

# Ravenloft®

Official Game Adventure

## THOUGHTS OF DARKNESS

by David Wise



TELS  
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## INTRODUCTION

**E**nter now the perpetual twilight realm of Bluetspur, home to mind flayers, a land of relentless nightmares. There's no rest for the wicked or the good in this domain. Once caught within the borders of this desolate land, the characters must complete their mission without delay or lose their minds and become slaves of the Lord of Bluetspur.

This adventure is designed for four to six players who are at the 12th to 15th level of experience. It is assumed that a player character in a realistic, balanced 12th-to-15th-level party has an Armor Class between 0 and -5, although some parties may have a warrior

with a slightly lower one. In terms of magical weapons, there may be an occasional sword +5 in such groups, but +3 is a more realistic maximum. Any character besides a wizard who carries much more than a half dozen magical items has a generous DM indeed.

The possibility of character death is more prevalent than ever at high levels, and this dungeon presents a deadly challenge. Smart parties always make it back alive (well, most of them anyway), but the graveyards of Ravenloft are filled with people who made mistakes.

There must be at least one cleric in the party capable of casting invaluable spells like *cure disease*, *heal*, *raise dead*, and *resurrection*. The party should be of good alignment—evil creatures are quickly lost in Ravenloft and have little chance of success.

On the other hand, high-level parties have a knack for trashing the best laid plans of adventures and DMs. This is where the Dark Powers can be the DM's friend. The mysterious Dark Powers have a way of twisting magical and other abilities, turning the best of intentions into the worst of results. If the party threatens to turn the adventure on its head through some unconventional or creative tactic, the DM should roll a few dice behind the screen and make the effect backfire in a horrible way.

Mind flayers love 15th-level slaves, so capture also plays an important role in this adventure. If there's one thing players hate more than their character dying, it's being taken prisoner. Many encounters should be an attempt on the DM's part to incapacitate and capture one or two of the PCs. If that can be accomplished, the PCs will be all the more motivated to infiltrate the illithid complex and complete their mission, now including the rescue of their companions.

The trick, of course, is not to make the characters feel as if they are being railroaded into prison. Since character vulnerabilities cannot be easily programmed into an adventure module, it falls upon the DM to spot and capitalize on the PCs' misjudgments. For example, if one of the PCs become a bit too aggressive for his own good and falls in combat, the monsters should pounce upon that character and run while the rest of the party is busy finishing the battle. If one of the PCs leaves the rest of the group, the DM should quickly engineer a trap that swallows him up before the rest of the party can react.

When the PCs infiltrate the illithid complex, they will be deep in the home territory of the Lord of Bluetspur. Therefore, any character who reaches 0 hit points is psionically teleported to the illithid laboratories (Labs 1 to 4), to be revived, evaluated, and added to the slave pool—unless their comrades rescue them.

Of course, high-level parties are so variable in their skill levels that it is impossible to create an adventure that any one of them could play without some adjustments. It is possible that the DM will need to pare down the following encounters to suit his own party's abilities. On the other hand, if the party is walking mayhem, the DM is, no doubt, accustomed to enhancing monster hit points and slashing monster THAC0s; he should feel free to make this module as ruthless as necessary. Ravenloft was made to terrify the powerful and smug.

As always, read through this module in its entirety and review pertinent sections of the rules book in the RAVENLOFT® boxed set before beginning the adventure.



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## Thoughts of Darkness

**T**he Lord of Bluetspur, a mind flayer elder-brain, indulges its sadistic nature by imposing nightmarish visions upon mortal minds. Those "thoughts of darkness" invade the subconscious of all within the domain, driving them steadily to the brink of reason. These hallucinatory episodes happen when the adventuring party is at rest, whether they sleep or not. During these rest periods, the PCs experience strange battles that they may not be able to win, although they may glean some valuable information out of them. If the DM likes to keep his party very busy, he can design more nightmare battles to fit his adventuring group's worst dreams. For example, he might revive one of their oldest or deadliest adversaries, surround him with the creatures of Bluetspur, double his powers, and send him at them again and again. Or he might make the PCs relive their worst or most humiliating defeat—with the odds against them even higher!

Once again, *all* PCs are susceptible to these encounters—they are a direct result of the will of the Lord of Bluetspur, and no magic or psionics can protect them from it except certain items that appear in this module. In hostile lands, there is often a watch established while characters rest. Those on watch are the unlucky ones in Bluetspur, for any damage they suffer during these encounters is real. (Roll to determine the watch during which the *affective* nightmare takes place, if applicable.) For those asleep, these battles do not necessarily translate directly into waking damage on the PCs, but they may leave a few physical effects behind.

## Fear, Horror, and Madness

**F**ear and horror checks are an integral part of all RAVENLOFT® game adventures, but this module makes use of *madness checks*, too. One important side effect of being in Bluetspur is that characters are unable to get an essential good night's rest, resulting in

decreased performance as time passes: Wizard characters can memorize only 1st-through 3rd-level spells; priests accumulate a 10% chance per 24 hours to fail to connect with their spiritual power source, resulting in spell failure (roll separately for each casting); everyone's THACO rises by 1 per 24 hours (a natural roll of 20 always hits), thieves suffer a cumulative -10% penalty per 24 hours to their skill rolls; and *no one* regains any hit points from resting.

*Each* nightmare requires both a horror check and a madness check upon waking. Fear and horror checks, and when to make them, are described in Chapter IV of the rules book in the RAVENLOFT boxed set. The procedure for making madness checks follows.

Like fear and horror checks, the madness check is a save vs. paralyzation. (Wisdom bonuses normally applied to saves vs. mental effects are also applied.) Recurring nightmares and restless nights eventually take their toll. Therefore, nightmare-madness checks are made with a -2 modifier to the saving throw after the first nightmare, a -3 modifier after the second, and a -4 modifier after the third. (If the DM designs more nightmares, the modifier may decrease as far as -10.)

The nightmare madness can be held in check with appropriate magic. Completing the priest spell, *heroes' feast*, conveys a +4 bonus to the madness check of those who partake of the feast. Also, the mental decay from the nightmares may be cured with a *cure disease*, *restoration*, or *heal* spell. However, a side effect of madness is that the affected character must make a saving throw vs. spell to avoid being cured. (Insane people don't recognize that they have a problem, so they resist treatment.) Furthermore, if the madness check that caused the condition was made with a penalty, then the same penalty applies to the curative spell's saving throw.

If a check fails, roll on the table below for the effect, then pull the affected player aside and briefly discuss the affliction and some of its ramifications. For instance, the disease's



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symptoms may not be immediately apparent. A character who develops a darkness phobia acts normally until the lights suddenly go out.

Insane characters should continue to make madness checks every time they experience a nightmare, picking up additional mental diseases (or complicating existing ones) each time they fail the check. If a character fails three separate checks, he falls into a comatose state, waking 1d12 hours later as a zombielike slave of the Lord Elder-brain of Bluetspur. At this time, he becomes an NPC under the control of the DM until three consecutive *cure disease* spells are cast upon him and he fails his saving throw against all three spells. The character abandons the party and disappears at the first opportunity, offering himself up as a new slave to the mind flayers and forcing his party to mount a rescue operation.

The forms of madness described below do not reflect modern medical definitions. They are designed to provide opportunities for role-playing among experienced players.

1 Phobia  
2 Melancholy  
3 Delusion

4 Paranoia  
5 Hallucinations  
6 Amnesia

**1. Phobia:** The PC develops an irrational fear due to his experience in the dream. Any time a character encounters the object of his phobia, he is affected as if by a *fear* spell. The particular phobia ideally should be related to the subject of the nightmare that drove the character over the edge. Some possibilities are: monophobia, fear of being alone; hemophobia, fear of blood; psychrophobia, fear of cold things; claustrophobia, fear of containment; necrophobia, fear of corpses; nyctophobia, fear of the dark; onomatophobia, fear of a certain name; hypnophobia, fear of sleeping; pnigerophobia, fear of smothering.

**2. Melancholy:** The character loses the will to act. He wants to be left alone and may even become violent if disturbed. In any given situation, the subject is 50% likely to do





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nothing, regardless of the danger, even at the cost of his own well being. If berated, pressured, insulted, or otherwise made to feel inferior, the subject has a 50% chance of becoming violent. Violent fits last only 1d6 rounds, then the PC lapses back into brooding silence and inaction.

**3. Delusions:** The character believes himself to be something or someone that he is not. He takes a new identity and tenaciously holds on to it. Usually, the character adopts the guise of someone or something unusually important. He may claim to be Strahd von Zarovich or another member of his own adventuring party. He may even think that he's a flower or a cat or a brooch on someone's jacket. In any case, the character does his absolute best to impersonate the person or thing he thinks he is. The particular choice of delusion for a character failing this madness check can be discussed between the DM and the player.

**4. Paranoia:** The character experiences delusions of grandeur, accompanied by the absolute conviction that *everyone* is thoroughly jealous and out to get him. He does not trust anyone, and he may fixate upon a certain person or creature as the leader of the conspiracy against him. He sees that creature or evidence of its plot in everything. He drives his companions nearly insane with constant talk of "the conspiracy" and accuses any unbeliever of taking part in it.

Sneaky DMs can sometimes allow these characters to see real enemies when the rest of the group isn't looking. Imagine the frustration of trying to convince the party that you've "really seen the monster this time!"

**5. Hallucinations:** The character constantly sees things that simply aren't there. This form of insanity should reflect the nightmare that drove him crazy. For instance, a character who is grabbed by slimy tentacles in his dreams sees those tentacles creeping out of every shadow, every puddle of water, even out of the ears of his companions. He may be affected as if by *fear*, *hypnotic pattern*, or even *suggestion*.

**6. Amnesia:** The character loses all memory of who and what he is, including his class. The

character operates at the 0-level of experience, losing all proficiencies, spells, class-related skills, and saving throws. He no longer knows who any of his companions are, and he reacts to everyone with fear and distrust. At this time, he is vulnerable to coercion by enemies and may turn on the party if influenced by a cunning adversary. Fear and horror checks are made with a -2 penalty.

If any of the PCs are either captured or lost to insanity during the course of this adventure, they should still be included in *all* of the nightmare-battles that take place. This helps lend an air of disjunctive reality to the battles and allows those characters who have been taken out of the action to continue playing until their characters are either regained or irrevocably lost.

## Regarding Psionics

**B**luetspur is a realm occupied primarily by illithids, or mind flayers, and that means psionics frequently come into play in this adventure. If the DM wishes to introduce psionics into the campaign, it will be necessary to first study *The Complete Psionics Handbook*. Chapter one covers the basics and explains how to check for *wild talents*, people with natural psionic abilities, within the party. Even if there are no psionists among the group, Chapter two, "Psionic Combat," is also helpful.

Even those DMs and players who know the rules for psionics may run into a little trouble. The evil nature of Ravenloft and the influence of the Dark Powers cause psionics to warp in much the same way as magic does in the demiplane. This effect will be detailed in *Forbidden Lore*. Those DMs who play this module without the benefit of those rules will be forced to improvise upon these effects, but the principles are the same as those that apply to the use of magic. In essence, the same types of things that cannot be achieved with magic cannot be achieved with psionics while in Ravenloft.

Most of the mind flayers encountered in this adventure are similar to those found in the



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AD&D® *Monstrous Compendium*. These creatures enjoy limited psionic powers, including the *mind blast* and several spell-like abilities. These abilities are native to the species, and they do not require a *power check* in order to use them. These common mind flayers are the slave-masters, captains, and general citizens of the illithid complex. An elite mind flayer appearing briefly in this adventure possesses full psionic capabilities. He is the High Master Illithid, a 20th-level Metapsionist!

The Lord of the Domain has virtually unlimited Psionic Strength Points and always achieves the effect listed under "*Power Score*" in all sciences and devotions (see *The Complete Psionics Handbook*, Chapters Three through Eight) without a Power Check. All psychic contests and saving throws vs. the Lord's powers are made with a -10 penalty. *Contact* is automatically established, and no telepathic defenses mechanisms, powers, or devices can prevent it. The only exceptions are the *Rod of Houtras* (see "Special Items," below) and, to a lesser extent, the *potion* of the Shattered Brethren (see Encounter 10). The Elder-brain can access any psionic power except those that would allow it to leave its briny pool or Bluetspur. Its unhappy fate is to remain trapped deep underground in its own domain, having no physical contact with any creature except the thoughtless mind flayer tadpoles that swim in its pool (See "About Bluetspur," below). The Lord's deepest desire is to become ambulatory, but the Dark Powers prevent that.

Any use of psionics, illusionary magic, or other mind-affecting powers within Bluetspur immediately alerts the Lord to the user's exact presence and location. Although the Lord knows where the PCs are, it doesn't feel threatened by them. The Elder-brain won't warn its minions immediately either; it intends to allow the party access to its realm because it expects their struggles against the High Master will be amusing. In order to prevent them from dawdling or hiding or otherwise providing insufficient sport, the Lord will haunt their sleep as detailed above. The Lord may exercise its psionic powers anywhere in the realm

without traveling there itself.

The mind flayers have created a race of psionically endowed *broken ones* who live in the shadows and cracks of the illithid complex. These humanoids were biologically altered by the mind flayers, leaving them part-human and part-animal. They have developed innate *towers of iron will*, saving them from the mental bondage of their fellow slaves. These creatures will play an important part in the adventure.

## Special Items

**T**here are a few special items found in this adventure, one of them magical, one of them psionic, and one of them both magical and psionic in nature. The magical item is the *Apparatus*, the psionic device is Bonespur's *shape-shifting knife*, and the item with both qualities is the *Rod of Houtras*, one of the rumored twins of the *Rod of Rastinon*. Both the *Rod of Rastinon* and the *Apparatus* are described in Chapter X of the rules book in the RAVENLOFT® boxed set.

The *Rod of Houtras* is not exactly like its famous sister-relic. The two-foot-long clear crystal rod is the key power conduit in an *Apparatus* machine, and the device cannot perform a transpossession at all without it. The *Rod* also gained a number of psionic powers while in the keeping of a lawful good order of Barovian monks who developed and practiced psionics (see "Story Background," below): The *Rod* makes telepathic *contact* with its possessor impossible, rendering the mind impenetrable, even to the Lord of Bluetspur (temporarily); such a character is mentally invisible. The item also is immune to all location and detection attempts, including magical ones. However, the *Rod* glows when any psionically-endowed lawful good character approaches within 20 feet while actively seeking it.

Bonespur has a very special psionically-empowered knife, given to him by the High Master Illithid in return for his slave-trading services. Since psionic devices radiate no magic and are not detectable by magical means, PCs will probably have to witness the *knife's* powers in



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order to recognize its unique status. The *knife* has an ego score of 7, an intelligence of 13, and a chaotic neutral alignment (usable by any chaotic creature). It acts as a +4 weapon and constantly maintains the psychometabolic devotion, *heightened senses*. It also has the psychokinetic power to enact *molecular rearrangement*, allowing it to change size by telepathic command from a one-foot-long hunting knife to a full-sized, two-handed sword. It inflicts damage equal to the weapon which it most closely resembles at the time it is wielded.

## About Bluetspur

**B**asic information about this realm is given in *Chapter XI: Lands of the Core*, in the RAVENLOFT® Boxed Set. Perhaps this module's most important addition to the description of the environment is the difference between "day" and "night" in this domain. Technically, it is always night in Bluetspur because no sun ever rises. At most, there is a pinkish hue along the entire horizon, in every direction. Vampires and other nocturnal creatures may roam freely at all times. However, when "night" falls, the horizon goes black and lightning begins to fall so often that creatures in the open are literally struck every round. They must roll saving throws every round to determine if they have sustained full-or half-damage (see Encounter 3). Obviously, such a hostile environment supports little or no life on the surface.

The Lord of Bluetspur is a mind flayer elder-brain. Its lair is in a large, sequestered cavern deep beneath the illithid complex, flooded with brine in which the Lord is suspended.

In Bluetspur, illithid eggs are incubated in the brain of a humanoid slave, where they hatch and devour the gray matter of their hosts until they reach a larval or "tadpole" stage. At that point, they are psionically teleported into the pool of the Elder-brain, where they spend at least 10 years absorbing knowledge from the Lord and developing into mature adults.

The use of magic creates an *arcane resonance* which is easy to detect in a land as desolate as

Bluetspur. Each time a PC casts a spell, there is a percentage chance equal to twice the level of the spell cast that the use of magical energy attracts the attention of mind flayers. 1d4 rounds after the DM makes a successful detection roll, 2d6 mind flayers teleport into the area and attempt to take prisoners. Using spells in combat doesn't summon additional mind flayers; since they have already been discovered, the illithids assume the problem is being taken care of. The DM should feel free to send mind flayers after a party that continues to use magic even after being warned about its effects by the broken ones.

## Story Background

**F**or a number of years, the High Master Illithid has sought a means to usurp the power and position of the Lord Elder-brain. A 20th-level Metapsionist, the High Master is confident that he has been able to shield his thoughts from the Elder-brain, yet he has been unable to find a key to greater power until recently, when he met a vampire named Lyssa Von Zarovich (a descendant of Strahd) and conceived of a dark and lunatic plan: he wants to become a vampire-illithid, with all the powers of both races!

Lyssa promised to help on the condition that the High Master send the forces of Bluetspur against Barovia after the conversion was completed. Having no intention to honor the agreement, the High Master readily consented.

Common attempts at turning the High Master into a vampire were unsuccessful. The essence of life energy in the illithid proved foreign to Lyssa, so she couldn't find a way to drain it with her otherwise deadly touch. Furthermore, the taste of his blood left her horribly ill. The only way they were able to create a vampire-illithid was by inserting a mind flayer egg into the brain of a humanoid host and then converting the host into a vampire as the larva developed—such illithid tadpoles were wildly insane and uncontrollable from the moment they emerged from the host, and they had to be immediately destroyed. With all progress



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stalled, the High Master despaired of achieving his objective.

The High Master's hopes were restored when a Barovian monk fell captive to the mind flayers. He proved to be psionically endowed and resisted all attempts to dominate his mind, so Lyssa was called upon to help identify her fellow Barovian and his only personal possession: a small holy symbol on a necklace. Lyssa instinctively flinched when the symbol was produced, but she quickly discovered that the small glass rod had no negative effect upon her; rather, it excited her greatly. She promptly made the monk a minion-vampire.

Lyssa and the Barovian slave disappeared from Bluetspur for several months and returned with a two-foot-long crystalline rod and a very old book. The vampire explained that the book was recovered long ago by a group of heroes and kept hidden from Strahd Von Zarovich, to be used against him if the means and opportunity ever arose. Through her efforts to take the Lordship of Barovia from Strahd, Lyssa *acquired* the tome from the heroes, in the sort of daring and untraceable theft that all vampires are capable of but few bother with. The book was a diary of Strahd's that explained how to build a machine to facilitate psychic transpossession—in effect, body switching—called the *Apparatus*. The rod was called the *Rod of Houtras*, and it was a key element in the completion of the *Apparatus*. The diary was useless without the rod.

The *Rod* had been in the keeping of a secret order of lawful good monks called the *Brotherhood of Contemplative Power*, who long had been developing the science of psionics. Strahd had suffered them to live within the confines of Barovia so long as they did not directly challenge his authority. (Secretly, he was curious about psionics, so he allowed them to continue their studies unhindered.) The *Rod* had become their icon, their symbol of hope against the forces of darkness that held sway over them, but they had no idea of what the object actually was or what powers it held. They only knew that it did have psychic power, so they psionically imbued it, over several generations, with the power to protect both its

location and the minds of those who bowed to it. They called it the *Sacred Barrier*.

The Barovian who became Lyssa's vampire-minion was a monk of the Brotherhood of Contemplative Power. From her study of the *Apparatus* manual, she had deduced the true nature of the holy symbol, and he helped her to steal the magical item from his former Order.

With both the *Rod* and the *Apparatus* manual in their hands, Lyssa's and the High Master's course of action became clear: they would build the transpossession machine, hatch a vampire-illithid, and then use the *Apparatus* to trade bodies. The High Master, now in the body of a mind flayer "tadpole," would then join the Lord in its briny pool and suck the life out of it.

In the meantime, the Brotherhood, determined to win back the icon of its faith, sent a powerful paladin, one Lord Drassak, after the renegade monk and his new mistress. Drassak took his friend Annitella the Rogue with him, and they tracked the vampires even through the Mists and so to the realm of Bluetspur and the caves of the mind flayers.

Through stealth, the two were able to learn of the High Master's plot and steal the *Rod*, but Drassak insisted upon finding and taking the *Apparatus* manual, and destroying the machine, before they fled. Reluctantly, Annitella hid the *Rod* and they went after the book. Thus they met their downfall, and Drassak became the host of a vampire-illithid which grows even as this adventure begins.

Annitella's fate was equally hideous. She was both fortunate *and* unfortunate enough to be a psionic wild talent, with the ability to shield her mind from mental attacks. The illithids could neither enslave her will nor read her mind to learn where she had hidden the *Rod*. In frustration and anger, the mind flayers sent her to their laboratories to pick her brain apart. She was experimented upon and tortured until she became a partly human, partly octopuslike *greater broken one*—a mockery of her "mentally superior" captors. Annitella went mad (her alignment shifted to neutral evil) as a result of their horrible methods, but she steadfastly



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refused to reveal where she had hidden the *Rod*. Later, she was rescued by others who shared her fate, creatures who call themselves *the Shattered Brethren*.

The Lord of Bluetspur has always been aware of the High Master's plot, but it has allowed its most powerful servant to continue with his plans because it will welcome the vampire-tadpole into its briny pool. If the High Master can turn the Lord into a vampire elder-brain, so much the better. At any rate, the Lord enjoys the sport of pitting powerful heroes against its rebellious minister, and it possesses the power to crush the High Master, in any form, at its discretion.

### The Shattered Brethren

There are many slaves and children of slaves of the mind players who are psionic wild talents, or who became psionic after they were experimented on by the illithids. These creatures have innate *towers of iron will*, and they have broken the mental bonds that held them and escaped into the countless cracks and fissures that honeycomb the lower reaches of the mind player complex. Twisted of body and warped of mind, they live by stealth outside the realm of their former masters.

These creatures rescued Annitella, granted her asylum, and offered to make her part of their secret society. Annitella accepted their offer and help, but she knew that the mind players were tearing the caves apart to find her and the *Rod*, so she fled the complex.

The PCs encounter her during her flight.

### Starting the Adventure

**T**he PCs may enter this module either from within or without the demiplane of dread.

They are drawn into Bluetspur during a period of rest after their last adventure. The DM may wish to allow the party a night of complete rest, to regain any spent magic, before starting on this adventure. The party should be out of town, camping. When the watch, if there is any, is set and the PCs are settled in for the night,

read the following text.

The night air is cool and damp, and a fog has drifted into the area, so you pull your covers over your heads and doze off. Those of you on watch can see little in the mist, so you sit near the watchfire and listen to the sounds of the night.

As the night wears on, the fog thickens and even creeps into your dreams, flowing like syrup over the ground and whiting out the world until you are each left alone in the heavy mist. The dream so seems real, and the reality seems so dreamlike. Are you asleep or awake? It's difficult to say.

As a precaution, you reach for your weapons, but you can't find them—your equipment is missing! You begin to feel around in the fog. The silence is oppressive; you can't hear anything but your own heart beating.

Then, you make out a quiet sound, nearby yet out of sight. It's a rapid sniffing, like an animal with its nose to the ground, and you are certain that it's tracking you. It's hard to say which direction the sound is coming from, but you turn and stumble off with your hands out in front of you, trying to put some distance between yourself and the hunter. Your legs drag as if you were trying to run through water. The snuffling is homing in on you.

Suddenly, you bump into a large, bald man. He is only a featureless silhouette in the white fog, but you can see enough to realize that he is drawing a weapon from his boot and assuming a battle stance.

For the purpose of initiative, this battle can be fought as if all characters are present in the same arena, but each PC must fight his own battle, one on one, with his own dream adversary. Should any character defeat his enemy, he hears the sounds of combat all around him, but may not find anyone. Allow such PCs a 25% chance each round to locate a fellow party member.



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The PCs have *only* those items that were directly on their persons when they began their rest. Just because a character uses his backpack as a pillow, for instance, it doesn't go into the nightmare with him. Spellcasters find that they have their full complement of spells. (If a wizard keeps his spell components in his backpack, which is missing in the dream, then the DM must adjudicate his casting ability.)

The weapon drawn from each dream adversary's boot is a duplicate of each of the PC's primary weapons (including magical abilities), and the PCs should recognize that the dream adversaries are wielding *their* weapons. Thus, if a warrior PC regularly swings a *two-handed sword* +2, then the dream adversary will draw that sword out of his boot as if it were a *bag of holding*.

The PCs have to fight the battle with their bare hands; no weapon can touch the dream adversary. If a PC sleeps with a weapon on his person, such as a dagger, he may draw and attempt to use it in the dream, but it passes

though the incorporeal opponent. Meanwhile, the dream adversary's weapon, if different, instantly changes into a duplicate of the PC's newly-drawn weapon, with like abilities, and it *will* inflict damage. If the PC has two weapons on his person and he switches to the second when the first fails, the dream adversary's weapon instantly changes into that weapon.

**Dream Adversary (1/PC):** AL CE; AC 0; MV 12; hp 40; THAC0 10; #AT same as opponent; Dmg by weapon; SA nil; SD nil; MR 80%; SZ M; ML 18; XP 500.

PC movement rates during this encounter are to be halved. After the entire party has resolved their battles, read the following.

With a jolt, you all snap to a sitting position. The world spins around your eyes for a moment, but you quickly catch your breath and then discover your companions nearby, also wide-eyed and shaken, their covers tangled around them. Thankfully, your equipment is right there, next to you . . . but your surroundings are now completely unfamiliar.

At this point, have the PCs make a horror check. Then ask them to make a second roll, but do not tell them that they are making a madness check, too. Remember to factor in the -2 penalty. Should anyone fail their saving throw, determine the form of madness they suffer using the table on page 4, and then pull that player aside and tell him what has occurred. Explain to the players that the PCs who were on watch (or otherwise awake) have sustained real damage from the battle, while those who were asleep show only light scars where they were hit, but they have sustained no damage from the fight. Inform wizards who were attempting to memorize spells that they have not gained any above 3rd level. Finally, tell all PCs to add 1 to their THAC0s.





# INTRODUCTION

## First Reactions

When the party has organized itself enough to examine the area, read the following.

A pale, reddish glow silhouettes the horizon in every direction, like a 360° sunset, shedding cold dusk on your new surroundings. The midnight blue sky is cloudless, but there are no stars. Lowering your eyes, there are no trees or bushes in sight; only a pale, blackish-yellow grass sprouts in thin patches on the crater-pocked ground. There are no sounds or signs of animal life anywhere.

Twisted, angular rocks are the only things that seem to grow in this climate. They shoot out of the ground and bend in impossible directions, as if they were soft clay slabs mangled by some lunatic god and then scattered across the realm.

A low, constant, metallic drone is in the air. It's not loud enough to be distracting, but it will begin to grate on your nerves if it doesn't stop. The hum doesn't seem to be coming from any particular direction.

Jagged, bare mountains rise high in the distance and fall to the flatlands in a broken heap, as if the range were one gigantic, razor-edged rock pile. Smaller mountains rise to each side of you while the flatlands stretch far behind you.

A river flows past, draining from the foothills. Its water is clear and icy—it seems safe enough to drink.

The water is indeed safe to drink, but anyone who looks into it should have a 10% chance to spy reflections in the water that are not theirs. If any character succeeds in this check, tell them that they catch a glimpse of something that might make them scratch their head and say, "Hey, didn't I just see . . ." Whenever a PC looks into a body of water in Bluetspur, prior to discovering the presence of *remnants* (see Appendix B, page 61), make the same check.

The drone is psionically created by the Lord Elder-brain, and it will haunt the party

throughout their stay in Bluetspur. It cannot be silenced by magical means, including the priest spell, *silence 15' radius*.

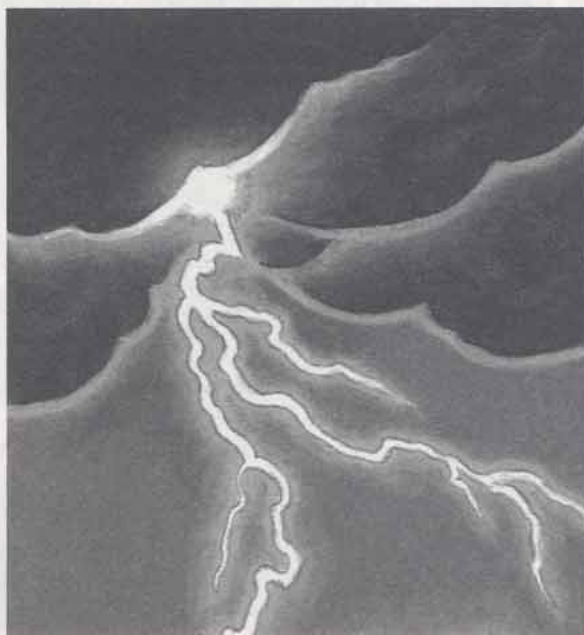
If the party is entering Ravenloft for the first time, pass the following note to any paladins and nonevil priests in the group:

A distant, fading message from your patron deity rings through the back of your head. It says, "Beware, faithful one! Evil and this land are one. Commit NO act against your faith, lest the land make you its own." A shrill squeal pierces your brain, forcing you to clutch your head, cutting you off from your god.

Instruct those characters to make a horror check; failure resulting in mental shock (no action for 1d4 rounds), as they are overcome with a feeling of complete abandonment.

Allow the PCs to explore their new surroundings. They will soon learn that they cannot get back to their former location, as they are well within the borders of Bluetspur (Point A on the DM map, printed on the inside cover). After a few minutes of orientation, a scream of pain pierces the air.

The adventure begins!







## THOUGHTS OF DARKNESS

**T**he PCs can use the map of Bluetspur in the RAVENLOFT® boxed set once they determine where they have been sent by the Mists. If the party, for any reason, decides to travel in any direction other than toward the scream, lead them to the border of the Nightmare Lands, where thick Mists curtain off their view. If they venture into the Mists, attack them repeatedly with mist horrors (see the RAVENLOFT Appendix of the *Monstrous Compendium*) until they are forced to retreat back into Bluetspur. Then proceed to Encounter 1A.

This module assumes that the party goes to investigate the cry of pain, which has come from the west, just out of sight. If the PCs hesitate, the scream repeats, followed by the laughter of several people.

The misshapen boulders that litter the landscape stand anywhere from two to ten feet tall, are easily climbable, and provide multiple cover. Tell the PCs that they may approach within 50 feet without being seen.

Gently remind the PCs of the constant drone in the background.

### Encounter 1: Rescue

**W**hen the PCs investigate, they discover eight duergar, 12 drow, and one human standing in a rough circle around a creature lying on the ground. Ten of the drow are wearing black chain mail and are holding long swords and shield bucklers. The other two drow, standing at opposite ends of the gathering, wear soft black clothing and cloaks with red accents. The duergar are all wearing plate mail and holding battle axes and shields. There is a giant spider mount (steeder) for each drow and duergar. These creatures stand off to the side.

The human's name is Bonespur. He is detailed in Appendix A, at the end of this module. Bonespur is a large, bald man with a black mustache. He wears a hard leather jerkin over a

dark shirt and soft leather pants. There is a plain medallion around his neck and a ring on his finger. He sheaths a large knife in his boot and carries a long, smooth staff. The staff's bottom tip is capped with a bayonet-style point. He is thrusting it into the creature on the ground.

The creature on the ground is part human, part beast (see the description of Annitella in Appendix A). It wears no armor, only shredded clothing over slick, dark skin. There are six tentacles where its mouth should be and the back of its head is swollen like an octopus's. Its fingers have no joints, and they curl around the staff in a feeble attempt to force it away.

After describing the scene to the characters, read the following boxed copy.

As the human with the staff thrusts its point into the gut of the creature, it wails and begs, "Stop, stop!"

"Tell me what you did with the Rod," answers the man, "and I'll end this quickly and mercifully." The drow and duergar laugh and nod approvingly at one another. "Tell me!" snarls the man and he twists the staff again, provoking another scream of pain.

It is unlikely that any high-level, good-aligned party would stand by and watch this cruel spectacle—such an act of sadism might call for a Dark Powers Check (DM's option).

If the party does not act for any reason, allow the torture to go on for 1d4 more rounds, during which time the creature screams itself into unconsciousness. At this point, give Bonespur a 90% chance to notice the PCs' approach and surveillance, thanks to his *knife*. If he notices them, he does not react immediately, but the PCs will have no chance to surprise him. Bonespur orders the drow to tie the creature to the back of one of the spider mounts. He then puts his fingers to his lips and whistles loudly. A black puff of smoke appears next to him with a loud crack; when it clears away, a nightmare (see the *Monstrous Compendium*, Outer Planes Appendix) stands beside him. Bonespur leaps upon the nightmare's bare back and the entire evil party



## THOUGHTS OF DARKNESS

heads west at a gallop (double speed: 24).

If the party lets them go, proceed to Encounter 1A. If the party attempts to follow, Bonespur will definitely overhear them as they try to keep up. Occasionally, he casts a glance over his shoulder, but he does not otherwise indicate that he has heard the party. They travel westward toward Mount Makab (see map), following the river marked on the map and stopping at the lake. At that point, the drow split off from the party and head north, only to double back and attack the PCs from the rear as a duergar suddenly blows upon his horn. Bonespur, still on his nightmare, disappears into the Border Ethereal.

If the party decides to immediately attack at the scene of the torture, make surprise rolls for the torturers (duergar are surprised only on a roll of 1). The casting of any spell with a verbal component immediately alerts Bonespur to the party's presence. If any of the party approach while invisible, Bonespur's *knife* will also alert him to their presence when they

come within 25 feet of him. When Bonespur discovers their presence, read the following. (Some adjustment of the reading may be necessary to fit the PCs' approach.)

The human suddenly holds up his hand, calling for silence. He cocks his head slightly and then looks toward your party with a mixture of confusion and rage. Quickly, he puts his fingers to his lips and blows a piercing whistle. There is a crack in the air and a black cloud of smoke billows next to him. You hear a snort and a hideous neighing as a bony, black horse appears in the thinning cloud. Its eyes glow orange-red, and flames leap from the ground where it stomps its hooves.

The bald man leaps upon its bare back, it rears up on its hind legs with another hellish screech, and then the two of them evaporate into thin air.

Allow the PCs to launch a final attack at Bonespur, if they demand one, before he and





## THOUGHTS OF DARKNESS

the nightmare disappear into the Border Ethereal and escape. The DM should take any steps within reason to protect Bonespur's life, but if he is suddenly reduced to 0 or less hit points, he lies on the ground for a few moments and then disappears. His medallion is imbued with a *chain contingency* spell, which is triggered if he falls unconscious while wearing it (three uses only). At that time, he *teleports without error* to a place of safety and a *limited wish* restores him to full health. This device should keep Bonespur in this adventure despite the most powerful adversaries.

Meanwhile, the drow, duergar, and steeders move to counter-attack. One of the duergar pauses just long enough to blow upon a horn. These creatures are elite slave forces of the mind flayers—creatures powerful enough to serve in special capacities and occasionally leave the mind flayer complex in the mountains. All of them except Bonespur are mind-slaves of the illithids and fight to the death, so morale is not a factor.

**Drow Fighters (10):** AL LE; AC -3 (-6 with bucklers); MV 12; HD 15; hp 93 each; THAC0 5; #AT 1 or 2; Dmg 1d8+7 (sword) or 1d3/1d3 (drow crossbow darts); SA see below; SD see below; MR 80%; SZ M; ML special; XP 10,000 each.

**Drow Mages (2):** AL LE; AC -5; MV 12; HD 16; hp 45 each; THAC0 15; #AT 1 or 2; Dmg by spell or 1d3/1d3 (drow crossbow darts); SA see below; SD see below; MR 85%; SZ M; ML special; XP 14,000 each.

**Mages' Spells:** *Burning hands, magic missile* (×2), *shield, shocking grasp, blur, detect invisibility, misdirection, stinking cloud, web, blink, dispel magic, fireball* (×2), *lightning bolt, charm monster, Evard's black tentacles, fear, polymorph other, wall of ice, advanced illusion, animate dead, cone of cold, hold monster, shadow door, disintegrate, globe of invulnerability, true seeing, monster summoning V, teleport without error, incendiary cloud.*

All drow may use the following spells once per day: *dancing lights, faerie fire, darkness, levitate, know alignment, and detect magic.* Drow darts are coated with a poison that requires a saving throw with a -4 penalty. Those who fail fall unconscious for 2d4 hours and are subject to nightmares and accompanying checks. Drow mages wear *bracers of defence* AC 2; all other drow clothing and armor is magically protective, but it radiates no magic and decays to powerlessness after 1d4 days above ground.

**Duergar (8):** AL LE; AC -2; MV 6; HD 12; hp 78 each; THAC0 8; #AT 1; Dmg 1d8+3; SA see below; SD save with +4 bonus; MR nil; SZ S; ML special; XP 5,000 each.

All duergar are wearing *plate mail* +2 and are carrying a *shield* +2. They possess the innate abilities of *enlargement* and *invisibility* (equal to a 12th-level wizard).

**Steeders (20):** AL N; AC 4; MV 12; HD 4; hp 25 each; THAC0 17; #AT 1; Dmg 1d8; SA see below; SD 240' leap in any direction; MR nil; SZ M; ML 11; XP 120 each.

Steeders charge any attacker and attempt to grab a victim with their sticky claws. The victim is considered AC 10 for this attack, minus any dexterity or magical bonuses. After clinging to a victim, a steeder automatically bites for 1d8 points of damage. Bitten characters must roll a saving throw vs. poison, with a -4 penalty, or fall unconscious for 1d6 rounds. A victim can escape a steeder's grasp by rolling a successful dexterity or strength check with a -10 penalty. While held, victims suffer a -2 penalty to attack and damage rolls.

**Bonespur:** AL CE; AC 3; MV 12; Lvl 17; hp 62; THAC0 11; #AT 1; Dmg special +6; SA nil; SD nil; MR nil; SZ M; ML 9; XP 9,000.

**Nightmare (1):** AL LE; AC -4; MV 15, Fl 36; HD 6+6; hp 46; THAC0 15; #AT 3; Dmg 1d6+4/1d6+4/2d4; SA burning hooves; SD



## THOUGHTS OF DARKNESS

paralyzing cloud; MR nil; SZ L; ML 14; XP 3,000.

The nightmare is the personal pet of Bonespur. It communicates empathically with him and serves him faithfully. If caught in battle, the monster will emit a smoking, hot cloud of noxious vapors, requiring PCs to make a successful save vs. paralyzation or suffer a -2 penalty to all attack and damage rolls for 1d10 rounds.

If any of the PCs take to the air, Bonespur may sweep out of the Border Ethereal on his nightmare, make a surprise attack, and disappear back into the Border Ethereal. All counter-attack rolls are made at -4.

Three rounds after the duergar blows his horn, six more drow fighters, one more drow mage, and six more duergar arrive on their steeders. They all attack the PCs' flank.

When battle breaks out, Annitella will simply lie flat on the ground and, if possible, crawl to the edge of the fray. If rescued, she will have fallen unconscious and require either healing magic on the part of the PCs or 1d6 hours of rest before awakening. Without curative help from the PCs, Annitella regenerates 1 hit point per round until all damage is recovered, but she still requires additional sleep time.

After the battle, make mention of the background drone again:

With the chaos of battle finished and the cries of challenge and agony past, the land grows deathly still. All that remains in the air is that constant low persistent drone, like a giant, angry wasp circling your heads again and again.

Proceed to Encounter 2.

### Encounter 1A: Slinker

**T**his encounter is included in the event that Bonespur's party has escaped with Annitella or the party has somehow ignored her screams.

Direct the party toward any body of water,

then read the following.

As you explore this realm, the horizon goes black and the sky above follows suit. High among the mountain peaks, a few lightning bolts crease the darkness. You strain to hear the thunder, counting silently to gauge the distance, and a slight groaning attracts your attention.

Behind a boulder, a large wormlike creature lies in many pieces, hacked apart by some vicious blade or blades. Each of the body parts wriggles in a slimy pool of yellowish fluid. At the tapered end that must have been a tail, there are two very short appendages that appear to have been feet and toes—useless members that still writhe in pain.

The other end of the pitiful creature tapers to a point, too, but it has a vaguely humanoid mouth and two bulbous eyes. This end is partially connected to several links of its body. The slashes here are slowly closing, but viscous body fluid continues to seep through its wounds and into the water nearby.

The creature, a broken one named Slinker, appears to notice the party, but it is in too much pain to react. The administration of any curative spell greatly aids its regenerative powers, allowing it to speak through gasps of pain almost immediately. Otherwise, Slinker needs an hour of rest before he can communicate effectively.

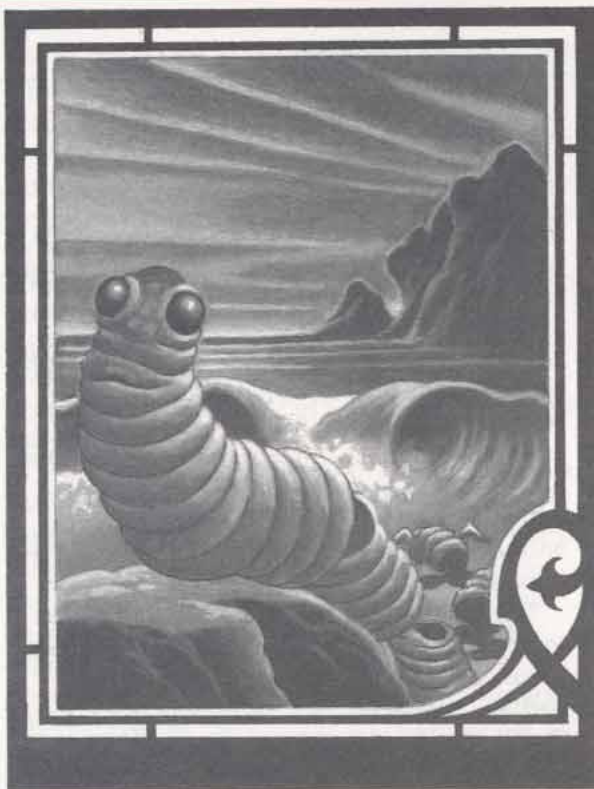
After the PCs help Slinker, or wait until he regenerates on his own, read the following. DMs who like to role-play their NPCs might make wet, sticky noises with their mouths whenever Slinker speaks, and pause occasionally to heave with pain.

Finally, the creature speaks: "You are not servants of the monsters. Are you yet more friends of Annitella?"

If the PCs answer in the affirmative, or at least adopt a friendly attitude toward Slinker, he will continue.



## THOUGHTS OF DARKNESS



"Where is she? What has happened to her? We had just escaped the complex when we were overtaken by Bonespur."

Slinker reveals the information below to the PCs. Intersperse pleas for the PCs to help Annitella.

**1. About himself:** His name is Slinker. He is a man. The changes in his physical makeup have "improved him." He is a "free-thinker." He escaped the complex with his "sister," Annitella, to lead the fiends away from the place where she hid the holy thing (the Sacred Barrier).

**2. About the complex:** He has friends there. He has enemies there. There is a vampire named Von Zarovich there. There are many caves. There is a secret entrance that even the fiends don't know about.

**3. About Annitella:** She looks a bit like the fiends, but she is not one of them. She came to Bluetspur to take back a holy thing which belonged to her and a "white knight," a thing

called the Sacred Barrier. The knight is now a captive in the complex. His survival is essential to the success of the quest; Annitella said so.

**4. About the Sacred Barrier:** The fiends desire to have it above all other things. They will use it to create greater evil than the land has ever known. If Annitella is taken captive, then they will eventually force her to tell them where she has hidden it. It is a *powerful* magical thing, unlike any other. It is said that the thing can "part the Mists" (false, of course).

**5. Other Remarks:** "If you are not creatures of evil, then you must rescue Annitella, the white knight, and the holy thing!" "We must take cover, for the night is coming!"

Unless the party is willing to move at a rate of 3, Slinker must be carried. He also needs to regain at least 50% of his total hit points before he is capable of traveling. At that point, his mangled body has rejoined and his wounds have largely closed over. Even so, he is exhausted and demands rest before taking the party on to the entrance to the complex. He advises the party of a nearby cave where he and Annitella slept last.

If pressed, Slinker can take the PCs to the lake, where the party can meet the remnants (see Encounter 6), but he repeats his warning about the coming of night, explaining that "thunder bolts fall like rain." If the party insists on heading straight to the lake, proceed to Encounter 3, but roll 1d4 + 12 to determine how many rounds the party will need to backtrack to the protection of the cave. **Be sure to substitute Slinker's name for Annitella's and make any minor adjustments necessary to keep the story flowing until Encounter 8A.**

Any attempt to commit violence against Slinker results in a vicious counterattack at +4, exhausting and killing Slinker.

**Slinker, Broken One:** AL NE; AC 10; MV 6; HD 3; hp 13; THAC0 17; #AT 1; Dmg 1-3 (bite); SA Disease; SD Regeneration; SZ M (7' long); ML 5; XP 175.

If Slinker bites, the victim must successfully



## THOUGHTS OF DARKNESS

save vs. poison or contract a rotting disease; the bitten part of the body becomes gangrenous. If the wound is inflicted upon a member of the body, the member will become nonfunctional in 1d4 days and fall off in three more. A bite to the torso or head will cause internal organ failure in 1d2 days, resulting in death. Once a body part becomes nonfunctional, only a *regenerate* spell can restore it to health. A *cure disease* or *heal* spell halts all deleterious effects immediately.

Make mention of the background drone.

### Encounter 2: Annitella

**R**emember that, due to the nature of Ravenloft, Annitella's evil alignment is not detectable. Even if the party administers *cure* spells, Annitella will not awaken for a few minutes. She thrashes in her sleep and moans, "Drassak, Drassak," and other words and phrases that the party does not understand. In the meantime, inform the PCs that the pinkness on the horizon has faded to black as if night had fallen. An occasional stroke of lightning begins to strike in the far-off mountains. As the following interchange between the PCs and Annitella unfolds, occasionally mention to the characters that the lightning is becoming more frequent, mostly striking around the highest peaks in the range.

Tell the party to each roll 1d10. If anyone rolls below 5, tell them that something is moving behind a nearby rock. There is nothing there when they go to investigate—the Lord Elder-brain is merely taunting them with the psychokinetic devotion, *control sound*. If they all roll higher, just say "Never mind."

When Annitella has sufficiently recovered to talk to the PCs, read the following boxed text.

The malformed creature finally awakens with a start. It cries out at the sight of you and tries to scramble away. Drained of strength, though, it collapses back to the ground and trembles. Its eyes are sunken deep into a scarred, elongated skull, and

there is no white in them, even though they are wide open and fearful.

Then it laughs, weakly but defiantly. "Kill me," it says, "and tell Von Zarovich that I will never give up the Rod!" Its tentacles writhe as it speaks, oozing a whitish mucous that runs down its chest. You realize from the pitch of its voice that it is probably female; its body is too disfigured to tell otherwise.

"Kill me!" she repeats angrily. "I will not speak again!"

If the PCs deny any alliance with the mind flayers or Von Zarovich, Annitella reacts with obvious mistrust unless the party takes definite steps to comfort and convince her; any strong-arm tactics reduce her to a blithering, cursing mess. Even if the PCs are kind to her, she still rambles nervously, and she flinches at every movement around her, like a slave who has been constantly whipped. Any questions about the *Rod of Houtras* are met with extreme suspicion until the PCs convince Annitella that they want to help her. If the PCs seek to threaten her by claiming friendship with the mind flayers or Von Zarovich, Annitella collapses into incoherence. Hours of careful discussion may bring her to trust the PCs, but she will be very suspicious.

Annitella does not reveal that "Von Zarovich" is not Strahd, himself, but only refers to Lyssa as "the vampire" or by her last name. She may even answer "yes" if someone asks her if she means Strahd Von Zarovich; her injuries have addled her mind and she isn't absolutely devoted to truth anymore. The name "Von Zarovich" should be quite alarming to most parties who know anything about Ravenloft.

After the PCs have taken sufficient steps to prove their good intentions toward Annitella, she will reveal the following information, in bits and pieces:

**1. About herself:** Her name is Annitella. She is a human. She has been tortured by servants of "the fiend" until she became what she is now (spoken with sorrow). The monsters hate her!



## THOUGHTS OF DARKNESS

She was a great "liberator of stolen goods." She is an agent of an order called the Brotherhood of Contemplative Power.

**2. About the hunting party that was torturing her:** They are sadistic creatures who take joy in hunting down helpless creatures. They are servants of "the vampire" or "the fiend." They wanted to take her back to "the complex."

**3. About Bonespur:** (Hysterical fear at the mention of him.) His name is Bonespur. He is a servant of the fiend. He is a diabolical hunter who knows the Vistani ways and travels through the Mists at will. He is a slave trader who captures and brings countless prisoners into the service of the fiends. His knife is deadly.

**4. About "the complex":** It is under the mountains. There are many slaves. Drassak is still there.

**5. About the Rod:** She stole the Barrier right out from under the nose of Von Zarovich (with a crazed laugh). She hid it where they will not find it for a while, but it is unsafe. It is a holy relic. It is called the Sacred Barrier by some and the *Rod of Houtras* by others. It was stolen from the Brotherhood of Contemplative Power by a traitor. It is the fiend's deepest desire to possess it. It is the key to a machine that the fiends are building.

**6. About Drassak:** He is Annitella's dearest friend. He is a great warrior for the Brotherhood of Contemplative Power and all forces of good. He has been taken prisoner. The fiend means to make him into a living egg incubator. "He must be saved from the fiend!"

**7. About the "Machine":** Annitella will relate basic and pertinent facts about the *Apparatus*, based on the information provided on page 56 of the rules book of the RAVENLOFT® boxed set. Stress the fact that lightning makes the whole thing work. Remember that the *Rod of Houtras* is the final key that makes the artifact function in this domain. Annitella will also relay pertinent information from the "Story Background" section of the Introduction.

**8. About the Brotherhood of Contemplative Power:** They are monks who are developing a "new magic" that springs purely from the mind,

called psionics. They are one of the few bastions of Goodness in all the domains. They believe that psionics may be used to penetrate the Misty Borders.

**9. Other remarks:** She has had nightmares about the Brotherhood of Contemplative Power every night until she recovered the Sacred Barrier. She would sleep peacefully again if only she could get to the Barrier. "Lord Drassak is a great, great man!" The use of high-level magic terrifies Annitella—if she sees a PC casting a spell, she'll scream, "NO! That's how they found us!" and will try to physically interrupt the spellcaster.

If any PC presses for clarification or more information, they can be given a different piece of information than they asked for. The DM can feed them the facts in bits and pieces while making Annitella appear unhinged and exhausted.

When Annitella refers to "the fiend," she is actually speaking of the High Master Illithid, but she should intersperse enough references to "the vampire" and "Von Zarovich" to mislead the PCs.

When the subject of Drassak comes up, Annitella will begin to weep for her friend and become increasingly resolute that he must be rescued. She will turn to the friendliest or nearest member of the group and plead:

Annitella curls her tentacle-like fingers around your wrist. Tiny suction cups pull at your skin, making it prickle, and her slimy skin makes yours crawl.

She says, "Drassak is the greatest foe of evil in all the realms! His death will mean the birth of a race of mind flayer vampires! These creatures practice psionics, like the Brotherhood of Contemplative Power, but they are purely evil. Imagine what will happen if they learn to part the Misty Borders and have free reign throughout the domains!

"Such mighty ones as yourselves I never hoped for. It is a sign. You are chosen to return the Sacred Barrier to its altar. You are



## THOUGHTS OF DARKNESS

appointed to save us all! Please! Help us!"

Annitella painfully gets on her knees.  
"Please, help us!"

Annitella will claim that she knows a way out of Bluetspur (true, at the DM's option), and that she can help them get back to their home world, too (obviously false, but Annitella will be adamant in her claim if it will sway the party at all; she will lie about the Order achieving a psionic breakthrough, if pressed). If the party insists on more of an incentive, Annitella will *very* reluctantly tell the PCs of a senior priest of the Brotherhood of Contemplative Power who has the power to grant wishes:

"It is not my right to promise, but I know that the Brotherhood of Contemplative Power would gladly grant each of you a magical wish in exchange for the Sacred Barrier. I will pledge to mediate the bargain, for I am well loved there. Will that win your swords to our holy cause?"

Don't forget to intersperse subtle remarks about the spreading lightning storm.

When the PCs agree to help, read the following boxed text.

Annitella relaxes with your promise of help. "I must rest a while, though," she explains. "I've been near death many times over in the last few weeks, but I'll sleep better, now that I'm in your care." She looks up at the sky. "Besides, the night storms are coming."

With your help, she gets to her feet and gestures to the right with her mouth tentacles. "There is a cave nearby, where I hid from Bonespur. We should be safe there."

A roll of thunder reaches your ears from the distant mountains. Another rumble follows, but this time it's loud enough to drown out that constant background humming.

### Encounter 3: Storms

**S**hould anyone ask about the storms, Annitella reports that they are the equivalent of "night" in Bluetspur. They occur every 12 hours or so, and they last as long as 12 hours or as little as two. They are characterized by total darkness and "lightning that falls like rain."

As the party proceeds toward the cave, read the following.

The longer you're in this realm, the more eerie and desolate it feels. The endless drone, the perpetual night, the unnaturally twisted rocks that thrust through the ground like warped and fractured bones—everything about this barren world leaves you both alone and feeling as if something is watching. Each footfall grinds dryly against the pebbly ground and echoes around the party as if the very land is calling out to you, starved for signs of life.

Up in the mountains, the lightning strikes have been increasing steadily in frequency and are beginning to spread down the slopes. Thunder rolls ahead of them with an ominous warning. It is becoming obvious why there is no life on the surface of this land: very little could survive a storm like that.

As the party moves toward the cave (or away from it, for parties who played Encounter 1A), tell them that the lightning storm is expanding more rapidly, off the mountains and across the plains toward the party. Annitella moves sluggishly in her condition, and she gratefully accepts any assistance. Roll 1d4: If the party doesn't help Annitella move faster, add 10 to the roll; if they help her, add 5 to the roll. The resulting number is the number of rounds required to reach the cave.

On the first and second round, the lightning storm spreads rapidly toward the party. On the third round, a bolt of lightning strikes dangerously near the party. On the fourth through sixth rounds, have the characters roll



## THOUGHTS OF DARKNESS

saving throws vs. wand; failure indicates that a bolt of lightning has struck close enough to cause 8d6 points of damage (save again for half). Following the sixth round, the characters' saving throw to avoid being struck must be made with a -1 penalty per round (increasing to a maximum penalty of 4) until they get to the cave. The cave is the only sufficient cover. Roll secretly for Annitella, always saving. If she is struck as a consequence of her proximity to another victim, she may be rendered unconscious, but not killed.

### Encounter 4: Traitors

**T**he cave is at Point B on the map on the inside cover of this module. The entrance is difficult to see because a large outcropping of rock hangs over it. Four man-sized or smaller creatures may enter per round, one at a time. The entrance is quite narrow, so characters must first remove their backpacks and other bulky gear (armor may be left on), costing another round, and then crawl in on their stomachs. Large-sized creatures can't fit through the hole without digging it out for five rounds or through some magical means. Continue checking for lightning strikes until the party is safely inside.

Inside the entrance, the cave opens up considerably. It leads downward at a 45° grade, leveling out and opening to a small cavern about 30 feet below the surface. Its dimensions are roughly 25' × 50' × 10'. The interior is rough and damp, but it can certainly provide cover from the storm.

Once the party has gotten safely inside, read the following.

The thunder rumbles continuously overhead, and there are sharp explosions as the lightning continues to strike nearby, but it is all more distant and less threatening down here.

There are cracks and crevasses in every direction from this cave, but none are large enough to crawl through, except the one that

leads to the surface.

After a few minutes of settling in, gradually, you perceive the same humming sound that distracted you earlier. It seems to issue from the stone around you, coming from no direction in particular. Other than that, this seems to be the safest place you've seen in this forsaken world.

If the PCs attempt to rest and regain spells at this point, while Annitella recuperates, continue reading with the passage below. Otherwise, proceed to Encounter 5 and modify the beginning accordingly.

The storm continues above, but the thunder seems to grow quieter as time wears on. Perhaps your ears are adjusting to the constant booming. As you rest, the background drone leaves you feeling cloudy-headed and makes your eyelids feel heavy. With nothing but the thunder to listen to for hours, your mind starts to wander ...

Ask each player what their character's saving throw vs. spell is and make a false roll behind the DM screen. On page 57, there are six identical messages that are titled "In the Cave: Unaffected." These should already be photocopied and cut apart, one for each player. After making the false saving throw behind the screen, choose a slip (pretending that each has a different message) and then hand it to that player, instructing him to keep the message to himself. Repeat the process until all the players have a "secret message."

The effect is to make the characters think that at least a few of them have been controlled by Annitella. Even though all of them retain power over their actions, announce, "Those of you who are controlled, be sure to role-play the situation or I will be forced to intervene." Similarly, if a character begins to make any signs to signal his real condition or to call for peace, ask the signalled characters to roll 1d20, then write them a quick message that says, "Your long association with (PC's name) tells you that he is acting suspiciously. Don't trust him."



## THOUGHTS OF DARKNESS

Inform the party that they must roll for individual initiative. In the first round, they should each write on the back of their DM message what their action will be and whom it will be directed against, and then hand it back to the DM. Annitella will not attack, and any attack against her will pass through her body without causing damage, eliciting little more than a laugh.

As each PC's initiative point comes up, read their written intention aloud and then allow them to perform it. As a character is "killed", he dissipates into vapor. Continue the battle until there is only one character left standing, then tell that character that the vapor clouds of his former companions reform before his eyes. Tell the characters that everyone but the winner of the battle has full hit points and spells and have them make initiative rolls to begin the battle anew. **Then proceed to Encounter 5.** Don't forget to apply Bluetspur's effects upon THACO, spell memorization, etc., at this point.

If the party steadfastly refuses to raise arms against itself, award extra experience points, when the adventure is over, for such a display of loyalty. Remember, those who were not resting retain any damage suffered, including loss of levels, when the encounter is over.

### Encounter 5: Vampires

**W**hile the characters have been suffering nightmares, the vampire illithids have been on the move. As the characters' nightmare fades, read the following text:

Suddenly, a scream rips through the vision, causing it to crumble before your eyes. With a shudder, you send the hallucinations back to the blackest depths of your subconscious.

With simultaneous relief and dread, you escape the nightmare and instinctively leap to your feet, responding to the scream that woke you.

Mind flyers! There are three of them in

the cave with you! One of them is leaning over Annitella, spreading its tentacles, about to embrace her head with them—the scream must have come from her. The other two mind flyers stand next to the attacker, but they have turned around to face the rest of the party, following Annitella's scream.

These creatures are filthy and unclothed—their shapeless bodies are criss-crossed from head to toe with pulsing veins under dirty, purplish skin. Razor claws protrude from their fingertips. They part their tentacles, hissing, and your jaws drop. They have the fangs of vampires!

Before anyone takes action, roll horror and madness checks with appropriate modifiers for the nightmare of Encounter 4; a failed horror or madness check could significantly influence the ensuing battle. The horror check should be made with an additional -2 penalty for characters who were resting, due to the scene that greets them upon waking, thus doubling the horrifying situation.

**Vampire Mind Flyers (3):** AL CE; AC 1; MV 12; HD 8+3; hp 60; THACO 8; #AT see below; Dmg see below; SA energy drain, mind blast; SD +1 or better weapon to hit, regeneration; MR 90%; SZ M; ML 20; XP 11,000.

The kneeling vampire pauses in his attack upon Annitella, who cowers on the floor, and joins the battle on the next round. The two standing vampires immediately release a mind blast, each attempting to catch the maximum number of people in the cone, but they do not fight as a team (both take aim at the largest number of people they can hit with their blast, even if it's the same group). They then attack with their tentacles (four tentacles for four attacks per round, each). Each tentacle that hits inflicts 1d6+4 points of damage and drains two levels from the victim. See Appendix B for more details on vampire mind flyers.

These vampire illithids are thoroughly insane. As a result, they are turned with a -6

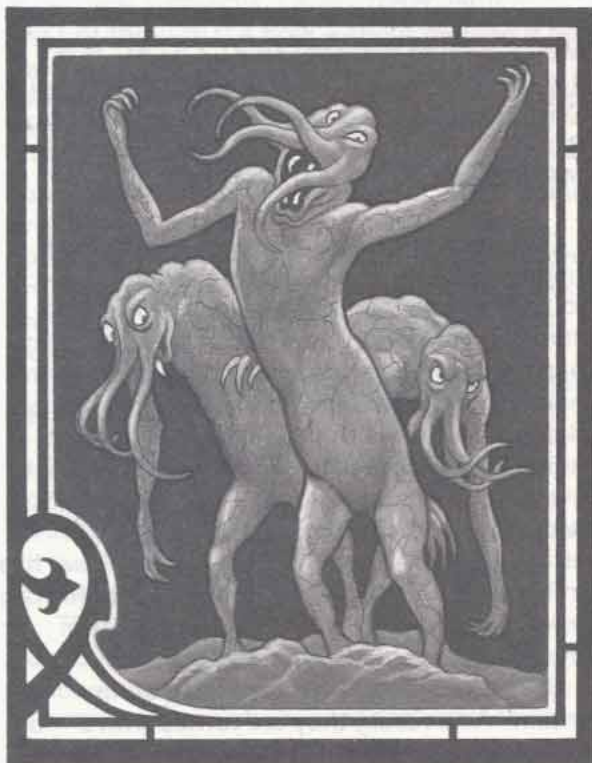


## THOUGHTS OF DARKNESS

penalty to any priest's die roll; if the priest's roll would have turned them without the penalty, assess 1d12 points of burn damage against them instead. They scream and growl incoherently throughout the fight, and they fight until they are reduced to 0 hit points, whereupon they dissolve into mist and dissipate into the cracks in the walls of the cave.

If the party can penetrate the stone through magical or psionic means, or if they use detection magic, they may locate the vampires, asleep, about 10 feet behind the northern wall of the cave. A single hit point of damage to each at this time will destroy them all forever, as described in *Van Richten's Guide to Vampires*, page 19.

Annitella has been terrified by the attack, but her innate psionic defenses have saved her from the vampires' mind blasts and allowed her to scream, warning the party. She vehemently denies any evil suggested by her role in the nightmare, blaming it upon "the evil of the land that seeks to turn us against ourselves." She is otherwise unharmed. She tells the group:



"Those monsters are the spawn of Von Zarovich. This place is no longer safe. No place is safe out here. And Drassak's peril grows by the moment! We must save Drassak and recover the Sacred Barrier before the fiends find it. Perhaps we may find a place to rest in the complex, if need be."

The land outside the narrow cave entrance is again ringed with a deep red shade of dusk in every direction. The graveyard stillness is back, with only that low pitched buzz between you and complete silence.

Roll 1d6 + 6 to determine how many hours before the next storm breaks, in case the party begins to waste time.

### Encounter 6: Ambush

**A**nnitella takes the PCs directly to the lake (Point C on the DM map), a one hour trip. Along the way, ask the PCs to roll 1d10. If any of them roll less than 5, tell them that they hear a scratching noise behind them. Investigation again proves fruitless as the Lord Elder-brain continues to tease the party. If they all roll higher, just say "Never mind." There will be no encounters along the way. (If the party is still fairly strong, the DM may insert a second encounter with a smaller group of vampire illithids along the way.)

When the party arrives at the lake, Annitella takes them to the tip of a wide peninsula and then faces the party. Read the following:

Annitella becomes silent for a moment. "I am about to show you an entrance to the complex, unknown even to the mind flayers, and then I will take you to the Sacred Barrier, which can save our lives or end all Goodness. Before I do, you must swear an alliance to the Brotherhood of Contemplative Power and to Lord Drassak, and to battle faithfully against the dark powers that are set against us. Will you swear to this? If so, then I will



## THOUGHTS OF DARKNESS

take you to the place where I have hidden the holy relic."

Do you swear?

With reassurances of good intentions, Annitella will point into the water.

Annitella gestures at the water of the large, dark lake. Its waters are amber colored and clear. The lake remains shallow for a few feet, but then the bottom slopes quickly into lost depths.

"In there," says your guide, looking into the water. "It is in there, guarded by the remnants." She splashes the surface of the water a few times and then backs away. Small, amber ringlets of water spread away from the shoreline and its smooth surface ripples your reflections. Then, there is a flurry of movement beneath the surface. Shadows flutter back and forth in a chaotic pattern, like swift black fish converging upon a morsel on the surface.

It dawns upon you that there are reflections of many faces in the water, staring back at you as you look down. They appear human—some normal, some grotesquely twisted—with empty eye sockets and empty expressions. And there are hands around the faces, so finely detailed, so gnarled and scarred and broken that they appear real as they reach out toward you.

At that moment, Bonespur appears with a red flash and a black cloud of smoke, riding on his nightmare. Then, around him, eight stone giants materialize out of thin air, followed by 10 mind flayers and 10 drow mages, forming a semicircle around the party, trapping them on the peninsula.

Bonespur yells, "Stay your hands, wizards, all of you stay your hands! I'm prepared to annihilate the lot of you where you stand!" Then he looks at Annitella, draws his knife, and gestures at her, saying, "Little turncoat. She betrays both sides. Surrender, all of you,

and you will live happier lives than this mutt!" The stone giants heft their clubs and move in to take prisoners.

Two of them step into the water, apparently to surround the party, and immediately begin to stagger around with a startled yelp, as if they have been grabbed by something below the surface. They curse and fall in with a great splash.

In the midst of the confusion, Annitella screams, "Into the lake! We will sooner drown, Bonespur!" With that, she jumps into the water, where she is grabbed by the ghostly spirits in the water and dragged into the depths!

Bonespur's little speech is a red herring, meant to sow dissension among the party and break down whatever trust they have placed in Annitella. He hopes to weaken the group this way, and Annitella's addled state and odd behavior will certainly add to the PCs' suspicions. Let the players wrestle with it.

**Stone Giants (6):** AL N; AC 0; MV 12; HD 14 + 1-3 hp; hp 75; THAC0 7; #AT 1; Dmg 2d6 + 8 (stone club); SA hurling rocks for 3d10; SD nil; MR nil; SZ H; ML 16; XP 9,000 each.

**Mind Flayers (10):** AL LE; AC 5; MV 12; HD 8 + 4; hp 55; THAC0 11; #AT 4; Dmg special; SA mind blast; SD nil; MR 90%; SZ M; ML 15; XP 9,000 each.

**Drow Mages (10):** AL LE; AC -5; MV 12; HD 16; hp 45 each; THAC0 15; #AT 1 or 2; Dmg by spell or 1d3/1d3 (crossbow darts); SA see below; SD see below; MR 85%; SZ M; ML special; XP 12,000 each.

**Drow Mages' Spells:** *Burning hands, magic missile (×2), shield, shocking grasp, blur, detect invisibility, misdirection, stinking cloud, web, blink, dispel magic, fireball (×2), lightning bolt, charm monster, Evard's black tentacles, fear, polymorph other, wall of ice, advanced illusion, animate dead, cone of cold, hold monster,*



## THOUGHTS OF DARKNESS

*shadow door, disintegrate, globe of invulnerability, true seeing, monster summoning V, teleport without error, incendiary cloud.*

**Bonespur:** AL CE; AC 3; MV 12; Lvl 17; hp 62; THAC0 11; #AT 1; Dmg special + 6; SA nil; SD nil; MR nil; SZ M; ML 9; XP 9,000.

**Nightmare (1):** AL LE; AC -4; MV 15, FI 36; HD 6 + 6; hp 46; THAC0 15; #AT 3; Dmg 1d6 + 4/1d6 + 4/2d4; SA burning hooves; SD paralyzing cloud; MR nil; SZ L; ML 14; XP 3,000.

During this battle, try to keep the party pinned down next to the lake. The mind flayers attempt to direct their mind blasts around the stone giants, but the drow don't hesitate to blanket the area with spells. Bonespur remains at the rear and shouts orders to his troops. Should any PC manage to confront him, he leaps from his nightmare's back and draws his *knife* from his boot; it immediately grows to match the size of his opponent's weapon. (If his opponent wields any weapon other than a blade, Bonespur's *knife* becomes a two-handed sword.) The nightmare disappears as soon as Bonespur dismounts unless he is involved in melee. If Bonespur sustains a 50% reduction in hit points, he will call his nightmare and attempt to flee into the Border Ethereal. Of course, if he falls in combat, his medallion will do the rest (see Encounter 1). His nightmare helps him fight off any hand-to-hand adversaries, but otherwise it remains out of sight until needed for an escape.

Should the PCs defeat the first wave of enemies, send another, larger one. Always try to cut off their escape from the shoreline. If any of them attempt to fly, have the drow mages cast *dispel magic* upon them, preferably landing them in the lake. Each round, have the PCs roll a dexterity check with a -4 penalty. Failure indicates that they have stepped into the lake in the heat of battle. (If the battle is overwhelming the party, have a few monsters step into the water, whereupon they are seized by the remnants and dragged to their deaths.)

When a PC steps into the water, he is immediately grabbed by the remnants and pulled in. They have a grip of 18/00 Strength, and the suddenness of their action requires the PC to make another dexterity check at -6 to avoid losing his balance and falling in anyway, should the character resist the action. Only those with equal or greater strength have a chance to break the grip of the remnants and avoid being dragged into the water. Powerfully strong PCs must make a bend bars roll to do so, and only in the first round; after that, more remnants take hold of the character and completely overpower him. Once a PC has been dragged into the water, put him "on hold" until the battle is resolved.

PCs who avoid the water at all costs may well be cut off from the rest of the party, and they should continue to be assaulted until they are forced into the water, jump into it, or are rendered unconscious, at which point they are captured and made prisoners of the mind flayers. If they manage to escape both fates, hunt them down using Bonespur's expert tracking abilities.

### Encounter 7: Remnants

**B**efore continuing with this encounter, resolve the situation with any characters who have avoided the water. Once the rest of the party is in the water, continue with the following boxed text.

No sooner did you so much as touch the water than cold hands seized you with superhuman strength and pulled you under. The water is frigid, but you have much more than that to worry about as you are dragged deeper and deeper into the lake. A trail of bubbles marks your descent as the vague light of the surface recedes and fades from sight.

In the near blackness, the shape of a face drifts so close to yours that you can see it, a mournful, eyeless visage. It approaches even closer, as if it means to kiss you.



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If PCs who are vulnerable to drowning attempt to avoid the “kiss,” they black out as water floods their lungs. See the rules for “Holding Your Breath” in the *Player’s Handbook*, page 122. Spellcasters cannot concentrate enough to throw any spell requiring more than two segments to cast. Any spell cast has a 75% chance of failure due to the clumsiness of underwater casting and the rough treatment by the remnants. If any player announces his PC’s intention to attack the remnants, allow him to roll the attack die with a –4 penalty for two rounds as the character struggles against rapidly increasing restraints; after that, the PC is firmly held by the remnants and cannot attack.

**Remnants (30):** AL CN; AC 0 or 8 (see below); MV Sw 36; HD 3; hp 24; THAC0 10; #AT 1; Dmg see below; SA see below; SD see below; MR nil; SZ S; ML 9; XP 4,000 each.

Remnants are AC 0 when completely incorporeal; when their hands become semi-corporeal, they are AC 8. At will, remnants can drain 1 point of dexterity per round upon a successful hit; characters reduced to 0 dexterity suffer acute hypothermia and die. They can be hit only by silver (half damage) or magical (full damage) weapons.

After playing out each PC’s reaction, read the following:

As you sink deeper and deeper into the blackness of the icy lake, your mind is flooded with images of cages and filthy living conditions—you realize that the remnants are communicating to you, telling you their stories.

The face of a mind flayer looms before yours, its tentacles caressing your features, probing into your mouth and nostrils and ears. It occurs to you that you are strapped to a table and are powerless to resist the monster, so you stare wide-eyed as it grips your head in its tentacles and then projects a set of jagged teeth out of its mouth. The teeth sink into your forehead and slowly chew their way through

your skull. At first, it seems that the vile creature will eat your brains, but, instead, it gently forces a soft-skinned orb into your head. As the image spins away into blackness, the last thing you feel is the thing in your head hatching.

There is no longer a sense of water all around you, but a feeling of floating remains with you, floating in an endless void . . . You don’t see, but you perceive a light somewhere above, and you make for it without actually knowing how. . .

Now you realize the light is coming toward you, coming like a bolt of lightning. It strikes your body and encases it in an envelope of almost unbearable tingling. You want to scream, but you can’t find your voice.

Sadly, you feel your spirit separating from your body. Suddenly free of physical restraints, the tingling stops and you can get a sense of the area around you. The your body and the bodies of your comrades lie side by side below you, each encased in a glass dome, and a bright sparkle of life essence floats above each. Recognizing the spirits of your friends, you all float together and commune once more as the group you were.

There are other people here, standing nearby; two men, a woman, and a large mind flayer. The mind flayer waves a hand and the glass domes begin to rise. A feeling of disorientation grips you and you feel your spirits drawn back downward. The sensation of life floods through you.

This is actually another nightmare-battle, although the party should be allowed to figure that out for itself. Tell the players that when the PCs open their eyes they see a square room, about 50 feet wide on a side. There are many tables in this room, each the same as those the PCs have been placed on. There is a human or demi-human on each of the tables. A brief glance indicates they are dead—they remain motionless with their eyes and mouths open, blank expressions on their faces.

The four aforementioned figures stand before



## THOUGHTS OF DARKNESS

them, and two drow guards stand at a door some 20 feet behind. One man is dressed in a white robe, now filthy with wear and lack of washing. His features are angry and sad at the same time. The woman is absolutely beautiful, with long dark hair and frost-colored eyes; only a thin black ring separates the iris from the white. She dresses in a blue velvet tunic with purple accents and black leather pants. Black, laceless leather boots reach to her thighs. The third man is a dark-featured, handsome man who appears to be related to the woman. If the characters are familiar with the infamous figure, the DM may tell them that he is none other than Strahd Von Zarovich! The mind flayer wears a plain black robe that covers him from his neck to the floor.

As the party regains consciousness, the man says, "They awaken." The drow guards move closer and take up defensive positions.

Tell the PCs to announce their intended actions and make initiative rolls. Once this is done, tell them to **pass their character sheet to**

**the player on their left**, and then resolve their intended action from within the body of the character they are now holding!

There will obviously need to be some adjudication to play out this battle. Each player retains his actual character's knowledge, but he is now in a body which is not necessarily suited to use that knowledge. A warrior in a wizard's or priest's body can't cast spells because he hasn't had the training. He also loses his weapon proficiencies because his new body is not trained for armed combat. In addition, attack rolls for all characters are made with -4 penalties, due to inexperience with the particular weapon and the body that wields it. Spellcasters can still cast spells in their new bodies, but at only half their current level, and the wizards will need to get their spell components and books from the character who now controls their body. Anyone in a rogue's body will have no idea how to pick a lock or hide in shadows, while the rogue in someone else's body will find all of his percentage





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chances to use his skills are halved.

The monsters will move to attack on their initiative. Should any of the characters be reduced to 0 hit points during the battle, have the PC who has always played that character make a fear and a horror and an insanity check at the sight of seeing their own body fall under evil weapons.

**Drow Fighters (2):** AL LE; AC -3 (-6 with bucklers); MV 12; HD 15; hp 93 each; THAC0 5; #AT 1 or 2; Dmg 1d8+7 (sword) or 1d3/1d3 (darts); SA see below; SD see below; MR 80%; SZ M; ML special; XP 10,000 each.

**Vampires (2):** AL CE; AC 1; MV 12, FI 18<sup>+</sup>; HD 8+3; hp 40; THAC0 8; #AT 1; Dmg 1d6+4; SA energy drain; SD +1 or better magical weapon to hit; MR nil; SZ M; ML 16; XP 3,000 each.

**Mind Flayer (1):** AL LE; AC 5; MV 12; HD 8+4; hp 65; THAC0 11; #AT 4; Dmg special; SA mind blast; SD nil; MR 90%; SZ M; ML 15; XP 9,000.

**Strahd Von Zarovich:** AL LE; AC -1; MV 12, FI 18; Lvl 16; hp 55; THAC0 11 (8 w/ weapon); #AT 1; Dmg 1d6+4 or by weapon (+3 to hit, +6 to damage due to strength bonus); SA energy drain, spells, charm gaze; SD +2 or better weapon needed to hit; MR 15%; SZ M; ML 20; XP 9,000.

**Strahd's Spells:** *Burning hands, chill touch, grease, magic missile (x2), wall of fog, blindness, flaming sphere, hypnotic pattern, Melf's magic arrow, spectral hand, web, blink, fireball, hold person, lightning bolt, protection from good, 10' radius, vampiric touch, contagion, dimension door, Evard's black tentacles, fear, improved invisibility, wall of ice, Bigby's interposing hand, conjure elemental, hold monster, summon shadow, wall of force, wall of stone, chain lightning, death spell, disintegrate, globe of invulnerability, delayed blast fireball, finger of death, power word stun, monster summoning IV.*

Strahd will already have cast *globe of invulnerability* upon himself. His first action in combat will be to point the *finger of death* at any identifiable wizard in the party. He then attempts to make eye contact with any warrior to use his *charm gaze*. If he is engaged in combat, he will wield a *long sword* +3 (total adjustments: +6 to hit, +9 to damage) and alternate weapon and energy drain attacks.

The drow may use the following spells once: *dancing lights, faerie fire, darkness, levitate, know alignment, and detect magic*. Drow darts are coated with a poison that requires a saving throw with a -4 penalty. Those who fail fall unconscious for 2d4 hours and are subject to nightmares and accompanying checks.

The man and the woman are both vampires; see the *Monstrous Compendium* for their various standard combat strategies. Their initial strategy is to drain energy levels. For this dream encounter, the mind flayer is able to use each of the following psionic abilities once: *project force, life draining, animal affinity, and double pain*. If the DM doesn't own *The Complete Psionics Handbook*, he may instead substitute the magical spells, *Bigby's forceful hand, vampiric touch, polymorph self, and eyebite*. The mind flayer is able to cast these spells without components of any kind; he merely thinks them and they happen.

When the battle is over, the party awakens in darkness. Roll horror and madness checks with appropriate modifiers. Tell those PCs who are susceptible to drowning and who resisted the "kiss" of the remnants that they awaken heaving water from their lungs and have sustained 2d6 points of damage as a result.

Remind the party of the background drone.

### Encounter 8: The Guardian

**T**he party's equipment has been soaked through by the trip through the water, so any unprotected torches will not light. If and when the PCs establish some lighting, read the following boxed text.



## THOUGHTS OF DARKNESS

You are in a very small cave, barely large enough to sit up in. There's just enough floor space for all of you to lie side by side. At your feet, the floor drops into water—there is no other exit from this area.

The air is extremely stale in here. Also, the background hum that pervades this domain is even louder down here.

Annitella is here, too. "At last you're awake," she says. "Time is running out for my poor Lord Drassak and we must get moving!"

The oxygen supply in this closed area will last only one more hour; characters may suffocate if they stay here. If asked, Annitella will explain that the cave lies deep below the surface of Bluetspur, along a network of water passageways that lace the earth beneath the mountains (the Entrance Cave on the inner-cover map). From here, it is only a few miles to the mind flayer complex. The cave is the place where the remnants first brought her after she fled the mind flayer complex.

Annitella tells the PCs as much as they wish to know about the remnants (based on the information provided on page 61), but she wants to keep moving, so she gives the shortest answers possible. She had to leave the safety of this cave because the air was running out, which is when Bonespur and the PCs found her.

When the party's curiosity is sated, Annitella address the priest in the group:

"I've been communicating with the remnants while you were resting," says Annitella. "They will gladly take us to the complex because they hate the mind flayers, but they also ask a favor of you.

"We will pass through a graveyard of slaves underneath the complex—the place where the bodies of the remnants lay. The mind flayers throw the remains of their slaves into a watery pit when they die of exhaustion and abuse. The lack of a proper burial traps the remnants in these waters.

"The remnants beg you to pray over their remains and perform some of your powerful magic so that their spirits may finally rest. But, in good faith, they warn of a guardian in the graveyard; one that will try to stop you from helping them, one that will probably let you pass if you don't. The choice is yours."

The remnants don't know what the guardian is; they call it "the blood beast." Annitella hasn't seen it. If the party agrees to help the remnants, award each of them an extra 500 experience points in addition to those they may earn for defeating the guardian. If the PCs refuse to help because of weakness or lack of spells remaining, the remnants are true to their word and still take the PCs to the complex. If they refuse out of cowardice, make a Dark Powers check for the most vocal spokesman against fighting the guardian. Then describe the trip through the tunnels from the boxed text below and skip to Encounter 8A if they are with Slinker or Encounter 8B if they are with Annitella.

When the party is ready to proceed, Annitella instructs them to reach into the water and let the remnants pull them in and bestow the kiss upon them that conveys the equivalent of a *water breathing* spell (six hour duration). The remnants pull them along swiftly through flooded narrow tunnels.

Ask any wizard characters in the party to make a percentage dice roll. If they roll below 50%, tell them that someone is trying to locate them magically; if they roll higher, just say "Never mind."

The water grows warmer as the ghostly hands pull you along at a great speed, and the humming that's been with you since you arrived in Bluetspur is growing louder and louder, almost deafening. Soft chunks of debris begin to hit you in the face and roll along your body as you're pulled along.

After a half hour or so, the general upward incline of the underwater passageway sharply



## THE ADVENTURE

drops downward. The remnants slow down their towing speed as they take you toward the bottom. There, the narrow passageway opens away from you and light finds its way into the darkness. The remnants release you and hover expectantly. Their ghostly fingers clasp together as if pleading or praying.

Moving cautiously ahead, the passage bottoms out and opens to a large pool. Its walls are encrusted with sparkling crystals that reflect light from above. Near the surface of the water, a red crystal glows brightly at each "compass point" on the wall, illuminating the pit.

There is a red tinge in the water here, and a great deal of soft debris floating about. Below you, a great mass of bones and bodies in various stages of decomposition lies piled in a pit at the bottom of the pool—this must be the graveyard of the slaves.

The watery pit is approximately 60 feet wide, 50 feet deep, and roughly circular, a sinkhole that has flooded.

This is indeed the graveyard of the slaves, where the remnants hope that the priest in the party will pray for them, releasing their spirits. The remnants can be released either through the casting of a simple *bles* spell or by presenting a holy symbol and "turning" the remnants with a  $-4$  penalty to the die roll. A successful *dispel magic* spell will work as well. As soon as the priest begins his casting or presentment, read the following boxed text.

As you begin your rite of passage for the spirits of the remains below, a moaning rises even through the water, as the remnants feel their chains of bondage snapping. Countless shadows spin around you like a shadowy tornado. A thick liquid, perhaps blood, begins to flow from the pile and billow upward in the water as the moaning crescendos.

The bloody cloud should be dissipating in the water, but instead it takes a vaguely humanoid form . . . and attacks!

The creature is a special blood elemental (see

### Watery Pit

0 10 Feet

Underwater  
Passage

Water Line

◆ Restraining Crystals



## THOUGHTS OF DARKNESS



the *Monstrous Compendium*, RAVENLOFT® Appendix). This elemental has been conjured from the water in the pit dump and has been manipulated by the mind flayer scientists so that it will not dissipate underwater; indeed, it is trapped in the pit dump and is not at all happy about it.

Should any PC smash any of the four red glowing crystals, the blood elemental is freed and its humanoid form dissipates immediately into nothingness. Otherwise, it fights until destroyed, thus freeing itself by being banished back to the mists the Dark Powers sent it from. Treat the crystals as AC 0 opponents with 25 hit points.

**Blood Elemental (1):** AL N; AC 0; MV Sw 12; HD 16; hp 112; THAC0 5; #AT 1; Dmg 3d6; SA see below; SD see below; MR nil; SZ H; ML 18; XP 12,000.

The blood elemental initially uses its striking attack, inflicting 3d6 points of damage per hit and requiring a saving throw vs. spell on the part of the victim; failure indicates that a

number of hp equal to the damage caused by the blow itself are taken from the victim as drained blood damage (the entire attack amounts to double the rolled damage). Furthermore, the points due to lost blood are added to the elemental's hit point total (to a maximum of 128 hp). If a PC makes a successful bare-handed attack upon the blood elemental, the result will be a loss of hit points to the PC, as if the elemental had made the attack instead.

If reduced to 50 or less hit points, the elemental will attempt to smother an adversary. By scoring a successful hit, the elemental will have clogged the nose, mouth, and lungs of the victim. See the "Holding Your Breath" rules on page 122 of the *Player's Handbook*, to determine the fate of the smothered victim. In the meantime, all damage inflicted upon the blood elemental will also be suffered by the character who is being smothered.

Remember, the party is now within the mind flayer complex. Therefore, any character who is killed (or falls unconscious, if the optional "-10 rule" is being used) is immediately teleported to the illithid laboratories, to be revived, evaluated, and put into the slave pool.

Once the party has defeated the blood elemental, the priest can complete his burial rite, causing the remnants to spin around him and then scatter outward, disappearing into other dimensions, when the rite is completed. Award the priest an extra 2,000 experience points for his act of mercy.

The party will be able to climb out of the water and into the mind flayer complex. **If Slinker is with the party at this time, rather than Annitella, continue with Encounter 8A; otherwise, proceed directly to Encounter 8B.**

### Encounter 8A: Reunion

**W**hen the party has climbed out of the pit dump, tell the PCs to make a surprise roll; those who succeed spot Annitella hiding in the shadows of the room. Slinker identifies and greets her immediately, then introduces her to the group. Annitella relates



## THOUGHTS OF DARKNESS

any pertinent information from Encounter 2, seeking to enlist the PCs to her cause. She claims that she has escaped from the mind flayers again! Slinker will defend her if the party is suspicious.

When the situation is resolved, proceed to Encounter 8B, omitting the first paragraph.

### Encounter 8B: Inside the Complex

**H**ave the first character to climb out of the pit dump roll a d10. If he rolls below 5, tell him that he catches a glimpse of something disappearing through an exit; if he rolls high, just say "Never mind."

The pit is a small cavern with crystal-laden walls and ceiling. Two exits lead in opposite directions, both leading upward and out of sight. The humming is less oppressive here, out of the water, but it is still fairly loud.

Annitella tells the party that this is a fairly quiet part of the complex, and the party can probably rest here unmolested if it must. Even so, Annitella will not wish to rest.

If the party chooses to rest, there is a 5% chance that a pair of mind flayers will lead five slaves carrying dead bodies over their shoulders into the cavern. At the sight of the party, the mind flayers flee, mentally ordering the slaves to attack the party in order to cover their escape. The slaves are unarmed humans. They attack the PCs clumsily and fall with a single hit. Ideally, the party should avoid hurting these slaves, as they are not in control of their actions and are not capable of defending themselves against any experienced adventurer, much less a high-level party.

**Mind Flayers (2):** AL LE; AC 5; MV 12; HD 8+4; hp 55; THACO 11; #AT 4; Dmg special; SA mind blast; SD nil; MR 90%; SZ M; ML 15; XP 9,000 each.

**Slaves (5):** AL N; AC 10; MV 12; HD 2; hp 12 each; THACO 19; #AT 1; Dmg 1d8; SZ M; ML special; XP 65 each.

If there are any surviving slaves after the last mind flayer is killed, they will fall to the ground, unconscious. If revived, they will stare blankly and be unable to answer questions. Casting an *ESP* spell reveals that the mind of a slave is held captive, but the caster is not able to penetrate the hold to read thoughts. *Suggestion* and other mind-controlling spells have no effect on the already-enslaved mind. Casting a *domination* spell establishes a telepathic link with the slave, allowing the caster to communicate with the slave, but it does not break the mind flayers' hold on the slave. Remember that spell use may cause an *arcane resonance* that draws the illithids' attention.

The metapsionic science, *psychic surgery*, can free character of the mind flayers' influence. Casting a *mind blank* or *wish* spell also frees the slave's mind, but the slave is confused and unhappy in either case. He can communicate normally with the party, but his information is limited. He recalls his former life in a neighboring realm of Ravenloft and the day he was captured by a large, bald man and brought, in a cage, through the Mists, to a strange and desolate land. After that, his memories grow unclear.

Before proceeding to Encounter 9, remind the party of the constant background drone.

### Encounter 9: Recovering the Rod

**W**hen the party is ready to continue, read the following boxed text.

Annitella leads you through a maze of passages, now and again passing through breath-taking caverns, embedded with gems and crystals. The path is a steady climb, rarely dropping, yet it's not long before you lose track of the turns. Annitella leads the group silently, pausing at every bend to consider her next move and to peek around the corner before motioning you onward.

These lower caves appear unoccupied, at least by the mind flayers, but there is



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something down here. You occasionally detect a sniffing behind you, in the shadows, like an animal with its nose to the ground.

If Slinker is present, adjust the text accordingly. Tell the PCs that the two broken ones often whisper to each other in a strange gibberish (see "Shattered Brethren," Appendix B). The casting of a *comprehend languages* spell or similar power reveals that they are arguing over short cuts and whether or not they should reveal the presence of their "friends" to the party.

Annitella (and Slinker) claim to know nothing about the sniffing; she doesn't even admit to hearing it. She dismisses the noise as echoes or imagination.

Tell the players to roll 1d10. If any roll below 5, write a message that reads, "You notice that Annitella's (and/or Slinker's) shadow is apparently that of a *much* larger creature, with fearsome claws." Pass the message around to those who made the proper roll. If everyone rolls higher, say "Never mind." The Lord Elder-brain is at work here, toying with the party's suspicions by invoking the psychokinetic devotion, *animate shadow*.

The tunnels are roughly 10 feet across and high, although they occasionally narrow to 5 feet by 5 feet. Just before the party arrives at the area labelled the Crystal Cave on the complex map, the corridor widens sharply, creating a 40 foot by 40 foot by 20 foot area that opens to a large cavern (see map below). This cavern is crystalline from wall to wall, with many razor-sharp edges. Torchlight reflects and seems as bright as daylight. The area is roughly 40 feet tall and 80 feet across. Anyone attempting to walk through this room will sustain 1d4 points of damage for every 10 feet of movement.

When you enter this large cavern and cast your light upon its walls, the light shines back at you. The walls are layered with sheet upon glistening sheet of natural glass that catches the light and throws rainbows

through the air. The ceiling is a packed field of glimmering crystalline icicles. Similarly, the floor is a jagged field of diamonds that shine like the sun on clear waters.

Annitella turns to you and says, "Before I was broken and changed, I was able to scale these walls and implant the Sacred Barrier in the ceiling. I'm afraid I'll need your help to reach the ceiling now.

"No one else but myself can touch the Barrier! It is a holy object and will burn anyone else touches it who isn't of the Order. And to drop it would prove devastating to us all!"

Annitella is lying about the Rod's potential to burn others. She only wants to keep it to herself, and she will refuse to point it out among the many projections in the ceiling. Due to its nature, the party won't be able to detect or locate it, anyway. The party must somehow get Annitella to the ceiling of the cavern.

Once Annitella is lifted to the ceiling, she will need to work her way to a point about 15 feet out from the wall. She will then search briefly, expel a sigh of relief, and gently pry a clear rod, about two feet long, from the ceiling. Ecstatically, she cries "I've got it!"

No sooner does she utter those words than an army of 50 human slaves, controlled from behind by five mind flayers, pours into the cavern behind the party.

As Annitella victoriously waves the Rod in the air, the tunnel behind you comes alive with the sound of marching feet. A mass of unarmed humans, dressed in rags, pours out of the darkness, converging upon you like a pack of zombies. In the midst of them, there are five mind flayers, no doubt ordering their slaves to attack the party.

At the back of the advancing army are two distinctive and familiar figures: the beautiful woman with the frost-colored eyes and the mind flayer with the black robes, both of them from your nightmare about switched



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bodies. The woman grins at your surprise and dissolves into mist while the mind flayer levitates upward a few feet and points his claws your way, releasing a mind-boggling blast of energy.

Simultaneously, there is a loud crack in the air of the crystal cavern, and Bonespur swoops out of thin air on his nightmare. He throws a glowing net over Annitella and then fades away again with his steed, taking her and the rod with him!

The PCs may have one attack at Bonespur as he sweeps through, but the army is upon them and they must first make a successful saving throw against paralyzation to avoid the effects of the High Master's *ultrablast* (a *weird* spell may be substituted for the *ultrablast* if *The Complete Psionics Handbook* is not available—the High Master will speak to the party telepathically). Also, no spell requiring a round or more to cast will go off before he is gone. If any PCs are on the ceiling with

Annitella when she is netted, they will be taken along. If the party has a rope tied to anyone up on the ceiling, those holding the rope will be dragged to the ceiling, whereupon the rope goes slack and drops them to the floor. Falling characters sustains 4d6 points of damage from the fall plus 3d4 points of cutting damage from the diamonds on the floor.

Lyssa Von Zarovich suddenly materializes next to a PC wizard and attempt to catch his eye with her charm gaze, ordering him to abandon the party and run into the cave systems. She then attempts to use her touch attack with a vicious scratching. If reduced to 50% of total hit points or less, she reassumes gaseous form and flees.

**Lyssa Von Zarovich:** AL CE; AC -3; MV 18, FI 18; HD 11 + 1; hp 85; THAC0 10; #AT 1; Dmg 1d4 + 6; SA see below; SD regeneration; MR 15%; SZ M; ML 18; XP 12,000.

Lyssa's vampiric charm gaze imposes a -3 penalty against saving throws. A +2 or better



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weapon is needed to hit her, she regenerates 4 hit points per round, and she is immune to garlic and mirrors. Lyssa also enjoys a particularly deadly salient ability: her deadly touch drains *five* energy levels from her victims. She can be turned as a lich.

**High Master Illithid:** AL LE; AC 0; MV 12; HD 8+4; hp 65; THAC0 11; #AT 4; Dmg spec.; SA psionics; SD nil; MR 90%; SZ M; ML 15; XP 12,000.

The High Master is only interested in seeing to it that the *Rod* is successfully taken. He has prepared his metapsionic *ultrablast* in advance. The effect stuns even those who successfully save against the power just long enough for all the party's adversaries to win initiative. Bonespur sweeps out of the Border Ethereal directly on the heels of the blast. The human slaves are mentally disconnected, so they do not need to roll saving throws, but any mind flayer caught within the radius will. Assume that Lyssa, in gaseous form, makes her saving throw successfully.

**Mind Flayer Mages (5):** AL LE; AC 5; MV 12; HD 8+4; hp 55; THAC0 11; #AT 4; Dmg spec.; SA mind blast; SD nil; MR 90%; SZ M; ML 15; XP 11,000 each.

**Mind flayer spells:** *Magic missile* (×4), *glitterdust*, *Melf's acid arrow* (8th level), *spectral hand*, *dispel magic*, *fireball*, *lightning bolt*, *Evard's black tentacles*, *monster summoning II*.

**Slaves (50):** AL N; AC 10; MV 12; HD 2; hp 12 each; THAC0 19; #AT 1; Dmg 1d8; SZ M; ML special; XP 65 each.

**Bonespur:** AL CE; AC 3; MV 12; Lvl 17; hp 62; THAC0 11; #AT 1; Dmg special+6; SZ M; ML 9; XP 9,000.

**Nightmare (1):** AL LE; AC -4; MV 15, FI 36; HD 6+6; hp 46; THAC0 15; #AT 3; Dmg 1d6+4/1d6+4/2d4; SA burning hooves; SD paralyzing cloud; MR nil; SZ L; ML 14; XP 3,000.

Treat the slaves as zombies for the purposes of attack strategy and spell immunities, but they cannot be turned as undead. In *any* conflict involving slaves of the mind flayers, if the party takes steps to avoid hurting them, multiply the total experience point value of the surviving slaves by 100 and divide it between the PCs immediately.

Whether or not the diamonds have any value is up to the DM. Remind the party of the background drone.

### Encounter 10: Broken Ones

The echo in this cavern has made the battle a loud one. No doubt there will be more mind flayers, driving helpless and mindless slaves before them. Already through the background humming you can hear many strange noises in the tunnels.

Allow the party 1d4 rounds to act. If they stay where they are, they will be attacked again with an equal force in 1d3 rounds. If they remain after a second battle, the force sent against them will double on the next assault. After that battle, the broken one, Symbiont, will approach them—proceed to the boxed text below and omit the first sentence.

If the party attempts to elude the mind flayer forces by running into the cave labyrinth, keep the mind flayers hot on their trail for a few rounds. If the party is not hurt too badly at this point, allow the mind flayers to catch up with them and fight another battle or two, until the PCs have a sense of "nowhere to run, nowhere to hide." At that point, place Symbiont around the next bend. When they see him, read the following boxed text.

Around the next bend, you come face to face with a horrifying sight. An apelike creature, with a hideously malformed human head growing from its stomach, throws out one hand in a gesture of greeting while putting a finger to his lips with the other hand.



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"If you will live, you follow!" he demands in a throaty whisper with the head on his shoulders—the second head merely rolls its eyes from side to side and drools. With that, the creature turns and runs down the corridor behind him.

Have the party make a horror check at the sight of Symbiont. In addition to any randomly determined effects, a character who fails his horror check will refuse to follow unless a fellow party member attempts to convince him to come along, rolling a Charisma check with a -4 penalty. If the party won't follow him, he disappears into the dark. Assault the party with another squad of mind flayers and slaves, then have Symbiont appear again and urge the party to follow him to safety. If Slinker is present, he will encourage the party to follow, identifying Symbiont as an ally.

Symbiont takes the party down several tunnels with the sounds of the mind flayer forces right behind all the way. When he comes to a stop he climbs a wall to a narrow ledge

about eight feet above the floor, rolls out of sight momentarily, and then sticks his main head over the ledge and signals for the PCs to follow.

Symbiont leads the party through a series of narrow crevices, some of which shrink to as narrow as three feet across. Everyone must crawl, and larger-than-man-sized creatures have a 25% chance to become stuck at some point along the way, unable to continue without magical means.

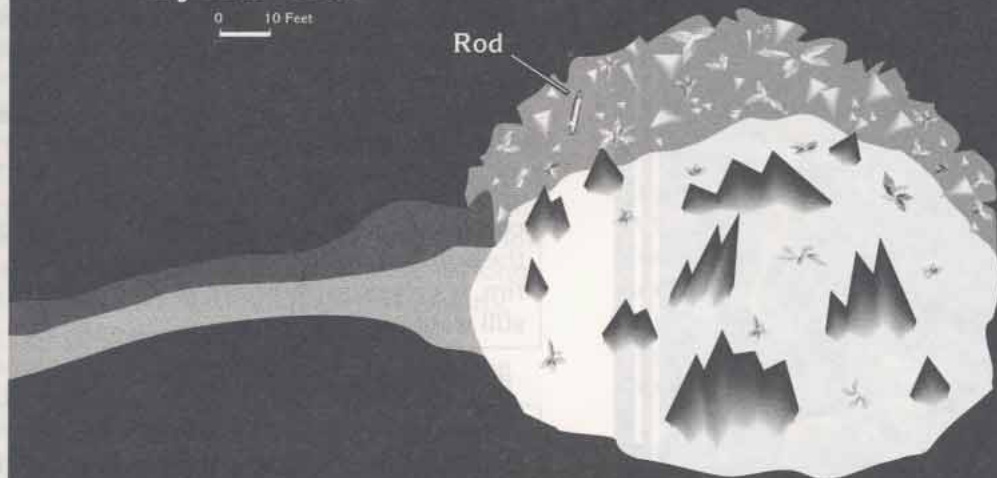
At last you arrive in a dimly torch-lit cavern. The air here is truly foul; it takes a supreme act of will to hold your gag reflexes in check.

There are perhaps a half dozen disfigured creatures in this cramped space: all of them are part human and part animal or monster. There is a giant slug with a human's head, partially dissolved from its own acidic spittle. His antennae are human arms and hands from the elbows down, and they twitch and grasp at the air in front of him. There's also a

### Crystal Cave

0 10 Feet

Rod



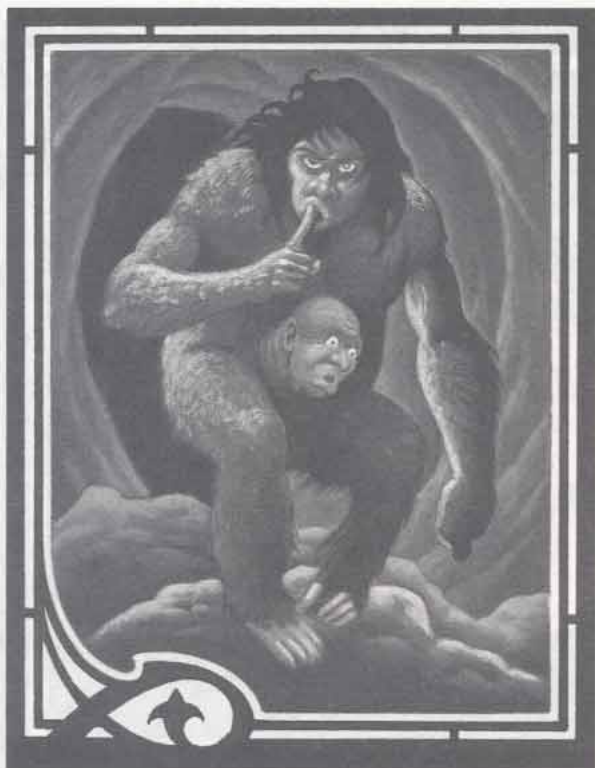


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wolflike creature with vaguely human ears, a short, bleeding nose, and dog-clawed fingers. These and other disgusting creatures crowd around, sniffing and pawing at you, and speaking to one another in an odd language. You can understand a word here and there, but it is largely gibberish.

Instruct the party to make another round of horror checks, this time with a +1 bonus because the shock value is wearing off. The casting of *comprehend languages* or similar power allows a character to understand but not speak the broken ones' language. After resolving the checks, continue with the following boxed text.

The two-headed, apelike creature who led you here addresses you: "Symbiont," he says, thumping his chest and then patting his second head gently; it continues to roll its eyes from side to side, but it gives you a toothless, lop-sided grin. "Friend of



Annitella," Symbiont adds. Then, pointing at you, he asks, "Friend of Annitella?"

You nod your assent and he smiles, displaying chipped and yellowed fangs. With a gesture at the group of creatures around him, he says, "We are Shattered Brethren. We help Annitella—you and us," he says. "We will stop the fiends, but first we wait for the searchers to give up, and first we drink!"

Symbiont reaches into a crack in the rocks beside him and pulls out a leather skin. Uncorking it, he passes the skin to each of the slobbering creatures around him. He drinks and then tips the skin upon the lips of his second head, which slurps loudly, letting some of the pasty liquid dribble from his lips. Then, Symbiont passes the skin to you.

"Drink," he says gruffly. You hesitate and he repeats, "Drink!"

If the PCs refuse to drink from the skin, the Brethren will be offended. They thrust the skin at one of the PCs and repeats "Drink!", taking it up as a chant. If the PC repeats his refusal, Symbiont insists that the drink is good and delicious. In the end, if the PCs steadfastly refuse to drink, the Brethren will grumble to one another in their incomprehensible language. Nevertheless, the PCs should get the definite impression that they have displeased their hosts. Symbiont simply says, "We go now." Proceed to Encounter 11.

If any PC agrees to drink from the skin, read the following boxed text.

The stench in this room is nothing compared to the reek in this bottle. You tip the bottle, bringing the thick liquid to the rim. It's a yellowish-brown sludge. Do you still want to drink?

If the PC agrees, continue:

The taste is bitter, and it burns in your throat. There are lumps in the drink, and the liquid sticks to your teeth and gums, resisting your efforts to swallow it.



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In your stomach, it sits like a rock and begins to heat up. Your face flushes a deep red and breaks into a sweat.

Tell the PC to make a saving throw vs. poison. If he fails, he will be nauseated and incapacitated for 1d4 hours. If he succeeds, tell him to roll 3d8 and add 5 to the total. Then tell him that he has gained that many hit points against assessed damage. Furthermore, the background hum that has haunted him since his arrival in Bluetspur seems to fade into the background and all his muscles relax. Tell the player that he never even realized how tense his character was until after he took a drink from the skin.

Inform any wizard character who drinks the potion that his head has cleared to the point where he is certain that he can memorize his full repertoire of spells now. Reset all THACO modifiers to 0 for those who drink, remove the chance of priest spell failure and drop all penalties to thief skills.

Symbiont explains some of the "medical wonders" of the Shattered Brethren, based on information provided in Appendices A and C. He is obviously proud of his twisted status, and especially likes having two heads because he gets two shares of everything that way. If asked about his plan to rescue Annitella, Drassak, and/or any party members, Symbiont will merely say, "We wait a while, for searchers to give up."

If the party rests now, those who successfully saved against poison after drinking the potion will rest without suffering any nightmares, and they will awaken as if they had rested normally in a safe place, thanks to the disgusting potion. Its effects last until the next rest only. As long as the Shattered Brethren are with the party, the PCs have access to the potion. The shattered Brethren will not give the party the bottle to keep.

When the party has rested, or if it chooses not to rest, read the following boxed text.

A large beetle-like creature, with six dual-elbowed, human arms and hands, crawls into the cave and twitches its long antennae excitedly in front of Symbiont's second head; his eyes twitch in unison.

Symbiont says, "My brother has seen Annitella in the laboratories where we are born to present life. Annitella has spoken to his mind. Her words, 'My heroes, Drassak is a victim of both the vampire and the incubation chamber. For the sake of his soul, you must come before night falls again or all is lost.' We go!"

Remind the party of the background drone.

### Encounter II: Spore Farm

**W**hen the party has rested, or after they have refused to drink from the potion skin, read the following boxed text. If they refused, remove the reference to the man-beetle.

Symbiont wordlessly leads the way out of the cave of the Shattered Brethren. The man-beetle ranges ahead of him, disappearing around corners and then reappearing through another crack to the side, clinging to the ceiling and twitching his antennae. As Symbiont weaves his way through the narrow labyrinth of cracks, his second head sniffs at the air repeatedly, like a dog on a scent.

The path begins to climb steeply and the background drone lessens as you ascend. Occasionally your secret route intersects with a main passageway. Symbiont sniffs deeply at the air before motioning you onward and running down the corridor to another crack in the wall, leading you back into secret ways.

Finally, you catch a breath of fresh air, quickly followed by the pungent odor of excrement. You crawl around a corner and look into a large cavern overgrown with large



## THOUGHTS OF DARKNESS

mushrooms and other fungi. A group of human slaves has shovelled a load of them into large sacks before piling them onto a cart, and some of them are wheeling the cart out of the cavern.

This farm provides the main source of food for the slaves. The cavern is roughly 100 feet across and wide, and 50 feet high. The floor is covered with a soft humus over which fertilizer has been spread. Narrow paths lace the floor, affording access to each fungus bed.

Several push-carts and a pile of rough cloth bags are stored near the entrance to the cavern. The carts are simple eight foot by five foot platforms with a wheel-and-axle mount on the lower side. At least one person must hold each end in order to balance and drive the cart.

The fresh air comes from the roof of the cavern. If any characters can reach the roof, they can snake their way through the rocks and eventually find their way outside. They will find themselves about halfway up Mount Makab. The horizon will be pink; it is not nighttime yet.

After the slaves have pushed the cartload of fungi out of the cave, Symbiont will lead the party out of hiding. The man-beetle stays behind.

Symbiont picks up a sack from the pile near the entrance and holds it out to the party, saying:

"We can go no higher through secret ways. Now you sneak or fight to the fiends' laboratories. If you cover your bodies in these, we sneak. If not, you fight."

Symbiont proceeds to tear holes for his head and arms in one of the large burlap bags and puts it on, gently covering his second head.

There are enough burlap sacks to cover the entire party. If there are any non-human PCs or NPCs in the group, Symbiont will point out that the mind flayers will probably recognize him as being an intruder since almost all the slaves are either humans or broken ones. If those characters cannot become invisible, they can ride on one of the carts and cover themselves with sacks.

There is a 10% chance that 1d10 human slaves will enter the cavern while the party is there. They do not take any actions against the PCs, but go about their business of loading fungi into sack and then cart their harvest out of the cavern. If restrained and questioned, they will stare blankly at the party, unable to respond because of the grip that the mind flayers have upon their minds. Refer to Encounter 8B for details about slave behavior.

If the PCs take the time to free a slave's mind, he will remember that he was ordered to gather food and that the exit from this cavern leads to a series of slave pens, guarded by mind flayers. He doesn't know how many mind flayers there are or exactly where they are.

If the PCs attack the slaves, they will not retaliate or run, but calmly submit to whatever acts of violence are committed upon them; mind flayer conditioning makes them willing participants in their own torture. Penalize the PCs 1,000 experience points for every slave they kill and make a Dark Powers check for every PC involved.

Remind the party of the background drone.

### Encounter 12: Slave Pens

The slave pens are three large caverns approximately 100 feet wide, 200 feet long, and 80 feet high. They are marked A, B, and C on the interior cover reprint of the poster map. The caverns are connected with wide, mined out corridors fully 20 feet wide and 10 feet high. There are large crystals, each about one foot square, set in the walls at 10 foot intervals. The crystals glow a dim red from a constant, low level of *molecular agitation* which the Lord Elder-brain maintains to light and heat the complex.

### Cavern A: Holding Pens

Cavern A is a general living quarters and holding pen where slaves who are destined for menial labor or the mind flayers' dinner table are kept.



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A rancid stench of sweat and garbage rises like a wall as you approach the cavern ahead. It is a very large natural cavern, obviously expanded to provide more floor space for the occupants.

Through the tunnel archway, ceiling crystals shed light and heat upon a room that reminds you of a butcher's holding pen. There must be a hundred human slaves here, meandering about in a room devoid of bedding, furniture, comforts of any sort. Disgusting refuse covers the floor from wall to wall. These poor slaves live like animals—it's not surprising that they become remnants when they die, living under such horrible conditions.

There's a wide ledge that runs along the length of the cavern, about 20 feet above the floor level, and an exit from it about the midway point. A pair of mind flayers walk back and forth along the ledge, overseeing the herd.

Some of the refuse on the floor is ankle-deep sludge, which the PCs cannot avoid as they pass through the room. A few slaves wander aimlessly about the room with empty expressions, but many of them are quietly eating the foodstuffs that have recently been carted in from the spore farm. They have the blank expressions of cattle chewing their cud.

The mind flayers are fairly relaxed about their duties and will not accost a disguised party as it sneaks through the cavern. If the party is completely invisible, give the mind flayers a 10% chance to detect movement in the refuse on the floor. Should the party either attack the mind flayers or otherwise give themselves away, the mind flayers will order the slaves to attack the party and then attempt to escape through the opening in the wall. Cornered mind flayers will *mind blast* their adversaries until physically engaged, then attack with their tentacles at close range.

**Mind Flayers (2):** AL LE; AC 5; MV 12; HD 8 + 4; hp 65; THAC0 11; #AT 4; Dmg special;

SA mind blast; SD nil; MR 90%; SZ M; ML 15; XP 9,000.

**Slaves (1d20 + 80):** AL N; AC 10; MV 12; HD 2; hp 12 each; THAC0 19; #AT 1; Dmg 1d8; SA nil; SD nil; MR nil; SZ M; ML special; XP 65 each.

If one of the mind flayers escapes, it will return with a troop of elite slaves from Cavern B in 1d6 rounds. The troop consists of four drow mages, 10 drow fighters, and 10 duergar.

**Drow Fighters (10):** AL LE; AC -3 (-6 with bucklers); MV 12; HD 15; hp 93 each; THAC0 5; #AT 1 or 2; Dmg 1d8 + 7 (sword) or 1d3/1d3 (drow crossbow darts); SA see below; SD see below; MR 80%; SZ M; ML special; XP 10,000 each.

**Drow Mages (4):** AL LE; AC -5; MV 12; HD 16; hp 45 each; THAC0 15; #AT 1 or 2; Dmg by spell or 1d3/1d3 (drow crossbow darts); SA see below; SD see below; MR 85%; SZ M; ML special; XP 14,000 each.

**Mages' Spells:** *Burning hands, magic missile (×2), shield, shocking grasp, blur, detect invisibility, misdirection, stinking cloud, web, blink, dispel magic, fireball (×2), lightning bolt, charm monster, Evard's black tentacles, fear, polymorph other, wall of ice, advanced illusion, animate dead, cone of cold, hold monster, shadow door, disintegrate, globe of invulnerability, true seeing, monster summoning V, teleport without error, incendiary cloud.*

All drow may use the following spells once per day: *dancing lights, faerie fire, darkness, levitate, know alignment, and detect magic.* Drow darts are coated with a poison that requires a saving throw with a -4 penalty. Those who fail will fall unconscious for 2d4 hours and are subject to nightmares and accompanying checks. Drow mages wear *bracers of defence* AC 2; all other drow clothing and armor is magically protective, but it radiates no magic and will decay to powerlessness in 1d4 days above ground.



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**Duergar (10):** AL LE; AC -2; MV 6; HD 12; hp 78 each; THAC0 8; #AT 1; Dmg 1d8+3; SA see below; SD save with +4 bonus; MR nil; SZ S; ML special; XP 5,000 each.

All duergar are wearing *plate mail* +2 and are carrying a *shield* +2. They possess the innate abilities of *enlargement* and *invisibility* (equal to a 12th-level wizard).

If and when battle erupts, Symbiont will clutch his head, as if he has been hit by a psychic blast, and fall to the floor. This is only an act, developed as a defense mechanism to fool the mind flayers. He flees the area as soon as the opportunity presents itself, returning when the battle is finished. If Symbiont is somehow killed, the man-beetle will appear and act as the new guide, waving the party on with his antennae.

### Cavern B: Elite Slaves

This cavern houses a small military attachment of the complex. The mind flayers of Ravenloft have little to worry about from invading armies, so their defensive forces are not large. Bonespur has recently enlarged this group through a series of raids on Arak, which accounts for the preponderance of drow.

This cavern is much cleaner than the last, but it's a slave pen, too, one for an elite class of slaves. There are straw beds for the occupants and the area is fairly well kept. There is a ledge along the wall in this room, similar to the last cavern, but there are no illithid guards.

If the drow and duergar troops have not been summoned to battle in Cavern A, continue with the following boxed text.

There are drow and duergar resting here. The sight of the two traditional enemies resting together makes it obvious that their wills are not their own. Not all of the beds have occupants. Perhaps there are others

who are on patrol somewhere else, and perhaps the beds belong to those monsters you took care of outside.

If the party is disguised as Symbiont suggested, the monsters will ignore the party as it passes through the cavern. If the party is invisible, give the monsters a 75% chance to notice tracks of sludge from the party's feet and allow the monsters saving throws to detect invisible creatures.

These elite slaves have more individual initiative than the common slaves. They need no command to face intruders, so they attack the party as soon as it is detected.

If any of the PCs have fallen prey to insanity and abandoned the party to become slaves of the mind flayers, they will be among these elite slaves, at the far end of the cavern. These PCs may even lead the monsters against the party, using any knowledge of the party's vulnerabilities against it. The PCs will be forced to either reduce the enslaved character to 0 hit points or overbear and capture him. A *dispel magic* spell has no effect on him. Only casting *mind blank* or *wish* or using *psychic surgery* will free the character's mind from the illithids' domination.

### Cavern C: Special Slaves

This cavern is lined with locked cages, 10 on each side. At the far end of the chamber is a huge, solid crystal shaft, stretching up and disappearing into the ceiling. At the floor level, the shaft is open, allowing enough room for about eight people to crowd inside.

Almost every cage contains a single occupant. About half of them contain women in various stages of pregnancy—new slaves in the making. Another five contain various broken ones. These are creatures who have developed psionic immunities and would become members of the Shattered Brethren if they could escape. The DM should feel free to create



## THOUGHTS OF DARKNESS

any number of hideous-looking broken ones, based upon the information presented in the *Monstrous Compendium*, RAVENLOFT® Appendix, and Appendix B at the end of this module. Symbiont insists on freeing all broken ones from their cages. He instructs them to run to the fungus farm, where the Shattered Brethren can take them to asylum.

At the far end of the cavern, next to the crystalline shaft, are cages holding any PCs who may have been captured or killed earlier in the adventure, but not lost to insanity. They will be manacled to the far end of their cells, and they will be unconscious when found. Stripped of all their equipment, they have 0 hit points.

The empty crystalline shaft is a psionic elevator, powered by the Lord Elder-brain. It doesn't require specific cooperation from the Lord to operate the elevator. The Lord enables the shaft almost automatically, like a side-effect of breathing. (In fact, the Lord is perfectly aware of the party's presence and is quite willing to help it along.)

When a creature steps into the shaft and looks up, a dim swirl of psionically projected force forms underneath the creature and lifts it gently upward. When the creature reaches the desired level and its upward gaze levels out, the psionic force hovers, allowing the creature to step out of the shaft.

To board the elevator from upper levels, the creature must stand at the rim of the shaft and hold its hand out. A handhold immediately forms in the air, which the creature can grip and then use to step into the shaft, onto a waiting force field. The elevator goes in the direction that the creature looks; looking up and then down makes the elevator bob back and forth.

The elevator hums when it is being used, making a sound very much like the background drone that pervades the entire realm. The more creatures that use it at the same time, the louder it hums.

### Encounter 13: The Laboratories

**T**he level directly above the slave pens contains the mind flayer laboratories. There are four connected caverns that make up the facilities, numbered 1-4. Labs 3 and 4 contain various experiments and equipment, but nothing of direct interest to the adventure. A detail-oriented DM may wish to place his own horrifying experiments in these rooms. A corridor connecting to lab 4 spirals upward and leads to the mind flayer living quarters.

The labs have been mined out to create plenty of floor space. Each lab measures approximately 50 feet by 50 feet by 30 feet. The entire ceiling of each lab remains untouched by mining instruments, and the laboratories are veined with crystal that glows dimly, providing light and heat.

#### Lab 1

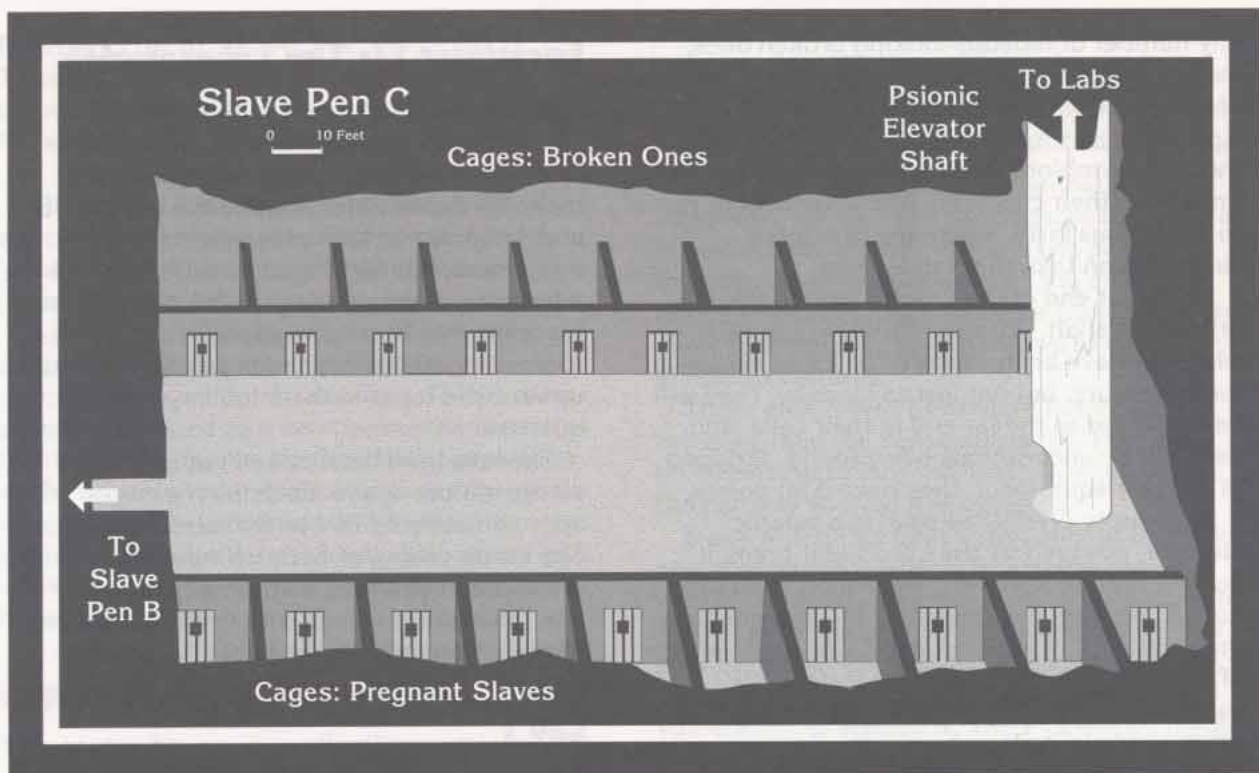
This is where human slaves are made into broken ones.

As you approach the opening one level above the slave pens, sounds of pain and anguish drift down the shaft to your ears. As you reach the rim of the opening, a terrible sight greets you:

There are perhaps a half dozen humans here, strapped to tables, manacled to the walls, and locked in tiny cages. A few of them still look relatively normal, but most of them are partly or completely changed into animalistic broken ones. One of them in a nearby cage seems to be a giant slug with a human head and antennae that resemble arms and hands from the elbow down—they reach out to you through the bars. Another person, a woman strapped down on a table, strains to lift her head and sit up, but her entire skeleton seems to have melted inside her. Her slitted-iris eyes bulge and her mouth hangs open in a silent scream—her tongue snaps in and out at least two feet, and it's



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forked. A whitish substance dribbling from her mouth drains through ridges in the surface of the table and oozes into a catch basin below her.

Over by the wall, a mind flayer with his back to you caresses the face of a manacled, mindless slave with its tentacles and then produces a large syringe. The monster drives the six-inch needle into the throat of the slave, drawing out a pinkish-clear fluid. The slaves' eyes go wide with pain, but he makes no sound.

A shrill scream pierces the air, coming from beyond a door at the far end of the room. You recognize the voice immediately. It is Annitella's!

Have the party make horror checks, then ask the players to roll initiative dice. The mind flayer scientist remains oblivious to the intruders for three segments—any PC can successfully complete an action in that time. At the fourth segment, the mind flayer turns, spots

the party, and then runs for the door at the opposite end of the lab. The monster also telepathically broadcasts the presence of intruders to the occupants of the next room.

## Lab 2

If the PCs hesitate before opening the door to the next lab, repeat Annitella's scream. This lab appears to be a surgical suite, but it is actually used to implant mind flayer eggs in the brains of human subjects. Annitella has been fighting the mind flayers off with her own mouth tentacles, so they have begun to cut them off.

On the right-hand wall as the PCs enter the room, they see another crystal elevator shaft that leads to the incubation chamber.

Looking through the doorway, you see five mind flayers standing in another lab that appears to be designed for surgical procedures. There is one table in the center of the room, surrounded by hinged light stands mounted



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with glowing crystals. The walls are hung with many instruments like saws, sharp prods, and needles.

Annitella is strapped to the table. Several of her tentacles have been cut off and have fallen to the floor, still wriggling. She looks toward you and screams, "Help me!" As if in echo, thunder rumbles outside the mountain, vibrating the walls.

Bonespur and two drow fighters are waiting next to the door. If the PCs charge through to Annitella's rescue, Bonespur will attempt to backstab the last member to charge through while the drow attack the other PCs who have charged in. The mind flayers then move into the fray, employing mind blasts in the first round, *charm person* spells in the second (if possible), and engage the PCs in melee thereafter.

**Mind Flayers (5):** AL LE; AC 5; MV 12; HD 8+4; hp 65; THAC0 11; #AT 4; Dmg special; SA mind blast; SD nil; MR 90%; SZ M; ML 15; XP 9,000.

**Bonespur:** AL CE; AC 3; MV 12; Lvl 17; hp 62; THAC0 11; #AT 1; Dmg special +6; SA nil; SD nil; MR nil; SZ M; ML 9; XP 9,000.

**Drow Fighters (2):** AL LE; AC -3 (-6 with bucklers); MV 12; HD 15; hp 93 each; THAC0 5; #AT 1 or 2; Dmg 1d8+7 (sword) or 1d3/1d3 (drow crossbow darts); SA see below; SD see below; MR 80%; SZ M; ML special; XP 10,000 each.

Bonespur fights to the death now, commanding his knife to grow into a two-handed sword. Of course, if he is mortally wounded, his medallion whisks him away to safety (see Encounter 1). Make morale checks for the mind flayers every round after the first one receives damage. When any one of them fails a morale check, their panic spreads quickly and they all attempt to flee.

All drow may use the following spells once

per day: *dancing lights*, *faerie fire*, *darkness*, *levitate*, *know alignment*, and *detect magic*.

Drow darts are coated with a poison that requires a saving throw with a -4 penalty. Those who fail fall unconscious for 2d4 hours and are subject to nightmares and accompanying horror and madness checks.

While the party is fighting, insert an occasional peal of thunder from outside the mountain. Annitella calls out from the table, "Quickly, the night is coming!"

When the battle is played out, read the following boxed text.

With the battle won, Annitella cries out frantically to you, "Hurry, hurry! They are hatching a vampire from poor Drassak's body! We must stop them!"

As you cut her restraining straps, she begins to sob. "We must kill him for his own peace—remember the remnants."

Once free, she leaps to her feet, oblivious to her previous pain. "Quickly, up the shaft to the incubation chamber!"

On the elevator, Annitella explains that she has not seen Drassak, but she knows of the incubation chamber where new mind flayers are hatched. She also explains that the mind flayers were attempting to implant an egg in her when the party arrived, just in time.

Remind the party of the background drone.

### Encounter 14: Lyssa

When the PCs reach the top of the elevator shaft, they discover a natural cavern, dimly lit by crystals in the walls. Its dimensions are 50 feet by 60 feet by 20 feet.

There are several dozen tables with full restraining straps on them in this cavern, and a human on every table. Their eyes are wide open but sightless, and their strapped-down hands are frozen in a clutching position. The bodies remain still, as if they are all dead shells, but some of the heads shake slightly underneath the forehead straps, as if some-



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thing inside is struggling to find its way out.

There is a tunnel across the cave, leading into darkness beyond. Standing in the entrance is a young woman, whom you recognize as the vampire from the battle where Annitella and the *Rod* were taken!

"Good evening, brave heroes," she says with a sneer. "I am Lyssa Von Zarovich—I'm afraid that I didn't have time to introduce myself the last time we met."

She crosses to a table near her and lifts the limp head of a human strapped to it. The jaw is broken and the lips are ripped, as if something has forced its way out violently, and there are swollen puncture wounds on the neck. Annitella cries out in anguish at the sight. "If you've come for Lord Drassak," says Lyssa, "you're a bit late." She caresses his puncture wounds and says, "You see, we've put his powerful body to good use, and hatched a rather *special* young mind flayer."

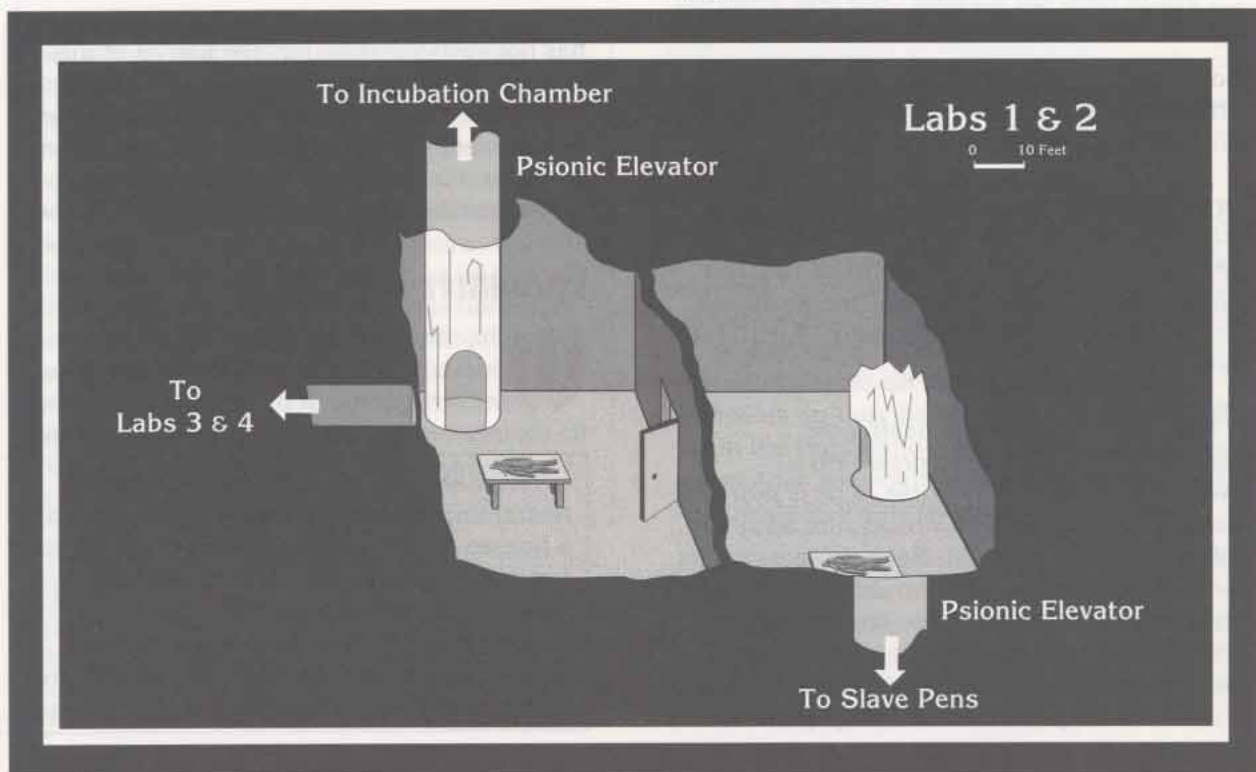
"The High Master Illithid has hoped to make excellent slaves of you, despite my

objections, but he is upstairs now, and rather indisposed. It's about time your meddling came to an end." With that, Bonespur and 10 drow fighters rush out of the tunnel and charge at you.

**Bonespur:** AL CE; AC 3; MV 12; Lvl 17; hp 62; THAC0 11; #AT 1; Dmg special +6; SA nil; SD nil; MR nil; SZ M; ML 9; XP 9,000.

Bonespur is completely recovered from the last battle, thanks to his medallion, and he fights to the death again, unless his medallion's three charges have been exhausted. In that case he calls his nightmare and attempts to escape when reduced to 25% or less of his full hit point total. The nightmare defends Bonespur to the best of its abilities until he can mount it.

**Nightmare (1):** AL LE; AC -4; MV 15, FI 36; HD 6 +6; hp 46; THAC0 15; #AT 3; Dmg 1d6 + 4/1d6 + 4/2d4; SA burning hooves; SD paralyzing cloud; MR nil; SZ L; ML 14; XP 3,000.





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**Drow Fighters (10):** AL LE; AC -3 (-6 with bucklers); MV 12; HD 15; hp 93 each; THAC0 5; #AT 1 or 2; Dmg 1d8+7 (sword) or 1d3/1d3 (drow crossbow darts); SA see previous encounter; SD see previous encounter; MR 80%; SZ M; ML special; XP 10,000 each.

**Lyssa Von Zarovich:** AL CE; AC -3; MV 18, FI 18; HD 11+1; hp 85; THAC0 10; #AT 1; Dmg 1d4+6; SA special; SD regeneration; MR 15%; SZ M; ML 18; XP 13,000.

Lyssa's vampiric charm gaze imposes a -3 penalty against saving throws. A +2 or better weapon is needed to hit her, she regenerates 4 hit points per round, and she is immune to garlic and mirrors. Lyssa also enjoys a particularly deadly salient ability: her deadly touch drains *five* energy levels from her victims. She can be turned as a lich.

When the battle is over and the party regroups, Annitella goes to Drassak's body and weeps over it.

Annitella puts her head on the chest of her companion, takes his limp hand in her tentacled fingers, and weeps bitterly. For a moment, there in the dim light, you no longer see her as a deformed broken one, but as a woman in love, suffering a broken heart.

Overhead, the thunder begins in earnest as the night has fallen outside the complex. Annitella lifts her head. "The fiend has stolen my beloved Drassak," she hisses, "and now he means to become an immortal vampire by it, using that damned *Apparatus* machine!"

She stands and faces you. "If there is any strength left in your hearts, let us destroy his hopes as he has destroyed mine!"

Before continuing, Annitella asks the PCs to remove Drassak's head and bless the body, to prevent him from rising as a vampire. She also suggests that it would be an act of mercy to destroy all the creatures in this room, but

there's little time to be lost. Something like a *fireball* or an *ice storm* would do nicely.

Remind the party of the lightning and the background drone.

### Encounter 15: The Apparatus

**T**he spiral passageway up to the *Apparatus* chamber is completely dark, due to the use of the psychokinetic devotion, *control light*, placed on crystals along the walls at 20-foot intervals. Smashing these crystals negates the power; the darkness cannot be dispelled magically. Otherwise, the employment of no less than three separate magical light sources, or five nonmagical light sources, is sufficient to dimly illuminate the area.

The lower half of the passageway is dotted with spiked pit traps every 50 feet. The traps span the width of the corridor. The first one is 10 feet across, but each one following is five feet wider than the one before it. Anyone who falls into one of these will suffer 1d8 points of falling damage, and they will land upon 1d8 spikes for 1d6 points of further damage, each. There are five such traps along the way.

When the PCs are about halfway up the passageway, the background drone that has been with the party since it arrived in Bluetspur abruptly stops. The psionically-created darkness also abates. The High Master Illithid has used mindlayer technology to rig a psionic *static field* above this point, hoping to shield the presence of the *Apparatus* and his private quarters from the Lord Elder-brain.

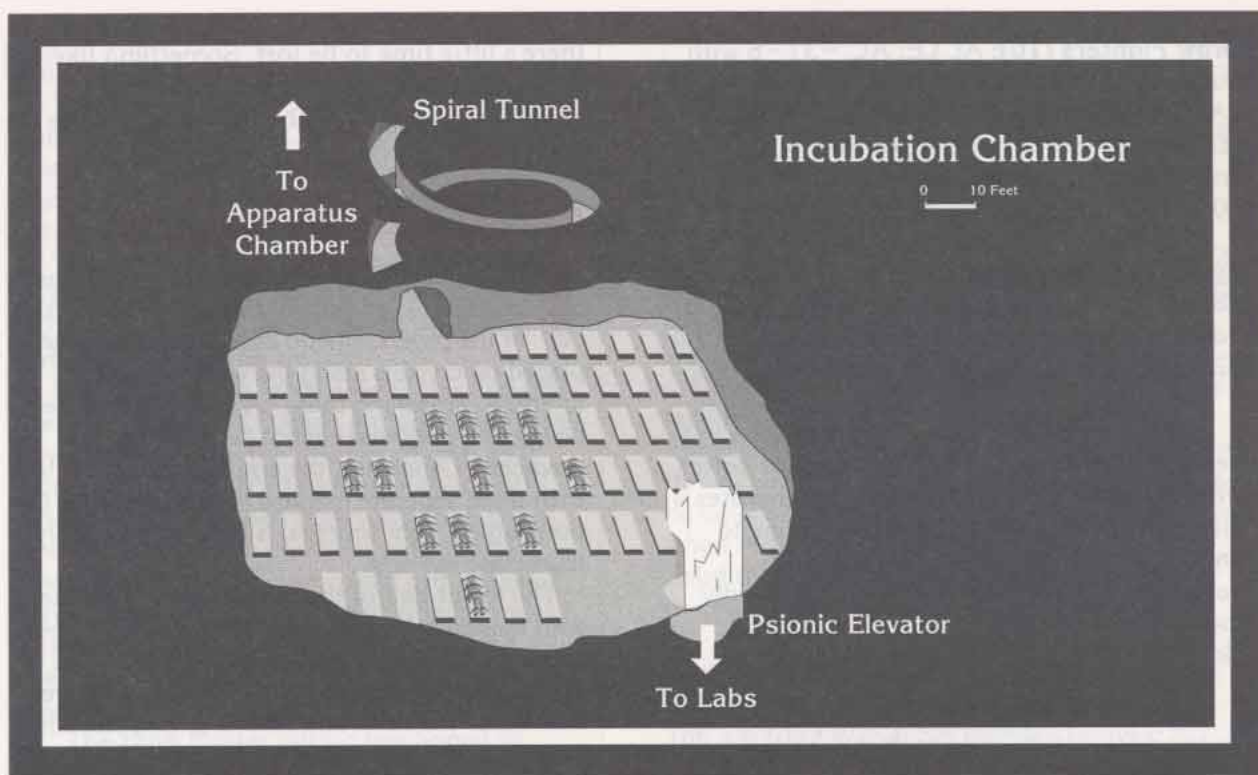
Remind the party that the thunder is continually vibrating the walls as they ascend. When they reach the top, read the following boxed text.

A large cavern opens before you, lit by brightly glowing crystals. In the middle of it rests a gigantic machine, the likes of which you've never seen.

An enormous tripod of crystal supports a horizontal metallic ring, which in turn supports a great glass bubble. A thick cord



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of crystalline filaments runs out of each side of the globe, and each cable runs down to two man-sized glass spheres below the main one. A third cable of clear filaments runs to the roof of the cavern and into a metal plate, bolted to the ceiling. A string of smaller glass orbs encircles the whole contraption at its base, connected with what could be miles of thin glass strands. Streaks of light stream through the filaments, making the whole thing seem alive with electricity—the *Apparatus!*

Inside the man-sized pod on the left is the High Master Illithid. Inside the right-side pod is a grotesque monster resembling a slimy leather sack with four whiplike tails. Between them, connecting the two pods, the *Rod* beams like the sun.

As you rush into the cavern, a bolt of lightning strikes overhead with a crack that forces you to cover your ears. The entire *Apparatus* flashes blindingly bright,

engulfing its inhabitants in electrical fire. "Now!" screams Annitella over the thunder. "Destroy the machine!"

In its highly charged state, the *Apparatus* will explode if it sustains any damage whatsoever, scattering glass shards like darts. Anyone within sight of the machine sustains 8d4 points of splinter damage, and anyone within 50 feet sustains an additional 4d8 points of explosive damage.

When the smoke clears, the *Apparatus* is in ruins. The High Master's body is visible among the rubble, but the illithid-tadpole is gone. Annitella sifts through the glass, snarling "Where are you? Where are you, damn you!", slicing her hands as she does so, and then falls to her knees and begins weeping again.

"Failed! We've failed," cries Annitella, and she falls prostrate onto the bed of shattered glass, heedless of the sharp points and



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edges. "I've failed!" she insists in despair. "I couldn't save him, I couldn't help him, I couldn't—" and her voice breaks. "I couldn't even tell him how I felt about him," she admits.

"There was no need to," responds a voice inside your head.

Annitella looks up. "Drassak?" she asks. "Drassak! Where are you?"

"Here," answers the voice, again in your heads, and the High Master Illithid wearily sits up.

Being affiliated with the Brotherhood of Contemplative Power, Drassak knows something of the nature of psionics. That knowledge, coupled with his pure spirit and will to live, enabled him to dominate the illithid tadpole as it consumed his brain. Lord Drassak was able to instill his life essence into the tadpole, psionically *banishing* its lunatic spirit, and then transfer his mind into the body of the High Master Illithid.

Annitella is overjoyed to learn that Drassak is still alive, and she rushes to him and helps him to his feet. They embrace and then Drassak addresses the group telepathically.

"Worthy friends, I know not from whence you came. No doubt my clever Annitella managed to find you and enlist you to our cause. Thank you for everything you've done.

Drassak pauses and closes his new illithid eyes for a moment, concentrating. Before your eyes, his wounds close and the burn marks on his skin fade back to a natural deep purple. "As I thought and hoped," he continues, "the psionic powers of mind flayers are as much physiological processes as mental ones—they are born to use these powers, and I now possess many of the powers of the foul creature who last occupied this body. This could prove to be their undoing."

Drassak looks down at the crystalline pile

of debris that was once the *Apparatus*. "The destruction of this machine is well done, but where is the *Rod*?" He stretches out his tentacled claw toward the broken glass and, within the mound, a light rises and burns intensely. The paladin carefully works his way to the source and, digging under the glass, pulls out the brightly glowing *Rod*.

"Excellent," claims his voice in your minds. "Now we have the means to defeat the Lord of this Realm!"

Drassak explains that the *Rod* was imbued with psionic power by the Brotherhood of Contemplative Power, and that even the most powerful of psionic beings, such as a mind flayer elder-brain, will have trouble penetrating its field. While holding the *Rod*, a person becomes psionically invisible and virtually immune to psionic attack. Furthermore, because he now occupies the body of a metapsionist, Drassak has a number of the High Master's powers at his disposal.

He has already accessed *mind link*, enabling him to communicate with the party. He can perform *cell adjustment* on any party member who is in need of healing. Drassak can maintain this power for 2d10+5 rounds, removing 4 hp damage per round. He can also perform *psychic surgery*, curing party members of any insanity that they may be suffering from due to nightmares. Most importantly, he can invoke the psychoportive devotion, *dimensional walk*, to take the entire party into the lair of the Lord Elder-brain, deep under the mountain.

Drassak can relate any information to the PCs from the "Story Background" section of the Introduction. He also promises to lead the party out of Bluetspur when the mission is completed. If the party refuses to accept Drassak's plan to attack the Lord and the High Master, he reluctantly gives up the quest and agrees to lead the party back to Barovia.

In either case, first he wants to recover the *Apparatus* manual, which he correctly guesses is in the High Master's quarters, down a corridor branching off of the *Apparatus* chamber.



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Remind the party of the continuing lightning storm outside.

### Encounter 16: The High Master's Quarters

**T**he High Master's room has two entrances: one of them provides access to the *Apparatus* chamber and the other leads back down to the general illithid living quarters. Both entrances are protected by a *pit of cold death* trap that the High Master merely levitates over when going to and from his private quarters.

The *pit of cold death* trap is a magical device, a combination of *contingency* spells. The pit itself is a 15-foot-deep hole with a subtly beveled rim, flooded with 10 feet of water. Whenever anyone steps onto the beveled surface next to the pit, a contingent *ice storm* spell is tripped, inflicting 3d10 points of damage to anyone with 40 feet. Also, the floor becomes icy and slippery, causing anyone on the beveled rim to fall into the pool of water. As soon as the creature(s) falls into the water, a contingent *cone of cold* spell is tripped, inflicting an additional 12d4 + 12 points of damage and freezing the pool solid. Characters will suffocate and die in a number of rounds equal to 1/3 of their constitution score.

Once the party has negotiated their way past the trap, read the following:

This room is mined smooth and furnished with wall tapestries that depict human slaves bowing before mind flayers. There is a large, crystal throne on a dais in the corner, padded with soft cushions. On the other side of the room, a thick mattress made of a suspicious-looking hide lies against the wall, beneath a tapestry that depicts a mind flayer calling lightning down from the skies.

The *Apparatus* manual is hidden in a recess behind the tapestry by the High Master's bed. When the party recovers it, Drassak asks to be allowed to keep it safe on his person. He

explains that the Brotherhood will wish to study the diary, that it may provide them with a weapon to use against the Lord of Barovia, Strahd Von Zarovich.

A pouch of diamonds and other gems is also tucked away in the cubby hole, worth 10,000 gp. The tapestries are very heavy, but they are worth 5,000 gp each. There are eight of them.

Finally, if any of the PCs have been taken captive during the adventure, their equipment will also be here. This is an opportunity for the DM to "bleed off" any excess magical items that the character has been carrying, particularly those that have caused the DM fits while trying to run a balanced campaign. Those items the DM wishes to deprive the PCs of simply aren't found.

### Encounter 17: The Lair of the Elder-brain

**W**hen the party has finished searching the room, read the following boxed text.

Lord Drassak calls you to him. "My fellows, our quest is almost achieved! We have taken back those things which have caused so much evil, and now we go to undo what has already been done. The High Master Illithid, in his lust for power, is attacking his Lord even now, foolishly attempting to drain power and life from him.

"The time of glory is at hand. Gather around me, and place one hand upon the Sacred Barrier. I will call upon my new-found powers to take us to the lair of the foul Lord of Bluetspur.

"You wizards, prepare to cast your deadliest spells. You warriors, prepare your bows and arrows, for the Lord lives in a pool of briny water and hand-to-hand combat may not be possible."

Allow the PCs to make any last minute preparations. The transition from the High Master's quarters to the lair of the Elder-brain is



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nearly instantaneous, so the duration of any spell cast before the *dimensional walk* is not shortened by the journey. It is impossible to cast any spell during the transition, however.

Drassak sits upon the crystal throne and holds out the *Rod* before him, allowing each of you to place a hand on it. He tilts his head back and begins to hum low in his throat. The hum grows louder and its pitch raises until it sounds exactly like the background hum that has followed you throughout Bluetspur.

The High Master's room goes misty around you and fades to gray. Meanwhile, Drassak's humming continues to grow louder and louder, until it reaches a deafening volume. It soon occurs to you that Drassak is no longer making the noise.

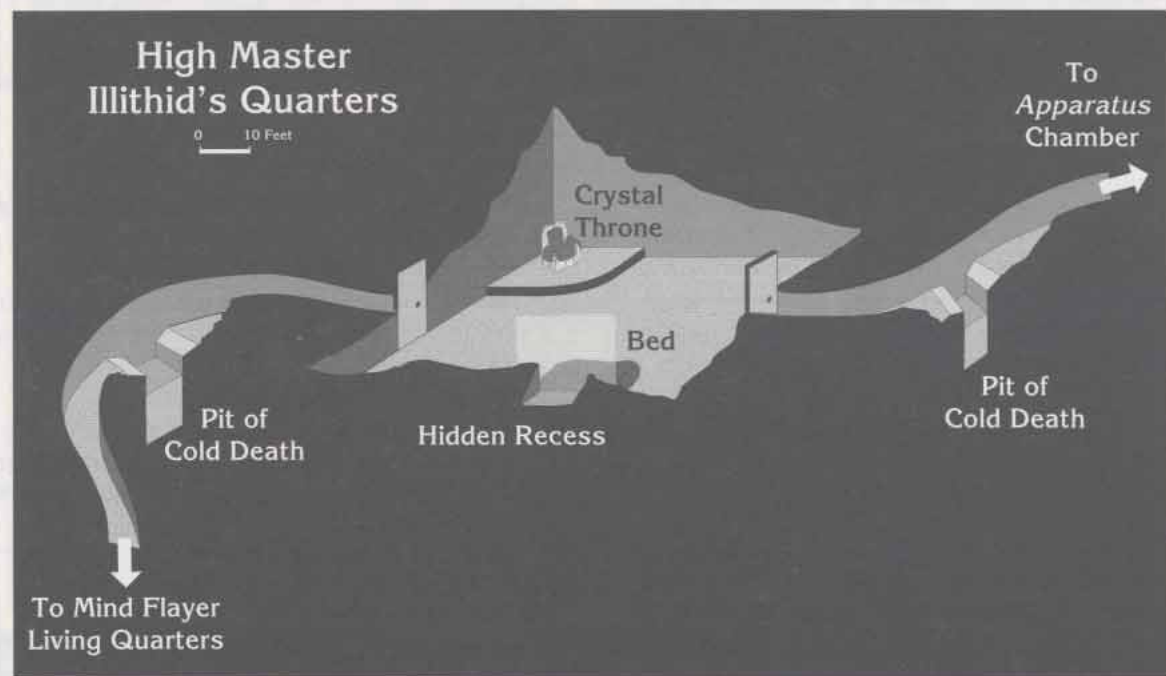
It doesn't feel like you've moved, but the mist suddenly clears and you find yourselves in an enormous cavern. You are standing on a wide shelf of rock, perhaps 100 feet wide and 200 feet long. Three sides of the shelf end at the cavern walls which rise to the ceiling, some 100 feet above. The fourth side

of the shelf drops off abruptly, falling some 30 feet to a steaming pool that literally glows with power. The pool itself is gigantic and stretches out of sight, around rocky corners.

Floating just below the surface of the pool is one of the most loathsome creatures you've ever seen. A huge mass of tangled, fibrous black tissues, covered with writhing feelers, pulsates and glows like windblown embers: it can be none other than the Lord of Bluetspur itself!

Attached to its backside, with its long teeth sunk into the soft tissue like a parasite, is the repulsive baglike monster that you saw in the *Apparatus* before the machine exploded; it must be the High Master Illithid. Some of the Lord's feelers have wrapped around the "tadpole," actually appearing to embrace the vampiric renegade.

The moment your party appears in its lair, the Lord flares brightly and the deafening drone pierces your brains like a hot blade, forcing you to clutch your heads and fall to the floor.





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"Slay yourselves," commands a voice in your heads. You cannot resist the will of the Lord. Your hands move as if they were not yours, driven by the Lord's psionic drone as if it were a physical force.

Tell the party to make a saving throw vs. spell with a -10 penalty. Those who successfully save have resisted the Lord's command, but they must use all of their will to do so, so they will not be able to take any other action. If a PC fails his save, he immediately begins to plunge his weapon into his body, inflicting his maximum number of attacks per round to himself, automatically hitting every time. Roll for damage. When the round is complete, tell the PCs to repeat the saving throw for the same results in the second round. During these first two rounds, the party will be powerless to cast any spell, invoke any psionic power, or take any other action to help themselves. They are completely at the command of the Lord Elder-brain.

At the beginning of the second round, read the following boxed text.

All is lost! The will of the Lord of Bluetspur is beyond all power to resist. Even the vampiric tadpole that clings to its upper side seems to be nothing to it. The drone of its power is relentless. How ironic, to have survived the attacks of so many monsters throughout your adventures, only to die at your own hand.

Have the PCs roll the saving throw again, and assess damage against those who fail. Then read the following boxed text.

The drone is cut short! You suck in a deep breath, resisting the temptation to throw your weapon away. You look around you, first at your companions who are shaking their heads to clear the cobwebs, and then you see why the drone stopped.

Lord Drassak is holding aloft the *Rod*, the Sacred Barrier, and you begin to appreciate

its title. The item is burning like the sun, illuminating the cavern and throwing off a psionic *static field*, preventing the Elder-brain from using its powers upon you. Drassak moves to the rim of the rocky shelf and stands between you and the briny pool.

"Quickly!" warns the voice of Lord Drassak in your brains. "I can't keep this up much longer!"

The Lord Elder-brain moves closer in its pool and the drone becomes barely audible again. The sound pulses, like a battering ram attempting to break through a wall.

Then, all around you, minions of the Lord appear, summoned to protect their ruler against this imminent threat.

"Protect me from them!" cries Drassak. "If I am struck, we are all lost!"

Ten mind flayers (five of them mages), 20 drow fighters, and eight drow mages appear. If Bonespur has not exhausted his medallion's power by this time, he will also appear on his nightmare.

**Mind Flayers (5):** AL LE; AC 5; MV 12; HD 8+4; hp 65; THAC0 11; #AT 4; Dmg special; SA mind blast; SD nil; MR 90%; SZ M; ML 15; XP 9,000.

**Mind Flayer Mages (5):** AL LE; AC 5; MV 12; HD 8+4; hp 55; THAC0 11; #AT 4; Dmg spec.; SA mind blast; SD nil; MR 90%; SZ M; ML 15; XP 10,000 each.

**Mind flayer spells:** *Magic missile* (×4), *glitterdust*, *Melf's acid arrow* (8th level), *spectral hand*, *dispel magic*, *fireball*, *lightning bolt*, *Evard's black tentacles*, *monster summoning II*.

**Drow Fighters (20):** AL LE; AC -3 (-6 with bucklers); MV 12; HD 15; hp 93 each; THAC0 5; #AT 1 or 2; Dmg 1d8+7 (sword) or 1d3/1d3 (drow crossbow bolts); SA see below; SD see below; MR 80%; SZ M; ML special; XP 10,000 each.



## THOUGHTS OF DARKNESS

**Drow Mages (8):** AL LE; AC -5; MV 12; HD 16; hp 45 each; THAC0 15; #AT 1 or 2; Dmg by spell or 1d3/1d3 (drow crossbow darts); SA see below; SD see below; MR 85%; SZ M; ML special; XP 14,000 each.

**Drow Mages' Spells:** *Burning hands, magic missile (×2), shield, shocking grasp, blur, detect invisibility, misdirection, stinking cloud, web, blink, dispel magic, fireball (×2), lightning bolt, charm monster, Evard's black tentacles, fear, polymorph other, wall of ice, advanced illusion, animate dead, cone of cold, hold monster, shadow door, disintegrate, globe of invulnerability, true seeing, monster summoning V, teleport without error, incendiary cloud.*

All drow may use the following spells once per day: *dancing lights, faerie fire, darkness, levitate, know alignment, and detect magic.* Drow darts are coated with a poison that requires a saving throw with a -4 penalty. Those who fail fall unconscious for 2d4 hours and are subject to nightmares and the accompanying madness and horror checks. Drow mages wear *bracers of defence* AC 2; all

other drow clothing and armor is magically protective, but it radiates no magic and decays to powerlessness after 1d4 days above ground.

**Bonespur:** AL CE; AC 3; MV 12; Lvl 17; hp 62; THAC0 11; #AT 1; Dmg special +6; SA nil; SD nil; MR nil; SZ M; ML 9; XP 9,000.

**Nightmare (1):** AL LE; AC -4; MV 15, FI 36; HD 6+6; hp 46; THAC0 15; #AT 3; Dmg 1d6+4/1d6+4/2d4; SA burning hooves; SD paralyzing cloud; MR nil; SZ L; ML 14; XP 3,000.

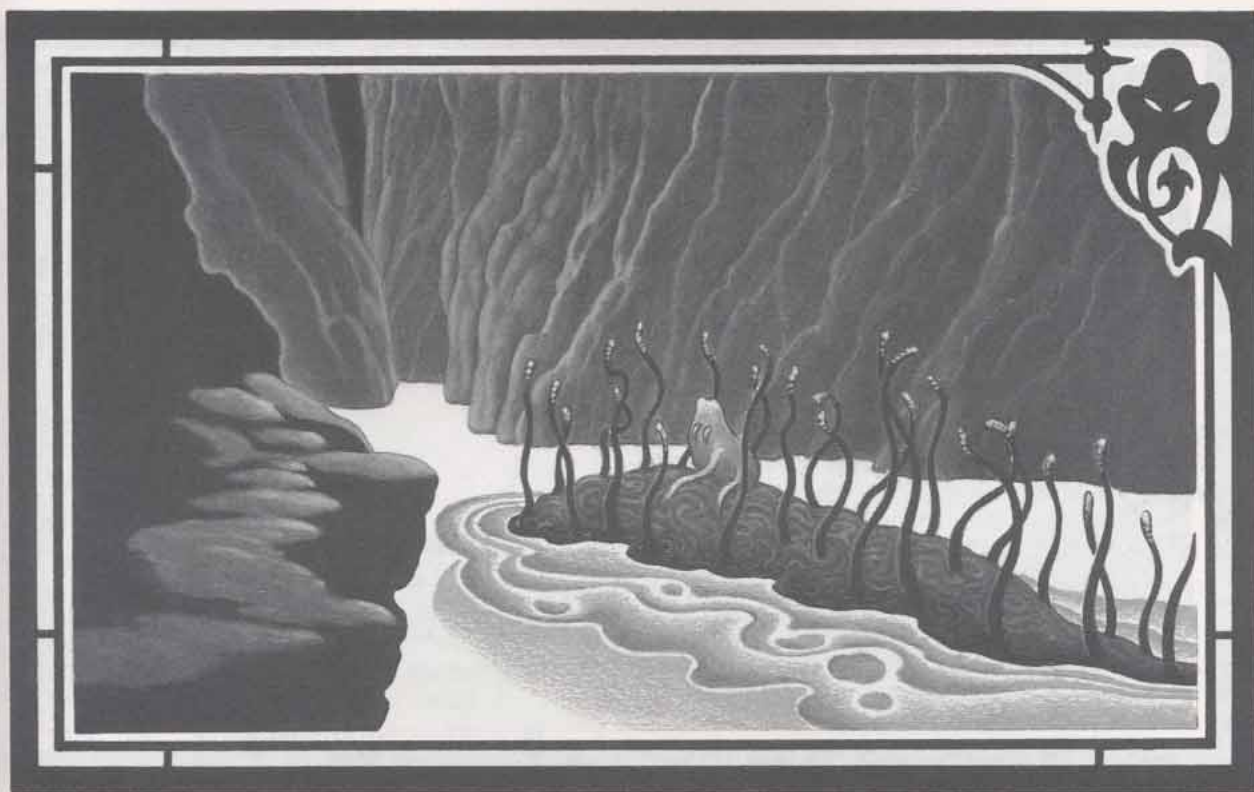
The DM should roll 1d4+3—this is the number of rounds that Lord Drassak can hold off the psionic attack of the Lord Elder-brain. During each passing round, tell the PCs that the pounding of the drone grows louder and louder.

A PC may attack the Lord and inflict damage, but only from behind Lord Drassak's protective screen. Should the PC teleport or otherwise enter the pool, he will immediately lose all protection of the *Rod* and be completely at the mercy of the Lord. Illithid tadpoles surround the PC and pull him under,





## THOUGHTS OF DARKNESS



to his death.

For additional dramatic effect, the DM can make the NPCs attempt to attack Drassak, forcing the PCs to concentrate their efforts on defending him. Unless the PCs use very poor judgment or battle tactics, Drassak should be allowed to continue wielding the *Rod*.

If Drassak is overcome by the attacking monsters, the psionic shield will immediately drop and the PCs must make saving throws to avoid attacking themselves again. Of course, the monsters continue to attack them as well, and the death of the party is almost assured. If this occurs, the DM may allow them to wake up in the cages of Slave Pen C (see Encounter 12), stripped of their equipment and with only one hit point. Any successful escape must be one of the DM's design.

Annitella fights the monsters, with the PCs, to the best of her abilities.

When the Lord Elder-brain breaks through the *Rod*'s protective barrier, read the following text at the beginning of the round.

With a final crushing blow, the Elder-brain smashes through Lord Drassak's static field. The drone slices through your brains and an irresistible voice commands you to surrender. Your arms go limp as your wills are broken.

Then, there is a horrible scream in the air that pierces even through the Elder-brain's powerful buzz. You turn toward the pool, where Lord Drassak is rising from his knees and holding the *Rod* aloft with both hands, as if it were a stake. The scream comes from him!

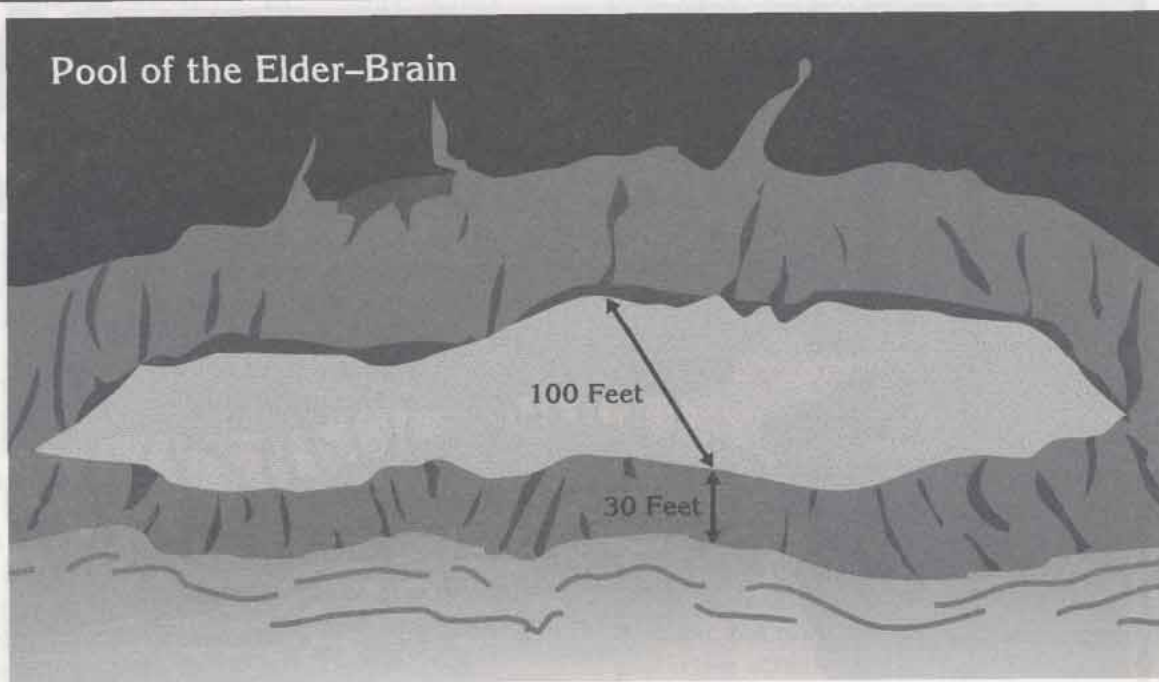
Before the minions of the Elder-brain can react, Drassak hurls himself from the rocky shelf, sails through the air, and crashes into the briny pool, landing directly on the Elder-brain. He raises the *Rod* above his head once more and drives it through the High Master's tadpole body and into the Elder-brain itself!

There is a fiery flash and an explosion that



## THOUGHTS OF DARKNESS

### Pool of the Elder-Brain



blots out the entire cavern. When it clears, you are *all* outside the mountain, including Drassak, Annitella, and all of the monsters you were fighting.

Drassak's final, desperate attack on the Elder-brain was more than it wanted to deal with. It therefore psionically *teleported* everyone out of its lair and out of the mind flayer complex (Point D on the interior cover map of Bluetspur). Drassak sprawls unconscious on the ground, a bit charred around the edges. If Annitella has not yet fallen in combat, she will cry out, run to him, and drag him under cover from the storm (see below).

It is still "nighttime" and lightning is falling out here. Fortunately, it is nearing "dawn" and the lightning is not so frequent as it might be. All characters must roll saving throws vs. wand each round to determine whether or not they are struck by a bolt (save again for half damage). Failure to save indicates that the character has sustained 8d6 points of damage.

Any character may take refuge from the storm under the rock outcroppings, but there is not enough room to fight there.

All mind flayers scatter as soon as they discover where they have been sent. Illithid mages immediately *teleport* to safety while normal mind flayers simply run for cover. Bonespur, if he is still alive, mounts his nightmare and disappears into the Border Ethereal. The drow remain and fight to the death. The lightning dies down after the fourth round of battle.

If the PCs are still fairly fresh and strong after all of this, five mind flayer vampires will appear and attack.

**Vampire Mind Flayers (3):** AL CE; AC 1; MV 12; HD 8+3; hp 60; THAC0 8; #AT see below; Dmg see below; SA energy drain, mind blast; SD +1 or better weapon to hit, regeneration; MR 90%; SZ M; ML 20; XP 11,000.



## THOUGHTS OF DARKNESS

### Encounter 18: Resolution

If Annitella has fallen when the battle is over, she will have regenerated enough to regain consciousness. She immediately crawls to Drassak and cradles him in her arms. Read the following:

Annitella cradles Lord Drassak in her arms and caresses his mind flayer face with her tentacles. Weakly, his tentacles respond, wrapping around hers. You overhear his thoughts to her. "There was never any need," he tells her. "I have always known," and there he dies.

Annitella bows her head over her dead lover and falls silent for a few moments. Eventually, Annitella lifts her head again and addresses you: "Thank you, from both of us, for your heroic efforts. You have been braver and kinder than we could have hoped. There is only one more favor which we would ask of you. Take the *Apparatus* manual and go north. Find your way through the Mist through any means you can find; perhaps the Vistani may come to your aid, perhaps there are other ways.

"If you come, by fortune or skill, to Barovia, seek out the Brotherhood of Contemplative Power. Give them the manual, tell them what the *Rod* really is, and tell them what happened here. They will treat you and reward you as they can.

"I must stay here, with my Lord Drassak, at least for a while."

Annitella will refuse to accompany the party. Offers to *polymorph* her back to human form will not interest her, nor will she accept any offer to raise Lord Drassak from the dead.

"I have lost him twice, now," she says. "I cannot stand to lose him again. Lord Drassak came to Barovia from another world. Perhaps this way he will find his way back. Let his heroic act of defiance against the Lord of this vile domain be his last. Perhaps I may yet join him."

### Concluding the Adventure

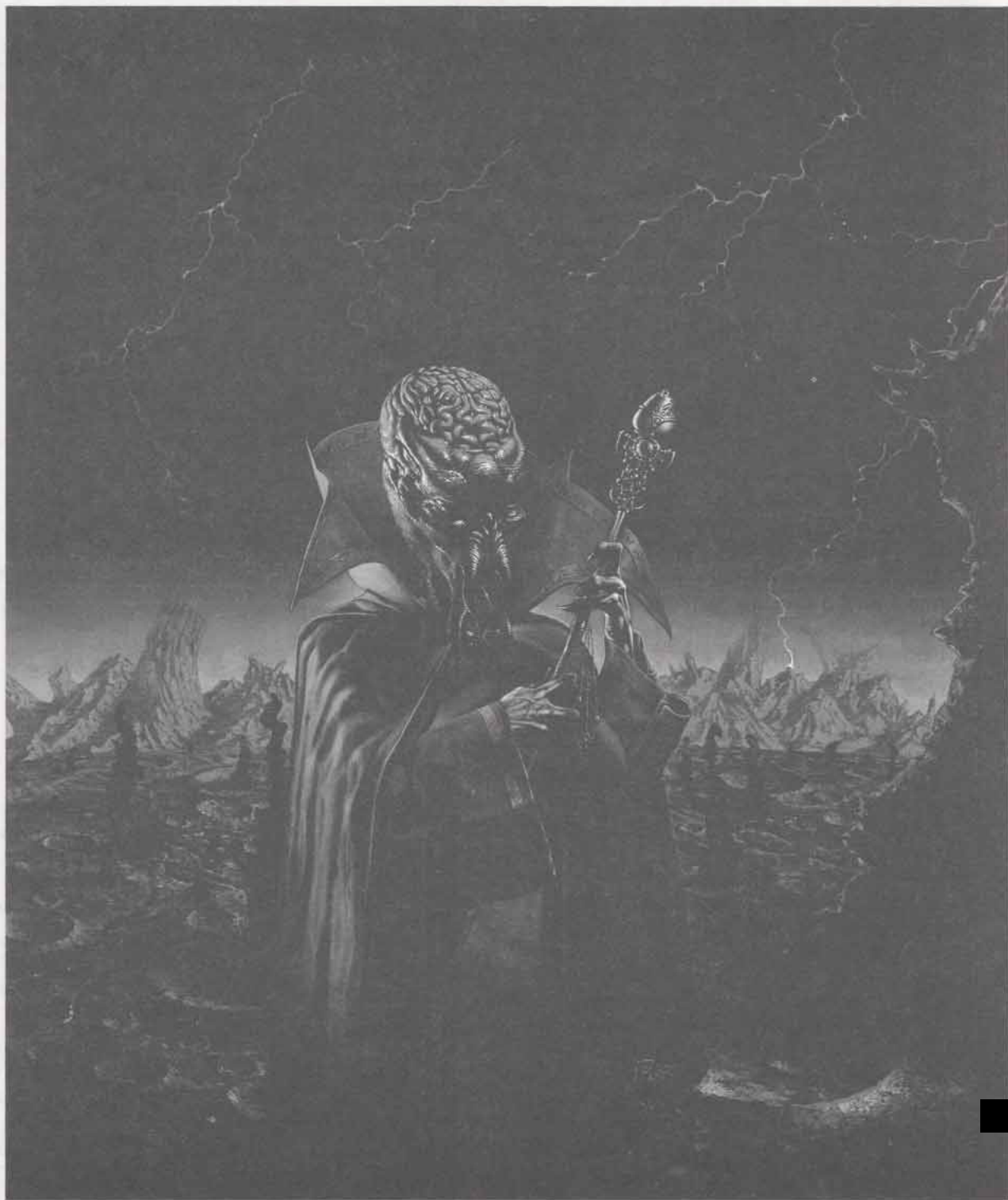
The DM may insert one or more encounters with vampire mind flayers before the party reaches the northern reaches of Bluetspur, if he chooses. Whenever the PCs reach the realm's northern edge, the Mists rise before them. They may enter the Mists and pass to another domain of the DM's choosing or they may successfully reach Barovia.

If they seek out the Brotherhood of Contemplative Power and relate their story, the Order will treat them graciously. The *Apparatus* manual fascinates them and they reward the PCs for bringing it to them; the nature of the reward is up to the DM. If Annitella has promised the PCs that the Order can grant magical *wishes*, then it is up to the DM whether this is true or whether Annitella lied, in her deranged state.





## THOUGHTS OF DARKNESS





## THOUGHTS OF DARKNESS

### In the Cave: Unaffected

A mist rises from Annitella and passes through everyone's head in the wink of an eye. A blank expression crosses their faces, then they begin to look around with squinting eyes. As it passes through you, you hear Annitella's voice, commanding, "Fight, fight to the death!"

Before you can react, you have already drawn your weapon; your companions have done the same. With a great struggle, you regain control of yourself, but the others are moving to attack! You have no choice but to prepare for battle!

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## APPENDIX A: NON-PLAYER CHARACTERS

### Annitella

Greater Broken One, Neutral Evil

Armor Class:	3
Movement:	9, Sw 3
Hit Dice:	5
Hit Points:	40
THACO:	15
No. of Attacks:	2
Damage/Attack:	1d6 + 5/1d6 + 5
Special Attacks:	Constriction
Special Defenses:	Regeneration
Magic Resistance:	Nil
Size:	M (6' tall)
Morale:	12
XP Value:	420

Annitella is a 15th-level thief, formerly of chaotic good alignment. While she was not a formal member of the lawful good Barovian monastic order, the Brotherhood of Contemplative Power, she was friendly with a number of its members, especially with its champion, Lord Drassak.

The thief has had some dealings with the Vistani in the past, so she was able to bribe them to take Drassak and herself across the Barovian border and into Bluetspur, where the Vistani correctly discerned that Lyssa Von Zarovich had gone with the Sacred Barrier.

Now, Annitella has become a greater broken one. Captured by illithids who needed information from her, but were unable to penetrate her mind, she found herself the subject of torture and physical manipulation. She has been twisted into a mockery of an octopus. Her skin is smooth and scaly like that of a cephalopod, always needing moisture, and her head is elongated like that of an octopus.

The shock of being converted into a broken one has addled Annitella's brain. Her alignment has shifted to neutral evil, leaving her paranoid and ruthless. She now wants the *Rod of Houtras* for her own and is bent upon revenge against the illithids for what they did to her. She also wants to liberate the Shattered Brethren from the tyranny of the mind flayers. Annitella will



therefore employ any lie that will enlist the PCs' help. She is terrified of spell use; she is certain that spells led to her capture by the illithids.

**Combat:** Annitella can still use weapons, but she suffers a -2 penalty to hit because of her loss of dexterity. Her primary attack form is to grasp her adversary with each "hand" and constrict for 1d6 points of damage per round; once grasped, a victim must render her unconscious or dead to break her grasp.

Annitella gains a +5 bonus to her damage rolls due to her superior strength. She retains her former intelligence (13), although she has lost her thief skills. Her bone structure has the resilience of cartilage, so blunt weapons inflict only half damage. She regenerates 1 hp per round.



## APPENDIX A: NON-PLAYER CHARACTERS

### Bonespur

17th-level Bounty Hunter, Neutral Evil

Armor Class	3	Str	17
Movement	12	Dex	17
Level/Hit Dice	17	Con	13
Hit Points	62	Int	12
THACO	11	Wis	10
No. of Attacks	1	Cha	7
Damage/Attack	by weapon		
Saves:			

Paralyzation, poison, death magic	7
Rod, staff, wand	4
Petrification, polymorph	6
Breath weapon	10
Spell	5

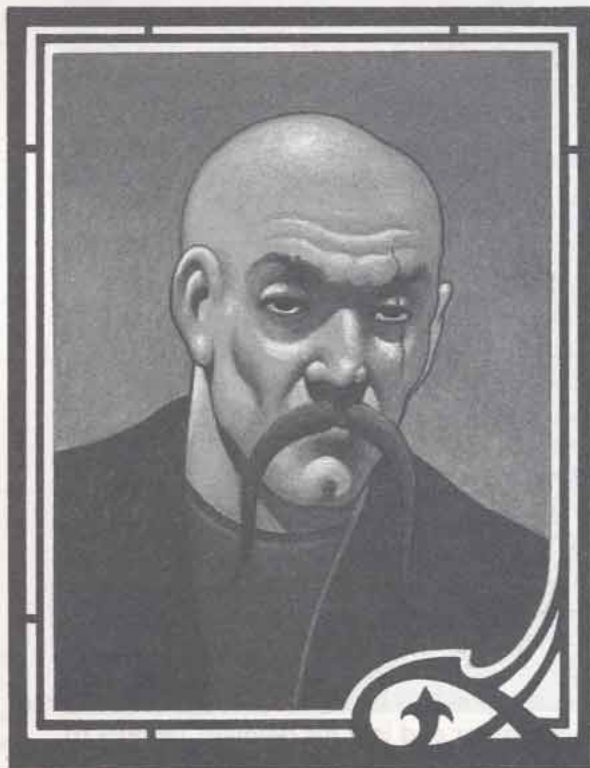
**Thief Skills:** Pick Pockets, 95%; Open Locks, 95%; Find/Remove Traps, 95%; Move Silently, 95%; Hide in Shadows, 95%; Hear Noise, 55%; Climb Walls, 95%; Read Languages, 80%

Bonespur is 6'4" tall and bald. He sports a black fu manchu mustache. There is a 4" scar over his left eye, but closer inspection will reveal that he has many small scars all over his body. He dresses mostly in leather, especially in sleeveless jerkins that expose his muscular arms. His eyes are grey and unexpressive.

Bonespur is half-vistani. He was born in disgrace and raised as a servant in the house of his grandfather. He learned to tolerate repeated beatings from everyone, including his own mother, who despised him for removing her from her father's grace. He withdrew from society and grew very good at avoiding others.

Sometime during his adolescence, Bonespur noted the passing of a vistani caravan through his town, and he began to follow them at a distance. To their astonishment, Bonespur was able to track the caravan across the borders of Darkon and into neighboring realms. He eventually infiltrated their ranks, learned many of their powers, and then murdered them for the "hedonistic thieves" that they were.

Today, Bonespur is a master bounty hunter in the employ of the High Master Illithid of Bluetspur, capturing humans and other



creatures to enlarge the mind flayer's slave pool. He is an uncanny tracker. Unless a 20 is rolled on 1d20, he never fails to track his prey.

Bonespur has three prized possessions: a *ring of spell turning*, a *chain contingency medallion*, and a *psionic shape-shifting knife*, given to him by the High Master Illithid in return for his services.

**Combat:** Bonespur is more interested in intimidation and treachery than hand-to-hand combat. He rarely advances to the front line, and he reserves the use of his psionic weapon for those moments when he is confronted or cornered. If given the opportunity, he will summon his nightmare and disappear into the Border Ethereal, only to mount another ambush against his adversary.



## APPENDIX A: NON-PLAYER CHARACTERS

### Lyssa Von Zarovich

Vampire, Chaotic Evil

Armor Class:	-3
Movement:	18, Fl 18
Hit Dice:	11 + 1
Hit Points:	85
THACO:	10
No. of Attacks:	1
Damage/Attack:	1d4 + 6
Special Attacks:	See below
Special Defenses:	Regeneration
Magic Resistance:	15%
Size:	M (5' tall)
Morale:	18
XP Value:	13,000

Lyssa is the daughter of Anna and Tod Von Zarovich, granddaughter of Sturm Von Zarovich, who was one of the few people to escape Strahd's wrath on the day he murdered his brother and lost his beloved Tatyana to Fate. As such, Lyssa has been raised to despise her grand uncle, and to plot against him at every turn.

Ironically, Lyssa shares some of Strahd's own fate: In order to better oppose him, she struck her own dark pact and murdered her fiancé to honor it. In addition, Lyssa tormented her former lover's ghost by seducing his incorporeal spirit and laughing sadistically when he bemoaned his inability to kiss or hold her. In frustration, he attacked her repeatedly with his aging touch, thus aging her over 200 years in the course of a night, before she wholly obliterated him from existence. As a result, Lyssa has achieved *Very Old* status (300-399) in terms of her vampiric powers, even though she has been a vampire for only a century. Her gaming statistics reflect this artificial enhancement.

Lyssa has come to Bluetspur with the notion of mounting a coup against Strahd. She believes that mind flayers can overpower the Lord of Barovia with their psionic abilities. Her efforts to turn the High Master Illithid into a minion vampire work nicely into her plans.



**Combat:** Lyssa's age enhancements modify her powers in the following ways: Her vampiric charm gaze forces victims to save with a -3 penalty to their die roll; a +2 or better weapon is needed to hit her; she regenerates 4 hit points per round; she is immune to garlic and mirrors. Lyssa also enjoys a particularly deadly salient ability: her deadly touch drains *five* energy levels from her victims. She can be turned as a lich.

Lyssa is not fond of combat, even with her abilities—she would rather dupe others into fighting for her. If need be, she can be a devastating opponent. Her favorite strategy is to assume *gaseous form* and attempt to surprise her opponents while they are busy with her minions.



CLIMATE/TERRAIN:	Underwater
FREQUENCY:	Rare
ORGANIZATION:	Solitary or group
ACTIVITY CYCLE:	Any
DIET:	Nil
INTELLIGENCE:	Variable
TREASURE:	Nil
ALIGNMENT:	Chaotic neutral
NO. APPEARING:	1-1,000
ARMOR CLASS:	0 or 8 (see below)
MOVEMENT:	Sw 36
HIT DICE:	3
THACO:	10
NO. OF ATTACKS:	1
DAMAGE/ATTACK:	See below
SPECIAL ATTACKS:	See below
SPECIAL DEFENSES:	See below
MAGIC RESISTANCE:	Nil
SIZE:	S
MORALE:	Average 9
XP VALUE:	3,000

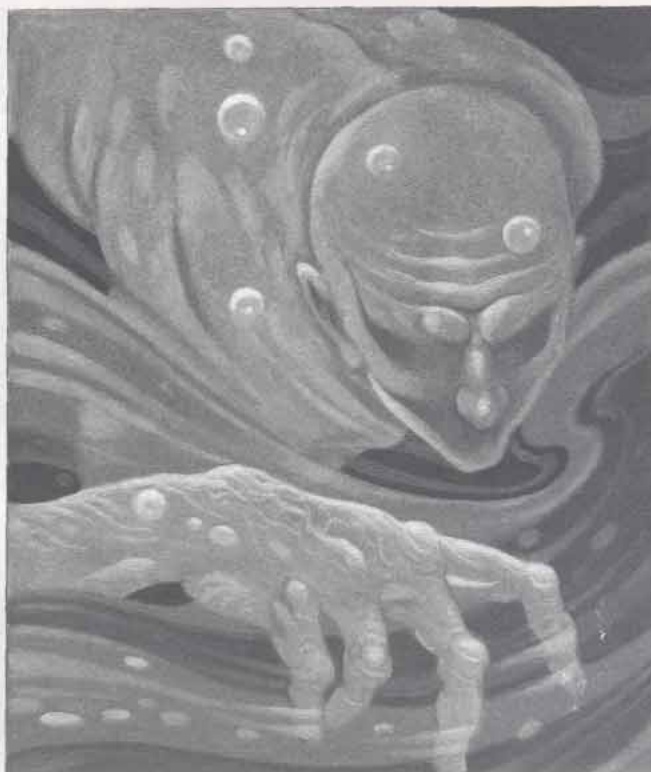
Remnants are the spirits of humans and humanoids whose former bodies have been thrown into an unconsecrated, watery grave after they have died of acute stress and exhaustion. The callous way in which they have been disposed of after a torturous and miserable life leaves them in a state of such sorrow that they cannot completely leave the Prime Material plane behind, and they lurk in the pools and rivers where their bodies were abandoned. They appear as melancholy faces with eyeless sockets and pale floating hands.

**Combat:** Remnants are related to ghosts (see the *Monstrous Compendium*) and as such, they are Ethereal monsters that can be seen by non-ethereal creatures. At will, their cold, wet touch chills a corporeal being to the bone, inflicting no damage, but draining 1 point of dexterity per successful attack. Any creature whose dexterity reaches 0 succumbs to acute hypothermia and drowns. Lost dexterity points return at the rate of 1 per hour. Victims of remnants do not become remnants themselves.

In order to attack a corporeal creature, remnants' hands must become semi-materialized, during which time their Armor Class drops to 8. Semi-materialized remnants can be hit only by silver weapons (half damage) or magical weapons (full damage). While on the Ethereal plane, they can only be attacked by others in an Ethereal state.

Remnants are turned as ghosts and can be damaged by holy water while in their semi-material form.

**Habitat/Society:** Remnants are confined to bodies of water connected to their graves. If a living creature looks into the water where a remnant resides, they have a 10% chance to spot a reflection in the water that is not theirs. Knowing of the remnant's presence raises the chance to 80%. Remnants are flickering,



elusive creatures, and they prefer to stay out of sight until they can approach creatures in the water.

Remnants are not always hostile, and they may even help creatures who fight the creatures that mistreated the remnants. Remnants can even convey what amounts to *water breathing* upon corporeal creatures by grasping their hands, pulling them under the water, and briefly performing "mouth-to-mouth resuscitation." (Actually, the remnant is drawing the living creature partly into the Border Ethereal.) Thereafter, so long as the corporeal creature holds the semi-material hand of the remnant, it will not drown.

**Ecology:** Remnants remain trapped in the Border Ethereal until ritual burial services are performed over their remains. They do not hate material life as their ghostly cousins do, but they will not hesitate to attack any member of the race which caused their condition.



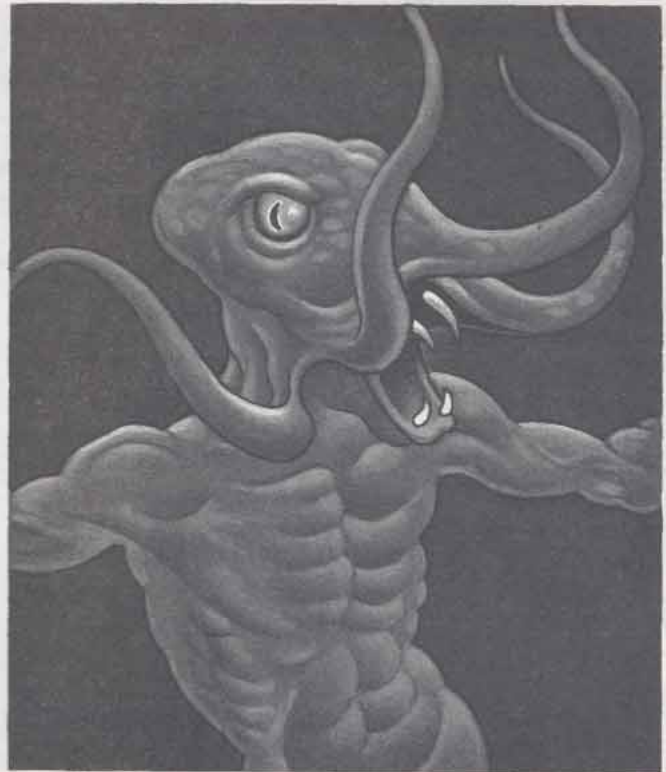
CLIMATE/TERRAIN:	Any
FREQUENCY:	Very rare
ORGANIZATION:	Solitary
ACTIVITY CYCLE:	Nocturnal
DIET:	Blood/life energy
INTELLIGENCE:	Insane (1)
TREASURE:	Nil
ALIGNMENT:	Chaotic evil
NO. APPEARING:	1-4
ARMOR CLASS:	1
MOVEMENT:	12
HIT DICE:	8+3
THACO:	10 (unadjusted)
NO. OF ATTACKS:	Special
DAMAGE/ATTACK:	Special
SPECIAL ATTACKS:	Energy drain, mind blast
SPECIAL DEFENSES:	+1 or better magical weapon needed to hit
MAGIC RESISTANCE:	90%
SIZE:	M (6' tall)
MORALE:	Fearless (20)
XP VALUE:	10,000

Vampire illithids are the result of evil experiments that were meant to be terminated. They were first created by Lyssa Von Zarovich and the High Master Illithid of Bluetspur in an attempt to create a creature that could successfully convert the High Master into a vampire (conventional methods were not viable). When the hatchlings proved insane and completely uncontrollable, they were destroyed and thrown into the common water dump, where all victims of mind flayers are thrown after they expire. The vampire illithids regenerated, however, and were washed out of the mind flayer complex. Now they run free across the surface of the realm.

**Combat:** Vampire illithids combine the battle tactics of both vampires and conventional mind flayers. They have vampiric strength (18/76) and receive a bonus of +2 to hit and +4 to damage, which improves as they grow older (see *Von Richten's Guide to Vampires* for information on vampire age categories).

Like their undead cousins, vampire illithids exist on both the Positive and Negative Material planes at the same time. Their powerful negative energy essence allows them to drain two life energy levels from anyone they strike. If they successfully do so, they also gain two Hit Dice worth of hit points back from previously assessed damage (but they cannot gain more hit points than they started with). Furthermore, they regenerate 3 hit points of damage per round.

While their lack of sanity prevents them from using mind control techniques such as the vampiric charm-gaze, their illithid heritage allows them to use a special psionic mental blast that spreads in a cone 60 feet long, 5 feet wide at its base, and 20 feet wide at its end. Anyone caught within a mind blast's area of effect must successfully save vs. wand at -4 or be



stunned for 1d6 rounds. Affected victims must also make a madness check (see the introduction of this module or consult the *Forbidden Lore* boxed set), also with a -4 penalty.

In combat, a vampire illithid employs its mind blast once per round until it is engaged by an opponent in physical melee. Thereafter, it attempts to hit an adversary with each of its four tentacles each round, inflicting 1d6+4 points of crushing damage per hit, in addition to its life energy drain. Both insane and immortal, vampire illithids always fight to the "death" and then find the nearest shelter within 250 feet in which to recuperate.

**Habitat/Society:** Vampire illithids are a recent development and are not known to the general populace of Bluetspur yet, but they are sure to find their way back into the complex as their deepening hunger drives them to sniff out life wherever it hides. Also, they are quite likely to penetrate the misty borders and invade other realms of Ravenloft—such a monstrosity is sure to thrill and delight the Dark Powers.

In the meantime, they run wild across the expanses of Bluetspur, seeking out and attacking any living thing. Since there technically is no "day" in Bluetspur, they are not constrained by the clock and sleep whenever the urge to rest overcomes their ravenous appetites.

**Ecology:** Vampire illithids mature in a matter of weeks, rather than years, thanks to their undead status. They enjoy dining on both blood and brain matter, and they receive sustenance from both as well. They are not the least bit picky about their quarry, so long as it is alive.



CLIMATE/TERRAIN:	Subterranean
FREQUENCY:	Rare
ORGANIZATION:	Fraternal
ACTIVITY CYCLE:	Any
DIET:	Varies
INTELLIGENCE:	Low (5-7)
TREASURE:	I, K, M
ALIGNMENT:	Neutral evil
NO. APPEARING:	5-30
ARMOR CLASS:	Varies
MOVEMENT:	Varies
HIT DICE:	3
THACO:	17
NO. OF ATTACKS:	Varies
DAMAGE/ATTACK:	Varies
SPECIAL ATTACKS:	See below
SPECIAL DEFENSES:	Regeneration/psionics
MAGIC RESISTANCE:	Nil
SIZE:	M (4'-7' tall)
MORALE:	Unsteady (5-7)
XP VALUE:	250

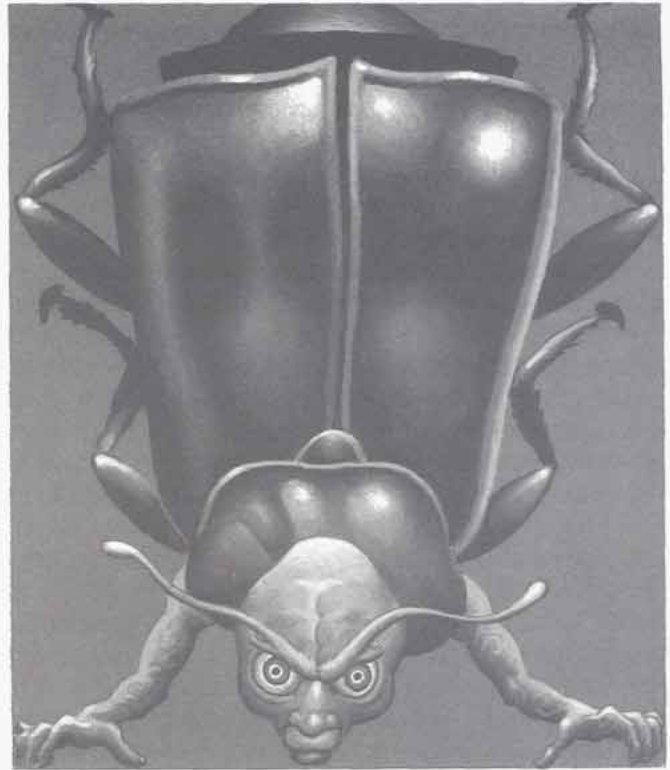
The Shattered Brethren are largely the same as common broken ones—they are the result of the cruel experiments of mind flayers. The main difference between Bluetspur's broken ones and their cousins is that the Bluetspur brethren have developed innate defenses that prevent psionic intrusions. They also possess random wild talents (see *The Complete Psionics Handbook* or assign a random wizard spell from the *Player's Handbook* as an innate mental power). Not all Shattered Brethren are so endowed, but those who fail to develop these defenses usually die under the stress of slavery.

Bluetspur's broken ones resemble the animals that they have been magically and genetically linked with; they favor their animal half over their human half. They include a wide variety of animal types because the mind flayers are constantly looking for combinations that make useful slaves. Common animal forms useful to the illithids include: the bat, for sonic navigation and flight; the horse, for its speed and strength; any rodent, for breeding more slaves.

The broken ones know the languages they spoke before their conversions, but they also speak a secret language peculiar to them, a mesh of all the members' languages, plus terms they have adopted to describe things in their closed environment. The broken ones' conversation sounds like a mixture of street slang and foreign languages, incomprehensible to even the most talented linguist.

**Combat:** Bluetspur's broken ones are stronger than their common counterparts because the natural selection is so fierce among them. Also, while common broken ones are the result of failed experiments, these were purposely altered, so they are more "successful." Therefore, they always have a minimum of 7 hp per Hit Die. In addition, they regenerate 3 hp per round.

They wield weapons if they can get their hands on



them, but usually use combat techniques relating to their animal traits. A lionlike broken one may claw and bite while a spiderlike one may use a poisonous bite.

**Habitat/Society:** Bluetspur's broken ones are the lucky few who have developed ways to avoid the mind flayers' psionic means of control over them. They escaped their former masters and fled into the fissures that honeycomb the walls around the complex, where they have formed their fraternity. The only tenet that binds them together is a mutual desire to survive. Their shared skills allow them to steal goods and scavenge sustenance from the illithids.

Their mutual hatred of their former captors also brings them together. Given the chance, they will ambush a lone illithid and murder him, but whether they derive more pleasure from exacting revenge or from having a good dinner is hard to tell. The broken ones aid enemies of the mind flayers as they can, but they will remain fearful and distrustful of all strangers.

Thirty broken ones live in the fissures of Mt. Makab—their numbers shift as more escape from the mind flayers and others die in numerous ways.

Bluetspur's broken ones tend to forget their former lives and take new names that reflect their condition. For example, a lionlike broken one might be named "Snarler."

**Ecology:** The dietary needs of Bluetspur's broken ones are largely dictated by their animal natures. The limited access to vegetables in the caves results in better survival rates and thus larger numbers for carnivores. They eat anything they can steal, but a captured illithid is considered a delicacy.



# Your New Guide to Vampires

## Ravenloft

ADVENTURES

*"I found her voice thrilling.  
So seductive her words, I  
gladly bared my neck.  
I gasped as she touched my  
flesh. Then an instant of  
pleasure so piercing, it was  
like pain. My heartbeat raced  
with hers. I was one with the  
creature."*

The most feared characters in Ravenloft are back: VAMPIRES! The new **Van Richten's Guide to Vampires** is the ultimate Gothic horror vampire guide.

This 96-page treasure is a comprehensive collection of Baron Van Richten's findings on these dark lords. It details how vampires live, think and act; and what their strengths and weaknesses are. It also includes new rules for running vampires in your game.

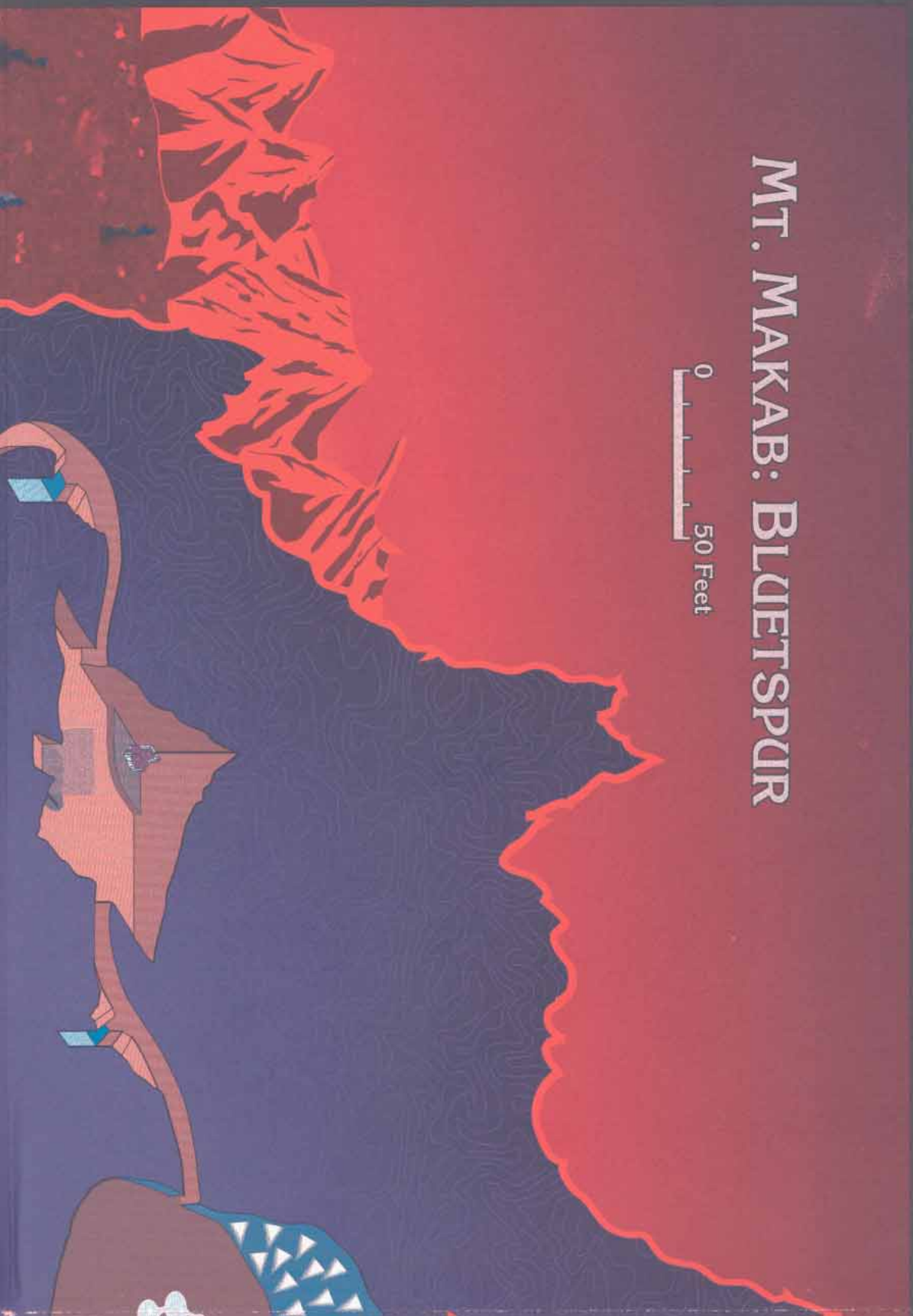
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# MT. MAKAB: BLUETSPUR

0 50 Feet





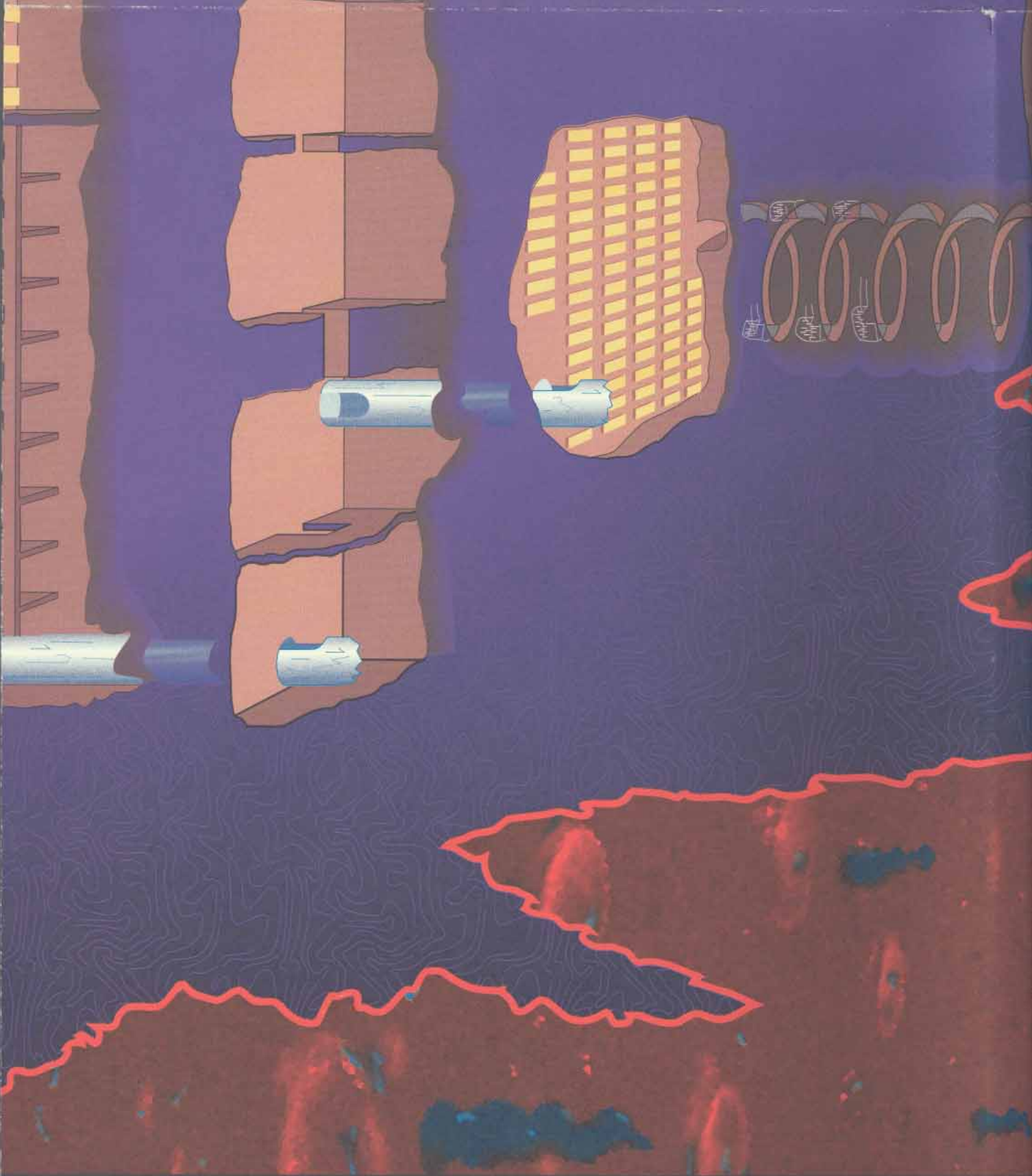
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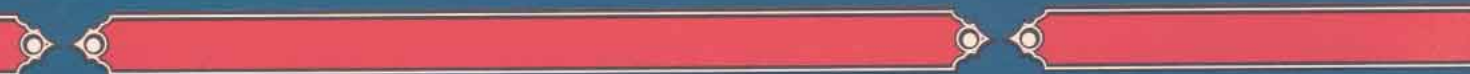
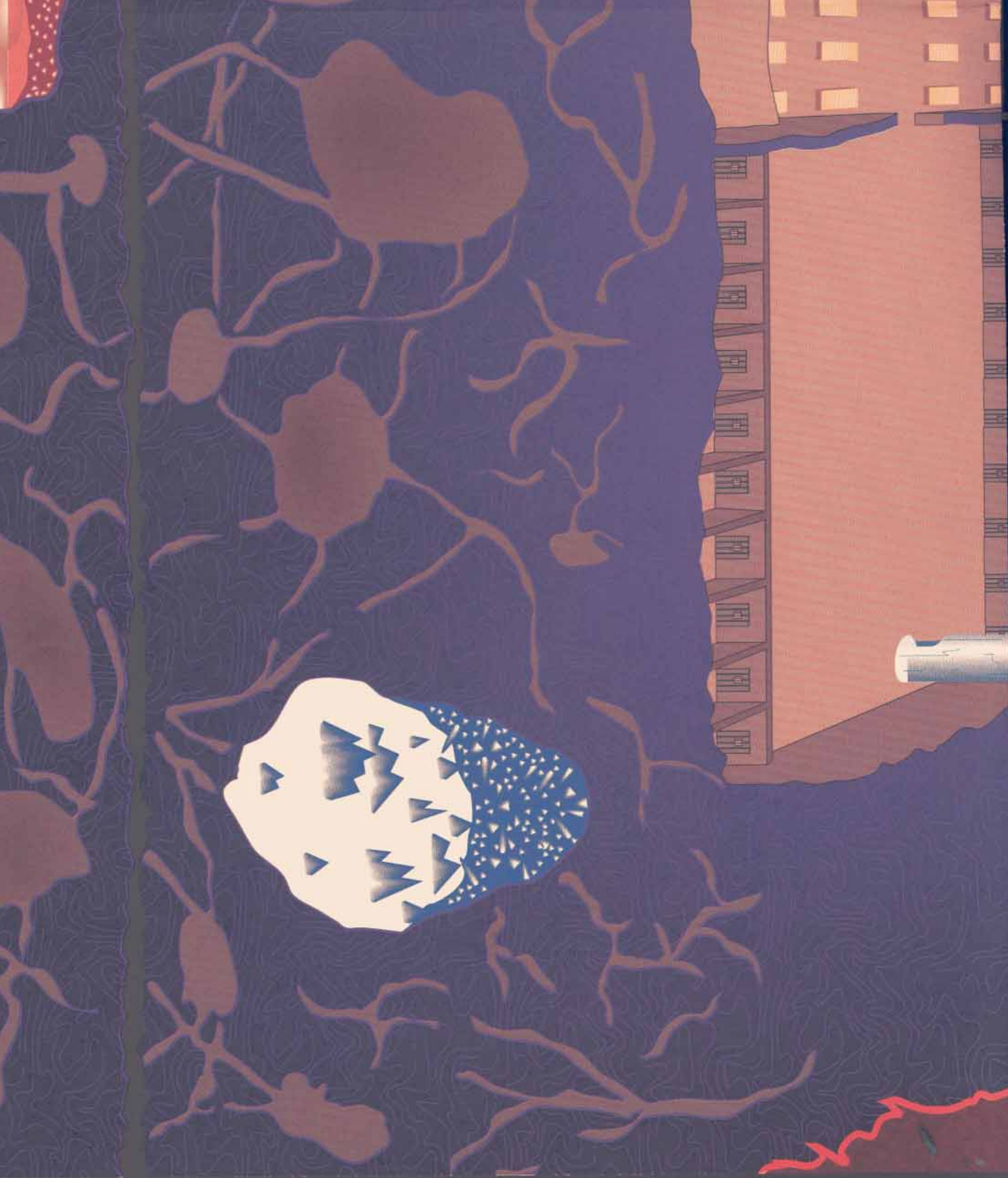
















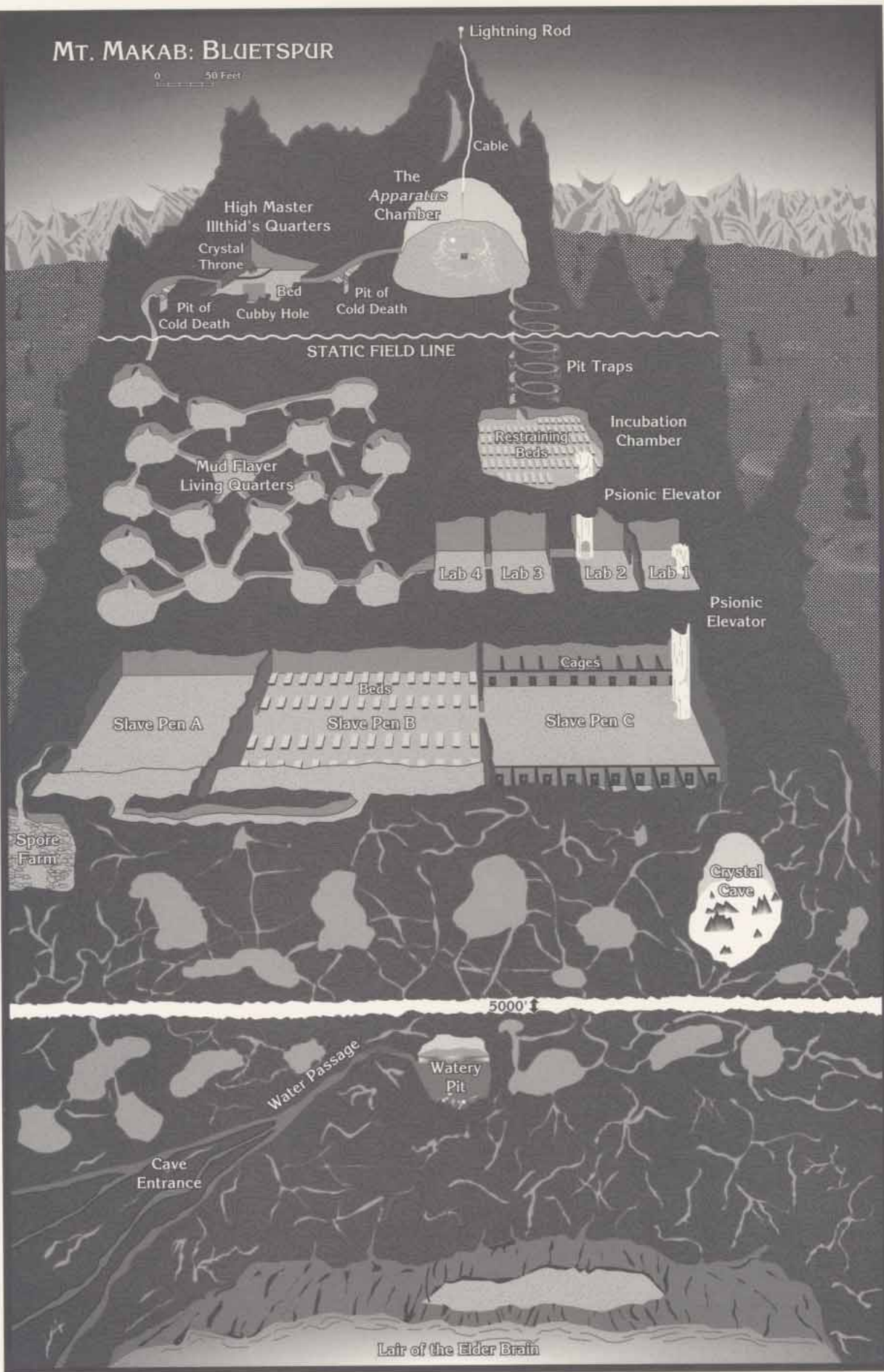






# MT. MAKAB: BLUETSPUR

0 50 Feet





# Bluetspur and Surrounding Domains



Elevation in Feet	
501 - 1000	1001 - 2500
2501 - 5000	5001 - 7500
7501 - 10,000	

Map Symbols	
	Road
	Town or Village
	River
	Domain Boundary
	Forest

Scale: 1 inch = 10 miles





## THOUGHTS OF DARKNESS

**O**f all the inhospitable domains in the RAVENLOFT® campaign world, Bluetspur is the cruelest and most gruesome. Nothing grows in the endless night, and lightning periodically falls like rain. The only place to escape those storms is inside the mind flayers' complex under Mt. Makab, but that is the last place where any sane person would want to go.

The High Master Illithid has been hatching black plots by hatching vampiric mind flayers in his laboratories! His prodigies are horribly insane, but if he can complete his plans, he will achieve a new

level of dark immortality. A pair of heroes has stolen the key to his success, but they have paid a heavy price for their bravery and are in desperate need of aid unlooked for.

Meanwhile, the Lord of the Realm watches over the proceedings and plays havoc with the wits of both sides, sapping strength and will with all-powerful thoughts of darkness. A party of adventurers will need all of their skills to escape this black domain without the loss of life, power, or sanity!

For 4 to 6 players, levels 12-15.

By David Wise

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