

# A Deeper Darkness

## A One-Round Dungeons & Dragons® Living Greyhawk™ Ratik Regional Adventure

Version 1.0

**by Geoff Kimber**

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The humanoids of the Bone March have taken advantage of the dispersal of the Ratikan armed forces into the Rakers to combat the menace of the Pyremius-worshipping orcs. A large force of goblinoids and gnolls from Spinecastle has been reported marching through the Kalmar Pass towards Ratik. All that stands before them are the remnants of the Ratikhill garrison and the redoubtable dwarves of Aurichold. Can you and the dwarves delay the armies of the Bone March long enough for the forces of Ratikhill to regroup to defend the Pass? The dwarves of Aurichold don't seem too co-operative. A one-round Ratik regional adventure set in (and under) the Rakers Mountains for characters level 4-16 (APLs 6-14).

Resources for this adventure [and the authors of those works] include *Lords of Madness* [Richard Baker, James Jacobs, Steve Winter], *Races of Stone* [David Noonan, Jesse Decker, Michelle Lyons], and *RTK6-So4 The Price of Knowledge* [Greg Jones, Frank Mikes]

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

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## PLAYERS READ NO FURTHER

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 rule 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. Information on nonplayer characters (NPCs) and monsters appear in abbreviated form in the adventure text. Refer to Appendix 1 for full information on NPCs, monsters, and information on running the related combat encounters. For your convenience, Appendix 1 is split by APL.

Along with this adventure, you'll find a RPGA session 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). You need one copy of this for each participating player.

## 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), use the table below to determine the number of levels you add to the sum of step one. Animals with different CRs are determined separately using the chart below; then, take the highest CR animal (or animals), and add 2 (drop fractions). A single PC may only bring four or fewer animals of this type.

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	5	6	7
	4	4	6	7	8
	5	5	7	8	9
	6	6	8	9	10
	7	7	9	10	11

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.

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.

## ROUNDS AND UPKEEP

This is a standard one-round Core adventure, set in Ratik. The adventure costs 12 gp per round for Adventurers Standard upkeep for characters from Ratik, and 24 gp for all others.

Rich Upkeep costs 75 gp per round for Ratik characters and 150 gp for all others. 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 that 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 DC 20 Survival check, 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

**War in the Mountains:** For several years, a charismatic orc claiming to be the avatar of Pyremius has been gathering the orc tribes of the Rakers Mountains under his banner. The Crown of Ratik could not let this threat to the security of the nation go unchallenged and, in late Winter CY 598, the armed forces of Ratik brought the fight to the orcs on their own ground. The offensive was short and overwhelmingly successful. Many erstwhile allies of the orcs resigned from the fight at the last moment, while crack squads of heroes and mercenaries assassinated the leaders of the orcs and defeated the Avatar. With no central leadership, and their most powerful heroes dead or in hiding, the orc tribes were easy prey for the Ratikan armed forces.

At this time, the Ratikan army is still mobilised and engaged in mopping-up operations in the Rakers. Significantly, much of the garrison of Ratikhill was called up for duty in the war, and the men are presently scattered about the Rakers mountains in pursuit of fire-worshipping orcs.

**The Threat from the Bone March:** The Bone March is the nation to the south and south-west of Ratik. The Rakers stand between the two countries, with a narrow pass through the mountains, known as Kalmar Pass, allowing travel and interchange. Guarding the southern (Bone March) end of the pass is the fortified city of

Spinecastle; guarding the northern (Ratik) end of the pass is the fortified town of Ratikhill.

Unfortunately, over a decade ago much of the Bone March was overrun by evil humanoids. At the time, the humanoids also endeavoured to take Ratik, but were repulsed at Ratikhill and retreated to Spinecastle. Spinecastle is now home to several tribes of orcs and gnolls, although various goblinoids, ogres, trolls, and worse also call it home. The evil humanoids are constantly probing Ratik's defences in order to find a weakness which they can exploit.

Such an opportunity has arisen with the de-manning of Ratikhill and the dispersal of Ratik's armed forces into the Rakers to fight the Pyremius-worshipping orcs. Only a few days ago a horde of orcs and gnolls surged forth from Spinecastle, heading up the Kalmar Pass towards Ratik. It will take a few days for the current under-strength Ratikhill garrison to be reinforced, as all nearby men are marshalled and marched at top speed to the fort.

Fortunately, the dwarf enclave of Aurichold – seat of the Ukakane clan of mountain dwarves – lies to the north of Ratikhill and adjacent to the Kalmar Pass. The Ukakane are staunch allies of Ratik, and although they are relatively few in number, they can usually be counted on to defend the Pass, too.

**Mind Flayers in the Dark:** Unfortunately for Ratik, clan Ukakane has a problem which, in the absence of prompt intervention from the PCs, will preclude their assistance in defeating the Bone March horde. Two months ago, while following a particularly rich vein of gold ore, the miners of clan Ukakane broke through into tunnels and chambers inhabited by mind flayers. The mind flayers promptly killed, captured or charmed the dwarf clan leaders and enslaved the rest of the population. The mind flayers keep several clan leaders alive and imprisoned in their enclave as insurance against an uprising by their new slaves (the threat being, of course, that if the slaves act up, their leaders' brains get eaten).

The dwarves continue to mine and smelt gold for their new masters. The gold is required by the illithids for the construction of an arcane "Eclipse Machine" which, if completed and activated, has the potential to block out the sun's rays over a very large area of countryside.

Furthermore, the mind flayers are currently engaged in a massive bio-engineering project, breeding an army of horrid insectoid creatures called kythons with which to assault and subjugate their enemies both above- and belowground.

The mind flayers know that unless Aurichold continues to function in much the same way as it did before their hostile takeover, the outside world will become suspicious. Luckily, the war between Ratik and the orcs of the Rakers has distracted the country, and there has been little interaction between Aurichold and the rest of Ratik for a few months. The onset of colder weather in a few months will then close the roads between Aurichold and the rest of Ratik for 6 months or more, giving the illithids time to breed their vile army and complete their machine uninterrupted. Nevertheless, until that time the illithids have ensured that Aurichold is still populated by a cadre of charmed or cowed dwarves who continue to present the "face" of the clan as if nothing untoward has occurred.

## ADVENTURE SUMMARY

A large force of evil humanoids is reported moving through Kalmar Pass towards the unprepared Ratikhill. When the dwarves of Aurichold don't mobilise in defence of Ratik, the PCs are asked to find out why not. On arrival at Aurichold, the PCs are unable to obtain an audience with any of the clan Ukakane leaders, and the town seems unusually quiet.

While the PCs are waiting for an audience they are contacted by some mysterious dwarves who reveal that Aurichold has been taken over by mind flayers. The PCs' meeting with this "Resistance" is disturbed by illithid thralls, precipitating a headlong rush to rescue clan leaders from their imprisonment in illithid chambers deep underground. On rescuing the clan leaders, the PCs are informed of the mind flayers' plans, and are sent to destroy the Eclipse Machine or the kython breeding vats. If the PCs rescue the clan leaders, destroy the machine or the vats, and slay the mind flayers they encounter on the way, the dwarves overthrow the illithids and are then able to delay the Bone March horde long enough for Ratikhill to be reinforced.

### INTRODUCTION

The PCs are contacted by Lord Mandris Ratik and are informed of the situation in the Kalmar Pass. Lord Mandris advises that the Bone March horde needs to be delayed in the Pass by at least three days in order for Ratikhill to be adequately prepared for the onslaught. The dwarves of clan Ukakane, based in Aurichold, are in the best position to engage in some delaying tactics, but there have been no reports of their mobilisation by Lord Mandris' scouts in the Pass, nor has any word been received from clan leaders about their plans to deal with the horde. The PCs are asked to travel to Aurichold to convince the clan leaders to mobilise their forces to delay the army of orcs and gnolls by a few days, and to assist the dwarves in that task.

### ENCOUNTER 1

The PCs travel to Aurichold. Whether travelling overland, or using magical transportation (e.g. at higher APLs), the PCs arrive at a spot high in the mountains only a mile distant from Aurichold. They are spotted by a band of barghests, commandos sent out from Spinecastle to "run interference" on the dwarves in Aurichold. The barghests have not had much opportunity to practice their craft of late, and decide to waylay the PCs.

### ENCOUNTER 2

The PCs arrive at the great gates of Aurichold and seek entry. The taciturn gatekeeper, Karidan, takes some convincing to let the PCs in, although this is in keeping with his usual behaviour. Also, consistent with the usual practice for Aurichold, PCs are required to hand over their weapons and pay a gate toll before being permitted entry.

The PCs seek an audience with Horm Ukakane (clan leader) or General Braegger Ukakane (military commander), but are put off by their host, Borik. They are escorted to their chambers for the evening, and informed that there is a curfew in effect which prevents them wandering about Aurichold until "eight horns" is sounded the following morning.

### ENCOUNTER 3

During the night the PCs are contacted by a mysterious dwarf, who urges them to follow her. The dwarf leads the PCs to a hidden chamber and a meeting with the leader of the "Resistance" against the illithid masters, Armat Ukakane. Armat tells the PCs the sorry story of the mind flayers' overthrow of Aurichold, and asks them to rally help from Ratik.

### ENCOUNTER 4

Before the PCs have a chance to respond, their meeting is interrupted by mind flayer thralls, who have followed the PCs to their rendezvous with the Resistance. Fortunately, Armat has had the PCs' weapons recovered from the guardhouse, and they are able to join the fight against the mind flayers.

### ENCOUNTER 5

Armat realises the Resistance's cover has been blown, and he needs to act fast. He rallies the remaining members of the Resistance and heads for the mines, dragging the PCs with him. The PCs follow Armat through the mines to the illithids' lair, members of the Resistance dealing with thralls along the way. The PCs manage to secure the release of several clan Ukakane leaders imprisoned by the mind flayers, while the Resistance holds off the enemy forces.

Horm Ukakane tells the PCs about the mind flayers' machine and the kython spawning pools. He asks that they assist the Clan either by destroying the machine (APLs 6-10) or the brood chamber (APLs 12 and 14).

### ENCOUNTER 6A (APLS 6-10)

The PCs proceed to the chamber where the Eclipse Machine is being built. They encounter one of the illithid masterminds and his dwarven thrall, one of the principal engineers of Clan Ukakane. The illithid must be defeated and the unfinished Eclipse Machine destroyed in order to ensure the Clan's victory over the illithids.

### ENCOUNTER 6B (APLS 12-14)

The PCs proceed through a maze of dark tunnels to the kython brood chamber. There they encounter the insane illithid in charge of the kython breeding program, and the brood mother, and enormous "slaymaster" kython. Both must be killed and all the kython eggs destroyed in order to ensure the Clan's victory over the illithids.

### CONCLUSION

Encounter 6 has one of three outcomes. If the PCs lose the fight, Aurichold remains under the mind flayers' tentacles, and the machinations of the mind flayers may have long-term consequences for the Eastern Flaeness. Furthermore, Ratikhill is lost to the Bone March horde.

If the PCs win the fight but don't destroy the Eclipse Machine or the kython eggs, as the case may be, Clan Ukakane overthrows the mind flayers, but the dwarves themselves have to deal with the machine or kythons. This distracts them too long for them to deal with the Bone March horde, which slams into Ratikhill with all its might before the fortress town is properly reinforced by Ratik.

If the PCs win the fight and destroy the Eclipse Machine or kython eggs, Clan Ukakane overthrows the mind flayers and recovers sufficiently to delay the Bone March horde long enough for Ratikhill to be reinforced. The PCs are feted as heroes, and great rewards are bestowed on them...

## PREPARATION FOR PLAY

**Inside Knowledge:** Prior to play, the DM should determine whether any PC is either a dwarf from Clan Ukakane or has played RTK6-So4 *The Price of Knowledge* (or both). In that case, the PC may have knowledge about Aurichold which may come in handy during the adventure. The text of the adventure indicates where this can occur.

**Prepare for War!** The combat encounters in this adventure are complex because of the intelligence of the PCs' opponents, their combat abilities, and the effects of terrain and environment. Appendix 1 provides comprehensive statistics of all the PCs' opponents for each APL, Appendix 2 details new feats, magic items and spells, and Appendix 3 provides maps of each encounter area and describes any effects of terrain, environment or spells on combat in the area. Monster tactics are described for each encounter and each APL in the encounter descriptions.

**He's Hiding Something:** The DM should ensure that they know the Listen, Spot, Search and Sense Motive adjustments of all the PCs. There will be times during the adventure when hidden skill checks may be called for. The DM should ask each player to provide them with the results from 10 rolls of a d20. These rolls can then be used by the DM for skill checks by the PCs when the DM wishes the results of failed checks not to be known by the players.

Thus, for example, if a situation calls for a DC 25 Sense Motive check, and the results of failed checks by all PCs is that the PCs do not detect anything untoward about an NPC's words or actions, the DM should use one of the pre-rolled d20 results for each PC and apply each PC's Sense Motive adjustment. Only if at least one PC's result is 25 or more should the DM indicate to the players that something's not right.

Once the DM has used a particular pre-rolled result for a hidden skill check by a PC, they should cross it off and use the next pre-rolled result for the next hidden skill check by that PC.

Of course, if a player wants their PC to actively Listen, Search, etc., then they should be allowed to roll the skill check themselves.

## NEW RULE ITEMS

Adventures often utilize new rules items – including new classes, prestige classes, races, feats, spells, and equipment (including magic items) – that do not appear in any of the three core D&D books (*Player's Handbook*, *Dungeon Master's Guide*, or *Monster Manual*). The full write-up of any featured feats, spells, or equipment appears in Appendix 2. Information on featured classes, prestige classes, and races appears in the relevant creature's stat block. All the information required to run these characters is presented in this adventure. The DM should double-check that he

fully understands any new rule items presented in this adventure before play begins.

Note: Errata have been issued for the *lesser crystal of acid assault* – it has an aura of conjuration, not evocation as listed in the MIC.

## INTRODUCTION

The PCs are present in the Ratik city of Loegrimm, having been at the disposal of Ratikan armed forces for a few weeks to assist with the destruction of the Pyremius-worshipping orcs in the Rakers. PCs who have been involved in the events of RTK8-01 *Sacred Ground* or the interactive RTK8-101 *Cleansing Fire* will have some knowledge of the following.

*For several years a charismatic orc, claiming to be the avatar of Pyremius has been gathering the orc tribes of the Rakers Mountains under his banner. The Crown of Ratik could not let this threat to the security of the nation go unchallenged, and in the Winter of CY598 the armed forces of Ratik brought the fight to the orcs on their own ground. The offensive was short and overwhelmingly successful. Many erstwhile allies of the orcs resigned from the fight at the last moment, while crack squads of heroes and mercenaries assassinated the leaders of the orcs and defeated the Avatar. With no central leadership and their most powerful heroes dead or in hiding, the orc tribes were easy prey for the Ratikan armed forces.*

*At this time, the Ratikan army is still mobilised and engaged in mopping-up operations in the Rakers. You were called up for the offensive and have provided sterling service for the Crown, but you're presently kicking back in (or near) Loegrimm on some R&R. With the back of the enemy's forces broken and the regular army more than capable of dealing with what's left, you're actually expecting to be released from service in the near future.*

*So it is no surprise when you are roused from your lodgings by a liveried sergeant who asks you to accompany him to see Lord Mandris Ratik, commander of the Crown's armed forces in the south, and the man you expect to reward you for your efforts.*

Sergeant Manners rounds up the PCs from wherever they are located in or around Loegrimm. Whether they know each other or are staying in the same place is irrelevant – the sergeant has been given a list of individuals and their lodgings and has been instructed to bring them to Lord Ratik most urgently.

Sergeant Manners is a muscular, stern man with crew-cut black hair and a small, trimmed moustache. He wears a surcoat bearing Lord Ratik's coat-of-arms (DC 10 Knowledge (nobility & royalty) or Knowledge (local-NMR)) over a polished breastplate, and carries a sword and dagger at his belt. He does not know why the PCs have been summoned to see Lord Ratik and, if asked he makes it clear that he has not been told and has not enquired. He cannot force the PCs to accompany him, although he does make it clear that any refusal to do so will not be well received by the lord. PCs that refuse to follow him take no further part in the adventure.

Assuming the PCs tag along, read the following aloud to the players:

*The sergeant, astride a well-groomed war horse, leads you out of town and through the forest beside Lake Loegrimm. As you travel you pass a large contingent of Ratikan soldiers marching down the road in the opposite direction. A few miles down the road, the sergeant turns down a laneway which bears the obvious signs of heavy traffic. Before long you reach an iron gate supported by stone columns in a moderately high stone wall. Beside each column stands a soldier in similar livery to that which the sergeant wears. The soldiers salute the sergeant smartly and one opens the gate to let your party through.*

*The lane continues for a few hundred yards beyond the gate, passing through what was once a well-kept garden to the front doors of a grand fortified mansion on the shores of Lake Loegrimm. From your previous work with the Ratikan army, you know that this place is probably the ancestral palace of House Loegrimm. The place has been converted temporarily into the headquarters of the army's southern command, responsible for co-ordinating the war against the orcs in the southern parts of the Rakers.*

*Dozens of tents have been pitched in the mansion's grounds, and the place is alive with soldiers of the Ratikan army. You notice that many of the tents are being pulled down and the men seem to be preparing to move out.*

If the PCs ask Sergeant Manners where the soldiers are going, he brusquely states that he has not been made aware of their orders. If PCs are curious as to what the Loegrimm family think of their manse being suborned for military purposes, Sergeant Manners replies that he is unaware of the thoughts of his superiors, but in any case many loyal Ratikans have been only too happy to help with the war effort, even at their own inconvenience. In fact Lord Merdick Loegrimm is in command of a large corps presently being marched to Ratikhill, and Lady Gwyden has decamped to Marner to be surrounded by the ladies of the court during the later stages of her pregnancy.

*You follow the sergeant into the mansion. The keen-eyed amongst you notice tell-tale marks on the floor and walls where furniture, paintings and wall-hangings may once have stood or hung, but the place is now bare and austere. You climb the master staircase and are led through several halls and antechambers filled with officious-looking soldiers of various ranks, many of whom seem to be in the process of packing documents, maps and assorted paraphernalia into bags and boxes. Finally, with a curt knock at a pair of large oaken doors, sergeant Manners ushers you into the presence of a man introduced to you as Lord Mandris Ratik.*

*Lord Mandris salutes the sergeant and dismisses him. He then turns to you and smiles warmly, introducing himself simply as "Mandris".*

Lord Mandris is a man in late middle age, of average height and medium build. His grey hair is thinning on top, but is neatly clipped, as is his beard. He wears sturdy clothes with the odd flourish to denote rank and wealth.

Despite his fairly mundane appearance, he speaks with a deep and resonant voice which commands attention.

Things PCs might know about Lord Mandris Ratik (use Knowledge (nobility & royalty) or bardic lore):

DC	Information
15	Lord Mandris is second cousin of Arch-baron Lexnol of Ratik, and has some claim to be Arch-Baron himself in Lexnol's decline.
20	Lord Mandris is a stern and uncompromising leader, and is widely respected throughout Ratik. He was involved in the successful campaign to retake Fort Bredivan from forces from the Bone March in CY596.
25	Lord Mandris seeks to juxtapose, in the minds of the good folk of Ratik, his decisiveness with the wavering and dallying of Arch-baroness Evaleigh. He does not wish to topple the Arch-Baroness, but should she choose to step aside "for the good of the country" he wants to be well-placed to take up the reins of leadership.
30	Lord Mandris actually has a soft spot for the Arch-Baroness, and harbors the hope that her memories of Alain will dim enough for her to consider him a suitor, despite more than 30 years' age difference between the two.

Lord Mandris endeavours to put the PCs at ease, offering them his hand, and waving them toward chairs while he paces about. Despite his rank and nobility, he is not officious or patronising – he needs the PCs' co-operation, although he doesn't make it too obvious. He briefly converses with the PCs about mundane matters, such as the weather and what they've been doing recently, although he does seem a little distracted (DC 10 Sense Motive). Allows the players to introduce and describe their PCs and any interesting bits of their recent history. After a few minutes of this idle banter, Lord Mandris finally gets to the point. Read or paraphrase the following:

*Lord Mandris fixes you with a grim look. "As you know," he starts, "the humanoid of the Bone March have presented a constant threat to Ratik for over a decade now. They constantly probe our defences in the Kalmar Pass, looking for any sign of weakness. However, our forces in Ratikhill have always been prepared for a fight, and have had the area well secured.*

*"Unfortunately, Ratikhill is, at present, grossly undermanned. Much of its garrison has been involved in this war against the orcs in the Rakers. Obviously word of this mobilisation has reached the humanoids of the Bone March. Only a few days ago a horde of orcs and gnolls surged forth from Spinecastle, heading up the Kalmar Pass towards the lightly-defended Ratikhill. Should the fortress of Ratikhill fall, I need not tell you what the rampaging army of humanoids will do to the rest of Ratik.*

*"Consequently, I am in the process of marshalling every unit I have in the southern Rakers and marching it at top speed to Ratikhill. However, it will take a few days for the current under-strength garrison to be reinforced sufficiently to ward off the horde. So I need to buy some time.*

*"Fortunately, the dwarf enclave of Aurichold – seat of the Ukakane clan of mountain dwarves – lies to the north of Ratikhill and adjacent to the Kalmar*

*Pass. The Ukakane are staunch allies of Ratik, and although they are relatively few in number, they can usually be counted on to defend the Pass, too.*

*"At this time I need the dwarves of Aurichold to engage in some guerrilla warfare against the advancing humanoids in the Kalmar Pass – convenient rock-slides, ambushes of enemy scouting parties, raids against the baggage train, you know the sort of thing. Anything which will delay the arrival of the horde at the walls of Ratikhill.*

*"Now normally I'd be happy to let the dwarves handle it themselves – their leader, Horm Ukakane, and their military commander, General Braegger Ukakane, have been fighting the humanoids as long as we have, and have a considerable stake in the security of Ratik. However, what with the war in the mountains, the clan Ukakane big-wigs haven't been seen at court in a few months, and our scouts in Kalmar Pass tell us that the dwarves haven't mobilised yet. We've tried communicating with them by sendings and so forth, but have been unsuccessful. War wizard Mogotten postulates that the wards the dwarves have around Aurichold to prevent enemies simply teleporting into the place or summoning evil creatures might also impede magical communication – or simply the dwarves are too far underground and the mass of rock is scrambling the messages.*

*"So I have to resort to good old-fashioned messengers on foot. And, of course, that's why I've asked you here today.*

*"In the name of the Crown of Ratik, I am asking you to travel as fast as possible to Aurichold and warn the dwarves of the oncoming army from the Bone March. Although I expect clan Ukakane to immediately mobilise in defence of Kalmar Pass, if they don't you are to seek to persuade them to do so – diplomatically! If necessary, you are authorised to offer Clan Ukakane export concessions on foodstuffs, including grain and hops to brew their infamous dwarven beer, and a lucrative contract with the Crown for provision of gold to the Ratik mint and iron to the Ratik army.*

*"You are to assist the dwarves in any battles they have against the horde. Your mission is to delay the humanoids in the Kalmar Pass as long as possible, to give the greatest chance for the defence of Ratikhill to succeed.*

*"I cannot impress upon you enough the importance of the task that I am bestowing on you."*

Lord Mandris provides the PCs with sealed letters of introduction and separate signed authority to make the mentioned offers on behalf of the Crown. He makes sure that the PCs understand only to use the offers if the offers are required to get the dwarves fight to the Bone March army, and he suggests this is highly unlikely.

Lord Mandris advises that he is heading down to Ratikhill that very morning to supervise preparations for its defence. He asks the PCs to hurry on their way to Aurichold.

Some possible questions the PCs may have for Lord Mandris, and answers or information he can provide in response, are as follows:

### What's this mission worth to us?

If the PCs ask Lord Mandris for recompense for their efforts, he states that he expected the PCs to act for the good of the Crown and country, but he can offer each PC a sum of 100 gp × APL (i.e. 600 gp at APL 6, 800 gp at APL 8, etc.). The PCs can negotiate this amount upwards by 50 gp × APL for every 5 points by which their Diplomacy check exceeds 15 (i.e. 150gp × APL at DC 20, 200 gp × APL at DC 25, etc.), to a maximum of 300 gp × APL at DC 35.

### How do we get to Aurichold?

There is a well-built road, constructed recently by dwarven and human engineers, leading directly from Loegrimm to Aurichold. It is well signposted, so getting lost should not be an issue for the PCs.

Lord Mandris can loan light warhorses to PCs.

Travel by teleportation to Aurichold is not recommended. The town is subterranean and is warded against interplanar travel. There are no real unique features in the mountains nearby, and teleportation to just some rock feature somewhere in the mountains is rather risky. Other forms of magical transportation which do not require interplanar travel, such as *overland flight* or *wind walk* will work, although the former is personal only and not much use for the rest of the party. In any case, to avoid becoming lost in the forests and mountains, magically travelling PCs should follow the road.

### How long do we have?

Lord Mandris informs the PCs that according to his scouts in the Kalmar Pass, the main body of the humanoid army will be at the walls of Ratikhill in less than 5 days if it is not delayed in the Pass. He needs at least 7 days to reinforce Ratikhill, but any additional time the dwarves (and the PCs) can buy him increases the chance Ratikhill withstands the assault.

**Treasure:** This amount represents the gold the PCs gain if they ask for money from Lord Mandris Ratik. The exact amount depends on how much they managed to squeeze out of him (by reference to the DC of their Diplomacy check – 0/20/25/30/35):

👑APL 6: Coin 50/75/100/125/150 gp; Total 50/75/100/125/150 gp.

👑APL 8: Coin 67/100/133/167/200 gp; Total 67/100/133/167/200 gp.

👑APL 10: Coin 83/125/167/208/250 gp; Total 83/125/167/208/250 gp.

👑APL 12: Coin 100/150/200/250/300 gp; Total 100/150/200/250/300 gp.

👑APL 14: Coin 117/175/233/292/350 gp; Total 117/175/233/292/350 gp.

## 1: THE WOLF PACK

Hand the players the map of southern Ratik from the Player Handouts.

It is forty miles "as the crow flies" between Loegrimm and Aurichold, but once the road gets into the foothills of the mountains it becomes very winding. The switch-backs and turns add considerably to the overland distance between the towns, making it around seventy-two miles by road. Of this, thirty-six miles is in mountainous terrain, where the PCs' overland speed is reduced to ¾ of normal



(PH 164). The distance travelled by the PCs per hour and day is as follows (derived from the figures in PH 164):

Spd (ft.)	mph (flat)	mi./day (flat)	mph (m'tain)	mi./day (m'tain)
20	2	16	1.5	12
30	3	24	2.25	18
40	4	32	3	24
50	5	40	3.75	30
60	6	48	4.5	36

For example, a party of PCs all mounted on lightly-encumbered light warhorses (speed 60) travels the first thirty-six miles in six hours, and then comes to mountainous terrain. In the next two hours of the day, the party travels a further nine miles. PCs can, of course, do a forced march (for rules on forced marches, see PH 164).

Most of the trip is uneventful. While the PCs are still in Loegrimm valley, the road is well-travelled by Ratikans about their business, as well as units of troops, large and small, heading towards Ratikhill. Inns and taverns attend to the needs of travellers every few miles, should the PCs wish to stop. However, once the PCs turn onto the road to Aurichold things are very quiet, but for the ordinary noises of nature in the mountains. Every few miles along the road is a mountain hut where travellers can rest for the night, but they are all empty. The road itself is a marvel of engineering, with magnificent viaducts crossing huge chasms and long, straight tunnels carved through the rock. The roadway is wide enough and smooth enough for wagons to traverse; the road has clearly been designed to enhance trade between Ratik and Clan Ukakane.

Feel free to describe the trip to the players, and ask them about marching order on the road and whether they keep watches during the night – just to keep them on their toes. However, nothing untoward occurs until they're deep in the mountains...

As the PCs get within a mile or so of Aurichold, read or paraphrase the following (adjusted for the time of day the PCs would be getting close to Aurichold).

*You are nearing the end of your journey. The snow-capped peak of Mount Aurich looms over you, and it is getting late in the day. The sun disappeared behind the mountains hours ago, and you are in deep shadow. Even though it is early summer, the air this high carries a chill. Fortunately, the gates of Aurichold cannot be more than a mile or so further on.*

*Your road is passing through a stand of tall fir trees, when suddenly the snarl of wolves nearby cuts through the thin mountain air. Ahead, a group of lupine creatures turn their vaguely humanoid faces toward you and bare their bloody fangs...*

**Creatures:** Lurking on or near the road (depending on the APL) is a group of barghests and/or greater barghests. When the leaders of Spinecastle decided to attack Ratikhill, they knew that the dwarves of Aurichold would be likely to defend Kalmar pass and delay their invasion forces. Consequently, they decided to send a group of commandos into the Rakers to "run interference" on the dwarves. The barghests are some of those commandos,

and are naturally well-equipped to perform the job. However, the barghests haven't seen much action, as the dwarves have been rather inactive since the illithid domination; the fiends have been waylaying the few dwarves that are coming out of Aurichold, but are looking for more active engagement. (The two or three dwarves that the barghests have attacked and eaten were members of the Resistance (see Encounters 3 and 4) looking to get messages from Aurichold to Ratik...).

## APL 6 (EL 7)

➤ **Barghests (3):** hp 33, 33, 33; Appendix 1.

**Tactics:** At APL 6, the three barghests have just finished consuming an unfortunate dwarf on the road, and are clearly visible to the PCs. Unless all the PCs are invisible and exceedingly quiet, however, the keen-sensed barghests detect them at the same time, and neither side is surprised.

The barghests endeavour to use their *crushing despair* spell-like abilities on the PCs as early in the combat as possible. Thereafter, the first two in initiative order use *blink* on themselves, while the third then casts *rage* on the two *blinking* barghests (who each have a 20% chance of not being affected due to their *blinking*).

The barghests then enter melee combat, operating much like a wolf pack – they surround a single PC and attack them until they fall.

The barghests do not make use of their feed special ability unless all of the PCs are down. Once two barghests have been killed, the third endeavours to escape, using *dimension door* if necessary.

## APL 8 (EL 9)

➤ **Barghests (3):** hp 33, 33, 33; Appendix 1.

➤ **Lieutenant Hrugrin:** male advanced greater barghest; hp 90; Appendix 1.

**Tactics:** The greater barghest **Hrugrin** lurks in the trees beside the road (he is taking 10 on his Hide check, for a result of 24; PCs also suffer a –11 range penalty to their Spot checks). His first action when combat starts is to cast *mass bull's strength* on himself and the three barghests – unless detected by the PCs before combat, he does this in his surprise round. In later rounds, he casts *invisibility sphere* on himself, and manoeuvres into a position to catch as many PCs as possible in a *crushing despair*. He then uses *blink* on himself before entering melee combat.

Hrugrin has reach with his spiked chain, and uses Combat Reflexes and Improved Trip to great effect in combat. He retreats using *dimension door* if reduced to 15hp or less, possibly taking any surviving barghests with him (if they are within reach).

The **barghests** are clearly visible on the roadway when the PCs arrive. Before moving too far, they wait for Hrugrin to cast *mass bull's strength* on them, possibly casting *blink* on themselves while waiting. They endeavour to use their *crushing despair* spell-like abilities on the PCs as early in the combat as possible. Thereafter, the first in initiative order casts *rage* on the other two barghests.

The barghests then enter melee combat, *blinking* and *raging*, operating much like a wolf pack – they surround a single PC and attack them until they fall. The barghests only retreat if Hrugrin falls or has retreated. Otherwise, they fight to the death.



None of the barghests (including Hrugrin) use their feed special ability unless all of the PCs are down.

#### APL 10 (EL 11)

➤ **Barghests** (4): hp 33, 33, 33, 33; Appendix 1.

➤ **Lieutenant Hrugrin**: male advanced greater barghest; hp 90; Appendix 1.

➤ **Captain Grellak Silverback**: male greater barghest wizard 6; hp 115; Appendix 1.

**Tactics:** The greater barghest **Hrugrin** lurks in the trees beside the road (he is taking 10 on his Hide check, for a result of 24; PCs also suffer a -11 range penalty to their Spot checks). His first action when combat starts is to cast *mass bull's strength* on himself, Grellak, and the four barghests – unless detected by the PCs before combat, he does this in his surprise round. In later rounds, he casts *invisibility sphere* on himself, and manoeuvres into a position to catch as many PCs as possible in a *crushing despair*. He then uses *blink* on himself before entering melee combat.

Hrugrin has reach with his spiked chain, and uses Combat Reflexes and Improved Trip to great effect in combat. He retreats using *dimension door* if reduced to 20hp or less.

**Capt. Grellak Silverback** stands about 20 feet behind the barghests on the road, in view of the PCs. He appears to be a giant goblin or perhaps a bugbear, about 8 feet tall. Because he is visible, he doesn't get a surprise round. His first action in combat is to hit the PCs with a *fireball*, and he then moves into the trees beside the road. He follows the *fireball* with *glitterdust* and, when a PC warrior-type gets within range, a *suggestion* ("run back down the road to get reinforcements"). He enjoys using *whirling blade* with his falchion, and will do so if he can get at least 2 PCs in the line. If the opportunity presents itself, he also uses *crushing despair* on as many PCs as possible without catching his own troops in the area of effect.

Grellak retreats using *dimension door* if reduced to 15hp or less, taking any badly wounded barghests with him (if any are within reach).

The **barghests** are clearly visible on the roadway when the PCs arrive. Before moving too far, they wait for Hrugrin to cast *mass bull's strength* on them, which he probably does before they get to act. They endeavour to use their *crushing despair* spell-like abilities on the PCs as early in the combat as possible. Thereafter, they all try to cast *blink* on themselves before entering combat, and the first in initiative order also casts *rage* on the other two barghests.

The barghests then enter melee combat, *blinking* and *raging*, operating much like a wolf pack – they surround a single PC and attack them until they fall. Because they tend to rely on their superiors to *dimension door* them out of fights, they will use their own *dimension doors* to manoeuvre around the PCs, including attacking "soft targets" in the rear of the group. The barghests only retreat if both Grellak and Hrugrin have fallen or retreated. Otherwise, they fight to the death.

None of the barghests use their feed special ability unless all of the PCs are down.

#### APL 12 (EL 13)

➤ **Barghests** (4): hp 33, 33, 33, 33; Appendix 1.

➤ **Lieutenant Hrugrin**: male advanced greater barghest; hp 157; Appendix 1.

➤ **Captain Grellak Silverback**: male greater barghest wizard 10; hp 160; Appendix 1.

**Tactics:** The greater barghest **Hrugrin** lurks in the trees beside the road (he is taking 10 on his Hide check, for a result of 27; remember range penalties to Spot, too). His first action when combat starts is to cast *mass bull's strength* on himself, Grellak, and the four barghests – unless detected by the PCs before combat, he does this in his surprise round. In later rounds, he casts *invisibility sphere* on himself, and manoeuvres into a position to catch as many PCs as possible in a *crushing despair*. He then uses *blink* on himself before entering melee combat.

Hrugrin has formidable reach with his spiked chain, and uses Combat Reflexes, Improved Trip and Power Attack to great effect in combat. He retreats using *dimension door* if reduced to 30hp or less.

**Capt. Grellak Silverback** stands about 20 feet behind the barghests on the road, in view of the PCs. He appears to be a giant goblin or perhaps a bugbear, about 8 feet tall. Because he is visible, he doesn't get a surprise round. His first action in combat is to hit the PCs with an empowered *fireball*, and he then moves into the trees beside the road. He follows the *fireball* with *Evard's black tentacles* or *feblemind* against an arcanist and, when a PC warrior-type gets within range, a *suggestion* ("run back down the road to get reinforcements"). Grellak has a spell for most occasions, and uses them intelligently. He enjoys using *whirling blade* with his falchion, and will do so if he can get at least 2 PCs in the line. If the opportunity presents itself, he also uses *crushing despair* on as many PCs as possible without catching his own troops in the area of effect.

Grellak retreats using *dimension door* if reduced to 30hp or less, taking any badly wounded barghests with him (if any are within reach).

The **barghests** are clearly visible on the roadway when the PCs arrive. Before moving too far, they wait for Hrugrin to cast *mass bull's strength* on them, which he probably does before they get to act. They endeavour to use their *crushing despair* spell-like abilities on the PCs as early in the combat as possible. Thereafter, they all try to cast *blink* on themselves before entering combat, and the first in initiative order also casts *rage* on the other two barghests.

The barghests then enter melee combat, *blinking* and *raging*, operating much like a wolf pack – they surround a single PC and attack them until they fall. Because they tend to rely on their superiors to *dimension door* them out of fights, they will use their own *dimension doors* to manoeuvre around the PCs, including attacking "soft targets" in the rear of the group. The barghests only retreat if both Grellak and Hrugrin have fallen or retreated. Otherwise, they fight to the death.

None of the barghests use their feed special ability unless all of the PCs are down.

#### APL 14 (EL 15)

➤ **Barghests** (4): hp 33, 33, 33, 33; Appendix 1.

➤ **Lieutenant Hrugrin**: male advanced greater barghest; hp 207; Appendix 1.

➤ **Captain Grellak Silverback**: male advanced greater barghest wizard 12; hp 217; Appendix 1.

**Tactics:** The greater barghest **Hrugrin** lurks in the trees beside the road, under cover of Grellak's *invisibility sphere*

(he is also taking 10 on his Hide check, for a result of 30; PCs have a -11 distance penalty to Spot, too). His first action when combat starts is to cast *mass bull's strength* on himself, Grellak, and the four barghests – unless detected by the PCs before combat, he does this in his surprise round. In later rounds, he manoeuvres into a position to catch as many PCs as possible in a *crushing despair*. He then uses *blink* on himself before entering melee combat.

Hrugrin uses Combat Reflexes, Improved Trip and Power Attack to great effect in combat. He retreats using *dimension door* if reduced to 30hp or less.

**Capt. Grellak Silverback** is magically flying and hovers in the trees near Hrugrin, concealed by his own *invisibility sphere* and taking 10 on his Hide check (for a result of 23). His first action in combat, probably in the surprise round, is to make a 5-ft.-step into the clear and hit the PCs with a *chain lightning*. He follows this up with spells such as empowered *fireball*, *Evard's black tentacles* and *feeblemind* and *flesh to stone* against pesky arcanists. When a PC warrior-type gets within range, he suggests they "run back down the road to get reinforcements". Grellak has a spell for most occasions, and uses them intelligently. For example, he hits obviously "buffed" PCs or animal companions with *greater dispel magic*, and *slows* any PCs who are *hasted*. He enjoys using *whirling blade* with his falchion, and will do so if he can get at least 2 PCs in the line. If the opportunity presents itself, he also uses *crushing despair* on as many PCs as possible without catching his own troops in the area of effect.

Grellak retreats using *dimension door* if reduced to 30hp or less, taking any badly wounded barghests with him (if any are within reach).

The **barghests** are clearly visible on the roadway when the PCs arrive. Before moving too far, they wait for Hrugrin to cast *mass bull's strength* on them, which he probably does before they get to act. They endeavour to use their *crushing despair* spell-like abilities on the PCs as early in the combat as possible. Thereafter, they all try to cast *blink* on themselves before entering combat, and the first in initiative order also casts *rage* on the other two barghests.

The barghests then enter melee combat, *blinking* and *raging*, operating much like a wolf pack – they surround a single PC and attack them until they fall. Because they tend to rely on their superiors to *dimension door* them out of fights, they will use their own *dimension doors* to manoeuvre around the PCs, including attacking "soft targets" in the rear of the group. The barghests only retreat if both Grellak and Hrugrin have fallen or retreated. Otherwise, they fight to the death.

None of the barghests use their feed special ability unless all of the PCs are down.

**Map/terrain:** The map of the battlefield, and a description of its various combat effects, appears in Appendix 3.

**Treasure:** Adjust the treasure recovered by the PCs depending on whether any of the barghests escape.

👑**APL 6:** Loot 12.5 gp; Coin 15 gp; Total 27 gp.

👑**APL 8:** Loot 23 gp; Coin 25 gp; Magic Large +1 spiked chain (196 gp), potion of *cure serious wounds* (CL 5<sup>th</sup>) (62.5gp), ring of protection +1 (167 gp), 2 vests of resistance +1 (83 gp each); Total 389 gp.

👑**APL 10:** Loot 64 gp; Coin 33 gp; Magic Large +1 falchion (204gp), Large +1 spiked chain (196 gp), 2 potions of

*cure serious wounds* (CL 5<sup>th</sup>) (62.5gp each), scrolls of protection from evil (CL 1<sup>st</sup>) (2 gp), knock (CL 3<sup>rd</sup>), see invisibility (CL 3<sup>rd</sup>) (12.5 gp each) and fly (CL 5<sup>th</sup>) (31 gp), cloak of resistance +1 (83 gp), vest of resistance +1 (83 gp); Total 847 gp.

👑**APL 12:** Loot 64 gp; Coin 33 gp; Magic Large +1 falchion (204 gp), Large +1 spiked chain (196 gp), 2 potions of *cure serious wounds* (CL 5<sup>th</sup>) (62.5gp each), scrolls of protection from evil (CL 1<sup>st</sup>) (2 gp), knock (CL 3<sup>rd</sup>), see invisibility (CL 3<sup>rd</sup>) (12.5 gp each), fly (CL 5<sup>th</sup>) (31 gp) and break enchantment (CL 9<sup>th</sup>) (94 gp), cloak of resistance +2 (333 gp), infinite scrollcase (233 gp), vest of resistance +1 (83 gp); Total 1,423 gp.

👑**APL 14:** Loot 64 gp; Coin 33 gp; Magic Large +1 unholy falchion (1,537gp), Large +2 spiked chain (696 gp), 2 potions of *cure serious wounds* (CL 5<sup>th</sup>) (62.5gp each), scrolls of protection from evil (CL 1<sup>st</sup>) (2 gp), knock (CL 3<sup>rd</sup>), see invisibility (CL 3<sup>rd</sup>) (12.5 gp each), fly (CL 5<sup>th</sup>) (31 gp) and break enchantment (CL 9<sup>th</sup>) (94 gp), cloak of resistance +2 (333 gp), headband of intellect +2 (333gp), infinite scrollcase (233 gp), vest of resistance +1 (83 gp); Total 3,589 gp.

**Development:** If one of the PCs is affected by Grellak's *feeblemind* or *flesh to stone*, the other PCs can use the scroll of *break enchantment* from Grellak to reverse the process.

In the unlikely event that the barghests win the battle, they use their feed ability on any unconscious or dead PCs. Feeding destroys the victim's body and prevents any form of raising or resurrection that requires part of the corpse. There is a 50% chance that a *wish*, *miracle*, or *true resurrection* spell can restore a devoured victim to life. Check once for each destroyed PC. If the check fails, the PC cannot be brought back to life by mortal magic...

## 2: AURICHOLD

### PART 1: THROUGH THE GATES

Shortly after encountering the barghests, the PCs arrive at the front gates of Aurichold. Read or paraphrase the following to the players:

*Late in the afternoon you top a rise and behold an incredible view. Before you, a little more than a hundred yards away, the sheer side of Mount Aurich rises in a vertical cliff whose height can only be guessed at. Between you and the cliff is a chasm, its depths lost in the mountain mists. Spanning the 300-foot gap is a magnificent stonework bridge, at least 40 feet wide and studded with defensive towers every hundred feet. The end of the bridge nearest you consists of a stone gatehouse, and passage to the bridge is barred by a thick iron portcullis. On the far side of the bridge is a narrow ledge, into the back wall of which has been built two enormous iron gates.*

*As you approach the bridge, shutters in the side of the gatehouse open and a dwarf with a scraggly red beard yells down at you in what you presume to be his native tongue.*

If any of the PCs speak Dwarven then they can respond to the challenge, otherwise he will curse loudly (in Dwarven) and repeat his challenge in Common.

*"Hail! Who are you? State your business in Aurichold."*

Karidan is slightly racist and clings to the old dwarven traditions, and takes his job very seriously. He does not suffer fools well, although he is more inclined to give some leeway to dwarven PCs.

❖ **Karidan, Gatekeeper of the First Gate:** LG male dwarf ranger 6; Listen +10, Sense Motive +1, Spot +10; Will +3 (+5 vs. spells and spell-like abilities); *gem of seeing*.

Karidan listens to what the PCs have to say (if anything), first examining each of them in turn with his *gem of seeing* and then periodically raising his eyebrows and harrumphing dismissively. The specifics of their business are largely irrelevant to him; so long as the PCs look okay through his *gem*, and their story checks out, he proceeds to the next part of his job.

*“Very well. To enter Aurichold, you pass into the sacred lands of Clan Ukakane. You can bear no arms against us and must surrender all arms – including any spell component pouches – here and now. We have stables for horses and kennels for dogs, but no other animal can be brought into Aurichold. And there is a bridge toll for any not of the Clan.”*

The PCs must hand over all of their weapons here at the gate, with the exception of daggers (in this context, spiked shields are considered weapons, although PCs can keep their spiked armour). Spellcasters must also hand over their spell component pouches.

A large box is lowered out of the gatehouse window by a pair of burly dwarves for the PCs to put all their weapons and pouches in. If the PCs ask about safe storage for the weapons, Karidan tells them dismissively that not a single weapon has been lost from his stores since he became gatekeeper a century ago.

Simply put, if the PCs refuse to hand over their weapons, Karidan refuses them entry. PCs can, of course, attempt to conceal weapons or pouches using Sleight of Hand (opposed by Karidan’s Spot check) or magic (but Karidan routinely checks the PCs over again with his *gem of seeing*). The success or otherwise of any subterfuge by the PCs is up to the DM. However, if Karidan senses any attempt by any PC to bring in concealed weapons or pouches, he refuses entry to the whole party.

Karidan also refuses entry to any PC who insists on bringing along with them any creature larger than Small size which is not an ordinary domesticated animal (horse, mule, donkey, dog etc.). Thus, wolves, bears, tigers and most other animal companions must be left outside. Karidan can be persuaded to allow a trained wolf inside with a DC 25 Diplomacy check.

However, on everything else Karidan brooks no disputes, and no amount of Diplomacy (or Intimidation) can persuade him to bend the rules (although spending an influence point will work; see below). However, he can be influenced by magic, if the PCs wish to resort to it (Will +3, +5 vs. spells and spell-like abilities). If any attempt to use magic on him fails, he refuses entry to the whole party.

The toll is slightly more negotiable. It is 1 gp per person, but Karidan will waive it for dwarven PCs if they ask and succeed on a DC 15 Diplomacy check. Dwarves of Clan Ukakane itself don’t need to pay the toll. Karidan will also waive it for any character who has an influence point with

Clan Ukakane if they ask and succeed on a DC 15 Diplomacy check (the PC does not actually have to spend the influence point to get in free if Diplomacy is successful).

Once the PCs have handed over all weapons, agreed not to bring any prohibited animals into the town, and paid the applicable toll, Karidan continues.

*“Finally,” the dwarf gatekeeper intones, taking on an air of solemnity, “I am obliged to warn you that you are entering the territory of Clan Ukakane. You are subject to our laws and punishments once you enter. Break these laws at your own risk. You have been warned.”*

*With that, the dwarf closes the shutters, and there is an uncomfortably long pause before the sound of machinery emanates from somewhere in the gatehouse. The portcullis slowly rises, allowing you across the bridge. As it does so, the dwarves atop the turrets pass a message to the other side of the bridge using loud-hailers, alerting the community to your arrival.*

### What happens if the PCs are refused entry?

Karidan will not bring any dwarf out to meet the PCs, no matter how urgent they make their entreaties, and will not take messages for the PCs. If it’s got to the stage that the PCs are being refused entry because they will not comply with the conditions of entry, Karidan has no time for them, and closes his shutters.

Getting into Aurichold by means other than the bridge across the chasm is very difficult – see Aurichold’s Magical Defences, below. Unless one of the PCs is a member of Clan Ukakane or the players can think of some clever way of bypassing the town’s defences, the adventure essentially ends here (see Campaign Consequences).

### PCs who peddle influence

PCs who played RTK6-So4 *The Price of Knowledge* will be familiar with the sight of the gates of Aurichold, and the bureaucratic procedure the PCs go through. They also recognise the dwarf as the same gatekeeper who they encountered in that adventure, and they may recall his name and title (DC 10 Intelligence check – “Karidan, Gatekeeper of the First Gate”). If they use his name and title and accord him due deference, they gain a +2 bonus to any Diplomacy checks used to influence him.

A character who has an influence point with Clan Ukakane (such as from RTK6-So4 *The Price of Knowledge*) can spend that point to obtain access to Aurichold for free, carrying one prohibited weapon or bringing in one prohibited animal.

### What are the laws of Clan Ukakane?

In response to this question, Karidan scowls, “What, are you going to break them?”. If pressed, he says dismissively that the PCs are welcome to ask to look through Aurichold’s library when they get inside.

### Karidan under suspicion

Karidan is under the effects of a *charm monster* (CL 8<sup>th</sup>), but is just doing his normal job in the normal fashion, and so there is nothing untoward about his behaviour for the PCs to pick up on. Further, he is subject to a *misdirection*

(CL 8<sup>th</sup>), for all intents and purposes appearing to detection spells like the stones of the gatehouse in which he resides.

Karidan has no knowledge of the barghests the PCs encountered a mile down the road, and is genuinely surprised by the news. If the PCs didn't slay the fiends, Karidan assures them (genuinely) that he will take it up with the leaders of the clan as soon as possible.

## PART 2: INSIDE AURICHOLD

### Aurichold's Magical Defences

DMs should bear the following in mind whenever characters endeavour to use magic in the town of Aurichold.

Aurichold is protected by an effect similar to a combination of *forbiddance* and *hallow* (CL 20<sup>th</sup>). The extent of this effect is the front gate of Aurichold and an arbitrary line between the town proper and the mines underneath (the exact location of this line isn't relevant for this adventure). Thus, the bridge and the mines are outside this warding effect. The ward has the following effects:

- Neither conjuration (teleportation) nor divination (scrying) magic works to, from, or within the town
- Conjuration (summoning) and conjuration (calling) magic does not work within the town, and summoned and called creatures (including a paladin's mount) cannot enter the town.
- Any creature endeavouring to enter the town without being invited or permitted to enter by a member of Clan Ukakane is subject to a targeted *greater dispel magic* (CL 20<sup>th</sup>).

Read or paraphrase the following to the players:

*You make your way across the bridge, the dwarves on the turrets keeping an eye on you every step of the way. Each of the pair of iron doors at the far end of the bridge is easily 30 feet wide, and more than 100 feet high. A bronze image of crossed battleaxe, smith's hammer, and miner's pick are inlaid in the doors. At least a dozen heavily-armed dwarves stand in front of the doors. However, they do not subject you to a further round of bureaucratic scrutiny, and one of the guards promptly opens a well-concealed dwarf-sized portal in one of the massive gates and waves you through.*

If any of the PCs has an animal with them, one of the guards comes up to them, hands them an iron tag with a number stencilled on it, and takes the animal away to a stable or kennel to one side of the main gate. "Don't lose the tag," the dwarf advises the PC.

*You step through the low door into darkness, and it is quickly slammed shut behind you. The way in which the noise from the door reverberates inside the chamber suggests it is truly massive. Its dimensions are confirmed as your eyes adjust to the dim light provided by dozens of torches placed at regular intervals about the walls and pillars of the great hall. The space must be at least 100 yards across, and its ceiling disappears in darkness. Apart from a further group of dwarven guards standing on the inside of the door – all of whom ignore you – the*

*only other occupant of this vast place is a dwarf dressed in long flowing robes and carrying a staff, who hurries towards you.*

*"Greetings," says the dwarf in Common, "I am..." He pauses momentarily to wave his free hand over the top of his staff, which flares with light. He seems a bit startled by the sudden illumination, and squinting at you, continues, "Forgive me, I forget my manners sometimes. I am Borik, Stonelord of the First Hall. And you are?"*

It is Borik's job to meet newcomers to Aurichold and determine their business. Like Karidan, Borik is slightly racist, but is more tactful in his dealings with non-dwarves. He is courteous while the PCs co-operate and show respect for him and his position (and the Clan leaders), but is blunt and obstructionist should the PCs become demanding. He comes across as a self-important bureaucrat. Any obstruction of the PCs is not maliciously intended – they just need to be educated in the proper way of doing things.

Borik asks for the PCs' names and their purpose in visiting "delightful Aurichold, the gem of the Rakers". As he does so, he pulls an inkpen and piece of parchment from his clothes, and an *unseen servant* dutifully records the PCs' answers with them. Borik does not budge until he has these two key pieces of information. If tensions begin to rise here, the dozen dwarf guards nearby start taking an interest in proceedings.

♣ **Borik, Stonelord of the First Hall:** LG male dwarf aristocrat 3/fighter 2/sorcerer 1; Bluff +11, Diplomacy +11, Sense Motive +8; Will +7 (+9 vs. spells and spell-like abilities).

♣ **Dwarf guardsmen (12):** LG male dwarf fighter 4; hp 38 ea; DMG 117.

Once it becomes apparent that the PCs seek an audience with Horm Ukakane (clan leader) and/or General Braegger Ukakane (clan military commander), Borik questions them on the precise nature of their mission. He seems worried by the PCs' news of the Bone March horde in Kalmar Pass, but a PC whose Sense Motive check beats his Bluff check (+11) notices that his concern is not genuine. If challenged on this point, Borik concedes that the Bone March army does not actually worry him overly much – Aurichold is impenetrable, and the dwarves have survived in the mountains much longer than the Archbarony of Ratik has existed.

If the PCs hand over their letters of introduction to Borik, he studies them carefully, says "it seems you are telling the truth" or words to that effect, and hands them back. He says that this is grave news (for Ratik), and an audience will be arranged between the party and the clan leaders as soon as possible. This is a lie, which might be picked up by the PCs using Sense Motive – although if the PCs didn't work out his feigned concern, Borik gets a +2 circumstance bonus to his Bluff check, as it's something the PCs want to hear.

### When can we see the Clan leaders?

Borik tells the PCs that, given their mission, they will be able to see the Clan leaders "as soon as possible". If challenged on the actual timing of an audience, Borik fixes the PCs with an evil squint, and says, "we dwarves hurry for no person – we act when the time is right. You

will have your audience as soon as the Clan is ready to deal with your concerns.”

### Where are the Clan leaders?

Borik explains that Horm Ukakane and “the General” are engaged in important Clan business, and it is hardly the place of visitors (particularly non-dwarves) to demand to know their business, or to demand that they be interrupted to deal with the visitors’ problems.

### There’s barghests outside

Borik is genuinely surprised, and advises the PCs to inform the Clan leaders during their audience. However, the information does not seem to prompt him to expedite any such audience.

### Don’t you know who I am?

Borik recognises PCs who are from Clan Ukakane, who have been here before, or otherwise have at least one influence point with Clan Ukakane. While these PCs show him proper courtesy, they have a +2 circumstance bonus to any Diplomacy or Sense Motive checks in their dealings with Borik.

Titles and honours bestowed on the PCs by non-dwarves are of no interest to Borik, and he is unimpressed by any attempt by the PCs to influence him by title- or name-dropping.

### Borik under suspicion

Borik is under the effects of a *charm monster* (CL 8<sup>th</sup>) cast by the mind flayers, but is subject to a *misdirection* (CL 8<sup>th</sup>), for all intents and purposes appearing to detection spells like a stone wall (neither good nor evil, not lying, not subject to magic, etc.).

## PART 3: WAITING FOR AN AUDIENCE

### The objective of this section of the adventure

The principal objective of this part of the adventure is to give the PCs an impression that all is “not as it seems” in Aurichold, but not have them so concerned that they want to break out of their lodgings or otherwise cause the illithid-controlled dwarves to capture or kill them before they’re contacted by the Resistance in Encounter 3. DMs may have to improvise around the PCs’ actions, based on the information below.

However, if the PCs don’t tweak to anything wrong, it’s not essential, as the Resistance contacts them in Encounter 3 anyway. DMs with gung-ho players may then want to err on the side of caution in giving away hints to the PCs.

### To the guests’ quarters

While the PCs are awaiting an audience, Borik requests they follow him to the guests’ quarters, where they can rest and freshen up after their long journey. If the PCs disassemble, Borik points out that it is dwarven custom to present oneself with a modicum of care to the leaders of the Clan, and if the PCs are intent on seeking the Clan’s aid, perhaps it would be best if they presented themselves well.

If the PCs again refuse to accompany him, Borik pointedly states that visitors to Aurichold are not permitted beyond the great gate unless accompanied by a Clansman, and that if they are insistent on remaining at large, they must content themselves with being on the

other side of the gate until called for. It will be night shortly, and it gets cold up here in the mountains – perhaps the PCs could bunk in with the horses in the stable or the dogs in the kennel.

Players of PCs who clearly want to pick a fight with the dwarves should be gently reminded they are unarmed and are not going to get very far in their negotiations with the Clan leaders if they maintain a belligerent attitude. Their mission is one of diplomacy, after all!

If the PCs follow Borik, read or paraphrase the following:

*Borik leads you through the fortress town of Aurichold. Those of you who have not been here before are amazed. The entire place has been carved from the inside of a mountain, and the attention to detail in the stonework is difficult for non-dwarves to fathom.*

*Every wall is carved with battle scenes, religious imagery, or other records of the history of Aurichold and the people of Clan Ukakane. The detail and scope of the work would require days of work for each panel, and as Borik leads you down corridor after corridor you begin to realise the artwork must have taken centuries to create.*

*Nevertheless, the place is designed for people of dwarven stature. Thoroughfares are broad but low, and in the secondary tunnels those of you over 5 feet tall must duck your heads or scrape them on the ceiling. And while main tunnels are illuminated by continual flames, elsewhere the place is dark. As you walk, Borik expounds at length on the carving, or the architecture, or the engineering features of the places you are passing through, ensuring you are given the impression that dwarves are superior to every other race at everything important, and that Clan Ukakane and Aurichold exemplify the best of what the dwarven race has to offer.*

*After numerous twists and turns, you find yourself standing in front of an iron door which appears to you much like any one of the dozens you have just passed. “Here we are,” says Borik, turning the handle and pushing the door open, ushering you inside.*

Aurichold is very quiet. PCs who were here during the events of RTK6-So4 *The Price of Knowledge* note a marked difference between the bustling town of their prior experience and its current diminished level of activity.

If they remark on this, Borik explains that the town is usually half-empty during the summer months, while the dwarves engage in trade with Ratik. While this is certainly true, a successful Sense Motive check opposed by his Bluff check (+11) indicates he’s not revealing everything. If pressed further, a DC 15 Diplomacy check gets him to reveal that the dwarves struck a particularly rich vein of gold a few months ago, and as many dwarves as could be spared from other duties have been mining it. He then realises he may have said too much, and refuses to talk further on the subject, quickly moving on to describe a particularly interesting carving on a nearby wall.

Any dwarves the PCs encounter along the way are circumspect in their dealings with the PCs. Almost half of the inhabitants seem to be armed guards, who ignore the PCs while they’re being escorted by Borik (the fact that half the dwarves are guards probably does not dawn on

the PCs until later, however). Most other dwarves also ignore the PCs, while those who make eye contact nod politely in greeting, but no more. None stop to chat with the PCs, who are obviously being escorted to their proper location by the Stonelord of the First Hall. If the PCs try to engage them, they look at Borik before answering, and their responses are short. It is clear (DC 5 Sense Motive) that they would prefer not to be talking to the PCs – even dwarf ones.

There is a subdued aura to the place. Even if the PCs just blithely follow Borik through Aurichold to their lodgings, the more sensitive (DC 20 Sense Motive) will feel “something’s not right”, but the basis for this feeling is hard to place. (Dwarf PCs have a +5 racial bonus to this check). If a PC feels this, any PC who makes a DC 10 Intelligence check also realises that half of the population of Aurichold seems to be guardsmen.

### What’s going on here?

If the PCs tweak to something amiss and ask Borik about it, he initially professes ignorance. If pressed, he makes up a half-convincing story that there was a serious mining accident recently and the community is in mourning. The Clan leaders are presently engaged in investigations to determine the cause of the accident, hence their delay in meeting with the PCs.

If the PCs see through this ruse (Borik has Bluff +11) and challenge Borik, he shrugs and tells the PCs that he has little interest in whether they believe him or not, and then endeavours to end the conversation.

Even if the *charm monster* affecting him is dispelled, he is still reluctant to talk, because he has relatives in the mines who will be slain if his masters become aware of his treachery. He comes clean only if great pressure is brought to bear on him (DC 35 Diplomacy or Intimidate check; or DC 25 if no longer affected by *charm monster*). In that case, he reveals the real plight of the dwarves of Aurichold to the PCs. He asks the PCs to wait in their chamber in order to avoid arousing suspicion. He knows “someone” in the “Resistance”, and will try to put the PCs in contact with that person. This leads directly into Encounter 3.

### The PCs’ lodgings


Once the PCs enter the door, Borik follows them in and briefly shows them around their quarters, pointing out the marvels of dwarven handiwork.

The PCs’ lodgings consist of a lounge area, bedroom, and bathroom (with fully flushing toilet, and hot and cold running water for the bath and basin). The ceiling is 10-feet high, and the place is illuminated by several *continual flames*. The furnishings are of good quality, and there are sufficient beds for all PCs. The only exit from the place is the front door (although theoretically PCs could get into Aurichold’s sewer system – another marvel of dwarven engineering – through the toilet or drainpipe from the bath or washbasin).

Borik tells the PCs that Aurichold has a nightly curfew for visitors (true, albeit a recent addition by the mind flayers to the Clan’s laws), and that they are not to leave the room until called for or “eight horns” sounds in the morning. He warns them that leaving the room before that time is a breach of the law, and as they were warned at the gate about Clan Ukakane’s laws, they may find themselves in serious trouble if they leave. Someone will bring them food and drinks shortly. He will convey the PCs’ message

and the urgency of their situation to “the hierarchy” and will return as soon as he has information about a meeting.

A few minutes after Borik leaves, two ordinary dwarf guards are posted to watch over the PCs’ door. Of course, with the door closed, the PCs may not immediately realise this. There is a change of watch every two hours. The guards do not enter into conversation with the PCs, and if the PCs open the door they tell the PCs to get back inside. If the PCs cause a ruckus, one of the guards eventually goes and gets Borik to calm them down.

 **Dwarf guardsmen (2):** LG male dwarf fighter 4; hp 38 ea; DMG 117.

Note that the pair of guards on duty when the Resistance contacts the PCs (Encounter 3) are actually members of the Resistance.

### Borik’s return

After a few hours, Borik returns to the PCs’ lodgings with another dwarf carrying a large platter of food and drink. The food is standard dwarf fare – hot, filling, but rather uninspiring – and the drink is also standard dwarf fare – strong ale. Borik says he has “good news” for the PCs – the “hierarchy” will meet with them first thing in the morning.

Hopefully, this puts the PCs at ease and stops them asking difficult questions. In any case, if Borik is pressed on the meeting time, he responds as set out above under

### What’s going on here?

### What happens if the PCs escape?

Remember that conjuration (teleportation) magic does not work inside Aurichold, so the PCs can’t simply *dimension door* or *teleport* out of the chamber past the guards.

Nevertheless, if the PCs leave their lodgings before Encounter 3 and bypass, incapacitate (or kill) the guards at the door, they can wander about Aurichold. However, there is no-one on the “streets” except squads of flayer guards, dwarf fighters who have had their higher brains eaten by mind flayers and replaced by a psionically-active green gel which places them under the direct control of their masters. Flayer guards appear identical to normal mountain dwarves, although a PC who makes a DC 20 Spot check notices a trickle of green liquid leaking out from under a guard’s helmet.

The guard patrols have reasonable Listen checks (see Appendix 1, Encounter 4) and any light carried by the PCs is visible from a long way in the darkened town. If the PCs encounter one of these patrols, the flayer guards endeavour to herd them back to their lodgings (as would “real” dwarf guards), while taking down their details so that they can be dealt with by the Clan’s justice system for breach of the curfew. Nevertheless, if the PCs resist or seek to flee, the flayer guards reveal their true natures and endeavour to kill the PCs.

Each guard patrol consists of three flayer guards of the APL appropriate to the PCs (see Appendix 1, Encounter 4). Because the flayer guards are psionically linked to their mind flayer masters, the mind flayers are aware as soon as the guards suffer injury or are subject to a spell. The mind flayers send further squads of flayer guards to assist (each arrives 2d4 rounds after the last) and begin using their own psionic abilities against the PCs through

the flayer guards. If resistance is particularly stiff, new squads of flayer guards are accompanied by mind flayers, too (use the stats for Kalifrax for the APL appropriate to the PCs, see Appendix 1, Encounter 4). Unless the PCs are able to escape somehow (remembering conjuration (teleportation) magic does not work inside Aurichold), this battle likely becomes overwhelming very quickly. Surviving characters who do not escape get the Captured and Eaten! AR outcome.

See Appendix 2 for the details of how the Mind Flayer Host ability works.

If the PCs manage to avoid the patrols, they find an Aurichold entirely locked down until “eight horns” is sounded to raise the curfew in the morning. No shops or taverns are open, doors are bolted and shutters barred. No dwarves will open their doors to the PCs without a DC 25 Diplomacy check (although a dwarf pretending to be a guardsman can get a response with a DC 10 Bluff check). A failure by 5 or more results in the occupant yelling for the guards. Even if the PCs are successful in getting an occupant to crack their door open, the occupant refuses to talk to them.

### 3: A VOICE IN THE DARK

If the PCs (sensibly) stay in their lodgings “until called for” some time early the following morning they are contacted by “the Resistance”.

The Resistance is a group consisting of loyal Clan Ukakane dwarves who have so far avoided enslavement, and the remnants of a Clan Ukakane-led mercenary company known as “Armat’s Rogues”. The Resistance generally knows the comings and goings of visitors to Aurichold, and has decided that the PCs might be able to get news of Aurichold’s predicament to the outside world. (The Resistance’s previous attempts to do so have failed, as the barghests encountered by the PCs in Encounter 1 have eaten the messengers!).

The Resistance makes contact with the PCs only a few hours before “eight horns”, following a night’s rest (so the PCs have had a chance to rest and heal up, and have a full complement of spells and daily-use-limited abilities and magic items for the coming encounters).

A member of the Resistance called “the Robin” raps on the door of the PCs’ lodgings and slips a note under it. The note reads, in Common, “Shutter your lights, I’m coming in”. If the PCs do not respond to place something over the *continual flames* in their rooms, after a few minutes the Robin tries the same trick again. If the PCs still don’t dim their lights, after a few more minutes she raps again on the door and whispers harshly under it, “For Moradin’s sake, shutter ye lights. Ye’ll alert the whole place. We need to speak.” If the PCs ask her who she is or what her business is, she simply says that she’s a friend in need. If this third attempt still fails, the Robin leaves in disgust. See “If the PCs don’t help the Robin”, below.

Assuming the PCs accede to the Robin’s request, she opens the door and quickly ducks inside their room, closing it behind her.

*The door opens a fraction, allowing entry by a short, stocky figure in a full-length hooded cloak. The figure quietly closes the door and pulls the hood back, saying “OK, you can put your lights on again”.*

*Before you stands a young dwarf woman with a ruddy complexion and braided brown hair. A large red birth mark starts at her chin and continues down her neck before disappearing under her jerkin.*

*“They call me ‘the Robin,’” she says, without elucidating on who “they” are. “Clan Ukakane needs yer help. Gather yer things up, and follow me. And hurry, the brainless guards will be back soon.”*

◆ **The Robin:** NG female dwarf Rog3/Rgr3; hp 38.

#### Why should we follow you?

“Haven’t ye noticed? This place is a prison camp. But some of us haven’t been caught and brain-washed. And we need yer help.”

#### Who’s imprisoned/enslaved you?

“The brain-suckers of course!”

If the Robin is asked for more information, she says that she “ain’t seen ‘em, in the flesh, so t’speak, ‘cos they live at the bottom of the mines, but they’ve got tentacles, see, and they eat your brains out and make you a zombie that does what they tell yer.” A PC who makes a DC 15 Knowledge (dungeoneering) or DC 20 bardic knowledge check recognises that what the Robin is describing is probably a mind flayer.

#### Who’s “we”/who do you work for?

“The Resistance, stupid! We’s fighting to save the Clan.”

#### But we don’t have any weapons

“If we’re not spotted, you won’t need them. If we are spotted, they probably won’t do you much good anyway.”

The Robin doesn’t let the PCs ask questions for very long. She’s in a great hurry and is scared a patrol will come by at any moment and discover the PCs’ door open. If the PCs don’t promptly come with her, she explains that she’ll close and lock the door behind her, and tell “the boss” that the PCs “are a bunch of no-hopers, as useless as paint on an anvil”. If that doesn’t motivate the PCs, she’s true to her word.

#### If the PCs don’t help the Robin

If the PCs ignore the Robin’s request to open the door, or otherwise refuse to help her, their future is probably not bright. It is practically impossible to leave Aurichold on foot without being spotted by guards somewhere. The front door is heavily guarded, and the PCs are highly unlikely to be able to find any other exits. If the PCs are spotted, see “What happens if the PCs escape?” above. It is not possible to use conjuration (teleportation) magic to leave Aurichold. Whether the Resistance makes another attempt to contact the PCs before “eight horns” is up to the DM.

If PCs don’t attempt to escape before “eight horns”, Borik returns, and indicates that “the hierarchy await your presence”. At this time, however, he is accompanied by some flayer guards and (at APLs 8+) a mind flayer, who seek to kill or capture the PCs. Use the stats for the monsters for Encounter 4 for this encounter (this is an APL +2 encounter). Remember that the PCs are unarmed. If they lose this fight, they gain the Captured and Eaten! AR item.



If the PCs win the fight against the odds, Borik gets a rush of blood to the head, and says he'll get the PCs out of Aurichold if they promise to return with forces from Ratik to expunge the illithids from the town. He briefs the PCs on the "illithid situation" (see Armat's read-aloud text on the following page) as he deftly ushers them through the "back streets" of Aurichold to a secret exit from the town. See Campaign Consequences.

### **If the PCs agree to help the Robin**

If the PCs agree to follow the Robin, she gives a PC without darkvision a small lamp and tells them to shine it on the ground directly ahead of them. Read or paraphrase the following:

*The Robin cautiously waves you out of your lodgings. Two dwarf guards at your door nod almost imperceptibly to the Robin. She leads you quickly but quietly in single file down the side of the tunnel, and through the darkened subterranean streets of Aurichold. Every so often she pauses, whispers "stay here", and disappears into the darkness, only to return a few seconds later frantically waving you onwards.*

To add some drama and tension, the DM can ask PCs to make various Move Silently, Hide, Listen and Spot checks as the PCs move through Aurichold, but the results of these don't bring any guards running. You can reward PCs with good checks with glimpses of flayer guard patrols, who move past without sensing them.

*Shortly afterwards the Robin lifts open a well-oiled drainage grate in the floor of the tunnel, and indicates for you to climb down. You descend an iron ladder for twenty or thirty feet before entering a small chamber from which several large drains radiate. The Robin ducks down one, barely more than four feet in diameter, and you stumble along behind. The drainage tunnel has numerous junctions and off-shoots, but the Robin ploughs on, certain of her directions.*

*You do not know how long you follow the young dwarf, but eventually she stops at an apparently non-descript section of drain and presses on a stone barely visible against the wall. A section of the roof directly above her opens up, and she exchanges what seems to be a pass-phrase in Dwarven with a voice from above. A rope ladder is then thrown down, and she climbs up, motioning you to follow.*

*You ascend into a small circular chamber whose walls are pierced by murder holes. Another dwarf in a long hooded cloak stands next to an iron door to one side. He nods at the Robin and opens the door. Beyond is a large room filled with dwarves and the occasional gnome, human and half-elf, all of whom look at you suspiciously before returning to their activities when the Robin enters behind you and closes the door. As a concession to those without darkvision, the place is dimly illuminated by a number of everburning torches. The place reeks of unwashed bodies and is filled with bunks, boxes, barrels and other stores.*

*"Welcome to the Resistance," says the Robin. "Come, Armat is expecting you." You are again propelled through a guarded iron door, and down a steep flight of steps into a chamber perhaps 30 feet*

*square with a vaulted ceiling. This chamber is lit by a single dim everburning torch, and its walls are stacked with more boxes and barrels. In the centre of the room a rugged, battle-scarred dwarf stands beside a table covered by a tarpaulin.*

*"Greetings," says the dwarf. "I understand you come from Ratik and are seeking an audience with the leaders of Clan Ukakane. I am Armat Ukakane, leader of the Resistance, and as close as you will get to the leaders of the Clan at the moment."*

Armat Ukakane is a tall, muscular dwarf who wears rough, outdoor clothing over his mithral chain shirt. His face is tanned and has many small scars, and his beard is cropped short. Uncharacteristically for a dwarf, he carries a longsword and shortsword strapped to his belt.

🗡️ **Armat Ukakane:** NG male dwarf Rog4/Rgr6; hp 64.

PCs who make a DC 15 Knowledge (local-NMR) or DC 20 bardic knowledge check know that Armat Ukakane is the commander of a company of dwarves and renegades from the Ratikan army known as "Armat's Rogues". Armat's Rogues usually operate in the Rakers in and around Kalmar Pass, harrying the evil humanoids of the Bone March and keeping an eye on activities in Spinecastle. It is unusual to find Armat in Aurichold in the summer months.

Armat is currently the leader of an underground resistance movement fighting the mind flayers who have taken over his ancestral home. Aurichold, like most dwarven citadels, has been built with defence in mind, and includes a large number of hidden tunnels and chambers to be used by the dwarves if the place is assaulted. Most of these have been found and purged by the mind flayers (using knowledge garnered from the brains of their captives), but so far Armat's hideout has remained undiscovered. Nevertheless, he knows that time is running short, and he needs the PCs to get a message to Ratik, in the hope that the Clan's allies will come to its aid.

Armat inquires after the PCs' purpose in Aurichold. Assuming they tell him of the Bone March horde moving through the Kalmar Pass, he expresses deep disappointment. With Ratik facing the horde, it is unlikely to be able to assist Aurichold with its problems. However, he has to try. He then enlightens the PCs on the situation in Aurichold:

*"Clan Ukakane has a problem which presently precludes our assistance in defeating the Bone March horde. Two months ago, while following a particularly rich vein of gold ore, our miners broke through into tunnels and chambers inhabited by mind flayers.*

*The brain-suckers promptly killed or captured our clan leaders and enslaved most of the population. The mind flayers keep several clan leaders alive and imprisoned in their enclave as insurance against an uprising by the slaves.*

*"Aurichold itself remains populated by a skeleton crew of dwarves, to keep up appearances should anyone come by – such as yourselves. But those dwarves are charmed, or have relatives down the mines (so they won't act up) or have had their brains*

*eaten by the illithids and replaced with some goo which makes them obey the brain-suckers.*

*"Most of the Clan are in the mines, extracting more gold for the mind flayers. What the brain-suckers want with the gold I don't know, and I'm not exactly in a position to ask.*

*"This place is the last refuge of the Resistance. Every other one of Aurichold's safe houses has been found by the brain-suckers and shut down. My time's running out, and I need your help.*

*"We've sent men out of Aurichold in the past to try to get a message to Ratik, asking for them to come to our aid, but nothing seems to have got through. You're probably our last, and best, hope. I can get you out of Aurichold without alerting the brain-suckers. Are you with us?"*

The Resistance's hideout is outside the magical wards which affect Aurichold town. Thus, conjuration and divination spells and effects operate normally here. It is therefore possible to teleport from here to somewhere in Ratik. It is also possible to use a sending from here to someone in Ratik. Magic of this power has so far been beyond the resources of the Resistance.

Assuming the PCs agree to aid the Resistance, move onto Encounter 4.

## 4: RESISTANCE IS FUTILE!

*"Excellent!" exclaims Armat. "Grab yer weapons," he says, pulling the tarpaulin off the table beside him, "I'll let the Robin know." On the table are the weapons you'd handed over at the gates of Aurichold.*

*Suddenly, the door at the top of the stair opens, and the sound of a commotion beyond reaches your ears. "They've found us!" yells someone through the door. Armat swears profusely, and draws his swords while running up the stairs. At the top he turns to you and calls, "there's a secret door in that wall behind you. That's our escape route. Get ready to defend it."*

**Setup:** Refer to the DM's map for Encounter 4. Place the PCs in empty squares at the foot of the steps, and allow them one round's actions before calling for initiative. In the first round following initiative, the flayer guard with the highest initiative opens the secret door from the other side.

### APL 6 (EL 8)

✚ **Flayer guards (3):** male voidmind dwarf fighter 4; hp 46, 46, 46; Appendix 1.

**Tactics:** The voidmind dwarves have been instructed by their illithid masters to kill any creature they find in the Resistance's hideout. They are happy to use Improved Bull Rush to create space inside the room for them to fight. They are simple combatants, moving as quickly as possible to engage the PCs in melee combat. They do not use their cones of slime, as this leaves them unable to use their sentient tentacles.

At this APL, the voidmind dwarves do not fight particularly intelligently (for example, they do not gang up on a single PC), and none of their mind flayer masters take control of them and manifests its own psionic powers. Nevertheless, the fight is very dangerous because

of the dwarves' high AC and hitpoints, spell resistance, and effective melee attacks. They fight until slain.

### APL 8 (EL 10)

✚ **Kalifrax:** mind flayer; hp 44; Appendix 1.

✚ **Flayer guards (3):** male voidmind dwarf fighter 4; hp 46, 46, 46; Appendix 1.

**Tactics:** Kalifrax has drunk his potion of *cat's grace* in the seconds before his minions kick in the door. In the first round of combat, he casts *levitate* on himself and walks into the room. In the following round, he levitates to the ceiling of the room (putting himself 10 feet in the air) and uses his *mind blast*. Thereafter, he uses *suggestion* against warrior-like PCs (instructing them to cease resisting him and prostrate themselves before him) and continues to use *mind blast* against groups of PCs or spellcasters. Kalifrax retreats (using *plane shift* on himself, if necessary) if reduced to 15 hp or less.

The voidmind dwarves have been instructed by Kalifrax to kill any creature they find in the Resistance's hideout. They are happy to use Improved Bull Rush to create space inside the room for them to fight. They are simple combatants, moving as quickly as possible to engage the PCs in melee combat. They do not use their cones of slime, as this leaves them unable to use their sentient tentacles.

At this APL, the voidmind dwarves do not fight particularly intelligently (for example, they do not gang up on a single PC), and none of their mind flayer masters take control of them and manifests its own psionic powers. They fight until slain.

### APL 10 (EL 12)

✚ **Kalifrax:** mind flayer fighter 2/monk 2; hp 92; Appendix 1.

✚ **Flayer guards (3):** male voidmind dwarf fighter 6; hp 67, 67, 67; Appendix 1.

**Tactics:** Kalifrax is unusual for an illithid. After a close encounter with a githyanki knight, Kalifrax decided that his kind's weakness lay in using slaves to defend against physically powerful opponents. So he has dedicated himself to studying the martial arts of the githyanki knights and the githzerai monks.

Kalifrax has drunk his potion of *cat's grace* in the seconds before his minions kick in the door. In the first round of combat Kalifrax walks into the room and uses his *mind blast* (his flayer guards delay their entrance until after he has done this). In the second round, he uses *suggestion* against a warrior-like PC (instructing them to cease resisting him and prostrate themselves before him). He relies on the voidmind dwarves to handle PC melee combatants, while he focuses on dealing with spellcasters. Using Dodge, Mobility and tumble, he endeavours to avoid attacks of opportunity while moving past PC melee brutes to attack spellcasters. His first attack against a spellcaster is usually an unarmed strike using Stunning Fist (DC 19 Fort save resists). Thereafter, he prefers to attack with his silver greatsword, but will use *mind blast* against groups of PCs or spellcasters. He uses the voidmind dwarves to give him flanking opportunities.

If reduced to 15 hp or less, Kalifrax retreats (calling on his voidmind allies to defend him or using *plane shift* on himself, if necessary).

The **voidmind dwarves** delay their entrance to the room until Kalifrax has unleashed his first *mind blast*. They are happy to use Improved Bull Rush to create space inside the room for them to fight. They have been instructed by Kalifrax to kill any creature they find in the Resistance's hideout. They simply charge forward, seeking to engage the PCs in melee. Nevertheless, they are intelligent combatants, ganging up on isolated PCs and using flanking tactics. They do not use their cones of slime, as this leaves them unable to use their sentient tentacles. They fight until slain.

#### APL 12 (EL 14)

✚**Kalifrax**: mind flayer fighter 4/monk 4; hp 124; Appendix 1.

✚**Flayer guards (3)**: male voidmind dwarf fighter 6/rogue 2; hp 84, 84, 84; Appendix 1.

**Tactics**: Kalifrax is unusual for an illithid. After a close encounter with a githyanki knight, Kalifrax decided that his kind's weakness lay in using slaves to defend against physically powerful opponents. So he has dedicated himself to studying the martial arts of the githyanki knights and the githzerai monks.

**Kalifrax** has drunk his potion of *cat's grace* in the seconds before his minions kick in the door. In the first round of combat Kalifrax walks into the room and uses his *mind blast* (his flayer guards delay their entrance until after he has done this). In the second round, he uses *suggestion* against a warrior-like PC (instructing them to cease resisting him and prostrate themselves before him). He relies on the voidmind dwarves to handle PC melee combatants, while he focuses on dealing with spellcasters. Using Dodge, Mobility and Tumble, he endeavours to avoid attacks of opportunity while moving past PC melee brutes to attack spellcasters. His first attack against a spellcaster is usually an unarmed strike using Stunning Fist (DC 23 Fort save resists). Thereafter, he prefers to attack with his silver greatsword, but will use *mind blast* against groups of PCs or spellcasters. He uses the voidmind dwarves to give him flanking opportunities.

If reduced to 15 hp or less, Kalifrax retreats (calling on his voidmind allies to defend him or using *plane shift* on himself, if necessary).

The **voidmind dwarves** have quaffed potions of *bull's strength* immediately prior to opening the door. They delay their entrance to the room until Kalifrax has unleashed his first *mind blast*. They are happy to use Improved Bull Rush to create space inside the room for them to fight. They have been instructed by Kalifrax to kill any creature they find in the Resistance's hideout. They charge forward, seeking to engage the PCs in melee. Nevertheless, they are intelligent combatants; they gang up on isolated PCs, use Tumble to avoid attacks of opportunity, use flanking tactics to gain sneak attack damage, and use the crates and barrels in the room to their advantage. They use their cones of slime if reduced to 20 hp or less – this is their “swangsong”, because it leaves them unable to use their sentient tentacles (which disappear). They fight until slain.

#### APL 14 (EL 16)

✚**Kalifrax**: mind flayer fighter 4/monk 6; hp 139; Appendix 1.

✚**Flayer guards (3)**: male voidmind dwarf fighter 6/rogue 4; hp 101, 101, 101; Appendix 1.

**Tactics**: **Kalifrax** is unusual for an illithid. After a close encounter with a githyanki knight, Kalifrax decided that his kind's weakness lay in using slaves to defend against physically powerful opponents. So he has dedicated himself to studying the martial arts of the githyanki knights and the githzerai monks.

Kalifrax has drunk his potion of *cat's grace* in the seconds before his minions kick in the door. In the first round of combat Kalifrax walks into the room and uses his *mind blast* (his flayer guards delay their entrance until after he has done this). In the second round, he uses *suggestion* against a warrior-like PC (instructing them to cease resisting him and prostrate themselves before him). He relies on the voidmind dwarves to handle PC melee combatants, while he focuses on dealing with spellcasters. Using Dodge, Mobility and Tumble, he endeavours to avoid attacks of opportunity while moving past PC melee brutes to attack spellcasters. His first attack against a spellcaster is usually an unarmed strike using Stunning Fist (DC 24 Fort save resists). Thereafter, he prefers to attack with his silver greatsword, but will use *mind blast* against groups of PCs or spellcasters. He uses the voidmind dwarves to give him flanking opportunities.

If struck by a single melee attack doing 20 hp or more damage, Kalifrax activates his *retributive amulet* to teach his attacker a lesson. If reduced to 20 hp or less, Kalifrax retreats (calling on his voidmind allies to defend him or using *plane shift* on himself, if necessary).

The **voidmind dwarves** have quaffed potions of *bull's strength* immediately prior to opening the door. They delay their entrance to the room until Kalifrax has unleashed his first *mind blast*. They are happy to use Improved Bull Rush to create space inside the room for them to fight. They have been instructed by Kalifrax to kill any creature they find in the Resistance's hideout. They charge forward, seeking to engage the PCs in melee. Nevertheless, they are intelligent combatants; they gang up on isolated PCs, use Tumble to avoid attacks of opportunity, use flanking tactics to gain sneak attack damage, and use the crates and barrels in the room to their advantage. They use their cones of slime if reduced to 25 hp or less – this is their “swangsong”, because it leaves them unable to use their sentient tentacles (which disappear). They fight until slain.

**Map/terrain**: The map of the battlefield, and a description of its various combat effects, appears in Appendix 3.

**Treasure**: Most of the treasure from this encounter consists of the magic items on Kalifrax and the voidmind dwarves. Naturally, if Kalifrax has escaped, the PCs do not recover his magic items (marked with an asterisk (remove one item from multiple items)).

👑**APL 6**: Loot 134 gp; Magic 582 gp; 3 +1 *dwarven waraxes* (194 gp each), *hand of the mage* (75 gp); Total 791 gp.

👑**APL 8**: Loot 226 gp; Coin 8 gp; Magic 666 gp; 3 +1 *dwarven waraxes* (194 gp each), *hand of the mage*\* (75 gp), *vest of resistance* +1\* (83 gp); Total 975 gp.

👑**APL 10**: Loot 5 gp; Coin 8 gp; Magic 1,922 gp; 3 +1 *breastplates* (112.5 gp each), 3 +1 *heavy steel shields* (97.5 gp each), 3 +1 *dwarven waraxes* (194 gp each), +1 *silver greatsword*\* (211 gp), *bracers of armour* +1\* (83 gp), *hand of*

the mage\* (75 gp), vest of resistance +1\* (83 gp), gauntlets of ogre power\* (333gp); Total 2,010 gp.

☞**APL 12:** Loot 30 gp; Coin 8 gp; Magic 3, 589 gp; 3 +1 breastplates (112.5 gp each), 3 +1 heavy steel shields (97.5 gp each), 3 +1 dwarven waraxes (194 gp each), +1 silver magebane greatsword\* (711 gp), 4 rings of protection +1\* (167 gp each), bracers of armour +2\* (333 gp), hand of the mage\* (75 gp), 4 vests of resistance +1\* (83 gp each), gauntlets of ogre power\* (333gp); Total 3,702 gp.

☞**APL 14:** Loot 30 gp; Coin 8 gp; Magic 6, 506 gp; 3 +1 breastplates (112.5 gp each), 3 +1 heavy steel shields (97.5 gp each), 3 +1 dwarven waraxes (194 gp each) with lesser crystal of acid assault (250 gp each), +1 silver magebane greatsword\* (711 gp), 4 rings of protection +1\* (167 gp each), belt of giant strength +4\* (1,500 gp), bracers of armour +2\* (333 gp), hand of the mage\* (75 gp), retributive amulet\* (750 gp), 3 vests of resistance +1 (83 gp each), vest of resistance +2\* (333gp); Total 6,621 gp.

**Development:** The survival of the Resistance is dependent upon the outcome of the PCs' fight against the mind flayer minions. If the PCs defeat Kalifrax and the flayer guards, the Resistance manages to fend off the assault on their hideout – although this precipitates the events in Encounters 5 and 6. On the other hand, if the PCs lose the fight, the Resistance is finally crushed, and any surviving PCs who are unable to retreat gain the Captured and Eaten! AR outcome.

## 5: IN TOO DEEP

Shortly after the PCs defeat Kalifrax and the voidmind dwarves, Armat Ukakane returns to the room. The fighting next door has been fierce, but in the end the Resistance prevailed. Armat has a few small cuts and a prominent bruise on his face where an illithid's tentacle grappled him, but does not appear seriously wounded. Read or paraphrase the following:

*Armat looks at bodies of your assailants on the floor, and grunts in satisfaction. "Good, thanks for that," he says.*

*"Okay, things have progressed a little since our first discussion," he continues. "The brain-suckers have found our last bolt-hole, and although we've fought off their first assault, we won't survive a second. I'm not normally given to heroics – heroes die young – but Clan Ukakane is effectively extinct if we can't beat the mind flayers now. To do that, we need every enslaved dwarf to fight back, to have a mass uprising that the brain-suckers can't possibly contain. And to do that, the Clan needs someone to follow. So here's the plan.*

*"Of the Clan leaders, we know that Horm [clan leader], General Braegger [military commander] and Barnor [high priest of Moradin] are still alive, and are being kept in a heavily-guarded chamber deep inside the illithids' lair. The brain-suckers hold 'em as 'insurance' against an uprising. We need to break 'em out. Or more specifically, you need to break 'em out.*

*"Every member of the Resistance still able to hold an axe will be coming with me to the mind flayers' lair in the depths of the mines. There we'll engage the mind flayers and their slime-brained thralls. We've got almost no hope of winning that fight. But*

*we will distract the brain-suckers, hopefully for long enough for you to rescue the Clan leaders and brief them on the plan.*

*"Now, of course I can't make you help us. If you're not in, I can't blame you, but I'm not sparing anyone to escort you back to the surface from here. I'll take the fight to the brain-suckers myself, and damned if they'll eat my brain while I'm still alive. But if you are in, then get yourselves ready, 'cause we're leaving in a few minutes."*

### What's in it for us?

If the PCs want something in return for their assistance, Armat points out that the existence of the whole Clan is at stake. If the PCs aren't bright enough to figure out how grateful the Clan might be for their assistance, then maybe they're not the right people for the job.

### If the PCs don't accept

If the PCs don't accept, Armat sneers and tells them "good luck with getting out of here with your brains intact". He organises the remainder of the Resistance, who follow him through the secret door with looks of either contempt or grim resignation on their faces. Pretty soon the Resistance's rooms are empty.

Unless the PCs have magical transportation, such as teleport or word of recall, which allows them to exit the hideout without having to travel back up through Aurichold, they are probably captured or killed by the mind flayers or their thralls somewhere along the way. In that case, the PCs gain the Captured and Eaten! AR outcome. The PCs' only hope is to contact Borik before being captured and convince him to help them, against his better judgement (DC 35 Diplomacy check). Whether they can do so is up to the DM to adjudicate, depending on their actions. If they arrange this, Borik manages to secrete them out of the town through a secret exit.

In any case, without the PCs' aid, the Resistance's assault on the mind flayer stronghold fails, and the Resistance is crushed.

### If the PCs accept

Armat thanks the PCs and asks them to follow him and the surviving members of the Resistance (about thirty in all) into the mines. Read or paraphrase the following:

*After gathering yourselves together, Armat leads you through the secret door into the low, narrow passage beyond. The rest of the Resistance – or what's left of it – tags along behind in grim silence. The passage is winding and splits off many times, but Armat confidently leads the way forward without apparently getting lost. Even the non-dwarves amongst you sense that you're always moving downhill, and in places you descend long spiral staircases which seem unending. Sweat covers your body, and it's not just from your exertions. The rock itself is warm to the touch, and the air is thick and humid.*

*Eventually Armat rounds a bend and the corridor stops abruptly. He whispers to you.*

*"OK, this is as far as the secret tunnels go. On the other side of the door," he says, pointing to the blank rock face ahead, "is the mine shaft that was being extended when the miners broke through into the brain-suckers' caves. It's still being mined for gold,*

and there will be a few guards watching over the dwarves doing the digging. We'll deal with them, and hopefully free ourselves a few allies for the fight ahead."

He then moves back through the rest of the Resistance, explaining the plan and bolstering their resolve. Shortly afterwards, he opens the secret door and the Resistance charges out into the mines, with you in the vanguard.

The fight is short and fortunately quite easy. As soon as the enslaved miners figure out what's happening, they turn on the few green-brained guards and quickly overcome them. In a sweet irony, the acidic contents of the guards' skulls serve to melt the chains and manacles binding the dwarves, who gladly take up whatever arms they can find, or simply shoulder their picks and hammers.

Armat rounds everyone up – there can be no more than fifty of you – and hurriedly outlines his simple plan. It involves the main force of the Resistance and the released miners making a direct assault on the illithids' chambers, hopefully creating sufficient diversion for you to penetrate the gaol and release any dwarves incarcerated there. It is apparent that he is in a hurry, because there is little more to it than that. He explains that the mind flayers will already know about the failure of their attack on the Resistance and the fight in the mines, because of the telepathic links the mind flayers have with their guards. So no doubt the mind flayers are already preparing some sort of defence or counter-attack.

With that, your meagre force moves forward, into a smooth-walled tunnel which descends quickly. A few minutes in you are set upon by a small group of muscular eyeless, naked humanoids – grimlocks – carrying newly-forged battleaxes, but again with your assistance the fight is short and decisively in your favour. As you continue, Armat briefs you on what lies ahead.

"From what we've been able to gather, the mind flayers – and there's maybe twenty or thirty of them in all – have a simple lair. One big central cavern, surrounded by other smaller chambers which they use as residences, maybe a temple, torture chamber, that sort of thing. There are pens for their first thralls, a couple of hundred grimlocks. And one of the chambers off the main one is where they keep their 'high value' prisoners. The door has this symbol on it, a circle split vertically into two semi-circles, and two horizontal wiggly lines through the centre. We need you to find that door, get through it, kill whatever guards you find in the place, and rescue any dwarves there who haven't had their brains sucked out. Don't worry about us, just rescue the Clan leaders."

One turn later, and the corridor opens into a massive hemispherical chamber dimly illuminated by glowing patches on the walls and ceiling which slowly shift through green, blue and purple light. A dozen or more circular towers of various heights jut up from the chamber's floor, and you can see several iron doors lining the walls to your left and right.

"This is it," Armat says to you, before raising his swords in the air and yelling, "Onward, for Clan Ukakane!" to the assembled mass, which surges forwards. Armat takes a step, then turns quickly and pulls something over his neck. He throws a small

grey stone on a string to you. "One of you should wear this – one of the warriors!", he yells, before resuming his head-long charge into the illithids' inner sanctum.

### What's the grey stone given by Armat?

The amulet given by Armat to the PCs is a githborn talisman. Three times per day, its wearer can activate it as an immediate action to gain a +2 bonus on attack rolls and weapon damage rolls against aberrations, as well as a +2 insight bonus on Will saves against the extraordinary, supernatural and spell-like abilities of aberrations, for 1 round (see Appendix 2).

### What do we do now?

The PCs' objective is as described by Armat Ukakane – find the illithids' gaol, get into it, and rescue the prisoners (including, hopefully, some Clan leaders). The mind flayers' lair is crawling with mind flayers and their grimlock thralls, who are intent on repelling the invading Resistance fighters, and the PCs need to avoid the bad guys and the battle. An overall map of the mind flayers' lair appears in Appendix 3, which indicates areas of significance in the lair.

The PCs are not supposed to enter into a fight just yet. The purpose of this part of the encounter is to have the players think about and implement some sensible strategies for moving about undetected by the mind flayers and their thralls (who possess blindsight and scent).

### Moving about the mind flayers' lair

A map of the mind flayers' enclave is provided for the DM in Appendix 3, and a copy for the players is in the Players Handouts.

The PCs have one great advantage – almost the entire resources of the mind flayers is currently directed at overcoming the Resistance. The illithids have rounded up their grimlocks and voidmind dwarves and are fighting a series of battles in and near the entrance to the enclave, leaving many areas unpopulated and undefended.

Thus, PCs who take even a modicum of care while moving about – moving from piece of cover to piece of cover, sticking to the outer wall of the main chamber, using *invisibility* and *silence* spells, etc. – will be able to find the entrance to the gaol without attracting unwarranted attention. To add some drama and tension, the DM can ask PCs to make various Move Silently, Hide, Listen and Spot checks as the PCs move around, but the results of these don't bring any guards running. You can reward PCs with good checks with glimpses of illithids, voidmind dwarves and grimlocks running to battle or already engaged in fights, but they pay the PCs no heed. Perhaps a grimlock catches the whiff of nearby PCs and comes investigating, only to be called away to battle by its mind flayer master just as it's about to find the PCs.

Some PCs might try to capture a mind flayer, voidmind dwarf, or grimlock in order to extract the location of the gaol from the creature. The DM should remind the PCs that the illithids and voidmind dwarves are telepathically linked, and engaging one or other has the possibility of alerting the enclave to the PCs' presence. On the other hand, a resourceful party could capture a grimlock, and the success or otherwise of any such attempt is left to the DM's discretion. All the grimlocks

know where the entrance to the gaol is, although they are not allowed inside it.

PCs might think to bypass the problems of sneaking about by *teleporting* directly to the gaol door, based solely on Armat's description of it. However, Armat's description is not precise enough for a spellcaster to be considered to have viewed the location even once, and does not suffice for a *greater teleport* spell. A *find the path* spell will lead the PCs directly to the door, but straight through the middle of the battles taking place in the lair (the spell bypasses traps, but not battlefields) – having at least one encounter as described under “If the PCs take no precautions”.

### If the PCs take no precautions

The DM should intimate to players who don't wish to take precautions against being detected that the PCs have a specific objective, and that getting into a fight will just delay them finding the gaol, which may have dire consequences for the success of the uprising.

If, despite warnings, the PCs take no precautions in moving about in the mind flayers' chambers – or worse, go looking for a fight – they are inevitably spotted by a small group of voidmind dwarves patrolling the rear of the battlefield. The PCs have an encounter with the same number and kinds of creatures as they fought in Encounter 4 (this is an APL +2 fight). While the PCs might overcome this encounter, it will possibly leave them short of resources for the final battle. It will also extend the length of the game.

### Finding the gaol (area 5)

It is easy enough for the PCs to find the gaol if they stay near to the exterior wall of the main chamber of the mind flayers' enclave.

*This door is as Armat described: an iron door engraved with the image of a circle split vertically into two semi-circles, with two horizontal wiggly lines through the centre. Besides these symbols, the door is littered with numerous raised bumps and markings. The door has no hinges, handle or lock, nor apparently any other means of opening it.*

The raised bumps and markings are inscriptions in the illithids' tactile written language, Qualith. If able to be deciphered (DC 35 Decipher Script check or magic), the script indicates that the chamber beyond is a gaol, and describes the method for opening the door.

❖ **Iron door:** 4 in. thick; hardness 10; hp 120; AC 4; Break DC 35; Open Lock n/a (magically activated).

The door has no apparent means of being opened, and does not budge when pushed. However, the method for opening it is straightforward – a creature must touch it while activating an arcane spell-like ability (including a psionic power) or while casting an arcane spell (including a spell from a spell-activation magic item, such as scroll, staff or wand). The spell or spell-like ability does not actually work – the arcane energy is absorbed by the door, which slides upwards into the wall. Note that the PC opening the door must intentionally activate the spell while touching the door; a PC who is already subject to an arcane spell who touches the door does not open it. Parties without arcane spellcasters can use the *hand of the*

*mage* recovered from Kalifrax or one of the dwarves in Encounter 4 to open the door.

PCs can work out the way in which the door can be opened by deciphering the Qualith script on it (DC 35 Decipher Script, or *comprehend languages, tongues* etc.), by casting *identify*, *analyse dweomer* or similar spells on it, or by making a successful DC 26 Spellcraft check. A PC with 5 or more ranks in Knowledge (dungeoneering) gains a +2 circumstance bonus to either check. The door can also be *knocked* open, magically bypassed using teleportation magic, *gaseous form*, etc., or smashed down.

If *detect magic* is used on the door, it radiates faint abjuration magic.

If the PCs smash the door down without taking precautions not to be seen or heard, a nearby mind flayer and its dwarven minions come to investigate, appearing on the scene 1d6+4 rounds after the first serious whack at the door. Unless the PCs have broken in and rescued the captive dwarves by this time, they have an encounter with the same number and kinds of creatures as they fought in Encounter 4 (this is an APL +2 fight). While the PCs might overcome this encounter, it will possibly leave them short of resources for the final battle. It will also extend the length of the game.

### In the gaol

The hemispherical chamber beyond the door is about thirty feet across. At the present time, it is unguarded. Iron iris-like hatches cover six ten-foot-diameter cylindrical pits in the floor. Each hatch can be opened in the same fashion as the door to the gaol – by touching it while activating an arcane spell or spell-like ability. However, the hatches cannot be opened from the underside by this means (principally because of the *antimagic fields* in the pits).

❖ **Iron hatch:** 4 in. thick; hardness 10; hp 120; AC 4; Break DC 35; Open Lock n/a (magically activated).

Note that smashing open a hatch doesn't bring an encounter down on the PCs.

Each pit is thirty feet deep and has a permanent *antimagic field* effect operating in it (CL 15<sup>th</sup>). The pit walls are very smooth (DC 40 Climb check). Three of the pits are currently occupied (to save PCs opening all six of the pits, it is a simple process for them to determine which are occupied by knocking on or yelling through the hatches). Their occupants are Horm Ukakane [Ukakane Clan leader], General Braegger Ukakane [clan military commander], and Barnor Ukakane [clan high priest of Moradin].

### Speaking to the Clan leaders

Horm, Braegger and Barnor are naked, but in full health. The easiest way to get them out of the pits is by using ropes – magical flight etc. will not work inside the *antimagic fields*. Although they suspect that any would-be rescuers (including the PCs) might be illusions or *agents provocateur*, a DC 10 Diplomacy check convinces a least one to accept assistance – and once at least one is hauled out of his prison pit, the other two readily agree.

Once Barnor is out of the pit, he can cast his spells. If asked, he is willing to cast healing spells on the PCs (he is an 11<sup>th</sup>-level cleric), but would prefer to keep his other spells. Assume he is willing to cast up to 4 x 1<sup>st</sup>-level, 3 x

2<sup>nd</sup>-level, 2 x 3<sup>rd</sup>-level and 1 x 4<sup>th</sup>-level *cure wounds* spells on the PCs.

Of course, the Clan leaders want to know what the current situation with the mind flayers is. Once the PCs have established their *bona fides* and brought the Clan leaders up-to-date, the Clan leaders hastily recount what they have learned during their entrapment by the mind flayers – who typically for evil geniuses, have arrogantly hinted at their plans for world domination. The PCs are given the following information:

- the mind flayers are constructing a diabolical magical engine, which they call the Eclipse Machine, the purpose of which is to darken the sky and make life aboveground bearable for the illithids;
- the Eclipse Machine is being constructed in one of the chambers off the main chamber of the mind flayer enclave;
- the mind flayers are breeding a race of terrible alien monstrosities, which they plan to unleash on their enemies both above- and belowground;
- the breeding pools are somewhere near the temple of Ilsensine, again one of the chambers off the main chamber of the mind flayer enclave.

Horm says that the dwarves can probably deal with one of the illithids' plans, but not both. He says that time is of the essence, as the illithids warned the dwarves that they would activate the machine and unleash their army should the dwarves ever fight back. He asks the PCs for their assistance (promising the Clan's aid in Ratik's fight against the Bone March in return). At APLs 6-10, he asks the PCs to destroy the Eclipse Machine; go to Encounter 6A. At APLs 12-14, he asks the PCs to find the brood chamber for the alien monsters and destroy the breeding program; go to Encounter 6B.

## 6A: A DEEPER DARKNESS – THE ECLIPSE MACHINE

### FOR APLS 6–10

#### The doors to the chamber (area 4)

After the PCs have finished their discussion with Horm Ukakane, the clan leader directs them to a massive pair of iron doors in the east wall of the enclave's main chamber. Each door is ten feet wide and easily thirty feet high. Numerous raised bumps and markings on their surface are inscriptions in the illithids' tactile written language, Qualith. If able to be deciphered (DC 35 Decipher Script check or magic), the script indicates that the chamber beyond is for the construction of the "Eclipse Machine", construction is being led by "Illystich", and that "protective clothing must be worn at all times". The script also indicates that the method for opening the doors (see below).

❖ **Massive iron door:** 6 in. thick; hardness 10; hp 180; AC 3; Break DC 50; Open Lock n/a (magically activated).

The doors have no apparent means of opening them, and do not budge when pushed. If any physical force is used against the doors in an attempt to open them, the **trap** is set off.

✦ **Burning hands trap:** CR 3; magic device; touch trigger; automatic reset; no bypass; spell effect (*burning hands*, 5<sup>th</sup>-level wizard, 5d4 fire damage, DC 11 Reflex save half); Search DC 26; Disable Device DC 26; DMG 71.

At almost 300 square feet each, the doors are too massive to be opened by a *knock* spell. However, the method for opening them is straightforward – a creature must touch them while activating an arcane spell-like ability (including a psionic power) or while casting an arcane spell (including a spell from a spell-activation magic item, such as scroll, staff or wand). The spell or spell-like ability does not actually work – the arcane energy is absorbed by the doors, which slowly open outwards (towards the PCs) over the course of a round.

PCs can work out the way in which the doors can be opened by deciphering the Qualith script on them (DC 35 Decipher Script, or *comprehend languages, tongues* etc.), or by making a successful DC 26 Spellcraft check. A PC with 5 or more ranks in Knowledge (dungeoneering) gains a +2 circumstance bonus to either check.

The doors hermetically seal to keep moisture out of the chamber beyond, thus preventing access to the room by creatures in *gaseous form*. The doors can be bypassed by teleportation magic.

#### Chamber of the Eclipse Machine

Read or paraphrase the following to the players:

*Beyond the massive doors stands a huge hemispherical chamber bathed in bright, almost blinding light. Standing in the centre of the room is a wooden scaffold, perhaps 30 feet high and 20 feet across. The scaffold consists of three levels, but from where you stand you cannot see any means of ascending or descending between them. The scaffold surrounds what appears to be a machine consisting of dark metal cogs, chains and levers inscribed with golden runes. The machine is surmounted by a spherical blue halo, ten feet in diameter, which is pierced by dozens of golden probes. A golden wire leads from each probe into the bowels of the machine beneath. At the centre of the blue halo is a ball of absolute darkness about two feet across.*

*Moving about the scaffold is a gaunt humanoid creature covered in form-fitting black leather with an oily sheen. The creature's oversize head is covered by the same leather, with a darkened piece of glass in front of the eyes, and a prominent bulge marking the creature's nose and chin. (The creature looks like it's covered in a full-body wetsuit and is wearing a gas mask). At the foot of the scaffold stands a dwarf in plate armour.*

#### Creatures

The creature in the "wetsuit and gas mask" is Illystich the illithid, builder of the Eclipse Machine – the device in the middle of the room surrounded by the scaffold. The dwarf on the ground is Beng Ukakane, the first clan leader of Clan Ukakane to have her brain removed by the mind flayers and replaced with psionically active green slime. She is utterly in thrall to the mind flayers, and helps Illystich with his endeavours.

There is at least one other creature in the chamber, too, a kython. A kython is an alien creature from another



plane with a fierce appetite and nasty temperament. Kythons are blind, highly resistant to energy damage, and are formidable melee combatants – think of the aliens from the *Alien™* movie series. Specific descriptions of the creatures can be found at the foot of their stat blocks in Appendix 1. The illithids are endeavouring to breed these creatures to use as shock troops in an army to vanquish their foes both above and below ground. Higher APL parties get to disrupt this breeding program, rather than destroy the Eclipse Machine (see Encounter 6B).

#### APL 6 (EL 9)

✚ **Illystich:** mind flayer; hp 44; Appendix 1.

✚ **Beng Ukakane:** female voidmind dwarf expert 1/cleric 4; hp 49; Appendix 1.

✚ **Juvenile kython:** hp 39; Appendix 1.

**Tactics:** Alerted by the battle against the Resistance, Beng has used her *protective ward* domain ability on Illystich, as well as casting *shield other* on the mind flayer, prior to combat.

**Illystich's** first action in combat is to use his mind blast on the party. Subsequently, he fights with his spell-like abilities and mind blast, refusing to engage the PCs in melee if at all possible. He typically targets his *suggestion* against warrior types, suggesting that the Resistance needs their help and that they should leave immediately to help the fight outside.

Creating the Eclipse Machine is the culmination of Illystich's life's work, and he defends it with his life.

**Beng's** first action in combat is to cast *summon monster* II, to summon a fiendish wolf to assist in the fight.

In subsequent rounds of combat, Beng uses offensive spells like *hold person* and *spiritual weapon* on appropriate targets. Beng endeavours to remain within the range of her *shield other* with Illystich (35 ft.); remember that half of all damage to Illystich is taken by Beng. Prior to entering melee, Beng casts *divine favour* on herself.

If reduced to 10 hp or less, Beng uses her cone of slime and retreats to heal herself. However, she fights to the death to defend the machine.

The **kython** is a simple combatant, moving directly to engage the PCs in melee. It endeavours to gain flank attacks against PCs, either with Beng or with the wolf. It fights until slain.

#### APL 8 (EL 11)

✚ **Illystich:** mind flayer wizard 4; hp 82; Appendix 1.

✚ **Beng Ukakane:** female voidmind dwarf expert 1/cleric 6; hp 68; Appendix 1.

✚ **Adult kython:** hp 75; Appendix 1.

**Tactics:** Alerted by the noise of the battle against the Resistance, Beng has used her *protective ward* domain ability on Illystich, as well as casting *shield other* and *protection from energy* on the mind flayer, prior to combat. The energy type against which Illystich is protected is one which the PCs were observed using in Encounter 4; otherwise it's fire. Beng uses Earth's Warding on herself, granting her a +2 bonus to natural armour for 5 minutes.

**Illystich's** first action in combat is to use *glitterdust* on the party. Subsequently, he fights with his spells, spell-like abilities and mind blast, refusing to engage the PCs in melee if at all possible. If a PC does challenge him in melee, he endeavours to cast *shield* on himself.

Creating the Eclipse Machine is the culmination of Illystich's life's work, and he defends it with his life.

**Beng's** first action in combat is to cast *summon monster* III, to summon a Small earth elemental to assist in the fight. Although it is not particularly intelligent, Beng directs it in Terran, and it attacks any obvious arcane spellcaster.

In subsequent rounds of combat, Beng uses offensive spells like *hold person*, *spiritual weapon* and *sound burst* on appropriate targets. Should she sense that any of the PCs are invisible (remember her Earth Sense ability), she casts *invisibility purge*. Beng endeavours to remain within the range of her *shield other* with Illystich (40 ft.); remember that half of all damage to Illystich is taken by Beng.

If reduced to 15 hp or less, Beng uses her cone of slime and retreats to heal herself. However, she fights to the death to defend the machine.

The **kython** is a simple combatant, moving directly to engage the PCs in melee, raging as it does so. It endeavours to gain flank attacks against PCs, either with Beng or with the earth elemental. It fights until slain.

#### APL 10 (EL 13)

✚ **Illystich:** mind flayer wizard 8; hp 104; Appendix 1.

✚ **Beng Ukakane:** female voidmind dwarf expert 1/cleric 8; hp 87; Appendix 1.

✚ **Adult kythons (2):** hp 75, 75; Appendix 1.

**Tactics:** Every day, Beng casts *endure elements* on herself. Alerted by the noise of the battle against the Resistance, Beng has used her *protective ward* domain ability on Illystich, as well as casting *shield other* and *protection from energy* on the mind flayer, prior to combat. The energy type against which Illystich is protected is one which the PCs were observed using in Encounter 4; otherwise it's fire. Beng uses Earth's Warding on herself, granting her a +2 bonus to natural armour for 5 minutes, as well as *freedom of movement* and *magic circle against good*.

At this APL, Beng has also cast *spike stones* on the floor of the machine room, just inside the entrance (see DM's map in Appendix 3).

**Illystich's** first action in combat is to drop a *confusion* on the party. Subsequently, he fights with his spells in preference to his mind blast, using area spells like *fireball* and *glitterdust* on groups of PCs, and endeavouring to trap a cleric or other low-Dex character in an *Otiluke's resilient sphere*. He is aware of the weaknesses (i.e. poor saving throws) of particular character classes, and targets his spells accordingly. He also knows that the kythons are blind (hence unaffected by *glitterdust*) and highly energy resistant, so he has no qualms about including them in the areas of many of his spells.

Creating the Eclipse Machine is the culmination of Illystich's life's work, and he defends it with his life.

**Beng's** first action in combat is to cast *spike stones* near the doors (see DM's map). She then casts *summon monster* IV, to summon 1d3 Small earth elementals to assist in the fight. These elementals use their earth glide ability to move underneath the *spike stones* into positions where they can engage the PCs in melee. Although they are not particularly intelligent, Beng directs them in Terran, and they attack any obvious arcane spellcaster.

In the third round of combat, Beng casts *prayer*, and in subsequent rounds uses offensive spells like *hold person*, *spiritual weapon* and *sound burst* on appropriate targets. Should she sense that any of the PCs are invisible

(remember her Earth Sense ability), she casts *invisibility purge*. Beng endeavours to remain within the range of her shield other with Illystich (45 ft.); remember that half of all damage to Illystich is taken by Beng. If possible, she casts *divine power* before entering melee combat (see amended stats above). Her *freedom of movement* renders her unaffected by the *spike stones*, and she uses her heavy mace two-handed.

If reduced to 20 hp or less, Beng uses her cone of slime and retreats to heal herself. However, she fights to the death to defend the machine.

The **kythons** are simple combatants, and move directly to engage the PCs in melee, raging as they do so. However, they are not immune to the *spike stones*, and suffer damage if they move through the area. They endeavour to gain flank attacks against PCs, either with each other or with the earth elementals. They fight until slain.

**Map/terrain:** The map of the chamber of the Eclipse Machine appears in Appendix 3.

#### Treasure:

☞**APL 6:** Loot 167 gp; Coin 20 gp; Magic 694 gp; *dampsuit* (576 gp), 2 potions of *cure light wounds* (CL 1<sup>st</sup>) (4 gp each), wand of *resurgence* (22 charges, CL 1<sup>st</sup>) (27.5 gp), *vest of resistance* +1 (83 gp); Total 881 gp.

☞**APL 8:** Loot 55 gp; Coin 20 gp; Magic 1,331 gp; *dampsuit* (576 gp), +1 *full plate* (221 gp), 2 potions of *cure light wounds* (CL 1<sup>st</sup>) (4 gp each), wand of *resurgence* (22 charges, CL 1<sup>st</sup>) (27.5 gp), *periapt of Wisdom* +2 (333 gp), 2 *vests of resistance* +1 (83 gp each); Total 1,406 gp.

☞**APL 10:** Loot 29 gp; Coin 20 gp; Magic 2,691 gp; *dampsuit* (576 gp), +1 *full plate* (221 gp), +1 *heavy mace* (193 gp), 2 potions of *cure light wounds* (CL 1<sup>st</sup>) (4 gp each), *ring of protection* +1 (167 gp), *runestaff of night* (1167 gp), wand of *resurgence* (22 charges, CL 1<sup>st</sup>) (27.5 gp), *periapt of Wisdom* +2 (333 gp), 2 *vests of resistance* +1 (83 gp each); Total 2,907 gp.

### Destroying the Eclipse Machine

The PCs should destroy the nascent Eclipse Machine while they are here. For the sake of simplicity, assume that the Eclipse Machine is impervious to damage during combat between the PCs and Illystich. However, once the mind flayer is defeated, the PCs' mission is not complete until they destroy the Eclipse Machine.

There are two basic ways to destroy the Eclipse Machine – through brute force, and through upsetting the *sphere of annihilation* inside the machine and causing it to consume the machine. The second is simpler and possibly safer, but may not be so obvious to the PCs.

Destroying the Eclipse Machine through force can be accomplished either by smashing it or by disabling the complex mechanisms inside it. The machine consists of twelve sections, each of which is treated separately for purposes of destroying the machine. Every time a section is destroyed or disabled, there is a 10% cumulative chance that the whole Machine is effectively destroyed.

☛**Eclipse Machine section:** 3-in.-thick steel; hardness 10; 90 hp; SR 21; Fort +6, Ref +6, Will +6 (only affected by magic that affects objects); Break DC 28; Disable Device DC 25.

It is not possible to take 20 on a Break or Disable Device check, although retries are allowed. However, if a PC attempting a Break or Disable Device check fails by 5 or more, he or she has merely upset the mechanisms in the Machine, resulting in a feedback of negative energy which causes 1d6 points of damage to the PC.

Once enough sections of the Machine have been destroyed or disabled, the Machine collapses and the globe of force at the top of it, and the *sphere of annihilation* it contains, simply disappears.

The other way to destroy the Eclipse Machine is to destabilise the *sphere of annihilation* which sits in the middle of the globe of force at the top of the machine. This first requires that the globe of force be dispelled in some fashion – it is functionally identical to a 10-foot-diameter *Otiluke's resilient sphere* of caster level 8 (APL 6 and 8) or 12 (APL 10). It can therefore be destroyed by a *rod of cancellation*, *rod of negation*, a *disintegrate* spell, or a targeted *dispel magic*.

Once the globe of force has been destroyed, the *sphere of annihilation* can be moved with a successful DC 30 control check (1d20 + character level + Int modifier). Note that Illystich possesses a *talisman of the sphere* which can be used to assist in this check. For rules on controlling a *sphere of annihilation*, see DMG 279.

All that is required to destroy the Eclipse Machine is that the *sphere of annihilation* be moved into contact with the Machine – a distance of no more than 5 feet. Once accomplished, the *sphere* simply sucks up the Machine, which is instantly and irrevocably destroyed. Immediately thereafter, the *sphere* itself disappears.

**Development:** If the PCs do not destroy the Eclipse Machine themselves, the dwarves of Aurichold have to in order to secure their home. However, this delays the dwarves for a crucial day or so mobilising in defence of Kalmar Pass. As a result, the Bone March horde hits Ratikhill before the fortress town has had time to be properly reinforced. See Campaign Consequences. In addition, the PCs only earn half story award experience.

## 6B: A DEEPER DARKNESS – THE SPAWNING POOLS

### FOR APLS 12–14

#### Temple to Ilsensine (area 8)

The temple to Ilsensine can be found to the east of the main chamber of the mind flayer enclave. The iron double doors to the temple are inscribed with Ilsensine's symbol, a stylised illithid face with four mouth tentacles, rendered in greenish copper. Because it is a little-known deity, identification of the symbol requires a DC 25 Knowledge (religion) check.

The iron doors function in the same manner as those of the gaol, opening at the touch of someone activating an arcane spell or spell-like ability (see Encounter 5).

☛**Iron door:** 4 in. thick; hardness 10; hp 120; AC 4; Break DC 35; Open Lock n/a (magically activated).

The temple itself is a simple affair. Its walls and ceiling are an hemisphere 30 feet in radius, and its floor consists of five concentric tiers, the lowest in the centre and the highest at the edges of the chamber. The central tier is 20

feet across, and in the middle of it is a 10-foot-diameter iris-like iron hatch, identical in appearance and function to the hatches covering the pits in the gaol.

❖ **Iron hatch:** 4 in. thick; hardness 10; hp 120; AC 4; Break DC 35; Open Lock n/a (magically activated).

When the hatch is opened, an acrid green mist rises from the dark shaft underneath – during religious ceremonies in the chamber, an illithid priest levitates over the shaft and inhales the mist, which causes it to have psychotropic “religious visions”, which it then telepathically communicates to the other mind flayers in the room.

The temple is unguarded at the present time, and it should be relatively straightforward for the PCs to enter it and open the hatch at its base.

### The creepy tunnels

The shaft from the bottom of the temple descends vertically for around thirty feet into a roughly circular chamber thirty feet across. Five ten-foot-diameter tunnels radiate from this chamber. The thin green mist drifts from all five tunnels, but predominantly from one. Although the floor of the chamber is stone, the walls and dome-shaped ceiling appear to be covered in some hard black resinous substance which glistens with a mildly acidic liquid formed from the condensation of the thin green mist. This condensed liquid constantly drips from the walls and ceiling, irritating exposed skin but not causing any significant damage.

Nevertheless, the acidic mist itself irritates the lungs of air-breathing creatures. PCs who are not resistant to acid or immune to inhaled poison must make a DC 15 Fortitude save every 10 minutes or be sickened while in the tunnels and for 1d4×10 minutes afterwards.

The tunnels underneath the temple to Ilsensine are a veritable maze, varying from three feet to ten feet in diameter, ascending, descending, splitting and joining in an apparently random fashion. They are inhabited by numerous juvenile and adult kythons – horrid vaguely-humanoid insect-like creatures resembling the aliens from the *Alien*<sup>TM</sup> movie series (they are described in Appendix 1, and a picture of them appears in Appendix 2). The PCs can follow the obvious path through the maze provided by the principal stream of green mist, and by doing so they arrive at the spawning pools around 10 minutes later without incident. Even so, they are shadowed every foot of the way by kythons – the creatures are sensed by the PCs but never seen clearly through the darkness and fog.

If the PCs venture away from the obvious path, they enter maze-like tunnels where they are eventually surrounded by kythons and attacked.

The first assault consists of six juvenile and four adult kythons (EL 10) who swarm the PCs from all directions (including from above) at a junction of four or five narrow tunnels. The kythons use their climb speed to move across walls and ceilings and attack the PCs from above. In this fashion, two kythons can occupy a single square on the battlemat, one on the ground and one on the wall or ceiling above the first. They do not interfere with each others' attacks. If the PCs somehow manoeuvre themselves in such a way as not to be surrounded by the kythons (e.g. through bull rushes, overruns or

teleportation magic), the kythons simply slink back into the tunnels from which they came, use the maze of tunnels to surround the PCs again, and repeat the process.

Although the battle is not intended to be lethal for PCs at APLs 12 and 14, it is intended to put them on warning that moving “off the beaten path” is dangerous. If the PCs do not endeavour to return to the principal stream of green mist, further waves of kythons attack them as they stumble about the tunnels – and each time add a few more kythons and reduce the time between fights, until it appears there's a never-ending stream of “aliens” moving in to disembowel the PCs.

### The spawning pools

Once the PCs arrive at the spawning pools, read or paraphrase the following to the players:

*The large tunnel you have been following arrives at a junction. Tunnels of similar size lead to the left and right, but directly in front of you the tunnel opens into an hemispherical chamber. The chamber is large – more than 100 feet across – and dimly lit from below by a green glow radiating upwards from several large pools of liquid. The trail of thin green mist you have been following appears to originate from the surface of these pools; as in the tunnels, the mist condenses on the walls and ceiling of the chamber and drips onto the ground in a constant rain of stinging acidic droplets.*

*In the centre of the chamber is what appears to be cylindrical glass tank, about 10 feet in diameter and twice that high. It too is filled with green liquid. Inside the tank, an hideous snake-like creature with numerous claws and an over-sized head suddenly convulses, and an ovoid thing the size of a man's head is ejected from its lower abdomen and sinks slowly towards the bottom of the tank.*

### Creatures

There are four creatures in and around the spawning pools. Expizilth is an illithid cleric who has kept his worship of the insane deity Tharizdun secret to date. He has brought the kython slaymaster in the glass tank from some alien world or far plane, with the objective of breeding an army of kythons to destroy the illithids' rivals above- and below-ground. He has not considered that the kythons might not be easily bent to the mind flayers' will, and may indeed see the mind flayers themselves as prey.

The creature producing eggs in the central tank is a slaymaster kython (for a further description, see the foot of its stat block in Appendix 1). It is the mother of all kythons in the tunnels, and the hundreds of eggs lying at the bottom of the spawning pools in this chamber. It needs to break out of the tank before engaging in combat, a task which it accomplishes easily in a single round.

There are also two broodguard kythons protecting the slaymaster and its eggs. These are adult kythons bred specially for their size and strength. One lurks below the waters of one of the spawning pools, while the other hides in the tunnel which rings the outside of the brood chamber.

#### APL 12 (EL 15)

❖ **Expizilth:** half-farspawn mind flayer cleric 6; hp 147; Appendix 1.

❖ **Slaymaster kython:** hp 127; Appendix 1.

## ➤ Broodguard kythons (2): hp 152, 152; Appendix 1.

**Tactics:** See the DM's map for encounter 6B for a description of the area and any effects on combat. **Expizilth** does not engage in hand-to-hand combat until after he has used his ranged attacks. He uses his *winged boots* to stay away from PCs with strong melee capabilities, and uses his spells and spell-like abilities from range.

In the first round of combat he casts *greater invisibility* on himself and positions himself to use his spells and mind blast. He remains fairly close to the slaymaster kython to keep *shield other* in effect. In subsequent rounds he uses *prayer* and targets PCs with typically low saving throws with his mind blast, *bestow curse* (-4 to rolls), *blindness* and *hold person*. If possible, he uses *blast of force* to push a PC into a spawning pool (preferably one containing a kython). He targets spellcasters with *spiritual weapon* and *magic missiles*. Prior to entering melee combat, he becomes ethereal and buffs himself with *blur*, *protection from good*, *shield of faith* and Divine Vigour. He makes sure he heals himself of most of the damage he has suffered, too. Expizilth defends his beloved kythons to the death.

The **slaymaster kython** begins combat in the glass case in the centre of the spawning chamber. It takes a full round action to smash its way out of the case. It then dives into one of the spawning pools, and puts up its disruption field. It then attacks any PCs on the walkways, gaining cover from the pool. It loves melee combatant, using the organic crossbow growing out of one of its arms only if it can't reach anyone. It is very smart and uses its feats and abilities (such as Spring Attack, Power Attack, and improved grab) to best advantage. One of its favourite tactics is to swim up to an opponent using Spring Attack, grab him or her with its tail, and then retreat back into the spawning pool and hold the PCs underwater in a grapple.

While Expizilth remains within 50 ft. of the slaymaster, half of any damage taken by the slaymaster is transferred to the illithid through *shield other*. The slaymaster fights to the death to defend its eggs (the hundreds of round things in the bottom of the spawning pools).

One **broodguard kython** starts the encounter underneath the surface of one of the spawning pools (taking 10 on its Hide check for a result of 22). It endeavours to remain in the pool while fighting, gaining the advantage of cover. Once combat is joined, it rages and simply tears into PCs with its poisonous bite and claws. The other broodguard starts combat in the tunnel which circumnavigates the brood chamber, out of the PCs' sight. At the start of combat it moves up to the PCs' position as sneakily as possible, endeavouring to flank them. Like its mate, it simply fights in melee, raging as early as possible. Both broodguards fight to the death.

If the PCs do not enter the brood chamber, the kythons are content to wait in the chamber, underwater in the spawning pools – the PCs have to come to them, not the other way 'round. Remember that all kythons are blind and are consequently unaffected by *glitterdust*, *invisibility*, illusions and the like.

### APL 14 (EL 17)

➤ **Expizilth:** half-farspawn mind flayer cleric 8; hp 168; Appendix 1.

➤ **Advanced half-farspawn slaymaster kython:** hp 184; Appendix 1.

## ➤ Broodguard kythons (2): hp 152, 152; Appendix 1.

**Tactics:** See the DM's map for encounter 6B for a description of the area and any effects on combat. **Expizilth** does not engage in hand-to-hand combat until after he has used his ranged attacks. He uses his *winged boots* to stay away from PCs with strong melee capabilities, and uses his spells and spell-like abilities from range.

In the first round of combat he hits the PCs with a *scintillating pattern*, although this probably only affects one PC (the kythons are immune to *scintillating pattern* as they are blind). He then casts *greater invisibility* on himself and positions himself to use his other spells and mind blast. He remains fairly close the slaymaster kython to keep *shield other* in effect. If the PCs enter the brood chamber, Expizilth uses *control water* to raise the depth of the acid in the spawning pools by 2 feet, washing over the walkways and effectively making them shallow bog squares (see DM's map and DMG 88).

In subsequent rounds he uses *prayer* and bolsters himself, the slaymaster and any other kythons he can with his scroll of *mass bull's strength*. He targets PCs with typically low saving throws with his mind blast, *confusion*, *bestow curse* (-4 to rolls), *blindness* and *hold person*. If possible, he uses *blast of force* to push a PC into a spawning pool (preferably one containing a kython). He targets spellcasters with *spiritual weapon* and *magic missiles*. Prior to entering melee combat, he becomes ethereal and buffs himself with *blur*, *protection from good*, *shield of faith* and Divine Vigour. He makes sure he heals himself of most of the damage he has suffered, too. Expizilth defends his beloved kythons to the death.

The **slaymaster kython** begins combat in the glass case in the centre of the spawning chamber. It takes a full round action to smash its way out of the case. It then dives into one of the spawning pools, and puts up its disruption field. It then positions itself to use its own *scintillating pattern*, preferably hitting a PC not already affected by Expizilth's attack. It loves melee combatant, using the organic crossbow growing out of one of its arms only if it can't reach anyone and doesn't have a better tactical choice using one of its spell-like abilities. It is very smart and uses its feats and abilities (such as Spring Attack, Power Attack, and improved grab) to best advantage. One of its favourite tactics is to swim up to an opponent using Spring Attack, grab him or her with its tail, and then retreat back into the spawning pool and hold the PC underwater in a grapple.

While Expizilth remains within 55 ft. of the slaymaster, half of any damage taken by the slaymaster is transferred to the illithid through *shield other*. The slaymaster fights to the death to defend its eggs (the hundreds of round things in the bottom of the spawning pools).

One **broodguard kython** starts the encounter under the surface of one of the spawning pools (taking 10 on its Hide check for a result of 22). It endeavours to remain in the pool while fighting, gaining the advantage of cover. Once combat is joined, it rages and simply tears into PCs with its poisonous bite and claws. The other broodguard starts combat in the tunnel which circumnavigates the brood chamber, out of the PCs' sight. At the start of combat it moves up to the PCs' position as sneakily as possible, endeavouring to flank them. Like its mate, it simply fights in melee, raging as early as possible. Both broodguards fight to the death.

If the PCs do not enter the brood chamber, the kythons are content to wait in the chamber, underwater in the spawning pools – the PCs have to come to them, not the other way 'round. Remember that all kythons are blind and are consequently unaffected by *glitterdust*, *invisibility*, illusions and the like.

**Map/terrain:** The map of the brood chamber and surrounds appears in Appendix 3.

#### Treasure:

☞**APL 12:** Loot 32 gp; Coin 20 gp; Magic 2,342 gp; +2 mithral buckler (418 gp), ring of protection +1 (167 gp), scroll of mass bull's strength (CL 11<sup>th</sup>, 137.5 gp), wand of cure critical wounds (CL 7<sup>th</sup>, 4 charges, 35 gp), wand of magic missile (CL 9<sup>th</sup>, 15 charges, 169 gp), winged boots (1333gp), vest of resistance +1 (83 gp); Total 2,394 gp.

☞**APL 14:** Loot 32 gp; Coin 20 gp; Magic 2,759 gp; +3 mithral buckler (834.5 gp), ring of protection +1 (167 gp), scroll of mass bull's strength (CL 11<sup>th</sup>, 137.5 gp), wand of cure critical wounds (CL 7<sup>th</sup>, 4 charges, 35 gp), wand of magic missile (CL 9<sup>th</sup>, 15 charges, 169 gp), winged boots (1333gp), vest of resistance +1 (83 gp); Total 2,811 gp.

#### Destroying the kython eggs

Once the slaymaster kython is killed, the mind flayers' breeding program is halted. However, there remains the problem of around 200 viable kython eggs in the spawning pools.

The eggs lie at the bottom of the spawning pools, which are 5-feet-deep in mild acid (3d6 acid damage per round). Each 1-foot-diameter egg has AC 7 and 5 hp, and is immune to acid. PCs with hafted reach weapons can destroy many of them by attacking them from the safety of the walkways, but approximately half are too far away from the pools' edges to do this. If the eggs can be fished out, they are easily destroyed *en masse* with area-of-effect spells and mundane alchemist's fire. In any case, once PCs have worked out how to get the eggs out of the pools, they are easily (if somewhat laboriously) disposed of.

**Development:** If the PCs do not destroy the kython eggs themselves, the dwarves of Aurichold have to in order to secure their home. However, this delays the dwarves for a crucial day or so mobilising in defence of Kalmar Pass. As a result, the Bone March horde hits Ratikhill before the fortress town has had time to be properly reinforced. See Campaign Consequences. In addition, the PCs only earn half story award experience.

## CONCLUSION

#### Complete success!

If the PCs kill Illystich and destroy the Eclipse Machine (APLs 6-10) or kill Expizilth and the slaymaster kython and destroy the kython eggs in the spawning pools (APLs 12-14), they have assisted the dwarves of Aurichold to overthrow the illithids and put pay to the mind flayers' plans for world domination.

Although badly battered by their experience with the mind flayers, the Ukakane dwarves rally behind their leaders and the PCs, and engage in guerrilla warfare against the humanoid army from the Bone March surging through Kalmar Pass. The delay caused by the dwarves is sufficient for Ratik to reinforce Ratikhill, where the assault by the Bone March fails.

The PCs gain the **Thanks of Clan Ukakane** AR item and the **Favour of Lord Madris Ratik** AR item.

#### Partial success...

If the PCs succeed at killing Illystich (APLs 6-10) or killing both Expizilth and the slaymaster kython (APLs 12-14), but fail to personally destroy the Eclipse Machine or kython eggs, they have assisted the dwarves of Aurichold in overthrowing the illithids.

Unfortunately, the dwarves have to do the PCs' work in destroying the Eclipse Machine or kython eggs. By doing so, they rally too late to defend Kalmar Pass against the Bone March horde, which assaults the fortress town of Ratikhill before it can be properly reinforced.

The PCs gain the **Thanks of Clan Ukakane** AR item.

#### Failure!

If the PCs are unable to kill Illystich (APLs 6-10) or Expizilth and the slaymaster kython (APLs 12-14), the illithids remain in control of Aurichold. PCs who escaped from Aurichold during Encounter 3 lose all the weapons they handed over at the front gates of Aurichold, and any animals in Aurichold's stables or kennels. PCs who escaped from Aurichold after Encounter 4 lose only their animals. PCs who are unable to escape the final battle using intra-planar (e.g. *teleport*) or extra-planar (e.g. *plane shift*) magic to get out of Aurichold completely gain the **Captured and Eaten!** AR item.

Because the PCs did not free the dwarves of Aurichold, the Bone March horde surges through the Kalmar Pass and assaults the fortress town of Ratikhill before it can be properly reinforced.

## CAMPAIGN CONSEQUENCES

This scenario has "Campaign Consequences"; that is the outcome of this module will affect the outcome of the campaign for Ratik.

Please send your answer to [ratik-triad@rpga-apac.com](mailto:ratik-triad@rpga-apac.com) as soon as possible.

Did the party achieve:

- a) Complete success
- b) Partial Success
- c) Failure!

## 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.

### 1: The Wolf Pack

Defeat the barghests

APL 6	210 XP
APL 8	270 XP
APL 10	330 XP
APL 12	390 XP
APL 14	450 XP

### 4: Resistance is Futile!

Defeat the minions of the mind flayers

APL 6	240 XP
APL 8	300 XP
APL 10	360 XP
APL 12	420 XP
APL 14	480 XP

### 6A: A Deeper Darkness – The Eclipse Machine

Defeat Illystich

APL 6	270 XP
APL 8	330 XP
APL 10	390 XP

### 6B: A Deeper Darkness – The Spawning Pools

Defeat the mad scientist and his horrific brood

APL 12	450 XP
APL 14	510 XP

### Story Award

Removing the menace of the illithids from Aurichold

APL 6	90 XP
APL 8	112 XP
APL 10	135 XP
APL 12	157 XP
APL 14	180 XP

Either destroying the Eclipse Machine (APLs 6-10) or destroying the kython eggs in the spawning pools (APLs 12-14). If the PCs leave this task to the dwarves (which they can) they do not earn this story award experience.

APL 6	90 XP
APL 8	113 XP
APL 10	135 XP
APL 12	158 XP
APL 14	180 XP

### Total Possible Experience

APL 6	900 XP
APL 8	1125 XP
APL 10	1350 XP
APL 12	1575 XP
APL 14	1800 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.

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

### Introduction

The exact amount depends on the results of the PCs' Diplomacy check when negotiating payment with Lord Madris Ratik – 0/20/25/30/35:

**APL 6:** Coin 50/75/100/125/150 gp; Total 50/75/100/125/150 gp.

**APL 8:** Coin 67/100/133/167/200 gp; Total 67/100/133/167/200 gp.

**APL 10:** Coin 83/125/167/208/250 gp; Total 83/125/167/208/250 gp.

**APL 12:** Coin 100/150/200/250/300 gp; Total 100/150/200/250/300 gp.

**APL 14:** Coin 117/175/233/292/350 gp; Total 117/175/233/292/350 gp.

### 1: The Wolf Pack

**APL 6:** Loot 12.5 gp; Coin 15 gp; Total 27 gp.

**APL 8:** Loot 23 gp; Coin 25 gp; Magic Large +1 *spiked chain* (196 gp), *potion of cure serious wounds* (CL 5<sup>th</sup>) (62.5gp), *ring of protection +1* (167 gp), 2 *vests of resistance +1* (83 gp each); Total 389 gp.

**APL 10:** Loot 64 gp; Coin 33 gp; Magic Large +1 *falchion* (204gp), Large +1 *spiked chain* (196 gp), 2 *potions of cure serious wounds* (CL 5<sup>th</sup>) (62.5gp each), *scrolls of protection from evil* (CL 1<sup>st</sup>) (2 gp), *knock* (CL 3<sup>rd</sup>), *see invisibility* (CL 3<sup>rd</sup>) (12.5 gp each) and *fly* (CL 5<sup>th</sup>) (31 gp),



cloak of resistance +1 (83 gp), vest of resistance +1 (83 gp); Total 847 gp.

**APL 12:** Loot 64 gp; Coin 33 gp; Magic Large +1 falchion (204gp), Large +1 spiked chain (196 gp), 2 potions of cure serious wounds (CL 5<sup>th</sup>) (62.5gp each), scrolls of protection from evil (CL 1<sup>st</sup>) (2 gp), knock (CL 3<sup>rd</sup>), see invisibility (CL 3<sup>rd</sup>) (12.5 gp each), fly (CL 5<sup>th</sup>) (31 gp) and break enchantment (CL 9<sup>th</sup>) (94 gp), cloak of resistance +2 (333 gp), infinite scrollcase (233 gp), vest of resistance +1 (83 gp); Total 1423 gp.

**APL 14:** Loot 64 gp; Coin 33 gp; Magic Large +1 unholy falchion (1537gp), Large +2 spiked chain (696 gp), 2 potions of cure serious wounds (CL 5<sup>th</sup>) (62.5gp each), scrolls of protection from evil (CL 1<sup>st</sup>) (2 gp), knock (CL 3<sup>rd</sup>), see invisibility (CL 3<sup>rd</sup>) (12.5 gp each), fly (CL 5<sup>th</sup>) (31 gp) and break enchantment (CL 9<sup>th</sup>) (94 gp), cloak of resistance +2 (333 gp), headband of intellect +2 (333gp), infinite scrollcase (233 gp), vest of resistance +1 (83 gp); Total 3589 gp.

#### 4: Resistance is Futile!

**APL 6:** Loot 134 gp; Magic 582 gp; 3 +1 dwarven waraxes (194 gp each), hand of the mage; Total 791 gp.

**APL 8:** Loot 226 gp; Coin 8 gp; Magic 666 gp; 3 +1 dwarven waraxes (194 gp each), hand of the mage\* (75 gp), vest of resistance +1\* (83 gp); Total 975 gp.

**APL 10:** Loot 5 gp; Coin 8 gp; Magic 1922 gp; 3 +1 breastplates (112.5 gp each), 3 +1 heavy steel shields (97.5 gp each), 3 +1 dwarven waraxes (194 gp each), +1 silver greatsword\* (211 gp), bracers of armour +1\* (83 gp), hand of the mage\* (75 gp), vest of resistance +1\* (83 gp), gauntlets of ogre power\* (333gp); Total 2010 gp.

**APL 12:** Loot 30 gp; Coin 8 gp; Magic 3589 gp; 3 +1 breastplates (112.5 gp each), 3 +1 heavy steel shields (97.5 gp each), 3 +1 dwarven waraxes (194 gp each), +1 silver magebane greatsword\* (711 gp), 4 rings of protection +1\* (167 gp each), bracers of armour +2\* (333 gp), hand of the mage\* (75 gp), 4 vests of resistance +1\* (83 gp each), gauntlets of ogre power\* (333gp); Total 3702 gp.

**APL 14:** Loot 30 gp; Coin 8 gp; Magic 6506 gp; 3 +1 breastplates (112.5 gp each), 3 +1 heavy steel shields (97.5 gp each), 3 +1 dwarven waraxes (194 gp each) with lesser crystal of acid assault (250 gp each), +1 silver magebane greatsword\* (711 gp), 4 rings of protection +1\* (167 gp each), belt of giant strength +4\* (1500 gp), bracers of armour +2\* (333 gp), hand of the mage\* (75 gp), retributive amulet\* (750 gp), 3 vests of resistance +1 (83 gp each), vest of resistance +2\* (333gp); Total 6621 gp.

#### 6A: A Deeper Darkness – The Eclipse Machine

**APL 6:** Loot 167 gp; Coin 20 gp; Magic 694 gp; dampsuit (576 gp), 2 potions of cure light wounds (CL 1<sup>st</sup>) (4 gp each), wand of resurgence (22 charges, CL 1<sup>st</sup>) (27.5 gp), vest of resistance +1 (83 gp); Total 881 gp.

**APL 8:** Loot 55 gp; Coin 20 gp; Magic 1331 gp; dampsuit (576 gp), +1 full plate (221 gp), 2 potions of cure light wounds (CL 1<sup>st</sup>) (4 gp each), wand of resurgence (22 charges, CL 1<sup>st</sup>) (27.5 gp), periapt of Wisdom +2 (333 gp), 2 vests of resistance +1 (83 gp each); Total 1406 gp.

**APL 10:** Loot 29 gp; Coin 20 gp; Magic 2691 gp; dampsuit (576 gp), +1 full plate (221 gp), +1 heavy mace (193 gp), 2 potions of cure light wounds (CL 1<sup>st</sup>) (4 gp each), ring of protection +1 (167 gp), runestaff of night (1167 gp), wand of resurgence (22 charges, CL 1<sup>st</sup>) (27.5 gp), periapt of Wisdom +2 (333 gp), 2 vests of resistance +1 (83 gp each); Total 2907 gp.

#### 6B: A Deeper Darkness – The Spawning Pools

**APL 12:** Loot 32 gp; Coin 20 gp; Magic 2342 gp; +2 mithral buckler (418 gp), ring of protection +1 (167 gp), scroll of mass bull's strength (CL 11<sup>th</sup>, 137.5 gp), wand of cure critical wounds (CL 7<sup>th</sup>, 4 charges, 35 gp), wand of magic missile (CL 9<sup>th</sup>, 15 charges, 169 gp), winged boots (1333gp), vest of resistance +1 (83 gp); Total 2394 gp.

**APL 14:** Loot 32 gp; Coin 20 gp; Magic 2759 gp; +3 mithral buckler (834.5 gp), ring of protection +1 (167 gp), scroll of mass bull's strength (CL 11<sup>th</sup>, 137.5 gp), wand of cure critical wounds (CL 7<sup>th</sup>, 4 charges, 35 gp), wand of magic missile (CL 9<sup>th</sup>, 15 charges, 169 gp), winged boots (1333gp), vest of resistance +1 (83 gp); Total 2811 gp.

#### Treasure Cap

**APL 6:** 900 gp

**APL 8:** 1300 gp

**APL 10:** 2300 gp

**APL 12:** 3300 gp

**APL 14:** 6600 gp

#### Total Possible Treasure

**APL 6:** 1849 gp

**APL 8:** 2970 gp

**APL 10:** 6014 gp

**APL 12:** 7819 gp

**APL 14:** 13,369 gp

## ADVENTURE RECORD ITEMS

**Captured and Eaten!** You were captured by the mind flayers or their minions. The mind flayers cannot keep such a dangerous adversary alive, even as a slave. If you are a human, you are transformed into a mind flayer through the ceremorphosis process. Otherwise, the mind flayers eat your brain and process your body as food for their slaves. Tick the "Died" box on this AR. Only a *true resurrection* can bring you back.

**Githyanki silver sword:** (APL 10-14 only). If you slew Kalifrax the mind flayer during his assault on the Resistance's hideout, you can keep his magical silver greatsword (if you pay for it). The sword initially appears to have the following properties:

- APL 10: +1 silver greatsword (Adventure, 2,530 gp);
- APL 12-14: +1 silver magebane greatsword (Adventure, 8,530 gp).

However, the sword is a githyanki greatsword (MM 128) and can therefore also disrupt psionic powers and sever astral travellers' silver cords. Expect the githyanki to come looking for it...

**Thanks of Clan Ukakane:** Your invaluable assistance in throwing off the mind flayer yoke is greatly appreciated by the dwarves of Clan Ukakane. You gain a permanent Influence Point with the Clan. In addition, you gain Regional access to the following:

- stone plate, heavy plate, interlocking scale, interlocking plate, battle plate and mountain plate armour (*Races of Stone*);
- dwarvencraft items (*Races of Stone*);
- the blueshine and landing armour enhancements, earthplate armour, least, lesser and greater armour crystal of mind cloaking (MIC), and dwarven plate (DMG);



- the *brutal surge*, *impact*, *knockback*, *metalline*, *quick loading*, *sundering* and *terran* weapon enhancements, and *bladed crossbow*, *galeb duhr hammer*, *stonereaver* (MIC), and *dwarven thrower* (DMG) weapons;
- *boots of the mountain king* (normal and greater), *cloak of battle*, *cloak of stone*, *gauntlets of giantfelling*, *helm of battle*, *rock boots*, *shirt of ironskin* (MIC), and *belt of dwarvenkind* (DMG).

**Favour of Lord Mandris Ratik:** For freeing Clan Ukakane to delay the Bone March horde in the Kalmar Pass, Lord Mandris Ratik grants you limited access to the vaults of the ruling family of Ratik. You gain Regional access to your choice of one of the following: a *manual* or *tome of inherent ability bonus* +1 or +2, an *ioun stone* (any from DMG), a *pearl of power* (any from DMG), a *ring of invisibility*, *evasion* or *freedom of movement*, a *rod of splendour*, a *flame tongue*, or a *frost brand*. The item chosen costs its standard price. Until you purchase the item, you gain an Influence Point with the Ratik royal family.

## ITEM ACCESS

APL 6:

- *dampsuit* (Adventure, 6910 gp; Lords of Madness 68)
- *wand of resurgence* (Adventure, 750 gp)
- *githborn talisman* (Adventure, 1800 gp; MIC 105)

APL 8 (all of APL 6 plus the following):

- *forked metal rods* (foci for *plane shift* – Material Plane and Plane of Shadow) (Adventure, PH 262)
- *scroll of dragonskin* (CL 5<sup>th</sup>) (Adventure, 375 gp; SpC 73)
- *infinite scrollcase* (Adventure, 2800 gp; MIC 162)

APL 10 (all of APLs 6-8 plus the following):

- *aberrant sphere* (Adventure, 2800 gp; MIC 149);
- *runestaff of night* (Adventure, 14,000 gp; MIC 181)

APL 12 (all of APLs 6-10 plus the following):

- *forked metal rod* (focus for *plane shift* – Far Realm) (Adventure, PH 262)
- *boots, winged* (Adventure, 16,000 gp; DMG 250)
- *retributive amulet* (Adventure, 9000 gp; MIC 121)

APL 14 (all of APLs 6-12 plus the following):

- *lesser crystal of acid assault* (Adventure, 3000 gp; MIC 64)
- *third eye dominate* (Regional, 120,000 gp; MIC 141)

## APPENDIX 1: APL 6

### 1: THE WOLF PACK (EL 7)

#### Barghests (3) (hybrid form)

CR 4

LE Medium Outsider (evil, extraplanar, lawful, shapechanger)

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

Languages Goblin, Infernal, Worg

AC 18, touch 12, flat-footed 16

(+2 Dex, +6 natural)

hp 33 (6 HD); DR 5/magic

Fort +6, Ref +7, Will +7

Speed 30 ft. (6 squares)

Melee bite +9 (1d6+3) and 2 claws +4 (1d4+1)

Ranged tanglefoot bag +8 touch (entangled, range 10 ft.)

Base Atk +6; Grp +9

Atk Options Combat Reflexes

Special Actions feed

Combat Gear tanglefoot bag

Spell-Like Abilities (CL 6<sup>th</sup>):

*At will*—blink, levitate, misdirection (DC 14), rage

*1/day*—charm monster (DC 16), crushing despair (DC 16), dimension door

Abilities Str 17, Dex 15, Con 13, Int 14, Wis 14, Cha 14

SQ aligned attacks, change shape, pass without trace

Feats Combat Reflexes, Improved Initiative, Track

Skills Bluff +11, Diplomacy +6, Disguise +2 (add +2 acting), Hide +11, Intimidate +13, Jump +12, Listen +11, Move Silently +11, Search +11, Sense Motive +11, Spot +11, Survival +11 (add +2 following tracks)

Possessions combat gear plus 60gp

**Aligned Attacks (Ex)** A barghest's natural weapons, as well as any weapons it wields, are treated as evil-aligned and lawful-aligned for the purpose of overcoming DR. Its natural weapons are treated as magic weapons for the purpose of overcoming DR.

**Feed (Su)** When a barghest slays a humanoid opponent, it can feed on the corpse, devouring both flesh and life force, as a full-round action. Feeding destroys the victim's body and prevents any form of raising or resurrection that requires part of the corpse. There is a 50% chance that a *wish*, *miracle*, or *true resurrection* spell can restore a devoured victim to life. Check once for each destroyed creature. If the check fails, the creature cannot be brought back to life by mortal magic. See *MM22*.

**Change Shape (Su)** A barghest can assume the shape of a goblin or a wolf as a standard action. In goblin form, a barghest cannot use its natural weapons but can wield weapons and wear armour. In wolf form, a barghest loses its claw attacks but retains its bite attack. See *MM306*.

**Pass without Trace (Ex)** A barghest in wolf form can pass without trace (as the spell) as a free action.

**Skills** A barghest in wolf form gains a +4 circumstance bonus on Hide checks.

#### Effects of *rage* on barghest

Reduce AC by -2.

Add 6hp.

Add +1 to Fort saves and +2 to Will saves.

Add +1 to melee attacks and damage, grapple checks, and Jump checks.

Add +2 Str and +2 Con.

### 4: RESISTANCE IS FUTILE! (EL 8)

#### Flayer guards (3)

CR 5

Male voidmind\* dwarf fighter 4

\**Monster Manual III* 187; see Appendix 2.

LE Medium humanoid (dwarf)

Init +2; Senses Blind-Fight; darkvision 60 ft.; Listen +6, Spot +3

Languages Common, Dwarf

AC 23, touch 12, flat-footed 21

(+2 Dex, +4 natural, +5 armour, +2 shield)

hp 46 (4 HD); DR 5/magic

Immune acid, mind-affecting effects, ability damage, ability drain, energy drain

SR 14

Fort +11, Ref +3, Will +2; +2 vs. poison, spells and spell-like abilities

Speed 20 ft. (4 squares)

Melee +1 *dwarven waraxe* +11 (1d10+8/×3) and tentacle +9 (1d6+5)

Ranged dagger +6 (1d4+5/19-20, range 10 ft.)

Reach 5 ft. (10 ft. w. tentacle)

Base Atk +4; Grp +9 (+13 w. tentacle)

Atk Options Blind-Fight, Combat Reflexes, Improved Bull Rush, Power Attack, constrict 1d6+7, improved grab (up to Medium)

Special Actions cone of slime (DC 17), mind flayer host

Abilities Str 20, Dex 14, Con 20, Int 12, Wis 13, Cha 4

SQ dwarf combat bonuses, sentient tentacle, stonemasonry

Feats Alertness<sup>B</sup>, Blind-Fight<sup>B</sup>, Combat Reflexes<sup>B</sup>, Great Fortitude<sup>B</sup>, Improved Bull Rush, Power Attack<sup>B</sup>, Weapon Focus (waraxe), Weapon Specialisation (waraxe)<sup>B</sup>

Skills Bluff +1, Escape Artist +2, Intimidate +8, Jump -4, Listen +6

Possessions masterwork breastplate, masterwork heavy steel shield, +1 *dwarven waraxe*, longsword, dagger; one dwarf wears a *hand of the mage*

**Cone of Slime (Su)** 1/day, 30-ft.-cone, 4d6 acid damage (DC 17 Reflex half), -2 on Will saves and stunned for 1d4+1 rounds (DC 17 Fortitude negates stunning). See Appendix 2.

**Sentient Tentacle (Ex)** Reach 10 ft., base damage 1d6, improved grab and constrict. Cannot use within 24 hours of using cone of slime. See Appendix 2.

**Dwarf Combat Bonuses and Skills** A dwarf has a +1 racial bonus to attack rolls against orcs and goblinoids, and has a +4 dodge bonus to AC against giants. A dwarf has a +4 racial bonus to avoid being bull-rushed or tripped when it is standing on the ground.

A dwarf has a +2 racial bonus on Search checks to notice unusual stonework, and a +2 racial bonus on Appraise and Craft checks that are related to stone- or metal-work.

### 6A: A DEEPER DARKNESS – THE ECLIPSE

#### MACHINE (EL 9)

##### Illystich, the machine builder

CR 8

Mind flayer

LE Medium aberration

Init +8; Senses darkvision 60 ft.; Listen +11, Spot +11

Languages Common, Dwarf, Grimlock, Infernal, Qualith, Undercommon; telepathy 100 ft.

AC 21, touch 15, flat-footed 17; *shield other*

(+4 Dex, +3 natural, +3 armour, +1 deflection)

hp 44 (8 HD); half of all damage is transferred to Beng (*shield other*)

SR 25

Fort +4, Ref +7, Will +10; +3 resistance bonus to first save

Speed 30 ft. (6 squares)

Melee 4 tentacles +10 (1d4+1)

Base Atk +6; Grp +7

Atk Options extract, improved grab

Special Actions mind blast (DC 17)

Combat Gear *potion of cat's grace* (CL 3<sup>rd</sup>)

Spell-Like Abilities (CL 8<sup>th</sup>):

*At will—charm monster* (DC 17), *detect thoughts* (DC 15), *levitate, plane shift* (+10 melee touch, DC 20), *suggestion* (DC 16)

**Abilities** Str 12, Dex 18(14), Con 12, Int 19, Wis 17, Cha 17

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

**Skills** Bluff +11, Concentration +11 (add +4 casting defensively), Diplomacy +5, Disguise +3 (add +2 acting), Escape Artist +9, Hide +12, Intimidate +9, Knowledge (architecture & engineering) +12, Listen +11, Move Silently +12, Sense Motive +7, Spot +11

**Possessions** combat gear plus *dampsuit, vest of resistance +1, talisman of the sphere*, forked metal rods (foci for *plane shift* (Material Plane, Plane of Shadow)), 120gp

**Mind Blast (Sp)** At will—60-ft.-cone; stun 3d4 rounds; DC 17 Will save negates. Equivalent to a 4<sup>th</sup>-level spell, save is Cha-based.

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

If a mind flayer begins its turn with at least one tentacle attached, it can try to attach its remaining tentacles with a single grapple check. The opponent can escape with a single successful grapple check or Escape Artist check, but the mind flayer gets a +2 circumstance bonus for every tentacle that was attached at the beginning of the opponent's turn.

**Extract (Ex)** A mind flayer that begins its turn with all four tentacles attached and that makes a successful grapple check automatically extract's the opponent's brain, instantly killing that creature.

**Spells in Effect** 2<sup>nd</sup>—*cat's grace* (CL 3<sup>rd</sup>), *shield other* (CL 4<sup>th</sup>).

### Beng Ukakane

CR 5

Female voidmind\* dwarf expert 1/cleric 4

\**Monster Manual III* 187; see Appendix 2.

LE Medium humanoid (dwarf)

**Init** +0; **Senses** darkvision 60 ft., Earth Sense; Listen +5, Spot +5

**Languages** Common, Dwarf, Terran

**AC** 22, touch 10, flat-footed 22

(+4 natural, +8 armour)

**hp** 49 (5 HD); **DR** 5/magic; takes half of the damage inflicted on Illystich (*shield other*)

**Immune** acid, mind-affecting effects, ability damage, ability drain, energy drain

**SR** 15

**Fort** +11, **Ref** +1, **Will** +9

**Speed** 20 ft. (4 squares) (run ×3)

**Melee** masterwork heavy mace +7 (1d8+4) and tentacle +6 (1d6+3)

**Ranged** dagger +3 (1d4+3/19-20, range 10 ft.)

**Reach** 5 ft. (10 ft. w. tentacle)

**Base Atk** +3; **Grp** +6 (+10 w. tentacle)

**Atk Options** Combat Reflexes, constrict 1d6+4, improved grab

**Special Actions** cone of slime (DC 17), protective ward (+4), rebuke undead 2/day (4<sup>th</sup>; +2, 2d6+3 HD), turn air creatures/rebuke earth creatures 2/day (4<sup>th</sup>; +0, 2d6+3 HD), spontaneous *inflict wounds* spells

**Combat Gear** potions of *cure light wounds* (×2) (CL 1<sup>st</sup>), wand of *resurgence* (22 charges, CL 1<sup>st</sup>)

**Cleric Spells Prepared** (CL 4<sup>th</sup>)

2<sup>nd</sup>—*hold person* (DC 15), *shield other*<sup>D</sup>, *spiritual weapon* (+6 melee, 1d8+1 damage), *summon monster II*

1<sup>st</sup>—*bless*, *cure light wounds*, *divine favour*, *protection from good*, *sanctuary*<sup>D</sup> (DC 14)

0—*cure minor wounds*, *detect magic* (×2), *guidance*, *resistance*

<sup>D</sup> Domain spell. Deity: n/a. Domains: Earth, Protection

\* Already cast

**Abilities** Str 17, Dex 10, Con 20, Int 12, Wis 16, Cha 8

**SQ** dwarf combat bonuses, sentient tentacle, stonemasonry

**Feats** Alertness<sup>B</sup>, Ancestral Knowledge, Combat Reflexes<sup>B</sup>, Earth Sense, Great Fortitude<sup>B</sup>

**Skills** Bluff +3, Craft (stonemason) +7, Concentration +9, Escape Artist –1, Intimidate +3, Knowledge (architecture & engineering) +7, Knowledge (religion) +9, Knowledge (the planes) +9, Profession (miner) +9, Speak Language (Terran)

**Possessions** combat gear plus masterwork full plate, masterwork heavy mace, dagger, spell component pouch, silver holy symbol, 120gp

**Cone of Slime (Su)** 1/day, 30-ft.-cone, 5d6 acid damage (DC 17 Reflex half), –2 on Will saves and stunned for 1d4+1 rounds (DC 17 Fortitude negates stunning). See Appendix 2.

**Sentient Tentacle (Ex)** Reach 10 ft., base damage 1d6, improved grab and constrict. Cannot use within 24 hours of using cone of slime. See Appendix 2.

**Dwarf Combat Bonuses and Skills** A dwarf has a +1 racial bonus to attack rolls against orcs and goblinoids, and has a +4 dodge bonus to AC against giants. A dwarf has a +4 racial bonus to avoid being bull-rushed or tripped when it is standing on the ground.

A dwarf has a +2 racial bonus on Search checks to notice unusual stonework, and a +2 racial bonus on Appraise and Craft checks that are related to stone- or metal-work.

**Protective Ward (Su)** Creature touched gains a +4 resistance bonus to its next saving throw. Maximum duration 1 hour. Beng has used this ability on Illystich.

**Spells in Effect** 2<sup>nd</sup>—*shield other* (CL 4<sup>th</sup>).

### Juvenile kython\*

CR 3

\* *Book of Vile Darkness* 178

NE Medium aberration

**Init** +6; **Senses** blindsight 60 ft.; Listen +6, Spot +1

**Languages** Abyssal, Infernal (does not speak)

**AC** 20, touch 12, flat-footed 18; Dodge

(+2 Dex, +8 natural)

**hp** 39 (6 HD)

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

**Resist** electricity 20, fire 20

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

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

**Melee** bite +6 (2d6+2 plus poison) and 2 claws +4 (1d6+1) and tail sting +4 (1d4+1 plus poison)

**Base Atk** +4; **Grp** +6

**Abilities** Str 15, Dex 15, Con 14, Int 10, Wis 12, Cha 9

**Feats** Dodge, Improved Initiative, Multiattack

**Skills** Climb +10, Escape Artist +6, Hide +10, Listen +6, Move Silently +11, Swim +10

**Poison (Ex)** bite or sting—DC 15 Fortitude negates; initial and secondary 1d6 Con damage.

**Skills** Kythons have a +4 racial bonus to Hide and Move Silently checks. Juvenile kythons have a +8 racial bonus to Swim checks, can run while swimming, and can always choose to take 10 on a Swim check.

**Description** *This creature appears to be a cross between a small bipedal dinosaur and an insect. Its body is covered in black chitinous plates and stands almost horizontally on two clawed legs. Tucked underneath its chest are a pair of mantis-like forelimbs. Its long whip-like tail is balanced by an oversized head which sprouts several antennae and innumerable sensory hairs.*



## 1: THE WOLF PACK (EL 9)

### Barghests (3) (hybrid form) CR 4

LE Medium Outsider (evil, extraplanar, lawful, shapechanger)

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

Languages Goblin, Infernal, Worg

AC 20, touch 12, flat-footed 18

(+2 Dex, +6 natural, +2 armour)

hp 33 (6 HD); DR 5/magic

Fort +6, Ref +7, Will +7

Speed 30 ft. (6 squares)

Melee bite +11 (1d6+5) and 2 claws +6 (1d4+2)

Ranged tanglefoot bag +8 touch (entangled, range 10 ft.)

Base Atk +6; Grp +11

Atk Options Combat Reflexes

Special Actions feed

Combat Gear tanglefoot bag

Spell-Like Abilities (CL 6<sup>th</sup>):

*At will*—blink, levitate, misdirection (DC 14), rage (DC 15)

*1/day*—charm monster (DC 16), crushing despair (DC 16), dimension door

Abilities Str 21(17), Dex 15, Con 13, Int 14, Wis 14, Cha 14

SQ aligned attacks, change shape, pass without trace

Feats Combat Reflexes, Improved Initiative, Track

Skills Bluff +11, Diplomacy +6, Disguise +2 (add +2 acting), Hide +11, Intimidate +13, Jump +14, Listen +11, Move Silently +11, Search +11, Sense Motive +11, Spot +11, Survival +11 (add +2 following tracks)

Possessions combat gear plus leather armour, 60gp

**Aligned Attacks (Ex)** A barghest's natural weapons, as well as any weapons it wields, are treated as evil-aligned and lawful-aligned for the purpose of overcoming DR. Its natural weapons are treated as magic weapons for the purpose of overcoming DR.

**Feed (Su)** When a barghest slays a humanoid opponent, it can feed on the corpse, devouring both flesh and life force, as a full-round action. Feeding destroys the victim's body and prevents any form of raising or resurrection that requires part of the corpse. There is a 50% chance that a *wish*, *miracle*, or *true resurrection* spell can restore a devoured victim to life. Check once for each destroyed creature. If the check fails, the creature cannot be brought back to life by mortal magic. See MM22.

**Change Shape (Su)** A barghest can assume the shape of a goblin or a wolf as a standard action. In goblin form, a barghest cannot use its natural weapons but can wield weapons and wear armour. In wolf form, a barghest loses its claw attacks but retains its bite attack. See MM306.

**Pass without Trace (Ex)** A barghest in wolf form can pass without trace (as the spell) as a free action.

**Skills** A barghest in wolf form gains a +4 circumstance bonus on Hide checks.

**Spells in Effect** 6<sup>th</sup>—*mass bull's strength* (after surprise round).

### Effects of *rage* on barghest

Reduce AC by -2.

Add 6hp.

Add +1 to Fort saves and +2 to Will saves.

Add +1 to melee attacks and damage, grapple checks, and Jump checks.

Add +2 Str and +2 Con.

### Lieutenant Hrugin (hybrid form)

CR 7

Male advanced greater barghest

LE Large Outsider (evil, extraplanar, lawful, shapechanger)

Init +3; Senses darkvision 60 ft., scent; Listen +19, Spot +19

Languages Common, Goblin, Infernal, Worg

AC 24, touch 12, flat-footed 21

(-1 size, +3 Dex, +12 natural)

hp 90 (12 HD); DR 10/magic

Fort +13, Ref +12, Will +13

Speed 40 ft. (8 squares)

Melee +1 *spiked chain* +20/+15/+10 (2d6+13) and bite +14 (1d8+4); or

Melee bite +19 (1d8+8) and 2 claws +14 (1d6+4)

Base Atk +12; Grp +24

Space 10 ft.; Reach 5 ft. (10 ft. w. spiked chain)

Atk Options Combat Expertise, Combat Reflexes, Improved Trip

Special Actions feed

Combat Gear potion of *cure serious wounds* (CL 5<sup>th</sup>)

Spell-Like Abilities (CL 12<sup>th</sup>):

*At will*—blink, invisibility sphere, levitate, misdirection (DC 16), rage (DC 17)

*1/day*—charm monster (DC 18), crushing despair (DC 18), dimension door, mass bull's strength, mass enlarge person

Abilities Str 27(23), Dex 16, Con 19, Int 18, Wis 18, Cha 18

SQ aligned attacks, change shape, pass without trace

Feats Combat Expertise, Combat Reflexes, Exotic Weapon Proficiency (spiked chain), Improved Trip, Track

Skills Balance +5, Bluff +19, Concentration +19, Diplomacy +8, Disguise +4 (add +2 acting), Hide +14, Intimidate +21, Jump +29, Listen +19, Move Silently +18, Search +19, Sense Motive +19, Spot +19, Survival +19 (add +2 following tracks), Tumble +20

Possessions combat gear plus Large +1 *spiked chain*, vest of resistance +7, masterwork manacles, 120gp

**Aligned Attacks (Ex)** As for barghest.

**Feed (Su)** As for barghest.

**Change Shape (Su)** A greater barghest can assume the shape of a Large goblin (8 ft. tall, 400 lb.) or a dire wolf as a standard action. In goblin form, a barghest cannot use its natural weapons but can wield weapons and wear armour. In wolf form, a barghest loses its claw attacks but retains its bite attack. See MM23.

**Pass without Trace (Ex)** As for barghest.

**Skills** A greater barghest in dire wolf form gains a +4 circumstance bonus on Hide checks.

**Spells in Effect** 6<sup>th</sup>—*mass bull's strength* (after surprise round).

## 4: RESISTANCE IS FUTILE! (EL 10)

### Kalifrax

CR 8

Mind flayer

LE Medium aberration

Init +8; Senses darkvision 60 ft.; Listen +11, Spot +11

Languages Common, Dwarf, Elf, Grimlock, Qualith, Undercommon; telepathy 100 ft.

AC 21, touch 14, flat-footed 17

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

hp 44 (8 HD)

SR 25

Fort +4, Ref +7, Will +10

Speed 30 ft. (6 squares)

Melee 4 tentacles +10 (1d4+1)

Base Atk +6; Grp +7

Atk Options extract, improved grab

Special Actions mind blast (DC 17)

Combat Gear ~~potion of cat's grace~~ (CL 3<sup>rd</sup>)

Spell-Like Abilities (CL 8<sup>th</sup>):

*At will—charm monster* (DC 17), *detect thoughts* (DC 15), *levitate, plane shift* (+10 melee touch, DC 20), *suggestion* (DC 16)

**Abilities** Str 12, Dex 18(14), Con 12, Int 19, Wis 17, Cha 17

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

**Skills** Bluff +11, Concentration +11 (add +4 casting defensively), Diplomacy +5, Disguise +3 (add +2 acting), Hide +12, Intimidate +9, Knowledge (arcana) +12, Listen +11, Move Silently +12, Sense Motive +7, Spot +11

**Possessions** combat gear plus mithral chain shirt, *hand of the mage, vest of resistance* +1, forked metal rods (foci for *plane shift* (Material Plane, Plane of Shadow)), 100gp

**Mind Blast (Sp)** At will—60-ft.-cone; stun 3d4 rounds; DC 17 Will save negates. Equivalent to a 4<sup>th</sup>-level spell, save is Cha-based.

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

If a mind flayer begins its turn with at least one tentacle attached, it can try to attach its remaining tentacles with a single grapple check. The opponent can escape with a single successful grapple check or Escape Artist check, but the mind flayer gets a +2 circumstance bonus for every tentacle that was attached at the beginning of the opponent's turn.

**Extract (Ex)** A mind flayer that begins its turn with all four tentacles attached and that makes a successful grapple check automatically extract's the opponent's brain, instantly killing that creature.

**Spells in Effect** 2<sup>nd</sup>—*cat's grace* (CL 3<sup>rd</sup>).

### Flayer guards (3)

CR 5

Male voidmind\* dwarf fighter 4

\**Monster Manual III* 187; see Appendix 2.

LE Medium humanoid (dwarf)

**Init** +2; **Senses** Blind-Fight; darkvision 60 ft.; Listen +6, Spot +3

**Languages** Common, Dwarf

**AC** 23, touch 12, flat-footed 21

(+2 Dex, +4 natural, +5 armour, +2 shield)

**hp** 46 (4 HD); **DR** 5/magic

**Immune** acid, mind-affecting effects, ability damage, ability drain, energy drain

**SR** 14

**Fort** +11, **Ref** +3, **Will** +2; +2 vs. poison, spells and spell-like abilities

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

**Melee** +1 *dwarven waraxe* +11 (1d10+8/×3) and tentacle +9 (1d6+5)

**Ranged** dagger +6 (1d4+5/19-20, range 10 ft.)

**Reach** 5 ft. (10 ft. w. tentacle)

**Base Atk** +4; **Grp** +9 (+13 w. tentacle)

**Atk Options** Blind-Fight, Combat Reflexes, Improved Bull Rush, Power Attack, constrict 1d6+7, improved grab (up to Medium)

**Special Actions** cone of slime, mind flayer host

**Abilities** Str 20, Dex 14, Con 20, Int 12, Wis 13, Cha 4

**SQ** dwarf combat bonuses, sentient tentacle, stonecunning

**Feats** Alertness<sup>B</sup>, Blind-Fight<sup>B</sup>, Combat Reflexes<sup>B</sup>, Great Fortitude<sup>B</sup>, Improved Bull Rush, Power Attack<sup>B</sup>, Weapon Focus (waraxe), Weapon Specialisation (waraxe)<sup>B</sup>

**Skills** Bluff +1, Escape Artist +2, Intimidate +8, Jump -4, Listen +6

**Possessions** masterwork breastplate, masterwork heavy steel shield, +1 *dwarven waraxe*, longsword, dagger

**Cone of Slime (Su)** 1/day, 30-ft.-cone, 4d6 acid damage (DC 17 Reflex half), -2 on Will saves and stunned for 1d4+1 rounds (DC 17 Fortitude negates stunning). See Appendix 2.

**Sentient Tentacle (Ex)** Reach 10 ft., base damage 1d6, improved grab and constrict. Cannot use within 24 hours of using cone of slime. See Appendix 2.

**Dwarf Combat Bonuses and Skills** A dwarf has a +1 racial bonus to attack rolls against orcs and goblinoids, and has a +4 dodge bonus to AC against giants. A dwarf has a +4 racial bonus to avoid being bull-rushed or tripped when it is standing on the ground.

A dwarf has a +2 racial bonus on Search checks to notice unusual stonework, and a +2 racial bonus on Appraise and Craft checks that are related to stone- or metal-work.

## 6A: A DEEPER DARKNESS – THE ECLIPSE MACHINE (EL 11)

**Illystich, the machine builder**

CR 10

Mind flayer wizard 4

LE Medium aberration

**Init** +10; **Senses** darkvision 60 ft.; Listen +14, Spot +14

**Languages** Common, Dwarf, Grimlock, Infernal, Qualith, Undercommon; telepathy 100 ft.

**AC** 23, touch 17, flat-footed 17; *shield other*

(+6 Dex, +3 natural, +3 armour, +1 deflection)

**hp** 82 (12 HD); *shield other* (from Beng)

**Immune** first 72 hp 1 type of energy damage (*protection from energy*)

**SR** 25

**Fort** +7, **Ref** +10, **Will** +14; +5 resistance bonus to first save

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

**Melee** 4 tentacles +14 (1d4); or

**Melee** masterwork dagger +15/+10 (1d4/19-20) and 4 tentacles +9 (1d4)

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

**Atk Options** extract, improved grab

**Special Actions** mind blast (DC 18)

**Combat Gear** ~~potions of *cat's grace*~~ (CL 3<sup>rd</sup>)

**Wizard Spells Known** (CL 8<sup>th</sup>):

2<sup>nd</sup> (4/day)—*darkness*, *glitterdust* (DC 18), *Tasha's hideous laughter* (DC 18), ~~*obscure object*\*~~

1<sup>st</sup> (5/day)—*magic missile* (×2), *shield*, ~~*Tenser's floating disc*\*~~, ~~*unseen servant*\*~~

0 (4/day)—*detect magic* (×2), *mage hand*, *read magic*

\* Already cast.

**Spell-Like Abilities** (CL 8<sup>th</sup>):

*At will—charm monster* (DC 18), *detect thoughts* (DC 16), *levitate, plane shift* (+13 melee touch, DC 20), *suggestion* (DC 17)

**Abilities** Str 10, Dex 22(18), Con 16, Int 23, Wis 16, Cha 18

**SQ** summon familiar (none)

**Feats** Combat Casting, Craft Wondrous Item, Improved Initiative, Practised Spellcaster (wizard), Scribe Scroll<sup>B</sup>, Weapon Finesse

**Skills** Bluff +15, Concentration +18 (add +4 casting defensively), Craft (metalworking) +14, Decipher Script +12, Diplomacy +8, Disguise +4 (add +2 acting), Escape Artist +11, Hide +14, Intimidate +12, Knowledge (arcana) +13, Knowledge (architecture & engineering) +17, Listen +14, Move Silently +14, Sense Motive +14, Spellcraft +16, Spot +14

**Possessions** combat gear plus *dampsuit*, masterwork dagger, *vest of resistance* +1, *talisman of the sphere*, forked metal rods (foci for *plane shift* (Material Plane, Plane of Shadow)), 120gp

**Mind Blast (Sp)** At will—60-ft.-cone; stun 3d4 rounds; DC 18 Will save negates. Equivalent to a 4<sup>th</sup>-level spell, save is Cha-based.

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

If a mind flayer begins its turn with at least one tentacle attached, it can try to attach its remaining tentacles with a single grapple check. The opponent can escape with a single successful grapple check or Escape Artist check, but the mind

flayer gets a +2 circumstance bonus for every tentacle that was attached at the beginning of the opponent's turn.

**Extract (Ex)** A mind flayer that begins its turn with all four tentacles attached and that makes a successful grapple check automatically extract's the opponent's brain, instantly killing that creature.

**Spells in Effect** 3<sup>rd</sup>—*protection from energy* (CL 6<sup>th</sup>); 2<sup>nd</sup>—*cat's grace* (CL 3<sup>rd</sup>), *shield other* (CL 6<sup>th</sup>).

### Beng Ukakane

CR 7

Female voidmind\* dwarf expert 1/cleric 6

\**Monster Manual III* 187; see Appendix 2.

LE Medium humanoid (dwarf)

**Init** +0; **Senses** darkvision 60 ft., Earth Sense; Listen +6, Spot +6

**Languages** Common, Dwarf, Terran

**AC** 25, touch 10, flat-footed 25

(+6 natural, +9 armour)

**hp** 68 (7 HD); **DR** 5/magic; *shield other* (Illystich)

**Immune** acid, mind-affecting effects, ability damage, ability drain, energy drain

**SR** 17

**Fort** +13, **Ref** +3, **Will** +12

**Speed** 20 ft. (4 squares) (run ×3)

**Melee** masterwork heavy mace +10 (1d8+7) and tentacle +9 (1d6+5)

**Ranged** dagger +4 (1d4+5/19-20, range 10 ft.)

**Reach** 5 ft. (10 ft. w. tentacle)

**Base Atk** +4; **Grp** +9 (+13 w. tentacle)

**Atk Options** Combat Reflexes, constrict 1d6+7, improved grab

**Special Actions** cone of slime (DC 18), protective ward (+6), rebuke undead 2/day (6<sup>th</sup>; +2, 2d6+5 HD), turn air creatures/rebuke earth creatures 2/day (6<sup>th</sup>; +0, 2d6+5 HD), spontaneous *inflict wounds* spells

**Combat Gear** potions of ~~bull's strength~~ (CL 3<sup>rd</sup>) and *cure light wounds* (×2) (CL 1<sup>st</sup>), wand of *resurgence* (22 charges, CL 1<sup>st</sup>)

**Cleric Spells Prepared** (CL 6<sup>th</sup>)

3<sup>rd</sup>—*cure serious wounds*, *invisibility purge*, ~~*protection from energy*~~<sup>D</sup>, *summon monster III*

2<sup>nd</sup>—*augury*, *hold person* (DC 16), ~~*shield other*~~<sup>D</sup>, *sound burst* (DC 16), *spiritual weapon* (+8 melee, 1d8+2 damage)

1<sup>st</sup>—*bless*, *cure light wounds*, *divine favour*, *protection from good*, *sanctuary*<sup>D</sup> (DC 15)

0—*cure minor wounds*, *detect magic* (×2), *guidance*, *resistance*

<sup>D</sup> Domain spell. Deity: n/a. Domains: Earth, Protection

\* Already cast.

**Abilities** Str 21(17), Dex 10, Con 20, Int 12, Wis 18, Cha 8

**SQ** dwarf combat bonuses, sentient tentacle, stonemasonry

**Feats** Alertness<sup>B</sup>, Ancestral Knowledge, Combat Reflexes<sup>B</sup>, Earth Sense, Earth's Warding, Great Fortitude<sup>B</sup>

**Skills** Bluff +3, Craft (stonemason) +7, Concentration +13, Escape Artist -1, Intimidate +3, Knowledge (architecture & engineering) +8, Knowledge (religion) +10, Knowledge (the planes) +10, Profession (miner) +10, Speak Language (Terran)

**Possessions** combat gear plus +1 *full plate*, masterwork heavy mace, dagger, spell component pouch, silver holy symbol, *periapt of wisdom* +2, *vest of resistance* +1, 120gp

**Cone of Slime (Su)** 1/day, 30-ft.-cone, 7d6 acid damage (DC 18 Reflex half), -2 on Will saves and stunned for 1d4+1 rounds (DC 18 Fortitude negates stunning). See Appendix 2.

**Sentient Tentacle (Ex)** Reach 10 ft., base damage 1d6, improved grab and constrict. Cannot use within 24 hours of using cone of slime. See Appendix 2.

**Dwarf Combat Bonuses and Skills** A dwarf has a +1 racial bonus to attack rolls against orcs and goblinoids, and has a +4 dodge bonus to AC against giants. A dwarf has a +4 racial bonus to avoid being bull-rushed or tripped when it is standing on the ground.

A dwarf has a +2 racial bonus on Search checks to notice unusual stonework, and a +2 racial bonus on Appraise and Craft checks that are related to stone- or metal-work.

**Protective Ward (Su)** Creature touched gains a +6 resistance bonus to its next saving throw. Maximum duration 1 hour. Beng has used this ability on Illystich.

**Spells in Effect** 2<sup>nd</sup>—*bull's strength* (CL 3<sup>rd</sup>), *shield other* (CL 6<sup>th</sup>).

### Adult kython\*

CR 5

\* *Book of Vile Darkness* 178

NE Medium aberration

**Init** +6; **Senses** blindsight 60 ft.; Listen +7, Spot +2

**Languages** Abyssal, Infernal (does not speak)

**AC** 24, touch 12, flat-footed 22; Dodge

(+2 Dex, +12 natural)

**hp** 75 (10 HD)

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

**Resist** electricity 20, fire 20

**Fort** +6, **Ref** +5, **Will** +9

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

**Melee** bite +10 (3d6+3 plus poison) and 4 claws +9 (1d8+1)

**Base Atk** +7; **Grp** +10

**Atk Options** rage 1/day

**Abilities** Str 17, Dex 15, Con 16, Int 10, Wis 14, Cha 11

**Feats** Dodge, Improved Initiative, Multiattack, Weapon Focus (claw)

**Skills** Climb +11, Escape Artist +8, Hide +13, Listen +7, Move Silently +14

**Poison (Ex)** bite—DC 18 Fortitude negates; initial and secondary 1d6 Str damage.

**Rage (Ex)** 1/day, an adult kython can have a surge of hormones, allowing it to rage. This ability is identical to the barbarian class ability of the same name (+4 Str, +4 Con, +2 Will saves, -2 AC for 8 rounds; fatigued afterwards).

**Skills** Kythons have a +4 racial bonus to Hide and Move Silently checks.

**Description** *This creature appears to be a humanoid insect. Its upright body is covered in black chitinous plates and is supported by two muscular legs. Four barbed mantis-like claws sprout from its chest area. The creature is topped by a long head which is almost all mouth; the creature has no apparent eyes, but its head is covered in antennae and sensory hairs.*

### Adult kython (raging)

**AC** 22, touch 10, flat-footed 20; Dodge

(+2 Dex, +12 natural, -2 raging)

**hp** add +20 hp

**Fort** +8 **Will** +11

**Melee** bite +12 (3d6+5 plus poison) and 4 claws +11 (1d8+2)

**Grp** +12

**Abilities** Str 21, Con 20

**Skills** Climb +13



## 1: THE WOLF PACK (EL 11)

### Barghests (4) (hybrid form) CR 4

LE Medium Outsider (evil, extraplanar, lawful, shapechanger)

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

Languages Goblin, Infernal, Worg

AC 21, touch 12, flat-footed 19

(+2 Dex, +6 natural, +3 armour)

hp 33 (6 HD); DR 5/magic

Fort +6, Ref +7, Will +7

Speed 30 ft. (6 squares)

Melee bite +11 (1d6+5) and 2 claws +6 (1d4+2)

Ranged tanglefoot bag +8 touch (entangled, range 10 ft.)

Base Atk +6; Grp +11

Atk Options Combat Reflexes

Special Actions feed

Combat Gear tanglefoot bag

Spell-Like Abilities (CL 6<sup>th</sup>):

*At will*—blink, levitate, misdirection (DC 14), rage (DC 15)

*1/day*—charm monster (DC 16), crushing despair (DC 16), dimension door

Abilities Str 21(17), Dex 15, Con 13, Int 14, Wis 14, Cha 14

SQ aligned attacks, change shape, pass without trace

Feats Combat Reflexes, Improved Initiative, Track

Skills Bluff +11, Diplomacy +6, Disguise +2 (add +2 acting), Hide +11, Intimidate +13, Jump +14, Listen +11, Move Silently +11, Search +11, Sense Motive +11, Spot +11, Survival +11 (add +2 following tracks)

Possessions combat gear plus masterwork studded leather armour, 60gp

**Aligned Attacks (Ex)** A barghest's natural weapons, as well as any weapons it wields, are treated as evil-aligned and lawful-aligned for the purpose of overcoming DR. Its natural weapons are treated as magic weapons for the purpose of overcoming DR.

**Feed (Su)** When a barghest slays a humanoid opponent, it can feed on the corpse, devouring both flesh and life force, as a full-round action. Feeding destroys the victim's body and prevents any form of raising or resurrection that requires part of the corpse. There is a 50% chance that a *wish*, *miracle*, or *true resurrection* spell can restore a devoured victim to life. Check once for each destroyed creature. If the check fails, the creature cannot be brought back to life by mortal magic. See MM22.

**Change Shape (Su)** A barghest can assume the shape of a goblin or a wolf as a standard action. In goblin form, a barghest cannot use its natural weapons but can wield weapons and wear armour. In wolf form, a barghest loses its claw attacks but retains its bite attack. See MM306.

**Pass without Trace (Ex)** A barghest in wolf form can pass without trace (as the spell) as a free action.

**Skills** A barghest in wolf form gains a +4 circumstance bonus on Hide checks.

**Spells in Effect** 6<sup>th</sup>—*mass bull's strength* (after surprise round).

### Effects of *rage* on barghest

Reduce AC by -2.

Add 6hp.

Add +1 to Fort saves and +2 to Will saves.

Add +1 to melee attacks and damage, grapple checks, and Jump checks.

Add +2 Str and +2 Con.

### Lieutenant Hrugin (hybrid form)

CR 7

Male advanced greater barghest

LE Large Outsider (evil, extraplanar, lawful, shapechanger)

Init +3; Senses darkvision 60 ft., scent; Listen +19, Spot +19

Languages Common, Goblin, Infernal, Worg

AC 24, touch 12, flat-footed 21

(-1 size, +3 Dex, +12 natural)

hp 90 (12 HD); DR 10/magic

Fort +13, Ref +12, Will +13

Speed 40 ft. (8 squares)

Melee +1 *spiked chain* +20/+15/+10 (2d6+13) and bite +14 (1d8+4); or

Melee bite +19 (1d8+8) and 2 claws +14 (1d6+4)

Base Atk +12; Grp +24

Space 10 ft.; Reach 5 ft. (10 ft. w. spiked chain)

Atk Options Combat Expertise, Combat Reflexes, Improved Trip

Special Actions feed

Combat Gear potion of *cure serious wounds* (CL 5<sup>th</sup>)

Spell-Like Abilities (CL 12<sup>th</sup>):

*At will*—blink, invisibility sphere, levitate, misdirection (DC 16), rage (DC 17)

*1/day*—charm monster (DC 18), crushing despair (DC 18), dimension door, mass bull's strength, mass enlarge person

Abilities Str 27(23), Dex 16, Con 19, Int 18, Wis 18, Cha 18

SQ aligned attacks, change shape, pass without trace

Feats Combat Expertise, Combat Reflexes, Exotic Weapon Proficiency (spiked chain), Improved Trip, Track

Skills Balance +5, Bluff +19, Concentration +19, Diplomacy +8, Disguise +4 (add +2 acting), Hide +14, Intimidate +21, Jump +29, Listen +19, Move Silently +18, Search +19, Sense Motive +19, Spot +19, Survival +19 (add +2 following tracks), Tumble +20

Possessions combat gear plus Large +1 *spiked chain*, vest of resistance +1, masterwork manacles, 120gp

**Aligned Attacks (Ex)** As for barghest.

**Feed (Su)** As for barghest.

**Change Shape (Su)** A greater barghest can assume the shape of a Large goblin (8 ft. tall, 400 lb.) or a dire wolf as a standard action. In goblin form, a barghest cannot use its natural weapons but can wield weapons and wear armour. In wolf form, a barghest loses its claw attacks but retains its bite attack. See MM23.

**Pass without Trace (Ex)** As for barghest.

**Skills** A greater barghest in dire wolf form gains a +4 circumstance bonus on Hide checks.

**Spells in Effect** 6<sup>th</sup>—*mass bull's strength* (after surprise round).

### Captain Grellak Silverback (goblin form)

CR 8

Male greater barghest wizard 6

LE Large outsider (evil, extraplanar, lawful, shapechanger)

Init +7; Senses darkvision 60 ft.; scent; Listen +15, Spot +15

Languages Common, Goblin, Infernal, Orc, Groll, Worg

AC 26, touch 12, flat-footed 23

(-1 size, +3 Dex, +14 natural)

hp 115 (15 HD); DR 10/magic

Resist fire 20

Fort +13, Ref +12, Will +15

Spd 40 ft. (8 squares)

Melee +1 *falchion* +22/+17/+12 (2d6+14/18-20)

Space 10 ft.; Reach 10 ft.

Base Atk +12; Grp +25

Attack Options Combat Reflexes, Power Attack

Combat Gear scrolls of *protection from evil* (CL 1<sup>st</sup>), *knock*, see *invisibility* (CL 3<sup>rd</sup>) and *fly* (CL 5<sup>th</sup>), potion of *cure serious wounds* (CL 5<sup>th</sup>)

Wizard Spells Prepared (CL 10<sup>th</sup>):

3<sup>rd</sup> (4/day)—*dispel magic*, *dragonskin*\*, *fireball* (DC 20), *suggestion* (DC 20)

2<sup>nd</sup> (5/day)—*glitterdust* (DC 19), *locate object*, *scorching ray* (2 rays, +14 ranged touch) (×2), *whirling blade*  
 1<sup>st</sup> (5/day)—~~*endure elements*~~<sup>\*</sup>, *magic missile* (×2), *identify*, *ray of enfeeblement* (+14 ranged touch)  
 0 (4/day)—*detect magic* (×2), *prestidigitation*, *read magic*  
 \* already cast. Underlined: see Appendix 2.

#### Spell-like Abilities (CL 9<sup>th</sup>):

At will—*blink*, *levitate*, *invisibility sphere*, *misdirection* (DC 16), *rage*

1/day—*mass bull's strength*, *charm monster* (DC 18), *crushing despair* (DC 18), *dimension door*, *mass enlarge person*

**Abilities** Str 28(24), Dex 16, Con 19, Int 24, Wis 16, Cha 18

**SQ** aligned attacks, change shape, pass without trace, summon familiar (none)

**Feats** Combat Reflexes, Extend Spell<sup>B</sup>, Improved Initiative, Power Attack, Practised Spellcaster (wizard), Scribe Scroll<sup>B</sup>, Track, Weapon Focus (falchion)

**Skills** Balance +5, Bluff +16, Concentration +22, Decipher Script +13, Diplomacy +20, Disguise +16 (add +2 acting), Hide +11, Intimidate +18, Jump +25, Knowledge (arcana) +17, Knowledge (nature) +17, Knowledge (planes) +17, Listen +15, Move Silently +15, Search +19, Sense Motive +15, Spellcraft +19, Spot +15, Survival +15 (add +2 outdoors or on planes other than Prime Material, add +2 following tracks), Tumble +15

**Possessions** +1 *falchion*, *cloak of resistance* +1, 100gp pearl

**Aligned Attacks (Ex)** As for barghest.

**Feed (Su)** As for barghest.

**Change Shape (Su)** As for Hrugrin.

**Pass without Trace (Ex)** As for barghest.

**Skills** A greater barghest in dire wolf form gains a +4 circumstance bonus on Hide checks.

**Spells in Effect** 6<sup>th</sup>—*mass bull's strength* (CL 12<sup>th</sup>); 3<sup>rd</sup>—*dragonskin* (red) (CL 10<sup>th</sup>); 1<sup>st</sup>—*endure elements* (CL 10<sup>th</sup>)

## 4: RESISTANCE IS FUTILE! (EL 12)

**Kalifrax, the warrior illithid**

CR 10

Mind flayer fighter 2/monk 2

LE Medium aberration

**Init** +9; **Senses** darkvision 60 ft.; Listen +12, Spot +12

**Languages** Common, Dwarf, Elf, Grimlock, Qualith, Undercommon; telepathy 100 ft.

**AC** 23, touch 19, flat-footed 18; **Dodge**, **Mobility** (+5 Dex, +4 Wis, +3 natural, +1 armour)

**hp** 92 (12 HD)

**SR** 25

**Fort** +12, **Ref** +11, **Will** +14; evasion

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

**Melee** +1 *silver greatsword* +16/+11 (2d6+7/17-20) and 4 tentacles +9 (1d4+2); or

**Melee** unarmed strike +14/+9 or +12/+12/+7 (1d6+5) and 4 tentacles +9 (1d4+2)

**Base Atk** +9; **Grp** +14

**Atk Options** Combat Reflexes, Stunning Fist 4/day (DC 19), extract, flurry of blows, improved grab

**Special Actions** mind blast (DC 19)

**Combat Gear** ~~*potion of cat's grace*~~ (CL 3<sup>rd</sup>)

**Spell-Like Abilities** (CL 8<sup>th</sup>):

At will—*charm monster* (DC 17), *detect thoughts* (DC 15), *levitate*, *plane shift* (+14 melee touch, DC 20), *suggestion* (DC 16)

**Abilities** Str 20(16), Con 16, Int 16, Wis 19, Cha 16

**Feats** Ability Focus (mind blast), Combat Casting, Combat Reflexes<sup>B</sup>, Dodge, Improved Critical (greatsword)<sup>B</sup>, Mobility, Improved Initiative, Improved Unarmed Strike<sup>B</sup>, Stunning Fist<sup>B</sup>, Weapon Focus (greatsword)<sup>B</sup>

**Skills** Balance +7, Bluff +11, Concentration +14 (add +4 casting defensively), Diplomacy +7, Disguise +3 (add +2 acting), Hide

+13, Intimidate +10, Jump +12, Knowledge (arcana) +11, Listen +12, Move Silently +13, Sense Motive +9, Spot +12, Tumble +12

**Possessions** +1 *silver greatsword*, longsword, *bracers of armour* +1, *gauntlets of ogre power*, *hand of the mage*, *vest of resistance* +1, forked metal rods (foci for *plane shift* (Material Plane, Plane of Shadow)), 100gp

**Mind Blast (Sp)** At will—60-ft.-cone; stun 3d4 rounds; DC 19 Will save negates. Equivalent to a 4<sup>th</sup>-level spell, save is Cha-based and includes a +2 bonus from Ability Focus feat.

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

If a mind flayer begins its turn with at least one tentacle attached, it can try to attach its remaining tentacles with a single grapple check. The opponent can escape with a single successful grapple check or Escape Artist check, but the mind flayer gets a +2 circumstance bonus for every tentacle that was attached at the beginning of the opponent's turn.

**Extract (Ex)** A mind flayer that begins its turn with all four tentacles attached and that makes a successful grapple check automatically extracts the opponent's brain, instantly killing that creature.

**Spells in Effect** 2<sup>nd</sup>—*cat's grace* (CL 3<sup>rd</sup>).

### Flayer guards (3)

CR 7

Male voidmind\* dwarf fighter 6

\* *Monster Manual III* 187; see Appendix 2.

LE Medium humanoid (dwarf)

**Init** +6; **Senses** Blind-Fight; darkvision 60 ft.; Listen +7, Spot +3

**Languages** Common, Dwarf

**AC** 25, touch 12, flat-footed 23

(+2 Dex, +4 natural, +6 armour, +3 shield)

**hp** 67 (6 HD); **DR** 5/magic

**Immune** acid, mind-affecting effects, ability damage, ability drain, energy drain

**SR** 16

**Fort** +12, **Ref** +4, **Will** +5; +2 vs. poison, spells and spell-like abilities

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

**Melee** +1 *dwarven waraxe* +13/+8 (1d10+8/×3) and tentacle +11 (1d6+5)

**Ranged** dagger +8 (1d4+5/19-20, range 10 ft.)

**Reach** 5 ft. (10 ft. w. tentacle)

**Base Atk** +6; **Grp** +11 (+15 w. tentacle)

**Atk Options** Blind-Fight, Combat Reflexes, Improved Bull Rush, Power Attack, constrict 1d6+7, improved grab (up to Medium)

**Special Actions** cone of slime (DC 18), mind flayer host

**Abilities** Str 20, Dex 14, Con 20, Int 12, Wis 13, Cha 4

**SQ** dwarf combat bonuses, sentient tentacle, stonecunning

**Feats** Alertness<sup>B</sup>, Blind-Fight<sup>B</sup>, Combat Reflexes<sup>B</sup>, Great Fortitude<sup>B</sup>, Improved Initiative<sup>B</sup>, Improved Bull Rush, Iron Will, Power Attack<sup>B</sup>, Weapon Focus (waraxe), Weapon Specialisation (waraxe)<sup>B</sup>

**Skills** Bluff +1, Escape Artist +2, Intimidate +10, Jump -4, Listen +7

**Possessions** +1 *breastplate*, +1 *heavy steel shield*, +1 *dwarven waraxe*, longsword, dagger

**Cone of Slime (Su)** 1/day, 30-ft.-cone, 6d6 acid damage (DC 18 Reflex half), -2 on Will saves and stunned for 1d4+1 rounds (DC 18 Fortitude negates stunning). See Appendix 2.

**Sentient Tentacle (Ex)** Reach 10 ft., base damage 1d6, improved grab and constrict. Cannot use within 24 hours of using cone of slime. See Appendix 2.

**Dwarf Combat Bonuses and Skills** A dwarf has a +1 racial bonus to attack rolls against orcs and goblinoids, and has a +4 dodge bonus to AC against giants. A dwarf has a +4 racial bonus to

avoid being bull-rushed or tripped when it is standing on the ground.

A dwarf has a +2 racial bonus on Search checks to notice unusual stonework, and a +2 racial bonus on Appraise and Craft checks that are related to stone- or metal-work.

## 6A: A DEEPER DARKNESS – THE ECLIPSE MACHINE (EL 13)

**Illystich, the machine builder** CR 12

Mind flayer wizard 8

LE Medium aberration

**Init** +10; **Senses** darkvision 60 ft.; Listen +14, Spot +14; *arcane sight*  
**Languages** Common, Dwarf, Grimlock, Infernal, Qualith, Undercommon; telepathy 100 ft.

**AC** 23, touch 17, flat-footed 17; *shield other*  
(+6 Dex, +3 natural, +3 armour, +1 deflection)

**hp** 104 (16 HD); *shield other* (from Beng)

**Immune** first 96 hp 1 type of energy damage (*protection from energy*)  
**SR** 25

**Fort** +8, **Ref** +11, **Will** +16; +7 resistance bonus to first save

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

**Melee** 4 tentacles +16 (1d4); or

**Melee** masterwork dagger +17/+12 (1d4/19-20) and 4 tentacles +11 (1d4)

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

**Atk Options** extract, improved grab

**Special Actions** mind blast (DC 18)

**Combat Gear** *potions of cat's grace* (CL 3<sup>rd</sup>)

**Wizard Spells Known** (CL 12<sup>th</sup>):

4<sup>th</sup> (3/day)—~~extended arcane sight~~<sup>\*</sup>, *confusion* (DC 21), *Otiluke's resilient sphere* (DC 22)

3<sup>rd</sup> (5/day)—*displacement*, *fireball* (DC 21) (×2), *haste*, *fly*

2<sup>nd</sup> (5/day)—*darkness*, *glitterdust* (DC 19), ~~*obscure object*~~<sup>\*</sup>, *scorching ray* (3 rays, +16 ranged touch) (×2)

1<sup>st</sup> (6/day)—*identify*, *magic missile* (×2), *shield*, ~~*Tenser's floating disc*~~<sup>\*</sup>, *unseen servant*<sup>\*</sup>

0 (4/day)—*detect magic* (×2), *mage hand*, *read magic*

<sup>\*</sup> Already cast.

**Spell-Like Abilities** (CL 8<sup>th</sup>):

*At will*—*charm monster* (DC 18), *detect thoughts* (DC 16), *levitate*, *plane shift* (+13 melee touch, DC 20), *suggestion* (DC 17)

**Abilities** Str 10, Dex 22(18), Con 16, Int 24, Wis 16, Cha 18

**SQ** summon familiar (none)

**Feats** Combat Casting, Craft Wondrous Item, Extend Spell<sup>B</sup>, Improved Initiative, Practised Spellcaster (wizard), Scribe Scroll<sup>B</sup>, Spell Focus (evocation), Weapon Finesse

**Skills** Bluff +15, Concentration +22 (add +4 casting defensively), Craft (metalworking) +14, Decipher Script +18, Diplomacy +8, Disguise +4 (add +2 acting), Escape Artist +10, Hide +13, Intimidate +12, Knowledge (arcana) +22, Knowledge (architecture & engineering) +22, Knowledge (the planes) +18, Listen +14, Move Silently +13, Sense Motive +14, Spellcraft +22, Spot +14

**Possessions** combat gear plus *dampsuit*, masterwork dagger, *runestaff of night*, *vest of resistance* +1, *talisman of the sphere*, forked metal rods (foci for *plane shift* (Material Plane, Plane of Shadow)), 120gp

**Mind Blast (Sp)** At will—60-ft.-cone; stun 3d4 rounds; DC 18 Will save negates. Equivalent to a 4<sup>th</sup>-level spell, save is Cha-based.

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

If a mind flayer begins its turn with at least one tentacle attached, it can try to attach its remaining tentacles with a single grapple check. The opponent can escape with a single successful grapple check or Escape Artist check, but the mind flayer gets a +2 circumstance bonus for every tentacle that was attached at the beginning of the opponent's turn.

**Extract (Ex)** A mind flayer that begins its turn with all four tentacles attached and that makes a successful grapple check automatically extracts the opponent's brain, instantly killing that creature.

**Spells in Effect** 3<sup>rd</sup>—*extended arcane sight* (CL 12<sup>th</sup>), *protection from energy* (CL 8<sup>th</sup>); 2<sup>nd</sup>—*cat's grace* (CL 3<sup>rd</sup>), *levitate* (CL 8<sup>th</sup>), *shield other* (CL 8<sup>th</sup>).

**Beng Ukakane**

CR 9

Female voidmind\* dwarf expert 1/cleric 8

\**Monster Manual III* 187; see Appendix 2.

LE Medium humanoid (dwarf)

**Init** +0; **Senses** darkvision 60 ft., Earth Sense; Listen +6, Spot +6

**Languages** Common, Dwarf, Terran

**AC** 26, touch 11, flat-footed 26; +1 deflection vs. good  
(+6 natural, +9 armour, +1 deflection)

**hp** 87 (9 HD); **DR** 5/magic; *shield other* (Illystich)

**Immune** acid, mind-affecting effects, ability damage, ability drain, energy drain, grapple, paralysis or any movement impediment

**SR** 19

**Fort** +14, **Ref** +3, **Will** +13; +1 resistance vs. good

**Speed** 20 ft. (4 squares) (run ×3); *freedom of movement*

**Melee** +1 *heavy mace* +10/+5 (1d8+5) and tentacle +9 (1d6+3)

**Ranged** dagger +6 (1d4+3/19-20, range 10 ft.)

**Reach** 5 ft. (10 ft. w. tentacle)

**Base Atk** +6; **Grp** +9 (+13 w. tentacle)

**Atk Options** Combat Reflexes, constrict 1d6+4, improved grab

**Special Actions** cone of slime (DC 19), protective ward (+8), rebuke undead 2/day (8<sup>th</sup>; +2, 2d6+7 HD), turn air creatures/rebuke earth creatures 2/day (8<sup>th</sup>; +0, 2d6+7 HD), spontaneous *inflict wounds* spells

**Combat Gear** *potions of cure light wounds* (×2) (CL 1<sup>st</sup>), wand of *resurgence* (22 charges, CL 1<sup>st</sup>)

**Cleric Spells Prepared** (CL 8<sup>th</sup>)

4<sup>th</sup> (4/day)—*divine power*, *freedom of movement*<sup>\*</sup>, *spike stones*<sup>D\*</sup>, *summon monster IV*

3<sup>rd</sup> (5/day)—*cure serious wounds*, *invisibility purge*, ~~*magic circle against good*~~, *prayer*, ~~*protection from energy*~~<sup>\*</sup>

2<sup>nd</sup> (5/day)—*augury*, *hold person* (DC 16), ~~*shield other*~~<sup>D\*</sup>, *sound burst* (DC 16), *spiritual weapon* (+10/+5 melee, 1d8+2 damage)

1<sup>st</sup> (6/day)—*bless*, *cure light wounds*, ~~*endure elements*~~<sup>\*</sup>, *divine favour*, *protection from good*, *sanctuary*<sup>D</sup> (DC 15)

0 (6/day)—*cure minor wounds* (×2), *detect magic* (×2), *guidance*, *resistance*

<sup>D</sup> Domain spell. Deity: n/a. Domains: Earth, Protection

<sup>\*</sup> Already cast.

**Abilities** Str 17, Dex 10, Con 20, Int 12, Wis 19, Cha 8

**SQ** dwarf combat bonuses, sentient tentacle, stonecunning

**Feats** Alertness<sup>B</sup>, Ancestral Knowledge, Combat Reflexes<sup>B</sup>, Earth Sense, Earth's Warding, Great Fortitude<sup>B</sup>, Spell Focus (conjugation)

**Skills** Bluff +3, Craft (stonemason) +7, Concentration +15, Escape Artist –1, Intimidate +3, Knowledge (architecture & engineering) +8, Knowledge (religion) +11, Knowledge (the planes) +10, Profession (miner) +11, Speak Language (Terran)

**Possessions** combat gear plus +1 *full plate*, +1 *heavy mace*, dagger, spell component pouch, silver holy symbol, *ring of protection* +1, *periap of wisdom* +2, *vest of resistance* +1, 120gp

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**Cone of Slime (Su)** 1/day, 30-ft.-cone, 9d6 acid damage (DC 19 Reflex half), -2 on Will saves and stunned for 1d4+1 rounds (DC 19 Fortitude negates stunning). See Appendix 2.

**Sentient Tentacle (Ex)** Reach 10 ft., base damage 1d6, improved grab and constrict. Cannot use within 24 hours of using cone of slime. See Appendix 2.

**Dwarf Combat Bonuses and Skills** A dwarf has a +1 racial bonus to attack rolls against orcs and goblinoids, and has a +4 dodge bonus to AC against giants. A dwarf has a +4 racial bonus to avoid being bull-rushed or tripped when it is standing on the ground.

A dwarf has a +2 racial bonus on Search checks to notice unusual stonework, and a +2 racial bonus on Appraise and Craft checks that are related to stone- or metal-work.

**Protective Ward (Su)** Creature touched gains a +8 resistance bonus to its next saving throw. Maximum duration 1 hour. Beng has used this ability on Illystich.

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**Spells in Effect** 4<sup>th</sup>—*freedom of movement* (CL 8<sup>th</sup>); 3<sup>rd</sup>—*magic circle against good* (CL 8<sup>th</sup>); 2<sup>nd</sup>—*shield other* (CL 8<sup>th</sup>); 1<sup>st</sup>—*endure elements* (CL 8<sup>th</sup>).

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**Beng Ukakane (w. Divine Power)** CR 9  
hp 95 (9 HD) [add +8 hp]; DR 5/magic; *shield other* (Illystich)

Melee +1 *heavy mace* +16/+11 (1d8+10) and tentacle +15 (1d6+6)

Ranged dagger +9 (1d4+6/19-20, range 10 ft.)

Base Atk +9; Grp +15 (+19 w. tentacle)

Atk Options Combat Reflexes, constrict 1d6+9, improved grab

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Abilities Str 23

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**Adult kythons\* (2)** CR 5

\* *Book of Vile Darkness* 178

NE Medium aberration

Init +6; Senses blindsight 60 ft.; Listen +7, Spot +2

Languages Abyssal, Infernal (does not speak)

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AC 24, touch 12, flat-footed 22; Dodge (+2 Dex, +12 natural)

hp 75 (10 HD)

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

Resist electricity 20, fire 20

Fort +6, Ref +5, Will +9

---

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

Melee bite +10 (3d6+3 plus poison) and 4 claws +9 (1d8+1)

Base Atk +7; Grp +10

Atk Options rage 1/day

---

Abilities Str 17, Dex 15, Con 16, Int 10, Wis 14, Cha 11

Feats Dodge, Improved Initiative, Multiattack, Weapon Focus (claw)

Skills Climb +11, Escape Artist +8, Hide +13, Listen +7, Move Silently +14

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**Poison (Ex)** bite—DC 18 Fortitude negates; initial and secondary 1d6 Str damage.

**Rage (Ex)** 1/day, an adult kython can have a surge of hormones, allowing it to rage. This ability is identical to the barbarian class ability of the same name (+4 Str, +4 Con, +2 Will saves, -2 AC for 8 rounds; fatigued afterwards).

**Skills** Kythons have a +4 racial bonus to Hide and Move Silently checks.

**Description** *This creature appears to be an humanoid insect. Its upright body is covered in black chitinous plates and is supported by two muscular legs. Four barbed mantis-like claws sprout from its chest area. The creature is topped by a long head which is almost all mouth; the creature has no apparent eyes, but its head is covered in antennae and sensory hairs.*

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**Adult kython (raging)**

AC 22, touch 10, flat-footed 20; Dodge (+2 Dex, +12 natural, -2 raging)

hp add +20 hp

Fort +8 Will +11

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Melee bite +12 (3d6+5 plus poison) and 4 claws +11 (1d8+2)

Grp +12

Abilities Str 21, Con 20

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Skills Climb +13

## 1: THE WOLF PACK (EL 13)

### Barghests (4) (hybrid form) CR 4

LE Medium Outsider (evil, extraplanar, lawful, shapechanger)

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

Languages Goblin, Infernal, Worg

AC 21, touch 12, flat-footed 19

(+2 Dex, +6 natural, +3 armour)

hp 33 (6 HD); DR 5/magic

Fort +6, Ref +7, Will +7

Speed 30 ft. (6 squares)

Melee bite +11 (1d6+5) and 2 claws +6 (1d4+2)

Ranged tanglefoot bag +8 touch (entangled, range 10 ft.)

Base Atk +6; Grp +11

Atk Options Combat Reflexes

Special Actions feed

Combat Gear tanglefoot bag

Spell-Like Abilities (CL 6<sup>th</sup>):

*At will*—blink, levitate, misdirection (DC 14), rage (DC 15)

*1/day*—charm monster (DC 16), crushing despair (DC 16), dimension door

Abilities Str 21(17), Dex 15, Con 13, Int 14, Wis 14, Cha 14

SQ aligned attacks, change shape, pass without trace

Feats Combat Reflexes, Improved Initiative, Track

Skills Bluff +11, Diplomacy +6, Disguise +2 (add +2 acting), Hide +11, Intimidate +13, Jump +14, Listen +11, Move Silently +11, Search +11, Sense Motive +11, Spot +11, Survival +11 (add +2 following tracks)

Possessions combat gear plus masterwork studded leather armour, 60gp

**Aligned Attacks (Ex)** A barghest's natural weapons, as well as any weapons it wields, are treated as evil-aligned and lawful-aligned for the purpose of overcoming DR. Its natural weapons are treated as magic weapons for the purpose of overcoming DR.

**Feed (Su)** When a barghest slays a humanoid opponent, it can feed on the corpse, devouring both flesh and life force, as a full-round action. Feeding destroys the victim's body and prevents any form of raising or resurrection that requires part of the corpse. There is a 50% chance that a *wish*, *miracle*, or *true resurrection* spell can restore a devoured victim to life. Check once for each destroyed creature. If the check fails, the creature cannot be brought back to life by mortal magic. See *MM* 22.

**Change Shape (Su)** A barghest can assume the shape of a goblin or a wolf as a standard action. In goblin form, a barghest cannot use its natural weapons but can wield weapons and wear armour. In wolf form, a barghest loses its claw attacks but retains its bite attack. See *MM* 306.

**Pass without Trace (Ex)** A barghest in wolf form can pass without trace (as the spell) as a free action.

**Skills** A barghest in wolf form gains a +4 circumstance bonus on Hide checks.

**Spells in Effect** 6<sup>th</sup>—*mass bull's strength* (after surprise round) (CL 15<sup>th</sup>).

### Effects of *rage* on barghest

Reduce AC by -2.

Add 6hp.

Add +1 to Fort saves and +2 to Will saves.

Add +1 to melee attacks and damage, grapple checks, and Jump checks.

Add +2 Str and +2 Con.

### Lieutenant Hrugin (hybrid form)

CR 8

Male advanced greater barghest

LE Large Outsider (evil, extraplanar, lawful, shapechanger)

Init +3; Senses darkvision 60 ft., scent; Listen +22, Spot +22

Languages Common, Goblin, Infernal, Worg

AC 28, touch 13, flat-footed 25

(-1 size, +3 Dex, +15 natural, +1 deflection)

hp 157 (15 HD); DR 10/magic

Fort +16, Ref +13, Will +14

Speed 40 ft. (8 squares)

Melee +1 *spiked chain* +25/+20/+15 (2d6+16) and bite +19 (1d8+5); or

Melee bite +24 (1d8+10) and 2 claws +19 (1d6+5)

Base Atk +15; Grp +29

Space 10 ft.; Reach 5 ft. (10 ft. w. spiked chain)

Atk Options Combat Expertise, Combat Reflexes, Improved Trip, Power Attack

Special Actions feed

Combat Gear potion of *cure serious wounds* (CL 5<sup>th</sup>)

Spell-Like Abilities (CL 15<sup>th</sup>):

*At will*—blink, invisibility sphere, levitate, misdirection (DC 16), rage (DC 17)

*1/day*—charm monster (DC 18), crushing despair (DC 18), dimension door, mass bull's strength, mass enlarge person

Abilities Str 30(26), Dex 16, Con 22, Int 18, Wis 18, Cha 18

SQ aligned attacks, change shape, pass without trace

Feats Combat Expertise, Combat Reflexes, Exotic Weapon Proficiency (spiked chain), Improved Trip, Power Attack, Track

Skills Balance +5, Bluff +22, Concentration +24, Diplomacy +8, Disguise +4 (add +2 acting), Hide +17, Intimidate +24, Jump +34, Listen +22, Move Silently +21, Search +22, Sense Motive +22, Spot +24, Survival +22 (add +2 following tracks), Tumble +23

Possessions combat gear plus Large +1 *spiked chain*, ring of protection +1, vest of resistance +1, masterwork manacles, 120gp

**Aligned Attacks (Ex)** As for barghest.

**Feed (Su)** As for barghest.

**Change Shape (Su)** A greater barghest can assume the shape of a Large goblin (8 ft. tall, 400 lb.) or a dire wolf as a standard action. In goblin form, a barghest cannot use its natural weapons but can wield weapons and wear armour. In wolf form, a barghest loses its claw attacks but retains its bite attack. See *MM* 23.

**Pass without Trace (Ex)** As for barghest.

**Skills** A greater barghest in dire wolf form gains a +4 circumstance bonus on Hide checks.

**Spells in Effect** 6<sup>th</sup>—*mass bull's strength* (after surprise round) (CL 15<sup>th</sup>).

### Captain Grellak Silverback (goblin form)

CR 12

Male greater barghest wizard 10

LE Large outsider (evil, extraplanar, lawful, shapechanger)

Init +7; Senses darkvision 60 ft., scent; Listen +15, Spot +15

Languages Common, Goblin, Infernal, Orc, Gnome, Worg

AC 30, touch 12, flat-footed 25

(-1 size, +3 Dex, +14 natural, +4 armour)

hp 160 (19 HD); DR 10/magic

Resist fire 20

Fort +16, Ref +14, Will +18

Spd 40 ft. (8 squares)

Melee +1 *falchion* +24/+19/+14 (2d6+14/15-20)

Space 10 ft.; Reach 10 ft.

Base Atk +14; Grp +27

Attack Options Combat Reflexes, Power Attack

Combat Gear scrolls of *protection from evil* (CL 1<sup>st</sup>), *knock*, see *invisibility* (CL 3<sup>rd</sup>), *fly* (CL 5<sup>th</sup>) and *break enchantment* (CL 9<sup>th</sup>), potion of *cure serious wounds* (CL 5<sup>th</sup>)

Wizard Spells Prepared (CL 14<sup>th</sup>):

5<sup>th</sup> (3/day)—*feeblemind* (DC 23, -4 save for arcane spellcaster), empowered *fireball* (DC 20), *sending*  
 4<sup>th</sup> (4/day)—*Evard's black tentacles* (grapple +22), *locate creature*, empowered *scorching ray* (3 rays, +16 ranged touch), *wall of fire*  
 3<sup>rd</sup> (5/day)—*displacement*, *dragonskin*\*, *lightning bolt* (DC 20), empowered *magic missile*, *suggestion* (DC 20)  
 2<sup>nd</sup> (6/day)—*glitterdust* (DC 19), *locate object*, *resist energy*, *scorching ray* (3 rays, +16 ranged touch) (×2), *whirling blade*  
 1<sup>st</sup> (6/day)—*endure elements*\*, *mage armour*\*, *magic missile* (×2), *identify*, *ray of enfeeblement* (+16 ranged touch)  
 0 (4/day)—*detect magic* (×2), *prestidigitation*, *read magic*  
 \* already cast. Underlined: see Appendix 2.

#### Spell-like Abilities (CL 9<sup>th</sup>):

*At will*—*blink*, *levitate*, *invisibility sphere*, *misdirection* (DC 16), *rage*  
*1/day*—*mass bull's strength*, *charm monster* (DC 18), *crushing despair* (DC 18), *dimension door*, *mass enlarge person*

**Abilities** Str 28(24), Dex 16, Con 20, Int 24, Wis 16, Cha 18

**SQ** aligned attacks, change shape, pass without trace, summon familiar (none)

**Feats** Combat Reflexes, Empower Spell<sup>B</sup>, Extend Spell<sup>B</sup>, Improved Initiative, Improved Critical (falchion), Power Attack, Practised Spellcaster (wizard), Scribe Scroll<sup>B</sup>, Track, Weapon Focus (falchion)

**Skills** Balance +5, Bluff +16, Concentration +30, Decipher Script +17, Diplomacy +20, Disguise +16 (add +2 acting), Hide +11, Intimidate +18, Jump +27, Knowledge (arcana) +17, Knowledge (nature) +17, Knowledge (planes) +17, Knowledge (religion) +17, Listen +15, Move Silently +15, Search +19, Sense Motive +15, Spellcraft +19, Spot +15, Survival +15 (add +2 outdoors or on planes other than Prime Material, add +2 following tracks), Tumble +17

**Possessions** +1 *falchion*, *cloak of resistance* +2, *infinite scrollcase*, 100gp pearl

**Aligned Attacks (Ex)** As for barghest.

**Feed (Su)** As for barghest.

**Change Shape (Su)** As for Hrugir.

**Pass without Trace (Ex)** As for barghest.

**Skills** A greater barghest in dire wolf form gains a +4 circumstance bonus on Hide checks.

**Spells in Effect** 6<sup>th</sup>—*mass bull's strength* (CL 15<sup>th</sup>); 3<sup>rd</sup>—*dragonskin (red)* (CL 14<sup>th</sup>); 1<sup>st</sup>—*endure elements* (CL 14<sup>th</sup>), *mage armour* (CL 14<sup>th</sup>)

## 4: RESISTANCE IS FUTILE! (EL 14)

Kalifrax, the warrior illithid

CR 12

Mind flayer fighter 4/monk 4

LE Medium aberration

**Init** +9; **Senses** darkvision 60 ft.; Listen +13, Spot +13

**Languages** Common, Dwarf, Elf, Grimlock, Qualith, Undercommon; telepathy 100 ft.

**AC** 26, touch 21, flat-footed 21; Dodge, Mobility (+5 Dex, +5 Wis, +3 natural, +2 armour, +1 deflection)

**hp** 124 (16 HD)

**SR** 25

**Fort** +14, **Ref** +13, **Will** +16; evasion; +2 vs. enchantment effects

**Speed** 40 ft. (8 squares)

**Melee** +1 *silver magebane greatsword* +22/+17/+12 (2d6+11/17-20) and 4 tentacles +13 (1d4+2); or

**Melee** unarmed strike +18/+13/+8 or +16/+16/+11/+6 (1d8+5) and 4 tentacles +13 (1d4+2)

**Base Atk** +13; **Grp** +18

**Atk Options** Combat Reflexes, Stunning Fist 7/day (DC 23), extract, flurry of blows, *ki* strike (magic), improved grab

**Special Actions** mind blast (DC 19)

**Combat Gear** *potions of cat's grace* (CL 3<sup>rd</sup>)

#### Spell-Like Abilities (CL 8<sup>th</sup>):

*At will*—*charm monster* (DC 17), *detect thoughts* (DC 15), *levitate*, *plane shift* (+18 melee touch, DC 20), *suggestion* (DC 16)

**Abilities** Str 20, Dex 20(16), Con 16, Int 16, Wis 20, Cha 16

**SQ** slow fall 20 ft.

**Feats** Ability Focus (mind blast), Combat Casting, Combat Reflexes<sup>B</sup>, Dodge, Improved Critical (greatsword)<sup>B</sup>, Mobility, Improved Initiative, Improved Unarmed Strike<sup>B</sup>, Melee Weapon Mastery (slashing), Stunning Fist<sup>B</sup>, Weapon Focus (greatsword)<sup>B</sup>, Weapon Specialisation (greatsword)<sup>B</sup>

**Skills** Balance +7, Bluff +11, Concentration +14 (add +4 casting defensively), Diplomacy +7, Disguise +3 (add +2 acting), Hide +17, Intimidate +15, Jump +21, Knowledge (arcana) +11, Listen +13, Move Silently +17, Sense Motive +11, Spot +13, Tumble +17

**Possessions** +1 *silver magebane greatsword*, masterwork longsword, *ring of protection* +1, *bracers of armour* +2, *gauntlets of ogre power*, *hand of the mage*, *vest of resistance* +1, forked metal rods (foci for *plane shift* (Material Plane, Plane of Shadow)), 100gp

**Magebane Weapon Property** The *magebane* weapon property works the same as the *bane* weapon property, against creatures that can cast arcane spells or invocations (add +2 to the enhancement bonus of the weapon, and add +2d6 damage).

**Mind Blast (Sp)** *At will*—60-ft.-cone; stun 3d4 rounds; DC 19 Will save negates. Equivalent to a 4<sup>th</sup>-level spell, save is Cha-based and includes a +2 bonus from Ability Focus feat.

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

If a mind flayer begins its turn with at least one tentacle attached, it can try to attach its remaining tentacles with a single grapple check. The opponent can escape with a single successful grapple check or Escape Artist check, but the mind flayer gets a +2 circumstance bonus for every tentacle that was attached at the beginning of the opponent's turn.

**Extract (Ex)** A mind flayer that begins its turn with all four tentacles attached and that makes a successful grapple check automatically extracts the opponent's brain, instantly killing that creature.

**Spells in Effect** 2<sup>nd</sup>—*cat's grace* (CL 3<sup>rd</sup>).

#### Flayer guards (3)

CR 9

Male voidmind\* dwarf fighter 6/rogue 2

\* *Monster Manual III* 187; see Appendix 2.

LE Medium humanoid (dwarf)

**Init** +6; **Senses** Blind-Fight; darkvision 60 ft.; Listen +12, Spot +3

**Languages** Common, Dwarf

**AC** 26, touch 13, flat-footed 24

(+2 Dex, +4 natural, +6 armour, +3 shield, +1 deflection)

**hp** 84 (8 HD); **DR** 5/magic

**Immune** acid, mind-affecting effects, ability damage, ability drain, energy drain

**SR** 18

**Fort** +13, **Ref** +8, **Will** +6; +2 vs. poison, spells and spell-like abilities; evasion

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

**Melee** +1 *dwarven waraxe* +16/+11 (1d10+10/×3) and tentacle +14 (1d6+7)

**Ranged** dagger +9 (1d4+7/19-20, range 10 ft.)

**Reach** 5 ft. (10 ft. w. tentacle)

**Base Atk** +7; **Grp** +14 (+18 w. tentacle)

**Atk Options** Blind-Fight, Combat Reflexes, Improved Bull Rush, Power Attack, constrict 1d6+10, improved grab (up to Medium), sneak attack +1d6

**Special Actions** cone of slime (DC 19), mind flayer host

**Combat Gear** *potion of bull's strength* (CL 3<sup>rd</sup>)

**Abilities** Str 25(21), Dex 14, Con 20, Int 12, Wis 13, Cha 4

**SQ** dwarf combat bonuses, sentient tentacle, stonecunning, trapfinding

**Feats** Alertness<sup>B</sup>, Blind-Fight<sup>B</sup>, Combat Reflexes<sup>B</sup>, Great Fortitude<sup>B</sup>, Improved Bull Rush, Improved Initiative<sup>B</sup>, Iron Will, Power Attack<sup>B</sup>, Weapon Focus (waraxe), Weapon Specialisation (waraxe)<sup>B</sup>

**Skills** Balance +0, Bluff +1, Escape Artist +0, Intimidate +10, Jump +5, Listen +12, Tumble +6

**Possessions** +1 breastplate, +1 heavy steel shield, +1 dwarven waraxe, ring of protection +1, vest of resistance +1, longsword, dagger

**Cone of Slime (Su)** 1/day, 30-ft.-cone, 8d6 acid damage (DC 19 Reflex half), -2 on Will saves and stunned for 1d4+1 rounds (DC 19 Fortitude negates stunning). See Appendix 2.

**Sentient Tentacle (Ex)** Reach 10 ft., base damage 1d6, improved grab and constrict. Cannot use within 24 hours of using cone of slime. See Appendix 2.

**Dwarf Combat Bonuses and Skills** A dwarf has a +1 racial bonus to attack rolls against orcs and goblinoids, and has a +4 dodge bonus to AC against giants. A dwarf has a +4 racial bonus to avoid being bull-rushed or tripped when it is standing on the ground.

A dwarf has a +2 racial bonus on Search checks to notice unusual stonework, and a +2 racial bonus on Appraise and Craft checks that are related to stone- or metal-work.

**Spells in Effect** 2<sup>nd</sup>—*bull's strength* (CL 3<sup>rd</sup>).

## 6B: A DEEPER DARKNESS – THE SPAWNING POOLS (EL 15)

**Expizilth, the mad scientist**

CR 14

Half-farspawn\* mind flayer cleric 6

\* *Lords of Madness* 151

CE Medium outsider (native)

**Init** +7; **Senses** blindsight 60 ft.; darkvision 60 ft.; *deathwatch* 30 ft.; Listen +17, Spot +17

**Languages** Abyssal, Common, Grimlock, Infernal, Qualith, Undercommon; telepathy 100 ft.

**AC** 27, touch 14, flat-footed 24

(+3 Dex, +6 natural, +4 *mage armour*, +3 shield, +1 deflection)

**hp** 147 (14 HD); **DR** 10/magic; takes half of all damage to slaymaster kython (*shield other*)

**Immune** poison, grapple, paralysis or any movement impediment

**Resist** acid 10, electricity 10, fire 20; **SR** 25

**Fort** +14, **Ref** +8, **Will** +18

**Speed** 30 ft. (6 squares), fly 60 ft. (good); *freedom of movement*

**Melee** 6 tentacles +13 (1d4+3); or

**Melee** masterwork dagger +14/+9 (1d4+3/19-20) and 6 tentacles +8 (1d4+1)

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

**Atk Options** extract, improved grab, spontaneous *inflict wounds* spells, true strike

**Special Actions** Divine Vigour, change shape, mind blast (DC 22), rebuke undead 9/day (6<sup>th</sup>; +8, 2d6+12 HD rebuked), reroll damage 1/day

**Combat Gear** scroll of *mass bull's strength* (CL 11<sup>th</sup>), wand of *cure critical wounds* (CL 7<sup>th</sup>, 4 charges), wand of *magic missile* (CL 9<sup>th</sup>, 15 charges)

**Cleric Spells Known** (CL 10<sup>th</sup>):

3<sup>rd</sup> (5/day)—*bestow curse* (DC 20), *blast of force*<sup>D</sup> (+13 ranged touch, DC 20), *blindness/deafness* (DC 20), *cure serious wounds*, *prayer*

2<sup>nd</sup> (6/day)—*hold person* (DC 19), *magic missile*<sup>D</sup>, *make whole*, ~~*resist energy*~~<sup>\*</sup>, ~~*shield other*~~<sup>\*</sup>, *spiritual weapon* (+17/+12 melee, 1d8+3 damage)

1<sup>st</sup> (6/day)—*cure light wounds*, ~~*deathwatch*~~<sup>\*</sup>, *divine favour*, ~~*mage armour*~~<sup>D</sup><sup>\*</sup>, *protection from good*, *shield of faith*

0 (5/day)—*create water*, *cure minor wounds*, *detect magic*, *mending*, *read magic*

\* Already cast. Underline: See Appendix 2.

<sup>D</sup> Domain spell. Deity: Tharizdun. Domains: Force, Madness

### Spell-Like Abilities

*At will* (CL 8<sup>th</sup>)—*charm monster* (DC 20), *detect thoughts* (DC 18), *levitate*, *plane shift* (+13 melee touch, DC 22), *suggestion* (DC 19)

3/day (CL 14<sup>th</sup>)—*blur*, *blink*, *ethereal jaunt*

1/day (CL 14<sup>th</sup>)—*greater invisibility*, *stinking cloud* (DC 19), *telekinesis* (DC 21), *touch of idiocy* (+13 melee touch)

**Abilities** Str 16, Dex 16, Con 22, Int 16, Wis 25, Cha 22

**SQ** clarity of madness

**Feats** Ability Focus (mind blast), Combat Casting, Divine Vigour, Improved Initiative, Practised Spellcaster (cleric)

**Skills** Bluff +17, Concentration +17 (add +4 casting defensively), Diplomacy +21, Disguise +17 (add +2 acting), Heal +12, Hide +14, Intimidate +19, Knowledge (arcana) +9, Knowledge (religion) +9, Knowledge (the planes) +14, Listen +17, Move Silently +12, Sense Motive +18, Spellcraft +17, Spot +17

**Possessions** combat gear plus +2 *mithral buckler*, masterwork dagger, *ring of protection* +1, *winged boots*, *vest of resistance* +1, forked metal rods (foci for *plane shift* (Material Plane, Far Realm)), silver holy symbol, masterwork craftsman's tools, 60pp

**Mind Blast (Sp)** At will—60-ft.-cone; stun 3d4 rounds; DC 22 Will save negates. Equivalent to a 4<sup>th</sup>-level spell, save is Cha-based and includes a +2 bonus from Ability Focus feat.

**Change Shape (Su)** A half-farspawn illithid can take the form of a grotesque amorphous tentacled mass. This ability functions as described for the change shape ability (*MM* 306), except that the half-farspawn illithid retains its land speed, gains two additional tentacle attacks, cannot be flanked, and is immune to critical hits. Creatures native to the Material Plane suffer a -1 morale penalty on attack rolls against a half-farspawn illithid in amorphous form.

**Clarity of Madness (Su)** (Madness domain power) You subtract 1 from all your Wisdom-based skill checks and Will saves. However, once per day, you can add one half your cleric level as a bonus to any single Wisdom-based skill check or Will save. You must choose to use this benefit before you roll the check or save.

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

If a mind flayer begins its turn with at least one tentacle attached, it can try to attach its remaining tentacles with a single grapple check. The opponent can escape with a single successful grapple check or Escape Artist check, but the mind flayer gets a +2 circumstance bonus for every tentacle that was attached at the beginning of the opponent's turn.

**Extract (Ex)** A mind flayer that begins its turn with at least four tentacles attached and that makes a successful grapple check automatically extracts the opponent's brain, instantly killing that creature.

**Reroll Damage (Su)** (Force domain power) Once per day, you can reroll any damage roll made by you, and take the better of the two rolls.

**True Strike (Su)** Once per day, an half-farspawn illithid can make a normal attack with a +20 insight bonus on a single attack roll and ignoring concealment.



**Spells in Effect** 4<sup>th</sup>—*freedom of movement* (CL 8<sup>th</sup>); 2<sup>nd</sup>—*resist energy (fire)* (CL 10<sup>th</sup>), *shield other* (w. slaymaster) (CL 10<sup>th</sup>); 1<sup>st</sup>—*deathwatch* (CL 10<sup>th</sup>), *mage armour* (CL 10<sup>th</sup>).

### Broodguard kythons (2)

CR 8

Advanced adult kythons\*

\* *Book of Vile Darkness* 178

NE Large aberration

**Init** +6; **Senses** blindsight 60 ft.; Listen +10, Spot +2

**Languages** Abyssal, Infernal (does not speak)

**AC** 25, touch 11, flat-footed 23; Dodge (-1 size, +2 Dex, +14 natural)

**hp** 152 (16 HD)

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

**Resist** electricity 20, fire 20

**Fort** +10, **Ref** +7, **Will** +12

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

**Melee** bite +19 (4d6+8/19-20 plus poison) and 4 claws +18 (2d6+4)

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

**Base Atk** +12; **Grp** +24

**Atk Options** Power Attack, rage 1/day

**Abilities** Str 26, Dex 14, Con 20, Int 10, Wis 14, Cha 11

**Feats** Dodge, Improved Critical (bite), Improved Initiative, Multiattack, Power Attack, Weapon Focus (claw)

**Skills** Climb +16, Escape Artist +11, Hide +12, Listen +10, Move Silently +17

**Poison (Ex)** bite—DC 23 Fortitude negates; initial and secondary 1d6 Str damage.

**Rage (Ex)** 1/day, a broodguard kython can have a surge of hormones, allowing it to rage. This ability is identical to the barbarian class ability of the same name (+4 Str, +4 Con, +2 Will saves, -2 AC for 10 rounds; fatigued afterwards).

**Skills** Kythons have a +4 racial bonus to Hide and Move Silently checks.

**Description** *This creature appears to be an humanoid insect standing over 9 feet tall. Its upright body is covered in black chitinous plates and is supported by two muscular legs. Four barbed mantis-like claws sprout from its chest area. The creature is topped by a long head which is almost all mouth; the creature has no apparent eyes, but its head is covered in antennae and sensory hairs.*

### Broodguard kython (raging)

**AC** 23, touch 9, flat-footed 21; Dodge (-1 size, +2 Dex, +14 natural, -2 raging)

**hp** add +32 hp

**Fort** +12 **Will** +14

**Melee** bite +21 (4d6+10/19-20 plus poison) and 4 claws +20 (2d6+5)

**Grp** +26

**Abilities** Str 30, Con 24

**Skills** Climb +18

### Slaymaster kython\*

CR 11

\* *Book of Vile Darkness* 178

NE Large aberration

**Init** +7; **Senses** blindsight 60 ft.; Listen +22, Spot +4

**Languages** Abyssal, Infernal (does not speak)

**AC** 31, touch 13, flat-footed 28; Dodge, Mobility (-1 size, +3 Dex, +18 natural, +1 deflection)

**hp** 127 (15 HD); half of all damage goes to Expizilth (*shield other*)

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

**Resist** electricity 20, fire 20

**Fort** +10, **Ref** +9, **Will** +14

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

**Melee** bite +17 (4d6+7/19-20 plus poison) and 4 claws +16 (1d8+3) and tail slap +15 (1d6+3)

**Ranged** bone shard crossbow +13/+8/+3 (1 + poison, range 20 ft.)

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

**Base Atk** +11; **Grp** +22

**Atk Options** Cleave, Power Attack, Spring Attack, constrict 1d6+10, improved grab

**Special Actions** disruption field

**Abilities** Str 25, Dex 17, Con 18, Int 18, Wis 18, Cha 19

**Feats** Dodge, Cleave, Improved Critical (bite), Improved Initiative<sup>B</sup>, Mobility, Multiattack<sup>B</sup>, Power Attack, Spring Attack<sup>B</sup>, Weapon Focus (claw)

**Skills** Climb +15, Escape Artist +21, Hide +21, Intimidate +22, Listen +22, Move Silently +25, Survival +22, Swim +15

**Disruption Field (Su)** At will, a slaymaster kython can generate a disruption field with a radius of 30 feet around itself. Once started, the slaymaster can maintain the disruption field without effort. The range of the slaymaster's blindsight is reduced to 30 feet when it generates the field. The field has the following effects:

- any living creature in this area at the start of its turn (except another kython) must make a DC 20 Fortitude save or be sickened for 1 round;
- any spellcaster in the area attempting to cast a spell must make a DC 20 + spell level Concentration check to cast the spell;
- the slaymaster gains a +2 deflection bonus to AC, and SR 20.

The disruption field is equivalent to a 6<sup>th</sup>-level spell. Its saving throw is Charisma-based.

**Improved Grab (Ex) and Constrict (Ex)** If a slaymaster hits a Medium or smaller opponent with its tail slap attack, it can attempt to start a grapple as a free action without provoking an attack of opportunity. The creature can decide whether to be grappled itself or simply endeavour to hold the opponent in its tail; in the latter case it takes a -20 penalty on its grapple check. If it wins the grapple check, it establishes a hold and constricts for 1d6+10 points of damage. Every round thereafter that it maintains the grapple, the slaymaster automatically constricts for the same damage.

**Poison (Ex)** bite or bone shard crossbow—DC 21 Fortitude negates; initial and secondary 2d6 Str damage.

**Skills** Kythons have a +4 racial bonus to Hide and Move Silently checks. Slaymaster kythons have a +8 racial bonus to Swim checks, can run while swimming, and can always choose to take 10 on a Swim check.

**Spells in Effect** 2<sup>nd</sup>—*shield other* (w. Expizilth) (CL 10<sup>th</sup>)

**Description** *This creature appears to be a cross between an enormous arthropod and a snake. Its serpentine body is covered in black chitinous plates and four barbed mantis-like claws sprout from its broad chest area. The creature is topped by a long head which is almost all mouth; the creature has no apparent eyes, but its head is covered in antennae and sensory hairs.*

## 1: THE WOLF PACK (EL 15)

### Barghests (4) (hybrid form) CR 4

LE Medium Outsider (evil, extraplanar, lawful, shapechanger)

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

Languages Goblin, Infernal, Worg; *telepathic bond*

AC 21, touch 12, flat-footed 19

(+2 Dex, +6 natural, +3 armour)

hp 33 (6 HD); DR 5/magic

Fort +6, Ref +7, Will +7

Speed 30 ft. (6 squares)

Melee bite +11 (1d6+5) and 2 claws +6 (1d4+2)

Ranged tanglefoot bag +8 touch (entangled, range 10 ft.)

Base Atk +6; Grp +11

Atk Options Combat Reflexes

Special Actions feed

Combat Gear tanglefoot bag

Spell-Like Abilities (CL 6<sup>th</sup>):

*At will*—blink, levitate, misdirection (DC 14), rage (DC 15)

*1/day*—charm monster (DC 16), crushing despair (DC 16), dimension door

Abilities Str 21(17), Dex 15, Con 13, Int 14, Wis 14, Cha 14

SQ aligned attacks, change shape, pass without trace

Feats Combat Reflexes, Improved Initiative, Track

Skills Bluff +11, Diplomacy +6, Disguise +2 (add +2 acting), Hide +11, Intimidate +13, Jump +14, Listen +11, Move Silently +11, Search +11, Sense Motive +11, Spot +11, Survival +11 (add +2 following tracks)

Possessions combat gear plus masterwork studded leather armour, 60gp

**Aligned Attacks (Ex)** A barghest's natural weapons, as well as any weapons it wields, are treated as evil-aligned and lawful-aligned for the purpose of overcoming DR. Its natural weapons are treated as magic weapons for the purpose of overcoming DR.

**Feed (Su)** When a barghest slays a humanoid opponent, it can feed on the corpse, devouring both flesh and life force, as a full-round action. Feeding destroys the victim's body and prevents any form of raising or resurrection that requires part of the corpse. There is a 50% chance that a *wish*, *miracle*, or *true resurrection* spell can restore a devoured victim to life. Check once for each destroyed creature. If the check fails, the creature cannot be brought back to life by mortal magic. See *MM* 22.

**Change Shape (Su)** A barghest can assume the shape of a goblin or a wolf as a standard action. In goblin form, a barghest cannot use its natural weapons but can wield weapons and wear armour. In wolf form, a barghest loses its claw attacks but retains its bite attack. See *MM* 306.

**Pass without Trace (Ex)** A barghest in wolf form can pass without trace (as the spell) as a free action.

**Skills** A barghest in wolf form gains a +4 circumstance bonus on Hide checks.

**Spells in Effect** 6<sup>th</sup>—*mass bull's strength* (after surprise round); 5<sup>th</sup>—*Rary's telepathic bond* (CL 16<sup>th</sup>).

### Effects of *rage* on barghest

Reduce AC by -2.

Add 6hp.

Add +1 to Fort saves and +2 to Will saves.

Add +1 to melee attacks and damage, grapple checks, and Jump checks.

Add +2 Str and +2 Con.

### Lieutenant Hrugin (hybrid form)

CR 10

Male advanced greater barghest

LE Large Outsider (evil, extraplanar, lawful, shapechanger)

Init +3; Senses darkvision 60 ft., scent; Listen +25, Spot +25

Languages Common, Goblin, Infernal, Worg; *telepathic bond*

AC 31, touch 13, flat-footed 28

(-1 size, +3 Dex, +18 natural, +1 deflection)

hp 207 (18 HD); DR 10/magic

Fort +19, Ref +15, Will +16

Speed 40 ft. (8 squares)

Melee +2 *spiked chain* +31/+26/+21/+16 (2d6+20/19-20) and bite +24 (1d8+6); or

Melee bite +29 (1d8+12) and 2 claws +24 (1d6+6)

Base Atk +18; Grp +34

Space 10 ft.; Reach 5 ft. (10 ft. w. spiked chain)

Atk Options Combat Expertise, Combat Reflexes, Improved Trip, Power Attack

Special Actions feed

Combat Gear potion of *cure serious wounds* (CL 5<sup>th</sup>)

Spell-Like Abilities (CL 18<sup>th</sup>):

*At will*—blink, invisibility sphere, levitate, misdirection (DC 16), rage (DC 17)

*1/day*—charm monster (DC 18), crushing despair (DC 18), dimension door, mass bull's strength, mass enlarge person

Abilities Str 34(30), Dex 16, Con 25, Int 18, Wis 18, Cha 18

SQ aligned attacks, change shape, pass without trace

Feats Combat Expertise, Combat Reflexes, Exotic Weapon Proficiency (spiked chain), Improved Critical (spiked chain), Improved Trip, Power Attack, Track

Skills Balance +5, Bluff +25, Concentration +28, Diplomacy +8, Disguise +4 (add +2 acting), Hide +20, Intimidate +27, Jump +39, Listen +25, Move Silently +24, Search +25, Sense Motive +25, Spot +25, Survival +25 (add +2 following tracks), Tumble +26

Possessions combat gear plus +2 *spiked chain*, ring of protection +1, vest of resistance +1, masterwork manacles, 120gp

**Aligned Attacks (Ex)** As for barghest.

**Feed (Su)** As for barghest.

**Change Shape (Su)** A greater barghest can assume the shape of a Large goblin (8 ft. tall, 400 lb.) or a dire wolf as a standard action. In goblin form, a barghest cannot use its natural weapons but can wield weapons and wear armour. In wolf form, a barghest loses its claw attacks but retains its bite attack. See *MM* 23.

**Pass without Trace (Ex)** As for barghest.

**Skills** A greater barghest in dire wolf form gains a +4 circumstance bonus on Hide checks.

**Spells in Effect** 6<sup>th</sup>—*mass bull's strength* (after surprise round) (CL 18<sup>th</sup>); 5<sup>th</sup>—*Rary's telepathic bond* (CL 16<sup>th</sup>), *invisibility sphere* (11<sup>th</sup>).

### Captain Grellak Silverback (goblin form)

CR 14

Male advanced greater barghest wizard 12

LE Large outsider (evil, extraplanar, lawful, shapechanger)

Init +7; Senses darkvision 60 ft., scent; Listen +18, Spot +18

Languages Common, Goblin, Infernal, Orc, Gnoll, Worg; *telepathic bond*

AC 32, touch 12, flat-footed 29

(-1 size, +3 Dex, +16 natural, +4 armour)

hp 217 (23 HD); DR 10/magic

Resist fire 20

Fort +18, Ref +16, Will +20

Spd 40 ft. (8 squares), fly 60 ft. (good); extended fly

Melee +1 *unholy falchion* +28/+23/+18/+13 (2d6+16/15-20 plus 2d6 vs. good)

Space 10 ft.; Reach 10 ft.

Base Atk +17; Grp +31

**Attack Options** Combat Reflexes, Power Attack

**Combat Gear** scrolls of *protection from evil* (CL 1<sup>st</sup>), *knock*, see *invisibility* (CL 3<sup>rd</sup>), *fly* (CL 5<sup>th</sup>) and *break enchantment* (CL 9<sup>th</sup>), potion of *cure serious wounds* (CL 5<sup>th</sup>)

**Wizard Spells Prepared** (CL 16<sup>th</sup>):

6<sup>th</sup> (3/day)—*chain lightning* (DC 25), *flesh to stone* (DC 24), *greater dispel magic*

5<sup>th</sup> (4/day)—*feeblemind* (DC 23, -4 save for arcane spellcaster), empowered *fireball* (DC 22), ~~*Rary's telepathic bond*~~<sup>\*</sup>, *sending*

4<sup>th</sup> (5/day)—*Evard's black tentacles* (grapple +24), ~~*extended fly*~~<sup>\*</sup>, *locate creature*, empowered *scorching ray* (3 rays, +19 ranged touch), *wall of fire*

3<sup>rd</sup> (6/day)—*displacement*, ~~*dragonskin*~~<sup>\*</sup>, *lightning bolt* (DC 22), empowered *magic missile*, *slow* (DC 21), *suggestion* (DC 21)

2<sup>nd</sup> (6/day)—*glitterdust* (DC 20), *locate object*, *resist energy*, *scorching ray* (3 rays, +19 ranged touch) (×2), *whirling blade*

1<sup>st</sup> (6/day)—~~*endure elements*~~<sup>\*</sup>, ~~*mage armour*~~<sup>\*</sup>, *magic missile*

(×2), *identify*, *ray of enfeeblement* (+19 ranged touch)

0 (4/day)—*detect magic* (×2), *prestidigitation*, *read magic*

<sup>\*</sup> already cast. Underlined: see Appendix 2.

**Spell-like Abilities** (CL 11<sup>th</sup>):

*At will*—*blink*, *levitate*, *invisibility sphere*, *misdirection* (DC 16), *rage*

1/day—*mass bull's strength*, *charm monster* (DC 18), *crushing despair* (DC 18), *dimension door*, *mass enlarge person*

**Abilities** Str 30(26), Dex 16, Con 22, Int 27, Wis 16, Cha 18

**SQ** aligned attacks, change shape, pass without trace, summon familiar (none)

**Feats** Combat Reflexes, Empower Spell<sup>B</sup>, Extend Spell<sup>B</sup>, Improved Initiative, Improved Critical (falchion), Power Attack, Practised Spellcaster (wizard), Scribe Scroll<sup>B</sup>, Spell Focus (evocation), Track, Weapon Focus (falchion)

**Skills** Balance +5, Bluff +20, Concentration +32, Decipher Script +20, Diplomacy +22, Disguise +18 (add +2 acting), Hide +13, Intimidate +22, Jump +30, Knowledge (arcana) +20, Knowledge (nature) +20, Knowledge (planes) +20, Knowledge (religion) +20, Listen +17, Move Silently +17, Search +22, Sense Motive +17, Spellcraft +22, Spot +17, Survival +14 (add +2 outdoors or on planes other than Prime Material, add +2 following tracks), Tumble +19

**Possessions** +1 unholy falchion, cloak of resistance +2, infinite scrollcase, headband of intellect +2, 100gp pearl

**Aligned Attacks (Ex)** As for barghest.

**Feed (Su)** As for barghest.

**Change Shape (Su)** As for Hrugir.

**Pass without Trace (Ex)** As for barghest.

**Skills** A greater barghest in dire wolf form gains a +4 circumstance bonus on Hide checks.

**Spells in Effect** 6<sup>th</sup>—*mass bull's strength* (CL 18<sup>th</sup>) (after surprise round); 5<sup>th</sup>—*Rary's telepathic bond* (CL 16<sup>th</sup>); 3<sup>rd</sup>—~~*dragonskin*~~ (red) (CL 16<sup>th</sup>), *extended fly* (CL 16<sup>th</sup>), *invisibility sphere* (CL 11<sup>th</sup>); 1<sup>st</sup>—*endure elements* (CL 16<sup>th</sup>), *mage armour* (CL 16<sup>th</sup>)

## 4: RESISTANCE IS FUTILE! (EL 16)

**Kalifrax, the warrior illithid**

CR 14

Mind flayer fighter 4/monk 6

LE Medium aberration

**Init** +9; **Senses** darkvision 60 ft.; Listen +13, Spot +13

**Languages** Common, Dwarf, Elf, Grimlock, Qualith, Undercommon; telepathy 100 ft.

**AC** 27, touch 25, flat-footed 22; Dodge, Mobility

(+5 Dex, +5 Wis, +1 monk, +3 natural, +2 armour, +1 deflection)

**hp** 139 (18 HD)

**SR** 25

**Fort** +16, **Ref** +15, **Will** +18; evasion; +2 vs. enchantment effects

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

**Melee** +1 silver magebane greatsword +24/+19/+14 (2d6+13/17-20) and 4 tentacles +15 (1d4+3); or

**Melee** unarmed strike +20/+15/+10 or +19/+19/+14/+9 (1d8+6) and 4 tentacles +15 (1d4+3)

**Base Atk** +14; **Grp** +20

**Atk Options** Combat Reflexes, Improved Disarm, Spring Attack, Stunning Fist 9/day (DC 24), extract, flurry of blows, *ki* strike (magic), improved grab

**Special Actions** mind blast (DC 21)

**Combat Gear** ~~potions of *cat's grace* (CL 3<sup>rd</sup>) and *eagle's splendour* (CL 3<sup>rd</sup>)~~, *retributive amulet*

**Spell-Like Abilities** (CL 8<sup>th</sup>):

*At will*—*charm monster* (DC 19), *detect thoughts* (DC 17), *levitate*, *plane shift* (+19 melee touch, DC 22), *suggestion* (DC 18)

**Abilities** Str 22, Dex 20(16), Con 16, Int 16, Wis 20, Cha 20(16)

**SQ** slow fall 30 ft.

**Feats** Ability Focus (mind blast), Combat Casting, Combat Reflexes<sup>B</sup>, Dodge, Improved Critical (greatsword)<sup>B</sup>, Improved Initiative, Improved Disarm<sup>B</sup>, Improved Unarmed Strike<sup>B</sup>, Melee Weapon Mastery (slashing), Mobility, Spring Attack, Stunning Fist<sup>B</sup>, Weapon Focus (greatsword)<sup>B</sup>, Weapon Specialisation (greatsword)<sup>B</sup>

**Skills** Balance +7, Bluff +13, Concentration +16 (add +4 casting defensively), Diplomacy +9, Disguise +5 (add +2 acting), Hide +20, Intimidate +20, Jump +26, Knowledge (arcana) +11, Listen +13, Move Silently +20, Sense Motive +11, Spot +13, Tumble +20

**Possessions** +1 silver magebane greatsword, masterwork longsword, *ring of protection* +1, *bracers of armour* +2, *belt of giant strength* +4, *hand of the mage*, *vest of resistance* +2, forked metal rods (foci for *plane shift* (Material Plane, Plane of Shadow)), 100gp

**Magebane Weapon Property** The *magebane* weapon property works the same as the *bane* weapon property, against creatures that can cast arcane spells or invocations (add +2 to the enhancement bonus of the weapon, and add +2d6 damage).

**Retributive Amulet** 3/day—when a creature deals damage to Kalifrax with a melee attack, Kalifrax can activate *amulet* as an immediate action to inflict damage on the creature equal to half the damage it dealt to Kalifrax.

**Mind Blast (Sp)** At will—60-ft.-cone; stun 3d4 rounds; DC 21 Will save negates. Equivalent to a 4<sup>th</sup>-level spell, save is Cha-based and includes a +2 bonus from Ability Focus feat.

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

If a mind flayer begins its turn with at least one tentacle attached, it can try to attach its remaining tentacles with a single grapple check. The opponent can escape with a single successful grapple check or Escape Artist check, but the mind flayer gets a +2 circumstance bonus for every tentacle that was attached at the beginning of the opponent's turn.

**Extract (Ex)** A mind flayer that begins its turn with all four tentacles attached and that makes a successful grapple check automatically extracts the opponent's brain, instantly killing that creature

**Spells in Effect** 2<sup>nd</sup>—*cat's grace* (CL 3<sup>rd</sup>), *eagle's splendour* (CL 3<sup>rd</sup>).

**Flayer guards (3)**

CR 11

Male voidmind\* dwarf fighter 6/rogue 4

\* *Monster Manual III* 187; see Appendix 2.

LE Medium humanoid (dwarf)

**Init** +6; **Senses** Blind-Fight; darkvision 60 ft.; Listen +17, Spot +3

## Languages Common, Dwarf

AC 26, touch 13, flat-footed 26; uncanny dodge; trap sense +1 (+2 Dex, +4 natural, +6 armour, +3 shield, +1 deflection)

hp 101 (10 HD); DR 5/magic

Immune acid, mind-affecting effects, ability damage, ability drain, energy drain

SR 20

Fort +14, Ref +9, Will +7; +2 vs. poison, spells and spell-like abilities; evasion; trap sense +1

Speed 20 ft. (4 squares)

Melee +1 *dwarven waraxe* +20/+15 (1d10+12/×3 plus 1d6 acid) and tentacle +16 (1d6+7)

Ranged dagger +9 (1d4+7/19-20, range 10 ft.)

Reach 5 ft. (10 ft. w. tentacle)

Base Atk +9; Grp +16 (+20 w. tentacle)

Atk Options Blind-Fight, Combat Reflexes, Improved Bull Rush, Power Attack, constrict 1d6+10, improved grab (up to Medium), sneak attack +2d6

Special Actions cone of slime (DC 20), mind flayer host

Combat Gear *potion of bull's strength* (CL 3<sup>rd</sup>)

Abilities Str 25(21), Dex 14, Con 20, Int 12, Wis 13, Cha 4

SQ dwarf combat bonuses, sentient tentacle, stonecunning, trapfinding

Feats Alertness<sup>B</sup>, Blind-Fight<sup>B</sup>, Combat Reflexes<sup>B</sup>, Great Fortitude<sup>B</sup>, Improved Bull Rush, Improved Initiative<sup>B</sup>, Iron Will, Melee Weapon Mastery (slashing), Power Attack<sup>B</sup>, Weapon Focus (waraxe), Weapon Specialisation (waraxe)<sup>B</sup>

Skills Balance +0, Bluff +1, Escape Artist +0, Intimidate +10, Jump +10, Listen +17, Tumble +12

Possessions +1 *breastplate*, +1 *heavy steel shield*, +1 *dwarven waraxe with lesser crystal of acid assault*, *ring of protection* +1, *vest of resistance* +1, *longsword*, *dagger*

Cone of Slime (Su) 1/day, 30-ft.-cone, 10d6 acid damage (DC 20 Reflex half), -2 on Will saves and stunned for 1d4+1 rounds (DC 20 Fortitude negates stunning). See Appendix 2.

Sentient Tentacle (Ex) Reach 10 ft., base damage 1d6, improved grab and constrict. Cannot use within 24 hours of using cone of slime. See Appendix 2.

Dwarf Combat Bonuses and Skills A dwarf has a +1 racial bonus to attack rolls against orcs and goblins, and has a +4 dodge bonus to AC against giants. A dwarf has a +4 racial bonus to avoid being bull-rushed or tripped when it is standing on the ground.

A dwarf has a +2 racial bonus on Search checks to notice unusual stonework, and a +2 racial bonus on Appraise and Craft checks that are related to stone- or metal-work.

Spells in Effect 2<sup>nd</sup>—*bull's strength* (CL 3<sup>rd</sup>).

## 6B: A DEEPER DARKNESS – THE

### SPAWNING POOLS (EL 17)

Expizilth, the mad scientist

CR 15

Half-farspawn\* mind flayer cleric 8

\* *Lords of Madness* 151

CE Medium outsider (native)

Init +7; Senses blindsight 60 ft.; darkvision 60 ft.; *deathwatch* 30 ft.; Listen +17, Spot +17

Languages Abyssal, Common, Grimlock, Infernal, Qualith, Undercommon; telepathy 100 ft.

AC 28, touch 14, flat-footed 24

(+3 Dex, +6 natural, +4 *mage armour*, +4 shield, +1 deflection)

hp 168 (16 HD); DR 10/magic; takes half of all damage to slaymaster kython (*shield other*)

Immune poison, grapple, paralysis or any movement impediment

Resist acid 10, electricity 10, fire 30; SR 25

Fort +15, Ref +8, Will +20

Speed 30 ft. (6 squares), fly 60 ft. (good); *freedom of movement*

Melee 6 tentacles +15 (1d4+3); or

Melee masterwork dagger +16/+11/+6 (1d4+3/19-20) and 6 tentacles +10 (1d4+1)

Base Atk +12; Grp +15

Atk Options extract, improved grab, spontaneous *inflict wounds* spells, true strike

Special Actions Divine Vigour, change shape, mind blast (DC 22), rebuke undead 9/day (8<sup>th</sup>; +8, 2d6+14 HD rebuked), reroll damage 1/day

Combat Gear scroll of *mass bull's strength* (CL 11<sup>th</sup>), wand of *cure critical wounds* (CL 7<sup>th</sup>, 4 charges), wand of *magic missile* (CL 9<sup>th</sup>, 15 charges)

Cleric Spells Known (CL 12<sup>th</sup>):

4<sup>th</sup> (5/day)—*confusion*<sup>D</sup> (DC 22), *control water*, *divination*, *freedom of movement*<sup>\*</sup>, *poison* (DC 25)

3<sup>rd</sup> (6/day)—*bestow curse* (DC 22), *blast of force*<sup>D</sup> (+15 ranged touch, DC 21), *blindness/deafness* (DC 22), *cure serious wounds*, *dispel magic*, *prayer*

2<sup>nd</sup> (6/day)—*hold person* (DC 20), *magic missile*<sup>D</sup>, *make whole*, *resist energy*<sup>\*</sup>, *shield other*<sup>\*</sup>, *spiritual weapon* (+20/+15/+10 melee, 1d8+4 damage)

1<sup>st</sup> (7/day)—*cure light wounds*, *deathwatch*<sup>\*</sup>, *divine favour*, *doom* (DC 19), *mage armour*<sup>D</sup>, *protection from good*, *shield of faith*

0 (6/day)—*create water*, *cure minor wounds*, *detect magic* (×2), *mending*, *read magic*

\* Already cast. Underline: See Appendix 2.

<sup>D</sup> Domain spell. Deity: Tharizdun. Domains: Force, Madness

### Spell-Like Abilities

At will (CL 8<sup>th</sup>)—*charm monster* (DC 20), *detect thoughts* (DC 18), *levitate*, *plane shift* (+15 melee touch, DC 22), *suggestion* (DC 19)

3/day (CL 16<sup>th</sup>)—*blur*, *blink*, *ethereal jaunt*

1/day (CL 16<sup>th</sup>)—*greater invisibility*, *scintillating pattern*, *stinking cloud* (DC 19), *telekinesis* (DC 21), *touch of idiocy* (+15 melee touch)

Abilities Str 16, Dex 16, Con 22, Int 16, Wis 26, Cha 22

SQ clarity of madness

Feats Ability Focus (mind blast), Combat Casting, Divine Vigour, Improved Initiative, Practised Spellcaster (cleric), Spell Focus (necromancy)

Skills Bluff +17, Concentration +20 (add +4 casting defensively), Diplomacy +21, Disguise +17 (add +2 acting), Heal +14, Hide +14, Intimidate +19, Knowledge (arcana) +12, Knowledge (religion) +12, Knowledge (the planes) +14, Listen +17, Move Silently +12, Sense Motive +18, Spellcraft +17, Spot +17

Possessions combat gear plus +3 *mithral buckler*, masterwork dagger, *ring of protection* +1, *winged boots*, *vest of resistance* +1, forked metal rods (foci for *plane shift* (Material Plane, Far Realm)), silver holy symbol, masterwork craftsman's tools, 60pp

Mind Blast (Sp) At will—60-ft.-cone; stun 3d4 rounds; DC 22 Will save negates. Equivalent to a 4<sup>th</sup>-level spell, save is Cha-based and includes a +2 bonus from Ability Focus feat.

Change Shape (Su) A half-farspawn illithid can take the form of a grotesque amorphous tentacled mass. This ability functions as described for the change shape ability (*MM* 306), except that the half-farspawn illithid retains its land speed, gains two additional tentacle attacks, cannot be flanked, and is immune to critical hits. Creatures native to the Material Plane suffer a -1 morale penalty on attack rolls against a half-farspawn illithid in amorphous form.

Clarity of Madness (Su) (Madness domain power) You subtract 1 from all your Wisdom-based skill checks and Will saves. However, once per day, you can add one-half your cleric level as a bonus to any single Wisdom-based skill check or Will save. You must choose to use this benefit before you roll the check or save.

Improved Grab (Ex) To use this ability, a mind flayer must hit a Small, Medium or Large creature with its tentacle attack. It can

then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and attaches a tentacle to the opponent's head.

If a mind flayer begins its turn with at least one tentacle attached, it can try to attach its remaining tentacles with a single grapple check. The opponent can escape with a single successful grapple check or Escape Artist check, but the mind flayer gets a +2 circumstance bonus for every tentacle that was attached at the beginning of the opponent's turn.

**Extract (Ex)** A mind flayer that begins its turn with at least four tentacles attached and that makes a successful grapple check automatically extract's the opponent's brain, instantly killing that creature.

**Reroll Damage (Su)** (Force domain power) Once per day, you can reroll any damage roll made by you, and take the better of the two rolls.

**True Strike (Su)** Once per day, an half-farspawn illithid can make a normal attack with a +20 insight bonus on a single attack roll and ignoring concealment.

**Spells in Effect** 4<sup>th</sup>—*freedom of movement* (CL 12<sup>th</sup>); 2<sup>nd</sup>—*resist energy (fire)* (CL 12<sup>th</sup>), *shield other* (w. slaymaster) (CL 12<sup>th</sup>); 1<sup>st</sup>—*deathwatch* (CL 12<sup>th</sup>), *mage armour* (CL 12<sup>th</sup>).

### Broodguard kythons (2)

CR 8

Advanced adult kythons\*

\* *Book of Vile Darkness* 178

NE Large aberration

**Init** +6; **Senses** blindsight 60 ft.; Listen +10, Spot +2

**Languages** Abyssal, Infernal (does not speak)

**AC** 25, touch 11, flat-footed 23; **Dodge** (-1 size, +2 Dex, +14 natural)

**hp** 152 (16 HD)

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

**Resist** electricity 20, fire 20

**Fort** +10, **Ref** +7, **Will** +12

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

**Melee** bite +19 (4d6+8/19-20 plus poison) and 4 claws +18 (2d6+4)

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

**Base Atk** +12; **Grp** +24

**Atk Options** Power Attack, rage 1/day

**Abilities** Str 26, Dex 14, Con 20, Int 10, Wis 14, Cha 11

**Feats** Dodge, Improved Critical (bite), Improved Initiative, Multiattack, Power Attack, Weapon Focus (claw)

**Skills** Climb +16, Escape Artist +11, Hide +12, Listen +10, Move Silently +17

**Poison (Ex)** bite—DC 23 Fortitude negates; initial and secondary 1d6 Str damage.

**Rage (Ex)** 1/day, a broodguard kython can have a surge of hormones, allowing it to rage. This ability is identical to the barbarian class ability of the same name (+4 Str, +4 Con, +2 Will saves, -2 AC for 10 rounds; fatigued afterwards).

**Skills** Kythons have a +4 racial bonus to Hide and Move Silently checks.

**Description** *This creature appears to be an humanoid insect standing over 9 feet tall. Its upright body is covered in black chitinous plates and is supported by two muscular legs. Four barbed mantis-like claws sprout from its chest area. The creature is topped by a long head which is almost all mouth; the creature has no apparent eyes, but its head is covered in antennae and sensory hairs.*

### Broodguard kython (raging)

**AC** 23, touch 9, flat-footed 21; **Dodge**

(-1 size, +2 Dex, +14 natural, -2 raging)

**hp** add +32 hp

**Fort** +12 **Will** +14

**Melee** bite +21 (4d6+10/19-20 plus poison) and 4 claws +20 (2d6+5)

**Grp** +26

**Abilities** Str 30, Con 24

**Skills** Climb +18

### Advanced half-farspawn slaymaster kython\*

CR 14

\* *Book of Vile Darkness* 178; *Lords of Madness* 151

CE Large outsider (native)

**Init** +8; **Senses** blindsight 60 ft.; Listen +25, Spot +6

**Languages** Abyssal, Infernal (does not speak)

**AC** 35, touch 14, flat-footed 31; **Dodge**, **Mobility**

(-1 size, +4 Dex, +21 natural, +1 deflection)

**hp** 184 (16 HD); **DR** 10/magic; half of all damage goes to Expizilth (*shield other*)

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

**Resist** electricity 20, fire 20; **SR** 25

**Fort** +13, **Ref** +10, **Will** +17

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

**Melee** bite +20 (4d6+9/19-20 plus poison) and 4 claws +19 (1d8+4) and 2 tentacles +18 (1d6+4) and tail slap +18 (1d6+4)

**Ranged** bone shard crossbow +15/+10/+5 (1 + poison, range 20 ft.)

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

**Base Atk** +12; **Grp** +25

**Atk Options** Cleave, Power Attack, Spring Attack, constrict 1d6+13, improved grab, true strike

**Special Actions** change shape, disruption field

**Spell-like Abilities** (CL 16<sup>th</sup>):

3/day—*blur*, *blink*, *ethereal jaunt*

1/day—*greater invisibility*, *scintillating pattern*, *stinking cloud* (DC 18), *telekinesis* (DC 20), *touch of idiocy* (+20 melee touch)

**Abilities** Str 28, Dex 19, Con 24, Int 18, Wis 22, Cha 21

**Feats** Dodge, Cleave, Improved Critical (bite), Improved Initiative<sup>B</sup>, Mobility, Multiattack<sup>B</sup>, Power Attack, Spring Attack<sup>B</sup>, Weapon Focus (claw)

**Skills** Climb +17, Escape Artist +23, Hide +23, Intimidate +24, Listen +25, Move Silently +27, Survival +25, Swim +17

**Disruption Field (Su)** At will, a slaymaster kython can generate a disruption field with a radius of 30 feet around itself. Once started, the slaymaster can maintain the disruption field without effort. The range of the slaymaster's blindsight is reduced to 30 feet when it generates the field. The field has the following effects:

- any living creature in this area at the start of its turn (except another kython) must make a DC 21 Fortitude save or be sickened for 1 round;
- any spellcaster in the area attempting to cast a spell must make a DC 20 + spell level Concentration check to cast the spell;
- the slaymaster gains a +2 deflection bonus to AC.

The disruption field is equivalent to a 6<sup>th</sup>-level spell. Its saving throw is Charisma-based.

**Change Shape (Su)** A half-farspawn kython can take the form of a grotesque amorphous tentacled mass. This ability functions as described for the change shape ability (*MM* 306), except that the half-farspawn kython retains its land and swim speed, gains two additional tentacle attacks, cannot be flanked, and is immune to critical hits. Creatures native to the Material Plane suffer a -1 morale penalty on attack rolls against a half-farspawn kython in amorphous form.

**Improved Grab (Ex) and Constrict (Ex)** If a slaymaster hits a Medium or smaller opponent with its tail slap attack, it can attempt to start a grapple as a free action without provoking an attack of opportunity. The creature can decide whether to be grappled itself or simply endeavour to hold the opponent in its

tail; in the latter case it takes a –20 penalty on its grapple check. If it wins the grapple check, it establishes a hold and constricts for 1d6+13 points of damage. Every round thereafter that it maintains the grapple, the slaymaster automatically constricts for the same damage.

**Poison (Ex)** bite or bone shard crossbow—DC 25 Fortitude negates; initial and secondary 2d6 Str damage.

**True Strike (Su)** Once per day, an half-farspawn kython can make a normal attack with a +20 insight bonus on a single attack roll and ignoring concealment.

**Skills** Kythons have a +4 racial bonus to Hide and Move Silently checks. Slaymaster kythons have a +8 racial bonus to Swim checks, can run while swimming, and can always choose to take 10 on a Swim check.

**Spells in Effect** 2<sup>nd</sup>—*shield other* (w. Expizilth) (CL 12<sup>th</sup>)

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**Description** *This creature appears to be a cross between an enormous arthropod and a snake. Its serpentine body is covered in black chitinous plates and four barbed mantis-like claws sprout from its broad chest area. The creature is topped by a long head which is almost all mouth and writhing tentacles; the creature has no apparent eyes, but its head is covered in antennae and sensory hairs.*





## APPENDIX 2: NEW RULE ITEMS

### VOIDMIND CREATURE ABILITIES

Voidmind creatures have had their higher brains removed by mind flayers, and replaced by a psionically-active acidic green slime. They have the following special abilities (see *Monster Manual III* 187).

**Damage Reduction (Ex)** Voidmind creatures have DR 5/magic.

**Immunities (Ex)** Voidmind creatures are immune to acid, mind-affecting effects, ability damage, ability drain, and energy drain.

**Spell Resistance (Su)** Voidmind creatures have SR 10 + HD.

**Cone of Slime (Su)** Once per day, a voidmind creature can expel the psionically charged slime in its head in a 30-foot-cone. This attack deals 1d6 points of acid damage per Hit Die (Reflex half). In addition, any creature that suffers damage from the slime suffers a –2 penalty on its Will saves and is stunned for 1d4+1 rounds (Fortitude negates stunning). The DC of saving throws against the cone of slime is DC 10 + ½ creature's HD + creature's Con modifier. A voidmind creature that uses its cone of slime cannot extrude a sentient tentacle for 24 hours.

**Sentient Tentacle (Ex)** A voidmind creature that has not used its cone of slime in the last 24 hours can, at will, extrude a tentacle from the psionic slime in its skull. The creature can use the tentacle to attack, grapple and constrict (see below); it has a reach 5 ft. longer than the normal reach of the creature, and does base damage of 1d4 (Small), 1d6 (Medium) or 1d8 (Large). The tentacle attacks of its own accord, without hindering the creature's other activities (thus the creature could cast a spell while the tentacle was attacking an enemy in melee). The tentacle is therefore considered a primary attack for the purposes of determining its attack roll and Strength bonus to damage.

**Improved Grab and Constrict (Ex)** A voidmind creature that hits an opponent of its size or smaller with its tentacle attack can attempt to start a grapple as a free action without provoking an attack of opportunity (it has a +4 racial bonus on the opposed grapple check). The creature can decide whether to be grappled itself or simply endeavour to hold the opponent in its tentacle; in the latter case it takes a –20 penalty on its grapple check. If it wins the grapple check, it establishes a hold and constricts for base tentacle damage (see above) + 1½ Str bonus points of damage. Every round thereafter that it maintains the grapple, the voidmind creature automatically constricts for the same damage.

**Mind Flayer Host (Su)** Three mind flayers form a bond with any voidmind creature they create. The bond forms a psionic link between the mind flayers and the voidmind creature with a range of 5 miles. The voidmind creature's masters are instantly aware if the creature takes any damage, wanders out of the range of their control, or is the target of any magic.

The masters can, as a standard action, see and hear through the eyes and ears of the voidmind creature. Maintaining this link requires concentration.

The masters can take control of the voidmind creature, at will, as the *dominate monster* spell (no save). While controlling the voidmind creature, a mind flayer can manifest its own innate psionic powers through the voidmind creature, as though the mind flayer were manifesting the power itself.

**Skills and Feats** A voidmind creature has a +4 racial bonus on Bluff, Escape Artist, and Intimidate checks. A voidmind creature gains Alertness, Combat Reflexes and Great Fortitude as bonus feats.



### KYTHONS



## FEATS

### Ancestral Knowledge [Racial]

You have a strong connection to the ancestors of your clan, giving you understanding and knowledge beyond mortal realms.

**Prerequisites:** Dwarf, Wis 15

**Benefit:** You can make any knowledge check untrained, even if the DC is higher than 10. In addition, you can use your Wisdom modifier for any Knowledge check in place of your Intelligence modifier.

**Normal:** A character can only make untrained Knowledge checks if the DC 10 is 10 or lower, and Knowledge skills are Intelligence-based.

**Source:** *Races of Stone* 136.

### Divine Vigour

You can channel energy to increase your speed and durability.

**Prerequisites:** Turn or rebuke undead ability.

**Benefit:** As a standard action, spend one of your turn or rebuke undead attempts to increase your base speed by 10 feet and gain +2 temporary hit points per character level. These effects last a number of minutes equal to your Charisma bonus.

**Source:** *Complete Warrior* 108.

### Earth Sense

You are in tune with the earth beneath you.

**Prerequisites:** Con 13, Wis 13.

**Benefit:** As long as you are touching the ground, you can take a move action to sense the number of creatures within 20 feet that are also touching the ground, and the direction of each one. You cannot pinpoint the location of any creature with this feat.

**Special:** Creatures with the air or aquatic subtype cannot select this feat.

**Source:** *Races of Stone* 138.

### Earth's Warding

You can channel energy to infuse your skin with the strength of the earth.

**Prerequisites:** Con 13, Wis 13, Earth Sense, ability to rebuke earth creatures.

**Benefit:** As a standard action, spend one of your rebuke earth creatures attempts to increase your natural armour bonus by 2. This increase lasts for a number of minutes equal to your Constitution bonus.

**Special:** You must be touching the ground to use this feat.

**Source:** *Races of Stone* 139.

### Melee Weapon Mastery

You have mastered a wide range of weapons. Your training with one specific weapon now extends to other weapons of a similar sort.

**Prerequisites:** Proficiency with selected weapon, Weapon Focus with selected weapon, Weapon Specialisation with selected weapon, base attack bonus +8.

**Benefit:** When you select this feat, choose bludgeoning, piercing or slashing. You must have Weapon Focus and Weapon Specialisation with a melee weapon that deals this type of damage. When using any melee weapon that has the damage type you selected, you gain a +2 bonus on attack rolls and a +2 bonus on damage rolls. For weapons with two damage types (such as the

morningstar, which does bludgeoning and piercing damage) the benefits of Melee Weapon Mastery with different kinds of damage do not stack. However, the bonuses from this feat do stack with those gained from Weapon Focus and Weapon Specialisation.

**Special:** You can select this feat more than once. Each time, you select a new damage type.

A fighter can choose Melee Weapon Mastery as one of his fighter bonus feats.

**Source:** *Player's Handbook* II 81.

### Practised Spellcaster

Choose a spellcasting class that you possess. Your spells cast from that class are more powerful.

**Prerequisites:** Spellcraft 4 ranks.

**Benefit:** Your caster level for the chosen spellcasting class increases by 4. This benefit can't increase your caster level to higher than your Hit Dice...

This feat does not affect your spells per day or spell known. It increases your caster level only, which would help you penetrate spell resistance and increase duration and other effects of your spells.

**Special:** You can take this feat multiple times. Each time you choose it, you must apply it to a different spellcasting class...

**Source:** *Complete Arcane* 82.

### Sudden Maximise [Metamagic]

You can cast a spell to maximum effect without special preparation.

**Prerequisites:** Any metamagic feat.

**Benefit:** Once per day, you can apply the effect of the Maximise Spell feat to any spell you cast without increasing the level of the spell or specially preparing it ahead of time. You can still use Maximise Spell normally if you have it.

**Source:** *Complete Arcane* 83.

## MAGIC ITEMS

### Crystal of Acid Assault, Lesser

**Price (Item Level):** 3000 gp (7<sup>th</sup>)

**Body Slot:** — (weapon crystal)

**Caster Level:** 5<sup>th</sup>

**Aura:** Faint; (DC 17) conjuration

**Activation:** —

**Weight:** —

*This crystal seems to contain an incandescent green fluid.*

When attached to a weapon, a lesser crystal of acid assault adds an extra 1d6 points of acid damage to the weapon's attacks. This bonus damage doesn't stack with any energy damage of the same type dealt by the weapon.

**Prerequisites:** Craft Magic Arms and Armour, Melf's acid arrow.

**Cost to Create:** 1500 gp, 120 XP, 3 days.

**Source:** *Magic Item Compendium* 64 (crystal of energy assault).

### Dampsuit

A dampsuit is a close-fitting bodysuit of slick leather than covers a mind flayer from head to toe. It seals in a creature's precious body moisture when an illithid ventures away from the dark, clammy warrens where it normally lives. The suit itself consists of several complex

layers, each moistened and lubricated with mucus for easy movement. The suit traps all moisture that escapes from the wearer's body and recirculates it.

Wearing a dampsuit, a mind flayer can operate in dry, hot conditions that would quickly exhaust or kill an unprotected illithid. Under normal conditions, a mind flayer's tentacles remain curled up inside a special pouch designed for just that purpose on the front of the suit. When needed they can be thrust through a valve in the face mask, then withdrawn (along with a brain) when their work is done.

A dampsuit is a suit of +1 *slick leather armour* that protects its wearer with an *endure elements* effect.

Faint abjuration; CL 4<sup>th</sup>; Craft Magic Arms and Armour, *endure elements*, grease; Price 6910 gp; Cost 3,535 gp.

**Source:** *Lords of Madness* 68.

### Githborn Talisman

**Price (Item Level):** 1800 gp (5<sup>th</sup>)

**Body Slot:** Throat

**Caster Level:** 7<sup>th</sup>

**Aura:** Moderate; (DC 18) transmutation

**Activation:** Immediate (command)

**Weight:** —

*A swirl of carved arabesques marks the top of this otherwise austere grey stone pendant.*

Both githyanki knights who captain astral longships and githzerai monks who hunt in rrakmas are known to wear these stones, which are designed for use against their most hated enemies. When you activate a *githborn talisman*, you gain a +2 bonus on attack rolls and weapon damage rolls against aberrations, as well as a +2 insight bonus on Will saves against the extraordinary, supernatural and spell-like abilities of aberrations. This benefit lasts for 1 round.

If you are a githyanki or a githzerai, these bonuses improve to +4.

This ability functions three times per day.

**Prerequisites:** Craft Wondrous Item, owl's wisdom, true strike.

**Cost to Create:** 900 gp, 72 XP, 2 days.

**Source:** *Magic Item Compendium* 105.

### Infinite Scrollcase

**Price (Item Level):** 2800 gp (7<sup>th</sup>)

**Body Slot:** — (held)

**Caster Level:** 9<sup>th</sup>

**Aura:** Moderate; (DC 19) conjuration

**Activation:** Move (manipulation); see text

**Weight:** 3 lb.

*This elaborate mahogany tube has a slit that runs along its length. A wooden dowel, capped on the ends with gold, fits against the slit, locking into place with jewelled clasps.*

An *infinite scrollcase* holds up to fifty scrolls or other parchments, which can be placed within it or removed as any normal scrollcase. When you activate an *infinite scrollcase*, the desired scroll unfurls through the slit, ready to read or cast from. When you cast a spell from a scroll unfurled from an *infinite scrollcase*, you gain a +4 competence bonus on Concentration checks made to cast that spell defensively.

If you have at least a +1 base attack bonus, you can retrieve a scroll from an *infinite scrollcase* as part of a move action, similar to drawing a weapon.

**Prerequisites:** Craft Wondrous Item, *Leomund's secret chest*.

**Cost to Create:** 1400 gp, 112 XP, 3 days.

**Source:** *Magic Item Compendium* 162.

### Magebane weapon property

**Price:** +1 bonus

**Property:** Weapon

**Caster Level:** 8<sup>th</sup>

**Aura:** Moderate; (DC 19) evocation

**Activation:** —

*The surface of this black iron weapon is inscribed with runes representing the grounding of energy, and its pommel or grip is set with three diamonds.*

Weapons that have this property are feared by arcane spellcasters. Against any creature that can cast arcane spells or use invocations (CAr 7), a magebane weapon's enhancement bonus is 2 higher than normal. (Thus, a +1 longsword with the magebane property becomes a +3 longsword when wielded against such targets.) Furthermore, a magebane weapon deals an extra 2d6 points of damage against targets capable of casting arcane spells or using invocations.

The magebane property can be added to a cold iron weapon without paying the extra 2000 gp (DMG 284).

Projectile weapons bestow this property on their ammunition.

**Prerequisites:** Craft Magic Arms and Armour, *dispel magic*.

**Cost to Create:** Varies.

**Source:** *Magic Item Compendium* 38.

### Retributive Amulet

**Price (Item Level):** 9000 gp (12<sup>th</sup>)

**Body Slot:** Throat

**Caster Level:** 5<sup>th</sup>

**Aura:** Faint; (DC 17) abjuration

**Activation:** Immediate (command)

**Weight:** ½ lb.

*This inch-wide disc bears a large red crystal in its centre. Tiny carvings around the crystal show an endless march of angels and demons at war.*

You can activate a *retributive amulet* immediately after another creature has dealt damage to you with a melee attack. That creature takes damage equal to half the damage it dealt to you. This damage is of the same type (or types).

This ability functions three times per day.

**Prerequisites:** Craft Wondrous Item, shield other.

**Cost to Create:** 4600 gp, 360 XP, 9 days.

**Source:** *Magic Item Compendium* 121.

### Runestaff of Night

**Price (Item Level):** 14,000 gp (14<sup>th</sup>)

**Body Slot:** — (held)

**Caster Level:** 12<sup>th</sup>

**Aura:** Strong; (DC 21) conjuration

**Activation:** As spell used

**Weight:** 4 lb.

*Black onyx end caps adorn this ebony staff, which is carved with runes of darkness, night and stars, as well as a rune which resembles an umber hulk.*

A *runestaff of night* allows you to cast any of the following spells (each three times per day) by expending a prepared arcane spell or arcane spell slot of the same level or higher:

- *darkness* (can counter or dispel any light spell, regardless of level);
- *darkvision*;
- *low-light vision*.

This *runestaff* also allows you to cast the following spell once per day by expending a prepared arcane spell or arcane spell slot of the same level or higher:

- *summon monster VI* (summons one fiendish umber hulk only).

*Prerequisites:* Craft Staff, *darkness*, *darkvision*, *low-light vision* (SpC 134), *summon monster VI*.

*Cost to Create:* 7000 gp, 560 XP, 14 days.

*Source:* *Magic Item Compendium* 181.

## SPELLS

### Blast of Force

Evocation [Force]

**Level:** Force 3, sorcerer/wizard 2

**Components:** V,S

**Casting Time:** 1 standard action

**Range:** Medium (100 ft. + 10 ft./level)

**Effect:** Ray

**Duration:** Instantaneous

**Saving Throw:** Fortitude partial

**Spell Resistance:** Yes

*Drawing upon magic in its purest form, you send invisible energy whistling through the air to batter your foe.*

You must succeed on a ranged touch attack with the ray to strike a target. A *blast of force* deals 1d6 points of damage per two caster levels (maximum 5d6). In addition, a successful save forces the subject to make a Fortitude save or be knocked prone (size and stability modifiers apply to the saving throw as if the spell were a bull rush).

*Source:* *Spell Compendium* 31.

### Dragonskin

Transmutation

**Level:** Sorcerer/wizard 3

**Components:** S,M

**Casting Time:** 1 standard action

**Range:** Personal

**Target:** You

**Duration:** 10 minutes/level

*You say nothing, but make the motions in the prescribed pattern and hold the dragon's scale aloft. Your flesh erupts with hard, colourful scales.*

Your skin toughens and become scaly like that of a chromatic dragon of a colour you select. You gain an enhancement bonus to natural armour equal to +1 per two levels (to a maximum of +5 at 10<sup>th</sup> level), as well as energy

resistance 10 against the type of energy appropriate to the colour you select: acid (black or green), cold (white), electricity (blue), or fire (red). Your energy resistance increases to 20 at 10<sup>th</sup> level.

*Material Component:* A dragon's scale.

*Special:* Sorcerers cast this spell at +1 caster level.

*Source:* *Spell Compendium* 73.

### Whirling Blade

Transmutation

**Level:** Bard 2, sorcerer/wizard 2

**Components:** V,S,F

**Casting Time:** 1 standard action

**Range:** 60 ft.

**Effect:** 60-ft.-line

**Duration:** Instantaneous

**Saving Throw:** None

**Spell Resistance:** No

*With weapon in hand, you finish the last of the arcane gestures and words that activate the power of the spell. As you cast the spell, you hurl a single slashing weapon at your foes. The blade, carried along both by your might and your magical prowess, slashes at your foes while whirling forward.*

You hurl a weapon held at the time of casting, and it magically attacks all enemies along a line to the extent of the spell's range. You make a normal melee attack, just as if you were attacking with the weapon in melee, against each foe in the weapon's path, but you can choose to substitute your Intelligence modifier or your Charisma modifier (as appropriate for your spellcasting class) for your Strength modifier on the weapon's attack rolls and damage rolls. Even if your base attack bonus would normally give you multiple attacks, a whirling blade gets only one attack (at your best attack bonus) against each target. The weapon deals damage just as if you had swung it in melee, including any bonuses you might have from ability scores or feats.

No matter how many targets your weapon hits or misses, it instantly and unerringly returns to your hand after attempting the last of its attacks.

*Focus:* A slashing melee weapon that you hurl.

*Source:* *Spell Compendium* 238.

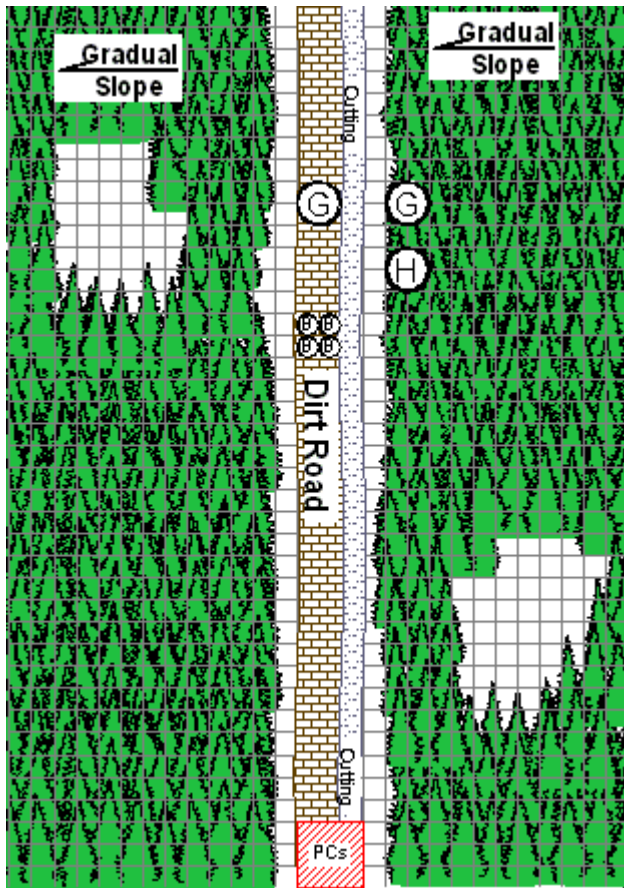
## APPENDIX 3: DM MAPS

### 1: THE WOLF PACK

**Overview:** Encounter 1 occurs in alpine forest about one mile from the great gate of Aurichold. Most of the terrain is covered in moderate forest, with a few grassy clearings dotting the landscape.

The PCs start the encounter in road squares at the bottom of the map.

- At **APL 6**, three barghests (**B**) start the combat in a cluster 105 feet from the front rank of the PCs.
- At **APL 8**, three barghests (**B**) start the combat in a cluster 105 feet from the front rank of the PCs. Hrugin (**H**) starts hidden in the trees off to one side of the road, about 120 feet from the PCs' front rank.
- At **APL 10** and **APL 12**, four barghests (**B**) start the combat in a cluster 105 feet from the front rank of the PCs. Grellak (**G**) is on the road 20 feet behind the barghests (135 feet from the PCs' front rank), Hrugin (**H**) starts hidden in the trees off to one side of the road (120 feet from the PCs' front rank).
- At **APL 14**, four barghests (**B**) start the combat in a cluster 105 feet from the front rank of the PCs. Both Grellak (**G**) and Hrugin (**H**) start *invisible* and hidden in the trees off to one side of the road, Grellak slightly further from the PCs than Hrugin (135 feet and 120 feet from the PCs' front rank, respectively).



**Gradual Slope:** The terrain slopes downwards from the right (high) to the left (low), dropping around 1 foot in 5. The gradual slope has no effect on tactical movement, but is sufficient to give a creature in a higher square a +1 bonus to melee attack rolls against a creature in a lower square (*Dungeon Master's Guide* 89). However, the dirt road and cutting are considered to have no slope.

**Dirt Road:** The dirt road is smooth and ascends slightly from the bottom of the map to the top, although this has no effect on tactical movement. The road has been cut into the slope of the land, and the cutting has been further excavated to form a gutter.

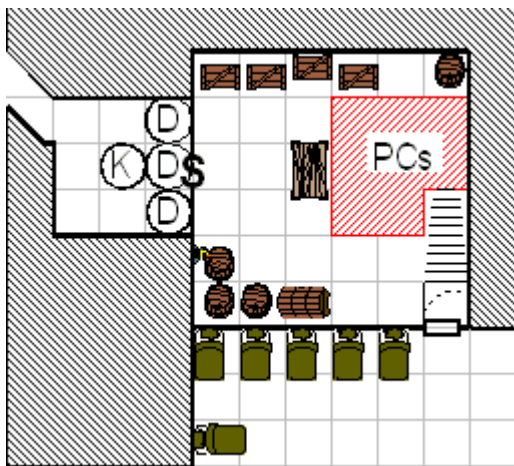
**Cutting:** The cutting on the high side of the road is 5 feet wide and 2 feet deep, and forms a gutter. It takes 2 squares of movement to get out of the gutter on its high side, but climbing in and out of the gutter from the road does not affect movement. Small creatures in the cutting have cover against attacks from the high side of the battlefield; Medium creatures can also gain cover from the cutting but only if they are prone. Large or larger creatures standing part-in and part-out of the cutting gain no benefits or penalties.

**Trees:** Most of the battlefield is covered in trees. The trees are quite tightly packed, and have the following effects on combat:

- Creatures occupying tree squares gain a +2 bonus to AC and a +1 bonus on Reflex saves (DMG 87).
- Large or larger creatures have to squeeze in tree squares (2 squares of movement to move into a tree square; -4 penalty on attack rolls and AC; see *Player's Handbook* 148).
- Creatures with at least 20 feet of trees between them have cover relative to each other; creatures with at least 40 feet of trees between them have improved cover relative to each other, and creatures with at least 60 feet of trees between them have complete cover relative to each other. These effects do not stack with the bonuses from occupying a tree square (in effect, the cover includes the effect of the trees in the square the creature is occupying).

**Clearings:** The clearings are covered in grass and wildflowers no more than 2 feet high. Apart from the gradual slope (noted above), clearings have no impact on combat.





#### 4: RESISTANCE IS FUTILE!

**Overview:** Encounter 4 occurs in a subterranean chamber occupied by the Resistance. The encounter is precipitated by the invasion of minions of the mind flayers into the Resistance's hideout.

The chamber is 30 feet square and has a ceiling 20 feet high. Barrels are stacked in the south-west corner of the room, and crates are stacked against the north wall. A steep set of stairs ascends 10 feet along the west wall to a 5-foot-square landing in front of an iron door in the south wall. A wooden table sits near the centre of the room.

When the encounter starts, have the PCs start in empty squares at the foot of the stairs and east of the table. The PCs have one round of actions before rolling initiative. Following initiative rolls, the secret door in the west wall is opened by the voidmind dwarf with the highest initiative (thus, PCs who roll higher initiative than that dwarf effectively have two rounds' worth of actions). The voidmind dwarves (D) begin the combat on the western side of the secret door, as does

Kalifrax the mind flayer (K) (at all APLs higher than 6).

**Light:** The chamber is lit by an *everburning torch* in a sconce on the west wall. It provides bright light to a radius of 20 feet, and shadowy illumination elsewhere in the chamber (essentially, the northern-most 5 feet and eastern-most 10 feet of the room are in shadowy illumination). Naturally, the PCs may have their own light sources.

**Table:** The table in the middle of the room provides cover against attacks coming from its opposite side (but not diagonally). Medium creatures can hop up onto the table with a DC 10 Jump check (using 10 feet of movement to do so, see PH 77). Small or smaller creatures need to make a 3-foot high jump. A creature on the table is considered to be on higher ground than creatures in the squares adjacent to the table, and therefore gains a +1 bonus to melee attack rolls against opponents in those squares (PH 151).

**Crates and barrels:** Moving into a square occupied by a crate or barrel takes 2 squares of movement. A creature in a square with a crate or barrel is assumed to be using it to their advantage in combat, and gains a +1 bonus to AC. Each crate or barrel weighs 400 pounds should a PC think to throw one.

**Steep stairs:** Moving into a square of steep stairs takes 2 squares of movement. Creatures on the stairs can be on higher ground relative to their opponents, depending on the location of each (PH 151), but creatures in the top stair square or on the landing cannot reach creatures on the floor unless they have 10-foot reach. A creature running or charging down steep stairs must make a DC 10 Balance check on entering the first steep stairs square. Characters who fail stumble and must end their movement 1d2 squares later. Characters who fail by 5 or more take 1d6 points of damage and fall prone in the square where they end their movement. Steep stairs increase the DC of Tumble checks by 5. (DMG 63)

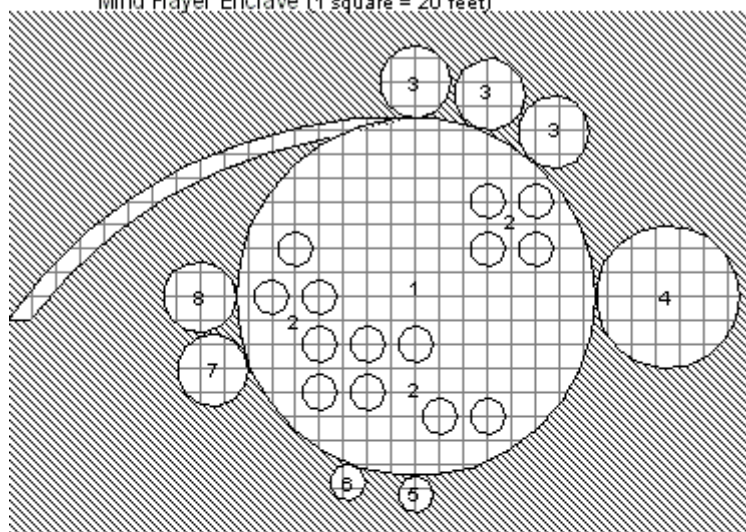
**Iron door:** The iron door at the top of the stairs is locked. If the PCs manage to open it and start leaving the chamber, Armat yells at them to "get back in there and clear the escape route!"

**Dwarvencraft Iron Door:** 2 in. thick; hardness 12; hp 90; AC 5; Break DC 32; Open Lock DC 40.

**Secret door:** Locating the stone secret door in the west wall requires a DC 30 Search check (it is excellent dwarven construction). The door is activated by pulling down on the torch sconce nearby. However, it is likely the mind flayer minions open it from the other side before the PCs have a chance to open it. Opening or closing the door is a move action which doesn't provoke an attack of opportunity (PH 141). Once open, the door remains open until the sconce is again pulled. A similar mechanism opens and closes the door from its western side.

## 5: THE MIND FLAYER ENCLAVE

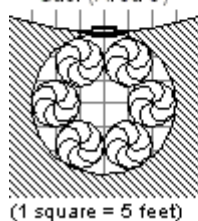
Mind Flayer Enclave (1 square = 20 feet)



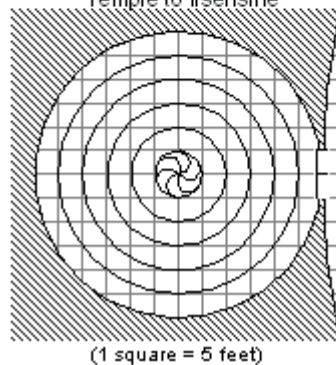
### Key

1	Main chamber
2	Illithid residences
3	Thrall barracks
4	Chamber of the Eclipse Machine
5	Gaol
6	Torture Chamber
7	Storage
8	Temple to Ilsensine

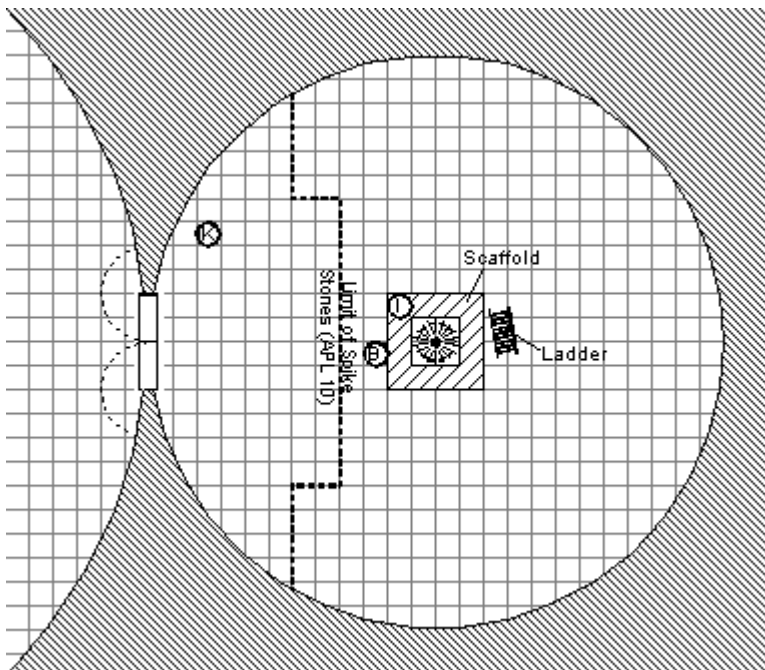
Gaol (Area 5)



Temple to Ilsensine







## 6A: A DEEPER DARKNESS – THE ECLIPSE MACHINE

**Overview:** Encounter 6A occurs in a subterranean chamber occupied by the illithid creator of the Eclipse Machine and its thralls. The chamber stands to one side of the main chamber of the mind flayers' lair. It is an hemisphere with a radius of 60 feet. Floating in the middle of the chamber, 25 feet above the floor, is a 10-foot-diameter sphere of force, pierced by hundreds of golden probes, each connected to a golden wire. In the centre of the globe of force is a 2-foot-diameter black sphere of nothingness. The wires from the probes are connected to a dark metallic machine inscribed with golden glyphs, itself sitting on a solid stone stand. Surrounding the sphere and machine is a three-level scaffold. The room is dry and brightly lit, in contrast to the rest of the illithids' lair.

Illystich the illithid (**I**) starts combat on the top level of the scaffold, 30 feet above the floor. Beng the dwarf thrall (**B**) starts combat at the

foot of the scaffold, while the kython (**K**) is just to the north of the entrance. If there is a second kython (APL 10), it starts in the same spot as the first kython on the southern side of the entrance.

**Light:** The whole chamber is brightly lit by a *daylight* effect (CL 20<sup>th</sup>). This effect radiates from the walls/ceiling.

**Entrance doors:** These massive iron doors are each 10 feet wide, 30 feet high, and 6 inches thick. They are trapped and magically locked. However, they open at the touch of any creature using an arcane spell or spell-like ability (including a psionic power). See Encounter 6A for details.

**Massive iron door:** 6 in. thick; hardness 10; hp 180; AC 3; Break DC 50; Open Lock n/a (magically activated).

**Spike Stones:** This defensive ward can exist at APL 10 only. It springs up if Beng manages to cast the spell in the first combat round. All squares between the entrance doors and the dotted line are covered by a *spike stones* spell (CL 8<sup>th</sup>). A creature moving through the area does so at half speed and takes 1d8 points of piercing damage for each square they move into. Any creature which takes damage from the spell during its movement must also make a DC 18 Reflex save or be reduced to half speed for 24 hours. This movement penalty can be removed by a character taking 10 minutes to bind the wounds to the creature's feet and making a DC 18 Heal check. As a trap, the Search check to detect the *spike stones* is DC 29, but it cannot be disabled using Disable Device (it can be dispelled as a spell, however).

**Eclipse Machine:** The machine is not yet complete and can be destroyed as set out in Encounter 6A. The machine and the pedestal it stands on effectively form a column 10 feet wide and 35 feet high in the middle of the room. For information on damaging the Eclipse Machine, see Encounter 6A.

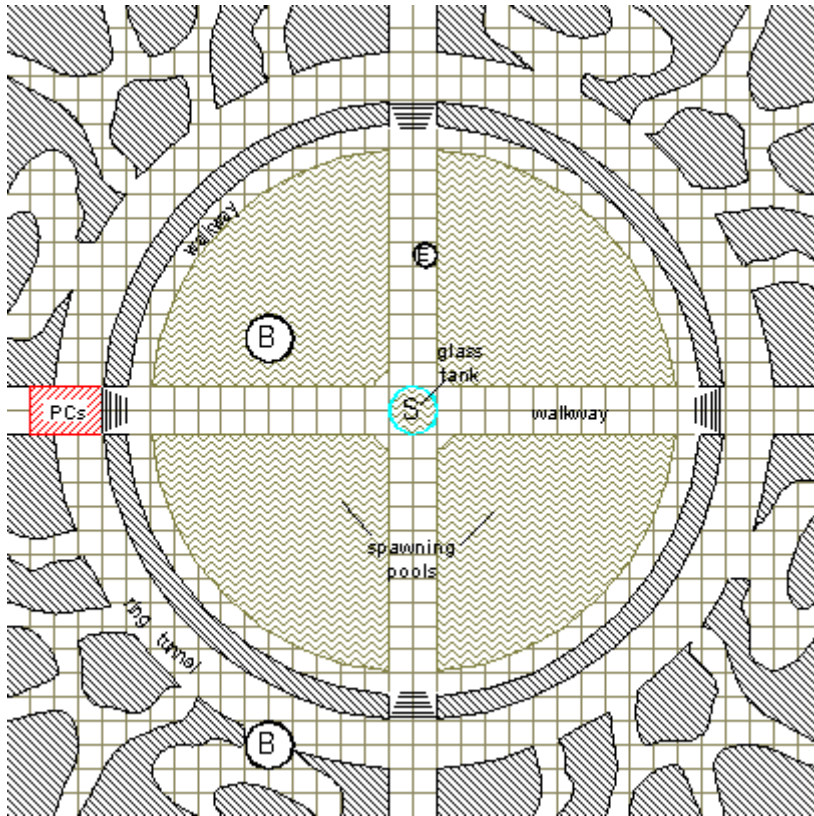
**Scaffold:** The wooden scaffold is 20 feet across and surrounds the Eclipse Machine. It has three levels, at 10 feet, 20 feet, and 30 feet above the floor. There are no ladders or other means of climbing the scaffold – Illystich uses *levitate* to ascend or descend as necessary. The scaffold's walkways are 5 feet wide. The DC to jump up and grab onto one level of the scaffold from the one below depends on the PC's height (PH 77). Once a PC has grabbed hold of the edge of the scaffold, it is a move action and a DC 15 Jump check for the PC to haul him- or herself up to the next level (PH 77).

**Wooden scaffold support beam:** 4 in. thick; hardness 5; hp 40; Break DC 28. Breaking a support beam (either vertical or horizontal) brings down a 10-foot-long section of scaffolding on each higher level of the scaffold.

**Wooden scaffold planking section:** 10 ft. long; 2 in. thick; hardness 5; hp 20; Break DC 23.

**Ladder:** Lying on the floor on the opposite side of the scaffold to the doors is a 10-foot-long wooden ladder, which can be used to ascend the scaffold. It takes a move action to pick up the ladder (or haul it up from the previous level of the scaffold) and prop it in place, and 20 feet of movement to climb 10 feet to the next level of the scaffold.

## 6B: A DEEPER DARKNESS – THE SPAWNING POOLS



case in the centre of the room. Two broodguard kythons (B) defend the chamber; one is submerged in one of the spawning pools (Hide result 22) and the other starts the encounter in the ring-tunnel out of sight of the PCs.

**Light:** Except for any light sources carried by the PCs, the only light in the combat area is the nauseous green glow from the spawning pools. The brood chamber itself is filled with shadowy illumination from this glow, but the tunnels are dark (note that Expizilth and the kythons all have blindsight).

**Spawning pools:** The spawning pools are 5 feet deep and filled with a relatively mild acid. Characters splashed by this acid suffer no damage, but immersion in it causes 3d6 points of acid damage per round. There are about 50 1-foot-diameter kython eggs laid by the slaymaster kython at the bottom of each pool. Each egg has AC 7 and 5 hp, and is immune to acid. A spawning pool square is considered deep bog. Entering a pool square costs 4 squares of movement for a Medium or larger creature; Small or smaller creatures must swim. Medium or larger creatures have cover in the pool against attacks from outside the pool, while Small and smaller creatures have improved cover, but take a –10 penalty on attacks against creatures that aren't also in the pool. Tumbling is impossible in a spawning pool, and the DC of Move Silently checks is increased by 2. (DMG 88)

**Walkways:** The walkways are rough and slippery from the constant rain of mildly acid drops of condensation falling from the ceiling. PCs running or charging on a walkway must make a DC 12 Balance check to do so; failure by 4 or less means the character can't move that turn; failure by 5 or more means the character falls prone a random number of squares from their starting square. The kythons are immune to this effect.

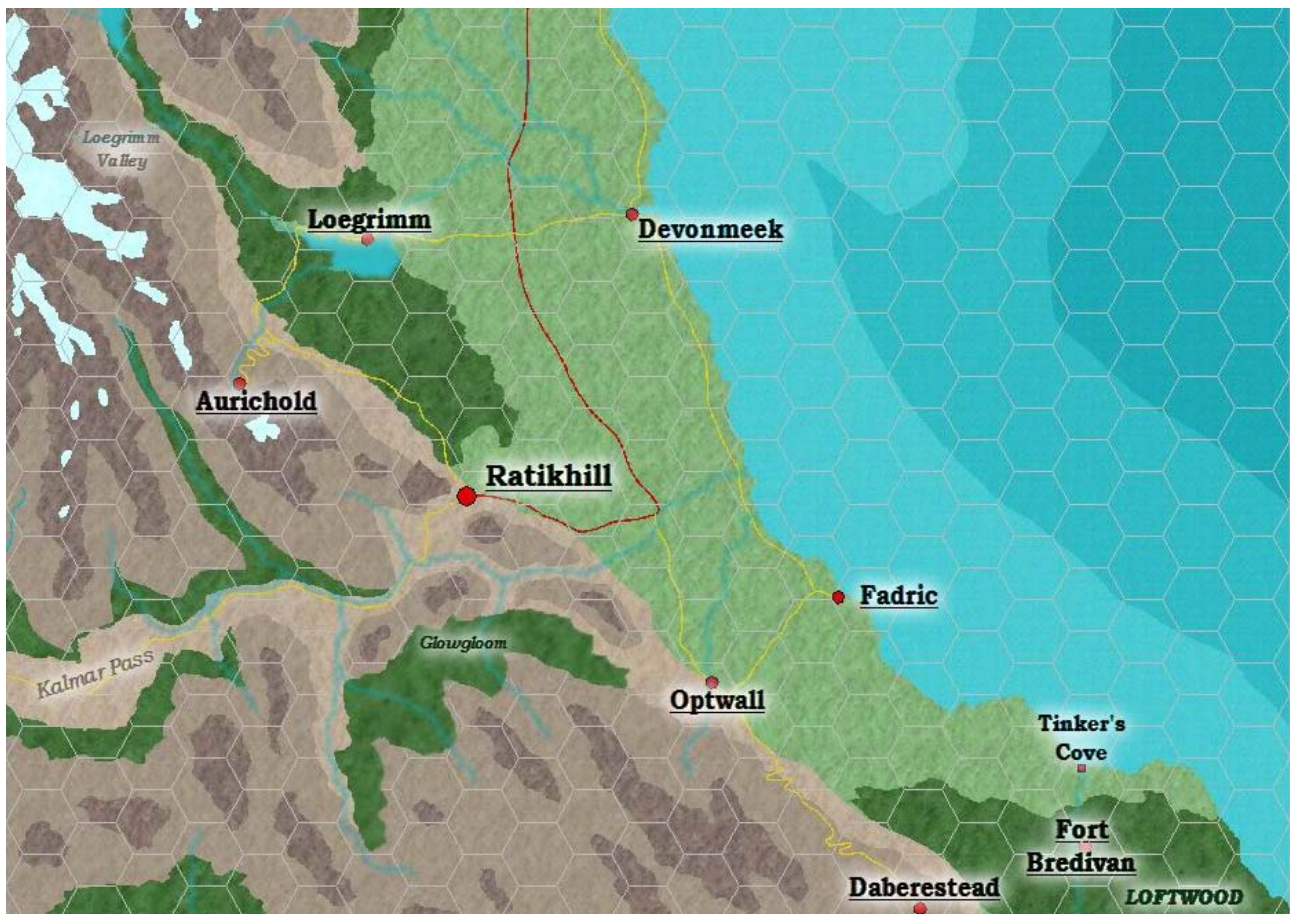
**Glass case:** The 10-foot-diameter, 20-foot-high glass case in the centre of the chamber houses the slaymaster kython. Once battle commences in this chamber, it smashes its way out of the case, using its first full round's worth of actions to do so. Any creature within 10 feet of the case at this time is hit by the torrent of acid which spills forth – treat as a bull rush by a Large creature with Str 25 (i.e. +11 on the opposed Str check). The creature also suffer 1d6 points of acid damage.

**Control Water:** At APL 14, Expizilth probably uses *control water* to raise the level of the acid in the spawning pools by 2 feet. In that case, Medium and smaller creatures treat the spawning pools as water squares (see DMG 92). Furthermore, all the walkways in the brood chamber are covered in 2 feet of mild acid; treat walkway squares as shallow bog: it takes 2 squares of movement to enter a walkway square, and the DC of Tumble checks increases by 2 (DMG 88). Creatures in the shallow acid covering the walkways suffer 1d6 points of acid damage per round.

**Overview:** Encounter 6B occurs in and around an hemispherical subterranean chamber of approximately 60 feet radius. Surrounding the chamber is a 10-foot-diameter tunnel, with entrances into the chamber to the north, south, east and west. Numerous smaller tunnels lead off the tunnel which rings the chamber. The walls and ceilings of the chamber and tunnels are covered in a black resinous substance, which is slick with the condensed green mist which rises from the spawning pools...

Much of the floor of the chamber is taken up with four large pits filled with a warm, transparent green liquid – the spawning pools. A thin acidic mist rises from the surface of the pools. In the centre of the room is a 10-foot-diameter glass case, about 20 feet high, filled with the same liquid. Radiating from the centre of the room are four walkways, and a 5-foot-wide walkway rings the interior wall of the room.

The PCs start the encounter near the west entrance to the chamber. Expizilth the mad illithid (E) is standing on one of the walkways, while the slaymaster kython (S) begins the encounter inside the glass



Mind Flayer Enclave (1 square = 20 feet)

