

ULP8-03

The Mind of a Spyder

A One-Round D&D[®] LIVING GREYHAWK[™]

Principality of Ulek Regional Adventure

Version 1.1

by Christopher Reed

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What knowledge lies within the mind of a spider? And who is willing to kill for it? A Principality of Ulek regional adventure for APLs 8-14.

Note: This adventure will be of particular interest to members of the Mine Rangers, members of any alleged arachnocentric organizations, and longtime PCs of the Principality of Ulek.

Resources: *ADP1-05 Festival Knight* [Brian Hudson], *SHE3-05 Righting the Wrongs* [Christopher Reed], *SHE3-06 Seeking the Wronged* [Christopher Reed], *SHE3-07 The Wrong Corrected* [Christopher Reed], *ULP1-08 To Rejoin an Empire* [Christopher Reed], *ULP2-03 Plea to an Empire* [Christopher Reed], *ULP3-03 Even Further Downward* [Christopher Reed], *ULP4-01 Even Further Downward Still* [Christopher Reed], *ULP7-08 Downward: Rock Bottom* [Christopher Reed], *Lords of Madness* [Richard Baker, James Jacobs, Steve Winter], *Magic Item Compendium* [Andy Collins, Eytan Bernstein, Frank Brunner, Owen K.C. Stephens, John Snead], *Spell Compendium* [Matthew Sernett, Jeff Grubb, Mike McArtor].

Based on the original DUNGEONS & DRAGONS[®] rules created by E. Gary Gygax and Dave Arneson and the new DUNGEONS & DRAGONS game designed by Jonathan Tweet, Monte Cook, Skip Williams, Richard Baker, and Peter Adkison.

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

RPGA® SANCTIONED PLAY

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

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

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

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

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PLAYERS READ NO FARTHER

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

PREPARING FOR PLAY

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

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

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

LIVING GREYHAWK LEVELS OF PLAY

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

1. Determine the character level for each of the PCs participating in the adventure.
2. If PCs bring animals that have been trained for combat (most likely dogs trained for war), other than those brought by virtue of a class ability (such as animal companions, familiars paladin's mounts) or the warhorse of a character with the Mounted Combat feat, use the sidebar chart to determine the number of levels you add to the sum of step one. Add each character's animals separately. A single PC may only bring four or fewer animals of this type, and animals with different CRs are added separately.
3. Sum the results of step 1 and 2, and divide by the number of characters playing in the adventure. Round to the nearest whole number.
4. If you are running a table of six PCs, add one to that average.

Throughout this adventure, APLs categorize the level of challenge the PCs face. APLs are given in even-numbered increments. If the APL of your group falls on an odd number, ask them before the adventure begins whether they would like to play a harder or easier adventure. Based on their choice, use either the higher or the lower adjacent APL.

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

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

Mundane Animals Effect on APL		# of Animals			
		1	2	3	4
CR of Animal	1/4 & 1/6	0	0	0	1
	1/3 & 1/2	0	0	1	1
	1	1	1	2	3
	2	2	3	4	5
	3	3	4	5	6
	4	4	6	7	8
	5	5	7	8	9
	6	6	8	9	10
	7	7	9	10	11

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

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

TIME UNITS AND UPKEEP

This is a standard one-round regional adventure, set in the Principality of Ulek. Characters native to

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

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

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

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

ADVENTURE BACKGROUND

Tales of doppelgangers have been a common rumor within the Principality of Ulek for years; Even the prince has been rumored to be a doppelganger in disguise. While these creatures' presence has risen within the Principality of Ulek from time to time, never has it been as great as the present, as the "doppelganger detectors" have been outright murdered and replaced by the shapechangers. While many might believe the doppelgangers were sent from the Pomarj by Turrosh Mak or are agents of the Scarlet Brotherhood, these ideas could not be furthest from the fact. Instead the doppelgangers that now secretly plague the cities of the Principality of Ulek are in fact allies of the mysterious mind flayer Malevolence.

A great deal has changed for Malevolence recently. His uncontrollable desire for power grew to a level that even brought apprehension to the Elder Brain of the mind flayer society. And while Malevolence's knowledge would have been a great addition to the society upon his death, it was deemed that his continued presence within the

society would eventually bring about grave consequences. Thus, an attempt was made upon his life, but Malevolence was able to escape death at the expense of some of his minions.

Ostracized from the mind flayer society has driven Malevolence mad. While he still seeks power at every opportunity, he has acquired an additional goal: immortality. Malevolence believes the best way to reach this goal is to achieve lichdom, by becoming an alhoon. He thus turned in immediate attention to gaining the knowledge to undergo the necessary transformation. Thus far, Malevolence has gained all the knowledge he needs to achieve his new goal save one. Malevolence continued his research and quest for this last piece of rare knowledge and while he has not found it, he did learn of one individual who possesses it: Spyder. However, getting such information from the secretive and ever resourceful Spyder would be difficult, but Malevolence happened upon an unlikely alliance with a number of doppelgangers seeking to manipulate and deceive the populace of the Principality of Ulek.

The alliance works as follows: Malevolence provides information, knowledge, monetary compensation and an agreement not to feast upon their brains (which have an interesting ever changing taste) to the doppelgangers in exchange for prisoners (for additional information, knowledge and, most especially, brains).

Over the past few months, the doppelgangers increased their presence to their own personal delight and reach Malevolence's ultimate goal, the capture of Spyder. The adventure begins with Spyder and several of the Web's operatives having just been captured by the doppelgangers and handed over to Malevolence. Unbeknownst to Malevolence was that Spyder had been expecting a conflict with the mind flayer. Thus, with his extensive knowledge and continued research of spiders, he discovered a unique poison that he could use to kill Malevolence before the mind flayer obtained lichdom. Unfortunately for Spyder, he was ambushed by a group of doppelgangers, who took the unconscious Spyder to their newest ally, Malevolence. But before the doppelgangers were able to overtake Spyder, he poisoned himself with the unique poison knowing that Malevolence would soon wish to feast upon his brains, and that his actions would lead to the death of the mind flayer.

ADVENTURE SUMMARY

The adventure begins with the PCs feasting upon a hearty morning meal at a local tavern in the town of Greutam. They are sent a brief message via an itchy, itchy spider by an operative of the Web seeking their assistance.

Following the directions of the brief message, the PCs meet up with the operative of the Web, an aranea. She informs the PCs that Spyder has just recently gone missing and immediate action is needed. She requests the PCs to seek out information at a number of locations that Spyder might have visited recently, including a bookstore.

The PCs can investigate the locations provided to them by the aranea, save for the bookstore, which is handled in the next encounter. No relevant information for this mission is gained, but a number of rumors and purchasing opportunities are made available.

At the bookstore, the PCs are able to inquire about the whereabouts of Spyder. With the proper questions, patience and/or investigation, the PCs quickly discover that the bookstore workers are not as they seem, but rather doppelgangers in disguise, who seek to eliminate them by way of force.

Having defeated the doppelgangers, the PCs are able to interrogate the shapechangers (if not killed) or find clues to the possible whereabouts of Spyder. Several one-time use magical transporters lead to the PCs to Malevolence's lair, where Spyder is currently being held (provided that it is the same day), and the next encounter.

The PCs are able to search about much of Malevolence's lair, learning more about the mind flayer, his current state and his current goals. A number of beholderkin and gas spores, all minions of Malevolence, are encountered.

Deeper inside Malevolence's lair, the PCs encounter his final line of defense, a small group of loyal Grimlock minions.

Finally reaching Malevolence, the PCs witness, in a cinematic fashion, Spyder providing the last piece of information that the mind flayer needs to reach lichdom before Malevolence cracks open Spyder's skull and feasts upon his brains. But within moments, the mind flayer realizes that he is doomed, cursed and poisoned by way of the consumption of Spyder's brain.

PREPARATION FOR PLAY

Check with each player to see if their PC is/has:

- A member of the Mine Rangers meta-gaming organization.
- A member of The Web meta-gaming organization.
- Played any of the following scenarios (*ULP1-04 Downward*, *ULP2-02 Further Downward*, *ULP3-03 Even Further Downward*, *ULP4-01 Even Further Downward Still*, *ULP5-03 Mind Games*, *ULP6-06 Mind Your Elders* and/or *ULP7-08 Downward: Rock Bottom*).
- The *Ring of Malevolence* (from *ULP7-08 Downward: Rock Bottom*).
- A *Debt to Malevolence* (from *ULP3-03 Even Further Downward* and *ULP4-01 Even Further Downward Still*); and if so, how many.
- An *Enmity of Malevolence* (from *ULP3-03 Even Further Downward*, *ULP4-01 Even Further Downward Still* and *ULP5-03 Mind Games*); and if so, how many.
- *Illithid Experimentation* (from *ULP6-06 Mind Your Elders*).
- *Wrath of the Sheldomar Valley Mind Flayers* (from *ULP5-03 Mind Games*).

Malevolence is, unbeknownst to its wearer, able to see through the eyes, hear through the ears, and detect the thoughts of any PC wearing the *Ring of Malevolence* (from *ULP7-08 Downward: Rock Bottom*). Thus, he is able to determine their location and provide these details to his minions (beholderkin, grimlocks, and derro) but not his allies (doppelgangers). Therefore, if any PC within the party possesses said ring, all combatants within Encounter Five and Six are able to take all necessary preparations (pre-casting spells, using magical consumables, etc.) before the PCs encounter them.

Additionally, the protection aspect of the *Ring of Malevolence* does not function during this event, but this is a fact that the PCs are only able to determine if they cast a *detect magic* upon the ring and determine that only the school of divination is currently active via a successful Spellcraft check.

INTRODUCTION

The whisper of the human patron to his friend at the table within the Worn Boot in the town of Greutam draws your attention away from the hearty morning meal placed before you. But the aroma of the scrumptious meal soon assaults your nostrils bringing your attention back to the table you currently sit at, along with several other adventuring folks.

Those PCs that make a Listen check (DC 15) overhear the human patron commenting, in Keoish, that he would much prefer to be back home in his homeland of Keoland fearing that lycanthropes could be anywhere nearby. (Lycanthropes briefly plagued the town of Greutam during the event *ADP1-05 Festival Knight*.)

At this time, allow the players to do PC descriptions and introductions. Once done, have each PC make a Spot check (DC 5). Read the following text to those PCs who succeed on this check (or to the PC with the highest Spot check if no PC successfully made the check):

Looking around the table for the next delicious morsel to consume, you notice a minute jet-black spider lowering itself on an exceptionally thin strand of web over the center of your table. The other two patrons at your table seem not to have noticed the little creature. The tiny spider continues to lower itself down the strand of web until it reaches the table. At this point, the spider twists its eight legs then suddenly begins to softly speak in common, "My mistress has requested that I pass on her interest to speak with you about assisting her and her organization. If you would be so kind, please exit the back door of this establishment, turn left, and then head down two blocks and look for a sign."

Upon the completion of the spider's short request, the tiny creature begins to climb up the web strand and out of sight, while the two human patrons at your table gawk at the scene before them.

Once the PCs follow the directions provided to them, continue with the next encounter.

ENCOUNTER 1: WEB STRANDS

Following the directions provided to you during the strange exchange from the

minuscule spider, you come to an empty alleyway.

Have the PCs make a Spot check (DC 10). Those that succeed notice a number of spider webs at the entrance of the alleyway.

Once the PCs enter the alleyway, you can opt to setup the table as if a combat is about to ensue to add to the suspense of what lies ahead. Either way continue with the following text:

Following the sign and thus heading into the alleyway, you see that the morning sunrays barely touch this dark, dank, narrow lane.

A slender human woman in her early twenties seemingly steps out of the shadows themselves, sliding down the hood of her dark cloak to reveal her jet-black hair and pale reflection.

As she opens her mouth to speak, a pure angelic voice fills the air. "I thank you for taking the time to speak with me. I am Latrodectus Mactans, but you may call me Raven.

"The foundation of the organization I belong to has gone missing, causing a huge ripple along the strands of communication to go dry. I fear the worst, but before I continue, I must have your word that nothing of our continued discussion will be communicated to anyone outside the current individuals here.

Any PC who is a member of the Web may make a Sense Motive check (DC 20) to understand her hidden message that she is a member of said organization.

Anyone refusing to give their word is asked to leave and Raven does not continue until everyone either gives their word or leaves the alleyway (thus ending the adventure for these individuals). Once she has everyone's word, she continues with her plea for help.

"The creator and center of the organization of the Web, Spyder has gone missing. I was to meet with him yesterday, but he never arrived. While there are times when some matters occasionally delay Spyder, never has he simply missed a prearranged meeting. Attempts via my usual information strands on a possible reason for his delay have all surprising and most regrettable been dry. Thus, I ask that you seek out Spyder and return him to the Worn Boot with the utmost haste. Without his timely return, I fear that a

great evil will not only fall upon the Web but all of Ulek."

Raven is an aranea currently in her humanoid form and also a member of the organization known as The Web.

She fears that the center point of the organization, Spyder, and possibly several other key members have run into some type of trouble, thus the reason for her seeking out assistance from the PCs. She believes this as Spyder has missed an appointment with her, which is quite unlike him.

She states that members of Web would normally handle searching for missing web strands (members), but fears they are being hunted and thus the reason seeks some (since some PCs may be members of the Web) outside assistance.

Raven does not tell the PCs that she is an aranea, but if asked she confirms this fact.

She has a list of locations that Spyder was believed to have visited in the last several days, which she provides to the PCs, these include: Noblish's Shop (a candle shop), Melick's Pub (pub/tavern), Alchemical Transformations (alchemical shop), Wild Things (exotic pet shop), Reader's Rapture (bookstore), Gentle Garments & Garb (clothing shop). She suggests that they visit them in this order. (Provide the players with a Player's Handout #1.)

Raven has no further information that would prove helpful. She notes that once Spyder is found, they should go to Melick's Pub where they will be contacted.

If asked about payment, she notes that she does not have any monetary items, but can make arrangements for the PCs to purchase a possible magical item of interest.

Once the PCs have the list of locations to investigate and are done speaking with Raven, proceed to the next encounter.

ENCOUNTER 2: INVESTIGATION

This encounter is broken down into a number of sub-encounters that the PCs have the option of investigating. Raven (from the previous encounter), has suggested they visit them in order. There are also a few random encounters that should be run.

The locations (sub-encounters) are:

- Noblish's Shop (a candle shop)
- Melick's Pub (pub/tavern)
- Alchemical Transformations (alchemical shop)
- Wild Things (exotic pet shop)
- Reader's Rapture (bookstore)
- Gentle Garments & Garbs (clothing shop)

The random encounters include:

- Orock (drunk)
- Timberkos (stuffed toy merchant)

Noblish's Shop

Noblish's Shop is located just off the main road of the town. The carved placard that hangs outside the door - a candle in a brass candleholder - easily identifies it. The door is ajar, inviting one to enter.

Inside the shop is a stuffy mess of jars, pots, bowls, and bundles of herbs. A strong, earthy odor hangs in the air.

Entering Noblish's shop, you see a small, warty, form with yellowed skin, pointy ears, and a brown robe tending to the shop. His attention turns towards you.

Noblish is a skilled candle-maker, as well as a herbalist and hedge wizard. He is also a goblin, albeit one whose cheery personality and complete innocuousness has allowed him to live mostly unmolested among the residents of the town. He is very self-conscious of his racial heritage, and sensitive to any hostility.

Noblish merrily asks how he can assist the PCs, noting that he has a large variety of candles and herbs for sale.

When asked about information on Spyder, he notes that the "mysterious man" comes into his shop from time to time seeking rare ingredients. He does not know exactly what Spyder is using the ingredients for, but surmises that he is crafting new potions.

Noblish notes that he last saw Spyder three days ago, when the mysterious man came into his shop with a veiled woman seeking seeds of a fern plant. Unfortunately, he was unable to assist. He knows nothing further about the whereabouts of

Spyder or his companion, but Noblish does wish him the best as he has always been kind to him.

Noblish is willing to sell mundane candles and herbs from the *Player's Handbook* to the PCs. Anyone with the *Gratitude of Noblish* (from SHE3-07 *The Wrong Corrected*) is offered a single *incense of concentration* (MIC) for 250 gp and a single focusing candle (CA_d) for 100 gp. PCs with this gratitude can also expend the favor to purchase a *truelight lantern* (MIC) for 36,000 gp.

Melick's Pub

Fronting the town-square is the newly rebuilt Melick's Pub. The establishment seems quite busy as noted by the numerous patrons entering and exiting it.

Stepping inside, you see that nearly all the tables are filled with commoners enjoying a drink and a meal. Four overworked barmaids weave their way about the pub, while a male human bard in his late twenties sits on a stool near the bar playing tunes on a lute. An unkempt four-foot tall drunken dwarf and a young dwarven female with a nice full body are the only noteworthy patrons.

Upon entering the establishment and taking a seat, Melick, the owner, motions for one of the barmaids to take care of the PCs. The barmaid quickly takes the PCs order. If asked anything about Spyder, she notes that she knows nothing about said individual and suggests they speak with the owner Melick.

If the question about the whereabouts of Spyder is posed to Melick, he notes that Spyder has been known to frequent his pub from time to time mainly to chat with a variety of individuals, but has not seen him in the last three days. He does note that Spyder was accompanied by a veiled woman when he saw him last, but knows nothing about her and has never seen her before. He knows little else, as he hasn't had much direct dealings with Spyder.

The bard is named Ebby, and has worked at Melick's Pub for the last eight years. If asked about Spyder, he notes he has only heard tales about the mysterious man, but never spoken with him. (If asked, feel free to make up whatever tales you desire, as these are only stories, not necessarily truths.) He does note that about seven years ago, the town was attacked by a group of werecreatures (lycanthropes) but these

abominations were quickly dealt with by some brave adventurers and about five years ago, a few individuals went missing, but he never heard why.

The dwarven drunk is named Drogg (who appeared in *SHE3-06 Seeking the Wronged*). If asked about Spyder, Drogg notes that he overheard Spyder talking with some type of slavers, perhaps members of the Scarlet Brotherhood. If the PCs inform him that Spyder has gone missing, he suggests that perhaps they tricked Spyder and enslaved him instead. (None of this is the truth, but in his usual drunken state, this is what Drogg believes he overheard.)

The young dwarven female is Melina Mumpett, who stands four feet tall. She has deep tan skin, long braided brown hair and dark eyes.

She eagerly welcomes any male PCs that may come to speak with her. She gives female PCs a scornful look and answers any questions they might have with snide, malicious responses.

If asked about Spyder, she notes that she has seen this individual a few times, but never paid much attention to him.

If any PC has the *Attention of Melina Mumpett* (from *SHE3-06 Seeking the Wronged*) and is still with her (she hasn't left due to non-payment), she notes that she is ready to settle down, who can take care of her (in all regards). If said PC agrees, she cheerfully asks if they really intend to marry her. If said PC agrees, they gain the *Marriage to Melina Mumpett*.

While here, the PCs can Gather Information (DC 10) to learn some of the local rumors. For every five over the DC, allow them an extra roll on the following chart (re-roll any duplicates):

1. Spyder seeks a rare item that others, especially some dark skinned elves, are trying to locate.
2. A strange creature from deep below Oerth with a face of an octopus seeks to eat the brains of key people, like the prince and Pengellen.
3. After nearly eight years of searching, Yeogh believes he finally has found the treasure map he has been searching for.
4. The aging dwarven sage Pengellen is considering moving back to the village of Veithem due to it being freed by the Royal Army.

5. When traveling contested lands, be careful of archers within high towers.
6. Solwer Cooperkey is being heavily guarded in his home village of Sagamore Hills.
7. There are numerous caves and ruins throughout the Principality of Ulek that have unspeakable undead abominations hidden within them that are merely awaiting for their necromantic creators to return to lead them to the destruction of all living creatures.
8. The Warlord of the Disputed Territory was never killed. Instead he tricked the entire Principality of Ulek that he was killed when it was simply a powerful underling, while he managed to sneak away.
9. The destruction of the underground Derro city has led to their total elimination of the race from the Principality of Ulek.
10. Dawana has recently gotten married.

Alchemical Transformations

Alchemical Transformations is a recently built shop made of stone and mortar. Upon entering the shop, you see a middle-aged gnomish man with spectacles sweeping the floor. He peers up at you upon noticing your entrance.

Inside the shop are numerous shelves lined with assorted glass bottles of varying colors, glass canisters filled with pellets or capsules and jars containing balms, creams, gels, oils, ointments, pastes, or powders.

The owner of the shop is Grady Gelstoner Grimplelock, the sole worker here. Seeing the PCs, he gleefully tries to sell them a variety of alchemical supplies that might be of aid to them. His available supplies include:

- All *Player's Handbook* alchemical supplies
- Blend cream (CAd)
- Clearwater tables (CS)
- Daystrider Capsule (CS)
- Endurance Elixir (CS)
- Fareye Oil (CAd)
- Freeglide (CAd)
- Hawk's Ointment (CAd)
- Keenear Powder (CAd)

- Nerv (CS)
- Softfoot (CAd)
- Suregrip (CAd)

If asked about Spyder, Grady notes that Spyder is a regular customer and he made some purchases about three days ago, but nothing since. He does note that Spyder was accompanied by a veiled woman when he saw him last, but knows nothing about her and has never seen her before. If questioned on what was purchased, he states a few doses of keenear powder (which aids in listening). Grady does not ask Spyder what he uses his purchases for, but instead focuses on ensuring that he keeps his stock full in case a large order arises. He has no additional useful information.

Wild Things

On the outside the exotic pet shop known as Wild Things has a gaudy jungle motif with fake palm trees and paintings of large beasts, such as enormous elephants and seemingly never ending snakes. Entering the shop, a Suel man in his twenties with loose light brown clothing greets you with a flashy smile.

The owner, Piler Pickaboo, is a traveler of many lands far and wide. He has various stories that he loves to tell and embellish upon. While he currently only has a number of small (diminutive and tiny) creatures, such as spiders, scorpions, and snakes, he is willing to agree to capture any animal the PCs wish to take on as a pet.

If asked about information on Spyder's whereabouts, he states that Spyder came into his shop three days ago with a companion (a veiled woman) and purchased a couple of rare spiders he had just acquired from the Amedio Jungle. He notes that Spyder frequently purchases any new species of spiders he is able to capture or acquire. He knows nothing about the veiled woman or anything of further of interest to the mission.

Reader's Rapture

When the PCs head to the Reader's Rapture, continue with Encounter 3. Ensure that both random encounters are run before the PCs arrive at the Reader's Rapture.

Gentle Garments & Garbs

Built out of wood, the Gentle Garments & Garbs likes like a rather new shop. Inside, you notice is a relatively clean shop with a wide range of clothing for the poor up to the upper middle class. A middle-aged human couple tends to the shop.

The couple, Harry and Hannah, are the owners of the shop. They built the store after the destruction of the town a few years ago. Their typical cliental includes all but the richest of Greutam's people.

When asked about Spyder, they note that while they have heard many rumors about him, they have not met him, but think such an encounter could be interesting. If asked about why Raven included their shop on her list of places to investigate, they simply shrug not knowing the answer.

Random Encounter - Orock

A tall, muscular male half-orc approaches you in a wandering pattern. As he nears you, the smell of alcohol heavily permeates the air.

Orock is a drunken dockworker. He merely wishes consume more alcohol and spend his time with someone, anyone that will listen to him. He has already been kicked out of several taverns today due to his excessive drunkenness.

If anyone gives him an alcoholic drink, he treats them as his best friend. If asked about Spyder, he notes that he doesn't mind the little critters as he has heard they eat the other nasty bugs. If asked if he has seen anything else out of the ordinary, he states that a few of the local folks have been acting a little funny, but doesn't think anything of it.

Random Encounter - Timberkos

A thin man of Oeridian decent pushes a small wooden cart towards you.

Timberkos, or so he insists folks call him, is a former Ulekian adventurer turned merchant who dislikes Keoland. He has a small wooden cart that he pushes around selling his wares.

He is about five feet, six inches tall and a bit on the thin side. He has brown hair and brown eyes. He wears brightly colored robes. He is quite silly and likely missing a few marbles.

He gave up adventuring due to the grave dangers he faced and fears of what might have been next; too many undead abominations for him especially with the business idea he came up with five years ago: selling stuffed toys.

Originally, he used to sell stuffed Keoish parrot toys, but after creating a magical stuffed Keoish parrot toy that would cry out "Rejoin the Empire, Rejoin the Empire" every time someone said the word "Keoland"; until he was visited by Keoish officials who "persuaded" him to venture into the selling of other stuffed toys.

Recently, Timberkos has come up with another idea: action figures. For a mere two gold pieces, he agrees to sell the PCs either a stuffed toy (dragons, peacocks, etc.) or an action figure of various famous Ulekian (Prince Corond, Spyder, etc.)

If asked about Spyder, he states he has never met said individual but has gotten an accurate description of him for his action figure. He knows nothing of importance to the PCs' mission.

ENCOUNTER 3: DISGUISED

Reader's Rapture is a new two-story bookstore within the rebuilding town of Greutam. Being built out of stones and mortar, it has a dull earthen outside appearance.

The inside of the shop contrasts quite differently then the outside. Set in the middle of the lower floor towards the front door is a circular table behind which stands a human man of average height and slightly chubby build. He wears a simple brown robe. As you enter, the man greets you warmly with a quirky but pleasant smile.

Behind the circular table is a large bear skin rug marking the lounging area of the bookstore. Upon the rug is a large willowy oval table around which rest two long couches and four large chairs. Resting upon the back couch is a short, tubby, middle-aged woman with straw-like hair wearing a gaudy pink dress that resembles a tent, in an odd sort of manner. She is reading a large book with a white cover and gold trim somewhat out loud, as if someone were actually listening to her.

Various full sized bookshelves line the walls, while several half height bookshelves have been arranged about the shop running parallel to the sidewalls.

Upon a door in the back of the shop, somewhat on the left side is clearly marked in common are the words, "Employees Only". To the left of the door is a metal spiral staircase that leads to the second floor.

The second floor, fifteen feet above, is open in the middle so that one can look over its railings to the first floor. From the entrance, one can see bookcases rest against the second floor's walls. A thin, nearly emaciated, elven figure stands before one of the bookcases mulling over something with his back towards the center of the shop. While an aging human, of above average height with a slender build, appears to be moving about returning books to various bookcases.

All four occupants of the shop are not as they appear; they are all in fact doppelgangers, who have taken this shop as the place for their operation. The original persons having been enslaved and taken, like Spyder, to the evil denizen Malevolence for his need for nutrition (brains).

Upon entering the shop, only the new owner, Tipuk Miejdun, shows the PCs any attention. He politely asks if they are seeking a book upon a particular subject. Books are available about a variety of mundane topics, especially those dealing with the history, customs (and the like) about the Principality of Ulek and the Keoish Empire.

Subpi Iwivt (the aging human upstairs), Mivtejdyf Assiv (the thin elven figure), and Puzpol Avver (the tubby woman) continue onward as if the PCs never entered the bookshop.

Once the whereabouts of Spyder is mentioned, Mivtejdyf Assiv suddenly and almost violently slams shut the book he was reading. Have the PCs make a Listen check (DC 0) to hear this. Also, have the PCs make a Spot check (DC 10+APL) to notice that all four occupants of the bookstore actively glancing about the store. A successful Sense Motive check (DC 20) reveals that they are specifically taking note of the PCs and each other. If questioned about slamming the book, Mivtejdyf Assiv states he was merely frustrated by not finding the information he was seeking, while the other three note they were simply startled.

All the disguised doppelgangers state they have neither met nor talked with Spyder before and thus unfortunately don't believe they can be of

any assistance. If pressed, they reiterate their position, but suggest that research can sometimes lead to remarkable finds. (This is, of course, all untrue, but the doppelgangers try to bluff their way through their story.)

At this point, any PC who acts in a hostile manner, casts a spell, uses a magic item, tries to intimidate them for any information, or moves toward the spiral staircase initiates combat with the disguised doppelgangers.

Conditions: The bookstore is well light and clean.

Tactics: APL 8: In the first round, Tipuk Miejdón (dragon shaman) changes his draconic aura from *presence* to *energy shield*, as a swift action. He then grabs his great sword (hidden underneath the circular table he stands in the middle of), then moves into (or towards) melee combat tending towards spellcasters. From the second floor, Subpi Iwivt (wizard) moves towards the edge of the opening/railing (for better visibility) and then casts his most powerful enchantment spell, focusing upon an obvious fighter or stealthy PC. Mivtejdýf Assiv (swashbuckler) moves to the edge of the second floor opening, and then dramatically dives over the railing tumbling to the first floor. If possible, he attacks a PC as he tumbles downward, otherwise he moves into melee combat, hoping to flank a PC with Tipuk Miejdón. Combat starts with Puzpol Avver (marshal) already having the minor aura *motivate charisma* (bonus on Charisma checks and Charisma-based skill check) in effect (the effect of these bonuses have not been included within the stat blocks). Puzpol Avver first rises from the couch she was sitting upon (a move action), then grabs a hidden longsword from underneath the couch.

On the second and following rounds, Tipuk Miejdón continues his melee attacks. Subpi Iwivt focus his most powerful available enchantment spell on the most disrupting PC. Mivtejdýf Assiv continues his melee attacks, ensuring to tumble into a flanking position, if possible, with Tipuk Miejdón. Puzpol Avver moves towards melee combat assisting to the most beneficial manner to her team. Each fights until killed or subdued.

APL 10-14: In the first round, Tipuk Miejdón (dragon shaman) changes his draconic aura from *presence* to *energy shield*, as a swift action. He then grabs his great sword (hidden underneath the circular table he stands in the middle of), then moves into a position to use his breath weapon

the following round. From the second floor, Subpi Iwivt (wizard) moves towards the edge of the opening/railing (for better visibility) and then casts his most powerful enchantment spell, focusing upon an obvious fighter or stealthy PC. Mivtejdýf Assiv (swashbuckler) moves to the edge of the second floor opening, and then dramatically dives over the railing tumbling to the first floor. If possible, he attacks a PC as he tumbles downward, otherwise he moves into melee combat, hoping to flank a PC with Tipuk Miejdón. Combat starts with Puzpol Avver (marshal) already having the minor aura *motivate charisma* (bonus on Charisma checks and Charisma-based skill check) and major aura *resilient troops* (bonus on all saves) in effect (the effect of these bonuses have not been included within the stat blocks). Puzpol Avver first rises from the couch she was sitting upon (a move action), grants a motive action to all her allies within 30 feet), as a standard action, and then changes her minor aura, as a swift action, to *master of tactics* (bonus on damage rolls when flanking).

On the second round, Tipuk Miejdón uses his breath weapon and then moves into melee combat (at which point he attacks in melee except for rounds when his breath weapon becomes available to him again). Subpi Iwivt focus his most powerful available enchantment spell on the most disrupting PC. Mivtejdýf Assiv continues his melee attacks, ensuring to tumble into a flanking position, if possible, with Tipuk Miejdón. Puzpol Avver grabs a hidden longsword from underneath the couch and then moves towards melee combat assisting in following rounds to the most beneficial manner to her team. Each fights until killed or subdued.

Treasure: Treasure is as noted below for each APL.

APL 8: L: 26 gp, C: 0 gp, M: +1 *glamoured mithral full plate armor* (1221 gp), +1 *great sword* (196 gp), +1 *glamoured leather armor* (347 gp), +1 *spell storing rapier* (693 gp), +1 *glamoured breastplate armor* (363 gp).

APL 10: L: 26 gp, C: 0 gp, M: +1 *glamoured mithral full plate armor* (1221 gp), +1 *great sword* (196 gp), *least crystal of energy assault (acid)* (50 gp), +1 *glamoured leather armor* (347 gp), +1 *spell storing rapier* (693 gp), +1 *glamoured breastplate armor* (363 gp).

APL 12: L: 26 gp, C: 0 gp, M: +1 *glamoured mithral full plate armor* (1221 gp), +1 *great sword* (196 gp), *lesser crystal of energy*

assault (acid) (250 gp), +1 *glamoured leather armor* (347 gp), +1 *keen spell storing rapier* (1527 gp), +1 *glamoured breastplate armor* (363 gp).

APL 14: L: 0 gp, C: 0 gp, M: +1 *glamoured mithral full plate armor* (1221 gp), +1 *great sword* (196 gp), *greater crystal of energy assault (acid)* (500 gp), +1 *glamoured leather armor* (347 gp), +1 *keen spell storing rapier* (1527 gp), +1 *glamoured breastplate armor* (363 gp), +1 *longsword* (193 gp).

Development: If any of the doppelgangers are captured, they talk to the PCs, provided that the PCs all agree to spare their lives and allow them to leave freely within the hour. If the PCs do not agree to their terms, it requires a Diplomacy (DC 35) or an Intimidate check (DC 15+APL) for them to “spill the beans”. Torturing a captive person, even a doppelganger, is an evil act and such occurrences should be noted on the PC’s AR for this event.

If the PCs get the doppelgangers to talk, they inform the PCs that they are working with a creature from the depths of the Principality of Ulek. They supply slaves and information they have learned in exchange for information the creature has learned and monetary gains (magic, gold, etc.). If asked about who or what the creature is, they don’t say until the PCs specifically mention Malevolence’s name. If asked how to find them, they supply the PCs with a number of one-time use magical transporters that will lead the PCs to the entrance of Malevolence’s new lair.

Spyder was in fact one of those individuals captured and taken to Malevolence. This occurred three days ago, when he came to the bookstore with a veiled woman to conduct some research. Not knowing they were doppelgangers, they were easily able to overpower Spyder.

None of the doppelgangers have been to Malevolence’s lair, so they cannot provide any details on what the PCs might see or encounter there. But they do note they he seems to want to move along with much haste. (A hint to the PCs that they should move along without delay.)

If all the doppelgangers were killed or cannot be persuaded to assist the PCs, a Search (DC 25) of the bookstore, which takes about 2 hours, reveals a hollow book, entitled *Brains*, contains a number of small magical buttons (one-time use magical transporters). If a PC presses one of the buttons and speaks the word “Brains”, they

instantly teleport to the entrance of Malevolence’s lair. At this point, continue with the next encounter.

APL 8 (EL 9)

Tipuk Miejdón, Doppelganger Male Ftr1/Dragon Shaman2 (1): hp 68; see *Appendix 1*.

Subpi Iwivt, Doppelganger Male Wiz2 (1): hp 44; see *Appendix 1*.

Mivtejdyf Assiv, Doppelganger Male Swashbuckler2 (1): hp 53; see *Appendix 1*.

Puzpol Avver, Doppelganger Female Marshall2 (1): hp 50; see *Appendix 1*.

APL 10 (EL 11)

Tipuk Miejdón, Doppelganger Male Ftr1/Dragon Shaman4 (1): hp 89; see *Appendix 2*.

Subpi Iwivt, Doppelganger Male Wiz4 (1): hp 54; see *Appendix 2*.

Mivtejdyf Assiv, Doppelganger Male Swashbuckler4 (1): hp 72; see *Appendix 2*.

Puzpol Avver, Doppelganger Female Marshall4 (1): hp 66; see *Appendix 2*.

APL 12 (EL 13)

Tipuk Miejdón, Doppelganger Male Ftr1/Dragon Shaman6 (1): hp 110; see *Appendix 3*.

Subpi Iwivt, Doppelganger Male Wiz6 (1): hp 65; see *Appendix 3*.

Mivtejdyf Assiv, Doppelganger Male Swashbuckler6 (1): hp 92; see *Appendix 3*.

Puzpol Avver, Doppelganger Female Marshall6 (1): hp 83; see *Appendix 3*.

APL 14 (EL 15)

Tipuk Miejdón, Doppelganger Male Ftr1/Dragon Shaman8 (1): hp 143; see *Appendix 4*.

Subpi Iwivt, Doppelganger Male Wiz8 (1): hp 75; see *Appendix 4*.

Mivtejdyf Assiv, Doppelganger Male Swashbuckler8 (1): hp 111; see *Appendix 4*.

Puzpol Avver, Doppelganger Female Marshall8 (1): hp 99; see *Appendix 4*.

ENCOUNTER 4: TO THE MIND FLAYER'S LAIR

Having pressed the magical button and spoken the solitary word "Brains", a whirling sensation fills the pit of your stomach and a rush of movement streaks past your eyes. In a mere moment your surroundings are no longer anything with the town of Greutam, but rather of a place of earthen rock.

It is easy enough to determine that you are underground within a cave system somewhere deep below the surface. One side of the cave ten-foot wide tunnel has been collapsed, and thus only one path exists before you. Light magically emanates from the cave walls.

Upon finding this locale, Malevolence had his minions collapsed the tunnel. With the mind flayer's ability to *teleport*, they are able to leave this area, if the need arises. (Also, at higher APLs, the tunnel could easily be cleared by the use of disintegrate via the beholders.)

Clearing a five-foot path through the collapsed stone takes approximately fifteen minutes. PCs traversing this way find it leads to an assortment of seemingly never ending tunnels. At some point, these wandering PCs should realize that their goal does not lie in this direction.

PCs with the stonecunning ability know they are approximately one mile beneath the surface.

The cave system beyond this point exists within a vein of silver, except for Malevolence's lair. Thus teleportation from the surface (or visa versa) is only successfully done to this location and the mind flayer's lair. The silver vein also blocks travel through the stone tunnels to any creature that cannot also travel through metal.

Also remember if any PC within the party possesses the *Ring of Malevolence* (from ULP7-08 *Downward: Rock Bottom*), all combatants within Encounter Five and Six are able to take all necessary preparations (pre-casting spells, using magical consumables, etc.) before the PCs encounter them.

PCs with an *Enmity of Malevolence* (from ULP3-03 *Even Further Downward*, ULP4-01 *Even Further Downward Still* or ULP5-03 *Mind Games*) gain the focus of Malevolence's allies and minions attacks over those without it. Opponents gain a +1 circumstance bonus to all attack rolls for each enmity a PC possesses, which stacks with the

bonus gained from the *Wrath of the Sheldomar Valley Mind Flayers*.

PCs possessing the *Wrath of the Sheldomar Valley Mind Flayers* (from ULP5-03 *Mind Games*) gain the focus of Malevolence's allies and minions attacks over those without it. The *Enmity of Malevolence*, however, takes precedence in this event. Opponents gain a +1 circumstance bonus to all attack rolls for each death chest the PC currently possesses, which stacks with the bonus gained from the *Enmity of Malevolence*.

When the PCs continue down the open tunnel, continue with Encounter 5.

ENCOUNTER 5: LAIR OF THE BRAIN EATER'S EYES

The tunnel walls, of which you traverse, are slick with mineral enriched water. Thus a number of stalactites and stalagmites have formed. The ground is rough, rocky, and uneven slowing the travel over those who move upon it.

PCs, with the Track feat, who search for any tracks may make a Survival check (DC 20+APL) to notice several small and medium sized humanoid footsteps heading away from the cave-in. No other clues of inhabitants lie within the tunnel entrance.

The tunnel before you twists and turns randomly with a number of small side passages that contain nothing but dirt and rock. After a few thousand feet of travel down the tunnel, you see that just over one hundred feet ahead, the tunnel turns sharply to the right and seems to expand into an underground cavern. However, from your current vantage point, it is difficult to tell.

Allow the PCs to take any precautions they wish before moving onward. At the one hundred foot mark before the entrance to the cavern ahead is a solitary (*greater*) *dispel magic* trap. Anyone moving into this area without stating the password is targeted with a (*greater*) *dispel magic* courtesy of Malevolence.

APL 8-10

Dispel Magic Trap: magical; proximity trigger; automatic reset; password bypass ("brains" in Undercommon); spell effect (targeted *greater dispel magic*, 12th-level wizard); Search DC 28; Disable Device DC 28.

APL 12-14

Greater Dispel Magic Trap: magical; proximity trigger; automatic reset; password bypass (“brains” in Undercommon); spell effect (targeted *greater dispel magic*, 12th-level wizard); Search DC 31; Disable Device DC 31.

Once the PCs reach the entrance to the underground cavern, continue with the following:

Reaching the opening, you see solitary spherical creature of about three feet in diameter. It has a leathery body with four slender eyestalks, each terminating in a small lidless eye, floating about the middle of the underground cavern. A fifth eye, much larger than these, is located on the front of the sphere, above a toothy maw.

Behind the creature, towards the back of the underground cavern, is a large cooper gong, about ten feet in diameter, with a large metal mallet resting upon the ground.

The underground cavern is circular in nature and about 120 feet in diameter and has nine other entrances into it: two on the left and right sides each about twenty feet up, four overhead, and one on the opposite side from which you entered on ground level.

Unless the PCs are approaching in stealth mode (*invisible*, hiding and moving silently, etc.), continue with the following:

Upon noticing you, the creature blinks its large eye a couple of times before opening its toothy maw to speak in Common. As it does so a string of syrupy salvia drops from its mouth to the floor below it. “I see we have visitors. I must warn you before entering that my master might not be so welcome to your presence here. Thus, for your own well being, may I suggest that you go back from which you came?” Its words seem to rebound and echo off the walls, as the creature politely smiles at you waiting for your response.

The creature is a lawful neutral spectator (from the *Lords of Madness*), who has been given the name “Watcher”. It does not wish to harm the PCs (unless of course they ignore or attack it). It truly believes that the best course for the PCs is to leave this area and leave his master (Malevolence) in peace. If asked who his master is, the spectator states that he cannot say his name per his master’s instruction. If asked if his

master is Malevolence, he rotates slightly forward, as if nodding, and simply states yes.

If the PCs agree to leave, the spectator follows them until it is satisfied that they will not return.

If the PCs enter the underground cavern or attack the creature, it bellows out, “Attack, attack”. At this point, a variety of other beholderkin (number and types dependent on APL) fly into the cavern from the left, right, and overhead tunnels.

All the beholderkin have been *charmed* and *dominated* by Malevolence (which they willingly accepted) and fight to the death. The spells were cast at 12th level. If captured, they say nothing. Even if the *charm* or *domination* are *dispelled*, they are still totally loyal to Malevolence. These are merely protections setup for Malevolence’s (mainly) and their protection.

Several of the beholderkin wear various magical items on their eyestalks with limits presented in the *Lords of Madness* (page 45). These include:

- One headband, hat, or phylactery on the body. A beholder can only wear a helmet specially designed to fit over the creature’s entire body.
- Three pairs of eye lenses or goggles over the central eye and up to two eyestalks (one pair per eye or eyestalk).
- Three amulets, brooches, medallions, necklaces, periapts, or scarabs on up to three eyestalks (one item per eyestalk).
- One belt worn about an eyestalk.
- One pair of bracers or bracelets on a pair of eyestalks.
- Up to three rings on up to three eyestalks (one ring per eyestalk).

Conditions: The cavern is circular in nature and about 120 feet in diameter. The distance between the floor and the ceiling is 60 feet. The cavern has numerous magical light sources throughout it. The ground is rough, rocky and uneven, thus it is concerned difficult terrain (which has no effect on the flying beholderkin).

Tactics: APL 8: The spectator continues to alert the other beholderkin (until all his companions have arrived in the cavern), while it moves out of melee range (likely by ascending

upward to the ceiling) and directs its central eye towards spell casters and communicates with a fighter-type via his *telepathy* eye ray attempting to suggest them. If any PCs are spread out, it prefers to use its *inflict moderate wounds* eye ray upon them, followed by its *hold monster* and *fatigue* eye rays.

Entering the cavern from the side passages, after their attention has been drawn by all yelling of the spectator, the gas spores move into melee combat from above (granting a +1 bonus from higher ground) with the nearest non-beholderkin combatant and attempt to slam them until destroyed.

The gauths enter the cavern from the side passages (twenty feet up). As a swift action, they use 3 charges on their *amulet of tears* granting them 24 temporary hit points. Then they use their *dispel magic* and *paralysis* (on which it wears a *lens of ray extending*) eye rays, followed the preference order of *scorching ray*, *inflict moderate wounds*, *exhaustion*, and *sleep*. In following rounds, they ascend towards the ceiling to avoid melee combat.

APL 10: Same as APL 10, but directors descend from two tunnels above, staying near the ceiling (to avoid melee combat). They initially use their *enervation* (on which it wears a *lens of ray chaining*), on spellcasters, and *slow*, on fighter-types, eye rays, but after taking 20 points of damage (or when the opportunity to use multiple sets of eye rays) switch to eye rays that do damage, such as *burning ray*, *force missile*, and *freezing ray*.

APL 10 & 12: Same as APL 10, but beholder(s) descends from another (the other two) tunnels above, staying near the ceiling (to avoid melee combat). After entering the cavern, it initially uses its *disintegrate* eye ray (on which it wears a *lens of ray doubling*) and *finger of death* on spell casters, while focusing its *slow* eye ray on fighter-types, all as free actions. It also directs its central eye straight down, but will fly about the room and direct it at any PC that appears to be flying without the use of wings. Additionally, it uses its telekinesis eye ray to pickup the metal mallet and strike the gong alerting all within the complex to an invasion by intruders. If the opportunity presents itself to use other eye rays, it prefers to use its *sleep*, *flesh to stone*, and *inflict moderate wounds* eye rays. For the first three rounds of command, it uses its standard action to activate its *ring of avoidance* (granting it a +20 deflection bonus).

After that point, it attempts to use its flyby attack ability.

Treasure: Treasure is as noted below for each APL.

APL 8: L: 0 gp, C: 0 gp, M: 3 *amulet of tears* (192 gp each), 3 *lens of ray of extending* (208 gp each).

APL 10: L: 0 gp, C: 0 gp, M: 3 *ring of divergence [acid]* (1500 gp each), 3 *lens of ray chaining* (917 gp each), *amulet of tears* (192 gp), *lens of ray of extending* (208 gp).

APL 12: L: 0 gp, C: 0 gp, M: *ring of avoidance* (833 gp), *lens of ray doubling* (1333 gp), 2 *ring of divergence [acid]* (1500 gp each), 2 *lens of ray chaining* (917 gp each), *amulet of tears* (192 gp), *lens of ray of extending* (208 gp).

APL 14: L: 0 gp, C: 0 gp, M: 2 *ring of avoidance* (833 gp each), 2 *rings of force armor* (2500 gp each), 2 *lens of ray doubling* (1333 gp), 4 *ring of divergence [acid]* (1500 gp each), 4 *lens of ray chaining* (917 gp each), 4 *amulet of tears* (192 gp each), 4 *lens of ray of extending* (208 gp each).

APL 8 (EL 10)

Gauth (3): hp 50 each; *amulet of tears*, *lens of ray extending*; see *Monster Manual*, pages 25-26.

Spectator (1): hp 30; see *Appendix 1*.

Gas Spore (2): hp 38 each; see *Appendix 1*.

APL 10 (EL 12)

Director (3): hp 66 each; *ring of divergence (acid)*, *lens of ray chaining*; see *Appendix 2*.

Gauth (1): hp 50; *amulet of tears*, *lens of ray extending*; see *Monster Manual*, pages 25-26.

Spectator (1): hp 30; see *Appendix 2*.

Gas Spore (3): hp 38 each; see *Appendix 2*.

APL 12 (EL 14)

Beholder (1): hp 99; *ring of avoidance*, *lens of ray doubling*; see *Monster Manual*, pages 25-27.

Director (2): hp 66 each; *ring of divergence (acid)*, *lens of ray chaining*; see *Appendix 3*.

Gauth (1): hp 50; *amulet of tears*, *lens of ray extending*; see *Monster Manual*, pages 25-26.

Spectator (1): hp 30; see *Appendix 3*.

Gas Spore (3): hp 38 each; see *Appendix 3*.

APL 14 (EL 16)

Beholder (2): hp 99 each; *ring of avoidance*, *rings of force armor* (+5 armor bonus), *lens of ray doubling*; see *Monster Manual*, pages 25-27.

Director (4): hp 66 each; *ring of divergence (acid)*, *lens of ray chaining*; see *Appendix 4*.

Gauth (4): hp 50 each; *amulet of tears*, *lens of ray extending*; see *Monster Manual*, pages 25-26.

Spectator (1): hp 30; see *Appendix 4*.

Gas Spore (3): hp 38 each; see *Appendix 4*.

ENCOUNTER 6: THE BLIND AND THE MAD

Having dealt with the various beholderkin, you press on through the zigzagging tunnel. After about fifteen minutes of travel, you see ahead about one hundred feet that the tunnel turns sharply to the right.

After the sharp turn, the tunnel expands into a 30-foot wide and 150-foot long area that is lined with stalactites and stalagmites that are slick with mineral enriched water. These stalactites and stalagmites do not inhibit movement nor do they provide cover, but they do allow the inhabitants here something to hide behind.

Allow the PCs to make a Listen check (DC 16) to hear a solitary speaking in Undercommon. Due to the nature of this area, it is difficult to pinpoint the location of the voice, but anyone who speaks Undercommon is able to determine that the voice seems to be directing others in some fashion.

If the grimlocks and derro hear the PCs approach (have them make Listen checks), the gong was rung from the previous encounter, or any PC has the *Ring of Malevolence*, the grimlocks and derro are prepared for the PCs. Thus, the grimlocks are thirty feet from the tunnel's entrance hiding in anticipation of an attack. The derro "barshall" is hidden sixty feet behind the grimlocks and the derro sorcerer sixty feet behind the derro "barshall".

If the grimlocks and derro are not aware of the PC's approach, they are in the same possession as noted above, but not hidden.

Once the PCs enter the area, the grimlocks (who possess the blindsight ability out to 40 feet) raise the alarm of intruders. The combatants here fight to the death, due to their utmost loyalty (and fear) of Malevolence.

Conditions: The cavern has numerous magical light sources throughout it. The ground has been smoothed over and thus does not inhibit movement, like the other sections of Malevolence's lair.

Tactics: Once setting off the alarm, the grimlocks move into melee combat, flanking if possible, taking an attack if possible. On the following round, they enter their dervish dance, moving ten feet before their first attack, thus granting them their skirmish ability (+2d6 points of damage) on all attacks. They continue dancing for three rounds at which point they are fatigued (can neither run nor charge and takes a -2 penalty to Strength and Dexterity), but they immediately rage. Once the rage ends, the grimlocks are exhausted (moves at half speed and takes a -6 penalty to Strength and Dexterity).

The derro "barshall" (the voice in Undercommon) is already directing his allies with his active auras (motivate dexterity and motivate attack), which are not calculated into the stat blocks. He begins the first round of combat by casting inspirational boost (as a swift action) then inspire courage via bardic music. In subsequent rounds, he switches his auras and either casts spells or grants a move action to best aid his allies.

The derro savant (sorcerer) casts *shock and awe*, if there is a surprise round and then moves forward. Otherwise, he drinks a *potion of eagle's splendor* (already in hand) and moves forward. In subsequent rounds, he moves to stay out of melee combat and casts spells as appropriate.

Treasure: Treasure is as noted below for each APL.

APL 8: L: 56 gp, C: 0 gp, M: +1 *eager battleaxe* (693 gp), *least crystal of energy assault (electricity)* (50 gp), +1 *handaxe* (192 gp), *arcanist's gloves* (42 gp), 2 *potion of eagle's splendor* (25 gp each), *rearguard's cape* (167 gp).

APL 10: L: 70 gp, C: 0 gp, M: 2 +1 *eager battleaxe* (693 gp each), 2 *lesser crystal of energy assault (electricity)* (250 gp each), 2 +1 *handaxe* (192 gp each), 2 *torc of the titans* (275 gp each), *arcanist's gloves* (42 gp),

lesser rod of silence (250 gp), 2 *potion of eagle's splendor* (25 gp each), *rearguard's cape* (167 gp).

APL 12: L: 70 gp, C: 0 gp, M: 2 +1 *eager battleaxe* (693 gp each), 2 *lesser crystal of energy assault (electricity)* (250 gp each), 2 +1 *warning handaxe* (692 gp each), 2 *torc of the titans* (275 gp each), *arcanist's gloves* (42 gp), *rod of silence* (917 gp), 2 *potion of eagle's splendor* (25 gp each), *rearguard's cape* (167 gp).

APL 12: L: 70 gp, C: 0 gp, M: 4 +1 *eager battleaxe* (693 gp each), 4 *lesser crystal of energy assault (electricity)* (250 gp each), 4 +1 *warning handaxe* (692 gp each), 4 *torc of the titans* (275 gp each), 4 *gloves of fortunate striking* (167 gp each), *arcanist's gloves* (42 gp), *rod of silence* (917 gp), 2 *potion of eagle's splendor* (25 gp each), *rearguard's cape* (167 gp).

APL 8 (EL 11)

Grimlock Brb1/Rng2/Scout5/Dervish1 (1): hp 96; see *Appendix 1*.

Derro Sor4 (1): hp 41; see *Appendix 1*.

Derro Brd2/Mar2 (1): hp 50; see *Appendix 1*.

APL 10 (EL 13)

Grimlock Brb1/Rng2/Scout5/Dervish1 (2): hp 96; see *Appendix 2*.

Derro Sor6 (1): hp 50; see *Appendix 2*.

Derro Brd2/Mar4 (1): hp 65; see *Appendix 2*.

APL 12 (EL 15)

Grimlock Brb1/Ftr2/Rng2/Scout5/Dervish1 (2): hp 115; see *Appendix 3*.

Derro Sor8 (1): hp 59; see *Appendix 3*.

Derro Brd3/Mar5 (1): hp 78; see *Appendix 3*.

APL 14 (EL 17)

Grimlock Brb1/Ftr2/Rng2/Scout5/Dervish1 (4): hp 115; see *Appendix 4*.

Derro Sor10 (1): hp 68; see *Appendix 4*.

Derro Brd3/Mar7 (1): hp 93; see *Appendix 4*.

ENCOUNTER 7: DEATH OF AN ICON

If the PCs have not rested since the start of the event, continue with the following, otherwise go to Conclusion: Failure.

As you start to head through the secret door, and down the smooth rounding hallway, you hear a single raised malicious voice, "Tell me the secret that I need to know you insignificant bug. I have gained all other knowledge and I'm but a step away from immortality. Tell me now and your death shall be quick. Otherwise I'll consume your brains in tiny bites ensuring to relish every ounce of pain you feel until you have been crushed into the hard rocky ground."

The voice is that of the mind flayer Malevolence, who has Spyder grabbed with all four of his tentacles and is but a moment away from extracting and consuming Spyder's information rich brain. Malevolence's anger at Spyder for attempting to withhold the last piece of information the mind flayer needs to start the process to become an alhoon (mind flayer lich) has led him to speak out instead of using his telepathy ability. (It is quite rare that a mind flayer speak out loud.)

Have the PCs make a Listen check (DC 15+distance modifier from the lead PC). Those that succeed and understand Undercommon hear Spyder quietly reply to Malevolence with the following:

"Funny that a creature as powerful as you must seek such precious information from an insignificant bug like myself, but to keep this play moving along, the answer you seek is that you must consume a portion of your creator's soul."

At this point, allow the PCs to take a single round of actions, such as moving forward to see what lies ahead or casting a spell in anticipation of combat. If any PC attempts to disrupt the next scene, cut them off and proceed onward with the event. Once the PCs are done, continue with the following:

The malicious voice returns, but much calmer now, "Thank you, I knew you'd see it my way. Farewell Spyder." And as those words start to penetrate your minds, you hear a loud clear crack and then a sucking sound of the consumption of a delicious meal."

The next few moments pass by, like waiting to hear the next drop of water fall from a leaking facet. Then suddenly, the eerie silence is broken by a wretched, painful scream. "What have you done to me you? The pain is . . ." Then a loud thud rings in your ears, followed by low mumbling of pain.

Read the following to those PCs who entered the room during their single round of actions or when they do enter the room.

What you see before your eyes finally catches up with that which you have just heard, a strange regal humanoid-shaped being about as tall as a human with rubbery, greenish-mauve flesh that glistens with slime and a four-tentacled octopus-like head. The creature's bloated white eyes are fixated upon a male human held tightly within the creature's four tentacles. The man, who has a tattoo of a spider's web around one of his eyes, is dressed in black silks with a cloak that resembles a large spider's web. On his left hand is a black ring that has been crafted to look like a spider with two dark red ruby eyes. Around his neck is an amulet that looks like a spider in its web.

A thin human woman in black lies upon the ground before them, her face is covered by a veil and a small pool of blood has formed around her head.

Suddenly, the creature's four tentacles tear open the male human's skull and then is quickly followed up a long tongue that sucks up the exposed brain.

You strangely notice a slight smile upon the man's face, as his body falls to the ground next to the dead veiled woman with his hand touching hers. This is followed by the creature screaming out and then falling to its knees as it writhes in pain behind the now two peaceful humans.

Realizing that he was being hunted down by the mind flayer for rare knowledge he possessed, three days ago Spyder went about the town of Greutam searching for information on the creation of a rare cursing poison that can only be removed by a *wish* spell. Spyder consumed the poison, unbeknownst to Malevolence, when the mind flayer was devouring the brains of Spyder's veiled companion, just mere moments before his own brain was consumed. Spyder having built up a tolerance for various poisons over the past few

years was able to shunt his cursing poison for a short period of time; a period long enough for him to trick Malevolence. The consumption of Spyder's brain has lead Malevolence to also be effected by the cursing poison, a fact that Spyder knew upon sacrificing himself to destroy the abomination known as Malevolence.

Any PC with the *Debt of Malevolence* (from *ULP3-03 Even Further Downward* and *ULP4-01 Even Further Downward Still*) is requested to remove the poison from his soon-to-be-dead body (in Encounter Seven) and take his brain to the mind flayer's society deep underneath the Principality of Ulek so it can join the Elder Brain. This costs said PCs 8 TUs in their travels. If any PC happens to have two unpaid debts, Malevolence requests that one of these PCs willingly accept his next spell, thus choosing to fail the saving throw and lowering any SR. He then *magic jars* into their body. All other PCs with two unpaid debts are requested to guard the (unknowingly) magic jarred PC and the magic jar itself without question. The magic jarred PC is removed from play unless the situation can be rectified by the end of the event. If attacked, Malevolence teleports away in his new body.

PCs that are able to search Malevolence's body find three spellbooks (*Malevolence's Spellbook I, II, & III*). Nothing else of value can be found here.

At this point, see how the PCs handle returning to the surface world and what they do with Spyder and his companion's body and possessions.

Once everything within this encounter has been resolved, continue with the Conclusion.

CONCLUSION

CONCLUSION: SUCCESS

You found Spyder, but not before he was killed in dramatic fashion by the mind flayer Malevolence, who unknowingly brought about his own death from the consumption of Spyder's brain. Such a noble, self-less sacrifice to ensure the protection of his beloved country.

If the PCs bring Spyder's body and all his possessions back to Raven (*Latrodectus Mactans*) and/or the Web, they gain the *Thanks of the Web*.

If all the evil denizens within Malevolence's lair were killed or captured and the slaves freed, the PCs gain the *Thanks of the Mine Rangers*.

By freeing the slaves within Malevolence's lair, one of them is able to arrange for the illithid rune to be permanently removed negating all results of the *Illithid Experimentation* (from ULP6-06 Mind Your Elders) save for access to the Badge of Bondage feat (Dragon #315).

CONCLUSION: FAILURE

You were unable to locate Spyder and bring him back safely. What his fate is will forever be a mystery.

EPILOGUE

"Emerald, my long time assistant, the webs of deceit and deception are sometimes woven thicker than the best of good folks. It is quite unfortunate that we have lost such valuable friends and supporters of the Principality of Ulek due to the evils that plague these lands. All of Ulek should weep this day." And with this, a single tear was shed from Oldid Silverbeard's right eye and slowly dripped down his cheek to his thick dwarven beard before dropping to the good land of the Principality of Ulek.

The End

EXPERIENCE POINT SUMMARY

To award experience for this adventure, add up the values for the objectives accomplished. Then assign the experience award. Award the total value (objectives plus roleplaying) to each character.

Encounter 3

Defeat doppelgangers.

APL 8: 270 xp.

APL 10: 330 xp.

APL 12: 390 xp.

APL 14: 450 xp.

Encounter 5

Defeat beholderkin.

APL 8: 300 xp.

APL 10: 360 xp.

APL 12: 420 xp.

APL 14: 480 xp.

Encounter 6

Defeat grimlocks.

APL 8: 330 xp.

APL 10: 390 xp.

APL 12: 450 xp.

APL 14: 510 xp.

Story Award

Witness death of Spyder and Malevolence.

APL 8: 135 xp.

APL 10: 180 xp.

APL 12: 225 xp.

APL 14: 270 xp.

Discretionary Roleplaying Award

APL 8: 90 xp.

APL 10: 90 xp.

APL 12: 90 xp.

APL 14: 90 xp.

Total possible experience

APL 8: 1,125 xp.

APL 10: 1,350 xp.

APL 12: 1,575 xp.

APL 14: 1,800 xp.

TREASURE SUMMARY

During an adventure, characters encounter treasure, usually finding it in the possession of their foes. Every encounter that features treasure has a "treasure" section within the encounter description, giving information about the loot, coins, and magic items that make up the encounter's treasure.

The loot total is the number of gold pieces each character gains if the foes are plundered of all their earthly possessions. Looting the bodies takes at

least 10 minutes per every 5 enemies, and if the characters cannot take the time to loot the bodies, they do not gain this gold. If you feel it is reasonable that characters can go back to loot the bodies, and those bodies are there (i.e., not carted off by dungeon scavengers, removed from the scene by the local watch, and so on), characters may return to retrieve loot. If the characters do not loot the body, the gold piece value for the loot is subtracted from the encounter totals given below.

The coin total is the number of gold pieces each character gains if they take the coin available. A normal adventuring party can usually gather this wealth in a round or so. If for some reason, they pass up this treasure, the coin total is subtracted from the encounter totals given below.

Next, the magic items are listed. Magic item treasure is the hardest to adjudicate, because they are varied and because characters may want to use them during the adventure. Many times characters must cast *identify*, *analyze dweomer* or similar spell to determine what the item does and how to activate it. Other times they may attempt to use the item blindly. If the magic item is consumable (a potion, scroll, magic bolts, etc.) and the item is used before the end of the adventure, its total is subtracted from the adventure totals below.

Once you have subtracted the value for unclaimed treasure from each encounter add it up and that is the number of gold pieces a characters total and coin value increase at the end of the adventure. Write the total in the GP Gained field of the adventure certificate. Because this is a Regional adventure, characters may spend additional Time Units to practice professions or create items immediately after the adventure so this total may be modified by other circumstances.

L = Looted gear from enemy; C = Coin, Gems, Jewelry, and other valuables; M = Magic Items.

Encounter 3:

APL 8: L: 26 gp, C: 0 gp, M: +1 *glamoured mithral full plate armor* (1221 gp), +1 *great sword* (196 gp), +1 *glamoured leather armor* (347 gp), +1 *spell storing rapier* (693 gp), +1 *glamoured breastplate armor* (363 gp).

APL 10: L: 26 gp, C: 0 gp, M: +1 *glamoured mithral full plate armor* (1221 gp), +1 *great sword* (196 gp), *least crystal of energy assault (acid)* (50 gp), +1 *glamoured leather armor* (347 gp), +1 *spell storing rapier* (693 gp), +1 *glamoured breastplate armor* (363 gp).

APL 12: L: 26 gp, C: 0 gp, M: +1 *glamoured mithral full plate armor* (1221 gp), +1 *great sword* (196 gp), *lesser crystal of energy assault (acid)* (250 gp), +1 *glamoured leather armor* (347 gp), +1 *keen spell storing rapier* (1527 gp), +1 *glamoured breastplate armor* (363 gp).

APL 14: L: 0 gp, C: 0 gp, M: +1 *glamoured mithral full plate armor* (1221 gp), +1 *great sword* (196 gp), *greater crystal of energy assault (acid)* (500 gp), +1 *glamoured leather armor* (347 gp), +1 *keen spell storing rapier* (1527 gp), +1 *glamoured breastplate armor* (363 gp), +1 *longsword* (193 gp).

Encounter 5:

APL 8: L: 0 gp, C: 0 gp, M: 3 *amulet of tears* (192 gp each), 3 *lens of ray of extending* (208 gp each).

APL 10: L: 0 gp, C: 0 gp, M: 3 *ring of divergence [acid]* (1500 gp each), 3 *lens of ray chaining* (917 gp each), *amulet of tears* (192 gp), *lens of ray of extending* (208 gp).

APL 12: L: 0 gp, C: 0 gp, M: *ring of avoidance* (833 gp), *lens of ray doubling* (1333 gp), 2 *ring of divergence [acid]* (1500 gp each), 2 *lens of ray chaining* (917 gp each), *amulet of tears* (192 gp), *lens of ray of extending* (208 gp).

APL 14: L: 0 gp, C: 0 gp, M: 2 *ring of avoidance* (833 gp each), 2 *rings of force armor* (2500 gp each), 2 *lens of ray doubling* (1333 gp), 4 *ring of divergence [acid]* (1500 gp each), 4 *lens of ray chaining* (917 gp each), 4 *amulet of tears* (192 gp each), 4 *lens of ray of extending* (208 gp each).

Encounter 6:

APL 8: L: 56 gp, C: 0 gp, M: +1 *eager battleaxe* (693 gp), *least crystal of energy assault (electricity)* (50 gp), +1 *handaxe* (192 gp), *arcanist's gloves* (42 gp), 2 *potion of eagle's splendor* (25 gp each), *rearguard's cape* (167 gp).

APL 10: L: 70 gp, C: 0 gp, M: 2 +1 *eager battleaxe* (693 gp each), 2 *lesser crystal of energy assault (electricity)* (250 gp each), 2 +1 *handaxe* (192 gp each), 2 *torc of the titans* (275 gp each), *arcanist's gloves* (42 gp), *lesser rod of silence* (250 gp), 2 *potion of eagle's splendor* (25 gp each), *rearguard's cape* (167 gp).

APL 12: L: 70 gp, C: 0 gp, M: 2 +1 *eager battleaxe* (693 gp each), 2 *lesser crystal of energy assault (electricity)* (250 gp each), 2 +1 *warning handaxe* (692 gp each), 2 *torc of the titans* (275 gp each), *arcanist's gloves* (42 gp), *rod of silence* (917 gp), 2 *potion of eagle's splendor* (25 gp each), *rearguard's cape* (167 gp).

APL 12: L: 70 gp, C: 0 gp, M: 4 +1 *eager battleaxe* (693 gp each), 4 *lesser crystal of energy assault (electricity)* (250 gp each), 4 +1 *warning handaxe* (692 gp each), 4 *torc of the titans* (275 gp each), 4 *gloves of fortunate striking* (167 gp each), *arcanist's gloves* (42 gp), *rod of silence* (917 gp), 2 *potion of eagle's splendor* (25 gp each), *rearguard's cape* (167 gp).

Encounter 7:

APL 8-14: L: 0 gp, C: 0 gp, M: *Malevolence's Spellbook's* (1079 gp).

Total Possible Treasure (Maximum Reward Allowed)

APL 8: L: 82 gp, C: 0 gp, M: 6293 gp – Total: 6375 gp (1,300 gp).

APL 10: L: 96 gp, C: 0 gp, M: 14929 gp – Total: 15025 gp (2,300 gp).

APL 12: L: 96 gp, C: 0 gp, M: 17379 gp – Total: 17475 gp (3,300 gp).

APL 14: L: 70 gp, C: 0 gp, M: 35510 gp – Total: 35580 gp (6,600 gp).

ITEMS FOR THE ADVENTURE RECORD

Special

Thanks of The Web: For returning the body of Spyder and all his gear to The Web, this PC has been given access (Frequency: Adventure) to any one non-closed spell, of a spell level they could cast at the conclusion of this event, from the *Spell Compendium* of the PC's choice or any one non-closed magical clothing or tool (maximum value of 1000*APL played) from the *Magic Item Compendium*. Members of The Web gain access (Frequency: Adventure) to two such choices.

Items selected should be noted on this AR below:

Mark this favor as USED when all accesses have been selected.

Thanks of the Mine Rangers: For assisting with clearing out one of the caves of the Principality of Ulek and freeing a number of slaves, this PC gains access (Frequency: Regional) to purchase one of the following magic items (DMG): *immovable rod*, *rod of metal and mineral detection*, *staff of earth and stone*, *elemental gem (earth)*, *stone of alarm*, *goggles of night*, *stone of good luck*.

Members of the Mine Rangers may purchase one of each of afore mentioned magic items.

Illithid Experimentation Corrected: For saving a number of enslaved persons from the clutches of the abomination known as Malevolence, one of them is able to arrange for the illithid rune to be permanently removed negating all results of the experimentation save for access to the Badge of Bondage feat (Dragon #315).

Used Gratitude of Noblish: This PC has used (expended) the Gratitude of Noblish (from *SHE3-07 The Wrong Corrected*) by purchasing a *truelight lantern* (MIC).

Marriage to Melina Mumpett: You have agreed to marry Melina Mumpett, which occurs one month after the play date of this AR. All bonuses gained with the *Attention of Melina Mumpett* stay in effect and they also gain a +1 morale bonus to AC and saving throws whenever they have less then 10 hit points; but for each Time Unit (TU) the PC spends after this one on this AR, they must pay 100 gp to keep Melina happy, pleased, and satisfied. Failure to pay results in Melina getting upset and leaving the PC. Once Melina has left the PC, her attention cannot be regained and all bonuses related to her *Attention* become penalties and all bonuses related to the Marriage are lost.

Malevolence's Spellbook I: This spellbook has a white leathery cover and is written in deep bright red ink.

0 – *arcane mark*, *daze*, *detect magic*, *detect poison*, *mage hand*, *message*, *read magic*, *resistance*

1st – *charm person*, *color spray*, *endure elements*, *hypnotism*, *mage armor*, *shield*, *sleep*

2nd – *blindness/deafness*, *darkness*, *daze monster*, *detect thoughts*, *fox's cunning*, *glitterdust*, *Tasha's hideous laughter*, *touch of idiocy*, *web*

3rd – *arcane sight, clairaudience/clairvoyance, deep slumber, dispel magic, haste, hold person, nondetection, suggestion*

4th – *charm monster, confusion, crushing despair, greater invisibility, lesser geas, minor globe of invulnerability, stonewall*

5th – *dominate person, feeblemind, mind fog*

Price: 5,000 gp; Weight: 3 lbs.

Malevolence's Spellbook II: This spellbook has a black leathery cover and is written in a dark crimson colored ink.

4th – *dimension door, dimensional anchor*

5th – *hold monster, symbol of sleep, teleport*

6th – *contingency, geas/quest, mass suggestion, shadow walk, true seeing, symbol of persuasion*

Price: 2,950 gp; Weight: 3 lbs.

Malevolence's Spellbook III: This spellbook has a dark flesh-like cover and is written in blood.

1st – *distract (SpC), incite (SpC), inhibit (SpC), shock and awe (SpC)*

2nd – *darkbolt (LoM), detect aberration (LoM), entice gift (SpC), mechanus mind (SpC), mindless rage (SpC), rebuke (SpC), sting ray (SpC), torrent of tears (CM)*

3rd – *arms of plenty (LoM), bothersome babble (CM), invoke the cerulean sign (LoM), mesmerizing glare (SpC), miser's envy (SpC), ray of dizziness (SpC), suppress breath weapon (SpC), undulant innards (LoM)*

4th – *battle hymn (SpC), greater rebuke (SpC), Melf's slumber arrows (CM), Vecna's malevolent whisper (CM)*

6th – *endless slumber (CM), probe thoughts (LoM)*

7th – *final rebuke (SpC), hiss of sleep (SpC), symphonic nightmare (SpC), transfix (SpC)*

Price: 5,000 gp; Weight: 3 lbs.

Item Access

APL 8:

- +1 Eager Battleaxe (Adventure, MIC)
- +1 Glamoured Breastplate Armor (Adventure, DMG)
- +1 Glamoured Leather Armor (Adventure, DMG)

- +1 Glamoured Mithral Full Plate Armor (Adventure, DMG)
- +1 Spell Storing Rapier (Adventure, DMG)
- Amulet of Tears (Adventure; MIC)
- Arcanist's Gloves (Adventure, MIC)
- Blend Cream (Adventure, CAd)
- Clearwater Tablets (Adventure, CS)
- Daystrider Capsule (Adventure, CS)
- Endurance Elixir (Adventure, CS)
- Fareye Oil (Adventure, CAd)
- Focusing Candle (Adventure, CAd; Limit 1)
- Freeglade (Adventure, CAd)
- Hawk's Ointment (Adventure, CAd)
- Incense of Concentration (Adventure, MIC; Limit 1)
- Keenear Powder (Adventure, CAd)
- Lens of Ray Extending (Adventure, LoM)
- Least Crystal of Energy Assault [Electricity] (Adventure, MIC)
- Malevolence's Spellbook I, II, & III (Adventure; See Above)
- Nerv (Adventure, CS)
- Rearguard's Cape (Adventure, MIC)
- Softfoot (Adventure, CAd)
- Suregrip (Adventure, CAd)

APL 10:

- Least Crystal of Energy Assault [Acid] (Adventure, MIC)
- Lens of Ray Chaining (Adventure, LoM)
- Lesser Crystal of Energy Assault [Electricity] (Adventure, MIC)
- Lesser Rod of Silence (Adventure, DMG)
- Ring of Divergence (Adventure; MIC)
- Torc of the Titans (Adventure, MIC)

APL 12:

- +1 Keen Spell Storing Rapier (Adventure, DMG)
- +1 Warning Handaxe (Adventure, MIC)

- *Lens of Ray Doubling* (Adventure, LoM)
- *Lesser Crystal of Energy Assault* [Acid] (Adventure, MIC)
- *Ring of Avoidance* (Adventure; MIC)
- *Rod of Silence* (Adventure, DMG)

APL 14:

- *Gloves of Fortunate Striking* (Adventure, MIC)
- *Greater Crystal of Energy Assault* [Acid] (Adventure, MIC)
- *Rings of Force Armor* (Adventure, MIC)

APPENDIX 1 – APL 8

ENCOUNTER 3

TIPUL MIEJDON, DOPPELGANGER FTR1/DRAGON SHAMAN2 (RED) CR 6

CN Medium Monstrous Humanoid (Shapechanger)

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

Languages Common, Draconic

AC 24, touch 11, flat-footed 23

(+1 Dex, +9 armor, +4 natural)

hp 68 (7 HD)

Immune *sleep* and charm effects

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

Speed 30 ft. (6 squares)

Melee great sword +11/+6 (2d6+5/19-20) or slam +6 (1d6+3) [only in natural form]

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

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

Atk Options detect thoughts

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

SQ change shape, draconic aura +1, totem dragon (red)

Feats Cleave, Improved Initiative, Power Attack, Skill Focus (bluff)^B, Weapon Focus (great sword)

Skills Bluff +19*, Climb +4, Diplomacy +10, Disguise +24* (+26 acting), Intimidate +8, Jump +6

*A doppelganger gains a further +4 circumstance bonus on Bluff and Disguise checks if it can read its opponent's mind.

Possessions +1 *glamoured mithral full plate armor*, +1 *greatsword*

Change Shape (Su): A doppelganger can assume the shape of any Small or Medium humanoid. In humanoid form, the doppelganger loses its natural attacks. A doppelganger can remain in its humanoid form until it chooses to assume a new one. A change in form cannot be dispelled, but a doppelganger reverts to its natural form when killed. A *true seeing* spell or ability reveals its natural form.

Detect Thoughts (Su): A doppelganger can continuously use detect thoughts as the spell (caster level 18th; Will DC 16 negates). It can suppress or resume this ability as a free action. The save DC is Charisma-based.

Draconic Aura (Su): Tipul channels the mighty powers of dragonkin to project an aura that grants him and nearby allies a special benefit.

Projecting an aura is a swift action, and he can only project one draconic aura at a time. An aura remains in effect until he uses a free action to dismiss it or he activates another aura in its place. He can have a draconic aura active continually; thus, an aura can be in effect at the start of an encounter even before he takes his first turn.

Unless otherwise noted, his draconic aura affects all allies within 30 feet (including himself) with line of effect to him. His aura is dismissed if he becomes

unconscious or is slain, but otherwise it remains in effect even if he is incapable of acting.

The bonus granted by the aura is +1. Known auras as:

Energy Shield: Any creature striking Tipul or any of his allies with a natural attack or a nonreach melee weapon is dealt 2 points of fire damage for each point of his aura bonus.

Power: Bonus on melee damage rolls equal to Tipul's aura bonus.

Presence: Bonus on Bluff, Diplomacy, and Intimidate checks equal to Tipul's aura bonus.

Totem Dragon: Tipul has selected red as his totem dragon. He gains Appraise, Bluff, and Jump as class skills.

Skills A doppelganger has a +4 racial bonus on Bluff and Disguise checks. *When using its change shape ability, a doppelganger gets an additional +10 circumstance bonus on Disguise checks (already factored into stat blocks). If it can read an opponent's mind, it gets a further +4 circumstance bonus on Bluff and Disguise checks.

SUBPI IWIVT, DOPPELGANGER WIZ2 CR 5

N Medium Monstrous Humanoid (Shapechanger)

Init +7; **Senses** Listen +10, Spot +3

Languages Common, Dwarven, Elven, Undercommon

AC 21, touch 13, flat-footed 18

(+3 Dex, +4 armor, +4 natural)

hp 44 (6 HD)

Immune *sleep* and charm effects

Fort +6, **Ref** +7, **Will** +10

Speed 30 ft. (6 squares)

Melee slam +5 (1d6) [only in natural form]

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

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

Atk Options detect thoughts

Wizard Spells Prepared (CL 2nd):

1st—*charm person* (DC 15), *hypnotism* (DC 15), *mage armor* ‡

0—*daze* (DC 14), *daze* (DC 14), *detect magic*, *resistance*

‡ Already cast

Abilities Str 10, Dex 16, Con 16, Int 16, Wis 16, Cha 16

SQ change shape

Feats Great Fortitude, Improved Initiative, Scribe Scroll^B, Spell Focus (enchantment)

Skills Bluff +14*, Diplomacy +14, Disguise +24* (+26 acting), Knowledge (arcana) +8, Listen +10, Sense Motive +10, Spellcraft +10

*A doppelganger gains a further +4 circumstance bonus on Bluff and Disguise checks if it can read its opponent's mind.

Possessions spell component pouch (2)

Change Shape (Su): A doppelganger can assume the shape of any Small or Medium humanoid. In

humanoid form, the doppelganger loses its natural attacks. A doppelganger can remain in its humanoid form until it chooses to assume a new one. A change in form cannot be dispelled, but a doppelganger reverts to its natural form when killed. A *true seeing* spell or ability reveals its natural form.

Detect Thoughts (Su): A doppelganger can continuously use detect thoughts as the spell (caster level 18th; Will DC 16 negates). It can suppress or resume this ability as a free action. The save DC is Charisma-based.

Skills A doppelganger has a +4 racial bonus on Bluff and Disguise checks. *When using its change shape ability, a doppelganger gets an additional +10 circumstance bonus on Disguise checks (already factored into stat blocks). If it can read an opponent's mind, it gets a further +4 circumstance bonus on Bluff and Disguise checks.

**MIVTEJDYF ASSIV, DOPPELGANGER
SWASHBUCKLER2 CR 5**

N Medium Monstrous Humanoid (Shapechanger)

Init +10; **Senses** Listen +9, Spot +9

Languages Common, Dwarven, Elven, Undercommon

AC 21, touch 14, flat-footed 17
(+4 Dex, +3 armor, +4 natural)

hp 53 (6 HD)

Immune *sleep* and charm effects

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

Speed 30 ft. (6 squares)

Melee rapier +12/+7 (1d6+1/18-20) or slam +6 (1d6)
[only in natural form]

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

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

Atk Options detect thoughts

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

SQ change shape

Feats Blooded, Improved Initiative, Weapon Focus (rapier), Weapon Finesse^B

Skills Bluff +13*, Diplomacy +11, Disguise +23* (+25 acting), Jump +9, Listen +9, Spot +9, Tumble +13

*A doppelganger gains a further +4 circumstance bonus on Bluff and Disguise checks if it can read it's opponent's mind.

Possessions +1 *glamoured leather armor*, +1 *spell storing rapier* [hold person (DC 13)]

Change Shape (Su): A doppelganger can assume the shape of any Small or Medium humanoid. In humanoid form, the doppelganger loses its natural attacks. A doppelganger can remain in its humanoid form until it chooses to assume a new one. A change in form cannot be dispelled, but a doppelganger reverts to its natural form when killed. A *true seeing* spell or ability reveals its natural form.

Detect Thoughts (Su): A doppelganger can continuously use detect thoughts as the spell (caster level 18th; Will DC 15 negates). It can suppress or resume this ability as a free action. The save DC is Charisma-based.

Skills A doppelganger has a +4 racial bonus on Bluff and Disguise checks. *When using its change shape

ability, a doppelganger gets an additional +10 circumstance bonus on Disguise checks (already factored into stat blocks). If it can read an opponent's mind, it gets a further +4 circumstance bonus on Bluff and Disguise checks.

**PUZPOL AVVER, DOPPELGANGER MARSHAL2
CR 5**

N Medium Monstrous Humanoid (Shapechanger)

Init +0; **Senses** Listen +9, Spot +9

Languages Common, Dwarven, Elven, Undercommon

AC 19, touch 10, flat-footed 19
(+5 armor, +4 natural)

hp 50 (6 HD)

Immune *sleep* and charm effects

Fort +7, **Ref** +4, **Will** +9

Speed 20 ft. (4 squares)

Melee longsword +6 (1d8/19-20) or slam +5 (1d6) [only in natural form]

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

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

Atk Options detect thoughts

Special Actions minor aura

Abilities Str 10, Dex 10, Con 16, Int 16, Wis 10, Cha 20

SQ change shape

Feats Diehard, Endurance, Iron Will, Skill Focus (diplomacy)^B

Skills Bluff +18*, Diplomacy +17, Disguise +28* (+30 acting), Listen +9, Sense Motive +4, Spot +9

*A doppelganger gains a further +4 circumstance bonus on Bluff and Disguise checks if it can read it's opponent's mind.

Possessions +1 *glamoured breastplate armor*, masterwork longsword

Change Shape (Su): A doppelganger can assume the shape of any Small or Medium humanoid. In humanoid form, the doppelganger loses its natural attacks. A doppelganger can remain in its humanoid form until it chooses to assume a new one. A change in form cannot be dispelled, but a doppelganger reverts to its natural form when killed. A *true seeing* spell or ability reveals its natural form.

Detect Thoughts (Su): A doppelganger can continuously use detect thoughts as the spell (caster level 18th; Will DC 18 negates). It can suppress or resume this ability as a free action. The save DC is Charisma-based.

Minor Aura: A minor aura lets allies within 60 feet (including herself) add the marshal's Charisma bonus (+5) to certain rolls, when she is not dazed, unconscious, stunned, paralyzed, or otherwise unable to be heard or understood by allies:

Motivate Charisma: Circumstance bonus on Charisma checks and Charisma-based checks.

Skills A doppelganger has a +4 racial bonus on Bluff and Disguise checks. *When using its change shape ability, a doppelganger gets an additional +10 circumstance bonus on Disguise checks (already factored into stat blocks). If it can read an opponent's mind, it gets a further +4 circumstance bonus on Bluff and Disguise checks.

ENCOUNTER 5

SPECTATOR

CR 4

LN Medium Aberration (Extraplanar)

Init +5; **Senses** all-around vision, darkvision 60 ft.; Listen +3, Spot +14

Languages Beholder, Common

AC 16, touch 11, flat-footed 15
(+1 Dex, +5 natural)

hp 30 (4 HD)

Resist spell turning; **SR** 12

Fort +3, **Ref** +2, **Will** +5

Speed 5 ft. (1 square), fly 20 ft. (good)

Melee bite +3 (1d6) and

Ranged eye rays +4 ranged touch attack (see below)

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

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

Atk Options eye rays, spell-like abilities

Spell-Like Abilities (CL 6th):

3/day—*create food and water*

1/day—*plane shift* (DC 17)

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

SQ flight, planar fast healing, spell turning

Feat Alertness^B, Flyby Attack, Improved Initiative

Skills Knowledge (the planes) +9, Listen +3, Search +13, Sense Motive +8, Spot +14, Survival +1 (+3 following tracks)

Eye Rays (Su) Each of a spectator's four small eyes can produce a magical ray once per round as a free action. During a single round, it can aim only one eye ray at targets in any one 90-degree arc (up, forward, backward, left, right, or down). Each ray has a range of 60 feet and a save DC of 14 (caster level 6th). The save DCs are Charisma-based. The four eye rays include:

Fatigue: The target must make a Fortitude save or become fatigued. A fatigued creature that fails to save against this effect becomes exhausted.

Inflict Moderate Wounds: This ray works like the spell, causing 2d8+6 points of damage (Will half).

Hold Monster: The target must succeed on a Will save or be affected as though by the spell.

Telepathy: A spectator can communicate telepathically with its target for the round. As a free action, a spectator can make a suggestion (as the spell; Will negates) to any creature it is currently telepathically speaking to.

All-Around Vision (Ex) A spectator can see in all directions at once. Because of this, it gains a +4 racial bonus on Search and Spot checks, and it cannot be flanked.

Flight (Ex) A spectator's body is naturally buoyant. This buoyancy allows it to fly at a speed of 20 feet. This buoyancy also grants it a permanent *feather fall* effect (as the spell) with personal range.

Planar Fast Healing (Ex) While on Mechanus, a spectator has fast healing 3.

Spell Turning (Su) A spectator's central eye produces a 90-foot cone that reflects any spell cast upon it by a

creature within the cone back upon its source. This functions just like *spell turning* (caster level 6th). Up to one spell can be reflected per round.

GAS SPORE

CR 3

N Large Plant

Init -3; **Senses** all-around vision, low light vision; Listen +0, Spot +4

Languages None

AC 6, touch 6, flat-footed 6
(-1 size, -3 Dex)

hp 38 (10 HD)

Fort +4, **Ref** +0, **Will** +3

Speed 5 ft. (1 square), fly 20 ft. (poor)

Melee slam +9 (1d6+4 and spores)

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

Base Atk +7; **Grp** +14

Special Actions death throes, infestation

Abilities Str 16, Dex 4, Con 4, Int -, Wis 10, Cha 1

SQ beholder camouflage, flight

Skills Disguise -5 (+15 imitating beholders), Search +4, Spot +4

Death Throes (Ex) A gas spore reduced to 0 or few hit points immediately explodes in a powerful burst of spores and foul-smelling gas. This blast affects all creatures in a 10-foot radius, dealing them 6d6 points of sonic damage and exposing them to the spores (see Infestation, below). A DC 10 Reflex save halves the damage. The save DC is Constitution-based. The spores are dispersed in this explosion and cannot be harvested thereafter.

Infestation (Ex) Any living nonplant creature that is damaged by a gas spore's slam attack or its death throes must immediately succeed on a DC 12 Fortitude save or become infested with spores. An infested creature takes 1d4 points of Constitution damage upon becoming infested and an additional 1d4 points of Constitution damage every hour that follows as the spores rapidly grow and consume flesh. The save DC is Constitution-based.

All-Around Vision (Ex) A gas spore can see in all directions at once. Because of this, it gains a +4 racial bonus on Search and Spot checks, and it cannot be flanked.

Beholder Camouflage (Ex) A gas spore's appearance is so clever that it gains a +20 racial bonus on Disguise checks to appear as a beholder.

Flight (Ex) A gas spore's body is naturally buoyant. This buoyancy allows it to fly at a speed of 20 feet. This buoyancy also grants it a permanent *feather fall* effect (as the spell) with personal range.

ENCOUNTER 6

GRIMLOCK

CR 9

Grimlock Male Brb1/Rng2/Scout5/Dervish1

NE Medium Monstrous Humanoid

Init +8; **Senses** Listen +10, Spot +10, blindsight 40 ft.

Languages Common, Grimlock, Undercommon

AC 20, touch 14, flat-footed 17

(+3 Dex, +1 class, +2 armor, +4 natural)
hp 96 (11 HD)
Immune gaze attacks, visual effects, illusions
Fort +10, **Ref** +15, **Will** +5

Speed 50 ft. (10 squares)
Melee battleaxe +15/+10 (1d8+5 plus 1 electricity/x3)
Melee battleaxe +13/+8 (1d8+5 plus 1 electricity/x3) and handaxe +12 (1d6+3/x3)
Space 5 ft.; **Reach** 5 ft.
Base Atk +9; **Grp** +13
Atk Options dervish dance (1/day), favored enemy (humanoid: dwarf), rage (1/day), skirmish (+2d6/+1 AC)

Combat Gear

Abilities Str 19, Dex 16, Con 16, Int 13, Wis 8, Cha 5
SQ battle fortitude +1, blindsight 40 ft., evasion, fast movement, movement mastery, scent, trackless step, trapfinding, uncanny dodge, wild empathy
Feats Combat Expertise, Dodge, Improved Initiative ^B, Mobility, Track ^B, Two-Weapon Fighting ^B, Weapon Focus (battleaxe)
Skills Balance +10, Hide +26, Jump +9, Knowledge (dungeoneering) +2, Knowledge (nature) +2, Listen +10, Move Silently +16, Perform (dance) +3, Spot +10, Tumble +19
Possessions combat gear plus *masterwork leather armor*, +1 *eager battleaxe*, *least crystal of energy assault (electricity)*, +1 *handaxe*, handaxe

Blindsight (Ex) Grimlocks can sense all foes within 40 feet as a sighted creature would. Beyond that range, they treat all targets as having total concealment.
 Grimlocks are susceptible to sound- and scent-based attacks, however, and are affected normally by loud noises and sonic spells (such as *ghost sound* or *silence*) and overpowering odors (such as *stinking cloud* or incense-heavy air). Negating a grimlock's sense of smell or hearing reduces this ability to normal Blind-Fight (as the feat). If both these senses are negated, a grimlock is effectively blinded.

Dervish Dance (Ex) A dervish can become a whirling dancer of death a certain number of times per day. While in this dervish dance, he can take a full attack action (for melee attacks only) and still move up to his speed. However, the dervish must move a minimum of 5 feet between each attack when using this ability, and he cannot return to a square he just exited (though he may return to that square later during his full attack). The dervish is subject to attacks of opportunity while dancing, but may tumble normally as part of his move. A dervish prevented from completing his move is also prevented from finishing his full attack.
 If a dervish wields a slashing weapon while in a dervish dance, he gains a bonus on his attack and damage rolls. This bonus is +1 at 1st level, and it increases by an extra +1 at every odd-numbered level thereafter.
 A dervish may only perform a dervish dance while wielding a slashing weapon. He cannot perform a dervish dance in any armor heavier than light or if he is using a shield. While dancing, a dervish cannot use

skills or abilities that involve concentration or require her to remain still, such as Move Silently, Hide, or Search. A dervish can use the Combat Expertise feat while in a dance. A dervish cannot perform a dervish dance while under the effect of a rage or frenzy ability.

A dervish can perform a dervish dance only once per encounter. A dervish dance lasts 1 round for every two ranks of Perform (dance) that the character has (3 rounds). At the end of the dervish dance, the character becomes fatigued for the duration of the encounter.

Skirmish (Ex) A scout relies on mobility to deal extra damage and improve his defense. He deals an extra 1d6 points of damage on all attacks he makes during any round in which he moves at least 10 feet. The extra damage applies only to attacks taken during the scout's turn. This extra damage increases by 1d6 for every four levels gained above 1st.

The extra damage only applies against living creatures that have a discernible anatomy. Undead, constructs, oozes, plants, incorporeal creatures, and creatures immune to extra damage from critical hits are not vulnerable to this additional damage. The scout must be able to see the target well enough to pick out a vital spot and must be able to reach such a spot. Scouts can apply this extra damage to ranged attacks made while skirmishing, but only if the target is within 30 feet.

At 3rd level, a scout gains a +1 competence bonus to Armor Class during any round in which she moves at least 10 feet. The bonus applies as soon as the scout has moved 10 feet, and lasts until the start of her next turn. This bonus improves by 1 for every four levels gained above 3rd.

A scout loses this ability when wearing medium or heavy armor or when carrying a medium or heavy load. If he gains the skirmish ability from another class, the bonuses stack.

Movement Mastery (Ex): A dervish is so certain of his movements that he is unaffected by adverse conditions. When making a Jump, Perform (dance), or Tumble check, he may take 10 even if stress and distraction would normally prevent him from doing so.

Skills A grimlock's dull gray skin helps it hide in its native terrain, conferring a +10 racial bonus on Hide checks when in mountains or underground.

DERRO SOR4

CR 7

CE Small monstrous humanoid
Init +6; **Senses** Listen -3, Spot -3
Languages Undercommon

AC 19, touch 13, flat-footed 17
 (+1 size, +2 Dex, +4 armor, +2 natural)
hp 41 (7 HD)
SR 15
Fort +4, **Ref** +8, **Will** +13
Weakness vulnerability to sunlight

Speed 20 ft. (4 squares)
Melee dagger +5 (1d3 plus poison/19-20)
Ranged dagger +7 (1d3 plus poison/19-20)

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

Base Atk +5; **Grp** +1

Atk Options poison-use, spell-like abilities, sneak attack +1d6

Combat Gear *arcanist's glove, potion of eagle's splendor*

Sorcerer Spells Known (CL 4th):

2nd (5/day)—*Tasha's hideous laughter* (DC 19)

1st (8/day)—*mage armor* ‡, *ray of enfeeblement* (+7 ranged touch), *shock and awe*

0 (6/day)—*arcane mark, daze* (DC 17), *detect magic, detect poison, flare* (DC 16), *read magic*

‡ Already cast

Spell-Like Abilities (CL 7th):

At Will—*darkness, ghost sound*

1/day—*daze* (DC 16), *sound burst* (DC 18)

Abilities Str 10, Dex 14, Con 14, Int 10, Wis 4, Cha 22

SQ madness, spell resistance 15, vulnerability to sunlight

Feats Blind-Fight, Improved Initiative, Spell Focus (enchantment)

Skills Concentration +6, Hide +16, Move Silently +12, Spellcraft +4

Possessions combat gear plus 2 daggers, spell component pouch (2), weasel familiar

Madness (Ex) Derro use their Charisma modifier on Will saves instead of their Wisdom modifier, and have immunity to *confusion* and *insanity* effects. A derro cannot be restored to sanity by any means short of a *miracle* or *wish* spell.

Poison Use (Ex) Applied to their crossbow bolts is Medium monstrous spider venom (DC 14 Fortitude save resists, 1d4 Str/1d4 Str).

Sneak Attack (Ex) Any time a derro's opponent is denied his Dexterity bonus to AC, or if a derro flanks his opponent, he deals an extra 1d6 points of damage. This ability is just like the rogue's sneak attack and subject to the same limitations.

Vulnerability to Sunlight (Ex) A derro takes 1 point of Constitution damage for every hour it is exposed to sunlight, and it dies if its Constitution score reaches 0. Lost Constitution points are recovered at the rate of 1 per every 24-hour period spent underground or otherwise sheltered from the sun.

Skills Derro have a +4 racial bonus on Hide and Move Silently checks.

DERRO BRD2/MAR2

CR 7

CE Small monstrous humanoid

Init +6; **Senses** Listen -3, Spot -3

Languages Undercommon

AC 18, touch 13, flat-footed 16

(+1 size, +2 Dex, +3 armor, +2 natural)

hp 50 (7 HD)

SR 15

Fort +6, **Ref** +8, **Will** +15

Weakness vulnerability to sunlight

Speed 20 ft. (4 squares)

Melee longsword +5 (1d6 plus poison/19-20)

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

Base Atk +5; **Grp** +1

Atk Options *fascinate*, inspire courage +1, poison-use, spell-like abilities, sneak attack +1d6

Special Actions minor aura, major aura

Combat Gear *rearguard's cape, potion of eagle's splendor*

Bard Spells Known (CL 2nd):

1st (2/day)—*grease* (DC 17), *inspirational boost*

0 (3/day)—*dancing light, detect magic, flare* (DC 16), *message, resistance*

Spell-Like Abilities (CL 7th):

At Will—*darkness, ghost sound*

1/day—*daze* (DC 16), *sound burst* (DC 18)

Abilities Str 10, Dex 14, Con 14, Int 10, Wis 4, Cha 22

SQ bardic knowledge, bardic music, countersong, madness, spell resistance 15, vulnerability to sunlight

Feats Blind-Fight, Extra Music, Improved Initiative, Skill Focus (diplomacy)^B

Skills Concentration +5, Diplomacy +9, Hide +15, Move Silently +11, Perform (singing) +16, Spellcraft +3

Possessions combat gear plus masterwork studded leather armor, masterwork longsword

Madness (Ex) Derro use their Charisma modifier on Will saves instead of their Wisdom modifier, and have immunity to *confusion* and *insanity* effects. A derro cannot be restored to sanity by any means short of a *miracle* or *wish* spell.

Poison Use (Ex) Applied to their crossbow bolts is Medium monstrous spider venom (DC 14 Fortitude save resists, 1d4 Str/1d4 Str).

Sneak Attack (Ex) Any time a derro's opponent is denied his Dexterity bonus to AC, or if a derro flanks his opponent, he deals an extra 1d6 points of damage. This ability is just like the rogue's sneak attack and subject to the same limitations.

Vulnerability to Sunlight (Ex) A derro takes 1 point of Constitution damage for every hour it is exposed to sunlight, and it dies if its Constitution score reaches 0. Lost Constitution points are recovered at the rate of 1 per every 24-hour period spent underground or otherwise sheltered from the sun.

Minor Aura: A minor aura lets allies within 60 feet (including himself) add the marshal's Charisma bonus (+6) to certain rolls, when he is not dazed, unconscious, stunned, paralyzed, or otherwise unable to be heard or understood by allies:

Motivate Dexterity. Circumstance bonus on Dexterity checks, Dexterity-based checks and initiative checks.

Major Aura: A major aura lets allies within 60 feet (including himself) add a +1 circumstance bonus to certain rolls.

Motivate Attack: Bonus on melee attack rolls.

Skills Derro have a +4 racial bonus on Hide and Move Silently checks.

APPENDIX 2 – APL 10

ENCOUNTER 3

TIPUL MIEJDON, DOPPELGANGER FTR1/DAGON SHAMAN4 (RED) CR 8

CN Medium Monstrous Humanoid (Shapechanger)

Init +7; **Senses** Listen +1, Spot +3

Languages Common, Draconic

AC 24, touch 11, flat-footed 23

(+1 Dex, +9 armor, +4 natural)

hp 89 (9 HD)

Immune *sleep*, charm, and paralysis effects

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

Speed 30 ft. (6 squares)

Melee great sword +13/+7 (2d6+5 plus 1 acid/19-20) or slam +8 (1d6+3) [only in natural form]

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

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

Atk Options breath weapon (2d6; 15-ft. cone), detect thoughts

Abilities Str 16, Dex 12, Con 19, Int 12, Wis 12, Cha 16

SQ change shape, draconic aura +1, draconic resolve, totem dragon (red)

Feats Blooded, Cleave, Improved Initiative, Power Attack, Skill Focus (bluff)^B, Weapon Focus (great sword)

Skills Appraise +5, Bluff +21*, Climb +4, Diplomacy +10, Disguise +24* (+26 acting), Intimidate +10, Jump +8, Search +5, Spot +3

*A doppelganger gains a further +4 circumstance bonus on Bluff and Disguise checks if it can read its opponent's mind.

Possessions +1 *glamoured mithral full plate armor*, +1 *greatsword*, least *crystal of energy assault (acid)*

Change Shape (Su): A doppelganger can assume the shape of any Small or Medium humanoid. In humanoid form, the doppelganger loses its natural attacks. A doppelganger can remain in its humanoid form until it chooses to assume a new one. A change in form cannot be dispelled, but a doppelganger reverts to its natural form when killed. A *true seeing* spell or ability reveals its natural form.

Detect Thoughts (Su): A doppelganger can continuously use detect thoughts as the spell (caster level 18th; Will DC 17 negates). It can suppress or resume this ability as a free action. The save DC is Charisma-based.

Draconic Aura (Su): Tipul channels the mighty powers of dragonkin to project an aura that grants him and nearby allies a special benefit.

Projecting an aura is a swift action, and he can only project one draconic aura at a time. An aura remains in effect until he uses a free action to dismiss it or he activates another aura in its place. He can have a draconic aura active continually; thus, an aura can be

in effect at the start of an encounter even before he takes his first turn.

Unless otherwise noted, his draconic aura affects all allies within 30 feet (including himself) with line of effect to him. His aura is dismissed if he becomes unconscious or is slain, but otherwise it remains in effect even if he is incapable of acting.

The bonus granted by the aura is +1. Known auras as:

Energy Shield: Any creature striking Tipul or any of his allies with a natural attack or a nonreach melee weapon is dealt 2 points of fire damage for each point of his aura bonus.

Power: Bonus on melee damage rolls equal to Tipul's aura bonus.

Presence: Bonus on Bluff, Diplomacy, and Intimidate checks equal to Tipul's aura bonus.

Senses: Bonus on Listen and Spot checks, as well as on initiative checks, equal to Tipul's aura bonus.

Totem Dragon: Tipul has selected red as his totem dragon. He gains Appraise, Bluff, and Jump as class skills.

Draconic Adaptation (Ex): Tipul gains a +5 competence bonus on Appraise and Search checks (always active).

Breath Weapon (Su): At 4th level, Tipul gains a breath weapon corresponding to his totem dragon. The breath weapon deals 2d6 points of fire damage. A successful Reflex save (DC 16) halves the damage dealt. Just like a true dragon, once Tipul breathes he must wait 1d4 rounds before he can use his breath weapon again.

Cone-shaped breath weapons extend out to 15 feet.

Draconic Resolve (Ex): At 4th level, Tipul gains immunity to paralysis and sleep effects. He also becomes immune to the frightful presence of dragons.

Skills A doppelganger has a +4 racial bonus on Bluff and Disguise checks. *When using its change shape ability, a doppelganger gets an additional +10 circumstance bonus on Disguise checks (already factored into stat blocks). If it can read an opponent's mind, it gets a further +4 circumstance bonus on Bluff and Disguise checks.

SUBPI IWIVT, DOPPELGANGER WIZ4 CR 7

N Medium Monstrous Humanoid (Shapechanger)

Init +7; **Senses** Listen +10, Spot +3

Languages Common, Dwarven, Elven, Undercommon

AC 21, touch 13, flat-footed 18

(+3 Dex, +4 armor, +4 natural)

hp 54 (8 HD)

Immune *sleep* and charm effects

Fort +7, **Ref** +8, **Will** +11

Speed 30 ft. (6 squares)

Melee slam +6 (1d6) [only in natural form]

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

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

Atk Options detect thoughts

Wizard Spells Prepared (CL 4th):

2nd—*glitterdust* (DC 15), *Tasha's Hideous Laughter* (DC 16), *Tasha's Hideous Laughter* (DC 16)

1st—*charm person* (DC 15), *hypnotism* (DC 15), *hypnotism* (DC 15), *mage armor* ‡

0—*daze* (DC 14), *daze* (DC 14), *detect magic, resistance*

‡ Already cast

Abilities Str 10, Dex 16, Con 16, Int 17, Wis 16, Cha 16

SQ change shape

Feats Great Fortitude, Improved Initiative, Scribe Scroll^B, Spell Focus (enchantment)

Skills Bluff +14*, Decipher Script +5, Diplomacy +14, Disguise +24* (+26 acting), Knowledge (arcana) +10, Knowledge (dungeoneering) +5, Knowledge (local) +5, Listen +10, Sense Motive +10, Spellcraft +12

*A doppelganger gains a further +4 circumstance bonus on Bluff and Disguise checks if it can read its opponent's mind.

Possessions spell component pouch (2)

Change Shape (Su): A doppelganger can assume the shape of any Small or Medium humanoid. In humanoid form, the doppelganger loses its natural attacks. A doppelganger can remain in its humanoid form until it chooses to assume a new one. A change in form cannot be dispelled, but a doppelganger reverts to its natural form when killed. A *true seeing* spell or ability reveals its natural form.

Detect Thoughts (Su): A doppelganger can continuously use detect thoughts as the spell (caster level 18th; Will DC 17 negates). It can suppress or resume this ability as a free action. The save DC is Charisma-based.

Skills A doppelganger has a +4 racial bonus on Bluff and Disguise checks. *When using its change shape ability, a doppelganger gets an additional +10 circumstance bonus on Disguise checks (already factored into stat blocks). If it can read an opponent's mind, it gets a further +4 circumstance bonus on Bluff and Disguise checks.

MIVTEJDYF ASSIV, DOPPELGANGER
SWASHBUCKLER4 CR 7

N Medium Monstrous Humanoid (Shapechanger)

Init +10; **Senses** Listen +9, Spot +9

Languages Common, Dwarven, Elven, Undercommon

AC 21, touch 14, flat-footed 17
(+4 Dex, +3 armor, +4 natural)

hp 72 (8 HD)

Immune *sleep* and charm effects

Fort +8, **Ref** +10, **Will** +7

Speed 30 ft. (6 squares)

Melee rapier +14/+9 (1d6+4/18-20) or slam +8 (1d6)
[only in natural form]

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

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

Atk Options detect thoughts

Abilities Str 10, Dex 19, Con 16, Int 16, Wis 14, Cha 14

SQ change shape

Feats Blooded, Improved Initiative, Weapon Focus (rapier), Weapon Finesse^B

Skills Balance +12, Bluff +13*, Diplomacy +11, Disguise +23* (+25 acting), Jump +13, Listen +9, Spot +9, Tumble +17

*A doppelganger gains a further +4 circumstance bonus on Bluff and Disguise checks if it can read its opponent's mind.

Possessions +1 *glamoured leather armor*, +1 *spell storing rapier* [hold person (DC 13)]

Change Shape (Su): A doppelganger can assume the shape of any Small or Medium humanoid. In humanoid form, the doppelganger loses its natural attacks. A doppelganger can remain in its humanoid form until it chooses to assume a new one. A change in form cannot be dispelled, but a doppelganger reverts to its natural form when killed. A *true seeing* spell or ability reveals its natural form.

Detect Thoughts (Su): A doppelganger can continuously use detect thoughts as the spell (caster level 18th; Will DC 16 negates). It can suppress or resume this ability as a free action. The save DC is Charisma-based.

Skills A doppelganger has a +4 racial bonus on Bluff and Disguise checks. *When using its change shape ability, a doppelganger gets an additional +10 circumstance bonus on Disguise checks (already factored into stat blocks). If it can read an opponent's mind, it gets a further +4 circumstance bonus on Bluff and Disguise checks.

PUZPOL AVVER, DOPPELGANGER MARSHAL4
CR 7

N Medium Monstrous Humanoid (Shapechanger)

Init +0; **Senses** Listen +11, Spot +11

Languages Common, Dwarven, Elven, Undercommon

AC 19, touch 10, flat-footed 19
(+5 armor, +4 natural)

hp 66 (8 HD)

Immune *sleep* and charm effects

Fort +8, **Ref** +5, **Will** +10

Speed 20 ft. (4 squares)

Melee longsword +8/+3 (1d8/19-20) or slam +7 (1d6)
[only in natural form]

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

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

Atk Options detect thoughts

Special Actions minor aura, major aura, grant move action (1/day)

Abilities Str 10, Dex 10, Con 16, Int 16, Wis 10, Cha 21

SQ change shape

Feats Diehard, Endurance, Iron Will, Skill Focus (diplomacy)^B

Skills Bluff +20*, Diplomacy +19, Disguise +30* (+32 acting), Intimidate +8, Listen +11, Sense Motive +6, Spot +11

*A doppelganger gains a further +4 circumstance bonus on Bluff and Disguise checks if it can read its opponent's mind.

Possessions +1 *glamoured breastplate armor*, masterwork longsword

Change Shape (Su): A doppelganger can assume the shape of any Small or Medium humanoid. In humanoid form, the doppelganger loses its natural attacks. A doppelganger can remain in its humanoid form until it chooses to assume a new one. A change in form cannot be dispelled, but a doppelganger reverts to its natural form when killed. A *true seeing* spell or ability reveals its natural form.

Detect Thoughts (Su): A doppelganger can continuously use detect thoughts as the spell (caster level 18th; Will DC 19 negates). It can suppress or resume this ability as a free action. The save DC is Charisma-based.

Minor Aura: A minor aura lets allies within 60 feet (including herself) add the marshal's Charisma bonus (+5) to certain rolls, when she is not dazed, unconscious, stunned, paralyzed, or otherwise unable to be heard or understood by allies:

Motivate Charisma: Circumstance bonus on Charisma checks and Charisma-based checks.

Master of Tactics: Circumstance bonus on damage rolls when flanking.

Major Aura: A major aura lets allies within 60 feet (including herself) add a +1 circumstance bonus to certain rolls.

Resilient Troops: Bonus on all saves.

Grant Move Action (Ex): Starting at 4th level, a marshal can direct and motivate his allies to act immediately. Once per day, as a standard action, she may grant an extra move action to any or all of her allies within 30 feet (but not to herself). Each of the affected allies takes this extra move action immediately, acting in their current initiative order. This extra actions does not affect the allies' initiative count, the round continues normally after the marshal's turn is over.

Skills A doppelganger has a +4 racial bonus on Bluff and Disguise checks. *When using its change shape ability, a doppelganger gets an additional +10 circumstance bonus on Disguise checks (already factored into stat blocks). If it can read an opponent's mind, it gets a further +4 circumstance bonus on Bluff and Disguise checks.

ENCOUNTER 5

DIRECTOR **CR 8**

LE Large Aberration

Init +1; **Senses** all-around vision, darkvision 60 ft.; Listen +14, Spot +18

Languages Beholder, Common

AC 24, touch 14, flat-footed 23

(-1 size, +1 Dex, +4 deflection, +10 natural)

hp 66 (8 HD)

SR 16

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

Speed 5 ft. (1 square), fly 20 ft. (good)

Melee 3 tentacles +6 (1d6) and

Melee bite +4 (1d8) and

Ranged eye rays +6 ranged touch (see below)

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

Base Atk +6; **Grp** +11

Atk Options eye rays

Combat Gear *ring of divergence (acid)*, *lens of ray chaining*

Abilities Str 12, Dex 12, Con 16, Int 15, Wis 12, Cha 19

SQ deflection, flight, verminbound

Feats Alertness^B, Mounted Archery, Mounted Combat, Multiattack

Skills Handle Animal +23, Listen +14, Ride +22, Search +6, Spot +18

Possessions combat gear

Eye Rays (Su) During a single round, a director can aim only two eye rays at targets in any one 90 degree arc (up, forward, backward, left, right, or down).

A director's eye rays have a range of 120 feet and a save DC of 18 (caster level 8th). The save DCs are Charisma-based. The six eye rays include:

Burning Ray: The target takes 2d6 points of fire damage.

Enervation: The target must succeed on a Fortitude save or gain a negative level. An affected creature regains the lost level after 8 hours.

Force Missile: The target takes 2d6 points of force damage.

Freezing Ray: The target takes 2d6 points of cold damage.

Minor Image: This works like the spell. Directors use this effect to create illusory distractions to draw off attacks from their enemies.

Slow: This works like the spell, except that it affects one creature. The target can make a Will save to negate the effect.

Deflection (Su) A director's central eye emits a strange, invisible field of force that surrounds the creature's body. This field grants a deflection bonus to their Armor Class and a Reflex saving throw bonus equal to the director's Charisma bonus.

All-Around Vision (Ex) A spectator can see in all directions at once. Because of this, it gains a +4 racial bonus on Search and Spot checks, and it cannot be flanked.

Flight (Ex) A director's body is naturally buoyant. This buoyancy allows it to fly at a speed of 20 feet. This buoyancy also grants it a permanent *feather fall* effect (as the spell) with personal range.

Verminbond (Su) As a full-round action, a director can attempt to dominate a creature of the vermin type that it hits with a melee touch attack. The touched vermin can make a DC 18 Will save to negate this effect. This save DC is Charisma-based. Normally, vermin are immune to mind-affecting spells and abilities, but the director's verminbond ability overcomes this immunity.

This effect is permanent, as long as the director remains in physical contact with the vermin. Typically, a director uses the vermin as a mount, using its tentacles to grip the vermin just behind the head. Monstrous centipedes and scorpions are favorite choices, but the director can control any vermin with this ability.

While the verminbond is in effect, the director can control the vermin's actions by making successful Ride checks; bonded vermin count as warhorses for the purpose of directing their actions in combat. As long as this effect remains, the bonded vermin gains the benefits of the director's deflection ability. More important, both director and mount take half damage from all wounds and attacks that deal hit point damage. The amount of damage not taken by one creature is taken by the other.

Skills Directors gain a +8 racial bonus on all Handle Animal and Ride checks

SPECTATOR

CR 4

LN Medium Aberration (Extraplanar)

Init +5; **Senses** all-around vision, darkvision 60 ft.; Listen +3, Spot +14

Languages Beholder, Common

AC 16, touch 11, flat-footed 15
(+1 Dex, +5 natural)

hp 30 (4 HD)

Resist spell turning; **SR** 12

Fort +3, **Ref** +2, **Will** +5

Speed 5 ft. (1 square), fly 20 ft. (good)

Melee bite +3 (1d6) and

Ranged eye rays +4 ranged touch attack (see below)

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

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

Atk Options eye rays, spell-like abilities

Spell-Like Abilities (CL 6th):

3/day—*create food and water*

1/day—*plane shift* (DC 17)

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

SQ flight, planar fast healing, spell turning

Feat Alertness^B, Flyby Attack, Improved Initiative

Skills Knowledge (the planes) +9, Listen +3, Search +13, Sense Motive +8, Spot +14, Survival +1 (+3 following tracks)

Eye Rays (Su) Each of a spectator's four small eyes can produce a magical ray once per round as a free action. During a single round, it can aim only one eye ray at targets in any one 90-degree arc (up, forward, backward, left, right, or down). Each ray has a range of 60 feet and a save DC of 14 (caster level 6th). The save DCs are Charisma-based. The four eye rays include:

Fatigue: The target must make a Fortitude save or become fatigued. A fatigued creature that fails to save against this effect becomes exhausted.

Inflict Moderate Wounds: This ray works like the spell, causing 2d8+6 points of damage (Will half).

Hold Monster: The target must succeed on a Will save or be affected as though by the spell.

Telepathy: A spectator can communicate telepathically with its target for the round. As a free action, a spectator can make a suggestion (as the spell; Will negates) to any creature it is currently telepathically speaking to.

All-Around Vision (Ex) A spectator can see in all directions at once. Because of this, it gains a +4

racial bonus on Search and Spot checks, and it cannot be flanked.

Flight (Ex) A spectator's body is naturally buoyant. This buoyancy allows it to fly at a speed of 20 feet. This buoyancy also grants it a permanent *feather fall* effect (as the spell) with personal range.

Planar Fast Healing (Ex) While on Mechanus, a spectator has fast healing 3.

Spell Turning (Su) A spectator's central eye produces a 90-foot cone that reflects any spell cast upon it by a creature within the cone back upon its source. This functions just like *spell turning* (caster level 6th). Up to one spell can be reflected per round.

GAS SPORE

CR 3

N Large Plant

Init -3; **Senses** all-around vision, low light vision; Listen +0, Spot +4

Languages None

AC 6, touch 6, flat-footed 6

(-1 size, -3 Dex)

hp 38 (10 HD)

Fort +4, **Ref** +0, **Will** +3

Speed 5 ft. (1 square), fly 20 ft. (poor)

Melee slam +9 (1d6+4 and spores)

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

Base Atk +7; **Grp** +14

Special Actions death throes, infestation

Abilities Str 16, Dex 4, Con 4, Int -, Wis 10, Cha 1

SQ beholder camouflage, flight

Skills Disguise -5 (+15 imitating beholders), Search +4, Spot +4

Death Throes (Ex) A gas spore reduced to 0 or few hit points immediately explodes in a powerful burst of spores and foul-smelling gas. This blast affects all creatures in a 10-foot radius, dealing them 6d6 points of sonic damage and exposing them to the spores (see Infestation, below). A DC 10 Reflex save halves the damage. The save DC is Constitution-based. The spores are dispersed in this explosion and cannot be harvested thereafter.

Infestation (Ex) Any living nonplant creature that is damaged by a gas spore's slam attack or its death throes must immediately succeed on a DC 12 Fortitude save or become infested with spores. An infested creature takes 1d4 points of Constitution damage upon becoming infested and an additional 1d4 points of Constitution damage every hour that follows as the spores rapidly grow and consume flesh. The save DC is Constitution-based.

All-Around Vision (Ex) A gas spore can see in all directions at once. Because of this, it gains a +4 racial bonus on Search and Spot checks, and it cannot be flanked.

Beholder Camouflage (Ex) A gas spore's appearance is so clever that it gains a +20 racial bonus on Disguise checks to appear as a beholder.

Flight (Ex) A gas spore's body is naturally buoyant. This buoyancy allows it to fly at a speed of 20 feet. This buoyancy also grants it a permanent *feather fall* effect (as the spell) with personal range.

ENCOUNTER 6

GRIMLOCK

CR 9

Grimlock Male Brb1/Rng2/Scout5/Dervish1

NE Medium Monstrous Humanoid

Init +8; **Senses** Listen +10, Spot +10, blindsight 40 ft.

Languages Common, Grimlock, Undercommon

AC 20, touch 14, flat-footed 17

(+3 Dex, +1 class, +2 armor, +4 natural)

hp 96 (11 HD)

Immune gaze attacks, visual effects, illusions

Fort +10, **Ref** +15, **Will** +5

Speed 50 ft. (10 squares)

Melee battleaxe +15/+10 (1d8+5 plus 1d6 electricity/x3)

Melee battleaxe +13/+8 (1d8+5 plus 1d6 electricity/x3)
and handaxe +12 (1d6+3/x3)

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

Base Atk +9; **Grp** +13

Atk Options dervish dance (1/day), favored enemy
(humanoid: dwarf), rage (1/day), skirmish (+2d6/+1 AC)

Combat Gear torc of titans

Abilities Str 19, Dex 16, Con 16, Int 13, Wis 8, Cha 5

SQ battle fortitude +1, blindsight 40 ft., evasion, fast movement, movement mastery, scent, trackless step, trapfinding, uncanny dodge, wild empathy

Feats Combat Expertise, Dodge, Improved Initiative^B, Mobility, Track^B, Two-Weapon Fighting^B, Weapon Focus (battleaxe)

Skills Balance +10, Hide +26, Jump +9, Knowledge (dungeoneering) +2, Knowledge (nature) +2, Listen +10, Move Silently +16, Perform (dance) +3, Spot +10, Tumble +19

Possessions combat gear plus *masterwork leather armor*, +1 *eager battleaxe*, *lesser crystal of energy assault (electricity)*, +1 *handaxe*, handaxe

Blindsight (Ex) Grimlocks can sense all foes within 40 feet as a sighted creature would. Beyond that range, they treat all targets as having total concealment.

Grimlocks are susceptible to sound- and scent-based attacks, however, and are affected normally by loud noises and sonic spells (such as *ghost sound* or *silence*) and overpowering odors (such as *stinking cloud* or incense-heavy air). Negating a grimlock's sense of smell or hearing reduces this ability to normal Blind-Fight (as the feat). If both these senses are negated, a grimlock is effectively blinded.

Dervish Dance (Ex) A dervish can become a whirling dancer of death a certain number of times per day. While in this dervish dance, he can take a full attack action (for melee attacks only) and still move up to his speed. However, the dervish must move a minimum of 5 feet between each attack when using this ability, and he cannot return to a square he just exited (though he may return to that square later during his full attack). The dervish is subject to attacks of opportunity while dancing, but may tumble normally as part of his move. A dervish prevented from completing his move is also prevented from finishing his full attack.

If a dervish wields a slashing weapon while in a dervish dance, he gains a bonus on his attack and damage rolls. This bonus is +1 at 1st level, and it increases by an extra +1 at every odd-numbered level thereafter.

A dervish may only perform a dervish dance while wielding a slashing weapon. He cannot perform a dervish dance in any armor heavier than light or if he is using a shield. While dancing, a dervish cannot use skills or abilities that involve concentration or require her to remain still, such as Move Silently, Hide, or Search. A dervish can use the Combat Expertise feat while in a dance. A dervish cannot perform a dervish dance while under the effect of a rage or frenzy ability.

A dervish can perform a dervish dance only once per encounter. A dervish dance lasts 1 round for every two ranks of Perform (dance) that the character has (3 rounds). At the end of the dervish dance, the character becomes fatigued for the duration of the encounter.

Skirmish (Ex) A scout relies on mobility to deal extra damage and improve his defense. He deals an extra 1d6 points of damage on all attacks he makes during any round in which he moves at least 10 feet. The extra damage applies only to attacks taken during the scout's turn. This extra damage increases by 1d6 for every four levels gained above 1st.

The extra damage only applies against living creatures that have a discernible anatomy. Undead, constructs, oozes, plants, incorporeal creatures, and creatures immune to extra damage from critical hits are not vulnerable to this additional damage. The scout must be able to see the target well enough to pick out a vital spot and must be able to reach such a spot. Scouts can apply this extra damage to ranged attacks made while skirmishing, but only if the target is within 30 feet.

At 3rd level, a scout gains a +1 competence bonus to Armor Class during any round in which she moves at least 10 feet. The bonus applies as soon as the scout has moved 10 feet, and lasts until the start of her next turn. This bonus improves by 1 for every four levels gained above 3rd.

A scout loses this ability when wearing medium or heavy armor or when carrying a medium or heavy load. If he gains the skirmish ability from another class, the bonuses stack.

Movement Mastery (Ex): A dervish is so certain of his movements that he is unaffected by adverse conditions. When making a Jump, Perform (dance), or Tumble check, he may take 10 even if stress and distraction would normally prevent him from doing so.

Skills A grimlock's dull gray skin helps it hide in its native terrain, conferring a +10 racial bonus on Hide checks when in mountains or underground.

DERRO SOR6

CR 9

CE Small monstrous humanoid

Init +6; **Senses** Listen -3, Spot -3

Languages Undercommon

AC 19, touch 13, flat-footed 17

(+1 size, +2 Dex, +4 armor, +2 natural)
hp 50 (9 HD)
SR 15
Fort +5, **Ref** +9, **Will** +14
Weakness vulnerability to sunlight

Speed 20 ft. (4 squares)
Melee dagger +6/+1 (1d3 plus poison/19-20)
Ranged dagger +8 (1d3 plus poison/19-20)
Space 5 ft.; **Reach** 5 ft.
Base Atk +6; **Grp** +2
Atk Options poison-use, spell-like abilities, sneak attack +1d6
Combat Gear *arcanist's glove, lesser rod of silence, potion of eagle's splendor*
Sorcerer Spells Known (CL 6th):
 3rd (4/day)—*ray of dizziness* (+8 ranged touch)
 2nd (7/day)—*sting ray* (+8 ranged touch; DC 20), *Tasha's hideous laughter* (DC 20)
 1st (8/day)—*distract assailant* (DC 19), *mage armor* ‡, *ray of enfeeblement* (+8 ranged touch), *shock and awe*
 0 (6/day)—*acid splash* (+8 ranged touch), *arcane mark*, *daze* (DC 18), *detect magic*, *detect poison*, *flare* (DC 16), *read magic*
 ‡ Already cast
Spell-Like Abilities (CL 9th):
 At Will—*darkness, ghost sound*
 1/day—*daze* (DC 16), *sound burst* (DC 18)

Abilities Str 10, Dex 14, Con 14, Int 10, Wis 4, Cha 23
SQ madness, spell resistance 15, vulnerability to sunlight
Feats Blind-Fight, Greater Spell Focus (enchantment), Improved Initiative, Spell Focus (enchantment)
Skills Concentration +8, Hide +16, Move Silently +12, Spellcraft +6
Possessions combat gear plus 4 daggers, spell component pouch (2), weasel familiar

Madness (Ex) Derro use their Charisma modifier on Will saves instead of their Wisdom modifier, and have immunity to *confusion* and *insanity* effects. A derro cannot be restored to sanity by any means short of a *miracle* or *wish* spell.
Poison Use (Ex) Applied to their crossbow bolts is Medium monstrous spider venom (DC 14 Fortitude save resists, 1d4 Str/1d4 Str).
Sneak Attack (Ex) Any time a derro's opponent is denied his Dexterity bonus to AC, or if a derro flanks his opponent, he deals an extra 1d6 points of damage. This ability is just like the rogue's sneak attack and subject to the same limitations.
Vulnerability to Sunlight (Ex) A derro takes 1 point of Constitution damage for every hour it is exposed to sunlight, and it dies if its Constitution score reaches 0. Lost Constitution points are recovered at the rate of 1 per every 24-hour period spent underground or otherwise sheltered from the sun.
Skills Derro have a +4 racial bonus on Hide and Move Silently checks.

DERRO BRD2/MAR4

CE Small monstrous humanoid

CR 9

Init +6; **Senses** Listen -3, Spot -1

Languages Undercommon

AC 18, touch 13, flat-footed 16

(+1 size, +2 Dex, +3 armor, +2 natural)

hp 65 (9 HD)

SR 15

Fort +7, **Ref** +9, **Will** +16

Weakness vulnerability to sunlight

Motivate Dexterity: Circumstance bonus on Dexterity checks, Dexterity-based checks and initiative checks.

Master of Tactics: Circumstance bonus on damage rolls when flanking.

Major Aura: A major aura lets allies within 60 feet (including himself) add a +1 circumstance bonus to certain rolls.

Motivate Attack: Bonus on melee attack rolls.

Skills Derro have a +4 racial bonus on Hide and Move Silently checks.

APPENDIX 3 – APL 12

ENCOUNTER 3

TIPUL MIEJDON, DOPPELGANGER FTR1/DRAGON SHAMAN6 (RED) CR 10

CN Medium Monstrous Humanoid (Shapechanger)

Init +7; Senses Listen +1, Spot +3

Languages Common, Draconic

AC 24, touch 11, flat-footed 23

(+1 Dex, +9 armor, +4 natural)

hp 110 (11 HD)

Immune sleep, charm, and paralysis effects

Fort +12, Ref +7, Will +12

Speed 30 ft. (6 squares)

Melee great sword +14/+8 (2d6+5 plus 1d6 acid/19-20) or slam +9 (1d6+3) [only in natural form]

Space 5 ft.; Reach 5 ft.

Base Atk +9; Grp +9

Atk Options breath weapon (3d6; 15-ft. cone), detect thoughts

Abilities Str 16, Dex 12, Con 19, Int 12, Wis 12, Cha 16

SQ change shape, draconic aura +2, draconic resolve, totem dragon (red), touch of vitality (heal wounds)

Feats Blooded, Cleave, Improved Initiative, Power Attack, Skill Focus (bluff)^B, Weapon Focus (great sword)

Skills Appraise +5, Bluff +23*, Climb +4, Diplomacy +10, Disguise +24* (+26 acting), Intimidate +12, Jump +10, Search +5, Spot +3

*A doppelganger gains a further +4 circumstance bonus on Bluff and Disguise checks if it can read its opponent's mind.

Possessions +1 *glamoured mithral full plate armor*, +1 *greatsword*, *lesser crystal of energy assault (acid)*

Change Shape (Su): A doppelganger can assume the shape of any Small or Medium humanoid. In humanoid form, the doppelganger loses its natural attacks. A doppelganger can remain in its humanoid form until it chooses to assume a new one. A change in form cannot be dispelled, but a doppelganger reverts to its natural form when killed. A *true seeing* spell or ability reveals its natural form.

Detect Thoughts (Su): A doppelganger can continuously use detect thoughts as the spell (caster level 18th; Will DC 18 negates). It can suppress or resume this ability as a free action. The save DC is Charisma-based.

Draconic Aura (Su): Tipul channels the mighty powers of dragonkin to project an aura that grants him and nearby allies a special benefit.

Projecting an aura is a swift action, and he can only project one draconic aura at a time. An aura remains in effect until he uses a free action to dismiss it or he activates another aura in its place. He can have a draconic aura active continually; thus, an aura can be

in effect at the start of an encounter even before he takes his first turn.

Unless otherwise noted, his draconic aura affects all allies within 30 feet (including himself) with line of effect to him. His aura is dismissed if he becomes unconscious or is slain, but otherwise it remains in effect even if he is incapable of acting.

The bonus granted by the aura is +2. Known auras as:

Energy Shield: Any creature striking Tipul or any of his allies with a natural attack or a nonreach melee weapon is dealt 2 points of fire damage for each point of his aura bonus.

Power: Bonus on melee damage rolls equal to Tipul's aura bonus.

Presence: Bonus on Bluff, Diplomacy, and Intimidate checks equal to Tipul's aura bonus.

Senses: Bonus on Listen and Spot checks, as well as on initiative checks, equal to Tipul's aura bonus.

Toughness: DR 1/magic for each point of Tipul's aura bonus.

Totem Dragon: Tipul has selected red as his totem dragon. He gains Appraise, Bluff, and Jump as class skills.

Draconic Adaptation (Ex): Tipul gains a +5 competence bonus on Appraise and Search checks (always active).

Breath Weapon (Su): At 4th level, Tipul gains a breath weapon corresponding to his totem dragon. The breath weapon deals 3d6 points of fire damage. A successful Reflex save (DC 17) halves the damage dealt. Just like a true dragon, once Tipul breathes he must wait 1d4 rounds before he can use his breath weapon again.

Cone-shaped breath weapons extend out to 15 feet.

Draconic Resolve (Ex): At 4th level, Tipul gains immunity to paralysis and sleep effects. He also becomes immune to the frightful presence of dragons.

Touch of Vitality (Su): At 6th level, Tipul can heal the wounds of living creatures (his or those of others) by touch. Each day he can heal a number of points of damage equal to twice his class level X his Charisma bonus (36). He can choose to divide his healing among multiple recipients, and he doesn't have to use it all at once. Using his touch of vitality is a standard action. It has no effect on undead.

Skills A doppelganger has a +4 racial bonus on Bluff and Disguise checks. *When using its change shape ability, a doppelganger gets an additional +10 circumstance bonus on Disguise checks (already factored into stat blocks). If it can read an opponent's mind, it gets a further +4 circumstance bonus on Bluff and Disguise checks.

SUBPI IWIVT, DOPPELGANGER WIZ6 CR 9

N Medium Monstrous Humanoid (Shapechanger)

Init +7; **Senses** Listen +10, Spot +3

Languages Common, Dwarven, Elven, Undercommon

AC 21, touch 13, flat-footed 18

(+3 Dex, +4 armor, +4 natural)

hp 65 (10 HD)

Immune *sleep* and charm effects

Fort +8, **Ref** +9, **Will** +12

Speed 30 ft. (6 squares)

Melee slam +7 (1d6) [only in natural form]

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

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

Atk Options detect thoughts

Wizard Spells Prepared (CL 6th):

3rd—*deep slumber* (DC 18), *hold person* (DC 18),
suggestion (DC 18)

2nd—*glitterdust* (DC 15), *Tasha's Hideous Laughter*
(DC 17), *Tasha's Hideous Laughter* (DC 17), *touch*
of idiocy (+7 touch attack)

1st—*charm person* (DC 16), *hypnotism* (DC 16),
hypnotism (DC 16), *mage armor* ‡

0—*daze* (DC 15), *daze* (DC 15), *detect magic*,
resistance

‡ Already cast

Abilities Str 10, Dex 16, Con 16, Int 17, Wis 16, Cha 16

SQ change shape

Feats Great Fortitude, Greater Spell Focus
(enchantment), Heighten Spell ^B, Improved Initiative,
Scribe Scroll ^B, Spell Focus (enchantment)

Skills Bluff +14*, Decipher Script +7, Diplomacy +14,
Disguise +24* (+26 acting), Knowledge (arcana) +12,
Knowledge (dungeoneering) +7, Knowledge (local)
+7, Listen +10, Sense Motive +10, Spellcraft +14

*A doppelganger gains a further +4 circumstance bonus
on Bluff and Disguise checks if it can read its
opponent's mind.

Possessions spell component pouch (2)

Change Shape (Su): A doppelganger can assume the
shape of any Small or Medium humanoid. In
humanoid form, the doppelganger loses its natural
attacks. A doppelganger can remain in its humanoid
form until it chooses to assume a new one. A change
in form cannot be dispelled, but a doppelganger
reverts to its natural form when killed. A *true seeing*
spell or ability reveals its natural form.

Detect Thoughts (Su): A doppelganger can
continuously use detect thoughts as the spell (caster
level 18th; Will DC 18 negates). It can suppress or
resume this ability as a free action. The save DC is
Charisma-based.

Skills A doppelganger has a +4 racial bonus on Bluff
and Disguise checks. *When using its change shape
ability, a doppelganger gets an additional +10
circumstance bonus on Disguise checks (already
factored into stat blocks). If it can read an opponent's
mind, it gets a further +4 circumstance bonus on Bluff
and Disguise checks.

MIVTEJDYF **ASSIV,** **DOPPELGANGER**

SWASHBUCKLER6 **CR 9**

N Medium Monstrous Humanoid (Shapechanger)

Init +10; **Senses** Listen +9, Spot +9

Languages Common, Dwarven, Elven, Undercommon

AC 21, touch 14, flat-footed 17; Dodge, Dodge Bonus
(+4 Dex, +3 armor, +4 natural)

hp 92 (10 HD)

Immune *sleep* and charm effects

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

Speed 30 ft. (6 squares)

Melee rapier +16/+11 (1d6+4/15-20) or slam +10 (1d6)
[only in natural form]

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

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

Atk Options detect thoughts

Abilities Str 10, Dex 19, Con 16, Int 16, Wis 14, Cha 14

SQ change shape

Feats Blooded, Dodge, Improved Initiative, Weapon
Focus (rapier), Weapon Finesse ^B

Skills Balance +14, Bluff +13*, Climb +8, Diplomacy
+11, Disguise +23* (+25 acting), Jump +15, Listen
+9, Spot +9, Tumble +19

*A doppelganger gains a further +4 circumstance bonus
on Bluff and Disguise checks if it can read its
opponent's mind.

Possessions +1 *glamoured leather armor*, +1 *keen*
spell storing rapier [hold person (DC 13)]

Change Shape (Su): A doppelganger can assume the
shape of any Small or Medium humanoid. In
humanoid form, the doppelganger loses its natural
attacks. A doppelganger can remain in its humanoid
form until it chooses to assume a new one. A change
in form cannot be dispelled, but a doppelganger
reverts to its natural form when killed. A *true seeing*
spell or ability reveals its natural form.

Detect Thoughts (Su): A doppelganger can
continuously use detect thoughts as the spell (caster
level 18th; Will DC 17 negates). It can suppress or
resume this ability as a free action. The save DC is
Charisma-based.

Dodge Bonus (Ex): A swashbuckler is trained at
focusing his defenses on a single opponent in melee.
During his action, he may designate an opponent and
receive a +1 dodge bonus to Armor Class against
melee attacks from that opponent. He can select a
new opponent on any action. He need not designate
the same target for this ability as for the Dodge feat.
(If he designates the same target, the bonuses
stack.)

Skills A doppelganger has a +4 racial bonus on Bluff
and Disguise checks. *When using its change shape
ability, a doppelganger gets an additional +10
circumstance bonus on Disguise checks (already
factored into stat blocks). If it can read an opponent's
mind, it gets a further +4 circumstance bonus on Bluff
and Disguise checks.

PUZPOL AVVER, DOPPELGANGER MARSHAL6

CR 9

N Medium Monstrous Humanoid (Shapechanger)

Init +0; **Senses** Listen +13, Spot +13

Languages Common, Dwarven, Elven, Undercommon

AC 19, touch 10, flat-footed 19

(+5 armor, +4 natural)
hp 83 (10 HD)
Immune *sleep* and charm effects
Fort +11, **Ref** +6, **Will** +11

Speed 20 ft. (4 squares)
Melee longsword +9/+4 (1d8/19-20) or slam +8 (1d6) [only in natural form]
Space 5 ft.; **Reach** 5 ft.
Base Atk +8; **Grp** +8
Atk Options detect thoughts
Special Actions minor aura, major aura, grant move action (1/day)

Abilities Str 10, Dex 10, Con 16, Int 16, Wis 10, Cha 21
SQ change shape
Feats Diehard, Endurance, Great Fortitude, Iron Will, Skill Focus (diplomacy)^B
Skills Bluff +22*, Diplomacy +21, Disguise +32* (+34 acting), Intimidate +10, Listen +13, Sense Motive +8, Spot +13
 *A doppelganger gains a further +4 circumstance bonus on Bluff and Disguise checks if it can read its opponent's mind.

Possessions +1 *glamoured breastplate armor*, masterwork longsword

Change Shape (Su): A doppelganger can assume the shape of any Small or Medium humanoid. In humanoid form, the doppelganger loses its natural attacks. A doppelganger can remain in its humanoid form until it chooses to assume a new one. A change in form cannot be dispelled, but a doppelganger reverts to its natural form when killed. A *true seeing* spell or ability reveals its natural form.

Detect Thoughts (Su): A doppelganger can continuously use detect thoughts as the spell (caster level 18th; Will DC 20 negates). It can suppress or resume this ability as a free action. The save DC is Charisma-based.

Minor Aura: A minor aura lets allies within 60 feet (including herself) add the marshal's Charisma bonus (+5) to certain rolls, when she is not dazed, unconscious, stunned, paralyzed, or otherwise unable to be heard or understood by allies:
Motivate Charisma: Circumstance bonus on Charisma checks and Charisma-based checks.
Master of Tactics: Circumstance bonus on damage rolls when flanking.
Accurate Strike: Bonus on rolls made to confirm critical hits.

Major Aura: A major aura lets allies within 60 feet (including herself) add a +1 circumstance bonus to certain rolls.
Resilient Troops: Bonus on all saves.
Motivate Attack: Bonus on melee attack rolls.

Grant Move Action (Ex): Starting at 4th level, a marshal can direct and motivate his allies to act immediately. Once per day, as a standard action, she may grant an extra move action to any or all of her allies within 30 feet (but not to herself). Each of the affected allies takes this extra move action immediately, acting in their current initiative order. This extra actions does

not affect the allies' initiative count, the round continues normally after the marshal's turn is over.

Skills A doppelganger has a +4 racial bonus on Bluff and Disguise checks. *When using its change shape ability, a doppelganger gets an additional +10 circumstance bonus on Disguise checks (already factored into stat blocks). If it can read an opponent's mind, it gets a further +4 circumstance bonus on Bluff and Disguise checks.

ENCOUNTER 5

DIRECTOR **CR 8**
 LE Large Aberration
Init +1; **Senses** all-around vision, darkvision 60 ft.; Listen +14, Spot +18
Languages Beholder, Common

AC 24, touch 14, flat-footed 23
 (-1 size, +1 Dex, +4 deflection, +10 natural)
hp 66 (8 HD)
SR 16
Fort +5, **Ref** +7, **Will** +7

Speed 5 ft. (1 square), fly 20 ft. (good)
Melee 3 tentacles +6 (1d6) and
Melee bite +4 (1d8) and
Ranged eye rays +6 ranged touch (see below)
Space 10 ft.; **Reach** 5 ft.
Base Atk +6; **Grp** +11
Atk Options eye rays
Combat Gear *ring of divergence (acid)*, *lens of ray chaining*

Abilities Str 12, Dex 12, Con 16, Int 15, Wis 12, Cha 19
SQ deflection, flight, verminbound
Feats Alertness^{S B}, Mounted Archery, Mounted Combat, Multiattack
Skills Handle Animal +23, Listen +14, Ride +22, Search +6, Spot +18
Possessions combat gear

Eye Rays (Su) During a single round, a director can aim only two eye rays at targets in any one 90 degree arc (up, forward, backward, left, right, or down). A director's eye rays have a range of 120 feet and a save DC of 18 (caster level 8th). The save DCs are Charisma-based. The six eye rays include:
Burning Ray: The target takes 2d6 points of fire damage.
Enervation: The target must succeed on a Fortitude save or gain a negative level. An affected creature regains the lost level after 8 hours.
Force Missile: The target takes 2d6 points of force damage.
Freezing Ray: The target takes 2d6 points of cold damage.
Minor Image: This works like the spell. Directors use this effect to create illusory distractions to draw off attacks from their enemies.
Slow: This works like the spell, except that it affects one creature. The target can make a Will save to negate the effect.

Deflection (Su) A director's central eye emits a strange, invisible field of force that surrounds the creature's

body. This field grants a deflection bonus to their Armor Class and a Reflex saving throw bonus equal to the director's Charisma bonus.

All-Around Vision (Ex) A spectator can see in all directions at once. Because of this, it gains a +4 racial bonus on Search and Spot checks, and it cannot be flanked.

Flight (Ex) A director's body is naturally buoyant. This buoyancy allows it to fly at a speed of 20 feet. This buoyancy also grants it a permanent *feather fall* effect (as the spell) with personal range.

Vermimbond (Su) As a full-round action, a director can attempt to dominate a creature of the vermin type that it hits with a melee touch attack. The touched vermin can make a DC 18 Will save to negate this effect. This save DC is Charisma-based. Normally, vermin are immune to mind-affecting spells and abilities, but the director's verimbond ability overcomes this immunity.

This effect is permanent, as long as the director remains in physical contact with the vermin. Typically, a director uses the vermin as a mount, using its tentacles to grip the vermin just behind the head. Monstrous centipedes and scorpions are favorite choices, but the director can control any vermin with this ability.

While the verimbond is in effect, the director can control the vermin's actions by making successful Ride checks; bonded vermin count as warhorses for the purpose of directing their actions in combat.

As long as this effect remains, the bonded vermin gains the benefits of the director's deflection ability. More important, both director and mount take half damage from all wounds and attacks that deal hit point damage. The amount of damage not taken by one creature is taken by the other.

Skills Directors gain a +8 racial bonus on all Handle Animal and Ride checks

SPECTATOR

CR 4

LN Medium Aberration (Extraplanar)

Init +5; **Senses** all-around vision, darkvision 60 ft.; Listen +3, Spot +14

Languages Beholder, Common

AC 16, touch 11, flat-footed 15
(+1 Dex, +5 natural)

hp 30 (4 HD)

Resist spell turning; **SR** 12

Fort +3, **Ref** +2, **Will** +5

Speed 5 ft. (1 square), fly 20 ft. (good)

Melee bite +3 (1d6) and

Ranged eye rays +4 ranged touch attack (see below)

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

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

Atk Options eye rays, spell-like abilities

Spell-Like Abilities (CL 6th):

3/day—*create food and water*

1/day—*plane shift* (DC 17)

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

SQ flight, planar fast healing, spell turning

Feat Alertness^B, Flyby Attack, Improved Initiative

Skills Knowledge (the planes) +9, Listen +3, Search +13, Sense Motive +8, Spot +14, Survival +1 (+3 following tracks)

Eye Rays (Su) Each of a spectator's four small eyes can produce a magical ray once per round as a free action. During a single round, it can aim only one eye ray at targets in any one 90-degree arc (up, forward, backward, left, right, or down). Each ray has a range of 60 feet and a save DC of 14 (caster level 6th). The save DCs are Charisma-based. The four eye rays include:

Fatigue: The target must make a Fortitude save or become fatigued. A fatigued creature that fails to save against this effect becomes exhausted.

Inflict Moderate Wounds: This ray works like the spell, causing 2d8+6 points of damage (Will half).

Hold Monster: The target must succeed on a Will save or be affected as though by the spell.

Telepathy: A spectator can communicate telepathically with its target for the round. As a free action, a spectator can make a suggestion (as the spell; Will negates) to any creature it is currently telepathically speaking to.

All-Around Vision (Ex) A spectator can see in all directions at once. Because of this, it gains a +4 racial bonus on Search and Spot checks, and it cannot be flanked.

Flight (Ex) A spectator's body is naturally buoyant. This buoyancy allows it to fly at a speed of 20 feet. This buoyancy also grants it a permanent *feather fall* effect (as the spell) with personal range.

Planar Fast Healing (Ex) While on Mechanus, a spectator has fast healing 3.

Spell Turning (Su) A spectator's central eye produces a 90-foot cone that reflects any spell cast upon it by a creature within the cone back upon its source. This functions just like *spell turning* (caster level 6th). Up to one spell can be reflected per round.

GAS SPORE

CR 3

N Large Plant

Init -3; **Senses** all-around vision, low light vision; Listen +0, Spot +4

Languages None

AC 6, touch 6, flat-footed 6
(-1 size, -3 Dex)

hp 38 (10 HD)

Fort +4, **Ref** +0, **Will** +3

Speed 5 ft. (1 square), fly 20 ft. (poor)

Melee slam +9 (1d6+4 and spores)

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

Base Atk +7; **Grp** +14

Special Actions death throes, infestation

Abilities Str 16, Dex 4, Con 4, Int -, Wis 10, Cha 1

SQ beholder camouflage, flight

Skills Disguise -5 (+15 imitating beholders), Search +4, Spot +4

Death Throes (Ex) A gas spore reduced to 0 or few hit points immediately explodes in a powerful burst of spores and foul-smelling gas. This blast affects all

creatures in a 10-foot radius, dealing them 6d6 points of sonic damage and exposing them to the spores (see Infestation, below). A DC 10 Reflex save halves the damage. The save DC is Constitution-based. The spores are dispersed in this explosion and cannot be harvested thereafter.

Infestation (Ex) Any living nonplant creature that is damaged by a gas spore's slam attack or its death throes must immediately succeed on a DC 12 Fortitude save or become infested with spores. An infested creature takes 1d4 points of Constitution damage upon becoming infested and an additional 1d4 points of Constitution damage every hour that follows as the spores rapidly grow and consume flesh. The save DC is Constitution-based.

All-Around Vision (Ex) A gas spore can see in all directions at once. Because of this, it gains a +4 racial bonus on Search and Spot checks, and it cannot be flanked.

Beholder Camouflage (Ex) A gas spore's appearance is so clever that it gains a +20 racial bonus on Disguise checks to appear as a beholder.

Flight (Ex) A gas spore's body is naturally buoyant. This buoyancy allows it to fly at a speed of 20 feet. This buoyancy also grants it a permanent *feather fall* effect (as the spell) with personal range.

ENCOUNTER 6

GRIMLOCK CR 11

Grimlock Male Brb1/Ftr2/Rng2/Scout5/Dervish1

NE Medium Monstrous Humanoid

Init +13; **Senses** Listen +10, Spot +10, blindsight 40 ft.

Languages Common, Grimlock, Undercommon

AC 20, touch 14, flat-footed 17

(+3 Dex, +1 class, +2 armor, +4 natural)

hp 115 (13 HD)

Immune gaze attacks, visual effects, illusions

Fort +13, **Ref** +15, **Will** +5

Speed 50 ft. (10 squares)

Melee battleaxe +18/+13/+8 (1d8+6 plus 1d6 electricity/x3)

Melee battleaxe +16/+11/+6 (1d8+6 plus 1d6 electricity/x3) and handaxe +16/+11 (1d6+3/x3)

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

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

Atk Options dervish dance (1/day), favored enemy (humanoid: dwarf), rage (1/day), skirmish (+2d6/+1 AC)

Combat Gear *torc of titans*

Abilities Str 20, Dex 17, Con 16, Int 13, Wis 8, Cha 5

SQ battle fortitude +1, blindsight 40 ft., evasion, fast movement, movement mastery, scent, trackless step, trapfinding, uncanny dodge, wild empathy

Feats Combat Expertise, Dodge, Dual Strike, Improved Initiative^B, Improved Two-Weapon Fighting, Mobility, Track^B, Two-Weapon Fighting^B, Weapon Focus (battleaxe), Weapon Focus (handaxe)

Skills Balance +10, Climb +10, Hide +26, Jump +10, Knowledge (dungeoneering) +2, Knowledge (nature)

+2, Listen +10, Move Silently +16, Perform (dance) +3, Spot +10, Swim +1, Tumble +19

Possessions combat gear plus *masterwork leather armor*, +1 *eager battleaxe*, *lesser crystal of energy assault (electricity)*, +1 *warning handaxe*, handaxe

Blindsight (Ex) Grimlocks can sense all foes within 40 feet as a sighted creature would. Beyond that range, they treat all targets as having total concealment.

Grimlocks are susceptible to sound- and scent-based attacks, however, and are affected normally by loud noises and sonic spells (such as *ghost sound* or *silence*) and overpowering odors (such as *stinking cloud* or incense-heavy air). Negating a grimlock's sense of smell or hearing reduces this ability to normal Blind-Fight (as the feat). If both these senses are negated, a grimlock is effectively blinded.

Dervish Dance (Ex) A dervish can become a whirling dancer of death a certain number of times per day. While in this dervish dance, he can take a full attack action (for melee attacks only) and still move up to his speed. However, the dervish must move a minimum of 5 feet between each attack when using this ability, and he cannot return to a square he just exited (though he may return to that square later during his full attack). The dervish is subject to attacks of opportunity while dancing, but may tumble normally as part of his move. A dervish prevented from completing his move is also prevented from finishing his full attack.

If a dervish wields a slashing weapon while in a dervish dance, he gains a bonus on his attack and damage rolls. This bonus is +1 at 1st level, and it increases by an extra +1 at every odd-numbered level thereafter.

A dervish may only perform a dervish dance while wielding a slashing weapon. He cannot perform a dervish dance in any armor heavier than light or if he is using a shield. While dancing, a dervish cannot use skills or abilities that involve concentration or require her to remain still, such as Move Silently, Hide, or Search. A dervish can use the Combat Expertise feat while in a dance. A dervish cannot perform a dervish dance while under the effect of a rage or frenzy ability.

A dervish can perform a dervish dance only once per encounter. A dervish dance lasts 1 round for every two ranks of Perform (dance) that the character has (3 rounds). At the end of the dervish dance, the character becomes fatigued for the duration of the encounter.

Skirmish (Ex) A scout relies on mobility to deal extra damage and improve his defense. He deals an extra 1d6 points of damage on all attacks he makes during any round in which he moves at least 10 feet. The extra damage applies only to attacks taken during the scout's turn. This extra damage increases by 1d6 for every four levels gained above 1st.

The extra damage only applies against living creatures that have a discernible anatomy. Undead, constructs, oozes, plants, incorporeal creatures, and creatures immune to extra damage from critical hits are not vulnerable to this additional damage. The

scout must be able to see the target well enough to pick out a vital spot and must be able to reach such a spot. Scouts can apply this extra damage to ranged attacks made while skirmishing, but only if the target is within 30 feet.

At 3rd level, a scout gains a +1 competence bonus to Armor Class during any round in which she moves at least 10 feet. The bonus applies as soon as the scout has moved 10 feet, and lasts until the start of her next turn. This bonus improves by 1 for every four levels gained above 3rd.

A scout loses this ability when wearing medium or heavy armor or when carrying a medium or heavy load. If he gains the skirmish ability from another class, the bonuses stack.

Movement Mastery (Ex): A dervish is so certain of his movements that he is unaffected by adverse conditions. When making a Jump, Perform (dance), or Tumble check, he may take 10 even if stress and distraction would normally prevent him from doing so.

Skills A grimlock's dull gray skin helps it hide in its native terrain, conferring a +10 racial bonus on Hide checks when in mountains or underground.

DERRO SOR8

CR 11

CE Small monstrous humanoid

Init +6; **Senses** Listen -3, Spot -3

Languages Undercommon

AC 19, touch 13, flat-footed 17

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

hp 59 (11 HD)

SR 15

Fort +5, **Ref** +10, **Will** +15

Weakness vulnerability to sunlight

Speed 20 ft. (4 squares)

Melee dagger +7/+2 (1d3 plus poison/19-20)

Ranged dagger +9 (1d3 plus poison/19-20)

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

Base Atk +7; **Grp** +3

Atk Options poison-use, spell-like abilities, sneak attack +1d6

Combat Gear *arcantist's glove*, *rod of silence*, *potion of eagle's splendor*

Sorcerer Spells Known (CL 8th):

4th (4/day)—*confusion* (DC 22)

3rd (6/day)—*haste*, *ray of dizziness* (+9 ranged touch)

2nd (8/day)—*ray of stupidity* (+9 ranged touch), *sting ray* (+9 ranged touch; DC 20), *Tasha's hideous laughter* (DC 20)

1st (8/day)—*charm person* (DC 19), *distract assailant* (DC 19), *mage armor* ‡, *ray of enfeeblement* (+9 ranged touch), *shock and awe*

0 (6/day)—*acid splash* (+9 ranged touch), *arcane mark*, *daze* (DC 18), *detect magic*, *detect poison*, *flare* (DC 16), *ray of frost* (+9 ranged touch), *read magic*

‡ Already cast

Spell-Like Abilities (CL 11th):

At Will—*darkness*, *ghost sound*

1/day—*daze* (DC 16), *sound burst* (DC 18)

Abilities Str 10, Dex 14, Con 14, Int 10, Wis 4, Cha 23

SQ madness, spell resistance 15, vulnerability to sunlight

Feats Blind-Fight, Greater Spell Focus (enchantment), Improved Initiative, Spell Focus (enchantment)

Skills Concentration +10, Hide +16, Move Silently +12, Spellcraft +8

Possessions combat gear plus 4 daggers, spell component pouch (2), weasel familiar

Madness (Ex) Derro use their Charisma modifier on Will saves instead of their Wisdom modifier, and have immunity to *confusion* and *insanity* effects. A derro cannot be restored to sanity by any means short of a *miracle* or *wish* spell.

Poison Use (Ex) Applied to their crossbow bolts is Medium monstrous spider venom (DC 14 Fortitude save resists, 1d4 Str/1d4 Str).

Sneak Attack (Ex) Any time a derro's opponent is denied his Dexterity bonus to AC, or if a derro flanks his opponent, he deals an extra 1d6 points of damage. This ability is just like the rogue's sneak attack and subject to the same limitations.

Vulnerability to Sunlight (Ex) A derro takes 1 point of Constitution damage for every hour it is exposed to sunlight, and it dies if its Constitution score reaches 0. Lost Constitution points are recovered at the rate of 1 per every 24-hour period spent underground or otherwise sheltered from the sun.

Skills Derro have a +4 racial bonus on Hide and Move Silently checks.

DERRO BRD3/MAR5

CR 11

CE Small monstrous humanoid

Init +6; **Senses** Listen -3, Spot +0

Languages Undercommon

AC 18, touch 13, flat-footed 16

(+1 size, +2 Dex, +3 armor, +2 natural)

hp 78 (11 HD)

SR 15

Fort +8, **Ref** +9, **Will** +16

Weakness vulnerability to sunlight

Speed 20 ft. (4 squares)

Melee longsword +8/+3 (1d6 plus poison/19-20)

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

Base Atk +8; **Grp** +4

Atk Options *fascinate*, grant move action (1/day), inspire courage +1, poison-use, spell-like abilities, sneak attack +1d6

Special Actions minor aura, major aura

Combat Gear *rearguard's cape*, *potion of eagle's splendor*

Bard Spells Known (CL 3rd):

1st (3/day)—*grease* (DC 17), *inspirational boost*, *phantom threat* (DC 17)

0 (3/day)—*dancing light*, *detect magic*, *flare* (DC 16), *lullaby* (DC 16), *message*, *resistance*

Spell-Like Abilities (CL 11th):

At Will—*darkness*, *ghost sound*

1/day—*daze* (DC 16), *sound burst* (DC 18)

Abilities Str 10, Dex 14, Con 14, Int 10, Wis 4, Cha 23

SQ bardic knowledge, bardic music, countersong, inspire competence, madness, spell resistance 15, vulnerability to sunlight

Feats Blind-Fight, Extra Music, Improved Initiative, Lingering Song, Skill Focus (diplomacy)^B

Skills Concentration +10, Diplomacy +9, Hide +15, Move Silently +11, Perform (singing) +20, Spellcraft +3, Spot +0

Possessions combat gear plus masterwork studded leather armor, masterwork longsword

Madness (Ex) Derro use their Charisma modifier on Will saves instead of their Wisdom modifier, and have immunity to *confusion* and *insanity* effects. A derro cannot be restored to sanity by any means short of a *miracle* or *wish* spell.

Poison Use (Ex) Applied to their crossbow bolts is Medium monstrous spider venom (DC 14 Fortitude save resists, 1d4 Str/1d4 Str).

Sneak Attack (Ex) Any time a derro's opponent is denied his Dexterity bonus to AC, or if a derro flanks his opponent, he deals an extra 1d6 points of damage. This ability is just like the rogue's sneak attack and subject to the same limitations.

Vulnerability to Sunlight (Ex) A derro takes 1 point of Constitution damage for every hour it is exposed to sunlight, and it dies if its Constitution score reaches 0. Lost Constitution points are recovered at the rate of 1 per every 24-hour period spent underground or otherwise sheltered from the sun.

Minor Aura: A minor aura lets allies within 60 feet (including himself) add the marshal's Charisma bonus (+6) to certain rolls, when he is not dazed, unconscious, stunned, paralyzed, or otherwise unable to be heard or understood by allies:

Motivate Dexterity: Circumstance bonus on Dexterity checks, Dexterity-based checks and initiative checks.

Master of Tactics: Circumstance bonus on damage rolls when flanking.

Force of Will: Circumstance bonus on Will saves.

Major Aura: A major aura lets allies within 60 feet (including himself) add a +1 circumstance bonus to certain rolls.

Motivate Attack: Bonus on melee attack rolls.

Motivate Ardor: Bonus on damage rolls.

Skills Derro have a +4 racial bonus on Hide and Move Silently checks.

APPENDIX 4 – APL 14

ENCOUNTER 3

TIPUL MIEJDON, DOPPELGANGER FTR1/DRAGON SHAMAN8 (RED) CR 12

CN Medium Monstrous Humanoid (Shapechanger)

Init +7; Senses Listen +1, Spot +3

Languages Common, Draconic

AC 25, touch 11, flat-footed 24

(+1 Dex, +9 armor, +5 natural)

hp 143 (13 HD)

Immune sleep, charm, and paralysis effects

Fort +14, Ref +7, Will +13

Speed 30 ft. (6 squares)

Melee great sword +16/+10/+6 (2d6+5 plus 1d6 acid plus -1 to AC/19-20) or slam +9 (1d6+3) [only in natural form]

Space 5 ft.; Reach 5 ft.

Base Atk +11; Grp +11

Atk Options breath weapon (4d6; 15-ft. cone), detect thoughts

Abilities Str 16, Dex 12, Con 20, Int 12, Wis 12, Cha 16

SQ change shape, draconic aura +2, draconic resolve, totem dragon (red), touch of vitality (heal wounds)

Feats Blooded, Cleave, Improved Initiative, Power Attack, Skill Focus (bluff)^B, Skill Focus (jump)^B, Toughness, Weapon Focus (great sword)

Skills Appraise +5, Bluff +25*, Climb +4, Diplomacy +10, Disguise +24* (+26 acting), Intimidate +14, Jump +15, Search +5, Spot +3

*A doppelganger gains a further +4 circumstance bonus on Bluff and Disguise checks if it can read its opponent's mind.

Possessions +1 *glamoured mithral full plate armor*, +1 *greatsword*, *greater crystal of energy assault (acid)*

Change Shape (Su): A doppelganger can assume the shape of any Small or Medium humanoid. In humanoid form, the doppelganger loses its natural attacks. A doppelganger can remain in its humanoid form until it chooses to assume a new one. A change in form cannot be dispelled, but a doppelganger reverts to its natural form when killed. A *true seeing* spell or ability reveals its natural form.

Detect Thoughts (Su): A doppelganger can continuously use detect thoughts as the spell (caster level 18th; Will DC 19 negates). It can suppress or resume this ability as a free action. The save DC is Charisma-based.

Draconic Aura (Su): Tipul channels the mighty powers of dragonkin to project an aura that grants him and nearby allies a special benefit.

Projecting an aura is a swift action, and he can only project one draconic aura at a time. An aura remains in effect until he uses a free action to dismiss it or he activates another aura in its place. He can have a draconic aura active continually; thus, an aura can be

in effect at the start of an encounter even before he takes his first turn.

Unless otherwise noted, his draconic aura affects all allies within 30 feet (including himself) with line of effect to him. His aura is dismissed if he becomes unconscious or is slain, but otherwise it remains in effect even if he is incapable of acting.

The bonus granted by the aura is +2. Known auras as:

Energy Shield: Any creature striking Tipul or any of his allies with a natural attack or a nonreach melee weapon is dealt 2 points of fire damage for each point of his aura bonus.

Power: Bonus on melee damage rolls equal to Tipul's aura bonus.

Presence: Bonus on Bluff, Diplomacy, and Intimidate checks equal to Tipul's aura bonus.

Resistance: Resistance to Tipul's totem dragon's energy type (fire) equal to 5 X his aura bonus.

Senses: Bonus on Listen and Spot checks, as well as on initiative checks, equal to Tipul's aura bonus.

Toughness: DR 1/magic for each point of Tipul's aura bonus.

Totem Dragon: Tipul has selected red as his totem dragon. He gains Appraise, Bluff, and Jump as class skills.

Draconic Adaptation (Ex): Tipul gains a +5 competence bonus on Appraise and Search checks (always active).

Breath Weapon (Su): At 4th level, Tipul gains a breath weapon corresponding to his totem dragon. The breath weapon deals 4d6 points of fire damage. A successful Reflex save (DC 19) halves the damage dealt. Just like a true dragon, once Tipul breathes he must wait 1d4 rounds before he can use his breath weapon again.

Cone-shaped breath weapons extend out to 15 feet.

Draconic Resolve (Ex): At 4th level, Tipul gains immunity to paralysis and sleep effects. He also becomes immune to the frightful presence of dragons.

Touch of Vitality (Su): At 6th level, Tipul can heal the wounds of living creatures (his or those of others) by touch. Each day he can heal a number of points of damage equal to twice his class level X his Charisma bonus (48). He can choose to divide his healing among multiple recipients, and he doesn't have to use it all at once. Using his touch of vitality is a standard action. It has no effect on undead.

Skills A doppelganger has a +4 racial bonus on Bluff and Disguise checks. *When using its change shape ability, a doppelganger gets an additional +10 circumstance bonus on Disguise checks (already factored into stat blocks). If it can read an opponent's mind, it gets a further +4 circumstance bonus on Bluff and Disguise checks.

SUBPI IWIVT, DOPPELGANGER WIZ8 CR 11

N Medium Monstrous Humanoid (Shapechanger)

Init +7; **Senses** Listen +10, Spot +3**Languages** Common, Dwarven, Elven, Undercommon**AC** 21, touch 13, flat-footed 18

(+3 Dex, +4 armor, +4 natural)

hp 75 (12 HD)**Immune** *sleep* and charm effects**Fort** +8, **Ref** +9, **Will** +13**Speed** 30 ft. (6 squares)**Melee** slam +8 (1d6) [only in natural form]**Space** 5 ft.; **Reach** 5 ft.**Base Atk** +8; **Grp** +8**Atk Options** detect thoughts**Wizard Spells Prepared** (CL 6th):4th—*confusion* (DC 19), *confusion* (DC 19), *crushing despair* (DC 19)3rd—*deep slumber* (DC 18), *haste, hold person* (DC 18), *suggestion* (DC 18)2nd—*glitterdust* (DC 15), *Tasha's Hideous Laughter* (DC 17), *Tasha's Hideous Laughter* (DC 17), *touch of idiocy* (+7 touch attack)1st—*charm person* (DC 16), *hypnotism* (DC 16), *hypnotism* (DC 16), *mage armor* ‡0—*daze* (DC 15), *daze* (DC 15), *detect magic, resistance*

‡ Already cast

Abilities Str 10, Dex 16, Con 16, Int 18, Wis 16, Cha 16**SQ** change shape**Feats** Great Fortitude, Greater Spell Focus (enchantment), Heighten Spell ^B, Improved Initiative, Scribe Scroll ^B, Spell Focus (enchantment)**Skills** Bluff +14*, Concentration +5, Decipher Script +10, Diplomacy +14, Disguise +24* (+26 acting), Knowledge (arcana) +15, Knowledge (dungeoneering) +10, Knowledge (local) +10, Listen +10, Sense Motive +10, Spellcraft +17

*A doppelganger gains a further +4 circumstance bonus on Bluff and Disguise checks if it can read its opponent's mind.

Possessions spell component pouch (2)**Change Shape (Su):** A doppelganger can assume the shape of any Small or Medium humanoid. In humanoid form, the doppelganger loses its natural attacks. A doppelganger can remain in its humanoid form until it chooses to assume a new one. A change in form cannot be dispelled, but a doppelganger reverts to its natural form when killed. A *true seeing* spell or ability reveals its natural form.**Detect Thoughts (Su):** A doppelganger can continuously use detect thoughts as the spell (caster level 18th; Will DC 18 negates). It can suppress or resume this ability as a free action. The save DC is Charisma-based.**Skills** A doppelganger has a +4 racial bonus on Bluff and Disguise checks. *When using its change shape ability, a doppelganger gets an additional +10 circumstance bonus on Disguise checks (already factored into stat blocks). If it can read an opponent's mind, it gets a further +4 circumstance bonus on Bluff and Disguise checks.**MIVTEJDYF ASSIV, DOPPELGANGER****SWASHBUCKLER8****CR 11**

N Medium Monstrous Humanoid (Shapechanger)

Init +10; **Senses** Listen +11, Spot +11**Languages** Common, Dwarven, Elven, Undercommon**AC** 22, touch 15, flat-footed 17; Dodge, Dodge Bonus

(+5 Dex, +3 armor, +4 natural)

hp 111 (12 HD)**Immune** *sleep* and charm effects**Fort** +10, **Ref** +11, **Will** +8**Speed** 30 ft. (6 squares)**Melee** rapier +19/+14/+9 (1d6+4/15-20) or slam +12 (1d6) [only in natural form]**Space** 5 ft.; **Reach** 5 ft.**Base Atk** +12; **Grp** +12**Atk Options** detect thoughts, acrobatic charge, improved flanking**Abilities** Str 10, Dex 20, Con 16, Int 16, Wis 14, Cha 14**SQ** change shape**Feats** Blooded, Dodge, Improved Initiative, Mobility, Weapon Focus (rapier), Weapon Finesse ^B**Skills** Balance +17, Bluff +15*, Climb +10, Diplomacy +11, Disguise +23* (+25 acting), Jump +17, Listen +11, Spot +11, Tumble +22

*A doppelganger gains a further +4 circumstance bonus on Bluff and Disguise checks if it can read its opponent's mind.

Possessions +1 *glamoured leather armor*, +1 *keen spell storing rapier* [hold person (DC 13)]**Change Shape (Su):** A doppelganger can assume the shape of any Small or Medium humanoid. In humanoid form, the doppelganger loses its natural attacks. A doppelganger can remain in its humanoid form until it chooses to assume a new one. A change in form cannot be dispelled, but a doppelganger reverts to its natural form when killed. A *true seeing* spell or ability reveals its natural form.**Detect Thoughts (Su):** A doppelganger can continuously use detect thoughts as the spell (caster level 18th; Will DC 17 negates). It can suppress or resume this ability as a free action. The save DC is Charisma-based.**Dodge Bonus (Ex):** A swashbuckler is trained at focusing his defenses on a single opponent in melee. During his action, he may designate an opponent and receive a +1 dodge bonus to Armor Class against melee attacks from that opponent. He can select a new opponent on any action. He need not designate the same target for this ability as for the Dodge feat. (If he designates the same target, the bonuses stack.)**Acrobatic Charge (Ex):** A swashbuckler may charge over difficult terrain that normally slows movement or allies blocking his path. This ability enables him to run down steep stairs, leap down from a balcony, or tumble over tables to get to her target.**Improved Flanking (Ex):** A swashbuckler of 8th level or higher who is flanking an opponent gains a +4 bonus on attacks instead of a +2 bonus on attacks. (Other

characters flanking with the swashbuckler don't gain this increased bonus).

Skills A doppelganger has a +4 racial bonus on Bluff and Disguise checks. *When using its change shape ability, a doppelganger gets an additional +10 circumstance bonus on Disguise checks (already factored into stat blocks). If it can read an opponent's mind, it gets a further +4 circumstance bonus on Bluff and Disguise checks.

PUZPOL AVVER, DOPPELGANGER MARSHAL
CR 11

N Medium Monstrous Humanoid (Shapechanger)

Init +0; **Senses** Listen +15, Spot +15

Languages Common, Dwarven, Elven, Undercommon

AC 19, touch 10, flat-footed 19

(+5 armor, +4 natural)

hp 99 (12 HD)

Immune *sleep* and charm effects

Fort +12, **Ref** +8, **Will** +12

Speed 20 ft. (4 squares)

Melee longsword +12/+7 (1d8+1/19-20) or slam +10 (1d6) [only in natural form]

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

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

Atk Options detect thoughts

Special Actions minor aura, major aura, grant move action (2/day)

Abilities Str 10, Dex 10, Con 16, Int 16, Wis 10, Cha 22

SQ change shape

Feats Diehard, Endurance, Great Fortitude, Iron Will, Lightning Reflexes, Skill Focus (diplomacy)^B

Skills Bluff +25*, Diplomacy +24, Disguise +35* (+37 acting), Intimidate +13, Listen +15, Sense Motive +10, Spot +15

*A doppelganger gains a further +4 circumstance bonus on Bluff and Disguise checks if it can read its opponent's mind.

Possessions +1 *glamoured breastplate armor*, +1 *longsword*

Change Shape (Su): A doppelganger can assume the shape of any Small or Medium humanoid. In humanoid form, the doppelganger loses its natural attacks. A doppelganger can remain in its humanoid form until it chooses to assume a new one. A change in form cannot be dispelled, but a doppelganger reverts to its natural form when killed. A *true seeing* spell or ability reveals its natural form.

Detect Thoughts (Su): A doppelganger can continuously use detect thoughts as the spell (caster level 18th; Will DC 22 negates). It can suppress or resume this ability as a free action. The save DC is Charisma-based.

Minor Aura: A minor aura lets allies within 60 feet (including herself) add the marshal's Charisma bonus (+6) to certain rolls, when she is not dazed, unconscious, stunned, paralyzed, or otherwise unable to be heard or understood by allies:

Motivate Charisma: Circumstance bonus on Charisma checks and Charisma-based checks.

Master of Tactics: Circumstance bonus on damage rolls when flanking.

Accurate Strike: Bonus on rolls made to confirm critical hits.

Master of Opportunity: Bonus to Armor Class against attacks of opportunity.

Major Aura: A major aura lets allies within 60 feet (including herself) add a +2 circumstance bonus to certain rolls.

Resilient Troops: Bonus on all saves.

Motivate Attack: Bonus on melee attack rolls.

Grant Move Action (Ex): Starting at 4th level, a marshal can direct and motivate his allies to act immediately. Once per day, as a standard action, she may grant an extra move action to any or all of her allies within 30 feet (but not to herself). Each of the affected allies takes this extra move action immediately, acting in their current initiative order. This extra actions does not affect the allies' initiative count, the round continues normally after the marshal's turn is over.

At 8th level, a marshal gains the ability to grant an extra move action to his allies twice per day.

Skills A doppelganger has a +4 racial bonus on Bluff and Disguise checks. *When using its change shape ability, a doppelganger gets an additional +10 circumstance bonus on Disguise checks (already factored into stat blocks). If it can read an opponent's mind, it gets a further +4 circumstance bonus on Bluff and Disguise checks.

ENCOUNTER 5

DIRECTOR

CR 8

LE Large Aberration

Init +1; **Senses** all-around vision, darkvision 60 ft.; Listen +14, Spot +18

Languages Beholder, Common

AC 24, touch 14, flat-footed 23

(-1 size, +1 Dex, +4 deflection, +10 natural)

hp 66 (8 HD)

SR 16

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

Speed 5 ft. (1 square), fly 20 ft. (good)

Melee 3 tentacles +6 (1d6) and

Melee bite +4 (1d8) and

Ranged eye rays +6 ranged touch (see below)

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

Base Atk +6; **Grp** +11

Atk Options eye rays

Combat Gear *ring of divergence (acid)*, *lens of ray chaining*

Abilities Str 12, Dex 12, Con 16, Int 15, Wis 12, Cha 19

SQ deflection^B, flight, verminbound

Feats Alertness^B, Mounted Archery, Mounted Combat, Multiattack

Skills Handle Animal +23, Listen +14, Ride +22, Search +6, Spot +18

Possessions combat gear

Eye Rays (Su) During a single round, a director can aim only two eye rays at targets in any one 90 degree arc (up, forward, backward, left, right, or down).

A director's eye rays have a range of 120 feet and a save DC of 18 (caster level 8th). The save DCs are Charisma-based. The six eye rays include:

Burning Ray: The target takes 2d6 points of fire damage.

Enervation: The target must succeed on a Fortitude save or gain a negative level. An affected creature regains the lost level after 8 hours.

Force Missile: The target takes 2d6 points of force damage.

Freezing Ray: The target takes 2d6 points of cold damage.

Minor Image: This works like the spell. Directors use this effect to create illusory distractions to draw off attacks from their enemies.

Slow: This works like the spell, except that it affects one creature. The target can make a Will save to negate the effect.

Deflection (Su) A director's central eye emits a strange, invisible field of force that surrounds the creature's body. This field grants a deflection bonus to their Armor Class and a Reflex saving throw bonus equal to the director's Charisma bonus.

All-Around Vision (Ex) A spectator can see in all directions at once. Because of this, it gains a +4 racial bonus on Search and Spot checks, and it cannot be flanked.

Flight (Ex) A director's body is naturally buoyant. This buoyancy allows it to fly at a speed of 20 feet. This buoyancy also grants it a permanent *feather fall* effect (as the spell) with personal range.

Vermimbond (Su) As a full-round action, a director can attempt to dominate a creature of the vermin type that it hits with a melee touch attack. The touched vermin can make a DC 18 Will save to negate this effect. This save DC is Charisma-based. Normally, vermin are immune to mind-affecting spells and abilities, but the director's verimbond ability overcomes this immunity.

This effect is permanent, as long as the director remains in physical contact with the vermin. Typically, a director uses the vermin as a mount, using its tentacles to grip the vermin just behind the head. Monstrous centipedes and scorpions are favorite choices, but the director can control any vermin with this ability.

While the verimbond is in effect, the director can control the vermin's actions by making successful Ride checks; bonded vermin count as warhorses for the purpose of directing their actions in combat.

As long as this effect remains, the bonded vermin gains the benefits of the director's deflection ability. More important, both director and mount take half damage from all wounds and attacks that deal hit point damage. The amount of damage not taken by one creature is taken by the other.

Skills Directors gain a +8 racial bonus on all Handle Animal and Ride checks

SPECTATOR

LN Medium Aberration (Extraplanar)

CR 4

Init +5; **Senses** all-around vision, darkvision 60 ft.; Listen +3, Spot +14

Languages Beholder, Common

AC 16, touch 11, flat-footed 15

(+1 Dex, +5 natural)

hp 30 (4 HD)

Resist spell turning; **SR** 12

Fort +3, **Ref** +2, **Will** +5

Speed 5 ft. (1 square), fly 20 ft. (good)

Melee bite +3 (1d6) and

Ranged eye rays +4 ranged touch attack (see below)

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

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

Atk Options eye rays, spell-like abilities

Spell-Like Abilities (CL 6th):

3/day—*create food and water*

1/day—*plane shift* (DC 17)

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

SQ flight, planar fast healing, spell turning

Feat Alertness^B, Flyby Attack, Improved Initiative

Skills Knowledge (the planes) +9, Listen +3, Search +13, Sense Motive +8, Spot +14, Survival +1 (+3 following tracks)

Eye Rays (Su) Each of a spectator's four small eyes can produce a magical ray once per round as a free action. During a single round, it can aim only one eye ray at targets in any one 90-degree arc (up, forward, backward, left, right, or down). Each ray has a range of 60 feet and a save DC of 14 (caster level 6th). The save DCs are Charisma-based. The four eye rays include:

Fatigue: The target must make a Fortitude save or become fatigued. A fatigued creature that fails to save against this effect becomes exhausted.

Inflict Moderate Wounds: This ray works like the spell, causing 2d8+6 points of damage (Will half).

Hold Monster: The target must succeed on a Will save or be affected as though by the spell.

Telepathy: A spectator can communicate telepathically with its target for the round. As a free action, a spectator can make a suggestion (as the spell; Will negates) to any creature it is currently telepathically speaking to.

All-Around Vision (Ex) A spectator can see in all directions at once. Because of this, it gains a +4 racial bonus on Search and Spot checks, and it cannot be flanked.

Flight (Ex) A spectator's body is naturally buoyant. This buoyancy allows it to fly at a speed of 20 feet. This buoyancy also grants it a permanent *feather fall* effect (as the spell) with personal range.

Planar Fast Healing (Ex) While on Mechanus, a spectator has fast healing 3.

Spell Turning (Su) A spectator's central eye produces a 90-foot cone that reflects any spell cast upon it by a creature within the cone back upon its source. This functions just like *spell turning* (caster level 6th). Up to one spell can be reflected per round.

GAS SPORE

N Large Plant

CR 3

Init -3; **Senses** all-around vision, low light vision; Listen +0, Spot +4

Languages None

AC 6, touch 6, flat-footed 6

(-1 size, -3 Dex)

hp 38 (10 HD)

Fort +4, **Ref** +0, **Will** +3

Speed 5 ft. (1 square), fly 20 ft. (poor)

Melee slam +9 (1d6+4 and spores)

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

Base Atk +7; **Grp** +14

Special Actions death throes, infestation

Abilities Str 16, Dex 4, Con 4, Int -, Wis 10, Cha 1

SQ beholder camouflage, flight

Skills Disguise -5 (+15 imitating beholders), Search +4, Spot +4

Death Throes (Ex) A gas spore reduced to 0 or few hit points immediately explodes in a powerful burst of spores and foul-smelling gas. This blast affects all creatures in a 10-foot radius, dealing them 6d6 points of sonic damage and exposing them to the spores (see Infestation, below). A DC 10 Reflex save halves the damage. The save DC is Constitution-based. The spores are dispersed in this explosion and cannot be harvested thereafter.

Infestation (Ex) Any living nonplant creature that is damaged by a gas spore's slam attack or its death throes must immediately succeed on a DC 12 Fortitude save or become infested with spores. An infested creature takes 1d4 points of Constitution damage upon becoming infested and an additional 1d4 points of Constitution damage every hour that follows as the spores rapidly grow and consume flesh. The save DC is Constitution-based.

All-Around Vision (Ex) A gas spore can see in all directions at once. Because of this, it gains a +4 racial bonus on Search and Spot checks, and it cannot be flanked.

Beholder Camouflage (Ex) A gas spore's appearance is so clever that it gains a +20 racial bonus on Disguise checks to appear as a beholder.

Flight (Ex) A gas spore's body is naturally buoyant. This buoyancy allows it to fly at a speed of 20 feet. This buoyancy also grants it a permanent *feather fall* effect (as the spell) with personal range.

ENCOUNTER 6

GRIMLOCK **CR 11**

Grimlock Male Brb1/Ftr2/Rng2/Scout5/Dervish1

NE Medium Monstrous Humanoid

Init +13; **Senses** Listen +10, Spot +10, blindsight 40 ft.

Languages Common, Grimlock, Undercommon

AC 20, touch 14, flat-footed 17

(+3 Dex, +1 class, +2 armor, +4 natural)

hp 115 (13 HD)

Immune gaze attacks, visual effects, illusions

Fort +13, **Ref** +15, **Will** +5

Speed 50 ft. (10 squares)

Melee battleaxe +18/+13/+8 (1d8+6 plus 1d6 electricity/x3)

Melee battleaxe +16/+11/+6 (1d8+6 plus 1d6 electricity/x3) and handaxe +16/+11 (1d6+3/x3)

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

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

Atk Options dervish dance (1/day), favored enemy (humanoid: dwarf), rage (1/day), skirmish (+2d6/+1 AC)

Combat Gear *gloves of fortunate striking*, *torc of titans*

Abilities Str 20, Dex 17, Con 16, Int 13, Wis 8, Cha 5

SQ battle fortitude +1, blindsight 40 ft., evasion, fast movement, movement mastery, scent, trackless step, trapfinding, uncanny dodge, wild empathy

Feats Combat Expertise, Dodge, Dual Strike, Improved Initiative^B, Improved Two-Weapon Fighting, Mobility, Track^B, Two-Weapon Fighting^B, Weapon Focus (battleaxe), Weapon Focus (handaxe)

Skills Balance +10, Climb +10, Hide +26, Jump +10, Knowledge (dungeoneering) +2, Knowledge (nature) +2, Listen +10, Move Silently +16, Perform (dance) +3, Spot +10, Swim +1, Tumble +19

Possessions combat gear plus *masterwork leather armor*, +1 *eager battleaxe*, *lesser crystal of energy assault (electricity)*, +1 *warning handaxe*, handaxe

Blindsight (Ex) Grimlocks can sense all foes within 40 feet as a sighted creature would. Beyond that range, they treat all targets as having total concealment.

Grimlocks are susceptible to sound- and scent-based attacks, however, and are affected normally by loud noises and sonic spells (such as *ghost sound* or *silence*) and overpowering odors (such as *stinking cloud* or incense-heavy air). Negating a grimlock's sense of smell or hearing reduces this ability to normal Blind-Fight (as the feat). If both these senses are negated, a grimlock is effectively blinded.

Dervish Dance (Ex) A dervish can become a whirling dancer of death a certain number of times per day. While in this dervish dance, he can take a full attack action (for melee attacks only) and still move up to his speed. However, the dervish must move a minimum of 5 feet between each attack when using this ability, and he cannot return to a square he just exited (though he may return to that square later during his full attack). The dervish is subject to attacks of opportunity while dancing, but may tumble normally as part of his move. A dervish prevented from completing his move is also prevented from finishing his full attack.

If a dervish wields a slashing weapon while in a dervish dance, he gains a bonus on his attack and damage rolls. This bonus is +1 at 1st level, and it increases by an extra +1 at every odd-numbered level thereafter.

A dervish may only perform a dervish dance while wielding a slashing weapon. He cannot perform a dervish dance in any armor heavier than light or if he is using a shield. While dancing, a dervish cannot use skills or abilities that involve concentration or require her to remain still, such as Move Silently, Hide, or Search. A dervish can use the Combat Expertise feat while in a dance. A dervish cannot perform a dervish

dance while under the effect of a rage or frenzy ability.

A dervish can perform a dervish dance only once per encounter. A dervish dance lasts 1 round for every two ranks of Perform (dance) that the character has (3 rounds). At the end of the dervish dance, the character becomes fatigued for the duration of the encounter.

Skirmish (Ex) A scout relies on mobility to deal extra damage and improve his defense. He deals an extra 1d6 points of damage on all attacks he makes during any round in which he moves at least 10 feet. The extra damage applies only to attacks taken during the scout's turn. This extra damage increases by 1d6 for every four levels gained above 1st.

The extra damage only applies against living creatures that have a discernible anatomy. Undead, constructs, oozes, plants, incorporeal creatures, and creatures immune to extra damage from critical hits are not vulnerable to this additional damage. The scout must be able to see the target well enough to pick out a vital spot and must be able to reach such a spot. Scouts can apply this extra damage to ranged attacks made while skirmishing, but only if the target is within 30 feet.

At 3rd level, a scout gains a +1 competence bonus to Armor Class during any round in which she moves at least 10 feet. The bonus applies as soon as the scout has moved 10 feet, and lasts until the start of her next turn. This bonus improves by 1 for every four levels gained above 3rd.

A scout loses this ability when wearing medium or heavy armor or when carrying a medium or heavy load. If he gains the skirmish ability from another class, the bonuses stack.

Movement Mastery (Ex): A dervish is so certain of his movements that he is unaffected by adverse conditions. When making a Jump, Perform (dance), or Tumble check, he may take 10 even if stress and distraction would normally prevent him from doing so.

Skills A grimlock's dull gray skin helps it hide in its native terrain, conferring a +10 racial bonus on Hide checks when in mountains or underground.

DERRO SOR10

CR 13

CE Small monstrous humanoid

Init +6; Senses Listen -3, Spot -3

Languages Undercommon, Common

AC 19, touch 13, flat-footed 17

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

hp 68 (13 HD)

SR 15

Fort +6, Ref +11, Will +16

Weakness vulnerability to sunlight

Speed 20 ft. (4 squares)

Melee dagger +8/+3 (1d3 plus poison/19-20)

Ranged dagger +10 (1d3 plus poison/19-20)

Space 5 ft.; Reach 5 ft.

Base Atk +8; Grp +4

Atk Options poison-use, spell-like abilities, sneak attack +1d6

Combat Gear *arcanist's glove, rod of silence, potion of eagle's splendor*

Sorcerer Spells Known (CL 10th):

5th (4/day)—*dominate person* (DC 24)

4th (6/day)—*confusion* (DC 23), *crushing despair* (DC 23)

3rd (8/day)—*glitterdust* (DC 20), *haste*, *ray of dizziness* (+11 ranged touch)

2nd (8/day)—*false life*, *ray of stupidity* (+11 ranged touch), *sting ray* (+11 ranged touch; DC 21), *Tasha's hideous laughter* (DC 21)

1st (8/day)—*charm person* (DC 20), *distract assailant* (DC 20), *mage armor* ‡, *ray of enfeeblement* (+11 ranged touch), *shock and awe*

0 (6/day)—*acid splash* (+11 ranged touch), *arcane mark*, *daze* (DC 19), *detect magic*, *detect poison*, *flare* (DC 17), *ray of frost* (+11 ranged touch), *read magic*, *resistance*

‡ Already cast

Spell-Like Abilities (CL 13th):

At Will—*darkness*, *ghost sound*

1/day—*daze* (DC 17), *sound burst* (DC 19)

Abilities Str 10, Dex 14, Con 14, Int 10, Wis 4, Cha 24

SQ madness, spell resistance 15, vulnerability to sunlight

Feats Blind-Fight, Greater Spell Focus (enchantment), Improved Initiative, Spell Focus (enchantment), Weapon Focus (ray)

Skills Concentration +12, Hide +16, Move Silently +12, Spellcraft +8

Possessions combat gear plus 4 daggers, spell component pouch (2), weasel familiar

Madness (Ex) Derro use their Charisma modifier on Will saves instead of their Wisdom modifier, and have immunity to *confusion* and *insanity* effects. A derro cannot be restored to sanity by any means short of a *miracle* or *wish* spell.

Poison Use (Ex) Applied to their crossbow bolts is Medium monstrous spider venom (DC 14 Fortitude save resists, 1d4 Str/1d4 Str).

Sneak Attack (Ex) Any time a derro's opponent is denied his Dexterity bonus to AC, or if a derro flanks his opponent, he deals an extra 1d6 points of damage. This ability is just like the rogue's sneak attack and subject to the same limitations.

Vulnerability to Sunlight (Ex) A derro takes 1 point of Constitution damage for every hour it is exposed to sunlight, and it dies if its Constitution score reaches 0. Lost Constitution points are recovered at the rate of 1 per every 24-hour period spent underground or otherwise sheltered from the sun.

Skills Derro have a +4 racial bonus on Hide and Move Silently checks.

DERRO BRD3/MAR7

CR 13

CE Small monstrous humanoid

Init +6; Senses Listen -3, Spot +0

Languages Undercommon

AC 18, touch 13, flat-footed 16

(+1 size, +2 Dex, +3 armor, +2 natural)

hp 93 (13 HD)

SR 15

Fort +9, Ref +10, Will +17

Weakness vulnerability to sunlight

Speed 20 ft. (4 squares)

Melee longsword +10/+5 (1d6 plus poison/19-20)

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

Base Atk +10; **Grp** +6

Atk Options *fascinate*, grant move action (1/day), inspire courage +1, poison-use, spell-like abilities, sneak attack +1d6

Special Actions minor aura, major aura +2

Combat Gear *rearguard's cape*, *potion of eagle's splendor*

Bard Spells Known (CL 3rd):

1st (3/day)—*grease* (DC 18), *inspirational boost*, *phantom threat* (DC 18)

0 (3/day)—*dancing light*, *detect magic*, *flare* (DC 17), *lullaby* (DC 16), *message*, *resistance*

Spell-Like Abilities (CL 13th):

At Will—*darkness*, *ghost sound*

1/day—*daze* (DC 17), *sound burst* (DC 19)

Abilities Str 10, Dex 14, Con 14, Int 10, Wis 4, Cha 24

SQ bardic knowledge, bardic music, countersong, inspire competence, madness, spell resistance 15, vulnerability to sunlight

Feats Blind-Fight, Cord of Distraction, Extra Music, Improved Initiative, Lingering Song, Skill Focus (diplomacy)^B

Skills Concentration +10, Diplomacy +10, Hide +15, Move Silently +11, Perform (singing) +21, Spellcraft +3, Spot +0

Possessions combat gear plus masterwork studded leather armor, masterwork longsword

Madness (Ex) Derro use their Charisma modifier on Will saves instead of their Wisdom modifier, and have immunity to *confusion* and *insanity* effects. A derro cannot be restored to sanity by any means short of a *miracle* or *wish* spell.

Poison Use (Ex) Applied to their crossbow bolts is Medium monstrous spider venom (DC 14 Fortitude save resists, 1d4 Str/1d4 Str).

Sneak Attack (Ex) Any time a derro's opponent is denied his Dexterity bonus to AC, or if a derro flanks his opponent, he deals an extra 1d6 points of damage. This ability is just like the rogue's sneak attack and subject to the same limitations.

Vulnerability to Sunlight (Ex) A derro takes 1 point of Constitution damage for every hour it is exposed to sunlight, and it dies if its Constitution score reaches 0. Lost Constitution points are recovered at the rate of 1 per every 24-hour period spent underground or otherwise sheltered from the sun.

Minor Aura: A minor aura lets allies within 60 feet (including himself) add the marshal's Charisma bonus (+6) to certain rolls, when he is not dazed, unconscious, stunned, paralyzed, or otherwise unable to be heard or understood by allies:

Motivate Dexterity: Circumstance bonus on Dexterity checks, Dexterity-based checks and initiative checks.

Master of Tactics: Circumstance bonus on damage rolls when flanking.

Force of Will: Circumstance bonus on Will saves.

Watchful Eye: Circumstance bonus on Reflex saves.

Major Aura: A major aura lets allies within 60 feet (including himself) add a +2 circumstance bonus to certain rolls.

Motivate Attack: Bonus on melee attack rolls.

Motivate Ardor: Bonus on damage rolls.

Skills Derro have a +4 racial bonus on Hide and Move Silently checks.

NEW FEATS

Blooded (*Dragon 315*)

Prerequisite: None.

Benefit: You get a +2 bonus on Initiative and a +2 bonus on all Spot checks.

Dual Strike (*Complete Adventurer*)

Prerequisite: Improved Two-Weapon Fighting, Two-Weapon Fighting.

Benefit: As a standard action, you can make a melee attack with your primary weapon and your off-hand weapon. Both attacks use the same attack roll to determine success, using the worse of the two weapons' attack modifiers. If you are using a one-handed or light weapon in your primary hand and a light weapon in your off hand, you take a –4 penalty on this attack roll; otherwise you take a –10 penalty.

Each weapon deals its normal damage. Damage reduction and other resistances apply separately against each weapon.

Special: When you make this attack, you apply precision-based damage (such as from sneak attack) only once. If you score a critical hit, only the weapon in your primary hand deals extra critical hit damage; your off-hand weapon deals regular damage.

Extra Music (*Complete Adventurer*)

Prerequisite: Bardic music.

Benefit: You can use your bardic music four extra times per day.

NEW ITEMS

Amulet of Tears (Magic Item Compendium)

An *amulet of tears* has 3 charges, which are renewed each day at dawn. Spending 1 or more charges when you activate the amulet (as a swift action) grants you temporary hit points, as described below. These hit points last for up to 10 minutes; they don't stack with any other temporary hit points.

1 charge: 12 temporary hit points.

2 charges: 18 temporary hit points.

3 charges: 24 temporary hit points.

Faint enchantment (DC 17); CL 4th; Craft Wondrous Item, *aid*; Price 2,300 gp; Weight -.

Arcanist's Gloves (Magic Item Compendium)

When you activate *arcanist's gloves* (a swift action), you add 2 to the caster level of the next 1st-level arcane spell you cast before the end of your turn. *Arcanist's gloves* function two times per day.

Faint transmutation (DC 16); CL 3rd; Craft Wondrous Item, *fox's cunning*; Price 500 gp; Weight -.

Crystal of Energy Assault (Magic Item Compendium)

A *crystal of energy assault* adds a particular type of energy damage to a weapon's attacks: acid, cold, electricity, or fire. This bonus damage doesn't stack with any energy damage of the same type dealt by the weapon.

Least: This crystal adds 1 point of energy damage of its type to the weapon's damage.

Lesser: This crystal adds an extra 1d6 points of energy damage of its type to the weapon's damage.

Greater: This crystal adds an extra 1d6 points of energy damage of its type to the weapon's damage, as well as a secondary effect depending on the type of crystal:

Acid Assault: Target takes –1 penalty to AC for 1 round (multiple hits on the same creature don't stack).

Cold Assault: Target's speed is reduced by 10 feet for 1 round, to a minimum speed of 5 feet (multiple hits on the same creature don't stack).

Electricity Assault: Target is dazzled for 1 round.

Fire Assault: Target takes an additional 1d6 points of fire damage 1 round later (multiple hits on the same creature don't increase the next round's damage beyond 1d6).

Faint evocation (DC 17); CL 5th; Craft Magic Arms and Armor, *Melf's acid arrow*, *ray of frost*, *lightning bolt*, or *fireball*; Price 600 gp (least), 3,000 gp (lesser), 6,000 gp (greater); Weight -.

Eager (Magic Item Compendium)

An eager weapon can be drawn as a free action. While wielding it, you gain a +2 bonus on initiative checks and a +2 bonus on damage rolls made during the surprise round and the first round of combat.

Moderate evocation (DC 19); CL 9th; Craft Magic Arms and Armor, *cat's grace*; Price +1 bonus.

Gloves of Fortunate Striking (Magic Item Compendium)

You can activate gloves of fortunate striking to reroll an attack roll that you've made before you know whether the attack succeeded. You must use the second result, even if it's lower. You can't use this ability if you have already rerolled the attack for any reason.

Faint divination (DC 16); CL 3rd; Craft Wondrous Item, *true strike*; Price 2,000 gp; Weight -.

Lens of Ray Chaining (Lords of Madness)

This small lens can be affixed over a beholder's eyestalk and held in place by suction and the creature's eyelid. An eye ray shot from an eye wearing a *lens of ray chaining* is enhanced so that it jumps from the initial target to a second target within range of the user's actual location. If the ray misses its initial target, it does not jump to a new target. A spellcaster can use a *lens of ray chaining* as an additional focus component to chain a ray spell as long as he holds the lens in one hand. A *lens of ray chaining* shatters into ruin after it is used nine times.

Strong universal; CL 15th; Craft Wondrous Item; Price 11,000 gp; Weight 1 lb.

Lens of Ray Chaining (Lords of Madness)

This magic lens functions as a *lens of ray chaining*, except that it instead splits any ray shot through it into two rays. The user can direct the rays at the same target (affecting it twice) or at two different targets, as long as the two targets are no more than 30 feet apart.

Strong universal; CL 15th; Craft Wondrous Item; Price 16,000 gp; Weight 1 lb.

Lens of Ray Chaining (Lords of Madness)

This magic lens functions as a *lens of ray chaining*, except that it instead doubles the range of any ray shot through it.

Strong universal; CL 15th; Craft Wondrous Item; Price 2,500 gp; Weight 1 lb.

Rearguard's Cape (Magic Item Compendium)

In you are a marshal, a *rearguard's cape* provides you with a potent ability whenever you and your allies are out-numbered. If the number of visible, active enemies within 60 feet of you exceeds the number of visible, active allies (including yourself) within 60 feet, you can activate this cape (as a swift action). While it is active the bonus granted by your minor and major auras improves by 2.

This benefit last for 10 rounds or until you and your allies are no longer outnumbered. This ability functions once per day.

Faint transmutation (DC 16); CL 3rd; Craft Wondrous Item, *eagle's splendor*; Price 2,000 gp; Weight 3 lbs.

Ring of Avoidance (Magic Item Compendium)

A *ring of avoidance* protects you with a nearly impassable shield of invisible force. Three times per day, upon activating the ring (a standard action), you gain a +20 deflection bonus to Armor Class that lasts until the beginning of your next turn.

Strong abjuration (DC 22); CL 15th; Forge Ring, *shield*; Price 10,000 gp; Weight -.

Ring of Divergence (Magic Item Compendium)

A *ring of divergence* provides resistance 10 against a specific type of energy (acid, cold, electricity, fire, or sonic), determined when it is created.

Once per day, if you are targeted by a spell of 3rd level or lower with the same descriptor as the energy type the ring projects against, you can activate the ring as an immediate action to reflect the spell back at the caster, as if *spell turning* had been cast upon you.

Strong abjuration (DC 21); CL 13th; Forge Ring, *resist energy*, *spell turning*; Price 18,000 gp; Weight -.

Rings of Force Armor (Magic Item Compendium)

This pair of black iron rings must be worn as a set, one on each hand (or two eyestalks), to function. When so worn, they sheathe you in a field of magical force, granting you a +5 armor bonus to AC. This bonus applies even against incorporeal touch attacks. The sheath is harmful to the touch, dealing 1d4 points of force damage to any creature that successfully strikes you with a non-reach weapon. In addition, your unarmed strikes deal an extra 1d4 points of damage and can affect incorporeal creatures as if they were force effects.

Moderate evocation (DC 19); CL 9th; Forge Ring, *mage armor*, *magic weapon*, *wall of force*; Price 30,000 gp; Weight -.

Torc of the Titans (Magic Item Compendium)

When you activate a *torc of the titans* (a swift action), you gain a +5 morale bonus on Strength checks, Strength-based skill checks, and melee weapon damage rolls for 1 round.

The ability functions three times per day.

Faint transmutation (DC 17); CL 5th; Craft Wondrous Item, *bull's strength*; Price 3,300 gp; Weight 1 lb.

Warning (Magic Item Compendium)

A warning weapon grants you a +5 insight bonus on initiative checks as long as it is held.

Moderate transmutation (DC 18); CL 9th; Craft Magic Arms and Armor, *cat's grace*; Price +1 bonus.

NEW SPELLS

Distract Assailant (Spell Compendium)

Enchantment (Compulsion) [Mind-Affecting]

Level: Assassin 1, Sor/Wiz 1

Components: V, S, M

Casting Time: 1 swift action

Range: Close (25 ft. + 5 ft./2 levels)

Target: One creature

Duration: 1 round

Saving Throw: Will negates

Spell Resistance: Yes

Buzzing under your breath like a fly, you swat at the sky and toss the fly's wing in our hand into the air. The target of your spell becomes distracted, starting at shadows and looking about for unseen assailants.

A creature affected by this spell is flat-footed until the beginning of its next turn.

Inspirational Boost (Spell Compendium)

Enchantment (Compulsion) [Mind-Affecting]

Level: Brd 1

Components: V, S

Casting Time: 1 swift action

Range: Personal

Target: You

Duration: 1 round or spell; see text

You concentrate on assisting your friends as you begin the short chat and simple hand-chopping motion necessary to cast the spell. As you finish, the spell's chant allows you to segue easily into bolstering our allies.

While this spell is in effect, the morale bonus granted by your inspire courage bardic music increases by 1.

The effect lasts until your inspire courage effect ends. If you don't begin to use your inspire courage ability before the beginning of your next turn, the spell's effect ends.

Phantom Threat (Spell Compendium)

Illusion (Phantasm) [Mind-Affecting]

Level: Brd 1

Components: V, S

Casting Time: 1 standard action

Range: Close (25 ft. + 5 ft./2 levels)

Target: One creature

Duration: 1 round/level

Saving Throw: Will negates

Spell Resistance: Yes

Reaching out to your foe's mind, you cause him to feel as though a treat looms close behind no matter which way he turns.

You create the sensation in the subject's mind that is threatened by more foes than it actually faces. Though the subject doesn't actually perceive any additional enemies (and thus doesn't waste any attacks on the phantasm), a creature affected by this spell is considered flanked, even if not threatened by other creatures. No amount of convincing by others can help the subject of this spell avoid its effect – only a successful saving throw against the spell when initially cast can help the target. A creature that can't be flanked is immune to this spell.

Ray of Dizziness (Spell Compendium)

Enchantment (Compulsion) [Mind-Affecting]

Level: Brd 3, Sor/Wiz 3

Components: V, S, F

Casting Time: 1 standard action

Range: Medium (100 ft. + 10 ft./level)

Effect: Ray

Duration: 1 round/level

Saving Throw: None

Spell Resistance: Yes

You release a drab violet ray from your palm. The ray shoots toward your target in a spiraling corkscrew.

You strike out at your enemy with a ray that causes intense feelings of vertigo. You must succeed on a ranged touch attack with the ray to strike a target. A struck subject experiences strong feelings of vertigo and can take only a move action or a standard action each round (but not both, and it cannot take a full-round action).

Ray of Stupidity (Spell Compendium)

Enchantment (Compulsion) [Mind-Affecting]

Level: Sor/Wiz 2

Components: V, S, M

Casting Time: 1 standard action

Range: Close (25 ft. + 5 ft./2 levels)

Effect: Ray

Duration: Instantaneous

Saving Throw: None

Spell Resistance: Yes

A bright yellow beam bursts from your extended fingertips. The beam emits an "uh" sound, like someone trying to think of a word.

This ray clouds the mind of your enemy, damaging its intellect. You must succeed on a ranged touch attack with the ray to strike a target. A subject struck by the ray takes 1d4+1 points of Intelligence damage. If the target is a wizard, she might temporarily lose the ability to cast some or all of her spells if her Intelligence drops too low.

Sock and Awe (Spell Compendium)

Enchantment [Mind-Affecting]

Level: Assassin 1, Brd 1, Sor/Wiz 1

Components: V, S

Casting Time: 1 swift action

Range: Close (25 ft. + 5 ft./2 levels)

Target: One creature/level, no two of which are more than 30 ft. apart

Duration: 1 round

Saving Throw: None

Spell Resistance: Yes

Upon completing this spell, you feel a nagging compulsion to divert your attention from your enemies. Shaking off the feeling, you note with satisfaction that your targeted enemies seem even more distracted than you.

This spell distracts its targets, preventing them from reacting with the deftness they might otherwise possess. Only effect when cast in the surprise round of combat and against flat-footed creatures, this spell causes those it affects to take a -10 penalty on their next initiative check. Targets that cannot be caught flat-footed (such as a rogue with uncanny doge) cannot be affected by this spell.

Sting Ray (Spell Compendium)

Enchantment (Compulsion) [Mind-Affecting]

Level: Brd 2, Sor/Wiz 2

Components: V, S, M

Casting Time: 1 standard action

Range: Close (25 ft. + 5 ft./2 levels)

Effect: Ray

Duration: 1 round/level

Saving Throw: Will partial

Spell Resistance: Yes

From your outstretched hand leaps forth a ray of glittering energy apparently composed of countless minuscule writhing insects. The hum of minute chitinous bodies scrambling over one another fills the air.

You must succeed on a ranged touch attack with the ray to strike a target. When this ray successfully strikes, it creates a sensation of many tiny insects bring and crawling on the victim's body. The target can attempt a Will save each round to shake off the effect. Until the spell is shrugged off, the victim is hampered by the unsettling feeling of all the stinging and biting, and is able to perform only a single move or standard action each round. The victim also takes a -2 penalty to AC.

In addition, if the victim attempts to cast a spell, it must succeed on a Concentration check with the DC equal to the sting ray's DC + the level of the spell the subject is attempting to cast.

A successful Will save negates the effect restricting the subject's action to one move or one standard action each round, nor does the subject need to make a Concentration check each time it wishes to cast a spell. However, the subject still takes the penalty to AC for the duration of the spell with a successful save.

PLAYER HANDOUT #1 – LOCATIONS TO SEARCH

Noblish's Shop - candle shop

Melick's Pub - pub/tavern

Alchemical Transformations - alchemical shop

Wild Things - exotic pet shop

Reader's Rapture - bookstore

Gentle Garments & Garbs - clothing shop