooded blue robes trimmed in rainbow colors along the sleeves. A crystal stone set in an ornate medallion hangs about her neck (DC 10 Knowledge [religion] reveals this be a symbol of Ioun, goddess of magic). This woman is Deirdre (N human cleric 9), a priestess of Ioun, who has come to Wellspring on her own pilgrimage. She witnessed the entire fight and fully intends to engage the PCs once she has done all she can for the injured. If interrupted, she enlists the PCs' help by having them cut bandages, hold compresses to wounds, and the like—specifically aiding another to stabilize the dying. After about a quarter of an hour, she's ready to talk.

All business, she offers a quick thanks to the adventurers for coming to the defense of the pilgrims and Wellspring, but she fears this is the vanguard of another attack, citing how grell and grimlocks are both creatures of the Underdark and not usually inclined to venture far from their darkened homes. If the characters mention the *Tear*, having perhaps persuaded a grimlock to talk, she says, "This confirms it then. If they are hunting for something here in the town, more will come unless we can somehow stop them."





The characters probably have a few questions for this brusque woman. Likely questions and typical answers follow.

*So, who are you?* I am Deirdre, a priestess of Ioun.

*Ioun's a god?* Most certainly, and the wisest of them all, for she is the goddess of knowledge.

*Is that temple yours?* It is a haven for those of my faith, but no, I don't claim it as my own. I, like these pilgrims, have come to Wellspring for enlightenment.

*So who's this statue supposed to be of anyway?* That would be Rastophen, a great hero of our faith. Some claim he ascended and now serves Ioun as an Exarch, though that is a subject hotly debated amongst my people.

*What'd he do?* According to legend, he received the wisdom of Ioun from the goddess herself. Using his knowledge, he fashioned the first magic stones that hold the goddess's power. He also founded an order of priests to uphold her faith in these parts. (A DC 20 Knowledge [religion] check confirms this.)

*Where were you during the fight?* Alas, I am no warrior; I am but a humble priestess, a teacher, and healer.

*Any idea what this "Tear" might be?* Unfortunately, no. (Any suspicious players fishing for a lie are entitled to a DC 20 Sense Motive check. A success reveals a hunch that she's not being straight with this one, though no amount of pressing gets her to reveal what she knows. In truth, she knows all about the *Tear's* origins and the truth of what happened to the Kaorti. She's come to Wellspring to find and destroy the contaminated stone.)

## RELUCTANT HEROES

Some heroes may find pro bono work a bit beneath them or find the 500 gp far less than they are worth for the danger they are bound to face. Such callousness builds the foundation for another, nastier attack. After 1d3+2 days (–2 days if the grell philosopher got away), another force consisting of four grimlock mobs, one of the Stormcrows (choose one), and four more grells descend on the community, this time looking for the PCs. How this plays out is up to you, but ultimately, it should nudge the PCs toward exploring Forlorn Tower, which should get the adventurers out long enough for Deirdre to steal the *Tear of Ioun* for herself.

Once the players pause in their questions, Deirdre steers the conversation back to the matter at hand. "As I said, I suspect this is but a taste of what's to come. Doubtless, this town has its defenders, but as they proved ineffectual against this host, when the real force arrives, they don't stand a chance. Friends, someone must discover the source of these attacks and put an end to it. I fear this burden falls to you."

The PCs may argue that they should find this *Tear* and give it back to the host. Deirdre responds by saying, "You cannot appease such evil. If they are indeed searching for something, their finding it cannot be good for us or the townsfolk. Still, locating the item, if it is here, may be worthwhile. While you seek out the source of the attacks, I'll search the town for the item. I have plenty of help, so if it's here, we'll find it."

Mercenary PCs may demand some sort of compensation for risking their lives. Deirdre lacks the funds herself, but promises to speak to the local lord on their behalf. She also offers to tend to any injuries, afflictions, or other maladies they may acquire while combating this threat.

It takes Deirdre just shy of an hour to find the lord and plead her case. Lord Criswell (LN human aristocrat 11) offers 500 gp per PC if they return with proof that the threat is ended. Meanwhile, he shores up his defenses, dredging up conscripts from the locals in preparation for another attack.

## Snooping Around

While waiting for Deirdre to bring news of a promised reward or perhaps while the PCs rest up to start their travel fresh with a full complement of spells and hit points, the PCs may do a bit of investigation and research to discover a bit more about the area, current events, and notables.

Each of the following entries corresponds to a different skill. When a character makes a successful check, the following information is revealed as well as all information from lower DCs.

#### **BARDIC KNOWLEDGE**

- | <b>DC</b> | <b>Result</b>   |
|-----------|---|
| 10        | The lands around Wellspring were once part of the ancient empire of Bael Turath, a powerful and long-dead civilization brought low by its filthy pacts with devils.   |
| 20        | Numerous ruins dot the valley and the slopes of the Kadagast Mountains, most of which hearken to the tiefling empire.   |
| 25        | The creatures infesting the mountains, especially the western range, are predominantly aberrations.   |
| 30        | An old legend that relates to this region deals with a cabal of intellectual mystics and wizards who tore open reality to discern the secrets of existence. The knowledge proved too great and the arrogant scholars found only death and ruin. |

#### **GATHER INFORMATION**

- | <b>DC</b> | <b>Result</b>  |
|-----------|--|
| 10        | The host hit a few farms outside Wellspring, slaughtering people and animals alike and leaving blood-soaked ruins to mark their passing.   |
| 15        | A few weeks ago, explorers called the Stormcrows set out from Wellspring, heading west. They bought mountaineering equipment—ropes, grapples, and climbing gear.   |
| 20        | There were five people in the Stormcrows, including a male elf warrior, a female human wizard, a male human scout, a male dwarf rogue, and a female human marshal. They were also asking a lot of questions about the region and its history, especially about the ruins in the mountains. |
| 25        | About two weeks after the Stormcrows left, people started disappearing.  |
| 30        | The missing citizens include Reese, a baker; Jurival, a friar of Bahamut; and Simon, a young son of local merchants. (This clue provides dead-ends for now, but the second part of this adventure series, “Depths of Madness,” explores this rash of vanishings in far greater detail.)    |

#### **KNOWLEDGE (ARCANA)**

- | <b>DC</b> | <b>Result</b>  |
|-----------|--|
| 25        | Although the tieflings of Bael Turath gained their curse from pacts made with the devils, the mystics of the ancient empire are remembered for their magical innovations and their preoccupations with the planes. |

#### **KNOWLEDGE (DUNGEONEERING)**

- | <b>DC</b> | <b>Result</b>   |
|-----------|---|
| 13        | The strange creatures that led the attack were grell, which are aberrations said to live in the bowels of the Underdark. This result reveals all aberration traits. |
| 18        | The grell are malicious hunters with an insatiable appetite. They are believed to come from some distant, alien plane.  |
| 21        | Grell society consists mainly of soldiers, with some philosophers, and even fewer patriarchs, who are masters of a weird blending of science and magic.             |
| 23        | The grell rule themselves, respecting strength and power among their own kind. It would take an individual of considerable might to bend a grell to serve.          |

#### **KNOWLEDGE (GEOGRAPHY)**

- | <b>DC</b> | <b>Result</b>  |
|-----------|--|
| 10        | Wellspring sits in a small valley created by two arms of the Kadagast Mountains. Moisture trapped by the peaks keeps the valley vibrant and green, with summers wet and winters mild.  |
| 15        | The Harrow Wood is home to bands of elves who tolerate the human presence of Wellspring so long as the people never cut wood from their forest. The elves occasionally trade with the locals, bringing pelts, woodcarvings, and the occasional strange relic of ancient Bael Turath. |

#### **KNOWLEDGE (HISTORY)**

- | <b>DC</b> | <b>Result</b>  |
|-----------|--|
| 10        | Founded centuries ago, Wellspring has stood as a bright point of civilization in an otherwise untamed wilderness.  |
| 15        | Many of the older families can trace their lineage to Bael Turath, the dead tiefling empire once claiming these lands.   |
| 20        | Grimlock attacks are not unknown, but are sporadic, perhaps occurring once a decade.   |
| 22        | Rastophen, a particularly famous wizard, lived and worked in Wellspring almost two hundred years ago. The only thing of his that still stands is the statue raised in his honor. |
| 25        | It's said that Rastophen owned a secret laboratory in Wellspring, but if he did, it has long since been destroyed.   |
| 30        | Some claim that his laboratory is sprawled beneath the community, though there is no known entrance to such a place.   |

#### **KNOWLEDGE (NATURE)**

- | <b>DC</b> | <b>Result</b>  |
|-----------|--|
| 11        | The majority of the attacking creatures were grimlocks, blind denizens of the Underdark. |



- 16 Grimlocks perceive their environment through their other keen senses and are said to possess incredible hearing and a potent sense of smell. Although native to the Underdark, grimlocks frequently mount raids against surface communities.
- 21 Grimlocks are believed to be a savage, cannibalistic offshoot of humans, though they bear little resemblance.

#### KNOWLEDGE (RELIGION)

DC	Result
10	Ioun is the goddess of knowledge, a deity worshiped by sages, scholars, and physicians.
15	Her church is devoted to the acquisition and dissemination of knowledge, regardless of its form or content.
20	Servants of Ioun are opposed to the cult of Vecna, whom they see as stealers of lore who bury knowledge behind layers of secrecy.

You need not reduce this information down to an exercise in dice rolling; instead, have the PCs ferret out the lore from various NPCs of your own design. These roleplaying encounters could create opportunities for making alliances, acquiring cohorts or followers, or seeding adventure hooks for future expeditions. The following characters can serve as useful sources of information.

**Croetus Black:** A local wizard of some power, Croetus (N human wizard 12) can assist characters with Knowledge (arcana) and Knowledge (dungeoneering) checks. He's a bit surly and has a leering eye for the ladies, but he's competent enough.

**Deirdre:** The priestess of Ioun can assist the PCs with any questions that relate to Knowledge (religion) checks.

**Gerald Roy:** A local scoundrel and person of questionable character, Gerald Roy (CN human rogue 11) runs a profitable smuggling operation, where he funnels stolen goods and contraband from the great city to southern markets at a considerable mark-up. Although a criminal, his line of work requires he keep a finger on Wellspring's pulse. He can assist characters with Gather Information checks.

**Mikal:** One of the more famous entertainers in Wellspring, Mikal (N half-elf bard) is a good source of help for bardic knowledge checks, if one can tolerate his great ego and the doggerel he passes off as art.

**Vyen:** Wellspring's resident scholar and sage, Vylen tutors the wealthy children of the town's more prominent merchant families. He has a dry wit and unprepossessing manner, but his knowledge of the

region is without peer. He can assist characters with Knowledge (geography), Knowledge (history), and Knowledge (nature) checks.

### Equipment and Supplies

Wellspring is a large town in a remote part of the world. As such, characters can find general equipment and magic items worth 2,000 gp or less with no trouble. Items worth more than this may take a bit of hunting, requiring a Gather Information check. The DC to find these items is 10 for every 500 gp the item exceeds 2,000 gp. Thus, a 3,000 gp item requires a successful DC 20 Gather Information check. A successful check indicates the character has found a place to acquire the item, but there's no guarantee the item is on hand. Consult the following table after rolling d% to see if the item is on hand. If not, it takes 1d6 days plus 1 day per 500 gp above 2,000 gp for the item to materialize.

Market Price	Availability Chance
2,500 gp or less	75%
2,501–3,000 gp	50%
3,001–4,000 gp	25%
4,001 gp or more	10%

## ON DESTRUCTION'S TRAIL

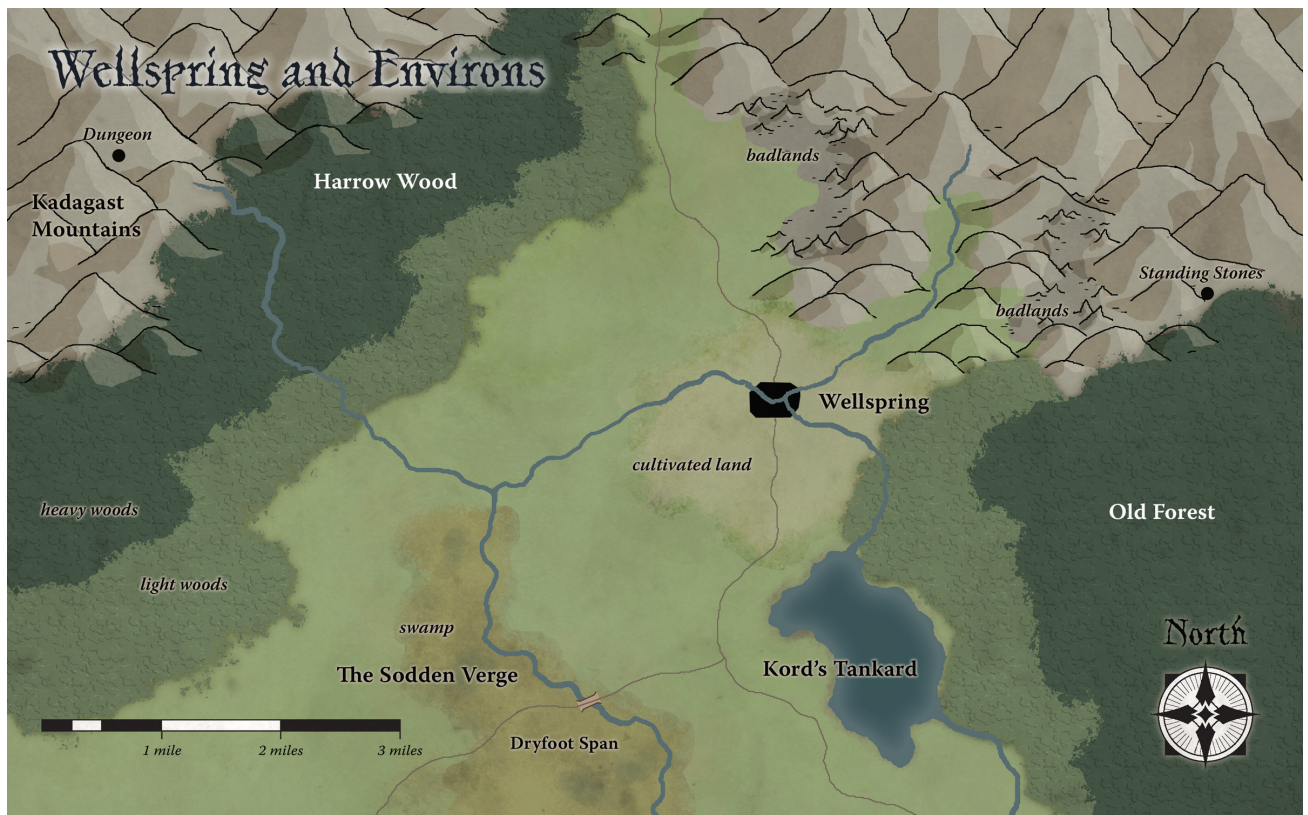
Picking up the trail left by grimlocks is simple since the host left a swathe of burned farmsteads and bloated corpses to mark its path. Torn and mutilated carcasses of cow and farmer alike lay where they died, food for the crows. The host came from the west. Following this trail, the PCs should reach the edge of Harrow Wood after about 2 hours and 30 minutes of walking (assuming there's at least one character with a speed of 20 feet; otherwise, they reach the woods in just under 2 hours).

### THE HARROW WOOD

Harrow Wood is aptly named. Beyond a narrow fringe of light forest at its easternmost edge, the gentle mix of deciduous and coniferous trees thickens until its tangled canopy blots out the sky. Lack of light means the forest floor is relatively free of underbrush, but the gnarled roots lifting up from the loamy soil make the going slow. Visibility is also poor as queer mists curl up from the ground and endless trees block sight beyond a few dozen feet.

### Traveling through the Woods

Once inside the Harrow Wood, the going becomes a bit slower and the signs of the grimlock's passage



become less evident. A character with the Track feat who succeeds on a DC 15 Survival check can locate the tracks, and another successful check allows the party to follow them for a mile, with each additional check allowing the party to follow the tracks another mile. Since this is trackless forest, the characters cover one mile per hour (at a speed of 20 feet) or one and a half miles per hour (at 30 feet). Characters losing the trail are at risk of becoming lost (DC 15 Survival check avoids; see DMG 86 for details).

For each hour the PCs spend in the Harrow Wood, they have an 8% chance of having a wilderness encounter. If an encounter results, roll or select an encounter from the following table.

#### HARROW WOOD WILDERNESS ENCOUNTERS

Roll	Encounter	EL	Source
1	1 troll hunter	11	MM 247
2	8 dire wolves and 2 werewolves	10	MM 65 and 173
3	3 ettins	9	MM 106
4	1 grimlock mob	8	page 26
5	Normal wildlife	—	—
6–8	Dead grimlocks	—	—

**Troll Hunter:** This vicious poacher descended from the mountains and hunts beast and elf alike. Six

severed elf heads hang by their hair from his thick leather belt.

**Dire Wolves and Werewolves:** A pack of eight dire wolves led by a mated pair of werewolves prowl the forest.

**Ettins:** Driven from their mountain homes by strange activity at Forlorn Tower, the ettins scratch out an existence in these woods.

**Grimlock Mob:** Another mob of grimlocks descended from the mountain fastness to search for the missing *Tear*.


**Normal Wildlife:** Everything from deer to birds to black bears lives in the forest. Generally, this is a noncombat encounter since such creatures flee the approach of the PCs.

**Dead Grimlocks:** A score of corpses litter the floor of the forest. Inspecting their remains reveals numerous broken arrows piercing their hides. A DC 15 Appraise check reveals the arrows are of elven make. The elves wiped this group out.

#### Harrow Elves

The Harrow Wood is home to an assortment of gruesome creatures, but the largest and most organized people are the Harrow Elves, a semi-nomadic tribe of





sylvan folk that have no love for intruders into what they see as theirs to protect. It should come as no surprise then that the elves reacted poorly when grells and a small army of grimlocks spewed forth from the mountains. A short engagement left dozens of grimlocks dead, and the rest abandoned their fellows to find easier prey beyond the forest gloom.

After about 2 hours into the Harrow Wood, the local elves notice the PCs. The wood elves hide among the trees. Characters that succeed on a DC 25 Spot check catch a glimpse of a lithe humanoid flitting between the trunks. Those that beat the DC by 5 or more catch sight of a slender elf dressed in forest green leathers who has beads and bones tied in her hair.

The elves follow the PCs for another mile to assess their behavior. Should the characters prove hostile or destructive, the elves melt away to leave the characters to their fate, but if PCs prove respectful of the forest and make efforts to communicate with these sylvan peoples, one of their numbers emerges to treat with them.

Varis (CN elf ranger 2) is the envoy. Dressed in simple leathers dyed green and with a long gray cloak hanging from his shoulders, he's armed with a slim longsword in a scabbard at his side and a longbow and quiver hanging from his left shoulder. A mithral clasp of a crescent moon holds his cloak in place.

Addressing the characters in Sylvan, he questions their purpose in the Harrow Wood. If none of the characters speak Sylvan, he switches to a halting Common and repeats the question, and based on the response, may engage them in conversation. Varis's starting attitude is indifferent and he doesn't respond to Intimidate—he merely abandons the PCs to the forest. Varis accepts just about any answer, but if the PCs mention the events in Wellspring, he nods gravely and says, "Terrible things born of madness, they are an abomination of our world."

If the PCs improve his attitude to friendly (characters gain a +2 circumstance bonus if they speak in Sylvan), he answers any questions the PCs ask and supplies the following answers to the most likely queries.

*Who are you?* I am Varis.

*Why have you been following us?* We wished to see what brought you to our forest—to discern if you were friend or foe.

*Did the grimlocks come this way?* Yes. Vile things, we dealt with many of them.

*Where did they come from?* There (he points to the mountains just visible through trees). They serve the traitors.

*Traitors?* Interlopers like yourselves, they traveled through the land weeks ago. They seemed respectful and reverent, but proved their corruption when they entered R'thilrood, the tower forlorn. Since, all manner of violent and touched creatures have emerged, killing our brothers and sisters of the wood, and polluting the land with their filth.

*Do you know anything about a "Tear" or "stone?"* Sadly, no. We do not enter the mountains for there is old magic, once used by wicked masters in pursuit of mad goals. I am afraid I cannot help you.

If the PCs improved his attitude to helpful, he offers to lead them through the forest, but he refuses to take the characters into the mountains for "it is forbidden." He does add that he and his people will wait for them along the forest's edge to give them healing, food, and shelter should they need it.

If Varis guides the PCs, they are not at any further risk of wilderness encounters and move quickly through the forest until they reach the lightly wooded slopes of the Kadagast Mountains.

## Searchers of Malachi

Failing to gain Varis's assistance puts the burden of finding the Forlorn Tower squarely on the PCs shoulders. They are at risk of having more wilderness encounters as they travel through the woods. Before they reach the slopes, however, they discover they aren't the only ones looking for Forlorn Tower.

Another band of searchers sent forth by Malachi has come to the valley. Having come from the north, they've traveled through the Harrow Wood to avoid attracting attention from Wellspring. While they'd rather conserve their resources, encountering the PCs in the forest forces their hand.

**Tactical Encounter:** Searchers of Malachi (page 28).

**Development:** In the unlikely event the PCs capture any of the Searchers alive, their starting attitudes are hostile. They prove utterly uncooperative and offensive unless their attitudes are improved to helpful, at which point they reveal they were searching for something called the *Tear* and that they suspected the PCs were, too. Even at helpful, though, the prisoners reveal nothing about their master, such is their fear of his wrath. Efforts to perceive their thoughts or read their minds reveal but a single name: Malachi.

## THE KADAGAST MOUNTAINS

Either with the help of Varis or by following the trail left by the grimlocks, the PCs eventually come to the

lower slopes of the Kadagast Mountains. Light forest covers the lower slopes and conceals the approach of anyone who might draw near the PCs.

The trail is harder to follow here, given the rocky ground, and it requires a DC 20 Survival check per mile to continue to follow the tracks. Characters that lose the trail and become lost might wander for several hours, but they should eventually come across the signs that point toward their destination. The higher one travels into the mountains, the more frequent the carcasses—twisted, mutated remains of malformed drow, grimlocks, and other things that have become too corrupted by the caress of *Tear of Ioun* to live.

The mountains are largely free of wilderness encounters. Forlorn Tower frightened off most of the wildlife and the grimlock soldiers trampled any sentient creatures that didn't ally with the corrupted Stormcrows. Thus, aside from bloated corpses, the Kadagast Mountains are eerily quiet.

## FORLORN TOWER

Forlorn Tower thrusts up from the Kadagast Mountains. Once an impregnable fortress-temple devoted to Ioun, centuries of neglect as well as the constant force of the waterfall spilling from above have significantly weakened the structure, washing great chunks of stone to tumble into the ravine far below. Still, enough remains for a nest of aberrations, drawn by the power of *Tear of Ioun* and controlled by the corrupted Stormcrows, to live here, each vying for dominance in the eyes of their new masters.

### Key Features

Rising 100-feet above the shelf on which it stands, Forlorn Tower is a forbidding sight. Great rents in its outer walls offer access to any of the four levels, and a waterfall that spills from another shelf some 500 feet above has washed away the roof and cuts through most of the interior to spill down the cliffs from the ground level.

**Exterior Walls:** Constructed from dark stone cut into 2-foot by 3-foot blocks and mortared in place with crumbling cement, the tower has seen better days. The exterior walls sag and lean, the blocks shifting in their seats. In places, they have eroded away completely to reveal an equally ruined interior.

**Exterior Walls:** 2 feet thick; hardness 6; 120 hp/10-ft.-by-10-ft. section; break DC 40; climb DC 15.





**Interior Walls:** The interior walls are in bad shape, riddled with cracks, gaps, or fallen in completely.

**Interior Walls:** 1 foot thick; hardness 4; 45 hp/10-ft.-by-10-ft. section; break DC 25; climb DC 15.

**Ceilings:** The ceilings are 25 feet high. In many places, they have collapsed, dropping rubble and debris onto the floor, but also affording a good look at the level above. Periodically, a stone from the floor slips free to shatter on the floor below. The fall is too infrequent for anyone to be struck, but regular enough to encourage caution.

**Floors:** The floors are choked with bones, rubble, and debris, such that the entire place counts as if a natural stone floor. It takes 2 squares of movement to enter any space inside the tower and the DC of Balance and Tumble checks increases by 5. In addition, running and charging are impossible.

Finally, on all levels above Level 1, the debris hides weak spots in the floor. For every 10 minutes the PCs explore the tower, there is a 10% chance that the floor gives out from under a random character. During combat, this chance increases to 20% (check just once per encounter). Since the floors throughout the upper levels of the complex are functionally trapped, one successful Search check is sufficient to reveal the risk posed by traveling across the floors. Characters may also make DC 15 Knowledge (architecture) or stonecunning checks to identify the floors' lack of structural integrity. Characters with stonecunning gain a +2 competence bonus on Reflex saves made to avoid these traps.

### WEAK FLOOR TRAP

CR 1

**Description** The rubble throughout the upper levels hides the weakness of the floors. When triggered, the space the character is in plus all adjacent spaces fall away, dropping the character and allies 25 feet.

**Search** DC 21; **Type** mechanical

**Trigger** location

**Effect** 25-foot deep (2d6, fall), primary target Reflex DC 20 avoids; secondary targets Reflex DC 18 avoids; multiple targets (triggering character plus all adjacent allies).

**Secondary Effect** If a character fails the save and falls to any level other than Level 1, there's a 20% chance for the floor to collapse when she lands, with the same results as the base effect.

**Duration** Instantaneous

**Disarm** Disable Device DC n/a

**Lighting:** The lighting depends on when the PCs explore the tower. Gaps in the ceilings allow shadowy light to fill the place (20% miss chance) during the day. All locations are dark (50% miss chance) at night.

**Sounds:** Creaking noises, groans, and the occasional falling rocks combine with the roar of the waterfall to impose a –5 penalty on Listen checks.

**Entrances:** The primary entrance into the tower is through the double doors set in its southwestern face. However, the large gaps allow characters to penetrate the tower by less conventional means.

### Defenses

Despite its unsafe nature, Forlorn Tower crawls with activity. The Stormcrows, none of whom trust the other, are scattered throughout the tower, along with a host of unsavory aberrations and dread servants. Sounds of combat attract the attention of nearby creatures, though noise and distance generally keep creatures from learning anything is amiss.

Three patrols of three grimlock berserkers roam the first and second levels. Every 30 minutes the PCs explore Forlorn Tower or whenever they have an encounter, there's a 10% chance of also encountering a patrol. Once the PCs have defeated all three patrols, there's no risk of encountering wandering monsters.

Grimlock berserkers always fight to the death.

### 3 RAGING GRIMLOCK BERSERKERS

CR 6

hp 76 (7 HD)

Male or female grimlock barbarian 5

NE Medium monstrous humanoid

**Init** +3; **Senses** blind, blindsight 40 ft., scent; Listen +9, Spot +2

**Languages** Common, Grimlock

**AC** 20, touch 12, flat-footed 20; improved uncanny dodge  
(+3 Dex, +4 armor, +1 deflection, +4 natural, –2 rage)

**Immune** gaze attacks, illusions, visual effects, any attack that relies on sight

**Fort** +9, **Ref** +7, **Will** +6

**Speed** 30 ft. in hide armor (6 squares), base speed 40 ft.

**Melee** +1 greataxe +15/+10 (1d12+10/x3)

**Base Atk** +7; **Grp** +13

**Atk Options** Cleave, Power Attack, rage 2/day

**Abilities** Str 23, Dex 16, Con 20, Int 10, Wis 10, Cha 4

**SQ** trap sense +1

**Feats** Cleave, Power Attack, TrackB, Weapon Focus (greataxe)

**Skills** Climb +11, Hide +3 (+13 in mountains or underground), Intimidate +2, Listen +9, Spot +2, Survival +5

**Possessions** +1 hide armor, +1 greataxe, ring of protection +1, flawed amethyst on thong around neck (100 gp), pouch containing 1d20 gp

**Rage (Ex)** When not in a rage, the grimlock berserkers use the following statistics.

**AC** 22, touch 14, flat-footed 22

**hp** decrease by 14

**Fort** +7, **Will** +4

**Melee** +1 greataxe +13/+8 (1d12+7/x3)

**Grp** +11

**Abilities** Str 19, Con 16

**Skills** Climb +9

The PCs can retreat and return to the tower several times. Each time they withdraw, 1d6 more grimlock berserkers return from their search in the mountains and take positions in vulnerable areas within the tower.

## ENCOUNTER AREAS

The following encounter areas correspond to the map presented on page 17.

### 1. The Road to Madness

The final ascent to the tower takes the PCs up a wide road that climbs a steep slope to a shelf overlooking a great chasm. Scattered about the place are scores of rotting grimlock corpses, each disturbingly mutated and partly devoured.

At any point before the adventurers reach the tower, read:

*Perched on the edge of a ravine is a tall, crumbling tower. A sparkling waterfall spilling hundreds of feet from above strikes the tower, vanishing for a time before spewing out its front to tumble down into the ravine beyond.*

*A wide path cuts through a field of swollen corpses and scattered rubble, winding around to the opposite side of the tower.*

Drawn by the smell of rotting meat, vicious ghouls hide amidst the bodies, stealing choice victuals from the dead. If the PCs approach the tower's southern corner, they trigger the tactical encounter.

**Tactical Encounter:** Eaters of the Dead (page 30).

### 2. Silent Watchers

The pathway winds around the tower toward the southwestern face and ends at a set of double doors.

When the southwestern face comes into view, read:

*The path climbs slightly as makes its way to a pair of great iron doors. Standing on either side of the doors is a series of graven statues, each sculpted to resembled men and women wearing cowls. Their heads are bent low, and hoods conceal*

*their features. Their black stone hands rest on the pommels of swords, points buried in the ground between their feet. At one time eight statues stood here, four on a side, but only five remain intact.*

The statues depict ancient nameless paladins of Ioun. Time and weather have washed away much of the delicate features, but they are grim and imposing still. Each intact statue stands 13 feet tall and is constructed from a solid piece of black basalt. A DC 15 Search reveals each statue's mouth is open and inside that is a strange opening as if to hold an odd-shaped stone. A DC 25 Knowledge (history) check reveals that it's likely each statue held an *Ioun stone* in its mouth. According to legend, the magic of the stones would interact with the statues, which enabled them to animate and defend their temples. A *detect magic* spell reveals any such magic has long since fled, leaving behind disturbing, but harmless, sculptures.

### 3. Dark Emissaries

To the west, the ground rises, forming a wall that connects to the shelf above where the water runs off the mountain. A dark wound, about 5-feet wide, appears in the center of the wall.

When the PCs come within 20 feet of the cleft, read:

*A cave mouth leads into the side of the mountain. Old bones and heaps of rotting debris are piled up before it. The walls around the opening are stained darkly and dripping with pale blue slime.*

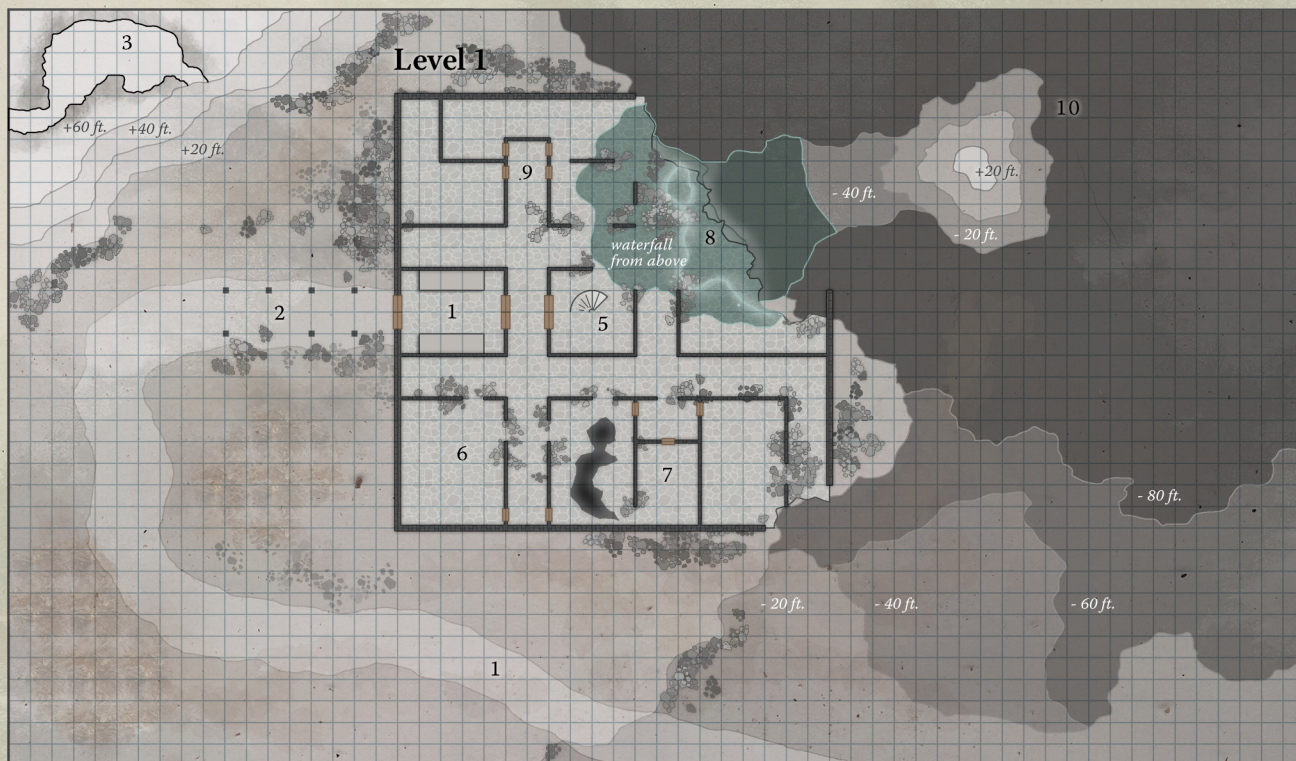
Beyond the opening is the lair of a nasty grell and his ushemoi minions. These creatures have recently emerged from the Underdark to serve the Stormcrows, but when they arrived, the *Tear of Ioun* was gone and the Stormcrow's powerful presence had begun to unravel. Considering that the tower has lost most of its foot soldiers, the grell is considering seizing the place for itself and then feasting on all the inhabitants. As a result, it spends its time considering a viable strategy for attack.

**Tactical Encounter:** The Black Depths (page 32).

**Underdark Tunnel:** The western tunnel descends several miles beneath the mountains, where it deposits travelers into the Underdark. These tunnels hold a thriving grell community. There, grimlock slaves and ushemoi thralls (MM5 184) toil for their grell masters, mining precious metals from the depths and serving



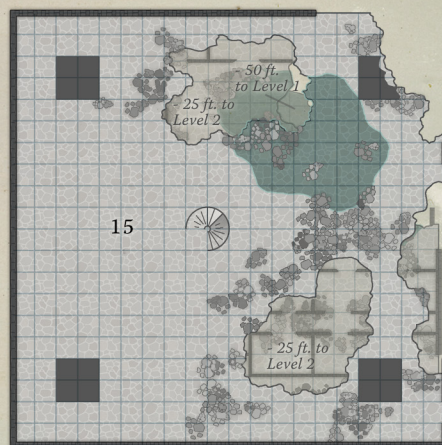
# The Forlorned Tower



Level 2



Level 3



□ = 5 ft.

Level 4





as food when they can work no longer. The grell community lies beyond the scope of this adventure and exploring it is not required to complete this adventure, though its presence provides an interesting and deadly expansion to the *Tear of Ioun* campaign.

#### 4. Antechamber

The heavy iron doors are closed. Opening them requires a DC 10 Strength check because of their weight and disuse. Characters coming through these doors automatically alert the room's inhabitants beyond.

When the PCs open the doors on either side of this room, read:

*In this modest chamber, two platforms rise from the floor on either side of the room. Across the room stands another pair of iron doors. A hulking humanoid sits on the northwestern platform. Heaps of black guano cover it, the platforms, and the path through the center of the room.*

Entering this chamber or encountering Garen in the hall outside this chamber triggers the tactical encounter.

**Tactical Encounter:** Antechamber (page 35).

#### 5. Spiral Staircase

These stairs wind up through the heart of Forlorn Tower, climbing all the way to the top.

When the PCs enter this area, read:

*Crumbling steps climb around a wide stone pillar, ascending through the ceiling. Gravel, bits of stone, and masonry litter the place, and tiny spiders crawl through the shadows.*

The spiders are harmless, but any character that examines one or succeeds on a DC 15 Spot check notices these spiders are bright blue and have thirteen legs, mutated by their long proximity to the corrupted relic.

#### 6. Shattered Chambers

These rooms are now empty, but they once held the bulk of the grimlock forces. Exploring them may reveal some of the secrets of this tower's original purpose.

Whenever the PCs come within 3 squares of these rooms, read:

*Cracks cover the floor and walls, turning this corner of the tower into a crumbling mess.*

Centuries ago, this area housed the lesser Kaorti initiates. Examining these rooms turns up a useful clue with a successful DC 25 Search check; it doesn't matter where the characters search, just so long as they do. Hidden beneath a large chunk of ceiling is an old silver holy symbol of Ioun fitted with an unusual pattern in the center—a starburst constructed of eight tiny amethysts surrounding a large sapphire.

A character can attempt a bardic knowledge, Knowledge (history), or Knowledge (religion) check to learn more about the pattern. When a character makes a check, the following lore is revealed, including the information from lower DCs.

##### BARDIC KNOWLEDGE

DC	Result
25	This symbol was used by a cabal of occultists called the Kaorti.
30	It's said their unwholesome explorations into forbidden subjects led to their doom.

##### KNOWLEDGE (HISTORY)

DC	Result
25	It's said a temple of Ioun once stood in these mountains, though it is believed to have been lost around the same time as the fall of Bael Turath.

##### KNOWLEDGE (RELIGION)

DC	Result
20	The church of Ioun is quite old and contains numerous factions and sects devoted to different aspects of the goddess.
25	Some of the more powerful factions protected relics sacred to their goddess.
30	This symbol was used by such a faction: a group called the Kaorti.

#### 7. Initiate Quarters

This entire section housed the Kaorti initiates. Branching off from a common chamber and devotional room are apartments designed to house four acolytes comfortably. Now, these ruined chambers are the lair of a foul nest of aberrations.

When the characters enter any of the rooms in this area, read:

*A wide cleft rips through this area's floor. All around it, the rooms have fallen into ruin, though signs of its former function are everywhere. Buried beneath the rubble and debris are numerous beds, chests, wardrobes, and other furniture, though all are damaged and thoroughly plundered. Strangely, a glistening pink slime covers everything here, tinting the*



bricks and floors a rose hue, and hanging in ropes from the ceiling.

The PCs trigger the tactical encounter in a number of ways: loud noise draws the gricks, exploring the chasm alerts the gibbering mouter, and exploring any of the sections on the northern side of this area reveals the mind flayer.

**Tactical Encounter:** Initiate Quarters (page 38).

## 8. Waterfall

Rushing water washes away much of the tower's northwestern face, opening up the interior for a breathtaking view of the mountains.

When the PCs come within 4 squares of this area, read:

*A thundering waterfall spills down from an upper floor. The water crashes to the floor and runs out through a massive hole in the wall. Old walls, all in poor condition, stand in various states of collapses. Some rubble piles form small islands in the churning pool.*

From this area, the PCs can spot part of the upper level's ceiling some 50 feet above. The floor of the second level is about 25 feet above this area.

The water in the pool hides numerous pits and holes, requiring each character to succeed on DC 10 Balance checks when moving through watery spaces.

**Waterfall:** The waterfall itself is quite powerful, and it imposes a -10 penalty on all Listen checks. A character standing beneath the waterfall takes 1d6 points of nonlethal damage and must succeed on a DC 20 Balance check or be knocked prone. Characters that fall prone must also succeed on a DC 15 Reflex save or be washed over the edge to fall 200 feet and take 20d6 points of damage when they land. The water at the bottom is not deep enough to break the fall.

Finally, across the pool, PCs can see into the northern rooms of area 9. There's a 20% chance that 1d4 grimlocks are present. The noise from the waterfalls interferes with their blindsight and so provided the characters are quiet, they can avoid attracting attention. The grimlocks serve Deva Ontollo, a Stormcrow and commander who oversees the towers defenses.

## 9. Tower Security

Deva Ontollo commands the grimlock warriors, the best troops she kept behind from those she dispatched to recover the missing relic. Her exposure to the cor-



rupted stone has driven her and her soldiers insane, and so they decorate their chambers with bits of flesh and limbs taken from dead grimlocks who were slain by the weight of their own physical corruptions or by Deva herself when they displeased her.

When the characters approach this area, read:

*This area seems to have held up better than the rest, but this fact does nothing to mask the horror affixed to the walls and floors. Nailed onto every surface are bits of rotting flesh, severed heads, dismembered limbs, and unidentifiable parts. Maggots and flies cover everything.*

Any loud noises, such as a fireball, alert the inhabitants of these rooms. Rather than seek out the threat, however, Deva marshals her forces here to make their stand. Opening any of the doors triggers the tactical encounter.

**Tactical Encounter:** Deva's Last Stand (page 41).

## 10. Wyvern Roost (EL 11)

About 45 feet from the edge of the ravine stands a stony outcropping, which also serves as the roost for a flight of wyverns.

If the characters cross the gap and land on the roost, read:

*The rocky plinth juts up from a shelf some 150 tall. Covered in bones of animals and humanoids alike and mixed in with*

old scales and dung, it's clear something lives here. Nestled in cracks and crevices all over the top of the spire are large leathery eggs.

The lack of wildlife in the immediate vicinity of the tower forces the wyverns to range farther and farther away. Reluctant to give up their roost because of the Tear's hold over them, the wyverns return here each night from a day of hunting. So long as the PCs explore this place by day, there's no risk of an encounter, but 1d4 hours after the sun sets, the wyverns return and attack anyone they discover near their eggs.

## 6 WYVERNS

CR 6

hp 76 (7 HD)

N Large dragon

**Init** +1; **Senses** darkvision 60 ft., low-light vision, scent; Listen +13, Spot +16

**Languages** Draconic

**AC** 18, touch 10, flat-footed 17  
(–1 size, +1 Dex, +8 natural)

**Immune** paralysis, sleep

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

**Speed** 20 ft. (4 squares), fly 60 ft. (poor); Flyby Attack

**Melee** sting +10 (1d6+4 plus poison) and  
bite +8 (2d8+4) and  
2 wings +8 (1d8+2) and  
2 talons +8 (2d6+4)

**Space** 10 ft.; **Reach** 5 ft.

**Base Atk** +7; **Grp** +15

**Atk Options** improved grab, poison

**Abilities** Str 19, Dex 12, Con 15, Int 6, Wis 12, Cha 9

**Feats** Ability Focus (poison), Flyby Attack, Multiattack<sup>B</sup>

**Skills** Hide +7, Listen +13, Move Silently +11, Spot +16

**Improved Grab (Ex)** To use this ability, a wyvern must hit with its talons. It can then attempt to start a grapple as a free action, without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and stings.

**Poison (Ex)** Injury—sting, initial and secondary damage 2d6 Con, Fort DC 17 negates. The save DC is Constitution-based.

**Treasure:** A character that succeeds on a DC 26 Knowledge (arcana) check identifies the eggs as those belonging to wyverns. A check that succeeds by 5 or more notes they seem to have weird colors in the shell—as if they are somehow contaminated. The Tear mutated these eggs and the embryos within are dreadful abominations that will kill their parents when they hatch.

In addition to the eggs, the wyverns have an assortment of treasure piled around their offspring. Included in their hoard are 1,600 gp, a platinum ring with an elven inscription reading “with love” (worth 500 gp) surrounding a severed finger with a lacquered nail, a necklace of pink pearls (worth 2,500 gp), an unlabelled *potion of resist acid 10*, and a *rope of climbing*.

**Negotiating with the Wyverns:** If the wyverns don't discover the PCs on their spire, they may be amenable to conversation. The wyverns' attitudes start at unfriendly and they speak in halting Draconic. The large female does all the talking while the rest watch. Characters that improve the wyvern's attitude to friendly learn a few useful elements summarized as follows.

- The old tower was left empty for years until intruders entered the place.
- The intruders changed, and a number of other strange creatures seemed drawn to the tower and to them.
- Not long ago, the place erupted in chaos when the dragon-humanoid discovered something missing from the top of the tower.
- Shortly after, hordes of eyeless ones boiled out of the tower, scouring the countryside.
- Most of these creatures didn't make it far for the corruption had gone too far, so they died where they fell.
- The wyverns won't touch the flesh of these creatures since it has an off-taste.

## 11. Four Pillars

The stairs on the first level continue up through the ceiling. As they pass through the second floor, they grant access to a modest room with exits leading to other rooms on this floor.

When the PCs reach the second floor by the stairs, read:

*Coming up through the floor, you find yourself in a 20-foot square chamber. Archways in the center of each wall open onto wide corridors and more rooms. Standing in each corner, flanking each arch, is a thick square pillar that extends from floor to ceiling. To the north, though broken walls, you spy the rushing waters of the fall.*

The floor around the stairs is quite stable and the PCs are not at risk of falling through to the level below. The corridor to the southwest leads to a wall. Throughout the area, PCs find broken statuary, rubble, and other detritus.



The southeast passage leads to a pair of bronze double doors, with only the faintest traces of the original metal visible through the grime covering it.

The last two passages lead to the northern ruin of the tower. Large holes in the ceiling offer a view of the level above and a rushing waterfall spills down to the floor below.

The pillars are quite strange and are infused with dark power. Living creatures that touch the stone are at risk of physical corruption.

#### CONTAMINATED PILLAR

CR 4

**Description** The *Tear* infused these stones with its dread energy. Living creatures that touch the stone are at risk of corruption. Casual inspection reveals the stone changes color, with spots writhing and twisting on its surface before sinking back into the taupe stone. Periodically a face appears, opens its mouth, and looses a silent scream only to be consumed by bright green worms. Crimson bursts of colors, squirming snakes, pinwheels of orange, ecru, and heliotrope whirl, flaring with light and then fading away to nothing. All of this and more occurs for those who watch. A *detect magic* spell reveals moderate transmutation.

**Search** DC 25; **Type** magic

**Trigger** touch

**Effect** The target must succeed on a DC 13 Fortitude save or acquire a temporary mutation. The mutation is always cosmetic in nature and has no mechanical benefit, though it may impose a minor circumstance penalty on interaction tests. Each time a target fails, roll on the following table to see what happens or come up with something fun on your own.

Roll (1d12)	Result
1	The target's skin, hair, clothing, and equipment turn blue.
2	The target experiences a momentary pinch on his neck as a face appears in his flesh. It mumbles a bit and makes ugly expressions, but says nothing of interest.
3	The target's extremities acquire an unsightly ochre hue.
4	Puce boils appear all over the target's face and hands only to burst moments later, streaming a thick pus.
5	The target's mouth seems to close shut with flesh covering the orifice. Weirdly, the target can speak and communicate normally.
6	Thick green fur sprouts all over the target's body.

7	A long, furry black tail emerges from the middle of the target's back and swishes when she is agitated or angry.
8	The target's teeth turn black, and brown worms writhe in the gaps.
9	A dark blotch appears on the target's face. Periodically, it drifts to some other location on his face.
10	The target acquires a friendly tentacle. It reaches up and offers encouraging pats.
11	The target's eyes grow weary of being trapped in their sockets, so they climb inside the target's body, travel down the arms, and appear in the palms of her hands.
12	3d6 blood-red eyeballs open all over the target's body. They blink and flutter, but are otherwise useless organs.

**Duration** 1d6 minutes.

**Disarm** Disable Device DC n/a

## 12. Shattered Rooms

The northwest and northeast passages lead to the most unstable part of the tower.

When the PCs enter either passage or enter this area from the outside, read:

*The tower crumbles beneath the force of the waterfall, washing away the ceiling and floors to send them tumbling down into the ravine.*

This place is structurally dangerous in part because of the rushing water but also because of the pair of destrachans that lair here. Malevolent creatures drawn to the tower when the *Tear* lay here still, its absence has freed the aberrations from its hold. Boredom and sheer malice drives these creatures to reduce the tower to rubble.

Any character approaching the waters' edge triggers the tactical encounter.

**Tactical Encounter:** The Farspeakers (page 43).

## 13. Living Quarters

This area is largely empty since the rooms to the south were plundered years ago. The smaller rooms were all bedrooms and now hold only a few rotting mattress and frames, tattered vestments, and the odd bone. The larger room served as a dining hall, with an old kitchen and larder attached on the far side.

All of these rooms are accessible by the doors in the eastern passage. The single wooden doors, lead to

dorms, while the double doors lead to the mess hall. Age and moisture has made the single doors hard to open, requiring a DC 10 Strength check to open. Each time a single door is opened here, the creatures in the area are entitled to DC 10 Listen checks to hear the noise.

Klaus, one of the Stormcrows, uses the old dining chambers to serve as his personal workshop, where he dissects mutated grimlocks to assess the degree of their corruption. Lacking any kind of actual skill at medicine or anatomy, he has no idea what he's doing or that sometimes his victims are still alive when he takes them. Still, he's eager to work and approaches each new cadaver or victim with enthusiasm.

The discarded body parts and the stench of rot attracted a balhannoth that long lived in the tower. Klaus tosses the beast organs and limbs, and as a result, a sort of strange friendship has formed. The loss of grimlocks stalls Klaus's research, so encountering a party of uncontaminated adventures gives him an excellent opportunity to continue his work.

Alerting the creatures in this way or entering the mess hall triggers the tactical encounter.

**Tactical Encounter:** Chamber of Horrors (page 44).

#### 14. Holding Chambers

The Stormcrows may have all succumbed to the corrupting effects of *Tear of Ioun*, but their devotion to the stone has not created a lasting peace inside the former adventuring band. If anything, the relic's power has weakened the bonds of camaraderie and friendship that won them their early successes. Conflicts are common, but when the *Tear* was found missing, Black Elomiir, the leader, blamed Shaintaira, a powerful wizard. That she was his lover and confidant did nothing to change his mind and only forestalled the killing blow from his sword. Instead of murdering her in a rage, he imprisoned her in these chambers and set an eye of flame to ensure she didn't escape. Shaintaira, of course, has access to conjuration (teleportation) spells and could leave at any time she wished, but Elomiir holds her spellbook hostage. In his madness, he allowed her to keep her other possessions.

Shaintaira has subsisted on cockroaches and rats, since Elomiir has not thought to bring her food, and her guard could care less if she starved to death. Poor treatment pushed her into true madness, and she believes the eye of flame is not her captor, but rather her devoted protector. Thus, if the eye of flame comes under attack, she uses *dimension door* to come to the beholder's aid.



Characters entering this area trigger the tactical encounter.

**Tactical Encounter:** Friend or Foe? (page 46).

**Taking Shaintaira Alive:** Shaintaira may survive the tactical encounter, especially if struck by the eye of flame's paralysis ray. Rather than let the wizard escape, it zaps her with the intent of putting her back in her room once it has dealt with the intruders. Similarly, the PCs might use nonlethal attacks against her when they see the beholder devoting one of its eye rays to attack her. Should the PCs take her prisoner, they find her utterly unpleasant, with nothing but foul curses, spit, and screams as answers to their questions.

Improving Shaintaira's attitude from hostile is a challenge. The PCs already take a -4 penalty for her insanity, but if they killed the eye of flame, this penalty worsens to -8. Improving her attitude to friendly calms her down enough for her to answer questions. Much of her replies are gibberish and involve much of the same sorts of behaviors as before, but if the PCs ask questions close to any of the following, she answers as described.

*Who are you?* I am Shaintaira.

*What are you?* Blessed. Blessed by the stone.

*What are you doing here?* I failed my love and I must await his forgiveness.

*Who is your love?* Elomiir, leader of the Stormcrows, he is vessel of the stone.



*What is this stone?* Gone. It's gone. The horror, we have been betrayed. I tried to explain, tried to warn him, but I failed.

*What happened?* A traitor took the stone.

*Who was this traitor?* An illithid, but he was not one of ours.

*Where is your love now?* He mourns the loss of our god at the divine conduit.

*How did you come to be here?* An angel in mortal flesh sent us here. He wore the skin of a man named Kylus.

*Can you tell us more about this Kylus?* He is an angel.

Beyond these questions, Shaintaira slips back into her mad state, gibbering and spitting, clawing at her arms and picking at the scabs on her arms and legs. Bringing Shaintaira along for further investigations into the tower is dangerous. If the PCs have not yet confronted Elomiir and they bring her along for this climactic battle, she fights to save her lover, doing anything she can to hamper, delay, or kill the adventurers.

**Ad-Hoc XP:** If the PCs calm Shaintaira down enough to learn information from her, award the PCs XP as if they had defeated a CR 10 creature.

## 15. Hall of Reflection

Before the Kaorti opened the portal to the Far Realm, this chamber served the priests as a place of meditation, introspection, and study. In ancient days, shelves laden with books and scrolls filled the chamber, offering the accumulated knowledge of their faith for any with interest to study.

The catastrophe of the gate's collapse combined with theft and decay ruined much of this room, burying its original function beneath mountains of debris and dirt. The only things that remained in this place were its two guardians, fearsome constructs known as helmed horrors. Charged with protecting the contents, these sentries stand guard here still.

When the PCs enter this room, read:

*This enormous room fills the entire floor of the tower. Four massive black pillars support the sagging ceiling overhead, though holes above offer access to upper levels and the sky beyond even it. Water spills down from above in a torrent, and it runs across the floor to drain into the lower levels.*

*Within moments of entering this chamber, you spy two floating humanoids completely encased in full plate armor. Gripping immense swords, they watch you, judging you in silence.*

The helmed horrors do not attack unless there's trouble. Unfortunately, two mind flayers hide behind the pillars. They've been searching the room for old texts. When the PCs come into this room, the mind flayers creep around the edges of their pillars and hit the PCs with a mind blasts, triggering the tactical encounter.

**Tactical Encounter:** Hall of Reflection (page 48).

## 16. Divine Conduit

The Divine Conduit was the *Tear of Ioun's* cradle. With much of the ceiling and upper walls destroyed, and with the constant flow of snowmelt from above, this area is the least stable and most dangerous of them all.

There are many ways to access this room. The characters might climb up the stairs that wind up through the tower's center or they could use magic to *levitate*, *fly*, or even *teleport* to the tower's top. Regardless of when and by what means the characters reach this crumbling floor, the contents and inhabitants are largely the same.

When the PCs enter this area, read:

*Little remains of this level, with huge sections of floor having fallen ages ago. A flood of water falls from a distant overhang, hundreds of feet above, lands on a sagging floor, and spills down into the tower's interior. At the southern corner of this area stands a raised dais on which sits an old iron chair. Before it and running to the north is a faded red rug turned sickly pink. The most striking part of the room is large section of scorched stone. The pattern around a hemispherical depression suggests something large exploded there.*

This area is cursed because it was infused with the power of the corrupted relic. Even though the item has been absent for nearly a week, there's a palpable air of evil and contamination about the place. The cause is from the Kaorti effort to enter the Far Realm. When their great orrery failed, it exploded here.

The Divine Conduit, as the place has come to be called, is where Elomiir, one-time leader of the Stormcrows, spends nearly all his time communing with the relic. He cannot explain where the *Tear* went. He never leaves it, but there's a conspicuous gap in his memory created by the thief that stole the stone. He believes someone in his ranks is responsible and blames his former lover Shaintaira.

Elomiir may speak with the PCs before attacking, but only to learn if they have the relic. Regardless of how the negotiations go, Elomiir's madness means this encounter can only end in violence.

**Tactical Encounter:** Divine Conduit (page 50).



## CONCLUDING THE ADVENTURE

Once the characters defeat the last Stormcrow, the adventure is at an end. The rest of the denizens flee the tower and head back to the Underdark through the tunnel at area 3. The waterfall eventually washes away the rest of the tower after 1d6 days.

Free to return to Wellspring, the PCs face no more encounters on their way back to town and once they return, they are welcomed as heroes and given their reward (if any). Confident there will not be any more attacks on Wellspring, the adventurers are free to resume what they were doing before they confronted the denizens of the tower. In all likelihood, the characters come away with more questions than answers, having learned the tower once held an item of great power and that it was recently stolen. The PCs may also have figured out that like themselves, the Stormcrows were sent to explore the tower but were corrupted by the item. Finding their employer and locating the stone before its evil spreads should be of paramount concern. Faced with these questions and impending dangers, the adventurers may very well seek out these answers in town, but until the darkness stirs again, they can at least enjoy some hard-earned quiet.

## ABOUT THE AUTHOR

Robert J. Schwalb works as a freelance designer for Wizards of the Coast and has contributed design to such books as *Elder Evils*, *Fiendish Codex II*, and *Exemplars of Evil*, as well as numerous articles for *D&D Insider*. Robert lives in Tennessee with his incredibly patient wife Stacey and his pride of fiendish werecats, but is happiest when chained to his desk, toiling for his dark masters in Seattle.



# UNDER ATTACK!

## Encounter Level 11

### SETUP

A vile host descends upon Wellspring, shattering the idyllic calm with blood and death.

At any point before the encounter starts, read:

*A shrill scream breaks the susurrus of the gathered host, soon followed by a flood of fleeing townsfolk. Cries of horror erupt from around the square as a horde of vicious gray-skinned brutes pour down the street, swinging axes and casting about eyeless heads as if searching for something. As if they were not enough, floating above the humanoid mob is an enormous brain trailing knots of writhing tentacles not unlike a jellyfish. Periodically, one purple limb snakes out to snatch a terrified peasant, jerking him off his feet only to tear him apart in a shower of bloody gobbets that spatter the cobbles below.*

The grell philosopher (P) herds the mob of grimlocks (G) toward the statue of Rastophen. A horrid grell (H) lurks in a side-street gorging on the flesh of commoners. Don't place this creature until a PC comes within 5 squares of its position, until it's detected, or the start of round 2.

The PCs may place themselves anywhere in the set-up zone as indicated on the tactical map.

### Listen Checks

**DC 15** Characters who speak Undercommon hear the grimlock mob shouting "The stone!" and "Find it!"

### GRELL PHILOSOPHER

**CR 9**

MM2 121

**hp** 72 (14 HD)

Grell wizard 9

NE Medium aberration

**Init** +7; **Senses** blindsight 60 ft.; Listen +5, Spot +5

**Languages** Grell; understands Abyssal, Common, Draconic, and Undercommon

**AC** 23, touch 14, flat-footed 20

(+3 Dex, +4 *mage armor*, +1 deflection, +5 natural)

**Immune** electricity, gaze attacks, illusions, paralysis, visual effects, and any attack that relies on sight

**Fort** +6, **Ref** +7, **Will** +11

**Speed** 5 ft. (1 square), fly 30 ft. (perfect); Flyby Attack

**Melee** 10 tentacles +10 (1d4+2 plus paralysis) and bite +5 (1d6+1)

**Space** 5 ft.; **Reach** 5 ft. (10 ft. with tentacle)

**Base Atk** +7; **Grp** +9

**Atk Options** constrict 1d6+1, expert grappler, improved grab, paralysis

**Special Actions** Sudden Widen, lightning lance

**Combat Gear** lightning lance

**Wizard Spells Prepared** (CL 9th):

5th—*waves of fatigue*

4th—*dimension door*, *greater invisibility*, *locate creature*†

3rd—*dispel magic*, *displacement*, *ray of exhaustion* (ranged touch +10, DC 17), *wind wall*

2nd—*fox's cunning*, *knock*, *mirror image*, *see invisibility*, *whispering wind*

1st—*mage armor*†, *ray of enfeeblement* (ranged touch +10) (2), *shield*, *true strike*

0—*detect magic*, *mage hand*, *prestidigitation*, *read magic*

† already cast

**Abilities** Str 14, Dex 17, Con 14, Int 18, Wis 13, Cha 12

**SQ** flight, summon familiar (none)

**Feats** Combat Casting, Flyby Attack, Grell Alchemy<sup>LoM</sup>, Improved Initiative, Scribe Scroll<sup>B</sup>, Sudden Widen<sup>CAr,B</sup>, Weapon Finesse

**Skills** Concentration +11 (+15 casting on the defensive), Hide +9, Knowledge (arcana) +13, Knowledge (dungeoneering) +13, Knowledge (nature) +13, Listen +5, Move Silently +9, Spellcraft +15, Spot +5, Survival +1 (+3 underground, +3 in aboveground natural environments)

**Possessions** combat gear plus *ring of protection* +1, *amulet of intellect* +2 (as *headband of intellect* +2), *amulet of natural armor* +1, *bracers of Dexterity* +2 (as *gloves of Dexterity* +2), spellbook, spell component pouch

**Spellbook** spells prepared plus 0—all cantrips; 1st—*chill touch*, *color spray*, *hypnotism*, *magic missile*, *protection from good*, *silent image*; 2nd—*glitterdust*; 3rd—*lightning bolt*, *protection from energy*; 4th—*crushing despair*, *rainbow pattern*; 5th—*hold monster*

**Constrict (Ex)** A grell philosopher deals 1d6+1 points of damage on a successful grapple check.

**Expert Grapppler (Ex)** A grell philosopher that chooses to grapple with one tentacle and remain ungrappled itself takes only a –10 penalty on its grapple checks instead of the normal –20 penalty.

**Improved Grab (Ex)** To use this ability, a grell philosopher must hit an opponent of Medium or smaller size with a tentacle attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can constrict.

**Paralysis (Ex)** Creatures hit by a grell philosopher's tentacle attack must succeed on a DC 15 Fortitude save or be paralyzed for 2d4 rounds. The save DC is Constitution-based and includes a -4 racial penalty. Creatures struck by multiple tentacle attacks in the same round do not make multiple saving throws; instead, they make a single saving throw, but the DC increases by 1 for every additional tentacle that hits during the same round.

**Grell Alchemy (Ex)** A grell philosopher can use grellcraft to create *lightning lances* (LoM 114).

**Sudden Widen (Ex)** Once per day, a grell philosopher may apply the effects of the Widen Spell metamagic feat to any one spell it casts as a free action and without altering the effective level of the spell.

**Lightning Lance (Item)** Five times per day, ranged touch +10, 3d6 points of electricity damage. In the hands of anyone other than a grell, using this item requires a successful DC 25 Use Magic Device check.

**Flight (Ex)** As the *fly* spell, except it grants a fly speed of 30 feet with perfect maneuverability. In addition, the grell benefits from a *feather fall* spell with a personal range.

#### GRIMLOCK MOB<sup>DMG2</sup>

CR 8

MM 140, DMG2 59

hp 165 (30 HD)

Male grimlock mob

NE Medium monstrous humanoid (mob)

**Init** +0; **Senses** blind, blindsight 40 ft., scent; **Listen** +5, **Spot** +3

**Languages** Common, Grimlock

**AC** 11, touch 7, flat-footed 10  
(-4 size, +1 Dex, +4 natural)

**Immune** critical hits, precision damage, gaze attacks, visual effects, illusions, any attack form that relies on sight

**Fort** +10, **Ref** +18, **Will** +16

**Weakness** vulnerability to area spells or effects

**Speed** 20 ft. (6 squares)

**Melee** mob (5d6)

**Space** 20 ft.; **Reach** 20 ft.

**Base Atk** +30; **Grp** +44

**Atk Options** expert grappler, trample 2d6+3

**Abilities** Str 15, Dex 13, Con 13, Int 10, Wis 8, Cha 6

**SQ** blind, mob anatomy

**Feats** Alertness, Improved Bull Rush<sup>B</sup>, Improved Overrun<sup>B</sup>, Track<sup>B</sup>

**Skills** Climb +4, Hide +3\* (+13 in mountains or underground), **Listen** +5, **Spot** +3

**Possessions** battleaxe

**Expert Grappler (Ex)** A mob can maintain a grapple without penalty and still make attacks against other targets. A mob is never considered flat-footed while grappling.

**Trample (Ex)** A mob that simply moves over a creature deals 2d6+3 points of damage. The victim can either make an attack of opportunity against the mob or

make a DC 27 Reflex save to take half damage.

**Mob Anatomy (Ex)** This mob of grimlocks consists of 48 individual grimlocks (MM 140). A mob reduced to 0 hit points breaks apart into 19 or fewer (if grimlocks were incapacitated or slain) grimlocks. While in mob form, each grimlock slain or incapacitated imposes two negative levels. A mob that gains 30 negative levels breaks up as if reduced to 0 hit points.

#### HORRIBLE GRELL

CR 7

MM2 121

hp 85 (10 HD)

NE Medium aberration

**Init** +5; **Senses** blindsight 60 ft.; **Listen** +7, **Spot** +7

**Languages** Grell; understands Undercommon

**AC** 21, touch 16, flat-footed 16  
(+5 Dex, +1 deflection, +5 natural)

**Immune** electricity, gaze attacks, illusions, paralysis, visual effects, and any attack that relies on sight

**Fort** +8, **Ref** +9 **Will** +11

**Speed** 5 ft. (1 square), fly 30 ft. (perfect); Flyby Attack

**Melee** 10 tentacles +12 (1d4+1 plus paralysis) and bite +7 (1d6)

**Space** 5 ft.; **Reach** 5 ft. (10 ft. with tentacle)

**Base Atk** +7; **Grp** +8

**Atk Options** constrict 1d6+1, expert grappler, improved grab, paralysis

**Combat Gear** *lightning lance*

**Abilities** Str 12, Dex 20, Con 18, Int 10, Wis 12, Cha 9  
**SQ** flight

**Feats** Ability Focus (paralysis), Flyby Attack, Iron Will, Weapon Finesse

**Skills** Hide +12, **Listen** +7, Move Silently +12, **Spot** +7

**Possessions** combat gear plus *ring of protection* +1, *ring of resistance* +1 (as *cloak of resistance* +1), *amulet of natural armor* +1, *brooch of shielding* (89 points)

**Constrict (Ex)** A grell deals 1d6+1 points of damage on a successful grapple check.

**Expert Grappler (Ex)** A grell that chooses to grapple with one tentacle and remain ungrappled itself takes only a -10 penalty on its grapple checks instead of the normal -20 penalty.

**Improved Grab (Ex)** To use this ability, a grell must hit an opponent of Medium or smaller size with a tentacle attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can constrict.

**Paralysis (Ex)** Creatures hit by a grell's tentacle attack must succeed on a DC 17 Fortitude save or be paralyzed for 2d4 rounds. The save DC is Constitution-based and includes a -4 racial penalty.

Creatures struck by multiple tentacle attacks in the same round do not make multiple saving throws; instead, they make a single saving throw, but the DC increases by 1 for every additional tentacle that hits



during the same round.

**Lightning Lance (Item)** Five times per day, ranged touch +12, 3d6 points of electricity damage. In the hands of anyone other than a grell, using this item requires a successful DC 25 Use Magic Device check.

**Flight (Ex)** As the *fly* spell, except it grants a fly speed of 30 feet with perfect maneuverability. In addition, the grell benefits from a *feather fall* spell with a personal range.

## TACTICS

Using a *locate object* spell, the grell philosopher tracked the thief to the square, but the lead statue (as well as the cunningly concealed door) thwarted the effort to track down its prey. Although these horrors intend to rip apart the square, they don't object to butchering a few pilgrims first.

**Round One:** The grimlock mob heads for the closest group of pilgrims, chopping through the press of terrified people.

The grell philosopher delays until the PCs reveal themselves. When they do, it casts *greater invisibility* and moves onto the battlefield.

Finally, the horrid grell messily finishes its meal, unmindful of the new threat.

**Round 2:** Shift each crowd 3 squares south as they struggle to get away from the attackers.

The grimlock mob double moves to envelop a group of PCs, trampling any lone characters in their path.

The grell philosopher casts *shield* and moves to best catch the largest group of PCs.

Finished with its meal, the horrid grell emerges to attack the closest PC, preferably one trampled by the grimlock mob.

**Round 3+:** Move each pilgrim crowd another 3 squares south, removing any from the map that leave its southern edge.

The grimlock mob presses its attacks against the PCs.

The grell philosopher casts widened *waves of fatigue* and then harasses the PCs with uses of its *lightning lance* and ray spells.

The horrid grell devotes its full attention to one character at a time, using its tentacles to grapple and constrict. Once it kills a PC, it uses its *lightning lance* before closing to attack its next target.

## DEVELOPMENT

Whenever the grell philosopher is reduced to half hit points or less, it moves 5 feet and casts *dimension door* to slip away. Once free, it flies at a run (120 feet per round) until it comes within nine miles of the ruined tower where its masters wait for word. Using *whispering wind*, the grell philosopher quickly relates its failure and then



flees for the forest where it likely meets an unpleasant end at the hands of the elven rangers patrolling the woods.

## FEATURES OF THE AREA

The area has the following features.

**Buildings:** One-story buildings stand about 12-feet tall, while two-story buildings stand twice as high. The temple of Ioun stands some 30 feet high. The wooden doors are all good quality (1-1/2 inches thick; hardness 5; 15 hp; break DC 18), while the doors to the temple are strong (2 inches thick; hardness 5; 20 hp; break DC 25). Climbing the exteriors requires a DC 20 Climb check. The contents of each contain the sorts of things one might expect—furniture, displays, wares, covering commoners, and the like.

**Statue of Rastophen:** The statue stands 20 feet tall and it provides cover to characters positioned behind it from their opponents. Climbing the statue requires a DC 15 Climb check.

**Pilgrims:** Crowds of pilgrims (noncombatants) are placed where indicated on the map. Each crowd counts as difficult terrain, but characters inside a crowd gain the benefits of soft cover. If a character is attacked while inside a crowd, the pilgrims flee at the start of the next round, moving away from the enemies.

# SEARCHERS OF MALACHI

Encounter Level 10

## SETUP

Have the players place their miniatures anywhere in the space indicated on the tactical map.

Eskade Direthorn (T) leads a small force of rangers (E) in search of the *Tear of Ioun*. Wait to place Eskade and the eyes of Malachi until they are spotted or they reveal themselves.

## Spot Checks

**DC 18 (–1 per 10 ft.)** Characters notice a hidden eye of Malachi.

When the players place their miniatures, read:

*A slow-moving stream runs through this part of the dense forest. Trees both small and large block your sight beyond a few feet. The woods are still and quiet, with not even a whisper of sound.*

When the PCs first see an eye of Malachi, read:

*You catch sight of a humanoid figure dressed in gleaming mail and armed with a composite longbow. A black leather mask fitted with iron bars over the eyes and mouth conceals its features. A bloody red eye stares out from the center of the mask.*

When Eskade Direthorn reveals herself, read:

*A slender woman dressed in chainmail clutches a nasty-looking morningstar. Her face is an inhuman mask of scar-tissue, being blood red and covered in weeping wounds. Her yellow eyes hold madness and hate, and dark energy crackles about her.*

## ESKADE DIRETHORN

CR 8

RD 107, CAr 5  
hp 34 (7 HD); DR 2/cold iron

Female tiefling warlock<sup>CAr 7</sup>  
NE Medium outsider (native)  
Init +3; **Senses** darkvision 60 ft.; Listen +0, Spot +0  
**Languages** Common, Draconic, Elven, Infernal

AC 19, touch 13, flat-footed 16  
(+3 Dex, +6 armor)  
Resist cold 5, electricity 5, fire 5

Fort +3, Ref +5, Will +5

**Speed** 30 ft. (6 squares)

**Melee** mwk morningstar +5 (1d8–1)

**Ranged** eldritch blast +9 ranged touch (4d6)

**Base Atk** +5; **Grp** +4

**Atk Options** Point Blank Shot, Ranged Recall, eldritch blast

**Combat Gear** *potion of cure light wounds*, *powder of the black veil* (see the sidebar on page 28)

**Invocations Known (CL 7th):**

Lesser—*baneful blast* (humans)<sup>CM</sup>

Least—*breath of the night*, *devil's sight*<sup>†</sup>, *see the unseen*<sup>†</sup>

<sup>†</sup>Already invoked

**Spell-Like Abilities (CL 7th):**

At will—*detect magic*

1/day—*darkness*

**Abilities** Str 8, Dex 16, Con 13, Int 14, Wis 10, Cha 16

**SQ** deceive item

**Feats** Point Blank Shot, Ranged Recall<sup>CM</sup>, Weapon Focus (ranged spell or spell-like ability)

**Skills** Bluff +5, Concentration +11, Hide +4, Knowledge (arcana) +12, Listen +0, Spellcraft +14 (+16 deciphering scrolls), Spot +0, Use Magic Device +13 (+15 scrolls)

**Possessions** combat gear plus +2 *chain shirt*, masterwork morningstar, *cloak of Charisma* +2

**Ranged Recall (Ex)** 3/day, swift action, reroll missed spell or spell-like ability (including *eldritch blast*) against a target within 30 feet at a –5 penalty.

If you don't have *Complete Mage*, replace *baneful blast* invocation with *hellrime blast*.

## 6 EYES OF MALACHI

CR 3

hp 23 (3 HD); Diehard

Male human ranger 3

CE Medium humanoid

Init +2; **Senses** Listen +7, Spot +7

**Languages** Common

AC 16, touch 12, flat-footed 14  
(+2 Dex, +4 armor)

Fort +5, Ref +5, Will +2

**Speed** 30 ft. (6 squares)

**Melee** mwk battleaxe +5 (1d8+1/×3) or

**Melee** mwk battleaxe +3 (1d8+1/×3) and  
mwk handaxe +3 (1d6+1/×3)

**Ranged** mwk composite longbow (Str +1) +6 (1d8+1)  
or

**Ranged** mwk composite longbow (Str +1) +4/+4 (1d8+1)



with Rapid Shot

**Base Atk** +3; **Grp** +4

**Atk Options** favored enemy (humans) +2

**Combat Gear** *elixir of sneaking*

**Abilities** Str 13, Dex 15, Con 14, Int 10, Wis 12, Cha 8

**SQ** wild empathy +2 (–2 magical beasts)

**Feats** Diehard, Endurance<sup>B</sup>, Evil Brand<sup>EE,B</sup>, Rapid Shot<sup>B</sup>, Track<sup>B</sup>, Two-Weapon Fighting

**Skills** Diplomacy –1 (+1 evil creatures), Hide +8, Intimidate –1 (+1 evil creatures), Knowledge (geography) +6, Listen +7, Move Silently +8, Search +6, Spot +7, Survival +7 (+9 following tracks, +9 avoid getting lost and hazards)

**Possessions** combat gear plus *mithral shirt*, masterwork battleaxe, masterwork handaxe, masterwork composite longbow (Strength +1) with 20 arrows, traveler's outfit

## TACTICS

Eskade Direthorn is not certain who the PCs are, but fears they are searching for the *Tear of Ioun*. She whispers to her minions to take out the characters quickly. Unless the PCs detected a hidden eye of Malachi (Eskade has total cover from the massive tree), the Searchers gain surprise.

**Surprise Round:** The eyes fire arrows at the closest PCs while Eskade casts *darkness* on the massive tree to grant herself concealment (20% miss chance).

**Round 1:** Eyes engaged in melee drop their bows, draw battleaxes as a move action, and attack. After resolving the attack, each engaged eye takes a 5-foot step and draws his handaxe as a free action. Those eyes not engaged use Rapid Shot to attack non-engaged characters.

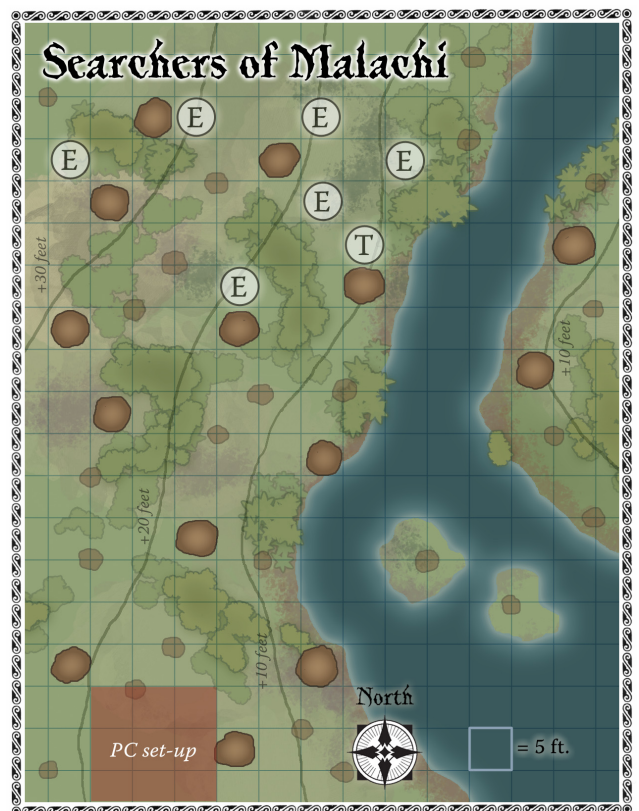
Eskade, under the cover of darkness, uses *baneful blast* (humans) against any human opponents within range, targeting foes within 30 feet to get the benefit of Point Blank Shot.

**Round 2+:** Any remaining eyes that have not yet engaged in melee use Rapid Shot to pepper the PCs with arrows.

Engaged eyes make full attacks each round using Two-Weapon Fighting.

### POWDER OF THE BLACK VEIL

When Eskade throws this powder to the ground, it creates a 10-foot-high cloud in a 10-foot spread centered on her. The cloud remains for 2d4 rounds, and any creature, other than her, caught in the area is blinded for 1d4 rounds (Will DC 13 negates).



Eskade supports her minions with *eldritch blasts*, only dropping the *powder of the black veil* if she's attacked with a melee weapon.

## FEATURES OF THE AREA

The area has the following features.

**Massive Tree:** These trees take up an entire space and characters standing behind them gain cover (+4 bonus to AC and +2 bonus on Reflex saves). A massive tree has AC 3, hardness 5, and 600 hp. A DC 15 check is required to climb these trees.

**Roots:** The area around massive trees is a tangle of exposed roots. It costs 2 squares of movement to enter a space containing roots. As well, the DC of Move Silently and Tumble checks increases by +2.

**Stream:** The stream is sluggish and is about 3 feet deep. Entering a space containing a stream costs 2 squares of movement. Small or smaller characters standing in the stream have improved cover (+8 bonus to AC and +4 bonus on Reflex saves).

# EATERS OF THE DEAD

## Encounter Level 11

### SETUP

The ghouls are hiding. Have the players place their miniatures in the area where shown on the tactical map.

Place the ghouls (G) if any PCs succeeded on a DC 16 Spot check and the abyssal ghoul (A) if any characters succeeded against a DC 30 (all modified by distance). PCs that didn't get at least a 16 on their check result are surprised.

### Spot Checks

**DC 16 (–1 per 10 ft.)** Characters notice a ghoul.

**DC 30 (–1 per 10 ft.)** Characters notice the abyssal ghoul.

When a character sees a ghoul, read:

*Filthy humanoids rise from the rubble, ropes of bloody saliva falling from their toothy maws. Pinpoints of white light serve for eyes, and their faces twist into snarls as they spit dreadful hissing noises.*

When a character sees the abyssal ghoul, read:

*A scaly humanoid with an impossibly long tongue creeps from around the tower's base, its inhuman eyes assessing you. Its massive maw splits wide and vomits blood.*

### ABYSSAL GHOUL<sup>FF</sup>

**CR 10**

**FF** 12

**hp** 104 (16 HD)

**CE** Medium undead (extraplanar)

**Init** +7; **Senses** blindsight 90 ft., deathwatch; Listen +2, Spot +2

**Languages** Abyssal

**AC** 27, touch 13, flat-footed 27; Dodge, Mobility, uncanny dodge (+3 Dex, +14 natural)

**Immune** ability damage (Str, Dex, Con), ability drain, critical hits, death effects, disease, electricity, energy drain, exhaustion, fatigue, mind-affecting effects, nonlethal damage, paralysis, poison, sleep, stunning, any effect that requires a Fortitude save (unless the effect also works on objects or is harmless), death from massive damage

**Resist** acid 20, cold 20, fire 20; **SR** 20

**Fort** +5, **Ref** +10, **Will** +12

**Speed** 40 ft. (8 squares); Spring Attack

**Melee** 2 front claws +15 (1d4+7 plus demon fever) and 2 rear claws +13 (2d4+3 plus demon fever)

**Base Atk** +8; **Grp** +15

**Atk Options** disease, improved grab, sneak attack +5d6, Wisdom drain 1d6

**Abilities** Str 25, Dex 16, Con —, Int 14, Wis 15, Cha 18

**Feats** Dodge, Improved Initiative, Lightning Reflexes, Mobility, Multiattack, Spring Attack

**Skills** Balance +20, Climb +20, Hide +20, Jump +23, Listen +2, Move Silently +20, Spot +2, Tumble +20

**Deathwatch (Sp)** As the *deathwatch* spell, always active, caster level 16th. This ability functions as the spell, except that it always knows how near death all creatures within 90 feet of it are.

**Demon Fever (Ex)** Disease—claws, Fort DC 18 negates, incubation period 1 day, damage 1d6 Constitution. The save DC is Constitution-based.

Each time a creature takes Constitution damage from demon fever, it must immediately succeed on a second DC 18 Fortitude save or 1 point of Constitution damage becomes drain instead.

**Improved Grab (Ex)** To use this ability, an abyssal ghoul must hit an opponent of up to Medium size with both front claw attacks. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it gets a hold and can attempt to pin and use its Wisdom drain ability on its next grapple check.

**Wisdom Drain (Su)** An abyssal ghoul deals 1d6 points of Wisdom drain with a successful grapple check against a pinned opponent. Once it drains its opponent, it automatically deals an additional 1d6 points of Wisdom drain each round it maintains the pin.

### 10 GHOULS

**CR 1**

**MM** 119

**hp** 13 each (2 HD)

**CE** Medium undead

**Init** +2; **Senses** darkvision 60 ft.; Listen +2, Spot +7

**Languages** Common

**AC** 14, touch 12, flat-footed 12 (+2 Dex, +2 natural)

**Immune** ability damage (Str, Dex, Con), ability drain, critical hits, death effects, disease, energy drain, exhaustion, fatigue, mind-affecting effects, nonlethal damage, paralysis, poison, sleep, stunning, any effect that requires a Fortitude save (unless the effect also works on objects or is harmless), death from massive damage



**Resist** +2 turn resistance  
**Fort** +0, **Ref** +2, **Will** +5

**Speed** 30 ft. (6 squares)  
**Melee** bite +2 (1d6+1 plus paralysis and ghoulish fever) and  
2 claws +0 (1d3 plus paralysis)  
**Base Atk** +1; **Grp** +2  
**Atk Options** ghoulish fever, paralysis

**Abilities** Str 13, Dex 15, Con —, Int 13, Wis 14, Cha 12  
**Feats** Multiattack  
**Skills** Balance +6, Climb +5, Hide +6, Jump +5, Listen +2, Move Silently +6, Spot +7

**Ghoulish Fever (Ex)** Disease—bite, Fort DC 12, incubation period 1 day, damage 1d3 Con and 1d3 Dex. The save DC is Charisma-based.

An afflicted humanoid who dies of ghoulish fever rises as a ghoul at the next midnight. A humanoid who becomes a ghoul retains none of the abilities it possessed in life. A humanoid of 4 Hit Dice or more rises a ghast (MM 119) instead.

**Paralysis (Ex)** Creatures hit by a ghoul's bite or claw attacks must succeed on a DC 12 Fortitude save or become paralyzed for 1d4+1 rounds. Elves are immune to this paralysis. The save DC is Charisma-based.

## TACTICS

Faced with the prospect of fresh meat, the ghouls attack en masse.

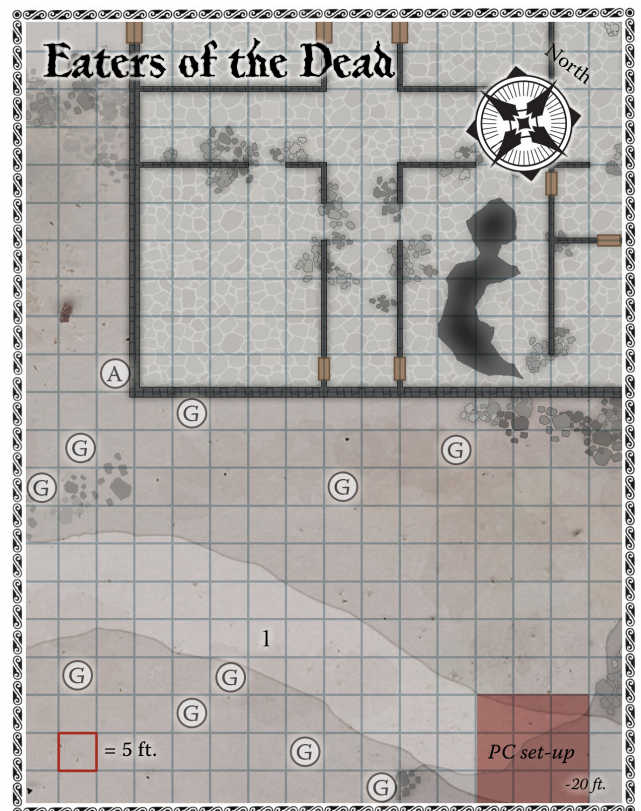
**Surprise Round:** The ghouls descend on the PCs in pairs. They can't charge because the rubble counts as difficult terrain. The abyssal ghoul moves directly to the road.

**Round 1:** If no surprise, the ghouls act as above, but use double moves to position themselves around the PCs. Likewise, the abyssal ghoul uses a double move to approach the lead PC.

**Round 2:** The ghouls try to flank their opponents, but failing this, one ghoul uses aid another to grant its ally a +2 bonus on its attack rolls. The abyssal ghoul makes a full attack against the first opponent it encounters working to grapple its adversary.

**Round 3+:** Ghouls that paralyze a PC use their next actions to each perform a coup de grace before turning to their next opponent. The abyssal ghoul presses its attack until it has killed its foe.

The ghouls retreat if seven or more fall, if they are successfully turned, or if the abyssal ghoul is destroyed.



## FEATURES OF THE AREA

The area has the following features.

**Rubble and Corpses:** Spaces containing rubble and corpses count as difficult terrain. Each space costs 2 squares to enter and charging and running are impossible. As well, the DCs for Move Silently and Tumble checks increase by +2.

# THE BLACK DEPTHS

Encounter Level 12

## SETUP

Three hadrimoi (H) are scattered throughout the room eating grimlock corpses and other offal, while the turlemoi (T) looks to have already feasted. The grell philosopher (G) considers its next move in the corner.

Assume each creature takes 10 on its Listen check to notice the PCs. Thus, for the characters to approach without being heard, they need to succeed on DC 18 Move Silently checks. One hadrimoi is supposed to act as sentry, but it is preoccupied by its meal. Thus, its Spot check result is 9 to notice hidden adventurers.

## Listen Checks

**DC 15 (–1 per 10 ft.)** The characters notice the sound of messy feasting.

## Spot Checks

**DC 10 (–1 per 10 ft.)** Characters notice the hadrimoi eating near the entrance.

When the PCs see the hadrimoi, read:

*A gaunt humanoid tears flesh from a haunch of meat with a large fanged mouth. The creature has a strange appearance as if composed of fibrous tendrils instead of flesh and bone. It grips its meal with twin pairs of claws, blood welling between its fingers.*

When the PCs see the interior of the cave, read:

*The cave mouth opens onto a 50-foot-deep chamber, about 20-feet wide. Dismembered body parts cover the floor. Rising in one corner is a hulking giant, its body skinless with oozing sinew and muscle exposed. Behind it, hovering in the air, is a great brain trailing a nest of writhing tentacles. A beak works, rumbling incomprehensible orders to what are clearly its minions.*

**MUTHRAX, GRELL PHILOSOPHER<sup>LOM</sup>** **CR 10**  
MM2 121  
hp 151 (19 HD)

Male grell wizard 14

NE Medium aberration

**Init** +7; **Senses** blindsight 60 ft.; Listen +4, Spot +4

**Languages** Grell; understands Abyssal, Common, Draconic, Dwarven, Infernal, Terran, and Undercommon

**AC** 25, touch 15, flat-footed 22

(+3 Dex, +6 *greater mage armor*, +2 deflect, +4 natural)

**Immune** electricity, gaze attacks, illusions, paralysis, visual effects, and any attack that relies on sight

**Fort** +10, **Ref** +8, **Will** +13

**Speed** 5 ft. (1 square), fly 30 ft. (perfect); Flyby Attack  
**Melee** 10 tentacles +13 (1d4+3 plus paralysis) and bite +8 (1d6+1)

**Space** 5 ft.; **Reach** 5 ft. (10 ft. with tentacle)

**Base Atk** +10; **Grp** +13

**Atk Options** constrict 1d6+3, expert grappler, improved grab, paralysis

**Special Actions** Sudden Maximize, Sudden Still, Unsettling Enchantment

**Combat Gear** brooch of shielding, greater lightning lance  
**Wizard Spells Prepared** (CL 14th, overcome SR 1d20+16):

7th—*insanity* (DC 25), *mass invisibility*, *power word blind*

6th—*disintegrate* (ranged touch +13, DC 23), *greater dispel magic*, *greater heroism*, *repulsion* (DC 23)

5th—*dominate person* (DC 23), *feeblemind* (DC 23), *greater dimension door<sup>SC</sup>*, *mind fog* (DC 23)

4th—*bestow curse* (DC 22), *confusion* (DC 22), *crushing despair* (DC 22), *fear* (DC 21), *greater invisibility*, *ice storm*

3rd—*blink*, *clairaudience/clairvoyance*, *greater mage armor<sup>SC†</sup>*, *hold person* (DC 21), *rage*, *suggestion* (DC 21)

2nd—*baleful transposition* (DC 19)<sup>SC</sup>, *blindness/deafness* (DC 19), *blur*, *daze monster* (DC 20), *scorching ray* (ranged touch +13) (2)

1st—*benign transposition<sup>SC</sup>* (2), *magic missile* (2), *ray of enfeeblement* (ranged touch +13), *shield*

0—*detect magic* (4)

† already cast

**Abilities** Str 16, Dex 16, Con 20, Int 24, Wis 10, Cha 12  
**SQ** flight, summon familiar (none)

**Feats** Combat Casting, Eschew Materials, Flyby Attack, Improved Initiative, Scribe Scroll<sup>B</sup>, Spell Focus (enchantment), Spell Penetration, Sudden Maximize<sup>CAR,B</sup>, Sudden Still<sup>CAR,B</sup>, Unsettling Enchantment<sup>CM</sup>

**Skills** Concentration +25 (casting on the defensive +29), Decipher Script +21, Hide +9, Knowledge (arcana) +29, Knowledge (dungeoneering) +29, Knowledge (nature) +15, Knowledge (religion) +21, Knowledge (the planes) +21, Listen +4, Move Silently +9, Search +7, Spellcraft +29 (+31 deciphering scrolls), Spot +4, Survival +0 (+2 on other planes, +2 following tracks, +2 underground, +2 in aboveground natural environments), Use Magic Device +1 (+5 scrolls)

**Possessions** combat gear plus *ring of protection* +2, *amulet of health* +2, *bracers of armor* +2



**Spellbook** inscribed on its tentacles; spells prepared plus 0—all; 1st—*animate rope*, *comprehend languages*, *endure elements*, *obscuring mist*, *protection from good*, *shocking grasp*, *true strike*, *unseen servant*; 2nd—*Melf's acid arrow*; 5th—*nightmare*, *waves of fatigue*; 6th—*acid fog*, *globe of invulnerability*; 7th—*ethereal jaunt*.

**Constrict (Ex)** Muthrax deals 1d6+3 points of damage on a successful grapple check.

**Expert Grappler (Ex)** If Muthrax chooses to grapple with one tentacle and remain ungrappled himself, he takes a –10 penalty on his grapple checks instead of the normal –20 penalty.

**Improved Grab (Ex)** To use this ability, Muthrax must hit an opponent of Medium size or smaller with a tentacle attack. He can then attempt to start a grapple as a free action without provoking an attack of opportunity. If he wins the grapple check, he establishes a hold and can constrict.

**Paralysis (Ex)** All creatures hit by Muthrax's tentacle attack must succeed on a DC 17 Fortitude save or be paralyzed for 2d4 rounds. The save DC is Constitution-based and includes a –4 racial penalty.

Creatures struck by multiple tentacle attacks in the same round do not make multiple saving throws; instead, they make a single saving throw, but the DC increases by 1 for every additional tentacle that hits during the same round.

**Sudden Maximize (Ex)** Once per day, Muthrax may apply the effects of the Maximize Spell metamagic feat to any one spell he casts as a free action and without altering the effective level of the spell.

**Sudden Still (Ex)** Once per day, Muthrax may apply the effects of the Still Spell metamagic feat to any one spell it casts as a free action and without altering the effective level of the spell.

**Unsettling Enchantment (Ex)** Any foes required to save against an enchantment spell Muthrax casts takes a –2 penalty on attack rolls and saving throws for 1 round, regardless of the result of the save. This is a mind-affecting effect.

**Greater Lightning Lance (Item)** Seven times per day, ranged touch +13, 5d6 points of electricity damage. In the hands of anyone other than a grell, using this item requires a successful DC 25 Use Magic Device check.

**Flight (Ex)** As the *fly* spell, except it grants a fly speed of 30 feet with perfect maneuverability. In addition, the grell benefits from a *feather fall* spell with a personal range.

### **TURLEMOI**<sup>MM5</sup>

MM5 187

**hp** 102 (12 HD); **DR** 10/slashing or piercing; strength from pain

NE Large monstrous humanoid

**Init** +6; **Senses** low-light vision; Listen +7, Spot +7

**Languages** Undercommon

### **CR 8**

**AC** 14, touch 11, flat-footed 12  
(–1 size, +2 Dex, +3 natural)

**Immune** rising courage

**Fort** +8, **Ref** +10, **Will** +10

**Weakness** broken courage

**Speed** 40 ft. (8 squares), climb 30 ft.

**Melee** 2 slams +15 (2d6+3)

**Ranged** rock +13 (1d8+3)

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

**Base Atk** +12; **Grp** +19

**Atk Options** Combat Reflexes, Power Attack, rock throwing

**Abilities** Str 17, Dex 14, Con 18, Int 7, Wis 15, Cha 6

**Feats** Alertness, Combat Reflexes, Improved Initiative, Power Attack, Weapon Focus (slam)

**Skills** Balance +5, Climb +11, Jump +10, Listen +7, Spot +7, Survival +5

**Strength from Pain (Ex)** Whenever a turlemoi takes damage, it gains a +1 bonus on attack rolls, a +2 bonus on damage rolls, and its natural armor bonus to AC increases by 2. The benefits last for 1 minute, starting in the round during which a turlemoi first takes damage in the encounter.

Bonuses stack each time a turlemoi takes damage to a maximum of a +5 bonus on attack rolls, a +10 bonus on damage rolls, and a +10 natural armor bonus to AC. These bonuses accrue each time it is damaged during that minute, even from multiple attacks in the same round. At the end of the minute, all bonuses disappear. The turlemoi can begin accumulating bonuses again if it takes more damage.

**Rising Courage (Ex)** When a turlemoi's bonus on attack rolls from its strength of pain ability is +3 or higher, it becomes immune to all mind-affecting effects. While in this state, it does not retreat from combat.

**Broken Courage (Ex)** A turlemoi takes a –4 penalty on saves against fear effects and on the level check made to oppose Intimidate checks. A turlemoi can be affected by fear effects that do not normally affect creatures of its Hit Dice.

**Rock Throwing (Ex)** A turlemoi can hurl rocks of 20 to 30 points (Tiny objects) up to five range increments. The range increment is 60 feet.

### **3 HADRIMOI**<sup>MM5</sup>

MM5 185

**hp** 58 each (9 HD); **DR** 10/slashing and piercing; speed from pain

NE Medium monstrous humanoid

**Init** +8; **Senses** low-light vision; Listen +4, Spot +4

**Languages** Common, Undercommon

**AC** 14, touch 14, flat-footed 10; Dodge, Mobility (+4 Dex)

**Fort** +5, **Ref** +10, **Will** +7

**Weakness** falling courage

### **CR 5**

**Speed** 30 ft. (6 squares)  
**Melee** 4 daggers +13 (1d4+1) with perfect symmetry  
**Ranged** dagger +13/+8 (1d4+1)  
**Base Atk** +9; **Grp** +10  
**Atk Options** dagger dance

**Abilities** Str 13, Dex 18, Con 14, Int 12, Wis 13, Cha 11  
**Feats** Dodge, Improved Initiative, Mobility, Weapon Finesse  
**Skills** Hide +13, Jump +7, Listen +4, Move Silently +13, Sleight of Hand +10, Spot +4  
**Possessions** 6 daggers

**Speed from Pain (Ex)** Each time a hadrimoi takes damage, it gains a +2 dodge bonus to AC, a +1 bonus on attack rolls and Reflex saves, and a +10-foot bonus to its speed. The benefits last for 1 minute, starting in the round during which a hadrimoi first takes damage in the encounter.

Bonuses stack each time a hadrimoi takes damage to a maximum of a +10 dodge bonus to AC, a +5 bonus on attack rolls and Reflex saves, and a +50-foot bonus to its speed. These bonuses accrue each time it is damaged during that minute, even from multiple attacks in the same round. At the end of the minute, all bonuses disappear. The hadrimoi can begin accumulating bonuses again if it takes more damage.

**Falling Courage (Ex)** A hadrimoi whose bonus to speed from its speed from pain ability is +30 feet or higher takes a –4 penalty on saves against fear effects and on the level check made to oppose an Intimidate check. In addition, while in this state, a hadrimoi can be affected by fear effects that do not normally affect creatures of its Hit Dice.

**Perfect Symmetry (Ex)** As a full attack, a hadrimoi can attack with up to four light weapons with no penalty on the attack rolls.

**Dagger Dance (Ex)** When a hadrimoi's bonus to speed from its speed from pain ability is +30 feet or higher, the creature can move up to its speed as part of a full attack. It can move before, after, or between each of its attacks, as long as its total movement in the round does not exceed its speed.

## TACTICS

The cave is not the ideal battlefield for these creatures. They work to get outside to better utilize their abilities.

**Round 1:** The grell philosopher casts *mass invisibility* and then moves away to get out of line of sight. The turmeloi bull rushes any PCs at the entrance to push them out onto the slope. If it succeeds, the hadrimoi move to escape the cave if possible, or engage the closest PCs if not.

**Round 2:** The grell casts *repulsion* on itself and then moves to the back of the chamber at the entrance to the Underdark. Engaged minions use full attacks to rip apart the PCs, being sure to use the Dodge feat against

archers, while unengaged minions use Mobility to slip past the front line to reach softer PCs beyond.

**Round 3+:** As round 2, but the grell philosopher focuses on managing the combat, supporting its minions with *baleful transposition*, maximized *disintegrate*, and *greater heroism*. The grell does not engage in melee unless forced, preferring to draw from its impressive selection of spells.

## FEATURES OF THE ROOM

The room has the following features.

**Slope:** The steep slope outside of the cave mouth counts as difficult terrain and it costs 2 squares of movement to enter a space on the slope.

**Treasure:** The grell philosopher emerged from the Underdark to work with the Stormcrows and brought gifts to honor the corrupted adventures. Where indicated on the tactical map, there's a wooden chest containing 2,402 gp, a silver coffer (500 gp) that holds 215 pp and three blue sapphires (1,000 gp each), a *ring of climbing*, and a *rod of sure striking* (MIC 175). If you don't have the *Magic Item Compendium*, replace the *rod of sure striking* with an adamantine heavy mace.





# ANTECHAMBER

## Encounter Level 12

### SETUP

Place the flesh golem (F) where indicated. Don't place the stirge swarm (S) until the PCs detect them or until the swarm attacks. Garen's (G) placement depends on the direction from which the PCs come. If they enter this room from outside Forlorn Tower, place Garen as shown on the map. Otherwise, Garen should be hiding farther down the tunnel, using the concealment from the shadows or darkness to hide.

### Listen Checks

**DC 12 (–1 per 10 ft.)** Characters hear the stirges squeaking from their roost on the ceiling.

### Spot Checks

**DC 0 (–1 per 10 ft.)** Characters with darkvision notice Garen hiding in the side passage.

**DC 24 (–1 per 10 ft.)** Characters notice Garen hiding in the side passage.

When the characters enter the room, read:

*Cracks appear in the guano covering the seated giant. Lurching to its feet, it trains dead eyes upon you.*

When the PCs notice the stirges on the ceiling, read:

*Dark droppings spatter on the floor from hundreds of red batlike creatures that blanket the ceiling. This swarm moves almost as one in a sea of red, glistening flesh, flapping wings, and long proboscises.*

When the PCs see Garen, read:

*A male dwarf dressed in stained clothing and armed with a razor-sharp kukri barks a laugh when you see him. His eyes extend out of his head on disgusting eyestalks and his mouth droops on the left side, a string of thick blue drool spilling onto his tattered shirt.*

### FLESH GOLEM

MM 135  
hp 79 (9 HD)

N Large construct

### CR 7

**Init** –1; **Senses** darkvision 60 ft., low-light vision; Listen +0, Spot +0

**AC** 18, touch 8, flat-footed 18

(–1 size, –1 Dex, +10 natural)

**Immune** ability damage, ability drain, critical hits, disease, death effects, energy drain, exhaustion, fatigue, magic, mind-affecting effects, massive damage, necromancy, nonlethal damage, paralysis, poison, sleep, stunning, any effect that requires a Fortitude save

**Fort** +3, **Ref** +2, **Will** +3

**Speed** 30 ft. (6 squares)

**Melee** 2 slams +10 (2d8+5)

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

**Base Atk** +6; **Grp** +15

**Atk Options** berserk

**Abilities** Str 21, Dex 9, Con —, Int —, Wis 11, Cha 1

**SQ** construct traits

**Skills** Listen +0, Spot +0

**Immunity to Magic (Ex)** A flesh golem is immune to any spell or spell-like ability that allows spell resistance. In addition, certain spells and effects function differently.

- Magical attacks that deal cold or fire damage automatically slow a flesh golem as the *slow* spell for 2d6 rounds.

- Magical attacks that deal electricity damage break the *slow* effect and heal 1 point of damage for every 3 points it would otherwise deal. Excess hit points are gained as temporary hit points. A flesh golem gets no save against electricity attacks.

**Berserk (Ex)** There is a cumulative 1% chance each round that the golem goes berserk. A berserk golem attacks the nearest living creature each round or smashes an object smaller than itself if no creature is within reach before moving on to spread more destruction. Since the golem's creator is long dead, once berserk, it remains this way until destroyed.

### STIRGE SWARM

MM 236  
hp 66 (12 HD)

N Tiny magical beast (swarm)

**Init** +8; **Senses** darkvision 60 ft., low-light vision; Listen +11, Spot +10

**AC** 16, touch 16, flat-footed 12

(+2 size, +4 Dex)

**Immune** critical hits, flanking, any spell or effect that targets a specific number of creatures

**Resist** half damage from slashing or piercing weapons

### CR 7

**Fort** +10, **Ref** +13, **Will** +7

**Speed** 10 ft. (2 squares), fly 40 ft. (average)

**Melee** swarm (3d6)

**Space** 10 ft.; **Reach** 0 ft.

**Base Atk** +12; **Grp** —

**Atk Options** attach, blood drain, distraction

**Abilities** Str 5, Dex 19, Con 10, Int 1, Wis 12, Cha 6

**SQ** swarm traits

**Feats** Ability Focus (distraction), Alertness, Great Fortitude, Improved Initiative, Iron Will, Weapon Finesse<sup>B</sup>

**Skills** Listen +11, Spot +10

**Attach (Ex)** Any creature damaged by a stirge swarm's attack become covered with blood-sucking stirges. Affected creatures take a –10 enhancement penalty to all forms of speed until the end of the swarm's next turn.

**Blood Drain (Ex)** At the start of a stirge swarm's turn, it automatically deals 1d8 points of Constitution damage to all living creatures affected by its attach ability. A stirge swarm can use blood drain three times before retreating to digest its meal.

**Distraction (Ex)** Any living creature that begins its turn with a swarm in its square must succeed on a DC 18 Fortitude save or be nauseated for 1 round. The save DC is Constitution-based and includes the bonus from the Ability Focus feat.

## GAREN

CW 44

hp 62 (11 HD)

Male changed dwarf fighter 1/rogue 5/invisible blade 5<sup>CW</sup>  
CE Medium humanoid

**Init** +4; **Senses** darkvision 60 ft.; Listen +5, Spot +8

**Languages** Common, Dwarven

**AC** 21, touch 15, flat-footed 21; +4 AC against giants, uncanny dodge

(+4 Dex, +4 class, +2 shield, +1 deflection)

**Resist** evasion, stability (+4 against bull rush and trip), trap sense +1

**Fort** +7 (+9 against poison), **Ref** +13, **Will** +2; +2 against spells and spell-like effects

**Speed** 20 ft. (4 squares)

**Melee** +1 *keen kukri* +15/+10 (1d4+2/15–20)

**Ranged** dagger +13/+8 (1d4+1/19–20) or

**Ranged** dagger +11/+11/+6 (1d4+1/19–20) with Rapid Shot

**Base Atk** +9; **Grp** +10

**Atk Options** Far Shot, Point Blank Shot, Rapid Shot, +1 on attack rolls against orcs and goblinoids, bleeding wound, dagger sneak attack +3d6, sneak attack +3d6, uncanny feint

**Combat Gear** *potion of cure moderate wounds*, tangle-foot bag

**Abilities** Str 12, Dex 18, Con 14, Int 18, Wis 8, Cha 16

**SQ** feint mastery, stonemasonry, trapfinding

**Feats** Aberration Blood (Bulging Eyes)<sup>LoM, B</sup>, Far Shot, Point Blank Shot, Rapid Shot, Weapon Finesse, Weapon Focus (kukri)<sup>B</sup>

**Skills** Appraise +4 (+6 metal or stone), Balance +6, Bluff +16, Climb +5, Craft (metal- or stonemasonry) +8, Diplomacy +7, Disable Device +7, Disguise +5 (+7 acting), Escape Artist +9, Hide +14, Intimidate +9, Jump +10, Listen +5, Move Silently +13, Search +9, Sense Motive +4, Spot +10, Survival –1 (+1 following tracks), Tumble +15, Use Magic Device +8, Use Rope +4

**Possessions** combat gear plus +1 *buckler*, +1 *keen kukri*, 8 daggers, *ring of protection* +1, *cloak of resistance* +1, *gloves of Dexterity* +2, *headband of intellect* +2, masterwork thieves' tools, 4 sunrods, traveler's outfit, pouch containing 23 gp

**Bleeding Wound (Ex)** Garen may sacrifice 1d6 of his dagger sneak attack ability to inflict a bleeding wound. At the start of each of the target's turns, the bleeding wound deals 1 point of damage. Multiple bleeding wounds are cumulative. A bleeding wound can be removed with a DC 15 Heal check or the application of any conjuration (healing) spell. Creatures immune to critical hits are immune to bleeding wounds.

**Dagger Sneak Attack (Ex)** When wielding a dagger, kukri, or similar weapon, Garen's sneak attacks deal +6d6 points of damage.

**Uncanny Feint (Ex)** Garen can feint in combat as a free action when wielding a dagger, kukri, or punching dagger.

**Feint Mastery (Ex)** Garen can take 10 on Bluff checks to feint in combat.

## TACTICS

With a lucky Use Magic Device check, Garen activated the flesh golem in this room. The construct regards Garen as its creator, though the dwarf does not realize this. Any creature that enters this chamber draws the golem's attention, though it doesn't attack unless it itself is attacked. If, however, Garen comes under attack, the golem engages the PCs.

**Round 1:** The stirge swarm descends from the ceiling to suck the blood from the PCs. The flesh golem readies an action to attack if attacked. Garen creeps forward, using Move Silently (check result 23) to avoid detection. Once in line of sight with the PCs, he attacks by throwing a dagger.

**Round 2+:** The stirge swarm presses its attack, following the largest group of PCs. The golem, if provoked, attacks, hammering at the closest opponent with its slam attacks. Garen throws daggers each round until he runs out and then draws his kukri. He feints (PH 68)



each round as a free action to deal sneak attack damage to his opponents.

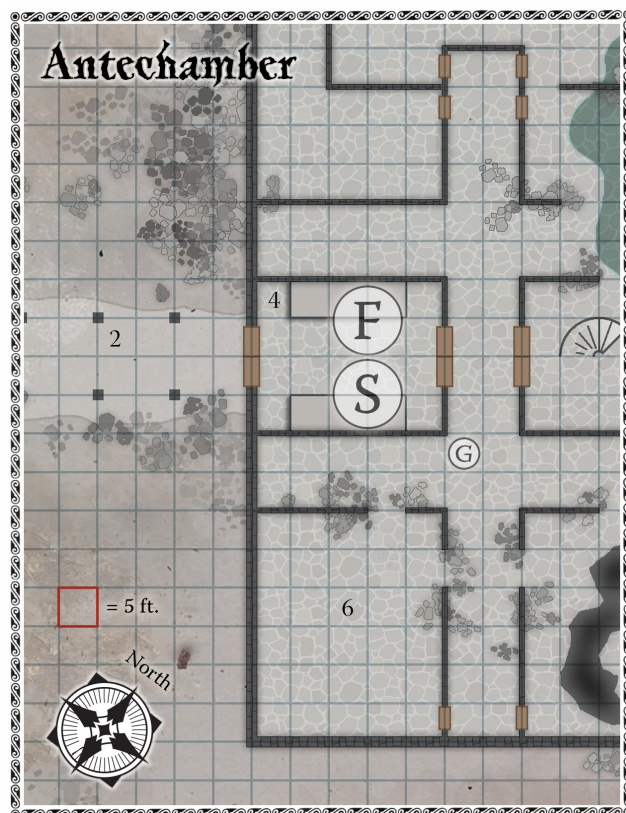
The stirges attack until they have used the blood drain ability three times at which point they return to the ceiling to digest their meals. The flesh golem fights until destroyed. Garen flees to area 5 and climbs the stairs to area 16 if reduced to 10 hit points or less or if the flesh golem is destroyed.

#### FEATURES OF THE ROOM

The room has the following features.

**Guano:** The floor is slippery with stirge droppings. Each square counts as difficult terrain and so it costs 2 squares of movement to enter each space. Furthermore, the DC for Tumble checks increases by +2.

**Shelf:** A 4-foot tall shelf rises on either side of the room. It costs an extra square of movement to climb up on a shelf or a DC 16 Jump check to hop up as part of movement (DC 32 without a running start). Large or larger creatures can enter spaces containing the shelf at no extra cost and do not count as squeezed. Characters fighting from a shelf gain a +1 bonus on melee attack rolls against enemies not on the shelf.



# INITIATE QUARTERS

Encounter Level 10

## SETUP

Only place creatures that the PCs stumbled across when they triggered the encounter, using starting positions as shown on the tactical map. The other creatures reveal themselves when the PCs have line of sight or when it's the creature's turn to act.

## Spot Checks

**DC 11 (–1 per 10 ft.)** Characters notice the gibbering mouter.

**DC 20 (–1 per 10 ft.)** Characters notice the mind flayer, though only if they have line of sight to his position.

**DC 21 (–1 per 10 ft.)** Characters notice the gricks, though only if they have line of sight to at least one.

When the PCs see the gibbering mouter, read:

*A carpet of glistening flesh clings to the chasm wall. Eyes flutter open and mouths tear apart all over its body as it looses a stream of disturbing nonsense words and squirts vile brown filth into the air.*

When the PCs see the gricks, read:

*Snakelike creatures slither across the floor. Surrounding the beaked maws are four long tentacles that end in thorny protrusions.*

When the PCs see the mind flayer, read:

*A rail thin humanoid emerges from the shadows. Four long tentacles emerge from where its mouth should be and writhe with anticipation. Dressed in violet robes trimmed in silver, it moves with a smooth and queerly alluring grace.*

## GIBBERING MOUTHER<sup>LOM</sup>

CR 5

LoM 150

hp 42 (4 HD); DR 5/bludgeoning

NE Medium aberration

Init +1; Senses darkvision 60 ft.; Listen +4, Spot +9

Aura gibbering (60 ft., DC 13)

Languages Common

AC 19, touch 11, flat-footed 18  
(+1 Dex, +8 natural)

Immune critical hits, flanking

Fort +7, Ref +4, Will +5

Speed 10 ft. (2 squares), climb 20 ft.\*

Melee 6 bites +4 (1) and

Ranged spittle +4 touch (1d4 acid plus blindness)

Base Atk +3; Grp +3

Atk Options blood drain, improved grab, swallow whole

Special Actions ground manipulation

Abilities Str 10, Dex 13, Con 22, Int 4, Wis 13, Cha 13

Feats Lightning Reflexes, Weapon Finesse

Skills Climb +8, Listen +4, Spot +9

**Gibbering (Su)** At the start of each of the gibbering mouter's turns, all creatures within a 60-foot spread must succeed on a DC 13 Will save or become confused for 1d2 rounds. This is a sonic, mind-affecting, compulsion effect. A creature that saves cannot again be affected by the same mouter's gibbering for 24 hours. Gibbering mouters are immune to this ability. The save DC is Charisma-based.

**Spittle (Ex)** Once per round as a free action, a gibbering mouter may fire a stream of spittle at a single target within 30 feet by making a ranged touch attack. Creatures hit by the attack take 1d4 points of acid damage and must succeed on a DC 18 Fortitude save or be blinded for 1d4 rounds. Eyeless creatures are immune to the blinding effect but are still subject to the acid damage. The save DC is Constitution-based.

**Blood Drain (Ex)** On the gibbering mouter's turn, any opponents it has swallowed take 1d4 points of Constitution damage.

**Improved Grab (Ex)** To use this ability, a gibbering mouter must hit a Medium or smaller foe with a bite attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity.

**Swallow Whole (Ex)** A gibbering mouter can attempt to swallow a grappled opponent of Medium or smaller size by succeeding on a grapple check. (The gibbering mouter doesn't actually swallow the opponent—it engulfs the victim with its amorphous form—but the effect is essentially the same). Victims are subject to its blood drain ability. A swallowed opponent can cut its way out by dealing 5 points of damage to the gibbering mouter (AC 19). Once the creature exits, muscular action closes the hole; another swallowed creature opponent must cut its own way out. A gibbering mouter's body can hold 1 Medium, 2 Small, 8 Tiny, 32 Diminutive, or 128 Fine creatures.

**Ground Manipulation (Su)** At will, as a standard action, a gibbering mouter can cause stone and earth in all adjacent squares to become a morass akin to quick-



sand. Softening earth, sand, or the like takes 1 round, while stone takes 2 rounds. Any creature adjacent to the mouther must spend a move action each round to avoid becoming mired (functioning as if pinned).

\*This gibbering mouther has adapted to its environment, losing its swim speed and instead gaining a climb speed. Thus, it loses its +8 racial bonus on Swim checks and instead gains a +8 racial bonus on Climb checks. It can always choose to take 10 on a Climb check, even if rushed or threatened.

#### MIND FLAYER

hp 44 (8 HD)

CR 8

CE Medium aberration

**Init** +6; **Senses** darkvision 60 ft.; Listen +11, Spot +11

**Languages** Undercommon; telepathy 100 ft.

**AC** 15, touch 12, flat-footed 13

(+2 Dex, +3 natural)

**SR** 25

**Fort** +3, **Ref** +4, **Will** +9

**Speed** 30 ft. (6 squares)

**Melee** 4 tentacles +8 (1d4+1)

**Base Atk** +6; **Grp** +7

**Atk Options** extract, improved grab

**Special Actions** mind blast

**Psionics** (CL 8th):

At will—*charm monster* (DC 17), *detect thoughts* (DC 15), *levitate*, *plane shift*, *suggestion* (DC 16)

**Abilities** Str 12, Dex 14, Con 12, Int 19, Wis 17, Cha 17

**Feats** Combat Casting, Improved Initiative, Weapon Finesse

**Skills** Bluff +11, Concentration +11 (+15 casting on the defensive), Diplomacy +7, Disguise +3 (+5 acting), Hide +10, Intimidate +9, Knowledge (dungeoneering) +12, Listen +11, Move Silently +10, Sense Motive +7, Spot +11, Survival +3 (+5 underground)

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

**Improved Grab (Ex)** To use this ability, a mind flayer must hit a Small, Medium, or Large creature with its tentacle attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and attaches the tentacle to the opponent's head. A mind flayer can grab a Huge or larger creature, but only if it can somehow reach the foe's head.

If a mind flayer begins its turn with at least one tentacle attached, it can try to attach its remaining tentacles with a single grapple check. The opponent

can escape with a single successful grapple check or an Escape Artist check, but the mind flayer gets a +2 circumstance bonus for every tentacle that was attached at the beginning of its opponent's turn.

**Mind Blast (Sp)** 60-ft. cone, at will, stun for 3d4 rounds, Will DC 17 negates. The save DC is Charisma-based. This ability is the equivalent of a 4th-level spell.

#### 4 GRICKS

hp 9 (2 HD); DR 10/magic

CR 3

N Medium aberration

**Init** +2; **Senses** darkvision 60 ft., scent; Listen +6, Spot +6

**AC** 16, touch 12, flat-footed 14

(+2 Dex, +4 natural)

**Fort** +0, **Ref** +2, **Will** +5

**Speed** 30 ft. (6 squares), climb 20 ft.

**Melee** 4 tentacles +3 (1d4+2) and

bite –2 (1d3+1)

**Base Atk** +1; **Grp** +3

**Abilities** Str 14, Dex 14, Con 11, Int 3, Wis 14, Cha 5

**Feats** Alertness, TrackB

**Skills** Climb +10, Hide +3 (+11 in rocky areas), Listen +6, Spot +6

#### TACTICS

The aberrations infesting these rooms work together with great effect.

**Surprise:** The gricks slither forward, climbing along the edge of the cleft to reach the PCs. The gibbering mouth starts gibbering as a free action and then climbs out of the pit to move toward the closest PC. Finally the mind flayer moves out of its room or hits the PCs with a *mind blast*.

**Round 1:** The gricks use simple tactics—they swarm around the closest PC. Their low AC and hit points make them more of a distraction than a threat.

If in reach of a PC, the gibbering mouther uses a full attack action to nibble on the closest PC. Remember, the mouther gets a free spittle attack each round and it uses this attack against the closest opponent it's not grappling. If the mouther had to move to reach an opponent, it uses spittle and bites if possible.

The mind flayer moves to engage any stunned targets. If it failed to stun any PCs, it uses mind blast again to create a viable target.

**Round 2+:** The mouther swallows any grabbed foes to subject them to its blood drain ability. If attacked, it uses ground manipulation to protect itself (though doing so imposes a –20 penalty on its next grapple

check). Once it drops a foe, it then moves off to grapple another opponent until destroyed.

The gricks press their attack against their chosen opponent each round.

The mind flayer continues working to stun an opponent and once it has done so, it uses *charm monster* to befriend a tough warrior-type and gain his or her protection while it grapples and yanks the brain from its victim.

The gibbering moulder and the gricks fight to the death. If reduced to 20 hit points or less or if the gibbering moulder is slain, the mind flayer flees to the Shadowfell using *plane shift*.

### FEATURES OF THE AREA

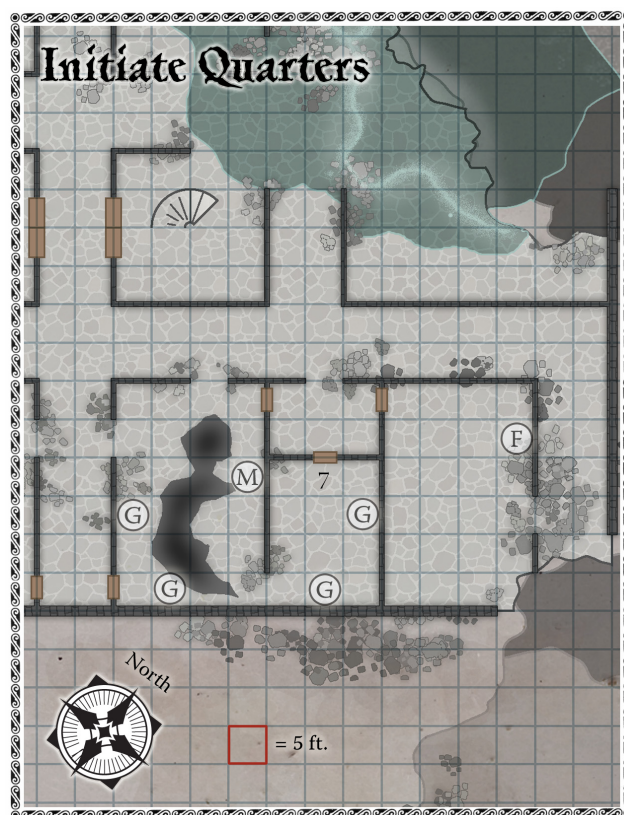
The area has the following features.

**Chasm:** The tear in the floor drops to a tight cleft about 80 feet down. Falling characters take 7d6 points of falling damage. Climbing out of the chasm requires a DC 10 Climb check.

**Gap:** In the area's eastern corner, the wall crumbles away. Any space adjacent to the hole collapses with any weight. A character standing in this space must succeed on a DC 15 Reflex save or fall 200 feet and take 20d6 points of damage when she lands at the bottom. It takes a successful DC 15 Climb check to climb back up the ravine.

**Treasure:** The mind flayer keeps a variety of treasure it has plundered from the tower in its room. Piled up in the southern corner are 48 pp, 610 gp, 870 sp, 599 gp, 531 cp, a cloth of silver prayer mat (150 gp), two mithral holy symbols of Ioun (250 gp each), an old oil painting of Volarn depicting him as a stern man with gaunt features and haunted eyes (500 gp), a star ruby (1,000 gp), divine scroll of *heal*, divine scroll of *remove paralysis*, and a pouch holding *dust of dryness*.

Scattered in the room that held the gricks are 442 gp, 2 tourmalines (100 gp each), and an old unlabeled flask containing oil of *greater magic weapon* +2.





# DEVA'S LAST STAND

Encounter Level 13

## SETUP

Deva and her minions are likely prepared for the PCs. Once the PCs open a door, place Deva (D) and the grimlock berserkers (B) where indicated on the tactical map.

When the PCs open any door, read:

*Beyond the door, you see a savage, eyeless grimlock. Strings of drool hang from its glistening lips. It grips a nasty axe in its hands and looses an awful scream as it charges you.*

When the PCs see Deva, read:

*Commanding the grimlocks is a woman whose beauty and grace are compromised by a thick layer of mucus oozing from her flesh and clotting on her gleaming plate armor.*

## DEVA ONTOLLO

CR 11

MH 11

hp 82 (11 HD)

Female changed human marshal<sup>MH</sup> 11

NE Medium humanoid

Init +5; **Senses** Listen -1, Spot -1

**Aura** marshal (60 ft.)

**Languages** Common, Undercommon

**AC** 24, touch 11, flat-footed 23; Deflect Arrows, Dodge, Mobility, Two-Weapon Defense  
(+1 Dex, +10 armor, +3 shield)

**Fort** +12, **Ref** +4, **Will** +6

**Speed** 20 ft. in full plate (4 squares), base speed 30 ft.

**Melee** +2 longsword +14/+9 (1d8+5/19-20)

**Base Atk** +8; **Grp** +11

**Atk Options** Intimidating Strike

**Special Actions** grant move action 2/day

**Combat Gear** bracers of quick strike<sup>MIC</sup>, potion of cure moderate wounds

**Abilities** Str 16, Dex 12, Con 16, Int 12, Wis 8, Cha 18

**Feats** Aberration Blood (Slimy Skin)<sup>LoM,B</sup>, Great Fortitude, Improved Initiative, Intimidating Strike<sup>PH2</sup>, Skill Focus (Diplomacy)<sup>B</sup>, Weapon Focus (longsword)

**Skills** Bluff +18, Diplomacy +25, Disguise +4 (+6 acting), Escape Artist -1, Intimidate +20, Knowledge (dungeoneering) +15, Knowledge (history) +15, Listen -1, Sense Motive +13, Spot -1, Survival -1 (+1 underground)

**Possessions** combat gear plus +2 full plate armor, +1

heavy steel shield, +2 longsword, cloak of Charisma +2, foul clothing, pouch containing 135 gp

**Marshal Auras (Ex)** As a swift action, Deva may emit an aura out to 60 feet. All allies in the area receive the aura's benefits provided that they have at least an Intelligence score of 3 or higher and can hear her. The aura lasts until dismissed (a free action). Deva can have one aura active at a time. Deva's aura is dismissed if she's dazed, unconscious, stunned, paralyzed, or otherwise unable to be heard or understood by her allies. Bonuses do not stack with each other. Deva has the following auras:

**Force of Will:** Allies gain a +4 circumstance bonus on Will saves.

**Hardy Soldiers:** Allies gain damage reduction 2/—.

**Master of Opportunity:** Allies gain a +4 circumstance bonus to AC against attacks of opportunity.

**Master of Tactics:** Allies gain a +4 circumstance bonus on damage rolls against flanked opponents.

**Motivate Ardor:** Allies gain a +2 circumstance bonus on damage rolls.

**Motivate Attack:** Allies gain a +2 circumstance bonus on attack rolls.

**Over the Top:** Allies gain a +4 circumstance bonus on damage rolls when charging.

**Watchful Eye:** Allies gain a +4 circumstance bonus on Reflex saves.

**Intimidating Strike(Ex)** As a standard action, Deva can make a single melee attack against her foe. She subtracts a number from this attack equal to or less than her base attack bonus. If the attack hits, she can make an Intimidate check against the foe she struck with a bonus equal to the number she subtracted from her attack roll. If the check succeeds, her opponent is shaken for the rest of the encounter. She cannot use this feat to worsen an opponent's fear condition beyond shaken.

**Grant Move Action (Ex)** As a standard action, twice per day, Deva can grant an extra move action to any or all allies within 30 feet (but not to herself). Each affected ally takes this extra move action immediately, acting in his current initiative order. This extra action does not affect the allies' initiative count; the round continues normally after her turn is over.

**Bracers of Quick Strike (Item)** Once per day, Deva can make one extra attack with a weapon she's holding at her full attack bonus as a swift action. This item attunes itself to its wearer when worn for 24 consecutive hours.

## 6 GRIMLOCK BERSERKERS

CR 6

hp 76 (7 HD)

Male or female grimlock barbarian 5

NE Medium monstrous humanoid

**Init** +3; **Senses** blind, blindsight 40 ft., scent; **Listen** +9, **Spot** +2

**Languages** Common, Grimlock

**AC** 20, touch 12, flat-footed 20; improved uncanny dodge

(+3 Dex, +4 armor, +1 deflection, +4 natural, -2 rage)

**Immune** gaze attacks, illusions, visual effects, any attack that relies on sight

**Fort** +9, **Ref** +7, **Will** +6

**Speed** 30 ft. in hide armor (6 squares), base speed 40 ft.

**Melee** +1 greataxe +15/+10 (1d12+10/x3)

**Base Atk** +7; **Grp** +13

**Atk Options** Cleave, Power Attack, rage 2/day

**Abilities** Str 23, Dex 16, Con 20, Int 10, Wis 10, Cha 4

**SQ** trap sense +1

**Feats** Cleave, Power Attack, Track<sup>B</sup>, Weapon Focus (greataxe)

**Skills** Climb +11, Hide +3 (+13 in mountains or underground), Intimidate +2, Listen +9, Spot +2, Survival +5

**Possessions** combat gear plus +1 hide armor, +1 greataxe, ring of protection +1, flawed amethyst on thong around neck (100 gp), pouch containing 1d20 gp

**Rage (Ex)** When not in a rage, the grimlock berserkers use the following statistics.

**AC** 22, touch 14, flat-footed 22

**hp** decrease by 14

**Fort** +7, **Will** +4

**Melee** +1 greataxe +13/+8 (1d12+7/x3)

**Grp** +11

**Abilities** Str 19, Con 16

**Skills** Climb +9

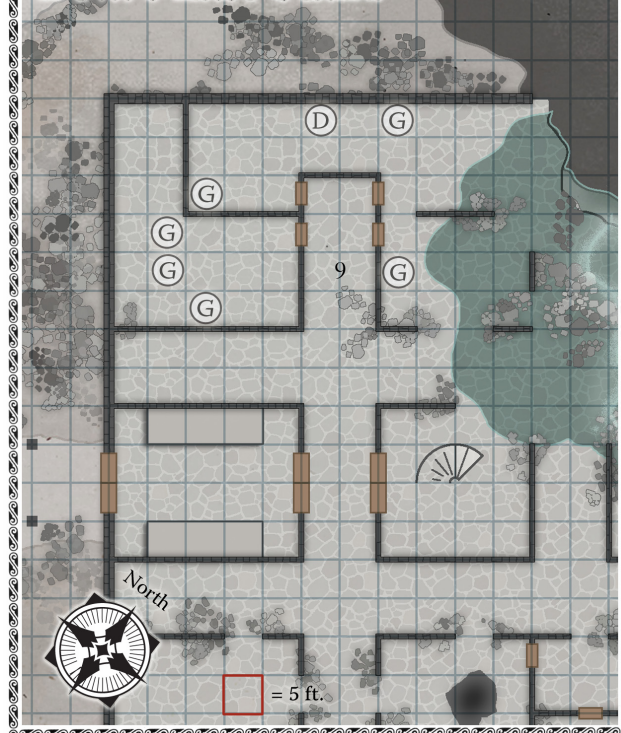
## TACTICS

When prepared, Deva and her minions put up a deadly fight.

**Surprise Round:** The grimlock barbarians enter a rage as a free action, and the one closest to the open door charges. The rest use their actions to open other doors around the party to attack the PCs from behind. Deva begins the combat with motivate ardor active and moves to the side farthest from the PCs.

**Round 1+:** The grimlocks clamor to reach the PCs. They use a 2-point Power Attack (-2 attack, +4 damage) on their full attacks or a 4-point Power Attack on standard attacks (-4 attack, +8 damage).

## Deva's Last Stand



Meanwhile, Deva supports her minions on the opposite side, maintaining her aura if her minions have the upper hand or switching to her hardy soldiers aura if the fight is going poorly for her.

## FEATURES OF THE AREA

The area has the following features.

**Water:** Any square containing water counts as difficult terrain such that it costs 2 squares of movement to enter these spaces. As well, the DC for Move Silently and Tumble checks both increase by +2.

## NEGOTIATING WITH DEVA

If the adventurers get the drop on Deva, she hastily turns to negotiation to give her minions time to move into position. She uses Bluff to come off as a victim, explaining she and the grimlocks were forced to serve Elomiir, the one-time leader of her party. She adds that Elomiir dwells at the top of the tower and offers to lead the PCs there in exchange for her freedom. Of course, she betrays the party at the first chance she gets, using the inhabitants of other rooms she passes through to destroy the PCs. Alternatively, once her grimlocks have spread out around the PCs, she instructs them to attack.



# THE FARSPEAKERS

Encounter Level 10

## SETUP

The destrachans (D) are positioned where indicated on the tactical map. Their positions give them total cover from the PCs when they are in area 11.

When the PCs enter the area, read:

*A hideous creature uses its odd mouth to sift the rubble. Large ears flick back and forth, as its eyeless head lifts in your direction.*

## 2 DESTRACHANS

CR 8

hp 60 each (8 HD)

NE Large aberration

**Init** +5; **Senses** blind, blindsight 100 ft.; **Listen** +25, **Spot** +4

**Languages** understands Common

**AC** 18, **touch** 10, **flat-footed** 17; **Dodge** (-1 size, +1 Dex, +8 natural)

**Immune** gaze attacks, illusions, visual effects, and other attack forms that rely on sight

**Fort** +5 **Ref** +5, **Will** +10; +4 against sonic effects

**Speed** 30 ft. (6 squares)

**Melee** 2 claws +9 (1d6+4)

**Space** 10 ft.; **Reach** 5 ft.

**Base Atk** +6; **Grp** +14

**Special Actions** destructive harmonics

**Abilities** Str 18, Dex 12, Con 16, Int 12, Wis 18, Cha 12

**Feats** Dodge, Improved Initiative, Lightning Reflexes

**Skills** Hide +8, Listen +25, Move Silently +7, Spot +4, Survival +9

**Destructive Harmonics (Su)** A destrachan can blast sonic energy in a cone up to 80 feet long. It can also use this attack to affect any creatures or objects within a 30-foot radius. It can tune the harmonics of this destructive power to affect different types of targets.

**Flesh:** Disrupting tissue and rending bone, this attack deals 4d6 points of damage to all within the area (Reflex DC 15 half).

**Nerves:** A destrachan can focus its harmonics to knock out foes rather than slay them. This attack deals 6d6 points of nonlethal damage to all within the area (Reflex DC 15 half).

**Material:** When using this form of harmonics, a destrachan chooses wood, stone, metal, or glass. All objects made of that material within the area must succeed on a DC 15 Fortitude save or shatter. Objects (or portions of objects) that have up to 30 hit points are potentially affected by this attack.

## TACTICS

The destrachans exploit the unstable floor, using their destructive harmonics to shatter the rubble beneath the PCs' feet and send them plummeting to the level below. Any section of normal floor subject to a destrachan's destructive harmonics (materials) ability suffers the following: The first use causes the floor to become difficult terrain. The second use turns the squares into weak floor (see Features of the Area). Any weak floor squares targeted with the ability collapse to the level below.

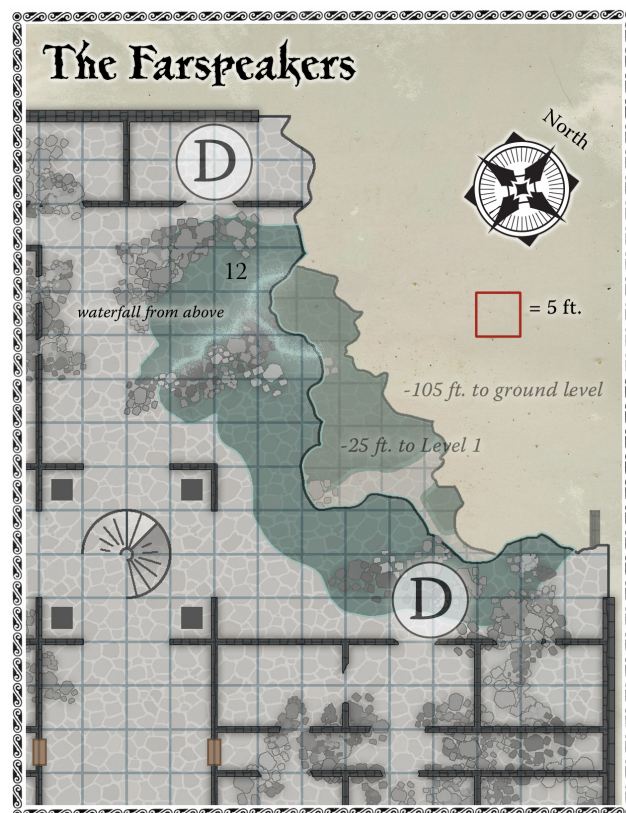
## FEATURES OF THE AREA

The area has the following features.

**Rubble:** Any space containing rubble counts as difficult terrain (PH 148).

**Waterfall:** See area 8 (page 19) for details.

**Weak Floor:** All spaces adjacent to the waterfall are weakened. Any character entering one of these spaces has a 50% chance of triggering a weak floor trap (page 15).



# CHAMBER OF HORRORS

Encounter Level 13

## SETUP

Klaus (K), surprised or not, examines a corpse, while the balhannoth (B) clings to the ceiling in its position. Wait to place the balhannoth until the PCs spot it.

## Spot Checks

**DC 26** (–1 per 10 ft.) *The characters notice the balhannoth.*

When the PCs open the door to the dining hall, read:

*Tables and benches fill this large room. Heaped on top of each are bones and viscera, with dissected bits of tentacles, eyes, and other body parts in evidence. Standing over the mess is a gaunt human wearing a leather apron over fine mail that gleams despite the bits of hair and blood that clings to the links. His eyes are wide and a black-toothed smile stretches wide across his dirty face.*

When the PCs notice the balhannoth, read:

*A knot of teeth, tentacles, and slimy tongue drops from the ceiling, reaching out to grab with its muscular appendages.*

## BALHANNOTH<sup>MM4</sup>

CR 10

MM4 15

hp 147 (14 HD); DR 15/magic

CN Large aberration

**Init** +7; **Senses** blind, dweomersight 120 ft.; Listen +6, Spot +1

**Aura** dimensional lock

**AC** 21, touch 12, flat-footed 18

(–1 size, +3 Dex, +9 natural)

**Immune** gaze attacks, illusions, visual effects, any attack that relies on sight

**SR** 18

**Fort** +10, **Ref** +9, **Will** +12

**Speed** 50 ft. (10 squares), climb 50 ft.

**Melee** 2 slams +18 (2d6+9/19–20) and bite +13 (1d8+4)

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

**Base Atk** +10; **Grp** +23

**Atk Options** Power Attack, constrict +1d8, improved grab

**Special Actions** antimagic grapple

**Abilities** Str 28, Dex 17, Con 23, Int 3, Wis 12, Cha 8

**SQ** camouflage

**Feats** Improved Critical (slam), Improved Initiative, Iron Will, Lightning Reflexes, Power Attack

**Skills** Climb +17, Hide +16, Jump +17, Listen +6, Move Silently +13, Spot +1

**Dweomersight (Su)** A balhannoth can sense the presence and position of magic auras within 120 feet of itself and knows the strength and school of each one. It can pinpoint the location of any creature with ongoing spells cast on it, carrying magic items, or otherwise using magic, and it can notice anything within the area of a magic effect (including its own dimensional lock aura). This ability otherwise functions as blindsense.

**Dimensional Lock (Su)** As the *dimensional lock* spell, 20-foot radius centered on the balhannoth, CL 10th. This effect moves with the creature.

**Constrict (Ex)** A balhannoth deals 1d8 points of damage with a successful grapple check, in addition to damage from its slam attack.

**Improved Grab (Ex)** To use this ability, a balhannoth must hit an opponent of up to Large size with a slam attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple check, it establishes a hold and can constrict.

**Antimagic Grapple (Su)** When a balhannoth grapples an opponent, all the magical properties of that opponent's magic items are suppressed. In addition, a creature grappled by a balhannoth cannot cast spells or use spell-like or supernatural abilities. A balhannoth automatically suppresses magic items by holding or wearing them.

**Camouflage (Ex)** A balhannoth's skin changes color to match its surrounding. As a result, a balhannoth can use the Hide skill in any sort of terrain.

## KLAUS

CR 12

CAd 10, CAd 81

hp 96 (12 HD)

Male changed human scout 4CAd/ranger 5/tempest 3<sup>CAd</sup>

CE Medium humanoid

**Init** +9; **Senses** Listen +14, Spot +12

**Languages** Common, Undercommon

**AC** 23, touch 17, flat-footed 19; Dodge, Mobility, Two-Weapon Defense, uncanny dodge (+4 Dex, +2 class, +6 armor, +1 deflection)

**SR** 14 (good spells only)

**Fort** +12, **Ref** +13, **Will** +5

**Speed** 40 ft. (8 squares); Spring Attack



**Melee** +2 *longsword* +17/+12/+7 (1d8+6/19–20) or  
**Melee** +2 *longsword* +16/+11/+6 (1d8+6/19–20) and  
+1 *short sword* +15/+10 (1d6+3/19–20)

**Base Atk** +11; **Grp** +15

**Atk Options** Combat Expertise, +4 bonus to confirm critical hits against creatures with good subtype, favored enemy (human) +2, skirmish (+1d6, +1 AC)

**Combat Gear** *potion of cure moderate wounds*

**Ranger Spells Prepared** (CL 2nd):

1st—*longstrider*

**Abilities** Str 18, Dex 18, Con 16, Int 13, Wis 14, Cha 10

**SQ** trackless step, trapfinding

**Feats** Aberration Blood (Tail)<sup>LoM,B</sup>, Combat Expertise<sup>B</sup>, Dodge<sup>B</sup>, Endurance<sup>B</sup>, Improved Initiative, Improved Two-Weapon Fighting, Mobility, Spring Attack, Track<sup>B</sup>, Two-Weapon Defense, Two-Weapon Fighting<sup>B</sup>

**Skills** Balance +22, Climb +12, Escape Artist +10, Hide +20, Jump +20, Knowledge (dungeoneering) +8, Knowledge (geography) +6, Listen +14, Move Silently +20, Sleight of Hand +7, Spot +12, Survival +8 (+16 underground, +16 avoiding getting lost and hazards), Swim +9, Tumble +13, Use Rope +4 (+6 bindings)

**Possessions** combat gear plus +2 *mithral shirt*, +2 *longsword*, +1 *short sword*, *ring of protection* +1, *boots of elvenkind*, *cloak of elvenkind*, *gauntlets of ogre power*

**Skirmish (Ex)** When Klaus moves and ends his movement at least 10 feet from where he began, he gains a +1 bonus to AC and his attacks deal +1d6 points of damage. The extra damage does not apply to creatures immune to critical hits.

## TACTICS

Klaus doesn't care if he takes the PCs alive or dead; he just wants to open them up and learn their secrets. The balhannoth, however, is tired of rotting meat and sees the PCs as a fresh meal.

**Surprise Round:** If none of the PCs detect the balhannoth, it gets surprise. It moves across the ceiling and drops to the floor when it gets a character in its reach.

**Round 1:** Klaus moves and attacks using a 2-point Combat Expertise and Spring Attack to hit one of the PCs and draw them back into the room. He uses the Dodge feat against any archers first.

The balhannoth attacks with its tentacles, targeting any invisible creatures first by using its *dweomersight* or arcane spellcasters if none are present.

**Round 2+:** Once the balhannoth gets a grapple, it spends its entire action on its victim. Klaus supports the monster by using Spring Attack and Combat Expertise to attack PCs attempting to rescue a grappled companion.

If Klaus takes 20 or more points of damage, he switches tactics and positions himself in front of the aberration so that he can make full attacks each round.

So long as he's hitting at least half the time, he uses Combat Expertise to increase his AC by at least 2.

The balhannoth, upon killing its first victim, uses its tentacles to snatch Klaus's opponents and constrict them into pulp. Both it and Klaus fight to the death.

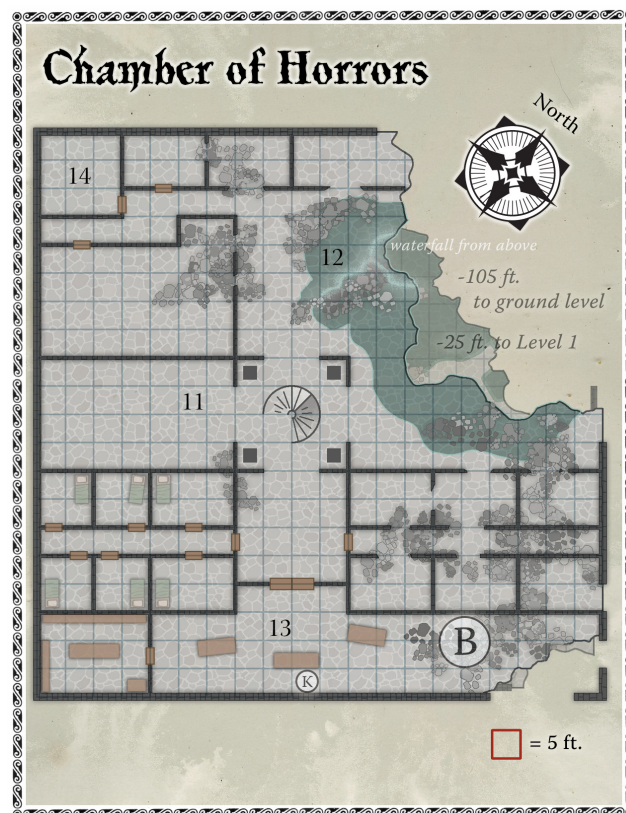
## FEATURES OF THE ROOM

The room has the following features.

**Rubble:** Any space containing rubble counts as difficult terrain. Each space costs 2 squares of movement to enter and the DC for Move Silently and Tumble checks increases by +2.

**Tables:** Characters can hop up on a table by spending an extra square of movement. Against opponents on the floor, they gain a +1 circumstance bonus on attack rolls. The tables, however, are slippery. Characters moving on top of the tables must succeed on a DC 9 Balance check to move up to half their speed or a DC 14 Balance check to move up to their speed as a full action. Characters that fail by 5 or more fall prone.

**Treasure:** Hidden amongst the rubble on the northeastern side of the dining hall is the balhannoth's treasure. Finding these valuables requires a DC 15 Search check per item. The aberration's hoard includes 308 gp, a star ruby (1,000 gp), an *amulet of natural armor* +1, and a *stone of alarm*.



# FRIEND OR FOE?

## Encounter Level 12

### SETUP

The eye of flame (E) floats in the corridor where indicated on the tactical map. Its attention is on Shaintaira's (S) cell, so assume that its Listen and Spot check results are 23.

### Listen Checks

**DC 15 (–1 per 10 ft.)** Characters hear a faint singing coming from the depths of this area. It is clearly female, but the words are nonsense, punctuated with curses.

### Spot Checks

**DC 27 (–1 per 10 ft.)** Characters notice the eye of flame. When the PCs notice the eye of flame, read:

*A spheroid creature bristling with eyestalks hovers in the corridor. Plates of red chitin cover its body, giving it an armored look. In the center of its body blinks a single eye, red and angry.*

Once Shaintaira joins the combat, read:

*Appearing in your midst is a wide-eyed woman dressed in long, filthy, torn orange robes. She grips a flaming staff in both hands, her hair is a tangled mess—and you could swear you just saw a cockroach escape from the corner of her mouth to flee down her neck into the folds of her foul clothes.*

### EYE OF FLAME

CR 9

MP 193, MM 26

hp 114 (12 HD); DR 10/magic

Fire element<sup>MP</sup> gauth<sup>LoM</sup>

LE Medium elemental (augmented aberration, fire)

**Init** +6; **Senses** all-around vision, darkvision 60 ft.; Listen +18, Spot +18

**Languages** Beholder, Common, Ignan, Undercommon

**AC** 19, touch 12, flat-footed 17  
(+2 Dex, +7 natural)

**Immune** critical hits, fire, flanking, paralysis, poison, sleep, stunning

**Fort** +9, **Ref** +6, **Will** +11

**Weakness** vulnerable to cold

**Speed** 5 ft. (1 square), fly 20 ft. (good); Flyby Attack

**Melee** bite +9 (1d6 plus 2d6 fire and burn)

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

**Atk Options** burn, fiery strike

### Special Actions eye rays, stunning gaze

**Abilities** Str 10, Dex 14, Con 20, Int 18, Wis 13, Cha 18  
**SQ** flight

**Feats** Ability Focus (stunning gaze), Agile Tyrant<sup>LoM</sup>, Alertness<sup>B</sup>, Flyby Attack, Improved Initiative, Iron Will

**Skills** Hide +16, Knowledge (arcana) +19, Knowledge (the planes) +19, Listen +18, Search +19, Spot +18, Survival +1 (+3 following tracks, +3 on other planes)

**Burn (Ex)** Creature struck by the eye of flame's bite attack or who successfully hit the eye of flame with a natural or unarmed attack must succeed on a DC 15 Reflex save or catch fire and burn for 1d4 rounds.

**Fiery Strike (Ex)** An eye of flame's natural attacks deal an extra 2d6 points of fire damage.

**Eye Rays (Su)** Each round, an eye of flame may fire all of its eye rays as a free action (ranged touch +11). It can fire only up to three rays at targets in any one 90-degree arc (up, forward, backward, left, right, or down). Each ray has a range of 100 feet.

*Sleep:* As the *sleep* spell, except no HD limit, Will DC 20 negates.

*Inflict Moderate Wounds:* As the *inflict moderate wounds* spell, 2d8+8 damage, Will DC 20 half.

*Dispel Magic:* As the targeted dispel function of the *dispel magic* spell. The check is 1d20+8.

*Scorching Ray:* As the *scorching ray*, except one ray deals 4d6 points of fire damage, no save.

*Paralysis:* Target paralyzed for 2d10 minutes, Fort DC 20 negates.

*Exhaustion:* As the *ray of exhaustion* spell, no save.

**Stunning Gaze (Su)** Stun for 1 round, 30 feet, Will DC 22 negates.

**Flight (Ex)** As the *fly* spell, except it grants a fly speed of 30 feet (perfect maneuverability). In addition, it grants the creature the benefit of a *feather fall* spell.

### SHAINTAIRA

CR 11

CM 70

hp 51 (11 HD)

Female changed human evoker 3/master specialist 8<sup>CM</sup>  
CE Medium humanoid

**Init** +6; **Senses** Listen +1, Spot +1

**Languages** Abyssal, Beholder, Common, Draconic, Undercommon

**AC** 16, touch 13, flat-footed 14  
(+2 Dex, +3 armor, +1 deflection)

**Fort** +5, **Ref** +5, **Will** +11

**Speed** 30 ft. (6 squares)

**Melee** staff of fire +6 (1d6)



**Base Atk** +5; **Grp** +5

**Special Actions** Fiery Burst, counterfire

**Atk Options** smite good (+12 damage)

**Combat Gear** *potion of cat's grace*, *potion of cure moderate wounds*, *staff of fire* (15 charges)

**Wizard Spells Prepared** (CL 11th; overcome SR 1d20+13 or 1d20+14 with evocation):

6th—*chain lightning* (CL 12th, DC 23) (2)

5th—*cone of cold* (CL 12th, DC 22), *feeblemind* (DC 21, —4 to arcane spellcaster), *teleport*, *wall of force* (CL 12th)

4th—*defenestrating sphere* (CL 12th, DC 21)<sup>SC</sup>, *dimension door*, *explosive cascade* (CL 12th, DC 21)<sup>SC</sup>, *greater invisibility*, *wall of fire* (CL 12th)

3rd—*dispel magic*, *displacement*, *fireball* (CL 12th, DC 20), *greater mage armor*<sup>SC</sup>, *lightning bolt* (CL 12th, DC 20), *protection from energy*

2nd—*mirror image*, *protection from arrows*, *scorching ray* (CL 12th, ranged touch +7) (3), *web* (DC 17)

1st—*magic missile* (CL 12th) (4), *shield* (2), *true strike*  
0—*detect magic*, *flare* (CL 12th, DC 17), *ghost sound* (DC 15), *read magic*, *resistance*

**Barred Schools:** necromancy and transmutation

**Abilities** Str 10, Dex 14, Con 14, Int 20, Wis 13, Cha 8

**SQ** minor school esoterica, moderate school esoterica

**Feats** Aberration Blood (Segmented Eyes)<sup>LoM</sup>, Combat Casting, Fiery Burst<sup>CM</sup>, Greater Spell Focus (evocation)<sup>B</sup>, Improved Initiative, Scribe Scroll<sup>B</sup>, Skill Focus (Spellcraft)<sup>B</sup>, Spell Focus (evocation)<sup>B</sup>, Spell Penetration

**Skills** Concentration +16 (+20 cast defensively), Decipher Script +19, Knowledge (arcana) +19, Knowledge (geography) +19, Knowledge (history) +19, Knowledge (the planes) +19, Listen +1, Search +8, Spellcraft +24, Spot +1, Survival +1 (+3 on other planes, +3 avoid hazards and getting lost)

**Possessions** combat gear plus *ring of protection* +1, *bracers of armor* +3, *headband of intellect* +2, robes, spell component pouch, a gray pearl (100 gp, *defenestrating sphere*)

**Spellbook** Black Elomiir holds her spellbook in area 16.

**Fiery Burst (Sp)** As long as Shaintaira has a fire spell of 2nd level or higher available to cast, she can create a 5-foot burst of fire at a range of 30 feet as a standard action. This burst deals 1d6 points of fire damage per level of the highest fire spell she has available to cast. The save DC is equal to 15 + the level of the spell.

**Counterfire (Sp)** When a visible enemy within 60 feet targets Shaintaira with a ranged attack or spell, she can release a glowing arrow of force up to five times per day as an immediate action (ranged touch +7). On a hit, the arrow deals 2d6 points of damage.

**Minor School Esoterica (Ex)** Cast evocation spell, gain a +4 bonus on Concentration checks.

**Moderate School Esoterica (Ex)** Cast evocation spell, gain resistance 20 to any one energy type that matches a descriptor used by the spell she just cast.

## TACTICS

The eye of flame fights on its own and does not work with Shaintaira. In fact, finding her out of her cage makes her a target as well (only nonlethal attacks). Shaintaira, on the other hand, wants to protect the beholder and uses her spells only against the PCs.

**Round 1:** The eye of flame uses Spring Attack to deliver a fiery bite, while blasting the PCs with its eye rays. It uses sleep against warriors, paralysis against rogues and rangers, and exhaustion on divine casters.

Shaintaira hears the battle and casts *greater invisibility*.

**Round 2:** The eye focuses its stunning gaze against the closest PC, using the same eye rays as in round 1.

Shaintaira casts *teleport* to help the eye of flame.

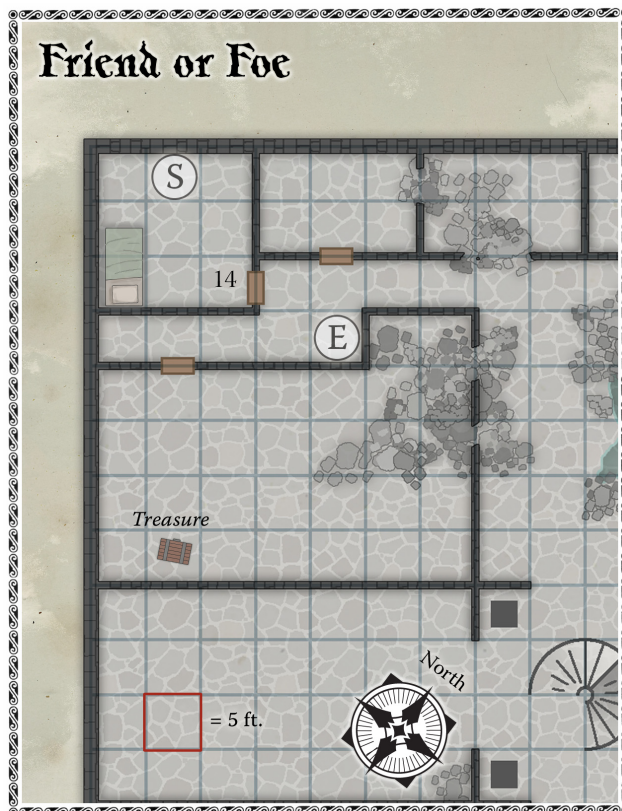
**Round 3+:** The beholder continues its barrage against the PCs. If it notices Shaintaira is present, it uses its paralysis ray on her. The eye of flame fights to the death.

## FEATURES OF THE AREA

This area has the following features.

**Rubble:** Any space containing rubble counts as difficult terrain (*PH* 14:8).

**Treasure:** A DC 20 Search check reveals that a pile of rotten corpses (see the map) conceals 140 gp, one fire opal (1,000 gp), and a +1 *heavy mace*.



# HALL OF REFLECTION

Encounter Level 12

## SETUP

The helmed horrors (H) hover where shown on the tactical map. The mind flayers (M) are hiding. If not detected, place them after the PCs place their miniatures.

## Spot Checks

**DC 20 (–1 per 10 ft.)** Characters notice the mind flayers emerging from around the pillars.

When the PCs see the mind flayers, read:

*Emerging from behind the pillars is a terrible mind flayer with blistered skin. Dressed in flowing black robes trimmed in gleaming silver, it raises one hand, its tentacles quivering, and a thundering wave of psychic energy rolls across you.*

## 2 HELMED HORRORS<sup>LE</sup>

CR 8

LE 175

hp 104 (13 HD); rapid repair

NE Medium construct

**Init** +6; **Senses** see invisible; Listen +15, Spot +15

**Languages** understands Common and Undercommon

**AC** 26, touch 15, flat-footed 24

(+2 Dex, +11 armor, +3 deflection)

**Immune** construct immunities, *fireball*, *ice storm*, *lightning bolt*, *magic missile*

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

**Speed** 30 ft. (6 squares), air walk 30 ft.

**Melee** mwk greatsword +16/+11 (2d6+7/17–20) or

**Ranged** heavy crossbow +11 (1d10/19–20)

**Base Atk** +9; **Grp** +14

**Atk Options** weapon power

**Abilities** Str 20, Dex 15, Con —, Int 13, Wis 16, Cha 16

**Feats** Great Fortitude, Improved Critical (greatsword), Improved Initiative, Improved Toughness, Weapon Focus (greatsword)

**Skills** Diplomacy +5, Listen +15, Search +13, Sense Motive +15, Spot +15, Survival +3 (+5 following tracks)

**Possessions** masterwork greatsword, heavy crossbow with 10 bolts

**Rapid Repair (Ex)** A helmed horror cures 1 point of damage for each full hour it rests so long as it has at least 1 hit point.

**See Invisible (Su)** As the *see invisibility* spell, always active, caster level 13th.

**Air Walk (Su)** As the *air walk* spell, always active, CL 13th.

**Weapon Power (Su)** As a free action, a helmed horror can imbue its greatsword with magical power. Roll 1d10 to determine its property. 1–3, none; 4, flaming; 5, flaming burst; 6, frost; 7, shock; 8, shocking burst; 9, speed; 10, thundering. See DMG for effects.

## 2 MIND FLAYERS

CR 8

MM 186

hp 44 each (8 HD)

CE Medium aberration

**Init** +6; **Senses** darkvision 60 ft.; Listen +11, Spot +11

**Languages** Undercommon; telepathy 100 ft.

**AC** 15, touch 12, flat-footed 13

(+2 Dex, +3 natural)

**SR** 25

**Fort** +3, **Ref** +4, **Will** +9

**Speed** 30 ft. (6 squares)

**Melee** 4 tentacles +8 (1d4+1)

**Base Atk** +6; **Grp** +7

**Atk Options** extract, improved grab

**Special Actions** mind blast

**Psionics** (CL 8th):

At will—*charm monster* (DC 17), *detect thoughts* (DC 15), *levitate*, *plane shift*, *suggestion* (DC 16)

**Abilities** Str 12, Dex 14, Con 12, Int 19, Wis 17, Cha 17

**Feats** Combat Casting, Improved Initiative, Weapon Finesse

**Skills** Bluff +11, Concentration +11 (+15 casting on the defensive), Diplomacy +7, Disguise +3 (+5 acting), Hide +10, Intimidate +9, Knowledge (dungeoneering) +12, Listen +11, Move Silently +10, Sense Motive +7, Spot +11, Survival +3 (+5 underground)

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

**Improved Grab (Ex)** To use this ability, a mind flayer must hit a Small, Medium, or Large creature with its tentacle attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and attaches the tentacle to the opponent's head. A mind flayer can grab a Huge or larger creature, but only if it can somehow reach the foe's head.

If a mind flayer begins its turn with at least one tentacle attached, it can try to attach its remaining



**Mind Blast (Sp)** 60-ft. cone, at will, stun for 3d4 rounds, Will DC 17 negates. The save DC is Charisma-based. This ability is the equivalent of a 4th-level spell.

The helmed horrors do not choose sides since they see the mind flayers and PCs both as intruders. Instead, they attack each group, focusing on the closest opponent at a time. The mind flayers seek to create enough chaos and confusion to attract the attention of Elomiir and his minions on the level above.

**Round 1+:** The mind players use their *mind blasts* again, but move to keep the PCs between themselves and the constructs.

A mind flayer reduced to 10 hit points or less uses *plane shift* to travel to the Astral Sea. The helmed horrors fight until reduced to 5 hit points, at which point they withdraw to the room's farthest corners to begin their repair. If followed, the helmed horrors fight to the death.

Sounds of combat here attract the attention of Black Elomiir and his cronies in area 16. The round after Elomiir hears fighting, he sends the grell philosopher down to deal with the intruders through a hole in the floor.

The area has the following features.

**Pillars:** The pillars (10-ft. thick; hardness 10; 900 hp/10-ft.-by-10-ft. section; break DC 70; climb DC 22) provide total cover to creatures standing behind them. The pillars are each 25-feet tall and 10-feet wide. Three of the four pillars support the ceiling.

**Waterfall:** See area 8 (page 19) for details.

- Blue pouch containing 14 pp
- A small coffer containing 180 pp
- A sack with 581 gp
- A small chest buried beneath rubble holding 5,202 sp
- A velvet bag with two black pearls (500 gp) and a blue sapphire (1,000 gp)
- An old leather tome that describes the rise of Bael Turath (worth 1,000 gp)
- A bundle of letters recounting the war between the gods and the primordials (worth 1,000 gp for the set)
- A bone scroll tube containing an arcane scroll of *dimensional lock* and *fireball*
- A black wooden scroll case containing a divine scroll of *greater restoration*
- +1 *silver dagger*
- *Bracers of great collision*<sup>MIC</sup> (or, 1,500 gp if no *Magic Item Compendium*)



# DIVINE CONDUIT

Encounter Level 14

## SETUP

Black Elomiir (B) stands on the edge of the carpet, pink tendrils of animated wool caressing his boots. To either side of him stand two destrachans (D), and on the other side of the waterfall is a heap of flesh known as the Feaster (F). Only place the Feaster if it's spotted. Sounds of combat in area 15 may have drawn the grell philosopher (P) to investigate. If not, the grell is positioned where indicated.

## Spot Checks

**DC 15 (–1 per 10 ft.)** Characters notice the Feaster. Place its miniature on the map.

When the PCs enter this area, read:

*Standing on the edge of a tattered pink rug is an attractive elven warrior dressed in fine mithral chainmail. He wears a battered heavy shield on his left arm that bears a grinning skull with gemstones for eyes, and he holds a gleaming longsword in his right hand. Something about him, though, is off. The way he tests his weight suggests something inhuman, and the wideness of his mouth, the dark circles beneath his eyes, and the unsightly wen on his neck combine to make him fearsome.*

*Standing to either side of the warrior are two reptilian creatures, stooped, eyeless, and with overlarge tube-shaped maws.*

If the grell philosopher is present, read:

*Hovering to the side is a floating brain that trails a nest of writhing tentacles. A beak, nestled in calloused gray matter, clacks with excitement.*

When the PCs notice the Feaster, read:

*A huge heap of glistening flesh, beaded with moisture from the waterfall, has streaks of filth and old blood along its quivering sides. It lurches about, squirting small streams of filth into the air.*

## BLACK ELOMIIR

BV 186

hp 106 (12 HD); fast healing 6; DR 10/good

CR 12

Male corrupted<sup>BV</sup> elf fighter 8/blackguard 4

CE Medium humanoid

Init +2; Senses darkvision 60 ft.; Listen +3, Spot +3

Aura despair (10 ft.)

Languages Common, Elven

AC 26, touch 12, flat-footed 24

(+2 Dex, +7 armor, +3 shield, +4 natural)

Immune acid, sleep

Fort +18, Ref +10, Will +9

Speed 30 ft. (6 squares)

Melee +2 *adamantine longsword* +20/+15/+10 (1d8+8/17–20)

Base Atk +12; Grp +18

Atk Options Cleave, Combat Reflexes, Great Cleave, Improved Sunder, Power Attack, Vexing Flanker, disruptive attack (melee touch +16, 6 points of vile damage), smite good 1/day (+4 attack, +4 damage), sneak attack +1d6

Special Actions command undead 7/day (+4, 2d6+6, 2nd)

Combat Gear *potion of cure serious wounds*, *potion of heroism*, *potion of shield of faith* +2

Blackguard Spells Prepared (CL 4th):

2nd—*eagle's splendor*

1st—*corrupt weapon*, *cure light wounds*

Spell-Like Abilities (CL 4th):

At will—*detect good*

Abilities Str 18, Dex 14, Con 16, Int 10, Wis 12, Cha 18

SQ able to notice secret doors, moderate aura of evil, poison use

Feats Aberration Blood (Flexible Limbs)<sup>LoM,B</sup>, Cleave<sup>B</sup>, Combat Reflexes<sup>B</sup>, Great Cleave, Greater Weapon Focus (longsword)<sup>B</sup>, Improved Critical (longsword), Improved Sunder, Power Attack, Vexing Flanker<sup>PH2</sup>, Weapon Focus (longsword)<sup>B</sup>, Weapon Specialization (longsword)<sup>B</sup>

Skills Concentration +7, Hide +5, Intimidate +11, Knowledge (nobility) +3, Knowledge (religion) +2, Listen +3, Search +2, Spot +3

Possessions combat gear plus +2 *elven chain*, +1 *heavy steel shield*, +2 *adamantine longsword*, *cloak of resistance* +1, *gauntlets of ogre power*, filthy clothing, belt pouch containing 115 gp

Vexing Flanker (Ex) Black Elomiir gains a +4 bonus on attacks when flanking instead of the normal +2.

## FEASTER

hp 138 (12 HD)

Advanced elite otyugh

CR 7



NE Huge aberration  
**Init** +0; **Senses** darkvision 60 ft., scent; Listen +10, Spot +10

**Languages** Common

**AC** 19, touch 8, flat-footed 19  
(–2 size, +11 natural)

**Fort** +10, **Ref** +4, **Will** +11

**Speed** 30 ft. (6 squares)

**Melee** 2 tentacles +14 (1d8+6) and  
bite +11 (1d8+3 plus disease)

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

**Base Atk** +9; **Grp** +23

**Atk Options** constrict 1d8+6, disease, improved grab

**Abilities** Str 22, Dex 10, Con 23, Int 4, Wis 16, Cha 6

**Feats** Alertness, Improved Initiative, Improved Toughness, Multiattack, Weapon Focus (tentacle)

**Skills** Hide –7 (+1 in lair), Listen +10, Spot +10

**Constrict (Ex)** Feaster deals 1d8+6 points of damage on a successful grapple check.

**Disease (Ex)** Filth fever—bite, Fortitude DC 22, incubation period 1d3 days, damage 1d3 Dex and 1d3 Con. The save DC is Constitution-based.

**Improved Grab (Ex)** To use this ability, Feaster must hit an opponent of any size with a tentacle attack. He can then attempt to start a grapple as a free action without provoking an attack of opportunity. If he wins the grapple check, he establishes a hold and can constrict.

## GRELL PHILOSOPHER

MM2 121

**hp** 72 (14 HD)

Grell wizard 9

NE Medium aberration

**Init** +7; **Senses** blindsight 60 ft.; Listen +5, Spot +5

**Languages** Grell; understands Abyssal, Common, Draconic, and Undercommon

**AC** 23, touch 14, flat-footed 20  
(+3 Dex, +4 *mage armor*, +1 deflection, +5 natural)

**Immune** electricity, gaze attacks, illusions, paralysis, visual effects, and any attack that relies on sight

**Fort** +6, **Ref** +7, **Will** +11

**Speed** 5 ft. (1 square), fly 30 ft. (perfect); Flyby Attack

**Melee** 10 tentacles +10 (1d4+2 plus paralysis) and  
bite +5 (1d6+1)

**Space** 5 ft.; **Reach** 5 ft. (10 ft. with tentacle)

**Base Atk** +7; **Grp** +9

**Atk Options** constrict 1d6+1, expert grappler, improved grab, paralysis

**Special Actions** Sudden Widen, *lightning lance*

**Combat Gear** *lightning lance*

**Wizard Spells Prepared** (CL 9th):

5th—*dominate person* (DC 19)

4th—*dimension door*, *enervation* (ranged touch +10),

*greater invisibility*

3rd—*dispel magic*, *displacement*, *ray of exhaustion* (ranged touch +10, DC 17), *wind wall*

2nd—*false life*, *mirror image*, *protection from arrows*, *scorching ray* (ranged touch +10), *see invisibility*

1st—*mage armor*<sup>†</sup>, *ray of enfeeblement* (ranged touch +10) (2), *shield*, *true strike*

0—*detect magic*, *mage hand*, *prestidigitation*, *read magic*

<sup>†</sup> already cast

**Abilities** Str 14, Dex 17, Con 14, Int 18, Wis 13, Cha 12

**SQ** flight, summon familiar (none)

**Feats** Combat Casting, Flyby Attack, Grell Alchemy<sup>LoM</sup>, Improved Initiative, Scribe Scroll<sup>B</sup>, Sudden Widen<sup>CAr,B</sup>, Weapon Finesse

**Skills** Concentration +11 (+15 casting defensively), Hide +9, Knowledge (arcana) +13, Knowledge (dungeoneering) +13, Knowledge (nature) +13, Listen +5, Move Silently +9, Spellcraft +15, Spot +5, Survival +1 (+3 underground, +3 in aboveground natural environments)

**Possessions** combat gear plus *ring of protection* +1, *amulet of intellect* +2 (as *headband of intellect* +2), *amulet of natural armor* +1, *bracers of Dexterity* +2 (as *gloves of Dexterity* +2), spellbook, spell component pouch

**Spellbook** spells prepared plus 0—all cantrips; 1st—*chill touch*, *color spray*, *hypnotism*, *magic missile*, *protection from good*, *silent image*; 2nd—*glitterdust*; 3rd—*lightning bolt*, *protection from energy*; 4th—*crushing despair*, *rainbow pattern*; 5th—*hold monster*

**Constrict (Ex)** A grell philosopher deals 1d6+1 points of damage on a successful grapple check.

**Expert Grappler (Ex)** A grell philosopher that chooses to grapple with one tentacle and remain ungrappled itself takes only a –10 penalty on its grapple checks instead of the normal –20 penalty.

**Improved Grab (Ex)** To use this ability, a grell philosopher must hit an opponent of Medium or smaller size with a tentacle attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can constrict.

**Paralysis (Ex)** Creatures hit by a grell philosopher's tentacle attack must succeed on a DC 15 Fortitude save or be paralyzed for 2d4 rounds. The save DC is Constitution-based and includes a –4 racial penalty. Creatures struck by multiple tentacle attacks in the same round do not make multiple saving throws; instead, they make a single saving throw, but the DC increases by 1 for every additional tentacle that hits during the same round.

**Grell Alchemy (Ex)** A grell philosopher can use grellcraft to create *lightning lances* (LoM 114).

**Sudden Widen (Ex)** Once per day, a grell philosopher may apply the effects of the Widen Spell metamagic feat to any one spell it casts as a free action and with-

out altering the effective level of the spell.

**Lightning Lance (Item)** Five times per day, ranged touch +10, 3d6 points of electricity damage. In the hands of anyone other than a grell, using this item requires a successful DC 25 Use Magic Device check.

**Flight (Ex)** As the *fly* spell, except it grants a fly speed of 30 feet with perfect maneuverability. In addition, the grell benefits from a *feather fall* spell with a personal range.

## 2 DESTRACHANS

CR 8

hp 60 each (8 HD)

NE Large aberration

**Init** +5; **Senses** blind, blindsight 100 ft.; Listen +25, Spot +4

**Languages** understands Common

**AC** 18, touch 10, flat-footed 17; Dodge (-1 size, +1 Dex, +8 natural)

**Immune** gaze attacks, illusions, visual effects, and other attack forms that rely on sight

**Fort** +5 **Ref** +5, **Will** +10; +4 against sonic effects

**Speed** 30 ft. (6 squares)

**Melee** 2 claws +9 (1d6+4)

**Space** 10 ft.; **Reach** 5 ft.

**Base Atk** +6; **Grp** +14

**Special Actions** destructive harmonics

**Abilities** Str 18, Dex 12, Con 16, Int 12, Wis 18, Cha 12

**Feats** Dodge, Improved Initiative, Lightning Reflexes

**Skills** Hide +8, Listen +25, Move Silently +7, Spot +4, Survival +9

**Destructive Harmonics (Su)** A destrachan can blast sonic energy in a cone up to 80 feet long. It can also use this attack to affect any creatures or objects within a 30-foot radius. It can tune the harmonics of this destructive power to affect different types of targets.

**Flesh:** Disrupting tissue and rending bone, this attack deals 4d6 points of damage to all within the area (Reflex DC 15 half).

**Nerves:** A destrachan can focus its harmonics to knock out foes rather than slay them. This attack deals 6d6 points of nonlethal damage to all within the area (Reflex DC 15 half).

**Material:** When using this form of harmonics, a destrachan chooses wood, stone, metal, or glass. All objects made of that material within the area must succeed on a DC 15 Fortitude save or shatter. Objects (or portions of objects) that have up to 30 hit points are potentially affected by this attack.

## TACTICS

The Stormcrows' leader has changed the most, having been in proximity to the relic the longest. While the *Tear's* touch has left a stamp on all of the adventurers, it has erased nearly all of the warrior's memories,

leaving behind an empty husk filled only with utter darkness.

**Round 1:** The destrachans use their flesh-destroying harmonics against the largest groups of PCs within range, being careful not to hit the Feaster. The grell philosopher, if present, opens by casting *greater invisibility* and moves over a hole in the floor. Black Elomiir casts *eagle's splendor* to increase all of his saves by +2. Finally, the Feaster moves 5 feet and uses its great reach to snatch a PC and grapple her, dragging her through the waterfall.

**Round 2+:** The destrachans continue using their destructive harmonics to deal damage to the PCs, while Elomiir maneuvers around the battlefield shattering weapons (benefiting from his own adamantine weapon) or by working to get flanks with his allies. The Feaster slowly closes in on the combat, using its tentacles to snatch PCs, while the grell controls the battlefield by dominating one of the PCs using *dominate person*, weakening spellcasters with *enervation*, and finally by providing covering with *scorching ray*. All of the creatures here fight to the death.

## FEATURES OF THE AREA

The area has the following features.

**Collapsed Floors:** Much of this level's floor has collapsed into the lower levels. A fall to the level below deals 2d6 points of falling damage, while falling two levels down deals 5d6 points of damage. Characters standing in any square adjacent to a hole have a 50% chance of triggering a weak floor trap (see page 15).

**Dais:** Characters standing on the dais gain a +1 bonus on attack rolls when wielding melee weapons against opponents below the dais.

**Filthy Carpet:** Leading up to the dais is a sun-bleached rug, stained and torn. It, like everything else up here, is touched by the *Tear's* power and it pulls at people who walk across it. Any character that starts its turn in a space containing filthy carpet must succeed on a DC 10 Strength check or lose a move action to free themselves from the rug.

**Iron Chair:** A character standing behind the iron chair gains cover. On the chair's seat rests Shaintaira's spellbook.

**Rubble:** Any space containing rubble counts as difficult terrain (PH 148).

**Scorch Marks:** The scorch marks on the floor hold the very essence of the Far Realm even after all these centuries. Any living creature that's not an aberration or who doesn't have the Aberration Blood feat and starts



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